City Council Report

915 I Street, 1st Floor
Sacramento, CA 95814
www.cityofsacramento.org

File #: 2016-01213 **Consent Item 03**

Title: (Pass for Publication) Sacramento Railyards Mixed Use Project Including a Major Medical Center and Professional Soccer Stadium (P15-040)

Recommendation: 1) Review a) a Resolution certifying the Subsequent Environmental Impact Report and adopting the Mitigation Monitoring Program, Findings of Fact, and a Statement of Overriding Considerations; b) an Ordinance approving the amended and restated development agreement between the City of Sacramento and Downtown Railyard Venture, LLC; c) a Resolution updating the Sacramento Railyards Specific Plan Public Facilities Financing Plan; d) a Resolution amending the 2035 General Plan land use diagram to change the land use designation for various parcels in accordance with the proposed Sacramento Railyards Specific Plan; e) a Resolution amending the 2035 General Plan Circulation Element; f) a Resolution approving the Railyards Specific Plan update; g) a Resolution amending the River District Specific Plan; h) a Resolution amending the Sacramento Railyards Design Guidelines; i) a Resolution amending the 2016 City Bicycle Master Plan; j) an Ordinance repealing and adding chapter 17.440 to, and amending sections 15.148.193, 17.108.220, 17.808.220, and 17.812.060 of, the Sacramento City Code relating to the Railyards Special Planning District; k) an Ordinance rezoning various lots in the Sacramento Railyards; l) a Resolution approving a Tentative Map to subdivide approximately 197.7 gross acres into 118 lots and Site Plan and Design Review for the Tentative Map; m) a Resolution approving a Conditional Use Permit for a sports complex, a Site Plan and Design Review for a sports complex, a variance to allow an extension to the hours of construction established by the City of Sacramento noise ordinance, and a variance to allow noise from the operation of the sports complex and surrounding plaza to exceed levels allowed by the City of Sacramento noise ordinance; n) a Resolution approving Conditional Use Permits and Site Plan and Design Review for stand-alone parking lots; o) a Resolution approving the Water Supply Assessment Report for the Sacramento Railyards; p) a Resolution approving the Sacramento Railyards Mixed Income Housing Strategy; q) a Resolution approving Site Plan and Design Review for the Stormwater Outfall; r) an Ordinance repealing Ordinance 2007-103 and listing the Central Shops Historic District as a Historic District on the Sacramento Register of Historic & Cultural Resources; s) an Ordinance to listing the Sacramento Railyards Water Tower as a Landmark on the Sacramento Register of Historic & Cultural Resources; and 2) pass for publication the ordinance titles as required by Sacramento City Charter section 32(c) for consideration on November 10, 2016.

Location: District 3

Contact: Teresa Haenggi, Associate Planner, (916) 808-7554, Community Development Department

Presenter: None

Department: Community Development Department

Attachments:

1- Description/Analysis
2- Project Background and Entitlement Overview
3- Resolution Certifying the Subsequent Environmental Impact Report
4- Ordinance Amending the Sacramento Railyards Development Agreement
5- Exhibit A: Sacramento Railyards Development Agreement
6- Resolution Adopting the Sacramento Railyard Public Facilities Financing Plan
7- Exhibit A: Sacramento Railyards Public Facilities Financing Plan
8- Resolution Amending the 2035 General Plan Land Use Diagram
9- Exhibit A: Existing General Plan Land Use
10- Exhibit B: Revised General Plan Land Use
11- Resolution Amending the 2035 General Plan Circulation Element
12- Exhibit A: Revised Circulation Element
13- Exhibit B: Revised Circulation Element
14- Resolution Adopting the Sacramento Railyards Specific Plan
15- Exhibit A: Sacramento Railyards Specific Plan
16- Resolution Adopting the River District Specific Plan
17- Resolution Adopting the Sacramento Railyards Design Guidelines
18- Exhibit A: Sacramento Railyards Design Guidelines
19- Resolution Amending the 2016 City Bicycle Master Plan
20- Exhibit B: Revised Bikeways Circulation
21- Ordinance Amending the Sacramento Railyards Special Planning District and Related Changes to Title 15 and Title 17 - CLEAN
22- Ordinance Amending the Sacramento Railyards Special Planning District and Related Changes to Title 15 and Title 17 - REDLINE
23- Exhibit A: Boundary Map
24- Exhibit B: Maximum Height Map
25- Exhibit C: Wall Height Map
26- Ordinance to Rezone Various Lots with the Sacramento Railyards
27- Exhibit A: Existing Zoning
28- Exhibit B: Revised Zoning

29- Resolution Approving a Tentative Map and Site Plan and Design Review for a Tentative Map
30- Exhibit A: Tentative map
31- Resolution approving a Conditional Use Permit, Noise Variances, and Site Plan and Design Review for a Sports Complex
32- Exhibit A: Stadium Site Plan
33- Exhibit B: Stadium Exterior Schematic Design
34- Exhibit C: Stadium General Concourse Area
35- Exhibit D: Stadium Supporter Concourse Area
36- Exhibit E: Stadium Roof Schematic Design
37- Exhibit F: Stadium Sections
38- Exhibit G: Noise Variance Tables
39- Resolution Approving a Conditional Use Permit and Site Plan and Design Review for Stand Alone Surface Parking Lots
40- Exhibit A: Overview of Stand Alone Parking Plan
41- Resolution Approving a Water Assessment Report
42- Exhibit A: Water Assessment Report
43- Resolution Approving the Railyards Mixed Income Housing Strategy
44- Exhibit A: Railyards Mixed Income Housing Strategy
45- Resolution Approving the Site Plan and Design Review for a Stormwater Outfall Facility.
46- Exhibit A: Stormwater Outfall Site Plan
47- Ordinance Amending the Central Shops Historic District Ordinance
48- Exhibit A: Historic District Boundaries
49- Exhibit B: Significant Features
50- Ordinance Listing the Sacrament Railyards Water Tower as a Landmark in the Sacramento Register of Historic and Cultural Resources
51- Exhibit A: Landmark Parcel Boundaries
52- Comment Letters
53- Applicant Community Outreach - Summary
54- Preservation Commission Comments
55- General Plan Consistency Evaluation
56- Sport Stadium Site Cross Sections
57- Sports Stadium 10th Street Extension Discussion Exhibit
58- Sports Stadium Parking Memo
59- Stadium Noise Technical Memo
60- Event Transportation Management Plan
61- Stormwater Outfall Design Concepts
62- Specific Plan Summary
63- Design Guidelines Summary
64- Water Tower Historic Survey Form

Description/Analysis

Issue Detail: The Sacramento Railyards project is an important infill opportunity in city's downtown area. The project requires several planning entitlements in order to achieve desired development that includes residential, retail, and commercial uses, a medical center, a sports complex, and the restoration and reuse of historic structures.

Policy Considerations: The proposed Railyards project will assist the City in achieving the vision of the 2035 General Plan. A discussion on project consistency with the General Plan land use designations and a list of General Plan policies that are supported by the proposed Railyards project are provided in the attachments. The project site is a large urban infill opportunity just immediately north of the downtown Central Business District area that will provide new residents, employment opportunities, and services in an area that is substantially surrounded by urban development. The site will accommodate a mix of residential and non-residential uses around public transit and will achieve land use efficiency through higher density and intensity of development. The project will better connect the downtown Central Business District area to the riverfront, Old Sacramento, the River District, and integrate into adjacent and existing neighborhoods through a roadway and bicycle network, appropriate massing, and thoughtful design principles. The project also offers a network of open space that will provide access to the historic Central Shops buildings, the riverfront, the sports stadium, and new parks. The restoration and adaptive reuse of the Central Shops buildings and the proposed nomination of the water tower as a landmark will provide an opportunity to reintroduce the region to these iconic structures that will create a unique sense of place and contribute to the City's goal to be known for its distinctive and memorable places.

Economic Impacts: Not applicable.

Environmental Considerations: To comply with the California Environmental Quality Act (CEQA), the City prepared a Draft Subsequent Environmental Impact Report for the Sacramento Railyards Specific Plan Update (RSPU), KP Medical Center, MLS Stadium, and Stormwater Outfall (together, the Draft SEIR). The City has circulated documents relating to environmental review as required by CEQA and the CEQA Guidelines. The Draft SEIR was circulated for a 45-day public review and comment from June 10, 2016 to July 27, 2016. Twenty comment letters were received on the Draft SEIR.

The Draft SEIR describes the existing environmental resources in the vicinity of the Railyards Specific Plan (RSP) Area and the individual project sites, analyzes potential impacts on those resources due to the proposed projects based on existing (baseline) conditions, and identifies mitigation measures that could avoid or reduce the magnitude of the significant impacts identified in the Draft SEIR. Where appropriate, the Draft SEIR also provides a comparison of

the effects of the proposed RSPU with those disclosed in the 2007 RSP EIR. The environmental impacts evaluated in the Draft SEIR concern various subject areas, including aesthetics/light and glare, cultural resources, transportation and circulation, air quality, global climate change, noise, biological resources, hydrology and water quality, hazards and hazardous materials, utilities, public services, as well as potential for growth and urban decay effects. The Draft SEIR concludes that the project would have a significant and unavoidable impact on aesthetics, light, and glare, air quality, biological resources, cultural resources, transportation, and utilities.

The Draft SEIR evaluates a range of alternatives for the proposed RSPU, as well as alternatives for the proposed KP Medical Center, MLS Stadium, and Stormwater Outfall projects. The alternatives considered include different amounts of mixed-use development in the RSP Area, a smaller-sized KP Medical Center, and different sizes and locations for the proposed MLS Stadium, as well as No Project Alternatives for the RSPU and the other proposed projects.

A Final Subsequent Environmental Impact Report (Final SEIR) has been prepared that includes all agency and public written comments received on the Draft SEIR. The Final SEIR provides written responses to each comment received. Also included are changes in the text of the Draft SEIR either in response to written comments or initiated by staff. The Final SEIR document, which has been prepared in accordance with CEQA and the CEQA Guidelines, together with the Draft SEIR (and Appendices) constitutes the SEIR for the proposed projects that will be used by the decision-makers during project hearings. The responses and text changes correct, clarify, and amplify text in the Draft SEIR, as appropriate. As the project has undergone review, the 30 acres of open space initially described within the Draft SEIR has increased to approximately 34 acres of open space. These changes do not alter the conclusions of the Draft SEIR.

Appropriate Findings of Fact and a Statement of Overriding of Considerations (pursuant to CEQA Guidelines Section 15091 and 15093) are included as part of the resolution certifying the SEIR.

The Draft and Final SEIR is available on the City's website at:
http://www.cityofsacramento.org/Community-Development/Planning/Environmental/Impact-Reports

Sustainability: This project will provide the entitlements necessary for sustainable development patterns, including high-density, mixed-use, and transit-oriented development on a large infill site.

Commission/Committee Action: Due to the complexity of the Railyards project, staff has presented portions of the project to the Planning and Design Commission on eight different occasions and the Preservation Commission on four occasions. Staff also presented the project to the Sacramento City/County Bicycle Advisory Committee and the Parks and Recreation Commission.

On August 17, 2016, the Preservation Commission forwarded a recommendation of approval to City Council amending the Central Shops Historic District and the nominating the Sacramento Railyards Water Tower as a landmark on the City's Historic Register of Historic & Cultural Resources.

On September 21, 2016, the Preservation Commission reviewed and forwarded a recommendation of approval to the Planning and Design Commission for entitlements relating to Historic and Cultural Resources within the Railyards project area. The motion included the addition of two guidelines to the Railyards Design Guidelines and a modification to the Special Planning District. The Preservation Commission also provided comments on the project for areas within the Railyards, but outside of the Central Shops Historic District and which did not affect landmark parcels. These comments are found in the attachments.

On October 24, 2016, the Planning and Design Commission conducted a noticed public hearing where it reviewed and considered the SEIR along with the other project approvals and forwarded a recommendation of approval to the City Council.

Rationale for Recommendation: The Sacramento Railyards Project supports the 2035 General Plan's vision, goals, and policies related to infill development, sustainability, transit-oriented development, historic restoration, providing a variety in housing, providing recreation opportunities and open space connections, and establishing iconic structures.

Financial Considerations: The 2016 Sacramento Railyards Specific Plan Public Facilities Finance Plan identifies the estimated costs and proposed funding sources for all backbone infrastructure improvements, public facilities, and administrative costs to serve the proposed land uses in the Sacramento Railyards Specific Plan area. At build out, the plan should facilitate a multi-billion dollar reinvestment into the Railyards area. It is recommended that the 2007 Sacramento Railyards Specific Plan Public Facilities Financing Plan (Resolution 2007-910) be rescinded and the 2016 Sacramento Railyards Specific Plan Public Facilities Financing Plan be adopted.

Local Business Enterprise (LBE): Not applicable.

Background: The existing Railyards project (P05-097) was approved by the City Council on December 11, 2007. The approvals included a land use plan that allows a maximum of 10,000 to 12,100 dwelling units, 1.4 million square feet of retail, 1,100 hotel rooms, 2.4 million square feet of office, 485,390 square feet of historic/cultural space, and 491,000 square feet of mixed use. A subdivision modification for minor changes was also approved by the Planning Director in 2012 (P10-040).

In June of 2015, a planning entitlement application was submitted for a new project at the Sacramento Railyards, including a request to modify the land use plan to allow for a major sports complex and a medical center. The proposed project includes the following:

- 6,000-10,000 dwelling units;
- 514,270 square feet of retail;
- 2,757,027 - 3,857,027 square feet of office use;
- 771,405 square feet of flexible mixed use;
- 1,228,000 square feet of medical campus;
- 1,100 hotel rooms (keys);
- 485,390 square feet of historic and cultural uses;
- 34 acres of open space; and
- A soccer stadium with 19,621 seats, and potential to expand to approximately 25,000 seats.

Subject: Sacramento Railyards Mixed-Use Project including a Major Medical Center and Professional Soccer Stadium (P15-040)

Background Information

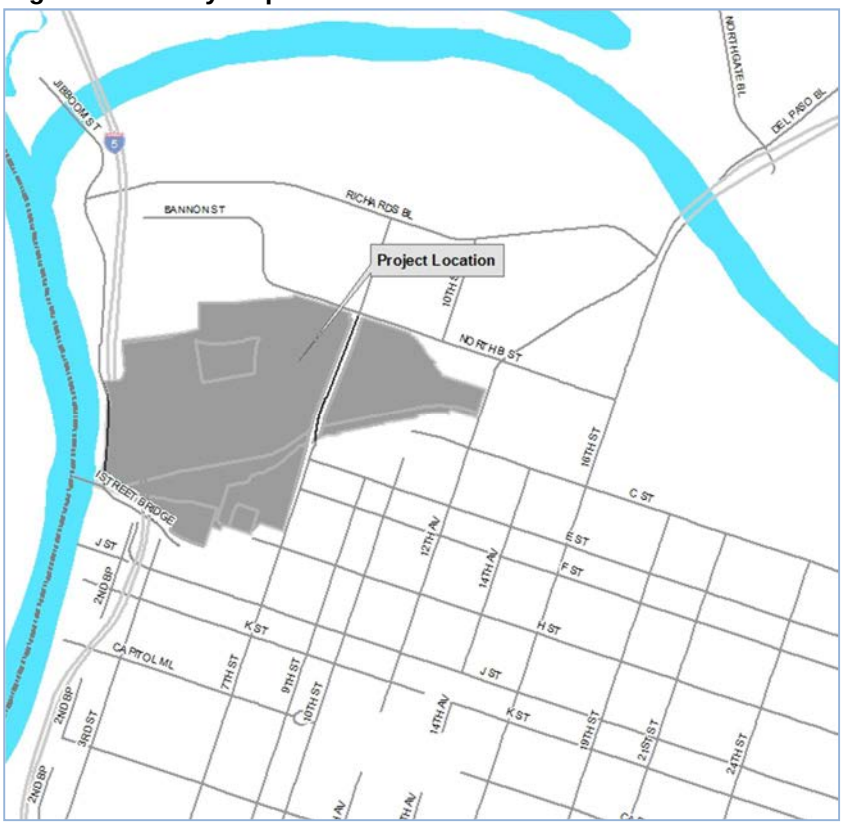
A request to amend the Sacramento Railyards Specific Plan and related entitlements to authorize a soccer stadium, major medical facility, and the following: 6,000-10,000 dwelling units; 514,270 square feet of retail; 2,757,027 - 3,857,027 square feet of office use; 771,405 square feet of flexible mixed use; 1,228,003 square feet of hospital and medical uses; 1,100 hotel rooms (keys); 485,390 square feet of historic and cultural uses; and approximately 34 acres of open space. The project also includes a request for amendments to the Central Shops Historic District and a nomination of the Railyards Water Tower for listing as a landmark in the Sacramento Register of Historic & Cultural Resources.

Location/Council District: Generally east of Sacramento River, south of City Water Treatment Plant and North B Street, west of 12th Street, north and west of the Alkali Flat neighborhood, north of H Street between 5th and 7th, and northwest of 5th and I Street

APNs: 001-0064-011-0000, 001-0064-012-0000, 001-0064-013-0000, 001-0064-014-0000, 002-0010-023-0000, 002-0010-027-0000, 002-0010-028-0000, 002-0010-044-0000, 002-0010-049-0000, 002-0010-052-0000, 002-0010-054-0000, 002-0010-056-0000, 002-0010-060-0000, 002-0010-062-0000, 002-0010-063-0000, 006-0023-002-0000

Council District 3

Figure 1: Vicinity Map



Summary: The Sacramento Railyards Specific Plan area is approximately 244-acresand includes property owned by Downtown Railyard Venture, LLC (the project applicant), the City's Sacramento Valley Station, and the Union Pacific Railroad rail corridor. The applicant is proposing to subdivide approximately 197 acres of the site into 118 lots for a variety of uses, including residential, retail, and office. The project also includes a medical center campus on approximately 17 acres and a major sports complex on approximately 14.56 acres.

The design and construction of the sports complex is proposed with this project, and requires the following entitlements:

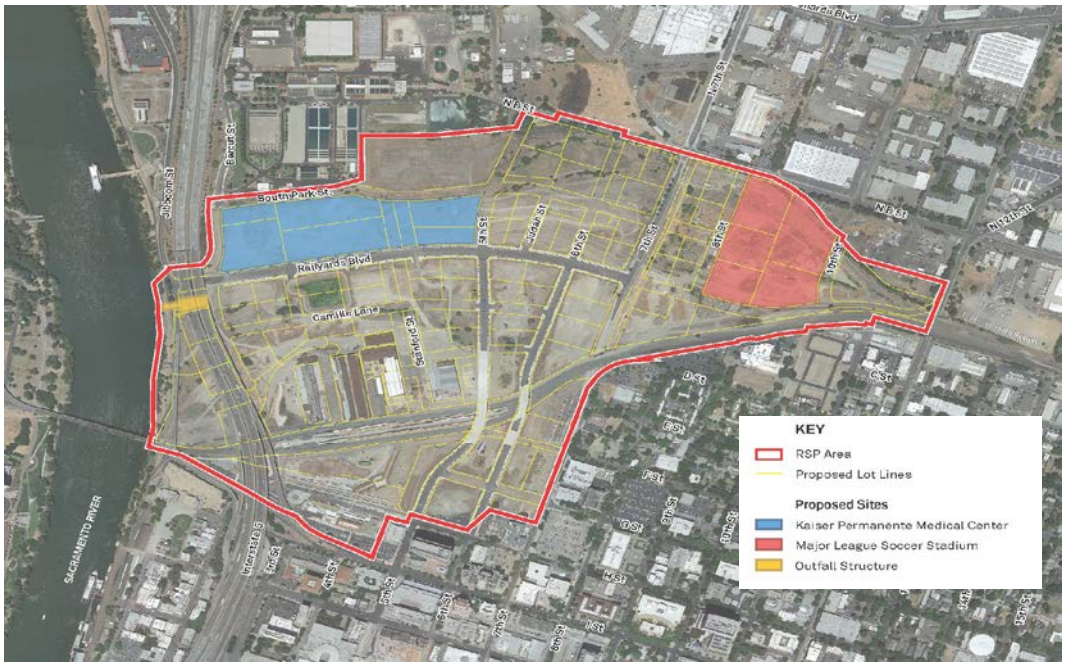
- conditional use permit to operate a sports complex;
- site plan and design review for a sports complex;
- conditional use permits for stand-alone parking lots;
- site plan and design review for the stand-alone parking lots;
- noise variance for construction; and
- noise variance for operations.

The Railyards project includes the design and construction of a stormwater outfall structure which is a facility that will collect, treat, and generally convey stormwater within the project area.

The design of the Kaiser Permanente Medical Center (Kaiser) is not part of proposed approvals. Kaiser will submit plans for various phases of a medical center in the future.

As part of this proposal, several amendments are required for documents related to the Railyards, such as the Railyards Specific Plan, Design Guidelines, Special Planning District, Development Agreement, and Financing Plan. The project also includes amendments to the general plan land use diagram, rezones, and several site plan and design reviews, and a request for amendments to the Central Shops Historic District and a nomination of the Railyards Water Tower for listing as a landmark in the Sacramento Register of Historic & Cultural Resources.

Figure 2: Project Site Map



Public/Neighborhood Outreach and Comments: Staff sent a notice of this hearing to owners of properties within a 500-foot radius of the project site and to various neighborhood groups and associations including: the Alkali and Mansion Flat Neighborhood Association; Dreher Tract Neighborhood Association; The River District; Preservation Sacramento; Downtown Sacramento Partnership; Midtown Business Association; China Mall Committee; Old Sacramento Business Association; Historic Old Sacramento Foundation; California State Railroad Museum Foundation; Sacramento Housing Alliance; Walk Sacramento; and Sacramento Area Bicycle Advocates.

The applicant has conducted an extensive outreach effort, which will continue through subsequent entitlement processes. A summary of the outreach conducted so far is provided in Attachment 53 to this report.

To date, twelve letters of support for the project were provided by the Alkali & Mansion Flats Historic Neighborhood Association, Sacramento Bicycle Advocates (SABA); Downtown Sacramento Partnership, Midtown Business Association; Sacramento Metropolitan Chamber of Commerce; Sacramento Steps Forward; Greater Sacramento California, Sacramento Metropolitan Air Qaulity Management District; East Sacramento Improvement Association; the River District; Bardish Homes; and Lial Jones of the Crocker Art Museum.

Staff also received four letters expressing concerns about the proposed Railyards project. The issues include potential high noise level that would be generated from the on-going operations of the sport complex; pedestrian circulation in specific areas of the project area; increased traffic on HWY 16; and concerns related to the relocation of the Kaiser Permanente Medical Center from Morse Avenue to the Railyards site.

The comment letters can be found in Attachment 52.

Commission/Committee Action: Due to the complexity of the proposed Railyards project, staff has presented portions of the project to the Planning and Design Commission and the Preservation Commission for review and comment on several occasions:

<u>Planning and Design Commission</u>

- October 22, 2015: Applicant team introduction and project overview;
- March 24, 2016: General Plan Amendments and Rezones;
- May 12, 2016: Specific Plan, Design Guidelines and Special Planning District;
- June 30, 2016 (Joint Commission Meeting): Preservation review, Design Guidelines, Specific Plan, Special Planning District, medical center concept and helistop; and stadium design;
- August 11, 2016: Noise variance, 10th Street extension, shifting the stadium to the north;
- September 8, 2016: Security fencing and gates and continued discussion on shifting the sports complex to the north;

- September 22, 2016: Stadium lighting and event parking, and Stormwater Outfall Facility; and
- October 6, 2016: Mixed Income Housing Ordinance.

On October 24, 2106, the Planning and Design Commission conducted a public hearing at which it reviewed and considered the Subsequent Environmental Impact Report along with the other project approvals and forwarded a recommendation of approval of the project to the City Council.

Preservation Commission

- November 18, 2015: Applicant team introduction and project overview;
- May 18, 2016: Specific Plan, Design Guidelines and Special Planning District;
- June 30, 2016 (Joint Commission Meeting): Preservation review, Design Guidelines, Specific Plan, Special Planning District, medical center concept and helistop; and stadium design; and
- August 17, 2016 (Hearing): Recommendation to Council on amendments to the Central Shops Historic District ordinance and nomination of the water tower as a landmark.

On September 21, 2016, the Preservation Commission reviewed and forwarded a recommendation of approval to the Planning and Design Commission on entitlements relating to Historic and Cultural Resources within the Railyards project area. The motion included the addition of two guidelines to the Railyards Design Guidelines and a modification to the Special Planning District. These modifications are summarized below:

- New Guideline for Chapter 5 (Historic Resources) of the Design Guidelines: "Trees were historically located in the Central Shops area as shading elements for workers and as part of the natural environment. In locating new trees, it is important that they not conceal historic facades or be placed immediately adjacent to buildings. Placement shall reflect the industrial nature of the buildings and connection areas and plazas between the buildings."
- Modified Guideline for Chapter 6 (Signage) of the Design Guidelines (new language is in italics: "Provide district identity markers that are pedestrian-scaled and related by design, materials, and location with the character-defining features of the historic district. *Provide each historic structure with a bronze landmark sign identifying the year of construction and original use of the structure."*
- Modification to Special Planning District: The Special Planning District was modified to broaden the Preservation Review of development on Lot 4d that is adjacent to Lot 4e where the nominated Water Tower Landmark is located.

The Preservation Commission also provided comments on the project for areas within the Railyards, but outside of the Central Shops Historic District and which did not affect landmark parcels. These comments are found in Attachment 54.

SB 5 – Flood Protection: State Law (SB 5) and City Code Chapter 17.810 require that the City make specific findings prior to approving certain entitlements for projects within a flood hazard zone. The purpose is to ensure that new development will have protection from a 200-year flood event or will achieve that protection by 2025. The project site is within a flood hazard zone and is an area covered by SAFCA's Improvements to the State Plan of Flood Control System, and specific findings related to the level of protection have been incorporated as part of this project. Even though the project site is within a flood hazard zone, the local flood management agency, SAFCA, has made adequate progress on the construction of a flood protection system that will ensure protection from a 200-year flood event or will achieve that protection by 2025. This is based on the SAFCA Urban level of flood protection plan, adequate progress baseline report, and adequate progress toward an urban level of flood protection engineer's report that were accepted by City Council Resolution No. 2016-0226 on June 21, 2016.

ENTITLEMENT DISCUSSION

The entitlement discussion that follows is organized into five sections as outlined below:

I. Major Sports Complex (Major League Soccer Stadium)
II. Stormwater Outfall Facility
III. Mixed Income Housing Strategy
IV. Supporting Project Documents, e.g. General Plan Amendment, Development Agreement, Public Facilities Financing Plan, Specific Plan, Design Guidelines, Rezones, etc.
V. Preservation – Central Shops and Water Tower

I. MAJOR SPORTS COMPLEX (MLS STADIUM)

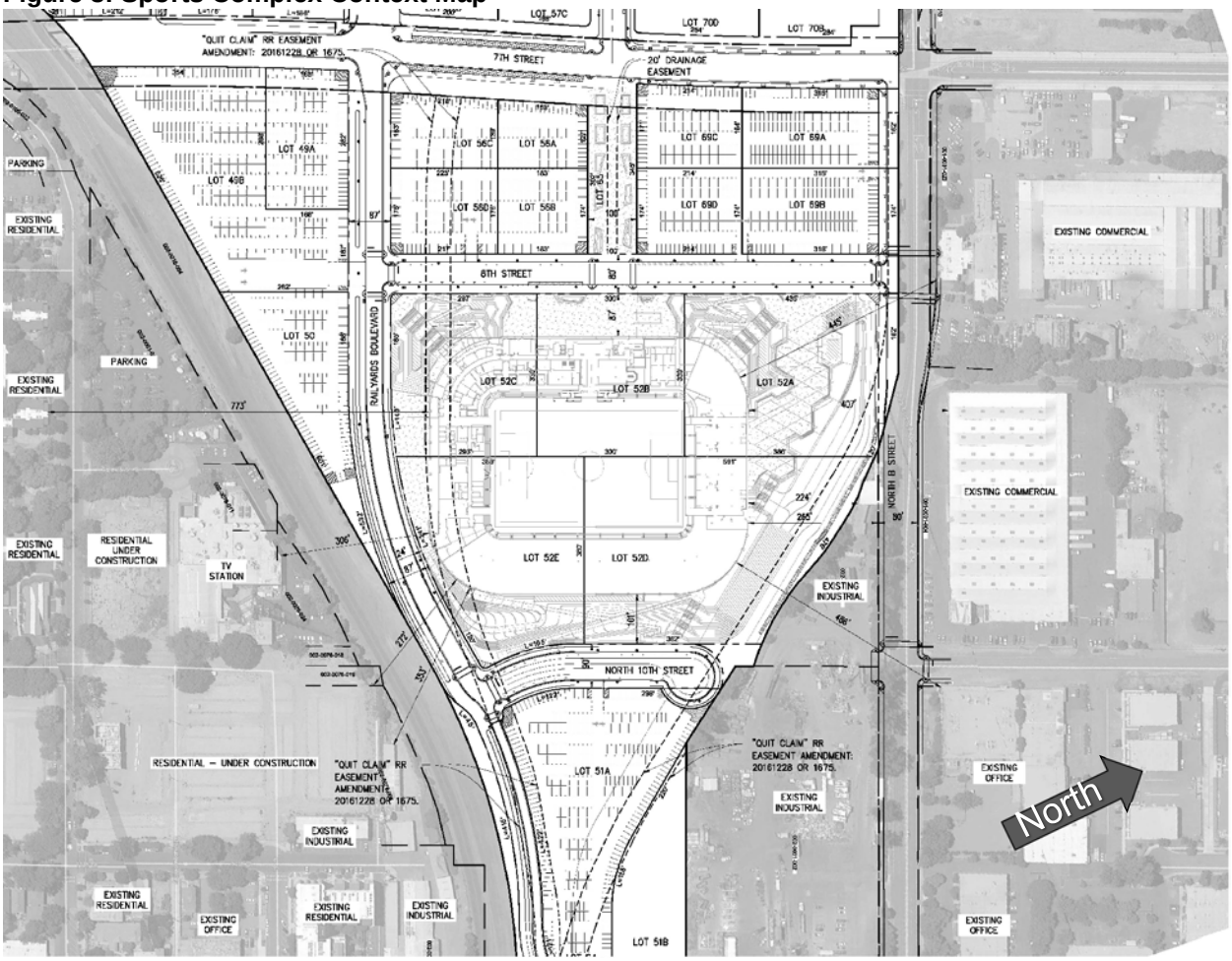
Conditional Use Permit for a Sports Complex

The proposed sports complex is intended for a Major League Soccer (MLS) stadium located on five parcels that total approximately 14.6-acres near the eastern end of the Specific Plan project site, north of Railyards Blvd, between 8th and 10th Streets, and south of the former railroad berm that forms the northern boundary of the project site. The tentative map includes five parcels on the sports complex site to provide alternative development options should the MLS stadium not be constructed. To build the sports complex this parcel configuration would be changed.

An extension of Railyards Boulevard borders the south side of the site, and beyond that the UPRR tracks and the Alkali Flat neighborhood that consists of existing and planned residential, a TV station, and industrial uses. To the north of the proposed sports complex, remnants of the existing berm will create a grade separation at North B Street before transitioning to the River District's primarily industrial and office uses.

Cross sections that show the proposed stadium's location in relation to adjacent uses can be found in Attachment 56.

Figure 3: Sports Complex Context Map



The stadium would be constructed initially with capacity for 19,621 attendees and the capacity to accommodate concerts with attendance up to 21,500. The stadium could be expanded to a maximum of 25,000 attendees over time. The seating bowl of the stadium would include general seating, standing room decks, and premium seating including suites. The seating areas would be accessed via a concourse area that would surround the seating bowl. The stadium would also include the following features:

- Clubs for supporters;
- A kitchen for food preparation;
- Home and visiting team locker rooms;
- Media facilities, including press rooms, radio and television booths;
- Security facilities, including a security command center;
- First aid room;
- Stadium operations offices;
- Stadium maintenance and storage areas;
- Loading docks and other support areas;
- Ticketing areas; and
- Concession and small retail stores.

The complex will have approximately 37 events a year. Most of these events will be soccer games, and the remaining events would include concerts. Outdoor stages in the plaza area on the west side of the complex are provided for pre-event music and other entertainment.

The site layout, operations, and design of the sports complex were reviewed as part of the conditional use permit and site plan and design review. The review includes circulation, pedestrian/bicycle access, parking, architectural design and operation of the sports complex. A summary of the review is provided below.

Figure 4: Sports Complex Circulation

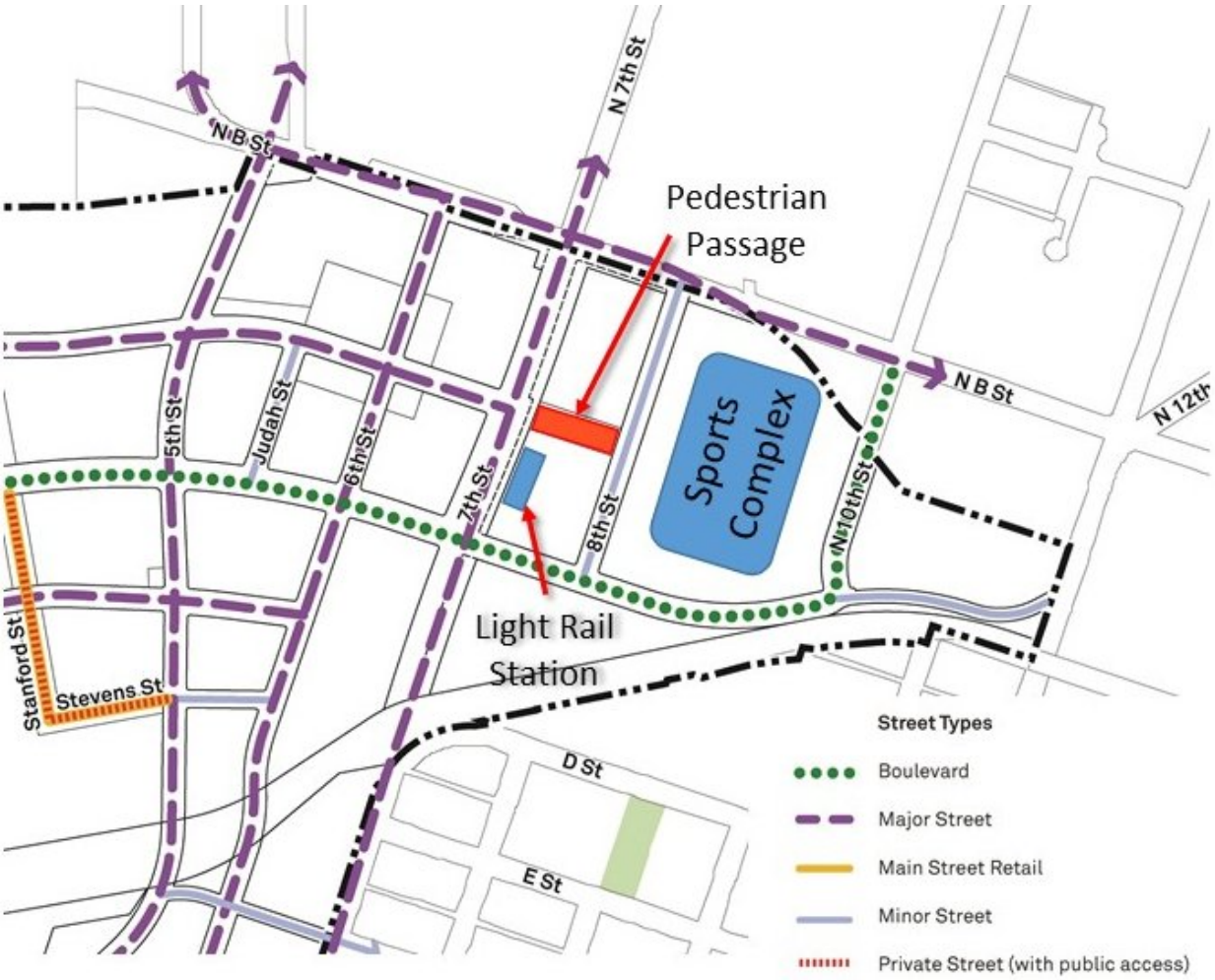
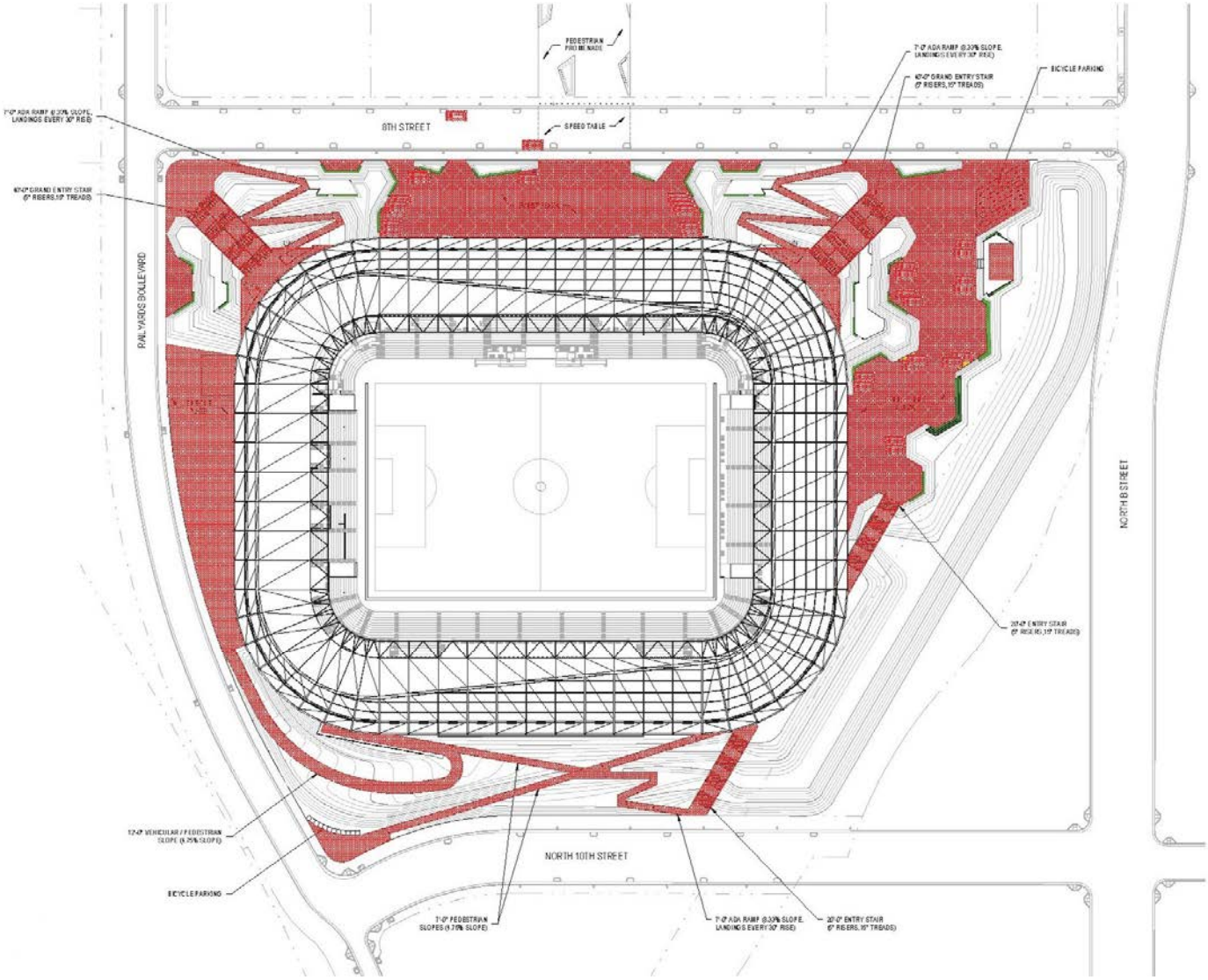


Figure 5: Sports Complex Site Plan



- <u>Circulation.</u> The site has street frontage on 8th Street and Railyards Blvd. In order to ensure pedestrian safety and to facilitate crowds, 8th Street will have limited access during events. The site will be accessed by pedestrians from Railyards Blvd. and a pedestrian promenade that connects 7th and 8th Street.

- <u>10th Street Extension.</u> The Railyards Tentative Subdivision Map conditions include eventual extending extension of 10th Street to North B Street. This connection is important for the event circulation and public safety access during events. Although pre-event visitors to the sports complex may arrive in stages at the venue, post-event exiting is more concentrated leading to significant delays at the Railyards and 7th Street intersection.With limited access to the sport complex, staff believes the 10th Street connection is vital for opening day of the sports complex. An exhibit showing details of the 10th Street connection can be found in Attachment 57.

- Public Transit. A future Light Rail Station will be located on 7th Street just west of the complex. The station will be constructed and functioning by the time the sports complex opens. A pedestrian path that connects 7th and 8th Street will provide easy access to the complex. The entire Railyards site will also have several bus routes and stops that will serve the sports complex.

- Pedestrian/Bike Circulation. Pedestrians and bicyclists will access the site from Railyards Blvd., a pedestrian promenade that connects the stadium to 6th and to 7th Streets, and North B Street. The plaza of the sports complex, shown below in red, provides a direct connection to 8th street and during event days a closed 8th street will act as an extension of the plaza and a connection to the future ground floor retail on the west side of the street. Pedestrians will enter the stadium via three routes: the main east plaza level for VIP and media, the eastern plaza for team support groups, and the main concourse 20 feet above the plaza that will be accessed via stairs and disabled access ramps at the north west and southwest corners.

  Typically, pedestrian and bike traffic is the most intense immediately after an event. Various measures proposed in the Event Transportation Management Plan (ETMP) will be in place to control crowds and ensure pedestrian and bicycle safety. These measures include installing temporary barricades to direct the flow of the pedestrian traffic, having traffic control officers who will direct traffic, and programming traffic signals to have longer pedestrian walk times. The ETMP is provided in Attachment 60.

Staff supports the conditional use permit for a sports complex, because the proposed use and its operating characteristics are consistent with general plan goals that encourage land uses that support transit service and which encourages the development of cultural and entertainment facilities in the city's center to attract visitors and establish a unique identity for Sacramento. A sports complex is also allowed and is consistent in the Central Business District land use designation and the Sacramento Railyards Specific Plan concepts, goals and policies related to the East End District where the sports complex is located. Furthermore, the proposed sports complex site is physically suitable in terms of location, size, topography, and access, and is adequately served by public services and utilities in that the tentative map associated with the Sacramento Railyards project requires improvements that will serve the area and provide a roadway system that connects to adjacent neighborhoods and provide sufficient physical access to the sports complex. Staff believes the proposed complex and its operations will not be detrimental to the public health, safety, convenience, or welfare of persons residing, working, visiting, or recreating in the surrounding neighborhood, nor will it result in the creation of a nuisance in that the project is designed and conditioned to support both existing and future surrounding land uses and to minimize detrimental impacts.

Site Plan and Design Review for a Sports Complex

MLS Stadium Design Principles

- Clear Identity: An identity that is unique to the Sacramento Republic FC and Sacramento.
- Site Development: Design and programming to activate the area on both match and non-match days and reflect transit-oriented development goals of the Railyards.
- Innovative: The stadium design reflects the railyard goals of demonstrated sustainability.

Design Elements

- The exterior appearance and building structure is based upon the team logo “star” prominently featured on Republic FC’s shield and tree-like roof steel support structures.
- Seating: The seating bowl steep rake is designed provide the best sight lines.
- Closed Bowl: The seating bowl will wrap around the pitch on all four sides with minimal break focusing noise and light inward.
- Continuous Roof: The proposed design will have a roof that will wrap around the entire stadium, providing shade to the majority of the seats

The proposed MLS Stadium is rectangular structure with rounded corners. A canopy roof utilizing a combination of solid metal deck and a transparent synthetic material will wrap around the entire stadium, providing shade and rain protection a large portion of the seats. The primary entrances to the stadium are located on the west side of the structure with a secondary entrance on the east side of the building. There are two primary general admission entrances situated at the southwest and northwest corners of the stadium facing 8th Street and an entry plaza on the west.

The proposed MLS Stadium is essentially a two-level structure. The Field level is located approximately at the planned grade of the Entry Plaza and 8th Street. The Field level includes the soccer pitch, general and supporter seating, locker rooms, clubs and lounges, kitchens, storage, ticketing facilities, media and press facilities, a security command center and related facilities, first aid, loading docks and marshaling areas, and other operations and support facilities.

The Main Concourse level is located at the same level as the entry plaza, approximately 20 feet above the Field level. The Main Concourse includes the main entrances to the Stadium, horizontal circulation space, concession spaces, restrooms, team store(s) and other retail spaces, and VIP lobby and club space.

Situated directly above the premium club space on the west side of the main concourse, the Suite Level includes approximately 35 enclosed conditioned suites and related lobbies, lounges, restrooms, circulation and storage areas.

Situated directly above the Suite Level, the Press Level provides media rooms, television and radio booths, lobbies, lounges suites for team use, and other related facilities.

The exterior of the proposed MLS Stadium consists of a range of textures and materials, including metal, glass, fabric and translucent synthetic panels while also providing open views into the seating and field areas.

The fencing at the proposed MLS Stadium includes permanent fencing around the perimeter of the stadium structure with access at permanent gates that lead into and out of the stadium, and a fencing system is temporary and generally placed at the outer edges of the site.

The temporary fencing will be used to block off the plaza area and will have gates to take tickets at specific entry points. Staff believes it would be beneficial to wait until the operator is in place to help define the fencing needs of the proposed MLS Stadium. Therefore, instead of requiring a completed fencing plan for entitlement approvals, Staff is conditioning the project to require the applicant to provide staff with a fencing plan for Planning staff's review and approval prior to finalizing building permits.

Figure 6: Sports Complex - Exterior Schematic Design

As the south of the stadium there is a parking area to be used for deliveries and loading as well as parking on game days for media broadcasting trucks and equipment. The stadium is moving 50' to the north from its original proposed location to provide a larger parking area and to allow for a continuous sidewalk on both sides of Railyards Blvd.

Lighting has been reviewed and conditioned as a part of the project approvals. Ground level pedestrian lighting and landscape lighting is compliant for total light level and containment on the site. Field lighting is subject to the controls of the mitigation monitoring plan to keep light levels within the boundaries of the site from adversely impacting sensitive resources in the Alkali Flat neighborhood.

Signage will be reviewed under a separate Site Plan and Design Review, and all materials and finishes not defined in the submittal, or requested to be changed at a later date, will be subject to staff-level review and approval.

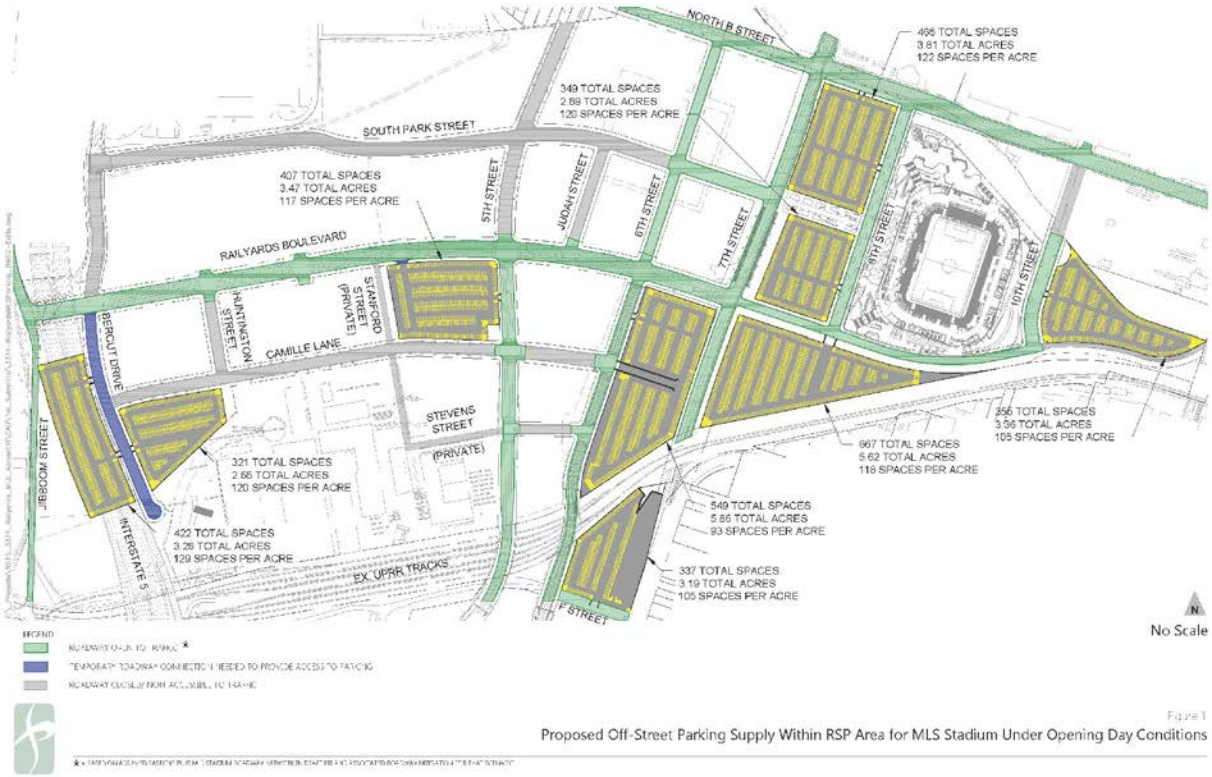
Information on the design of the proposed stadium can be found in Attachments 32 through 37.

Staff supports the design of the proposed sports complex, because the material palette and treatment of textures and finishes meets and exceeds the relevant guidelines, and design considerations are taken to ensure that the scale of the building is comfortable to the site's visitors while also creating an iconic and functional structure. Staff believes the project will not be detrimental to the public health, safety, convenience, or welfare of persons residing, working, visiting, or recreating in the surrounding neighborhood, nor will it result in the creation of a nuisance in that the project is designed and conditioned to be compatible with both existing and future surrounding land uses and to minimize detrimental impacts.

Conditional Use Permit for Stand-Alone Surface Parking for a Sports Complex

The sports complex project will provide 6,500 parking spaces for opening day attendance. Of these, approximately 4,000 will be within the Railyards area and approximately 2,500 will be within the River District area. The timeline for the construction of the sports complex is anticipated to be early in the overall development of the Railyards project. Given this constraint, the future parking garages that are described in the term sheet between the City of Sacramento and Sac Soccer Entertainment Holdings, LLC, and which may be part of other new development on adjacent parcels, will not have been constructed for the projected opening day of the sports complex. Consequently, an interim solution for the event parking is needed. The applicant has requested to locate surface parking lots initially within the RSP area and the River District. The expectation is that the surface parking lots will be replaced with shared structured parking as the overall Railyards project is developed. A memo that describes the parking plan is provided in Attachment 58.

Figure 7: Surface Parking for Sports Complex



Sports Complex Parking Proposal within the Railyards SPD. In Figure 7 on the previous page, the applicant has shown the proposed locations and parking space supply for the surface parking lots to be developed during the interim before parking structures are constructed. The results were that approximately 3,872 parking spaces could be accommodated within the Railyards on the lots identified below.

Staff worked with the applicant to ensure that proposed surface parking lots were not located within the High Rise Residential (R-5) zone since residential structured parking is not compatible for shared use with evening entertainment activities.

Sports Complex Parking Proposal within the River District. The remaining 2,500 space parking demand will be met through the provision of surface parking lots in the River District. At this time, Conditional Use Permits are only being proposed for the surface parking lots within the Railyards. Conditional Use Permits and Site Plan and Design Review for the surface parking lots in the River District will be required to be obtained before opening day. The applicant has been studying the possibility of using a Union Pacific Railroad parcel on the north side of North B Street, which is adjacent to the Railyards site, the City "Incinerator" site at the northeast corner of 7th Street and North B Streets, and the Township 9 development.

Table 1 – Off-Street Parking Supply Estimates Within RSP Area				
Lot(s)	Location	Acreage	Off-Street Parking Supply	Spaces per Acre
69	west of 8th Street, south of N. B Street	3.81	465	122
56	west of 8th Street, north of Railyards Blvd.	2.89	349	120
49	east of 7th Street, south of Railyards Blvd.	5.62	667	118
51	east of 10th Street, north of Railyards Blvd.	3.36	355	105
47-48	east of 6th Street directly north of UPRR tracks	5.86	549	93
4	west of 5th Street, south of Railyards Blvd.	3.47	407	117
33	west of Bercut Drive, south of Railyards Blvd.	3.26	422	129
8	east of Bercut Drive, south of Camille Ln.	2.66	321	120
46	west of 7TH Street, north of F Street	3.19	337	105
Total		34.12	3,872	114
Source: Fehr & Peers, 2016.				

Future conditions of approval will lay out a plan to transition the parking from surface to structured and ensure the lots are not permanent.

Conditional Use Permits for Stand-Alone Surface Parking. The Planning and Development Code (Title 17) does not recognize temporary parking lots as a use, but does require a Conditional Use Permit for stand-alone surface parking. A “stand alone” parking lot is a parking lot that is the sole use on a parcel. Generally, the City does not support stand-alone surface parking, particularly in the Central City, because of the opportunity cost of providing a higher intensity use that it envisioned in the General Plan. However, staff is supportive of the proposed surface parking lots since the Railyards Specific Plan and Design Guidelines encourage future development of the site with shared-use parking structures and there is an essential parking need given the anticipated timing for construction of the sports complex in the initial phase. Staff has conditioned the use of the surface parking lots exclusively to visitors of the sports complex-related events and other events approved by the city.

Site Plan and Design Review for Stand-Alone Surface Parking. Each parking lot requires Site Plan and Design Review to evaluate conformance with development standards. The lots are interim, “all-weather” with a gravel or shale surface but not otherwise fully developed. Deviations are requested for the surface parking lots to waive the requirement for a paved surface, the minimum 50% tree shading, and the six-foot landscape planter with six inch raised concrete curbing around the perimeter of the site. Staff is supportive of these deviations to allow the surface parking lots to be minimally improved to clearly demonstrate the short-term nature of the lots. Staff has conditioned the project to require that final details not reviewed at the time of the final hearing, would require staff level review and approval. These final details include, but are not limited to, items such as ADA compliance, fencing, lighting, and signage.

Noise Variances for a Sports Complex

Section 8.68 of the City Code establishes standard, permissible noise levels within the City. The applicant is requesting two noise variances. The first is related to noise generated during short-term construction activities and the second is related to noise generated by long-term operation of the sports complex.

Noise Variance – Construction. Per the noise ordinance, noise sources due to the erection, excavation, demolition, alteration or repair of any building are exempt from noise standards. (Section 8.68.080(D)) The hours of exemption are 7am-6pm, Monday-Saturday, and 9am-6pm on Sunday. In order to meet this projected schedule, working hours will require two, eight-hour construction shifts, six days a week. The applicant is requesting a variance to allow particular construction activities to take place outside of the hours of exemption. These activities are provided in a table attached as an exhibit to the resolution approving the noise variance.

Mitigation measures have been identified to minimize disruptions to residences, the general public, and adjacent uses. They include the following:

- Temporary barriers will be constructed around the construction sites to shield the ground floor of the noise-sensitive uses whenever construction occurs within 130 feet to occupied residences. (Mitigation Measure 4.10-1a)
- Construction equipment staging areas will be located as far as feasible from residential areas. (Mitigation Measure 4.10-1b)
- Auger displacement for installation of foundation piles will be used if feasible. If impact pile driving is required, “sonic” pile- drivers will be used. (Mitigation Measure 4.10-1c)
- The project applicant will develop a Vibration Reduction Plan in coordination with an acoustical consultant, geotechnical engineer, and construction contractor, and submit the Plan to the City Chief Building Official for approval. (Mitigation Measure 4.10-4)

Staff believes that it is appropriate to allow a variance to the noise ordinance for construction related activities because of the nature of the construction being proposed and the timeframe and setting under which it must be conducted. Extending the hours of construction will allow the project to be constructed within the prescribed timeframe. Steps will be taken to minimize disruption to adjacent uses, to the extent feasible, as listed above.

Noise Variance – Operational. The proposed sports complex will be a venue for a variety of sporting and entertainment events. It is estimated that up to 37 annual events will take place in the sports complex. A majority of the events will be soccer matches, but up to 7 concerts a year may also occur. Amplified sound inside the sports complex and outside in the plaza area during events will exceed operational standards established in the City’s noise ordinance. The noise standards, established in City Code 8.68.060 (Exterior Noise Standards), that apply to residential property include the following:

- From seven a.m. to ten p.m. the exterior noise standard shall be fifty-five (55) dBA
- From ten p.m. to seven a.m. the exterior noise standard shall be fifty (50) dBA

Sound sources will include events soccer games and concerts inside the sports complex that may be heard outside from openings in the facilities and events at outdoors stages in the plaza. The applicant provided a technical memo that analyzed the effects of three different types of events that will occur at the proposed MLS Stadium: 1) soccer game; 2) pre-game events at outdoor stages; and 3) music concerts in the sports complex. Each of these scenarios were modeled for both pre-development and post-development of the Railyards site.

The technical memo, provided in Attachment 59, modeled the noise that would be generated from the three scenarios. The modeling considered the following:

- the design of the MLS Stadium, including structure height, materials, locations of entries and exits, and roof structure;
- the capacity of the sports complex and noise anticipated from the event attendees;
- specific location of event stages;
- the topography of the surrounding area; and
- existing and proposed building heights, locations and site coverage.

The technical memo concludes that the areas to the southwest, west, and north of the sports complex would be affected the most by the amplified sound and crowd noise. The concerts inside the sports complex would travel the farthest, followed by noise from soccer games, and then from the outdoor stages. Exterior amplified events will generally impact areas to the west to a greater degree than other areas. Amplified events interior to the sports complex will travel generally evenly but will be attenuated differentially by sound blocking elements with significant mass such as the southern seats of the sports complex and buildings to the south and west.

Mitigation measures in place for the operations of the sports stadium include the following:

- HVAC equipment and the loading docks will be at least 10 dBA below existing ambient levels at nearby residential and other noise-sensitive land uses. (Mitigation Measure 4.10-2(a)i)
- Noise-generating stationary equipment such as generators, compressors, and compactors will be enclosed or acoustically shielded to reduce noise-related impacts to noise-sensitive residential uses. (Mitigation Measure 4.10-2(a)ii)
- The project operator will retain a qualified acoustical consultant to verify that the MLS Stadium architectural and outdoor amplified sound system designs incorporate all feasible acoustical features in order to comply with the City of Sacramento Noise Control Ordinance. (Mitigation Measure 4.10-2(b)i)
- The project operator will be required to limit speakers at temporary plaza stages outside the stadium to be no louder than 100 dBA measured five (5) feet from the source. (Mitigation Measure 4.10-2(b)ii)

Staff supports the requested noise variance for operations. Efforts have been made to minimize, to the extent feasible, the noise impacts on adjacent sensitive uses and staff has placed a condition on the sports complex to require that the amplified music for concerts will cease after 10 pm on Sunday through Thursday and after 11 pm on Friday and Saturday.

II. STORMWATER OUTFALL FACILITY

Site Plan and Design Review for an Outfall Facility

Stormwater drainage for the proposed Railyards Specific Plan area would be collected, treated, and generally conveyed within the Specific Plan area from east to west. The stormwater would discharge into the Sacramento River, on the western edge of the Railyards via a new pump station and outfall system. This is a key facility for the Railyards project and will be constructed early in the phasing of development. The stormwater outfall will allow for full development of the Railyards area and facilitate integration of the project into the fabric of the existing Central City, meeting City and relevant regulatory agency requirements.

The stormwater outfall will be located near the foot of the planned I Street Bridge replacement, so the elevations on the north of the outfall will change significantly when the new bridge is constructed to accommodate ramping up/down from the bridge. The renderings of the proposed outfall show the facility after the bridge is constructed. The applicant worked closely with the Utilities Department to design the facility to address stormwater drainage. Staff has conditioned the outfall facility to provide decorative fencing that will meet the Utilities Department's security standards. The fencing has not yet been identified, but the project is conditioned to ensure Planning and Utilities staff will review and approve fencing that will be used on the site as well as other design features such as roofing material and paint colors.

Design concepts for the Stormwater Outrall is provided in Attachment 61.

III. MIXED INCOME HOUSING STRATEGY

A revised Mixed Income Housing ordinance (City Code Chapter 17.712) was adopted by the City Council on November 1, 2015, after a lengthy period of public debate and compromise. The ordinance is intended to require residential projects to contribute toward the construction of affordable housing, and to implement the policies of the City's General Plan Housing Element of the General Plan. A component of the new ordinance is the requirement of a mixed income housing strategy for projects exceeding 100 gross acres in size that include residential development, but that do not provide 10% of the dwelling units as affordable development units. The Railyards project will include a mixed income housing strategy.

A mixed income housing strategy, which requires Council approval, must demonstrate how the project provides housing for a variety of income levels and family types consistent with the policies of the General Plan Housing Element. When reviewing a mixed income housing strategy, the City Council shall also take into account the amount

of regulated affordable housing in the vicinity. The Central City Community Plan area has a higher percentage of affordable housing than anywhere in the City. However, given the size of the Railyards area, affordable housing would be a welcome component of the development.

Under the ordinance, the Planning Director reviews the proposed mixed income housing strategy in consultation with the Executive Director of the Sacramento Housing and Redevelopment Agency (SHRA). The Planning Director shall then recommend approval, modification, or denial of the proposed mixed income housing strategy to the Planning and Design Commission in conjunction with the development project's earliest planning approvals. The Planning and Design Commission then hears and makes a recommendation forwarded to the City Council for final approval.

The Railyards Mixed Income Housing Strategy, provided in Attachment 44, is premised on the following four components:

1. Affordable Units. The applicant will build the first 300 affordable units as part of an initial phase of 3,000 housing units. Up to an additional 300 units will be built either by the applicant, or through land dedications to SHRA as follows:

Table #2

Phase	**Housing Units Per Phase**	**Affordable Units Developed** (at 40% to 60% AMI) or land dedicted	**Commulative Housing Units Developed**
1	3,000	300 units	3,000
2	1,500	100 units and/or land dediction	4,500
3	1,500	100 units and/or land dediction	6,000
4	2,000	100 units and/or land dediction	8,000
5	2,000	No additional units	10,000

2. Workforce Housing. This housing segment is intended to benefit the middle-income cohort; this middle income stratum of the market has been the least served. In order to accommodate this need, the Railyards Specific Plan and design guidelines for Railyards will provide for the following benefits to reduce the cost per residential unit:

   - Higher density development;
   - Smaller and more efficient design;
   - Close proximity to transit;
   - Access to amenities; and
   - Shared or public parking.

3. Product Type Variation by Tenure (Ownership and Rental). This housing segment includes rental and condominium housing, ranging from units similar to existing mid-rise or high-rise apartment projects within the Central City to executive condominiums on the riverfront.

4. Product Innovation. Over the life of the Railyards development, the housing market will undergo various changes, unforeseen today, based on changes in technology, demographics, construction materials and methods, and personal lifestyle choices. Areas where product innovation is expected to have a near term impact are as follows:
   - Micro units and other product lines to broaden affordability;
   - Design efficiencies to reduce structured parking; and
   - Sustainability, i.e. proximity to public transit and amenities, a highly walkable environment, building materials, and reduction in energy consumption.

Projected Buildout. The following tables provide a recap of the range of possibilities that result from this Strategy.

Table 3	**Projected Build out**								
	6,000 Residential Unit Scenario								
	Estimated Household Size	**Percent of Total**		**Range of Units**		**Current Price Range ($)**		**Estimated Range of Income ($)**	
Affordable Housing	1 - 6		8.33%		500	486	1,083	19,440 (VLI)	48,360 (LI)
Micro and Studio Units	1 - 2	5.00%	- 15.0%	300	900	1,157	1,467	34,704	58,680
One Bedroom Units	1 - 3	45.00%	- 65.0%	2,700	3,900	1,380	2,400	41,400	96,000
Two Bedroom + Units	1 - 4	25.00%	- 40.0%	1,500	2,400	2,045	4,300	61,350	172,000
For Sale Housing	1 - 6	15.00%	- 30.0%	900	1,800	340,000	540,000	55,000	172,000

Table 4	Projected Build out								
10,000 Residential Unit Scenario									
	Estimated Household Size	Percent of Total		Range of Units		Current Price Range ($)		Estimated Range of Income ($)	
Affordable Housing	1 - 6		- 6.00%		600	486	1,083	19,440 (VLI)	48,360 (LI)
Micro and Studio Units	1 - 2	5.00%	- 15.0%	500	1,500	1,157	1,467	34,704	58,680
One Bedroom Units	1 - 3	45.00%	- 65.0%	4,500	6,500	1,380	2,400	41,400	96,000
Two Bedroom + Units	1 - 4	25.00%	- 40.0%	2,500	4,000	2,045	4,300	61,350	172,000
For Sale Housing	1 - 6	15.00%	- 30.0%	1,500	3,000	340,000	540,000	55,000	172,000

IV. SUPPORTING PROJECT ENTITLEMENTS

Development Agreement

The applicant coordinated with the City Manager's Office, the City Attorney's Office, and staff to complete a development agreement that includes provisions specific to the development of the property within the RSP area. The development includes a 20-year initial term with up to two five-year extensions based on the applicant reaching specified development milestones. The development agreement requires compliance with the mixed income housing strategy and also contains a framework for transitioning interim surface parking into permanent structured parking.

The Development Agreement is provided in Attachment 5.

Sacramento Railyards Specific Plan Public Facilities Financing Plan

The Draft Finance Plan quantifies the required infrastructure and other applicant obligations needed to serve the project, identifies preliminary funding sources and phasing, and proposes a preliminary strategy based on City policies to fund those requirements.

Factors influencing the Finance Plan:

- As a major infill redevelopment project, a private/public partnership is required to advance the Railyards development. To date, a number of publicly funded

infrastructure investments have been made for track relocation, I-5 interchange improvements, utilities, roadways and public transit improvements.

- The project requires a significant amount of major infrastructure in the early phases of development and funding sources for that work are limited. Infrastructure costs for the Initial Phase exceed $80 million, including approximately $33 million in sewer and storm water improvements needed before any development occurs, including Kaiser or MLS Stadium.
- Early project feasibility may be contingent on public underwriting of infrastructure costs.
- The City and applicant acknowledge that key infrastructure financing vehicles remain to be negotiated and that the Development Agreement and future Funding Agreement will memorialize the terms and agreements.

The goals of the Financing Plan are as follows:

- Assure that new development pays its proportionate share of backbone infrastructure and public facility improvement costs without rendering the development project infeasible.
- Build in flexibility to allow for changing real estate market conditions and public and private financing opportunities.
- Make appropriate use of municipal debt financing mechanisms to reimburse developers for construction of facilities.
- Provide other City funding for infrastructure and public facilities to assist in creating a feasible project.
- Secure funding from Federal and State agencies to contribute to the financing of major freeway, roadway, transit facilities, other transportation improvements, utilities, and other infrastructure; and
- Provide Tax Increment funding and other City funding for infrastructure and public facilities to assist in creating a feasible project.

Among other actions, the Financing Plan proposes that the City update a new Railyards Impact Fee program to replace existing Richards/Railyards development impact fee programs and create new special financing districts to provide equal participation in financing the proposed public facilities. To the extent that other funding is available from special local, state, and federal sources, the costs funded through the aforementioned fee programs and special financing districts may be reduced.

Sacramento Railyards Specific Plan

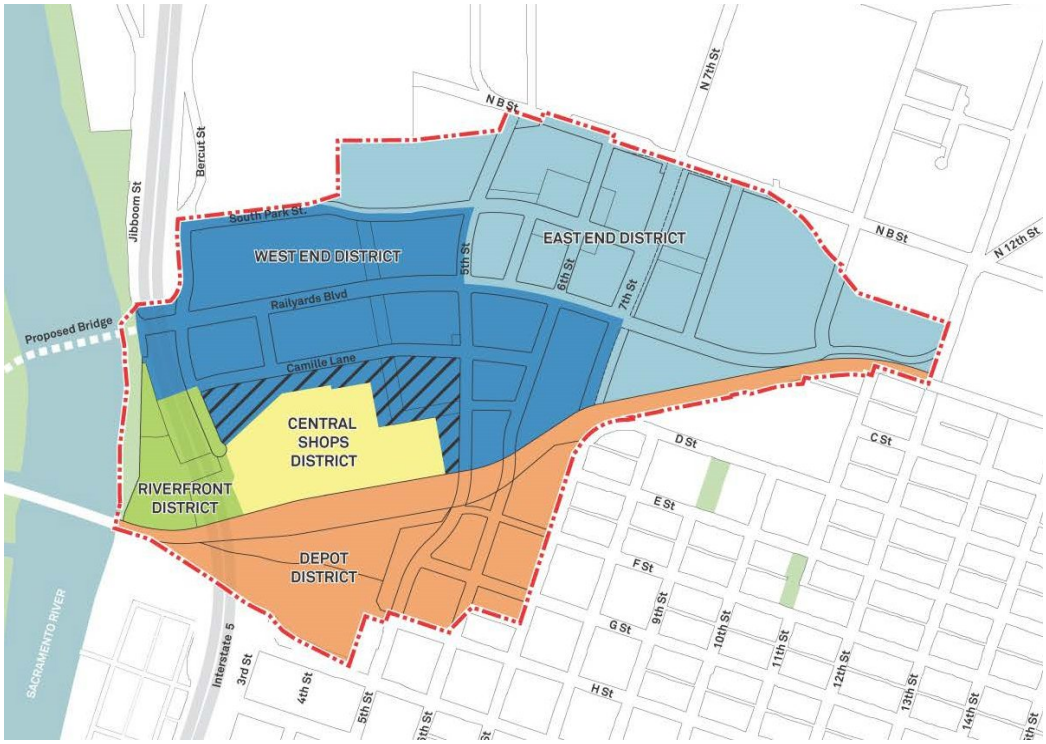
The Sacramento Railyards Specific Plan (Specific Plan) is the overarching policy document that guides development within the Railyards Project area. The purpose of the Specific Plan is to establish goals and policies that are specific to the Railyards, while advancing the vision of the General Plan.

The objectives of the Specific Plan are to:

- Integrate the Railyards into the fabric of the existing central City;
- Create a dynamic, mixed-use environment of complementary uses;
- Connect the Railyards with Sacramento's downtown office, retail, tourism; residential and governmental centers;
- Connect the Railyards to Sacramento's riverfront;
- Transform the Railyards from an abandoned industrial site into a nationally renowned urban environment;
- Capitalize on the historic Central Shops; and
- Create a sustainable community.

The Specific Plan establishes the overall project concept, which is comprised of five distinct neighborhood districts. Each district has characteristics and a use-mix unique to that area, while together work as cohesive infill development.

Figure 8: Railyards District Map



Amendments to the 2007 Sacramento Railyards Specific Plan are required to incorporate the 2035 General Plan goals and policies and to allow the proposed changes in land use assumptions that will increase the square footage of commercial uses and decrease the number of dwelling units.

Other Specific Plan amendments proposed address revisions in the project's circulation plan, open space plan, district boundaries, and zoning. While the policies and goals in the proposed Specific Plan were revised to reflect the General Plan, the project-specific goals and policies remain largely the same as the 2007 Sacramento Railyards Specific Plan.

Staff supports the adoption of the Sacrament Railyards Specific Plan because it is consistent with the general plan in that it is aligned with the general plan land use and supports general plans goals addressing infill development, preservation of historic and cultural resources, sustainable development and access to the riverfront.

A summary of the changes to the Specific Plan can be found in Attachment 62, and the 2016 Railyards Specific Plan is in Attachment 15.

Sacramento Railyards Special Planning District

The purpose of the SPD is to implement the planning principles, goals, and policies of the Specific Plan by establishing necessary procedures and standards through zoning. The SPD increases the allowed density and Floor Area Ratios to be consistent with the downtown core. Specific uses allowed in the citywide zones are not allowed in the Railyards (e.g. cemeteries, mini storage, gas stations, and check-cashing centers.) The SPD also has provisions regarding parks and recreational facilities, which allow the city, in its sole discretion, to reduce land dedication obligations and deem land under Interstate 5 as satisfying the requirements of a buildable acre for Quimby land dedication purposes. The current standard is 5 acres per 1,000 residents. Changes are underway to modify the Central City dedication standard. This effort will not be completed by the anticipated adoption of this plan. The proposed Railyards Special Planning District can be found in Attachments 22 through 25. Further highlights of the revised code have been provided below.

Project Review Process

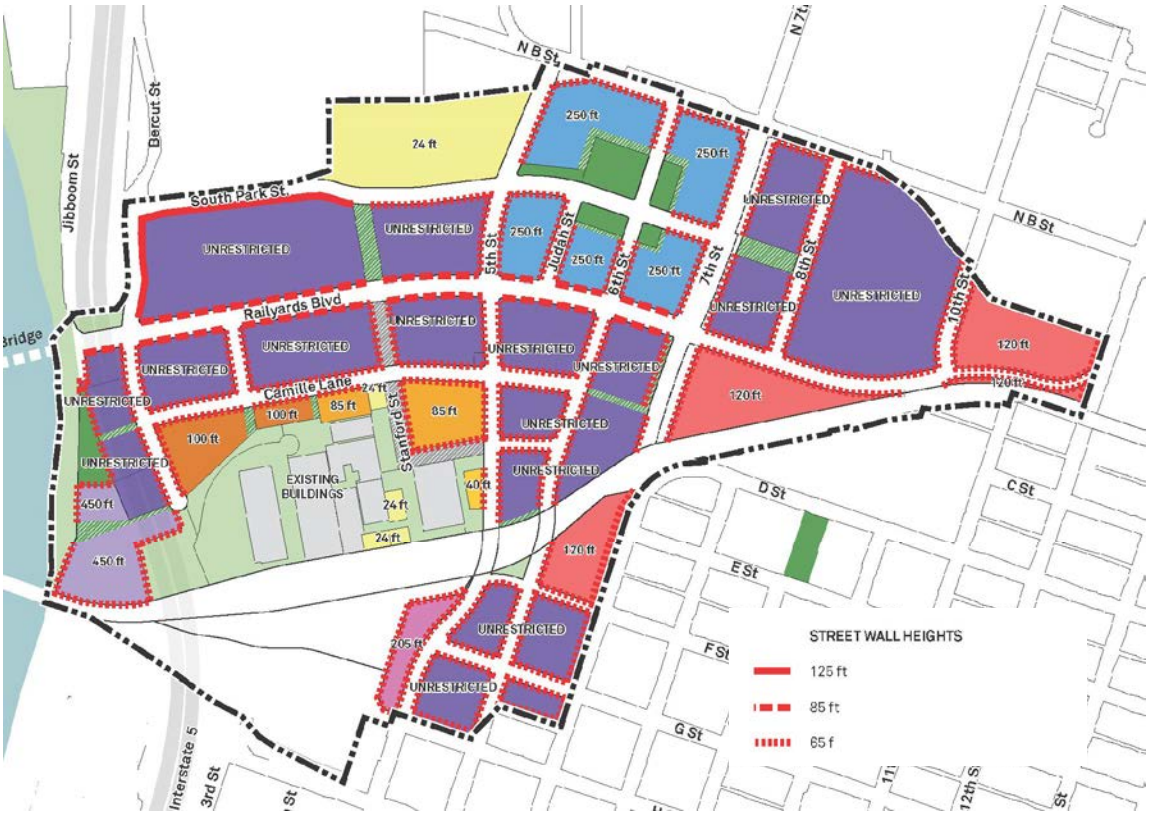
The project proposes to replace the Planning Director Urban Design Permit with the citywide Site Plan and Design Review process. In doing so, development projects within the Railyards will be subject to the same review process that is conducted citywide. Using the Site Plan and Design review process will result in consistency of review as well as opportunities for a project to deviate from development standards per 17.808 of the Planning and Development Code.

Preservation review will be required for all development within the Central Shops Historic District and on Water Tower lot 4e. In addition, the Preservation Director will review and forward recommendations to the Urban Design Manager for projects within the transition zone and buildings on lot 4d that front the Water Tower lot.

Building Height and Street Wall Height

The map in Figure 12 shows the proposed maximum building height and maximum street wall height in the Railyards. In general, generous heights consistent with the C-3 zone are allowed throughout most of the Railyards site to encourage higher intensity of development. However, lower height is required around areas where visual intrusion should be minimized, including adjacent to Vista Park, the riverfront, the historic shops and Alkali Flat neighborhood.

Figure 9: Building Height Map



Rezones

Currently, the Railyards project area has zoning districts that are unique to the Railyards project area and were established to allow for more flexibility for mixed use and higher-intensity development than was allowed by the zoning code (Title 17) that was in place when the Railyards project was adopted in 2007. The City has since revised Title 17 (Planning and Development Code) to provide for the same development flexibility that the Railyards zones provided. In order to be consistent with the new Planning and Development Code and to facilitate future development within the Railyards, the entire project area will be rezoned to zoning districts that are used throughout the city.

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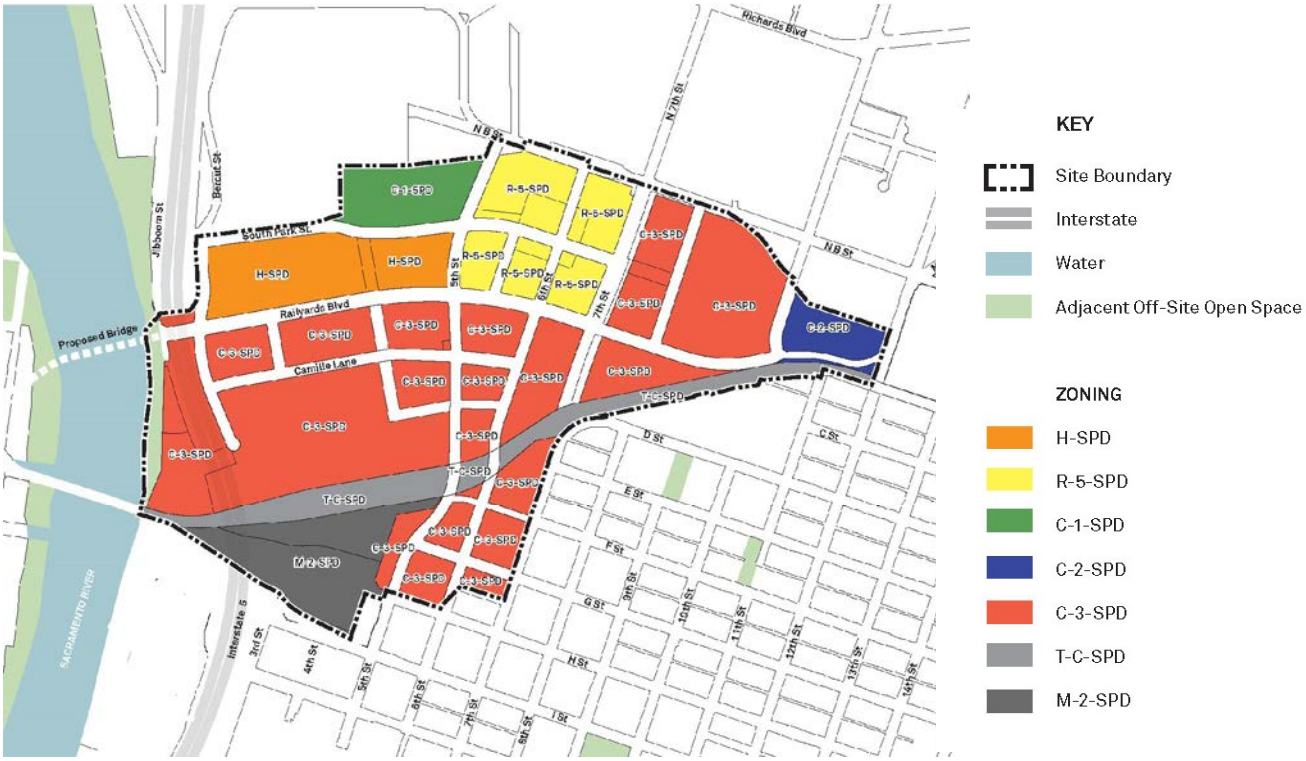
Figure 10: Proposed Zoning



An individual summary of each zone proposed in the Sacramento Railyards is provided below.

<u>Central Business District (C-3) Zone</u>

The C-3 zone provides for the most intense residential, retail, commercial, and office developments in the city. The Railyards is contiguous to the downtown core and the continuation of the C-3 zone into the Railyards Specific Plan Area is consistent with the plans for development with intense urban uses. Additionally, the C-3 zone is one of the two zones in the city which allows the issuance of a conditional use permit for a “Sports Complex.” (The other zone is the Sports Complex (SPX) zone which is the designation for the current Sleep Train Arena in Natomas.)

Staff believes the C-3 zone is appropriate for a majority of the parcels in the Railyards which include the MLS Stadium and the Central Shops Historic District. The approved 2007 plan provided for unlimited heights in many portions of the site and permitted by right a wide mixture of urban uses. The approved plan, through the regulations with specialized zoning districts and flexible height standards, operated very similarly to the C-3 zone.

The intent with a rezone of a majority of the site to C-3 would be to continue to allow a wide range of urban uses, fold the site into the downtown core, and also continue to restrict heights as appropriate similar to the approved plan around the Central Shops

and to add some height restrictions along the east portion of the plan as a buffer to the Alkali Mansion Flat neighborhood.

Hospital (H) Zone

The H zone is to provide primarily for medical-type uses, such as hospitals and convalescent homes, and group care facilities for the physically and mentally challenged; offices, laboratories, and pharmacies are also permitted.

The Hospital (H) zone is proposed to allow a major medical center, residential care facilities and non-residential care facilities without a conditional use permit. The SPD allows up to 658,000 square feet of hospital (420 in-patient beds), 510,000 square feet of medical clinic or office building, and a 60,000 square foot central utilities building. The code also allows a parking ratio of up to three parking stalls per hospital bed and 3.5 parking spaces per 1,000 square feet of medical office. Parking is limited to 200 permanent surface parking stalls and the remainder would be in two parking garages with up to 1,500 spaces each, for a total maximum of 3,200 parking spaces on the hospital campus.

Staff believes the H zone is appropriate for the proposed Kaiser Medical Campus. Most, if not all, the major medical facilities within the city limits are zoned H including the Kaiser on Bruceville Road, Mercy General Hospital, Sutter Midtown, and Shriners Hospital.

General Commercial (C-2) Zone

The purpose of the C-2 zone is to provide for the sale of goods; the performance of services, including repair facilities; office uses; dwellings; small wholesale stores or distributors; and limited processing and packaging.

Staff recommends that the site on the east side of 10th Street have a General Commercial (C-2 SPD) zone. This is consistent with the adjoining parcel in the River District which is on the south side of North B Street and currently operating as SIMS metal recycling. By providing a consistent General Plan designation and zoning for this block bounded by North B, Railyards, 10th, and 12th Street, it will assist in future redevelopment of the site. Additionally, the reduction in anticipated intensity and height for this site is an appropriate transition and buffer moving east which abuts the Alkali Mansion neighborhood.

Limited Commercial (C-1) Zone

The purpose of the C-1 zone is to provide for certain commercial establishments that are compatible with residential developments. This zone is intended to be applied to small lots that are surrounded by a residential neighborhood.

Staff recommends that the Vista Park site have a Limited Commercial (C-1 SPD) zone. This would allow small scale commercial within the park similar to the restaurant at Cesar Chavez Park across from City Hall. This type of business could be an asset to

providing an active use in the park. It is still too early to predict how the park will be master planned in the future, but this zone provides flexibility to the future creative process.

High Rise Residential (R-5) Zone

The purpose of the R-5 zone is to permit high density dwellings and limited commercial services serving the surrounding neighborhood. Non-residential uses are limited to the ground level in the R-5 zone.

Staff recommends the area south of North B Street, east of 5th Street, west of 7th Street, and north of Railyards have a High Rise Residential (R-5 SPD) zone. This area is across the street from Vista Park which will be a great recreational asset for future residents. It will also abut existing R-5 zoning in the River District on the north side of North B Street. This assists to focus density and create the sense of a neighborhood. Staff believes that by rezoning a portion of the Railyards site to high density residential, it will ensure that this area will be devoted to residential dwellings and encourage a better jobs/housing balance within the district.

Transportation Corridor (TC) Zone

The purpose of the TC zone is to regulate land uses within, above, and below public agency transportation corridors to ensure that development is consistent with the general plan, and to provide uniform standards for development of ground rights and air rights within the corridor. The rail lines will continue to be zoned TC-SPD and no changes are necessary.

Heavy Industrial (M-2) Zone

The M-2 zone currently applies to the Sacramento Valley Station site, which is owned by the City of Sacramento. This zone within the Special Planning District is intended to allow a wide range of urban functions. No significant changes have been proposed.

Staff finds the proposed rezoning is consistent with the applicable general plan land use designation, use, and development standards; the goals, policies, and other provisions of the general plan; and the proposed Sacramento Railyards Specific Plan. Additionally, the rezoning promotes the public health, safety, convenience, and overall welfare of the city by allowing development that supports transit-oriented, mixed-use development that includes a major medical center and sports complex.

2035 General Plan Amendment to the Land Use and Urban Form Diagram

Currently, the General Plan designations within the Railyards project area are Urban Center High, Urban Neighborhood High Density, Public/Quasi-Public, and Parks and Recreation. The current proposal includes amendments to the Downtown Sacramento Railyards project site to align with the new land uses which include a soccer stadium and hospital and reconfigured open spaces.

Staff recommends that a majority of the Railyards site be designated as Central Business District, consistent with the proposed Central Business District (C-3 SPD) zoning that is further explained earlier in this report. Staff also recommends the easternmost portion of the site between 10th and 12th Street be designated as Employment Center Low Rise to correspond to the proposed General Commercial (C-2 SPD) zoning, to match the development standards of the adjoining parcel which is in the River District, and to ensure this block serves as an appropriate buffer with the adjacent Alkali Mansion neighborhood.

The Sacramento Valley Station and rail lines would continue to be designated as Public/Quasi-Public, and Vista Park and the Riverfront area would continue to be designated as Parks and Recreation. The site where the medical center is proposed will remain Urban Center High.

Figure 11: Proposed General Plan Land Use

As noted in the chart below, the allowed density and floor area ratios would be increased with the approval of the General Plan Amendments to Central Business District for most of the site. However, the Railyards Specific Plan will establish maximum development densities and intensities which may be below the maximums stated.

Table 6: Proposed General Plan Change Designation Highlights		
Proposed Designations	**Density Range du/na**	**Floor Area Ratios**
Central Business District	61-450	3.0 to 15.0
Employment Center Low Rise	NR	.15 to 1.0
Urban Center High	24-250	.50 to 8.0

Staff supports approval of the proposed amendments to the general plan land use designation. The project will promote development that the general plan envisions for the city's central core: high-density, mixed use development that supports a variety of uses such as residential, commercial, and office uses. The range of development anticipated in the project area will promote public health, safety, and welfare of the city in that supports infill development, transit-oriented development, open space, pedestrian and bike connections, historic and cultural resources, creating a unique sense of place, and connecting neighborhoods, corridors, and centers

Sacramento Railyards Design Guidelines

The Railyards Design Guidelines supplement the Central Core Design Guidelines by providing additional design guidance in written and graphic form for private and public projects undertaken in the Railyards. The Guidelines aim to promote the improved aesthetic and functional quality of the future Railyards community.

The Railyards is viewed as an extension of the City's Central Business District. Therefore, the applicant, with staff's support, is proposing to remove information in the Railyards Design Guidelines that is duplicated in the Central Core Design Guidelines while retaining only what is unique to the project area. In doing so, both documents would be used to review projects within the Railyards: The Central Core Design Guidelines will be used as a basis for design review, and the Railyards Design Guidelines will be used to identify any development characteristics specific to the Railyards vision. This will ensure the consistency in quality of project throughout the downtown area.

The Sacramento Railyards Design Guidelines implement design principles through use of guidelines that address open space, historic and cultural resources, and development within both the private and public realm. These guidelines provide criteria that is used to determine the appropriateness of any proposed building or structure or alteration thereof within the design review district. The Guidelines are important in protecting and enhancing the value, appearance, and economic development and vitality of public and private property, maintains a high level of community development and achieves an orderly, harmonious, and integrated development in the Railyards and which is compatible with the surrounding areas.

A summary of the proposed changes to the Railyards Design Guidelines is provided in Attachment 63, and the proposed Railyards Design Guidelines are in Attachment 18.

Tentative Map

General

The applicant is proposing to subdivide approximately 197.7 acres into 118 lots. The tentative map includes street sections and identifies the location and dimensions and public improvements such as roads, sidewalks, and bike lanes. The tentative map also identifies easements for infrastructure, location of public open spaces, and access to the Riverfront.

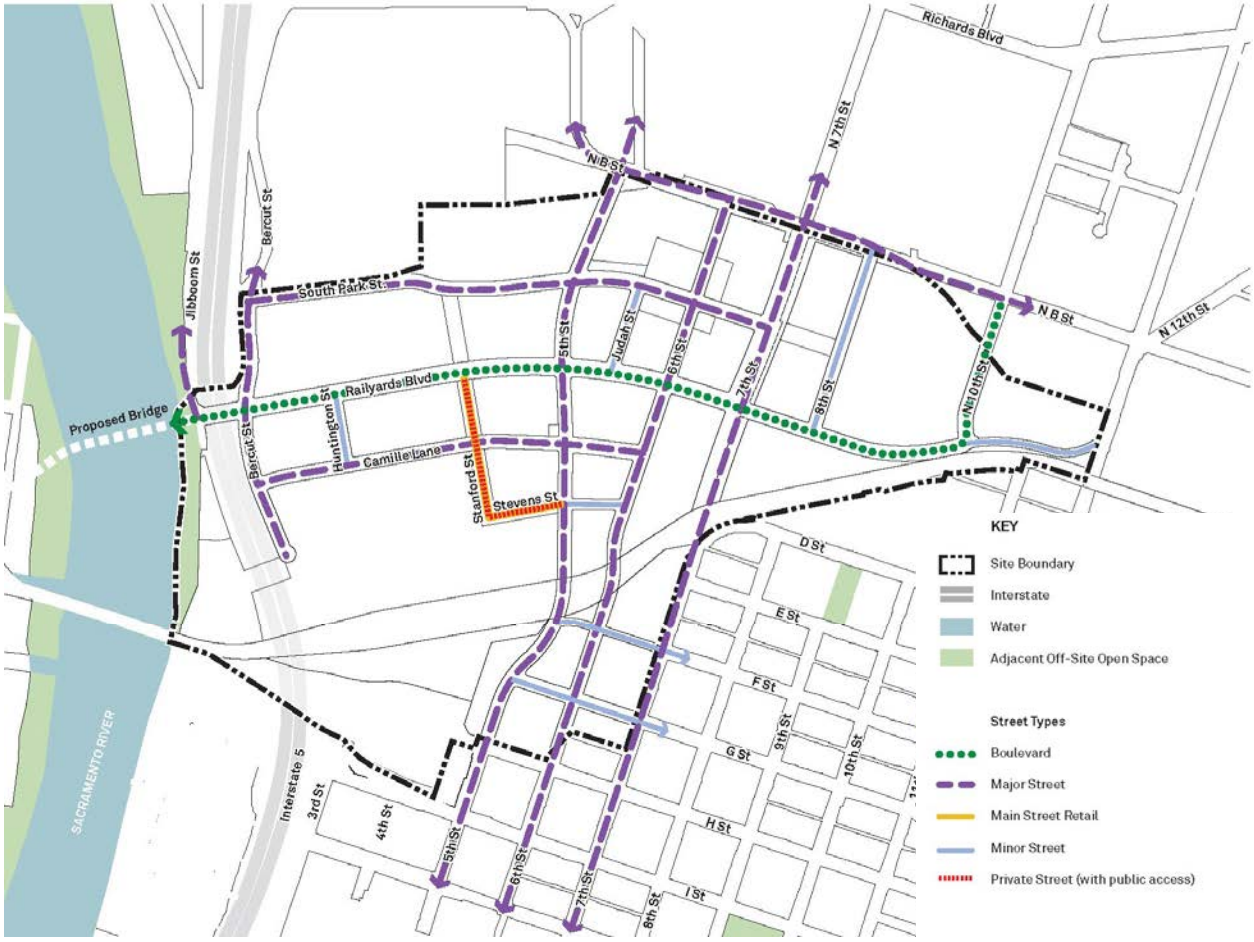
The review of the tentative map includes ensuring the layout of the land and the public infrastructure addresses various code requirements, results in a functional layout, and can accommodate the anticipated growth for the area. The proposed tentative map provides access to the riverfront, identifies location of public open space, and reflects the vehicular, pedestrian, and bicycle across and within the site. In general, the tentative map supports the General Plan's infill goals by subdividing land for uses that will place new residents and jobs close near a major transportation hub and accessible to necessary services, identifies public parks, open space, riverfront access, and public gathering opportunities, and features the historic Central Shops which will preserve a distinctive architectural and historical context and foster a unique sense of space

The tentative map will be conditioned to ensure the provision and design of public improvements is fulfilled before the map is recorded. The sections below describe various aspects of the tentative map.

Circulation.

The tentative map ensures both improved circulation within the site and to adjacent neighborhoods by connecting the site to the Downtown area and the River District. New roadways in the project area include the recently built Railyards Boulevard, which runs east-west through the center of the site, as well as 5th and 6th Streets that will extend north-south across the Plan Area to connect with existing streets in the River District area. Other new streets include 8th Street, South Park Street, and Camille Lane. Roadways that will be extended, expanded, or modified to provide direct access into the Railyards site include Bercut Drive, Jibboom Street, F Street, G Street, as well as North B Street, and North 10th Street.

Figure 12: Circulation



Pedestrian and Bicycle Facilities

Streets, blocks, and land uses in the Specific Plan Area will be laid out in ways that encourage walking and bicycling. In addition to wide sidewalks, the pedestrian facilities include a network of plazas and open space that will contribute a safe and interesting experienced for pedestrians.

The tentative map establishes a network of on- and off-street bicycle paths, which is discussed in more detail below under the Sacramento Bicycle Master Plan Amendment section. A map showing the proposed bicycle network in the Railyards and street cross sections that show bike lanes and sidewalks for each street can be found in the Tentative Map in Attachment 30.

Open Space

The tentative map identifies lots that will be either exclusive recreation easements or open space. The different terms are used to identify the responsible parties for maintenance, but together these easements will establish an open space system that includes the Riverfront and associated trails, promenades, and river access. Urban plazas within the historic Central Shops provides a gathering place among retail uses

and cultural and entertainment venues; a 10-acre community park with a variety of attractions, while traditional neighborhood parks are located within the residential area.

The open space plan for the Railyards evolved during the development of the tentative map, and resulted in approximately 34 acres of open space, which exceeds the 30 acres described in the initial project submittal.

Figure 13 below shows the open space network as provided in the proposed Specific Plan.

Figure 13: Railyards Open Space

As discussed in the policy section, the project is consistent with the land use designation, goals and policies, and density requirements of the 2035 General Plan. Staff finds the proposed tentative map is physically suitable for the proposed uses, and the design of the subdivision and the type of improvements will not conflict with easements, acquired by the public at large, for access through or use of property within the proposed subdivision. The project will not overly burden the sewer system, nor will it preclude future passive or natural heating and cooling opportunities.

Tentative Map Site Plan and Design Review

The zones with the Railyards SPD do not have parcel size and dimension requirements. In addition, all parcels are accessible by public or private roads or public access easements. Therefore, the tentative map is consistent with the development standards.

2035 General Plan Amendment to the Circulation Plan

The General Plan includes a Circulation Diagram depicting the roadway network expected to be constructed by 2035 based on current funding projections. The Railyards Specific Plan update includes modifications to the existing diagram in the General Plan. The changes will provide consistency with the Tentative Map exhibit, which has reconfigured roadways from the 2007 approval to accommodate a sports complex parcel and major medical facility campus.

The proposed amendment to the Circulation Diagram is in full compliance with applicable land use and policy documents. Staff supports the proposed amendment, because it advances a major urban infill project that provide access to a range of uses, transportation choices, and employment opportunities

River District Specific Plan Amendment

North B Street is an east/west street which is located partially within both the Railyards and River District Specific Plan areas. The street sections for North B Street were evaluated as part of the Railyards Specific Plan update. Modifications have been proposed to this street section which requires a minor amendment to the River District Specific Plan. The revision includes increasing bike lanes from five feet to six feet, eliminating parking on both sides, reducing the middle turn lane from 12 to 10 feet, and incorporating two travel lanes in each direction (between 7th and 12th Street as currently exists) rather than one lane in each direction with on-street parking as approved by the River District Specific Plan.

Sacramento Bicycle Master Plan Amendment

The 2016 City Bicycle Master Plan was developed to serve the recreational and transportation needs of the public. This document was adopted by the City of Sacramento on April 11, 1995 and has since undergone several updates and revisions, the most current update was approved on August 16, 2016. The current master plan bikeways within the Railyards is based on the 2007 Sacramento Railyards approvals.

The current Railyards project requires an amendment to the Bicycle Master Plan to incorporate changes in the street network and circulation for the Sacramento Railyards Specific Plan. The propose project requires the following modifications to the Bicycle Master Plan:

a) to align the bikeway map with the new street network within the Railyards project site;
b) to connect to the Central City and Old Sacramento to the south and the River District to the north;
c) to connect to the river trails;
d) to anticipate new bridge connections; and
e) to incorporate new east-west connections.

Class 2 bikeways will travel both ways on Railyards Boulevard, 5th Street, 6th Street, South Park Street, North B Street, Camille Lane, and G Street; off-street Class 1 pathways for bicycles and pedestrians will extend across the site in several places, including Railyards Boulevard, east of 7th Street; Bercut Drive; F Street, within the intermodal parcel through the Big Four Bend; and along the river, just west of Jibboom Street. Protected Class 4 bicycle lanes are designated on F Street west of 7th Street and along both sides of 6th Street itself from H Street to Railyards Boulevard. Finally, the publicly accessible main street route, Stanford Street, is also designated as a bicycle route, where bicycles and cars share a wide travel lane

Water Supply Assessment Report

According to Senate Bill 610, a water supply assessment is required for proposed residential developments with more than 500 units and office developments of more than 250,000 square feet. In addition, SB 221 requires written verification of sufficient water supply before a project is approved. This assessment and written verification is included in the Draft SEIR, which concluded the City of Sacramento has sufficient water allocations available to serve the proposed Railyards project, as well as the projected future growth.

VI. PRESERVATION – CENTRAL SHOPS AND WATER TOWER

Amendments to the Central Shops Historic District Ordinance

The applicant, who is also the property owner, requests revisions to the Central Shops Historic District Ordinance related to the historic district's boundary and removal of references to the Water Tower. The request is related to the applicant's proposals for a new Tentative Map and a desire to keep the Water Tower in its existing, original location instead of moving it into the Central Shops Historic District, as had been the intent when the 2007 ordinance was adopted.

On July 28, 2016, the Preservation Director held a Public Hearing reviewed the requested amendments and the materials submitted with the requests, and made preliminary determinations that: the proposed amendments would not impact the eligibility of the historic district for listing in the Sacramento Register; the proposed boundary changes are not significant relative to the protection of historic resources; and removing references to the Water Tower within the historic district listing is related to a concurrent request for the nomination of the Water Tower as a Landmark to remain on its existing, original site, instead of moving it into the historic district as had been the

intent under the 2007 historic district's listing. Accordingly, the Preservation Director concurred with the applicant's request.

On August 17, 2016, the Preservation Commission reviewed the proposal and voted to forward a recommendation of approval of the Central Shops Historic District amendments to the City Council. The recommendation included the addition of two transfer tables to the list of defining features in the Central Shops Historic District ordinance. In recommending the two transfer tables, the Commission referenced Table 4.4-2 (Historic Period Cultural Resources within the RSP Area) of the Draft Subsequent Environmental Impact Report (DSEIR), which lists both transfer tables as cultural resources.

After the Preservation Commission decision, staff requested additional research on the transfer tables to inform the amendment to the Central Shops Historic District ordinance. Architectural Resources Group (historic consultant) conducted the research and stated that the DSEIR prepared for the Sacramento Railyards incorporated record search data from the North Central Information Center (NCIC) in Table 4.4-2 that identified both transfer tables as: 1) eligible for listing in the National and California Registers; and 2) a contributor to the locally designated (Sacramento Register of Historic & Cultural Resources) Central Shops Historic District.

However, this NCIC data is based on information provided to them in the 1980s. It was determined in subsequent resource evaluations (e.g., 1998 historic resource evaluation report, 2007 draft national register nomination form) that only one of the transfer tables would be considered a contributor, because it was largely intact. The NCIC data from table 4.4-2 in the DSEIR does not incorporate findings in these intervening reports that determined the second transfer table is not considered eligible for listing as a contributing resource, because most aspects of its original structure and function are no longer present. Additionally, the second transfer table was not included as a contributing resource in the existing Central Shops Historic District (Ord. 2007-103), nor does the Railyards DEIR mitigation identify the second transfer table as a contributor, nor speak to any impacts resulting to it specifically. The mitigation encompasses all potential impacts to contributing elements, therefore our impact and significance would not change.

Accordingly, staff is recommending only the transfer table that is identified as a contributing resource in the more recent research be added to the list of contributing resource.

Staff supports the proposed amendments to the Central Shops Historic District, because, as proposed, the historic district will continue to contain the historic resources within its boundaries and will embody the significant features and characteristics of the structures that represents a historically significant period in the Sacramento region.

<u>Nominating the Water Tower as a Landmark</u>

The applicant requested the nomination of the Sacramento Railyards Water Tower ("Water Tower") for listing as a landmark in the Sacramento Register of Historic & Cultural Resources. An evaluation form (attached) was prepared for the property,

including evaluation relative to the Sacramento Register eligibility criteria. At a Public Hearing held on July 28, 2016, the City of Sacramento's Preservation Director made a preliminary determination that the property is eligible for listing as a Landmark in the Sacramento Register of Historic & Cultural Resources pursuant to the City's eligibility criteria, developed recommendations for significant features and characteristics of the property for the Preservation Commission's consideration, and forwarded the nomination of the property to the Commission for its consideration.

The Preservation Director has made the preliminary determination that the Water Tower is eligible for listing as a landmark on the Sacramento Register under section 17.604.210.A of the city code and recommended that the property's significant features and characteristics include:

1. Riveted steel plate construction
2. 100,000-gallon cylindrical tank with a hemispherical bottom and conical roof with a spherical finial
3. Metal truss supports reinforced with one set of horizontal struts and tie rods resting on trapezoidal, board form concrete foundations
4. Balcony with metal "IXIXIXI" railing
5. Central riser
6. Three-inch overflow pipe
7. Metal ladder with cylindrical cage and catwalk extending underneath the water tank base
8. Tall, narrow form with an approximate 100-foot height
9. Visual relationship to the Central Shops Historic District
10. All metal parts painted, in either one or the other color: primer – Dutch Red lead paint; finish – black.

On August 17, 2016, the Preservation Commission motioned to forward a recommendation of approval to the City Council to nominate the Water Tower as a landmark in the Sacramento Register of Historic & Cultural Resources.

Conclusion

Staff recommends approval of the proposed Railyards project because it: 1) supports the 2035 General Plan goals and policies related to infill development, transit-oriented development, open space, pedestrian and bike connections, historic and cultural resources, creating a unique sense of place, and connecting neighborhoods, corridors, and centers; 2) provides guiding documents, primarily the Sacramento Railyards Specific Plan, Design Guidelines, and Special Planning District that will ensure development is consistent with the City's general plan goals; 3) encourages the rehabilitation and adaptive reuse of historic structures; 4) will provide needed housing in the City's downtown area; and 5) proposes uses that will generate jobs.

RESOLUTION NO. XXXX-

Adopted by the Sacramento City Council

November 10, 2016

CERTIFYING THE SUBSEQUENT ENVIRONMENTAL IMPACT REPORT AND ADOPTING THE MITIGATION MONITORING PLAN, FINDINGS OF FACT, AND STATEMENT OF OVERRIDING CONSIDERATIONS FOR THE SACRAMENTO RAILYARDS SPECIFIC PLAN UPDATE, KP MEDICAL CENTER, MLS STADIUM, & STORMWATER OUTFALL PROJECTS (P15-040)

BACKGROUND

A. On October 24, 2016, the City Planning and Design Commission conducted a public hearing on the Sacramento Railyards Specific Plan Update, KP Medical Center, MLS Stadium, & Stormwater Outfall projects at which it reviewed and considered the Subsequent Environmental Impact Report for the projects and passed a motion to forward to the City Council a recommendation to approve the project.

B. On November 10, 2016, the City Council conducted a public hearing that was noticed in accordance with Sacramento City Code section 17.812.030 at which it received and considered oral testimony and other evidence concerning the Sacramento Railyards Specific Plan Update, KP Medical Center, MLS Stadium, & Stormwater Outfall projects.

Based on the facts set forth in the background, the City Council Resolves as follows:

Section 1. The City Council finds that the Subsequent Environmental Impact Report for the Sacramento Railyards Specific Plan Update, KP Medical Center, MLS Stadium, & Stormwater Outfall (herein SEIR), which consists of the Draft SEIR and the Final SEIR (Response to Comments) (collectively the "SEIR") has been completed in accordance with the requirements of the California Environmental Quality Act (CEQA), the State CEQA Guidelines and the Sacramento Local Environmental Procedures.

Section 2. The City Council certifies that the SEIR was prepared, published, circulated and reviewed in accordance with the requirements of CEQA, the State CEQA Guidelines and the Sacramento Local Environmental Procedures, and constitutes an adequate, accurate, objective and complete Final Subsequent Environmental Impact

Report in full compliance with the requirements of CEQA, the State CEQA Guidelines and the Sacramento Local Environmental Procedures.

Section 3. The City Council certifies that the SEIR has been presented to it, that the City Council has reviewed the SEIR and has considered the information contained in the SEIR prior to acting on the proposed project, and that the SEIR reflects the City Council's independent judgment and analysis.

Section 4. Pursuant to CEQA Guidelines Sections 15091 and 15093, and in support of its approval of the projects, the City Council adopts the attached Findings of Fact and Statement of Overriding Considerations in support of approval of the project as set forth in the attached Exhibit A of this Resolution.

Section 5. Pursuant to CEQA Section 21081.6 and CEQA Guidelines Section 15091, and in support of its approval of the projects, the City Council adopts the Mitigation Monitoring Plan to require all reasonably feasible mitigation measures be implemented by means of the projects' conditions, agreements, or other measures, as set forth in the Mitigation Monitoring Plan (MMP) as set forth in Exhibit B of this Resolution. In case of conflict between the MMP and the mitigation measures described in Exhibit A, the MMP shall control.

Section 6. The City Council directs that, upon adoption of approvals for the projects, the City Manager shall file a notice of determination with the County Clerk of Sacramento County and with the State Office of Planning and Research, pursuant to the provisions of CEQA Section 21152.

Section 7. Pursuant to CEQA Guidelines Section 15091(e), the documents and other materials that constitute the record of proceedings upon which the City Council has based its decision are located in and may be obtained from the Office of the City Clerk at 915 I Street, Sacramento, California. The City Clerk is the custodian of records for all matters before the City Council.

Table of Contents:

Exhibit A - CEQA Findings of Fact and Statement of Overriding Considerations for the Sacramento Railyards Specific Plan Update, KP Medical Center, MLS Stadium, & Stormwater Outfall Projects

Exhibit B – Mitigation Monitoring Plan for the Sacramento Railyards Specific Plan Update, KP Medical Center, MLS Stadium, & Stormwater Outfall Projects

ORDINANCE NO. 2016-

Adopted by the Sacramento City Council

November 10, 2016

APPROVING THE AMENDED AND RESTATED DEVELOPMENT AGREEMENT BETWEEN THE CITY OF SACRAMENTO AND DOWNTOWN RAILYARD VENTURE, LLC

Section 1. Incorporation of Agreement.

This ordinance incorporates the establishment of the development agreement between the City and Downtown Railyard Venture, LLC ("Applicant") a copy of which is attached to this ordinance as Exhibit A.

Section 2. Hearing before the Planning and Design Commission.

On October 24, 2016, in accordance with Government Code section 65867 and Sacramento City Code chapter 18.16, the Planning and Design Commission conducted a noticed public hearing on an application to establish a development agreement. During the hearing, the Planning and Design Commission received and considered evidence and testimony. After the hearing concluded, the Planning and Design Commission forwarded to the City Council a recommendation to approve the proposed agreement.

Section 3. Hearing before the City Council; Findings.

On November 10, 2016, in accordance with Government Code section 65867 and Sacramento City Code chapter 18.16, the City Council conducted a noticed public hearing on the application to establish a development agreement. During the hearing, the City Council received and considered evidence and testimony concerning the proposed amendment. Based on the information in the application and the evidence and testimony received at the hearing, the City Council finds as follows:

a) The development agreement is consistent with the City's 2035 General Plan and the goals, policies, standards, and objectives of the Central City Community Plan, the Sacramento Railyards Specific Plan, and the Sacramento Railyards Special Planning District.

b) The proposed development agreement will facilitate Applicant's development of the property subject to the development agreement, which should be encouraged in order to meet important economic, social, environmental, or planning goals of the Sacramento Railyards Specific Plan and the Central City Community Plan.

c) Without the agreement, Applicant would be unlikely to proceed with development of the property subject to the development agreement in the manner proposed.

d) Applicant will incur substantial costs to provide public improvements, facilities, or services from which the general public will benefit.

e) Applicant will participate in all programs established or required under the 2035 General Plan, the Central City Community Plan and the Sacramento Railyards Special Planning District and all of their approving resolutions (including any mitigation-monitoring plan) which will benefit the public.

f) Applicant has made commitments to a high standard of quality and has agreed to all applicable land-use and development regulations.

g) State Law (SB 5) and City Code Chapter 17.810 require that the City make specific findings prior to approving certain entitlements for projects within a flood hazard zone. The purpose is to ensure that new development will have protection from a 200-year flood event or will achieve that protection by 2025. The project site is within a flood hazard zone and is an area covered by SAFCA's Improvements to the State Plan of Flood Control System, and specific findings related to the level of protection have been incorporated as part of this project. Even though the project site is within a flood hazard zone, the local flood management agency, SAFCA, has made adequate progress on the construction of a flood protection system that will ensure protection from a 200-year flood event or will achieve that protection by 2025. This is based on the SAFCA Urban level of flood protection plan, adequate progress baseline report, and adequate progress toward an urban level of flood protection engineer's report that were accepted by City Council Resolution No. 2016-0226 on June 21, 2016.

Section 4. Approval and Authorization.

The City Council hereby approves the establishment of the development agreement. The City Council hereby authorizes the Mayor to sign on the City's behalf, on or after the effective date of this ordinance, the development agreement for the Sacramento Railyards project.

Table of Contents:

Exhibit A – Development Agreement for the Sacramento Railyards Project.

Recording Requested by and Benefiting the City of Sacramento, a Government Entity – No Fee Required per Government Code §§6103, 27383

RECORDING REQUESTED BY
AND WHEN RECORDED RETURN TO:

City Clerk
City of Sacramento
915 I Street
Sacramento, CA 95814

AMENDED AND RESTATED DEVELOPMENT AGREEMENT

FOR

SACRAMENTO RAILYARDS PROJECT

Project No. P15-040

Between

CITY OF SACRAMENTO

and

DOWNTOWN RAILYARD VENTURE, LLC

Approved on:

_____, 2016

FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

AMENDED AND RESTATED
DEVELOPMENT AGREEMENT
BY AND BETWEEN
THE CITY OF SACRAMENTO
AND
DOWNTOWN RAILYARD VENTURE, LLC
FOR
THE RAILYARDS PROJECT

This AMENDED AND RESTATED DEVELOPMENT AGREEMENT (hereinafter "Agreement") is made and entered into as of this __ day of _____(“Effective Date”), by and between the CITY OF SACRAMENTO, a municipal corporation (hereinafter the "CITY"), and DOWNTOWN RAILYARD VENTURE, LLC, a Delaware limited liability company (hereinafter the "LANDOWNER"). The CITY and LANDOWNER hereinafter may be referred to collectively as the “Parties” or in the singular as “Party,” as the context requires.

RECITALS

This Agreement is entered into on the basis of the following facts, understandings and intention of the Parties. These Recitals are intended to paraphrase and summarize this Agreement; however, the Agreement is expressed below with particularity and the Parties intend that their specific rights and obligations be determined by those provisions and not by the Recitals. In the event of an ambiguity, these Recitals may be used as an aid in interpretation of the intentions of the Parties.

A. Definitions. These Recitals use certain capitalized terms that are defined in Section 1.0 of this Agreement. The Parties intend to refer to those definitions when a capitalized term is used but is not defined in these Recitals.

B. Authority. To strengthen the public planning process, encourage private participation in comprehensive planning and reduce the economic risks of development, in 1979 the Legislature of the State of California adopted Article 2.5 of Chapter 4 of Division 1 of the Government Code, commencing at Section 65864 (the “Statute”), which authorizes the CITY

FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

to enter into this binding Agreement with LANDOWNER in order to establish certain rights and obligations of the Parties relative to Development of the Property for the Project. The authority for the CITY's approval of this Agreement is contained in the Statute, the City Charter, the Procedural Ordinance, other applicable City ordinances, resolutions and procedures. CITY and LANDOWNER desire to enter into this Agreement pursuant to the provisions of the Statute in order to provide for the orderly Development of the Project on the Property.

C. Property Subject to Agreement. LANDOWNER owns certain legal or equitable interests in the Property which is located within the City. LANDOWNER seeks to develop the Property for the Project consistent with the General Plan, Community Plan, Specific Plan, and other Project Entitlements, as those plans may have been adopted, approved and amended as part of the process for approval of the Project.

D. Procedural Requirements. The City Planning and Design Commission and the City Council held duly noticed public hearings on the approval of the General Plan and Community Plan amendments, adoption of the Specific Plan and the Special Planning District, approval of the Design Guidelines, approval of the other Project Entitlements, and approval of this Agreement. The City Preservation Commission and the City Council held duly noticed public hearings on the adjustment to the Central Shops Historic District and approval of the Design Guidelines as they apply to the District.

E. Environmental Compliance. The Subsequent Environmental Impact Report prepared for the Project was certified as adequate and complete and specific findings, Mitigation Measures, a statement of overriding considerations, and a Mitigation Monitoring Program were approved by the City Council to allow for the Development of the Project.

F. Financing Plan. The City Council, after a duly noticed public hearing, approved the Financing Plan to provide a plan for the financing of the Public Facilities needed to successfully implement the Specific Plan and for the Development and operation of the Project in the future. The Parties' are committed to implement the Financing Plan, which is essential to assure the coordinated and orderly Development of the Property for the Project, the investment of private capital for the Project, and the timely and properly-phased construction of all required Public Facilities needed for the Project. Implementation of the Financing Plan is also essential to the proper implementation of the General Plan, Community Plan and Specific

Plan, and the Parties' commitment to participate in the implementation of the Financing Plan was a material factor in making the finding of consistency of the Project and this Agreement with the General Plan, Community Plan and Specific Plan.

G. Plan Compliance. LANDOWNER and CITY desire to facilitate implementation of the General Plan, Community Plan, Specific Plan, Financing Plan (collectively "Plans"), and LANDOWNER therefore intends to develop the Property for the Project consistent with the Development Plan, provided that LANDOWNER is assured that no subsequent changes in the Plans after the Effective Date which would affect LANDOWNER's Vested Rights shall apply to the Property or the Project during the term of this Agreement, except as expressly provided herein, particularly in regards to Subsequent Approvals and application of a Subsequent Rule.

H. Project Entitlements. Development of the Property for the Project in accordance with the terms and conditions of this Agreement will provide for the orderly growth and Development of the Property in accordance with the requirements, policies, goals, standards, and objectives of the General Plan, Community Plan, Specific Plan, and the Planning and Development Code, Subdivision Ordinance, and other applicable provisions of the City Code. This Agreement limits the CITY's rights to revoke, terminate, change, impair or amend the Project Entitlements, or to require the LANDOWNER to comply with any ordinances or resolutions enacted after the Effective Date that conflict with or impede Development of the Property for the Project, except as expressly provided herein, particularly in regards to Subsequent Approvals and application of a Subsequent Rule.

I. Infill Goals and Policies. This Agreement and Development of the Property for the Project is in furtherance of and substantially consistent with the City of Sacramento 2035 General Plan adopted on March 3, 2015, by City Resolution 2015-0061. The adopted General Plan includes the following goals and policies for infill development: 1) promote infill development, rehabilitation, and reuse that contributes positively to the surrounding area and assists in meeting neighborhood and other CITY goals; 2) remove regulatory obstacles and create more flexible development standards for infill development; 3) provide improvements to infrastructure to allow for increased infill development potential; 4) provide financial incentives and project assistance to assist in infill development that provides the greatest infill opportunity in terms of number of vacant lots, total potential for new infill development, or overall economic or environmental benefit; and 5) engage the community to ensure new infill

development addresses neighborhood concerns and to gain greater acceptance and support for infill development.

J. Procedural Ordinance. The City Council adopted the Procedural Ordinance by which CITY will consider, adopt, amend and subsequently review development agreements by and between CITY and a given landowner. The Procedural Ordinance, and as it may be amended in the future after the Effective Date in accordance with the Statute, shall apply to the review, amendment and enforcement of this Agreement. CITY and LANDOWNER have taken all actions mandated by, and have fulfilled all requirements set forth in, the Procedural Ordinance for the adoption of this Agreement by the City Council.

K. Agreement Voluntary. This Agreement is voluntarily entered into by LANDOWNER in order to secure a Vested Right to develop the Property for the Project and to limit the CITY's right to subject the Property and Development of the Project to ordinances, policies, rules, and regulations that may be enacted in the future which conflict, supplant, or are contrary to the express terms and conditions set out herein. This Agreement is voluntarily entered into by CITY in the exercise of its legislative discretion in order to assure the implementation of the General Plan, Community Plan, Specific Plan, Financing Plan and in consideration of the agreements and undertakings of LANDOWNER as specified in the Project Entitlements and Special Conditions. The Parties are entering into this Agreement voluntarily in consideration of the rights conferred and the obligations incurred as specified herein.

L. Consideration. Development of the Property in accordance with the terms of this Agreement requires major investment by LANDOWNER in Public Facilities, as well as Dedications and Reservations of land for public benefit and purposes, and a substantial commitment of the resources of LANDOWNER to achieve the public purposes and benefits of the Project for the CITY. By entering into this Agreement, CITY will receive such benefits, the assurances of implementation of the General Plan, Community Plan and Specific Plan as applied to the Property, and the Development of the Property, which is currently vacant, blighted, and underutilized, that will generate net new tax revenues for the CITY after payments for Public Services as identified in the Fiscal Impact Analysis. By entering into this Agreement, LANDOWNER will obtain a Vested Right to proceed with Development of the Property for the Project in accordance with the Agreement's terms and conditions, and CITY's approval of the Specific Plan and Project Entitlements may increase the value of LANDOWNER's Property.

M. Consistency Findings. The City Council has reviewed and approved this Agreement. It finds that this Agreement is consistent with the General Plan, Community Plan, Specific Plan, and the Land Use and Development Regulations. The implementation of this Agreement is in the best interest of CITY because it promotes the health, safety and general welfare of its existing and future residents. The environmental impacts of Development of the Property for the Project were adequately considered in the environmental documentation prepared by CITY and adoption of the Adopting Ordinance complies in all respects with the CEQA. This Agreement provides assurances that implementing the General Plan, Community Plan and Specific Plan, and Development of the Property for the Project will not proceed without the timely provision of Public Facilities and Public Services required to serve the Project. This Agreement is just, reasonable and fair and equitable under the circumstances facing the CITY, and it provides sufficient benefits to the community to justify entering into this Agreement.

AGREEMENT

NOW, THEREFORE, based on the Recitals, the mutual promises and covenants of the Parties contained in this Agreement, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

[The remainder of this page intentionally left blank.]

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1. DEFINITIONS AND EXHIBITS.

For purposes of this Agreement and all Exhibits, the capitalized terms shall have the meanings set forth below or in the Recitals, unless the context otherwise requires or if the capitalized term is defined in a particular section. Words not defined in this Agreement shall be given their common and ordinary meaning. The word "shall" is always mandatory.

The documents which are attached to this Agreement and labeled as exhibits (Exhibits) and which are referred to in this Agreement are incorporated into this Agreement by such reference. The documents which are referenced in this Agreement or in the Exhibits which may not be physically attached to this Agreement are also incorporated into this Agreement by such reference.

1.1 Adopting Ordinance: The ordinance by which the City Council approves this Agreement.

1.2 Allocation Procedures: Those procedures set forth in Section 5.2 of this Agreement, by which the various land uses and densities of the Project are distributed to and among the various parcels, or portions of them, comprising the Property.

1.3 Approved LUC(s): One or more land use covenants between the LANDOWNER and DTSC, and recorded against the Property in accordance with Civil Code Section 1471 and Health and Safety Code Section 25355.5, to restrict use of the Property because of the presence of hazardous materials, as defined in Health and Safety Code Section 25260, on or under the Property.

1.4 Annual Review: The process and procedures whereby CITY reviews, pursuant to Government Code Section 65865.1, the nature and extent of compliance by LANDOWNER and Assignee(s) with all of the terms and conditions of this Agreement, which process and procedures are as specified in the Procedural Ordinance, and in Section 5.13 of this Agreement.

1.5 Assessment: A special assessment (or special tax in the case of a Community Facilities District) levied on real property within all or part of the Property for the purpose of financing Public Facilities and Public Services in accordance with the California Streets and Highways Code, the California Government Code, and/or the Sacramento City Code.

1.6 Assessment District Policy Manual: The document entitled "City of Sacramento Policy and Procedures for Use of Special Assessment and Mello-Roos Community Facilities District Financing for Infrastructure and Public Facilities," as adopted by the City Council on June 29, 1993 (Resolution 93-381), as said document may be amended from time to time.

1.7 Assignee: A third Person executing an Assignment and Assumption Agreement.

1.8 Assignment: The sale, assignment or other transfer by LANDOWNER of all or part of its right, title and interest in the Property and in this Agreement to another Person, in accordance with the terms and conditions of this Agreement and the Assignment and Assumption Agreement.

1.9 Assignment and Assumption Agreement: The agreement in the form set out in Exhibit J, or such other form as shall be proposed by LANDOWNER or Assignee and approved by the City Attorney.

1.10 Backbone Infrastructure: Those Public Facilities, public improvements, or items of public benefit as identified in the Financing Plan, Funding Agreement Business Terms, Funding Agreement and Project Entitlements, including without limitation, roads and freeway improvements, parks and open space improvements, wet and dry utilities, police and fire stations, and public parking garages which are required to be constructed in or for the benefit of Development of the Project and that may also benefit adjacent areas that are within the Community Plan area, including the adjacent redevelopment project areas. Backbone Infrastructure may also include the Central Shops if one or more of the buildings are publicly owned and used to provide Public Services.

1.11 Building Permit: A permit issued pursuant to Title 15 of the City Code that allows for construction of improvements on the Property as specified in the permit. The term “Building Permit”, for the sole and limited purpose of the triggering of payment of applicable fees required under this Agreement, also includes a building permit issued by OSHPD for improvements over which OSHPD has jurisdiction.

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1.12 Central Shops Historic District: Lots 19, 20, 21b, 22, 23, 24, 25, 26, 27, 28, 29, 30, and 32 on the Tentative Map as the boundaries of said District approved by the City Council and as said boundary may be amended. The formation of the Central Shops Historic District establishes the process for the review and approval of the rehabilitation and adaptive reuse of the existing and new improvements located on such lots in accordance with Chapter 17.134 of the City Code.

1.13 CEQA: The California Environmental Quality Act, as set forth at California Public Resources Code, Division 13, commencing at Section 21000 (CEQA), and the CEQA Guidelines, as set forth in Title 14 of the California Code of Regulations commencing at Section 15000 (CEQA Guidelines), as CEQA and the CEQA Guidelines may be amended from time to time.

1.14 City: The City of Sacramento.

1.15 City Agency: The City of Sacramento Redevelopment Agency Successor Agency (RASA), the Housing Authority of the City of Sacramento, and the Sacramento Housing and Redevelopment Agency when the City Council acts as the governing board of that agency.

1.16 City Code: The Sacramento City Code as adopted by the City Council, as the City Code may be amended from time to time, and the provisions of the Sacramento City Charter as it may apply to the provisions of the City Code and this Agreement, as the Charter may be amended by a vote of the electorate from time to time.

1.17 City Council: The Council of the City of Sacramento.

1.18 Community Plan: The Central City Community Plan contained in the General Plan adopted by the City Council on March 3, 2015.

1.19 DTSC: The State Department of Toxic Substances Control.

1.20 Days: As used in this Agreement, “days” shall mean calendar days.

1.21 Dedication: The transfer of real property, including an easement or other defined interest less than a fee interest in real property, under an Offer of Dedication to CITY, City Agency or Public Agency, subject to limitations on use and reserved access and other rights to

LANDOWNER as set out herein and in the Tentative Map conditions, and free of all encumbrances, mortgages, liens, leases, easements and other matters affecting the title except as may otherwise be expressly agreed to by CITY, City Agency or Public Agency, at no cost as specifically set forth in the Financing Plan or Project Entitlements.

1.22 Deed of Trust: A real property security device whereby the LANDOWNER as debtor (trustor) conveys title to real property consisting of all or a portion of the Property to a trustee as security for a debt owed to the creditor (beneficiary).

1.23 Design Guidelines: The architectural and site design standards that are applicable to Development of the Property for the Project as approved by the City Council and as may be referenced in the Project Entitlements, which are set forth in Exhibit C, and as said Design Guidelines may be amended from time to time as provided herein.

1.24 Development (or Develop): The use(s) to which the Property will be put, the buildings and improvements to be constructed on the Property, and the construction activities incident thereto, together with the process of obtaining all required land use entitlements in accordance with the Railyards Special Planning District, Planning and Development Code, Subdivision Ordinance, Building Permits for the Project, and all other Project Entitlements.

1.25 Development Fee: All fees now or in the future to be imposed on and/or collected by the CITY from LANDOWNER or Assignees as a condition of Development of the Property for the funding of Public Facilities, including Backbone Infrastructure, including those lawfully imposed fees by another Public Agency having jurisdiction and which CITY is required or authorized to collect pursuant to federal or State law or local ordinance or agreement.

1.26 Development Plan: The LANDOWNER's plan for Development of the Property for the Project as set forth or referenced in Exhibit B.

1.27 Discretionary Action: A discretionary approval or disapproval that requires exercise of judgment, deliberation, or a decision, and that contemplates and authorizes the imposition of revisions or conditions by CITY, including any board, commission or department and any officer or employee thereof, in the process of approving or disapproving a particular activity.

1.28 Effective Date: The date on which the Adopting Ordinance becomes effective (not the date the Adopting Ordinance was approved by the City Council), which is thirty (30) days following City Council approval of the Adopting Ordinance.

1.29 Financing Plan: The Railyards Specific Plan Public Facilities Financing Plan dated _____ that encompasses the Property and the Project as approved by the City Council by its resolution, as more particularly described in Exhibit E, as the financing plan may be amended from time to time.

1.30 Financing Plan Area: The lands within the area covered by, and obligated by, the Railyards Financing Plan, as that area may exist from time to time.

1.31 Funding Agreement: The agreement to be developed after the Effective Date between the Parties that will specify the sources, schedules and terms and conditions for the CITY's financing assistance for a portion of the Backbone Infrastructure based on the Financing Plan, consistent with the Funding Agreement Business Terms.

1.32 Funding Agreement Business Terms: The outline of the conditions under which CITY perform the matters described in Exhibit G.

1.33 General Plan: The General Plan of the City of Sacramento, as adopted by the City Council on March 3, 2015.

1.34 Infrastructure: All public facilities and improvements needed to serve urban development, as identified in the General Plan, Specific Plan, or in subdivision maps or parcel maps, or as may otherwise be constructed and conveyed to CITY or another public agency, including but not limited to street improvements, drainage improvements, sanitary sewer improvements and water storage and transmission facilities.

1.35 Irrevocable Offer of Dedication. In accordance with the provision of Government Code section 66475 et seq., an unconditional and irrevocable offer by LANDOWNER to transfer real property, or an interest therein, to CITY or Public Agency pursuant to the provisions of the Development Plan, Project Entitlements, or Special Conditions. Exhibit L provides the form of the Dedication agreement if the Irrevocable Offer of Dedication is not set out on the tentative

and final subdivision map or if the Parties desire to specify the terms of the Dedication and the acceptance of the property or interest therein.

1.36 Land Use and Development Regulations: The Planning and Development Code, Special Planning District Ordinance, Subdivision Ordinance, Mixed Income Housing Ordinance, and the other provisions of the City Code (including the Sign Code) applicable to Development of the Property, together with the General Plan, Specific Plan, Design Guidelines, Central Shops Historic District, and any other City ordinances, resolutions, rules, regulations, and official policies of the City as they exist on the Effective Date , which govern or regulate land use and/or development in the Special Planning District, which encompasses the Property.

1.37 Lender: A Person (or a successor in interest to such person) who has advanced funds to, or who is otherwise owed money by, LANDOWNER as a debtor, where the obligation is embodied in a promissory note or other evidence of indebtedness, and where such note or other evidence of indebtedness is secured by a Mortgage or Deed of Trust on all or a portion of the Property.

1.38 Ministerial Action: An approval or disapproval that merely requires a determination whether there has been compliance with applicable statutes, ordinances, resolutions, regulations or conditions of approval including, without limitation, the Development Plan, Project Entitlements, Special Conditions, and Mitigation Measures.

1.39 Mitigation Measures: The measures adopted by the City Council as part of the certification of the Subsequent Environmental Impact Report as of the Effective Date that apply to Development of the Property for the Project and as may be referenced in the Project Entitlements, as well as those that may be added or amended and incorporated into this Agreement pursuant to this Agreement.

1.40 Mitigation Monitoring Program: The plan for implementation of the Mitigation Measures adopted by the City Council as of the Effective Date and as may be referenced in the Project Entitlements, and as may be amended and incorporated into this Agreement pursuant to this Agreement.

1.41 Mixed Income Housing Ordinance: Chapter 17.712 of the City Code.

1.42 Mixed Income Housing Strategy: The strategy prepared by LANDOWNER in accordance with the Mixed Income Housing Ordinance, and approved by the City Council in accordance with the Mixed Income Housing Ordinance and City Code Section 17.808.260. The Mixed Income Housing Strategy is set forth in Exhibit I.

1.43 Mortgage: A contract by which the LANDOWNER as mortgagor (debtor) hypothecates or pledges real property consisting of all or a portion of the Property, or otherwise grants a security interest therein to a Lender (mortgagee), to secure performance under a promissory note or other evidence of indebtedness, and where the holder of the mortgage is granted a power of sale.

1.44 NEPA: The National Environmental Policy Act as set forth at 42 U.S.C. commencing at Section 4300, the Council on Environmental Quality regulations set out in 40 CFR 1500 et seq., applicable NEPA regulations of federal agencies, Executive Orders related to NEPA compliance, and as said Act and regulations may be amended from time to time.

1.45 Office of Statewide Health Planning and Development (OSHPD): The state office that is responsible for the enforcement of all building standards published in the Title 24, California Building Standards Code relating to the regulation of hospital buildings, acute psychiatric hospitals, skilled nursing facilities, intermediate-care facilities, and under certain circumstances clinics, as codified in the California Health and Safety Code. OSHPD is designated as the enforcing agency for these health facilities, including plan checking and inspection of the design and details of the architectural, structural, mechanical, plumbing, electrical, and fire and panic safety systems, issuance of building permits, and the observation of construction.

1.46 Owner Participation Agreement or RASA Agreement: The agreement between LANDOWNER and RASA regarding the provision, under the Railyards Redevelopment Plan, of tax increment revenues generated from the Property, as more particularly described in the Financing Plan and Funding Agreement, and as consistent with the applicable redevelopment law, that may be paid to LANDOWNER for Development of the Project.

1.47 Park Development Impact Fees: The fees as specified in City Code Chapter 18.84 that fund the cost of development of parks and open spaces on land dedicated to CITY or acquired by CITY to serve the Project.

1.48 Parties: The CITY and LANDOWNER.

1.49 Person: A person, firm, association, organization, partnership, business trust, limited liability company, corporation or company.

1.50 [Intentionally omitted]

1.51 Plans: The General Plan, Specific Plan, and Financing Plan. The reference to "Plans" may also include the Development Plan as the context indicates.

1.52 Planning and Development Code: The Planning and Development Code of the City of Sacramento, which is set out in Title 17 of the City Code.

1.53 Procedural Ordinance: Chapter 18.16 of the City Code, which sets forth procedures for application, review, approval, implementation, amendment, recordation, compliance review, and related matters with respect to development agreements for lands outside of the North Natomas Community Plan area (which is governed by Ordinance No. 95-012).

1.54 Project: The permitted uses, location, density or intensity of use, height or size of buildings, including, without limitation, the provisions for Dedication and Reservation of land for Public Facilities and Backbone Infrastructure, implementation of the Mitigation Measures, the financing of Public Facilities and Backbone Infrastructure, the development of mixed income housing, and the rehabilitation of the Central Shops, as set forth in the Development Plan, Project Entitlements, and Special Conditions.

1.55 Project Entitlements: The actions, plans, ordinances, resolutions, maps, plan review, conditional use permits, design review, preservation review, Mixed Income Housing Strategy, and permits and approvals, including certification of the Subsequent Environment Impact Report, Mitigation Measures, and Mitigation Monitoring Program, that have been approved by CITY for the Project based on the Development Plan as of the Effective Date, which are set out

in Exhibit C, as well as all Subsequent Approvals. The Project Entitlements also include minor changes to the Development Plan approved pursuant to Section 2.4.4 and substantive changes to the Development Plan for which an amendment to this Agreement has been approved pursuant to Section 2.4.3.

1.56 Property: The real property owned or controlled by LANDOWNER as described in Exhibit A.

1.57 Proposition 1C Agreement: The agreement between LANDOWNER and the State Department of Housing and Community Development or other State agency for receipt of funding under the Infill Incentive Grant Program of 2007 and the Transit Oriented Development Implementation Development Program that were funded under Proposition 1C, which was approved by the electorate in November 2006 and implemented under Senate Bill 86 (Peralta) and Assembly Bill 1091 (Bass), Statutes of 2007.

1.58 Protest Waiver: The agreement set forth in Exhibit H and executed by LANDOWNER pursuant to this Agreement or in connection with the condition of any Project Entitlements.

1.59 Public Agency(ies): A city (other than CITY), county, special district, public utility, school district, regional agency formed pursuant to federal or state law, joint powers agency, municipal corporation, or a non-profit corporation formed by a public entity to provide services to or charitable benefits for the public, and the City Council does not act as the governing board of that agency.

1.60 Public Facilities: All public infrastructure, facilities, improvements and amenities needed to serve the Project as identified in the Plans, the Development Plan, Project Entitlements, Special Conditions, or Subsequent Approvals; or as may otherwise be constructed or owned by, or conveyed to, CITY, City Agency or Public Agency, including, without limitation: (i) streets, alleys, bridges, pedestrian and bicycle paths, surface and structure parking facilities, and interchanges and freeway improvements; (ii) heavy and light rail and trolley tracks, lines, stations, platforms, tunnels, and passenger facilities; (iii) bus rapid transit lanes and bus transfer facilities, turnouts and stops; (iv) surface and storm drainage improvements; (v) sanitary sewer improvements; (vi) water storage and transmission facilities; (vii) flood control improvements; (viii) solid waste facilities; (ix) electrical and gas utilities; (x) street lighting; (xi) police and fire

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stations; (xii) parks, plazas, open space, greenbelts, trails, and landscaping; (xiii) habitat conservation areas; (xiv) drainage retention and flood control basins; (xv) schools and educational facilities; (xvi) community centers, performing arts centers, and museums; and (xvii) publicly owned artwork.

1.61 Public Financing Mechanism: An assessment district, a community facilities district, a fee district, area of benefit district, or any similar financing mechanism imposed on real property or as a condition of development approval, excluding Development Fees.

1.62 Public Services: All services provided by CITY, City Agency and Public Agency to serve the residents and the businesses to be located on the Property, as may be identified in the Plans; or in the Development Plan, Project Entitlements, Special Conditions or Subsequent Approvals; including, without limitation, the maintenance, operation or the provision of, as the context implies: (i) streets, alleys, bridges, pedestrian and bicycle paths, parking lots and freeway improvements; (ii) surface and storm drainage improvements and pollution control services; (iii) sanitary sewer improvements and pollution control services; (iv) water collection, storage, treatment and transmission facilities; (v) flood control improvements; (viii) solid waste services; (ix) street lighting; (x) police and fire services, (xi) parks, plazas, open space, greenbelts, trails, and landscaping; (xii) drainage retention and flood control systems; (xiii) community centers and museums; and (xiv) publicly owned artwork.

1.63 Quimby In-Lieu Fees: The fees referenced in City Code Chapter 16.64 relating to the Quimby Parkland Dedication Requirement, as modified by this Agreement.

1.64 Quimby Parkland Dedication Requirement: The obligation to dedicate land pursuant to City Code Chapter 16.64, as modified by this Agreement.

1.65 Radio or Microwave System: The Sacramento Regional Radio Communications System (SRRCS), the Automated Local Evaluation in Real Time (ALERT) system, the State of California Public Safety Microwave Network system, or another emergency or weather communication facility that is owned, operated by, or used by the federal, state, county, CITY, City Agency or other Public Agency to protect the public health, safety or welfare.

1.66 Reconfiguration: The adjustment of lot lines, re-subdivision, re-parcelization, creation or elimination of air rights, reversions to acreage, or other alteration of property lines through parcel or subdivision mapping, lot line adjustment, or lot merger, which may affect the description of LANDOWNER's Property as set out in Exhibit A.

1.67 Reimbursement: The reimbursement of monies to LANDOWNER who has advanced funds for Public Facilities, including Backbone Infrastructure, required for Development of the Property for the Project, or the entity who has advanced funding for particular Public Facilities and Backbone Infrastructure which are required by the Plans and Project Entitlements, and where such Public Facilities have benefit to land beyond the final map parcels and the Property in accordance with the terms of the Financing Plan, Funding Agreement, Special Conditions, Assessment District Policy Manual, and/or a reimbursement agreement approved by CITY and executed by the Parties and as may more particularly be described herein and in the Funding Agreement Business Terms and the Owner Participation Agreement.

1.68 Reservation: In accordance with the provision of Government Code Section 66479 et seq., the transfer of real property, including an easement or other defined interest less than a fee interest therein, under a reservation to CITY, City Agency or Public Agency, subject to the limitations on use and reserved access and other rights to LANDOWNER as set out herein and in the Tentative Map conditions, free of all encumbrances, mortgages, liens, leases, easements and other matters affecting the title except as may otherwise be expressly agreed to by CITY, City Agency or Public Agency at a purchase price set out in the Reservation Agreement, the form of which is provided as Exhibit M.

1.69 Sacramento Intermodal Transportation Facility: The planned expansion of the existing Sacramento Valley Station for intercity passenger rail, light rail and bus transportation services, the development of Depot Park, and ancillary joint development as described in concept in the Subsequent Environmental Impact Report.

1.70 Sign Code: Chapters 12.36 (awnings and canopies) and 15.148 (signs) of the City Code, as each chapter may be amended from time to time.

1.71 Special Conditions: Those conditions, terms, and requirements specified in Exhibit P.

1.72 Special Planning District: The Railyards Special Planning District as set out in Chapter 17.440 of the City Code as approved by the City Council by ordinance on _____.

1.73 Specific Plan: The Sacramento Railyards Specific Plan as approved by the City Council by resolution on _____.

1.74 Subdivision Ordinance: The Subdivision Ordinance of the City of Sacramento which is set out in Title 16 of the City Code, and as the ordinance may be amended from time to time.

1.75 Subsequent Approvals: Any Ministerial or Discretionary action by CITY to implement the Development Plan after the Effective Date that is necessary or desirable to implement LANDOWNER's Vested Rights under this Agreement, that are not set out as a Project Entitlement as defined herein and described in Exhibit C.

1.76 Subsequent Environmental Impact Report: The Subsequent Environmental Impact Report prepared for the Project in in accordance with CEQA that was recommended for certification by the Planning and Design Commission by record of decision and certified by the City Council by its resolution as more particularly described in Exhibit D.

1.77 Subsequent Rule: All City ordinances, resolutions, rules, regulations and official policies that are adopted after the Effective Date.

1.78 Tentative Map: The tentative subdivision map that subdivides LANDOWNER's Property into legal parcels pursuant to the Subdivision Map Act (commencing at Section 66410 of the Government Code) as approved by the City Council as part of the Project Entitlements, as more particularly described in Exhibit C.

1.79 Term: The length of this Agreement in terms of time is specified in Section 2.1, or as that time may be extended pursuant to an amendment of this Agreement.

1.80 Two-Party MOA: The Memorandum of Agreement dated May 10, 2016, between DTSC and LANDOWNER, as amended, regarding, among other things, (i) implementation of the Approved LUC(s), and (ii) DTSC providing written assessment of whether proposed uses at the Property are consistent with the restrictions imposed in the Approved LUC(s).

1.81 Vested Right: A property right or rights conferred by this Agreement, pursuant to Government Code Section 65865.4, to develop the Property for the Project in accordance with the Development Plan and consistent with the Plans and Project Entitlements, and Special Conditions that may not be cancelled or revoked by CITY after the Effective Date, except as expressly provided in this Agreement.

1.82 Zoning: The division of the City into districts, and the application of zoning regulations thereto, which include (without limitation) regulation of the type of land use, density, height or bulk of buildings (structural design), setbacks, and parking as set out in the Planning and Development Code.

1.83 Zoning Map: The map that specifies the applicable zoning classifications for the lots on the Tentative Map in accordance with the Specific Plan, Special Planning District, and Planning and Development Code, which is part of the Project Entitlements as more particularly described in Exhibit C.

1.84 2015 Railyard Agreement. The Railyards Agreement Among UPRR, DRV, and IAH, dated February 12, 2015, by Union Pacific Railroad Company, Downtown Railyard Venture, LLC, and IA Sacramento Holdings, LLC, as amended, that allocates among the parties work and liabilities in connection with completion of remediation and development of the Property.

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2. GENERAL TERMS AND CONDITIONS.

2.1 Term. The term of this Agreement shall mean and include the Initial Term plus the First and Second Extensions (individually an "Extension Period") as made applicable below, unless it is sooner cancelled by a Party for default as provided in Section 7.6, or terminated for convenience or for other reasons as provided in Section 7.8.

2.1.1. Initial Term and Extensions. The Term of this Agreement shall commence on the Effective Date and may extend for specified periods thereafter based on the length of the Initial Term and each Extension Period and the LANDOWNER's completion of the various levels of development as defined below (Development Milestones) relating to each Extension Period. Each Extension Period shall consist of five years, commencing as of the last day of any prior Extension Period. Upon a failure to achieve the Development Milestone, there shall be no further extensions of the Term and the Agreement shall expire as of the ending date of the last Extension Period provided hereunder.

2.1.1.1 Initial Term: Twenty (20) years following the Effective Date.

2.1.1.2 First Extension: Additional five (5) year extension if at least the following amount of Development has been constructed, based on occupancy permits or certificates issued (1st Development Milestone), as of end of the Initial Term.

Non-Residential Sq. Ft.	Residential Units
2,000,000	4,000

2.1.1.3 Second Extension: Additional five (5) year extension if at least the following additional amount of Development has been constructed, based on occupancy permits or certificates issued, (2nd Development Milestone), as of end of the First Extension.

Non-Residential Sq. Ft.	Residential Units
2,750,000	5,000

2.1.1.4 Total Development: If LANDOWNER develops more than the Development Milestone as required for commencement of the next Extension Period, that

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additional amount of Development shall be credited for the purpose of determining whether the Development Milestone has been met for the next Extension Period.

2.1.2. Extension Options. In addition to the requirements set out in Section 2.1.1 and this Section 2.1.2, the specific conditions for exercise of the extension options are as follows:

2.1.2.1 On the Exercise Date, LANDOWNER shall not be in default in any material respect under this Agreement, including any amendments hereto, as determined by the CITY and subject to a default hearing pursuant to Section 7.7.1 if LANDOWNER's protests CITY's determination. For purposes of this subsection, "Exercise Date" shall mean the date that CITY receives LANDOWNER's written notice of intention to exercise the option to extend the term of this Agreement, in accordance with the provisions of Sections 2.1.1 and 9.2.

2.1.2.2 The option to extend the term shall be exercisable by delivering to CITY written notice of LANDOWNER's intention to exercise the option to extend the term not later than one hundred eighty (180) days prior to expiration of the Initial Term and each Extension Period as defined in Section 2.1.1, above.

2.1.3. Maximum Term. Except as provided in Sections 2.1.4, 2.1.5, and 2.1.6 with respect to moratoriums, litigation, and cancellation or modification for default, The Parties specifically intend that under no circumstances shall the term of this Agreement extend beyond thirty (30) years, unless this Agreement is amended in accordance with Section 2.4.

2.1.4. Effect of Moratoriums on Term of Agreement. If a Subsequent Rule is enacted prior to the expiration of the Term of this Agreement that limits the rate of Development over time or governs the sequence of Development of the Project, and that Subsequent Rule applies to the Property as provided in Section 4.10, the Term of this Agreement shall be extended by the amount of time that the Subsequent Rule is in effect on the Property.

2.1.5. Effect of Litigation on Term of Agreement. Pursuant to Section 4.3.3, if litigation is filed under Section 4.3.3, the Term of this Agreement shall be extended by the amount of time between the date the litigation was filed and the date of the final judgment if the law, regulation or action had the effect of preventing or suspending Development of the

Property for the Project and the final judgment allowed this Agreement to remain in full force and effect.

2.1.6. Effect of Litigation Over Cancellation or Modification for Default. Pursuant to Section 7.7.2, if LANDOWNER institutes legal proceedings to obtain judicial relief from CITY modifying or canceling this Agreement for LANDOWNER's default, the expiration of the Term of this Agreement shall be tolled during the period of the legal proceedings if there be a judicial determination invalidating or reversing the CITY's cancellation or modification of this Agreement.

2.2 Development Timing.

2.2.1. Project Schedule. Other than for the purpose of determining whether the Term of this Agreement shall be extended as described in Section 2.1, above, and except as may be provided in Section 2.3.2., 3.3.7., or the Funding Agreement, this Agreement contains no requirement that LANDOWNER must initiate or complete Development of the Project or any phase thereof, or Development of the Property or any portion thereof, within the Term of this Agreement or within any period of time set by CITY. It is the intention of this provision that LANDOWNER be able to develop the Property for the Project in accordance with LANDOWNER's own schedule; provided, however, that Development of the Property is substantially consistent with the Development Plan, as evaluated in the Subsequent Environmental Impact Report and subject to the Project Entitlements and the Special Conditions. Any act which is required to be completed within a specific time period, as set out in the Project Entitlements, shall be timely completed as provided therein.

2.2.2. Application of Subsequent Rule Affecting Rate of Development. Except as provided in Section 4.10, no Subsequent Rule that limits the rate of development over time shall be applicable to the Property or the Project. However, nothing in this Agreement shall be construed to relieve LANDOWNER from any time conditions, phasing provisions, or schedule compliance as set forth in this Agreement, or to excuse the timely completion of any act that is required to be completed within a time period as set out in the Financing Plan, Project Entitlements, Special Conditions, any other provision of this Agreement, any applicable

provision in the City Code provision or the Land Use and Development Regulations, or any applicable Subsequent Rule.

2.2.3. 2015 Railyard Agreement. The Parties recognize that the 2015 Railyard Agreement may affect the timing, uses, and extent of the Development of the Property for the Project. Nothing contained in this Agreement is intended to alter or modify the terms and conditions of the 2015 Railyard Agreement or to allow LANDOWNER to Develop the Property in a manner that is inconsistent with DTSC's enforcement orders or the Approved LUC(s).

2.2.4. Two-Party MOA / Approved LUC(s). The Parties recognize that the Two-Party MOA and the Approved LUC(s) may affect the timing, uses, and extent of the Development of the Property for the Project. Nothing contained in this Agreement is intended to alter or modify the terms and conditions of the Two-Party MOA or the Approved LUC(s) or to allow LANDOWNER to Develop the Property in a manner that is inconsistent with the Two-Party MOA or Approved LUC(s).

2.2.5. Two-Party MOA / Approved LUC(s) / Building Permits. The Parties recognize that the Approved LUC(s) set forth criteria required by DTSC for development activities within the Property, which include, but may not be limited to compliance with a DTSC-approved soil and groundwater management plan, DTSC-approved engineered controls relating to vapor mitigation in specified areas, and DTSC approved native soil coverage criteria. As part of each application for a Building Permit for Development of a part of the Property that is subject to an Approved LUC, the application shall include a certification or other writing from DTSC satisfactory to the CITY that, as applicable, (i) DTSC has approved a soil and groundwater management plan for the parcel described in the application, (ii) DTSC has approved a vapor mitigation plan for the improvements described in the application, (iii) any other DTSC approvals required by the Approved LUC for construction of the improvements on the parcel described in the application have been obtained, and (iv) the proposed use of the parcel described in the application is permitted under the Approved LUC. Consistent with the requirements of the Two-Party MOA, LANDOWNER (or its permitted designee) shall report on compliance with the Approved LUC(s) and shall provide the CITY with copies of all required reporting concurrent with submission to DTSC.

2.3 Sacramento Intermodal Transportation Facility. The CITY owns the property where the Sacramento Valley Station is located and intends to develop the property as the future Sacramento Intermodal Transportation Facility. Nothing contained in this Agreement or in the Specific Plan, Subsequent Environmental Impact Report, or the Project Entitlements shall be construed as a commitment by CITY to LANDOWNER that the concept plan for the Sacramento Intermodal Transportation Facility will be developed during the term of this Agreement. CITY commits to LANDOWNER to make a good faith effort to develop the Sacramento Intermodal Transportation Facility during the term of this Agreement, subject to receipt of the necessary federal and state funding, permits, and approvals.

2.3.1 Consistency with Specific Plan. The Specific Plan and the Subsequent Environmental Impact Report were prepared on the assumption that the Sacramento Intermodal Transportation Facility would be developed by the CITY in accordance with the concept plan then in existence. The CITY intends to develop the Sacramento Intermodal Transportation Facility in a manner consistent with the Specific Plan and Subsequent Environmental Impact Report, subject to further environmental review under CEQA and NEPA. However, the CITY has no obligation under this Agreement to develop Depot Park as shown in the Specific Plan and described in the Design Guidelines, or to construct parking facilities or an extension of 3rd Street within the CITY's property. In the exercise of its proprietary capacity and legislative authority to cause or allow the private development of any portion of the Sacramento Intermodal Transportation Facility, the CITY may take into consideration the Design Guidelines in developing and reviewing the design plans for joint or private development of the CITY's property.

2.3.2 Intermodal Related Improvements. LANDOWNER shall complete improvements for (i) an ingress and egress gateway structure on lot 22 to service intermodal passengers, and (ii) a related bicycle/pedestrian walkway to the intersection of Stevens Street or Camille Lane and 5th Street, so that these improvements are open to the public no later than the opening of a multi-purpose outdoor stadium or a major medical facility on the Property, whichever occurs first. LANDOWNER shall obtain a staff-level site plan and design review permit for the improvements before undertaking construction of the improvements. Such improvements may be required in advance of the filing of the tentative map for the Central Shops Historic District and/or the Development of the Central Shops Historic District and, to the extent that such improvements are interim and constructed in advance of such Development, LANDOWNER

shall provide reasonable detour routing for the bicycle/pedestrian ingress and egress during subsequent Development of the Central Shops Historic District. Upon the Development of the Central Shops Historic District, interim structures and the related bicycle/pedestrian ingress and egress may be reconstructed and relocated by LANDOWNER, however, the above described ingress and egress connectivity shall be maintained.

2.4 Amendment, Suspension or Termination of Agreement.

2.4.1 Amendment. Except as otherwise expressly provided herein, this Agreement may be amended from time to time by the mutual written consent of the Parties in accordance with the express terms of this Agreement, the provisions of Government Code Section 65868 and the Procedural Ordinance. No waiver, alteration, or modification of this Agreement shall be valid unless it is made in writing and signed by the Parties.

2.4.2 Requests for Development Plan and Project Changes. The Parties acknowledge that in the future it may be feasible to propose Development of the Property at a density which exceeds the Development Plan, but that is consistent with the Specific Plan. Nothing in this Agreement is intended to limit LANDOWNER or an Assignee's right to request CITY to consider amending the Plans, Project Entitlements and Land Use and Development Regulations to allow for additional Development or for a reduction in the level of Development from that set out in this Agreement, subject to compliance with CEQA and applicable state and City laws and regulations and the applicable provisions of this Agreement. Nothing in this Agreement shall be construed as limiting the exercise of the discretion by CITY in reviewing and approving or denying any requests to amend the Plans, Project Entitlements and Land Use and Development Regulations.

2.4.3 Substantive Changes Related to the Project and Project Entitlements. Substantive changes to this Agreement, the Development Plan, Project Entitlements, or Special Conditions proposed by LANDOWNER, as well as substantive changes to the Plans necessitated by such changes, will necessitate an amendment to this Agreement to incorporate the revised Development Plan and the applicable changes to the terms and conditions of the Project Entitlements, Special Conditions, and related documents and agreements. A "substantive change" to this Agreement, the Development Plan, Project Entitlements, or Special Conditions is one that changes the Term of this Agreement or for which an application is made to modify

any of the following: the permitted uses; density or intensity of use; height or size of buildings; provisions for reservation and dedication of land; conditions, terms, restrictions and requirements relating to subsequent discretionary actions; monetary contributions by a landowner; or any other material term or condition of this Agreement. If either Party notifies the other Party that an amendment is needed due to LANDOWNER's proposed substantive changes to this Agreement, the Development Plan, Project Entitlements, or Special Conditions, the Parties shall meet and negotiate in good faith the terms of an amendment to this Agreement. The scope of the good faith negotiation is limited to such amendment(s) necessary to effectuate the substantive changes to the Development Plan contemplated in this Section 2.4.3, and shall not reopen other provisions of this Agreement not affected by the proposed amendment(s). The CITY may withhold a Subsequent Approval that relates to the proposed change if reasonably required by the circumstances then existing at the time of the proposed change in the Development Plan, Project Entitlements, or Special Conditions until the Parties can come to an agreement on the terms of such an amendment or mutually agree to the termination of this Agreement.

2.4.4 Minor Changes. This Agreement need not be amended to allow for changes to this Agreement, the Development Plan, Project Entitlements, or Special Conditions that are not substantive, as described in section 2.4.3 and the Procedural Ordinance, but rather are minor in character. The Parties acknowledge that refinement and further implementation of the Development Plan, Project Entitlements, or Special Conditions may demonstrate that certain minor changes may be appropriate with respect to the details and performance of the Parties under this Agreement, and the Parties desire to retain a certain degree of flexibility with respect to such details and performances. If and when the Parties find and mutually agree that clarifications, minor changes or minor adjustments are necessary or appropriate, they shall effectuate such clarifications, changes or adjustments through an operating written memorandum approved by the Parties with the City Manager acting on behalf of the CITY. After execution, the operating memorandum shall be attached to this Agreement and may be further changed and amended from time to time as necessary by subsequent written approval of the Parties, without the necessity of action by the City Council. Unless required by the Statute or the Procedural Ordinance, no operating memorandum shall require prior notice or public hearing, nor shall it constitute an amendment to or termination for convenience in whole or in part of this Agreement. Minor changes subject to this subsection 2.4.4 include conditional use permit minor modifications.

2.4.5 Suspension. Subject to prior notice and opportunity to review the factual basis therefore and further subject to a hearing of such facts, the CITY may suspend this Agreement, or a portion thereof, if the CITY finds and determines, based on specific findings of fact, and in the reasonable exercise of its discretion, that suspension is necessary to protect persons or property from a condition which could create a serious risk to the health or safety of the public in general or to residents or employees who are occupying or will occupy the Property. Such suspension shall be limited only to that portion of this Agreement necessary to mitigate such risk. The Term of this Agreement shall be extended by the period of such suspension unless the Agreement is amended by the mutual written consent of the Parties.

2.4.6 Termination. This Agreement will terminate at the earlier of the date when (i) the Term expires, (ii) it is wholly terminated for convenience as provided in Section 7.8, or (iii) it is cancelled for default as provided in Section 7.6.

2.5 Interests of LANDOWNER. LANDOWNER represents that LANDOWNER owns a legal or equitable interest in the Property and that all other Persons holding legal interests in the Property and the Lender have executed and are bound by this Agreement. Lender's rights and obligations are subject to Article 8.0 of this Development Agreement.

2.6 Binding Covenants. The benefits and burdens of this Agreement shall be covenants that run with the land and shall be binding upon the owners of the Property including, without limitation, LANDOWNER, affiliates of LANDOWNER, Lender and Assignees. The benefits of this Agreement shall inure to the Parties and to their Assignees subject to compliance with Section 2.7.

2.7 Assignment.

2.7.1 Right to Assign. LANDOWNER shall have the right to freely sell, alienate, transfer, assign, lease, license and otherwise convey all or any portion of the Property and improvements thereon, and as part of a contemporaneous and related sale, assignment or transfer of its interests in the Property, or any portion thereof, without the consent of CITY; provided that no partial transfer shall be permitted to cause a violation of the Subdivision Map Act (Government Code Section 66410 et seq.). LANDOWNER shall notify CITY of any sale,

transfer or assignment of all of LANDOWNER's interests in all or any portion of the Property by providing written notice thereof to CITY in the manner provided in Section 9.2 not later than thirty (30) days before the effective date of such sale, transfer or assignment the assignment; provided, however, that LANDOWNER's failure to provide such notice shall not invalidate such sale, transfer or assignment and provided further that any successor in interest in ownership of all or a portion of the Property shall not benefit from the Vested Rights conferred herein without entering into an Assignment and Assumption Agreement with CITY.

2.7.2 Release. LANDOWNER shall remain obligated to perform all terms and conditions of this Agreement unless the purchaser, transferee, or Assignee delivers to CITY a fully executed Assignment and Assumption Agreement to assume all of the obligations of LANDOWNER under this Agreement with respect to the Property, or such portion thereof sold, transferred or assigned, for Development of the Project ("Full Assignment"). If the purchaser, transferee, or Assignee delivers to CITY a fully executed Assignment and Assumption Agreement to assume less than all of the obligations of LANDOWNER under this Agreement with respect to the Property, or such portion thereof sold, transferred or assigned, for Development of the Project ("Partial Assignment"), LANDOWNER shall remain obligated to perform all terms and conditions of this Agreement unless CITY agrees to, and executes, the Partial Assignment, which is subject to agreement by the parties. CITY shall release LANDOWNER from the duties, liabilities and obligations under this Development Agreement with respect to the interest(s) sold, assigned or transferred as set forth in the Full Assignment or Partial Assignment only if LANDOWNER is not in default under this Agreement as of the effective date of the Full Assignment or Partial Assignment.

2.7.3 Assignees. The Assignee shall be obligated and bound by the terms and conditions of this Agreement if Assignee, LANDOWNER, and CITY execute a Full Assignment or Partial Assignment, and shall be the beneficiary hereof and a party hereto, only with respect to the Property, or such portion thereof, sold, assigned, or transferred to Assignee by LANDOWNER (the portion of the Property sold, assigned, or transferred to Assignee is referred to herein is the "Assignee's Parcel"). The Assignee shall observe and fully perform the duties and obligations of LANDOWNER under this Agreement that relate to the Assignee's Parcel as set forth in the Full Assignment or Partial Assignment. CITY shall release Assignee from LANDOWNER's duties, liabilities and obligations under this Agreement with respect to the interest(s) that are not sold, assigned or transferred to Assignee as set forth in the Full

Assignment or Partial Assignment. A Full Assignment shall be deemed to be to the satisfaction of the City Attorney if executed substantially in form of the Assignment and Assumption Agreement attached hereto as Exhibit J and incorporated herein by this reference, or such other form as is proposed by LANDOWNER, and approved by the City Attorney prior to the effective date of the assignment. A Partial Assignment is subject to approval by the City Attorney and must be approved by the City Attorney prior to the effective date of the assignment.

2.8 Plan or Project Entitlement Amendments.

2.8.1 By Assignee. If an Assignee files an application with CITY that proposes to amend the Plans, Project Entitlements, or the Land Use and Development Regulations and such amendment could affect the Vested Rights of LANDOWNER or of another Assignee(s), CITY shall endeavor to provide reasonable notice to LANDOWNER before acting on such application. CITY shall not be required to obtain the prior approval of LANDOWNER or of the other Assignee(s) to approve such application notwithstanding the terms of this Agreement or an Assumption and Assignment Agreement.

2.8.2 By LANDOWNER. If LANDOWNER files an application with CITY that proposes to amend the Plans, Project Entitlements or the Land Use and Development Regulations and such amendment could affect the Vested Rights of an Assignee(s), CITY shall not be required to provide notice or obtain the prior approval of the Assignee(s), notwithstanding the terms of this Agreement or an Assumption and Assignment Agreement. CITY shall only be required to provide notice to adjacent landowners of the application pursuant to then applicable provisions of the Special Planning District, Planning and Development Code and City Code.

2.8.3 Approval Rights. LANDOWNER shall be solely responsible for obtaining any prior approval rights over applications to amend the Plans, Project Entitlements or the Land Use and Development Regulations by an Assignee(s), and for obtaining any waivers of LANDOWNER's applications by an Assignee(s), at the time LANDOWNER sells or transfers a portion of the Property to a third party which may become an Assignee to this Agreement. The provisions in this Section 2.8 shall apply to LANDOWNER's successors in interest, to each initial Assignee(s) and its successors in interest, and to all property owners and affiliates of all or a portion of the Property during the term of this Agreement.

2.8.4 CITY Processing. In processing an application as described in this Section 2.8, CITY shall have the sole exclusive discretion to approve or deny a Discretionary Action or a Ministerial Action after the Effective Date, subject to Section 3.3, and consistent with the terms of this Agreement.

2.8.5 Indemnity. LANDOWNER and an Assignee(s) that files an application as described in this Section 2.8 shall defend and indemnify CITY in any third-party action claiming that CITY has violated LANDOWNER's and/or an Assignee(s)'s Vested Right under this Agreement in approving such application, in accordance with the provisions of Section 7.1; provided, however, that the indemnity provided in this Section 2.8.5 shall not extend to claims that are caused by the gross negligence or willful misconduct of CITY.

2.9 School District Mitigation. Under the Specific Plan, all of the proposed residential development will be located within the boundaries of one or more school districts. LANDOWNER is required under applicable state law (Government Code Chapter 4.7 of Division 1 commencing at Section 65970) to provide for school facilities funding, and the CITY is required to make certain findings and may condition the approval of the Project Entitlements to mitigate the effects of overcrowded schools. LANDOWNER intends to comply with applicable law by the terms of agreements to be entered into with the school districts to provide for siting of the necessary school facilities needed to serve the Project students and to comply with applicable state law including the payment of school impacts fees. CITY may condition or deny a Subsequent Approval if a school district provides written notice to CITY that either LANDOWNER is in default of its agreement with the school district or has not paid the required impact fees. LANDOWNER shall defend and indemnify CITY in any action by any school district or a third party against CITY based on a claim that LANDOWNER has violated the terms of such an agreement or the applicable law imposing mitigation obligations on LANDOWNER; provided, however, that the indemnity provided in this Section 2.9 shall not extend to claims that are caused by the gross negligence or willful misconduct of CITY.

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FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

3. VESTED DEVELOPMENT RIGHTS.

3.1 Entitlement to Develop Project. Subject to the express terms of this Agreement, CITY grants LANDOWNER a Vested Right to develop the Property for the Project in accordance with the terms and conditions set out in the Development Plan, Project Entitlements, and Special Conditions, and in accordance with the Land Use and Development Regulations. The General Plan shall control in regards to any conflicts between LANDOWNER's Vested Right and the Land Use and Development Regulations. In exercising its Vested Rights, LANDOWNER shall not be subject to any Subsequent Rule unless expressly set forth herein. The Plans, Project Entitlements and Vested Rights, which authorize and limit Development of the Property for the Project in accordance with their respective terms, are intended to be construed in harmony with each other.

3.1.1 Compliance with Project Entitlements. The Parties acknowledge that the Subsequent Approvals will be consistent with and apply the terms and conditions of the Development Plan, Specific Plan, Project Entitlements (including the Design Guidelines, Mitigation Measures, Tentative Map conditions, and Central Shops Historic District), and the Special Conditions. In addition, the location, size and type of land uses in the Development Plan may be conditioned or restricted as permitted under the Land Use and Development Regulations, the DTSC requirements as referenced in Section 3.1.3 and as otherwise provided herein. Nothing contained in this Agreement is intended or may be construed as an assurance or representation by CITY to LANDOWNER that the Development Plan can be fully implemented within the Term of this Agreement or that LANDOWNER will be able to fully exercise its Vested Rights.

3.1.2 Build-Out Consistent with Specific Plan. As provided in the Special Planning District, the type, amount and density of land uses specified in the Specific Plan may be adjusted by relocating uses to adjoining or nearby parcels, except that surface parking granted by conditional use permit may not be relocated except as provided in the Special Conditions. Significant changes in the Development Plan may require subsequent environmental review. If LANDOWNER submits applications to CITY for Development that differs from the Development Plan, Specific Plan, Project Entitlements (including the Design Guidelines, Mitigation Measures, Tentative Map conditions, or Central Shops Historic District), or the Special Conditions and such applications do not require preparation of a subsequent or supplemental Subsequent

Environmental Impact Report or an amendment to this Agreement as referenced in Section 2.4.3, LANDOWNER's Vested Rights under this Agreement will be adjusted to include the modifications upon approval of the application by CITY. Such adjustment in the Vested Rights shall be considered and implemented as a minor change under Section 2.4.4 of this Agreement. If an application proposes or requires a substantive change to the Development Plan, Specific Plan, Project Entitlements (including the Design Guidelines, Mitigation Measures, Tentative Map conditions, or Central Shops Historic District), the Special Conditions, or Land Use and Development Regulations under Section 2.4.3, then the right to develop the Property in accordance with the terms and conditions of that application, if approved, will not be vested under this Agreement unless and until this Agreement is amended to incorporate the approval pursuant to Section 2.4.3.

3.1.3 DTSC Requirements. As of the Effective Date and during the term of this Agreement, DTSC has or will record, or may cause LANDOWNER to record, land use covenants against the Property to limit the type of land uses that may be developed on the Property due to the past or continued presence of hazardous substances on or underneath the Property. Notwithstanding LANDOWNER's Vested Rights, the Parties agree that nothing contained in this Agreement or in the Plans and Project Entitlements is intended to alter or modify the terms and conditions of any DTSC enforcement order, recorded land use covenants, which include the Approved LUC(s), or the Two-Party MOA to allow LANDOWNER to Develop the Property in a manner that is inconsistent with DTSC's enforcement orders and recorded covenants, which include the Approved LUC(s).

3.1.4 Public Agency Radio and Microwave Communication Systems. Notwithstanding LANDOWNER's Vested Rights and anything contained herein to the contrary, in the event CITY finds and determines that a proposed Project building will materially interfere with a Radio or Microwave System, the CITY shall notify LANDOWNER regarding the interference and methods or means of mitigating such interference. CITY may condition a Subsequent Approval including, without limitation, an application for a Building Permit or approval of a tentative subdivision map to mitigate, in accordance with this Section 3.1.4, interference with a Radio or Microwave System that is in existence or has been approved, or the plan for such a System has been proposed as of the entitlement or permit application date.

LANDOWNER agrees to negotiate with CITY to eliminate any such interference by either (i) providing or assisting CITY in obtaining the funding necessary to purchase and install "repeaters" or other devices on Project buildings or apply other technology as necessary to re-route microwaves around the building, or (ii) pursuing other reasonable and commercially practicable means acceptable to the Parties and the affected owner or operator of the Radio or Microwave System. If the Parties and the affected owner or operator of the Radio or Microwave System are unable to agree on the means for eliminating the interference, CITY may condition a Subsequent Approval including, without limitation, reducing the permitted building height, if the interference would pose a risk to the public health and safety in regards to emergency and weather radio and microwave communications. In addition, Building Permits may be conditioned on compliance with the provisions set out in Exhibit O.

3.2 [Intentionally Omitted]

3.3 Subsequent Approvals.

3.3.1 Scope. Development of the Property for the Project is subject to all required Discretionary Actions and Ministerial Actions that have not otherwise been approved by CITY or City Agency prior to the Effective Date. Subsequent Approval would include, without limitation, approval of site plan and design review permits, tentative and final parcel and subdivision maps, additional tentative subdivision maps to further subdivide a parcel, conditional use permits, variances and deviations, plan review, design review, preservation review, and grading permits and Building Permits and related certificates of occupancy required for Development of the Project. Upon approval by CITY, LANDOWNER's Vested Rights under this Agreement shall be deemed to include the Subsequent Approval.

3.3.2 Processing. Nothing contained in this Agreement shall preclude CITY from its right and responsibility to review applications for entitlements submitted by LANDOWNER in accordance with its normal and usual procedures and practices, as modified by the Special Planning District, as they may exist at the time the application is accepted as complete, or is otherwise deemed complete by operation of law. CITY shall not unreasonably deny, delay or condition any Subsequent Approval required for Development of the Project that is necessary or desirable to the exercise of LANDOWNER's Vested Rights under this Agreement as long as

the application is in compliance with the Plans, Project Entitlements, Special Conditions, and the Land Use and Development Regulations.

3.3.3 Conditions. In reviewing and approving applications for Subsequent Approvals that are Discretionary Actions, CITY may exercise its independent judgment and may impose terms, conditions, restrictions, and requirements (collectively "Conditions") as follows:

3.3.3.1. CITY may impose Conditions that are consistent with this Agreement and the policies, goals, standards and objectives of the Development Plan, Project Entitlements, Special Conditions, and Land Use and Development Regulations as may be necessary to comply with all applicable legal requirements and policies of CITY pertaining to such Discretionary Actions.

3.3.3.2. CITY may impose Conditions that are inconsistent with the provisions of this Agreement, if: (i) CITY and LANDOWNER mutually agree to the inconsistent Conditions, or (ii) the Subsequent Approval is subject to compliance with a Subsequent Rule as provided in this Agreement, or (iii) the Conditions are imposed as a mitigation measure for compliance with CEQA, NEPA or a related environmental statute as described in Section 4.1, or (iv) additional Public Facilities are necessary to serve the Development of the Property as proposed in LANDOWNER's entitlement application or changes in the location or size of Public Facilities are required as described in Section 4.8.

3.3.4 Additional Discretionary Actions. CITY shall not apply any Subsequent Rule that creates a requirement for any new or additional Subsequent Approvals for the Project, other than additional Ministerial Actions, except as provided in Sections 3.4 and 4.0.

3.3.5 Processing Fees. Imposition of application and processing fees shall be based on the adopted fee schedule at the time the application for a Building Permit is submitted.

3.3.6 Design Guidelines Amendments. Notwithstanding Section 3.4.4, after the Initial Term the Design Guidelines may be amended by CITY without LANDOWNER's consent unless the amendments would "materially alter" the remaining amount of Development permitted under the Development Plan. Conflicting standards or the imposition of new and substantive design obligations would not be prohibited. The CITY shall coordinate with LANDOWNER in

identifying the proposed amendments and provide LANDOWNER with notice of the hearings for the Design Guidelines amendments. The term "materially alter" means that compliance with the Design Guidelines amendments would require a significant reduction in the remaining amount of Development permitted under the Development Plan or would change the planned land uses as specified in the Development Plan or increase the cost of Development permitted under the Development Plan.

3.3.7 Interpretative Walk Plan. Within the Design Guidelines, LANDOWNER is to develop an interpretative walk within the Project that will traverse or border the Central Shops Historic District and which is to be located and designed in such a manner to be respective of the historic transcontinental railroad. Prior to CITY approval of the first final map or first building permit within the Central Shops Historic District, LANDOWNER shall prepare and submit for approval by the Preservation Commission the Interpretative Walk design plan which is to be consistent with the Design Guidelines.

3.4 Subsequent Rule.

3.4.1 Limitation. Subject to Section 4 and except as otherwise set forth in this Agreement, during the Initial Term of this Agreement, CITY shall not apply any Subsequent Rule as a term, condition, restriction or requirement of a Subsequent Approval if the Subsequent Rule would conflict or impede with the Vested Rights of LANDOWNER as set out in this Agreement without LANDOWNER's express written consent. The terms "conflict" and "impede" would include, without limitation, Subsequent Rules that would directly or indirectly modify the Project Entitlements or would significantly increase the cost of Development in order to comply with the Subsequent Rule. For purposes of determining whether a Subsequent Rule significantly increases the cost of Development, if the Subsequent Rule applies to the Project generally, then significance is evaluated on a Project-wide basis, but if the Subsequent Rule applies only to certain parcels, then significance is evaluated on a parcel-specific basis.

After the Initial Term, CITY shall not apply any Subsequent Rule as a term, condition, restriction or requirement of a Subsequent Approval if the Subsequent Rule would materially alter the remaining amount of Development permitted under the Development Plan without LANDOWNER's express written consent. The term "materially alter" means that

compliance with the Subsequent Rule would require a reduction in the remaining amount of Development permitted under the Development Plan or would change the planned land uses as specified in the Development Plan. After the Initial Term, increases in the cost of Development to comply with the Subsequent Rule including, without limitation, increases in fees and assessments, is not a material alteration in the amount of Development permitted under the Development Plan.

3.4.2 [Intentionally Omitted]

3.4.3 Development Phasing. No Subsequent Rule enacted prior to the expiration of the Initial Term which purports to limit the rate of Development over time or to govern the sequence of Development of the Project shall apply to the Property, except when the CITY enacts a moratorium pursuant to Government Code section 8558 pursuant to a declaration of a local emergency or a state of emergency which suspends development rights, and the moratorium encompasses the Property or the Project, and the basis for enactment of the moratorium otherwise complies with the provisions of Section 4.7. After expiration of the Initial Term, a Subsequent Rule which purports to limit the rate of Development over time or to govern the sequence of Development of the Project shall only apply to the Property as provided in Section 4.7.

3.4.4 No Limit on Power of CITY to Adopt Subsequent Rule. Nothing in this Agreement limits the power and right of the CITY to amend, repeal, suspend, or otherwise modify the Land Use and Development Regulations, or to adopt and amend from time to time other ordinances, resolutions, rules, and procedures governing development within the City, provision and financing of Public Facilities or Public Services, and any other matters that may be related to or affect Development of the Project on the Property or the subject matter of this Agreement; however, such Subsequent Rule shall only apply to the Property or the Project as provided in Sections 3.4 and 4 or as otherwise provided in this Agreement.

3.4.5 [Intentionally Omitted]

3.4.6 Beneficial Changes. To the extent that any Subsequent Rules would benefit LANDOWNER and LANDOWNER desires that the Land Use and Development Regulations as amended should be applicable to Subsequent Approvals, LANDOWNER shall notify CITY in

writing of its desire to be subject to the amended Land Use and Development Regulations, and the Parties shall mutually agree to amend this Agreement in accordance with the provisions for Minor Changes in Section 2.4.2.

3.5 Public Park and Open Space Requirements. In consideration for LANDOWNER's agreement to develop all of the parks and open spaces within the Project as provided in the Tentative Map conditions consistent with the Specific Plan and Design Guidelines ("Turnkey Development Requirement") pursuant to a credit/reimbursement agreement ("Turnkey Park Agreement"), the form of which shall be based on a standard CITY agreement as approved by the City Attorney, the Quimby Parkland Dedication Requirement for the Project shall be two and one half (2.5) acres per one thousand (1,000) residents, calculated by the formula prescribed in the provisions of Section 16.64.030 of the City Code. This acreage shall be provided on-site within the Property. At the time of filing each final map, the 2.5 acre per 1,000 park and open space dedication requirement must have been satisfied for the amount of residential development proposed within that final map, based on the total amount of park and open space acreage that has been dedicated as of the filing date and the total number of housing units that have been approved at the time of filing the final map application. If LANDOWNER dedicates and develops more than 2.5 acres per 1,000 population during the initial phase of Development, LANDOWNER shall be entitled to apply such excess acreage as credit towards the Quimby Parkland Dedication Requirement for later phases of the Project, subject to the provision in Section 3.5.2. In addition, at the time of filing each final map, LANDOWNER must be in compliance with its Turnkey Development Requirements for development of the parks and open spaces previously dedicated as determined by CITY.

3.5.1 Location, Type and Acreage. The Specific Plan and Design Guidelines designate certain areas as park and open space lands within the Property, the particulars of which along with the acreage are set forth in Exhibit N and the Tentative Map conditions. The Quimby Parkland Dedication Requirements specify the parkland acreage requirement per proposed project dwelling unit count and provide a formula for parkland dedication credits that can be applied toward the acreage dedication requirement. The lands designated in Exhibit N, together with the credit calculated pursuant to the Quimby Parkland Dedication Requirements for parkland dedication credits, are hereby deemed to satisfy the type and size of the park and open spaces to be acceptable for dedication under the provisions of Chapter 16.64 of the City Code.

3.5.2 Development of Fewer Units. Should the amount of residential development proposed for the Project during the Term of this Agreement be substantially reduced from that specified in the Development Plan, the LANDOWNER may request modification of the park and open space dedications set out in Exhibit N to comply with the provisions of the Chapter 16.64 of the City Code, as modified in this Section 3.5. However, CITY shall determine, in consultation with LANDOWNER, which parks and open space lots and areas as shown in the Specific Plan and specified in the Tentative Map conditions shall be eliminated and such changes in the Project Entitlements and Exhibit N shall be subject to the procedures for Subsequent Approvals and amendments to this Agreement.

3.5.3 Park Development Impact Fees. LANDOWNER shall improve the dedicated parks and open space to the standards and designs set forth in the Plans and Project Entitlements or to other standards as approved by CITY in accordance with the Turnkey Development Requirement under Turnkey Park Agreements in lieu of paying the applicable Park Development Impact Fees. Accordingly, if LANDOWNER meets its Turnkey Development Requirement and Quimby Parkland Dedication Requirement as specified in this Section 3.5, LANDOWNER shall have no obligation to pay Park Development Impact Fees if the cost to develop those parks and open spaces is equal to or greater than the amount of the Park Development Impact Fees that would otherwise be assessed were it not for LANDOWNER's improvement of the parks and open spaces under a Turnkey Park Agreement in accordance with the Turnkey Park Requirement.

3.5.4 [Intentionally Omitted]

3.6 [Intentionally Omitted]

3.7 Billboards and Message Center Displays. As of the Effective Date, Clear Channel either owns or has permits for two (2) billboards located within the Property. Billboards are as defined in the Section 5400 et seq. of the Business and Professions Code and the City Sign Code. Pursuant to the terms of a relocation agreement under the City Sign Code and issuance of the necessary permits and approvals from the State Department of Transportation as provided under State law, LANDOWNER and/or Clear Channel or the successive owner of the existing billboards on the Property shall have the option to retain or relocate one or both of the

billboards within the Property. In addition, LANDOWNER and/or Clear Channel may be entitled to change the size of the billboards and to convert one or both of them to illuminated billboards, referred to as Message Center Displays in Section 5405 of the Business and Professions Code, subject to compliance with the City Sign Code and State law.

3.8 Mixed Income Housing Requirements. LANDOWNER shall comply with the Mixed Income Housing Strategy as set forth in this Section 3.8. LANDOWNER shall develop the number of affordable housing units within the Property set forth in Table 1 of the Mixed Income Housing Strategy by (i) construction of affordable housing units, (ii) dedication of land, or (iii) a combination of construction of affordable units and dedication of land. In determining whether LANDOWNER is in compliance with the Mixed Income Housing Strategy, CITY shall determine whether LANDOWNER has satisfied the specified obligations applicable to the affordable housing units upon reaching the identified phases of developed residential units at the Property in accordance with Table 1 of the Mixed Income Housing Strategy. CITY may withhold issuance of residential Building Permits if CITY determines that LANDOWNER is not in compliance with LANDOWNER's obligations under this section.

3.9 Central Shops Historic District. After the Effective Date of this Agreement, the City Council may amend the boundaries of the Central Shops Historic District to coincide with the boundaries of the National Register of Historic Places if the application for the National Register nomination is approved.

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4. EXCLUSIONS FROM VESTED RIGHTS.

4.1 Environmental Compliance.

4.1.1. CEQA Compliance. The CITY prepared and certified the Subsequent Environmental Impact Report for the Project and imposed certain Mitigation Measures in compliance with CEQA for approval of the Project Entitlements. CITY and LANDOWNER shall comply with and perform the Mitigation Measures when and where applicable to each Party as specified in the Mitigation Monitoring Program. Because this Agreement and the Mitigation Measures are intended to mitigate all significant environmental impacts of the Project which can feasibly be mitigated, CITY shall not impose any additional mitigation measures as a condition of any Subsequent Approval except measures that CITY is required to impose under CEQA for the approval or certification of any mitigated negative declarations or subsequent or supplemental environmental impact reports that are required to be approved or certified under CEQA as a condition of such Subsequent Approval. Nothing contained in this Agreement limits the CITY's ability to comply with the CEQA, the CEQA Guidelines and the CITY's CEQA procedures, and as they may be amended from time to time.

4.1.2. NEPA Compliance. If the scope of the Project includes Public Facilities that are to be funded in part with federal funds or requires approval of a federal agency, as identified in the Financing Plan or in any other agreements between the Parties, the CITY must comply with the National Environmental Policy Act (NEPA), the Council on Environmental Quality regulations, and other applicable federal environmental statutes and regulations. The environmental reports required for compliance with NEPA have not been completed prior to the Effective Date. Therefore, CITY may impose additional mitigation measures as a condition of any Subsequent Approval as CITY is required to impose for compliance with NEPA and other applicable federal environmental statutes and regulations that are set out as conditions of, or the basis for, approval of a categorical exclusion, environmental assessment, environmental impact statement or permit by the applicable federal agency for construction of Public Facilities undertaken by CITY or LANDOWNER located within the Property or required for Development of the Project.

4.2 Retained Right to Discretionary Design Review. Notwithstanding anything contained herein to the contrary and excepting matters over which OSHPD has exclusive jurisdiction, this

Agreement does not limit CITY's Discretionary Actions regarding design review of all buildings and structures proposed to be developed on the Property in accordance with the Land Use and Development Regulations, Specific Plan, and Special Planning District. However, in conducting its design review, CITY will apply the Design Guidelines and CITY shall exercise its review in such a manner that does not reduce the square footage or the floor area ratio for the subject site below what is allowed under the Land Use and Development Regulations and the Project Entitlements.

4.3 Changes Mandated by Other Agencies.

4.3.1. Amendment or Suspension of Agreement. Nothing in this Agreement shall preclude the application to the Property of a Subsequent Rule if the terms and conditions set out in a Subsequent Rule are specifically mandated by changes in state or federal laws or regulations or by action of a Public Agency other than the CITY after the Effective Date. In the event state or federal laws or regulations or an action by a Public Agency either (i) prevents or precludes LANDOWNER's or CITY's compliance with one or more provisions of this Agreement, or (ii) requires changes in the Project Entitlements, Special Conditions, Financing Plan, or Subsequent Approvals; the Parties shall meet and confer in good faith to determine whether the laws, regulations or actions apply to the Property and/or the Project and whether suitable amendments to this Agreement can be made in order to maintain LANDOWNER's Vested Rights and the CITY and LANDOWNER obligations as set out in this Agreement. If the Parties are unable to agree on the terms of an amendment to this Agreement to comply with such laws, regulations and actions, the Parties shall consider whether suspension of the applicable provision(s) of this Agreement is appropriate, and if so, the terms and conditions of such suspension. If the Parties are unable to agree on the terms of an amendment or suspension of this Agreement with respect to the applicable provision(s), either Party shall have the right to terminate this Agreement, only with respect to such provision(s), for its convenience by complying with the noticing procedures set out in Section 9.2, and without affecting the remaining provisions of the Agreement.

4.3.2. No Liability of CITY. To the extent that any actions of federal or state agencies, actions of Public Agencies, or actions of CITY required by federal or state agencies or Public Agencies and taken in good faith in order to prevent adverse impacts upon CITY by state or federal agencies or Public Agencies, have the effect of preventing, delaying or modifying

Development of the Property for the Project; CITY shall not in any manner be liable to LANDOWNER for such prevention, delay or modification. Such actions may include, without limitation,: (i) flood plain or wetlands designations, (ii) the imposition of air quality measures or sanctions, (iii) the imposition of traffic congestion or travel restriction measures, or (iv) the imposition of new or additional restrictions related to environmental contamination of the Property, regardless as to whether such conditions were known or unknown as of the Effective Date. CITY's actions to comply with such federal or state laws and regulations or actions of Public Agencies shall not be arbitrary or capricious. Nothing contained herein shall be construed as precluding CITY's contractual defenses of impossibility of performance or frustration of purpose to the extent recognized by California law.

4.3.3. Reserved Right to Contest Laws, Regulations and Actions. CITY and/or LANDOWNER shall have the right to institute litigation challenging the validity of the laws, regulations or actions of federal and state agencies and Public Agencies as described in Sections 4.3.1 and 4.3.2. If such litigation is filed, this Agreement shall remain in full force and effect until final judgment is issued; provided, however, that if any action that CITY would take in furtherance of this Agreement would be rendered invalid, facially or otherwise, by the contested law, regulation or action, CITY shall not be required to undertake such action until the litigation is resolved or the law, regulation or action is otherwise determined invalid, inapplicable or is repealed. If the final judgment invalidates the law, regulation or action, or determines that it does not affect the validity of this Agreement or the obligations of the Parties as set out in this Agreement, this Agreement shall remain in full force and effect. The Term of this Agreement shall be extended by the amount of time between the date when the litigation was filed and the date of the final judgment if the law, regulation or action had the effect of preventing or suspending Development of the Property for the Project and the final judgment allowed this Agreement to remain in full force and effect.

4.4 Building Codes.

4.4.1. No Limit on Right of CITY Regarding Uniform Codes or Standards. Notwithstanding anything contained herein to the contrary, and excepting matters over which OSHPD has jurisdiction, this Agreement does not limit the right of CITY to adopt building, plumbing, electrical, fire and similar uniform codes, and Public Facilities standards and specifications, to adopt modifications of those uniform codes and standards and specifications

from time to time, and to require compliance with those uniform codes and standards and specifications in effect at the time of plan review or Building Permit issuance for the Project, regardless as to whether the plans and Building Permits are requested for the Project Entitlements or for Subsequent Approvals.

4.4.2. No Effect on Right to Tax, Assess or Levy Fees or Charges. Except as expressly provided herein, this Agreement does not limit the power and right of the CITY to impose taxes, levy assessments, or require payment of application, processing, inspection or building permit fees, and related charges by LANDOWNER or by any other entity or owner of property in the City. All applications by LANDOWNER for CITY approvals, permits and entitlements shall be subject to the application fees, processing fees, inspection fees, and other similar fees, except fees that are waived, deferred, credited or reduced as authorized by law, within the control of the CITY that are in force and effect as of the date that the application or other request for approval is filed.

4.5 Development Fees. LANDOWNER shall be subject to compliance with any changes to the Financing Plan that may be approved by the City Council after the Effective Date and subject to the imposition of new or increased development impact fees (Government Code § 66000 *et seq*.), defined in Section 1.25 as Development Fees, pursuant to the nexus study that is to be prepared to implement the development fee program specified in the Financing Plan, as such nexus study may be amended from time to time. As set out in Section 5.5, the amount of the Development Fees may differ from what is specified in the Financing Plan. Once the Development Fees are established by ordinance based on the first nexus study completed after the Effective Date, for the remainder of the Initial Term, the Development Fees may not be increased except for: (i) the annual adjustment to account for construction costs in accordance with Exhibit F and the Financing Plan, or (ii) adjustments because of updates to the Financing Plan and nexus study required by the passage of time or variations from the expected land uses or densities.

4.6 No General Limitation on Future Exercise of Police Power. The CITY retains its right to exercise its broad and general police powers and to apply such powers within the Property, except when such exercise would impair, diminish, restrict, reduce or conflict with a Vested Right granted to LANDOWNER under this Agreement except as provided in Section 3.4.

4.7 Health and Safety and Supervening Laws. Notwithstanding the provisions in Section 3.4.1, during the Term of this Agreement the CITY may adopt and apply a Subsequent Rule to Subsequent Approvals if: (i) CITY upon notice and hearing, in the reasonable exercise of its discretion and based upon findings of fact and determinations of law, certifies to LANDOWNER that application of a Subsequent Rule is necessary to protect persons or property from a condition which could create a serious risk to the health or safety of the public in general or to residents or employees who are occupying or will occupy the Property (a Subsequent Rule under this subsection (i) shall not directly conflict with an Approved LUC or a determination by DTSC within its jurisdiction over the Property); or (ii) such Subsequent Rule is mandated or required by supervening federal, state, or Public Agency law, regulation or action enacted prior to or after the Effective Date. The foregoing two options include, without limitation, any flood control restrictions or requirements that may be adopted on a city-wide or lesser basis that encompasses the Property.

4.8 Location or Size of Public Facilities. In the event that, at the time of the required Dedication or Reservation of land to CITY, City Agency or Public Agency for Public Facilities as specified in this Agreement, the location of or the quantity of land required for the Public Facilities has changed from that depicted or specified in this Agreement, the Development Plan, Project Entitlements, or Special Conditions to such a significant degree or extent that could not reasonable have been anticipated as of the Effective Date such that (i) the location or quantity is inconsistent with this Agreement, the Development Plan, Project Entitlements, or Special Conditions, and (ii) such change to the location of or the quantity of land required for the Public Facilities was not previously approved by the City, the Parties shall meet and negotiate and in good faith endeavor to reach agreement on any amendments to this Agreement needed to allow Development of the Property for the Project in a reasonable manner, taking into account the changes in Public Facilities needed to serve the Project that arose after the Effective Date. If agreement is reached between the Parties, the procedures specified in Section 2.4 shall apply to amend this Agreement. If agreement is not reached, either Party shall have the right to terminate this Agreement for its convenience by providing notice as specified in Section 9.2.

4.9 LANDOWNER's Right to Propose Additional Development. Nothing in this Agreement is intended to limit the right of LANDOWNER to apply for changes in the Development Plan and Project Entitlements, and amendments to the Plans and Land Use and Development Regulations to allow for additional or different development within the Property. CITY will

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process and decide whether to approve any such applications in accordance with the Subsequent Rules. Nothing herein shall be construed as limiting the exercise of the discretion by CITY in reviewing and approving or denying any such application.

4.10 Suspension of Development. No Subsequent Rule enacted prior to the expiration of the Term of this Agreement which purports to limit the rate of Development over time or to govern the sequence of Development of the Project shall apply to the Property, except when the CITY enacts a moratorium pursuant to a declaration of a local emergency or a state of emergency which suspends development rights, the moratorium encompasses the Property or the Project, and the basis for enactment of the moratorium complies with the provisions of Section 4.7.

4.11 I-5 Mitigation Program Commitment. As part of this Development, and to help decrease vehicle miles traveled in the region, improve air quality, and support downtown urban development, LANDOWNER agrees to pay the voluntary I-5 Sub-regional fee for all construction within the Project and CITY shall use its best efforts to update and amend the I-5 Sub-regional Fee Programs list of projects, to include funding for the 7th Street/Railyards Blvd. light rail station, the 10th Street Extension from Railyards Blvd. to North B Street, and the connection of Railyards Blvd. to Highway 160 (collectively "I-5 Sub-regional Projects"). These I-5 Sub-regional Projects may directly mitigate cumulative traffic impacts on I-5 and may help achieve broader goals of SACOG, the region, and the City by supporting environmental urban infill development. To the extent the construction of any of the I-5 Sub-regional Fee Projects must occur prior to the amendment (or subsequent funding) of the I-5 Sub-regional Fee Program for these projects, CITY and LANDOWNER shall enter a Reimbursement Agreement to reimburse LANDOWNER if funding is procured through the I-5 Sub-regional Fee Program.

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5. CITY'S OBLIGATIONS AND COMMITMENTS.

5.1 CITY's Good Faith in Processing. Subject to the provisions of this Agreement and LANDOWNER's compliance with each and every term and condition herein, CITY agrees that it will accept in good faith for processing, review, and Discretionary or Ministerial Action, in accordance with the applicable provisions of the Land Use and Development Regulations, all complete applications for tentative parcel maps, zoning, planned unit development designation, planned unit development guidelines, schematic plans, parcel maps, subdivision maps, conditional use permits, variances, design review, preservation review, Building Permits, or other entitlements for Development of the Property for the Project in accordance with the Development Plan, Project Entitlements, Special Conditions, and the terms of this Agreement. CITY shall inform the LANDOWNER, upon request, of the necessary submission requirements for each application for a permit or other entitlement for Development and shall review said application and shall schedule the application for review and Discretionary Action by the appropriate CITY board, commission or City Council or for Ministerial Action by CITY staff.

5.2 Allocation Procedures for Uses, Units, and Building Sizes. The Parties agree that the Development Plan represent the maximum amount of residential units and commercial and office space square footage that LANDOWNER could develop on the Property under this Agreement, that LANDOWNER has the right but not the obligation to construct said maximum amount, and that the decision to construct the Project at a lower density consistent with the Plans, Project Entitlements and the Land Use and Development Regulations is within LANDOWNER's sole discretion. The Parties further agree that LANDOWNER is entitled to transfer densities and uses among parcels within the Development Plan as specified in the Special Planning District. CITY acknowledges that LANDOWNER is entitled to Develop the Property substantially consistent with the Development Plan and subject to compliance with the Plans, Project Entitlements and the provisions of this Agreement.

5.3 Extension of Entitlements. All subdivision tentative maps, conditional use permits, or any other land use entitlements of potentially limited duration previously, contemporaneously, or subsequently approved for the Property subject to this Agreement, as set out in the Development Plan, Project Entitlements, and Subsequent Approvals shall be valid for a minimum term equal to the then remaining Term of this Agreement (including the Initial Term and any Extension Period), or for the period stated in the Planning and Development Code as it

reads on the date of the approval of the entitlement, whichever is longer. The provisions of Section 8.5 relating to estoppel certificates shall apply to any request made by LANDOWNER to CITY with respect to the life of any entitlement covered by this Section 5.3. Nothing in this Section 5.3 shall be construed, or operate, to extend the Term of this Agreement.

5.4 Reconfiguration of Parcels. LANDOWNER shall have the right to file applications with CITY for subdivision, lot line adjustment, lot mergers, or for master parcelization of all or part of the Property, for the purpose of Reconfiguration of the Property. Such applications shall be processed and Discretionary Action taken in accordance with the provisions of this Agreement. Where Reconfiguration requires a conditional use permit, variance, planned unit development designation, or other entitlement applicable to the Property or portion thereof which is subject to the application, CITY reserves the right to require such entitlements as a condition of approving the application. CITY shall process such Subsequent Approvals in a manner consistent with the Development Plan and Project Entitlements as provided in Section 3.3.

5.5 Implementation of the Financing Plan. As more particularly described in Exhibit E, the Financing Plan establishes methods for financing of required Public Facilities, including Backbone Infrastructure, to serve the Project through a combination of public debt, State and Federal assistance, land transfers, Dedications, Reservations, Development Fees and other Public Financing Mechanisms.

5.5.1 Backbone Infrastructure. The Financing Plan recognizes that there is a regional cost associated with certain Backbone Infrastructure, and that that fair share will ultimately have to be paid from other sources and other property owners that benefit from such Backbone Infrastructure as identified in the Financing Plan. If a community facilities district or other Public Financing Mechanism is formed or a Development Fee is implemented to finance Backbone Infrastructure, the district may purchase the real property dedicated by LANDOWNER for Backbone Infrastructure as set out at the time of formation of the district.

5.5.2 Development Fees and Financing Mechanisms. CITY commits to making a good faith effort to adopt and implement the Development Fees and Public Financing Mechanisms as set out in the Financing Plan in order to provide the Public Facilities required for Development of the Property for the Project. Decisions as to whether to issue bonds pursuant to such Public Financing Mechanisms, and the timing and manner of issuance thereof, shall be within the sole

and exclusive discretion of CITY; provided, however, that CITY shall exercise its discretion in a good faith manner, so as to provide for timely construction of the Public Facilities and Backbone Infrastructure in order not to impede Development of the Property for the Project. The Parties intend that to the extent that federal, state and local funding has been committed or becomes available for the Public Facilities and Backbone Infrastructure improvements, the costs of those improvements would not be included in the Development Fees and Public Financing Mechanisms.

5.5.3 Credit for LANDOWNER Improvements. Development Fees that may be assessed against the Project may be waived, modified, credited, offset or limited based on the Public Facilities and Backbone Infrastructure constructed by LANDOWNER at LANDOWNER's sole cost and expense in accordance with CITY policies regarding such Development Fee waivers, modifications, credits, offsets and limitations.

5.6 [Intentionally Omitted]

5.7 [Intentionally Omitted]

5.8 Public Facilities Construction by CITY. To the extent that (i) funds are available to CITY pursuant to implementation of Public Financing Mechanisms as set out in the Financing Plan, (ii) any required real property has been transferred to CITY by LANDOWNER in conformance with the Dedication and/or Reservation requirements set out herein, or has been obtained by CITY through its power of eminent domain, and (iii) LANDOWNER is in compliance with the terms of this Agreement, including all of the terms and conditions of the Project Entitlements and Financing Plan, CITY agrees to use its best efforts to undertake, or cause to be undertaken, construction of the Public Facilities specified in the Financing Plan that are required for the LANDOWNER to develop the Property for the Project in accordance with any specified schedule for the construction of such Public Facilities as may be set forth in the Financing Plan or this Agreement. CITY's obligations hereunder shall be limited to those items of Public Facilities which, under the terms of the Financing Plan, are to be constructed by CITY or under CITY's direction and control. This Section 5.8 shall not apply to Public Facilities to be constructed by another Public Agency, or by another property owner or developer as specified in the Plans and Project Entitlements.

5.9 Public Facilities Financing Proceedings.

5.9.1 Proceedings Initiated by LANDOWNER. In the event that LANDOWNER desires to initiate proceedings for the formation of a Public Financing Mechanism to fund the construction of Public Facilities required to be funded or constructed by LANDOWNER pursuant to the conditions of approval of the Project Entitlements, or in the Mitigation Measures or Special Conditions; LANDOWNER shall file an application with CITY for that purpose in accordance with the Assessment District Policy Manual, as same may be amended from time to time, or such other policy document as may after the Effective Date be adopted by the City Council as a substitute therefor. CITY agrees to diligently process any such application, provided that such application: (i) is complete and is accompanied by payment of CITY fees applicable on the date of filing of the application; (ii) otherwise complies with the City Code as it exists on the date of the application, including but not limited to the Assessment District Policy Manual; (iii) is consistent with CITY's policies and procedures; (iv) provides for a property value to lien ratio and other financial terms that are reasonably acceptable to CITY; (v) provides for all funding requirements established by CITY for the purpose of payment of the costs of outside consultants needed, in CITY's reasonable discretion, to establish the Public Financing Mechanism; and (vi) provides that the specific consultants (e.g., bond counsel, financial advisors, underwriters, appraisers, or other consultants as may be necessary under the circumstances) shall be selected by CITY in its sole discretion.

5.9.2 Alternative Financing Methods. Notwithstanding any other provision of this Agreement to the contrary, CITY agrees that upon request made by LANDOWNER, CITY will consider making exceptions to the Assessment District Policy Manual to allow for alternative methods of financing Public Facilities where such alternatives are contemplated by the Financing Plan, including any amendments thereto; provided, however, that CITY reserves its reasonable discretion to condition use of any such alternatives on satisfaction of performance preconditions and to consider underwriting considerations and criteria, together with the manner in which such alternatives further the overall implementation of the Financing Plan. Further, CITY may in its reasonable discretion deny any such request upon grounds, including, without limitation, consistency of application of its policies and the potential for establishing negative precedent.

5.10 Maintenance.

5.10.1 Financing. LANDOWNER may, following the procedures specified in Section 5.9.1, request that CITY establish one or more maintenance districts for the purpose of financing the maintenance of landscaping, lighting or other Public Facilities, whereunder lands benefiting from the Public Facilities and their maintenance are assessed for a proportionate share of the maintenance cost.

5.10.2 Park and Open Space Maintenance. The Tentative Map conditions imposed as part of the Project Entitlements require LANDOWNER to annex into an existing parks maintenance and community facilities district or initiate and fund the proceedings to create a Public Financing Mechanism that will encompass the Property to fund the maintenance of all of the Public Facilities as permitted under the applicable statute. The Public Financing Mechanism would provide funding for maintenance of the Project's public park and open space features that are owned or controlled by CITY which include, without limitation, the parks, parkways, greenbelts, plazas, fountains, trails, pedestrian pathways and facilities, lighting, landscaped medians, and decorative paving treatments. CITY will collect the assessment to fund maintenance of the Public Facilities and will determine whether LANDOWNER will have the option to undertake the maintenance work for all or part of the Project's public park and/or open space features, or to use CITY's work force or contractors to undertake such maintenance. In the event that LANDOWNER is selected to be responsible for any such maintenance, LANDOWNER shall be entitled to receive the benefit of the Public Financing Mechanism revenues collected for such purpose under the terms of a maintenance agreement. The Parties acknowledge that CITY will contract with LANDOWNER for maintenance of all parks and open space, including the plazas and parks within the Central Shops Historic District, under the terms of a maintenance agreement.

5.10.3 Park and Open Space Maintenance Standards. Because the park and open space features in this Project are unique and will be developed with high quality materials and fixtures which are non-standard, the CITY recognizes that it is important that the maintenance work is performed at a level that will protect and enhance these Public Facilities and that materials and fixtures should be replaced on an as-needed basis with the same or substantially similar materials (including plantings) and fixtures. CITY commits to LANDOWNER that it will in

good faith maintain the park and open space features funded under the assessment district in accordance with the Design Guidelines and at a higher quality level of maintenance, and LANDOWNER acknowledges that the CITY's obligation to maintain these Public Facilities to such standards may require a higher level of assessments. The CITY commits that it will communicate and collaborate with LANDOWNER and/or the property owners association(s) in regards to the frequency, cost, and scope of maintenance of the Project park and open space features.

5.11 Reimbursement to LANDOWNER.

5.11.1 From Financing Proceeds. Subject to the terms of the Financing Plan, where LANDOWNER has provided advance funding for Public Facilities, including Backbone Infrastructure, required by the Financing Plan or has constructed such Public Facilities under the direction and control of CITY, and under the terms of the Financing Plan or reimbursement agreement LANDOWNER is be entitled to Reimbursement; CITY will pay LANDOWNER the Reimbursement in such amounts and at such times as CITY determines is feasible based on establishment of a Public Financing Mechanism and receipt of funding under such financing program. Those items and costs incurred by LANDOWNER that qualify for Reimbursement shall be determined pursuant to CITY policies in existence at the time of establishment of the Public Financing Mechanism. CITY agrees to entertain reasonable requests from LANDOWNER for exceptions to such policies; provided, however, that CITY may, in its reasonable discretion, deny any such request upon specified grounds, including but not limited to consistency of application of its policies. Nothing in this Agreement shall authorize reimbursement of any cost which, in the opinion of CITY's bond counsel, is not permissible for purposes of establishing or retaining tax free status of any bonds issued, or contemplated to be issued by CITY.

5.11.2 From Others Benefited. In any case where CITY requires or permits LANDOWNER to plan, design, construct, or fund the planning, design or construction of Public Facilities, including Backbone Infrastructure, required for development of the Project by the terms of the Financing Plan or as set out in the conditions of approval of the Project Entitlements or in the Special Conditions, and either: (i) LANDOWNER's costs are in excess of or beyond those required to be incurred by LANDOWNER as specified in the Funding Agreement, Public Financing Mechanisms and/or in a reimbursement agreement, or (ii) CITY determines that LANDOWNER was required to make Dedications, provide mitigation or incur costs in

connection with Public Facilities in excess of or beyond those required for Development of the Property, (collectively "Excess Costs"); CITY shall utilize its best efforts to require that all other landowners benefited by the Public Facilities shall reimburse (through fee districts, agreements, conditions of approval, or otherwise) LANDOWNER for such landowner's proportionate share of such Excess Costs, as determined in accordance with the nexus study that implements the Financing Plan, Public Financing Mechanism, reimbursement agreement, or by CITY. Such Reimbursement shall be subject to the limitations specified in Section 5.11.1, and shall not exceed the amount of actual and reasonable Excess Costs LANDOWNER incurred.

5.11.3 CITY Funds. Except as specified in the Funding Agreement, in no event shall the CITY's General Fund, any of the CITY's general or special funds, or any of the funds in the hands of the CITY or its accounts now and in the future be obligated as or claimed as a source of funding for reimbursement to LANDOWNER of the costs of Public Facilities or Backbone Infrastructure constructed by LANDOWNER. Nothing in this Agreement, except for the Funding Agreement Business Terms, shall be construed to obligate such funds held by the CITY.

5.12 [Intentionally Deleted]

5.13 Annual Review. In accordance with Government Code Section 65865.1 and the Procedural Ordinance, CITY shall annually during the Term review the extent of good faith compliance by LANDOWNER with the terms of this Agreement. Failure of CITY to conduct the Annual Review shall not constitute a waiver by CITY or LANDOWNER of the right to conduct future Annual Review or to otherwise enforce the provisions of this Agreement, nor shall a Party have or assert any defense to such enforcement by reason of any such failure. The failure of CITY to undertake such review, shall not, in itself, invalidate the terms of this Agreement or excuse any party hereto from performing its obligations under this Agreement. The Annual Review shall be limited in scope to compliance with the terms and conditions of this Agreement.

5.13.1 Proceedings. The procedures specified in the Procedural Ordinance for conduct of the Annual Review by the City Manager and City Council shall apply to each Annual Review of this Agreement. At least ten (10) days prior to the commencement of any Annual Review by the City Council, CITY shall deliver to LANDOWNER a copy of any public staff reports and other documents to be used or relied upon in conducting the review. LANDOWNER shall be

permitted an opportunity to respond to CITY's evaluation of LANDOWNER's performance by written and oral testimony at the public hearing to be held before the City Council, if LANDOWNER so elects. At the conclusion of the Annual Review, CITY shall make written findings and determinations on the basis of substantial evidence, as to whether or not LANDOWNER or its successors and any Assignees have complied in good faith with the terms and conditions of this Agreement.

5.13.2 Failure of Compliance. Any determination of by the City Council of LANDOWNER's failure to comply with the terms and conditions of this Agreement shall be a default subject to the notice requirements and cure periods set forth in Sections 7.6.

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6. LANDOWNER'S OBLIGATIONS AND COMMITMENTS.

6.1 Project Entitlements, Mitigation Measures and Special Conditions. LANDOWNER shall be obligated to comply with the terms and conditions set out in the Project Entitlements and Special Conditions for Development of the Property for the Project, and with the terms and conditions of this Agreement. When required in order to obtain a Subsequent Approval, LANDOWNER shall execute a mitigation monitoring agreement and such other agreements as may be necessary in CITY's judgment in order to implement any Mitigation Measure and the Mitigation Monitoring Program or to comply with other terms of this Agreement, and shall fully cooperate with CITY in implementing the Mitigation Measures and Mitigation Monitoring Program and the terms of such other agreements.

~~6.2~~ Participation in the Financing Plan. As more particularly described in the Financing Plan, LANDOWNER shall participate in the establishment of a method for financing of required Infrastructure and public facilities through a combination of land transfers, dedications and contributions, fees, assessment districts, community facilities districts and other sources, so that the land within the Financing Plan Area pays for its share of the cost of such Infrastructure and facilities. The plan also recognizes that there is a regional cost associated with certain portions of Infrastructure and facilities, and that that share will ultimately have to be paid from other sources, even though developers within the area, including LANDOWNER, acknowledge that they may have to participate in funding regional costs on a fair share basis. LANDOWNER shall participate in the Financing Plan, as made applicable to the development of the Property, and shall faithfully and timely comply with each and every provision thereof, including but not limited to assessments, special taxes, development fees and exactions set forth therein. Without limiting the foregoing, applications for conditional use permits, subdivision maps or other land use entitlements and building permits may be made subject to LANDOWNER's participation in and compliance with the Financing Plan. Failure to so participate shall be an event of default to which the default provisions of this Agreement and the Procedural Ordinance shall apply. For purposes of this Agreement "participate" and "participation" shall mean payment of all monies required by virtue of the Financing Plan, and performance of all obligations imposed thereby.

6.3 LANDOWNER's Waivers. LANDOWNER hereby agrees to the provisions of the Protest Waiver, which is a comprehensive waiver of protest rights with respect to CITY's establishment

and implementation of Public Financing Mechanisms and Development Fees, and in levying assessments and taxes pursuant thereto, and CITY's actions in implementing any provision of the Financing Plan, Project Entitlements, Special Conditions, and Funding Agreement. As set forth in the Protest Waiver, LANDOWNER reserves the right to protest the actual amount of the fee, assessment or tax levy, or other CITY charge imposed on or allocated to the Property pursuant to the Financing Plan, Project Entitlements, Special Conditions, Funding Agreement, or this Agreement. The Protest Waiver shall be binding on LANDOWNER by LANDOWNER's execution of this Agreement if LANDOWNER fails to separately execute the Protest Waiver provided as Exhibit H.

6.4 Public Facilities and Backbone Infrastructure Construction by LANDOWNER. When required by the conditions of approval of the Development Plan, Project Entitlements, Special Conditions, Financing Plan, Funding Agreement and/or Subsequent Approvals, or by any applicable reimbursement agreements, and in accordance with CITY specifications and standards in effect as of the date of construction, LANDOWNER shall diligently construct the specified Public Facilities and Backbone Infrastructure required for Development of the Property for the Project substantially consistent with the Development Plan.

6.5 Park and Open Space Development. At the time of filing the final map(s) and based upon the standards in Section 3.5, LANDOWNER shall develop the parks and open spaces located within that final map, as specified in the Tentative Map conditions in accordance with the Turnkey Park Requirement under the terms of a Turnkey Park Agreement. LANDOWNER shall receive full credit for the cost of developing those parks and open spaces as specified by CITY against the amount of the Park Development Impact Fees that would otherwise be assessed were it not for LANDOWNER's improvement of such park and open spaces at the time of filing that final map.

6.6 Levies Imposed by Public Agencies. LANDOWNER shall be responsible for: (i) all fees, charges, assessments, special taxes or levies of any sort imposed by any state or Public Agency in the future as a charge for financing of Public Facilities and Public Services for the Community Plan or Specific Plan area and for Mitigation Measures imposed for the purpose of mitigation of environmental impacts associated with the provision of the Public Facilities or Public Services; (ii) all special benefit assessments, special taxes or levies of any sort associated with construction of or maintenance of Public Facilities, where the Property is located within a

district formed for that purpose by any state or Public Agency; and (iii) ad valorem real estate taxes and utility fees and taxes. Failure to pay such fees, charges, assessments, taxes or levies when due shall be a default, subject to cure, under this Agreement. However, nothing in this Agreement shall be construed to limit LANDOWNER's right to protest, in accordance with applicable provisions of law, the formation of any assessment district, the amount of any assessment levied by or on behalf of such district on the Property or any portion thereof, or the nature and amount of any tax, fee, assessment or charge imposed, except as provided in Section 6.3.

6.7 Local, State and Federal Laws. LANDOWNER shall assure that the construction of the Project is carried out in conformity with all applicable federal and state laws and regulations, and the laws and regulations of Public Agencies which have jurisdiction over Development of the Property. Before commencement of Development of the Property including, without limitation, grading of land or construction of any buildings, structures or other works of improvement upon the Property, LANDOWNER shall at its own expense secure any and all certifications and permits which may be required by any federal or state agency or a Public Agency having jurisdiction over such development. LANDOWNER shall permit only persons or entities which are duly licensed in the State of California, County of Sacramento and City of Sacramento, as applicable, to perform grading, development or construction work on the Property for Development of the Project.

6.8 Transfer of Land. As set forth in the Specific Plan, Development Plan, Project Entitlements, Mitigation Measures, and Special Conditions, LANDOWNER has agreed to transfer lands, including defined interests that are less than fee interests therein, by Dedication or Reservation that are needed for Public Facilities to CITY, City Agency or Public Agency as specified or appropriate. LANDOWNER shall transfer the land required by Dedication to CITY, City Agency or Public Agency utilizing the Irrevocable Offer of Dedication agreement form provided as Exhibit L or by placing a Dedication or an Offer of Dedication, as directed by the CITY, on a final subdivision or parcel map in accordance with Government Code Sections 66439 and 66447. LANDOWNER shall transfer the land required by Reservation to CITY or to a Public Agency utilizing the Reservation form provided as Exhibit M and in accordance with Government Code Section 66480. LANDOWNER shall transfer the land required to be transferred by Dedication or by Reservation at such time as is either: (i) required pursuant to a condition or term of any entitlement for use or Development of the Property; or (ii) requested

by CITY, City Agency or Public Agency, subject to agreement of the Parties, where LANDOWNER has not applied for an entitlement for use or Development of the Property, but the land is needed for purposes of construction and improvement of Public Facilities. CITY shall accept such transfers of land by Dedication or Reservation, as provided therein.

6.8.1 Dedication of Land for Parks and Open Spaces. LANDOWNER shall transfer to CITY the land designated in the Specific Plan and on the Tentative Map for parks and open spaces in the following form of real property interest as specified in the Tentative Map conditions, which are summarized in Exhibit N.

6.8.2 Parks Operating Agreement. The Parties may enter into operating agreements that provide LANDOWNER with reasonable control over the hours of public use of and the nature of uses in, and if legally permissible the collection of revenue from the use of, parks Developed within the Property and anticipate that such operating agreements may apply to the Central Shops Historic District, and Lots 2e, 31, 32, and 35.

6.8.3 7th Street Improvements and Light Rail Dedication. Pursuant to the terms of the Project Entitlements (Exhibit C) and the Mitigation Measures regarding mitigation of freeway and roadway congestion impacts, LANDOWNER is required to dedicate right of way for Phase 1 of the Downtown-Natomas-Airport (DNA) light rail alignment located within the Property and the light rail station and ancillary facilities located at 7th Street, between Railyards Boulevard and North B Street, (Station) to the Sacramento Regional Transit District (RT) subject to the terms of the Offer of Dedication Agreement provided as Exhibit L. LANDOWNER desires to transfer the right of way and the Station land to RT with an airspace easement reservation by LANDOWNER to allow for development above the light rail line and Station, subject to RT's approval of an easement agreement which provides that LANDOWNER shall not intrude into the "operating zone" or "restricted area" of the line or Station as defined in the easement agreement between RT and LANDOWNER. The form of the Offer of Dedication Agreement provided as Exhibit L may be revised to incorporate the operating zone and restricted area definitions as approved by LANDOWNER and RT.

6.8.4 Public Parking Facilities. LANDOWNER shall not encumber the Improved Surface Lots that are designated for Development as either a structured parking lot or for retail, residential, office or mixed use in the Specific Plan, or Development Plan following the approval

of the City's use thereof as provided in the Special Conditions by placing any deed, mortgage, lien, reciprocal access easement or other similar encumbrance that could prevent or delay the designated Development of that parcel in accordance with the Specific Plan, or Development Plan, or Project Entitlements without CITY's prior written approval, which will not be unreasonably withheld.

6.9 [Intentionally Deleted]

6.10 Dispute Resolution. Where a dispute exists between LANDOWNER, Assignee, or any successor or successors in interest with respect to any matter involving the CITY's allocation of the land uses, housing units, densities and building square footages on the Property in compliance with the Project Entitlements as set out in Section 5.2, such dispute shall be resolved by arbitration, utilizing the commercial arbitration procedures of the American Arbitration Association, or some other alternative dispute resolution procedure mutually agreed upon by the parties involved in the dispute. In no case shall CITY or its elective and appointive members of boards, commissions, officers, agents and employees be a party to such dispute or to the dispute resolution procedures. All of the provisions of this Agreement relating to LANDOWNER's obligation to defend and indemnify CITY and payment of CITY costs shall apply to all disputes relating directly or indirectly to such allocation.

6.11 Annual Report. LANDOWNER shall annually, within thirty (30) days after each anniversary of the Effective Date, submit to the City Manager a brief written report on the progress of Development of the Property for the Project as authorized under this Agreement during the prior twelve (12) month period. The annual report shall include, at a minimum, (i) the additional square footage of commercial and office development and the number of housing units constructed or under construction, (ii) the Public Facilities constructed or under construction by LANDOWNER, and (iii) the Land Dedications conveyed to CITY, City Agency, or Public Agency. The CITY will review the annual report in accordance with Section 5.13. LANDOWNER shall pay a processing fee for each annual review in the amount established by resolution of the City Council.

6.12 Indemnification. LANDOWNER agrees to defend and indemnify CITY, City Agency, Public Agency and their respective elective and appointive members of boards, commissions, officers, agents and employees against any liability for damage or claims for damage for

personal injury, including death, or property damage, arising out of or relating in any way to actions or activities to develop the Property, whether undertaken by LANDOWNER or LANDOWNER's affiliates, contractors, subcontractors, agents or employees. Said indemnification pursuant to this Section 6.12 shall not extend to claims that are based on an indemnified Party's gross negligence or willful misconduct. The provisions of this Agreement relating to indemnification and defense of CITY by LANDOWNER shall be applicable to any claim whatsoever against CITY by an Assignee or a third party arising out of or in any way relating to any existing or future agreement between the Parties except as otherwise provided therein, relating to the Development of the Property.

6.13 Reimbursement for Agreement Costs. LANDOWNER agrees to reimburse the CITY for reasonable and actual expenses incurred by CITY that relate directly to CITY's review, consideration and execution of this Agreement. Such expenses include, without limitation, recording fees, ordinance publishing fees, any special meeting and notice costs, and staff time, including preparation or staff reports relating to approval of this Agreement and the Adopting Ordinance, and preparation and review of this Agreement and any changes requested by LANDOWNER by the City Attorney's Office. The cost for the preparation, processing and review of this Agreement by the City Attorney's Office is $140 per hour. Such expenses shall be paid by LANDOWNER within thirty (30) days of receipt of a detailed written statement of such expenses.

6.14 Transportation Management Association. Notwithstanding anything herein to the contrary, LANDOWNER shall form a transportation management association that encompasses all of the Property and imposes an annual fee assessment to fund the association's operations and services. Formation of the association and the initiation of proceedings to establish a community facilities assessment district or similar benefit assessment district to fund the association operations and services shall occur prior to approval of the first final map or issuance of the first building permit, and the protest waiver set out in Exhibit H shall apply to the creation of that district. The transportation management association shall be charged with the obligation to implement transportation system management measures to achieve a reduction in vehicular trips by employees and residents within the Project. The transportation management association articles of incorporation, bylaws, fee assessment, annual budget and transportation system management measures shall be subject to CITY approval. The transportation system management measures funded by the association may include paying for

a portion of the net operating costs for the light rail system and other transit services provided by the Sacramento Regional Transit District that serve the Property.

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FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

7.0 LITIGATION, DEFAULT, AND TERMINATION.

7.1 Litigation by Others.

7.1.1 Challenge to Agreement or Entitlements. The Parties agree to cooperate in good faith in the defense of any litigation (which includes all claims, actions, or proceedings or any kind) instituted by a third party challenging the validity of any portion of this Agreement, or its application or effectiveness, at any time during its Term, including, without limitation (i) any litigation by a third party challenging the proceedings taken for its approval (including the CEQA requirements), (ii) any litigation by a third party challenging the validity of any of the Project Entitlements (including CEQA challenges), (iii) any litigation by a third party to enforce the application of a voter approved initiative to Development of the Property for the Project, or (iv) any litigation by a third party challenging any other act undertaken by the Parties in furtherance of this Agreement or its terms including, without limitation, Subsequent Approvals.

7.1.2 Defense, Indemnity, and Release. In all such litigation, the following shall apply:

7.1.2.1 CITY will promptly notify LANDOWNER of any litigation filed and served on CITY arising out of, concerning, or in any way connected to this Agreement or the Project, or any portion of either. CITY may, in its sole discretion, either defend such litigation or tender its defense to LANDOWNER.

7.1.2.2 If the CITY determines to defend the action itself, LANDOWNER shall be entitled, subject to court approval, to join in or intervene in the action on its own behalf, or to advocate in favor of validity of this Agreement or any challenged entitlement. In such a case, each Party shall bear its own attorney fees and costs.

7.1.2.3 If CITY determines to tender the defense of the litigation to LANDOWNER, CITY shall promptly notify LANDOWNER of its determination. LANDOWNER shall, upon such notice from CITY, at LANDOWNER's expense, defend, indemnify, and hold harmless CITY, its officers, employees, and agents, and each and every one of them, from and against the litigation, including the issuance of or the refusal to issue any permits prior to or during the pendency of the action. LANDOWNER's obligation to indemnify and hold harmless shall include all damages, costs of suit, fees (including attorney's fees awarded under Code of Civil

Procedure section 1021.5 or otherwise), and expenses of every type and description, including the cost of preparing the administrative record, fees, and/or costs reasonably incurred by CITY for its staff attorneys or outside attorneys, and any fees and expenses incurred in enforcing this provision, where such damages, costs of suit, fees, and expenses are claimed by or awarded to any party against CITY or otherwise incurred by the CITY. CITY shall have the right to approve the legal counsel providing the CITY's defense under this Section 7.1.2, which approval shall not be unreasonably withheld. If a conflict of interest arises between CITY and LANDOWNER in the joint defense of the action, then, in CITY's sole discretion, LANDOWNER shall provide CITY separate legal counsel acceptable to CITY at LANDOWNER's reasonable expense, or CITY shall retain its own counsel at CITY's expense.. LANDOWNER shall have the right to settle such litigation without CITY's consent thereto, provided LANDOWNER accepts the defense and obligation without reservation, and that such settlement does not obligate CITY to make any payment or perform any obligation, or otherwise prejudice CITY, as determined by CITY in its sole discretion. LANDOWNER shall bear all attorney fees and costs associated with such defense from and after the date of the tender. However, CITY may at any time after the tender elect to assume representation of itself; in that event, from and after the date CITY gives notice of its election to do so, CITY shall be responsible for its own attorney fees and costs incurred thereafter.

7.1.2.4 With respect to approvals and entitlements governed by the Subdivision Map Act, California Government Code section 66410 et seq., the obligations under this Agreement shall be construed to be consistent with and shall apply to the extent permitted under California Government Code section 66474.9. In these cases, if CITY should fail to promptly notify LANDOWNER of the litigation or cooperate fully in the defense, LANDOWNER shall not thereafter be responsible to defend, indemnify, and hold harmless the City or its agents, officers, and employees to the extent California Government Code section 66474.9 applies. LANDOWNER shall not be required to pay or perform any settlement of such claim, action, or proceeding unless the settlement is approved in writing by LANDOWNER.

7.1.2.5 [Intentionally Omitted]

7.1.2.6 LANDOWNER unconditionally and forever releases and discharges CITY, its officers, employees, and agents, and each and every one of them, from all liabilities, claims, demands, damages, and costs (including reasonable attorneys' fees and litigation costs through final resolution on appeal) that in any way arise from, or are connected with, the

issuance of or the refusal to issue any building or other permit for the Project while any litigation concerning the Application, the Project, or any portion of either, is pending. This release and discharge covers all claims, rights, liabilities, demands, obligations, duties, promises, costs, expenses, damages, and other losses or rights of any kind, past, present, and future, whatever the theory of recovery, and whether known or unknown, patent or latent, suspected or unsuspected, fixed or contingent, or matured or unmatured. LANDOWNER hereby waives all rights it has or may have in the future under section 1542 of the California Civil Code, which provides as follows:

> A general release does not extend to claims which the creditor does not know or suspect to exist in his favor at the time of executing the release, which is known by him must have materially affected his settlement with the debtor.

7.1.3 Effect of Judgment. If, in such litigation, a final judgment or other final order is issued by the court which has the effect of invalidating or rendering ineffective, in whole or in part, any provision of this Agreement or the Agreement itself, or any Project Entitlement or Subsequent Approval, the following shall apply:

7.1.3.1 If the judgment or order includes a provision for attorney fees and/or costs of the successful party or parties, LANDOWNER shall pay the entire cost thereof, without right of offset, contribution or indemnity from CITY, irrespective of anything to the contrary in the judgment or order. However, if the litigation relates entirely, solely and exclusively to a challenge to the Financing Plan in general, separate and apart from this Agreement or any Project Entitlement or Subsequent Approval relating to the Property, and if LANDOWNER is named or becomes a party in such litigation, LANDOWNER and CITY shall bear the cost of the successful party's attorney fees and/or costs in the manner specified in the court's judgment.

7.1.3.2 CITY and LANDOWNER shall meet and endeavor, in good faith, to attempt to reach agreement on any amendments needed to allow Development of the Property for the Project to proceed in a reasonable manner, taking into account the terms and conditions of the court's judgment or order. If agreement is reached, the procedures for amending this Agreement as specified in Section 2.4 shall apply. If agreement is not reached,

either party shall have the right to terminate this Agreement for its convenience by giving the other party notice as provided in Section 9.2.

7.1.3.3 In the event that amendment is not required, and the court's judgment or order requires CITY to engage in other or further proceedings, CITY agrees to comply with the terms of the judgment or order expeditiously.

7.1.4 No CITY Liability for Damages. Notwithstanding any other provision of law or any provision of this Agreement to the contrary, in no event shall CITY or its elective and appointive members of boards, commissions, and officers, agents and employees be liable to LANDOWNER in damages in any litigation instituted by a third party as described in this Section 7.1.

7.2 Force Majeure and Enforced Delay. In addition to other specific provisions of this Agreement, performance by either Party hereunder shall not be deemed in default where delay or inability to perform is due to: (i) war, insurrection, terrorist acts, riots or other civil commotions; (ii) vandalism or other criminal acts; (iii) strikes, walkouts, or other labor disputes; (vi) acts of God, including floods, earthquakes, fires, casualties, or other natural calamities; (v) enactment of supervening state or federal laws or regulations; (vi) shortages of materials and supplies or delivery interruptions; (vii) compliance with DTSC orders and requirements, and related procedural processes, relating to the environmental remediation and management of the Property, but not if the delay or inability to perform is caused by LANDOWNER's failure to perform its obligations under DTSC's orders and requirements and related procedural processes; or (viii) litigation instituted by third parties challenging the validity of this Agreement or Subsequent Approvals. A Party's financial inability to perform shall not be a ground for claiming an enforced delay. The Party claiming force majeure or enforced delay shall notify the other Party of its intent to claim a permitted delay and the specific ground for such delay as soon as is reasonable based on the circumstances. Upon request of either Party, a written extension of time for such cause shall be granted for the period of the force majeure or enforced delay and the Term of this Agreement shall be extended by amendment in accordance with Section 2.4.

7.3 Waiver. Except as otherwise expressly provided herein to the contrary, by entering into this Agreement LANDOWNER waives its right to challenge the fairness or appropriateness of, as

applied to the Property and/or the Project, of (i) the Development Plan, Project Entitlements, Special Conditions; (ii) Public Financing Mechanisms and Development Fees; (iii) the Dedications and Reservations for Public Facilities and Public Services; (iv) the Mixed Income Housing Strategy; (v) the Land Use and Development Regulations; and, (vi) all actions implemented in furtherance of the foregoing as specified herein.

7.4 Legal Actions by Parties. In addition to the provisions set out in Section 7.6 and any other rights or remedies as set out in this Agreement; either Party may institute legal action to cure, correct, or remedy any default by any other Party to this Agreement, to enforce any covenant or obligation herein, or to enjoin any threatened or attempted violation hereunder. Subject to any mutual extensions, notice and opportunity to cure, the term "default" shall mean a material failure of performance or a substantial and unreasonable delay in performance by either Party of any of term, condition, obligation or covenant of this Agreement. Default by either Party may include, without limitation, material failure to: (i) comply with any provision of the Financing Plan, (ii) transfer land for Public Facilities as required by Dedication or Reservation, (iii) undertake construction of Public Facilities, and/or (iv) implement or comply with the terms and conditions set out in the Mitigation Measures, Mitigation Monitoring Plan, Special Conditions, Mixed Income Housing Strategy and/or the conditions of approval set out in the Project Entitlements. In addition, "default" shall mean a material failure of performance or a substantial and unreasonable delay in performance by CITY or LANDOWNER of any of term, condition, obligation or covenant set out in the: (i) Proposition 1C Agreement, and (ii) Owner Participation Agreement.

7.4.1 Parties' Liability. Notwithstanding any other provision of law or any provision of this Agreement to the contrary, in no event shall LANDOWNER, CITY, City Agency, Public Agency or their respective elective and appointive members of boards, commissions, and officers, agents and employees be liable in damages for any breach, default or violation of this Agreement, it being specifically understood and agreed that the Parties' sole legal remedy for a breach, default or violation of this Agreement shall be a legal action in mandamus, specific performance or other injunctive or declaratory relief to enforce the provisions of this Agreement; provided, however, that this Section 7.4.1 shall not limit the prevailing party's ability to recover attorney fees and costs of litigation as provided in Section 7.5.

7.4.2 Limitation of Legal Actions. No initiation of legal proceedings shall be filed by a Party unless such action is filed within one hundred and eighty (180) days from the date of discovery by the aggrieved Party of the facts underlying the claim of default, and the date of discovery being that the date that the facts became known or should have become known to the aggrieved Party based on the circumstances of the default.

7.4.3 Applicable Law and Venue. This Agreement shall be construed and enforced in accordance with the laws of the State of California, the state in which the Agreement is signed. The Parties agree to submit any disputes arising under the Agreement to a court of competent jurisdiction located in Sacramento, California. Nothing in this Agreement shall be construed to prohibit the Parties from engaging in alternative dispute resolution processes prior to initiating legal proceedings, including, without limitation, mediation and arbitration, upon the discretion and mutual consent of the Parties.

7.4.4 Legislative Mandamus. LANDOWNER agrees and acknowledges that CITY has approved and entered into this Agreement in the sole exercise of its legislative discretion and that the standard of review of the validity and meaning of this Agreement shall be that accorded legislative acts of CITY. To the extent CITY acts in an adjudicatory manner for any Subsequent Approval by conducting hearings, receiving evidence and making findings of fact, such actions shall be reviewed under principles of administrative mandamus in accordance with applicable law.

7.5 Attorney Fees. In any arbitration, quasi-judicial, administrative or judicial proceeding (including appeals), brought by either Party to enforce or interpret any covenant or any of such Party's rights or remedies under this Agreement, including any action for declaratory or equitable relief; the prevailing party shall be entitled to reasonable attorneys' fees and all costs, expenses and disbursements in connection with such action, including the costs of reasonable investigation, preparation and professional or expert consultation, which sums may be included in any judgment or decree entered in such action in favor of the prevailing party. For purposes of this Section 7.5 and any other portion of this Agreement relating to attorney fees, reasonable attorneys fees of the City Attorney's Office shall include direct, indirect and overhead costs.

7.6 Default. Subject to any extensions of time by mutual consent of the Parties, and subject to the cure provisions set forth herein, any default (as that term is defined in Section 7.4) of this

Agreement shall constitute a breach and the non-defaulting Party may cancel this Agreement for default.

7.6.1 LANDOWNER Default. In addition to any other remedy specified in this Agreement, in the event that notice of default has been given by CITY to LANDOWNER, CITY shall not be obligated to issue any Building Permit or grant any Subsequent Approval for the Project until such time as the default is cured. If cancellation of this Agreement for default is proposed by CITY with respect to only a portion of the Property or the Project that is affected by LANDOWNER's default as specified in the CITY's notice of default, only those Building Permits and Subsequent Approvals applicable to that portion of the Property and/or the Project shall be affected by the suspension of Building Permits and Subsequent Approvals until the such time as the default is cured.

7.6.2 CITY Default. In addition to any other remedy specified in this Agreement, in the event that notice of default has been given by LANDOWNER to CITY, any resulting delays in LANDOWNER's performance caused by CITY's default shall not constitute a LANDOWNER default, or be grounds for termination or cancellation of this Agreement.

7.6.3 Nonwaiver. Waiver of any default under this Agreement by either Party shall not constitute a continuing waiver or a waiver of any subsequent default either of the same or of another provision of this Agreement.

7.6.4 No Cross Default.

7.6.4.1 Where a portion of the Property has been transferred in accordance with the Assignment provisions of this Agreement and notice of default has been given by CITY to an Assignee, (i) neither LANDOWNER nor any non-defaulting Assignee shall be liable for the default of that Assignee, (ii) the rights of LANDOWNER and non-defaulting Assignees under this Agreement shall not be affected by the default of that Assignee, and (iii) CITY shall not be in default or otherwise liable to LANDOWNER or a non-defaulting Assignee because of CITY's action to declare a default. In no event shall a default of an Assignee of a portion of the Property prevent LANDOWNER or non-defaulting Assignees from receiving Building Permits and Subsequent Approvals for the remainder of the Property pursuant to the terms of the Assignment and Assumption Agreement. In no event shall a default of LANDOWNER prevent

non-defaulting Assignees from receiving Building Permits and Subsequent Approvals for the remainder of the Property pursuant to the terms of the Assignment and Assumption Agreement.

7.6.4.2 Where a portion of the Property has been transferred in accordance with the Assignment provisions of this Agreement and written notice of default has been given by CITY to LANDOWNER, (i) no non-defaulting Assignee shall be liable for the default of LANDOWNER, (ii) the rights of non-defaulting Assignees under this Agreement shall not be affected by the default of LANDOWNER and (ii) CITY shall not be in default or otherwise liable to non-defaulting Assignees because of CITY's action to declare a default. In no event shall a default of LANDOWNER prevent non-defaulting Assignees from receiving Building Permits and Subsequent Approvals for the remainder of the Property pursuant to the terms of the Assignment and Assumption Agreement.

7.6.4.3 Notwithstanding Section 7.5, if the CITY certifies to the non-defaulting Parties and Assignees that the default of a defaulting Party or Assignee would prevent or impede the CITY's performance of its obligations to the non-defaulting Parties and Assignees under this Agreement, then the parties shall bear their own attorneys' fees, costs, expenses, and disbursements in connection with any arbitration, quasi-judicial, administrative, or judicial proceeding (including appeals), brought by any Party or Assignee to enforce or interpret any covenant or rights or remedies of a Party or Assignee under this Agreement, including any action for declaratory or equitable relief.

7.6.5 Cure Period. In the event of an alleged default of any term or condition of this Agreement, the Party alleging such default shall give the other Party notice in writing as provided in Section 9.2 specifying the nature of the alleged default, the manner in which said default may be satisfactorily cured, and a reasonable period of time in which to cure the default, which shall not be less than ninety (90) days following receipt of notice of default. If requested by either Party, the Parties shall meet and confer in an attempt to resolve the matter raised by the notice of default. During any such cure period, the Party charged shall not be considered in default for purposes of cancellation or termination of this Agreement and neither Party may institute legal proceedings related to the alleged default.

7.6.6 Notice to Assignee of LANDOWNER Default. If an Assignee gives CITY notice as provided in Section 9.2 requesting a copy of any notice of default given by CITY to LANDOWNER under this Agreement and specifying the address to which the notice should be delivered or sent, then CITY shall give Assignee, concurrently with giving notice to LANDOWNER, any notice of default given to LANDOWNER, and if CITY determines that LANDOWNER is in default, then CITY shall give Assignee, concurrently with giving notice to LANDOWNER, any notice of determination of default given to LANDOWNER, provided that CITY's failure to give notice as provided in this section does not affect any notice or cure periods provided in this Agreement or invalidate any actions that CITY takes in accordance with the notice.

7.7 Remedies After Expiration of Cure Period. After expiration of the cure period, if the alleged default has not been cured in the manner set forth in the notice and to the satisfaction of the Party issuing the default notice, the non-defaulting Party may at its option: (i) institute legal proceedings to obtain appropriate judicial relief including, without limitation, mandamus, specific performance, injunctive relief, or cancellation of this Agreement; or (ii) give the other Party notice of intent to cancel this Agreement.

7.7.1 Public Hearing. In the event that notice of intent to cancel this Agreement is given by either Party, CITY shall schedule the matter for public hearing before the City Council to review the matter and make specific written findings regarding the alleged default pursuant to Government Code Section 65868 and the Procedural Ordinance. Where LANDOWNER is the Party alleged to be in default, CITY shall provide LANDOWNER (i) a reasonable opportunity to respond to all allegations of default at such public hearing, (ii) at least thirty (30) days prior written notice of the date, time and place of the public hearing, and (iii) copies of all CITY staff reports prepared in connection therewith at least ten (10) days prior to the hearing. LANDOWNER shall be given an opportunity to be heard at the public hearing. The burden of proof whether LANDOWNER is in default shall be on CITY, the burden of proof whether the CITY is in default shall be on the LANDOWNER, the burden on whether the default has been properly cured shall be on the Party alleged to be in default.

7.7.2 Cancellation of Agreement. At the conclusion of the public hearing, if the City Council finds, based on substantial evidence, that the LANDOWNER was in default and the default has not been cured to the satisfaction of CITY, or if the City Council determines that because of the default a substantial risk to the public health or safety exists, this Agreement

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shall be cancelled for breach as of the date of the City Council's determination. LANDOWNER may thereafter institute legal proceedings to obtain appropriate judicial relief including, without limitation, mandamus, specific performance, or injunctive relief. Expiration of the Term of this Agreement shall be tolled during the period of legal proceedings, should there be a judicial determination invalidating or reversing the CITY's cancellation of this Agreement.

7.8 Termination for Convenience.

7.8.1 Termination Upon Completion of Development. This Agreement may, at the request of LANDOWNER, terminate as to each parcel of land contained within the Property when that parcel of land (i) has been fully developed, (ii) all occupancy permits for the buildings constructed thereon have been issued by CITY or OSHPD, (iii) CITY has accepted the PUBLIC Facilities constructed by LANDOWNER thereon or required to serve that parcel, (iv) CITY, City Agency and/or Public Agency has accepted the dedications thereon, and (v) all of LANDOWNER'S obligations in connection therewith as set out in this Agreement are satisfied, as reasonably determined by CITY. CITY shall, upon written request made by LANDOWNER to CITY's Community Development Department, determine if the Agreement has terminated with respect to any parcel of land contained within the Property, and shall not unreasonably withhold termination as to that parcel if LANDOWNER's obligations therewith are satisfied. CITY shall be entitled to receive payment of a fee commensurate with the cost of processing the request and making such a determination, including, without limitation, CITY's administrative and legal expenses. The fee shall be determined in accordance with CITY's established fees and charges then in effect.

7.8.2 Multi-family Projects. This Agreement shall automatically terminate and be of no further force and effect as to any multi-family building, and the lot or parcel upon which said building is located, when CITY has issued an occupancy permit for that residence or building.

7.8.3 Termination Upon Mutual Consent of the Parties. This Agreement may be terminated prior to the expiration of the Term by mutual written agreement of the LANDOWNER and CITY and/or between CITY and Assignee, and any such termination shall not be binding on Assignee or LANDOWNER, as applicable, if it has not executed the written agreement with CITY.

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7.8.4 Termination by Expiration of Term. This Agreement shall expire as of the date of the expiration of the Term, without notice or any further action of either Party, unless at least one hundred and eighty (180) days prior to said expiration, the Term is extended by mutual agreement of the Parties as set out in an amendment.

7.8.5 Termination by CITY. Whenever this Agreement provides for CITY to terminate the Agreement, CITY may exercise such right to terminate the Agreement for its convenience by providing LANDOWNER with written notice as provided in Section 9.2 at least thirty (30) days prior to the effective date of termination as set out in the notice.

7.9 Recorded Notice of Termination or Cancellation. Upon termination or cancellation of this Agreement, CITY shall, on its own initiative and/or upon LANDOWNER's request, record a notice of such termination or cancellation against the Property or specific parcels of land in a form satisfactory to the City Attorney that the Agreement has been terminated or cancelled. The notice shall be recorded by CITY within thirty (30) days after CITY's determination that this Agreement is terminated or cancelled. The aforesaid notice may specify, and LANDOWNER agrees, that termination or cancellation shall not affect in any manner any continuing obligations under this Agreement which survives its termination or cancellation as set out herein or in a recorded covenant.

7.10 Effect of Cancellation/Termination on LANDOWNER's Obligations. Cancellation or termination of this Agreement as to the Property or any portion thereof shall not affect any of the LANDOWNER's obligations to comply with the General Plan, Community Plan, Specific Plan, Development Plan, Project Entitlements, Mitigation Measures, Special Conditions, Mixed Income Housing Strategy, Financing Plan, Public Financing Mechanisms, Development Fee, Land Use and Development Regulations, Design Guidelines and Subsequent Approvals, including, without limitation, tentative maps, conditional use permits, variances, Building Permits, and all other entitlements and permits issued for the Property and/or the Project prior to the effective date of cancellation or termination which are required: (i) for LANDOWNER to complete construction of any improvements on the Property for which a final map or Building Permit had been issued; (ii) for CITY to provide any Public Facilities and/or Public Services to serve improvements on the Property either completed prior to the effective date of cancellation or termination or to be completed under the Building Permits and final maps issued prior to the effective date, or to serve residents and businesses that are then occupying

the Property or will occupy the Property under the Building Permits and final maps issued prior to the effective date; and (iii) for LANDOWNER's performance of obligations under the Land Use and Development Regulations, Project Entitlements, Mitigation Measures or Special Conditions which had otherwise been deferred under the terms of this Agreement. Notwithstanding the cancellation or termination of this Agreement or anything contained herein to the contrary, LANDOWNER shall also be obligated to comply with any covenants of this Agreement that are to survive after cancellation or termination of this Agreement, whether express or implied, or which have been recorded against the Property under the terms of a separate agreement.

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ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

8.0 LENDER PROVISIONS

8.1 Lender Rights and Obligations.

8.1.1 No Impairment. Neither LANDOWNER's entering into this Agreement nor its default under this Agreement shall alter, defeat, render invalid, diminish or impair the lien of any Mortgage or Deed of Trust on the Property made in good faith by the Lender and for value. This Agreement shall not prevent or limit LANDOWNER in any manner, at LANDOWNER's sole discretion, from encumbering the Property or any portion thereof or any improvement thereon by any Mortgage, Deed of Trust or other security instrument securing financing with respect to Development of the Property for the Project.

8.1.2 Prior to Lender Possession. No Lender shall have any obligation or duty under this Agreement to construct or complete the construction of improvements, or to guarantee such construction or completion, and shall not be obligated to pay any fees or charges which are liabilities of LANDOWNER or LANDOWNER's successors in interest, but agrees that the Property shall be bound by all of the terms and conditions of this Agreement. Nothing in this Section 8.1 shall be construed to grant to a Lender rights beyond those of LANDOWNER hereunder, or subject to Section 8.1.1, above, to limit any remedy CITY has hereunder in the event of default by LANDOWNER, including, without limitation, suspension, cancellation for breach and/or refusal to grant entitlements with respect to the Property.

8.1.3 Lender in Possession. A Lender who comes into possession of the Property, or any portion thereof, pursuant to foreclosure of a Mortgage or Deed of Trust, or a deed in lieu of foreclosure, shall not be obligated to pay any fees or charges which are obligations of LANDOWNER, and which remain unpaid as of the date such Lender takes possession of the Property or portion thereof. If LANDOWNER is not in default at the time Lender comes into possession of the Property, or any portion thereof, or if Lender cures LANDOWNER's default to the CITY's satisfaction as provided in Section 8.3, Lender shall have the right to enter into an Assignment and Assumption Agreement to assume the Development Agreement from LANDOWNER, in which event Lender shall receive entitlements with respect to Development of the Property for the Project subject to all of the terms and conditions hereof, including payment of all continuing fees and charges accruing in the future.

8.2 Notice of LANDOWNER's Default. If CITY receives notice from a Lender requesting a copy of any notice of default given LANDOWNER hereunder and specifying the address for service thereof, then CITY shall deliver to such Lender, concurrently with service thereon to LANDOWNER, any notice given to LANDOWNER with respect to any claim by CITY that LANDOWNER has committed a default, and if CITY makes a determination of non-compliance, CITY shall likewise serve such notice of non-compliance on such Lender concurrently with service thereof to LANDOWNER.

8.3 Lender's Right to Cure. Each Lender shall have the right (but not the obligation) during the same period of time available to LANDOWNER to cure or remedy, on behalf of LANDOWNER, the default claimed or any areas of non-compliance set forth in CITY's written default notice. Such action shall not entitle a Lender to develop the Property or otherwise partake of any benefits of this Agreement unless such Lender shall assume and perform all obligations of LANDOWNER hereunder under the terms of an Assignment Agreement.

8.4 Other CITY Notices. If CITY receives notice from a Lender(s) requesting a copy of any notice, including a notice of default, issued by CITY to LANDOWNER pursuant to the terms of this Agreement, a copy of said notices shall be sent to any such Lender at the address provided herein within thirty (30) days of sending the notice to LANDOWNER.

8.5 Estoppel Certificates. Either Party may, at any time, and from time to time, deliver written notice to the other Party requesting such other Party certify in writing that, to the knowledge of the certifying Party: (i) this Agreement is in full force and effect and a binding obligation of the Parties; (ii) this Agreement has not been amended or modified either orally or in writing, or if so amended, identifying the amendments; and (iii) the requesting Party is not in default in the performance of its obligations under this Agreement, or if in default, describing therein the nature and amount of any such defaults. A Party receiving a request hereunder shall execute and return such estoppel certificate, or give a written detailed response explaining why it will not do so, within thirty (30) days following the receipt of each such request. Each Party acknowledges that such an estoppel certificate may be relied upon by third parties acting in good faith, including Lenders. An estoppel certificate provided by CITY establishing the status of this Agreement with respect to the Property or any portion thereof shall be in recordable form and may be recorded at the expense of the Party requesting the certificate.

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CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

9.0 MISCELLANEOUS PROVISIONS

9.1 No Joint Venture, Partnership, or Other Relationship. Nothing contained in this Agreement or in any other document executed in connection with this Agreement shall be construed as creating a joint venture or partnership between CITY and LANDOWNER. Each Party is acting as an independent entity and not as an agent of the other in any respect. No relationship exists as between CITY and LANDOWNER other than that of a governmental entity regulating the development of private property, and the owner of such private property.

9.2 Notices. All notices required or provided for under this Agreement shall be in writing and delivered in person or sent by certified mail, postage prepaid, return receipt requested, to the principal offices of the CITY and LANDOWNER, or LANDOWNER's successors in interest, and to Lender, if applicable. Notice shall be effective on the date delivered in person, or the date when received if such notice was mailed to the address of the other party as indicated below:

Notice to the CITY:
City of Sacramento
915 I Street
Sacramento, California, 95814
ATTN: City Manager

Notice to the LANDOWNER:
Downtown Railyard Venture, LLC
3140 Peacekeeper Way
McClellan, California 95652
Attention: President

with copies to:

Downtown Railyard Venture, LLC
3140 Peacekeeper Way
McClellan, California 95652
Attention: General Counsel

Any Party may change the address to which notices are to be mailed by giving written notice of such changed address to each other Party in the manner provided herein.

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9.3 Integrated Documents. This Agreement, the Exhibits, and the documents incorporated by reference in this Agreement or in the Exhibits are to be considered as one document.

9.4 Severability. If any provision of this Agreement is held invalid, void or unenforceable but the remainder of the Agreement can be enforced without failure of material consideration to any Party, then this Agreement shall not be affected and it shall remain in full force and effect, unless amended or modified by mutual consent of the Parties as provided in Section 2.4. If any provision of this Agreement is held invalid, void or unenforceable and the remainder of the Agreement cannot be enforced without failure of material consideration to any Party, either Party shall have the right, in its sole discretion, to terminate this Agreement for its convenience upon providing written notice of such termination to the other Party and specifying the effective date thereof. In the event either Party so elects to terminate this Agreement, such election shall not affect in any manner the terms and conditions of any entitlement granted by CITY with respect to the Property, any portion thereof, prior to the termination date, except as provided in Section 7.10.

9.5 Precedence. If any direct conflict or inconsistency arises between this Agreement and the Land Use and Development Regulations, or between this Agreement and a Subsequent Rule, the provision of this Agreement shall have precedence and shall control over the conflicting or inconsistent provisions of the Land Use and Development Regulations or the Subsequent Rule, except as provided in Section 3.4 and 4.0.

9.6 Recording. The City Clerk shall cause a copy of this Agreement to be recorded with the Sacramento County Recorder no later than ten (10) days following the Effective Date. If the Sacramento County Recorder refuses to record any Exhibit, the City Clerk may replace it with a single sheet bearing the Exhibit identification letter, title of the Exhibit, the reason it is not being recorded, and that the original Exhibit, certified by the City Clerk, is in the possession of the City Clerk and will be reattached to the original when it is returned by the Sacramento County Recorder to the City Clerk.

9.7 Referendum. CITY shall not submit the Adopting Ordinance to a referendum by action of the City Council on its own motion without LANDOWNER's written consent. This Agreement shall not become effective if a referendum petition is filed challenging the validity of the

Adopting Ordinance. If the Adopting Ordinance is the subject of a referendum, LANDOWNER shall have the right to terminate this Agreement for its convenience by providing written notice to CITY as provide in Section 9.2 no later than thirty (30) days after the referendum petition is certified as valid by the County elections officer, or such later time as allowed in writing by the City Manager. The Parties' obligation to perform under this Agreement shall be suspended pending the outcome of any such the referendum election. The Term of this Agreement will be extended by the amount of time between the date the petition for referendum is certified as valid by the County elections officer and the date on which the results of the special election are certified as valid by the County elections officer.

9.8 Construction. This Agreement shall be construed as a whole according to its fair language and common meaning to achieve its objectives and purposes of the Parties. All Parties have had the opportunity to be represented by legal counsel of their own choice in the preparation of this Agreement and no presumption or rule that "an ambiguity shall be construed against a drafting party" shall apply to the interpretation or enforcement of any provision hereof. Captions on sections and subsections are provided for convenience only and shall not be deemed to limit, amend or affect the meaning of the provision to which they pertain, and shall be disregarded in the construction and interpretation of this Agreement.

9.9 Time. Time is of the essence of each and every provision hereof.

9.10 Waiver. No waiver of any provision of this Agreement shall be effective unless in writing and signed by a duly authorized representative of the Party against whom enforcement of a waiver is sought. No waiver of any right or remedy in respect of any occurrence or event shall be deemed a waiver of any right or remedy in respect of any other occurrence or event.

9.11 No Third Parties Benefited. This Agreement is made and entered into for the sole protection and benefit of Parties, the Parties' successors and Assignees, and Lenders. No Person who is not a Lender, or a qualified successor of a Party or an Assignee pursuant to Sections 2.7 and 8.1.3 of this Agreement, or who has not become a party by duly adopted amendment to this Agreement, may claim the benefit of any provision of this Agreement.

9.12 Effect of Agreement Upon Title to Property. In accordance with the provisions of Government Code Section 65868.5, from and after the time of recordation of this Agreement,

the Agreement shall impart such notice thereof to all persons as is afforded by the recording laws of the State of California. The burdens of this Agreement shall be binding upon, and the benefits of this Agreement shall inure to, all successors in interest to the Parties to this Agreement.

9.13 Survivorship. The LANDOWNER's obligations arising under this Agreement pertaining to indemnity and attorneys fees as set out in Sections 2.8.5, 2.9, 6.10, 6.12, 7.1.2.3, 7.1.3.1 and 7.5 and LANDOWNER's rights regarding approved entitlements as set out in Section 7.9 shall survive the expiration, termination or cancellation of this Agreement.

9.14 Covenant of Good Faith and Cooperation. CITY and LANDOWNER agree that each of them shall at all times act in good faith and to cooperate with one another in order to carry out the terms of this Agreement. Any information which is readily available and required by one Party from the other Party in order to carry out that Party's obligations under this Agreement shall be provided to that Party within a reasonable period of time and at no cost.

9.15 Amended, Restated and Superseded. This Agreement amends, restates, and supersedes, in its entirety, that certain Development Agreement for Sacramento Railyards Project, Project No. P-05-09078, between the City of Sacramento and S. Thomas Enterprises of Sacramento, LLC, approved on December 11, 2007, and recorded in the Official Records of Sacramento County at Book 20080222, at Page 651.

9.16 Power of Eminent Domain. It is understood that LANDOWNER may be required by CITY to utilize is good faith efforts to acquire certain parcels and land and rights-of-way which are not currently owned by LANDOWNER and necessary to construct the Public Facilities as required by CITY to serve the Project. Should it become necessary due to LANDOWNER's failure to acquire such lands and rights-of-way, the CITY shall negotiate the purchase of the needed land and rights of way to allow LANDOWNER or CITY to construct the Public Facilities that are required to be constructed by LANDOWNER or CITY to serve the Project under this Agreement. If necessary, in accordance with the procedures established by State law, CITY may use its power of eminent domain to condemn such lands and rights-of-way. LANDOWNER shall pay for CITY's costs associated with CITY's acquisition and condemnation proceedings unless such costs are paid through a Public Financing Mechanism or Development Fee. If CITY is unable or prevented from acquiring or condemning the necessary land and rights-of-way to enable

LANDOWNER or CITY to construct the Public Facilities required under this Agreement, then the Parties will meet to negotiate the terms of an amendment to this Agreement, including, without limitation, changes to the Project Entitlements and LANDOWNER's Vested Rights. Nothing in this Section 9.16 is intended or shall be deemed to constitute a determination or resolution of necessity by CITY to initiate condemnation proceedings, and nothing in this Section 9.16 or in this Agreement is intended or shall be construed to constitute a prohibition against CITY or City Agency to exercise its power of eminent domain to condemn LANDOWNER's Property.

9.17 Counterparts. This Agreement may be executed in any number of counterparts and shall be deemed duly executed when each of the Parties has executed such a counterpart.

9.18 Authority. Each of the signatories to this Agreement represent that he or she is authorized to sign the Agreement on behalf of such Party, all approvals, ordinances and consents which must be obtained to bind such Party have been obtained, no further approvals, acts or consents are required to bind such Party to this Agreement, and he or she is signing to guarantee the performance of such Party's obligations under this Agreement.

9.19 Final Form of Exhibits. It is the intention of the Parties, and the Parties expressly agree, that the Exhibits to this Agreement may be modified by CITY, in cooperation with LANDOWNER after City Council approval of the Adopting Ordinance and execution of this Agreement by the Parties, and prior to recordation, in order to conform the contents of the Exhibits to the final City Council approval of the Project.

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FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

IN WITNESS WHEREOF, the CITY and LANDOWNER have executed this Agreement as of the dates set forth below.

CITY:

CITY OF SACRAMENTO,
a Municipal Corporation

By: _____
Mayor

Date: _____

ATTEST:

_____
City Clerk

APPROVED AS TO FORM:

_____
City Attorney

LANDOWNER:

DOWNTOWN RAILYARD VENTURE, LLC,
a Delaware Limited Liability Company

By:_____

FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

_____
_____

Date: _____ **********

(ATTACH NOTARY ACKNOWLEDGMENTS)
EXECUTION PAGE FOR LENDER

IA Sacramento, LLC, a Delaware limited liability company (herein "LENDER") owns an equitable interest in the Property described in Exhibit A of this Agreement as the beneficiary of that certain Deed of Trust, Security Agreement and Fixture Filing dated _____ 2015, and recorded on _____ 2015, in Book _____, Page ____, Official Records, Sacramento County, California, and that certain Assignment of Leases and Rents dated _____ 2015, and recorded on _____ 2015, in Book _____, Page ___, Official Records, Sacramento County, California.

LENDER hereby executes this Agreement and agrees that the Property shall be bound by the terms and conditions hereof, subject to the limitations set forth in Section 8.1. Nothing herein shall be deemed to modify the terms of the loan documents between Lender and LANDOWNER.

LENDER requests that it be provided with copies of all notices mailed to LANDOWNER pursuant to the terms of this Agreement and that said copies be addressed as follows:

IA Sacramento, LLC
_____
Oak Brook, Illinois 60523
Attn:_____

with a copy to:

_____
_____

FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

_____
Attn:_____

LENDER:

By:_____

Name:_____

Title:_____

Dated:_____

FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

(ATTACH APPROPRIATE ACKNOWLEDGMENT)

FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

EXHIBIT LIST

Exhibit A – Property
Exhibit B – Development Plan
Exhibit C – Project Entitlements
Exhibit D – Project Environmental Certification
Exhibit E – Financing Plan
Exhibit F – Fee and Infrastructure Adjustment Procedure
Exhibit G – Funding Agreement Business Terms
Exhibit H – Protest Waiver
Exhibit I – Mixed Income Housing Strategy
Exhibit J – Assignment and Assumption Agreement Form
Exhibit K – Irrevocable Offer to Dedicate Form – Recreation Easement
Exhibit L – Irrevocable Offer to Dedicate Form – All Purpose
Exhibit M – Reservation of Real Property Agreement Form
Exhibit N – Parks and Open Space Requirements
Exhibit O – Public Safety Radio Communication Requirements for Building
Exhibit P – Special Conditions
Exhibit Q – MLS Stadium Parking Plan

FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

EXHIBIT A
DESCRIPTION OF LANDOWNER'S PROPERTY

THE PROPERTY CONSISTS OF PARCELS OF LAND DESIGNATED AS ASSESSOR PARCEL NUMBERS: 002-0010-049, 002-0010-052, 002-0010-056, AND 002-0010-063. THE PROPERTY IS LOCATED WITHIN THE STATE OF CALIFORNIA, COUNTY OF SACRAMENTO, CITY OF SACRAMENTO AS MORE PARTICULARLY DESCRIBED IN EXHIBIT A-1, WHICH IS ATTACHED AND INCORPORATED INTO THIS AGREEMENT.

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CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

EXHIBIT A-1
PROPERTY
LEGAL DESCRIPTION

THE LAND DESCRIBED HEREIN IS SITUATED IN THE STATE OF CALIFORNIA, COUNTY OF SACRAMENTO, CITY OF SACRAMENTO, DESCRIBED AS FOLLOWS:

PARCEL 1:

ALL THAT CERTAIN REAL PROPERTY IN THE CITY OF SACRAMENTO, COUNTY OF SACRAMENTO, STATE OF CALIFORNIA AND BEING A PORTION OF PARCEL A AS SAID PARCEL IS SHOWN AND SO DESIGNATED ON PARCEL MAP FILED IN BOOK 120 OF PARCEL MAPS, AT PAGE 10 OF SAID OFFICIAL RECORDS BEING DESCRIBED AS FOLLOWS:

BEGINNING AT THE POINT OF INTERSECTION OF THE WESTERLY LINE OF 6TH STREET (80 FEET WIDE) AND THE NORTHERLY LINE OF H STREET (80 FEET WIDE);

THENCE ALONG SAID WESTERLY LINE OF 6TH STREET NORTH 18° 26' 23" EAST, 15.24 FEET;

THENCE LEAVING SAID WESTERLY LINE NORTH 44° 14' 53" EAST, 183.76 FEET TO THE POINT OF INTERSECTION OF THE EASTERLY LINE OF SAID 6TH STREET AND THE NORTHERLY LINE OF THE ALLEY (20 FEET WIDE) IN THE BLOCK BOUNDED BY G, H, 6TH AND 7TH STREETS;

THENCE ALONG THE NORTHERLY LINE OF SAID ALLEY SOUTH 71° 37' 21" EAST, 319.58 FEET TO ITS INTERSECTION WITH THE WESTERLY LINE OF 7TH STREET (80 FEET WIDE);

THENCE ALONG SAID WESTERLY LINE OF 7TH STREET NORTH 18° 19' 02" EAST, 1164.13 FEET TO A POINT THEREON LOCATED 100 FEET SOUTHERLY FROM THE NORTHERLY LINE OF THE ALLEY BETWEEN D, E, 6TH AND 7TH STREETS, SAID POINT BEING THE POINT OF BEGINNING OF THE STREET VACATION BY SACRAMENTO CITY ORDINANCE NO. 214, FOURTH SERIES;

THENCE NORTH 40° 07' 56" EAST, 34.84 FEET TO A POINT ON THE NORTHWESTERLY LINE OF THE LAND CONVEYED TO THE CITY OF SACRAMENTO BY DEED RECORDED IN BOOK 8512-31 AT PAGE 1928 OFFICIAL RECORDS OF SAID COUNTY;

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THENCE NORTHEASTERLY ALONG SAID NORTHWESTERLY LINE 72.50 FEET THROUGH A CENTRAL ANGLE OF 11° 58' 18" SAID NORTHWESTERLY LINE BEING THE ARC OF A NON-TANGENT CURVE TO THE RIGHT HAVING A RADIUS OF 347.00 FEET TO WHICH A RADIAL LINE BEARS NORTH 63° 01' 57" WEST;

THENCE LEAVING SAID NORTHWESTERLY LINE SOUTH 79° 25' 14" WEST, 190.28 FEET;

THENCE SOUTH 49° 52' 44" WEST, 326.94 FEET;

THENCE 444.33 FEET ALONG THE ARC OF A 843.00 FOOT RADIUS TANGENT CURVE TO THE RIGHT, THROUGH A CENTRAL ANGLE OF 30° 11' 59";

THENCE SOUTH 80° 04' 43" WEST, 17.41 FEET;

THENCE SOUTH 33° 41' 42" WEST, 107.73 FEET;

THENCE SOUTH 80° 04' 43" WEST, 268.35 FEET;

THENCE SOUTH 18° 24' 47" WEST, 490.56 FEET;

THENCE SOUTH 26° 44' 53" EAST, 62.45 FEET;

THENCE SOUTH 71° 37' 38" EAST, 57.14 FEET TO THE INTERSECTION OF THE NORTHERLY LINE OF "H" STREET (80 FEET WIDE) WITH THE WESTERLY LINE OF 5TH STREET (80 FEET WIDE);

THENCE ALONG THE NORTHERLY LINE OF "H" STREET SOUTH 71° 33' 22" EAST, 405.74 FEET TO THE POINT OF BEGINNING.

THE BASIS OF BEARINGS FOR THIS DESCRIPTION IS THE MOST SOUTHERLY LINE OF PARCEL A, AS FILED IN BOOK 120 OF PARCEL MAPS, AT PAGE 10. SAID BEARING IS SHOWN ON SAID MAP AS NORTH 71° 30' 19" WEST.

THIS PARCEL IS ALSO DESCRIBED AS PARCEL 1 IN THE CERTIFICATE OF COMPLIANCE RECORDED JANUARY 31, 2007 IN BOOK 20070131, PAGE 2410, OFFICIAL RECORDS.

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ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

EXCEPTING THEREFROM ALL THAT PROTION THEREOF AS DESCRIBED IN THAT CERTAIN CORRECTION DEED DATED FEBRUARY 19, 2015, EXECUTED BY IA SACRAMENTO HOLDINGS, L.L.C., A DELAWARE LIMITED LIABILITY COMPANY IN FAVOR OF THE STATE OF CALIFORNIA, RECORDED APRIL 22, 2015, IN BOOK 20150422, PAGE 1067, OFFICIAL RECORDS.

ALSO EXCEPTING THEREFROM ALL THAT PORTION THEREOF AS DESCRIBED IN THAT CERTAIN GRANT DEED DATED APRIL 20, 2012, EXECUTED BY IA SACRAMENTO HOLDINGS, L.L.C., A DELAWARE LIMITED LIABILITY COMPANY IN FAVOR OF THE CITY OF SACRAMENTO, RECORDED APRIL 26, 2012, IN BOOK 20120426, PAGE 1168, OFFICIAL RECORDS.

ALSO EXCEPTING THEREFROM ALL THAT PORTION THEREOF AS DESCRIBED IN THAT CERTAIN GRANT DEED DATED SEPTEMBER 18, 2015, EXECUTED BY DOWNTOWN RAILYARD VENTURE, LLC, A DELAWARE LIMITED LIABILITY COMPANY IN FAVOR OF SACRAMENTO MUNICIPAL UTILITY DISTRICT, A MUNICIPAL UTILITY DISTRICT, RECORDED OCTOBER 1, 2015, IN BOOK 20151001, PAGE 936, OFFICIAL RECORDS.

APN: 002-0010-063

PARCEL 2:

ALL THAT REAL CERTAIN REAL PROPERTY IN THE CITY OF SACRAMENTO, COUNTY OF SACRAMENTO, STATE OF CALIFORNIA AND BEING A PORTION OF THAT CERTAIN 203.161 ACREA TRACT OF LAND AS SHOWN ON THAT CERTAIN RECORD OF SURVEY FILED FOR RECORD IN BOOK 51 OF SURVEYS, AT PAGE 10, OFFICIAL RECORDS OF SACRAMENTO COUNTY, AND BEING FURTHER DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHEASTERLY CORNER PARCEL B OF CERTIFICATE OF COMPLIANCE RECORDED DECEMBER 28, 2006, IN BOOK 20061228, PAGE 1681 OFFICIAL RECORDS OF SAID COUNTY, SAID NORTHEASTERLY CORNER BEING ON THE WESTERLY LINE OF 12TH STREET;

THENCE ALONG SAID WESTERLY LINE OF 12TH STREET NORTH 18° 26' 40" EAST A DISTANCE OF 344.37 FEET TO THE SOUTHEAST CORNER OF THAT CERTAIN PARCEL OF LAND CONVEYED TO STEEL MILL SUPPLY COMPANY INC. BY DEED RECORDED IN BOOK 955 AT PAGE 427 OFFICIAL RECORDS OF SAID COUNTY;

FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

THENCE ALONG THE BOUNDARY OF THE LAND SO CONVEYED, NORTH 71° 38' 25" WEST, 610.46 FEET;

THENCE CONTINUING ALONG THE BOUNDARY OF THE LAND SO CONVEYED, NORTH 38° 53' 55" WEST, 18.80 FEET TO THE CENTERLINE OF A STREET AND THE MOST EASTERLY CORNER OF THAT CERTAIN PARCEL OF LAND CONVEYED TO CENTRAL PACIFIC RAILWAY CO. BY DEED RECORDED IN BOOK 955 AT PAGE 428 OFFICIAL RECORDS OF SAID COUNTY;

THENCE CONTINUING NORTH 38° 53' 55" WEST, ALONG THE NORTHEASTERLY LINE OF THE LAND SO CONVEYED 166.40 FEET TO THE MOST NORTHERLY CORNER THEREOF, SAID CORNER IS LOCATED ON THE CENTERLINE OF 10TH STREET;

THENCE NORTH 18° 22' 57" EAST, 37.18 FEET ALONG SAID CENTERLINE OF 10TH STREET TO A POINT BEING THE SOUTHEAST CORNER OF PARCEL NO. 2 OF THOSE CERTAIN PARCELS OF LAND CONVEYED TO THE RANSOM COMPANY BY DEEDS RECORDED IN BOOK 991 AT PAGE 486 AND 487 OFFICIAL RECORDS OF SAID COUNTY;

THENCE NORTHWESTERLY ALONG THE SOUTHWESTERLY BOUNDARY OF THE PARCELS OF LAND SO CONVEYED, ALONG THE ARC OF A NON TANGENT CURVE TO THE RIGHT HAVING A RADIUS OF 372.24 FEET, THE CHORD SUBTENDED BY SAID ARC BEARS NORTH 51° 22' 21" WEST, 54.17 FEET;
THENCE CONTINUING NORTHWESTERLY ALONG THE SOUTHWESTERLY BOUNDARY OF THE PARCELS OF LAND SO CONVEYED, NORTH 47° 12' 00" WEST, TANGENT TO SAID CURVE 20.41 FEET;

THENCE CONTINUING NORTHWESTERLY ALONG THE SOUTHWESTERLY BOUNDARY OF THE PARCELS OF LAND SO CONVEYED, ALONG THE ARC OF A CURVE TO THE RIGHT HAVING A RADIUS OF 371.79 FEET, THE CHORD SUBTENDED BY SAID ARC BEARS NORTH 43° 54' 37" WEST, 42.67 FEET;

THENCE CONTINUING NORTHWESTERLY ALONG THE SOUTHWESTERLY BOUNDARY OF THE PARCELS OF LAND SO CONVEYED, NORTH 40° 37' 14" WEST, TANGENT TO SAID CURVE, 14.72 FEET;

THENCE CONTINUING NORTHWESTERLY ALONG THE SOUTHWESTERLY BOUNDARY OF THE PARCELS OF LAND SO CONVEYED, NORTH 39° 01' 43" WEST, 10.00 FEET;

FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

THENCE CONTINUING NORTHWESTERLY ALONG THE SOUTHWESTERLY BOUNDARY OF THE PARCELS OF LAND SO CONVEYED, NORTH 37° 25' 11" WEST, 14.72 FEET;

THENCE CONTINUING NORTHWESTERLY ALONG THE SOUTHWESTERLY BOUNDARY OF THE PARCELS OF LAND SO CONVEYED, ALONG THE ARC OF A CURVE TO THE RIGHT HAVING A RADIUS OF 371.79 FEET, THE CHORD SUBTENDED BY SAID ARC BEARS NORTH 34° 07' 48" WEST, 42.67 FEET;

THENCE CONTINUING NORTHWESTERLY ALONG THE SOUTHWESTERLY BOUNDARY OF THE PARCELS OF LAND SO CONVEYED, NORTH 30° 50' 25" WEST, TANGENT TO SAID CURVE, 55.84 FEET;

THENCE CONTINUING NORTHWESTERLY ALONG THE SOUTHWESTERLY BOUNDARY OF THE PARCELS OF LAND SO CONVEYED, ALONG THE ARC OF A CURVE TO THE LEFT HAVING A RADIUS OF 296.57 FEET, THE CHORD SUBTENDED BY SAID ARC BEARS NORTH 34° 55' 23" WEST, 42.23 FEET;

THENCE CONTINUING NORTHWESTERLY ALONG THE SOUTHWESTERLY BOUNDARY OF THE PARCELS OF LAND SO CONVEYED, NORTH 39° 00' 21" WEST, TANGENT TO SAID CURVE, 61.00 FEET;

THENCE CONTINUING NORTHWESTERLY ALONG THE SOUTHWESTERLY BOUNDARY OF THE PARCELS OF LAND SO CONVEYED, ALONG THE ARC OF A CURVE TO THE LEFT HAVING A RADIUS OF 296.57 FEET, THE CHORD SUBTENDED BY SAID ARC BEARS NORTH 46° 47' 12" WEST, 80.30 FEET;

THENCE CONTINUING ALONG THE SOUTHWESTERLY BOUNDARY OF THE PARCELS OF LAND SO CONVEYED, NORTH 47° 21' 51" WEST, 75.74 FEET TO THE INTERSECTION OF THE WESTERLY LINE OF 9TH STREET AND THE SOUTHERLY LINE OF NORTH B STREET (80 FEET WIDE);

THENCE NORTH 56° 43' 10" WEST, 155.24 FEET TO A POINT ON THE CENTERLINE OF SAID NORTH B STREET;

THENCE NORTH 71° 39' 03" WEST, 1060.32 FEET ALONG SAID CENTERLINE OF NORTH B STREET;

FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

THENCE LEAVING SAID CENTERLINE NORTH 18° 15'57" EAST, 40.00 FEET TO THE NORTHERLY LINE OF SAID NORTH B STREET;

THENCE NORTH 71° 39' 03" WEST, 470.45 FEET ALONG SAID NORTHERLY LINE OF NORTH B STREET, AND THE NORTHERLY LINE OF THAT CERTAIN GRANT OF EASEMENT TO THE CITY OF SACRAMENTO RECORDED IN BOOK 655 OF DEEDS AT PAGE 476, TO THE NORTHWESTERLY LINE OF SAID EASEMENT;

THENCE SOUTH 21° 10' 36" WEST, ALONG SAID NORTHWESTERLY LINE, 96.89 FEET TO THE NORTHERLY LINE OF THE LAND CONVEYED TO THE CENTRAL PACIFIC RAILROAD COMPANY BY DEED RECORDED IN BOOK 143 OF DEEDS AT PAGE 79;

THENCE SOUTH 83° 22' 17" WEST, ALONG THE NORTHERLY LINE OF THE LAND SO CONVEYED, 808.60 FEET TO THE MOST EASTERLY CORNER OF THAT CERTAIN TRIANGULAR STRIP OF LAND CONVEYED TO THE CENTRAL PACIFIC RAILWAY COMPANY AS PARCEL NO. 2 BY DEED RECORDED IN BOOK 655 OF DEEDS AT PAGE 489;

THENCE ALONG THE BOUNDARY OF SAID PARCEL NO. 2, SOUTH 89° 35' 01" WEST, 488.40 FEET;

THENCE SOUTH 00° 24' 59" EAST, 347.74 FEET CONTINUING ALONG THE BOUNDARY OF SAID PARCEL NO. 2 AND THE BOUNDARY OF THE LAND CONVEYED TO THE CITY OF SACRAMENTO BY DEED RECORDED IN BOOK 655 OF DEEDS AT PAGE 478;

THENCE CONTINUING ALONG THE BOUNDARY OF THE LAND SO CONVEYED, SOUTH 72° 22' 30" WEST, 192.56 FEET TO THE SOUTHWEST CORNER THEREOF, SAID POINT ALSO BEING SITUATE ON THE NORTHERLY LINE OF THE LAND CONVEYED TO THE CENTRAL PACIFIC RAILWAY COMPANY BY DEED RECORDED IN BOOK 372 AT PAGE 71;

THENCE ALONG SAID BOUNDARY, SOUTH 83° 14' 45" WEST, 849.81 FEET TO THE EASTERLY LINE OF THE LAND CONVEYED TO THE STATE OF CALIFORNIA BY DEED RECORDED IN BOOK 6907 23 AT PAGE 62 OFFICIAL RECORDS OF SAID COUNTY;

THENCE ALONG THE BOUNDARY OF THE LAND SO CONVEYED, SOUTH 02° 54' 31" WEST, 106.95 FEET;

THENCE CONTINUING ALONG THE BOUNDARY OF THE LAND SO CONVEYED, SOUTH 04° 20' 18" EAST, 258.98 FEET;

THENCE CONTINUING ALONG THE BOUNDARY OF THE LAND SO CONVEYED, SOUTHWESTERLY ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A RADIUS OF 200.00 FEET, THE CHORD SUBTENDED BY SAID ARC BEARS SOUTH 21° 09' 08" WEST, 172.14 FEET;

THENCE CONTINUING ALONG THE BOUNDARY OF THE LAND SO CONVEYED, SOUTH 83° 57' 15" WEST, 225.06 FEET;

THENCE CONTINUING ALONG THE BOUNDARY OF THE LAND SO CONVEYED, SOUTHERLY ALONG THE ARC OF A NON TANGENT CURVE TO THE LEFT HAVING A RADIUS OF 980.00 FEET, THE CHORD SUBTENDED BY SAID ARC BEARS SOUTH 17° 04' 57" EAST, 41.08 FEET;

THENCE CONTINUING ALONG THE BOUNDARY OF THE LAND SO CONVEYED, SOUTH 18° 17' 00" EAST, TANGENT TO SAID CURVE, 127.28 FEET;

THENCE CONTINUING ALONG THE BOUNDARY OF THE LAND SO CONVEYED, SOUTHERLY ALONG THE ARC OF A CURVE TO THE RIGHT HAVING A RADIUS OF 520.00 FEET, THE CHORD SUBTENDED BY SAID ARC BEARS SOUTH 08° 28' 21"EAST 177.21 FEET;

THENCE CONTINUING ALONG THE BOUNDARY OF THE LAND SO CONVEYED, NORTH 88° 39' 43" WEST, RADIAL TO SAID CURVE 34.33 FEET TO AN ANGLE POINT IN THE BOUNDARY OF THE LAND CONVEYED TO THE STATE OF CALIFORNIA BY DEED RECORDED IN BOOK 8003-26 AT PAGE 478 OFFICIAL RECORDS OF SAID COUNTY;

THENCE ALONG THE BOUNDARY OF THE LAND SO CONVEYED, SOUTH 01 DEGREE 25' 08" WEST, 204.49FEET;

THENCE ALONG THE BOUNDARY OF THE LAND SO CONVEYED, SOUTH 01 DEGREE 20' 08" WEST 567.62 FEET;

THENCE CONTINUING ALONG THE BOUNDARY OF THE LAND SO CONVEYED, SOUTH 22° 17' 45" WEST, 242.66 FEET;

FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

THENCE CONTINUING ALONG THE BOUNDARY OF THE LAND SO CONVEYED, SOUTH 13° 05' 18" WEST, 58.10 FEET TO A LINE PARALLEL WITH AND DISTANT 25 FEET NORTHERLY, MEASURED AT RIGHT ANGLES, FROM THE CENTERLINE OF SOUTHERN PACIFIC TRANSPORTATION COMPANY'S WESTWARD MAIN TRACK (SACRAMENTO TO OAKLAND) ALSO BEING A POINT ON THE NORTHERLY BOUNDARY LINE OF SAID CERTIFICATE OF COMPLIANCE RECORDED DECEMBER 28, 2006;

THENCE ALONG SAID NORTHERLY BOUNDARY LINE OF SAID CERTIFICATE OF COMPLIANCE SOUTH 71° 34' 07" EAST, 71.56 FEET;

THENCE CONTINUING ALONG SAID NORTHERLY BOUNDARY LINE 439.27 FEET ALONG THE ARC OF A 750.00 FOOT RADIUS TANGENT CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 33° 33' 28";

THENCE CONTINUING ALONG SAID NORTHERLY BOUNDARY LINE NORTH 74° 52' 25" EAST, 583.72 FEET;

THENCE CONTINUING ALONG SAID NORTHERLY BOUNDARY LINE 136.27 FEET ALONG THE ARC OF A 1500.00 FOOT RADIUS TANGENT CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 05° 12' 18";

THENCE CONTINUING ALONG SAID NORTHERLY BOUNDARY LINE NORTH 80° 04' 43" EAST, 1035.82 FEET;

THENCE CONTINUING ALONG SAID NORTHERLY BOUNDARY LINE 337.93 FEET ALONG THE ARC OF AN 825.00 FOOT RADIUS TANGENT CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 23° 28' 09";

THENCE CONTINUING ALONG SAID NORTHERLY BOUNDARY LINE NORTH 56° 36' 34" EAST, 416.15 FEET;

THENCE CONTINUING ALONG SAID NORTHERLY BOUNDARY LINE 192.85 FEET ALONG THE ARC OF A 500.00 FOOT RADIUS TANGENT CURVE TO THE RIGHT, THROUGH A CENTRAL ANGLE OF 22° 05' 55";

FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

THENCE CONTINUING ALONG SAID NORTHERLY BOUNDARY LINE NORTH 78° 42' 29" EAST, 1371.35 FEET;

THENCE CONTINUING ALONG SAID NORTHERLY BOUNDARY LINE 711.37 FEET ALONG THE ARC OF A 1370.00 FOOT RADIUS TANGENT CURVE TO THE RIGHT, THROUGH A CENTRAL ANGLE OF 29° 45' 03";

THENCE CONTINUING ALONG SAID NORTHERLY BOUNDARY LINE SOUTH 71° 32' 29" EAST, 93.07 FEET TO THE POINT OF BEGINNING.

EXCEPTING THEREFROM:

PARCEL D OF CERTIFICATE OF COMPLIANCE RECORDED DECEMBER 28, 2006 IN BOOK 20061228, PAGE 1682 OFFICIAL RECORDS OF SACRAMENTO COUNTY DESCRIBED AS FOLLOWS:

COMMENCING AT THE MOST EASTERLY CORNER OF THAT CERTAIN TRIANGULAR STRIP OF LAND CONVEYED TO THE CENTRAL PACIFIC RAILWAY COMPANY AS PARCEL NO. 2 BY DEED RECORDED IN BOOK 655 OF DEEDS AT PAGE 489;

THENCE ALONG THE BOUNDARY OF SAID PARCEL NO. 2, SOUTH 89° 35' 01" WEST, 488.40 FEET;

THENCE CONTINUING ALONG SAID BOUNDARY SOUTH 00° 24' 59" EAST, 347.74 FEET;

THENCE LEAVING SAID BOUNDARY SOUTH 15° 38' 36" WEST, 165.98 FEET TO THE TRUE POINT OF BEGINNING;

THENCE SOUTH 09° 58' 14" EAST, 581.56 FEET;

THENCE NORTH 79° 55' 50" EAST, 288.50 FEET;

THENCE NORTH 82° 07' 51" EAST, 150.00 FEET;
THENCE NORTH 80° 01' 46" EAST, 286.61 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE EAST HAVING A RADIUS OF 1263.14 FEET TO WHICH A RADIAL BEARS SOUTH 84° 10' 24" WEST;

FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

THENCE NORTHERLY 498.86 FEET ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 22° 37' 42" TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE SOUTHEAST HAVING A RADIUS OF 375.26 FEET TO WHICH A RADIAL BEARS NORTH 02° 21' 08" EAST;

THENCE SOUTHWESTERLY 162.38 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 24° 47' 34" TO THE BEGINNING OF A REVERSE CURVE CONCAVE TO THE NORTHWEST HAVING A RADIUS OF 526.33 FEET TO WHICH A RADIAL BEARS SOUTH 22° 26' 26" EAST;

THENCE WESTERLY 153.99 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 16° 45' 48";

THENCE SOUTH 84° 19' 22" WEST, 232.96 FEET TO THE BEGINNING OF A CURVE CONCAVE TO THE NORTH HAVING A RADIUS OF 637.00 FEET;

THENCE WESTERLY 275. 31 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 24° 45' 46" TO THE BEGINNING OF A REVERSE CURVE CONCAVE TO THE SOUTHWEST HAVING A RADIUS OF 565.52 FEET TO WHICH A RADIAL BEARS NORTH 19° 05' 08" EAST;

THENCE NORTHWESTERLY 54.63 FEET ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 05° 32' 05" TO THE TRUE POINT OF BEGINNING.

THE BASIS OF BEARINGS FOR THIS DESCRIPTION IS THE MOST SOUTHERLY LINE OF PARCEL A, AS FILED IN BOOK 120 OF PARCEL MAPS, AT PAGE 10. SAID BEARING IS SHOWN ON SAID MAP AS NORTH 71° 30' 19" WEST.

THIS PARCEL IS ALSO DESCRIBED AS PARCEL 2 IN THE CERTIFICATE OF COMPLIANCE RECORDED JANUARY 31, 2007 IN BOOK 20070131, PAGE 2410, OFFICIAL RECORDS

ALSO EXCEPTING THEREFROM ALL THAT PORTION THEREOF AS DESCRIBED IN THAT CERTAIN GRANT DEED DATED APRIL 20, 2012 EXECUTED BY IA SACRAMENTO HOLDINGS, L.L.C., A DELAWARE LIMITED LIABILITY COMPANY IN FAVOR OF THE CITY OF SACRAMENTO, RECORDED APRIL 26, 2012, IN BOOK 20120426,
PAGE 1168, OFFICIAL RECORDS.

FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

ALSO EXCEPTING THEREFROM ALL THAT PORTION THEREOF AS DESCRIBED IN THAT CERTAIN GRANT DEED DATED FEBRUARY 28, 2011 EXECUTED BY IA SACRAMENTO HOLDIJNGS, L.L.C., A DELAWARE LIMITED LIABILITY COMPANY IN FAVOR OF THE CITY OF SACRAMENTO, RECORDED FEBRUARY 28, 2011, IN BOOK 20110228, PAGE 955, OFFICIAL RECORDS.

APN: 002-0010-056 AND 002-0010-052

PARCEL 3:

ALL THAT CERTAIN REAL PROPERTY IN THE CITY OF SACRAMENTO, COUNTY OF SACRAMENTO, STATE OF CALIFORNIA AND BEING A PORTION OF THAT CERTAIN 203.161 ACRE TRACT OF LAND SHOWN AND DELINEATED ON RECORD OF SURVEY FILED IN BOOK 51 OF SURVEYS AT PAGE 10 OF THE OFFICIAL RECORDS OF SACRAMENTO COUNTY AND BEING DESCRIBED AS FOLLOWS:

COMMENCING AT THE MOST EASTERLY CORNER OF THAT CERTAIN TRIANGULAR STRIP OF LAND CONVEYED TO THE CENTRAL PACIFIC RAILWAY COMPANY AS PARCEL NO. 2 BY DEED RECORDED IN BOOK 655 OF DEEDS AT PAGE 489;

THENCE ALONG THE BOUNDARY OF SAID PARCEL NO. 2, SOUTH 89° 35' 01" WEST, 488.40 FEET;

THENCE CONTINUING ALONG SAID BOUNDARY SOUTH 00° 24' 59" EAST, 347.74 FEET;

THENCE LEAVING SAID BOUNDARY SOUTH 15° 38' 36" WEST, 165.98 FEET TO THE TRUE POINT OF BEGINNING;

THENCE SOUTH 09° 58' 14" EAST, 581.56 FEET;

THENCE NORTH 79° 55' 50" EAST, 288.50 FEET;

THENCE NORTH 82° 07' 51" EAST, 150.00 FEET;

THENCE NORTH 80° 01' 46" EAST, 286.61 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE EAST HAVING A RADIUS OF 1263.14 FEET TO WHICH A RADIAL BEARS SOUTH 84° 10' 24" WEST;

FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

THENCE NORTHERLY 498.86 FEET ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 22° 37' 42" TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE SOUTHEAST HAVING A RADIUS OF 375.26 FEET TO WHICH A RADIAL BEARS NORTH 02° 21' 08" EAST;

THENCE SOUTHWESTERLY 162.38 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 24° 47' 34" TO THE BEGINNING OF A REVERSE CURVE CONCAVE TO THE NORTHWEST HAVING A RADIUS OF 526.33 FEET TO WHICH A RADIAL BEARS SOUTH 22° 26' 26" EAST;

THENCE EASTERLY 153.99 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 16° 45' 48";

THENCE SOUTH 84° 19' 22" WEST, 232.96 FEET TO THE BEGINNING OF A CURVE CONCAVE TO THE NORTH HAVING A RADIUS OF 637.00 FEET;

THENCE WESTERLY 275.31 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 24° 45' 46" TO THE BEGINNING OF A REVERSE CURVE CONCAVE TO THE SOUTHWEST HAVING A RADIUS OF 565.52 FEET TO WHICH A RADIAL BEARS NORTH 19° 05' 08" EAST;

THENCE NORTHWESTERLY 54.63 FEET ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 05° 32' 05" TO THE TRUE POINT OF BEGINNING.

THE BASIS OF BEARINGS FOR THIS DESCRIPTION IS THE MOST SOUTHERLY LINE OF PARCEL A, AS FILED IN BOOK 120 OF PARCEL MAPS, AT PAGE 10, SAID BEARING IS SHOWN ON SAID MAP AS NORTH 71° 30' 19" WEST.

THIS PARCEL IS ALSO DESCRIBED AS PARCEL D IN THE CERTIFICATE OF COMPLIANCE RECORDED DECEMBER 28, 2006 IN BOOK 20061228, PAGE 1682, OFFICIAL RECORDS.

APN: 002-0010-049

FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

EXHIBIT B
DEVELOPMENT PLAN

THE PROJECT EXHIBITS COMPRISING THE DEVELOPMENT PLAN INCLUDE THE EXHIBITS SHOWING THE GENERAL PLAN LAND USE DESIGNATION, ZONING, AND TENTATIVE MAP, WHICH EXHIBITS ARE ATTACHED AND INCORPORATED HEREIN, AND LABELED AS EXHIBITS B-1 – B-3.

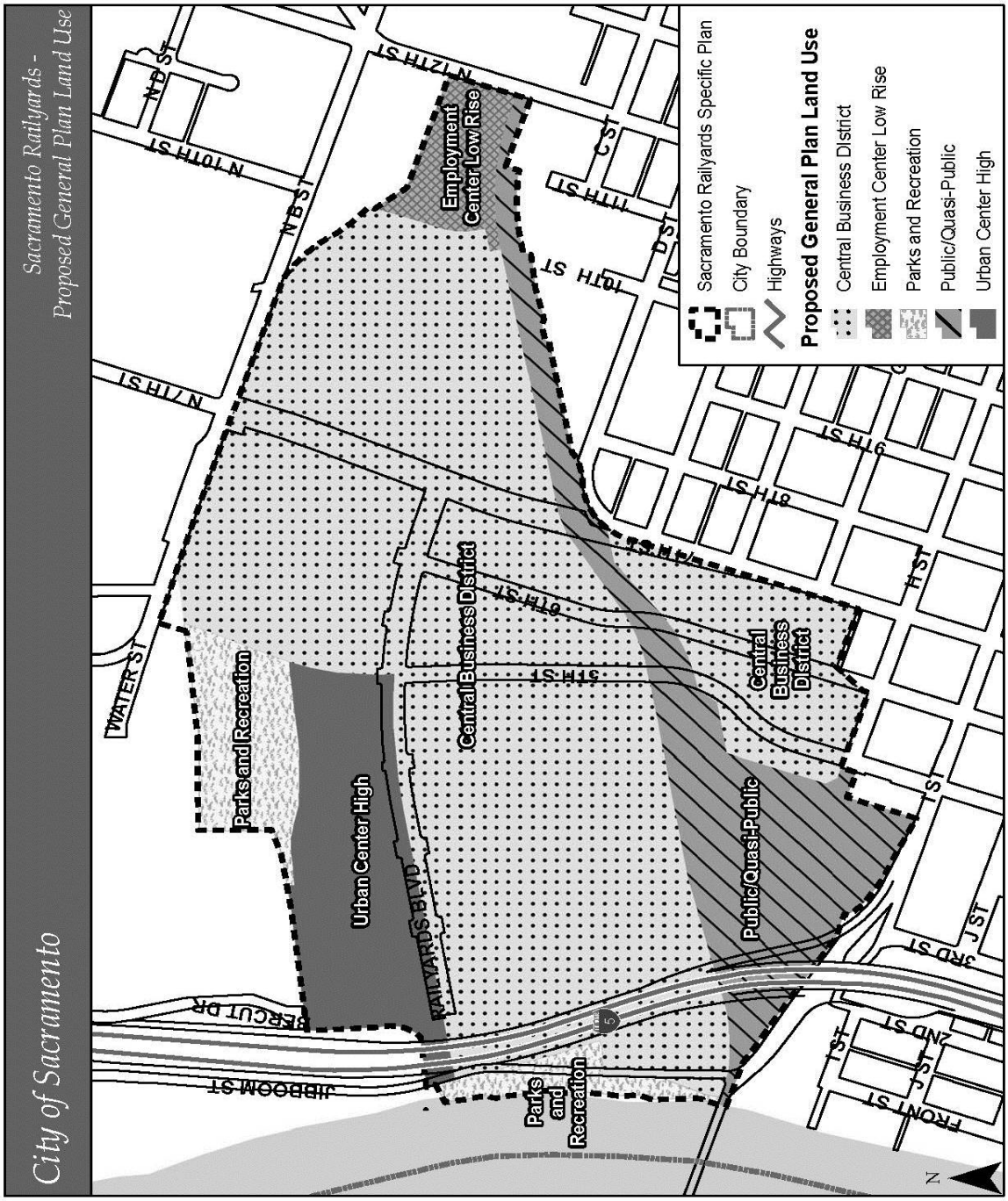
NOTE: SUBSTANTIVE CHANGES TO THE ATTACHED EXHIBITS OR THEIR TERMS AND CONDITIONS REQUIRE AN AMENDMENT TO THIS AGREEMENT TO BECOME VESTED UNDER SECTION 2.4.3 OF THE AGREEMENT.

FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

EXHIBIT B-1
GENERAL PLAN

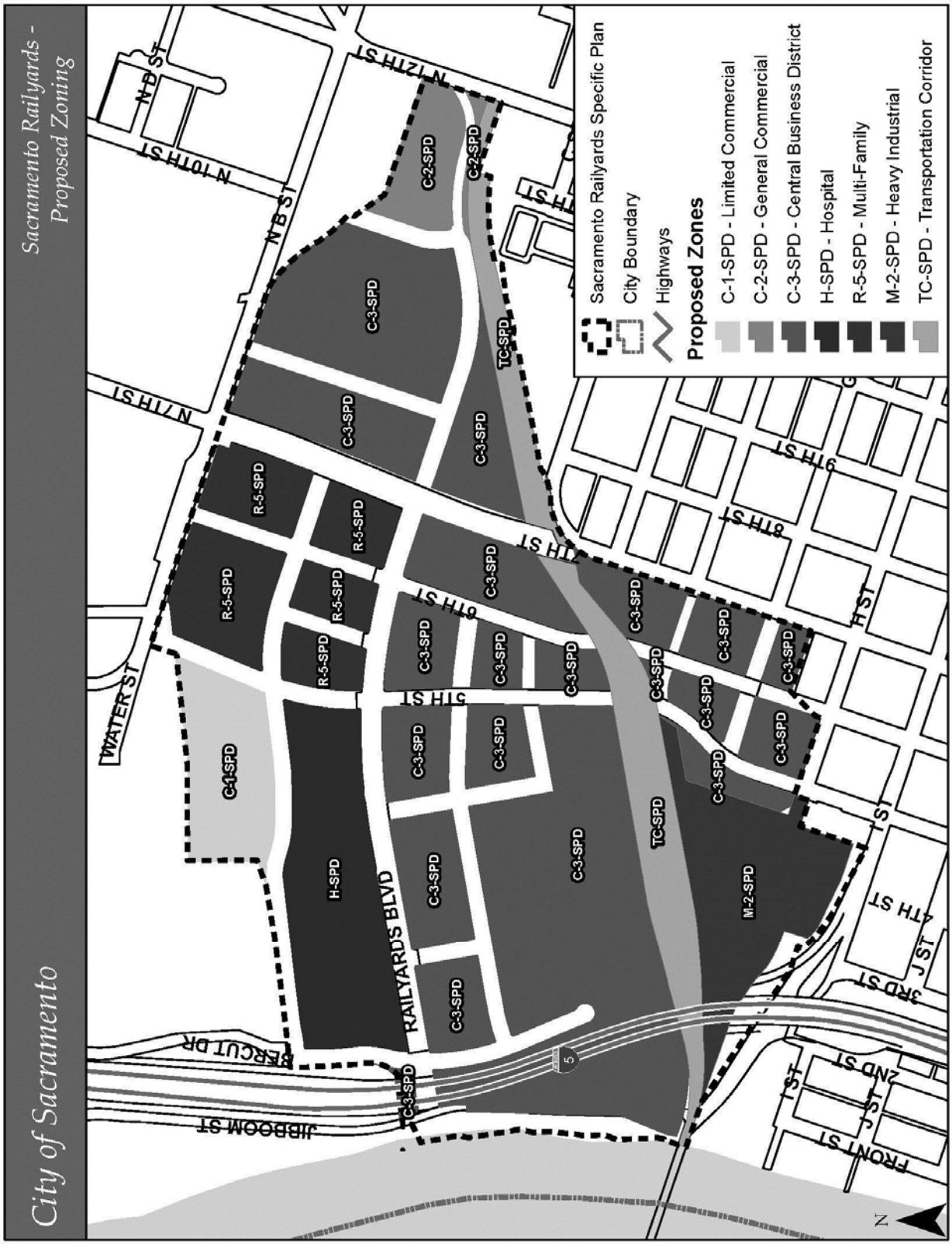


FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

EXHIBIT B-2
ZONING



CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

EXHIBIT B-3
TENTATIVE MAP

SEE ATTACHED

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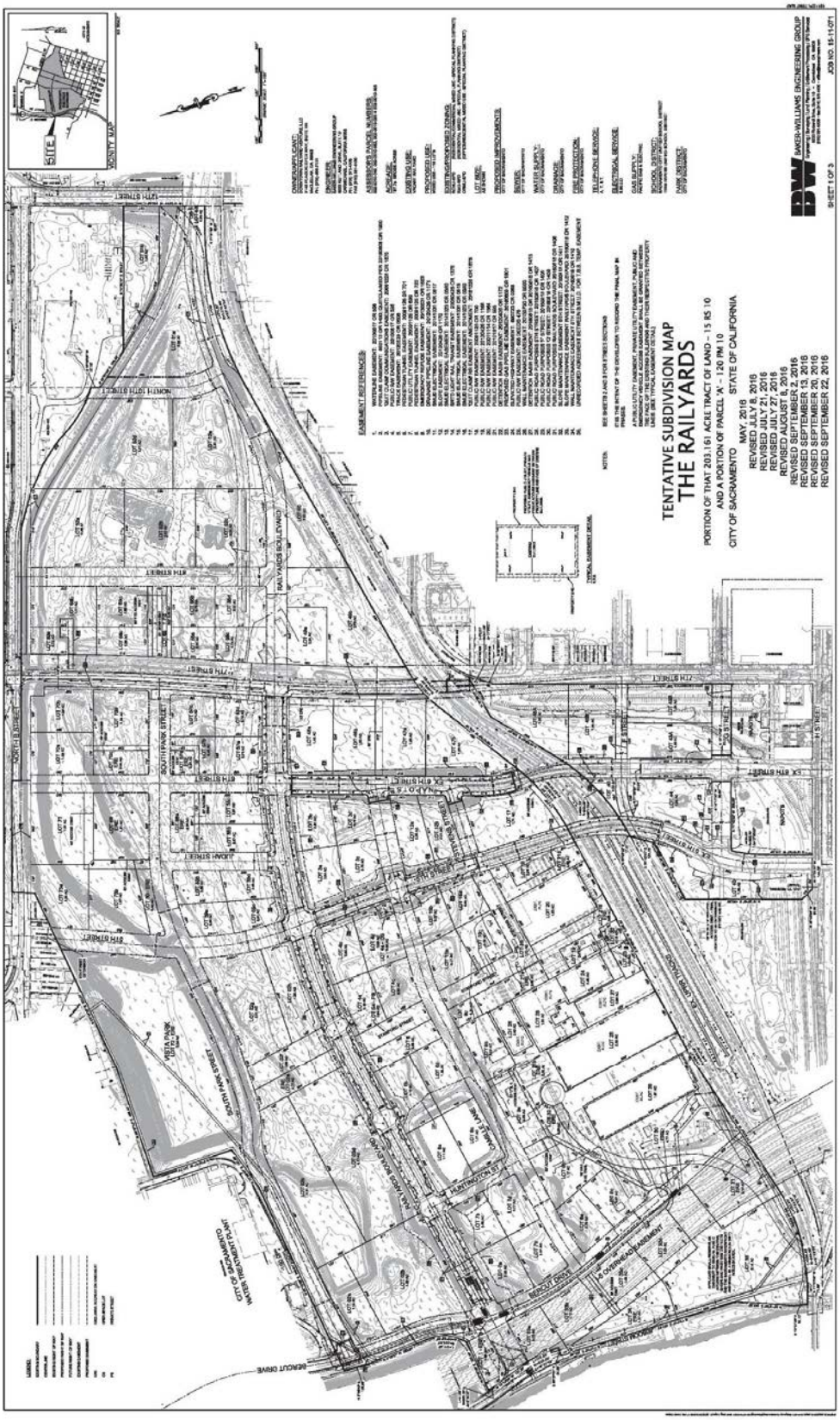
ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____



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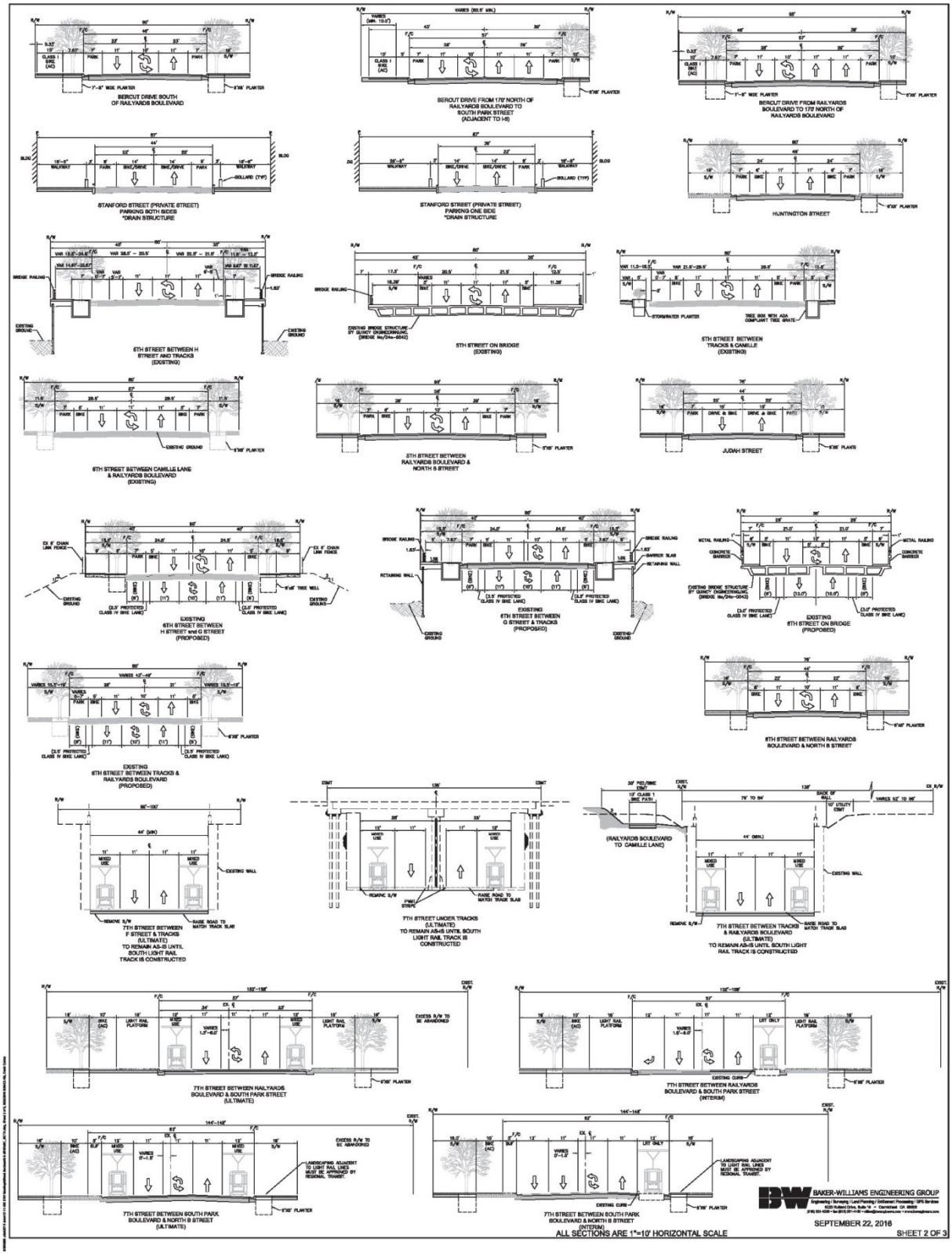
FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____



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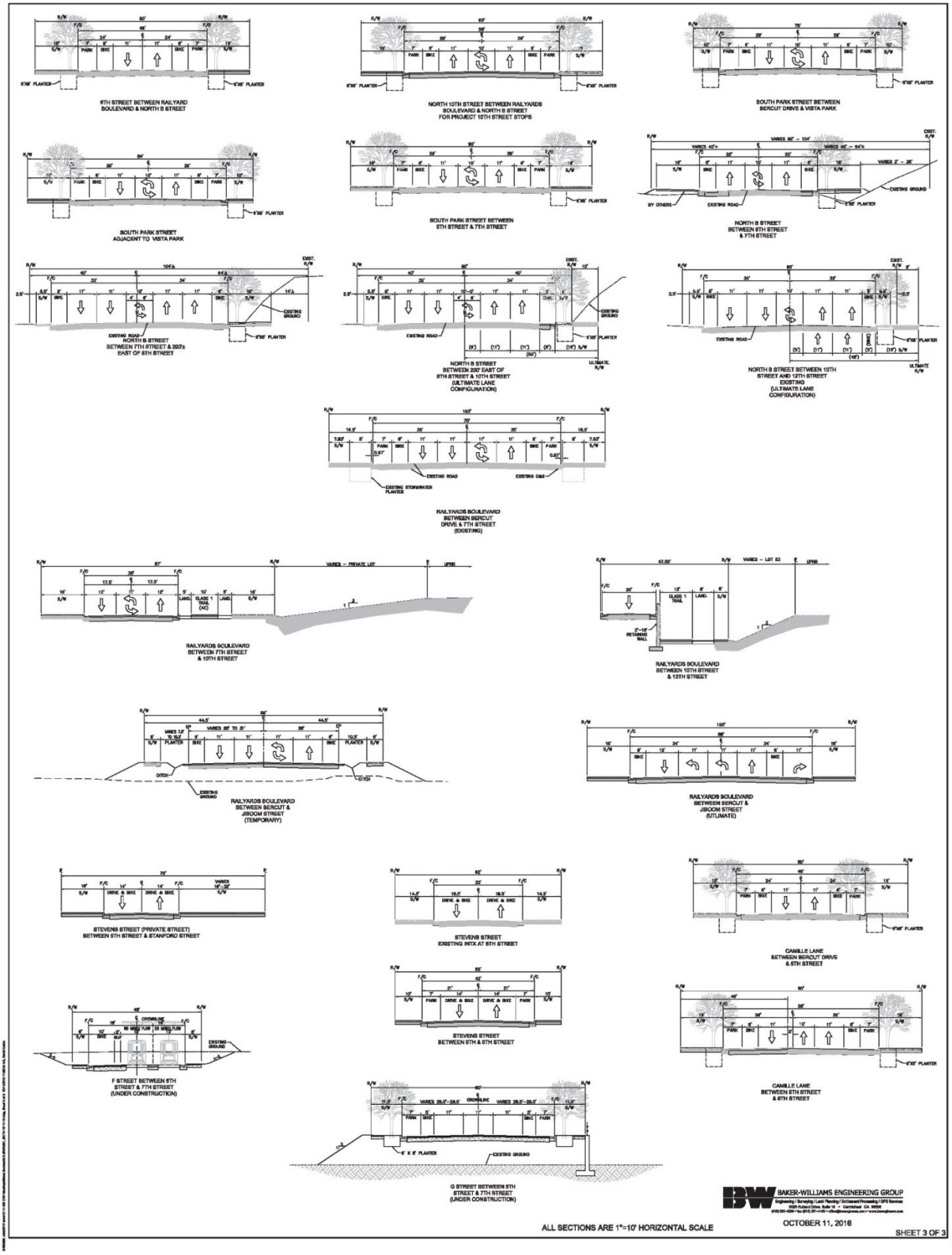
FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____



FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

EXHIBIT C
PROJECT ENTITLEMENTS

THE FOLLOWING PROJECT ENTITLEMENTS, INCLUDING THE ORDINANCES, RESOLUTIONS, PERMITS, AND FINDINGS AND CONDITIONS ATTACHED TO SUCH ENTITLEMENTS, AS OF THE EFFECTIVE DATE OF THIS AGREEMENT, ARE HEREBY INCORPORATED INTO THIS AGREEMENT BY THIS REFERENCE.

NOTE: SUBSTANTIVE CHANGES TO THE FOLLOWING ENTITLEMENTS OR THEIR TERMS AND CONDITIONS REQUIRE AN AMENDMENT TO THIS AGREEMENT TO BECOME VESTED UNDER SECTION 2.4.3 OF THE AGREEMENT. CHANGES (INCLUDING ADDITIONS) TO THE MITIGATION MEASURES AFTER THE EFFECTIVE DATE OF THIS AGREEMENT WILL BE INCORPORATED INTO THIS AGREEMENT WITHOUT THE NEED FOR AN AMENDMENT TO THIS AGREEMENT, UNLESS OTHERWISE SPECIFIED IN THE AGREEMENT.

Commission or City Council	Date of Hearing	Description of Approved Entitlements	Ordinance or Resolution
City Council	11-10-2016	Certification of the Subsequent Environmental Impact Report and adoption of the Mitigation Monitoring Plan	
City Council	11-10-2016	Sacramento Railyards Finance Plan	
City Council	11-10-2016	2035 General Plan Land Use Diagram Amendment	

FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

	Date of Hearing	Description of Approved Entitlements	Ordinance or Resolution
City Council	11-10-2016	Sacramento Railyards Specific Plan	
City Council	11-10-2016	Sacramento Railyards Design Guidelines	
City Council	11-10-2016	2016 City Bicycle Master Plan	
City Council	11-10-2016	Sacramento Railyards Special Planning District	
City Council	11-10-2016	Rezone	
City Council	11-10-2016	Tentative Subdivision Map	
City Council	11-10-2016	Conditional Use Permit for a Sports Complex	
City Council	11-10-2016	Conditional Use Permits for stand-alone surface parking lots	
City Council	11-10-2016	Variance to allow an extension to the hours of construction	

FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO. 2008-0150-1 DATE ADOPTED:_____

		established by the noise ordinance for the construction of the sports complex	
City Council	11-10-2016	Variance to allow noise from the operation of the sports complex and surrounding plaza area to exceed levels allowed by the City of Sacramento noise ordinance	
City Council	11-10-2016	Sacramento Railyards Mixed Income Housing Strategy	
City Council	11-10-2016	Site Plan and Design Review for a Sports Complex	
City Council	11-10-2016	Site Plan and Design Review for stand-alone surface parking lots with deviations to paving, tree shading, and landscaping requirements	
City Council	11-10-2016	Site Plan and Design Review for the Railyards Tentative Map	
City Council	11-10-2016	Site Plan and Design Review for the Stormwater Outfall facility	
City Council	11-10-2016	Listing the Sacramento Railyards Water Tower as a landmark on the Sacramento	

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		Register of Historic & Cultural Resources	
City Council	11-10-2016	Listing the Central Shops Historic District as a historic district on the Sacramento Register of Historic & Cultural Resources	

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EXHIBIT D

PROJECT ENVIRONMENTAL CERTIFICATION

FINAL ENVIRONMENTAL IMPACT REPORT AND MITIGATION MEASURES

RESOLUTION NO. _____ CERTIFYING THE FINAL SUBSEQUENT ENVIRONMENTAL IMPACT REPORT FOR THE PROJECT, ADOPTING FINDINGS OF FACT, MITIGATION MEASURES, AND STATEMENT OF OVERRIDING CONSIDERATION, AND APPROVING THE MITIGATION MONITORING PROGRAM WAS APPROVED BY THE CITY COUNCIL ON NOVEMBER 10, 2016, AND IS INCORPORATED IN THIS AGREEMENT BY THIS REFERENCE.

NOTE: IF THE CITY APPROVES ANY CHANGES TO THE MITIGATION MEASURES AFTER THE EFFECTIVE DATE OF THIS AGREEMENT, THOSE CHANGES WILL BE INCORPORATED INTO THIS AGREEMENT WITHOUT THE NEED FOR AN AMENDMENT TO THIS AGREEMENT, UNLESS OTHERWISE SPECIFIED IN THE AGREEMENT.

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EXHIBIT E

FINANCING PLAN

The Railyards Specific Plan Public Facilities Finance Plan (hereinafter "Plan") dated as of _____ and approved by the City Council on November 10, 2016, by Resolution No. _____ was the basis for establishment of a Public Financing Mechanism and/or Development Fee program to fund Public FACILITIES and/OR Public Services that the LANDOWNER is obligated to comply with as a condition of approval of the Project Entitlements. This Plan is incorporated in this Agreement by this reference as if set forth in full.

NOTE: CHANGES TO THE FINANCING PLAN DO NOT REQUIRE AN AMENDMENT TO THIS AGREEMENT TO BECOME EFFECTIVE, UNLESS OTHERWISE SPECIFIED IN THE AGREEMENT

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 DATE ADOPTED:_____

EXHIBIT F

PROCEDURE FOR ADJUSTING THE PUBLIC FACILITIES FEE AND REVISING THE INVENTORY OF REMAINING INFRASTRUCTURE TO BE FINANCED BY THAT FEE

When amending the River District Financing Plan, the City shall set the amount of the Public Facilities Fee by using the estimated cost of the facilities to be financed, determined in accordance with the following procedure:

1. Definitions.

(a) "Aggregate Costs" means the cost to construct remaining PAF Eligible Facilities.

(b) "CalTrans Index" means the Quarterly California Highway Construction Cost Index (Price Index for Selected Highway Construction Items) published by the California Department of Transportation, Division Of Engineering Services – Office Engineer.

(c) "ENR Index" means the Engineering News Record Construction Cost Index for San Francisco.

(d) "Financing Plan" means the Railyards Financing Plan, as amended.

(e) "Funding Requirement" means the amount of the PAF that must be generated from remaining development so that the City will have adequate funding (A) to construct the PAF Facilities remaining to be completed and (B) to administer the PAF program. It is calculated as follows: *first*, calculate the aggregate cost to complete the remaining PAF Facilities and to pay the administrative component of the PAF as required by the Financing Plan; *second*, from the result, subtract the PAF revenues then available to complete the remaining PAF Facilities; and *third*, add the amount of outstanding PAF credits.

Funding Requirement = (current year's cost estimate) – (revenue on hand) + (outstanding credits)

(f) "PAF" means the Plan Area Fee established by Sacramento City Code for the Railyards Financing Plan.

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(g) " PAF Eligible Facility" means a public improvement or segment of a public improvement that is identified in the first Railyards Financing Plan.

(h) "PAF Funding Obligation" means the maximum funding obligation of the PAF for a given year.

(i) "PAF Share" means the portion of a PAF Eligible Facility's cost that is funded, in whole or part, by the PAF.

2. Annual PAF Adjustment for PAF Eligible Facilities.

(a) Each July 1, the City will adjust the PAF in accordance with the difference between (1) the Funding Requirement for the current year; and (2) the funding that would be available, after deducting revenue on hand and adding outstanding PAF credits, if the then-existing PAF were applied to remaining development.

(b) Example of Annual PAF Adjustment for PAF Eligible Facilities:

As of April 1, 2016	Cost Changes of:		
	3.257%	-6.000%	6.000%
Initial Comparison			
Remaining Costs from April 1, 2015 Estimate	200,000,000	200,000,000	200,000,000
Aggregate Costs and Administration	206,514,000	188,000,000	212,000,000
	3.257%	-6.000%	6.000%
Funding Requirement Calculation			
Aggregate Costs and Administration	206,514,000	188,000,000	212,000,000
Less Cash on Hand April 1, 2016	-30,000,000	-30,000,000	-30,000,000
Plus Credits Outstanding April 1, 2016	25,000,000	25,000,000	25,000,000
2010 Funding Requirement	201,514,000	183,000,000	207,000,000
Existing Fee Calculation			
Revenue From Remaining Development Using 2015 Fees (1)	200,000,000	200,000,000	200,000,000
Less Cash on Hand April 1, 2016	-30,000,000	-30,000,000	-30,000,000
Plus Credits Outstanding April 1, 2016	25,000,000	25,000,000	25,000,000

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Resources Based on 2015 Fees	195,000,000	195,000,000	195,000,000
Fee Change Effective July 1, 2010			
Resources Based on 2015 Fees	195,000,000	195,000,000	195,000,000
2016 Funding Requirement	201,514,000	183,000,000	207,000,000
Aggregate Fee Change $	6,514,000	-12,000,000	12,000,000
Aggregate Fee Change %	3.341%	-6.154%	6.154%

1) Funds available using unadjusted fees to finance aggregate costs and administration (not credits). Calculation requires unadjusted fee revenue from remaining development plus cash less credits.

3. Adjustments to Aggregate Costs: Remaining Freeway Improvements, Roadways, Bridges, Signals, Bikeways and Sewer and Drainage facilities.

(a) *Adjustment by Index.*

(1) Subject to Subsection 3(b) below, for all PAF Eligible Facilities except the police and fire capital expenditures, Community Center and Library, the cost adjustment to remaining PAF Eligible Facilities is the greater of the following (but in no event less than zero percent in net aggregate):

(A) the ENR Index; or

(B) the CalTrans Index 3-year moving average.

(2) Index measurement.

(A) ENR Index: Year-over-year change as of each March.

(B) CalTrans Index: 12-quarter average through quarter 1 of the current year over 12-quarter average through quarter 1 of the prior year.

(3) Precision. All calculations will be carried out to three decimal places.

(b) *Adjustment by Benchmarking.*

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(1) Before April 1 of each calendar year, a third-party professional engineering consultant who is under contract to the City will estimate the cost to construct all PAF Eligible Facilities subject to this subsection 3(b). The cost estimate will anticipate cost changes to the July 1 of the calendar year in which the estimate is made and will include a minimum 15% construction contingency. The cost estimate plus an additional contingency (not to exceed an amount equal to 15% of the cost estimate) is the "Draft Benchmark Estimate" of Aggregate Costs for the year.

(2) Downtown Railyard Ventures, LLC. shall have the right, assignable only with the written consent of the City at the City's sole discretion, to hire an independent third-party engineer to validate the cost estimates reflected in the "Draft Benchmark Estimate". The City and Landowner agree to work in good faith to resolve differences, if any, in the engineer's estimates. The agreed upon cost estimate shall be the "Benchmark Estimate".

(3) If the percentage change between the Aggregate Costs for the then-current year and the Aggregate Costs for the same set of PAF Eligible Facilities for the immediately preceding year differ by an amount equal to, or more than, plus or minus 5% in aggregate from the percentage change determined by index in accordance with Subsection 3(a) above, then the City will use the then-current year's Benchmark Estimate of Aggregate Costs to determine the Funding Requirement.

(c) Comprehensive Review and Nexus Study. The City will perform a comprehensive review and nexus study for the PAF at least every three years unless the City determines that prevailing market conditions do not justify doing so (e.g., if development is lacking or the remaining development is limited).

(d) Sample cost adjustments for freeway improvements, roadways, bridges, signals, bikeways and sewer and drainage facilities:

Sample #1	*Sample #2*
Benchmarking *increase* of 4%	Benchmarking *increase* of 4%
ENR Index *increase* of 2%	ENR Index *increase* of 1%
CalTrans Index *increase* of 3.1%	CalTrans Index *decrease* of 1%
Change in Aggregate Costs: plus 3.1%	Change in Aggregate Costs: plus 1%

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Sample #3

Benchmarking *decrease* of 4%
ENR Index *decrease* of 0.5%
CalTrans Index *decrease* of 1%
Change in Aggregate Costs: minus 1%

Sample #4

Benchmarking *decrease* of 5%
ENR *increase* of 0.5%
Cal Trans Index *decrease* of 1%
Change in Aggregate Costs: minus 5%

Sample #5

Benchmarking *increase* of 6%
ENR Index *increase* of 3.5%
CalTrans Index *decrease* of 1%
Change in Aggregate Costs: plus 6%

4. Adjustments to Aggregate Costs: Police and Fire Capital Costs, Community Center and Library.

For the police and fire capital costs, Community Center and Library, the portion of the cost for each that is funded by the PAF will not exceed that established in the first Railyards Financing Plan, except as follows: the City will adjust the remaining cost of police and fire capital expenditures, Community Center, and Library by using the change in the CPI All Urban San Francisco Index from March to March, effective each July 1.

5. PAF Funding Obligation; Change in list of Facilities being funded with PAF.

(a) The Financing Plan shows not just the estimated cost of each PAF Eligible Facility but also the PAF Share for the PAF Eligible Facility. Each year, after adjusting costs in accordance with sections 1 through 4 above, the City shall determine the aggregate PAF share for all PAF Eligible Facilities, and that aggregate amount will be the PAF Funding Obligation for that year.

(b) Each year, the City may revise the PAF Share for each PAF Eligible Facility and shall give Landowner 30-days' prior written notice of any revision that will result in a Removed PAF Facility (defined below), as follows:

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(1) If a PAF Eligible Facility is removed from the Railyards Financing Plan because it will no longer be funded by the PAF (a "Removed PAF Facility"), then the City may allocate the Removed PAF Facility's PAF Share (determined in accordance with subsection 3(b)(1) above) to another PAF Eligible Facility on the list. Public improvements not identified in the Railyards Financing Plan may not be funded with the PAF.

(2) The City may not require, as a condition for approving the Landowner's request for land-use entitlements on all or part of the Property, that the Landowner or any other signatory to a Railyards Development Agreement construct all or part of a Removed PAF Facility. This limitation does not apply if the Landowner requests and receives a change in the then-existing zoning on all or part of the Property and the City determines that the change creates a need for construction of a Removed PAF Facility.

(3) If the City has previously required the Landowner to build a PAF Eligible Facility as a condition of approval for a land-use entitlement granted to the Landowner, then the City may not subsequently remove the PAF Eligible Facility from the list of remaining PAF Eligible Facilities and thereby deny the Landowner the opportunity to obtain reimbursement from the PAF program.

6. Scope of PAF Eligible Facilities.

The scope of each PAF Eligible Facility is as described in the Financing Plan, as amended, and may not be revised except as required to comply with federal or state law. With respect to public roadways and streets, the scope is to be based on the City's street-design standards for lands within the Railyards area.

7. Adequate Funding for PAF Eligible Facilities.

The City may not cite, as a reason for increasing the amount of the PAF Funding Obligation, the loss of potential funding from sources identified in the first Railyards Financing Plan as Non-PAF Funding Sources, such as federal funding, state funding, regional funding, grants, gifts,

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contributions, fees, reimbursements, the City's general fund, the City's Major Street Construction Tax, or private funds.

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EXHIBIT G

SACRAMENTO RAILYARDS
CITY OF SACRAMENTO
Funding Agreement Business Terms

CITY agrees that the Backbone Infrastructure needs exceed what the private development economics can fully bear. A public-private partnership is necessary to initiate the initial phase of the Project and likely future phases. The following Funding Agreement Business Terms are specifically intended to guide the preparation of the Funding Agreement that is to be subsequently drafted and approved by the Parties.

TAX INCREMENT FUNDING

City commits to model, evaluate, and consider the "Tax increment request" detailed on Exhibit G-1, a letter dated July 15, 2016, from DRV to the City and incorporated herein. City further commits to model the request to include the tax increment effects for the County of Sacramento.

THIRD STREET SEWER

CITY commits to evaluate a percentage of the Combined Sewer Development Fees collected within the River District Specific Plan Area and the area of the Central Business District that is served by the 3rd Street Sewer Main.

City commits to providing Combined Sewer Development Fee credits for funds advanced by the developer for the construction of the 3rd Street Sewer Main.

I-5 MITIGATION PROGRAM

CITY commits to evaluate the programmatic redirection of the I-5 Sub-regional fee to include funding for the 7th Street/Railyards Blvd. light rail station, the 10th Street Extension from Railyards Blvd. to North B Street, and the connection of Railyards Blvd. to Highway 160.

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OTHER SOURCES

CITY commits to continue to evaluate options for a public private partnership investment in Backbone Infrastructure and Public Facilities. The Funding Agreement may consider use of certain City funding sources such as Major Street Construction Tax, parking or lease-revenue financing, the Growth and Innovation Fund, formation of an Enhanced Infrastructure Financing District (EIFD) or other discretionary revenues that may assist with short and longer term cash flow and funding needs.

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DRV
DOWNTOWN RAILYARD VENTURE, LLC

July 15, 2016

Mark Griffin
City of Sacramento
915 I Street, 3rd Floor
Sacramento, CA 95814

RE: Tax increment request

Dear Mark,

Recently, the California Department of Finance (DOF) determined that the Sacramento Railyards Initial Phase Project Owner Participation Agreement tax increment obligation (OPA) is an enforceable obligation. Based on this finding, Downtown Railyard Venture (DRV) is able to seek reimbursement for a number of projects within the Railyards for costs incurred. The OPA was in an original amount of $50 million. It carries an escalation rate of 6% annually, which brings the current value of that OPA to approximately $80 million.

Based on planned projects, tax increment generated in the Railyards is expected to grow very rapidly in the next few years. However generation of that revenue is predicated upon installation of infrastructure that ultimately will exceed $100 million. In order to make the development of the Railyards a reality we are requesting assistance from the City regarding the timing of tax increment revenue to help fund this infrastructure burden.

As discussed in earlier meetings with City staff, a potential mechanism available is to enter into a termination agreement for the existing OPA. While this will significantly decrease the amount of tax increment revenue (TIF) available to the Railyards, it should enable proceeds to be accelerated. This will significantly assist in development of the required upfront infrastructure to service the Railyards and provide a crucial source of funding that will enable the project to move forward.

In consideration for termination of the OPA, DRV is requesting the following:

- Payment of surplus TIF proceeds consolidated from City redevelopment districts, after bond payments, until total proceeds of $40 million are received. We request that these proceeds are prioritized above other discretionary disbursements until fully disbursed.
- Establishment of an Enhanced Infrastructure Finance District (EIFD) that will draw on future Railyards specific TIF in excess of current redevelopment obligations and Termination Agreement obligations. Proceeds from the EIFD will be used as a supplemental revenue source to mitigate a special tax levied pursuant to a Mello-Roos Community Facilities District (CFD). The use of this mechanism will allow the Railyards to maintain relatively competitive with other downtown properties which do not have CFD obligations. The sizing of the EIFD is to be derived

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DRV

DOWNTOWN RAILYARD VENTURE, LLC

with City staff based on a portion of the City's share of property tax proceeds generated at the Railyards.

- City to assist with financing / bonding the resultant revenue stream. This structure creates a revenue source that, while subordinate to existing TIF obligations, is reliable enough to finance via a bond or private offering. The TIF revenue pledged via the termination agreement should be bondable in the near term. The EIFD proceeds would allow for a Mello Roos financing after the first phase of infrastructure is in place and improvements have been initiated.

Note that over the next five years taxable value will be created by the Central Shops development, the future MLS stadium, significant multi-family residential development and any taxable medical facilities related to the Kaiser project. This proposed structure creatively leverages those future taxable values to accelerate funds and enhance bond proceeds to provide the required infrastructure for the Railyards.

Of course this proposal is subject to review of existing TIF availability and confirmation of the feasibility of this structure with respect to DOF requirements. The use of a termination agreement seems to be feasible, but ultimately DOF has to approve the transaction.

We would like to have EPS work on modeling the resultant proceeds based on the absorption projections and fiscal analysis work they have already done. We look forward to discussing this with the City.

Thanks,

Frank Myers
Senior Vice President, Finance

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EXHIBIT H

PROTEST WAIVER

LANDOWNER understands and agrees that financing and maintenance of the Public Facilities, including Backbone Infrastructure, and other programs required under the Specific Plan and Tentative Map will be accomplished through a variety of Public Financing Mechanisms, including, without limitation, a combination of special assessment districts, tax districts (such as Mello-Roos Community Facilities Districts), and Development Fees, all of which mechanisms are designed to spread the cost of the Public Facilities in accordance with benefit to the properties included in such Public Financing Mechanisms and other fee programs and methodologies. LANDOWNER further understands and agrees that an important component of this Agreement is LANDOWNER's advance consent to the formation of, or implementation of, any such Public Financing Mechanisms, and LANDOWNER's agreement not to protest or contest such formation, implementation or fee imposition.

Accordingly, LANDOWNER agrees for itself, its constituents, successors and assigns that it fully, finally and forever waives and relinquishes any right it may have to protest or contest the formation or implementation of any Public Financing Mechanism to fund and maintain Public Facilities, together with any rights it may have to contest the imposition of any Development Fee established or imposed pursuant to the Financing Plan. Nothing in this Agreement, however, shall prevent LANDOWNER from presenting CITY any information or opinions regarding any Public Financing Mechanism and Development Fee CITY may from time to time consider establishing or imposing, which information or opinions relate to the dollar amount of any fees, assessments, taxes or other charges imposed by CITY pursuant to the Financing Plan, or which information or opinions relate to the question of consistency of the Public Financing Mechanism or Development Fee with the Financing Plan.

If a Public Financing Mechanism and/or Development Fee is proposed for adoption by CITY, which mechanism or fee (i) directly and significantly conflicts with the language and the intent of the Financing Plan, as it may be amended from time to time, and/or (ii) directly and significantly conflicts with the Nexus Study adopted by the City Council in connection with

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establishment of Development Fee for the Financing Plan area; LANDOWNER shall have the right to protest only the actual amount of the directly and significantly conflicting proposed fee, charge, special tax, or assessment proposed to be levied, charged, assessed or taxed against the Property by virtue of the proposed Public Financing Mechanism or Development Fee. However, LANDOWNER's right to protest, together with any right to object, shall be waived unless LANDOWNER's protest of objection is made at or before the time of the public hearing wherein the proposed Public Financing Mechanism or Development Fee, together with the fee, charge, special tax or assessment, is established by the City Council.

LANDOWNER's right to judicial challenge of any such Public Financing Mechanism or Development Fee, and the fees, charges, assessments or special taxes imposed or to be imposed in connection therewith, shall be limited to review of the decision of the City Council establishing the said mechanism and the said fees, charges, assessments or special taxes. LANDOWNER shall not have the right, in connection with any land use entitlement proceeding with respect to the Property, to judicially challenge the Public Financing Mechanism or Development Fee, or the fees, charges, assessments or special taxes as applied to the Property or the Project for Public Facilities, and waives any statutory or common law right to withhold payment or to pay such fees, charges, assessment or special taxes under protest. For purposes of this Agreement, "fees, charges, assessments or special taxes" shall include any monetary exaction or payment required to be paid by LANDOWNER by virtue of or relating to Development of the Property.

Without limiting the generality of the foregoing, LANDOWNER for itself, its constituents, successors and assignees specifically, as to the Property, agrees to the following which are adopted by the City Council pursuant to the Financing Plan:

(1) Waives, and hereby grants advance consent to the formation and implementation of any and all special assessment districts, tax districts (such as Mello-Roos Community Facilities Districts), fee districts or other Public Financing Mechanisms of a similar nature recommended or established by CITY for the purpose of financing and maintaining Public Facilities.

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Without limiting the generality of the foregoing, LANDOWNER specifically waives: (i) the provisions of the Special Assessment Investigation, Limitation and Majority Protest Act of 1931 (Division 4 of the Streets and Highways Code, beginning at Section 2800), together with associated provisions of the California Constitution; (ii) the provisions of any other statute designed to provide a protest or contest procedure in connection with formation and implementation of a district or similar financing mechanism; and (iii) the provisions of any procedure embodied in the Sacramento City Code designed to provide a protest or contest procedure in connection with formation and implementation of a district or similar financing mechanism.

(2) Waives, and hereby grants advance consent to the formation and implementation of any and all Development Fees and special fees, exactions, development fees, assessments, taxes or other charges established by CITY for the purpose of financing and maintenance of Public Facilities. Without limiting the generality of the foregoing, LANDOWNER specifically waives: (i) to the extent applicable, those statutory and constitutional provisions specified in paragraph (1) above; and (ii) the provisions of Government Code Sections 66000, et seq., or any other provision of law providing a procedure for contest or protest of establishment or imposition of Development Fees and special fees, exactions, development fees, assessments, taxes or other charges of a similar nature.

(3) Agrees to: (i) affirmatively petition CITY, where applicable, for the formation of all special districts and other Public Financing Mechanisms that have been or will be in the future selected or recommended by CITY in order to implement the Financing Plan; (ii) execute an irrevocable proxy or proxies when necessary (such as in the formation of, or imposition of taxes relative to, a Mello-Roos Community Facilities District) authorizing a representative designated by CITY, who will vote in favor of establishing the specific Public Financing Mechanism in question; and (iii) execute immediately upon presentation any document which is required or convenient for the formation of the district or facilitation of the particular Public Financing Mechanism.

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LANDOWNER agrees and specifically represents to CITY that it is fully aware of all of its legal rights relative to the waivers, advance consents and other agreements set forth herein, having been fully advised by its own independent attorneys. Having such knowledge and understanding of its rights, LANDOWNER has nevertheless voluntarily entered into the Agreement, of which this Exhibit is a material part. LANDOWNER is aware that CITY is relying on the representations contained in this Exhibit in entering into the Agreement.

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EXHIBIT I

MIXED INCOME HOUSING STRATEGY

THE MIXED INCOME HOUSING STRATEGY FOR THE PROJECT APPROVED BY THE CITY COUNCIL ON NOVEMBER 10, 2016, BY RESOLUTION NO. _____ IS ATTACHED AS EXHIBIT I-1 AND INCORPORATED IN THIS AGREEMENT BY THIS REFERENCE.

NOTE: ANY CHANGES TO THE TERMS AND CONDITIONS OF THE MIXED INCOME HOUSING STRATEGY REQUIRE AN AMENDMENT TO THIS AGREEMENT TO BECOME EFFECTIVE, UNLESS OTHERWISE SPECIFIED IN THE AGREEMENT.

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EXHIBIT I-1

MIXED INCOME HOUSING STRATEGY
Downtown Railyards Venture, LLC

INTRODUCTION

Downtown Railyard Venture, LLC ("Developer"), is the owner of certain real property in the City of Sacramento known as the Sacramento Railyards ("Railyards"), an approximately 220-acre site immediately north of downtown Sacramento. Railyards is generally bounded by the Sacramento River to the west, North B Street to the north, the Alkali Flat neighborhood to the east, and the existing downtown area to the south (I Street).

The Developer proposes to develop a mixed-use, master planned community consisting of commercial and residential land uses. The project concept plan and land use breakdown contained in the ____(TBD)_____ Specific Plan for Railyards totals 6,000 to 10,000 residential units; 3.271 to 4.371 million square feet of non-residential uses; 771,405 square feet of flexible mixed-use space; 485,390 square feet of historic and cultural space; a 1.228 million square foot medical campus; 1,100-room hotel; and ___ (TBD)___ acres of open space. (These totals to do not include TC and M-2 land areas.) Railyards represents a true mixed-use community on the basis of significant employment-generating land uses integrated with housing.

The vision for the Railyards project is an inclusive, sustainable and vibrant community. Key design principles are intended to provide for a walkable and bike-friendly urban core in close proximity to services, amenities and employment, capitalizing on the project's transit proximity and physical proximity to downtown. These design principles improve overall affordability by reducing costs of transit and lowering energy costs. Estimated residential densities, ranging from a projected low of 60 units to a permitted maximum zoning density of 450 units per acre, will assist in generating a diverse housing stock, ranging from affordable units to executive housing with a significant pool of workforce housing. Affordability will be improved by the estimated rental housing balance (estimated at between 70%-85% of total units built) and cost savings from the design elements inherent in the Railyards Specific Plan.

Railyards is subject to the requirements of the Mixed Income Housing Ordinance, City of Sacramento City Code Chapter 17.712, adopted September 1, 2015. The Mixed Income Housing Ordinance requires that proposed residential projects in excess of 100 gross acres obtain City Council approval of a "mixed income housing strategy" that demonstrates how the project provides housing for a variety of incomes and household types consistent with Housing Element policy.

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This Mixed Income Housing Strategy for Railyards acknowledges the benefits of diversity as well as project attributes that will contribute to provision of a variety of housing.

Integrating a variety of housing will benefit the sustainability and success of Railyards over its multi-year build-out, as well as the greater community. Specifically:

- Diversity of housing (with respect to product and price point) increases absorption in large planned developments such as Railyards by attracting multiple resident segments.
- Diversity of housing provides the flexibility to respond to fluctuating market conditions.
- Diversity of housing, including that targeted to residents with incomes at or below 60% AMI, expands the financing options beyond conventional financing (LIHTC, bonds, HOME, CDBG etc.).
- Diversity accommodates the housing needs of different generations and households: empty nesters, singles, professional couples, families and executives.
- Providing housing for a mix of incomes will allow families to stay in their community, even as children grow up and form their own households and as parents age and want to downsize.
- Varying mix and rent levels will support residents who may eventually graduate into larger units (i.e., laddering demand).
- Diversity of housing expands the tax base, supports local commerce, and encourages community safety and engagement.

Both by virtue of location and its truly mixed-use development plan, Railyards comprises many elements that have proven critical to successful mixed income housing elsewhere in the state and country. Railyards has been designed to capitalize on its "location efficient" and mixed-use advantages:

- Infill urban location (a key factor in attracting Millennials, Gen X, move-downs and other market segments that represent its core market).
- transit proximity (bus, light rail, Amtrak), which drives down commute costs, raising disposable income and residential buying power.

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- walkability (external and internal). Railyards is proximate to Downtown employment and shopping, entertainment and cultural attractions, and will have internal walkability and connectivity with future employers and attractions within Railyards itself (notably Kaiser Hospital, County Courthouse, Innovation Center businesses, Historic District, MLS Stadium).

- on-site amenities, notably extensive shared common spaces (Great Lawn, Urban Lounge shade plaza/outdoor dining, community gardens, playground, and stadium promenade), Historic District, future Major League Soccer stadium, and shopping (which is expected to include a grocery store).

- worker-job nexus, which benefits employers as well as employees. Housing proximity reduces the need for employers to raise wage levels to offset commuting, and can reduce the costs of recruitment and training.

I. Mixed Income Housing Strategy Overview

The strategy to provide an appropriate mixed income housing ratio for Railyards is multi-pronged by necessity. "Central City" development costs and relative price point for ownership and rental prototypes are the highest among the eight residential "prototypes" developed by Keyser Marston's nexus analysis, which underlies the Mixed Income Housing Ordinance.

This will require that all available tactics be utilized to meet the objectives laid out in the City Housing Element.

Railyards' Mixed Income Housing Strategy is premised on a multi-faceted approach that is broken down into the following five components:

1. Provision of affordable units (40% to 60% AMI): Affordable housing refers to housing affordable to households with 40% - 60% of median income applicable to Sacramento County, adjusted for household size as published and annually updated by the United States Department of Housing and Urban Development pursuant to Section 8 of the United States Housing Act of 1937. Affordable housing is provided in support of several City of Sacramento Housing Element Goals and Policies:

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- Goal H-1.2: Housing Diversity. Provide a variety of quality housing types to encourage neighborhood stability. This goal is specifically advanced via adherence to the following policies:
    - Policy H-1.2.1: Variety of Housing. The City shall encourage the development and revitalization of neighborhoods that include a variety of housing tenure, size and types, such as second units, carriage homes, lofts, live-work spaces, cottages, and manufactured / modular housing.
    - Policy H-1.2.2: Compatibility with Single Family Neighborhoods. The City shall encourage a variety of housing types and sizes to diversify, yet maintain compatibility with, single family neighborhoods.
    - Policy H-1.2.4: Mix of Uses. The City shall actively support and encourage mixed use retail, employment, and residential development around existing and future transit stations, centers and corridors.
- Goal H-1.3: Balanced Communities. Promote racial, economic, and demographic integration in new and existing neighborhoods. This goal is specifically advanced via adherence to the following policies:
    - Policy H-1.3.1: Social Equity. The City shall encourage economic and racial integration, fair housing opportunity and the elimination of discrimination.
    - Policy H-1.3.2: Economic Integration. The City shall consider the economic integration of neighborhoods when financing new multifamily affordable housing projects.
    - Policy H-1.3.4: A Range of Housing Opportunities. The City shall encourage a range of housing opportunities for all segments of the community.
    - Policy H-1.3.5: Housing Type Distribution. The City shall promote an equitable distribution of housing types for all income groups throughout the city and promote mixed income neighborhoods rather than creating concentrations of below market rate housing in certain areas.
- Goal H-2.2: Development. Assist in creating housing to meet current and future needs. The project shall utilize financial tools made available by the city pursuant to the following policies:

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- Policy H-2.2.2: Financial Tools to diversity Residential Infill Development. To the extent resources are available, the City shall use financial tools to diversity market developments with affordable units, especially in infill areas.
- Policy H-2.2.3: Offsetting Development Costs for Affordable Housing. The city shall defer fees to Certificate of Occupancy to help offset development costs for affordable housing and will offer other financial incentives including, but not limited to, water development fee waivers and sewer credits.
- Policy H-2.2.4: Funding for Affordable Housing. The City shall pursue and maximize the use of all appropriate state, federal, local and private funding for the development, preservation, and rehabilitation of housing affordable for extremely low, very low, low, and moderate income households, while maintaining economic competitiveness in the region.
- Policy H-2.2.5: Review and Reduce Fees for Affordable Housing. The City shall work with affordable housing developers as well as other agencies and districts to review and reduce applicable processing and development impact fees for very low and low income housing units.

2. Workforce Housing facilitated by the Railyards Specific Plan design elements such as access to transit and a walkable environment in proximity to employment. The development of moderate income housing is supportive of the following City of Sacramento Housing Element Goals and Policies:
    - Goal H-1.2: Housing Diversity. Provide a variety of quality housing types to encourage neighborhood stability. This goal is specifically advanced via adherence to the following policies:
        - Policy H-1.2.1: Variety of Housing. The City shall encourage the development and revitalization of neighborhoods that include a variety of housing tenure, size and types, such as second units, carriage homes, lofts, live-work spaces, cottages, and manufactured / modular housing.
        - Policy H-1.2.2: Compatibility with Single Family Neighborhoods. The City shall encourage a variety of housing types and sizes to diversity, yet maintain compatibility with, single family neighborhoods.

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- Policy H-1.2.4: Mix of Uses. The City shall actively support and encourage mixed use retail, employment, and residential development around existing and future transit stations, centers and corridors.

- Goal H-1.3: Balanced Communities. Promote racial, economic, and demographic integration in new and existing neighborhoods. This goal is specifically advanced via adherence to the following policies:

  - Policy H-1.3.1: Social Equity. The City shall encourage economic and racial integration, fair housing opportunity, and the elimination of discrimination.

  - Policy H-1.3.2: Economic Integration. The City shall consider the economic integration of neighborhoods when financing new multifamily affordable housing projects.

  - Policy H-1.3.4: A Range of Housing Opportunities. The City shall encourage a range of housing opportunities for all segments of the community.

  - Policy H-1.3.5: Housing Type Distribution. The City shall promote an equitable distribution of housing types for all income groups throughout the city and promote mixed income neighborhoods rather than creating concentrations of below market rate housing in certain areas.

3. Product type variation by tenure (ownership as well as rental housing). This strategy is supportive of the following City of Sacramento Housing Element Goals and Policies:

   - Goal H-1.2: Housing Diversity. Provide a variety of quality housing types to encourage neighborhood stability. This goal is specifically advanced via adherence to the following policies:

     - Policy H-1.2.1: Variety of Housing. The City shall encourage the development and revitalization of neighborhoods that include a variety of housing tenure, size and types, such as second units, carriage homes, lofts, live-work spaces, cottages, and manufactured / modular housing.

     - Policy H-1.2.2: Compatibility with Single Family Neighborhoods. The City shall encourage a variety of housing types and sizes to diversity, yet maintain compatibility with, single family neighborhoods.

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- Policy H-1.2.4: Mix of Uses. The City shall actively support and encourage mixed use retail, employment, and residential development around existing and future transit stations, centers and corridors.

- Goal H-1.3: Balanced Communities. Promote racial, economic, and demographic integration in new and existing neighborhoods. This goal is specifically advanced via adherence to the following policies:

  - Policy H-1.3.4: A Range of Housing Opportunities. The City shall encourage a range of housing opportunities for all segments of the community.

  - Policy H-1.3.5: Housing Type Distribution. The City shall promote an equitable distribution of housing types for all income groups throughout the city and promote mixed income neighborhoods rather than creating concentrations of below market rate housing in certain areas.

- Goal H-6: Homeownership. Provide ownership opportunities and preserve housing for Sacramento's modest income workers. This goal is specifically advanced via adherence to the following policies:

  - Policy H-6.1: Promoting Homeownership in Distressed Areas. The City shall promote homeownership opportunities in areas with a significantly high proportion of rental housing, and areas distressed by foreclosures.

  - Policy H-6.3: Affordable Housing types. The City shall promote modest income homeownership opportunities through alternative construction methods and ownership models, employer assisted housing and amendments to the Mixed Income Housing Ordinance.

4. Product innovations, as supported by the nature of this mixed-use, transit-oriented development [TOD] to provide sustainable and cost efficient development. A discussion of creative methods to help achieve affordability are outlined in the Product Innovations Section below. Product innovation is supportive of the following City of Sacramento Housing Element Goals and Policies:

   - Goal H-1.1: Sustainable Communities. Develop and rehabilitate housing and neighborhoods to be environmentally sustainable. This goal is advanced via adherence to the following policy:

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- Policy H-1.1.1: Sustainable Housing Practices. The City shall promote sustainable housing practices that incorporate a "whole system" approach to siting, designing and constructing housing that is integrated into the building site, consume less energy, water and other resources, and are healthier, safer, more comfortable, and durable.

5. Projected Buildout. Provides a description of the types of housing expected to be incorporated in the project along with the projected resultant build out. The 6,000 to 10,000 residential units in Railyards will be located in two land use zones (C3-SPD and R5-SPD), dispersed throughout the master plan, as shown in the following map. These flexible, versatile land use designations will accommodate a range of residential product varied by internal location, with the potential for integrated retail. Until final mapping is complete exact locations of specific housing projects cannot be identified but potential locations for affordable projects are depicted on the map below. The identified locations, with "blue spots" showing forecasted Developer-developed mixed income/affordable units projects, and "purple spots" showing potential Dedicate Parcel(s) (see section II below) for third party builder construction, are estimated based upon anticipated growth patterns within the Railyards facilitated through the zoning. These project locations are subject to change, based on infrastructure requirements, land use approvals, development costs, development of mixed income housing projects rather than dedicated affordable projects, and other unforeseen factors. Production of new housing is a key theme and priority of the City Housing Element and the Railyards plan aligns with several of the goals in that plan, as outlined above. The Railyards housing strategy addresses components of each of these goals and will contribute significantly to the success of the Sacramento City Housing Element.

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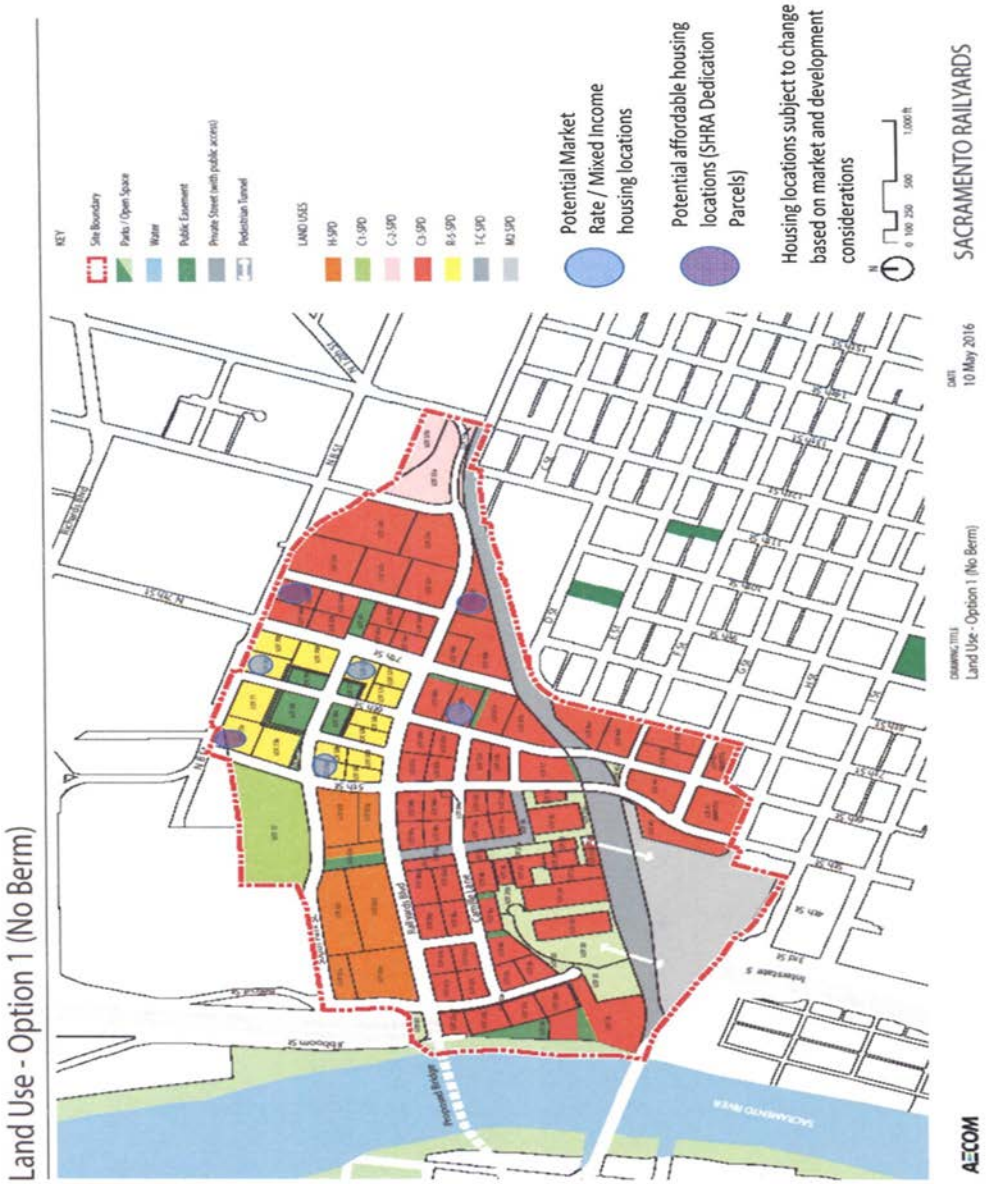

Affordable Units

A very low income household means a household whose income does not exceed fifty percent (50%) of area median income (AMI) applicable to Sacramento County, adjusted for household size as published

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and annually updated by the United States Department of Housing and Urban Development pursuant to Section 8 of the United States Housing Act of 1937. Very low income rent means a monthly rent not in excess of one-twelfth of thirty percent (30%) of fifty percent (50%) of the annual median income, including utility allowance.

A low income household means a household whose income does not exceed sixty percent (60%) of AMI applicable to Sacramento County, adjusted for household size as published and annually updated by the United States Department of Housing and Urban Development pursuant to Section 8 of the United States Housing Act of 1937. Low income rent means a monthly rent not in excess of one-twelfth of thirty percent (30%) of sixty percent (60%) of the annual median income, including utility allowance.

While the City of Sacramento Mixed Income Housing Ordinance does not mandate a specified amount of affordable units within a project with the density of the Railyards, in addition to the development of Workforce Housing described in section III below, this Mixed Income Housing Strategy provides for 600 affordable units be constructed by Developer and/or by third party developers on dedicated parcels. All affordable units shall be affordable to households with incomes that range from 40% - 60% of AMI applicable to Sacramento County, adjusted for household size as published and annually updated by the United States Department of Housing and Urban Development pursuant to Section 8 of the United States Housing Act of 1937, or lower.

Upon Developer's completion of the initial 300 affordable units as part of the first 3,000 housing units constructed at the Railyards, the remaining affordable units shall be satisfied by either (i) Developer's development of an additional 300 units as part of the following 5,000 housing units constructed at the Railyards, or (ii) land dedication by Developer as approved by the City and Sacramento Housing and Redevelopment Agency (SHRA) to support development of not less than 300 units to be built by a third party developer(s) ("Dedicate Parcel(s)"), or (iii) a combination of the approaches in subsection (i) and (ii) above (see Table 1 below). The initial 300 Developer-developed affordable units are anticipated to be constructed by the end of 2021 subject to this Mixed Income Housing Strategy in satisfaction of Department of Housing and Community Development requirements, with the balance of the affordable units to be constructed (within mixed income neighborhoods) based upon market demand, resulting absorption and related development factors for similar projects. Each Dedicated Parcel shall be a minimum of one (1) net buildable acre and shall, post dedication, be restricted for affordable units only. The proposed location of each Dedicated Parcel and allocated affordable units shall be approved by the City, SHRA and Developer. Based on current City housing policy, a maximum of 150 affordable units per acre is permitted and higher densities for all residential units within the Railyard are encouraged (not less than 100 affordable units per acre shall be used for the above referenced allocation). Prior to the City and SHRA approving and accepting ownership of a Dedicated Parcel, Developer, at is cost, shall deliver to the

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City and SHRA a feasibility assessment, including environmental considerations, for each such parcel. Following dedication, the actual number of affordable units subsequently built by a third party developer(s) on a Dedicated Parcel(s) shall be subject to the discretion of the City and SHRA and is not subject to or controlled by this Mixed Income Housing Strategy. Each Dedicated Parcel is subject to compliance with this Mixed Income Housing Strategy and consistency with the guidelines prepared pursuant to Section 17.712.090 of the City Code. Subject to the foregoing, each dedication shall occur only after the recordation of a subdivision map(s) by Developer, which may occur over time on a phased basis to create each legal parcel (and the satisfaction of the allocated City-approved map conditions by Developer), in exchange for applicable fee credits.

Development of affordable units is reliant on financial assistance, utilizing resources available now and new sources, including low income tax credits and other mechanisms. With the loss of redevelopment funds in California, the development of additional affordable units will require alternative financing mechanisms and public assistance. City and SHRA shall prioritize opportunities for and shall reasonably cooperate with Developer in procuring available grants and assistance with obtaining other public financing (federal, state and municipal) for development of the affordable units and associated infrastructure. Development of affordable units is forecasted to be concurrent to the development of market rate units in the project and, except as provided herein, may be included in mixed income housing projects throughout the development. The satisfaction of certain criteria applicable to the development of affordable units and/or dedication of Dedicated Parcel(s) as conditions to specified development rights of Developer are provided in the Development Agreement entered into by the City and Developer. The development of affordable units is forecasted to occur as set forth on Table 1.

Table 1

Phase	Housing Units Per Phase	Affordable Units Developed (at 40% to 60% AMI) or land dedicted	Commulative Housing Units Developed
1	3,000	300 units	3,000
2	1,500	100 units and/or land dediction	4,500
3	1,500	100 units and/or land dediction	6,000
4	2,000	100 units and/or land dediction	8,000
5	2,000		10,000

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Representative unit mix and affordability breakdown are shown below in Table 2. Requirements related to tax credit financing or other financing sources may impose modifications to specific affordability and/or unit types. The current unit mix and affordability has 77% of affordable units at or below 50% AMI (Very Low Income).

Table 2

Representative Unit Mix and Affordability Breakdown Railyards Maximum Potential Affordable Units					
	Very Low Income	Very Low Income	Low Income		
Type	40% AMI	50% AMI	60% AMI	Total	%
1BR	18	229	75	322	54%
2BR	14	94	39	147	25%
3BR	8	96	27	131	22%
Total	40	419	140	600	
%	7%	70%	23%		100%
% at/below 50% AMI		77%			

Based on 2016 income limits for projects placed in service after March 28, 2016, affordable units in Railyards will serve households with maximum incomes between $19,440 (1 person at 40% AMI) and $48,360 (6 persons at 60% AMI).

As presently anticipated, unit mix is to include 1BR, 2BR and 3BR rental units, though studio units are also possible depending on the project requirements. This unit mix is subject to change. For example, recent market studies reflect a relative low demand for 3BR units. If necessary, a reduction of 3BR units would be offset by an increase of other unit types. Gross rents by unit type, again as of 2016 limits, range from $521 to $1,083 per month – deeply discounted in comparison to market rents that characterize the Central City submarket.

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Affordable units in Railyards:

- will be located in proximity to transit, particularly either planned or existing light rail and streetcar terminals;
- may be developed in conjunction with market rate units as a component of a larger project; and
- will provide a minimum of no less than 30 years affordability restriction (as required pursuant to Section 17.712.030D. of the Mixed Income Housing Ordinance) from the date of Certificate of Occupancy.

As per the City of Sacramento Housing Element Goal H-2.2, and various policies thereunder, the Developer will request that the City and housing agency provide financial assistance whenever possible to assist with development of affordable units. The construction of affordable units requires additional financial assistance in order to be feasible. Under the current Mixed Income Housing Ordinance, housing fees for residential development in Railyards will be $0.00 due to density. In the event of changes to fee structures, in order to mitigate the cost of development of affordable units, Developer may request, pursuant to Section 17.712.030 of the Mixed Income Housing Ordinance, fee waivers or that fees collected in the project are utilized to offset the cost for construction of affordable dwelling units, or other mechanisms that lead to the provision of affordable housing within the Project. In the event housing impact fees are levied pursuant to the Public Facilities Finance Plan for the Railyards, those proceeds shall be reinvested in Railyards for the purpose of assisting with construction of affordable or workforce housing as defined in this strategy, infrastructure that supports housing development or other purposes defined in the Finance Plan.

II. Workforce Housing

Construction costs in the Railyards' urban location make traditional units difficult to achieve at a price point that is affordable for households with incomes at 80% AMI to 120% of AMI. This is especially true for the smaller households (1 to 3 persons) that characterize the urban core submarket. For example, under the assumption that rents equate to no more than 30% of income, rents affordable to those with incomes at 80% AMI are far lower than the average price of existing apartment units in the Central City submarket (prior to any consideration of new construction).[1]

1 MPF Research, 1Q 2016, "Central Sacramento" submarket

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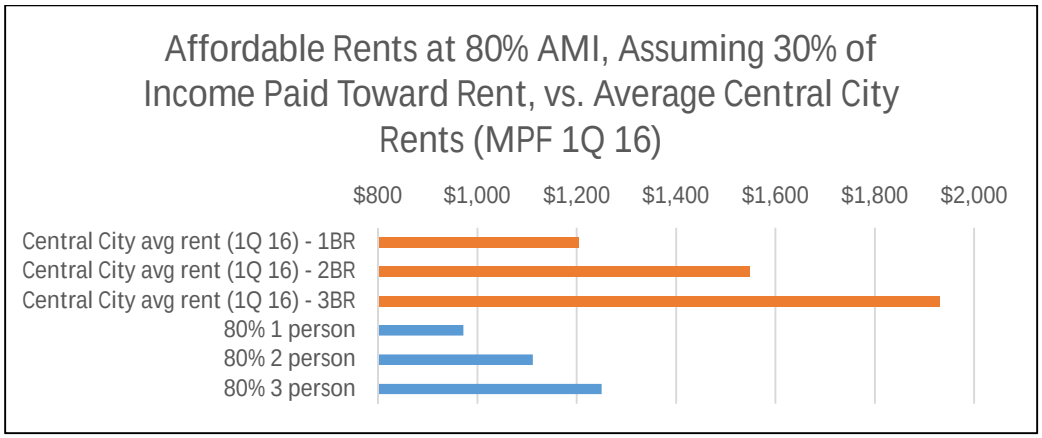

Due to the high cost of construction, in order to meet housing demand for households approaching the region's median household income, additional considerations are necessary. This housing segment benefits the middle class and this middle income stratum of the market has been the least served. Construction of housing that is attainable for households at or near the median income is consistent with a variety of goals and policies spelled out in the City of Sacramento Housing Element, and will require assistance from the City in keeping with Goal H-2.3 and the various policies thereunder.

In order to accommodate this need, the Railyards Specific Plan and design guidelines for Railyards will provide for the following benefits to reduce the cost per residential unit:

- Higher density development: This amortizes the fixed costs for land and project entitlement, while providing better economies of scale for marketing, and amenities.
- Smaller and more efficient unit design: This reduces the actual development cost on a per unit basis, providing an affordable alternative to suburban development.
- Access to transit: Proximity to transit allows for a reduced cost of living as vehicle miles traveled are reduced or eliminated. Transportation is the second largest expense for U.S. households, behind only housing outlay. U.S. Department of Transportation data shows that the average American household spends 19% of income on transportation, rising to 25% in "auto dependent" suburbs. In "location efficient environments" [those with public transit and walkability], the average spent on transportation falls to 9%. This increases disposable income to 59%, expanding housing choices. [2]

2 http://www.fhwa.dot.gov/livability/fact_sheets/transandhousing.cfm

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- Access to amenities: Proximity to parks and other recreational opportunities improves the desirability of living in the urban area while reducing the cost of developing a project with redundant features of this type.
- Developer may request that housing projects utilize shared or public parking garages to meet development requirements rather than rely fully on self-parking strategies.

In order to encourage housing production, the City will develop materials to help developers in the Railyards have a predictable development experience. Specifically, the City will develop a Railyards Specific Plan and an associated EIR Conformity Checklist that would provide a list of items that each subsequent proposed project would use to demonstrate conformity with not only the Railyards Specific Plan, but also with measures required by the EIR. This checklist is anticipated to be also used by City Planning staff as a way to document whether subsequent proposed projects within the Railyards meet all of the policy requirements of the Railyards Specific Plan as well as the environmental measures required by the EIR.

III. Product Type Variation by Tenure (Ownership and Rental)

Ownership housing at the densities reflective of this urban in-fill location – i.e., attached mid- and high-rise condos – represents a small share of the Sacramento housing market. (Attached housing of all types/densities accounted for just 11% of total sales in the City of Sacramento over the past 20 years, based on public records compiled by Zonda.)

In addition to the comparatively shallow market for high-density attached product, sales prices have yet to regain pre-recession peaks. Rents, in comparison, underwent much less downturn (increasing an average of 4.7% annually over the past five years), and rental increases are anticipated to remain in the 4%+ ranges over the next five-year cycle.

Modest income homeownership is a theme and priority program for the City Housing Element. Railyards has the locational qualities to support ownership housing, particularly once key amenities have been built. While this may include executive for-sale product on the waterfront it may also include mid-rise product compatible with various locations in the C3-SPD and R5-SPD zones, which will house all planned residential product in Railyards.

Ownership product is expected to account for approximately 15% - 30% of total residential units in Railyards, with timing dependent on market recovery as well as development of place-making elements on site.

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The consumer groups expected to account for the majority of future residential sales activity at Railyards are as follows:

- Professional singles and couples employed in the Downtown area with the attraction of a potentially walkable commute to work and convenient access to an expanding base of services and amenities planned for Downtown Sacramento – new sports arena and entertainment complex, new shops and restaurants, new art galleries and museums, etc.

- Professional singles and couples that commute to out-of-area employment centers – San Francisco (via motorcoach service or Amtrak to BART), Oakland, San Jose, Auburn, etc.—attracted by walking distance to the existing Amtrak station and the multi-modal transportation center planned along the southern edge of Railyards.

- Empty-nesters downsizing from large, maintenance-intensive homes and yards. One or both members of the household are likely employed in the Downtown area and/or attracted to the expanding base of Downtown amenities and services.

- Retirees downsizing from large, maintenance-intensive homes and yards. While these individuals are no longer tied to a workplace location, the expanding base of services and amenities being established in the Downtown area will be a draw. The prospect of expected travel opportunities will also have these buyers targeting housing projects offering the ability to "lock and leave."

IV. Product Innovation

Over the life of the Railyards development the housing market will undergo various changes, unforeseen today, based on changes in technology, demographics and personal lifestyle choices. Areas where product innovation is expected to have a near term impact are as follows:

- Micro units and other product lines to broaden affordability

  Railyards contains many of the elements that correlate to successful development of micro units. Typically sized under 350 square feet, but with a fully functional and ADA-compliant kitchen and bathroom, micro units utilize highly efficient unit design and distinctive common amenities to compensate for the compact living area. Micro units are typically priced at rents 20% to 30% less than conventional studios, significantly expanding affordability. Higher price per square foot (typically +25%) offsets more expensive construction costs per square foot and slightly higher

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operating costs associated with micro units. Micro units are expected to be located within ¼ mile of a transit station.

Figure 1 Sample Micro Unit Floorplans

The top appeal for micro unit is reduced price relative to other rental options. Highly desirable locations ("authentic, urban/urbanizing, walkable, and trendy")[3] and privacy (living alone rather than with roommates) are also strong attractants. Nearly a quarter of renters in conventional apartments would be "interested or very interested" in renting a micro unit, based on a 2014 ULI survey.

The target market for micro units – predominantly young professionals, typically under 30 years old – is an exceptionally close fit to the demographic profile of urban core Sacramento residents. In addition, the future Kaiser Hospital and Innovation Center both pose the potential to generate

3 ULI, The Macro View on Micro Units, 2014

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demand from nurses, interns and residents and young "creatives." Micro units may also attract some couples and roommates; some older, single, move-downs; and pied-a-terre users.

Micro units and other product lines with the potential to deepen affordability and/or expand the prospective resident base for Railyards will be explored during the project's estimated 20-year build-out.

- Design Efficiencies

Intentional, creative solutions to reduce parking in this walkable, TOD setting represents a significant potential mechanism to help broaden affordability.

The podium or wrap parking structures that typify mid- and high-density development impose a high project cost. The Nelson\Nygaard parking study conducted for the City of Sacramento in 2012 estimated the cost of constructing one parking stall at up to $25,000, in 2012 dollars. [4] The City of Sacramento revised Parking Code adopted in December 30, 2012 recognized this market reality, eliminating required parking in the Central Business and Arts & Entertainment District (0 spaces) and reducing the parking minimum to 0.5 space per unit in the Urban District, in order to promote new housing development.

Mechanisms to reduce parking stalls without impacting marketability include the following:

- Promotion of "active transportation" will be achieved in Railyards by incorporation of pedestrian-friendly walkways (with safe crossings and good lighting), bike lanes, and building layouts.
- Services such as a bicycle-sharing program are expected to be utilized.
- Promotion of car sharing (e.g., auto rental services that substitute for private car ownership, such as Zipcar, Turo, Car2go).

Unbundling parking from the rent shifts the cost to households with cars, rather than amortizing the cost of parking spaces over all residents. Savings for car-free households make housing significantly more affordable for residents who can use public transportation (or walk/bicycle).

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4 The 2015 Carl Walker Parking Structure Cost Outlook calculates the national median cost per stall for parking structures that are not fully subterranean at $18,599 -- excluding the cost of land and soft costs (typically +15% to 25%). (http://www.carlwalker.com/wp-content/uploads/2015/07/Carl-Walker-2015-Cost-Article.pdf

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A combination of these approaches may enable some future residents to shed cars, thereby reducing market-required parking for some household types and passing through cost savings to residents.

- Sustainability

Sustainability and green development is listed as a theme and priority program of the City Housing Element, listed as Goal H-1.1 in the City Housing Element. It is also a core principle to the Railyards' vision. The urban location in proximity to transit provides the opportunity to create a green community with reduced impacts on the environment compared to other comparable-sized communities. Sustainability is a critical concept to improving the mixed income housing ratio due to the reduction in energy consumption and costs related to transportation for residents within the community. The Railyards development will include the following features:

- Close proximity to transit, which will reduce commute times and costs.
- Highly walkable environment, which will further reduce transit costs, improve the efficiency and livability of the environment.
- Amenities in close proximity, including parks, trails, schools, medical services, libraries, shopping and entertainment.

The features above result in a significant reduction in greenhouse gas emissions compared to comparable sized developments. Affordability is improved by reductions in transportation costs and improvements in energy efficiency. Additional financial benefits achieved include reduced health care costs, higher property values and greater productivity.

V. Projected Buildout

The infill location, with proximity to transit, employment and amenities reduces costs of living in the Railyards. Based on DOT data referenced above, this allows up to a 10% increase in disposable income. The following projections assume that the percentage of income spent on rent will range from 30% - 40%. Based on the strategies identified above the projected residential development of Railyards is expected to include the following:

- Affordable Housing –As outlined above, 600 affordable units will be developed concurrently with market rate units as described above.

- Micro Units and Studio Units – Per the Context Study, the unit mix in the downtown market is heavily weighted toward smaller floor plans. One reason for the prevalence of smaller units is

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that constructing smaller units, with more density, allows for better economies of scale. As discussed above, Micro Units are a continuation of this trend. While this product type is untested in Sacramento, it is expected that there will be some demand for this type of housing in the market. This will particularly hold true around mass transit and within amenitized walkable communities. Studios currently account for 9% of the representative market comparables in the Context Study. The projection for the Railyards is that the combination of Micro Units and Studios will account for a larger percentage of housing units than in the existing market, ranging from 10% - 15% of the total housing units. Market rents for studios currently average approximately $1,450 per unit, with expectations that Micro Units will range up to 20% below that cost. Assuming rent payments constituting 30% - 40% of income, the household income levels necessary to afford this rent range from $34,800 - $58,000.

- One bedroom units – Per the Context Study, one bedroom units are the largest single unit type in the downtown market. These units account for 58% of the representative market comparables in the study. The demand for one bedroom units is driven by the same factors as studio units discussed above. While costs per square foot are higher for the smaller units, the nominal cost of the rent is more affordable to individuals and couples. One bedroom units are expected to represent the major component of rental housing in the Railyards, ranging from 50% - 65% of the total units. Market rents for one bedroom units in comparable projects currently average approximately $1,700 per unit. The household income levels necessary to afford this rent range from $51,000 - $68,000 annually.

- Two bedroom and larger units – Two bedroom units are expected to represent a substantial component of the units in the Railyards. Per the Context Study, two bedroom units represent 33% of the representative market comparables. Accommodating a family or shared household (roommates), multi-bedroom units increase affordability by potentially sharing the costs of the unit among a larger number of people. The expectation for the Railyards is that two bedroom and larger units will represent 20% - 40% of the total units. Rents for two bedroom units in the Context Study average approximately $2,250 per unit. The household income needed to afford this rent ranges from $67,500- $90,000 annually.

- For Sale Housing - In addition to the various rental unit types listed above, Railyards will also accommodate for sale housing. Due to the required density within the Railyards, For Sale housing is expected to be attached, condominium style units. Per the Context Study, sales prices of For Sale projects in and around the downtown market range from $340K - $540K for homes ranging

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from 964 – 2,305 square feet, or $267-$299 per square foot. This is currently less than projected costs for high density development in the Railyards, and a significant increase in valuation will be required to activate For Sale Housing product. For Sale Housing is projected to range from 15% - 30% of the units in the Railyards.

VI. Density Summary Matrix

The following tables provide a recap of the range of possibilities that result from this strategy. Income ranges are based on the rent ranges reflected in the Context Study rather than average rent rates reflected above. Estimated ranges of income are based on a range of 30%-40% of household income, taking into account the transportation savings discussed above, as estimated by the Department of Transportation, which allows up to a 10% increase in disposable income. The number of affordable units are adjusted under each scenario to reflect a range proportionate to the total number of units developed.

Projected Build out									
6,000 Residential Unit Scenario									
	Estimated Household Size	Percent of Total		Range of Units		Current Price Range ($)		Estimated Range of Income ($)	
Affordable Housing	1 - 6		8.33%		500	486	1,083	19,440 (VLI)	48,360 (LI)
Micro and Studio Units	1 - 2	5.00%	- 15.0%	300	900	1,157	1,467	34,704	58,680
One Bedroom Units	1 - 3	45.00%	- 65.0%	2,700	3,900	1,380	2,400	41,400	96,000
Two Bedroom + Units	1 - 4	25.00%	- 40.0%	1,500	2,400	2,045	4,300	61,350	172,000
For Sale Housing	1 - 6	15.00%	- 30.0%	900	1,800	340,000	540,000	55,000	172,000

Projected Build out
10,000 Residential Unit Scenario

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	Estimated Household Size	Percent of Total		Range of Units		Current Price Range ($)		Estimated Range of Income ($)	
Affordable Housing	1 - 6		- 6.00%		600	486	1,083	19,440 (VLI)	48,360 (LI)
Micro and Studio Units	1 - 2	5.00%	- 15.0%	500	1,500	1,157	1,467	34,704	58,680
One Bedroom Units	1 - 3	45.00%	- 65.0%	4,500	6,500	1,380	2,400	41,400	96,000
Two Bedroom + Units	1 - 4	25.00%	- 40.0%	2,500	4,000	2,045	4,300	61,350	172,000
For Sale Housing	1 - 6	15.00%	- 30.0%	1,500	3,000	340,000	540,000	55,000	172,000

Other than for income restricted units, it is assumed that upper ranges of income will be potentially much higher than the median due to the influx of employment to the downtown market, driven by the development of the Railyards and other surrounding projects.

A reference to current median household income levels based on household size is shown below for comparison purposes.

Maximum Income Limits (2016) as provided by SHRA						
Affordability	Household Size (number of persons)					
	1	2	3	4	5	6
40.0% of AMI	$21,320	$24,360	$27,400	$30,440	$32,880	$35,320
50.0% of AMI	$26,650	$30,450	$34,250	$38,050	$41,100	$44,150
60.0% of AMI	$31,980	$36,540	$41,100	$45,660	$49,320	$52,980
100.0% of AMI	$53,250	$60,900	$68,500	$76,100	$82,200	$88,300

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ORDINANCE NO._____

CITY AGREEMENT NO._____ DATE ADOPTED:_____

EXHIBIT J

ASSIGNMENT AND ASSUMPTION AGREEMENT FORM

SEE ATTACHED

FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO._____ DATE ADOPTED:_____

ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT (herein "this Assignment") is entered into this _____ day of _____, 20___, by and between _____, a _____ (hereinafter the "LANDOWNER"), _____, a _____ (hereinafter "ASSIGNEE"), and the CITY OF SACRAMENTO, a municipal corporation (hereinafter the "CITY"). The LANDOWNER, ASSIGNEE and CITY hereinafter may be referred to collectively as the "Parties" or in the singular as "Party," as the context requires.

RECITALS

A. LANDOWNER has entered into a Development Agreement with CITY dated _____ (herein "the Development Agreement"), pursuant to which LANDOWNER obtained vested right to develop certain property as more particularly described in the Development Agreement (herein "the Property") for the project referred to as _____ (herein "the Project"), subject to LANDOWNER's compliance with certain conditions and obligations set forth in the Development Agreement.

B. LANDOWNER intends to transfer a portion of the Property to ASSIGNEE (herein the "Assigned Parcel(s)") under the terms of a written agreement between LANDOWNER and ASSIGNEE dated _____ (the "Exchange Agreement").

C. LANDOWNER has agreed to assign to ASSIGNEE, and ASSIGNEE has agreed to assume from LANDOWNER, all of the rights and obligations under the Development Agreement as they relate to the Assigned Parcel (s). The CITY has consented to the foregoing assignments and assumptions on the terms and conditions set forth below.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing recitals which are specifically incorporated into the body of this Assignment, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

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ORDINANCE NO._____

CITY AGREEMENT NO._____ DATE ADOPTED:_____

1. Effective Date; Termination. This Assignment shall be effective as of the "Closing Date," as defined in the Exchange Agreement (the "Effective Date"). In the event the Exchange Agreement terminates prior to the closing thereunder, this Assignment shall automatically terminate and the Parties shall have no further obligations hereunder.

2. Assignment and Assumption. As of the Effective Date, LANDOWNER hereby assigns and transfers to ASSIGNEE any and all of LANDOWNER's rights under the Development Agreement as they relate to the Assigned Parcel(s), [excepting _____ (collectively, "Excluded Obligations"),] and ASSIGNEEE hereby accepts and assumes all of the duties and obligations of LANDOWNER under the Development Agreement [, excepting the Excluded Obligations,] as they relate to the Assigned Parcels(s). ASSIGNEE hereby agrees to observe and fully perform all of the duties and obligations of LANDOWNER under the Development Agreement, [excepting the Excluded Obligations,] and to be subject to all of the terms and conditions thereof, with respect to the Assigned Parcel(s).

3. Assumption Terms and Conditions. LANDOWNER and ASSIGNEE understand and agree that this Assignment is subject in particular to Section 2.7 of the Development Agreement, which reads as follows:

"2.7 Assignment.

2.7.1. Right to Assign. LANDOWNER shall have the right to freely sell, alienate, transfer, assign, lease, license and otherwise convey all or any portion of the Property and improvements thereon, and as part of a contemporaneous and related sale, assignment or transfer of its interests in the Property, or any portion thereof, without the consent of CITY; provided that no partial transfer shall be permitted to cause a violation of the Subdivision Map Act (Government Code Section 66410 et seq.). LANDOWNER shall notify CITY of any sale, transfer or assignment of all of LANDOWNER's interests in all or any portion of the Property by providing written notice thereof to CITY in the manner provided in Section 9.2 not later than thirty (30) days before the effective date of such sale, transfer or assignment the assignment; provided, however, that LANDOWNER's failure to provide such notice shall not invalidate such sale, transfer or assignment and provided further that any successor in interest in ownership of all or a portion of the Property shall not benefit from the Vested Rights

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CITY AGREEMENT NO._____ DATE ADOPTED:_____

conferred herein without entering into an Assignment and Assumption Agreement with CITY.

2.7.2. Release of LANDOWNER. LANDOWNER shall remain obligated to perform all terms and conditions of this Agreement unless the purchaser, transferee, or Assignee delivers to CITY a fully executed Assignment and Assumption Agreement to assume all of the obligations of LANDOWNER under this Agreement with respect to the Property, or such portion thereof sold, transferred or assigned, for Development of the Project ("Full Assignment"). If the purchaser, transferee, or Assignee delivers to CITY a fully executed Assignment and Assumption Agreement to assume less than all of the obligations of LANDOWNER under this Agreement with respect to the Property, or such portion thereof sold, transferred or assigned, for Development of the Project ("Partial Assignment"), LANDOWNER shall remain obligated to perform all terms and conditions of this Agreement unless CITY executes the Partial Assignment. CITY shall release LANDOWNER from the duties, liabilities and obligations under this Development Agreement with respect to the interest(s) sold, assigned or transferred as set forth in the Full Assignment or Partial Assignment only if LANDOWNER is not in default under this Agreement as of the effective date of the Full Assignment or Partial Assignment.

2.7.3 Assignees. The Assignee shall be obligated and bound by the terms and conditions of this Agreement if Assignee, LANDOWNER, and CITY execute a Full Assignment or Partial Assignment, and shall be the beneficiary hereof and a party hereto, only with respect to the Property, or such portion thereof, sold, assigned, or transferred to Assignee by LANDOWNER (the portion of the Property sold, assigned, or transferred to Assignee is referred to herein is the "Assignee's Parcel"). The Assignee shall observe and fully perform the duties and obligations of LANDOWNER under this Agreement that relate to the Assignee's Parcel as set forth in the Full Assignment or Partial Assignment. CITY shall release Assignee from LANDOWNER's duties, liabilities and obligations under this Agreement with respect to the interest(s) that are not sold, assigned or transferred to Assignee as set forth in the Full Release or Partial Release. A Full Assignment shall be deemed to be to the satisfaction of the City Attorney if executed substantially in form of the Assignment and Assumption Agreement attached hereto as Exhibit J and incorporated herein by this reference, or such other form as is proposed by LANDOWNER, and approved by the City Attorney prior to the effective date

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CITY AGREEMENT NO._____ DATE ADOPTED:_____

of the assignment. A Partial Assignment is subject to approval by the City Attorney and must be approved by the City Attorney prior to the effective date of the assignment."

4. Assignee Development Agreement. At the request of the CITY, ASSIGNEE agrees to enter into a separate development agreement with respect to the Assigned Parcel(s) in accordance with the same terms and conditions as set out in the Development Agreement, subject only to those changes in the Development Agreement that are mutually agreed to by both CITY and ASSIGNEE, and subject to processing of the approval of that development agreement in accordance with CITY's Procedural Ordinance.

5. No Cross-Default. The Parties acknowledge and agree that the respective obligations of LANDOWNER and ASSIGNEE under the Development Agreement shall be separate and independent from one another, such that a default by LANDOWNER of any of the LANDOWNER's duties and obligations will not constitute a default under the Development Agreement by ASSIGNEE, and a default by ASSIGNEE of any of the ASSIGNEE's duties and obligations will not constitute a default under the Development Agreement by LANDOWNER, and the CITY's rights and remedies under the Development Agreement shall apply only to the Party, and the Property or Assigned Parcel(s), that is the subject of the default. Any duties and obligations under the Development Agreement that apply to both the Assigned Parcel(s) and the remaining Property must be complied with by both LANDOWNER and ASSIGNEE, as applicable.

6. Successors and Assigns. All of the covenants, terms and conditions set forth in this Assignment shall be binding upon and shall inure to the benefit of the Parties and to their respective heirs, successors and assigns.

7. Legal Advice. ASSIGNEE agrees that it has read, and has sought and received all required legal and other expert consultation with regard to the duties and obligations set out in the Development Agreement to which ASSIGNEE is hereby bound, and fully understands all of its terms and conditions. ASSIGNEE further agrees that: (i) LANDOWNER has furnished ASSIGNEE with a copy of all documents and materials containing or relating to terms and conditions of development of the Assigned Parcel(s); (ii) ASSIGNEE has read and understands all of the terms and conditions of said documents and materials; and (iii) with such knowledge and understanding, which includes the nature and extent of the fees, taxes, assessments and other public financing mechanisms and obligations inherent in such documents and materials,

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CITY AGREEMENT NO._____ DATE ADOPTED:_____

nevertheless has voluntarily, freely and knowingly assumed and agreed to perform all of obligations and requirements, and be bound by all of the provisions of such documents and materials, in addition to the express terms and conditions of the Development Agreement.

8. Representations; Entire Agreement. ASSIGNEE hereby affirms and acknowledges that CITY has not made any representations, commitments or promises to ASSIGNEE that are contrary to or different from the express terms and conditions of the Development Agreement, unless such terms and conditions have been set forth in writing and approved by ASSIGNEE and the City Council prior to the execution of this Assignment. This Assignment contains the entire agreement of the Parties, no other understanding whether verbal, written or otherwise exists between the Parties, and no prior verbal or written communications regarding this Assignment shall be binding on any Party.

9. Further Assurances. The Parties agree to execute all such additional instruments and documents and to take all such additional actions, as may be reasonable and necessary to carry out the provisions of this Assignment.

10. Notices. All notices required or provided for under this Assignment shall be in writing and delivered in person or sent by certified mail, postage prepaid, return receipt requested, to the principal offices of the other Parties and to Lender, if applicable. Notice shall be effective on the date delivered in person, or the date when received if such notice was mailed to the address of the other Party(ies) as indicated below:

Notice to the CITY:

Notice to the LANDOWNER:

Notice to the ASSIGNEE:

Notice to Lender:

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CITY AGREEMENT NO._____ DATE ADOPTED:_____

Any Party may change the address to which notices are to be mailed by giving written notice of such changed address to each other Party(ies) in the manner provided herein.

11. Governing Law. The Assignment shall be governed by and construed in accordance with the laws of the State of California.

12. Counterparts. This Assignment may be executed in counterparts, each of which shall be deemed an original (including copies sent to a Party by facsimile transmission) as against the Party signing such counterpart, but which together shall constitute one and the same instrument.

13. Release of LANDOWNER. Upon execution and delivery of this Agreement by CITY, CITY hereby releases LANDOWNER from all duties, liabilities and obligations pursuant to the Development Agreement [, except for Excluded Obligations].

IN WITNESS WHEREOF, the Parties hereto have executed this Assignment as of the date and year first above written.

By:_____
LANDOWNER

By:_____
ASSIGNEE

By:_____
CITY

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ORDINANCE NO._____

CITY AGREEMENT NO._____ DATE ADOPTED:_____

EXHIBIT K
IRREVOCABLE OFFER TO DEDICATE FORM
PARK AND RECREATIONAL PURPOSES

SEE ATTACHED

FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO._____ DATE ADOPTED:_____

RECORDING REQUESTED BY
AND FOR THE BENEFIT OF

CITY OF SACRAMENTO
NO FEE DOCUMENT
Govt. Code 6103 and 27838

WHEN RECORDED MAIL TO:

CITY OF SACRAMENTO
Attn: Real Estate Services Section
915 I Street, 2nd Floor
Sacramento, California 95814

SPACE ABOVE THIS LINE FOR RECORDER'S USE

_____	_____	_____	_____
RES File	Escrow #	APN	Agreement #

IRREVOCABLE OFFER TO DEDICATE EXCLUSIVE PERPETUAL EASEMENT FOR PARK AND RECREATIONAL PURPOSES

Pursuant to Government Code Sections 7050 and 66477 and the Sacramento City Code, _____ ("GRANTOR"), a _____, hereby irrevocably offers (this "Offer") to dedicate to the City of Sacramento ("GRANTEE"), a municipal corporation, an exclusive perpetual easement (the "Easement") over, across, and under the real property described in the attached legal description marked as Exhibit "A," (the "Property") and diagramed in the attached map marked as Exhibit "B," which exhibits are incorporated by reference. It is expressly understood and agreed that this Easement is in gross and is dedicated by GRANTOR for any present or future use of the Property by GRANTEE as a park for recreational purposes. The rights of GRANTEE under the Easement include, without limitation, the right to:

1. Excavate, construct, reconstruct, repair, use, operate and maintain the Property as a public park (the "Project"), including the right to install utilities, irrigation, planting, paving, structures, buildings and related improvements in accordance with City standards and the master plan for the Property, as the standards and master plan may be revised or amended from time to time.

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2. Locate or relocate and clear and remove any or all obstructions, improvements, trees and vegetation on the Property that impede or interfere with GRANTEE's rights as set out in this Offer, subject to GRANTOR's reserved right to place utilities on the Property as described below.

3. Restrict use of the Property by GRANTOR or others that may interfere with any of the rights of GRANTEE as set out in this Offer, or any use necessary or incidental to GRANTEE's rights under this Offer.

4. Ingress to and egress from the Property over, upon and across abutting property owned or controlled by GRANTOR and its successors and assigns as reasonably necessary for GRANTEE to access the Property for the purpose of exercising and performing all of the rights and privileges granted in this Offer, subject to the obligation of GRANTEE to only use the route or routes across GRANTOR's property that will cause the least practicable damage and inconvenience to GRANTOR.

5. Operate commercial activities incidental to the use of the Property for recreational purposes, including the right to grant a concession, lease, license or permit to third parties to undertake recreational or commercial activities within the Property.

6. Sell, transfer or assign, in whole or in part, GRANTEE's interest in the Property without any recourse of, or obligation to, GRANTOR.

GRANTOR reserves for itself and its successors and assigns, the right to install, construct, reconstruct, repair, use, operate and maintain utilities on the Property that are required to provide utility services to GRANTOR's property that abuts the Property, provided that the utilities do not interfere with the rights of GRANTEE under this Offer. GRANTOR shall relocate any utility improvements, at GRANTOR's sole cost and expense, that in GRANTEE's reasonable judgment interfere or impede with GRANTEE's construction and operation of the Project. GRANTOR shall immediately repair to GRANTEE's satisfaction and at no cost to GRANTEE any damages to any improvements within the Property caused by GRANTOR's exercise of its reserved rights.

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CITY AGREEMENT NO._____ DATE ADOPTED:_____

GRANTOR, for itself and its successors and assigns, hereby waives any claims for any and all damages which may accrue to the remaining property of GRANTOR by reason of its severance from that portion granted herein and the construction and maintenance of the improvements on the Property as described herein. GRANTOR acknowledges, for itself and its successors and assigns, that GRANTOR has been advised by GRANTEE to seek the advice of counsel on the issue of waiver of severance damages, and has either done so or has chosen not to do so despite being given such advice.

GRANTOR, for itself and its successors and assigns, is fully aware and represents, warrants and agrees to all of the following:

1. GRANTOR certifies that it owns full legal fee title to the Property and has the power and authority to convey all property rights described in this Offer at the time of execution of this Offer, and the undersigned is duly authorized to execute this Offer on behalf of the GRANTOR.

2. As of the time that this Offer is recorded and afterward, the Property is and will remain free and clear of any lien, encumbrance or other title impediment of any sort or nature, except for those to which GRANTEE has expressly consented to in writing.

3. Upon GRANTEE's written request and at no cost to GRANTEE, GRANTOR shall provide to GRANTEE a preliminary report of title for the Property and shall procure a CLTA or ALTA standard or extended coverage owner's policy of title insurance, at GRANTEE's election, insuring that clear title to the Property is vested in GRANTEE, at the time of GRANTEE's acceptance of this offer.

4. Obtain the consent of all beneficiaries under all deeds of trust recorded against the Property prior to GRANTOR's execution of this Offer and obtain the beneficiaries' agreement that any sale made under the provisions of the deeds of trust shall be made subject to this Offer.

5. This Offer is made by the undersigned on behalf of GRANTOR and its successors and assigns, and shall be fully binding on GRANTOR and its successors and assigns.

FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO._____ DATE ADOPTED:_____

6. This Offer is irrevocable upon its recordation in the office of the County Recorder, County of Sacramento. This Offer may be accepted at any time by the designated representative of GRANTEE by recording of a certificate of acceptance. The Easement may be terminated by GRANTEE at any time after acceptance in the manner specified in the Streets and Highways Code, commencing at Section 8300, for summary vacation of streets or highways.

7. GRANTEE assumes no liability whatsoever with respect to the Property, or occurrences on the Property, unless and until it has formally accepted this Offer. Until GRANTEE accepts this Offer, GRANTOR shall indemnify, defend and hold GRANTEE and its officers, employees and agents harmless from any and all liability whatsoever arising out of or in any way related to events or occurrences upon the Property or the condition of the Property. If GRANTEE formally accepts this Offer, GRANTOR shall relieve GRANTEE from any responsibility for the monitoring, reporting, costs, or other obligations relating to the Department of Toxic Substances Control-approved land use covenant, covenants, conditions, and restrictions (CC&Rs), deed restrictions, or order that apply to the Property; if GRANTOR is not responsible for these obligations, it shall identify the party this is responsible for these obligations. The parties further agree and understand that: (i) GRANTEE shall not be deemed to have waived any rights against GRANTOR because of any insurance coverage, (ii) the scope of the aforesaid indemnity and hold harmless agreement is to be construed broadly and liberally to provide the maximum coverage in accordance with its terms, (iii) no specific term or word contained herein shall be construed as a limitation on the scope of the indemnification and defense obligations of GRANTOR, and (iv) the provisions of this paragraph shall survive the acceptance of this Offer.

8. In the event that there are improvements upon the Property, located or placed there before or after this Offer is recorded, that impede or interfere with GRANTEE's rights, GRANTOR shall remove the improvements, at no cost to GRANTEE, in accordance with the schedule specified by GRANTEE.

9. GRANTOR shall cause GRANTEE to be named as an additional insured under all pollution legal liability insurance policies that cover the Property.

10. To the best of GRANTOR's knowledge:

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CITY AGREEMENT NO._____ DATE ADOPTED:_____

(i) There is no license, permit, option, right of first refusal or other agreement, written or oral, that affects any part of the Property. Conveyance of the property rights described in this Offer will not constitute a breach or default under any agreement to which GRANTOR is bound or to which the Property is subject.

(ii) There is no suit, action, arbitration, legal, administrative or other proceeding or inquiry pending or threatened against the Property, or any portion of the Property, or pending or threatened against GRANTOR that could affect GRANTOR's title to the Property, or any part of the Property, or subject an owner of the Easement, or any portion of the Easement, to liability.

(iii) There are no uncured notices that have been served upon GRANTOR from any governmental agency notifying GRANTOR of any violations of law, ordinance, rule or regulation that would affect any part of the Property.

Each of the above representations, warranties and agreements is material and is relied upon by GRANTEE and shall be deemed to have been made as of the date that this Offer is recorded and shall survive the recording until this Offer is accepted. If after the recording of this Offer, GRANTOR discovers any information or facts that would materially change any of these representations and warranties, GRANTOR shall immediately give notice to GRANTEE of the facts and information. If any of these warranties and representations cease to be true before the acceptance of this Offer, GRANTOR shall be obligated to remedy the problem in accordance with the schedule specified by GRANTEE.

GRANTEE makes no representation that this Offer will be accepted and the Project constructed. GRANTEE is not obligated to, and will not incur any liability for failure to, accept the Offer, take title to the Easement, or construct the Project, regardless of the reason why GRANTEE fails to do so.

This Offer may be executed in counterparts and shall together constitute one and the same instrument.

[Remainder of page left intentionally blank]

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ORDINANCE NO._____

CITY AGREEMENT NO._____ DATE ADOPTED:_____

IN WITNESS WHEREOF, the parties hereto have caused this Irrevocable Offer to Dedicate Exclusive and Perpetual Easement for Park and Recreational Purposes to be duly executed as of the last day and year set out below.

GRANTOR:

By: _____
Title:
Print Name:

Dated:_____

GRANTEE:
CITY OF SACRAMENTO,
a municipal corporation

By:_____
City Manager

Date:_____

APPROVED AS TO FORM:

BY: _____
City Attorney

ATTEST:

By:_____
City Clerk

FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO._____ DATE ADOPTED:_____

EXHIBIT L
IRREVOCABLE OFFER TO DEDICATE FORM
ALL PURPOSE

SEE ATTACHED

FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO._____ DATE ADOPTED:_____

RECORDING REQUESTED BY
AND FOR THE BENEFIT OF

CITY OF SACRAMENTO
NO FEE DOCUMENT
Govt. Code 6103 and 27838

WHEN RECORDED MAIL TO:

CITY OF SACRAMENTO
Attn: Real Estate Services Section
915 I Street, 2nd Floor
Sacramento, California 95814

SPACE ABOVE THIS LINE FOR RECORDER'S USE

_____	_____	_____	_____
RES File	Escrow #	APN	Agreement #

IRREVOCABLE OFFER TO DEDICATE
(IN FEE OR EASEMENT)

Pursuant to Government Code Sections 7050 and 66477 and the Sacramento City Code, _____ ("GRANTOR"), a _____, hereby irrevocably offers (this "Offer") to dedicate to the City of Sacramento ("GRANTEE"), a municipal corporation, in (fee or easement) the real property described in the attached legal description marked as Exhibit "A," (the "Property") and diagramed in the attached map marked as Exhibit "B," which exhibits are incorporated by reference.

GRANTOR, for itself, its successors and assigns hereby waives any claims for any and all damages which: (i) will accrue to the remaining property of the undersigned by reason of its severance from that portion the Property subject to this offer to dedicate, (ii) taking compensation, if any, or (iii) damages on account of the location, establishment, construction or operation of the public facilities to be located on the Property. The foregoing waivers shall include any and all rights or claims that GRANTOR may have under Article 1, Section 19 of the California Constitution, the Eminent Domain Law, or any other law or regulation. GRANTOR acknowledges for itself, its successors and assigns that it has been advised to seek the advice of counsel on the issue of waiver of severance and other damages, and has either done so or has chosen not to do so despite being given such advice.

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ORDINANCE NO._____

CITY AGREEMENT NO._____ DATE ADOPTED:_____

GRANTOR, for itself and its successors and assigns, is fully aware and represents, warrants and agrees to all of the following:

1. GRANTOR certifies that it owns full legal fee title to the Property and has the power and authority to convey all property rights described in this Offer at the time of execution of this Offer, and the undersigned is duly authorized to execute this Offer on behalf of the GRANTOR.

2. As of the time that this Offer is recorded and afterward, the Property is and will remain free and clear of any lien, encumbrance or other title impediment of any sort or nature, except for those to which GRANTEE has expressly consented to in writing.

3. Upon GRANTEE's written request and at no cost to GRANTEE, GRANTOR shall provide to GRANTEE a preliminary report of title for the Property and shall procure a CLTA or ALTA standard or extended coverage owner's policy of title insurance, at GRANTEE's election, insuring that clear title to the Property is vested in GRANTEE, at the time of GRANTEE's acceptance of this offer.

4. Obtain the consent of all beneficiaries under all deeds of trust recorded against the Property prior to GRANTOR's execution of this Offer and obtain the beneficiaries' agreement that any sale made under the provisions of the deeds of trust shall be made subject to this Offer.

5. This Offer is made by the undersigned on behalf of GRANTOR and its successors and assigns, and shall be fully binding on GRANTOR and its successors and assigns.

6. This Offer is irrevocable upon its recordation in the office of the County Recorder, County of Sacramento. This Offer may be accepted at any time by the designated representative of GRANTEE by recording of a certificate of acceptance. The Easement may be terminated by GRANTEE at any time after acceptance in the manner specified in the Streets and Highways Code, commencing at Section 8300, for summary vacation of streets or highways.

7. GRANTEE assumes no liability whatsoever with respect to the Property, or occurrences on the Property, unless and until it has formally accepted this Offer. Until GRANTEE

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accepts this Offer, GRANTOR shall indemnify, defend and hold GRANTEE and its officers, employees and agents harmless from any and all liability whatsoever arising out of or in any way related to events or occurrences upon the Property or the condition of the Property. If GRANTEE formally accepts this Offer, GRANTOR shall relieve GRANTEE from any responsibility for the monitoring, reporting, costs, or other obligations relating to the Department of Toxic Substances Control-approved land use covenant, covenants, conditions, and restrictions (CC&Rs), deed restrictions, or order that apply to the Property; if GRANTOR is not responsible for these obligations, it shall identify the party this is responsible for these obligations. The parties further agree and understand that: (i) GRANTEE shall not be deemed to have waived any rights against GRANTOR because of any insurance coverage, (ii) the scope of the aforesaid indemnity and hold harmless agreement is to be construed broadly and liberally to provide the maximum coverage in accordance with its terms, (iii) no specific term or word contained herein shall be construed as a limitation on the scope of the indemnification and defense obligations of GRANTOR, and (iv) the provisions of this paragraph shall survive the acceptance of this Offer.

8. In the event that there are improvements upon the Property, located or placed there before or after this Offer is recorded, that impede or interfere with GRANTEE's rights, GRANTOR shall remove the improvements, at no cost to GRANTEE, in accordance with the schedule specified by GRANTEE.

9. GRANTOR shall cause GRANTEE to be named as an additional insured under all pollution legal liability insurance policies that cover the Property.

10. To the best of GRANTOR's knowledge:

    (i) There is no license, permit, option, right of first refusal or other agreement, written or oral, that affects any part of the Property. Conveyance of the property rights described in this Offer will not constitute a breach or default under any agreement to which GRANTOR is bound or to which the Property is subject.

    (ii) There is no suit, action, arbitration, legal, administrative or other proceeding or inquiry pending or threatened against the Property, or any portion of the Property, or pending or threatened against GRANTOR that could affect GRANTOR's title to

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the Property, or any part of the Property, or subject an owner of the Easement, or any portion of the Easement, to liability.

(iii) There are no uncured notices that have been served upon GRANTOR from any governmental agency notifying GRANTOR of any violations of law, ordinance, rule or regulation that would affect any part of the Property.

Each of the above representations, warranties and agreements is material and is relied upon by GRANTEE and shall be deemed to have been made as of the date that this Offer is recorded and shall survive the recording until this Offer is accepted. If after the recording of this Offer, GRANTOR discovers any information or facts that would materially change any of these representations and warranties, GRANTOR shall immediately give notice to GRANTEE of the facts and information. If any of these warranties and representations cease to be true before the acceptance of this Offer, GRANTOR shall be obligated to remedy the problem in accordance with the schedule specified by GRANTEE.

GRANTEE makes no representation that this Offer will be accepted. GRANTEE is not obligated to, and will not incur any liability for failure to, accept the Offer, take title to the Property, regardless of the reason why GRANTEE fails to do so.

This Offer may be executed in counterparts and shall together constitute one and the same instrument.

[Remainder of page left intentionally blank]

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IN WITNESS WHEREOF, the parties hereto have caused this Irrevocable Offer to Dedicate to be duly executed as of the last day and year set out below.

GRANTOR:

By: _____
Title:
Print Name:

Dated:_____

GRANTEE:
CITY OF SACRAMENTO,
a municipal corporation

By:_____
City Manager

Date:_____

APPROVED AS TO FORM:

BY: _____
City Attorney

ATTEST:

By:_____
City Clerk

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EXHIBIT M

RESERVATION OF REAL PROPERTY AGREEMENT FORM

SEE ATTACHED

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ORDINANCE NO._____

CITY AGREEMENT NO._____ DATE ADOPTED:_____

RECORDING REQUESTED BY
AND FOR THE BENEFIT OF

CITY OF SACRAMENTO
NO FEE DOCUMENT
Govt. Code 6103 and 27838

WHEN RECORDED MAIL TO:

CITY OF SACRAMENTO
Attn: Real Estate Services Section
915 I Street, 2nd Floor
Sacramento, California 95814

RESERVATION OF REAL PROPERTY AGREEMENT

THIS RESERVATION AGREEMENT (herein "this Agreement") is entered into this _____ day of _____, 20___, (the "Effective Date") by and between _____ (herein "LANDOWNER") and _____ (herein "PUBLIC AGENCY").

RECITALS

A. LANDOWNER has entered into a Development Agreement (herein "the Development Agreement") dated _____, with the City of Sacramento, pursuant to which LANDOWNER agreed to develop certain property more particularly described in the Development Agreement located in the _____ Community Plan Area, subject to certain conditions and obligations set forth in the Development Agreement.

B. Pursuant to the Development Agreement, LANDOWNER is required to reserve a portion of the Property (herein "the Reservation Parcel") for the future development by PUBLIC AGENCY of specified public facilities.

C. The purpose of this Reservation Agreement is to specify the purchase price and schedule for acquisition of the Reservation Parcel.

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AGREEMENT

NOW, THEREFORE, LANDOWNER AND PUBLIC AGENCY HEREBY AGREE AS FOLLOWS:

1. Property Ownership

LANDOWNER hereby certifies that it is the owner in fee title of the real property situated in the City of Sacramento as depicted in Exhibit A, which is attached hereto and incorporated herein by this reference ("Property").

2. Consideration for Reservation

LANDOWNER's offer to reserve a portion of the Development Property for future sale to PUBLIC AGENCY as described herein is made in furtherance of a condition of approval by the City of Sacramento for LANDOWNER to develop the Property.

3. Reservation Parcel

Subject to the conditions set forth herein, LANDOWNER shall designate, set aside, and irrevocably offer to sell to PUBLIC AGENCY for _____ purposes a portion of the Property consisting of _____ as the Reservation Parcel, which is depicted on Exhibit A and described in Exhibit B, which is attached hereto and incorporated herein by this reference. In the event of a conflict between Exhibits A and B, Exhibit B shall prevail.

4. Purchase Price

In accordance with Government Code Section 66480, the purchase price for the Reservation Parcel shall be based on the fair market value of the property at the time of the filing of the tentative map that encompasses the Reservation Parcel, plus the taxes paid and any other costs incurred by LANDOWNER for the maintenance of the Reservation Parcel, including interest costs incurred on any loan covering the Reservation Parcel, from the date of filing of the referenced tentative map to the date of acquisition.

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5. Documents and Agreements

At the time of filing the tentative map that encompasses the Reservation Parcel, the LANDOWNER shall provide PUBLIC AGENCY the following documents that were prepared within the prior six months: (i) an appraisal of the fair market value of the Reservation Parcel prepared by a licensed MAI appraiser, (ii) a phase I environmental site assessment of the Reservation Parcel, (iii) a preliminary title report for the Reservation Parcel, and a (iv) a form purchase and sale agreement for transfer of title to the Reservation Parcel.

6. Acquisition Schedule

In accordance with Government Code Section 66480, PUBLIC AGENCY shall have two years from the date of the filing of the final subdivision or parcel map that encompasses the Reservation Parcel, and such longer period if LANDOWNER is obligated to complete improvements to the Reservation Parcel and such improvements are not completed within the referenced two year period, to close escrow to acquire the Reservation Parcel. This period of time may be extended by mutual agreement of the parties.

7. Acquisition of Reservation Parcel

LANDOWNER shall negotiate with PUBLIC AGENCY in good faith to determine the fair market value of the Reservation Parcel, the purchase price, and reasonable terms and conditions of the purchase and sale agreement. PUBLIC AGENCY shall have the sole and absolute discretion to determine whether to purchase the Reservation Parcel at the price and based on the terms and condition in this Agreement and the documents referenced in Section 5, above. Nothing contained in this Agreement shall be construed as binding the PUBLIC AGENCY to purchase the Reservation Parcel.

8. Encumbrances and Improvements

From the date of this Agreement and until PUBLIC AGENCY acquires the Reservation Parcel, or provides written notice to LANDOWNER of PUBLIC AGENCY's determination to terminate this Agreement and release LANDOWNER from its obligation to set aside the Reservation Parcel for acquisition by PUBLIC AGENCY, LANDOWNER shall not construct

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or cause to be constructed on the Reservation Parcel: (i) any structures, including, without limitation, buildings, driveways, or signs; (ii) any utilities not existing on the Reservation Parcel as of the Effective Date of this Agreement; or (iii) the planting of any trees, although Reservation Parcel may be landscaped.

9. Hazardous Substances

At the time the Property title is to be transferred to PUBLIC AGENCY, LANDOWNER shall provide PUBLIC AGENCY with written verification from California Department of Toxic Substances Control (DTSC) that all Hazardous Substances on the Property has been remediated in accordance with the DTSC requirements.

As used in this offer, the term "Hazardous Substances" means any substance, material, waste or other pollutant or contaminant that is or becomes designated, classified and/or regulated as hazardous or toxic under any federal, state or local law, statute, ordinance, regulation, rule, order, decree, or other governmental requirement now in effect or later enacted.

10. Insurance

LANDOWNER shall use good faith efforts to cause PUBLIC AGENCY to be named as an additional insured under all pollution legal liability insurance policies, if any, that cover the Property.

11. Notices

All notices required or provided for under this Agreement shall be in writing and delivered in person or sent by certified mail, postage prepaid, return receipt requested, to the principal offices of the PUBLIC AGENCY and LANDOWNER or LANDOWNER's assigns and successors, and to Lender, if applicable. Notice shall be effective on the date delivered in person, or the date when received if such notice was mailed to the address of the other party as indicated below:

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Notice to the PUBLIC AGENCY:

Notice to the LANDOWNER:

Notice to Lender:

Any party may change the address to which notices are to be mailed by giving written notice of such changed address to each other party in the manner provided herein.

12. Successors and Assigns

All of the covenants, terms and conditions set forth herein shall be binding upon and shall inure to the benefit of the parties hereto and to their respective heirs, successors and assigns.

[Remainder of page left intentionally blank]

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IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date and year first above written.

LANDOWNER:

By: _____

PUBLIC AGENCY:

By: _____

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EXHIBIT N

PARKS AND OPEN SPACE REQUIREMENTS

SEE ATTACHED

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Lot	Linear Mi.	Park	Notes	AC	Quimby AC	Issues to Resolve	Notes
1		Under I-5 Experience		0.56	0.56		Under I-5; may provide Sac River connection; tbd
2e		Kaiser Promenade	[1]	0.77	0.77		Needs to remain open/public; Cannot include vehicle drive aisles
4e		Water Tower		0.08	0.00		Open Space lot containing water tower
5a		Stanford		0.64	0.00		Private street
10		Stanford/Stevens		1.5	tbd		Roadway and parking not Quimby eligible; decision on remainder of area to be made by DPR Director or designee with SPDR.
21a		Market Plaza		0.65	0.65		Adjacent to Stanford Street (private street)
21b		Central Shops Plaza		2.38	2.38		Roadway and parking not Quimby eligible; decision on remainder of area to be made by DPR Director or designee with SPDR.
21c		Central Shops Plaza		0.66	0.66		Roadway and parking not Quimby eligible; decision on remainder of area to be made by DPR Director or designee with SPDR.
30		Museum Plaza		4.77	4.77	If State is to own/manage; need agreement before conveyance to assure DRV receives credit for dedication.	State may want to develop; this table assumes all outdoor space has unrestricted public access; area that is Quimby-eligible may change upon review of development

						Some uses may not be Quimby eligible (i.e., staff parking)	plans.
31		Under I-5 Experience		2.14	2.14		Under I-5; adjoins Lot 30 and must provide Sac River connection thru hotel site
32		Museum Plaza		0.88	0.88		Part of Museum Plaza; see Notes for Lot 30
34		Riverfront Park		1.11	1.11		
35		Sac River Connection	[1]	5.14	2.50		Exact layout of ERE tbd with design of improvements on Lot; must maintain connection to river from Central Shops
47a		Class 1 Bike/Ped Way		0.22	0		30' wide bike trail easement; connector to 7th Street
48a		Class 1 Bike/Ped Way		0.13	0		30' wide bike trail easement along 7th Street
48b		Class 1 Bike/Ped Way		0.12	0		30' wide bike trail easement along 7th Street
53		South of MLS		0.5	0		Open space lot; not parkland
57a		4-Way Parklets		0.24	0.24		SE corner of intersection of South Park/6th Streets
58a		4-Way Parklets		0.58	0.58		SW corner of intersection of South Park/6th Streets
60		Vista Connector to 4-Way		0.42	0.42		Links Vista Park with 4-Way Parklets
65		MLS Promenade		0.69	0.41		If ERE is allowed for 60' median, need to confirm that it is open to public at all times and does not include drive aisles
68		4-Way Parklets		1.51	1.51		NW corner of intersection of South Park/6th Streets
70c		4-Way Parklets		0.55	0.55		NE corner of intersection of South

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							Park/6th Streets
72		Vista Park		9.28	9.28		Capped remediation site; Master Plan design must be approved by DTSC
		SMUD Parklets (2)		0.14	0		To be designed/constructed by SMUD; must be conveyed to City (fee or easement) to be included in Railyards CFD boundaries
		Subtotal		35.66	29.41		
Private Recreation Facilities					7.35	Current max. of 25% credit possible, but difficult to obtain. All private rec. facilities must be available to all residents for maximum credit.	Requires City Council Agreement; facilities must be maintained in good order in pertuity. City Council action required to modify. If eliminated, City to be compensated for value of improvement (identified in Agreement).
		TOTAL			36.7625		

Notes

All parkland to be dedicated as Exclusive Recreation Easement

[1] Area identified is part of larger lot

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EXHIBIT O

PUBLIC SAFETY RADIO COMMUNICATION
REQUIREMENTS FOR BUILDINGS

The following requirements may be imposed at the time of application for a Building Permit. These requirements will be superseded by the adoption of an ordinance establishing public safety radio communication requirements after the Effective Date of this Agreement. Notwithstanding anything contained in this Agreement to the contrary, all Building Permit applications filed after the adoption of said ordinance shall be subject to compliance with its terms and conditions.

(A) General. Except as otherwise provided, no person shall erect, construct, change the use of or provide an addition of more than 20% to, any building or structure or any part thereof, or cause the same to be done, that fails to support adequate radio coverage for the Sacramento Regional Radio Communications System (SRRCS), including but not limited to firefighters and police officers. For purposes of this section, adequate radio coverage shall include all of the following: (1) a minimum signal strength of -95 dBm available in 90% of the area of each floor of the building when transmitted from the closest Sacramento Regional Radio Communications System site; (2) a minimum signal strength of -95 dBm received at the closest Sacramento Regional Radio Communications System site when transmitted from 90% of the area of each floor of the building; (3) the frequency range that much be supported shall be the current band of frequencies used by either the City or County sub-systems; and (4) a 100% reliability factor. When measuring the performance of a bi-directional amplifier, signal strength measurements are based on one input signal adequate to obtain a maximum continuous operating output level.

(B) Amplifications Systems Allowed. Buildings and structures that cannot support the required level of radio coverage shall be equipped with either a radiating cable system or an internal multiple antenna system with FCC type accepted bi-directional amplifiers as needed. If any part of the installed system or systems contains an electrically powered component, the system shall be capable of operating on an independent battery and/or generator system for a period of at least 12 hours without external power input. The battery system shall automatically charge in the presence of an external power input. If used, bi-directional amplifiers shall include filters to reduce adjacent frequency interference. These filters shall be tuned to so that they will be 35 db below the SRRCS frequencies.

(C) Testing Procedures.

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1. Acceptance Test Procedure. When an in-building radio system is required, and upon completion of installation, it will be the building owner's responsibility to have the radio system tested to ensure that two-way coverage on each floor of the building is a minimum of 90%. Each floor of the building shall be divided into a grid of approximately 20 equal areas. A maximum of two non-adjacent areas will be allowed to fail the test. In the event that three of the areas fail the test, in order to be more statistically accurate, the floor may be divided into 40 equal areas. In that event, a maximum of four non-adjacent areas will be allowed to fail the test. After the 40 area test, if the system continues to fail, the building owner shall have the system altered to meet 90% coverage requirement. The test shall be conducted using a Motorola MTS2000, XTS2500, XTS5000 or equivalent portable radio, talking through the Sacramento Regional Radio Communications System as specified by the authority having jurisdiction. A spot located approximately in the center of a grid area will be selected for the test, then the radio will be keyed to verify two-way communications to and from the outside of the building through the SRRCS. Once the spot has been selected, prospecting for a better spot within the grid area will not be permitted. The gain values of all amplifiers shall be measured and the test measurement results shall be kept on file with the building owner so that the measurements can be verified each year during the annual tests. In the event that the measurement results become lost, the building owner will be required to rerun the acceptance test to re-establish the gain values.

   As part of the installation, a spectrum analyzer or other suitable test equipment shall be utilized to insure that spurious oscillations are not being generated by the subject bi-directional amplifier (BDA) due to coupling (lack of sufficient isolation) between the input and output systems. This test will be conducted at time of installation and subsequent annual inspections.

2. Annual Tests. When an in-building radio system is required, the building owner shall test all active components of the system, including but not limited to amplifiers, power supplies and backup batteries, a minimum of once every 12 months. Amplifiers shall be tested to ensure that the gain is the same as it was upon initial installation and acceptance. Backup batteries and power supplies shall be tested under load for a period of one hour to verify that they will properly operate during an actual power outage. If within the one hour test period, in the opinion of the testing technician, the battery exhibits symptoms of

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failure; the test shall be extended for additional one hour periods until the testing technician confirms the integrity of the battery. All other active components shall be checked to determine that they are operating within the manufacture's specifications for the intended purpose.

3. Five-Year Tests. In addition to the annual test, the building owner shall perform a radio coverage test a minimum of once every five years to ensure that radio system continues to meet the requirements of the original acceptance test. The procedure set forth above shall apply to these tests.

4. Qualifications of Testing Personnel. All tests shall be conducted, documented and signed by a person in possession of a current FCC license, or a current technician certification (minimum Associate level) issued by the Electronics Technicians Association. All original test records shall be retained on the inspected premises by the building owner and copies of the records shall be submitted to the Sacramento Fire Department via the "Self Help Inspection Process".

5. Field Testing: Police and Fire personnel, after providing reasonable notice to the owner or his representative, shall have the right to enter onto the property to conduct field-testing to be certain that the required level of radio coverage is present.

(D) Permits: A permit fee of $100.00 shall be submitted to the Sacramento Fire Department along with copies of all test records. This fee may be increased annually.

(E) Implementation: Although not a condition of occupancy, the building shall be in compliance of this ordinance within 90 days of occupancy.

(F) Penalties: Pursuant to 8.040.080 of the SCC, a violation of this ordinance is a misdemeanor criminal offense and a civil penalty up to $25,000.00 per day (for each and every day that the violation exists) can be imposed.

(G) Exemptions: This section shall not apply to buildings less than 5,000 square feet or buildings zoned for Residential 1& 2 Family Units.

(H) Required Path Availability of SRRCS Microwave System & Mitigation Issues:

The SRRCS Microwave System is designed for a minimum of 99.999% availability which

takes into consideration existing structures along the microwave system transmission path, obstruction from natural terrain, and environmental factors.

If CITY determines that mitigation efforts are required, prior to the issuance of final permits or occupancy of the building, the building owner shall mitigate the new building or structure's blockage or obstruction of the SRRCS Microwave System paths so as to restore a minimum of 99.999% system availability by either (1) providing a new microwave relay site/equipment at another site; (2) relocating existing microwave relay/site equipment, (3) paying a fee to be determined by the CITY to cover any work required to restore the SRRCS Microwave System's availability, (4) or installing other technology as may be necessary to maintain the minimum 99.999% system availability. Prior to commencing any mitigation work, the building owner shall submit a detailed mitigation plan to the CITY for approval. If CITY reasonably determines that any proposed structure will reduce system availability to a level below 99.999%, then building owner shall comply with mitigation measures.

EXHIBIT P

SPECIAL CONDITIONS

I. PURPOSE AND INTENT

The definitions applicable to the body of the Agreement shall apply to this Exhibit P.

Under no circumstances can Development of the Property proceed without satisfaction of the conditions specified in this Exhibit P. These Special Conditions shall constitute binding and legally enforceable obligations of LANDOWNER and its successors and assigns, and binding and legally enforceable requirements and conditions for the Development of the Property for the Project, in addition to other obligations, requirements and conditions imposed as set out in the Agreement.

II. LANDOWNERS' OBLIGATIONS

A. Compliance with Law Respecting Other Public Agencies. As required under this Agreement and by CITY as a condition of the Project Entitlements or a Subsequent Approval, LANDOWNER shall comply with applicable law with respect to the following matters concerning other Public Agencies:

1. Appropriate sanitation districts, including but not limited to Sacramento County Regional Sanitation District, for provision of Public Facilities, payment of fees and charges, and payment (if applicable) associated therewith.

2. The State Department of Toxic Substance Control in regards to compliance with applicable land use covenants.

3. Applicable School District(s) in regard to school facilities for the students that will reside within the Project.

4. The Sacramento Regional Transit District in regard to the light rail transit system within the Property.

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III. CONDITIONS OF DEVELOPMENT; SPECIAL FINDINGS REQUIRED

A. In addition to other findings and conditions as may be deemed applicable, no Subsequent Approvals for Development of the Property shall be approved unless the approving body either: (1) makes the following findings; or (2) expressly waives such findings, in whole or in part, as not applicable to the Property and stating the reasons therefor with such waiver and the reasons therefor appear in the record or document of approval. These findings are:

1. The approval of the proposed project is consistent with the policies, goals, standards and objectives of the Specific Plan and LANDOWNER is in compliance with its obligations set forth in the Development Agreement.

2. The actions needed to implement the Financing Plan for financing of the Public Facilities required for Subsequent Approval have been adopted by the City Council.

3. All transfers of land, owned by or under the control of LANDOWNER, necessary for Public Facilities, have been transferred to CITY, City Agency or Public Agency as appropriate

4. LANDOWNER has complied with applicable law pursuant to Sections II.A, above.

5. Appropriate environmental review of the proposed project has been completed, and any suggested mitigation measures resulting therefrom have been included in the approval of the project to the extent feasible.

B. In the event that any of the special findings required herein cannot be made and are not waived, approval may nevertheless be given to the proposed project if all of the following conditions can be satisfied with respect to each such special finding not made:

1. Practicable and feasible requirements or mitigation measures can be imposed upon the project, the implementation of which would allow such special finding to be made;

2. The applicant has agreed to be bound (through written agreement satisfactory to the City Attorney) by and to implement such requirements or mitigation measures, and has posted such security for compliance therewith as may be required by the City Manager; and

3. It is in the public interest and consistent with the policies, goals, standards and objectives of the General Plan, Community Plan and Specific Plan for the project to be approved with such requirements and mitigation measures.

IV. PARKING

A. If a multi-purpose outdoor stadium (the "Stadium") is Developed on the Property to serve as the home of a major league soccer team, then temporary off-site surface parking lots designed to serve the needs of the Stadium ("Temporary Stadium Lots") may be Developed on the Property on the following terms:

1. Except as provided in section IV.A.9., the Temporary Stadium Lots are limited to the locations shown in the "Stadium Parking Plan" attached in as Exhibit Q.

2. LANDOWNER must obtain a conditional use permit for each Temporary Stadium Lot in accordance with the CITY's Land Use and Development Regulations.

3. LANDOWNER agrees that the CITY may include as conditions on each condition use permit issued for a Temporary Stadium Lot: (a) a termination date, and (b) a provision that allows the CITY to modify or terminate the conditional use permit if the CITY determines, based on the review under section IV., 7., that the parking stalls are no longer needed to serve the Stadium. LANDOWNER waives the right to administratively appeal or judicially challenge a decision by the CITY to modify or terminate a conditional use permit in accordance with this section IV.A.3.

4. The total number of parking stalls in the Temporary Stadium Lots combined is 4,000 ("Baseline Temporary Parking Requirement"), except as the Baseline Temporary Parking Requirement may be adjusted in accordance with section IV.A.6.

5. The Temporary Stadium Lots may be used only for parking for events at the Stadium.

6. After the completion of each of the first four major league soccer seasons after the Stadium is Developed, Stadium parking usage inside and outside the Temporary Stadium Lots within the Property will be evaluated as part of the annual Stadium event transportation management plan review to determine whether the Baseline Temporary Parking

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Requirement should be adjusted to reflect actual parking usage for events at the Stadium. Based on this annual parking review, the CITY may adjust the Baseline Temporary Parking Requirement that is then in effect up or down, and the conditional use permit for any affected Temporary Stadiums Lot will be modified accordingly pursuant to the following schedule and method:

(a) After first season: No adjustment.

(b) After second season: Adjustment based on highest use during prior two seasons.

(c) After third season: Adjustment based on highest use during prior two seasons.

(d) After fourth season: Adjustment based on highest use during prior two seasons.

LANDOWNER has the right to review and comment on the Stadium parking usage evaluation, and the CITY shall consider all evidence submitted by LANDOWNER that is relevant to Stadium parking usage, before the CITY adjusts the Baseline Temporary Parking Requirement.

The CITY's review under this section is independent of the CITY's annual compliance review conducted under Government Code section 65865.1 and City Code section 18.16.160.

7. To encourage the relocation of parking for the Stadium from the Temporary Stadium Lots into permanent parking structures parking ("Parking Structures") (which may be free standing or integrated into office, commercial, or retail buildings) within the Property during the course of Development of the Project:

(a) In conjunction with the sale or transfer by LANDOWNER of any portion of the Property to a third party who intends to construct a Parking Structure (which may be free standing or integrated into office, commercial, or retail buildings) as part of its Development of the Property ("Improved Lot Owner"), LANDOWNER shall present the opportunity to the Improved Lot Owner of entering into a "Stadium Parking Agreement" with the owner or operator of the Stadium. A Stadium Parking Agreement is an agreement that sets forth the terms by which people may use parking stalls in the Parking Structure while attending

events at the Stadium, including the number of parking stalls that will be available for use by people who attend events at the Stadium. The Parties acknowledge that Stadium Parking Agreements are subject to negotiation between the owner or operator of the Stadium and the Improved Lot Owner and that neither is obligated to enter into a Stadium Parking Agreement.

(b) If LANDOWNER intends to construct a Parking Structure as part of its Development of the Property, then LANDOWNER shall offer to enter into a Stadium Parking Agreement with the owner or operator of the Stadium. The owner or operator of the Stadium is not required to enter a Stadium Parking Agreement with LANDOWNER. For clarification, certain parking uses at structured parking are incompatible with the parking requirements for events at the Stadium (such as medical, residential or retail that requires after traditional business hours parking) and such parking may be fully or partially exempt from the above requirements.

8. For each parking stall that is relocated from a Temporary Stadium Lot to a Parking Structure within the Property, the Baseline Temporary Parking Requirement will be reduced on a pro-rata basis. The desire of the Parties is to eliminate all Temporary Stadium Lots, one by one, during the course of the Development of the Property for the Project, with the goal that all Stadium parking within the Property, except for limited parking onsite, will eventually be in Parking Structures.

9. During the first five major league soccer seasons after the Stadium is Developed, LANDOWNER may Develop a Temporary Stadium Lot in a location other than one shown in Exhibit Q if:

(a) LANDOWNER sells or transfers a portion of the Property that contains a Temporary Stadium Lot and the purchaser or transferee (i) constructs a Parking Structure on the lot that contained the Temporary Stadium Lot and (ii) does not enter into an a Stadium Parking Agreement to allow Stadium parking in the Parking Structure;

(b) A new Temporary Stadium Lot is required to meet the Baseline Temporary Parking Requirement that is then in effect;

(c) The new Temporary Stadium Lot is located in a C-3 SPD zone;

FOR CITY CLERK USE ONLY

ORDINANCE NO._____

Page 237 of 1050

CITY AGREEMENT NO._____ DATE ADOPTED:_____

(d) The new Temporary Stadium Lot replaces the Temporary Stadium Lot that was displaced under section IV.A.9.(a); and

(e) All the conditions in IV.A.2. – 8 (except IV.A.4.) apply to the new Temporary Stadium Lot.

10. In no event may a lot within the Property be used as a Temporary Stadium Lot after December 31, 2030.

B. LANDOWNER has identified certain lots within the Property that it desires to Develop as long-term surface parking lots to serve some of the parking needs of the Project during the Initial Term and any applicable Extension Period ("Improved Surface Lots"). Improved Surface Lots may be Developed on the Property on the following terms:

1. Except as provided in section IV.B.5., the Improved Surface Lots are limited to the locations to be agreed upon by the Parties, which will be shown in a "Project Parking Plan" to be attached as Exhibit R.

2. LANDOWNER must obtain a conditional use permit for each Improved Surface Lot in accordance with the CITY's Land Use and Development Regulations.

3. LANDOWNER agrees that the CITY may include a termination date as a condition on each condition use permit issued for an Improved Surface Lot. LANDOWNER waives the right to administratively appeal or judicially challenge the decision of the CITY to terminate a conditional use permit in accordance with this section IV.B.3.

4. The Improved Surface Lots may be used only for parking (i) for uses located inside the Central Shops Historic District, or (ii) for uses as part of initial phases of a phased commercial complex on a parcel in which the subsequent development of the phased commercial complex will include a Parking Structure that replaces the Improved Surface Lot.

5. Until the fifth anniversary of the Effective Date, LANDOWNER may Develop an Improved Surface Lot in a location other than one shown in Exhibit R if:

(a) If Development of a lot on which an Improved Surface Lot is located: (i) eliminates all parking stalls that were available in the Improved Surface Lot and (ii) does not include any structured parking;

(b) The new Improved Surface Lot is located in a C-3 SPD zone; and

(c) All the conditions in IV.B.2. – 4 apply to the new Improved Surface Lot.

C. Lots 46 and 47 may be used for parking vehicles having a manufacturer's gross vehicle weight rating of 10,000 pounds or more ("Commercial Vehicles") in connection with events at the Golden 1 Center on the following terms:

1. The ingress, egress, and parking areas on the lots must be improved with "all-weather" gravel or shale similar to that conditioned for Temporary Stadium Lots.

2. The Department of Public Works may reasonably condition future parking operations of Commercial Vehicles on the lots (including the necessary improvements) as needed to protect the health or safety of the public in general or to residents or employees who are occupying or will occupy the Property.

3. Lots 46 and 47 may not be used for parking Commercial Vehicles after (i) the fourth anniversary of the Effective Date or (ii) the date when lots 46 and 47 are first required as Temporary Stadium Lots to meet the Baseline Temporary Parking Requirement, whichever occurs first.

FOR CITY CLERK USE ONLY

ORDINANCE NO._____

Page 239 of 1050

CITY AGREEMENT NO._____ DATE ADOPTED:_____

EXHIBIT Q

MLS PARKING PLAN

SEE ATTACHED

FOR CITY CLERK USE ONLY

ORDINANCE NO._____

CITY AGREEMENT NO._____ DATE ADOPTED:_____

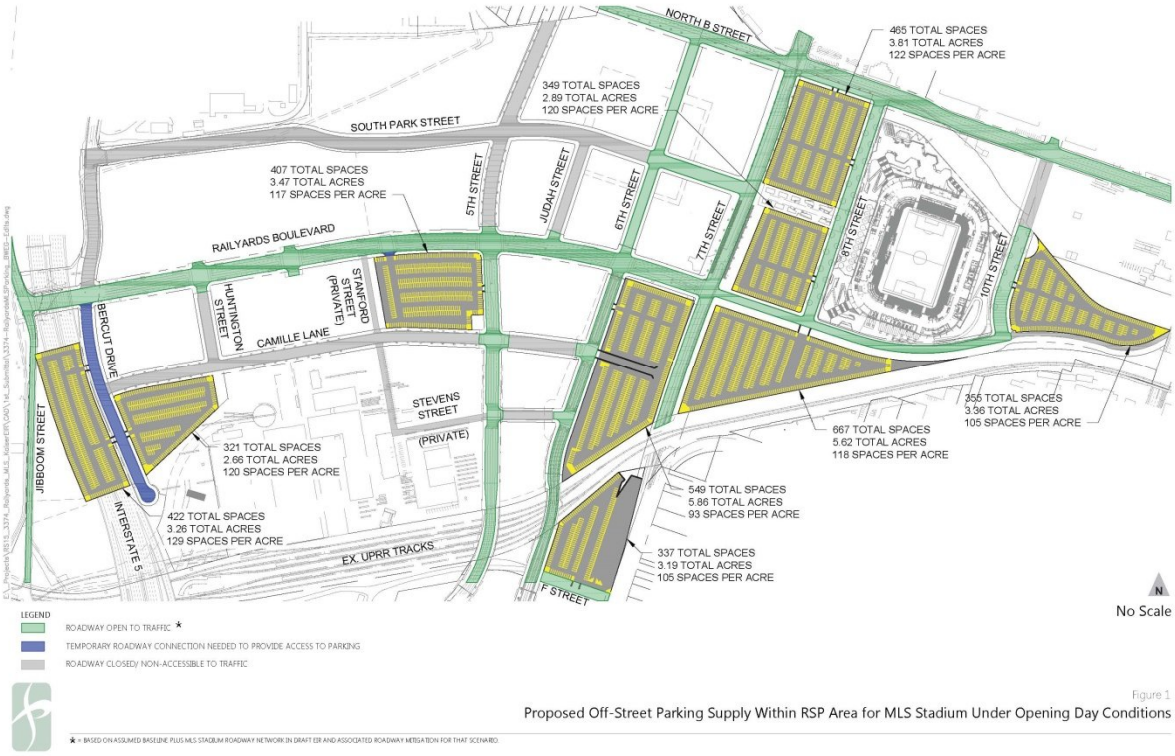

Figure 1

Proposed Off-Street Parking Supply Within RSP Area for MLS Stadium Under Opening Day Conditions

★ = BASED ON ASSUMED BASELINE PLUS MLS STADIUM ROADWAY NETWORK IN DRAFT EIR AND ASSOCIATED ROADWAY MITIGATION FOR THAT SCENARIO.

RESOLUTION NO. 2016- ___

Adopted by the Sacramento City Council on November 10, 2016

RESCINDING THE 2007 SACRAMENTO RAILYARDS SPECIFIC PLAN PUBLIC FACILITIES FINANCING PLAN AND ADOPTING THE 2016 SACRAMENTO RAILYARDS SPECIFIC PLAN PUBLIC FACILITIES FINANCING PLAN (P15-040)

BACKGROUND

A. On October 22, 2015, March 24, 2016, May 12, 2016, June 30, 2016, August 11, 2016, September 8, 2016, September 22, 2016, and October 6, 2016, the City Planning and Design Commission participated in public hearings on the Sacramento Railyards project, which included a review of the proposed street system, parks and open spaces, and other public facilities proposed as part of the Sacramento Railyards Specific Plan.

B. On October 24, 2016, the City Planning Commission held a noticed public hearing on the Sacramento Railyards Specific Plan and the Railyards Specific Plan Public Facilities Financing Plan in accordance with Government Code Sections 65353 and 65453, received and considered evidence, and forwarded to the City Council a recommendation to adopt the Sacramento Railyards Specific Plan and the Sacramento Railyards Specific Plan Public Facilities Financing Plan.

C. On November 10, 2016, the City Council conducted a public hearing that was noticed in accordance with Government Code sections 65355 and 65453 and Sacramento City Code section 17.812.030 at which it received and considered evidence concerning the Sacramento Railyards Specific Plan and Sacramento Railyards Specific Plan Public Facilities Financing Plan.

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

Section 1. Based on the verbal and documentary evidence received at the hearings on the Sacramento Railyards Specific Plan and the Sacramento Railyards Specific Plan Public Facilities Financing Plan, the City Council finds that adoption of the Sacramento Railyards Specific Plan Public Facilities Financing Plan would achieve the following:

1. Implement the City's General Plan goal to provide infrastructure for identified infill areas;

2. Establish a program of implementation measures, including regulations, programs, public works projects and financing measures for funding the backbone infrastructure and public facilities required to implement the Sacramento Railyards Specific Plan, including identifying existing and potential future development impact fees, public financing mechanisms, and federal, state and local funding programs;

3. Identify the development timing for implementation of the backbone infrastructure and public facilities improvements needed for the initial phase and buildout conditions consistent with the Sacramento Railyards Specific Plan phasing plan; and

4. Establish the policy framework for future financing of the required backbone infrastructure and public facilities improvements needed to implement the Sacramento Railyards Specific Plan.

Section 2. The City Council hereby rescinds the 2007 Sacramento Railyards Specific Plan Public Facilities Financing Plan by rescinding Resolution 2007-910.

Section 3. The City Council hereby adopts the 2016 Sacramento Railyards Specific Plan Public Facilities Financing Plan as set forth in Exhibit A.

Section 4. Exhibit A is a part of this Resolution.

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Exhibit A: Sacramento Railyards Public Facilities Financing Plan

Administrative Draft Report

(Preliminary Draft—Subject to Revision)

The Economics of Land Use

Railyards Specific Plan
Public Facilities Finance Plan

DRAFT

Prepared for:

City of Sacramento

Prepared by:

Economic & Planning Systems, Inc. (EPS)

October 17, 2016

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1. INTRODUCTION AND EXECUTIVE SUMMARY

The Sacramento Railyards Specific Plan (herein referred to as RSP, Railyards, or Project) is located in the City of Sacramento (City) on 244 acres of land immediately north of downtown Sacramento east of the Sacramento River, south of North B Street, and north of the Federal Court House and Alkali Flat neighborhood. **Map 1-1** (also Figure 1-2 in the RSP) shows the location of the Project within the context of downtown Sacramento.

This Public Facilities Finance Plan (Finance Plan) provides an overview of the development strategy for the Railyards and provides the background for establishing updated public policies that will govern the financing of Backbone Infrastructure, Public Facilities, and other Developer Obligations (as defined later in this report) necessary to serve the Project. The Finance Plan also identifies the estimated cost of the Facilities and proposes a set of funding sources to pay for the Facilities.

Project Context

The Project is located in the former Richards Boulevard Redevelopment Area (RBRA), which was established in 1990 to encourage revitalization and infill development adjacent to Downtown. The Sacramento Railyards project was previously approved by the City Council on December 11, 2007. The 2007 development entitlements included approval of a Specific Plan, EIR, and Development Agreement with Thomas Enterprises, then the project applicant. As proposed at that time, the project included the development of a maximum of 12,100 dwelling units, 1.4 million square feet of retail, 1,100 hotel rooms, 2.4 million square feet of office, 485,390 square feet of historic/cultural space, and 491,000 square feet of mixed use.

In June 2015, the current owner of the Project area, Downtown Railyard Ventures, LLC (DRV, Applicant, or Master Developer) submitted a revised entitlement application to the City that included a request to modify the land use plan to allow for two new opportunities—a soccer stadium and a Kaiser Medical Center. In addition to this Finance Plan, the revised entitlement package includes the following elements:

- Revised Specific Plan.
- Environmental Determination: Draft Subsequent Environmental Impact Report (DSEIR) and Mitigation Monitoring Plan.
- Mixed Income Housing Strategy.
- Development Agreement between the City of Sacramento and DRV.
- Amended Design Guidelines.
- Tentative Subdivision Map.
- Various General Plan and other policy amendments.

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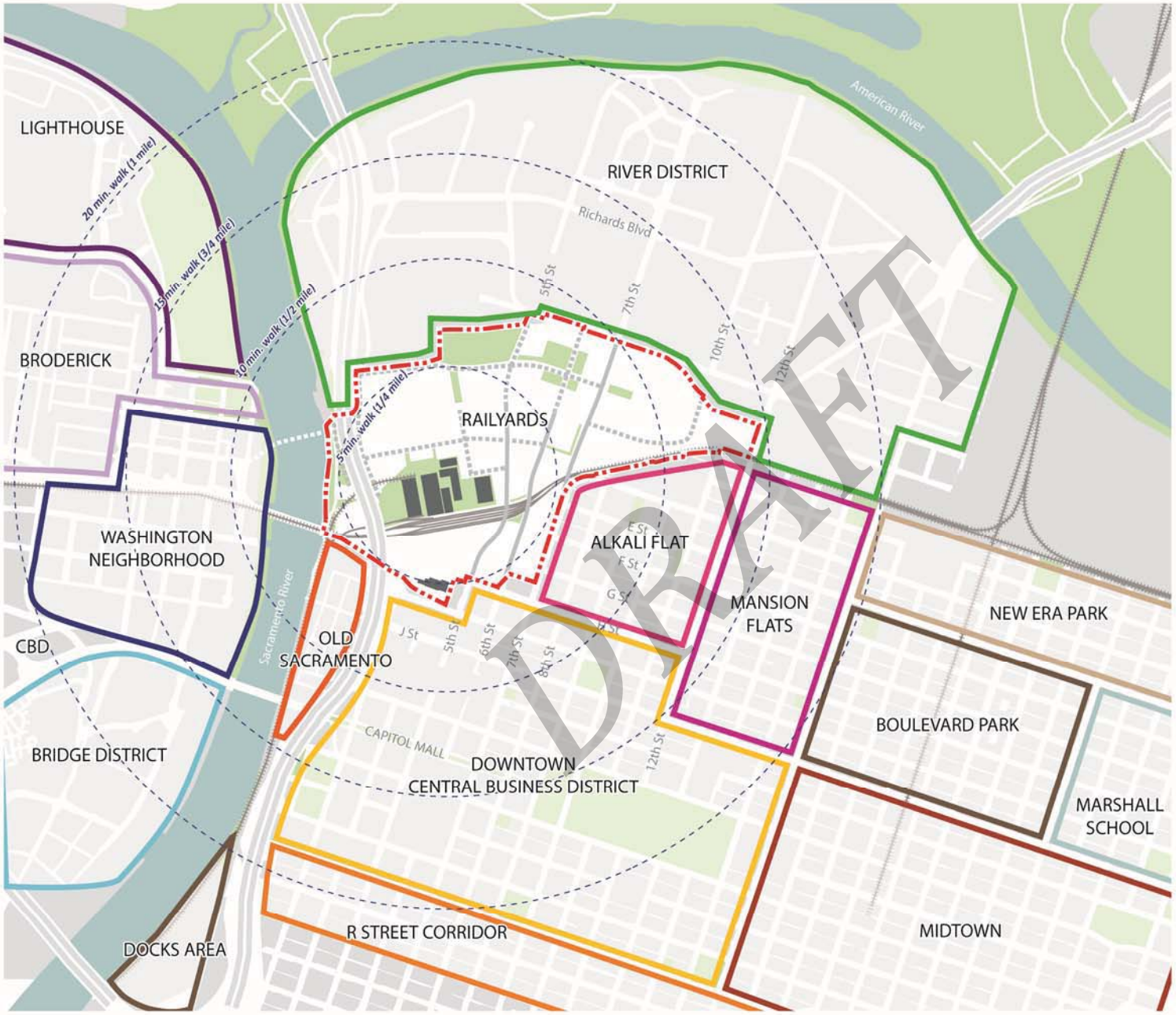
Map 1-1

Adjacent Neighborhoods



KEY

Site Boundary

Distance from Site

N

0 200 500 1,000 2,000 ft

AECOM

DRAWING TITLE
Adj. Neighborhoods

DATE
25 August 2016

SACRAMENTO RAILYARDS

Finance Plan Overview

On behalf of the City, Economic & Planning Systems, Inc. (EPS) prepared this Finance Plan, which is required by the Implementation Chapter of the Specific Plan. The Finance Plan has been informed directly by the Specific Plan, the DSEIR, and numerous engineering studies for various backbone infrastructure items.

Prior Accomplishments

To date, a number of initial important investments have occurred in the Project. Approximately $337.0 million of initial investment in track relocation, station renovation and backbone infrastructure has been completed. These initial investments have been funded through State Proposition 1C grant funds, Measure A, City investments, United Pacific Railroad (UPRR) and property owner funding. Despite the magnitude of initial investment, much of it from public sources, the City and Project applicant recognize that Project development still faces extraordinary early backbone infrastructure funding cash flow challenges.

Future Actions

As described herein, the City and Project applicant acknowledge a number of key infrastructure financing techniques still remain to be negotiated between the parties. Each party recognizes the Development Agreement and subsequent Funding Agreement are expected to be the vehicles through which these financial terms and funding agreements will be memorialized. Correspondingly, the primary purposes of this Financing Plan are to achieve the following outcomes:

1. Identify the suite of potential Backbone Infrastructure and Public Facilities funding solutions, including any existing and potential fee programs, funding arrangements or financing districts.

2. Describe subsequent financial analyses that should be completed to inform negotiation of the Funding Agreement.

3. Identify and describe key City policy decisions that may be considered and potential outcomes of such decisions.

Summary of Financing Strategy, Development Agreement and Funding Agreement Issues

By establishing this analytical and policy framework, this Finance Plan sets the stage for future City policy determinations relating to the following issues:

1. **Early Project Cash Flow Constraints—**Costs associated with the Initial Phase (excluding already completed improvements) exceed $86.0 million. This amount includes approximately $33.0 million in common improvements which will have to be completed before any development can proceed, whether it be new housing, a Major League Soccer (MLS) stadium or the planned Kaiser Hospital development. Common improvements requiring advance funding include the $10.5 million 3rd Street sewer line, a $15.0 million drainage pump station, and various other sewer, drainage and transportation improvements.

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2. **Facility Financing through existing Master Owner Participation Agreement and Initial Phase Owner Participation Agreement—**The City and Project applicant may wish to analyze options regarding continuance or termination of the existing Initial Phase Owner Participation Agreement. Resolution of the Initial Phase Owner Participation Agreement is anticipated to have a direct influence on the Project's land secured financing approach and may influence cash flows for early infrastructure financing.

3. **Updating amount of City contributions that may be provided to the Project—**In consideration of the aforementioned factors and overall Project financing strategy, the City will continue to evaluate options for a public private partnership investment in Backbone Infrastructure and Public Facilities. Similar to the prior Finance Plan, the new Funding Agreement may consider use of certain City funding sources such as Major Street Construction Tax, parking or lease-revenue financing, the Growth and Innovation Fund, formation of an Enhanced Infrastructure Financing District (EIFD) or other discretionary revenues that may assist with short and longer term cash flow and funding needs.

These items will be central to the negotiations between the City and Project applicant.

Finance Plan Contents

The Finance Plan quantifies the required Backbone Infrastructure and Public Facilities, and other Developer Obligations (as defined later in this report) needed to serve new development in the Project and establishes a preliminary strategy based on existing City policies to fund those requirements. Specifically, the Finance Plan includes the following elements:

1. Backbone Infrastructure, Public Facilities, and Other Developer Obligations to be constructed or acquired in association with the development of the Project.

2. Preliminary funding sources to pay for the Backbone Infrastructure and Public Facilities based on existing City policies.

3. Phasing information regarding the timing of Backbone Infrastructure, Public Facilities, and Other Developer Obligations improvements.

4. Application of the existing City policy framework for financing the required major Backbone Infrastructure and Public Facilities, and Other Developer Obligations improvements.

Summary of Financing Strategy

This Finance Plan shows the estimated costs to construct identified Backbone Infrastructure, Public Facilities, and Other Developer Obligations and describes the proposed or identified financing mechanisms to fund those costs.

Factors Influencing the Finance Plan

The process of developing the Finance Plan for the Project considered the following factors:

- As a major infill redevelopment project, the Project proposes to create a new urban environment within the context of an already established city and region. Success or failure hinges on understanding the significant risks involved in pioneering a new area and creating the appropriate implementation framework.

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- A public/private partnership is required to advance the Project through the numerous development hurdles that will be encountered. This public/private partnership will function through the terms and conditions of the Railyards Development Agreement (DA), related Funding Agreement as well as other agreements with the City. Completion of the Funding Agreement will require additional financial analyses as described in this Finance Plan.
- Financing the Backbone Infrastructure, Public Facilities, and other Developer Obligations will require a combination of City, State, federal, and private development funding sources.
- The project will require a long time frame to complete. Many market and financing factors influencing development of the project will not be known for many years.
- The project is composed of a broad mix of land uses, including retail, office, medical, entertainment, hotel, housing, and public space, including the reuse of several historic shops buildings that will require significant rehabilitation for reuse.
- The RSP requires a significant amount of major infrastructure in the early phases of development and funding sources for the Initial Phase (defined in **Chapter 2**) are limited.
- Current market factors and high early Backbone Infrastructure burdens create financial feasibility challenges for the initial Project phases. Early Project financial feasibility may be contingent upon public underwriting of Backbone Infrastructure and Public Facility costs that might typically be paid for by new development under more typical development circumstances.

Goals of the Finance Plan

The elements of the Finance Plan must work together to provide the optimal balance of City funding, development impact fees, land secured debt, and private financing along with any potential State of California (State) and federal funding. The City and Project applicant acknowledge the importance of not burdening the Project with too much public or private debt while also assuring that necessary facilities are constructed when needed to meet the Project's service standards.

The goals of the Finance Plan are as follows:

- Assure that new development pays its proportionate share of backbone infrastructure and public facility improvement costs without rendering the development project infeasible.
- Build in flexibility to allow for changing real estate market conditions and public and private financing opportunities.
- Make appropriate use of municipal debt financing mechanisms to reimburse developers for construction of facilities.
- Provide other appropriate City funding for infrastructure and public facilities to assist in creating a feasible project.

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Sources of Funding

Figure 1-1 provides a summary of the estimated funding sources for the infrastructure program at buildout. The complexity of the Railyards project requires many funding sources to construct the Backbone Infrastructure and Public Facilities required to serve the Project. Because of the extent of infrastructure requirements and mix of funding sources, the Master Developer and City will need to closely coordinate the use of public and private funding. Over time it is anticipated that private development can shoulder a larger portion of the infrastructure burden.

As shown, the main funding categories consist of those listed here:

- **Plan Area Developer Funding.** Funding sources originating from developer payments include the following subcategories:
  - **Developer Funding via Payment of Existing and Proposed Fees.**
  - **Railyards Special Financing District (SFD).** Certain facilities may be funded via formation of a Railyards Special Financing District, which may take the form of a Mello Roos CFD.
  - **Private Developer Funding.** Capital provided by the private developer through debt, equity or combination of both.
- **Successor Agency Funding.** The Project is included within an existing Master Owner Participation Agreement (MOPA) and Initial Phase Owner Participation Agreement (Initial Phase OPA) that obligates the Successor Agency to fund eligible Backbone Infrastructure and Public Facilities costs through tax increment revenues generated by Project development.
- **City Funding.** Other funding sources that are under the control of the City may be available to fund Railyards-related infrastructure or facilities. The City may also consider formation of an EIFD – associated EIFD tax increment may then be utilized to fund Railyards-related infrastructure or facilities.
- **Outside Sources of Funding (Regional, State, and federal).** Funding sources, such as grants or loans, from State, federal, or other agencies or institutions may be accessible.

These categories of funding sources represent only those specifically or generally available to the project at the time this Finance Plan and associated strategy was established. The configuration of funding will evolve with future City policy determinations.

Table 1-1 is the detailed listing of all Backbone Infrastructure and other Public Facility requirements and associated estimated funding sources for buildout of the Project.

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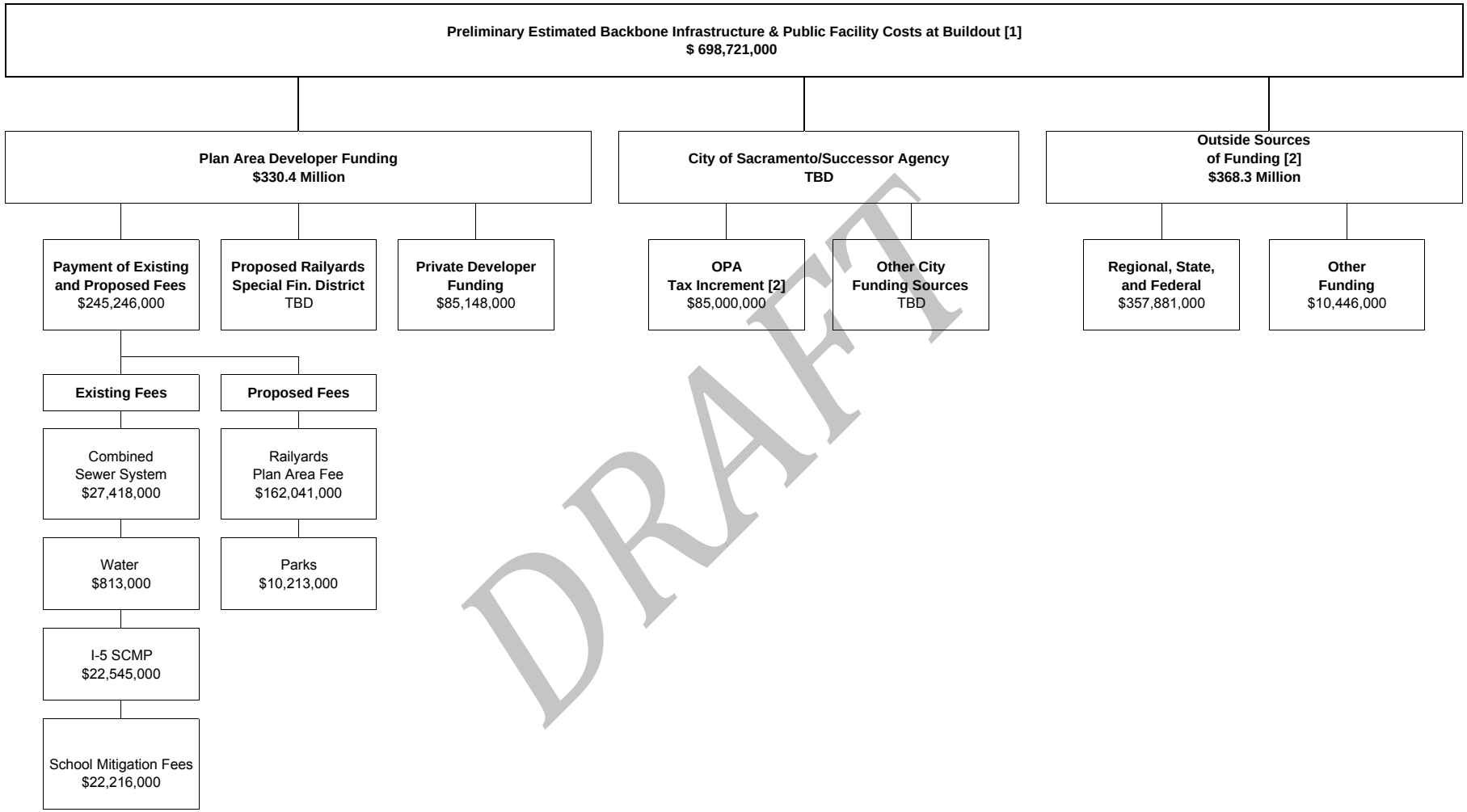
Figure 1-1
Railyards Specific Plan
Public Facilities Plan
Estimated Sources of Funding at Buildout (2016$)



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"funding_figure"

Source: EPS.

[1] The allocations shown in this figure are conceptual only and will be refined by future policy determinations regarding the application of tax increment and other city revenues.
[2] At the time of printing, OPA Tax Increment is additive to the overall Preliminary Estimated Backbone Infrastructure and Public Facility Costs at Buildout. Use of OPA Tax Increment is subject to future City policy determinations.

Table 1-1
City of Sacramento
Railyards Public Facilities Financing Plan
Preliminary Infrastructure Improvement Costs by Phase (2016$)

	Estimated Costs [1]				
Item	**Completed**	**Initial Phase**	**Subtotal Completed and Initial Phase**	**Remaining Phases**	**Buildout**
Infrastructure Improvements					
Transportation					
On-Site Roadways	$90,558,000	$39,616,000	**$130,174,000**	$31,047,000	**$161,221,000**
I-5/Richards Interchange	$13,000,000	-	**$13,000,000**	$8,200,000	**$21,200,000**
Freeways [2]	-	$3,790,000	**$3,790,000**	$18,755,000	**$22,545,000**
Total Transportation	**$103,558,000**	**$43,406,000**	**$146,964,000**	**$58,002,000**	**$204,966,000**
Storm Drainage	**$0**	**$17,054,000**	**$17,054,000**	**$1,431,000**	**$18,485,000**
Sanitary Sewer					
On-Site Sanitary Sewer	$827,000	$1,564,000	**$2,391,000**	-	**$2,391,000**
Off-Site Sanitary Sewer [3]	-	$10,500,000	**$10,500,000**	-	**$10,500,000**
Other Sanitary Sewer [4]	-	-	**$0**	$17,610,000	**$17,610,000**
Total Sanitary Sewer	**$827,000**	**$12,064,000**	**$12,891,000**	**$17,610,000**	**$30,501,000**
Water	**-**	**-**	**$0**	**$813,000**	**$813,000**
Total Infrastructure Improvements	**$104,385,000**	**$72,524,000**	**$176,909,000**	**$77,856,000**	**$254,765,000**
Public Facility Improvements					
LRT Stations	-	$2,105,000	**$2,105,000**	-	**$2,105,000**
Other Transit Facilities	$232,700,000	-	**$232,700,000**	-	**$232,700,000**
Community Center/Library [5]	-	-	**$0**	$6,842,000	**$6,842,000**
Parks and Open Space [6]	-	$1,277,000	**$1,277,000**	$68,336,000	**$69,613,000**
Surface and Structured Parking [7]	-	-	**$0**	TBD	**TBD**
Schools [8]	-	$1,659,000	**$1,659,000**	$20,557,000	**$22,216,000**
Police Station [5]	-	-	**$0**	$7,672,000	**$7,672,000**
Fire Station [5]	-	-	**$0**	$5,576,000	**$5,576,000**
Total Public Facility Improvements	**$232,700,000**	**$5,041,000**	**$237,741,000**	**$108,983,000**	**$346,724,000**
Subtotal Infrastructure and Public Facilities	**$337,085,000**	**$77,565,000**	**$414,650,000**	**$186,839,000**	**$601,489,000**
Other Developer Obligations					
Affordable Housing	**-**	$9,000,000	**$9,000,000**	$36,000,000	**$45,000,000**
Central Shops	**-**	**-**	**$0**	$52,232,000	**$52,232,000**
Subtotal Other Developer Obligations	**$0**	**$9,000,000**	**$9,000,000**	**$88,232,000**	**$97,232,000**
TOTAL	**$337,085,000**	**$86,565,000**	**$423,650,000**	**$275,071,000**	**$698,721,000**

cost_summ

Source: Baker Williams Engineering Group Cost Estimates current as of September 2016; City of Sacramento.

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Table 1-1
City of Sacramento
Railyards Public Facilities Financing Plan
Preliminary Infrastructure Improvement Costs by Phase (2016$)

[1] Rounded to the nearest $1,000.
[2] Based on fee revenue generated under the voluntary I-5 Subregional Corridor Mitigation Program (SCMP). Caltrans has agreed that payment of the fee would be a sufficient mitigation of a development project's impact on the mainline freeway segments within the I-5 Subregional Corridor. Current assumption is that developer will be required to fund RY fair share of improvements for the Richards/I-5 Interchange, which may result in credits against SCMP.
[3] 3rd Street Sewer Master Plan; costs estimated by City of Sacramento Department of Utilities staff.
[4] Reflects CSS fee payments beyond the credits taken for installation of 3rd Street sewer line.
[5] See Appendix B for cost estimate computation.
[6] Includes $19,636,719 in Central Shops site work reflecting Plaza improvements and $5,000,000 for the relocation of the clean-up system.
[7] To be determined by City of Sacramento.
[8] Based on school mitigation fee revenue generated by Project.

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New and Updated Financing Mechanisms

The Finance Plan proposes that the City utilize existing development impact fee programs and create new special financing districts to provide equal participation in financing the Facilities for all benefiting development projects, including these actions:

- Utilize existing City and Special District fee programs to the extent possible.
- Update or replace the existing Railyards/Richards Boulevard (River District)/Downtown Transportation Impact Fee and Railyards and Richards Boulevard (River District) Public Facility Fee Programs (each of these programs are described in more detail in **Chapter 4**).
- Establish a Railyards Plan Area Fee Program to apportion Backbone Infrastructure and Public Facility costs not funded by other sources to Project land uses.
- Establish a Railyards Special Financing District (e.g., Mello-Roos Community Facilities District [CFD]) to reimburse the master developer for a portion of Backbone Infrastructure and Public Facilities using land secured financing.
- Consider other City funding sources that may be deployed to offset Facilities costs, particularly the upfront costs associated with Initial Phase (as defined in **Chapter 2**) development.

To the extent that other funding is available from special local, State, and federal sources, the costs funded through the aforementioned fee programs and special financing districts may be reduced.

Backbone Infrastructure, Public Facilities, and Other Developer Obligations Requirements and Estimated Costs

The Specific Plan and DSEIR provide detailed descriptions of transportation, storm drainage, water, and sanitary sewer systems needed to support the RSP. The Specific Plan also describes the Public Facilities required for development of the Project including schools, parks, open space, fire station, transit and other public amenities. Other Developer Obligations include affordable housing and renovation of the Central Shops buildings. These improvements are labeled "Backbone Infrastructure," "Public Facilities," and "Other Developer Obligations," or "Facilities" throughout the Finance Plan. **Chapter 3** provides a precise definition of Backbone Infrastructure and Public Facilities.

The Specific Plan provides an overview of the implementation strategy for the phasing and financing of the identified improvements. The Finance Plan expands on the implementation strategy presented in the Specific Plan. The development of the Project is a long-term process (25+ years). Many details about development phasing, timing of infrastructure requirements and available financing will not be known until the actual development of each phase of the Project occurs.

Buildout of the RSP will require the construction of roadways, storm drainage, sewer, water, and a variety of other public facilities. Cost estimates for required Backbone Infrastructure, Public Facilities, and Other Developer Obligations have been derived from a combination of available

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preliminary engineering data provided by Baker Williams Engineering Group., Kimley-Horn and Associates, Inc., DRV, and the City as of September 2016.

Backbone Infrastructure and Public Facilities Costs

Table 1-1 summarizes the buildout costs of Backbone Infrastructure and other Public Facilities required to serve the RSP. At buildout, all facilities are estimated to cost approximately $699 million (2016$). These costs are for Facilities located within the boundaries of the RSP, or beyond the boundaries of the RSP but are designed to serve the RSP and are required to be funded in whole or in part by the RSP developers. These costs do not include the costs of in-tract and other project-specific improvements, which will be privately financed. The costs summarized in **Table 1-1** also exclude the value of land on which the Backbone Infrastructure and other Public Facilities will be constructed.

Items Excluded from the Finance Plan

The following items are specifically excluded from the Finance Plan:

- Costs and funding mechanisms associated with the Sacramento Intermodal Transportation Facility (SITF), construction of associated passenger and other facilities. Funding for these projects is part of a separate development program currently underway by the City.
- Costs associated with toxic remediation for Backbone Infrastructure and Public Facilities as well as on-site private development are specifically excluded from this analysis and, to the extent that any remain, are the full responsibility of DRV except to the extent that they add an increment of cost to specific infrastructure projects.
- The cost of typical subdivision infrastructure, including both frontage and in-tract improvements, which will be funded by private development.

Organization of this Report

In addition to this introductory chapter, the Finance Plan contains the following chapters:

- **Chapter 2** describes the Railyards Land Use Plan and the potential phasing of the development.
- **Chapter 3** describes the Backbone Infrastructure and Public Facilities requirements of the RSP.
- **Chapter 4** provides a summary of potentially available funding sources to pay for the Backbone Infrastructure and Public Facilities.
- **Chapter 5** provides a detailed discussion of the financing strategy used to fund the construction of the required facilities.
- **Chapter 6** describes the proposed Railyards plan area fee.
- **Chapter 7** provides a comparison of infrastructure cost burdens in the Railyards and comparable project areas.

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- **Chapter 8** identifies typical funding mechanisms for services and ongoing operations and maintenance of Facilities in the Railyards.
- **Chapter 9** reviews the actions needed to implement the Finance Plan and administrative procedures for ongoing Finance Plan implementation.

The Finance Plan also contains five appendices, which provide backup information used to develop the Finance Plan. The following appendices are provided:

- **Appendix A:** Provides the detailed Project land uses as well as miscellaneous assumptions used in the Finance Plan analysis.
- **Appendix B:** Detailed Infrastructure Cost Estimates. This appendix contains detailed cost estimates for the backbone infrastructure and public facilities included in this Finance Plan, provided by Baker Williams Engineering Group and the City.
- **Appendix C:** Existing Fee Revenue Estimates. This appendix provides estimated revenues generated by the various existing and proposed fee programs pertinent to the financing strategy.
- **Appendix D:** Detailed Estimated Infrastructure Cost Burden Comparison contains the assumptions and estimated development impact fees, plan area fees, and estimated bond debt of special taxes and assessments for the Railyards and comparable projects in the Sacramento Region (Region).
- **Appendix E:** Bonding Capacity Estimates. This appendix provides an estimate of the Mello-Roos CFD bonding capacity of the Railyards Project.

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2. DEVELOPMENT PROGRAM AND PHASING

Plan Overview

The Sacramento Railyards Specific Plan document establishes the planning and development standards for redevelopment of the 244-acre Plan Area immediately north of downtown Sacramento. The Plan Area is east of the Sacramento River, south of the River District, and west of the Alkali Flat neighborhood. The current 2016 Specific Plan is an update to and supersedes a prior specific plan last updated in 2007. It is the overarching policy document that guides future development in the Plan Area, clearly stating parameters for development, special objectives, and land use goals. Based on the Specific Plan, the proposed development is focused on regional employment opportunities, cultural destinations, and high-quality residential neighborhoods.

The implementation of the Railyards Specific Plan, if realized, would achieve several planning objectives, including:

- Transforming the Railyards from an underutilized and contaminated industrial site into an attractive and vibrant transit-oriented, mixed use urban environment and regional destination.
- Integrating the Railyards into the fabric of the existing Downtown and other surrounding districts and completing the Central City's circulation system.
- Connecting the Railyards area with Sacramento's downtown office, retail and government centers, as well as Old Sacramento, the River District, and the Alkali Flat neighborhood.
- Re-connecting downtown and the Central City with the Sacramento and American Rivers.
- Preserving the historical and cultural resources of the area, notably, the historic Central Shops buildings.
- Providing a mix of uses that complement and support the City's planned Sacramento Intermodal Transportation Facility (SITF), which connects the Central City to the Region, the State and beyond.

According to the Specific Plan, the Project provides for high-density mixed-use development. The RSP describes the land use designations and the maximum allowable development program (RSP Table 3-2) as follows:

- 6,000-10,000 dwelling units
- 514,270 square feet of retail
- 2,757,027 to 3,857,027 square feet of office use
- 771,405 square feet of flexible mixed-use
- 1,168,003 square feet of medical facilities
- 1,100 hotel rooms (keys)
- 485,390 square feet of historic and cultural uses

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- 30 acres of open space
- Soccer stadium with approximately 22,000 seats

The Sacramento Railyards Specific Plan Draft Subsequent Environmental Impact Report (DSEIR) analyzes the land uses mentioned above. The DSEIR evaluates the potential environmental impacts of the Railyards project using the maximum allowable building program for each land use. The Railyards Specific Plan (RSP) provides considerable flexibility in the land use program, such as permitting either a maximum level of office or a maximum level of residential for a specific area. However, the maximum levels of both land uses cannot be constructed. The DSEIR evaluates the Project using the lower end of the range of allowable residential development of 6,000 units. The land uses evaluated in the DSEIR are consistent with the land uses as stated in the Specific Plan, except for the medical campus, which is 60,000 square feet less in the DSEIR than in the Specific Plan. This Finance Plan uses a set of land uses that is identical to the land uses evaluated in the DSEIR.

For the purpose of this Finance Plan, the Project envisions 6,000 residential units, approximately 3.5 million square feet of new office space, over 900,000 square feet of new retail, nearly 700,000 square feet of flexible mixed-use space, a 400,000 square foot courthouse, 1.2 million square feet of medical facilities, 1,100 hotel rooms, as well as other historic and cultural spaces across nearly 158 acres. These historic and cultural spaces include parks and open space, transportation, public parking, a 22,000 seat MLS stadium, and a proposed Railroad Technology Museum. The remainder will be dedicated for public rights-of-way. **Table 2-1** summarizes the proposed land uses evaluated for the purpose of this Finance Plan and divides the uses into an initial phase and remaining phases. **Map 2-1** (also RSP Figure 3-2) provides an overview of the Project land use plan.

EPS, in consultation with the City, has made the following assumptions regarding the anticipated land uses that will be developed in each land use designation.

Multifamily Residential

According to the Railyards DSEIR, planned residential development in the Railyards ranges from 6,000 units to a maximum of 10,000 units. This Finance Plan analyzes the option with 6,000 residential units, all of which are considered multifamily. A planned 500 affordable units are anticipated as part of the Project's Mixed-Income Housing Strategy. For the purposes of this Finance Plan, it is assumed that the remaining units are market rate and distributed between renter-occupied and owner-occupied.

Retail

Retail land uses are further categorized into Regional, Neighborhood/Other, and Flexible Mixed-Use—Retail. For the purposes of this analysis, all retail designated as Historic and Cultural as well as retail occurring on lots south of Railyards Boulevard and west of 5th Street are assumed to be regional retail. All other retail is included in the Neighborhood/Other category. For development considered Flexible Mixed-Use or Historic and Cultural Flex, 25 percent is assumed retail and 75 percent is assumed office. The 25 percent that is assumed retail is included in Flexible Mixed-Use—Retail.

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Table 2-1
City of Sacramento
Railyards Public Facilities Financing Plan
Railyards Specific Plan Land Use Summary

Land Use	Initial Phase Units/ Rooms	Initial Phase Area	Remaining Phases Units/ Rooms	Remaining Phases Area	Buildout Units/ Rooms	Buildout Area
RESIDENTIAL LAND USES						
Multifamily [1] [2]	*units*	*square feet*	*units*	*square feet*	*units*	*square feet*
Owner Occupied	0	0	1,290	1,161,000	1,290	1,161,000
Renter Occupied	240	216,000	3,970	3,573,000	4,210	3,789,000
Affordable [3]	60	54,000	440	396,000	500	450,000
Subtotal Multifamily	**300**	**270,000**	**5,700**	**5,130,000**	**6,000**	**5,400,000**
Total Residential	**300**	**270,000**	**5,700**	**5,130,000**	**6,000**	**5,400,000**
NONRESIDENTIAL LAND USES						
Retail [4]						
Regional [5]		-		462,228		462,228
Neighborhood/Other		-		250,283		250,283
Flexible Mixed-Use - Retail [6]		-		192,851		192,851
Subtotal Retail		**0**		**905,363**		**905,363**
Office						
Office		-		3,457,027		3,457,027
Subtotal Office		**0**		**3,457,027**		**3,457,027**
Flexible Mixed-Use Office						
Flexible (Historic and Cultural) [5]		-		107,149		107,149
Other Flexible [6]		-		578,554		578,554
Subtotal Flexible Mixed-Use		**0**		**685,703**		**685,703**
Courthouse		-		**400,000**		**400,000**
Kaiser Facilities						
Hospital		658,003		-		658,003
Medical Office		510,000		-		510,000
Subtotal Kaiser Facilities		**1,168,003**		**0**		**1,168,003**
Hotel [7]	*rooms*		*rooms*		*rooms*	
Select Service Hotel	-	-	650	650,000	650	650,000
High-end Hotel	-	-	450	450,000	450	450,000
Subtotal Hotel	**0**	**0**	**1,100**	**1,100,000**	**1,100**	**1,100,000**
		seats		*seats*		*seats*
MLS Stadium		**22,000**		**-**		**22,000**
Historic and Cultural		*square feet*		*square feet*		*square feet*
Museum		-		180,000		180,000
		acres		*acres*		*acres*
Open Space		-		28.47		28.47

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Source: City of Sacramento; Sacramento Railyards Land Use/Density Allocation EIR Analysis Scenario Option 1 provided by DRV - 05/13/16; Sacramento Railyards Internal Draft Land Use/Density Allocation Option 1 No Berm provided by DRV -05/19/16.

[1] Multifamily residential units are assumed to be market rate unless otherwise specified, with 25% owner-occupied and 75% renter-occupied, according to LDK Ventures. This analysis uses the lower end of the range of estimated residential development provided by DRV.
[2] Multifamily residential units are assumed to average 900 square feet.
[3] Assumes 60 affordable units would be built in the Initial Phase and 240 affordable units in the Remaining Phase according to DRV.
[4] Retail uses designated as Historic and Cultural as well as retail occurring on lots south of Railyards Blvd. and west of 5th St. are assumed to be region-serving. All other retail is included in the Neighborhood/Other category unless otherwise specified.
[5] For this analysis, Flexible (Historic and Cultural) is assumed to be 25% regional retail and 75% office.
[6] For this analysis, Other Flex is considered to be 25% retail and 75% office.
[7] Assumes 1,000 square feet per hotel room.

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Map 2-1 Railyards Zoning Districts Overlaid on Specific Plan Districts

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Office

This Finance Plan assumes nearly 3.5 million square feet of office space. For development considered flexible mixed-use, 25 percent is assumed retail and 75 percent is assumed office. Flexible (Historic and Cultural) land uses encompass the flexible mixed-use office space on Historic and Cultural lots. All other flexible mixed-use office is included in Other Flexible.

Courthouse

A courthouse for the California Judicial Council is proposed. It is anticipated to be 16-stories, with 400,000 square feet of space that would provide 44 courtrooms in a centralized downtown location. In the Specific Plan and DSEIR, the square footage associated with this land use is included in the Office land use category. For the purpose of this Finance Plan, the Courthouse has been placed in its own land use category.

Kaiser Facilities

Planned medical facilities for Kaiser Permanente include a 658,003 square foot hospital as well as 510,000 square feet of medical office space.

Hotel

A total of 1,100 hotel rooms are planned for the Railyards. The Finance Plan assumes that this includes one high-end riverfront hotel with 450 rooms, and 650 hotel rooms spread across several select-service hotels.

MLS Stadium

The Major League Soccer Stadium is expected to seat 22,000 people.

Historic and Cultural

In this Finance Plan, Historic and Cultural land uses include the planned 180,000-square foot Railroad Technology Museum as well as open space.

Land Use Phasing

It is likely that the actual pace of development will vary significantly from any development assumptions that can be presented at this time. The infrastructure improvement program is linked to the development occurring in the Plan Areas rather than a timeline. Thus, if the development pace is slower or faster than anticipated, the timing of the infrastructure construction can be adjusted.

For the purpose of this Finance Plan, development of the Project has been organized into two major phases:

- **Initial Phase.** The Initial Phase includes the MLS Stadium, all Kaiser Facilities, and a 300-unit residential development.
- **Remaining Phases.** The Remaining Phases include all of the office, retail, and flexible mixed-use space, development located in the Central Shops, as well as the remainder of the residential units.

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Map 2-2 shows the parcels anticipated to be included in the Initial Phase of development; the undesignated parcels are anticipated to be included in the Remaining Phases of the Project. The land use phasing information is based on DRV's 05/13/16 Sacramento Railyards Land Use/Density Allocation DSEIR Analysis Scenario Option 1 and 05/19/16 Sacramento Railyards Internal Draft Land Use/Density Allocation Option 1 No Berm.

Table 2-1 shows the amount of development included in the Initial Phase and the Remaining Phases. It is possible that development in the Remaining Phases areas could begin before the development planned for the Initial Phase is completely built out. Infrastructure improvements by phase were identified primarily by Baker Williams, Kimley-Horn and Associates, Inc., and the City.

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Map 2-2 Development Occurring in Initial Phase

3. BACKBONE INFRASTRUCTURE AND PUBLIC FACILITIES COSTS AND PHASING STRATEGY

The Specific Plan represents a broad vision for approximately 244 acres of land adjacent to downtown Sacramento. Transformation of the Railyards into a high-density mixed use development will generate new residents and new commercial users and will require public infrastructure and facilities such as roads, water, storm drainage utilities, and public safety facilities.

The infrastructure and public facility requirements summarized in this chapter are based on the Railyards Specific Plan and the mitigation measures set forth in the Railyards DSEIR dated June 2016. Buildout of the Railyards Specific Plan will require the following improvements:

- Transportation
- Storm Drainage
- Sanitary Sewer
- Water
- Transit
- Community Center/Library
- Parks and Open Space
- Schools
- Public Safety (Police and Fire)

The Plan recognizes that full buildout of the Project will take many years, and that for it to be fully realized, many phases of development will occur. The success of the development hinges in great part on the orderly phasing of the Project in manageable and fundable increments.

Depending on market conditions and available funding, the sequence of public improvements and private development could vary significantly from those described as the Initial Phase and Remaining Phases. For example, should funding become available earlier for major infrastructure components planned for a later phase of the project, its implementation could be accelerated, thereby affecting other components of the development program. Conversely, if funding is not available for key infrastructure, the pace of development will be limited.

It is important to recognize that the development process will be a continuum. Each Project phase can be lengthened, shortened, or developed in a different sequence depending on the availability of funding for infrastructure improvements and general market conditions.

Cost estimates for the required backbone infrastructure and public facilities were developed by Baker Williams and the City. Please refer to **Appendix B** for detail regarding backbone infrastructure costs discussed herein.

The resulting backbone infrastructure and public facilities costs included in the Finance Plan are summarized in **Table 3-1**.

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Table 3-1
City of Sacramento
Railyards Public Facilities Financing Plan
Preliminary Infrastructure Improvement Costs by Phase (2016$)

	Estimated Costs [1]				
Item	**Completed**	**Initial Phase**	**Subtotal Completed and Initial Phase**	**Remaining Phases**	**Buildout**
Infrastructure Improvements					
Transportation					
On-Site Roadways	$90,558,000	$39,616,000	**$130,174,000**	$31,047,000	**$161,221,000**
I-5/Richards Interchange	$13,000,000	-	**$13,000,000**	$8,200,000	**$21,200,000**
Freeways [2]	-	$3,790,000	**$3,790,000**	$18,755,000	**$22,545,000**
Total Transportation	**$103,558,000**	**$43,406,000**	**$146,964,000**	**$58,002,000**	**$204,966,000**
Storm Drainage	**$0**	**$17,054,000**	**$17,054,000**	**$1,431,000**	**$18,485,000**
Sanitary Sewer					
On-Site Sanitary Sewer	$827,000	$1,564,000	**$2,391,000**	-	**$2,391,000**
Off-Site Sanitary Sewer [3]	-	$10,500,000	**$10,500,000**	-	**$10,500,000**
Other Sanitary Sewer [4]	-	-	**$0**	$17,610,000	**$17,610,000**
Total Sanitary Sewer	**$827,000**	**$12,064,000**	**$12,891,000**	**$17,610,000**	**$30,501,000**
Water	**-**	**-**	**$0**	**$813,000**	**$813,000**
Total Infrastructure Improvements	**$104,385,000**	**$72,524,000**	**$176,909,000**	**$77,856,000**	**$254,765,000**
Public Facility Improvements					
LRT Stations	-	$2,105,000	**$2,105,000**	-	**$2,105,000**
Other Transit Facilities	$232,700,000	-	**$232,700,000**	-	**$232,700,000**
Community Center/Library [5]	-	-	**$0**	$6,842,000	**$6,842,000**
Parks and Open Space [6]	-	$1,277,000	**$1,277,000**	$68,336,000	**$69,613,000**
Surface and Structured Parking [7]	-	-	**$0**	TBD	**TBD**
Schools [8]	-	$1,659,000	**$1,659,000**	$20,557,000	**$22,216,000**
Police Station [5]	-	-	**$0**	$7,672,000	**$7,672,000**
Fire Station [5]	-	-	**$0**	$5,576,000	**$5,576,000**
Total Public Facility Improvements	**$232,700,000**	**$5,041,000**	**$237,741,000**	**$108,983,000**	**$346,724,000**
Subtotal Infrastructure and Public Facilities	**$337,085,000**	**$77,565,000**	**$414,650,000**	**$186,839,000**	**$601,489,000**
Other Developer Obligations					
Affordable Housing	**-**	$9,000,000	**$9,000,000**	$36,000,000	**$45,000,000**
Central Shops	**-**	**-**	**$0**	$52,232,000	**$52,232,000**
Subtotal Other Developer Obligations	**$0**	**$9,000,000**	**$9,000,000**	**$88,232,000**	**$97,232,000**
TOTAL	**$337,085,000**	**$86,565,000**	**$423,650,000**	**$275,071,000**	**$698,721,000**

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Source: Baker Williams Engineering Group Cost Estimates current as of September 2016; City of Sacramento.

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Table 3-1
City of Sacramento
Railyards Public Facilities Financing Plan
Preliminary Infrastructure Improvement Costs by Phase (2016$)

[1] Rounded to the nearest $1,000.
[2] Based on fee revenue generated under the voluntary I-5 Subregional Corridor Mitigation Program (SCMP). Caltrans has agreed that payment of the fee would be a sufficient mitigation of a development project's impact on the mainline freeway segments within the I-5 Subregional Corridor. Current assumption is that developer will be required to fund RY fair share of improvements for the Richards/I-5 Interchange, which may result in credits against SCMP.
[3] 3rd Street Sewer Master Plan; costs estimated by City of Sacramento Department of Utilities staff.
[4] Reflects CSS fee payments beyond the credits taken for installation of 3rd Street sewer line.
[5] See Appendix B for cost estimate computation.
[6] Includes $19,636,719 in Central Shops site work reflecting Plaza improvements and $5,000,000 for the relocation of the clean-up system.
[7] To be determined by City of Sacramento.
[8] Based on school mitigation fee revenue generated by Project.

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Definitions of Backbone Infrastructure, Public Facilities, and Other Developer Obligations

The term "backbone infrastructure" is often used to describe all publicly owned facilities. This Finance Plan will use the following definitions to more precisely define these items:

Backbone Infrastructure: This term includes most of the essential public service-based infrastructure inclusive of roadways and improvements underneath roadways. These items include major roadways (including frontage improvements), storm drainage, sanitary sewer, and water improvements. Backbone Infrastructure is sized to serve numerous individual development projects in the Project and in some cases serves adjacent development areas—Downtown and River District. The specific items of Backbone Infrastructure have been identified in supporting infrastructure master plan documents.

Public Facilities: This term includes these public facilities:

- Transit (Light Rail Stations and other transit facilities)
- Community Center/Library facilities
- Parks and Open Space
- Public parking (surface and structures)
- Schools
- Public Safety facilities (Police and Fire)

This group of items provides amenities to the Project (e.g., park facilities and libraries) or houses employees providing services to the area (e.g., fire station).

Other Developer Obligations: Other developer obligations include costs associated with providing Affordable Housing per the Mixed Income Housing Strategy and the costs associated with renovating and remediating the existing Central Shops buildings. The costs do not reflect backbone infrastructure required to serve the project, nor do they reflect publicly owned facilities, but do constitute major costs components of the Project and are therefore included for Finance Plan purposes.

Facilities: This term is used generically in the Finance Plan to include a combination of Backbone Infrastructure, Public Facilities, and Other Developer Obligations when a precise breakdown is not required.

Facilities Phasing and Costs

The development phasing for the Railyards must be based on a market-driven approach coordinated with a phased infrastructure program. Development will respond to market demand and the installation of Facilities will be phased to correspond with the pace of development and the requirements of the City. The infrastructure phasing strategy will be adjusted to make sure that adequate traffic/transit, sewer, water, storm drainage, and community facility capacity is in place to serve each increment of development.

As specified above, the Facilities program for the Railyards includes transportation, storm drainage, sanitary sewer, open space/parks, and community facility improvements as well as other developer obligations. The total identified cost of these facilities is $699 million as shown

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in **Table 3-1**. Roadway improvements account for approximately $161 million of the $699 million total cost, or 23 percent of the total Facilities program.

Initial Phase infrastructure and public facilities costs (including the costs of completed improvements) are estimated at $424 million and represent over 60 percent of the total Backbone Infrastructure and Public Facilities costs. A good portion of Initial Phase infrastructure has been completed as described below. The majority of Initial Phase costs relate to transportation improvements such as collector and arterial roadways, freeways, and transit facilities. **Table 3-1** summarizes the major Initial Phase improvements.

In concert with the project conditions of approval and the DA, the City will establish methodology, timing, and linkage requirements to ensure that private development and development of infrastructure, parks and community facilities progress as necessary to carry out the Railyards objectives and meet service standards for the new development.

Initial Phase

The emphasis of the Initial Phase will be on the establishment of a comprehensive local traffic distribution system that provides additional linkages between Downtown and the River District through the Railyards and the completion of major transportation facilities that will have a major regional, as well as local, role. In addition, the Initial Phase will provide much of the sewer, water, and drainage improvements that will serve the entire Railyards project, as well as portions of the River District.

Completed Improvements

Implementation of the RSP benefits from several improvements that were identified in the 2007 Railyards Specific Plan and have been constructed primarily utilizing state and federal grant funds. These major transportation improvements have been completed:

- Railyards Boulevard from 7th Street to Bercut, including major water transmission, trunk sewer and other utilities.
- 5th Street Extension from H Street to Railyards Boulevard, including major water transmission and other utilities.
- 6th Street Extension from H Street to Railyards Boulevard.
- Other minor street improvements to 7th Street, F Street, and G Street.

Remaining Initial Phase Improvements

Remaining improvements required for the Initial Phase fall into 2 categories: common improvements that will be required for any subcomponent (MLS, Housing, and Kaiser) of the Initial Phase to proceed, and improvements specific to each subcomponent.

Initial Phase common improvements include the following items:

- A majority of the remaining storm drainage and sanitary sewer facilities required for development of the Project, including upgrading the 3rd Street Sewer line and installation of a new drainage pump station and outfall.

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- Improvements to the following backbone roadways:
  - 6th Street Bike Lanes.
  - Class 1 Bike Trail from Railyards to 6th.
  - Extension of Bercut Drive from south of the drainage pump station to South Park Drive.
  - Interim Traffic Signal at Railyards Boulevard to Jiboom Street.
  - 7th Street Widening.
- Facilities needed to accommodate development of the MLS stadium include the following improvements:
  - 6th Street from Railyards to North B Street.
  - North B Street:
    - 6th to 7th Street.
    - 7th to 8th Street.
    - 8th to 10th Street.
  - Railyards Boulevards from 7th Street to 10th Street.
  - 10th Street from Railyards Boulevard to Northern Project Boundary.
  - 10th Street extension to North B Street.
  - South Park from 6th to 7th Street.
  - Intersection Improvements at 7th Street and Railyards Boulevard.
  - Intersection Improvements at 7th Street and North B Street.
  - 8th Street from Railyards to North B Street.
  - South Park Paseo.
  - Construction of the east side of the 7th Street Light Rail Transit (LRT) station.
  - Replace Drain Line in Railyards Boulevard.
- Facilities needed to accommodate housing between 5th and 6th Streets include:
  - Camille Street from 5th Street to 6th Street.
- The Kaiser facility will require the following improvements:
  - South Park Drive from Bercut Drive to 5th Street.
  - 5th Street from Railyards to North B Street.

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- Shift lanes on Railyards Boulevard.
- Open Space Lot 2E—Kaiser Plaza.

Remaining Phases

By the end of the Initial Phase, much of the major infrastructure, including roadways, transit facilities, and utilities, is anticipated to be in place. The Remaining Phases will primarily include the completion of Facilities that will have mostly a local role with a few exceptions.

These facilities are envisioned for the Remaining Phases:

- The completion of projectwide storm drainage and water improvements.
- Railyards contribution to the construction of the Richards/I-5 Interchange (ultimate improvements).
- Improvements to the following backbone roadways:[1]
  - Camille Street from Bercut Drive to 5th Street.
  - Stanford Street from Stevens Street to Railyards Boulevard.
  - Stevens Street from 6th to Stanford.
  - Stevens Street from 5th Street to 6th Street.
  - Bercut Drive from south of Pump Station.
  - Huntington Street from Camille to Railyards Boulevard.
  - Judah from Railyards to South Park Street.
  - North B Street from 5th to 6th.
  - Railyards Boulevard from 10th Street to 12th Street.
  - South Park from 5th to 6th Street.
- Remaining park and open space improvements, including the approximately 10-acre Vista Park located in the northern portion of the Project, the Central Shops plaza and associated improvements, and park blocks in the primarily residential, eastern portion of the Project.
- The West LRT Station and other transit facilities (to be defined later in the implementation process).
- Community Center/Library Facilities.
- Public Safety Facilities.

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[1] Includes dry utility improvements.

4. FUNDING SOURCES

A wide variety of financing techniques are available to fund RSP Facilities. Because of the long implementation period of the Project, it is possible that some of the funding sources described below will no longer exist when some of the programmed Facilities are constructed. It is also likely, however, that some new funding sources will be created through new State and federal legislation and can be used to fund Facilities. Below are the currently available financing sources used in the Finance Plan.

The following sections discuss the funding sources identified to finance Facilities required for the Project:

- **Plan Area Developer Funding.** Funding sources originating from developer payments include the following subcategories:
  - **Developer Funding via Payment of Existing and Proposed Fees:**
    - » Existing Fee Programs—Project development will be subject to a number of existing City and other agency development impact fee programs. Other agency fee programs include fees for the school district, the Sacramento Area Flood Control Authority and Sacramento Transit Authority.
    - » Proposed Fee Programs—Project development will also be subject to a new Railyards Plan Area Fee Program, which is described in more detail in **Chapter 6**. In addition, the City is considering approval of new citywide development impact fees for parks (to replace the existing park fee) and for transportation. If approved, the Project may be subject to those new City fees.
  - **Railyards Special Financing District (SFD).** Certain facilities may be funded via formation of a Railyards Special Financing District, which may take the form of a Mello Roos CFD. Facilities funded through a CFD or other land-secured financing mechanism may directly overlap with Facilities included within the proposed Railyards Plan Area Fee Program.
  - **Private Developer Funding.** Capital provided by the private developer through debt, equity or combination of both.
  - **Successor Agency Funding.** The Project is included within an existing Master Owner Participation Agreement (MOPA) and Initial Phase Owner Participation Agreement (Initial Phase OPA) that obligates the Successor Agency to fund eligible Backbone Infrastructure and Public Facilities costs through tax increment revenues generated by Project development. The MOPA is not an obligation of other tax increment areas.
  - **City Funding.** This category includes funding sources that are under the control of the City, and may include City development impact fee programs to the extent that fee payments generated by development outside the Railyards are available to fund Railyards-related infrastructure or facilities. The City may also consider formation of an

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EIFD. EIFD tax increment generated by the Railyards could then be used for Railyards related infrastructure and facilities.

- **Outside Sources of Funding (Regional, State, and federal).** Funding sources, such as grants or loans, from State, federal, or other agencies or institutions that the City may have to apply for funding.

Plan Area-Based Developer Funding

Plan Area-based developer funding will be generated by new vertical development projects in the Project. Each of these plan area-based developer funding sources is described in more detail below.

Existing and Proposed Development Impact Fees

Specific building projects will be subject to all applicable City and other agency development impact fees in place at the time of building permit issuance. Revenues generated by certain specific fee programs will be available to directly fund backbone infrastructure and public facilities identified in the Finance Plan. Fee program revenues generated by the following fee programs may be available to partially fund Facilities required for project development and therefore are included in the Finance Plan and estimated in **Appendix C**:

- Existing Development Impact Fee Programs:
  - City Combined Sewer Development Impact Fee.
  - Citywide Water System Development Fee.
  - I-5 Subregional Corridor Mitigation Fee Program (I-5 SCMP).
  - Sacramento City Unified School District School Mitigation Fee programs.

- Proposed New and Updated Development Impact Fee Programs:
  - Updated Citywide Park Development Impact Fee.
  - New Transportation Development Impact Fee.
  - New Railyards Plan Area Fee Program.

The sections below offer additional detail regarding fee programs that may provide partial or full funding for backbone infrastructure and public facilities.

Existing Development Impact Fee Programs

Combined Sewer System Fee

The City's CSS Development Fee will be collected and used for improvements to the combined stormwater/sanitary sewer system. The CSS fee will be charged to all new Railyards development. CSS fee revenues will be available to fund a portion of the trunk sewer improvements representing oversizing needed to serve adjacent development projects and construction of the offsite 3rd Street Sewer line.

Citywide Water System Development Fee

The City charges a citywide fee on all new connections to the water system to fund water treatment and transmission facilities to provide water to customers within the City. Water system development fee revenues will be available to fund onsite water transmission mains.

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I-5 Subregional Corridor Mitigation Program

The I-5 Subregional Corridor Mitigation Program is a voluntary fee program administered by the City to mitigate impacts on the freeway mainline system. Projects may choose to pay this fee in lieu of preparing a traffic model analysis of cumulative mainline freeway impacts and determining specific mitigation measures. This Finance Plan assumes the Railyards will fulfill its obligation to mitigate the Project impacts to freeway mainline improvements through payment of this voluntary fee.

School Impact Fees

The majority of the Project is located in the Sacramento City Unified School District (SCUSD); a small portion of the Project resides in the Grant Joint Union High School District and North Sacramento Elementary School District (GJUHSD and NSESD). Each of the school districts serving the Project levy development impact fees authorized by the State. These fees are assumed to provide adequate funding to construct all of the schools required to serve the development projects.

Other Agency Existing Development Impact Fee Programs

The project will be subject to other City, County and Other Agency development impact fee programs that are not anticipated to fund Project-related backbone infrastructure and public facilities:

- Sacramento Area Flood Control Agency Development Impact Fee Program.
- Sacramento Transportation Authority (STA) Sacramento County Transportation Mitigation Fee Program (SCTMFP) Measure A fee.
- Sacramento Regional County Sanitation District (Regional San) (Sewer, regional conveyance).

Appendix D of the Finance Plan identifies the estimated fee amounts for each City, County and Public Agency fee program that are anticipated to apply to office, retail, and multifamily residential development in the Project.

New and Updated Proposed Development Impact Fee Programs

New Railyards Plan Area Fee Program

The Project is located in two existing plan area fee program districts—the Richards/Railyards/ Downtown Transportation Fee and Richards/Railyards Public Facilities Fee. Each of these City fee programs were adopted in 1997 based on the 1997 Facility Element of the Railyards Specific Plan and Richards Boulevard Area Plan (1997 Facility Element). These fee programs are intended to be replaced by the proposed Railyards plan area fee program described below.

Detailed further in **Chapter 6**, this Finance Plan proposes implementation of a plan area fee levied on Railyards development for purposes of funding Railyards improvements not funded by existing or proposed fee programs or other sources of funding (Railyards Impact Fee). A cost allocation analysis or nexus study may be prepared to determine the appropriate proportional cost allocation and impact fees for facilities that can be charged to new development in the Railyards. This plan area fee program is anticipated to replace the aforementioned existing Richards/Railyards/Downtown Transportation Fee and Richards/Railyards Public Facilities Fee.

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Updated Citywide Park Impact Fee

The City levies a park impact fee on all new residential and nonresidential development for purposes of funding park improvements in the Community Plan Area in which a project is located. The City is proposing updates to the Citywide Park Impact Fee that include the addition of a new component funding citywide park facilities (e.g., regional parks, community centers, aquatic centers, etc.). If adopted, the Project may be subject to the updated Citywide Park Impact Fee.

New Citywide Transportation Development Impact Fee

The City is considering adoption of a Citywide Transportation Development Impact Fee (TDIF) to fund new development's share of transportation improvements with Citywide benefit. TDIF revenues are not anticipated to fund Railyards Facilities costs, however to the extent that the TDIF and the Railyards Impact Fee program provide overlapping funding for certain transportation improvements (e.g., 5th and 6th Street improvements), the Railyards will be eligible for a credit against the TDIF obligation.

Proposed Railyards Special Financing District

This Finance Plan includes the potential use of land-secured financing for a portion of Backbone Infrastructure and Public Facilities costs. Although this Finance Plan includes Backbone Infrastructure and Public Facilities within the proposed Railyards Plan Area Fee Program, major Facilities will be required at the onset of development. Land-secured financing, in the form of either a Mello-Roos CFDs or an Assessment Districts may be used to provide debt financing for some of these early Facilities:

- **Mello-Roos CFD.** The Mello-Roos Community Facilities Act of 1982 enables public agencies to form CFDs and levy a special tax on property owners in those CFDs. These special taxes may be used to pay debt service on CFD bonds or to finance public improvements directly on a pay-as-you-go (PAYGO) basis.

- **Assessment Districts.** California statutes give local governments the authority to levy several special assessments for specific public improvements such as streets, storm drains, sewers, streetlights, curbs, gutters, and sidewalks. The agency creates a special Assessment District that defines both the area to benefit from the improvements and the properties that will pay for the improvements.

Mello-Roos CFDs tend to be favored over Assessment Districts because Assessment Districts need to establish special benefit to those being assessed, which can be more challenging than the Mello-Roos requirement of establishing general benefit of facilities.

Participation and Use of Land-Secured Financing Proceeds

While the DA will permit participation in one or more Mello-Roos CFDs to fund Facilities, participation by all or a portion of the Project is voluntary. Certain existing or future property owners may wish to finance construction of Backbone Infrastructure and Public Facilities through cash, equity, or other forms of debt rather than through the use of land-secured financing through the City.

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Generally speaking, CFD bond proceeds will be used to fund those Backbone Infrastructure and Public Facilities that are completed first or for which the original payment to the contractor has been outstanding the longest. As such, the financing sources and uses schedules in this Finance Plan do not specify exactly where CFD financing will used in specific amounts for specific facilities. In this manner, the City and Project property owners maintain flexibility to use CFD bond proceeds for the most critical Facilities.

Preliminary Land-Secured Financing Analysis

Appendix E includes a Mello-Roos CFD financing cash flow analysis assuming the entire project would be included within a CFD. The analysis assumes maximum special tax rates for infrastructure would be implemented on a per acre basis given the flexible nature of the land use program. While estimated in this Finance Plan, the maximum annual special tax rates would not be established until the time of CFD formation.

Using relatively conservative underwriting assumptions, the analysis concludes the Project could generate approximately $42.9 million (2016$) in CFD bond proceeds through a series of subsequent CFD bond sales. Based on these initial estimates, Initial Phase development would support a bond issuance generating roughly $15.8 million (2016$) in bond proceeds, with the remaining phases generating approximately $27.1 million (2016$) in bond proceeds. The exact timing, size and amount of bond proceeds from each series of CFD bonds would be dependent upon future market conditions.

Private Developer Capital

Private capital will be used for Facilities that serve only specific development projects in the Railyards such as onsite private roadways, landscaping and open space, local water distribution lines, sewer laterals, and local storm drains. These subdivision infrastructure costs are not included in the Finance Plan. Private capital will also be relied upon to fund the Other Developer Obligations identified in this Finance Plan – namely the Central Shops renovation and the developer's affordable housing construction responsibility as identified in the Mixed Income Housing Strategy.

Because of the scale of Facilities required for the Initial Phase, private capital may initially be one of the primary sources of funding for these public improvements. The Master Developer will be conditioned to construct facilities needed to serve development through the subdivision map process. Commercial and multifamily projects will be conditioned through the subdivision map process or other necessary entitlement processes. The developer may therefore have to privately fund Facilities necessary to serve the Project and then receive reimbursement when other funding becomes available. To the extent that fee revenues are available, the developers will receive fee credits or reimbursements for advance-funding eligible projects included in fee programs, based on the City, County, and Special District's reimbursement policies.

Successor Agency Funding Sources

The Specific Plan site is located within a prior Redevelopment Project Area formerly administered by the Redevelopment Agency of the City of Sacramento (Redevelopment Agency). Upon the termination of Redevelopment Agencies, the City became the Successor Agency responsible for remaining Redevelopment Agency obligations.

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Tax Increment

In 2008, the Redevelopment Agency entered into an "Initial Phase Infrastructure Owner Participation Agreement" (Initial Phase OPA) with the then Project Applicant, S. Thomas Enterprises of Sacramento, LLC that committed tax increment revenues generated by the Railyards Project to fund certain qualified infrastructure costs. Upon the elimination of Redevelopment Agencies, the City, serving as the Redevelopment Agency Successor Agency assumed the duty to pay the Agency's debts and obligations, including those prescribed by the Initial Phase OPA with Thomas Enterprises.

Qualified costs under the Initial Phase OPA include improvements to and extensions of 5th Street, 6th Street, 7th Street, and Railyards Boulevard; the storm drainage pump station and outfall; parking structure costs; certain Central Shops improvements; and other utility costs. Total tax increment revenue commitments under the Initial Phase OPA are estimated to approximate $85 million in 2016 dollars. These funds would be available to offset qualified infrastructure costs as the Railyards project develops and generates eligible tax increment revenues.

Because the timing of receipt of these tax increment revenues is uncertain and dependent upon the pace of development and upon other Redevelopment Agency obligations, the Project Applicant and the City may consider entering into a "Termination Agreement" whereby the Successor Agency's obligations under the Initial Phase OPA would be terminated in exchange for a one-time cash payment or defined series of payments. This approach has the advantage of providing certain, up-front cash flow that may be available to fund Initial Phase Facility requirements.

City Funding Sources

City funding sources that may be available to fund Facilities identified in this Finance Plan include tax increment revenues generated by an EIFD, Major Street Construction Tax, Measure A and other discretionary sources of funds.

Enhanced Infrastructure Financing District Increment

Enhanced Infrastructure Financing Districts (EIFD) are a form of tax increment financing that currently are available to local public agencies in California. Like former Redevelopment Agencies, local agencies may establish an EIFD for a given project or geographic area to capture incremental increases in property tax revenue from future development. Unlike the tax increment financing powers under Redevelopment Agencies, EIFD's do not provide automatic access to property tax revenue beyond the local jurisdiction's share (i.e., AB-8 tax allocation). Property tax increment generated by an EIFD (EIFD Increment) may be used to fund infrastructure and facilities of regional significance. Subject to voter approval requirements, the public agency may issue bonds secured by EIFD increment to accelerate the availability of funds.

EIFD's may overlap the boundaries of former redevelopment projects, provided that project has received a finding of completion from the California Department of Finance and no redevelopment assets that are proposed to benefit the EIFD are subject to litigation involving the State of California. Given that the Project is subject to the Initial Phase OPA, it appears as though that agreement may need to be terminated before an EIFD would be able to generate enough tax increment to make formation worthwhile.

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Formation of an EIFD may be an option to provide longer term cash flow, particularly if the OPA is terminated as described above. As with all tax increment mechanisms, however, this funding source would not be available to fund Initial Phase costs, as EIFD Increment sufficient to fund Facilities or issue debt would rely upon substantial development activity. One potential strategy could entail pairing the EIFD with Project land-secured financing where both special tax and EIFD revenues could be pledged to service debt on outstanding CFD bonds.

Major Street Construction Tax

The MSCT is a tax collected at the time of building permit issuance for new buildings throughout the City. MSCT funds may be used to fund the over-sizing of a portion of a local roadway. MSCT revenue is allocated at the City's discretion. At this time it is unknown if MSCT funds will be available to fund any Project improvements.

Measure A

Measure A is a half-cent sales tax approved by the voters of Sacramento County (County) in the November 1988 general election to fund transportation projects in the County. The measure went into effect April 1, 1989, and was renewed in 2004 for an additional 30 years effective in 2009. The new Measure A includes the continuation of the half-cent sales tax through 2039 and a countywide development impact fee program. These revenues are allocated annually by percentage to specific programs outlined in the ordinance.

The City receives a portion of new Measure A revenue to fund new construction and maintain freeway and street projects, and another portion goes to Sacramento Regional Transit District (RT).

Growth and Innovation Fund

The City has established a "Growth and Innovation Fund," administered by the Mayor's Office of Innovation. Real property tax trust fund (RPTTF) remitted to the City by the Sacramento County Assessor's Office is directed into the newly established fund and will be used further technology entrepreneurship and development. This is a discretionary funding source that the City may consider deploying in support of Project development.

Other City Funding

The City may provide other discretionary funding sources to assist in developing Project Facilities. Examples of the funding sources include: sales tax increment revenues, parking revenues from the City Parking Fund, and gas tax revenues.

Outside Sources of Funding (Regional, State, and Federal Funding)

Regional, State and Federal Funding

Future federal transportation funding sources will likely be available although precise funding sources are uncertain. The Railyards has been designated as a federal "Promise Zone" and will therefore have priority for federal grants. Numerous State funding sources are available including funding for transportation and infrastructure projects through the STIP and RTIP process. Other sources of funding include the SACOG Community Design Program, the Strategic Growth Council

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Affordable Housing and Sustainable Communities Program and Transformative Climate Communities Program, and funding from special interest groups related to the rehabilitation of the historic Central Shops.

There are a considerable number of other potential federal, State, regional, and private sources of grants or loans, such as grant programs administered by the Sacramento Area Council of Governments (SACOG) and Sacramento Transportation Authority, for which the project could qualify. The City and Master Developer should aggressively pursue all available funding sources from federal, State, Regional, and other funding sources.

Other Sources of Funding

The historic Central Shops provide a unique opportunity to draw in funding from both public and private sources. A portion of the Central Shops renovation is anticipated to be funded through Historic Tax Credits—a 20-percent income tax credit is available for the rehabilitation of historic, income-producing buildings certified as historic structures.

Other sources and types of funding and whether the funding would be available for Backbone Infrastructure and Public Facilities will depend on the potential users of the facilities. For example, State Parks is proposing to complete a Railroad Technology Museum in the historic Central Shops area. Combined with other funding sources, State Parks will use funding from voter-approved bond measures for parks to construct the museum and adjacent open space improvements. Other user groups, such as other museums, could bring additional funding raised by the supporters of those museums to construct the facilities.

In addition, the State Office of the Courts would also provide funding for certain Backbone Infrastructure and Public Facilities related to construction of the proposed courthouse.

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5. FINANCING STRATEGY

This chapter outlines an overall financing strategy by providing pragmatic solutions to the complex problem of financing the Backbone Infrastructure and Public Facilities necessary to support the proposed Project. The major funding sources used by the financing strategy are shown in summary form in **Figure 1-1** in **Chapter 1** and are described in detail in **Chapter 4**. As shown in **Figure 1-1**, projected funding sources for the Public Facility costs estimated during the Initial Phase include the following primary funding categories:

- Plan Area Based Developer funding.
- City/Successor Agency funding.
- Outside sources of funding (Regional, State, and federal).

The estimate of subdivision infrastructure costs, which are normally funded by private development, and standard City impact or "building permit" fees (with the exception of the City's CSS Sewer Fee) are not included in the estimated $699 million of improvement costs. Although not calculated in the Finance Plan, the development projects are obligated to pay these fees to the appropriate jurisdiction.

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Factors Influencing the Financing Strategy

The financing strategy for the Project takes into account the following factors that will influence the buildout of development and the financial hurdles that must be resolved.

- **As a major infill redevelopment project, the RSP proposes to create a new urban environment within the context of an already established city and region.** Success hinges on understanding the significant risks involved in pioneering a new area and creating the appropriate implementation framework.

- **The project is composed of a broad mix of land uses, including retail, office, entertainment, hotel, housing, medical and public space.** Market demand for each land use will vary because of the cyclical nature of demand, supply, and funding availability for each type of land use. The Railyards include a significant amount of mixed use development which adds to the complexity and cost of implementing specific vertical development projects.

- **The project will require a long time frame to complete. Many market and financing factors influencing development of the project will not be known for many years.** Development in the Railyards will occur in response to changing market conditions. The financing strategy must be market driven and anticipate fluctuating demand cycles. Many of the Facilities are linked to the level of development so if the development pace is slower or faster than anticipated, the timing of Facility construction can be adjusted.

- **The Project requires a significant amount of major infrastructure in the early phases of development.** A substantial amount of improvements will be required early in the Project and before much development can occur. Thus, the ability of Project

development to fund Facilities with "pay-as-you-go" programs, such as fees, will be limited. It is likely that a portion of the Project may require Mello-Roos CFD bond funding or cash advances from the Master Developer or other outside sources.

- **A significant public/private partnership is required to advance the Project through the numerous development hurdles that will be encountered.** This public/private partnership will function through the terms and conditions of the Railyards DA and related business terms incorporated therein as well as with agreements with the Successor Agency.

- **Funding Sources for the Initial Phase are limited.** Facilities needed to serve the Initial Phase will require substantial advanced funding. Funding sources for these Facilities are limited.

These factors will be reviewed over time along with the development program, capital improvement program, and funding programs. Ongoing review of these factors will determine if they remain pertinent to creating a feasible project.

Finance Plan Principles

The following set of principles for City and Master Developer actions related to the financing of Backbone Infrastructure and Public Facilities are set out in the Finance Plan:

1. The City and Master Developer will seek to maximize federal and State funding for Backbone Infrastructure, Public Facilities and other regional infrastructure improvements that are required to serve the Project. The City's priority for federal and State transportation funding, however, is the Sacramento Intermodal Transportation Facility (SITF) and associated improvements, including access to the SITF via the Central Shops.

2. All essential Backbone Infrastructure and Public Facilities necessary for public health, safety, and welfare will be required to be constructed to serve each phase of the Project.

3. The City will identify the Railyards' and the other development areas' proportional financial contribution for the required Facilities. For example, if necessary, the City will update the Railyards/Richards (River District)/Downtown Transportation Impact Fee to provide a mechanism for each development area to pay its proportionate share of transportation improvements. This step should not be necessary if needed transportation facilities are part of the proposed Citywide TDIF and this fee is adopted by the City. In addition, the City may update the Railyards/Richards (River District)/Downtown Public Facilities Fee program to provide a mechanism for each development area to pay its proportionate share of shared Public Facilities (e.g., fire station).

4. *Existing* development in the River District and Downtown and the public portion of the historic/cultural land uses in the Railyards will *not* be required to fund a share of the Project cost burden. Other revenue sources will be needed to fund the cost burden assigned to existing development and also to public uses.

5. The City, in accordance with prudent fiscal judgment, will provide tax-exempt municipal financing to keep financing costs for Facilities to a minimum. Any public debt issued by the City must meet all City debt policies and not adversely affect the City's credit rating.

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6. The Master Developer is anticipated to advance fund or construct significant portions of the Backbone Infrastructure and Public Facilities. The Master Developer will seek private financing necessary to fund such improvements to the extent public financing is not available at the time the improvement is required or if the costs of improvements exceed public funding capacity through the life of the project.

7. The City may provide funding to advance the development of the Railyards and offset the cost of Backbone Infrastructure and Public Facilities from other funding sources. The DA and business terms related thereto will specify the conditions for City funding contributions to the Project.

8. The Successor Agency may reimburse the developer with tax increment revenues per the terms of the Initial Phase OPA or subsequent agreements for extraordinary infrastructure costs and public improvements and amenities only to the extent that such revenues actually are realized from development in the Railyards and the designated project area. The actions contemplated in the Finance Plan by the City are subject to the legislative discretion of each body at the time of approval and will be in compliance with all applicable laws and regulations.

Project Phasing

The timing of the receipt of Project revenues available to fund infrastructure costs is important because it provides an indication of the feasibility of the Project. If a significant portion of the Facilities are completed before development occurs, there may be large funding shortfalls which will make the development of the Project difficult. In an attempt to minimize large funding gaps, development of the Facilities will be phased to correspond with the pace of development, available financing capacity, and the service requirements of the City. If development occurs at a slower or faster pace than expected, the infrastructure development will be correspondingly adjusted. The Initial Phase and Remaining Phases development described in the Finance Plan will likely be divided into numerous smaller subphases.

Funding Summary

The funding of Facilities will be obtained through a wide array of sources as previously discussed in the Funding Sources chapter. **Table 3-1** (in **Chapter 3**) shows the Facilities requiring funding and the preliminary cost estimates. This section discusses the probable sources of funding for each of the Facility improvements included in the Finance Plan for the Initial Phase and the Remaining Phases of development.

As mentioned earlier in the Finance Plan, there is significant uncertainty concerning buildout of the development projects including the ultimate amount of development that will occur, the sequencing of development, the ultimate Facilities that will be constructed, and the availability of many of the funding sources. As a result, the capital facilities program and nexus studies will be updated on an as-needed basis based on updated infrastructure cost estimates, funding, and development information.

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Preliminary Sources and Uses of Funds

Table 5-1, **Table 5-2**, and **Table 5-3** show the proposed funding sources by Public Facility for the Initial Phase, the Remaining Phases, and Buildout of the Project, respectively. At buildout under the proposed funding strategy, approximately $330 million is estimated to be funded with Plan Area-based developer funding, and $368 million funded through outside sources of funding. At this time, these tables identify $85 million in OPA tax increment revenues pursuant as an available City/Successor Agency funding source, but these funds not programmed by infrastructure facility. The application of these funds will be subject to the terms of the OPA, future City policy determinations, and Funding Agreement terms and conditions.

In the Initial Phase, approximately $56 million is estimated to be funded with Project-based funding, $0 through City/Successor Agency funding sources, and $332 million funded through outside sources of funding. Initial Phase funding is limited by the amount of development envisioned to be constructed in that phase, and results in a shortfall of $35 million. In addition, by the end of Initial Phase development, the Initial Phase will generate approximately $40 million in existing and proposed fee revenues (including the proposed Railyards plan area fees) that are identified as a funding source for direct construction requirements.[2] Bridge financing at the outset of the Initial Phase will be required in order to advance the development which will generate the fee payments.

The sources of funds for the Remaining Phases reflect the difference between funding assumptions in the Initial Phase and at Buildout. In the Remaining Phases, approximately $273 million is estimated to be funded with Project-based funding, and $36 million funded through outside sources of funding. Development in the Remaining Phases generates a surplus sufficient to ameliorate the Initial Phase shortfall, plus the additional $85 million in OPA tax increment revenues discussed above.

Funding Shortfall in Initial Phase

The Initial Phase of development and associated Facilities cost shows an unfunded deficit of over $35 million, plus a bridging requirement of $40 million. At buildout, no funding shortfall is estimated. The City and the Project Applicant will need to identify various public and private sources of capital to provide the advance funding required to fund the required Initial Phase Facilities at the outset of development. Potential shortfall funding sources may include a combination of the following mechanisms:

- Private development with advances potentially funded with future public sources.
- Temporary transfer from existing fee programs (e.g., other fee components that may have surpluses).

[2] Excludes school mitigation fee payment and I-5 SCMP fee payment, as these fee revenues will not directly offset Master Developer construction requirements and the cost will be incurred as development proceeds.

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Table 5-1
City of Sacramento
Railyards Public Facilities Financing Plan
Estimated Project Requirements and Funding in Initial Phase (2016$)

Initial Phase

		Estimated Project Requirements and Funding														
		Developer Funding via Construction and Fee Payments									Other City/Successor Agency		Other Funding Sources			
		Plan Area-Based Funding		City Fees				Other Fee Programs								
Item	**Estimated Improvement Costs (2016$)**	Proposed Railyards Plan Area Fee [1]	Potential Railyards SFD [2]	Park Impact Fees [3]	Combined Sewer System	Transportation Development Impact Fee	Water	I-5 Subregional Corridor Mitigation Program	School Mitigation Fees	**Subtotal Plan Area and Fee Payments**	OPA Tax Increment	Other City Funding Sources [4]	Regional, State, and Federal	Other [5]	Private Developer Funding	**Surplus/ (Shortfall)**
COMPLETED											TBD					
Completed Infrastructure Improvements																
On-Site Roadways	$90,558,000	$6,385,000		-	-	-	-	-	-	**$6,385,000**	-	-	$84,173,000	-	-	-
I-5/Richards Interchange	$13,000,000	-		-	-	-	-	-	-	**$0**	-	-	$13,000,000	-	-	-
On-Site Sanitary Sewer [6]	$827,000	-		-	-	-	-	-	-	**$0**	-	-	$827,000	-	-	-
Other Transit Facilities	$232,700,000	-		-	-	-	-	-	-	**$0**	-	-	$232,700,000	-	-	-
Total Completed Infrastructure Improvements	**$337,085,000**	**$6,385,000**		**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$6,385,000**	**$0**	**$0**	**$330,700,000**	**$0**	**$0**	**$0**
INITIAL PHASE																
Infrastructure Improvements																
Transportation																
On-Site Roadways	$39,616,000	$15,542,000	x	-	-	-	-	-	-	**$15,542,000**	-	-	-	-	-	($24,074,000)
I-5/Richards Interchange	-	$2,366,000	x	-	-	-	-	-	-	**$2,366,000**	-	-	-	-	-	$2,366,000
Freeways	$3,790,000	-		-	-	-	-	$3,790,000	-	**$3,790,000**	-	-	-	-	-	-
Total Transportation	**$43,406,000**	**$17,908,000**		**$0**	**$0**	**$0**	**$0**	**$3,790,000**	**$0**	**$21,698,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**($21,708,000)**
Storm Drainage	$17,054,000	$5,500,000	x	-	-	-	-	-	-	**$5,500,000**	-	-	-	-	-	($11,554,000)
Sanitary Sewer																
On-Site Sanitary Sewer	$1,564,000	$121,000	x	-	$808,000	-	-	-	-	**$929,000**	-	-	-	-	-	($635,000)
Off-Site Sanitary Sewer [7]	$10,500,000	-	x	-	$3,588,000	-	-	-	-	**$3,588,000**	-	-	$1,500,000	-	-	($5,412,000)
Other Sanitary Sewer [8]	-	-		-	-	-	-	-	-	**$0**	-	-	-	-	-	-
Total Sanitary Sewer	**$12,064,000**	**$121,000**		**$0**	**$4,396,000**	**$0**	**$0**	**$0**	**$0**	**$4,517,000**	**$0**	**$0**	**$1,500,000**	**$0**	**$0**	**($6,047,000)**
Water	-	-	x	-	-	-	$563,000	-	-	**$563,000**	-	-	-	-	-	$563,000
Total Initial Phase Infrastructure Improvements	**$72,524,000**	**$23,529,000**		**$0**	**$4,396,000**	**$0**	**$563,000**	**$3,790,000**	**$0**	**$32,278,000**	**$0**	**$0**	**$1,500,000**	**$0**	**$0**	**($38,746,000)**
Public Facility Improvements																
LRT Stations	$2,105,000	$607,000	x	-	-	-	-	-	-	**$607,000**	-	-	-	-	-	($1,498,000)
Other Transit Facilities	-	-		-	-	-	-	-	-	**$0**	-	-	-	-	-	-
Community Center/Library	-	$334,000		$259,000	-	-	-	-	-	**$593,000**	-	-	-	-	-	$593,000
Parks and Open Space	$1,277,000	$4,450,000	x	$395,000	-	-	-	-	-	**$4,845,000**	-	-	-	-	-	$3,568,000
Surface and Structured Parking	-	-		-	-	-	-	-	-	**$0**	-	-	-	-	-	-
Schools	$1,659,000	-	x	-	-	-	-	-	$1,659,000	**$1,659,000**	-	-	-	-	-	-
Police Station	-	$848,000		-	-	-	-	-	-	**$848,000**	-	-	-	-	-	$848,000
Fire Station	-	$617,000		-	-	-	-	-	-	**$617,000**	-	-	-	-	-	$617,000
Total Initial Phase Public Facility Improvements	**$5,041,000**	**$6,856,000**		**$654,000**	**$0**	**$0**	**$0**	**$0**	**$1,659,000**	**$9,169,000**	**$0**	**$0**	**$0**	**$0**	**$0**	**$4,128,000**
Subtotal Initial Phase Infrastructure and Public Facilities	**$77,565,000**	**$30,385,000**		**$654,000**	**$4,396,000**	**$0**	**$563,000**	**$3,790,000**	**$1,659,000**	**$41,447,000**	**$0**	**$0**	**$1,500,000**	**$0**	**$0**	**($34,618,000)**
Other Developer Obligations																
Affordable Housing	$9,000,000	-		-	-	-	-	-	-	**$0**	-	-	-	-	$9,000,000	-
Central Shops	-	-		-	-	-	-	-	-	**$0**	-	-	-	-	-	-
Total Initial Phase Other Developer Obligations	**$9,000,000**	**$0**		**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$9,000,000**	**$0**
Subtotal Initial Phase Improvements and Obligations	**$86,565,000**	**$30,385,000**		**$654,000**	**$4,396,000**	**$0**	**$563,000**	**$3,790,000**	**$1,659,000**	**$41,447,000**	**$0**	**$0**	**$1,500,000**	**$0**	**$9,000,000**	**($34,618,000)**
TOTAL COMPLETED AND INITIAL PHASE IMPROVEMENTS	**$423,650,000**	**$36,770,000**		**$654,000**	**$4,396,000**	**$0**	**$563,000**	**$3,790,000**	**$1,659,000**	**$47,832,000**	**$0**	**$0**	**$332,200,000**	**$0**	**$9,000,000**	**($34,618,000)**

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Source: Sacramento Railyards Land Use/Density Allocation EIR Analysis Scenario Option 1 provided by DRV - 05/13/16; Sacramento Railyards Internal Draft Land Use/Density Allocation Option 1 No Berm provided by DRV -05/19/16; DKS SCMP Nexus Study; May 2016 Kimley-Horn and Assoc. Sanitary Sewer Master Plan; City of Sacramento cost estimates; EPS.

[1] Reflects proportionate plan area fee revenue generated by Phase 1 development only.
[2] Potential Railyards SFD bonds issued would serve to reduce Proposed Railyards Plan Area Fee.
[3] Neighborhood and Community Parks Impact Fee component available to fund Railyards park improvements. Citywide component available to fund a portion of Community Center/Library. Assumes Master Developer/park constructing entity would receive reimbursement via park fee revenues paid. Alternatively, if Project does not pay Citywide Park Fee, these costs would be funded by t Railyards plan area fee program.
[4] Potential proceeds from City funding sources including but not limited to EIFD, Major Street Construction Tax, Downtown/River District Fees, and other funding sources.
[5] "Other" funding may include grant or other sources of revenue such as capital campaigns by user groups.
[6] May be eligible for CSS credits.
[7] Potential EDA grant to fund 3rd Street sewer line.
[8] Reflects CSS fee payments beyond the credits taken for installation of 3rd Street sewer line and onsite trunk sewer.

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Prepared by EPS 10/17/2016

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Table 5-2
City of Sacramento
Railyards Public Facilities Financing Plan
Estimated Project Requirements and Funding in Remaining Phases (2016$)

Remaining Phases

		Estimated Project Requirements and Funding														
		Developer Funding via Construction and Fee Payments									Other City/Successor Agency		Other Funding Sources			
		Plan Area-Based Funding		City Fees				Other Fee Programs								
Item	**Estimated Improvement Costs (2016$)**	Proposed Railyards Plan Area Fee	Potential Railyards SFD [1]	Park Impact Fees [2]	Combined Sewer System	Transportation Development Impact Fee	Water	I-5 Subregional Corridor Mitigation Program	School Mitigation Fees	**Subtotal Plan Area and Fee Payments**	OPA Tax Increment [3]	Other City Funding Sources [4]	Regional, State, and Federal	Other [5]	Private Developer Funding	**Surplus/ (Shortfall) [6]**
Infrastructure Improvements											TBD					
Transportation																
On-Site Roadways	$31,047,000	$54,059,000	x	-	-	-	-	-	-	**$54,059,000**	x	-	-	-	$1,062,000	$24,074,000
I-5/Richards Interchange	$8,200,000	$5,834,000		-	-	-	-	-	-	**$5,834,000**	x	-	-	-	-	($2,366,000)
Freeways	$18,755,000	-		-	-	-	-	$18,755,000	-	**$18,755,000**	x	-	-	-	-	-
Total Transportation	**$58,002,000**	**$59,893,000**		**$0**	**$0**	**$0**	**$0**	**$18,755,000**	**$0**	**$78,648,000**		**$0**	**$0**	**$0**	**$1,062,000**	**$21,708,000**
Storm Drainage	**$1,431,000**	$12,985,000	x	-	-	-	-	-	-	**$12,985,000**	x	-	-	-	-	$11,554,000
Sanitary Sewer																
On-Site Sanitary Sewer	-	$635,000		-	-	-	-	-	-	**$635,000**	x	-	-	-	-	$635,000
Off-Site Sanitary Sewer	-	-		-	$5,412,000	-	-	-	-	**$5,412,000**	x	-	-	-	-	$5,412,000
Other Sanitary Sewer [7]	$17,610,000	-	x	-	$17,610,000	-	-	-	-	**$17,610,000**	x	-	-	-	-	-
Total Sanitary Sewer	**$17,610,000**	**$635,000**		**$0**	**$23,022,000**	**$0**	**$0**	**$0**	**$0**	**$23,657,000**		**$0**	**$0**	**$0**	**$0**	**$6,047,000**
Water	**$813,000**	-		-	-	-	$250,000	-	-	**$250,000**	x	-	-	-	-	($563,000)
Total Infrastructure Improvements	**$77,856,000**	**$73,513,000**		**$0**	**$23,022,000**	**$0**	**$250,000**	**$18,755,000**	**$0**	**$115,540,000**		**$0**	**$0**	**$0**	**$1,062,000**	**$38,746,000**
Public Facility Improvements																
LRT Stations	$0	$1,498,000	x	-	-	-	-	-	-	**$1,498,000**	x	-	-	-	-	$1,498,000
Other Transit Facilities	-	-		-	-	-	-	-	-	**$0**	x	-	-	-	-	-
Community Center/Library	$6,842,000	$2,688,000	x	$3,561,000	-	-	-	-	-	**$6,249,000**	x	-	-	-	-	($593,000)
Parks and Open Space	$68,336,000	$35,789,000	x	$5,998,000	-	-	-	-	-	**$41,787,000**	x	-	$22,981,000	-	-	($3,568,000)
Surface and Structured Parking [8]	TBD	-		-	-	-	-	-	-	**$0**	x	TBD	-	-	-	-
Schools	$20,557,000	-		-	-	-	-	-	$20,557,000	**$20,557,000**	x	-	-	-	-	-
Police Station	$7,672,000	$6,824,000	x	-	-	-	-	-	-	**$6,824,000**	x	-	-	-	-	($848,000)
Fire Station	$5,576,000	$4,959,000	x	-	-	-	-	-	-	**$4,959,000**	x	-	-	-	-	($617,000)
Total Public Facility Improvements	**$108,983,000**	**$51,758,000**		**$9,559,000**	**$0**	**$0**	**$0**	**$0**	**$20,557,000**	**$76,915,000**		**$0**	**$22,981,000**	**$0**	**$0**	**($4,128,000)**
Subtotal Infrastructure and Public Facilities	**$186,839,000**	**$125,271,000**		**$9,559,000**	**$23,022,000**	**$0**	**$250,000**	**$18,755,000**	**$20,557,000**	**$197,414,000**		**$0**	**$22,981,000**	**$0**	**$1,062,000**	**$34,618,000**
Other Developer Obligations																
Affordable Housing	$36,000,000	-		-	-	-	-	-	-	**$0**	x	-	-	-	$36,000,000	-
Central Shops [9] [10]	$52,232,000	-		-	-	-	-	-	-	**$0**	x	-	$2,700,000	$10,446,000	$39,086,000	-
Total Other Developer Obligations	**$88,232,000**	**$0**		**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**		**$0**	**$2,700,000**	**$10,446,000**	**$75,086,000**	**$0**
TOTAL INFRASTRUCTURE AND PUBLIC FACILITIES	**$275,071,000**	**$125,271,000**		**$9,559,000**	**$23,022,000**	**$0**	**$250,000**	**$18,755,000**	**$20,557,000**	**$197,414,000**	**$85,000,000**	**$0**	**$25,681,000**	**$10,446,000**	**$76,148,000**	**$119,618,000**

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Source: Sacramento Railyards Land Use/Density Allocation EIR Analysis Scenario Option 1 provided by DRV - 05/13/16; Sacramento Railyards Internal Draft Land Use/Density Allocation Option 1 No Berm provided by DRV -05/19/16; DKS SCMP Nexus Study; May 2016 Kimley-Horn and Assoc. Sanitary Sewer Master Plan; City of Sacramento cost estimates; EPS.

[1] Potential Railyards SFD bonds issued would serve to reduce Proposed Railyards Plan Area Fee.
[2] Neighborhood and Community Parks Impact Fee component available to fund Railyards park improvements. Citywide component available to fund a portion of Community Center/Library. Assumes Master Developer/park constructing entity would receive reimbursement via park fee revenues paid. Alternatively, if Project does not pay Citywide Park Fee, these costs would be funded by Railyards plan area fee program.
[3] Use of OPA Tax Increment subject to future City policy determinations.
[4] Potential proceeds from City funding sources including but not limited to EIFD, Major Street Construction Tax, Downtown/River District Fees, and other funding sources.
[5] "Other" funding may include grant or other sources of revenue such as capital campaigns by user groups.
[6] Amounts shown as "surpluses" may in many cases be necessary to reimburse for shortfalls incurred in prior development phases. Shortfalls are generally mitigated by prior phase surpluses.
[7] Reflects CSS fee payments beyond the credits taken for installation of 3rd Street sewer line.
[8] Other City revenue anticipated to fund surface and structured parking refers to anticipated parking revenues.
[9] Cal Reuse will allocate $2.7 million in unused grant funds to the Central Shops remediation.
[10] Other Funding reflects historic tax credits. A 20% income tax credit is available for the rehabilitation of historic, income-producing buildings that are determined by the Secretary of the Interior, through the National Park Service, to be "certified historic structures."

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Table 5-3
City of Sacramento
Railyards Public Facilities Financing Plan
Estimated Project Requirements and Funding at Buildout (2016$)

Buildout

		Estimated Project Requirements and Funding													
		Developer Funding via Construction and Fee Payments									Other City/Successor Agency		Other Funding Sources		
		Plan Area-Based Funding		City Fees				Other Fee Programs							
Item	**Estimated Improvement Costs (2016$)**	Proposed Railyards Plan Area Fee	Potential Railyards SFD [1]	Park Impact Fees [1]	Combined Sewer System	Transportation Development Impact Fee	Water	I-5 Subregional Corridor Mitigation Program	School Mitigation Fees	**Subtotal Plan Area and Fee Payments**	OPA Tax Increment [3]	Other City Funding Sources [4]	Regional, State, and Federal	Other [5]	Private Developer Funding	**Surplus/ (Shortfall) [6]**
Infrastructure Improvements											TBD					
Transportation																
On-Site Roadways	$161,221,000	$75,986,000	x	-	-	-	-	-	-	**$75,986,000**	x	-	$84,173,000	-	$1,062,000	-
I-5/Richards Interchange	$21,200,000	$8,200,000	x	-	-	-	-	-	-	**$8,200,000**	x	-	$13,000,000	-	-	-
Freeways	$22,545,000	-		-	-	-	-	$22,545,000	-	**$22,545,000**	x	-	-	-	-	-
Total Transportation	**$204,966,000**	**$84,186,000**		**$0**	**$0**	**$0**	**$0**	**$22,545,000**	**$0**	**$106,731,000**		**$0**	**$97,173,000**	**$0**	**$1,062,000**	**$0**
Storm Drainage	**$18,485,000**	$18,485,000	x	-	-	-	-	-	-	**$18,485,000**	x	-	-	-	-	**$0**
Sanitary Sewer																
On-Site Sanitary Sewer	$2,391,000	$756,000	x	-	$808,000	-	-	-	-	**$1,564,000**	x	-	$827,000	-	-	-
Off-Site Sanitary Sewer [7]	$10,500,000	-	x	-	$9,000,000	-	-	-	-	**$9,000,000**	x	-	$1,500,000	-	-	-
Other Sanitary Sewer [8]	$17,610,000	-		-	$17,610,000	-	-	-	-	**$17,610,000**	x	-	-	-	-	-
Total Sanitary Sewer	**$30,501,000**	**$756,000**		**$0**	**$27,418,000**	**$0**	**$0**	**$0**	**$0**	**$28,174,000**		**$0**	**$2,327,000**	**$0**	**$0**	**$0**
Water	**$813,000**	$0	x	-	-	-	$813,000	-	-	**$813,000**	x	-	-	-	-	-
Total Infrastructure Improvements	**$254,765,000**	**$103,427,000**		**$0**	**$27,418,000**	**$0**	**$813,000**	**$22,545,000**	**$0**	**$154,203,000**		**$0**	**$99,500,000**	**$0**	**$1,062,000**	**$0**
Public Facility Improvements																
LRT Stations	$2,105,000	$2,105,000	x	-	-	-	-	-	-	**$2,105,000**	x	-	-	-	-	-
Other Transit Facilities	$232,700,000	$0		-	-	-	-	-	-	**$0**	x	-	$232,700,000	-	-	-
Community Center/Library	$6,842,000	$3,022,000		$3,820,000	-	-	-	-	-	**$6,842,000**	x	-	-	-	-	-
Parks and Open Space	$69,613,000	$40,239,000	x	$6,393,000	-	-	-	-	-	**$46,632,000**	x	-	$22,981,000	-	-	-
Surface and Structured Parking	TBD	-		-	-	-	-	-	-	**$0**	x	TBD	-	-	-	-
Schools	$22,216,000	-		-	-	-	-	-	$22,216,000	**$22,216,000**	x	-	-	-	-	-
Police Station	$7,672,000	$7,672,000	x	-	-	-	-	-	-	**$7,672,000**	x	-	-	-	-	-
Fire Station	$5,576,000	$5,576,000	x	-	-	-	-	-	-	**$5,576,000**	x	-	-	-	-	-
Total Public Facility Improvements	**$346,724,000**	**$58,614,000**		**$10,213,000**	**$0**	**$0**	**$0**	**$0**	**$22,216,000**	**$91,043,000**		**$0**	**$255,681,000**	**$0**	**$0**	**$0**
Subtotal Infrastructure and Public Facilities	**$601,489,000**	**$162,041,000**		**$10,213,000**	**$27,418,000**	**$0**	**$813,000**	**$22,545,000**	**$22,216,000**	**$245,246,000**	x	**$0**	**$355,181,000**	**$0**	**$1,062,000**	**$0**
Other Developer Obligations																
Affordable Housing	$45,000,000	-		-	-	-	-	-	-	**$0**	x	-	-	-	$45,000,000	-
Central Shops [9] [10]	$52,232,000	-		-	-	-	-	-	-	**$0**	x	-	$2,700,000	$10,446,000	$39,086,000	-
Total Other Developer Obligations	**$97,232,000**	**$0**		**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**		**$0**	**$2,700,000**	**$10,446,000**	**$84,086,000**	**$0**
Total Infra. and Public Facility Improvements	**$698,721,000**	**$162,041,000**		**$10,213,000**	**$27,418,000**	**$0**	**$813,000**	**$22,545,000**	**$22,216,000**	**$245,246,000**	**$85,000,000**	**$0**	**$357,881,000**	**$10,446,000**	**$85,148,000**	**$85,000,000**

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Source: Sacramento Railyards Land Use/Density Allocation EIR Analysis Scenario Option 1 provided by DRV - 05/13/16; Sacramento Railyards Internal Draft Land Use/Density Allocation Option 1 No Berm provided by DRV -05/19/16; DKS SCMP Nexus Study; May 2016 Kimley-Horn and Assoc. Sanitary Sewer Master Plan; City of Sacramento cost estimates; EPS.

[1] Potential Railyards SFD bonds issued would serve to reduce Proposed Railyards Plan Area Fee.
[2] Neighborhood and Community Parks Impact Fee component available to fund Railyards park improvements. Citywide component available to fund a portion of Community Center/Library. Assumes Master Developer/park constructing entity would receive reimbursement via park fee revenues paid. Alternatively, if Project does not pay Citywide Park Fee, these costs would be funded by the Railyards plan area fee program.
[3] Use of OPA Tax Increment subject to future City policy determinations.
[4] Potential proceeds from City funding sources including but not limited to EIFD, Major Street Construction Tax, Downtown/River District Fees, and other funding sources.
[5] "Other" funding may include grant or other sources of revenue such as capital campaigns by user groups.
[6] Amounts shown as "surpluses" may in many cases be necessary to reimburse for shortfalls incurred in prior development phases. Shortfalls are generally mitigated by prior phase surpluses.
[7] Reflects CSS fee payments beyond the credits taken for installation of 3rd Street sewer line.
[8] Other City revenue anticipated to fund surface and structured parking refers to anticipated parking revenues.
[9] Cal Reuse will allocate $2.7 million in unused grant funds to the Central Shops remediation.
[10] Other Funding reflects historic tax credits. A 20% income tax credit is available for the rehabilitation of historic, income-producing buildings that are determined by the Secretary of the Interior, through the National Park Service, to be "certified historic structures."

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- Land Secured Financing Mechanisms.
- Other City and Successor Agency sources of funding (e.g., OPA termination agreement, MSCT, Measure A).
- Other federal, State, and Regional funding sources and grants.

Because the Finance Plan heavily relies on funding from sources beyond the control of the City and Master Developer, the implementation of the Project will require a collaborative relationship to optimize funding and feasible development.

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6. PROPOSED RAILYARDS IMPACT FEE PROGRAM

This Finance Plan proposes adoption of a new plan area fee program (Railyards Impact Fee Program) that ultimately will replace existing development impact fee programs funding Project backbone infrastructure and public facilities. The proposed Railyards Impact Fee program is designed to fund construction of Backbone Infrastructure and Public Facility improvements necessary to accommodate new residents and commercial uses generated by Project development after taking into consideration a variety of other funding sources for the improvements.

Existing Richards/Railyards/Downtown Development Impact Fee Programs

In addition to citywide and other agency fee programs, development in the Railyards is subject to the following existing special plan area development fee programs:

- Richards/Railyards/Downtown Transportation Impact Fee Program (TIF).
- Richards/Railyards Public Facilities Fee Program.

These fee programs were adopted to fund transportation and other public facility improvements benefitting development in the River District, Railyards, and Downtown. Each of the City fee programs were adopted in 1997 based on the 1997 Railyards/Richards Boulevard Area Facility Element and the anticipated project area land uses at that time. All three development project areas were included in the TIF program, and only the Railyards and River District were included in the Public Facilities Fee program.

Map 6-1 shows the boundaries of the Richards/Railyards/Downtown fee program.

In 2016, the City is expected to adopt the River District Plan Area fee that that will replace River District development's funding obligations under the above fee programs. In addition, the City is embarking on a Downtown Specific Plan process, which will include an evaluation of infrastructure requirements and associated infrastructure and public facilities financing strategies. Upon completion of the Specific Plan and associated studies, the City intends to update or replace the existing development impact fee programs for Downtown development.

Consistent with planned actions for the River District and Downtown, this 2016 Finance Plan proposes implementation of a Railyards Impact Fee that would replace the Railyards obligations under the existing programs.

The Railyards Impact Fee Program is premised on the assumption that the major off-site regional facilities will be funded on a proportional basis by the benefiting plan areas (Railyards, River District, and Downtown) but that all other facilities in the fee programs are assigned to the geographic area in which the improvements are planned.

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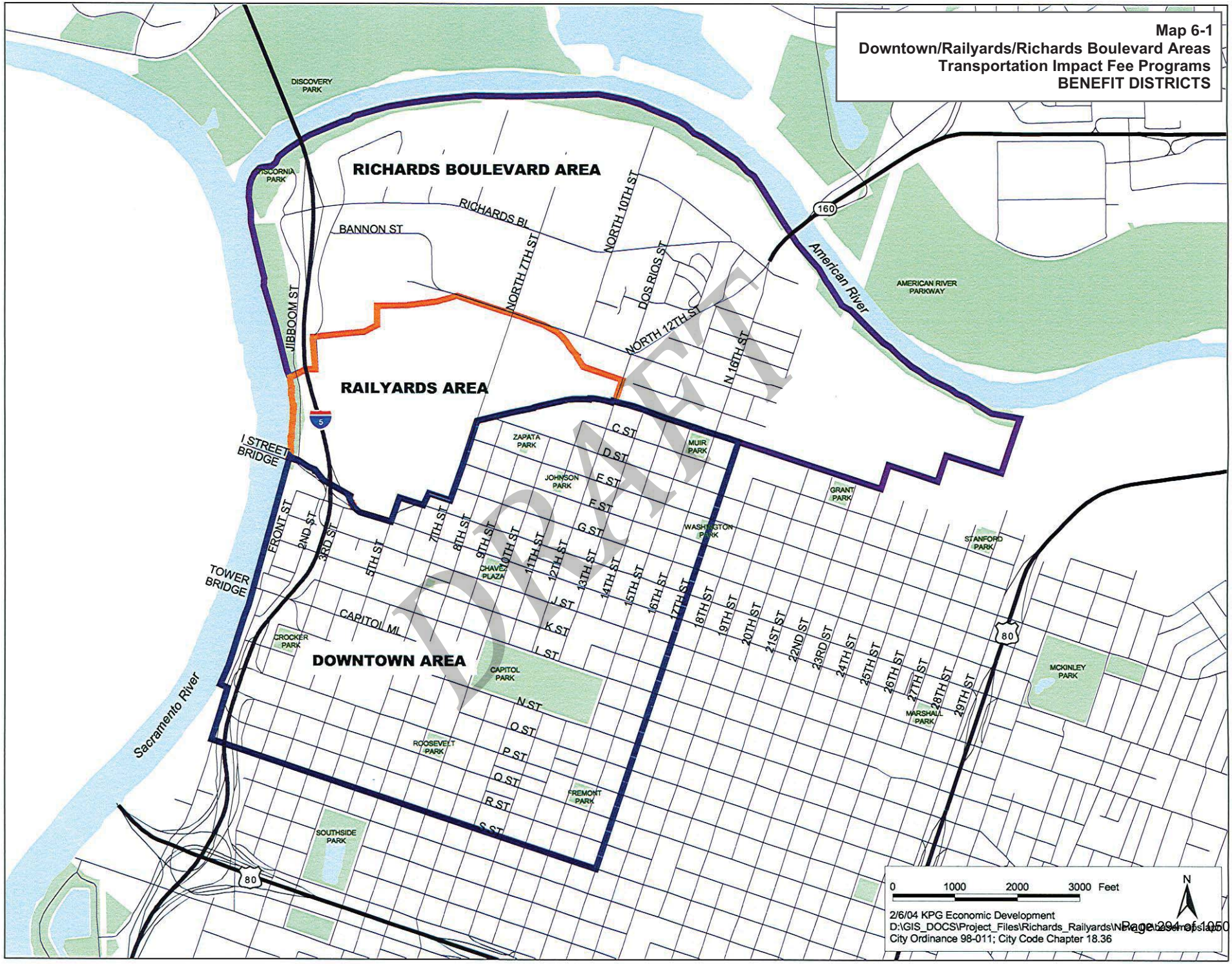
Map 6-1
Downtown/Railyards/Richards Boulevard Areas
Transportation Impact Fee Programs
BENEFIT DISTRICTS
RICHARDS BOULEVARD AREA
RAILYARDS AREA
DOWNTOWN AREA
DRAFT
DISCOVERY PARK
WISCORNIA PARK
RICHARDS BL
BANNON ST
NORTH 10TH ST
NORTH 7TH ST
DOS RIOS ST
NORTH 12TH ST
N 16TH ST
JIBBOOM ST
I STREET BRIDGE
TOWER BRIDGE
FRONT ST
2ND ST
3RD ST
5TH ST
7TH ST
8TH ST
9TH ST
10TH ST
11TH ST
12TH ST
13TH ST
14TH ST
15TH ST
16TH ST
17TH ST
18TH ST
19TH ST
20TH ST
21ST ST
22ND ST
23RD ST
24TH ST
25TH ST
26TH ST
27TH ST
28TH ST
29TH ST
C ST
D ST
E ST
F ST
G ST
H ST
I ST
J ST
K ST
L ST
N ST
O ST
P ST
Q ST
R ST
S ST
CAPITOL ML
ZAPATA PARK
JOHNSON PARK
MUIR PARK
GRANT PARK
WASHINGTON PARK
STANFORD PARK
CHAVEZ PLAZA
CROCKER PARK
CAPITOL PARK
ROOSEVELT PARK
FREMONT PARK
SOUTHSIDE PARK
MARSHALL PARK
MCKINLEY PARK
AMERICAN RIVER PARKWAY
American River
Sacramento River
160
5
80
0 1000 2000 3000 Feet
N
2/6/04 KPG Economic Development
D:\GIS_DOCS\Project_Files\Richards_Railyards\New_Use\Use_Maps.apr
City Ordinance 98-011; City Code Chapter 18.36

Railyards Impact Fee

The proposed Railyards Impact Fee Program will be required to fund the cost of backbone infrastructure and public facilities that are needed in the Railyards to accommodate planned development as set forth in the Railyards Specific Plan and **Chapter 2**, but that are not funded by existing fee programs or other sources of revenues. Backbone Infrastructure and Public Facilities to be included in the proposed Railyards Impact Fee Program include the following improvements:

- On-Site Roadways
- Storm Drainage
- Onsite Sanitary Sewer
- Water
- LRT Stations and Other Transit Facilities
- Parks and Open Space
- Public Safety (Police and Fire) Facilities

Because the total amount of other funding sources is not quantified at this time, the Finance Plan includes more costs in the proposed Railyards Impact Fee Program than are anticipated to ultimately be borne by that source. In addition, to maintain flexibility for future land-secured financing, the Finance Plan did not specify at this time which Facilities costs might be funded through CFD bond proceeds. Consequently, all such costs have been included in the proposed Plan Area Fee Program.

Railyards Impact Fee Program Cost Allocation

To ensure developed land uses will fund their pro-rata share of backbone infrastructure and public facilities, the cost of such improvements is allocated across all land uses based on the relative benefit received from the improvements using dwelling unit equivalent (DUE) factors.

The purpose of allocating certain improvement costs among the various land uses is to provide an equitable method of funding required infrastructure. The key to apportioning the cost of improvements to different land uses is the assumption that the demands placed on infrastructure and public facility improvements are related to land use type and that such demands can be stated in relative terms for all particular land uses. It is by relating demand for facilities to land use types that a reasonable nexus, or relationship, can be established to apportion each land use's "fair share" costs.

A Dwelling Unit Equivalent (DUE) is a common use factor that enables the allocation of improvement costs among residential and nonresidential land uses. A DUE is defined as the amount of facility use for each land use type relative to a single-family unit.

Tables 6-1 and **6-2** show the basis on which costs are allocated for each type of backbone infrastructure to be included into the proposed Railyards Impact Fee program. These cost allocation factors calculate the relative benefit by land use for each facility type based on a measurement of benefit received. For example transportation costs were allocated

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Table 6-1
City of Sacramento
Railyards Public Facilities Financing Plan
Cost Allocation Basis for Railyards Project Funding (2016$)

	Cost Allocation Basis								
Land Use Assumptions	Residential [1]	Retail	Office	Flexible Mixed-Use Office	Courthouse	Kaiser Facilities [2]	Hotel	MLS Stadium	**Total**
Developable Acres	35.88	10.31	23.02	5.82	2.50	17.41	4.41	14.74	**114.09**
Percent of Developable Acres	*31.5%*	*9.0%*	*20.2%*	*5.1%*	*2.2%*	*15.3%*	*3.9%*	*12.9%*	***100%***
Building Square Feet [3]	5,400,000	905,363	3,457,027	685,703	NA	1,168,003	1,100,000	224,726	**12,940,821**
Percent of Building Square Feet	*41.7%*	*7.0%*	*26.7%*	*5.3%*	*NA*	*9.0%*	*8.5%*	*1.7%*	***100%***
Equivalent Single Family Dwelling Units (ESD) [4]	4,500	226	1,729	343	200	908	330	220	**8,456**
Percent of ESDs	*53.2%*	*2.7%*	*20.4%*	*4.1%*	*2.4%*	*10.7%*	*3.9%*	*2.6%*	***100%***
Average Daily Trips [5]	24,578	12,286	41,394	8,211	NA	25,376	5,752	10,302	**127,899**
Percent of Average Daily Trips	*19.2%*	*9.6%*	*32.4%*	*6.4%*	*NA*	*19.8%*	*4.5%*	*8.1%*	***100%***
Persons Served [6]	15,720	1,132	5,762	1,143	NA	2,124	550	15	**26,445**
Percent of Persons Served	*59.4%*	*4.3%*	*21.8%*	*4.3%*	*NA*	*8.0%*	*2.1%*	*0.1%*	***100%***

cost_alloc_basis

Source: City of Sacramento, Sacramento Railyards Land Use/Density Allocation EIR Analysis Scenario Option 1 provided by DRV - 05/13/16; Sacramento Railyards Internal Draft Land Use/Density Allocation Option 1 No Berm provided by DRV -05/19/16; May 2016 Kimley-Horn Sanitary Sewer Study; EPS.

[1] For the purposes of this analysis, residential units are assumed to be 900 square feet.
[2] Kaiser Facilities include Hospital and Medical Office land uses.
[3] To arrive at square footage for the MLS Stadium, a placeholder assumption of 0.35 FAR is used.
[4] Sewage generation rates as provided by the Railyards Sanitary Sewer Master Plan prepared by Kimley-Horn and Associates, Inc.
[5] Gross daily trip generation of Railyards Specific Plan Update as indicated in Chapter 4.12 of the Sacramento Railyards Specific Plan Update Draft Subsequent Environmental Impact Report. Based on zoning, MLS potential residential development used to derive associated trips. An average density of 167 units per acre was assumed to arrive at the potential residential development and associated daily trips. An adjustment factor specific to each land use has been applied, consistent with methodologies used in the Transportation Development Impact Fee Nexus Study which takes into account both primary and passby trips as well as trip length . An adjustment factor has not been assumed for MLS Stadium.
[6] "Persons Served" is defined as residential population plus 50% of employees.

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Table 6-2
City of Sacramento
Railyards Public Facilities Financing Plan
Summary of Cost Allocation for Railyards Project Funding (2016$)

Item	Basis for Cost Allocation [1]	Proposed Railyards Plan Area Funding	Cost Allocation: Residential	Retail	Office	Flexible Mixed-Use Office	Courthouse	Kaiser Facilities	Hotel	MLS Stadium
INFRASTRUCTURE IMPROVEMENTS										
Transportation										
On-Site Roadways	*Average Daily Trips*	$75,986,000	$14,602,250	$7,299,034	$24,592,762	$4,877,983	-	$15,075,922	$3,417,506	$6,120,543
I-5/Richards Interchange	*Average Daily Trips*	$8,200,000	$1,575,796	$787,672	$2,653,918	$526,406	-	$1,626,912	$368,799	$660,496
Freeways		-	-	-	-	-	-	-	-	-
Total Transportation		**$84,186,000**	**$16,178,047**	**$8,086,706**	**$27,246,680**	**$5,404,389**	**$0**	**$16,702,834**	**$3,786,304**	**$6,781,039**
Storm Drainage	*Per Developable Acre*	$18,485,000	$5,813,974	$1,669,846	$3,729,851	$942,998	$405,053	$2,820,789	$714,296	$2,388,193
Sanitary Sewer										
On-Site Sanitary Sewer	*ESDs*	$756,000	$402,332	$20,236	$154,541	$30,653	$17,881	$81,182	$29,504	$19,670
Off-Site Sanitary Sewer		-	-	-	-	-	-	-	-	-
Other Sanitary Sewer		-	-	-	-	-	-	-	-	-
Total Sanitary Sewer		**$756,000**	**$402,332**	**$20,236**	**$154,541**	**$30,653**	**$17,881**	**$81,182**	**$29,504**	**$19,670**
Water		-	-	-	-	-	-	-	-	-
Total Infrastructure Improvements		**$103,427,000**	**$22,394,353**	**$9,776,789**	**$31,131,073**	**$6,378,040**	**$422,934**	**$19,604,805**	**$4,530,104**	**$9,188,902**
PUBLIC FACILITY IMPROVEMENTS										
LRT Stations	*Average Daily Trips*	$2,105,000	$404,518	$202,201	$681,280	$135,132	-	$417,640	$94,673	$169,554
Other Transit Facilities		-	-	-	-	-	-	-	-	-
Community Center/Library	*Persons Served*	$3,022,000	$1,796,408	$129,326	$658,422	$130,598	-	$242,680	$62,851	$1,715
Parks and Open Space	*Persons Served*	$40,239,000	$23,919,812	$1,722,019	$8,767,116	$1,738,961	-	$3,231,369	$836,889	$22,835
Surface and Structured Parking		-	-	-	-	-	-	-	-	-
Schools		-	-	-	-	-	-	-	-	-
Police	*Persons Served*	$7,672,000	$4,560,571	$328,321	$1,671,545	$331,552	-	$616,095	$159,562	$4,354
Fire Station	*Persons Served*	$5,576,000	$3,314,617	$238,624	$1,214,877	$240,971	-	$447,777	$115,969	$3,164
Total Public Facility Improvements		**$58,614,000**	**$33,995,927**	**$2,620,491**	**$12,993,240**	**$2,577,214**	**$0**	**$4,955,561**	**$1,269,945**	**$201,622**
OTHER DEVELOPER OBLIGATIONS [2]										
Affordable Housing		-	-	-	-	-	-	-	-	-
Central Shops		-	-	-	-	-	-	-	-	-
Total Other Developer Obligations		**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**
Total Improvements and Obligations		**$162,041,000**	**$56,390,280**	**$12,397,280**	**$44,124,313**	**$8,955,254**	**$422,934**	**$24,560,366**	**$5,800,050**	**$9,390,523**
Percent of Total		***100%***	***34.8%***	***7.7%***	***27.2%***	***5.5%***	***0.3%***	***15.2%***	***3.6%***	***5.8%***

"cost_alloc"

Source: City of Sacramento, Sacramento Railyards Land Use/Density Allocation EIR Analysis Scenario Option 1 provided by DRV - 05/13/16; Sacramento Railyards Internal Draft Land Use/Density Allocation Option 1 No Berm provided by DRV -05/19/16; May 2016 Kimley-Horn Sanitary Sewer Study; EPS.

[1] See Table 6-1 for percent cost distribution allocations by improvement category, cost allocation method, and land use.
[2] Other developer obligations not included in plan area fee program.

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proportionately to each land use category on based on average daily trips generated by each land use category. In contrast, Public Safety facilities are allocated based on the proportionate resident and employee populations generated by each land use.

The proportionate share of costs for each Backbone Infrastructure and Public Facility component is calculated using each land use category's percent share of costs according to the appropriate cost allocation methodology as calculated in **Table 6-1**. For each component of the Railyards Impact Fee, **Table 6-2** applies the proportionate share of costs for each land use category to the total plan area fee program costs for that component.

In **Table 6-3**, the total allocated costs by land use category are used to derive the proposed plan area fee per residential unit, nonresidential building square foot, hotel room and MLS stadium seat. Additional administrative costs associated with completing and periodically updating the proposed Railyards Impact Fee Program also are included in **Table 6-3**.

Railyards Impact Fee Program Implementation

The cost allocation methodology described above will provide the basis for establishing the Railyards Impact Fee Program, which will replace the existing Richards/Railyards/Downtown development impact fee programs identified earlier in this chapter. Updated nexus studies will finalize the cost allocation formulas and provide the necessary findings to update the fee programs. Both the Finance Plan and the Nexus Studies will be periodically updated as more updated costs, funding, and land use data are available. Owners of developing parcels will be required to fund their share of facility costs through the fee program or through alternative funding sources.

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Table 6-3
City of Sacramento
Railyards Public Facilities Financing Plan
Proposed Plan Area Funding per Sq. Ft. for Residential and Nonresidential Land Uses

Buildout

		Cost Allocation Factors							
Item	**Proposed Railyards Plan Area Funding**	Residential [1]	Retail	Office	Flexible Mixed-Use Office	Courthouse	Kaiser Facilities [2]	Hotel	MLS Stadium
Total Railyards Plan Area Funding [3]	**$162,041,000**	**$56,390,280**	**$12,397,280**	**$44,124,313**	**$8,955,254**	**$422,934**	**$24,560,366**	**$5,800,050**	**$9,390,523**
		Units			*Gross Building Sq. Ft.*			*Rooms*	*Seats*
Gross Units/Building Square Feet/Rooms/Seats [4]		6,000	905,363	3,457,027	685,703	400,000	1,168,003	1,100	22,000
		Per Unit			*Per Building Sq. Ft.*			*Per Room*	*Per Seat*
Railyards Plan Area Funding Per Unit/Sq. Ft./Rooms/Seats		**$9,398**	**$13.69**	**$12.76**	**$13.06**	**$1.06**	**$21.03**	**$5,273**	**$427**
Plus 3.0% Administration Costs		$282	$0.41	$0.38	$0.39	$0.03	$0.63	$158	$13
Total Plan Area Fee		**$9,680**	**$14.10**	**$13.15**	**$13.45**	**$1.09**	**$21.66**	**$5,431**	**$440**
Downtown/Richards Blvd./Railyards Impact Fee Comparison		**$9,858**	**$13.72**	**$10.50**	**$10.50**	**N/A**	**N/A**	**N/A**	**N/A**

"sqft_alloc"

Source: City of Sacramento; Sacramento Railyards Land Use/Density Allocation EIR Analysis Scenario Option 1 provided by DRV - 05/13/16; Sacramento Railyards Internal Draft Land Use/Density Allocation Option 1 No Berm provided by DRV - 05/19/16; EPS.

[1] For the purposes of this analysis, residential units are assumed to be 900 square feet.
[2] Kaiser Facilities include Hospital and Medical Office land uses.
[3] Derived in Table 6-1.
[4] Based on Sacramento Railyards Land Use/Density Allocation EIR Analysis Scenario Option 1 provided by DRV - 05/13/16; Sacramento Railyards Internal Draft Land Use/Density Allocation Option 1 No Berm provided by DRV -05/19/16 at buildout.

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7. INFRASTRUCTURE COST BURDEN COMPARISON

This chapter provides a preliminary infrastructure cost burden comparison of the Project to other comparable development projects in the Region, which provides a framework to initially evaluate the Project's competitive position relative to other, similarly disposed projects in the region with which this Project may compete. The infrastructure cost burden provides one metric to assess the financial feasibility of a development project, and may be combined with and augmented by more detailed feasibility analysis to determine the ultimate viability of vertical development.

The infrastructure cost burden presented in this chapter includes current and proposed fees, estimated plan area infrastructure costs, and taxes and assessments based on a series of assumptions related to development prototype, building valuations, and other key variables. The actual costs, unit mix, Mello-Roos bond proceeds, fees, and other factors may vary according to the market conditions at the time of development. The actual sales prices of the units and major Backbone Infrastructure and Public Facilities costs at the time of development will significantly impact ultimate development feasibility.

Infrastructure Burden Comparison

The total infrastructure cost burden consists of all Backbone Infrastructure and Public Facilities costs allocated to the development plus applicable fees, including building permit processing fees, city and county fees, and regional fees. The competitive developments' facility costs have been estimated by EPS. This analysis compares the standard development impact fees and the present value of special taxes for the following land uses:

- Class I high-rise office
- Retail
- Multifamily development

The only areas comparable to proposed development in the Project are the River District area, Downtown Sacramento, and the Bridge District Specific Plan in West Sacramento; other areas in the Region are not comparable to Railyards development.

Caution should be exercised in using these comparisons because the infrastructure items paid for by these fees and special taxes may be different for the various projects. Moreover, these costs represent estimates only meant to be used for general planning and comparison purposes. Actual fees and assessments are likely to vary from these estimates for specific parcels. It is important to note that the Railyards Impact Fee does not reflect other potential funding sources that may defray some of the costs included in the fee. Future funding agreement terms and conditions will address the application of the $85 million in OPA tax increment as well as other City/Successor Agency participation in funding Railyards infrastructure costs. These discussions may be informed by the infrastructure cost burden comparison presented in this chapter.

In some projects, a portion of the infrastructure costs are privately-funded, rather than being funded through fees and assessments. The amount of privately-funded infrastructure is not included in any of these comparisons. Land prices will be affected not only by the amount of fees and assessments on a parcel, but also the amount of privately-funded infrastructure

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required. Land secured financing is excluded from this analysis for Railyards because, if utilized, it is anticipated to directly offset the proposed Railyards Impact Fee funded costs. The Sacramento Housing Impact Fee is excluded from this analysis for multifamily because assumed MFR density exceeds 40 dwelling units per net acre and is therefore exempt from the fee.

The infrastructure cost burden includes current and proposed development impact fees, including any plan area fees. However, it does not include any additional infrastructure or community facilities that might be required as mitigation for the development projects. The City is currently working on the Downtown Specific Plan and it is likely that additional infrastructure items will be required by future Downtown development as part of its environmental review. The total cost burden would probably be determined at the time of approval of the project and could impact the competitiveness of Downtown development. Furthermore, the Downtown also has the highest land cost per square foot of any of these areas, which may affect the feasibility of development in the Downtown as well.

These infrastructure burden comparisons are current as of July 2016. Fees are constantly being changed which will affect the comparison results over time. Detailed infrastructure burden estimated are included in **Appendix D**. A summary of the infrastructure burden is provided below:

- **Class I High-Rise Office:** As shown in **Figure 7-1**, Downtown has the lowest infrastructure cost burden per square foot followed by the River District. The infrastructure cost burden for Railyards is slightly higher than River District—Railyards therefore remains generally competitive with the River District in terms of infrastructure cost burdens associated with office development. The Bridge District infrastructure cost burden is significantly higher than the Sacramento projects, potentially offering Sacramento projects a competitive advantage, subject to other variables impacting the feasibility of development.

- **Retail:** As shown in **Figure 7-2**, Downtown has the lowest infrastructure cost burden per square foot followed by the Railyards area. The infrastructure cost burden for River District is slightly higher than Railyards, offering Railyards a very slight competitive advantage. Similar to office development, the Bridge District infrastructure cost burden is considerably higher than the Sacramento projects.

- **High-Density Multifamily Residential:** As shown in **Figure 7-3**, the Downtown has the lowest infrastructure cost burden per building square foot followed by the River District area. The infrastructure burden for Railyards is higher than River District, which could impact the Railyards ability to attract competitive multifamily development. The Bridge District infrastructure cost burden is again significantly higher than the Sacramento projects.

As mentioned previously, myriad other factors will affect the financial feasibility of Project development. Market positioning, valuation, and absorption all factor into the viability of vertical development and competitive advantages or disadvantages relative to other projects in the region. This preliminary infrastructure cost burden comparison offers one metric by which the competitive position and financial feasibility of the project may be evaluated.

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Figure 7-1
Infrastructure Burden Comparison for Class I High-Rise Office Building
243,680 Sq. Ft. and 0.859 Acre Site

Class I High-Rise Office Building

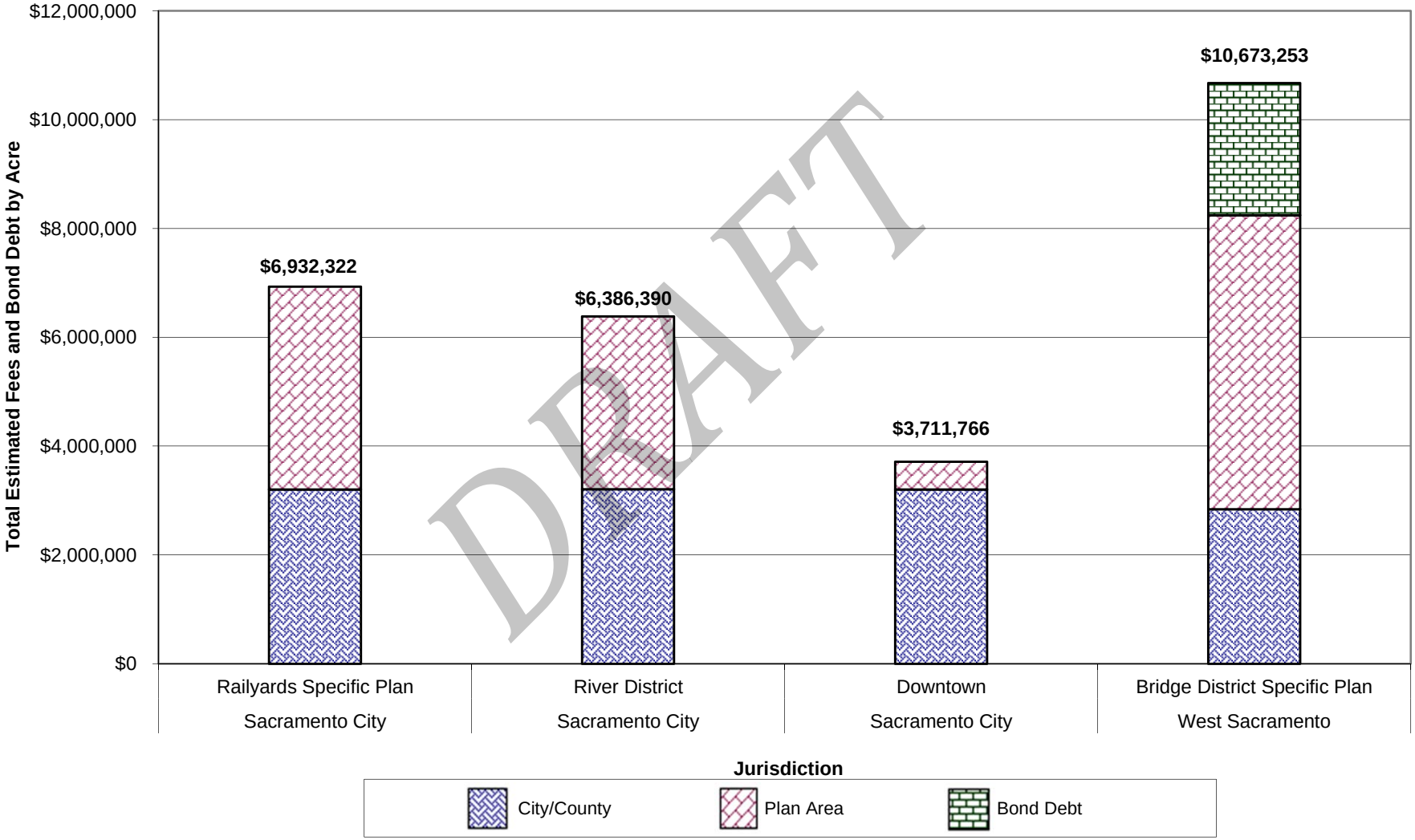

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Figure 7-2
Infrastructure Burden Comparison for Retail Building
1 Acre Site, 130,950 Sq. Ft.

Retail Building

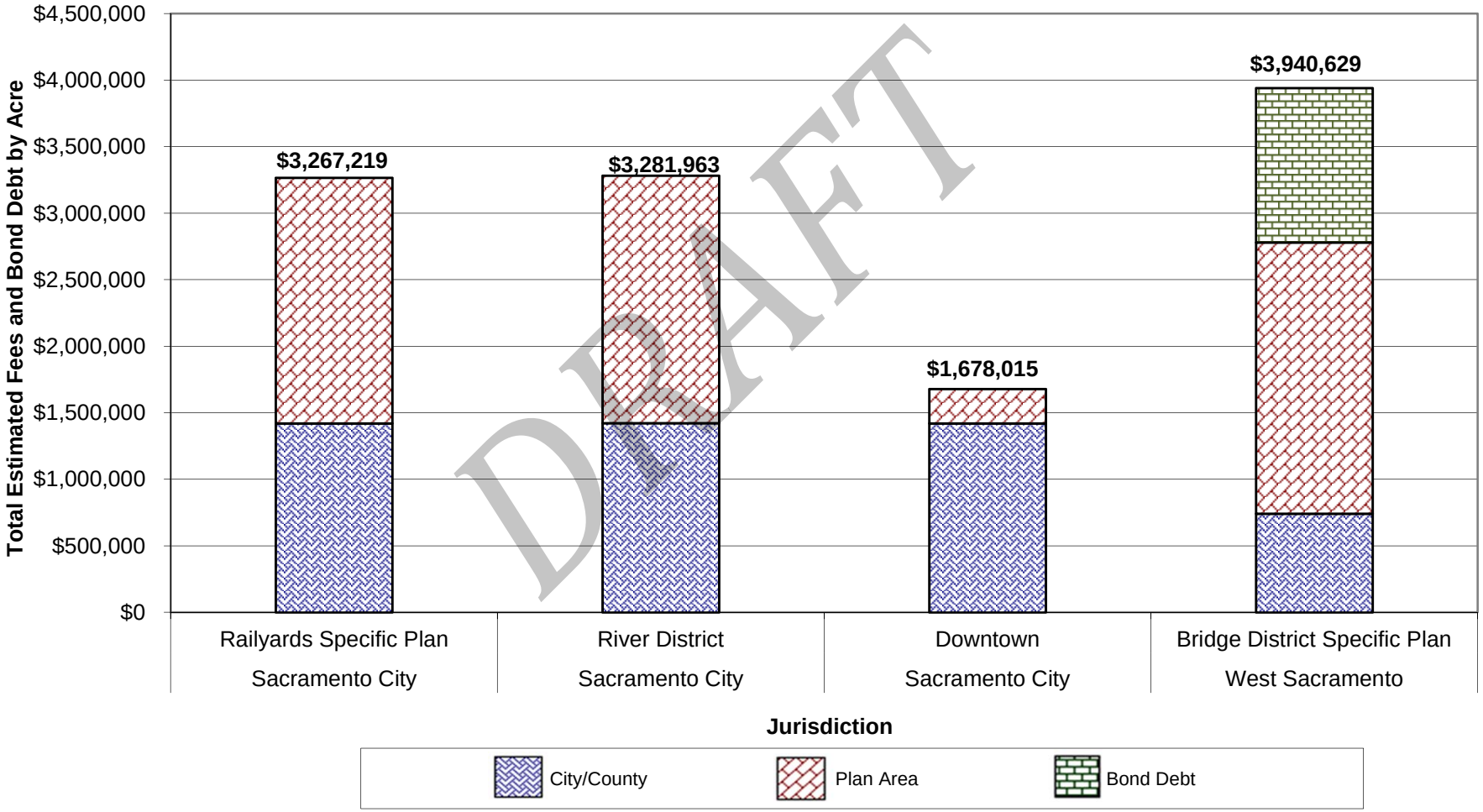

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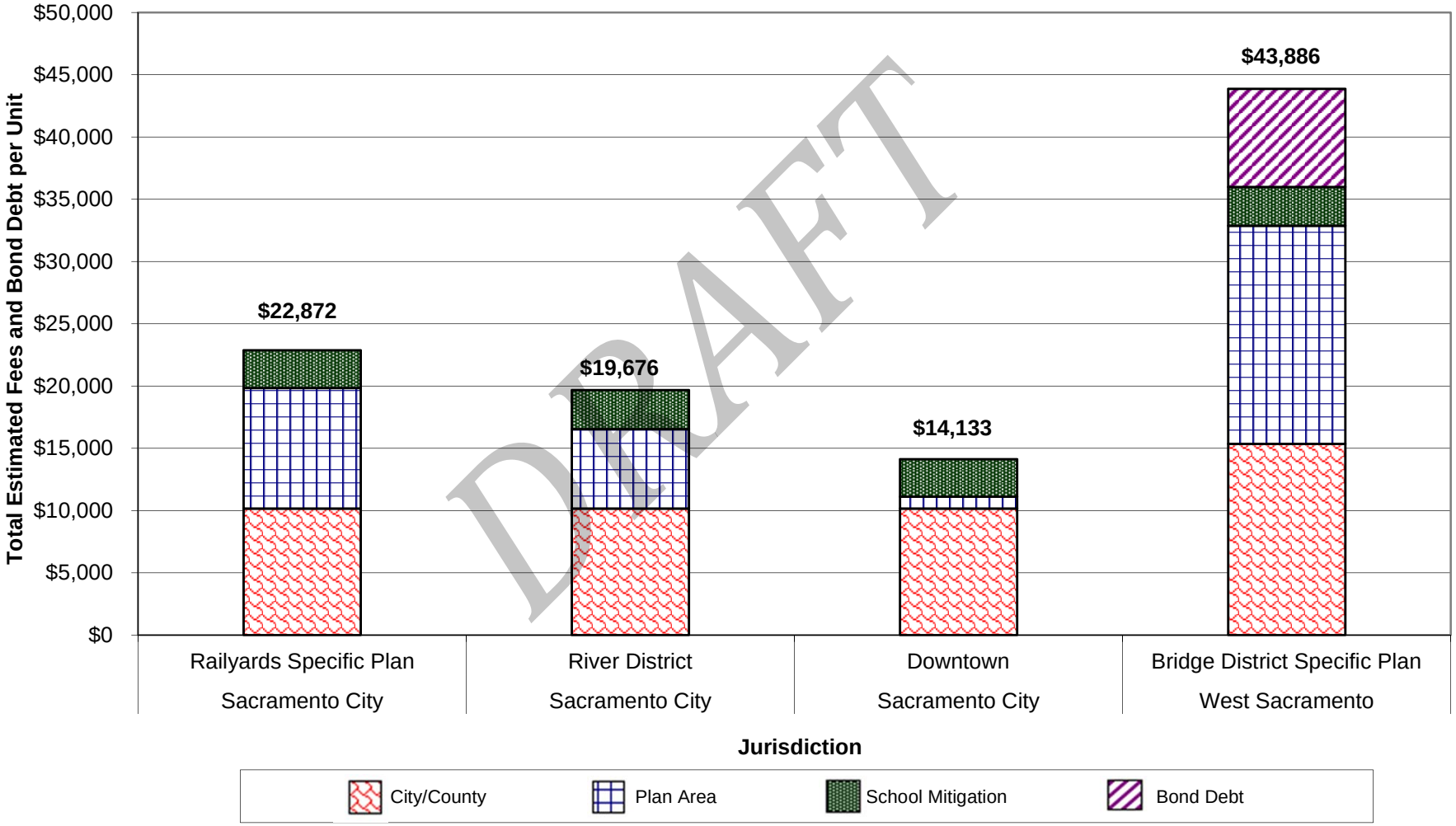
Figure 7-3
Infrastructure Burden Comparison for Multifamily
2 Acres, 200 Unit Complex, and 900-Sq. Ft. per Unit

Multifamily



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8. FINANCING SOURCES FOR SERVICES AND ONGOING OPERATION AND MAINTENANCE

Railyards Maintenance CFD

As set forth in the Specific Plan, the City required the Project provide annual funding for the ongoing operation and maintenance of certain Backbone Infrastructure and Public Facilities. The Project had a condition of approval dating back to the 2007 entitlements requiring formation of a Services Mello-Roos CFD prior to the first final map within the Project.

To satisfy that condition, in December 2014, the City and then property owner formed the City of Sacramento CFD No. 2014-4 (Railyards Maintenance). Authorized services to be funded through the levy and collection of special taxes include the following services:

1. Inspection, repair, and maintenance, including utility costs, of roadway facilities, transit facilities, and bike and pedestrian paths.
2. Inspection, repair, and maintenance, including utility costs, of parks, parkways, bike trails, and open space.
3. Inspection, repair, and maintenance, including utility costs, of water-quality facilities, stormwater drainage facilities, water fountains, and other water features.
4. Capital repair and maintenance of the area known as the West Tunnel and appurtenances.
5. Miscellaneous costs related to any of the items described above, including planning, engineering, and legal and administration costs.
6. The levy of special taxes to accumulate funds for anticipated future repair or replacement costs of facilities maintained by the CFD, as determined by the CFD administrator.

Total annual costs in the base year of Fiscal Year 2015-16 equaled approximately $1.3 million. The three most significant cost items include approximately $716,000 for parks maintenance, $268,000 for transportation facilities, and $206,000 for City contract administration and cost contingencies.

Although the Project is anticipated to be entitled for as many as approximately 10,000 residential units and as much as 6.9 million nonresidential square feet, it is uncertain whether that maximum buildout potential might be reached. To be conservative, the CFD analysis is based on assumptions of approximately 3,400 market-rate units, 600 affordable units, and up to 3.0 million square feet in the Project. Given the developed maximum special tax rates in **Table 8-1**, developed parcels in the Project are capable of generating approximately $1.5 million annually, or approximately 110 percent of the projected annual costs of $1.3 million.

Table 8-1 shows the Fiscal Year 2015-16 maximum annual special taxes for undeveloped land and for developed property.

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Table 8-1
Railyards Maintenance Community Facilities District 2014-04
Land Special Tax and Developed Special Tax - Base Year 2015-16

Tax Category		Base Year Special Tax Rate
Developed Special Tax Rates		**FY 2015-16 [1]**
Residential Uses		
Market Rate	per Dwelling Unit	**$260.00**
Affordable	per Dwelling Unit	**$0.00**
Nonresidential Uses		
Nonresidential Uses	per Building Area	**$0.19**
Other Land Use Parcels	per land square foot	**$0.42**
Land Special Tax Rate	per land square foot	**$0.42**

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[1] Developed Special Tax per Unit or Building Area is increased by the Tax Escalation Factor in each Fiscal Year after the Base Year, 2015-16. The Tax Escalation Factor is equal to the percentage change in the Consumer Price Index for the prior calendar year over the preceding calendar year, not to exceed 4% for any Fiscal Year.

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9. FINANCE PROGRAM IMPLEMENTATION AND ADMINISTRATION

Finance Program Implementation

Implementation of the Financing Program will require several additional City policy determinations and actions, including the following items:

1. Approval of a Development Agreement between the City and Project applicant.
2. Approval of "business terms" related to City participation in funding of Backbone Infrastructure and Public Facilities.
3. Implementation of the Railyards Impact Fee program.
4. Formation of one or more land-secured financing districts to fund a portion of Backbone Infrastructure and Public Facilities.

Finance Program Administration

This chapter describes the current infrastructure financing program for the Railyards. It is anticipated that the infrastructure Finance Plan and related Nexus Study will need to be periodically updated as new information becomes available.

Changes in the Capital Improvement Program and Financing Programs

The Finance Plan principles outlined in **Chapter 1** require that the as the Finance Plan is implemented, infrastructure costs and available funding sources will be reevaluated on a regular basis as they are anticipated to change as development occurs. Changes in the actual or assumed facilities cost estimates or funding should be reevaluated in the context of the overall financing strategy to ensure required funding is available when needed.

Possible refinements are listed below:

- New or revised infrastructure projects.
- New cost information based on actual construction costs, updated engineering estimates, or changes in the land use plan.
- New funding source data.
- Inflation adjustments to cost and funding data.
- Land use changes to the Project.

Changes in the financing program could include higher or lower cost estimates, as well as changes in funding sources. Costs and funding sources also will need to be adjusted annually to reflect inflation costs because information contained in the Finance Plan is shown in year 2016

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dollars. Changing market conditions also may permit an increased funding burden on private development.

Annual Inflation Adjustment

Annual adjustments to costs and funding sources will be made using either a cost benchmarking methodology (Benchmark Change) or application of an inflation index. If, for the year in question, the difference between the Benchmark Change methodology and the selected index is five or more percentage points, then the City will use the Benchmark Change to adjust costs for uncompleted Improvements. Otherwise, the City will adjust costs for those facilities using the percentage change in the selected index.

Under the Benchmark Change methodology, the city would engage a third party professional engineering consultant to estimate the costs of all remaining Public Improvements. The Benchmark Change would reflect the percentage change in the estimated costs of uncompleted Improvements on a year to year basis.

Cost adjustments based on the application of an inflation index will be based on the percentage change in the Engineering News Record Construction Cost Index (ENR-CCI) on an annual basis. The City may also consider the use of the Caltrans index, or a combination of the ENR-CCI and the Caltrans index to adjust the costs of transportation facilities.

Specific procedures for annual cost inflation adjustments will be specified in the Nexus Study establishing the Railyards Impact Fee.

Reimbursements and Fee Credits

Under the City's capital improvement policy, the City and individual developers may agree to have developers build or advance-fund certain facilities contained in the CIP. The facilities advance-funded or built may be part of the fee program or funded by non-fee revenues. In the case of such an agreement, developers should receive a reimbursement or fee credit based on the terms of the agreement. Infrastructure projects that are the financial responsibility of the developer (i.e., designated as private capital) are not subject to reimbursement or fee credits.

For instance, if a developer constructs and funds the extension of a roadway contained in the fee program, then the developer would be eligible for a reimbursement or fee credit up to the amount of funding that was to be included in the fee program. In such an instance, the City and developer would come to agreement before the improvement construction to determine the amount, timing, and manner of repayment of the advance funding—fee credit or reimbursement. The City will establish a set of procedures to manage reimbursement/credit agreements. The procedures could include forms of any agreement and accounting procedures to manage the reimbursement/credit program.

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APPENDICES:

Appendix A: Project Land Uses and Assumptions

Appendix B: Detailed Infrastructure Cost Estimates

Appendix C: Existing Fee Revenue Estimates

Appendix D: Detailed Estimated Infrastructure Cost Burden Comparison

Appendix E: Bonding Capacity Estimates

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APPENDIX A:

Project Land Uses and Assumptions

Table A-1 Railyards Specific Plan Land Use Summary A-1

Table A-2 Summary of Persons Served A-2

Table A-3 Land Use Assumptions for Proposed Development A-3

Table A-4 Estimated Residential and Employee Population by Phase A-4

Table A-5 Average Daily Trip Calculation for MLS Stadium and Residential Zoning A-5

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Table A-1
City of Sacramento
Railyards Public Facilities Financing Plan
Railyards Specific Plan Land Use Summary

Land Use	Initial Phase Units/ Rooms	Initial Phase Area	Remaining Phases Units/ Rooms	Remaining Phases Area	Buildout Units/ Rooms	Buildout Area
RESIDENTIAL LAND USES						
Multifamily [1] [2]	*units*	*square feet*	*units*	*square feet*	*units*	*square feet*
Owner Occupied	0	0	1,290	1,161,000	1,290	1,161,000
Renter Occupied	240	216,000	3,970	3,573,000	4,210	3,789,000
Affordable [3]	60	54,000	440	396,000	500	450,000
Subtotal Multifamily	**300**	**270,000**	**5,700**	**5,130,000**	**6,000**	**5,400,000**
Total Residential	**300**	**270,000**	**5,700**	**5,130,000**	**6,000**	**5,400,000**
NONRESIDENTIAL LAND USES						
Retail [4]						
Regional [5]		-		462,228		462,228
Neighborhood/Other		-		250,283		250,283
Flexible Mixed-Use - Retail [6]		-		192,851		192,851
Subtotal Retail		**0**		**905,363**		**905,363**
Office						
Office		-		3,457,027		3,457,027
Subtotal Office		**0**		**3,457,027**		**3,457,027**
Flexible Mixed-Use Office						
Flexible (Historic and Cultural) [5]		-		107,149		107,149
Other Flexible [6]		-		578,554		578,554
Subtotal Flexible Mixed-Use		**0**		**685,703**		**685,703**
Courthouse		-		**400,000**		**400,000**
Kaiser Facilities						
Hospital		658,003		-		658,003
Medical Office		510,000		-		510,000
Subtotal Kaiser Facilities		**1,168,003**		**0**		**1,168,003**
Hotel [7]	*rooms*		*rooms*		*rooms*	
Select Service Hotel	-	-	650	650,000	650	650,000
High-end Hotel	-	-	450	450,000	450	450,000
Subtotal Hotel	**0**	**0**	**1,100**	**1,100,000**	**1,100**	**1,100,000**
		seats		*seats*		*seats*
MLS Stadium		**22,000**		**-**		**22,000**
Historic and Cultural		*square feet*		*square feet*		*square feet*
Museum		-		180,000		180,000
		acres		*acres*		*acres*
Open Space		-		28.47		28.47

lu

Source: City of Sacramento; Sacramento Railyards Land Use/Density Allocation EIR Analysis Scenario Option 1 provided by DRV - 05/13/16; Sacramento Railyards Internal Draft Land Use/Density Allocation Option 1 No Berm provided by DRV -05/19/16.

[1] Multifamily residential units are assumed to be market rate unless otherwise specified, with 25% owner-occupied and 75% renter-occupied, according to LDK Ventures. This analysis uses the lower end of the range of estimated residential development provided by DRV.
[2] Multifamily residential units are assumed to average 900 square feet.
[3] Assumes 60 affordable units would be built in the Initial Phase and 240 affordable units in the Remaining Phase according to DRV.
[4] Retail uses designated as Historic and Cultural as well as retail occurring on lots south of Railyards Blvd. and west of 5th St. are assumed to be region-serving. All other retail is included in the Neighborhood/Other category unless otherwise specified.
[5] For this analysis, Flexible (Historic and Cultural) is assumed to be 25% regional retail and 75% office.
[6] For this analysis, Other Flex is considered to be 25% retail and 75% office.
[7] Assumes 1,000 square feet per hotel room.

Table A-2
City of Sacramento
Railyards Public Facilities Financing Plan
Summary of Persons Served

Item	Assumption
General Demographic Characteristics	**January 1, 2016 Estimate**
City of Sacramento	
Population [1]	485,683
Employees [2]	345,000
Persons Served [3]	658,183
Railyards Estimates [4]	
Population	15,720
Employees	22,903
Persons Served [3]	27,172
	"persons served"

Source: California Department of Finance; US Census Bureau, OnTheMap, and LEHD Origin Destination Employment Statistics; EPS.

[1] California Department of Finance population estimate for January 1, 2016.
[2] US Census Onthemap.ces.census.gov estimated a total of 304,609 jobs in Sacramento CA in 2015. California EDD reports an annual average growth rate of 2.96% since 2014 for the Sacramento MSA. EPS escalated 2015 employment figure to arrive at 2016 employment estimate, adjusted by an additional 10% to account for self-employed workers, and rounded to the nearest hundred employees.
[3] "Persons Served" is defined as residential population plus 50% of employees.
[4] See Table A-3 and Table A-4 for detail.

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Table A-3
Sacramento Railyards Fiscal Impact Analysis
Fiscal Impact Analysis
Land Use Assumptions For Proposed Development (2016$)

Land Use	Description	Development at Buildout: Units/ Rooms [1]	Development at Buildout: Area	Persons per Unit [2]	Area per Employee [3]
Residential Land Uses		*Units*	*Sq. Ft.*		
Multifamily - Owner Occupied	Dwelling Unit	1,290	1,161,000 [4]	2.62	
Multifamily - Renter Occupied	Dwelling Unit	4,210	3,789,000 [4]	2.62	
Multifamily - Affordable	Dwelling Unit	500	450,000 [4]	2.62	
Subtotal Residential		**6,000**	**5,400,000**		
Nonresidential Land Uses					
Retail [5]			*Sq. Ft.*		*Sq. Ft.*
Regional (Historic and Cultural)	Square Feet		462,228		400
Neighborhood/Other	Square Feet		250,283		400
Flexible Mixed-Use - Retail [6]	Square Feet		192,851		400
Subtotal Retail			**905,363**		
Office					
Office	Square Feet		3,457,027		300
Subtotal Office			**3,457,027**		
Flexible Mixed-Use					
Flexible (Historic and Cultural) [7]	Square Feet		107,149		300
Other Flexible [6]	Square Feet		578,554		300
Subtotal Flexible Mixed-Use			**685,703**		
Courthouse	Square Feet		**400,000**		300
Kaiser Facilities					
Hospital	Square Feet		658,003		275
Medical Office	Square Feet		510,000		275
Subtotal Kaiser Facilities			**1,168,003**		
Museum [8]	Square Feet		**180,000**		1,500
Total Square Footage			**6,796,095**		
Hotel [9]		*Rooms*			
Select Service Hotel	Per room	650	650,000 [10]		1,000
High-end Hotel	Per room	450	450,000 [10]		1,000
Subtotal Hotel					
			seats		*Seats*
MLS Stadium [11]	Stadium Seats		22,000		733
			acres		
Open Space [8]	Acres		28.47		

"lu_assumps"

Source: City of Sacramento; Sacramento Railyards Land Use/Density Allocation EIR Analysis Scenario Option 1 provided by DRV - 05/13/16; EPS.

[1] Multifamily residential units are assumed to be market rate unless otherwise specified, with 25% owner-occupied and 75% renter-occupied.
[2] Based on the average household size for the City of Sacramento according to the 2010 US Census.
[3] Based on employee generation rates in the Sacramento Railyards SEIR.
[4] Residential units are assumed to be 900 square feet.
[5] Assumes specific destination retail lots to be region-serving. All other retail is included in the neighborhood/other category unless otherwise specified.
[6] For this analysis, Other Flex is considered to be 25% retail and 75% office.
[7] For this analysis, Flexible (Historic and Cultural) is considered to be 100% office.
[8] This land use is assumed to be non-taxable.
[9] The project is proposed to include hotel development encompassing 1,100 hotel rooms. While it is likely that the project's hotels will contain retail, the quantity and type of retail has not been identified at this date. To provide a conservative estimate, this analysis does not incorporate hotel retail into the retail space method.
[10] Hotel land uses assume a 1,000 square feet of building space per room.
[11] Based on projected 30 full-time employees as identified in the Sacramento Railyards SEIR.

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Table A-4
City of Sacramento
Railyards Public Facilities Financing Plan
Estimated Residential and Employee Population by Phase

Land Use	Phase: Initial Phase	Phase: 1B	Phase: Remaining Phases	Buildout
	Residents			
Residential Land Uses [1]				
Multifamily - Owner Occupied	0	-	3,380	3,380
Multifamily - Renter Occupied	629	-	10,401	11,030
Multifamily - Affordable	157	-	1,153	1,310
Total Residential	**786**	**0**	**14,934**	**15,720**
Nonresidential Uses [1]	*Employees*			
Retail				
Regional (Historic and Cultural)	-	727	1,156	1,156
Neighborhood/Other	-	0	626	626
Flexible Mixed-Use - Retail	-	87	482	482
Subtotal Retail	**0**	**813**	**2,263**	**2,263**
Office				
Office	-	2,273	11,523	11,523
Subtotal Office	**0**	**2,273**	**11,523**	**11,523**
Flexible Mixed-Use				
Flexible (Historic and Cultural)	-	357	357	357
Other Flexible	-	346	1,929	1,929
Subtotal Flexible Mixed-Use	**0**	**703**	**2,286**	**2,286**
Courthouse	-	-	1,333	1,333
Kaiser Facilities				
Hospital	2,393	-	-	2,393
Medical Office	1,855	-	-	1,855
Subtotal Kaiser Facilities	**4,247**	**0**	**0**	**4,247**
Museum	-	120	120	120
Hotel				
Select Service Hotel	-	-	650	650
High-End Hotel	-	-	450	450
Subtotal Hotel	**0**	**0**	**1,100**	**1,100**
MLS Stadium	30	-	-	30
Total Nonresidential	**4,277**	**3,910**	**18,626**	**22,903**
Total Residential and Nonresidential Population	**5,063**	**3,910**	**33,560**	**38,623**
Total Cumulative Persons Served [2]	**2,925**	**1,955**	**24,247**	**27,172**

"pop_empl"

Source: EPS.

[1] Based on persons per dwelling unit and employee per sq. ft. factors identified in Table A-3.
[2] "Total Persons Served" is defined as 100% of residential population and 50% of employees.

Table A-5
City of Sacramento
Railyards Public Facilities Financing Plan
Average Daily Trip Calculation for MLS Stadium and Residential Zoning

Item	Formula	Average Daily Trip Calculation: MLS Stadium	Average Daily Trip Calculation: Potential Residential Development
MLS Stadium Average Daily Trips			
MLS Matches per Year	*a*	30	
Total Trips per MLS Match	*d*	21,110	
Non-match Days per Year	*c = 365 - a*	335	
Total Trips per Non-match Day	*d*	200	
Total Annual Trips	*= (a*b) + (c**	700,300	
Average Daily Trips	*f = e/365*	**1,919**	
Railyards Project			
Average Residential Density (units per acre)	*g*		167
Number of Units	*h*		6,000
Avg. Daily Residential Trips	*i*		25,080
Avg. Daily Residential Trips per unit	*j = i / h*		4.18
MLS Stadium Land Acres	*k*		14.74
Potential Residential Units	*l = k * g*		2,465
Potential Daily Residential Trips	*m = l * j*		**10,302**
Average Daily Trips		**1,919**	**10,302**
Total Average Daily Trips for Sacramento Railyards		**169,961**	**178,328**
Percent of Total Trips		**1.13%**	**5.78%**

MLS_ADT

Source: Sacramento Railyards DSEIR, June 2015; EPS.

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APPENDIX B:

Detailed Infrastructure Cost Estimates

Table B-1 On-Site Roadway Improvements Summary by Phase B-1

Table B-2 Drainage Improvements Cost Summary by Phase B-2

Table B-3 Sewer Improvements Summary by Phase B-3

Table B-4 Water Improvements Summary by Phase B-4

Table B-5 Light Rail Transit Improvements Summary by Phase B-5

Table B-6 Parks Improvements Summary by Phase B-6

Table B-7 Preliminary Cost Opinion Provided by Baker Williams Engineering Group (2 pages) B-7

Table B-8 Summary of Completed Improvements B-9

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Table B-1
City of Sacramento
Railyards Public Facilities Financing Plan
On-Site Roadway Improvements Summary by Phase (2016$)

Roads

On-Site Roadway Improvements	Estimated Costs	Estimated TDIF Credits	Other Funding	Net Costs
Completed Improvements				
Phase One Construction 5th & Railyards Blvd	$41,906,777	-	($41,906,777)	-
Phase One Construction 5th & Railyards Blvd (equity component)	$6,171,133	-	-	$6,171,133
Unit 1 F Street	$1,534,249	-	($1,534,249)	-
Unit 1 G Street	$2,171,280	-	($2,171,280)	-
Unit 1 7th Street	$560,533	-	($560,533)	-
Railyards Temporary Construction	$214,000	-	-	$214,000
6th Street Bridges [1]	$7,300,000	-	($7,300,000)	-
6 Street [1]	$7,700,000	-	($7,700,000)	-
7th Street [1]	$23,000,000	-	($23,000,000)	-
Subtotal Completed Improvements	**$90,557,972**	**$0**	**($84,172,839)**	**$6,385,133**
Initial Phase				
Common Improvements				
Bercut from South Side of Pump Station to South Park Drive	$3,538,126	-	-	$3,538,126
Interim Traffic Signal at Railyards Boulevard and Jibboom Street [1]	$375,000	-	-	$375,000
6th Street Buffered Bike Lanes	$779,304	-	-	$779,304
Bike lane easement area Railyards to 6th Street	$314,068	-	-	$314,068
Subtotal Common Improvements	**$5,006,497**	**$0**	**$0**	**$5,006,497**
MLS				
N B Street 7th Street to 8th Street	$1,462,138	-	-	$1,462,138
N B Street 8th to 10th	$1,993,968	-	-	$1,993,968
N B Street 6th to 7th	$418,866	-	-	$418,866
S Park 6th to 7th	$2,272,782	-	-	$2,272,782
6th Street Raillyards to NB	$3,685,748	-	-	$3,685,748
Railyards Blvd 7th Street to 10th Street	$5,417,285	-	-	$5,417,285
10th Street To Boundary	$1,840,116	-	-	$1,840,116
Extension Of 10th Street	$1,069,409	-	-	$1,069,409
8th Street	$3,894,377	-	-	$3,894,377
Subtotal MLS	**$22,054,689**	**$0**	**$0**	**$22,054,689**
Housing Between 5th and 6th				
Camille 5th to 6th	$1,437,588	-	-	$1,437,588
Subtotal Housing Between 5th and 6th	**$1,437,588**	**$0**	**$0**	**$1,437,588**
Kaiser				
South Park Drive Bercut to 5th	$5,478,781	-	-	$5,478,781
5th Street Railyards to N B street	$5,156,104	-	-	$5,156,104
Shift Lanes Railyards	$482,840	-	-	$482,840
Subtotal Kaiser	**$11,117,726**	**$0**	**$0**	**$11,117,726**
Total Initial Phase	**$39,616,500**	**$0**	**$0**	**$39,616,500**
Remaining Phases				
Central Shops				
Camille Bercut to 5th	$6,770,359	-	-	$6,770,359
Stanford Street	$3,749,920	-	-	$3,749,920
Stevens Private Street	$1,062,079	-	($1,062,079)	-
Stevens 5th Street to 6th Street	$882,770	-	-	$882,770
Bercut from South of Pump Station	$3,152,892	-	-	$3,152,892
Subtotal Central Shops	**$15,618,021**	**$0**	**($1,062,079)**	**$14,555,942**
Common Improvements				
Huntington Street	$1,247,273	-	-	$1,247,273
Judah Street	$1,573,507	-	-	$1,573,507
N B Street 5th to 6th	$2,588,790	-	-	$2,588,790
Railyards Blvd 10 Street to 12 Street	$2,535,575	-	-	$2,535,575
South Park 5th to 6th	$3,464,098	-	-	$3,464,098
7th Street Widening	$4,020,103	-	-	$4,020,103
Subtotal Common Improvements	**$15,429,346**	**$0**	**$0**	**$15,429,346**
Total Remaining Phases	**$31,047,368**	**$0**	**($1,062,079)**	**$29,985,288**
Total On-Site Roadway Improvements at Buildout	**$161,221,839**	**$0**	**($85,234,918)**	**$75,986,921**

improve_onsite_roadways

Source: Baker Williams Engineering Group

[1] Added to Baker Williams Engineering Group cost estimate per information provided by the City of Sacramento.

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Table B-2
City of Sacramento
Railyards Public Facilities Financing Plan
Drainage Improvements Cost Summary by Phase (2016$)

Drainage

Drainage Improvements	Estimated Cost	Estimated Drainage Credits	Net Costs
Initial Phase			
Common Improvements			
Drainage Pump Station	$15,000,000	-	$15,000,000
Berm Replacement Contour & 7th Street Gate	$1,480,050	-	$1,480,050
Subtotal Common Improvements	**$16,480,050**	**$0**	**$16,480,050**
MLS Improvements			
Replace Drain Line Railyards	$574,080	-	$574,080
Subtotal MLS	**$574,080**	**$0**	**$574,080**
Total Initial Phase	**$17,054,130**	**$0**	**$17,054,130**
Remaining Phases			
Drain Line SOTA	$1,430,805	-	$1,430,805
Subtotal Remaining Phases	**$1,430,805**	**$0**	**$1,430,805**
Total Drainage Improvements at Buildout	**$18,484,935**	**$0**	**$18,484,935**

improve_drainage

Source: Baker Williams Engineering Group

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Table B-3
City of Sacramento
Railyards Public Facilities Financing Plar
Sewer Improvements Summary by Phase (2016$) [1]

Sewer

Sewer Improvements	Onsite Sewer Estimated Cost	Onsite Sewer Estimated CSS Credits [1]	Onsite Sewer Other Funding	Onsite Sewer Net Costs	Offsite Sewer Estimated Cost	Offsite Sewer Estimated CSS Credits	Offsite Sewer Other Funding	Offsite Sewer Net Costs
Completed Sewer Improvements								
Trunk Sewer Bercut To 7th Street	$827,161	-	($827,161)	-	-	-	-	-
Subtotal Completed Sewer Improvements	**$827,161**	**$0**	**($827,161)**	**$0**	**$0**	**$0**	**$0**	**$0**
Initial Phase								
Common Improvements								
Trunk Sewer Railyards To 3rd Street	$954,116	($492,897)	-	$461,220	-	-	-	-
3rd Street Sewer [3]	-	-	-	-	$10,500,000	($9,000,000)	($1,500,000) [2]	-
Subtotal Common Improvements	**$954,116**	**($492,897)**	**$0**	**$461,220**	**$10,500,000**	**($9,000,000)**	**($1,500,000)**	**$0**
MLS								
Trunk Sewer 7th Street to the end of 10 Street	$610,349	($315,306)	-	$295,043	-	-	-	-
Subtotal MLS	**$610,349**	**($315,306)**	**$0**	**$295,043**	**$0**	**$0**	**$0**	**$0**
Total Initial Phase	**$1,564,465**	**($808,203)**	**$0**	**$756,262**	**$10,500,000**	**($9,000,000)**	**($1,500,000)**	**$0**
Remaining Phases	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**
Total Sewer Improvements at Buildout	**$2,391,626**	**($808,203)**	**($827,161)**	**$756,262**	**$10,500,000**	**($9,000,000)**	**($1,500,000)**	**$0**

improve_sewer

Source: Baker Williams Engineering Group; City of Sacramento.

[1] Preliminary cost estimates and credit assumptions are subject to change based on further discussion between Applicant and City.
[2] Reflects oversizing component of trunk sewer improvements. Under the development scenario being analyzed, the River District share of the sewer improvement costs would be 51.66%, which will be funded by CSS fee payments.
[3] Assumes EDA grant funding. If EDA grant funding is not secured, entire $10.5 million is eligible for CSS credits.

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Table B-4
City of Sacramento
Railyards Public Facilities Financing Plan
Water Improvements Summary by Phase (2016$)

Water

Water Improvements	Estimated Cost	Estimated Water Credits	Net Costs
Initial Phase	-	-	-
Remaining Phases			
7th Street Water Line	$813,280	($813,280)	-
Subtotal Remaining Phases	**$813,280**	**($813,280)**	**$0**
Total Water Improvements at Buildout	**$813,280**	**($813,280)**	**$0**

improve_water

Source: Baker Williams Engineering Group

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Table B-5
City of Sacramento
Railyards Public Facilities Financing Plan
Light Rail Transit Improvements Summary by Phase (2016$)

Light Rail

Light Rail Transit Improvements	Estimated Cost	Estimated Credits	Net Costs
Initial Phase			
MLS			
East RT Station	$2,104,960	-	$2,104,960
Subtotal MLS	**$2,104,960**	**$0**	**$2,104,960**
Total Initial Phase	**$2,104,960**	**$0**	**$2,104,960**
Remaining Phases	**$0**	**$0**	**$0**
Total Light Rail Transit Improvements at Buildout	**$2,104,960**	**$0**	**$2,104,960**

improve_LRT

Source: Baker Williams Engineering Group

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Table B-6
City of Sacramento
Railyards Public Facilities Financing Plan
Parks Improvements Summary by Phase (2016$)

Parks

Parks Improvements	Estimated Cost	Estimated Park Impact Fee Credits	Other Funding	Net Costs
Initial Phase (Required for MLS)				
Required for MLS				
South Park Paseo	$1,276,948	($395,346)	-	$881,602
Subtotal Initial Phase	**$1,276,948**	**($395,346)**	**$0**	**$881,602**
Remaining Phases				
Central Shops				
Plaza	$14,887,050	($2,212,669)	-	$12,674,381
Lot 30 Plaza (State Parks footprint) [1]	$19,401,975	-	($19,401,975)	$0
Lot 32 Plaza (State Parks Museum) [1]	$3,579,400	-	($3,579,400)	$0
Relocate Clean Up System (Placeholder Estimate Provided by DRV)	$5,000,000	-	-	$5,000,000
Subtotal Central Shops	**$42,868,425**	**($2,212,669)**	**($22,981,375)**	**$17,674,381**
Other Park Improvements				
Lot 1 Under I-5 experience	$609,840	($90,641)	-	$519,199
Lot 31 Under I-5 experience	$2,330,460	($346,377)	-	$1,984,083
Lot 34 Riverfront Park	$1,208,790	($179,663)	-	$1,029,127
Lot 35 Sac River Connection	$5,597,460	($831,953)	-	$4,765,507
Lot 60 Vista Connector to 4Way	$457,380	($67,981)	-	$389,399
Vista Park	$12,127,104	($1,802,457)	-	$10,324,647
Park Lot 58A	$631,620	($93,878)	-	$537,742
Park Lot 57A	$261,360	($38,846)	-	$222,514
Park Lot 68	$1,644,390	($244,406)	-	$1,399,984
Park Lot 70	$598,950	($89,022)	-	$509,928
Subtotal Other Park Improvements	**$25,467,354**	**($3,785,224)**	**$0**	**$21,682,130**
Total Remaining Phases	**$68,335,779**	**($5,997,892)**	**($22,981,375)**	**$39,356,512**
Total Park Improvements at Buildout	**$69,612,727**	**($6,393,238)**	**($22,981,375)**	**$40,238,114**

improve_parks

Source: Baker Williams Engineering Group; City of Sacramento.

[1] Assumes State Parks development are the same standard as the remainder of plan.

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BAKER WILLIAMS ENGINEERING GROUP
6020 RUTLAND DRIVE # 19
CARMICHAEL CA 95608
916-331-4336

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Table B-7
City of Sacramento
Railyards Public Facilities Financing Plan
Preliminary Cost Opinion Provided by Baker Williams Engineering Group

Sacramento Railyards
Preliminary Opinion of Cost
13-Oct-16

Item	Description	Estimate	Source	HCD	DRV	Fees	Other	Total
	Complete							
1.00	Phase One Construction 5th & Railyards Blvd	41,906,777	HCD	41,906,777	-	-	-	41,906,777
1.00	Phase One Construction 5th & Railyards Blvd (equity component)	6,171,133	DRV	-	6,171,133	-	-	6,171,133
2.00	Unit 1 F Street	1,534,249	HCD	1,534,249	-	-	-	1,534,249
3.00	Unit 1 G Street	2,171,280	HCD	2,171,280	-	-	-	2,171,280
4.00	Unit 1 7Th Street	560,533	HCD	560,533	-	-	-	560,533
5.00	Railyards Temporary Construction	214,000	DRV	-	214,000	-	-	214,000
6.00	Trunk Sewer Bercut To 7th Street	827,161	HCD	827,161	-	-	-	827,161
	Sub Total	**53,385,133**	**-**	**47,000,000**	**6,385,133**	**-**	**-**	**53,385,133**
	Required for first Phase							
1.00	3rd Street Sewer	10,500,000	Fees	-	-	10,500,000	-	10,500,000
2.00	Trunk Sewer Railyards To 3rd Street	954,116	DRV	-	954,116	-	-	954,116
3.00	Bercut from South Side of Pump Station to South Park Drive	3,538,126	DRV	-	3,538,126	-	-	3,538,126
4.00	Drainage Pump Station	15,000,000	DRV	-	15,000,000	-	-	15,000,000
5.00	Berm Replacement Contour & 7th Street Gate	1,480,050	DRV	-	1,480,050	-	-	1,480,050
6.00	6th Street Buffered Bike Lanes	779,304	DRV	-	779,304	-	-	779,304
7.00	Bike lane easement area Railyards to 6th Street	314,068	DRV	-	314,068	-	-	314,068
	Sub Total	**32,565,664**	**-**	**-**	**22,065,664**	**10,500,000**	**-**	**32,565,664**
	MLS							
1.00	N B Street 7th Street to 8th Street	1,462,138	DRV	-	1,462,138	-	-	1,462,138
2.00	N B Street 8th to 10th	1,993,968	DRV	-	1,993,968	-	-	1,993,968
3.00	N B Street 6th to 7th	418,866	-	-	418,866	-	-	418,866
4.00	S Park 6th to 7th	2,272,782	-	-	2,272,782	-	-	2,272,782
5.00	6th Street Raillyards to NB	3,685,748	-	-	3,685,748	-	-	3,685,748
6.00	Railyards Blvd 7th Street to 10th Street	5,417,285	DRV	-	5,417,285	-	-	5,417,285
7.00	South Park Paseo	1,276,948	DRV/Fees	-	881,602	395,346	-	1,276,948
8.00	Trunk Sewer 7th Street to the end of 10 Street	610,349	DRV	-	610,349	-	-	610,349
9.00	10th Street To Boundary	1,840,116	DRV	-	1,840,116	-	-	1,840,116
10.00	Extension Of 10th Street	1,069,409	DRV	-	1,069,409	-	-	1,069,409
11.00	8th Street	3,894,377	DRV	-	3,894,377	-	-	3,894,377
12.00	East RT Station	2,104,960	DRV	-	2,104,960	-	-	2,104,960
13.00	Replace Drain Line Railyards	574,080	DRV	-	574,080	-	-	574,080
	Sub Total	**26,621,025**	**-**	**-**	**26,225,679**	**395,346**	**-**	**26,621,025**
	Housing Between 5th & 6th							
1.00	Camille 5th to 6th	1,437,588	DRV	-	1,437,588	-	-	1,437,588
	Sub Total	**1,437,588**	**-**	**-**	**1,437,588**	**-**	**-**	**1,437,588**
	Kaiser							
1.00	South Park Drive Bercut to 5th	5,478,781	DRV	-	5,478,781	-	-	5,478,781
2.00	5th Street Railyards to N B street	5,156,104	DRV	-	5,156,104	-	-	5,156,104
3.00	Shift Lanes Railyards	482,840	DRV	-	482,840	-	-	482,840
	Sub Total	**11,117,726**	**-**	**-**	**11,117,726**	**-**	**-**	**11,117,726**
	Central Shops							
1.00	Camille Bercut to 5th	6,770,359	DRV	-	6,770,359	-	-	6,770,359
2.00	Stanford Street	3,749,920	DRV	-	3,749,920	-	-	3,749,920
3.00	Stevens Private Street	1,062,079	DRV	-	1,062,079	-	-	1,062,079
4.00	Stevens 5th Street to 6th Street	882,770	DRV	-	882,770	-	-	882,770
5.00	Bercut from South of Pump Station	3,152,892	DRV	-	3,152,892	-	-	3,152,892
6.00	Plaza	14,887,050	DRV	-	12,674,381	2,212,669	-	14,887,050
7.00	Lot 30 Plaza (State Parks footprint)	19,401,975	Other	-	-	-	19,401,975	19,401,975

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Table B-7
City of Sacramento
Railyards Public Facilities Financing Plan
Preliminary Cost Opinion Provided by Baker Williams Engineering Group

Sacramento Railyards
Preliminary Opinion of Cost
13-Oct-16

	Lot 32 Plaza (State Parks Museum)	3,579,400	Other	-	-	-	3,579,400	3,579,400
8.00	Relocate Clean Up System (Placeholder Estimate Provided by DRV)	5,000,000	DRV	-	5,000,000	-	-	5,000,000
	Sub Total	**58,486,446**	**-**	**-**	**33,292,403**	**2,212,669**	**22,981,375**	**58,486,446**
	R- Remainder							
1.00	Drain Line SOTA	1,430,805	DRV	-	1,430,805	-	-	1,430,805
2.00	Huntington Street	1,247,273	DRV	-	1,247,273	-	-	1,247,273
3.00	Judah Street	1,573,507	DRV	-	1,573,507	-	-	1,573,507
4.00	N B Street 5th to 6th	2,588,790	DRV	-	2,588,790	-	-	2,588,790
5.00	Railyards Blvd 10 Street to 12 Street	2,535,575	DRV	-	2,535,575	-	-	2,535,575
6.00	Site Grading	17,143,913	Other	-	-	-	17,143,913	17,143,913
7.00	South Park 5th to 6th	3,464,098	DRV	-	3,464,098	-	-	3,464,098
8.00	7th Street Water Line	813,280	DRV	-	813,280	-	-	813,280
9.00	7th Street Widening	4,020,103	DRV	-	4,020,103	-	-	4,020,103
10.00	Lot 1 Under I-5 experience	609,840	DRV/Fees	-	519,199	90,641	-	609,840
11.00	Lot 31 Under I-5 experience	2,330,460	DRV/Fees	-	1,984,083	346,377	-	2,330,460
12.00	Lot 34 Riverfront Park	1,208,790	DRV/Fees	-	1,029,127	179,663	-	1,208,790
13.00	Lot 35 Sac River Connection	5,597,460	DRV/Fees	-	4,765,507	831,953	-	5,597,460
14.00	Lot 60 Vista Connector to 4Way	457,380	DRV/Fees	-	389,399	67,981	-	457,380
15.00	Vista Park	12,127,104	DRV/Fees	-	10,324,647	1,802,457	-	12,127,104
16.00	Park Lot 58A	631,620	DRV/Fees	-	537,742	93,878	-	631,620
17.00	Park Lot 57A	261,360	DRV/Fees	-	222,514	38,846	-	261,360
18.00	Park Lot 68	1,644,390	DRV/Fees	-	1,399,984	244,406	-	1,644,390
19.00	Park Lot 70	598,950	DRV/Fees	-	509,928	89,022	-	598,950
	Sub Total	**60,284,697**	**-**	**-**	**39,355,561**	**3,785,224**	**17,143,913**	**60,284,697**
	Total left to build	**190,513,146**	**-**	**-**	**133,494,621**	**16,893,238**	**40,125,288**	**190,513,146**
	Grand Total	**243,898,279**	**-**	**47,000,000**	**139,879,754**	**16,893,238**	**40,125,288**	**243,898,279**

THE ESTIMATE IS BASED ON PRELIMINARY UNAPPROVED PLANS SUBJECT TO CHANGE WITHOUT NOTICE. WHILE THIS INFORMATION IS DEEMED RELIABLE, THE OWNER, ITS AGENTS, ENGINEERS, AND CONSULTANTS MAKE NO GUARANTIES OR WARRANTIES EITHER WRITTEN OR IMPLIED AS TO THE ACCURACY OF THE ESTIMATE. THE ESTIMATE SHOULD BE CAREFULLY VERIFIED BY ANY PROSPECTIVE BUYER OR INTERESTED PARTY.

engineer cost est

Source: Baker Williams Engineering Group

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Table B-8
City of Sacramento
Railyards Public Facilities Financing Plan
Summary of Completed Improvements

Completed Improvements	Estimated Costs
Onsite Roadways	
Phase One Construction 5th & Railyards Blvd	$41,906,777
Phase One Construction 5th & Railyards Blvd (equity component)	$6,171,133
Unit 1 F Street	$1,534,249
Unit 1 G Street	$2,171,280
Unit 1 7th Street	$560,533
Railyards Temporary Construction	$214,000
6th Street Bridges	$7,300,000
6 Street	$7,700,000
7th Street	$23,000,000
Subtotal Onsite Roadways	**$90,557,972**
I-5/Richards Interchange (Interim Improvements)	**$13,000,000**
Trunk Sewer Bercut To 7th Street	**$827,161**
Other Transit Facilities	
Light Rail Extension	$44,000,000
Track Relocation	
Track Relocation	$78,300,000
West Tunnel	$3,800,000
Subtotal Track Relocation	**$82,100,000**
SVS Depot Improvements	
Rehabilitation	$34,500,000
Retrofit	$13,900,000
SVS 3rd/I&4th/I Access	$3,200,000
SVS/UPRR Acquisition	$55,000,000
Subtotal SVS Depot Improvements	**$106,600,000**
Subtotal Other Transit Facilities	**$232,700,000**
Total Completed Improvement Costs	**$337,085,133**

complete

Source: Baker Williams Engineering Group; Downtown Railyards Ventures; City of Sacramento.

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Police Cost Estimate Calculations

Table B-9 Existing Police Facilities Inventory B-10

Table B-10 Police Facility Level of Service Standard B-11

Table B-11 Estimated Railyards Police Facility and Equipment Costs.... B-12

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Table B-9
City of Sacramento
Railyards Public Facilities Financing Plan
Existing Police Facilities Inventory

Facilities and Equipment	Address	Type	Total	Value per Unit	Current Replacement Value
Police Fleet			*vehicles*	*per vehicle [1]*	
Cargo Van	N/A	Vehicles	10	$82,401	$824,006
Compact Truck	N/A	Vehicles	4	$34,299	$137,196
Full Truck	N/A	Vehicles	14	$43,497	$608,961
Specialty Vehicle	N/A	Vehicles	6	$167,000	$1,002,000
Motorcycle	N/A	Vehicles	35	$28,982	$1,014,384
Passenger Van	N/A	Vehicles	24	$36,674	$880,173
Passenger	N/A	Vehicles	230	$30,589	$7,035,532
SUV	N/A	Vehicles	25	$44,151	$1,103,774
Pursuit Vehicles [2]	N/A	Vehicles	226	$84,268	$19,044,568
Other	N/A	Vehicles	54	$31,273	$1,688,758
Total Police Fleet			**628**	**$53,088**	**$33,339,353**
Buildings			*sq. ft.*	*per sq. ft. [3]*	*items*
Joseph E. Rooney Police Facility	5303 Franklin Blvd	Police Station	16,765	$531	$8,902,215
Joseph E. Rooney Police Facility Garage	5303 Franklin Blvd.	Shop	4,756	$531	$2,525,436
Miller Park (Fredrick) Equestrian Facility (Police)	2700 Front Street	Miscellaneous	8,000	$215	$1,720,000
POLICE HORSE Unit/Bike Unit Offices	2640 FRONT ST UNIT C	Office	500	$531	$265,500
911 Communications Building	7397 San Joaquin Street	Office	34,500	$848	$29,247,600
William J. Kinney Police Facility	3550 Marysville Blvd.	Police Station	18,481	$531	$9,813,411
William J. Kinney Police Facility Garage	3550 Marysville Blvd.	Shop	8,384	$531	$4,451,904
Public Safety Admin Building PSAB (Police)	5770 Freeport Blvd.	Office	104,971	$531	$55,739,601
300 Richards	300 Richards Blvd.	Office	73,250	$490	$35,892,500
Sequoia Pacific Police Property	555 Sequoia Pacific Blvd.	Warehouse / Storage	10,747	$300	$3,224,100
Total Buildings			**280,354**	**$541**	**$151,782,267**
Total Value of Police Vehicles, Equipment, and Facilities					**$185,121,620**

police_facilities

Source: City of Sacramento.

[1] Provided by City of Sacramento DGS staff.
[2] Replacement value includes $61,800 for the vehicle itself, as well as $22,468 per pursuit vehicle to reflect the cost of radio and computer equipment.
[3] Value per sq. ft. provided by city staff and includes design and engineering, surface parking, site construction, vertical construction, site landscaping, furnishings, fixtures, equipment, and land acquisition.

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Table B-10
City of Sacramento
Railyards Public Facilities Financing Plan
Police Facility Level of Service Standard

Facilities and Equipment	Adjustment Factor	Existing Inventory	Existing Level of Service *per 1,000 persons served*	Railyards Development
Persons Served [1]				
Residents	1.00	485,683 [2]		15,720
Employees	0.50	172,500 [2]		11,452
Total Persons Served		**658,183**		**27,172**
Facilities		----------*sq. ft.*----------		
Building Sq. Ft.		280,354	425.95	11,574
Police Fleet		----------*vehicles*----------		
Cargo Van		10	0.02	0.41
Compact Truck		4	0.01	0.17
Full Truck		14	0.02	0.58
Specialty Vehicle		6	0.01	0.25
Motorcycle		35	0.05	1.44
Passenger Van		24	0.04	0.99
Passenger Van		230	0.35	9.50
SUV		25	0.04	1.03
Pursuit Vehicles		226	0.34	9.33
Other		54	0.08	2.23
Total Police Fleet		**628**		**25.93**

Police_LOS

Source: City of Sacramento.

[1] Service population estimates are derived based on a weighting of 1.0 for residents and 0.5 for employees.
[2] California Department of Finance estimated population for City of Sacramento, January 1, 2016.
[3] US Census Onthemap.ces.census.gov estimated a total of 304,609 jobs in Sacramento, CA in 2015. California EDD reports an annual average growth rate of 2.96% since 2014 for the Sacramento MSA. EPS escalated 2015 employment figure to arrive at 2016 employment estimate, adjusted by an additional 10% to account for self-employed workers, and rounded to the nearest hundred employees.

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Table B-11
City of Sacramento
Railyards Public Facilities Financing Plan
Estimated Railyards Police Facility and Equipment Costs (2016$) [1]

Planned Facilities and Sites	Number	Unit Cost [2]	Total Cost of Planned Facilities [3]
Facilities Construction	11,574 sq. ft.	$544 per sq. ft.	$6,296,130
Police Fleet			
Cargo Van	0.41 vehicles	$82,401 per vehicle	$34,017
Compact Truck	0.17 vehicles	$34,299 per vehicle	$5,664
Full Truck	0.58 vehicles	$43,497 per vehicle	$25,140
Specialty Vehicle	0.25 vehicles	$167,000 per vehicle	$41,365
Motorcycle	1.44 vehicles	$28,982 per vehicle	$41,877
Passenger Van	0.99 vehicles	$36,674 per vehicle	$36,336
Passenger Van	9.50 vehicles	$30,589 per vehicle	$290,446
SUV	1.03 vehicles	$44,151 per vehicle	$45,567
Pursuit Vehicles	9.33 vehicles	$84,268 per vehicle	$786,211
Other	2.23 vehicles	$31,273 per vehicle	$69,716
Subtotal Items			**$1,376,338**
Total Existing LOS Facility and Equipment Costs for Railyards Development			**$7,672,468**

police_cost

Source: City of Sacramento.

[1] Computes the cost of planned facilities based on the existing level of service and the projected future City of Sacramento population.
[2] Unit cost estimates from City of Sacramento, based on experience with similar projects, include site work, building construction, furniture, equipment, and project planning, design, engineering, environmental, management services, and land acquisition.
[3] Planned facilities needed to serve Railyards development. Facilities may be on or offsite.

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Fire Cost Estimate Calculations

Table B-12 Existing Fire Facilities Inventory B-13

Table B-13 Fire Facility Level of Service Standard B-14

Table B-14 Estimated Railyards Fire Facility and Equipment Costs..... B-15

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Table B-12
City of Sacramento
Railyards Public Facilities Financing Plan
Existing Fire Facilities Inventory

Facilities and Equipment	Address	Type	Total	Value per Unit	Current Replacement Value
Apparatus and Equipment			*item*	*per item [1]*	
Cargo Van	N/A	Apparatus and Equipment	5	$29,538	$147,689
Compact Truck	N/A	Apparatus and Equipment	1	$34,299	$34,299
Full Truck	N/A	Apparatus and Equipment	23	$48,403	$1,113,261
Heavy Truck	N/A	Apparatus and Equipment	8	$104,487	$835,893
Ladder Truck	N/A	Apparatus and Equipment	13	$917,242	$11,924,147
Medium Truck	N/A	Apparatus and Equipment	2	$101,442	$202,883
Passenger Van	N/A	Apparatus and Equipment	1	$34,082	$34,082
Passenger	N/A	Apparatus and Equipment	26	$33,193	$863,028
Pumper Truck	N/A	Apparatus and Equipment	32	$411,060	$13,153,921
SUV	N/A	Apparatus and Equipment	15	$49,144	$737,157
Engine	N/A	Apparatus and Equipment	14	$457,146	$6,400,044
Other	N/A	Apparatus and Equipment	49	$48,178	$2,360,739
Total Apparatus and Equipment			**189**		**$37,807,143**
Buildings			*sq. ft.*	*per sq. ft. [3]*	*items*
City / County Fire Dispatch (911)	10230 Systems Parkway	911 Dispatch	6,450	$848	$5,468,030
Drill Tower Fire Training Center	3230 J Street	Miscellaneous	2,400	$590	$1,416,000
Fire Station # 01	624 Q Street	Fire Station	5,896	$590	$3,478,640
Fire Station # 02	1229 I Street	Fire Station	8,588	$590	$5,066,920
Fire Station # 03	7208 West Elkhorn Blvd.	Fire Station	3,264	$590	$1,925,760
Fire Station # 04	3145 Granada	Fire Station	5,990	$590	$3,534,100
Fire Station # 05	731 Broadway	Fire Station	10,000	$490	$4,900,000
Fire Station # 06	3301 Martin Luther King Blvd.	Fire Station	6,610	$590	$3,899,900
Fire Station # 07	6500 Wyndham Way	Fire Station	5,714	$590	$3,371,260
Fire Station # 08	5990 H Street	Fire Station	7,803	$590	$4,603,770
Fire Station # 09	5801 Florin Perkins Rd.	Fire Station	6,036	$590	$3,561,240
Fire Station # 10	5642 66Th Street	Fire Station	4,637	$590	$2,735,830
Fire Station # 11	785 Florin Road	Fire Station	6,800	$590	$4,012,000
Fire Station # 12	4500 24Th Street	Fire Station	6,036	$590	$3,561,240
Fire Station # 13	1341 43 Rd Ave.	Fire Station	4,593	$590	$2,709,870
Fire Station # 14	1341 N. C Street	Fire Station	2,684	$590	$1,583,560
Fire Station # 15	1591 Newborough Dr.	Fire Station	2,651	$590	$1,564,090
Fire Station # 16	7363 24Th Street	Fire Station	6,950	$590	$4,100,500
Fire Station # 17	1311 Bell Ave.	Fire Station	6,000	$590	$3,540,000
Fire Station # 18	746 N. Market Blvd.	Fire Station	2,600	$590	$1,534,000
Fire Station # 19	1700 Challenge Way	Fire Station	5,737	$590	$3,384,830
Fire Station # 20	300 Arden Way	Fire Station	12,400	$590	$7,316,000
Fire Station # 30	1901 Club Center Drive	Fire Station	10,225	$590	$6,032,750
New Fire Station 43	El Centro	Fire Station	14,732	$590	$8,691,880
Fire Station # 56 (Old 22)	3720 47Th Ave.	Fire Station	7,282	$590	$4,296,380
Fire Station # 57 (Old 23)	7927 East Parkway	Fire Station	3,810	$590	$2,247,900
Public Safety Admin Building PSAB (Fire)	5770 Freeport Blvd.	Office	20,801	$600	$12,480,600
Fire Station # 60 (Old 21)	3301 Julliard Dr.	Fire Station	2,573	$590	$1,518,070
Fire Station # 70 (Old 11, 25)	1910 Arica Way	Fire Station	2,935	$590	$1,731,650
Total Buildings			**192,197**		**$114,266,770**
Total Value of Fire Vehicles, Equipment, and Facilities					**$152,073,912**

fire_facilities

Source: City of Sacramento.

[1] Provided by City of Sacramento DGS staff.
[2] Value per sq. ft. provided by city staff and includes design and engineering, surface parking, site construction, vertical construction, site landscaping, furnishings, fixtures, and equipment.

Table B-13
City of Sacramento
Railyards Public Facilities Financing Plan
Fire Facility Level of Service Standard

Facilities and Equipment	Adjustment Factor	Existing Inventory	Existing Level of Service (*per 1,000 persons served)*	Railyards Development
Persons Served [1]				
Residents	1.00	485,683 [2]		15,720
Employees	0.50	172,500 [2]		11,452
Total Persons Served		**658,183**		**27,172**
Facilities		----------*sq. ft.*----------		
Building Sq. Ft.		192,197	292.01	7,934
Apparatus and Equipment		----------*vehicles*----------		
Cargo Van		5	0.01	0.21
Compact Truck		1	0.00	0.04
Full Truck		23	0.03	0.95
Heavy Truck		8	0.01	0.33
Ladder Truck		13	0.02	0.54
Medium Truck		2	0.00	0.08
Passenger Van		1	0.00	0.04
Passenger		26	0.04	1.07
Pumper Truck		32	0.05	1.32
SUV		15	0.02	0.62
Engine		14	0.02	0.58
Other		49	0.07	2.02
Total Apparatus and Equipment		**189**		**7.80**

Fire_LOS

Source: City of Sacramento.

[1] Service population estimates are derived based on a weighting of 1.0 for residents and 0.5 for employees.
[2] California Department of Finance estimated population for City of Sacramento, January 1, 2016.
[3] US Census Onthemap.ces.census.gov estimated a total of 304,609 jobs in Sacramento, CA in 2015. California EDD reports an annual average growth rate of 2.96% since 2014 for the Sacramento MSA. EPS escalated 2015 employment figure to arrive at 2016 employment estimate, adjusted by an additional 10% to account for self-employed workers, and rounded to the nearest hundred employees.

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Table B-14
City of Sacramento
Railyards Public Facilities Financing Plan
Estimated Railyards Fire Facility and Equipment Costs (2016$) [1]

Planned Facilities and Sites	Number		Unit Cost		Total Cost of Railyards Facilities [2]
Facilities Construction [1]	7,934	sq. ft.	$506	per sq. ft.	$4,014,812
Apparatus and Equipment					
Cargo Van	0.21	vehicles	$29,538	per vehicle	$6,097
Compact Truck	0.04	vehicles	$34,299	per vehicle	$1,416
Full Truck	0.95	vehicles	$48,403	per vehicle	$45,958
Heavy Truck	0.33	vehicles	$104,487	per vehicle	$34,508
Ladder Truck	0.54	vehicles	$917,242	per vehicle	$492,261
Medium Truck	0.08	vehicles	$101,442	per vehicle	$8,376
Passenger Van	0.04	vehicles	$34,082	per vehicle	$1,407
Passenger	1.07	vehicles	$33,193	per vehicle	$35,628
Pumper Truck	1.32	vehicles	$411,060	per vehicle	$543,029
SUV	0.62	vehicles	$49,144	per vehicle	$30,432
Engine	0.58	vehicles	$457,146	per vehicle	$264,211
Other	2.02	vehicles	$48,178	per vehicle	$97,458
Subtotal Items	**7.80**	**vehicles**			**$1,560,781**
Total Fire Facility and Equipment Cost for Railyards Development					**$5,575,592**

fire_cost

Source: City of Sacramento.

[1] Weighted average Current Replacement Value per sq. ft. for current facilities serves as a proxy for construction costs. Costs include design and engineering, surface parking, site construction, vertical construction, site landscaping, Furnishings, Fixtures, and Equipment, and land acquisition.
[2] Planned facilities needed to serve Railyards development. Facilities may be on or offsite. If onsite, Project would receive credit for land acquisition.

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Library Cost Estimate Calculations

Table B-15 Existing City of Sacramento Library Facilities Inventory B-16

Table B-16 Library Facility Level of Service Standard B-17

Table B-17 Estimated Library Facility and Equipment Costs B-18

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Table B-15
City of Sacramento
Railyards Public Facilities Financing Plan
Existing City of Sacramento Library Facilities Inventory

Facilities	Address	Type	Building Area	Collections	Technology Workstations
Branches			*sq. ft.*	*volumes*	*items*
Central Library [3]	828 I Street	Library Branch	105,600	288,000	139
Central Library - City of Sacramento Share of Systemwide Space [4]	828 I Street	Systemwide	21,760	N/A	N/A
Colonial Heights Library	4799 Stockton Blvd.	Library Branch	12,211	56,000	64
Belle Cooledge Library	5600 South Land Park Drive	Library Branch	12,000	64,000	49
Del Paso Heights Library	920 Grand Ave	Library Branch	5,425	30,000	24
North Sacramento-Hagginwood Library	2109 Del Paso Blvd	Library Branch	4,000	42,000	23
North Natomas Library	4660 Via Ingoglia	Library Branch	22,645	82,000	136
South Natomas Library	2901 Truxel Road	Library Branch	13,615	68,000	59
Martin Luther King, Jr. Library	7340 24th St. Bypass	Library Branch	15,078	68,000	64
Valley Hi-North Laguna Library	7400 Imagination Parkway	Library Branch	20,505	67,000	89
McClatchy Library	2112 22nd St	Library Branch	2,557	18,000	11
McKinley Library	601 Alhambra Blvd	Library Branch	4,681	43,000	25
Robbie Waters Pocket-Greenhaven Library	7335 Gloria Drive	Library Branch	15,000	52,000	66
Total All Branches			**255,077**	**878,000**	**749**

library_facilities

Source: Sacramento Public Library Authority.

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Table B-16
City of Sacramento
Railyards Public Facilities Financing Plan
Library Facility Level of Service Standard

Facilities and Equipment	Existing Inventory	Existing Level of Service	Railyards Development
Residents	**485,683 [1]**		**15,720**
Building Sq. Ft.	255,077	0.53	8,256
Collections	878,000	1.81	28,418
Technology Workstations	749	0.0015	24

Library_LOS

Source: Sacramento Public Library Authority; California Department of Finance.

[1] California Department of Finance estimated population for City of Sacramento, January 1, 2016.

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Table B-17
City of Sacramento
Railyards Public Facilities Financing Plan
Estimated Library Facility and Equipment Costs (2016$) [1]

Planned Facilities	Number		Unit Cost		Total Cost of Railyards Facilities [2]
Facilities					
Construction [3]	8,256	sq. ft.	$702	per sq. ft.	$5,795,729
Land Acquisition [4]	0.8	acres	$217,800	per acre	$165,120
Subtotal Facilities					**$5,960,849**
Items [5]					
Collections	28,418	items	$30	per item	$852,541
Technology Workstations	24	items	$1,200	per item	$29,091
Subtotal Items					**$881,633**
Total Existing LOS Facility and Equipment Costs for Railyards Development					**$6,842,482**

library_cost

Source: Sacramento Public Library Authority; County of Sacramento Library Facilities Impact Fee Study; EPS.

[1] Computes the cost of planned facilities based on the existing level of service and the projected future City of Sacramento population.
[2] Planned facilities needed to serve Railyards development. Facilities may be on or offsite. If onsite, Project would receive credit for land acquisition.
[3] Unit cost estimates from the Sacramento County Library Facilities Impact Fee Study, based on experience with similar projects, include site work, building construction, furniture, equipment, and project planning, design, engineering, environmental, and management services.
[4] County of Sacramento Library Facilities Impact Fee Study assumes 0.25 FAR. Unit cost estimate based on recent Library Authority and County experience purchasing land for library facilities.
[5] Unit costs for collections and computers based on the Library Authority's recent experience.

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APPENDIX C:

Existing Fee Revenue Estimates

Table C-1 City, County, and Other Fee Revenue per Unit, Sq. Ft., and Room C-1

Table C-2 City, County, and Other Fee Revenue: Initial Phase.....C-2

Table C-3 City, County, and Other Fee Revenue: Remaining Phases C-3

Table C-4 City, County, and Other Fee Revenue at Buildout C-4

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Table C-1
City of Sacramento
Railyards Public Facilities Financing Plan
City, County, and Other Fee Revenue per Unit, Sq. Ft. and Room

Fees Current as of: 07/01/16

		Sacramento City, County, and Other Fees by Land Use Type							
			Nonresidential						
Fee Source	**District/ Zone**	**Residential**	Retail	Office	Flexible Mixed-Use Office	Courthouse	Hospital and Medical Office	Hotel	MLS Stadium
Existing Development Impact Fees		*Per Unit*	*Per Bldg. Sq. Ft.*					*Per Room*	*Per Seat*
City/County Fees									
Park Impact Fee									
Neighborhood and Community Parks [1]	Central City	$900	$0.09	$0.15	$0.15	-	$0.09	$150.00	$0.92
Citywide Parks/Facilities [1]	Central City	$540	$0.07	$0.08	$0.08	-	$0.07	$80.00	$0.72
Subtotal Park Impact Fee		**$1,440**	**$0.16**	**$0.23**	**$0.23**	**$0.00**	**$0.16**	**$230.00**	**$1.63**
Sewer Fee [2]	CSS	$2,426	$0.81	$1.63	$1.63	$1.63	$2.53	$975.52	$32.52
Water Fee	City	$745	$0.66	$0.77	$0.77	-	$0.14	$156.49	$7.90
Total City/County Fees		**$5,311**	**$1.63**	**$2.62**	**$2.62**	**$1.63**	**$2.83**	**$1,362.00**	**$42.05**
Other Agency/Special District Fees									
School Mitigation [3]		$3,024	$0.54	$0.54	$0.54	-	$0.54	$540.00	$5.52
I-5 Subregional Corridor Mitigation Program [4]	District 1	$846	$2.62	$2.60	$2.60	-	$2.60	$733.00	$22.98
Total Other Agency/Special District Fees		**$3,870**	**$3.16**	**$3.14**	**$3.14**	**$0.00**	**$3.14**	**$1,273.00**	**$28.50**
Total Existing Devel. Impact Fees per Unit, Sq. Ft., Room and Seat		**$8,481**	**$4.80**	**$5.76**	**$5.76**	**$1.63**	**$5.96**	**$2,635**	**$70.55**

"Fees"

READER'S NOTE:

Existing City, County and Special Financing District Development Impact Fees shown do not include all current and proposed fees. Only fees that may be used for project-related infrastructure and public facilities are included.

Current plan area fees (Transportation Fee and Public Facilities Fee) are excluded from this analysis because the actual fee amounts will be updated following approval of the City's Specific Plan. In place of estimating plan area fee revenue in this appendix, this Financing Plan approximates the total amount of revenue that may be generated by the Project (shown in Estimated Sources and Uses tables in Chapter V) after accounting for other potential funding sources.

Source: City of Sacramento; Kimley-Horn and Assoc. May 2016 Railyards Sanitary Sewer Master Plan; New Economics & Advisory August 2016 City of Sacramento Park Impact Fee Nexus Study; DKS; EPS.

[1] Based on the proposed rates for FY 2015-16 according to the August 2016 City of Sacramento Park Impact Fee Nexus Study prepared by New Economics & Advisory, which states that Sports Complexes are to be charged the commercial rate. For purposes of this analysis, the MLS Stadium is assumed to be built at an FAR of 0.35.
[2] Combined Sewer Service Area charges $130.31 per Equivalent Single Family Dwelling Unit (ESD) for the first 25 ESDs, and $3,271.72 for each ESD thereafter. For the purposes of this analysis, the first 25 ESDs are assumed to be from residential units, and the residential fee per unit is adjusted accordingly.
[3] For purposes of this analysis, the MLS Stadium is assessed the commercial rate of $0.54 per square foot, assuming that the stadium is built at an FAR of 0.35.
[4] Based on the January 2016 Nexus Study for the I-5 Subregional Corridor Mitigation Program prepared by DKS. For purposes of this analysis, all retail is assessed the General Retail fee rate of $2.62 per square foot. Portions of the Project's retail component may be eligible for the Restaurant Retail rate of $1.86 per square foot. Estimated SCMP fee rate for MLS Stadium provided by DKS 10/07/16. MLS Stadium fees based on 30 weekday events per year. Railyards may be eligible for credit to the extent funding for Richards/I-5 Interchange is included in Plan Area Fee Program.

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Table C-2
City of Sacramento
Railyards Public Facilities Financing Plan
City, County, and Other Fee Revenue: Initial Phase (2016$)

Initial Phase

			Sacramento City, County, and Other Fees by Land Use Type at Initial Phase							
				Nonresidential						
Fee Source	**District/ Zone**	**Total Revenue**	**Residential**	Retail	Office	Flexible Mixed-Use Office	Courthouse	Hospital and Medical Office	Hotel	MLS Stadium
Assumptions										
Residential Units			300	-	-	-	-	-	-	-
Retail Sq. Ft.			-	0	-	-	-	-	-	-
Office Sq. Ft.			-	-	0	-	-	-	-	-
Flexible Mixed-Use Office Sq. Ft.			-	-	-	0	-	-	-	-
Courthouse Sq. Ft.			-	-	-	-	0	-	-	-
Hospital Sq. Ft.			-	-	-	-	-	1,168,003	-	-
Hotel Rooms			-	-	-	-	-	-	0	-
MLS Stadium Seats			-	-	-	-	-	-	-	22,000
Existing Development Impact Fees			*Residential*	*Total Nonresidential*						
City/County Fees										
Park Impact Fee										
Neighborhood and Community Parks [1]	Central City	$395,346	$270,000	-	-	-	-	$105,120	-	$20,225
Citywide Parks/Facilities [1]	Central City	$259,491	$162,000	-	-	-	-	$81,760	-	$15,731
Subtotal Park Impact Fee		**$654,837**	**$432,000**	**$0**	**$0**	**$0**	**$0**	**$186,880**	**$0**	**$35,956**
Sewer Fee	CSS	$4,395,675	$727,735	-	-	-	-	$2,952,562	-	$715,378
Water Fee	City	$563,289	$223,648	-	-	-	-	$165,854	-	$173,787
Total City/County Fees		**$5,613,801**	**$1,383,383**	**$0**	**$0**	**$0**	**$0**	**$3,305,297**	**$0**	**$925,122**
Other Agency/Special District Fees										
School Mitigation		$1,659,274	$907,200	-	-	-	-	$630,722	-	$121,352
I-5 Subregional Corridor Mitigation Program	District 1	$3,790,423	$253,800	-	-	-	-	$3,030,968	-	$505,655
Total Other Agency/Special District Fees		**$5,449,697**	**$1,161,000**	**$0**	**$0**	**$0**	**$0**	**$3,661,689**	**$0**	**$627,007**
Total Existing Development Impact Fees at Buildout		**$11,063,498**	**$2,544,383**	**$0**	**$0**	**$0**	**$0**	**$6,966,986**	**$0**	**$1,552,129**

"Fees_ph1A"

READER'S NOTE:

Existing City, County and Special Financing District Development Impact Fees shown do not include all current and proposed fees. Only fees that may be used for project-related infrastructure and public facilities are included.

Current plan area fees (Transportation Fee and Public Facilities Fee) are excluded from this analysis because the actual fee amounts will be updated following approval of the City's Specific Plan. In place of estimating plan area fee revenue in this appendix, this Financing Plan approximates the total amount of revenue that may be generated by the Project (shown in Estimated Sources and Uses tables in Chapter V) after accounting for other potential funding sources.

Source: EPS.

[1] Based on the proposed rates for FY 2015-16 according to the August 2016 City of Sacramento Park Impact Fee Nexus Study prepared by New Economics & Advisory.

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Table C-3
City of Sacramento
Railyards Public Facilities Financing Plan
City, County, and Other Fee Revenue: Remaining Phases (2016$)

Remaining Phases

			Sacramento City, County, and Other Fees by Land Use Type at Remaining Phases							
				Nonresidential						
Fee Source	**District/ Zone**	**Total Revenue**	**Residential**	Retail	Office	Flexible Mixed-Use Office	Courthouse	Hospital and Medical Office	Hotel	MLS Stadium
Assumptions										
Residential Units			5,700	-	-	-	-	-	-	-
Retail Sq. Ft.			-	905,363	-	-	-	-	-	-
Office Sq. Ft.			-	-	3,457,027	-	-	-	-	-
Flexible Mixed-Use Office Sq. Ft.			-	-	-	685,703	-	-	-	-
Courthouse Sq. Ft.			-	-	-	-	400,000	-	-	-
Hospital Sq. Ft.			-	-	-	-	-	0	-	-
Hotel Rooms			-	-	-	-	-	-	1,100	-
MLS Stadium Seats			-	-	-	-	-	-	-	0
Existing Development Impact Fees			*Residential*	*Total Nonresidential*						
City/County Fees										
Park Impact Fee										
Neighborhood and Community Parks [1]	Central City	$5,997,892	$5,130,000	$81,483	$518,554	$102,855	-	-	$165,000	-
Citywide Parks/Facilities [1]	Central City	$3,560,794	$3,078,000	$63,375	$276,562	$54,856	-	-	$88,000	-
Subtotal Park Impact Fee		**$9,558,686**	**$8,208,000**	**$144,858**	**$795,116**	**$157,712**	**$0**	**$0**	**$253,000**	**$0**
Sewer Fee	CSS	$23,021,876	$13,826,970	$735,997	$5,620,642	$1,114,856	$650,344	-	$1,073,068	-
Water Fee	City	$8,205,721	$4,249,304	$598,130	$2,658,782	$527,370	-	-	$172,134	-
Total City/County Fees		**$40,786,283**	**$26,284,273**	**$1,478,984**	**$9,074,541**	**$1,799,938**	**$650,344**	**$0**	**$1,498,202**	**$0**
Other Agency/Special District Fees										
School Mitigation		$20,556,770	$17,236,800	$488,896	$1,866,795	$370,279	-	-	$594,000	-
I-5 Subregional Corridor Mitigation Program	District 1	$18,754,555	$4,822,200	$2,375,672	$8,970,985	$1,779,398	-	-	$806,300	-
Total Other Agency/Special District Fees		**$39,311,325**	**$22,059,000**	**$2,864,568**	**$10,837,780**	**$2,149,678**	**$0**	**$0**	**$1,400,300**	**$0**
Total Existing Development Impact Fees at Buildout		**$80,097,607**	**$48,343,273**	**$4,343,552**	**$19,912,320**	**$3,949,616**	**$650,344**	**$0**	**$2,898,502**	**$0**

"fees_rem_ph"

READER'S NOTE:

Existing City, County and Special Financing District Development Impact Fees shown do not include all current and proposed fees. Only fees that may be used for project-related infrastructure and public facilities are included.

Current plan area fees (Transportation Fee and Public Facilities Fee) are excluded from this analysis because the actual fee amounts will be updated following approval of the City's Specific Plan. In place of estimating plan area fee revenue in this appendix, this Financing Plan approximates the total amount of revenue that may be generated by the Project (shown in Estimated Sources and Uses tables in Chapter V) after accounting for other potential funding sources.

Source: EPS.

[1] Based on the proposed rates for FY 2015-16 according to the August 2016 City of Sacramento Park Impact Fee Nexus Study prepared by New Economics & Advisory.

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Table C-4
City of Sacramento
Railyards Public Facilities Financing Plan
City, County, and Other Fee Revenue at Buildout (2016$)

Buildout

			Sacramento City, County, and Other Fees by Land Use Type at Buildout								
				Nonresidential							
Fee Source	**District/ Zone**	**Total Revenue**	**Residential**	Retail	Office	Flexible Mixed-Use Office	Courthouse	Hospital and Medical Office	Hotel	MLS Stadium
Assumptions										
Residential Units			6,000	-	-	-	-	-	-	-
Retail Sq. Ft.			-	905,363	-	-	-	-	-	-
Office Sq. Ft.			-	-	3,457,027	-	-	-	-	-
Flexible Mixed-Use Office Sq. Ft.			-	-	-	685,703	-	-	-	-
Courthouse Sq. Ft.			-	-	-	-	400,000	-	-	-
Hospital Sq. Ft.			-	-	-	-	-	1,168,003	-	-
Hotel Rooms			-	-	-	-	-	-	1,100	-
MLS Stadium Seats			-	-	-	-	-	-	-	22,000
Existing Development Impact Fees			*Residential*	*Nonresidential*						
City/County Fees										
Park Impact Fee										
Neighborhood and Community Parks [1]	Central City	$6,393,238	$5,400,000	$81,483	$518,554	$102,855	-	$105,120	$165,000	$20,225
Citywide Parks/Facilities [1]	Central City	$3,820,285	$3,240,000	$63,375	$276,562	$54,856	-	$81,760	$88,000	$15,731
Subtotal Park Impact Fee		**$10,213,522**	**$8,640,000**	**$144,858**	**$795,116**	**$157,712**	**$0**	**$186,880**	**$253,000**	**$35,956**
Sewer Fee	CSS	$27,417,551	$14,554,705	$735,997	$5,620,642	$1,114,856	$650,344	$2,952,562	$1,073,068	$715,378
Water Fee	City	$8,769,010	$4,472,951	$598,130	$2,658,782	$527,370	-	$165,854	$172,134	$173,787
Total City/County Fees		**$46,400,084**	**$27,667,656**	**$1,478,984**	**$9,074,541**	**$1,799,938**	**$650,344**	**$3,305,297**	**$1,498,202**	**$925,122**
Other Agency/Special District Fees										
School Mitigation		$22,216,044	$18,144,000	$488,896	$1,866,795	$370,279	-	$630,722	$594,000	$121,352
I-5 Subregional Corridor Mitigation Program	District 1	$22,544,978	$5,076,000	$2,375,672	$8,970,985	$1,779,398	-	$3,030,968	$806,300	$505,655
Total Other Agency/Special District Fees		**$44,761,021**	**$23,220,000**	**$2,864,568**	**$10,837,780**	**$2,149,678**	**$0**	**$3,661,689**	**$1,400,300**	**$627,007**
Total Existing Development Impact Fees at Buildout		**$91,161,105**	**$50,887,656**	**$4,343,552**	**$19,912,320**	**$3,949,616**	**$650,344**	**$6,966,986**	**$2,898,502**	**$1,552,129**

fees_bo

READER'S NOTE:

Existing City, County and Special Financing District Development Impact Fees shown do not include all current and proposed fees. Only fees that may be used for project-related infrastructure and public facilities are included.

Current plan area fees (Transportation Fee and Public Facilities Fee) are excluded from this analysis because the actual fee amounts will be updated following approval of the City's Specific Plan. In place of estimating plan area fee revenue in this appendix, this Financing Plan approximates the total amount of revenue that may be generated by the Project (shown in Estimated Sources and Uses tables in Chapter V) after accounting for other potential funding sources.

Source: EPS.

[1] Based on the proposed rates for FY 2015-16 according to the August 2016 City of Sacramento Park Impact Fee Nexus Study prepared by New Economics & Advisory.

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APPENDIX D:

Detailed Estimated Infrastructure Cost Burden Comparison

Table D-1 OFFICE BUILDING—Summary of Infrastructure Cost per Acre D-1

Table D-2 OFFICE BUILDING—City/County Fees per Acre D-2

Table D-3 OFFICE BUILDING—Plan Area Fees per Acre D-3

Table D-4 OFFICE BUILDING—Special Taxes and Assessments per Acre D-4

Table D-5 RETAIL CENTER BUILDING—Summary of Infrastructure Costs per Acre D-5

Table D-6 RETAIL CENTER BUILDING—City/County Development Impact Fees per Acre D-6

Table D-7 RETAIL CENTER BUILDING—Plan Area Fees per Acre D-7

Table D-8 RETAIL CENTER BUILDING—Special Taxes and Assessments per Acre D-8

Table D-9 MULTIFAMILY DEVELOPMENT—Summary of Infrastructure Costs per Unit D-9

Table D-10 MULTIFAMILY DEVELOPMENT—City/County Development Impact Fees per Unit D-10

Table D-11 MULTIFAMILY DEVELOPMENT—Plan Area Fees per Unit D-11

Table D-12 MULTIFAMILY DEVELOPMENT—Estimated School Mitigation per Unit D-12

Table D-13 MULTIFAMILY DEVELOPMENT—Special Taxes and Assessments per Unit D-13

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Table D-1
OFFICE BUILDING
Summary of Infrastructure Cost per Acre
Based on a 243,680-Sq.-Ft. Building, 1-Acre Site (0.859 acres)
Building Value: $29,904,410

Class I High-Rise Office Building

	Sacramento County			Yolo County
	City of Sacramento			City of West Sacramento
Summary of Infrastructure Costs Per Acre	Railyards Area Specific Plan	River District	Downtown	Bridge District Specific Plan
Current as of	*Jul-16*	*Jul-16*	*Jul-16*	*Jul-16*
Total City/County Development Impact Fees Fees - Table D-2				
Per Acre	$3,202,917	$3,208,590	$3,202,917	$2,843,265
Per Gross Square Foot of Land	$73.53	$73.66	$73.53	$65.27
Per Square Foot of Building	$11.29	$11.31	$11.29	$10.02
Plan Area Fees - Table D-3				
Per Acre	$3,729,405	$3,177,800	$508,849	$5,399,773
Per Gross Square Foot of Land	$85.62	$72.95	$11.68	$123.96
Per Square Foot of Building	$13.15	$11.20	$1.79	$19.03
Estimated Bond Debt of Special Taxes and Assessments - Table D-4 [1]				
Per Acre	$0	$0	$0	$2,430,215
Per Gross Square Foot of Land	$0.00	$0.00	$0.00	$55.79
Per Square Foot of Building	$0.00	$0.00	$0.00	$8.57
Total Infrastructure Cost Per Acre	**$6,932,322**	**$6,386,390**	**$3,711,766**	**$10,673,253**
Per Gross Square Foot of Land	$159.14	$146.61	$85.21	$245.02
Per Square Foot of Building	$24.44	$22.51	$13.08	$37.62
Floor Area Ratio	6.51	6.51	6.51	6.51

"summary"

Source: Various cities and counties; various plan area fee programs; and EPS.

[1] Railyards land secured financing is excluded from this analysis because it is anticipated to directly offset the plan area infrastructure costs.

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Table D-2
OFFICE BUILDING
City/County Fees per Acre
Based on a 243,680-Sq.-Ft. Building, 1-Acre Site (0.859 acres)
Building Value: $29,904,410

Class I High-Rise Office Building

City/County Development Impact Fees per Acre: These are fees charged by the City or County and do not include fees for a special plan area.	**Sacramento County**			**Yolo County**
	City of Sacramento			City of West Sacramento
	Railyards Area Specific Plan	River District	Downtown	Bridge District Specific Plan
Current as of	*Jul-16*	*Jul-16*	*Jul-16*	*Jul-16*
CITY/COUNTY FEES PER ACRE				
Processing Fees per Acre [1]				
Building Permit	$184,938	$184,938	$184,938	$160,122
Plan Check	$151,302	$151,302	$151,302	$131,009
Energy	-	-	-	$80
Technology Surcharge	$26,899	$26,899	$26,899	$12,810
Seismic/Strong Motion	$7,311	$7,311	$7,311	$7,311
California Building Standards Commission Fee	$1,393	$1,393	$1,393	$1,393
Other Building Permit and Processing Fees	$23,283	$23,283	$23,283	-
Fire Review Fee	$10,780	$10,780	$10,780	$6,133
Total Processing Fees per Acre	**$405,905**	**$405,905**	**$405,905**	**$318,857**
Development Impact Fees per Acre				
Sewer [2]	$376,440	$376,440	$376,440	$1,905,188
Water [3]	$33,502	$33,502	$33,502	$95,695
Traffic	$149,912	$149,912	$149,912	$49,865
Sacramento Transportation Authority (STA)	$410,881	$410,881	$410,881	-
Drainage	-	-	-	-
School	$153,187	$158,860	$153,187	$158,860
Parks/Open Space [4]	$65,246	$65,246	$65,246	-
Fire/Police	-	-	-	-
Habitat / Greenbelt Preservation [5]	-	-	-	-
Affordable Housing	$709,256	$709,256	$709,256	-
In-Lieu Flood Protection Fees	$893,589	$893,589	$893,589	$109,784
Other General Fees	$5,000	$5,000	$5,000	-
Countywide Fee	-	-	-	$205,015
Total Development Impact Fees per Acre	**$2,797,012**	**$2,802,685**	**$2,797,012**	**$2,524,407**
TOTAL CITY/COUNTY FEES PER ACRE	**$3,202,917**	**$3,208,590**	**$3,202,917**	**$2,843,265**
Fees per Gross Square Foot of Land	$73.53	$73.66	$73.53	$65.27
Fees per Square Foot of Building	$11.29	$11.31	$11.29	$10.02
Floor Area Ratio	6.51	6.51	6.51	6.51

"city county"

Source: Various cities and counties; various plan area fee programs; and EPS.

[1] Processing fees exclude mechanical, electrical, plumbing, and other similar review fees.
[2] Sewer fees include the City of Sacramento combined sewer development fee and Regional San sewer fee.
[3] Assumes two 2-inch water meters.
[4] Assumes the proposed rates for FY 2015-16 for central city from the August 2016 City of Sacramento Park Impact Fee Nexus Study prepared by New Economics & Advisory.
[5] Assumes no habitat/greenbelt preservation at this time, but will depend on individual project environmental review.

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Table D-3
OFFICE BUILDING
Plan Area Fees per Acre
Based on a 243,680-Sq.-Ft. Building, 1-Acre Site (0.859 acres)
Building Value: $29,904,410

Class I High-Rise Office Building

Plan Area Fees: These fees are charged only within a certain area of a County or City to fund facilities to serve a specific development project.	**Sacramento County**			**Yolo County**
	City of Sacramento			City of West Sacramento
	Railyards Area Specific Plan	River District	Downtown	Bridge District Specific Plan
Current as of	*Jul-16*	*Jul-16*	*Jul-16*	*Jul-16*
PLAN AREA FEES PER ACRE				
Infrastructure Fee	-	$259,457	-	-
Transportation Impact Fee	-	$2,527,787	$496,438	-
Public Facilities Impact Fee	-	$277,653	-	-
Preliminary Estimated Railyards Impact Fee	$3,620,782	-	-	-
Administration Fee	$108,623	$112,903	$12,411	-
Bridge District (Triangle) Specific Plan Fee	-	-	-	$32,244
Bridge District Specific Plan Administrative Fee	-	-	-	$322
Bridge District OTST and Regional OTST (Tier 2)	-	-	-	$5,367,207
TOTAL PLAN AREA FEES PER ACRE	**$3,729,405**	**$3,177,800**	**$508,849**	**$5,399,773**
Fees per Gross Square Foot of Land	$85.62	$72.95	$11.68	$123.96
Fees per Gross Square Foot of Building	$13.15	$11.20	$1.79	$19.03
Floor Area Ratio	6.51	6.51	6.51	6.51

"plan area"

Source: Various cities and counties; various plan area fee programs; and EPS.

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Table D-4
OFFICE BUILDING
Special Taxes and Assessments per Acre
Based on a 243,680-Sq.-Ft. Building, 1-Acre Site (0.859 acres)
Building Value: $29,904,410

Class I High-Rise Office Building

	Sacramento County			Yolo County
	City of Sacramento			City of West Sacramento
Special Taxes and Assessments per Acre for Infrastructure	Railyards Area Specific Plan	River District	Downtown	Bridge District Specific Plan [2]
Current as of	*Jul-16*	*Jul-16*	*Jul-16*	*Jul-16*
Annual Special Taxes and Assessments per Acre				
Infrastructure CFD	excluded [1]	-	-	$162,929
Infrastructure Assessment District	-	-	-	$638
Total Annual Special Taxes and Assessments	**$0**	**$0**	**$0**	**$163,567**
Annual Special Taxes and Assessments				
Per Gross Square Foot of Land	$0.00	$0.00	$0.00	$3.755
Per Square Foot of Building	$0.00	$0.00	$0.00	$0.577
Floor Area Ratio	6.51	6.51	6.51	6.51
Estimated Bond Debt of Special Taxes and Assessments per Acre				
Infrastructure CFD	-	-	-	$2,421,195
Infrastructure Assessment District	$0	-	-	$9,020
Total Estimated Bond Debt	**$0**	**$0**	**$0**	**$2,430,215**

"bond debt"

Source: Various cities and counties; various plan area fee programs; and EPS.

[1] Land secured financing is excluded from this analysis because it is anticipated to directly offset the plan area infrastructure costs.
[2] The infrastructure assessment for the Triangle is for the West Sacramento Area Flood Control Agency. The assessment district funds levee improvements and operation and maintenance costs. The assessment amount shown above, reflects the improvement portion only.

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Table D-5
RETAIL CENTER BUILDING
Summary of Infrastructure Costs Per Acre
1 Acre Site, 130,950 Sq. Ft. Project
Building Value: $13,508,737

Retail

	Sacramento County			Yolo County
	City of Sacramento			City of West Sacramento
Summary of Infrastructure Costs Per Acre	Railyards Specific Plan	River District	Downtown	Bridge District Specific Plan
Current as of	*Jul-16*	*Jul-16*	*Jul-16*	*Jul-16*
Total City/County Development Impact Fees - Table D-6				
Per Acre	$1,420,306	$1,422,925	$1,420,306	$742,599
Per Gross Square Foot of Land	$32.61	$32.67	$32.61	$17.05
Per Square Foot of Building	$10.85	$10.87	$10.85	$5.67
Plan Area Fees - Table D-7				
Per Acre	$1,846,913	$1,859,038	$257,710	$2,037,411
Per Gross Square Foot of Land	$42.40	$42.68	$5.92	$46.77
Per Square Foot of Building	$14.10	$14.20	$1.97	$15.56
Estimated Bond Debt of Special Taxes and Assessments - Table D-8 [1]				
Per Acre	$0	$0	$0	$1,160,619
Per Gross Square Foot of Land	$0.00	$0.00	$0.00	$26.64
Per Square Foot of Building	$0.00	$0.00	$0.00	$8.86
Total Infrastructure Cost Per Acre	**$3,267,219**	**$3,281,963**	**$1,678,015**	**$3,940,629**
Per Gross Square Foot of Land	$75.01	$75.34	$38.52	$90.46
Per Square Foot of Building	$25.00	$25.11	$12.84	$30.15
Floor Area Ratio	3.00	3.00	3.00	3.00

"retail summary"

Source: Various cities and counties; various plan area fee programs; and EPS.

[1] Railyards land secured financing is excluded from this analysis because it is anticipated to directly offset the plan area infrastructure costs.

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Table D-6
RETAIL CENTER BUILDING
City/County Development Impact Fees Per Acre
1 Acre Site, 130,950 Sq. Ft. Project
Building Value: $13,508,737

Retail

City/County Development Impact Fees Per Acre: These are fees charged by the City or County and do not include fees for a special plan area.	**Sacramento County**			**Yolo County**
	City of Sacramento			City of West Sacramento
	Railyards Specific Plan	River District	Downtown	Bridge District Specific Plan
Current as of	*Jul-16*	*Jul-16*	*Jul-16*	*Jul-16*
CITY/COUNTY FEES PER ACRE				
Processing Fees Per Acre [1]				
Building Permit	$74,702	$74,702	$74,702	$63,600
Plan Check	$61,107	$61,107	$61,107	$52,036
Energy	-	-	-	$95
Technology Surcharge	$10,865	$10,865	$10,865	$9,251
Seismic/Strong Motion	$3,782	$3,782	$3,782	$2,837
California Building Standards Commission Fee	$540	$540	$540	$540
Other Building Permit and Processing Fees	$20,000	$20,000	$20,000	-
Fire Review Fee	$4,976	$4,976	$4,976	$3,014
Total Processing Fees Per Acre	**$175,973**	**$175,973**	**$175,973**	**$131,374**
Development Impact Fees Per Acre				
Sewer [2]	$138,429	$138,429	$138,429	$267,616
Water [3]	$28,778	$28,778	$28,778	$82,202
Traffic	$69,201	$69,201	$69,201	$26,929
Sacramento Transportation Authority (STA)	$236,818	$236,818	$236,818	-
Drainage	-	-	-	-
School	$70,713	$73,332	$70,713	$73,332
Parks/Open Space [4]	$20,952	$20,952	$20,952	-
Fire/Police	-	-	-	-
Habitat / Greenbelt Preservation [5]	-	-	-	-
Affordable Housing	$261,950	$261,950	$261,950	-
In-Lieu Flood Protection Fees	$412,493	$412,493	$412,493	$78,177
Other General Fees	$5,000	$5,000	$5,000	-
County-Wide Fee	-	-	-	$82,970
Total Development Impact Fees Per Acre	**$1,244,333**	**$1,246,952**	**$1,244,333**	**$611,225**
TOTAL CITY/COUNTY FEES PER ACRE	**$1,420,306**	**$1,422,925**	**$1,420,306**	**$742,599**
Fees Per Gross Square Foot of Land	$32.61	$32.67	$32.61	$17.05
Fees Per Gross Square Foot of Building	$10.85	$10.87	$10.85	$5.67
Floor Area Ratio	3.00	3.00	3.00	3.00

"retail city county"

Source: Various cities and counties; various plan area fee programs; and EPS.

[1] Processing fees exclude mechanical, electrical, plumbing and other similar review fees.
[2] Sewer fees include the City of Sacramento combined sewer development fee and Regional San sewer fee.
[3] Assumes two 2-inch water meters.
[4] Assumes the proposed rates for FY 2015-16 for central city from the August 2016 City of Sacramento Park Impact Fee Nexus Study prepared by New Economics & Advisory.
[5] Assumes no habitat/greenbelt preservation at this time, but will depend on individual project environmental review.

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Table D-7
RETAIL CENTER BUILDING
Plan Area Fees Per Acre
1 Acre Site, 130,950 Sq. Ft. Project
Building Value: $13,508,737

Retail

Plan Area Fees: These fees are charged only within a certain area of a County or City to fund facilities to serve a specific development project.	**Sacramento County**			**Yolo County**
	City of Sacramento			City of West Sacramento
	Railyards Specific Plan	River District	Downtown	Bridge District Specific Plan
Current as of	*Jul-16*	*Jul-16*	*Jul-16*	*Jul-16*
PLAN AREA FEES PER ACRE				
Infrastructure Fee	-	$427,389	-	-
Transportation Impact Fee	-	$1,236,501	$251,424	-
Public Facilities Impact Fee	-	$131,610	-	-
Preliminary Estimated Railyards Impact Fee	$1,793,120	-	-	-
Administration Fee	$53,794	$63,539	$6,286	-
Bridge District (Triangle) Specific Plan Fee	-	-	-	$32,244
Bridge District Specific Plan Administrative Fee	-	-	-	$322
Bridge District OTST and Regional OTST (Tier 2)	-	-	-	$2,004,845
TOTAL PLAN AREA FEES PER ACRE	**$1,846,913**	**$1,859,038**	**$257,710**	**$2,037,411**
Fees Per Gross Square Foot of Land	$42.40	$42.68	$5.92	$46.77
Fees Per Gross Square Foot of Building	$14.10	$14.20	$1.97	$15.56
Floor Area Ratio	3.00	3.00	3.00	3.00

"retail plan area"

Source: Various cities and counties; various plan area fee programs; and EPS.

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Table D-8
RETAIL CENTER BUILDING
Special Taxes and Assessments Per Acre
1 Acre Site, 130,950 Sq. Ft. Project
Building Value: $13,508,737

Retail

	Sacramento County			Yolo County
	City of Sacramento			City of West Sacramento
Special Taxes and Assessments Per Acre for Infrastructure	Railyards Specific Plan	River District	Downtown	Bridge District Specific Plan
Current as of	*Jul-16*	*Jul-16*	*Jul-16*	*Jul-16*
Annual Special Taxes and Assessments Per Acre				
Infrastructure CFD	excluded [1]	-	-	$75,210
Infrastructure Assessment District [2]	-	-	-	$3,038
Total Annual Taxes and Assessments	**$0**	**$0**	**$0**	**$78,248**
Annual Special Taxes and Assessments				
Per Gross Square Foot of Land	$0.00	$0.00	$0.00	$1.80
Per Square Foot of Building	$0.00	$0.00	$0.00	$0.60
Floor Area Ratio	3.00	3.00	3.00	3.00
Estimated Bond Debt of Special Taxes and Assessments				
Infrastructure CFD	$0	-	-	$1,117,656
Infrastructure Assessment District	-	-	-	$42,963
Total Estimated Bond Debt	**$0**	**$0**	**$0**	**$1,160,619**

"retail taxes"

Source: Various cities and counties; various plan area fee programs; and EPS.

[1] Land secured financing is excluded from this analysis because it is anticipated to directly offset the plan area infrastructure costs.
[2] The infrastructure assessment for the Triangle is for the West Sacramento Area Flood Control Agency. The assessment district funds levee improvements and operation and maintenance costs. The assessment amount shown above, reflects the improvement portion only.

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Table D-9
MULTIFAMILY DEVELOPMENT
Summary of Infrastructure Costs Per Unit
Based on a 2 Acre, 200 Unit Complex (900 Sq. Ft. Per Unit)
Building Value: $18,433,800

Multifamily

	Sacramento County			Yolo County
	City of Sacramento			City of West Sacramento
Summary of Infrastructure Costs Per Unit	Railyards Specific Plan	River District	Downtown	Bridge District Specific Plan
Current as of	*Jul-16*	*Jul-16*	*Jul-16*	*Jul-16*
Total City/Countywide Development Impact Fees (from Table D-10)	$10,168	$10,168	$10,168	$15,351
Plan Area Fees (from Table D-11)	$9,680	$6,376	$941	$17,525
Total School Mitigation (from Table D-12)	$3,024	$3,132	$3,024	$3,132
Estimated Bond Debt Of Special Taxes and Assessments (from Table D-13) [1]	$0	$0	$0	$7,878
Total Infrastructure Cost Per Unit	**$22,872**	**$19,676**	**$14,133**	**$43,886**
Total Fees (City, County, Schools and Plan Area)	**$22,872**	**$19,676**	**$14,133**	**$36,007**
Total Annual Taxes	**$0**	**$0**	**$0**	**$531**

"MF summary"

Source: Various cities and counties; various plan area fee programs; and EPS.

[1] Railyards land secured financing is excluded from this analysis because it is anticipated to directly offset the plan area infrastructure costs.

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Table D-10
MULTIFAMILY DEVELOPMENT
City/County Development Impact Fees per Unit
Based on a 2 Acre, 200 Unit Complex (900 Sq. Ft. Per Unit)
Building Value: $18,433,800

Multifamily

City/County Development Impact Fees per Unit: These are fees charged by the City or County and do not include fees for a special plan area.	**Sacramento County**			**Yolo County**
	City of Sacramento			City of West Sacramento
	Railyards Specific Plan	River District	Downtown	Bridge District Specific Plan
Current as of	*Jul-16*	*Jul-16*	*Jul-16*	*Jul-16*
CITY/COUNTY FEES PER UNIT				
Processing Fees per Unit [1]				
Building Permit	$500	$500	$500	$429
Plan Check	$409	$409	$409	$351
Energy Fee	-	-	-	$95
Technology Surcharge	$73	$73	$73	$62
Seismic /Strong Motion	$26	$26	$26	$26
California Building Standards Commission Fee	$4	$4	$4	$4
Other Building Permit and Processing Fees	$100	$100	$100	-
Fire Review Fee	$34	$34	$34	$20
Total Processing Fees per Unit	**$1,145**	**$1,145**	**$1,145**	**$987**
Development Impact Fees per Unit				
Sewer [2]	$4,983	$4,983	$4,983	$2,519
Water [3]	$745	$745	$745	$4,159
Traffic	$446	$446	$446	$101
Sacramento Transportation Authority (STA)	$844	$844	$844	-
Drainage	-	-	-	-
Parks/Open Space [4]	$1,440	$1,440	$1,440	-
Fire/Police	-	-	-	-
Habitat / Greenbelt Preservation [5]	-	-	-	-
Affordable Housing	-	-	-	$4,512
In-Lieu Flood Protection Fees [6]	$540	$540	$540	$148
Other General Fees/One-Time Taxes	$25	$25	$25	-
Countywide Fees	-	-	-	$2,925
Total Development Impact Fees per Unit	**$9,023**	**$9,023**	**$9,023**	**$14,364**
TOTAL CITY/COUNTY FEES PER UNIT	**$10,168**	**$10,168**	**$10,168**	**$15,351**

"mf city county"

Source: Various cities and counties; various plan area fee programs; and EPS.

[1] Processing fees exclude mechanical, electrical, plumbing, and other similar review fees.
[2] Sewer fees include the City of Sacramento combined sewer development fee and Regional San sewer fee.
[3] Assumes two 4-inch water meters for the City of Sacramento.
[4] Assumes the proposed rates for FY 2015-16 for central city from the August 2016 City of Sacramento Park Impact Fee Nexus Study prepared by New Economics & Advisory.
[5] Assumes no habitat/greenbelt preservation at this time, but will depend on individual project environmental review.
[6] The SAFCA fee for Sacramento assumes the apartments 3-4 rate.

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Table D-11
MULTIFAMILY DEVELOPMENT
Plan Area Fees per Unit
Based on a 2 Acre, 200 Unit Complex (900 Sq. Ft. Per Unit)
Building Value: $18,433,800

Multifamily

Plan Area Fees: These fees are charged only within a certain area of a County or City to fund facilities to serve a specific development project.	**Sacramento County**			**Yolo County**
	City of Sacramento			City of West Sacramento
	Railyards Specific Plan	River District	Downtown	Bridge District Specific Plan
Current as of	*Jul-16*	*Jul-16*	*Jul-16*	*Jul-16*
PLAN AREA FEES PER UNIT				
Infrastructure Fee	-	$1,103	-	-
Transportation Impact Fee	-	$3,538	$918	-
Public Facilities Impact Fee	-	$1,470	-	-
Preliminary Estimated Railyards Impact Fee	$9,398	-	-	-
Administration Fee	$282	$265	$23	-
Bridge District (Triangle) Specific Plan Fee	-	-	-	$322
Bridge District Specific Plan Administrative Fee	-	-	-	$3
Bridge District OTST and Regional OTST (Tier 2)	-	-	-	$17,199
TOTAL PLAN AREA FEES PER UNIT	**$9,680**	**$6,376**	**$941**	**$17,525**

"mf plan area"

Source: Various cities and counties; various plan area fee programs; and EPS.

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Table D-12
MULTIFAMILY DEVELOPMENT
Estimated School Mitigation Per Unit
Based on a 2 Acre, 200 Unit Complex (900 Sq. Ft. Per Unit)
Building Value: $18,433,800

Multifamily

	Sacramento County			Yolo County
	City of Sacramento			City of West Sacramento
Estimated School Mitigation Per Unit	Railyards Specific Plan	River District	Downtown	Bridge District Specific Plan
Current as of	*Jul-16*	*Jul-16*	*Jul-16*	*Jul-16*
School District	*Sacramento City USD*	*Twin Rivers USD*	*Sacramento City USD*	*Washington USD*
A. Annual School Mello-Roos CFD Taxes	-	-	-	
B. Present Value of School Taxes	**$0**	**$0**	**$0**	**$0**
C. School Fee Per Sq. Ft.:				
Stirling Fee	$3.36	-	$3.36	-
Level 2 (or 3) SB50 Fee	-	$3.48	-	$3.48
Mitigation Agreement	-	-	-	-
D. Total School Fee:				
Stirling Fee	$3,024	-	$3,024	-
Level 2 (or 3) SB50 Fee	-	$3,132	-	$3,132
Mitigation Agreement	-	-	-	-
Total School Mitigation (B + D)	**$3,024**	**$3,132**	**$3,024**	**$3,132**

"mf school"

Source: Various cities and counties; various plan area fee programs; and EPS.

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Table D-13
MULTIFAMILY DEVELOPMENT
Special Taxes and Assessments Per Unit
Based on a 2 Acre, 200 Unit Complex (900 Sq. Ft. Per Unit)
Building Value: $18,433,800

Multifamily

	Sacramento County			Yolo County
	City of Sacramento			City of West Sacramento
Special Taxes and Assessments Per Unit for Infrastructure [1]	Railyards Specific Plan	River District	Downtown	Bridge District Specific Plan
Current as of	*Jul-16*	*Jul-16*	*Jul-16*	*Jul-16*
Annual Special Taxes and Assessments Per Unit				
Infrastructure CFD	excluded [2]	-	-	$517
Infrastructure Assessment District [3]	-	-	-	$14
Total Annual Taxes and Assessments	**$0**	**$0**	**$0**	**$531**
Estimated Bond Debt of Special Taxes and Assessments				
Infrastructure CFD	$0	-	-	$7,681
Infrastructure Assessment District	-	-	-	$197
Total Estimated Bond Debt	**$0**	**$0**	**$0**	**$7,878**

"mf taxes"

Source: Various cities and counties; various plan area fee programs; and EPS.

[1] Taxes and Assessments for schools can be found in Figure M-4.
[2] Land secured financing is excluded from this analysis because it is anticipated to directly offset the plan area infrastructure costs
[3] The infrastructure assessment for the Triangle is for the West Sacramento Area Flood Control Agency. The assessment district funds levee improvements and operation and maintenance costs. The assessment amount shown above, reflects the improvement portion only.

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APPENDIX E:

Bonding Capacity Estimates

Table E-1 CFD Bond Proceeds and PAYGO Summary E-1

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Table E-1
Sacramento Railyards Land Secured Financing
CFD Bond Proceeds and PAYGO Summary

Year	Bond Proceeds	Potential PAYGO	Total Bond Proceeds and PAYGO	Discounted Bond Proceeds	Discounted Bond Proceeds and PAYGO
Discount Rate				***3%***	
1	$15,800,000	$97,480	$15,897,480	$15,800,000	$15,897,480
2		$141,190	$141,190		$137,077
3		$144,013	$144,013		$135,746
4		$146,894	$146,894		$134,429
5		$149,832	$149,832		$133,123
6	$15,800,000	$250,308	$16,050,308	$13,629,219	$13,845,137
7		$297,074	$297,074		$248,795
8		$303,016	$303,016		$246,380
9		$492,414	$492,414		$388,716
10	$15,800,000	$418,589	$16,218,589	$12,109,384	$12,430,198
11		$462,752	$462,752		$344,331
12		$472,007	$472,007		$340,988
13		$481,448	$481,448		$337,678
14	$1,991,000	$503,544	$2,494,544	$1,355,774	$1,698,663
15		$518,881	$518,881		$343,042
16		$529,259	$529,259		$339,711
17		$539,844	$539,844		$336,413
18		$550,641	$550,641		$333,147
19		$561,654	$561,654		$329,912
20		$572,887	$572,887		$326,709
21		$584,344	$584,344		$323,537
22		$596,031	$596,031		$320,396
23		$607,952	$607,952		$317,286
24		$620,111	$620,111		$314,205
25		$632,513	$632,513		$311,155
26		$645,163	$645,163		$308,134
27		$658,067	$658,067		$305,142
28		$671,228	$671,228		$302,180
29		$684,653	$684,653		$299,246
30		$698,346	$698,346		$296,340
31		$2,905,871	$2,905,871		$1,197,181
32		$2,963,989	$2,963,989		$1,185,557
33		$3,023,269	$3,023,269		$1,174,047
34		$3,083,734	$3,083,734		$1,162,649
35		$3,145,409	$3,145,409		$1,151,361
36		$5,401,876	$5,401,876		$1,919,737
37		$5,509,913	$5,509,913		$1,901,099
38		$5,620,111	$5,620,111		$1,882,641
39		$5,732,514	$5,732,514		$1,864,363
40		$8,040,723	$8,040,723		$2,538,887
41		$8,201,537	$8,201,537		$2,514,237
42		$8,365,568	$8,365,568		$2,489,827
43		$8,532,879	$8,532,879		$2,465,654
44		$8,979,851	$8,979,851		$2,519,234
45		$8,985,300	$8,985,300		$2,447,342
46		$8,985,300	$8,985,300		$2,376,060
47		$8,985,300	$8,985,300		$2,306,855
48		$8,985,300	$8,985,300		$2,239,665
49		$8,985,300	$8,985,300		$2,174,432
50		$8,985,300	$8,985,300		$2,111,099
TOTAL	**$49,391,000**	**$147,451,179**	**$196,842,179**	**$42,894,377**	**$91,047,223**

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Table E-2
Sacramento Railyards Land Secured Financing
Estimated Annual Absorption Schedule - Taxable Acres

Year		Kaiser	MLS	More Dense	Less Dense	Total
1	2020	0.00	**14.74**	0.00	0.00	**14.74**
2	2021	**17.41**	0.00	0.00	0.00	**17.41**
3	2022	0.00	0.00	**0.93**	**0.93**	**1.87**
4	2023	0.00	0.00	**1.86**	**1.86**	**3.72**
5	2024	0.00	0.00	1.86	1.86	**3.72**
6	2025	0.00	0.00	1.86	1.86	**3.72**
7	2026	0.00	0.00	6.03	6.03	**12.06**
8	2027	0.00	0.00	6.03	6.03	**12.06**
9	2028	0.00	0.00	6.03	6.03	**12.06**
10	2029	0.00	0.00	3.02	3.02	**6.05**
11	2030	0.00	0.00	3.02	3.02	**6.05**
12	2031	0.00	0.00	3.02	3.02	**6.05**
13	2032	0.00	0.00	3.02	3.02	**6.05**
14	2033	0.00	0.00	3.02	3.02	**6.05**
		17.41	**14.74**	**39.72**	**39.72**	**111.59**

acres sum

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Table E-3
Sacramento Railyards Land Secured Financing
Maximum Annual Special Tax (MAST) Rates

Land Use	Acres	MAST Per Acre
Kaiser	17.41	**$ 17,860**
MLS	14.74	**$ 45,000**
More Dense	39.72	**$ 45,000**
Less Dense	39.72	**$ 30,000**
	111.59	
Undeveloped [1]		**$ 35,400**

mast

[1] Weighted average of developed rates.

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Table E-4
Sacramento Railyards Land Secured Financing
CFD Bond Calculations and Assumptions

Tax Escalation Factor: 2.00%

Item	Series 1	Series 2	Series 3	Series 4	Series 5	Series 6	Totals
Estimated Year of Bonds	**1**	**6**	**10**	**14**			
Assumptions							
Assumed Average Interest Rate	6.00%	6.00%	6.00%	6.00%	6.00%	6.00%	
Bond Term (Years)	30	30	30	30	30	30	
Reserve Fund Requirement	10.00%	10.00%	10.00%	10.00%	10.00%	10.00%	
Capitalized Interest Period (Months)	12	12	12	12	12	12	
Cost of Issuance	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	
Debt Service Coverage	10.00%	10.00%	10.00%	10.00%	10.00%	10.00%	
Estimated Admin Costs	3.00%	3.00%	3.00%	3.00%	3.00%	3.00%	
Estimated Revenue for Debt Service							
Special Taxes [1]	$1,392,000	$1,392,000	$1,392,000	$175,545			
Less Debt Service Coverage	($139,000)	($139,000)	($139,000)	($18,000)			
Less CFD Admin	($42,000)	($42,000)	($42,000)	($5,000)			
Available for Debt Service	**$1,211,000**	**$1,211,000**	**$1,211,000**	**$152,545**	**$0**	**$0**	
Estimated Bonds							
Gross CFD Bonds (Level DS)	$16,669,000	$16,669,000	$16,669,000	$2,100,000	$0	$0	**$52,107,000**
Estimated Bond Escalation Factor	20%	20%	20%	20%	20%	20%	**20%**
Gross CFD Bonds (Esc. DS)	$20,000,000	$20,000,000	$20,000,000	$2,520,000	$0	$0	**$62,520,000**
Less Capitalized Interest	($1,200,000)	($1,200,000)	($1,200,000)	($151,000)	$0	$0	**($3,751,000)**
Less Reserve Fund	($2,000,000)	($2,000,000)	($2,000,000)	($252,000)	$0	$0	**($6,252,000)**
Less Cost of Issuance	($1,000,000)	($1,000,000)	($1,000,000)	($126,000)	$0	$0	**($3,126,000)**
Net Construction Proceeds	**$15,800,000**	**$15,800,000**	**$15,800,000**	**$1,991,000**	**$0**	**$0**	**$49,391,000**
Proceeds as a Percent of Total Bonds	79%	79%	79%	79%	0%	0%	
Total Bond Costs	21%	21%	21%	21%	0%	0%	

bonds

[1] See Table E-5.

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Table E-5
Sacramento Railyards Land Secured Financing
Special Tax Revenue by Bond Series

Tax Escalation Factor	2.00%

	Debt Service and Annual Costs							Special Tax Levy			
Year	Series 1	Series 2	Series 3	Series 4	Series 5	Series 6	**Subtotal**	Developed MAST	Undeveloped Taxes	**Total**	Remaining After DS
Source:								Table E-7			
1	$1,392,000	-	-	-	-	-	**$1,392,000**	$663,300	$728,700	**$1,392,000**	-
2	$1,419,840	-	-	-	-	-	**$1,419,840**	$993,727	$426,113	**$1,419,840**	-
3	$1,448,237	-	-	-	-	-	**$1,448,237**	$1,086,477	$361,760	**$1,448,237**	-
4	$1,477,202	-	-	-	-	-	**$1,477,202**	$1,256,245	$220,957	**$1,477,202**	-
5	$1,506,746	-	-	-	-	-	**$1,506,746**	$1,432,369	$74,377	**$1,506,746**	-
6	$1,536,880	$1,392,000	-	-	-	-	**$2,928,880**	$1,615,036	$1,313,845	**$2,928,880**	-
7	$1,567,618	$1,419,840	-	-	-	-	**$2,987,458**	$2,156,533	$830,926	**$2,987,458**	-
8	$1,598,970	$1,448,237	-	-	-	-	**$3,047,207**	$2,719,043	$328,164	**$3,047,207**	-
9	$1,630,950	$1,477,202	-	-	-	-	**$3,108,151**	$3,303,192	-	**$3,303,192**	$195,041
10	$1,663,569	$1,506,746	$1,392,000	-	-	-	**$4,562,314**	$3,640,303	$922,012	**$4,562,314**	-
11	$1,696,840	$1,536,880	$1,419,840	-	-	-	**$4,653,561**	$3,989,577	$663,984	**$4,653,561**	-
12	$1,730,777	$1,567,618	$1,448,237	-	-	-	**$4,746,632**	$4,351,366	$395,266	**$4,746,632**	-
13	$1,765,393	$1,598,970	$1,477,202	-	-	-	**$4,841,565**	$4,726,030	$115,534	**$4,841,565**	-
14	$1,800,700	$1,630,950	$1,506,746	$175,545	-	-	**$5,113,941**	$5,113,941	-	**$5,113,941**	-
15	$1,836,714	$1,663,569	$1,536,880	$179,056	-	-	**$5,216,220**	$5,216,220	-	**$5,216,220**	-
16	$1,873,449	$1,696,840	$1,567,618	$182,637	-	-	**$5,320,544**	$5,320,544	-	**$5,320,544**	-
17	$1,910,918	$1,730,777	$1,598,970	$186,290	-	-	**$5,426,955**	$5,426,955	-	**$5,426,955**	-
18	$1,949,136	$1,765,393	$1,630,950	$190,016	-	-	**$5,535,494**	$5,535,494	-	**$5,535,494**	-
19	$1,988,119	$1,800,700	$1,663,569	$193,816	-	-	**$5,646,204**	$5,646,204	-	**$5,646,204**	-
20	$2,027,881	$1,836,714	$1,696,840	$197,692	-	-	**$5,759,128**	$5,759,128	$0	**$5,759,128**	-

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Table E-6
Sacramento Railyards Land Secured Financing
Maximum Annual Special Tax (MAST) per Acre and Total MAST

Tax Escalation Factor	2.00%

	Maximum Annual Special Tax per Acre [1]					Cumulative Acres					MAST Revenue		
Year	Kaiser	MLS	More Dense	Less Dense	Undeveloped	Kaiser	MLS	More Dense	Less Dense	Undeveloped	**Developed**	**Undev.**	**Total**
1	$17,860	$45,000	$45,000	$30,000	$35,400	-	14.7	-	-	96.9	$663,300	$3,428,490	$4,091,790
2	$18,217	$45,900	$45,900	$30,600	$36,108	17.4	14.7	-	-	79.4	$993,727	$2,868,420	$3,862,147
3	$18,582	$46,818	$46,818	$31,212	$36,830	17.4	14.7	0.9	0.9	77.6	$1,086,477	$2,856,994	$3,943,471
4	$18,953	$47,754	$47,754	$31,836	$37,567	17.4	14.7	2.8	2.8	73.9	$1,256,245	$2,774,386	$4,030,630
5	$19,332	$48,709	$48,709	$32,473	$38,318	17.4	14.7	4.7	4.7	70.1	$1,432,369	$2,687,330	$4,119,699
6	$19,719	$49,684	$49,684	$33,122	$39,084	17.4	14.7	6.5	6.5	66.4	$1,615,036	$2,595,683	$4,210,718
7	$20,113	$50,677	$50,677	$33,785	$39,866	17.4	14.7	12.5	12.5	54.4	$2,156,533	$2,166,915	$4,323,447
8	$20,516	$51,691	$51,691	$34,461	$40,663	17.4	14.7	18.6	18.6	42.3	$2,719,043	$1,719,958	$4,439,002
9	$20,926	$52,725	$52,725	$35,150	$41,477	17.4	14.7	24.6	24.6	30.2	$3,303,192	$1,254,257	$4,557,449
10	$21,344	$53,779	$53,779	$35,853	$42,306	17.4	14.7	27.6	27.6	24.2	$3,640,303	$1,023,473	$4,663,776
11	$21,771	$54,855	$54,855	$36,570	$43,152	17.4	14.7	30.6	30.6	18.1	$3,989,577	$782,957	$4,772,534
12	$22,207	$55,952	$55,952	$37,301	$44,015	17.4	14.7	33.7	33.7	12.1	$4,351,366	$532,411	$4,883,777
13	$22,651	$57,071	$57,071	$38,047	$44,896	17.4	14.7	36.7	36.7	6.0	$4,726,030	$271,530	$4,997,560
14	$23,104	$58,212	$58,212	$38,808	$45,794	17.4	14.7	39.7	39.7	-	$5,113,941	$0	$5,113,941
15	$23,566	$59,377	$59,377	$39,584	$46,710	17.4	14.7	39.7	39.7	-	$5,216,220	$0	$5,216,220
16	$24,037	$60,564	$60,564	$40,376	$47,644	17.4	14.7	39.7	39.7	-	$5,320,544	$0	$5,320,544
17	$24,518	$61,775	$61,775	$41,184	$48,597	17.4	14.7	39.7	39.7	-	$5,426,955	$0	$5,426,955
18	$25,008	$63,011	$63,011	$42,007	$49,569	17.4	14.7	39.7	39.7	-	$5,535,494	$0	$5,535,494
19	$25,508	$64,271	$64,271	$42,847	$50,560	17.4	14.7	39.7	39.7	-	$5,646,204	$0	$5,646,204
20	$26,019	$65,557	$65,557	$43,704	$51,571	17.4	14.7	39.7	39.7	-	$5,759,128	$0	$5,759,128
21	$26,539	$66,868	$66,868	$44,578	$52,603	17.4	14.7	39.7	39.7	-	$5,874,311	$0	$5,874,311
22	$27,070	$68,205	$68,205	$45,470	$53,655	17.4	14.7	39.7	39.7	-	$5,991,797	$0	$5,991,797
23	$27,611	$69,569	$69,569	$46,379	$54,728	17.4	14.7	39.7	39.7	-	$6,111,633	$0	$6,111,633
24	$28,163	$70,960	$70,960	$47,307	$55,822	17.4	14.7	39.7	39.7	-	$6,233,865	$0	$6,233,865
25	$28,727	$72,380	$72,380	$48,253	$56,939	17.4	14.7	39.7	39.7	-	$6,358,543	$0	$6,358,543
26	$29,301	$73,827	$73,827	$49,218	$58,077	17.4	14.7	39.7	39.7	-	$6,485,714	$0	$6,485,714
27	$29,887	$75,304	$75,304	$50,203	$59,239	17.4	14.7	39.7	39.7	-	$6,615,428	$0	$6,615,428
28	$30,485	$76,810	$76,810	$51,207	$60,424	17.4	14.7	39.7	39.7	-	$6,747,736	$0	$6,747,736
29	$31,095	$78,346	$78,346	$52,231	$61,632	17.4	14.7	39.7	39.7	-	$6,882,691	$0	$6,882,691
30	$31,717	$79,913	$79,913	$53,275	$62,865	17.4	14.7	39.7	39.7	-	$7,020,345	$0	$7,020,345
31	$32,351	$81,511	$81,511	$54,341	$64,122	17.4	14.7	39.7	39.7	-	$7,160,752	$0	$7,160,752
32	$32,998	$83,141	$83,141	$55,428	$65,405	17.4	14.7	39.7	39.7	-	$7,303,967	$0	$7,303,967
33	$33,658	$84,804	$84,804	$56,536	$66,713	17.4	14.7	39.7	39.7	-	$7,450,046	$0	$7,450,046

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Prepared by EPS 9/30/2016

Table E-6
Sacramento Railyards Land Secured Financing
Maximum Annual Special Tax (MAST) per Acre and Total MAST

Tax Escalation Factor	2.00%

	Maximum Annual Special Tax per Acre [1]					Cumulative Acres					MAST Revenue		
Year	Kaiser	MLS	More Dense	Less Dense	Undeveloped	Kaiser	MLS	More Dense	Less Dense	Undeveloped	**Developed**	**Undev.**	**Total**
34	$34,331	$86,500	$86,500	$57,667	$68,047	17.4	14.7	39.7	39.7	-	$7,599,047	$0	$7,599,047
35	$35,018	$88,230	$88,230	$58,820	$69,408	17.4	14.7	39.7	39.7	-	$7,751,028	$0	$7,751,028
36	$35,718	$89,995	$89,995	$59,997	$70,796	17.4	14.7	39.7	39.7	-	$7,906,049	$0	$7,906,049
37	$36,432	$91,795	$91,795	$61,197	$72,212	17.4	14.7	39.7	39.7	-	$8,064,170	$0	$8,064,170
38	$37,161	$93,631	$93,631	$62,421	$73,656	17.4	14.7	39.7	39.7	-	$8,225,453	$0	$8,225,453
39	$37,904	$95,503	$95,503	$63,669	$75,129	17.4	14.7	39.7	39.7	-	$8,389,962	$0	$8,389,962
40	$38,662	$97,414	$97,414	$64,942	$76,632	17.4	14.7	39.7	39.7	-	$8,557,761	$0	$8,557,761
41	$39,436	$99,362	$99,362	$66,241	$78,165	17.4	14.7	39.7	39.7	-	$8,728,916	$0	$8,728,916
42	$40,224	$101,349	$101,349	$67,566	$79,728	17.4	14.7	39.7	39.7	-	$8,903,495	$0	$8,903,495
43	$41,029	$103,376	$103,376	$68,917	$81,322	17.4	14.7	39.7	39.7	-	$9,081,565	$0	$9,081,565
44	$41,849	$105,444	$105,444	$70,296	$82,949	17.4	14.7	39.7	39.7	-	$9,263,196	$0	$9,263,196
45	**$41,849**	**$105,444**	**$105,444**	**$70,296**	**$82,949**	**17.4**	**14.7**	**39.7**	**39.7**	**-**	**$9,263,196**	**$0**	**$9,263,196**
46	$41,849	$105,444	$105,444	$70,296	$82,949	17.4	14.7	39.7	39.7	-	$9,263,196	$0	$9,263,196
47	$41,849	$105,444	$105,444	$70,296	$82,949	17.4	14.7	39.7	39.7	-	$9,263,196	$0	$9,263,196
48	$41,849	$105,444	$105,444	$70,296	$82,949	17.4	14.7	39.7	39.7	-	$9,263,196	$0	$9,263,196
49	$41,849	$105,444	$105,444	$70,296	$82,949	17.4	14.7	39.7	39.7	-	$9,263,196	$0	$9,263,196
50	$41,849	$105,444	$105,444	$70,296	$82,949	17.4	14.7	39.7	39.7	-	$9,263,196	$0	$9,263,196

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[1] MAST stops escalating after bonds paid off.

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Table E-7
Sacramento Railyards Land Secured Financing
CFD Cash Flow Analysis

Tax Escalation Factor **2.00%**

	Special Tax Revenue			Less Debt Service and Annual Costs										
Year	Developed MAST	Undeveloped Taxes	**Total**	Series 1 Debt SVC	Series 2 Debt SVC	Series 3 Debt SVC	Series 4 Debt SVC	**Subtotal**	Less Delinq. [2]	Less Admin	Plus Prior Yr. Delinq.	**Total**	**PAYGO**	**Coverage from Dev. MAST**
Source:	*Table E-6*					*Table E-4*								
Formula	*a*		*b*	*c*	*d*	*e*	*f*	*g=c+d+e+f*	*h=a*.03*	*i=a*.03*	*j*	*k=g+h+i+j*	*b+k*	*a/g*
	Year of Bond Issue			1	6	10	14							
1	$663,300	$728,700	**$1,392,000**	($1,211,000)	-	-	-	**($1,211,000)**	($41,760)	($41,760)	$0	**($1,294,520)**	$97,480	55%
2	$993,727	$426,113	**$1,419,840**	($1,235,220)	-	-	-	**($1,235,220)**	($42,595)	($42,595)	$41,760	**($1,278,650)**	$141,190	80%
3	$1,086,477	$361,760	**$1,448,237**	($1,259,924)	-	-	-	**($1,259,924)**	($43,447)	($43,447)	$42,595	**($1,304,223)**	$144,013	86%
4	$1,256,245	$220,957	**$1,477,202**	($1,285,123)	-	-	-	**($1,285,123)**	($44,316)	($44,316)	$43,447	**($1,330,308)**	$146,894	98%
5	$1,432,369	$74,377	**$1,506,746**	($1,310,825)	-	-	-	**($1,310,825)**	($45,202)	($45,202)	$44,316	**($1,356,914)**	$149,832	109%
6	$1,615,036	$1,313,845	**$2,928,880**	($1,337,042)	($1,211,000)	-	-	**($2,548,042)**	($87,866)	($87,866)	$45,202	**($2,678,572)**	$250,308	63%
7	$2,156,533	$830,926	**$2,987,458**	($1,363,783)	($1,235,220)	-	-	**($2,599,003)**	($89,624)	($89,624)	$87,866	**($2,690,384)**	$297,074	83%
8	$2,719,043	$328,164	**$3,047,207**	($1,391,058)	($1,259,924)	-	-	**($2,650,983)**	($91,416)	($91,416)	$89,624	**($2,744,191)**	$303,016	103%
9	$3,303,192	-	**$3,303,192**	($1,418,880)	($1,285,123)	-	-	**($2,704,002)**	($99,096)	($99,096)	$91,416	**($2,810,778)**	$492,414	122%
10	$3,640,303	$922,012	**$4,562,314**	($1,447,257)	($1,310,825)	($1,211,000)	-	**($3,969,082)**	($136,869)	($136,869)	$99,096	**($4,143,726)**	$418,589	92%
11	$3,989,577	$663,984	**$4,653,561**	($1,476,202)	($1,337,042)	($1,235,220)	-	**($4,048,464)**	($139,607)	($139,607)	$136,869	**($4,190,808)**	$462,752	99%
12	$4,351,366	$395,266	**$4,746,632**	($1,505,726)	($1,363,783)	($1,259,924)	-	**($4,129,433)**	($142,399)	($142,399)	$139,607	**($4,274,624)**	$472,007	105%
13	$4,726,030	$115,534	**$4,841,565**	($1,535,841)	($1,391,058)	($1,285,123)	-	**($4,212,022)**	($145,247)	($145,247)	$142,399	**($4,360,117)**	$481,448	112%
14	$5,113,941	-	**$5,113,941**	($1,566,558)	($1,418,880)	($1,310,825)	($152,545)	**($4,448,807)**	($153,418)	($153,418)	$145,247	**($4,610,397)**	$503,544	115%
15	$5,216,220	-	**$5,216,220**	($1,597,889)	($1,447,257)	($1,337,042)	($155,596)	**($4,537,784)**	($156,487)	($156,487)	$153,418	**($4,697,339)**	$518,881	115%
16	$5,320,544	-	**$5,320,544**	($1,629,847)	($1,476,202)	($1,363,783)	($158,708)	**($4,628,539)**	($159,616)	($159,616)	$156,487	**($4,791,285)**	$529,259	115%
17	$5,426,955	-	**$5,426,955**	($1,662,443)	($1,505,726)	($1,391,058)	($161,882)	**($4,721,110)**	($162,809)	($162,809)	$159,616	**($4,887,111)**	$539,844	115%
18	$5,535,494	-	**$5,535,494**	($1,695,692)	($1,535,841)	($1,418,880)	($165,120)	**($4,815,532)**	($166,065)	($166,065)	$162,809	**($4,984,853)**	$550,641	115%
19	$5,646,204	-	**$5,646,204**	($1,729,606)	($1,566,558)	($1,447,257)	($168,422)	**($4,911,843)**	($169,386)	($169,386)	$166,065	**($5,084,550)**	$561,654	115%
20	$5,759,128	$0	**$5,759,128**	($1,764,198)	($1,597,889)	($1,476,202)	($171,790)	**($5,010,080)**	($172,774)	($172,774)	$169,386	**($5,186,241)**	$572,887	115%
21	$5,874,311	-	**$5,874,311**	($1,799,482)	($1,629,847)	($1,505,726)	($175,226)	**($5,110,281)**	($176,229)	($176,229)	$172,774	**($5,289,966)**	$584,344	115%
22	$5,991,797	-	**$5,991,797**	($1,835,472)	($1,662,443)	($1,535,841)	($178,731)	**($5,212,487)**	($179,754)	($179,754)	$176,229	**($5,395,765)**	$596,031	115%
23	$6,111,633	-	**$6,111,633**	($1,872,181)	($1,695,692)	($1,566,558)	($182,305)	**($5,316,737)**	($183,349)	($183,349)	$179,754	**($5,503,681)**	$607,952	115%
24	$6,233,865	-	**$6,233,865**	($1,909,625)	($1,729,606)	($1,597,889)	($185,951)	**($5,423,071)**	($187,016)	($187,016)	$183,349	**($5,613,754)**	$620,111	115%
25	$6,358,543	-	**$6,358,543**	($1,947,818)	($1,764,198)	($1,629,847)	($189,671)	**($5,531,533)**	($190,756)	($190,756)	$187,016	**($5,726,030)**	$632,513	115%
26	$6,485,714	-	**$6,485,714**	($1,986,774)	($1,799,482)	($1,662,443)	($193,464)	**($5,642,164)**	($194,571)	($194,571)	$190,756	**($5,840,550)**	$645,163	115%
27	$6,615,428	-	**$6,615,428**	($2,026,509)	($1,835,472)	($1,695,692)	($197,333)	**($5,755,007)**	($198,463)	($198,463)	$194,571	**($5,957,361)**	$658,067	115%
28	$6,747,736	-	**$6,747,736**	($2,067,040)	($1,872,181)	($1,729,606)	($201,280)	**($5,870,107)**	($202,432)	($202,432)	$198,463	**($6,076,508)**	$671,228	115%
29	$6,882,691	-	**$6,882,691**	($2,108,380)	($1,909,625)	($1,764,198)	($205,305)	**($5,987,509)**	($206,481)	($206,481)	$202,432	**($6,198,038)**	$684,653	115%
30	$7,020,345	-	**$7,020,345**	($2,150,548)	($1,947,818)	($1,799,482)	($209,412)	**($6,107,259)**	($210,610)	($210,610)	$206,481	**($6,321,999)**	$698,346	115%
31	$7,160,752	-	**$7,160,752**	-	($1,986,774)	($1,835,472)	($213,600)	**($4,035,846)**	($214,823)	($214,823)	$210,610	**($4,254,880)**	$2,905,871	177%
32	$7,303,967	-	**$7,303,967**	-	($2,026,509)	($1,872,181)	($217,872)	**($4,116,563)**	($219,119)	($219,119)	$214,823	**($4,339,978)**	$2,963,989	177%
33	$7,450,046	-	**$7,450,046**	-	($2,067,040)	($1,909,625)	($222,229)	**($4,198,894)**	($223,501)	($223,501)	$219,119	**($4,426,778)**	$3,023,269	177%
34	$7,599,047	-	**$7,599,047**	-	($2,108,380)	($1,947,818)	($226,674)	**($4,282,872)**	($227,971)	($227,971)	$223,501	**($4,515,313)**	$3,083,734	177%
35	$7,751,028	-	**$7,751,028**	-	($2,150,548)	($1,986,774)	($231,207)	**($4,368,529)**	($232,531)	($232,531)	$227,971	**($4,605,619)**	$3,145,409	177%

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Table E-7
Sacramento Railyards Land Secured Financing
CFD Cash Flow Analysis

Tax Escalation Factor **2.00%**

	Special Tax Revenue			Less Debt Service and Annual Costs										
Year	Developed MAST	Undeveloped Taxes	**Total**	Series 1 Debt SVC	Series 2 Debt SVC	Series 3 Debt SVC	Series 4 Debt SVC	**Subtotal**	Less Delinq. [2]	Less Admin	Plus Prior Yr. Delinq.	**Total**	**PAYGO**	**Coverage from Dev. MAST**
Source:	*Table E-6*					*Table E-4*								
Formula	*a*		*b*	*c*	*d*	*e*	*f*	*g=c+d+e+f*	*h=a*.03*	*i=a*.03*	*j*	*k=g+h+i+j*	*b+k*	*a/g*
	Year of Bond Issue			1	6	10	14							
36	$7,906,049	-	**$7,906,049**	-	-	($2,026,509)	($235,831)	**($2,262,341)**	($237,181)	($237,181)	$232,531	**($2,504,173)**	$5,401,876	349%
37	$8,064,170	-	**$8,064,170**	-	-	($2,067,040)	($240,548)	**($2,307,588)**	($241,925)	($241,925)	$237,181	**($2,554,256)**	$5,509,913	349%
38	$8,225,453	-	**$8,225,453**	-	-	($2,108,380)	($245,359)	**($2,353,739)**	($246,764)	($246,764)	$241,925	**($2,605,341)**	$5,620,111	349%
39	$8,389,962	-	**$8,389,962**	-	-	($2,150,548)	($250,266)	**($2,400,814)**	($251,699)	($251,699)	$246,764	**($2,657,448)**	$5,732,514	349%
40	$8,557,761	-	**$8,557,761**	-	-	-	($255,272)	**($255,272)**	($256,733)	($256,733)	$251,699	**($517,038)**	$8,040,723	3352%
41	$8,728,916	-	**$8,728,916**	-	-	-	($260,377)	**($260,377)**	($261,867)	($261,867)	$256,733	**($527,379)**	$8,201,537	3352%
42	$8,903,495	-	**$8,903,495**	-	-	-	($265,585)	**($265,585)**	($267,105)	($267,105)	$261,867	**($537,927)**	$8,365,568	3352%
43	$9,081,565	-	**$9,081,565**	-	-	-	($270,896)	**($270,896)**	($272,447)	($272,447)	$267,105	**($548,685)**	$8,532,879	3352%
44	$9,263,196	-	**$9,263,196**	-	-	-	-	**-**	($277,896)	($277,896)	$272,447	**($283,345)**	$8,979,851	n/a
45	$9,263,196	-	**$9,263,196**	-	-	-	-	**-**	($277,896)	($277,896)	$277,896	**($277,896)**	$8,985,300	n/a
46	$9,263,196	-	**$9,263,196**	-	-	-	-	**-**	($277,896)	($277,896)	$277,896	**($277,896)**	$8,985,300	n/a
47	$9,263,196	-	**$9,263,196**	-	-	-	-	**-**	($277,896)	($277,896)	$277,896	**($277,896)**	$8,985,300	n/a
48	$9,263,196	-	**$9,263,196**	-	-	-	-	**-**	($277,896)	($277,896)	$277,896	**($277,896)**	$8,985,300	n/a
49	$9,263,196	-	**$9,263,196**	-	-	-	-	**-**	($277,896)	($277,896)	$277,896	**($277,896)**	$8,985,300	n/a
50	$9,263,196	-	**$9,263,196**	-	-	-	-	**-**	($277,896)	($277,896)	$277,896	**($277,896)**	$8,985,300	n/a
														cf

[1] Cash flow assumes issuing bonds only on developed units. MAST stops escalating after bonds paid off.
[2] Assumes a 3-percent delinquency rate each year. Also assumes that 3-percent is paid in full within a year, so is added back into the PAYGO component in the following year.

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Table E-8
Sacramento Railyards Land Secured Financing
Value per Developable Acre Required for Value to Lien Feasibility

Item	Formula	Assumption/ Source	Series 1	Series 2	Series 3	Series 4
Developable Acres	a	111.59				
Bond Size		Table E-4	$ 20,000,000	$ 20,000,000	$ 20,000,000	$ 2,520,000
Cumulative Bonds Issued	b		$ 20,000,000	$ 40,000,000	$ 60,000,000	$ 62,520,000
Assessed Value Required *(3:1 value to lien ratio)*	c=b*3		$ 60,000,000	$ 120,000,000	$ 180,000,000	$ 187,560,000
Assessed Value per Developable Acre Required [1]	c/a		$ 537,683	$ 1,075,365	$ 1,613,048	$ 1,680,796

value

[1] Assessed value would include vertical development once constructed.

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Table E-9
Sacramento Railyards Land Secured Financing
Planned Land Uses

Lot	Description	Acres	Dwelling Units	Hotel Rooms	MLS Seats	Building Square Feet: Residential Bldg. Sq. Ft.	Building Square Feet: Hotel Bldg. Sq. Ft.	Building Square Feet: Kaiser	Building Square Feet: Other	Building Square Feet: Total
Square Feet per Room/Unit						*900*	*1,000*			
Taxable Lots										
2	Kaiser Hospital	17.41				0	0	1,168,003		**1,168,003**
3		3.41	523			470,700	0		22,216	**492,916**
4		3.50	600	450		540,000	450,000		523,419	**1,513,419**
6		4.28				0	0		577,103	**577,103**
7		3.41				0	0		410,176	**410,176**
8		2.81				0	0		339,861	**339,861**
9		1.92				0	0		185,652	**185,652**
10	Historic Retail portion	0.89				0	0		10,000	**10,000**
12		1.76	277			249,300	0		210,947	**460,247**
15		2.85				0	0		675,567	**675,567**
18		0.38				0	0		41,663	**41,663**
19		0.31				0	0		9,901	**9,901**
20	Paint shop - Existing	1.54				0	0		56,750	**56,750**
22		0.19				0	0		20,000	**20,000**
23		0.26				0	0		56,511	**56,511**
24		0.61				0	0		38,331	**38,331**
25		0.88				0	0		45,456	**45,456**
26		0.46				0	0		37,756	**37,756**
27		0.87				0	0		40,587	**40,587**
35		4.98	543	450		488,700	450,000		32,017	**970,717**
40		1.86	0	0		0	0		175,335	**175,335**
43		2.60	468			421,200	0		253,262	**674,462**
44		1.65				0	0		28,929	**28,929**
46		3.38				0	0		301,966	**301,966**
47		3.15				0	0		385,566	**385,566**
48		2.71	532			478,800	0		19,275	**498,075**
49		4.00	354	200		318,600	200,000		236,571	**755,171**
50		1.52	177			159,300	0		42,110	**201,410**
52	MLS Stadium	14.74			22,000	0	0		0	**NA**
56		2.89	332			298,800	0		78,956	**377,756**
57		2.85	347			312,300	0		20,451	**332,751**
58		2.36	277			249,300	0		16,335	**265,635**
59		2.53	296			266,400	0		17,446	**283,846**
69		4.12	354			318,600	0		84,220	**402,820**
70	Excludes Open Space portion	3.79	421			378,900	0		24,289	**403,189**
71		1.69	199			179,100	0		11,761	**190,861**
73		3.03	300			270,000	0		17,707	**287,707**
Total Taxable		**111.59**	**6,000**	**1,100**	**22,000**	**5,400,000**	**1,100,000**	**1,168,003**	**5,048,092**	**12,716,095**

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Table E-9
Sacramento Railyards Land Secured Financing
Planned Land Uses

						Building Square Feet				
Lot	**Description**	**Acres**	**Dwelling Units**	**Hotel Rooms**	**MLS Seats**	Residential Bldg. Sq. Ft.	Hotel Bldg. Sq. Ft.	Kaiser	Other	**Total**
Non-Taxable Lots										
1	Open Space	0.53								**0**
4e	Water Tower	0.08								**0**
5	Stanford St. Median (.24 os)	0.66								**0**
10	Open Space Portion	0.61								**0**
11	Private Street	0.00								**0**
17	Parking Garage	1.74								**0**
21	Open Space	3.89								**0**
28	Museum	2.32							100,000	**100,000**
29	Museum	1.81							80,000	**80,000**
30	Open Space	4.77								**0**
31	Open Space	2.08								**0**
32	Open Space	0.76								**0**
33	? (1.13 open space)	4.23								**0**
34	Open Space	1.11								**0**
41	Courthouse	2.50								**0**
42	SMUD	1.18								**0**
45	Open Space	0.22								**0**
51	Fire and Police Dedication	5.01								**0**
53	Open Space	0.50								**0**
60	Open Space	0.18								**0**
61	Levee	0.00								**0**
62	Levee	0.00								**0**
63	Levee	0.00								**0**
64	Levee	0.00								**0**
65	Open Space	0.69								**0**
67	Open Space	0.00								**0**
68	Open Space	1.76								**0**
70	Open Space portion	0.55								**0**
72	Open Space	9.28								**0**
Total Not Taxable		**46.46**	**0**	**0**	**0**	**0**	**0**	**0**	**180,000**	**180,000**
TOTAL ACRES		**158.05**	**6,000**	**1,100**	**22,000**	**5,400,000**	**1,100,000**	**1,168,003**	**5,228,092**	**12,896,095**

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RESOLUTION NO. 2016-

Adopted by the Sacramento City Council

November 10, 2016

RESOLUTION AMENDING THE SACRAMENTO 2035 GENERAL PLAN LAND USE AND URBAN FORM DIAGRAM TO CHANGE THE LAND USE DESIGNATIONS FOR VARIOUS PARCELS CONSISTENT WITH THE SACRAMENTO RAILYARDS SPECIFIC PLAN (P15-040).

BACKGROUND

A. On October 22, 2015, March 24, 2016, May 12, 2106, June 30, 2016, August 11, 2016, September 8, 2016, September 22, 2106, and October 6, 2016, the City Planning and Design Commission participated in public hearings on the Sacramento Railyard project.

B. On November 18, 2015, May 18, 2016, and June 30, 2016, the City Preservation Commission participated in public hearings on the Sacramento Railyard project, and on August 17, 2016, forwarded recommendation to Council to amend the Central Shops Historic District ordinance (OR2007-108) and to nominate the Railyards water tower for listing in the Sacramento Register of Historic and Cultural Resources as a Landmark.

C. On September 21, 2016, the City Preservation Commission conducted a public hearing on the Sacramento Railyards project, and forwarded to the City Planning and Design Commission a recommendation to approve amending the 2035 General Plan Land Use and Urban Form Diagram as set forth in Exhibit A and B.

D. On October 24, 2016, the City Planning and Design Commission conducted a public hearing on the Sacramento Railyards project, and forwarded to the City Council a recommendation to approve amending the 2035 General Plan Land Use and Urban Form Diagram as set forth in Exhibit A and B.

E. On November 10, 2016, the City Council conducted a public hearing that was noticed in accordance with Government Code section 65355 and Sacramento City Code section 17.812.030 at which it received and considered evidence concerning the Sacramento Railyards project.

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

Section 1. The General Plan is in full compliance with the applicable requirements of the Planning and Zoning Law and comprises a comprehensive, long-term general plan for the physical development of the city and lands located outside of the territorial limits of the city that have a relation to its planning.

Section 2. The General Plan contains the substance of each of the state-mandated elements, to the extent that the subject of the element exists within the planning area.

Section 3. The General Plan comprises an integrated, internally consistent, and compatible statement of policies for the city relating to its physical development.

Section 4. The amendment is internally consistent with the goals, policies, and other provisions of the general plan; and the amendment promotes the public health, safety, convenience, and welfare of the city; and the zoning classifications of the subject parcels are consistent with the proposed general plan land use designation.

Section 5. Based on verbal and documentary evidence received at the hearing, the City Council approves the 2035 General Plan Land Use and Urban Form Diagram Amendment as set forth in Exhibit B.

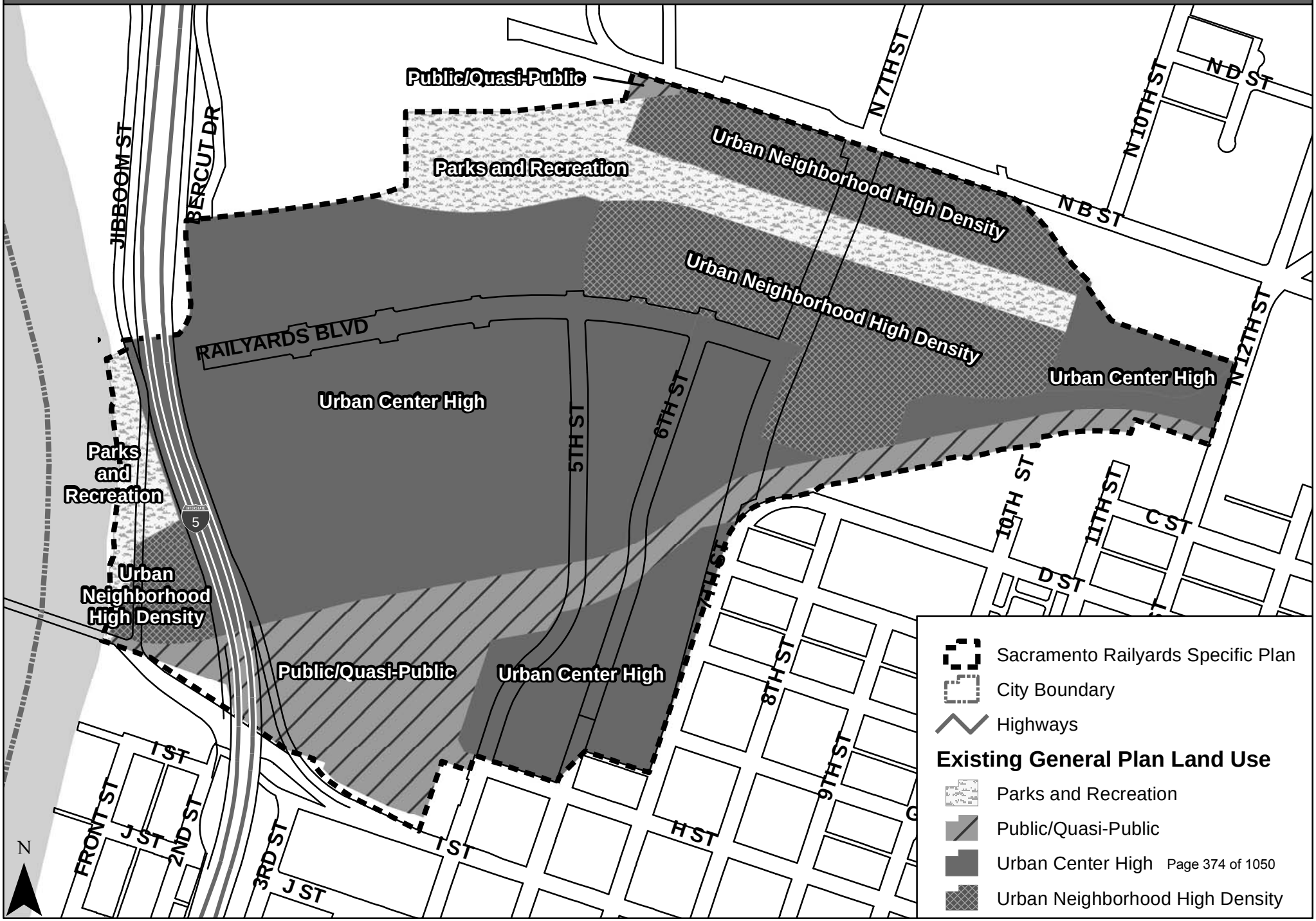
Section 6. Exhibit A and B are part of this Resolution.

Table of Contents:

Exhibit A – Existing General Plan Land Use
Exhibit B – Revised General Plan Land Use

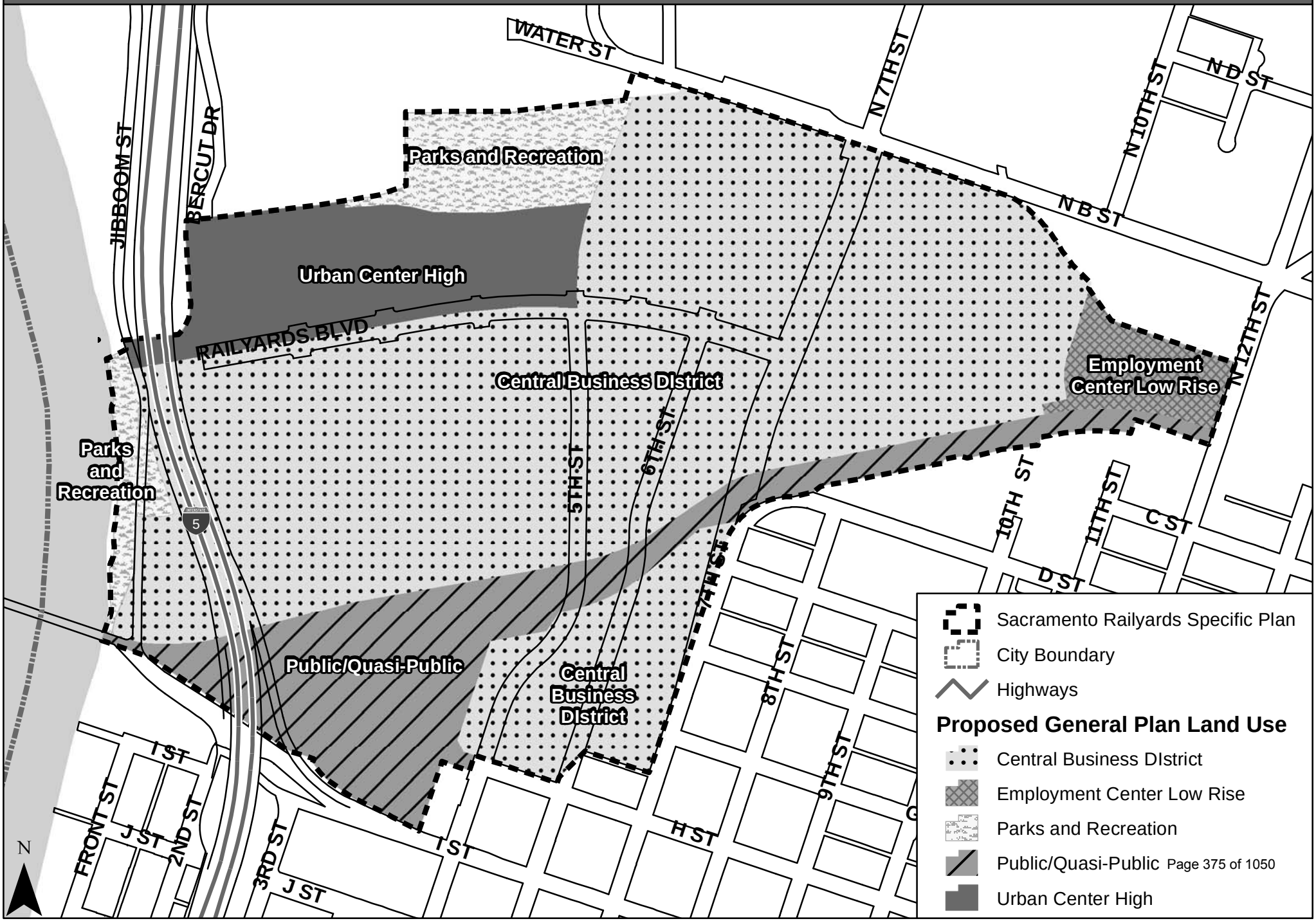
City of Sacramento

Sacramento Railyards - Existing General Plan Land Use



City of Sacramento

Sacramento Railyards - Proposed General Plan Land Use



RESOLUTION NO. 2016-

Adopted by the Sacramento City Council

AMENDING THE GENERAL PLAN CIRCULATION ELEMENT (SACRAMENTO RAILYARDS SPECIFIC PLAN (P15-040))

BACKGROUND

A. On October 22, 2015, March 24, 2016, May 12, 2016, June 30, 2016, August 11, 2016, September 8, 2016, September 22, 2016 and October 6, 2016, the City Planning and Design Commission held public meetings on the Sacramento Railyards Specific Plan.

B. As stated in the 2035 General Plan in policy M4.4.1, the City maintains a roadway network diagram that categorizes streets according to function and type. Figure M-4A shall be modified to show the updated street classifications for the Railyards.

C. On October 24, 2016, the City Planning and Design Commission held a noticed public hearing on the Railyards Specific Plan in accordance with Government Code Section 65353 and 65453, received and considered evidence, and forwarded to the City Council a recommendation to amend the Circulation Element of the General Plan.

D. On November 10, 2016, the City Council conducted a public hearing that was noticed in accordance with Government Code sections 65355 and 65453 and Sacramento City Code section 17.812.030 at which it received and considered evidence concerning the Sacramento Railyards Specific Plan project.

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

Section 1.

A. The general plan is in full compliance with the applicable requirements of the Planning and Zoning Law and comprises a comprehensive, long-term general plan for the physical development of the city and lands located outside of the territorial limits of the city that have a relation to its planning;

B. The general plan contains the substance of each of the state-mandated elements, to the extent that the subject of the element exists within the planning area;

C. The general plan comprises an integrated, internally consistent, and compatible statement of policies for the city relating to its physical development.

Section 2. Based on verbal and documentary evidence received at the hearing, the City Council approves the 2035 General Plan Circulation Amendment as set forth in Exhibit A.

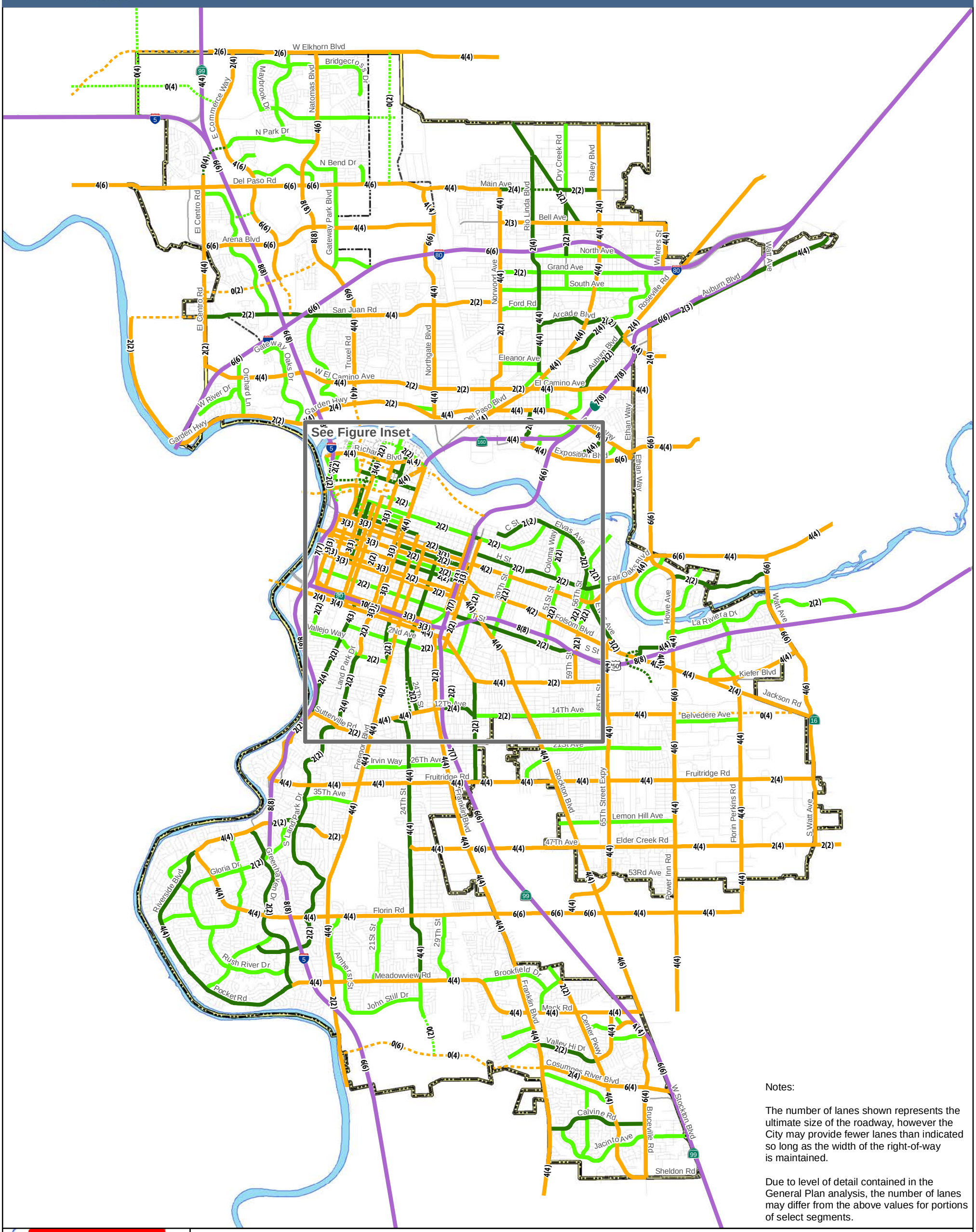
Section 3. Exhibit A is a part of this Resolution (2 pages).

Table of Contents:

Exhibit A – Circulation Map (Replaces Page 2-203 in the General Plan)

SACRAMENTO 2035 GENERAL PLAN

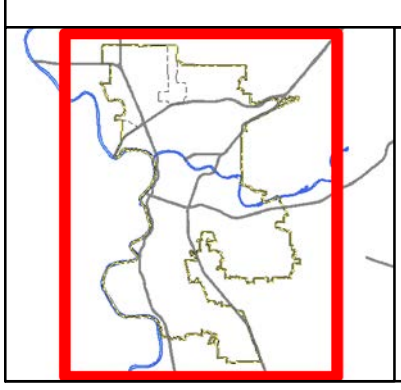
Figure M4
Citywide Circulation Diagram



Notes:

The number of lanes shown represents the ultimate size of the roadway, however the City may provide fewer lanes than indicated so long as the width of the right-of-way is maintained.

Due to level of detail contained in the General Plan analysis, the number of lanes may differ from the above values for portions of select segments.



Legend

- X(Y) Existing (Future) Number of Lanes
- Freeway
- Arterial
- Major Collector
- Minor Collector
- Planned Local Road
- Planned Arterial
- Planned Major Collector
- Planned Minor Collector
- City Limits
- Waterways

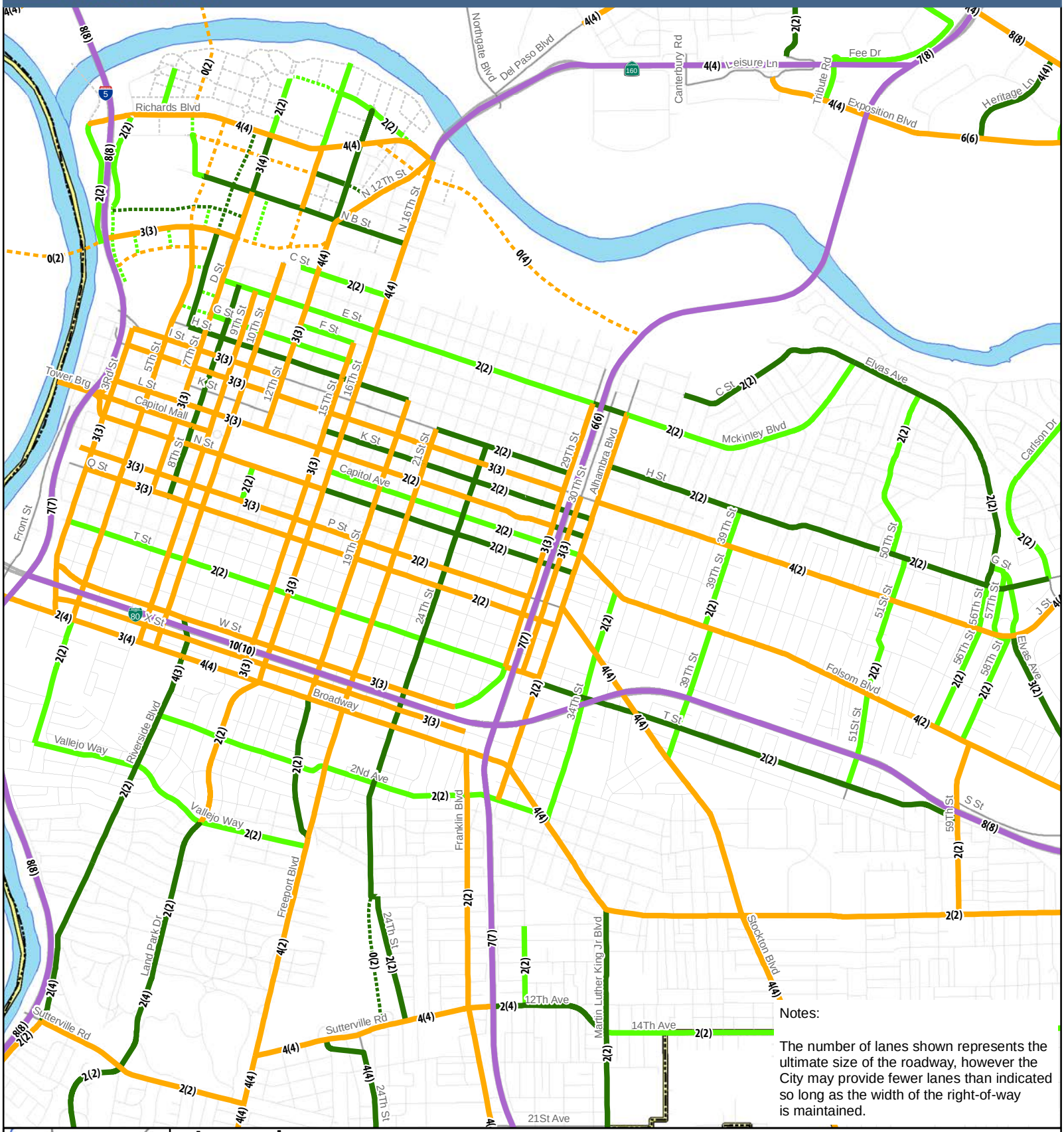
N W E S

0 1 2 Miles

Data Source: City of Sacramento, 2012;

SACRAMENTO 2035 GENERAL PLAN

Figure M4A
Citywide Circulation Diagram - Central City Inset



Notes:

The number of lanes shown represents the ultimate size of the roadway, however the City may provide fewer lanes than indicated so long as the width of the right-of-way is maintained.

Legend

- X(Y) Existing (Future) Number of Lanes
- Freeway
- Arterial
- Major Collector
- Minor Collector
- Planned Local Road
- Planned Arterial
- Planned Major Collector
- Planned Minor Collector
- City Limits
- Waterways

N W E S

0 0.25 0.5 Miles

Data Source: City of Sacramento, 2012;

RESOLUTION NO. 2016-

Adopted by the Sacramento City Council

November 10, 2016

RESOLUTION RECINDING THE 2007 SACRAMENTO RAILYARDS SPECIFIC PLAN AND ADOPTING THE 2016 SACRAMENTO RAILYARDS SPECIFIC PLAN (P15-040)

BACKGROUND

A. On October 22, 2015, March 24, 2016, May 12, 2016, June 30, 2016, August 11, 2016, September 8, 2016, September 22, 2016, and October 6, 2016, the City Planning and Design Commission participated in public hearings on the Sacramento Railyard project.

B. On November 18, 2015, May 18, 2016, and June 30, 2016, the City Preservation Commission participated in public hearings on the Sacramento Railyard project, and on August 17, 2016, forwarded recommendation to Council to amend the Central Shops Historic District ordinance (OR2007-108) and to nominate the Railyards water tower for listing as a Landmark in the Sacramento Register of Historic and Cultural Resources.

C. On September 21, 2016, the City Preservation Commission conducted a public hearing on the Sacramento Railyards project, and forwarded to the City Planning and Design Commission a recommendation to approve amending the Sacramento Railyards Specific Plan as set forth in Exhibit A.

D. On October 24, 2016, the City Planning and Design Commission conducted a public hearing on the Sacramento Railyards project, and forwarded to the City Council a recommendation to rescind the 2007 Sacramento Railyards Specific Plan and to adopt the 2016 Sacramento Railyards Specific Plan as set forth in Exhibit A.

E. On November 10, 2016, the City Council conducted a public hearing that was noticed in accordance with Government Code section 65355 and Sacramento City Code section 17.812.030 at which it received and considered evidence concerning the Sacramento Railyards project.

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

Section 1. The Specific Plan in consistent with the 2035 General Plan and the Planning and Development Code in that it is aligned with the 2035 General Plan land use and urban form diagram and it supports General

Plan goals addressing infill development, preservation of historic and cultural resources, sustainable development and access to the riverfront.

Section 2. Based on the verbal and documentary evidence received at the hearings held on November 10, 2016, the City Council hereby rescinds the 2007 Sacramento Railyards Specific Plan by rescinding Resolution 2007-908, and hereby adopts the 2016 Sacramento Railyards Specific Plan set forth in Exhibit A.

Section 3. Exhibit A is part of this Resolution.

Table of Contents:

Exhibit A – Sacramento Railyards Specific Plan

SACRAMENTO RAILYARDS SPECIFIC PLAN

Draft October 12, 2016

Prepared for: **Railyards Ventures, LLC**

Prepared by: AECOM

SACRAMENTO RAILYARDS SPECIFIC PLAN

City of Sacramento / Draft October 12, 2016

Prepared for: **Railyards Ventures, LLC**

Prepared by: AECOM

INTRODUCTION 1

Redevelopment of the Railyards area, a 244-acre site in downtown Sacramento, offers a unique opportunity to reinforce and implement the City of Sacramento's (City) 2035 General Plan vision to be "the most livable city in America." The Railyards area has the potential to expand the role of the Central City as Sacramento's regional destination for employment; commerce; sports and entertainment; shopping; housing; government; and education, culture, and tourism. Additionally, the City intends-intends to create a transit-oriented mixed-use district as an integral extension of the Central Business District. The General Plan emphasizes the following six themes, which create the basic framework for updating the Railyards Specific Plan to match the City's current goals and policies:

- Making great places;
- Growing smarter;
- Maintaining a vibrant economy;
- Creating a healthy city;
- Living lightly-reducing our "carbon footprint"; and
- Developing a sustainable future.

By focusing on regional employment opportunities, cultural destinations, and high-quality residential neighborhoods, the Railyards Specific Plan advances the policies of the General Plan, which calls for improved land use efficiency and reduced GHG emissions through a healthy jobs-housing balance; multi-modal connectivity; urban centers with jobs, housing, shopping, services, and transit; and advanced green building practices. This Sacramento Railyards Specific Plan supersedes the existing Railyards Specific Plan, last updated in 2007. The project site has the same Plan Area, with slight adjustments to the boundaries of the 2007 Plan.

The Railyards Specific Plan is the overarching policy document that guides development within the Railyards Plan Area, but it works together with three other documents that provide specific guidance on matters relating to urban design, development regulations, and permitting: the Railyards Design Guidelines, the Railyards Special Planning District Ordinance (SPD), and the Central Shops Historic District Ordinance. The Railyards Design Guidelines document, which provides design guidance in written and graphic form for private and public projects undertaken in the Railyards, aims to promote the improved aesthetic and functional quality of the Railyards community.

The purpose of the SPD is to implement the planning principles, goals, and policies of the Specific Plan by establishing necessary procedures and standards through zoning. The Historic District Ordinance will identify contributing resources and character-defining features and utilize development standards, pursuant to Chapter 17.604 (Historic Preservation) of the Sacramento Planned Development Code. In the interest of making

these documents as concise as possible, there is very little overlap among them. As such, parties who are interested in developing properties within the Railyards Plan Area must consult each of these four documents prior to design and construction.

The Railyards Specific Plan defines clear parameters for the future development of the Railyards area. Implementation of this Plan will create a unique mixed-use development consisting of regional destinations, commercial uses, office development, hotels, sports, entertainment and retail uses, with high-density residential neighborhoods that provide opportunities to live and work in the Central City and are supported by urban parks and plazas.

This chapter of the Railyards Specific Plan provides a description of the Plan Area, an overview of the development plan, and a description of the planning process that was followed to produce the document.

A. Plan Area

The following sections describe the regional and local settings of the Railyards Specific Plan Area.

1. Regional Location

As shown in Figure 1-1, the City is located in the north-central part of California, approximately equidistant from the coastline and the Nevada state line. In addition to being the state capital, it is also the largest city in Sacramento County as well as the county seat. The city covers approximately 100 square miles and, as of 2015, is home to over 480,000 people.[1]

[1] DOF. E-1 Cities, Counties, and the State Population Estimates with Annual Percent Change—January 1, 2014 and 2015

Source: AECOM

Figure 1-1. Regional Location

2. Plan Area

The 244-acre Plan Area is located immediately north of the Central Business District, east of the Sacramento River, south of North B Street and west of the federal courthouse and the Alkali Flat neighborhood. Figure 1-2 shows the various neighborhood districts surrounding the Plan Area. Figure 1-3 shows the Plan Area and the distribution of ownership on the Railyards site. The site sits between the confluence of the Sacramento and American Rivers, where the initial settlement of the City of Sacramento was founded in 1849 along the banks of the Sacramento River. The Railyards is in close proximity to Old Sacramento, Downtown, Chinatown, the federal courthouse and local government offices, the Richards Boulevard industrial district, and the historic Alkali Flat neighborhood. A key element of this Plan is to knit the surrounding areas to the new districts and neighborhoods in the Railyards and allow for the downtown circulation grid to extend northward connecting to Richards Boulevard and the River District.

Figure 1-2. City of Sacramento Neighborhood Districts Map

Figure 1-3. *Plan Area and Ownership*

B. *Planning Process*

Previous studies for the Railyards Area and its immediate surroundings include the Sacramento Central City Community Plan, which was adopted on May 15, 1980 and last updated March 2015; the Central City Urban Design Guidelines, adopted in 2009; the Facility Element of the Railyards Specific Plan and the Richards Boulevard Area Plan, which were adopted by the City Council on December 1994; the River District Specific Plan, adopted in February 2011 and superseded the Richards Boulevard Area Plan; and the Railyards Special Planning District provisions in the Zoning Code, adopted in 1999 and last updated in 2013. A much more extensive public process was conducted since the completion of the 1999 Specific Plan, which led to the revised Specific Plan, Design Guidelines, SPD, and Central Shops Historic District documents, adopted in 2007.

1. Community Outreach and Land Use Plan Evolution

Since 2002, the City has performed significant community outreach to determine how best to plan the Railyards. In 2004, the City conducted a Visioning Process for the development of the Railyards Area, which consisted of a series of public workshops to generate community input on the redevelopment of the Railyards area. The results of the visioning exercise helped to inform the planning process for the Railyards project. The majority of participants expressed a preference for higher-density housing, ground-floor retail, affordable units, and live/work space. They indicated a preference for a 24-hour mixed- use district that would not "close down after 5 p.m." In terms of

transportation, the participants expressed a desire for a walkable and bikable community with close access to transit.

During the course of the next three years, several other community outreach efforts were made to further guide the development of the Railyards. A community workshop was held by the City and the then developer in May of 2006 to get additional feedback. Participants expressed interest in providing pedestrian and street connectivity; providing community facilities, such as schools, day-care facilities, better recreational spaces, and a mix of housing types and affordability; preserving the Central Shops; sustainability; establishing destination places, such as museums and a performing arts theater; celebrating railroad and cultural history; and ensuring high quality design. These community outreach efforts resulted in significant refinements to the plan from 2002 to 2007. The community's desirable attributes are still retained as part of the 2016 updates made to the 2007 Plan.

2. Specific Plan Objectives

The Railyards Specific Plan is the by-product of extensive comments from participants of the visioning process, community meetings, interested community groups, local business interests, City staff, City Commissions, the City Council, Sacramento County, and other local elected officials. Based on this input, the Specific Plan has been developed based on a framework that includes the following key objectives:

- Integrate the Railyards area into the fabric of the existing Central City, subject to the physical constraints created by the operating rail and transportation lines and topography. The Railyards has historically been isolated from the City. Now the opportunity exists to increase the integration of the area from all points, not just downtown, into a more seamless patch of the City fabric.
- Create a dynamic 24-hour mixed-use, urban environment that provides a range of complementary uses, including cultural, office, hospitality, sports and entertainment, retail, health care, educational, and open space; and a mixture of housing products, including affordable housing.
- Connect the Railyards with Sacramento's downtown office, retail, tourism, residential, and government centers, as well as Old Sacramento, the River District area, and the adjacent Alkali Flat neighborhood, using pedestrian and bicycle connections, roadways, and public transportation routes.
- Connect the Railyards to the Sacramento River waterfront, and allow for hotel, public open space, residential waterfront and recreational uses, consistent with the vision of the 2003 Riverfront Master Plan that will result in a vibrant waterfront, valuable to the region and the City.
- Transform the Railyards from an underutilized and environmentally contaminated industrial site into a transit-oriented, attractive, and nationally renowned mixed-use urban environment.
- Capitalize on the historic Central Shops buildings as a heritage tourism draw and as inspiration for a mix of uses that will help to create a culturally-vibrant, urban community.
- Create a development that is a regional draw for the City of Sacramento due to its

geographic location downtown near the Sacramento River waterfront and its unique mix of transportation, residential, health care campus, cultural, office, hospitality, sports and entertainment, retail, and open space uses and historic sites.

- Provide a mixture of uses that complement and support the City's planned Sacramento Intermodal Transit Facility (SITF), connecting the Central City to the region, the state, and beyond.
- Create a sustainable community that utilizes green building technology, water conservation measures, and renewable energy sources.

C. Specific Plan Components

Under California Law (Government Code Section 65450 et seq.), cities and counties may adopt specific plans to develop policies, programs, and regulations to implement the jurisdiction's adopted General Plan. A specific plan serves as a bridge between the General Plan, community plans, the Zoning Code, and individual development master plans and planned unit developments, or other large development projects.

1. Required Contents

Although as a charter city the City is not bound by State planning statutes, this Specific Plan has been prepared in accordance with the requirements of Government Code Section 65451. As such, the Plan includes text and diagrams that generally describe the following:

- The distribution, location, and extent of all land uses, including open space.
- The proposed distribution, location, extent, and intensity of major components of public infrastructure, such as transportation and drainage systems and other essential facilities needed to support the land uses.
- Standards and criteria which specify how development of the Railyards area will proceed.
- A statement of consistency between the Specific Plan and the goals and policies contained in the General Plan.
- A program of implementation measures, such as regulations, programs, and public works projects, and financing measures necessary to complete the essential facilities to allow for development of the Plan Area.

2. Consistency with the General Plan

The policies and objectives of the Plan are consistent with the broad goals of the City of Sacramento 2035 General Plan. In general, the policies of the General Plan call for high-density, mixed-use development on the Railyards site. The Railyards is envisioned as an extension of the Central City, with a high intensity of both employment- and housing-related uses and a strong transit orientation. The following General Plan goals and policies related to land use and urban design are supported by this Specific Plan.

Land Use and Urban Design Element

GOAL LU 1.1: Growth and Change. Support sustainable growth and change through orderly and well-planned development that provides for the needs of existing and future residents and businesses, ensures the effective and equitable provision of public services, and makes efficient use of land and infrastructure.

Supporting Policy:

LU 1.1.1: Regional Leadership

GOAL LU 1.2: Sustainable Sacramento Strategy. Support statewide and regional efforts to reduce greenhouse gas emissions, fund transportation improvements, and meet housing needs.

GOAL LU 2.1: City of Neighborhoods. Maintain a city of diverse, distinct, and well-structured neighborhoods that meet the community's needs for complete, sustainable, and high-quality living environments, from the historic downtown core to well-integrated new growth areas.

Supporting Policy:

LU 2.1.3: Complete and Well-Structured Neighborhoods

GOAL LU 2.2: City of Rivers. Preserve and enhance Sacramento's riverfronts as signature features and destinations within the city and maximize riverfront access from adjoining neighborhoods to facilitate public enjoyment of this unique open space resource.

Supporting Policies:

LU 2.2.1: World-Class Rivers.

LU 2.2.3: Improving River Development and Access.

GOAL LU 2.3: City of Trees and Open Spaces. Maintain multi-functional "green infrastructure" consisting of natural areas, open space, urban forest, and parkland, which serves as a defining physical feature of Sacramento, provides visitors and residents with access to open space and recreation, and is designed for environmental sustainability.

Supporting Policy:

LU 2.3.1: Open Space System

GOAL LU 2.4: City of Distinctive and Memorable Places. Promote community design that produces a distinctive, high-quality built environment whose forms and character reflect Sacramento's unique historic, environmental, and architectural context, and create memorable places that enrich community life.

Supporting Policies:

LU 2.4.1: Unique Sense of Place

LU 2.4.2: Responsiveness to Context

LU 2.4.3: Enhanced City Gateways

LU 2.4.4: Iconic Buildings

GOAL LU 2.5: City Connected and Accessible. Promote the development of an urban pattern of well-connected, integrated, and accessible neighborhoods corridors, and centers.

Supporting Policy:

LU 2.5.1: Connected Neighborhoods, Corridors, and Centers

GOAL LU 2.6: City Sustained and Renewed. Promote sustainable development and land use practices in both new development, reuse, and reinvestment that provide for the transformation of Sacramento into a sustainable urban city while preserving

choices (e.g., where to live, work, and recreate) for future generations.

Supporting Policies:

LU 2.6.1: Sustainable Development Patterns

LU 2.6.2: Transit-Oriented Development

GOAL LU 2.7: City Form and Structure. Require excellence in the design of the city's form and structure through development standards and clear design direction.

Supporting Policies:

LU 2.7.2: Design Review

LU 2.7.3: Transitions in Scale

LU 2.7.5: Development along Freeways

LU 2.7.6: Walkable Blocks

LU 2.7.7: Buildings that Engage the Street

LU 2.7.8: Screening of Off-street Parking

GOAL LU 5.1: Centers. Promote the development throughout the city of distinct, well-designed mixed-use centers that are efficiently served by transit, provide higher-density, urban housing opportunities and serve as centers of civic, cultural, and economic life for Sacramento's neighborhoods and the region.

Supporting Policies:

LU 5.1.1: Diverse Centers

LU 5.1.2: Centers Served by Transit

LU 5.1.3: Cultural and Entertainment Centers

LU 5.1.4: Vertical and Horizontal Mixed-Use

GOAL LU 5.6: Central Business District. Promote the Central Business District (CBD) as the regional center of the greater Sacramento area for living, commerce, culture, and government.

Supporting Policies:

LU 5.6.1: Downtown Center Development

LU 5.6.6: Central City Development Projects

GOAL LU 8.1: Public/Quasi-Public. Provide for governmental, utility, institutional, educational, cultural, religious, and social facilities and services that are located and designed to complement Sacramento's neighborhoods, centers, and corridors and to minimize incompatibility with neighborhoods and other sensitive uses.

Supporting Policy:

LU 8.1.1: Public Places

LU 8.1.13: Medical Centers

Mobility Element

GOAL M 2.1: Integrated Pedestrian System. Design, construct, and maintain a universally accessible, safe, convenient, integrated and well-connected pedestrian system that promotes walking.

Supporting Policies:

M 2.1.2: Sidewalk Design

M 2.1.3: Streetscape Design

M 2.1.4: Cohesive and Continuous Network

M 2.1.5: Housing and Destination Connections

GOAL M 4.2: Complete Streets. The City shall plan, design, operate and maintain all streets and roadways to accommodate and promote safe and convenient travel for all users – pedestrians, bicyclists, transit riders, and persons of all abilities, as well as freight and motor vehicle drivers.

Supporting Policy

M 4.2.2: Pedestrian and Bicycle-Friendly Streets

GOAL M 5.1: Integrated Bicycle System. Create and maintain a safe, comprehensive, and integrated bicycle system and set of support facilities throughout the city that encourage bicycling that is accessible to all. Provide bicycle facilities, programs and services and implement other transportation and land use policies as necessary to achieve the City's bicycle mode share goal as documented in the Bicycle Master Plan.

In addition to providing a plan that will further the preceding goals, policies, and actions, this Specific Plan is consistent with other provisions of the General Plan, including the Mobility Element regarding pedestrian and bicycle circulation and parking, as well as goals and policies in the General Plan's Housing Element, the Historic and Cultural Resources Element, Economic Development Element, Utilities Element, Education, Recreation, and Culture Element, Environmental Resources Element, Public Health and Safety Element, Open Space, and Environmental Constraints Element of the General Plan.

D. Plan Contents

The Specific Plan includes the following chapters:

- **Chapter One** is this introduction, which includes an overview of the Plan Area, a description of the process for development of the Specific Plan, its consistency with the General Plan, and the components of the Plan.
- **Chapter Two** provides an overview of the history of the site and its relationship to existing development in the City of Sacramento.
- **Chapter Three** provides an overview of the major concepts of the Specific Plan, including an overview of each of the neighborhoods and districts that will comprise the Railyards as it is redeveloped and describes the new zoning designations for the Plan Area.
- **Chapter Four** contains a set of overriding principles for future development of the Plan Area, followed by the goals and policies that will guide that development.
- **Chapter Five** describes the proposed program of parks and open space that will be available to Railyards residents and the general public.
- **Chapter Six** contains a summary of the proposed circulation pattern, including specifications for designs of new major streets in the Plan Area; improvements to the existing Sacramento Valley Station, which serves Amtrak, Capitol Corridor, San Joaquin Corridor, light rail passengers; and pedestrian and bicycle improvements.

- **Chapter Seven** describes the proposed infrastructure and public services needed to serve development of the Plan Area.
- **Chapter Eight** describes the Railyards' historic and cultural resources and the designation of a historic district to preserve those resources.
- **Chapter Nine** contains an overview of the environmental remediation efforts, status of site readiness for planned redevelopment, and approach to monitor and implement environmental remediation in accordance with state and local laws, ordinances, regulations, and standards.
- **Chapter Ten** contains specific implementation strategies.

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SETTING AND CONTEXT 2

This chapter describes the historic and physical setting of the 244-acre Railyards site, as well as the transportation, land use, demographic, and economic context of the site within the Central City. Figure 2-1 shows the location of the Railyards in relation to other districts and neighborhoods of the Central City.

Source: AECOM

Figure 2-1. City Context – Project Vicinity within One Mile Radius

A. *Prehistory and History*

This section provides a brief overview of the pre-history and history of the Railyards property.

The history of the Railyards is inexorably tied to the history of Sacramento, the State of California, and the West. The discovery of gold at Sutter's Mill in the Sierra and the subsequent Gold Rush—together with the completion of the transcontinental railroad in the 1860s, with its western terminus in Sacramento—signaled the opening of the West. The railroad helped to establish California's key global position in agriculture and economic development, and its completion made Sacramento a major transfer point between rail and waterborne transportation. The "Railyards" area, which had been swampy and included a slough with rail tracks built on trestles, began to be filled, levees developed and the railroad shops built. The railroad became the principal conveyance for settlers moving to California and for the bountiful goods of the Central Valley to reach new markets throughout the world. The completion of the transcontinental railroad, constructed largely by Chinese immigrants, helped shape Sacramento's cultural identity. After completion of the project, a thriving Chinatown began to develop along I Street, between 2nd and 6th Streets, at what is now the southern edge of the Railyards plan area. As a result of mounting racism, the Chinese were forced out of this neighborhood in the early 1900s. In 1925-6, the "new" Southern Pacific Railroad Sacramento Depot and the adjacent REA Building were built just north of I Street in this area. At its peak in the 1920s and 1930s, the Railyards facility was the region's major employer, with a pay-roll exceeding 3,000 people. Figure 2-2 depicts the historic and existing conditions of the Railyards facility.

In subsequent years, the Railyards began to decline as a major railroad production facility with the rise of personal vehicles for intra-regional travel, trucking for transport, and the airplane for long-distance travel. After 1945, few new buildings were constructed on the site, and the complex gradually eliminated its fabrication and manufacturing components, leaving only maintenance and repair functions. Port activities were relocated to West Sacramento, downriver from the Railyards, where today a deep-water pond is maintained with access via the Sacramento River Deep Water Channel. By the early 1970s, the completion of the Interstate 5 freeway along the western edge of the Railyards cut off direct access to the river and reflected the national emphasis on interstate highway construction over other transportation modes.

The Railyards stands ready to reclaim its place at the center of Sacramento's civic identity. The Railyards Specific Plan provides a critical opportunity to knit together the urban fabric of the Central City, - to create a lasting addition to Sacramento's urban environment.

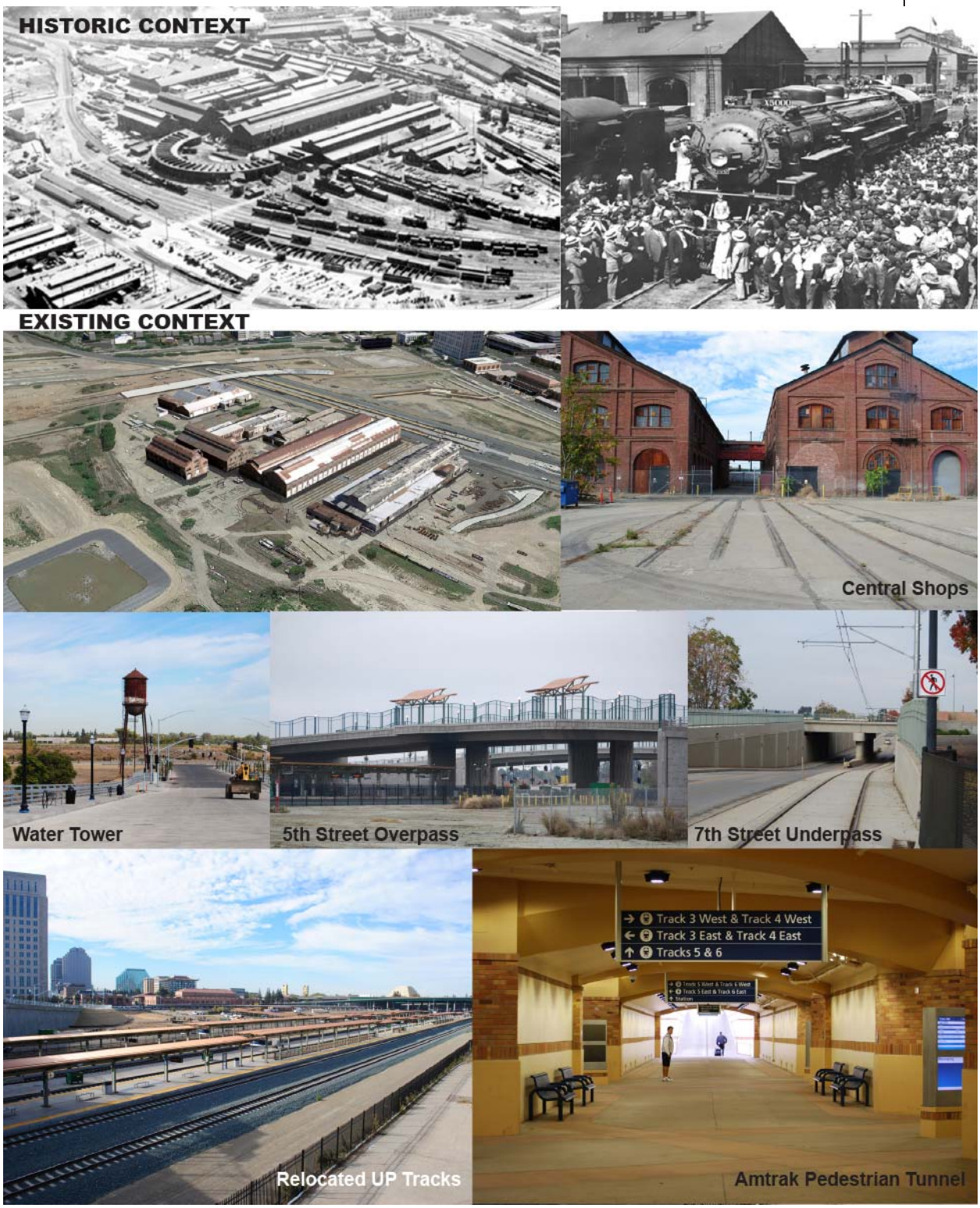

Figure 2-2. Railyards Plan Area – historic and existing context

A. Site Characteristics

As noted in Chapter 1, the Plan Area occupies approximately 244 acres, bounded by the Sacramento River to the west, North B Street to the north, the Alkali Flat neighborhood to the east, and the Sacramento Central Business District to the south. The Railyards area is generally flat, reflecting the historic filling of the land over the past century. It is situated on alluvial deposits of the Sacramento and American rivers. Near the surface, and to a depth of 30 to 50 feet, are deposits of silt and sand. Geotechnical analysis indicates that conditions within the site are unlikely to pose significant constraints to development. It is anticipated that the kinds of foundations required for the different building types in the Railyards will be similar to those required elsewhere in downtown Sacramento.

Since the majority of the site has long been used for railroad and industrial uses, it is mostly devoid of vegetation with the exception of riparian vegetation along the Sacramento River.

A century of industrial activity within the Railyards site has resulted in extensive soil and groundwater contamination. Significant efforts have been undertaken over the past decades to document the nature and extent of contamination, and to remediate the contaminants to a level that will allow for redevelopment of the site for a variety of land uses, subject to certain development standards. In 2010, the Central Shops buildings (with the exception of the Boiler and Erecting Shops) were largely abated of lead, asbestos, and PCBs. Further discussion of the contaminants on the site and relevant environmental regulations and remediation efforts is provided in Chapter 10.

B. Rail Operations

The railroad maintenance and repair activities and other administrative operational functions of the Railyards were relocated in the early 1990s to Roseville, California. Railroad tracks, which carry east-west freight and passenger trains, remain on-site.

The double-track main line was relocated in 2011-12 and enters the Railyards from the west on the lower deck of the I Street Bridge across the Sacramento River. The tracks cross the Railyards site near the southern edge of the Central Shops buildings. The tracks then proceed further eastward on a grade-separated alignment through the Central City, where they split at Elvas Avenue, east of downtown. From there, one leg continues north through Roseville to Truckee and points further east to Chicago, while the other leg proceeds southward to Stockton and the Central Valley.

Union Pacific Railroad (UPRR) operates a number of freight trains on its main line tracks through the site each day. Speeds are limited to 10 miles per hour over the 90-year old I Street Bridge and 25 miles per hour near the existing historic buildings. In addition to through-freight service, local switching operations occur on spurs that connect to the main line, primarily serving the Richards Boulevard area.

Amtrak currently operates 38 passenger trains through the Sacramento station on weekdays and 30 trains on weekends, and holidays (including Capitol Corridor trains, California Zephyr trains, and Coast Starlight trains; as of March 2015). The San Joaquin route runs four trains between Sacramento and Bakersfield, and Amtrak is contracted to operate the Capitol Corridor between Auburn and San Jose via stops in Sacramento and Oakland. Amtrak also operates the California Zephyr, which runs between Oakland and Chicago via Sacramento, and the Coast Starlight, a route between Los Angeles and Seattle via Sacramento, with stops twice daily for each train.

C. Transportation Context

The Central City is the hub of the regional transportation system. It is framed by the Sacramento River to the west, the American River to the north and the Business 80 freeway on the south and east. The regional roadway network radiates outward from downtown Sacramento in six directions, providing access not only throughout Sacramento County, but also to Solano, Yolo, Sutter, El Dorado and Placer Counties. The regional freeway network is comprised of four major routes: Interstate 5, State Route 99, U.S. Highway 50, and Interstate 80, as well as Business Route 80, which interconnects these four freeways.

The light rail transit (LRT) system and its proposed extensions reinforce the primacy of the downtown within the Sacramento region. Currently, the LRT system extends from the northeast suburbs along the Watt/Interstate 80 line through the downtown to the eastern suburbs along the Folsom line, and to the south along the Meadowview line with its newest extension south to Consumnes River College. Portion of the first phase of the Downtown Natomas Airport (DNA) line also crosses downtown into the Railyards, along 7th Street, and then into the River District, providing a direct connection between the downtown and the Township 9 neighborhood in the River District. The next phase of this line will extend to Natomas across the American River before providing service to the Sacramento International Airport. The DNA line connects with the existing light rail system, which includes a light rail station at the Sacramento Valley Station and will connect with the proposed station north of the intersection at 7th Street and Railyards Boulevard. In addition to the commuter rail and light rail systems, the Railyards site is well served by local, regional and intercity bus including plans for a streetcar line connecting downtown Sacramento and West Sacramento, and future plans for California High Speed Rail, both of which propose a Sacramento Valley Station connection. Figure 2-3 shows planned transit infrastructure for the Railyards and its relationship to the existing transit network in the Central City.

The climate, generally flat terrain, and extensive riverside parkways lend themselves to bicycling and the City and County of Sacramento, in cooperation with State agencies, actively promote bicycle commuting. In the downtown area, there are designated bike lanes, routes, and numerous bicycle parking areas. The Railyards redevelopment will create new opportunities to improve the connections between the existing on-street bicycle network and the off-street riverfront bicycle paths.

Source: AECOM

Figure 2-3. Relationship of Railyards to Area Transit

D. Central City Context

As shown in Figure 2-4, the Railyards area is strategically located along the edge of the Central Business District, which is the historic commercial and government center of the growing Sacramento region, as well as the location of the State Capitol. A number of factors have attracted commerce and workers from outside of the region to relocate to Sacramento. Sacramento's combination of metropolitan amenities, low seismic risk and housing opportunities make the area attractive, both to potential residents and businesses alike. Retirees migrating to the Sacramento area have also been an important factor in population growth. Increasingly, Sacramento has focused on developing a metropolitan future and planned development and amenities in the Central City are expected to foster the city's evolution towards being one of the West Coast's major urban centers.

Currently, the 2,000-acre historic core of the Central City includes approximately 530 blocks of commercial and residential development, ranging from single-family homes to high-rise commercial projects with floor-area ratios (FARs) in excess of 15.0 and heights of more than 400 feet. Capitol Park surrounding the State Capitol building provides a 10-block open space area of 36 acres at the heart of the Central City. An additional 46.6 acres of neighborhood parks are distributed throughout the Central City and includes the 3-acre Cesar Chavez Plaza Park which hosts a variety of events such as the popular "Concerts in the Park" summer series and a farmers market. Figure 2-5 shows the Railyards site within the context of the Central City's existing parks and open space system.

Source: AECOM

Figure 2-4. Site Location ((Source: Google Earth, 2015)

Figure 2-5. Relationship of Railyards to Area Parks

Furthermore, the construction of Golden 1 Arena and Downtown Commons, approximately one-block south of the Railyards Plan Area, has brought more energy in terms of real estate value and cultural amenity in the vicinity.

1. Government Activity

Since 1853, when the City of Sacramento offered California free land for its State Capitol, State government has been a key downtown activity. Until the 1920s, most government functions took place within the historic Capitol building in Capitol Park. With increasing growth in the early 20th century, government operations expanded rapidly into adjacent office buildings surrounding the park, and a new State office district was later created immediately south of the Capitol. According to a State Facility Long-Range Planning Study (2015), the California Department of General Services controls 16 million square feet of state-owned and privately owned, but leased, general-purpose office space in the Sacramento region (Sacramento County and West Sacramento). This includes 34 state-owned office buildings totaling over 8 million net square feet.[1] In addition to State facilities, downtown Sacramento also accommodates federal, county, regional, and city governments/ agencies. A federal courthouse is located immediately east of the Sacramento Valley Station, a federal office building and post office complex is located immediately east of the County Government Center on I Street, and City Hall is located one additional block to the east across from Cesar Chavez Park.

The Plan Area will also accommodate a proposed Courthouse for the California Judicial Council on a site bounded by H Street on the south, 5th Street on the west, G Street on the north, and 6th Street on the east (also designated as Lot 41). The proposed courthouse is anticipated to be 16-stories, with 405,000 square feet of space that would provide 44 courtrooms in a centralized downtown location.

2. Office Uses

Downtown Sacramento includes over nineteen million square feet of commercial office space, almost half of which is high-quality corporate professional (Class A) space.[2] While the historic office core of the downtown was originally concentrated along J Street between 7th and 12th Streets, it has, over the past 30 years, spread out to include Capitol Mall and areas east of 12th Street along the J Street corridor. As a key land use policy, the City has actively encouraged increased commercial office density within close proximity to LRT stations outside the downtown core.

3. *Commercial* and Retail Activities and Hotels

With the extensive suburban growth in the Sacramento region, downtown Sacramento has been forced to compete to be the core retail center for the region. Once a struggling retail mall, the majority of the Downtown Plaza site has been redeveloped for Golden 1 Center ("Arena") and Downtown Commons, future home of the Sacramento Kings and 1.5 million square feet of retail, hotel, office, and residential space. To the west of the Arena are one remaining major retailer, Macy's, and a

[1] http://www.documents.dgs.ca.gov/dgs/pio/building/executivesummary.pdf

[2] Costar.com, accessed July 10, 2015

few smaller shops. To the east of the Arena, along J Street and the K Street Mall, there are additional street-oriented shops and restaurants and several mixed-use projects in development. The Arena and retail shops provide support to the surrounding office district. By adding more retail and increasing amenities, the Railyards will strengthen the existing retail offerings of downtown Sacramento.

Old Sacramento, just southwest of the Railyards site, along the Sacramento River, was redeveloped in the late 1960s and early 1970s as a specialty tourism and retail center, a portion of which is a State Historic Park. Although the area now known as "Old Sacramento" was originally the bustling core of the downtown, the construction of the Interstate 5 freeway isolated it from the Central Business District, and it became more of a destination-oriented visitor attraction. Today, the 27-acre area Old Sacramento district includes specialty shops and restaurants, several adaptive reuse rehabilitations to upper floors into housing units, as well as the State Historic Railroad Museum, Sacramento History Museum, and other smaller museums.

Sacramento's Central Business District includes three first-class hotels, and three new hotels are planned. These hotels have traditionally oriented themselves to all three segments of the market: commercial/corporate/government customers, convention center/group business, and tourist and leisure visitors.

4. Residential

One of the unique attributes of downtown Sacramento is its attractive residential neighborhoods, which give character and livability to the Central City. The majority of these neighborhoods are populated with historic single-family homes and the neighborhoods are generally defined by neighborhood parks that are found throughout the Central City.

In 2002, the City adopted a comprehensive Infill Housing Strategy for the Central City that provides recommendations for zoning modifications and other actions related to the production of new housing. The Strategy contains infill objectives and challenges, and identifies possible strategies to encourage targeted infill development, especially on existing vacant or underutilized sites.

In June 2015, Mayor Kevin Johnson unveiled his plan to build 10,000 new housing units over the next ten years. As a part of the current downtown/midtown revitalization effort, the goal is to provide an opportunity for a variety of income-level households to live within the downtown grid.

Within the Central City, a growing number of projects have been constructed or entitled that, when completed, will add thousands of new housing units and residents to the Central City.

As this vision is realized, the Central City will become a more vibrant residential area, with successful and attractive high-density neighborhoods generating diversity and activity in the downtown Sacramento area. For further discussion of this subject, please refer to Section C in Chapter 3 of this Specific Plan.

5. Medical Facilities

A major medical facility expansion is has been completed: the Midtown Sacramento Sutter Medical Center Campus expansion. The project included renovation to Sutter's existing six-story hospital and new construction of the eight-story Anderson Lucchetti Women's and Children's Center, the Sutter Foundation medical office building, and a parking structure.

Additionally, Kaiser Permanente also plans to turn the 195,000 square foot Sacramento Corporate Center in downtown into medical offices and an outpatient clinic. Sutter's Medical Center expansion and Kaiser's medical offices will provide families in downtown, midtown, and surrounding areas with access to a wealth of medical technology, providers and services.

6. Open Space and Trail Network

The Railyards will include a comprehensive network of new open spaces, ranging from civic plazas to passive neighborhood parks, similar to the urban open space components of other great cities. These new parks, plazas, and trails within the plan area will link the Railyards' districts internally, and also augment Sacramento's existing open space and trail system. Figure 2-5 shows the proposed open space and trail network for the Plan Area in relation to existing parks and plazas in the Central City and potential cultural and educational centers, such as the proposed California Indian Heritage Center along the Sacramento River.

E. Planning Context

Several additional planning efforts are currently taking place in Sacramento's Central City. These efforts concern issues such as transportation, sustainability, regional planning, design and architecture, and will significantly influence the Central City's future development. Some of these efforts are specific to a particular area, while others are much more broad and applicable over a wider area. These initiatives provide an understanding of the role of the Railyards project within the context of the City's other efforts for the Central City. The items listed below are all recent or ongoing planning efforts that will influence development of the Railyards.

7. Local Planning Efforts

- **SACOG Blueprint.** This is a long-range regional planning effort being conducted by the Sacramento Area Council of Governments. The plan focuses on accommodating an increase of nearly 1 million residents in the Sacramento region by 2030. Strategies in the plan include adopting a smart growth approach to development, curbing urban sprawl, increasing the role of transit and generating reinvestment in central cities.
- **2035 General Plan Update.** The City of Sacramento recently completed its General Plan update to horizon year 2035 (adopted March, 2015). This planning effort focuses on accommodating 200,000 new residents and 140,000 new jobs in the City of Sacramento by 2035. The principles written into the General Plan call for Sacramento to become more livable. Goals of the General Plan Update include making downtown more vibrant, expanding transportation choice, creating safer neighborhoods and achieving greater levels of sustainability.

- **River District Specific Plan**. Adopted in February 2011, this plan establishes planning and design standards for redevelopment of 773 acres of land north of downtown. Once an industrial warehousing and distribution area located at the confluence of the American and Sacramento Rivers, the River District Plan envisions a new vibrant, mixed-use community connected to neighboring communities and the downtown area by a network of local streets, light rail transit, and bicycle and pedestrian pathways.
- **Sustainability Master Plan.** This plan focuses on setting goals and objectives for achieving greater levels of sustainability in the City of Sacramento. The plan provides a policy framework to ensure that sustainability issues will be considered in the City's future policy decisions and development re-view. The plan also provides realistic targets for air quality, climate protection, material resources, public health, and habitat conservation, among others.
- **Pedestrian Master Plan.** This plan concentrates solely on making Sacramento a more walkable city. To achieve this goal, the plan provides strategies for improving the current pedestrian infrastructure and considers new criteria for reviewing the pedestrian connections provided by new development.
- **Sacramento River Master Plan.** Prepared in 2003, this plan was a joint effort by the City of Sacramento and the City of West Sacramento. The plan focuses on connecting each City with its respective riverfront areas, as well as connecting the two cities to each other. The plan envisions the riverfront as an active space consisting of a combination of mixed-use development and public open space.
- **Sacramento Central City Urban Design Guidelines.** This recently completed planning effort in 2009 provides a framework for the future physical development of the Central City. A physical plan for the Central City will be included in this document and accompanied by a set of guidelines that will help ensure that future development proposals and public improvements in the Central City are appropriate for the Central City.
- **Sacramento Planning and Development Code**. In April 2013, the City Council approved the City's new Planning and Development Code which took effect on September 30, 2013. The reorganized zoning code increases consistency in citywide site and design review, facilitates better development of small urban infill lots, and updates development standards to match urban and traditional development standards identified in the City's General Plan.

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Document comparison by Workshare Professional on Thursday, September 08, 2016 4:10:31 PM

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Moved to	0
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Format changed	0
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PROJECT CONCEPT AND LAND USES 3

This chapter describes the general qualities and character envisioned for future development of the Railyards area. All descriptions and graphic materials represent an illustrative build-out of the site. Given shifts in market conditions, it is anticipated that actual buildout conditions will vary. As such, this Plan and the related Design Guidelines and SPD provide for a degree of flexibility to allow for changes in market and development conditions over time.

Railyards Area

The Railyards area is a combination of land use concept districts that, together, provide a range of amenities and uses and define the predominant character of distinct areas within the Railyards. As California's capital and one of the largest local economies in the state, the growing City of Sacramento will require a mixture of dynamic civic spaces similar to those of other great cities. The development envisioned for the Railyards area provides the City and its citizens the opportunity to create another great civic icon from its own historical roots and at an unprecedented scale and location.

District Concepts

The Railyards is comprised of five districts, as shown in Figure 3-1.

- **Depot District.** The connection point of the Railyards site to the Downtown and home of the new Sacramento Intermodal Transportation Facility (SITF) and its accompanying transit-supportive uses and adjacent mix of uses.
- **Central Shops District.** A mixture of shops, museums, music clubs, galleries, theaters, restaurants and a farmers' market within and surrounding the historic Central Shops buildings.
- **West End.** This district links the entire Railyards project to the Sacramento River with pedestrian-oriented streetscapes and a range of entertainment, cultural, medical campus, office (including research and technology oriented business and institutions), residential, and retail activities that add to the regional draw of the Railyards area.
- **East End.** This will be a new residential mixed use neighborhood that captures the spirit of the city's traditional open space-oriented neighborhoods with a linear urban park and an open-air sports stadium, seating up to 25,000, for soccer and other sports, entertainment, and civic events.
- **Riverfront District.** This area is the location where the Railyards site connects to the waterfront, with restaurants, a hotel, housing, parks and open space, all featuring spectacular views.

Figure 3-1. Districts Plan

These districts mix dense urban residential neighborhoods, a historic museum, a shopping and market district, a grand intermodal transit station, a medical campus, a soccer stadium, pedestrian-oriented streets, shopping and entertainment complexes, riverfront access, and vertical high-rise buildings that combine office and housing uses with retail. With all these uses in close proximity, the Railyards area will offer an unprecedented urban network of living, working, and entertaining possibilities for the region. The character and general nature of the five districts that make up the Railyards area are described below.

Depot District

The Depot District encompasses the general area between the relocated railroad tracks and the Railyards project border with Old Sacramento and Downtown along F, G, H, and I Streets. It extends from the Sacramento River on the west to 12th Street on the east.

This district includes the planned SITF and a mix of retail and office uses between 5th Street and 7th Street.

The City's planned SITF will be the centerpiece of the Depot District and will include the existing historic depot building. The historic Southern Pacific Railroad Sacramento Depot building will be preserved and designed as a focal point of the new Intermodal Facility. The newly renovated Depot building, now named the Sacramento Valley Station, and expanded terminal will provide the City with a single transfer point between regional passenger rail, light rail, and bus services. This location will provide a crucial intermodal connection point to the rest of the City and region for Old Sacramento, Chinatown, Downtown, the Alkali Flat

neighborhood, the Railyards, and the River District.

East of 5th Street the Depot District will include residential, office, and retail mixed-use developments. Uses at the street level, including the 5th and 6th Streets rise over the railroad tracks, will engage pedestrians and provide a sense of interest up the moderate slope and over the tracks. Upper floor uses will be accessible from the SITF.

Rising over the Union Pacific Railroad (UPRR) tracks, 5th and 6th Streets serve as the main vehicular, bicycle, and pedestrian links between the Depot District and Downtown and between the District and other planned Railyards districts. The recently completed realignment of the tracks is discussed in Chapter 6 and is shown in Figure 6-44. Much more than just connecting the Depot District to the north by bridging the approximately 200-foot-wide rail corridor, 5th and 6th Streets draw Downtown energy to the north and effectively remove the visual and physical barriers between Downtown Sacramento and its northern neighborhoods by integrating Railyards with Downtown Sacramento.

Central Shops District

The Central Shops District represents the historic core of the Railyards site. This District consists of the historic buildings and roundtable north of the Depot District, bound by the western most existing facility and the Riverfront District, and on the east and north by the West End District. This location within the Railyards site provides close connectivity to Old Sacramento, the Riverfront District, and the proposed medical campus in the West End District.

Utilizing the Central Shops as the primary thematic element of the Railyards development, this district will provide the City with an opportunity to reclaim and celebrate its history as a rail epicenter. The Central Shops consist of the existing eight historic railyard buildings from the original Central Pacific Railroad Yard, constructed between 1868 and 1917, the turntable structure and a water tower. These structures are intended to be preserved, rehabilitated, and adaptively-reused as a vibrant destination center. The structures may be home to a vibrant mix of uses, including an expansion of the State Railroad museum.

The Central Shops Historic District is defined not only by the historic structures, but also by the large and unique plazas and open hardscape areas between the structures. These plazas and open hardscape areas will provide places for uses such as museums, entertainment venues, specialty retail, and cafés. Additionally, the opportunity exists to preserve other features in this district such as the historic track alignment and the water tower.

Along with its focus on the preservation and celebration of the Central Shops, this District also plays a key role in the integration of the Central City via the Railyards and to both Old Sacramento and the Sacramento River. As a pedestrian center, the Central Shops District will provide pedestrian connectivity between the Railyards, Old Sacramento, and the Sacramento River through pedestrian paths traversing below the freeway overpass and pedestrian tunnels under the rail tracks.

The Central Shops also contains a Historic District Transition Zone, which will impose specific standards for development next to the

Central Shops. The intention of the Transition Zone is to ensure that new development respects the existing historic structures. More information about the Transition Zone can be found in Chapter 9 of this document and in the Sacramento Railyards Design Guidelines.

West End

The West End District is bounded by Jibboom Street and the Riverfront District to the west, the East End District to the east, South Park Street and the East End District to the north, and the Central Shops Historic District and Depot District to the south.

The eastern portion of the West End consists of 5th, 6th, and 7th Streets and associated office, residential, retail, and open space uses. 5th Street acts as the thread that stitches together the districts. To create a pedestrian-oriented experience, there will be a series of interconnected plazas. The plazas and sidewalks will be dotted with plants and artwork and will provide non-vehicular access between the Central Shops district to the south and Vista Park to the north, via 5th Street and Stanford Walk, an open space easement through the proposed medical campus.

5th and 6th Streets bring the urban fabric of the city into the West End by rising over the railroad tracks. The streets are to be lined with building frontages that occupy the majority of the street edge and provide an engaging presence at the street level.

The central portion of the West End is accessible by Railyards Boulevard and Camille Lane. Railyards Boulevard runs east-west through West End, connecting the district with the East End and connecting out to North B Street. Camille Lane also cuts across the district, providing access to the length of the district and to other districts, from 6th Street to the Central Shops and on to the Riverfront District. A variety of pedestrian paths connect the Central Shops with Camille Lane and the West End District.

The central part of the West End is intended to provide employment/office areas of different scales, along with provisions for residential, retail, and hospitality venues that will add to the regional draw of the Railyards. It is integrated by a network of pedestrian paths, alleys and plazas, with restaurants, bars, and nightclubs opening onto Railyards Boulevard and Camille Lane. The northern edge of the district is anticipated to include the medical campus, with a hospital and associated medical office buildings, with access from Railyards Boulevard and South Park Street.

East End

The East End is bounded by Railyards Boulevard and the railroad tracks along its southern edge, 12th Street to the east, North B Street to the north and 5th Street and the Plan Area boundary to the west.

This district is intended to establish an urban in-town neighborhood that carries the spirit of the City's traditional open-space anchored neighborhoods by extending the pedestrian-scaled Downtown grid. The district will substantially replicate the traditional street grid of Downtown. These dimensions provide an urban context with diverse housing frontages and pedestrian-scaled proportions. The westerly portion of the East End will be a primarily residential neighborhood providing new

housing opportunities in a unique neighborhood context. Parks located throughout the residential neighborhoods will provide an open space experience for residents. The primary activity node of the East End will be a MLS soccer stadium, located east of 7th Street.

The physical massing and neighborhood-serving businesses and services that line the ground floors of buildings along the park will create a dynamic linear connection through the neighborhood, providing an urban open space where residents can gather to walk, exercise, sit or dine outside, and relax.

A transit stop with bus and light rail services will be located in the vicinity of the intersection north of Railyards Boulevard and 7th Street, enabling residents in the neighborhood and visitors and patrons of the sports stadium to be within a five-minute walking radius of transit. This district will be a transit-oriented, walkable neighborhood, with corner shops and open spaces for all to enjoy.

At the western edge of the district will be Vista Park. This approximately 10-acre open space and recreational park will provide a venue for an array of programmed performances and an informal outdoor gathering space uniquely suited to Sacramento's climate. Vista Park provides a unique large open space that will serve as both a community gathering place for the local East End community, as well as for the larger downtown and regional communities.

Riverfront District

The Riverfront District borders are created by the rail tracks to the south, Interstate 5 to the east, and the Sacramento River to the west. There, the Railyards area connects to the Sacramento River, providing the City with an opportunity to reclaim a part of its geographical history with a reinvigorated waterfront containing restaurants featuring spectacular views, a hotel, housing, parks and open space. Other elements from the Riverfront Master Plan may be included, such as connections to the Sacramento River and American River bike trails.

In order to help achieve the objectives of activating the Riverfront District, implementing the City's Riverfront Master Plan and connecting the Railyards area to the riverfront, the elevated portion of Jibboom Street is slated to be removed to allow for a better interface with the Sacramento River, although a portion may remain to serve as an elevated pedestrian viewing platform.

Housing Concept

The Specific Plan foresees the construction of approximately 6,000-10,000 new dwelling units of varying types within the Plan Area. A variety of housing types are envisioned, ranging from apartments and condominiums to loft-style and live/work units.

The location of the Plan Area is attractive for residential development for a number of reasons:

The plethora of retail and commercial amenities that will be constructed within the diverse urban villages of the Railyards area will offer residents numerous choices and conveniences within walking distance, including a diversity of restaurants, shopping, theater and entertainment and other civic amenities.

The Railyards site offers easy access to Downtown employment opportunities and cultural events, as well as the key open space amenities of the Riverfront and Downtown's parks and civic open spaces.

The location enjoys close proximity and easy access to regional transit and roads, including the new SITF and light rail stations.

The site is located within two blocks of a National Historic Landmark, the Old Sacramento Historic District and State Historic Park. This area is a well-known and nationally-recognized visitor destination, which serves as an ongoing venue for events such as, the popular Gold Rush Days and Sacramento Jazz Jubilee.

Golden 1 Center and Downtown Commons is a short walk from the Railyards.

However, the following challenges exist in creating housing developments that are partially dependent on Downtown revitalization to attract new homebuyers:

Potential residents who opt to seek attached housing, instead of a single-family detached unit will be selective in their search. The product design must be well-suited to the Sacramento market.

Based on the amount of new amenities that will be introduced into the area per development under this Specific Plan, there is the potential for many types of neighborhood-oriented urban residential development that do not presently exist in the Downtown.

As in many areas, Sacramento residents are price-sensitive. Thus, attention must be paid to keep the entire product package, including homeowner association (HOA) dues and upgrades, within buyers' spending potential.

The Railyards area will include both rental and for-sale condominium and townhouse units, at a variety of price points affordable to a range of households. Preliminary analysis shows that condominium units and apartments at the Railyards site could attract several potential types of buyers and renters. It is anticipated that housing units will be created in various sizes, from micro units to three-bedroom options.

Land Use and Development Program

Development in the Railyards is further defined and guided by zoning regulations associated with seven zoning districts that implement the Railyards land use concepts. Development standards for each zoning district can be found in the Railyards Special Planning District Ordinance (SPD). Design guidelines further prescribe the desired character and form of development. These guidelines can be found in the Railyards Design Guidelines document.

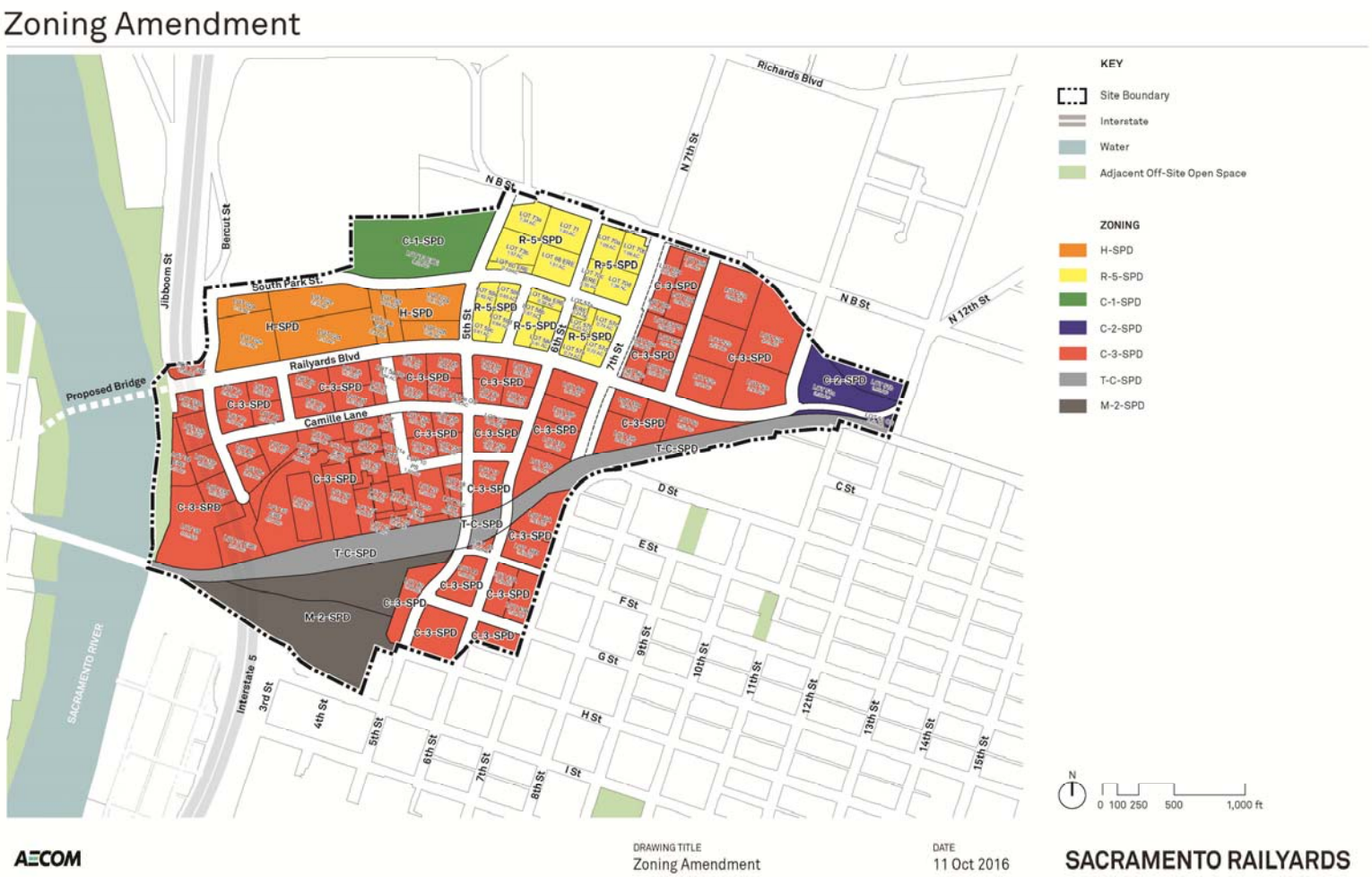
Zoning Districts

As shown in Figure 3-2, the Specific Plan Area is comprised of seven zoning districts:

High-Rise Residential (R-5)
Limited Commercial (C-1)
General Commercial Zone (C-2)
Central Business District (C-3)
Hospital (H)
Transportation Corridor (TC)
Heavy Industrial (M-2)

These zoning districts reflect the concepts for the distinct districts: the Central Shops, West End, East End, Depot, and Riverfront districts, shown in Figure 3-1.

General descriptions of the type and character of uses allowed in each of these zoning districts is summarized in Table 3-1. Refer to the Railyards SPD for prevailing details on permitted and conditionally permitted uses, development standards, and other requirements for each of the zoning districts.



Source: AECOM

Figure 3-2. Zoning Districts Overlaid on Specific Plan Districts

Table 3-1 Zoning Districts Descriptions*

Use	Intent and Purpose	Allowed Use
High-rise Residential (R-5)	Permits dwellings, institutions, and limited commercial goods and services, serving the surrounding neighborhood.	• A mix of high density residential development types. • Neighborhood-serving office, commercial retail or service, and institutional uses, limited to the ground floor. • Parks and open space to serve neighborhood residential uses
Limited Commercial (C-1)	Allows small restaurant, retail, and commercial service establishments that are compatible with surrounding residential developments.	• Park and open space facilities for informal gathering and recreation and institutional, educational, and cultural uses (e.g., museum, cultural center, or library). • Small scale retail uses, such as vendor carts, community markets, and kiosks.
General Commercial (C-2)	Provides for the sale of goods; performances of services; office uses; dwellings; small wholesale stores or distributors; and limited processing and packaging.	• Retail, service, office, repair facilities, and small wholesale stores or distributors • Public services facilities, such as fire and police.
Central Business District (C-3)	**Within the Central Shops and West End Districts.** Provide a wide range of residential and commercial uses, including retail, employment, major medical facility, entertainment, and other uses, to facilitate the development of a 24-hour district focused around the historic Central Shops and public open spaces, plazas, and pedestrian ways that help create a vibrant urban environment.	• Mixed-use residential and commercial, retail, restaurants, and entertainment uses, including, but not limited to, theaters, health clubs, and night-clubs, together with office, hotel, and other uses. • Second floor mixed-use flex space is allowed on parcels shown in Figure 3-3 that could shift to employment-generating space, in addition to other uses. • Historic and Cultural uses. • Public facilities, such as educational uses, museums, theaters, and other similar public and private cultural and civic uses.
	Within the Depot District. Provide office, residential, hospitality, and supporting retail uses in portions of the Railyards area immediately adjacent to the Central Business District and that complement the proposed Sacramento Intermodal Transit Facility.	• Office, residential, and commercial uses, such as hotels, supporting retail, and other uses. Emphasis is primarily office and secondarily residential. • Educational uses, museums, theaters, and other similar public uses.

Table 3-1 Zoning Districts Descriptions*

Use	Intent and Purpose	Allowed Use
Central Business District (C-3) (continued)	**Within the East End and Riverfront Districts.** Provide an urban residential neighborhood with accompanying neighborhood-serving retail and restaurant uses.	• High density residential and commercial uses, such as neighborhood-serving retail, office, restaurants, cafes, hotels, and cultural and other uses. • Incidental cultural, civic, and educational uses, such as museums, theater, outdoor or indoor sports stadiums, and other similar public uses.
Hospital (H)	The H zoning district	• Major medical facility. • Medical offices. • Supporting medical campus uses, including laboratories, pharmacies, clinics, retail, service, and restaurant uses. • Residential care facilities, non-residential care facilities, multi-unit dwellings, hotels
Transportation Corridor (TC) Heavy Industrial (M-2)	The TC and M-2 zoning districts allows for transportation-related and transit-supportive uses associated with the Sacramento Intermodal Transit Facility (SITF), as well as other forms of dense urban development that are commonly found in central city settings.	• Land uses that are supportive of the SITF facility operations and are intended to serve intercity passengers, including residential; commercial, such as retail, office, hotel; and other uses. • Other forms of dense development that will encourage transit ridership and are appropriate for a dense urban environment.

Notes:

* See the Railyards Special Planning District for prevailing Allowed Use and Development Standards for Zoning Districts.

Development Program

Table 3-2 that follows summarizes the assumed amount of each type of development at project build out, within each zoning district, and for the Railyards overall, to plan for estimated carrying capacity related to infrastructure, traffic, and services and to address potential project-related impacts. Actual development, including the distribution of uses, may vary from the assumptions in Table 3-2. Modifications to the mix and intensity of uses, consistent with the intent of this Specific Plan, may be permitted in the Plan Area but may trigger the need for additional environmental analysis if impacts are determined to be greater for certain aspects of the project than were evaluated in the Railyards -Supplemental Environmental Impact Report (SEIR).

Table 3-2 Assumed Development for Plan Area Zoning Districts*

Zoning District	Residential (Units)	Retail (SF)	Office (SF)	Flexible Mixed-Use (SF)	Medical Campus (SF)	MLS Stadium (Ticketed Capacity)	Hotel (Keys)	Historic and Cultural (SF)	Open Space (Acres)
C-1-SPD									9.3
C-2-SPD									0.5
C-3-SPD	4,160-6,933	514,270	2,757,027-3,857,027	771,405		25,000	0-1,100	485,390	16.7
H-SPD					1,228,000			-	
R-5-SPD	1,840-3,067				-			-	3.5
Total	**6,000-10,000**	**514,270**	**2,757,027-3,857,027**	**771,405**	**1,228,003**	**25,000**	**1,100**	**485,390**	**30**

* Table excludes the TC and M-2 designation, which will be separately planned by the City.
Key: DU = dwelling units; SF = square feet

PRINCIPLES, GOALS, AND POLICIES 4

This chapter provides the principles, goals, and policies that guide development within the Railyards area. Some of these goals and policies are related to the type, form, and location of new development, utilization, rehabilitation, and preservation of the historic Central Shops and others provide guidance for specific actions and approaches that will be taken at the time that development occurs on the site. They are based on input from community outreach, City staff, the developer, and their technical consultants, direction from the City Council and the Planning Commission, and requirements of State law and City regulations. The principles provide the broadest and most overarching set of guidance for the development of the Railyards area and are presented first. Goals and policies concerning each of the major topic areas addressed in the chapters of this Specific Plan are then presented. These topics include Community Character, Multi-modal Circulation, Utilities and Community Services, Historic Resources, and Hazardous Substances.

A. *Definitions*

Principles, goals, and policies, as articulated in this chapter, are defined as follows:

- **Principle.** A principle is a description of the desired result, broadly stated, that the City seeks to achieve through the implementation of the Specific Plan.
- **Goal.** A goal is a specific condition or end that serves as a concrete step toward fulfilling the guiding principles. Goals are intended to be clearly achievable and, when possible, measurable. There are one or more goals for each Specific Plan chapter topic area.
- **Policy.** A policy is a specific statement that guides decision-making in working to achieve a goal. Policies, once adopted, represent statements to guide the development of City regulations. This Specific Plan establishes policies that will be used by City staff, the Planning Commission, other City commissions, and the City Council in their review of land use proposals within the Specific Plan Area and in decision-making about development of the Railyards.
- **Encourage, Promote, and Ensure.** The verbs "encourage", "promote," and "ensure" are used in the body of many of the policies included in this chapter. The use of "promote" and "encourage" in policies is equivalent to the word "should" as used in the Design Guidelines. The use of "ensure" in policies is the equivalent of the word "shall" as used in the Design Guidelines.
- Attractive and dynamic mixed-use street scene in Midtown Sacramento.

Photo by R Street Partnership

Attractive and dynamic mixed-use street scenes in Midtown Sacramento and R Street.

B. *Principles*

The nine principles outlined below fulfill the primary vision for the Specific Plan: to fulfill the "Opportunity of Redevelopment" that is presented by the Railyards site, as one of the largest urban infill projects in the nation. The redevelopment of a major urban infill parcel, like the Railyards, provides the City of Sacramento with an opportunity to move away from the patterns of decentralization and suburban sprawl that have led to deterioration of regional air quality, traffic congestion, and loss of agricultural land and open space resources. The opening up of the Plan Area will remove the barriers between the downtown and the much larger River District area to the north and provide an important first step in the intensification of Sacramento's downtown and Central City as a major focus of regional growth over the next century. In addition, it will serve as a catalyst to re-establish downtown Sacramento as the regional center for the rapidly expanding metropolitan area.

The redevelopment of the Railyards site also presents a significant opportunity to capitalize on the historic transportation role of the Plan Area and to reinforce the downtown's unique identity and sense of

place: its stately landscaped streets, attractive in-town neighborhoods, and distinctive fabric of historic buildings. Just as John Sutter Jr.'s plan and the plan for the State Capitol established the identity of the downtown of the nineteenth and twentieth centuries, the plan for redevelopment of the Railyards can assist in defining and achieving the aspirations of this century for Sacramento and the region.

1. Develop the Railyards to be a National Leader in Sustainable Development

Sustainable development has been defined by the United Nation's (UN) Brundtland Commission as "Development that meets the needs of the present without compromising the ability of future generations to meet their own needs." The State of California established its own metrics for sustainability through the Strategic Growth Council (SGC Operating Guidelines, April 2014). The City of Sacramento General Plan embodies these principles.

This topic is becoming more and more prominent in development particularly as society has come to understand the links between sustainable development and reductions in greenhouse gasses and global warming. Interest in sustainable development has created a new benchmark for cities.

To be sustainable, development must contain several components, including sustainable building sites and land use patterns, urban infill, resource conservation, multi-modal transportation choices, respect for environmental resources, reuse of existing buildings and other resources, access to open space, and integration of trees and other vegetation. By including these components, development in the Railyards will propel the City of Sacramento toward its goal of becoming a national leader in sustainable development.

Development in the Railyards will follow a key principle of sustainability by redeveloping a contaminated site with new uses that promote resource conservation, economic prosperity and social equity. The Railyards will serve as a major urban infill project for Sacramento, easing encroachment of new development on greenfield sites and minimizing Sacramento's ecological footprint. The compact pattern of development proposed will also support area transit, minimizing the need for employees, residents and visitors of the Railyards to use automobiles. The Specific Plan includes policies and regulations to ensure the facilitation of pedestrian and bicycle transportation. It also contains policies to facilitate building sites that are oriented to receive natural sunlight. The Specific Plan promotes a reduction in solid waste, water usage, and energy usage, and also promotes a reduction in negative effects on environmental resources through the mitigation of stormwater runoff, air pollution, and wastewater generation.

2. Re-establish Downtown as the Cultural, Commercial and Community Hub for the Sacramento Region

Historically, downtown Sacramento was the cultural, commercial and community hub for the region. From the Gold Rush to the development of the Transcontinental Railroad, Sacramento served as the heartbeat of the region. This vitality and sense of strength resulted in Sacramento being chosen as the capitol of California. With the growth of the surrounding region and the

proliferation of suburban sprawl, the strength and vitality of downtown Sacramento waned.

However, downtown Sacramento is experiencing a resurgence since adoption of the 2007 Railyards Specific Plan, with new housing, the Golden 1 Arena and Downtown Commons, redevelopment of the 700 block of K Street, proposed new hotel and office development, new urban mixed-use housing projects along the 16th Street corridor, and new businesses start-ups and business moving back to the area.

The redevelopment of the Plan Area provides an opportunity for downtown Sacramento to re-establish itself as the cultural, commercial, and community heartbeat of the region by preserving currently underutilized historic structures, providing urban housing, commercial, and entertainment uses, and connecting and integrating downtown Sacramento with the Sacramento River, as well as the Richards area and River District to the north. Additionally, the Railyards will make the downtown more competitive with retail and commercial centers in suburban locations.

3. Reinforce the Downtown as a Regional Transportation Hub

The Railyards area has played a historic transportation role within the City and region. Although its function as a railroad marshalling yard and fabrication and maintenance facility has declined, there is an opportunity for the Railyards site to be developed as a regional transportation interchange point for the movement of people and goods. This opportunity is particularly timely given California's commitment to the creation of a comprehensive statewide intercity and commuter rail network and the success of the Capitol Corridor service, linking Sacramento with the Bay Area and San Jose. It is also critical to the development of viable alternatives to automobile dependency and the resolution of key environmental problems.

The Specific Plan responds to this principle by calling for the creation of a "state-of-the-art" intermodal transportation facility that will provide a direct transfer between all transit modes, enhancing the viability of commuter and light rail services and promoting transit as a convenient alternative to the automobile. Beyond its transit function, the facility can also serve as a major catalyst for redevelopment of the Railyards area and become a principal activity center within the Central City.

The Railyards Specific Plan also envisions extensions of 5th Street, 6th Street, and 10th Street as complementary to the downtown street grid system. 7th Street will continue to be a transit-priority boulevard that will serve as the alignment for the future Sacramento Downtown/Natomas/Airport (DNA) light rail line and provide a transit connection from the northern neighborhoods to downtown. Pedestrian and bicycle facilities are planned throughout the Railyards area, providing comprehensive non-motorized access to the Riverfront, the Sacramento Valley Station, and open space amenities.

The historic Southern Pacific Rail Station in Downtown Sacramento.

4. Reinforce the Downtown as a Major Employment Center

In contributing to the role of downtown as a transportation hub, the redevelopment of the Railyards area must also reinforce the Downtown as the principal employment center of the region. Currently, the downtown area captures only one quarter of the regional office market. The increased concentration of employment uses in the downtown and Central City, where transit service is most readily available, is a critical component of an overall growth management and smart growth approach for the region.

Photo by City of Sacramento

An active urban park, Cesar Chavez is a central gathering / activity spot in downtown Sacramento.

The Railyards Specific Plan will primarily adopt the City's C-3 (Central Business District) zone, which supports a mix of retail, entertainment, office, and civic uses, including larger floorplate low and mid-rise mixed use building prototypes that will include housing and retail, as well as office uses and high-density, high-rise office buildings similar to those currently situated in the downtown. Mixing such uses within individual buildings is encouraged. These facilities will serve a full range of public and private sector users and, by so doing, increase the downtown's competitive position in the regional market

The C-3 zone allows a wide range of land uses and has the highest FAR and residential densities in the Railyards. This areas area-, adjoining the residential neighborhoods of the East End and encompassing the retail, cultural, and entertainment uses of the Central Shops and West End will help to reinforce the Central City as the region's major employment center.

5. Reinforce the Downtown as a Place to Live

While the Central City of Sacramento is known for its attractive historic neighborhoods, the Downtown still functions primarily as an employment center, with most people commuting from the outlying suburbs each day. The Railyards area provides a major opportunity to reinforce the role of the downtown as a place to live, and a place that preserves and builds upon the historic neighborhood fabric of the Central City. Apart from the River District area to the north, no other site within the Central City offers such a significant land resource for the establishment of new residential uses, nor

provides the opportunity to expand the amenities available to residents and visitors of the downtown.

The Specific Plan responds to this principle by providing for the addition of approximately 6,000 to 10,000 new residential units integrated with a diverse range of uses and amenities. Mixed-use developments of medium to high-density housing, with retail and commercial uses at street level, will create a neighborhood feel in each of the districts. In addition, the housing program provides for a wide range of multi-family housing types, income levels, and densities, creating an array of options for different population segments.

Open spaces, such as the central city park shown above, serve as valuable amenities for residents of densely developed urban neighborhoods.

6. Complete the Central City's Circulation System

The Railyards site occupies an area equivalent to 60 downtown blocks with only one public street (7th Street) that extends north-south through the site to the River District. This has forced the circulation system of the Central City to work its way around the Plan Area, causing congestion points along major corridors leading into the downtown. For instance, 12th and 16th Streets, which pass through the Alkali Flat neighborhood, experience significant congestion because they are the only north-south arterials connecting the downtown and the River District area with North Sacramento. The opening up of the Railyards area offers a major opportunity to improve the distribution of traffic within the downtown.

To this end, the Specific Plan calls for the extension of key Central City streets through the Plan Area. North from the downtown, 5th, and 6th Streets will be extended to North B Street as major connectors between the Central City, the Railyards area, and providing access to Railyards Boulevard and Camille Lane that connects to the newly energized riverfront.

Transit-oriented development puts residences and workplaces near transit, which makes public transit more convenient and attractive.

Railyards Boulevard will provide a major entry to the Railyards area from 10th and 12th Streets (via an improved North B Street), diverting traffic that currently flows through the Alkali Flat neighborhood. Railyards Boulevard will terminate just before the Sacramento River and connect to Interstate 5, northbound through Bercut Drive and southbound along Jibboom Street pending changes by the proposed I Street Bridge

project. This system of arterials will provide the basic framework for traffic movement within the Plan Area and serve to enhance overall distribution of traffic throughout the Central City.

7. Preserve the Historic and Cultural Resources of the Area

Maintaining a strong continuity with the past provides reference for the achievements of the future and enriches the experience of residents, workers and visitors. The preservation of historic resources within the Railyards area is particularly important to Sacramento because of their contribution to the evolution and character of the City and the region.

The Specific Plan responds to this planning principle by identifying two primary areas for preservation: the Depot portion of the SITF and the nineteenth century Central Shops immediately to the north. The historic Southern Pacific Railroad Sacramento Depot (now known as Sacramento Valley Station) building will be renovated and preserved to become a part of the SITF, providing an imposing civic "front" to the Railyards area and probably the most familiar and recognizable feature of the site. The Depot is being rehabilitated as a prominent central component of the Depot District. Development surrounding the Depot will be scaled to extend the Central City, and stepped back to respect the architectural integrity of the Depot building. The Depot building is a major civic gathering space for the Railyards area and the downtown. The preferred option for the Intermodal Transportation Facility plan includes two new plazas (one between the Depot and REA building and another behind the west wind of the Depot).

The existing Central Shops in the Railyards Plan Area.

While the Depot building is a well-known historic landmark, the nineteenth century complex of industrial warehouse structures known as the Central Shops has been largely inaccessible to the public. Few people outside those who worked in the facility have walked the maze of passages and alleys that lace their way through this small city of brick, concrete, and metal buildings, experienced the lofty skylight interior spaces or seen the gantries moving enormous engine parts with grace and ease. The water tower, located just northeast of the Central Shops, is also a significant landmark. The Specific Plan calls for these structures to be rehabilitated and adaptively reused, resulting in the creation of a nationally significant historic district of public-oriented cultural, commercial, entertainment, educational, and recreational uses. This amenity will be further enhanced by a strong relationship to the Sacramento River and the West End District.

8. Reconnect Downtown and the Central City with the Rivers

The most memorable cities of the world have established distinctive identities through a careful response to their natural settings. Sacramento enjoys a unique natural setting at the confluence of the Sacramento and

American Rivers, where gold miners from around the world came up from San Francisco on their way to the gold fields, and where agricultural goods from the rich Central Valley were shipped to the Bay Area and the world beyond. Today, the rivers are highly valued recreational and habitat resources and the American River Parkway link the downtown with outlying communities through an extensive system of trails and open spaces.

With the construction of the railroad levees, and more recently the Interstate 5 freeway, downtown Sacramento has been cut off from both the Sacramento and American Rivers. The Railyards area is in a pivotal position between the downtown and these rivers; and its redevelopment offers the opportunity to overcome the barrier of these major transportation facilities and to create new linkages that will make the rivers a more integral part of the downtown experience.

Photo by Central Valley Cycling

Public walkways and open spaces, such as the Sacramento Riverfront Promenade, shown above, can serve as important recreational spaces for the residents of dense urban environments.

In conjunction with the River District Area Plan to the north, the Railyards Specific Plan calls for new links to be created between downtown and the American River Parkway by way of 5th, 7th, and 10th Streets. Through the realignment of the main line tracks, the Specific Plan also calls for stronger linkages to the Sacramento River, beneath the Interstate 5 freeway viaducts. This linkage will create direct pedestrian connections between Old Sacramento and the historic Central Shops complex of the Railyards, and result in pedestrian and bicycle linkages to West Sacramento by way of a new, multimodal I Street Bridge. With these improvements, the riverfronts will provide a continuous system of pedestrian trails, linking key activity centers and destinations.

9. Create an Attractive and Distinctive Urban Place

As a staging yard in support of a major locomotive works, the Railyards area, by necessity, has been removed and isolated from the downtown and Central City. Redevelopment provides the opportunity to integrate the area within the Central City and, by so doing, remove a significant physical barrier. Rather than an insular project, the Railyards area will be an integral part of its surrounding context.

Much of downtown Sacramento's character as a pedestrian-friendly district is due to the pattern of streets and blocks laid out by John Sutter Jr. in the mid-nineteenth century. This plan resulted in a north-south grid of blocks measuring approximately 350 square feet, interrupted only by the 10-block Capitol Park and a series of parks distributed at equal intervals throughout the grid and measuring the size of one block. Though there have been several major exceptions, the basic pattern remains. In comparison, the Richards Area north of the Railyards area utilizes a traditional arterial system. The Railyards Specific Plan effectively -links these two traditional systems together.

The Specific Plan calls for the distinctive pattern of blocks and streets within the Central City to be extended into the Railyards and to connect the Railyards to the River District Area. Within this pattern, the Central Shops complex will provide a strong and meaningful focal point. In the spirit of downtown Sacramento, all streets within the Railyards planning area will be designed to be hospitable to pedestrians, with generous sidewalk widths, active ground floor uses, articulated and transparent facades, quality building materials, street amenities and furnishings, and street trees that provide shade and greenery.

Buildings within the Railyards area will be designed to extend and reinforce downtown Sacramento's fabric and skyline. Development heights will transition downward to the homes in Alkali Flat and the historic Central Shops. New buildings will be carefully designed to give spatial definition to major corridors through the area, such as Railyards Boulevard, and to frame key open space features like linear parks and the Central Shops District. Building types will reinforce the active, pedestrian quality of the area by including ground-level commercial mixed with residential uses along streets.

Active ground floor uses, such as the cafe shown above, help enliven city streets.

C. Goals and Policies

These goals and policies represent statements of intention that will guide the development of the Railyards area, and they establish a framework in which measures for implementation of the Plan can be created. The goals and policies supersede previous City policies and guidelines for the Railyards Plan Area, but were developed to work in conjunction with the policies of several documents, including the:

- 2035 General Plan
- City's adopted Vision & Guiding Principles & Smart Growth Principles
- Parking Master Plan
- Bicycle Master Plan
- Pedestrian Master Plan
- Pedestrian Friendly Street Standards
- Traffic Calming Guidelines
- Light Rail Transit Land Use Policies and Guidelines
- Sustainability Master Plan

The goals and policies that follow are organized by topic area.

1. Sustainability

The following are the goals and policies intended to address sustainability within the Plan Area as described earlier in this Chapter.

Goal S-1: Maximize the use of sustainable development practices in the Plan Area.

Policy S-1.1: Encourage high density development that uses land efficiently and supports the use of transit.

Policy S-1.2: Promote urban infill in the Plan Area to ensure that land is used efficiently.

Policy S-1.3: Provide sufficient parking for carpools and vanpools. These transportation strategies will help to reduce single-occupancy vehicle use.

Policy S-1.4: Create centralized parking facilities to support a "park once" strategy so that visitors arriving to the area by car will park once and walk within the area.

Policy S-1.5: Promote the installation of safe pedestrian and bicycle facilities to encourage walking and bicycling, thereby decreasing dependence on motorized vehicles.

Policy S-1.6: Encourage site and building design that incorporates local-climate design responses that improves energy efficiency by incorporating natural cooling and passive solar heating systems. This may include extended eaves, window overhangs, awnings and tree placement for natural cooling, and building and window orientation to take advantage of passive solar heating.

Policy S-1.7: Encourage the installation of green roofs to insulate buildings and reduce stormwater runoff.

Policy S-1.8: Promote resource conservation through water conservation technologies such as the installation of water conserving appliances and low-flow fixtures.

Policy S-1.9: Encourage green site design by utilizing native and/or drought tolerant trees and plants where possible, and designing climate-appropriate landscapes and gardens.

Policy S-1.10: Encourage the installation of sprinkler systems for public and private green spaces that contain rain detection sensors to prevent unnecessary watering.

Policy S-1.11: Encourage the installation of LID techniques, where appropriate, to prevent stormwater runoff and further pollution of Sacramento's natural resources.

Policy S-1.12: Provide permeable surfaces if possible to reduce stormwater runoff.

Policy S-1.13: Encourage the use of green or sustainable building materials, including recycled content materials that are consistent with the underlying architectural style and character of the building.

Policy S-1.14: Reduce stormwater runoff through the capture and re-use of rainwater.

Policy S-1.15: Encourage the installation of "greywater" systems that reuse water consumed in buildings for watering lawns and other landscaping features on building sites.

Policy S-1.16: Promote recycling and other strategies to reduce the generation of solid waste.

Policy S-1.17: Encourage the reuse of existing buildings and land in the Plan Area to avoid unnecessary solid waste production and preserve the historic resources already present in the Plan Area.

Policy S-1.18: Encourage building construction, both interior and exterior, that utilizes recycled materials and reuses existing components of site, where possible.

Policy S-1.19: Promote the development of numerous public gathering places to encourage social interaction, public events and refuge areas for pedestrians.

Policy S-1.20: Ensure that a rich urban tree canopy and significant vegetation are provided in the Plan Area to provide a well-shaded and comfortable microclimate and curb stormwater runoff.

Policy S-1.21: Provide attractive and comfortable pedestrian spaces that incorporate shade trees for natural cooling and UV protection.

Policy S-1.22: Promote the use of locally produced and manufactured items for use in the construction of buildings and ancillary public buildings in common open spaces.

2. Community Character

The following are the goals and policies for community character, neighborhood identity, and urban design. These goals and policies address the district concepts discussed in Chapter 3.

Goal CC-1: Create an intensive mixed-use transit oriented urban environment that will become an integral part of the Central City.

Policy CC-1.1: Require a mixture of public-oriented, cultural, commercial, educational, entertainment, and recreational uses that contribute to the creation of a lively urban environment.

Policy CC-1.2: Provide a land use framework that allows multiple developers to undertake individual projects and that builds diversity and interest in the urban environment.

Policy CC-1.3: Require active and public-oriented ground level uses that contribute to the pedestrian environment

Policy CC-1.4: Create a pattern of open spaces and pedestrian ways that creates strong linkages with surrounding areas, contributes to a distinct sense of place, and results in a rich sequence of spatial experiences.

Policy CC-1.5: Create a high density, predominantly residential neighborhood with a strong mix of neighborhood amenities (e.g. local retail services), as planned in the East End District.

Policy CC-1.6: Encourage a mixture of high density government and commercial office uses in close proximity to the existing Central Business District and the planned SITF.

Policy CC-1.7: Encourage development of centralized parking facilities, to promote shared parking and to optimize the use and efficiency of parking facilities, which should be wrapped by other uses wherever feasible and otherwise screened from the view of pedestrians.

Policy CC-1.8: Encourage structured parking in lieu of surface parking and service facilities that do not detract from the neighborhood character of the area.

Goal CC-2: Reinforce urban form, character and materials through the appropriate height of buildings and scale transitions to surrounding areas.

Policy CC-2.1: Ensure that the form and massing of buildings contribute to the creation of a cohesive urban fabric that:

- Extends the pattern of downtown Sacramento
- Provides through-block pedestrian access via alleys, lanes or streets at no more than 320′ intervals (Hospital buildings excepted).
- Complements the historic Central Shops and Depot complex
- Transitions in scale to the surrounding residential areas

Policy CC-2.2: Ensure that the form, height, and treatment of buildings reinforce the prominence and role of the major urban spaces and streets.

Policy CC-2.3: Ensure an appropriate scale transition to the Alkali Flat neighborhood.

Policy CC-2.4: Ensure that any new buildings in the Central Shops district or extensions to existing buildings in the district respect the scale, design, and character of existing historic structures and features.

Policy CC-2.5: Ensure an appropriate scale transition between the Central Shops and new districts adjacent to the Central Shops district.

Goal CC-3: The five districts should con tribute to the variety of experiences available in the Railyards while maintaining pedestrian, bicycle and vehicular connections.

Policy CC-3.1: Encourage the development of projects that establish and enhance the individual identity of each district.

Policy CC-3.2: Individual district identities should arise naturally from environmental conditions or built context and should not feel arbitrary.

Goal CC-4: Ensure Railyards Boulevard is a distinctive entry to the Railyards and vibrant, urban Boulevard.

Policy CC-4.1: Railyards Boulevard at the Bercut Street intersection shall be treated with an appropriate urban corner design and shall not be the site of a parking garage.

Policy CC4-2: Break the contiguous mass of buildings on Railyards Boulevard and articulate the difference between buildings within a complex or campus. Ensure the use of quality materials, design and articulated building massing.

Policy CC4-3: Ensure that parking and service vehicle access is provided off South Park Street and Bercut Drive rather than Railyards Boulevard.

Policy CC4-5: Ensure parking structures are designed to minimize visibility from Railyards Boulevard and from I-5.

3. Housing

The following are the goals and policies for residential development, as described in Chapters 3 and 5.

Goal HO-1: Provide for a range of residential types that address the housing needs of a diverse population.

Policy HO-1.1: Encourage a wide diversity of multi-family housing types and a mixture of rental and ownership housing.

Goal HO-2: Provide housing affordable to a range of income groups.

Policy HO-2.1: Provide a housing unit mix based on the Railyards Inclusionary Housing Plan approved by the City.

Policy HO-2.2: Ensure compliance with Chapter 17.712 of the City Code (Mixed-Income Housing), with respect to any obligation to pay an affordable housing impact fee and the quality and diversity of any affordable housing units constructed.

Goal HO-3: Create a cohesive neighborhood that is well integrated in terms of housing type, tenure and cost.

Policy HO-3.1: Encourage the development of a range of housing sizes and configurations suitable for the elderly and persons with disabilities and integration of market-rate housing with affordable housing.

Policy HO-3.2: Phase new housing in consideration of market forces and funding availability.

Policy HO-3.3: Make maximum use of available city, county, state, and federal programs, which support housing.

Policy HO-3.4 Encourage, where possible, vertical mixed integration of housing and other uses.

Policy HO-3.5 Promote housing types that have potentially less significant impacts on the environment, such as senior housing, assisted living housing, and special needs housing.

4. Open Space

The following are the goals and policies for open space, as described in Chapter 6.

Goal OS-1: Provide a system of parks, open, space, and recreational facilities that serve the needs of future residents and employees of the Plan Area and that enhance the overall identity of the Central City and the Railyards.

Policy OS-1.1: Locate parks so they are accessible to the greatest concentration of employees and residents and are suitable for a wide range of age groups and recreational purposes.

Policy OS-1.2: Design plazas, parks, and urban open spaces in association with important civic buildings or community gathering places.

Policy OS-1.3: Utilize opportunities provided by planned open spaces to provide functional and attractive pedestrian and bicycle connections through the Plan Area and to adjacent open space areas such as the Riverfront.

Policy OS-1.4: Promote smaller, amenity-oriented open space areas that complement the urban nature of the Railyards area and downtown Sacramento.

Policy OS-1.5: Encourage innovative use of non-traditional open space, such as rooftops, green roofs, community gardens, and areas under freeways.

Policy OS-1.6: Take advantage of remediated areas by reclaiming them for public open space.

Policy OS-1.7: Ensure safety in public spaces through lighting, design for

visibility, and other preventive measures.

5. Circulation

The following are the goals and policies for traffic and circulation, as described in Chapter 7.

Goal C-1: Reinforce downtown Sacramento as the regional transportation hub with improved light rail, street car, inter-city rail, commuter rail, and intercity and local bus service.

Policy C-1.1: Establish a regional inter-modal facility at the SITF that is easily accessible by walking and bicycling and which brings together inter-city rail, commuter rail, light rail, and bus services in a manner that facilitates convenient transfers between various modes of transit.

Policy C-1.2: Promote the acceleration of the extension of the light rail system from the downtown to the airport in a manner that maximizes service to existing and future uses.

Policy C-1.3: Extend local bus service from the downtown into the Plan Area and locate intercity bus service at the SITF.

Policy C-1.4: Provide safe and efficient rail facilities at the SITF to meet the operational needs of the freight and passenger rail service providers and accommodate current and projected ridership.

Goal C-2: Organize roadway and pedestrian circulation systems that extend the downtown grid system to serve the Plan Area.

Policy C-2.1: Extend 5th, 8th and 10th Streets into the River District area.

Policy C-2.2: Extend F, G, and H Streets within the Plan Area to provide for localized traffic distribution.

Policy C-2.3: Develop east-west roadway to connect 10th Street and 12th Street with Bercut Drive, via Railyards Boulevard.

Goal C-3: Create a walkable street system that extends the unique qualities of downtown neighborhoods gives structure and orientation to the downtown experience and enhances the pedestrian environment.

Policy C-3.1: Extend the walkable block pattern of the downtown into the Plan Area while transitioning and blending it with the arterial system set forth in the River District area.

Policy C-3.2: Provide a network of attractive and clearly visible wayfinding features for pedestrians, bicyclists, and motorists across the Plan Area.

Policy C-3.3: Create and maintain attractive, functional streetscapes that integrates vehicular traffic, pedestrian,

bicycle, and on-street parking facilities and incorporates traffic calming features.

Policy C-3.4: Enhance the non-vehicular environment by developing streets at a scale that are suitable and attractive for pedestrians and bicyclists.

Policy C-3.5: Fully integrate the Central Shops district with the West End district and Vista Park, and 5th Street with the Sacramento riverfront by providing a robust network of varying scaled pedestrian pathways.

Goal C-4: Extend and improve the existing system of bicycle circulation in downtown Sacramento that is safe and efficient.

Policy C-4.1: Provide bicycle connections to improve circulation.

Policy C-4.2: Provide both on-street and off-street bikeways that provide connectivity within the development and connect to existing and planned bikeways in the Plan Area boundary.

Policy C-4.3: Include secure bike parking and bicycle commuter facilities in all new non-residential developments and transit facilities.

Policy C-4.4 Provide bicycle parking and electric vehicle charging stations in all residential projects.

Goal C-5: Create and reinforce safe and efficient pedestrian connections within the Plan Area and in relation to surrounding districts.

Policy C-5.1: Extend pedestrian connections from the downtown area into the Plan Area, as well as Old Sacramento, the Riverfront, and the River District area.

Policy C-5.2: Enhance pedestrian pathways using landscaping, trees, and art in public places.

Policy C-5.3: Provide safe pedestrian linkages to buildings and public spaces, such as schools, transit facilities, riverfront, parks, and plazas by minimizing parking and service access crossings of sidewalks.

Policy C-5.4: Encourage landscape and building elements, such as enhanced paving materials, accent lighting, streetscape furniture, and generous sidewalk space that will contribute to pedestrian environments that are both physically attractive and safe.

Policy C-5.5: In commercial and residential areas, develop pedestrian amenities that contribute to active and economically vibrant environments.

Policy C-5.6: Establish and maintain attractive and functional sidewalks that maximize pedestrian access to all development projects and

provide generous and pleasant walking environments that foster social interaction.

6. Utilities and Community Services

The following are the goals and policies for utilities and community services, as described in Chapter 8.

Goal CS-1: Provide adequate water facilities to serve the needs of new development, and apply water conservation techniques that will reduce overall demand.

Policy CS-1.1: Ensure a safe, reliable on-site water distribution system that meets the criteria of the City's design standards and meets the needs of the community under both normal and stressed conditions.

Policy CS-1.2: Construct water distribution mains of adequate size in the form of a grid to meet varying rates of demand from different locations within the Plan Area.

Policy CS-1.3: In accordance with City of Sacramento standards, require landscaping within the Plan Area to utilize drought resistant plantings and water conservative irrigation methods, such as timed drip irrigation.

Goal CS-2: Provide for the sanitary sewage needs of the project while facilitating the City in complying with standards established by the City's NPDES permit with the Regional Water Quality Control Board.

Policy CS-2.1: Ensure sanitary sewers meet the criteria of the City's design standards.

Policy CS-2.2: Offset the increased sanitary sewer flows into the combined sewer system through on-site detention of storm water flows, and discharge of retained storm water to the Sacramento River.

Goal CS-3: Provide a storm drainage system to serve the Plan Area that achieves the water quality provisions of the City's municipal NPDES Stormwater Permit.

Policy CS-3.1: Provide for the separation of combined storm and sanitary sewer flows in the Plan Area.

Policy CS-3.2: Design the storm drainage system to meet the design criteria of the City's Department of Utilities, Sacramento City design standards, and the terms of the City's NPDES permit.

Goal CS-4: Provide adequate electrical and gas service to serve the project development, and provide a program of energy conservation.

Policy CS-4.1: Implement strategies to promote additional energy conservation, beyond the level required under California Title 24 building standards, to the extent that such approaches are found to be feasible and cost effective.

Policy CS-4.3: Encourage early consultation between project developers and the Sacramento Municipal Utilities District to determine the appropriate electrical and gas infrastructure to serve the Plan area, including appropriate energy conservation measures.

Goal CS-5: Provide for adequate school resources in the form of facilities on-site, off- site or through in-lieu fees to meet the needs of future residents.

Policy CS-5.1: Ensure that school facilities or in-lieu fees are provided at a level that accurately reflects actual student generation within the Plan Area.

Policy CS-5.2: Recognize the need for alternative types of school facilities within the Plan Area and/or accommodate school demands off-site so that demand for school facilities is met, while building on the unique resources and mixed-use nature of the development.

Goal CS-6: Provide for solid waste and recycling disposal and collection systems to ensure safe, efficient, movement of waste from the Railyards to disposal sites.

Policy CS-6.1: Design street and alley systems to minimize crossing of sidewalks by service and recovery vehicles for solid waste, recycling, grease and other waste streams.

Policy CS-6.2: Provide enclosed facilities that screen trash and recycling containers from pedestrian views and discourage "picking" of recyclable containers.

7. Historic and Cultural Resources

The following are the goals and policies for historic resources in the Railyards area.

Goal HR-1: Provide for the public use and enjoyment of historic resources within the Plan Area.

Policy HR-1.1: Allow a mixture of public-oriented, cultural, and commercial-recreational uses that reinforce the Central Shops District as a regional destination and that promote viable reuse of the historic district.

Policy HR-1.2: Preserve historic resources within the Central Shops District.

Policy HR-1.3: Ensure that rehabilitation of the historic Central Shops complex and features conform to standards for preservation of historic properties set forth in Section 17.604 and other related sections of Title 17 of the Sacramento Municipal Code.

Policy HR-1.4: Preserve and rehabilitate the Southern Pacific Depot complex in a manner that will enhance its civic significance in the downtown and Railyards area and in

conformance with the City of Sacramento's SITF site plan.

Goal HR-2: Identify and protect archaeological resources that contribute to the understanding of the history and prehistory of the Railyards area.

Policy HR-2.1: Develop and implement an archaeological observation and evaluation plan to identify and recover archaeological resources, if any, within areas of the site during excavation, grading, and piling.

Policy HR-2.2: Incorporate and interpret artifacts that highlight the site's prehistory, history, and especially the historic role and significance of the Railyards.

8. Hazardous Substances

The goals and policies for hazardous substances are listed below. Detailed guidance for implementation of these goals and policies is provided in Chapter 10.

Goal HAZ-1: Institute programs that facilitate development and ensure that public health and safety and the environment are protected at all times.

Policy HAZ-1.1: Ensure that city land use approvals are compatible with DTSC approved land use covenants and that development-related excavation and dewatering are also carried out in a manner which meets DTSC requirements.

Goal HAZ-2: Ensure that over the entire life of the project, site inhabitants and users enjoy current and up-to-date levels of environmental protection.

Policy HAZ-2.1: If either reuse of land or a change of use in the Plan Area is proposed that would conflict with the remedial action plan restrictions, DTSC approval and remediation reflecting current applicable exposure standards shall be implemented.

Policy HAZ-2.2: In the event that State cleanup standards are revised to be more protective of human health, DTSC and property owners shall work to determine if additional remediation requirements are required and what party is required to comply.

Goal HAZ-3: Coordinate project phasing with remediation to protect site users from exposure to unacceptable health risks.

Policy HAZ-3.1: Ensure that development is implemented in accordance with DTSC approved land use covenants.

Goal HAZ-4: Remediation shall be carried out to allow for redevelopment of the Railyards while protecting human health and the environment.

Policy HAZ-4.1: Fully protect human health and the environment through the implementation of the DTSC approved land use covenants.

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OPEN SPACE 5

This chapter describes the general qualities and character of the open space in the Railyards. All drawings and photographic images represent an illustrative concept of open space on the site. Over time, these concepts may need to be adjusted and refined to respond to actual buildout.

A. Open Space Overview

Open space, as it relates to the Railyards, is broadly defined to capture a wide range of outdoor public spaces for residents, visitors, and employees. This includes the Riverfront and associated trails, promenades, water features, and river access; urban plazas within the historic Central Shops, a gathering place among retail uses and cultural and entertainment venues; a 10-acre community park with a variety of attractions; traditional neighborhood parks within a residential area; and pedestrian and bike paths.

Open space forms a key framework system to link the Railyards' districts internally, as shown in Figure 5-1, as well as the Sacramento and American Rivers and the Central City. The framework of plazas, parks, paseos, and connecting paths will provide the Railyards with a mixture of dynamic open spaces, ranging from urban civic plazas to passive neighborhood parks, similar to the urban open space components of other great cities.

Parks and plazas provide a number of environmental, psychological, and economic benefits in dense urban settings. Parks include spaces for a wide range of passive and active recreational activities, such as playing fields, gathering areas, and casual seating spaces, and serve as places of respite from the busy urban environment. Parks can also serve as generators of economic vitality by providing space for farmers' markets, concerts and festivities. Parks, plazas, and their trees also serve as lungs for the city: they release oxygen into the environment, consume carbon dioxide, filter pollutants, slow down runoff, muffle urban noise, provide shade, reduce temperatures, counter urban heat island effects, and provide wildlife habitat. For all of these reasons, parks and plazas contribute to a higher quality of life in cities.

For the purposes of this Plan, "open space" is a broad term that refers to all spaces within the Railyards that are not occupied by buildings and are intended to serve a variety of recreational and public uses. The two primary types of open spaces within the Railyards include parks and plazas.

The term "park" refers to landscaped areas that allow for passive and active recreational activities. Parks may include a variety of elements, including designated areas for specific sports; such as baseball diamonds; playing areas for children with facilities such as swing sets, tot-lots; shaded and landscaped seating or recreational areas; community gardens; walking and biking trails; and educational areas with interpretive signage. All of the parks described in this Plan are publicly accessible.

Source: AECOM

Figure 5-1. Open Space Plan

A "plaza" is another type of open space that is typically smaller than a park. Plazas are usually located in areas that are more intensely developed than parks. Though they may include plants, trees, and shrubs, most surfaces within plazas are characterized by-pavement of hard, non-living materials such as stone, brick, or concrete. Plazas are usually located in close proximity to active ground floor uses, such as shops or restaurants as part of the same or adjoining parcels. These features are most successful when they are furnished with movable seating, plantings of various scales, and trash receptacles which are monitored and regularly emptied.

B. Open Space Objectives

One overarching open space objective, which applies to the Railyards site as a whole, is to provide a rich tree canopy, similar to that which already exists on many streets in downtown Sacramento, along all new streets and open spaces. Additionally, several additional broad objectives for open space have been developed for each of the districts in the Railyards. These district objectives are outlined below.

- **Depot District**. Provide a clear open space connection between the Railyards and downtown Sacramento.
- **Central Shops District**. In order to convey the historic interconnected functions between the Central Shops buildings, it is important to maintain a strong visual relationship between the buildings through a mixture of urban public spaces, with careful placement of retail, museums, night clubs, performance space, galleries, and restaurants which operate at hours supportive of the residential and tourism activities envisioned herein.
- **West End**. Develop a district that links the entire Railyards project together with pedestrian walkways, urban plazas, parks, the promenade, and other public spaces. The largest park in the Railyards, Vista Park, will be located in this district. Vista Park will demarcate the northern edge of the district and provide a large public space and recreational amenity directly adjacent to the medical campus.

Delores Park, a "vista park" in San Francisco

- **East End**. Create a new neighborhood that builds on the spirit of the city's traditional open space-oriented neighborhoods, with parks and greens central to East End district residential and non-residential parcels, along a landscaped pedestrian axis anchored between Vista Park and the large event plaza of the MLS stadium.
- **Riverfront District**. Develop a district where the Railyards connects to the Sacramento River through innovative design under the freeway that attracts people to the vibrant waterfront and its restaurants featuring spectacular riverfront views; high-rise buildings potentially for a hotel or housing; and the promenade, parks and open space. A key feature of this district will be buildings set in a park-like setting along the riverfront.

In addition to these overarching objectives, each district has a series of more specific intentions for the design and function of its open spaces. The character and general nature of the five districts that make up the Railyards, including key open space concept drawings, are described and shown below.

1. Depot District

This district will serve as a transit center and a connection between the Railyards and downtown Sacramento. There are three objectives for open space in the Depot District which will be master planned as part of the Sacramento Valley Station:

- Develop a plaza at the entrance of the Depot that frames the entryway into the Railyards.
- Provide an urban public space for public events which respects the character of the historic structures, essentially creating outdoor rooms.
- Provide easy access through multiple transportation modes, to public spaces and bike and pedestrian pathways in the Downtown and Railyards area.
-

2. Central Shops District & Transition Zone

The Central Shops represent the historic core of the Railyards. This location within the Railyards provides close connectivity to Old Sacramento and the Riverfront District. There are four objectives for open space in the Central Shops District:

- Utilize the historic Central Shops complex and features as a primary design element for public spaces.
- Celebrate Sacramento's history as a rail center through the use of outdoor spaces and public art that provide educational and interpretive opportunities.
- Design public spaces in the Central Shops District with unique plazas that define public and private space and other open space forms that accommodate large gatherings.
- Create inviting, safe and comfortable public spaces integrated with a mixture of uses such as shops, museums, music venues, jazz clubs, galleries, a performing arts theater, and restaurants surrounding the historic Central Shops.
- Respect and maintain historic signage remaining from the former railroad operations.

The following open space features will be located in the Central Shops district:

- **Roundhouse Plaza**. A plaza freshly interprets the original structure and use of the roundhouse while honoring the historic nature of the site and allowing for the potential for the roundhouse to be reconstructed. The plaza is an active space with frequent movement among adjacent uses. The design intent for Roundhouse Plaza is to create an attractive, active, and urban park centered in the Railyards for residents, visitors, and workers to enjoy.
- **Powerhouse Court**. This plaza is surrounded on all four sides by historic shops. The plaza should reflect this historic context and largely remain open to facilitate circulation through these spaces.
- **Market Plaza**. Market Plaza is inspired by its historic context, shaped to encourage

movement, informal gathering, and visibility between structures. The plaza is active, with pedestrian traffic from retail users, museum attendees, and other visitors.

- **Museum Park**. This park knits the Riverfront and the Central Shops districts together. The portion of the park east of the curving rail line will be similar in character to the central shops open space. The area west of the curving rail will be the passage zone between the shops and the river. This will be a playful and inviting area that will encourage circulation through these spaces, accommodate large crowds and events at the Railroad Technology Museum, and will maintain visibility to the river.

3. West End District

The West End consists of an array of retail, office, medical campus, and some residential uses. Open space in this district will provide links to the entire Plan Area and the existing peripheral urban fabric. There are five objectives for the open space in the West End District:

- Connect downtown, the Railyards, and the river via off street trails, pedestrian corridors, and parks.
- Create open space that supports a 24-hour urban live/work environment that celebrates the contemporary culture of Sacramento.
- Support transit use with pedestrian-oriented development and cross-district bikeways.
- Provide strong landscape design of public parks and plazas that encourage the patronage of shops, hotels, and other businesses.
- Provide space for programmed performances and informal outdoor meetings.

The following open space features will be located in the West End district:

- **Stanford Walk**. Stanford Walk is a pedestrian connection, extending from Stanford Street, within the Central Shops district, and terminating at Vista Park. The corridor will create a strong visual, pedestrian and bicycle link between the diverse uses in these districts, connecting the historic district with the medical campus, and Vista Park through various programmed open space uses. As the terrain rises, the views of the Central City change. Thus, designers should consider opportunities for pedestrians to enjoy the views.
- **5th Street Steps**. The 5th Street Steps are the first major entry point to the Central Shops once visitors cross the railroad. A grand staircase will mark this entry point into the Shops. 5th Street will widen at this location to create a plaza.

4. East End District

This district occupies the northeast quadrant of the Railyards. Open space will support the district's primarily residential character and provide a clear connection to the areas north of the Railyards. The open spaces in the East End will also draw visitors from elsewhere in the Plan Area and the Sacramento region. There are five objectives for the open space in the East End District:

- Create open space that supports a new residential neighborhood, designed in the spirit of the city's traditional urban neighborhoods, with parks and open spaces as central features of the neighborhood.
- Reinforce the concept of a transit-oriented neighborhood.
- Create a dynamic linear space for residents to gather, walk, sit or dine outside, exercise, and relax.
- Mass buildings along a build-to-line along the street, with step backs from the street to permit café dining spaces or to step back from public parks in order to allow access to sunlight throughout most of the day and create a more expansive feel to the public space.
- Create a strong connection to the MLS Stadium from other districts in the Railyards, Downtown, and the River District Area.

The following open space features will be located in the East End district:

- **Vista Park**. Vista Park responds to the existing grades with sculptural landforms that shape functional spaces. A playing field and amphitheater nestle into the edges of the landform, creating space for performances and play. The park is informal in character, using spare materials and a planting palette that highlights the landform as the main element in the park. Consider using signage to encourage enjoyment of the views, such as identifying suggested locations for photographing the Central City.
- **East End Neighborhood Parks**. The East End Neighborhood Parks will essentially be a gathering place for residents and visitors of the East End District. It features five distinct open space area designed to support a variety of active and passive community activities, including play areas, gardening, lounging, formal or informal community gathering, and shaded pedestrian paths. These distinct open spaces will provide an urban retreat for outdoor dining, informal performances, play, and other lively activity. The Neighborhood Parks will be connected by wide landscaped corridors for pedestrians and bikers traveling between the MLS stadium plaza to the east and Vista Park to the west.

5. Riverfront District

The Riverfront District will connect the Railyards to the Sacramento River, providing the city with an opportunity to reclaim a part of its geographical history with a reinvigorated waterfront, replete with restaurants featuring spectacular views, high-rise hotel and/or housing development, and parks and open space. To utilize this open space and the trails along the American River Parkway, this District emphasizes pedestrian and bicycle access. There are six objectives for the open space in the Riverfront District:

- Connect the Railyards to the waterfront with restaurants, hotels, housing, parks, and open space.
- Celebrate reclaiming part of Sacramento's geographical history.
- Activate the waterfront with open space and pedestrian and bike access.

- Implement the Sacramento Riverfront Master Plan, including reaching across the river to West Sacramento.
- Create a regional scale open space amenity.
- Celebrate the historical significance by including a national monument at the terminus of the transcontinental railroad.
- Consider opportunities for interpreting the natural environment through signage and providing locations for interpretative messaging.

The following open space feature will be located in the Riverfront district:

- **Riverfront Park**. Riverfront Park is a linear park that combines riparian planting with active uses, water access, and smaller gathering spaces. The park allows for a mix of active and passive uses that will draw users from all districts and from around the city.

6. Additional Open Space Elements

In addition to these programmed open space elements, the Railyards will also include a number of additional linear open space areas that improve community connections or connect to the specific open space features already discussed in this chapter. There are two objectives for these open spaces:

- Connect programmed open space features to one another.
- Provide pedestrian and bicycle access between open space elements, minimizing the number of at-grade street crossings that might pose a conflict between bicycles and pedestrians and vehicles.

These include linear open spaces along South Park Street and Bercut Drive.

The following additional features will be located in the Railyards:

- **Chinese Landscape Design Theme**. A Chinese landscape design theme is proposed to be included as part of the SITF development to help commemorate the importance of the Chinese to the development of the transcontinental railroad in Sacramento. This landscape theme will provide an interesting open space that builds on the concepts of education and history in the Railyards. A monument or art piece may be a central component of this landscape, celebrating the culture and contributions of Chinese railroad workers.

The following open space feature will weave throughout the entire Railyards area:

- **Interpretive Walk**. A final open space component proposed is an interpretive walk connecting historic points of interest between Alkali Flat, the Railyards, and Old Sacramento. The pedestrian walk will celebrate the history of Sacramento and enrich the pedestrian experience by providing an educational component. The specific location and route of the interpretive walk has not yet been determined.

Please see Chapter 3 of the Railyards Design Guidelines for more detailed information regarding the design of open spaces within the Railyards.

C. *Open Space Stories*

The Railyards' open spaces are organized around three primary stories.

1. History and Education

In addition to being a place to live, work, and play, the Railyards will include both historical and educational components that can be integrated into open spaces. Visitors to the site will be able to experience the Central Shops and develop an understanding of what life was like during the early years of Sacramento.

History
The Central Shops provide a vibrant core for the project, meshing retail, a market, restaurants, and plazas. It is one of several areas that create a unique space for children to play and gather.

Learn
Museum Park will have space for kids to play and learn near the Central Shops. A large plaza will provide space for gathering and celebration.

2. Culture and Entertainment

Celebrating the indomitable spirit that overcame flood and fire to build a city and moved mountains to build a railroad, the cultural and entertainment core bursts with opportunities for the exploration of Sacramento's unique history through recreational and interpretive activities.

Market
The heart of the Central Shops, Market Plaza is a gathering spot for restaurant goers, retail shoppers, museum visitors, and anyone looking to relax, have fun and take in the historic surroundings in an energizing environment.

Performance
Vista Park will be a gathering spot for performances and events. It may include an amphitheater that could double as a sports field to maximize the potential of the space.

Celebration

A concourse of urban plazas link the site, emphasizing the public act of coming, moving, or flowing together as they move between the different cultural and entertainment destinations.

3. Parks, Rivers and Parkways

Residents and visitors alike will be able to choose from a wide variety of open spaces where they can spend their time: whether they want to go for a stroll through the East End neighborhood parks, throw a frisbee in Vista Park, go for a jog along the river in Riverfront Park, or catch a movie in Museum Park, the open spaces in the Railyards will offer something for everyone. A strong pedestrian network will provide easy access, as will a series of strategic connections that facilitate movement within the site, the city, and the region.

Source: AECOM

Gather

Neighborhood Parks in the East End District are a meeting place for residents, office workers, and site visitors. Toss a ball at the green, meet friends for lunch, walk the dog, or have a picnic... the space is versatile, inviting, and vibrant.

Source: EDAW, Inc.

Stroll

Stanford Walk is a series of urban linear plazas and open spaces that connect Vista Park to the Central Shops district, and will provide a pedestrian- and bicycle-oriented environment for enjoying mixed commercial and entertainment establishments in the district.

Source: AECOM

Relax

The public gathering spaces & trails in Vista Park will offer residents and visitors a variety of relaxing, restorative spaces. Visitors to the park will enjoy its versatility, whether they choose to catch a music performance, play ball, or take in the views while bicycling through the park.

Source: AECOM

Connection

River Park will connect the project to the city and the region. Using the guidelines established in the Sacramento Riverfront Master Plan, the park will celebrate the river.

The Neighborhood Parks area connects Vista Park in the West End District to the East End District neighborhoods and MLS Stadium.

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TRANSPORTATION AND CIRCULATION 6

The unique location of the Railyards site allows for development of the Plan Area to serve as both a major transportation hub and as a connector, reestablishing continuity in the urban fabric between Downtown, Alkali Flat, and the River District area. The street network shown in this Plan is designed to accommodate the significant volume of new traffic that new development within the Plan Area will generate. It also offers a major opportunity to improve traffic distribution within the Downtown.

In addition to completing the Central City's circulation system, development of the Railyards site will reinforce the Downtown as a regional transportation hub. The Railyards area has played an historic transportation role within the City and region. Development of the Railyards site will play this role once again by establishing a regional transportation interchange point at the proposed Sacramento Intermodal Transportation Facility (SITF). This opportunity will build upon the success of Amtrak and Capitol Corridor services and encourage the development of a comprehensive intercity and commuter rail network. The Downtown-Natomas-Airport (DNA) light rail extension traverses the site along 7th Street, providing a connection to the existing light rail service. The DNA line will include a light rail stop north of the intersection of 7th Street and Railyards Boulevard within easy walking distance from proposed residential neighborhoods and MLS stadium.

This chapter describes circulation and streetscape features within the Plan Area, as well as regional transportation connections that will be provided at the SITF. Development of all streets within the Plan Area will conform to the City of Sacramento's Grid 3.0, *Traffic Calming Guidelines* and *Pedestrian Friendly Street Standards*.

A. Roadway Network

The Plan provides a comprehensive, context-sensitive local street network within the Railyards site that will connect to the Central City street network. Streets are organized in a hierarchy consisting of boulevards, major streets, main street, and minor streets, each with specific objectives for use and physical design characteristics and standards to satisfy those objectives. Important new roadways in the Plan Area include the recently built Railyards Boulevard, which runs east-west through the center of the site, as well as 5th and 7th Streets that will extend north-south across the Plan Area to connect with existing streets in the River District area. Other important new streets include 6th Street, South Park Street, and Camille Lane. Roadways that will be extended, expanded, or modified to provide direct access into the Railyards site include Bercut Drive, Jibboom Street, F Street, G Street, as well as North B Street, 8th Street, and North 10th Street.

In addition to providing improved circulation within the site and to adjacent neighborhoods, the local roadway network will also serve to

connect the Railyards site to one of the region's most important pieces of transportation infrastructure: Interstate 5, which runs north-south through the western end of the Plan Area and plays an important role in organizing the site. It separates the more urban and mixed-use districts east of the interstate, including the West End and the Central Shops, from the more open space oriented Riverfront District. Fifth Street and 7th Street will provide main access to the site from the Richards Boulevard and I Street interchanges to the interstate. Jibboom Street and Bercut Drive will also provide alternate riverfront access from the Richards Boulevard interchange, connecting directly to the west end of Railyards Boulevard.

Various Agencies are collaborating on planning and design a new bridge across the Sacramento River at I Street. The new span will include provisions for bike lanes and sidewalks to provide more connections between planned new investments on both sides of the River.

In addition, a one-way in vehicle extension of Richards Boulevard and two-way cycle track will connect Richards Boulevard directly with 12th Street

Though not identified in the circulation plan, local access provided through alleys shall be developed on larger -blocks, similar to or greater than the traditional Central City block of approximately 2.5 acres. A discussion of the types, function, and design of alleys are further addressed in the Railyards Design Guidelines.

This section will describe the specific features of streets in the Plan Area, including their intended function and character. Figure 6-1 provides a circulation diagram for the entire Plan Area. Specific details of street sections within the Railyards can be found with the Tentative Map which prevails over street sections shown in this chapter. Table 6-1 identifies the Specific Plan street types and General Plan functional classifications.

1. Boulevard

a. Railyards Boulevard

Railyards Boulevard is proposed as the primary east-west street in the Plan Area, traversing both the West End and East End districts and bisecting the Plan Area roughly down the middle. Railyards Boulevard is proposed to extend from 12th Street on the east to Jibboom Street on the west and connect with the north-south roadways (i.e. 5th, 7th, 8th, and 10th Streets) that lead to downtown and the River District area.

Railyards Boulevard will exhibit a "boulevard" character, with wide travel paths flanked by wide sidewalks and large shade trees. In addition to accommodating large volumes of vehicle traffic, it also has Class 2 bicycle lanes or a Class 1 trail along its entire length and serves as a primary access route for bicyclists.

In terms of land use, Railyards Boulevard will provide access to two anchors in the Plan Area – the medical campus in the West End district and the MLS Stadium in the East End district. The boulevard will also provide access to mixed-use residential and office buildings in the two districts.

b. North 10th Street

North 10th Street, which begins at Railyards Boulevard and exits the Plan Area towards North B Street, provides access to the River District to the north from the eastern-most corner of the East End District.

Source: AECOM

Figure 6-1. Circulation

Table 6-1 Street Section Characteristics

	Specific Plan Street Type	General Plan Functional Classification
Railyards Boulevard – Bercut Drive to Jibboom Street	Boulevard	Arterial
Railyards Boulevard - between Bercut Drive and 7th Street (Existing)	Boulevard	Arterial
Railyards Boulevard – between 7th and 10th Streets	Boulevard	Arterial
North 10th Street	Boulevard	Arterial
5th Street – between North B Street and Railyards Boulevard	Major Street	Arterial
5th Street - between Railyards Boulevard and Camille Lane (Existing)	Major Street	Arterial
5th Street - between Camille Lane and tracks (Existing)	Major Street	Arterial
5th Street Overpass (Existing)	Major Street	Arterial
5th Street - between H Street and tracks (Existing)	Major Street	Arterial
7th Street - between South Park Street and North B Street	Major Street	Arterial
7th Street - at Light Rail transit station,	Major Street	Arterial
7th Street - between tracks and Railyards Blvd.	Major Street	Arterial
7th Street under tracks	Major Street	Arterial
7th Street - between F Street and railroad tracks	Major Street	Arterial
6th Street - between Railyards Blvd. and North B Street	Major Street	Major Collector
6th Street - between Railyards Blvd. and UPRR Tracks (Railyards Boulevard to Camille Lane, Existing)	Major Street	Major Collector
6th Street Overpass	Major Street	Major Collector
6th Street – between G Street and tracks	Major Street	Major Collector
South Park Street - between Bercut Drive and Vista Park	Major Street	Major Collector
South Park Street - at Vista Park	Major Street	Major Collector
South Park Street - between 5th Street and 7th Street	Major Street	Major Collector
North B Street –5th Street to 7th Street	Major Street	Major Collector
North B Street – 7th Street to 8th Streets	Major Street	Major Collector
North B Street – 8th Street to 10th Street	Major Street	Major Collector
North B Street – 10th Street to 12th Street (Existing)	Major Street	Major Collector
Bercut Drive – Railyards Blvd. to South Park Street	Major Street	Minor Collector
Bercut Drive – south of Railyards Blvd.	Major Street	Minor Collector
Camille Lane – Bercut Drive to 5th Street	Major Street	Major Collector
Camille Lane – 5th Street to 6th Street	Major Street	Major Collector

2. Major Streets

Together with Railyards Boulevard, major streets in the Railyards Plan Area are the primary travel routes for vehicles, bicycles and pedestrians traversing the site. Most major streets connect directly to major destinations outside of the Plan Area.

a. 5th Street

5th Street is a two-way transportation artery and the primary circulation route for vehicles traveling north-south across the Plan Area. 5th Street runs through the center of the Railyards site, bridging between the River District to the north and the existing Downtown to the south by connecting H Street to North B Street. 5th Street draws Downtown north and effectively removes the physical barrier between Downtown and its northern neighborhoods. As it moves through the Railyards site, 5th Street is bordered by the Central Shops residential, commercial, office, and retail uses.

The street which has already been extended between H Street and Railyards Boulevard will provide improved access to the SITF. To provide a continuous pedestrian linkage between the Downtown and the northern portions of the Railyards site, 5th Street and its fronting structures rises gently beginning at I street. Sidewalks crossing over the railroad are sloped gently enough and engineered specifically to ensure compliance with the Americans with Disabilities Act (ADA). The roadway reaches a maximum street-level elevation as it extends over the relocated Union Pacific rail corridor. It then returns to grade level just north of the intersection with Camille Lane, a pedestrian-oriented street which provides access to the Riverfront, Central Shops, and much of the West End districts. North of Camille Lane, 5th Street intersects with Railyards Boulevard and South Park Street. 5th Street rises to meet the higher elevation of Vista Park before dropping again to exit the Plan Area at North B Street.

In addition to being a primary route for vehicle travel, 5th Street will have wide sidewalks with landscaped planting strips for its entire length (with the exception of the bridge span) and will therefore serve as an attractive route for pedestrians walking between Downtown and the Railyards. A common design language will run the length of the street, serving as a unifying element for the Depot, Central Shops, and West End districts. The streetscape should be grand in scale, commensurate with the size and function of this street.

b. 7th Street

In addition to being envisioned as the primary thoroughfare for vehicles moving north-south across the Plan Area, 7th Street is the proposed alignment for the Downtown-Natomas-Airport light rail line, which will eventually carry passengers from Downtown to the Sacramento International Airport. 7th Street will carry cars between the River District area and Downtown, serving as the primary transportation link to the East End District for individuals arriving from points north of the site.

Traveling southbound from the River District area, vehicles will enter the Plan Area at North B Street, immediately encountering residential mixed-use blocks.

The right-of-way on 7th Street varies along its length. It becomes widest between South Park Street and Railyards Boulevard, the proposed location for the Railyards LRT stop.

While 5th and 6th Streets pass over the Union Pacific rail corridor, traffic on 7th Street is

carried underneath the tracks through an existing underpass that will accommodate vehicular and light rail traffic. Pedestrian/bike traffic along 7th Street is planned at–grade immediately south of Railyards Boulevard, but will then be re-routed to utilize the 6th Street overpass pedestrian/bike lanes to connect to the south side of the railroad tracks.

Most pedestrian activity across the heavy rail corridor is likely to migrate to 5th and 6th Streets, which are better integrated into the street network and fronted by more pedestrian-oriented uses. However, the portions of 7th Street between Railyards Boulevard and the neighborhood park in the East End residential area will be an important nexus of pedestrian activity, with a steady flow of passengers embarking and disembarking from the trains. These blocks should receive special attention in terms of streetscape design.

c. 6th Street

While 5th and 7th Streets will serve as the primary conduits for traffic moving north-south across the Plan Area, 6th Street will be a slower moving, more pedestrian and bicycle-friendly alternative. 6th Street enters the Depot District at I Street, proceeds over the railroad tracks via a bridge and connects to Camille Lane before intersecting with Railyards Boulevard.

6th Street north of Railyards Boulevard will be more residential in character. South of Railyards Boulevard, 6th Street serves a mix of uses with a more commercial focus. Between H Street and Richards Boulevard, 6th Street will have separated bicycle lanes.

d. South Park Street

In the northwestern part of the Railyards site, South Park Street is an important travel route, providing primary access to the medical campus between Bercut Drive and 5th Street for vehicles, pedestrians, and bicyclists. The section of South Park Street at Vista Park features expanded sidewalks adjacent to the park. The section of South Park Street, east of 5th Street travels through the proposed residential neighborhoods, featuring wide sidewalks and planters with large street trees spaced evenly apart.

e. North B Street

North B Street will be an important thoroughfare that runs along the northern border of the East End District. North B Street will carry traffic east-west north of the Plan Area, connecting with the streets that run through the Downtown to the south and Richards Boulevard and the streets running through the River District to the north.

f. Bercut Drive

Bercut Drive, an existing roadway, is primary a western outlet for Railyards Boulevard. The street, which currently begins near its future intersection with Railyards Boulevard and extends north of Richards Boulevard, runs along the eastern edge of Interstate 5, which is elevated as it travels through the Plan Area. Bercut Drive will be extended southward to provide access to the Riverfront and Central Shops districts. Bercut Drive varies in right-of-way along its length. Wide sidewalks and street trees line the east side of the street; while a Class 1 bicycle and pedestrian path is planned along the west side of the street.

g. Jibboom Street

Currently, Jibboom Street begins at the I-5/Richards Boulevard interchange north of the Plan Area, runs south along the riverfront and is elevated to connect with the existing I Street Bridge. The City of Sacramento is

currently designing a replacement bridge which will connect Railyards Boulevard to West Sacramento. As part of the I Street Bridge project, the elevated portion of Jibboom Street will be removed and the west end of Railyards Boulevard will be modified to accommodate the proposed grade differential with the east abutments. The intersection of Jibboom Street and Railyards Boulevard will become a three leg intersection in its final condition.

h. Camille Lane

Camille lane is oriented east-west through the West End district, providing access to the adjacent mixed-use parcels and a primary vehicular connection to the Riverfront district. The street curves gently as it moves across the site, to accommodate vehicular, bicycle, and pedestrian traffic and parking serving adjacent land uses.

3. Main Street

Stanford Street is the primary pedestrian-oriented commercial main street in the Plan Area and will be lined with uses such as, but not limited to, one and two stories of retail entertainment facilities and loft housing, a hotel, and office spaces above. These characteristics distinguish it as a "main street." Stanford Street will run north-south providing an important pedestrian connection between the Central Shops district and Vista Park, in combination with a pedestrian easement north of Railyards Boulevard.

Stanford Street will include generous sidewalks to allow for large pedestrian volumes and outdoor seating.

4. Minor Streets

Several minor streets will stretch between the major roadways in the Plan Area, providing greater internal connectivity within the site. They will also make some parcels more accessible, allowing for more service and parking entrances and fewer curb cuts on the major pedestrian-oriented streets. Traffic originating off-site will remain on the major streets and boulevards that are intended to direct traffic through the Railyards site and off minor streets, most of which are primarily residential or commercial-serving. Minor streets are described by district below.

a. West End

The small block pattern of Downtown will be continued in the West End and East End districts, providing a multiplicity of local routes and access points. In the West End, minor streets include Huntington Street and Stevens Street, to provide access to mixed-use development.

b. East End

Minor streets in the East End will offer a quiet pedestrian-friendly environment, lined with trees and wide sidewalks and will primarily provide access to residential buildings. Minor streets in the East End District include Judah Street, providing residential area access; 8th Street, between Railyards Boulevard and North B Street, providing local access to the MLS stadium and adjacent mixed-use development; and Railyards Boulevard, between 10th and 12th Street. East of 10th Street, Railyards Boulevard changes from a boulevard and narrows in profile, to accommodate west-bound traffic from 12th Street into the Railyards Boulevard.

c. Depot District

The minor streets in the Depot District serve as local connectors to the primary north-south thoroughfares that traverse the Railyards site, including 5th, 6th, and 7th Streets. They also

provide access to the numerous office/residential mixed-use blocks that are south of the relocated railroad corridor. Minor streets in the Depot District include F Street and G Street. F Street and G Street extend the Downtown grid into the Depot District, thereby integrating the Plan Area into Sacramento's existing urban fabric.

B. Parking

Most parking serving development in the Plan Area will be accommodated in structures in the central portions of blocks that are integrated with the buildings they serve.

There will also be stand-alone public parking areas and structures built in the Plan Area, which will be specifically intended to support the retail, commercial, and entertainment venue spaces in and around the Central Shops, Riverfront, and West End districts and near the proposed MLS Stadium and public/quasi-public areas in the East End district. These structures will support a "park once" strategy for the Specific Plan's core retail and entertainment area. Under this strategy, patrons arriving in the area by car will be encouraged to park once in a centrally-located garage and will then be able to walk to multiple destinations within the area, thereby minimizing inter-area auto trips. The development of centralized parking structures will also ensure that visitors know where to find parking in the area; thereby, minimizing the need for motorists to circle the area looking for a parking space.

Conceptual locations and capacities for potential publicly accessible parking facilities are shown in Figure 6-2. These locations and capacities may be moved or changed slightly as the Specific Plan is developed, provided that the overall resulting traffic patterns and impacts considered in the Specific Plan EIR do not change.

C. Pedestrian and Bicycle Circulation

Streets, blocks, and land uses in the Specific Plan Area will be laid out in ways that encourage walking and bicycling. Streets will generally be lined with comfortable pedestrian amenities such as attractive shade trees, street furniture, and pedestrian-scaled lighting to create a cozy urban atmosphere. Buildings will be built to the lot line; thereby providing a sense of enclosure to passersby on the street. Where appropriate, pedestrian pathways will be separated from auto circulation routes. When the two meet at intersections, a change in grade and materials will occur to emphasize the conflict point and to improve visibility and safety. Lighting will be provided for safety and to heighten nighttime visibility.

Source: AECOM

Figure 6-2. Conceptual Publicly Accessible Parking Locations and Capacities

A comprehensive network of plazas and open space will contribute to the variety and interest experienced by pedestrians in the Plan Area. Figure 6-3 shows pedestrian zones, which include public plazas, sidewalks, promenades and special open space features. The East End District will include pedestrian paths along South Park Street within a widened pedestrian-open space park-like setting along both sides of the street and particularly along the northern edge, visually connecting Vista Park to the MLS Stadium. From 5th Street, a series of plazas and pedestrian alleys unfold on Railyards Boulevard and pedestrians can access the Central Shops district at multiple points on Camille Lane. An intricate network of pedestrian paths and alleyways will provide circulation among the historic Central Shops.

The Central Shops District will have no city streets or alleys, therefore street standards will not be required. The pedestrian network of the Central Shops district will also be directly connected to the Depot District via a tunnel system. Walkability along the riverfront will also be enhanced with the removal of parts of Jibboom Street and the development of new uses. A well-designed wayfinding program will ensure that visitors moving around the Plan Area on foot can easily find their way around.

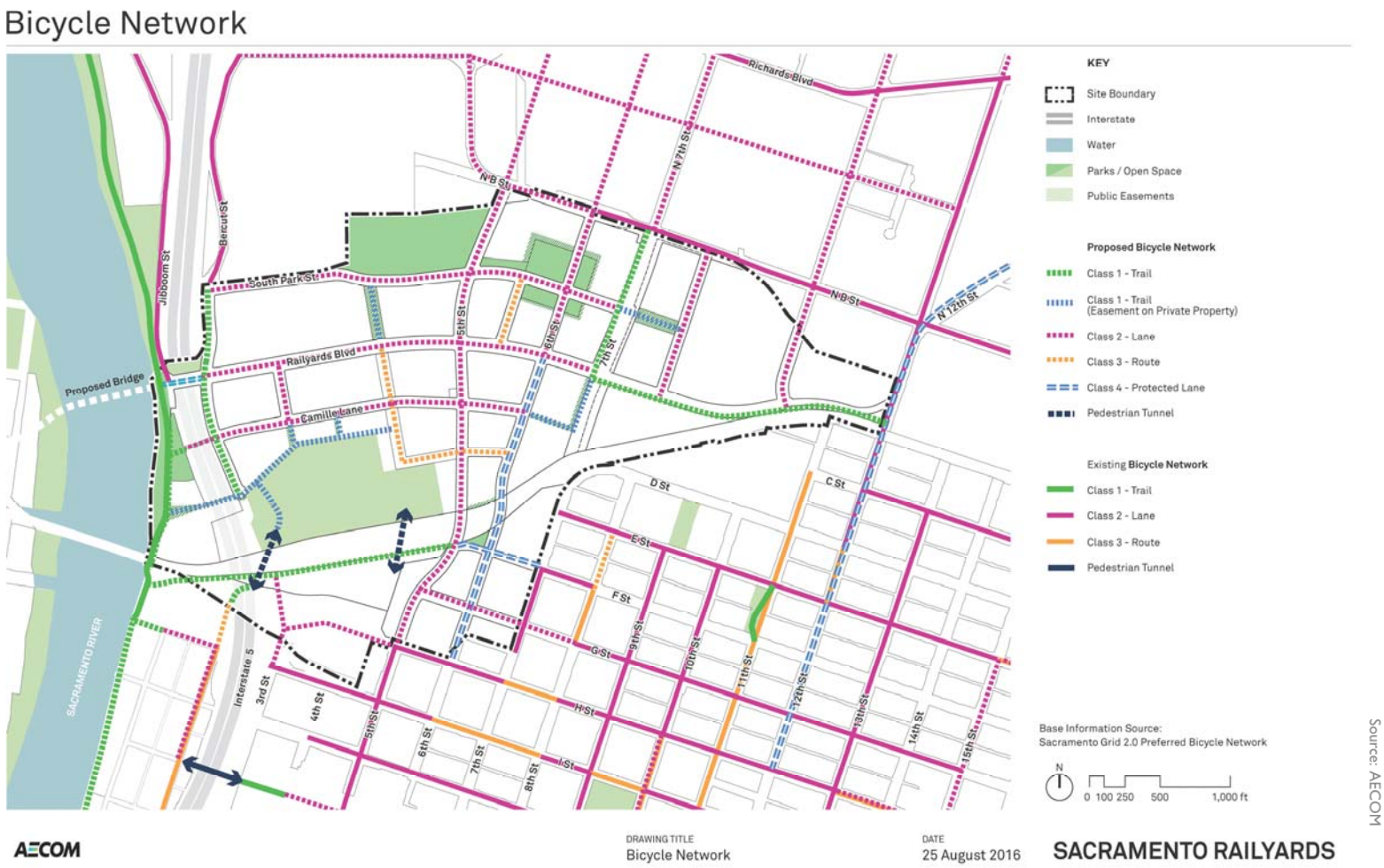

Figure 6-3. Bicycle and Pedestrian Network

Bicyclists will find the Plan Area similarly accessible. The Specific Plan calls for a network of on- and off-street bicycle paths. Class 2 bikeways will travel both ways on Railyards Boulevard, 5th Street, 6th Street, South Park Street, North B Street, Camille Lane, and G Street; off-street Class 1 pathways for bicycles and pedestrians will extend across the site in several places, including Railyards Boulevard, east of 7th Street; Bercut Drive; F Street, within the intermodal parcel through the Big Four Bend; and along the river, just west of Jibboom Street. Protected Class 4 bicycle lanes are designated on F Street west of 7th Street and along both sides of 6th Street itself from H Street to Railyards Boulevard. Finally, the publicly accessible main street route, Stanford Street, is also designated as a bicycle route, where bicycles and cars share a wide travel lane. Bicycle parking will be located close to all development. Figure 6-3 provides an overview of the bicycle network in the Plan Area

D. Transit Systems

Given its location and potential for becoming a major live/work site in the Sacramento region, the Plan Area is also well positioned to serve as a regional transportation hub. Multiple modes of transportation converge in the Plan Area, including passenger rail, freight rail, light rail, local and regional bus service, and freeway vehicular traffic. The Plan ties many of these modes together at the proposed SITF. This section describes the various transit options available to the site and the potential for the SITF to transform the nature of transportation into downtown Sacramento and the Railyards area.

1. The Sacramento Intermodal Transportation Facility

The success of transit is strongly dependent upon the level of convenience that is offered to the patron. The most direct service with the fewest mode changes will enjoy the highest levels of ridership. Where mode changes are required, transfers need to be direct and convenient, both in terms of scheduling and proximity. The ability to provide multiple transit options at transfer points increases the level of synergy between modes and convenience for riders.

This Specific Plan includes the City's plan for the creation of a regional transportation terminal, referred to as the SITF that can provide this synergy. The SITF will also build upon the State's commitment to increase commuter and intercity rail service, as well as the region's objective for expanding its light rail system, all of which will accommodate increased ridership and allow for future implementation of a high-speed rail system. The Intermodal Facility will provide a direct connection between the transit systems operated by Amtrak, Capitol Corridor, and the San Joaquin Corridor intercity rail services; intercity bus services including Greyhound; the Sacramento Regional Transit District's local light rail; and fixed route bus services and other local public transit systems, as well as regional bus and local shuttle services serving the downtown area. The design of the SITF will offer the transit patron direct and convenient access to virtually all regional transit modes. The location of the SITF within the Plan Area will also serve as a major catalyst for adjacent development, including employment centers and residential uses, all within close walking distance to the SITF and Downtown Sacramento.

The SITF will ultimately include two to three dedicated through-mainline freight tracks that

will provide access to four dedicated passenger tracks within the SITF. Two passenger platforms will provide access to the passenger trains that will range in length from approximately 600 to 1,400 feet. Since the passenger tracks will be situated on the interior of the rail corridor with freight tracks on the outside, the passenger rail platforms will be grade-separated from all roadways and bicycle and pedestrian corridors. Connections to the Depot building and light rail platforms will be provided by walkways, stairs and ramps, and possibly escalators and elevators. Passenger services will be distributed throughout the buildings and concourse comprising the SITF, including the historic Southern Pacific Railroad Depot building, the concourse and possibly a new passenger terminal, adjacent to the passenger platforms and bus bays. Passenger services will include ticketing and information services for all transit modes, and travelers' assistance, baggage handling, and passenger waiting areas. In addition, passenger amenities, such as restaurants, news, magazine and book stores, fast food services, retail services, and a hotel may also be provided as part of or surrounding the SITF.

Convenient patron parking will be provided in close proximity to the SITF. Additional parking options can be made available, including satellite parking lots with shuttle service to the SITF in the event that additional parking is needed.

In addition, the SITF will provide convenient and secure bicycle parking within close proximity of the light rail platform. The number of locked bicycle racks will be monitored to ensure that there is adequate storage to meet the demands of transit patrons. A bicycle station may be provided that offers additional amenities for bicyclists and attendant parking.

2. Passenger Rail

The Capitol Corridor intercity train service currently operates approximately 32 trains a day to the station and may expand service due to increasing passenger traffic. Amtrak is under contract with Capitol Corridor to operate that service and also operates eight trains on the San Joaquin route to Bakersfield, in addition to two roundtrip long-haul interstate passenger trains, the Coast Starlight and the California Zephyr that traverse the Plan Area in each direction every day.

Sacramento continues to experience an increasing demand for transportation services. Amtrak's long distance inter-city service is also expected to grow, which would justify an increase in the number of trains serving the region. While these continued increases in ridership and number of trains will benefit regional mobility, they will exacerbate operational limitations in the current facility.

3. Light Rail

Light rail service is currently provided at the Sacramento Valley Station and extends with a single track through the Area Plan with the Green Line which terminates at the Town Ship 9 Station along Richards Boulevard. Long term, the Amtrak Folsom light rail line would continue to terminate at the Depot while the Downtown Natomas Airport (DNA) line would extend with a second track along 7th Street into the Plan Area. In 2003, the Sacramento Regional Transit District adopted the Locally Preferred Alternative for the DNA line, which will traverse the Plan Area along 7th Street, connecting to Richards Boulevard, traveling west along Richards Boulevard towards the Interstate 5 freeway, crossing the American River, extending north through Natomas and terminating at the Sacramento International Airport.

This expanded light rail line will be called the Sacramento Downtown/Natomas/Airport light rail transit line. This Plan identifies a new light rail station at 7th and South Park Streets. Also, the existing station, currently situated behind the Depot building, will be relocated as part of the SITF project. It will be reoriented in a north south direction on the east side of the site, north of H Street. Northbound out of the SITF, the light rail tracks will follow an F Street alignment to 7th Street. An alternative "bypass" would be provided on 7th Street, between G and I Streets, that would be used initially and when operations adjacent to the Federal Building are restricted. Figure 6-4 illustrates the existing and planned light rail routes through the Plan Area.

The DNA light rail extension will play a central transportation role within the Plan Area and will ultimately provide a direct connection between City of Folsom, downtown, the SITF, the Natomas communities, and the Sacramento International Airport. Higher density residential and commercial land uses are designated along the light rail line to generate transit ridership.

4. Local and Regional Bus Service

The Railyards area is well served by the Sacramento Regional Transit District, as well as other regional bus service providers. 17 bus routes stop at either F Street or G Street on 7th Street and an additional 10 bus routes stop on J Street between 3rd and 6th Streets. The ultimate bus system serving the Plan Area will consist of Regional Transit bus operations, connecting at the SITF and extensions within the Plan Area between Richards Boulevard and the downtown, with transit services provided by Regional Transit and other municipal operators in the region that serve Downtown Sacramento. 7th Street will be designated as a transit-priority street, connecting downtown with Richards Boulevard. Figure 6-4 provides a diagram of existing bus routes near the Plan Area.

5. Downtown/Riverfront Streetcar Study

A partnership, including the cities of Sacramento and West Sacramento, the Sacramento Regional Transit District, and the Yolo County Transit District, has studied the potential of introducing a streetcar route that would connect Downtown West Sacramento to Downtown Sacramento. The partnership has concluded that a streetcar line is feasible and recommends moving forward with preliminary environmental engineering and environmental analysis. The streetcar is envisioned as an "urban circulator" and a "pedestrian accelerator," and is intended to support the pedestrian-oriented downtowns and waterfronts in the two cities that it would connect. The preferred alignment for the streetcar is shown in Figure 2-3 (Transportation Context) and in Figure 6-4.

E. Freight Rail

Presently, Union Pacific, Amtrak, and Capitol Corridor intercity trains operate at the Sacramento Valley Station. Union Pacific currently operates more than a dozen freight trains on the main line through the Railyards site each day. Union Pacific has agreed to move its freight tracks to a location immediately south of the Central Shops to straighten the alignment to increase the efficiency, capacity, and safety of the freight operations. The freight tracks will be on the outside of the new rail corridor with the passenger tracks and platforms in the middle. Local switching operations occur on spurs to connect to the main line.

Source: AECOM

Figure 6-4. Transit Routes

UTILITIES AND SERVICES 7

This chapter provides a summary of the major utilities and infrastructure needed to support the development envisioned for the Railyards area, and describes the approach to providing the various key public services that will be demanded by future residents, employees, and visitors. This chapter is intended to be integrated with the Railyards Infrastructure Financing Plan and the development agreement between the City and the Railyards property owner that will address in more detail the phasing and financing of utilities and infrastructure. This Specific Plan also presents a development framework that is consistent with the uses and development anticipated in the Facilities Element of the River District Specific Plan.

A. Infrastructure

The infrastructure plan for the Railyards site provides for the orderly and cost-effective construction of utilities, taking into account the long-term development objectives for the Plan Area and the need for the upgrading of existing utility systems in the Central City. The Plan also addresses key environmental considerations, related to water conservation, water quality, and energy conservation. The infrastructure systems described in this section are conceptual in nature and could change over the timeframe of the Specific Plan, based on changes in technology and the precise locations and intensities of future development.

The redevelopment of the Plan Area and its transformation from a predominantly industrial pattern of uses into a mixed-use residential and retail development with urban densities will require significant improvements to the existing utility systems, which are largely nonexistent. These improvements will require coordinated staging between private and public development to ensure that adequate capacity is provided and to allow for the financing of the major public infrastructure facilities.

1. Water Supply

a. Existing Water Supply

Water service in the Central City area, including the Railyards site, is provided by the City of Sacramento. Recent expansions of the two City Water Treatment Plants have increased the maximum capacity of these facilities and well field, and planned future water supply is estimated to be adequate to serve the planned level of development in the Railyards area.

In accordance with California Senate Bill 610 (Chapter 643, Statutes of 2001), the City prepared a water supply assessment, included in the Specific Plan Environmental Impact Report, to provide a detailed assessment of the projected water demands from the planned land uses in the Railyards site and the availability of current and projected future water supply to meet those demands.

b. Proposed Water Distribution System

Although existing water supply infrastructure is in place along 5th Street, 6th Street, 7th Street, Railyards Boulevard, and into the Sacramento Valley Station and the Central Shops, most of the Railyards site lacks a water distribution system. Existing water mains on railroad property will be abandoned. All new distribution mains will serve the new development. Both existing and proposed transmission mains will support the distribution system.

The City recently constructed a new 42-inch transmission main that traverse through the west side of the Railyard property. This pipeline is a critical conduit for water delivery from the water treatment plant, located to the north of the Railyards, to the downtown area. The new 42-inch diameter pipe was constructed from the water treatment plant to a 42-inch diameter main at the intersection of I Street and 5th Street. The pipeline was designed and constructed as part of the Railyards development by the City.

Installation of the water distribution will occur in phases, corresponding to the phasing for construction of the Railyards development. Planned facilities for the water distribution system for the Railyards site are illustrated in Figure 7-1. As shown in this figure, the water system for the Plan Area will consist of a grid network of water distribution lines beneath street rights-of-way with connections to the City's transmission mains at the Plan Area boundaries.

c. Water Conservation

Water conservation is important both in reducing overall demands on the water supply and reducing outflows of wastewater to the sanitary sewer system.

In order to ensure that the Railyard's planned residential and non-residential uses minimize excessive water use, the Specific Plan calls for the use of low-flow shower heads, water-conserving appliances, and low water use toilets that can reduce indoor water use. The CalGreen code also contains minimum requirements for water conservation in new development. California Assembly Bill 2572 (Chapter 884, Statutes of 2004) mandates installation of water meters for all new residential and commercial buildings; this requirement will apply to all development in the Railyards area. Further, in accordance with Chapter 15.92 of the City's Code, Building and Construction, the Specific Plan includes a

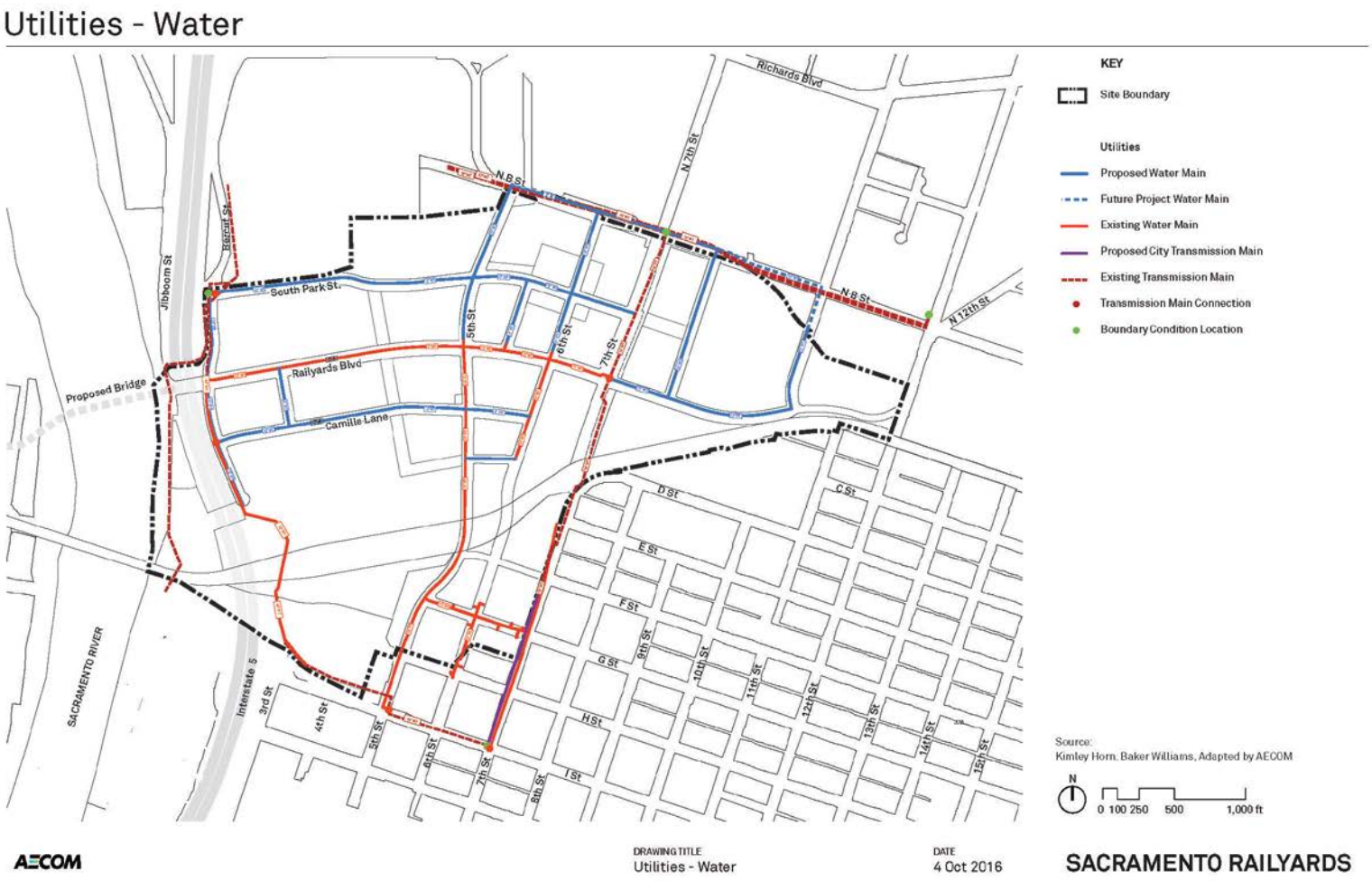

Figure 7-1. Conceptual Water Distribution System

series of water conserving landscape requirements that involve the use of drought-resistant landscaping and water-conserving irrigation methods to reduce water waste.

2. Wastewater and Stormwater

This section describes the existing and planned new facilities for the Plan Area that will be needed to adequately convey sewage and stormwater flows within and from the Railyards site.

The Central City, including the Plan Area, is served by a combined sewer system (CSS), which conveys both types of flows to the Sacramento Regional Wastewater Treatment Plan (SRWTP) in the same pipe network. The capacity of the CSS is constrained by the terms of a directive under a National Pollutant Discharge Elimination System (NPDES) permit. During dry weather and small storm events, the CSS is able to handle the combined sewer and storm flows. During larger storm events, flows may be routed the Combined Wastewater Treatment Plant (CWTP) and Pioneer Reservoir for temporary storage. Flows that exceed the capacity of these facilities may be released directly into the Sacramento River.

The City produced a Long Term Control Plan (LTCP) that includes system improvements to reduce combined sewer overflows (CSO) to the Sacramento River and CSS outflows to city streets. Chapter 13.05 of the City Code provides for a Combined System Development Fee to fund improvements that mitigate downstream impacts. All development within the Railyards will be subject to the CSS Development Fee.

Many of these improvements have been completed, others are in design or under study as part of an on-going process to improve the CSS system and update the CSSIP. These projects are a mix of large regional storage vaults and large diameter pipes which serve as both conveyance and inline storage.

Separate on-site systems for conveying sewage flows and stormwater would be constructed as part of the Railyards development, until the point where the sewer system joins the City's CSS, near 3rd Street and I Street and the drainage is pumped directly to the river by the new Railyards pump station. The proposed wastewater and storm drainage systems are described separately below.

a. Railyards Wastewater Facilities

Sanitary sewage from most of the site will be conveyed to the vicinity of 3rd and I Streets, where it will enter a proposed new sewer on 3rd Street. A small area along 7th Street, south of the relocated main line railroad tracks will continue discharging into the existing combined sewer flowing east to 7th Street. This existing sewer serves the existing Sacramento Valley Station, but will not be used for the new SITF. The proposed Railyards sewer system is shown in Figure 7-2.

All sewage will flow to 3rd Street, except for a small portion of the site in the low area along 7th Street and H Street, which will flow to the existing combined sewer in 7th Street. The Railyards sanitary sewer system will serve the new Intermodal Transportation Facility, so the flow from the existing Amtrak depot, which now flows to the existing combined sewer in 7th Street, will no longer do so. These figures may vary depending on the manner in which flows from these parcels are allocated in design of the structures.

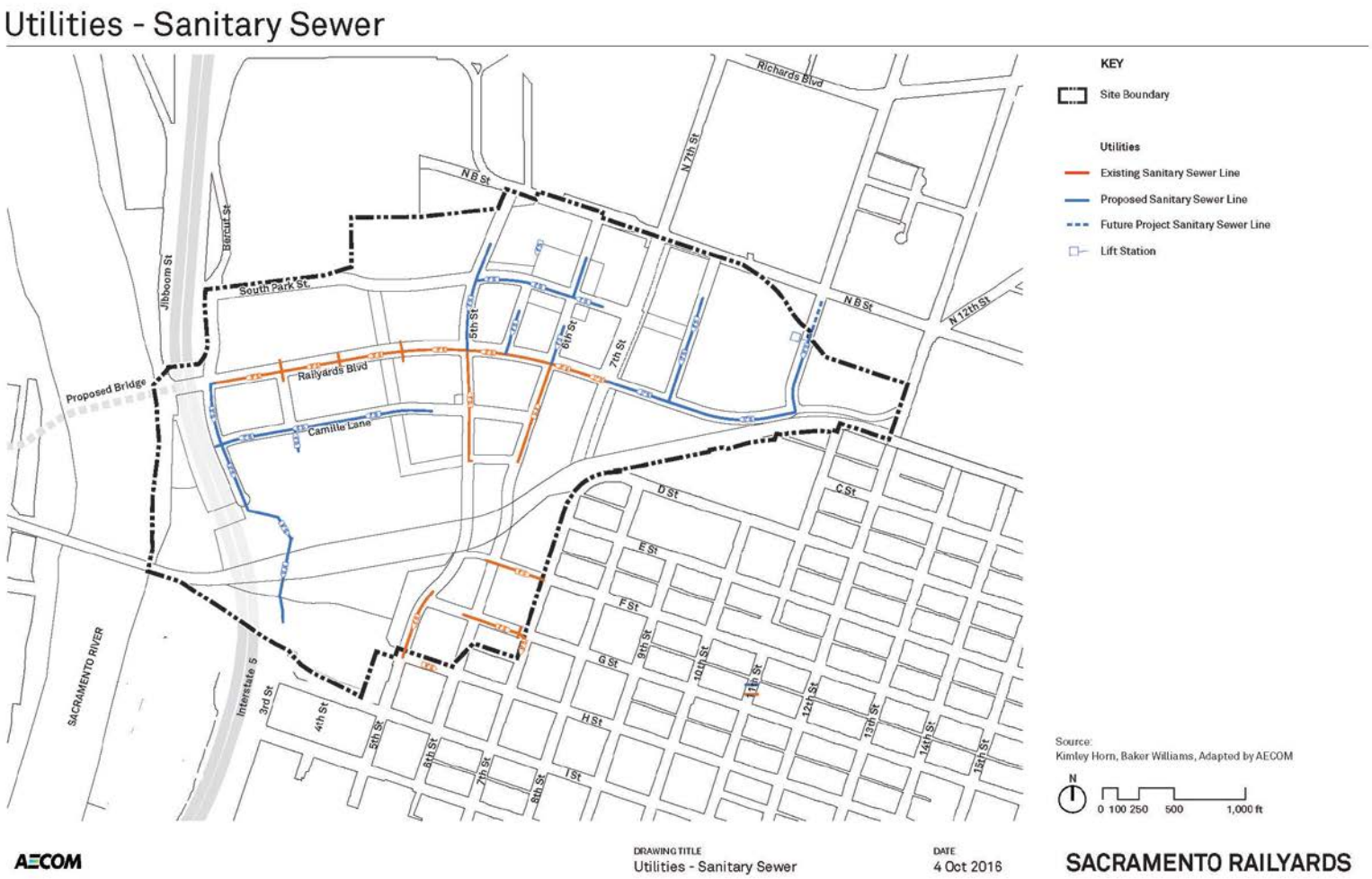

Figure 7-2. Conceptual Sewer Distribution System

As part of the Railyards sewer system, the City plans to divert sanitary sewage flows originating from the Richards Boulevard area north of the Railyards to a proposed pumping station in the easterly portion of the Railyards. This flow will be combined with that originating in the Railyards, resulting in a combined peak flow of approximately 16 mgd to 3rd Street.

b. Storm Drainage System

Historically, the Railyards site has been drained by a combination of drainage-only and combined drainage and sewage pipelines which discharged to both the 3rd Street and 7th Street combined sewers. In the past, this system served the entire Railyards drainage shed (except for about 12 acres on the fringes), including the Sacramento Valley Station, its platform and main line track area. These pipelines were designed to a lower runoff standard than that in use today, so heavy storms can result in ponding in parts of the Railyards site until the pipelines are able to drain the area. Approximately 27 acres of the Railyard site drains to the CSS. Remediation excavations have removed many of the existing pipelines that lie north of the Central Shops area, but these pipelines continue to serve the hardscape areas of the Central Shops, freight rail tracks and the area around the Depot building.

South of the Railyards site, the Basin 52 separated drainage system serves a small area north of I Street between 3rd Street and 7th Street, including the Federal Courthouse block. Since the Basin 52 system does not have capacity to serve additional drainage areas in the Railyards site, no additional diversion to Basin 52 is planned as part of the Railyards Specific Plan.

Development of the new Railyards drainage system will remove most of the Railyards storm drainage from discharging directly to the existing portions of the CSS.

i. Drainage Subareas

There are four drainage subareas within the Railyards site, including a primary drainage area covering most of the site and three smaller areas around the periphery of the Railyards area:

- The majority of the Railyards site, approximately 227 acres, will drain by gravity to a pumping station located near the northwest corner of the Railyards site.
- The area of about 3.6 acres fronting on 7th Street, along the east side of the existing main line railroad embankment, is about 6 feet lower than the track and Central Shops area and will continue to drain east to 7th Street.
- Approximately 2.5 acres fronting on 12th Street will continue to drain east to 12th Street.
- Approximately 2.0 acres fronting on North B Street will continue to drain into North B Street.

Figure 7-3. Conceptual Storm Drainage Facilities
Note: These locations are only conceptual and may change upon actual buildout

ii. Proposed Drainage System

The Railyards drainage system, shown in Figure 7-3, will serve the primary drainage shed with a gravity system of pipelines. The gravity system will drain to a pumping station located near the northwesterly corner of the Railyards site.

A Stormwater Quality Management Plan (SQMP) has been prepared in accordance with the City of Sacramento's Stormwater NPDES MS4 permit, the Sacramento Stormwater Quality Partnership's Stormwater Quality Design Manual, and the Stormwater Quality Improvement Plan.

The purpose of the SQMP is to describe stormwater best management practices (BMPs) and LID measures that will be implemented with the proposed project to provide treatment for the first flush stormwater runoff from the project site to the maximum extent practicable, and to meet the requirements set forth in the above references.

The water quality standards will be met by using source control measures. Within the public right of way, tree planters, CONTECT inlet filters, and bio-retention units will be used to meet the water quality standards. Private parcels will be required to treat on-site stormwater to meet water quality standards before discharging to the public storm drain system.

3. Energy

This section describes the natural gas and electrical energy systems needed to serve development in the Railyards area.

4. Gas Service

Gas service is supplied to the Railyards area by the Pacific Gas and Electric Company (PG&E). Gas distribution pipelines in the Central City Core adjoining the Railyards area are a combination of low-pressure and medium-pressure pipelines. PG&E is in the process of phasing out low-pressure lines and replacing them with medium-pressure pipelines.

PG&E will install new distribution facilities as needed to serve development, according to California Public Utilities Commission rules. In general, lines will be located within street rights-of-way.

a. Electrical Service

i. Existing Facilities

Electrical service within the Central City area is provided by the Sacramento Municipal Utility District (SMUD). The Plan Area is presently served by one 21 kV primary feeder located along the easterly edge of the Interstate 5 freeway and connected to a substation and distributed system currently owned and operated by the Union Pacific Railroad.

SMUD has duct banks in place along 7th Street from approximately the E-F Alley north to North B Street. A four-way 6-inch and 1to 2-inch duct bank on the west side of 7th Street is planned for 115 kilovolt (kV) transmission lines. A six-way, 6-inch and 1to 2-inch duct bank on the east side of 7th Street is planned for 21 kV distribution lines. The 21 kV duct bank is connected to manhole MH 0750 near 7th and F Streets.

ii. ***Planned Facilities***

Proposed development in the Railyards will result in a large use of electricity in a concentrated area. This high electricity use, along with the diverse uses and types of buildings allowed under the Specific Plan, provides an unusual opportunity to take advantage of many advanced energy supply and usage concepts.

Existing electrical infrastructure in the Railyards area is antiquated and unable to meet Plan needs. SMUD has already determined that it will be necessary to construct an entirely new substation (21 kV, 40 MW) on-site to serve development in the Plan Area. The preferred location of this substation would likely be on the north side of the tracks east of 7th Street. Although SMUD transmission facilities would be used to bring power to the Plan Area, the property owner may elect to obtain a portion of its power supply through self-generation.

b. Energy Conservation

All of the buildings and facilities that will be constructed in the Railyards Plan Area must comply with the State Building Standards in Title 24 (California Energy Efficiency Standards) and the CalGreen Code. In addition, there is a significant opportunity to further reduce overall electrical energy use, power demand and energy costs by incorporating additional energy efficiency measures as part of the building design, thus improving habitability for businesses and residents in the Plan Area.

Other energy conserving features should be considered by project applicants. These might include building integrated solar electric features, thermal energy storage systems, and advanced energy-saving architectural features in the buildings themselves.

The Railyards development provides an opportunity to demonstrate and feature advanced energy concepts. While there is a strong commitment of the Railyards property owner to the types of innovative energy conserving technologies described above, it is important to recognize that the feasibility of actually implementing such approaches depends on financial and other considerations. Nonetheless, it is an important goal of the Railyards Specific Plan that opportunities to implement energy conserving measures be considered by project applicants wherever it is feasible to do so.

B. Community Services

This section of the Utilities and Services Element discusses the needs of major public facilities and related public services, including parks, schools and public safety facilities that will be needed to support development in the Railyards Plan Area. This section establishes the context for the policies in Chapter 4 that specify the provision of major community facilities. These facilities will not only provide basic community services to future residents and employees, but will also serve to strengthen and organize the Railyards area and to create a sense of community.

1. Schools

This section discusses the provision of schools in the Specific Plan Area.

The Railyards Plan Area is within the Sacramento City Unified School District (SCUSD). SCUSD operates more than 70

schools in the City of Sacramento, serving kindergarten through high school students.

The closest schools to the Railyards site are: the Washington Elementary School at 18th and F Streets; Theodore Judah Elementary at 3919 McKinley Boulevard; Sutter Middle School at 3150 I Street; Sacramento High School at 2315 34th Street and McClatchy High School at 3066 Freeport Boulevard. All of these facilities are operated by the SCUSD.

The redevelopment of the Railyards site will add between approximately 6,000 and 10,000 new dwelling units within the Central City. A proportion of these new households are expected to have school age children that would attend local public schools, potentially increasing demands on the existing school facilities and/or necessitating the provision of new school facilities. New residential development within the Plan Area will be required to contribute to the provision of needed school facilities through the payment of school impact fees.

Future demand for public school services associated with redevelopment of the Railyards site will in large part be dictated by the composition and demographic profile of resident households. As is evidenced in similar, higher density urban infill development, residents in the Railyards site are likely to include a high proportion of households without children. Thus, in assessing the need for new school facilities, and the demand on existing facilities, some adjustment for the particular household profile within the Plan Area is to be considered. According to the Sacramento City Unified School District, the projected student generation for the Railyards Plan Area is as follows[1]:

- **Grades K-6.** 1,140-1,900 additional students
- **Grades 7-8.** 180-300 additional students
- **Grades 9-12.** 240-400 additional students

New development in the Railyards area will take place through a redevelopment process that will proceed in a phased manner. As new development is built within the Plan Area, the actual student generation rate per household will be monitored in order to evaluate and adjust, if necessary, the student projections included in this Specific Plan.

New development within the Railyards area will be required to contribute to the provision of school facilities to serve new residents. This contribution could occur in the form of in-lieu fees to fund school facility expansion, construction outside of the Plan Area, and/or the construction of a school facility within the Plan Area.

Due to the urban nature of the Railyards site, development of a typical "suburban" model school, with expansive open fields and recreation areas, would not be feasible due to limitations on available land of sufficient size, as well as the contaminated soil conditions that require atypical school building construction and types of playgrounds. Any school facility proposed within the Railyards site itself would need to be an "urban" school, with compact hardscape recreation areas, multi-story classroom facilities, and innovative space saving

[1] SACOG recognizes a lower student generation rate for urban setting.

solutions, such as rooftop recreation areas or joint use facilities with City Parks and Recreation.

2. Public Safety

This section addresses the provision of police and fire services in the Railyards.

a. Police

The Central City, including the Railyards area, is served by the Sacramento Police Department (SPD) from the Department's William J. Kinney Police Facility, located at 3550 Marysville Boulevard. This facility services three main districts, each of which has three beats. The Railyards site will be served by District 3, Beat A (District 3A). The Police Department has a target ratio 2.0 sworn officers per 1,000 residents; 2016 funding is for 1.5 officers per 1,000 population. SPD indicates that, in keeping with similar sized cities, a higher ratio of up to 2.6 officers per 1,000 residents may be desirable as the City's population expands to be over half a million people (current population is approximately 485,000).

The SPD has provided an estimate of projected demand for police service in the Railyards based on the planned development of residential and non-residential uses. Currently, the SPD has stated that existing police stations in the City are already staffed beyond capacity, and that the Railyards development would necessitate the construction of a new police station either on-site or elsewhere in the City.

Potential sites are indicated in Figure 7-4. Given land values in Downtown Sacramento, and the need and desire of the City to provide a dense, vibrant, residential urban environment, any potential police substation would likely be part of a multi-story mixed-use structure.

b. Fire Service

Fire protection and emergency medical services would be provided to the Railyards area by the Sacramento Fire Department (SFD). The Fire Department operates two stations within the Downtown area: Station Number 1 at 7th and Q Streets, and Station Number 2 at 13th and I Streets. The Fire Department's goal is to maintain response times of 3 to 4 minutes throughout this area.

The level of development planned within the Railyards site would likely necessitate the construction of a new fire station to provide adequate public safety for the area's residents, employees and visitors. A potential site has been identified for the location of a new station, which is indicated in Figure 7-4. Given land values in Downtown Sacramento and the need and desire of the City to provide a dense, vibrant, residential urban environment, any potential fire station would likely be part of a multi-story mixed-use structure

Figure 7-4. Potential Locations for Schools, Police, and Fire Department Facilities

HISTORIC AND CULTURAL RESOURCES 8

This chapter provides a summary of the historic and cultural resources within the Sacramento Railyards Specific Plan Area and provides guidance on the preservation and development of the Plan Area's historic and cultural resources. The chapter begins by describing the prehistoric and historic context of the site, followed by more specific background information about cultural and historic resources on the site. Since the majority of the Railyards' historic resources are concentrated in the Central Shops and Depot District, this chapter focuses on those portions of the Plan Area.

A. Prehistoric and Historic Context

For approximately 8,000 years prior to European exploration and settlement, this part of the Sacramento River valley was inhabited by indigenous nomadic tribes. In particular, the confluence of the two major rivers, the now-named Sacramento and American Rivers, provided an unusually rich and varied environment for human habitation. Over time, members of the Nisenan tribe settled in the valley, subsisting on hunting, gathering, and fishing. Evidence exists of habitation especially in the areas of what is now Downtown and the southern portions of what is now the Railyards.

With the arrival of Europeans in the early 1800s, the native population was either displaced or decimated by disease. The first European to settle in the area was John Sutter. Sutter, a German-Swiss pioneer, established a farm and small trading colony called New Helvetia at the current location of midtown Sacramento in 1839. He also established a sawmill in the Sierra Nevada foothills, where, in 1848, an employee discovered gold on the American River, leading to the Gold Rush of 1849. The City of Sacramento was incorporated in 1849. With the influx of new population following the Gold Rush, Sacramento began to grow quickly under the guidance of Sutter's son, John Sutter, Jr.

The area at the southeast section of the confluence of the Sacramento and American Rivers was a strategic location for regional trade and commerce as early as the 1850s. Much of this area was subject to periodic flooding from both the rivers and a seasonal water body known as Sutter Lake, or China Lake, which lay between present day G and I Streets and 2nd and 6th Streets, on what is now the southern part of the Railyards site. As industrial waste related to railroad activity intensified, this lake became known as China Slough. The 6th Street and I Street levees were built at Sutter Lake in the 1850s in an early effort at flood control in this burgeoning business district.

The origins of the Sacramento Railyards lie with the coming of rail to the City in the early 1860s. The Central Pacific Railroad was founded in 1861 by a group of Sacramento businessmen, often referred to as the "Big Four:" Leland Stanford, Charles Crocker, Mark Hopkins, and C.P. Huntington. They were recruited to invest in the railroad company by engineer, Theodore Judah, who was leading an effort to build the California component of the planned transcontinental railroad. In 1861, Central Pacific was chosen to build the western portion of the Transcontinental Railroad, from Sacramento through the central Sierra Nevada range to Promontory Summit, Utah. The company built a foundry and a passenger depot in the area of Old Sacramento, bounded by Front Street, I Street, 2nd Street, and K Street. Tracks were laid north along Front Street, east along I Street, north up 6th Street, and east again along the B Street levee. Central Pacific Railroad began to fill in Sutter Lake in 1863 in anticipation of its facilities expansion.

It soon became necessary to construct a number of fabrication and maintenance shops in the area to service railroad operations. A site was chosen for the development of these facilities, which form the core of the area known as the Central Shops, just north of Sutter Lake. A trestle was built across the Sutter Lake inlet, effectively cutting off the Lake from the Sacramento River and connecting the northern and southern districts

of the rail operations. Construction of the Central Shops began in 1867 and continued at a rapid pace until 1888, marking the first building "boom" at the Railyards.

The Transcontinental Railroad, linking Omaha, Nebraska and Sacramento, California, was completed in 1869, one of the most significant events in the history of the growth of the nation and California. By 1894, the Shops had become the one of the two largest railroad manufacturing and repair facilities in the country. Buildings constructed in the Central Shops district during this time include the Roundhouse, the Machine/Erecting Shop, the Boiler Shop, the Woodworking and Car Manufactory, the Blacksmith Shop, the Car Machine Shop, the Paint Shop, the Powerhouse, the Pattern Shop, the Privy, Car Shop #3, the Pit Transfer Table, and the Flat Transfer Table.

The second surge of construction activity took place in the period from 1910 to 1925. The Sacramento Bee reported that the Central Pacific Railroad doubled the size of its facilities in less than a decade, adding nine large new buildings in the Central Shops in just a few years. Some of this development was enabled by the ongoing fill of Sutter Lake. In 1906, Southern Pacific Railroad (Central Pacific's successor) took control of the entire Sutter Lake site, and by 1910 the lake was completely filled. The Railyards facilities were expanded south, from the Central Shops into the former lake area. Tracks were relocated from I Street north to their current alignment with H Street. The Southern Pacific Depot and the Railway Express Building were constructed between H Street and I Street in 1925.

Despite a slowdown in activity during the Great Depression years, the Railyards remained the largest industrial site west of the Mississippi until early in World War II. There were a series of factors leading to the decline of activity at the Railyards. With the rise of airline travel after World War II and competition with the growing highway network, railroad activity declined. The work in the shops was cut back with change-over to diesel electric locomotives and passenger traffic fell. Sacramento water-borne transportation activities were relocated to West Sacramento with the completion of the Sacramento River Deep Water Channel. By the early 1970s, the completion of Interstate 5 between the old riverfront embarcadero and the Railyards site cut off river-to-rail direct access.

Most of the Railyards site lies vacant and underutilized, except for the two historic shops structures being used by the State of California Railroad Museum for maintenance and restoration of rolling stock. The improvements and development as envisioned in this Specific Plan is designed to publicly reclaim the Railyards area as an important piece of the heritage and fabric of Sacramento.

B. Historic and Cultural Resources

This section documents the specific historic and cultural resources found in or adjacent to the Plan Area. To the extent that information is available, significant features and characteristics are identified, as well as historical background information. The goals and policies found in Chapter 4 of this Plan specifically address the preservation and adaptive reuse of historic and cultural

resources described in this section. Information about these historic resources is derived from several documents, including:

- *Archaeological Survey Report/Historic Study Report for the 7th Street Extension Project, City of Sacramento/CALTRANS, December 2000.*
- *Central Pacific/Southern Pacific Railroad Railyards Historic Property Inventory and Evaluation Report, Union Pacific Railroad Company, March 1998.*
- *Southern Pacific Sacramento Shops, Historic American Engineering Record (HAER), CA-303, 2001-2002.*
- *Historic Architectural Survey Report for the 7th Street Extension Project, City of Sacramento/CALTRANS, January 2001.*
- *Historic Property Survey Report for the 7th Street Extension Project, City of Sacramento/ CALTRANS, March 2001.*
- *National Register Nomination Form, Southern Pacific Depot, obtained June 1994.*
- *Preliminary Visual Survey and Qualitative Engineering Study on the Southern Pacific Railyard Buildings, Nolte and Associates, March 1990.*
- *Railyards Specific Plan, City of Sacramento, adopted December 1994, revised April 1997, and second revision in 2007.*
- *Railyards Specific Plan EIRs, City of Sacramento, June 1992 and December 2007.*

Table 8-1 Designation of Historic Resources

Structure or District	Listed on National Register	Potentially Eligible for National Register	Listed as State Landmark	Listed on State Register	Listed on Local Register
Central Shops District		X			
Site of China Slough (Sutter Lake)			X		
Water Tower		X			
Southern Pacific Depot	X			X	X
Railway Express Building	X			X	X

For the purposes of description, the Plan Area is divided into two major subareas of historic and cultural resources. The Central Shops District contains the oldest and the largest quantity of historic structures on the Railyards site. The Depot District to the south was developed later, at the former site of Sutter Lake.

1. Central Shops

The Central Shops District forms the historic core of the Railyards site, and is noted for its collection of late-19th century industrial buildings. This district was one of the largest industrial sites in the country in the early 20th century, and had a fundamental role in the history of California's settlement and the development of its economy.

Buildings in the Central Shops, as delineated below, were included in a special survey area and a city-designated historic district was created to protect and guide the rehabilitation and development of the district pursuant to the Historic Preservation Chapter, 17.604 and other relevant sections of Title 17, the Planning & Development section of the City Code.

a. The following text describes the architectural and structural elements of buildings within the Central Shops area, as described in the study completed by Nolte Associates in 1990, as well as the historic functions of the buildings and their relationships to each other. The locations of the buildings described below are shown in Figure 8-1.Erecting Shop (Building 1)

Source: AECOM

Figure 8-1. Historic Structures

Construction of the Erecting Shop began in 1867, and took place in four distinct phases. The original Engine Rebuild Shop and the Component Rebuild Shop were constructed circa 1869. Both were added onto in 1875, and again in 1888. Finally, in 1905 or 1906, the Erecting Bays were expanded to the west of the Erecting Shop. The building is single-story, and is constructed with unreinforced brick masonry with no interior walls or lateral load resisting frames. The Engine Rebuild Shop and Component Rebuild Shop each has a gable roof of metal decking, and the Erecting Bays have a separate metal deck roof, both of which are supported by an elaborate truss system.

b. Masonry Water Closet (Building 2)

The Water Closet found at the joined corner of the Locomotive Wheel Shop and the Governor and Injector Shop served workers in the Central Shops area. Built in 1878, the structure is a three-story, unreinforced masonry building with timber roofing members and a metal roof deck.

c. Blacksmith Shop (Building 3)

Various iron parts, including brake beams, spikes, and coupling links, were manufactured in the Blacksmith Shop, which was constructed in 1869. It is a single-story structure of about 22,000 square feet, divided into north and south sections. The exterior walls consist of cast-in- place concrete pilasters, which replaced masonry walls sometime after 1915. The original corrugated steel roof decking is supported by 8x8 wood roof trusses. The Machine Shop is the south section of the building and the north section is the Repair Gang Shop.

d. Car Shop 3 (Building 4)

This building accommodated several functions, beginning with the Governor and Injector Shop and later extending to adjacent shops on the southern end of the building. The Governor and Injector Shop were first extended from the southeast corner of the Locomotive Wheel Shop in 1869. It is a two-story building with 18-inch brick masonry walls. The Rotating Equipment Shop and the Air Room were the next extensions to the building, added in 1872. They are virtually identical one-story buildings with 35-foot-high ceilings and windows lining the full length of the buildings. Finally, the Passenger Car Truck Shop was added to the south end of the building in 1888, consisting of two stories plus a loft above the second floor.

e. Planing Mill (Building 5)

The Planing Mill was the first project developed in the Central Shops area. Construction of the building began in 1867 and was completed in 1869. It is a three-story unreinforced masonry structure with metal roof decking. Originally the building was used as a Car Shop and Locomotive Wheel Shop, where freight and passenger cars were constructed on the first floor. The second floor contained the Pattern Shop, Cabinet Shop and the Mechanical Offices, and later included an Upholstery Shop.

f. Paint Shop (Building 6)

This building, constructed in 1873, was originally used for painting rail passenger cars. Now approximately 300 feet long by 180 feet wide, the Paint Shop was originally 225 feet long and 70 feet wide, with five wings extending from the sides for final painting, lettering, and varnishing. In 1892, the wings

were removed and the building widened. In 1894, the building was lengthened to its present dimensions. Today the building is divided into two sections, with a masonry wall dividing the building. The north section, now known as the Electric Shop, is a two-story unreinforced masonry structure with a corrugated metal deck roof; the second story was added after 1873 to accommodate paint shop offices. The south portion of the building is now known as the Traction Motor Shop, and is a one-story masonry building with no interior walls or lateral load-resisting structures.

g. Boiler Shop (Building 7)

The Boiler Shop was constructed sometime after 1888 as a new locomotive truck/ fabrication shop when the Railyard had outgrown its first Boiler Shop. The building is a single-story wood framed structure with three bays. The central bay is the highest, at 28 feet, and has clerestory windows on both sides above the side bays. Two overhead cranes are mounted on rails that run the length of the center bay. The building has corrugated steel siding and corrugated transit roofing panels.

h. Turntable (Building 8)

A transfer table is located to the northwest of the Erecting Shops. It is representative of several transfer tables that served to move locomotives and cars through different stages of construction.

i. Car Machine Shop (Building 9)

The Car Machine Shop was constructed in 1888. Car wheel sets were manufactured on the first floor, and the Plating Room, the Brass Room and Upholstery Shop were located on the second floor. A small machine shop and rug cleaning area were later added to the second floor.

j. Water Tower (Building 11)

A water tower is located northeast of the Central Shops. While the exact date of its construction is unclear, the water tower could be historically significant due to its association with the Railyard's site history. In addition, the tower's height also makes it a visual landmark for the Railyards. The structure consists of a cylindrical tank of riveted metal panels supported 70 feet above the ground by five trussed legs.

k. Site of China Lake

China Lake, also known as Sutter Lake and later, China Slough, once existed as a seasonally flooded lake at the future site of the Railyards. The lake stretched between G Street, I Street, 2nd Street, and 6th Street. By the early 1850s, residences occupied much of the southern and eastern shorelines of the lake, and the Central Pacific Railroad facilities would gradually begin to dominate its northern edge. The lake was commonly regarded as a nuisance due to its stench and tendency to flood areas of central Sacramento. Beginning in 1863, Central Pacific Railroad filled in China Lake from the north and west, largely with sand from the American River, and by 1910 the lake was completely filled and claimed for Railyard activities. The site of the former lake is designated a State Historic Landmark (No. 594).

2. Southern Pacific Railroad Sacramento Depot

The Southern Pacific Railroad Sacramento Depot, recently renamed as Sacramento Valley Station, shown as building 10 in Figure 9-1, was constructed in 1925, during the second building boom at the Railyards site. It is listed, with its adjacent REA Building, on the National Register of Historic Places, the California Register of Historical Resources, and the Sacramento Register of Historic and Cultural Resources. Designed by the San Francisco firm of Bliss and Favrille in a simplified Mediterranean style, the building is faced in an Italian pink brick and framed with structural steel and concrete. A sloping roof is covered in russet-colored Mediterranean tiling. In 1926, an average of 64 passenger trains passed through the Sacramento station daily. The Depot replaced three previous depots located on Front Street and another nearby site, and has served as a central gathering point and landmark for decades. Today, the Depot is used as the primary station for Amtrak and Capitol Corridor service in the Sacramento region.

The Depot is three stories tall and the first level originally included a waiting room, ticket counter, baggage room, restaurants, and offices for district agents. The second floor housed offices for the Southern Pacific's lines between San Francisco and Portland, as well as the company's private telephone exchange. The third floor included an assembly hall and storage rooms. A mural on the east wall of the waiting room, created by San Francisco artist John MacQuarrie, depicts development of the first Transcontinental Railroad, with images of the "Big Four" investors, engineer Theodore Judah, a Chinese steamer, and the first building of the Central Pacific Railroad.

Since 2006, the Depot has been acquired by the City and many improvements have been planned and renovations initiated to fully integrate this facility with the planned Sacramento Intermodal Transportation Facility (SITF). Three phases of construction and renovation activities have been planned. Phase1, completed in 2013, constituted the relocation of the Union Pacific tracks to its current configuration and building of the new pedestrian/bicycle tunnel west of the new platforms. Also completed during this phase was a structural retrofit of the entire building. Phase 2, which is ongoing, focuses on the architectural restoration and rehabilitation of the grand historic Depot building in guidance with the Secretary of the Interiors' Standards for Historic Buildings. Phase 3, which was adopted in June 2009, anticipates the building of the SITF with multiple regional transportation services within convenient locations for passengers.

3. Archaeological Resources

Many archaeological resource surveys have been performed in the Railyards area over the past 30 years. Historic-period surveys have generally yielded artifacts associated with the settlement and development of downtown Sacramento, but pre-historic surveys have been less productive. Virtually the entire site has been extensively disturbed and either paved or filled, making an exhaustive pre-historic-period archaeological survey exceedingly difficult. Artifacts and other cultural resources could be discovered during construction, and mitigation measures in the Specific Plan Environmental Impact Report addresses the proper procedure and treatment for identification of any subsurface resources prior to construction and that might be encountered during construction activity.

The Plan Area may contain artifacts from the historic period, particularly extending back to the early 1850s when the eastern and southern edges of Sutter Lake were first occupied. Early houses east of Sutter Lake were located behind the 6th Street levee, so the easternmost part of the site adjacent to 7th Street may contain historic artifacts from that period. The site of Sutter Lake may also contain historic pieces associated with refuse deposits that were common on the shores. The rest of the site has been occupied by railroad facilities since the settlement of Sacramento, and some subsurface industrial artifacts may exist.

C. Central Shops Historic District

A City of Sacramento historic district has been designated pursuant Title 17 of the City Code to ensure preservation of the historic resources in the Central Shops area. Due to revisions to surrounding roadway and parcels, new historic district boundaries are being proposed. The proposed new Historic District's boundary is shown in Figure 8-2. Also, shown in Figure 8-2 is the boundary of the Transition Zone, which has been established to ensure that new development adjacent and immediately proximate to the historic Central Shops complements these historic resources in the Specific Plan Area. The City of Sacramento has adopted the Secretary of the Interior's Standards for the Treatment of Historic Properties as its standards for review of preservation development projects involving historic Landmark properties and properties located within Historic Districts. Also, additional design guidance specific to both the Historic District and the Transition Zone is provided in the Sacramento Railyards Design Guidelines. Please refer to Chapter 5 of this document for information on allowable building heights within the Central Shops Historic District.

Figure 8-2. Central Shops Historic District

HAZARDS 9

This Hazards chapter of the Railyards Specific Plan addresses the status of site readiness to the planned redevelopment, and reflects soil and groundwater management practices during and post construction, to protect the health of future inhabitants, workers, and visitors, as well as the surrounding public and the environment. The implementation strategies at the end of this chapter respond to the goals and policies concerning hazardous substances that are set out in Chapter 4.

Significant soil, soil vapor (soil gas) and groundwater cleanup activities have been implemented throughout the Railyards Plan Area by the Union Pacific Rail Road (UPRR). UPRR is the responsible party for cleanup activities under a 1988 Enforceable Agreement with the Department of Toxic Substances Control (DTSC).

Soil remediation activities in the majority of the Railyards Plan Area have been completed. Groundwater remediation by UPRR is continuing under a DTSC-approved plan and expected to be completed in 20-30 years. The areas where soil and soil vapor (soil gas) remediation have been completed have been certified by DTSC. Certification means the remediation has been properly implemented and meets DTSC-approved remedial goals (RGs) for the Railyards Plan Area. As part of the certification process, a DTSC-approved land use covenant (LUC) is required to be recorded against the certified area. A LUC provides the terms, conditions, and criteria for development and use of the certified area. A LUC between DTSC and the Downtown Railyard Venture, LLC, the current majority property owner, was recorded against the most of the Railyards Plan Area on September 30, 2015 (2015 LUC). Remaining areas owned by the City are subject to a separate LUC with the DTSC. The 2015 LUC requires compliance during construction activities with a Railyards-specific soil and groundwater management plan approved by DTSC.

This chapter briefly summarizes the history of the industrial uses of the site, the extent of remaining known and potential contamination within the Railyards Plan Area, completed cleanup activities and certification, and the approach to manage Railyards soils and groundwater in accordance with the approved soil and groundwater management plan. This chapter sets forth general guidelines for implementation of the goals and policies listed in Chapter 4.

DTSC-approved remedial action plans (RAPs) establish the methods for remediation of the known hazardous materials and include institutional controls implemented through the LUCs, which are based on human health risk assessments, to ensure that development of the Railyards site occurs in a way that is protective of public health and safety, both for construction workers and site occupants, and facilitates a coordinated and efficient cleanup and redevelopment process.

When the prior Railyards Specific Plans were adopted in 1994 and 2007, soil and groundwater investigations across much of the Railyards were in their preliminary stages. Soil cleanup had not been completed, and site certification had not been issued to the extent it has been in 2016. Unlike under current conditions, chemical types and occurrence patterns in soil and groundwater were not fully known to the extent they are known today, and relatively little cleanup had been performed under the 1988 Enforceable Agreement. Since that time, DTSC has approved several RAPs that have been successfully implemented by UPRR and included removing and transporting contaminated soils to off-site hazardous disposal sites. In addition, capping or entombing of the residual contaminated soil on- site, along with treatment of groundwater, engineering controls in regards to building design and construction methods, and land use restrictions have been approved as viable approaches for remediation that is protective of human health and the environment while allowing for development of the land uses envisioned in the Railyards Specific Plan.

A. Regulatory History

This section provides a history of past regulatory procedures addressing contamination and environmental hazards on the site.

1. Overview

The Railyards site has experienced continuous industrial use since the 1860s as a locomotive and railroad car assembly, building, repair, and refurbishing facility. In carrying out these functions, the site has supported a multitude of industrial activities related to the railway, including foundry and machine work, wheel truing, forging, blacksmithing, painting, sandblasting, cleaning and degreasing, lubricating, metal part fabrication, battery reconditioning, and fabric and upholstery work. Many of these activities involved the use of substances and materials that are now known to be toxic or otherwise hazardous.

The first subsurface environmental investigations at the Railyards began in 1982 as a result of a Division of Occupational Safety and Health inspection. The matter was referred to DTSC's predecessor agency, the Department of Health Services (for ease of reference, where DTSC is used in this chapter, it refers to the Department of Health Services or DTSC). Under DTSC's oversight, groundwater monitoring wells were installed. In 1983, DTSC and the United States Environmental Protection Agency conducted a joint investigation of the Railyards site and identified several violations of the state hazardous waste control laws and the Resource Conservation and Recovery Act ("RCRA"). As a result, in 1984 DTSC and the Southern Pacific Transportation Company ("SPTCo") entered into a Settlement Agreement and Schedule of Compliance pursuant to California Health & Safety Code section 25187, which focused on remedial actions in the northern part of the Railyards. In February 1986, DTSC conducted a hazardous waste generator inspection of the remediation process SPTCo was using in the Railyards and found several violations. As a result of this investigation, SPTCo prepared a site investigation and remedial alternatives analysis report for the Former Battery Shop, Former Drum Storage Area, and the Locomotive Grit Blast Piles. In 1987, SPTCo and the District Attorney of Sacramento

County, on referral from DTSC, entered into a Stipulation for Entry of Final Judgment, which established a compliance time schedule for the investigation and remediation of these areas.

In January, 1988, DTSC listed the Railyards as a State Superfund site. Investigation and cleanup activities are currently being carried out pursuant to a June, 1988 Enforceable Agreement ("Enforceable Agreement") between the California Environmental Protection Agency, DTSC, and SPTCo (whose responsibilities were assumed by UPRR as its successor). The purpose of the Enforceable Agreement is "to ensure that the nature and extent of any releases or threatened releases of a hazardous substance or hazardous wastes (also referred to as 'contaminants' or 'contamination') to the air, soil, surface water, and groundwater at or from the entire site are determined and the site adequately characterized (building upon previous investigations at localized spots around the site) and that appropriate remedial actions are taken" (Enforceable Agreement, Section 1.4.). Under the Enforceable Agreement, DTSC is responsible for reviewing and approving all cleanup plans, establishing cleanup standards, evaluation and mitigation of human health risks, and for final approval of the remediation of the site. The Central Valley Regional Water Quality Control Board reviews cleanup plans in a consultative role with DTSC with regard to water quality issues and ground-water cleanup systems and approaches.

For purposes of ongoing investigation and remediation of contaminated soil and groundwater, DTSC has approved dividing the Railyards into study areas as follows:

- Lagoon Soil (soil remediation completed with the exception of the Northwest Corner to be completed in 2016)
- Lagoon Ground Water RAP (under development);
- Car Shop Nine (soil remediation certified in 2015)
- Northern Shops (soil remediation certified in 2015);
- Central Corridor (soil remediation certified in 2015);
- Manufactured Gas Plant (soil remediation RAP being developed); and,
- Central Shops & South Plume Groundwater (shallow soil remediation completed in 2015, installation of the expanded soil vapor extraction to be completed in 2016-2017, and groundwater remediation on-going).

Because groundwater investigation and cleanup typically takes much longer than soil cleanup, DTSC agreed to separate the investigation and cleanup process for soil and groundwater.

In addition, there were five other areas identified at the Railyards which have been certified as remediated (closed sites) and subject to LUCs: the Sand Blast Grit Piles, the Battery Shop, the Pond & Ditch, the Drum Storage area, and the Sacramento Station. Soil in the City's track relocation project area, which runs through parts of the Central Shops, Central Corridor, Car shop Nine, and Sacramento Station study areas, has been

remediated to DTSC-approved levels. Once a LUC is recorded against the track relocation area, DTSC is anticipated to certify completion of the final soil remedy for that area.

The regulatory process embodied in the Enforceable Agreement consists of the following steps:

- **Remedial Investigation (RI):** data gathering, overseen by DTSC, to characterize the nature and extent of contamination.
- **Risk Assessment (RA):** evaluation of human health and environmental risks.
- **Feasibility Study (FS):** evaluation of cleanup options and development of remedial goals to meet the future intended use of the property
- **Remedial Action Plan (RAP):** identification and public review of final cleanup strategy.

In addition, after approval of the RAP, the state Superfund process includes the following steps:

- **Remedial Design and Implementation Plan:** provides design plans and implementation steps for the RAP.
- **Closure Report:** documentation of successful remediation efforts and implementation of the RAP.
- **Certification:** written approval from DTSC that the remedies identified in the RAP have been implemented.

This process is designed to collect adequate information concerning the type, concentrations and distribution of contaminants; evaluate the risks to human health and the environment and develop and implement a cleanup strategy consistent with anticipated future land use. The process also identifies measures that will mitigate the health risk of exposure to contaminants that may remain in place either through establishing safe levels for the constituents of concern or by managing the potential for exposure with deed restrictions that regulate excavation and engineering controls in regards to placement of caps and building designs. This process as applied to the Railyards site is described below.

2. Risk-Based Cleanup Approach and Site Remediation Process

The state Superfund process at the Railyards site is a "risk-based" approach, based on a detailed evaluation of contamination levels and exposure potential. This risk-based approach results in remediation of contaminated soil and groundwater at levels that are protective of the population with the greatest potential for exposure to site soils or soil vapors (i.e. RGs).

Health risk assessments conducted to date show that the construction worker is the population with the greatest exposure potential to contaminated soil at the Railyards. Therefore, RGs were established to be protective of this most vulnerable population. The health risk assessments take into account such factors as the toxicity of the contaminants, potential exposure pathways (i.e. inhalation, skin, ingestion) and the length of time a construction worker may be exposed. The ultimate goal of cleanup is to:

(1) reduce concentrations of contaminants in soil so that they do not exceed RGs; (2) reduce soil vapor concentrations to DTSC-approved levels; 3) protect groundwater from contamination; (4) implement ground water remediation if applicable; and (5) implement engineering controls where applicable (e.g., ventilation systems or clean soil caps) in accordance with the requirements in LUCs.

Soil remediation for most of the Railyards Plan Area has been completed and, following the recordation of DTSC-approved LUCs, DTSC issued certification of remedial completion for these areas. The LUCs impose requirements and certain restrictions for development of the certified area.

The DTSC-approved 2015 LUC generally includes the following:

- All proposed land uses, including construction and maintenance of utility corridors and street rights-of-way, are allowed subject to compliance with the stated terms and conditions.
- A requirement for a DTSC-approved soil and groundwater management plan prior to any development activities.
- Notification of DTSC when there is a change in ownership of the property.
- A property owner, at its initiation, may remediate specific areas of the site to standards that provide for less restrictive uses. The 2015 LUC specifies the process by which a property owner can, with DTSC approval, undertake such voluntary acts.

In sum, the Railyards risk-based site remediation process:

- Ensures that DTSC-approved remediation accounts for the mixed-use nature of the land uses in the Specific Plan and ensures that the health and safety of those most likely to come in contact with remediated soil will be protected;
- Ensures that development within the Railyards will only occur in areas that have been remediated pursuant to a DTSC-certified RAP and consistent with the LUCs.

B. Extent and Types of Contamination Recorded

Since the prior Specific Plans were prepared in 1994 and 2007, SPTCo and UPRR have completed significant soil and groundwater remediation activities at the Railyards, leading to soil certification of the majority of the Plan Area. As such, risk assessments and RAPs (leading to certification) have been approved for all soil study areas except the Central Shops (which have only a health risk assessment and a RAP and not a Certification) and former Manufactured Gas Plant sites (which require a health risk assessment, a RAP and a Certification). The pre- and post-remediation soil conditions within the Railyards site are therefore well known and extensively documented through the DTSC oversight process. This information, as well as the selected remedies, have been reviewed by the public and approved by DTSC through the investigation and RAP preparation and approval process.

The contaminants of concern at the Railyards fall into five categories:

- Heavy Metals;
- Volatile Organic Compounds (VOCs);
- Total Petroleum Hydrocarbons (TPH);
- Semivolatile Organic Compounds (SVOCs); and
- Poly Aromatics Hydrocarbons (PAHs).

Asbestos is also present in some areas and is addressed at the time the other soil contaminants are remediated.

In addition to DTSC-approved off-site disposal of contaminated soils at licensed facilities, UPRR has secured DTSC approval to encapsulate inert soils below the Vista Park site located on the northern perimeter of the Railyards property. This approach includes a DTSC requirement for layers of clean soil to prevent public exposure to the buried contaminated soil.

C. General Requirements for Protection of Construction Workers

The construction workers face the greatest exposure risk at the Railyards based on the extent and nature of the contaminated soil and the potential for excavation activities that could result in contact with soil or soil vapor.

1. Construction-Related Measures

The following requirements apply to all construction activity on the Railyards site:

- Implementation of a DTSC approved soil and groundwater management plan.
- General contractor shall prepare a site-specific construction worker health and safety plan in accordance with the guidelines of the soil and groundwater management plan.
- During construction, except in imported clean fill areas, all excavation, soil handling, and dewatering activities shall be observed for signs of apparent contamination (i.e. odor or color) by developer with findings, if any, reported to DTSC. In addition to these steps, DTSC will provide for environmental oversight, including requiring compliance with procedures for detecting previously undiscovered contamination, if any, during site excavation, as well as contingency plans for investigation, remediation and disposal of such undiscovered contamination.

D. Strategies for Implementation of Goals and Policies

This section explains how implementation of the goals and policies set forth in Chapter 4 will be approached. In addition to compliance with the terms of the LUCs, soil and groundwater management plan, applicable environmental mitigation measures and the adopted mitigation monitoring program, implementation of these goals and policies will be achieved through two primary means:

- Receipt of written confirmation from DTSC that a proposed use is consistent

with the applicable requirements set forth in the LUCs.

- Compliance with applicable requirements set forth in the LUCs and the soil and groundwater management plan.

DTSC and the property owner will play key roles in development of the Railyards in adherence with applicable requirements set forth in the LUCs and the soil and groundwater management plan. During the time remaining remediation is still underway by UPRR, it is imperative that development be undertaken in coordination with remediation.

State law provides for recordation of LUCs on remediated property to restrict land uses to those compatible with cleanup levels achieved. LUCs are recorded when property is cleaned up to levels other than unrestricted use.

The California Environmental Protection Agency's Site Designation Committee designated DTSC as the Administering Agency for the Railyards pursuant to California Health & Safety Code Section 25260 et seq. As such, the Department is responsible for administering all State and local laws, ordinances, regulations and standards that are applicable to, and govern, the investigation and remediation of the Railyards.

The City will incorporate a confirmation into its land use permitting process to confirm that DTSC concurs that the proposed use is consistent with applicable requirements set forth in the LUCs.

The Railyards will be developed over several years and development plans for portions of the site may change over that period. Nonetheless, all development within the Railyards will be subject to DTSC approval in accordance with applicable requirements set forth in the LUCs and subject to compliance with and the soil and groundwater management plan.

The health and safety of persons who use and occupy the Railyards in areas that may be in proximity to areas under remediation will be protected in several ways, such as:

- Fencing to prevent access to native surface soil.
- Dust control during active soil cleanup and excavation activities.
- Construction site air monitoring, if required by site-specific conditions.
- Building design requirements to prevent exposure to soil vapors in accordance with requirements set forth in the LUCs.
- Treatment of potentially contaminated groundwater generated during construction dewatering.

DTSC determinations in the future as to acceptable cleanup standards and remediation requirements could change development opportunities on the site in ways that affect land uses. Thus, DTSC decisions concerning remediation and land use are linked, and ongoing communication between DTSC, UPRR, the City, and the property owner is essential.

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IMPLEMENTATION 10

This chapter outlines the steps needed to implement the development of the Sacramento Railyards Specific Plan Area as described in this Specific Plan. This Specific Plan is a long range planning document that is intended to guide the development at the Railyards site over the next 15 to 20 years.

A. Related Approvals

In addition to amending the City's General Plan, the Central City Community Plan and the River District Specific Plan to incorporate the provisions of this Specific Plan, the following is a summary of the actions that are to be approved at the time of adoption of this Specific Plan which set out the implementation parameters for the development of the Plan Area.

1. Special Planning District and Zoning

A special zoning district is to be established for the Railyards Plan Area, to specify the zoning designations, development standards, and permitted uses within the various districts that comprise the Railyards site, as described in this Specific Plan. The Railyards Special Planning District also establishes the procedures for processing future development applications.

2. Development Regulations

This Specific Plan, in conjunction with the Design Guidelines, the Railyards Special Planning District and the Central Shops Historic District ordinance, constitute the principle regulatory framework for the Plan Area. For entitlements needed to develop within the Plan Area, a property owner will need to demonstrate consistency of the proposed project with these documents through the permitting process set out in the Special Planning District, and when applicable, may seek changes in these regulations.

3. Development Agreement

In order to specify the manner in which the necessary infrastructure and public facilities as provided in this Specific Plan will be constructed and financed, among other matters, the City and the property owner intend to enter into a development agreement. The terms and conditions contained in the development agreement will be consistent with the goals and policies of this Specific Plan.

4. Design Guidelines

In order to further implement the Specific Plan, the City will establish a design review district that encompasses the Railyards Plan Area and will adopt Design Guidelines to address building placement, design, setbacks, heights, massing, façade articulation, ground floor transparency, and overhangs, as well as landscape treatments, streetscapes, lighting, signage, and the design of public and civic open spaces.

5. Landmark and Historic District Designation

Pursuant to the Historic Preservation Chapter, 17.604, of the City Code, a historic district, including contributing resources and identifying significant features and characteristics, will be designated by the City for the Central Shops area. The designation will provide for review of development projects pursuant to Chapter 17.604, which specifies use of the Secretary of the Interior's Standards for the Treatment of Historic Properties (Standards). The Southern Pacific Railroad Sacramento Depot and REA Buildings are already designated by the City as a Landmark and review of development projects involving the historic resources and site are currently and will continue to be reviewed pursuant to Chapter 17.604.

6. Financing Plan

The development of the Railyards site will require extraordinary investments in infrastructure not typically found in suburban "greenfield" settings. A key component of the Specific Plan is the Financing Plan that sets forth the estimated costs and anticipated sources of revenue for the development of the infrastructure and public facilities required for development within the Railyards Plan Area, including the street net- work and freeway interchange improvements; water, sewer, and storm water systems; community centers, parks, trails and open spaces; and police and fire stations. The Financing Plan will be adopted along with the Specific Plan and will be implemented over time.

7. Owner Participant Agreement

The Railyards site is located within a redevelopment project area in which tax increment revenue would accrue to the Redevelopment Agency of the City of Sacramento (Agency). Although the Agency was dissolved in 2012, the City is serving as the successor agency to implement the Agency's agreements.

In May 2008, the Redevelopment Agency entered into a Master Owner Participation Agreement (MOPA) with the former owner of the land within Railyards. The MOPA established the framework for the allocation of tax increment revenues from the Railyards Redevelopment Project Area, and at the same time the Initial Phase OPA was also approved that committed $50 million (adjusted for inflation) for specific infrastructure and other improvement projects. The MOPA and the Initial Phase OPA have been assigned to the current Railyards landowner.

As part of the 2011 Budget Act, the California Legislature approved the dissolution of redevelopment agencies. The Act established Successor Agencies to manage redevelopment projects and agreements in existence as of June 28, 2011. Successor Agencies are required to make payments for "enforceable obligations," and dispose of redevelopment agency assets, including properties. The Railyards was a redevelopment project area at the time of dissolution of the redevelopment agency.

The City of Sacramento is serving as the Redevelopment Agency Successor Agency (RASA) to the former Agency. As such, RASA will administer the MOPA and the Initial Phase OPA.

B. *Conceptual Financing Strategy*

The construction of backbone infrastructure and other public improvements described in this Specific Plan will be funded by a variety of private and public financing mechanisms. This section includes a description of these mechanisms and a description of more detailed financing studies that may be required to implement the Financing Plan as a next step in implementation of the Specific Plan.

1. Financing Methods

To redevelop the Railyards site, substantial private sector investment is necessary for land acquisition, remediation, infrastructure and land development and construction. Because the Railyards site has limited access, lacks an infrastructure system and will abide by special development requirements, development will require extraordinary infrastructure investments. Significant public funds will be utilized for the necessary backbone infrastructure and to provide other public services, as well as to connect the Railyards site with adjacent districts and the City's infrastructure network, as described in the Financing Plan and the Development Agreement. These contributions may include the following sources:

- **Federal and State Funds.** Certain federal and State funds have been made available to assist with certain public infrastructure components of the Railyards, specifically the SITF, interim improvements to the Richards Blvd/I-5 freeway interchange, roadway improvements within the Railyards, and preliminary re habilitation of the Central Shops. The Railyards has been designated as a federal "Promise Zone," which means it will have priority for federal grants. Also, there may be additional state infrastructure bond funding in the future.

- **City Funds.** The City previously committed local funding for certain public facilities in the Railyards, some of which has already been spent. As noted below, the City may pledge some of the additional property taxes received given the dissolution of redevelopment.

- **Transportation Funding.** A large portion of the infrastructure investment needed for development of the Plan Area is related to transportation. The City will apply for federal, state and local funding of the street and interchange improvements through the Sacramento Area Council of Governments (SACOG) and the Sacramento Transportation Authority (STA). SACOG manages a multi-year planning process that allocates funding to projects from State and federal funding sources. The STA manages the allocation and disbursement of local transportation sales tax and Measure A funds for transportation projects.

- **Development Impact Fees.** The City has previously adopted a set of Development Impact Fees to finance capital improvements within the Railyards and River District Specific Plan and these fees will be updated as part of the implementation of the Financing Plan. Certain Railyards Plan Area backbone improvements and public facilities will be funded by development outside of the Railyards site that will benefit from such improvements. The City will impose certain impact fees in those areas to fund

their pro- rata share of the necessary public improvements that will serve those areas as well as the Railyards site.

- **Tax Increment Financing.** As noted previously in this chapter, the Specific Plan site is within a redevelopment project area that was formerly administered by the Redevelopment Agency. The City of Sacramento, serving as the Redevelopment Agency Successor Agency, inherits the limited authority, and has the duty to pay the Agency's debts and other obligations previously vested with the Redevelopment Agency. This includes the payment of tax increment revenues received from the County Auditor-Controller, based on the Recognized Obligations Payment Schedule (ROPS) as approved by RASA's Oversight Board and the State Department of Finance. The tax increment revenue generated from the Railyards will be used to pay the MOPA and Initial Phase OPA obligations to provide reimbursement to the landowner for the costs of infrastructure and other improvement projects in the Railyards.

- **Community Facilities District.** Mello-Roos Community Facilities District (CFD) funding may be also be used to help fund the construction or acquisition of backbone infrastructure and facilities in the Plan Area. These funds would be repaid by property tax assessments or other revenue sources.

- **Infrastructure and Revitalization Financing Districts.** AB 229 of 2014 (Perez) authorizes the creation of Infrastructure and Revitalization Financing Districts (Revitalization Districts) by the legislative body of a city or county[1] to finance projects of "communitywide significance" pursuant to an infrastructure financing plan adopted by the district. The issuance of bonds by a Revitalization District requires 2/3 voter approval. The legislative body of a city or county may also dedicate all or a portion of its property tax increment revenues that are received after payment of the Redevelopment Agency's obligations to the Revitalization District.

- **Enhanced Infrastructure Financing District.** SB 628 of 2014 (Beall) authorizes the creation of Enhanced Infrastructure Financing Districts (EIFDs), which give local government agencies (primarily cities, counties, and special districts) another avenue to finance the construction or rehabilitation of public infrastructure, as well as some private projects. The EIFD carries out a plan within a defined area including, construct, improve, and rehabilitate public infrastructure; construct libraries, and parks; remediate brownfields; and for military base reuse projects. Non-contiguous areas within the s district are also permitted.

Like the state's terminated redevelopment program, EIFDs are financed through tax increment generated from the growth in property taxes collected from the defined area that are received by the City after payment of the Redevelopment Agency's debts. Private facilities financed by an EIFD may include, but are not limited to:

- Acquisition, construction, and repair of industrial structures for private use;

- Transit priority projects under PRC Section 21155;
- Project that implement the regional Sustainable Communities Strategy (SCS);
- Mixed-income housing developments (low-income units and services); and
- Developer reimbursement for permitting and other expenses incurred for affordable housing construction pursuant to Government Code 65470 (Transit Priority Project Program).
- No voter approval is required to form an EIFD, but a 55 percent affirmative vote is required for the EIFD's issuance of bonds.
- **Other.** Other financing mechanisms may also be used, including other public and private debt financing sources. Specific financing requirements, improvement obligations, reimbursements, fees, land and easement dedications and conveyances, maintenance, and other financing and improvement-related obligations will be included as part of the development project approval and will be detailed in the Financing Plan as well as the Development Agreement. The use of the federal Historic Rehabilitation Tax Credit program, which provides a federal tax credit in the amount of 20 percent of the rehabilitation costs, and the use of the State of California Seismic Retrofit Property Valuation Reduction provisions for seismic retrofit may also assist with the costs of rehabilitation of the historic Central Shops.

2. Financing of On-going Service Delivery and Infrastructure Maintenance

Public facilities maintenance and delivery of public services will be funded primarily with property and sales tax revenues generated from development within the Specific Plan Area. The City and other agencies will deliver the public services and maintain the public infrastructure in the Plan Area. Under special agreements, property owners may also assume responsibility for some services and maintenance obligations.

3. Financing Plan

A separate Financing Plan is being prepared to identify the costs of all major backbone infrastructure improvements needed to serve the Plan Area and to identify the specific financing mechanisms that could be used to construct these improvements in a timely manner. The Financing Plan and the Development Agreement will also provide the framework within which developers will receive credits and reimbursements for advance-funding of project costs and over-sizing of infrastructure. The Financing Plan will focus on the major back-bone infrastructure improvements, their costs, timing and potential funding mechanisms.

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RESOLUTION NO. 2016-

Adopted by the Sacramento City Council

AMENDING THE RIVER DISTRICT SPECIFIC PLAN TO CHANGE THE STREET SECTION FOR NORTH B STREET (RAILYARDS SPECIFIC PLAN P15-040)

BACKGROUND

A. On October 22, 2015, March 24, 2016, May 12, 2016, June 30, 2016, August 11, 2016, September 8, 2016, September 22, 2016, and October 6, 2016, the City Planning and Design Commission held public meetings on the Railyards Specific Plan.

B. The Railyards Specific Plan and Environmental Impact Report, which is to be adopted concurrently with this resolution, is a comprehensive update of the Railyards Specific Plan and Facility Element. The traffic study that is contained in the Environmental Impact Report for the Railyards Specific Plan analyzed the change in the street system which connects to the River District Specific Plan area.

C. On October 24, 2016, the City Planning Commission held a public hearing in accordance with Government Code Sections 65355 and 65453 on the Railyards Specific Plan, received and considered evidence, and forwarded to the City Council a recommendation to approve the Railyards Specific Plan.

D. On November 10, 2016, the City Council conducted a public hearing that was noticed in accordance with Government Code sections 65355 and 65453 and Sacramento City Code section 17.812.030 at which it received and considered evidence regarding amending the River District Specific Plan.

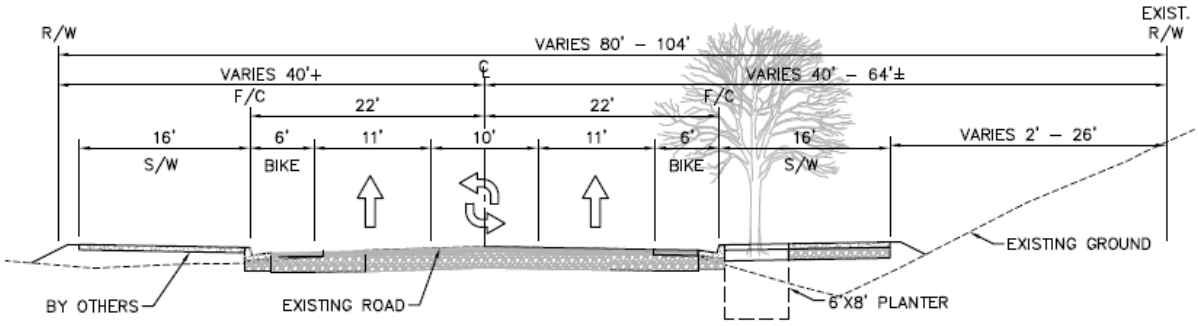
BASED ON THE FACTS SET FORTH IN THE BACKGROUND, THE CITY COUNCIL RESOLVES AS FOLLOWS:

Section 1. The River District Specific Plan is hereby amended to modify the street sections for North B Street. The amended street sections for North B Street are attached in Exhibit A.

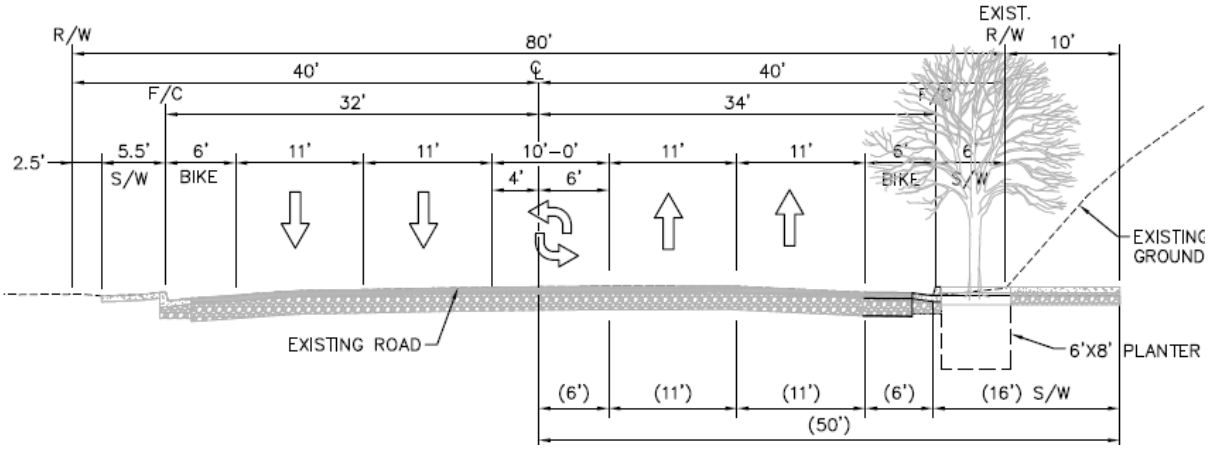
Section 2. The amendment is consistent with the general plan and the Planning and Development Code.

Section 3. Exhibit A is part of this Resolution.

Exhibit A: Revised North B Street



NORTH B STREET
BETWEEN 5TH STREET
& 7TH STREET



North B Street between 7th and 12th Streets

RESOLUTION NO. 2016-

Adopted by the Sacramento City Council

November 10, 2016

RESOLUTION RESCINDING THE 2007 SACRAMENTO RAILYARDS DESIGN GUIDELINES AND ADOPTING THE 2016 SACRAMENTO RAILYARDS DESIGN GUIDELINES (P15-040)

A. On October 22, 2015, March 24, 2016, May 12, 2016, June 30, 2016, August 11, 2016, September 8, 2016, September 22, 2016, and October 6, 2016, the City Planning and Design Commission participated in public hearings on the Sacramento Railyards project.

B. On November 18, 2015, May 18, 2016, and June 30, 2016, the City Preservation Commission participated in public hearings on the Sacramento Railyards project, and on August 17, 2016, forwarded a recommendation to Council to amend the Central Shops Historic District ordinance (OR2007-108) and to nominate the Railyards water tower for listing as a Landmark in the Sacramento Register of Historic and Cultural Resources.

C. On September 21, 2016, the City Preservation Commission conducted a public hearing on the Sacramento Railyards project, and forwarded to the City Planning and Design Commission a recommendation to approve amending the Sacramento Railyards Design Guidelines as set forth in Exhibit A.

D. On October 24, 2016, the City Planning and Design Commission conducted a public hearing on the Sacramento Railyards project, and forwarded to the City Council a recommendation to rescind the 2007 Sacramento Railyards Design Guidelines and approve the Sacramento Railyards Design Guidelines as set forth in Exhibit A.

E. On November 10, 2016, the City Council conducted a public hearing that was noticed in accordance with Sacramento City Code section 17.812.030 at which it received and considered evidence concerning the Sacramento Railyards project.

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

Section 1. The Sacramento Railyards Design Guidelines include goals related to the Sacramento Railyards area and which address open space, historic and cultural resources, and development within both the private and public realm.

Section 2. The Sacramento Railyards Design Guidelines provide standards and criteria that are used to determine the appropriateness of any proposed building or structure or alteration thereof within the design review district.

Section 3. The Sacramento Railyards Design Guidelines protect and enhance the value, appearance, and economic development and vitality of public and private property, maintains a high level of community development and achieves an orderly, harmonious, and integrated development in specific areas within the city.

Section 4. The Sacramento Railyards Design Guidelines are consistent with the general plan.

Section 5. Based on the verbal and documentary evidence received at the hearings held on November 10, 2016, the City Council hereby rescinds the 2007 Sacramento Railyards Design Guidelines by rescinding Resolution 2007-909, and hereby adopts the 2016 Sacramento Railyards Design Guidelines set forth in Exhibit A.

Section 5. Exhibit A is part of this Resolution.

Table of Contents:

Exhibit A – Sacramento Railyards Design Guidelines

SACRAMENTO RAILYARDS DESIGN GUIDELINES

Draft October 2016

Prepared for: **Downtown Railyards Ventures, LLC**

Prepared by: AECOM

SACRAMENTO RAILYARDS SPECIFIC PLAN

City of Sacramento / October 17, 2016

Prepared for: **Downtown Railyards Ventures, LLC**

Prepared by: AECOM

Introduction 1

Redevelopment of the Railyards area, a 244-acre brownfield site immediately north of Downtown Sacramento, presents an opportunity to create a vibrant, transit-oriented mixed-use district with destinations of regional importance. It also presents the opportunity to reinforce and expand the role of the Central City as Sacramento's regional center for business, commerce, government, entertainment, housing, education, and culture.

A. INTENT OF THE GUIDELINES

This Railyards Design Guidelines document supplements and modifies the Central Core Design Guidelines, a chapter of the Central City Urban Design Guidelines. These guidelines are policy documents that provide design guidance in written and graphic form for private and public projects, undertaken in the Railyards Specific Plan Area (Plan Area). They aim to promote the improved aesthetic and functional quality of the Railyards community as a component of the larger urban core. They work together with three other documents that provide specific guidance on matters relating to the project framework, development regulations and permitting: the *Sacramento Railyards Specific Plan*, the *Railyards Special Planning District* (SPD), and the *Central Shops Historic District*.

The Sacramento Railyards Specific Plan is the overarching policy document that guides development within the Plan Area. The purpose of the SPD, adopted as Chapter 17.440 of the Sacramento City Code, is to implement the planning principles, goals, and policies of the Specific Plan by establishing necessary procedures and provisions, including zoning regulations. The proposed Central Shops Historic District identifies contributing resources and character-defining features and utilizes development standards, pursuant to Chapter 17.604 of the Sacramento City Code. In the interest of making these documents as concise as possible, there is very little overlap among them. As such, parties who are interested in developing properties within the Plan Area must consult each of these four documents prior to construction. The Railyards Design Guidelines are adopted under the provisions of Chapter 17.600 (section 200 – 220) of the Sacramento City Code for the Railyards Design Review District.

Railyards Design Guidelines Supplements and modifies existing City Guidelines

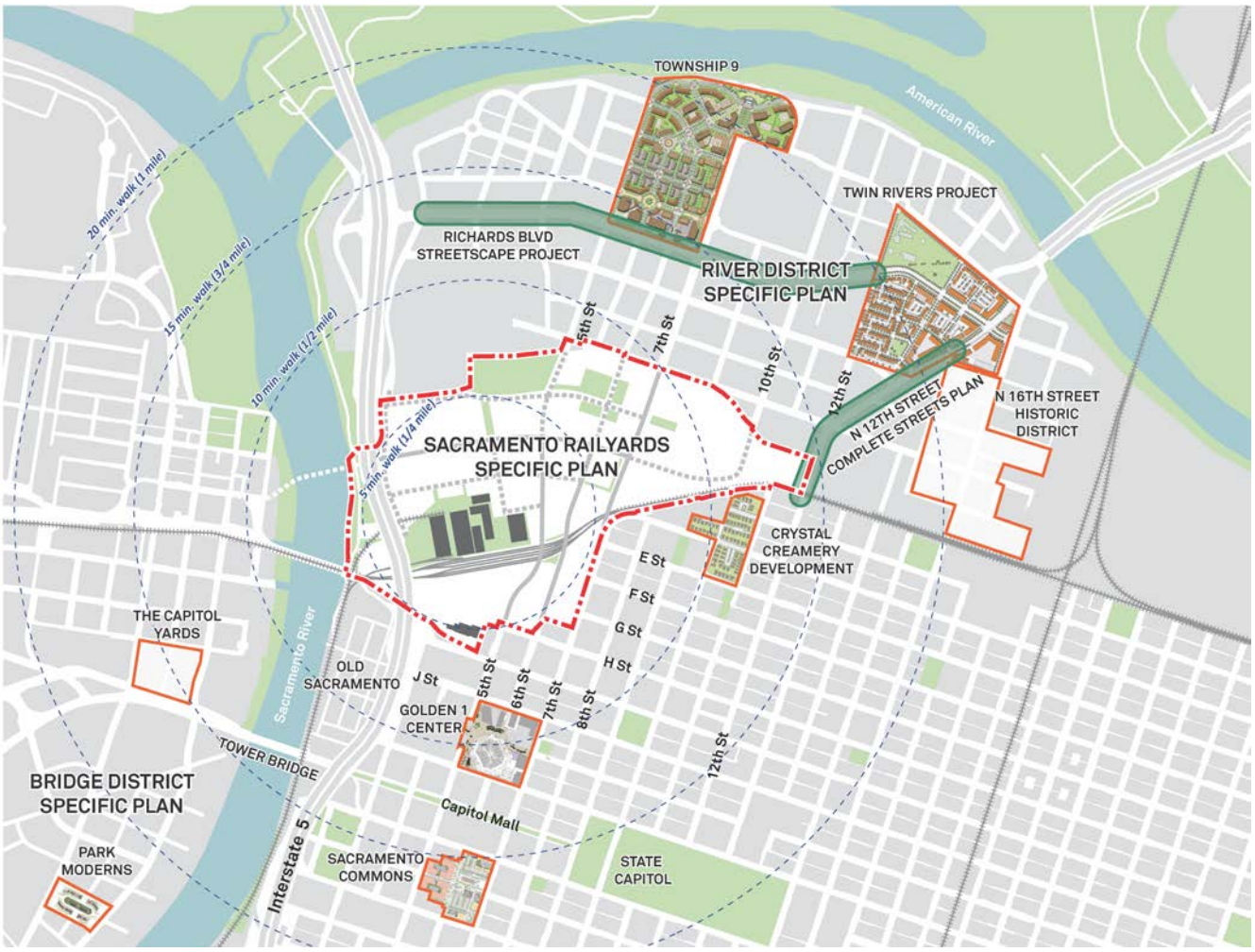
B. Relationship of Railyards Guidelines to the CCUDGP

The Railyards Plan Area fits into a broader urban context in Sacramento, that of the Central City. The long-term vision for the Railyards is to complement and extend the strengths of the existing urban setting. For this reason, the Railyards Design Guidelines can be thought of as one component of the 2009 Central City Urban Design Guidelines (CCUDG) and Central City Community Plan (Community Plan), the policy document providing guidance to all decisions relating to the physical form and character of the Central City.

The organization and format of these guidelines is derived directly from the CCUDG and relevant guidelines from the CCUDG have been incorporated into this document. The intention is that the provisions of the CCUDG that are not addressed in these guidelines and do not conflict with these guidelines may be adopted into the Railyards.

C. PLAN AREA

The 244-acre Railyards Plan Area is located immediately north of the Central Business District, east of the Sacramento River, south of North B Street, and west of the federal courthouse and the Alkali Flat neighborhood. Figure 1-1 shows the Plan Area governed by these guidelines.



D. GUIDELINES STRUCTURE

The Railyards Design Guidelines are organized in five primary chapters:

- Railyards Framework. This chapter articulates the overall vision for the physical form and character of the Railyards area and the five districts that make up this area.
- Public Realm. These guidelines address the design of key components, such as streets, sidewalks, and parks that comprise the public realm.
- Private Realm. These guidelines address the design of key components that comprise the private realm, including the placement of buildings, the design of buildings, and the treatment of off-street parking.
- Historic Resources. This chapter provides guidance for proceeding with rehabilitation of existing historic buildings and resources, as well as new site development and construction within the historic district boundaries and adjacent to these historic resources.
- Signage. This chapter addresses all signage in the Railyards, from public realm signage such as way-finding and street signage to private realm signage, such as storefront signage and tenant signage.

The guidelines in this document are intended to provide direction rather than prescriptive requirements. The Planning Director will have the authority for interpretation of these Guidelines and to condition approval of the project's design to ensure compliance.

The design guidelines in this document reference applicable guidance from the Central Core Design Guidelines (CCDG), which appears in Section 3 of the Sacramento Central City Urban Design Guidelines. Design guidelines in this document supplement or modify the Central Core guidelines, as they apply to project specific conditions in the Railyards Plan Area. To assist in project review, changes or modification to guidance provided in the CCDG are identified in italicized text in this document, followed by section references (provided in brackets) to the corresponding sections in the CCDG .

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RAILYARDS FRAMEWORK 2

A. INTRODUCTION

As the City of Sacramento plans its future, the Railyards will play an important role in helping the city to achieve its stated vision of becoming the most livable city in America. The 2035 General Plan calls for the creation of transit-oriented and walkable neighborhoods, a vibrant downtown, expanded transportation choices and sustainable new development. In order to achieve these ambitious goals, the General Plan seeks to promote new development that accommodates projected growth and higher densities while ensuring attractive community character and - built form. As a large, mostly undeveloped site located adjacent to the Central Business District, the Railyards holds considerable potential to help the City to achieve these goals.

The Sacramento Railyards Specific Plan, described in Chapter 1, envisions the Railyards as a:

1) Dynamic 24-hour mixed-use urban environment: connected with the surrounding Central City and Sacramento riverfront;
2) Heritage tourism draw that capitalizes on the historic Central Shops buildings;
3) Regional draw with a mixture of uses that complement and support the City's planned Sacramento Valley Station; and
4) Sustainable community that utilizes green building technology, water conservation measures and renewable energy sources.
5) Crucial element in downtown revitalization together with the Golden 1Center.

The Central City Urban Design Guidelines (CCUDG) and Central City Community Plan (Community Plan) presents a number of guiding themes, which underlie the vision for future public and private development in the entire Central City of Sacramento. As a future extension of the Central City, the concepts and guidelines outlined in the CCUDG apply to future development in the Railyards. These themes are described below.

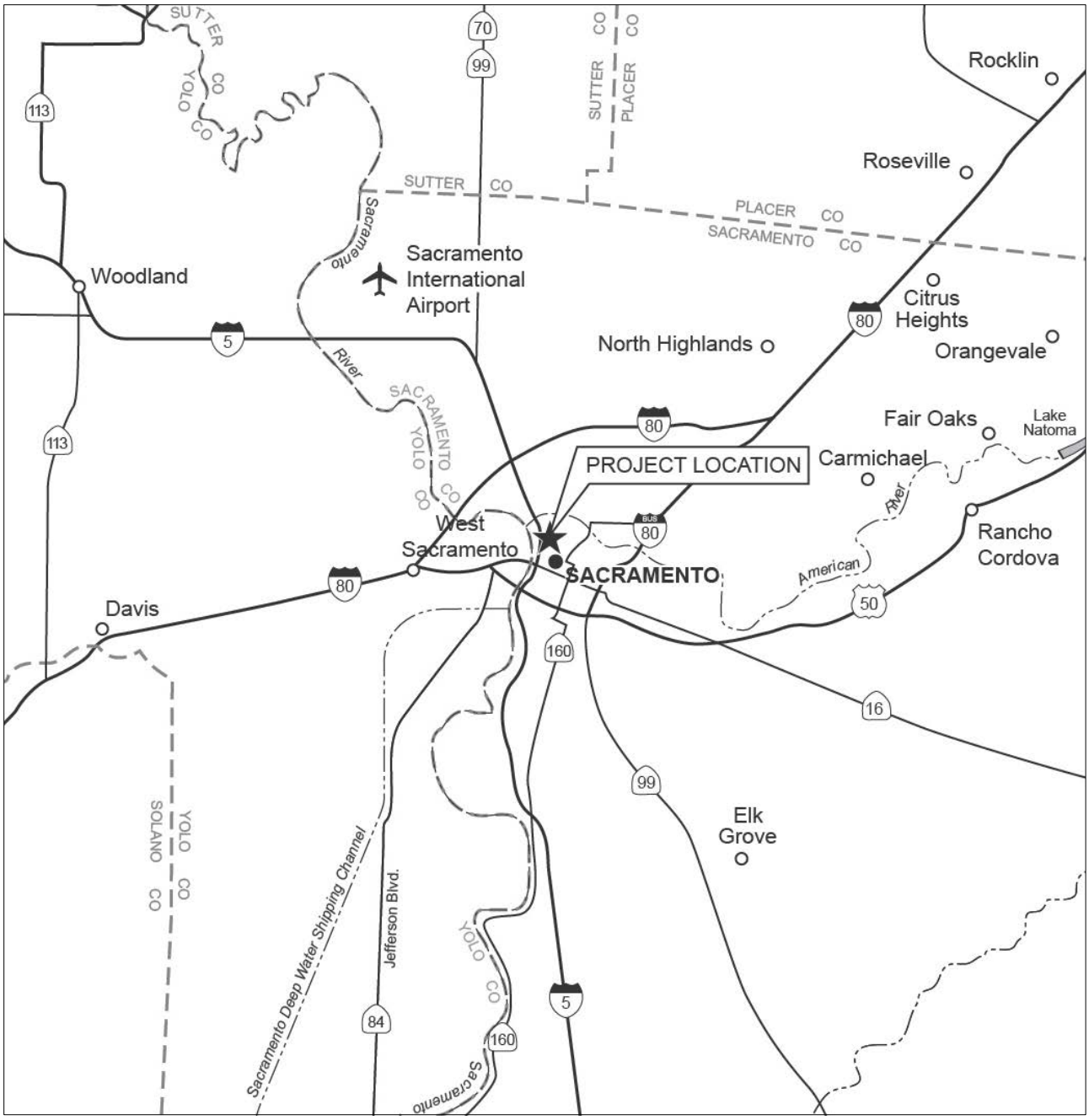


Figure 2-1. Sacramento Regional Context.

B. GUIDING THEMES FOR THE VISION

1. A Destination and a Center – City, Region, State

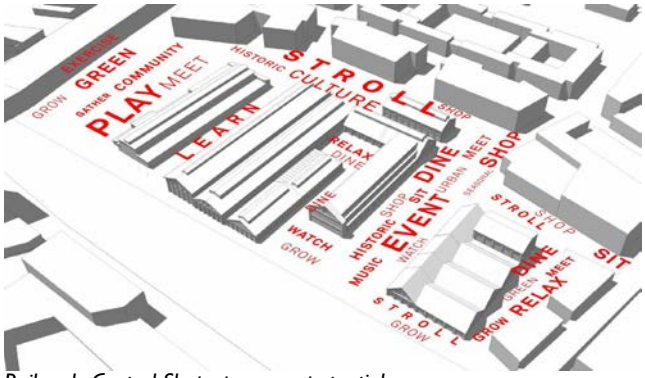
Downtown Sacramento combines many roles: it is the State capital and county seat, the center of California's fourth largest metropolitan region and home to a young, but maturing, urban center. The Central City is also a major tourist destination with numerous cultural amenities. In order to maintain and enhance its position as the region's pre-eminent center for commerce, government, tourism, and culture, it must build on its historic, cultural, and physical assets, both natural and man-made.

Capitol Building.

2. A Vibrant, Around-the-Clock Downtown

As the downtown for the region, the Central City has begun to overcome its historic 9-to-5 business orientation where life in the downtown comes to a halt at the end of the business day. The key to creating a more vibrant downtown that is active during the day and night is to achieve a better balance between residential, retail/services, and employment. In particular, more residences need to be created in the Central City, a significant portion of which will be built in the Railyards. New residents will contribute to a lively street life and create demand for new retail, restaurants, entertainment, and service uses. These non-residential uses will, in turn, attract more nighttime visitors to downtown, which will then attract more entertainment and cultural activities. Thus, through this incremental process, a truly livable city with a rich mix of uses and activities will be created.

Downtown residential uses contribute to a more vibrant night-life.



Railyards Central Shops program potential.

3. A City of Distinct Neighborhoods

The Central City is made up of several distinct neighborhoods such as the CBD, Old Sacramento, Alkali Flat, Mansion Flats, Southside Park, Midtown, and the Capitol area. It also includes numerous emerging or transitioning areas such as the River District, Docks Area, Railyards, and R Street Corridor. Each district or neighborhood should play its part within downtown. The differences in identity, character and scale of the various neighborhoods complement each other, contribute to the richness of the urban experience, and should be preserved and enhanced.

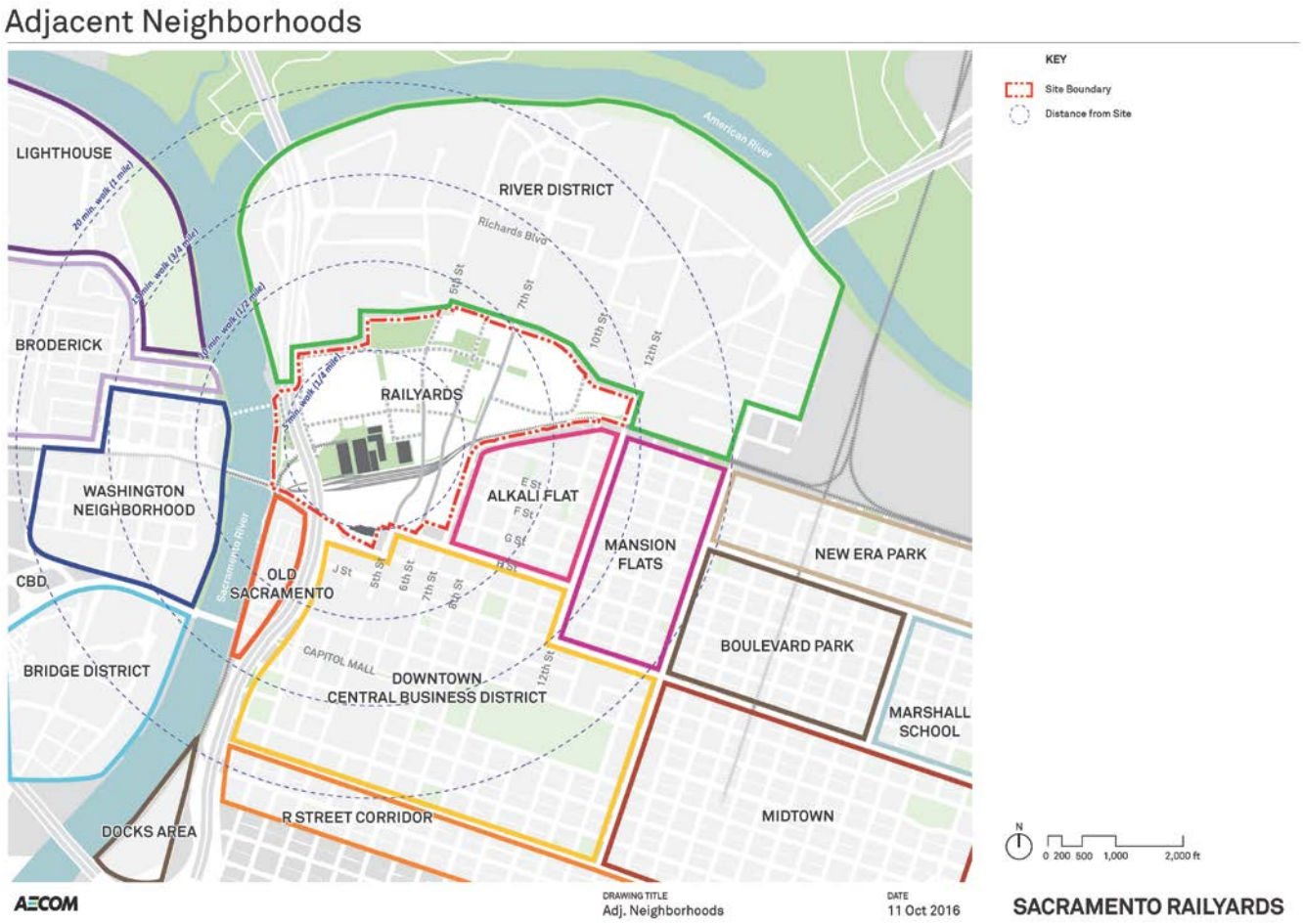


Figure 2-2. Adjacent Neighborhoods.

4. A Sustainable Downtown

Sacramento's Sustainability Master Plan—Creating a Sustainable City—was developed in recognition of the threat that climate change and global warming have for the community's quality of life. The Sacramento Climate Action Plan, adopted in 2012, identifies greenhouse gas emissions (GHG) reduction targets, strategies, and specific actions Sacramento can take to adapt to the effects of climate change. As the center of the city and the region, the Central City should be the main stage for demonstrating how to create a sustainable and livable city. The amount of development projected for the Central City, and the Railyards in particular, provides a unique opportunity to advance the sustainability agenda by implementing a walk- and transit-first agenda that reduces automobile dependence, promoting more energy and resource efficient buildings and infrastructure, supporting greater recycling and waste reduction, and promoting greater biodiversity within the urban setting. A Sustainable Downtown should achieve measurable goals in terms of the performance of its buildings and infrastructure. A Transit-Oriented Downtown with Transportation Choices

A Railyards with broad access to transit and viable choices in transportation will have less traffic congestion, cleaner air, and more pedestrian and bicycle activity. Continuing to expand transit service in the Central City and focusing higher intensity development near light rail stations will provide the community with greater independence from automobile use. Increasing coordination of bus service with light rail, enhancing intermodal connections for both local and regional transit, and introducing technologies and equipment that increase transit efficiency, will broaden the appeal, convenience, and thereby, ridership on city transit. Other transportation alternatives that reduce automobile dependence, such as bicycle facilities, street cars, and car share, should also be supported as a means of providing citizens with additional viable transportation choices. Railyards tenants are encouraged to develop and implement policies to encourage their employees and visitors to reduce their dependence on, and use of, carbon-fueled vehicles.

Old Sacramento-veranda arcades were a response to local climate.

Source: WRT|Solomon E.T.C.

The LEED-rated CALPERS Building is a contemporary response to Central Valley summers and fog-shrouded winters.

Source: WRT|Solomon E.T.C.Source: WRT|Solomon E.T.C.

K Street Light Rail.

5. Vibrant Pedestrian-Friendly Streets and Urban Spaces

To become the vibrant urban center envisioned, the Railyards needs to provide a safe and attractive pedestrian environment. This will include a network of streets that calm traffic and cater to pedestrians and bicyclists. Wide sidewalks, bulb-outs at intersections,- enhanced pedestrian crossings, traffic circles, and on-street parking are all features that can enhance pedestrian safety and produce traffic calming. A range of street types can be accommodated whose design is more responsive to their specific location, context, and function- These include corridor streets that lead to and from the freeways, transit streets, bicycle streets, retail streets, and various categories of residential streets.

Sidewalk activity on 16th and L Streets.

6. 'The City of Trees' – a Healthy Urban Forest

One of Sacramento's most attractive and distinctive features is its mature urban forest, which is composed both of street trees and trees in the city's parks and open spaces. As new streets are built, this urban forest should be extended throughout the Railyards, as appropriate. In addition to playing an important aesthetic role, the urban forest provides numerous other benefits, including reducing heat island effects, improving air quality, reducing stormwater runoff, and enhancing biodiversity. As such, the urban forest is an important component of the City's sustainability agenda. The- magnificent trees in the Central Core were planted over a 150 year period since the City's founding-. Urban development and public street trees need to be planned and implemented together to ensure compatibility and long-term health of the urban forest. Appropriate building guidelines and tree selection guidelines are needed to protect tree canopies and roots from being compromised and ensure long-term compatibility.

Source: WRT|Solomon E.T.C.

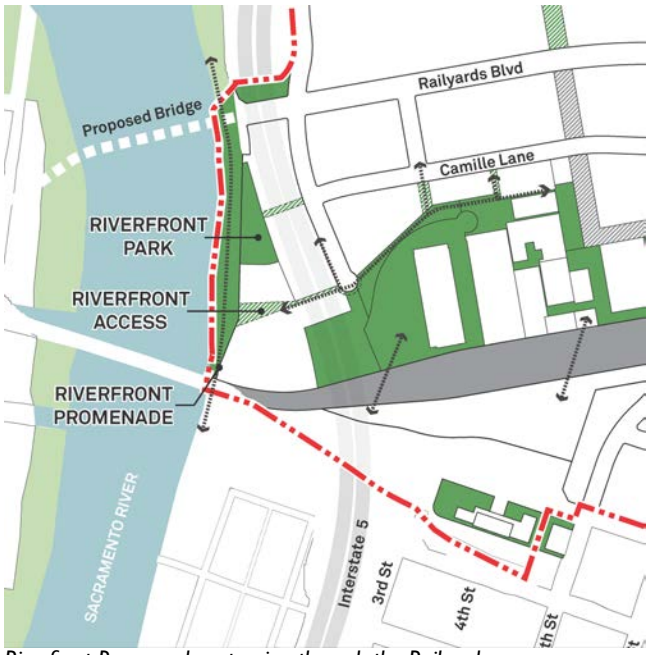
Sacramento is renowned for its mature urban forest.

7. A Downtown Re-connected to its Rivers

The Sacramento and American Rivers are major features and potential amenities that frame the Central City, yet they remain largely hidden from view. This is due in part to the levees that rise high above the grade of the downtown to protect it from flooding. It is also a product of historic land use and infrastructure decisions that resulted in the siting of utilities, such as the sewage treatment plant and PG&E facilities, transportation infrastructure such as freeways and railroads, and industrial uses in a manner that

obstructs access to the River. In the Railyards, creating new paths and improved connections to the Sacramento River, both from the Railyards and other parts of the Central City, and enhancement of the river edge with the continuation of the riverfront promenade will help to overcome existing obstacles and open up this important amenity to the community.

The riverfront promenade allows people to enjoy Sacramento's primary natural feature.



Source: AECOM.

Riverfront Promenade extension through the Railyards.

9. Celebrating the City's Rail Heritage and Historic Resources

The *Sacramento Railyards Specific Plan* builds toward the future in part on the imagery associated with Sacramento's history by strengthening the visual and physical connections between the Railyards and Old Sacramento. Clearly designated routes between the Railyards and Old Sacramento will facilitate movement of visitors and residents. Where appropriate, development will be encouraged that emphasizes the city's history as a center of rail transport. Promoting development that will celebrate the historic significance of the Railyards site and capitalizing on the existing assets of the Central Shops, the Water Tower and the Sacramento Valley Station's historic Southern Pacific Railroad Sacramento Depot will help create a vibrant urban center that celebrates the old and the new buildings and uses.

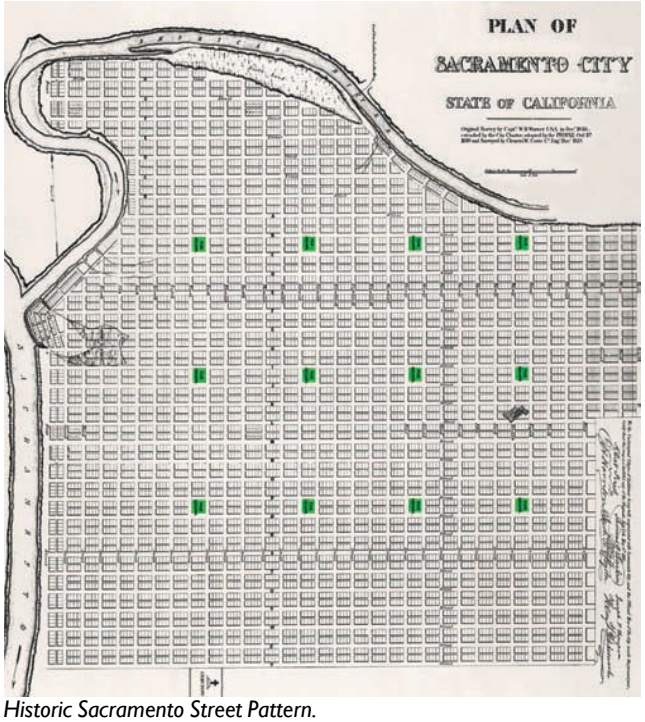
Sacramento Depot.

Central Shops historic shop buildings.

Water Tower.

C. Railyards Urban Design Framework Concepts

The framework concepts, described below, outline the planning concepts that inform the development of the Railyards. These concepts serve to create a new city district that functions as an extension of the existing context of the Central City, - creating a new and unique place within the larger context. The major framework concepts include the Railyards Street Pattern, the Railyards Districts, and Key Sites.



Historic Sacramento Street Pattern.

Railyards Street Pattern.

Source: AECOM

1. The Railyards Street Pattern

The Railyards Area will be a unique place within the fabric of the Central City of Sacramento, and the street pattern will reinforce this. The streets continue and connect to the original Sutter street grid, yet this is a part of the city where the street grid bends and rises to accommodate special physical conditions. Some of these special conditions are:

- The presence of the railroad tracks;
- The presence of the historic Central Shops, with individual buildings and building with dimensions are larger than can be accommodated on a typical Central City block;
- The Sacramento River;
- A network of open space features; and
- A medical center and soccer stadium uses with expansive floor plates necessitating - larger lots.

All of these features help –define the Railyards as a new part of the city, which is authentically grounded in the specific conditions found there.

Street character on the downtown grid in Sacramento.

2. Railyards Districts

The scale and location of the Railyards area provides the City of Sacramento with an unprecedented opportunity to create a vibrant and iconic urban environment within its historic core that offers a wide range of activities to meet the needs of residents and visitors alike. Similar to the distinct neighborhoods and districts contained within Sacramento's Central City, the Railyards will include a variety of uses across five districts, each with its own identity and character. The Railyards districts will reflect the existing context of each area, compliment adjacent neighborhood uses and scale, integrate key historic elements, and accommodate new activities that are appropriate to the site. Together the five new districts are planned to form an exciting urban environment and a unique place to live, work, shop, and play within Sacramento. Specific guidelines regarding the design, scale and physical qualities of each district are provided in greater detail in Chapter 4, Private Realm.

The following section provides a brief description of the distinctive characteristics and vision for each district.

Source: AECOM

Figure 2-3. Railyards Districts

Depot District

Encompassing Sacramento's primary transit hub, the Depot District will form a vibrant mixed-use, transit-oriented district. The Sacramento Valley Station will be the centerpiece of the Depot District and the historic Southern Pacific Railroad Sacramento Depot building will serve as its focal point. The Depot District is strategically positioned to provide a crucial intermodal connection point to the rest of the City and region for Old Sacramento, Chinatown, Downtown, the Alkali Flat neighborhood, and the Railyards area.

The district will include a wide variety of transit-supportive uses and activities, with a complimentary mix of ground floor retail uses and upper level office and residential uses that are easily accessible from the Sacramento Valley Station. In terms of its built form, the district will be densely developed and will include building frontages that engage and connect people at street level. It will also allow for the extension of the downtown grid. Redevelopment of the Depot District will, thus help connect the Railyards, both physically and visually, to downtown Sacramento and foster a synergy with established portions of the Central City.

Central Shops District

Serving as one of the primary destinations for the Railyards, the Central Shops District will be a mixed-use district, featuring shopping, entertainment, dining, and cultural establishments within the area's historic center. The adaptive reuse of eight historic railyard buildings from the original Central Pacific Railroad Yard, included within the Central Shops District, will provide the city with an opportunity to reclaim and celebrate its history as a rail epicenter. Among these improvements is renovation of two historic buildings, the Boiler Shop and Erecting Shop –combined with the turntable, transfer table, and firing line to become the new Railroad Technology Museum. Together, these facilities will expand those of the California State Railroad Museum in Old Sacramento. The plazas and hardscaped areas surrounding these historic structures and site features will provide memorable venues, such as markets, museums, and cafés. Improvements within the area surrounding the Central Shops Historic District, referred to as the Transition Zone, will be designed to complement the vocabulary of existing historic resources.

The Central Shops District will enhance and promote pedestrian connectivity between the Railyards, Old Sacramento, the Central Business District, Alkali Flat, Powerhouse Science Center, and the Sacramento River and create an exciting retail and cultural destination in the heart of the Railyards.

Adaptive re-use of industrial buildings in Granville Island, Vancouver, BC

West End District

Extending the city's existing urban fabric along 5th and 6th Streets, the West End District will be a mixed-use district in the Railyards, offering a range of housing choices to residents, in addition to regional and neighborhood retail and entertainment venues and commercial and medical uses. The West End District will establish a critical link across the entire Railyards project to the Sacramento River, which will include a pedestrian-oriented network of entertainment, cultural, and retail activities and uses along the Sacramento River Parkway multi-use trail.

The district will feature a series of interconnected plazas, alleys, and sidewalks with attractive landscape elements and pedestrian amenities. This network will provide access to shops, hotels, and other retail venues to create a 24-hour urban environment throughout the

district. Stanford Street will act as the north/south spine of the regional and neighborhood district that links the West End, Central Shops, and the Depot District.

The West End also contains a Transition Zone, which will impose specific standards for development next to the Central Shops. The intention of the Transition Zone is to ensure that new development respects the existing historic resources.

Pedestrian retail lane in Melbourne, Australia

East End District

The East End District will extend the pedestrian-scaled downtown grid to establish a new residential neighborhood that reflects Sacramento's traditional open space-oriented neighborhoods. The East End District will offer a transit-oriented, pedestrian-friendly community, with a mix of local corner shops, neighborhood serving retail, a soccer stadium, and open spaces.

Open space and a linear greenway that connects to Vista Park adjacent to a planned major medical facility and urban parks will run the length of the neighborhood and provide a central open space corridor for residents and visitors. Ground floor neighborhood-serving businesses and services that face onto the parks will enliven these public spaces. Fine-grained and diverse residential building frontages will add visual interest to the district.

Linear park in Back Bay, Boston.

Riverfront District

The Riverfront District will open the Railyards Area to the Sacramento River and provide the city with an exciting opportunity to reclaim a part of its geographical history. Development of the Riverfront District will revitalize the city's underutilized waterfront through the creation of beautifully designed parks, residences, restaurants, hotels and other uses. Although this district includes several land uses, in addition to open space, its natural elements will serve as its defining feature. As such, the bases surrounding the buildings will be carefully designed and landscaped to maintain the park-like quality of their surroundings.

The Riverfront District will feature spectacular views, and will reconnect the city to its river heritage while ensuring visual and physical access to the waterfront for the surrounding area. The Riverfront District will establish enhanced accessibility to one of Sacramento's most precious amenities and will enable the community to utilize the waterfront for recreation and entertainment, as well as offer visitors a unique and memorable experience in the heart of Sacramento. The Riverfront District will be linked to West Sacramento by the I Street Bridge replacement from the western end of Railyards Boulevard.

Riverfront development in Battery Park City, New York

3. Key Sites

Within the Sutter grid of the Central City, blocks typically do not terminate at buildings or parks, with the exception of Capitol Mall. However, because the streets in the Railyards are bounded by edges such as the railroad tracks and destinations such as Vista Park, there are numerous opportunities to terminate views in aesthetically interesting ways. Notable buildings or open spaces at the end of blocks will help anchor visitors and provide orientation. These buildings or open spaces should acknowledge the special position they occupy by being carefully designed to end the view axis. Special roof treatments, fenestration, and large scale entry elements visible from a distance can all help to provide an interesting view terminus. Where there are parks or open spaces, gateways, entries, and stairs provide opportunities to stimulate visual interest. Figure 2-1 shows key sites in the Railyards.

Another opportunity to provide orientation and a sense of place within the Railyards is at primary intersections. Buildings on corners of these intersections should acknowledge the special position they occupy by being carefully designed and detailed.

At identified intersections, buildings should set back to provide public open space. Major building entries should be oriented to the corner and ground floor retail shall be provided.

Figure 2-4. Key Sites

D. Sustainability

Sustainable development has become an important measure of innovative city planning and land development in recent years. The Railyards provides the City of Sacramento with an excellent opportunity to follow sustainability principles in developing what will become a key component of the Central City and one of the largest new urban development projects in the country. Ensuring that sustainability is a key priority of this project will also help to propel the City toward achieving its goal of being a national leader in sustainable development. This document will serve as a primary tool to ensure that sustainable practices are followed by providing a clear design framework to assist in the review of development proposals and in creating specific strategies for public open spaces and infrastructure. This section briefly describes the sustainability principles on which these design guidelines are based and points the reader to the sections of this and other documents that reflect each principle.

1. High Density Development

High density development facilitates the efficient use of land, curbs sprawl and dependence on greenfield sites and outlying agricultural land, and supports transit use. High density development also promotes walkability for residents and visitors by ensuring that goods, services, and recreation are easily accessible. The principles of high density development drive the entire design for the Railyards and are ubiquitous in every associated document.

Source: WRT|Solomon E.T.C.

Higher densities promote the efficient use of land.

More information about the recommended density of development, including building heights, lot coverage, and site planning can be found in Chapter 4 of this document. More detailed information about the allowed densities in the Railyards can be found in the Sacramento Railyards Specific Plan and SPD.

2. Urban Infill

Like density, urban infill promotes the efficient use of land. Infill development also ensures that large undeveloped areas and parking lots do not front on streets and that discontinuity in the urban landscape does not exist. Infill development facilitates solid building edges along streets, which encourage pedestrian activity and provide a safer and more interesting walking experience. Another component of infill development involves the appropriate placement of parking areas. Parking areas should be enclosed in garages,- set behind buildings, or screened with landscaping and thus minimized to the extent feasible, to ensure a comfortable and safe pedestrian and bicycle environment. More information about site planning strategies and infill, including build-to-lines, setbacks, and building massing, can be found in Sections C and D in Chapter 4 of this document. Detailed parking guidelines and recommendations can be found in Section F in Chapter 4 of this document.

3. Transit Options

Transit options are integral to the facilitation of sustainable development. By providing transit options, dependence on the car will be reduced. Transit will help to prevent traffic congestion, encourage walking and help to limit harmful emissions into the air, thus reducing the ecological footprint of the Railyards project. More information about design recommendations for transit-related features can be found in Section C-3 in Chapter 3 of this document. The new Sacramento Valley Station, planned for the Depot District, and other transit-related topics are also discussed in Section D in Chapter 7 of the Sacramento Railyards Specific Plan.

Transit options relieve auto-dependence.

4. Pedestrian and Bicycle Transportation

The facilitation of pedestrian and bicycle activity also promotes sustainability by reducing dependence on the automobile and reducing harmful emissions into the air. This is promoted in the Railyards by ensuring a safe pedestrian and bicycle environment, adequate sidewalks and bike lanes, and pedestrian connections between districts and over/under vehicular and transit facilities via tunnels and bridges. The building siting, land use patterns, and density proposed for the Railyards will also promote walkability. Bicycle usage is also encouraged by recommending the provision of adequate bicycle parking facilities. More information about pedestrian facilities can be found in Section C in Chapter 3 of this document. Bicycle parking facilities are discussed in Section F in Chapter 4 of this document. Pedestrian and bicycle circulation are also discussed in Section C in Chapter 7 of the Sacramento Railyards Specific Plan.

Provision of bicycle and pedestrian facilities.

5. Energy Conservation

Energy conservation is a primary component of sustainable development. In the context of the Railyards, energy conservation methods consist of strategies to reduce the amount of fossil fuels required for a building to function. This can be done by passive techniques, such as strategically siting and designing Sacramento Valley-centric buildings to take advantage of natural sunlight and reducing the need to use artificial light. Additionally, energy can be conserved by mechanisms, such as green roofs, insulation and energy-efficient windows, automatic lighting, and the use of solar energy and energy-efficient appliances. All of these methods will result in the preservation of limited energy resources. Further information about energy conservation and "green buildings" can be found in Section E in Chapter 4 of this document.

Source: WRT|Solomon E.T.C.

Green building.

6. Protecting the Natural Environment

A major component of being a sustainable city is providing protection for natural resources, particularly water and air. Sacramento's most prominent natural resource is the Sacramento River. This and other rivers and streams in the area should be preserved and protected by utilizing sustainable practices, such as controlling stormwater runoff. The most effective combatant of stormwater runoff is the presence of vegetation and innovative drainage solutions. Bioswales, green roofs and permeable paving are all techniques that will help prevent stormwater, containing harmful pollutants, from flowing into rivers, streams, and other water resources. These and other techniques are discussed in further detail in Sections C-1 and C-4 in Chapter 3 of this document.

Source: WRT|Solomon E.T.C.

Sacramento River.

7. Reusing and Recycling

Re-use and recycling are practices central to sustainable development. Buildings can be adaptively reused, preventing unnecessary generation of solid waste and also preserving valuable historic resources, as is the case with the Central Shops in the Railyards. Incorporating recycled materials into interiors and exteriors of new construction projects is another reuse technique that facilitates sustainability. Recycled materials can also be utilized in the construction of pavement and children's play areas. Water can also be reused through mechanisms, such as "greywater" capture systems that allow some of the water used in buildings for watering landscaped areas on-site. Re-use and recycling techniques are discussed in Chapter 4 of the Sacramento Railyards Specific Plan and Section C in Chapter 3 of this document. The reuse of existing historic resources is discussed in Chapter 5 of this document.

Historic structure in the Railyards.

8. Open Spaces and Public Gathering Areas

The provision of public open spaces and gathering areas is another essential component of sustainable development. These spaces encourage pedestrian activity and provide common areas, reducing dependence on the automobile. The series of public open spaces proposed throughout the Railyards are intended to provide connections for pedestrians throughout the site. When thoughtfully designed, public open spaces also serve as important gathering places, prime areas for holding events and important areas of civic interaction. Public open spaces, plazas and parks are discussed extensively in Chapter 3 of this document.

Source: WRT|Solomon E.T.C.

Lively public spaces promote vitality in cities.

9. Extensive Vegetation and a Rich Tree Canopy

The provision of a rich tree canopy in the Railyards will build on the precedent set by Sacramento's other urban neighborhoods, which are well-known for their urban forests. Additionally, ensuring that trees are planted extensively throughout the Railyards, where appropriate, will contribute to the project's sustainability. Trees help create comfortable microclimates for pedestrians. Street trees also create a feeling of safety for pedestrians by providing a buffer from automobiles on the street. Trees and other forms of vegetation also help to protect local environmental resources by mitigating stormwater runoff. More specific information about trees can be found in Section C-4 in Chapter 3 of this document.

Extensive tree cover will provide shade and curb stormwater runoff.

INTRODUCTION 3

A. INTRODUCTION

The following Design Guidelines for the Public Realm incorporate and/or reference relevant portions of the Sacramento Central City Urban Design Guidelines (CCUDG). To ensure consistency across documents and to simplify the review process, applicable guidance from the Central Core Design Guidelines (CCDG) in Section 3 of the CCUDG is referenced in this chapter. The design guidelines in this document supplement or modify the Central Core guidelines, as they apply to project specific conditions in the Railyards Plan Area.

From an urban design perspective, the fabric of the Railyards will be composed of two distinct, yet highly inter-related components: the "public" realm and the "private" realm. The "public realm" consists primarily of the publicly-owned street rights-of-way and other publicly accessible open spaces such as parks, squares, plazas, courtyards, and alleys/lanes. The "private realm," which is addressed in Chapter 4, encompasses the largest portion of new development within the Railyards Area, consisting of all privately-developed buildings and associated improvements and is generally more limited in its accessibility to the public.

The public realm will play a critical role in the function of the Railyards, serving several interrelated and overlapping roles, including:

Circulation and Access. The public rights-of-way provide for circulation within and through the downtown and access to individual buildings and sites. The public realm accommodates numerous travel modes--not just automobiles, but also delivery trucks, buses, trains, street cars, motorcycles, scooters, and most critically, bicycles, and pedestrians.

Development Framework. Following the fabric analogy, the public realm is the thread that gives structure to the downtown and provides the framework that contains and organizes individual developments into a cohesive whole. It also serves as the entry to the private realm, a sort of public "forecourt" to individual buildings and developments.

Public Open Space. Within the densely developed downtown, the public realm plays an important role as public open space—allowing for light, air, and landscaping and a respite from the enclosure of buildings. The public parks, plazas, and streetscapes also serve as the "living room" for community life in the downtown—the places where the public can meet, interact, and linger.

Visual Character. While buildings are important visual elements, the design of the public realm is critical in establishing the visual context and overall character of the downtown. The physical design and character of the public realm contributes a great deal to the perceived unity of the downtown, its quality, and its identity as a unique place.

In order to accommodate such diverse and sometimes competing functions, the public realm is generally understood to be made up of two distinct zones, each related to its primary function: the "Travelway" zone, whose primary function is to accommodate vehicular and bicycle circulation, and the "Pedestrian" zone, whose primary function is to accommodate pedestrian circulation, gathering, and other functions.

The Travelway zone generally includes the area of the public right-of-way within the curb-to-curb cross-section of the street that is occupied by travel lanes, parking lanes, and any medians, traffic circles, etc. that occur between the curbs (see diagram). The Pedestrian zone generally includes the outer portions of the right-of-way that flank the street, including sidewalks and any adjoining plazas and parks. While the character and function of these two zones are inextricably connected, the guidelines in this chapter have been organized by zone to facilitate their use.

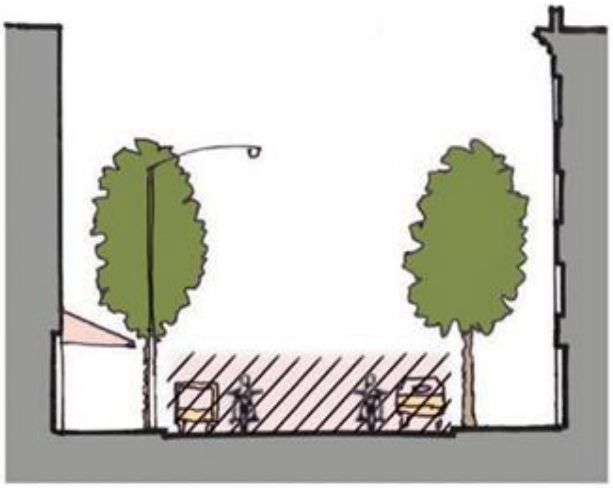
B. TRAVELWAY REALM

The Travelway Realm guidelines, applicable to the Railyards, are consistent with the guidelines provided in Section B in Chapter 3 of the CCDG. Sections B.2 through B.4 of Chapter 3 are included here by reference. The intent is to provide guidelines for the design of City streets that will accommodate effective circulation of automobiles and bicycles within the Railyards, while also promoting a more walkable downtown that is safe, convenient, and comfortable for pedestrians.

As a result, the guidelines focus on how to structure aspects of the travelway to promote a better pedestrian environment, with emphasis being on those changes that will enhance the pedestrian's sense of well-being. This includes reducing the speed of moving vehicles, creating buffers between pedestrians and moving vehicles, and clearly delineating zones that vehicles share with people.

The guidelines are intended to reduce the conflict between people and cars, while also acknowledging the functional requirements of public streets to provide access to and between downtown destinations. The guidelines recommend structuring the travelway both to calm traffic and to balance the area of public right-of-way committed solely to motor vehicles. A premise underlying the guidelines is the City's commitment to making decisions and taking actions today that will make Sacramento the most livable city in America. Thus, in order to ensure the success of the Railyards redevelopment, the public rights-of-way need to appropriately reflect the intended pedestrian- and transit-oriented uses. The following guidelines set out a number of different street cross-sections that reflect the multiple purposes that streets in the Railyards Area need to play.

Some notable features that these streets possess include reduced lane widths, wide sidewalks, medians, and "necked-down" intersections. Development of all streets within the Plan Area will conform to the City of Sacramento's *Traffic Calming Guidelines and Pedestrian Friendly Street Standards*.



Source: WRT|Solomon E.T.C.

Travelway Realm.

1. Street Typology

PRINCIPLE: The design of the public street rights-of-way shall balance vehicular circulation with all modes of transportation to create a safe, comfortable, attractive, and robust pedestrian and bicycle environment.

Background and Intent

As addressed in Section B.1 in Chapter 3 of the CCDG, the street system within the Central City is characterized by a grid of streets with 80-foot-wide rights-of-way, set on 400 x 420-foot centers, there will be a greater variety of street types within the Railyards. There are five categories of streets planned for the Railyards Area: Boulevards, Major Streets, Main Streets, Minor Streets, and Alleys.

Primary street and streetscape goals for the Railyards include the following:

- To facilitate connectivity to the adjacent Central City and surrounding neighborhoods.
- To promote a clear and harmonious character for streets by employing streetscape treatments, including plantings, pavement, lighting, and signs, which are internally consistent within the Railyards and also consistent in design to those used in the Central City.
- To enhance the pedestrian environment by developing streets at a scale that is conducive to pedestrian and bicycle use.
- To reduce barriers created by the rail tracks–both visual and psychological–and to connect the Central City north to the -River District and the American River, and west to the Sacramento River.

General Guidelines

There are a number of strategies and design features that can be employed on streets that will enable them to serve the needs of the numerous people who use them. This includes: calming vehicular traffic, enhancing transit service, accommodating bicycle movement, increasing on-street parking, expanding the pedestrian zone, enhancing the urban forest, accommodating stormwater management features, and differentiating neighborhoods.

Street Types

Street types within the Railyards include the following:

- Boulevard
- Major Street (similar to Corridor Street in the CCDG)
- Main Street (similar to Retail Street in the CCDG)
- Minor Street (similar to Two-way Greenway Street in the CCDG)
- Alley and lanes (similar to alleys in the CCDG)

Source: WRT|Solomon E.T.C.

One-way Corridor Street.

2. Streets in the Railyards

For specific roadway details and street sections, refer to the Specific Plan, Chapter 7, "Transportation and Circulation."

a. Boulevard: Railyards Boulevard

Description

Railyards Boulevard is the primary east-west street in the Plan Area, which connects Jibboom Street at the western edge of the Plan Area to 12th Street on the eastern edge of the Plan Area. Railyards Boulevard will exhibit typical urban boulevard qualities, including a generous right-of-way width of 103 feet, wide sidewalks, large canopy trees, distinctive-looking street lamps, parallel parking, and dedicated bike lanes. Though Railyards Boulevard is designed to accommodate large volumes of vehicle traffic, it will be designed in ways that make it a comfortable place for pedestrians and bicyclists, as well.

Guidelines

1) Street trees, paving, site furnishings, and lighting shall be consistent for the entire length of the street and shall be reflective of standards for the Central City, as specified in this chapter.
2) Large canopy trees shall be used in conformance with the guidelines set forth in this chapter.
3) A continuous understory should be used along planting strips using a limited selection of plants.
4) Where appropriate, special accent paving should be used along sidewalks for consistency with the guidelines set forth in this chapter.
5) Site furnishings, including benches, trash receptacles, and bicycle racks shall be provided in conformance with the guidelines set forth in this chapter.
6) Street lighting shall include light poles, oriented both toward vehicles and pedestrians and shall be selected and placed according to the guidelines set forth in this chapter.
7) Design features, such as crossing refuges, signalized intersections, and special paving treatments, should be used in order to facilitate the movement of pedestrians across the boulevard, in conformance with the guidelines set forth in this chapter.

b. Major Streets

Description

Major streets in the Railyards serve as primary corridors for vehicles, pedestrians, and bikes across the Plan Area. These roadways will also serve as important gateways that carry people into the Railyards and as unifying threads that lend a cohesive character to the Plan Area, as a whole. Although they are designed to accommodate significant volumes of vehicle traffic, these streets will also generally include bike facilities and pedestrian amenities that will make walking bicycling attractive, including wide sidewalks and, large canopy trees., and dedicated bicycle lanes / paths. 7th Street also serves as a transit street, designed to also support light rail access and service along the Downtown-Natomas-Airport (DNA) rail line.

Guidelines

In addition to meeting the Boulevard guidelines above, Major Streets would also have the following:

1) A common design language that runs the entire length of these streets.
2) Paving materials and site furnishings should lend a distinctive character that complements the grand scale of the street.
3) Decorative lighting, in keeping with the character of the buildings that line the street, is encouraged. The design of this lighting shall be consistent for the entire length of the street.
4) Typical 16 foot sidewalks on new streets, except as noted in Section C.1.a, which follows in this chapter.

5th Street

Description

5th Street, a three-lane transportation artery will be the primary circulation route for vehicles traveling north-south through the Plan Area. 5th Street will exhibit similar design characteristics to many other grand, high-capacity streets that currently exist in the downtown area.

Guidelines

In addition to meeting the Boulevard and Major Street guidelines above, 5th Street would also have the following:

1) Street trees, paving, site furnishings, and lighting shall be consistent for the entire length of the street, except at the 5th Street Steps.
2) Parallel street parking shall be continued on both sides of the street, north of the UPRR tracks. In the direction of traffic flow, a dedicated bicycle lane shall also be provided.
3) Where appropriate, tree grates should be used in order to facilitate pedestrian movement.

7th Street

Description

7th Street is envisioned both as the primary travel route across the Railyards, between the American River Parkway and Downtown Sacramento and as the future alignment of the Downtown/Natomas/Airport (DNA) Light Rail Line, which will carry passengers from Downtown to the Sacramento International Airport.

7th Street will primarily be a vehicular- and transit-oriented corridor, but will have a more urban pedestrian character at the light rail stop. At that juncture, the street will widen to accommodate two traffic lanes, two-way light rail tracks mixed with traffic, two station platforms, as well as integrated bicycle lanes and sidewalks.

The portion of 7th Street between Railyards Boulevard and North B Street will be an important nexus of pedestrian activity, with a steady flow of passengers embarking and disembarking from the trains.

As part of the light rail station, a custom-designed, covered structure will be provided at the light rail stop, both to create a comfortable space for transit patrons as they wait for their trains and to distinguish the stop as a neighborhood landmark. The City shall coordinate the design of this station with Regional Transit.

Guidelines

In addition to meeting the Boulevard and Major Street guidelines above, 7th Street would also have the following:

1) A different tree species should be used along the light rail platforms. The species of tree selected shall provide adequate shade and grow tall enough to clear the electrified lines.
2) Paving on the sidewalks and, where applicable, on the transit median should be different but complementary.

North B Street

Description

North B Street will serve as a major roadway that runs along the northern border of the East End district. North B Street will consist of two travel lanes in each direction, plus a center turn lane and 6-foot Class II bicycle lanes and 7-foot parking lanes on each side of the street. North B Street is bordered by an existing, raised levee on its south side.

Guidelines

In addition to meeting the Boulevard and Major Street guidelines above, North B Street would also have the following:

1) Separated sidewalks, with a landscape parkway and street trees planted along the entire length, on both sides of the street.
2) Bicycle lanes shall be provided along the entire length of the street, between 5th Street and 10th Street, adjacent to the Plan Area.
3) Where appropriate, tree grates should be used in order to facilitate pedestrian movement.

Camille Lane

Description

Camille Lane will be pedestrian-focused, with shaded sidewalks, on-street parking, and bike lanes that create a comfortable connection through the mixed-use core of the Railyards. The street will be lined with a mix of retail, hotel, residential, and office uses on the ground level and loft housing, office space, or other uses on the upper stories.

Guidelines

In addition to meeting the Boulevard and Major Street guidelines above, Camille Lane would also have the following:

1) Right-of-way, which includes two travel lanes and traffic calming features that will ensure slow vehicle travel.
2) Camille Lane will also include bicycle lanes.
3) A common design language shall run the length of the street, serving as a unifying element for the Riverfront and West End Districts.
4) Street trees, paving, site furnishings, and lighting shall be the same the entire length of the street.
5) The street should have shaded generous sidewalks to accommodate high volumes of pedestrian access to the riverfront.

6th Street

Description

While 5th and 7th Streets will serve as the primary north/-south conduits for traffic moving north and south across the Plan Area, 6th Street will be a two-way, slower-moving, more pedestrian- and bicycle-friendly route. South of Railyards Boulevard, 6th Street has a right-of-way of 80 feet, which includes two travel lanes, a center turning lane, as well as a Class 4 protected bicycle lane, parking lanes, sidewalks, and planting strips on both sides of the street.

Guidelines

In addition to meeting the Boulevard and Major Street guidelines above, 6th Street would also have the following:

1) Bicycle lanes shall be provided along the entire length of 6th Street, within the Plan Area.
2) Trees shall be planted along the entire length of the street, except on the bridge structure. . Where appropriate, tree grates should be used, in order to facilitate pedestrian movement.

c. Main Street: Stanford Street

Description

Stanford is the Plan Area's "Main Street." Main street will serve as the center and hub of retail and community activity within the Railyards retail district. Within the Central Shops district, Stanford Street has an urban character, consisting of wide sidewalks and plazas that create opportunities for cafés and other retail uses to spill out onto sidewalks and open spaces. A wide plaza on the west side of Stanford Street is anchored by retail uses on either end and possibly shaded tree bosques, water features, and pedestrian amenities that provide shoppers and passersby a place to gather and rest. South of Railyards Boulevard, the street will be lined with a high concentration of shops and entertainment venues on the ground level and loft housing, office space, or other uses on the upper stories. North of Railyards Boulevard, Stanford Street transforms into a quieter paseo connection through the medical campus, with wide sidewalks, a bike trail, and shade trees that provide a north-south connection to Vista Park.

Guidelines

In addition to meeting the Boulevard and Major Street guidelines above, Stanford Street would also have the following:

1) Stanford Street will be a designated bicycle route, with bicycles sharing the travel lane with vehicles, south of Railyards Boulevard and a designated Class I bike trail, north of Railyards Boulevard.
2) A common design language of street, walkways, and possibly accent trees, street lights, and furnishings shall run the length of the street, serving as a unifying element for the Central Shops and West End districts.
3) The street should have generous sidewalks and plenty of shade, to accommodate high volumes of pedestrian traffic.

4) A distinctive paving pattern should be used for the plaza areas, within the Railyards retail district, in order to set this special area apart from other streets.

d. Minor Street

Description

The character of minor streets within the Plan Area will vary according to the street's role, location, and district.

Guidelines

Minor Streets would have the following:

1) Street trees, paving, site furnishings, and lighting shall be consistent for the entire length of the street.
2) Street trees shall be selected that are properly scaled to the street width.
3) Paving materials shall be selected to be in keeping with the character of the district and appropriate for the uses proposed for the parcels fronting on the street.
4) Pedestrian-scaled street lights shall be provided.
5) New streets should generally have generous 10-foot or wider sidewalks to accommodate pedestrian traffic although 16-foot sidewalks are preferred, when possible, in accordance with the Specific Plan.

e. Alleys and Lanes

Description

Sacramento's alleys are valuable assets—they supplement the pedestrian network in the existing vehicular realm and increase vehicular accessibility. Alleys provide access to the service areas of individual parcels in high density, mixed-use, and commercial districts and serve as a pedestrian-scaled narrow street for secondary residential units. Although alleys may not be appropriate on every block within the Railyards, where they are provided, their design and function should consider the following guidance.

The design guidance in this section describes four types of alleys, including their functions and design/operational principles. These alleys are: 1) commercial district services alleys, 2) commercial district pedestrian lanes, 3) residential district alleys, and 4) shared use alleys.

Example of pedestrian-oriented alley lined with shops and restaurants.

i. Alleys and Lanes: Commercial District Service Alleys

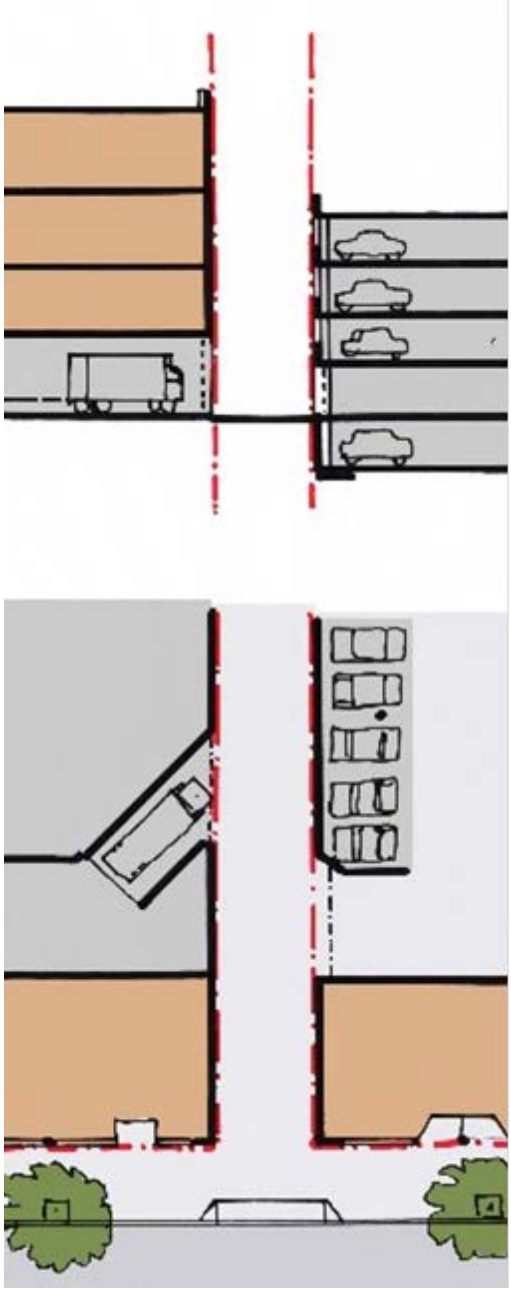
PRINCIPLE: In commercial districts, alleys should provide access to parking and service areas for commercial buildings, reducing street traffic and conflicts along the sidewalks.

Commercial district service alleys support public access to parking and service areas for deliveries, waste collection/removal, and other essential public service functions, removing these functions from primary roadways. Although commercial service alleys are not specifically identified on the Railyards plans, they should be provided, where appropriate to support building service functions as well as provide for high quality pedestrian use. Alleys in commercial districts should reference the recommendations for commercial district service alleys, provided in Section B.1 of the CCDG. Their proposed locations will be identified during the project level, site plan design and review application phase.

The accompanying drawing shows two potential conditions for a commercial district alley. On the left side of the plan and section diagram, to the right, is an example of a loading dock and on the right side of the plan and section diagram to the right is a structured parking garage.

Source: WRT|Solomon E.T.C.

Service alley in the CBD.



Source: WRT|Solomon E.T.C.

ii. Alleys and Lanes: Commercial District Pedestrian Lanes

PRINCIPLE: Some alleys in the Railyards in the commercial district can be designed as retail-lined passages—areas of intense pedestrian use and activity—with only limited service and emergency vehicle use.

Within the Railyards, there is an opportunity for some alleys in the commercial district to be -developed as passages, suitable for pedestrian and retail activity. As provided in the design guidelines for the commercial district pedestrian alleys in Section B.1 of the CCDG, should encourage mid-block pedestrian paths and the potential for small-scale retail activity, such as cafes, bars, and coffee shops with outdoor seating. Alleys / pedestrian lanes are also desirable in that they will break down building mass on larger blocks and to achieve a maximum street wall length of 320′ (about the distance of a standard Central City block, measured from the build-to-line) Alley and lane activation is enhanced through unique pedestrian scale paving materials, commercial spaces opening onto the alley and lanes and creating small plazas and indirect alley and lane connections.

Limited vehicle and service activities may be allowed during off-peak hours, subject to conditions of development approval that ensure vehicle and service vehicle use do not significantly interfere with the primary pedestrian alley function.

The accompanying drawing at right shows two potential conditions for a commercial district pedestrian alley:

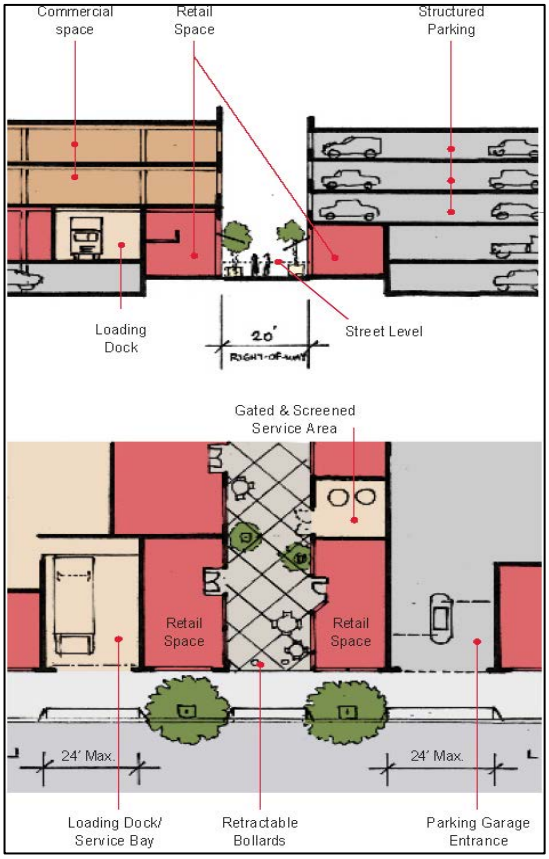
On the left side of the plan and section diagram, to the right, is a commercial building, with ground floor retail at the corner and a service/loading area facing the adjoining numbered street.

On the right side of the plan and section diagram, to the right, are commercial buildings with upper level and basement parking and the potential of a ground level retail/bar or café space facing the alley.

Garage access would need to be from the numbered-street only in order to avoid conflict with pedestrian activities on the alley. Commercial district pedestrian alleys should follow the design guidelines in Section B.1 of the CCDG.

Source: WRT|Solomon E.T.C.

Hardware Lane, Melbourne. Retail uses front onto this narrow pedestrian lane, a model for the redevelopment of Sacramento's center city alleys.



Source: WRT|Solomon E.T.C.

iii. Alleys and Lanes: Residential District Alleys

PRINCIPLE: Alleys in residential districts should perform as minor streets, providing a traffic-calmed, pedestrian scaled environment providing frontage access to residential units and vehicle access to garages and service areas.

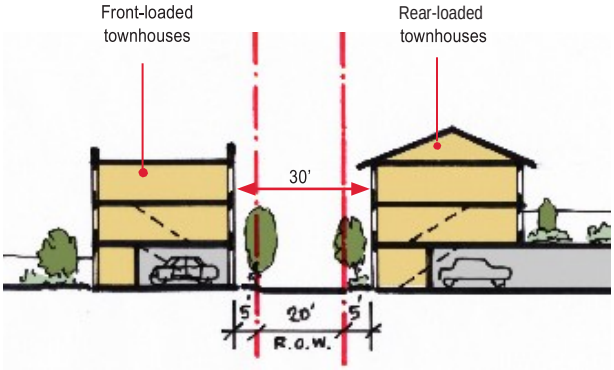
Residential alleys in the Railyards should be designed in accordance with the guidelines for residential district alleys, provided in Section B.1 of the CCDG, to provide primary vehicle access to garages and service areas. While residential alleys are not specifically identified on the Railyards plans, they are encouraged to provide safe public and private access, at appropriate locations. The location of residential alleys would be identified during the project level, site plan design and review application phase. As noted previously, alleys are also desirable in that they will break down building mass on larger blocks and to achieve a maximum street wall length of 320′ (about the distance of a standard Central City block, measured along the build-to-line).

Where residential alleys are the primary~~,~~ or sole~~,~~ means of vehicular access to residences, conditions of development approval should require that service vehicles do not block residential access.

The drawings and images to the right show examples of a residential alley:

On the left side of the plan and section diagram to the right is an example of front-loaded townhouses with their garages facing the alley. The townhouses are required to be set back 5′ from the alley right-of-way in order to permit adequate turning space for vehicles entering the individual garages.

On the right side of the plan and section diagram, to the right, is an example of rear-loaded townhouses with their garages accessed from a shared garage at the rear. The townhouses face the alley with their open space on the second level above the podium level. They too require a 5′ setback in order to allow adequate daylighting to both sides of the alley and to allow a planting zone in the setback.



Source: WRT|Solomon E.T.C.

Japanese "shared street".

Fulton Grove, San Francisco, an alley with tuck-under townhouses fronting the right-of-way.

Source: WRT|Solomon E.T.C.

iv. Alleys and Lanes: Shared-Use Alleys

PRINCIPLE: In certain locations alleys can function as shared-use environments that are primarily pedestrian in character, detailing and materials, but where cars are tolerated.

Guidelines

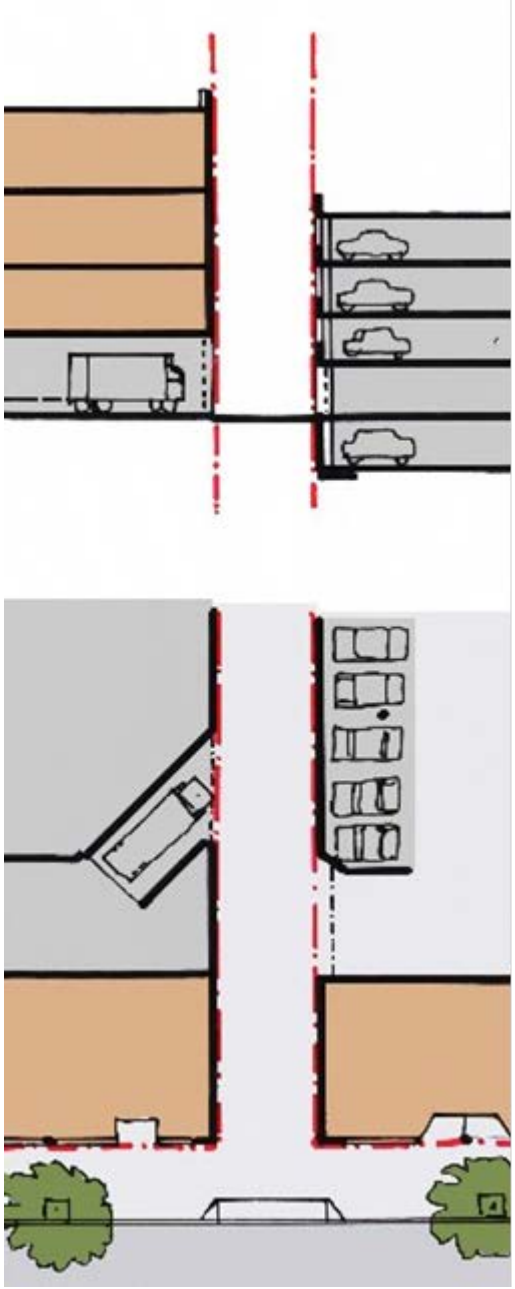
Shared use alleys in the Railyards accommodate pedestrians and bicyclists, as well as support vehicular access to parking. Shared use alleys should be designed and operated in accordance with the guidelines for shared use alleys in Section B.1 of the CCDG, to ensure that vehicles do not preclude, or significantly interfere with, pedestrian use of these alleys. Alleys / lanes are also desirable in that they will break down building mass on larger blocks and to achieve a maximum street wall length of 320′ (about the distance of a standard Central City block, measured along the build-to-line).

While these alleys are not specifically identified on the Railyards plans, they are encouraged to be provided, where appropriate and their proposed locations identified during the project level, site plan design and review application phase.

The images below show a mid-block alley with cafes and studio spaces on either side. Removable bollards are shown to define the end of the vehicle access zone. Garage access would need to be from the rear of any buildings facing the alley, with access provided from the alley near the street.

British "home zone" shared street concept. *Belden Place, San Francisco.*

Source: VRT|Solomon E.T.C.



Source: VRT|Solomon E.T.C.

C. Pedestrian Realm

The Pedestrian Realm guidelines are intended to promote a walkable Plan Area by improving pedestrian safety convenience, and comfort. The guidelines presented here build upon recent city efforts, including the City's *Pedestrian-Friendly Street Design Standards* (2004) and *Pedestrian Master Plan* (2006), that strive to make Sacramento a model pedestrian-friendly city--in short, the "Walking Capital."

The guidelines focus on improving the attractiveness and effectiveness of the pedestrian network in order to encourage walking as an attractive and effective mode of transportation. As such, they recommend design strategies for enhancing the physical safety, comfort, and convenience of the pedestrian environment, as well as the aesthetic character and quality of the pedestrian experience.

The guidelines are intended to create true multi-modal transportation routes that safely and effectively balance the circulation needs of vehicular and pedestrian traffic, while also acknowledging the public streetscape's role as the "stage" or "living room" on which the life of the community plays out.

At the heart of the Railyards Plan is the Central Shops district. In addition, to bike and pedestrian access provided along roadways, districts within the Railyards are also connected to the Central Shops by off-street bike and pedestrian access. Bike and pedestrian access is provided via two tunnels that connect the Depot district to the Central Shops district under the railroad tracks, and other connections are provided through public access easements and paths connecting the Central Shops to the West End and East End districts to the north and to the riverfront open space, trails, and amenities to the east. A shared access main street within the Central Shops district provides wide sidewalks that facilitate bike and pedestrian movement through the district.

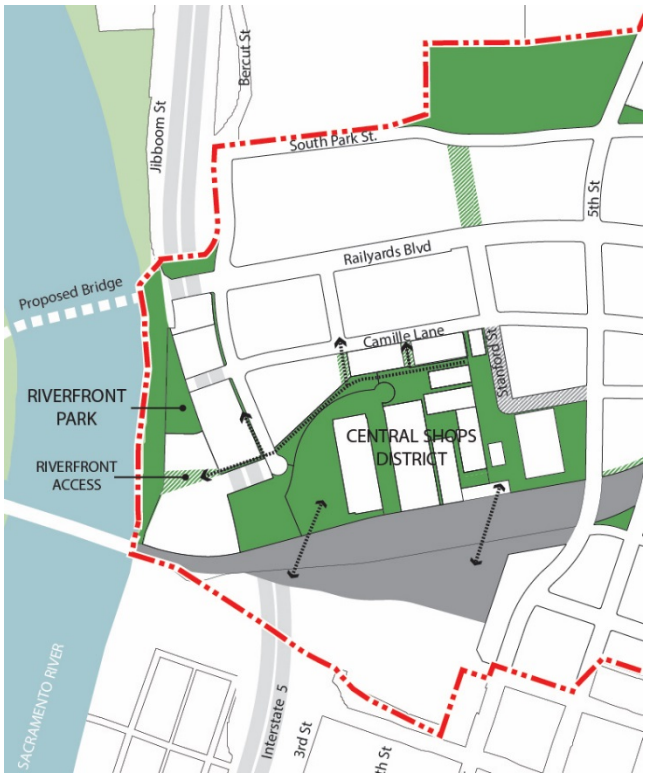
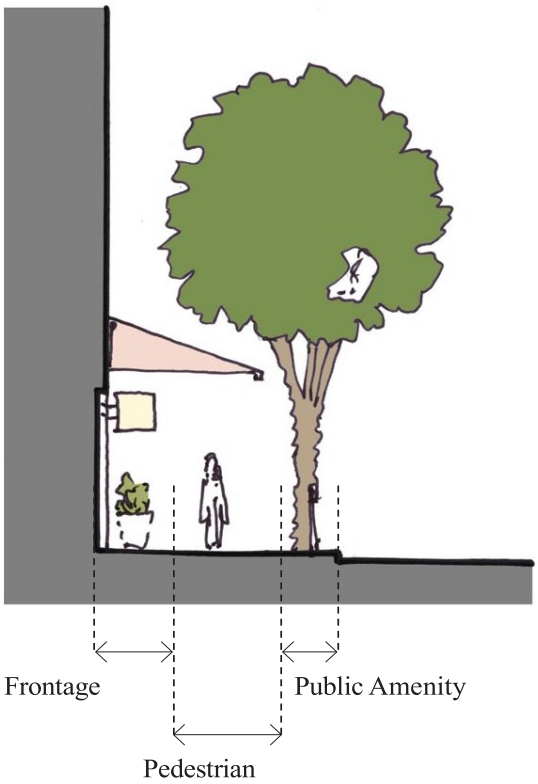


Figure 3-1 Bike and Pedestrian Access to and from the Central Shops.

The Pedestrian Realm serves several functions, including circulation facility, social space, and amenity zone and must accommodate numerous features and facilities to support these functions. For the purposes of these guidelines, the pedestrian realm has been subdivided into three zones: the Pedestrian Zone, the Amenity Zone, and the Frontage Zone (see diagram). Each zone plays a slightly different role in the pedestrian realm and has different design requirements. The following discussion further describes each zone and the guidelines have been organized by zone to clarify the differences.

As shown in the section diagram, the three zones generally occur on both sides of the street. The pedestrian zone is the middle zone and primarily accommodates pedestrian circulation. The amenity zone generally is adjacent to the street and accommodates public facilities and street furnishings. The Frontage Zone is adjacent to building frontages and serves as a transition area. These zones are conceptual and while they may be clearly represented and delineated on some streets, on other streets, they may be missing or weakly defined.

Pedestrian Realm



The pedestrian realm guidelines for the Central Core Area, provided in Chapter 3, Section C of the CCDG also apply to the Railyards Plan Area. The following categories of guidance are relevant to and should reference the applicable sections of the CCDG, provided below, except where specific alternative conditions or guidance are identified for the Railyard Plan in this Chapter.

Design Guideline Topic	Applicable Central Core Design Guidelines Section
1. Sidewalks (i.e., the topics of street widths and paving.	Chapter 3, Section C.1
2. Functional Zones (i.e., the topics of pedestrian zone, public amenity zone, and frontage zone)	Chapter 3, Section C.2
3. Street Furnishings and Amenities (i.e., the topics of bicycle racks, transit stops, street lighting, and other furnishings and amenities)	Chapter 3, Section C.3
4. Transit Stops	Chapter 3, Section C.3

1. Public Sidewalks

a. Sidewalk Widths

1) Refer to the guidelines provided in Section C.1.a of the CCDG, except where noted below. Refer to Chapter 7 of the Specific Plan for Railyards street sections and specified sidewalk dimensions. Typical sidewalk widths in the Railyards shall be 16 feet, but no less than 14 feet, except at the following locations. On existing streets in the Railyards, constrained by right-of-way area, and/or recently constructed with narrower sidewalks, including:

    a. Existing portions of 5th Street;

    b. On the 5th and 6th Street bridges and 7th Street tunnel;

    c. Along portions of South Park Street, between Bercut Drive and Vista Park, where right-of-way constraints existing;

    d. Along the portions of North B Street, where existing right-of-way constraints exist;

    e. F

    f. *of Bercut Drive, between Railyards Boulevard and South Park Street, where special conditions are* Street, and G Street within the Plan Area, where right-of-way constraints exist;

1) Along portions proposed;

2) Along 7th Street, which will be designed with a unique street section, to accommodate bike, pedestrian, and transit access; and

3) Along Stevens Street, a minor shared access roadway.

[Modification to Chapter 3, Section C.1.a. of the CCDG].

b. Sidewalks Paving

Refer to the guidelines provided in Section C.1.b of the CCDG, with the following exception:

1) **Decorative Paving.** Decorative paving is encouraged along Stanford Street within the public and private realm to help establish a distinct character for main street.

c. Pedestrian Tunnels

PRINCIPLE: Provide pedestrian tunnels to link parts of the Railyards that are otherwise separated by rail lines and other transportation features, and ensure that these tunnels are safe, well-lit and aesthetically pleasing.

Background and Intent

The Sacramento Railyards Specific Plan foresees two pedestrian tunnels that will go under the rail line and/or other major transportation to link neighborhoods that would otherwise be separated from each other. While these tunnels will provide important pedestrian linkages, they also present potential liabilities in that they could feel uncomfortable or unsafe if they are not properly designed. The following design guidelines are intended to address these concerns and ensure that the Railyards' pedestrian tunnels are safe, well-lit and aesthetically pleasing. Photos of some concepts for these tunnels are shown below.

Guidelines

1) Pedestrian tunnels should have specially-designed and articulated floors, walls, and ceilings and should be surfaced with high-quality materials such as stone, terrazzo, brick, and high-end modular ceiling systems.

2) Tunnel designs and finishes may follow any number of design styles, ranging from historical to contemporary. Tunnel design styles should be selected depending on tunnel location and the types of areas being connected.

3) Tunnel lighting should be installed for illumination primarily from above, to mimic natural sun conditions, and should include both recessed, deflected lights as well as direct downward lighting.

4) Tunnel lighting should be designed to be artistic as well as functional, and might include colored light displays for visual interest.

5) If possible, tunnels should also feature openings up to the outdoors in mid-tunnel areas.

6) Well-designed advertising and/or public art should be included on the walls of tunnels to provide visual interest.

7) Retail uses are encouraged within tunnels, where feasible.

2. Street Furnishings and Amenities

a. Street Lighting

Refer to the guidelines provided in Section C.3.d of the CCDG, with the following exception:

1) **Height of Light Fixtures.** The height of light fixtures should be designed to promote a pedestrian scale to the public realm and to minimize light spill to adjoining properties. In active and more intimately scaled pedestrian zones, pole mounted fixtures should not exceed 15 feet in height from grade to light source. On larger streets, at major intersections, additional roadway lighting may be necessary, with a mounting height of up to 30 feet [Chapter3, Section C.3.d. of the CCDG].

D. LANDSCAPE

PRINCIPLE: Trees and other plant materials shall be provided as a means of enriching the pedestrian experience, enhancing downtown aesthetics, and improving the ecological function of the urban environment.

The landscape guidelines for the Central Core Area, provided in Chapter 3, Section D of the CCDG also apply to the Railyards Plan Area. Refer to the guidelines provided in Section D of the CCDG for landscape guidelines, with the following exceptions:

a. Street Tree Guidelines

1) **Trees in New Development Areas**. Street trees represent a critical framework element and piece of green infrastructure within the public right-of-way. In newly developing and/or redeveloping areas, street tree design, including species selection, tree spacing, and planter dimensions should occur concurrently with and guide the selection and placement of public facilities, such as street lights and signage, rather than being treated as an afterthought.

2) **Horizontal Clearance**. To maintain proper clearance and sight lines, street trees generally should be located no closer than:

   - 10 feet from a building façade to center of tree.
   - 15 feet from street lights.

3) **Canopy Cover.** Street tree spacing should support the City goal of achieving at least 50% shade coverage of streets and paved areas, as appropriate.

b. Tree Planting Guidelines

1) **Tree Well Dimensions**. In order to promote tree health, tree wells should generally be 8 feet by 8 feet or 8 feet by 6 feet, where feasible. In constrained rights-of way, the minimum ~~dimensions~~ dimension should be 6 feet by 6 feet. Smaller dimensions may be allowed under exceptional circumstances.

2) **Parkway Planting Strips.** Planting strip dimensions should generally be 8 feet by 8 feet or 8 feet by 6 feet, where feasible. In constrained rights-of way, the minimum dimensions should be 6 feet by 6 feet. Smaller dimensions may be allowed under exceptional circumstances.

3) **Tree Grates.** In constrained circumstances, and where necessary to achieve the desired tree well or planting strip dimensions, tree grates designed for safe pedestrian access and disabled accessibility compliance may be allowed in the pedestrian zone.

[Modification to Chapter3, Section D.3]

E. Small Public Spaces

PRINCIPLE: Small Public Places shall be provided throughout the central city, supplementing the main civic-scaled park system.

The small public spaces guidelines for the Central Core Area, provided in Chapter 3, Section E of the CCDG also apply to the Railyards Plan Area.

F. Public Art

PRINCIPLE: Public art shall be incorporated into the public realm to add visual interest for pedestrians and foster a distinct identity for individual districts and corridors.

The public art guidelines for the Central Core Area, provided in Chapter 3, Section F of the CCDG also apply to the Railyards Plan Area.

G. PARKS AND OPEN SPACE

This chapter describes the general qualities and character of the open spaces in the Railyards. All drawings and photographic images represent an illustrative concept of open space on the site. Open spaces create a framework for linking the different districts within the Railyards. Varying in size and character, from small, primarily hardscaped urban plazas to a large parks with and open recreational areas, the open space framework is an organizational thread that links the site internally to its immediate context and to the region. These vital aspects of the urban environment increase the livability and enticement of the Districts. The comprehensive and diverse network of open spaces within the Plan Area is shown in Figure 3-2.

For the purposes of this document, "open space" is a broad term that refers to all spaces within the Railyards that are not occupied by buildings and are intended to serve a variety of recreational or social gathering uses. The two primary types of open spaces within the Railyards include parks and plazas. The term "park" refers to landscaped areas that allow for passive and active recreational activities. Parks may include a variety of elements, including designated areas for specific sports or play areas. All of the parks described in this Plan are publicly accessible. A "plaza" is another type of open space that is used primarily as a social gathering use. Plazas are typically located in areas that are more intensely developed While they may include plants, trees, and shrubs, some surfaces within plazas can be made of hard, non-living materials such as stone, brick or concrete. Plazas can be bounded by buildings on at least one side, some of which may contain active ground floor uses such as shops or restaurants.

Open Space

Source: AECOM

1. Roundhouse Plaza

Design Intent

The design intent for Roundhouse Plaza is to create an attractive, active and plaza centered in the Railyards for residents, visitors, and workers to enjoy. The plaza will recognize the features that remain and interprets the original structure and use of the Roundhouse building that once stood in this area of the property by honoring the historic nature of the site. The plaza will be an active space with frequent movement among adjacent uses.

Guidelines

1) Use the footprint and form of the original Roundhouse building to create a plaza space that physically and visually connects the West End District with the Central Shops District. Respect the remaining features and original layout of the Roundhouse building as the inspiration for the site's design. Retain the potential for future reconstruction of the roundhouse building in any plaza design or construction.

2) Take inspiration from the location, spatial relationships and form of the historic Roundhouse for groundplane patterning and structures, including openings.

3) Human-scale elements that help create a more comfortable public space should be incorporated as part of the redesign of the site; however, these should not mask or otherwise compromise the character-defining features of the building, including its structural members.

4) Consider the rail track and the rail car as modules when thinking of patterning for landscape, site features and paving.

6) Limit introduction of new structures, poles, and even trees, in the interest of preserving the site's historic characteristics and sightlines to the turntable, which is situated at the center of this plaza, as well as to historic buildings and structures on adjacent sites.

7) In many cases, the use of shade structures, as needed, may be more appropriate than providing shade via new tree plantings.

8) Arrange seating so as to facilitate congregating.

9) The area east of the Roundhouse, adjacent to the Erecting Shop, is an important connection point between districts, both visually and physically. Keep this area open and maintain views to the shops.

10) Integrate and complement the Roundhouse Plaza when designing new development, including site and building designs.

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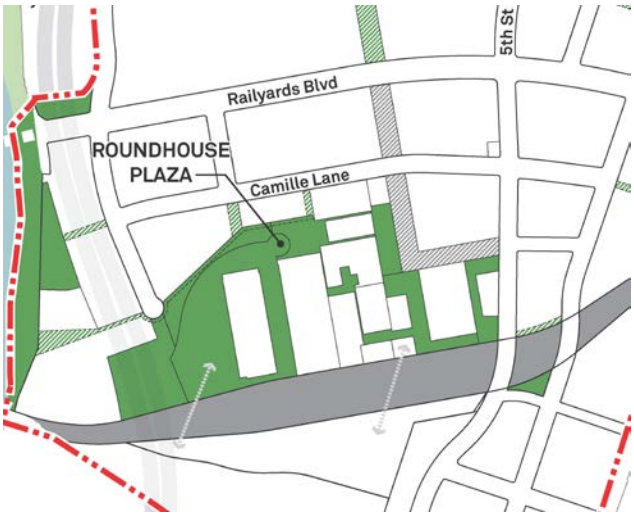


Source: AECOM

Figure 3-3. Roundhouse Plaza

2. Powerhouse Court

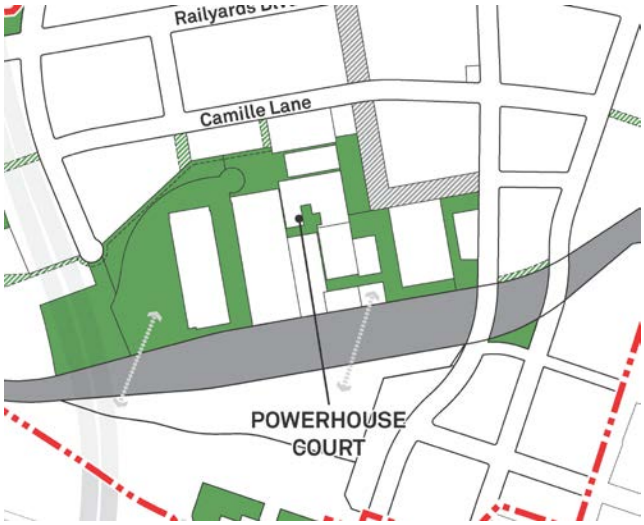
Design Intent

This plaza is surrounded on all four sides by historic shops buildings. Retain the space as an open and unobstructed plaza, that respects this historic context, and that will facilitate circulation through the space.

Respect the character-defining features of the space in the design and placement of any improvements within the site.

Guidelines

1) The plaza shall address the pedestrian connection that will be established through the former Car Shop.
2) Placing a monument in this location may be appropriate.
3) Establish a special identity for paving and site furnishings in this space while also relating to those used throughout the Central Shops Historic District.
4) Consolidate lighting fixtures onto existing power/light poles as much as possible to avoid introducing visual clutter of new poles into open spaces.
5) Provide light fixtures that complement with the Central Shops Historic District vocabulary, be differentiated from the historic district's features and characteristics and not create a false sense of history, and provide appropriate light for nightime uses and highlighting for the historic features of the district.



Source: AECOM

Figure 3-4. Powerhouse Court.

3. Market Plaza

Design Intent

Market Plaza is inspired by its historic context, shaped to encourage movement and visibility between structures. The plaza is active, with pedestrian traffic from food market users, museum attendees, and other visitors.

Guidelines

1) Consider the historic use, layout, and design of the rail car transfer table as inspiration for the Market plaza's design.
2) Honor the industrial context and work with the overall vocabulary of the Central Shops in site furnishing design and placement. Furnishings might include benches, tables, shade structures, chairs, bike racks and trash receptacles.
2) Protect historic features when installing light fixtures that will provide appropriate lighting for safe nighttime uses and highlighting of historic features.
3) Provide space that allows for both small informal performances and large organized events.
4) Consider the views and spatial relationships between structures.
5) Celebrate the historic industrial character of the surrounding context in selecting new designs and materials for use within the space.

Source: AECOM

Figure 3-5. Market Plaza.

4. Museum Plaza

Design Intent

This plaza provides a connection to the Central Shops area, with the design principles to minimize the perception of the Interstate 5 overpass as a barrier and activate the space as much as possible. The portion of the plaza east of the curving rail line will be similar in character to the Central Shops open spaces. The area west of the curving rail will provide a transitional area between the shops and the river. This will be a playful, inviting area that will encourage circulation through these spaces and maintain visibility to the river.

Guidelines

1) Celebrate the history of the site in design of any plaza improvements.

2) Look to historic and existing track patterns for design inspiration.

3) Allow for large gatherings and functions associated with the State Railroad Museum.

4) Place any trees or shade structures strategically to provide maximum shade while preserving views.

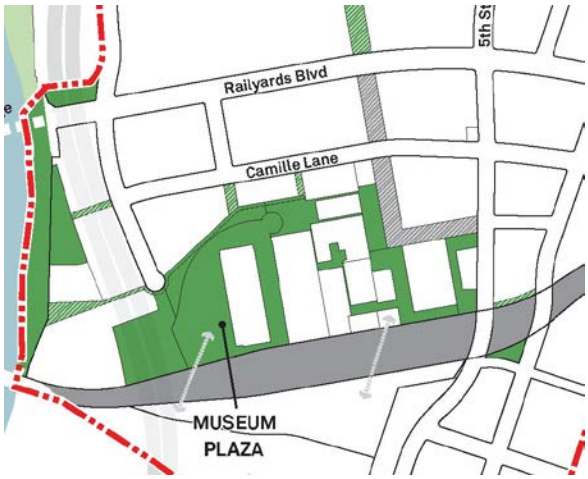
5) Relate the design of new site furniture, lighting and materials should work with the palette of the Central Shops, but can be with attributes unique to this location.

6) Ensure there are views open to the river.

7) Design the passage under Interstate 5 to be perceived as a unique amenity that, on its own, serves as a one-of-a kind attraction while also providing a safe, appealing, and interesting passage between the Shops and the Riverfront. To this end, incorporate public artwork in this portion of the plaza, as discussed in the Section C.6 earlier in this chapter. Artwork that includes lighting or lit elements is encouraged.

8) Consider plantings along the edges of the freeway overpass that could help muffle noise from vehicles passing overhead and create a more attractive-looking space. However, note that any landscape features need to be properly maintained so as to avoid the creation of dark and potentially dangerous places.

9) Design the plaza to incorporate design features that commemorate the historic track alignment into the street pavement, street furniture, signage, etc.



Source: AECOM

Figure 3-6. Museum Plaza

5. Riverfront Park

Design Intent

Riverfront Park is a linear park that combines riparian planting with recreational uses, water access and smaller gathering spaces. The park allows for a mix of uses that will draw users from all districts and from around the city.

Guidelines

1) Provide a dedicated pedestrian path in the park that is continuous and located as close to the river's edge as possible.
2) Provide a dedicated bike path parallel to the pedestrian path.
3) Provide a strong connection to the water and provide public access.
4) Provide riparian planting and use native species when possible.
5) Provide site furnishings such as benches, tables and chairs, bike racks and trash receptacles.
6) Provide lighting sufficient for safe nighttime uses.
7) Provide a strong physical connection to the uses adjacent to the park.
8) Provide pedestrian access to the Central Shops Historic District from the park and views to and from the river and riverfront.

Figure 3-7. Riverfront Park.

6. The 5th Street Steps

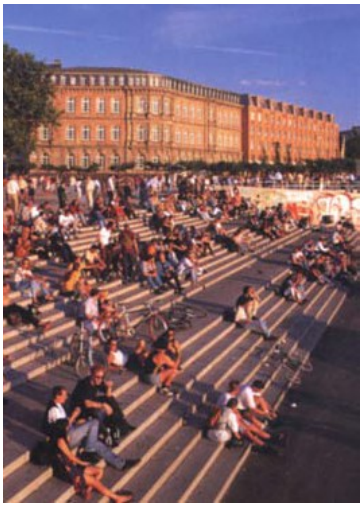
Design Intent

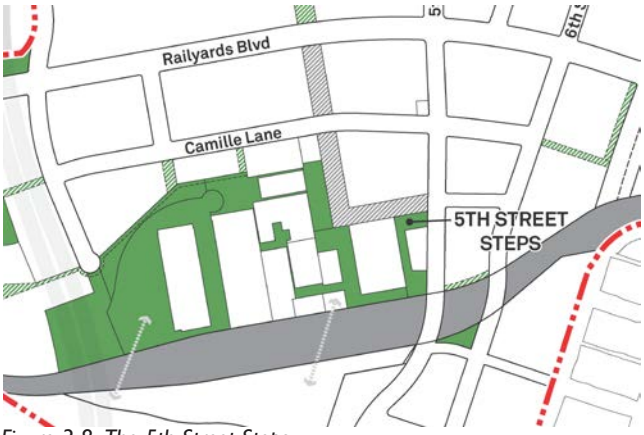
The 5th Street Steps feature a set of steps that descends from the 5th Street bridge and open onto a plaza area and open space in the Central Shops district.

Guidelines

1) Provide paving and planting design and materials from the 5th Street Steps palette that can merge with the materials of the surrounding streetscape to create a visual transition into the Central Shops and the larger Railyards project.

2) Provide as gradual a transition in grade a possible for pedestrians descending or ascending between the 5th Street bridge and the Central Shops.





Source: AECOM

Figure 3-8. The 5th Street Steps.

7. Stanford Walk

Design Intent

Stanford Walk is a continuous pedestrian and bicycle connection between the Roundhouse Plaza, Railyards Boulevard, and Vista Park. The corridor will use a consistent design vocabulary to create a strong link between the districts.

Guidelines

1) Use a consistent planting and materials palette, as well as consistent site furniture, along the Walk's entire length to strengthen the connection between the districts.
2) Provide a series of water, art and/ or vertical features that serve as a connective element between the different portions or areas of the Walk.
3) Use tree plantings as markers that guide visitors across districts.
4) Provide understory planting to underscore the geometry of the tree planting.
5) Provide paving and planting designs and materials that are both decorative and designed to stand up to high volumes of pedestrian traffic.

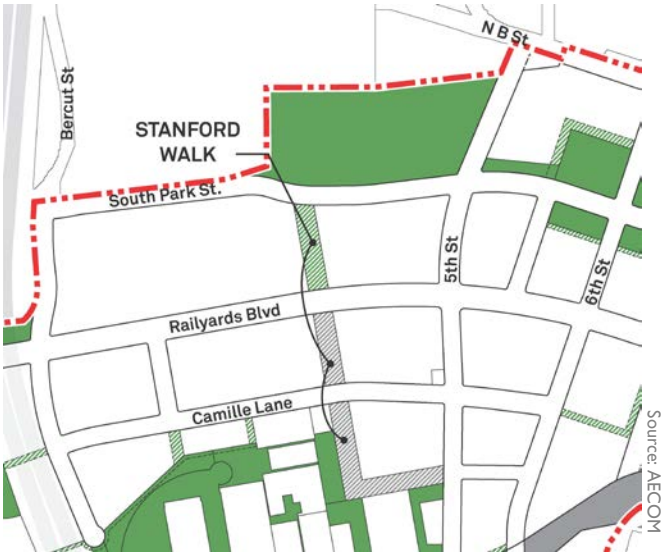


Figure 3-9. Stanford Walk.

8. Vista Park

Design Intent

Vista Park responds to existing grades with sculptural landforms that shape functional spaces. The highest portions of the park will provide stunning view corridors towards the Central Shops, the MLS Stadium, the Sacramento River and other nearby neighborhoods. An informal playing area and flexible open space nestles into the edges of the landform, creating space for performances and sports. Circulation within the park is informed by adjacent open space corridors and connects major pedestrian routes. The design, materials and planting palette highlight the landform as the central physical feature in the park. A key attraction will be the height which provides views towards the Sacramento River and the surrounding area.

Guidelines

1) Provide a large flexible open space that is configured so users are facing west and southwest, enabling views towards downtown Sacramento. Utilize the topography and fill present onsite to influence the overall site design and create sculpted landforms.

2) Provide areas for active uses that compliment adjacent parks and open space functions, such as playgrounds, picnic areas and a dog park.

3) Provide active play areas and flexible fields that can be used for various sports activities.

4) Provide a pedestrian path that connects the adjacent Neighborhood Parks to the Stanford Walk, as well as access to surrounding bike routes.

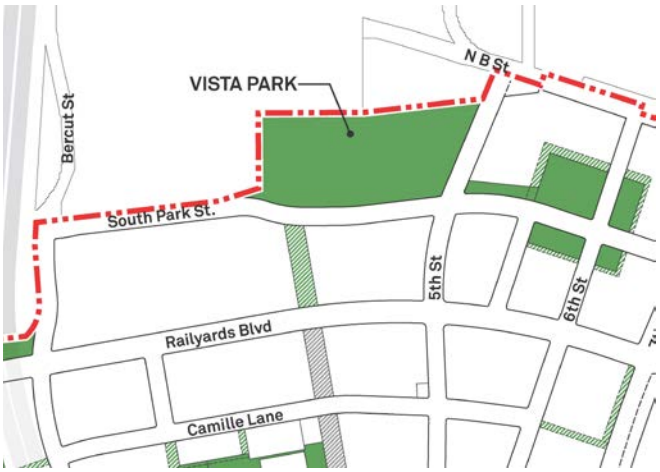
5) Provide seating nodes, shade and areas for small gatherings and formal areas to for children to play.

6) Strategically place landscaping and shade structures so as not to interfere with views toward the Sacramento River and Downtown.

7) Site furnishings, lighting, and materials will be unique to the park, but similar in character to those used throughout the West End District.

8) Design the park in conjunction with the Neighborhood Parks to provide a cohesive connection between the two.

9) Provide clear pedestrian connectivity and visibility to adjacent parcels and streets, as well as provide amenities that can be shared with adjacent uses.



Source: AECOM

Figure 3-10. Vista Park.

9. East End Neighborhood Parks

Design Intent

The East End Neighborhood Parks will serve as gathering places for residents of the East End District for play, outdoor dining, community gardening and other passive and active recreational activities.

Guidelines

1) The Neighborhood Parks should be connected by wide landscape corridors in both the public and private realm that serve pedestrians and bicyclists to link Vista Park on the west end and the MLS stadium on the east end.

2) Neighborhood parks should be designed to provide informal play areas and amenities for young children and their families, such as tot lots and adventure play areas.

3) Neighborhood Parks should provide shaded seating areas and other small gathering areas.

4) Neighborhood parks may be designed with unique design themes.

5) Streetscape planting should match the palette planned along South Park Street.

6) Site furniture should include benches, shade structures, tables and chairs for outdoor dining, and trash receptacles.

Figure 3-11. East End Neighborhood Parks.

10. Interpretive Walk

Design Intent

A final open space component proposed is an interpretive walk connecting historic points and other key places of interest between Alkali Flat, the Railyards, the Riverfront and Old Sacramento. The pedestrian walk will celebrate the history of Sacramento and enrich the pedestrian experience by providing historical information, photographs and artifacts in multiple locations in various open spaces and along sidewalks. These displays may also be coordinated with displays and information that may be placed on the interior of public areas in the Central Shops. The specific location and route of the interpretive walk has not yet been determined, but the design intent is to follow the historic Transcontinental Railroad alignment to the extent feasible. The historical information used in these exhibits and displays shall be derived from reliable sources, such as the Historic American Engineering Record (HAER) exhibit jointly prepared by the National Park Service and the Railroad Museum in 2002.

Guidelines

1) Locate the greatest concentration of exhibits in the Central Shops, but ensure that the interpretive walk also connects to historic points in other parts of the Railyards, including Old Sacramento, Alkali Flat, and the Sacramento Riverfront.
2) Use structures or landscape elements historically found in the Railyards, such as palms, to help guide pedestrians on the walk.
3) Use creative and consistent signage utilized along the interpretive walk.
4) Choose lighting and street furniture that will reflect the history being interpreted and set the walk apart from other pedestrian routes, giving this path its own unique character. Provide rest stops with benches in shaded areas along the route.

11. Chinese Landscape Design Theme Area in the Depot District

Design Intent

Chinese immigrants and Chinese Americans are an integral part of Sacramento's history, and also played a crucial role in constructing the Transcontinental Railroad that traverses the Railyards. Sacramento's original Chinatown was on I Street between 2nd and 6th Streets, which is now inside the Railyards Specific Plan Area and generally in the area now occupied by the Sacramento Valley Station. Given Chinese importance in this area, it is appropriate that a Chinese landscape theme area be included in the design of the landscape and open spaces within the Depot District. The exact location of these features has not yet been determined.

This landscape design area can include a monument to the Chinese contribution to Sacramento and the Transcontinental Railroad and serve as both a reminder of Sacramento's past and of Chinese Americans' on-going contributions to the community.

Guidelines

1) Include a Chinese landscape design theme area as a component within the landscape and open space within the Depot District.

2) Include features typically found in Chinese gardens, including water features, decorative stones, a pavilion, and a pond as illustrated on this page.

3) Include a monument or statue commemorating Sacramento's Chinatown and Chinese contributions to Sacramento and the Transcontinental Railroad.

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Private Realm 4

A. INTRODUCTION

The Railyards Design Guidelines provide policy guidance to the Sacramento Housing and Redevelopment Commission, Planning and Design Commission, and the City Council. Used in concert with the City of Sacramento Planning and Development Code (City Code) and Preservation Ordinance and applicable building codes, this document will provide City staff and private interests a common basis for the evaluation of design and development issues during the design review and approval process.

As discussed in Chapter 1, these Design Guidelines incorporate significant portions of the Central Core Design Guidelines (CCDG) section of the Sacramento Central City Urban Design Guidelines and (CCUDG). To ensure consistency across documents and to simplify the review process, applicable guidance from the Central Core Design Guidelines is referenced. The design guidelines prescribed in this document apply to private development within the entire Railyards Plan Area, with the exception of those guidelines that have been specifically identified to address particular uses or conditions within an individual district. District- and use-specific guidelines are provided only in those instances where the area-wide guidelines require additions or modifications to reflect the unique character of a district or the intent of a particular use.

Due to the historic character of the entire Central Shops Historic District is not included in this chapter and instead will be addressed in Chapter 5 (Historic Resources).

1. Urban Design Policies

The intent of the Design Guidelines is to insure that all development in the Sacramento Railyards Specific Plan Area contributes to the creation of a unique and special place. The guidelines that form the criteria for the private realm/architectural review are based on the following policies:

1) **Context:** Allow for creative architectural solutions that acknowledge contextual design issues, e.g. historic infrastructure, topography, and adjacent development.

2) **Character:** Where possible and appropriate, complement the architectural character of existing historic building enclaves and promote harmony in the visual relationships and transitions between new and older buildings. In areas that lack existing or historic structures, projects should reflect the best in urban design concepts and intended character of the district in which it is located.

3) **Scale:** Transition the bulk and massing of new buildings to the prevailing scale of development to avoid an overwhelming or dominating appearance in new construction. In areas that lack existing development, projects should respect view corridors of nonadjacent uses and reflect the intended scale of the district in which it is located.

4) **Pedestrian:** Enhance and promote the pedestrian experience. Design sites and buildings with street activation, block porosity and connectivity

5) **Materials:** Promote efforts to utilize high quality building materials, detailing and landscaping.

6) **Integrated Services:** Promote functional and aesthetic integration of building services, vehicular access and parking facilities.

7) **Sustainable Design:** Promote sustainability in building design, site design, building massing, fenestration, shading devices, material selections, active systems, construction, and operation. Buildings should be designed to demonstrate sustainable features and energy conservation

B. Key Sites

PRINCIPLE: Buildings located on key sites should be carefully designed to terminate views from streets, parks or open space; reinforce prominent corner locations; and serve as landmarks within the urban fabric of the Railyards.

Background and Intent

Buildings located at key sites should embody the identity of the district in which they are located. Special architectural consideration should be given to all development located on these sites, shown in Figure 4-1, so that they enhance their position within the district and ensure the creation of landmarks within the Railyards Plan Area.

Guidelines

i. Corner Sites at Primary Intersections

1) Buildings and the articulation of building facades should be oriented to specifically address the corner and intersection.

2) Primary entry should be oriented towards the corner and visible from the intersection.

ii. Terminated View Corridors

1) Primary entry should be oriented towards and visible from the main view corridor.

Figure 4-1. Key Sites Diagram

C. RAILYARDS DISTRICTS

As discussed in Chapter 2, due to the scale, prominence, history, and physical context of the area, the Railyards site has been divided into five mixed-use districts, shown below in Figure 4-2, each with distinct identities and activities. A clear understanding of the character and identity of the particular district in which a project is located is essential for all parties involved in developing, designing, reviewing, and approving projects located within the Railyards Area.

While each of the five districts will be unique, a wide variety of uses is encouraged throughout all of the districts to foster the creation of lively, context-sensitive and authentic neighborhoods across the Railyards. Understanding the differences between the districts and determining the appropriate building types within each will allow for the informed assessment of a project's ability to provide sensible commercial, retail, residential, recreational and parking configurations on a given site relative to its urban and economic context.

The Railyards Plan Area encompasses several historic structures and resources and all new development occurring adjacent to these resources should be developed in a manner that is consistent with the design, scale, and identity of the surrounding historic context. Buildings should complement the character of the existing neighborhood and clearly contribute to the overall character of the district. Specific guidelines for the preservation and rehabilitation of historic structures, as well as the creation of new buildings within an historic district, are provided in Chapter 5 (Historic Resources) of this document.

The following section provides a description of each district's context and intent, physical character, and primary building types. More information regarding building types can be found in Section D of this chapter. Although no building type is specifically prohibited from occurring within a particular district, the following guidelines indicate the district in which they are most appropriate and, therefore, most prevalent.

Source: AECOM

Figure 4-2. Districts Diagram

1. Depot District

Background and Intent

The Depot District will feature a bustling transit center in the historic depot building and serve as the primary connection point between the Railyards and Sacramento's downtown area. The new Sacramento Valley Station and its accompanying transit-supportive uses will create a vibrant, mixed-use gateway into the Railyards Area and connect to the heart of Sacramento.

Within the Railyards Plan Area, the Depot District has the most adjacencies to the area's existing urban context, and therefore, has the greatest opportunity to connect to and integrate with Sacramento's neighborhood and district fabric. The Old Sacramento and Downtown areas are located directly south of the Depot District and form Sacramento's high-density Central Business District. The residential Alkali Flats neighborhood is located directly east of the district, and the historic Central Shops are positioned immediately north of the Depot.

i. Character

This section outlines the vision for the overall physical character of the Depot District. The urban design goals are as follows:

1) Create a dense urban fabric with continuous building frontages along street edges and an engaging presence at the street level;
2) Transition to the existing scale and character of the neighboring Alkali Flat Neighborhood, notably the Alkali blocks bounded by 7th, 8th, F and D Streets, and adjoining Central City.
3) Accentuate the experience of arrival to the Railyards for train passengers with broad sidewalks and clear signage.

ii. Building Types

This section outlines the primary building types contained within the Depot District and provides a brief description of the location and use of each type within the district.

1) **Residential/Commercial Mixed-Use, Mid-Rise:**
   - Includes a mix of residential and office uses with ground floor retail and is primarily located along 7th Street to respect the historic scale of the Central Shops, as well as the existing residential character in the Alkali Flat neighborhood.
2) **Residential/Commercial Mixed-Use, High-Rise:**
   - Includes a mix of residential and transit-oriented retail uses, as well as food stores and food and beverage establishments. These buildings types will primarily be located along 5th and 6th Streets to provide accessibility to the Downtown area.
3) **Commercial Mixed-Use, Mid-Rise/High-Rise:**
   - Includes a mix of commercial and lower level transit-oriented retail uses and is primarily located along 5th and 6th Streets to provide SITF accessibility and to reflect the scale of the Downtown area.

2. West End District

Background and Intent

The West End District will feature an extensive network of pedestrian-oriented plazas and pathways that link together various entertainment, cultural, retail, health care, residential, hospitals, and health care activities. The West End District will contain a range amenities and services for residents, as well as visitors, to create a 24-hour urban environment and a regional draw to the Railyards Area.

The West End District is centrally located within the Plan Area and shares at least one border with each of the districts within the Railyards. As such, it is not directly adjacent to any of the existing neighborhoods or development surrounding the Railyards Area. The Riverfront District and Sacramento River are located immediately west of the district, with Interstate 5 forming a barrier along its western edge. The East End District borders the district to the east and north, and the historic Central Shops Historic District and Depot District are to the south.

iii. Character

This section outlines the vision for the overall physical character of the West End District. The urban design goals are as follows:

1) Connect the core of the Railyards Area to the City of Sacramento and create a critical link to the Sacramento River with pedestrian-oriented streetscapes.
2) Establish Railyards Boulevard as an extension of 5th Street and as the primary thread stitching together the district, Plan Area, and surrounding context.
3) Create a clear and attractive network of plazas, alleys and sidewalks with features such as plantings and fountains to provide access to shops, hotels, residences, and other retail venues.
4) Line the streets with continuous building frontages with a majority of transparent walls along street edges to create an engaging presence at the street level.
5) Enhance connectivity to transit with pedestrian-oriented development, as well as to the existing bike path network with new cross district paths.

iv. Building Types

Below is a list of the primary building types contained within the West End District with a brief description of each type's location and use within the district. The goal is to develop buildings with an urban scale, rhythm, and pattern.

1) **Residential/Commercial Mixed-Use, Low-Rise:**
   - Includes residential with ground floor retail uses and is primarily located along Camille Lane to respect the historic scale of the Central Shops.
2) **Residential/Commercial Mixed-Use, Mid-Rise:**
   - Includes a mix of residential and office uses with ground floor retail.
3) **Residential/Commercial Mixed-Use, High-Rise:**
   - Includes a mix of residential and lower level entertainment-focused uses, such as restaurants, bars, and retail, and is primarily located along 5th and 6th Streets to provide Sacramento Valley Station accessibility and to reflect the existing scale of the Downtown area.
4) **Commercial Mixed-Use, Low-Rise:**
   - Includes large scale retail uses and is primarily located the western edge of the site to utilize the Interstate 5 corridor as a buffer.
5) **Commercial Mixed-Use, Mid-Rise/High-Rise:**
   - Includes a mix of hotel, office, and retail uses, as well as some structured parking facilities.
6) **Health Care and Hospital:**
   - Includes a hospital, medical offices, supporting medical campus and retail uses, and structured parking, located on the northwest corner of the district.

3. East End District

Background and Intent

The East End District will feature a new residential neighborhood, with neighborhood-serving retail; a soccer stadium; office, retail and entertainment uses adjacent to the stadium; and a series of urban parks. The East End District will reflect the spirit of the city's traditional open space-oriented neighborhoods and create a unique and desirable place to live within the Railyards Area.

The East End District is located immediately north and east of the West End District and is bordered by the railroad tracks to the south, 12th Street to the east, and North B Street to the north.

v. Character

This section outlines the vision for the overall physical character of the East End District. The urban design goals are as follows:

- Extend the traditional street grid and the orientation of buildings through the district to reflect existing residential block patterns.
- Create a finely-grained residential neighborhood and urban context with diverse housing frontages and pedestrian-scaled proportions.
- Feature a central green with multiple activity areas for the proposed high-density residential area between Vista Park the MLS stadium, connected to each with bicycle/pedestrian pathways.

vi. Building Types

Below is a list of the primary building types contained within the East End District with a brief description of each type's location and use within the district.

1) **Residential Mixed-Use, Mid-Rise:**
   - Includes residential with ground floor neighborhood-serving businesses and services, primarily located adjacent to Vista Park.
2) **Residential Mixed-Use, High-Rise:**
   - Includes a mix of residential and lower-level commercial uses and is primarily located along the 7th Street corridor.
3) **Commercial Mixed-Use, Mid-Rise/High-Rise:**
   - Includes a mix of hotel, office, and retail uses, as well as some structured parking facilities.

4. Riverfront District

Background and Intent

The Riverfront District will feature a publicly-accessible and active waterfront and enable the City of Sacramento to reclaim a unique and underutilized natural amenity. The district will include restaurants, a hotel, housing, and parks and open space and will provide residents and visitors with spectacular views, waterfront access, and a special place for public events.

The Riverfront District is located immediately east of the Sacramento River and will provide an essential link between the City and its waterfront. The Riverfront District is bordered by the railroad tracks to the south and Interstate 5 to the east.

vii. Character

This section outlines the vision for the overall physical character of the Riverfront District. The urban design goals are as follows:

1) Enhance the connection between the Railyards and the riverfront amenities (i.e., the river, the railyards, the Sacramento River Water Intake Structure (including plaza and adjacent park), Powerhouse Science Center, and Old Sacramento, among other amenities) with clear and accessible linkages for vehicles, pedestrians, and bicycles.
2) Design open spaces and parks to fully utilize the riverfront and create an important regional open space for Sacramento.
3) Include visual cues and public amenities to encourage pedestrian and bicycle access through the district.
4) Complement the Riverfront Master Plan.
5) Create a national monument to recognize the City's railroad and cultural history.
6) Activate plazas and open space adjacent to buildings with pedestrian-oriented design elements on the ground floor. New development should contribute to the visual quality and beauty of its setting.
7) Views from the tall buildings towards the Sacramento River, Central City, and the rest of the Railyards should be preserved for as many users as possible.
1) Careful attention should be paid to the impact of the composition of buildings with regard to Sacramento River corridor views from the rest of the Railyards Area and the city.
2) Tall and slender buildings that maximize views of the Sacramento River corridor are strongly recommended.

viii. Building Types

Below is a list of the primary building types contained within the Riverfront District with a brief description of each type's location and use within the district.

1) **Residential Mixed-Use, High-Rise:**
   - Includes residential uses with lower-level retail uses.
2) **Commercial Mixed-Use, High-Rise:**
   - Includes hotel, restaurant, and retail uses.

ix. Background and Intent

Any new development in the Riverfront area shall meet the following guidelines, which are illustrated in Figure 4-3, below:

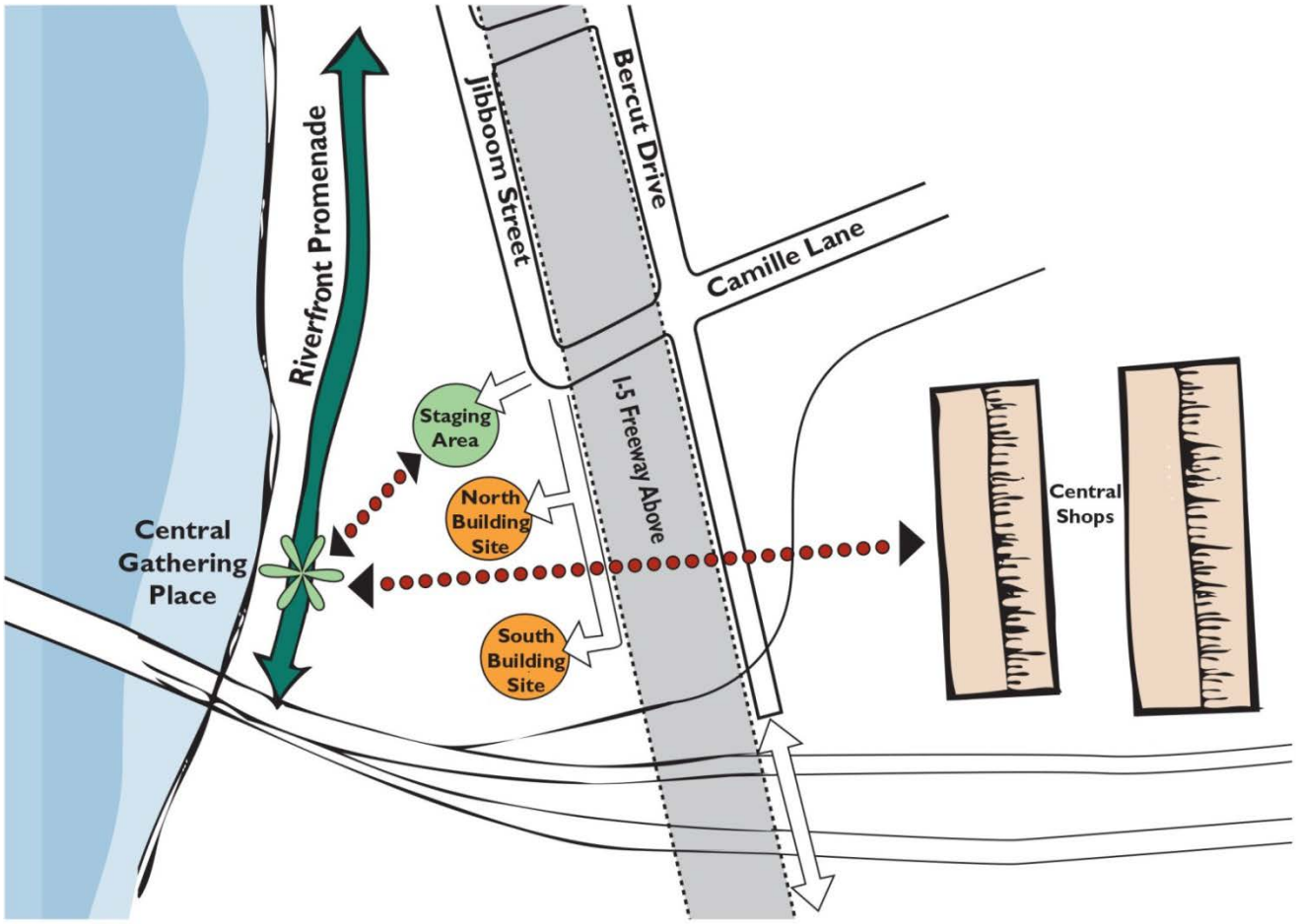
1) All development should give highest priority to maintenance and enhancement of visual and physical access from the east side of the Interstate 5 freeway to the Riverfront.
2) Development shall include a Riverfront Promenade directly along the Sacramento River itself.
3) Development shall include pedestrian access ways under the freeway from both the Central Shops and Camille Lane.
4) The intersection of Camille Lane and Jibboom Street should provide a pedestrian and vehicular Staging Area to the Riverfront.
5) A central gathering place, which might include a water feature, sculpture, amphitheater, or other landmark feature, shall be constructed at the junction of the Riverfront Promenade and the pedestrian

access ways from the Central Shops and Camille Lane.

6) Two towers may be constructed on Building Sites located both north and south of the pedestrian access way leading to the Riverfront from the Central Shops. These towers will provide shelter to Riverfront users from the noise and visual clutter of the railroad and the Interstate 5 freeway. Access to these buildings should occur on a new street extending south from Jibboom Street under the freeway.

7) Towers should be slender on their upper stories so as to preserve visual access to the River for Interstate 5 motorists.

Figure 4-3. Riverfront Site Concept



D. INTRODUCTION TO BUILDING TYPES

Background

An understanding of building types is essential for all parties who are involved with developing, designing, reviewing, and approving projects, which are located in urban and transitional areas. Understanding building types allows for the informed assessment of a project's ability to provide sensible commercial, retail, residential, recreational, and parking configurations on a given site, relative to its urban and economic context.

Sacramento's central city has developed with a few key building types. Historically, the city began with mixed-use, low-rise and masonry buildings, and quickly expanded to include detached single family buildings. As the city flourished in the early 20th century, mid-rise masonry buildings (with iron/steel skeletons) rose in what is now the CBD area. Following the insertion of the interstate highway system, high rise office and apartment buildings grew, with the latest group of office towers, from the last 20 years, giving Sacramento its skyline today.

High land values in the center city force redevelopment projects to carefully weigh the construction costs and returns of each building type. Redevelopment in the center city has recently focused on a few key building types: low, mid and high rise residential buildings, and low and high-rise commercial buildings.

This chapter discusses building types, including general urban design guideline recommendations for each type. This chapter should be referenced in conjunction with the Railyards Special Planning District for information on development standards and Chapter 4, Section C of the Central Core Design Guidelines, except where project specific details are noted in this Section.

All photos by WRT|Solomon E.T.C.

1. Residential

a. Low-Rise

PRINCIPLE: Low-rise residential development shall be included as a viable strategy for infill housing in established residential and transition zones.

Background and Intent

This covers rowhouses and townhouses and multifamily buildings with parking podiums. This category generally ranges from 1-1/2 story buildings to 5-story buildings, up to 50′, and is typically built in Type V construction. The following illustrations are meant to serve as a brief introduction to the recommended parameters for this category.

Guidelines

x. Massing and Building Configuration

1) **Facades:**

- **Ground level uses:** Should be mixed. Refer to Section F.3 of this chapter.
- **Large Block Massing:** To more closely reflect the block pattern in the central city for massing of buildings, access to light, cross-block connections, and pedestrian walking comfort, buildings shall be limited to a maximum of 320′ frontage, with alleys or lanes used to break up the building mass.
- **Transparency:** Refer to Chapter 4, Section D.4.b of the CCDG and Section F.3 of this chapter.
- **Articulation of street-wall:** Refer to Chapter 4, Section C.1.a of the CCDG.
- **Lighting:** Should be appropriate to the ground floor uses and respectful of adjacent property uses.
- Facades facing the street should clearly present a front face of the building, not its side. Facades facing the public realm, regardless of a determination of front and side, shall be designed as primary facades.

Low-rise residential building types can be used to achieve urban-level densities, less expensive construction costs associated with Type V building, and massing that is compatible with single-family neighborhoods and historic districts.

- **Entries:** Refer to Chapter 4, Section C1a of the CCDG.

2) **Fenestration:** See Chapter 4, Section 4.e of the CCDG.

3) **Roofs and mechanical penthouse enclosures:** Mechanical equipment located at roof level should be integrated into the building design, e.g. as a screened volume. Also refer to Chapter 4, Section D.3.e of the CCDG.

xi. Parking

1) **Ratios:** Refer to City Code.

2) **Location and Access:** Parking shall not be located on the primary façade 1/4 of the lot (unless the lot has only alley frontage). Lots with access via a vehicular alley should locate access to all parking and garages off the alley. Where there is no alley access, parking should be accessed from a minor street, side street, or driveway off the lesser traffic volume roadway, when feasible, to adequately serve parking on-site. Driveways shall be grouped, when possible, and limited to what is essential to serve vehicular access *[Modification to Chapter 4, Section C.1.a of the CCDG].*

3) **Screening of Parking:** Parking should not be exposed to view from the street. Structured parking should be wrapped with activated street uses. If site conditions prohibit wrapped parking, the parking structure shall be designed with articulation and fenestration patterns and/or architectural treatments, consistent with the overall project. See Chapter 4, Section E.1 of the Central Core Design Guidelines.

xii. Sustainability

1) Development is encouraged to meet LEED standards, voluntary measures of the CalGreen Code, or equivalent.

b. Mid-Rise

PRINCIPLE: Mid-rise residential development shall provide both effective densities and local service amenities in their ground floor mixed-use areas, including family support uses.

Background and Intent

This covers projects which range from 50-100′ in total height, and are primarily residential, though they should have a mixed-use component on the lower levels. Mid-rise residential buildings typically include stacked flats, stacked lofts, and various combinations of the two. This category generally ranges from 6-story to 8-story buildings, where the top floor is no more than 75′ above finished sidewalk level, and is typically built in Type I, II, III, or IV construction. The following illustrations are meant to serve as a brief introduction to the recommended parameters for this category.

Mid-Rise Residential Massing Diagrams.

Source: WRT|Solomon E.T.C.

Mid-rise residential building types can be used to achieve higher density levels than low-rise, but require more expensive Type I, II, or III construction, and are therefore targeted to middle-higher income occupants.

Guidelines

i. Massing and Building Configuration

1) ***Bulk controls:*** *See Section F2 of this chapter.*

2) ***Facades:***

- **Ground level uses**: Should be residential or mixed. Refer to Section F.3 of this chapter.
- **Large Block Massing:** To more closely reflect the block pattern in the central city for massing of buildings, access to light, cross-block connections, and pedestrian walking comfort, buildings shall be limited to a maximum of 320′frontage, with alleys or lanes used to break up the building mass.
- **Transparency:** Refer to Chapter 4, Section D.4.b of the CCDG and section F.3 of this chapter.
- **Articulation of street-wall:** Refer to Chapter 4, Section C.1.b of the CCDG.
- **Lighting:** Should be appropriate to the ground floor uses and respectful of adjacent property uses.
- **Entries:** Entry locations should be obvious, easy to find, clearly visible from the sidewalk, and safe. Double height entries encouraged. Entries not visible from the street or a public court are discouraged.

3) **Fenestration:** See Chapter 4, Section 4.e of the Central Core Design Guidelines.

4) **Roofs and mechanical penthouse enclosures:** Mechanical equipment located at roof level should be integrated into the building design, e.g. as a screened volume. Also refer to Chapter 4, Section D.3.e of the CCDG.

ii. Parking

1) **Ratios:** Refer to the City Code.

2) **Location and Access:** Parking shall not be located on the primary façade 1/4 of the lot (unless the lot has only alley frontage). Lots with access via a vehicular alley should locate access to all parking and garages off the alley. Where there is no alley access, parking should be accessed from a minor street, side street, or driveway off the lesser traffic volume roadway, when feasible, to adequately

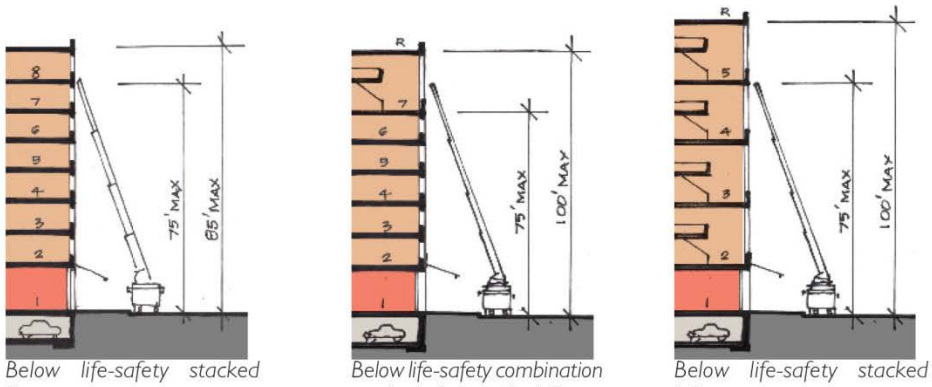
serve parking on-site. Driveways shall be grouped, when possible and limited to what is essential to serve vehicular access [Modification to Chapter 4, Section C.1.b of the CCDG].

3) **Screening of Parking:** Parking should not be exposed to view from the street. Structured parking should be wrapped with liner uses. If site conditions prohibit wrapped parking, the parking structure shall be designed with articulation and fenestration patterns and/or architectural treatments, consistent with the overall project. See Chapter 4, Section E.1 of the Central Core Design Guidelines.

iii. Sustainability

Development is encouraged to meet LEED standards, voluntary measures of the CalGreen Code, or equivalent.

Mid-Rise Residential Building Types & Height Limits.



Below life-safety stacked flats 85' max.

Below life-safety combination stacked flats with lofts at top level 100'max.

Below life-safety stacked lofts 100'max.

The limits of mid-rise residential building types are set by their more expensive Type I or II construction types and height - "below life-safety limit", i.e. emergency rescue can be performed by a fire-truck ladder. This usually sets a height limit of 75' to the floor level of the highest units.

Source: VRT|Solomon E.T.C.

c. High-Rise

PRINCIPLE: High-rise residential development shall be a desirable strategy to achieve high densities with minimal land consumption, best utilizing investments in public transit, open space and services, including family supportive uses.

Background and Intent

This covers projects which are in excess of eight stories, typically over 100' high. High-rise residential towers will often have several floors of non-residential uses on the lower levels, included structured parking. They may also be combined with other lower-rise building types as part of the development. This category requires Type I construction, in steel or concrete frame. The following illustrations are meant to serve as a brief introduction to the recommended parameters for this category.

Guidelines

iv. Massing and Building Configuration

1) **Bulk controls:** Refer Section F2 of this chapter, except as provided below. *Above the street wall height:*
   - *Maximum average tower floor plate: 10,000 sq. ft.*
   - *Maximum plan dimension: 120'*
   - *Maximum diagonal dimension: 150'*

   [Modification to Chapter 4, Section C.1.c of the CCDG]

2) **Facades:**
   - **Ground level uses:** Should be residential or mixed. Refer to Section F.3 of this chapter.
   - **Large Block Massing:** To more closely reflect the block pattern in the central city for massing of buildings, access to light, cross-block connections, and pedestrian walking comfort, buildings shall be limited to a maximum of 320'frontage, with alleys or lanes used to break up the building mass.
   - **Transparency:** Refer to Chapter 4, Section D.4.b of the CCDG and Section F.3 of this chapter.
   - **Articulation of street-wall:** Refer to Chapter 4, Section C.1.c of the CCDG.

High-Rise Residential Massing Diagrams.

High-rise residential building types can be used to achieve very high density levels, and require Type I construction, which typically results in units tailored exclusively to higher income occupants.

- **Lighting:** Should be appropriate to the ground floor uses and respectful of adjacent property uses.
- **Entries:** Entry locations should be obvious, easy to find, clearly visible from the sidewalk, and safe. Main entry should be scaled relative to amount of users. Double/triple height entries encouraged in CBD.

v. Fenestration

See Chapter 4, Section 4.e of the Central Core Design Guidelines.

vi. Roofs and Mechanical Penthouse Enclosures

Roofs and mechanical penthouse enclosures: Mechanical equipment located at roof level should be integrated into the building design, e.g. as a screened volume. Also refer to Chapter 4, Section D.3.e of the CCDG.

vii. Parking

1) **Ratios:** Refer to City Code
2) **Location and Access:** Parking shall not be located on the primary façade 1/4 of the lot (unless the lot has only alley frontage). Lots with access via a vehicular alley should locate access to all parking and garages off the alley. *Where there is no alley access, parking should be accessed from a minor street, side street, or driveway on the lesser traffic volume roadway, when feasible, to adequately serve parking on-site. Driveways shall be grouped, when possible and limited to what is essential to serve vehicular access [Modification to Chapter 4, Section C.1.c of the CCDG].*
3) **Screening of Parking:** Parking should not be exposed to view from the street. Structured parking should be wrapped with liner uses. If site conditions prohibit wrapped parking, the parking structure shall be designed with articulation and fenestration patterns and/or architectural treatments, consistent with the overall project. See Chapter 4, Section E.1 of the CCDG.

viii. Sustainability

Development is encouraged to meet LEED standards, voluntary measures of the CalGreen Code, or equivalent.

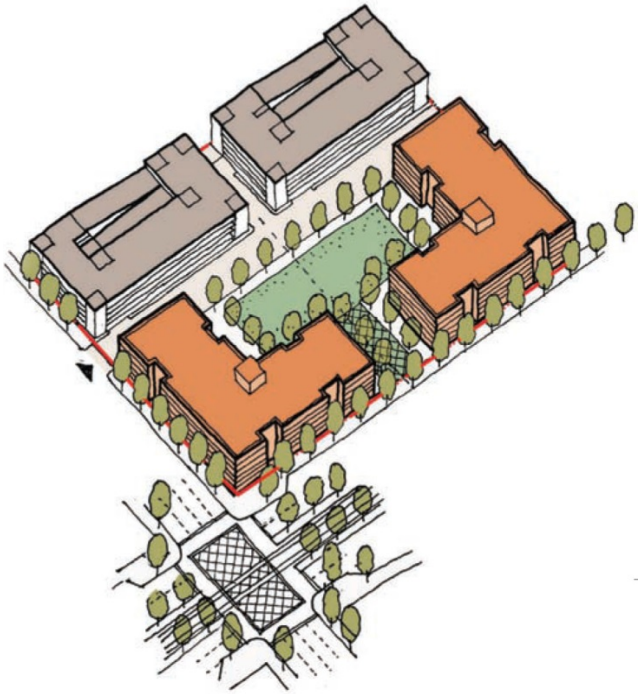
2. Commercial

a. Low/Mid-Rise

PRINCIPLE: Low-rise commercial development shall be included as a viable strategy that contributes to the sustainability of neighborhoods, providing employment centers and daytime activity.

Background and Intent

This section covers low-rise commercial buildings, to a maximum height of 85'. These building type ranges from custom green building projects to speculative office space. These are typically single use buildings, although some other uses may find ground floor space if the building is located in a busy district. To meet parking requirements, parking is usually either located in a structured facility behind the office building, or beneath the building footprint. This category requires Type I construction, in steel or concrete frame. The following illustrations are meant to serve as a brief introduction to the recommended parameters for this category.



Source: WRT|Solomon E.T.C.

Low-Rise Commercial Massing Diagram.

Guidelines

ix. Massing and Building Configuration

1) **Facades**

- **Ground level uses**: Any retail uses within the building should open to the street, rather than to an internal atrium. Refer to Section F.3 of this chapter.
- **Large Block Massing:** To more closely reflect the block pattern in the central city for massing of buildings, access to light, cross-block connections, and pedestrian walking comfort, buildings shall be limited to a maximum of 320'frontage, with alleys or lanes used to break up the building mass.
- **Transparency:** Refer to Chapter 4, Section D.4.b of the CCDG and Section F.3 of this chapter.
- **Articulation of street-wall:** Refer to Chapter 4, Section C.2.a of the CCDG.
- **Lighting:** Should be appropriate to the ground floor uses, and respectful of adjacent property uses. Paths to/from parking should be well-lit.
- **Entries:** Entry locations should be obvious, easy to find, clearly visible from the sidewalk, and safe. Double height entries encouraged. Main entry should be scaled relative to amount of users.
- Low-Rise commercial buildings should be placed along the Build-to line, with little setback required, except for outdoor dining or other pedestrian amenities. Their massing should form figural open spaces. High parking ratios require structured parking, often almost equivalent in gross square feet to the office space that it serves.

2) **Fenestration**

See Chapter 4, Section 4.e of the CCDG.

Source: WRT|Solomon E.T.C.

The CalPERS building, completed in 2006, is a group of 6-story office buildings arranged around an open, landscaped plaza.

3) **Roofs and Mechanical Penthouse Enclosures:**

- Roofs and mechanical penthouse enclosures: Mechanical equipment located at roof level should be integrated into the building design, e.g. as a screened volume. Also refer to Chapter 4, Section D.3.e of the CCDG.

x. Parking

1) **Ratios**: Refer to SPD

2) **Location and Access:** Parking should not be located at or above grade level on the primary façade 1/4 of the lot. Lots with alley access should locate access to all parking and garages off the alley. *Where there is no alley access, parking should be accessed from a minor street, side street, or driveway on the lesser traffic volume roadway, when feasible, to adequately serve parking on-site. Driveways shall be grouped, when possible, and limited to what is essential to serve vehicular access [Modification to Chapter 4, Section C.2.a of the CCDG].*

3) **Screening of Parking:** Parking should not be exposed to view from the street. Structured parking should be wrapped with liner uses. If site conditions prohibit wrapped parking, the parking structure shall be designed with articulation and fenestration patterns and/or architectural treatments, consistent with the overall project. See Chapter 4, Section E.1 of the Central Core Design Guidelines.

xi. Sustainability

Development is encouraged to meet LEED standards, voluntary measures of the CalGreen Code, or equivalent.

b. High-Rise

PRINCIPLE: High-rise commercial development shall be provided as a preferred strategy in dense employment centers, and shall contribute to a strong pedestrian environment and a distinctive metropolitan skyline.

Background and Intent

This covers projects which are in excess of 8 stories, typically 250'-500' high or taller. High rise commercial office towers may often have a limited number of lower floors of non-offices, such as ground floor retail and structured parking. They may also be combined with other lower-rise building types as part of the development. This category requires Type I construction, in steel or concrete frame. The following guidelines are meant to serve as a brief introduction to the recommended parameters for this category.

Guidelines

xii. Massing and Building Configuration

1) **Bulk controls:** See Chapter 4, Section F2, except as provided below.

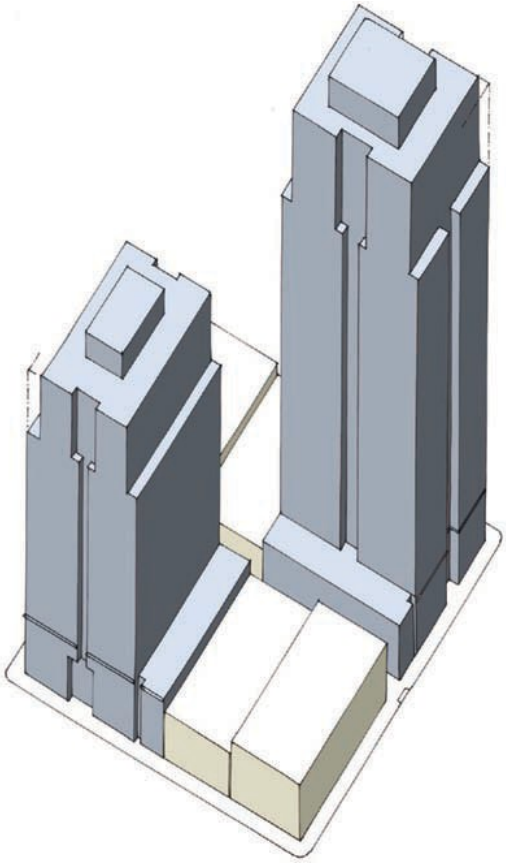
   - *Above building base height*
     - *Maximum average tower floor plate for hospital: 50,000 sq. ft.*

   [Modification to Chapter 4, Section C.2.b of the CCDG].

2) **Facades:**

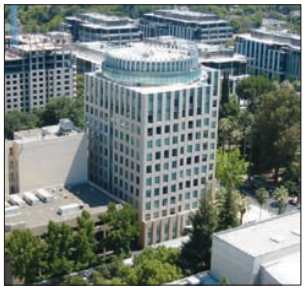
   - **Ground level uses:** Shall be retail or other active commercial uses. Refer to Section F.3 of this chapter.
   - **Large Block Massing:** To more closely reflect the block pattern in the central city for massing of buildings, access to light, cross-block connections, and pedestrian walking comfort, buildings shall be limited to a maximum of 320'frontage, with alleys or lanes used to break up the building mass.
   - **Transparency:** Refer to Chapter 4, Section D.4.b of the CCDG and Section F.3 of this chapter.
   - **Articulation of street-wall:** Refer to Chapter 4, Section C.2.b of the CCDG.
   -

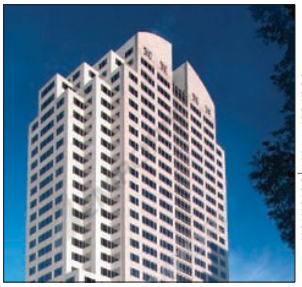
High-Rise Commercial Massing Diagram.



Source: WRT|Solomon E.T.C.

These diagrams illustrate the building volume used by a commercial office building in Sacramento. The left and right towers each start as a 1/4 block (25,600 sf) parcel; and completely fill the site to the base height. From there, each steps back to a maximum 40,000 sf floorplate, which rises until the top 20% of the building, where a 10% bulk reduction is required, above 200 feet.





Source: WRT|Solomon

Urban commercial office buildings generally require larger floor plates. A well-articulated form can produce a more elegant and graceful solution for the Sacramento skyline.

- **Lighting:** Should be appropriate to the ground floor uses, and respectful of adjacent property uses. Feature elements of the facade/massing should be lit, including the top.
- **Entries:** Entry locations should be obvious, easy to find, clearly visible from the sidewalk, and safe. Main entry should be scaled relative to the overall mass that it is set within, its location in the city, and the amount of users. Entries lobbies of 30'-50' or more are encouraged.

4) **Fenestration:** See Chapter 4, Section F3.d.

5) **Roofs and mechanical penthouse enclosures:** Mechanical equipment located at roof level should be integrated into the building design. Also refer to Chapter 4, Section D.3.e of the CCDG.

xiii. Parking

1) **Ratios:** Refer to SPD

2) **Location and Access:** Parking should not be located at or above grade level on the primary façade 1/4 of the lot. Lots with alley access should locate access to all parking and garages off the alley. *Where there is no alley access, parking should be accessed from a minor street, side street, or driveway, when feasible, to adequately serve parking on-site. Driveways shall be grouped, to the greatest extent feasible and limited to what is essential to serve vehicular access [Modification to Chapter 4, Section C.2.a of the CCDG].*

3) **Screening of Parking:** Parking should not be exposed to view from the street. Structured parking should be wrapped with liner uses. If site conditions prohibit wrapped parking, the parking structure shall be designed with articulation and fenestration patterns and/or architectural treatments, consistent with the overall project. See Chapter 4, Section E.1 of the CCDG.

xiv. Sustainability

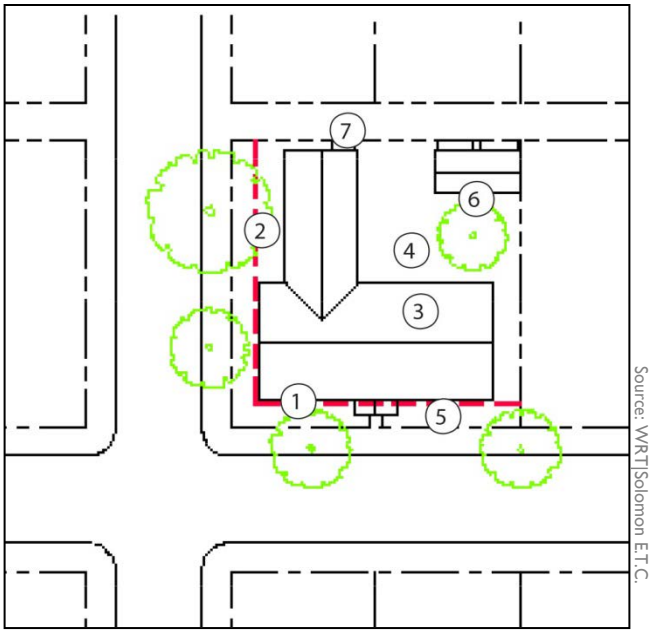
Development is encouraged to meet LEED standards, voluntary measures of the CalGreen Code, or equivalent.

E. SITE PLANNING

The Site Planning Guidelines are intended to give guidance to the way that a parcel should be laid out, from the point of view of the forces that determine where the building massing best occurs, and how the remaining parcel is treated. This would include physical, regulatory and programmatic elements, like existing trees, required setbacks, and parking demand respectively, as well as forces from outside the site, like traffic volumes on adjacent roads and existing trees in the public right-of-way.

The following design guidelines topics in Chapter 4, Section B of the Central Core Design Guidelines are applicable to the Railyards Plan Area and should be referenced in conjunction with the project specific design guidelines provided in this Section. These guideline topics are keyed in at the diagram to the right.

Design Guideline Topic	Applicable Central Core Design Guidelines Section
1. Build-to-Lines and Setbacks	Chapter 4, Section B.1
2. Building Setbacks from Trees	Chapter 4, Section B.2
3. Lot Coverage	Chapter 4, Section B.3
4. Open Space	Chapter 4, Section B.4
5. Small Public Places	Chapter 4, Section B.4.a
6. Landscaping	Chapter 4, Section B.5
7. Project Size and Building Type	Chapter 4, Section B.6
8. Site Access, Service Areas, and Utilities	Chapter 4, Section B.7



Source: VRT|Solomon E.T.C.

1. Build-To-Lines and Setbacks

PRINCIPLE: New buildings shall have an appropriate setback based on building type and use, typically similar to adjacent existing buildings

Background and Intent

In order to create a coherent public realm throughout the city, the edge of the private realm thus, should be established with consistently aligned building frontages. The amount of setback should be appropriate for the district and land use activity. For example, buildings would have little or no setback in the C-3 designation, where the highest level of public activity occurs. In more residential areas, a wider setback is appropriate, where a landscaped zone between the building and the back edge of the sidewalk is desirable. Build-to-lines are established to ensure that the setback is a specific required distance, rather than a minimum. The main massing of the buildings should be established along the build-to-line. To retain design flexibility, the amount of a building's façade that aligns with the build-to-line should meet a given percentage. The build-to-line can be required for 100% of the building frontage in certain locations or a minimum percentage in other locations, where a public plaza, for example, might be a desirable feature.

Guidelines

Refer to setback and build-to-line for each land use specified in the Railyards SPD, as well as setback and build-to-line guidelines in Section B.1 of the Central Core Design Guidelines. Proposed exceptions to the Central Core Design Guidelines are identified below.

1) Residential buildings should be setback generally 0'-10' along at least 75% of the street-facing façade; or be consistent with existing adjacent buildings.

   Build-to-line setbacks are permitted for landscaping, stoops/ steps, porches, entry courts, tree protection setbacks, and similar uses.

2) Commercial (retail and office) and mixed-use buildings should be setback 0 feet along at least 75% of the street-facing facade; or be consistent with existing adjacent buildings. Build-to-line setbacks are permitted for public amenities, such as public and semi-public spaces (e.g., plazas, entry courts, sidewalk cafes, tree protection setbacks, and similar uses) [Modification to Section B.1 of the Central Core Design Guidelines].

   New construction in the Transition Zone shall be a minimum of 30' from any historic structures in the Central Shops District

3) Projects in the Riverfront District should be sited to maximize, to the extent possible, views from the Railyards to the Sacramento River, as well as physical connections through the district to the river.

2. Tree Setbacks

PRINCIPLE: New buildings shall reflect the existing mature trees and planned trees.

i. Public Realm Street Trees

Refer to guidelines in Section B.2 of the Central Core Design Guidelines, except as noted below.

1) Except for kiosks, new buildings should not be placed under the canopy of existing or public realm street trees; nor should any underground excavation occur under the canopy, except:

   - Single-story exterior porches.
   - Fencing/walls lining a property's kiosks.

   [Modification to Guideline 1.A. in Chapter 4, Section B.2 of the CCDG]

2) The street canopy is an important part of the public realm and provides for an interface between street/sidewalk activities and buildings. Buildings, in their design, shall consider existing mature trees and planned trees providing for the protection of the health of trees. Building wall setbacks, floor plan notching, stepbacks and approved tree trimming are solutions to be considered.

3. Project Size and Building Type

PRINCIPLE: The areas of the Central Core with the highest density shall be development with a mix of parcel sizes, land uses, massing, and architectural variety.

Refer to guidelines in Section B.6 of the Central Core Design Guidelines, except as noted below.

1) Projects that propose the elimination of any city street or alley should be discouraged. Where alleys are not proposed on a block in the Railyards, a publicly accessible right-of-way or easement, spanning two publicly accessible streets, should be established, unless otherwise permitted by the City

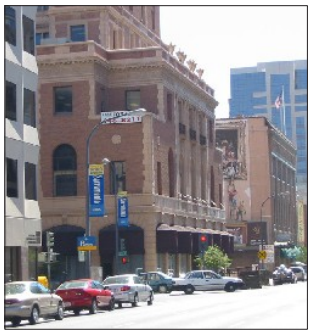
[Modification to Guideline 1 in Chapter 4, Section B.6 of the CCDG].

F. MASSING AND BUILDING CONFIGURATION

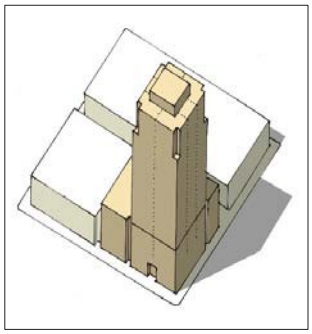
The Massing and Building Configuration Guidelines are intended to give guidance to the development of the buildings, and cover a range of topics from the height, massing, and stepbacks of the buildings to its articulation and materials. The goal of the guidelines is to establish a framework for dialogue between city departments, developers, and their designers regarding appropriate architectural solutions for the Central City.

The following categories of guidelines, addressed in Chapter 4, Section D of the Central Core Design Guidelines (and referenced in the sections below), are applicable to the Railyards Plan Area. Project and district-specific design guidelines that follow should also be addressed.

Design Guideline Topic	Applicable Central Core Design Guidelines Section
1. Street Wall and Building Base Height	Chapter 4, Section D.2
2. Massing and Bulk Controls	Chapter 4, Section D.3 (see also façade and bulk control standards provided in Section D. of this chapter).
3. Facades	Chapter 4, Section D.4
4. Rooftops and Mechanical Penthouse Enclosures	Chapter 4, Section D.3.e
5. Development Along Alleys	Chapter 4, Section D.5
6. Sustainability	Chapter 4, Section D.7
7. Public and Private Art	Chapter 4, Sections D.8



Street Wall & Building Base Height.



Massing & Bulk Controls.

Façades.

Rooftops & Mechanical Penthouse Enclosures.

Development Along Alleys.

Sustainability.

All photos by VKT|Solomon E.T.C.

Public / Private Art.

1. Street Wall and Building Base Height

PRINCIPLE: The public space of the street shall be defined on both sides by buildings forming a street wall of a consistent height end defined articulation.

Background and Intent

The public space of the street is defined by the buildings and, in Sacramento's residential areas, by tree canopies. The CBD has a fairly consistent street wall, with a building base height established at approximately 60', matching the predominant height of most existing low-rise downtown buildings. This produces a street section with 3:4 proportions, given the typical 80' public street right-of-way (see Figure 2).

Above the building base height, bulk controls and mandated setbacks apply (see Sections E and F of this chapter).

Guidelines

1) The building base height defining the street wall shall be as provided in the Railyards SPD.
2) There are different streetwall heights allowed in the SPD. Where two streets intersect with different street wall heights, selection of the appropriate street wall height will be determined during site plan and design review. .

2. Bulk Controls

PRINCIPLE: Bulk controls shall be implemented to foster a distinctive and metropolitan city skyline with buildings of varied shapes, sizes, and articulated tops.

Background and Intent

Refer to the Central Core Design Guidelines, Chapter 4, Section D.3, "Bulk Controls," except as noted below.

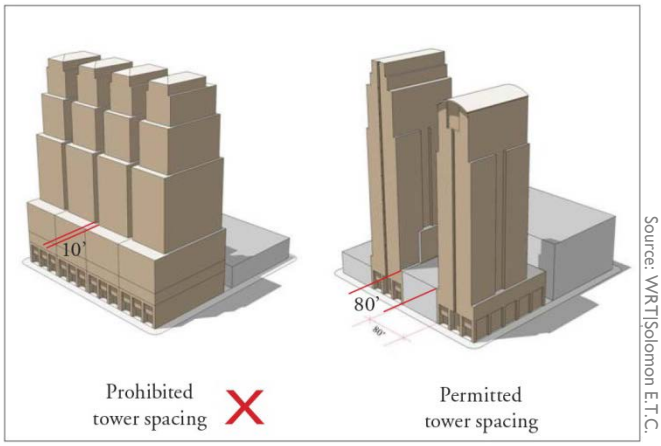
a. Tower Separation and Height Differentiation

PRINCIPLE: The spatial separation of any two towers on the same block - and the related qualities of solar access, shadows, views, and privacy—shall be no more restrictive or constricting than if they were on opposite sides of the street; and a tower shall be distinct in size/scale from those adjacent to it.

Background and Intent

One of the benefits of towers is to have unobstructed views for the upper floors. This is particularly important in narrow lots in a multi-parceled block, as is common in the CBD. It is thus appropriate to control how closely towers can be located.

Cities such as San Francisco have controls to establish minimum distances between towers, generally the same dimension as a typical street. This ensures that the spatial separation of any two towers on the same block—and the related qualities of solar access, shadows, views, and privacy—would be no more onerous or constricting than if they were on opposite side of the street.



Permitted Tower Spacing

Guidelines

xv. Tower Spacing and Separation

A minimum separation of 80' in all directions is required between *all* towers. This implicitly limits the number of towers per block to four. For projects with multiple towers, the tower spacing distance shall be at the discretion of City staff.

Since the streets in Sacramento's CBD are all at least 80' wide, it is sensible to establish this as the minimum dimension between towers. After a first tower is built on a narrow parcel in a multi-parcel block, subsequent towers on the same block would have to adhere to this rule. This will help ensure the avoidance of view blockage and preserve sky exposure at street level, as shown in the image to the right.

b. Distinctive Top

PRINCIPLE: Buildings shall terminate with a distinctive top, to contribute to an architecturally dynamic city skyline.

Tower Articulation—A Distinctive Top

There is a well-established architectural tradition of high-rise buildings having a distinctive top terminating the shaft of the tower when seen in silhouette against the sky. To achieve this aim, a 10% bulk reduction for the top 20% of the building height is required for towers. This helps define a penthouse zone at the top of the building and reduces the apparent bulk of the tower as seen against the sky.

Mechanical penthouses should be screened and integrated into the form of the building.

Tower tops.

All photos by VKRTISolomon E.T.C.

Bulk reductions and integrated mechanical penthouses contribute to the distinctive tops of these Sacramento towers.

3. Facades

a. Ground Level Uses and Transparency

PRINCIPLE: The ground floor, especially the area facing onto public sidewalks, shall incorporate the most public and active spaces within the building, to activate the street. Parking shall not be an appropriate use along a building's public frontage.

PRINCIPLE: The façade of a building shall be appropriately transparent to allow active ground floor uses, such as retail, commercial, or community uses, to be visible from the street to both pedestrians and motorists.

Refer to guidelines in Section D.4.a and D.4.b of the Central Core Design Guidelines, except as noted below.

1) *Within the Railyards area, achieve a 75% activated street wall frontage that could include fenestration, open space (parks, pocket parks, landscaping), pedestrian amenities (e.g. benches and shading), building or sidewalk art, and similar uses. Storage uses, parking areas, and other private uses, with no visibility from the street do not satisfy ground level activation requirements [Modification to Chapter 4, Section 4a and 4b of the CCDG].*

G. Parking and Vehicle Access

Like many other American urban centers, the CBD has more than its share of parking structures and surface parking lots. And like in those other cities, Sacramento has begun a process of land reclamation, realizing that its downtown land is too valuable to save for the housing of cars.

Creative parking solutions are essential for allowing Sacramento to continue to foster residential and commercial redevelopment in its downtown and transition zones.

New development must balance the need for automobile parking with the requirements of an active urban environment, which is often at odds with generous vehicular provisions.

The design of commercial and residential buildings can sufficiently accommodate required parking, while still contributing good urban design to the city. Adequate parking provision need not produce a dead public realm of sidewalks lined with parking garages.

The following categories of guidelines, addressed in Chapter 4, Section E of the Central Core Design Guidelines (and referenced in the sections below), apply to the Railyards Plan Area, except as follows.

Design Guideline Topic	Applicable Central Core Design Guidelines Section
1. Location and Configuration (i.e.,, structured parking and surface parking)	Chapter 4, Section E.1

Accommodating all of the cars.

Source: WRT|Solomon E.T.C.

Vs.

Source: WRT|Solomon E.T.C.

Places to live, work and park.

1. Location and Configuration

Guidelines

Refer to guidelines in Section E.1 of the Central Core Design Guidelines, except as noted below.

xvi. Parking Location and Access

1) Ground floor parking should not be exposed to the street. It should always be wrapped with an active street front use or designed to include articulation, fenestration, and/or other architectural treatments where active ground floor uses cannot be achieved due to site constraints [Modification to Chapter 4, Section E.1 of the CCDG].

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HISTORIC RESOURCES 5

This chapter provides a summary of the historic resources found within the Railyards Plan Area and addresses rehabilitation and adaptive reuse of those resources. It also addresses guidelines for new development adjacent to these resources. Historic context and background information on these resources in the Plan Area are contained in the Sacramento Railyards Specific Plan.

A. INTRODUCTION

The City recognizes the aesthetic and cultural importance of its historic resources and the contributions they make to Sacramento's character, identity, and economic vitality. Therefore, all projects involving historic resources, identified below, shall comply with the Secretary of the Interior's Standards for the Treatment of Historic Properties. The City's Historic Preservation Chapter, 17.604, and other sections of Title 17 of the City Code, the California State Historic Building Code and the California Environmental Quality Act, as well as federal agencies, have adopted these standards for use involving review of projects, involving historic and cultural resources.

There are three major groups of historic resources on the Railyards site: the Central Shops Historic District, the Water Tower, and the historical resources within the Depot District, including the Sacramento Southern Pacific Railroad Sacramento Depot, now the Sacramento Valley Station. The REA (Railway Express Agency) Building, though historically related to the Depot, is technically just outside the Railyards Specific Plan Area. The Sacramento Railyards Specific Plan discusses additional historic resources. This chapter of the Railyards Design Guidelines focuses on existing historic resources identified as being preserved as part of the Specific Plan.

There are two goals concerning historic resources at the Railyards site: to ensure that the adaptive reuse of historic resources is done in an appropriate and sensitive manner and to ensure that the scale, massing, and character of the adaptive reuse of and the new construction near to historic resources will not adversely affect the historic resources. To this end, the Specific Plan delineates two special districts in the vicinity of the Central Shops: the Central Shops Historic District, and the Transition Zone. . The Depot District historical resources are not located in either of these areas and the Depot District has a separate set of guidelines. Figure 5-1 shows the location of the Central Shops Historic District buildings, the Transition Zone, the water tower, and the Depot District's historical building.

Source: AECOM

Figure 5-1. Central Shops District

1. Central Shops Historic District

PRINCIPLE: Preservation and adaptive reuse of any historic resource within the Historic District shall follow the Secretary of the Interior's Standards for the Treatment of Historic Properties.

Background and Intent

The proposed boundary of the Central Shops Historic District is shown in Figure 5-1. This boundary includes all of the buildings and significant historic resources associated with the Central Shops. The creation of this district and associated guidelines will ensure preservation of the character-defining features of this extremely significant resource. Following is the list of Standards for Rehabilitation from the Secretary of the Interior's Standards for the Treatment of Historic Properties. All work involving existing resources within the Historic District, including changes, repairs, rehabilitation, additions to, or adaptive reuse shall follow these Standards. Additionally, except for additions/new construction directly involving historic resources, separate new construction within the boundaries of the Historic District shall follow with the Transition Zone Principles and Guidelines. Where any conflict arises between the Secretary of the Interior Standards and other guidelines in this document, the Standards shall apply.

Standards for Rehabilitation

1) A property will be used as it was historically or be given a new use that requires minimal change to its distinctive materials, features, spaces, and spatial relationships.

2) The historic character of a property will be retained and preserved. The removal of distinctive materials or alteration of features, spaces, and spatial relationships that characterize a property will be avoided.

3) Each property will be recognized as a physical record of its time, place, and use. Changes that create a false sense of historical development, such as adding conjectural features or elements from other historic properties, will not be undertaken.

4) Changes to a property that have acquired historic significance in their own right will be retained and preserved.

5) Distinctive materials, features, finishes, and construction techniques or examples of craftsmanship that characterize a property will be preserved.

6) Deteriorated historic features will be repaired rather than replaced. Where the severity of deterioration requires replacement of a distinctive feature, the new feature will match the old in design, color, texture, and, where possible, materials. Replacement of missing features will be substantiated by documentary and physical evidence.

7) Chemical or physical treatments, if appropriate, will be undertaken using the gentlest means possible. Treatments that cause damage to historic materials will not be used.

8) Archeological resources will be protected and preserved in place. If such resources must be disturbed, mitigation measures will be undertaken.

9) New additions, exterior alterations, or related new construction will not destroy historic materials, features, and spatial relationships that characterize the property. The new work shall be differentiated from the old and will be compatible with the historic materials, features, size, scale and proportion, and massing to protect the integrity of the property and its environment.

10) New additions and adjacent or related new construction will be undertaken in such a manner that, if removed in the future, the essential form and integrity of the historic property and its environment would be unimpaired.

Guideline

1) For separate new construction, not directly involving historic resources, within the boundaries of the Historic District, follow the Transition Zone Principles and Guidelines in Chapter 5 of the Specific Plan , and also building height restrictions set forth the Sacramento Railyards SPD. Integrate and complement new development, including building design, with Roundhouse Plaza

2. Transition Zone

PRINCIPLE: Ensure that new construction, landscaping, and additions, alterations, or other improvements adjacent to the Historic District complement the Central Shops historic resources.

Background and Intent

The boundary for the Transition Zone is shown in Figure 5-1. Guidelines for this zone apply to new construction. In order to ensure that the character-defining elements of the historic Central Shops are preserved, it is important that new construction adjacent to and nearby the historic resources is designed with sensitivity to context, scale, materials, and expression. Where any conflict arises between the Secretary of the Interior Standards and other guidelines in this document, the Standards shall apply.

New development that is designed in a manner that is respectful of an adjacent historic structure.

Guidelines

2) Respect the spatial relationships of historic buildings by placing new construction in the Transition zone minimum of 30' from any historic structures in the Central Shops District This guideline does not apply to additions to existing buildings (See Secretary of Interior Standards).

3) The height of buildings in the transition zone, as regulated by the SPD, has been established to respect the height of historic buildings within the Central shops district.

4) For guidance on massing, elevation, scale, including historic datums, architectural elements and composition for new structures on parcels adjacent to the historic Central Shops, refer to the historic buildings

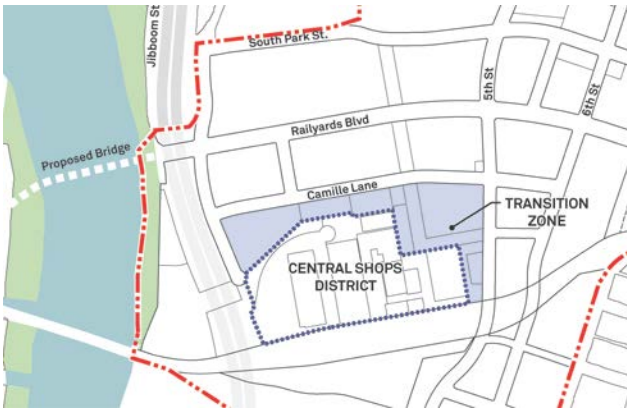
5) Incorporate contemporary versions of elements used on historic resources, such as window detailing, materials, building ornament, paving, furniture, signs, and lighting in the design of new buildings, streetscapes and plazas, such that new features are distinguishable from historic structures and features and not create a false sense of historical or architectural authenticity.

New development retains the floor heights of older adjacent buildings.

6) **Design** open spaces in the Transition Area following the specific design guidance found in Chapter 3 of these Design Guidelines. A map of the areas delineated on these pages is shown in Figure 5-2, to the right.

7) **Design** new buildings in the Transition Zone to allow views into the Central Shops Area from the Sacramento River, Interstate 5 freeway, Camille Lane, and Fifth Street.

8) Windows and balconies on new buildings in the Transition Zone shall allow views to the Central Shops Area.



Source: AECOM

Figure 5-2. Transition Zone

3. Water Tower

PRINCIPLE: Preservation of the water tower shall follow the Secretary of the Interior's Standards for the Treatment of Historic Properties and new construction shall integrate the water tower as a landmark feature of the Railyards property.

Background and Intent

The location of the water tower is shown in Figure 5-1. The water tower is a cylindrical tank composed of riveted metal panels and supported by five trussed legs. The water tower is to remain in its original location and highlight the scale of the original Railyards site. New development in the Railyards shall preserve and incorporate the water tower as a landmark feature into the overall site plan development.

Guidelines

1) The water tower shall remain a landmark feature and develop surrounding new construction to complement and showcase its historic features and characteristics.

2) Provide signage and a map at the water tower showing its location in context to the original historic shops area.

4. Sacramento Depot Building

PRINCIPLE: Preservation and adaptive reuse of the Sacramento Depot building and contributing resources shall follow the Secretary of the Interior's Standards for the Treatment of Historic Properties, and new construction near the Depot shall respect the character-defining features of the Depot building listing.

Background and Intent

The location of the Sacramento Depot is shown in Figure 5-1. The Southern Pacific Railroad Sacramento Depot building, now called the Sacramento Valley Station, was built in 1925 and listed in the National Register of Historic Places in 1975, along with the nearby Railway Express Agency (REA) building, and both are also listed in the California and Sacramento Registers. The REA building is outside the Specific Plan Area and these guidelines do not apply to the REA building. However, both of these structures are listed together in the National, California and Sacramento Registers listings, and together have a strong urban design presence in massing, composition, scale of fenestration, and materials, which shall influence the design of development nearby. Although the surroundings have been altered considerably since the buildings were constructed, the design intent of these guidelines is for new construction adjacent to these structures to respect the character-defining features of both buildings and their settings. Where any conflict arises between the Secretary of the Interior Standards and other guidelines in this document, the Standards shall apply.

Guidelines

1) Use the Secretary of the Interior's Rehabilitation Standards for all work involving changes, repairs, rehabilitation, or adaptive reuse of the Sacramento Depot building and contributing resources.

2) Use the existing historic Depot building, its character-defining features, historic period planting elements, and surrounding public spaces for cues in designing public open spaces and plazas surrounding the building.

3) Respect the Depot building by setting back, a minimum of 20 feet, any new neighboring buildings.

4) The height of buildings in the transition zone, as regulated by the SPD, has been established to respect the height of historic buildings within the Central shops district.

5) For guidance on massing, composition, scale, datums, heights, and materials of new structures on parcels adjacent to the historic Depot, refer to the historic Depot building and its character-defining features.

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5. Landscape

PRINCIPLE: Trees and other plan materials shall be provided as a means of enriching the pedestrian experience, enhancing the pedestrian experience and improving the ecological function of the urban environment while respecting the historic character of the Central Shops District.

The landscape guidelines for the Central Core Area, provided in Chapter 3, Section D of the CCDG also apply to the Railyards Plan Area. Refer to the guidelines provided in Section D of the CCDG for landscape guidelines, with the following exceptions:

Tree Guidelines

1) **Trees in the Central Shops**. Trees were historically located in the Central Shops area as shading elements for workers and as part of the natural environment. In locating new trees, it is important that they not conceal historic facades or be placed immediately adjacent to buildings. Placement shall reflect the industrial nature of the buildings and connection areas and plazas between the buildings.

SIGNAGE 6

Signage guidelines are intended to provide guidance for the development of all signage within the Railyards Area. They include public realm signage guidelines pertaining to street signs and parks signage, district-specific signage guidelines that set forth differences in signage among the five districts in the Railyards, and private realm signage guidelines pertaining to individual development projects.

A. INTRODUCTION

Public realm signage includes all signs installed in the public right-of-way or in parks, plazas, and open spaces. They include street signs, identity signage, wayfinding signage, and educational or interpretive signage.

Maps at key decision making points.

Custom street sign.

1. Public Right-of-Way Signage

PRINCIPLE: Public right-of-way signage shall reinforce a unique identity for the Railyards and assist in wayfinding.

Background and Intent

The Railyards area is both an extension of the Central City and a unique district within the Central City. Graphic design of signage in the public right-of-way should relate to existing Central City signage context, while providing a special identity to the Railyards.

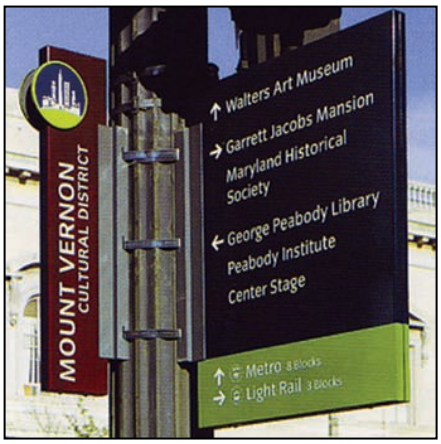
Guidelines

1) Provide signage to identify edges and entry points, either through freestanding monuments, integrated gateways, or building-mounted identities. Provide consistent design, materials, scale, and color palette.

2) Provide consistent street signs throughout the Railyards. Applications may include pole-mounted street signs, which may integrate onto site light poles or other regulatory signage, street name plaques integrated into paving and wall-mounted street name plaques.

3) Provide wayfinding signs to reinforce circulation patterns within the Railyards district and between the Railyards and adjacent Sacramento neighborhoods, particularly Old Sacramento. Vehicular wayfinding signs direct traffic to public parking, on-site projects, public amenities, and freeway access. Pedestrian wayfinding signs direct foot traffic to on-site districts and projects, public amenities, transit, and back to parking. Pedestrian directionals reflect the scale of the adjacent district.

4) Locate maps at key junctures within the Railyards to situate locations within the site within the broader context of Sacramento. Maps may be small, pole-mounted elements, or larger free-standing directories.



Wayfinding sign.

Banner signage.

2. Parking Directional Signage

PRINCIPLE: Signage leading to parking lots and garages shall be designed to be integrated with the scale of the surroundings while clearly visible to drivers.

Background and Intent

Public parking signage will need to lead drivers unfamiliar with the area to parking entries. These signs shall be easily identified from a moving vehicle and placed in consistent locations along streets and on buildings. The signage should be visible, but not overly prominent. Signage leading to residential parking areas should be more discretely designed and integrated into building architecture.

Parking directional signs.

Guidelines

1) Provide appropriate scale of parking garage entry identities, as well as other building-mounted parking signage, related to the predominant details of the building to which they are attached. With the exception of parking garages that are accessed from secondary roadways, entry sign locations should be limited to a primary walls or fascia locations along major vehicular corridors and above vehicular entrances. These signs should project from the surfaces of the building.

2) Directional parking signs and their supports shall be used consistently throughout each district and, where appropriate, may be integrated into existing pole-mounted and auto-oriented directional signs.

3) Directional parking signs should be located to maintain sight lines along major circulation routes. Parking directional signs should include information that helps filter users by district and destination. Residential, hotel, and office parking signage may differ within a district, but shall remain consistent within any single development project.

4) Double-sided directional parking signs with messaging and directional arrows on both sides of sign are strongly encouraged.

5) Parking directional signage (with the exception of residential signage) shall be well-illuminated for visual clarity and safety.

3. Interpretive and Educational Graphics

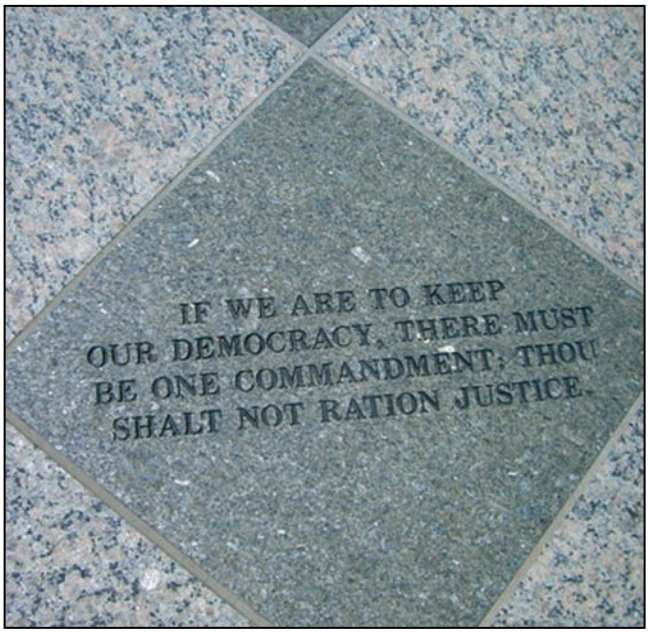
PRINCIPLE: Well designed and creative graphics interpreting cultural and natural history shall, where occurring, be integrated into the pedestrian network of the Railyards.

Background and Intent

Interpretive and educational signs will reflect the historical significance of the site and can help link open spaces and streetscapes together. Possible topics include educational exhibits on native and cultural resources, natural history, railroad industry, and the role of the river. The quality and diversity of these graphics will enhance the pedestrian realm.

Guidelines

1) Unique and engaging approaches to educational and interpretive graphics that work for multiple age levels are strongly encouraged.
2) Educational and interpretive graphics programs should be developed in concert with the open space, parks, and pedestrian circulation design plans for the Railyards.
3) Interpretive/educational specialty graphics should be located along major pedestrian circulation corridors and in open space, to enhance the experience of guests on foot.
4) The development of interpretive and educational specialty graphics should combine disciplines, such as architecture, landscape, lighting, graphics, and individual artist/fabricators.
5) Examples of potential applications include: cut metal grilles, metal, stone, acrylic or ceramic sculpture, freestanding monuments, flags and banners, cast metal paving medallions, wall plaques, painted murals, and lighting features.



4. Parks and Open Space Signage Guidelines

PRINCIPLE: Signage and identity graphics shall be designed to best communicate the character of the space to any passerby.

Background and Intent

Open space forms a key framework system to link the Railyards' districts internally, as well as to the Sacramento and American Rivers and the Central City. Within the different plazas, parks, and connecting paths a variety of experiences will be available, from contemplative to actively recreational. Parks and open space signage will play an important role to help visitors orient themselves, both as part of the larger open space framework and within an individual park or open space. Park and open space signage can also play a part in communicating the character of the space to passersby.

Park identity marker.

Guidelines

1) Park identity markers should identify individual parks and open spaces in ways that are closely integrated with the landscaping, such as monument signs of complimentary materials, paving integrating signs, cut metal grilles, and unique sculptural approaches to signage. These markers may vary significantly throughout the Railyards, but will express a consistent quality that is reflective of the site and its history.

2) Special events signage and promotions should be considered and given permanent locations in appropriate areas, such as banner programs, poster programs, and community events flyers.

3) Interpretive and educational signage is especially significant within parks and open spaces and is strongly encouraged. Within each individual park or open space, a unified approach is recommended.

4) Specialty graphics, such as paving treatments, mosaic tiles, painted graphics, and cut metal grilles are strongly encouraged.

B. District Signage Guidelines

The intention of the district signage guidelines is to help differentiate between districts within the Railyards, particularly through differences in materials, scale, and illumination. The five districts are the Depot District, the Central Shops District, the West End District, the East End District, and the Riverfront District. A master sign program shall be prepared that reflects the character of each district and is generally consistent with the goals outlined in this Chapter.

1. Depot District Signage Guidelines

PRINCIPLE: Signage in the Depot District shall be designed to reflect its importance as a major regional transit-oriented center.

Guidelines

1) Provide district identity markers to identify the edge of the district and that are oriented towards users entering the district from the River, Old Sacramento, the Central City and Alkali Flat.

2) Provide directional signage that supports connections to the city and the region through a broadly realized and consistent design approach to graphics including the following:

   - Wayfinding information and structures that enhance the experience of arrival and include information relevant to visitors, including maps, information kiosks, taxi stations, and connections to regional transit and parking facilities.
   - Use of universal ideograms for use by multiple linguistic communities.
   - Illumination used to aid wayfinding for use throughout the day and night and to clarify information hierarchies.

3) Use a strong unifying palette of color, type, and form to define and distinguish the Depot District as a transportation hub.

Lettering styles follow historic character.

2. Central Shops District Signage Guidelines

PRINCIPLE: Signage in the Central Shops District shall be designed to reflect the historical character of this area while creating a lively, vibrant entertainment district.

Guidelines

1) Mount tenant signage as approved on a wall, within door openings, painted on glass, or consolidated onto freestanding structures/poles near main entries into buildings as part of a comprehensive signage program for each structure, as well as for the entire district.

2) Avoid drilling of holes into the original brick whenever possible for signs mounted on a historic structure. Mount signs on separate freestanding poles or frames that butt up against the wall of the structure. Alternatively, signs may be painted on brick, when the brick has been previously painted.

3) Design signs such that materials, illumination, and size complement the character of the historic resources, yet be of their own time.

4) Preserve existing painted wall signs from the historical period of significance and historical uses.

5) Encourage the creation of a vibrant environment with energetic public gathering and entertainment spaces through the scale and lighting of signage, including large scale, vibrant, and lighted signs, visible from Interstate 5 and other Districts.

6) Encourage an eclectic approach to illumination, as part of comprehensive building and district-wide lighting programs, while reflecting the character of each sign's locations, its sightlines, and individual tenants.

7) Provide district identity markers that are pedestrian-scaled and related by design, materials, and location with the character-defining features of the historic district.

8) Provide each historic structure with a bronze landmark sign identifying the year of construction and original use of the structure.

9) Wayfinding signage that informs as well as enlivens the pedestrian realm with clarity and consistency is vital.

10) Provide means for multi-tenant building's tenants to have an identity on an exterior wall or inside open plazas within the district. If the building is an historic structure, a separate monument sign outside the building entrance, as opposed to a sign on an exterior wall, may be required to meet the signage needs of the building.

11) Provide a banner program option for incorporation into the site's telephone poles, light posts, other structures, or new buildings' fascia.

Existing wall signage.

3. West End District Signage Guidelines

PRINCIPLE: Signage in the West End District shall be designed to reflect the vibrant character of this area, including the use of large-scale, creative and energetic signage visible from I-5 to help attract visitors to the Railyards.

Guidelines

1) Use materials, illumination, and size of signage to bridge the character of the architecture across the West End and Depot Districts.

2) Illumination should reflect the character of each sign's locations, its sightlines, and individual tenants. Large-scale signs with dynamic illumination and Interstate 5 visibility are appropriate in the West End District.

3) District identity markers should be scaled for use by both pedestrian and vehicular use and integrated into the sidewalk and/or building-mounted. A neon rooftop parapet may be appropriate for the scale and use patterns of the district.

4) A banner program may be incorporated into light posts or other structures on the site.

5) On-site directories may be part of freestanding internally illuminated kiosks or pylons, mounted to walls or integrated into site furniture.

6) On-site identification of amenities, such as restrooms, security, and elevators shall use a sign family consistent within the district and reflect the character of other West End District signage.

Tenant signage.

4. East End District Signage Guidelines

PRINCIPLE: The signage in the East End District shall be designed to reflect the neighborhood character and residential focus of this area, yet also allow for appropriate signage for either commercial uses or a sports facility, if developed, in the northeast corner of the district.

Guidelines

1) District identity markers should identify the edge of the District and contrast with the adjacent West End District.

2) Individual project identity will reinforce the quieter character of the residential portion of the East End district and may include street level monuments, building-mounted signs, entry signs, and gateway signs.

3) On-site directional signage should facilitate use by residents and office towers and have a character that reinforces the site architecture. Applications include parking entries, vehicular and pedestrian directional signs. External illumination should be used and materials with integral colors are strongly encouraged.

4) Signs, associated with multi-tenant buildings, should be complementary of each other. A consistent location for tenant identification is recommended.

5) External illumination of all tenant and building signage is required.

Tenant signage.

5. Riverfront District Signage Guidelines

PRINCIPLE: The signage in the Riverfront District shall be designed to reflect the waterfront character of this area.

Guidelines

1) District identity markers should identify the edge of the district and invite bike and pedestrian traffic along the Sacramento River to cross under Interstate 5 to and from the Railyards. Markers should also express the water-centered nature of the District.

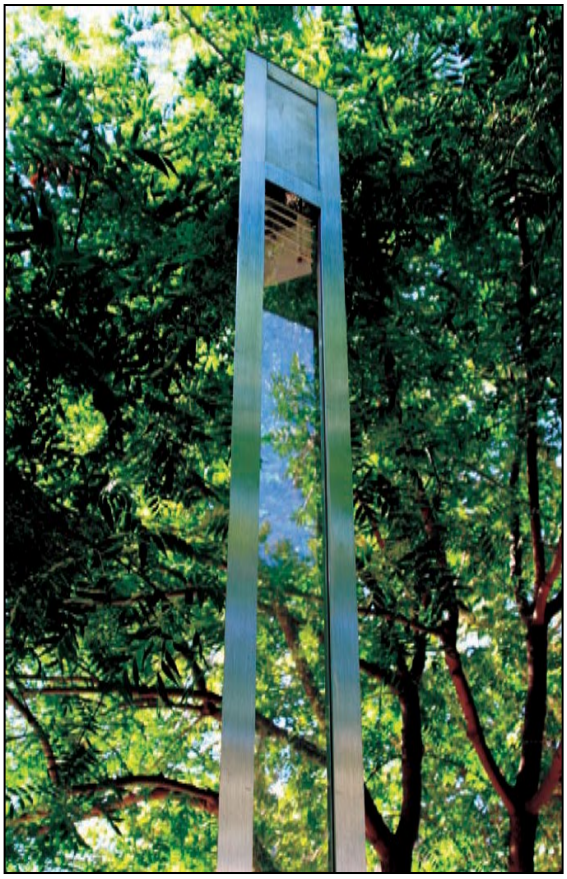
2) Unique and sculptural approaches to signage are strongly encouraged.

3) External illumination of all tenant signage is required.

4) Blade signs should read as the primary sign and emphasize pedestrian spaces at street or plaza level.

5) Specialty lighting is encouraged to reflect the connection between the Riverfront district and the whole of Sacramento's riverfront.

Tenant Signage.



Lighting integrated with landscape design.

C. PRIVATE REALM SIGNAGE GUIDELINES

This section governs signage for private development projects in the Railyards area. Project designers should also review the City's Sign Code and relevant District guidelines in this chapter for the district in which the project is located.

1. Private Realm Signage Design

PRINCIPLE: All signage provided as part of private development in the Railyards shall be designed to carefully integrate with the architecture, streetscape and District where it is located, and to enhance the perception of quality of the Railyards as a whole.

Guidelines

1) All signage shall comply with the City Sign Code, the following guidelines and standards, Caltrans regulations for signs adjacent to the freeway, and any other applicable restrictions, typically related to sign size, placement, materials, and construction methods.

2) Ensure clear legibility for universal accessibility that meets or exceeds ADA standards for signage, including type size, type style, contrast, messaging, and locations. Avoid hard to read and intricate type faces.

3) Wall- or pole-mounted signs and their support brackets shall maintain vertical clearance above the finished floor to prevent any physical contact with pedestrians.

4) Size guidelines reflect the scale of the district and respond to the distinct needs of vehicular and pedestrian circulation. Type, height, and total square foot guidelines will vary by district.

5) Compose signs of durable materials and be built, so as to be able to withstand local weather conditions and vandalism.

6) Use high-quality materials that reinforce the character of the district's architecture, landscape, and historic resources. Integrate all fascia signage into the architecture, such as mounted to architectural canopies or painted or mounted directly onto building surfaces without a backplate. Install signage on historic buildings in compliance with the Secretary of the Interior's Rehabilitation Standards and in a manner that minimizes impact on historic materials and if removed in the future, the essential form and integrity of the building is unimpaired.

7) Fonts with unique lettering styles that reflect the historic character of the Railyards are encouraged.

1) Design signs to respect architectural features, such as vertical piers and trim work, and placed in accordance with façade rhythm, scale, and proportion. Place signs on historic buildings to not obscure the character-defining features of those buildings.

2) Generally, provide a maximum of two to three colors for prominent sign parts and icons, with no more than two accent colors for letters and perimeter line work.

3) Provide illumination consistent with the district and the type of use / tenant, such as office, retail, restaurants, entertainment, or residential. Integrate signage and lighting design. Provide unobtrusive external lighting of signs that relates tithe character and the architecture of the building.

4) Locate and design the size of signs to preserve sight lines and enhance visual corridors, and to foster wayfinding and circulation. Blade signs along pedestrian corridors can foster circulation through and between districts.

5) Provide signage, visible from the freeway, as the primary identities for large anchor tenants adjacent to the freeway, the museum, the Central Shops District, the West End District, and the Sacramento Valley Station.

6) Signage will reinforce desired circulation patterns and encourage connectivity with the City of Sacramento by providing directional signage, maps, lighting elements, and other specialty graphics. Special corridors to be enhanced through signage include:

   - The routes between the Railyards, Downtown, and Old Sacramento to make the Railyards a seamless extension of the downtown.
   - The identity of the waterfront parks as an element of the wider regional Riverfront Master Plan of bike and walking trails.

7) Temporary residential or commercial signs, such as signs pertaining to new development projects, may be permitted. Such signs will be externally illuminated and must be approved before installation.

8) The types of signage listed below are prohibited.

- Illuminated acrylic sign boxes.
- Illuminated canopies or awnings with inferior quality materials.
- Signs with exposed conduit, junction boxes, transformers, visible lamps, tubing, or neon crossovers of any type.
- Pole signs and other signs with exposed structural supports not intended as a design element, except for code-required signs or signs in the Central Shops District.
- Signs attached, painted on, or otherwise affixed to trees or other vegetation.
- Balloons and inflatable signs.
- Signs which emit sound, odor, or visible matter.
- Fluorescent or reflective sign colors.
- Simulated materials, i.e. wood grained plastic laminate, wall covering, paper, cardboard or foam, or Sentra.
- Signs with acrylic face internally illuminated channel letters, with visible trim caps.
- Signs affixed to seismic bracing, across window openings.

Tenant signage.

Unobtrusive and attractive lighting.

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RESOLUTION NO. 2016-

Adopted by the Sacramento City Council

November 10, 2016

AMENDING THE CITY'S BIKEWAY MASTER PLAN TO INCORPORATE THE BIKEWAY NETWORK IN THE SACRAMENTO RAILYARDS SPECIFIC PLAN. (P15-040)

BACKGROUND

A. On October 22, 2015, March 24, 2016, May 12, 2106, June 30, 2016, August 11, 2016, September 8, 2016, September 22, 2106, and October 6, 2016, the City Planning and Design Commission participated in public hearings on the Sacramento Railyard project.

B. On November 18, 2015, May 18, 2016, and June 30, 2016, the City Preservation Commission participated in public hearings on the Sacramento Railyard project.

C. On September 21, 2016, the City Preservation Commission conducted a public hearing and forwarded to the City Planning and Design Commission a recommendation to approve amending the City Bicycle Master Plan as set forth in Exhibit A.

D. On October 11, 2016, the City/County Bicycle Advisory Committee held a public hearing and received and considered evidence, and forwarded to the City Council a recommendation to approve amending the City Bicycle Master Plan as set forth in Exhibit A.

E. On October 24, 2016, the City Planning and Design Commission conducted a public hearing on the Railyards Specific Plan and forwarded to the City Council recommendation to approve amending the City Bicycle Master Plan as set forth in Exhibit A.

F. On November 10, 2016, the City Council conducted a public hearing that was noticed in accordance with Sacramento City Code section 17.812.030 at which it received and considered evidence concerning the Sacramento Railyards project.

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

Section 1. Based on the verbal and documentary evidence received at the hearings on the Railyards Specific Plan, the City Council finds that amending the City Bikeway Master Plan to modify the bikeway network in the Railyards is consistent with the City's general plan goal to create and maintain a safe, comprehensive, and integrated bicycle system and a set of support

facilities throughout the city that encourage bicycling that is accessible to all.

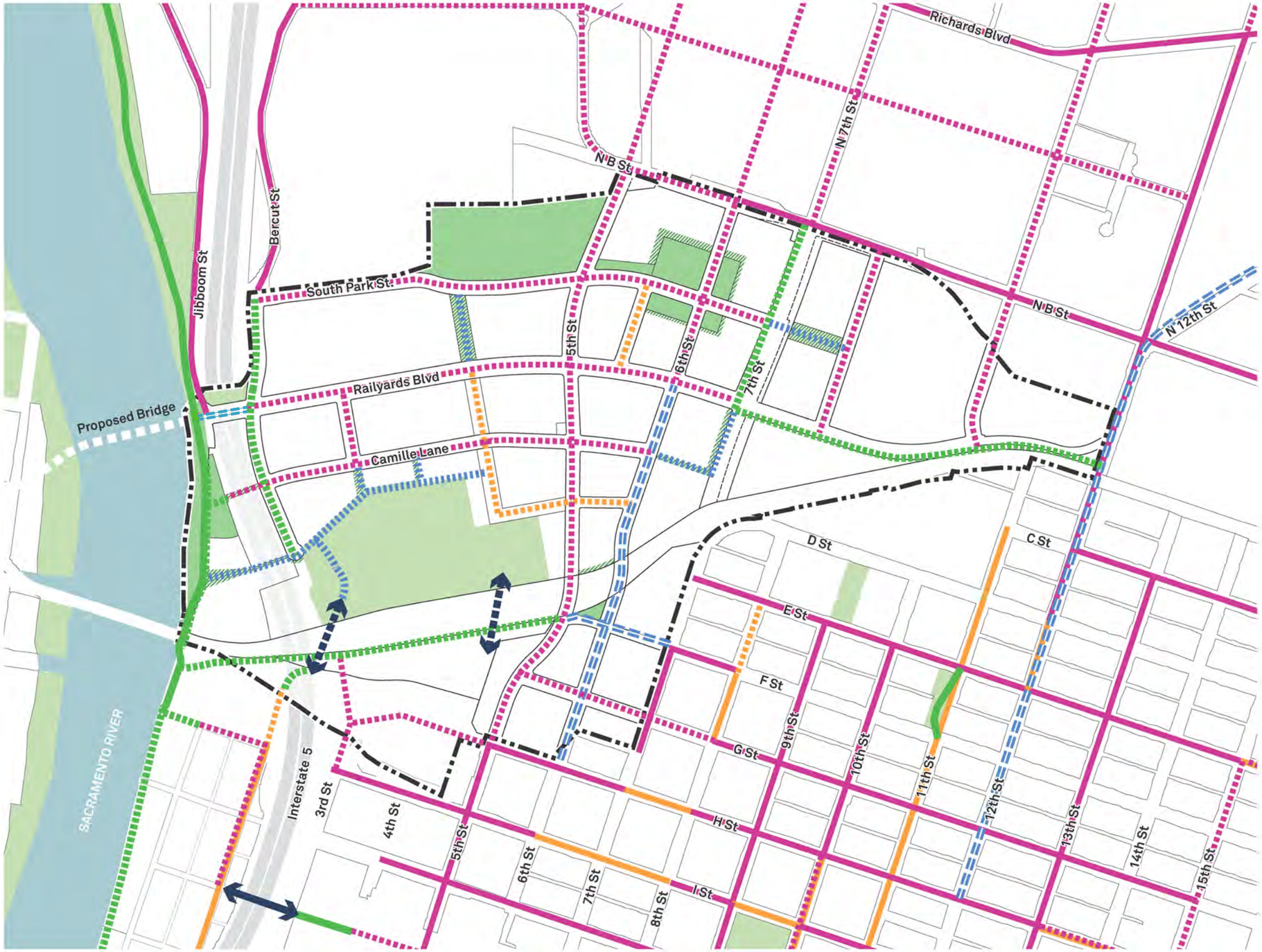
Section 2. City Council hereby amends the City's Bikeway Master Plan to modify the Railyards bikeway network as set forth in Exhibit A.

Section 3. Exhibit A is a part of this Resolution.

Table of Contents:

Exhibit A – Railyards Bikeway Plan

Bicycle Network



KEY

- Site Boundary
- Interstate
- Water
- Parks / Open Space
- Public Easements

Proposed Bicycle Network

- Class 1 - Trail
- Class 1 - Trail (Easement on Private Property)
- Class 2 - Lane
- Class 3 - Route
- Class 4 - Protected Lane
- Pedestrian Tunnel

Existing **Bicycle Network**

- Class 1 - Trail
- Class 2 - Lane
- Class 3 - Route
- Pedestrian Tunnel

Base Information Source:
Sacramento Grid 2.0 Preferred Bicycle Network

N

0 100 250 500 1,000 ft

AECOM

DRAWING TITLE
Bicycle Network

DATE
25 August 2016

SACRAMENTO RAILYARDS

ORDINANCE NO.

Adopted by the Sacramento City Council

November , 2016

AN ORDINANCE DELETING AND ADDING CHAPTER 17.440 TO, AND AMENDING SECTIONS 15.148.193, 17.108.220, 17.808.220, AND 17.812.060 OF, THE SACRAMENTO CITY CODE RELATING TO THE RAILYARDS SPECIAL PLANNING DISTRICT

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

SECTION 1.

Chapter 17.440 of the Sacramento City Code is deleted.

SECTION 2.

Chapter 17.440 is added to the Sacramento City Code to read as follows:

CHAPTER 17.440 RAILYARDS SPECIAL PLANNING DISTRICT

17.440.010 Purpose and intent.

A. The Railyards Special Planning District (SPD) establishes procedures to implement the policies, development standards, and design guidelines of the Railyards Specific Plan, which governs reuse of the Railyards site as a transit-oriented mixed-use district. The Railyards Specific Plan designates the land uses within the boundaries of the Railyards Specific Plan area and is the primary policy and regulatory document used to guide redevelopment of properties within the Railyards site.

B. The goals of the Railyards SPD are to:

1. Create, facilitate, and encourage the development of a dynamic 24-hour mixed-use urban environment that provides a range of complementary uses that will make the site a regional destination;

2. Create cohesive mixed-use neighborhoods that contain a variety of integrated housing types;
3. Protect the historic integrity of the site and ensure that new construction complements existing historic resources and creates a culturally-vibrant, urban community;
4. Provide connectivity between the districts within the Railyards SPD, utilizing pedestrian-friendly streetscapes;
5. Provide a mixture of transit-oriented uses that complement and support the Sacramento Intermodal Facility and 7th Street transit station;
6. Create a sustainable community that utilizes green building technology and renewable energy sources;
7. Connect and integrate development with vibrant open space along the Sacramento River; and
8. Facilitate infill redevelopment of the Railyards by allowing a broad mixture of uses and flexible development standards, including a range of residential and hotel densities and nonresidential building intensities within each district and land use designation.

17.440.020 Railyards SPD boundaries.

The Railyards SPD consists of approximately 244 acres of land within the Railyards Specific Plan area and is generally bounded by the Sacramento River to the west, North B Street to the north, the Alkali Flat neighborhood to the east, and the existing downtown area to the south. The map in Appendix A of this chapter sets forth the boundaries of the Railyards SPD.

17.440.030 Railyards special regulations.

Development within the Railyards SPD is subject to the special rules and regulations set forth in this chapter in addition to the other regulations of this title and code. The provisions of this chapter prevail over any conflicting provisions of this title and code.

17.440.040 Site plan and design review.

A. The purpose and scope of site plan and design review is to ensure that development is consistent with the goals, policies, objectives, and other provisions of the Railyards Specific Plan; the Railyards design guidelines; the subsequent environmental impact report and mitigation monitoring program;

any applicable development agreement; this title; and all other applicable plans, ordinances, and development regulations.

B. In addition to any other requirements for site plan and design review under chapter 17.808, each applicant for a site plan and design review permit under chapter 17.808 shall include with the application a remedial action certification form or other writing from the California Department of Toxic Substances Control (DTSC) demonstrating that:

1. Remediation of the soil in the lot to be developed has been completed as required by DTSC;

2. A DTSC-approved land use covenant has been recorded against the lot to be developed;

3. All soil placed on the lot to be developed meets the remedial goals established by DTSC for that lot and complies with the DTSC-approved land use covenant applicable to that lot; and

4. The lot may be developed as proposed in the application.

17.440.050 R-5 high-rise residential zone.

A. Allowed uses. Except as provided below, the uses allowed in the R-5 zone outside the Railyards SPD are allowed in the R-5 zone inside the Railyards SPD.

B. Conditional uses. Except as provided in this section, if this title requires the approval of a conditional use permit or other discretionary permit, or imposes other restrictions or requirements on the establishment of a particular use in the R-5 zone outside the Railyards SPD, approval of the same discretionary permit and compliance with the same restrictions or requirements are required for the use in the R-5 zone inside the Railyards SPD.

C. Prohibited uses. In addition to the uses prohibited in the R-5 zone outside the Railyards SPD, the following uses are prohibited in the R-5 zone inside the Railyards SPD:

1. Cemetery;

2. Check-cashing center;

3. Correctional facility;

4. Golf course; driving range;

5. Mobilehome park; and

6. Mortuary; crematory.

D. Development standards. The development standards applicable to development in the R-5 zone outside the Railyards SPD are applicable to development in the R-5 zone inside the Railyards SPD, except as follows:

1. Residential density. The minimum density is 61 dwelling units per net acre. The maximum density is 450 dwelling units per net acre.
2. Nonresidential uses. Nonresidential uses shall be located on the ground floor only.
3. Height. The maximum height is 250 feet, as shown in Appendix B of this chapter.
4. Street wall height. The maximum street wall height is 65 feet, except that all lots that front Railyards Boulevard west of 7th Street have a maximum street wall height of 85 feet.
5. Setbacks. A minimum of 75% of the building frontage shall be established along the build-to line. Public open space that is part of or adjacent to building frontage is not calculated in the minimum build-to-line percentage.
6. Lot coverage. There is no lot coverage requirement.
7. Lot size, width, and depth. There are no lot size, width, or depth requirements.

17.440.060 C-1 limited commercial zone.

A. Allowed uses. Except as provided below, the uses allowed in the C-1 zone outside the Railyards SPD are allowed in the C-1 zone inside the Railyards SPD.

B. Conditional uses. Except as provided in this section, if this title requires the approval of a conditional use permit or other discretionary permit, or imposes other restrictions or requirements on the establishment of a particular use in the C-1 zone outside the Railyards SPD, approval of the same discretionary permit and compliance with the same restrictions or requirements are required for the use in the C-1 zone inside the Railyards SPD.

C. Prohibited uses. In addition to the uses prohibited in the C-1 zone outside the Railyards SPD, the following uses are prohibited in the C-1 zone inside the Railyards SPD:

1. Bed and breakfast inn;
2. Cemetery;
3. Check-cashing center;
4. Correctional facility;
5. Dormitory;
6. Drive-in theater;

7. Laundromat, self-service;
8. Mobilehome park;
9. Office; and
10. Superstore.

D. Development standards. The development standards applicable to development in the C-1 zone outside the Railyards SPD are applicable to development in the C-1 zone inside the Railyards SPD, except as follows:
   1. Floor area ratio. The maximum FAR for a nonresidential or mixed-use building is 1.0 per parcel.
   2. Height. The maximum height in the C-1 zone is 35 feet, as shown in Appendix B of this chapter.

17.444.070 C-2 general commercial zone.

A. Allowed uses. Except as provided below, the uses permitted in the C-2 zone outside the Railyards SPD are allowed in the C-2 zone inside the Railyards SPD.

B. Conditional use. Except as provided in this section, if this title requires the approval of a conditional use permit or other discretionary permit, or imposes other restrictions or requirements on the establishment of a particular use in the C-2 zone outside the Railyards SPD, approval of the same discretionary permit and compliance with the same restrictions or requirements are required for the use in the C-2 zone inside the Railyards SPD.

C. Prohibited uses. In addition to the uses prohibited in the C-2 zone outside the Railyards SPD, the following uses are prohibited in the C-2 zone inside the Railyards SPD:
   1. Auto—service, repair;
   2. Drive-in theater;
   3. Drive-through restaurant;
   4. Equipment rental, sales yard;
   5. Gas station;
   6. Mini storage;
   7. Mobilehome – sales, storage;
   8. Towing service; vehicle storage yard; and
   9. Wholesale store and distributor.

D. Development standards. The development standards applicable to development in the C-2 zone outside the Railyards SPD are applicable to development in the C-2 zone inside the Railyards SPD, except as follows:

1. Residential density. The maximum density is 60 dwelling units per net acre.
2. Floor area ratio. The maximum FAR for nonresidential and mixed use development is 1.0 per parcel.
3. Height. The maximum height is 120 feet, as shown in Appendix B of this chapter.
4. Street wall height. The maximum street wall height is 65 feet.

17.440.080 C-3 central business district zone.

A. Allowed uses. Except as provided below, the uses permitted in the C-3 zone outside the Railyards SPD are allowed in the C-3 zone inside the Railyards SPD.

B. Conditional uses. Except as provided in this section, if this title requires the approval of a conditional use permit or other discretionary permit, or imposes other restrictions or requirements on the establishment of a particular use in the C-3 zone outside the Railyards SPD, approval of the same discretionary permit and compliance with the same restrictions or requirements are required for the use in the C-3 zone inside the Railyards SPD.

C. Prohibited uses. In addition to the uses prohibited in the C-3 zone outside the Railyards SPD, the following uses are prohibited in the C-3 zone inside the Railyards SPD:

1. Auto – service, repair;
2. Check-cashing center;
3. Correctional facility; and
4. Gas station.

D. Development standards. The development standards applicable to development in the C-3 zone outside the Railyards SPD are applicable to development in the C-3 zone inside the Railyards SPD, except as follows:

1. Residential density. The minimum and maximum density requirements for residential development are established in the general plan.
2. Floor area ratio. The minimum and maximum FAR requirements for nonresidential and mixed use development are established in the general plan.
3. Height. There are no maximum height limits, except as described below and as shown in Appendix B of this chapter.
    a. Depot District. The maximum height for buildings located on lot 46 that front 7th Street is 120 feet.

b. Central Shops District and Transition Zone.

i. The maximum height for buildings on lot 9a is 100 feet.

ii. The maximum height for buildings on lot 9b is 85 feet.

ii. Except for lot 18, the maximum height for new buildings on lots within the Central Shops Historic District is 24 feet.

iv. The maximum height for new buildings on lot 18 is 40 feet.

c. West End District. The maximum height for buildings on lots 15a, 15b, 15c, and 15d is 85 feet.

d. East End District. The maximum height for buildings on the south side of Railyards Boulevard east of 7th Street is 120 feet.

e. Riverfront District. The maximum height for buildings in the Riverfront District is 450 feet subject to a building design with stepped-down heights toward the Sacramento River approved as part of the site plan and design review under chapter 17.808.

4. Street wall height. The maximum street wall height is 65 feet, except that the maximum street wall height on lots that front Railyards Boulevard west of 7th Street is 85 feet.

5. Setbacks. Except as specified below, a minimum of 75% of the building frontage shall be established along the build-to line and up to 100% of the building frontage may be established along the build-to line. Public open space that is part of or adjacent to building frontage is not calculated in the minimum build-to-line percentage.

a. Central Shops Historic District. Street walls and building frontages on lot 9b shall be set back a minimum of 30 feet from any historic structure located on lot 26, as shown in exhibit C of section 17.440.130.

b. Riverfront District. Buildings and structures shall be set back a minimum of 80 feet from the property line adjacent to the waterfront.

17.440.090 H hospital zone.

A. Allowed uses. Except as provided below, the uses allowed in the H zone outside the Railyards SPD are allowed in the H zone inside the Railyards SPD. The following additional uses are allowed in the H zone inside the Railyards SPD:

1. Major medical facility. A major medical facility and the ancillary uses identified in subsection A.1.a., below, are allowed in the H zone, subject to the following development and operational standards:

a. The major medical facility and ancillary uses may not exceed:

i. 658,000 square feet of hospital (420 in-patient bed maximum);

ii. 510,000 square feet of medical clinic or office building;

iii. 60,000 square feet of central utilities building;

iv. 3,000 total parking stalls in no more than two parking structures, provided that neither parking structure may contain more than 1,500 stalls; and

v. 200 permanent surface parking stalls.

b. The owner or operator of the major medical facility shall:

i. Post in a conspicuous location a sign that includes the name and 24-hour phone number of the person to contact in the event of an emergency involving the facility;

ii. Provide and operate a video surveillance system;

iii. Maintain onsite security during business hours and cooperate with the police department on security enforcement matters;

iv. Take reasonable measures to control the conduct of patients and other invitees;

v. Provide evidence satisfactory to the city manager's designee that the owner or operator has adopted and implemented a patient discharge and aftercare policy for the major medical facility that complies with applicable federal and state laws and regulations; and

vi. Leave unlocked during business hours any perimeter fence that fully-encloses the major medical facility, except that a fence that fully-encloses the central utilities building may be locked at any time.

c. Any material modification of the conditions described in subsection A.1.b. requires a conditional use permit.

d. All improvements related to the major medical facility and the ancillary uses are subject to commission-level site plan and design review under chapter 17.808.

2. Nonresidential care facility. A nonresidential care facility is allowed if the owner or operator:

a. Posts in a conspicuous location a sign that includes the name and 24-hour phone number of the person to contact in the event of an emergency involving the facility; and

b. Provides and operates a video surveillance system.

3. Produce stand;
4. Outdoor market;
5. Athletic club; fitness studio;
6. Commercial service;
7. Restaurant;
8. Retail store not exceeding 6,400 square feet; and
9. Residential care facility located on lots that front 5th Street. A residential care facility is allowed on a lot that fronts 5th Street if the owner or operator of the residential care facility:

   a. Provides in a conspicuous location a sign that includes the name and 24-hour phone number of the person to contact in the event of an emergency involving the facility; and

   b. Provides and operates a video surveillance system.

B. Conditional uses.

1. Except as provided in subsection B.2., if this title requires the approval of a conditional use permit or other discretionary permit, or imposes other restrictions or requirements on the establishment of a particular use in the H zone outside of the Railyards SPD, approval of the same discretionary permit and compliance with the same restrictions or requirements are required for the use in the H zone inside the Railyards SPD.
2. The following additional uses require approval of a conditional use permit in the H zone inside the Railyards SPD:

   a. Major medical facility and ancillary uses that exceed the development standards in subsection A.1.a.;

   b. Hotel; motel;

   c. Dwelling, multi-unit;

   d. School, vocational;

   e. Retail store exceeding 6,400 square feet; and

   f. Residential care facilities on lots that do not front 5th Street.

C. Development standards. The development standards applicable to development in the H zone outside the Railyards SPD are applicable to development in the H zone inside the Railyards SPD, except as follows:

1. Residential density. The maximum density is 450 dwelling units per net acre.
2. Floor area ratio. The minimum and maximum FAR requirements for nonresidential and mixed use development are established in the general plan.
3. Height. There is no maximum height limit.
4. Street wall height. The maximum street wall height in the H zone is:
    a. 85 feet along Railyards Boulevard.
    b. 125 feet along Bercut Drive.
    c. 125 feet along South Park Street from Bercut Drive to Hopkins Walk.
    d. 65 feet along 5th Street.
    e. 65 feet along South Park Street from Hopkins Walk to 5th Street.
5. Setbacks. One hundred percent of the building frontage is allowed along the build-to line.
6. Entrances. All vehicular ingress from, and egress to, Railyards Boulevard must be at signalized intersections.
7. Parking. A maximum of three parking stalls per in-patient hospital bed and three and one-half parking stalls per 1,000 square feet of medical clinic or office building is allowed.

17.440.100 TC transportation corridor zone and M-2 heavy industrial zone.

The TC-SPD zone and the M-2-SPD zone correspond to the transportation use designation in the Railyards Specific Plan. These zones are intended to regulate land uses around, within, above, and below public transportation corridors to ensure the development is consistent with the Railyards Specific Plan. This zone allows for dense transit-oriented development, including retail, office, hotel, and residential uses typical of the Central Business District.

A. Allowed uses. Except as provided below, the uses allowed in the TC zone and M-2 zone outside the Railyards SPD are allowed in the TC zone and M-2 zone inside the Railyards SPD. The following additional uses are allowed in the TC zone and M-2 zone inside the Railyards SPD:
    1. Auto rental;
    2. Cinema;
    3. Commercial service;
    4. Dwelling, multi-unit;

5. Hotel, motel;
6. Office;
7. Restaurant; and
8. Retail.

B. Conditional uses. Except as provided in this section, if this title requires the approval of a conditional use permit or other discretionary permit, or imposes other restrictions or requirements on the establishment of a particular use in the TC zone or M-2 zone outside the Railyards SPD, approval of the same discretionary permit and compliance with the same restrictions or requirements are required for the use in the TC zone and M-2 zone inside the Railyards SPD.

C. Development standards. The provisions of this title relating to height, yard, lot coverage/building size, and lot area per dwelling unit requirements for the C-3 zone apply in the TC zone and M-2 zone inside the Railyards SPD.

17.440.110. Parks and recreational facilities.

A. The city, in its sole discretion, may deem land under the Interstate 5 freeway within the Railyards SPD as satisfying the requirements of a buildable acre as defined in section 16.64.030.B.2.

B. If the property to be subdivided within the Railyards SPD is subject to a valid and enforceable development agreement, the city, in its sole discretion, may reduce the obligation to dedicate land under chapter 16.64 to two and one-half acres per 1000 residents, calculated by the formula in section 16.64.030.

17.440.120 Development permitting process.

A. Design review. The Railyards SPD is included in the Railyards design review district. Design review is required for all development in the Railyards SPD that is not subject to review under subsection B. Design review is conducted under the site plan and design review process in chapter 17.808.

B. Preservation review. All development within the Central Shops Historic District and Water Tower lot 4e is subject to preservation review conducted as site plan and design review under chapter 17.808. In addition, the preservation director shall review the following and forward recommendations for conditions and design modifications to the urban design manager:

1. Projects within the Central Shops transition zone (generally bounded by Camille Lane, 5th Street, the relocated rail easement, and Interstate 5 and as shown in Appendix C of this chapter); and
2. Buildings on Lot 4d that front Water Tower Lot 4e.

C. Application --Submittal. The applicant shall submit an application and plans in conformance with chapter 17.800. Each application must include a report demonstrating that the proposed development is fully compliant with the Railyards Specific Plan subsequent environmental impact report and mitigation monitoring program.

17.440.130 Parking on unimproved or vacant parcel.

Notwithstanding the provisions of chapter 10.44, it is not unlawful to park a vehicle on an unimproved or vacant parcel within the Railyards SPD if the parcel is subject to a valid and enforceable development agreement that addresses parking on the unimproved or vacant parcel.

SECTION 3.

Section 15.148.193 of the Sacramento City Code is amended to read as follows:

15.148.193 Railyards SPD.

Signs within the Railyards SPD must comply with all provisions of this chapter.

~~The following sign regulations shall apply in the railyards SPD.~~

~~A. General Requirements.~~

~~1. A sign program shall be submitted with each individual project application for a planning director urban development permit. The sign program shall address:~~

~~a. Proposed location of signage;~~

~~b. Dimensions of signage area;~~

~~c. Materials and design guidelines for sign support, structure, and illumination method.~~

~~B. Design Requirements.~~

~~1. Sign design shall conform to the railyards design guidelines.~~

~~2. The location of signs shall be only as shown on the plans approved by the planning director.~~

~~3. All electrical signs shall bear the UL label and their installation must comply with all local building and electrical codes.~~

~~4. Installation of all signage shall be in accordance with the drawings approved by the planning director. When deciding whether to approve the drawings, the director: (a) shall consider all of the factors relating to the proposed signage and, based on the evidence~~

~~submitted, make the findings set forth in subsections (E)(1) through (E)(8) of Section 15.148.1110 that apply to the signage; and (b) shall not consider the content or graphic design of messages other than to determine legality under federal or state law.~~

~~C. Types of Signage.~~

~~1. Flat mounted wall signs;~~

~~2. Individual-letter signs (e.g., channel letters or flat cut-out letters);~~

~~3. Wall plaques;~~

~~4. Objects;~~

~~5. Window/awning signage;~~

~~6. Projecting signs.~~

~~D. Type of Materials. Signage material must be weather-proof.~~

~~E. Location and Size.~~

~~1. Attached Signs.~~

~~a. Maximum number of flat/projecting signs: two per occupant, or one per building face plus one for each occupancy;~~

~~b. Maximum area of flat sign: fifteen (15) square feet per one thousand (1,000) square feet of gross leasable area for the first three thousand (3,000) square feet, with an additional allowance of ten (10) square feet per one thousand (1,000) square feet of gross leasable area thereafter, not to exceed a total of one hundred (100) square feet;~~

~~c. Maximum height of flat sign: three feet.~~

~~2. Projecting Sign (No More Than One Per Occupant).~~

~~a. Maximum area one side: twenty (20) square feet;~~

~~b. Maximum height of sign: ten (10) feet;~~

~~c. Maximum distance from building face to outer edge of sign: four feet;~~

~~d. Minimum height from sidewalk to bottom of sign: eight feet.~~

~~3. Suspended Signs.~~

~~a. Maximum number of suspended signs: one per occupant;~~

~~b. Maximum area each face: nine square feet;~~

~~c. Maximum height: one foot, six inches;~~

~~d. Minimum height from sidewalk to bottom of sign: eight feet.~~

4. Awning/Canopy Signage. Signage on any awning or canopy may not exceed twenty-five (25) percent of surface area and must comply with all other applicable provisions of this article. The maximum height of the signage is twelve (12) inches.

5. Banners.

a. Total maximum area per banner: forty (40) square feet;

b. Maximum number of banners: one for each building face;

c. Banners in Alleys. A banner which projects above a public alley shall be located not less than ten (10) feet above the alley grade, projecting pole mount must be no less than fourteen (14) feet above alley grade, and banner shall not project more than two feet from the building face.

6. Special Signage. Notwithstanding Section 15.148.640, the following special signs are allowed if authorized by a zoning administrator's conditional use permit issued in accordance with Article XIV of this chapter: signs with exposed neon tubing, signs with flashing lights, signs with traveling lights on theater marquees or nightclubs, and functionally similar signs (excluding signs with digital-display technology).

7. Office Towers—Attached Signs. Signage on office buildings above the street-wall or building base is allowed subject to the following provisions:

a. Design. The signage must be integral in design to the architectural style of the building.

b. Number. No more than one sign per building face.

c. Materials, Construction and Design. Signs may be constructed of solid metal, marble, granite, ceramic tile or other comparable materials. Examples of acceptable metal materials are chrome, brass, stainless steel or fabricated and painted sheet metal. Plastic or wood signs are specifically prohibited.

d. Illumination. Signs may be unilluminated or internally illuminated to create a halo back-lighted effect. Internally illuminated signs shall be lighted with neon tubing or light-emitting diodes (LEDs). Lighting shall not produce a glare on other properties in the vicinity, and the source of light shall not be visible from adjacent property or a public street. Internally lit plastic signs are prohibited.

e. Location. Signs must be attached to and parallel to a building face. A sign may not project above the wall on which it is located. A sign may be located in the "upper signage area." "Upper signage area" shall be defined as the area bounded by: (i) the top of the windows of the tallest floor of the building; (ii) the building parapet line; and (iii) the two vertical edges of the building face on which the sign is attached. A sign may be located outside the "upper signage area" if in a sign zone approved as part of the building design approval, or in a location approved by the planning director. When deciding whether to approve a location, the director: (i) shall consider all of the factors relating to the proposed sign and, based on the evidence submitted, make the findings set forth in subsections (E)(1) through (E)(8) of Section 15.148.1110 that apply to the sign; and (ii) shall not consider the content or graphic design of messages other than to determine legality under federal or state law.

~~f. Maximum Sign Area. A sign located in the "upper signage area" shall not exceed ten (10) percent of that area. The length of sign shall not exceed twenty-five (25) percent of the length of linear building face on which the sign is affixed. The planning director shall determine the maximum size of the following types of signs:~~

~~i. Signs located other than as specified above;~~

~~ii. Signs located on buildings with a unique or unusual architectural design.~~

~~g. If not specifically approved as part of the design approval for the building, the following types of signs shall require a zoning administrator's conditional use permit in accordance with Article XIV of this chapter:~~

~~i. Signs not located in the "upper signage area," as defined in subsection (E)(7)(c) of this section.~~

~~ii. Signs which use construction materials other than marble, granite, ceramic tile or individual solid metal letters pursuant to subsection (E)(7)(c) of this section.~~

SECTION 4.

A. Section 17.108.220 of the Sacramento City Code is amended by deleting the definition of "Urban development permit."

B. Except as amended by subsection A above, all provisions of section 17.108.220 remain unchanged and in full effect.

SECTION 5.

Section 17.808.220 of the Sacramento City Code is amended to read as follows:

~~**17.808.220 Urban development permit, planning director conditional use permit, and planning director variance in the Sacramento Railyards special planning district.**~~

~~Urban development permits, planning director conditional use permits, and planning director variances for development in the Sacramento Railyards special planning district are governed exclusively by chapter 17.440.~~

17.808.220 Reserved.

SECTION 6.

A. Subsection B of section 17.812.060 of the Sacramento City Code is amended to read as follows:

B. Appeal of director-level decisions. Any person dissatisfied with any director-level decision that is subject to appeal under this title may appeal the decision within ten days after the decision is final. ~~Except as provided in chapter 17.440 for the Sacramento Railyards special planning district, t~~The appeal is heard at the commission-level. The appeal must be filed with the planning director using the form provided by the city.

B. Except as amended by subsection A above, all provisions of section 17.812.060 remain unchanged and in full effect.

ORDINANCE NO.

Adopted by the Sacramento City Council

November , 2016

AN ORDINANCE DELETING AND ADDING CHAPTER 17.440 TO, AND AMENDING SECTIONS 15.148.193, 17.108.220, 17.808.220, AND 17.812.060 OF, THE SACRAMENTO CITY CODE RELATING TO THE RAILYARDS SPECIAL PLANNING DISTRICT

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

SECTION 1.

Chapter 17.440 of the Sacramento City Code is deleted.

SECTION 2.

Chapter 17.440 is added to the Sacramento City Code to read as follows:

CHAPTER 17.440 RAILYARDS SPECIAL PLANNING DISTRICT

17.440.010 Purpose and intent.

A. The Railyards Special Planning District (SPD) establishes procedures to implement the policies, development standards, and design guidelines of the Railyards Specific Plan, which governs reuse of the Railyards site as a transit-oriented mixed-use district. The Railyards Specific Plan designates the land uses within the boundaries of the Railyards Specific Plan area and is the primary policy and regulatory document used to guide redevelopment of properties within the Railyards site.

B. The goals of the Railyards SPD are to:

1. Create, facilitate, and encourage the development of a dynamic 24-hour mixed-use urban environment that provides a range of complementary uses that will make the site a regional destination;

2. Create cohesive mixed-use neighborhoods that contain a variety of integrated housing types;
3. Protect the historic integrity of the site and ensure that new construction complements existing historic resources and creates a culturally-vibrant, urban community;
4. Provide connectivity between the districts within the Railyards SPD, utilizing pedestrian-friendly streetscapes;
5. Provide a mixture of transit-oriented uses that complement and support the Sacramento Intermodal Facility and 7th Street transit station;
6. Create a sustainable community that utilizes green building technology and renewable energy sources;
7. Connect and integrate development with vibrant open space along the Sacramento River; and
8. Facilitate infill redevelopment of the Railyards by allowing a broad mixture of uses and flexible development standards, including a range of residential and hotel densities and nonresidential building intensities within each district and land use designation.

17.440.020 Railyards SPD boundaries.

The Railyards SPD consists of approximately 244 acres of land within the Railyards Specific Plan area and is generally bounded by the Sacramento River to the west, North B Street to the north, the Alkali Flat neighborhood to the east, and the existing downtown area to the south. The map in Appendix A of this chapter sets forth the boundaries of the Railyards SPD.

17.440.030 Railyards special regulations.

Development within the Railyards SPD is subject to the special rules and regulations set forth in this chapter in addition to the other regulations of this title and code. The provisions of this chapter prevail over any conflicting provisions of this title and code.

17.440.040 Site plan and design review.

A. The purpose and scope of site plan and design review is to ensure that development is consistent with the goals, policies, objectives, and other provisions of the Railyards Specific Plan; the Railyards design guidelines; the subsequent environmental impact report and mitigation monitoring program;

any applicable development agreement; this title; and all other applicable plans, ordinances, and development regulations.

B. In addition to any other requirements for site plan and design review under chapter 17.808, each applicant for a site plan and design review permit under chapter 17.808 shall include with the application a remedial action certification form or other writing from the California Department of Toxic Substances Control (DTSC) demonstrating that:

1. Remediation of the soil in the lot to be developed has been completed as required by DTSC;

2. A DTSC-approved land use covenant has been recorded against the lot to be developed;

3. All soil placed on the lot to be developed meets the remedial goals established by DTSC for that lot and complies with the DTSC-approved land use covenant applicable to that lot; and

4. The lot may be developed as proposed in the application.

17.440.050 R-5 high-rise residential zone.

A. Allowed uses. Except as provided below, the uses allowed in the R-5 zone outside the Railyards SPD are allowed in the R-5 zone inside the Railyards SPD.

B. Conditional uses. Except as provided in this section, if this title requires the approval of a conditional use permit or other discretionary permit, or imposes other restrictions or requirements on the establishment of a particular use in the R-5 zone outside the Railyards SPD, approval of the same discretionary permit and compliance with the same restrictions or requirements are required for the use in the R-5 zone inside the Railyards SPD.

C. Prohibited uses. In addition to the uses prohibited in the R-5 zone outside the Railyards SPD, the following uses are prohibited in the R-5 zone inside the Railyards SPD:

1. Cemetery;

2. Check-cashing center;

3. Correctional facility;

4. Golf course; driving range;

5. Mobilehome park; and

6. Mortuary; crematory.

D. Development standards. The development standards applicable to development in the R-5 zone outside the Railyards SPD are applicable to development in the R-5 zone inside the Railyards SPD, except as follows:

1. Residential density. The minimum density is 61 dwelling units per net acre. The maximum density is 450 dwelling units per net acre.
2. Nonresidential uses. Nonresidential uses shall be located on the ground floor only.
3. Height. The maximum height is 250 feet, as shown in Appendix B of this chapter.
4. Street wall height. The maximum street wall height is 65 feet, except that all lots that front Railyards Boulevard west of 7th Street have a maximum street wall height of 85 feet.
5. Setbacks. A minimum of 75% of the building frontage shall be established along the build-to line. Public open space that is part of or adjacent to building frontage is not calculated in the minimum build-to-line percentage.
6. Lot coverage. There is no lot coverage requirement.
7. Lot size, width, and depth. There are no lot size, width, or depth requirements.

17.440.060 C-1 limited commercial zone.

A. Allowed uses. Except as provided below, the uses allowed in the C-1 zone outside the Railyards SPD are allowed in the C-1 zone inside the Railyards SPD.

B. Conditional uses. Except as provided in this section, if this title requires the approval of a conditional use permit or other discretionary permit, or imposes other restrictions or requirements on the establishment of a particular use in the C-1 zone outside the Railyards SPD, approval of the same discretionary permit and compliance with the same restrictions or requirements are required for the use in the C-1 zone inside the Railyards SPD.

C. Prohibited uses. In addition to the uses prohibited in the C-1 zone outside the Railyards SPD, the following uses are prohibited in the C-1 zone inside the Railyards SPD:

1. Bed and breakfast inn;
2. Cemetery;
3. Check-cashing center;
4. Correctional facility;
5. Dormitory;
6. Drive-in theater;

7. Laundromat, self-service;
8. Mobilehome park;
9. Office; and
10. Superstore.

D. Development standards. The development standards applicable to development in the C-1 zone outside the Railyards SPD are applicable to development in the C-1 zone inside the Railyards SPD, except as follows:
   1. Floor area ratio. The maximum FAR for a nonresidential or mixed-use building is 1.0 per parcel.
   2. Height. The maximum height in the C-1 zone is 35 feet, as shown in Appendix B of this chapter.

17.444.070 C-2 general commercial zone.

A. Allowed uses. Except as provided below, the uses permitted in the C-2 zone outside the Railyards SPD are allowed in the C-2 zone inside the Railyards SPD.
B. Conditional use. Except as provided in this section, if this title requires the approval of a conditional use permit or other discretionary permit, or imposes other restrictions or requirements on the establishment of a particular use in the C-2 zone outside the Railyards SPD, approval of the same discretionary permit and compliance with the same restrictions or requirements are required for the use in the C-2 zone inside the Railyards SPD.
C. Prohibited uses. In addition to the uses prohibited in the C-2 zone outside the Railyards SPD, the following uses are prohibited in the C-2 zone inside the Railyards SPD:
   1. Auto—service, repair;
   2. Drive-in theater;
   3. Drive-through restaurant;
   4. Equipment rental, sales yard;
   5. Gas station;
   6. Mini storage;
   7. Mobilehome – sales, storage;
   8. Towing service; vehicle storage yard; and
   9. Wholesale store and distributor.
D. Development standards. The development standards applicable to development in the C-2 zone outside the Railyards SPD are applicable to development in the C-2 zone inside the Railyards SPD, except as follows:

1. Residential density. The maximum density is 60 dwelling units per net acre.
2. Floor area ratio. The maximum FAR for nonresidential and mixed use development is 1.0 per parcel.
3. Height. The maximum height is 120 feet, as shown in Appendix B of this chapter.
4. Street wall height. The maximum street wall height is 65 feet.

17.440.080 C-3 central business district zone.

A. Allowed uses. Except as provided below, the uses permitted in the C-3 zone outside the Railyards SPD are allowed in the C-3 zone inside the Railyards SPD.

B. Conditional uses. Except as provided in this section, if this title requires the approval of a conditional use permit or other discretionary permit, or imposes other restrictions or requirements on the establishment of a particular use in the C-3 zone outside the Railyards SPD, approval of the same discretionary permit and compliance with the same restrictions or requirements are required for the use in the C-3 zone inside the Railyards SPD.

C. Prohibited uses. In addition to the uses prohibited in the C-3 zone outside the Railyards SPD, the following uses are prohibited in the C-3 zone inside the Railyards SPD:

1. Auto – service, repair;
2. Check-cashing center;
3. Correctional facility; and
4. Gas station.

D. Development standards. The development standards applicable to development in the C-3 zone outside the Railyards SPD are applicable to development in the C-3 zone inside the Railyards SPD, except as follows:

1. Residential density. The minimum and maximum density requirements for residential development are established in the general plan.
2. Floor area ratio. The minimum and maximum FAR requirements for nonresidential and mixed use development are established in the general plan.
3. Height. There are no maximum height limits, except as described below and as shown in Appendix B of this chapter.
    a. Depot District. The maximum height for buildings located on lot 46 that front 7th Street is 120 feet.

b. Central Shops District and Transition Zone.

i. The maximum height for buildings on lot 9a is 100 feet.

ii. The maximum height for buildings on lot 9b is 85 feet.

ii. Except for lot 18, the maximum height for new buildings on lots within the Central Shops Historic District is 24 feet.

iv. The maximum height for new buildings on lot 18 is 40 feet.

c. West End District. The maximum height for buildings on lots 15a, 15b, 15c, and 15d is 85 feet.

d. East End District. The maximum height for buildings on the south side of Railyards Boulevard east of 7th Street is 120 feet.

e. Riverfront District. The maximum height for buildings in the Riverfront District is 450 feet subject to a building design with stepped-down heights toward the Sacramento River approved as part of the site plan and design review under chapter 17.808.

4. Street wall height. The maximum street wall height is 65 feet, except that the maximum street wall height on lots that front Railyards Boulevard west of 7th Street is 85 feet.

5. Setbacks. Except as specified below, a minimum of 75% of the building frontage shall be established along the build-to line and up to 100% of the building frontage may be established along the build-to line. Public open space that is part of or adjacent to building frontage is not calculated in the minimum build-to-line percentage.

a. Central Shops Historic District. Street walls and building frontages on lot 9b shall be set back a minimum of 30 feet from any historic structure located on lot 26, as shown in exhibit C of section 17.440.130.

b. Riverfront District. Buildings and structures shall be set back a minimum of 80 feet from the property line adjacent to the waterfront.

17.440.090 H hospital zone.

A. Allowed uses. Except as provided below, the uses allowed in the H zone outside the Railyards SPD are allowed in the H zone inside the Railyards SPD. The following additional uses are allowed in the H zone inside the Railyards SPD:

1. Major medical facility. A major medical facility and the ancillary uses identified in subsection A.1.a., below, are allowed in the H zone, subject to the following development and operational standards:

a. The major medical facility and ancillary uses may not exceed:

i. 658,000 square feet of hospital (420 in-patient bed maximum);

ii. 510,000 square feet of medical clinic or office building;

iii. 60,000 square feet of central utilities building;

iv. 3,000 total parking stalls in no more than two parking structures, provided that neither parking structure may contain more than 1,500 stalls; and

v. 200 permanent surface parking stalls.

b. The owner or operator of the major medical facility shall:

i. Post in a conspicuous location a sign that includes the name and 24-hour phone number of the person to contact in the event of an emergency involving the facility;

ii. Provide and operate a video surveillance system;

iii. Maintain onsite security during business hours and cooperate with the police department on security enforcement matters;

iv. Take reasonable measures to control the conduct of patients and other invitees;

v. Provide evidence satisfactory to the city manager's designee that the owner or operator has adopted and implemented a patient discharge and aftercare policy for the major medical facility that complies with applicable federal and state laws and regulations; and

vi. Leave unlocked during business hours any perimeter fence that fully-encloses the major medical facility, except that a fence that fully-encloses the central utilities building may be locked at any time.

c. Any material modification of the conditions described in subsection A.1.b. requires a conditional use permit.

d. All improvements related to the major medical facility and the ancillary uses are subject to commission-level site plan and design review under chapter 17.808.

2. Nonresidential care facility. A nonresidential care facility is allowed if the owner or operator:

a. Posts in a conspicuous location a sign that includes the name and 24-hour phone number of the person to contact in the event of an emergency involving the facility; and

b. Provides and operates a video surveillance system.

3. Produce stand;
4. Outdoor market;
5. Athletic club; fitness studio;
6. Commercial service;
7. Restaurant;
8. Retail store not exceeding 6,400 square feet; and
9. Residential care facility located on lots that front 5th Street. A residential care facility is allowed on a lot that fronts 5th Street if the owner or operator of the residential care facility:

   a. Provides in a conspicuous location a sign that includes the name and 24-hour phone number of the person to contact in the event of an emergency involving the facility; and

   b. Provides and operates a video surveillance system.

B. Conditional uses.

1. Except as provided in subsection B.2., if this title requires the approval of a conditional use permit or other discretionary permit, or imposes other restrictions or requirements on the establishment of a particular use in the H zone outside of the Railyards SPD, approval of the same discretionary permit and compliance with the same restrictions or requirements are required for the use in the H zone inside the Railyards SPD.
2. The following additional uses require approval of a conditional use permit in the H zone inside the Railyards SPD:

   a. Major medical facility and ancillary uses that exceed the development standards in subsection A.1.a.;

   b. Hotel; motel;

   c. Dwelling, multi-unit;

   d. School, vocational;

   e. Retail store exceeding 6,400 square feet; and

   f. Residential care facilities on lots that do not front 5th Street.

C. Development standards. The development standards applicable to development in the H zone outside the Railyards SPD are applicable to development in the H zone inside the Railyards SPD, except as follows:

1. Residential density. The maximum density is 450 dwelling units per net acre.
2. Floor area ratio. The minimum and maximum FAR requirements for nonresidential and mixed use development are established in the general plan.
3. Height. There is no maximum height limit.
4. Street wall height. The maximum street wall height in the H zone is:
    a. 85 feet along Railyards Boulevard.
    b. 125 feet along Bercut Drive.
    c. 125 feet along South Park Street from Bercut Drive to Hopkins Walk.
    d. 65 feet along 5th Street.
    e. 65 feet along South Park Street from Hopkins Walk to 5th Street.
5. Setbacks. One hundred percent of the building frontage is allowed along the build-to line.
6. Entrances. All vehicular ingress from, and egress to, Railyards Boulevard must be at signalized intersections.
7. Parking. A maximum of three parking stalls per in-patient hospital bed and three and one-half parking stalls per 1,000 square feet of medical clinic or office building is allowed.

17.440.100 TC transportation corridor zone and M-2 heavy industrial zone.

The TC-SPD zone and the M-2-SPD zone correspond to the transportation use designation in the Railyards Specific Plan. These zones are intended to regulate land uses around, within, above, and below public transportation corridors to ensure the development is consistent with the Railyards Specific Plan. This zone allows for dense transit-oriented development, including retail, office, hotel, and residential uses typical of the Central Business District.

A. Allowed uses. Except as provided below, the uses allowed in the TC zone and M-2 zone outside the Railyards SPD are allowed in the TC zone and M-2 zone inside the Railyards SPD. The following additional uses are allowed in the TC zone and M-2 zone inside the Railyards SPD:
    1. Auto rental;
    2. Cinema;
    3. Commercial service;
    4. Dwelling, multi-unit;

5. Hotel, motel;
6. Office;
7. Restaurant; and
8. Retail.

B. Conditional uses. Except as provided in this section, if this title requires the approval of a conditional use permit or other discretionary permit, or imposes other restrictions or requirements on the establishment of a particular use in the TC zone or M-2 zone outside the Railyards SPD, approval of the same discretionary permit and compliance with the same restrictions or requirements are required for the use in the TC zone and M-2 zone inside the Railyards SPD.

C. Development standards. The provisions of this title relating to height, yard, lot coverage/building size, and lot area per dwelling unit requirements for the C-3 zone apply in the TC zone and M-2 zone inside the Railyards SPD.

17.440.110. Parks and recreational facilities.

A. The city, in its sole discretion, may deem land under the Interstate 5 freeway within the Railyards SPD as satisfying the requirements of a buildable acre as defined in section 16.64.030.B.2.

B. If the property to be subdivided within the Railyards SPD is subject to a valid and enforceable development agreement, the city, in its sole discretion, may reduce the obligation to dedicate land under chapter 16.64 to two and one-half acres per 1000 residents, calculated by the formula in section 16.64.030.

17.440.120 Development permitting process.

A. Design review. The Railyards SPD is included in the Railyards design review district. Design review is required for all development in the Railyards SPD that is not subject to review under subsection B. Design review is conducted under the site plan and design review process in chapter 17.808.

B. Preservation review. All development within the Central Shops Historic District and Water Tower lot 4e is subject to preservation review conducted as site plan and design review under chapter 17.808. In addition, the preservation director shall review the following and forward recommendations for conditions and design modifications to the urban design manager:

1. Projects within the Central Shops transition zone (generally bounded by Camille Lane, 5th Street, the relocated rail easement, and Interstate 5 and as shown in Appendix C of this chapter); and
2. Buildings on Lot 4d that front Water Tower Lot 4e.

C. Application --Submittal. The applicant shall submit an application and plans in conformance with chapter 17.800. Each application must include a report demonstrating that the proposed development is fully compliant with the Railyards Specific Plan subsequent environmental impact report and mitigation monitoring program.

17.440.130 Parking on unimproved or vacant parcel.

Notwithstanding the provisions of chapter 10.44, it is not unlawful to park a vehicle on an unimproved or vacant parcel within the Railyards SPD if the parcel is subject to a valid and enforceable development agreement that addresses parking on the unimproved or vacant parcel.

SECTION 3.

Section 15.148.193 of the Sacramento City Code is amended to read as follows:

15.148.193 Railyards SPD.

Signs within the Railyards SPD must comply with all provisions of this chapter.

SECTION 4.

A. Section 17.108.220 of the Sacramento City Code is amended by deleting the definition of "Urban development permit."

B. Except as amended by subsection A above, all provisions of section 17.108.220 remain unchanged and in full effect.

SECTION 5.

Section 17.808.220 of the Sacramento City Code is amended to read as follows:

17.808.220 Reserved.

SECTION 6.

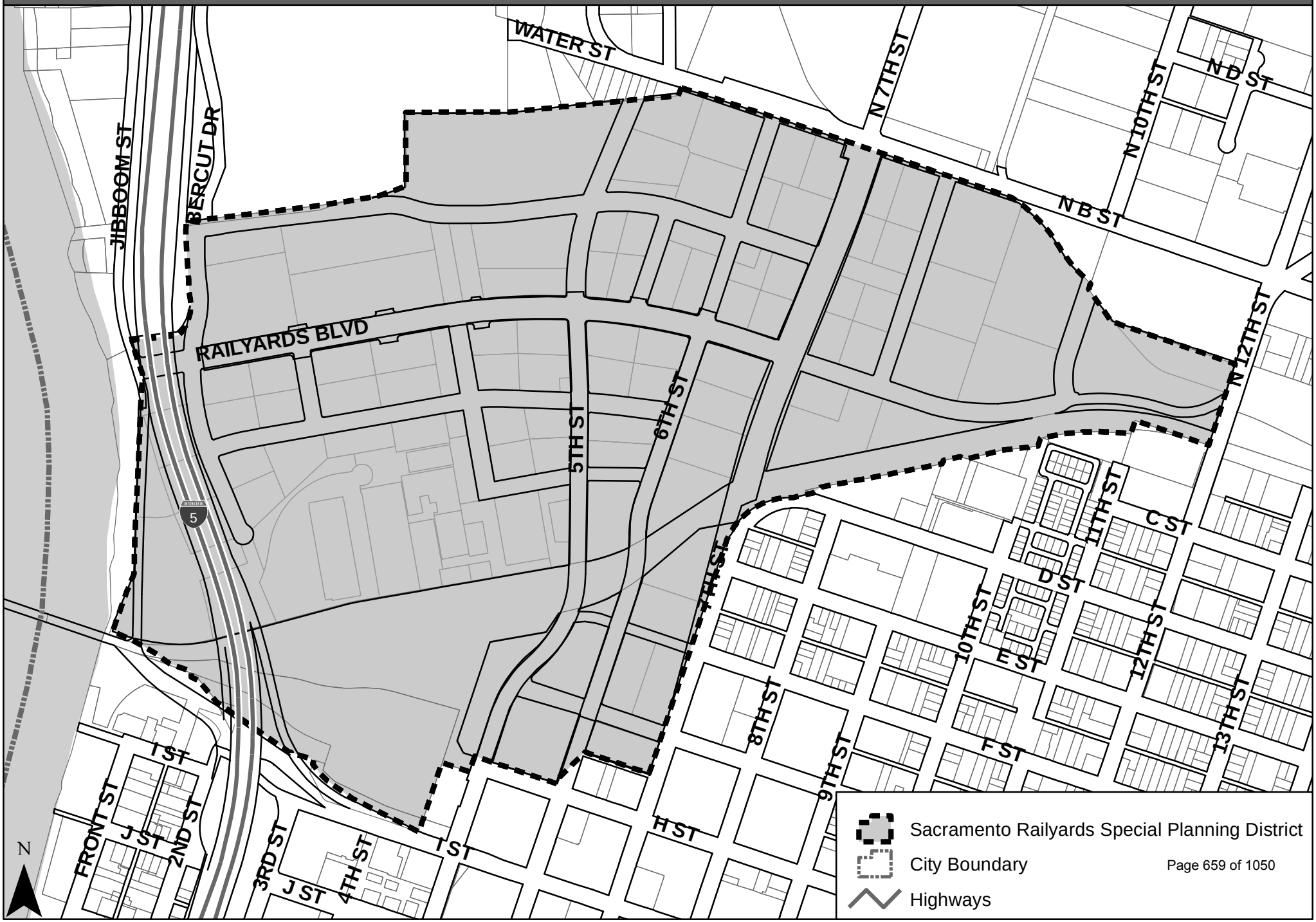
A. Subsection B of section 17.812.060 of the Sacramento City Code is amended to read as follows:

B. Appeal of director-level decisions. Any person dissatisfied with any director-level decision that is subject to appeal under this title may appeal the decision within ten days after the decision is final. The appeal is heard at the commission-level. The appeal must be filed with the planning director using the form provided by the city.

B. Except as amended by subsection A above, all provisions of section 17.812.060 remain unchanged and in full effect.

City of Sacramento

Sacramento Railyards Special Planning District



Building Height Limit

KEY

- Site Boundary
- Interstate
- Water
- Parks / Open Space
- Public Easement
- Private Street (with public access)

MAXIMUM BUILDING HEIGHT

- Unrestricted
- 450 ft
- 250 ft
- 205 ft
- 120 ft
- 100 ft
- 85 ft
- 40 ft
- 24 ft
- Existing Building

N

0 100 250 500 1,000 ft

DRAWING TITLE
Building Height Limit

DATE
4 Oct 2016

SACRAMENTO RAILYARDS

Building Height Limit - Street Wall

KEY

- Site Boundary
- Interstate
- Water
- Parks / Open Space
- Public Easement
- Private Street (with public access)

STREET WALL HEIGHTS

- 125 ft
- 85 ft
- 65 f

N

0 100 250 500 1,000 ft

DRAWING TITLE
Building Height Limit - Street Edge

DATE
4 Oct 2016

SACRAMENTO RAILYARDS

ORDINANCE NO. 2016-

Adopted by the Sacramento City Council

November 10, 2016

ORDINANCE AMENDING TITLE 17 OF THE SACRAMENTO CITY CODE (THE PLANNING AND DEVELOPMENT CODE) BY REZONING VARIOUS PARCELS OF REAL PROPERTY IN ACCORDANCE TO THE SACRAMENTO RAILYARDS SPECIFIC PLAN

A. On October 22, 2015, March 24, 2016, May 12, 2016, June 30, 2016, August 11, 2016, September 8, 2016, September 22, 2016, and October 6, 2016, the City Planning and Design Commission participated in public hearings on the Sacramento Railyard project.

B. On November 18, 2015, May 18, 2016, and June 30, 2016, the City Preservation Commission participated in public hearings on the Sacramento Railyard project, and on August 17, 2016, forwarded recommendation to Council to amend the Central Shops Historic District ordinance (OR2007-108) and to nominate the Railyards water tower for listing as a Landmark in the Sacramento Register of Historic and Cultural Resources.

C. On September 21, 2016, the City Preservation Commission conducted a public hearing on the Sacramento Railyards project, and forwarded to the City Planning and Design Commission a recommendation to approve the rezoning of various parcels as set forth in Exhibit A and B.

D. On October 24, 2016, the City Planning and Design Commission conducted a public hearing on the Sacramento Railyards project, and forwarded to the City Council a recommendation to approve the rezoning of various parcels as set forth in Exhibit A and B.

E. On November 10, 2016, the City Council conducted a noticed public hearing, for which notice was given consistent with Sacramento City Code sections 17.812.030, and received and considered evidence concerning the Sacramento Railyards project.

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

Section 1. Title 17 of the Sacramento City Code (the Planning and Development Code) is amended by rezoning the properties identified as assessor's parcel numbers 002-0010-044, -049, -054, -056, -060, -062, and -063, from the existing zoning set forth in Exhibit A to the proposed zoning set forth in Exhibit B.

Section 2. The rezoning is consistent with the applicable general plan land use designation, use, and development standards; the goals, policies, and other

provisions of the general plan; and any applicable specific plan. The rezoning promotes the public health, safety, convenience, and welfare of the city.

Section 3. The City Clerk of the City of Sacramento is hereby directed to amend the official zoning maps, which are a part of the Planning and Development Code, to conform to the provisions of this ordinance.

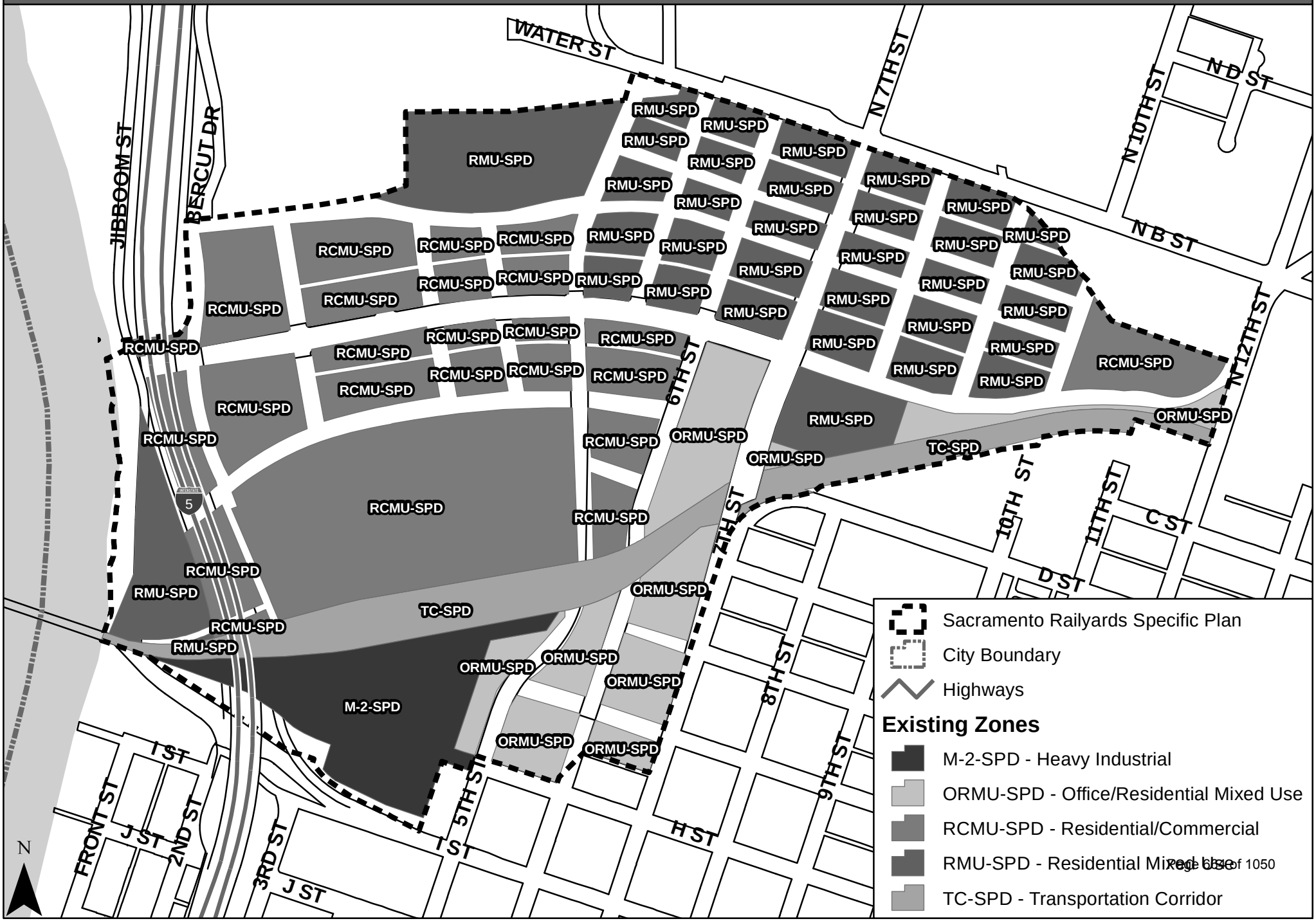
Section 4. Exhibits A and B are part of this ordinance

Table of Contents:

Exhibit A – Sacramento Railyards Existing Zones
Exhibit B – Sacramento Railyards Proposed Zones

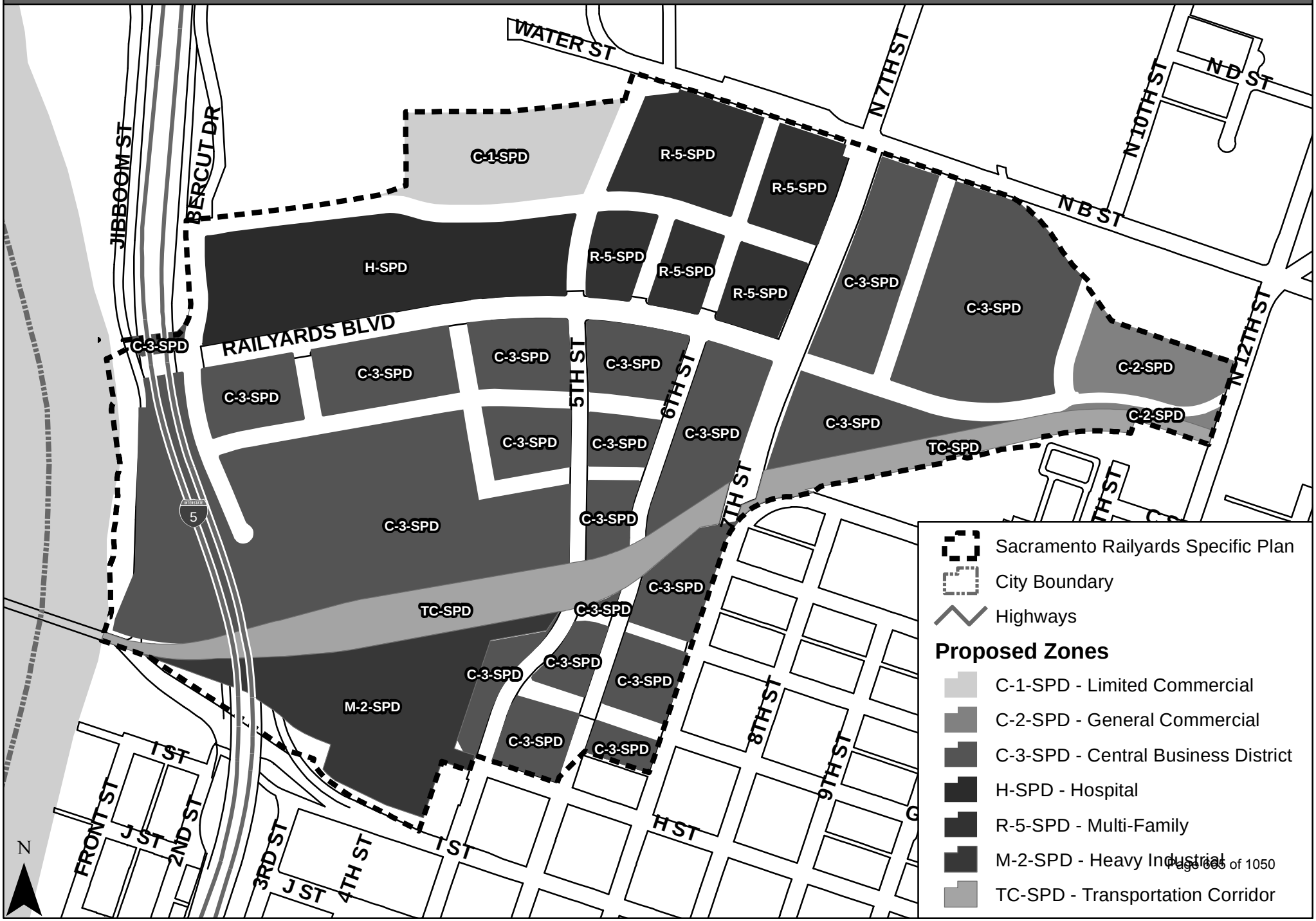
City of Sacramento

Sacramento Railyards - Existing Zoning



City of Sacramento

Sacramento Railyards - Proposed Zoning



RESOLUTION NO. 2016-

Adopted by the Sacramento City Council

November 10, 2016

ADOPTING FINDINGS OF FACT AND APPROVING THE SACRAMENTO RAILYARDS TENTATIVE MAP AND SITE PLAN AND DESIGN REVIEW OF THE TENTATIVE MAP FOR THE SACRAMENTO RAILYARDS PROJECT (P15-040)

BACKGROUND

A. On October 22, 2015, March 24, 2016, May 12, 2106, June 30, 2016, August 11, 2016, September 8, 2016, September 22, 2106, and October 6, 2016 the City Planning and Design Commission participated in public hearings on the Sacramento Railyards project.

B. On November 18, 2015, May 18, 2016, and June 30, 2016 the City Preservation Commission participated in public hearings on the Sacramento Railyards project.

C. On September 21, 2016, the City Preservation Commission conducted a public hearing on the Sacramento Railyards project, and forwarded to the City Planning and Design Commission a recommendation to approve, the Sacramento Railyards Site Plan and Design Review of the Tentative Map for the Sacramento Railyards Project.

D. On October 24, 2016, the City Planning and Design Commission conducted a public hearing on the Sacramento Railyards project, and forwarded to the City Council a recommendation to approve, the Sacramento Railyards Tentative Map and the Site Plan and Design Review of the Tentative Map for the Sacramento Railyards Project.

E. On November 10, 2016, the City Council conducted public hearing that was noticed in accordance with Sacramento City Code sections 17.812.030 and 16.24.095 at which it received and considered evidence concerning the Sacramento Railyards project.

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

Section 1. Based on the verbal and documentary evidence received at the hearings on the Sacramento Railyards Project, the City Council approves the Sacramento Railyards Tentative Master Parcel Map (P15-040) attached as Exhibit A, street cross sections attached as Exhibit B, and Site Plan and Design Review based on the findings of fact and subject to the conditions of approval as set forth below.

A. **Tentative Map** to subdivide 197.7 gross acres into 118 lots in the Limited

Commercial (C-1-SPD) zone, General Commercial (C-2-SPD) zone, Central Business District (C-3-SPD) zone, High-Rise Residential (R-5-SPD) zone, and Hospital (H-SPD) zone and located in the Sacramento Railyards Special Planning District **is approved** based on the following findings of fact:

1. None of the conditions described in Government Code section 66474 exist with respect to the proposed subdivision as follows:

    a. The proposed map is consistent with the General Plan, all applicable community and specific plans, Title 16 of the City Code, and all other applicable provisions of the City Code;

    b. The design and improvement of the proposed subdivision is consistent with the General Plan, all applicable community and specific plans, Title 16 of the City Code, and all other applicable provisions of the City Code;

    c. The site is physically suitable for the type of development;

    d. The site is physically suitable for the proposed density of development;

    e. The design of the subdivision and the proposed improvements are not likely to cause substantial environmental damage or substantially and avoidably injure fish or wildlife or their habitat;

    f. The design of the subdivision and the type of improvements are not likely to cause serious public health problems;

    g. The design of the subdivision and the type of improvements will not conflict with easements, acquired by the public at large, for access through or use of, property within the proposed subdivision.

2. The proposed subdivision, together with the provisions for its design and improvement, is consistent with the General Plan, all applicable community and specific plans, Title 16 of the City Code, and all other applicable provisions of the City Code (Gov. Code §66473.5).

3. The discharge of waste from the proposed subdivision into the existing community sewer system will not result in a violation of the applicable waste discharge requirements prescribed by the California Regional Water Quality Board, Central Valley Region, in that existing treatment plants have a design capacity adequate to service the proposed subdivision (Gov. Code §66474.6).

4. The design of the proposed subdivision provides, to the extent feasible, for future passive or natural heating and cooling opportunities (Gov. Code §66473.1).

5. The City has considered the effect of the approval of this tentative subdivision map on the housing needs of the region and has balanced these needs against the public service needs of its residents and available fiscal and environmental resources (Gov. Code §66412.3).

B. The **Site Plan and Design Review** for the tentative map **is approved** based on the following Findings of Fact:

1. The design, layout, and physical characteristics of the proposed development are consistent with the General Plan and any applicable specific plan or transit village plan, in that the project is consistent with the Central Business District, Urban Center High, Employment Center Low Rise and Parks and Recreation designations and with the General Plan Goals and policies related to infill development, housing diversity, and preserving historical and cultural resources.

2. The design, layout, and physical characteristics of proposed development are consistent with the intent of all applicable design guidelines and with all applicable development standards in that the size, width and depth of the lots are adequate for the proposed land uses and development intensities planned for the area, and the Central Shops Historic District will be accessible with the provision of public and private easements and private roads.

3. All streets and other public access ways and facilities, parking facilities, and utility infrastructure are adequate to serve the proposed development and comply with all applicable design guidelines and development standards, in that the subject site offers improvements to existing roads and will provide infrastructure to meet the needs of the development.

4. The design, layout, and physical characteristics of the proposed development are visually and functionally compatible with the surrounding neighborhood, in that the surrounding neighborhood is a mix of industrial, open space, historic neighborhoods, a variety of housing and the Central City.

5. The design, layout, and physical characteristics of the proposed development ensure energy consumption is minimized and use of renewable energy sources is encouraged, and that future development will require additional review and permits to include energy efficiency.

6. The design, layout, and physical characteristics of the proposed development are not detrimental to the public health, safety, convenience, or welfare of persons residing, working, visiting, or recreating in the surrounding neighborhood and will not result in the creation of a nuisance, in that the project is compatible with the surrounding uses and the project has been designed to meet all applicable development standards.

7. For the part of the proposed development that is located in the Central Shops Historic District, the tentative map is consistent with the Secretary of Interior standards and the goals and policies of City Code Chapter 17.808.

D. **SB 5 – Flood Protection** State Law (SB 5) and City Code Chapter 17.810 require that the City make specific findings prior to approving certain entitlements for projects within a flood hazard zone. The purpose is to ensure that new development will have protection from a 200-year flood event or will achieve that protection by 2025. The project site is within a flood hazard zone and is an area covered by SAFCA's Improvements to the State Plan of Flood Control System, and specific findings related to the level of protection have been incorporated as part of this project. Even though the project site is within a flood hazard zone, the local flood management agency, SAFCA, has made adequate progress on the construction of a flood protection system that will ensure protection from a 200-year flood event or will achieve that protection by 2025. This is based on the SAFCA Urban level of flood protection plan, adequate progress baseline report, and adequate progress toward an urban level of flood protection engineer's report that were accepted by City Council Resolution No. 2016-0226 on June 21, 2016.

CONDITIONS OF APPROVAL

A. Tentative Map to subdivide 197.7 gross acres into 118 lots in the Limited Commercial (C-1-SPD) zone, General Commercial (C-2-SPD) zone, Central Business District (C-3-SPD) zone, High-Rise Residential (R-5-SPD) zone, and Hospital (H-SPD) zone and located in the Sacramento Railyards Special Planning District is **approved** subject to the following conditions.

NOTE: These conditions shall supersede any contradictory information shown on the Tentative Map or any contradictory provisions in the Design Guidelines approved for this project (P15-040). The design of any improvement not covered by these conditions or the Design Guidelines shall be to City standard.

The applicant shall satisfy each of the following conditions prior to filing the Final Subdivision Map or a phased Final Subdivision Map unless a different time for compliance is specifically stated in these conditions. Any condition requiring an improvement that has already been designed and secured under a City Approved improvement agreement may be considered satisfied at the discretion of the Department of Public Works

The City strongly encourages the applicant to thoroughly discuss the conditions of approval for the project with their Engineer/Land Surveyor consultants prior to City Planning Commission approval. The improvements required of a Tentative Map can be costly and are completely dependent upon the condition of the existing improvements. Careful evaluation of the potential cost of the improvements required by the City will enable the applicant to ask questions of the City prior to project approval and will result in a smoother plan check process after project approval:

GENERAL: All Projects

A1. Comply with requirements included in the Mitigation Monitoring Plan developed by, and kept on file in, the Planning Division Office (P15-040).

A2. Meet all conditions of the Development Agreement for the Railyards Project as part of any Final Subdivision Map or phased Final Subdivision Map.

A3. Meet all requirements of the Design Guidelines and Specific Plan established for the Railyards Project (P15-040), unless it is superseded by a Tentative Subdivision Map condition.

A4. Pay off existing assessments, or file the necessary segregation requests and fees to segregate existing assessments.

A5. Private reciprocal ingress, egress, and maneuvering easements are required for future development of the Central Shops Historic District area covered by this Tentative Map and **any other areas as appropriate to provide access** within the boundary of this Tentative Map. The applicant shall enter into and record an Agreement for Conveyance of Easements with the City stating that a private reciprocal ingress/egress, and maneuvering easement shall be conveyed to and reserved from Lots 8b, 8c, 9a, 9b, 9c, 10, 15a, 15c, 18, 19, 20, 21a, 21b, 21c, 22, 23, 24, 25, 26, 27, 28, 29, 30, and Lot 32, at no cost, at the time of sale or other conveyance of any Lots.

A6. Show all continuing and proposed/required easements on the Final Map or on each phased Final Subdivision Map.

A7. Multiple Final Subdivision Maps may be recorded. Prior to approval of any phased Final Subdivision Map, all infrastructure and public improvements necessary to serve the development proposed in the respective Final Subdivision Map must be in place or secured under a City approved Subdivision Improvement Agreement to the satisfaction of the Utilities, Public Works and Community Development Departments. Necessary public improvements and infrastructure shall be determined by the City, but at a minimum, will include street improvements contiguous to the phased Final Subdivision Map and shall be dedicated and constructed and connected to the nearest existing street(s) prior to recording of that phased Final Subdivision Map. Improvement requirements shall be determined after review of the DSEIR, the Mitigation Monitoring Plan (MMP), the Traffic Analysis, the Transportation Management Plan and any required operational analysis.

A8. Each applicant for a phased Final Subdivision Map shall fund an operational traffic analysis for the lots proposed to be developed within that final map to the satisfaction of the Department of Public Works. This analysis will be contracted by the City and will be used to provide recommendations to the City for determining the required improvements to allow for the development of the proposed lots. Unless determined otherwise by the City, the operational traffic analysis will be performed specifically for the final map being proposed for approval. The applicant for each Final map will be responsible for the cost of the improvements as determined by the operational analysis.

The operational traffic analysis may include but is not limited to the following items:

- Count Data
- Delivery Routes
- Corridor Analysis
- Access locations
- Signal Warrant Evaluations
- Bulb-out locations
- Bike Routes
- Transit Stops

A9. The calculated fee pursuant to the I-5 Sub-Regional Corridor Mitigation Fee Program is required to be paid concurrent with issuance of a Building Permit (or functional equivalent for Building Permit exempt construction).

A10. Each Final Map or phased Final Subdivision Map must annex into and pay any fee's associated with the Railyards Specific Plan Finance Plan.

A11. The applicant shall comply with the Event Transportation Management Plan (TMP) prepared for the proposed MLS Stadium and the Traffic Control Plan as stated in the EIR and traffic analysis prepared for this project. The applicant shall update, implement and comply with the TMP for different events at the new MLS Stadium to the satisfaction of the City of Sacramento and any affected agencies (i.e. Fire, police, Regional Transit, etc.)

A12. Pursuant to City Code Section 17.700.060, the applicant shall be required to submit a Transportation System Management Plan and pay all required fees prior to issuance of the building permit. The Transportation System Management Plan shall be subject to review and approval of the City, Department of Public Works.

A13. Pursuant to City Code Section 16.40.190, indicate easements on the Final Map or phased Final Subdivision Map to allow for the placement of centralized mail delivery units. The specific locations for such easements shall be subject to review and approval of the Department of Public Works after consultation with the U.S. Postal Service.

A14. Title to any property required to be dedicated to the City in fee shall be conveyed free and clear of all rights, restrictions, easements, impediments, encumbrances, liens, taxes, assessments or other security interests of any kind (hereafter collectively referred to as "Encumbrances"), except as provided herein. The applicant shall take all actions necessary to remove any and all Encumbrances prior to approval of the Final Map and acceptance of the dedication by City, except that the applicant shall not be required to remove Encumbrances of record, including but not limited to (i) easements or rights-of-way for public roads or public utilities that in the sole and exclusive judgment of the City cannot be removed and/or would not interfere with the City's future use of the property or (ii)

restrictions relating to the environmental condition of the property described in DTSC-approved land use covenants. The applicant shall provide title insurance with the City as the named beneficiary assuring the conveyance of such title to City.

A15. For all Public street rights-of-way, provide a remedial action certification form or other writing from the California Department of Toxic Substances Control (DTSC) that demonstrates that: (i) remediation of the soil in right-of-way has been completed as required by DTSC; (ii) a DTSC-approved land use covenant has been recorded against all parcels that contain the right-of-way; (iii) all soil placed in the right-of-way meets the remedial goals established by DTSC for the parcels that contain the right-of-way and complies with the DTSC-approved land use covenant applicable to that parcel or parcels; and (iv) the right-of-way can be developed as a public street.

A16. Prior to submittal of improvement plans for any phase of this project, the developer's design consultant(s) shall participate in a pre-design conference with City staff. The purpose of this conference is to allow City staff and the design consultants to exchange information on project design requirements and to coordinate the improvement plan review process. Contact the Department of Public Works, Plan Check Engineer at 808-7754 to schedule the conference. It is strongly recommended that the conference be held as early in the design process as possible.

Public Works: Anis Ghobril (916) 808-5367

A17. The City shall determine public infrastructure improvements required prior to recordation of each Final Map or phased Final Subdivision Map. Any public improvement not specifically noted in these conditions or on the Tentative Subdivision Map shall be designed and constructed to City standards in effect at the time of filing the final map application. The required improvements shall include the repair or replacement/reconstruction of any existing deteriorated street, curb, gutter and sidewalk that is abutting the Railyards Tentative Map boundary or the proposed phased Final Subdivision Map.

A18. Submit a Geotechnical Analysis prepared by a registered engineer to be used in street design. The analysis shall identify and recommend solutions for groundwater related problems, if any and where applicable, which may occur within both the subdivision lots and public right-of-way. Construct appropriate facilities to alleviate those problems. As a result of the Geotechnical Analysis, street sections shall be designed to provide for stabilized subgrades and pavement sections under high groundwater conditions.

A19. Construct standard subdivision improvements as noted in these conditions pursuant to section 16.48.110 of the City Code. All improvements shall be designed and constructed to the satisfaction of the Department of Public Works. All Street cross-sections shall be in accordance with the approved cross-sections shown on the Tentative Map. The City shall determine improvements required

for each phase prior to recordation of each phase. Any public improvement not specifically noted in these conditions or on the Tentative Map shall be designed and constructed to City standards. This shall include street lighting and the repair or replacement/reconstruction of any existing deteriorated curb, gutter and sidewalk adjacent to the subject property per City standards to the satisfaction of the Department of Public Works.

A20. All right-of-way and street improvement transitions that result from changing the right-of-way of any street shall be located, designed and constructed to the satisfaction of the Department of Public Works. The center lines of such streets shall be aligned.

A21. Construct bulb-outs at locations specified in the City's Pedestrian Friendly Street Design Guidelines, the City's Design and Procedures Manual, or as directed by the Department of Public Works.

A22. All crosswalks shall be disability access compliant; curb ramps shall be installed and/or relocated as determined necessary by the Department of Public Works at each intersection.

A23. Alleys shall be constructed of reinforced concrete or other acceptable material to the satisfaction of Department of Public Works.

A24. Developer is required to install permanent street signs to the satisfaction of the Department of Public Works.

A25. With each Final Map or phased Final Subdivision Map, dedicate to the City those areas identified on the Tentative Subdivision Map as Landscape Corridors, Freeway Buffers, and/or Open Space areas (Lot 4e and Lot 53). The applicant shall fund an endowment or create or annex the project area to the appropriate Landscape Maintenance District, or other financing mechanism acceptable to the City, prior to recordation of the Final Map or phased Final Subdivision Map for the purpose of landscape maintenance of all dedicated lots. Design and construct landscaping, irrigation and masonry walls (or wood fences) in dedicated easements or rights of way, to the satisfaction of the Department of Public Works (DPW). Acceptance of any required landscaping, irrigation and walls or fences by the City into a Landscape Maintenance District shall be coordinated with the Department of Finance (Public Improvement Financing) and DPW. The Developer (or Project HOA) shall maintain the landscaping, irrigation and walls for two years or until acceptance by the City into the District (whichever is less), unless otherwise agreed to by the City. The two-year period shall begin following the issuance of a notice of completion by the City for the landscaping, irrigation and walls or fences.

A26. Dedicate right-of-way and construct **Bercut Drive** per City standards and specifications for street construction, the Tentative Subdivision Map, and recommendations of the Traffic Study included in the DSEIR to the satisfaction of Department of Public Works.

A27. Dedicate right-of-way and construct **Huntington Street** per the City standards and specifications for street construction, the Tentative Map, to the satisfaction of Department of Public Works.

A28. Dedicate right-of-way and construct **Judah Street** per the City standards and specifications for street construction, the Tentative Subdivision Map, and to the satisfaction of Department of Public Works.

A29. Dedicate right-of-way and construct **5th Street** from Railyards Boulevard to North B Street, per City standards and specifications for street construction, the Tentative Subdivision Map, and recommendations of the Traffic Study included in the DSEIR to the satisfaction of Department of Public Works. 5th Street has several cross sections depending on exact locations per the Tentative Subdivision Map. Construction of 5th Street requires offsite dedication. The timing of the construction of 5th street to North B Street per the recommendation of the Traffic Analysis or at the discretion of the City Traffic Engineer.

A30. Dedicate right-of-way and construct **6th Street** per the City standards and specifications for street construction, the Tentative Subdivision Map, and to the satisfaction of Department of Public Works. 6th Street has several cross sections depending on exact locations per the Tentative Subdivision Map. The timing of the construction of 6th street to North B Street per the recommendation of the Traffic Analysis or at the discretion of the City Traffic Engineer.

A31. Construct Buffered Bike Lanes on 6th Street between Railyards Boulevard and H Street to the satisfaction of the Department of Public Works. The Buffered bike lanes construction will be required with the first phased Final Subdivision Map north of the UPRR tracks.

A32. The applicant shall dedicate right-of-way and construct **7th Street** per City standards and specifications for street construction, the Tentative Subdivision Map, and to the satisfaction of Department of Public Works. Widen 7th Street to ultimate grade and width in accordance with the MMP and/or the operational analysis when required by Department of Public Works to accommodate different development alternatives. 7th Street shall be widened as follows:

a. Prior to double tracking of LRT along 7th Street by Regional Transit, and consistent with the operational analysis, 7th Street will be widened to consist of one northbound travel lane, a median turn lane, and two southbound travel lanes between North B Street and Railyards Boulevard. South of Railyards Boulevard, 7th Street would be widened to include one northbound lane, one median turn lane, and one southbound lane. All widening would occur to the west. This cross-section would be present for approximately 200 feet south of Railyards Boulevard, at which point the road would begin to narrow to conform with the two-lane undivided street section prior to the UPRR undercrossing.

b. Upon double tracking of LRT by Regional Transit and consistent with the operational analysis, 7th Street would consist of two northbound travel lanes, a median turn lane, and two southbound travel lanes. All widening would occur to the west. The outside travel lane in each direction would accommodate LRT as well as vehicles. For a short distance south of Railyards Boulevard, 7th Street would be widened to include two northbound lanes, one median turn lane, and two southbound lanes. However, approaching the UPRR undercrossing and within it, 7th Street would narrow to a four-lane undivided roadway consisting of a vehicle-only (inside) lane and a shared vehicle/LRT (outside) lane in each direction. This would be accomplished by raising the grade of the two existing inside vehicular lanes to match the grade of the two outside lanes, which are currently used by LRT vehicles on the east side and bicycles/pedestrians on the west side. This configuration would result in no bicycle or pedestrian facilities on the 7th Street UPRR undercrossing.

A33. Dedicate right-of-way and construct **8th Street** from Railyards Blvd to North B Street per the Tentative Subdivision Map, and per City standards and specifications for street construction, and to the satisfaction of Department of Public Works.

A34. Dedicate right-of-way and construct **North 10th Street** from Railyards Blvd to North B Street per City standards and specifications for street construction, and the Tentative Subdivision Map cross section to the satisfaction of Department of Public Works. With the development in the East End District as defined in the Specific Plan, or when determined necessary by Department of Public Works, North 10th Street shall be constructed from Railyards Boulevard to the intersection with North B Street. Construction of North 10th Street to North B Street requires offsite dedication. In the event that North 10th Street is not extended to North B Street, a temporary turn around shall be designed and constructed to the satisfaction of the Department of Public Works and Fire Department.

A35. Dedicate right-of-way and construct **Railyards Blvd** (except for the portion between Jibboom and Bercut which is to be constructed by the I Street Bridge Project) per City standards and specifications for street construction, the Tentative Subdivision Map, and to the satisfaction of Department of Public Works. Railyards Boulevard has several cross sections depending on location. This shall include any repair or replacement of any deteriorated portions of the street as well as any modifications to signing and striping or signals required by the Traffic analysis. With the development of the East End or as determined necessary by the Department of Public Works based on an Operational Traffic Analysis, Railyards Blvd shall be constructed to connect with North 12th Street. The applicant shall provide all the required signage and pavement markings to indicate a one-way street at the intersection of North 12th Street and North 10th Street to the satisfaction of the Department of Public Works.

A36. Railyards Boulevard from Stanford Street to Jiboom Street shall be restriped to

provide 2 east bound lanes and one westbound lane per the traffic study prepared for this project. Timing of the lane configuration change and associated signals change shall be with the development of Kaiser Hospital and/or as determined by Department of Public Works.

A37. Dedicate right-of-way and construct **North B Street** from 5th Street to 10th Street per the City standards and specifications for street construction, the Tentative Subdivision Map and to the satisfaction of Department of Public Works. North B Street has several cross sections depending on location and the recommendation in the Traffic Analysis. Street transitions must be designed to City standards and to the satisfaction of the Department of Public Works.

A38. Dedicate right-of-way and construct **South Park Street** per City standards and specifications for street construction, the Tentative Subdivision Map, and to the satisfaction of Department of Public Works.

A39. Dedicate right-of-way and construct **Camille Lane** per City standards and specifications for street construction, the Tentative Subdivision Map, and to the satisfaction of Department of Public Works.

A40. Dedicate right-of-way and construct **Stevens Street** per City standards and specifications for street construction, the Tentative Subdivision Map, and to the satisfaction of Department of Public Works.

A41. Dedicate right-of-way and construct **F Street** per City standards and specifications for street construction, the Tentative Subdivision Map, and to the satisfaction of Department of Public Works (if not constructed at the time of approval of this project).

A42. Dedicate right-of-way and construct **G Street** per City standards and specifications for street construction, the Tentative Subdivision Map, and to the satisfaction of Department of Public Works (if not constructed at the time of approval of this project).

A43. Dedicate right-of-way and construct **H Street** per the City standards and specifications for street construction, the Tentative Subdivision Map, and to the satisfaction of Department of Public Works.

A44. Construct or modify (in accordance with the Traffic Study prepared for this project as documented in the SDEIR) traffic signals at the following intersections when required by the Department of Public Works (if not already in place). Certain signals are required under certain development scenarios as outlined in the Traffic analysis. The City will determine the need for signals with each phased Final Subdivision Map and development alternative:

a. 5th and North B Street/Bannon St.
b. 6th Street and North B Street
c. 7th Street and North B Street

d. 8th Street and North B Street
e. 10th Street and North B Street
f. 5th Street and South Park Street
g. 7th Street and South Park Street
h. Jibboom Street and Railyards Blvd (To be constructed with the first Railyards phased Final Subdivision Map.)
i. Railyards Boulevard and Huntington Street
j. Railyards Boulevard and HSB Entry
k. Bercut Drive and Railyards Boulevard
l. Bercut Drive and South Park Street
m. Bercut Drive and Camille Lane
n. 8th Street and Railyards Blvd.
o. 5th Street and Railyards Blvd
p. 6th Street and Railyards Blvd
q. Stanford Street and Railyards Blvd (existing signal to be relocated when lot 4a is developed and/or Stanford Street constructed)
r. 7th Street and Railyards Blvd
s. 10th Street and Railyards Blvd
t. 5th and Camille Ln.
u. 6th and Camille Ln
v. 5th and Stevens Street
w. 5th and G Street
x. Mid-block Crossing across 8th street through Lot 65
y. Mid-Block Crossing at Lot 2e and South Park Street

NOTE: Signals shall be constructed as part of the public improvements for each phased Final Subdivision Map. Signal design and construction shall be to the satisfaction of the Department of Public Works and may be subject to reimbursement as set forth in the Development Agreement or Finance Plan approved for the Railyards Specific Plan. The applicant shall provide all on-site easements and right-of-way needed for turn lanes, signal facilities and related appurtenances. The applicant shall install CCTV cameras and all necessary appurtenances if deemed necessary by and to the satisfaction of Transportation Division (Signal Operations Section).

A45. The applicant shall submit a Traffic Signal Design Concept Report (TSDCR) per section 15.10 of the City's Design and Procedures Manual to the Department of Public Works for review and approval prior to the submittal of any improvement plans involving traffic signal work. The TSDCR provides crucial geometric information for signal design which may lead to additional right-of-way dedication and should be started as early as possible to avoid delays during the plan check process.

A46. The traffic signals shall be connected to the City of Sacramento Traffic Operation Center and traffic surveillance equipment shall be provided per City requirements. The signal communication infrastructure shall be capable of both fiber and/ or copper communication medium consistent with the communications infrastructure used for the site. Closed Circuit Television Cameras (CCTV) shall

be installed. Other equipment may be required subject to requirement per Department of Public Works.

A47. Dedicate and construct all the required bikeways and associated improvements, signage and markings per the Bicycle Network for the Railyards Specific Plan and City standards to the satisfaction of the Department of Public Works.

A48. Dedicate a 16-foot wide and 14-foot high pedestrian access easement on Lot 40, between G Street and the Sacramento Valley Station property, to provide a direct pedestrian connection from G Street to the light rail station on the Sacramento Valley Station property. This may be satisfied by integrating a 16-foot wide and 14-foot high passage way through the building lot 40 by designing the building to allow for through public access. Construction of the pedestrian connections improvements, including vertical circulation that may be needed from the building on lot 40 to reach the light rail station on the Sacramento Valley Station property is expressly not part of this condition. Any plans for a building on Lot 40 should include this easement after consultation and coordination with Regional Transit.

A49. The applicant shall dedicate a 20-foot wide I.O.D. to Regional Transit to accommodate a future rail on the southern portion of Lot 40 adjacent to H Street west of 5th Street.

A50. Dedicate the right of way required for the Light Rail Stations north of the intersection of Railyards Boulevard on the east side and west side of 7th Street. The east side station must be constructed and functional with the Final Subdivision Map that includes the MLS Stadium Project Site. The west side Light Rail Station shall be constructed with the double tracking of LRT by Regional Transit on 7th Street. Each 16-foot platform for the stations, approximately 350-feet in length, shall be constructed to the satisfaction of the Department of Public Works and Regional Transit. This includes all signaling changes including special track work, additional signaling to support the new station, the new grade crossing, preemption for the modified traffic signals and relocation of existing instrument relay case including all associated equipment, conduit and wire. In addition, all necessary overhead contact wire, communication and traction power system modifications shall also be constructed to the satisfaction of Regional Transit.

A51. The applicant shall make provisions for bus stops, shelters, transit centers, etc. to the satisfaction of Regional Transit and the City of Sacramento. Bus stops shall be located where on-street parking is available or in dedicated bus turnouts. Proposed bus stop locations shall be reviewed by the Department of Public Works and Regional Transit for approval.

A52. The applicant shall dedicate (if necessary) and construct bus turn-outs for all bus stops adjacent to the subject site to the satisfaction of the Department of Public Works.

Public Works: Private Streets

A53. Dedicate and construct **Stanford Street/Stevens Street** (Lots 10 and 5a) as a private street consistent with the cross section shown on the Tentative Subdivision Map. Private Streets shall be maintained in perpetuity by an HOA, BOA or any other financing mechanism acceptable to the City of Sacramento. Private streets shall be inspected and approved to the satisfaction of the Department of Public Works and shall meet City standards regarding structural section.

A54. Designate private streets as Public Utility Easements.

Electrical: Sompol Chatusripitak (916) 808-5961

A55. Street lights shall be constructed per City standards and to the satisfaction of the Department of Public Works.

SMUD: John Yu (916) 732-6321

A56. Existing underground 21KV facilities adjacent to Railyards Boulevard to remain. If facilities are to be removed and/or relocated; it would be at the developer's expense.

A57. Prior to recordation of **<u>any Final Subdivision Map</u>** including the Final Map that includes the Central Shops Historic District, the applicant shall provide a utility exhibit showing where all the proposed utility easements within the area described by the submitted Final Map are located for SMUD's review and approval. The applicant shall dedicate appropriate public utility easements (PUEs), and identify any needed transformer and associated equipment locations to the satisfaction of SMUD and the City of Sacramento.

SRCSD: Robb Armstrong (916) 876-6104

A58. Cumulative impacts of the proposed project will need to be quantified by the project proponents via a sewer master plan to ensure wet and dry weather capacity limitations within Sump 2 and Sump 2A are not exceeded. The sewer master plan is to be submitted to Regional San for review and approval.

A59. Developing this property will require the payment of Regional San sewer impact fees (connection fees). Regional San sewer impact fees shall be paid prior to the issuance of building permits. For questions pertaining to Regional San sewer impact fees, please contact the Sewer Fee Quote Desk at (916) 876-6100.

DOU: Inthira Mendoza (916) 808-1473

A60. An assessment district, community facilities district, or other financing mechanism approved in writing by the City must be formed for the purpose of construction of all common drainage facilities and all common sanitary sewer facilities within the Tentative Subdivision Map boundary and any additional drainage and/or sewer capacity or facilities required to accommodate development of the subject area and surrounding area in accordance with the drainage master plan and sewer master plan for the Specific Plan area. The City allows construction of such facilities and capacity to be phased in a manner that is consistent with the drainage master plan and sewer master plan for the Specific Plan area. For purposes of this condition, “other financing mechanism” includes but is not limited to a fully executed agreement approved as to form by the City Attorney, which provides for funding and construction of the facilities, and which provides for posting or depositing with the City unconditional security for performance of the landowner’s obligations, which security is adequate in the sole and exclusive discretion of the City, and which is in a form acceptable to the City Attorney.

A61. The applicant and/or any successor shall fully participate in any financing mechanism, including but not limited to assessment districts, or community facilities districts formed for the purpose of financing the facilities specified in the previous condition, and any such mechanism formed for the purpose of financing the drainage facilities and sewer facilities required as part of the drainage master plan and sewer master plan for the Tentative Subdivision Map based on the Specific Plan for the entire plan area. For this purpose, "fully participate" requires that the applicant and/or successor shall, notwithstanding the provisions of Articles XIIIC and/or XIIID of the California Constitution, or any other applicable federal or state law, rule of regulation, waive and relinquish any right to protest or vote against the formation of the mechanism and/or the levy of any assessment or tax pursuant thereto; actively participate in a positive manner in the proceedings for formation of the mechanism and/or the levy of any assessment or tax pursuant thereto; and pay all taxes, assessments and/or fees levied pursuant thereto.

A62. Dedicate all necessary easements, IOD easements right-of-way, fee title property, or IOD in fee title property on the final map as required to implement the approved drainage, water and sewer studies, per each approving agency requirements. Easements shall be dedicated for the off-site water, sewer and storm drain main extensions. Street right-of-way shall be dedicated for common drainage, water and sewer pipes identified in the master drainage plan. All dedications shall be at no cost to the City, shall be free and clear of all encumbrances and liens, and shall be to the satisfaction of the DOU except that the applicant shall not be required to remove encumbrances of record, including but not limited to (i) easements or right-of-way for public roads or public utilities that in the sole and exclusive judgement of the City cannon be removed and/or would not interfere with the City’s future use of the property or (ii) restrictions relating to the environmental condition of the property described in DTSC-approved land use covenants.

A63. The applicant may be required to execute a water, sewer and/or drainage agreement with the City for the construction of all common water, sewer and/or drainage facilities per the approved studies per the Specific Plan. The agreement shall be to the satisfaction of the DOU and the City Attorney.

A64. No public facilities are allowed within private drives or private open spaces unless otherwise approved by the DOU with a variance. Private facilities shall be maintained by the associations or property owner(s). C.C.&Rs may be required and shall be approved by the City and recorded assuring maintenance of water, sewer and storm drainage facilities within the development. Private easements shall be provided for these facilities. If required by the DOU, the responsible party shall enter into and record an agreement with the City regarding the maintenance of these facilities. The agreement shall be to the satisfaction of the DOU and the City Attorney.

A65. The applicant shall grant and reserve easements as needed, for water, drainage and sanitary sewer facilities, and for surface storm drainage, at no cost at or before the time of sale or other conveyance of any parcel or lot. A note stating the following shall be placed on the Final Map: “Reciprocal easements for ingress/egress, parking, utilities, drainage, water and sanitary sewer facilities, and surface storm drainage shall be granted and reserved, as necessary and at no cost, at or before the time of sale or conveyance of any parcel shown in this map.”

A66. Construction of all water, sewer and drainage facilities shall be per the approved drainage, sewer and water studies. Offsite main extensions may be required for connection to existing City water, sewer and drainage systems. If additional offsite main extensions are required to serve the development within the proposed final map, construction of the mains shall be the responsibility of the applicant and constructed to the satisfaction of the DOU.

A67. The project’s initial sewer flows to the existing 3rd Street sewer main shall be limited to 1.24cfs and the applicant will be required construct a temporary lift station to the satisfaction of the Department of Utilities until the 3rd Street main is upsized by the City. In lieu of constructing the temporary lift station, the applicant may upsize the 3rd Street sewer main. The construction cost of the 3rd Street sewer main may be reimbursed through the Combined Sewer System Development Fee program in the form of combined sewer development fee credits.

A68. All existing easements and all existing right-of-ways shall be shown on the Final Parcel Map or phased Final Subdivision Map.

A69. A minimum 20-ft drainage easement is required for the proposed public drainage system located through Lot 65. The easement location and dedication shall be to the satisfaction of the Department of Utilities.

A70. Per City Code 13.04.230, no permanent structures shall be constructed on top of water or drainage pipelines or anywhere within the associated utility easements, unless approved by the director upon execution of a hold harmless agreement approved by the City Attorney. Therefore, prior to recording the final map, the applicant may be required to execute a hold harmless agreement for improvements placed on top of the drainage main that is proposed through Lot 65. (Note: No trees are allowed to be planted on top of the drainage main or anywhere within the associated easement.)

A71. The applicant shall dedicate an easement for levee access and maintenance parallel to the Sacramento River to the satisfaction of the Department of Utilities and SAFCA.

A72. The applicant shall provide a continuous elevation and/or structure from the west to the east across the project with a minimum top elevation of 31-feet (Datum NGVD29). The existing berm that runs along the north boundary of the project satisfies this condition. Before decreasing the top elevation of the existing berm on the north side of the project below 31-feet (Datum NGVD29), the applicant shall construct a fully-functional replacement structure with a minimum top elevation of 31-feet (Datum NGVD29) where elevation does not meet such criteria. The structure shall be designed and constructed to the satisfaction of the Department of Utilities.

A73. Prior to the submittal of improvement plans, prepare a master water study for the Tentative Subdivision Map based on the Specific Plan and each phase of the project for review and approval by the DOU. The water distribution system shall be designed to satisfy the more critical of the two following conditions: (1) at maximum day peak hour demand, the operating or "residual" pressure at all water service connections shall be at least 30 pounds per square inch, (2) at average maximum day demand plus fire flow, the operating or "residual" pressure in the area of the fire shall not be less than 20 pounds per square inch. The water study shall determine if the existing and proposed water distribution system is adequate to supply fire flow demands for the proposed development as set out in the Specific Plan. The water study shall show if the existing water transmission mains are sufficient to support the proposed development as set out in the Specific Plan or if an additional transmission main is required for the project. The water study shall show the size and location of the proposed water distribution mains (pipes < 12 inches) and transmission mains (pipes > 12 inches). The water study shall show the proposed tie-ins to the existing water system. The applicant shall design the water system to provide design flows and pressures with a transmission main removed from service. A water supply test may be required for this study. Contact the DOU for the pressure boundary conditions to be used in the water study.

A74. The applicant shall extend the existing 18-inch diameter transmission main in 7th Street from the F/G Street Alley to I Street and tie into the existing 42-inch diameter transmission main per the approved water study. Construction documents for the transmission main shall be submitted to and approved by

DOU prior to bidding and construction. (Note: The construction of the water transmission main will be reimbursed through the water system development fee credits. A water transmission main reimbursement agreement will be required.)

A75. Two or more points of service for the water distribution system for development within the Tentative Subdivision Map or any phase of this map at the time of filing the proposed final map are required.

A76. Per City Code Section, 13.04.070, multiple water service to a single lot or parcel may be allowed if approved by the DOU Development Review and Operations and Maintenance staff. Any new water services (other than fire) shall be metered. Excess services shall be abandoned to the satisfaction of the DOU.

A77. The applicant shall properly abandon all existing private water lines within the proposed development area to the satisfaction of the DOU.

A78. City records indicated that there are existing water mains running along the western property line of the proposed development. If no easements exist, then the applicant shall grant an easement to the City, at no cost to the City, and shall be to the satisfaction of the DOU.

A79. Prior to the submittal of improvement plans, sanitary sewer studies for the Master Tentative Subdivision Map based on the Specific Plan and for each proposed final map must be completed by applicant and approved by the DOU. The sanitary sewer studies shall include flows from the Richards Boulevard area unless otherwise approved by the DOU.

A80. The applicant shall dedicate in fee title at no cost to the City a parcel that is at minimum 0.5 acres for the sanitary sewer lift station. The location and design of the sewer lift station shall be to the satisfaction of the DOU. If required, the applicant shall provide access easements to the sewer lift station.

A81. Prior to submittal of improvement plans, prepare drainage studies for the Tentative Subdivison Map based on the Specific Plan for review and approval by the DOU. The drainage study shall demonstrate that the project will mitigate all increases in storm drain runoff. Sufficient offsite and onsite spot elevations shall be provided in the drainage study to determine the direction of storm drain runoff. The applicant is advised to contact the City of Sacramento Utilities Department Drainage Planning Section (916-808-1400) at the early planning stages to address any drainage related requirements. (Note: Any changes to the street alignment and/or land use plan will need to be reflected on the drainage master plan. Changes to the drainage master plan will need to be resubmitted for a review and approval by the DOU.)

A82. Development east of 7th Street will be required to upsize the existing drainage system in Railyards Boulevard or as otherwise approved by the DOU with a revised drainage study.

A83. Construct DOU approved pump station and discharge pipes, and construct inlet and outlet structures for the pump station at the time specified by DOU. The construction shall be to the satisfaction of the DOU. The applicant is responsible for obtaining all necessary permits, easements and approvals from federal, state and local agencies, and private land owners for the construction of these facilities.

A84. Per City Code, the Subdivider may not develop the project in any way that obstructs, impedes, or interferes with the natural flow of existing off-site drainage that crosses the property. The project shall construct the required public and/or private infrastructure to handle off-site runoff to the satisfaction of the DOU. If private infrastructure is constructed to handle off-site runoff, the applicant shall dedicate the required private easements and/or, at the discretion of the DOU, the applicant shall enter into and record an Agreement for Maintenance of Drainage with the City, in a form acceptable to the City Attorney.

A85. The finished floor shall be a minimum pf 1.5-feet above the overland flow release or 1-foot above the 100 year HGL (whichever is higher), or meet current design standards and shall be to the satisfaction of the DOU.

A86. A grading plan showing existing and proposed elevations is required. Adjacent off-site topography shall also be shown to the extent necessary to determine impacts to existing surface drainage paths.

A87. No grading shall occur until the grading plan has been reviewed and approved by the DOU and a remediation certification letter or an equivalent approval for soil remediation has been issued by DTSC. The grading plan can be phased, as areas within the proposed final map are certified as remediated DTSC through a certification letter (or equivalent approval).

A88. Dedicate to the City in IOD fee title Parcel 33A, at no cost to the City a parcel for a storm drain pump station. The location and size of the parcel shall be to the satisfaction of the DOU and shall be identified on the Tentative Map prior to approval of the first final map north of the UPRR tracks.

A89. The project shall include in the Master Stormwater Quality Management Plan a requirement that all future developed parcels shall meet the Low Impact Development standards in place at the time of permit submittal. Post construction (permanent), stormwater quality and quantity control measures shall be incorporated into the development to minimize the increase of urban runoff volume and pollution caused by development of the area. This project is required to incorporate source controls, runoff reduction and treatment controls. Specific source controls are required for (1) commercial/industrial fueling areas (2) commercial/industrial loading areas, (3) commercial/industrial outdoor storage areas, (4) commercial/industrial outdoor work areas, (5) commercial/industrial outdoor equipment wash areas, and (6) commercial/industrial/multi-family waste management areas. Permanent storm drain markings (e.g. no dumping -drains to river) is required at all drain inlets. The project is required to treat the “water

quality volume/flow" with a combination of accepted treatment control measures such as water quality detention basins, stormwater planters or vegetative swales. The project is also required to incorporate runoff reduction control measures. Some runoff reduction and treatment control measures may be prohibited in certain project areas due to the infiltration constraints. Refer to the "Stormwater Quality Design Manual for the Sacramento and South Placer Regions" dated May 2007 (or latest edition) for appropriate source, runoff reduction and treatment control measures.

A90. This project is greater than 1 acre, therefore the project is required to comply with the State "NPDES General Permit for Stormwater Discharges Associated with Construction Activity" (State Permit). To comply with the State Permit, the applicant will need to file a Notice of Intent (NOI) with the State Water Resources Control Board (SWRCB) and prepare a Stormwater Pollution Prevention Plan (SWPPP) prior to construction. A copy of the State Permit and NOI may be obtained from www.swrcb.ca.gov/stormstr/construction.html. The SWPPP will be reviewed by the Department of Utilities prior to issuing a grading permit. The following items, but not limited to, shall be included in the SWPPP: (1) vicinity map, (2) site map, (3) list of potential pollutant sources, (4) type and location of erosion and sediment BMP's, (5) name and phone number of person responsible for SWPPP and (6) certification by property owner or authorized representative.

A91. The applicant must comply with the City of Sacramento's Grading, Erosion and Sediment Control Ordinance. This ordinance requires the applicant to show erosion and sediment control methods on the subdivision improvement plans. These plans shall also show the methods to control urban runoff pollution from the project site during construction.

A92. Section 401 of the Clean Water Act (CWA) requires any applicant for a federal license or permit for activities that may result in discharge into waters of the U.S. to obtain a certification (Water Quality Certification) from the respective State that the project will meet water quality standards. This project will be required to obtain a Water Quality Certification (401 permit) from the Central Valley Regional Water Quality Control Board if building a new pump station and discharge to the Sacramento River in the later phase of the project.

FIRE: King Tunson (916) 808-1358

A93. Fire Station: The exact location of the future fire station will need to be determined by the SFD/developer, following a review of the land use diagram and roadway circulation. The timing and construction of the fire station shall be determined by Sacramento Fire Department. Please contact Deputy Chief Chris Costamagna at (916) 808-1607 for further information.

A94. All turning radii for fire access shall be designed as 35' inside and 55' outside. CFC 503.2.4

A95. Dead ends exceeding 150 feet in length require an approved Fire Department turnaround (45' radius cul-de-sac or city standard hammerhead).

A96. A minimum of two points of access, from different directions, shall be provided during construction. The south end of Lots 27, 28 and 29 could be accessible with an agreement from Union Pacific to provide a "Fire Access" road. If this isn't feasible, developer shall work with the Fire Department to develop an alternative. The central shops (parcels 27-29) will be covered by an MOU between the developer and the SFD that outlines the existing access based on current and agreed upon conditions.

A97. Roads used for Fire Department access shall have an unobstructed width of not less than 20' and unobstructed vertical clearance of 13'6" or more. CFC 503.2.1 The central shops (parcels 27-29) will be covered by an MOU between the developer and the SFD that outlines the existing access based on current and agreed upon conditions.

A98. Fire Apparatus access roads shall be designed and maintained to support the imposed loads of fire apparatus and shall be surfaced so as to provide all-weather driving capabilities. CFC 503.2.3

A99. The Fire Code Official is authorized to require more than one fire apparatus access road based on the potential for impairment of a single road by vehicle congestion, condition of terrain, climatic conditions or other factors that could limit access. CFC 503.1.2 North 10th Street shall be extended north and connected at North B St or provide Emergency Vehicle Access (EVA) from 10th Street to North B Street.

A100. Provide the required fire hydrants in accordance with CFC 507 and Appendix C, Section C105.
***Note**: Appendix C, Table C105.1 has been amended by the City of Sacramento so that the required number of hydrants is based on the required GPM of Table B105.1 before any allowed fire sprinkler reduction with modified spacing distances between hydrants.*

A101. Fire service mains shall not cross property lines unless a reciprocal easement agreement is provided. *This shall apply to the existing buildings on lot 25, 26, 27, 28 and 29.*

A102. A reciprocal ingress egress agreement shall be provided for review by City Attorney for all shared driveways being used for Fire Department access. This shall apply to parcel 19, 20, 21, 22, 23, 24, 25, 26, 27, 28 and 29.

A103. Maintenance agreements shall be provided for the (**private)** interior roadways and the fire protection systems. The agreement shall be record with the Public Recorders Office having jurisdiction and shall provide for the following:

a. Provisions for the necessary repair and maintenance of the roadway

surface.

b. Removal of vegetation overgrowing the roadway and infringing on the roadway clear vertical height of thirteen feet six inches (13'6") and/or width of twenty feet (20').
c. Unrestricted use of and access to the roadways covered by the agreements.
d. Maintenance and timely repair of all fire protection systems, including but not limited to hydrants, fire alarm systems and fire sprinklers.

Parks: Raymond Constantino (916) 808-1941

A104. **Park Dedication – IOD:** Pursuant to Sacramento City Code Chapter 16.64 (Parkland Dedication) the applicant shall provide on City's form an Irrevocable Offer of Dedication (IOD) for an Exclusive Recreation Easement (ERE) for the park sites identified on the tentative map as Lots 1, 2e, 10, 21a, 21b, 21c, 30, 31, 32, 34, 35, 57a, 58a, 60, 65, 68, 70c, and 72, comprising approximately 29.4 acres. Portions of Lots 2e, 10, 21a, 21b, 21c, 35 and 65 may be reserved by applicant and the reserved area excluded from the ERE. For the portion of Lot 2e, the easement shall be a minimum 50 feet wide (which may be satisfied by an ERE or by a public access easement (PAE)). If Lot 2e is dedicated as a PAE, and not as an ERE then no parkland dedication credits will be applied. For the portion of Lot 35, the easement shall ensure public access between the Central Shops and West End Districts and the Sacramento Riverfront and shall be a minimum 2.0± (net) acres in area. Each IOD must contain provisions that: (i) relieve the City from any responsibility for the monitoring, reporting, costs, or any other obligations related to the DTSC-approved land use covenant, covenants, conditions, and restrictions (CC&Rs), deed restrictions, or orders that apply to the lot with the ERE, (ii) require the applicant to identify the party who is responsible for these obligations, and (iii) require the applicant to name the City as an additional insured on any pollution and public liability insurance carried by applicant if ERE is used as planned at the time of acceptance.

At the time of delivery of the IOD, the applicant shall:

a. Provide to City a title report demonstrating that it owns the lots with EREs in fee, including all interests necessary for maintenance and access. For each lot that is encumbered by a deed of trust, Applicant shall also provide to City an agreement signed by the holder of a deed of trust agreeing to subordinate the lien of the deed of trust to the ERE.

b. Provide a remedial action certification form or other writing from the California Department of Toxic Substances Control (DTSC) that demonstrates that: (i) remediation of the soil in each lot with an ERE has been completed as required by DTSC; (ii) a DTSC-approved land use covenant has been recorded against each lot with an ERE; (iii) all soil placed on a lot with an ERE meets the remedial goals established by DTSC for that lot and complies with the DTSC-approved land use covenant applicable to that lot; and (iv) each lot with an ERE may be

developed and used as a public park consistent with an approved Park Master Plan, with a limitation for planting for Lot 72 only.

c. Provide written proof acceptable to City that (i) the City is not responsible for maintenance of the remediation system on Lot 72, including to the cap/liner system, annual reporting, and all other requirements or actions specified by DTSC, (CC&Rs), deed restriction, or order, and (ii) identifies who is responsible for these obligations after City records acceptance of the ERE for Lot 72.

d. Provide written proof acceptable to City that applicant has completed all actions to ensure that lots with EREs are free and clear of any wetland mitigation, endangered or threatened animal or plant species, sensitive habitat or other development restrictions (mitigation measures) that would unreasonably interfere with or prevent the uses identified in the approved Park Master Plan as applicable. The applicant shall be solely responsible, and at its sole cost, for any required mitigation costs or measures associated with the development of lots with EREs.

e. In any location where a reciprocal access easement shall be recorded that will affect an area that shall also be subject to an ERE, the ERE shall be the dominant easement and after recording, no other easements shall be granted without City's written approval.

f. The Final Map shall indicate the configuration and net acreage of each ERE. The plat and legal of each ERE shall be reviewed and approved by PPDS. Areas subject to vehicular travel (not including occasional maintenance or delivery vehicles) shall not be included in the boundaries of the ERE, subject to PPDS review and approval. This is intended to exclude from park credit, any areas that function as vehicle right-of-way or vehicle parking areas. For the Central Shops Plaza Lots 21a, 21b, 21c, 30 and 32, the grant of the ERE may reserve the right for vehicle delivery access and/or pedestrian access when the park use of the plazas is closed. For the Kaiser Paseo Lot 2e, the grant of the ERE may reserve the right for pedestrian access when park use of the paseo is closed. (See also advisory notes).

g. In the event the Applicant conveys Lot 30 and/or Lot 32 to the State Department of Parks and Recreation prior to recording a map that includes the two lots, the City may by written agreement, allow the Applicant parkland dedication credit for the qualifying recreational areas of Lot 30 and/or Lot 32.

A105. **Grading Plan**: Applicant shall provide a grading plan for Lot 72 that shall be reflective of the approved Park Master Plan and acceptable to DTSC and PPDS. The grading plan shall identify all topography, and the type and location of the cap/liner, including the depth of soil above the cap/liner.

A106. **Payment of In-lieu Park Fee**: Pursuant to Sacramento City Code Chapter 16.64 (Parkland Dedication) the applicant shall pay to City an in-lieu park fee in the amount determined under SCC §§16.64.040 and 16.64.050 equal to the value of land prescribed for dedication under 16.64.030 and not satisfied by dedication. (See Advisory Note).

A107. **Maintenance District**: The applicant shall initiate and complete the formation of a parks maintenance district (assessment or Mello-Roos special tax district) to fully fund the maintenance costs of all parks created on lots with EREs and including two small parks to be designed and constructed by the Sacramento Municipal Utility District (SMUD) within Assessor's Parcel Number 002-0010-062-0000. The applicant shall pay all City fees for formation of a parks maintenance district. (Contact Public Improvement Financing, Special Districts Project Manager).

A108. **Park Master Plan**: Applicant shall be responsible for preparation and approval of a Park Master Plan for all parks to be built on lots with EREs. The Park Master Plan shall be prepared to the satisfaction of PPDS and shall be submitted for review and shall be approved by the PPDS, Parks and Recreation Commission and City Council. The master plan for Lot 72 shall also involve review by the Department of Utilities staff to ensure that any concerns by the adjacent water treatment plant staff are considered. The parks shall be designed to City standards and shall comply with Crime Prevention through Environmental Design (CPTED) principles. Park names shall be suggested and shall be approved in conjunction with the Park Master Plan.

A109. **Turnkey Park Development**: All of the park sites shall designed and constructed by Applicant, unless the City decides to retain development rights for specific lots. Applicant shall enter into a Park Development Agreement for the preparation of improvement plans and construction of all parks to be built on lots with EREs to the satisfaction of the City's PPDS. The Park Development Agreement shall address:

a. The preparation and approval of the design and improvement plans which shall be consistent with the approved Parks Master Plan and in compliance with the Soil and Groundwater Management Plan, and the 2015 Land Use Covenant or other Land Use Covenants that may be recorded and/or affect the area to be developed with park improvements.

b. Time for completion of the park (or of each phase, if the improvements will not be completed in one phase) as a function of build-out of the Tentative Subdivision Map or issuance of building permits.

c. Any credits to be awarded to the Applicant against the City's Park Impact Fee (PIF) that would be payable as a condition of issuance of building permits for the dwelling units to be constructed in the Tentative Subdivision Map.

d. Maintenance of all improvements to be accepted into the park maintenance financing district for a minimum of one year and until a minimum of 50% of the residential units to be served by the park have received occupancy permits. The one-year maintenance period shall begin following the issuance by the City of a notice of completion for the improvements.

e. Provision of as-built drawings of the completed park.

A110. **Improvements**: The applicant shall construct the following public improvements prior to and as a condition of City's acceptance of the park sites:

a. Full street improvements along street frontages of public or private streets which abut lots with EREs (except as provided herein); including but not limited to curbs, gutters, accessible ramps, street paving, streetlights, and sidewalks; and improved surface drainage through the site. Lots 30 and 34 shall be excluded for the street improvements because they do not adjoin public or private streets, but shall provide sidewalks, ramps and streetlights, as applicable.

b. A concrete sidewalk and vertical curb along all street frontages that open onto lots with EREs (except as provided herein). The sidewalk shall be constructed in accordance with the approved street sections. Sidewalks or other walkways shall be required for Lots 30, 32, 34 and 35 to provide a pedestrian connection from the Central Shops area to the Sacramento River Parkway.

c. A six foot high masonry wall as approved by the City PPDS on property lines separating the public park on Lot 72 from adjacent private uses and masonry wall or other security fence as approved by PPDS and DOU along boundary shared by Lot 72 and the City's Water Treatment Plant. The masonry wall shall be split face block or similar material (to discourage graffiti) with decorative top cap and on-center pilasters, or as otherwise approved by PPDS and DOU (for areas adjacent to the Water Treatment Plant).

d. A twelve inch (12") storm drain stub and six inch (6") sanitary sewer stub to the back of the sidewalk at lots with EREs at a location approved by PPDS for future service. Number of stubs and locations to be approved by PPDS. Storm drain and sewer stubs are to be marked with a 3' high, white 4" x 4" post indicating stub or service location.

e. One water tap for irrigation, one water tap for domestic water, and electrical and telephone service to lots with EREs, quantity and location as approved by PPDS. The irrigation water tap shall be 4 inches for parkland 4 acres and over, and 2-1/2 inches for parkland less than 4 acres; and the domestic water tap shall be 1 inch. Water taps and telephone and electrical services shall be marked with a 3' high, white 4" x 4" post

indicating stub or service location.

f. A ten-foot (10') wide driveway into lots with EREs at a location approved by PPDS. The driveway is to provide future maintenance access to the park.

g. The applicant shall rough grade lots with EREs as required by City Code to provide positive drainage as approved by PPDS.

h. Upon completion of all public improvements identified above, the Developer shall contact the Park Planning and Development (PPDS) Manager to schedule an inspection. This condition shall be considered complete when all improvements have been constructed to the satisfaction of the PPDS Manager.

i. **Site Plan**: The applicant shall submit a site plan and electronic file showing the location of all utilities on the park sites to the PPDS for review and approval.

j. **Design Coordination for PUE's and Facilities**: If a 12.5 foot public utility easement (PUE) for underground facilities and appurtenances currently exists or is required to be dedicated adjacent to a public street right-of-way contiguous lots with EREs, the applicant shall coordinate with PPDS and SMUD regarding the location of appurtenances within the PUE to minimize visual obstruction in relation to the park(s) and to best accommodate future park improvements (the area affected by the PUE shall not be deducted from the area of the EREs, unless the PUE is above ground and/or precludes a recreation use of the area). The applicant shall facilitate a meeting(s) with SMUD and PPDS prior to SMUD's facilities coordinating meeting for the project.

A111. **Multi-Use Trail**: A multi-use trail and adjacent landscaping shall be dedicated and constructed as specified below and in compliance with the PPDS "Multi-Use Trail Design Guidelines" available by contacting PPDS:

a. Location and width of trail:

1. A 10-foot-wide multi-use trail connecting the tunnel to Old Sacramento Historic Park in Lot 30 to a multi-use trail along the northern perimeter of Lots 32, 21b and 21a to link the Central Shops area and Stanford Street to the east, and extending to the Sacramento River Parkway to west via Lot 35. The 10-foot-wide multi-use trail shall also extend to Camille Lane via Lot 8b and along eastern border of Lot 9a.

2. A 10 foot wide multi-use trail between 7th and 8th Streets and east of South Park Street.

b. The multi-use trail shall be dedicated as an easement as approved by PPDS. At the time of dedication, the applicant shall (1) take all actions necessary to convey to and vest in the City a public easement for the multi-use trail, including all interests necessary for maintenance and access; (2) provide a title report and title insurance insuring that clear title in easement is vested in the City at the time of dedication; (3) provide written confirmation that DTSC has approved land use controls and/or land use specific remediation approaches employed which will allow for the development and continued use of the multi-use trail; and (4) take all actions necessary to ensure that the multi-use trail is free and clear of any wetland mitigation, endangered or threatened animal or plant species, sensitive habitat or other development restrictions. The applicant shall be solely responsible, and at its sole cost, for any required mitigation costs or measures associated with the multi-use trail.

c. The applicant shall submit and obtain PPDS approval of the alignment and design of the multi- use trail prior to submitting improvement plans for the trail.

d. The proposed multi-use trail shall comply with Class I bike trail standards, including regulatory signage, as defined in Chapter 1000 of State Department of Transportation Highway Design Manual. At a minimum, the trail shall be 10' of asphalt concrete paving, with clear, graded shoulders that are a minimum of 2' in width, until such time as the trail route(s) are incorporated into an overall plaza design. Shoulders should be decomposed granite or an alternate material approved by PPDS. Applicant shall design the pavement to meet all required design loads.

e. Vehicular access controls shall be placed at the entrance to all access points to the trail (refer to PPDS details and specifications for approved designs).

f. Upon completion of all multi-use trail construction as outlined above, the Developer shall contact the Landscape Architecture Section (LAS) of the PPDS to schedule an inspection. This condition shall be considered complete when all improvements have been completed to the satisfaction of the LAS of the PPDS.

A112. **Public Access Easement**: Provide a public access easement in a width to be approved by PPDS, over that portion of the private Stanford Street to facilitate pedestrian access between Railyards Boulevard and the Central Shops Area, including Lots 21a and 21b.

A113. **Private Recreation Facility Credits:** City Code Chapter 16.64, Sections 16.64.100, 110 and 120 address granting of private recreation facility credits. (Note: *These City Code citations may change. City Code Chapter 16 is proposed to be incorporated into the Planning and Development Code, resulting in a new numbering system*). The City may grant credits for privately owned and

maintained open space or local recreation facilities under specific conditions as outlined in City Code. Such credit, if granted in acres, or comparable in lieu fees, shall not exceed twenty-five (25) percent of the dedication or fees, or both. Should the Applicant request City consideration of private recreation facility credits, then a written agreement shall be required which shall record covenants running with the land and including contractual instruments that the areas shall be adequately maintained. The use of private open space or recreation facilities shall not be changed to another use without the express written consent of the City Council.

REGIONAL TRANSIT: (Traci Canfield, 916-556-0513)

A114. The applicant shall dedicate an easement for Sacramento Regional Transit's traction power substation located on Lots 69a and 69b, or the facility needs to be relocated at the applicant's expense to the satisfaction of Regional Transit (RT) and the City of Sacramento. The easement must include adequate access for RT service vehicles, located such that traffic or light rail operations are not affected by parked service vehicles or other maintenance considerations. The easement must also include underground utilities (the traction power feeders from the TPSS to the tracks/OCS poles).

A115. For safety purposes, construction near the tracks will require coordination with Regional Transit. If impacts are determined to be unavoidable for limited periods of time, coordination with RT will be required. Working around or near the tracks may require RT supervision and compensation for RT staff time. The cost of any bus bridges associated with the project shutting down light rail service will also require compensation to RT.

STATE LANDS:

A116. Prior to undertaking improvements, other than constructing public streets and parks, and prior to approval of a final map(s) that encompasses one or more of lots 1, 02a, 02b, 02c, 02d, 02e, 02f, 02g, 7a, 7b, 33a, 33b, 60, 71, 71, 72, 73a, and 73b on which State Lands has made a public trust claim, the applicant shall submit documentation to the City Attorney's satisfaction that either (a) the public trust claim asserted by the State Lands Commission over said lot(s) has been removed, or (b) (i) the claim of the State Lands Commission in the above listed lots is not a "record title interest in the real property" or a "public easement" that cannot be extinguished without the State's consent as specified in the Subdivision Map Act, and (ii) that the City has no other legal obligation to protect development of the area encompassed by such claim from a use that is incompatible with a public trust interest.

Advisory Notes:

The following advisory notes are informational in nature and are not a requirement of this Tentative Map:

GENERAL:

A117. If unusual amounts of bone, stone, or artifacts are uncovered, work within 50 meters of the area will cease immediately and a qualified archaeologist shall be consulted to develop, if necessary, further mitigation measures to reduce any archaeological impact to a less than significant effect before construction resumes. A note shall be placed on the final improvement plans referencing this condition.

A118. The applicant shall use reasonable efforts to obtain dedications and easements from the adjacent property owner(s) for necessary rights-of-way for the construction of all offsite streets and all offsite intersection and signal improvements (collectively "offsite street improvements"). If the applicant is unable to obtain the necessary dedications and easements for the offsite street improvements, the City may, in its sole discretion, (i) require the applicant to enter into an improvement agreement under Government Section 66462 and (ii) acquire, at the applicant's cost, the real property interests for the offsite street improvements, including exercising its eminent domain authority as provided by Government Code Section 66462.5 to provide for the construction of the offsite street improvements required by the Final Map or a phased Final Subdivision Map. Unless otherwise specified, all Street dedications and required construction shall apply only to areas described within the applicable submitted map.

Utilities:

A119. Prior to issuance of any building permits within the subject area all sanitary sewer, storm drainage, and water, improvements shall be in place and fully functioning unless otherwise approved by the Department of Utilities.

A120. Properly abandon under permit from the County Environmental Health Division, any well or septic system located on the property.

A121. The applicant is responsible for obtaining all necessary permits, easements and approvals from federal, state and local agencies for the construction of the development as proposed in the Specific Plan.

A122. Per City Code 13.08.490 the applicant is required to pay the Combined Sewer Development Fee, provided that the applicant will receive credit against the Fee for construction or contributing toward the construction of a project or projects that mitigate the impacts on the combined sewer system of combined wastewater flows from the subject area, determined by DOU as provided in City Code 13.04.490 F. For the purpose of calculating Combined Sewer Development Fees the reduction in fees for the first 25 ESD's allowed per City Code will only be allowed for a single project within the Railyards project area. All subsequent projects within the Railyards project area will pay the full Combined Sewer

Development Fee.

A123. Per City Code 13.04.820 the applicant is required to pay the Water System Development Fee, provided that the applicant will receive Water System Development Fee Credits for the construction of water transmission mains, determined as provided in City Code 13.04.820 F. The City and applicant will enter into an agreement related to these credits.

SRCSD:

A124. Local sanitary sewer service for the proposed project site will be provided by the City of Sacramento's (City) local sewer collection system. Ultimate conveyance to the Sacramento Regional Wastewater Treatment Plant (SRWTP) for treatment and disposal will be provided via Sump 2, Sump 2A and the Regional San City Interceptor system.

A125. On March 13, 2013, Regional San approved the Wastewater Operating Agreement between Regional San and the City. The following limitations are outlined within this agreement:

Service Area	*Flow Rate (MGD)*
Combined flows from Sump 2 and Sump 2A	*60*
Combined flows from Sumps 2, 2A, 21, 55, and 119	*98*
Total to City Interceptor of combined flows from Sumps 2, 2A, 21, 55, 119, and five trunk connections	*108.5*

PARKS:

A126. The applicant will be responsible to meet its obligations regarding:

a. Payment of Park Dedication / In Lieu (Quimby) Fees, due prior to recordation of the Final Subdivision Map.

b. Payment of a Park Development Impact Fee, due at the time of issuance of a building permit. The fee is calculated using factors at the time that the project is submitted for building permit. The fee is adjusted on July 1st of each year for inflation.

c. Annexation to a Community Facilities District 2002-02, Neighborhood Park Maintenance CFD.

A127. The City's Subdivision Code (including Chapter 16.64 Parks and Recreational Facilities) is in the process of being revised and moved into the City's Planning and Development Code. The proposed changes will be considered by City Council in November 2016. In addition, updated average land values for the

City's community plan areas will be considered for adoption.

A128. The Park Development Impact Fee is currently being revised, based on a Park Impact Fee Nexus Study Update. A proposed amended fee schedule will be considered by City Council in November 2016.

A129. Parkland dedication credit for some lots may be refined prior to recordation of the map containing those lots or in the case of lands to be conveyed to State Parks, after their conveyance and subject to separate agreements. The following is provided for guidance to assist in determining which areas may qualify for parkland dedication credit. All areas deemed eligible for credit will generally include hardscape, walkways, public gathering places (benches, tables, fountains, public art spaces), and/or other recreational areas such as skate parks, hardcourt sport courts or similar areas. Areas that would not be eligible for credit include areas that prohibit public access and/or are blocked from view, designated parking lots/areas, areas that function as road right-of-way for vehicle access, active rail lines, buffer areas around each building (for door-swings, canopies, utilities, stairs or building foundations) or areas that would be restricted for use by adjoining businesses (outdoor seating areas for restaurants). Areas that would prohibit public access but would remain open for viewing and interpretation may be eligible for credit on a case-by-case basis. A park master plan or development improvement plans will be required

B Site Plan and Design Review. The Site Plan and Design Review for the tentative map **is approved** subject to the following conditions:

Planning

B 1. The applicant shall comply with requirements included in the Mitigation Monitoring Plan developed by, and kept on file in, the Planning Division Office (P15-040).

B 2. Subsequent development requests shall be subject to Site Plan and Design Review consistent with the requirements of the Sacramento Railyards Design Guidelines.

Utilities

B 3. An assessment district, community facilities district, or other financing mechanism approved in writing by the City must be formed for the purpose of construction of all common drainage facilities and all common sanitary sewer facilities within the Tentative Subdivision Map boundary and any additional drainage and/or sewer capacity or facilities required to accommodate development of the subject area and surrounding area in accordance with the drainage master plan and sewer master plan for the Specific Plan area. The City allows construction of such facilities and capacity to be phased in a manner that is consistent with the drainage master plan and sewer master plan for the Specific Plan area. For purposes of this condition, "other financing mechanism" includes but is not limited to a fully executed agreement approved as to form by

the City Attorney, which provides for funding and construction of the facilities, and which provides for posting or depositing with the City unconditional security for performance of the landowner's obligations, which security is adequate in the sole and exclusive discretion of the City, and which is in a form acceptable to the City Attorney.

B 4. The applicant and/or any successor shall fully participate in any financing mechanism, including but not limited to assessment districts, or community facilities districts formed for the purpose of financing the facilities specified in the previous condition, and any such mechanism formed for the purpose of financing the drainage facilities and sewer facilities required as part of the drainage master plan and sewer master plan for the Tentative Subdivision Map based on the Specific Plan for the entire plan area. For this purpose, "fully participate" requires that the applicant and/or successor shall, notwithstanding the provisions of Articles XIIIC and/or XIIID of the California Constitution, or any other applicable federal or state law, rule of regulation, waive and relinquish any right to protest or vote against the formation of the mechanism and/or the levy of any assessment or tax pursuant thereto; actively participate in a positive manner in the proceedings for formation of the mechanism and/or the levy of any assessment or tax pursuant thereto; and pay all taxes, assessments and/or fees levied pursuant thereto.

B 5. The applicant may be required to execute a water, sewer and/or drainage agreement with the City for the construction of all common water, sewer and/or drainage facilities per the approved studies per the Specific Plan. The agreement shall be to the satisfaction of the DOU and the City Attorney.

B 6. No public facilities are allowed within private drives or private open spaces unless otherwise approved by the DOU with a variance. Private facilities shall be maintained by the associations or property owner(s). C.C.&Rs may be required and shall be approved by the City and recorded assuring maintenance of water, sewer and storm drainage facilities within the development. Private easements shall be provided for these facilities. If required by the DOU, the responsible party shall enter into and record an agreement with the City regarding the maintenance of these facilities. The agreement shall be to the satisfaction of the DOU and the City Attorney.

B 7. Construction of all water, sewer and drainage facilities shall be per the approved drainage, sewer and water studies. Offsite main extensions may be required for connection to existing City water, sewer and drainage systems. If additional offsite main extensions are required to serve the development within the proposed final map, construction of the mains shall be the responsibility of the applicant and constructed to the satisfaction of the DOU.

B 8. The project's initial sewer flows to the existing 3rd Street sewer main shall be limited to 1.24cfs and the applicant will be required construct a temporary lift station to the satisfaction of the Department of Utilities until the 3rd Street main is upsized by the City. In lieu of constructing the temporary lift station, the applicant may upsize the 3rd Street sewer main. The construction cost of the

3rd Street sewer main may be reimbursed through the Combined Sewer System Development Fee program in the form of combined sewer development fee credits.

B 9. Per City Code 13.04.230, no permanent structures shall be constructed on top of water or drainage pipelines or anywhere within the associated utility easements, unless approved by the director upon execution of a hold harmless agreement approved by the City Attorney. Therefore, prior to recording the final map, the applicant may be required to execute a hold harmless agreement for improvements placed on top of the drainage main that is proposed through Lot 65. (Note: No trees are allowed to be planted on top of the drainage main or anywhere within the associated easement.)

B 10. The applicant shall provide a continuous elevation and/or structure from the west to the east across the project with a minimum top elevation of 31-feet (Datum NGVD29). The existing berm that runs along the north boundary of the project satisfies this condition. Before decreasing the top elevation of the existing berm on the north side of the project below 31-feet (Datum NGVD29), the applicant shall construct a fully-functional replacement structure with a minimum top elevation of 31-feet (Datum NGVD29) where elevation does not meet such criteria. The structure shall be designed and constructed to the satisfaction of the Department of Utilities.

B 11. Prior to the submittal of improvement plans, prepare a master water study for the Tentative Subdivision Map based on the Specific Plan and each phase of the project for review and approval by the DOU. The water distribution system shall be designed to satisfy the more critical of the two following conditions: (1) at maximum day peak hour demand, the operating or "residual" pressure at all water service connections shall be at least 30 pounds per square inch, (2) at average maximum day demand plus fire flow, the operating or "residual" pressure in the area of the fire shall not be less than 20 pounds per square inch. The water study shall determine if the existing and proposed water distribution system is adequate to supply fire flow demands for the proposed development as set out in the Specific Plan. The water study shall show if the existing water transmission mains are sufficient to support the proposed development as set out in the Specific Plan or if an additional transmission main is required for the project. The water study shall show the size and location of the proposed water distribution mains (pipes < 12 inches) and transmission mains (pipes > 12 inches). The water study shall show the proposed tie-ins to the existing water system. The applicant shall design the water system to provide design flows and pressures with a transmission main removed from service. A water supply test may be required for this study. Contact the DOU for the pressure boundary conditions to be used in the water study.

B 12. The applicant shall extend the existing 18-inch diameter transmission main in 7th Street from the F/G Street Alley to I Street and tie into the existing 42-inch diameter transmission main per the approved water study. Construction documents for the transmission main shall be submitted to and approved by DOU prior to bidding and construction. (Note: The construction of the water

transmission main will be reimbursed through the water system development fee credits. A water transmission main reimbursement agreement will be required.)

B 13. Two or more points of service for the water distribution system for development within the Tentative Subdivision Map or any phase of this map at the time of filing the proposed final map are required

B 14. Per City Code Section, 13.04.070, multiple water service to a single lot or parcel may be allowed if approved by the DOU Development Review and Operations and Maintenance staff. Any new water services (other than fire) shall be metered. Excess services shall be abandoned to the satisfaction of the DOU.

B 15. The applicant shall properly abandon all existing private water lines within the proposed development area to the satisfaction of the DOU.

B 16. Prior to the submittal of improvement plans, sanitary sewer studies for the Master Tentative Subdivision Map based on the Specific Plan and for each proposed final map must be completed by applicant and approved by the DOU. The sanitary sewer studies shall include flows from the Richards Boulevard area unless otherwise approved by the DOU.

B 17. Prior to submittal of improvement plans, prepare drainage studies for the Tentative Subdivison Map based on the Specific Plan for review and approval by the DOU. The drainage study shall demonstrate that the project will mitigate all increases in storm drain runoff. Sufficient offsite and onsite spot elevations shall be provided in the drainage study to determine the direction of storm drain runoff. The applicant is advised to contact the City of Sacramento Utilities Department Drainage Planning Section (916-808-1400) at the early planning stages to address any drainage related requirements. (Note: Any changes to the street alignment and/or land use plan will need to be reflected on the drainage master plan. Changes to the drainage master plan will need to be resubmitted for a review and approval by the DOU.)

B 18. Construct DOU approved pump station and discharge pipes, and construct inlet and outlet structures for the pump station at the time specified by DOU. The construction shall be to the satisfaction of the DOU. The applicant is responsible for obtaining all necessary permits, easements and approvals from federal, state and local agencies, and private land owners for the construction of these facilities.

B 19. Development east of 7th Street will be required to upsize the existing drainage system in Railyards Boulevard or as otherwise approved by the DOU with a revised drainage study.

B 20. Per City Code, the Subdivider may not develop the project in any way that obstructs, impedes, or interferes with the natural flow of existing off-site drainage that crosses the property. The project shall construct the required public and/or private infrastructure to handle off-site runoff to the satisfaction of the DOU. If private infrastructure is constructed to handle off-site runoff, the

applicant shall dedicate the required private easements and/or, at the discretion of the DOU, the applicant shall enter into and record an Agreement for Maintenance of Drainage with the City, in a form acceptable to the City Attorney.

B 21. The finished floor shall be a minimum pf 1.5-feet above the overland flow release or 1-foot above the 100 year HGL (whichever is higher), or meet current design standards and shall be to the satisfaction of the DOU.

B 22. A grading plan showing existing and proposed elevations is required. Adjacent off-site topography shall also be shown to the extent necessary to determine impacts to existing surface drainage paths.

B 23. No grading shall occur until the grading plan has been reviewed and approved by the DOU and a remediation certification letter or an equivalent approval for soil remediation has been issued by DTSC. The grading plan can be phased, as areas within the proposed final map are certified as remediated DTSC through a certification letter (or equivalent approval).

B 24. This project is greater than 1 acre, therefore the project is required to comply with the State "NPDES General Permit for Stormwater Discharges Associated with Construction Activity" (State Permit). To comply with the State Permit, the applicant will need to file a Notice of Intent (NOI) with the State Water Resources Control Board (SWRCB) and prepare a Stormwater Pollution Prevention Plan (SWPPP) prior to construction. A copy of the State Permit and NOI may be obtained from www.swrcb.ca.gov/stormstr/construction.html. The SWPPP will be reviewed by the Department of Utilities prior to issuing a grading permit. The following items, but not limited to, shall be included in the SWPPP: (1) vicinity map, (2) site map, (3) list of potential pollutant sources, (4) type and location of erosion and sediment BMP's, (5) name and phone number of person responsible for SWPPP and (6) certification by property owner or authorized representative.

B 25. The applicant must comply with the City of Sacramento's Grading, Erosion and Sediment Control Ordinance. This ordinance requires the applicant to show erosion and sediment control methods on the subdivision improvement plans. These plans shall also show the methods to control urban runoff pollution from the project site during construction.

B 26. Section 401 of the Clean Water Act (CWA) requires any applicant for a federal license or permit for activities that may result in discharge into waters of the U.S. to obtain a certification (Water Quality Certification) from the respective State that the project will meet water quality standards. This project will be required to obtain a Water Quality Certification (401 permit) from the Central Valley Regional Water Quality Control Board if building a new pump station and discharge to the Sacramento River in the later phase of the project.

B 27. The project shall include in the Master Stormwater Quality Management Plan a requirement that all future developed parcels shall meet the Low Impact Development standards in place at the time of permit submittal. Post

construction (permanent), stormwater quality and quantity control measures shall be incorporated into the development to minimize the increase of urban runoff volume and pollution caused by development of the area. This project is required to incorporate source controls, runoff reduction and treatment controls. Specific source controls are required for (1) commercial/industrial fueling areas (2) commercial/industrial loading areas, (3) commercial/industrial outdoor storage areas, (4) commercial/industrial outdoor work areas, (5) commercial/industrial outdoor equipment wash areas, and (6) commercial/industrial/multi-family waste management areas. Permanent storm drain markings (e.g. no dumping -drains to river) is required at all drain inlets. The project is required to treat the "water quality volume/flow" with a combination of accepted treatment control measures such as water quality detention basins, stormwater planters or vegetative swales. The project is also required to incorporate runoff reduction control measures. Some runoff reduction and treatment control measures may be prohibited in certain project areas due to the infiltration constraints. Refer to the "Stormwater Quality Design Manual for the Sacramento and South Placer Regions" dated May 2007 (or latest edition) for appropriate source, runoff reduction and treatment control measures.

Advisory Notes for the Site Plan and Design Review:

B 28. Prior to issuance of any building permits within the subject area all sanitary sewer, storm drainage, and water, improvements shall be in place and fully functioning unless otherwise approved by the Department of Utilities.

B 29. Properly abandon under permit from the County Environmental Health Division, any well or septic system located on the property.

B 30. The applicant is responsible for obtaining all necessary permits, easements and approvals from federal, state and local agencies for the construction of the development as proposed in the Specific Plan.

B 31. Per City Code 13.08.490 the applicant is required to pay the Combined Sewer Development Fee, provided that the applicant will receive credit against the Fee for construction or contributing toward the construction of a project or projects that mitigate the impacts on the combined sewer system of combined wastewater flows from the subject area, determined by DOU as provided in City Code 13.04.490 F. For the purpose of calculating Combined Sewer Development Fees the reduction in fees for the first 25 ESD's allowed per City Code will only be allowed for a single project within the Railyards project area. All subsequent projects within the Railyards project area will pay the full Combined Sewer Development Fee.

B 32. Per City Code 13.04.820 the applicant is required to pay the Water System Development Fee, provided that the applicant will receive Water System Development Fee Credits for the construction of water transmission mains, determined as provided in City Code 13.04.820 F. The City and applicant will enter into an agreement related to these credits.

Section 2. Exhibits A and B are part of this Resolution.

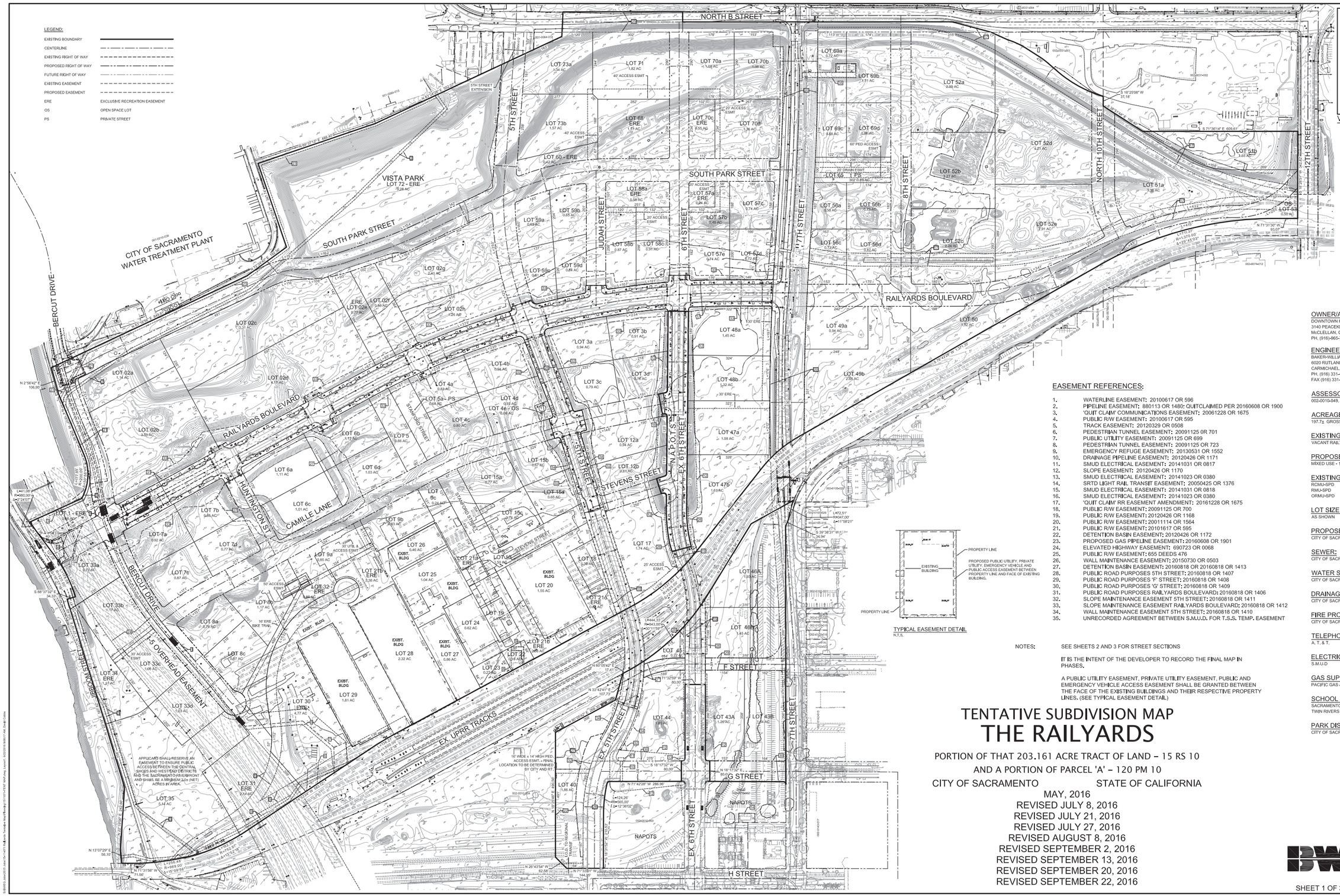
Table of Contents:

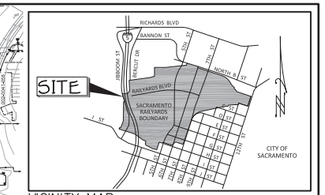
Exhibit A: Tentative Map

Exhibit B: Street Cross Section

LEGEND:

EXISTING BOUNDARY	
CENTERLINE	
EXISTING RIGHT OF WAY	
PROPOSED RIGHT OF WAY	
FUTURE RIGHT OF WAY	
EXISTING EASEMENT	
PROPOSED EASEMENT	
ERE	EXCLUSIVE RECREATION EASEMENT
OS	OPEN SPACE LOT
PS	PRIVATE STREET





VICINITY MAP

NO SCALE

GRAPHIC SCALE: 1"=100'

EASEMENT REFERENCES:

1. WATERLINE EASEMENT: 20100617 OR 596
2. PIPELINE EASEMENT: 880113 OR 1480; QUITCLAIMED PER 20160608 OR 1900
3. 'QUIT CLAIM' COMMUNICATIONS EASEMENT: 20061228 OR 1675
4. PUBLIC R/W EASEMENT: 20100617 OR 595
5. TRACK EASEMENT: 20120329 OR 0508
6. PEDESTRIAN TUNNEL EASEMENT: 20091125 OR 701
7. PUBLIC UTILITY EASEMENT: 20091125 OR 699
8. PEDESTRIAN TUNNEL EASEMENT: 20091125 OR 723
9. EMERGENCY REFUGE EASEMENT: 20130531 OR 1552
10. DRAINAGE PIPELINE EASEMENT: 20120426 OR 1171
11. SMUD ELECTRICAL EASEMENT: 20141031 OR 0817
12. SLOPE EASEMENT: 20120426 OR 1170
13. SMUD ELECTRICAL EASEMENT: 20141023 OR 0380
14. SRTD LIGHT RAIL TRANSIT EASEMENT: 20050425 OR 1376
15. SMUD ELECTRICAL EASEMENT: 20141031 OR 0818
16. SMUD ELECTRICAL EASEMENT: 20141023 OR 0380
17. 'QUIT CLAIM' RR EASEMENT AMENDMENT: 20161228 OR 1675
18. PUBLIC R/W EASEMENT: 20091125 OR 700
19. PUBLIC R/W EASEMENT: 20120426 OR 1168
20. PUBLIC R/W EASEMENT: 20011114 OR 1564
21. PUBLIC R/W EASEMENT: 20101617 OR 595
22. DETENTION BASIN EASEMENT: 20120426 OR 1172
23. PROPOSED GAS PIPELINE EASEMENT: 20160608 OR 1901
24. ELEVATED HIGHWAY EASEMENT: 690723 OR 0068
25. PUBLIC R/W EASEMENT: 655 DEEDS 476
26. WALL MAINTENANCE EASEMENT: 20150730 OR 0503
27. DETENTION BASIN EASEMENT: 20160818 OR 20160818 OR 1413
28. PUBLIC ROAD PURPOSES 5TH STREET: 20160818 OR 1407
29. PUBLIC ROAD PURPOSES 'F' STREET: 20160818 OR 1408
30. PUBLIC ROAD PURPOSES 'G' STREET: 20160818 OR 1409
31. PUBLIC ROAD PURPOSES RAILYARDS BOULEVARD: 20160818 OR 1406
32. SLOPE MAINTENANCE EASEMENT 5TH STREET: 20160818 OR 1411
33. SLOPE MAINTENANCE EASEMENT RAILYARDS BOULEVARD: 20160818 OR 1412
34. WALL MAINTENANCE EASEMENT 5TH STREET: 20160818 OR 1410
35. UNRECORDED AGREEMENT BETWEEN S.M.U.D. FOR T.S.S. TEMP. EASEMENT

TYPICAL EASEMENT DETAIL
N.T.S.

NOTES:

SEE SHEETS 2 AND 3 FOR STREET SECTIONS

IT IS THE INTENT OF THE DEVELOPER TO RECORD THE FINAL MAP IN PHASES.

A PUBLIC UTILITY EASEMENT, PRIVATE UTILITY EASEMENT, PUBLIC AND EMERGENCY VEHICLE ACCESS EASEMENT SHALL BE GRANTED BETWEEN THE FACE OF THE EXISTING BUILDINGS AND THEIR RESPECTIVE PROPERTY LINES. (SEE TYPICAL EASEMENT DETAIL)

TENTATIVE SUBDIVISION MAP
THE RAILYARDS

PORTION OF THAT 203.161 ACRE TRACT OF LAND – 15 RS 10
AND A PORTION OF PARCEL 'A' – 120 PM 10
CITY OF SACRAMENTO STATE OF CALIFORNIA
MAY, 2016
REVISED JULY 8, 2016
REVISED JULY 21, 2016
REVISED JULY 27, 2016
REVISED AUGUST 8, 2016
REVISED SEPTEMBER 2, 2016
REVISED SEPTEMBER 13, 2016
REVISED SEPTEMBER 20, 2016
REVISED SEPTEMBER 22, 2016

OWNER/APPLICANT:
DOWNTOWN RAILYARD VENTURE, LLC
3140 PEACEKEEPER WAY, SUITE HH
McCLELLAN, CA. 95652
PH. (916)-965-7100

ENGINEER:
BAKER-WILLIAMS ENGINEERING GROUP
6020 RUTLAND DRIVE, SUITE 19
CARMICHAEL, CALIFORNIA 95608
PH. (916) 331-4336
FAX (916) 331-4430

ASSESSOR'S PARCEL NUMBERS:
002-0010-049, 002-0010-052, 002-0010-056 & 002-0010-063

ACREAGE:
197.7± GROSS ACRES

EXISTING USE:
VACANT RAILYARD

PROPOSED USE:
MIXED USE - 118 LOTS

EXISTING/PROPOSED ZONING:

RCMU-SPD	(RESIDENTIAL/COMMERCIAL MIXED USE - SPECIAL PLANNING DISTRICT)
RMU-SPD	(RESIDENTIAL MIXED USE - SPECIAL PLANNING DISTRICT)
ORMU-SPD	(OFFICE/RESIDENTIAL MIXED USE - SPECIAL PLANNING DISTRICT)

LOT SIZE:
AS SHOWN

PROPOSED IMPROVEMENTS:
CITY OF SACRAMENTO

SEWER:
CITY OF SACRAMENTO

WATER SUPPLY:
CITY OF SACRAMENTO

DRAINAGE:
CITY OF SACRAMENTO

FIRE PROTECTION:
CITY OF SACRAMENTO

TELEPHONE SERVICE:
A. T. & T.

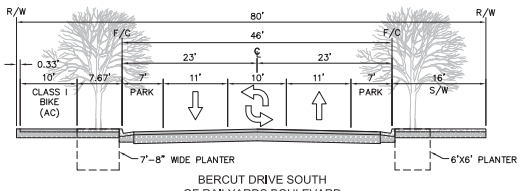
ELECTRICAL SERVICE:
S.M.U.D

GAS SUPPLY:
PACIFIC GAS & ELECTRIC

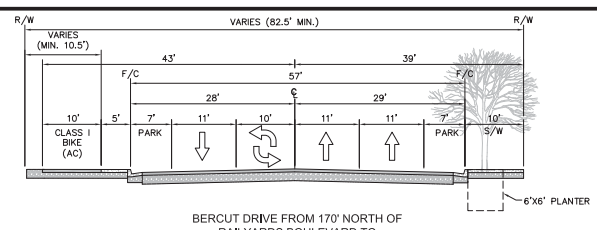
SCHOOL DISTRICT:
SACRAMENTO CITY UNIFIED SCHOOL DISTRICT
TWIN RIVERS UNIFIED SCHOOL DISTRICT

PARK DISTRICT:
CITY OF SACRAMENTO

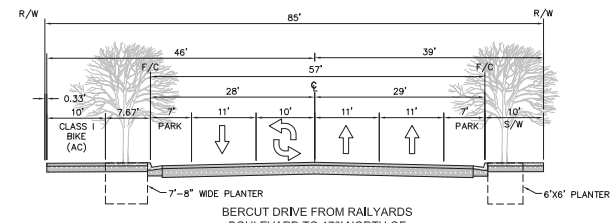
BAKER-WILLIAMS ENGINEERING GROUP
Engineering / Surveying / Land Planning / Entitlement Processing / GPS Services
6020 Rutland Drive, Suite 19 ~ Carmichael CA 95608
(916) 331-4336 ~ fax (916) 331-4430 ~ office@bw-engineers.com



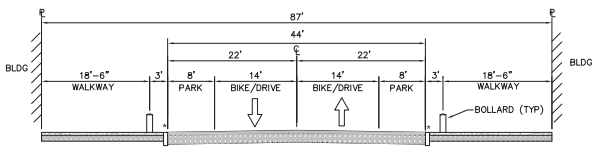
BERCUT DRIVE SOUTH OF RAILYARDS BOULEVARD



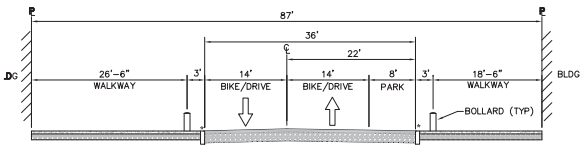
BERCUT DRIVE FROM 170' NORTH OF RAILYARDS BOULEVARD TO SOUTH PARK STREET (ADJACENT TO I-5)



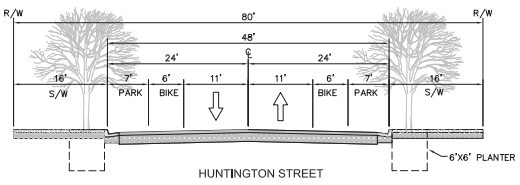
BERCUT DRIVE FROM RAILYARDS BOULEVARD TO 170' NORTH OF RAILYARDS BOULEVARD



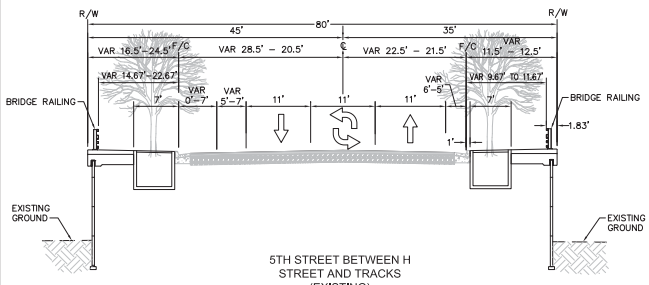
STANFORD STREET (PRIVATE STREET) PARKING BOTH SIDES *DRAIN STRUCTURE



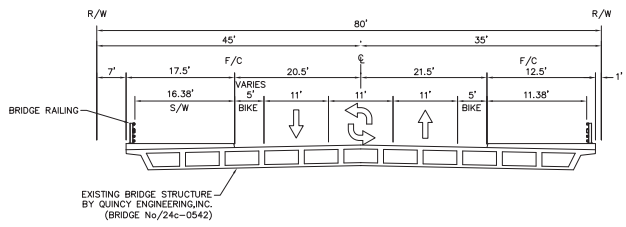
STANFORD STREET (PRIVATE STREET) PARKING ONE SIDE *DRAIN STRUCTURE



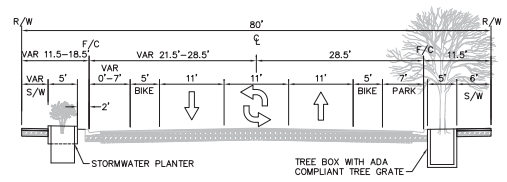
HUNTINGTON STREET



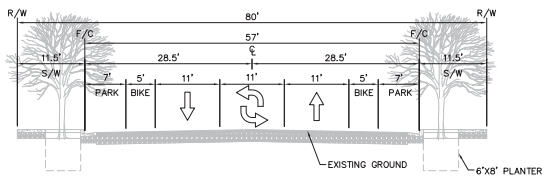
5TH STREET BETWEEN H STREET AND TRACKS (EXISTING)



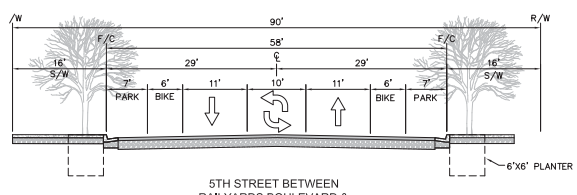
5TH STREET ON BRIDGE (EXISTING)



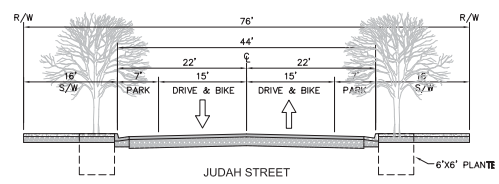
5TH STREET BETWEEN TRACKS & CAMILLE (EXISTING)



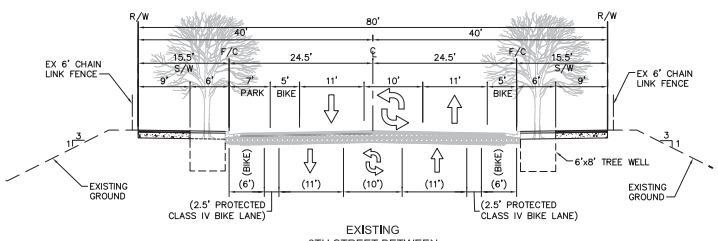
5TH STREET BETWEEN CAMILLE LANE & RAILYARDS BOULEVARD (EXISTING)



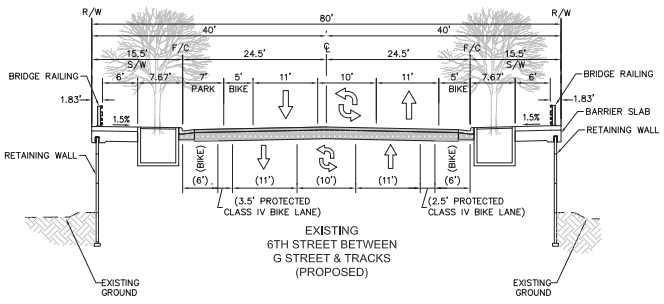
5TH STREET BETWEEN RAILYARDS BOULEVARD & NORTH B STREET



JUDAH STREET



EXISTING 6TH STREET BETWEEN H STREET and G STREET (PROPOSED)



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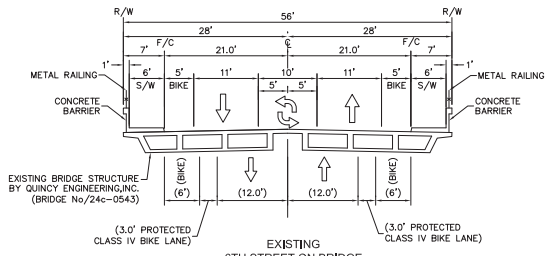
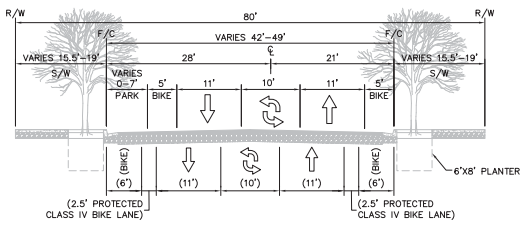
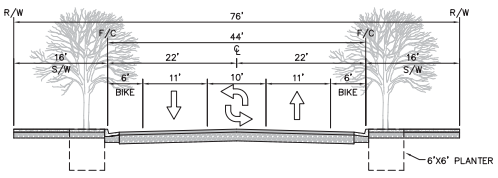


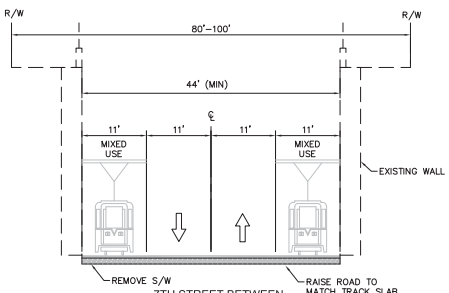
EXISTING 6TH STREET ON BRIDGE (PROPOSED)



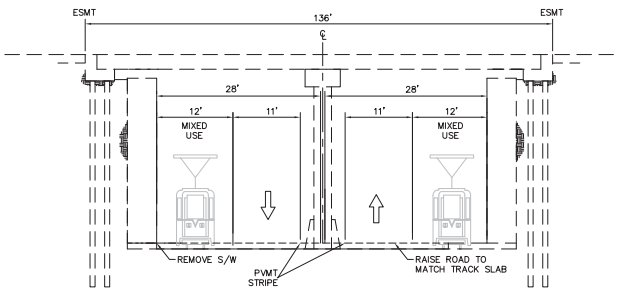
EXISTING 6TH STREET BETWEEN TRACKS & RAILYARDS BOULEVARD (PROPOSED)



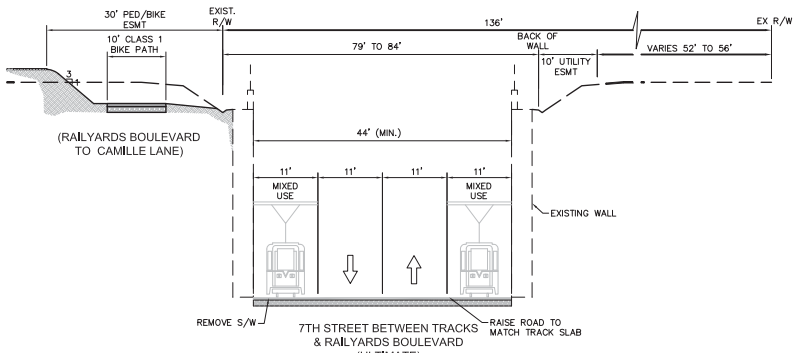
6TH STREET BETWEEN RAILYARDS BOULEVARD & NORTH B STREET



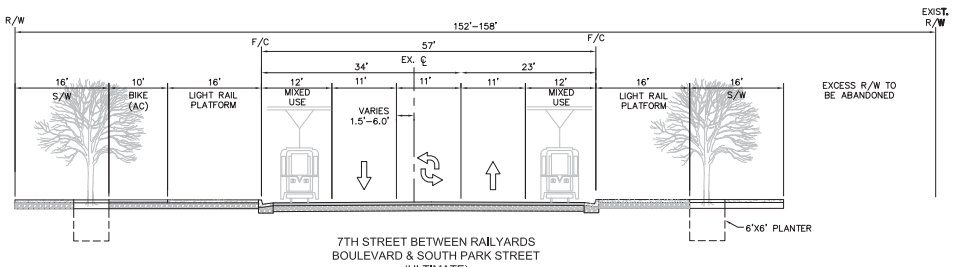
7TH STREET BETWEEN F STREET & TRACKS (ULTIMATE) TO REMAIN AS-IS UNTIL SOUTH LIGHT RAIL TRACK IS CONSTRUCTED



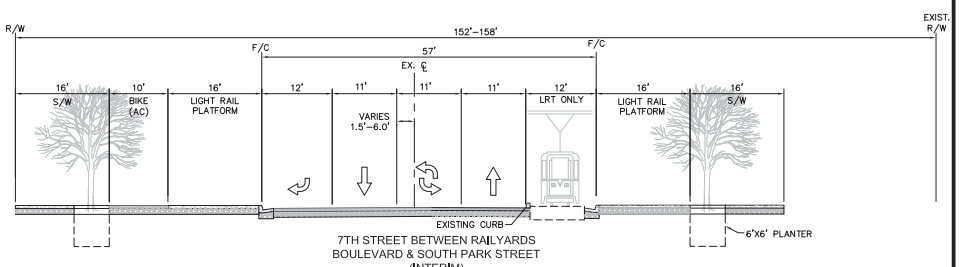
7TH STREET UNDER TRACKS (ULTIMATE) TO REMAIN AS-IS UNTIL SOUTH LIGHT RAIL TRACK IS CONSTRUCTED



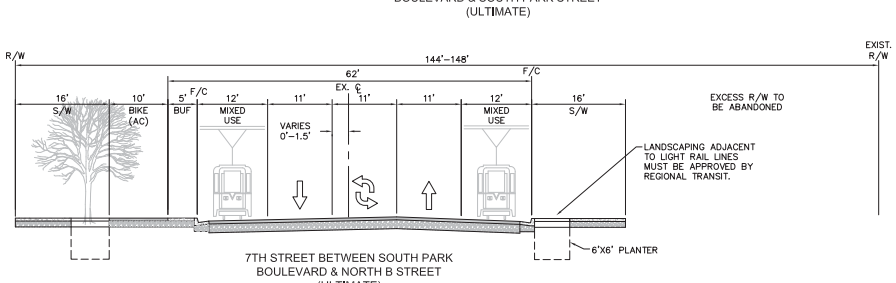
7TH STREET BETWEEN TRACKS & RAILYARDS BOULEVARD (ULTIMATE) TO REMAIN AS-IS UNTIL SOUTH LIGHT RAIL TRACK IS CONSTRUCTED



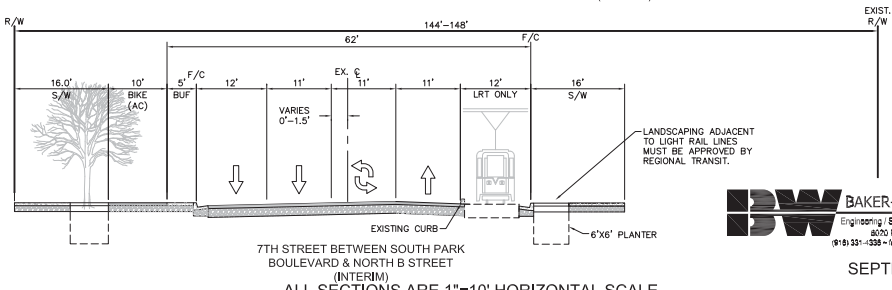
7TH STREET BETWEEN RAILYARDS BOULEVARD & SOUTH PARK STREET (ULTIMATE)



7TH STREET BETWEEN RAILYARDS BOULEVARD & SOUTH PARK STREET (INTERIM)



7TH STREET BETWEEN SOUTH PARK BOULEVARD & NORTH B STREET (ULTIMATE)



7TH STREET BETWEEN SOUTH PARK BOULEVARD & NORTH B STREET (INTERIM)

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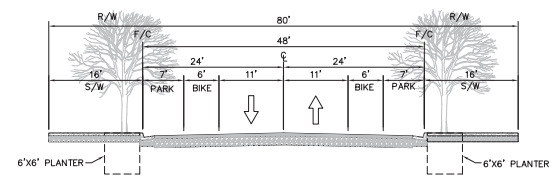
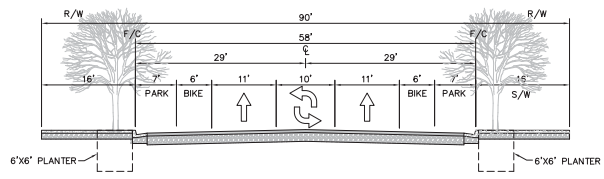
SEPTEMBER 22, 2016

ALL SECTIONS ARE 1"=10' HORIZONTAL SCALE

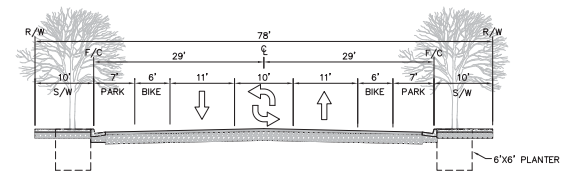
SHEET 2 OF 3



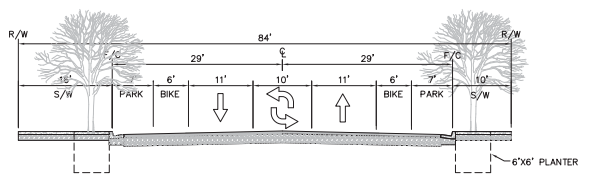
8TH STREET BETWEEN RAILYARD
BOULEVARD & NORTH B STREET



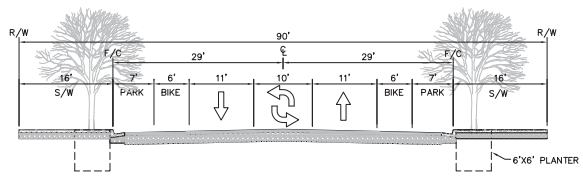
NORTH 10TH STREET BETWEEN RAILYARDS
BOULEVARD & NORTH B STREET
FOR PROJECT 10TH STREET STOPS



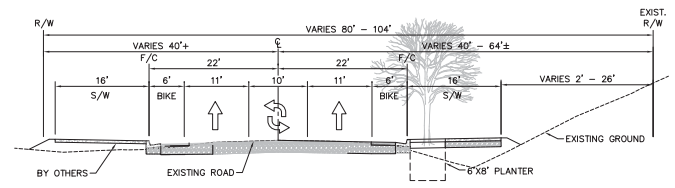
SOUTH PARK STREET BETWEEN
BERCUT DRIVE & VISTA PARK



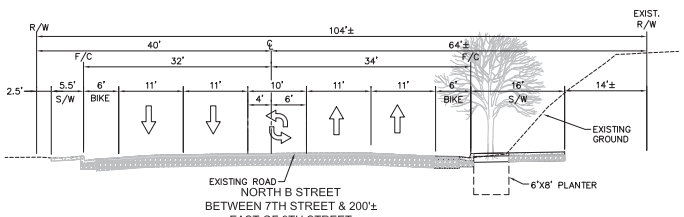
SOUTH PARK STREET
ADJACENT TO VISTA PARK



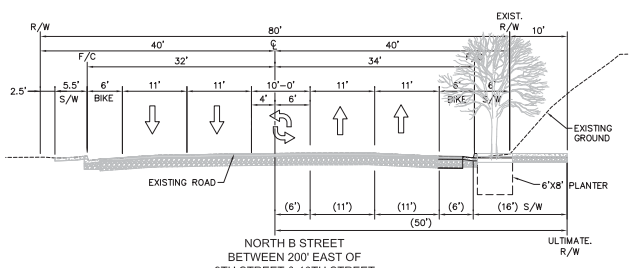
SOUTH PARK STREET BETWEEN
5TH STREET & 7TH STREET



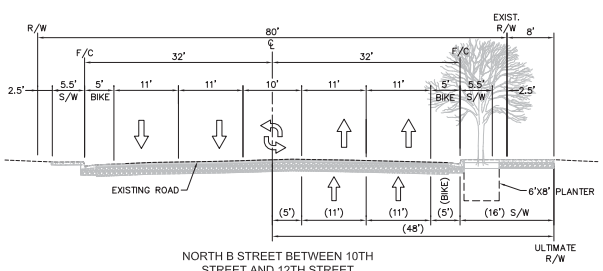
NORTH B STREET
BETWEEN 5TH STREET
& 7TH STREET



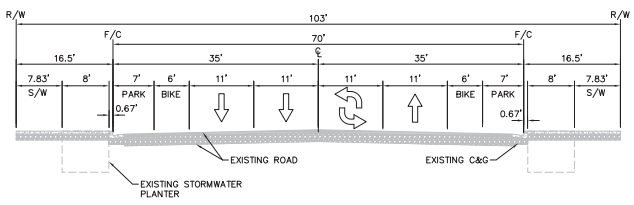
NORTH B STREET
BETWEEN 7TH STREET & 200'±
EAST OF 8TH STREET



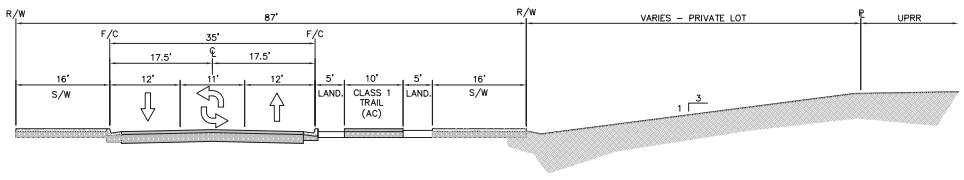
NORTH B STREET
BETWEEN 200' EAST OF
8TH STREET & 10TH STREET
(ULTIMATE LANE
CONFIGURATION)



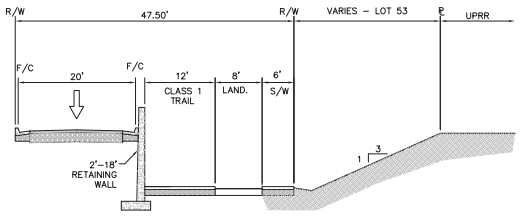
NORTH B STREET BETWEEN 10TH
STREET AND 12TH STREET
EXISTING
(ULTIMATE LANE
CONFIGURATION)



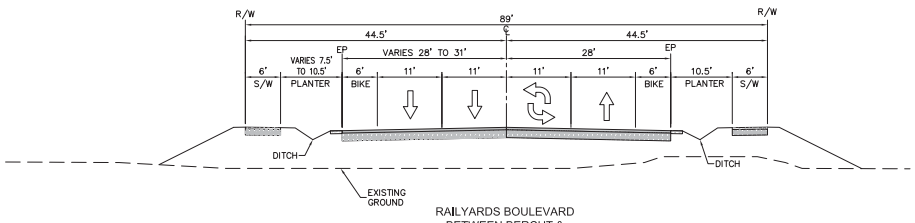
RAILYARDS BOULEVARD
BETWEEN BERCUT
DRIVE & 7TH STREET
(EXISTING)



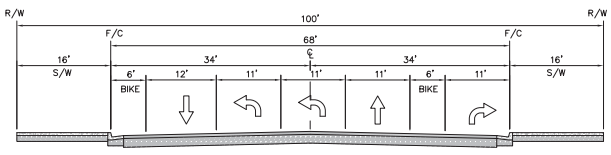
RAILYARDS BOULEVARD
BETWEEN 7TH STREET
& 10TH STREET



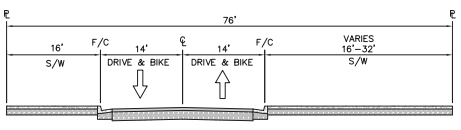
RAILYARDS BOULEVARD
BETWEEN 10TH STREET
& 12TH STREET



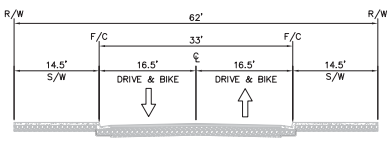
RAILYARDS BOULEVARD
BETWEEN BERCUT &
JIBOOM STREET
(TEMPORARY)



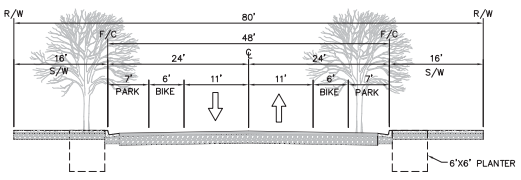
RAILYARDS BOULEVARD
BETWEEN BERCUT &
JIBOOM STREET
(UTLIMATE)



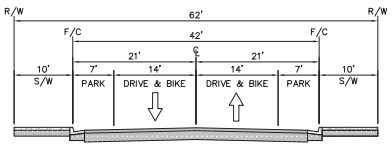
STEVENS STREET (PRIVATE STREET)
BETWEEN 5TH STREET & STANFORD STREET



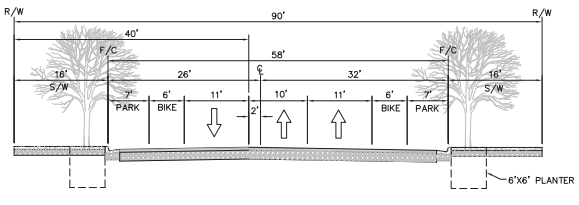
STEVENS STREET
EXISTING INTX AT 6TH STREET



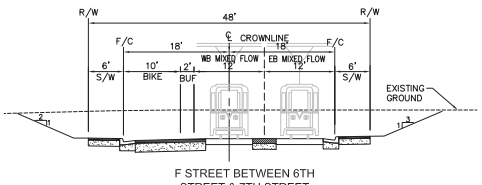
CAMILLE LANE
BETWEEN BERCUT DRIVE
& 5TH STREET



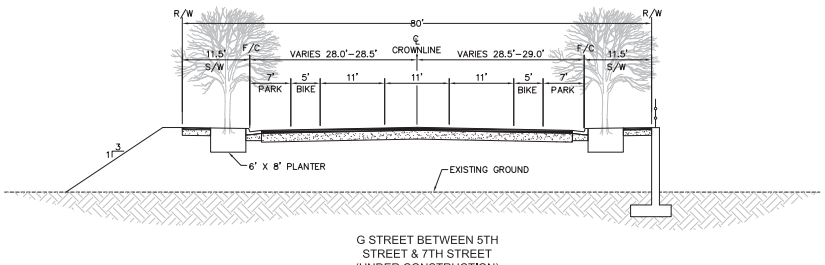
STEVENS STREET
BETWEEN 5TH & 6TH STREET



CAMILLE LANE
BETWEEN 5TH STREET
& 6TH STREET



F STREET BETWEEN 6TH
STREET & 7TH STREET
(UNDER CONSTRUCTION)



G STREET BETWEEN 5TH
STREET & 7TH STREET
(UNDER CONSTRUCTION)

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ALL SECTIONS ARE 1"=10' HORIZONTAL SCALE

OCTOBER 11, 2016

SHEET 3 OF 3

RESOLUTION NO. 2016-

Adopted by the Sacramento City Council

November 10, 2016

ADOPTING FINDINGS OF FACT AND APPROVING A CONDITIONAL PERMIT FOR A SPORTS COMPLEX LOCATED ON LOTS 52a, 52b, 52c, 52d, AND 52e OF THE SACRAMENTO RAILYARDS (P15-040), A SITE PLAN AND DESIGN REVIEW FOR A SPORTS COMPLEX, A VARIANCE TO ALLOW THE EXTENSION OF HOURS OF CONSTRUCTION ESTABLISHED BY THE NOISE ORDINANCE, AND A VARIANCE TO ALLOW NOISE FROM THE OPERATION OF THE SPORTS COMPLEX AND SURROUNDING PLAZA AREA TO EXCEED LEVELS ALLOWED BY THE CITY OF SACRAMENTO NOICE ORDINANCE

A. On October 22, 2015, March 24, 2016, May 12, 2016, June 30, 2016, August 11, 2016, September 8, 2016, September 22, 2016, and October 6, 2016, the City Planning and Design Commission participated in public hearings on the Sacramento Railyard project.

B. On November 18, 2015, May 18, 2016, and June 30, 2016, the City Preservation Commission participated in public hearings on the Sacramento Railyard project.

C. On October 24, 2016, the City Planning and Design Commission conducted a public hearing on the Sacramento Railyards project, and forwarded to the City Council a recommendation to approve, the Conditional Use Permit for a major sports complex, a Site Plan and Design Review for a sports complex, and Variance to allow the extension of hours of construction established by the City of Sacramento noise ordinance, and a Variance to allow noise from the operation of the major sports complex and surrounding plaza area to exceed levels allowed by the City noise ordinance.

D. On November 10, 2016, the City Council conducted a public hearing that was noticed in accordance with Sacramento City Code section 17.812.030 at which it received and considered evidence concerning the Sacramento Railyards project.

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

Section 1. Based on the verbal and documentary evidence received at the hearings on the Sacramento Railyards Project the City Council approves the Conditional Use Permit for a sports complex, a Site Plan and Design Review for a sports complex, and Variance to allow the extension of hours of construction established by the City of Sacramento noise ordinance, and a Variance to allow noise from the operation of the major sports complex and surrounding plaza area to exceed levels allowed by the City noise ordinance (P15-040),

as provided in Exhibits A – G, based on the findings of fact and subject to the conditions of approval as set forth below.

A. Conditional Use Permit. The Conditional Use Permit for a sports complex **is approved** based on the following findings of fact:

a. The proposed use and its operating characteristics are consistent with the general plan and any applicable specific plan or transit village plan, in that the General Plan policies and goals support a mix of land uses that support transit service and which encourages the development of cultural and entertainment facilities in the city's center to attract visitors and establish a unique identity for Sacramento. Furthermore, the use, as conditioned, is allowed and consistent in the Central Business District land use designation and the use is consistent with the Sacramento Railyards Specific Plan concepts, goals and policies related to the East End District where the sports complex is located.

b. The proposed use and its operating characteristics are consistent with the applicable standards, requirements, and regulations of the zoning district in which it is located, and of all other provisions of this title and this code in that the use is conditionally allowed in the Central Business District (C-3-SPD) zone and is conditioned in a manner that will further the goals of the Sacramento Railyards and Central Business District.

c. The proposed use is situated on a parcel that is physically suitable in terms of location, size, topography, and access, and that is adequately served by public services and utilities in that the tentative map associated with the Sacramento Railyards project requires improvements that will serve the area and provide a roadway system that connects to adjacent neighborhoods and provide sufficient physical access to the sports complex.

d. The proposed use and its operating characteristics are not detrimental to the public health, safety, convenience, or welfare of persons residing, working, visiting, or recreating in the surrounding neighborhood and will not result in the creation of a nuisance in that the project is designed and conditioned to support both existing and future surrounding land uses and to minimize detrimental impacts. Potential noise impacts are mitigated to the extent feasible.

B. Site Plan and Design Review. The Site Plan and Design Review for a sports complex **is approved** based on the following findings of fact:

a. The design, layout, and physical characteristics of the proposed development are consistent with the General Plan and any applicable specific plan or transit village plan, in that the development is consistent with General Plan policies that encourage the creation of iconic buildings that contribute to the City's structure and identity and create a unique sense of place. The project is also consistent with General Plan policies that encourage the development of well-planned, active public spaces.

b. The design, layout, and physical characteristics of proposed development are consistent with all applicable design guidelines and with all applicable development standards and the proposed development is consistent with the purpose and intent of the applicable design guidelines and development standards, in that sports complex is designed to be consistent with the Central Core Urban Design Guidelines and Sacramento Railyards Design Guidelines. The material palette and treatment of textures and finishes meets and exceeds the Guidelines, and design considerations are taken to ensure that the scale of the building is comfortable to the site's visitors while also creating an iconic and functional structure.

c. All streets and other public access ways and facilities, parking facilities, and utility infrastructure are adequate to serve the proposed development and comply with all applicable design guidelines and development standards, in that in that the tentative map associated with the Sacramento Railyards project requires improvements that will serve the area and provide a roadway that connects to adjacent neighborhoods and provide sufficient physical access to the sports complex.

d. The design, layout, and physical characteristics of the proposed development are visually and functionally compatible with the surrounding neighborhood, in that the sports complex is conditioned to develop and implement an Event Transportation Management to control crowds before, during and after games; the project is conditioned to have security measures in place during events, the project is conditioned to minimize light intrusion into adjacent areas, and only up to 37 events are proposed each year. Furthermore, the surrounding area has a mix of uses, including industrial, office, multi-family and single-family uses; the height of the complex, approximately 92 feet, is within the wide range of building heights of existing structures in adjacent areas; and the visual impact of the complex is minimized because the complex is approximately 272 feet and is separated by a 15-foot high heavy rail track.

e. The design, layout, and physical characteristics of the proposed development ensure energy consumption is minimized and use of renewable energy sources is encouraged, in that the project is being designed to be primarily an open-air venue with a canopy to shade visitors.

f. The design, layout, and physical characteristics of the proposed development are not detrimental to the public health, safety, convenience, or welfare of persons residing, working, visiting, or recreating in the surrounding neighborhood and will not result in the creation of a nuisance in that the project is conditioned to have an Event Transportation Management Plan to address vehicle, pedestrian, and bicycle access to the site during events; 8th Street will be closed off during events to minimize potential for vehicle conflicts; and the site in not directly accessible to the existing Alkali Flats area, so traffic impacts will be minimal in the existing neighborhood.

C. Variance. The Variance to allow the extension of hours of construction established by the noise ordinance **is approved** based upon the following findings of fact:

a. The Planning and Design Commission finds that strict compliance with the requirements of Chapter 8.68 of the Sacramento City Code for the construction of the sports complex will cause practical difficulties and unnecessary hardship for the applicant, in that:

i. Increased hours of construction are necessary to accommodate the anticipated amount of demolition, mass excavation, and construction in order to meet the project deadline of February 2019;

ii. A limited number of construction related activities must, by necessity, be conducted in the evening hours or at night, in order to not unduly disrupt traffic operations on surrounding streets; and

iii. Efforts have been made to minimize, to the extent feasible, the noise impacts from construction on adjacent sensitive uses and conditions have been placed on the project to that end, including, placing noise generating equipment as far from sensitive uses as possible, and locating staging areas away from sensitive uses.

D. Variance. The Variance to allow noise from the operation of the sports complex and surrounding plaza area to exceed levels allowed by the City of Sacramento noise ordinance **is approved** based upon the following findings of fact:

a. The Planning and Design Commission finds that strict compliance with the requirements of Chapter 8.68 of the Sacramento City Code for the operation of the sports complex project will cause practical difficulties and unnecessary hardship for the applicant, in that:

i. The sports complex use itself is a use that will by its nature generate activity within the building and outside the building in the plaza area. While numerous measures will be in place to reduce operational noise to the extent feasible, it is impractical for this use to completely eliminate the need to operate outside of the noise code's hours of operation or beyond maximum noise levels;

ii. The facility is an open air facility that will primarily serve soccer games and, designed to minimize the noise, will not be able to contain noise internal to the structure; and

iii. The project includes outdoor activities, such as music, during event days, and may occasionally exceed maximum noise levels allowed by the City.

E. SB 5 – Flood Protection. State Law (SB 5) and City Code Chapter 17.810 require that the City make specific findings prior to approving certain entitlements for projects within a flood hazard zone. The purpose is to ensure that new development

will have protection from a 200-year flood event or will achieve that protection by 2025. The project site is within a flood hazard zone and is an area covered by SAFCA's Improvements to the State Plan of Flood Control System, and specific findings related to the level of protection have been incorporated as part of this project. Even though the project site is within a flood hazard zone, the local flood management agency, SAFCA, has made adequate progress on the construction of a flood protection system that will ensure protection from a 200-year flood event or will achieve that protection by 2025. This is based on the SAFCA Urban level of flood protection plan, adequate progress baseline report, and adequate progress toward an urban level of flood protection engineer's report that were accepted by City Council Resolution No. 2016-0226 on June 21, 2016.

Conditions of Approval

A. The **Conditional Use Permit** to operate a sports complex **is approved** subject to the following conditions of approval:

Planning (Teresa Haenggi)

A 1. The sports complex operator shall be responsible for the daily removal of all litter generated by the events at the subject side, associated parking lots, and sidewalks adjacent to the sports complex.

A 2. There shall be no music concerts or other non-game events with amplified sounds after the hours of 10:00 p.m. on Sunday through Thursday or 11:00 p.m. on Friday/Saturday.

A 3. The project shall comply with all mitigation measures as prescribed by planning project number P15-040.

A 4. The project shall provide a minimum of 100 short-term bicycle parking facilities for the use of visitors to the sports complex. The location of the short-term bicycle parking facilities shall be on the site plan of the construction plan set that is submitted for building permits. The design of the short-term bicycle parking facilities shall be approved by Planning Staff prior to issuance of building permits.

A 5. The project shall provide a minimum of 10 on-site long-term bicycle parking facilities. The applicant shall submit an exhibit to staff identifying the location of employee long-term bicycle parking prior to Plan Check submittal. The exhibit shall also identify the route to the enclosure and demonstrate that the enclosure meets the size requirements in City Code. The applicant shall obtain review and approval of the facilities by Planning and Urban Design staff prior to Certificate of Occupancy.

A 6. The applicant shall provide an updated Event Transportation Management Plan for the review by Public Works and Planning prior to issuance of building permits. The applicant shall provide final Event Transportation

Management Plan to Planning and Public Works for review and approval prior to issuance of Certificate of Occupancy.

A 7. A Security Plan for both event and non-event times shall be provided to the Police Department for review and approval prior to the issuance of building permits.

Public Works (Anis Ghobril)

A 8. Construct standard public improvements as noted in these conditions pursuant to Title 18 of the City Code. Improvements shall be designed to City Standards and assured as set forth in Section 18.04.130 of the City Code. All improvements shall be designed and constructed to the satisfaction of the Department of Public Works. Any public improvement not specifically noted in these conditions shall be designed and constructed to City Standards. This shall include the repair or replacement/reconstruction of any existing deteriorated curb, gutter and sidewalk adjacent to the subject property per City standards to the satisfaction of the Department of Public Works.

A 9. All right-of-way and street improvement transitions that result from changing the right-of-way of any street shall be located, designed and constructed to the satisfaction of the Department of Public Works. The center lines of such streets shall be aligned.

A 10. Dedicate right-of-way and construct 8th Street adjacent to the subject site (from Railyards Blvd to North B Street) per the Tentative Map, and per City standards and specifications for street construction, and to the satisfaction of Department of Public Works

A 11. Dedicate right-of-way and construct North 10th Street from Railyards Blvd to North B Street per the Tentative Map, and per City standards and specifications for street construction, and to the satisfaction of Department of Public Works. Construction of North 10th Street to North B Street requires offsite dedication. In the event that North 10th Street is not extended to North B Street, a temporary turn around shall be designed and constructed to the satisfaction of the Department of Public Works and Fire Department.

A 12. The applicant shall dedicate and construct 6th Street between Railyards Boulevard and North B Street per the cross section shown on the approved Tentative Subdivision Map and to the satisfaction of the Department of Public Works.

A 13. The applicant shall dedicate and construct South Park Street between 6th and 7th Streets per the cross section shown on the approved Tentative Subdivision Map and to the satisfaction of the Department of Public Works.

A 14. Dedicate right-of-way and construct Railyards Blvd adjacent to the subject site (from 7th Street to 10th Street) per the Tentative Map, and per City

standards and specifications for street construction, and to the satisfaction of Department of Public Works.

A 15. Dedicate right-of-way and construct North B Street per City standards and specifications for street construction, the Tentative Subdivision Map and the Railyards Specific plan to the satisfaction of Department of Public Works. North B Street has several cross sections depending on location and the recommendations in the Traffic Analysis. Construction of North B Street requires off-site dedication and shall be at a minimum from 7th Street to 10th Street. Street transitions must be designed to City standards and to the satisfaction of the Department of Public Works.

A 16. Construct or modify (in accordance with the Traffic Study prepared for this project as documented in the DEIR) traffic signals at the following intersections when required by the Department of Public Works (if not already in place):

1 North B Street/8th Street

2 Railyards Blvd./8th Street

3 Jibboom Street/Railyards Blvd

4 6th Street/North B Street

5 6th Street/Railyards Blvd

6 7th Street/North B Street

7 7th Street/Railyards Blvd

8 10th Street/North B Street

9 10th Street/Railyards Blvd

10 South Park Street/7th Street

11 Mid-block Crossing across 8th street through Lot 65

NOTE: Signals shall be constructed as part of the public improvements for the Special Permit. Signal design and construction shall be to the satisfaction of the Department of Public Works and may be subject to reimbursement as set forth in the Development Agreement or Finance Plan approved for the Railyards Specific Plan. The applicant shall provide all on-site easements and right-of-way needed for turn lanes, signal facilities and related appurtenances.

A 17. The applicant shall submit a signal design concept report to the Department of Public Works for review and approval prior to the submittal of any improvement plans involving traffic signal work.

A 18. All new and existing driveways shall be designed and constructed to City Standards to the satisfaction of the Department of Public Works.

A 19. Bulb outs/curb extensions are required where there is on-street parking in the central City area or as directed by the Department of Public Works. Locations of bulb outs must be reviewed and approved by the City Traffic Engineer. The applicant shall construct bulb-outs/ curb extension where needed to the satisfaction of Public Works.

A 20. The site plan shall conform to A.D.A. requirements in all respects. This shall include the replacement of any curb ramp that does not meet current A.D.A. standards. The applicant shall construct A.D.A compliant ramps at intersection corners on streets adjacent to the MLS Sports Complex and any associated parking lots/areas.

A 21. The applicant/Developer is required to install permanent street signs to the satisfaction of the Department of Public Works.

A 22. The applicant shall record the Final Map, which creates the lot pattern shown on the proposed site plan prior to obtaining any Building Permits.

A 23. The design of walls fences and signage near intersections and driveways shall allow stopping sight distance per Caltrans standards and comply with City Code Section 12.28.010 (25' sight triangle). Walls shall be set back 3' behind the sight line needed for stopping sight distance to allow sufficient room for pilasters. Landscaping in the area required for adequate stopping sight distance shall be limited 3.5' in height at maturity. The area of exclusion shall be determined by the Department of Public Works.

A 24. Dedicate the right of way required for the Light Rail Station north of the intersection of Railyards Boulevard on the east side of 7th Street. The east side station must be constructed and functional prior to the issuance of a Certificate of Occupancy for the MLS Sports Complex. A16-foot platform for the station, approximately 350-feet in length, shall be constructed to the satisfaction of the Department of Public Works and Regional Transit. This includes all signaling changes including special track work, additional signaling to support the new station, the new grade crossing, preemption for the modified traffic signals and relocation of existing instrument relay case including all associated equipment, conduit and wire. In addition, all necessary overhead contact wire, communication and traction power system modifications shall also be constructed to the satisfaction of Regional Transit.

A 25. A pedestrian connection between Railyards Blvd and North B Street east of 7th Street (other than 8th Street) must be constructed to the satisfaction of the Department of Public Works.

A 26. Construct the Pedestrian Corridor between 7th Street and 8th Street (Lot 65 on the Tentative Map) that will provide access to and from the Light Rail Station and the parking lots to the main entrance of the MLS Stadium to the satisfaction of the Department of Public Works.

A 27. The Developer must update, implement and comply with the Event Transportation Management Plan (ETMP) that has been prepared for this project to the satisfaction of the Department of Public Works.

A 28. Comply with requirements included in the Mitigation Monitoring Plan developed by, and kept on file in, the Planning Division Office (P15-040).

A 29. The I-5 Sub-regional fee for each structure is required to be paid at the time of each Building Permit application.

A 30. Off-site Parking is required to support the MLS Sports Complex and must be constructed prior to the issuance of a Certificate of Occupancy for the MLS Sports Complex.

A 31. The MLS Sports Complex project must annex into and pay any fee's associated with the Railyards Specific Plan Finance Plan.

Department of Utilities (Inthira Mendoza)

A 32. Prior to building permit issuance for the MLS sports complex, the applicant shall submit and have approved by the City Department of Utilities an accepted water, sewer and drainage study. The study shall include any offsite flows if applicable or as determined by the Department of Utilities.

A 33. Onsite and offsite water, sewer and drainage infrastructure shall be designed and constructed per the approved water, sewer and drainage study.

A 34. Development east of 7th Street will be required to upsize the existing drainage system in Railyards Boulevard or as otherwise approved by the DOU with a revised drainage study.

A 35. Construct DOU approved pump station and discharge pipes, and construct inlet and outlet structures for the pump station at the time specified by DOU. The construction shall be to the satisfaction of the DOU. The applicant is responsible for obtaining all necessary permits, easements and approvals from federal, state and local agencies, and private land owners for the construction of these facilities.

A 36. The project's initial sewer flows to the existing 3rd Street sewer main shall be limited to 1.24cfs or as approved by the Department of Utilities and the applicant will be required to construct a temporary lift station to the satisfaction of the Department of Utilities until the 3rd Street main is upsized by the City. In lieu of constructing the temporary lift station, the applicant may upsize the 3rd Street sewer main. The construction cost of the 3rd Street sewer main may be reimbursed through the Combined Sewer System Development Fee program in the form of combined sewer development fee credits.

A 37. The project shall include in the Master Stormwater Quality Management Plan a requirement that all future developed parcels shall meet the Low Impact

Development standards in place at the time of permit submittal. Post construction (permanent), stormwater quality and quantity control measures shall be incorporated into the development to minimize the increase of urban runoff volume and pollution caused by development of the area. This project is required to incorporate source controls, runoff reduction and treatment controls. Specific source controls are required for (1) commercial/industrial fueling areas (2) commercial/industrial loading areas, (3) commercial/industrial outdoor storage areas, (4) commercial/industrial outdoor work areas, (5) commercial/industrial outdoor equipment wash areas, and (6) commercial/industrial/multi-family waste management areas. Permanent storm drain markings (e.g. no dumping -drains to river) is required at all drain inlets. The project is required to treat the "water quality volume/flow" with a combination of accepted treatment control measures such as water quality detention basins, stormwater planters or vegetative swales. The project is also required to incorporate runoff reduction control measures. Some runoff reduction and treatment control measures may be prohibited in certain project areas due to the infiltration constraints. Refer to the "Stormwater Quality Design Manual for the Sacramento and South Placer Regions" dated May 2007 (or latest edition) for appropriate source, runoff reduction and treatment control measures.

SMUD (John Yu)

A 38. Dedicate a 12.5-foot public utility easement for underground facilities and appurtenances adjacent to 8th Street and 10th Street public street rights of ways.

A 39. Dedicate a 12.5-foot public utility easement for underground facilities and appurtenances along Railyard Blvd from 8th Street to 10th Street directly north of the 22' landscape area. A root barrier will need to be installed between the landscape area and the PUE to the satisfaction of SMUD.

A 40. Any necessary future SMUD facilities located on the customer's property will require a dedicated SMUD easement. This will be determined prior to SMUD performing work on the customer's property.

A 41. Developer to comply with SMUD requirements; i.e. panel size/location, clearances from SMUD equipment, transformer location and service conductors.

A 42. Structural setbacks of less than 14 feet may create clearance issues. The developer shall meet with all utilities to ensure adequate setbacks are maintained.

A 43. To maintain adequate trench integrity, building foundations must have a minimum horizontal clearance of 5 feet from any SMUD trench.

A 44. SMUD equipment shall be accessible to a 26,000-pound service vehicle in all weather. SMUD equipment shall be no further than 15 feet from a drivable surface. The drivable surface shall have a minimum width of 20 feet.

A 45. Developer to contact SMUD new services 1-888-742-SMUD (7683) for any new services.

Regional Sans (Robb Armstrong)

A 46. Local sanitary sewer service for the proposed project site will be provided by the City of Sacramento's (City) local sewer collection system. Ultimate conveyance to the Sacramento Regional Wastewater Treatment Plant (SRWTP) for treatment and disposal will be provided via Sump 2, Sump 2A and the Regional San City Interceptor system. Cumulative impacts of the proposed project will need to be quantified by the project proponents via a sewer master plan to ensure wet and dry weather capacity limitations within Sump 2 and Sump 2A are not exceeded.

On March 13, 2103, Regional San approved the Wastewater Operating Agreement between Regional San and the City. The following limitations are outlined within this agreement.

Service Area	Flow Rate (MGD)
Combined flows from Sump 2 and Sump 2A	60
Combined flows from Sumps 2, 2A, 21, 55, and 119	98
Total to City Interceptor of combined flows from Sumps 2, 2A, 21, 55, 119, and five trunk connections	108.5

A 47. Developing this property will require the payment of Regional San sewer impact fees (connection fees). Regional San sewer impact fees shall be paid prior to the issuance of building permits. For questions pertaining to Regional San sewer impact fees, please contact the Sewer Fee Quote Desk at (916) 876-6100.

Sacramento Region Transit (Traci Canfield)

A 48. The applicant and City shall work with RT to minimize the potential for pedestrians and bicycles to use the North 7th Street tracks for their access due to the potential safety hazard during event times for the MLS sports complex.

A 49. The property/business owner will join the Sacramento Transportation Management Association (or create a new one).

A 50. The applicant shall include in the Event Transportation Management Plan adequate information for potential transit options. This information may be provided online, through signage, or other communication mediums.

Fire Department (King Tunson)

A 51. Timing and Installation. When fire protection, including fire apparatus access roads and water supplies for fire protection, is required to be installed, such protection shall be installed and made serviceable prior to and during the time of construction. CFC 501.4

A 52. Provide a water flow test. (Make arrangements at the Permit Center walk-in counter: 300 Richards Blvd, Sacramento, CA 95814). CFC 507.4

A 53. The furthest projection of the exterior wall of a building shall be accessible from within 150 ft of an approved Fire Department access road and water supply as measured by an unobstructed route around the exterior of the building. (CFC 503.1.1)

A 54. Provide appropriate Knox access for site. CFC Section 506

A 55. An automatic fire sprinkler system shall be installed in any portion of a building when the floor area of the building exceeds 3,599 square feet. CFC Fire Code Amendments 903.2 (a)

A 56. Locate and identify Fire Department Connections (FDCs) on address side of building no further than 50 feet and no closer than 15 feet from a fire hydrant and not more than 30 feet from a paved roadway.

A 57. An approved fire control room shall be provided for all buildings protected by an automatic fire extinguishing system. The room shall contain all system control valves, fire alarm control panels and other fire equipment required by the Fire Code Official. Fire Control rooms shall be located within the building at a location approved by the Fire Code Official, and shall be provided with a means to access the room directly from the exterior. Durable signage shall be provided on the exterior side of the access door to identify the fire control room. Fire Control rooms shall not be less than 50 square feet. CFC Amendments 903.4.1.1

A 58. The Fire Code Official is authorized to require more than one fire apparatus access road based on the potential for impairment of a single road by vehicle congestion, condition of terrain, climatic conditions or other factors that could limit access. CFC 503.1.2 *North 10th Street shall be extended north and connected at North B St or provide Emergency Vehicle Access (EVA) from 10th Street to North B Street.*

Public Works, Street Lighting (Sompol Chatusripitak)

A 59. This project will require street lighting according to City standards.

Public Works, Transportation (Debb Newton)

A 60. Pursuant to City Code Section 17.700.060, the applicant shall be required to submit a Transportation System Management Plan and pay all required fees prior to issuance of the building permit. The Transportation System Management Plan shall be subject to review and approval of the City, Department of Public Works.

Police Department (Sergeant William Wann)

A 61. Exterior lighting shall be white light using LED lamps with full cutoff fixtures to limit glare and light trespass. Color temperature shall be between 2700K and 4100K.

A 62. Broken or damaged exterior lighting shall be repaired or replaced within 48 hours of being noted.

A 63. Unattended bicycle parking shall be illuminated to a maintained minimum of 1.5 foot candles per square foot of parking area at a 10:1 maximum to minimum ratio during events.

A 64. Exterior walkways, alcoves, plazas and passageways shall be illuminated to a maintained minimum of ¼ foot candles per square foot of surface area at a 2 foot candle average and a 4:1 average to minimum ratio during events.

A 65. Exterior lighting distribution and fixtures shall be approved by the Sacramento Police Department CPTED Sergeant (or designee) prior to issuance of a building permit.

A 66. Exterior lighting shall be designed in coordination with the landscaping plan to minimize interference between the light standards and required illumination and the landscape trees and required shading.

A 67. All light fixtures shall be vandal resistant.

A 68. Exterior lighting shall be shielded or otherwise designed to avoid spill-over illumination to adjacent streets and properties.

A 69. All mature landscaping shall follow the two foot six foot rule. All landscaping shall be ground cover, two feet or less and lower tree canopies of mature trees shall be above six feet. This increases natural surveillance and eliminates hiding areas within the landscape.

A 70. Exterior pedestrian paths shall be a minimum of 6’ wide.

A 71. Benches shall be designed to mitigate skateboard issues and sleeping/lying down issues (e.g. scalloping).

A 72. Operator shall work with SPD CPTED Sergeant (or designee) to develop additional security measures for bicycle parking areas. Such measures may include fencing, pavement treatments and other measures in addition to VASS and lighting standards otherwise enumerated.

A 73. Fences shall be of decorative tubular steel (or similar material), no climb type.

A 74. Operator shall cause a Security Plan to be prepared by a qualified professional and reviewed and approved by the Sacramento Police Department CPTED Sergeant or designee. The security plan shall include recorded Video Assessment and Surveillance System (VASS

A 75. Wayfinding / signage shall include bicycle parking.

A 76. All employees who sell alcohol shall attend ABC LEAD training within 6 months of hire and at least once every five years.

A 77. Electronic “point of sale” age verification system is required, including:

- scans and authenticates ID
- identifies fake IDs
- has the ability to create a “banned patron” list

A 78. Carrying, selling, or offering an unordered stock of alcoholic beverages by an ambulatory vendor (more commonly referred to as "hawking"), is strictly prohibited throughout the premises.

A 79. Service of alcoholic beverages to patrons by means of wait staff delivery shall be made only pursuant to a specific order, placed in advance, by the patron. Delivery of such an order by wait staff must be made to the patron who placed the order.

A 80. Except in the designated “suites,” all alcoholic beverages sold and delivered by wait staff to patrons shall be in pre-packaged, factory sealed, non-glass containers.

A 81. Alcoholic beverages shall be sold and served in containers which shall be distinctive in design and color and be easily distinguishable from any other containers used in the service of beverages.

A 82. Except in designated “suites,” alcoholic beverages shall be dispensed, sold and served in containers with capacity no greater than twenty-five (25) ounces liquid volume.

A 83. Except in designated “suites,” no more than two (2) containers of alcoholic beverages shall be sold to a patron during any transaction.

A 84. During soccer events, alcoholic beverage sales and service shall cease 30 minutes into the second half of play. During all other events, alcoholic beverage sales and service shall cease 30 minutes prior to the scheduled end of the event.

A 85. Except in designated “suites,” the sale of alcoholic beverages for consumption off the premises is strictly prohibited.

A 86. For the purposes of allowing unannounced enforcement activities, upon request of the California Department of Alcoholic Beverage Control or the Sacramento Police Department, management shall provide up to four (4) tickets, passes, or other means of entry to the premises for all events. Said tickets and/or passes may be “standing room only” but shall allow access to all areas where alcoholic beverages are being sold, served or consumed and shall not identify the bearer as a law enforcement official and shall be provided at least one week prior to each event held at the premises.

A 87. On-duty law enforcement officers, whether in uniform or plain clothes, shall be allowed admittance to any event for the purposes of enforcement. Management shall work with the Sacramento Police Department CPTED Sergeant (or designee) to develop protocols (e.g. where to enter, how to accommodate such enforcement activities, etc.).

A 88. Operator shall not distribute glass containers in open spectator seating areas.

A 89. Business owner/s, management, and employees will immediately cause to be removed from the premises, to the extent feasible, any and all persons who are so obviously intoxicated that they exhibit one or more of the following behaviors: incoherent or slurred speech, poor muscular coordination, a staggering or unsteady walk, loss of balance, argumentative conduct, vomiting, or unconsciousness.

A 90. If an intoxicated person becomes unconscious while he or she is on the premises, a business owner, manager, employee, or security guard will immediately contact emergency service personnel to render medical aid and remove the intoxicated person from premises. At least one business owner, manager, or employee, or contracted security guard will wait with the person at the establishment until the emergency service personnel arrive.

A 91. Operator must comply with all laws and regulations related to the distribution of alcoholic beverages, including not selling, furnishing, giving or causing to be sold, furnished of given away, any alcoholic beverages to any habitual drunkard, or to any obviously intoxicated person.

A 92. The applicant is responsible for reasonably controlling the conduct of persons on the site and shall immediately disperse loiterers.

A 93. All dumpsters shall be kept locked or in a locked enclosure.

A 94. Exterior trash receptacles shall be of a design to prevent unauthorized removal of articles from the trash bin.

A 95. Any graffiti painted or marked upon the premises or on any adjacent area under the control of the operator shall be removed or painted over with matching paint within 72 hours of being applied.

A 96. The operator shall be responsible for the daily removal of all litter from the site.

A 97. Operator shall install a “Knox Box” for police access to the property after hours.

A 98. Operator shall work with the CPTED sergeant or designee regarding plans for “Valet Bicycle Parking” including mandatory triggers for use. Such plans may be included in the Event Transportation Management Plan.

A 99. Operator shall cease the sale of all alcoholic beverages at any event for public safety reasons upon the command and discretion of the Sacramento Police Department on-duty watch commander.

CONDITIONAL USE PERMIT ADVISORY NOTES

Parks and Recreation (Raymond Constantino)

ADV A1. Prior to issuance of a Building Permit for the MLS Stadium, the applicant shall pay a Park Development Impact Fee (PIF). The Park Development Impact Fee for this project will be determined at the time of submittal, based on the proposed uses. The Park Development Impact Fee is currently $0.43 per square foot for commercial services and retail uses and $0.59 per square foot for office uses. The fee is adjusted on July 1st of each year to keep up with inflation. The fees quoted here are effective between July 1, 2016 and June 30, 2017.

ADV A2. The City is currently considering modifications to the Park Development Impact Fee program which will change the fee amount to be collected for this project. The actual fee charged will be determined based upon the conditions in place at the time the fee is assessed. The fee is not anticipated to increase above the amounts quoted above.

SMUD (John Yu)

ADV A3. Developer to verify with other utilities (Gas, Telephone, etc.) for their specific clearance requirements.

B. The **Site Plan and Design Review** of the sports complex **is approved** subject to the following conditions of approval:

Planning (Teresa Haenggi)

B 1. The applicant shall obtain all necessary building and/or encroachment permits prior to commencing construction.

B 2. Any changes or modifications to the plans shall require additional review and approval of Planning and Urban Design staff.

B 3. Vehicular access and site layout shall be as indicated on the exhibits.

B 4. The applicant shall comply with the provisions of the Event Transportation Management Plan.

B 5. Pedestrian entry points into the plaza space from adjacent streets and properties shall be provided per approved plans.

B 6. Final plaza design for 8th Street and 8th Street stadium entry details and materials shall be provided to Planning, Urban Design, Urban Forest, and Public Works staff prior to Plan Check submittal.

B 7. The applicant shall coordinate with and obtain approval from the Urban Design Manager and Police staff on building and site lighting design prior to Plan Check submittal.

B 8. Event lighting in or on the stadium shall be shielded or otherwise designed to avoid spill-over illumination beyond the property line to adjacent streets and properties.

B 9. The building materials for the exterior shall be comprised of an integrated façade and canopy structure comprised of a variety of materials, that may include structural steel, decorative metal wall panel systems, glass, fabric and translucent synthetic panels. The roof of the stadium will be made of metal deck and a transparent synthetic material. The building base will be cast in place concrete with brick or similar veneer. Final plans shall be submitted to Planning/Urban Design Staff prior to Plan Check submittal.

B 10. The applicant shall provide information of the timing of fencing installation and removal and designs of security fencing to staff for review and approval.

B 11. Any mechanical systems shall be screened from street view. The applicant shall submit final mechanical locations and screening to Urban Design staff for review and approval prior to Plan Check submittal.

B 12. The design of the building shall be as indicated on the final plans and color and material board. Any changes shall require additional Planning and Urban Design staff review and approval.

B 13. The applicant shall obtain a sign permit before the fabrication or installation of any signage for the project.

B 14. All other notes and drawings on the final plans as submitted by the applicant are deemed conditions of approval. Any changes to the final set of plans shall be subject to additional review and approval.

Public Works (Anis Ghobril)

B 15. Construct standard public improvements as noted in these conditions pursuant to Title 18 of the City Code. Improvements shall be designed to City Standards and assured as set forth in Section 18.04.130 of the City Code. All improvements shall be designed and constructed to the satisfaction of the Department of Public Works. Any public improvement not specifically noted in these conditions shall be designed and constructed to City Standards. This shall include the repair or replacement/reconstruction of any existing deteriorated curb, gutter and sidewalk adjacent to the subject property per City standards to the satisfaction of the Department of Public Works.

B 16. All right-of-way and street improvement transitions that result from changing the right-of-way of any street shall be located, designed and constructed to the satisfaction of the Department of Public Works. The center lines of such streets shall be aligned.

B 17. Dedicate right-of-way and construct 8th Street adjacent to the subject site (from Railyards Blvd to North B Street) per the Tentative Map, and per City standards and specifications for street construction, and to the satisfaction of Department of Public Works

B 18. Dedicate right-of-way and construct North 10th Street from Railyards Blvd to North B Street per the Tentative Map, and per City standards and specifications for street construction, and to the satisfaction of Department of Public Works. Construction of North 10th Street to North B Street requires offsite dedication. In the event that North 10th Street is not extended to North B Street, a temporary turn around shall be designed and constructed to the satisfaction of the Department of Public Works and Fire Department.

B 19. The applicant shall dedicate and construct 6th Street between Railyards Boulevard and North B Street per the cross section shown on the approved Tentative Subdivision Map and to the satisfaction of the Department of Public Works.

B 20. The applicant shall dedicate and construct South Park Street between 6th and 7th Streets per the cross section shown on the approved Tentative Subdivision Map and to the satisfaction of the Department of Public Works.

B 21. Dedicate right-of-way and construct Railyards Blvd adjacent to the subject site (from 7th Street to 10th Street) per the Tentative Map, and per City standards and specifications for street construction, and to the satisfaction of Department of Public Works.

B 22. Dedicate right-of-way and construct North B Street per City standards and specifications for street construction, the Tentative Subdivision Map and the Railyards Specific plan to the satisfaction of Department of Public Works. North B Street has several cross sections depending on location and the recommendations in the Traffic Analysis. Construction of North B Street requires off-site dedication and shall be at a minimum from 7th Street to 10th Street. Street transitions must be designed to City standards and to the satisfaction of the Department of Public Works.

B 23. Construct or modify (in accordance with the Traffic Study prepared for this project as documented in the DEIR) traffic signals at the following intersections when required by the Department of Public Works (if not already in place):

a. North B Street/8th Street
b. Railyards Blvd./8th Street
c. Jibboom Street/Railyards Blvd
d. 6th Street/North B Street
e. 6th Street/Railyards Blvd
f. 7th Street/North B Street
g. 7th Street/Railyards Blvd
h. 10th Street/North B Street
i. 10th Street/Railyards Blvd
j. South Park Street/7th Street
k. Mid-block Crossing across 8th street through Lot 65

NOTE: Signals shall be constructed as part of the public improvements for the Special Permit. Signal design and construction shall be to the satisfaction of the Department of Public Works and may be subject to reimbursement as set forth in the Development Agreement or Finance Plan approved for the Railyards Specific Plan. The applicant shall provide all on-site easements and right-of-way needed for turn lanes, signal facilities and related appurtenances.

B 24. The applicant shall submit a signal design concept report to the Department of Public Works for review and approval prior to the submittal of any improvement plans involving traffic signal work.

B 25. All new and existing driveways shall be designed and constructed to City Standards to the satisfaction of the Department of Public Works.

B 26. Bulb outs/curb extensions are required where there is on-street parking in the central City area or as directed by the Department of Public Works. Locations of bulb outs must be reviewed and approved by the City Traffic Engineer. The applicant shall construct bulb-outs/ curb extension where needed to the satisfaction of Public Works.

B 27. The site plan shall conform to A.D.A. requirements in all respects. This shall include the replacement of any curb ramp that does not meet current A.D.A. standards. The applicant shall construct A.D.A. compliant ramps at intersection corners on streets adjacent to the MLS Sports Complex and any associated parking lots/areas.

B 28. The applicant/Developer is required to install permanent street signs to the satisfaction of the Department of Public Works.

B 29. The applicant shall record the Final Map, which creates the lot pattern shown on the proposed site plan prior to obtaining any Building Permits.

B 30. The design of walls fences and signage near intersections and driveways shall allow stopping sight distance per Caltrans standards and comply with City Code Section 12.28.010 (25' sight triangle). Walls shall be set back 3' behind the sight line needed for stopping sight distance to allow sufficient room for pilasters. Landscaping in the area required for adequate stopping sight distance shall be limited 3.5' in height at maturity. The area of exclusion shall be determined by the Department of Public Works.

B 31. Dedicate the right of way required for the Light Rail Station north of the intersection of Railyards Boulevard on the east side of 7th Street. The east side station must be constructed and functional prior to the issuance of a Certificate of Occupancy for the MLS Sports Complex. A16-foot platform for the station, approximately 350-feet in length, shall be constructed to the satisfaction of the Department of Public Works and Regional Transit. This includes all signaling changes including special track work, additional signaling to support the new station, the new grade crossing, preemption for the modified traffic signals and relocation of existing instrument relay case including all associated equipment, conduit and wire. In addition, all necessary overhead contact wire, communication and traction power system modifications shall also be constructed to the satisfaction of Regional Transit.

B 32. A pedestrian connection between Railyards Blvd and North B Street east of 7th Street (other than 8th Street) must be constructed to the satisfaction of the Department of Public Works.

B 33. Construct the Pedestrian Corridor between 7th Street and 8th Street (Lot 65 on the Tentative Map) that will provide access to and from the Light Rail Station and the parking lots to the main entrance of the MLS Stadium to the satisfaction of the Department of Public Works.

B 34. The Developer must update, implement and comply with the Event Transportation Management Plan (ETMP) that has been prepared for this project to the satisfaction of the Department of Public Works.

B 35. Comply with requirements included in the Mitigation Monitoring Plan developed by, and kept on file in, the Planning Division Office (P15-040).

B 36. The I-5 Sub-regional fee for each structure is required to be paid at the time of each Building Permit application.

B 37. Off-site Parking is required to support the MLS Sports Complex and must be constructed prior to the issuance of a Certificate of Occupancy for the MLS Sports Complex.

B 38. The MLS Sports Complex project must annex into and pay any fee's associated with the Railyards Specific Plan Finance Plan.

Utilities (Inthira Mendoza)

B 39. An assessment district, community facilities district, or other financing mechanism approved in writing by the City must be formed for the purpose of construction of all common drainage facilities and all common sanitary sewer facilities within the Tentative Subdivision Map boundary and any additional drainage and/or sewer capacity or facilities required to accommodate development of the subject area and surrounding area in accordance with the drainage master plan and sewer master plan for the Specific Plan area. The City allows construction of such facilities and capacity to be phased in a manner that is consistent with the drainage master plan and sewer master plan for the Specific Plan area. For purposes of this condition, "other financing mechanism" includes but is not limited to a fully executed agreement approved as to form by the City Attorney, which provides for funding and construction of the facilities, and which provides for posting or depositing with the City unconditional security for performance of the landowner's obligations, which security is adequate in the sole and exclusive discretion of the City, and which is in a form acceptable to the City Attorney.

B 40. The applicant and/or any successor shall fully participate in any financing mechanism, including but not limited to assessment districts, or community facilities districts formed for the purpose of financing the facilities specified in

the previous condition, and any such mechanism formed for the purpose of financing the drainage facilities and sewer facilities required as part of the drainage master plan and sewer master plan for the Tentative Subdivision Map based on the Specific Plan for the entire plan area. For this purpose, "fully participate" requires that the applicant and/or successor shall, notwithstanding the provisions of Articles XIIIC and/or XIIID of the California Constitution, or any other applicable federal or state law, rule of regulation, waive and relinquish any right to protest or vote against the formation of the mechanism and/or the levy of any assessment or tax pursuant thereto; actively participate in a positive manner in the proceedings for formation of the mechanism and/or the levy of any assessment or tax pursuant thereto; and pay all taxes, assessments and/or fees levied pursuant thereto.

B 41. The applicant may be required to execute a water, sewer and/or drainage agreement with the City for the construction of all common water, sewer and/or drainage facilities per the approved studies per the Specific Plan. The agreement shall be to the satisfaction of the DOU and the City Attorney.

B 42. No public facilities are allowed within private drives or private open spaces unless otherwise approved by the DOU with a variance. Private facilities shall be maintained by the associations or property owner(s). C.C.&Rs may be required and shall be approved by the City and recorded assuring maintenance of water, sewer and storm drainage facilities within the development. Private easements shall be provided for these facilities. If required by the DOU, the responsible party shall enter into and record an agreement with the City regarding the maintenance of these facilities. The agreement shall be to the satisfaction of the DOU and the City Attorney.

B 43. Construction of all water, sewer and drainage facilities shall be per the approved drainage, sewer and water studies. Offsite main extensions may be required for connection to existing City water, sewer and drainage systems. If additional offsite main extensions are required to serve the development within the proposed final map, construction of the mains shall be the responsibility of the applicant and constructed to the satisfaction of the DOU.

B 44. The project’s initial sewer flows to the existing 3rd Street sewer main shall be limited to 1.24cfs or as approved by the Department of Utilities and the applicant will be required to construct a temporary lift station to the satisfaction of the Department of Utilities until the 3rd Street main is upsized by the City. In lieu of constructing the temporary lift station, the applicant may upsize the 3rd Street sewer main. The construction cost of the 3rd Street sewer main may be reimbursed through the Combined Sewer System Development Fee program in the form of combined sewer development fee credits.

B 45. Per City Code 13.04.230, no permanent structures shall be constructed on top of water, sewer or drainage pipelines or anywhere within the associated

utility easements, unless approved by the director upon execution of a hold harmless agreement approved by the City Attorney.

B 46. Prior to building permit issuance for the MLS sports complex, the applicant shall submit and have approved by the City Department of Utilities an accepted water, sewer and drainage study. The study shall include any offsite flows if applicable or as determined by the Department of Utilities.

B 47. Two or more points of service for the water distribution system for development within the Tentative Subdivision Map or any phase of this map at the time of filing the proposed final map are required

B 48. Per City Code Section, 13.04.070, multiple water service to a single lot or parcel may be allowed if approved by the DOU Development Review and Operations and Maintenance staff. Any new water services (other than fire) shall be metered. Excess services shall be abandoned to the satisfaction of the DOU.

B 49. The applicant shall properly abandon all existing private water lines within the proposed development area to the satisfaction of the DOU.

B 50. Development east of 7th Street will be required to upsize the existing drainage system in Railyards Boulevard or as otherwise approved by the DOU with a revised drainage study.

B 51. Construct DOU approved pump station and discharge pipes, and construct inlet and outlet structures for the pump station at the time specified by DOU. The construction shall be to the satisfaction of the DOU. The applicant is responsible for obtaining all necessary permits, easements and approvals from federal, state and local agencies, and private land owners for the construction of these facilities.

B 52. Per City Code, the Subdivider may not develop the project in any way that obstructs, impedes, or interferes with the natural flow of existing off-site drainage that crosses the property. The project shall construct the required public and/or private infrastructure to handle off-site runoff to the satisfaction of the DOU. If private infrastructure is constructed to handle off-site runoff, the applicant shall dedicate the required private easements and/or, at the discretion of the DOU, the applicant shall enter into and record an Agreement for Maintenance of Drainage with the City, in a form acceptable to the City Attorney.

B 53. The finished floor shall be a minimum of 1.5-feet above the overland flow release or 1-foot above the 100 year HGL (whichever is higher), or meet current design standards and shall be to the satisfaction of the DOU.

B 54. A grading plan showing existing and proposed elevations is required. Adjacent off-site topography shall also be shown to the extent necessary to determine impacts to existing surface drainage paths.

B 55. No grading shall occur until the grading plan has been reviewed and approved by the DOU and a remediation certification letter or an equivalent approval for soil remediation has been issued by DTSC. The grading plan can be phased, as areas within the proposed final map are certified as remediated by DTSC through a certification letter or an equivalent approval.

B 56. The project shall include in the Master Stormwater Quality Management Plan a requirement that all future developed parcels shall meet the Low Impact Development standards in place at the time of permit submittal. Post construction (permanent), stormwater quality and quantity control measures shall be incorporated into the development to minimize the increase of urban runoff volume and pollution caused by development of the area. This project is required to incorporate source controls, runoff reduction and treatment controls. Specific source controls are required for (1) commercial/industrial fueling areas (2) commercial/industrial loading areas, (3) commercial/industrial outdoor storage areas, (4) commercial/industrial outdoor work areas, (5) commercial/industrial outdoor equipment wash areas, and (6) commercial/industrial/multi-family waste management areas. Permanent storm drain markings (e.g. no dumping -drains to river) is required at all drain inlets. The project is required to treat the "water quality volume/flow" with a combination of accepted treatment control measures such as water quality detention basins, stormwater planters or vegetative swales. The project is also required to incorporate runoff reduction control measures. Some runoff reduction and treatment control measures may be prohibited in certain project areas due to the infiltration constraints. Refer to the "Stormwater Quality Design Manual for the Sacramento and South Placer Regions" dated May 2007 (or latest edition) for appropriate source, runoff reduction and treatment control measures.

B 57. This project is greater than 1 acre, therefore the project is required to comply with the State "NPDES General Permit for Stormwater Discharges Associated with Construction Activity" (State Permit). To comply with the State Permit, the applicant will need to file a Notice of Intent (NOI) with the State Water Resources Control Board (SWRCB) and prepare a Stormwater Pollution Prevention Plan (SWPPP) prior to construction. A copy of the State Permit and NOI may be obtained from www.swrcb.ca.gov/stormstr/construction.html. The SWPPP will be reviewed by the Department of Utilities prior to issuing a grading permit. The following items, but not limited to, shall be included in the SWPPP: (1) vicinity map, (2) site map, (3) list of potential pollutant sources, (4) type and location of erosion and sediment BMP's, (5) name and phone number of person responsible for SWPPP and (6) certification by property owner or authorized representative.

B 58. The applicant must comply with the City of Sacramento's Grading, Erosion and Sediment Control Ordinance. This ordinance requires the applicant to show erosion and sediment control methods on the subdivision improvement

plans. These plans shall also show the methods to control urban runoff pollution from the project site during construction.

B 59. Section 401 of the Clean Water Act (CWA) requires any applicant for a federal license or permit for activities that may result in discharge into waters of the U.S. to obtain a certification (Water Quality Certification) from the respective State that the project will meet water quality standards. This project will be required to obtain a Water Quality Certification (401 permit) from the Central Valley Regional Water Quality Control Board if building a new pump station and discharge to the Sacramento River in the later phase of the project.

Regional Sanitation (Robb Armstrong)

B 60. Local sanitary sewer service for the proposed project site will be provided by the City of Sacramento's (City) local sewer collection system. Ultimate conveyance to the Sacramento Regional Wastewater Treatment Plant (SRWTP) for treatment and disposal will be provided via Sump 2, Sump 2A and the Regional San City Interceptor system. Cumulative impacts of the proposed project will need to be quantified by the project proponents via a sewer master plan to ensure wet and dry weather capacity limitations within Sump 2 and Sump 2A are not exceeded.

On March 13, 2103, Regional San approved the Wastewater Operating Agreement between Regional San and the City. The following limitations are outlined within this agreement.

Service Area	Flow Rate (MGD)
Combined flows from Sump 2 and Sump 2A	60
Combined flows from Sumps 2, 2A, 21, 55, and 119	98
Total to City Interceptor of combined flows from Sumps 2, 2A, 21, 55, 119, and five trunk connections	108.5

B 61. Developing this property will require the payment of Regional San sewer impact fees (connection fees). Regional San sewer impact fees shall be paid prior to the issuance of building permits. For questions pertaining to Regional San sewer impact fees, please contact the Sewer Fee Quote Desk at (916) 876-6100.

SMUD (John Yu)

B 62. Dedicate a 12.5-foot public utility easement for underground facilities and appurtenances adjacent to 8th Street and 10th Street public street rights of ways.

B 63. Dedicate a 12.5-foot public utility easement for underground facilities and appurtenances along Railyard Blvd from 8th Street to 10th Street directly north of the 22' landscape area. A root barrier will need to be installed between the landscape area and the PUE to the satisfaction of SMUD.

B 64. Any necessary future SMUD facilities located on the customer's property will require a dedicated SMUD easement. This will be determined prior to SMUD performing work on the customer's property.

B 65. Developer to comply with SMUD requirements; i.e. panel size/location, clearances from SMUD equipment, transformer location and service conductors.

B 66. Structural setbacks of less than 14 feet may create clearance issues. The developer shall meet with all utilities to ensure adequate setbacks are maintained.

B 67. To maintain adequate trench integrity, building foundations must have a minimum horizontal clearance of 5 feet from any SMUD trench.

B 68. SMUD equipment shall be accessible to a 26,000-pound service vehicle in all weather. SMUD equipment shall be no further than 15 feet from a drivable surface. The drivable surface shall have a minimum width of 20 feet.

B 69. Developer to contact SMUD new services 1-888-742-SMUD (7683) for any new services.

Fire Department (King Tunson)

B 70. Timing and Installation. When fire protection, including fire apparatus access roads and water supplies for fire protection, is required to be installed, such protection shall be installed and made serviceable prior to and during the time of construction. CFC 501.4

B 71. Provide a water flow test. (Make arrangements at the Permit Center walk-in counter: 300 Richards Blvd, Sacramento, CA 95814). CFC 507.4

B 72. The furthest projection of the exterior wall of a building shall be accessible from within 150 ft of an approved Fire Department access road and water supply as measured by an unobstructed route around the exterior of the building. (CFC 503.1.1)

B 73. Provide appropriate Knox access for site. CFC Section 506

B 74. An automatic fire sprinkler system shall be installed in any portion of a building when the floor area of the building exceeds 3,599 square feet. CFC Fire Code Amendments 903.2 (a)

B 75. Locate and identify Fire Department Connections (FDCs) on address side of building no further than 50 feet and no closer than 15 feet from a fire hydrant and not more than 30 feet from a paved roadway.

B 76. An approved fire control room shall be provided for all buildings protected by an automatic fire extinguishing system. The room shall contain all system control valves, fire alarm control panels and other fire equipment required by the Fire Code Official. Fire Control rooms shall be located within the building at a location approved by the Fire Code Official, and shall be provided with a means to access the room directly from the exterior. Durable signage shall be provided on the exterior side of the access door to identify the fire control room. Fire Control rooms shall not be less than 50 square feet. CFC Amendments 903.4.1.1

B 77. The Fire Code Official is authorized to require more than one fire apparatus access road based on the potential for impairment of a single road by vehicle congestion, condition of terrain, climatic conditions or other factors that could limit access. CFC 503.1.2 *North 10th Street shall be extended north and connected at North B St or provide Emergency Vehicle Access (EVA) from 10th Street to North B Street.*

SITE PLAN AND DESIGN REVIEW ADVISORY NOTES

Utilities (Inthira Mendoza)

ADV B1. Prior to issuance of any building permits within the subject area all sanitary sewer, storm drainage, and water, improvements shall be in place and fully functioning unless otherwise approved by the Department of Utilities.

ADV B2. Properly abandon under permit from the County Environmental Health Division, any well or septic system located on the property.

ADV B3. The applicant is responsible for obtaining all necessary permits, easements and approvals from federal, state and local agencies for the construction of the development as proposed in the Specific Plan.

ADV B4. Per City Code 13.08.490 the applicant is required to pay the Combined Sewer Development Fee, provided that the applicant may receive credit against the Fee for construction or contributing toward the construction of a project or projects that mitigate the impacts on the combined sewer system of combined wastewater flows from the subject area, determined by DOU as provided in City Code 13.04.490 F. For the purpose of calculating Combined Sewer Development Fees the reduction in fees for the first 25 ESD's allowed per City Code will only be allowed for a single

project within the Railyards project area. All subsequent projects within the Railyards project area will pay the full Combined Sewer Development Fee.

ADV B5. Per City Code 13.04.820 the applicant is required to pay the Water System Development Fee, provided that the applicant may receive Water System Development Fee Credits for the construction of water transmission mains, determined as provided in City Code 13.04.820 F. The City and applicant will enter into an agreement related to these credits.

SMUD (John Yu)

ADV B6. Developer to verify with other utilities (Gas, Telephone, etc.) for their specific clearance requirements.

C. The **Variance** to allow the extension of hours of construction established by the noise ordinance **is approved** subject to the following conditions of approval:

C1. The applicant shall comply with Table 1: Construction Variance Activities set forth in Exhibit G.

C2. The applicant shall comply with all mitigation measures related to noise.

D. The **Variance** to allow noise from the operation of the sports complex and surrounding plaza area to exceed levels allowed by the City of Sacramento noise ordinance **is approved** subject to the following conditions of approval:

D1. The applicant shall comply with Table 2: Operational Variance Activities set forth in Exhibit G.

D2. The applicant shall comply with all mitigation measures related to noise.

Section 2. Exhibits A through G are part of this Resolution.

Table of Contents:

Exhibit A: MLS Stadium Site Plan

Exhibit B: MLS Stadium Exterior Schematic Design

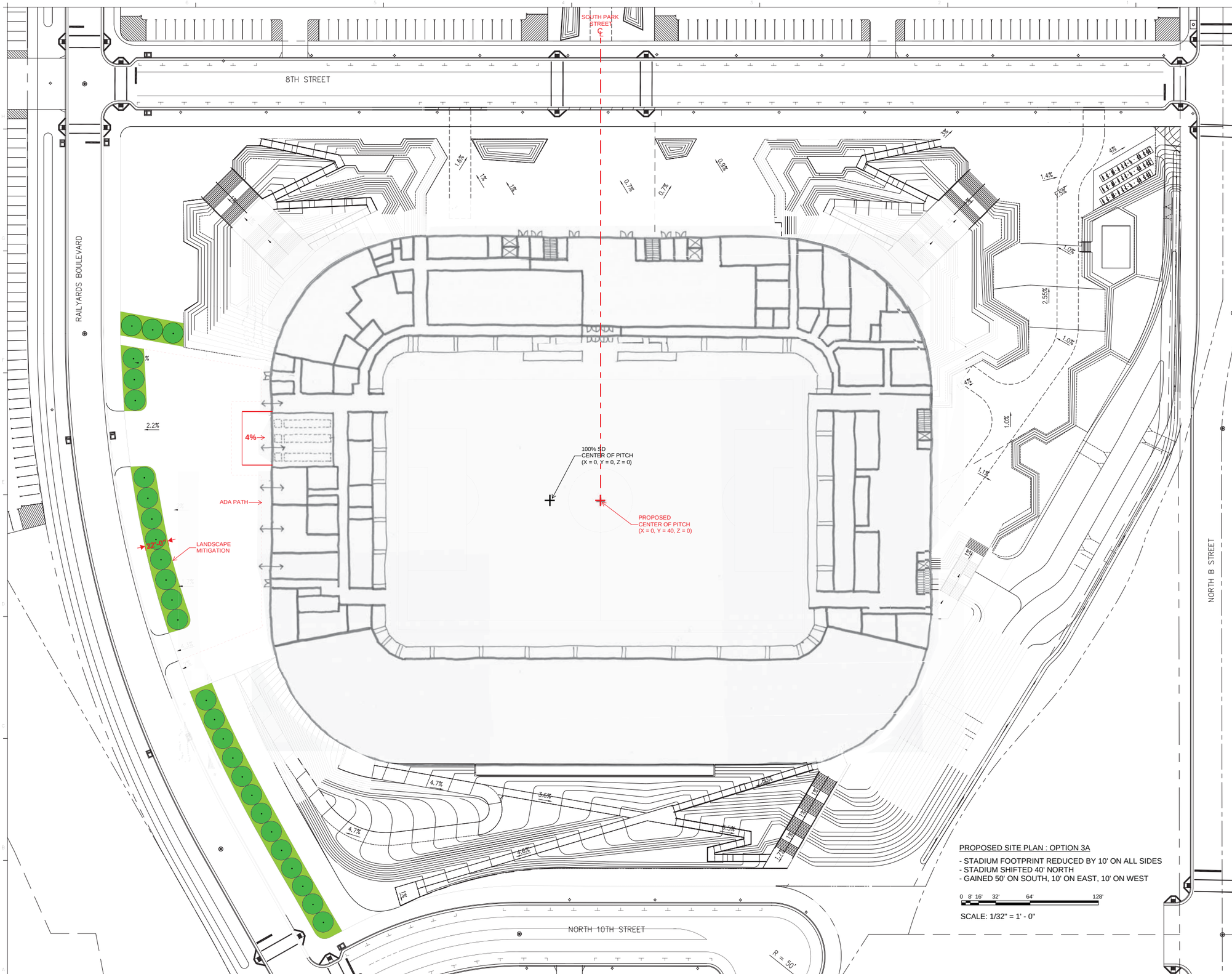
Exhibit C: MLS Stadium General Concourse Area

Exhibit D: MLS Stadium Supporter Concourse Area

Exhibit E: MLS Stadium Roof Schematic Design

Exhibit F: MLS Stadium Sections

Exhibit G: Noise Variance Tables



PROPOSED SITE PLAN : OPTION 3A

- STADIUM FOOTPRINT REDUCED BY 10' ON ALL SIDES
- STADIUM SHIFTED 40' NORTH
- GAINED 50' ON SOUTH, 10' ON EAST, 10' ON WEST

0 8' 16' 32' 64' 128'

SCALE: 1/32" = 1' - 0"

HNTB

HNTB Corporation

ARCHITECTS
ENGINEERS
PLANNERS

601 West Fifth Street
Suite 1000
Los Angeles, California 90071
(213) 403-1000 Fax (213) 403-1001

STRUCTURAL:
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660 O St., Suite 3
Marysville, CA 95901
PH (916) 443-0201 / (916) 443-0313

CIVIL:
Stantec
4200 Emerson Road Rosville CA 95765-2716
PH (530) 394-4573

LANDSCAPE / HARDSCAPES:
Landscape Studio
2013 Sansom Street # 2
Philadelphia, PA 19103
PH (215) 563-5045

AV/TELECOM/TV/WIFI/DAS/ ACOUSTICS/SECURITY
Shen Milsom & Wilke
7800 Belport Rd. Suite 124
Carrollton, TX 75009
PH (972) 934-3700/FAX (972) 934-3720

SIGNAGE AND GRAPHICS:
M.E. Brooks
14 Richmond Place
Salt Lake City, UT 84111
PH (801) 363-1881 / FAX (801) 363-1841

MECHANICAL / ELECTRICAL / PLUMBING & FIRE PROTECTION:
Henderson Engineers Inc.
8345 Lenexa Drive, Suite 200
Lenexa, KS 66214
PH (913) 742-6900 / FAX (913) 742-6001

SPECIALTY LIGHTING:
Schuler Shook Theatre Design
1 Grand Ave
San Francisco, CA 94114
PH (415) 512-0928

SPORTS LIGHTING:

ADA & CODE CONSULTING:
Code Consultants, Inc.
2550 Southwest Blvd. Ste 200
Kansas City, MO 64112
PH (816) 931-2277 FAX (816) 931-2078

VERTICAL TRANSPORTATION:
Parsons/John Anton Inc.
11801 Sorling Express Road, Suite D
Tulsa, OK 74116
PH (918) 858-5325

SPORTS TURF / IRRIGATION:
Musco Sports Lighting
1100 E. Hector Street, Conshohocken, Suite 1210, Phoenix, AZ 85012
PH (310) 224-2469

FOOD SERVICE:
Delaware
7555 WEST BOWLES AVENUE SUITE 100
LITTLETON, COLORADO 80127
PH (562) 882-4209 / FAX (562) 865-1850

STADIUMCO, LLC
2421 17th Street
Sacramento, CA 95818

SACRAMENTO MLS STADIUM

SACRAMENTO, CALIFORNIA

A B C D E F G H J K

Plan North

True North

DATE	
ISSUED FOR:	
PROJECT NO.	46149
ISSUED BY	HNTB
DRAWN BY	
CHECKED BY	
APPROVED BY	

REVISION	DATE	DESCRIPTION

SHEET TITLE & NUMBER

ENGINEERED SITE PLAN

EVENT LEVEL

C0.02

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EXTERIOR

SCALE: NONE

SHEET SS-13

West Facade | View from 8th Street looking Southeast

MATERIALS

1. EXPOSED STRUCTURAL STEEL WITH HIGH PERFORMANCE COATING
2. METAL ROOF DECK WITH HIGH PERFORMANCE COATING
3. FIBERGLASS & PTFE COMPOSITE MESH PANEL SYSTEM
4. METAL PAN STAIR W/ STEEL PLATE GUARDRAIL & HSS SUPPORT FRAME
5. SPECIAL SHAPE BRICK VENEER - ROMAN PROFILE
6. STRUCTURAL-SEALANT-GLAZED CURTAIN WALL SYSTEM
7. SELF-SUPPORTING GLASS GUARDRAIL

SCALE: NONE

SHEET SS-14

West Facade | View from 8th Street looking Southeast

MATERIALS

1. EXPOSED STRUCTURAL STEEL WITH HIGH PERFORMANCE COATING
2. METAL PAN STAIR W/ STEEL PLATE GUARDRAIL & HSS SUPPORT FRAME
3. FORMED METAL WALL PANELS
4. SELF-SUPPORTING GLASS GUARDRAIL
5. SPECIAL SHAPE BRICK VENEER - ROMAN PROFILE
6. STRUCTURAL-SEALANT-GLAZED CURTAIN WALL SYSTEM
7. STEEL PLATE FASCIA & HSS SUPPORT FRAME

WEST ELEVATION WITH STEEL FRAME, CANOPY & SHARDS REMOVED

SCALE: NONE

SHEET SS-15

North Facade | View from B Street looking South

MATERIALS

1. EXPOSED STRUCTURAL STEEL WITH HIGH PERFORMANCE COATING
2. METAL ROOF DECK WITH HIGH PERFORMANCE COATING
3. FIBERGLASS & PTFE COMPOSITE MESH PANEL SYSTEM
4. METAL PAN STAIR W/ STEEL PLATE GUARDRAIL & HSS SUPPORT FRAME
5. SPECIAL SHAPE BRICK VENEER - ROMAN PROFILE

SCALE: NONE

SHEET SS-16

MATERIALS

North West Facade | View from 8th Street looking Southeast

1. EXPOSED STRUCTURAL STEEL WITH HIGH PERFORMANCE COATING
2. METAL ROOF DECK WITH HIGH PERFORMANCE COATING
3. FIBERGLASS & PTFE COMPOSITE MESH PANEL SYSTEM

SCALE: NONE

SHEET SS-16B

MATERIALS

North Facade | View from North Plaza looking South

1. EXPOSED STRUCTURAL STEEL WITH HIGH PERFORMANCE COATING
2. METAL ROOF DECK WITH HIGH PERFORMANCE COATING
3. FIBERGLASS & PTFE COMPOSITE MESH PANEL SYSTEM
4. METAL PAN STAIR W/ STEEL PLATE GUARDRAIL & HSS SUPPORT FRAME
5. SPECIAL SHAPE BRICK VENEER - ROMAN PROFILE
6. DECORATIVE GATES AND FENCING
7. FORMED METAL WALL PANELS
8. CAST IN PLACE SLAB ON GRADE

SCALE: NONE

SHEET SS-17

South Facade | View from Railyards Boulevard looking North

MATERIALS

1. EXPOSED STRUCTURAL STEEL WITH HIGH PERFORMANCE COATING
2. METAL ROOF DECK WITH HIGH PERFORMANCE COATING
3. FIBERGLASS & PTFE COMPOSITE MESH PANEL SYSTEM
4. SPECIAL SHAPE BRICK VENEER - ROMAN PROFILE
5. FORMED METAL WALL PANELS
6. GLAZED OVERHEAD DOOR

SCALE: NONE

SHEET SS-18

1

GENERAL CONCOURSE AREAS

SCALE: NONE

SHEET SS-24

View from Southwest Entry looking Northeast

MATERIALS

1. EXPOSED STRUCTURAL STEEL WITH HIGH PERFORMANCE COATING
2. METAL PAN STAIR W/ STEEL PLATE GUARDRAIL & HSS SUPPORT FRAME
3. STEEL PLATE FASCIA & HSS SUPPORT FRAME
4. LINEAR METAL CEILING SYSTEM
5. SELF-SUPPORTING GLASS GUARDRAIL
6. FIBERGLASS & PTFE COMPOSITE MESH PANEL SYSTEM
7. METAL ROOF DECK WITH HIGH PERFORMANCE COATING
8. SINGLE LAYER ETFE MEMBRANE ROOF
9. FORMED METAL WALL PANELS
10. STRUCTURAL-SEALANT-GLAZED CURTAIN WALL SYSTEM

SCALE: NONE

SHEET SS-25

View from West Facade looking North

MATERIALS

1. EXPOSED STRUCTURAL STEEL WITH HIGH PERFORMANCE COATING
2. METAL PAN STAIR W/ STEEL PLATE GUARDRAIL & HSS SUPPORT FRAME
3. SELF-SUPPORTING GLASS GUARDRAIL
4. FIBERGLASS & PTFE COMPOSITE MESH PANEL SYSTEM
5. METAL ROOF DECK WITH HIGH PERFORMANCE COATING
6. FORMED METAL WALL PANELS

SCALE: NONE

SHEET SS-26

View from East Concourse looking North

MATERIALS

1. EXPOSED STRUCTURAL STEEL WITH HIGH PERFORMANCE COATING
2. METAL PAN STAIR W/ STEEL PLATE GUARDRAIL & HSS SUPPORT FRAME
3. VIDEO RIBBON BOARD
4. FIBERGLASS & PTFE COMPOSITE MESH PANEL SYSTEM
5. GRAPHIC / WAYFINDING LOCATION
6. CONCRETE MASONRY UNIT
7. PRECAST CONCRETE STADIA

SCALE: NONE

SHEET SS-27

View from South Concourse looking Northwest

MATERIALS

1. EXPOSED STRUCTURAL STEEL WITH HIGH PERFORMANCE COATING
2. METAL PAN STAIR W/ STEEL PLATE GUARDRAIL & HSS SUPPORT FRAME
3. PRECAST CONCRETE FASCIA
4. STAINLESS STEEL COUNTERTOP
5. VIDEO RIBBON BOARD
6. SINGLE LAYER ETFE MEMBRANE ROOF
7. PRECAST CONCRETE STADIA
8. FIBERGLASS & PTFE COMPOSITE MESH PANEL SYSTEM
9. CONCRETE MASONRY UNIT

SCALE: NONE

SUPPORTER CONCOURSE

SCALE: NONE

SHEET SS-19

View from North Supporters plaza looking South

SPACES

1. SUPPORTERS PLAZA
2. MAIN CONCOURSE NE ENTRY
3. SUPPORTERS CONCOURSE
4. SUPPORTERS BRIDGE LEVEL 01
5. SUPPORTERS BRIDGE LEVEL 02
6. SUPPORTERS CONCOURSE TUNNEL
7. MAIN CONCOURSE
8. NORTH TEAM STORE

SCALE: NONE

SHEET SS-20

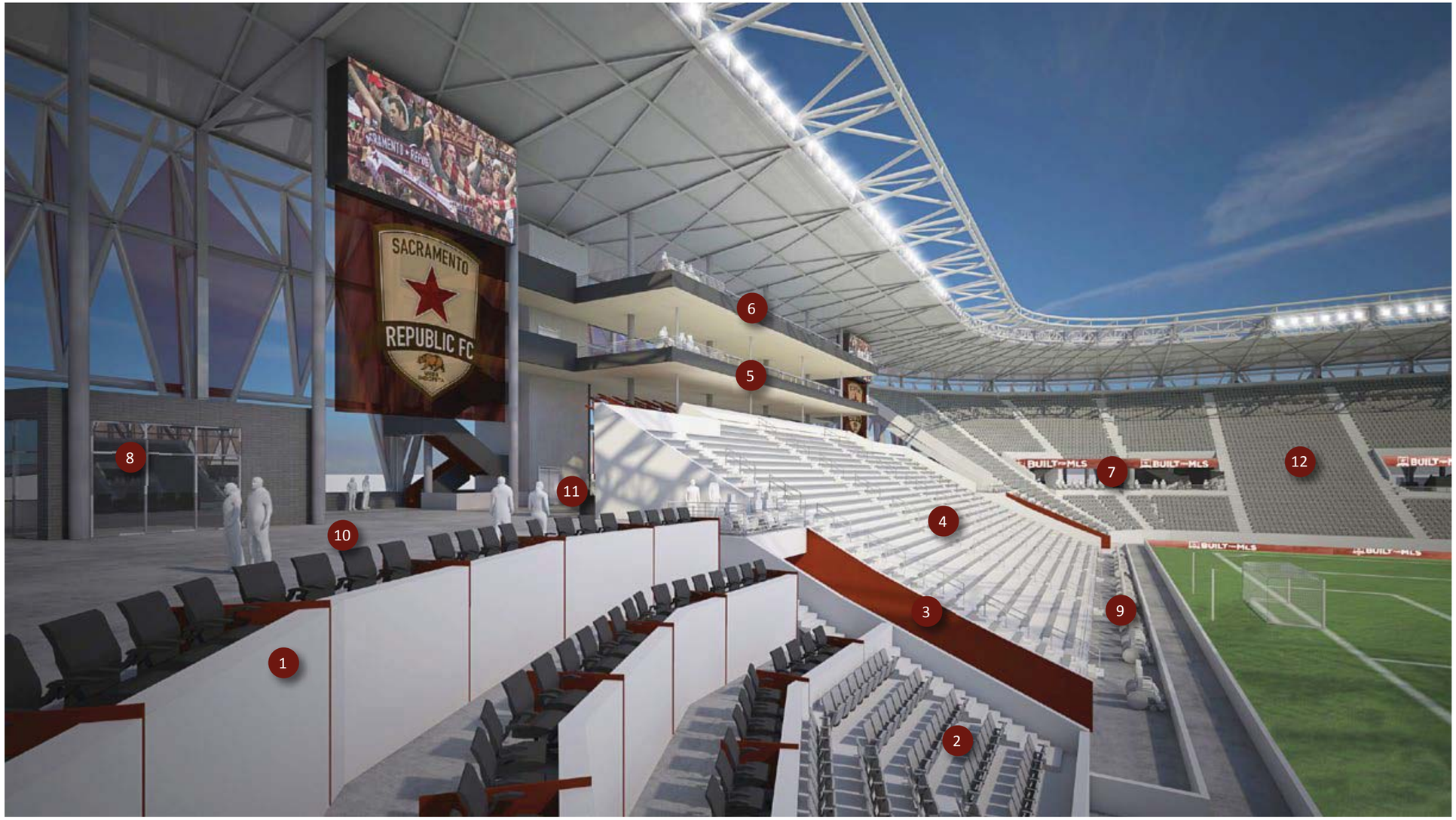
Supporters Concourse | View of bar and beer hall

MATERIALS

1. EXPOSED STRUCTURAL STEEL WITH HIGH PERFORMANCE COATING
2. STEEL PLATE GUARDRAIL & HSS SUPPORT FRAME
3. CAST IN PLACE CONCRETE ELEVATOR CORE
4. LINEAR METAL CEILING SYSTEM
5. POLISHED CEMENT PLASTER STUCCO
6. SPECIAL SHAPE BRICK VENEER - ROMAN PROFILE
7. SIMULATED STONE COUNTERTOP
8. CAST IN PLACE SLAB ON GRADE
9. FORMED METAL WALL PANELS

SCALE: NONE

SHEET SS-21



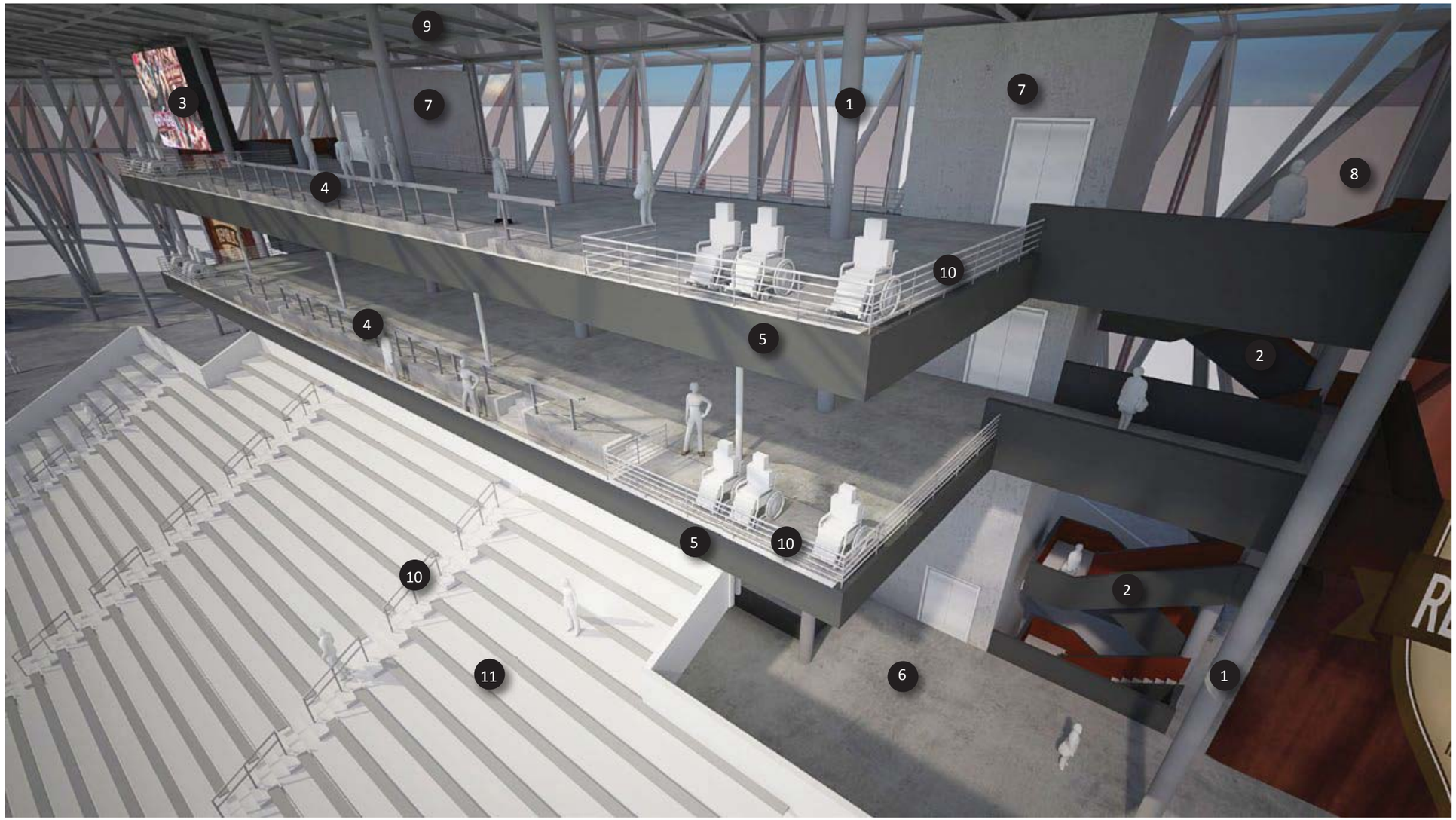
SPACES

North Stand | View looking Northeast from above Loge seating

1. LOGE BOX SEATING
2. CORNER GA SEATING
3. SUPPORTERS TUNNEL
4. SUPPORTERS SEATING SECTION
5. SUPPORTERS BRIDGE LEVEL 01
6. SUPPORTERS BRIDGE LEVEL 02
7. EAST STAND SUPER VOM
8. NORTH TEAM STORE
9. SUPPORTERS ADA FIELD SEATING
10. MAIN CONCOURSE
11. MAIN CONCOURSE BRIDGE / ELEVATOR ACCESS
12. EAST STAND

SCALE: NONE

SHEET SS-22



View of North Supporters Bridge

MATERIALS

1. EXPOSED STRUCTURAL STEEL WITH HIGH PERFORMANCE COATING
2. METAL PAN STAIR W/ STEEL PLATE GUARDRAIL & HSS SUPPORT FRAME
3. SCOREBOARD/VIDEO DISPLAY
4. DRINK RAIL
5. STEEL PLATE FASCIA & HSS SUPPORT FRAME
6. CAST IN PLACE CONCRETE CONCOURSE SLAB
7. CAST IN PLACE CONCRETE ELEVATOR CORE
8. FIBERGLASS & PTFE COMPOSITE MESH PANEL SYSTEM
9. METAL ROOF DECK WITH HIGH PERFORMANCE COATING
10. ALUMINUM PIPE AND TUBE RAILINGS
11. METAL SANDWICH PLATE STADIA SYSTEM

SCALE: NONE

SHEET SS-23

ROOF

The roof uses a steel structure (half rolled steel half tubes, similar to setup at London Olympic stadium) and will wrap around the entire stadium, providing shade to the majority of the seats. The roof surface is a combination of metal deck for opaque areas and synthetic, transparent panels, to allow diffused sunlight to still come through and allow natural grass growth. Transparent panels will make about 30-40% of overall roof surface.

SCALE: NONE

SHEET SS-28

Roof Plan

MATERIALS

1. METAL ROOF DECK WITH HIGH PERFORMANCE COATING
2. SINGLE LAYER ETFE MEMBRANE ROOF
3. EXPOSED STRUCTURAL STEEL WITH HIGH PERFORMANCE COATING

SCALE: NONE

SHEET SS-29

View from Southeast looking North

MATERIALS

1. METAL ROOF DECK WITH HIGH PERFORMANCE COATING
2. SINGLE LAYER ETFE MEMBRANE ROOF
3. EXPOSED STRUCTURAL STEEL WITH HIGH PERFORMANCE COATING

SCALE: NONE

SHEET SS-31

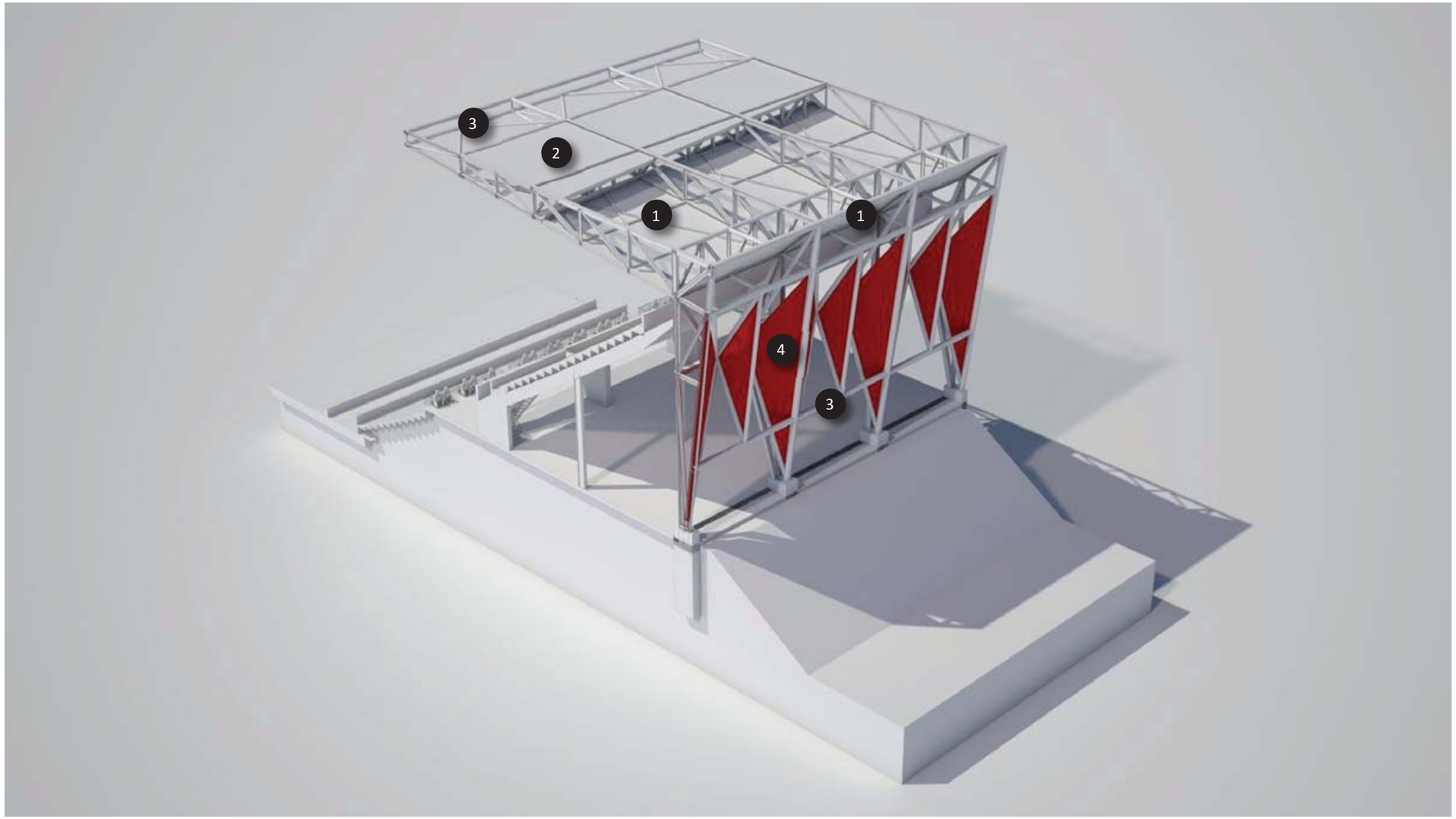
View from Southwest looking Northeast

MATERIALS

1. EXPOSED STRUCTURAL STEEL WITH HIGH PERFORMANCE COATING
2. SINGLE LAYER ETFE MEMBRANE ROOF

SCALE: NONE

SHEET SS-32



Roof & Canopy Module Section

MATERIALS

1. METAL ROOF DECK WITH HIGH PERFORMANCE COATING
2. SINGLE LAYER ETFE MEMBRANE ROOF
3. EXPOSED STRUCTURAL STEEL WITH HIGH PERFORMANCE COATING
4. FIBERGLASS & PTFE COMPOSITE MESH PANEL SYSTEM

TYPICAL EXTERIOR ELEVATION MODULE STUDY

SCALE: NONE

SHEET SS-12

West Stand | A | Section Axonometric at Midfield

SPACES

1. PRESS BOX
2. NATIONAL BROADCAST BOOTH
3. PRESS DINING / WORKROOM
4. OUTDOOR SUITE TERRACE
5. TYPICAL SUITE
6. 18 YARD CLUB DINING HALL
7. FIELD CLUB SEATING
8. 18 YARD CLUB SEATING
9. SERVICE CORRIDOR
10. FIELD CLUB / PLAYERS TUNNEL
11. FIELD CLUB BAR
12. WEST PLAZA

SCALE: NONE

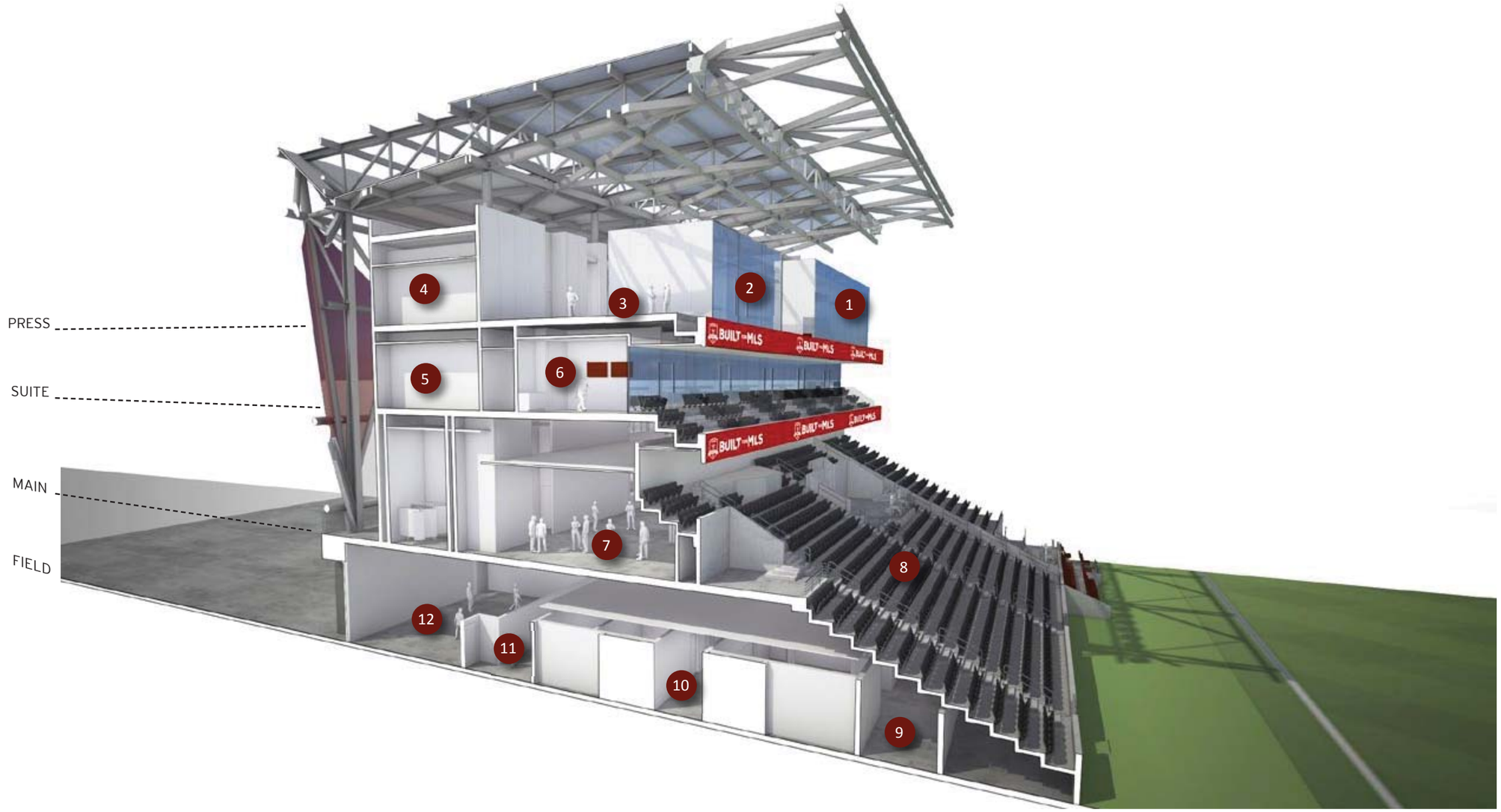
MATERIALS

West Stand | A | Section Axonometric at Midfield

1. EXPOSED STRUCTURAL STEEL WITH HIGH PERFORMANCE COATING
2. SINGLE LAYER ETFE MEMBRANE
3. METAL ROOF DECK WITH HIGH PERFORMANCE COATING
4. FIBERGLASS & PTFE COMPOSITE MESH PANEL SYSTEM
5. STRUCTURAL-SEALANT-GLAZED CURTAIN WALL SYSTEM
6. LINEAR METAL CEILING SYSTEM
7. OPERABLE GLASS WALL SYSTEM
8. PRECAST STADIA WITH FIXED SATING
9. SPECIAL SHAPE BRICK VENEER - ROMAN PROFILE
10. VIDEO RIBBON BOARD

SCALE: NONE

SHEET SS-34



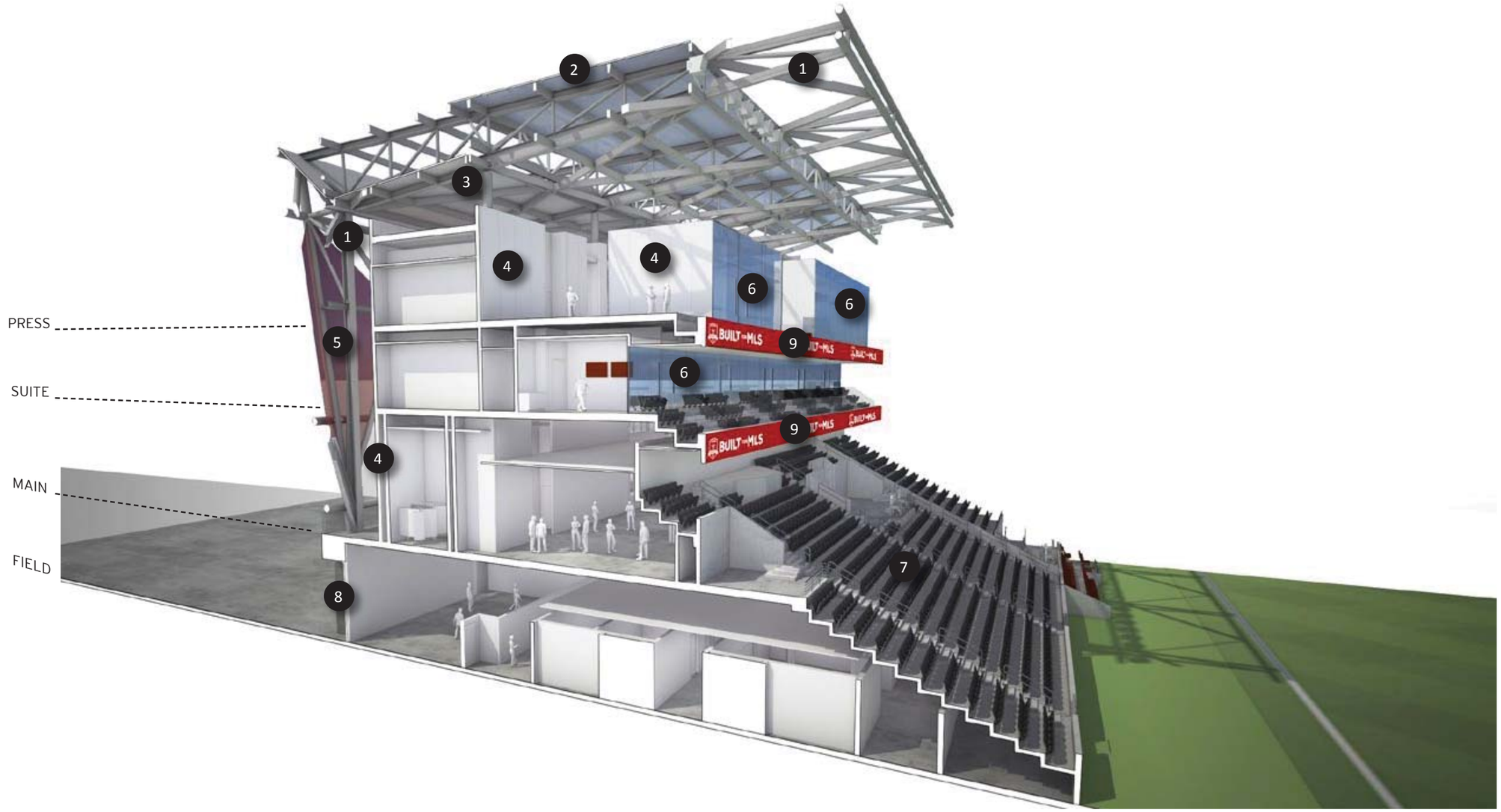
West Stand | B | Section Axonometric at 18 Yard Box

SPACES

1. PRESS BOX
2. TEAM SUITES
3. ROOF TERRACE
4. SUPPORT SPACES FOR FUTURE BUILD OUT. (CORE/SHELL)
5. SUITE LEVEL SUPPORT SPACES
6. TYPICAL SUITE
7. 18 YARD CLUB
8. 18 YARD CLUB SEATING
9. SERVICE CORRIDOR
10. HOME TEAM FACILITIES
11. PLAYERS TUNNEL
12. MEDIA INTERVIEW ROOM

SCALE: NONE

SHEET SS-35



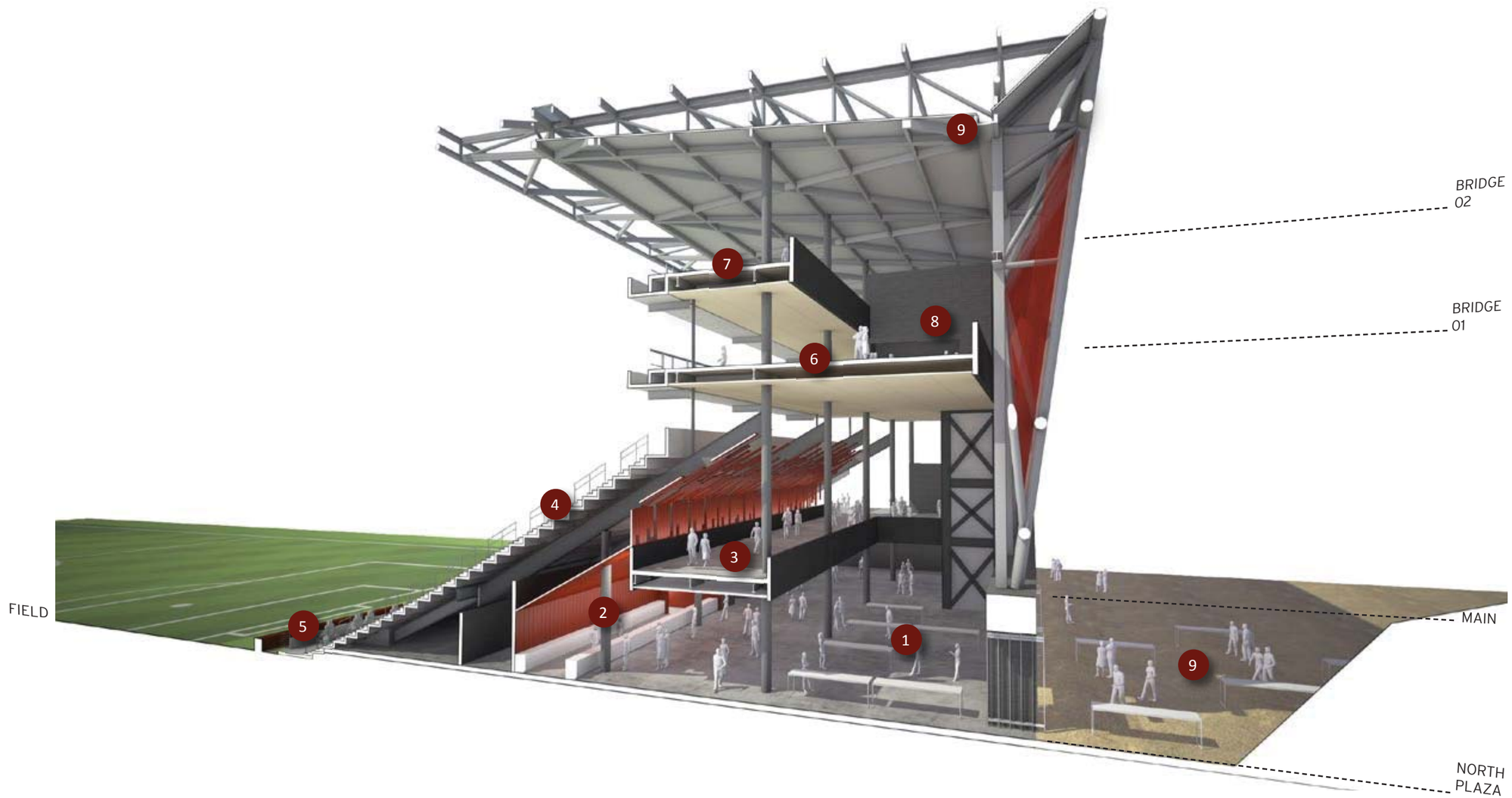
West Stand | B | Section Axonometric at 18 Yard Box

MATERIALS

1. EXPOSED STRUCTURAL STEEL WITH HIGH PERFORMANCE COATING
2. SINGLE LAYER ETFE MEMBRANE
3. METAL ROOF DECK WITH HIGH PERFORMANCE COATING
4. FORMED METAL WALL PANELS
5. FIBERGLASS & PTFE COMPOSITE MESH PANEL SYSTEM
6. OPERABLE GLASS WALL SYSTEM
7. PRECAST STADIA WITH FIXED SATING
8. SPECIAL SHAPE BRICK VENEER - ROMAN PROFILE
9. VIDEO RIBBON BOARD

SCALE: NONE

SHEET SS-36



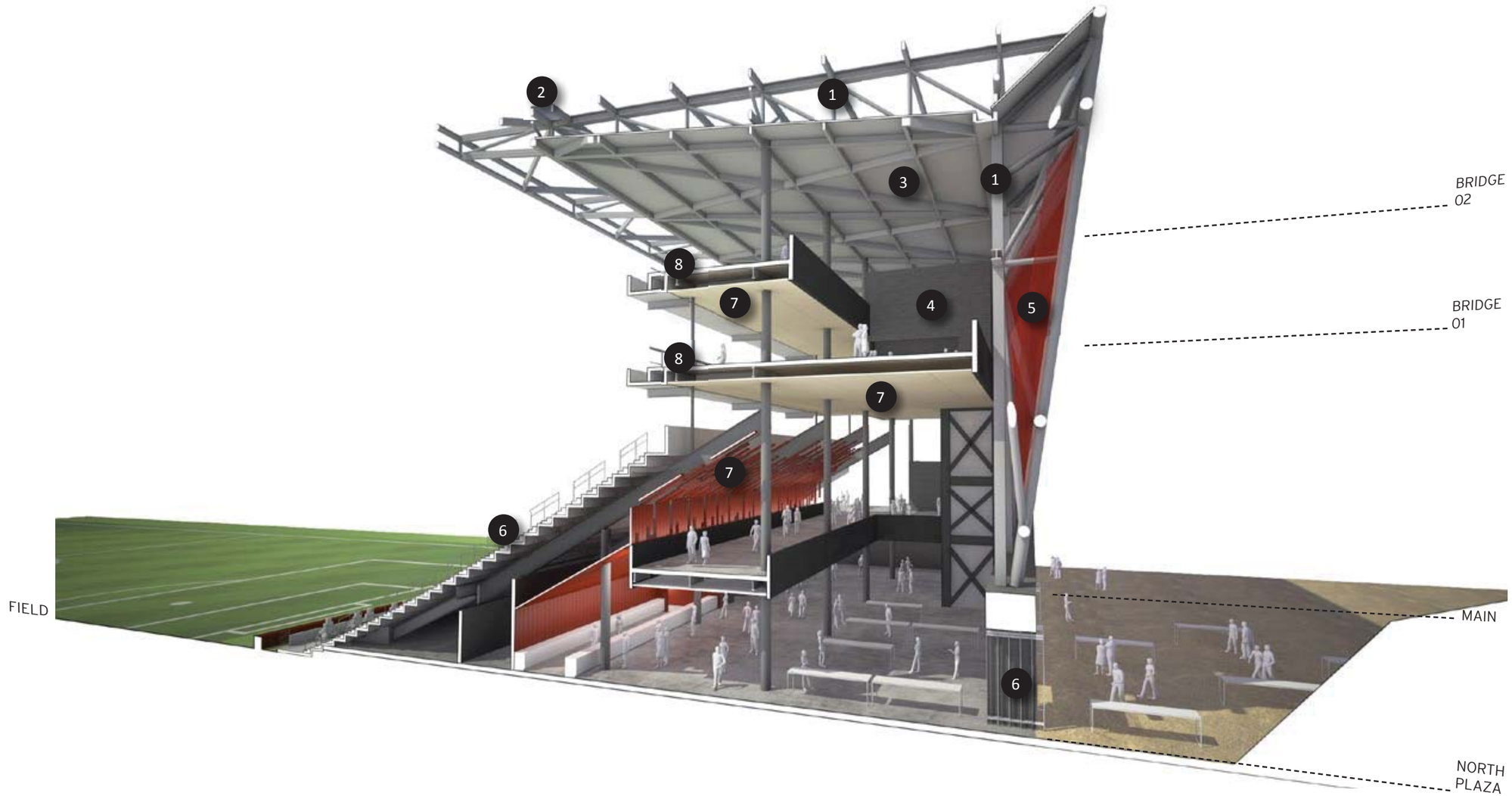
North Stand | C | Section Axonometric at Goal

SPACES

1. SUPPORTER'S CONCOURSE
2. SUPPORTER'S CONCOURSE CENTER BAR
3. MAIN CONCOURSE LEVEL "BRIDGE"
4. SUPPORTER'S SECTION SEATING BOWL
5. SUPPORTER'S SECTION ADA SEATING
6. SUPPORTER'S BRIDGE LEVEL 01
7. SUPPORTER'S BRIDGE LEVEL 02
8. SUPPORTER'S BRIDGE LEVEL RESTROOMS
9. NORTH SUPPORTER'S PLAZA

SCALE: NONE

SHEET SS-37



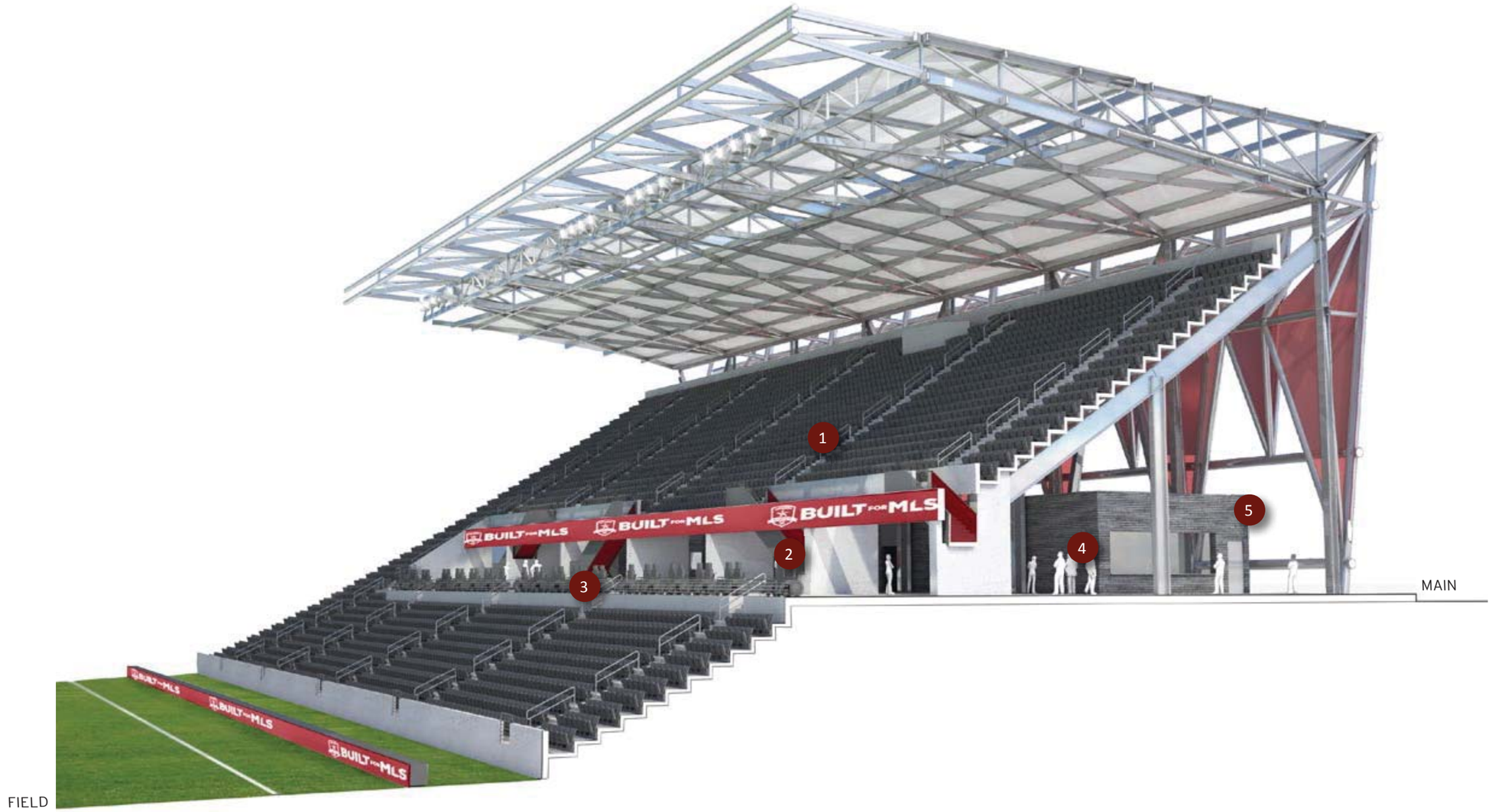
North Stand | C | Section Axonometric at Goal

MATERIALS

1. EXPOSED STRUCTURAL STEEL WITH HIGH PERFORMANCE COATING
2. SINGLE LAYER ETFE MEMBRANE
3. METAL ROOF DECK WITH HIGH PERFORMANCE COATING
4. FORMED METAL WALL PANELS
5. FIBERGLASS & PTFE COMPOSITE MESH PANEL SYSTEM
6. METAL SANDWICH PLATE STADIA SYSTEM
7. LINEAR METAL PANEL SOFFIT
8. ELEVATED SLAB ON METAL DECK WITH PRECAST TUB
9. ELEVATED SLAB ON METAL DECK WITH PRECAST TUB

SCALE: NONE

SHEET SS-38



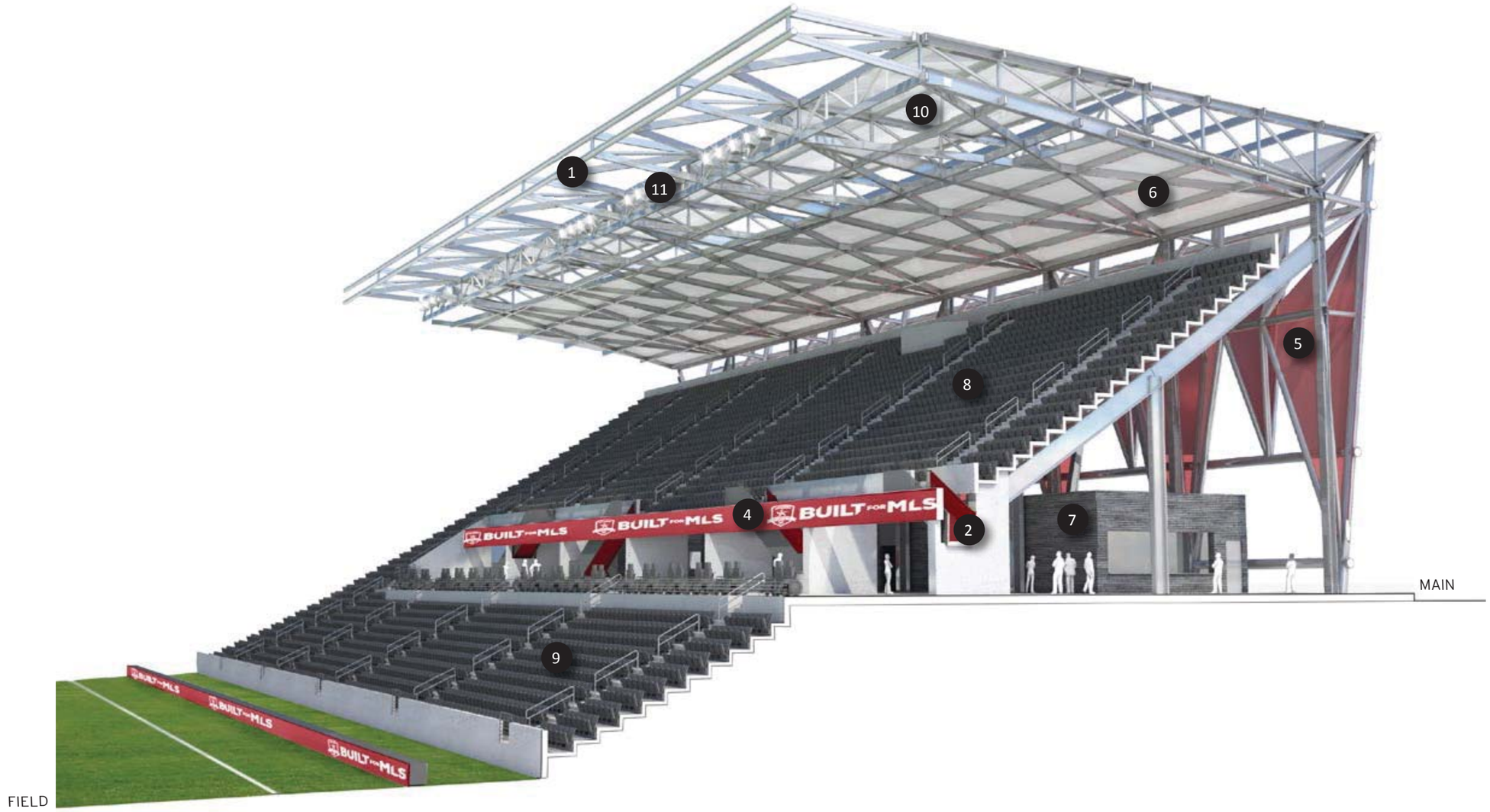
East Stand | D | Section Axonometric at Midfield

SPACES

1. EAST STAND
2. EAST STAND SUPER VOM
3. EAST STAND ADA
4. EAST CONCOURSE
5. EAST CONCOURSE CONCESSION / RESTROOMS

SCALE: NONE

SHEET SS-39



MATERIALS

East Stand | D | Section Axonometric at Midfield

1. EXPOSED STRUCTURAL STEEL WITH HIGH PERFORMANCE COATING
2. METAL PAN STAIR W/ STEEL PLATE GUARDRAIL & HSS SUPPORT FRAME
3. SCOREBOARD/VIDEO DISPLAY
4. VIDEO RIBBON BOARD
5. FIBERGLASS & PTFE COMPOSITE MESH PANEL SYSTEM
6. METAL ROOF DECK WITH HIGH PERFORMANCE COATING
7. CONCRETE MASONRY UNIT
8. PRECAST STADIA
9. CIP STADIA
10. SINGLE LAYER ETFE MEMBRANE
11. SPORTS LIGHTING

SCALE: NONE

SHEET SS-40

North Stand | E | Section Axonometric at Goal

SPACES

1. SOUTH STAND
2. SOUTH STAND EXPANSION AREA
3. SOUTH STAND STAGE END / RETRACTABLE SEATING
4. SOUTH CONCOURSE
5. SOUTH CONCOURSE CONCESSION / RESTROOMS
6. SERVICE CORRIDOR
7. FIELD LEVEL SUPPORT SPACES
8. SERVICE YARD

SCALE: NONE

SHEET SS-41

North Stand | E | Section Axonometric at Goal

MATERIALS

1. EXPOSED STRUCTURAL STEEL WITH HIGH PERFORMANCE COATING
2. SPECIAL SHAPE BRICK VENEER - ROMAN PROFILE
3. SCOREBOARD/VIDEO DISPLAY
4. SINGLE LAYER ETFE MEMBRANE
5. CONCOURSE CONCESSION COUNTER
6. CONCRETE MASONRY UNIT
7. TPO ROOF SYSTEM
8. FIBERGLASS & PTFE COMPOSITE MESH PANEL SYSTEM
9. METAL ROOF DECK WITH HIGH PERFORMANCE COATING
10. LINEAR METAL PANEL SOFFIT

SCALE: NONE

SHEET SS-42

Noise Variance - Operational

Table 1 identifies the activity, its purpose, and the proposed hours

Table 1: Construction Variance Activities

	Activity	Purpose	Hours of Activity
1.	*Truck delivery of k-rail and forklift and truck activity with backup alarms.*	To minimize traffic impacts and coordinate scheduling, project mobilization and SWIPP activities. Possible noise impacts are 40-truck deliveries of K-rail and back-up alarms on equipment setting K-rail.	Working hours: 8pm-6am Two Nights Specific dates to be determined.
2.	*Mass excavation.*	Mass excavation and building Surcharge activity: 3-6 months (Estimated timeframe March-Aug 2017) and requires +/- 10,000 trucks of import. Possible noise impacts are dump trucks, excavators and loaders, hoe rams breaking concrete and backup alarms.	Working hours: 6:00am-7:00am through 7:00pm-11:00pm Monday through Saturday.
3.	*Drilled piles and foundations.*	Drilled piles and foundations: 2 months (Estimated timeframe Aug 2017-Oct 2017). Possible noise impacts: pile drill equipment, cranes, concrete pumps, excavators and backhoes, dump truck, concrete trucks, forklifts, generators, backup alarms.	Working hours: 6:00am-7:00am through 7:00pm-11:00pm Monday through Saturday. Placement of concrete slabs and foundation: 8pm-6am Monday through Saturday. Allow up to 8 times a month overnight concrete pouring, with a minimum 3-day break in between pours.

4.	*Structural steel erection/welding/precast planking/metal decking and canopy structure*	Structural Steel Erection/Welding and Precast planking: 5 months (Estimated timeframe Oct 2017- March 2018). Much of these operations will be conducted on 2 shifts after the completion of vertical steel quadrants, prior to roof steel. Concrete slabs on metal deck will be placed from 8:00pm through 6:00am to facilitate timely concrete truck deliveries, upper bowl precast will be delivered and set on 2nd shift utilizing the same cranes as steel erection. Possible noise impacts: cranes, forklifts, concrete pumps, truck deliveries, welding machines, air arc machines, generators, impact bolting guns and grinders, steel materials clanging together, material/man hoists, concrete placing equipment, backup alarms.	Working hours: 6:00am-7:00am through 7:00pm-11:00pm Placement of concrete slabs on metal deck: 8pm-6am Monday through Saturday. Allow up to 8 times a month overnight concrete pouring, with a minimum 3-day break in between pours.
5.	*Building envelope.*	Building envelope: 4 months Estimated timeframe Feb - June, 2018). Precast, metal panels, curtain wall, roofing. Possible noise impacts, cranes, forklifts, generators, welders, impact guns and grinders, truck deliveries, material/man hoist, backup alarms.	Working hours: 6:00am-7:00am through 7:00pm-11:00pm Monday through Saturday. Maximum of 8 days per month- work may occur between 11:00 pm and 6:00 am (excluding any impact tools or grinders and Sundays)

6.	*Interior finishes.*	Interior Finishes: 10 months (Estimated timeframe March 2018-Feb 2019). While most of these activities will be within the building and there should be fewer possible noise impacts, a large amount of truck deliveries will be required with offloading with cranes and forklifts. There will also be startup and commissioning of equipment and testing periods. Possible noise impacts: truck deliveries, forklifts, cranes, cooling towers, air handling equipment, exhaust fans, audible testing of fire alarms system and speaker systems.	Working hours: 6:00am-7:00am and 7:00pm-11:00pm Monday through Saturday. Limited noise impact for deliveries through the loading dock at Railyards Blvd., approximate 8 weeks' startup, commissioning and testing of mechanical systems, sound and fire alarm systems (est. Jan-Feb 2019).
7.	*Offsite utilities.*	Offsite utilities: 5 months (Estimated timeframe Aug 2018 - Jan 2019). Disconnect and abandon utilities per governing authority or new connections to utilities will require work in the street. All work in the streets will require traffic control and potentially lane closure which will be planned at night from 8:00pm-6:00am. Possible noise impacts, saw-cutting, excavators, dump trucks, backhoes, whackers and rollers, concrete trucks, paving machines, forklift, back up alarms.	Working hours: 8:00pm-6:00am Monday through Saturday

The noise variance allows noise to exceed city standards for various activities as is shown in Table 2 below.

Table 2: Operational Variance Activities

	Extend Hours of Noise Activity	Hours of Activity
1.	MLS games and other activities can occasionally extend beyond the current limits of 10:00pm on weekdays or 11:00pm on Friday, Saturday, and days before holidays. Later games are typically caused by overtime situations, late starts due to national television network requirements (primarily during playoffs), or a determination to move the start time for games from 7:00pm to 7:30pm. Major concerts happen infrequently (up to 2-3 times per year). The concerts shall end Sunday thru Thursday by 10:00 pm. Friday thru Saturday shall end by 11:00 pm. Changes to these hours shall require additional review by the City of Sacramento Community Development Department. .	Outdoor amplified sound terminated by: 11pm- Weekdays 12am (midnight)- Fri-Sat and the day before holidays specified in Government Code Sections 6700 and 6701 (City Code Chapter 8.68.160)
	Noise in Excess of Established Levels	Hours of Activity
2.	Noise generated by events, amplified outdoor speakers in plaza/terrace areas) and by patrons (voices) travelling to and from the MLS Stadium events, along with the other activities outlined in the description, could exceed maximum decibel levels at nearby residential properties.	11pm- Weekdays 12am (midnight)- Fri-Sat and the day before holidays specified in Government Code Sections 6700 and 6701 (City Code Chapter 8.68.160)

RESOLUTION NO. 2016- ___

November 10, 2016

APPROVING THE CONDITIONAL USE PERMITS TO ALLOW STAND-ALONE PARKING FACILITIES ON LOTS 4, 8, 33, 46, 47, 48, 49, 50, 51, 56, 69 OF THE SACRAMENTO RAILYARDS AREA (P15-040) AND A SITE PLAN AND DESIGN REVIEW FOR STAND-ALONE PARKING FACILITIES ON LOTS 4, 8, 33, 46, 47, 48, 49, 50, 51, 56, 69

BACKGROUND

A. On October 22, 2015, March 24, 2016, May 12, 2016, June 30, 2016, August 11, 2016, September 8, 2016, September 22, 2016, and October 6, 2016, the City Planning and Design Commission participated in public hearings on the Sacramento Railyard project.

B. On November 18, 2015, May 18, 2016, and June 30, 2016, the City Preservation Commission participated in public hearings on the Sacramento Railyard project.

C. On October 24, 2016, the City Planning and Design Commission conducted a public hearing on the Sacramento Railyard project, and forwarded to the City Council a recommendation to approve, the Conditional Use Permits and Site Plan and Design Review for Stand-Alone Parking Facilities.

D. On November 10, 2016, the City Council conducted a public hearing that was noticed in accordance with Sacramento City Code section 17.812.030 at which it received and considered evidence concerning the Sacramento Railyards project.

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

Section 1. Based on the verbal and documentary evidence received at the hearings on the Sacramento Railyards Project the City Council approves the Conditional Use Permits and Site Plan and Design Review for Stand-Alone Parking Facilities (P15-040), as shown in Exhibit A, based on the findings of fact and subject to the conditions of approval as set forth below.

A. Conditional Use Permit to allow a stand-alone parking facility within the Central Business District (C-3 SPD) zone (referenced as Lot 69) and located within the Railyards Special Planning District; **B. Conditional Use Permit** to allow a stand-alone parking facility within the Central Business District (C-3 SPD) zone (referenced as Lot 56) and located within the Railyards Special Planning District area; **C. Conditional Use Permit** to allow a stand-alone parking facility within the Central Business District (C-3 SPD) zone (referenced as Lot 49 and 50) and located within the Railyards Special Planning District area; **D. Conditional Use Permit** to allow a stand-alone parking facility within the General Commercial (C-2 SPD) zone (referenced as Lot 51) and located within the Railyards Special Planning District area; **E. Conditional Use Permit** to allow a stand-alone parking facilities within the Central Business District (C-3 SPD) zone (referenced as Lots 4, 8, 33, 47 and 48); and **F. Conditional Use Permit** to allow a stand-alone parking facilities within the Central Business District (C-3 SPD) zone (referenced as Lot 46**) are approved** based on the following Findings of Fact.

1. The proposed use and its operating characteristics are consistent with the general plan and any applicable specific plan or transit village plan, in that the MLS sports complex is anticipated to be constructed in an early stage of the overall Railyards development, before the construction of supportive structured parking garages, thereby creating a parking deficiency in the area and the use of short-term parking lots allows for an appropriate transition during this interim phase;

2. The proposed use and its operating characteristics are consistent with the applicable standards, requirements, and regulations of the zoning district in which it is located, and of all other provisions of this title and this code in that a stand-alone parking facility is allowed within the Central Business District (C-3 SPD) and General Commercial (C-2 SPD) zones and located within the Railyards Special Planning District with the approval of a conditional use permit;

3. The proposed use is situated on parcels that are physically suitable in terms of location, size, topography, and access, and that are adequately served by public services and utilities; and

4. The proposed use and its operating characteristics are not detrimental to the public health, safety, convenience, or welfare of persons residing, working, visiting, or recreating in the surrounding neighborhood and will not result in the creation of a nuisance, in that public sidewalks and pedestrian openings will be provided to adequately access each of the stand-alone parking facilities and all parking spaces will function independently.

B. The **Site Plan and Design Review** to allow the stand-alone parking facilities with deviations to waive development standards including surface paving, tree

shading, and the onsite perimeter landscape planter **is approved** based on the following Findings of Fact.

1. The design, layout, and physical characteristics of the proposed development are consistent with the general plan and any applicable specific plan or transit village plan, in that the stand-alone parking facilities with minimal onsite improvements will support a sports complex use in the early phase of the overall Railyards site development and therefore contributes to expanding the Central Business District as the regional center for live, work, and entertainment;

2. The design, layout, and physical characteristics of proposed development are consistent with the purpose and intent of the applicable design guidelines and development standards, in that the Railyards Specific Plan and Design Guidelines encourage future development of the site with shared-use parking structures and minimal parking lot improvements will incentivize new development that will replace the surface lots. The purpose and intent of tree shading, paving, and landscaping within surface parking lot facilities is to further their visual and environmental appeal over many years. The surface lots within the Sacramento Railyards are intended to phase out of existence within the immediate future, an intent which would be inhibited by the installation of full parking lot improvements;

3. All streets and other public access ways and facilities, parking facilities, and utility infrastructure are adequate to serve the proposed development and comply with all applicable design guidelines and development standards, in that the parking lots will have adequate pedestrian openings to access public sidewalks;

4. The design, layout, and physical characteristics of the proposed development are visually and functionally compatible with the surrounding neighborhood in that the improvements for surface parking lots are minimal thereby encouraging future development opportunities;

5. The design, layout, and physical characteristics of the proposed development ensure energy consumption is minimized and use of renewable energy sources is encouraged, in that substantial onsite improvements are not being constructed for the parking lot which will have to be demolished when the site is developed; and

6. The design, layout, and physical characteristics of the proposed development are not detrimental to the public health, safety, convenience, or welfare of persons residing, working, visiting, or recreating in the surrounding neighborhood and will not result in the

creation of a nuisance, in that the parking lots will have adequate lighting and will be used for sports complex related and special events only.

C. SB 5 – Flood Protection. State Law (SB 5) and City Code Chapter 17.810 require that the City make specific findings prior to approving certain entitlements for projects within a flood hazard zone. The purpose is to ensure that new development will have protection from a 200-year flood event or will achieve that protection by 2025. The project site is within a flood hazard zone and is an area covered by SAFCA's Improvements to the State Plan of Flood Control System, and specific findings related to the level of protection have been incorporated as part of this project. Even though the project site is within a flood hazard zone, the local flood management agency, SAFCA, has made adequate progress on the construction of a flood protection system that will ensure protection from a 200-year flood event or will achieve that protection by 2025. This is based on the SAFCA Urban level of flood protection plan, adequate progress baseline report, and adequate progress toward an urban level of flood protection engineer's report that were accepted by City Council Resolution No. 2016-0226 on June 21, 2016.

Conditions:

A. Conditional Use Permit. The Conditional Use Permit to allow a stand-alone parking facility within the Central Business District (C-3 SPD) zone (referenced as **Lot 69**) and located within the Railyards Special Planning District area **is approved** based on the following conditions of approval:

Planning

A1. The parking lot shall meet all the approved terms found in the Development Agreement.

A2. This conditional use permit is not of indefinite duration; it will terminate or may be modified as provided in the Development Agreement.

Building

A3. The applicant shall be responsible to ensure the surface parking lots and the path of travel to the entrance of the MLS sports complex meet all applicable accessible access requirements per Building Code Chapter 11B.

Public Works

A4. Construct standard public improvements as noted in these conditions

pursuant to Title 18 of the City Code. Improvements shall be designed to City Standards and assured as set forth in Section 18.04.130 of the City Code. All improvements shall be designed and constructed to the satisfaction of the Department of Public Works. Any public improvement not specifically noted in these conditions shall be designed and constructed to City Standards. This shall include the repair or replacement/reconstruction of any existing deteriorated curb, gutter and sidewalk adjacent to the subject property per City standards to the satisfaction of the Department of Public Works.

A5. All new and existing driveways shall be designed and constructed to City Standards to the satisfaction of the Department of Public Works. The proposed driveway along North B street shall be right in and right out only.

A6. The applicant shall construct a paved surface at all driveways of the parking lot to act as a shake off area. The paved surface shall be a minimum of 20-feet by 20-feet to the satisfaction of the Department of Public Works.

A7. The layout of parking lot 69 shall be consistent with Figure 2 of the October 7, 2016 Technical Memorandum prepared by Fehr and Peers and kept on file for this project. The applicant shall comply with the recommendations listed in the Technical Memorandum regarding driveway locations, throat depth, allowed turning movements at driveways, and all other recommendations.

A8. The site plan shall conform to A.D.A. requirements in all respects. This shall include the replacement/reconstruction of any curb ramp adjacent to Lot 69 that does not meet current A.D.A. standards.

A9. The applicant shall record the Final Map and construct the required improvements which creates lot 69 and the pattern shown on the proposed site plan prior to obtaining any Building Permits to the satisfaction of the Department of Public Works.

A10. The Developer must update, implement and comply with the Sports Complex Event Transportation Management Plan that has been prepared for this project to the satisfaction of the Department of Public Works.

A11. The design of walls, fences and signage near intersections and driveways shall allow stopping sight distance per Caltrans standards and comply with City Code Section 12.28.010 (25' sight triangle). Walls shall be set back 3' behind the sight line needed for stopping sight distance to allow sufficient room for pilasters. Landscaping in the area required for adequate stopping sight distance shall be limited 3.5' in height at maturity. The area of exclusion shall be determined by the Department of Public Works.

Utilities

A12. The applicant shall comply with the conditions of the Railyards Tentative Subdivision Map (P15-040) as applicable unless otherwise approved by the Department of Utilities.

A13. If there is an increase in impervious areas, then the applicant may be required to prepare a drainage study for review and approval by the DOU. The drainage study shall demonstrate that the project will mitigate all increases in storm drain runoff. Sufficient offsite and onsite spot elevations shall be provided in the drainage study to determine the direction of storm drain runoff. The applicant is advised to contact the City of Sacramento Utilities Department Drainage Planning Section (916-808-1400) at the early planning stages to address any drainage related requirements.

A14. Each parking lot is required to incorporate its own stormwater treatment as well as LID measures unless otherwise approved by the DOU. Any changes to the impervious areas and/or land use will need to be consistent with the approved Stormwater Master Plan.

B. Conditional Use Permit. The Conditional Use Permit to allow a stand-alone parking facility within the Central Business District (C-3 SPD) zone (referenced as **Lot 56**) and located within the Railyards Special Planning District area **is approved** based on the following conditions of approval:

Planning

B1. The parking lot shall meet all the approved terms found in the Development Agreement.

B2. This conditional use permit is not of indefinite duration; it will terminate or may be modified as provided in the Development Agreement.

Building

B3. The applicant shall be responsible to ensure the surface parking lots and the path of travel to the entrance of the MLS sports complex meet all applicable accessible access requirements per Building Code Chapter 11B.

Public Works

B4. Construct standard public improvements as noted in these conditions pursuant to Title 18 of the City Code. Improvements shall be designed to City Standards and assured as set forth in Section 18.04.130 of the City Code. All improvements shall be designed and constructed to the satisfaction of the Department of Public Works. Any public improvement

not specifically noted in these conditions shall be designed and constructed to City Standards. This shall include the repair or replacement/reconstruction of any existing deteriorated curb, gutter and sidewalk adjacent to the subject property per City standards to the satisfaction of the Department of Public Works.

B5. All new and existing driveways shall be designed and constructed to City Standards to the satisfaction of the Department of Public Works.

B6. The applicant shall construct a paved surface at all driveways of the parking lot to act as a shake off area. The paved surface shall be a minimum of 20-feet by 20-feet to the satisfaction of the Department of Public Works.

B7. The layout of parking Lot 56 shall be consistent with Figure 3 of the October 7, 2016 Technical Memorandum prepared by Fehr and Peers and kept on file for this project. The applicant shall comply with the recommendations listed in the Technical Memorandum regarding driveway locations, throat depth, allowed turning movements at driveways, and all other recommendations.

B8. The site plan shall conform to A.D.A. requirements in all respects. This shall include the replacement/reconstruction of any curb ramp adjacent to Lot 56 that does not meet current A.D.A. standards.

B9. The applicant shall record the Final Map and construct the required improvements which creates lot 56 and the pattern shown on the proposed site plan prior to obtaining any Building Permits to the satisfaction of the Department of Public Works.

B10. The Developer must update, implement and comply with the Sports Complex Event Transportation Management Plan that has been prepared for this project to the satisfaction of the Department of Public Works.

B11. The design of walls, fences and signage near intersections and driveways shall allow stopping sight distance per Caltrans standards and comply with City Code Section 12.28.010 (25' sight triangle). Walls shall be set back 3' behind the sight line needed for stopping sight distance to allow sufficient room for pilasters. Landscaping in the area required for adequate stopping sight distance shall be limited 3.5' in height at maturity. The area of exclusion shall be determined by the Department of Public Works.

Utilities

B12. The applicant shall comply with the conditions of the Railyards Tentative Subdivision Map (P15-040) as applicable unless otherwise approved by the Department of Utilities.

B13. If there is an increase in impervious areas, then the applicant may be required to prepare a drainage study for review and approval by the DOU. The drainage study shall demonstrate that the project will mitigate all increases in storm drain runoff. Sufficient offsite and onsite spot elevations shall be provided in the drainage study to determine the direction of storm drain runoff. The applicant is advised to contact the City of Sacramento Utilities Department Drainage Planning Section (916-808-1400) at the early planning stages to address any drainage related requirements.

B14. Each parking lot is required to incorporate its own stormwater treatment as well as LID measures unless otherwise approved by the DOU. Any changes to the impervious areas and/or land use will need to be consistent with the approved Stormwater Master Plan.

C. Conditional Use Permit. The Conditional Use Permit to allow a stand-alone parking facility within the Central Business District (C-3 SPD) zone (referenced as **Lots 49 and 50**) and located within the Railyards Special Planning District area **is approved** based on the following conditions of approval:

Planning

C1. The parking lot shall meet all the approved terms found in the Development Agreement.

C2. This conditional use permit is not of indefinite duration; it will terminate or may be modified as provided in the Development Agreement.

Building

C3. The applicant shall be responsible to ensure the surface parking lots and the path of travel to the entrance of the MLS sports complex meet all applicable accessible access requirements per Building Code Chapter 11B.

Public Works

C4. Construct standard public improvements as noted in these conditions pursuant to Title 18 of the City Code. Improvements shall be designed to City Standards and assured as set forth in Section 18.04.130 of the City Code. All improvements shall be designed and constructed to the satisfaction of the Department of Public Works. Any public improvement not specifically noted in these conditions shall be designed and constructed to City Standards. This shall include the repair or replacement/reconstruction of any existing deteriorated curb, gutter and sidewalk adjacent to the subject property per City standards to the satisfaction of the Department of Public Works.

C5. All new and existing driveways shall be designed and constructed to City Standards to the satisfaction of the Department of Public Works.

C6. The applicant shall construct a paved surface at all driveways of the parking lot to act as a shake off area. The paved surface shall be a minimum of 20-feet by 20-feet to the satisfaction of the Department of Public Works.

C7. The layout of parking Lots 49 and 50 shall be consistent with Figure 4 of the October 7, 2016 Technical Memorandum prepared by Fehr and Peers and kept on file for this project. The applicant shall comply with the recommendations listed in the Technical Memorandum regarding driveway locations, throat depth, allowed turning movements at driveways, and all other recommendations.

C8. The applicant shall construct the signal at the intersection of 8th Street and Railyards Boulevard to accommodate access to the parking lot as indicated in the traffic analysis done for the project and to the satisfaction of the Department of Public Works.

C9. The applicant shall submit a Traffic Signal Design Concept Report (TSDCR) per section 15.10 of the City's Design and Procedures Manual to the Department of Public Works for review and approval prior to the submittal of any improvement plans involving traffic signal work. The TSDCR provides crucial geometric information for signal design which may lead to additional right-of-way dedication and should be started as early as possible to avoid delays during the plan check process.

C10. The site plan shall conform to A.D.A. requirements in all respects. This shall include the replacement/reconstruction of any curb ramp adjacent to Lots 49 and 50 that does not meet current A.D.A. standards.

C11. The applicant shall record the Final Map and construct the required improvements which creates lots 49 and 50 and the pattern shown on the proposed site plan prior to obtaining any Building Permits to the satisfaction of the Department of Public Works.

C12. The Developer must update, implement and comply with the Sports Complex Event Transportation Management Plan that has been prepared for this project to the satisfaction of the Department of Public Works.

C13. The design of walls, fences and signage near intersections and driveways shall allow stopping sight distance per Caltrans standards and comply with City Code Section 12.28.010 (25' sight triangle). Walls shall be set back 3' behind the sight line needed for stopping sight distance to allow sufficient room for pilasters. Landscaping in the area required for adequate stopping sight distance shall be limited 3.5' in height at maturity. The area of exclusion shall be determined by the Department of

Public Works.

Utilities

C14. The applicant shall comply with the conditions of the Railyards Tentative Subdivision Map (P15-040) as applicable unless otherwise approved by the Department of Utilities.

C15. If there is an increase in impervious areas, then the applicant may be required to prepare a drainage study for review and approval by the DOU. The drainage study shall demonstrate that the project will mitigate all increases in storm drain runoff. Sufficient offsite and onsite spot elevations shall be provided in the drainage study to determine the direction of storm drain runoff. The applicant is advised to contact the City of Sacramento Utilities Department Drainage Planning Section (916-808-1400) at the early planning stages to address any drainage related requirements.

C16. Each parking lot is required to incorporate its own stormwater treatment as well as LID measures unless otherwise approved by the DOU. Any changes to the impervious areas and/or land use will need to be consistent with the approved Stormwater Master Plan.

D. Conditional Use Permit. The Conditional Use Permit to allow a stand-alone parking facility within the General Commercial (C-2 SPD) zone (referenced as **Lot 51**) and located within the Railyards Special Planning District area **is approved** based on the following conditions of approval:

Planning

D1. The parking lot shall meet all the approved terms found in the Development Agreement.

D2. This conditional use permit is not of indefinite duration; it will terminate or may be modified as provided in the Development Agreement.

Building

D3. The applicant shall be responsible to ensure the surface parking lots and the path of travel to the entrance of the MLS sports complex meet all applicable accessible access requirements per Building Code Chapter 11B.

Public Works

D4. Construct standard public improvements as noted in these conditions pursuant to Title 18 of the City Code. Improvements shall be designed to City Standards and assured as set forth in Section 18.04.130 of the City

Code. All improvements shall be designed and constructed to the satisfaction of the Department of Public Works. Any public improvement not specifically noted in these conditions shall be designed and constructed to City Standards. This shall include the repair or replacement/reconstruction of any existing deteriorated curb, gutter and sidewalk adjacent to the subject property per City standards to the satisfaction of the Department of Public Works.

D5. All new and existing driveways shall be designed and constructed to City Standards to the satisfaction of the Department of Public Works.

D6. The applicant shall construct a paved surface at all driveways of the parking lot to act as a shake off area. The paved surface shall be a minimum of 20-feet by 20-feet to the satisfaction of the Department of Public Works.

D7. The layout of parking Lot 51 shall be consistent with Figure 5 of the October 7, 2016 Technical Memorandum prepared by Fehr and Peers and kept on file for this project. The applicant shall comply with the recommendations listed in the Technical Memorandum regarding driveway locations, throat depth, allowed turning movements at driveways, and all other recommendations.

D8. The site plan shall conform to A.D.A. requirements in all respects. This shall include the replacement/reconstruction of any curb ramp adjacent to Lot 51 that does not meet current A.D.A. standards.

D9. The applicant shall record the Final Map and construct the required improvements which creates lot 51 and the pattern shown on the proposed site plan prior to obtaining any Building Permits to the satisfaction of the Department of Public Works.

D10. The Developer must update, implement and comply with the Sports Complex Event Transportation Management Plan that has been prepared for this project to the satisfaction of the Department of Public Works.

D11. The design of walls, fences and signage near intersections and driveways shall allow stopping sight distance per Caltrans standards and comply with City Code Section 12.28.010 (25' sight triangle). Walls shall be set back 3' behind the sight line needed for stopping sight distance to allow sufficient room for pilasters. Landscaping in the area required for adequate stopping sight distance shall be limited 3.5' in height at maturity. The area of exclusion shall be determined by the Department of Public Works.

Utilities

D12. The applicant shall comply with the conditions of the Railyards Tentative

Subdivision Map (P15-040) as applicable unless otherwise approved by the Department of Utilities.

D13. If there is an increase in impervious areas, then the applicant may be required to prepare a drainage study for review and approval by the DOU. The drainage study shall demonstrate that the project will mitigate all increases in storm drain runoff. Sufficient offsite and onsite spot elevations shall be provided in the drainage study to determine the direction of storm drain runoff. The applicant is advised to contact the City of Sacramento Utilities Department Drainage Planning Section (916-808-1400) at the early planning stages to address any drainage related requirements.

D14. Each parking lot is required to incorporate its own stormwater treatment as well as LID measures unless otherwise approved by the DOU. Any changes to the impervious areas and/or land use will need to be consistent with the approved Stormwater Master Plan.

D15. Vehicular and personnel access and maintenance easement may be required in Parking Lot 51 in order to access the sewer lift station located on Lot 51b.

E. Conditional Use Permit. The Conditional Use Permit to allow a stand-alone parking facility within the Central Business District (C-3 SPD) zone (referenced as **Lots 4, 8, 33, 47 and 48**) and located within the Railyards Special Planning District area **is approved** based on the following conditions of approval:

Planning

E1. The parking lot shall meet all the approved terms found in the Development Agreement.

E2. This conditional use permit is not of indefinite duration; it will terminate or may be modified as provided in the Development Agreement.

Building

E3. The applicant shall be responsible to ensure the surface parking lots and the path of travel to the entrance of the MLS sports complex meet all applicable accessible access requirements per Building Code Chapter 11B.

Public Works

E4. Construct standard public improvements as noted in these conditions pursuant to Title 18 of the City Code. Improvements shall be designed to City Standards and assured as set forth in Section 18.04.130 of the City Code. All improvements shall be designed and constructed to the

satisfaction of the Department of Public Works. Any public improvement not specifically noted in these conditions shall be designed and constructed to City Standards. This shall include the repair or replacement/reconstruction of any existing deteriorated curb, gutter and sidewalk adjacent to these parking lots along 5th, 6th, 7th, and Railyards Boulevard per City standards to the satisfaction of the Department of Public Works.

E5. All new and existing driveways shall be designed and constructed to City Standards to the satisfaction of the Department of Public Works. Standard driveways shall be constructed for the parking lots where frontage improvements are existing (lots 4, 47 and 48).

E6. The applicant shall construct a paved surface at all driveways of the parking lot to act as a shake off area. The paved surface shall be a minimum of 20-feet by 20-feet to the satisfaction of the Department of Public Works.

E7. The applicant shall modify the existing signal at 6th and Camille Lane to create the fourth leg of the intersection to provide access to parking Lot 47 and 48. The applicant shall provide any needed signage, markings and signal equipment to accommodate the creation of the fourth leg of this intersection to the satisfaction of the Department of Public Works.Given the existing grade difference between 6th Street (at Camille Lane) and Lots 47-48 finished grade, a raised driveway to the interior of the lots needs to be designed to accommodate access to the satisfaction of the Department of Public Works.

E8. The applicant shall submit a Traffic Signal Design Concept Report (TSDCR) or a technical memorandum to the Department of Public Works for review and approval prior to the submittal of any improvement plans involving traffic signal work. The TSDCR provides crucial geometric information for signal design which may lead to additional right-of-way dedication and should be started as early as possible to avoid delays during the plan check process.

E9. The applicant shall modify the existing signal along Railyards Boulevard at the proposed driveway for parking lot 4 to provide access at the intersection. The applicant shall provide any needed signage, markings and signal equipment to accommodate the turning movements at the driveway to the satisfaction of the Department of Public Works.

E10. The layout of parking Lots (4, 8, 33, 47 and 48) shall be consistent with the October 7, 2016 Technical Memorandum prepared by Fehr and Peers and kept on file for this project. The applicant shall comply with the

recommendations listed in the Technical Memorandum regarding driveway locations, throat depth, allowed turning movements at driveways, and all other recommendations.

E11. Provide an exhibit with metes and bounds for each temporary parking lot (lots 4, 8, 33, 47 and 48) consistent with the Tentative Subdivision Map and the conditional Use Permit application.

E12. The Developer must update, implement and comply with the Sports Complex Event Transportation Management Plan that has been prepared for this project to the satisfaction of the Department of Public Works.

E13. The site plan shall conform to A.D.A. requirements in all respects. This shall include the replacement/reconstruction of any existing curb ramps adjacent to Lots (4, 8, 33, 47 and 48) that does not meet current A.D.A. standards.

E14. For Lots 8 and 33, the applicant shall construct a temporary paved roadway (minimum of 20-feet in width to allow two-way access) from Railyards Boulevard to Camille Lane to provide access to these lots to the satisfaction of the Department of Public Works.

E15. The design of walls, fences and signage near intersections and driveways shall allow stopping sight distance per Caltrans standards and comply with City Code Section 12.28.010 (25' sight triangle). Walls shall be set back 3' behind the sight line needed for stopping sight distance to allow sufficient room for pilasters. Landscaping in the area required for adequate stopping sight distance shall be limited 3.5' in height at maturity. The area of exclusion shall be determined by the Department of Public Works.

Utilities

E16. The applicant shall comply with the conditions of the Railyards Tentative Subdivision Map (P15-040) as applicable unless otherwise approved by the Department of Utilities.

E17. If there is an increase in impervious areas, then the applicant may be required to prepare a drainage study for review and approval by the DOU. The drainage study shall demonstrate that the project will mitigate all increases in storm drain runoff. Sufficient offsite and onsite spot elevations shall be provided in the drainage study to determine the direction of storm drain runoff. The applicant is advised to contact the City of Sacramento Utilities Department Drainage Planning Section (916-808-1400) at the early planning stages to address any drainage related requirements.

E18. Each parking lot is required to incorporate its own stormwater treatment

as well as LID measures unless otherwise approved by the DOU. Any changes to the impervious areas and/or land use will need to be consistent with the approved Stormwater Master Plan.

F. Conditional Use Permit. The Conditional Use Permit to allow a stand-alone parking facility within the Central Business District (C-3 SPD) zone (referenced as **Lot 46**) and located within the Railyards Special Planning District area **is approved** based on the following conditions of approval:

Planning

F1. The parking lot shall meet all the approved terms found in the Development Agreement.

F2. This conditional use permit is not of indefinite duration; it will terminate or may be modified as provided in the Development Agreement.

Building

F3. The applicant shall be responsible to ensure the surface parking lots and the path of travel to the entrance of the MLS sports complex meet all applicable accessible access requirements per Building Code Chapter 11B.

Public Works

F4. Construct standard public improvements as noted in these conditions pursuant to Title 18 of the City Code. Improvements shall be designed to City Standards and assured as set forth in Section 18.04.130 of the City Code. All improvements shall be designed and constructed to the satisfaction of the Department of Public Works. Any public improvement not specifically noted in these conditions shall be designed and constructed to City Standards. This shall include the repair or replacement/reconstruction of any existing deteriorated curb, gutter and sidewalk adjacent to the parking lot along 6th, 7th, and F Street per City standards to the satisfaction of the Department of Public Works.

F5. All new and existing driveways shall be designed and constructed to City Standards to the satisfaction of the Department of Public Works.

F6. The applicant shall construct a paved surface at all driveways of the parking lot to act as a shake off area. The paved surface shall be a minimum of 20-feet by 20-feet to the satisfaction of the Department of Public Works.

F7. Provide an exhibit with metes and bounds for lot 46 consistent with the Tentative Subdivision Map and the conditional Use Permit application.

F8. The applicant shall modify the existing signal at the intersection of 7th Street and F Street to provide access to the proposed driveway for parking Lot 46. The applicant shall provide any needed signage, markings and signal equipment to the satisfaction of the Department of Public Works.

F9. The applicant shall submit a Traffic Signal Design Concept Report (TSDCR) or a technical memorandum to the Department of Public Works for review and approval prior to the submittal of any improvement plans involving traffic signal work. The TSDCR provides crucial geometric information for signal design which may lead to additional right-of-way dedication and should be started as early as possible to avoid delays during the plan check process.

F10. The site plan shall conform to A.D.A. requirements in all respects. This shall include the replacement/reconstruction of any curb ramp adjacent to Lot 46 that does not meet current A.D.A. standards.

F11. The Developer must update, implement and comply with the Sports Complex Event Transportation Management Plan that has been prepared for this project to the satisfaction of the Department of Public Works.

F12. The design of walls, fences and signage near intersections and driveways shall allow stopping sight distance per Caltrans standards and comply with City Code Section 12.28.010 (25' sight triangle). Walls shall be set back 3' behind the sight line needed for stopping sight distance to allow sufficient room for pilasters. Landscaping in the area required for adequate stopping sight distance shall be limited 3.5' in height at maturity. The area of exclusion shall be determined by the Department of Public Works.

Utilities

F13. The applicant shall comply with the conditions of the Railyards Tentative Subdivision Map (P15-040) as applicable unless otherwise approved by the Department of Utilities.

F14. If there is an increase in impervious areas, then the applicant may be required to prepare a drainage study for review and approval by the DOU. The drainage study shall demonstrate that the project will mitigate all increases in storm drain runoff. Sufficient offsite and onsite spot elevations shall be provided in the drainage study to determine the direction of storm drain runoff. The applicant is advised to contact the City of Sacramento Utilities Department Drainage Planning Section (916-808-1400) at the early planning stages to address any drainage related requirements.

F15. Each parking lot is required to incorporate its own stormwater treatment as well as LID measures unless otherwise approved by the DOU. Any changes to the impervious areas and/or land use will need to be consistent with the approved Stormwater Master Plan.

G. Site Plan Design Review. The Site Plan and Design Review to allow the stand-alone parking facilities with deviations to waive development standards including surface paving, tree shading, and the onsite perimeter landscape planter **is approved** based on the following conditions of approval:

G1. Parking spaces shall operate independently and meet all city code requirements for stall depth, width, and maneuvering areas.

G2. Pedestrian openings shall be provided as shown on the attached plans.

G3. Onsite lighting shall be provided and maintained in all open parking areas during event times after dark. Lights shall be shielded to prevent adverse glare on any nearby residential uses.

G4. Curbs, decorative bollards, or similar barrier shall be installed for parking adjacent to the Water Tower parcel (Lot 4) to prevent vehicular conflict.

G5. Parking lot details not determined at the time of the entitlement approval shall require additional staff level Site Plan and Design Review approval before submittal of required plans for building plan check and commencement of parking on the site. Details provided by the applicant shall include, but not be limited to, items such as lighting, trash receptacles, fencing, and signage.

Advisory Notes:

a. The future parking lots proposed in the River District will require approval of additional entitlements.

b. Parking lot signage shall require a sign permit before fabrication or installation and is subject to the code requirements in city code section 15.148.

Section 2. Exhibit A is part of this resolution.

Table of Contents:

Exhibit A: Railyards Parking Plan

LEGEND

- ROADWAY OPEN TO TRAFFIC *
- TEMPORARY ROADWAY CONNECTION NEEDED TO PROVIDE ACCESS TO PARKING
- ROADWAY CLOSED/ NON-ACCESSIBLE TO TRAFFIC

Figure 1

Proposed Off-Street Parking Supply Within RSP Area for MLS Stadium Under Opening Day Conditions

* = BASED ON ASSUMED BASELINE PLUS MLS STADIUM ROADWAY NETWORK IN DRAFT EIR AND ASSOCIATED ROADWAY MITIGATION FOR THAT SCENARIO.

RESOLUTION NO. 2016-

Adopted by the Sacramento City Council

November 10, 2016

APPROVING THE WATER SUPPLY ASSESSMENT REPORT FOR THE RAILYARDS SPECIFIC PLAN PROJECT (P15-040)

BACKGROUND

A. State law requires a water supply and demand analysis (Water Supply Assessment) for development projects of a certain size or type, which would include the Sacramento Railyards Project, based on the City's Urban Water Management Plan.

B. The Water Supply Assessment evaluates projected water supplies, determined to be available by the City for the project during normal, single dry and multiple dry years over a 20 year period. The City prepared the Water Supply Assessment for the Sacramento Railyards Project in May of 2016, which was set out as Appendix K of the Railyards Specific Plan Update Draft Subsequent Environmental Impact Report.

C. On October 24, 2016, the City Planning and Design Commission held a noticed public hearing in accordance with Government Code Section 65353 and 65453, received and considered evidence, and forwarded to the City Council a recommendation to adopt the Sacramento Railyards Specific Plan and Infrastructure and Public Facilities Financing Plan.

E. On November 10, 2016, the City Council conducted a public hearing that was noticed in accordance with Government Code Sections 65355 and 65453 and Sacramento City Code section 17.812.030 at which it received and considered evidence concerning the Sacramento Railyards Specific Plan and Infrastructure and Public Facilities Financing Plan.

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

Section 1. The Subsequent Environmental Impact Report and Mitigation Monitoring Program for the Sacramento Railyards Specific Plan Project, which includes all of the impacts associated with the adoption and implementation of the proposed Specific Plan and approval of the Sacramento Railyards Project, have been adopted by resolution as of the same date set out above.

Section 2. Based on the verbal and documentary evidence received at the hearings on the Sacramento Railyards Specific Plan, Subsequent Environmental Impact Report, and the Sacramento Railyards Project, the City Council approves the Water Supply

Assessment Report for the Sacramento Railyards Project and approves the SB 210/SB 221 Water Supply Assessment and Certification Form attached as Exhibit A.

Section 3. Exhibit A is a part of this Resolution.

Table of Contents:

Exhibit A – Railyards Project Water Supply Assessment and Certification Form (5 pages)

City of Sacramento
SB 610/SB 221 Water Supply Assessment and Certification Form

This form may be used to complete water supply assessments for projects located in an area covered by the City's most recent Urban Water Management Plan.

Note: Please do not use this form if the projected water demand for your project area was not included in the City's latest Urban Water Management Plan. To review the City's Urban Water Management Plan, please visit: http://www.cityofsacramento.org/utilities/urbanwater/index.html

Project: **Railyards Specific Plan Update**

Date: **May 26, 2016**

Project Applicant (Name of Company): Downtown Railyard Venture, LLC

Applicant Contact (Name of Individual): Adrienne L. Graham on behalf of ESA for Jay Heckenlively, DRV

Phone Number: 916-206-0135

E-mail: algraham@surewest.net

Address: ESA, 2600 Capitol Avenue, Sacramento, CA 95816

Project Applicant to fill in the following:

1. Does the project include:

Type of Development	Yes	No
A proposed residential development of 500 or more dwelling units	x	
A shopping Center employing more than 1,000 persons or having more than 500,000 square feet?		x
A Commercial Office building employing more than 1,000 persons or having more than 250,000 square feet?	x	
A proposed hotel or motel, or both, having more than 500 rooms	x	
A proposed industrial, manufacturing, or processing plant or industrial park planned to house more than 1,000 persons, occupying more than 40 acres of land, or having more than 650,000 square feet of floor area		x
A mixed use project that includes one or more of the projects specified above	x	
A project that would demand an amount of water equivalent to, or greater than, the water required by a 500 dwelling unit project	x	

If the answer is no to all of the above, a water supply assessment is not required for the project.

2. Is the projected water demand for the project location included in the City's 2015 Urban Water Management Plan, adopted June 21, 2016?

Yes:__x_____ No:_____

If the answer is no, you cannot use this form. Please refer to the requirements of SB 610 for preparing a water supply assessment.

3. Please fill in the project demands below:

Type of Development	Land Use Category	Demand Factor		Proposed Development			Current Zoning		
		Residential Water Use Factor, afy/dwelling unit	Non-Residential Water Use Factor, afy/employee	Number Dwelling Units	Number Employees	Total Demand	Number Dwelling Units	Number Employees	Total Demand
Residential - Low	Rural Residential (RR)	.61	.09						
	Suburban Neighborhood Low Density (SNLD)								
	Traditional Neighborhood Low Density (TLDR)								
Residential - Medium	Suburban Neighborhood Medium Density (SMDR)	.39	.09						
	Urban Neighborhood Low Density (ULDR)								
Residential - High	Suburban Neighborhood High Density (SHDR)	.12	.04						
	Traditional Neighborhood Medium Density (TMDR)								
	Urban Neighborhood Medium Density (UMDR)								
	Traditional Neighborhood High Density (THDR)			6,000-10,000[1]		720-1,200	10,000-12,500		1,200-1500
Mixed Use	Employment Center Mid Rise (ECMR)	.19	.09						
	Suburban Center (SCnt)								
	Suburban Corridor (Scor)								

[1] The RSPU proposes 6,000 to 10,000 dwelling units. If 6,000 du are developed, commercial office would be limited to 4.54 msf. If 10,000 du are developed, office would be limited to 3.44 msf. All other uses would be unchanged.

	Traditional Center (TCnt)								
Mixed Use - Higher Density	Urban Center High (UCntHigh)	.15	.04						
	Urban Center Low (UcntLow)								
	Urban Corridor High (UCorHigh)								
	Urban Corridor Low (UCorLow)								
Central Business District	Central Business District (CBD)	.15	.02		15,142-11,476[2]	303-230		10,894	218
	Urban Neighborhood High Density (UHDR)								
Commercial	Regional Commercial (RC)	.15	.09		2,263	204		4,045	364
	Employment Center Low Rise (ECLR)								
Industrial	Industrial (IND)		.14						
Public	Public/Quasi-Public (PUB)	.37	.17		120	20	125		21
Park	Parks and Recreation (PRK)	.37	2,678/acre (3 afy/acre)	30 acres		90	41.2 acres		123
Open Space	Open Space (OS)	0	0	0			0		
Other	Hotel		250 gpd/room (0.28 afy/room)	1,100 rooms		308	1,100 rooms		308
Other	Hospital		387.5 gpd/bed (0.43afy/bed)	420 beds		182	0		
Other	Medical Office		0.02	1,855 employees		37			
Other	MLS Stadium		3 gpd/seat (0.0034afy/seat)	25,000 seats		7	0		
Total Demand (AFY)						1,871-2,278			2,234-2,534

[2] The RSPU proposes 6,000 to 10,000 dwelling units. If 6,000 du are developed, commercial office would be limited to 4.54 msf. If 10,000 du are developed, office would be limited to 3.44 msf. All other uses would be unchanged.

4. Required Elements of Water Supply Assessment (Water Code § 10910)

A. Water supply entitlements, water rights or water service contracts (Water Code § 10910(d)):

The City's water supply entitlements, water rights and water service contract are identified and discussed in the Urban Water Management Plan, Chapters 3, 6, and 7.

All infrastructure necessary to deliver a water supply to the project is in place, excepting any distribution facilities required to be constructed and financed by the project applicant: Yes: x__ No: ____

B. Identification of other sources of water supply if no water has been received under City's existing entitlements, water rights or water service contracts (Water Code § 10910(e)):

Not applicable.

C. Information and analysis pertaining to groundwater supply (Water Code § 10910(f)):

Addressed by Urban Water Management Plan, Chapters 3, 6, and 7.

Verification of Water Supply
(for residential development of more than 500 dwelling units)

Based on the City's most recent Urban Water Management Plan, are there sufficient water supplies for the project during normal, single dry and multiple dry years over a 20 year period?

Yes: X _____ No: _____

By: Brett Ewart

Title: Senior Engineer

Date: 09/29/2016

Brett Ewart

Digitally signed by Brett Ewart
DN: cn=Brett Ewart, o=DOU, ou=Engineering and Water Resources, email=bewart@cityofsacramento.org, c=US
Date: 2016.09.29 20:16:10 -07'00'

This box to be filled in by the City

Distribution:

Applicant
Development Services Department (Org: 4913) – Assigned Planner:_____
Utilities Department (Org: 3334) - Development Review (Tony Bertrand)
Utilities Department (Org: 3332) - Capital Improvements (Brett Ewart)

Appendix K
Water Supply Assessment

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City of Sacramento
SB 610/SB 221 Water Supply Assessment and Certification Form

This form may be used to complete water supply assessments for projects located in an area covered by the City's most recent Urban Water Management Plan.

Note: Please do not use this form if the projected water demand for your project area was not included in the City's latest Urban Water Management Plan. To review the City's Urban Water Management Plan, please visit: http://www.cityofsacramento.org/utilities/urbanwater/index.html

Project: **Railyards Specific Plan Update**

Date: **September 27, 2016**

Project Applicant (Name of Company): Downtown Railyard Venture, LLC

Applicant Contact (Name of Individual): Adrienne L. Graham on behalf of ESA for Jay Heckenlively, DRV

Phone Number: **916-206-0135**

E-mail: algraham@surewest.net

Address: ESA, 2600 Capitol Avenue, Sacramento, CA 95816

Project Applicant to fill in the following:

1. Does the project include:

Type of Development	Yes	No
A proposed residential development of 500 or more dwelling units	x	
A shopping Center employing more than 1,000 persons or having more than 500,000 square feet?		x
A Commercial Office building employing more than 1,000 persons or having more than 250,000 square feet?	x	
A proposed hotel or motel, or both, having more than 500 rooms	x	
A proposed industrial, manufacturing, or processing plant or industrial park planned to house more than 1,000 persons, occupying more than 40 acres of land, or having more than 650,000 square feet of floor area		x
A mixed use project that includes one or more of the projects specified above	x	
A project that would demand an amount of water equivalent to, or greater than, the water required by a 500 dwelling unit project	x	

If the answer is no to all of the above, a water supply assessment is not required for the project.

2. Is the projected water demand for the project location included in the City's 2015 Urban Water Management Plan, adopted June 21, 2016?

Yes: x No:_____

If the answer is no, you cannot use this form. Please refer to the requirements of SB 610 for preparing a water supply assessment.

3. Please fill in the project demands below:

Type of Development	Land Use Category	Demand Factor		Proposed Development			Current Zoning		
		Residential Water Use Factor, afy/dwelling unit	Non-Residential Water Use Factor, afy/employee	Number Dwelling Units	Number Employees	Total Demand	Number Dwelling Units	Number Employees	Total Demand
Residential - Low	Rural Residential (RR)	.61	.09						
	Suburban Neighborhood Low Density (SNLD)								
	Traditional Neighborhood Low Density (TLDR)								
Residential - Medium	Suburban Neighborhood Medium Density (SMDR)	.39	.09						
	Urban Neighborhood Low Density (ULDR)								
Residential - High	Suburban Neighborhood High Density (SHDR)	.12	.04						
	Traditional Neighborhood Medium Density (TMDR)								
	Urban Neighborhood Medium Density (UMDR)								
	Traditional Neighborhood High Density (THDR)			6,000-10,000[7]		720-1,200	10,000-12,500		1,200-1500

[7] The RSPU proposes 6,000 to 10,000 dwelling units. If 6,000 du are developed, commercial office would be limited to 4.54 msf. If 10,000 du are developed, office would be limited to 3.44 msf. All other uses would be unchanged.

Type of Development	Land Use Category	Demand Factor		Proposed Development			Current Zoning		
		Residential Water Use Factor, afy/dwelling unit	Non-Residential Water Use Factor, afy/employee	Number Dwelling Units	Number Employees	Total Demand	Number Dwelling Units	Number Employees	Total Demand
Mixed Use	Employment Center Mid Rise (ECMR)	.19	.09						
	Suburban Center (SCnt)								
	Suburban Corridor (Scor)								
	Traditional Center (TCnt)								
Mixed Use - Higher Density	Urban Center High (UCntHigh)	.15	.04						
	Urban Center Low (UcntLow)								
	Urban Corridor High (UCorHigh)								
	Urban Corridor Low (UCorLow)								
Central Business District	Central Business District (CBD)	.15	.02		15,142-11,476[8]	303-230		10,894	218
	Urban Neighborhood High Density (UHDR)								
Commercial	Regional Commercial (RC)	.15	.09		2,263	204		4,045	364
	Employment Center Low Rise (ECLR)								
Industrial	Industrial (IND)		.14						
Public	Public/Quasi-Public (PUB)	.37	.17		120	20	125		21
Park	Parks and Recreation (PRK)	.37	2,678/acre (3 afy/acre)	30 acres		90	41.2 acres		123

[8] The RSPU proposes 6,000 to 10,000 dwelling units. If 6,000 du are developed, commercial office would be limited to 4.54 msf. If 10,000 du are developed, office would be limited to 3.44 msf. All other uses would be unchanged.

Type of Development	Land Use Category	Demand Factor		Proposed Development			Current Zoning		
		Residential Water Use Factor, afy/dwelling unit	Non-Residential Water Use Factor, afy/employee	Number Dwelling Units	Number Employees	Total Demand	Number Dwelling Units	Number Employees	Total Demand
Open Space	Open Space (OS)	0	0	0			0		
Other	Hotel		250 gpd/room (0.28 afy/room)	1,100 rooms		308	1,100 rooms		308
Other	Hospital		387.5 gpd/bed (0.43afy/bed)	420 beds		182	0		
Other	Medical Office		0.02	1,855 employees		37			
Other	MLS Stadium		3 gpd/seat (0.0034afy/seat)	25,000 seats		7	0		
Total Demand (AFY)						1,871-2,278			2,234-2,534

4. Required Elements of Water Supply Assessment (Water Code § 10910)

A. Water supply entitlements, water rights or water service contracts (Water Code § 10910(d)):

The City's water supply entitlements, water rights and water service contract are identified and discussed in the Urban Water Management Plan, Chapters 3, 6, and 7.

All infrastructure necessary to deliver a water supply to the project is in place, excepting any distribution facilities required to be constructed and financed by the project applicant: Yes: x No: ____

B. Identification of other sources of water supply if no water has been received under City's existing entitlements, water rights or water service contracts (Water Code § 10910(e)):

Not applicable.

C. Information and analysis pertaining to groundwater supply (Water Code § 10910(f)):

Addressed by Urban Water Management Plan, Chapters 3, 6, and 7.

Verification of Water Supply
(for residential development of more than 500 dwelling units)

Based on the City's most recent Urban Water Management Plan, are there sufficient water supplies for the project during normal, single dry and multiple dry years over a 20 year period?

Yes: X No: _____

By: Brett Ewart

Digitally signed by Brett Ewart
DN: cn=Brett Ewart, o=DOU, ou=Engineering and Water Resources, email=bewart@cityofsacramento.org, c=US
Date: 2016.10.06 10:13:15 -07'00'

Title: _____

Date: _____

This box to be filled in by the City

Distribution:

Applicant
Development Services Department (Org: 4913) – Assigned Planner: _____
Utilities Department (Org: 3334) - Development Review (Tony Bertrand)
Utilities Department (Org: 3332) - Capital Improvements (Brett Ewart)

RESOLUTION NO. 2016-

Adopted by the Sacramento City Council

November 10, 2016

RESCINDING THE SACRAMENTO RAILYARDS INCLUSIONARY HOUSING PLAN AND APPROVING THE SACRAMENTO RAILYARDS MIXED INCOME HOUSING STRATEGY FOR THE SACRAMENTO RAILYARDS (P15-040)

BACKGROUND

A. On October 22, 2015, March 24, 2016, May 12, 2106, June 30, 2016, August 11, 2016, September 8, 2016, September 22, 2106, and October 6, 2016, the City Planning and Design Commission participated in public hearings on the Sacramento Railyard project.

B. On October 24, 2016, the City Planning and Design Commission conducted a public hearing on the Sacramento Railyards project, and forwarded to the City Council a recommendation to approve the Sacramento Railyards mixed income housing strategy set forth in Exhibit A.

C. On November 10, 2016, the City Council conducted a public hearing that was noticed in accordance with Sacramento City Code section 17.812.030 at which it received and considered evidence concerning the Sacramento Railyards project.

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

Section 1. Based on the verbal and documentary evidence received at the hearing held on November 10, 2016, the City Council finds that the Sacramento Railyards mixed income housing strategy:

1. Is consistent with the goals, policies, and other provisions of the general plan and its housing element;

2. Promotes the public health, safety, convenience, and welfare of the city; and

3. Demonstrates how the Sacramento Railyards project provides housing for a variety of incomes and family types consistent with the general plan housing element policy.

Section 2. The City Council hereby rescinds the Sacramento Railyards inclusionary housing plan by rescinding Resolution 2007-911.

Section 3. The City Council hereby approves the Sacramento Railyards mixed income housing strategy set forth in Exhibit A.

Section 4. Exhibit A is part of this Resolution.

Table of Contents:

Exhibit A – Sacramento Railyards mixed income housing strategy

MIXED INCOME HOUSING STRATEGY
Downtown Railyards Venture, LLC

INTRODUCTION

Downtown Railyard Venture, LLC ("Developer"), is the owner of certain real property in the City of Sacramento known as the Sacramento Railyards ("Railyards"), an approximately 220-acre site immediately north of downtown Sacramento. Railyards is generally bounded by the Sacramento River to the west, North B Street to the north, the Alkali Flat neighborhood to the east, and the existing downtown area to the south (I Street).

The Developer proposes to develop a mixed-use, master planned community consisting of commercial and residential land uses. The project concept plan and land use breakdown contained in the ____(TBD)_____ Specific Plan for Railyards totals 6,000 to 10,000 residential units; 3.271 to 4.371 million square feet of non-residential uses; 771,405 square feet of flexible mixed-use space; 485,390 square feet of historic and cultural space; a 1.228 million square foot medical campus; 1,100-room hotel; and ___ (TBD)___ acres of open space. (These totals to do not include TC and M-2 land areas.) Railyards represents a true mixed-use community on the basis of significant employment-generating land uses integrated with housing.

The vision for the Railyards project is an inclusive, sustainable and vibrant community. Key design principles are intended to provide for a walkable and bike-friendly urban core in close proximity to services, amenities and employment, capitalizing on the project's transit proximity and physical proximity to downtown. These design principles improve overall affordability by reducing costs of transit and lowering energy costs. Estimated residential densities, ranging from a projected low of 60 units to a permitted maximum zoning density of 450 units per acre, will assist in generating a diverse housing stock, ranging from affordable units to executive housing with a significant pool of workforce housing. Affordability will be improved by the estimated rental housing balance (estimated at between 70%-85% of total units built) and cost savings from the design elements inherent in the Railyards Specific Plan.

Railyards is subject to the requirements of the Mixed Income Housing Ordinance, City of Sacramento City Code Chapter 17.712, adopted September 1, 2015. The Mixed Income Housing Ordinance requires that proposed residential projects in excess of 100 gross acres obtain City Council approval of a "mixed income housing strategy" that demonstrates how the project provides housing for a variety of incomes and household types consistent with Housing Element policy.

This Mixed Income Housing Strategy for Railyards acknowledges the benefits of diversity as well as project attributes that will contribute to provision of a variety of housing.

Integrating a variety of housing will benefit the sustainability and success of Railyards over its multi-year build-out, as well as the greater community. Specifically:

- Diversity of housing (with respect to product and price point) increases absorption in large planned developments such as Railyards by attracting multiple resident segments.

- Diversity of housing provides the flexibility to respond to fluctuating market conditions.

- Diversity of housing, including that targeted to residents with incomes at or below 60% AMI, expands the financing options beyond conventional financing (LIHTC, bonds, HOME, CDBG etc.).

- Diversity accommodates the housing needs of different generations and households: empty nesters, singles, professional couples, families and executives.

- Providing housing for a mix of incomes will allow families to stay in their community, even as children grow up and form their own households and as parents age and want to downsize.

- Varying mix and rent levels will support residents who may eventually graduate into larger units (i.e., laddering demand).

- Diversity of housing expands the tax base, supports local commerce, and encourages community safety and engagement.

Both by virtue of location and its truly mixed-use development plan, Railyards comprises many elements that have proven critical to successful mixed income housing elsewhere in the state and country. Railyards has been designed to capitalize on its "location efficient" and mixed-use advantages:

- **Infill urban location** (a key factor in attracting Millennials, Gen X, move-downs and other market segments that represent its core market).

- **transit proximity** (bus, light rail, Amtrak), which drives down commute costs, raising disposable income and residential buying power.

- **walkability** (external and internal). Railyards is proximate to Downtown employment and shopping, entertainment and cultural attractions, and will have internal walkability and connectivity with future employers and attractions within Railyards itself (notably Kaiser Hospital, County Courthouse, Innovation Center businesses, Historic District, MLS Stadium).

- **on-site amenities**, notably extensive shared common spaces (Great Lawn, Urban Lounge shade plaza/outdoor dining, community gardens, playground, and stadium promenade), Historic District, future Major League Soccer stadium, and shopping (which is expected to include a grocery store).

- **worker-job nexus,** which benefits employers as well as employees. Housing proximity reduces the need for employers to raise wage levels to offset commuting, and can reduce the costs of recruitment and training.

I. Mixed Income Housing Strategy Overview

The strategy to provide an appropriate mixed income housing ratio for Railyards is multi-pronged by necessity. "Central City" development costs and relative price point for ownership and rental prototypes are the highest among the eight residential "prototypes" developed by Keyser Marston's nexus analysis, which underlies the Mixed Income Housing Ordinance.

This will require that all available tactics be utilized to meet the objectives laid out in the City Housing Element.

Railyards' Mixed Income Housing Strategy is premised on a multi-faceted approach that is broken down into the following five components:

1. Provision of affordable units (40% to 60% AMI): Affordable housing refers to housing affordable to households with 40% - 60% of median income applicable to Sacramento County, adjusted for household size as published and annually updated by the United States Department of Housing and Urban Development pursuant to Section 8 of the United States Housing Act of 1937. Affordable housing is provided in support of several City of Sacramento Housing Element Goals and Policies:
    - Goal H-1.2: Housing Diversity. Provide a variety of quality housing types to encourage neighborhood stability. This goal is specifically advanced via adherence to the following policies:
        - Policy H-1.2.1: Variety of Housing. The City shall encourage the development and revitalization of neighborhoods that include a variety of housing tenure, size and types, such as second units, carriage homes, lofts, live-work spaces, cottages, and manufactured / modular housing.
        - Policy H-1.2.2: Compatibility with Single Family Neighborhoods. The City shall encourage a variety of housing types and sizes to diversify, yet maintain compatibility with, single family neighborhoods.
        - Policy H-1.2.4: Mix of Uses. The City shall actively support and encourage mixed use retail, employment, and residential development around existing and future transit stations, centers and corridors.
    - Goal H-1.3: Balanced Communities. Promote racial, economic, and demographic integration in new and existing neighborhoods. This goal is specifically advanced via adherence to the following policies:
        - Policy H-1.3.1: Social Equity. The City shall encourage economic and racial integration, fair housing opportunity and the elimination of discrimination.
        - Policy H-1.3.2: Economic Integration. The City shall consider the economic integration of neighborhoods when financing new multifamily affordable housing projects.
        - Policy H-1.3.4: A Range of Housing Opportunities. The City shall encourage a range of housing opportunities for all segments of the community.
        - Policy H-1.3.5: Housing Type Distribution. The City shall promote an equitable distribution of housing types for all income groups throughout the city and promote mixed income neighborhoods rather than creating concentrations of below market rate housing in certain areas.
    - Goal H-2.2: Development. Assist in creating housing to meet current and future needs. The project shall utilize financial tools made available by the city pursuant to the following policies:

- Policy H-2.2.2: Financial Tools to diversity Residential Infill Development. To the extent resources are available, the City shall use financial tools to diversity market developments with affordable units, especially in infill areas.
- Policy H-2.2.3: Offsetting Development Costs for Affordable Housing. The city shall defer fees to Certificate of Occupancy to help offset development costs for affordable housing and will offer other financial incentives including, but not limited to, water development fee waivers and sewer credits.
- Policy H-2.2.4: Funding for Affordable Housing. The City shall pursue and maximize the use of all appropriate state, federal, local and private funding for the development, preservation, and rehabilitation of housing affordable for extremely low, very low, low, and moderate income households, while maintaining economic competitiveness in the region.
- Policy H-2.2.5: Review and Reduce Fees for Affordable Housing. The City shall work with affordable housing developers as well as other agencies and districts to review and reduce applicable processing and development impact fees for very low and low income housing units.

2. Workforce Housing facilitated by the Railyards Specific Plan design elements such as access to transit and a walkable environment in proximity to employment. The development of moderate income housing is supportive of the following City of Sacramento Housing Element Goals and Policies:
    - Goal H-1.2: Housing Diversity. Provide a variety of quality housing types to encourage neighborhood stability. This goal is specifically advanced via adherence to the following policies:
        - Policy H-1.2.1: Variety of Housing. The City shall encourage the development and revitalization of neighborhoods that include a variety of housing tenure, size and types, such as second units, carriage homes, lofts, live-work spaces, cottages, and manufactured / modular housing.
        - Policy H-1.2.2: Compatibility with Single Family Neighborhoods. The City shall encourage a variety of housing types and sizes to diversity, yet maintain compatibility with, single family neighborhoods.
        - Policy H-1.2.4: Mix of Uses. The City shall actively support and encourage mixed use retail, employment, and residential development around existing and future transit stations, centers and corridors.
    - Goal H-1.3: Balanced Communities. Promote racial, economic, and demographic integration in new and existing neighborhoods. This goal is specifically advanced via adherence to the following policies:
        - Policy H-1.3.1: Social Equity. The City shall encourage economic and racial integration, fair housing opportunity, and the elimination of discrimination.
        - Policy H-1.3.2: Economic Integration. The City shall consider the economic integration of neighborhoods when financing new multifamily affordable housing projects.
        - Policy H-1.3.4: A Range of Housing Opportunities. The City shall encourage a range of housing opportunities for all segments of the community.
        - Policy H-1.3.5: Housing Type Distribution. The City shall promote an equitable distribution of housing types for all income groups throughout the city and promote mixed income neighborhoods rather than creating concentrations of below market rate housing in certain areas.

3. Product type variation by tenure (ownership as well as rental housing). This strategy is supportive of the following City of Sacramento Housing Element Goals and Policies:
    - Goal H-1.2: Housing Diversity. Provide a variety of quality housing types to encourage neighborhood stability. This goal is specifically advanced via adherence to the following policies:
        - Policy H-1.2.1: Variety of Housing. The City shall encourage the development and revitalization of neighborhoods that include a variety of housing tenure, size and types, such as second units, carriage homes, lofts, live-work spaces, cottages, and manufactured / modular housing.
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        - Policy H-1.2.4: Mix of Uses. The City shall actively support and encourage mixed use retail, employment, and residential development around existing and future transit stations, centers and corridors.
    - Goal H-1.3: Balanced Communities. Promote racial, economic, and demographic integration in new and existing neighborhoods. This goal is specifically advanced via adherence to the following policies:
        - Policy H-1.3.4: A Range of Housing Opportunities. The City shall encourage a range of housing opportunities for all segments of the community.
        - Policy H-1.3.5: Housing Type Distribution. The City shall promote an equitable distribution of housing types for all income groups throughout the city and promote mixed income neighborhoods rather than creating concentrations of below market rate housing in certain areas.
    - Goal H-6: Homeownership. Provide ownership opportunities and preserve housing for Sacramento's modest income workers. This goal is specifically advanced via adherence to the following policies:
        - Policy H-6.1: Promoting Homeownership in Distressed Areas. The City shall promote homeownership opportunities in areas with a significantly high proportion of rental housing, and areas distressed by foreclosures.
        - Policy H-6.3: Affordable Housing types. The City shall promote modest income homeownership opportunities through alternative construction methods and ownership models, employer assisted housing and amendments to the Mixed Income Housing Ordinance.

4. Product innovations, as supported by the nature of this mixed-use, transit-oriented development [TOD] to provide sustainable and cost efficient development. A discussion of creative methods to help achieve affordability are outlined in the Product Innovations Section below. Product innovation is supportive of the following City of Sacramento Housing Element Goals and Policies:
    - Goal H-1.1: Sustainable Communities. Develop and rehabilitate housing and neighborhoods to be environmentally sustainable. This goal is advanced via adherence to the following policy:
        - Policy H-1.1.1: Sustainable Housing Practices. The City shall promote sustainable housing practices that incorporate a "whole system" approach to siting, designing and constructing housing that is integrated into the building site, consume less energy, water and other resources, and are healthier, safer, more comfortable, and durable.

5. Projected Buildout. Provides a descriptions of the types of housing expected to be incorporated in the project along with the projected resultant build out. The 6,000 to 10,000 residential units in Railyards will be located in two land use zones (C3-SPD and R5-SPD), dispersed throughout the master plan, as shown in the following map. These flexible, versatile land use designations will accommodate a range of residential product varied by internal location, with the potential for integrated retail. Until final mapping is complete exact locations of specific housing projects cannot be identified but potential locations for affordable projects are depicted on the map below. The identified locations, with "blue spots" showing forecasted Developer-developed mixed income/affordable units projects, and "purple spots" showing potential Dedicate Parcel(s) (see section II below) for third party builder construction, are estimated based upon anticipated growth patterns within the Railyards facilitated through the zoning. These project locations are subject to change, based on infrastructure requirements, land use approvals, development costs, development of mixed income housing projects rather than dedicated affordable projects, and other unforeseen factors. Production of new housing is a key theme and priority of the City Housing Element and the Railyards plan aligns with several of the goals in that plan, as outlined above. The Railyards housing strategy addresses components of each of these goals and will contribute significantly to the success of the Sacramento City Housing Element.

Land Use - Option 1 (No Berm)

KEY

- Site Boundary
- Parks / Open Space
- Water
- Public Easement
- Private Street (with public access)
- Pedestrian Tunnel

LAND USES

- H-SPD
- C1-SPD
- C-2-SPD
- C3-SPD
- R-5-SPD
- T-C SPD
- M2 SPD

Potential Market Rate / Mixed Income housing locations

Potential affordable housing locations (SHRA Dedication Parcels)

Housing locations subject to change based on market and development considerations

N

0 100 250 500 1,000 ft

AECOM

DRAWING TITLE
Land Use - Option 1 (No Berm)

DATE
10 May 2016

SACRAMENTO RAILYARDS

II. Affordable Units

A very low income household means a household whose income does not exceed fifty percent (50%) of area median income (AMI) applicable to Sacramento County, adjusted for household size as published and annually updated by the United States Department of Housing and Urban Development pursuant to Section 8 of the United States Housing Act of 1937. Very low income rent means a monthly rent not in excess of one-twelfth of thirty percent (30%) of fifty percent (50%) of the annual median income, including utility allowance.

A low income household means a household whose income does not exceed sixty percent (60%) of AMI applicable to Sacramento County, adjusted for household size as published and annually updated by the United States Department of Housing and Urban Development pursuant to Section 8 of the United States Housing Act of 1937. Low income rent means a monthly rent not in excess of one-twelfth of thirty percent (30%) of sixty percent (60%) of the annual median income, including utility allowance.

While the City of Sacramento Mixed Income Housing Ordinance does not mandate a specified amount of affordable units within a project with the density of the Railyards, in addition to the development of Workforce Housing described in section III below, this Mixed Income Housing Strategy provides for 600 affordable units be constructed by Developer and/or by third party developers on dedicated parcels. All affordable units shall be affordable to households with incomes that range from 40% - 60% of AMI applicable to Sacramento County, adjusted for household size as published and annually updated by the United States Department of Housing and Urban Development pursuant to Section 8 of the United States Housing Act of 1937, or lower.

Upon Developer's completion of the initial 300 affordable units as part of the first 3,000 housing units constructed at the Railyards, the remaining affordable units shall be satisfied by either (i) Developer's development of an additional 300 units as part of the following 5,000 housing units constructed at the Railyards, or (ii) land dedication by Developer as approved by the City and Sacramento Housing and Redevelopment Agency (SHRA) to support development of not less than 300 units to be built by a third party developer(s) ("Dedicate Parcel(s)"), or (iii) a combination of the approaches in subsection (i) and (ii) above (see Table 1 below). The initial 300 Developer-developed affordable units are anticipated to be constructed by the end of 2021 subject to this Mixed Income Housing Strategy in satisfaction of Department of Housing and Community Development requirements, with the balance of the affordable units to be constructed (within mixed income neighborhoods) based upon market demand, resulting absorption and related development factors for similar projects. Each Dedicated Parcel shall be a minimum of one (1) net buildable acre and shall, post dedication, be restricted for affordable units only. The proposed location of each Dedicated Parcel and allocated affordable units shall be approved by the City, SHRA and Developer. Based on current City housing policy, a maximum of 150 affordable units per acre is permitted and higher densities for all residential units within the Railyard are encouraged (not less than 100 affordable units per acre shall be used for the above referenced allocation). Prior to the City and SHRA approving and accepting ownership of a Dedicated Parcel, Developer, at is cost, shall deliver to the City and SHRA a feasibility assessment, including environmental considerations, for each such parcel. Following dedication, the actual number of affordable units subsequently built by a third party developer(s) on a Dedicated Parcel(s) shall be subject to the discretion of the City and SHRA and is not subject to or controlled by this Mixed Income Housing Strategy. Each Dedicated Parcel is subject to compliance with this Mixed Income Housing Strategy and consistency with the guidelines prepared pursuant to Section 17.712.090 of the City Code. Subject to the foregoing, each dedication shall occur

only after the recordation of a subdivision map(s) by Developer, which may occur over time on a phased basis to create each legal parcel (and the satisfaction of the allocated City-approved map conditions by Developer), in exchange for applicable fee credits.

Development of affordable units is reliant on financial assistance, utilizing resources available now and new sources, including low income tax credits and other mechanisms. With the loss of redevelopment funds in California, the development of additional affordable units will require alternative financing mechanisms and public assistance. City and SHRA shall prioritize opportunities for and shall reasonably cooperate with Developer in procuring available grants and assistance with obtaining other public financing (federal, state and municipal) for development of the affordable units and associated infrastructure. Development of affordable units is forecasted to be concurrent to the development of market rate units in the project and, except as provided herein, may be included in mixed income housing projects throughout the development. The satisfaction of certain criteria applicable to the development of affordable units and/or dedication of Dedicated Parcel(s) as conditions to specified development rights of Developer are provided in the Development Agreement entered into by the City and Developer. The development of affordable units is forecasted to occur as set forth on Table 1.

Table 1

Phase	**Housing Units Per Phase**	**Affordable Units Developed** (at 40% to 60% AMI) or land dedicted	**Commulative Housing Units Developed**
1	3,000	300 units	3,000
2	1,500	100 units and/or land dediction	4,500
3	1,500	100 units and/or land dediction	6,000
4	2,000	100 units and/or land dediction	8,000
5	2,000		10,000

Representative unit mix and affordability breakdown are shown below in Table 2. Requirements related to tax credit financing or other financing sources may impose modifications to specific affordability and/or unit types. The current unit mix and affordability has 77% of affordable units at or below 50% AMI (Very Low Income).

Table 2

Representative Unit Mix and Affordability Breakdown **Railyards Maximum Potential Affordable Units**					
	Very Low Income	**Very Low Income**	**Low Income**		
Type	**40% AMI**	**50% AMI**	**60% AMI**	**Total**	**%**
1BR	18	229	75	322	54%
2BR	14	94	39	147	25%

3BR	8	96	27	131	22%
Total	40	419	140	600	
%	7%	70%	23%		100%
% at/below 50% AMI		77%			

Based on 2016 income limits for projects placed in service after March 28, 2016, affordable units in Railyards will serve households with maximum incomes between $19,440 (1 person at 40% AMI) and $48,360 (6 persons at 60% AMI).

As presently anticipated, unit mix is to include 1BR, 2BR and 3BR rental units, though studio units are also possible depending on the project requirements. This unit mix is subject to change. For example, recent market studies reflect a relative low demand for 3BR units. If necessary, a reduction of 3BR units would be offset by an increase of other unit types. Gross rents by unit type, again as of 2016 limits, range from $521 to $1,083 per month – deeply discounted in comparison to market rents that characterize the Central City submarket.

Affordable units in Railyards:

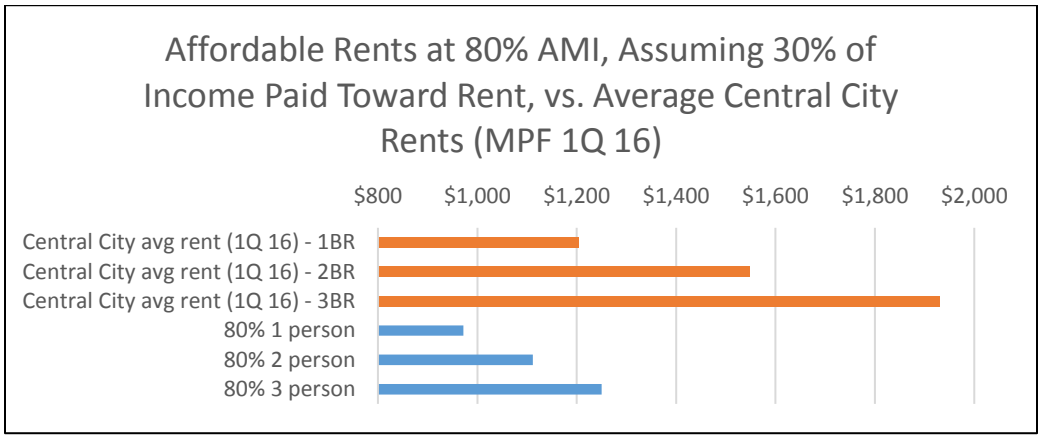
- will be located in proximity to transit, particularly either planned or existing light rail and streetcar terminals;
- may be developed in conjunction with market rate units as a component of a larger project; and
- will provide a minimum of no less than 30 years affordability restriction (as required pursuant to Section 17.712.030D. of the Mixed Income Housing Ordinance) from the date of Certificate of Occupancy.

As per the City of Sacramento Housing Element Goal H-2.2, and various policies thereunder, the Developer will request that the City and housing agency provide financial assistance whenever possible to assist with development of affordable units. The construction of affordable units requires additional financial assistance in order to be feasible. Under the current Mixed Income Housing Ordinance, housing fees for residential development in Railyards will be $0.00 due to density. In the event of changes to fee structures, in order to mitigate the cost of development of affordable units, Developer may request, pursuant to Section 17.712.030 of the Mixed Income Housing Ordinance, fee waivers or that fees collected in the project are utilized to offset the cost for construction of affordable dwelling units, or other mechanisms that lead to the provision of affordable housing within the Project. In the event housing impact fees are levied pursuant to the Public Facilities Finance Plan for the Railyards, those proceeds shall be reinvested in Railyards for the purpose of assisting with construction of affordable or workforce housing as defined in this strategy, infrastructure that supports housing development or other purposes defined in the Finance Plan.

III. Workforce Housing

Construction costs in the Railyards' urban location make traditional units difficult to achieve at a price point that is affordable for households with incomes at 80% AMI to 120% of AMI. This is especially true for the smaller households (1 to 3 persons) that characterize the urban core submarket. For example,

under the assumption that rents equate to no more than 30% of income, rents affordable to those with incomes at 80% AMI are far lower than the average price of existing apartment units in the Central City submarket (prior to any consideration of new construction).[1]



Due to the high cost of construction, in order to meet housing demand for households approaching the region's median household income, additional considerations are necessary. This housing segment benefits the middle class and this middle income stratum of the market has been the least served. Construction of housing that is attainable for households at or near the median income is consistent with a variety of goals and policies spelled out in the City of Sacramento Housing Element, and will require assistance from the City in keeping with Goal H-2.3 and the various policies thereunder.

In order to accommodate this need, the Railyards Specific Plan and design guidelines for Railyards will provide for the following benefits to reduce the cost per residential unit:

- Higher density development: This amortizes the fixed costs for land and project entitlement, while providing better economies of scale for marketing, and amenities.
- Smaller and more efficient unit design: This reduces the actual development cost on a per unit basis, providing an affordable alternative to suburban development.
- Access to transit: Proximity to transit allows for a reduced cost of living as vehicle miles traveled are reduced or eliminated. Transportation is the second largest expense for U.S. households, behind only housing outlay. U.S. Department of Transportation data shows that the average American household spends 19% of income on transportation, rising to 25% in "auto dependent" suburbs. In "location efficient environments" [those with public transit and walkability], the average spent on transportation falls to 9%. This increases disposable income to 59%, expanding housing choices. [2]

[1] MPF Research, 1Q 2016, "Central Sacramento" submarket
[2] http://www.fhwa.dot.gov/livability/fact_sheets/transandhousing.cfm

- Access to amenities: Proximity to parks and other recreational opportunities improves the desirability of living in the urban area while reducing the cost of developing a project with redundant features of this type.
- Developer may request that housing projects utilize shared or public parking garages to meet development requirements rather than rely fully on self-parking strategies.

In order to encourage housing production, the City will develop materials to help developers in the Railyards have a predictable development experience. Specifically, the City will develop a Railyards Specific Plan and an associated EIR Conformity Checklist that would provide a list of items that each subsequent proposed project would use to demonstrate conformity with not only the Railyards Specific Plan, but also with measures required by the EIR. This checklist is anticipated to be also used by City Planning staff as a way to document whether subsequent proposed projects within the Railyards meet all of the policy requirements of the Railyards Specific Plan as well as the environmental measures required by the EIR.

IV. Product Type Variation by Tenure (Ownership and Rental)

Ownership housing at the densities reflective of this urban in-fill location – i.e., attached mid- and high-rise condos – represents a small share of the Sacramento housing market. (Attached housing of all types/densities accounted for just 11% of total sales in the City of Sacramento over the past 20 years, based on public records compiled by Zonda.)

In addition to the comparatively shallow market for high-density attached product, sales prices have yet to regain pre-recession peaks. Rents, in comparison, underwent much less downturn (increasing an average of 4.7% annually over the past five years), and rental increases are anticipated to remain in the 4%+ ranges over the next five-year cycle.

Modest income homeownership is a theme and priority program for the City Housing Element. Railyards has the locational qualities to support ownership housing, particularly once key amenities have been built. While this may include executive for-sale product on the waterfront it may also include mid-rise product compatible with various locations in the C3-SPD and R5-SPD zones, which will house all planned residential product in Railyards.

Ownership product is expected to account for approximately 15% - 30% of total residential units in Railyards, with timing dependent on market recovery as well as development of place-making elements on site.

The consumer groups expected to account for the majority of future residential sales activity at Railyards are as follows:

- Professional singles and couples employed in the Downtown area with the attraction of a potentially walkable commute to work and convenient access to an expanding base of services and amenities planned for Downtown Sacramento – new sports arena and entertainment complex, new shops and restaurants, new art galleries and museums, etc.

- Professional singles and couples that commute to out-of-area employment centers – San Francisco (via motorcoach service or Amtrak to BART), Oakland, San Jose, Auburn, etc.—

attracted by walking distance to the existing Amtrak station and the multi-modal transportation center planned along the southern edge of Railyards.

- Empty-nesters downsizing from large, maintenance-intensive homes and yards. One or both members of the household are likely employed in the Downtown area and/or attracted to the expanding base of Downtown amenities and services.

- Retirees downsizing from large, maintenance-intensive homes and yards. While these individuals are no longer tied to a workplace location, the expanding base of services and amenities being established in the Downtown area will be a draw. The prospect of expected travel opportunities will also have these buyers targeting housing projects offering the ability to "lock and leave."

V. Product Innovation

Over the life of the Railyards development the housing market will undergo various changes, unforeseen today, based on changes in technology, demographics and personal lifestyle choices. Areas where product innovation is expected to have a near term impact are as follows:

- **Micro units and other product lines to broaden affordability**

  Railyards contains many of the elements that correlate to successful development of micro units. Typically sized under 350 square feet, but with a fully functional and ADA-compliant kitchen and bathroom, micro units utilize highly efficient unit design and distinctive common amenities to compensate for the compact living area. Micro units are typically priced at rents 20% to 30% less than conventional studios, significantly expanding affordability. Higher price per square foot (typically +25%) offsets more expensive construction costs per square foot and slightly higher operating costs associated with micro units. Micro units are expected to be located within ¼ mile of a transit station.

Figure 1 Sample Micro Unit Floorplans

The top appeal for micro unit is reduced price relative to other rental options. Highly desirable locations ("authentic, urban/urbanizing, walkable, and trendy")[3] and privacy (living alone rather than with roommates) are also strong attractants. Nearly a quarter of renters in conventional apartments would be "interested or very interested" in renting a micro unit, based on a 2014 ULI survey.

The target market for micro units – predominantly young professionals, typically under 30 years old – is an exceptionally close fit to the demographic profile of urban core Sacramento residents. In addition, the future Kaiser Hospital and Innovation Center both pose the potential to generate demand from nurses, interns and residents and young "creatives." Micro units may also attract some couples and roommates; some older, single, move-downs; and pied-a-terre users.

Micro units and other product lines with the potential to deepen affordability and/or expand the prospective resident base for Railyards will be explored during the project's estimated 20-year build-out.

- **Design Efficiencies**

Intentional, creative solutions to reduce parking in this walkable, TOD setting represents a significant potential mechanism to help broaden affordability.

The podium or wrap parking structures that typify mid- and high-density development impose a high project cost. The Nelson\Nygaard parking study conducted for the City of Sacramento in

[3] ULI, The Macro View on Micro Units, 2014

2012 estimated the cost of constructing one parking stall at up to $25,000, in 2012 dollars. [4] The City of Sacramento revised Parking Code adopted in December 30, 2012 recognized this market reality, eliminating required parking in the Central Business and Arts & Entertainment District (0 spaces) and reducing the parking minimum to 0.5 space per unit in the Urban District, in order to promote new housing development.

Mechanisms to reduce parking stalls without impacting marketability include the following:

- Promotion of "active transportation" will be achieved in Railyards by incorporation of pedestrian-friendly walkways (with safe crossings and good lighting), bike lanes, and building layouts.
- Services such as a bicycle-sharing program are expected to be utilized.
- Promotion of car sharing (e.g., auto rental services that substitute for private car ownership, such as Zipcar, Turo, Car2go).

Unbundling parking from the rent shifts the cost to households with cars, rather than amortizing the cost of parking spaces over all residents. Savings for car-free households make housing significantly more affordable for residents who can use public transportation (or walk/bicycle).

A combination of these approaches may enable some future residents to shed cars, thereby reducing market-required parking for some household types and passing through cost savings to residents.

- **Sustainability**

Sustainability and green development is listed as a theme and priority program of the City Housing Element, listed as Goal H-1.1 in the City Housing Element. It is also a core principle to the Railyards' vision. The urban location in proximity to transit provides the opportunity to create a green community with reduced impacts on the environment compared to other comparable-sized communities. Sustainability is a critical concept to improving the mixed income housing ratio due to the reduction in energy consumption and costs related to transportation for residents within the community. The Railyards development will include the following features:

- Close proximity to transit, which will reduce commute times and costs.
- Highly walkable environment, which will further reduce transit costs, improve the efficiency and livability of the environment.
- Amenities in close proximity, including parks, trails, schools, medical services, libraries, shopping and entertainment.

The features above result in a significant reduction in greenhouse gas emissions compared to comparable sized developments. Affordability is improved by reductions in transportation costs and improvements in energy efficiency. Additional financial benefits achieved include reduced health care costs, higher property values and greater productivity.

VI. Projected Buildout

[4] The 2015 Carl Walker Parking Structure Cost Outlook calculates the national median cost per stall for parking structures that are not fully subterranean at $18,599 -- excluding the cost of land and soft costs (typically +15% to 25%). (http://www.carlwalker.com/wp-content/uploads/2015/07/Carl-Walker-2015-Cost-Article.pdf

The infill location, with proximity to transit, employment and amenities reduces costs of living in the Railyards. Based on DOT data referenced above, this allows up to a 10% increase in disposable income. The following projections assume that the percentage of income spent on rent will range from 30% - 40%. Based on the strategies identified above the projected residential development of Railyards is expected to include the following:

- **Affordable Housing –**As outlined above, 600 affordable units will be developed concurrently with market rate units as described above.

- **Micro Units and Studio Units –** Per the Context Study, the unit mix in the downtown market is heavily weighted toward smaller floor plans. One reason for the prevalence of smaller units is that constructing smaller units, with more density, allows for better economies of scale. As discussed above, Micro Units are a continuation of this trend. While this product type is untested in Sacramento, it is expected that there will be some demand for this type of housing in the market. This will particularly hold true around mass transit and within amenitized walkable communities. Studios currently account for 9% of the representative market comparables in the Context Study. The projection for the Railyards is that the combination of Micro Units and Studios will account for a larger percentage of housing units than in the existing market, ranging from 10% - 15% of the total housing units. Market rents for studios currently average approximately $1,450 per unit, with expectations that Micro Units will range up to 20% below that cost. Assuming rent payments constituting 30% - 40% of income, the household income levels necessary to afford this rent range from $34,800 - $58,000.

- **One bedroom units –** Per the Context Study, one bedroom units are the largest single unit type in the downtown market. These units account for 58% of the representative market comparables in the study. The demand for one bedroom units is driven by the same factors as studio units discussed above. While costs per square foot are higher for the smaller units, the nominal cost of the rent is more affordable to individuals and couples. One bedroom units are expected to represent the major component of rental housing in the Railyards, ranging from 50% - 65% of the total units. Market rents for one bedroom units in comparable projects currently average approximately $1,700 per unit. The household income levels necessary to afford this rent range from $51,000 - $68,000 annually.

- **Two bedroom and larger units –** Two bedroom units are expected to represent a substantial component of the units in the Railyards. Per the Context Study, two bedroom units represent 33% of the representative market comparables. Accommodating a family or shared household (roommates), multi-bedroom units increase affordability by potentially sharing the costs of the unit among a larger number of people. The expectation for the Railyards is that two bedroom and larger units will represent 20% - 40% of the total units. Rents for two bedroom units in the Context Study average approximately $2,250 per unit. The household income needed to afford this rent ranges from $67,500- $90,000 annually.

- **For Sale Housing -** In addition to the various rental unit types listed above, Railyards will also accommodate for sale housing. Due to the required density within the Railyards, For Sale housing is expected to be attached, condominium style units. Per the Context Study, sales prices of For

Sale projects in and around the downtown market range from $340K - $540K for homes ranging from 964 – 2,305 square feet, or $267-$299 per square foot. This is currently less than projected costs for high density development in the Railyards, and a significant increase in valuation will be required to activate For Sale Housing product. For Sale Housing is projected to range from 15% - 30% of the units in the Railyards.

VII. Density Summary Matrix

The following tables provide a recap of the range of possibilities that result from this strategy. Income ranges are based on the rent ranges reflected in the Context Study rather than average rent rates reflected above. Estimated ranges of income are based on a range of 30%-40% of household income, taking into account the transportation savings discussed above, as estimated by the Department of Transportation, which allows up to a 10% increase in disposable income. The number of affordable units are adjusted under each scenario to reflect a range proportionate to the total number of units developed.

Projected Build out									
6,000 Residential Unit Scenario									
	Estimated Household Size	Percent of Total		Range of Units		Current Price Range ($)		Estimated Range of Income ($)	
Affordable Housing	1 - 6		8.33%		500	486	1,083	19,440 (VLI)	48,360 (LI)
Micro and Studio Units	1 - 2	5.00%	- 15.0%	300	900	1,157	1,467	34,704	58,680
One Bedroom Units	1 - 3	45.00%	- 65.0%	2,700	3,900	1,380	2,400	41,400	96,000
Two Bedroom + Units	1 - 4	25.00%	- 40.0%	1,500	2,400	2,045	4,300	61,350	172,000
For Sale Housing	1 - 6	15.00%	- 30.0%	900	1,800	340,000	540,000	55,000	172,000

Projected Build out									
10,000 Residential Unit Scenario									
	Estimated Household Size	Percent of Total		Range of Units		Current Price Range ($)		Estimated Range of Income ($)	
Affordable Housing	1 - 6		- 6.00%		600	486	1,083	19,440 (VLI)	48,360 (LI)
Micro and Studio Units	1 - 2	5.00%	- 15.0%	500	1,500	1,157	1,467	34,704	58,680
One Bedroom Units	1 - 3	45.00%	- 65.0%	4,500	6,500	1,380	2,400	41,400	96,000
Two Bedroom + Units	1 - 4	25.00%	- 40.0%	2,500	4,000	2,045	4,300	61,350	172,000
For Sale Housing	1 - 6	15.00%	- 30.0%	1,500	3,000	340,000	540,000	55,000	172,000

Other than for income restricted units, it is assumed that upper ranges of income will be potentially much higher than the median due to the influx of employment to the downtown market, driven by the development of the Railyards and other surrounding projects.

A reference to current median household income levels based on household size is shown below for comparison purposes.

Maximum Income Limits (2016) as provided by SHRA						
Affordability	Household Size (number of persons)					
	1	2	3	4	5	6
40.0% of AMI	$21,320	$24,360	$27,400	$30,440	$32,880	$35,320
50.0% of AMI	$26,650	$30,450	$34,250	$38,050	$41,100	$44,150
60.0% of AMI	$31,980	$36,540	$41,100	$45,660	$49,320	$52,980
100.0% of AMI	$53,250	$60,900	$68,500	$76,100	$82,200	$88,300

RESOLUTION NO. 2016-

Adopted by the Sacramento City Council

November 10, 2016

ADOPTING FINDINGS OF FACT AND APPROVING A SITE PLAN AND DESIGN REVIEW FOR A STORMWATER OUTFALL FACILITY ON LOT 33a OF THE SACRAMENTO RAILYARDS (P15-040)

A. On October 22, 2015, March 24, 2016, May 12, 2016, June 30, 2016, August 11, 2016, September 8, 2016, September 22, 2016, and October 6, 2016, the City Planning and Design Commission participated in public hearings on the Sacramento Railyard project.

B. On October 24, 2016, the City Planning and Design Commission conducted a public hearing on the Sacramento Railyards project, and forwarded to the City Council a recommendation to approve, a Site Plan and Design Review for a Stormwater Outfall Facility in the Sacramento Railyards.

C. On November 10, 2016, the City Council conducted public hearing that was noticed in accordance with Sacramento City Code section 17.812.030 at which it received and considered evidence concerning the Sacramento Railyards project.

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

Section 1. Based on the verbal and documentary evidence received at the hearings, the City Council approves the Site Plan and Design Review for a Stormwater Outfall Facility in the Sacramento Railyards (P15-040) set forth in Exhibit A, based on the findings of fact and subject to the conditions of approval as set forth below.

A. Site Plan and Design Review. The Site Plan and Design Review for a Stormwater Outfall Facility **is approved** based on the following findings of fact:

a. The design, layout, and physical characteristics of the proposed development are consistent with the General Plan and any applicable specific plan or transit village plan, in that the Stormwater Outfall will allow infill development within the Railyards site and supports General Policy goals to provide public services to the community and reduce negative impacts on the rivers.

b. The design, layout, and physical characteristics of proposed development are consistent with all applicable design guidelines and with all applicable development standards and the proposed development is consistent with the purpose and intent of the applicable design guidelines and development

standards, in that the outfall facility will be designed with materials and massing consistent with applicable design guidelines while fulfilling its unique purpose. The outfall facility will have decorative fencing and be constructed of building materials that will enhance the visual impact of the structure.

c. All streets and other public access ways and facilities, parking facilities, and utility infrastructure are adequate to serve the proposed development and comply with all applicable design guidelines and development standards, in that the tentative map associated with the Sacramento Railyards project requires infrastructure improvements that will adequately serve the Stormwater Outfall.

d. The design, layout, and physical characteristics of the proposed development are visually and functionally compatible with the surrounding neighborhood, in that the facility will be located under a freeway and will be surrounded by decorative fencing and building materials that will provide varied color and texture to create an interesting and aesthetically pleasing transition from the Railyards east of the Outfall to the riverfront, located to the west of the site.

e. The design, layout, and physical characteristics of the proposed development ensure energy consumption is minimized and use of renewable energy sources is encouraged.

f. The design, layout, and physical characteristics of the proposed development are not detrimental to the public health, safety, convenience, or welfare of persons residing, working, visiting, or recreating in the surrounding neighborhood and will not result in the creation of a nuisance, in that the stormwater outfall facility is an important facility that will allow development in the Railyards and provide conveyance of stormwater. It's location and operation will not be detrimental to surrounding persons or uses.

g. State Law (SB 5) and City Code Chapter 17.810 require that the City make specific findings prior to approving certain entitlements for projects within a flood hazard zone. The purpose is to ensure that new development will have protection from a 200-year flood event or will achieve that protection by 2025. The project site is within a flood hazard zone and is an area covered by SAFCA's Improvements to the State Plan of Flood Control System, and specific findings related to the level of protection have been incorporated as part of this project. Even though the project site is within a flood hazard zone, the local flood management agency, SAFCA, has made adequate progress on the construction of a flood protection system that will ensure protection from a 200-year flood event or will achieve that protection by 2025. This is based on the SAFCA Urban level of flood protection plan, adequate progress baseline report, and adequate progress toward an urban

level of flood protection engineer's report that were accepted by City Council Resolution No. 2016-0226 on June 21, 2016.

B. Site Plan and Design Review. The Site Plan and Design Review for a Stormwater Outfall Facility **is approved** subject to the following conditions of approval:

Planning (Teresa Haenggi)

A 1. The Outfall/Pump station will be owned and operated by the City of Sacramento and operating requirements of the City may require modification to the design. Changes for operational needs shall be reviewed and approved by the Planning and Urban Design Staff and Utilities staff.

A 2. The applicant shall obtain all necessary building and/or encroachment permits prior to commencing construction.

A 3. Any changes or modifications to the plans shall require additional review and approval of Planning and Urban Design staff.

A 4. The applicant shall coordinate with and obtain approval from the Urban Design Manager and Police staff on building and site lighting design prior to Plan Check submittal.

A 5. The applicant shall provide information of the timing of fencing installation and removal and designs of security fencing to staff for review and approval.

A 6. The applicant shall obtain a sign permit before the fabrication or installation of any signage for the project.

A 7. All other notes and drawings on the final plans as submitted by the applicant are deemed conditions of approval. Any changes to the final set of plans shall be subject to additional review and approval of Planning and Urban Design staff.

Utilities (Inthira Mendoza)

A 8. Construction of all water, sewer and drainage facilities shall be per the approved drainage, sewer and water studies unless otherwise approved by the Department of Utilities.

A 9. Per City Code Section, 13.04.070, multiple water service to a single lot or parcel may be allowed if approved by the DOU Development Review and Operations and Maintenance staff. Any new water services (other than fire) shall be metered. Excess services shall be abandoned to the satisfaction of the DOU.

A 10. Construct DOU approved pump station and discharge pipes, and construct inlet and outlet structures for the pump station at the time specified by DOU. The construction shall be to the satisfaction of the DOU. The applicant is responsible for obtaining all necessary permits, easements and approvals

from federal, state and local agencies, and private land owners for the construction of these facilities.

A 11. The applicant may be required to enter into an agreement with the City for the maintenance of the fence surrounding the pump station or the pump station building itself if it is non-standard (i.e. decorative fence, art wall, etc.). The agreement shall be to the satisfaction of the DOU and the City Attorney.

A 12. The finished floor shall be a minimum of 1.5-feet above the overland flow release or 1-foot above the 100 year HGL (whichever is higher), or meet current design standards and shall be to the satisfaction of the DOU.

A 13. This project is greater than 1 acre, therefore the project is required to comply with the State "NPDES General Permit for Stormwater Discharges Associated with Construction Activity" (State Permit). To comply with the State Permit, the applicant will need to file a Notice of Intent (NOI) with the State Water Resources Control Board (SWRCB) and prepare a Stormwater Pollution Prevention Plan (SWPPP) prior to construction. A copy of the State Permit and NOI may be obtained from www.swrcb.ca.gov/stormstr/construction.html. The SWPPP will be reviewed by the Department of Utilities prior to issuing a grading permit. The following items, but not limited to, shall be included in the SWPPP: (1) vicinity map, (2) site map, (3) list of potential pollutant sources, (4) type and location of erosion and sediment BMP's, (5) name and phone number of person responsible for SWPPP and (6) certification by property owner or authorized representative.

A 14. The applicant must comply with the City of Sacramento's Grading, Erosion and Sediment Control Ordinance. This ordinance requires the applicant to show erosion and sediment control methods on the subdivision improvement plans. These plans shall also show the methods to control urban runoff pollution from the project site during construction.

A 15. The project shall include in the Master Stormwater Quality Management Plan a requirement that all future developed parcels shall meet the Low Impact Development standards in place at the time of permit submittal. Post construction (permanent), stormwater quality and quantity control measures shall be incorporated into the development to minimize the increase of urban runoff volume and pollution caused by development of the area. This project is required to incorporate source controls, runoff reduction and treatment controls. Specific source controls are required for (1) commercial/industrial fueling areas (2) commercial/industrial loading areas, (3) commercial/industrial outdoor storage areas, (4) commercial/industrial outdoor work areas, (5) commercial/industrial outdoor equipment wash areas, and (6) commercial/industrial/multi-family waste management areas. Permanent storm drain markings (e.g. no dumping -drains to river) is required at all drain inlets. The project is required to treat the "water quality volume/flow" with a combination of accepted treatment control measures

such as water quality detention basins, stormwater planters or vegetative swales. The project is also required to incorporate runoff reduction control measures. Some runoff reduction and treatment control measures may be prohibited in certain project areas due to the infiltration constraints. Refer to the "Stormwater Quality Design Manual for the Sacramento and South Placer Regions" dated May 2007 (or latest edition) for appropriate source, runoff reduction and treatment control measures.

A 16. Section 401 of the Clean Water Act (CWA) requires any applicant for a federal license or permit for activities that may result in discharge into waters of the U.S. to obtain a certification (Water Quality Certification) from the respective State that the project will meet water quality standards. This project will be required to obtain a Water Quality Certification (401 permit) from the Central Valley Regional Water Quality Control Board if building a new pump station and discharge to the Sacramento River in the later phase of the project.

Police Department (William Wann)

A 17. Exterior lighting shall be white light using LED lamps with full cutoff fixtures to limit glare and light trespass. Color temperature shall be between 2700K and 4100K.

A 18. All mature landscaping shall follow the two-foot, six-foot rule. All landscaping shall be ground cover, two feet or less and lower tree canopies of mature trees shall be above six feet. This increases natural surveillance and eliminates hiding areas within the landscape.

A 19. Tree canopies shall not interfere with or block lighting. This creates shadows and areas of concealment. The landscaping plan shall allow for proper illumination and visibility regarding lighting and surveillance cameras through the maturity of trees and shrubs.

A 20. Fences shall be of decorative material that is transparent so that pedestrians can identify other pedestrians that they may encounter at corners, etc.

A 21. Applicant shall install a "Knox Box" for police access to the exterior areas of the property after hours.

Advisory Notes

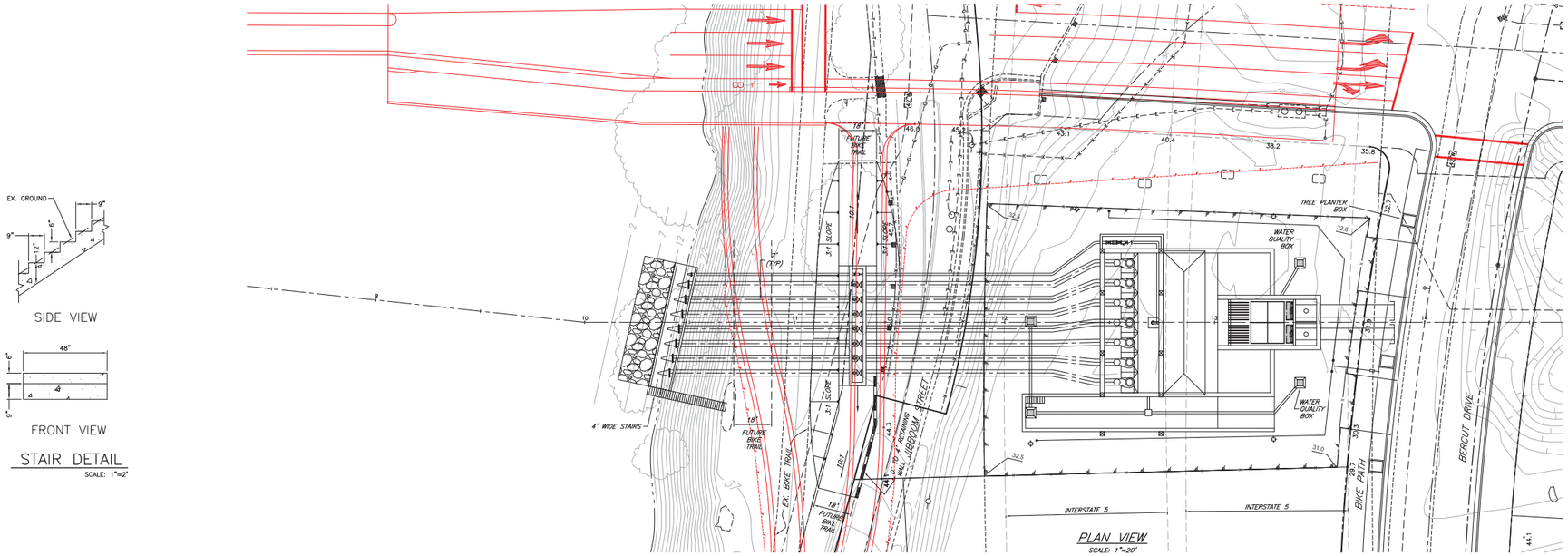
ADV 1. Properly abandon under permit from the County Environmental Health Division, any well or septic system located on the property.

ADV 2. The applicant is responsible for obtaining all necessary permits, easements and approvals from federal, state and local agencies for the construction of the development as proposed in the Specific Plan.

Section 2. Exhibit A is part of this Resolution.

Table of Contents:

Exhibit A: Stormwater Outfall Site Plan

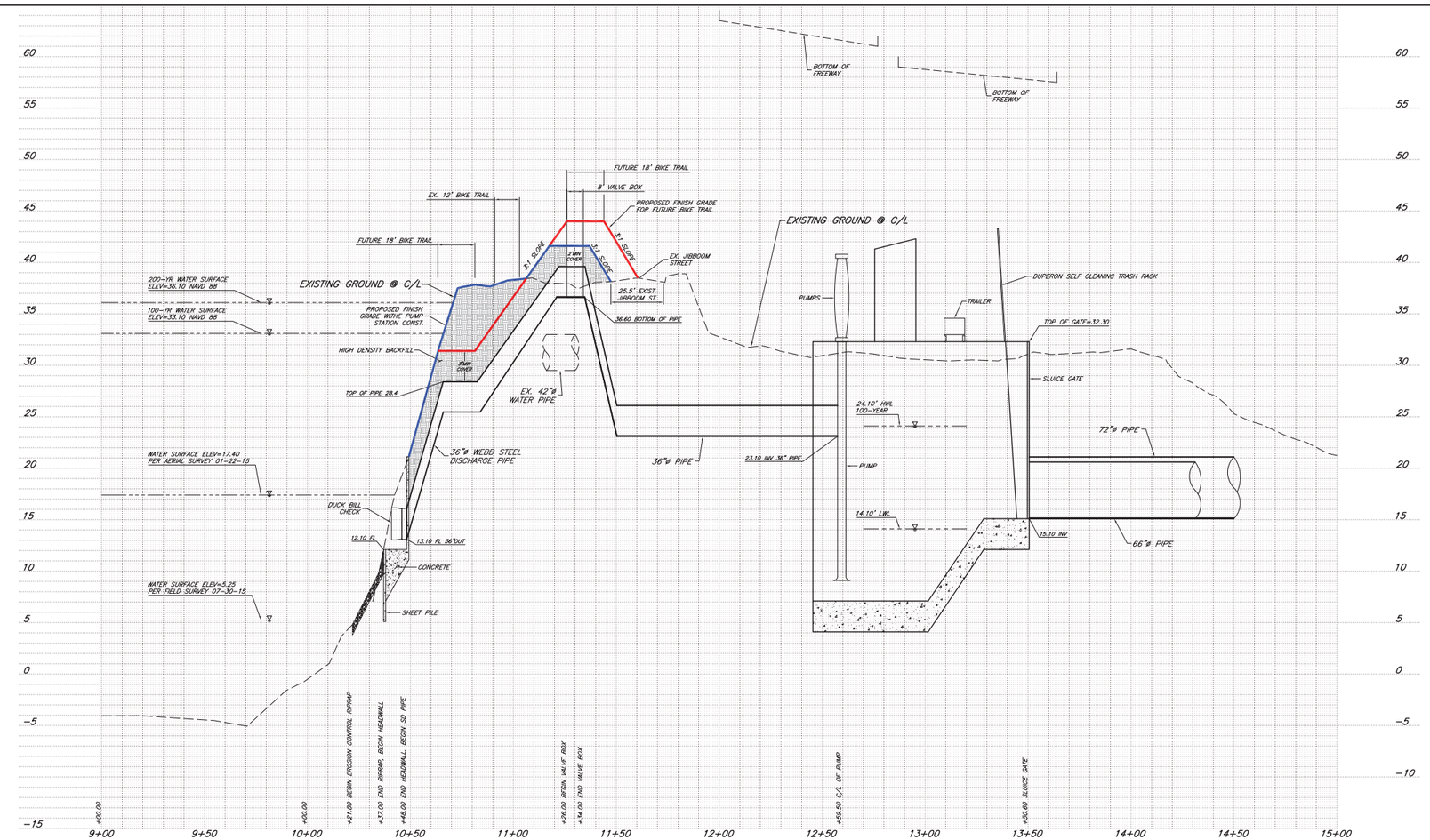


PLAN VIEW
SCALE: 1"=20'

SIDE VIEW

FRONT VIEW

STAIR DETAIL
SCALE: 1"=2'



Alignment – Outfall PROFILE VIEW
SCALE: HOR:1"=20' VER: 1"=4'

REVISED 08/30/16

ORDINANCE NO. ___

Adopted by the Sacramento City Council

November 10, 2016

REPEALING ORDINANCE 2007-103 AND LISTING THE CENTRAL SHOPS HISTORIC DISTRICT AS A HISTORIC DISTRICT ON THE SACRAMENTO REGISTER OF HISTORIC & CULTURAL RESOURCES

BACKGROUND

A. The city council has found "that significant aspects of the city's rich and diverse historic resources deserve recognition and preservation to foster an understanding of our heritage, and to promote the public health and safety and the economic and general welfare of the people of the city. The preservation and continued use of historic resources are effective tools to sustain and revitalize neighborhoods and business districts within the city, enhance the city's economic, cultural and aesthetic standing, its identity and its livability, marketability and urban character." (Sacramento City Code section 17.604.100.A.)

B. To this end, the city code provides a mechanism for listing landmarks, historic districts, and contributing resources on the Sacramento Register of Historic and Cultural Resources ("Sacramento Register"). Listing properties on the Sacramento Register helps to maintain and revitalize the City of Sacramento and its neighborhoods by encouraging the use and reuse of historic building and protects buildings and neighborhoods from deterioration and inappropriate alterations, all of which enhance the City's economic, cultural, and aesthetic standing.

C. On December 11, 2007, the city council adopted Ordinance 2007-103, which added the Central Shops Historic District ("District"), within the Railyards project area, to the Sacramento Register.

D. Since the city council's adoption of the District in 2007, the development plan for the Railyards has evolved, which necessitates a change to the District's boundaries. In addition, the prior preservation plan anticipated moving the Sacramento Railyards Water Tower from its existing location to come within the District's boundaries as delineated in 2007. Under the revised plan, the Water Tower will remain in its existing location, separate from the District, but has been added to the Sacramento Register as a landmark under Ordinance _____.

E. The purpose of this ordinance is to revise the District's boundaries (as shown in Exhibit A) to reflect the revised Railyards development plan and make other changes to the District, including eliminating the Water Tower as a contributing resource to the District.

F. The District is associated with important dates, people and features of the Transcontinental Railroad construction and initial operation, as well as the subsequent development of the nation's railroad system. The Central Shops served as the principal shops of the Pacific Lines of the Southern Pacific system between 1868 and 1990, overseeing subsidiary shops from Portland, Oregon, and Ogden, Utah, to San Francisco and Los Angeles, California. In addition, the Central Shops were a major influence on the shops of the Atlantic Line form El Paso, Texas through New Orleans, Louisiana. During the course of its first 80 years or so the Central Shops complex has been recognized as the largest integrated industrial complex west of the Rocky Mountains, and perhaps west of the Mississippi River. As late as World War II they retained industrial capabilities found nowhere else in the West, such as the ability to produce the giant metal rollers for the wartime Kaiser steel plant built at Fontana in Southern California. The Central Shops were by far the largest single employer in the Sacramento region until after World War II, with workers playing a major part in the economic, social, cultural and political life and development of the Sacramento region. The shops were a major center for innovation, invention and development of railroad and related technologies, and also became an early center for systematic standards, supported by testing, with regional and national impacts. Chief mechanical officers based at Sacramento, notably A. J. Stevens and his successor H. J. Small, gained national recognition, the former for innovation, the latter for standardization. But on the national scene, the most important personage following the original founders of the railroad was E. H. Harriman, who promoted the Sacramento-originated standards all across his railroad system covering over half the country, and who instituted major capital improvements across the system including the last major expansion of the core historic shop buildings preserved today. Architecturally, the shop buildings qualify as being representative examples of typical mid-19th century to late Victorian industrial architecture, some portions having been rebuilt in the early 20th century. They feature classic samples of decorative and architectural details from their various periods of construction.

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

SECTION 1

The city council hereby finds the following:

A. The revised area for the Central Shops Historic District, as shown in Exhibit A, is a geographically defined area;

B. The District has integrity of design, setting, materials, workmanship, and association in that the District contains representative examples of typical mid-19th century to late Victorian industrial architecture (with some portions rebuilt in the early 20th century), and features classic samples of decorative and architectural details from their various periods of construction; and

C. The city council has considered the city code's directive that the "collective historic value of the buildings and structures in a historic district taken together may be greater than the historic value of each individual building or structure."

SECTION 2

The Central Shops Historic District, as identified in Exhibit A, is hereby listed on the Sacramento Register as a historic district.

SECTION 3

The resources listed in Exhibit B are hereby added to the Sacramento Register as contributing resources to the Central Shops Historic District, based on the following findings of fact:

A. The resources are within the historic district;

B. The resource either embody the significant features and characteristics of the historic district or adds to the historical associations, historical architectural qualities or archaeological values identified for the historic district in that the existing structures within the historic district were actively used to serve the Pacific Lines of the Southern Pacific railroad system;

C. The resources were present during the period of historical significance of the historic district and relates to the documented historical significance of the historic district in that the Central Shops served as the principal shops of the Pacific Lines of the Southern Pacific system between 1968 and 1990, overseeing subsidiary shops from Portland Oregon, and Ogden, Utah to San Francisco and Loss Angeles, California, and east to El Paso Texas, with additional major influence on the shops of the Atlantic Lines through Texas and Louisiana to New Orleans;

D. The resources either possess historic integrity or are capable of yielding important information about the period of historical significance of the historic district in that many of the original structures exist and their individual function and relationship to each other are clearly delineated; and

E. The resources have important historic or architectural worth, and its designation as a contributing resource is reasonable, appropriate and necessary to protect, promote and further the goals and purposes of this chapter in that they represent an important part of the City's history when the railroad served key industries and the Central Shops were the largest employer in the Sacramento region until after World War II, with workers playing a major part in the economic, social, cultural, and politic life and development of the Sacramento region.

SECTION 4

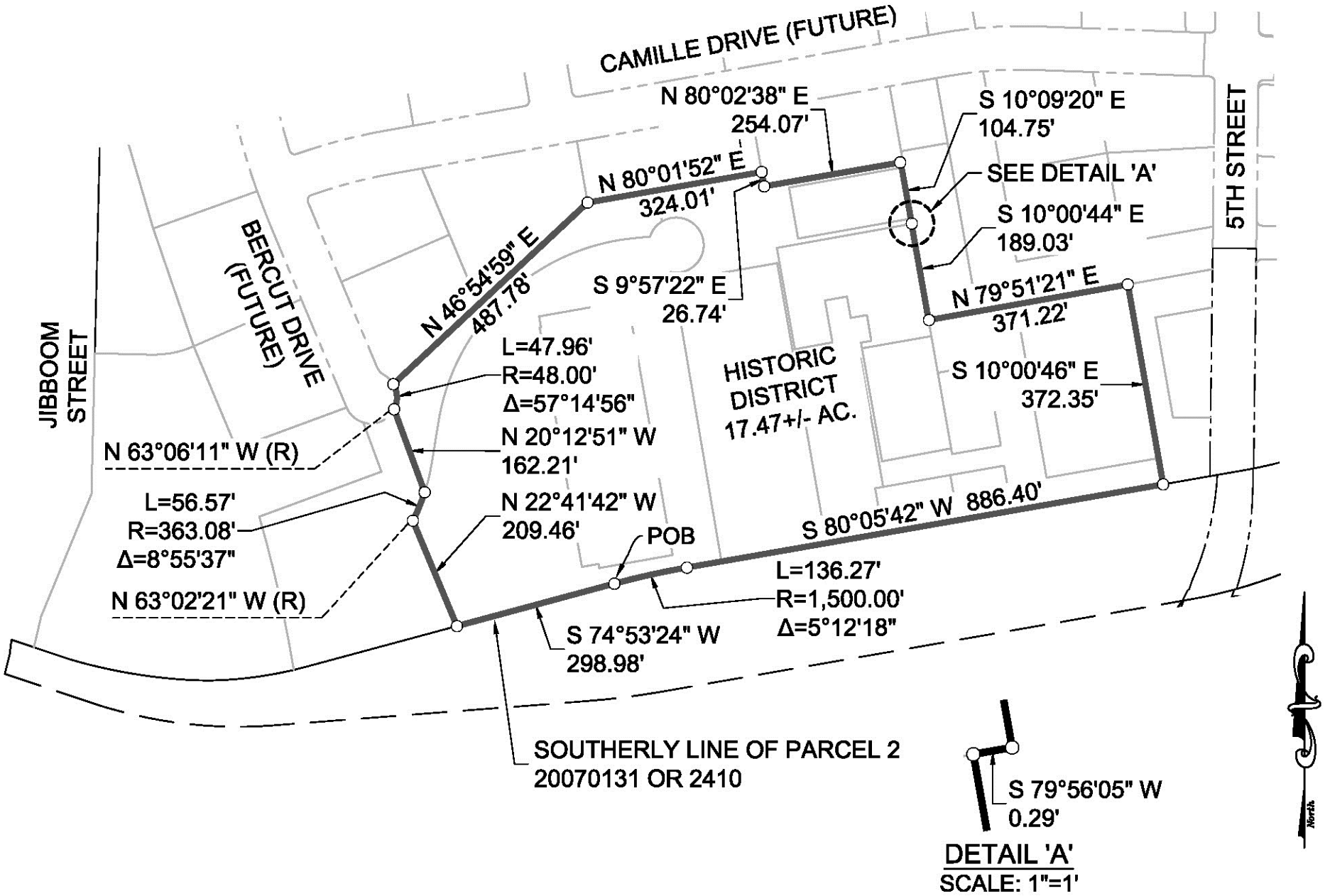
In accordance with section 17.604.220.C.2 of the city code, the significant features and characteristics of the District and its contributing resources are listed in Exhibit B.

SECTION 5

Ordinance 2007-103, related to Nominating and Adding the Central Shops Historic District to the Sacramento Register of Historic and Cultural Resources as a Historic District is hereby repealed.

Table of Contents

- Exhibit A – District Boundaries
- Exhibit B – Contributing Resources; Significant Features and Characteristics



SCALE: 1" = 250'	EXHIBIT OF HISTORIC DISTRICT BOUNDARY
JOB #: 15-11-071	
DATE: AUG., 2016	CITY OF SACRAMENTO, CALIFORNIA

LEGAL DESCRIPTION
HISTORIC DISTRICT BOUNDARY

ALL THAT REAL PROPERTY SITUATED IN THE CITY OF SACRAMENTO, COUNTY OF SACRAMENTO, STATE OF CALIFORNIA AND BEING A PORTION OF PARCEL 2 OF THAT CERTAIN DOCUMENT RECORDED JANUARY 31, 2007 IN BOOK 20070131, PAGE 2410, SACRAMENTO COUNTY OFFICIAL RECORDS. MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTHERLY BOUNDARY OF SAID PARCEL 2, BEING THE NORTH LINE OF RAILROAD EASEMENT II, AS SHOWN ON RECORD OF SURVEY, FILED FEBRUARY 8, 2011 IN BOOK 81, PAGE 17, SAID COUNTY RECORDS. SAID POINT BEING THE EASTERLY TERMINOUS OF THAT CERTAIN COURSE SHOWN AS “NORTH 74°53’24” EAST, 583.72 FEET” ON SAID RECORD OF SURVEY; THENCE FROM SAID POINT OF BEGINNING ALONG SAID COURSE, SOUTH 74°53’24” WEST, 298.98 FEET; THENCE LEAVING SAID SOUTHERLY BOUNDARY ALONG THE FOLLOWING 13 COURSES:

1. THENCE NORTH 22°41’42” WEST, 209.46 FEET TO THE NORTHERLY LINE OF THE 40 FOOT WIDE TRACK ACCESS EASEMENT AS SHOWN IN THAT CERTAIN DOCUMENT RECORDED MARCH 29, 2012, IN BOOK 20120329, PAGE 0508, SAID COUNTY RECORDS;
2. THENCE ALONG SAID NORTHERLY LINE, TO THE LEFT, ALONG THE ARC OF A NON-TANGENT CURVE CONCAVE TO THE NORTHWEST, HAVING A RADIUS OF 363.08 FEET, A CENTRAL ANGLE OF 08°55’37”, AND AN ARC LENGTH OF 56.57 FEET. THE CENTER OF SAID CURVE BEARS NORTH 63°02’21” WEST FROM THE BEGINNING OF SAID CURVE;
3. THENCE LEAVING SAID LINE, NORTH 20°12’51” WEST, 162.21 FEET;
4. THENCE TO THE LEFT, ALONG THE ARC OF A NON-TANGENT CURVE CONCAVE TO THE WEST, HAVING A RADIUS OF 48.00 FEET, A CENTRAL ANGLE OF 57°14’56”, AND AN ARC LENGTH OF 47.96 FEET. THE CENTER OF SAID CURVE BEARS NORTH 63°06’11” WEST FROM THE BEGINNING OF SAID CURVE;
5. THENCE NORTH 46°54’59” EAST, 487.78 FEET;
6. THENCE NORTH 80°01’52” EAST, 324.01 FEET;
7. THENCE SOUTH 09°57’22” EAST, 26.74 FEET;
8. THENCE NORTH 80°02’38” EAST, 254.07 FEET;
9. THENCE SOUTH 10°09’20” EAST, 104.75 FEET;
10. THENCE SOUTH 79°56’05” WEST, 0.29 FEET;
11. THENCE SOUTH 10°00’44” EAST, 189.03 FEET;
12. THENCE NORTH 79°51’21” EAST, 371.22 FEET;
13. THENCE SOUTH 10°00’46” EAST, 372.35 FEET TO SAID SOUTHERLY BOUNDARY;

THENCE ALONG SAID BOUNDARY SOUTH 80°05’42” WEST, 886.40 FEET; THENCE CONTINUING ALONG SAID BOUNDARY, TO THE LEFT, ALONG THE ARC OF A TANGENT CURVE CONCAVE TO THE SOUTH, HAVING A RADIUS OF 1500.00 FEET, A CENTRAL ANGLE OF 05°12’18”, AND AN ARC LENGTH OF 136.27 FEET TO THE **POINT OF BEGINNING**.

CONTAINING 17.47 ACRES, MORE OR LESS.

Exhibit B: Significant Features and Characteristics

Sacramento City Code Section 17.604.210 prescribes that the Significant Feature(s) or Characteristic(s) of the resources to be added to the Sacramento Register shall be identified in the designating Ordinance. The significant features and characteristics of the Central Shops Historic District include the following:

Significant Features & Characteristics: All elements, materials, surfaces, and finishes, of the original design of the structures and landscape/site features shall be included. Specific features and elements include:

Car Machine Shop - Exterior

- free-standing building with four principal elevations
- gabled roof form with gabled clerestory running length of the ridge line
- masonry wall structure, common bond brick, with articulated brick piers
- (repeating) arched door and window openings.
- corbelled brick arches over door and window openings
- brick sills
- wood-framed, multi-lite, sash windows, with fixed upper sash, operable lower sash, on first story.
- wood-framed, multi-lite, sash windows, operable on second story
- wood door, hardware and strap hinges (south elevation).
- corrugated metal roof
- roof vents, conical caps
- tracks
- vent grilles
- cast iron tie ends, anchors and anchor plates, and bolts
- remnant cast iron hardware, pintles (upright pivot hinge), other hinges and hooks
- attached ladder
- gabled wood bridge connection to Planing Mill
- signage

Car Machine Shop Interior - First Floor (Level)

- masonry walls brick, painted white.
- engaged masonry (brick) pilasters, painted white.
- exposed second floor framing
- wood posts and brackets
- concrete floor
- tracks
- cast iron wheels, mobile, on tracks (2 sets)
- signage
- large open interior space (open space incorporates all levels/floors)
- extent mechanical equipment

Car Machine Shop - Interior Second Floor (Level)

- masonry walls brick, painted white.
- engaged masonry (brick) pilasters, painted white.
- roof framing and long span truss system
- wood posts and brackets
- wood floor
- wood wall sheathing
- wood casework
- partition walls, wood, inset with multi-lite glazing.
- attic truss system and wood floor/framing
- corrugated metal roof decking
- signage

While the information above lists character-defining features by "floor," none of the buildings have interior floors, with the exception of the Privy. They are large open spaces, which is a significant character-defining feature of the buildings. The extant mechanical equipment, including cranes, are also character-defining features.

The Planing Mill – Exterior

- free-standing building
- gabled roof form with gabled clerestory running length of the ridge line
- masonry wall structure, common bond brick, with articulated brick piers
- (repeating) arched door and window openings.
- corbelled brick arches over door and window openings
- brick sills
- wood-framed, multi-lite, sash windows, with fixed upper sash, operable lower sash, on first story.
- wood-framed, multi-lite, sash windows, operable on second story
- corrugated metal roof
- roof vents, conical
- tracks
- vent grilles
- cast iron tie ends, anchors and anchor plates, and bolts
- remnant cast iron hardware, pintles (upright pivot hinge), other hinges and hooks
- attached ladder
- gabled wood bridge connection to Car Machine Shop

Planing Mill Interior - First Floor (Level)

- masonry walls brick, painted white.
- engaged masonry (brick) pilasters, painted white.
- long span trusses
- exposed second floor framing
- wood posts and brackets
- suspended, gravity-operated steel fire door
- concrete floor

- tracks, two sets
- large open interior space (open space incorporates all levels/floors)
- extent mechanical equipment

Planing Mill Interior - Second Floor (Level)

- masonry walls brick, painted white
- engaged masonry (brick) pilasters, painted white
- corrugated metal roof decking above ceiling
- roof framing and long span truss system
- wood posts and brackets, decking
- second floor ceiling, tongue-and-groove
- wood flooring
- wood wall sheathing painted white and green.
- wood-framed partition walls and office partitions.
- wood-framed casework and closets.
- suspended, gravity-operated steel fire doors
- swinging doors, half-glazed, pair
- cast iron fire protection threshold
- attic truss system and wood floor/framing

While the information above lists character-defining features by “floor,” none of the buildings have interior floors, with the exception of the Privy. They are large open spaces, which is a significant character-defining feature of the buildings. The extant mechanical equipment, including cranes, are also character-defining features.

Privy - Exterior

- free-standing building with four symmetrical elevations
- gabled roof form
- boxed metal eaves
- masonry wall structure, common bond brick, with articulated brick piers
- stucco finish
- corbelled brickwork at cornice
- (repeating) arched door and window openings.
- recessed door and window openings.
- projecting sills
- wood-framed, multi-lite, sash windows, operable.
- connection to Planing Mill, wood-framed decking
- louvered vents in gable ends
- cast iron tie ends, bolts
- timber roofing members
- metal roof deck
- recessed vertical panels and moldings
- wood sash, double-hung windows
- segmented arched windows with projecting sills
- horizontal encircling belt course

Privy - Interior

- masonry walls brick, painted white.
- wood door and window surrounds
- exposed wood framing/rafters at ceiling
- large interior open space
- extant mechanical equipment

Car Shop No. 3 - Exterior

- double clerestory with low-pitched gabled roof and parapet
- lower level masonry wall structure, common bond brick, with articulated brick piers
- (repeating) arched door and window openings.
- tower, hipped (pyramidal) roof, with corrugated sheet metal siding
- wood “keystones” with painted numbers at each bay
- corbelled brick arches over door openings
- brick sills (west elevation)
- narrow lancet windows
- protective cast iron plates over sills
- wood-framed, multi-lite, sash windows, two-over-two, double-hung.
- wood-framed, multi-lite, clerestory windows.
- wood sash windows, multi-lite (west elevation).
- wood doors, large, squared openings, with diagonal framing.
- construction and inset doors (west elevation)
- concrete lintels (west elevation)
- corrugated metal roof and wall sheathing at elevator tower
- roof vents, conical caps
- exterior metal wall sheathing at second floor
- projecting fire walls, brick
- freestanding, gabled south wall, brick, with ghosted features and infilled arched door and window openings.
- suspended, gravity-operated steel fire doors (south elevation)
- tracks
- attached ladder
- cast iron tie ends, anchors and anchor plates, and bolts
- remnant cast iron hardware, pintles (upright pivot hinge), other hinges and hooks

Car Shop No. 3 Interior - First Floor (Level)

- masonry walls brick, painted white and green
- engaged masonry (brick) pilasters, painted white
- roof framing and tension rod truss system
- ceiling framing/rafters
- wood posts and brackets
- crane, overhead with tracks
- concrete floor
- office partition walls with multi-lite glazing).
- Tracks

- large open interior space (open space incorporates all levels/floors)
- extent mechanical equipment

Car Shop No. 3 Interior - Second Floor (Level)

- masonry walls brick, painted white and green
- engaged masonry (brick) pilasters, painted white
- wood deck roof sheathing
- roof framing and long span truss system
- wood posts and brackets, decking
- wood flooring
- wood-framed partition walls and office partitions
- wood-framed casework and closets.

While the information above lists character-defining features by "floor," none of the buildings have interior floors, with the exception of the Privy. They are large open spaces, which is a significant character-defining feature of the buildings. The extant mechanical equipment, including cranes, are also character-defining features.

Blacksmith Shop - Exterior

- concrete walls with articulated piers, formwork markings
- steel industrial sash windows, multi-lite, with horizontal pivot, operable
- concrete sills
- gabled roof with gabled clerestory
- corrugated metal siding in gabled end
- roof vents, conical
- original door, wood, hardware and strap hinges
- roof vents
- attached ladder
- remnant signage

Blacksmith Shop – Interior

- concrete walls, painted white
- concrete floor
- crane, overhead
- steel framed roof (northeast addition)
- wood trusses, wood framing
- wood columns
- hewn wood beams
- corrugated transite roofing
- mechanisms to operate clerestory windows
- large open interior space (open space incorporates all levels/floors)
- extent mechanical equipment

Paint Shop - Exterior

- free-standing building with four principal elevations
- masonry wall structure, common bond brick, with articulated brick piers
- (repeating) arched door and window openings.
- arched original door with hardware and strap hinge (west elevation, southernmost bay)
- corbelled brick arches over door and window openings
- “keystones” with painted numbers at each bay
- brick sills
- roof, multi-planed, gabled, hipped and flat
- wood-framed, multi-lite, sash windows
- vent grilles
- cast iron tie ends, anchors and anchor plates, and bolts
- remnant cast iron hardware, pintles (upright pivot hinge), other hinges and hooks
- tracks

Paint Shop Interior - First Floor (Level)

- brick walls, painted white
- corbelled brickwork below infilled openings
- engaged masonry (brick) pilasters, painted white
- interior “passage” with arched openings, infilled and/or glazed.
- interior masonry (brick) partition wall of arches (former south elevation until 1890), painted white.
- industrial sash windows (east elevation).
- wood and steel trusses
- wood posts and brackets
- concrete floor
- large open interior space (open space incorporates all levels/floors)
- Skylights

Paint Shop Interior - Second Floor (Level)

- wood and brick walls, painted white and green
- wood wall sheathing and ceiling
- wood floor
- wood partition walls
- wood casework
- wood posts and brackets
- corrugated metal roof decking
- remnant historic signage (fire escape sign)
- extent mechanical equipment

While the information above lists character-defining features by “floor,” none of the buildings have interior floors, with the exception of the Privy. They are large open spaces, which is a significant character-defining feature of the buildings. The extant mechanical equipment, including cranes, are also character-defining features.

Erecting Shop, Exterior

- brick walls
- steel framing
- metal gable roof over the Engine Rebuild Shop and Component Rebuild Shop
- metal deck roof of the Erecting Bays
- parallel roof systems
- gambrel roof at north end
- gabled clerestory with multi-paned windows.
- exterior articulated bays with arched multi-paned windows and brick pilasters
- brick moldings
- shallow stepped cornice
- double-hung windows with cast iron sills.
- large rectangular windows and articulated bays at east end

Erecting Shop, Interior

- cast iron posts with paired brackets
- exposed wood truss system
- interior bays
- large interior open space (open space incorporates all levels/floors)
- extant mechanical equipment

Boiler Shop, Exterior

- corrugated metal siding
- gable roof
- shed roof extensions on east and west elevations
- window openings
- signage

Boiler Shop, Interior

- wood framed construction
- wood truss ceiling
- large interior open space (open space incorporates all levels/floors)
- extant mechanical equipment
- signage

Turntable

- circular shape
- concrete pit
- tracks
- steel framework
- table
- metal cab

Transfer Table Pits, between the Boiler Shop and the Erecting Shop

- Rectangular concrete bed slightly recessed below ground
- Footprint measuring 70 feet wide and 544 feet long
- Location between the Boiler Shop and Erecting Shop
- Four sets of parallel slots and rail

Site Features/Artifacts

- Shed/Firing Line, North of Boiler Shop.
- Control Booth, North of Boiler Shop, north of firing line shed.
- Roundhouse brick foundation-remnant. North of Boiler Shop, north of firing line shed, running in a east-west direction
- Line of Poles. East side of the Erecting Shop.
- Turntable and associated pit and tracks. North of Erecting Shop.
- Three sets of turntable tracks. North of Erecting Shop
- Turntable pit. North of Erecting Shop
- Pipe, Riveted and Sautered. North elevation of Car Machine Shop.
- Water Tank. Northeast of Site
- R-used Tank Car. East of Paint Shop
- Tower for Overhead Wires. South end of Transfer Table between Car Shop No. 3 and Paint Shop
- Anvil/Hammer from Blacksmith Shop. South of Blacksmith and Erecting Shops in area proposed as site of line relocation
- Crane. West Elevation of Car Shop No. 3.
- Air Reservoir. West Elevation of Car Shop No. 3.
- Tracks and Alignments. Run from interior of Car Shop No. 3 east west, across “plaza” into corresponding bay of the Erecting Shop and thru to the Boiler Shop and Paint Shop.

ORDINANCE NO. ___

Adopted by the Sacramento City Council
Date Adopted

LISTING THE SACRAMENTO RAILYARDS WATER TOWER
AS A LANDMARK ON THE SACRAMENTO REGISTER
OF HISTORIC & CULTURAL RESOURCES

BACKGROUND

A. The city council has found "that significant aspects of the city's rich and diverse historic resources deserve recognition and preservation to foster an understanding of our heritage, and to promote the public health and safety and the economic and general welfare of the people of the city. The preservation and continued use of historic resources are effective tools to sustain and revitalize neighborhoods and business districts within the city, enhance the city's economic, cultural and aesthetic standing, its identity and its livability, marketability and urban character." (Sacramento City Code section 17.604.100.A.)

B. To this end, the city code provides a mechanism for listing landmarks, historic districts, and contributing resources on the Sacramento Register of Historic and Cultural Resources ("Sacramento Register"). Listing properties on the Sacramento Register helps to maintain and revitalize the City of Sacramento and its neighborhoods by encouraging the use and reuse of historic building and protects buildings and neighborhoods from deterioration and inappropriate alterations, all of which enhance the City's economic, cultural, and aesthetic standing.

C. To be listed as a landmark on the Sacramento Register, the city council must make the findings required by section 17.604.210.A of the city code.

D. The Sacramento Railyards Water Tower (referred to as the "Water Tower" or the "resource"), located within the Railyards Project area as shown on Exhibit A (APN # 002-0010-056-000), is eligible for listing as a landmark on the Sacramento Register because it satisfies the following requirements:

1. Criterion i: The Water Tower is associated with events that have made a significant contribution to the broad patterns of the history of the city, the region, the state or the nation (City Code section 17.604.210.A.1.a.i) – The Water Tower played a role in supporting the operation of the Sacramento railyards by providing a crucial supply of water. With its large storage capacity, the Water Tower delivered a constant and reliable source of water used throughout the facility daily and during emergencies such as fires. In turn, this allowed the Sacramento shop yard to run continually and efficiently and its employees to manufacture, maintain, and repair steam locomotives and rail cars that contributed greatly to the local,

state, and national economy. With the demolition of the majority of the Sacramento shop yard's buildings and infrastructure following its closure by the [Union Pacific Railroad], the Water Tower is a rare structural remnant of what was one of the nation's largest railroad manufacturing and repair facilities.

2. Criterion iii: The Water Tower embodies the distinctive characteristics of a type, period or method of construction (City Code section 17.604.210.A.1.a.iii) – The Water Tower is a distinctive example of a hemispherical-bottom steel water tower from the early twentieth century. It possesses the hallmark components of this specific type of water tower, including a cylindrical water tank, hemispherical bottom, conical cap, and metal truss legs. These elements were left exposed rather than enclosed in a brick or wood tower to visually emphasize its structural and engineering design. With its slender form and tall height, the structure is also a visual landmark on the landscape and currently maintains a visual connection with the Central Shops Historic District. While hemispherical-bottom water towers were widely constructed from the 1890s through the 1940s, most have been demolished. Therefore, the Water Tower at the Sacramento Railyards is regarded as a rare example of this type of water tower and as the last structural remnant of the former SPRR heavy repair and manufacturing facility.

3. Integrity Considerations: The Water Tower retains integrity of location, design, setting, materials, workmanship and association (City Code section 17.604.210.A.1.b) – The Water Tower retains sufficient integrity to convey its historic significance. The Water Tower has not been significantly altered since its construction in the early 1930s; it retains its original, cylindrical water tank, hemispherical bottom, conical roof, four truss supports, and central riser. It also retains its original ladder, catwalk, finial, balcony and railing, tie rods, and horizontal set of struts. The most substantial alteration appears to be the removal of the exterior black paint, as indicated in the Chicago Bridge & Iron Works drawings for the structure. Therefore, the Water Tower maintains integrity of design, materials, workmanship, and condition. It also maintains integrity of location having never been moved. Its integrity of setting has been diminished due to the loss of the majority of the buildings as the Sacramento shop yard. However, the Water Tower currently retains a visual and spatial connection with the Central Shops Historic District, the surviving core of eight buildings that still stand approximately 500 feet southwest of the structure.

4. Historic/Architectural Worth: The Water Tower has significant historic or architectural worth and its designation as a landmark is reasonable, appropriate and necessary to promote, protect, and further the goals and purposes of chapter of 17.604 of the city code – As explained above, the property has significant historic or architectural worth and its designation as a landmark is reasonable, appropriate and necessary to further the goals of the city's preservation program to preserve the City's rich and diverse historic resources.

E. The factors in section 17.604.210.A.2 of the Sacramento City Code, which are to be considered when determining whether to list a nominated resource on the Sacramento Register, are inapplicable to the Water Tower.

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

SECTION 1.

The city council hereby finds the following:

A. The Water Tower is eligible for listing as a landmark on the Sacramento Register because it satisfies the following requirements:

1. It is associated with events that have made a significant contribution to the broad patterns of the history of the city, the region, the state or the nation (City Code section 17.604.210.A.1.a.i);

2. It embodies the distinctive characteristics of a type, period or method of construction (City Code section 17.604.210.A.1.a.iii);

3. The resource has integrity of location, design, setting, materials, workmanship and association when judged with reference to the first requirement (City Code section 17.604.210.A.1.b); and

4. The resource has significant historic or architectural worth, and its designation as a landmark is reasonable, appropriate and necessary to promote, protect and further the goals and purposes of this chapter (City Code section 17.604.210.A.1.c).

B. The city council has considered the factors in section 17.604.210.A.2 of the city code and determined they are inapplicable to the Water Tower.

SECTION 2.

The Water Tower is hereby listed on the Sacramento Register as a landmark.

SECTION 3.

In accordance with section 17.604.220.C.2 of the city code, the following are identified as significant features and characteristics of the resource:

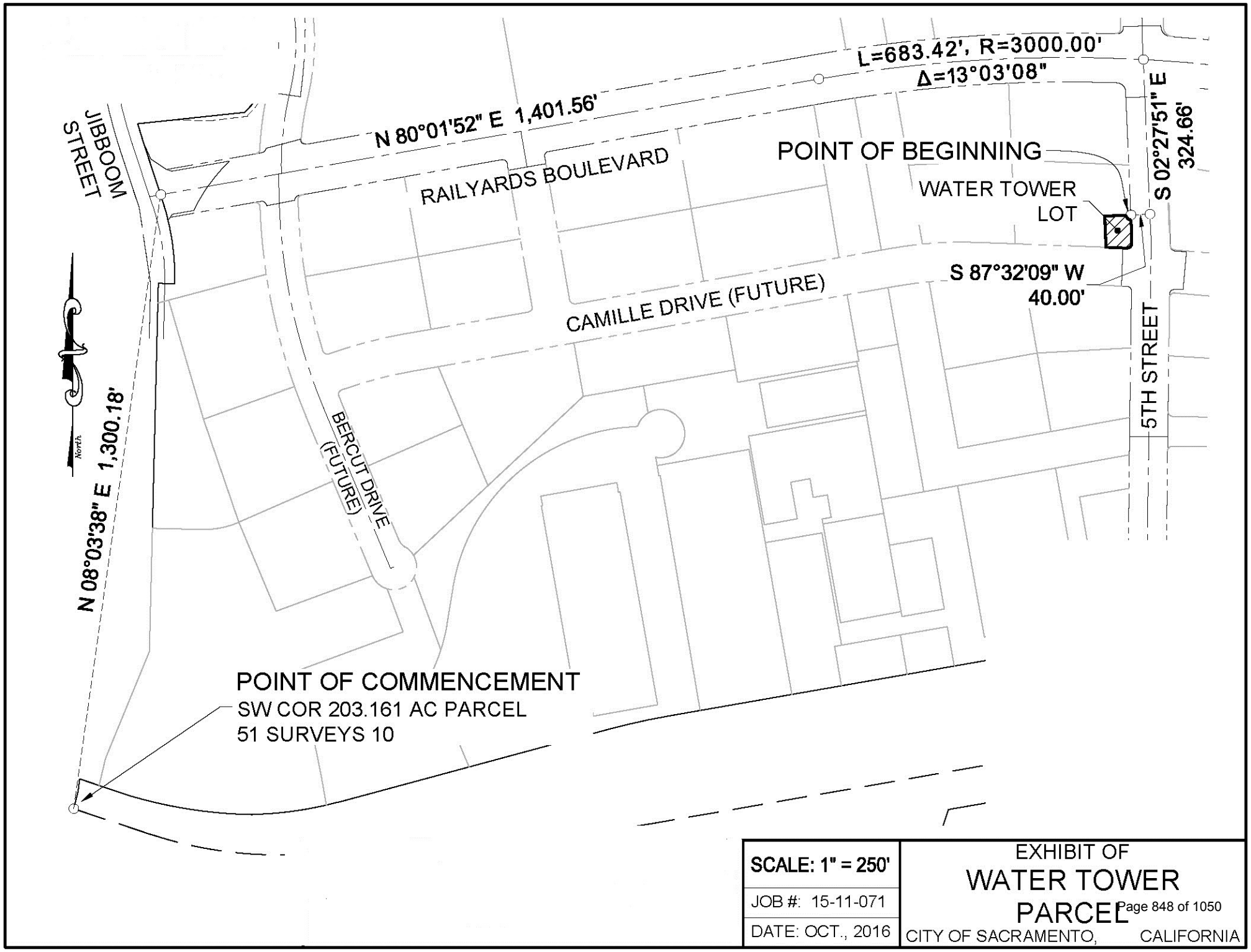
1. Riveted steel plate construction

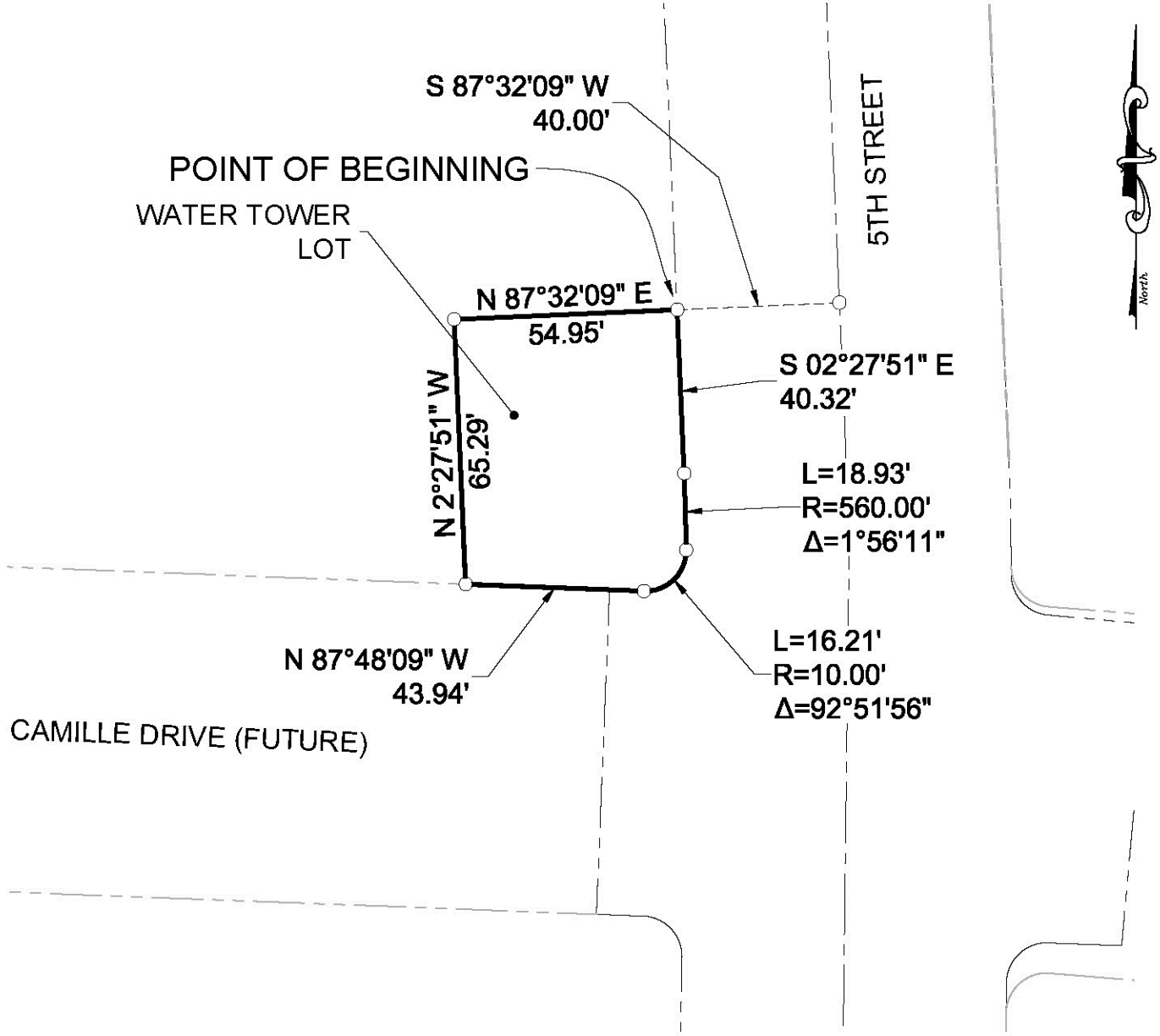
2. 100,000-gallon cylindrical tank with a hemispherical bottom and conical roof with a spherical finial

3. Metal truss supports reinforced with one set of horizontal struts and tie rods and resting on trapezoidal, board form concrete foundations
4. Balcony with metal “IXIXIXI” railing
5. Central riser
6. Three-inch overflow pipe
7. Metal ladder with cylindrical cage and catwalk extending underneath the water tank base
8. Tall, narrow form with an approximate 100-foot height
9. Visual relationship to the Central Shops Historic District
10. All metal parts painted, in either one or the other color: primer – a color comparable to Dutch Boy red; finish – black.

Table of Contents

- Exhibit A – Water Tower Location


L=683.42', R=3000.00'
Δ=13°03'08"
N 80°01'52" E 1,401.56'
JIBBOOM STREET
RAILYARDS BOULEVARD
POINT OF BEGINNING
WATER TOWER LOT
S 02°27'51" E 324.66'
S 87°32'09" W 40.00'
CAMILLE DRIVE (FUTURE)
5TH STREET
BERCUT DRIVE (FUTURE)
North
N 08°03'38" E 1,300.18'
POINT OF COMMENCEMENT
SW COR 203.161 AC PARCEL
51 SURVEYS 10
SCALE: 1" = 250'
JOB #: 15-11-071
DATE: OCT., 2016
EXHIBIT OF
WATER TOWER PARCEL
CITY OF SACRAMENTO, CALIFORNIA



SCALE: 1" = 40'	EXHIBIT OF
JOB #: 15-11-071	WATER TOWER PARCEL
DATE: OCT., 2016	CITY OF SACRAMENTO, CALIFORNIA

EXHIBIT 'A'
LEGAL DESCRIPTION
THE RAILYARDS
WATER TOWER LOT

ALL THAT REAL PROPERTY SITUATED IN THE CITY OF SACRAMENTO, COUNTY OF SACRAMENTO, STATE OF CALIFORNIA AND BEING A PORTION OF PARCEL A, AS SHOWN ON THAT MAP FILED JULY 31, 1990, IN BOOK 120 OF PARCEL MAPS, PAGE 10, SACRAMENTO COUNTY OFFICIAL RECORDS AND A PORTION OF THAT CERTAIN 203.161 ACRE PARCEL AS SHOWN ON THE MAP FILED MARCH 22, 1993 IN BOOK 51 OF SURVEYS, PAGE 10, SAID COUNTY RECORDS AND A PORTION OF PARCEL 1 AS DESCRIBED IN THAT CERTAIN DOCUMENT RECORDED SEPTEMBER 30, 2015 IN BOOK 20150930, PAGE 1633, SAID COUNTY RECORDS. MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHWEST CORNER OF SAID 203.161 ACRE PARCEL (BEING THE WESTERLY TERMINUS OF THE COURSE SHOWN AS NORTH 71°34'07" WEST, 289.99 FEET THEREOF), THENCE NORTH 08°03'38" EAST, 1300.18 FEET TO A POINT BEING THE INTERSECTION OF THE WESTERLY BOUNDARY OF SAID 203.161 ACRE PARCEL AND THE CENTERLINE OF RAILYARDS BOULEVARD; THENCE ALONG SAID CENTERLINE, NORTH 80°01'52" EAST, 1,401.56 FEET; THENCE TO THE RIGHT ALONG THE ARC OF A TANGENT CURVE, CONCAVE TO THE SOUTH, HAVING A RADIUS OF 3,000.00 FEET, A CENTRAL ANGLE OF 13°03'08", AND AN ARC LENGTH OF 683.42 FEET TO THE INTERSECTION OF SAID RAILYARDS BOULEVARD AND 5TH STREET; THENCE ALONG THE CENTERLINE OF 5TH STREET, SOUTH 02°27'51" EAST, 324.66 FEET; THENCE LEAVING SAID CENTERLINE, SOUTH 87°32'09" WEST, 40.00 FEET TO A POINT IN THE WEST RIGHT-OF-WAY OF SAID 5TH STREET AND THE TRUE **POINT OF BEGINNING** OF THIS DESCRIPTION**;** THENCE FROM SAID **POINT OF BEGINNING** ALONG SAID RIGHT-OF-WAY THE FOLLOWING THREE (3) COURSES AND DISTANCES:

1) SOUTH 02°27'51" EAST, 40.32 FEET;
2) ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT, CONCAVE TO THE WEST HAVING A RADIUS OF 560.00 FEET, A CENTRAL ANGLE OF 01°56'11" AND AN ARC LENGTH OF 18.93 FEET;
3) ALONG THE ARC OF A COMPUND CURVE TO THE RIGHT, CONCAVE TO THE NORTHWEST HAVING A RADIUS OF 10.00 FEET, A CENTRAL ANGLE OF 92°51'56" AND AN ARC LENGTH OF 16.21 FEET;

THENCE CONTINUING ALONG SAID RIGHT-OF-WAY AND A PROJECTION THEREOF, NORTH 87°48'09" WEST, 43.94 FEET; THENCE LEAVING SAID PROJECTION, NORTH 02°27'51" WEST, 65.29 FEET; THENCE, NORTH 87°32'09" EAST, 54.95 FEET TO THE **POINT OF BEGINNING**.

CONTAINING 3,680 SQUARE FEET, MORE OR LESS.

Teresa Haenggi

From: John Hodgson <jhodgson@thehodgsoncompany.com>
Sent: Monday, October 24, 2016 8:40 AM
To: Teresa Haenggi
Subject: Support of Sacramento Railyards (P15-040)

Ms. Haenggi,

I write in support of the Railyards Project that is being heard this evening at the Planning & Design Commission. This project is vital to both downtown Sacramento and the Sacramento Region. The amount of effort and outreach demonstrated by the applicants should be commended. The proposed changes in the Railyards Project are appropriate and timely in light of today's market.

This project supports the 2035 General Plan goals and policies and is consistent with the City's general plan goals; it encourages restoration and reuse of historic structures; it provides needed housing in the City's urban core; it creates jobs and it provides the approvals for a new MLS stadium.

Please add my name as a strong supporter of this Project. I urge its approval at tonight's Commission meeting.

John Hodgson
The Hodgson Company
2514 Chinatown Alley
Sacramento, Ca 95816
916-548-8554
jhodgson@thehodgsoncompany.com
www.thehodgsoncompany.com

UNITE HERE LOCAL 49

1796 Tribute Road, Suite 200 • Sacramento, California 95815
Telephone (916) 564-4949 • FAX (916) 564-4950

October 24, 2016

Scott Johnson, Associate Planner
Community Development Department
City of Sacramento
300 Richards Boulevard, 3rd Floor
Sacramento, CA 95811

Dear Mr. Johnson:

I have reviewed the Final Subsequent Environmental Impact Report (FSEIR) for the Railyards Specific Plan Update, KP Medical Center, MLS Stadium, & Stormwater Outfall (P15-040). As you know, I submitted a comment on behalf of UNITE HERE Local 49 during the public comment period on the Draft SEIR, which is included in the "Comments and Responses" section of the FSEIR. Unfortunately, the FSEIR's response to my comment fails to respond to the substance of my objections in numerous ways, detailed below, and the SEIR continues to lack adequate disclosure, consideration, and mitigation of the project's greenhouse gas and climate change impacts.

The fundamental problem with the SEIR's approach to analyzing the project's impact on climate change is that it abuses the streamlining procedure established by CEQA Guidelines section 15183.5(b). The SEIR's greenhouse gas and climate change analysis of the project depends on the project's purported consistency with the climate change policies of the City's 2035 General Plan. However, the SEIR neither demonstrates that the project as proposed is consistent with those policies, nor ensures that its implementation will be consistent with them. The FSEIR's response to my comment and the minor amendments to the text of the SEIR do not adequately address this problem.

The concept of section 15183.5(b) is that agencies can avoid having to quantify the greenhouse gas emissions of every single action they take by establishing a "plan for the reduction of greenhouse gas emissions" that includes specific measures, with quantifiable performance standards, that, if incorporated into the agency's future actions, will ensure that the cumulative effect of such actions will meet the agency's overall greenhouse gas reduction goals. In other words, the EIR for a particular development project can analyze the project's consistency with the established plan rather than painstakingly quantifying the greenhouse gas emissions the project would have and then attempting to assess how such emissions will contribute to the overall global problem of climate change.

In order for this to work, each EIR that makes use of the plan must have a mechanism to ensure that the project analyzed by the EIR will actually conform to the goals and policies of the plan. As such, section 15183.5(b)(2) stipulates that

> *An environmental document that relies on a greenhouse gas reduction plan for a cumulative impacts analysis must identify those requirements specified in the plan that apply to the project, and, if those requirements are not otherwise binding and enforceable, incorporate those requirements as mitigation measures applicable to the project.*

If every EIR does this, the cumulative effect of the agency's action should meet the goals of the plan. If they do not, the plan will have no practical effect. (If a particular project cannot meet the standards established by the plan, the agency can still decide to undertake the project, but the EIR must perform a standard project-specific greenhouse gas analysis rather than taking advantage of the streamlined process established by section 15183.5(b).)

In the case of the Railyards project, the relevant policies of the 2035 General Plan are not enforceable on future projects within the Railyards Specific Plan area unless the SEIR includes appropriate mitigation measures. The SEIR includes no mitigation measures related to greenhouse gas emissions or climate change. As such, it plainly fails to meet this explicit requirement of section 15183.5(b)(2). What follows is a point-by-point explanation of the ways in which the SEIR fails to demonstrate or ensure the project's consistency with the climate policies of the General Plan.

Item 1

The SEIR makes use of a document called the "Climate Action Plan Consistency Review Checklist" (attached) to analyze the project's consistency with the climate policies of the General Plan. The first item on the Checklist asks whether the project is "substantially consistent with the City's over-all goals for land use and urban form, allowable floor area ratio (FAR) and/or density standards in the City's 2035 General Plan, as it currently exists."

The current Land Use Element of the General Plan designates most of the project area as either Urban Center High or Urban Neighborhood High. The project proposes to change that designation to Central Business District for most of the site. The density and FAR standards for the Central Business District land use designation are significantly different from those of the Urban Center High and Urban Neighborhood High designations. For example, the Central Business District allows a maximum FAR of 15, while the existing designations both allow for a maximum FAR of only 8. The Central Business District allows for a maximum residential density of 450 units per acre, while the existing designations allow for only 250 units per acre. (The proposed C-2 and C-3 zoning designations have the same maximums as the General Plan's Central Business District designation.)

It should be obvious that a project cannot be considered consistent with the General Plan's FAR and density standards *as they currently exist* if it proposes to change an area's General Plan land use designation to one with significantly different FAR and density standards. The FSEIR's response to my comment letter discusses the alleged advantages of the proposed rezoning, but does not address this fundamental inconsistency. Because the project does not conform to this item of the Checklist, it is not eligible for the streamlining procedure established by section 15183.5(b), and the EIR must include a more comprehensive project-specific analysis of greenhouse gas emissions.

Item 2

The second item of the Checklist pertains to traffic-calming measures. The DSEIR claimed incorrectly that this item did not apply to the project. In response to my comment letter, the FSEIR acknowledges that the item does apply to the project, and makes changes to the text of the SEIR stating that various traffic-calming measures will be incorporated into the Railyards circulation system. However, the SEIR still fails to ensure that this will be the case. While the draft Specific Plan states that "Development of all streets within the Plan Area will conform to the City of Sacramento's Grid 3.0, *Traffic Calming Guidelines* and *Pedestrian Friendly Street Standards*," the SEIR does not ensure this by including such conformance as a required mitigation measure. The documents cited—in particular, the *Traffic Calming Guidelines*—consist mostly of general guidelines, not enforceable requirements. As such, per the requirement of section 15183.5(b)(2), quoted above, the SEIR must include mitigation measures that specifically require conformance with these standards.

Items 3 and 4

The third and fourth items on the Checklist pertain to consistency with Sacramento's *Pedestrian Master Plan* and *Bikeway Master Plan*, respectively. The SEIR's deficiency in these areas is essentially the same as its deficiency with respect to traffic-calming standards, as described above. Although the SEIR describes various ways in which the RSPU is intended to incorporate pedestrian- and bicycle-friendly features, it does not ensure consistency with the two plans by including the relevant features as required mitigation measures. As a result, many of the policies of the two plans will not be enforceable, and the SEIR does not meet the requirement of section 15183.5(b)(2).

Item 5

The fifth item on the Checklist requires the on-site generation of 15% of the project's energy needs through renewable energy sources. Unlike the 2012 Climate Action Plan, the 2035 General Plan allows for an alternative to on-site renewable energy generation: "an equivalent energy savings from energy efficiency improvements that exceed minimum code requirements" (2035 General Plan, Table 4-2). Although the General Plan calls for the City to incorporate these requirements into the Planning and Development Code, the City has not done so, and thus the standards are not enforceable, absent specific mitigation measures included in the SEIR. (The site plan and design

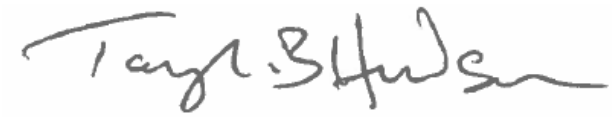
review process established by the Planning and Development Code includes consideration of renewable energy generation and energy efficiency, but no specific requirements.) My comment letter pointed out that the proposed project includes neither of these two requirements for future development in the Railyards Specific Plan area, or even for the Kaiser Permanente hospital or MLS stadium which are seeking entitlements now. The DSEIR acknowledges that the project will not meet the renewable energy generation standard, but offers an illogical and speculative argument that it will meet the energy efficiency standard, which my comment letter pointed out.

The FSEIR's response to my comment refers to the State of California's ambitious energy efficiency goals and touts the energy efficiency that may be achieved by future development in the Railyards due to compliance with whatever State standards apply during the relevant time periods. But the FSEIR completely fails to address the fact that, under the current project description, none of the development contemplated by the SEIR will be required to generate 15% of its energy needs through on-site renewable energy systems, or to include equivalent energy savings through energy efficiency features *that exceed minimum code requirements*. The fact that the State's future code requirements are likely to exceed the current code requirements is irrelevant. Simple logic dictates that the SEIR cannot assume energy efficiency "that exceed[s] minimum code requirements," on the basis that future projects will be required to comply with minimum code requirements. Although the project descriptions for the Kaiser Permanente Hospital and MLS stadium cite goals and targets related to renewable energy and energy efficiency, in both cases the project description notes that the specifics of building design are not yet known, and the SEIR proposes no mitigation measures to ensure the necessary levels of renewable energy generation or energy efficiency. As a result, the project is not consistent with this item of the Checklist, and the SEIR cannot make use of the streamlining procedure established by section 15183.5(b).

Conclusion

In light of the project's inconsistencies, detailed above, with the climate policies and standards of the 2035 General Plan, we respectfully request that the SEIR be revised to include a proper analysis of the greenhouse gas and climate change impacts of the project, as well as appropriate mitigation measures.

Sincerely,



Ty Hudson
Research Analyst

City of SACRAMENTO
Community Development

300 Richards Blvd., 3rd Floor
Sacramento, CA 95811

Help Line: 916-264-5011
CityofSacramento.org/dsd

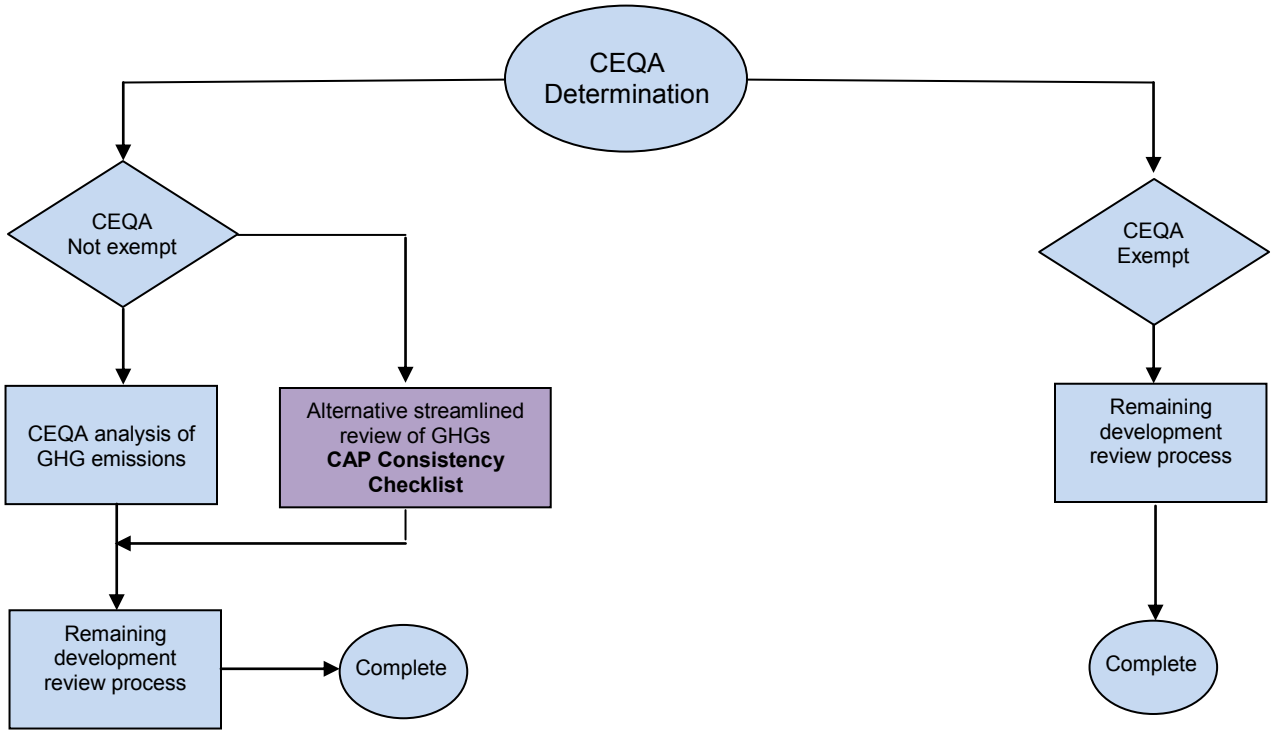
CLIMATE ACTION PLAN – CONSISTENCY REVIEW CHECKLIST

The purpose of the Climate Action Plan Consistency Review Checklist (CAP Consistency Review Checklist) is to provide a streamlined review process for proposed new development projects which are subject to discretionary review and trigger environmental review pursuant to the California Environmental Quality Act (CEQA)..

CEQA Guidelines require the analysis of greenhouse gas (GHG) emissions and potential climate change impacts from new development. The Sacramento Climate Action Plan qualifies under section 15183.5 of the CEQA Guidelines as a plan for the reduction of GHG emissions for use in cumulative impact analysis pertaining to development projects. This allows projects that demonstrate consistency with the CAP to be eligible for this streamlining procedure. Projects that demonstrate consistency with the CAP and the Sacramento 2030 General Plan may be able to answer "No additional significant environmental effect" in the City's initial study checklist. Projects that do not demonstrate consistency may, at the City's discretion, prepare a more comprehensive project-specific analysis of GHG emissions consistent with CEQA requirements. (See FAQ about the CAP Consistency Review Checklist for more details.)

The diagram below shows the context for the CAP Consistency Review Checklist within the planning review process framework.

Streamlined Review of GHG Emissions in Development Projects



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CLIMATE ACTION PLAN – CONSISTENCY REVIEW CHECKLIST

Application Submittal Requirements

1. The CAP Consistency Review Checklist is required only for proposed new development projects which are subject to CEQA review (non-exempt projects)
2. If required, the CAP Consistency Review Checklist must be submitted in addition to the basic set of requirements set forth in the Universal Application and the Planning Application Submittal Matrix.
3. The applicant shall work with staff to meet the requirements of this checklist. These requirements will be reflected in the conditions of approval and/or mitigation measures.
4. All conditions of approval and mitigation measures from this checklist shall be shown on full-size sheets for building plan check submittals.

Application Information

Project Number: _____

Address of Property: _____

Was a special consultant retained to complete this checklist? ☐ Yes ☐ No. If yes, complete following

Consultant Name*: _____

Company: _____

Phone: _____ E-Mail: _____

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CAP Consistency Checklist Form for Projects that are Not Exempt from CEQA

Checklist Item (Check the appropriate box, and provide explanation for your answer).	Yes	No*
1. Is the proposed project substantially consistent with the City's over-all goals for land use and urban form, allowable floor area ratio (FAR) and/or density standards in the City's 2035 General Plan, as it currently exists?		
Please explain how proposed project compares to 2035 General Plan with respect to density standards, FAR, land use and urban form. (See directions for filling out CAP Checklist)		

2. Would the project incorporate traffic calming measures? *(Examples of traffic calming measures include, but are not limited to: curb extensions, speed tables, raised crosswalks, raised intersections, median islands, tight corner radii, roundabouts or mini-circles, on-street parking, planter strips with street trees, chicanes/chokers.)*	Yes	NA
Please explain how the proposed project meets this requirement (list traffic calming measures). If "not applicable" (NA), explain why traffic calming measures were not required.		

*If "No", equivalent or better GHG reduction must be demonstrated as part of the project and incorporated into the conditions of approval.

Note: Requirements from this checklist should be incorporated into the conditions of approval, and shown on the full-size plans submitted for building plan check.

	Checklist Item (Check the appropriate box, and provide explanation for your answer).	Yes	NA
3.	Would the project incorporate pedestrian facilities and connections to public transportation consistent with the City's Pedestrian Master Plan?		
	Please explain how the proposed project meets this requirement. If "not applicable" (NA), explain why this was not required.		

		Yes	NA
4.	Would the project incorporate bicycle facilities consistent with the City's Bikeway Master Plan, and meet or exceed minimum standards for bicycle facilities in the Zoning Code and CALGreen?		
	Please explain how the proposed project meets this requirement. If "not applicable" (NA), explain why this was not required.		

*If "No", equivalent or better GHG reduction must be demonstrated as part of the project and incorporated into the conditions of approval.

Note: Requirements from this checklist should be incorporated into the conditions of approval, and shown on the full-size plans submitted for building plan check.

	Checklist Item (Check the appropriate box, and provide explanation for your answer).	Yes	No*	NA
5.	For residential projects of 10 or more units, commercial projects greater than 25,000 square feet, or industrial projects greater than 100,000 square feet, would the project include on-site renewable energy systems (e.g., photovoltaic systems) that would generate at least a minimum of 15% of the project's total energy demand on-site? (CAP Actions: 3.4.1 and 3.4.2)			
	Please explain how the proposed project meets this requirement. If "not applicable" (NA), explain why this was not required. If project does not meet requirements, see DIRECTIONS FOR FILLING OUT CAP CONSISTENCY REVIEW CHECKLIST re: alternatives to meeting checklist requirements. Attach a copy of the CalEEMod input and output. Record the model and version here _____. Do NOT select the "use historical" box in CalEEMod for energy demand analysis related to this requirement.			

		Yes	NA
6.	Would the project (if constructed on or after January 1, 2014) comply with minimum CALGreen Tier I water efficiency standards?		
	Please explain how the proposed project meets this requirement. If "not applicable" (NA), explain why this was not required.		

*If "No", equivalent or better GHG reduction must be demonstrated as part and incorporated into the conditions of approval.
Note: Requirements from this checklist should be incorporated into the conditions of approval, and shown on the full-size plans submitted for building plan check.

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Community Development

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Certification

I hereby certify that the statements furnished above and in the attached exhibits present the data and information required for this initial evaluation to the best of my ability and that the facts, statements and information presented are true and correct to the best of my knowledge and belief.

Signature: _____ Date: _____

DIRECTIONS FOR FILLING OUT CAP CONSISTENCY REVIEW CHECKLIST

General Plan Consistency & Sustainable Land Use

1. **Is the proposed project substantially consistent with the land use and urban form designation, allowable floor area ratio (FAR) and/or density standards in the City's 2035 General Plan?**

   Consistency with the General Plan land use and urban form designation, FAR and/or density standards is a key determining factor in whether or not the CAP Consistency Review procedure can be used. This is because future growth and development consistent with the General Plan was used to estimate business as usual emission forecasts, as well as emission reductions from actions that would be applicable to new development.

   Refer to the 2035 General Plan, Land Use and Urban Form Designations and Development Standards starting on page 2-29. If a project is not fully consistent with the General Plan, the project still may qualify for consistency with the CAP, but this determination will need to be closely coordinated with the City. The City will determine whether the proposed land uses under consideration could be found consistent with the growth projections and assumptions used to develop the GHG emissions inventory and projections in the CAP.

Mobility

2. **Would the project incorporate traffic calming measures? (Applicable CAP Action: 2.1.1)**

   List the traffic calming measures that have been incorporated into the project. These may include, but are not limited to: curb extensions, speed tables, raised crosswalks, raised intersections, median islands, tight corner radii, roundabouts or mini-circles, on-street parking, planter strips with street trees, chicanes/chokers.

   The project proponent and City staff should consult with staff in the Department of Public Works-Transportation Division to verify that traffic calming measures are adequate and in compliance with the City's Street Design Standards.

   If the proposed project does not include any roadway or facility improvements, traffic calming measures may not apply. For example, certain infill projects may not result in on-street or transportation facility improvements because sufficient infrastructure already exists.

3. **Would the project incorporate pedestrian facilities and connections to public transportation consistent with the City's Pedestrian Master Plan? (Applicable CAP Action: 2.2.1)**

   List the pedestrian facilities and connections to public transportation that have been included in the proposed project on the Checklist. These may include, but are not limited to: sidewalks on both sides of streets, marked crosswalks, count-down signal timers, curb extensions, median islands, transit shelters, street lighting.

   The project proponent and City staff should consult with Department of Public Works-Transportation Division staff to verify that pedestrian facilities are consistent with the Pedestrian Master Plan. As in the previous example, if "not applicable", an explanation shall be documented in the Checklist. For example, certain infill projects may not require on-street or transportation facility improvements because sufficient infrastructure already exists.

The "Pedestrian Review Process Guide" (Appendix A to the Master Plan) will be used to determine consistency, as follows:

- For typical infill development projects where existing streets will serve the site (no new streets are proposed): the level of pedestrian improvements necessary to determine Pedestrian Master Plan consistency will be measured according to the "Basic, Upgrade or Premium" categories defined in Appendix A to the Pedestrian Master Plan, which are based on project location, surrounding land uses, proximity to transit, etc. If the proposed project does not include the minimum level of improvements per the assigned category for the project's location, the project will be required as a condition of approval to include appropriate features, per the approval of the Department of Public Works-Transportation Division.

- For new "greenfield" projects and/or larger infill development projects where new streets are proposed as part of the project, the following will apply:
    - "Basic, Upgrade or Premium" levels of improvement will be required based on the proposed project's location and context, where applicable, consistent with the criteria defined in the Master Plan. If the proposed project does not include the minimum level of improvements per the assigned category, the

      project will be required as a condition of approval to include appropriate features, per the approval of the Department of Public Works-Transportation Division.
    - The "Pedestrian Smart Growth Scorecard" (Appendix A to the Master Plan) will be required to be completed for the project, and a minimum score of 3 or better will need to be achieved. If the proposed project cannot achieve the minimum score, changes to the proposed project may be required, and/or the project may be required as a condition of approval to include certain improvements such that the average score will meet 3 or better. (Note: an Excel version of the Pedestrian Smart Growth Scorecard is available, to assist in automating the rating & scoring process)

4. Would the project incorporate bicycle facilities consistent with the City's Bikeway Master Plan, and meet or exceed minimum standards for bicycle facilities in the Zoning Code and CALGreen? (Applicable CAP Action: 2.3.1)

List the bicycle facilities that are incorporated into the proposed project on the Checklist. These include, but are not limited to: Class I bike trails and Class II bike lanes connecting the project site to an existing bike network and transit stations, bike parking [bike racks, indoor secure bike parking, bike lockers], end-of-trip facilities at non-residential land uses [showers, lockers]).

The project proponent and City staff should consult with staff in the Transportation Division of the Department of Public Works to verify that such facilities are consistent with the Bikeway Master Plan and meet or exceed Zoning Code and CALGreen standards. Generally, the following guidelines will be used:

- If existing on-street and off-street bikeways are already present and determined to be consistent with the Bikeway Master Plan, no additional on-street bikeways will be required. Check the "not applicable" box if appropriate. However, on-site facilities shall still be required to meet or exceed minimum Zoning and CALGreen requirements.
- If not applicable, fully document the reasons why using the Checklist.

- If on-street bicycle facilities are not present or are only partially consistent with the Master Plan, the project will be required as a condition of approval to construct or pay for its fair-share of on-street and/or off-street bikeways described in the Master Plan, in addition to meeting or exceeding minimum on-site facilities.
- In some cases, a combination of new or upgraded on-street and off-street bikeways may be used to determine consistency with the Master Plan, at the discretion of the Department of Public Works-Transportation Division staff.

Energy Efficiency and Renewable Energy

5. **For residential projects of 10 or more units, commercial projects greater than 25,000 square feet, or industrial projects greater than 100,000 square feet, would the project include on-site renewable energy systems (e.g., solar photovoltaic, solar water heating etc.) that would generate at least 15% of the project's total energy demand? (CAP Actions: 3.4.1 and 3.4.2)**

For projects of the minimum size specified in this measure, a commitment in the project description or in a mitigation measure that the project shall generate a minimum of 15% of the project's energy demand on-site is sufficient to demonstrate consistency with this measure. However, the project conditions of approval or mitigation measures should specify the intended renewable energy technology to be used (e.g. solar photovoltaic, solar water heating, wind, etc.) and estimated size of the systems to meet project demand based on the project description.

"Total energy demand" refers to the energy (electricity and natural gas) consumed by the built environment (including HVAC systems, water heating systems, and lighting systems) as well as uses that are independent of the construction of buildings, such as office equipment and other plug-ins.

Applicants may estimate the total energy demand of their projects using California Emissions Estimator Model (CalEEMod 2013.2), the same software used to estimate greenhouse gas emissions. ***For CalEEMod estimates of energy demand to meet this specific requirement, the user should NOT select the "use historical" box, otherwise they will be "double-counting" emissions reductions that have already been counted***. CalEEMod outputs for electricity demand are provided in annual kWh, and natural gas demand is provided in annual kBTU.

The energy demand estimate by CalEEMod is based on two datasets:

- The California Commercial End Use Survey (CEUS);
- The Residential Appliance Saturation Survey (RASS

CalEEMod takes energy use intensity data (above) and forecasts energy demand based on climate zone, land use subtype (such as "hospital", "arena", or "apartments, mid rise"), building area, and the number of buildings or units. This is an appropriate level of analysis for use at the planning submittal stage, but it may not provide an accurate picture of actual project energy demand because it does not factor project specifics such as building design.

Therefore, the applicant is advised (but not required) to run a more comprehensive energy simulation once project-specific details are known: basic building design, square-footage, building envelope, lighting design (at least rudimentary), and the mechanical system (at least minimally zoned). Some of the energy simulation programs that are appropriate for this level of analysis include: DOE 2.2, Trace 700, and Energy Pro.

The U.S. DOE maintains a list of energy simulation programs that are available.
http://apps1.eere.energy.gov/buildings/tools_directory/subjects.cfm/pagename=subjects/pagename_menu=whole_building_analysis/pagename_submenu=energy_simulation

The applicant may then revise the estimate and make a final determination regarding the size of the PV system that is required.

Substitutions: Projects may substitute a quantity of energy efficiency for renewable energy, as long as the substituted GHG reduction does not "double count" GHG reductions already taken by the CAP. In other words, substitutions must reduce GHG emissions from the project beyond what is already accounted for in the CAP (to avoid double-counting).

- Additional mitigation may include equivalent or better GHG reduction from individual measures or a combination of:
- In lieu of installing PV systems that would generate 15% of the projects total energy, the project may exceed energy efficiency standards of Title 24, part 6 of the California Building Code, such as building to CALGreen Tier 1 energy standards. (Residential projects shall exceed the 2013 Title 24 energy efficiency by a minimum of 10% and commercial projects shall exceed 2013 Title 24 energy efficiency by a minimum of 5%).

6. Would the project comply with minimum CALGreen Tier I water efficiency standards? (CAP Action: 5.1.1)

The California Green Building Standards Code (CALGreen) includes mandatory green building measures, as well as voluntary measures that local jurisdictions may choose to adopt to achieve higher performance tiers, at either Tier 1 or Tier 2 compliance levels. Sacramento has adopted Tier 1 Water Efficiency Standards to be required on or after January 1, 2014 Currently, in order to meet the Tier 1 Water Efficiency Standards, buildings are required to implement all mandatory water efficiency and conservation measures as well as certain Tier 1 specific measures that exceed minimum mandatory measures (e.g. 30% increase in indoor water efficiency). Specific Tier 1 provisions can be found in the CALGreen Code at http://www.bsc.ca.gov/Home/CALGreen.aspx.

The City recognizes that project construction details are often not known at the environmental review stage, and it may be premature for a project proponent to identify compliance with precise requirements of CALGreen. A condition of approval requiring the project to comply with minimum CALGreen Tier 1 water efficiency and conservation standards is sufficient to demonstrate consistency with this criterion.

Planning approval of your project will include the following condition:
Project must meet CALGreen Tier 1 water efficiency and conservation standards. Copies of the appropriate CalGreen checklist (see FAQ) shall be included on the full-size sheets for building plan check submittals.

Note: Requirements from this checklist should be incorporated into the conditions of approval, and shown on the full-size plans submitted for building plan check.

THE RIVER DISTRICT

October 20, 2016

Teresa Haenggi
City of Sacramento
300 Richards Blvd.
Sacramento, CA 95811

Dear Teresa,

On behalf of The River District Board of Directors, I am writing to express support for the Sacramento Railyards Project and the amended Sacramento Railyards Specific Plan.

This project is about more than just constructing buildings in an abandoned rail yard; it will build our community, build job opportunities, build community assets, build housing opportunities, and much more.

We support the Sacramento Railyards in its goals to:

- Provide an excellent opportunity for centralized, “smart-growth,” development;
- Add important connections to the River District and adjacent neighborhoods;
- Provide improved circulation by extending the downtown grid;
- Enhance Central City connections to the American and Sacramento Rivers;
- Provide parks, open space and gathering spaces for the community;
- Provide opportunities for mixed income housing located close to job centers;
- Provide development designed to provide jobs for Sacramento residents;
- Provide opportunities for regional assets such as a Major League Soccer stadium.

The Sacramento Railyards Project has long been a dream in Sacramento. The River District looks forward to working with the Railyards team and the City of Sacramento on this Plan designed realize the dream.

Best regards,

Patty Kleinknecht

Patty Kleinknecht
Executive Director

P.O. Box 630, Sacramento, CA 95812 | info@RiverDistrict.net | (916) 321-5599 | www.RiverDistrict.net

P. O. Box 19147
Sacramento, CA 95819
October 20, 2016

Dear Sacramento Planning Commission,

As President of the East Sacramento Improvement Association, I am writing to express support for the mixed-use urban development project in the Sacramento Railyards. The once vacant, historic railyards site will become an innovative, mixed-use community with housing, office space, retail, medical uses, parks and other open spaces crucial to the Sacramento region.

The East Sacramento Improvement Association favors the Railyards' adaptive reuse of historic buildings, development of housing, use of parks and open space throughout the development, and the connections it will ultimately provide to the City and the region. The new roads already completed through the Railyards have helped to improve traffic circulation and access in downtown Sacramento.

The Railyards team has partnered with and updated our association about the project and development concepts and we are looking forward to having this vibrant new addition to downtown Sacramento. As Sacramento evolves and grows, East Sacramento Improvement Association supports projects like the Railyards that move Sacramento forward in a positive way.

Please contact me if you have any additional questions regarding our support of this project.

Sincerely,

Paul N. Noble, President
East Sacramento Improvement Association

Bardis HOMES

To City of Sacramento Planning Commissioners,

I am writing to express Bardis Homes' support for the Sacramento Railyards, a mixed-use hub for entertainment, retail, housing, office, theaters, parks, hotels, and museums. The Railyards provides a unique and desired experience that enriches the quality of life of Sacramento's Downtown.

At Bardis Homes, we strive to create and sustain a culture of modernity that satisfies the demands of 21st century living, and we feel the Railyards project falls directly in line with our vision to bring the people of Downtown Sacramento together and connect them in unexpected ways.

The Railyards plan includes an entertainment and innovation district designed to provide a variety of public amenities that will rebrand and invigorate our downtown area. Additionally, the plan for the area envisions the site to include parks and open space, a hotel, restaurants, and entertainment venues, such as the Major League Soccer stadium, that will greatly enhance our City.

Bardis Homes supports projects that will help create a sustainable and vibrant place to live, work and play. We feel the Railyards is a model endeavor that strives to do just that.

We look forward to a continuing relationship as the Railyards team moves forward with helping transition our Downtown into a vivacious place for people living in Downtown Sacramento. We hope that this project will be approved allowing our Central City to take a large step to becoming an 18-hour city.

Sincerely,

Katherine Bardis

Rachel Bardis

10630 Mather Blvd, Mather, CA 95655
P: 916.366.3665 www.bardishomes.com

SACRAMENTO METROPOLITAN
AIR QUALITY
MANAGEMENT DISTRICT

Larry Greene
AIR POLLUTION CONTROL OFFICER

October 21, 2016

Gladys Cornell
Principal
Aim Consulting
2523 J Street Suite 201
Sacramento, CA 95816

Dear Ms. Cornell:

I am writing to express the Sacramento Metropolitan Air Quality Management District's recognition of the Air Quality Benefits associated with the Railyards Specific Plan update. The average VMT generated by traffic within the project will be much lower than the regional average per-capita VMT. The project will support improvement in regional air quality by providing new residential and commercial space in a transit-rich infill environment.

The Railyards is a transit oriented development that will include extensive bus, rail, bicycle and pedestrian facilities; features which are associated with reduced vehicle trips and improved access to social, medical, employment-related, and recreational activities.[1] The project also features a high level of residential density, neighborhood serving retail, and new office/commercial space on site; features that are associated with lower obesity[2] and lower traffic injury rates[3]. District staff anticipates that the project will support regional air quality goals and SMAQMD efforts towards compliance with the State and Federal Clean Air Acts.

Sincerely,

Larry Greene
Executive Director

---

[1] Ewing R, Frank L, Kreutzer R. Understanding the Relationship between Public Health and the Built Environment:A Report to the LEED-ND Core Committee. 2006.

[2] Frank LD, Sallis J, Conway T, Chapman J, Saelens B, Bachman W. Many Pathways to Land Use and Health: Associations Between Neighborhood Walkability and Active Transportation, Body Mass Index, and Air Quality. *J Amer Planning Assoc* 2006, 72 (1): 75-87.

[3] Hadayeghi A, Shalaby AS, Persaud BN. Macrolevel accident prediction models for evaluating safety of urban transportation systems. Transportation Research Record. 2003 No. 1840:87-95.; Lovegrove GR, Sayed T. Macrolevel collision prediction models for evaluating neighborhood traffic safety. Canadian Journal of Civil Engineering. 2006; 33(5): 609-621.

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www.airquality.org

metrochamber
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Trish Rodriguez
Kaiser Permanente

John Frisch
Newmark Cornish & Carey

METRO EDGE
Christine Calvin
Crocker Art Museum

METRO PAC
Roy Brewer
Brewer Lofgren LLP

PROGRAMS & EVENTS
Carol Burger
Burger Rehabilitation Systems

SMALL BUSINESS & FARM TO FORK
Terry Harvego
Harvego Enterprises

AT-LARGE REPRESENTATIVES
Anna Ballard
Intel Corporation

Rick Heron
Western Health Advantage

Nicole Howard
SMUD

Tim Murphy
Sacramento Regional Builders Exchange

Alex Taghavian
Capitol Impact

PRESIDENT & CEO
Peter Tateishi
Sacramento Metro Chamber

October 19th, 2016

Teresa Haenggi
Associate Planner, City of Sacramento Community Development Department
Environmental Planning Services
300 Richards Boulevard, 3rd Floor
Sacramento, CA 95811-0218

Re: Railyards Letter of Support

To City Planning and Planning Commissioners:

I am writing to express the Sacramento Metro Chamber's strong support for the Sacramento Railyards, a 244-acre, urban infill, mixed-use development project in the Central City.

Building the Railyards will provide more economic prosperity and diversity to our local economy by attracting new employers while helping existing ones flourish. The Railyards will accommodate businesses with between 20,000-23,000 employees in total. With the addition of a Kaiser Permanente hospital and a Major League Soccer stadium that can accommodate up to 25,000 ticketed attendees, combined with a hub of creative office spaces and large employers, the Railyards is poised to be a major economic driver for the Sacramento Region and haven for high-paying jobs.

The Railyards will provide a unique and desired experience with approximately 700,000 square feet of retail and restaurant uses, 1,100 hotel rooms, nearly 500,000 square feet of historic/cultural uses in the Central Shops Historic District, and parks and other public uses. Lastly, the Railyards will help us achieve the audacious goal of 10,000 new housing units in downtown.

The Sacramento Metro Chamber of Commerce supports catalyzing projects that aid in the growth and economic success of our region, and the Railyards is undoubtedly one of those. We look forward to a continuing relationship as the Railyards team moves forward with helping transition our Downtown into a place with more jobs and more people living in Downtown Sacramento.

Sincerely,

Peter Tateishi
President & CEO
Sacramento Metropolitan Chamber of Commerce

Teresa Haenggi

From: Teresa Haenggi
Sent: Thursday, October 20, 2016 7:16 PM
To: Teresa Haenggi
Subject: FW: Railyards Specific Plan Update

From: Nancy Fitzpatrick [mailto:perryfitz@aol.com]
Sent: Wednesday, October 19, 2016 4:24 PM
To: Scott Johnson <SRJohnson@cityofsacramento.org>
Subject: Re: Railyards Specific Plan Update

Thank you for pointing out where I could find the response to my concern regarding a sound wall for residents along 160, as I hadn't seen it when I last emailed you. I respectfully think your analysis is flawed. I don't believe any reasonable person could conclude that the there will not be enough of an increase in traffic to warrant a sound wall. Just the vehicles travelling to the new Kaiser medical center (patients and staff) will negatively impact the noise and pollution levels on SR 160. Not to mention the hotel and residences and the MLS stadium. CalTrans did a noise study in my yard at 1:30 in the afternoon and concluded that we were well above acceptable noise levels and that we would qualify for a sound wall. However, CalTrans only provides those sound walls if they have a major construction project underway. Therefore, since the noise level is already well above acceptable levels and your project will certainly add 100s of cars each and every day, I don't know how a fair and unbiased analysis could find that we do not need a soundwall.

Nancy Fitzpatrick

-----Original Message-----
From: Scott Johnson <SRJohnson@cityofsacramento.org>
To: Nancy Fitzpatrick <perryfitz@aol.com>
Cc: Allen Warren <AWarren@cityofsacramento.org>; Mayor of the City of Sacramento, Kevin Johnson <Mayor@cityofsacramento.org>; Richard R. Rich <RRRich@cityofsacramento.org>; Teresa Haenggi <THaenggi@cityofsacramento.org>; Tom Buford <TBuford@cityofsacramento.org>
Sent: Wed, Oct 19, 2016 11:16 am
Subject: RE: Railyards Specific Plan Update

Dear Ms. Fitzpatrick,

Thank you for your additional comments. These comments will also be included as attachments to the staff report. The comments you provided during the public review period for the Draft SEIR, were included in (comment number I1) and responded to in the Final SEIR.

As provided in the email sent to you dated, October 14, 2016, the Final SEIR is available on the City's Community Development Department webpage located at the following URL: http://www.cityofsacramento.org/Community-Development/Planning/Environmental/Impact-Reports

Thank you,

Scott Johnson
City of Sacramento
Community Development Department
Environmental Planning Services
300 Richards Blvd., 3rd Floor
Sacramento, CA 95811
(916) 808-5842
srjohnson@cityofsacramento.org

From: Nancy Fitzpatrick [mailto:perryfitz@aol.com]
Sent: Wednesday, October 19, 2016 10:11 AM
To: Allen Warren <AWarren@cityofsacramento.org>; Mayor of the City of Sacramento, Kevin Johnson <Mayor@cityofsacramento.org>; Scott Johnson <SRJohnson@cityofsacramento.org>; Teresa Haenggi <THaenggi@cityofsacramento.org>; Tom Buford <TBuford@cityofsacramento.org>
Subject: Railyards Specific Plan Update

I live in Woodlake and will be directly impacted by the huge increase in traffic along 160 after the new Kaiser medical center, MLS stadium, office buildings, residential units, and hotel rooms are built in the railyards. My neighbors and I believe a soundwall should be included in this project to mitigate noise and traffic pollution.

I brought this issue up during the public comment period, but did not receive any feedback and did not see it included in the Railyards Specific Plan Update. As you are aware, this project will include:

- 6,000-10,000 dwelling units
- 514,270 sq ft of retail
- 2,757,027-3,857,027 sq ft of office use
- 771,405 sq ft of flexible mixed use
- 1,228,000 sq ft of medical campus
- 1,100 hotel rooms (keys)
- 485,390 sq ft of historic and cultural uses
- 33 acres of open space
- A soccer stadium with 19,621 seats with potential to expand to 25,000 seats

A project to modify/improve the Richards Blvd. exit towards Jaboom St. has already been completed in conjunction with the Railyard project. That project widened Richards Blvd. within the interchange, widened the off ramps, and reconstructed existing portions of Jibboom Street. Obviously, the planners expect quite a bit of traffic coming from 160 to the new planned community. This is a huge project with many thousands of people flowing through that area. The medical center will bring people to its doors 24/7 and even includes a helistop! The stadium will bring 20,000 people during event nights with all the traffic that entails. The residential units, hotel room, and office buildings will bring daily traffic as well. This will make living along 160 unbearable with all that increased traffic/helicopter noise and render our backyards unusable. Although I am in favor of this

project, I see no reason why my property value, or that of my neighbors, should fall due to the noise and pollution it will bring.

It seems reasonable to include a soundwall along 160 for the residents of Woodlake to mitigate this increased noise and emission pollution. Surely, the cost of a soundwall would be miniscule compared to the cost range of this ambitious project. Your consideration and intervention would be greatly appreciated.

Nancy Fitzpatrick
166 Globe Ave.
Sacramento, CA 95815
(916) 925-2386
PerryFitz@aol.com

Alkali & Mansion Flats
Historic Neighborhood Association

Board of Directors

Sean Wright
President

Luis Sumpter
Vice President

Phillip Cunningham
Treasurer

Ben Bradly
Director

Jessica Clinkenbeard
Director

Mike Miller
Director

October 17, 2016

City Planning & Design Commission
915 I Street,
Sacramento, CA 95814

RE: Sacramento Railyards

Dear Planning & Design Commission,

I am pleased to support the Sacramento Railyards efforts to secure entitlements for this exciting project. The development team has engaged our community through every step of the process and has incorporated our feedback where possible.

As this project continues to move forward, we have every confidence in the development team and their efforts to keeps us informed.

On behalf of the Alkali & Mansion Flats Historic Neighborhood, we support the Sacramento Railyard project.

Sincerely,

Sean Wright
AMFHNA
President

712 12th Street - Sacramento, CA 95814

downtown
SACRAMENTO PARTNERSHIP

October 7, 2016

Planning & Design Commission
300 Richards Blvd.
Sacramento, CA 95811

LETTER OF SUPPORT – Sacramento Railyards (Project #P15-040)

Dear Chair Bodipo-Memba and Commissioners:

On behalf of the Downtown Sacramento Partnership, I am pleased to convey our support for the Sacramento Railyards Project (#P15-040) to develop housing, shopping and workspace just north of Downtown and south of the River District.

As the state's oldest Property and Business Improvement District (PBID) comprised of property and business owners in the 66 blocks located in the heart of downtown Sacramento, Downtown Partnership is eager to see a vibrant urban core comprised of residents and businesses alike. Projects like the Railyards are crucial to keep the momentum downtown has gained in recent years.

Transforming the Railyards into a dynamic mixed-use, transit-oriented development will bring numerous economic and social benefits to our city. The 240-plus acre site will host a rich urban environment featuring a state-of-the-art mass transit hub that will serve residents, workers, and visitors with 1 million sq. ft. of retail, 5 million sq. ft. of office, housing, theaters, parks, hotels, museums, a Kaiser Permanente hospital, and, one day soon, a Major League Soccer stadium. We appreciate the consideration given to creating a diversity of housing options, recreational and open space with proximity to employment and entertainment centers.

Over the past decade, more than $1 billion in public and private investments were made in downtown Sacramento that have effectively transformed our landscape. The Railyards development will be a complement to downtown's development. We are pleased to support a project that will bring much-needed housing stock back to our city's center, attract new tax-generating businesses and build vibrant urban connections that will substantially benefit the City of Sacramento.

The Sacramento Railyards project is thoughtful, forward-looking and important for the future of downtown Sacramento and look forward to seeing it come to fruition.

Sincerely,

Michael T. Ault
Executive Director
Downtown Sacramento Partnership

Cc: Council Member Steve Hansen, District 4

980 9th Street, Suite 200
Sacramento, CA 95814
downtownsac.org
916 442.8575

Teresa Haenggi

From: Lial Jones
Sent: Friday, October 14, 2016 5:16 PM
To: Teresa Haenggi
Subject: Sacramento Railyards

To Teresa Haenggi and City of Sacramento Planning Commissioners:

I am writing to express my support for the Sacramento Railyards.

The Railyards development plans to transform the 244-acre historic railyards site into an innovative mixed-use community that will offer up to 10,000 new mixed-income housing units, 3 – 4 million square feet of office uses, approximately 1.3 million square feet of hospital and medical uses, approximately 700,000 square feet of retail and restaurant uses, nearly 500,000 sf of historic/cultural uses in the Central Shops Historic District, and parks and other public uses in Downtown.

The Railyards provides a unique opportunity to expand our downtown and enliven our urban core. The thousands of new residents that will call the Railyards home will be key to the further transformation of Sacramento and will help make Sacramento a better place to live, work and play.

The activities of the Crocker Art Museum help enrich the intellectual and cultural life of our community. We bring people together and connect them in unexpected ways with art, ideas, each other and the world around them. I expect that the residents of, as well as the visitors to, the Railyards will be users of the Crocker Art Museum as well.

I and others at the Crocker Art Museum support projects that aid in the growth and improvement of our region, and I feel the Railyards will do just that.

I look forward to a continuing relationship as the Railyards team moves forward with helping transition our downtown into a vibrant destination and a City well known national and internationally for housing, jobs and amenities befitting the Capital of the world's 6th largest economy.

Sincerely,

Lial A. Jones
Mort & Marcy Friedman Director & CEO
Crocker Art Museum
Direct Line: (916) 808-1054

Exhibitions, classes, programs & more:
crockerartmuseum.org / @crockerart

GREATER
SACRAMENTO
CALIFORNIA

October 14th, 2016

Ms. Teresa Haenggi
Planner, City of Sacramento
300 Richards Boulevard, 3rd Floor
Sacramento, CA 95811

Dear Ms. Haenggi,

I am writing to you in support of the Railyards development plan to transform the 244-acre historic railyards site into an innovative-use community development that will be a major economic driver to the city and the surrounding region.

As the CEO of the Greater Sacramento Economic Council, our goal is to build an advanced economy for the six-county Sacramento region. Greater Sacramento represents a collaboration between local governments, private sector CEOs, and stakeholders, with the sole mission of driving sustainable economic growth. We believe this project is vital and important for our city at this time. As you know, for more than 100 years the Railyards was a major employment center. If we incorporate the development changes that are being recommended to the Planning & Design Commission, it once again can become a regional job center.

Sacramento is currently ranked the 2nd highest city in the nation for young adult unemployment in the country. This project comes at a crucial time when we need to create and offer well-paying jobs for our youth. The Railyards project also connects to the MLS Stadium, which can help bring tourism and tax dollars into our city.

We hope you and the Planning & Design Commission support the project. Thank you for your consideration.

Sincerely,

Barry Broome

Barry Broome
CEO of the Greater Sacramento Economic Council

400 Capitol Mall, Suite 2500 · Sacramento, CA 95814 | 916.441.2144 o · 916.441.2312 f
selectsacramento.com

SACRAMENTO
STEPS FORWARD

Ending Homelessness. Starting Fresh.

October 13, 2016

To City Planning and Planning Commissioners,

I am writing to express Sacramento Steps Forward's support for the Sacramento Railyards, mixed-use urban development in Downtown Sacramento.

The Sacramento Railyards includes a combination of residential, commercial, industrial, office, institutional, and other land uses to create a robust local economy in the Central City. We've appreciated the Railyards' collaboration with community-based organizations such as Sacramento Steps Forward as they have worked through the revisions to the Specific Plan.

We support their co-equal goals of attracting more diverse employment into Sacramento as well as providing housing for all incomes in close proximity to jobs.

We look forward to a continuing relationship as the Railyards team moves forward with helping transition our Downtown into a place with more jobs and more people living in Downtown Sacramento.

Please don't hesitate to contact me with any questions.

Sincerely,

Ryan Loofbourrow
Chief Executive Officer

916.577.9770 | 1331 Garden Hwy, Suite 100, Sacramento, CA 95833 | info@sacstepsforward.org | www.sacramentostepsforward.org

SACRAMENTO AREA
BICYCLE ADVOCATES

909 12th St, Ste. 116
Sacramento, CA 95814

sacbike.org
saba@sacbike.org
916 444-6600

October 11, 2016

Teresa Haenggi, Associate Planner
City of Sacramento, Community Development Department
Environmental Planning Services
300 Richards Boulevard, Third Floor
Sacramento, CA 95811-0218
thaenggi@cityofsacramento.org

Subject: Sacramento Railyards Specific Plan Update (P15-040)

Dear Ms. Haenggi:

Thank you for the opportunity to comment on the subject project. We are pleased that this project is moving forward rapidly with its plans for a major Kaiser Permanente Medical Center and a stadium for the Sacramento Republic FC. Both Kaiser Permanente and the Sacramento Republic are enthusiastic supporters of bicycling and encourage their employees and customers to use bicycling for everyday transportation. For more than a year we've had numerous productive meetings and conversations with the applicant team about the Railyards Bicycle Network for travel by bike within and to and from key destinations within the Railyards, including the proposed Kaiser and MLS facilities.

We heartedly support the Stadium Bicycle Plan; it is quite robust in depicting proposed points of bicycle access to the stadium site and bicycle parking locations (including short-term, long-term, and valet for large events). We continue to work with the Sacramento Republic FC on details of this plan.

We have inspected the proposed Bicycle Network for the Specific Plan area dated August 25, 2016. It shows 4 types of bicycle facilities: Class 1 separated bikeways, Class 2 painted bike lanes next to vehicle lanes, Class 3 roadways shared with vehicles, and Class 4 bike lanes protected by physical barriers to prevent intrusion of vehicles.

We are very pleased that the proposed Bicycle Network constitutes a dense network of bike-friendly facilities connecting to key destinations and activity centers in the project area. What constitutes "bike-friendly facilities" varies by type of roadway and traffic characteristics. For example, bikeways on major streets with high traffic volumes and high traffic speeds require more protection for bicyclists to be considered bike-friendly (i.e. safe and comfortable for all ages and abilities of bicyclists). Mekuria et al. (2012) have defined what are considered to be bike-friendly facilities for various roadway types and traffic characteristics. Bike-friendly facilities are those that avoid roadways of high-traffic stress or those that protect bicyclists from high-traffic stress.

Previously we were concerned that the network did not provide a bike-friendly connection between the future I Street/Railyards Boulevard bridge (at the west end of the project) and the Stadium at the east end. South Park Street is a particularly important route for a bike-friendly bikeway because it could connect from the 7th St and South Park Street light-rail station to the future Kaiser Permanente Medical Center for Kaiser employees and customers. Furthermore, it could provide a convenient connection from the future I Street bridge to the Stadium, thus allowing all types of bicyclists (including young, old, and families) to travel comfortably from West Sacramento residential areas to events at the Stadium.

In early September, we received information about expected traffic speeds and volumes on South Park Street: the speed limit will be 30 mph and expected traffic volumes are below 8,000 ADT across all segments of the street from Bercut Street on the west to 7th Street on the east. Therefore, the proposed Class 2 bicycle lanes on South Park Street are expected to provide sufficiently low-traffic-stress conditions for all ages and abilities of bicyclists. Also, the updated Bicycle Network has Class

4 protected bikeways connecting from the Class 1 bicycle trail along Bercut to the proposed I Street/Railyards Boulevard bridge, thus completing the bicycle-friendly connection from east to west across the proposed project.

In sum, we are pleased with the progress toward designing a robust network for travel by bicyclists of all levels and abilities. We have these remaining areas of interest about the Railyards Specific Plan:

- The intersections of Railyards Blvd. at Jibboom Street and Bercut Drive. These three streets comprise a complicated, extended 5-leg intersection under I-5 that will serve as the main point of access for vehicle and bike traffic on the west end of the Railyards. Improvements will be needed to ensure that people on bikes can safely cross and make turns in all directions, especially between the Class I path on Bercut Dr., the Sacramento River Parkway next to Jibboom Street, and the bicycle facilities on the future I Street bridge.

- The Class III bike route and bike parking along Stanford Street next to the Central Shops District. This area will be one of the key destinations within the Railyards, including one of the destinations closest to the existing downtown street grid, and thus it will attract significant numbers of people in cars, on foot, and on bikes, including people using the future Bike Share system. Best-practice designs, including the thoughtful location of bike parking, can ensure that all travel modes are accommodated coherently and safely.

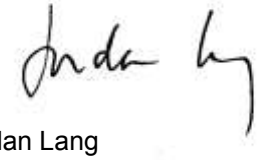
- Site designs for the Kaiser Permanente Medical Center. The Kaiser facility will generate a large volume of vehicle traffic. Site designs must align with and not compromise the routes of travel envisioned in the Railyards Bikeway Network; the design itself, including the location of parking garages, surface lots and loading areas, must not impede the ability to travel by bike past the facility on surrounding streets. At the same time, the design has the significant potential to enable and support travel by bike to, from and within the Railyards among Kaiser staff and customers.

We appreciate the many opportunities we've been given to contribute to the bicycle network in the Railyards Specific Plan and recommend its approval.

SABA works to ensure that bicycling is safe, convenient, and desirable for everyday transportation. Bicycling is the healthiest, cleanest, cheapest, quietest, most energy efficient, and least congesting form of transportation.

Thank you for considering our comments.

Sincerely,



Jordan Lang
Project Analyst

CCs: Paul Philley, SMAQMD (pphilley@airquality.org)
Jennifer Donlon Wyant, Sacramento Active Transportation Program Specialist (jwyant@cityofsacramento.org)
Gladys Cornell, AIM Consulting (gcornell@aimconsultingco.com)

Citation: Mekuria, Maaza, Peter Furth, and Hilary Nixon. *Low-stress bicycling and network connectivity*. Mineta Transportation Institute, San Jose State University. May 2012. Report 11-19.

10/11/2016 VIA EMAIL

Teresa Haenggi, Associate Planner
City of Sacramento Community Development Department
300 Richards Boulevard, 3rd Floor
Sacramento, CA 95811

RE: Sacramento Railyards Project (P15-040)

Dear Ms. Haenggi:

WALKSacramento appreciates the opportunity to provide comment on the Sacramento Railyards Project (P15-040) in anticipation of the October 20, 2016 Planning and Design Commission hearing of the project. The Railyards project proposes a dense mix of housing, office, retail, hotel, parks, open space, historic and cultural uses, a hospital and medical office campus, and a soccer stadium on 244 acres immediately north of downtown Sacramento.

The project requests entitlements that include, among other items, amendments to the Railyards Design Guidelines and Specific Plan, and site plan and design review of a Tentative Map for Sacramento Railyards. WALKSacramento provides the following comments on these three items.

Parks space within the Sacramento Railyards has diminished with recent revisions of the plan. The approved plan had about 24 acres of parks; the current proposal has less than 20 acres. With this reduced park acreage, maximizing the number, quality and size of trees within public space other than parks becomes more important.

The Railyards Design Guidelines states that "Street trees represent a critical framework element and piece of green infrastructure within the public right-of-way," and subsection 3.D.a.3 recommends that the street tree spacing should support the City goal of at least 50% shading of streets. However, the West End District and the Depot District are specified as 35% canopy coverage of streets and paving. Tree planting in the West End District may be challenging due to the street wall and build-to-line requirements, but trees are critically important for the safety and comfort of pedestrians.

Trees, especially shade trees, provide many benefits to pedestrians: a buffer from traffic, protection from the sun, calming of traffic and wind, and a more pleasant appearing environment. Trees also offer sustainability benefits that also improve the pedestrian environment, such as reduced heat island effects, reduced air and noise pollution, and longer

909 12th Street, Suite 203 • Sacramento, CA 95814 • 916-446-9255
www.walksacramento.org

pavement life. WALKSacramento suggests that the design guidelines recommend a tree canopy of 50% minimum for the West End District.

The Depot District percentage should also be stated as a minimum and it may need to be increased depending on what surfaces in the Depot District are considered to be "paving." Plaza areas within the Depot District, especially the larger ones including Roundhouse, Market and Museum, are hardscaped pedestrian areas that would benefit from shading provided by trees.

Pedestrian circulation in the Railyards plan as described in the Design Guidelines and the Specific Plan is generally very good. However, the Stanford Walk (the continuous pedestrian/bicycle connection comprised of a series of linear urban plazas and open spaces between Vista Park and Roundhouse Plaza in the Central Shops) shown in diagrams in the Design Guidelines and the Specific Plan doesn't match the Tentative Map depiction. The paseo on the Kaiser Permanente site (Lot 02e) on the north side and Stanford Street on the south side of Railyards Boulevard line up on the tentative map, but the pedestrian crossing appears to be at the intersection about 50 feet east of the two travel paths. We have been informed that the traffic signals at the intersection will be relocated to a mid-block location directly connecting the paseo on the Kaiser Permanente site to Stanford Street. Is there a way to indicate on the Tentative Map the crossing that will be needed when Stanford Street is constructed, perhaps as a crosswalk marked as "Future Pedestrian Crossing?"

7th Street, a north-south arterial street, is the only street in the Railyards that passes under the railroad tracks. It currently serves all modes, but the project proposes it will accommodate only vehicular and light rail traffic. There are some advantages to the proposed route for pedestrians and bicyclists, but it will involve out of direction travel and more challenging elevation changes. WALKSacramento recommends that frontage on the west side of 7th Street be reserved such that a future pedestrian path within the underpass is not precluded.

WALKSacramento is working to support increased physical activity such as walking and bicycling in local neighborhoods as well as helping to create community environments that support walking and bicycling. The benefits include improved physical fitness, less motor vehicle traffic congestion, better air quality, and a stronger sense of cohesion and safety in local neighborhoods.

Thank you for your consideration of these comments and recommendations. If you have questions or need additional information, please contact me at (916) 446-9255 or cholm@walksacramento.org.

Sincerely,

Chris Holm
Project Manager

Attachment: Development Checklist for Biking and Walking

DEVELOPMENT CHECKLIST for BIKING and WALKING

Prepared by WALKSacramento and SABA (Sacramento Area Bicycle Advocates)
September 2012

This checklist is provided to give an indication of design, engineering, and policy elements that we consider when reviewing development projects.

POLICIES

- ❑ Walking and biking is a priority
- ❑ Adopted a policy to develop a full multi-modal and ADA accessible transportation system

Project Review and Comment

POLICY CONSIDERATIONS

- ❑ Pedestrian Master Plan
- ❑ Bicycle Master Plan
- ❑ Regional Blueprint
- ❑ Regional Blueprint Consistent General Plans
- ❑ Adopted Climate Action Plans
- ❑ Subdivision ordinances to support pedestrian and bicycle access and safety
- ❑ Zoning ordinance to support pedestrian and bicycle access and safety

ENGINEERING

- ❑ SIDEWALKS & BIKELANES ON BOTH SIDES OF MAJOR ROADWAYS
  - o Pedestrian Level of Service “C” or better on arterials
  - o Bicycle Level of Service “C” or better on arterials
- ❑ SAFE CROSSINGS FOR PEDESTRIANS
  - o every 300-600 feet on major arterials
  - o well lit, marked crosswalks
  - o audible signals & count-down signals
  - o median refuge islands
- ❑ SPEED MANAGEMENT
  - o Speed limits based on safety of pedestrians and bicyclists
  - o Implement “road diets” where there is excess lane capacity
- ❑ STREET DESIGN STANDARDS
  - o Maximize pedestrian and bicyclist safety
  - o Sidewalks buffered by trees and landscaping on major arterials
  - o Vertical curbs
  - o 5’ minimum sidewalk widths, 8’ in front of schools
  - o 6’ minimum bike lanes on busy streets

- INTERSECTIONS
  - Median refuge islands for pedestrians
  - Signal timing to enable safe passage
  - Signal detection for bicyclists
  - Crossings on all 4 legs of intersections

- ELIMINATE BARRIERS
  - Freeway, railroad, river and creek crossings
  - Obstructions in sidewalks and bike lanes

NEW DEVELOPMENT – REQUIRE

- Walking & bicycling circulation plans for all new development
- Direct and convenient connections to activity centers, including schools, stores, parks, transit
- Mixed uses and other transit supporting uses within ¼ mile of light rail stations or bus stops with frequent service
- Minimum width streets
- Maximum block length of 400'
- 4-lane maximum for arterials; Recommend 2 lanes wherever possible

NEW DEVELOPMENT – DISCOURAGE

- Cul-de-sacs (unless it includes bike/ped connections)
- Gated and/or walled communities
- Meandering sidewalks
- Inappropriate uses near transit (gas stations, drive-thru restaurants, mini storage and other auto dependent uses)

BUILDINGS – REQUIRE

- Direct access for pedestrians from the street
- Attractive and convenient stairways
- Bicycle parking – long & short term
- Shower & clothing lockers

OLDER NEIGHBORHOODS

- Improve street crossings
- Reduce speeds
- Provide new connections
- Create short cuts for walkers and bicyclists by purchase of properties or other means
- Provide sidewalks on both sides of major streets

Policy Review and Comment

ENFORCEMENT & MAINTENANCE

- Enforce speed limits
- Enforce crosswalk rules – conduct crosswalk sting operations
- Enforce restrictions against parking on sidewalks
- Enforce bicycle rules including riding with traffic, lights at night, stopping at red lights
- Implement CVC 267 setting speed limits based on pedestrian and bicyclist safety
- Sweep streets and fix hazards
- Repair and replace broken sidewalks

EDUCATION

- Train staff on pedestrian and bicycle facility design.
- Train development community about pedestrian and bicycle planning and safety issues
- Bicycle skills training

FUNDING

- Include pedestrian and bicycle facilities in capital improvement programs
- Include pedestrian and bicycle facilities as a part of roadway widening and improvement projects
- Support Measure A pedestrian and bicycle facility allocation
- Set priorities based on safety and latent demand
- SACOG Community Design grants & Bike/Ped grants
- California Bicycle transportation Account
- Safe Routes to School

www.walksacramento.org

WALKSacramento
909 12th Street, Suite 203
Sacramento, CA 95814
(916) 446-9255

www.sacbike.org

Sacramento Area Bicycle Advocates
909 12th Street, Suite 116
Sacramento, CA 95814
(916) 444-6600

10/10/2016

Teresa Haenggi
Planner, City of Sacramento
300 Richards Boulevard, 3rd Floor
Sacramento, CA 95811

Re: Sacramento Railyards

Dear Sacramento Planning Commission,

As Executive Director of the Midtown Business Association (MBA), I am writing to express MBA's support for the mixed-use urban development project in the Sacramento Railyards.

On March 23, 2016 the MBA Board of Directors received a presentation from the developers of the Sacramento Railyards. The Sacramento Railyards is an urban infill development project, which encompasses many of the goals the Midtown Business Association is working to achieve. The Railyards' will embrace a strong connection to public transportation, diversify and increase housing options in the Central City, enhance economic development by providing thoughtful innovative office space, and provide retail and entertainment options for residents throughout the region to enjoy.

As Sacramento continues its urban renaissance, we look to support projects that moves Sacramento forward in a positive way. The Sacramento Railyards is a perfect example of a project that will enhance the vitality and strength of Sacramento.

Please contact me if you have any additional questions regarding our support of this project.

Sincerely,

Emily Baime Michaels
Executive Director
Midtown Business Association
Emily@mbasac.com

919 20th Street
Sacramento, Ca. 95811
916-442-1500

MIDTOWN
WWW.EXPLOREMIDTOWN.ORG

the center for culture, creativity & vibrancy in Sacramento's urban core

Teresa Haenggi

From: Teresa Haenggi
Sent: Tuesday, August 30, 2016 8:30 AM
To: Teresa Haenggi
Subject: FW: Railyards Comments

From: Charles Pickrell <cpickrell@me.com>
Date: August 14, 2016 at 1:34:23 AM PDT
To: ecompton@cityofsacramento.org
Cc: <web@kcra.com>, <shubler@sacbee.com>
Subject: Rail yards project amendment for MLS

Dear Mr. Compton,

I have just recently purchased a new home in the Creamery subdivision. I have just learned from your report that the new MLS stadium will also host concerts that will drive very high noise levels in the Creamery subdivision and next to the KCRA studios.

I would ask that the city make alterations to the development plan for the stadium to mitigate this permanent noise pollution that will reduce our quality of life for families and negatively impact our property values. Changes could be made to the stadium, or the introduction of physical sound barriers between the stadium and the residential areas just to the south of it.

I would also like to state that I'm concerned the proposal mentions a 10th street extension into the Rail Yards that will drive significant amounts of traffic into this residential neighborhood without displaying diagrams of this requested extension, a traffic study, and impact to street parking for local residents. Stadium visitors will likely want to use street parking here and walk two blocks to the new stadium.

Finally there is a request for a construction noise variance to allow building for 16 hours a day, six days a week for the duration of the entire construction period. According to the draft EIR this will include pile-driving supports for the stadium. Again this will make it nearly impossible for families and businesses to function with these significant noise levels for 16 hours non-stop. I urge you to look into alternative solutions to mitigate this construction noise pollution.

Sincerely,

Charles Pickrell
916-479-1177

Planning and Design Commission Report
http://sacramento.granicus.com/MetaViewer.php?view_id=21&event_id=2848&meta_id=475002

Martin R. Fraser
2520 Romany Rd
Sacramento, CA 95821
916-974-7088
mrfsac@gmail.com

Teresa Haenggi
300 Richards Blvd
Sacramento, CA 95811

September 21, 2016

Railyard Project Comments

I have comments on the Railyard Project that I would like the Planning Commission and Kaiser Planners to consider. These comments are regarding the proposed new Kaiser Hospital to be located on Railyard Blvd in the new Railyard Project. My residence is in Sacramento County near the existing Kaiser Hospital located at Morse Ave. I have lived here for 26 years and have been a Kaiser member since 1975. I am a licensed California Architect. I would like the Hospital to be rebuilt at its present site. This could be accomplished while keeping the current Hospital in operation. I agree that a new Hospital is needed with 420 single occupancy rooms. The required 14 story Hospital could be located along Alta Arden Expressway. To replace the parking removed, a new parking 7 story garage could be constructed across Morse Ave at Cottage Way, on Kaiser property. After these additions, the existing building could be demolished or remodeled.

1. The proposed location is in a flood plain. FEMA and USACE have different values for this site. A large storm could breach the levees and flood the area.
2. A smaller flood could cause the City of Sacramento to close various flood gates and impede traffic (Ambulance) to the site.
3. Rising sea levels would cause the potential flooding to be more possible since the site is only about 30' above sea level. The Morse Ave site is about 60' above sea level.
4. An infrequent weather pattern called Atmospheric River is estimated by Scientific American Magazine to occur every 200 years. This pattern would flood the proposed site, but not the current site at Morse Ave.
5. There is already one Hospital, Sutter, which is located in the Downtown/Midtown flood plain; we shouldn't locate another major Hospital in an area associated with that risk.
6. The new Golden One Arena poses further problems on days when events are scheduled. The City of Sacramento is proposing to close 5th and 6th Streets before the event and 5th 6th and 7th streets after the event. These closures plus the large traffic volume would impede Ambulance service to the proposed site.
7. Normal morning and evening rush hour traffic on Route 5 and city streets would slow Ambulance service. The existing site has multiple routes available because of its location on a street grid.

8. The zip code maps included in the SEIR show that the majority of Kaiser members reside close to the existing Hospital at Morse Ave. The longer Ambulance ride during an emergency to take a patient from their residence to the new location all the way downtown could be very dangerous to many patients.
9. The zip code maps show that the majority of workers at the Morse Ave facility live nearby. A new location will add many additional miles of driving for these employees.
10. The current Morse Ave location would lose approximately 3000 jobs if the Hospital is closed. This would be a disaster for the area. Those jobs are high paying skilled jobs and the Arden Arcade cannot afford to lose them.

Thanks for your consideration,

Martin R. Fraser

Teresa Haenggi

From: mrfsac . <mrfsac@gmail.com>
Sent: Tuesday, October 18, 2016 11:57 AM
To: Teresa Haenggi; Scott Johnson
Subject: Additional Comments Railyard Project
Attachments: 045Hydrology Water Quality and Drainage.pdf

Teresa Haenggi

300 Richards Blvd

Sacramento, CA 95811

October 18, 2016

Railyard Project Comments

Teresa I have attached the Hyrology Water Quality and Drainage file from the Mickinley Village Project EIR. This report is quite different from the report that was done for the Railyard Project. This report details what would happen if there were to be a levee breach or Folsom Dam failure. I believe the same information should be presented to the City Council and to Kaiser.

It seems that the Railyard EIR is a little to optimistic with regard to the Flood Protection in the American River.

Could you tell me if this information will be forwarded to Kaiser?

Thanks,

Martin R. Fraser

4.5 HYDROLOGY, WATER QUALITY AND DRAINAGE

4.5.1 Introduction

This section describes the existing hydrology, water quality, and drainage of the project site, identifies associated regulatory requirements, evaluates potential impacts, and identifies mitigation measures related to implementation of the proposed McKinley Village Project (proposed project). The potential for both localized and regional flooding to occur and emergency evaluation in the event of a regional flood event are also evaluated.

In response to the Notice of Preparation (NOP), comments were received regarding the potential exposure of the project site to flood hazards, and the potential effects of the project on off-site flood hazards. Specific areas of concern included effects of a catastrophic flood event or levee failure, and the ability to safely evacuate the site, the potential effects of creating underpasses beneath the Union Pacific Railroad (UPRR) right-of-way (ROW), which provides secondary flood protection, and the manner in which proposed flood gates would be operated, and the project's impacts to the sewer and storm drain system. All of these concerns are addressed in this section.

A copy of the NOP and letters received in response to it are included in Appendix A. A copy of the project's Storm Drainage Master Plan is included in Appendix J.

Information to prepare this section was obtained from the Sacramento 2030 General Plan (City of Sacramento 2009a), the Sacramento 2030 General Plan Master EIR (MEIR) (City of Sacramento 2009b), and the drainage and sewer system technical memos that were prepared for the project by Wood Rogers (2013a, 2013b). In addition, public agency information sources were consulted to gather site-specific information; these include Federal Emergency Management Agency (FEMA) flood hazard zones, U.S. Department of Agriculture (USDA) soil surveys, and Central Valley Regional Water Quality Control Board (CVRWQCB) data on water quality, water quality objectives, and impaired water bodies.

4.5.2 Environmental Setting

Regional Hydrologic Context

The City of Sacramento (City) is located within the Sacramento River Basin at the confluence of two major rivers: the Sacramento River and the American River. The Sacramento River Basin (which includes the drainage area of the American River) is composed of approximately 27,000 square miles, and is bound by the Sierra Nevada mountain range to the east, the Coast range to the west, the Cascade range and Trinity Mountains to the north, and the Sacramento–San Joaquin Delta (Delta)/Central Sierra Nevada area to the south.

The project site is within the American River watershed, which encompasses approximately 1,900 square miles and is a tributary to the Sacramento River. The American River watershed is situated on the western slope of the Sierra Nevada mountain range, extending from the spine of the Sierra Nevada westward to the City of Sacramento. The American River watershed climate is temperate and is characterized by wet winters and dry summers; 95% of the annual precipitation occurs between November and April as both rain and snow at higher elevations. The river is regulated by dams, canals, and pipelines for power generation, flood control, water supply, recreation, fisheries, and wildlife management. Folsom Dam, located on the American River, is owned and operated by the U.S. Bureau of Reclamation. Folsom Lake and its afterbay, Lake Natoma, release water to the lower American River and to the Folsom South Canal. The operation of Folsom Dam directly affects most of the water utilities on the American River system (City of Sacramento 2009b).

Major storm events can produce high flows throughout the Sacramento and American River systems. Flood control facilities along these rivers consist of a comprehensive system of dams, levees, overflow weirs (diversion structures intended to ensure that flows in the river do not exceed an identified maximum level), drainage pumping plants, and flood control bypass channels. The flood control network seeks to control water flows by regulating the amount of water passing through a particular reach of the river. Urban runoff flows are directed into this system by the City via two systems: (1) conveyance to the Sacramento River and American River through sumps, pipelines, and treatment facilities; or (2) conveyance by the City's Combined Sewer Service System (CSS), along with sewage to the Sacramento Regional Wastewater Treatment Plant (SRWTP) located near Elk Grove.

Surface Water Hydrology

Hydrologic Features

The closest permanent surface water feature to the project site is the American River. The project site is located approximately 0.25 mile to the southwest of the American River, and about 3 miles southeast of its confluence point with the Sacramento River. The site historically was underlain by a slough of the American River along the southern edge and northeastern portion of the parcel, within the former floodplain of the American River. However, since the construction of the levee system in the 1950s, the site no longer receives overland flows from the river.

Drainage and Stormwater Runoff

The approximately 48.75-acre property ranges in elevation from approximately 14 feet above mean sea level (AMSL) on the west side of the property to approximately 27 feet AMSL on the east side of the property (Wood Rodgers 2013a). Slopes on site are generally flat, with a slope

gradient of less than 1%.[1] However, slopes can be as high as 50% percent in small localized areas due to constructed slopes such as the sides of the railroad embankment and the fills supporting the eastern approach to the A Street Bridge. As shown in Figure 4.5-1, Flood Hazard Zones and Topography, the topography of the site is fairly unusual in that it is surrounded on all sides by raised earth; either due to the UPRR embankment to the south or the former 28th Street Landfill (Sutter's Landing Regional Park) to the north.

The project site is essentially an internally drained closed basin. Under existing conditions, stormwater runoff within the project site flows to the west and collects in the lowest portion of the basin where it either evaporates or infiltrates into the ground. There is little to no stormwater run-on from off site since adjacent areas drain to other locations. When the volume of stormwater runoff accumulating in the basin exceeds the rates of infiltration and evaporation, water begins to pond on the site. The soil on the western part of the site is mapped by the USDA as the Columbia sandy loam and characterized as occasionally flooded and somewhat poorly drained (USDA NRCS 2013). Accordingly, during the rainy season, the lowest portion of the site (the western part) can temporarily pond following high rates of rainfall.

Surface Water Quality

The Sacramento and American rivers have been classified by the CVRWQCB as having numerous beneficial uses, including providing municipal, agricultural, and recreational water supply. Other beneficial uses include freshwater habitat, spawning grounds, wildlife habitat, navigation on the Sacramento River, and industrial uses on the American River (CVRWQCB 2010). Ambient water quality in the Sacramento and American rivers is influenced by numerous natural and artificial sources, including soil erosion, discharges from industrial and residential wastewater plants, stormwater runoff, agriculture, recreation activities, mining, timber harvesting, and flora and fauna (City of Sacramento 2009b). The reaches of the Sacramento and American rivers that flow through the Sacramento urban area are considered impaired for certain fish consumption and aquatic habitat and are listed on the U.S. Environmental Protection Agency (U.S. EPA)-approved Section 303(d) list of water quality limited segments. The Sacramento River is listed as impaired under the 303(d) list for chlordane, DDT, dieldrin, mercury, polychlorinated biphenyl (PCBs), unknown toxicity, and diazinon, and the American River is listed for mercury, PCBs and unknown toxicity (SWRCB 2010).

The CVRWQCB has primary responsibility for protecting the quality of surface and groundwater within the City. The CVRWQCB's efforts are generally focused on preventing either the introduction of new pollutants or an increase in the discharge of existing pollutants into bodies of water that fall under the CVRWQCB's jurisdiction. The CVRWQCB is concerned with all

[1] The slope in percent is expressed as the ratio of the elevation gain over a specific distance, multiplied by 100.

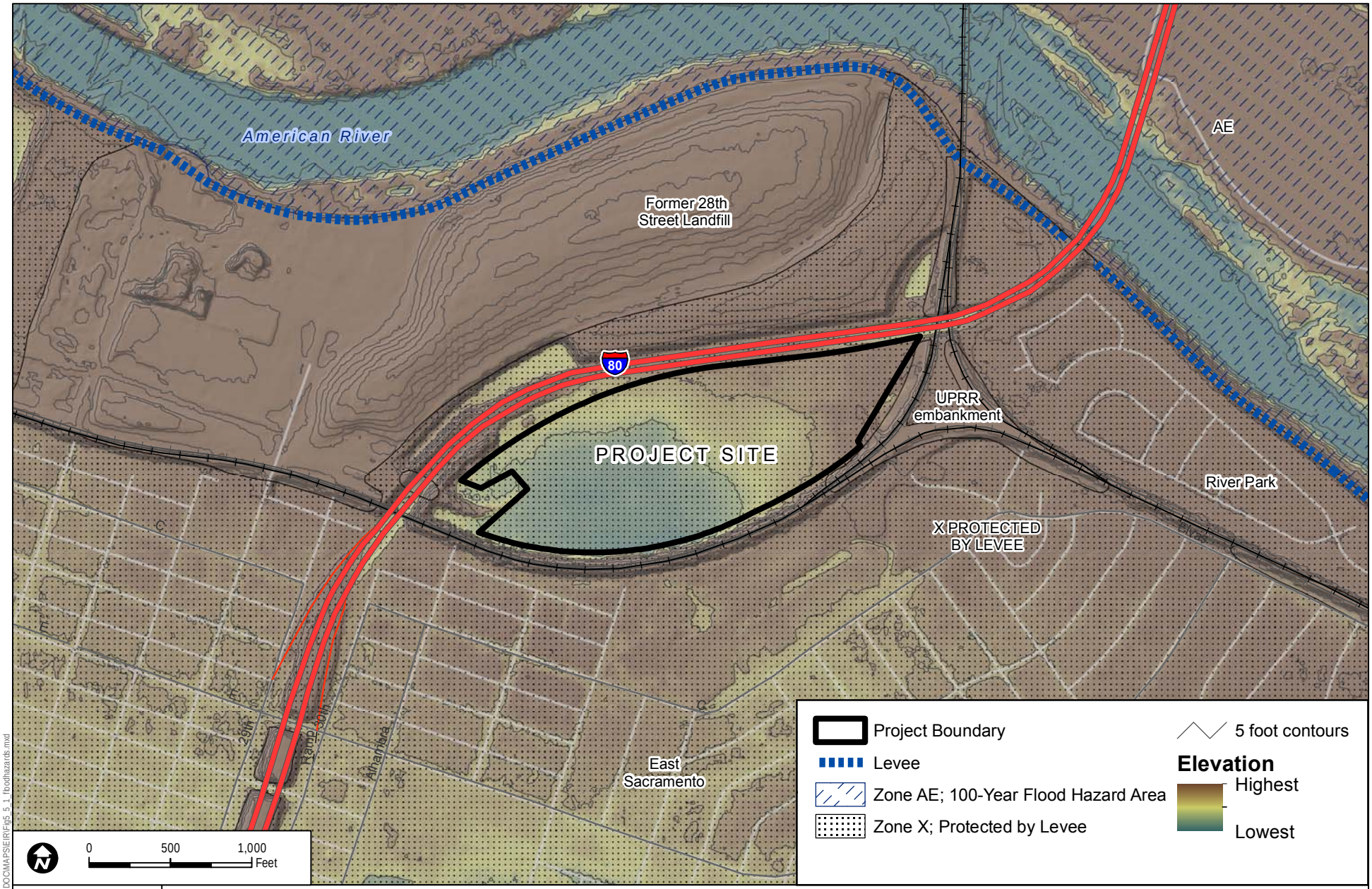
potential sources of contamination that may reach both these subsurface water supplies and rivers through direct surface runoff or infiltration. The City of Sacramento has received a municipal National Pollutant Discharge Elimination System (NPDES) permit from the CVRWQCB. Under this permit, the permittees are required to develop, administer, implement, and enforce a comprehensive Stormwater Quality Improvement Plan (SQIP) in order to reduce pollutants in urban runoff to the maximum extent practicable. The SQIP emphasizes all aspects of pollution control, including, but not limited to, public awareness and participation, source control, regulatory restrictions, water quality monitoring, and treatment control. The permitting framework is further discussed in the Regulatory Setting.

American River and other Receiving Waters

Based on current water quality reports, the American and Sacramento rivers are both excellent supplies for drinking water. These rivers can be treated to meet all 22 CFR Chapter 15 drinking water standards using conventional and direct filtration processes, as well as newer membrane technologies. There are no persistent constituents in the raw waters that require additional treatment processes (City of Sacramento 2009b). In addition, the Sacramento River water is considered to be of good quality, although higher sediment loads and extensive irrigated agriculture upstream of Sacramento tends to degrade the water quality. During the spring and fall, irrigation tailwaters are discharged into drainage canals that flow to the Sacramento River. In the winter, runoff flows over these same agricultural areas. In both instances, flows are highly turbid and introduce large amounts of herbicides and pesticides into the drainage canals, particularly rice field herbicides in May and June. The turbidity (i.e., clarity) of the river is changed from relatively clear to turbid from sediment laden discharges.

Urban Stormwater Runoff

Constituents found in urban runoff vary as a result of differences in rainfall intensity and occurrence, geographic features, the land use of a site, as well as vehicle traffic and percent of impervious surface. In the Sacramento area, there is a natural weather pattern of a long dry period from May to October. During this seasonal dry period, pollutants contributed by vehicle exhaust, vehicle and tire wear, crankcase drippings, spills, and atmospheric fallout accumulate within the urban watershed. Precipitation during the early portion of the wet season (November to April) washes these pollutants into the stormwater runoff, which can result in elevated pollutant concentrations in the initial wet weather runoff. Stormwater runoff on the project site would not resemble typical urban stormwater runoff because the site is currently vacant and undeveloped.



SOURCE: ESRI 2013; County of Sacramento 2013

FIGURE 4.5-1

Flood Hazard Zones and Topography

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In general, stormwater runoff within the City of Sacramento flows into either the City's CSS or into individual drainage pump stations located throughout the City which discharge to creeks and rivers. The CSS is considered at or near capacity and requires all additional inflow into the system to be mitigated. During dry weather, approximately 32 million gallons per day (mgd) are transported to the Sacramento Regional County Sanitation District's (SRCSD) SRWTP. For smaller storms, the City sends up to 60 mgd of wastewater to the SRWTP, which treats stormwater and sanitary sewage prior to discharge into the Sacramento River. When the flows in the CSS exceed 60 mgd, flows are routed to Pioneer Reservoir, a 22-million-gallon storage and primary treatment facility adjacent to the Sacramento River just north of the Pioneer Bridge (U.S. Highway 50). Once capacity of Pioneer Reservoir has been met, additional volume of up to 250 mgd receives primary treatment with disinfection and is discharged into the Sacramento River (City of Sacramento 2009b).

The City also operates its Combined Wastewater Treatment Plant (CWTP), where an additional 130 mgd of combined wastewater receives primary treatment with disinfection prior to discharging to the Sacramento River. The system may also store water in the CWTP basins. Under extreme high flow conditions, discharge of untreated combined wastewater from the CSS may occur. The City's NPDES permit regulates waste discharge requirements from the CSS (NPDES No. CA0079111), as well as operation of the CSS. All piping, drains, basins, and pumps connected to the CSS are maintained and operated by the City of Sacramento Department of Utilities (DOU).

As indicated above, stormwater runoff on the project site accumulates in a closed basin and therefore does not discharge to either stormwater collection system. However, once the project is constructed, stormwater would be pumped to Sump 99 and eventually discharged into the American River.

Flood Hazards

High water levels along the Sacramento and American rivers are a common occurrence in the winter and early spring. The low-lying landscape of the Sacramento area, with the convergence of two large river systems, has historically made the area susceptible to flooding. An extensive system of dams, levees, overflow weirs, drainage pumping plants, and flood control bypass channels are located on the Sacramento and American rivers to protect the area from flooding. Additionally, flows on the American River can be controlled at the Folsom and Nimbus dams. In the City of Sacramento's past, floods have been the most frequent and considerable natural hazard affecting the local environment and economy. Three different types of flood events occur in the Sacramento area: flash, riverine, and urban stormwater. All of the flood types typically result from severe weather and heavy rainfall, either in the City or in areas upstream of the City (i.e., the Sacramento River watershed in the northern portion of the valley and to the east in the Sierra Nevada).

Flood conditions may be due to high amounts of localized rainfall, but are usually due to high water volumes being released from the Sierra and Cascade Mountain watersheds. The water released is typically in the form of springtime snowmelt, and/or combined with heavy rain falls. California, and specifically the Sacramento area, has also experienced high river flows due to the effects of a "pineapple express." These are conditions that bring warmer Pacific tropical rain into the mountains that combine copious warm rainfall with the excess snowmelt runoff from the warmer rains. While recent storms in 1986 and 1997 resulted in significant flood events in the Sacramento area, scientists predict that current global warming trends may be changing the pattern of precipitation to more rain instead of snow. This trend brings the threat of significant river runoff events and flood conditions (City of Sacramento 2008).

Regulatory Flood Zones

Floodplains are illustrated on inundation maps produced by FEMA, which show areas of potential flooding and water depths. The floodplain is most often referred to as the area that is inundated by a 100-year flood event. A 100-year flood event has a 1% chance of being equaled or exceeded in any given year. An area within a designated 100-year floodplain may have substantially less protection and be susceptible to flooding on a regular basis; however, the 100-year flood protection is a requirement for most construction within floodplains. The 100-year flood is the national minimum standard to which communities regulate their floodplains through the National Flood Insurance Program (NFIP).

As shown in Figure 4.5-1, the project site is outside of the 100-year flood hazard zone (Zone AE), but within Zone X, which is defined as areas that are protected from the 100-year flows by levees (FEMA 2012). The project site has the same level of flood protection as existing Sacramento neighborhoods such as McKinley Park, East Sacramento, River Park, Midtown, and Downtown, which are all protected by the certified flood control levee on the south bank of the American River, shown in Figure 4.5-1. Because the project site is within a FEMA designated Zone X, no flood insurance is required. However, because there remains residual risk of flooding from catastrophically large floods (such as a 500-year flood), levee breaks, or dam failures, the City actively encourages residents in flood-prone areas, even if outside of a regulatory flood zone, to purchase optional flood insurance (i.e., preferred risk policy).

Folsom Dam and American River Levee Status

The volume of water flowing through the Sacramento levee system is primarily controlled by Folsom Dam on the American River, approximately 20 miles east of the project site, and the reserve overflow area of the Yolo Bypass on the Sacramento River.

Folsom Dam was completed in 1956 and was designed to provide flood control for Sacramento up to a 500-year storm (a storm with a 0.2% chance of occurring in any given year). However,

after the dam became operational, a series of record storms and flood flows resulted in a reevaluation of the dam's design flood capacity. In 1986, Folsom Dam's performance was downgraded to an approximately 60-year storm (1.67% chance of occurring in any given year). An initial reconnaissance report, "American River Investigation," January 1988, concluded that Folsom Dam and the American River levees were only capable of handling a 70-year flood event. Nevertheless, during the February 1986 event, the levees contained a volume of water generated by an 80-year to 100-year storm event with only localized flooding (City of Sacramento 2009b).

In the wake of the 1986 storm, efforts were undertaken to reduce the Sacramento area's vulnerability to catastrophic flooding. In 1989, the Sacramento Area Flood Control Agency (SAFCA), a joint powers agency established by the City of Sacramento, Sacramento County, Sutter County, the American River Flood Control District (ARFCD), and Reclamation District 1000 (RD-1000), was formed with the goal of ensuring that at least 100-year flood protection was achieved for the area. Ultimately, SAFCA's plan is to reach 200-year flood protection, pursuant to the provisions of Senate Bill 5 (City of Sacramento 2009b).

In 1994, SAFCA and the U.S. Bureau of Reclamation agreed to adjust and coordinate operations at Folsom Dam so that upstream reservoirs could assist in flood control measures. Congress approved funding for American River levee improvements in 1996 and also approved additional funding for flood control projects, including the enlargement of the outlets on Folsom Dam, in 1996. Congress authorized funding to raise the height of Folsom Dam in the Energy and Water Development Appropriations Act of 2004. Due to the rapidly rising cost of construction, the project design, now called the Folsom Dam Joint Federal Project, has been revised to raise the height of the dam and include a spillway for flows greater than the dam outlets can currently handle. Construction on the revised spillway design began in December 2007 and is expected to be completed in 2015.

In August 2012, the U.S. Army Corps of Engineers (ACOE) declared the City of Sacramento and 15 other areas to have failed federal maintenance criteria (Weiser 2012). The primary issue, according to the ACOE, involved encroachments onto the levees that hinder the ability to access and maintain them. This includes many locations where homes, swimming pools, fences, and other structures are built too close to the levee, or in some cases, on the levee itself. The Central Valley Flood Protection Plan released by the Department of Water Resources, according to the ACOE, did not go into sufficient detail on how encroachments on the American and Sacramento rivers would be addressed. The implication of this is that the Sacramento area may not have access to emergency funds from the ACOE to repair damaged or breached levees in the event of a major flood event. However, other sources of recovery money are available, including state and local levee agencies and congressional appropriation. So the loss of funding from the ACOE does not mean damaged levees won't be repaired in the event of a break. In August 2013, Reclamation District 1000 (which operates and manages the

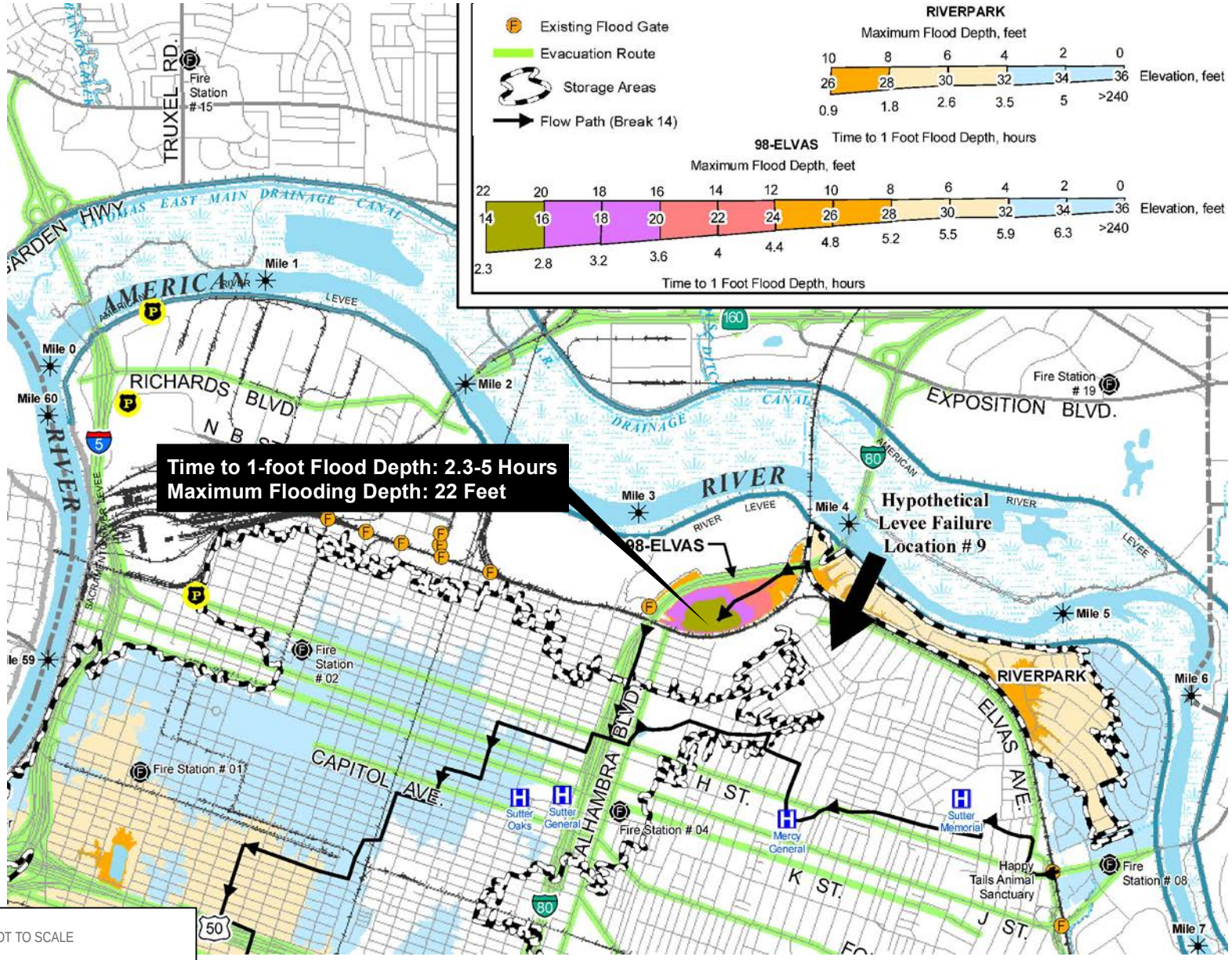
levees protecting the Natomas Basin) had its levee certification restored by sending the ACOE a letter of intent to rectify encroachment issues; the ARFCD will soon be sending the ACOE its own letter of intent (Weiser 2013).

These actions by the ACOE are separate from the 100-year flood certification issued under FEMA, and as discussed above, the project site is in FEMA Zone X where no flood insurance is required. However, FEMA uses ACOE data to decide whether a community should be stripped of its 100-year flood certification. It is expected that FEMA will undertake a remapping effort in 2014. The primary points of contention—levee encroachments—are not as great an issue for the portion of the American River levee in the area that protects the project site (i.e., along and west of River Park); the main problem areas are in Natomas and Knights Landing. Furthermore, levee improvement projects are ongoing and have recently received increased funding, including additional funds for the Folsom Dam Joint Federal Project, as well as levee improvements in Sacramento (Matsui 2013). These are projects, such as filling gaps in the cut off walls within the levees along the American River that will help SAFCA reach its goal of 200-year flood protection.

Union Pacific Railroad Embankment and Flood Gates

The UPRR embankment, which is to the south and east of the project site, is not a certified levee. While the embankment functioned as a levee prior to the construction of the American River levees in the early 1950s, it does not meet current ACOE levee design criteria. Nevertheless, the City of Sacramento identifies the UPRR embankment (from approximately 7th Street in downtown Sacramento to approximately 14th Avenue in the Power Inn area) as a secondary flood control facility. This is because the embankment would slow the flow of floodwaters in the event of an American River levee failure, providing additional time for evacuation of at-risk areas.

Because of its ancillary benefit for the purposes of flood control, the City of Sacramento has required flood gates on streets that penetrate the UPRR embankment. Flood gates are defined here as flood control structures that can be used to seal off openings in the embankment in the event of a levee break. These can consist of hinged metal gates, A-frame, or stop log structures, which are beams inserted in grooves cast in a channel wall. The City of Sacramento DOU maintains and operates all flood gate structures on the UPRR embankment. There are a number of streets that penetrate the UPRR embankment including H Street, J Street, Interstate 80 (Capital City Freeway), and Folsom Boulevard, each of which has flood gates or stop logs. All flood gates (except the 7th Street roadway underpass and the bike–pedestrian underpass at Sacramento State University) are shown in Figures 4.5-2 and 4.5-3 (Levee Breach Scenarios). A recent example of a flood gate is the 7th Street extension between Downtown and the Richards Boulevard area, where a flood gate structure was constructed in conjunction with that underpass.



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SOURCE: Wood Rodgers 2013

FIGURE 4.5-2

Levee Breach Scenarios

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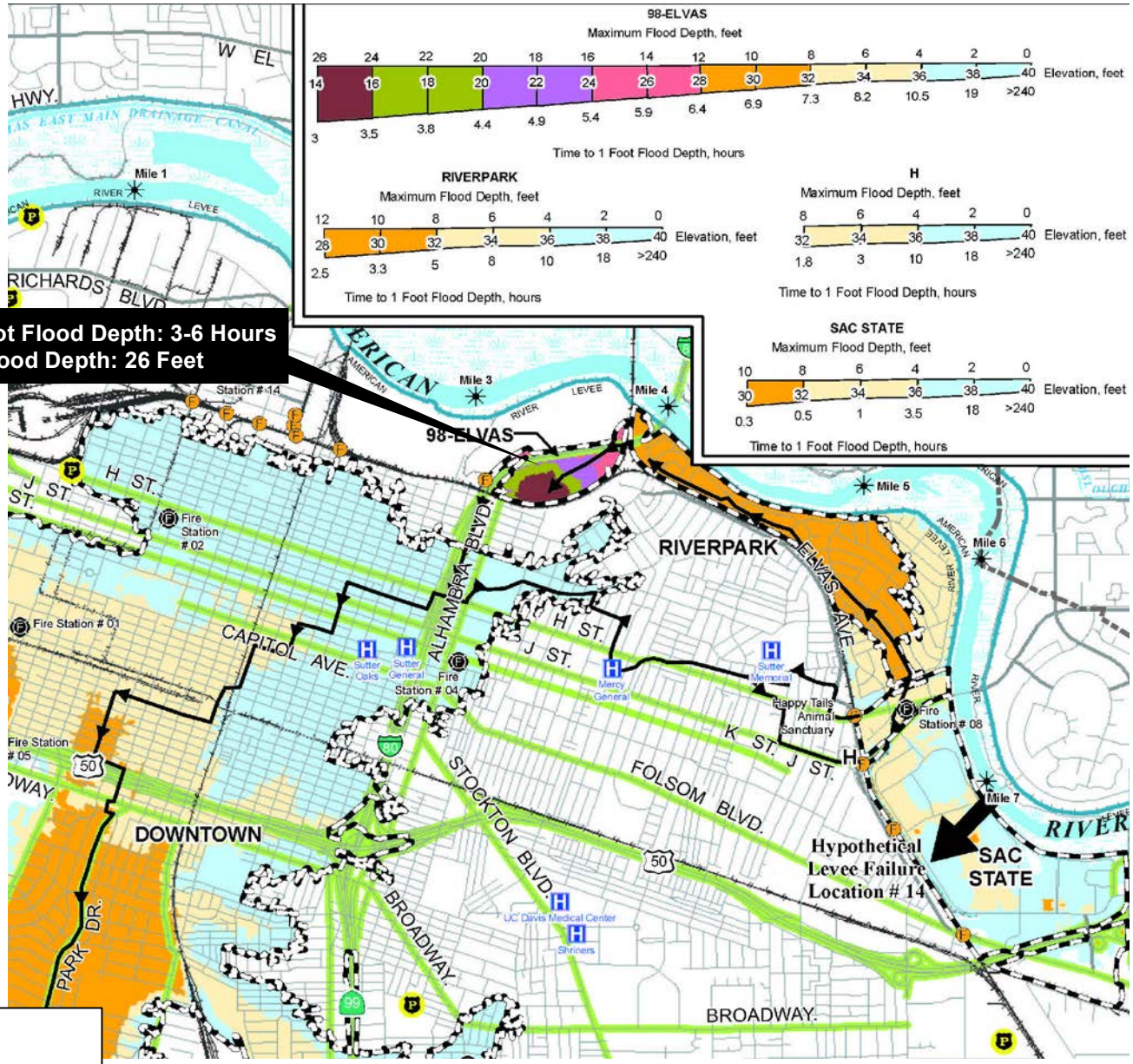

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SOURCE: Wood Rodgers 2013

FIGURE 4.5-3

Levee Breach Scenarios

7828-01

MCKINLEY VILLAGE PROJECT EIR

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The closest flood gate to the project site is adjacent to its northeastern border and crosses the Capital City Freeway.

The existing gates are manually operated; most take about a half an hour to 2 hours to shut and require city workers to either close large steel doors or place heavy boards into steel slots or against metal frames; some of the gates are longer and require more time (e.g., up to 4 hours) to erect (City of Sacramento 2006). The gates are then sealed with sandbags and/or plastic sheeting. These materials are stored with some gates in adjacent vaults, but in other cases must be transported from storage yards. City transportation crews hold drills each fall to stay skilled at operating the gates as swiftly as possible. The flood gate adjacent to the site crossing the Capital City Freeway several hundred feet northeast of the A Street Bridge is an A-frame type floodgate that would take City crews approximately 4 hours to install (City of Sacramento 2006). The gates would be closed by both the Public Works, and the field services division of the DOU, according to standard operating procedures.

Levee Breach

The City and County of Sacramento have prepared detailed maps showing hypothetical levee breaks, inundation levels, and the time it would take for waters to rise in affected neighborhoods, and rescue and evacuation zones (Wood Rodgers 2009). Each sample levee break location represents a hypothetical failure along that general stretch of levee. They do not depict known weak points or other issues that suggest a break would occur there versus anywhere else along the levee.

The levee breaks that were modeled and are closest to the proposed project are Scenario No. 9, which models a levee break immediately to the east of the freeway crossing (see Figure 4.5-2), and Scenario No. 14, which models a levee break about 4 miles upstream within the Sacramento State University campus (see Figure 4.5-3). With respect to the project site, these scenarios are the worst-case scenarios due to their proximity to the project site and the speed with which floodwaters would arrive. Under Scenario No. 9, floodwaters would first inundate the River Park neighborhood. Starting about 2.3 hours after the levee breach, floodwaters would begin to inundate the project site with 1 foot of water at the lowest elevation. Thereafter, floodwaters would slowly fill the project site to as deep as 22 feet before project grading (18 feet after project grading) after about 12 hours. Under Scenario No. 14, floodwaters would first inundate the Sacramento State campus and the River Park neighborhood. Starting about 3 hours after the levee breach, floodwaters would begin to inundate the project site with 1 foot of water at the lowest elevation. Thereafter, floodwaters would slowly fill the project site to as deep as 26 feet before project grading (22 feet after project grading) after about 14 hours.

Dam Failure

There is a continuum of threat conditions that face Sacramento. On the one extreme lies the threat of a worst-case catastrophic flood event. This scenario involves a catastrophic failure of the Folsom Dam that would allow for hundreds of thousands of cubic feet of water to cascade down the American River toward Sacramento. Such large amounts of water would easily overflow the levees and inundate contiguous areas along the levee. In such a case, rapid notification and activation of evacuation strategies would be critical for the safety of Sacramento's citizens. In this worst-case scenario, the attempt would be to evacuate as many persons as possible to safety, while simultaneously calling upon local, state, and federal mutual aid resources to begin mobilizations for rescue operations support (City of Sacramento 2008).

While not as severe in consequences, a catastrophic release of the Oroville Dam on the Feather River and the Shasta Dam on the Sacramento River would also allow for rapidly rising water levels along Sacramento's two rivers. Note that the Feather River and Yuba River have their confluence with the Sacramento River north and upriver of the City of Sacramento. In all cases, however, there is some time to react to the situation before the City must switch from evacuation procedures and into a rescue mode (City of Sacramento 2008).

Dam failure could occur under three conditions: earthquake, structural instability, or rainfall in excess of the dam's holding capacity. Table 4.5-1 indicates that should the Folsom Dam fail, floodwater would arrive in the City of Sacramento within 8 hours (City of Sacramento 2008). These estimates and arrival times assume full catastrophic failure of the dam, which is extremely unlikely considering dam safety regulations and existing projects to improve the holding capacity and reliability of the dam. State law requires local jurisdictions to adopt emergency procedures to address emergencies including dam failure and flooding.

Table 4.5-1
Catastrophic Dam Failure — Time for Inundation Flood Waters to Reach Sacramento

Dam	River	Time to reach Sacramento
Folsom	American	8 Hours
Oroville	Feather	40 Hours
Shasta	Sacramento	60 Hours

Source: City of Sacramento 2008.

Groundwater

The project site is located within South American Groundwater Sub-basin of the larger Sacramento Valley Groundwater Basin, as delineated in the California Department of Water Resources (DWR) Bulletin 118 (DWR 2004).

Groundwater Levels and Subsurface Flow

The project site is located in the Sacramento River Hydrologic Basin. The groundwater basin's beneficial uses are designated as domestic, municipal, and irrigation supply. Groundwater within the City of Sacramento is currently utilized for irrigation purposes (DWR 2004). According to the City of Sacramento Design and Procedures Manual, certain areas of the City including, but not limited to, Natomas and the Pocket Area are subject to high groundwater elevations which are dependent on the river stages, canal elevations, seasonal rainfall, irrigation activities, releases from upstream reservoirs, etc. The groundwater elevations can have large annual variations and be near the surface during wet winters when the river stage remains high (City of Sacramento 2008).

Consistent with the general information above, groundwater on the project site appears to be relatively shallow, under semi-confined conditions, and responsive to seasonal changes in flow on the American River, suggesting at least partial subsurface hydrological connectivity to the American River (EKI 2013; WKA 2006; and Geosyntec 2013, included as Appendix M). As part of corrective actions and ongoing monitoring associated with deactivation of the former 28th Street Landfill north of the project site, the City of Sacramento was required to install two side-by-side groundwater monitoring wells on the project site (see Section 4.4, Hazards and Public Safety). Recent data from the on-site groundwater monitoring wells indicate that first groundwater is present at an elevation of 5.60 feet AMSL, or approximately 20 feet below ground surface (bgs). Drill logs for these wells show that groundwater was first encountered at a depth of approximately 27 feet bgs, indicating confined groundwater conditions may exist at the site. Groundwater monitoring performed at the former 28th Street Landfill indicates that groundwater beneath the site flows primarily in a southerly direction (Geosyntec 2013, included as Appendix K). In addition, geotechnical work on the project site also found shallow groundwater levels between 6 and 18 feet bgs in 24 of the 40 borings drilled (WKA 2006). The authors of the geotechnical report suggested that, under pre-project grading conditions, groundwater may seasonally approach site surface elevations and could account for at least some of the water that temporarily ponds on the western part of the site during the rainy season.

Groundwater Quality

Groundwater quality in the Sacramento area is generally within the secondary drinking water standards for municipal use, including levels of iron, manganese, arsenic, chromium, and nitrates. The groundwater in the vicinity is described as a calcium magnesium bicarbonate, with minor fractions of sodium magnesium bicarbonate (DWR 2004). The water quality in the upper aquifer system is regarded as superior to that of the lower aquifer system. The upper aquifer is preferred over the lower aquifer principally because the lower aquifer system (specifically the Mehrten formation) contains higher concentrations of iron and manganese (City of Sacramento 2009b). Water from the upper aquifer generally does not require treatment other than disinfection.

Locally, the groundwater in the project vicinity does not appear to be experiencing significant effects from the presence of the former 28th Street Landfill, which is subject to post-closure monitoring and semi-annual reporting. Volatile organic compounds (VOCs) have been detected at concentrations below their respective maximum contaminant level (MCL) in groundwater samples since 2007 (EKI 2013). Vinyl chloride was detected in C11S groundwater samples greater than its MCL of 0.5 micrograms per liter (µg/L) between 1997 and 2005. Since 2006, vinyl chloride has not been detected in groundwater samples collected from the on-site wells (EKI 2013). Inorganic compounds detected in on-site wells have remained relatively stable since 2007 (EKI 2013). Since the inorganic compound concentrations (i.e., total suspended solids, sulfate, chloride, etc.) have remained stable during each sampling event, it does not appear that leachate from the 28th Street Landfill has significantly impacted groundwater at the project site.

While groundwater concentration levels are below MCLs, discharge permitting requirements take into consideration basin-wide discharge standards, which may be lower than MCLs, and they also take volume and duration of discharges into consideration.

4.5.3 Regulatory Background

Federal Regulations

The Clean Water Act

The Clean Water Act (CWA) (33 U.S.C. 1251–1376), as amended by the Water Quality Act of 1987, is the major federal legislation governing water quality. The objective of the CWA is “to restore and maintain the chemical, physical, and biological integrity of the Nation’s waters.” Important sections of the Act are as follows:

- Sections 303 and 304 provide for water quality standards, criteria, and guidelines.
- Section 401 (Water Quality Certification) requires an applicant for any federal permit that proposes an activity, which may result in a discharge to waters of the United States, to obtain certification from the state that the discharge will comply with other provisions of the Act.
- Section 402 establishes the National Pollutant Discharge Elimination System (NPDES), a permitting system for the discharge of any pollutant (except for dredged or fill material) into waters of the United States. This permit program is administered by the State Water Resources Control Board (SWRCB).
- Section 404 establishes a permit program for the discharge of dredged or fill material into waters of the United States. This permit program is jointly administered by the ACOE and the U.S. EPA.

Federal Antidegradation Policy

The federal antidegradation policy is designed to protect water quality and water resources. The policy directs states to adopt a statewide policy that includes the following primary provisions: (1) existing instream uses and the water quality necessary to protect those uses shall be maintained and protected; (2) where existing water quality is better than necessary to support fishing and swimming conditions, that quality shall be maintained and protected unless the state finds that allowing lower water quality is necessary for important local economic or social development; and (3) where high-quality waters constitute an outstanding national resource, such as waters of national and state parks, wildlife refuges, and waters of exceptional recreational or ecological significance, that water quality shall be maintained and protected.

Safe Drinking Water Act

Under the Safe Drinking Water Act (SDWA) (Public Law 93-523), passed in 1974, the U.S. EPA regulates contaminants of concern to domestic water supply. Contaminants of concern relevant to domestic water supply are defined as those that pose a public health threat or that alter the aesthetic acceptability of the water. These types of contaminants are regulated by the U.S. EPA primary and secondary MCLs. MCLs and the process for setting these standards are reviewed triennially. Amendments to the SDWA enacted in 1986 established an accelerated schedule for setting drinking water MCLs.

Federal Emergency Management Agency

Sacramento County and the City are participants in the NFIP, a federal program administered by FEMA. Participants in the NFIP must satisfy certain mandated floodplain management criteria. The National Flood Insurance Act of 1968 adopted a desired level of protection that would protect developments from floodwater damage associated with an Intermediate Regional Flood, a flood which is defined as a flood having an average frequency of occurrence on the order of once in 100 years, although such a flood may occur in any given year.

State Regulations

Porter–Cologne Water Quality Control Act

The Porter–Cologne Water Quality Control Act (California Water Code Section 13000 et seq.) provides the basis for water quality regulation within California. The act requires a “Report of Waste Discharge” for any discharge of waste (liquid, solid, or otherwise) to land or surface waters that may impair a beneficial use of surface or groundwater of the state. The CVRWQCB implements waste discharge requirements relevant to the proposed project.

State Water Resources Control Board and Regional Water Quality Control Board

The SWRCB administers water rights, water pollution control, and water quality functions throughout the state, while the Regional Water Quality Control Boards (RWQCBs) conduct planning, permitting, and enforcement activities. The proposed project area lies within the jurisdiction of the CVRWQCB.

The CVRWQCB uses planning, permitting, and enforcement authorities to meet this responsibility, and has adopted the fourth edition of the Water Quality Control Plan (Basin Plan) for the Sacramento River and San Joaquin River Basins (CVRWQCB 2010) to implement plans, policies, and provisions for water quality management. The Basin Plan was prepared in compliance with the federal CWA and the state Porter–Cologne Water Quality Control Act. The Basin Plan establishes beneficial uses for major surface waters and their tributaries, water quality objectives that are intended to protect the beneficial uses, and implementation programs to meet stated objectives.

State and federal laws mandate the protection of designated beneficial uses of water bodies. State law defines beneficial uses as “domestic; municipal; agricultural and industrial supply; power generation; recreation; aesthetic enjoyment; navigation; and preservation and enhancement of fish, wildlife, and other aquatic resources or preserves” (Water Code Section 13050[f]). The Basin Plan contains specific numeric and narrative water-quality objectives applicable to ambient surface and groundwater resources and for a number of physical parameters, chemical inorganic and organic constituents, biological factors, and toxic priority trace metal and organic compounds. Water quality objectives for toxic pollutants in the Basin Plan complement the federal water quality standards adopted in the California Toxics Rule in May 2000.

NPDES Program – Construction Activity

The NPDES program regulates municipal and industrial stormwater discharges under the requirements of the CWA. California is authorized to implement a state industrial stormwater discharge permitting program, with the SWRCB and CVRWQCB as the permitting agencies.

The City must comply with the requirements of the NPDES permit for Discharges of Storm Water Runoff associated with Construction Activity (Order No. 2009-0009-DWQ, as amended by 2010-0014-DWQ and 2012-006-DWQ). This permit (i.e., the Construction General Permit) regulates discharges from construction sites that disturb 1 acre or more of total land area. By law, all stormwater discharges associated with construction activity where clearing, grading, and excavation results in soil disturbance must comply with the provisions of this NPDES permit. The permitting process requires the development and implementation of an effective Storm Water Pollution Prevention Plan (SWPPP). The project applicant must submit a Notice of Intent (NOI) to the CVRWQCB to be covered by a NPDES permit and prepare the SWPPP prior to the beginning of construction.

The SWPPP must include best management practices (BMPs) to reduce pollutants and any more stringent controls necessary to meet water quality standards. A SWPPP describes the site, erosion and sediment controls, means of waste disposal, implementation of local plans, control of post-construction sediment and erosion control measures and maintenance responsibilities, and non-stormwater management control. Dischargers are also required to inspect construction sites before and after storms to identify stormwater discharge from construction activity, and to identify and implement controls where necessary. Dischargers must also comply with water quality objectives as defined in the Central Valley Basin Plan. If Basin Plan objectives are exceeded, corrective measures would be required.

Implementation of the SWPPP starts with the commencement of construction and continues through completion of the project. Upon completion of the project, the applicant must submit a Notice of Termination to the CVRWQCB to indicate that construction is completed.

Statewide General Waste Discharge Requirements (WDR) for Discharges to Land with a Low Threat to Water Quality, Water Quality Order No. 2003-0003-DWQ

Among other types of discharges, this general order applies to small/temporary construction-related dewatering discharges to land (i.e., discharges that would evaporate or infiltrate into the ground and would not flow into a surface water body). General WDRs require dischargers to comply with all applicable Basin Plan provisions, including any prohibitions and water quality objectives governing the discharge. As part of the standard provisions in the order, the discharger is required to develop a discharge management plan incorporating contingency measures, should sampling results show violation of water quality standards. In no case shall the discharge continue to impair beneficial uses or violate water quality standards or cause a possible nuisance condition. A Negative Declaration in compliance with the California Environmental Quality Act (CEQA) has been adopted for these General WDRs. The environmental impacts from new discharges authorized by these General WDRs have been found to be less than significant.

Statewide General Waste Discharge Requirements for Sanitary Sewer Systems, Water Quality Order No. 2006-0003

To provide a consistent, statewide regulatory approach to address sanitary sewer overflows (SSOs), the SWRCB adopted Statewide General WDRs for Sanitary Sewer Systems, Water Quality Order No. 2006-0003, on May 2, 2006. An SSO is any overflow, spill, release, discharge or diversion of untreated or partially treated wastewater from a sanitary sewer system. The Sanitary Sewer Systems WDR requires public agencies that own or operate sanitary sewer systems to develop and implement sewer system management plans and report all SSOs to the SWRCB's online SSO database.

State Nondegradation Policy

In 1968, as required under the federal antidegradation policy described previously, the SWRCB adopted a nondegradation policy aimed at maintaining high quality for waters in California. The nondegradation policy states that the disposal of wastes into state waters shall be regulated to achieve the highest water quality consistent with maximum benefit to the people of the state and to promote the peace, health, safety, and welfare of the people of the state. The policy provides as follows:

a) Where the existing quality of water is better than required under existing water quality control plans, such quality would be maintained until it has been demonstrated that any change would be consistent with maximum benefit to the people of the state and would not unreasonably affect present and anticipated beneficial uses of such water.

b) Any activity which produces waste or increases the volume or concentration of waste and which discharges to existing high-quality waters would be required to meet waste discharge requirements which would ensure (1) pollution or nuisance would not occur and (2) the highest water quality consistent with the maximum benefit to the people of the state would be maintained.

California Toxics Rule

In May 2000, the SWRCB adopted and Cal/EPA approved the California Toxics Rule (CTR), which establishes numeric water quality criteria for approximately 130 priority pollutant trace metals and organic compounds. The SWRCB subsequently adopted its State Implementation Policy (SIP) of Toxics Standards for Inland Surface Waters, Enclosed Bays, and Estuaries. The SIP outlines procedures for NPDES permitting for toxic pollutant objectives that have been adopted in Basin Plans and in the CTR.

Local Regulations

The Sacramento Area Flood Control Agency

SAFCA was formed in 1989 by local agencies anxious to address the deficiencies in Sacramento's flood control system identified by the ACOE following the flood of 1986. Through a joint exercise of powers agreement, the City of Sacramento, County of Sacramento, the Sacramento County Water Agency, Sutter County, the Sutter County Water Agency, the ARFCD, and Reclamation District 1000 (RD 1000) pooled their common flood-control authorities, established a management structure, and identified a program for improving Sacramento's flood control system. This program has three elements:

1. Ensure the structural integrity of the existing levee system;

2. Provide at least a 100-year level of flood protection as quickly as possible to the areas within the FEMA 100-year floodplain by, among other actions, increasing the space available for flood control at Folsom Dam and Reservoir (Folsom); and
3. Work toward achieving at least a 200-year level of flood protection for the Sacramento area.

SAFCA finances the local share of the cost to improve Sacramento's flood control system by creating assessment districts and levying annual assessments on properties which benefit from the improvements. These assessments are billed on Sacramento County's and Sutter County's annual real property tax bill.

SAFCA has carried out its flood risk management program on a step-by-step basis. It has succeeded in moving flood zone properties in Natomas and North Sacramento from a high- risk status (less than 100-year protection) to a moderate-risk status (greater than 100-year but less than 200-year protection) by raising and strengtheing levees around the Natomas basin and along lower Dry and Arcade creeks. When this work is completed, these properties will have greater than a 200-year level of protection and a relatively low risk of flooding. Outside the North Area, steps have been taken to ensure the integrity of the levee system along the Sacramento and American rivers and to secure additional flood storage space at Folsom Reservoir on an interim basis.

The American River Flood Control District

The ARFCD is the member of SAFCA that provides flood protection for the project site and surrounding neighborhoods. Formed by an act of the State Legislature in 1927, its mission is to protect the citizenry by maintaining the 40 miles of levees along the American River and portions of Steelhead, Arcade, Dry, and Magpie creeks. The ARFCD's year-round maintenance activities are designed to prevent degradation of the levees' structural stability and to keep the surface of the levees accessible and clearly visible so problems can be detected and flood emergency equipment can be moved in when needed. In addition to routine operation and maintenance activities, the ARFCD implements projects along the levee to improve accessibility. For example, in 2008, the ARFCD began working with numerous landowners to remove abandoned encroachments in River Park (such as deteriorating retaining walls, debris, and mounds of dirt), which resulted in a clean levee slope free of obstructions that will no longer compromise levee safety.

City of Sacramento 2030 General Plan

The following City of Sacramento 2030 General Plan goals and policies are applicable to hydrology and water quality.

Environmental Constraints: Flooding Hazards

Goal EC 2.1 Flood Protection. Protect life and property from flooding.

Policy EC 2.1.6 New Development. The City shall require evaluation of potential flood hazards prior to approval of development projects.

Environmental Resources: Water Resources

Goal ER 1.1 Water Quality Protection. Protect local watersheds, water bodies and groundwater resources, including creeks, reservoirs, the Sacramento and American rivers, and their shorelines.

Policy ER 1.1.4 New Development. The City shall require new development to protect the quality of water bodies and natural drainage systems through site design, source controls, stormwater treatment, runoff reduction measures, best management practices (BMPs) and Low Impact Development (LID), and hydromodification strategies consistent with the city's NPDES Permit.

Policy ER 1.1.5 No Net Increase. The City shall require all new development to contribute no net increase in stormwater runoff peak flows over existing conditions associated with a 100-year storm event.

Policy ER 1.1.6 Post-Development Runoff. The City shall impose requirements to control the volume, frequency, duration, and peak flow rates and velocities of runoff from development projects to prevent or reduce downstream erosion and protect stream habitat.

Policy ER 1.1.7 Construction Site Impacts. The City shall minimize disturbances of natural water bodies and natural drainage systems caused by development, implement measures to protect areas from erosion and sediment loss, and continue to require construction contractors to comply with the City's erosion and sediment control ordinance and stormwater management and discharge control ordinance.

Utilities: Stormwater Drainage

Goal U4.1 Adequate Stormwater Drainage. Provide adequate stormwater drainage facilities and services that are environmentally-sensitive, accommodate growth, and protect residents and property.

Policy U4.1.1 Adequate Drainage Facilities. The City shall ensure that all new drainage facilities are adequately sized and constructed to accommodate stormwater runoff in urbanized areas.

Policy U4.1.2 Master Planning. The City shall implement master planning programs to: Identify facilities needed to prevent 10-year event street flooding and 100-year event structure flooding Ensure that public facilities and infrastructure are designed pursuant to approved basin master plans Ensure that adequate land area and any other elements are provided for facilities subject to incremental sizing (e.g., detention basins and pump stations).

Policy U4.1.3 Regional Stormwater Facilities. The City shall coordinate efforts with Sacramento County and other agencies in the development of regional stormwater facilities.

Policy U4.1.4 Watershed Drainage Plans. The City shall require developers to prepare watershed drainage plans for proposed developments that define needed drainage improvements per City standards, estimate construction costs for these improvements and comply with the City's (National Pollutant Discharge Elimination System) NPDES permit.

Policy U4.1.5 New Development. The City shall require proponents of new development to submit drainage studies that adhere to City stormwater design requirements and incorporate measures to prevent on- or off-site flooding.

City of Sacramento Stormwater Management and Control Code

The City Stormwater Management and Control Code (Chapter 13.16 of the City Code) is intended to control non-stormwater discharges to the stormwater conveyance system; eliminate discharges to the stormwater conveyance system from spills, dumping, or disposal of materials other than stormwater; and reduce pollutants in urban stormwater discharges to the maximum extent practicable. Non-stormwater discharges are prohibited except where the discharge is regulated under a NPDES permit. (See the descriptions of the NPDES in the discussions of federal and state water quality regulations above.) Discharges from specified activities that do not cause or contribute to the violation of any plan standard, such as landscape irrigation and lawn watering and flows from fire suppression activities, are also exempt from this prohibition. Discharges to the stormwater conveyance system of pumped groundwater not subject to a NPDES permit may be permitted upon written approval from the City and in compliance with the City's conditions of approval.

City of Sacramento Grading, Erosion, and Sediment Control Ordinance

The City Grading, Erosion, and Sediment Control Ordinance (Title 15, Chapter 15.88 of the City Code) sets forth rules and regulations to control land disturbances, landfill, soil storage, pollution, and erosion and sedimentation resulting from construction activities. With limited exceptions, grading approval must be received from the City DOU before construction. All project applicants, regardless of project location, are required to prepare and submit separate erosion and sediment control plans applicable to the construction and post- construction

periods. The ordinance also specifies other requirements, such as written approval from the City for grading work within the ROW of a public road or street, or within a public easement.

City of Sacramento SQIP

The City of Sacramento SQIP provides a comprehensive plan to direct the Sacramento City Stormwater Management Program (Sacramento City Stormwater Program) and its priorities and activities through the 2008–2013 permit term. Included in the City of Sacramento SQIP is information on the Sacramento City Stormwater Program's history and accomplishments as well as a description of specific activities for the 2008–2013 permit term. The City of Sacramento Stormwater Management Program is designed to reduce stormwater pollution to the maximum extent practicable and eliminate prohibited non-stormwater discharges in accordance with federal and state laws and regulations.

The Construction Element was designed to reduce the discharge of stormwater pollutants to the maximum extent practicable by requiring construction sites to reduce sediment in site runoff and reduce other pollutants such as litter and concrete wastes through good housekeeping procedures and proper waste management. The Construction Element strategy includes the following components:

- Ensure that plan review and approval procedures, standards, and field requirements are clear and effective.
- Ensure that the development and construction communities:
    - Comply with local grading, erosion, and sediment control requirements
    - Properly implement the required BMPs associated with construction activities
    - Maintain good housekeeping practices associated with construction activities
    - Obtain coverage under the State Construction General Permit for projects that disturbed 1 or more acres of land.
- Ensure that City project managers:
    - Obtain coverage under the State Construction General Permit for all municipal improvement projects that disturbed 1 or more acres of land
    - Comply with local erosion and sediment control requirements. Provide plan review, inspections, and enforcement.
- Evaluate and incorporate new technologies and alternative control measures.
- Provide training and technical support to Sacramento City staff on local and state stormwater quality requirements and procedures.

- Conduct outreach and provide guidance to the development and construction community on stormwater quality requirements related to construction activities.
- Conduct periodic meetings with Sacramento City Stormwater Program Inspectors to evaluate current and proposed ESC requirements and good housekeeping practices.

The New Development Element was designed to protect local creeks and rivers by reducing the discharge of stormwater pollutants that could result from new developments to the maximum extent practicable and by mitigating increased flows that could cause erosion and degrade habitat. The New Development Element strategy for reducing stormwater pollutants from new development includes the following:

- Incorporate water quality and watershed protection principles into Sacramento City procedures and policies.
- Improve the development review process to ensure effective implementation of the development standards for new development and redevelopment projects.
- Implement stormwater quality development standards for all regulated new development and redevelopment projects.
- Ensure that standards and maintenance requirements are clear and effective.
- Require maintenance provisions for all privately maintained treatment control measures. Develop the hydromodification management plan and update the Stormwater Design Manual with new design criteria for hydromodification measures.
- Evaluate new technology and alternative control measures.
- Provide training and technical assistance to Sacramento City staff (planners, engineers, CIP project managers, building and construction inspectors, etc.) on stormwater quality requirements and procedures to ensure effective implementation of stormwater quality development standards for municipal projects and private development projects.
- Provide training and outreach to the development community on the stormwater quality development standards.

City of Sacramento Floodplain Management Ordinance

This Floodplain Management Ordinance is designed to promote the public health, safety, and general welfare, and to minimize public and private losses due to flood conditions in specific areas. The Ordinance regulates development which is or might be dangerous to health, safety, and property by requiring at the time of initial development, or substantial improvement, methods of protection against flood damage in areas vulnerable to flooding in order to minimize flood damage. The Ordinance regulates the following developmental impacts: filling, grading, or erosion, alteration

of natural flood plains, stream channels or water courses, the imposition of barriers which increase flood hazards, or any other impacts that aggravate or cause flood hazards.

Resolution 93-164

Resolution 93-164, with regard to storm drainage, is intended to prevent street flooding during 10-year return storms and to prevent flooding of structures during 100-year return storms at complete buildout in each drainage basin.

State Water Resources Control Board Order No. 2006-0003, Waste Discharge Requirements

Stormwater discharges from the project site are proposed to be detained on site, pumped to Sump 99, and eventually discharged to the American River. This discharge would be regulated under the area-wide WDR for stormwater discharges from separate storm sewer systems (also known as an MS4 permit).

The permit is intended to implement the Water Quality Control Plan, established by the CVRWQCB (CVRWQCB 2010). The City of Sacramento NPDES permit requires implementation of programs that establish priorities based on addressing urban pollutants of concern, to reduce the level of pollutants in stormwater discharges from municipal separate storm sewer systems and requires that any change in water quality will not unreasonably affect the present and anticipated beneficial use of receiving waters and will not result in water quality less than that prescribed in SWRCB policies. The SQIP, described earlier, provides a comprehensive plan to direct the City's Stormwater Management Program priorities and activities, including program management, target pollutant reduction strategy, monitoring program, program element implementation (i.e., industrial, municipal, construction, and public education and outreach elements), and program evaluation.

Additionally, the Stormwater Quality Design Manual for the Sacramento and South Placer Regions (Sacramento Stormwater Quality Partnership 2007), requires development and redevelopment projects within urban areas of Sacramento County to implement stormwater treatment measures and source control measures to comply with state and federal regulatory standards. The manual also encourages projects to implement runoff reduction measures. Compliance with the manual constitutes compliance with the Sacramento NPDES permit.

General Order for Dewatering and Other Low-Threat Discharges to Surface Waters

The CVRWQCB has adopted a general NPDES permit for short-term discharges of small volumes of wastewater from certain construction-related activities. Permit conditions for the discharge of these types of wastewaters to surface water are specified in "General Order for Dewatering and Other Low-Threat Discharges to Surface Waters" (Order No. R5-2013-

0074/NPDES Permit No. CAG995001). Discharges may be covered by the permit provided they are either (1) 4 months or less in duration or (2) the average dry weather discharge does not exceed 0.25 mgd. Construction dewatering, well development water, pump/well testing, and miscellaneous dewatering/low-threat discharges are among the types of discharges that may be covered by the permit. The general permit also specifies standards for testing, monitoring, and reporting, receiving water limitations, and discharge prohibitions.

Combined Sewer System Development Fee

The City of Sacramento adopted a sewer ordinance for the CSS in 2005, which requires payment of a development fee for projects that add sewer flows within the CSS service boundary. Key aspects of the CSS development fee include: a fee per equivalent single-family dwelling unit that will be subject to periodic adjustments; CSS development fees may be fully or partially offset by constructing or cost sharing in the construction of a mitigation project approved by the DOU; the fee approximates the cost to construct local storage to mitigate downstream impacts; and fees will be collected and deposited in a fund for the City to construct larger projects to mitigate multiple developments.

4.5.4 Impacts and Mitigation Measures

Methods of Analysis

A site-specific study was prepared for the project site by Wood Rodgers (2013a) to estimate existing runoff and proposed project runoff, and to identify drainage facilities that would be needed to meet the current City of Sacramento Improvement Standards, the City of Sacramento Storm Drainage Design Standards, and the Stormwater Quality Design Manual for the Sacramento and South Placer Regions. This impact analysis incorporates the results of that study to identify potential proposed project impacts associated with drainage and post-construction water quality.

The southwestern edge of the project site is one of several possible locations that are being considered by the City for a separate Combined Sewer Detention Project, which could be constructed to mitigate combined sewer surcharging in the CSS within East Sacramento by providing extra storage during peak wet weather flows. This sewer detention project would be adjacent to the proposed project site, but within City-owned property, and would undergo a separate environmental review process. The sewer detention project is not considered a part of the proposed project. The sewer and drainage facilities proposed as part of the project would be designed to have the capacity to serve the project irrespective of whether or not the City's Combined Sewer Detention Project would eventually be constructed.

Each impact statement that follows is focused on issues raised by the public in response to the NOP, particularly with respect to flood hazards. The significance thresholds are all addressed

below, except for issues relating to placing structures within a 100-year flood hazard area. Because the project in not located within a 100-year flood zone and is protected from the 100-year flood by a system of levees, the criteria does not apply and is not discussed further. However, catastrophic flooding due to levee failure or dam failure, as well as local flooding due to excessive stormwater runoff is addressed under Impacts 4.5-4 and 4.5-5.

Impacts of the environment on a project or plan (as opposed to impacts of a project or plan on the environment) are beyond the scope of required CEQA review. "[T]he purpose of an EIR is to identify the significant effects of a project on the environment, not the significant effects of the environment on the project." (*Ballona Wetlands Land Trust v. City of Los Angeles* (2011) 201 Cal.App.4th 455, 473.) The impacts discussed in this section related to flooding are effects on users of the project and structures in the project of preexisting environmental hazards, as explicitly found by the court in the *Ballona* decision, and therefore "do not relate to environmental impacts under CEQA and cannot support an argument that the effects of the environment on the project must be analyzed in an EIR." (*Id*. at p. 475.) Nonetheless, an analysis of these impacts is provided for informational purposes.

Thresholds of Significance

Consistent with Appendix G of the CEQA Guidelines, thresholds of significance adopted by the City in applicable general plans and previous environmental documents, and professional judgment, a significant impact would occur if the proposed project would:

- substantially degrade water quality;
- violate any water quality objectives or waste discharge objectives set by the State Water Resources Control Board, due to increases in sediments and other contaminants generated by construction and/or development of the project;
- substantially increase the exposure of people and/or property to the risk of loss, injury, damage, or death in the event of a 100-year flood or as a result of the failure of a levee or dam;
- create or contribute runoff water which would exceed the capacity of existing or planned stormwater drainage systems or provide substantial additional sources of polluted runoff;
- place within a 100-year flood hazard area structures which would impede or redirect flood flows;
- substantially deplete groundwater supplies or interfere with groundwater recharge resulting in a net deficit in the aquifer volume or a lowering of the groundwater table; or
- substantially alter the existing site drainage or substantially increase the rate or amount of surface runoff which would result in flooding on or off site.

Project-Specific Impacts and Mitigation Measures

4.5-1: Construction activities associated with the project could generate increases in sediment and/or other contaminants which could violate water quality objectives and/or waste discharge requirements set by the State Water Resources Control Board. Based on the analysis below the impact is *less than significant.*

Development of the proposed project would involve the construction of a 328-unit residential neighborhood, with roadways, parks, and infrastructure, which would require grading, excavation, and other construction-related activities that could cause soil erosion at an accelerated rate during storm events. Of the project's approximately 48.75-acre watershed, approximately 30 acres are proposed for residential uses, approximately 7.0 acres are proposed for parks, the recreation center, and landscaped areas, and approximately 11.7 acres for streets and alleys. Construction would have the potential to affect water quality by contributing to localized violations of water quality standards if stormwater runoff from construction activities enters receiving waters in an uncontrolled manner.

The first phase of construction would consist of the backbone infrastructure, which would include the site's stormwater drainage system. The drainage system would include two detention basins with a total volume of approximately 8 acre-feet and a pump station with a 10 cubic feet per second (cfs) pump capacity which would convey water to the City's existing Sump 99 through a newly constructed force main (Figure 4.5-4). Prior to installation of the drainage system, groundwater would be the primary receiving water body, since the site is an internally closed basin. As the phases of construction proceed, stormwater runoff would eventually be collected and discharged into the American River from Sump 99. Thus, stormwater runoff and non-stormwater discharges (i.e., construction site dewatering) from construction activities have the potential to affect both groundwater quality and—when water is pumped to Sump 99—the American River.

Stormwater Discharges

Construction activities such as grading, excavation, and trenching for site improvements would result in disturbance of soils at the project site. Construction site runoff can contain soil particles and sediments from these activities. Dust from construction sites can also be transported to other nearby locations, where the dust can enter runoff or water bodies. Spills or leaks from heavy equipment and machinery, staging areas, or building sites can also enter runoff. Typical pollutants could include petroleum products and heavy metals from equipment, and products such as paints, solvents, and cleaning agents, which could contain hazardous constituents. Sediment from erosion of graded or excavated surface materials, leaks or spills from equipment, or inadvertent releases of building products could result in water quality degradation if runoff containing the

sediment entered receiving waters in sufficient quantities to exceed water quality objectives. Impacts from construction-related activities would generally be short-term and of limited duration.

Because the proposed project would require construction activities resulting in a land disturbance of more than 1 acre, the project applicant is required by the state to obtain the General Permit for Discharges of Stormwater Associated with Construction Activity (Construction General Permit), which pertains to pollution from grading and project construction. Compliance with the permit requires the project applicant to file a NOI with the SWRCB and prepare a SWPPP prior to construction. The SWPPP would incorporate BMPs in order to prevent, or reduce to the greatest feasible extent, adverse impacts to water quality from erosion and sedimentation. BMPs may include: scheduling or limiting activities to certain times of year, prohibitions of practices, maintenance procedures, and other management practices.

In addition, the project applicant must comply with the City of Sacramento's Grading, Erosion, and Sediment Control Ordinance which requires that the applicant prepare an erosion and sediment control plan (ESC) for both during and after construction of the proposed project to be included in the improvement plans for the review and approval of the City of Sacramento. The City of Sacramento also requires that post-construction stormwater quality control measures be incorporated into development plans to minimize the increase of urban runoff pollution caused by development of the area (these are discussed below under Impact 4.5-2). Preparation of a SWPPP, as required under the Construction General Permit, and preparation of an ESC and integration of post-construction stormwater quality control measures, as required under City ordinance codes, would be consistent with General Plan Policy ER 1.1.7, Construction Site Impacts.

Non-Stormwater Discharges

Due to shallow groundwater levels in the vicinity of the project site, trenching and excavation activities associated with construction of the proposed project could reach a depth that would expose the water table, which would require dewatering of excavation sites. This could create a direct path for contaminants, if present, to enter the groundwater system. Potential contaminants that could be introduced during construction include particulate matter, sediment, oils and greases, and construction supplies such as concrete, paints and adhesives. Preparation and implementation of a SWPPP as required under the Construction General Permit and described earlier would minimize the potential for release of construction-related contaminants into groundwater.

Existing Off-Site Drain Pipes
Proposed Drain Pipes
Proposed Force Main
Off-Site Shed Boundary
On-Site Shed Boundary
Proposed On-Site Basin
PS Proposed On-Site Pump Station
EP Existing Sump 99 Pump Station

NOT TO SCALE

SOURCE: Wood Rodgers 2013, City of Sacramento 2013

FIGURE 4.5-4

Drainage Evaluation: Drainage Shed 99 Developed Conditions System

7828

MCKINLEY VILLAGE PROJECT EIR

Path: Z:\Projects\7828\01\MAP\DOC\MAPS\EIR\Fig4_5_4_woodrogers.mxd

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However, groundwater discharged during construction-related trenching and excavation, if discharged to the City's storm drainage system, has the potential to adversely affect water quality. The deepest excavations associated with the proposed project would be in connection with the sewer and drainage infrastructure (Wood Rodgers. 2013a). The two proposed stormwater detention basins would vary somewhat in depth. The north basin would vary in elevation from 10.5 to 13.5 feet AMSL at the bottom of the basin, and adjacent grades would vary from elevation 16.8 to 25 feet AMSL. The south basin would vary in elevation from 13.7 to 15.0 feet AMSL at the bottom of the basin, with adjacent pads ranging from 22.2 to 22.5 feet AMSL. The underground pump station would be between 10 and 15 feet deep, and the sewage detention tank would be 12 feet deep (Wood Rodgers. 2013a, 2013b). Ultimate excavation depths would be slightly greater since installation of such facilities would require some degree of over excavation to prepare sub-grade soils. The manner in which dewatering discharges would be made would depend on a number of factors, such as the season/weather, the location of the excavation, and whether space is available to infiltrate the dewatering discharges back into the shallow groundwater table (i.e., make discharges to land). Given that the excavations most likely to encounter groundwater would occur within the lowest (westernmost) portion of the site, it is likely that the construction contractor would need to dewater the site by actively pumping seepage out of the construction site into either the City's separate storm drainage system or into its CSS.

According to the Phase I Environmental Site Assessment, groundwater beneath the project site has been impacted by some VOCs, bicarbonate (which can indicate hardness), and vinyl chloride associated with the former 28th Street Landfill (Geosyntec 2013, included as Appendix K). However, VOC data from the last 5 years are below applicable regulatory guidelines, e.g., MCLs, notification levels, or vapor intrusion screening levels (ESLs) indicating that there is no significant risk for residential development (i.e., less than one in a million lifetime incremental cancer risk). Vinyl chloride has not been detected on the site since 2005 (EKI 2013). In addition, inorganic groundwater monitoring parameters (e.g., bicarbonate) measured in these monitoring wells have been stable and not increasing. These inorganic constituents are typically monitored as indicators associated with landfill impacts to groundwater. Thus, the stability of inorganic parameters indicate that landfill leachate impacts to local groundwater have been stable for the recent 5-year period reviewed and not indicative of increasing impacts to groundwater quality on the project site (EKI 2013).

Normally, construction site dewatering discharges are an allowable type of non-stormwater discharge under the Construction General Permit, if short-term and uncontaminated. This is the currently anticipated regulatory pathway for the project. However, if the City determines that groundwater volumes and conditions warrant, the construction contractor could be required to obtain permit coverage under either statewide or region-specific general WDRs, depending on whether dewatering discharges would be made to land or to the City's stormwater conveyance system. The General Order for Dewatering and Other Low-Threat Discharges to Surface Waters

(Order No. R5-2013-0074) applies to short-term discharges of small volumes of wastewater from certain construction-related activities. The Statewide General WDRs for discharges to land with a low threat to water quality (Order No. 2003-0003-DWQ) applies to small/temporary construction-related dewatering discharges to land (i.e., discharges that would evaporate or infiltrate into the ground, and would not flow into a surface water body). Either one of the general orders may be applicable, provided that groundwater samples are analyzed and shown to be below screening levels for priority pollutants. If groundwater quality testing shows exceedance of one or more priority pollutants, the construction contractor may need to obtain coverage under General WDRs/NPDES permit for limited threat discharges of treated/untreated groundwater to surface waters (Order No. R5-2013-0073/NPDES Permit No. CAG995002), or an individual NPDES permit, in lieu of the general orders/WDRs for low-threat discharges.

Regardless of the specific NPDES permit coverage being sought by the project applicant and/or its construction contractor—prior to undertaking any dewatering activities—the project applicant would be required to submit to the CVRWQCB a NOI to comply with the terms and conditions of the General WDRs and/or a Report of Waste Discharge pursuant to California Water Code Section 13260, a fee, a project map, evidence of CEQA compliance, and a monitoring plan. Analysis results for priority pollutants within the groundwater beneath the site would need to be submitted along with the NOI, and the CVRWQCB would have 30 to 60 days to process the application. The CVRWQCB staff would then determine whether or not coverage under the General WDRs is appropriate and, if so, would notify the project applicant and/or its construction contractor by letter of coverage (i.e., Notice of Applicability). In the event of any conflict between the provisions of the General WDRs and the Basin Plan, the more stringent provision would prevail. The WDR would require treatment of groundwater, if contaminated, prior to discharge into the stormwater conveyance system, and a monitoring program thus ensuring compliance with basin plan provisions and Section 303 of the Clean Water Act.

In the event the CVRWQCB determines the dewatering discharges are not subject to a separate NPDES permit, discharges of pumped groundwater to the City's stormwater conveyance system could be permitted upon written approval by the City and in compliance with conditions of approval set forth by the City (Ord. 2004-042 Section 1; Ord 98-007 Section 1; prior code Section 87.01.107), as the City's stormwater conveyance system is, itself, covered by an NPDES permit.

Should the construction contractor seek to direct groundwater dewatering discharges into the City's CSS, the discharge would be regulated and monitored by the City pursuant to DOU Engineering Services Policy No. 0001, adopted as Resolution No. 92-439 by the Sacramento City Council, and in accordance with Section 16 of the City's Standard Specifications. Groundwater discharges to the City's sewer system are defined as construction dewatering discharges, treated or untreated contaminated groundwater cleanup discharges, and uncontaminated groundwater discharges. Unless approved in writing by the City's DOU,

groundwater and/or water from trench dewatering shall be free of sediment and other construction materials before entering the City sewer or storm drain system. A dewatering plan, including a water de-sedimentation plan, shall be submitted to the City's DOU for approval prior to any pumping or discharging of water to the CSS.

The City also requires that any short-term discharge be permitted, or an approved Memorandum of Understanding (MOU) for long-term discharges be established, between the discharger and the City. Short-term limited discharges of 7 days duration or less must be approved through the City DOU by acceptance letter. Long-term discharges of greater duration than 7 days must be approved through the City DOU and the Director of the DOU through an MOU process. The MOU must specify the type of groundwater discharge, flow rates, discharge system design, a City-approved contaminant assessment of the proposed groundwater discharge indicating tested levels of constituents, and a City-approved effluent monitoring plan to ensure contaminant levels remain in compliance with state standards or SRCSD and CVRWQCB-approved levels. All groundwater discharges to the sewer must be granted a SRCSD discharge permit. If the discharge is part of a groundwater cleanup or contains excessive contaminants, CVRWQCB approval is also required.

Conclusion

The preparation and implementation of the SWPPP, ESC, NPDES permit requirements, and/or DOU/SRCSD discharge permits would ensure that neither stormwater runoff from the construction site, nor construction site groundwater dewatering discharges would violate water quality objectives and/or waste discharge requirement. Therefore, the proposed project would have a **less-than-significant impact** to surface water quality due to construction activities.

Mitigation Measures

None required.

4.5-2: The design of the project, including increases in impervious surface area and residential uses on site could result in substantial long-term effects on water quality. Based on the analysis below the impact is *less than significant.*

The increased impervious area created by the development of the proposed project could alter the types and levels of pollutants that could be present in project site runoff. Runoff from streets, driveways, parking lots, and landscaped areas typically contains nonpoint source pollutants such as oil, grease, heavy metals, pesticides, herbicides, fertilizers, and sediment. Concentrations of pollutants carried in urban runoff are extremely variable, depending on factors such as the following:

- Volume of runoff reaching the storm drains

- Time since the last rainfall
- Relative mix of land uses and densities
- Degree to which street cleaning occurs.

Under existing conditions, stormwater that is not infiltrated moves as sheet flow towards the western end of the site, and if rainfall is sufficiently intense and/or long-lasting, begins to pond. Under proposed conditions, stormwater runoff would generally be directed through streets, gutters, swales, and drain pipes in the same general direction (to the west), and into two detention basins located on the western edge of the site. The detention basins would have the ability to retain approximately 8 acre-feet of stormwater runoff, which is sufficient to capture runoff from the site for the 100-year peak flow event. When peak flows in the larger drainage-shed subside, the on-site pump station would convey stored stormwater to Sump 99 via a new force main for eventual discharge into the American River (see Figure 4.5-4). Because the detention basins would capture the peak flows generated by the development, the project would be in compliance with General Plan Policy ER 1.1.5, which requires all new development to contribute no net increase in stormwater peak flows associated with a 100-year storm event.

The development of the project site would generally maintain the size and topography of the existing watershed and would not include substantial re-grading sufficient to alter general drainage patters. The pre- and post-project watershed area would be the same, and stormwater would flow in the same general direction (to the west). However, the project would increase the amount of impervious surfaces by approximately 42 acres due to rooftops, driveways, sidewalks, and streets. This increase in imperviousness would accelerate the velocity of stormwater runoff and increase the amount of stormwater that is conveyed as runoff rather than retained and/or infiltrated into the ground. The primary pollutants of concern in a residential development are associated with private vehicle maintenance (e.g., car washing and grease/oils associated with maintenance/repairs), yard work (e.g., improper/excessive use of pesticides, herbicides, and/or fertilizers), and/or trash (e.g., due to improper waste disposal). The release of such pollutants would be localized and periodic in nature, minor in magnitude (especially in comparison to the total volume of stormwater discharges entering the American River), and would not contribute to the existing impairments under Section 303(d) of the CWA. Nevertheless, because the cumulative effects of past projects have resulted in substantial water quality problems in the region's major waterways, and because water quality problems are generally cumulative in nature, all efforts must be made to reduce pollutant concentrations within stormwater discharges to the maximum extent practicable, even if the impact of an individual project appears inconsequential.

The project applicant is in the process of developing detailed on-site drainage designs and is including Low Impact Development (LID) applications to implement runoff reduction measures

based on the Stormwater Quality Design Manual for the Sacramento and South Placer Regions (Wood Rodgers 2013a; Sacramento Stormwater Quality Partnership 2007). The preliminary plans call for LID runoff reduction features in the "T-Court" driveways, seven open space parcels to include stormwater planters, and three park sites which would be designed to collect local stormwater and drain to depressed on-site locations. The stormwater planters placed in front of each lot would collect runoff, directing it to design infiltration locations. The local street design would be directed to the stormwater planters. Overall, besides the main detention basins in the western portion of the site, the project contains approximately 14 bio-retention and hydromodification basins scattered throughout the proposed project which would provide both water quality benefits and reduce the arrival time and magnitude of peak flows into the detention basins. It is estimated that these LID measures could reduce stormwater runoff volume by 20% to 30% compared to the proposed project without LID measures (Wood Rodgers 2013a). Incorporation of LID measures into the project design is consistent with General Plan Policy ER 1.1.4, requiring new development to protect the quality of water bodies and natural drainage systems through site design, source controls, stormwater treatment, runoff reduction measures, BMPs and LID measures.

Overall, the proposed project would have a low potential to substantially degrade water quality due to the type of development being proposed, the existing drainage characteristics, and implementation the City's SQIP. The SQIP is a comprehensive program comprised of various program elements and activities designed to reduce stormwater pollution to maximum extent practicable and eliminate prohibited non-stormwater discharges through a NPDES municipal stormwater discharge permit. The SQIP includes a construction and new development program that is implemented through City ordinances. The SQIP also includes an extensive public education effort, target pollutant reduction strategy and monitoring program.

Although detailed design of lot-level LID measures are currently in development and have not been finalized to date, the project applicant would be required to comply with the City Stormwater Management and Discharge Control Code (Ord. 2004-042 Section 1; Ord. 98-007 Section 1), Grading and Erosion and Sediment Control Ordinance No. 93-068, and must implement BMPs to the maximum extent practicable, as outlined in guidance within the Stormwater Quality Design Manual for the Sacramento and South Placer Regions. Grading plans and tentative map submittals would not be approved, and thus the project would not be constructed, without review and approval of these plans by the DOU.

In addition, the project is required to submit to the DOU for review and approval a Storm Drainage Master Plan in compliance with the City's Design and Procedures Manual, as part of the Tentative Map submittal. The Storm Drainage Master Plan must have sufficient information to determine the ROW requirements for proposed drainage facilities as well as the hydrology, hydraulics, pumping requirement, and detention storage information (see Appendix J). Geotechnical/groundwater information must be submitted with the master plan and, in areas of

high groundwater, additional information must be provided. Prior to recording of Final Maps or Master Parcel Maps, a Drainage Design Report, including the Financing Plan, and a Geotechnical Design Report shall be completed and approved by the DOU. Stormwater utilities and infrastructure not located within a public ROW or public easement would be private facilities maintained by a homeowners association or privately-funded maintenance district.

The existing submittal and approval requirements associated with discharge control ordinances, the NPDES municipal stormwater discharge permit, and the storm drainage master plan would be sufficient to ensure that the project does not result in substantial long-term effects on water quality. Accordingly, the project's impact would be **less than significant**.

Mitigation Measures

None required.

4.5-3: Use of the combined sewer system could increase the likelihood of overflows during peak wet weather flows. Based on the analysis below the impact is *less than significant.*

Currently there are no existing sewer facilities within the project site. When the approximately 48.75-acre site is developed, it would produce approximately 328 Equivalent Single-Family Dwellings and according to the Preliminary Sewer Plan prepared for the proposed project (Wood Rodgers 2013a), the project site would have a Peak Wet Weather Flow of 0.313 mgd. These flows would need to be pumped from the site via a pump station and force main. The pump station would be located at the west side of the project site and pump flows south under the UPRR embankment south to Alhambra Boulevard at the intersection of Alhambra Boulevard and McKinley Boulevard. According to the City of Sacramento, there is adequate capacity within the existing off-site 42-inch combined sewer/storm drain pipe to accept the 0.313 mgd produced by the project (Wood Rogers 2013b). The existing 42-inch pipe flows west in McKinley Boulevard/E Street.

The sewer system would also require a sewage detention tank. According to the City of Sacramento, the tank must be designed to detain sewer flows for a 4-hour 20-minute period (Wood Rodgers 2013b). This is equivalent to 6,300 cubic feet of detention, which would require a tank that is 23 feet wide by 23 feet long and 12 feet deep (or similar dimensions yielding at least 6,300 cubic feet of storage). The sewage pump station and sewage detention tank would be collocated underground and in the same general area as the stormwater detention ponds and stormwater pump station. All sewage infrastructure would be kept separate from the stormwater drainage systems. During peak wet weather flows when the City's CSS is overwhelmed, the sewage would not be pumped via the force main to the 42-inch pipe on Alhambra Boulevard. Instead, excess flows would be detained on site in the 6,300 cubic feet (minimum) sewage

detention tank. Assuming the pipes are flowing half full, there is an additional volume of approximately 30,000 gallons of available storage within the pipes and manholes that could be utilized during large storm events. Before the ultimate facilities can be constructed, a detailed pump station, force main, and detention tank design report would be required.

Because the proposed project would direct stormwater generated on site to a separate storm sewer system (i.e., via Sump 99), and because the project applicant would install a storage tank sufficient in size to hold sewage for a 4-hour 20-minute period during peak wet weather flows, the proposed project would not result in additional stress on the CSS. During peak wet weather flows, stormwater would be directed to on-site detention basins and/or pumped to Sump 99, and sewage would be detained in a storage tank for later release into the CSS once the peak wet weather flow has subsided. Therefore, the project would not result in additional CSS overflows during peak wet weather flows, and the impact would be **less than significant**.

Mitigation Measures

None required.

4.5-4: Residential development could increase the exposure of people and/or property to the risk of loss, injury, damage, or death in the event of a levee breach along the American River or failure of Folsom Dam. Based on the analysis below the impact is *less than significant.*

As discussed in the environmental setting, the proposed project is not within a FEMA Special Flood Hazard Area, as depicted by the mapped 100-year flood hazard zone (see Figure 4.5-1). Thus, there would be no on-site or off-site impacts related to placing structures within a 100-year floodplain or otherwise modifying the boundaries of the existing 100-year floodplain, which is contained within the levees on either side of the American River. In addition, the project does not propose modification or physical alterations to these certified levees or any other SAFCA or Bureau of Reclamation lands or facilities. The potential effect of increased flood hazards due to construction of vehicular and bicycle/pedestrian (if approved by UPRR) underpasses beneath the UPRR embankment—which is not a certified levee—is addressed in Impact 4.5-5.

Although the proposed project is located outside of the 100-year flood hazard zone, it could still be subject to residual flood hazards, such as in the event of a dam failure or levee breach. As discussed in the environmental setting, the City and County of Sacramento have prepared detailed maps showing hypothetical levee breaks, inundation levels, the time it would take for waters to rise in affected neighborhoods, and rescue and evacuation zones (see Figures 4.5-2 and 4.5-3). Under Scenario No. 9, floodwaters would first inundate the River Park neighborhood. Starting approximately 2.3 hours after the levee breach, floodwaters would begin to inundate the project site with 1 foot of water at the lowest elevation. Thereafter, floodwaters

would slowly fill the project site to as deep as 22 feet before project grading (18 feet after project grading) after about 12 hours. Under Scenario No. 14, floodwaters would first inundate the Sacramento State campus and the River Park neighborhood. Starting about 3 hours after the levee breach, floodwaters would begin to inundate the project site with 1 foot of water at the lowest elevation. Thereafter, floodwaters would slowly fill the project site to as deep as 26 feet before project grading (22 feet after project grading) after about 14 hours.

Although this would be considered an unlikely worst-case flood scenario, and could only occur in the event of catastrophic flooding (e.g., from a 500-year storm or dam failure), the depth of inundation would present serious public safety risks, and the implication of placing an additional 328 housing units in a location that could experience flood depths of up to 26 feet before project grading (22 feet after project grading) was a concern expressed in comment letters received in response to the NOP. Due to the considerable depth of flooding that would be anticipated, the area is currently considered a rescue area[2] for the purposes of emergency operations planning. The adjacent UPRR tracks and the nearby Sutter's Landing Regional Park would be outside the hypothetical flood depths and are considered "refuge areas" during emergency operations. They would be available as a safe haven for residents to avoid drowning and loss of life until rescue operations can be carried out.

However, the need for rescue operations is considered a final measure of last resort as there are extensive emergency evacuation plans in place to provide advanced warning to citizens in the event of a major flood disaster. Besides current SAFCA and the U.S. Bureau of Reclamation efforts to provide a 200-year level of protection, the City of Sacramento has also conducted considerable emergency planning work in recognition of the significant flood hazards it faces. These procedures are outlined in detail in the City of Sacramento Evacuation Plan for Floods and Other Emergencies (City of Sacramento 2008) which enhances/supplements, but does not replace, department-specific emergency operations plans, such as the DOU's Comprehensive Flood Management Plan (City of Sacramento 1996).

Collectively, these plans and policies outline a comprehensive chain-of-command, specific roles and responsibilities for emergency management operations, cross-departmental coordination activities, and actions to be taken according to four emergency planning stages that correspond to specific river stages and their associated threat level. These emergency phases and examples of actions to be taken under each are summarized in Table 4.5-2.

[2] A rescue area indicates places where water has the potential to reach a depth of at least 1 foot after 2 hours from the time of a levee failure. People remaining in the area despite evacuation notices would not be able to drive out and would be stranded and require rescue.

Table 4.5-2
Emergency Plan Phases

Emergency Phase	River Stage / Elevation of American River at H Street Bridge	Examples of Emergency Operations Activities and Actions
Phase I Normal Preparedness	River Advisory Stage / 39 feet	Install flood gates at Del Paso. Prepare for levee patrols. Implement flood gate closure plans and begin rain patrol activities. Consider media advisory of river conditions.
Phase II Increased Readiness	River Monitor Stage / 40 feet	Utilities Operation Center begins 24-hour operation, ARFCD begins levee patrols. Advise City Manager to open City Emergency Operation Center (EOC) before river stage reaches 41.8 feet. Prepare to close flood gates. Continue media advisory on river conditions and consider advisory of self-evacuation of people with special needs.
Phase III Emergency Preparedness	Flood Alert Stage / 42.8 feet	City EOC in full operational mode. Maximum design capacity of levees is reached. Close all appropriate flood gates in coordination with the California Department of Transportation (Caltrans), the Public Works Department, and the City of Sacramento Department of Transportation. City council to approve a "State of Local Emergency" and consider volunteer evacuation of general population in affected areas.
Phase IV Emergency Phase	Flood Danger Stage / 43.8 feet	Levee freeboard encroached; consider evacuations. Consider mandatory evacuation of the areas immediately threatened and of special needs populations in immediately and potentially threatened areas. Implement evacuation routing and traffic management and request to Governor for State Emergency Proclamation.

Sources: City of Sacramento 1996, 2008.

To mitigate the potential consequences of a levee failure, the City's emergency managers would notify the potentially affected public during the high level warning stages (Phases III and IV) and implement evacuation procedures for transportation-disadvantaged people before the most dangerous stages of flood threat. In the emergency stages, mandatory evacuation would be authorized under the regulations "necessary to provide for the protection of life and property" (Cal Government Code 8634). Without the declaration of a local emergency, law enforcement may still be able to close an area when there is a threat to the public health or safety (Penal Code 409.5). Law enforcement could arrest those refusing to leave for violation of criminal statutes such as child endangerment or cruelty to animals. However, the proclamation of an emergency makes the mandatory evacuation more straightforward and typically the preferred practice.

The City would advise people who may need additional time to evacuate, owing to some transportation disadvantage, to move out of flood danger during the Increased Preparedness Phase (Phase II) of a flood threat. The City would announce this and other advisories to evacuate, as needed, through numerous notification channels such as emergency sirens, the reverse 911 system, the emergency alert system, media releases, police/fire loudspeakers, and neighborhood watch and other community support programs. They would give special attention to contacting the special-needs population service providers, so that they can contact their clients and advise them of the evacuation advisory. In the event of American River levee break on the southern levee, Cal Expo would be able to provide shelter and care support to evacuees. The only Level I adult and pediatric-designated trauma center in the area, UC Davis Medical Center, would not likely be affected either, although area hospitals report that power outages and area street flooding may still force them to discontinue services and institute their own continuity of business and evacuation plans (City of Sacramento 2008). Early evacuations would also be key in key areas of the City that lie in the American River Parkway and/or adjacent to the American River, which would include the River Park neighborhood and the California State University–Sacramento campus, since these areas would be limited in the availability of egress routes once flood gates are installed.

As a general rule, the traffic patterns for emergency evacuation from a designated area would be established so traffic leaving the area would be directed to take routes that lead directly out of the affected area and for which no turns are necessary. Based on evacuation maps provided by the City, the most likely evacuation route for the project would be via the A Street Bridge to 28th street, south to E Street, and east to access the Capital City Freeway. In the early stages of evacuation, the extension of 40th Street connecting to C Street would also be available for evacuation prior to closing the proposed flood gates to be installed within the UPRR embankment underpass. From C Street, residents would be able to access evacuation routes along Elvas Avenue or Alhambra Boulevard. In the event a train is blocking the 28th Street crossing City staff will coordinate with UPRR to address this issue and get the blockage removed. The decision on when and how to close the two proposed flood gates would be made jointly by the DOU and the City's Department of Transportation, based on the flood danger and the traffic and circulation during the evacuation effort; however, in no case would the flood gates be allowed to remain open long enough for floodwaters to penetrate the UPRR embankment (either through the 40th Street underpass or the bicycle/pedestrian underpass – if approved by UPRR) and threaten East Sacramento. Following closure of the flood gate, egress from the project site via the A Street Bridge would remain available to residents providing access to Midtown and to Sutter's Landing Regional Park. See also discussion in Section 4.4, Hazards and Public Safety.

As part of the project's conditions of approval imposed by the DOU, the project applicant would be required to prepare an evacuation route plan that establishes an exit route from the project

site to a designated elevation via a continuous paved surface and provide a project-specific evacuation route plan to the residents at time of purchase. The homeowners association for the development would be required to review the evacuation route plan at least every 3 years and include any updates or changes to residents with distribution of the annual budget. The evacuation route plan would be developed and updated in consultation with the Sacramento Office of Emergency Services and shall be consistent with the City's Emergency Operation Plan and Flood Management Plan. Original purchasers of homes in the project would be notified that their property lies within FEMA Flood Hazard Zone X, which is protected from the 100-year flood by a levee, and as such flood insurance is not mandatory. However, the project applicant shall prepare a disclosure (as approved by DOU) to the first residential purchasers as part of the builder sale documents, which describes the flood risks, and residents shall be notified of the availability of low-cost, Preferred Risk Policy flood insurance.

In the event of a levee break, the City has an established emergency operations and evacuation plan that would adequately warn residents of impending flood dangers, and either voluntary or mandatory evacuations would be ordered during flood alert and danger stages such that residents would have sufficient time to evacuate. Because the project would not substantially modify the site's topography and would include a flood gate as part of the 40th Street and bicycle/pedestrian underpass, if approved by UPPR, it would not alter the flood risks for off-site properties as currently described in the DOU maps of hypothetical levee breaks.

While economic losses and flood damages to the proposed residential units would be an unavoidable effect of a levee break, advance warning would be available; existing emergency evacuation plans are in place to protect the public; and the conditions of approval being imposed by the City of Sacramento would be sufficient to substantially reduce or avoid altogether the potential for significant impacts to public health and safety. Homeowners would be made aware of the flood risks associated with the property and would be able to, at their discretion, purchase flood insurance policies. For these reasons, and because the probability of a levee break or dam failure is very low, the effect of the proposed project on exposure of people or property to loss, injury, or damage would be **less than significant**.

Mitigation Measures

None required.

4.5-5: Plans to create vehicular and bicycle/pedestrian underpasses through the Union Pacific Railroad embankment could expose areas of East Sacramento to additional flood hazards. Based on the analysis below the impact is *less than significant.*

The extension of 40th Street through the Cannery Business Park site connecting to C Street between 40th Street and Tivoli Way would require an underpass to be constructed through the UPRR embankment. The 40th Street vehicle underpass would accommodate two lanes of traffic along with access for bikes and sidewalks on both sides of the road. In addition, the pedestrian and bicycle underpass in the western end of the site would be constructed through the existing UPRR embankment at the northerly end of Alhambra Boulevard, if approved by UPRR. If the underpass is approved by UPRR it would provide pedestrian and bicycle access between Alhambra Boulevard and the project site. Both of these underpasses would be equipped with flood gates meant to prevent the project from exposing areas of East Sacramento to increased flood risk.

As indicated in Impact 4.5-4, the decision on when and how to close the proposed flood gates would be made jointly by the DOU and the City's Department of Transportation based on the flood danger and the traffic and circulation during the evacuation effort; however, in no case would the flood gates be allowed to remain open long enough for floodwaters to penetrate the proposed 40th Street and bicycle/pedestrian underpasses and threaten East Sacramento. The design and construction of the proposed flood gates would be completed to the satisfaction of the DOU which would require the project applicant to submit plans for the flood gates as part of the tentative subdivision map, prior to approval of the final subdivision maps.

The operation and maintenance of the flood gates would occur in a similar manner as the existing flood gates that are located throughout the City through the UPRR embankment. The City of Sacramento DOU maintains and operates all flood gate structures on the UPRR embankment; and in the event of a flood emergency would close the flood gates in coordination with the City's Department of Transportation, and in accordance with the comprehensive flood management plan, as described in Impact 4.5-4. Because these would be underpasses, similar to other underpasses on the UPRR embankment, the floodgates would consist of metal doors that could be closed in a relatively short period of time (i.e., within an hour). The flood control structure at the Alhambra bicycle/pedestrian underpass (if approved by UPRR) may be a "stoplog" structure (which can also be closed in a similar timeframe). Although the specific design of the proposed flood gates is not presently available, oversight by the DOU and implementation of emergency operations plans, when necessary, would ensure the gates are properly engineered, and would prevent the vehicular and pedestrian underpasses beneath the UPRR to expose areas of East Sacramento to additional flood hazards. City transportation crews would continue to hold drills each fall to stay skilled at operating the gates as swiftly as possible, and would include the proposed gates in drills once installed.

For these reasons the impact of the underpasses on increased flood risks for East Sacramento would be **less than significant**.

Mitigation Measures

None required.

4.5-6: Stormwater runoff within the proposed development could exceed the capacity of on-site and/or off-site drainage facilities, including detention basins, storm drains, and/or pump stations, resulting in excessive ponding, nuisance flooding, or degradation of water quality on or off site. Based on the analysis below the impact is *less than significant.*

The project's proposed drainage collection infrastructure would include a drainage pump station that would be constructed adjacent to the proposed 8 acre-foot detention basins. The two detention basins would be located on the western end of the project site—one north of the A Street entrance and one south of it. As part of the project's conditions of approval and in accordance with Section 11 of the City's Design and Procedures Manual, this detention basin would be designed to hold the larger of (1) a 100-year, 24-hour storm, or (2) a 100-year, 10-day storm until the hydraulic capacity of Sump 99 becomes available. To minimize any impact to the existing off-site watershed (see Figure 4.5-4), a flap gate would be installed in the force main between the proposed on-site pump station and Sump 99. The intent of the flap gate is to halt stormwater flow from the project site to Sump 99 during times when off-site stormwater flows are high and Sump 99 is near or at its design capacity. The proposed on-site basin volume is designed to accommodate discharge from the proposed site for an extended duration.

According to the project applicant's engineer, the 8 acre-feet of detention is sufficient to accommodate a 100-year, 24-hour storm (Wood Rodgers 2013a). The City of Sacramento indicated that Sump 99 needed to be modified to include an electrical upgrade project (Wood Rodgers 2013a). The pump station is expected to have a capacity of approximately 10 cfs. Under normal conditions, drainage from the site would be pumped to the existing Sump Station 99 (storm drainage pump station) located southeast of the project site at the northeast corner of Lanatt Street and C Street/Elvas Avenue. The additional flows from the project site are not expected to require capacity upgrades to the existing Sump 99, but the project may be required to to undertake an electrical upgrade project of Sump 99 (Wood Rodgers 2013a), if the City's DOU does not timely proceed with its currently planned Sump 99 electrical upgrade project.

While the project's stormwater drainage system would be designed to pass a 100-year storm without exceeding the capacity of the on-site detention basins and the off-site sump, rainfall rates in excess of this standard, or failure of the drainage system due to improper maintenance or an accident, could still result in localized flooding within the project site. However unlikely, such flooding would be localized, shallow, and represent more of a nuisance than a significant hazard to health, safety or the environment. The drainage system could be promptly repaired,

and excess water would be allowed to infiltrate into the ground, evaporate, and/or be pumped to Sump 99. For these reasons, the project would have a **less-than-significant impact** with respect to localized flooding and excessive rates of stormwater runoff.

Mitigation Measures

None required.

4.5-7: The proposed project could substantially deplete groundwater supplies or interfere with groundwater recharge. Based on the analysis below the impact is *less than significant.*

The proposed project would increase the amount of impervious surfaces; however, the effect on the amount of stormwater recharging the groundwater system would be minimal. Although it may interfere slightly with groundwater recharge due to an increase in impervious surfaces, the project site is not in a favorable groundwater recharge area due to the relatively shallow depth of groundwater and the hydrologic connection of the groundwater system with the adjacent American River. In addition, the project does not propose the use of on-site groundwater wells; therefore, it would not substantially deplete groundwater supplies. Furthermore, the project applicant has committed to implement runoff reduction LID measures, which are designed to promote groundwater infiltration. For these reasons the impact of the project on groundwater supplies and recharge would be **less than significant**.

Mitigation Measures

None required.

Cumulative Impacts

The geographic context for the analysis of cumulative hydrology and water quality impacts is the lower American River watershed areas for analysis of water quality impacts because the project site is located in this watershed. For analysis of flooding impacts, the geographic context for localized flooding impacts is the drainage shed of Sump 99 (shown in Figure 4.5-4) and for regional flooding impacts is the entire watershed area of the lower American River. This cumulative impact analyses does not rely on any list of specific pending, reasonably foreseeable development proposals in the general vicinity of the proposed project, but overall development anticipated to occur within the American River watershed.

4.5-8: The proposed project, in addition to other projects in the watershed, could result in the generation of polluted runoff that could violate water quality standards or waste discharge requirements for receiving waters. Based on the analysis below the impact is *less than significant.*

The City's 2030 General Plan MEIR determined that cumulative development in the City, in addition to other development in the watershed, could result in development of undeveloped land that could lead to potential increases in polluted runoff to local surface waters resulting in a potentially significant cumulative impact. However, future development subject to the NPDES MS4 permit would be required to comply with the SQIP; BMPs in the Stormwater Quality Design Manual for the Sacramento and South Placer Regions; LID measures to reduce pollutants; the City's Stormwater Management and Discharge Control Code and the Grading, Erosion and Sediment Control Ordinance; General Plan policies related to hydrology and water quality; and the General Construction NPDES permit. New development and redevelopment projects would require implementation of an ESC plan that identifies and implements a variety of BMPs to reduce the potential for erosion or sedimentation. For these reasons, there would be no cumulative impact; therefore, the proposed project's contribution would not be considerable, resulting in a **less-than-significant cumulative impact.**

Mitigation Measures

None required.

4.5-9: The proposed project, in addition to other projects in the watershed, could result in increased numbers of residents and structures exposed to a regional 100-year flood event. Based on the analysis below the impact is *less than significant.*

The City's 2030 General Plan MEIR found that development upstream of the Policy Area designated by the General Plan could result in increased impervious areas, increased runoff, and increased exposure of residents and structures to a localized 100-year flood event resulting in a cumulative impact. However, the drainage-shed of Sump 99 is essentially at buildout, which means that there is little opportunity for future development to increase the level and magnitude of future peak flow events that Sump 99 would need to handle. As previously indicated, Sump 99 needs to be modified with an electrical upgrade project and any development project proposed in the drainage shed would require that there be no net increase in stormwater runoff peak flows over existing conditions associated with a 100-year storm event under General Plan Policy ER 1.1.5. Therefore, localized flooding within this drainage shed would not be a cumulatively significant impact and there would be no cumulative impact associated with the project's contribution.

However, a general increase in the population in the lower American River's watershed and an increase in impervious area within its larger watershed could result in increased exposure to a

regional 100-year flood event. Most of the population growth would occur in areas designated by FEMA to be protected from 100-year flood events. Growth areas designated by the General Plan are required to construct detention basins to limit flow to the capacity of the local drainage facilities. As such, development assumed to occur under the 2030 General Plan would not produce any increase in the cumulative stormwater runoff, as noted in the MEIR. In addition, the 2030 General Plan provides policies to protect residents and property from localized flooding events. Policy U 4.1.1 requires the City to ensure all new drainage facilities are adequately sized to accommodate stormwater runoff in urbanized areas. Policy U 4.1.2 requires the City to implement master planning programs which are designed to identify facilities needed to prevent 10-year event street flooding and 100-year event structure flooding. The project will be required to submit a Storm Drainage Master Plan to the DOU as a condition of approval. Policy ER 1.1.5 requires that there be no net increase in stormwater runoff peak flows over existing conditions associated with a 100-year storm event.

Finally, the American River Common Features (ARCF) is an ongoing flood system infrastructure improvement program along the American River and Sacramento River system that ranges from levee underseepage remediation to levee height raises. The ARCF was designed to strengthen the American River levees so they can safely pass a flow of 160,000 cfs. The Common Features General Reevaluation Report will investigate the flood protection system along the American River, Natomas, the east side of the Sacramento River, and the levees in North Sacramento to identify what improvements are needed to bring the system up to a 200-year standard. Thus, levee improvement projects are ongoing and have recently received increased funding, including additional funds for the Folsom Dam Joint Federal Project, as well as levee improvements along the American River (Matsui 2013). These are projects, such as filling gaps in the off walls within the levees along the American River that will help SAFCA implement its plan for reaching 200-year flood protection.

For these reasons, the project's contribution is not cumulatively considerable and the cumulative impact would be **less than significant**.

Mitigation Measures

None required.

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Railyards Outreach

After acquiring the historic 244-acre property, the Railyards team developed a comprehensive outreach strategy to implement throughout the planning process and update of the 2007 Railyards Specific Plan.

Over the past year, the Railyards team has undertaken a robust community outreach and engagement effort partnering and collaborating with key stakeholders as well as the community at large to ensure the revised Railyards Specific Plan fits within the context of the community and meets the objectives and desires of Sacramento's future. A model for future development, the Railyards team encouraged the community to directly participate in the planning process through one-on-one and larger stakeholder meetings, presentations and an online virtual community conversation.

Stakeholder Engagement

The Railyards team conducted more than 30 briefings and presentations with stakeholders, community-based organizations, local community leaders, and elected officials. Throughout the entitlement process, the Railyards team has also met with more than 20 City commissions and individual commissioners.

Key stakeholders engaged throughout the process include:

- Neighborhood representatives:
  - Alkali and Mansion Flats Historic Neighborhood Association
  - East Sacramento Improvement Association
- Business representatives:
  - Downtown Sacramento Partnership
  - The River District
  - Midtown Business Association
  - Sacramento Metro Chamber of Commerce
  - Metro EDGE
  - Sacramento Area Council of Governments
  - Greater Sacramento Area Economic Council
  - Sacramento Asian Pacific Chamber of Commerce

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- Historic/preservation representatives:
  - Preservation Sacramento
- Alternative transportation representatives:
  - Sacramento Area Bicycle Advocates (SABA)
  - WALK Sacramento
  - South Natomas Transportation Management Association
  - Sacramento Regional Transit District
- Environmental representatives:
  - Environmental Council of Sacramento (ECOS)
  - Breathe California of Sacramento-Emigrant Trails
- Community Context representatives:
  - Urban Land Institute
  - Urban Land Institute Young Leaders Group
  - American Planning Association
  - Sacramento Steps Forward
  - American Society of Landscape Architects
  - Sacramento Metropolitan Arts Commission
  - B Street Theater
  - Studios for the Performing Arts
  - Verge Center for the Arts
  - Crest Theater
  - MV5 Arts
  - #GoodTuesdayz Photographer Group

The Railyards team engaged key stakeholders through one-on-one meetings, presentations, focus group meetings, and stakeholder events.

One-on-One Meetings

- Alkali and Mansion Flats Historic Neighborhood Association (9/2015)
- American River Parkway Foundation (2/2016)
- Downtown Sacramento Partnership (12/2015)
- Environmental Council of Sacramento (10/2015)
- Preservation Sacramento (11/2015)
- Sacramento Regional Transit District (6/2016)

- Sacramento Area Bicycle Advocates (9/2015, 10/2015, 11/2015, 6/2016)
- Sacramento Area Council of Governments (12/2015, 3/2016, 6/2016)
- Sacramento Metropolitan Air Quality Management District (11/2015)
- Sacramento Steps Forward (5/2016)
- Sacramento City Unified School District (7/2016)
- WALK Sacramento (11/2015, 6/2016)

Presentations

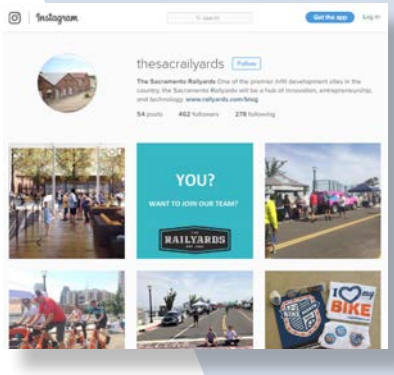
- Alkali and Mansion Flats Historic Neighborhood Association (10/2015, 4/2016, 10/2016)
- American River Parkway Foundation (2/2016)
- American Society of Landscape Architecture (7/2016)
- Breathe California of Sacramento-Emigrant Trails (11/2015)
- Downtown Sacramento Partnership Board (1/2016)
- East Sacramento Improvement Association (4/2016)
- Environmental Council of Sacramento (ECOS) (11/2015, 6/2016, 7/2016)
- Midtown Business Association Board (3/2016)
- Preservation Sacramento (11/2015, 11/2015, 5/2016)
- The River District Board of Directors (9/2015, 9/2016)
- Sacramento Steps Forward (6/2016)
- South Natomas Transportation Management Association (3/2016)
- Urban Land Institute Young Leaders Group (3/2016)
- WALK Sacramento (11/2015, 6/2016)

Focus Group Meetings

- Sacramento Area Bicycle Advocates, WALK Sacramento, Breathe California of Sacramento-Emigrant Trails (11/2015)
- Sacramento Metropolitan Arts Commission, B Street Theater, Studios for the Performing Arts, Verge Center for the Arts, Crest Theater, MV5 Arts (4/2016)
- Preservation Sacramento Roundtable (11/2015)

Stakeholder Events

- Metro EDGE Emerge Conference Session (3/2016)
- Urban Land Institute Young Leaders Group Mixer (4/2016)
- American Planning Association Bike Tour (5/2016)
- #GoodTuesdayz Instameet (7/2016)
- Sacramento Asian Pacific Chamber of Commerce Internal Study Mission (10/2016)



Commission Presentations & Hearings

- Planning & Design Commission (6)
- Preservation Commission (1)
- Sacramento Housing & Redevelopment Agency (2)
- Parks & Recreation Commission (2)

Community Wide Outreach

Virtual Community Conversation

To further engage the community at large and gather feedback, the Railyards team developed and launched a Virtual Community Conversation. The Virtual Community Conversation provided an opportunity for community members to learn more about the Railyards project and provide feedback on the vision for the area, proposed amenities and preliminary design concepts from the comfort of their home or ease of a mobile device.

The Railyards team launched a project website providing an overview of the plan, vision, frequently asked questions, and more. The project website also includes an informational blog that highlights a variety of topics including:

- The Vision
- Living at the Railyards
- Exploring the Railyards
- Early Design Concepts for the Central Shops District
- Building Housing in the Railyards
- Preserving the Railyards' Past
- Cycling in the Railyards
- Parks & Open Space

The Railyards team invited community members to join the community conversation and provide comments through the project website. To date the team has received more than 600 comments.

Major themes identified from the virtual community conversation feedback include:

- Connectivity to the Railyards and circulation within the Railyards
- Active transportation - bicycle and pedestrian improvements
- Housing - affordable, mixed-income, market-rate
- Air quality and environmental cleanup
- Preserving the site's historic buildings
- Entertainment options – MLS Stadium, arts, retail
- Regional impact and magnitude of the project
- Setting the tone and success of Sacramento's future

The Railyards team created social media channels to provide timely updates to the community regarding the project, new concepts, media coverage, and opportunities to provide feedback. The Railyards has a social media following of more than 3,950 individuals on Facebook, Twitter, YouTube, Pinterest, and Instagram.

The Virtual Community Conversation included an informational video series discussing the plans, vision, and concepts for the Railyards development featuring the developers and design team, key stakeholders, and community leaders. The Railyards team shared these videos with the community on the project website, social media, through email notifications and additional notification methods. The videos covered a variety of topics including:

- The Plans & Vision for the Railyards
- The Plans & Vision for the Historic Central Shops District
- Inspiring Innovation
- Unique, Urban Open Space
- Biking & Soccer in the Railyards
- Connecting Communities
- Parks & Open Space

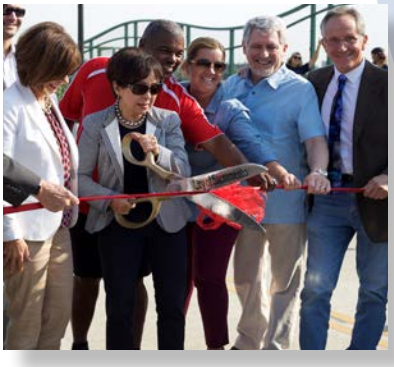
The 21 informational videos have been viewed more than 115,000 times, shared more than 500 times, and received more than 4,000 likes.

Special Events

The Railyards team also hosted or participated in a series of community events to share information about the Railyards and gather feedback moving forward through the entitlement process.

In May 2016, the Railyards team hosted a May is Bike Month Sacramento Rides! Event in coordination with Assemblymember McCarty. Community members were invited to participate in a bike ride through Downtown to the Railyards and enjoy a bicycle and active transportation themed fair along the then-closed 5th Street Bridge offering unique views of the Sacramento Railyards. More than 200 community members attended the event.

In June 2016, upon the release of the Draft Subsequent Environmental Impact Report (EIR), the City of Sacramento and the Railyards team hosted a Community Open House to share about the project, specific plan update, and the contents of the environmental document. The Open House included a brief presentation by the City and project team, as well as information stations for the community to drop by and learn more about the Railyards project and timeline, the Kaiser Permanente Medical Center, the Major League Soccer Stadium, and Stormwater Outfall. More than 75 community members attended the Open House and discussed the project with the developers and project team.



In August 2016, the Railyards team and the City of Sacramento hosted the Railyards Roads Grand Opening Celebration and Bike Train event in honor of 5th Street, 6th Street, and Railyards Boulevard opening to the public. Master Developer Larry Kelley, Congresswoman Doris Matsui, City Manager John Shirey, Councilmember Jeff Harris, and Caltrans Director Malcolm Dougherty spoke on behalf of the project and cut the ceremonial ribbon to open the roads. More than 400 community members attended the event and participated in the Railyards Inaugural Bike Train, riding along 5th Street and Railyards Boulevard to a pop-up park with local vendors.

Preservation Commission Comments
Sacramento Railyards

On September 21, 2016, the Preservation Commission reviewed and took action on entitlements relating to Historic and Cultural Resources within the Railyards project area. The motion included the addition of two guidelines to the Railyards Design Guidelines and a modification to the Special Planning District. These modifications are summarized below:

- Modified Guideline for Chapter 6 (Signage) of the Design Guidelines (new language is in italics): "Provide district identity markers that are pedestrian-scaled and related by design, materials, and location with the character-defining features of the historic district. *Provide each historic structure with a bronze landmark sign identifying the year of construction and original use of the structure."*

- Modification to Special Planning District: The Special Planning District was modified to broaden the Preservation Review of development on Lot 4d which is adjacent to Lot 4e where the nominated Water Tower Landmark is located.

- New Guideline for Chapter 5 (Historic Resources) of the Design Guidelines: "Trees were historically located in the Central Shops area as shading elements for workers and as part of the natural environment. In locating new trees, it is important that they not conceal historic facades or be placed immediately adjacent to buildings. Placement shall reflect the industrial nature of the buildings and connection areas and plazas between the buildings."

Trees: The Preservation Commission discussed the appropriateness of the addition of trees to the Central Shops areas. The concern that trees were not consistent with the industrial history of the area was discussed, along with the issue of Sacramento's warm climate necessitating shade. The placement of trees was also seen as an issue if they are located too close to the structures and conceal the historic facades.

There are historical photographs that show trees were very much part of the Shops area. In response to the Preservation Commission's comments, staff added a section on landscaping in Chapter 5 (Historic Resources) of the Railyards Design Guidelines:

> Principle: Trees and other plant materials shall be provided as a means of enriching the pedestrian experience, enhancing the pedestrian experience and improving the ecological function of the urban environment while respecting the historic character of the Central Shops District.
>
> The landscape guidelines for the Central Core Area, provided in Chapter 3, Section D of the CCDG also apply to the Railyards Plan Area. Refer to the guidelines provided in Section D of the CCDG for landscape guidelines, with the following exceptions:
>
> *1)* Trees in the Central Shops. Trees were historically located in the Central Shops area as shading elements for workers and as part of the natural

environment. In locating new trees, it is important that they not conceal historic facades or be placed immediately adjacent to buildings. Placement shall reflect the industrial nature of the buildings and connection areas and plazas between the buildings

Additional Comments

The Preservation Commission also provided comments on the project for areas within the Railyards, but outside of the Central Shops Historic District and landmark parcels. These comments are summarized below:

New Development Adjacent to Central Shops

The Preservation Commission wanted to ensure future development respected the historic and architectural uniqueness of the Central Shops, and noted that the best way to accomplish this is to have a distance requirement between the historic structures and new development. The Commission also stated, however, that if done tastefully, the restoration of the existing historic building could include additions to the structure.

The following Railyards Documents address these comments:

- The Railyards Special Planning District requires street walls and building frontages on Lot 9b to be set back a minimum of 30 feet from any historic structures located on Lot 26.

- Chapter 4 (Private Realm) of the Railyards Design Guidelines includes the following guideline: "New construction in the Transition Zone shall be a minimum of 30' from any historic structures in the Central Shops District."

- Chapter 5 (Historic Resources) of the Railyards Design Guidelines includes the following guideline: "Respect the spatial relationships of historic buildings by placing new construction in the Transition Zone a minimum of 30' from any historic structures in the Central Shops District. This guideline does not apply to additions to existing buildings (See Secretary of Interior Standards)."

Transition Zone

The Planning Commission requested modifications to language addressing new development adjacent to the historic buildings. The specific guideline in question is in Chapter 5 (Historic Resources) of the Design Guidelines and states: "For guidance on massing, elevation, scale, including historic datums, architectural elements and composition for new structures on parcels adjacent to the historic Central Shops, refer to the historic buildings."

The Commission's suggested language to replace existing language follows: "Ensure that massing, elevations, scale, including historic datums, architectural elements and composition for new structures on parcels adjacent to historic Central Shops respect those of the historic buildings."

Staff Response: Staff did not make the recommend changes due to concerns that the suggested language changes were too restrictive for the design guidelines. Staff believes the Site Plan and Design Review process, which will include input from the Preservation Director, will ensure new development appropriately addresses the historic structures through sensitive design.

Another subject discussed was the signage in the Transition Zone. The West District Signage Guidelines in Chapter 6 (Signage) includes a guideline that states:

> Illumination should reflect the character of each sign's locations, its sightlines, and individual tenants. Large-scale signs with dynamic illumination and Interstate 5 visibility are appropriate in the West End District.

The Preservation Commission also suggested this guideline be modified to exclude large signs in the Transition Zone, because if the area's proximity to the Central Shops. The language that addresses large signs states:

> Illumination should reflect the character of each sign's location, its sightlines, and individual tenants. Large-scale signs with dynamic illumination and Interstate 5 visibility are appropriate for the West End.

Staff Response: The intent of this guideline is to allow for signage that is visible from the freeway. Staff did not change the guideline in order to avoid restricting large signs in the Transition Zone that may be appropriate for a particular while having minimal impact on the Central Shops historic structures. The Site Plan and Design Review process will ensure signage is compatible with adjacent uses. Additionally, the Design Guidelines require a signage program be developed for each District, which will provide further guidance the review of future signs throughout the Railyards project.

<u>Development Adjacent to the Water Tower</u>

The Preservation Commission wanted to ensure development adjacent to the water tower was respectful of the landmark. There was also discussion about preserving sight lines between the Water Tower and the Central Shops. One suggestion was to add a design guideline that would ensure that new construction between the water tower and the Central Shops preserve some aspect of the visual relationship between the two. However, the Commission also expressed concern that future development of lots between the Water Tower and Central Shops would be limited if the sight lines were preserved.

Staff Response: As was mentioned earlier, the Special Planning District was modified to broaden the Preservation Review of development on Lot 4d which is adjacent to Lot 4e where the nominated Water Tower Landmark is located. Also, to address the connection between the Central Shops and the Water Tower, signage associating the Water Tower with the Central Shops is required in the Design Guidelines.

Development Adjacent to the Depot Building/Sacramento Valley Station

Similar to the suggested modification in the Transition Zone, the Preservation Commission requested modifications to language addressing new development adjacent to the Depot Building. The specific guideline in question is in Chapter 5 (Historic Resources) of the Design Guidelines and states: "For guidance on massing, composition, scale, datums, heights, and materials of new structures on parcels adjacent to the historic Depot, refer to the historic Depot building and its character-defining features."

Staff Response: Staff did not make the recommend changes due to concerns that the suggested language changes were too restrictive for the design guidelines. Staff believes the Site Plan and Design Review Process, to be conducted by the Preservation Director, will ensure new development appropriately addressed the historic Depot through sensitive design.

Suggested Text Edits to Various Sections

Design Guideline, Chapter 1 (Introduction). The Commission wanted clarification on who would be interpreting the Design Guidelines. Design Guideline, Chapter 1 (Introduction). Staff modified the language to clarify that the Urban Design Manager would be interpreting the guidelines.

Historic Rail Alignment. The Commission discussed the historic track alignment and suggested adding a guideline that wording along the lines of: "Look to historic and existing track patterns for design inspiration."

Staff Response: Staff believes that the Design Guidelines addresses the need for development to respond to historic resources, including track alignment, if it were determined that the historic rail track traversed through the Central Shops area.

Shall, Must, Should. The Preservation Commission suggested language to the following conditions be modified to use "shall" and "must" to strengthen the wording.

- The Railyards Plan Area encompasses several historic structures and resources and all new development occurring adjacent to these resources should be developed in a manner that is consistent with the design, scale, and identity of the surrounding historic context. Buildings should complement the character of the existing neighborhood and clearly contribute to the overall character of the district. (Commission suggestion: change "should" to "shall")

- "The City recognizes the aesthetic and cultural importance of its historic resources and the contributions they make to Sacramento's character, identity, and economic vitality. Therefore, all projects involving historic resources, identified below, shall comply with the Secretary of the Interior's Standards for the Treatment of Historic Properties." (Commission suggestion: change "shall" to "must")

Staff Response: Staff is proposing to retain the language and not make changes. The guidelines are intended to provide direction rather than prescriptive requirements, and the requested modifications to the language would be too restrictive.

General Comments

The Preservation Commission also made general statements that are listed below:

- The concept of “parking once” would work in the Railyards. If there were a large central parking structure, visitors would only have to park once and could walk to their destinations. The Railyards has potential to be a predominately pedestrian area.

- The connective open space is well done, including the view corridors to the rivers and to the parks.

- The requirement to have buildings step back from the street will be very helpful in opening up the massing and getting the light down into the streets.

- The guidelines for reviewing new development in the Transition Zone seems to be adequate in terms of providing design continuity and quality.

- Future project applications, particular for residential development, should provide studies to make sure the center of the blocks have access to sunshine and is designed to take advantage of the delta breeze. It is important that the interior of the blocks do not become dead zones due to lack of light or sufficient air circulation.

- There should be a consideration for landscaping differentiation, particularly for the noise factor of the freeway, helistop, and the stadium.

Sacramento Railyards
General Plan Consistency Analysis

The Sacramento Railyards project will assist the City in achieving the vision of the 2035 General Plan. The project site is a huge infill opportunity, immediately north of the downtown Central Business District (CBD) area that will provide new residences, employment opportunities and services in an area that is substantially surrounded by urban development. The site will accommodate a mix of residential and non-residential uses around public transit and will achieve land use efficiency through higher density and intensity of development. The project will better connect the downtown CBD area to the riverfront, Old Sacramento, the River District, and integrate into adjacent and existing neighborhoods through a roadway and bicycle network, appropriate massing, and thoughtful design principals. The project offers a network of open space that will provide access to the historic Central Shops, the riverfront, the sports stadium and new parks. The restoration and adaptive reuse of the Historic Central Shops and the proposed nomination of the water tower as a landmark will reintroduce the region to these iconic structures, creating a unique sense of place and contributing to the City's goal to be known for its distinctive and memorable places.

General Plan – Land Use Designations

The Sacramento Railyards site, as proposed, would consist of the Central Business District (CBD), Urban Center High, Employment Center Low Rise, Public/Quasi-Public, and Parks and Recreation designations on the General Plan Land Use and Urban Form Diagram.

Central Business District. The Central Business District (CBD) is the General Plan designation with the highest intensity of development allowed. The CBD designation calls for mixed use high rise development and single-use and mixed-use development within easy access to transit, including office, retail, services, multifamily residential, and public gathering places and plazas.

Most of the Railyards project site has the Central Business District designation and proposes a wide range of development, including the restoration and adaptive reuse of the historic Central Shops, a sports complex, and high-intensity mixed-use that will include residential, commercial and office. The future light rail station on 7th Street will serve much of the Railyards site, including the sports complex, the residential area north of Railyards Blvd., and nearby commercial and offices. The transit system will include bus stops throughout the site that will facilitate travel within the site as well as connecting to the Downtown area and the River District.

Urban Center High. The future medical center site is proposed to have the Urban Center High designation. This designation provides for uses similar to the CBD, including employment-intensive uses, high-density housing, and a wide variety of retail uses.

The proposed Kaiser Permanente Medical Center would be an important employment center that is served by public transit. The medical center would serve the region while

integrating into and complementing the surrounding uses. The site includes a pedestrian path that provides a physical and visual connection from Stanford Street to the Vista park site.

Employment Center Low Rise. This designation is a lower-intensity designation that provides for employment generating uses that do not generate a high level of noise or other nuisances.

The Employment Center Low Rise site is at the most easterly portion of the project site. Its designation will ensure future development on that site is low intensity development that would be compatible with the existing Alkali Flats neighborhood.

Public/Quasi-Public. The Public/Quasi-Public designation allows for governmental services, educational, cultural, and recreational facilities. Many of the Public/Quasi-Public uses are also allowed and located in other land uses and urban form designations.

The Sacramento Valley Station site and the train track alignment is in the Public/Quasi-Public designation, which is appropriate, because those uses support the important multi-modal vision of that site.

Parks and Recreation. The Parks and Recreation designation includes greenways, large developed parks, open space, and other areas used primarily for recreation.

The two sites within the Railyards with this designation includes the Vista park site, to the north and the riverfront parcels along the Sacramento River. These two areas will provide important recreation opportunities that will serve the nearby residents and workers. Open space is important in highly developed areas.

<u>General Plan – Policies</u>

The Sacramento Railyards project is consistent with the following General Plan goals and policies:

Infill Development. The City shall promote and provide incentives (e.g., focused infill planning, zoning/rezoning, revised regulations, provision of infrastructure) for infill development, reuse, and growth in existing urbanized areas to enhance community character, optimize City investments in infrastructure and community facilities, support increased transit use, promote pedestrian- and bicycle-friendly neighborhoods, increase housing diversity, ensure integrity of historic districts, and enhance retail viability. (Land Use 1.1.5)

Neighborhoods as a Basic Unit. Recognizing that Sacramento's neighborhoods are the basic living environments that make-up the city's urban fabric, the City shall strive through its planning and urban design to preserve and enhance their distinctiveness, identity, and livability from the downtown core to well-integrated new growth areas. (Land Use 2.1.1)

Protect Established Neighborhoods. The City shall preserve, protect, and enhance established neighborhoods by providing sensitive transitions between these neighborhoods and adjoining areas, and by requiring new development, both private and public, to respect and respond to those existing physical characteristics buildings, streetscapes, open spaces, and urban form that contribute to the overall character and livability of the neighborhood. (Land Use 2.1.2)

Complete and Well-Structured Neighborhoods. The City shall promote the design of complete and well structured neighborhoods whose physical layout and land use mix promote walking to services, biking, and transit use; foster community pride; enhance neighborhood identity; ensure public safety; are family-friendly and address the needs of all ages and abilities. (Land Use 2.1.3)

Improving River Development and Access. The City shall require new development along the Sacramento and American rivers to use the natural river environment as a key feature to guide the scale, design, and intensity of development, and to maximize visual and physical access to the rivers, subject to the public safety requirements of the Local Maintaining Agencies (LMA) and the Central Valley Flood Protection Board (CVFPB). (Land Use 2.2.3)

Open Space System. The City shall strive to create a comprehensive and integrated system of parks, open space, and urban forests that frames and complements the city's urbanized areas. (Land Use 2.3.1)

Unique Sense of Place. The City shall promote quality site, architectural and landscape design that incorporates those qualities and characteristics that make Sacramento desirable and memorable including: walkable blocks, distinctive parks and open spaces, tree-lined streets, and varied architectural styles. (Land Use 2.4.1)

Iconic Buildings. The City shall encourage the development of iconic public and private buildings in key locations to create new landmarks and focal features that contribute to the city's structure and identity. (Land Use 2.4.4)

Connected Neighborhoods, Corridors, and Centers. The City shall require that new development, both infill and greenfield, maximizes connections and minimizes barriers between neighborhoods corridors, and centers within the city. (Land Use 2.5.1)

Sustainable Development Patterns. The City shall promote compact development patterns, mixed use, and higher-development intensities that use land efficiently; reduce pollution and automobile dependence and the expenditure of energy and other resources; and facilitate walking, bicycling, and transit use. (Land Use 2.6.1)

Transit-Oriented Development. The City shall actively support and facilitate mixed-use retail, employment, and residential development around existing and future transit stations. (Land Use 2.6.2)

Walkable Blocks. The City shall require new development and reuse and reinvestment projects to create walkable, pedestrian-scaled blocks, publicly accessible mid-block and alley pedestrian routes where appropriate, and sidewalks appropriately scaled for the anticipated pedestrian use. (Land Use 2.7.6)

Cohesive and Continuous Network. The City shall develop a pedestrian network of public sidewalks, street crossings, and other pedestrian paths that makes walking a convenient and safe way to travel citywide. The network should include a dense pattern of routes in pedestrian oriented areas such as the Central City and include wayfinding where appropriate. (Mobility 2.1.4)

Connections between New Development and Bikeways. The City shall ensure that new commercial and residential development projects construct bikeway facilities identified in the Bicycle Master Plan that have a direct nexus with the project. (Mobility 5.1.8)

Bike Facilities in New Developments. The City shall require that major new development projects (e.g., employment centers, educational institutions, recreational and retail destinations, and commercial centers) provide bicycle parking (i.e., short-term bicycle parking for visitors and long-term bicycle parking for residents or employees), personal lockers, showers, and other bicycle support facilities. (Mobility 5.1.11)

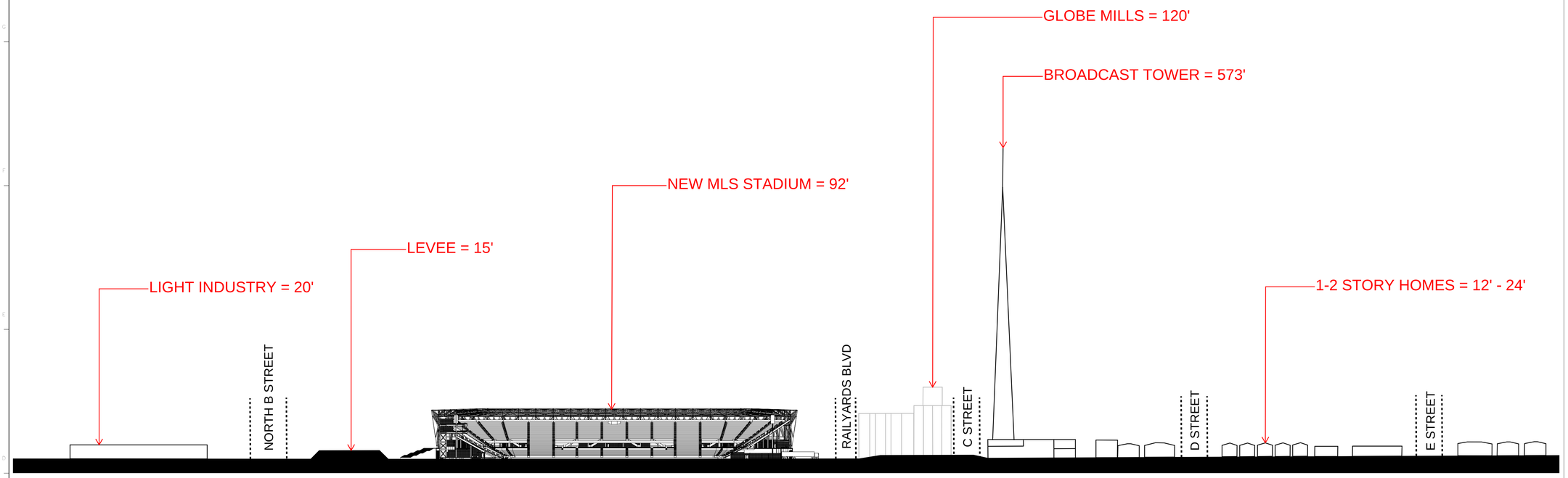
Compatibility with Historic Context. The City shall review proposed new development, alterations, and rehabilitation/remodels for compatibility with the surrounding historic context. The City shall pay special attention to the scale, massing, and relationship of proposed new development to surrounding historic resources. (Historic and Cultural Resources 2.1.11)

Contextual Features. The City shall promote the preservation, rehabilitation, restoration, and/or reconstruction, as appropriate, of contextual features (e.g., structures, landscapes, street lamps, signs) related to historic resources. (Historic and Cultural Resources 2.1.12)

Mix of Uses. The City shall actively support and encourage mixed-use retail, employment, and residential development around existing and future transit stations, centers and corridors. (Housing 1.2.4)

A Range of Housing Opportunities. The City shall encourage a range of housing opportunities for all segments of the community. (Housing 1.3.4)

Waterway Recreation and Access. The City shall work with regional partners, State agencies, private land owners, and developers to manage, preserve, and enhance the Sacramento and American River Parkways and urban waterways and riparian corridors to increase public access for active and passive recreation. (Education, Recreation, and Culture 2.4.2)



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SCALE: 1" = 100' - 0"

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A	B	C	D
K			E
J	H	G	F

Plan North True North

DATE:
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SP&DR Application Supplement

PROJECT NO.	46149
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DRAWN BY	Author
CHECKED BY	Checker
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REVISION	DATE	DESCRIPTION
NONE		

SHEET TITLE & NUMBER
OVERALL SITE
SECTION A

CPS-02

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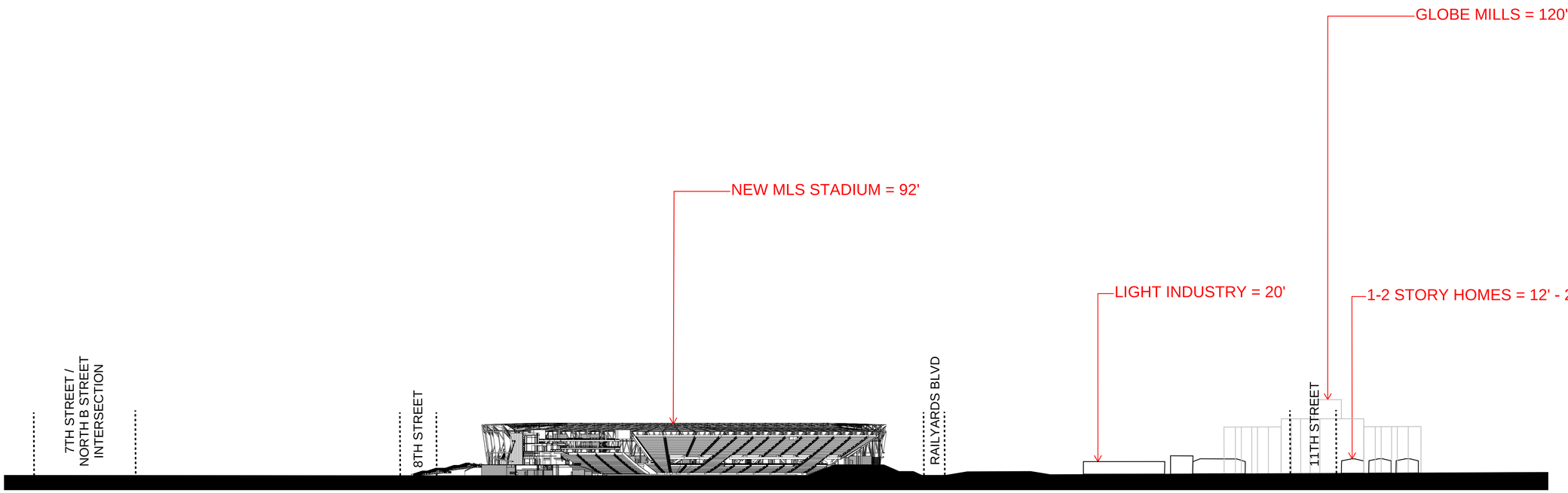

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K			E
J	H	G	F

Plan North True North

DATE **07/15/2016**
ISSUED FOR:
SP&DR Application Supplement

PROJECT NO.	46149
ISSUED BY	**HNTB**
DRAWN BY	Author
CHECKED BY	Checker
APPROVED BY	Approver

REVISION	DATE	DESCRIPTION
1	**7/15/16**	**NEW SHEET**

SHEET TITLE & NUMBER

OVERALL SITE
SECTION B

CPS-03

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8TH STREET

RAILYARDS BOULEVARD

NORTH B STREET

NORTH 10TH STREET

FUTURE 10TH STREET EXTENSION

TEMPORARY CUL-DE-SAC TURN-AROUND

BIKE LANE

DISCUSSION EXHIBIT

LEGEND

- CONCRETE PAVING
- LANDSCAPE AREA
- STONE FINES

GRAPHIC SCALE

40 0 20 40 80 160

(IN FEET)
1 inch = 40 ft.

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SACRAMENTO, CALIFORNIA

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Plan North True North

DATE
ISSUED FOR:

PROJECT NO. 46149
ISSUED BY: HNTB
DRAWN BY
CHECKED BY
APPROVED BY

REVISION	DATE	DESCRIPTION

SHEET TITLE & NUMBER
ENGINEERED SITE PLAN

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FEHR PEERS

FINAL TECHNICAL MEMORANDUM

Date: October 7, 2016

To: Richard Rich, Samar Hajeer, and Pelle Clarke – City of Sacramento

From: John Gard – Fehr & Peers

***Subject**: Parking Supply for Proposed MLS Stadium under Opening Day Conditions*

RS15-3374

This memorandum presents the data, analysis, and conclusions of our parking evaluation for the Major League Soccer (MLS) Stadium proposed for construction within the easterly portion of the Railyards Specific Plan (RSP). The purpose of our evaluation was to:

- Prepare detailed parking configuration drawings for the nine (9) off-street lots within the RSP Area to determine whether the resulting parking yield meets the desired supply of 4,000 parking spaces under Opening Day conditions.
- Evaluate the parking yield that could be expected for three parcels located in the River District (north of RSP Area) to determine if the addition of these parking areas meets the minimum desired goal of 6,500 total spaces under Opening Day conditions.

Calculation of Off-Street Parking Supply within the RSP Area

Figure 1 displays the nine lots identified as providing parking for the MLS Stadium under Opening Day conditions. This figure also shows the streets within the RSP Area that would be open to traffic under Opening Day conditions. Additionally, this figure shows the additional public street connections that would be necessary to provide access to these lots.

Figures 2 – 10 provide detailed maps of the off-street parking layouts for each of these lots. Key components of the off-street parking layouts include:

1. Parking stalls are assumed to be 9-foot by 20-foot. Stall depths of 20 feet are assumed due to the expectation that fences will be placed along parking area boundaries (i.e., vehicle front bumpers will not be able to hang over landscaping).
2. Parking aisles are a minimum of 24-feet wide in all areas.
3. Parking aisles are generally laid out in a perpendicular configuration with north-south versus east-west alignments dictated by anticipated pedestrian flows. For irregularly shaped lots, a conservative approach is taken to estimate parking supply (i.e., some portions of the parking lots were unoccupied versus having a small amount of irregularly configured spaces).
4. Pedestrian pathways to public streets are identified for each lot.
5. The parking lot layouts consider the need to provide off-street vehicle storage to collect parking fees with minimal on-street queue spillback.

6. Since these parking lots are temporary, the layouts do not include landscaping areas for trees and shrubs.

Table 1 shows the estimated number of parking spaces available in each lot based on the above design methodologies and assumptions. As shown, the nine lots would provide a combined 3,872 spaces with an average yield of 114 spaces per acre.

Table 1 – Off-Street Parking Supply Estimates Within RSP Area

Lot(s)	Location	Acreage	Off-Street Parking Supply	Spaces per Acre
69	west of 8th Street, south of N. B Street	3.81	465	122
56	west of 8th Street, north of Railyards Blvd.	2.89	349	120
49	east of 7th Street, south of Railyards Blvd.	5.62	667	118
51	east of 10th Street, north of Railyards Blvd.	3.36	355	105
47-48	east of 6th Street directly north of UPRR tracks	5.86	549	93
4	west of 5th Street, south of Railyards Blvd.	3.47	407	117
33	west of Bercut Drive, south of Railyards Blvd.	3.26	422	129
8	east of Bercut Drive, south of Camille Ln.	2.66	321	120
46	west of 7TH Street, north of F Street	3.19	337	105
Total		34.12	3,872	114

Source: Fehr & Peers, 2016.

It should be noted that Lot 47-48 would have the lowest parking yield (per acre) due to topographic constraints. Figure 6 shows the parking layout for this lot. Two points of access along 6th Street are necessary based on the amount of parking to be provided. The southerly access would be located directly opposite Camille Lane. There is an approximate 9-foot elevation difference between this intersection and the finished lot grade. As shown, a 270-foot long raised driveway that extends to the interior of the site is assumed to be constructed, resulting in a 3.3 percent grade. Although a steeper driveway design may be possible, the additional parking associated with such a configuration would be modest.

Table 2 displays the recommended number of parking fee collection lanes at each parking lot (refer to figures for number of lanes at each driveway). Since the parking lots would be used exclusively for inbound travel during the pre-event conditions, it is anticipated that both the inbound and outbound lanes may be used for fare collection. This table also shows the

estimated inbound vehicular capacity to each lot based on the number of entry lanes and the estimated service flow rate (i.e., parking fee transaction time).[1]

Parking lots will not typically completely fill in a single hour. If the lots fill in 1.5 hours, then the equivalent hourly flow into each lot would range from about 40 to 80 percent of its maximum inbound service flow capacity. In other words, the hourly demand would not exceed the capacity provided to enter the lot. Further, the lots have been designed to provide on-site storage ranging from six to up to 30 vehicles to minimize vehicular queue spillback onto adjacent streets.

Table 2 – Inbound Parking Fee Collection Lane Capacity for Lots Within RSP Area

Lot(s)	Location	Off-Street Parking Supply	# of Inbound Lanes / Total Off-Street Vehicle Storage [1]	Maximum Hourly Inbound Flow Rate [2]
69	west of 8th Street, south of N. B Street	465	4 / 300 ft.	720 veh.
56	west of 8th Street, north of Railyards Blvd.	349	2 / 150 ft.	360 veh.
49	east of 7th Street, south of Railyards Blvd.	667	3 / 720 ft.	540 veh.
51	east of 10th Street, north of Railyards Blvd.	355	2 / 150 ft.	360 veh.
47-48	east of 6th Street directly north of UPRR tracks	549	4 / 740 ft.	720 veh.
4	west of 5th Street, north of Railyards Blvd.	407	4 / 200 ft.	720 veh.
33	west of Bercut Drive, south of Railyards Blvd.	422	4 / 300 ft.	720 veh.
8	east of Bercut Drive, south of Camille Ln.	321	2 / 200 ft.	360 veh.
46	west of 7TH Street, north of F Street	337	3 / 315 ft.	540 veh.

Notes:
[1] Refer to Figures 2-10 for illustration of inbound parking fare collection lanes and vehicle storage.
[2] Based on a maximum service flow rate of 180 vehicles per hour in a given lane (see previous page).
Source: Fehr & Peers, 2016.

Estimation of Off-Street Parking Supply in Selected Parcels North of RSP Area

The following parcels have been identified as potential parking areas for MLS matches:

- Vacant 7.2-acre UPRR parcel located directly north of North B Street and west of 7th Street.

[1] In October 2015, we measured flow rates of inbound traffic paying to enter the Cherry Island Soccer Complex in Sacramento County as part of large soccer tournament. Those observations showed that a single lane could accommodate about three vehicles per minute.

- Vacant, approximately 13.5-acre Township 9 parcel located north of Richards Boulevard, directly east of North 6th Street, and west of Scalehouse Street.
- Developed 10-acre "Incinerator" site located directly north of North B Street and east of 7th Street.

The UPRR parcel is somewhat irregularly shaped and would need to be graded and paved to accommodate parked vehicles. **Figure 11** shows the parking layout for this lot, and reveals that it can accommodate 917 spaces (not considering any potential environmental or physical site constraints). Vehicular access would be provided from North B Street.

The Township 9 parcel has a rectangular shape. **Figure 12** shows the parking layout for this lot, and reveals that it can accommodate 1,824 spaces (not considering any potential environmental or physical site constraints). Vehicular access would be provided from existing streets including Township Nine Avenue, Cannery Avenue, and North 5th Street.

The potential parking yield for the Incinerator site (see **Figure 13**) is not known at this time given the variety of different structures, equipment, debris, and other materials currently on the property. A detailed on-site investigation would be necessary to estimate the parking yield.

Thus, the UPRR and the Township 9 parcels would yield a combined 2,741 spaces, which would exceed the 2,500-space target.

Conclusions

This analysis has concluded that the Township 9 and UPRR parcels would have the potential to yield the 2,500 desired parking spaces north of the RSP Area. The identified parking areas within the RSP Area would yield an estimated 3,872 parking spaces, which is 128 spaces less than the target supply of 4,000 spaces for that area. The combined parking supply within the RSP Area, and on the UPRR and the Township 9 parcels would be 6,613 spaces, which exceeds the 6,500 total space target under Opening Day conditions.

As described on page 26 of the *MLS Stadium Event Transportation Management Plan* (TMP), pedestrian impacts on North 7th Street between North B Street and Richards Boulevard may be lessened/avoided by providing greater proportions of parking within the RSP Area, thereby reducing pedestrian traffic on North 7th Street.

We hope this information is helpful. Please call or email with any questions or comments.

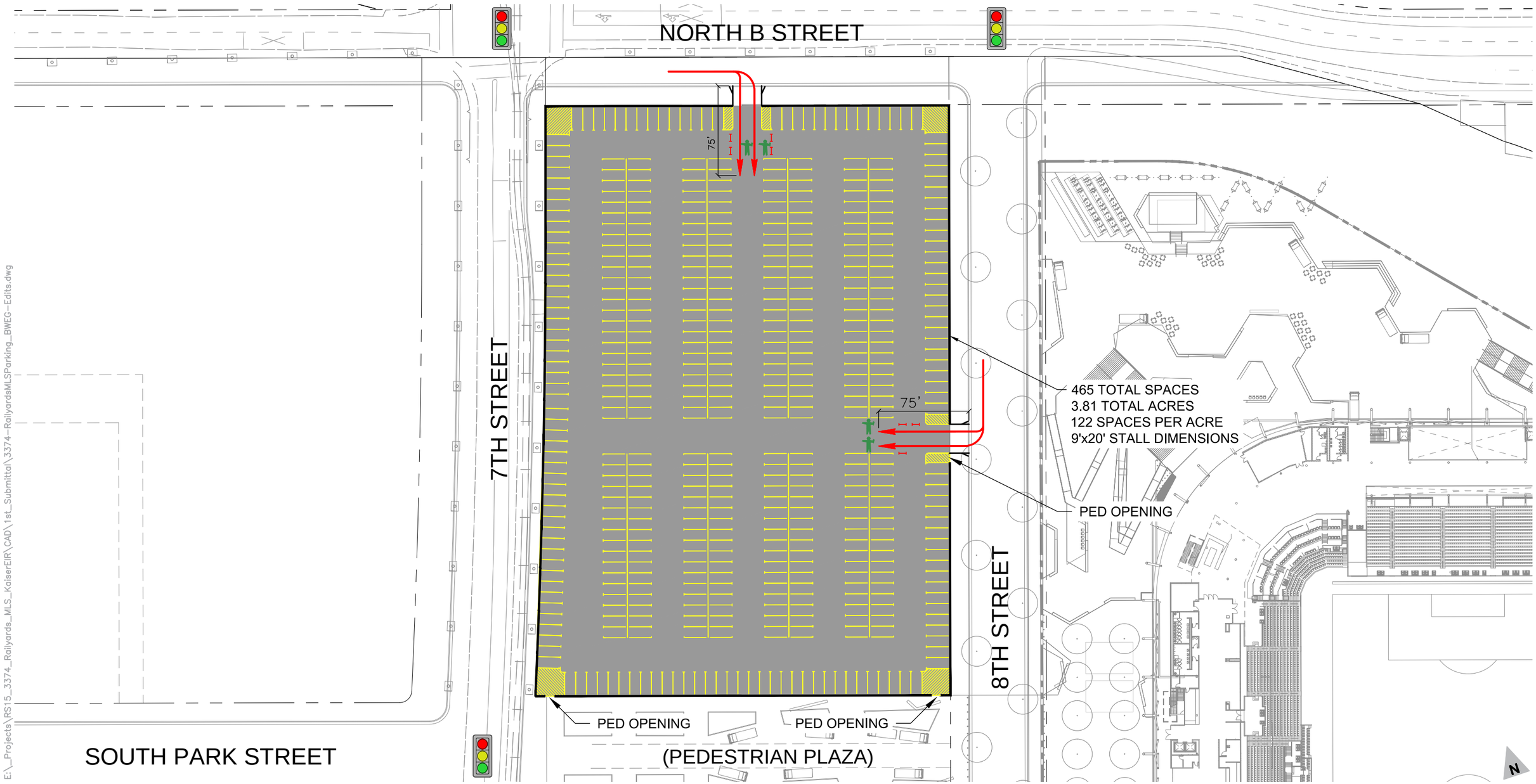
LEGEND

- ROADWAY OPEN TO TRAFFIC *
- TEMPORARY ROADWAY CONNECTION NEEDED TO PROVIDE ACCESS TO PARKING
- ROADWAY CLOSED/ NON-ACCESSIBLE TO TRAFFIC

Figure 1

Proposed Off-Street Parking Supply Within RSP Area for MLS Stadium Under Opening Day Conditions

* = BASED ON ASSUMED BASELINE PLUS MLS STADIUM ROADWAY NETWORK IN DRAFT EIR AND ASSOCIATED ROADWAY MITIGATION FOR THAT SCENARIO.

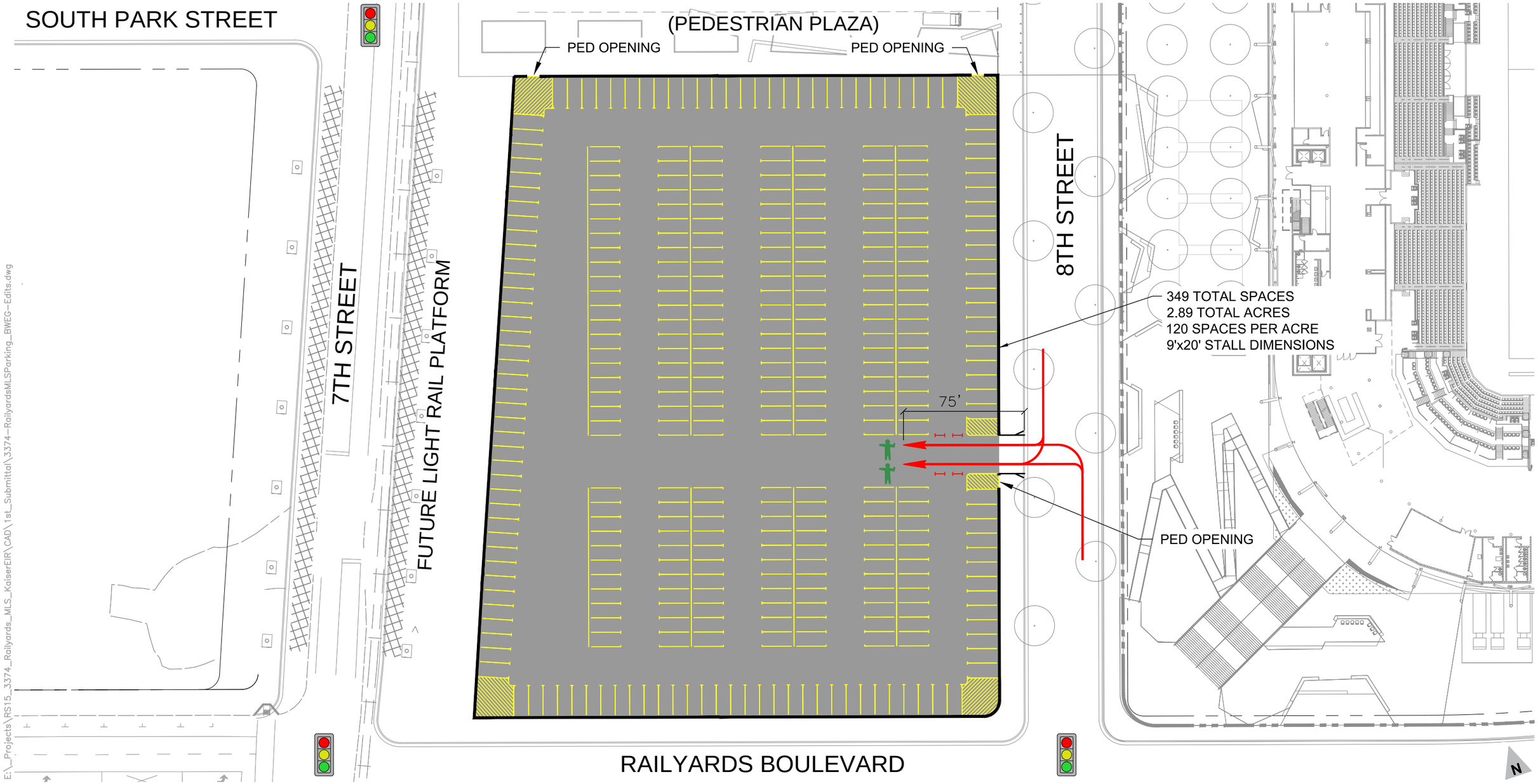


LEGEND

- FENCE
- BARRICADE
- PARKING ATTENDANT
- INBOUND PATH OF TRAVEL
- TRAFFIC SIGNAL

Figure 2

Parking Lot 69

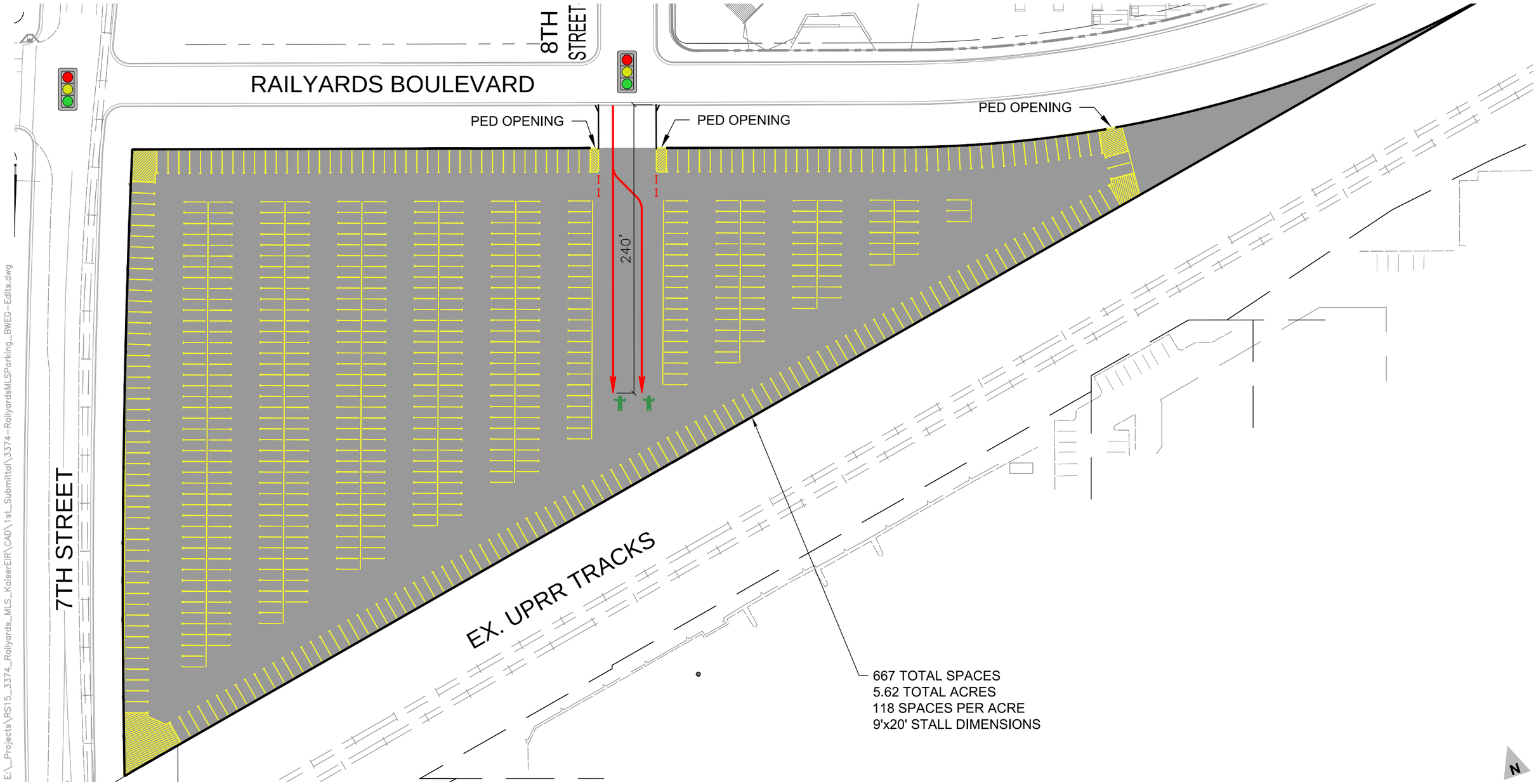


LEGEND

- FENCE
- BARRICADE
- PARKING ATTENDANT
- INBOUND PATH OF TRAVEL
- TRAFFIC SIGNAL

Figure 3

Parking Lot 56

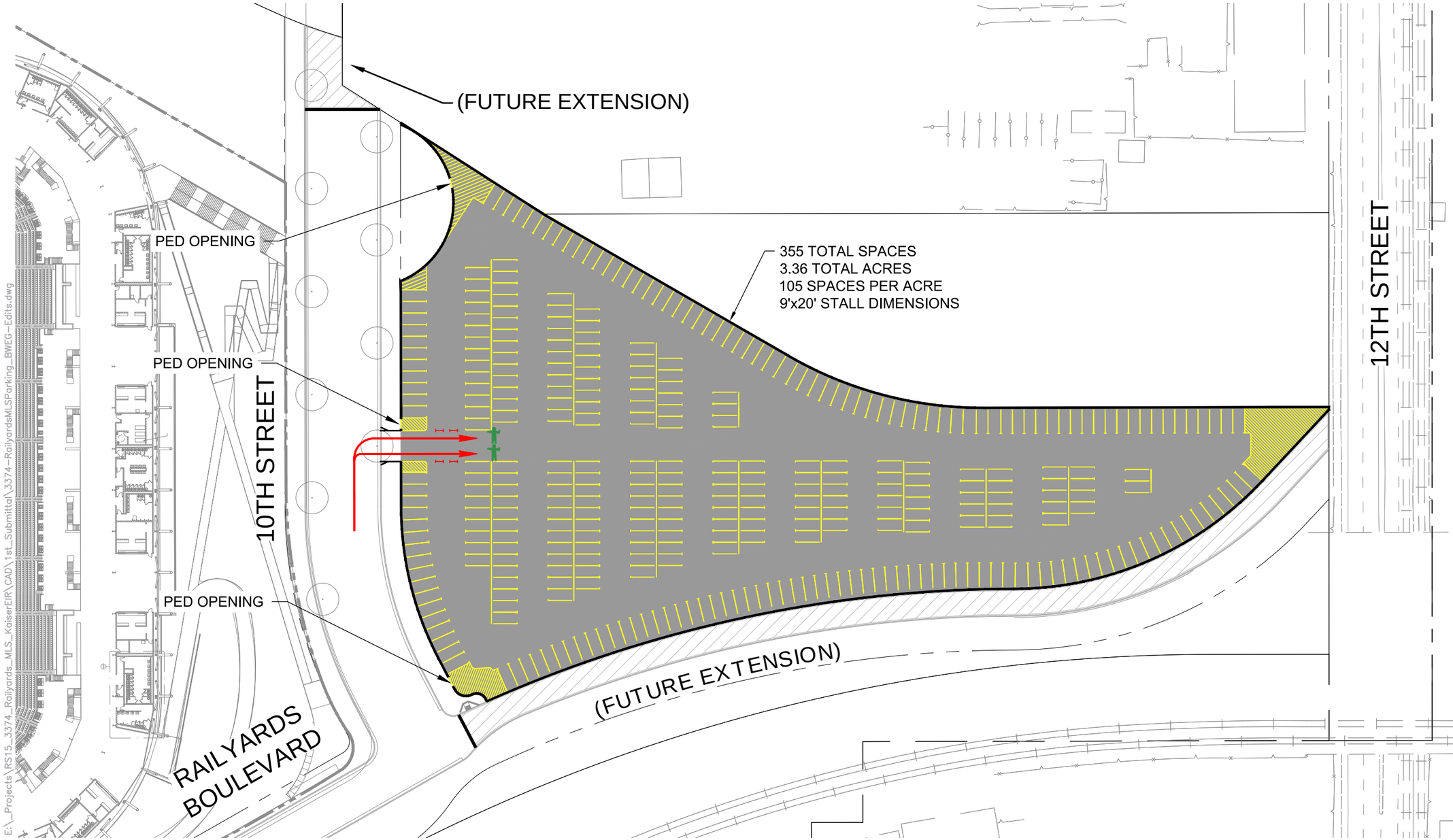


LEGEND

- FENCE
- BARRICADE
- PARKING ATTENDANT
- INBOUND PATH OF TRAVEL
- TRAFFIC SIGNAL

Figure 4

Parking Lot 49



Scale: 1" = 80'

LEGEND

- FENCE
- BARRICADE
- PARKING ATTENDANT
- INBOUND PATH OF TRAVEL
- TRAFFIC SIGNAL
- FUTURE ROADWAY EXTENSION

Figure 5

Parking Lot 51

549 TOTAL SPACES
5.86 TOTAL ACRES
93 SPACES PER ACRE
9'x20' STALL DIMENSIONS

RAILYARDS BOULEVARD

PED OPENING

7TH STREET

PED OPENING

EL=35.85'

CAMILLE LANE

100'

EL=27.50'

≈3.3%

270'

6TH STREET

STEVENS STREET

EX. UPRR TRACKS

N

Scale: 1" = 80'

E:_Projects\RS15_3374_Railyards_MLS_KaiserEIR\CAD\1st_Submittal\3374-RailyardsMLSParking_BWEG-Edits.dwg

LEGEND

FENCE

BARRICADE

PARKING ATTENDANT

INBOUND PATH OF TRAVEL

TRAFFIC SIGNAL

Figure 6

Parking Lot 47-48

E:_Projects\RS15_3374_Railyards_MLS_KaiserEIR\CAD\1st_Submittal\3374-RailyardsMLSParking_BWEG-Edits.dwg

LEGEND

- FENCE
- BARRICADE
- PARKING ATTENDANT
- INBOUND PATH OF TRAVEL
- TRAFFIC SIGNAL

Figure 7

Parking Lot 4

RAILYARDS BOULEVARD

PED OPENING

75'

CAMILLE LANE

JIBBOOM STREET

BERCUT DRIVE

75'

PED OPENING

422 TOTAL SPACES
3.26 TOTAL ACRES
129 SPACES PER ACRE
9'x20' STALL DIMENSIONS

INTERSTATE 5
(OVERHEAD)

N

Scale: 1" = 80'

LEGEND

FENCE

BARRICADE

PARKING ATTENDANT

INBOUND PATH OF TRAVEL

TRAFFIC SIGNAL

E:_Projects\RS15_3374_Railyards_MLS_KaiserEIR\CAD\1st_Submittal\3374-RailyardsMLSParking_BWEG-Edits.dwg

Figure 8

Parking Lot 33

Scale: 1" = 60'

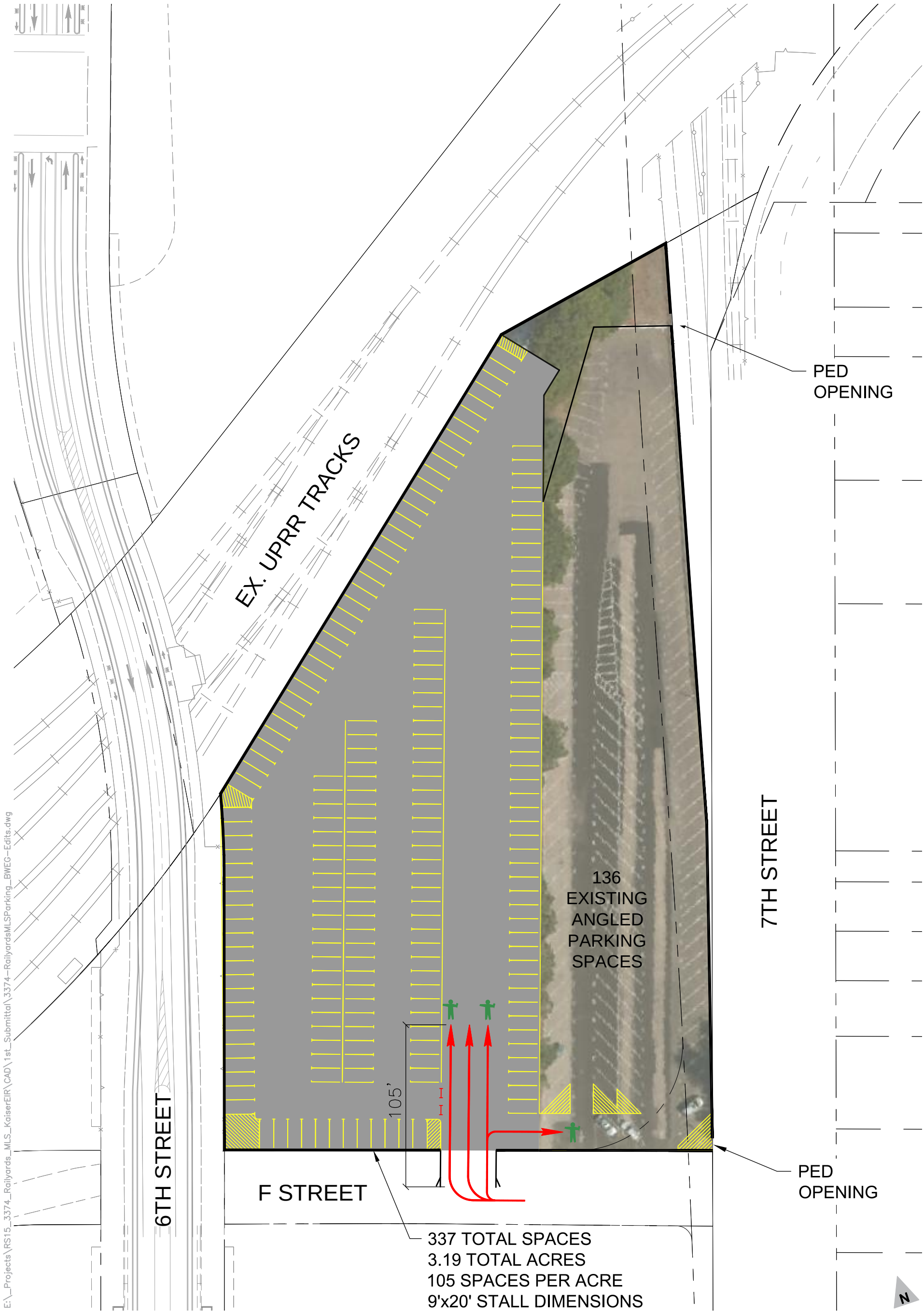
LEGEND

- FENCE
- BARRICADE
- PARKING ATTENDANT
- INBOUND PATH OF TRAVEL
- TRAFFIC SIGNAL

E:_Projects\RS15_3374_Railyards_MLS_KaiserEIR\CAD\1st_Submittal\3374-RailyardsMLSParking_BWEG-Edits.dwg

Figure 9

Parking Lot 8

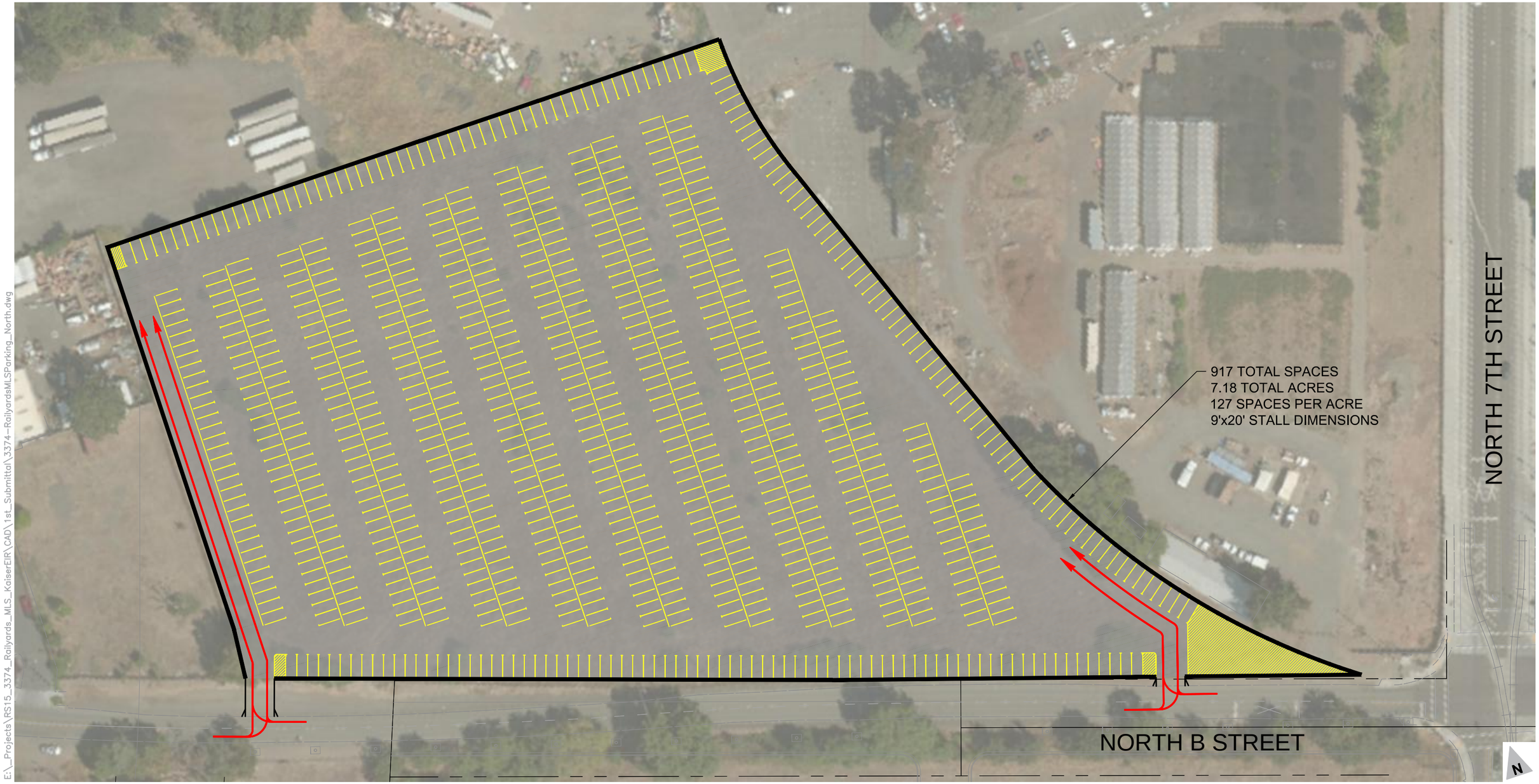


LEGEND

- FENCE
- BARRICADE
- PARKING ATTENDANT
- INBOUND PATH OF TRAVEL
- TRAFFIC SIGNAL

Figure 10

Parking Lot 46



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Scale: 1" = 80'

LEGEND

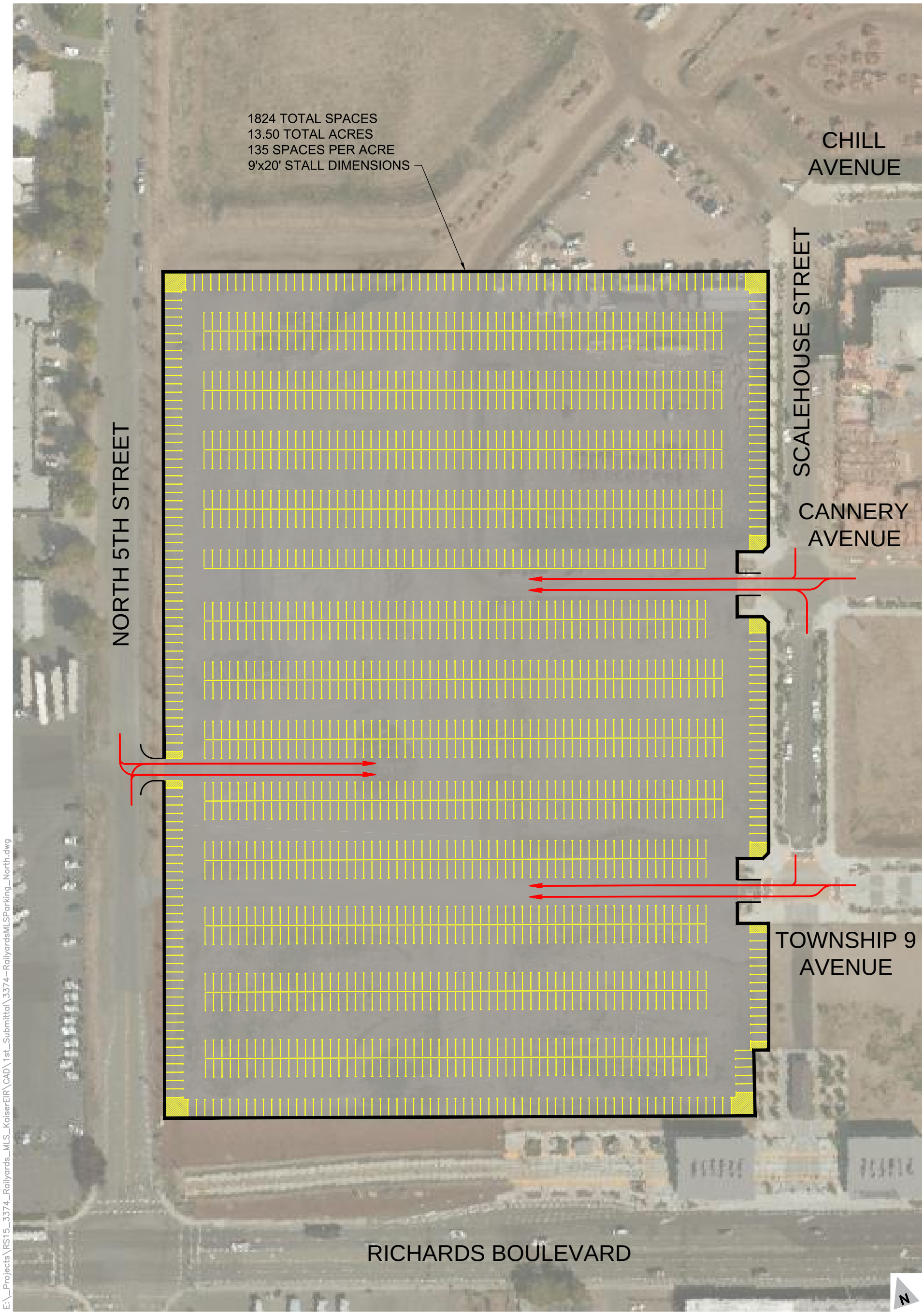
SITE BOUNDARY (7.18-ACRES) *

INBOUND PATH OF TRAVEL

Figure 11

UPRR Parcel

* = BOUNDARY LINES AND ACREAGE OF SITE ARE APPROXIMATE.



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Scale: 1" = 100'

LEGEND

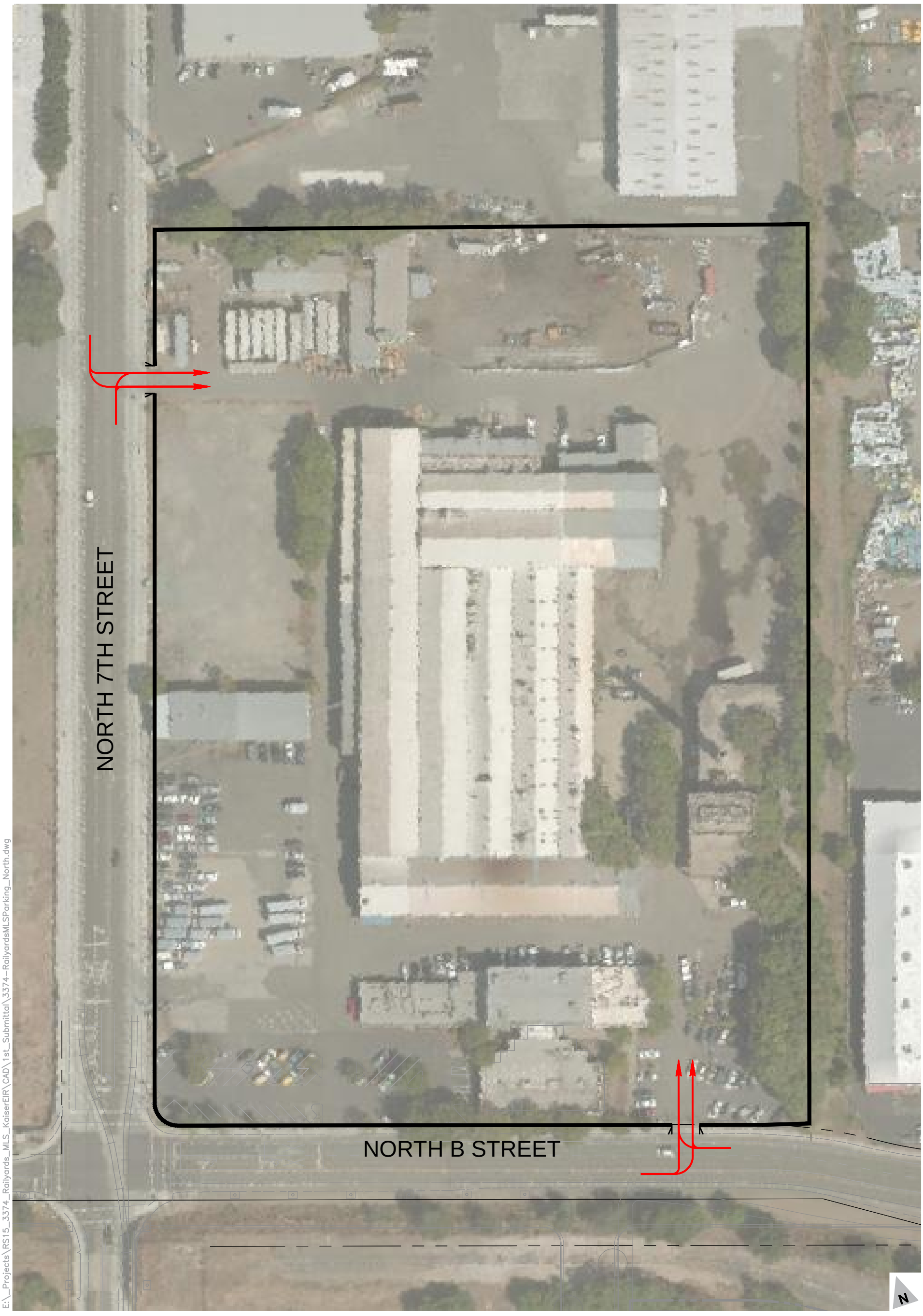
SITE BOUNDARY (13.50-ACRES) *

INBOUND PATH OF TRAVEL

Figure 12

Township 9 Parcel

* = BOUNDARY LINES AND ACREAGE OF SITE ARE APPROXIMATE.



Scale: 1" = 80'

LEGEND

SITE BOUNDARY (10.03-ACRES) *

INBOUND PATH OF TRAVEL

Figure 13

"Incinerator" Site

* = BOUNDARY LINES AND ACREAGE OF SITE ARE APPROXIMATE.

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memorandum

date September 2, 2016

to Richard Rich, City of Sacramento; Jeffrey Dorso, Pioneer Law Group

from Brian Boxer and Christina Erwin, ESA

subject **Proposed Major League Soccer Stadium Noise Contours – Revised**

1.0 INTRODUCTION

Based on direction provided by the City of Sacramento Planning and Design Commission on August 11, 2016, ESA used the most current available information to remodeled noise contours for the proposed MLS Stadium within the Railyards Specific Plan Area (RSP Area).

Planning Commissioners requested additional information regarding noise levels expected from the proposed MLS Stadium. They requested two data sets:

1) Assume some development in the RSP Area and show noise contours down to the 50 dBA level to reflect the City's nighttime exterior noise standard.
2) Assume no other development in the RSP Area (essentially a Day One analysis for the MLS Stadium) and show noise contours down to the 50 dBA.

For both data sets, we modeled the same three scenarios previously analyzed:

a) soccer game,
b) pre-game events at outside stages, and
c) music concert in the Stadium.

This technical memorandum describes the methodology used for the assessment and presents the results with noise contour maps. The information in this memorandum updates and augments information provided in the Railyards DSEIR and the noise technical memorandum provided on July 15, 2016.

2.0 METHODOLOGY

This section describes methodologies used for this MLS Stadium noise impact assessment. The noise model used and the model validation methodology remain identical to that described in the July 15, 2016 noise technical memorandum.

2.1 Noise Model

The Computer Aided Noise Abatement (CadnaA) noise propagation program (Version 4.6.155) was used to estimate the propagation of noise from the proposed MLS Stadium.

CadnaA is a Windows-based software program that predicts and assesses noise levels in the vicinity of noise sources based on International Organization for Standardization 9613-2 algorithms for noise propagation calculations. The calculations account for classical sound wave divergence plus attenuation factors resulting from air absorption, basic ground effects, and barrier/shielding.

2.2 Model Validation

The dominant noise sources from a soccer game include crowd shouting and public address announcement. In order to establish the noise sources in the model, noise measurement data collected from the soccer game between the Sacramento Republic Football Club (Sac Republic FC) and Colorado Rapids at Bonney Field on February 13, 2015 was used to validate the model.

Section 4.10 of the Draft Subsequent Environmental Impact Report (DSEIR) for the Railyards Specific Plan Update stated that the noise level during the soccer game was 72.3 dBA L_{eq} at 272 feet from the center of Bonney Field. Note that the noise level of 72.3 dBA L_{eq} was based on 30-minute averages and included both crowd and public address system noise.

The model validation task is to develop the noise model to re-create the same measurement environment. The Bonney Field seating areas were used as the noise source, which generate noise level of 72.3 dBA at the actual measurement location. The result of the validated noise source was used for the proposed MLS Stadium noise model.

2.3 Assumptions

Several key assumptions were made for the model. Below describes each assumption. The following bulleted list applies to both data sets – both with surrounding development in the RSP Area and without that development.

- The proposed MLS Stadium capacity is 25,000 for a soccer game and 27,000 for a music concert.
- Three temporary stage locations within the plaza, but outside of the MLS Stadium, were evaluated. Each temporary stage would have amplified sound. Noise source levels at each of these stages were assumed to be 100 dBA at 5 feet, as described in Mitigation Measure 4.10-2(b) in Section 4.10 of the DSEIR.
- Music events within the MLS Stadium would take place on a stage at the southern end of the pitch. Noise source levels at this stage were assumed to be 98dBA at 150 feet, consistent with City Municipal Code section 8.68.160.
- Noise sources other than Stadium-related events were not considered for the noise contour development. Those potential noise sources would include rail, vehicular traffic, and KP Medical Center helicopter operations.

- Existing building footprints were obtained from Sacramento County GIS Data Library.
- Topographic data outside of the proposed MLS Stadium was obtained from USGS The National Map GIS Data.

For the first data set, we assumed some development in the RSP Area. Future structures within the RSP Area were included as "Built-Up Area" in the model using the following assumptions:

- Lot 47ab – Height would be 85 feet and 50% of the parcel would be developed.
- Lot 48ab – Height would be 205 feet and 50% of the parcel would be developed.
- Lot 49ab – Height would be 120 feet and 50% of the parcel would be developed.
- Lot 50 – Height would be 115 feet and 50% of the parcel would be developed.
- Lot 51a – Height would be 40 feet and 25% of the parcel would be developed.
- Lot 51b – Height would be 30 feet and 50% of the parcel would be developed.
- Lot 56abcd – Height would be 125 feet and 50% of the parcel would be developed.
- Lot 57bcd – Height would be 155 feet and 90% of the parcel would be developed.
- Lot 69abcd – Height would be 125 feet and 50% of the parcel would be developed.
- Lot 70abd – Height would be 85 feet and 90% of the parcel would be developed.

For the second data set, we did not assume development in the RSP Area beyond the existing Central Shops buildings. Zero development was assumed on the lots listed above.

This noise modeling accounts for the proposed design of the MLS Stadium including the structure height, building materials, locations of entries and exits, roof structure design, and site grading and topography. This analysis also takes into account the capacity of the stadium for all types of anticipated events, noise anticipated from those crowds, and specific locations of event stages. Further, the model inputs include details about the topography of the surrounding area, as well as surrounding existing and proposed building heights, locations, and site coverage.

3.0 FINDINGS

Figures 1a, 1b, and 1c represent the noise contours that can be expected during a soccer game, pre-game events outside of the Stadium from three stages operating concurrently, and a music concert with a stage inside the MLS Stadium, respectively. These figures assume some levels of development on surrounding RSP lots as described above in the Methodology and Assumptions section. Noise contours down to 50 dBA L_{eq} are presented, which is the threshold for the nighttime noise level as it is described in the City of Sacramento Noise Ordinance.

Figures 2a, 2b, and 2c represent the noise contours that can be expected during a soccer game, pre-game events outside of the Stadium from three stages operating concurrently, and a music concert with a stage inside the MLS Stadium, respectively. These figures assume no development on surrounding RSP lots, and represent a Day One scenario for the MLS Stadium. Noise contours down to 50 dBA L_{eq} are presented, which is the threshold for the nighttime noise level as it is described in the City of Sacramento Noise Ordinance.

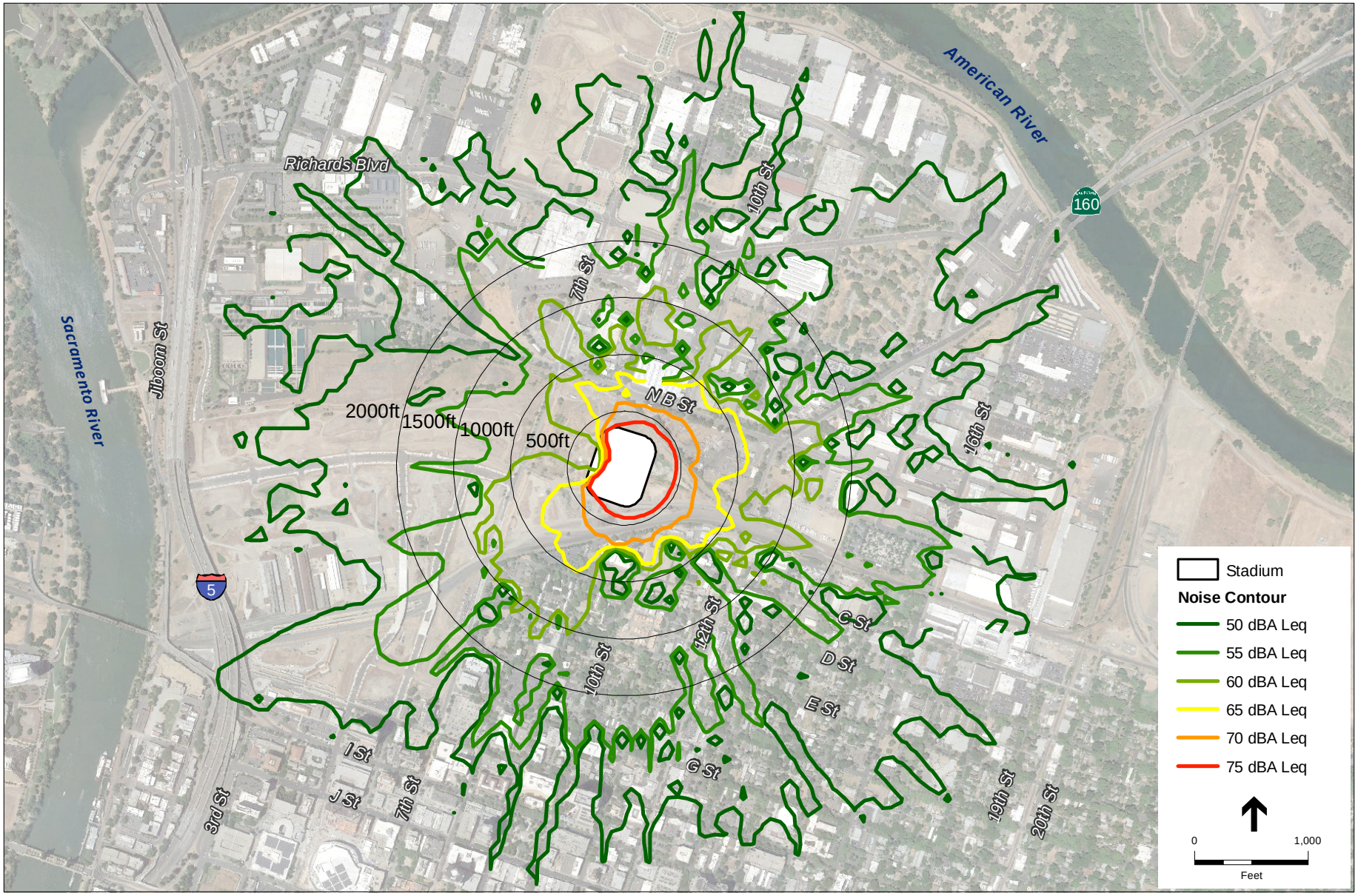
Noise resulting from proposed events at the MLS Stadium would affect different areas of the surrounding parcels to varying degrees. Due to building design and other factors described above, areas to the southwest, west, and north of the MLS Stadium would be affected by amplified and crowd noise the most. Noise would travel along unobstructed corridors such as local roadways and between existing and proposed buildings, creating somewhat defined noise contours along those linear pathways. Sound from a music event inside the

MLS Stadium would travel the farthest, followed by noise from a soccer game and noise from amplified noise at the outdoor stages.

For each of the events that could be held at the MLS Stadium, the noise contours between the with-development and zero development data sets are not very different, particularly close to the MLS Stadium. Differences can be seen much farther away from the MLS Stadium, but the differences are relatively minor.

Attachments:

Figure 1a – MLS Stadium – Soccer Game Noise Contour Map – With Development
Figure 1b – MLS Stadium – Outside Stages Noise Contour Map – With Development
Figure 1c – MLS Stadium – Music Concert Noise Contour Map – With Development
Figure 2a – MLS Stadium – Soccer Game Noise Contour Map – Zero Development
Figure 2b – MLS Stadium – Outside Stages Noise Contour Map – Zero Development
Figure 2c – MLS Stadium – Music Concert Noise Contour Map – Zero Development



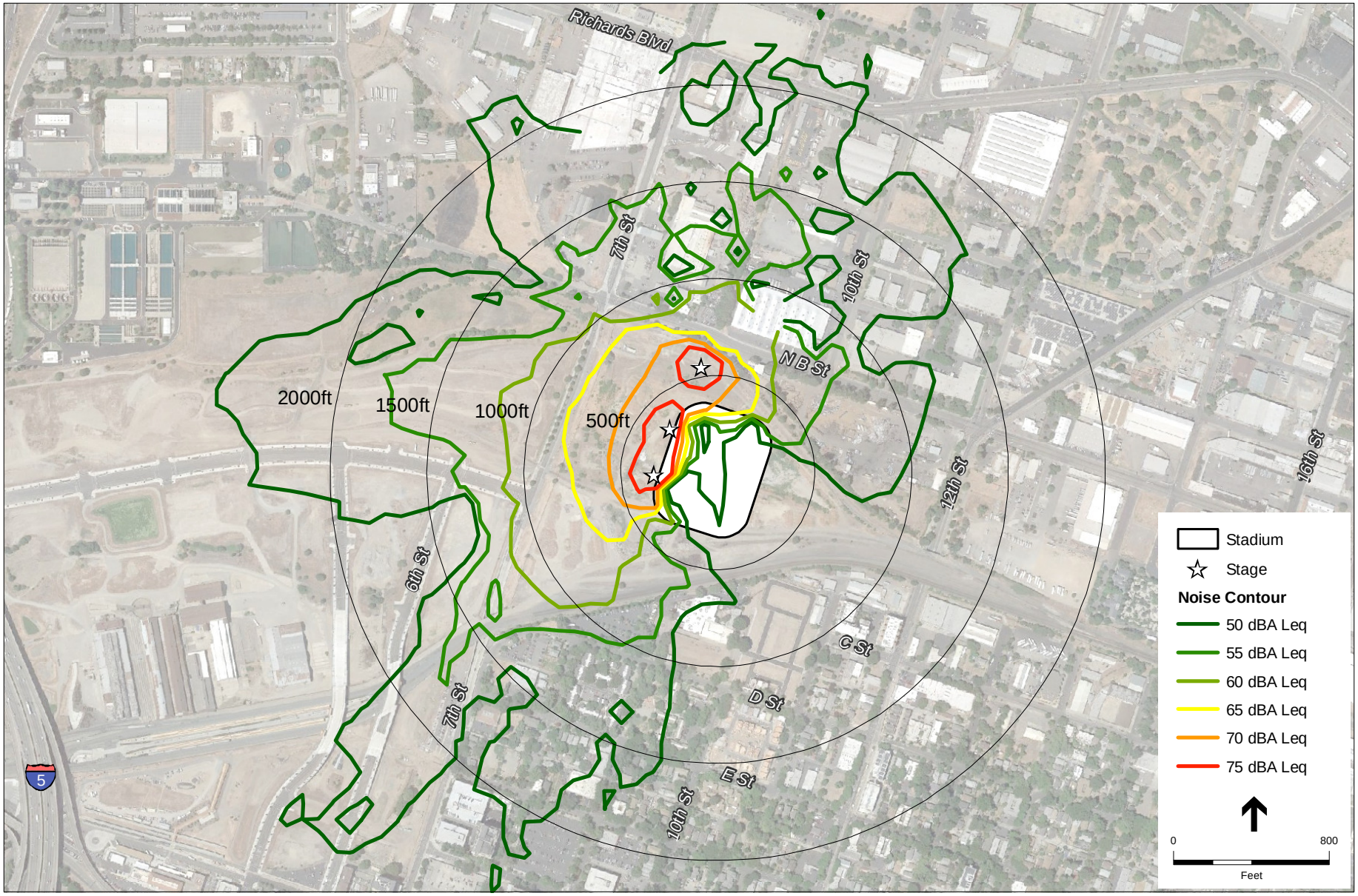
SOURCE: Google, 2016; Kimley Horn, 2015; HNTB, 2016; ESA, 2016

Railyards Specific Plan Update . 150286

Figure 1a

MLS Stadium - Soccer Game

Noise Contour Map - With Development



SOURCE: Google, 2016; Kimley Horn, 2015; HNTB, 2016; ESA, 2016

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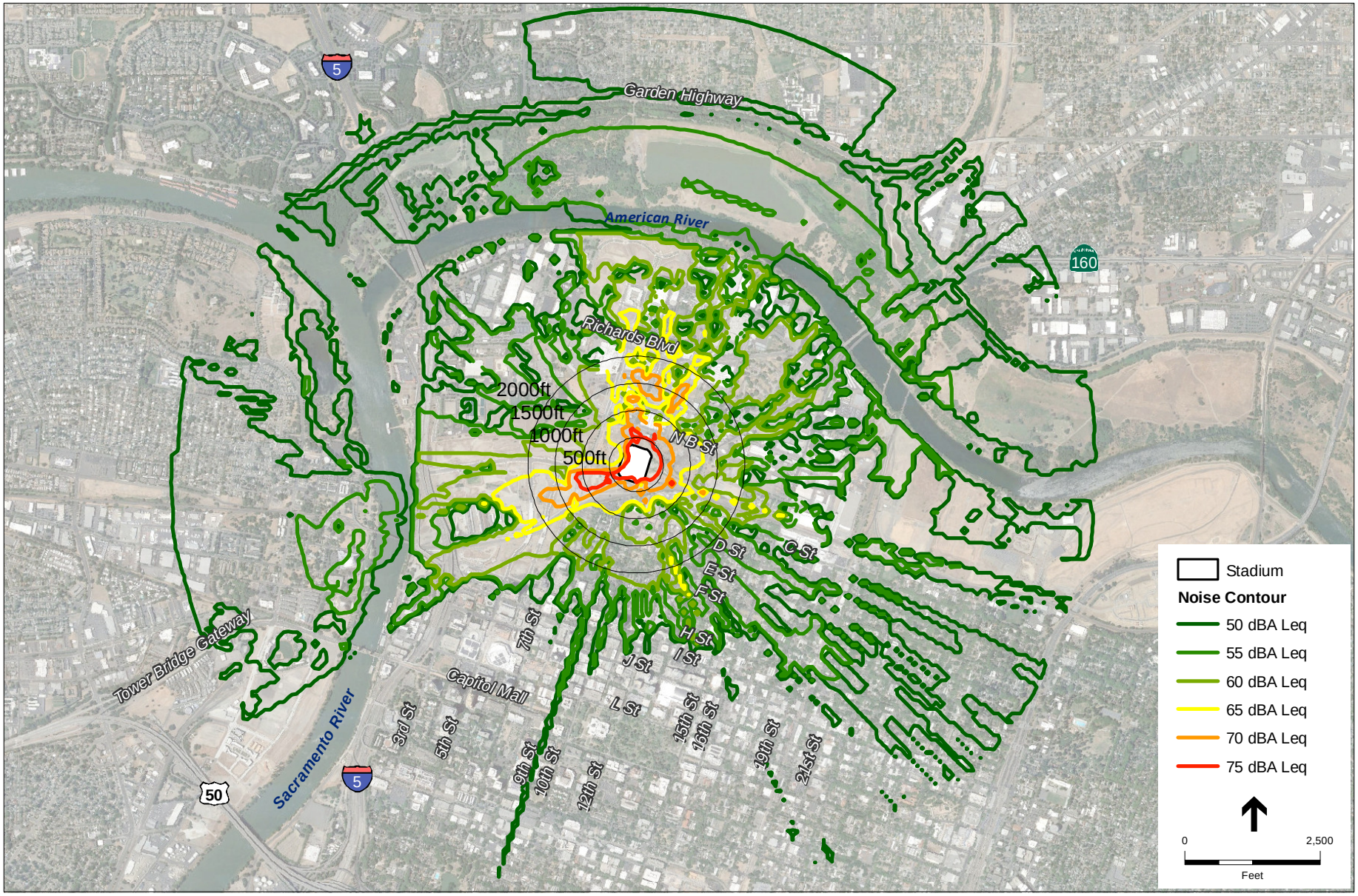
Figure 1b

MLS Stadium - Outside Stages

Noise Contour Map - With Development



SOURCE: Google, 2016; Kimley Horn, 2015; HNTB, 2016; ESA, 2016

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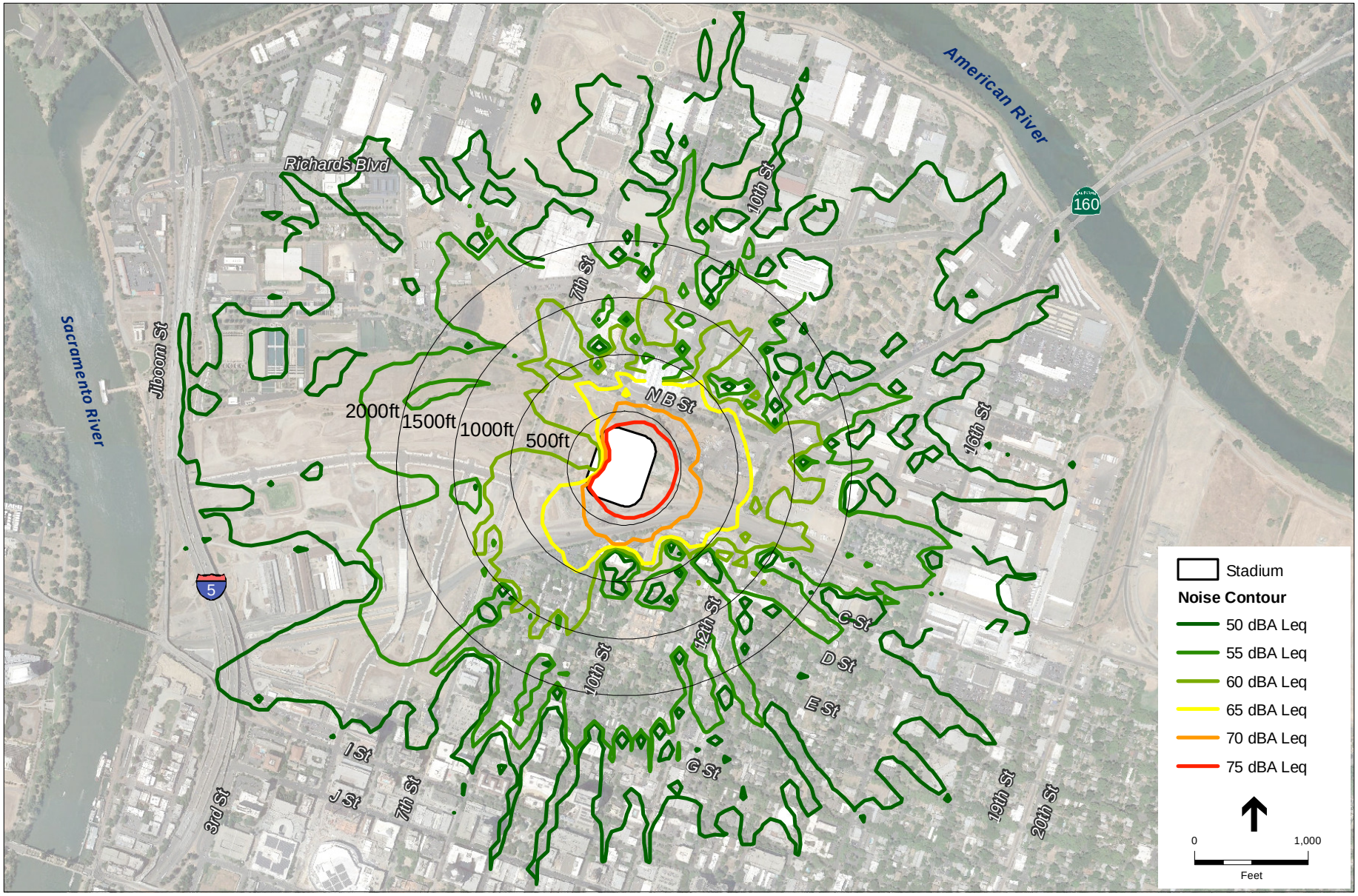
Figure 1c

MLS Stadium - Music Concert

Noise Contour Map - With Development



SOURCE: Google, 2016; Kimley Horn, 2015; HNTB, 2016; ESA, 2016

Railyards Specific Plan Update . 150286

Figure 2a

MLS Stadium - Soccer Game

Noise Contour Map - Zero Development

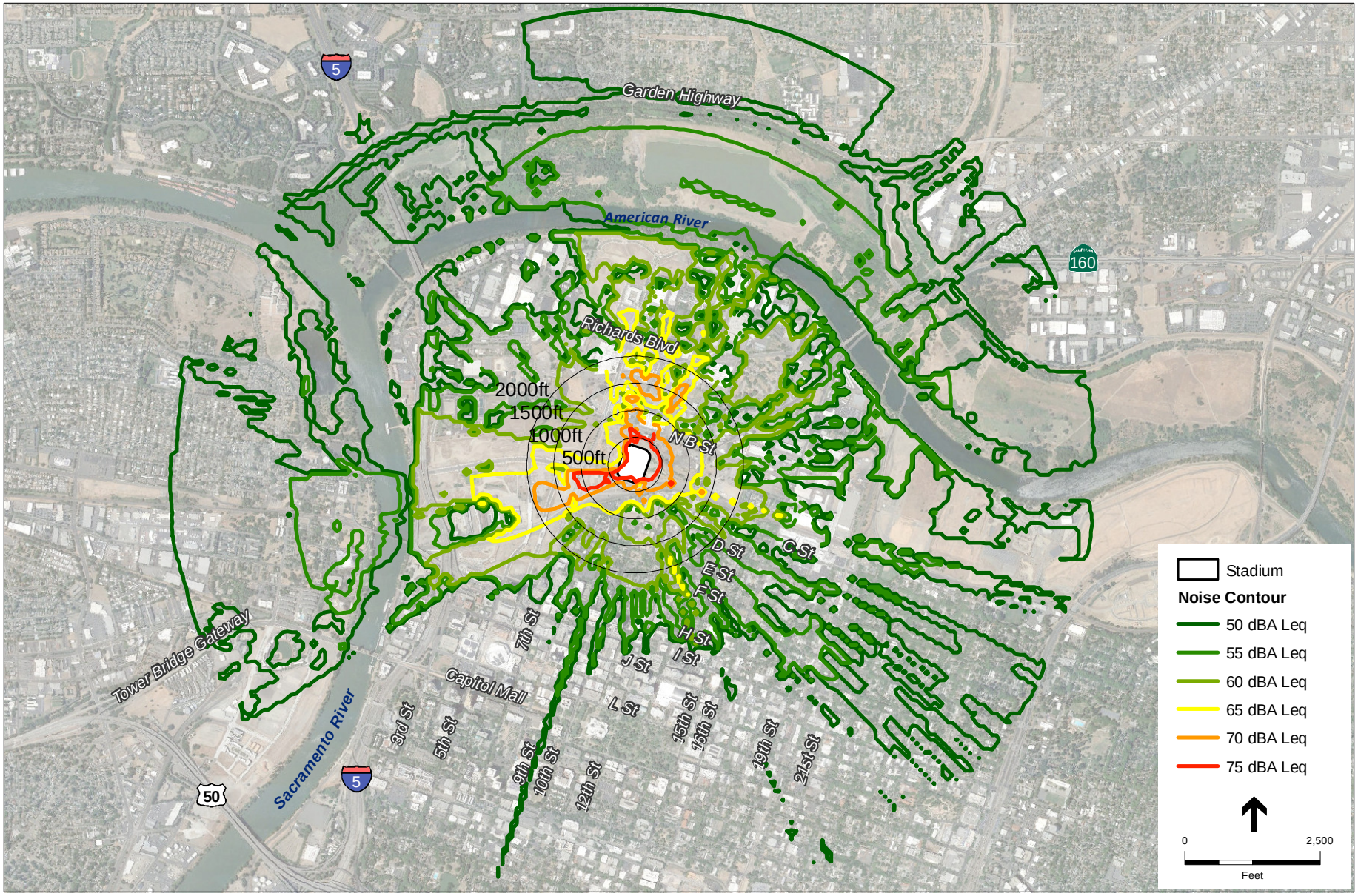
SOURCE: Google, 2016; Kimley Horn, 2015; HNTB, 2016; ESA, 2016

Railyards Specific Plan Update . 150286

Figure 2b

MLS Stadium - Outside Stages

Noise Contour Map - Zero Development



SOURCE: Google, 2015; Kimley Horn, 2016; HNTB, 2016; ESA, 2016

Railyards Specific Plan Update . 150286

Figure 2c

MLS Stadium - Music Concert

Noise Contour Map - Zero Development

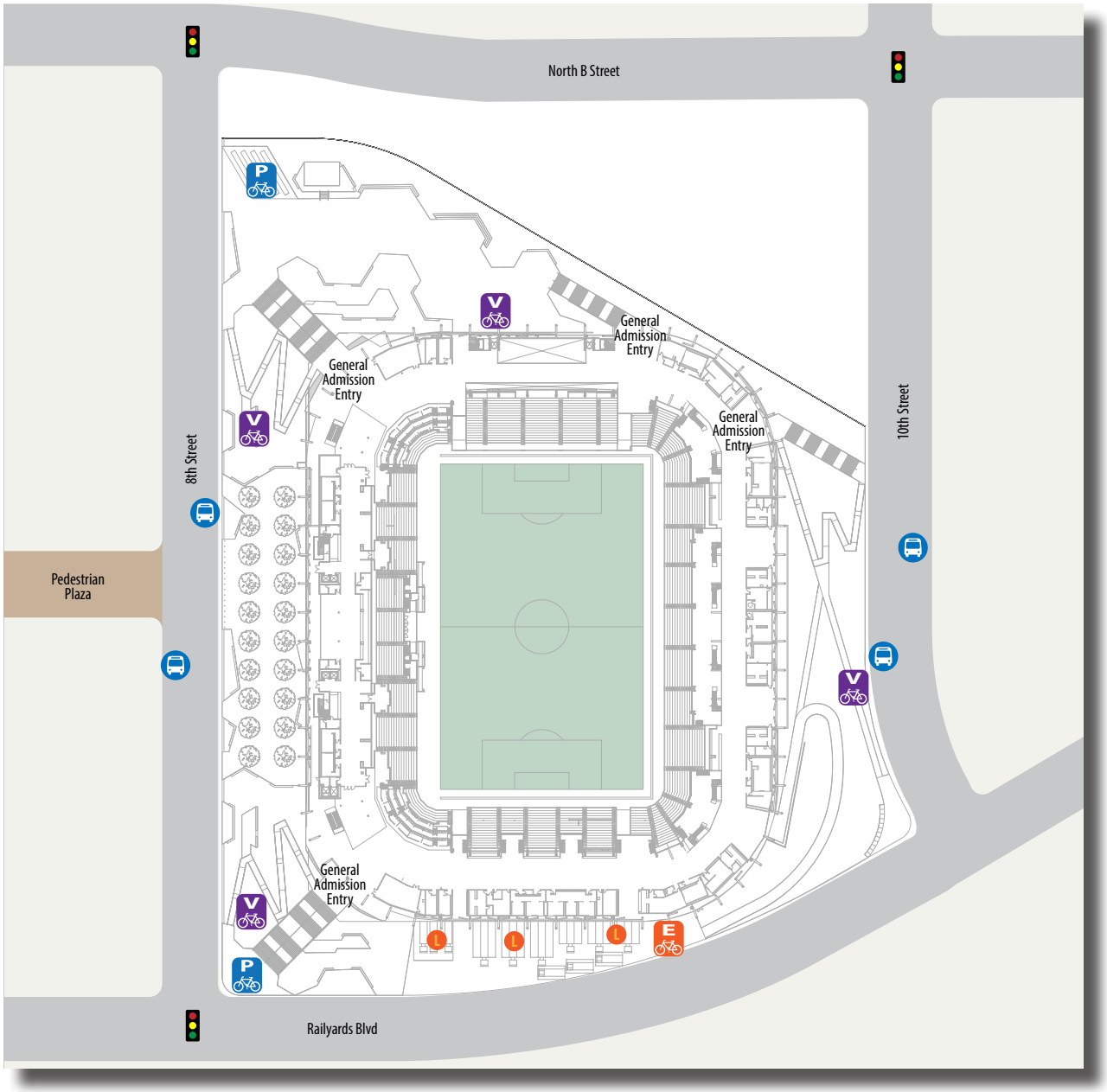
Appendix J.2

Draft Major League Soccer (MLS) Stadium Event Transportation Management Plan (TMP)

ESA

Draft Major League Soccer (MLS) Stadium Event Transportation Management Plan (TMP)

Prepared for
City of Sacramento



June 2016

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1. INTRODUCTION

TMP PURPOSE

The purpose of the Event TMP is to outline strategies to provide safe, convenient, and efficient access for all modes of travel to and from the proposed MLS Stadium. It seeks to minimize conflicts between vehicles, pedestrians, bicycles, and transit providers, while providing access to the project via each of these travel modes.

The Draft EIR analyzed an MLS Stadium that was assumed to consist of 25,000 seats. However, the initial design is now anticipated to provide seating for 19,621 attendees, which is a 21.5 percent decrease. Because the Draft EIR is conducting an environmental review for a facility with 25,000 seats, this TMP evaluates the transportation management strategies needed to accommodate this size of facility. However, in light of the opening day decrease in seating capacity, there may be certain operating conditions that could be beneficially affected by the reduction.

The TMP is intended to be a flexible document, which would be amended by the City as conditions change, and based on experience and input from additional parties, including the City, MLS Stadium operator, police/fire, and local transit agencies. It is likely that this TMP will need to be updated one or more times in response to the following:

- Changes in number of seats within MLS Stadium
- Changes in background roadway network (which would influence traffic management)
- Development of adjacent parcels (which would influence available parking and pedestrian flows)
- In response to vehicular congestion and pedestrian crowding observed during monitoring of soccer matches and other events.

ROLES AND RESPONSIBILITIES

Table 1 describes the roles and responsibilities for key agencies and entities that would play important roles in implementing the TMP.

Similar to other entertainment venues, it is expected that the MLS Stadium operator will enter into agreement(s) with various agencies and/or vendors to provide the improvements necessary to implement this Event TMP. Since the City's Police and Public Works Departments are responsible for maintaining and operating the roadway system in the immediate project vicinity, they will have responsibility for collaboratively working with the MLS Stadium operator to implement, operate, and/or oversee many of the recommended strategies contained in this TMP.

This document purposefully does not identify the specific entity which will carry out certain actions because the contractual, logistical, and other details have not yet been finalized. However, the TMP has been prepared at this time because the Draft EIR incorporates the performance standards contained herein, which must be achieved through implementation of various mitigation measures including this

TMP. In many instances, responsibilities are assigned to "the City or Stadium operator". This generalization reflects that a number of departments ranging from Police, to Public Works, to Parking may have lead responsibility. Alternatively, the responsibility could be placed on the Stadium operator or a subcontractor hired by either the City or operator for a certain task.

TABLE 1: ROLES AND RESPONSIBILITIES

Agency or Entity	Roles and Responsibilities
MLS Stadium Operator	The MLS Stadium operator (the entity responsible for the operation and maintenance of the MLS Stadium) is the project sponsor and is responsible, along with the City, for implementing the TMP and complying with its performance standards.
City of Sacramento Department of Public Works (DPW)	The City of Sacramento DPW has jurisdiction over the City's public right-of-way (ROW), traffic operations, and on street parking. It manages all surface transportation infrastructure and systems in the City, including roads, sidewalks, bicycle lanes, parking, and traffic control. Recommendations related to physical or operational changes to the ROW and/ or traffic operations or circulation have to be reviewed / approved by the DPW.
City of Sacramento Police Department (Sac PD)	The Sacramento Police Department is responsible for emergency response, preparation/implementation of traffic control plans, incident management, and coordination with the Sacramento Fire Department and the California Highway Patrol as needed.
City of Sacramento Fire Department (SFD)	The Sacramento Fire Department provides fire suppression and emergency medical services to the residents, visitors, and workers within Sacramento.
City of Sacramento Parking Services	Parking Services is a division within the DPW that manages all aspects of the City's parking assets including lots, garages, and on-street spaces.
Sacramento Regional Transit District (RT)	Sacramento RT provides transit service to the Sacramento region with a combination of light rail transit (LRT), bus, and shuttle bus routes. The LRT Green line operates along 7th Street less than ¼-mile from the proposed MLS Stadium site. Recommendations related to physical or operational changes to transit facilities or operations must be approved by RT.

REPORT ORGANIZATION

The remainder of this report consists of the following chapters, which have ordered such that discussions in later chapters build upon data and findings from earlier chapters.

- Chapter 2 (Project Description) – discusses the MLS Stadium including its location, project site plan, anticipated annual activities, and general vehicular, transit, pedestrian, and bicycle access.
- Chapter 3 (Travel Characteristics of MLS Stadium) – discusses the expected use of bicycle, pedestrian, transit, and vehicular travel modes to access the MLS Stadium during events.
- Chapter 4 (Transit Element) – discusses existing and planned transit services during MLS Stadium events.
- Chapter 5 (Bicycle Element) – discusses existing and planned bicycle facilities that may be used to access the MLS Stadium and on-site bicycle parking.
- Chapter 6 (Parking Element) – presents the anticipated parking demand and supply under near-term and long-term conditions. This chapter also presents anticipated pedestrian flows during the busiest hour before the start of an MLS Stadium soccer match.
- Chapter 7 (Traffic, Parking, and Pedestrian Management) – Due to the complex inter-relationship between arriving traffic, parking within the Railyards Specific Plan (RSP) Area, and techniques needed to manage the flow of traffic, this chapter simultaneously discusses these topics and presents recommendations.
- Chapter 8 (Performance Standards and Monitoring) – This chapter presents a set of performance standards that describe the desired level of operating standards that should be achieved during MLS Stadium soccer matches. It also discusses the mitigation monitoring plan that should be implemented once the MLS Stadium is constructed and open to ensure that standards are met.

This draft TMP purposefully does not address items such as communications and wayfinding. These topics, while clearly important, would require not yet available detailed planning/operational information for the MLS Stadium and input from agencies, the MLS Stadium operator, and individual property owners. Subsequent updates to the TMP, including a comprehensive update prior to the MLS Stadium's initial opening, will be necessary and will need to address communications and wayfinding (among a variety of other topics).

2. PROJECT DESCRIPTION

PROJECT LOCATION AND SITE PLAN

The MLS Stadium site is located in the southeasterly portion of the Railyards Specific Plan (RSP) Area. It would be bounded by the extension of Railyards Boulevard on the south, North B Street on the north, 8th Street on the west, and 10th Street on the east. The project site is illustrated on **Figure 1**.

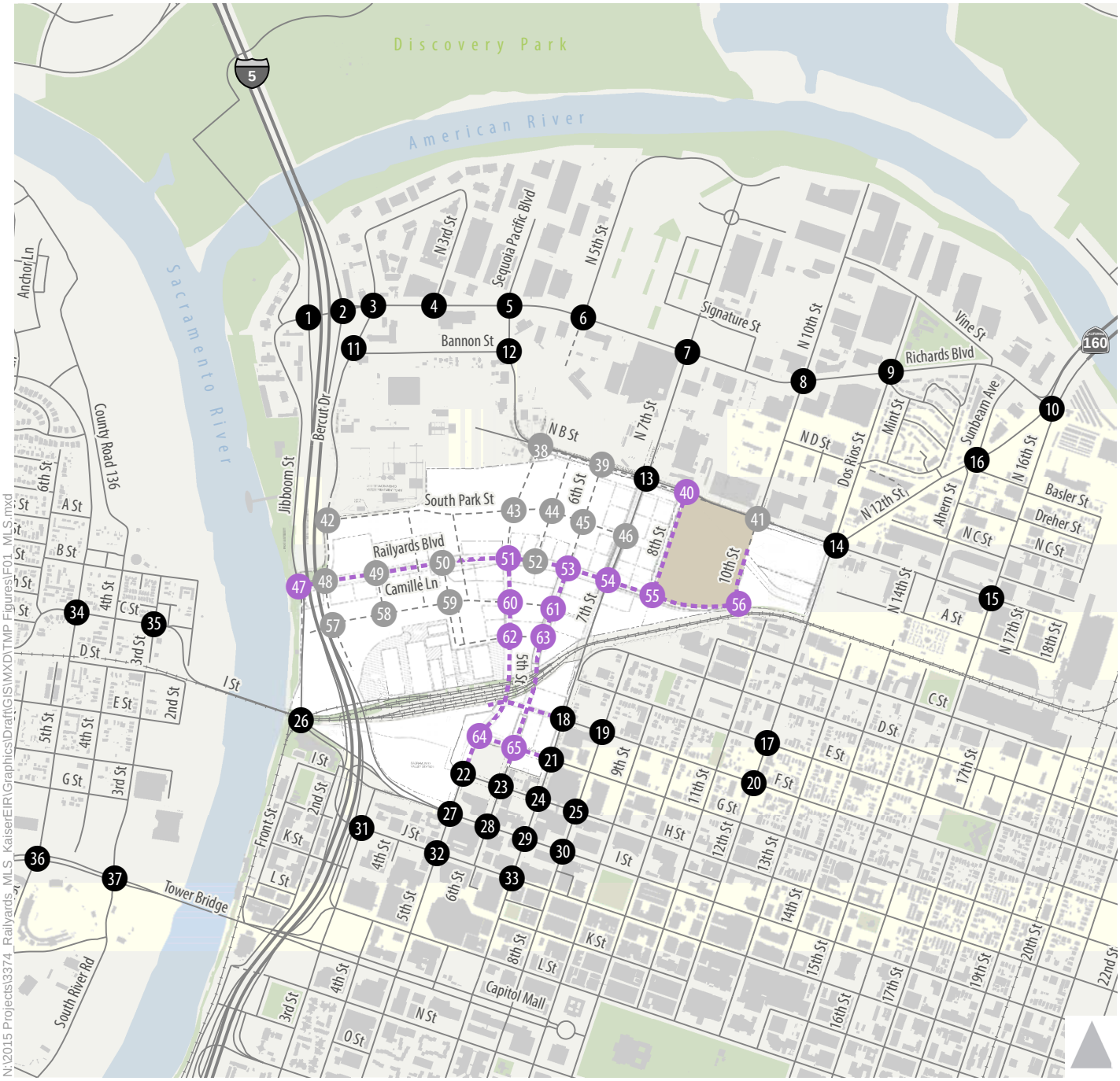
Figure 2 shows the most recent project site plan provided HNTB, the stadium architect. Key aspects of it include the following:

- The project site plan does not include any off-street parking within its boundary. As is discussed in Chapter 6, parking would initially be provided by a series of designated parking lots within the RSP Area along with additional parking to the north, south, and east. Once the properties within the RSP Area are developed, parking would be provided by various public and private garages in the RSP Area.
- The project site plan has been designed to provide on-site parking for up to 500 bicycles (see Chapter 5) as well as a bike valet.
- The MLS Stadium would include construction of a 100-foot wide Pedestrian Plaza that would extend between 7th and 8th Streets (opposite the easterly terminus of South Park Street). This plaza would be one of the primary pedestrian access points to the stadium.
- As shown on Figure 2, general admission entry points would be located in the southwest, northwest, and northeast corners of the stadium. Special entrances would be available for players, employees, and premium ticketholders. The stadium plaza would be a continuously open and traversable pedestrian space.

VEHICULAR ACCESS TO MLS STADIUM

Figure 1 shows the roadway system that would be in place under baseline (i.e., opening day) conditions. Due to properties located directly to the north and east of the MLS Stadium being under control by other property owners, Railyards Boulevard would initially terminate at 10th Street versus extending to 12th Street as is ultimately planned (with westbound-only travel being permitted from 12th Street to 10th Street). Similarly, 10th Street would terminate at the northern boundary of the stadium site versus extending to North B Street as is ultimately planned.

As the RSP Area develops, new roadways would be constructed and certain existing roadways would be widened. Refer to Figure 4.12-12 of the Draft EIR for the planned roadway network within the RSP Area. Refer to Chapters 4, 5, and 7 for detailed discussions of access to the MLS Stadium by transit, bicycle, and walking, respectively.



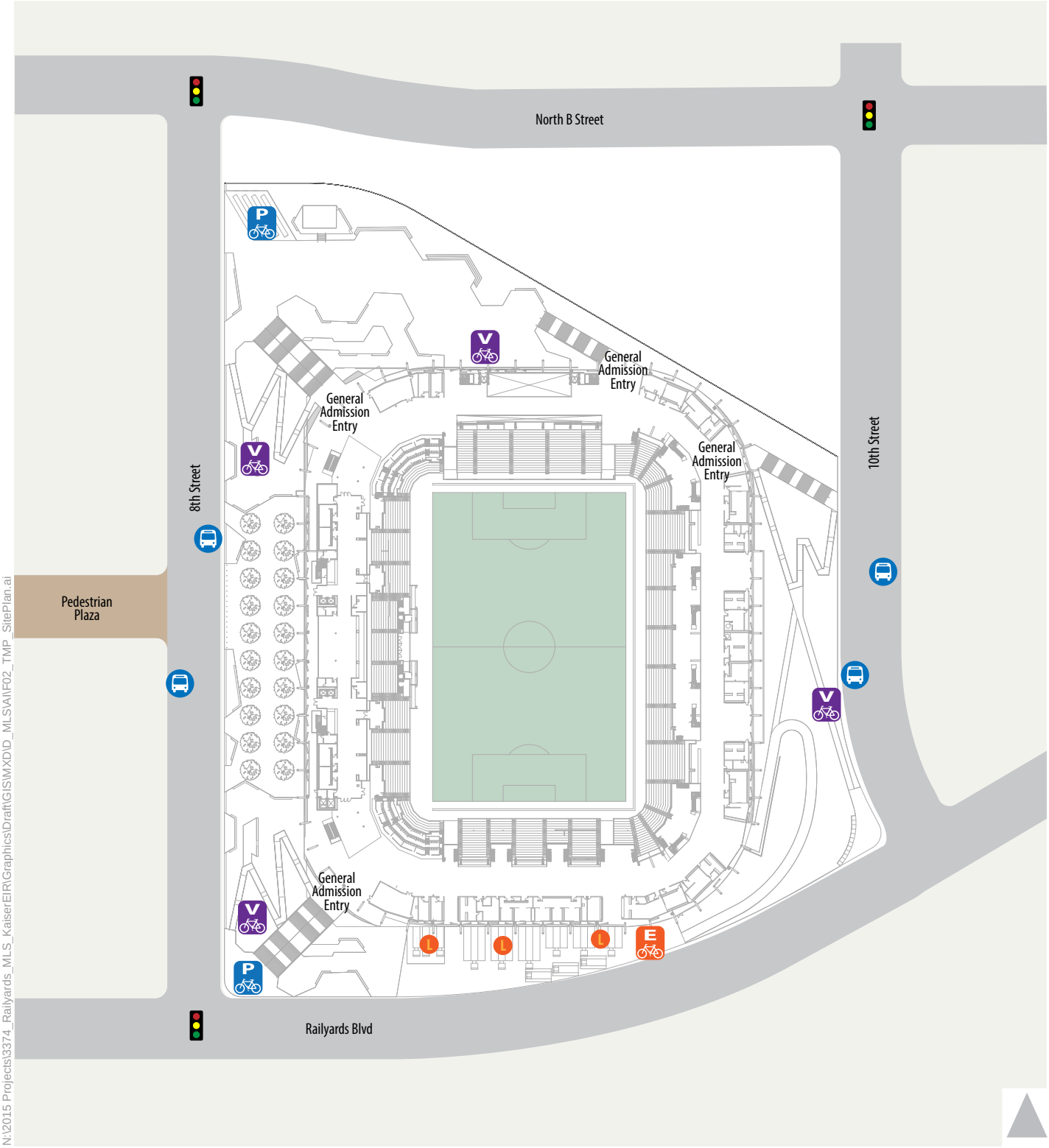
Study Intersections

- Baseline Plus Stadium
- Existing
- Future Intersection within RSPU

- Baseline Roadway Assumed with MLS Stadium
- Future Planned Roadway within RSPU
- Stadium

Figure 1

Project Location



Bus Stop

Short-Term Bike Parking

Delivery Truck Parking and Loading

Long-Term Employee Bike Parking

Traffic Signal

Valet Bike Parking

Figure 2

MLS Stadium Site Plan

STADIUM ACTIVITIES

Table 2 displays the anticipated number of annual events (and corresponding attendance) to be held at the MLS Stadium. In a given year, a total of 25 soccer matches (of various types) would be expected along with seven concerts, and five community events. An event would occur at the stadium during 10 percent of days over a typical year. The majority of events would occur on weekends. Weekday events would occur during the afternoon/evening.

TABLE 2: MLS STADIUM ESTIMATED ANNUAL EVENT ATTENDANCE

Event Type	Daily Attendance	Average Annual Events	Event Duration (days)	Total Days	Weekday 7:30 am – 5:00 pm	Weekday 5:30 pm-11:30 pm	Week-end	Annual Attendance
MLS Regular Season	25,000	17	1	17	0	2	15	425,000
MLS Special Game(s)	20,000	1	1	1	0	1	0	20,000
MLS Playoff Game(s)	25,000	1	1	1	0	0	1	25,000
CONCACAF/Cup Games	17,500	2	1	2	0	1	1	35,000
U.S. National Team Matches	25,000	1	1	1	0	0	1	25,000
Other Soccer Events	18,000	3	1	3	0	2	1	54,000
Concert/Cultural Event – Tier I	27,000[1]	2	1	2	0	0	2	54,000
Concert/Cultural Event – Tier II	18,000	5	1	5	0	0	5	90,000
Community Events	4,000	5	1	5	0	3	2	20,000
Total		**37**		**37**	**0**	**9**	**28**	**748,000**

Note:

1. A Tier 1 concert/cultural event involving highly popular touring act or other large event could attract a crowd of up to 27,000 attendees, including use of field standing or seating.

Source: Sacramento Soccer and Entertainment Holdings, Inc., 2016.

During weekday evening MLS matches, an estimated 460 employees would be present at the Stadium including police, medical, concessions, ticketing, ushers, security, and cleaning. The vast majority of these employees would arrive prior to the Pre-event peak hour.

ANALYSIS PERIODS

The Draft EIR analyzed the transportation effects of the proposed MLS Stadium for a weekday evening soccer MLS match that starts at 7:30 PM. This assumption is based on regular season 2014-2015 MLS season home game schedules for the San Jose, Los Angeles, Portland, and Seattle franchises. Of weekday games, 40 percent started at 7:30 PM, and 50 percent started at 8:00 PM. Although data from the west coast MLS teams indicated that 76 percent of all games were played on weekends, those periods were not studied because background traffic volumes within the RSP and surrounding areas were less than during the weekday Pre-event peak hour.

CONCURRENT EVENTS

An evaluation was conducted to determine the potential for soccer matches at the MLS Stadium to overlap with other sporting events in the Sacramento region. To understand the anticipated frequency of such occurrences, the 2014 and 2015 home schedules of the National Basketball Association (NBA) Sacramento Kings and AAA Sacramento Rivercats baseball team were compared against the schedule for the MLS San Jose Earthquakes. The Earthquakes' schedule was selected because a Sacramento MLS team would likely have a similar 'west coast' schedule of games and start times. Following are the key findings of this evaluation.

- In 2014, there were 12 'multi-game' days (7 Saturdays, 3 Wednesdays, 1 Friday, and 1 Sunday). Nine of the 12 days involved home games played by the San Jose Earthquakes and Sacramento Rivercats. There were four days involving home game played by the San Jose Earthquakes and Sacramento Kings (including one day that includes all three teams).

- The 2015 data were quite similar to 2014 with 11 'multi-game' days occurring most often on Saturdays and involving the San Jose Earthquakes and Sacramento Rivercats. There were three instances involving home games played by the San Jose Earthquakes and Sacramento Kings.

This data yields the following conclusion:

- A soccer match at the MLS Stadium would be most likely to overlap with a baseball game at Raley Field on a Saturday evening. Raley Field and the MLS Stadium are over one mile apart, and are not proposed to have much, if any, overlapping parking. However, they will rely on many of the same roadways, freeways, light rail/bus routes, etc. Therefore, advanced planning for such events, though rare, is necessary.

APPLICABILITY OF TMP FOR DIFFERENT EVENTS

According to Table 2, 32 of the 37 annual events are anticipated to have attendance levels of 17,500 or more persons. This TMP is recommended to be fully implemented for each of those 32 events. Implementation of the TMP is not necessary for the five (5) annual community events, provided that they attract no more than 4,000 persons per event.

The values in Table 2 represent best estimates of anticipated attendance for different event types. It is possible that some events could draw in the 5,000 to 17,000-attendee range. Should events of this size be expected to occur, implementation of certain portions of the TMP would be required. The degree to which certain TMP elements are needed would be a function of a number of factors including: type of event, anticipated attendance, weekday/weekend event, start/end time, mode split, and parking demand. For instance, while traffic control officers would likely need to be situated at some intersections, they may not be necessary at others (due to reduced parking and pedestrian demands). All events with anticipated attendance in the 5,000 to 17,000-person range will require a review of attendee travel characteristics, event start/end time, mode split, and parking demand to determine which elements of the TMP should be implemented.

3. TRAVEL CHARACTERISTICS OF MLS STADIUM

This chapter describes the anticipated travel modes to be used by MLS Stadium attendees under opening day and long-term conditions. It also discusses expected vehicular travel routes and the spatial distribution of parking utilization surrounding the stadium.

MODE SPLIT

Table 3 displays the projected travel modes for MLS Stadium attendees under opening day and year 2035 conditions. Refer to Chapter 4.12 of Draft EIR for supporting details.

TABLE 3: MLS STADIUM WEEKDAY EVENING SOCCER MATCH – TRAVEL MODE FOR ATTENDEES

Mode	Opening Day Share	Year 2035 Share
Auto	90.0%	83.0%
Light Rail	6.0%	10.0%
Bus	0.5%	1.0%
Walk	1.5%	3.0%
Bike	2%	3.0%

Source: Fehr & Peers, 2016.

VEHICULAR TRIPS AND DIRECTIONAL DISTRIBUTION

As is discussed in Chapter 4.12 of the Draft EIR, the MLS Stadium is estimated to generate approximately 7,060 inbound vehicle trips during the Weekday Pre-event peak hour (6:30 – 7:30 PM) under opening day conditions assuming a sold-out 25,000-seat soccer match.

Freeway access to the MLS Stadium site would be provided via Interstate 5 interchanges at Richards Boulevard and I Street/J Street as well as SR 160, which becomes 12th Street / 16th Street as it enters/exits Downtown Sacramento. A number of other City streets would also provide access the stadium. By comparing the Pre-event peak hour traffic volumes shown on Figure 4.12-15A and B versus 4.12-35A, B, and C, inbound vehicle trips generated by the MLS Stadium would be geographically distributed as follows (only primary routes are shown and consequently values do not sum to 100 percent):

- Southbound SR 160 at Richards Boulevard: 32 percent
- Eastbound Richards Boulevard directly east of I-5: 18 percent
- Eastbound J Street directly east of I-5: 14 percent
- Northbound 16th Street at N. B Street: 5 percent

- Southbound Jibboom Street west of I-5: 3 percent
- Eastbound I Street Bridge at Jibboom Street: 3 percent

These distribution patterns were derived based on travel behavior data collected in 2014 at Sacramento Republic FC matches played at Bonney Field at Cal Expo (including average vehicle occupancy, arrival period percentages, and cell phone data indicating trip origins/destinations. They also consider the anticipated locations of available parking located in the stadium vicinity.

Refer to Chapter 6 for specific use of parking lots/garages and on-street spaces and Chapter 7 for anticipated Pre-event peak hour pedestrian flows.

4. TRANSIT ELEMENT

EXISTING AND PROJECTED TRANSIT SERVICE

The MLS Stadium would be located less than ¼-mile from the existing LRT Green Line, which runs along 7th Street. The nearest station to the Stadium is the Richards/Township 9 station, which is the northern terminus of the Green line. The LRT Green line operates until the early evening on weekdays, not on weekends, and requires a transfer in downtown to ride the Blue or Gold lines to south, east, or northeast Sacramento.

Service to the area is also available via the LRT Blue line, which has a stop in the Alkali Flat neighborhood slightly greater than ½-mile from the MLS Stadium. Bus service in the area consists of four routes operated by Regional Transit that currently end their weekday service by 8 or 9 PM.

During a November 3, 2015 meeting with the applicant, RT, and City of Sacramento, RT officials expressed a willingness to work cooperatively with the City and the applicant to ensure that necessary light rail facilities and services would be in place by opening of the proposed MLS Stadium. Based on the outcome of that meeting, the following transit service improvements are assumed to occur:

- Under baseline conditions, a new light rail station would be constructed on the east side of 7th Street north of Railyards Boulevard. This station would be part of the Green Line service.
- Under cumulative conditions, the new light rail station on 7th Street north of Railyards Boulevard would include stops on both the east and west sides of 7th Street based on the planned double-tracking of the line. The green line service would extend northerly across the American River to serve the Natomas area and eventually Sacramento International Airport.

LRT STATION ACCESS

The RSPU roadway improvement drawings show a light rail platform to be located on the east side of 7th Street from north of Railyards Boulevard to the planned Pedestrian Plaza shown on Figure 2. As is discussed in Chapter 7, the Pedestrian Plaza would be 100 feet wide and serve as a primary ingress/egress to the MLS Stadium.

Details relating to light rail transit operations would be worked out as the MLS Stadium opening approaches. Decisions relating to number of additional trains, number of cars per train, train loading/unloading, fare payment, pedestrian wayfinding to transit, etc. would require detailed follow-up meetings with City, RT, and MLS Stadium operator staff.

Refer to Chapter 7 for a discussion of post-event bus stop locations/loading and bus staging.

5. BICYCLE ELEMENT

BICYCLE PARKING

Table 3 indicates that two percent of MLS game attendees are expected to initially ride a bike to the stadium under baseline conditions. This equates to 500 bicyclists. It is important to note that this mode split applies only to weekday evening soccer matches. During weekends, west coast MLS soccer matches often begin in the afternoon, meaning that pre- and post-event bicycle travel would occur during daylight hours, which could affect mode choice.

As shown on Figure 2, parking within the MLS Stadium plaza area would include short-term racks, long-term employee parking, and bike valet service. The current design drawings allow for on-site parking for up to 500 bicycles. The majority of bicycle parking would be located in the southwest or northwest corners of the stadium site. The southwest corner was chosen because it can be easily accessed from the Class I path located on the south side of Railyards Boulevard east of 7th Street. The northwest corner was selected to capture bicyclists as they enter from North B Street to discourage further bicycle travel into the plaza area. Overflow bike parking in adjacent, vacant lots is also being studied.

BICYCLE ACCESS

Under opening day conditions (assuming the remainder of the RSPU is not developed), bicyclists would be able to access the MLS Stadium as follows:

- From the south: A 10-foot sidewalk is present on 7th Street under the UPRR tracks and extending further south. The extensions and impending openings of 5th Street and 6th Street from H Street to Railyards Boulevard will include on-street bicycle lanes. For outbound bicycle trips returning to downtown Sacramento, a southbound-only Class II (on-street) bike lane is present on 12th Street south of North B Street.

- From the east: Class II (on-street) bike lanes are present on North B Street west of 12th Street.

- From the west: bicyclists may exit the American River Bike Trail at the Railyards Boulevard/Jibboom Street intersection, then ride on a Class II bike lane on Railyards Boulevard to the MLS Stadium.

- From the north: although class II bike lanes are present along portions of Richards Boulevard, direct north-south bicycle facilities (to access the MLS Stadium) are not present. The segment of North 7th Street north of North B Street features light rail tracks on both sides of the street, which may not be conductive to on-street bicycle travel. Bicyclists may instead wish to use the parallel segment of 10th Street between North B Street and Richards Boulevard, which has one lane in each direction and is lightly traveled or Sequoia Street to Bannon Street. However, there are no dedicated bicycle facilities on these streets except on Sequoia Street.

Under future conditions, the bicycle system within the RSP Area and on nearby streets will be much expanded and improved. Refer to Figure 2-14 of the Draft EIR for the RSPU bicycle system. Key enhancements would include:

- A Class IV protected bikeway (two-way cycle track) on 12th Street from south of Richards Boulevard into downtown Sacramento. A bike path connection between this cycle track and the Class I path along Railyards Boulevard (east of 7th Street).
- In the future, bicycling would be prohibited along 7th Street under the UPRR bridge due to the conversion of this facility to consist of a vehicle-only (inside) lane and a shared vehicle/LRT (outside) lane in each direction. The parallel segment of 6th Street would be upgraded to consist of a two-way cycle track from G Street to Camille Lane. This facility would provide a connection to the RSPU Class I system.

6. PARKING ELEMENT

EXPECTED NEAR-TERM PARKING DEMAND AND PROPOSED SUPPLY

Chapter 4.12 of the Draft EIR contained the opening day parking demand for the proposed MLS Stadium was estimated for a sold-out 25,000-person MLS match. As noted earlier, current plans for the MLS Stadium applicant team call for an opening day capacity of 19,621 persons, which equates to a 21.5 percent reduction in parking demand. The following estimates and assumptions were used to estimate that a 25,000-person MLS Stadium soccer match would have a parking demand of approximately 10,100 spaces:

- 90 percent of attendees travel by vehicle, with the remaining 10 percent traveling by light rail, bus, bicycle, or walking.
- An average vehicle occupancy of 2.23 based on Sacramento Republic FC observations.
- All employees are assumed to park in remote lots and be shuttled to the Stadium.

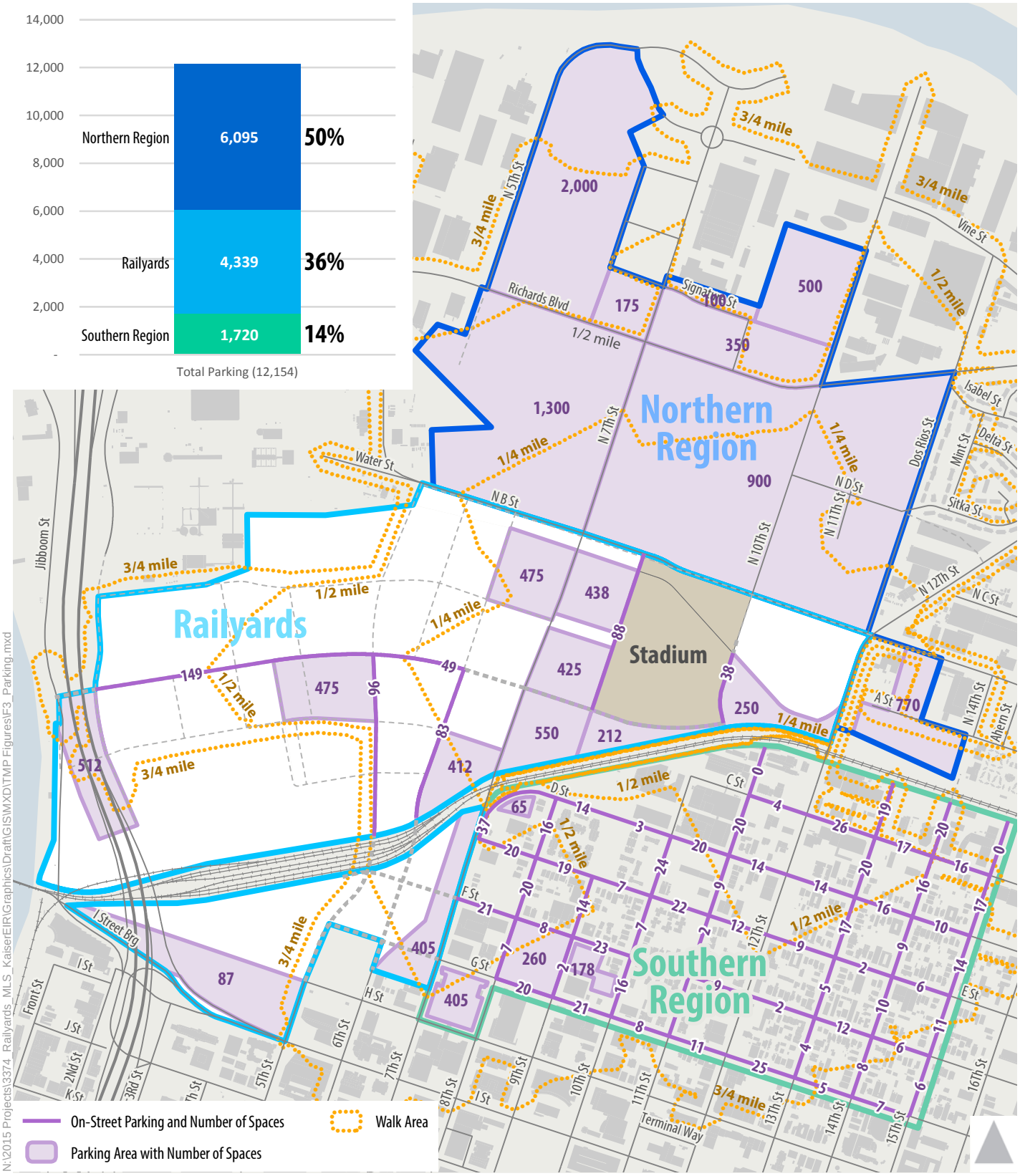
To assess available parking in the Stadium vicinity, the following evaluations were performed:

- Obtained the proposed supply of parking to be provided on vacant lots within the RSP Area (as proposed by the Stadium applicant).
- Conducted field observations to measure available public parking in garages and on-street south of the UPRR tracks.
- Estimated the amount of available parking on vacant and underutilized parcels located north of the RSP (as proposed by the Stadium applicant).

Figure 3 on the following page (reproduced from Figure 4.12-32 of the Draft EIR) shows that there are a total of more than 12,000 planned, available parking spaces in the vicinity of the proposed Stadium. Figure 4.12-33 of the Draft EIR shows that there would be over 10,875 parking spaces located within a ¾-mile or less walk of the proposed Stadium. In summary, an adequate supply of parking is proposed to accommodate a sold-out 25,000-person soccer match under baseline conditions.

During the Pre-event peak hour, MLS attendees arriving by vehicle are anticipated to park in the following geographic locations based on the proposed supply of parking and origin of trips. Note that these values sum to the project's Pre-Event peak hour trip generation, and not the total demand for parking.

- North of the RSP: 3,294 vehicles (47 percent)
- Within RSP: 2,775 vehicles (39 percent)
- South of RSP (south of UPRR tracks): 994 vehicles (14 percent)



1. Available parking in existing public/private lots/garages and on-street based on field observations conducted by Fehr & Peers between 6:30 and 7:30 PM on weekdays in December 2015.
2. Walk distances based on street network connectivity.
3. Available parking on designated vacant parcels in the RSPU based on acreage and assumption of 125 spaces per acre.
4. Available parking north of RSPU based on properties targeted for potential parking, and subjected to aerial imagery inspection of portion of property that is vacant. Unit value of 125 spaces per acre of vacant property assumed.

Figure 3

Available Parking in Vicinity of Proposed MLS Stadium

Although 4,000 parking spaces would be available within the RSP Area, the expected level of travel to those lots is less than this for two reasons. First, some of this parking would already be occupied by attendees arriving prior to the beginning of the Pre-event peak hour (any parking already occupied prior to the Pre-event peak hour is assumed to be attendees since this Baseline Plus MLS Stadium scenario assumed no retail or other development within the RSPU that would require parking). Second, some of the parking would be located more than one half mile from the proposed MLS Stadium. Other lots north of the RSP Area would have availability and be a shorter walk distance.

EXPECTED LONG-TERM PARKING DEMAND AND PROPOSED SUPPLY

According to Table 3, the non-auto mode split of MLS Stadium attendees is expected to increase in the future as a result of additional transit service expansions and construction of residential and non-residential projects in the MLS Stadium vicinity. As a result, the parking demand would be expected to decrease by about eight percent, thereby resulting in a peak parking demand of about 9,300 spaces.

Figure 4.12-34 of the Draft EIR displays the estimated amount of parking that is expected to be available within the RSP Area under RSPU buildout conditions for an MLS match. As the footnotes in this figure indicate, the available parking is based on vacant parking (during a weekend or weekday evening) that would otherwise be used by offices. It also includes six public parking garages. As shown, over 11,200 spaces are estimated to be available (excluding any spaces within the KP Medical Center). Therefore, an adequate supply of parking is expected to be available for a sold-out 25,000-person soccer match under future conditions.

PARKING MANAGEMENT STRATEGIES

Some parking lots within the RSP Area would be located in close proximity to the MLS Stadium and therefore would have unique ingress/egress challenges during events. Chapter 7 discusses how these parking lots would be accessed and managed.

A parking reservation and wayfinding system should be developed as the MLS Stadium nears an opening date. Development of these types of detail (e.g., premium ticketholder parking, real-time parking availability, etc.) is premature at this time due to various uncertainties such as precise locations/amounts of parking to be provided north of the RSP Area. However, the general wayfinding premise is to encourage attendees who “live to the north to park to the north of the MLS Stadium, and so forth”. This avoids unnecessary mixing of traffic and high traffic flows on streets near the MLS Stadium prior to and after events. Refer to Chapter 7 for details.

7. TRAFFIC, PARKING, AND PEDESTRIAN MANAGEMENT

An integrated approach for managing vehicular traffic, pedestrians, transit, and parking is necessary within the MLS Stadium vicinity. However, prior to presenting the overall recommended strategy, some information relating to recommended roadway infrastructure upgrades (from the Draft EIR) and pedestrian flows are presented.

A series of meetings were held in April 2016 with the MLS Stadium operator and architect, Sacramento Fire and Police Departments, City of Sacramento Public Works, and the EIR consulting team to discuss strategies for leading with large volumes of pedestrians, parking in close proximity to the stadium, transit vehicles, and other special-event conditions. The recommendations contained in this chapter are derived from those meetings, and subsequent technical analysis.

OPENING DAY ROADWAY INFRASTRUCTURE REQUIREMENTS

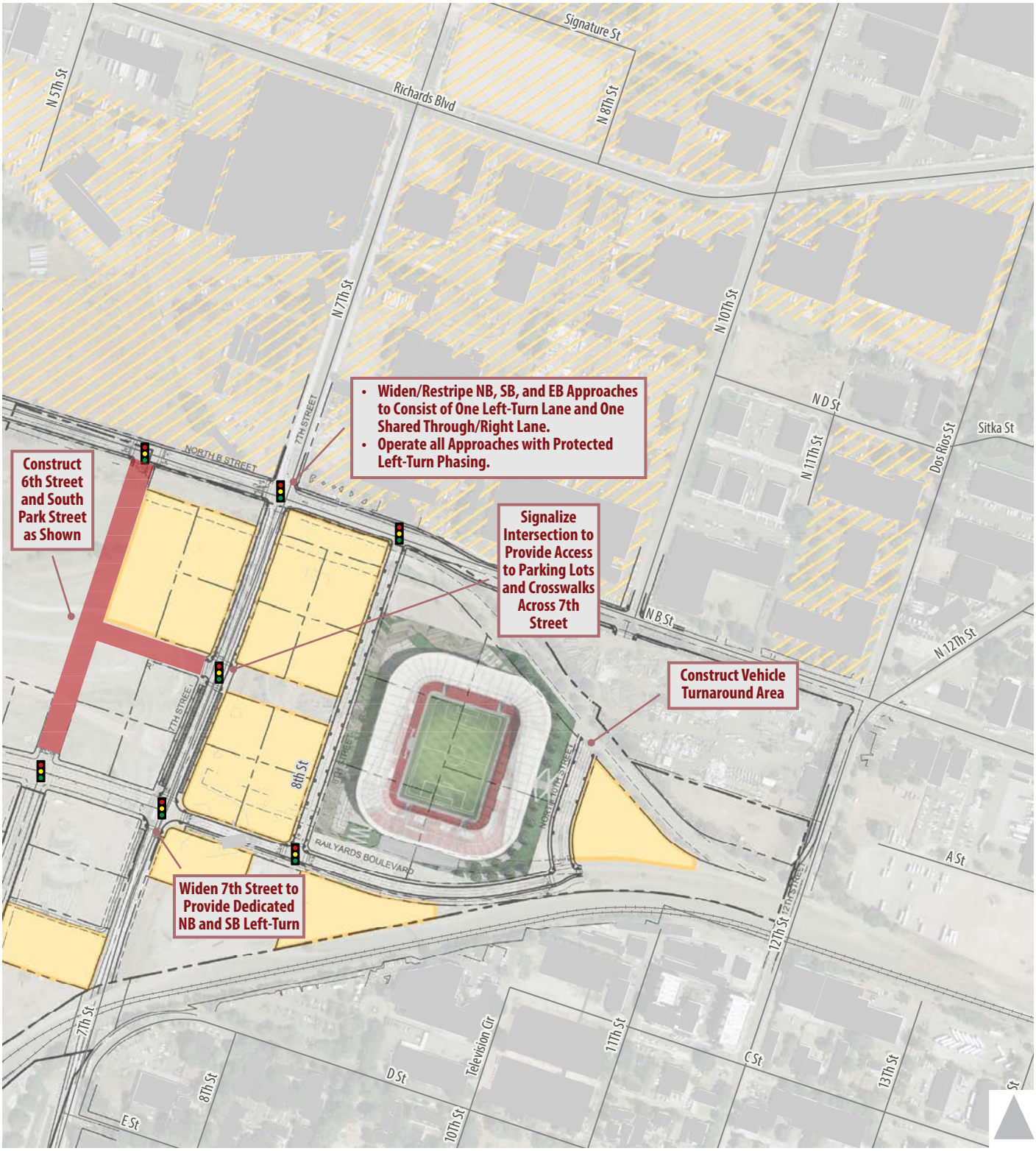
Under baseline plus MLS Stadium conditions without any mitigation measures in place, severe traffic congestion and gridlock would occur during the Pre-event peak hour. To address these significant impacts, a series of mitigation measures were recommended in the Draft EIR (see Impact 4.12-1 and Mitigation Measures 4.12-1(d)).

Figure 4 on the following page (reproduced from Figure 4.12-45 of the Draft EIR) shows the recommended (roadway-related only) mitigation measures. They consist of extending 6th Street from North B Street to Railyards Boulevard, extending South Park Street from 6th Street to 7th Street, installing traffic signals at several intersections in the stadium vicinity, modifying the 7th Street/Railyards Boulevard, 7th Street/North B Street, and 12th Street/North B Street intersections to increase their capacity. However, to operate the entire system in an efficient manner, management of the heavy pedestrian flows and parking lot ingress/egress points are also necessary to complement the infrastructure improvements.

PEDESTRIAN FLOWS

Figure 4.12-36 of the Draft EIR showed the pedestrian flows for the Pre-event peak hour prior to a sold-out 25,000-person MLS soccer match along sidewalks within the RSP Area and streets to the north, east, and south. These estimates were based on the project's vehicular trip generation and expected use of parking. They also considered primary walk trips from origins outside of the RSP Area as well as walk trips after attendees exit the 7th/Railyards light rail station. These forecasts assumed free-flow pedestrian movement, and no proactive management of flows.

The pedestrian LOS results (shown in Tables 4.12-34 and 4.12-35 of the Draft EIR) for sidewalks and crosswalks that would be used to a significant degree by MLS Stadium attendees indicated the need for expanded pedestrian facilities and/or effective management of large pedestrian flows.



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Surface Parking Lot within RSPU to be Available for Attendee Parking

Properties North of RSPU Anticipated to be Available for Attendee Parking

Signalized Intersection

Figure 4

Proposed Mitigation Measures (Roadway-Related Only) for MLS Stadium

To address the heavy pedestrian flows and minimize conflicts with vehicles, the following recommendations were devised for Pre-Event conditions:

- Direct pedestrian movements east of 7th Street either on Railyards Boulevard (north side) toward 8th Street or easterly along the Pedestrian Plaza.

- Place pedestrian barriers at strategic locations to prevent pedestrian movements that would otherwise occur on sidewalks of insufficient width or would create conflicts with vehicles entering parking lots.

- All new streets adjacent to the MLS Stadium would have sidewalk widths of 16 feet. The existing sidewalk on 7th Street would be widened to 16 feet.

- Widen all crosswalks at the 7th Street/Railyards Boulevard, 7th Street/South Park Street, and 7th Street/North B Street intersections to 20 feet.

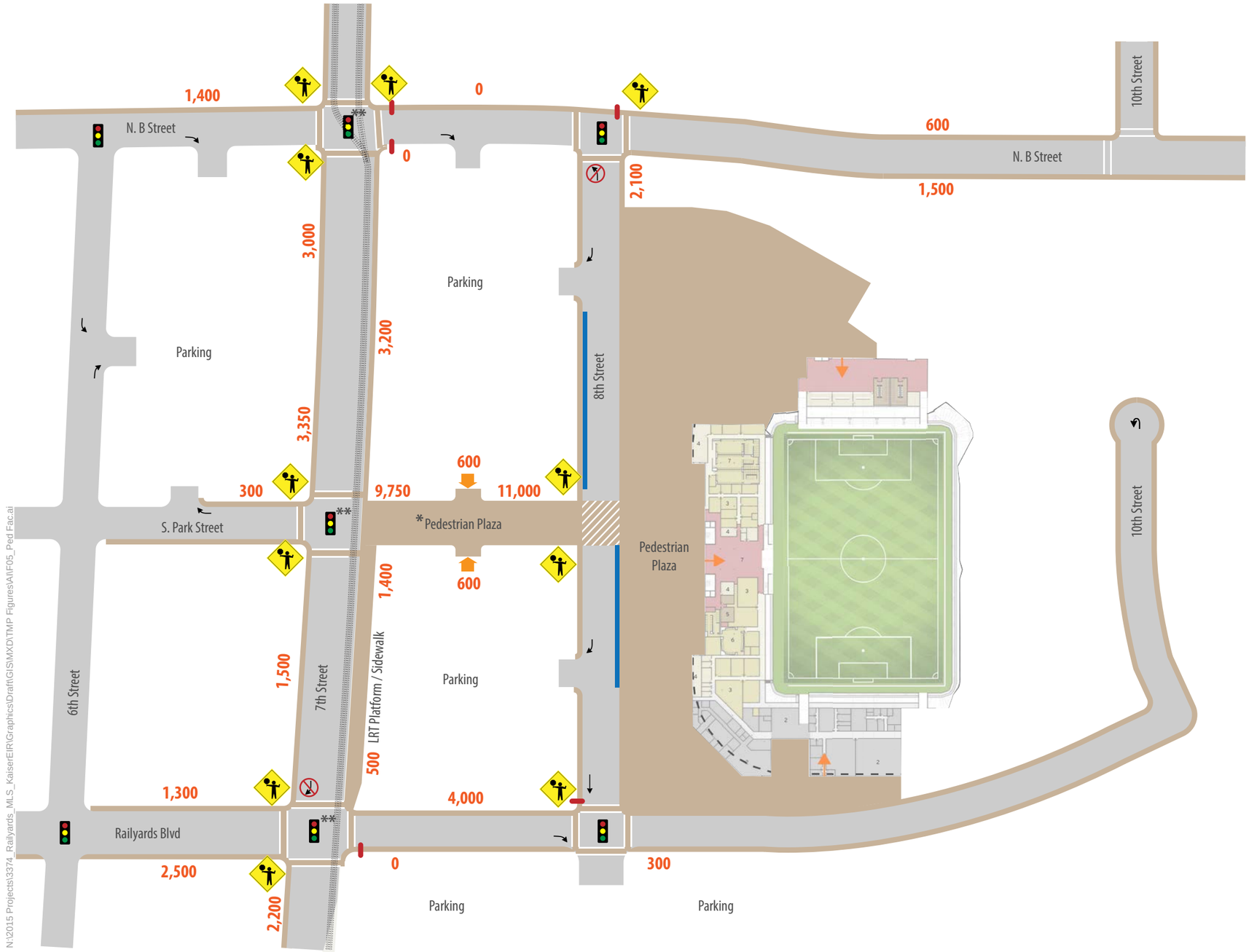
- Operate all crosswalks at the 7th Street/Railyards Boulevard, 7th Street/South Park Street, and 7th Street/North B Street intersections with a 30 second pedestrian WALK interval during the Pre-Event peak hour.

- Place traffic control officers (TCOs) at the 'upstream' corners of key intersections along 7th Street, 8th Street, Railyards Boulevard, and North B Street. The TCOs would use a combination of techniques (barricades, stanchions with retractable belts/ropes) to manage pedestrian flows approaching and across crosswalks. The barricades may be positioned on approaches to the busiest intersection corners to 'queue pedestrians', thereby minimizing the likelihood that they spill onto the adjacent street.

Figure 5 on the following page (reproduced from Figure 4.12-46 of the Draft EIR) shows the recommended pedestrian barriers, and the resulting Pre-Event peak hour pedestrian flows.

The pedestrian demand at all crosswalks at the three intersections listed above would correspond to LOS D or better conditions (i.e., the design goal identified in the Draft EIR for pedestrian facilities) with the above recommendations in place.

The end of this chapter includes a focused discussion on the anticipated use of sidewalks and crosswalks along North 7th Street north of North B Street.



Traffic Signal

Parking Lot Ingress

Prohibited Turn Movement

Traffic Control Officer(s)

Barriers Prohibiting Pedestrians

Drop-Off Area
(Buses, Taxis, Uber, Paratransit, etc.)

Sidewalk / Crosswalk

1,500 Pedestrian Volume During Pre-Event Peak Hour

Notes:
1. Based on 25,000-person MLS soccer match (70% arrive during pre-event peak hour).
2. Values rounded to nearest fifty persons.
3. Recommended sidewalk width considers future building (ie. need to account for shy distance) at back of sidewalk and no obstructions within sidewalk.
4. Map not to scale.

*
Minimum 30 feet of plaza recommended to remain clear and unobstructed for pedestrian travel.

**
Operate traffic signals with extended walk intervals on all approaches.

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Figure 5

Pedestrian Volumes During Pre Event Peak Hour - Baseline Plus MLS Stadium Conditions

TRAFFIC, PARKING, AND PEDESTRIAN MANAGEMENT DURING PRE-EVENT PEAK HOUR

Figure 6 (reproduced from Figure 4.12-47 of the Draft EIR) shows the recommended opening day Pre-event peak hour management plan to accommodate traffic, parking, and pedestrians in the MLS Stadium vicinity. This figure shows recommended driveway openings (and permitted turn movements) to adjacent parking lots. As shown, direct parking lot access is not recommended along 7th Street so as to minimize traffic flows on this important roadway. This figure also shows the placement of fences along the boundaries of these parking lots to focus pedestrian ingress/egress from them to strategic locations. This helps avoid introducing conflicts between pedestrian movements and arriving traffic to parking lots.

Figure 7 (reproduced from Figure 4.12-48 of the Draft EIR) shows vehicular routing to parking lots within the RSP Area under opening day conditions. This figure indicates that right-turn movements from southbound 7th Street onto westbound Railyards Boulevard would be prohibited so as to minimize traffic flows using this roadway to access parking west of 7th Street. Instead, signage would be deployed on the 7th Street and North B Street approaches indicating that motorists should continue on North B Street to 6th Street.

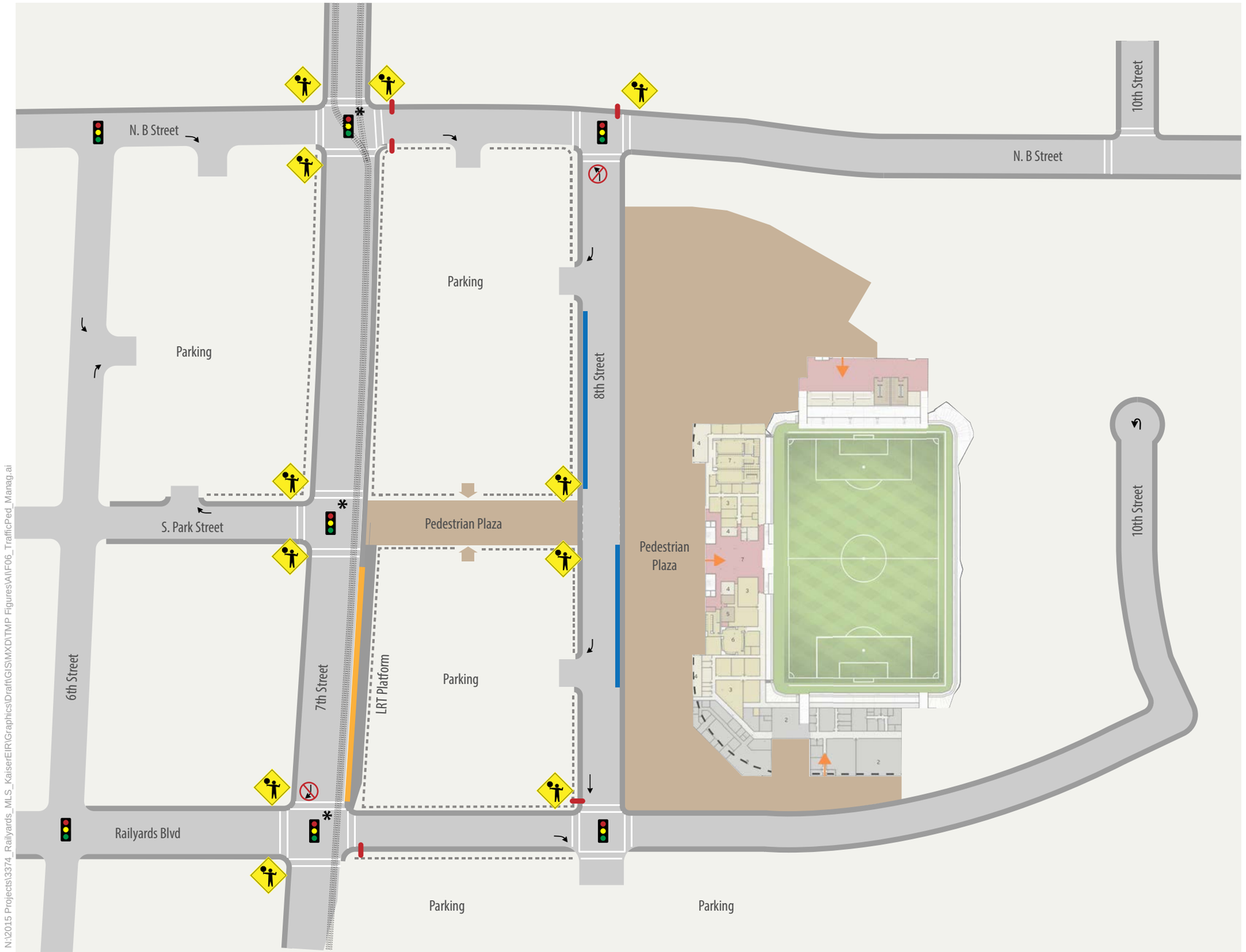
Figure 8 (reproduced from Figure 4.12-49 of the Draft EIR) shows vehicular routing for drop-offs to the MLS Stadium under opening day conditions. Buses, paratransit, limos, and ridesharing providers would be permitted to drop off passengers on 8th Street adjacent to the MLS Stadium. It is recommended that the project site plan incorporate the recommended pick-up/drop-off locations shown on 8th Street because their locations minimize conflicts with pedestrians and parking lot driveway access.

Opportunities for drop-off are also possible along 10th Street. However, northbound left-turns from 8th Street onto westbound North B Street would be prohibited so as to keep vehicles that just dropped off passengers from using 7th Street. They may instead use portions of 10th Street or 12th Street to reach their destinations.

TRAFFIC, PARKING, AND PEDESTRIAN MANAGEMENT DURING POST-EVENT PEAK HOUR

Figure 9 (reproduced from Figure 4.12-50 of the Draft EIR) shows the recommended opening day Post-event peak hour management plan to accommodate traffic, parking, and pedestrians in the MLS Stadium vicinity. Key aspects of it include the following:

- <u>Pedestrian Flows</u>: At the conclusion of the soccer match, large numbers of pedestrians would travel in a primarily westerly direction from the stadium. Temporary barricades would be placed as shown on Figure 9 to direct these flows either toward the Pedestrian Plaza, Railyards Boulevard (north side), or North B Street. Similar to Pre-event conditions, TCOs would be placed in strategic locations at certain intersection to manage pedestrian flows. In addition, extended pedestrian WALK intervals would be in operation at signalized intersections as shown on Figure 9 to accommodate heavy pedestrian flows.



Traffic Signal

Parking Lot Ingress

Prohibited Turn Movement

Traffic Control Officer(s) in Quadrants/Areas Shown

Barriers Prohibiting Pedestrians

Drop-Off Area
(Buses, Taxis, Uber, Paratransit, etc.)

Fence Around Parking Lots

* Operate traffic signals with extended pedestrian walk times on all approaches

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Figure 6

Recommended Traffic and Pedestrian Management During Pre-Event Peak Hour - Baseline Plus MLS Stadium Conditions

- Traffic Signal
- Parking Lot Ingress
- Prohibited Turn Movement
- Traffic Control Officer(s)
- Barriers Prohibiting Pedestrians
- Drop-Off Area (Buses, Taxis, Uber, Paratransit, etc.)
- Vehicular Access to Parking

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Figure 7

Vehicle Routing to Parking
During Pre-Event Peak Hour -
Baseline Plus MLS Stadium Conditions

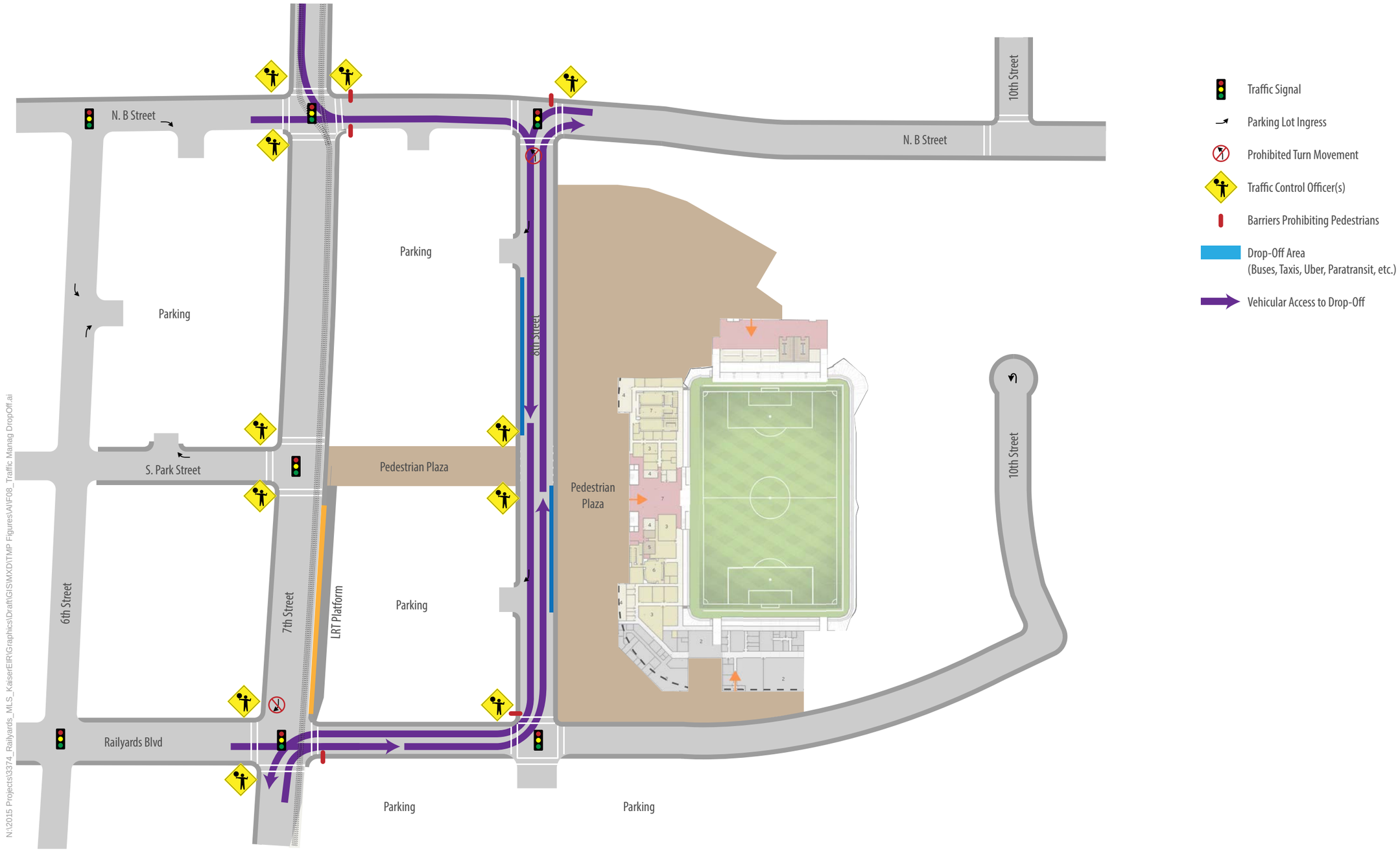

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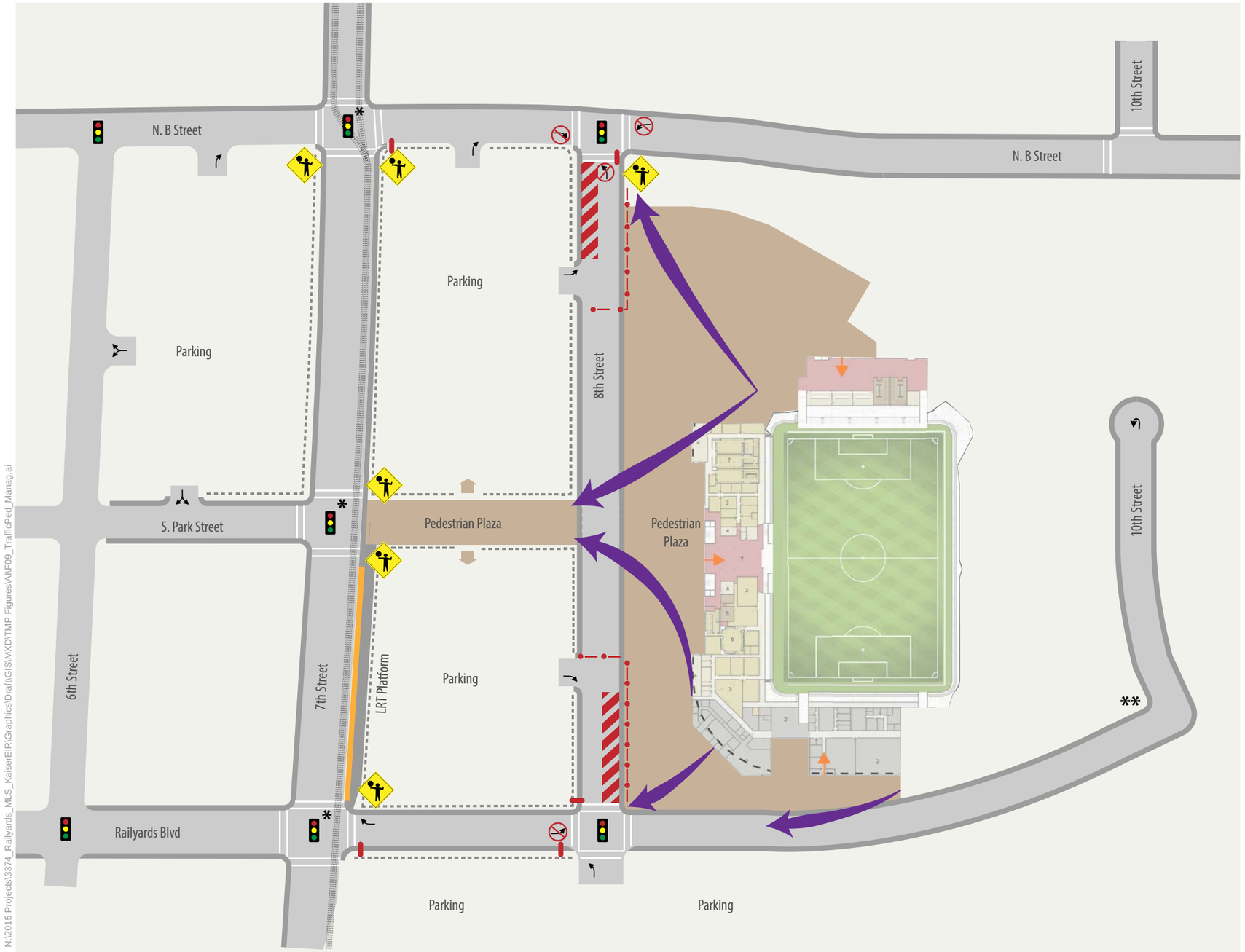
Figure 8

Vehicle Routing for Drop-Offs
During Pre-Event Peak Hour -
Baseline Plus MLS Stadium Conditions



Traffic Signal

Parking Lot Ingress

Prohibited Turn Movement

Traffic Control Officer(s) in Quadrants/Areas Shown

Barriers Prohibiting Pedestrians

Street Closure

Primary Post-Event Pedestrian Flow

Fence Around Parking Lots

Temporary Barricades to Prohibit Pedestrians

* Operate traffic signals with extended pedestrian walk times on all approaches

** Railyards Blvd/10th Street may be used as staging area for pick-up vehicles until 8th Street reopens to vehicular traffic

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Figure 9

Recommended Traffic and Pedestrian Management During Post-Event Peak Hour - Baseline Plus MLS Stadium Conditions

- Traffic and Parking Management: Due to the volume of pedestrian traffic, it would be necessary to close 8th Street to inbound vehicular traffic for 15 to 30 minutes prior to the conclusion of the soccer match until such time that pedestrians flow subside. This means that any type of pick-up activity along 8th Street would need to occur outside of this time period. As noted on Figure 9, pick-up vehicles may stage along portions of 10th Street, though it is important for emergency response that 10th Street remain free-flow. This figure shows that the two parking lots situated directly west of 8th Street would be emptied onto 8th Street through a series of barricades and partial street closures. The type of barricades to be placed along 8th Street should be able to be removed quickly in the event an emergency vehicle needs to pass through.

USE OF PEDESTRIAN FACILITIES ON NORTH 7TH STREET NORTH OF NORTH B STREET

This section describes a particular area of focus with regard to adequacy of pedestrian facilities versus their projected level of use. Impact 4.12-6 of the Draft EIR identifies a pedestrian impact on the North 7th Street sidewalk north of North B Street and crosswalks at the Richards Boulevard/N 7th Street intersection during MLS soccer matches. The sidewalks located on both sides of North 7th Street from North B Street to Richards Boulevard would operate at LOS F based on their five-foot widths (less physical obstructions) and projected pedestrian demand (over 5,000 total pedestrians during the Pre-event peak hour).

As part of the Draft EIR technical analysis, several potential mitigation options were identified including widened sidewalks, a private shuttle to transport attendees, special-event LRT train service, a dedicated travel lane for pedestrians, and reduced parking supply north of the RSP Area. For a variety of reasons, none of these options were deemed feasible at this time. Therefore, Mitigation Measure 4.12-6 provides language (including reference to this part of the Event TMP) to ensure that solutions are identified and implemented to provide a safe flow of pedestrians on North 7th Street north of North B Street during the Pre-Event and Post-Event peak hours. As subsequent versions of the Event TMP are prepared, more detailed evaluation of this topic will be performed and documented.

So as to avoid causing pedestrians to walk within North 7th Street, a variety of measures were identified including, but may not be limited to: (1) crosswalk and sidewalk widening, (2) temporary signal timing modifications, (3) shuttle bus operations, (4) RT light rail train special event service, (5) use of traffic control officers, potentially combined with use of temporary safety barriers, to monitor and manage pedestrian flows, and (6) targeted and/or reduced parking supplies north of North B Street.

Details of the measures being considered are described below, though it is noted that additional options beyond these may also be identified over time.

- Additional Parking Within RSP Area – By increasing the supply of parking within the RSP Area under near-term conditions, it would be possible for greater numbers of attendees to use facilities such as Railyards Boulevard and 7th Street within the RSP Area, which are designed with wide sidewalks to carry substantial volumes of pedestrians. As a consequence of this additional parking and redistributed pedestrian flows, usage of the areas north of North B Street for parking may be reduced, which would help address issues along this corridor.

- Widen Sidewalks – Sidewalk widening, where feasible, would increase the available walk space for future pedestrians travelling from the Richards Boulevard corridor to North B Street. A lack of right-of-way and presence of numerous developed adjacent properties could require property acquisition(s), which would be difficult, bringing into question the feasibility of this potential mitigation in some locations. Nevertheless, the City has the authority to condition projects that request discretionary grading or building permits (to provide surface parking) to bring sidewalks into compliance with current City standards adjacent to the property.

- Operate Shuttle – A shuttle could transport MLS attendees from temporary stops on Richards Boulevard and along North 7th Street to the Stadium and back. Given the magnitude of the pedestrian volume decrease that would be necessary to achieve LOS D conditions, a substantial (i.e., likely over 25) number of shuttle buses would be necessary. They would also be required to stop in a travel lane that has a mixed-flow light rail line. Lastly, congestion during post-event conditions may result in few riders using the shuttles after learning that it may be quicker and cheaper to walk to their vehicles than wait for a shuttle bus.

- Coordinate with Regional Transit to Operate Special Event-Related LRT Service – During the pre-event and post-event periods, a light rail train could operate continuously between the Township 9/Richards Boulevard station and the proposed station on 7th Street north of Railyards Boulevard to transport passengers to/from the MLS Stadium. The ride would take two to three minutes in each direction. Coupled with the time to load and unload passengers, it is possible that a single train could operate on 10-minute headways.

- Reduce River District Parking Supply – Reducing the number of available parking spaces north of North B Street would reduce pedestrian volumes along North 7th Street. Most of the properties that could potentially provide off-street parking are eligible to obtain the required permits from the City and offer their properties for game day parking.

Each of the above options was discussed by the City's Fire, Police, and Public Works Departments, and the consulting team. It was concluded that further evaluations of these and other improvement options should continue and be documented in a subsequent update to the TMP. With respect to pedestrian facilities along North 7th Street north of North B Street, Mitigation Measure 4.12-1 states that the identified measures shall accomplish their intended purpose, subject to the review and approval of the City Traffic Engineer prior to the issuance of the Certificate of Occupancy for the proposed Stadium. Further, Chapter 8 includes a Performance Standard, whereby event-related pedestrian flows do not cause spillovers onto public streets that have moving vehicles, such as North 7th Street.

8. PERFORMANCE STANDARDS AND MONITORING

This chapter presents the Performance Standards, for which the project operations will be measured against. These Performance Standards are incorporated into Mitigation Measure 4.12-1. This chapter also describes the monitoring methods to be undertaken during the first year of stadium operations.

PERFORMANCE STANDARDS

This TMP includes various Performance Standards that must be met. Once the project is in operation and initial monitoring results are available, the results will be measured against these criteria. If not achieved, the MLS Stadium operator is required to work with the appropriate agency or stakeholder group to ensure that the standards are met. The following Performance Standards have been developed:

1. Vehicle Queuing on City Streets: Through added intersection capacity and/or traffic management, traffic does not queue back to upstream locations during the Pre-Event peak hour including (but not limited to):
    - Northbound 7th Street traffic does not spill back from Railyards Boulevard into the undercrossing of the UPRR tracks (i.e., queues do not extend any greater than 600 feet from Railyards Boulevard).
    - Westbound North B Street traffic does not spill back from 7th Street into the 8th Street intersection
    - Westbound North B Street traffic does not spill back from 8th Street into the 12th Street intersection
    - Southbound 7th Street traffic does not spill back to the LRT tracks at North B Street
2. Pedestrian Flows: Through pedestrian flow management, pedestrians do not spill out of sidewalks onto streets with moving vehicles, particularly along 7th Street between Richards Boulevard and G Street, Railyards Boulevard between 5th Street and 8th Street, and North B Street between 7th Street and 12th Street.
3. Vehicular Parking: A comprehensive parking plan is implemented that includes (but is not limited to) a reservation system, smartphone parking app, directional signage, real-time parking garage occupancy, etc. that minimizes unnecessary vehicular circulation (while looking for parking) within and adjacent to the RSP Area.
4. Bicycle Parking: Signage is clearly visible to direct bicyclists to MLS Stadium event bicycle parking, which has an adequate supply to accommodate a typical MLS Stadium event.
5. Light Rail Transit: A new light rail station/stop is constructed on 7th Street north of Railyards Boulevard and operational at the time the stadium opens, providing an adequate level of LRT service to meet the Pre- and Post-Event ridership demands.

6. Bus/Paratransit: Specific locations are provided to accommodate public buses and paratransit vehicle stops within one block of the MLS Stadium.
7. Ridesharing: Specific locations are provided for pick-up / drop-off areas such that taxi, uber, or similar ridesharing services do not impede overall vehicular or pedestrian flow (including maintaining uncongested conditions along 10th Street to enable emergency vehicle response).
8. Truck Staging: Delivery trucks associated with special events do not park or idle along 7th Street, 8th Street, North B Street, or Railyards Boulevard. Delivery trucks, buses, or other large vehicles should not be parked within the 10th Street cul-de-sac in a manner that blocks fire apparatus or other vehicles from being able to turn around.

MONITORING METHODS AND DOCUMENTATION

The following monitoring activities will occur during the first year of MLS Stadium operations.

Initial Event Monitoring Plan

- *The first two regular season games at the MLS Stadium.*

The purpose of the Initial Event Monitoring Plan is to identify the initial weaknesses in the TMP elements and implement improvements as soon as possible that enable a safer and more enjoyable experience at the MLS Stadium. The monitoring will identify deficiencies in the event planning / operations and recommend measures that can be quickly implemented to resolve these issues.

This effort will consist of collecting observational data to assess which elements of the TMP need to be immediately modified in advance of subsequent events. The following plan elements will be reviewed:

- Pre- and Post-Event Traffic Management
- Pedestrian Circulation
- Bicycle Parking and Access
- Transit Loading and Access
- Vehicular Pick-ups / Drop-offs
- Traffic Congestion and Queuing
- Wayfinding / Signage
- Parking
- Staffing
- General Safety/Security

Prior to each scheduled monitoring event, a meeting will be held with the City and MLS Stadium operator to identify the specific monitoring locations, durations, and staffing responsibilities. A follow-up meeting will occur during the week immediately following each event to discuss the monitoring observations and identify what modifications to the TMP should be implemented for subsequent events.

A written record of observations, and suggested improvements after each monitoring event will be prepared, and be available for public review at City offices.

First Year Typical Event Monitoring Plan:

- *Two typical mid-season soccer matches at the MLS Stadium.*

Matches that are anticipated to have at least 18,000 attendees should be selected. Unless precluded by scheduling conflicts, one monitored event should occur during a weekday evening, while the other monitored event should occur on a weekend afternoon. By waiting until mid-season, this approach enables travel patterns and behavior to "normalize" so that a representative sample is collected. It also allows for the benefits of the initial event monitoring and any associated TMP refinements to take effect.

These events will provide a representative sample of operating conditions at the MLS Stadium, and will be measured against the above Performance Standards. Prior to monitoring these events, a meeting will be held with the City and MLS Stadium operator to identify the specific monitoring locations, durations, and staffing responsibilities. The monitoring effort will focus on the TMP elements and Performance Standards contained in this document. The monitoring effort will include both observational and empirical data collection.

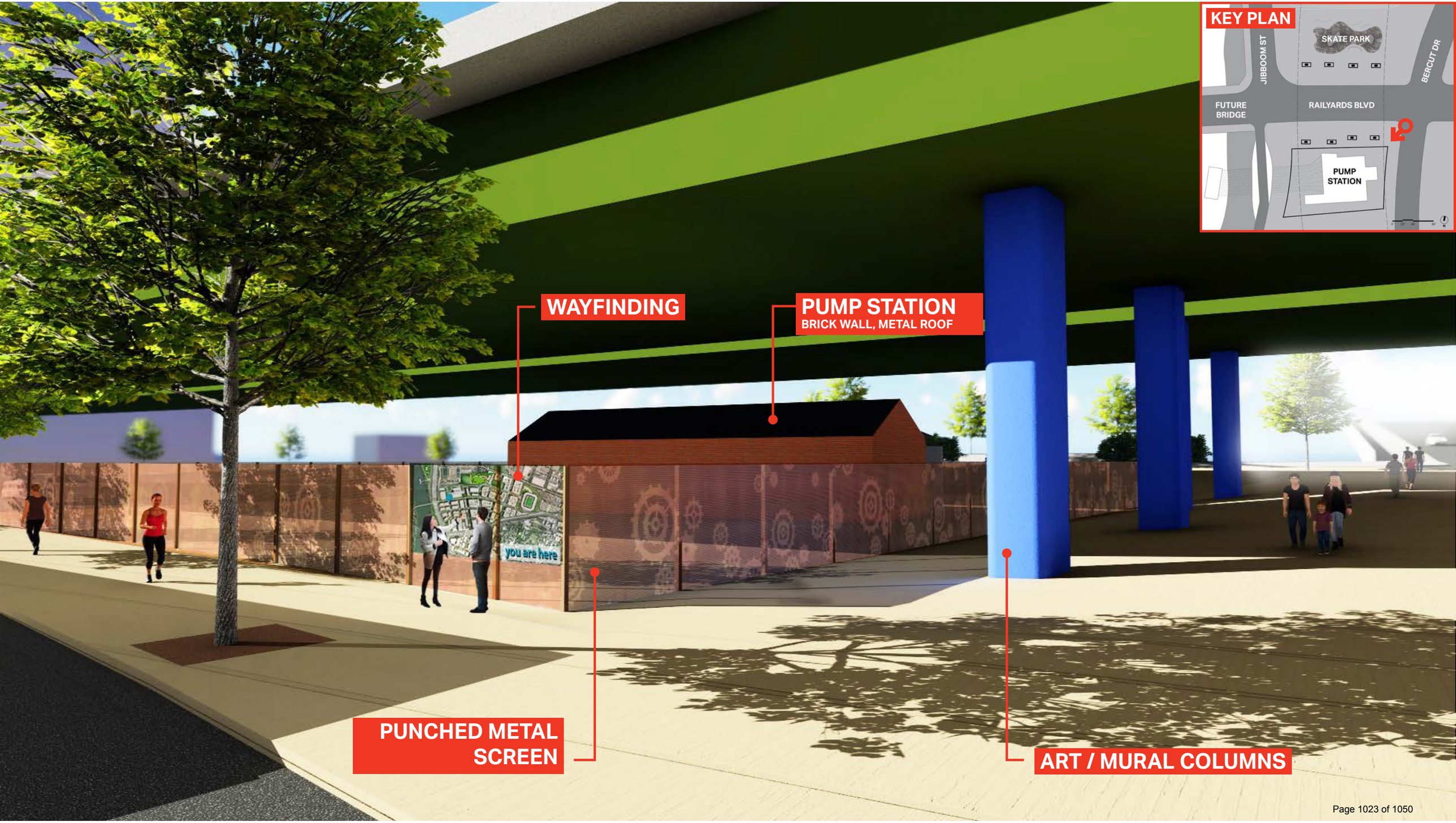
Documentation: The results of the two monitored events will be documented into the "*MLS Stadium Year One Travel Monitoring Report*". This report will include photos, charts, and eyewitness accounts of site operations. It will include an assessment of the extent to which the established Performance Standards are met, exceeded, or are unmet. For those standards that are not met, specific recommendations will be provided which would enable the standard to be achieved. The report will be submitted to the City for review. Once finalized, the report will be made available to the public through the City and MLS Stadium operator websites.

SACRAMENTO RAILYARDS
RIVER CONNECTION GATEWAY
CONCEPT | 9/27/16

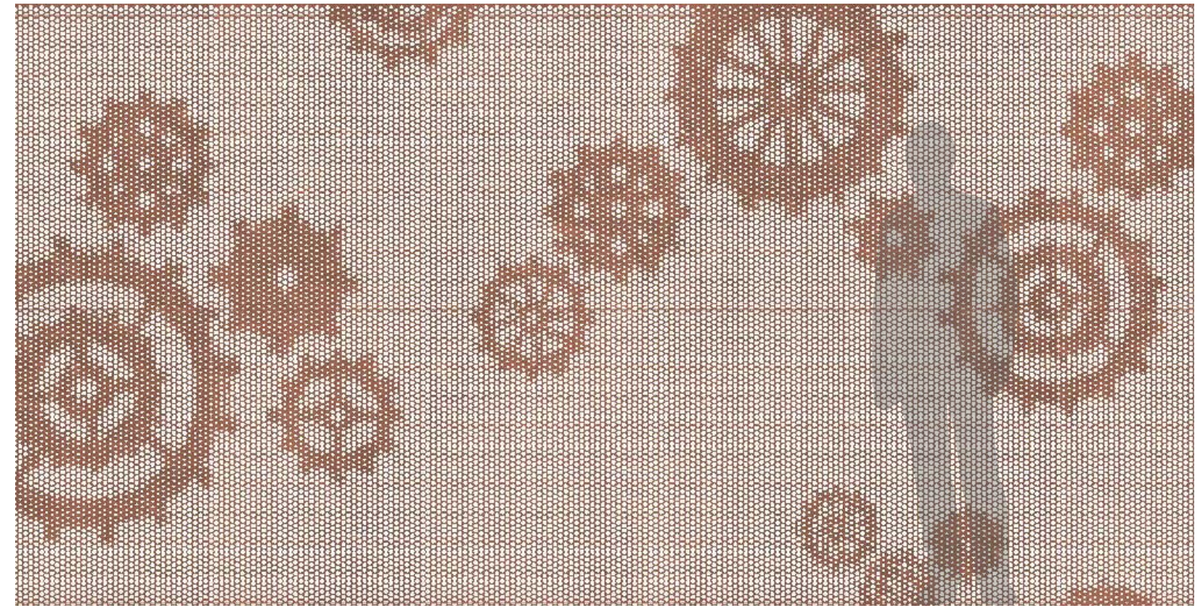
LDK VENTURES

AECOM

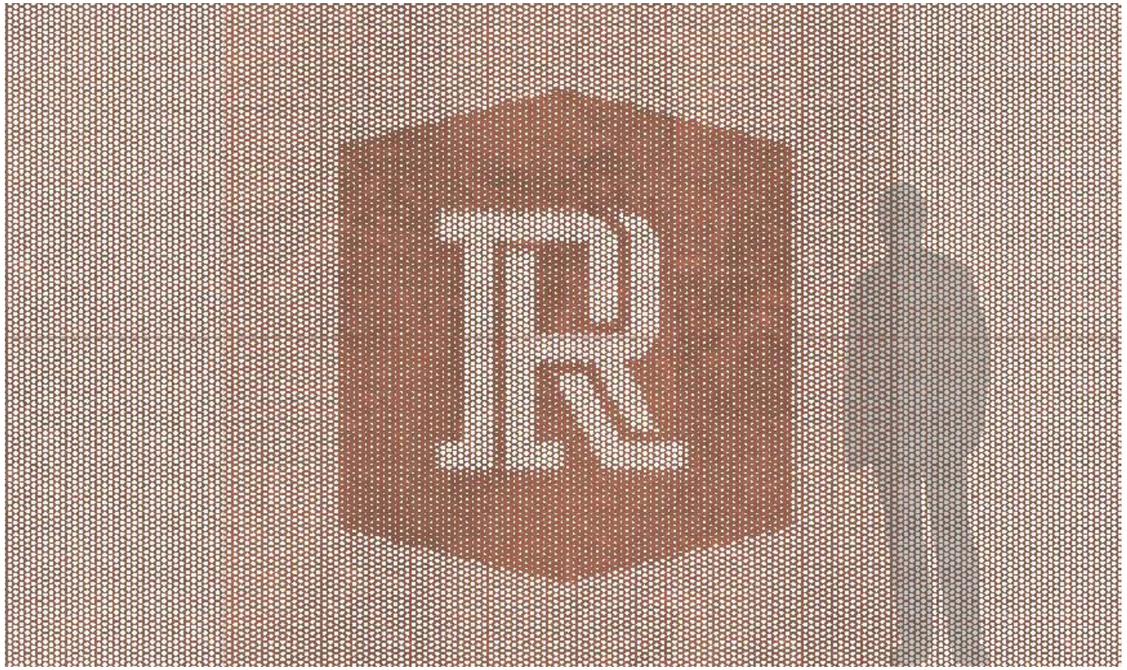
NORTHEASTERN VIEW



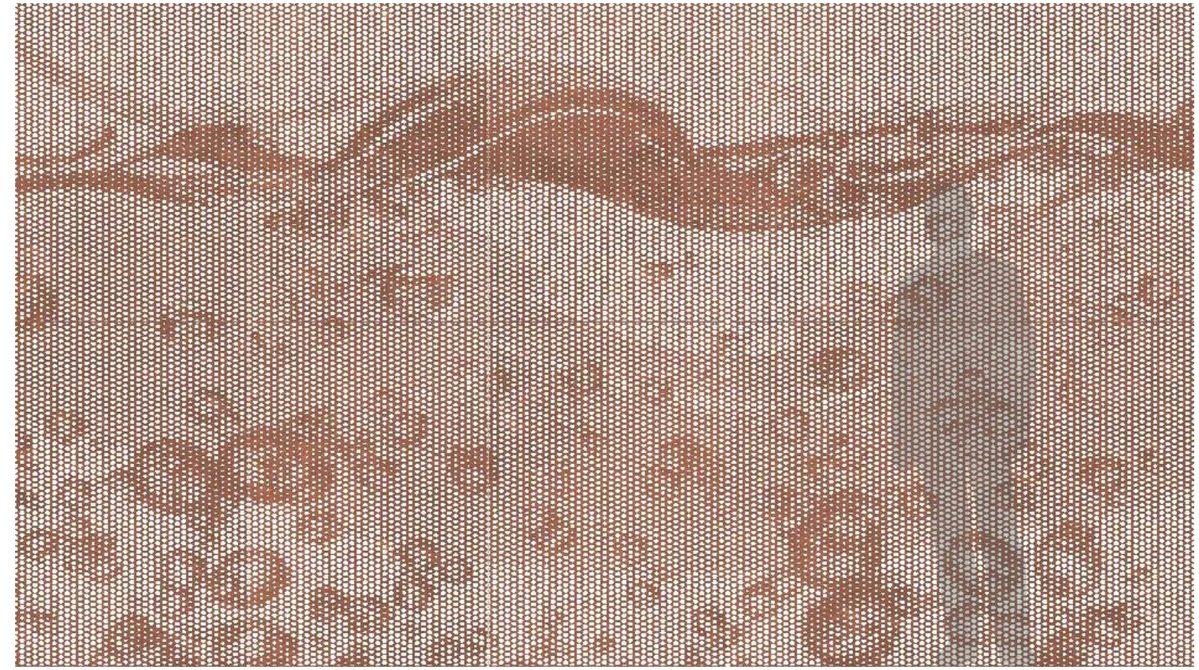
Precedents



Gears

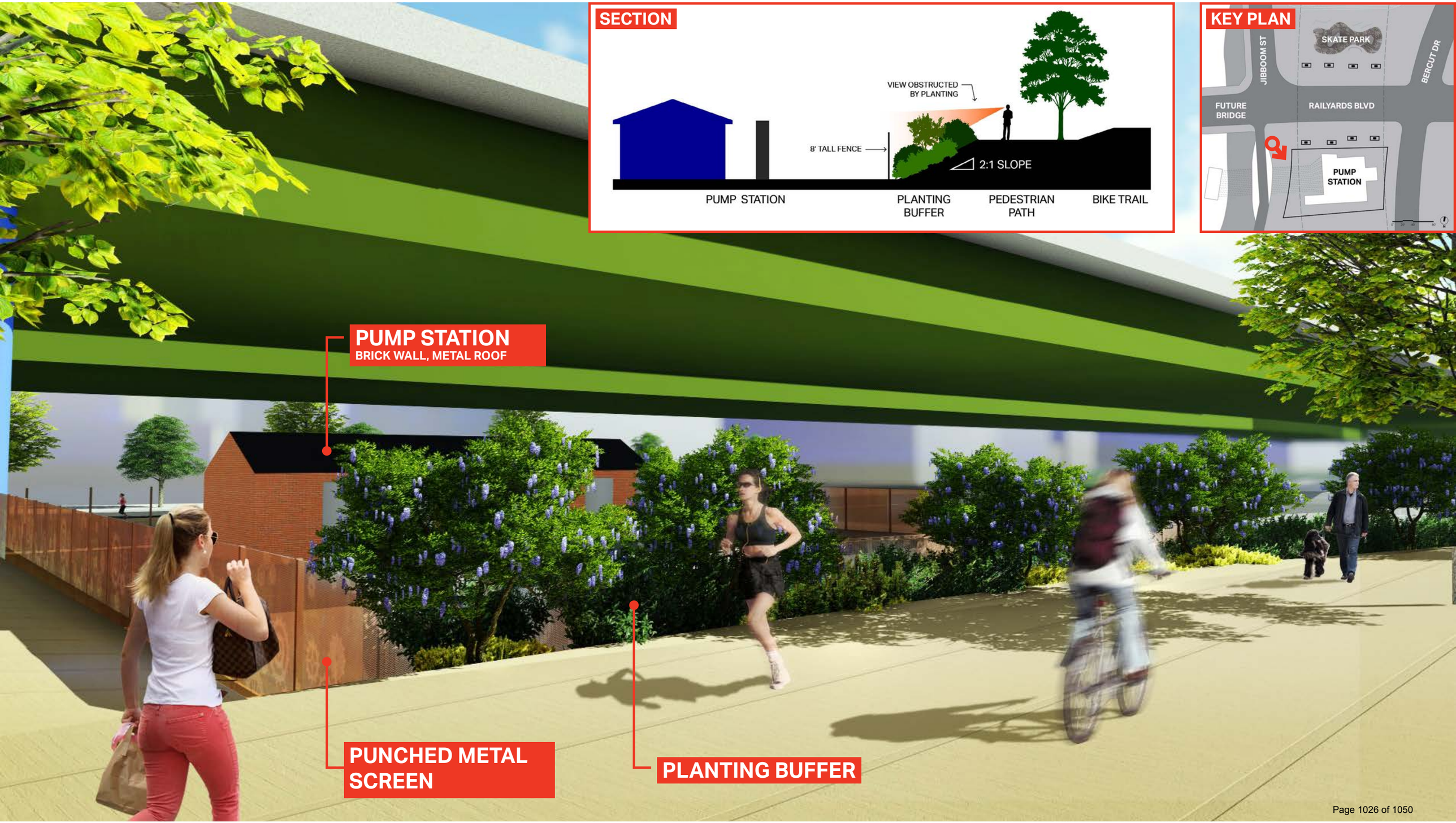


The Railyards Logo



Water & Flow

PARKING AREA VIEW


SECTION
VIEW OBSTRUCTED BY PLANTING
8' TALL FENCE
2:1 SLOPE
PUMP STATION
PLANTING BUFFER
PEDESTRIAN PATH
BIKE TRAIL
KEY PLAN
SKATE PARK
JIBBOOM ST
BERCUT DR
FUTURE BRIDGE
RAILYARDS BLVD
PUMP STATION
PUMP STATION
BRICK WALL, METAL ROOF
PUNCHED METAL SCREEN
PLANTING BUFFER

WESTERN ENTRY VIEW

Summary of Proposed Changes to the Railyards Specific Plan

The following is a summary of the content in each chapter of the Railyards Specific Plan and the proposed modifications.

Chapter	Content	Proposed Changes
1. Introduction	• Location Context • Project Description • Key Elements • Background on prior planning efforts • Objective • Relevant General Plan Policies and Goals	• Revise text to reflect 2035 General Plan themes, goals and policies. • Revise project description to reflect new land uses including the hospital and soccer stadium.
2. Setting and Context	• History of Site • Physical Characteristics of Site • Existing Transportation Infrastructure • Land Use • Demographic and Economic Context	• Revise to include updated context information. • Include description of Golden 1 Center. • Revise to include recent planning efforts such as the 2035 General Plan, River District Specific Plan, Central City Urban Design Guidelines, and the Planning and Development Code.
3. Project Concept and Land Uses	• Introduction of the Districts and their characteristics. • Description of what type and intensity of development is proposed for the site.	• Revise district descriptions to reflect new land uses including the hospital and soccer stadium. • Introduce the north/south connections from Shops to Vista Park. • Move and update information on zoning districts, their intent and purposes and allowed uses from

		Chapter 5 of the 2007 Specific Plan. • Provide assumed development for each zone is provided (also moved for Chapter 5 of the 2007 Specific Plan).
4. Principles, Goals and Policies	• Principles, Goals and Policies specific to the Sacramento Railyards.	• Revise Goals and policies to reflect recently adopted Mixed Income Housing Ordinance. • Remove policies related to sustainability to avoid redundancy.
Land Uses	• Zoning Districts purpose and allowed uses • Assumed development for each zone	• Merge this chapter with Chapter 3, Project Concept and Land Uses.
5. Open Space	• Description of open space framework including Riverfront, plazas, parks, and connecting pedestrian paths.	• Provide a revised open space concept. • Add a description of the proposed pedestrian linkage that runs from Central Shops to Vista Park. • Broaden the Chinese Garden concept to a Chinese Landscape Design Theme.
6. Transportation and Circulation	• Roadway network • Parking • Bicycle facilities, e.g. bike lanes • Pedestrian/bicycle circulation • Public Transportation (light rail, bus) • Freight rail	• Provide update on proposed road characteristics • Revise document to include roads that have been completed since 2007.

7. Utilities and Services	• Water supply • Wastewater and stormwater • Energy • Schools • Public safety (Police and Fire)	• Revise to include recently constructed infrastructure. • Revise to reflect the Stormwater Quality Management Plan. • Remove reference to the combined heating and power (CHP) approach, to be covered by the California Energy Efficiency Standards and Cal Green Code.
8. Historic and Cultural Resources	• Summary of the site's historic and cultural resources	• Provide an update on the recent improvements associated with the Sacramento Intermodal Transportation Facility (SITF).
9. Hazards	• Site remediation	• Revise information to reflect remediation work accomplished since 2007.
10. Implementation	• Entitlement Approvals • Conceptual Financing Strategies	• Revise text to include update financing mechanisms that were modified by state legislation.

Summary of Proposed Changes to the Railyards Design Guidelines

Chapter	Content	Proposed Changes
1. Introduction	• Intent of Guidelines • Describes relationship with the Central City Urban Design Guidelines • Outlines structure of the guidelines	• Minor edits for clarification. • Update maps.
2. Railyards Framework	• Guiding Themes • Description of Districts • Key Sites	• Minor edits enhance the vision statement and provide more detailed information on themes and Central Shops description. • Revised Key Sites locations.
3. Public Realm	• Description and design guidelines for: o Streets o Pedestrian realm o Alleys o Open space o Plazas and open space within the Central Shops Historic District	• Removed language that is duplicative of the Central Core Design Guidelines. • Reorganized sections to better conform with the Central Core Design Guidelines. • Street typologies are reorganized and a new Main Street concept is described. • Added language that larger blocks add alleys to limit frontages to 320'. • Revised to reflect proposed open space plan. • Description of North B is added.
4. Private Realm	• Describes intent, character, and building types of districts. • Offers design guidelines for residential (mid- and high-rise) and commercial development. • Provides guidance on site planning. • Addresses massing and building configuration.	• Revised district information to reflect new land use proposal. • Provided clarifying language. • Removed duplicated language on development standards that is covered in the Special Planning District. • Revised maximum average tower floor plate for residential from 7,500 square feet to 10,000 square feet.

		• Includes a section on large block massing to ensure blocks within the Railyards more closely reflect the block pattern in the Central City for massing of buildings, access to light, cross connections and pedestrian walking comfort. • Structures in large blocks are broken down in scale with use of building frontages limited to a maximum of 320' and alleys or lanes used as a break between the buildings • Requires a publicly accessible right-of-way or easements on blocks where alleys are not proposed. • Requires screening of structure parking. • Establishes a floor plate maximum for hospital use at 50,000 square feet. • Provides definition and clarification of built-to and setback lines. • Provides definition and clarification of building.
5. Historic Resources	• Guidelines specific to new construction near the Historic Central Shops. • Addresses development in the transition zone.	• New principle, background and guidelines are provided for the water tower which will remain in its original location and not be relocated to the Central Shops Historic District. • Height restrictions removed to avoid redundancy (Height is addressed in the Special Planning District).
	• Landscaping	• Landscaping section was added to address trees in the Central Shops area.

6. Signage	District Signage Guidelines.	• Added a requirement to prepare a master sign program that reflects character of each district. • Language was added to avoid drilling holes into brick of historic structures to mount signs. • Language added to allow signs to be painted on brick where the brick had previously been painted. • “roof mounted” signage was deleted from text. • Language added to prohibit signs affixed to seismic bracing across window openings.

P1. Other Identifier:

***P2. Location:** ☐ **Not for Publication** ☒ **Unrestricted** ***a. County:** Sacramento
and
***b. USGS 7.5' Quad:** Sacramento East **Date:** 1992 **T** 9N, **R** 4E **of Sec** unsectioned; **B.M.** Mt. Diablo
c. Address: City: Sacramento Zip: 95814
d. UTM: Zone: 10S; 630833.47 mE/ 4272265.76 mN
e. Other Locational Data: The water tower is located on the west side of the newly constructed 5th Street (running north-south) and approximately 300 feet south of the intersection of 5th Street and Railyards Boulevard. The structure also stands approximately 600 feet northeast of the Paint Shop, which is a contributing building within the Central Shops Historic District.

***P3a. Description:**

The steel water tower is comprised of a 100,000-gallon tank supported approximately 72 feet above the ground by four lattice truss legs. The tank is constructed of riveted metal panels and has a cylindrical shaft with a 22-foot diameter, hemispherical bottom, and a conical roof capped by a 12-inch tall round finial. A metal walkway with a handrail and balustrade featuring an "IXIXIXI" pattern encircles the base of the tank. The four angled legs rest on trapezoidal, board formed foundations and are reinforced with diagonal tie rods and one set of horizontal support struts. A metal ladder enclosed by a cylindrical steel cage is attached to the northwest leg and rises to the base of the conical roof at a height of approximately 100 feet. A metal catwalk extends from the ladder underneath the base of the tank. A riser pipe enclosed by a frost case extends from the ground to the bottom of the tank, while a 3-inch overflow pipe extends from the tank down the length of the northeast leg.

***P3b. Resource Attributes:** HP11. Engineering Structure
***P4. Resources Present:** ☐Building ☒Structure ☐Object ☐Site ☐District ☐Element of District ☐Other

P5a. Photo or Drawing

P5b. Photo:
View northeast toward the water tower (June 23, 2016).

***P6. Date Constructed/Age and Sources:**
☒Historic ☐Prehistoric ☐Both
Constructed ca. 1931. Source: Chicago Bridge & Iron Works, drawings for Contract No. 2481.

***P7. Owner and Address:**
Downtown Railyard Venture, LLC
3140 Peacekeeper Way
McClellan, CA 95652

***P8. Recorded by:**
Architectural Resources Group (ARG)
Pier 9, The Embarcadero, Suite 107
San Francisco, CA 94111

***P9. Date Recorded:** June 22, 2016

***P10. Survey Type:** Intensive

***P11. Report Citation:**
None; this is a standalone set of DPR 523 forms prepared for the City of Sacramento, Community Development Department, Planning Division in support of the structure's nomination as an individual landmark for inclusion in the Sacramento Register of Historic and Cultural Resources.

***Attachments:** ☐NONE ☒Location Map ☐Sketch Map ☒Continuation Sheet ☒Building, Structure, and Object Record ☐Archaeological Record ☐District Record ☐Linear Feature Record ☐Milling Station Record ☐Rock Art Record ☐Artifact Record ☐Photograph Record ☐ Other (List):

BUILDING, STRUCTURE, AND OBJECT RECORD

*NRHP Status Code 3CS
*Resource Name or # Sacramento Railyards Water Tower

B1. Historic Name: N/A
B2. Common Name: N/A
B3. Original Use: water tower
B4. Present Use: water tower
*B5. Architectural Style: hemispherical bottom water tower
*B6. Construction History: Constructed ca. 1931.
*B7. Moved? ☒No ☐Yes ☐Unknown Date: Original Location:
*B8. Related Features: Central Shops Historic District
B9a. Architect: Chicago Bridge & Iron Works
b. Builder: Unknown
*B10. Significance: Theme: Rail Transportation, Manufacturing, and Repair Area: Southern Pacific Sacramento Shops
Period of Significance: ca. 1931 - 1937 Property Type: water conveyance Applicable Criteria:
Sacramento Register Criteria i (Events), iii (Design/Architecture)
California Register Criteria 1 (Events), 3 (Design/Architecture)

HISTORIC CONTEXT

Development of the Southern Pacific Sacramento Shops

During the rise of the "Locomotive Age" in the mid-nineteenth century, hundreds of miles of railroad tracks were constructed throughout the United States, and the idea of the transcontinental railroad, uniting the country together with a "gigantic sash of iron," took hold. In 1862, President Abraham Lincoln signed the Pacific Railway Act to construct such a railroad traversing the country between the Missouri River and the Pacific Ocean. The act authorized the Central Pacific Railroad (CPRR), which incorporated the previous year, to build the transcontinental tracks from Sacramento heading east across the Sierra Nevada, and the Union Pacific Railroad (UPRR) to build the tracks from the Missouri River heading west. The groundbreaking for the CPRR, which was controlled by its dominant investors—the "Big Four"—Collis P. Huntington, Mark Hopkins, Leland Stanford and Charles Crocker, occurred on January 8, 1863 in Sacramento. (See continuation sheet.)

B11. Additional Resource Attributes: None

*B12. References: See continuation sheet.

B13. Remarks: None

*B14. Evaluator: Architectural Resources Group (ARG)

*Date of Evaluation: June 22, 2016

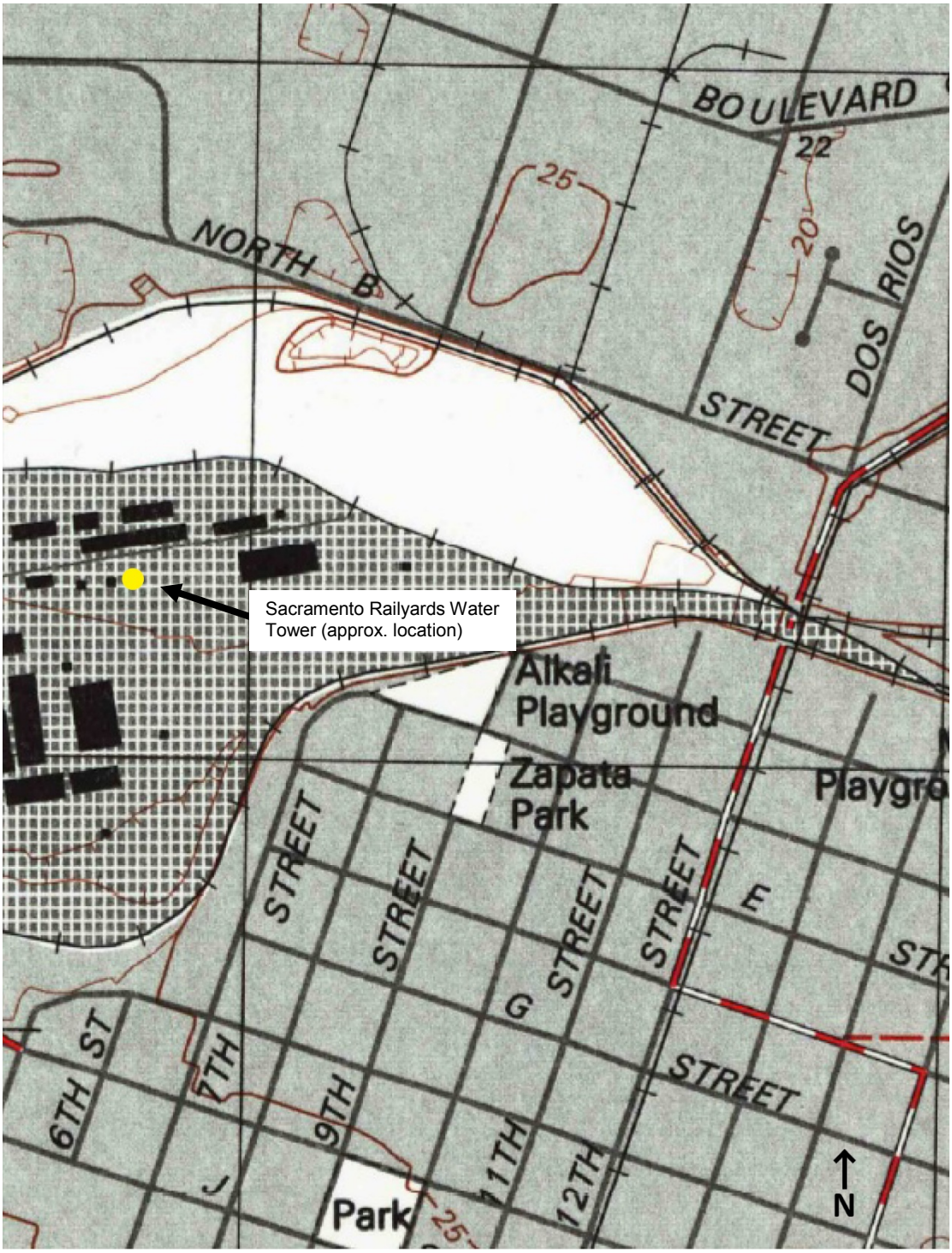
(This space reserved for official comments.)

Sketch Map

(Google Earth, annotated by author)

LOCATION MAP

***Map Name:** *Sacramento East, California*, USGS 7.5-minute topographic quadrangle ***Scale:** 1:24,000 ***Date of Map:** 1992



(USGS Historical Topographic Map Explorer, annotated by author)

Continuation of B10. Significance:

Tracks were laid eastward over the next six years as the Big Four used their extensive political connections to secure advantageous federal land grants and federally funded loans. On May 10, 1839, officials ceremoniously drove the last spike of the Transcontinental Railroad at Promontory Summit, Utah, signaling the completion of the nearly 2,000-mile rail line.[1]

The CPRR quickly established a shop yard at its Sacramento headquarters to manufacture its own rail cars instead of shipping them from the East Coast. The first frame building measured 20 by 150 feet and employed 10 to 12 workers. In 1867 it hired Woolaver and Wilkinson to expand the complex on 30 acres of swampland north of downtown Sacramento; the new shop yard was largely completed by the time the Transcontinental Railroad became operational. It consisted of a roundhouse, machine shop, planing mill, car machine shop, blacksmith shop, a powerhouse, and other structures. The CPRR would be subsumed by the Southern Pacific Railroad (SPRR) empire as the shop yard continued to expand over the next several decades, becoming the largest industrial complex west of the Mississippi River at approximately 200 acres. Within this self-contained complex, employees were able to build, repair, and maintain a wide array of rail cars, including steam locomotives, freight and passenger cars, and cabooses, along with boilers and other parts for Southern Pacific's ferries and a variety of pumps and machines for private and public entities. In 1937, SPRR workers rolled out the last Sacramento-built steam locomotive, having manufactured nearly 200 locomotives at this location.[2]

The extant 100,000-gallon water tower was constructed around 1931[3] during a period of growth in the Sacramento shop yard that began around 1910 and lasted through the 1930s. During these decades, the "Steel City," as it was dubbed locally, more than doubled in size, employed around 3,000 people, and produced an average of 15 locomotives and repaired around 350 locomotives and 800 passenger cars annually.[4] Chicago Bridge & Iron Works designed and manufactured the water tower using standard components, including the 100,000 gallon tank, hemispherical bottom, conical roof, and metal truss legs. The water tower's metal "IXIXIXI" railing at the balcony encircling the tower's base also was a common design feature used by Chicago Bridge & Iron Works engineers.[5] Drawings for the structure state that both the interior and exterior were painted with a coat of Dutch Boy red lead paint followed by a coat of carbon black.[6] Maps of the Sacramento shop yard also indicate that by the 1960s the water tower stood in a parking lot bordered by the fire house and central power plant to the west and long linear storage buildings to the north.[7]

The water tower stored a large amount of water under pressure, thereby creating a constant water supply that supported the daily operation of the shop yard as well as the SPRR's internal fire department. Since its inception, the railyard suffered from devastating, unpredictable fires that spread quickly, causing great destruction to buildings, equipment, supplies, and intellectual property such as patterns. Employees had to be diligent about cleaning and maintaining the buildings and enforcing fire safety rules, and they continually rebuilt destroyed structures using the latest building technology, such as firewalls, fireproof doors, and concrete and transite construction material. By the late nineteenth century, the shop yard had its own fire department, complete with inspectors, inspection guidelines, and equipment. However, a destructive fire in 1898 destroyed the Car Machine Shop and Planing Mill and highlighted the fire system's inadequacies, including the presence of mud in the water supply system that diminished water pressure and flow. Additionally its fire hydrants were not capable of connecting with the Sacramento Fire Department's hoses. Therefore, the City of Sacramento required SPRR to upgrade its private water supply to the municipal water supply system. A subsequent disastrous fire in 1916 later forced the railroad to replace its small pipes with larger ones. Constructed around 1931, the water tower stored a sufficient level of water that would be used for daily consumption as well as

[1] William Deverell, *Railroad Crossing: Californians and the Railroad, 1850-1910* (Berkeley: University of California Press, 1994), 10-15; Kevin W. Hecteman, *Sacramento's Southern Pacific Shops* (Charleston, South Carolina: Arcadia Publishing, 2010), 7-8.
[2] Hecteman, *Sacramento's Southern Pacific Shops*, 7-9; Historic Environment Consultants, *Central Pacific/Southern Pacific Railroad Railyards Historic Property Inventory and Evaluation Report*, prepared for Union Pacific Railroad Company (March 1998), 3-7.
[3] Drawings for the water tower prepared by Chicago Bridge & Iron Works have a date range of 1923 to 1931 indicating the structure was constructed after 1931. Chicago Bridge & Iron Works, drawings for 100,000-gallon Tank & Tower, for Southern Pacific Railroad, Sacramento, California, Contract No. 2481, ca. 1931, on file at the Sacramento State Railroad Museum Library, Box 300.8, ID 28798.
[4] Historic Environment Consultants, *Central Pacific/Southern Pacific Railroad Railyards*, 3-7.
[5] Gregory R. Mathis, *Steel Water Towers Associated with South Dakota Water Systems, 1894-1967, An Historic* Context, prepared by The 106 Group Ltd. and Short Elliot Hendrickson, prepared for South Dakota State Historic Preservation Office, September 2012, accessed June 17, 2016, http://history.sd.gov/preservation/otherservices/sdwatertowers.pdf, 49.
[6] Chicago Bridge & Iron Works, drawings for 100,000-gallon Tank & Tower.
[7] Plans of the Sacramento shop yard, 1965, revised to 1978, and 1971, on file at the California State Railroad Museum Library.

during emergencies, as smaller fires continued to occur at the Sacramento shop yard following the last major conflagration in 1916.[8]

Employment at the SPRR Sacramento Shops peaked during World War II when 7,000 people clocked in daily. However, he railroad company soon met difficulties as it transitioned from steam to diesel powered locomotives and as passenger service declined as more people traveled in automobiles and buses following the war. By 1971, it relinquished passenger traffic to Amtrak and began rebuilding diesel locomotives rather than constructing new cars in an effort to reduce costs over the next two decades. In 1989, the Denver and Rio Grande Western Railroad purchased SPRR, and while it kept operations under the historic name, it transferred repair work from Sacramento to Denver in 1992. Shortly thereafter, UPRR acquired the holdings of the SPRR and formally shuttered the Sacramento shop yard in 1999, thus ending 130 years of railroad manufacturing and repair at this location. Many buildings and structures were demolished, and only the water tower and a complex of eight buildings, including the Boiler Shop, Erecting/Machine Shop, Planing Mill, Car Shop No. 3, Blacksmith Shop, Car Machine Shop, Paint Shop, and privy, remain standing.[9]

Evolution of Steel Water Towers

Water towers serve two key functions within a water conveyance system: they store water ready for distribution and keep the water system under pressure, thereby eliminating the need for continually operating pumps. Since they operate via gravity, water towers do not require a constant source of power. Water towers feature an array of styles, but they generally are wood or metal tanks supported by a brick, stone, or concrete tower; by an open wood or metal trestle; or by a metal or concrete pedestal. The earliest water tanks in the United States date to the early 1800s and were generally constructed with a wood tank with a flat bottom and supported by a heavy timber structure or masonry base. Water towers became prominent components of water conveyance systems nationwide by the late nineteenth century, spurred by the establishment of professional water works organizations and the distribution of trade journals and published articles on advances in water tower construction.[10]

Engineers began revising steel water tower designs in the late nineteenth century, which resulted in the standardization of the traditional steel water tower supported by legs and featuring a streamlined design aesthetic that showcased its structural components. The first all-steel water tower constructed in the United States was erected in Laredo, Texas, in 1893. The following year, the first water tank with a hemispherical bottom was constructed and shortly thereafter improved upon by Horace E. Horton, founder of the Chicago Bridge & Iron Works. By 1905, the all-steel water tank with a hemispherical bottom was the dominant type of water storage structure in the United States, because curved bottoms required less steel and were more watertight than flat-bottomed tanks. Other new steel tank types, such as those ellipsoidal bottoms (which allow for a lower height) or spherical in shape (which were considered more aesthetically pleasing and required less material), and support structures were developed through the 1920s, as engineers sought to increase the capacity and design of steel water towers. By the time the water tower at the Sacramento shop yard was constructed in the early 1930s, steel water towers with vertical shafts and hemispherical bottoms had been erected throughout the American landscape for several decades.[11]

Chicago Bridge & Iron Works

In 1889, Horace E. Horton merged his bridge engineering firm, based in Rochester, Minnesota, with the Kansas City Bridge & Iron Company to form the Chicago Bridge & Iron Works, headquartered in Chicago. The company continued to focus on bridge design and construction but also sought to capitalize on the oil and railroad industries' expanding need for high-capacity liquid storage containers. It quickly gained a reputation for engineering elevated water storage tanks, aboveground storage tanks for oil and other refined products, and other steel structures. In 1894, it began designing and constructing the earliest all-steel water tanks with hemispherical bottoms, and following a nationwide marking campaign, the company became the dominant manufacturer of water towers in the United States. In 1912, George T. Horton assumed control of the company following his father's death, and continued the company's successful path of market domination and innovation, such as constructing the first welded spherical water tank in Longmont, Colorado, in 1939. By the mid-twentieth century, the Chicago Bridge & Iron Works and the Pittsburg-Des Moines Steel were the two primary companies designing and manufacturing steel water tanks in the United States. The former Chicago Bridge & Iron Works currently operates under the corporate name CB&I Industries, maintains its headquarters in The Woodlands, Texas, with other offices and manufacturing facilities worldwide. CB&I Industries employs around 50,000 people who develop and manufacture technology and infrastructure more broadly for the energy industry.[12]

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[8] Carolyn Daugherty, LeeAnn Bishop Lands, J. Lawrence Lee, and Camille Vicenti, Historic American Engineering Record, Southern Pacific Sacramento Shops, (Central Pacific Sacramento Shops), (Sacramento Locomotive Works), Sacramento, Sacramento County, California, HAER No. 303 (Washington, D.C.: Library of Congress, 2002), 131-133.
[9] Hecteman, *Sacramento's Southern Pacific Shops*, 119.
[10] Mathis, *Steel Water Towers*, 5, 31-38.
[11] Mathis, *Steel Water Towers*, 31-38.
[12] Mathis, *Steel Water Towers*, 42-43; CB&I, "125 Years of Excellence," accessed June 17, 2016, http://www.cbi.com/Who-We-Are/125-Years-of-Excellence.

SACRAMENTO REGISTER OF HISTORIC AND CULTURAL RESOURCES EVALUATION CRITERIA
To be eligible for listing in the Sacramento Register of Historic and Cultural Resources, the property must be at least 50 years old and meet one or more of the following criteria:[13]

i. It is associated with events that have made a significant contribution to the broad patterns of the history of the City, the region, the state or the nation.

ii. It is associated with the lives of persons significant in the City's past.

iii. It embodies the distinctive characteristics of a type, period or method of construction.

iv. It represents the work of an important creative individual or master.

v. It possesses high artistic values.

vi. It has yielded or may be likely to yield, information important in the prehistory or history of the City, state or region.

Additionally, overall issues related to integrity of location, design, setting, materials, workmanship and condition are considered.

CALIFORNIA REGISTER OF HISTORICAL RESOURCES EVALUATION CRITERIA
The California Register of Historical Resources (California Register) is the authoritative guide to the State's significant historical and archeological resources. It serves to identify, evaluate, register, and protect California's historical resources. The California Register program encourages public recognition and protection of resources of architectural, historical, archeological and cultural significance, identifies historical resources for state and local planning purposes, determines eligibility for historic preservation grant funding and affords certain protections under the California Environmental Quality Act (CEQA). All resources listed on or formally determined eligible for the National Register of Historic Places (National Register) are automatically listed on the California Register. In addition, properties designated under municipal or county ordinances are eligible for listing in the California Register. To be eligible for listing in the California Register, an historical resource must be significant at the local, state, or national level under one or more of the following criteria:[14]

1. It is associated with events or patterns of events that have made a significant contribution to the broad patterns of local or regional history, or the cultural heritage of California or the United States.

2. It is associated with the lives of persons important to local, California, or national history.

3. It embodies the distinctive characteristics of a type, period, region, or method of construction, or represents the work of a master, or possesses high artistic values.

4. It has yielded, or has the potential to yield, information important to the prehistory or history of the local area, state or the nation.

In addition to meeting one of the four criteria listed above, a resource must also retain integrity, which is the "authenticity of a historical resource's physical identity evidenced by the survival of characteristics that existed during the resource's period of significance."[15] Since integrity is based on a property's significance within a specific historic context, an evaluation of a property's integrity can only occur after historic significance has been established. To determine if a property retains the physical characteristics corresponding to its historic context, the California Register has identified seven aspects of integrity: location, setting, design, materials, workmanship, feeling, and association.

[13] City of Sacramento, *City Code, Title 17, Chapter 17.604, Historic Preservation*, accessed June 27, 2106, http://www.qcode.us/codes/sacramento/view.php?topic=17-vi-17_604&frames=off.
[14] California Office of Historic Preservation, *California Office of Historic Preservation Technical Assistance Series #6, California Register and National Register: A Comparison (for purposes of determining eligibility for the California Register)*, accessed June 27, 2016, http://ohp.parks.ca.gov/pages/1069/files/technical%20assistance%20bulletin%206%202011%20update.pdf.
[15] Ibid.

SUMMARY OF THE CENTRAL SHOPS HISTORIC DISTRICT

The water tower is associated with, but located outside of, the Central Shops Historic District, which was listed in the Sacramento Register of Historic and Cultural Resources in 2007 for its important role in the construction and initial operation of the Transcontinental Railroad, followed by the subsequent expansion of the railroad nationwide. The historic district's period of significance spans from 1868 when the shop yard was established to 1937 when the last steam locomotive rolled out of the complex. The property was also found to be significant, because it:

> served as the principal shops of the Pacific Lines of the Southern Pacific system between 1868 and 1990, overseeing subsidiary shops from Portland, Oregon, Ogden, Utah, San Francisco and Los Angeles, California; and east to El Paso, Texas, with additional major influence on the shops of the Atlantic Lines through Louisiana and New Orleans. During the first 80 years or so the Central Shops complex was recognized as the largest integrated industrial complex west of the Rocky Mountains, and perhaps west of the Mississippi River. As late as World War II they retained industrial capabilities found nowhere else in the West, such as the ability to produce the giant metal rollers for the wartime Kaiser steel plant in Fontana, California. The Central Shops were by far the largest single employer in the Sacramento region until after World War II, with workers playing a major part in the economic, social, cultural, and political development of the Sacramento region. The shops were a major center for early innovation, invention, and development of railroad and related technologies. Additionally, the shops became an early center for systematic standards, supported by testing, with regional and national impacts.
>
> Chief mechanical officers based at Sacramento, notably A. J. Stevens and his successor H. J. Small, gained national recognition, the former for innovation, the latter for standardization. But on the national scene, the most important personage following the original founders of the railroad was E. H. Harriman, who promoted the Sacramento-originated standards all across his railroad system covering over half the country, and who also instituted major capital improvements across the system including the last major expansion of the core historic shop buildings preserved today. Architecturally, the shop buildings qualify as being representative examples of typical mid-19th century to late Victorian industrial architecture, with some portions rebuilt in the early 20th century. They feature classic samples of decorative and architectural details from their various periods of construction.[16]

STATEMENT OF SIGNIFICANCE

The water tower appears eligible under City of Sacramento Criterion i/California Register Criterion 1 (Events) for the role it played in supporting the operation of the Sacramento railyards by providing a crucial supply of water. With its large storage capacity, the water tower delivered a constant and reliable source of water used throughout the facility daily and during emergencies such as fires. In turn, this allowed the Sacramento shop yard to run continually and efficiently and its employees to manufacture, maintain, and repair steam locomotives and rail cars that contributed greatly to the local, state, and national economy. With the demolition of the majority of the Sacramento shop yard's buildings and infrastructure following its closure by the UPRR, the water tower is a rare structural remnant of one of the nation's largest railroad manufacturing and repair facilities. Therefore, the water tower is recommended as eligible for listing in the Sacramento Register of Historic and Cultural Resources under Criterion i and for listing in the California Register of Historical Resources under Criterion 1 for its association with events that have made a significant contribution to the broad patterns of local, state, and national history.

The water tower also appears eligible under City of Sacramento Criterion iii/California Register Criterion 3 (Design/Architecture) as a distinctive example of an hemispherical-bottom steel water tower from the early twentieth century. It possess the hallmark components of this specific type of water tower, including a cylindrical water tank, hemispherical bottom, conical cap, and metal truss legs. These elements were left exposed rather than enclosed in a brick or wood tower to visually emphasize its structural and engineering design. With its slender form and tall height, the structure is also a visual landmark on the landscape and currently maintains a visual connection with the Central Shops Historic District. While hemispherical-bottom water towers were widely constructed from the 1890s through the 1940s, most have been demolished. Therefore, the water tower at the Sacramento railyards is regarded as a rare example of this type of water tower and as the last structural remnant of the former SPRR heavy repair and manufacturing facility.

[16] City of Sacramento, *Sacramento Register of Historical and Cultural Resources: Landmarks, Historic Districts and Contributing Resources*, updated through August 2015, accessed June 16, 2016, http://www.cityofsacramento.org/Community-Development/Planning/Urban%20Design/Preservation/Sacramento%20Register.

INTEGRITY ASSESSMENT

The water tower retains sufficient integrity to convey its historic significance. The water tower has not been significantly altered since is construction in the early 1930s; it retains its original, cylindrical water tank, hemispherical bottom, conical roof, four truss supports, and central riser. It also retains its original ladder, catwalk, finial, balcony and railing, tie rods, and horizontal set of struts. The most substantial alteration appears to be the removal of the exterior black paint, as indicated in the Chicago Bridge & Iron Works drawings for the structure. Therefore, the water tower maintains integrity of design, materials, workmanship, and condition. It also maintains integrity of location having never been moved. Its integrity of setting has been diminished due to the loss of the majority of the buildings as the Sacramento shop yard. However, the water tower currently retains a visual connection with the Central Shops Historic District, the surviving core of eight buildings that still stand approximately 500 feet southwest of the structure.

CHARACTER-DEFINING FEATURES

The water tower's period of significance spans from ca. 1931 to 1937, which corresponds with the approximate date of its initial construction through the end date of the Central Shops Historic District's period of significance, when the last steam locomotive was manufactured at this facility. The character-defining features of the water tower include the following:

- Riveted steel plate construction
- 100,000-gallon cylindrical tank with a hemispherical bottom and conical roof with a spherical finial
- Metal truss supports reinforced with one set of horizontal struts and tie rods and resting on trapezoidal, board form concrete foundations
- Balcony with metal "IXIXIXI" railing
- Central riser
- Three-inch overflow pipe
- Metal ladder with cylindrical cage and catwalk extending underneath the water tank base
- Tall, narrow form with an approximate 100-foot height
- Visual connection to the Central Shops Historic District

Additional Photographs:

Water tower, view northwest (ARG, June 22, 2016)

Water tower, view south (ARG, June 22, 2016)

Water tower, view northeast (ARG, June 22, 2016)

Detail of the tank, view northeast (ARG, June 22, 2016)

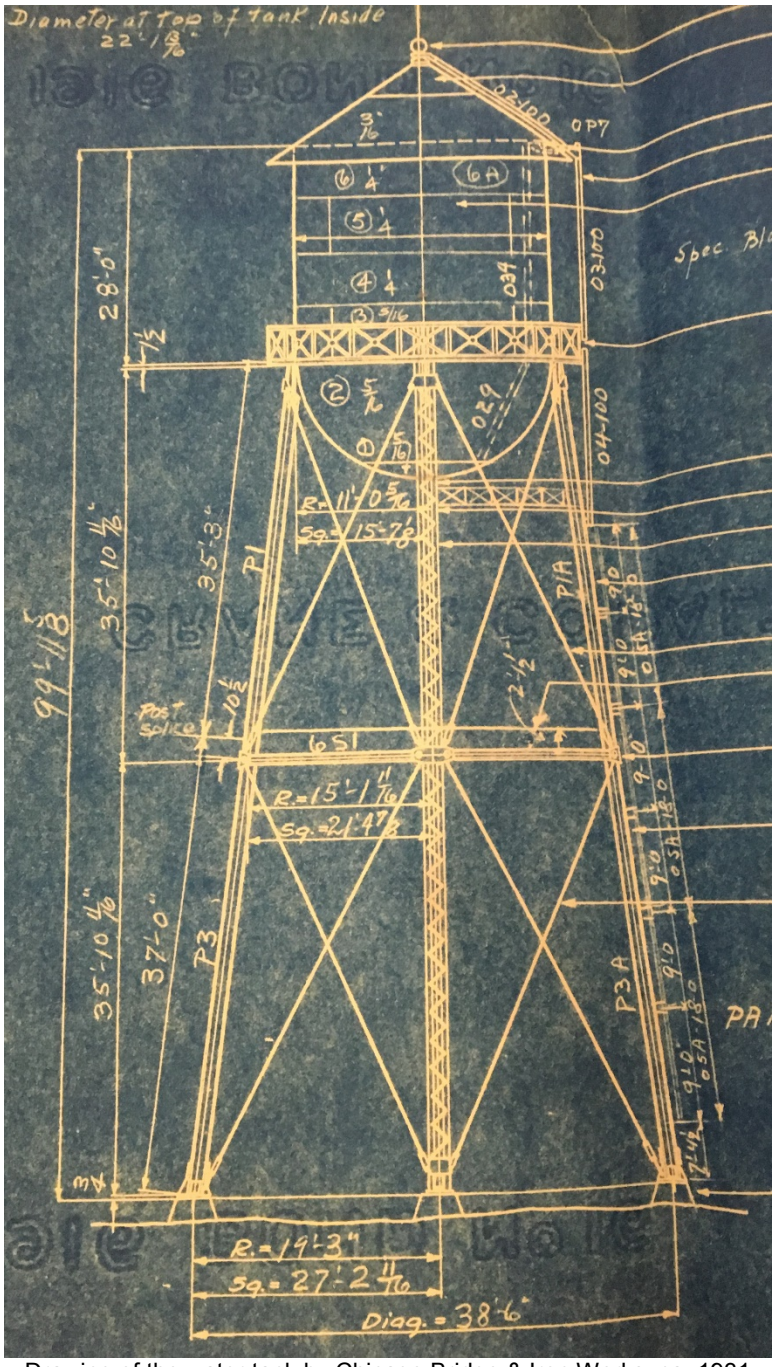
Detail underneath the tank, view southwest (ARG, June 22, 2016)

Detail of the southeast leg (ARG, June 22, 2016)

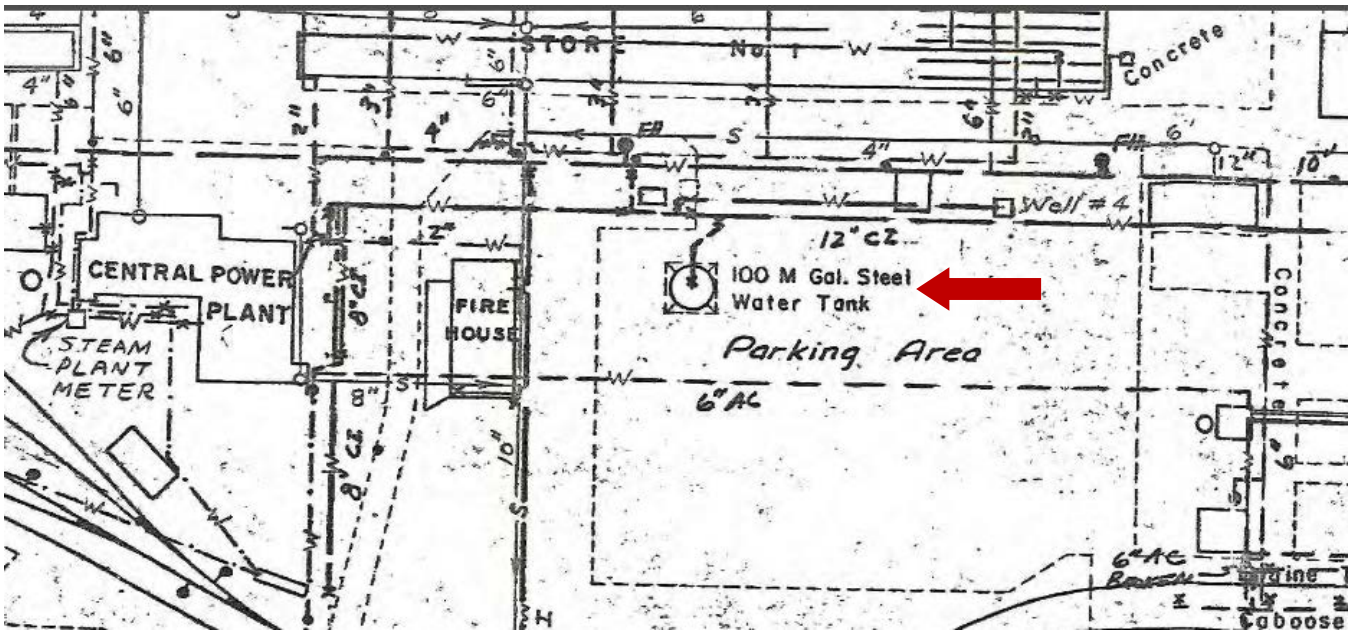
Detail of the concrete foundation of the southwest leg, view southwest (ARG, June 22, 2016)

Central riser pipe extending from the ground (ARG, June 22, 2106)

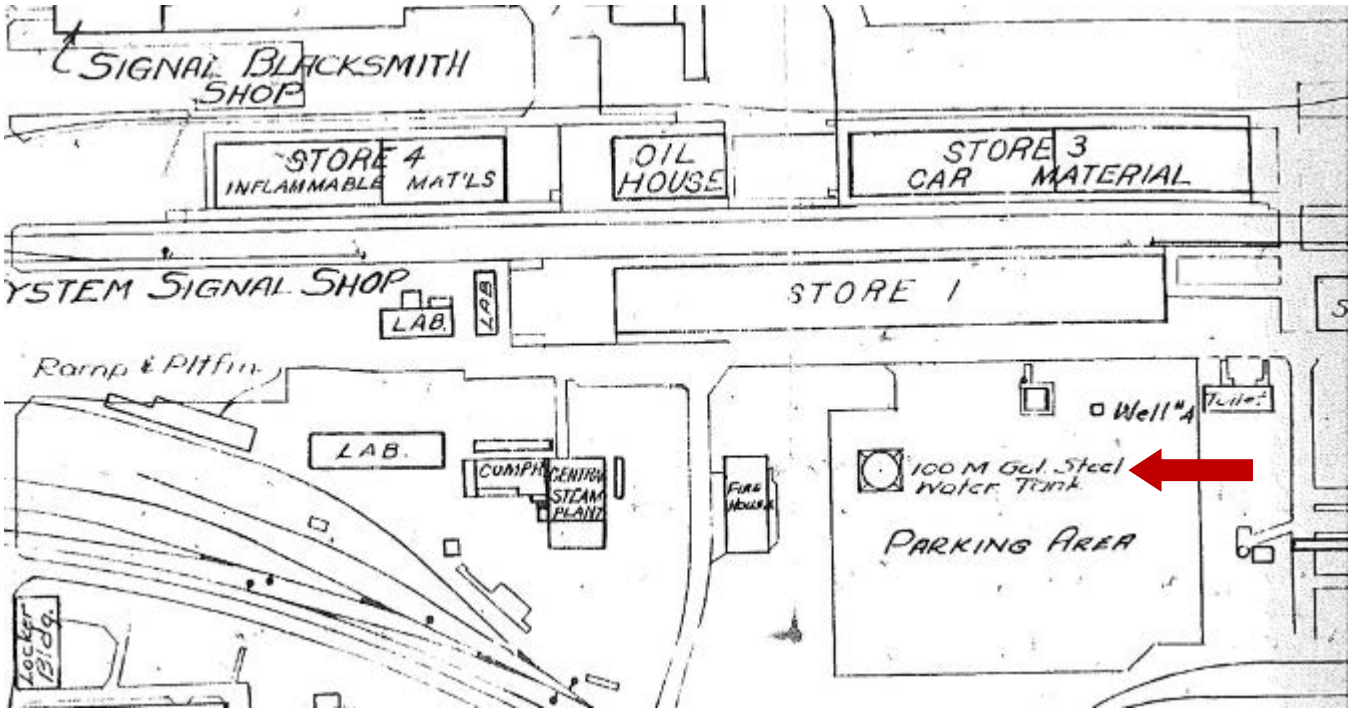
Additional Images:



Drawing of the water tank by Chicago Bridge & Iron Works, ca. 1931
(California State Railroad Museum Library, Box 300.8, ID 28798)



Plan of the Sacramento Railyards, 1965 (revised to 1978); the arrow indicated the location of the water tower
(California State Railroad Museum, annotated by author)



Plan of the Sacramento Railyards, 1971; the arrow indicated the location of the water tower
(California State Railroad Museum, annotated by author)

Photograph of the water tower, ca. 2002, view northeast (Library of Congress, Historic American Engineering Record HAER No. CA-303-J)

Continuation of B12. References:

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