RESOLUTION NO. 2867-11

A RESOLUTION OF THE TOWN COUNCIL OF THE TOWN OF WINDSOR APPROVING THE TENTATIVE MAP FOR THE BELL VILLAGE PROJECT (FILE NO. GPA/ZC/UP/MJS 09-17; LLA 09-57)

WHEREAS, the Town of Windsor Town Council considered the request from Jeff Civian / OSL Management LLC for Use Permit (including Site Plan and Design Review) and Tentative Map approval of a commercial and residential planned development including 387 dwelling units and an 83,500+/- sq. ft. retail center on 25+/- acres. A General Plan Amendment is requested to amend the land use category from the existing "Mobile Home Park (8-12 units/acre)" category to the "Compact Residential (12-32 units/acre)" on 18.1 +/- acres and to the "Retail Commercial" category on 6.3 +/- acres. A Rezoning is also requested from the existing "Medium Density Residential (8-12 units/ acre)" to the "CR (Compact Residential, 12-32 units/acre)" district on 18.1 +/- acres and to the "CC (Community Commercial)" district on 6.3 +/- acres or other district consistent with the General Plan to accommodate the project. The property is located at 9290 Old Redwood Hwy., Windsor (APN 161-070-036); and

WHEREAS, by Resolution No. 2862-11, the Town Council has adopted a Mitigated Negative Declaration associated with the proposed project; and

WHEREAS, by Resolution No. 2863-11, the Town Council has approved the Lot Line Adjustment associated with this proposal; and

WHEREAS, by Resolution No. 2864-11, the Town Council has approved the General Plan Amendment associated with this proposal; and

WHEREAS, by Ordinance 2012-273, the Town Council has approved the Rezoning associated with this proposal; and

WHEREAS, by Resolution No. 2865-11, the Town Council has approved the amendment to the Old Redwood Highway Streetscape Design Guidelines relating to street tree placement and design associated with this proposal; and

WHEREAS, by Resolution No. 2866-11, the Town Council has approved the Use Permit, including Final Site Plan and Design Review, and Variance requests associated with the proposal; and

WHEREAS, in accordance with the provisions of law, the Town Council did conduct a public hearing on November 8, 2011 on said application at which time all interested persons were given an opportunity to be heard; and

WHEREAS, the Town Council has made the following findings relative to the tentative map:

1. The tentative map, as conditioned, is consistent with the provisions of the Windsor

General Plan, including the "Compact Residential" and "Retail Commercial" land use categories as applied to this property.

2. The tentative map is found to be in substantial conformance to the provisions of the State Subdivision Map Act and the Town of Windsor Subdivision Ordinance. The Bell Village Project demonstrates unique design and amenities consistent with Town guidelines for planned developments.
3. All findings (for denial) pursuant to Section 66474 of the Subdivision Map Act are determined to be inapplicable, based upon the project description and conditions of approval.

WHEREAS, the project does involve potential adverse effect, either individually or cumulatively, on wildlife resources; and

WHEREAS, mitigation measures identified in the Mitigated Negative Declaration have been incorporated herein as conditions of approval. A mitigation monitoring and reporting plan is also attached as Exhibit "B" to this resolution.

NOW, THEREFORE, BE IT RESOLVED that the Town Council hereby approves the Tentative Subdivision Map for the Bell Village Project subject to the following conditions:

GENERAL (ALL DEPARTMENTS):

1. Phasing. Improvement Plans and Final Maps shall comply with the Phasing Plan attached as Exhibit A. The first phase shall include Residential Buildings 1 & 2, the Recreation Building, and Townhouse Lots 28-37, and may include the Commercial Phase as well. The first phase shall also include the full length of Old Redwood Highway improvements as conditioned. Later phases may be created by parcel map or remainder parcel (where permitted by the Map Act and approved by the Town) provided that a) parcels are drawn along phase lines (or minor adjustments thereto), and b) these parcels shall not be further subdivided until accompanied by improvement plans, condominium plans, CC&Rs and final map. It is generally anticipated that conditions of approval will be implemented on a "per phase" basis, unless otherwise required by the Town.

2. Mitigation Monitoring and Reporting Plan. Plan checkers for each Department shall be responsible for determining compliance with the Mitigation Monitoring and Reporting Plan attached as Exhibit B, including the following milestones:
    a. Prior to Signature of Improvement Plans / Site Development Plans
    b. Prior to Issuance of Building Permits (including Grading Permit)

    Applicant shall submit a compliance package with Improvement Plan Check documents indicating each mitigation measure and where the mitigation measure is noted on drawings or within accompanying documents. Department personnel responsible for verification of conditions shall document to the Project Planner that the required mitigation measures have been incorporated into construction drawings prior to signature of the plans, and field inspectors shall similarly verify construction compliance with approved plans to the Project Planner upon project completion and prior to release of securities.

TOWN ENGINEER (Unless otherwise stated, conditions in this section shall be to the satisfaction of the Town Engineer):

Conditions Applicable to Improvement/Site Development Plan Approval:

General Requirements:

3. The developer shall prepare and submit improvement plans for the construction of all public improvements including water, sanitary sewer, recycled water, storm drain, water quality facilities, roadway improvements, curbs, gutters, sidewalks, elevated pedestrian walkways, parkway strips, signing, striping and streetlights. All design and construction shall conform to the latest edition of the Town of Windsor Design and Construction Standards and Caltrans, AASHTO and other applicable codes, standards, guidelines and specifications.

4. Improvement plans must be approved and signed by the Town Engineer prior to issuance of an Encroachment Permit, Grading Permit or Building Permit.

5. Information shown on tentative maps and site development plans shall not be construed as accepted or meeting Town standards and requirements and is subject to review and approval during the improvement plan review process.

6. Plan check and inspection fees in accordance with the Town's current fee schedule shall be paid at the first submittal of the improvement plans.

7. Mailbox plans and locations shall be approved by the Windsor Postmaster prior to improvement plan approval. The developer shall provide a letter and exhibit showing mailbox locations from the Windsor Postmaster approving mailbox locations.

8. Deviations from Town Standards and applicable Code requirements shall be approved by the Town Engineer. The applicant's engineer shall request all design exceptions in writing.

9. Public improvement drawings shall be drafted in the Town approved sheet format. AutoCAD drawing files can be found on the Town's website at TownofWindsor.com/ Document Center/Public Works/Engineering Division/Map & Plan. Updated standard sheets were posted to the Town's website in July 2011. Once approved by the Town Engineer, the project proponent shall submit TIFF files (or alternate format determined by Public Works) of the signed improvement plans.

10. Project benchmark shall be based on a Town approved USGS benchmark.

11. Improvement plans shall be approved by the Central Fire Authority of Sonoma County.

12. All existing and proposed rights-of-way and easements shall be clearly identified on the improvement plans. Where the project is adjacent to the Town Boundary, the Town Boundary shall be clearly shown.

13. All utilities shall be designated on the improvement plans as either public or private. All public utilities shall be designed and constructed in accordance with Town Standards, as approved by the Town Engineer.

14. In the event that the Town is forced to condemn or acquire off-site property interest in

connection with required off-site improvements, the developer shall fund the cost of condemnation or acquisition, including but not to be limited to the amounts necessary to purchase the easement or fee simple interest, document preparation, and severance or other damages payable to the owners of the land upon which the improvements are to be located, the actual cost and acquisition and all fees, including attorney's fee and/or other expenses necessary to prosecute the condemnation action, including expert witness and appraisal fees.

In the event that the Town elects to proceed with acquisition or condemnation pursuant to Government Code Section 66462.5, the developer shall, within 60 days of written notice by the Town, deposit with the Town, as an advance, the full estimated cost of such acquisition or condemnation. The developer shall prepare any easements or deeds necessary for off-site improvements.

Roadway Improvements:

15. The improvement plans submitted for the first phase of the Bell Village development shall include and provide for the construction of all roadway and utility improvements on both sides of Old Redwood Highway along with required offsite improvements including but not limited to traffic impact improvements, the roundabout improvements at Market Street/Old Redwood Highway and Windsor Road/Old Redwood Highway, Richardson Street/Old Redwood Highway intersection improvements and offsite improvements as required to support full project build-out. Each subsequent phase of development shall construct sufficient onsite roadway and utility improvements to support the cumulative development proposed to be constructed as approved by the Town Engineer.

16. Old Redwood Highway shall be widened to a minimum width, face of curb to face of curb of 34 feet to provide two 11 foot wide travel lanes and two 6 foot wide bicycle lanes. Where shown on the tentative map 20 foot wide reverse angle parking bays (measured perpendicular to the street) shall be constructed. Minimum 8 foot wide parallel parking bays and bus turnouts shall also be constructed. The street geometrics shall conform to the tentative map, dated June 2011, the approved "Old Redwood Highway Streetscape Design" revision date April 11, 2011, and as approved and required by the Town Engineer. Frontage improvements shall include curb, gutter, tree wells, variable width landscape strips, elevated pedestrian walkways and a 12-foot wide sidewalk for buildings set back from the back of sidewalk, a 16-foot sidewalk for buildings set at the back of sidewalk, or as approved by the Town Engineer. Sidewalks and elevated pedestrian walkways shall be "Trinity Seeded Aggregate" finish within the public right-of-way and public sidewalk easements. The sidewalks and elevated pedestrian walkways on the project side of ORH may be constructed in phases concurrent with each phase of development. The sidewalk and elevated pedestrian walkway on the east side of ORH, between the proposed pedestrian crosswalk at Richardson Street to the existing Shell gas station, shall be constructed with the first phase of development.

17. Old Redwood Highway right-of-way shall be dedicated to the back of the proposed curb and/or curb and gutter and shall include all legs of roundabouts up to the north/south pedestrian crossings within the Bell Village project site. Public pedestrian and public utility easements, as approved by the Town Engineer, shall be located

behind the right-of-way and shall be of sufficient size to support public pedestrian access and public utilities, as approved by the Town Engineer. Private improvements such as stoops, stairs or other private structures shall be located outside of the public right-of-way, or as approved by the Town Engineer.

18. Street tree planting within Old Redwood Highway public right-of-way shall meet the structural soil requirements of the Town's Design and Construction Standards, or as approved by the Town Engineer.

19. The following improvements to Old Redwood Highway are not required to be constructed or reconstructed as part of the Bell Village project. However, the design of the improvements is required to be incorporated into the improvement plans:

    a. The handicap parking space and corresponding pedestrian curb ramp on the project side of ORH southerly of the Windsor Unified School District driveway will not be required.

    b. The recently constructed frontage improvements on the westerly side of ORH, between Joe Rodota Drive and the entrance to the Windsor Unified School District Offices will not be required to be removed and replaced.

    c. The improvements across the frontage of the Telfer Family Trust and Telfer Oil Company properties (APNs 161-060-055, 036, 038 and 066-100-002 and 003) will not be required except those improvements required for construction of the roundabout and transitions will be required. A minimum 5 foot wide bicycle lane shall be striped on ORH across the Telfer Oil Company property frontages (APNs 161-060-038/066-100-002/066-100-003). Required signing and pavement markings shall also be installed.

    d. Improvements across the frontage of Windsor Square Investors property (APN 066-100-067) southerly of the required intersection improvements to Richardson Street will not be required. A pavement taper to conform to the existing paving will be required.

    e. The Old Redwood Highway illuminated crosswalk, located approximately 320 feet northwesterly of the Windsor Unified School District driveway, will be deferred until the Telfer Project is constructed. An In Lieu Fee for crosswalk improvements shall be paid by the Bell Village developer for Bell Village's fair share. Fair share cost of improvements shall include crosswalk improvements to the centerline of Old Redwood Highway. The In-Lieu Fee shall include crosswalk improvements, in-ground crosswalk lighting, flashing crosswalk signs, pedestrian push button and any other associated improvements related to the crosswalk. The sidewalk parallel to Old Redwood Highway along the Bell Village frontage shall be installed and stubbed northwesterly for future extension. The elevated pedestrian walkways, pedestrian curb ramps and sidewalk connections to this crosswalk along the Bell Village frontage shall be constructed as approved by the Town Engineer. A pedestrian barricade shall be placed at the ramp location.

20. Together with the roundabout improvements at Old Redwood Highway and Windsor Road the applicant shall make the following improvements to the Telfer Family Trust and Telfer Oil Company properties (APNs 161-060-055, 036, 038 and 066-100-002 and 003):

a. Relocate the Telfer northerly access driveway onto Windsor Road to a point as close to Walten Way as possible. The width of the driveway shall be a minimum of 30 feet wide. Truck turn templates shall to be utilized in the design of the driveway and shall accommodate WB-50 truck turning movements.

b. Relocate the existing entry gate and fencing to maintain security of the business. The existing fence gate shall be relocated to the new access driveway opposite Walten Way.

c. Relocate the two (2) standard and one (1) handicap parking spaces currently located at the northerly corner of the property to a location adjacent to the current office building and within the fenced area.

d. Relocate any existing facilities and equipment necessary to achieve the improvements outlined above. Relocating the propane tank is desirable, but not required.

21. Elevated pedestrian walkways shall be concrete decking with concrete, galvanized steel or other alloy structural members. Wooden elevated pedestrian walkways will not be allowed in areas of public pedestrian use. Elevated pedestrian walkways shall be constructed on pier foundations. A single pier at each support location should be used when possible to minimize tree root damage. The foundation design shall minimize the use of spread footings. Spread footings shall not be located within tree protection zones. Pier footings, micro-piles or similar alternative foundation types are acceptable. Elevated pedestrian walkways shall be; a) 12 feet clear minimum width, measured from back of curb, when immediately adjacent to a curb where parking is provided, or where benches are provided absent parking, b)10 feet clear minimum width when detached, not adjacent to a curb or parking area and absent of street furniture, c) 8 feet clear minimum width when necessary in the interest of oak tree preservation and when absent of street furniture as approved by the Town Engineer and Planning Director.

22. Pedestrian protection shall be installed on elevated walkways when the walkway finish surface is 6 inches or greater above the existing grade. "Handrails" (meeting the requirements of the latest edition of the California Building Code) shall be installed when the walkway surface is between 6 inches and 24 inches above existing grade. "Guardrails" (or "Guards" meeting the requirements of the latest edition of the California Building Code) shall be installed where the walkway surface is 24 inches or greater above existing grade. Pedestrian and bicycle barriers shall be installed on headwalls and retaining walls where required by design guidelines and codes. The headwall at Starr Creek Tributary 7 at Old Redwood Highway requires a bicycle barrier on top of the headwall. The guardrails shall include "picket rails" painted with a dark forest green protective powder coating, or as approved by the Town Engineer. The details shall generally conform to those used on the Mitchell Shiloh Conde Assessment District. CADD details will be provided by the Town. Warning detector strip color shall be coordinated with crosswalk paving. Paving treatments and fencing/guardrails shall be coordinated and approved by the Planning Director and Town Engineer.

23. Bridge barrier rail and metal beam guardrail shall be installed when required by the AASHTO Roadside Design Guide and Caltrans Highway Design Manual. The headwall at Starr Creek Tributary 7 at Old Redwood Highway may meet these

requirements.

24. Private Interior Streets shall be constructed in accordance with the following requirements:

    a. Streets in and adjacent to commercial lots with 60 degree parking shall have two 12-foot wide lanes with minimum 19-foot deep parking bays and shall provide for a 2.2-foot vehicular overhang.

    b. In commercial parking areas with 90 degree parking, drive aisles shall be 26 feet wide and standard parking spaces shall be minimum 17 feet deep and shall provide for an additional 2.5-foot vehicular overhang. Compact parking spaces shall be minimum 14 feet deep and shall provide for an additional 2.0-foot vehicular overhang.

    c. Residential streets with 60 degree parking shall have two 12-foot wide lanes with minimum 19 foot deep parking bays and shall provide for a 2.2-foot vehicular overhang.

    d. Residential streets with 90 degree parking shall have two 13-foot wide lanes with minimum 17-foot deep parking bays and shall provide for a 2.5' vehicular overhang.

    e. Parallel parking spaces shall be minimum 8 feet wide.

    f. All private driveway areas less than 24-foot wide shall require the approval of the Central Fire Authority of Sonoma County.

    g. Sidewalks adjacent to the private street frontages shall be 10 feet wide minimum with street trees and 4-foot tree grates meeting Town standards. Sidewalks may be reduced to a width of 6 feet minimum in the interest of tree preservation when approved by the Town Engineer and Planning Director. Sidewalks along private streets shall be widened a minimum of 2 feet for all areas to receive street furniture, trash receptacles, bicycle racks, etc.

    h. A 5-foot minimum width public utility easement (PUE) behind the back of sidewalk, or as otherwise required by the utility companies, shall be provided along the private streets, or as otherwise approved by the Town Engineer.

    i. A 5-foot minimum width sidewalk shall be provided along the private street frontage adjacent to townhouse lots 34 through 37 to provide a continuous accessible path of travel to the commercial lots.

25. The Richardson Street intersection and a portion of Richardson Street shall be reconstructed as follows:

    a. The intersection shall be reconstructed in its current location.

    b. All concrete paving in the intersection and in the street southwesterly of the intersection shall be removed and replaced with AC paving. Additional curb and gutter and paving shall be removed and replaced as required to make a smooth transition to the ORH improvements.

    c. The Southerly curb return and adjacent curb and gutter shall be removed and replaced. A pedestrian barricade shall be installed at the location of the pedestrian

ramp depression.

d. Special paving as shown on the tentative map shall be installed at the crosswalk location.

e. Existing signing and legends shall be replaced.

f. Sidewalk on the northerly side of the street shall be removed and replaced as required to make a smooth transition to the ORH improvements. Sidewalk shall be removed and replaced in accordance with Town standards.

26. The structural section of all road improvements shall be designed using a soil investigation which provides the basement soils R-value and expansion pressure test results. If no R-value tests are supplied, roadway structural sections shall be designed using an R-value of 5.0. A copy of Geotechnical report and structural section calculations shall be submitted with the first improvement plan check. At a minimum, ORH shall be widened beginning at the edge of the concrete slab in the middle of the road. The edge of the slab is located approximately nine feet from the road centerline. The Developer may core or pothole the AC shoulder area of ORH and if there is sufficient structural section to meet the design requirements, the existing paving may remain. If the slab and or shoulder will remain, it shall be overlaid with 0.2' of AC on pavement reinforcing fabric. The intention is to create a continuous paved surface from one end of the project to the other without trench paving and patches. An overlay will not be required at locations where frontage improvements have been excluded by a previous condition.

27. Old Redwood Highway and the side street intersections abutting Old Redwood Highway shall be designed for a minimum traffic index (TI) of 10. Parking bays shall be paved with a minimum structural section of 3" of AC on 4" of Class 2 AB over Structural Soil. When structural soil is not present, parking bays shall be surfaced with a minimum of 3" of AC on 12" of Class 2 AB. Bus turnouts shall be concrete (8 inches of Class 2 concrete reinforced with #4@12" or #5@16" OC-EW on 8 inches of Class 2 aggregate base) in conformance with County Transit requirements and as approved by the Town Engineer. Alternatively, in areas where CU Soil is present the structural section within the parking bays may be based on a design R-Value of 40 and a TI of 5.0. In areas where CU soil is not present the structural section within the parking bays may be based on a design subgrade R-Value, as determined per field testing, and a TI of 5.0. Either of these alternative structural section designs shall be subject to review and approval by the Town Engineer.

28. Improvement plans shall include the following roadway and traffic related improvements as identified in the Traffic Impact Study for Bell Village, prepared by W-Trans, dated July 7, 2010, meeting the minimum requirements of the Existing Plus Project category and shall include the following improvements:

a. Construct a single lane roundabout at the Old Redwood Highway/Market Street intersection.

b. Construct a single lane roundabout at the Old Redwood Highway/Windsor Road Intersection.

c. Construct the following improvement at the Old Redwood Highway/Conde

Lane/Windsor River Road intersection within the limits of the existing ORH right-of-way :

1). Split phase north-south / Provide one southbound left turn lane and one left turn/through/right turn lane.

2). Add northbound right-turn overlap signal phase.

3). Extend southbound left-turn pocket to a minimum 250' +/- long or as approved by the Town Engineer.

4). Optimize and retime coordinated signal system.

d. Construct a minimum 8-foot wide sidewalk, curb and gutter and/or elevated pedestrian walkway along Old Redwood Highway from the southerly limits of the Bell Village project to the existing sidewalk at the Shell gas station, as approved by the Town Engineer. All necessary drainage improvements required to drain the path are required to be constructed with the path and all existing drainage patterns shall be maintained or collected into a public drainage system.

29. The improvement plans shall provide for In-Roadway Warning Lights (IRWL) at selected pedestrian crossings along the Old Redwood Highway project frontage. IRWL shall be manufactured by Light Guard Systems, Inc or approved equal, as approved by the Town Engineer. Standard installation details will be provided to the applicant by the Town. IRWL shall be installed in the following locations:

a. At all four legs of the roundabouts at the Market Street and Windsor Road intersections with Old Redwood Highway

b. At the two Old Redwood Highway crosswalks at the intersection with the Windsor Unified School District driveway

c. At the Old Redwood Highway crosswalk at the intersection of Richardson Street

d. IRWL <u>will not</u> be required at this time at the Old Redwood Highway crossing located approximately 320 feet northwesterly of the Windsor Unified School District driveway. However, the developer shall pay their pro rata share of the future installation before the ORH construction starts. All electrical electric service boxes and conduit stub outs required shall be installed for future installation of the IRWL.

30. Retaining walls and retaining curbs may be required adjacent to tree protection zones and along the 100 Market Street ORH frontage. All retaining structures shall be designed and constructed to minimize damage to trees. Pier retaining walls per Town Standard 229 may be used where site conditions conform to the design assumptions.

31. Pedestrian curb ramps, meeting Town standards and current accessibility requirements, shall be provided at all intersections and crosswalks where sidewalks are proposed.

32. Sidewalk warps shall be provided to allow a clear eight foot walkway at all locations, including areas where mailboxes, street furniture, streetlights, street signs and fire hydrants are to be installed or as approved by the Town Engineer.

33. Roadway improvements shall be coordinated with Sonoma County Transit Agency regarding the need for and design of bus/transit facilities adjacent to Market Street on

both sides of Old Redwood Highway and on the project side of Old Redwood Highway northwesterly of Windsor Road and as otherwise required. A memorandum from the Transit Agency outlining their geometric, signing and shelter requirements shall be submitted with the first plan check. All improvements required by the Transit Agency shall be incorporated into the improvement plans. The Planning Department shall review and approve bus stop facilities including bus shelters before improvement plan approval. Bus shelters shall be constructed at the back of sidewalk and shall provide for a minimum 8-foot wide clear pedestrian walkway in front of the shelter. The improvements shall be constructed within public right-of-way or public easement. Prior to approval of the improvement plans by the Town Engineer, the developer shall submit written verification from the Transit Agency to the Town indicating that the Transit Agency has reviewed and approved the improvement plans for the bus/transit facilities.

34. **NOTE ON PLAN:** An overall staging and vehicle, bicycle and pedestrian traffic handling plan has been approved with the improvement plans. When deemed necessary by the Town Engineer, the Contractor shall provide detailed supplemental plans for each encroachment permit or phase of construction to the Town for review 10 working days before construction/demolition begins along the Old Redwood Highway frontage. The supplemental plans must be approved by the Town before work begins.

Lighting, Signing and Striping Plan:

35. Striping, pavement markings and traffic signage shall be provided on all streets as necessary and as required by the Town Engineer. Signage restricting parking and red painted curbing shall be installed where appropriate. Speed limit signs shall be installed at locations determined by the Town Engineer. Onsite fire lane signing, curb painting and legends shall conform to the requirements of the California Vehicle Code and the Central Fire Authority of Sonoma County.

36. Bike lanes shall be painted or colorized green in accordance with FHWA – "MUTCD Interim Approval for Optional Use of Green Colored Pavement for Bike Lanes (IA-14)".

37. Street lights used to illuminate public intersections and crosswalks shall be Decorative LED Pendant lights installed in accordance with Town Standard 220. All other street lights used to illuminate the public right of way shall be Decorative LED lights installed in accordance with Town Standard 219. Public streets shall meet Town illumination requirements as approved by the Town Engineer.

38. The improvement plan submittal for Old Redwood Highway shall include a photometric design analysis. Illumination within the street portion of Old Redwood Highway shall maintain an average illumination of 1.6 foot-candles and a minimum of 1.1 foot-candles. Within roundabouts and pedestrian crossings, a minimum of 2.0 foot-candles shall be maintained. At pedestrian sidewalks and parking bays an average illumination of 1.2 foot-candles and a minimum illumination of 0.8 foot-candles shall be maintained.

39. Onsite lighting shall conform to the requirements of the Town Zoning Code and Planning Department requirements.

Drainage Improvements:

40. All project related flooding impacts shall be mitigated by the project developer. Drainage improvements shall be designed by a Civil Engineer registered in the State of California in accordance with the Sonoma County Water Agency's Flood Control Design Criteria. Public and private drainage improvements shall be shown on the improvement plans and shall be approved by the Sonoma County Water Agency (SCWA) prior to approval by the Town Engineer.

41. In addition to any other provisions or requirements, and notwithstanding any conflicting conditions or requirements, project design and construction shall:

a. Result in an increase of no more than 0.1 feet in any above-ground water surface elevation adjacent to or at any point downstream of the project site between pre-development conditions and post-development conditions for any storm event with a recurrence interval of 100 years or less. For purposes of this evaluation, pre-development conditions shall mean those hydrological and hydraulic conditions existing on the project site on July 20, 2005; post-development conditions shall mean those hydrologic and hydraulic conditions existing on the project site upon completion of construction and occupancy of the project in its entirety.

b. Provide adequate underground storm drain capacity across the project site to accommodate 10-year flows under conditions of full development of the project site and all upstream areas draining to the project site in accordance with the Town of Windsor General Plan.

c. Provide adequate underground and overland flow capacity across the project site to accommodate 100-year flows under conditions of full development of the project site and all upstream areas draining to the project site in accordance with the Town of Windsor General Plan, without flooding of structures or unacceptable flooding or damage to other facilities, as determined by the Town Engineer. All finished floor elevations of structures shall be a minimum of one foot above the 100-year water surface elevation so determined, excepting only below grade garage floors provided that garages shall be of flood-proof construction to a minimum of one foot above said water surface elevation. The 100 year overland routing shall be shown on the improvement plans and shall not enter into the below grade garage areas.

Developer shall provide such analyses and calculations as determined by the Town Engineer necessary to demonstrate compliance with these conditions, said analyses and calculations to be subject to the approval of the Town Engineer. The project shall include such drainage improvements, including but not limited to storm drains, detention facilities, and unobstructed overland relief paths, as are required to satisfy these conditions.

42. No lot to lot drainage will be allowed between the project site and any adjacent parcels. No concentrated drainage may discharge across sidewalks. All site drains must be connected to the public storm drain system, or discharged through the face of curb or to an established waterway. A minimum of two curb drains will be required to drain townhouse lots. Lot to lot drainage requirements will not be construed to apply to Common Areas.

43. Plans and certifications shall demonstrate compliance of all improvements, including building finished floor elevations, with the Town's Floodplain Ordinance, to the satisfaction of the Building Official and Town Engineer. Building finished floor elevations shall be constructed at a minimum of 1 foot above the 100-year storm event water surface elevation as determined by the Town and certified by the project engineer. The Engineer of Record shall provide a signed and stamped letter indicating the project meets the requirements of the Ordinance before plan approval.

44. A public storm drain system shall be designed and constructed in ORH sufficient to drain the tributary drainage area to ORH. The storm drain alignment will be based upon a utility alignment study approved by the Town Engineer. The storm drainage system shall be designed in accordance with Town standards and as approved by the Town Engineer.

45. All existing inadequate storm drain and corrugated metal pipe culverts shall be removed and replaced to meet Town standards.

46. Starr Creek Tributary 7 shall be collected at the Highway 101 right-of-way with a public box culvert. The storm drain conduit located downstream of the box culvert will be public and shall be located in the private street rather than in the private parking area and under sidewalks. The box culvert and conduit shall be centered in a 25 foot wide storm drain easement between Lot 12 and Lot 13.

47. The existing 18 inch skewed storm drain in ORH that drains the ditch in front of the Windsor Square Investors property (APN 066-100-067) shall be removed and a new storm drain line shall be installed and connected to the proposed 48 inch storm drain in Old Redwood Highway at a right angle, or as approved by the Town Engineer.

Storm Water Quality:

48. All design and construction shall meet the requirements of the Town of Windsor, Phase II NPDES Storm Water Management Plan and the Guidelines for the Standard Urban Storm Water Mitigation Plan, dated June 3, 2005, (2005 SUSMP Guidelines). For purposes of this evaluation, pre-development conditions shall mean those hydrological and hydraulic conditions existing on the project site on July 20, 2005. Prior to approval of the improvement plans, the applicant shall submit a Final Storm Water Mitigation Plan (FSWMP) subject to review and approval by the Town Engineer. The plan shall include post-construction storm water treatment and peak reduction measures, and shall address maintenance of private and/or public storm water facilities.

49. In accordance with Town requirements, trash enclosures must be covered. Any drainage from the trash collection area must be contained within the enclosure and drained to the sewer system. The enclosure slab must be designed and constructed so that tributary surface drainage does not enter the enclosure.

50. Prior to the issuance of a building permit, the Final Storm Water Mitigation Plan shall be reviewed for compliance with the Town's new Phase II NPDES permit, anticipated to be issued by the State in the spring of 2012. Should the plan not meet the requirements of the Town's new Phase II NPDES permit, at the time of permit issuance, the project storm water quality improvements shall be modified to be

incompliance with the requirements of the Town's Phase II NPDES permit in force at the time of permit issuance.

51. Bio-retention units installed in the Town right-of-way shall be external bypass units constructed in accordance with Town Standard 305 and in accordance with the requirements of the Town Engineer. Bio-retention units shall be a supplement to the standard storm drain/catch basin system and the public storm drain lines may not be directed through the bio-retention units. In the interest of tree preservation, written design exceptions to Town Standard 305 may be submitted to the Town Engineer for consideration on a case by case basis.

Grading Improvements:

52. The improvement plans shall include a site-grading plan prepared by a Civil Engineer registered in the State of California as part of the required improvement drawings. Lots shall be generally designed to drain to a public and private streets or parking areas, unless otherwise approved in the interest of tree preservation or other unusual circumstances.

53. The applicant shall submit to the Town for review and approval, a detailed Geotechnical Report prepared by a Civil Engineer registered in the State of California and qualified to perform geotechnical evaluation. The grading plan shall incorporate the recommendations of the approved Geotechnical Report.

54. Where soil or geologic conditions encountered during grading operations are different from those anticipated in the Geotechnical Report, or where such conditions warrant changes to the recommendations contained in the original soil investigation, a revised soil or geologic report shall be submitted for approval by the Town Engineer. It shall be accompanied by an engineering and geological opinion as to the safety of the site from hazards of land slippage, erosion, settlement, and seismic activity.

55. All existing wells, septic tanks and/or underground fuel storage tanks shall be permanently destroyed under permit and inspection by the Sonoma County Permit and Resource Management Department, Well and Septic Division and/or Sonoma County Environmental Health or other designated agency. If there are none, the project engineer shall provide a letter describing the scope of the search done to make this determination.

56. The grading plan shall clearly show all existing survey monuments and property corners and shall state that they shall be protected and preserved. Should monuments be damaged or destroyed during construction, they shall be replaced by the developer.

57. Improvements plans shall include an erosion control (winterization) plan. The plan must include an order of work and staging/scheduling component indicating when facilities must be installed and when they may be removed. A separate Rain Event Action Plan (REAP) shall be required and prepared as part of the Storm Water Pollution Prevention Plan (SWPPP). A copy of the REAP shall be kept on-site throughout the duration of construction activities.

Tree Preservation:

58. Tree preservation requirements shall be shown on the grading plan or a separate tree

preservation plan as approved by the Town Engineer and Planning Director. Tree preservation plan requirements shall conform to the Town's Tree Preservation Ordinance and the following:

a. Old Redwood Highway Frontage: Improvement Plans, including Utilities, Landscape and Irrigation plans shall be reviewed by the Town Arborist for the Old Redwood Highway frontage. All new utilities on this frontage shall be located outside of the tree protection zones as represented on the tentative map Tree Protection Plan and approved by the Town Arborist, unless installed through boring and approved by the Town Engineer and Planning Director. Any other improvements or disturbance within tree protection zones shall be reviewed and approved by the Town Arborist.

b. On-Site Improvements: Improvement Plans for on-site construction shall be reviewed and approved by the Project Arborist in accordance with the Town's Tree Preservation Ordinance.

Utility Improvements:

59. All existing overhead utilities (of 26,000 volts or less) and proposed utilities, both on-site and along project frontages, shall be placed underground, excepting one above ground pole to facilitate continued overhead service across HWY 101. This does not include surface mounted transformers, pedestal mounted terminal boxes and meter cabinets. Additional utility poles may not be installed to accomplish utility undergrounding along the project frontage.

60. All joint trench facilities adjacent to and in the roundabout by the Telfer parcels shall be installed with the ORH improvements to assure that no portion of the roundabout and transitions will be affected by future utility and joint trench extensions. Empty joint trench conduit stubs shall be installed as part of the roundabout and transition improvements to facilitate for future underground services to the Telfer parcels.

61. Utilities including sewer, water, storm drain and recycled water located in public right-of-way or public easements shall not be constructed within tree protection zones, unless otherwise approved by the Town Arborist. Utilities constructed within tree protection zones shall be bored rather than open trench cut, or hand dug trenching under observation by the project arborist, as approved by the Town Arborist and Planning Director.

62. Existing utility mains within public right of way or public utility easements shall be removed rather than abandoned in place meeting Town standards. This condition includes onsite private storm drain, water and sewer mains which shall be removed within all public onsite utility easements. The Town Engineer will consider abandonment in place of segments of mains in the interest of tree preservation. All connections to existing Town facilities servicing the Bell Village site shall be abandoned or demolished in accordance with Town standards.

63. Before construction may begin, the first downstream reach of existing sanitary sewer and storm drain shall be videoed from the nearest manhole to the next downstream manhole at each proposed connection to the existing systems to assure that no dirt and debris are present. Before sewer and storm drain systems will be accepted, the

aforementioned downstream systems must be videoed again to assure that they are free from dirt and debris. Should dirt and debris be present the developer shall have the systems cleaned at no expense to the Town.

64. Prior to the improvement plan phase, potholing of existing utilities will be necessary to avoid conflicts. Potholing in the public right-of-way will require an encroachment permit.

65. Provide final joint trench plans to the Town Engineer for review and approval prior to improvement plan approval and issuance of encroachment permits. Conflicts with existing utilities and trees will need to be resolved prior to permit issuance.

Sanitary Sewer, Water and Recycled Water Improvements:

66. All public water, sewer and recycled water mains must be located in public right-of-way or public utility easements meeting Town standards and as approved by the Town Engineer. Any and all rights-of-way, or if unavoidable, easement dedications must be made by the property owner to the Town, at property owner's expense, prior to final acceptance of the project by the Town. The developer shall prepare all necessary legal descriptions and deeds and submit the documents to the Town Engineer for review and approval prior to recordation.

67. All private storm drain, water mains, fire mains, sanitary sewer mains and recycled water mains, laterals, and privately owned appurtenances, must be located within the private property and clearly identified as private on the improvement plans.

Sewer:

68. All onsite sewer mains shall be privately owned and privately maintained and shall be constructed to public Town standards and as approved by the Town Engineer.

69. The Bell Village project shall construct a new 8 inch sanitary sewer main in Market Street from Old Redwood Highway to McClelland Blvd.

70. The existing 6-inch public sanitary sewer in front of Lots 1, 2 & 3 shall to be removed and replaced with an 8-inch public sanitary sewer main, meeting Town standards. The proposed 8-inch main shall be located in the asphalt pavement section of Old Redwood Highway in a location based upon a utility alignment study as approved by the Town Engineer. The existing 6 inch sanitary sewer main shall be removed and replaced to the downstream manhole located near the sidewalk area at the Shell station. The existing portion of 6" sanitary sewer main, from the Chevron station manhole to the Shell station manhole may remain in place as a service lateral for the Chevron station. When the 6-inch sanitary sewer is located in the Tree Protection Zone (TPZ) of a protected tree, the main may be abandoned in place within the limits of the TPZ. All existing and proposed laterals shall be connected to the new 8-inch sanitary sewer main.

71. Prior to approval of the improvement plans, a grease or grease/sand interceptor and sampling manhole, meeting Town standards, shall be required for all commercial buildings within each phase of the project. Show the location of all such facilities on each phase of the improvement plans. Installation of the grease/sand interceptor and sampling manhole may be installed as phases of development occur.

72. Prior to approval of the improvement plans, the project proponent shall submit an

Industrial Waste Water Discharge Application for each lot created within each phase of the subdivision, or as approved by the Town Engineer. The Industrial Waste Water Discharge Application may be submitted on a phase by phase basis as each phase of development occurs. This shall apply to both proposed and existing uses and shall remain in force upon completion of the subdivision or the on-site development improvements.

73. Sewer grades must be designed such that ultimate finished floors are a minimum of 12-inch above upstream manhole or clean-out rim elevations. Inadequate elevation differentials or grade on private SS mains and laterals, as determined by the Town, must be mitigated by either raising finished floor elevation(s) or installing privately owned and operated SS lift station(s) with grinder/ejector pump(s) on site.

74. Sewer service to Lot 9 should not cross Lot 10. Extend private main or reconfigure the lateral service to Lot 9.

Recycled Water

75. All private landscaping shall be irrigated with Town of Windsor recycled water unless otherwise approved by the Town Engineer. The property owner must apply for, obtain and abide by all the terms of, a Recycled Water User's Permit with the Town of Windsor. This Permit must be obtained and signed by the property owner prior to approval of the improvement plans, issuance of a building permit, issuance of an encroachment permit or connection to the Town's recycled water system, or as otherwise approved by the Town Engineer.

76. All recycled water mains, service laterals, plumbing, valves, pipes, appurtenances, irrigation parts, vaults and boxes must be purple. Recycled water notification signs shall be installed as directed by the Town Engineer. Recycled water spray, mists and ponding must not be present in any designated eating area. All drinking fountains must be positioned or shielded to eliminate any exposure to recycled water sprays or mists.

77. Recycled water/potable water dual plumbing design and layout, construction-installation and final inspection review for individual lots or grouping of lots must be performed by an AWWA certified Cross Connection Specialist at the Property Owner's expense. All deficiencies sited by the Cross Connection Specialist must be corrected by the property owner. Written reports of the Cross Connection Specialist's finding must be submitted to and approved by the Public Works Director prior to acceptance.

78. Consistent with the environmental documentation and the Water System Capacity Assessment, the Technical Memorandum prepared by RMC, dated July 20, 2011, determined that the existing recycled water system has sufficient capacity to serve the proposed Bell Village Development. The project proponent shall install the following public recycled water system improvements:

    a. A 12-inch diameter recycled water main, extending from the existing 6-inch main in Windsor Road north of Berwyn Way, to the Bell Village Development Project. The 12-inch main shall be installed through the Old Redwood Highway/Windsor Road roundabout and shall be extended northerly in Old Redwood Highway to allow for connection of a future 12-inch recycled water main without requiring future work in the roundabout area. The location of the 12-inch recycled water

line shall be based upon a utility alignment study as approved by the Town Engineer. The onsite recycled water facilities shall be privately owned and privately maintained and shall be designed and constructed to public standard.

b. If the townhome landscaping and irrigation is maintained by the HOA and provided for in the CC&Rs, meters for each townhome lots is not required. Otherwise provide one irrigation meter per Townhouse lot.

c. If the landscaping and irrigation for all lots and common area parcels created within all phases of the subdivision boundary is maintained by one HOA and provided for in the CC&Rs, a separate meter for each lot created or common area parcel is not required. Otherwise provide one master irrigation meter per lot and per common area parcel created.

79. All landscaping along Old Redwood Highway shall be irrigated with recycled water as approved by the Town Engineer and shall be connected to the onsite private system. Provide separate irrigation controller(s), or separate irrigation stations, for this landscaping as part of the site system.

80. Landscaping and irrigation in the roundabouts and splitter islands shall be publicly owned and maintained. Separate meters and backflow prevention shall be provided for irrigation.

Water:

81. The onsite water main shall be public, shall meet Town standards and shall include the following:

a. Provide one public master domestic water meter with reduced pressure backflow prevention device per lot. Lots containing buildings 3-6 may have one meter per building.

b. Provide one public domestic water meter with reduced pressure backflow prevention device per Townhouse lot.

c. Provide one public fire protection service with double detector check assembly per lot or building. Lots containing buildings 3-6 may have one fire protection service and double detector check assembly per building.

d. Provide on-site hydrants as required by Central Fire Authority of Sonoma County. The hydrants shall be publicly owned and maintained.

e. Water meters shall be electronic read technology, Automatic Metering Infrastructure (AMI System), as approved by the Town Engineer.

82. The existing 12-inch public water main shall be extended southeasterly in Old Redwood Highway from its terminus at Market Street to its terminus southerly of Richardson Street. The main shall be installed such that it will not conflict with future street and utility improvements in accordance with a utility alignment study as approved by the Town Engineer.

Permit Requirements:

83. Provide evidence that a Notice of Intent (NOI) has been submitted and received by the State Water Resources Control Board for a General Construction Activity Storm Water

Permit. Two copies of the project Storm Water Pollution Protection Plan shall be provided to the Town prior to issuing a grading permit, encroachment permit, or building permit.

84. An encroachment permit from the State of California Department of Transportation will be required for all work to be done within any State Highway right-of-way. A copy of this permit must be supplied to the Town prior to approval of the improvement plans.

85. The applicant shall obtain an encroachment permit for construction of public improvements prior to issuance of building permits.

86. Provide a copy of permits as required from the Department of Fish and Game, Corps of Engineer's and the Regional Water Quality Board before improvement plan approval.

Other / Landscape Parcels:

87. All publicly maintained landscape and irrigation shall be located in the public right-of-way.

Conditions Applicable to Final Map Approval:

88. The Romano/Bell Village lot line adjustment (LLA 09-57) and the extinguishment of all private Romano easements, meeting the requirements of the Town Engineer, shall be completed and recorded prior to recordation of the final map or approval of improvement plans.

89. A final map, as defined in the State Subdivision Map Act and prepared by a licensed surveyor or civil engineer, showing all parcels, rights-of-way, and easement(s) shall be filed with the Town of Windsor Engineers Office at each phase of development. All subdivision mapping shall meet the requirements of the Subdivision Map Act, most current edition, and shall be applicable at each stage of development. Upon recording of the map, the subdivision is valid.

90. The developer shall present to the Town of Windsor, free of encumbrances, an irrevocable offer of dedication for the following:

    a. Right-of-way for all public streets as required by the Town Engineer

    b. Public utility and other easements as required by the Town Engineer.

    c. The developer shall secure all necessary rights-of-way and easements for onsite and offsite road, utility, and drainage facilities. Rights-of-way and easements shall be dedicated on the map or provided by grant deed. The developer shall prepare all necessary legal descriptions and deeds at the developer's expense.

    d. Public sidewalk easements shall be accompanied by an agreement or easement language which clearly describes the limitations of use by adjacent owners or tenants, maintenance responsibilities and rights of the Town. This document shall be approved by the Town Engineer, Planning Director, and Town Attorney, and shall be recorded with the final map and referenced as a note on the final map, or as otherwise approved by the Town Engineer.

91. The Final Map shall be annotated with the following information:

a. The existing assessor's parcel number

b. Total area of land being subdivided (in acres)

c. Total number of lots and parcels being created

d. Town file number

e. Remainder Parcel, if proposed.

92. The area between the back of the Townhomes and the State Highway right-of-way shall be a common area parcel owned and maintained by the Homeowner's Association.

93. The existing portions of the Old Redwood Highway right-of-way, currently owned by the Town in fee, that fall beyond the limits of the proposed ORH right of way shall be vacated in accordance with the requirements of the Streets and Highways Code. The vacation documents shall be recorded contemporaneously with the final map. The developer shall pay all costs associated with any necessary vacation or abandonment of public rights-of-way or easements, including attorney and appraisal costs, and shall prepare all necessary documents and post all required notifications. The proposed improvements along the Old Redwood Highway project frontage, within public easements or public right-of-way, including but not limited to the landscaping & irrigation along the project frontage, sidewalks, elevated pedestrian walkways, and the proposed oak trees shall be privately owned and privately maintained.

94. All onsite public easements shall be vacated prior to approval of the improvement plans or recordation of the Final Map. The developer shall prepare all necessary documents and pay all associated costs.

95. The tentative map shows phase lines along the centerline of private streets. For each phase being constructed and mapped, the private street shall be constructed so that the fronting parking and both lanes of the street are constructed. The tentative map phase boundary shall be modified so that the proposed improvements are included within the subdivision map boundary.

96. Public and private easements that extend outside the subdivision boundary must be dedicated by deed. Public and private easements within the map boundary shall be shown on the map and shall be annotated with the allowed uses and maintenance responsibilities. Public and private easements outside of the subdivision map boundary shall be granted by separate deed and shall also include the allowed uses and maintenance responsibilities. Should an easement agreement be required by the Town Engineer, the Developer shall prepare all necessary documents and pay all associated costs.

97. Public Utility Easements, as required by the utility companies, located in and along private streets may be dedicated on the map but additional PUE Statements will be required on the certificate sheet that exclude public facilities.

98. Public onsite easements for portions of the public storm drain and for public domestic water facilities shall be shown and dedicated on the map. Storm drain easements shall include only the public storm drain box culvert, storm drain line and manholes. Private inlets and storm water facilities shall not be located within the public easement. The

easement over the public box culvert between Lots 12 & 13 shall be minimum 25 feet wide and easements over the storm drain line and structures shall be minimum 15 feet wide. Water main easements shall include only the water main, fire hydrants, detector check installations, water meters and reduced pressure backflow preventers. Water main easements shall be minimum 15 feet wide. If both public water and public storm drain facilities are proposed in a private street, a combined public easement width of 24-feet minimum shall be required, as approved by the Town Engineer.

99. First floor patios, balconies, structural portions of the buildings and the like may not encroach into public rights-of-way or easements, unless otherwise approved by the Town Engineer. Second story balconies may encroach into easements when approved by the Town Engineer.

100. A condominium plan prepared in a Town approved format and sufficiently detailed with regard to units and lots to determine substantial compliance with the tentative map shall accompany the final map. The CC&Rs shall be reviewed and approved by the Town, and shall be recorded with the final map. The CC&Rs shall run with the ownership of the units served, and shall be disclosed to all potential owners. The CC&Rs shall include, but shall not be limited to, the following:

a. Commercial condominium units, if proposed.

b. The residential condominium units.

c. Shared parking for both the commercial and residential portions of the project.

d. Shared parking, access, and maintenance of all common areas and private shared infrastructure.

e. Area outside of the building footprint designated as common area for the commercial / retail center.

f. A non-amendment clause regarding the above unless approved by the Town. The Town has benefits of third party rights, but is under no obligation to compel compliance to these provisions.

g. Town approval of shared water meter(s) for the proposed condominium units shall include a condition of ownership of all condominium units served by the shared water meters:

1). Membership by all owners in a single Owners Association shall be a condition of ownership of any of the condominium units served by a shared water meter. The Owners Association shall be solely responsible to the Town for all aspects of the shared water and sewer service.

2). A single water reclamation rate shall be applied to all flow measured by the shared water meter, said single water reclamation rate being determined in accordance with the Town's standard practices based upon the highest wastewater strength generated by any of the individual condominium units served by the common water meter. The highest rate for any single condominium unit based on wastewater strength shall be applied to the flow generated by all condominium units served by the

shared meter, notwithstanding that some or all of the remainder of the units served are generating lower strength wastewater.

Local Agency Sheet:

101. NOTE ON FINAL MAP: "Prior to the issuance of building permits, all applicable development impact fees shall be paid to the satisfaction of the Building Official and in accordance with Town and local district ordinances."

102. NOTE ON FINAL MAP: "CC&Rs have been recorded contemporaneously with this final map."

Subdivision Agreement:

103. The developer shall either complete the required construction as shown on the signed improvement plans, or enter into an improvement agreement and post security with the Town of Windsor, agreeing to complete the required construction within 24 months of building permit issuance and prior to a request for occupancy of any structures, or as otherwise established by the Town Engineer. In accordance with the Town's Subdivision Ordinance, security is required for public facilities and all shared private facilities including irrigation and landscaping. Security shall include any of the following: Performance Bond, Labor and Materials Bond and a Maintenance Bond.

104. Unless otherwise approved by the Town Engineer, the owner/developer shall post surety for maintenance of the public improvements prior to acceptance of the public improvements by the Town or prior to project completion of an encroachment permit by the Public Works Inspector. Said surety shall remain valid and in full force for a minimum one year period from the date of acceptance of the public improvements or project completion of an encroachment permit.

105. If the property is not presently included, the owner shall execute an agreement to annex into the Town's Landscaping and Lighting Assessment District No. 1 and No. 2 (Districts). The administration, operation and maintenance of the street lighting along the ORH project frontage and the landscaping and irrigation in the roundabouts and splitter islands shall be included in the Districts. Park fees shall also be included in the District(s) and any other standard assessment district items as required by the Town Engineer.

106. If the property is not presently included, and if public storm water quality features, public drainage swales and public swale drainage improvements are required, the owner shall execute an agreement to annex into the Town's 1982 Act Benefit Assessment District for maintenance of all public storm water quality features, public drainage swales and public swale drainage improvements. The owner/developer shall pay all fees associated with setting up a new zone. Annexation shall occur prior to, or contemporaneously with, Final Map recordation.

107. The developer shall enter into a reimbursement agreement for Traffic Impact Fee credits for frontage improvements associated with the Mendelsohn property and the public library property. Frontage improvements associated with the roundabout in the vicinity of the library and Mendelsohn are not eligible for Traffic Impact Fee credits. Traffic Impact Fee credits associated with the frontage improvements along the

Mendelsohn property and the public library property on the west side of Old Redwood Highway are subject to Town Engineer approval.

During Construction Operations, the Following Conditions Shall Apply:

108. Prior to beginning construction, the applicant shall obtain a demolition permit from the Town for removal of all existing structures on the site.

109. The developer shall keep adjoining public streets free and clean of project dirt, mud, materials, and debris during the construction period, as found necessary by the Town.

110. If any hazardous waste is encountered during the construction of this project, all work shall be immediately stopped and the Sonoma County Environmental Health Department, the Fire Department, the Police Department, and the Town Inspector shall be notified immediately. Work shall not proceed until clearance has been issued by all of these agencies.

111. During construction, the Contractor shall be responsible for controlling noise, odors, dust and debris to minimize impacts on surrounding properties and roadways. Contractor shall be responsible that all construction equipment is equipped with manufacturers approved muffler's baffles. Failure to do so may result in the issuance of an order to stop work.

112. If grading is to take place between October 15 and April 15, both temporary and permanent erosion control measures, conforming to the project erosion control plans shall be in place before October 1st. Erosion control measures shall be monitored and maintained continuously throughout the storm season. A Rain Event Action Plan (REAP) shall be available at all times on-site during the course of construction.

113. The following minimum Best Management Practices (BMPs) shall be required during construction:

    a. Construction crews shall be instructed in preventing and minimizing pollution on the job.

    b. Stabilize construction entrance/exit to prevent tracking onto roadway. Only one stabilized construction entrance/exit will be allowed per phase, unless otherwise approved by the Town Engineer. Vehicles entering and leaving construction sites spread pollutants such as sediment, gravel, and other loose particles onto adjacent roads. Pollutants washed into roadside ditches are a nuisance to drivers and may cause damage to vehicles.

    c. Protect exposed slopes from erosion through preventative measures. Cover slopes to avoid contact with storm water by hydro-seeding, mulch, use of plastic sheeting or other approved means.

    d. Use brooms and shovels when possible to maintain a clean site. Use of a hose is not recommended. Introducing water as a cleanup method adds to water pollution.

    e. Designate a concrete washout area, if needed, to avoid wash water from concrete tools or trucks from entering storm drain systems. Maintain washout area and dispose of concrete waste on a regular basis.

    f. Establish a vehicle storage, maintenance, and refueling area, if needed, to minimize

the spread of oil, gas, and engine fluids. Use of oil pans under stationary vehicles is strongly recommended.

g. Protect drain inlets from receiving polluted storm water through the use of filters such as fabrics, gravel bags or straw wattles.

h. Be prepared for rain and have the necessary materials onsite before the rainy season.

i. Inspect all BMPs before and after each storm event. Maintain BMPs on a regular basis and replace as necessary, through the entire course of construction.

Prior to Acceptance of Improvements and Release of Surety, the Following Conditions Shall Be Satisfied:

114. All improvements shown on the Improvement Plans shall be completed and accepted by the Town.

115. Prior to acceptance of improvements or occupancy of building, existing curb, gutter and sidewalk to remain shall be inspected by the Town. Any curb, gutter and sidewalk which is not in accord with Town standards or is damaged before or during construction, shall be replaced.

116. The developer shall provide a written statement signed by his or her engineer verifying that the grading and/or drainage improvements are completed in accordance with the plans approved by the Sonoma County Water Agency, the Town Engineer, and the Building Official.

117. A complete set of As-Built/Record Drawing Mylar improvement plans showing all construction changes from the original plans, TIFF files (or alternate format determined by Public Works) for each of the improvement plan sheets and one paper copy of the As-Built/Record improvement plans shall be provided to the Public Works Department prior to acceptance of the public improvements.

118. The owner/developer shall submit a recorded copy of the CC&Rs to the Town Engineer.

<u>BUILDING INSPECTION DEPARTMENT</u> (Unless otherwise stated, conditions in this section shall be to the satisfaction of the Building Official):

Conditions applicable to Improvement Plan approval:

119. The developer shall retain a Certified Access Specialist to review accessibility plans and specifications for exterior site improvement compliance with state and federal accessibility laws, codes and regulations. The Certified Access Specialist shall conduct all necessary research, prepare accessibility reports, and/or conduct accessibility inspections, to the satisfaction of the Building Official.

120. Details for soundwalls and retaining walls shall be approved by the Building Official.

121. Erosion control plans shall be approved by the Building Official.

122. Plans shall be reviewed for the applicability of a demolition permit and hazardous

material handling/disposal requirements.

Conditions applicable to approval of a building permit:

123. The developer shall retain a Certified Access Specialist to review accessibility plans and specifications for building interior compliance with state and federal accessibility laws, codes and regulations. The Certified Access Specialist shall conduct all necessary research, prepare accessibility reports, and/or conduct accessibility inspections, to the satisfaction of the Building Official.

124. Upon initiation of plan check, the building plans shall include details and specifications or other information indicating compliance with California law requiring access for persons with disabilities. All specifications, to include any analysis if required shall be provided to the satisfaction of the Building Official demonstrating full compliance.

125. A California registered civil engineer with a California authorization as a geotechnical engineer shall perform the geotechnical evaluation. A written report of the investigation shall be submitted to the Building Official by the owner or authorized agent at the time of permit application. The geotechnical report shall include, but shall not be limited to, site-specific evaluations of design criteria related to the nature and extent of foundation materials, groundwater conditions, liquefaction potential, settlement potential and slope stability.

126. Abandon any existing wells, septic tanks, or underground fuel storage tanks under permit and inspection of Environmental Health or other designated agency. If there are none, provide a letter from the project engineer relating to the scope of the search done to make this determination.

127. Construction shall comply with all applicable current codes. No site clearance, grubbing (except weed abatement), grading, or fill stockpiling, may be performed without prior approval of the Building Official.

128. Site improvement plans shall be reviewed by the Central Fire Authority.

129. No sitework, including grading, shall be initiated until improvement plans have been approved by the Planning Director and Town Engineer. Grading permits must be applied for and issued by the Building Department, prior to beginning site work.

130. The developer shall pay all applicable development impact fees as required by the Town of Windsor, prior to the issuance of a building permit. The developer shall pay all applicable impact fees to the Windsor Unified School District and Windsor Fire Protection District, prior to issuance of a building permit.

131. A pre-construction meeting shall be held with the Building Official, prior to permit issuance. The purpose of the meeting is to coordinate construction activities related to job site sanitary facilities, tree preservation, utility trenching, and other

requirements related to construction of the proposed project.

132. Toilet facilities shall be provided for construction workers and such facilities shall be maintained in a sanitary condition, to the satisfaction of the Building Official.

133. Construction sites shall be maintained in a trash and litter free condition for the duration of the construction activity, to the satisfaction of the Building Official.

PLANNING DEPARTMENT (Unless otherwise stated, conditions in this section shall be to the satisfaction of the Planning Director):

Conditions applicable to improvement plan approval:

134. Lot Line Adjustment No. 09-57 shall be recorded prior to submittal of Improvement Plans.

135. A "Tree Preservation Plan" shall be included as part of the project grading and utility plans, and shall conform to the requirements of the Town's Tree Preservation Ordinance and Tree Technical Manual. Any deviation from the Tree Preservation Plan accompanying the tentative map shall be identified and appropriate mitigation specified per Ordinance. Compliance for on-site improvements shall be certified by the Project Arborist.

Improvements within 100 feet of the new centerline of Old Redwood Highway shall be similarly reviewed and certified by the Town Arborist for compliance with the Tree Preservation Plan accompanying the tentative map and the "Proposed Old Redwood Highway Streetscape Design (July 2011)" plans submitted by Bell Village, reviewed by the Town Arborist, and approved by the Town. Tree Preservation Zones shall be those depicted on the Tree Preservation Plan and as previously acknowledged by the Town Arborist. Costs for review shall be borne by the applicant.

All protected trees authorized for removal shall be mitigated in accordance with Town Ordinance (per phase). Any replanting of native oak trees (24 inch box or greater size) within the project, as well as any other eligible tree protection related improvements authorized by the Town Council, may be credited against mitigation fees due the Town. Project Arborist shall update the status of mitigation fees due based on any changes to the numbers/types of oak trees replanted or removed for each phase of development. Fees may be paid on a phase by phase basis, and shall be due prior to the issuance of the first building permit within each phase.

The Town Council determined that final design and construction costs for those improvements identified in Exhibit C are eligible for mitigation fee credit (based on "net" costs over typically required improvements and subject to confirmation of cost by the Town Engineer), as well as similar improvements determined eligible by the Town Engineer and Planning Director. Fee credit will be prorated on a phase by phase basis.

136. Prior to inclusion in the improvement plans, final landscaping (planting plan) and irrigation plans shall return to the Planning Commission for Final Design Review approval and include the following items:

a. Landscape and irrigation plans shall be certified by the project landscape architect to comply with the Town's Water Efficient Landscape Ordinance.

b. Roundabout plant materials and design shall be approved by the Town's Maintenance Superintendant, Town Engineer, and Planning Director. The portions of the "diverter" medians which are between the crosswalk and the roundabout shall be landscaped with approved plant materials consistent with maintaining required sight lines. Areas of the diverters outside of the crosswalks shall be hardscape. Roundabouts shall include provisions for power, uplighting, and irrigation.

    1). The Windsor Road/Old Redwood Highway roundabout, together with the future roundabout at Windsor River Road/Old Redwood Highway, should incorporate "Gateway" design elements to the Downtown. These two roundabouts should provide a centerpiece for future placement of large scale public art, surrounded with trees and other landscape elements. Using walls for signage is not recommended. A small freestanding sign at the north entry announcing "Downtown" in complementary styling with the Wayfaring Sign Master Plan may be appropriate.

    2). The Market Street/Old Redwood Highway roundabout should be used with landscape elements only (No public art). A cluster of large scale Cork Oak trees is recommended.

c. Master plan of all walls and fencing, including acoustic fencing. Includes location, type, elevations and cross sections. At the northern project boundary, soundwall shall be setback from the freeway to match adjacent residential building wall and landscaped. Soundwall shall be offset 2-3 feet from the Romano property line to permit maintenance or maintenance easement shall be provided from Romano property. Delete accent walls at the southwest corner of Residential Building 2 as well as the Community Garden.

d. Project Interior Streetscape. Interior private streets (excepting the townhouse frontage and the internal commercial parking area south of the entry street) shall be designed with 10 foot wide sidewalks (from back of curb), including 4 foot tree wells with grates spaced 30 feet on center at back of curb. Sidewalks width may be reduced where appropriate in the interest of tree preservation. Within the residential areas, benches with trash containers/recycling and bicycle racks shall be provided in the following locations:

    1). At main entrances to all buildings, interior courtyards, and the recreation complex.

    2). At tot lots and the community garden area.

e. Pavement details for project interior (commercial and residential), including colors and materials. Pavement need not match public street frontage treatment.

f. A lighting plan, including fixture cut sheets. Plan shall include Victorian style streetlights, site lighting and uplighting for buildings and oak trees along Old Redwood Highway, and public lighting in the roundabouts. Opportunities for energy efficiency (LEDs, use of fuel cell technology) should be explored.

g. Transit shelter shall be designed to complement the architecture and materials of the project background. Additional weather protection enclosure is requested on rear wall and sidewall returns, as well as space to post transit route maps and schedules.
h. Provide Plans for secondary access from ground floor units of Residential Buildings 3-6 to surrounding streets.

137. Improvement Plans shall include the following:
a. Ground cover and shrubs areas shall be designed to provide 100% plant material coverage at maturity (except under protected oaks).
b. Project boundaries (except public street frontage) shall be delineated by means of fencing or minimum 4 inch wide concrete mow strip.
c. Plans for Old Redwood Highway shall include the following streetscape elements and shall be approved by the Planning Director, Town Engineer, Building Official (ADA) and the Parks and Facilities Division Manager (Maintenance).
1). Pavement for public sidewalks shall be Trinity seeded aggregate.
2). Warning detector strips color shall complement the crosswalks ("rust" or similar).
3). Along the residential frontage, container plantings shall be provided at corner locations and building entries. Along the commercial frontage, container plantings shall be provided at seating area opportunities (container accents associated with businesses will be left to the individual business owner). Container groupings shall include a minimum of 3 containers (24"-36" diameter) of varying height, be provided with automatic irrigation.
4). Spacing of major street furniture items (benches, trash/recycling containers, bike racks, etc) shall be based on current facilities downtown. Other features recommended in the Old Redwood Streetscape Design Guidelines shall be provided as shown in that document or as otherwise accommodated by the Landscape Architect and approved by the Town. Benches shall generally be located to face from the back of sidewalk area towards Old Redwood Highway and not back onto the roadway.
d. All retaining walls visible from public or private streets or sidewalks shall be decorative split face block or equivalent approved by the Planning Director.
e. All above ground utilities (including transformers, double detector check valves, and irrigation backflow preventers) shall be located behind the front building façade along the Old Redwood Highway frontage, clustered near building walls were possible, and screened in a manner approved by the Planning Director and Town Engineer.
f. All utility meters for the residential units (except townhouses) shall be located in the underground garage or within an approved enclosure or an enclosed room within the buildings.
g. Lighting shall generally comply with Section 27.20.030 D of the Town of Windsor Zoning Code. Lighting plan shall include a site plan, photometric diagram, fixture schedule, and fixture cut sheets submitted and indexed as part of the architectural drawings. Poles shall not exceed 20 feet in height, and individual fixtures shall not exceed 250 watts. Exterior fixtures shall be LED and wall mounted fixtures shall be sconce type with light source shielded. Exceptions to

the above shall be approved by the Planning Director.

h. Trash enclosures shall be reviewed for conformity with West County Disposal recommendations, including sufficient space for recycling and pedestrian entry. Material shall include split face block with integral color to complement the building color, and solid metal gates.

i. Boardwalk/Elevated Walkway Design shall comply with recommendations of the Town Arborist, subject to approval of the Town Engineer and Planning Director. Design shall incorporate use of drilled piers, including use of a single pier, to the maximum extent feasible. At grade sidewalks shall incorporate design elements to minimize compaction and promote aeration subject to approval of the Town Engineer. Raised crosswalk shall be incorporated into the intersection at Old Redwood Highway between Building 3 and 5 as shown to enable construction of boardwalks / elevated walkways in front of Building 3.

j. In addition to minimum CALGreen requirements to be demonstrated in the commercial area, provide the following Alternative Transportation facilities:
   1). Motorcycles/Scooters: In addition to those shown on the September 27, 2011 drawings, provide 2 additional spaces to be shared by Buildings 1 and 2.
   2). Bicycles: Provide short term (visitor) bicycle parking for residential areas (excluding Townhouses) be provided at a rate of 1 bicycle rack per 20 units (each rack capable of locking two bicycles). Location should be evenly distributed and convenient to building entries without obstructing pedestrians. Bike rack design shall be either "hitch" (post and loop) or "inverted U" type capable of locking the frame and both wheels and compliant with AASHTO Bicycle Guidelines, unless otherwise approved by the Planning Director.

k. Townhouse front yard landscaping shall be included with final landscape plans.

l. Plans and details shall comply with the "Old Redwood Highway Streetscape Design Guidelines" as approved by the Town Council and administered by the Planning Director and Town Engineer. Street tree for all tree wells is the Valley Oak (Quercus lobata, 24 inch box)).

138. Notes on Improvement Plans (Standard):

a. During construction, the Contractor shall be responsible for controlling noise, odors, dust and debris to minimize impacts on surrounding properties and roadways. Contractor shall be responsible that all construction equipment is equipped with manufacturers approved muffler's baffles. Failure to do so may result in the issuance of an order to stop work.

b. In the event that archaeological features such as pottery, arrowheads, midden or culturally modified soil deposits are discovered at any time during grading, scraping, or excavation within the property, all work shall be halted in the vicinity of the find and Town Planning staff shall be notified. A qualified archaeologist shall be contacted immediately to make an evaluation of the find and report to Town Planning. Planning staff may consult and/or notify the appropriate Trial representative from tribes know to staff to have interests in the area. Artifacts associated with prehistoric sites include humanly modified stone, shell, bone, or other cultural materials such as charcoal, ash, and burned rock indicative of food procurement or processing activities. Prehistoric domestic features include hearths, fire pits, or house floor depressions. Whereas typical mortuary features

are represented by human skeletal remains. Historic artifacts potentially include all by-products of human land use greater than 50 years of age including trash pits older than fifty years of age. When contacted, a member of Planning Staff and the archaeologist shall visit the site to determine the extent of the resources and to develop and coordinate proper protection/mitigation measures required for the discovery. Planning Staff may refer the mitigation/protection plan to designated tribal representatives for review and comment. No work shall commence until a protection/mitigation plan is reviewed and approved by Planning staff. Mitigations may include avoidance, removal, preservation and/or recordation in accordance with California law. Archaeological evaluation and mitigation shall be at the applicant's sole expense.

c. If human remains are encountered, all work must stop in the immediate vicinity of the discovered remains and Planning staff, County Coroner, and a qualified archaeologist must be notified immediately so that an evaluation can be performed. If the remains are deemed to be Native American, the Native American Heritage Commission must be contacted by the Coroner so that a "Most Like Descendant" can be designated and the appropriate provisions of the California Government Code and California Public Resources Code will be followed.
d. Construction work shall be limited to the hours between 7:00 a.m. and 7:00 p.m. Monday through Friday and 8:00 a.m. to 7:00 p.m. on Saturdays. No work is permitted on Sundays.
e. All existing overhead utilities (of 26,000 volts or less) and proposed utilities, both on-site and along project frontages, shall be placed underground. All poles (except a pole to accommodate the Highway 101 crossing) shall be removed from the project frontage. This does not include surface mounted transformers, pedestal mounted terminal boxes and meter cabinets.
f. Utility joint trench location shall be field staked and approved by the Town PRIOR TO INITIATION OF ANY TRENCHING. This required approval by the Town is independent of any authorization granted by the Utility Company, the Developer and/or Contractor. Trench locations within the tree protection zones of any protected trees may not be approved by the Town. The Town's inspector may require consultation by the Town's arborist prior to approval of trench location. Failure to comply with these requirements may result in an immediate order to stop work, as well as incurrence of civil penalties as provided by Town Ordinance.
g. Soil shall not be treated with lime or other cementitious material without prior express permission by the Planning Director and Building Official.
h. Construction shall adhere to minimum Best Management Practices (BMPs) as required by the Town to minimize the amount of sediment and other pollutants leaving the site during construction activities.

139. Evidence of permits from the following Resource Agencies identified in the Biological Assessment shall be provided to the Planning Department: a) U.S. Army Corps of Engineers Section 404 Permit, and b) State of California Water Quality Control Board Section 401 Water Quality Certification.

140. Street names and addresses shall be submitted to the Planning Department, reviewed by the Central Fire Authority and approved by the Planning Department prior to inclusion on improvement plans.

Conditions applicable to approval of final map/parcel map:

141. Mapping shall generally depict Lots as limited to building footprints, with all exterior areas depicted as common area. This includes incorporating the fire access and landscape area between the townhouses and Highway 101 as common area. Exceptions include the following:
    a. Interior courtyards between Buildings 3/4 and 5/6, which are underlain by an underground parking structure. These areas will be part of the Building Lot and overlain with a common area easement for landscaping and maintenance.
    b. Townhouse front yard areas. These areas will be part of the Townhouse Lot and similarly overlain with a common area easement for landscaping and maintenance.
    c. Recreational structures would be part of the common area.
    d. Other exceptions or adjustments as approved by the Planning Director and Town Engineer.

142. Management Documents shall include an Owner's Association and include the following provisions:
    a. Maintenance of all common areas including parking, landscaping, and building exteriors in conformance with plans approved by the Town. A separate Association may be formed for the commercial properties, but all residential units shall be under one Association.
    b. Maintenance of all landscaping and irrigation systems along project frontage, including street trees and tree wells on Old Redwood Highway. Provisions for performance criteria for street tree maintenance and annual monitoring by the Town or its representative shall be included.
    c. Use shall comply with limitations specified in Use Permit resolution of approval.
    d. The management documents shall provide for a non-amendment clause regarding the above items unless approved by the Town. The Town may require third party benefits with the right, but no obligation, to compel compliance to these provisions.

143. Assessment District formed for maintenance of roundabouts shall include provisions for annual street tree monitoring by the Town or its representative.

144. Notes on Final Map:
    a. This project is approved as a planned development. See Use Permit Resolution No. 2866-11(or as amended) for Town imposed ongoing limitations on commercial and residential uses. See also the recorded Conditions, Covenants, and Restrictions for the Project for additional regulations administered by the Owner's Association.
    b. Noise sources affecting this subdivision include Old Redwood Highway and Highway 101. Development of these lots includes construction requirements to

attenuate noise in general compliance with the Noise Element of the General Plan. Buyers are advised that the resultant noise environment may continue to be objectionable to some individuals.

c. Prior to issuance of building permits, any tree mitigation fees due for this phase of development shall be paid to the Town.
d. This subdivision is subject to a Housing Agreement executed with the Town of Windsor and recorded as Document No._____.

145. Common area improvements shall be completed prior to recordation of the final map or shall be included in the Subdivision Improvement Agreement and Bonding, unless an alternative form of agreement and security is approved by the Planning Director.

146. Owner shall execute a Housing Agreement with the Town guaranteeing provision of affordable housing units in conformance with the previously executed Priority Development Area Waiver Agreement dated October 7, 2009 and approved by the Town Council, and including the following:
   a. 77 residential units (20% of unit total) shall be reserved for occupancy by very low income households for a minimum period of 30 years.
   b. An additional 77 residential units (20% of unit total) shall be reserved for occupancy by moderate income households for a minimum period of 10 years.

   This agreement shall be approved by the Planning Director and Town Attorney. The agreement shall be recorded with and referenced on the final map.

Conditions applicable to subdivision final and/or release of securities.

147. Final arborist reports concerning protected trees shall be received, including conclusions regarding construction impacts and determination of any additional required tree mitigation shall be made in accordance with the Chapter 27.36 of the Zoning Ordinance (Tree Preservation and Protection) to the satisfaction of the Planning Director. The Town Arborist shall report on protected trees within 100 feet of the new centerline of Old Redwood Highway, and the Project Arborist shall report on the remainder.

148. The applicant shall provide to the Town Planning Director a written statement signed by the Landscape Architect who prepared the approved construction documents verifying that the landscape planting and irrigation improvements are completed in accordance with the approved drawings and the Town's Water Efficient Landscape Ordinance, and that the irrigation system has been completely tested and found to be functioning per design.

149. All Common Area improvements shall be completed per approved plans, unless an alternative form of agreement and security is approved by the Planning Director.

150. Public Works, Building, and Planning Departments shall verify that all mitigation measures applicable to site improvements have been completed based on construction compliance with approved plans.

The following general conditions shall apply:

151. The project shall generally comply with the project description and materials included in the staff report dated November 8, 2011 and materials presented to and approved by the Planning Commission and Town Council, except as modified through resolutions of approval. The project is approved for a total of 387 dwelling units and 83,500+/- square feet of commercial space. Improvements shall be maintained in accordance with plans approved by the Town. Plans include the following:
    a. Plans entitled "Bell Plaza and Bell Village", including complete civil, landscape, and architectural drawings, with cover sheet dated "Revision June 3, 2011"
    b. Drawings entitled "Proposed Old Redwood Highway Streetscape Design, October 2011", prepared by Landesign Group.
    c. Drawings entitled "Bell Village Materials and Furniture, July 2011" prepared by Bell Village LP.
    d. Revised Site Plan / Landscape Plan Drawings (Sheets L1-L4) dated October 2011.
    e. Plans and Drawings included within the 11 X 17 document entitled "Response to Planning Comments from the September 27, 2011 meeting" (Attachment No. 2 to the November 8, 2011 staff report).

    The Revised Site Plan / Landscape Plan Drawings represent the most recent drawings to comprehensively incorporate comments and revisions requested by the Town Council and Planning Commission, and are intended to be the "go by" document in the event of conflict with other plans or maps cited above.

152. This project is approved for an initial two-year period from the effective date of adoption of this resolution. Extensions of time may be requested in accordance with the Town Subdivision Ordinance and the Subdivision Map Act.

153. Any reasonable costs incurred to review legal documents, agreements, deeds, easements, etc. shall be born by the applicant/developer, at the time of review.

154. Growth control allocations are established for this project in Town Council Resolution No. 2543-09.

155. Prior to the issuance of building permits, and within 5 working days of project approval, applicant shall submit $50.00 to the Planning Department for filing of a Notice of Determination, plus the additional fee applicable to the Department of Fish and Game based on a non-exempt project for which a Mitigated Negative Declaration was prepared. Check shall be written to the Sonoma County Clerk and based on DFG fee in place January 1, 2012 (due to second reading of the zoning ordinance amendment in January 2012).

156. General Plan Amendment and Rezoning necessary to accommodate the project shall be approved by the Town Council.

157. The applicants shall defend, indemnify and hold harmless the Town and its agents,

officers, attorneys or employees from any claim, action, or proceeding brought against the Town or its agents, officers, attorneys or employees to attack, set aside, void, or annul the Planning Commission and/or Town Council decisions relating to this Project. This indemnification shall include damages or fees awarded against the Town, if any, cost of suit, attorneys' fees, and other costs and expenses incurred in connection with such action whether incurred by Applicants including its partners, principals, or agents, the Town and/or the parties initiating or bringing such action. Applicant shall defend, indemnify and hold harmless the Town, its agents, officers, employees and attorneys for all costs incurred in additional investigation of or study of, or for supplementing, preparing, redrafting, revising, or amending any document (such as the EIR or Addendum), if made necessary by said legal action.

In the event that a claim, action or proceeding describer above is brought, the Town shall promptly notify Applicants of the existence of the claim, action or proceeding, and the Town will cooperate fully in the defense of such claim, action or proceeding. Nothing herein shall prohibit the Town from participating in the defense of any claim, action or proceeding. In the event that Applicants are required to defend the Town in connection with any said claim, action or proceeding, the Town shall retain the right to (i) approve the counsel to so defend the Town, (ii) approve all significant decisions concerning the manner in which the defense is conducted, and (iii) approve any and all settlements, which approval shall not be unreasonably withheld. The Town shall also have the right not to participate in said defense, except that the Town agrees to cooperate with Applicants in the defense of said claim, action or proceeding. If the Town chooses to have counsel of its own to defend any claim, action or proceeding where Applicants have already retained counsel to defend the Town in such matters, the fees and expenses of the counsel selected by the Town shall be paid by the Town. Notwithstanding the immediately preceding sentence, if the Town Attorney's office participates in the defense, all Town Attorney fees and costs shall be paid by the Applicants.

Applicants shall indemnify the Town for all the Town's costs, fees, and damages which the Town incurs in enforcing the above indemnification provisions.

PASSED, APPROVED AND ADOPTED this 7th day of December 2011, by the following vote:

AYES:	**COUNCILMEMBERS ALLEN, GOBLE, SALMON, SCHOLAR AND MAYOR FUDGE**
NOES:	**NONE**
ABSTAIN:	**NONE**
ABSENT:	**NONE**

Debora Fudge

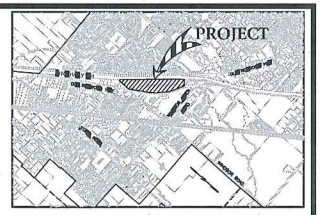
DEBORA FUDGE, MAYOR

ATTEST:

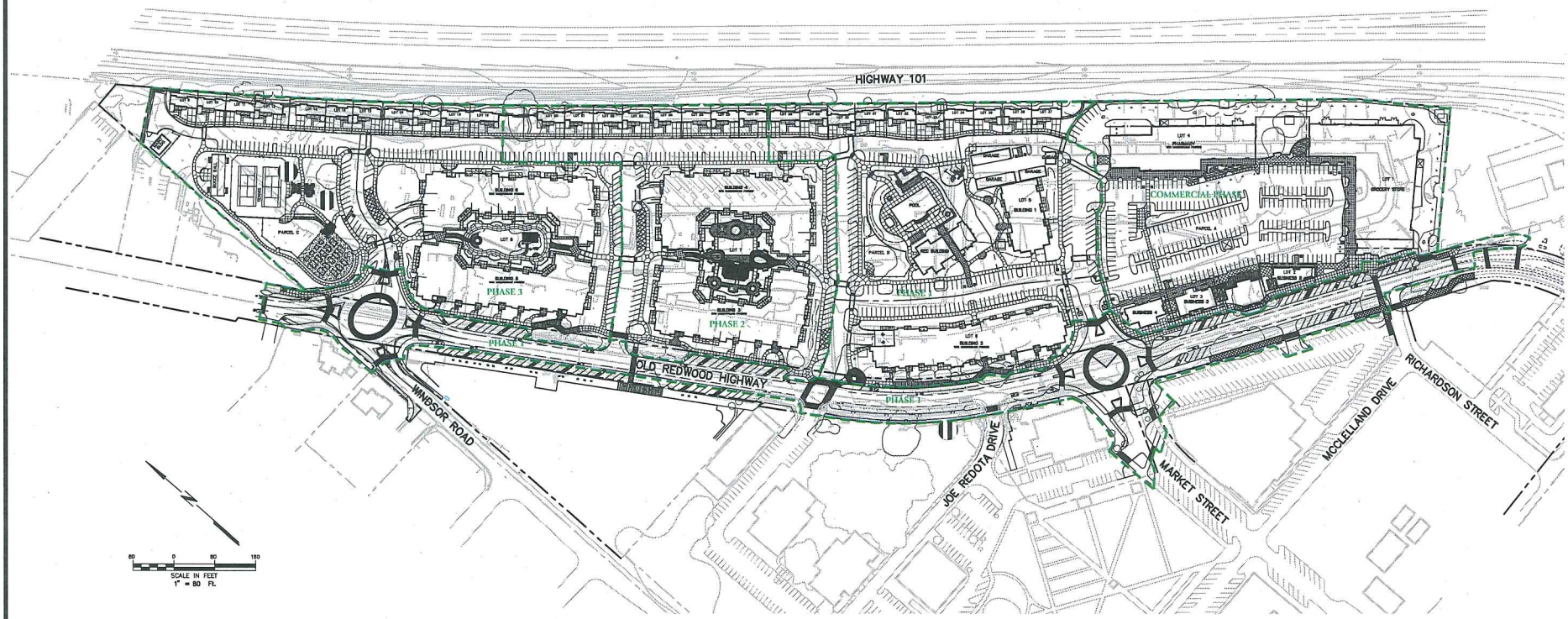
Maria De La O

MARIA DE LA O, TOWN CLERK

Attachments:
Exhibit "A" – Phasing Plan
Exhibit "B" – Mitigation Monitoring and Reporting Plan
Exhibit "C" – Improvements Eligible for Tree Mitigation Fee Credit



LOCATION MAP
NOT TO SCALE



DESCRIPTION OF PROJECT PHASING PROPOSAL

1. IT IS ANTICIPATED THAT THE PROJECT WILL BE CONSTRUCTED IN PHASES, PACED TO MEET MARKET DEMANDS. THE APPROXIMATE LIMITS OF EACH PHASE ARE ILLUSTRATED ON THE ATTACHED PLAN. IT IS PROPOSED THAT THE FIRST PHASE OF THE DEVELOPMENT WILL CONTAIN THE SOUTHERN-MOST RESIDENTIAL BUILDINGS (1 AND 2), THE MAIN RECREATIONAL CENTER, AND THE ADJOINING TOWNHOMES (LOTS 28-37). IT IS ALSO PROPOSED THAT PHASE 1 WILL INCLUDE CONSTRUCTION OF OLD REDWOOD HIGHWAY ALONG THE FULL LENGTH OF THE PROJECT. IT IS PROPOSED THAT, OTHER THAN IN THE IMMEDIATE VICINITY OF THE ROUNDABOUTS, WHERE SIDEWALK IS NEEDED TO CONVEY BICYCLE TRAFFIC AROUND THE ROUNDABOUT, SIDEWALKS ON THE PROJECT SIDE OF OLD REDWOOD HIGHWAY WILL BE BUILT IN PHASES TO CORRESPOND TO THE PHASING OF DEVELOPMENT ON THE SITE. SIDEWALK WILL BE CONSTRUCTED ALONG THE WEST SIDE OF THE ROADWAY IN A SINGLE PHASE, WITH THE EXCEPTION THAT NO SIDEWALK OR PARKING IMPROVEMENTS WILL BE CONSTRUCTED ALONG THE TELFER OR RICHARDSON FRONTAGES UNTIL THOSE PROPERTIES DEVELOP.
2. THE SOUTH END OF THE PROPERTY HAS BEEN DESIGNATED THE "COMMERCIAL PHASE". DEVELOPMENT OF THIS PHASE OF THE PROJECT WILL DEPEND UPON MARKET DEMAND FOR THIS TYPE OF SPACE. FOLLOWING PHASE 1 CONSTRUCTION, THIS AREA OF THE PROJECT CAN "STAND ALONE" IN TERMS OF INFRASTRUCTURE, AND CAN THUS BE ADDED AT ANY TIME. FROM PHASE 1, THE RESIDENTIAL DEVELOPMENT WILL PROGRESS TO THE NORTH, WITH PHASE 2 CONSISTING OF BUILDINGS 3 AND 4, AND TOWNHOME LOTS 20-27, AND PHASE 3 CONSISTING OF BUILDINGS 5 AND 6, TOWNHOME LOTS 9-19, AND THE REMAINING RECREATIONAL FACILITIES. UTILITY INFRASTRUCTURE WILL GENERALLY BE EXTENDED FROM THE SOUTH AS PHASES DEVELOP. THE ONE EXCEPTION TO THIS IS THE RECLAIMED WATER FOR IRRIGATION, WHICH THE TOWN HAS MANDATED BE SUPPLIED FROM THE NORTH END OF THE PROJECT. IT IS PROPOSED THAT THE RECLAIMED WATER MAIN BE EXTENDED SOUTH WITH PHASE 1 AND OLD REDWOOD HIGHWAY CONSTRUCTION, ALONG THE PRESUMED ROUTE OF INTERNAL PROJECT ROADWAYS. IN ADDITION, STORM DRAIN TO SERVE PHASE 1 MUST BE EXTENDED FROM THE SOUTH FROM THE VICINITY OF THE HWY 101 OFFRAMP, AS SHOWN ON THE TENTATIVE MAP, AND WILL ALSO NEED TO BE EXTENDED THROUGH THE COMMERCIAL AREA TO SERVE PHASE 1.
3. WE PROPOSE TO REMOVE TREES ON A PHASE BY PHASE BASIS, ONLY AS NEEDED TO SUPPORT THE CONSTRUCTION OF THAT PHASE AND ANY SUPPORTING UTILITIES. THIS APPROACH WILL ALLOW THE SITE TO RETAIN IT'S CURRENT SCREENING FROM HIGHWAY AND FROM ANY NEIGHBORS, EACH PHASE OF THE PROJECT IS DEVELOPED. THIS APPROACH ASSUMES THAT TREE REMOVAL APPROVED AT THE ENTITLEMENT STAGE WILL BE HONORED OVER THE DURATION OF PROJECT BUILD OUT. EVERY EFFORT WILL BE MADE TO CONFORM THE IMPROVED PHASE(S) TO THE UNIMPROVED AREAS ALONG THE PERIMETER OF THE PHASE, IN THE SHORTEST DISTANCE POSSIBLE, TYPICALLY 15 FT OR LESS. THIS APPROACH WOULD ALSO BE USED ON THE OLD REDWOOD HIGHWAY FRONTAGE.
4. WE PROPOSE THAT CONSTRUCTION STAGING FOR THE PHASE 1 RESIDENTIAL IMPROVEMENTS OCCUR IN THE CENTRAL PORTION OF THE COMMERCIAL PHASE OF THE PROJECT. THIS IS A PORTION OF THE FORMER MOBILE HOME PARK THAT IS LARGELY DEVOID OF TREES, AND IS ALREADY SUBSTANTIALLY PAVED, GRAVELED, OR COVERED BY BUILDINGS THAT WILL EVENTUALLY BE REMOVED. THESE EXISTING BUILDINGS ARE BEING CONSIDERED FOR SECURE STORAGE OF CONSTRUCTION EQUIPMENT AND MATERIALS. WHEN THE COMMERCIAL PHASE OF THE PROJECT DEVELOPS, STAGING WILL OCCUR IN THE PROPOSED PARKING LOT AREA, WHICH IS THE SAME AREA PROPOSED FOR STAGING FOR PHASE 1 CONSTRUCTION. NEAR COMPLETION OF THE COMMERCIAL PHASE, STAGING WILL BE CONSOLIDATED TO ALLOW FOR PHASED PAVING OF THE PARKING AREA. IT IS ANTICIPATED THAT STAGING FOR PHASE 2 (RESIDENTIAL) OF THE PROJECT WILL OCCUR ON THE PORTIONS OF PHASE 3 WITH THE LEAST TREE COVER. HOWEVER, SOME REMOVAL OF TREES WILL BE NECESSARY. TREES WILL BE REMOVED ONLY AS NEEDED TO MAKE A FUNCTIONAL STAGING AREA. FOR THE CONSTRUCTION OF THE FINAL PHASE, STAGING WILL OCCUR AT THE NORTH END OF THE PHASE IN AREAS DESIGNATED FOR PAVING OR OTHER HARDSCAPE IMPROVEMENTS.

BELL VILLAGE PHASING PLAN

OCTOBER 2011

OWNER:
TOWN SQUARE VILLAGE, LP AND
OAKMONT SL OF ALAMEDA, LP
220 CONCOURSE BLVD.
SANTA ROSA, CA 95403
(707) 535-3000

SUBDIVIDER:
TOWN SQUARE VILLAGE, LP AND
OAKMONT SL OF ALAMEDA, LP
220 CONCOURSE BLVD.
SANTA ROSA, CA 95403
(707) 535-3000

APN
161-070-038

ENGINEER:
BRELJE & RACE
475 AVIATION BOULEVARD
SUITE 120
SANTA ROSA, CA 95403
(707) 576-1322

ZONING:
PRESENT: MDR
PROPOSED: CR-24 AND CC

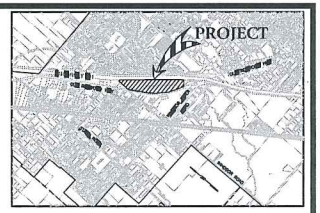
Brelje & Race CONSULTING CIVIL ENGINEERS

SHEET 1 OF 2

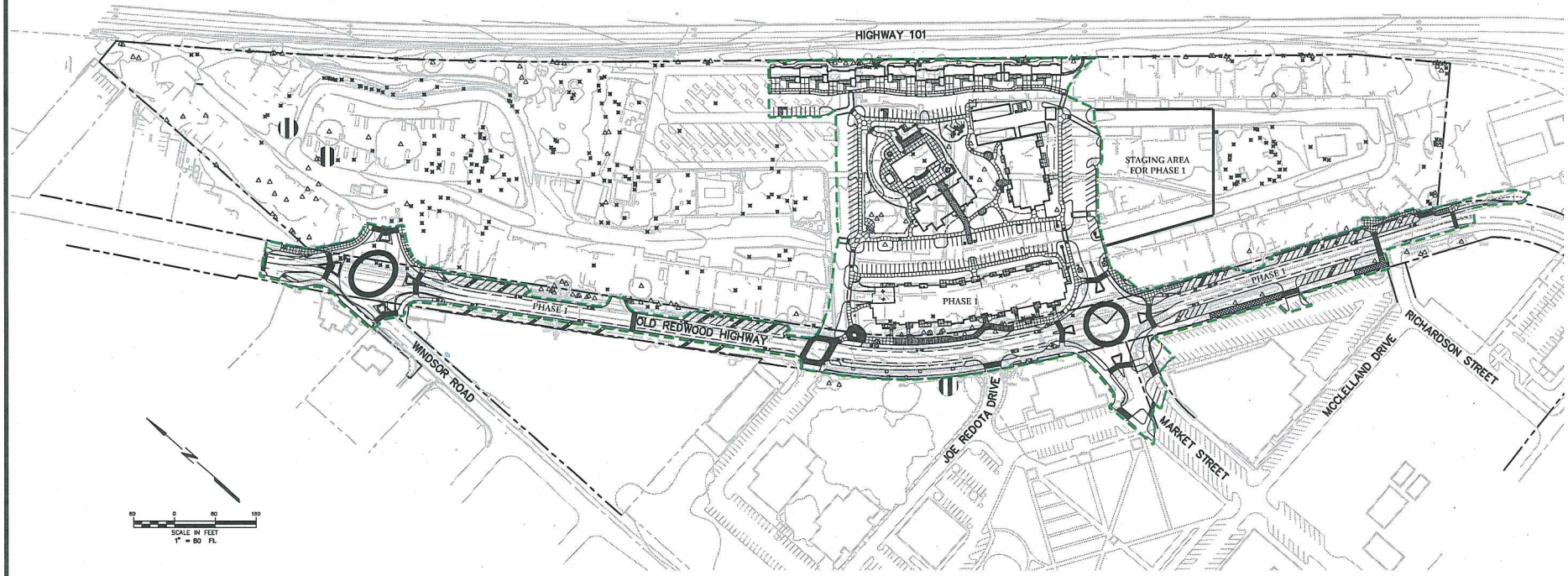
Exhibit A

1/2

10-07-11 M:\y_2011\Civil\2994 01\2994.01-EXHIBIT-PHASING PLAN.dwg 11x17 SITE-1



LOCATION MAP
NOT TO SCALE



LEGEND

- LIMITS OF PHASE 1 WORK
- △ TREES DESIGNATED FOR PRESERVATION
- ✕ TREES DESIGNATED FOR REMOVAL-BY PHASE

BELL VILLAGE PHASING PLAN

OCTOBER 2011

OWNER:
TOWN SQUARE VILLAGE, LP AND
OAKMONT SL OF ALAMEDA, LP
220 CONCOURSE BLVD.
SANTA ROSA, CA 95403
(707) 535-3500

SUBDIVIDER:
TOWN SQUARE VILLAGE, LP AND
OAKMONT SL OF ALAMEDA, LP
220 CONCOURSE BLVD.
SANTA ROSA, CA 95403
(707) 535-3500

ENGINEER:
BRELJE & RACE
475 AVIATION BOULEVARD
SUITE 120
SANTA ROSA, CA 95403
(707) 576-1322

APN
161-070-036

ZONING:
PRESENT: MDR
PROPOSED: CR-24 AND CC

Brelje & Race
CONSULTING CIVIL ENGINEERS

SHEET 2 OF 2

2/2

10-27-11 M:\y_1284\dwg\1284 01\1284-01-EXHIBIT-PHASING PLAN.dwg TAB: SHEET2

DRAFT
Mitigation Monitoring Reporting Program
Bell Village
Town of Windsor, California

State Clearinghouse No.: 2010092042

Prepared for:

Town of Windsor Planning Department
9291 Old Redwood Highway
P.O. Box 100
Windsor, CA 95492
707.838.5335

Contact: Rick Jones, Senior Planner

Prepared by:

Michael Brandman Associates
2000 "O" Street, Suite 200
Sacramento, CA 95811
916.447.1100

Contact: Jason Brandman, Project Director
Trevor Macenski, Project Manager

October 5, 2011

Exhibit B

Table of Contents

Introduction 1
Purpose of the MMRP 1
Roles and Responsibilities 1
Changes to Mitigation Measures 2
MMRP Summary Table 3

List of Tables

Table 1: Mitigation Monitoring and Reporting Table 4

INTRODUCTION

This Environmental Mitigation Monitoring and Reporting Program (MMRP) has been prepared pursuant to the California Environmental Quality Act (CEQA) and the CEQA Guidelines to provide for the monitoring of mitigation measures required of the Bell Village project as set forth in the Initial Study/Mitigated Negative Declaration (IS/MND) prepared for the project.

Section 21081.6 of the California Public Resources Code and Sections (§§) 15091(d) and 15097 of the CEQA Guidelines require public agencies "to adopt a reporting or monitoring program for changes to the project which it has adopted or made a condition of project approval in order to mitigate or avoid significant effects on the environment." An MMRP is required for the proposed project because the IS/MND for the project identified potentially significant adverse impacts related to the implementation of proposed activities. Mitigation measures have been identified to reduce those impacts to a less-than-significant level.

PURPOSE OF THE MMRP

This MMRP has been prepared to ensure that all required mitigation measures are implemented and completed according to schedule and maintained in a satisfactory manner during project implementation. The MMRP may be modified by the Town of Windsor during project implementation, as necessary, in response to changing conditions or other refinements. Table 1 will assist the responsible parties in implementing the MMRP. The table identifies individual mitigation measures, monitoring and mitigation timing, responsible person or agency for implementing each mitigation measure, monitoring procedures, and a record of implementation of the mitigation measures. The numbering of mitigation measures follows the numbering sequence used by the IS/MND.

ROLES AND RESPONSIBILITIES

Unless otherwise specified herein, the project applicant is responsible for taking all actions necessary to implement the mitigation measures according to the specifications provided for each measure and for demonstrating that the action has been successfully completed to the Town of Windsor. The project applicant may delegate implementation responsibility or portions thereof to a licensed contractor at its discretion.

The Town of Windsor will be responsible for overall administration of the MMRP and for verifying that the applicant or a qualified construction contractor has completed the necessary actions for each measure. The Town of Windsor will designate a project manager to oversee the MMRP during the project implementation period. Duties of the project manager include the following:

- Ensure that routine inspections of the project's actions are conducted by appropriate Town of Windsor staff;

- Serve as liaison between the Town of Windsor and the project proponent regarding mitigation monitoring issues;
- Complete forms and maintain records and documents required by the MMRP; and
- Coordinate and ensure that corrective actions or enforcement measures are taken, if necessary.

Following direction from the Town of Windsor Town Council, all measures described in this MMRP will be recorded and enforced through a combination of one or more of the following, as appropriate to the nature of the measure:

- Incorporation into the project design;
- Incorporation into agreements with contractors and other parties concerning project design and construction; and/or
- Carried out directly by Town staff.

CHANGES TO MITIGATION MEASURES

Any substantive change in the MMRP made by the Town of Windsor staff shall be reported in writing to the project file. Modifications to the mitigation measures may be made by the Town of Windsor staff subject to one of the following findings and documented by evidence included in the record:

1. The mitigation measure included in the Final IS/MND and the MMRP is no longer required because the potentially significant environmental impact identified in the Final IS/MND has been found not to exist or to occur at a level which makes the impact less than significant as a result of changes in the project, changes in conditions of the environment, or other factors.

OR

2. The modified or substitute mitigation measure to be included in the MMRP provides a level of environmental protection equal to or greater than that afforded by the mitigation measure included in the Final IS/MND and the MMRP.

AND

3. The modified or substitute mitigation measures do not have significant adverse effects on the environment in addition to or greater than those that were considered by the responsible hearing bodies in their decisions on the Final IS/MND and the proposed project.

AND

4. The modified or substitute mitigation measures are feasible, and the Town of Windsor—through measures included in the MMRP or other Town of Windsor procedures—can assure their implementation.

Findings and related documentation supporting the findings involving modifications to mitigation measures shall be maintained in the project file with the MMRP and shall be made available to the public upon request.

MMRP SUMMARY TABLE

The MMRP Summary Table that follows should guide the Town of Windsor in its evaluation and records of the implementation of mitigation measures.

The column categories identified in the MMRP Summary Table are:

- **Mitigation Measure** - lists the mitigation measures by number identified in the Final IS/MND and provides the text of the mitigation measures identified in the Final IS/MND.
- **Method of Verification** - describes the type of action taken to verify implementation of the mitigation.
- **Timing of Verification** - lists the time span in which the verification will take place.
- **Responsible for Verification** - identifies the agency that verifies compliance.

The Town of Windsor requires review and approval of project conditions by the responsible departments prior to the signature of the project Improvement Plans by the Town Engineer (also known as "On-Site Development Plans" for non-subdivision related on-site improvements). Signature of the Improvement Plans is required before any construction can be initiated, including the issuance of grading permits. Construction is required to comply with approved plans, unless revisions to plans are necessitated and approved by the Town Engineer. Most environmental impacts and mitigations are associated with the site work as authorized by the Improvement plans and, to a lesser extent, the Building Plans authorized by the Building Official

Once incorporated into the approved plans, mitigation measures are reasonably assumed to be complied with as a normal course of project inspection and verified prior to project completion. Exceptions to this approach, such as external deliverables and documentation, are noted.

Table 1: Mitigation Monitoring and Reporting Table

Mitigation Measure	Method of Verification	Timing of Verification	Responsible For Verification	Verification of Completion Date/By
4.1 - Aesthetics				
MM AES-1. The applicant shall provide building articulation and creation of pockets for larger plant materials, including trees. The applicant shall utilize larger plant material (including minimum 24-inch box trees) to provide immediate vegetative impact along Highway 101.	Construction specifications and/or notes on Improvement Plans and On-site Development Plans.	Prior to Signature of Improvement Plans and On-site Development Plans.	Planning	
MM AES-2. Prior to issuance of building permits for the project, the applicant shall provide a lighting plan for the Town of Windsor to review and approve. The plan shall include provisions to ensure that outdoor lighting is designed so that potential glare or light spillover to surrounding land uses is minimized through appropriate site design and shielding of light fixtures. The Town will review the lighting plan to ensure that all lighting is directed downward and away from residences. This mitigation measure does not preclude the use of small-scale decorative lighting that may be directed upward, such as wall wash lighting or spot lighting for landscaping. This type of lighting is allowed if it does not spill over onto adjacent properties.	Construction specifications and/or notes on Improvement Plans and On-site Development Plans.	Prior to Signature of Improvement Plans and On-site Development Plans.	Planning.	
4.2 - Air Quality				
MM AQ-1. All exposed surfaces (e.g., parking areas, staging areas, soil piles, graded areas, and unpaved access roads) shall be watered two times per day.	Construction specifications and/or notes on Improvement Plans and On-site Development Plans. Field compliance administered by the Building Official.	Prior to Signature of Improvement Plans and On-site Development Plans.	Planning (Plans) Building Official (Field Compliance)	Planning: Building Official:
MM AQ-2. All haul trucks transporting soil, sand, or other loose material offsite shall be covered.	Construction specifications and/or notes on Improvement Plans and On-site Development Plans. Field compliance administered by the Building Official.	Prior to Signature of Improvement Plans and On-site Development Plans.	Planning (Plans) Building Official (Field Compliance)	Planning: Building Official:

Mitigation Measure	Method of Verification	Timing of Verification	Responsible For Verification	Verification of Completion Date/By
MM AQ-3. All visible mud or dirt track-out onto adjacent public roads shall be removed using wet power vacuum street sweepers at least once per day. The use of dry power sweeping is prohibited.	Construction specifications and/or notes on Improvement Plans and On-site Development Plans. Field compliance administered by the Building Official.	Prior to Signature of Improvement Plans and On-site Development Plans.	Planning (Plans) Building Official (Field Compliance)	Planning: Building Official:
MM AQ-4. All vehicle speeds on unpaved roads and surfaces shall be limited to 15 mph.	Construction specifications and/or notes on Improvement Plans and On-site Development Plans. Field compliance administered by the Building Official.	Prior to Signature of Improvement Plans and On-site Development Plans.	Planning (Plans) Building Official (Field Compliance)	Planning: Building Official:
MM AQ-5. All roadways, driveways, and sidewalks shall be paved as soon as possible.	Construction specifications and/or notes on Improvement Plans and On-site Development Plans. Field compliance administered by the Building Official.	Prior to Signature of Improvement Plans and On-site Development Plans.	Planning (Plans) Building Official (Field Compliance)	Planning: Building Official:
MM AQ-6. A publicly visible sign shall be posted with the telephone number and person to contact at the Lead Agency regarding dust complaints. This person shall respond and take corrective action within 48 hours of a complaint or issue notification. The BAAQMD's phone number shall also be visible to ensure compliance with applicable regulations.	Construction specifications and/or notes on Improvement Plans and On-site Development Plans. Field compliance administered by the Building Official.	Prior to Signature of Improvement Plans and On-site Development Plans.	Planning (Plans) Building Official (Field Compliance)	Planning: Building Official:
MM AQ-7. For Phases 1 and 2 of project construction, the developer shall use low-volatile organic compound (VOC) paints with a maximum of 100 grams per liter VOC content. For Phases 3 and 4 of project construction, the developer shall use low-VOC paints with a maximum of 50 grams per liter VOC content.	Construction specifications and/or notes on Building Plans.	Prior to issuance of building permits.	Planning (Plans) Building Official (Field Compliance)	Planning: Building Official:
MM AQ-8. A site investigation shall be performed to determine whether and where naturally occurring asbestos is present in the soil and rock on the project site and/or areas that would be disturbed by the project. The site investigation shall include the collection of soil and rock samples by a California Registered geologist. If the site investigation determines that naturally occurring asbestos is not present on the project site then the	Documentation to be submitted for approval by the Town.	Prior to the issuance of grading permits.	Planning Building Official	Planning: Building Official:

Mitigation Measure	Method of Verification	Timing of Verification	Responsible For Verification	Verification of Completion Date/By
project applicant shall submit a Geologic Exemption as allowed under Title 17, Section 93105, Asbestos Airborne Toxic Control Measure for Construction, Grading, Quarrying, and Surface Mining (Asbestos ATCM). If the site investigation determines that naturally occurring asbestos is present on the project site, then the project applicant shall submit an Asbestos Dust Control Plan, including but not limited to control measures required by the Asbestos ATCM for approval by the BAAQMD. The project applicant shall submit the plan to the BAAQMD for review and approval before beginning any ground-disturbance activity. BAAQMD approval of the plan must be received before ground disturbance occurs. Upon approval of the Asbestos Dust Control Plan by the BAAQMD, the applicant shall ensure that construction contractors implement the terms of the plan throughout the construction period. This measure shall be fully funded by the project applicant.				
4.3 - Biological Resources				
MM BIO-1. If construction activities or tree removal activities occur between January 15 and August 31, breeding season bird surveys shall be conducted by a qualified biologist 14 days prior to initial ground disturbance or tree removal. If an active nest is observed, an exclusion buffer of 50 to 500 feet (depending on the species and location) shall be erected around the nest. A qualified biologist shall determine buffer distances. The exclusion buffer shall remain in effect until the young have fledged, as determined by a qualified biologist.	Documentation to be submitted for approval by the Town.	Prior to issuance of grading permits.	Planning	
MM BIO-2. Prior to issuance of building permits, the project applicant shall purchase mitigation credits at an approved wetland mitigation bank, or if this is not feasible, prior to issuance of building permits, the project applicant shall create wetland on site at a minimum ratio of 1:1. The onsite wetland shall be created in accordance with a plan approved by a qualified biologist. In addition, evidence of a Section 404 Permit (USACE) and Regional Water Quality Control Board Water Quality	Documentation to be submitted for approval by the Town.	Prior to Signature of Improvement Plans and On-site Development Plans.	Planning	

Mitigation Measure	Method of Verification	Timing of Verification	Responsible For Verification	Verification of Completion Date/By
Certification shall be provided to the Town prior to issuance of construction and grading permits.				
4.4 - Cultural Resources				
MM CUL-1. If potentially significant archaeological and/or paleontological resources are discovered during ground-disturbing activities associated with construction of the project, all work within 100 feet of the resource shall stop until a qualified archaeologist can assess the significance of the find, and, if necessary, develop appropriate mitigation measures in consultation with the Town of Windsor and other appropriate agencies and individuals. If significant resources are discovered, a formal evaluation using CEQA criteria will be conducted to determine if further study, test excavations, or data recovery procedures are necessary.	Construction specifications and/or notes on Improvement Plans and On-site Development Plans.	Prior to Signature of Improvement Plans and On-site Development Plans.	Public Works	
4.5 - Geology and Soils				
MM GEO-1. The project shall adhere to the site preparation, grading, foundation support and design, and soil engineering drainage criteria of the Soil Investigation Report (Appendix D), including all recommended measures to mitigate surface and subsurface geologic and soil conditions.	Documentation to be submitted for approval by the Town.	Prior to issuance of grading permit.	Building Official	
MM GEO-2. Prior to construction the applicant shall prepare supplemental soil recommendations to address potential effects of shallow groundwater on underground parking. If it is deemed by the Town's Engineer that construction shoring and dewatering is necessary, then temporary dewatering discharge activities shall be monitored by a dewatering contractor in strict accordance with the North Coast Regional Water Quality Control Board. The applicant shall provide appropriate geotechnical recommendations for restrained walls and include recommendations for damp-proofing or waterproofing and means for removing any water collected (e.g. sump pump). Report recommendations and plans must be submitted for review and	Documentation to be submitted for approval by the Town.	Prior to issuance of building permits.	Building Official	

Mitigation Measure	Method of Verification	Timing of Verification	Responsible For Verification	Verification of Completion Date/By
approval by the Building Official as part of the building plan check stage.				
4.6 - Hazards and Hazardous Materials				
MM HAZ-1. Prior to the disturbance of any onsite structures, surveys for asbestos-containing material and lead paint shall be conducted by a qualified individual. If asbestos or lead containing materials are determined to be present, the materials shall be removed and disposed of by a qualified asbestos or lead abatement contractor in accordance with existing regulations. All work shall be conducted in accordance with applicable construction worker health and safety requirements.	Documentation to be submitted for approval by the Town.	Prior to issuance of demolition permits.	Building Official	
MM HAZ-2. Prior to the disturbance of any onsite utility lines, surveys for PCB-containing transformers shall be conducted by a qualified individual. Transformers containing PCBs shall be removed and disposed of according to PG&E's standard procedures and in accordance with existing regulations.	Documentation to be submitted for approval by the Town.	Prior to Signature of Improvement Plans and On-site Development Plans.	Public Works	
MM HAZ-3. The project applicant shall obtain all necessary permits for the destruction of onsite domestic water wells as required by the Sonoma County Permit and Resource Management Department and the Windsor Water District General Manager in accordance with regulations promulgated by the District and the California Regional Water Quality Control Board. In addition, the monitoring well onsite shall either be properly destroyed and sealed or be accessible to groundwater monitoring activities as determined by consultation with Chevron's consultant (RDM Environmental) and the Sonoma County Health Department.	Documentation to be submitted for approval by the Town.	Prior to issuance of grading permits.	Building Official	
MM HAZ-4. The project applicant shall obtain one of the following prior to project construction: 1. All necessary approvals for the decommissioning and subsequent destruction of the onsite groundwater monitoring well as required by the Sonoma County Permit and Resource Management Department and the Windsor Water District	Documentation to be submitted for approval by the Town.	Prior to issuance of grading permits.	Building Official	

Mitigation Measure	Method of Verification	Timing of Verification	Responsible For Verification	Verification of Completion Date/By
General Manager in accordance with regulations promulgated by the District and the California Regional Water Quality Control Board, or 2. All necessary permits to relocate the onsite groundwater monitoring well to a suitable location on the project site, including the decommissioning and subsequent destruction of the existing onsite groundwater monitoring well. The existing monitoring well onsite shall be properly destroyed and sealed. The new relocated groundwater monitoring well shall be located onsite as determined by consultation with Chevron's consultant (RDM Environmental) and the Sonoma County Health Department. All equipment and associated enclosures shall be clustered in such a manner that it does not obstruct or conflict with the proposed use. A potential alternative site for the groundwater monitoring well is illustrated in Exhibit 4 in the Project Description.				
4.7 - Hydrology and Water Quality				
MM HYD-1. Applicant shall prepare a preliminary and final Storm Water Mitigation Plan (SWMP) consistent with the Town's Storm Water Ordinance. The Plan shall include water quality management source control and treatment control measures to mitigate identified pollutants of concern. Low Impact Development (LID) strategies and hydromodification control Best Management Practices (BMPs) are recommended and may be required by the Regional Water Quality Board. The plan shall be reviewed and approved by the Regional Water Quality Board and the Town prior to issuance of grading permits.	Documentation to be submitted for approval by the Town.	Prior to Signature of Improvement Plans and On-site Development Plans.	Public Works	
MM HYD-2. Treatment Control Best Management Practices (BMPs). The treatment control devices will not be permitted in the public right-of-way without approval of the Town of Windsor. The applicant/owner will be responsible for the costs of construction or installation and maintenance of any structural BMPs. Prior to the issuance of a grading permit, the applicant/owner's civil engineer shall identify the appropriate	Documentation to be submitted for approval by the Town.	Prior to Signature of Improvement Plans and On-site Development Plans.	Public Works	

Mitigation Measure	Method of Verification	Timing of Verification	Responsible For Verification	Verification of Completion Date/By
source control and structural treatment BMPs to treat identified pollutants of concern, and design for and depict on the precise grading plans the approved structural treatment best management practices (BMPs) and route all urban runoff and stormwater flows to these structural BMPs prior to such waters exiting the site and entering the Town's storm drain system. The applicant shall propose a maintenance mechanism for maintenance of BMPs that are within the Town's right-of-way, subject to Town acceptance and approval.				
MM HYD-3. The proposed project shall comply with all applicable Town of Windsor water quality related conditions to satisfy requirements of the National Pollutant Discharge Elimination System (NPDES) and with the "Guidelines for the Standard Urban Storm Water Mitigation Plan" (SUSMP) dated June 3, 2005, which is a widely accepted guidance manual for Storm Water Management practices in Sonoma County.	Documentation to be submitted for approval by the Town.	Prior to Signature of Improvement Plans and On-site Development Plans.	Public Works	
4.8 - Noise				
MM NOI-1. The project applicant shall require construction contractors to adhere to the following noise attenuation requirements: • Construction activities shall be limited to between the hours of 7 a.m. and 7 p.m. • All construction equipment shall use noise-reduction features (e.g., mufflers and engine shrouds) that are no less effective than those originally installed by the manufacturer. • Construction staging and heavy equipment maintenance activities shall be performed a minimum distance of 300 feet from the nearest residential building (LU 3) or library (LU 1), unless safety or technical factors take precedence. • Stationary combustion equipment such as pumps or generators operating within 300 feet of the nearest residential building (LU 3) or library (LU 1) shall be shielded with a noise protection barrier. • Prior to construction of the northern portion of the project site,	Construction specifications and/or notes on Improvement Plans and On-site Development Plans.	Prior to Signature of Improvement Plans and On-site Development Plans.	Planning	

Mitigation Measure	Method of Verification	Timing of Verification	Responsible For Verification	Verification of Completion Date/By
a temporary 8-foot high sound wall shall be constructed along the portion of the perimeter of the project site that is within 200 feet of the apartment at 9640 Old Redwood Highway (LU 3). The sound wall shall have a minimum sound transmission class (STC) rating of STC 12, which may be achieved through the use of 0.5-inch plywood.				
MM NOI-2. The project applicant shall require that the following architectural features be incorporated into the proposed residential units: • A "windows closed" condition shall be provided for all units. A "windows closed" condition requires a means of mechanical ventilation pursuant to the California Building Code standards. This shall be achieved with standard air conditioning or a fresh air intake system. • All air ducts and vents located on the north, east, or south side of the proposed town homes shall incorporate either (a) sound baffle ducting, or (b) be oriented away from Highway 101 and incorporate at least 6' of flexible fiberglass ducting and at least one 90 degree bend. • All windows located on habitable structures shall be dual paned and any window located on the north, east, or south side of the proposed town homes shall have a minimum STC rating of 40. • The exterior walls on the north, east, or south side of the proposed town homes shall be constructed with a minimum 2x6 studs with R-19 insulation. The outside of these walls shall be covered with a minimum 7/8 inch stucco or cement board siding. The inside of these walls and upstairs ceilings shall have a minimum 2 layers of 5/8 inch standard drywall or utilize a higher attenuation drywall product such as Quietrock.	Construction specifications and/or notes on Building Plans. And Documentation to be submitted for approval by the Town	Prior to issuance of building permits.	Building Official	
4.9 - Transportation/Traffic				
MM-TRANS-1. The project applicant shall incorporate and implement updated designs for the roundabouts proposed at the Old Redwood Highway/Market Street and Old Redwood Highway/Windsor Road intersections. The roundabouts shall be	Construction specifications and/or notes on Improvement Plans and On-site Development Plans.	Prior to Signature of Improvement Plans and On-site Development Plans.	Public Works	

Mitigation Measure	Method of Verification	Timing of Verification	Responsible For Verification	Verification of Completion Date/By
designed to achieve fastest-path criteria, and to accommodate bicyclists and pedestrians.				
MM TRANS-2. Prior to the issuance of building permits the project applicant shall pay fair share fees as required by the Town of Windsor's Traffic Impact Fee program for the implementation of improvements to the Conde Lane/Johnson Road intersection including the installation of a signal, split phasing on all four approaches, and a westbound right-turn overlap phase on the Johnson Street approach.	The Town shall verify that fair share contributions have been made at the time building permits are sought. The Town will monitor the impacted intersection and appropriately address mitigation as needed, per the Traffic Impact Fee program, including potentially limiting future development in the Project area that would significantly impact this intersection, and/or establish a plan line and schedule for improvements that would mitigate cumulative impacts.	Prior to the issuance of building permits.	Public Works	
MM TRANS-3. Prior to the issuance of building permits the project applicant shall pay fair share fees as required by the Town of Windsor's Traffic Impact Fee program for the implementation of improvements to the Highway 101 northbound dual lane off ramp including extending the current length of 270 feet to 350 feet.	The Town shall verify that fair share contributions have been made at the time building permits are sought. The Town will monitor the impacted intersection and appropriately address mitigation as needed, per the Traffic Impact Fee program, including potentially limiting future development in the Project area that would significantly impact this intersection, and/or establish a plan line and schedule for improvements that would mitigate cumulative impacts.	Prior to the issuance of building permits.	Public Works	
MM TRANS-4. Improvements to the southbound Old Redwood Highway approach to Windsor River Road shall be incorporated into the Improvement Plans. Improvements shall include extension of the southbound left-turn pocket to a length of 250 feet and signal modification to allow northbound and southbound split phasing and a northbound right turn overlap. In addition, the coordinated signal system along Old Redwood Highway shall be re-timed.	Construction specifications and/or notes on Improvement Plans and On-site Development Plans.	Prior to Signature of Improvement Plans and On-site Development Plans.	Public Works	

Mitigation Measure	Method of Verification	Timing of Verification	Responsible For Verification	Verification of Completion Date/By
MM TRANS-5. Prior to the issuance of building permits the project applicant shall pay fair share fees as required by the Town of Windsor's Traffic Impact Fee program for the implementation the following improvements: • Old Redwood Highway/Starr Road is expected to operate unacceptably at LOS E during the PM peak period. In addition to the planned improvements assumed under future conditions, to obtain acceptable operation under future conditions the protected phasing on the eastbound and westbound approaches will need to be converted to split phasing. Additional through lanes will be needed on both Old Redwood Highway approaches, and the eastbound-shared through/right-turn lane will need to be converted to a dedicated right-turn lane to allow for overlap phasing on this approach. • Windsor River Road/Market Street is expected to operate unacceptably at LOS F on the northbound and southbound Market Street approaches during both the AM and PM peak periods. Signalization of the intersection with its current configuration and use of permitted left-turn phasing on all approaches would improve operation to LOS A or B during both peak periods. The eastbound and westbound approaches of Windsor River Road should be coordinated with the Windsor River Road-Old Redwood Highway corridor to the east of this signal. • Old Redwood Highway-Conde Lane/Windsor River Road is expected to operate unacceptably at LOS E during the PM peak period. To mitigate impacts at this intersection, the southbound approach will need to be widened to provide 200-foot long dual left-turn lanes. A northbound right turn overlap signal phase will also be needed. As an alternate to the widening needed to make a signalized intersection operate acceptably, the Town may wish to consider conversion to a modern roundabout. • Highway 101 Northbound Off-Ramp-Lakewood Drive/Old Redwood Highway is projected to operate unacceptably at LOS F during both peak periods. In addition to the dual left-turn and right-turn lanes on the southbound Lakewood Drive approach	The Town shall verify that fair share contributions have been made at the time building permits are sought. The Town will monitor the impacted intersection and appropriately address mitigation as needed, per the Traffic Impact Fee program, including potentially limiting future development in the Project area that would significantly impact this intersection, and/or establish a plan line and schedule for improvements that would mitigate cumulative impacts.	Prior to the issuance of building permits.	Public Works	

Mitigation Measure	Method of Verification	Timing of Verification	Responsible For Verification	Verification of Completion Date/By
identified in the Town's Traffic Impact Fee, a dedicated right-turn lane on the westbound Old Redwood Highway approach with overlap phasing is needed to obtain acceptable operation and acceptable queues on the offramp. A dedicated right-turn lane will also need to be added to the Highway 101 offramp approach. Further, the northbound on-ramp intersection, which is currently unsignalized and located just west of the off-ramp intersection, will need to be signalized. The two ramp intersections would operate as a single unit.				
MM TRANS-6. Prior to issuance of building permits the project applicant shall pay fair share fees as required by the Town of Windsor's Traffic Impact Fee program for the implementation the following improvements: Extend the northbound Highway 101 off-ramp's left-turn and left-turn/through lanes to 500 feet. Alternatively, since the improvements to the off-ramp needed to address Existing plus Project queuing impacts would be insufficient to meet long-term needs, and since Caltrans is nearing completion of a project that added some capacity to the off-ramp, it is recommended that the Town defer any further construction until such time as the ramp can be lengthened to provide the 500 feet of storage needed for long-term growth.	The Town shall verify that fair share contributions have been made at the time building permits are sought. The Town will monitor the impacted intersection and appropriately address mitigation as needed, per the Traffic Impact Fee program, including potentially limiting future development in the Project area that would significantly impact this intersection, and/or establish a plan line and schedule for improvements that would mitigate cumulative impacts.	Prior to the issuance of building permits.	Public Works	
MM TRANS-7. Prior to issuance of building permits the project applicant shall pay fair share fees as required by the Town of Windsor's Traffic Impact Fee program for the implementation the following improvements: • Extension of the southbound left-turn pockets on Old Redwood Highway to a length of 250 feet. Alternatively, since the lengthening of the southbound left-turn lane needed to address Existing plus Project queuing impacts would be insufficient to meet long-term needs, it is recommended that the Town defer any further construction until the left-turn lanes can be lengthened to provide the 250 feet of storage needed for long-term growth. Consideration should also be given to installing a modern roundabout at this intersection rather than adding lanes.	The Town shall verify that fair share contributions have been made at the time building permits are sought. The Town will monitor the impacted intersection and appropriately address mitigation as needed, per the Traffic Impact Fee program, including potentially limiting future development in the Project area that would significantly impact this intersection, and/or establish a plan line and schedule for improvements that would mitigate cumulative impacts.	Prior to the issuance of building permits.	Public Works	

Mitigation Measure	Method of Verification	Timing of Verification	Responsible For Verification	Verification of Completion Date/By
A roundabout would provide more long-term capacity than improvements to the signalized intersection and would also require fewer approach lanes, so could be more readily incorporated into the design concept for Old Redwood Highway.				
MM TRANS-8. Roundabouts on Old Redwood Highway at Windsor Road and Market Street are integral to the safety of the project and shall be constructed in tandem with the project.	Construction specifications and/or notes on Improvement Plans and On-site Development Plans.	Prior to Signature of Improvement Plans and On-site Development Plans.	Public Works	
MM TRANS-9. Traffic calming elements such as raised intersections, speed humps, and/or residential traffic circles shall be installed at the internal intersections along the north-south drive aisle along the eastern side of the project site at intervals of no more than 300 feet.	Construction specifications and/or notes on Improvement Plans and On-site Development Plans.	Prior to Signature of Improvement Plans and On-site Development Plans.	Public Works	
MM TRANS-10. If the garage located under the proposed pharmacy is to be used for public parking, the parking ramp width shall be increased to 20 feet.	Construction specifications and/or notes on Improvement Plans and On-site Development Plans.	Prior to Signature of Improvement Plans and On-site Development Plans.	Planning	
MM TRANS-11. A bus pullout with a transit shelter shall be provided at one or both SCT bus stops along the project frontage. The applicants shall coordinate with SCT Planning, Building Inspection (Americans with Disabilities Act), and Public Works on the design of the pullout and shelter.	Construction specifications and/or notes on Improvement Plans and On-site Development Plans.	Prior to Signature of Improvement Plans and On-site Development Plans.	Public Works	
MM-TRANS-12. The project shall include secure bicycle parking, as well as employee shower and locker facilities for the two major retail tenants.	For bicycle parking: Construction specifications and/or notes on Improvement Plans and On-site Development Plans. And For employee facilities: Construction specifications and/or notes on Building Plans.	For bicycle parking: Prior to Signature of Improvement Plans and On-site Development Plans. And For employee facilities: Prior to issuance of building permits.	Planning	

Mitigation Measure	Method of Verification	Timing of Verification	Responsible For Verification	Verification of Completion Date/By
MM-TRANS-13. The applicant shall construct continuous sidewalks between the project site and the Old Redwood Highway/Conde Lane/Windsor River Road intersection.	Construction specifications and/or notes on Improvement Plans and On-site Development Plans.	Prior to Signature of Improvement Plans and On-site Development Plans.	Public Works	
MM TRANS-14. The applicant shall contribute to the Town's impact fee program, which includes construction of a pedestrian linkage between downtown and the east side of Highway 101.	The Town shall verify that fair share contributions have been made at the time building permits are sought. The Town will monitor the impacted intersection and appropriately address mitigation as needed, per the Traffic Impact Fee program, including potentially limiting future development in the Project area that would significantly impact this intersection, and/or establish a plan line and schedule for improvements that would mitigate cumulative impacts.	Prior to the issuance of building permits.	Public Works	
MM TRANS-15. A traffic calming element such as a "gateway treatment" shall be installed at the intersection with Conde Lane-Windsor River Road or near the curve of Old Redwood Highway, south of the project site in order to help reduce northbound vehicle speeds.	Construction specifications and/or notes on Improvement Plans and On-site Development Plans.	Prior to Signature of Improvement Plans and On-site Development Plans.	Public Works	

OAKMONT

OSL Management LLC

November 14, 2011

Mayor Allen and Member of the Windsor Town Council

Town of Windsor

P.O. Box 100

Windsor, CA 95448

Subject: Bell Village Tree Mitigation Fee

Mayor Allen and Members of the Town Council:

The purpose of this letter is to request a tree mitigation fee reduction for Bell Village. This request is primarily founded on the extraordinary construction methods and associated costs proposed for tree mitigation along Old Redwood Highway (ORH). This request is also based on the recognition that the removal of trees is a consequence of the overall goal of developing higher densities in the Downtown.

The total fee for the Bell Village project as calculated by the Town's arborist is $1,237,900. This represents an economic hardship for the development of Bell Village.

The implementation of the ORH streetscape plan includes a number of unique construction techniques to preserve native oaks. During the streetscape plan process led by Quadriga, the original idea was to use boardwalks made out of wood to mitigate the impacts on trees along ORH. Due to concerns about maintenance and the durability of utilizing wood, the Town required a concrete elevated walkway. This concrete elevated walkway system consists of a concrete decking with railing held by a metal pan structure and supported by drilled piers. The elevated walkways are essentially a mini bridge structure. We have assumed that there would be no construction activity within the tree protection zone.

A second area of considerable expense is the new standard for planting street trees in structured soil. As a mitigation measure, the street tree is a Valley Oak, or *Quercus Lobata*, The structured

Exhibit C

220 Concourse Boulevard • Santa Rosa, CA 95403 •

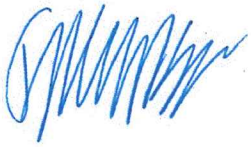
soil standard for street trees was not in place at the time of our application and it represents a significant change. Simply put, these are very expensive to construct.

The attached cost estimate provides a total estimate for the above construction is $511,189. These figures include a contingency of about 5%.

We respectfully request a reduction in the tree mitigation by the above estimate, resulting in reduced fee of $726,711.

At the Council's discretion, we are willing to plant trees on Town property in accordance with the Town of Windsor Tree Ordinance, and deposit remaining mitigation funds for future use in preservation and reestablishment of Windsor's native oak trees.

Respectfully submitted,



Jeffrey D. Civian, P.E.

enclosure

BELL VILLAGE TREE MITIGATION
CONSTRUCTION COST ESTIMATE
November 14, 2011

Elevated Walkways

Concrete deck * 5700 sf @ $11.00 per square feet	$ 62,700.00
Drilled piers and bond beams * 61 ea. @ $750.00 ea.	$ 45,750.00
Steel and metal decking	$ 160,500.00
Guardrail and Handrail * 263 lf guardrail @ $137.00 per lf * 370 lf handrail @ $90.00 per lf	$ 69,331.00
Subtotal Elevated Walkways	**$ 338,281.00**

Street Trees

There are a total of seven locations planned for the planting of Valley Oaks on Bell Village side of the street, and one on the west side of the street. Figures given below are totals for eight locations:

8 each 36" box Valley Oaks @ $500.00 each plus $1000.00 each for metal grates	$ 12,000.00
CU Structural Soil (Spec section VII) 640 cy @ $105.00 per cy in place	$ 67,200.00
Subdrain (Std 405 and 406) 730 lf @ $40.00 per lf	$ 29,200.00
Subdrain Cleanouts (Std 406 and 406) 9 each @ $300.00	$ 2,700.00
Filter Fabirc 6400 sf installed @ $5.00 per sf	$ 32,000.00
Bio Barrier (Spec Sect VII) 9936 sf installed @ $3.00 per sf	$ 29,808.00
Subtotal Street Trees	**$ 172,908.00**
per tree	*$ 21,613.50*
Grand Total	**$ 511,189.00**