

ORDINANCE NO. 1895

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF SAN RAFAEL AMENDING THE PLANNED DEVELOPMENT (PD-1726) DISTRICT ADOPTED FOR THE SAN RAFAEL SHORELINE CENTER, SHORELINE PARKWAY ZC07-002

WHEREAS, in 1993, the City of San Rafael adopted a Planned Development (PD-1651) District establishing the San Rafael Shoreline Center Master Plan (Shoreline Center). The 44-acre Shoreline Center Master Plan was adopted to permit development of light industrial, office, retail vehicle sales and related uses for the specific parcels within the center. In 1998, the PD-1651 District was amended (to PD-1726 District) to: a) allow retail uses for Parcels 5 and 6 within the center; b) allow food and beverage uses; and c) amend the Master Plan text to adjust trip generation rates and building square footage limitations; and

WHEREAS, in November 2004, the City of San Rafael adopted the San Rafael General Plan 2020 and certified the supporting Final Environmental Impact Report for the plan. This action included, among others, the incorporation of a new Neighborhood Element containing Policy NH-59 (Cal-Pox Site, east of Home Depot) and Program NH-59a (Development Review Process). Policy NH-59 acknowledges that the Cal-Pox site, located east of Home Depot provides an opportunity for commercial development in the East San Rafael area. Program NH-59a states: "As part of a development application, consider land use changes to Cal-Pox Site to allow for development." Consequently, Program NH-59a was specifically crafted and adopted to provide broad opportunities for re-use and re-development, which may necessitate a refinement to the General Plan, which would result in an amendment to the PD-1726 District; and

WHEREAS, on May 11, 2007, planning permit applications were filed with the City of San Rafael, Planning Division proposing development of an approximately 137,000-square-foot Target Store on the 19+-acre Cal-Pox site at the San Rafael Shoreline Center. The planning applications included, among others, a request to amend the San Rafael General Plan 2020 and a Rezoning application to amend the PD-1726 District for the Shoreline Center. The purpose of these applications is to broaden the allowed land uses to include region-serving specialty retail, which would accommodate the Target Store project. The amendment to the PD-1726 District also proposes to update the Shoreline Center Master Plan to delete obsolete standards and/or provisions; and

WHEREAS, following the initial filing of the Target Store planning applications, the City commenced with environmental review of the project. Consistent with the California Environmental Quality Act (CEQA) and the CEQA Guidelines and the City of San Rafael Environmental Assessment Procedures Manual, the appropriate steps were followed to complete environmental review of the project, which included: a) the publication of a Notice of Preparation (NOP) in August 2007 for the purpose of scoping the topic areas of study for the preparation of an Environmental Impact Report; b) the preparation and publication of a Draft Environmental Impact Report (DEIR) in September 2008, which included a 45-day public review process and Planning Commission public hearing for commenting on the DEIR; and c) the preparation of a Final Environmental Impact Report (FEIR) by responding to all comments made and submitted on the DEIR. On October 19, 2009, on a 5-0 vote, the San Rafael City Council adopted Resolution No. 12858 certifying the Target Store FEIR. The certified FEIR assesses the environmental impacts of the proposed amendment to the PD-1726 District; and

WHEREAS, in early 2009, the project sponsor requested that the planning applications for the Target Store project be placed 'on-hold' due to a depressed economy; and

WHEREAS, in Spring 2010, the planning applications for the project were re-activated and the project was amended with minor modifications and revisions including the following: 1) the filing of an accompanying Tentative Map application to divide the 19.42-acre site into two parcels, a 15.82-acre parcel for the proposed Target Store and a 3.6-acre parcel for the existing Sonnen BMW storage lot; 2) the creation of a 1.6-acre landscape easement on the proposed 3.6-acre parcel with the Sonnen BMW storage lot occupying the remaining two acres; 3) relocation of the proposed Target Store building approximately 28 feet northward and 3.7 feet eastward; 4) the addition of three surface parking spaces establishing a total surface parking count of 553 spaces; and 5) modifications to proposed building specifications for LEED Gold green building certification. The modifications propose no change to the general site layout of the building, parking and landscaping, nor is there any change to the building footprint or architecture. Second, the modifications propose no change to the current operation of the BMW vehicle storage lot use authorized by City Use Permit UP03-034, which has no term limits. The BMW vehicle storage lot lease and the proposed landscape easement are structured to run through year 2033 with extension options every five years. The re-activated project continues to propose, and would necessitate an amendment to the PD-1726 District adopted for the Shoreline Center. The project sponsor has agreed to amend the PD-1726 District so as to: 1) limit a 3.6-acre portion of the site for continuation of vehicle storage and a landscape easement; and 2) require that any future redevelopment of the site with a permanent use be subject to a separate amendment to the PD-1726 District (Rezoning) and comprehensive environmental review; and

WHEREAS, draft amendments to the PD-1726 District Shoreline Center Master Plan (Development Plan) have been prepared and are presented in attached Exhibit A. The draft amendments propose:

- a. The incorporation of region-serving specialty retail use as an allowable land use within this planned development district;
- b. General edits and updates to the Master Plan to omit obsolete provisions (trip allocations) and to correct grammar; and improved reference to specific lots and parcels within the district to ensure proper tracking of regulations and provisions; and
- c. The division of Parcel 6 (Cal-Pox site, east of Home Depot) into two land use parcels, a reduced-size Parcel 6 (15.82 acres) for region-serving specialty retail use and a new Parcel 7 (3.6 acres) for vehicle storage and landscape easement. The land use provisions for Parcel 7 would allow the existing vehicle storage lot to continue and the proposed landscape easement as temporary uses, but require an amendment to the Master Plan for permanent use and development of this parcel; and

WHEREAS, the City reviewed the certified FEIR to determine if it adequately assesses the environmental impacts of the re-activated project, which includes the proposed amendments to the PD-1726 District. As a result of this review, expanded and updated information and studies were prepared to address and assess the minor project modifications, resulting in the preparation of an Addendum EIR (Addendum). Although the proposed Tentative Map would result in the creation of a new, 3.6-acre parcel, the City has determined after thorough investigation that any analysis of the environmental impacts of future development of this new parcel would be speculative because such development is not reasonably foreseeable in the near- or mid-future in that: 1) as proposed for amendment, the Shoreline Center Master Plan designates and approves the new parcel for vehicle storage and landscape easement use and that any major application for development of this parcel with a permanent use will necessitate an amendment to the Master Plan; 2) while the terms of the lease and easement include extension options every five years, the full term of each run through 2033, which is beyond the San Rafael General Plan 2020 planning forecast period for environmental review; and 3) the parcel has been used for vehicle storage for over seven years and there is no indication that either party intends to terminate the lease. Furthermore, even if there was some indication that the lease may not continue, there is no indication of what use might replace the vehicle storage lots or what environmental effects would be associated with a new use. By separate resolution, the City Council has adopted the Addendum; and

WHEREAS, in considering the Rezoning application to amend the PD-1726 District, the City Council has reviewed and considered the Addendum for the re-activated Target Store project, along with the previously certified FEIR and all applicable mitigation measures therein. The certified FEIR has concluded that the General Plan Amendment (GPA07-004) proposed for this project will result in significant and unavoidable, adverse environmental traffic impacts to the Bellam/Kerner Boulevard intersection due to potential conflicts with Land Use Element Policy LU-2, Circulation Element Policy C-5, Neighborhood Element Policy NH-59 and Infrastructure Policy I-2. The proposed amendment to the PD-1726 District is dependent upon the adoption of this General Plan Amendment. However, it is noted that Policy C-5, which sets the acceptable LOS standards for traffic, also provides in sub-section (D), that “in order to balance the City’s objectives to provide affordable housing, maintain a vital economy and provide desirable community services with the need to manage traffic congestion, projects that would exceed the level of service standards [set forth above] may be approved if the City Council finds that the benefits of the project to the community outweigh the resulting traffic impacts.” The City Council has weighed the proposed project benefits against the unavoidable, adverse environmental effects. By separate resolution, consistent with CEQA Guidelines Section 15063 and consistent with San Rafael General Plan 2020 Circulation Element Policy C-5D (Evaluation of Project Merits) and Program C-5c (Exception Review), the City Council has approved CEQA Findings of Fact, an exception to the Circulation Element Policy C-5 (Level of Service), and a Statement of Overriding Considerations, which support approval of the proposed Target Store project and the accompanying planning applications. This separate resolution also approved a Mitigation Monitoring and Reporting Program (MMRP) to ensure that required mitigation measures are incorporated into project action; and

WHEREAS, by separate resolution, the City Council has adopted General Plan Amendment GPA07-004, which would permit region-serving specialty retail uses at the San Rafael Shoreline Center, subject to property and building size regulations; and

WHEREAS, on November 9, 2010, the Planning Commission held a duly noticed public hearing on the proposed Rezoning application to amend the PD-1726 District, accepting all public testimony and the written report of the Department of Community Development. On a 5-2 vote (Commissioners Kirchmann and Sonnet dissenting), the Planning Commission adopted Resolution No. 10-20 recommending to the City Council adoption of the amendment to the PD1726 District; and

WHEREAS, on December 6, 2010, the City Council held a duly noticed public hearing on the proposed Rezoning application to amend the PD-1726 District, accepting all public testimony and the written report of the Department of Community Development. Following closure of the public hearing, the City Council voted to continue the matter to December 20, 2010 in order for staff and the project sponsor to respond to public testimony; and

WHEREAS, on December 20, 2010, the City Council held a public hearing and considered the Rezoning application to amend the PD 1726 District along with responses to public testimony. Following closure of the public hearing, the City Council voted to continue the matter to a date uncertain in order for staff to prepare a Community Impact Report; and

WHEREAS, on April 4, 2011, the San Rafael Community Impact Study of a Proposed Target Retail Store (Community Impact Report) was completed by AECOM and published consistent with the scope approved by the City Council on January 3, 2011. The Community Impact Report was made available for review. The Community Impact Report has been accepted by the City Council through the adoption of a separate resolution; and

WHEREAS, on April 18, 2011, the City Council considered the Rezoning application to amend the PD 1726 District; and

WHEREAS, the custodian of documents which constitute the record of proceedings upon which this decision is based, is the Community Development Department.

NOW, THEREFORE, BE IT RESOLVED, that the City Council hereby makes the following findings required under San Rafael Municipal Code (Zoning Ordinance) Section 14.07.090 (Planned Development District) and 14.27.060 (Amendments) in support for a recommendation to the City Council approval of Rezoning application ZC07-001 amending PD-1726, Shoreline Center Master Plan as follows:

1. As amended by action of General Plan Amendment application GPA07-004, the proposed amendments to the PD-1726 District would be consistent with the San Rafael General Plan 2020 in that:
 - a. The action would broaden the permitted uses for the Shoreline Center to include region-serving specialty retail use, which would be consistent with Neighborhood Element Policy NH-59 (Cal-Pox site), as amended, and with the allowable uses for the Light Industrial/Office land use designation in Land Use Element, Exhibit 11, as amended. The Shoreline Center contains two sites that are over 10 acres in size that are suitable for region-serving specialty retail use (Parcel 1, Home Depot and Parcel 6, proposed Target Store).
 - b. As drafted, overall, the amendments would be consistent with: a) Neighborhood Element Policy NH-52 (New Business Development), by promoting a slightly broader allowance, yet localized application for specialty retail use in the Light Industrial/Office designated areas; b) Economic Vitality Element Policies EV-2 (Seek, Retain and Promote Businesses that Enhance San Rafael), EV-4 (Local Economic and Community Impacts), EV-8 (Diversity of our Economic Base), and EV-13 (Business Areas) in that it would encourage this use at the Shoreline Center where there is adequate land area to accommodate this special type of land use. Further, the broader allowance of uses would be consistent with Governance Element Policy G-1 (Jobs and Diversity) in that it would encourage a use that would provide additional employment opportunities in the community.
 - c. The action would acknowledge the creation of a new parcel within the Shoreline Center (Parcel 7), which is currently developed with a vehicle storage lot, and as proposed, would continue in addition to a landscape easement. As proposed and as recommended in Exhibit A, the vehicle storage lot and landscape easement are tied to the terms of a lease that runs through year 2033, and early termination of the lease and easement for development of the site with a permanent use will necessitate an amendment to the Master Plan and associated environmental review. This proposed provision in Exhibit A is consistent and would not be in conflict with San Rafael General Plan 2020 Land Use Element Policy LU-2 (Development Timing), Neighborhood Element Policy NH-59 (Cal-Pox Site), Circulation Element Policy C-5 (Traffic Level of Service) and Infrastructure Element I-2 (Adequacy of City Infrastructure and Services), which are adopted for the purpose of avoiding or mitigating a physical, environmental effect associated with traffic, in that it would not authorize any site development of this new parcel without amending the Master Plan and conducting the appropriate environmental review. Further, use of this new parcel with the continued operation of a vehicle storage lot and landscape easement would be consistent with Land Use Element Policy LU-4 (Interim Use of Property) as it would permit an interim, reasonable use of this parcel in an area where there is limited traffic capacity for permanent, new development.

- d. The action would be consistent and not in conflict with Land Use Policy LU-9 (Intensity of Nonresidential Development), which sets land use intensity limits for the site under the current Light Industrial/Office land use designation in that the action would not change or increase the level of development or floor area ratios that are presently adopted and authorized under the Shoreline Center Master Plan.
 - e. The action would be consistent with Community Design Element Policy CD-5 (Views), Conservation Element Policies CON-1 (Protection of Environmental Resources) and CON-4 (Wetland Setbacks) in that the amendments do not propose to significantly change the development and spatial regulations (e.g., setbacks, building heights, lot coverage) or the design standards (building and landscape standards and guidelines) that would influence building size, building location or spacing, amount or location of open space, or the distance and setbacks from the bay or wetlands, as set forth in the presently adopted Shoreline Center Master Plan.
2. As proposed, the amendments to the Shoreline Center Master Plan (Development Plan) are appropriate for the location and overall planning for the center, and will promote the maintenance of an environment of sustainable desirability and stability and will not impact the amount of open space that was initially planned and required for this district in that:
- a. The amendments would expand the allowable land uses within the district to include region-serving specialty retail use, but would not result in additional allowances or changes to the existing, adopted building intensity limits (no increase in allowable floor area ratio or building area).
 - b. The Shoreline Center and corresponding district is presently developed with a full roadway system and utility infrastructure to accommodate development on each parcel within the center. The amendment would result in no changes to this system or infrastructure.
 - c. The Shoreline Center and corresponding district is presently planned and developed to site all required open space, including the siting and dedication of the public Shoreline Path connecting from the terminus of Shoreline Parkway, which will not be impacted or changed as a result of the amendments.
 - d. As proposed and as conditioned, the amendments to the Shoreline Center Master Plan (Development Plan) will not impact public facility services that are currently provided to the center for individual parcel development, nor will amendments impact the established or planned auto, bicycle or pedestrian traffic system within this district. The infrastructure within the Shoreline Center is designed to accommodate the site development and build-out, with some exceptions. Specifically, the FEIR prepared and certified for the Target Store project, proposed for Parcel 6 (discussed above) concludes that development of this project would result in LOS E conditions at the Francisco Boulevard East and Shoreline Parkway intersection and that the stormwater drainage pipe in Shoreline Parkway is not adequate to accommodate runoff from this project. Mitigation measures have been adopted (Mitigation Measures T3 and WQ8) to reduce or eliminate these impacts, which would be required in conjunction with site development. To ensure implementation, amendments are incorporated into the Master Plan (Exhibit A) to require future project compliance with the Mitigation Monitoring and Reporting Program (MMRP), which is recommended for approval by separate resolution.
3. As proposed, the public health, safety and general welfare would be served by the adoption of the amendments to the Shoreline Center Master Plan (Development Plan) in that:
- a. The action would not result in the addition of land use or development intensity, nor would it change the development and spatial regulations (e.g., setbacks, building

- heights, lot coverage) or the design standards (building and landscape standards and guidelines) that would influence building size, building location or spacing, amount or location of open space.
- b. The action would not impact the integrity of the closed landfill, or the general monitoring and management requirements of the landfill. The FEIR prepared and certified for the Target Store project (referenced above) includes mitigation measures that ensure there are minimal impacts to the landfill resulting from center development and that the monitoring and management requirements are retained. As noted above, by separate resolution, the City has approved a Mitigation Monitoring and Reporting Program (MMRP), which identifies all required measures to reduce or eliminate environmental impacts, including, but not limited to geology/soils, drainage/hydrology, hazards and hazardous materials, and air quality. While the application of these measures is most appropriate in the review of development on individual sites within the center, amendments are incorporated into the Master Plan (Exhibit A) to ensure future project compliance with the MMRP.
 - c. This action would be consistent and provide consistency with the zoning provisions of the San Rafael Municipal Code Title 14. Specifically, the proposed amendment to allow region-serving specialty retail use in the General Plan Light Industrial/Office designation would be consistent, in part, with the zoning definition for region-serving specialty retail use in the San Rafael Municipal Code (SRMC) Title 14, (Zoning). SRMC Title 14 defines region-serving specialty retail as generally high-tax-generating retail uses in buildings that are more than 50,000 square feet in size.
 - d. The City Council has determined, through adoption of a separate resolution of CEQA Findings of Fact and Statement of Findings of Overriding Consideration, that the benefits of the project outweigh the unavoidable, adverse environmental effects of the action. These findings conclude that the amendments would be consistent with and implement Circulation Element Policy C-5D (Evaluation of Project Merits) and Program C-5c (Exception Review), which acknowledge that the City may approve an action that would exceed the LOS standards set by Policy C-5, if the City finds that the benefits of the project to the community outweigh the traffic impacts. The findings in this separate resolution are reaffirmed herein to support this action to amend the PD-1726 District.

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF SAN RAFAEL DOES HEREBY ORDAIN AS FOLLOWS:

DIVISION 1.

Ordinance No. 1726 (PD-1726 District) is hereby amended to incorporate edits, additions and deletions to selected chapters and sections set forth in attached Exhibit A, incorporated herein by reference.

DIVISION 2.

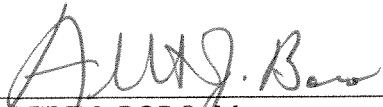
If any subsection, sentence clause or phrase of this ordinance amendment is, for any reason, held to be invalid, such decision shall not affect the validity of the remaining portions of this added ordinance section.

DIVISION 3.

A summary of this Ordinance shall be published and a certified copy of the full text of this Ordinance shall be posted in the office of the City Clerk at least five (5) days prior to the Council meeting at which it is adopted.

This ordinance shall be in full force and effect thirty (30) days after its final passage, and the summary of this ordinance shall be published within fifteen (15) days after the adoption, together with the names of those Councilmembers voting for or against same, in the Marin Independent Journal, a newspaper of general circulation published and circulated in the City of San Rafael, County of Marin, State of California.

Within fifteen (15) days after adoption, the City Clerk shall also post in the office of the City Clerk, a certified copy of the full text of this ordinance amendment along with the names of those Councilmembers voting for or against the amendment.


ALBERT J. BORO, Mayor

ATTEST:


ESTHER C. BEIRNE, City Clerk

The foregoing Ordinance No. 1895 was read and introduced at a special meeting of the City Council of the City of San Rafael on the 21st day of April 2011, and was ordered passed to print by the following vote, to wit:

AYES: COUNCILMEMBERS: Heller, Levine and Mayor Boro

NOES: COUNCILMEMBERS: Brockbank and Connolly

ABSENT: COUNCILMEMBERS: None

and will come up for adoption as an Ordinance of the City of San Rafael at a Regular Meeting of the Council to be held on the 16th day of May 2011.


ESTHER C. BEIRNE, City Clerk

ATTACHMENT: EXHIBIT A

EXHIBIT A

MASTER PLAN FOR DEVELOPMENT OF THE SHORELINE CENTER

REVISED: APRIL 28, 1998 (Ordinance 1726)

REVISED: April 21, 2011 (presented in underline/strikeout format)

I. Development (Site) Plan for Shoreline Center

The following development and performance standards for this Master Plan reference parcel numbers (e.g. Parcel 1) recorded for the individual sites within the Shoreline Center. Please refer to Exhibit A-1 for this map. As of the date of this adopted Master Plan amendment, the parcels within this center are approved and/or development as follows:

<u>Parcel 1:</u>	<u>Home improvement- retail sales (Home Depot)</u>
<u>Parcel 2:</u>	<u>General Office (two-story office building)</u>
<u>Parcel 3:</u>	<u>Vehicle Sales and Service (BMW Dealership)</u>
<u>Parcels 4 and 4a:</u>	<u>Vehicle Sales and Service (developed Dealership)</u>
<u>Parcel 5:</u>	<u>Vacant</u>
<u>Parcel 6:</u>	<u>Region-Serving Specialty Retail (Target Store)</u>
<u>Parcel 7:*</u>	<u>Vehicle storage lot and landscape easement</u>

* The terms of the vehicle storage lot lease and landscape easement extend through year 2033. In the event (or when) the lease and easement are terminated, or when permanent development of this parcel is proposed, an amendment to this Master Plan (Development Plan) shall be required for development of this parcel with a permanent use and shall be processed as a major application as described in Section XIV below.

I.II. The floor area ratios ("FAR") for the property shall be:

- A. The FAR for 100% office uses shall be .26.
- B. The FAR for specialty retail, region-serving specialty retail and food and beverage service establishments uses shall be .32.
- C. The FAR for light industrial uses containing up to 25% office and for indoor recreational uses shall be .38.
- D. The FAR for light industrial uses containing 50% office uses shall be .30.
- E. The FAR for light industrial uses containing more than 25%, but less than 50%, office uses shall be determined by subtracting from .38 an increment of .003125 for each one percent of office uses in excess of 25% of office uses.
- F. The FAR for light industrial uses containing more than 50%, but less than 100%, office uses shall be determined by subtracting from .30 an increment of .0008 for each one percent of office uses in excess of 50% of office uses.
- G. The FAR for parks, playgrounds and outdoor recreational facilities shall be 0.00.

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H. In no case shall the San Rafael General Plan FAR limits be exceeded for approval of development on individual parcels.

~~II. The number of P.M. Peak Hour Trips for the property is 1210.~~

~~The number of PM peak hour trips (1210) allocated to the Shoreline Center, and analyzed in the EIR process was based on the General Plan 2000 land use and construction of infrastructure and circulation improvements in place. The most current and available traffic data, as approved by the City Traffic Engineer, shall be used to analyze traffic impacts for each development project submitted. This includes traffic impact analysis for combinations of projects to assure that the Level of Service (LOS) standards (as set in the General Plan), urgent available roadway and intersection capacity, and all other City policies and requirements are met.~~

III. The permitted uses of the property shall be:

- A. Light industrial uses.
- B. Research and development.
- C. Professional, administrative and general offices.
- D. Retail sales of: home improvements goods and supplies; home furnishings and equipment; and office supplies, equipment and furniture.
- E. Other specialty retail and region-serving specialty retail uses. These uses shall require subject to the approval of an individual use permit by the Planning Commission. Region-serving specialty retail uses are permitted on Parcels 1 and 6 only, as these parcels are greater than 10 acres in size and can accommodate a building size of 50,000 square feet (as defined by the San Rafael Municipal Code Title 14, Zoning).
- F. Motor vehicle sales and service and the sale of motor vehicle parts and accessories.
- G. Warehousing, storage and distribution. Any such use located adjacent to the Shoreline Park shall require approval of an individual use permit by the Planning Commission.
- H. Ancillary employee serving restaurants and service businesses.
- I. Contractor storage yards compatible with adjacent uses subject to design control through Use Permit approval by the Zoning Administrator.
- J. Food and beverage service establishments (other than ancillary employee servicing restaurants) may be permitted with a Use Permit by the Planning Commission.
- K. Parks, playgrounds, and recreational facilities (both indoor and outdoor) associated with temporary uses may be permitted with a Use Permit by the Planning Commission.

In connection with processing a Master Use Permit, the Planning Commission shall implement the conditions of approval which are recommended by the planning staff as EIR mitigations in the staff report dated June 15, 1993 which recommended approval of

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this Master Plan, or such modifications of, or additions to, those conditions as the Planning Commission may determine are consistent with City policy and CEOA.

- IV. Minimum Parcel Size: ~~The General Plan Floor Area Ratios (FAR) may not be exceed for each parcel. As part of the development review process, each specific development project shall be reviewed to ensure that there are adequate PM peak hour trips available for build-out of the entire site.~~

- A. ———The minimum developable parcel size shall be 40,000 gross square feet and in no case shall the minimum parcel width be less than 130 feet.

- V. Building Setbacks and Landscape Buffers:

- A. Building setbacks are as follows:

1. Buildings directly adjacent to the San Rafael Shoreline Park Band shall have a setback of 37 ½ feet measured from the property line.
2. Buildings on parcels 1 and 6 adjacent to designated bay wetlands shall have a minimum setback of 100 feet measured from the edge of the wetlands.
3. Buildings adjacent to a public subdivision street shall have a minimum setback of 25 feet measured from the property line.
4. All other building setbacks shall be a minimum of 10 feet from adjacent property lines, except that a building may be coincident with a property line if the building adjacent has a minimum setback of 20 feet from the common property line.
5. Buildings ~~higher~~ taller than two stories shall be set back a minimum of 50 feet from the property line.
6. Building facades or setbacks along the San Rafael Shoreline Park Band shall be varied to prevent the visual impression of a continuous wall of buildings.

- B. Exceptions within building setbacks: (except for buildings adjacent to the San Rafael Shoreline Park Band)

1. Roof overhangs may extend a maximum of 10 feet.
2. Steps, ramps, walkways.
3. Paving and curbing.
4. Fences used for screening of loading and storage areas, equipment, trash enclosures and other like elements required for functional use of the property shall be no higher than 10 feet along any public right-of-way and shall not be located within a landscape buffer.

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5. Retaining walls 4 feet or less in height.
- C. Landscape buffers are as follows:
1. A landscape buffer is a landscaped area located between building and parking areas or property lines. Walkways, benches, public utilities, driveways and the like are permitted within landscape buffers. No intrusion is permitted within the 37'—6" wildlife corridor adjacent to the San Rafael Shoreline Park Band or within landscape buffers adjacent to designated wetlands on parcels 1, 3, 5, and 6.
 2. Property adjacent to the East San Rafael Shoreline Park, and MMWD Pond on Parcel 5 shall have a minimum landscape buffer area between the property line and inward 5' to 10' from the top of bank. A solid 5-foot high fence shall be located on the inbound side of the buffer area.
 3. Property adjacent to the San Rafael Shoreline Park Band shall have a minimum landscape wildlife corridor buffer of 37'—6".
 4. Property adjacent to designated bay wetlands on parcel 1 shall have a minimum landscape buffer of 25—feet from the property line. A landscape buffer area of 5' to 10' from the top of bank shall be provided along the west side of parcel 1 with a solid 5-foot high fence located on the inbound side of this buffer area. In addition, landscaped buffer area from the parcel property line to the edge of the approximate 20-foot wide city—owned property at the toe of the landfill slope shall be provided.
 5. Property adjacent to designated wetlands on the northern edges of parcel 6 shall have a minimum landscape buffer of 25-feet from the property line. An additional landscape buffer area from the parcel property line to the edge of the approximately 20-foot wide city-owned property at the toe of the landfill slope shall be provided. The specific location of a 5-foot high vegetated berm along the northwest and northern edges of parcel 6 shall be determined when specific development plans for the parcel are designed so that the exact location will provide adequate screening of vehicle headlights from the wetlands.
 6. Property adjacent to a public street shall have a minimum landscape buffer of 15-feet from the property line.
 7. The landscape buffer adjacent to the northern side of parcel 3 shall be approximately 5' to 10' from the top of the bank with a solid 5-foot high fence located on the inbound side of this buffer area and shall also include landscaping north to the city-owned access road.
 8. All other landscape buffers shall be a minimum of 10—feet from adjacent properties, except as noted in V.A.4., above.

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VI. Building Height and Separation:

- A. Building height shall not exceed ~~the lesser of~~ 3 stories or 36 feet, whichever is less.
- B. In order to preserve views to the Bay, buildings located adjacent to the San Rafael Shoreline Park Band shall be located so as to provide a minimum of two view corridors. The aggregate width of all view corridors shall be no less than 200 feet. A view corridor between buildings shall be no less than 50 feet.
- C. Exceptions to the building height limit are:
 - 1. Roof mounted equipment, screens and enclosures.
 - 2. Telecommunications equipment.
 - 3. Elevator overruns.
 - 4. Roof access enclosures.
 - 5. Flag poles.
 - 6. Parapets.
 - 7. Architectural features.

VII. Off-Street Parking and Loading:

- A. Off-street parking and loading shall be provided as specified in the City of San Rafael Zoning Ordinance, Chapter 14.18.
- B. Parking dimensions shall be as in the City of San Rafael Zoning Ordinance, Chapter 14.18.
- C. Barrier free parking shall be provided as required by the State of California, Title 24, current edition.
- D. All parking spaces shall be striped and signed as required by local and State agencies.
- E. Compact car spaces may be provided up to a maximum of 30% of all spaces required.

VIII. Landscaping Standards:

- A. Landscaping design concepts and planting palettes shall conform to the intent of the plans and diagrams approved as part of the Master Plan and shall reflect the list of suitable species shown in the Shoreline Enhancement Plan.
- B. Drought tolerant planting shall be provided as required by the Marin Municipal Water District.

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- C. A minimum 6 foot wide landscape area shall be provided along the front facade of buildings except where pedestrian, vehicular or service access is required.
 - D. A minimum 6 foot wide landscape island exclusive of curbs shall be provided at the end of all parking rows, except those rows which occur adjacent to buildings. A planting island shall be a minimum of 36 sq. ft. exclusive of curbs.
 - E. Trees shall be provided over the entire parcel at a minimum ratio of 1 tree per 4 parking spaces provided.
 - F. The use of earth berms or hedges ~~are~~ is encouraged to screen parked cars from public streets.
 - G. A water conservation and long term maintenance program for both permanent and interim landscaping shall be submitted prior to issuance of Building Permits.
 - H. All planter beds adjacent to vehicular circulation shall be protected by 6" high (minimum) concrete curbing.
 - I. The Shoreline Center landscape plan shall meet all landfill closure requirements and standards prescribed in Title 14, CCR, Article 7.8 regarding establishment and maintenance of the vegetation cover, including depth of vegetation and irrigation standards. Given the unique closure condition and site exposure to the bay, the landscaping for Parcel 6 shall be monitored over a period of time following installation to ensure successful growth and cover. The term and requirements for this monitoring shall be imposed and implemented through the Use Permit and Environmental and Design Review Permit approved for Parcel 6.
 - J. Landscaping:
 - 1. Street trees, as approved by the City Engineer shall be installed throughout the subdivision.
 - 2. All proposed street trees shall be planted with plastic root shields as approved by the City Engineer when street improvements are installed.
 - K. Swales shall be constructed in landscape buffer areas at the perimeter of the project site so excess rainfall can drain offsite rather than infiltrate into the landfill. Tile drains shall be installed beneath irrigated areas in the landscape buffer to ensure adequate drainage. Swales shall be designed to connect existing catch basins.
- IX. Signage:
- A Sign Program for the Shoreline Center shall be developed and approved in conjunction with the Master Use Permit for the site. This program addresses project directional signage, building and tenant signage, and shoreline access signage.

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MASTER PLAN FOR DEVELOPMENT OF THE SHORELINE CENTER

X. Lighting:

A lighting program addressing public streets, site and project circulation routes, parking areas, service areas, pedestrian areas, exterior building and entrance lighting, and project perimeter lighting shall be developed and approved in conjunction with the Master Use Permit for the site.

XI. Development Phasing:

Parcel 1 shall be the first to be developed. The development of the remainder of the phases of the project may occur in any combination or order. Individual phases may be further divided into sub-phases if appropriate.

XII. Design Guidelines:

All parcels shall comply with the requirements of the City Environmental and Design Review Ordinance and with the following Design Guidelines:

A. Architectural Design Guidelines:

1. Buildings adjacent to the San Rafael Shoreline Park Band should be appropriately oriented to the Bay. This relationship should encourage views to the Bay for office users as well as pedestrians.
2. Parking areas will not be located closer to property lines than the minimum Landscape buffer.
3. Wherever practical, facilities and techniques to reduce consumption of energy and water resources shall be utilized. At the time of application for new construction, addition or renovation, all buildings and improvements shall be designed to comply with the latest, adopted City of San Rafael Green Building Ordinance.
4. Roof appurtenances such as mechanical equipment or antennae shall be screened from public views.
5. Buildings located adjacent to San Rafael Shoreline Park Band should provide an attractive, high quality design incorporating colors and materials which are compatible with the surroundings and which enhance the Bay front, and provide surveillance of the Shoreline Band area.
6. All service areas should be screened through use of berms, walls and landscaping adjacent to the San Rafael Shoreline Park Band and Bay wetlands.
7. Use of architectural materials which cause glare is discouraged.
8. Building lighting should enhance the security of the area, be compatible with the building's architectural design and the lighting of adjacent buildings, and avoid glare.

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B. Landscape Design Guidelines:

1. Planting on individual parcels shall be designed to enhance compatibility and harmony between adjacent parcels, as well as the Shoreline Enhancement Plan and the Shoreline Park Master Plan.
 - a. Landscape planting shall be coordinated with the Shoreline Enhancement Plan improvements during each phase of the proposed Master Plan build out period.
 - b. The Landscape Plan should be updated, yearly at a minimum, to reflect the status of the Enhancement Plan during the interim period to conclusion of project build out. The City of San Rafael's efforts to complete the Park Master Plan and Enhancement Plan shall be incorporated to ensure that all plans are complementary and compatible.
 - c. California native plants with upland habitat values shall be used in landscaping all perimeter areas upslope of marsh habitat. Upland vegetation shall be established in zones that blend with natural plant communities and are compatible with the Enhancement Plan objectives.
2. Maximum use shall be made of drought resistant plant species to minimize consumption of irrigation water. All landscape design shall comply with the water efficient landscape standards and requirements adopted by Marin Municipal Water District (MMWD).
3. Private open spaces, promenades and activity areas such as outdoor eating areas should be oriented toward the San Rafael Shoreline Band, but shall remain outside of the 37'-6" wildlife corridor.
4. Landscape design should compliment the San Rafael Shoreline Park Band landscape, plant materials and furnishings.
5. Landscaping adjacent to identified habitat areas should increase habitat value.
6. Site development and landscape design should ensure flood control, minimize erosion and adverse impacts to existing habitat areas.
7. Landscape designs should enhance the architectural character of buildings and reinforce building form and site circulation patterns.
8. Landscape irrigation systems shall be designed to conform with guidelines established by MMWD for use of reclaimed water.
9. Prior to recording of the final subdivision map, a detailed, site-specific Best Management Practices (BMP's) program shall be implemented to avoid, reduce, and control stormwater loadings from proposed developments. Elements in the BMP program shall be based on the RWQCB's nonpoint source control program. Use the results gained from the Santa Clara and Alameda County programs for

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similar watersheds and land use mixes to establish site— specific control measures for Shoreline Center.

When Marin County implements its Urban Runoff Baseline Control Program, the results of the program will be used in targeting the specific BMP's for the Master Plan based on expected business use mixes in final build out.

10. A Marsh Monitoring Program shall be established to track potential impacts on the marshes and institute a corrective action process if impacts are detected. The program should be designed to detect and remedy adverse impacts on the marsh that may occur with future business use. Implement the following measures:

During and after construction, remove litter and take steps to decrease the contributing sources such as increased signage, numbers of waste receptacles, covering of trash containers, and other reasonable measures to avoid litter entering the marsh.

During construction, erect signs at points of entry that identify the marshes as wildlife habitat and that disturbance of wildlife, trespassing on vegetation, and disposal of litter is detrimental to the values of the marsh.

The project proponent should undertake efforts to maintain and enhance the habitat values of the marsh and restored upland areas surrounding the development. Monitoring shall be integrated with implementation of the Park Master Plan and the Enhancement Plan. The plan should include measures such as the cost of additional and replacement signage, litter removal, plant materials, tools, publicity, and similar measures to enhance the marsh community, and improve Shoreline Center worker and visitor awareness to marsh values, vulnerability, and sensitivities to human interferences.

Project owners should actively participate in any source reduction and/or recycling programs currently implemented in the City to help reduce the amount of waste generated at the source of production as well as encourage recycling.

C. General Circulation and Access Guidelines:

1. Site entry patterns should reinforce the location of building entries, or be oriented toward open views, landscape clusters or architectural features to establish a sense of entry.
2. Special landscape features such as pylons, gateposts, signage, landscaping or special paving should be placed at the entries to major elements of the project.
3. Where appropriate to the use, service access shall be separated from primary vehicular entries and pedestrian oriented areas, by location or attractive screening.

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XIII. Environmental Mitigation

Application and implementation of this PD District for development of the Shoreline Center is subject to the following environmental mitigation requirements:

1. All mitigation measures adopted with the Shoreline Center EIR (1998).
2. For Parcel 6, compliance with and implementation of the Mitigation Monitoring and Reporting Program (MMRP) prepared and approved for the Target Store Final Environmental Impact Report and Addendum (November 2010), which is on file with the Community Development Department. Where appropriate, the mitigation measures listed in this MMRP shall be required as conditions of approval for site development of Parcel 6 and implemented as part of site development.

XIV. PD District Amendments and Modifications

Any modifications to the Master Plan, additions to structures or improvements within this PD District shall be reviewed to determine if such addition/improvement is major or minor. If such modifications, additions or improvements are determined to be minor by the Community Development Director, they can be authorized or approved without a modification or amendment to this PD District.

Any modifications to the Master Plan regulations or the attached Development Plan that are determined to be major by the Community Development Director shall require an amendment to this PD District.

SHORELINE CENTER MASTER PLAN

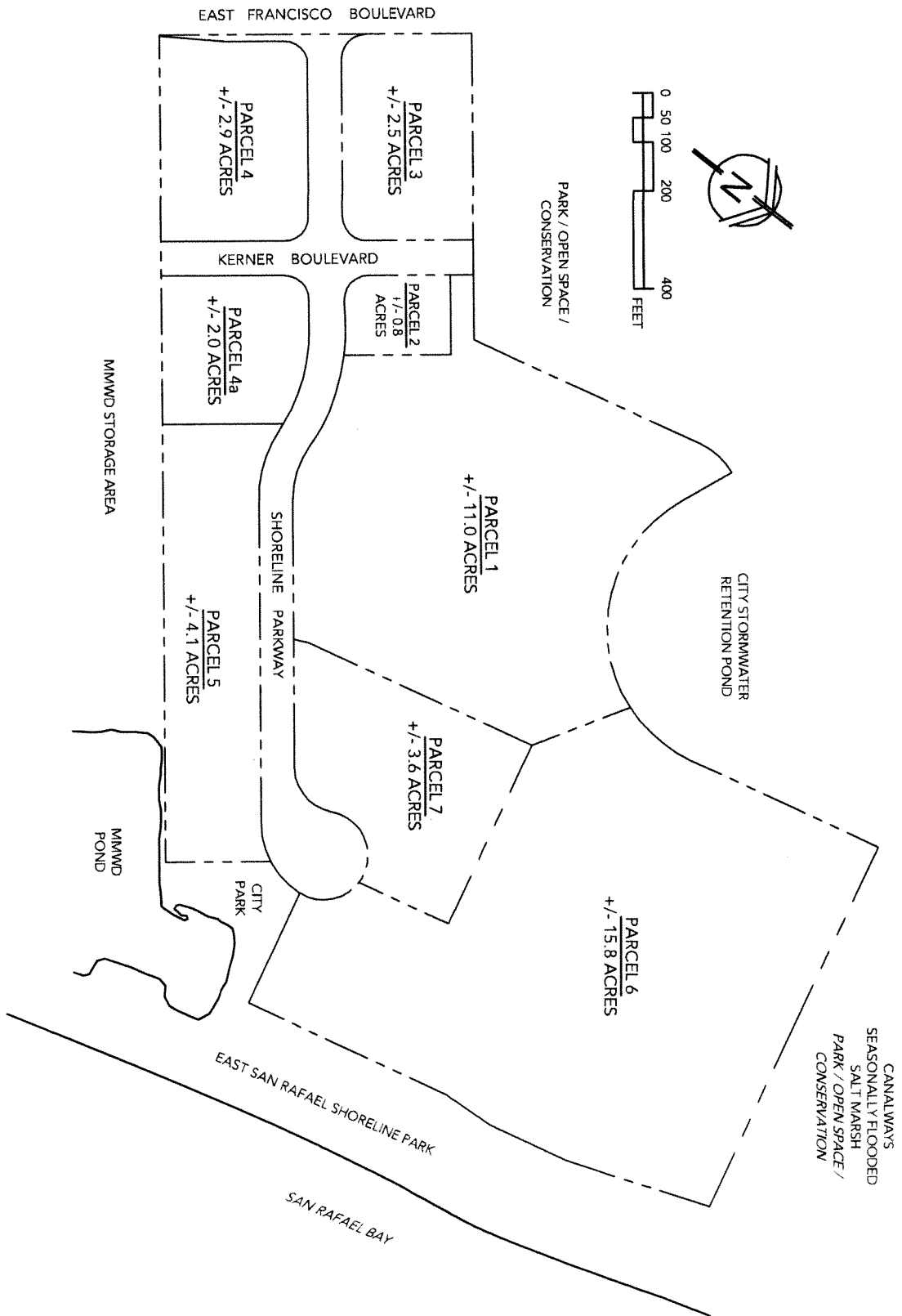


EXHIBIT A-2

**LEGAL DESCRIPTION
For
SHORELINE CENTER**

All that certain real property situated in the City of San Rafael, County of Marin, State of California, described as follows:

Lots 1 through 6 as shown on that certain Map entitled "Map of Shoreline Center," as amended in Exhibit A-1 to reflect a division of Parcel 6, filed for record March 23, 1994 in Volume 21 of Maps, at Page 27, Marin County Records.