

ITEM VI-A: MAJOR PROJECT PERMIT MODIFICATION (STAGE ONE) & MAJOR PROJECT PERMIT (STAGE TWO) – 1151 GALLERIA BOULEVARD (NCRSP PARCEL 35 – GALLERIA MALL EXPANSION) -- FILE# MPPMOD 95-01A & MPP 04-02.

REQUEST

The applicant requests modification of the existing Major Project Permit (Stage One) and Stage Two approval of the Major Project Permit (architecture and landscaping) to allow a phased 487,806 (gross) square foot (335,231 leasable) expansion of the existing 1,309,237 square foot (gross) Galleria Mall. Project components include:

- 1) Expansion of three major tenants (Sears, Macy's, and J.C. Penney) by 40,000 square feet each.
- 2) Expansion of in-line retail space by 293,617 square feet, including reconfiguration of the outdoor promenade.
- 3) Two parking structures including one five-level structure, and one "grade plus one" parking deck. The parking decks include a combined addition of 1,760 parking spaces for a total of 6,692.
- 4) Reconfigured surface parking throughout the site, including 155 additional temporary surface parking spaces near the corner of Galleria Boulevard and Roseville Parkway.
- 5) Various modifications to the on- and off-site vehicular and pedestrian circulation system to increase efficiency of on-site circulation, including:
 - Modification and realignment of internal roadways/drive aisles, including internal road widening,
 - Modifications to existing access driveways from Galleria Boulevard and Roseville Parkway to streamline ingress and egress, including reconfigured or additional egress turn lanes, auxiliary lanes, and additional dual-left turn ingress lanes into the Mall site,
 - Expansion of the bus transfer station to accommodate an expected increase in public transportation demand as a result of the expansion.
- 6) Enhancements to the southwest quadrant of the State Route 65 / Galleria Boulevard freeway interchange, including signal optimization, lane reconfiguration, and additional lane storage.

Applicant – Dick Dreher, Westfield Corporation
Property Owner – Rory Packer, Roseville Shoppingtown, LLC.

SUMMARY RECOMMENDATION

The Planning Department recommends that the Planning Commission:

- A. Adopt the seven (7) findings for adoption of the Mitigated Negative Declaration;
- B. Adopt the Mitigated Negative Declaration;
- C. Adopt the two findings of fact for the Major Project Permit Modification (Stage One);
- D. Adopt the two findings of fact for the Major Project Permit (Stage Two);
- E. Approve Stage One and Stage Two of the Major Project Permit with 130 conditions of approval;

SUMMARY OF OUTSTANDING ISSUES

Staff has received a letter from the owner of the Union 76 gas station within the mall complex (Attachment 6) indicating that the proposed improvements will impact the gas station property. As shown on Exhibit B, the proposed roundabout improvements are shown to encroach onto the gas station property. Westfield and the gas station owner are currently in negotiations and expect to reach a mutually satisfactory

agreement. Should an agreement not be reached, the project will be conditioned to redesign the improvements so as not to encroach onto the gas station property. Staff will report verbally at the Commission hearing as to the status of this issue.

BACKGROUND

The project site is located at 1151 Galleria Boulevard, at the northwest corner of Galleria Boulevard and Roseville Parkway. The property is 94.2 acres in size and is identified as Parcel 35 of the North Central Roseville Specific Plan (NCRSP). The site is zoned Regional Commercial (RC), and has a Specific Plan and General Plan land use designation of Regional Commercial (RC). The site is developed with a ±1.3 million (gross; 1.1 million leasable) square foot regional mall complex consisting of four anchor tenants (Nordstrom, J.C. Penney, Macy's, & Sears), 120 shops, a food court, outdoor Promenade, and restaurants.

On July 25, 1995, the Planning Commission approved Stage One of a Major Project Permit (MPP 95-01) for the development of a 1,104,000 square foot regional mall in two phases. The Commission also approved a Special Use Permit to allow special events to be held in the outdoor courtyard area of the mall. On June 25, 1998, the Planning Commission approved modifications to the Stage One approval, including a slight increase in square footage (1,120,000), changes to the building configurations, and changes to the phasing (the mall was constructed in a single phase). Construction on the mall began shortly thereafter and opened for business in August of 2000. Crate & Barrel, the last major tenant to announce a lease at the Galleria, opened for business on May 9, 2001.

In April 2004, the Westfield Corporation submitted an application to amend the Stage One Major Project Permit (site layout, building orientation, grading), along with a Stage Two MPP for architectural and landscaping approval of a 486,806 (gross) square foot expansion of the existing mall (please see Exhibit B for a breakdown of square footage). Westfield is seeking architectural approval (MPP Stage Two) only for the parking structures and expanded in-line retail space. Separate Stage Two applications for the anchor store expansions will be submitted at a later date by each of the individual anchors. The Stage Two applications for the anchors will require review and approval by the Planning Commission.

LEASE AND SUBLEASE AGREEMENT

Expansion of the Galleria also requires modification of the Lease and Sublease Agreement, which outlines the public-private partnership between Westfield and the City. The Lease and Sublease Agreement outlines infrastructure development obligations and other "above and beyond" improvements intended to improve circulation on and around the site. In summary, the following lists the key provisions in the Lease Agreement:

Westfield Obligations:

- *Develop a Holiday Parking Plan:* Westfield must develop a Holiday Parking, Shuttle and Traffic Control Plan to mitigate circulation and parking concerns during peak shopping periods.
- *Acquire City Property:* Westfield is required to obtain City property in order to modify the circulation on-site and build structured parking. The property will be exchanged for right-of-way the City needs along Roseville Parkway to construct a fourth lane and improve the right turn movements into the Galleria.
- *Construct State Highway 65/Galleria Boulevard Interchange Improvements:* Westfield will construct improvements to the Highway 65/Galleria Boulevard interchange to improve the flow of traffic from the freeway to southbound Galleria Boulevard and into the Galleria mall in an amount not to exceed one million dollars. Should the cost be more than one million dollars, the Highway 65 Joint

Powers Authority will reimburse Westfield for the excess costs. These improvements are above and beyond the required payment of city and regional traffic mitigation fees for roadway improvements. Please see the Circulation Modifications section below for more discussion of this improvement.

- *Negotiate Public Transportation Implementation Agreements:* The Lease Agreement requires that Westfield work with the City to negotiate separate agreements related to Bus Shelter Maintenance and Advertising, Public Transportation Promotions, and Cross-Access and Shuttle Agreements.

City Obligations:

- *Improvement and Use of Interchange Property:* The City will allow Westfield the use of the property at the corner of Galleria Boulevard and Roseville Parkway, dedicated for construction of an urban interchange, for additional temporary surface parking. At this time, the City has no plans for construction of the urban interchange at this intersection, and the additional parking will be a benefit during peak shopping times.
- *Continue Base Rental Payments:* The City is obligated to continue the base rental payments outlined in Exhibit D through 2017. These base rental payments were not modified from the 1998 Lease Agreement.

An informational workshop was held on May 31st to present the major provisions of the lease agreement to the City Council. The Lease Agreement is scheduled for formal review and action by the City Council on June 21st. Approval of the Lease and Sublease Agreement is necessary prior to approval of development entitlements. No action on this part of the project is required by the Planning Commission.

MAJOR PROJECT PERMIT PROCESS

The intent of the Major Project Permit (MPP) process is to streamline the review of large and diverse projects that could be constructed over a period of several years. The MPP process allows for the resolution of site issues prior to the review of more detailed architectural and landscape issues that may not be finalized at the time the site plan is ready. In accordance with the City's MPP Ordinance, the MPP review process is segregated into three separate stages. Provided below is a summary of each Stage:

- Stage One: Stage One of the MPP application consists of the approval of a preliminary development plan. The preliminary development plan will establish the configuration of the buildings, conceptual building elevations, parking areas and ratios, landscaping and open space locations, rough grading and drainage on and off-site, vehicular and pedestrian circulation, and development phasing. The complete environmental review of the project is also performed at this stage. Stage One review and approval is performed by the Planning Commission.
- Stage Two: Stage Two of the MPP application process consists of the review of the detailed architecture and landscaping for the project. Stage Two review is also initially performed by the Planning Commission.
- Stage Three: Stage Three is an administrative review of the improvement and building plans for compliance with the conditions of the Stage One and Two approvals.

SITE INFORMATION

A. Project Location: 1151 Galleria Boulevard

B. Applicable Specific Plan: North Central Roseville Specific Plan (NCRSP)

C. Roseville Coalition of Neighborhood Associations (RCNA): RCNA #40, Galleria – The Galleria Neighborhood Association consists of the Galleria Mall complex; there is no designated contact person. Notices were mailed to the Diamond Oaks and Highland Reserve Neighborhood Associations upon submittal of the application in 2004. Westfield hosted open house community meetings on June 15, 2004 and June 17, 2004 for the Highland Reserve and Diamond Oaks Neighborhood Associations. Approximately thirty residents attended the June 15th meeting; ten residents signed up for the June 17th meeting. Correspondence from Westfield concerning the results of the open houses, along with attendance sheets, is included as Attachment 5.

D. Total Acreage: 94.2± acres

E. Lot Dimensions: The project site is irregular in shape and has approximately 1,890 linear feet of frontage abutting Galleria Boulevard and 2,041 linear feet abutting Roseville Parkway.

F. Topographical/Natural Features: The project site is currently developed with a 1,309,237 square foot regional mall, including four major anchor stores (Sears, Macy's, J.C. Penney, and Nordstrom), over 100 in-line retail tenants, restaurant pads, and associated parking (4,932 spaces), lighting, and landscaping. A 255-foot wide power line easement is located along the front of the property adjacent to Roseville Parkway. Other Public Utility Easements serving the existing Galleria Mall complex are present throughout the site, some of which will require relocation. No natural features such as wetlands or native oak trees are present on the developed site.

G. Site Access: Access to the mall is provided via three driveways from Galleria Boulevard and two from Roseville Parkway. The proposed expansion will maintain all five driveways, with modifications as described in the Stage One evaluation below. A possible sixth driveway is also discussed.

ADJACENT ZONING AND LAND USE

LOCATION	ZONING	GENERAL PLAN LAND USE	ACTUAL USE OF PROPERTY
Site	Regional Commercial (RC)	Regional Commercial (RC)	Developed Galleria Mall
North	Open Space (OS) & Community Commercial / Special Area – NCRSP (CC/SA)	OS & Business Professional / Community Commercial (BP/CC)	Wetland preserve, hotel/conference center project under construction
South	BP/CC	BP/CC	Vacant (planned Fountains commercial/office center)
East	RC	RC	Creekside Town Center
West	OS & BP/CC	OS & BP/CC	Wetland preserve, Vacant

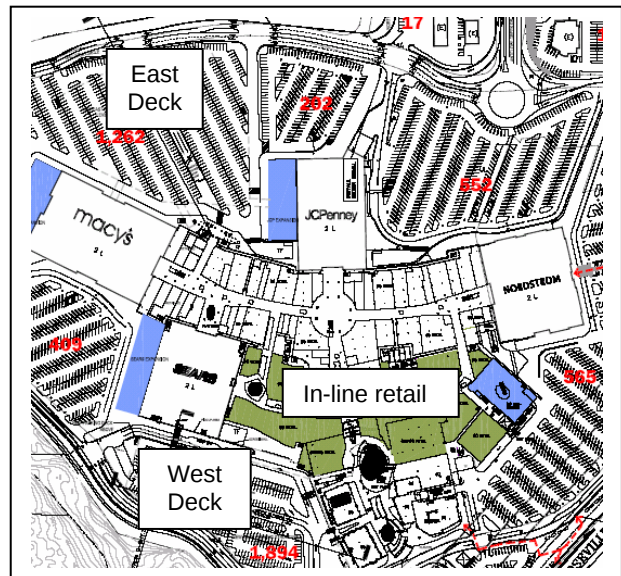
EVALUATION

The evaluation section of this report includes an analysis of the proposed modifications to the existing Stage One Major Project Permit for the mall, as well as analysis for the architecture and landscaping of the expansion area. Since the mall was constructed in accordance with the approved MPP, the following analysis is intended to focus only on the areas of change. The Stage One modification and Stage 2 Major Project Permits have been analyzed for their consistency with the goals and policies of the General Plan, the Zoning Ordinance, Community Design Guidelines, and the North Central Roseville Specific Plan. Full size site (Exhibit B), architectural (Exhibits D-N), and landscape plans (Exhibit O) have been provided for the Planning Commission's convenience to provide clearer details of the project. All other plans are in 11" x 17" reduced size format.

MAJOR PROJECT PERMIT MODIFICATION - STAGE ONE

SITE DESIGN

Site Layout: The existing Galleria site plan is provided as Attachment 2, while the proposed site plan is provided as Exhibit B. The expansion is concentrated in four specific areas of the mall complex. The east parking deck (grade plus one level) will occupy the existing surface parking area between Macy's and J.C. Penney. The in-line retail expansion will extend from the south end of the Sears building, across what is currently surface parking between Sears and Restoration Hardware, and into the Promenade area, which will be partially enclosed. The in-line retail expansion will continue from the Promenade to the north end of the Nordstrom building. Lastly, the west deck (grade plus four levels) will occupy the existing surface parking area between Sears and Il Fornaio.



Other changes to the site layout include minor reconfiguration of the surface parking lot in front of Nordstrom in order to accommodate the roundabout at the main Galleria Boulevard entrance, as well as reconfigured surface parking near the Pier 1 out-parcel. Additional changes to site circulation, access, and parking are discussed in the Circulation Design section below.

The building footprint shown on the site plan continues to evolve; the final building footprints may differ slightly as design plans are finalized and tenants are secured, provided that the total gross square footage does not exceed 487,806 square feet. Consistent with the MPP process, the final building configuration will be reviewed in Stage 3 (construction document plan check).

Promenade: The expanded retail component will enclose approximately thirty percent of the outdoor Promenade, from the existing Pottery Barn store to the current Max's Café building. The children's play area will be relocated from its current location adjacent to Restoration Hardware to an area between Borders and Il Fornaio. As part of the play area relocation, the wall of "community tiles" will also be preserved and relocated.

Westfield indicates that the outdoor Promenade is currently underutilized. Reducing the area of the outdoor Promenade is



expected to increase the number of persons per square foot, with the goal of creating an active and thriving area.

One other notable change to the Promenade, which is more architectural in nature, is the elimination of the 124-foot tall tower element. The tower will be replaced by a shorter (85 foot tall) clock tower, as depicted in Exhibits E and H. The NCRSP contains architectural policies (Section 3.2.3) that are intended to produce “buildings of notable architectural scale and quality that will act as a landmark for the community.” Staff believes that the scale of the project, with or without the tower, makes the mall a landmark for the community; therefore, the existing tower is not a required element of the project.

Other architectural details of the project, including the promenade, are discussed in the Stage 2 Evaluation later in this report.

Setbacks: Neither the Zoning Ordinance nor the NCRSP establish building setbacks for the project. The NCRSP, however, does establish 50-foot landscape setbacks along Galleria Boulevard and Roseville Parkway, which is provided with the existing mall. The proposed modifications will maintain the 50-foot landscape setback.

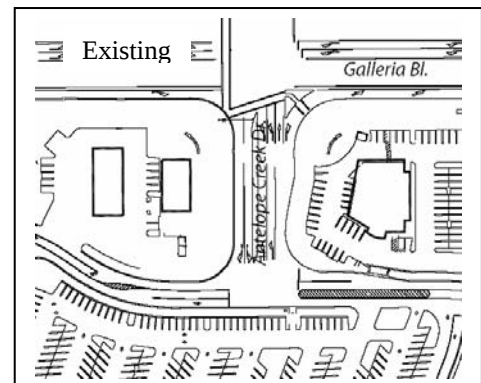
CIRCULATION MODIFICATIONS

Several improvements are proposed to make the on-site circulation system function more efficiently in order to handle the expected increase in vehicle trips resulting from the expansion. Two scenarios were evaluated for design purposes: the weekday P.M. peak hour (4 to 6 p.m.), and the Saturday peak hour (2 to 3 p.m.). During analysis of the necessary circulation improvements, it was concluded that the Saturday peak hour experienced the highest on-site volumes and represents the worst-case scenario. Staff concluded that any modifications to the circulation system should be designed to accommodate the Saturday peak. A summary of the proposed improvements is provided below.

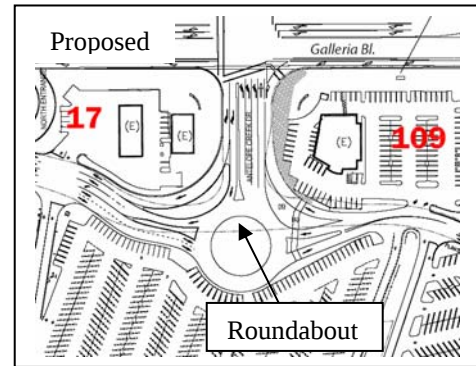
It is fully expected that the mall will continue to experience on-site congestion during the peak holiday shopping season. However, with continued implementation of the holiday traffic management plan, Public Works staff expects traffic congestion and delays within the mall complex to be reduced. The holiday traffic management plan has been in place for the last several years and has been successful in keeping vehicles moving throughout the mall complex with minimal delays.

On-site circulation:

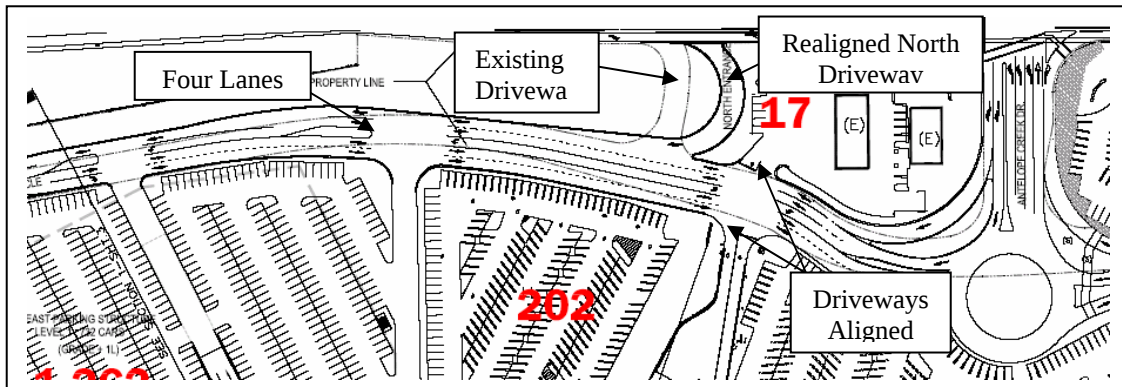
- *Antelope Creek Drive / Galleria Circle* – The current configuration at this location is a “T” intersection with free-flowing left and right turning movements for inbound traffic entering from Galleria Boulevard (see Attachment 2). During peak traffic events (typically Saturday afternoons and holidays), the free-flowing left turn movement often results in delays for motorists attempting to make a left turn onto Antelope Creek Drive to exit the mall. This delay often results in a long queue. One solution to this queuing problem is to restrict the left-turning movements for vehicles inbound from Galleria Boulevard. However, this solution is undesirable, as it limits turning movements to rights only, which alters the dispersion of trips entering from Galleria Boulevard.



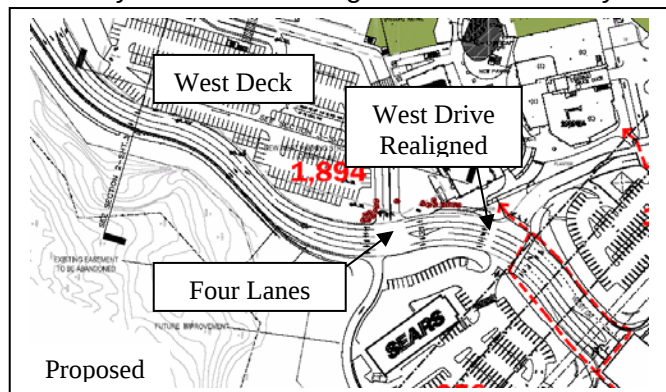
To maximize efficiency of the intersection while maintaining turning movements, a two-lane roundabout has been designed. The roundabout allows for the continuous movement of vehicles, while maintaining turning movements in all directions. The roundabout will be designed with metering signals that, during peak events, will further meter the flow of traffic into the roundabout. The meters will ensure that the roundabouts do not clog as a result of the vehicle queue caused by the traffic signal at Galleria Boulevard. It is expected that the metering signals will only be necessary during peak times.



- **Northern Galleria driveway** – The northern Galleria Boulevard driveway is a one-way entrance from Galleria Boulevard that allows left- and right-turning movements on Galleria Circle. Similar to the main entrance, the left-turning movements at the northern driveway result in a queue for vehicles heading northbound (toward Macy's) on the ring road. Elimination of the left-turning movement will eliminate the need for a northbound stop sign at this location, thus eliminating the queue in both directions. In addition, this driveway will be lengthened and slightly realigned to create more deceleration distance and better visibility for vehicles exiting Galleria Boulevard and merging with ring road traffic.
- **Ring Road (Galleria Circle)** – The segment of Galleria Circle from the proposed roundabout to the proposed grade-plus-one level parking deck (East Deck) will be widened to four lanes, plus a center left turn lane. This will provide additional outbound capacity for vehicles exiting the East Deck. Both outbound lanes will feed into the two-lane roundabout, which will increase outbound capacity at the Antelope Creek Drive exit.



- **J.C. Penney Drive Aisle / Union 76 Station Driveway** – These two driveways/ drive aisles are currently offset, which results in turning movement conflicts for vehicles exiting the gas station. To facilitate egress from the gas station, the J.C. Penney drive aisle and gas station driveway will be aligned.

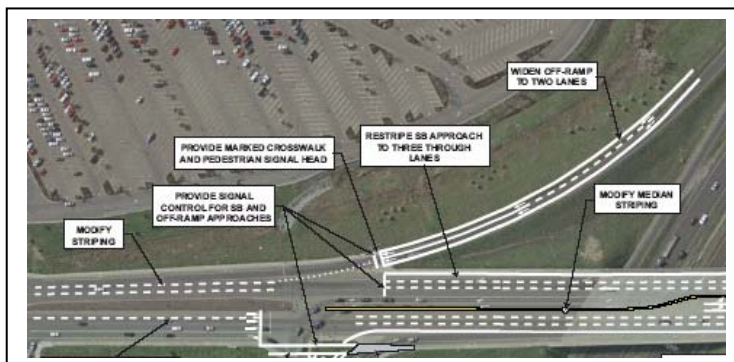


- *West Drive* – Similar to Antelope Creek Drive, West Drive is also configured as a “T” intersection with free-flowing right- and left-turning movements. This driveway will be realigned to eliminate the “T” and create a straighter line to the new five-level parking structure. In addition, the portion of Galleria Circle from the parking deck to West Drive will be widened to four lanes with a center left turn lane. The four lanes are necessary to accommodate the volume of traffic generated by the five-level structure.
- *New Ring Road Exit:* A new exit is proposed from the Ring Road to Roseville Parkway midway between West Drive and Reserve Drive (see Exhibit B). Exhibit B currently shows two-way traffic at this driveway location; however, the Public Works Department recommends that the driveway be restricted to exit-only movements (see **Condition 26**). This is necessary to prevent potential queuing problems on Roseville Parkway resulting from incoming vehicles waiting to make a left turn onto the Ring Road.
- *Future Improvements:* Other improvements were contemplated for the project that are considered more long-term in nature due to property ownership constraints and other permitting issues. The first of these improvements includes another driveway on Roseville Parkway near the Sears tire center. This driveway would provide right turns into and out of the mall complex and would provide another avenue for vehicles exiting the five-level parking structure. The City of Roseville owns the majority of property on which the driveway and drive aisle would be located; however, modifications to the Sears tire center site will be required. The configuration of this driveway is shown on the site plan for conceptual purposes only. The actual configuration would be determined during Stage Three review.

Another longer-term improvement is a vehicular connection between the Galleria and hotel/conference center sites. The Lease Agreement requires Westfield to exercise good-faith efforts to conclude agreements for funding and construction of a vehicular cross-connection to the hotel conference center site. Such a cross-connection has many reciprocal benefits to the Mall and Conference Center project. Most importantly, it would provide another outlet to Roseville Parkway via Gibson Drive. Note that the Parcel 40 development agreement also requires the hotel/conference center project to participate financially in any cross-access between the two properties. Construction of the connection would require permits from the Army Corps of Engineers, as it crosses a jurisdictional wetland. Due to the time involved in obtaining Federal wetlands permits and finalizing funding agreements between Westfield and the owner of Parcel 40, this is considered a longer-term, but feasible, improvement.

Off-Site Circulation:

- *Interchange Improvements:* As noted in the Lease and Sublease Agreement discussion, Westfield will construct improvements to the Highway 65 / Galleria Boulevard interchange to improve the flow of traffic from the freeway to southbound Galleria Boulevard and into the Galleria mall. Attachment 3 illustrates the proposed improvements to the entire interchange. The improvements in the southwest quadrant include signaling the off ramp at Galleria Boulevard, which will allow a third through-lane across the overpass. Signaling the off-ramp will eliminate the existing merge and weaving movements for southbound Galleria Boulevard



traffic. Constructing a second lane on the approach to Galleria Boulevard will create additional lane storage for the off-ramp, which is needed to handle the vehicle queue caused by the new signal.

- *Roseville Parkway:* Modifications to westbound Roseville Parkway are also proposed to increase vehicular efficiency around the mall site. These modifications include a continuous auxiliary lane (fourth lane) from Galleria Boulevard to Gibson Drive (see **Condition 26**). The auxiliary lane will serve as a “trap-lane” (forced right turn) at West Drive. The right-turn egress lane at West Drive will become a free flowing right turn lane that will flow into the auxiliary lane on the west side of the West Drive intersection. This will significantly increase outbound capacity by allowing vehicles to exit freely at West Drive without waiting for the stoplight.

Another improvement on Roseville Parkway is the addition of left turn lanes (creating dual-lefts) at West and Reserve Drives. The additional turn lanes will match the dual-lefts on westbound Roseville Parkway into the Fountains project site.

Accessibility: Pedestrian access is currently provided from the public street to all buildings within the project. Pedestrian access will be maintained with the expansion and enhanced through incorporation of larger plaza areas, enhanced paving, directional signage, and outdoor seating areas.

Parking: A parking analysis has been prepared for the Galleria Expansion by Kaku Associates, which is included as Attachment 4 of the Mitigated Negative Declaration (Exhibit A). The Kaku report analyzes the existing and future parking demand of the project by measuring the actual occupancy levels of on-site parking under existing conditions and determining the adequacy of that parking supply to meet existing conditions throughout the year. The Urban Land Institute (ULI) parking model was used to expand the on-site parking counts to reflect conditions at the center throughout the year. The recently published *Shared Parking, Second Edition* (ULI and the International Council of Shopping Centers [ICSC], 2005) was used as the basis for monthly and hourly parking patterns at regional shopping centers, thus allowing the analysis to take advantage of the latest national data on trends in shopping center parking.

The existing mall provides 4,932 parking spaces at a ratio of one space per 265 gross square feet. The Kaku report concludes that the existing parking supply is adequate to meet demand for the center throughout the year, with the exception of the peak holiday season. Based on the Kaku report's conclusion, combined with staff's ongoing observations of Mall parking supply and demand, Planning Department staff believes that it is appropriate to apply the existing parking ratio to the expansion area.

The required parking based on the 1:265 ratio would be 6,684 spaces. The proposed expansion project would provide 6,692 permanent spaces in a combination of surface and structured parking. According to the Kaku study, this supply would be sufficient to meet the project parking demands during all hours of the day with the exception of weekend days in December. Staff concurs with this conclusion.

In addition, the project will include 155 new temporary surface parking spaces in the reconfigured parking area near the corner of Galleria Boulevard and Roseville Parkway. These spaces are located within City property in an area encumbered by an Irrevocable Offer of Dedication (IOD) for an urban interchange. It is unlikely that the interchange will ever be constructed; regardless, the spaces are considered temporary in nature and are not included in the required parking count. The temporary spaces will help provide additional overflow parking during peak times.

On December weekend days, the project parking supply would be inadequate to meet the peak parking demand. On these days, the project would continue to operate its off-site employee parking program. This holiday off-site employee parking program, in operation at the Galleria at Roseville for the past five years, utilizes parking lots at Heald College, located approximately one mile from the center. The current program operates on weekends from Thanksgiving through December and during the entire

week before Christmas. Heald College makes available (by written agreement) to the center a total of 445 spaces, which Westfield indicates are well utilized by Mall employees during the peak days.

Under the expanded center conditions, the parking analysis shows that the off-site parking program would need to serve approximately 185 vehicles during the December weekend midday time period. The combination of temporary overflow parking (155 spaces) and off-site parking agreements (445 spaces) are adequate to meet overflow employee parking demand.

The Kaku study concludes, and staff concurs, that the proposed parking supply for the project will be adequate to meet even the peak December weekday parking demand. During the December peak weekend days, the project would be adequately served by the continuation of the current off site employee parking program. The Lease Agreement obligates Westfield to continue its holiday shuttle and off-site employee parking program.

Structured Parking Stall / Module Dimensions: Parking stalls within the parking structures will be designed to comply with the Zoning Ordinance parking standards of 9' x 18' for standard and 8' x 16' for compact, in addition to standard handicapped space requirements. Drive aisles are designed at 24 feet in width, and all parking will be 90-degree to provide for two-way traffic. The conceptual structure layout currently indicates all standard spaces; however, Westfield indicates that strategic use of compact stalls will be necessary to accommodate the required number of spaces while maximizing available space within the structures. Staff will work with Westfield during Stage Three review to minimize compact stalls to the extent feasible and to ensure that the circulation within the structures functions efficiently.

GRADING DESIGN

Site Grading: As a developed site, the expansion will not require significant earthwork; however, excavation will be required for the Sears expansion. Other grading activities will be limited to preparation of the site for building foundations, installation of utilities, additional surface parking, and circulation modifications.

INFRASTRUCTURE IMPROVEMENTS

Utility Improvements: With the exception of electric infrastructure, all utility improvements necessary to serve the project were installed with construction of the existing mall complex, and are adequate to serve the proposed expansion. The Electric Department indicates that off-site upgrades to the existing power system serving the Galleria Mall must occur in order to serve the proposed expansion. The required off-site improvements include upgrades to one overhead and two underground existing mainline circuits to meet the higher electric loads anticipated with the expansion. On-site relocation of existing underground circuits and electrical equipment will also be required to accommodate the development. Both proposed parking structures are in direct conflict with existing underground facilities serving the existing mall. The requirement to upgrade the power system and relocate on-site facilities is identified as **Mitigation Measure US-1** of the Mitigated Negative Declaration (Exhibit A) and is reiterated as **Condition 118(k)** of the MPP.

Public Utility Easements: Several public utility easements are located within the existing parking areas that will be impacted by construction of the parking decks and building expansion. The utilities within these easements will be relocated and new easements dedicated as a component of the project; however, the remaining easements will need to be abandoned. In addition, the proposed parking structures are shown to cross existing property lines. Prior to the issuance of building permits for any structure crossing a property line, Westfield will be responsible for relocating and/or reconfiguring the property lines and abandoning applicable easements. It was staff's desire to process a Tentative Map concurrently with the MPP (which can simultaneously address the property line and easement issue); however, due to time constraints, the map will follow later this summer for the Commission's review.

Condition 8 requires relocation prior to the issuance of building permits for any structure that crosses an easement or property line.

Bus Transfer Station: The Transportation Division has determined that expansion of the existing bus transfer station internal to the site is required to accommodate an expected increase in demand for public transit. In response, the project includes expansion of the transfer station to accommodate up to eight 30-foot long buses, as well as construction of four additional bus shelters. The project has been conditioned to enhance the path of travel between the transfer station and mall entrance with signs, striping, lights, and other materials deemed necessary by the Public Works Director (see **Condition 41**). The project has also been conditioned to provide a Dial-A-Ride bus turnout in front of the expanded retail, along with a covered seating area (see **Condition 39**).

The location of the fixed-route bus transfer station was determined with the original mall design for several reasons. Most importantly, the transfer station was specifically located to facilitate bus turning movements (primarily right turns) and provide quick and convenient ingress and egress via West Drive and Reserve Drive. Second, locating the transfer station directly in front of retail storefronts is not desirable due to noise and smoke produced by the buses, which is not compatible with amenities such as outdoor restaurant seating (Dial-A-Ride utilizes smaller vehicles, which are more compatible). Staff and Westfield had explored the possibility of relocating the fixed-route transfer station closer to the retail entrance; however, it was determined that the transfer station was more desirable in its current location. Instead, the addition of a Dial-A-Ride stop was determined more appropriate in front of the retail expansion.

PHASING PLAN

Construction of the proposed expansion will occur in several phases as noted below (see Exhibit R for the Phasing Plan). The phasing has been carefully planned to avoid disruption to more than one holiday season, and to ensure that adequate parking is available at any given time during construction of each phase.

- July – Sept. 2006 – Grade and pave reconfigured and temporary surface parking.
- July – Sept. 2006 – Relocation of utilities for Deck A (east deck).
- Oct – Dec 2006 – Reserve Drive entrance roadwork.
- Jan – May 2007 – Construction of Deck A.
- Jan – Oct 2007 – Antelope Creek entrance roadwork (including roundabout)
- Jan – Nov 2007 – Ring road work at West Drive
- Jan 2007 – March 2008 – New Crate & Barrel store (existing Crate & Barrel to remain open until new store constructed).
- Jan 2007 – Oct 2008 – Retail expansion construction.
- Feb 2007 – Nov 2007 – Construction of Deck B (west deck).

STAGE ONE MODIFICATION SUMMARY

The proposed modifications to the existing mall have been designed to comply with the NCRSP, the Major Project Permit provisions of the Zoning Ordinance, and the Community Design Guidelines. The project proposes several design measures that will improve on-site circulation. As proposed and conditioned, the project complies with the requirements of the Stage One approval of the Major Project Permit Ordinance. For these reasons, staff recommends approval of the Stage One request.

MAJOR PROJECT PERMIT - STAGE 2

Stage 2 of the Major Project Permit includes the review of the architectural design and landscape treatments. The project has been evaluated based upon the applicable design standards of the North

Central Roseville Specific Plan Design Guidelines and the City's Community Design Guidelines. As previously noted, the Stage 2 application does not include the building design for the three expanding anchor tenants. The anchor tenants will be responsible for submitting their own Stage 2 applications.

ARCHITECTURE

Elevation plans (Exhibits G, H, K, L, M, & N) have been provided for both parking structures and the expanded retail (including the Promenade reconfiguration). For complete architectural details, please refer to the elevations and renderings (Exhibits C-N). A summary of the architectural features of each major project component is provided below.

The height and massing of the buildings are established in the elevations; however, since specific tenants have not been identified for the tenant spaces, it is likely that the building facades may change slightly in response to specific user needs or corporate imaging. The Major Project Permit process allows flexibility for changes in Stage 3 (plan check), provided that the architectural intent and theme is well established in the conceptual elevations and/or design guidelines. To help guide possible future changes to the storefronts, Westfield has developed design guidelines that identify the overall design intent and design elements, as well as acceptable materials and colors. Staff will review any proposed changes for consistency with the Design Guidelines and the Stage 2 approval during plan check (Stage 3).

Parking Deck A (East Deck): The East Deck (grade-plus-one level) will incorporate sandblasted, integral color, pre-cast concrete panels with reveal lines, similar to the existing Macy's and J.C. Penney buildings. Stone veneer, slate tile, and other accents will be utilized to enhance the entries to the structure, as well as other pedestrian-oriented or highly visible areas. The height of the deck is approximately 26 feet; the second level will connect to second level entries of the mall, Macy's, and J.C. Penney. Due to the grade separation of Galleria Boulevard from the Macy's parking lot (where the East Deck will be located), the top of the deck will be visible to passing motorists from Galleria Boulevard. To enhance the appearance of the top deck, Westfield proposes to use colorful banners and other architectural accoutrements (see Exhibit N for examples).

Parking Deck B (West Deck): Similar to the East Deck, the West Deck will also incorporate pre-cast integral color concrete panels in its design. Due to its considerable size and mass, staff was initially concerned with the appearance of the West Deck and its interface with the hotel project on adjacent Parcel 40. Visibility to, and appearance from, Highway 65 was also of concern. In response to staff's concerns, Westfield spent considerable time refining the design and providing details of the West Deck. Cross sections and other details for the West Deck are provided as Exhibits C, K, & M.

Several design techniques are used to break up the visual mass of the five-story deck, including varied heights, vertical element articulation (which provides shade and shadow relief), color blocking (emphasizing certain architectural elements with contrasting colors), and material differentiation (e.g., stone and slate tile at the base and entries). The West Deck also incorporates colors that are complementary to the Sears and Promenade buildings, which helps provide a seamless architectural interface between the mall and the parking structure. Also similar to the East Deck, the West deck will provide a second-level bridge connection to the mall.

Staff is satisfied with the proposed design of the West Deck, and believes the deck will complement the adjacent hotel project due to the high level of architectural interest and quality. No change to the design of the West Deck is recommended. However, please refer to the Lighting Section below for discussion of concerns with pole-mounted lights on the top deck.

In-Line Retail (exterior): As noted in the project description, the retail component of the expansion consists of 293,617 square feet. The West Deck will screen a significant portion of the retail expansion

from view (see Exhibit B) from surrounding roadways. Therefore, more attention was spent on the architectural detailing of the West Deck, which will be visible from Roseville Parkway, Highway 65, and the Conference Center, rather than the building elevation. Exhibit G shows the elevation of the retail building behind the West Deck and indicates a smooth finish painted EIFS with reveals and a contrasting color band.

The visible portion of the retail expansion is the area between Border's and Nordstrom facing Roseville Parkway, including the new Crate & Barrel store. This elevation indicates a mix of painted metal fascias, metal canopies, glazing with aluminum mullions, smooth finish painted EIFS, and enhanced stone bases. The proposed architecture of the expansion area is consistent with the style and patterns established with the existing mall. A memo from the Westfield design team is included as Attachment 7, which provides more detail as to the architectural design intent.

Staff is satisfied with the proposed architecture and believes that it will integrate well with the existing mall and surrounding commercial projects. No change to the project architecture is recommended.

LANDSCAPING

Changes to the existing mall landscaping are limited to the areas impacted by the building expansion and parking lot modifications; no change to landscaping in areas unaffected by construction is proposed. A Landscape Plan (Exhibit O) has been prepared for the project that identifies the proposed trees, shrubs, and ground covers. To create a more immediate landscape presence, tree sizes range from primarily 24-inch box up to 48-inch box for some species.

LIGHTING

The site-specific lighting plan is typically reviewed during Stage 3; therefore, a photometric study of the site has not been provided. Lighting will be required for the new surface parking near the Pier 1 building. All other surface parking lot lighting will be maintained. The project has been conditioned to achieve the City's minimum lighting standard of 1.0 foot-candle in parking areas and 0.5 foot-candle for walkways (**Condition 77**).

To ensure appropriate levels of comfort and safety, lighting within parking garages is typically brighter than standard parking areas. The City does not have a standard for parking garages; however, the Police Department recommends a standard that has been adopted by the Law Enforcement Environmental Planning Association of California (LEEPAC). The standard requires lighting in the parking garage to provide a maintained minimum of 5 foot-candles for parking and pedestrian areas, 10 foot-candles for ramps and corners and 50 foot-candles for entrances and exits. Planning staff concurs with the enhanced lighting requirement for the parking structures, provided that the lights are designed and shielded to minimize direct views of luminaries from outside of the structures. **Condition 74** requires the parking garage lighting plan to comply with the LEEPAC standard, and also requires that the lights be shielded appropriately to minimize external glare. Note that the Kaiser parking garages were conditioned with a similar requirement. After observing the Kaiser parking garage at night, staff does not believe that the proposed lighting standard is too bright or obtrusive.

While specific lighting plans have not been developed, staff expects that pole lights will be utilized on the top decks of the parking structures. Of particular concern is the use of pole lights and resultant glare near the perimeter edge of the five level structure. **Condition 77** requires the applicant to work with the Planning Department to explore alternatives that would reduce the potential for off-site glare. The alternatives may include but are not limited to shorter poles, bollard lights, and enhanced shielding.

SIGNAGE

Many of the conceptual drawings illustrate signage on various elevations. These signs are shown for conceptual purposes only. New signage will require modification to the Regional Mall Master Sign Program, which will be brought back for the Commission's review at a later date (see **Condition 119**).

STAGE 2 SUMMARY

In summary, staff finds that the proposed architectural, landscaping, and lighting plans comply with the requirements for Stage Two approval. Therefore, staff recommends that the Planning Commission approve Stage 2 of the Major Project Permit for the Galleria Mall Expansion project.

ENVIRONMENTAL DETERMINATION

An Initial Study and Mitigated Negative Declaration (Exhibit A) have been prepared for this project. In accordance with the CEQA Guidelines, the Initial Study and Mitigated Negative Declaration were prepared using previous environmental documents such as the General Plan and North Central Roseville Specific Plan EIRs, plus new project-specific traffic (long term), parking, and air quality analyses.

DKS Associates prepared a long-term traffic study for the project, which is included as Attachment 3 of the Initial Study. The DKS study was conducted during the fall of 2005 and assumes development of a 426,600 square foot (gross "leasable" area) expansion, including general retail, expansion of the department stores, new restaurants, and a new movie theater complex. Since that time, the mall proposal has been amended to omit the theater complex, and the total gross leasable area reduced to 335,231 square feet. The current Mall proposal is expected to result in fewer impacts than analyzed in the DKS report, which is considered a worst-case scenario.

The Circulation Element of the General Plan contains policies that serve as or serve to establish threshold criteria for determining impacts to the City's circulation system. Impacts to the City's circulation system are generally defined by specified degradation in the Level of Service of signalized intersections. In accordance with this adopted threshold, the DKS study evaluates the project's impact to all signalized intersections within the City for the p.m. peak hour. Impacts were identified and mitigation proposed to reduce those impacts to less than significant levels. Please see Exhibit A for further discussion.

Other site-specific transportation studies were prepared for the project by Omni-Means and Fehr & Peers. These analyses were intended to focus on circulation internal to the project site and were used to determine the appropriate design of on-site circulation improvements only. These reports were not pertinent to the analysis contained in the DKS report pertaining to the City's established transportation significance thresholds (i.e., intersection level of service impacts), and thus, were not referenced or cited in the Initial Study.

Jones & Stokes Associates conducted the air quality analysis for the project. The air quality analysis derives estimates of air quality impacts by evaluating, among other considerations, the projected trip generation for the project. Trip generation estimates are identified in the DKS report, which is referenced by the Jones & Stokes report. It should be noted that the Jones & Stokes report also references the trip generation estimates in the Omni-Means study. The trip generation estimate contained in the Omni-Means study is duplicative of the DKS report, and as such, was not cited by the Initial Study.

Based on the results of the Initial Study, the City has concluded that the appropriate environmental document for the project is a Mitigated Negative Declaration. The Mitigated Negative Declaration was posted for a 30-day public review and comment period, which closes on June 21, 2006. To date, no comments on the document have been received.

RECOMMENDATION

The Planning Department recommends that the Planning Commission take the following actions:

- A. Adopt the seven (7) findings as stated in the MITIGATED NEGATIVE DECLARATION.
- B. Adopt the MITIGATED NEGATIVE DECLARATION as provided in Exhibit A.
- C. Adopt the two findings of fact for the MAJOR PROJECT PERMIT MODIFICATION - STAGE ONE – 1151 GALLERIA BOULEVARD (NCRSP PARCEL 35 – GALLERIA MALL EXPANSION) – FILE #MPPMOD 95-01A:
 - 1. *The Preliminary Development Plan for the Galleria Mall Expansion project is consistent with the General Plan, the North Central Roseville Specific Plan, and the Roseville Community Design Guidelines; and*
 - 2. *The design and the installation of the Galleria Mall Expansion project will not be detrimental to the public health and safety, or be materially detrimental to the public welfare.*
- D. Adopt the two findings of fact for the MAJOR PROJECT PERMIT - STAGE TWO - 1151 GALLERIA BOULEVARD (NCRSP PARCEL 35 – GALLERIA MALL EXPANSION) – FILE #MPP 04-02:
 - 1. *The architecture and landscaping for the Galleria Mall Expansion project is consistent with the General Plan, the North Central Roseville Specific Plan, the Community Design Guidelines, and the Stage One approval; and*
 - 2. *The design of the Galleria Mall Expansion project will not be detrimental to the public health and safety, or be materially detrimental to the public welfare.*
- E. Approve the MAJOR PROJECT PERMIT - STAGE ONE AND STAGE TWO - 1151 GALLERIA BOULEVARD (NCRSP PARCEL 35 – GALLERIA MALL EXPANSION) – FILE #s MPPMOD 95-01A & MPP 04-02 as shown in Exhibits A-S and subject to the one-hundred thirty (130) conditions of approval below.

CONDITIONS OF APPROVAL FOR THE MAJOR PROJECT PERMIT STAGES ONE & TWO (MPPMOD 95-01A & MPP 04-02):
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- 1. This Major Project Permit approval shall be effectuated within a period of two (2) years from this date and if not effectuated shall expire on **June 22, 2008**. Prior to said expiration date, the applicant may apply for an extension of time, provided, however, this approval shall be extended for no more than a total of one year from **June 22, 2008**. (Planning)
- 2. The project is approved as shown in Exhibits A - S and as conditioned or modified below. (Planning)
- 3. The applicant shall pay City's actual costs for providing plan check, mapping, GIS, and inspection services. This may be a combination of staff costs and direct billing for contract professional services. (Engineering, Environmental Utilities, Finance)
- 4. The design and construction of all improvements shall conform to the Improvement Standards and Construction Standards of the City of Roseville, or as modified by these conditions of approval, or as directed by the City Engineer. (Engineering)

5. The applicant shall not commence with any on-site improvements until such time as grading and/or improvement plans are approved and grading and/or encroachment permits are issued by the Department of Public Works. (Engineering)
6. The approval of this project does not constitute approval of proposed improvements as to size, design, materials, or location, unless specifically addressed in these conditions of approval. (Engineering)
7. The reciprocal access easements between NCRSP Parcels 35 and 40 shown for abandonment on the Site Plan shall remain in full force and effect. (Planning, Engineering)

PRIOR TO BUILDING PERMITS:

8. No building permit shall be issued for any structure that crosses a property line or Public Utility Easement. Applicable property lines and/or Public Utility Easements shall be reconfigured/relocated/abandoned and recorded as deemed necessary by, and to the satisfaction of, the City. (Planning, Engineering, Building)
9. Parking stalls shall meet, or exceed, the following minimum standards:
 - a. All parking stalls shall be double-striped. Parking stalls adjacent to sidewalks, landscaped areas or light fixtures, and all Accessible stalls shall abut a 6" raised curb or concrete bumper. (Planning)
 - b. Standard -- 9 feet x 18 feet; Compact--8 feet x 16 feet; Accessible--14 feet x 18 feet (a 9 foot wide parking area plus a 5 foot wide loading area) and a minimum of one (1) parking space shall be Accessible van accessible--17 feet x 18 feet (9 foot wide parking area plus an 8 foot wide loading area). (Planning)
 - c. An 'exterior routes of travel' site accessibility plan incorporating slope, cross-slope, width, pedestrian ramps, curb ramps, handrails, signs, detectable warnings or speed limit signs or equivalent means shall comprise part of the site improvement plans submitted to City for review, prior to building plan check approvals. This site accessibility plan shall also include:
 - i) Handicapped parking stalls shall be dispersed and located closest to accessible entrances. The total number of accessible parking spaces shall be established by Table 11-B-6 of the CBC.
 - ii) Accessible Parking spaces and crosswalks shall be signed, marked and maintained as required by Chapter 11 of the CBC.
 - iii) Accessible parking and exterior route of travel shall comply with CBC, Sections 1127B and 1129B. (Building)
10. Signs and/or striping shall be provided on-site as required by the Planning Department to control on-site traffic movements. (Planning)
11. The plans submitted to the Building Department for permits shall indicate all approved revisions/alterations as approved by the Commission including all conditions of approval. (Planning)
12. The Landscape plan shall comply with the North Central Roseville Specific Plan and the City of Roseville Water Efficient Landscape Requirements Resolution No. 93-55. (Planning)
13. The tree plantings in the parking lot shall be designed to provide as close to 50% shade coverage after 15 years as reasonably feasible. (Planning)

14. At a minimum, landscaped areas not covered with live material shall be covered with a rock, (2") bark (no shredded bark), or (2") mulch covering. (Planning)
15. Any roof-mounted equipment and satellite dishes proposed shall be shown on the building plans. The equipment shall be fully screened from public streets and the surrounding properties. (Planning)
16. At the time of building permit application and plan submittal, the project applicant shall submit a proposed plan which shows the suite addressing plan for individual tenant spaces within the building. The Chief Building Official, or the designate, shall approve said plan prior to building permit approval. (Building)
17. A separate **Site Accessibility Plan** which details the project's site accessibility information as required by California Title 24, Part 2 shall be submitted as part of the project Building Permit Plans. (Building)
18. **Multiple Building Complexes.** As part of the required **Site Accessibility Plan**, the developer shall delineate the extent of the site accessibility improvements being installed as part of the initial improvements for the project, and those that are planned to be developed as part of subsequent phases (i.e. around future pad buildings). (Building)
19. **Building** permit plans shall comply with all applicable code requirements (California Building Code - CBC, California Mechanical Code - CMC, California Plumbing Code - CPC, California Fire Code - CFC with City of Roseville Amendments, and California Electrical Code - CEC), California Title 24 and the Americans with Disabilities Act - ADA requirements, and all State and Federally mandated requirements in effect at the time of submittal for building permits (contact the Building Department for applicable Code editions). (Building)
20. The original mall design was approved under the 1995 CBC Section 104.2.8 "Alternate for materials, design, tests and methods of construction". Because this expansion affects the original design and assumptions used in the approval of the original mall, a new code analysis shall be required. (Building)
21. All CBC Section 404 Mall Provisions shall be applicable including, but not limited to, the following:
 - a. Anchor stores shall maintain egress independent of the Mall.
 - b. Anchor stores and parking garages shall comply with allowable area and type of construction requirements for each such building independent of the Mall.
 - c. The Mall, including all *attached* anchor stores and parking garages, shall maintain minimum 60-foot yards around the complex. Other structures including parking garages shall be separated from the Mall in a manner to maintain minimum yard requirements for all affected structures. (Building)
22. The developer shall obtain all required approvals and permits from the Placer County Health Department for restaurants or other food services. (Building)
23. Maintenance of copy of building plans. Health and Safety Code Section 19850 requires the building department of every city or county to maintain an official copy of the building plans for the life of the building. As such, each individual building shall be submitted as a separate submittal package. Building plan review, permit issuance and archiving is based on each individual building address. (Building)

24. For all work to be performed off-site, permission to enter and construct shall be obtained from the property owner, in the form of a notarized right-of-entry. Said notarized right-of-entry shall be provided to Engineering prior to approval of any plans. (Engineering)
25. The grading and improvement plans shall be designed in accordance with the City's Improvement Standards and Construction Standards and shall reflect the following:
 - a. Street improvements including, but not limited to, curb, gutter, sidewalk, pavement, drainage systems, traffic striping, signing, medians and markings, etc. along all existing and proposed City streets, as required by Engineering.
 - b. Grading shall comply with the City grading ordinance. Erosion control devices (sediment traps, ditches, straw bales, etc.) shall be shown on the grading plans. All erosion control shall be installed prior to the onset of wet weather. Erosion control is installed to minimize silt discharge from the project site. It is incumbent upon the applicant to ensure that necessary measures are taken to minimize silt discharge from the site. Therefore modification of the erosion control plan may be warranted during wet weather conditions.
 - c. A rough grading permit may be approved by Engineering prior to approval of the improvement plans.
 - d. Standard Handicap ramps shall be installed at all curb returns per City Standards. (Engineering)
26. In an effort to effectively manage the increased vehicular traffic expected as a result of the proposed expansion, both on and off site improvements are required to conform to the approved traffic study. Prior to the certificate of occupancy for the expansion, the following improvements shall have been deemed completed by the City Engineer. These improvements generally include, but are not limited to:
 - a. **Roseville Parkway** –
 - i. The existing turn lanes along the entire frontage of Roseville Parkway shall be expanded to create an auxiliary lane extending from the westerly curb return of the intersection of Galleria Boulevard to the westerly property line. The auxiliary lane shall be 10-feet wide and shall provide a "trap-lane" into West Drive. The right-turn egress lane from West Drive shall be a free flowing right turn lane with the construction of a standard raised "pork chop" feature.
 - ii. Pedestrian paths and landscaping modifications shall be incorporated with the widening of the street frontages.
 - iii. Access onto the site from Roseville Parkway shall be through the existing two signalized intersections, one at Reserve Drive and the other at the West Drive Entrance. Additional left turn lanes off of Roseville Parkway shall be installed to provide dual lefts into the site at each location. All proposed modifications to the existing street sections shall be reviewed and approved by the City Engineer. An additional "egress only" drive aisle/driveway shall be constructed between the Reserve and West Drive signalized driveways. The geometry of the egress drive aisle shall be approved by the City Engineer and shall allow egress movements only.
 - iv. All signal modifications on Roseville Parkway shall be the responsibility of the Project Proponent.

- v. Additional right-of-way shall be dedicated to the City for future right turn lanes at all driveways accessing the site from Roseville Parkway.
- b. **Galleria Boulevard** – An additional 12-foot wide right-of-way shall be dedicated for future through-lane requirements along the project's entire Galleria Boulevard frontage.
- c. **On-Site Improvements** - In an effort to better manage traffic flow through the site, the on-site improvements to the ring road will require modification as follows:
 - i. The West Drive/Galleria Circle intersection shall be reconfigured to provide a “tee” intersection where West Drive will be the dominant leg to the new parking structure and Galleria Circle will tee into West Drive.
 - ii. West Drive shall be constructed with both a right and left turn lane onto Galleria Circle. Northeast of the intersection, an additional lane shall be added to West Drive extending easterly to the east driveway of the new parking structure.
 - iii. The existing 2-way left turn lane will be re-stripped to allow for two 11-foot wide lanes in either direction. The No 2 lane in the northerly direction shall “trap” into the parking structures northerly drive isle.
 - iv. At the intersection of the west driveway into the parking structure, the driveway shall accommodate 2 ingress lanes and 2 egress lanes. A right turn pocket shall be constructed to access this driveway.
 - v. The drive aisle on the opposite side of West Drive accessing the Sears automotive center shall be realigned to align with the parking structure driveway and shall have one ingress and two egress lanes.
 - vi. A left turn pocket shall be constructed for turning movements into the Sears Automotive center. This four-way intersection shall be stopped controlled on three legs allowing inbound traffic to move freely thorough the intersection.
 - vii. Galleria circle shall be realigned as it approaches West Drive so that the two roads intersect at right angles. At this intersection, Galleria Circle will have a dedicated right, left, and ingress lane.
 - viii. Conduits shall be installed at the West Drive/Galleria Circle intersection and the Galleria Circle/access to the parking structure intersection for future signalization. Additionally, a conduit shall be extended from each future signal location to the existing signal located on Roseville Parkway for signal interconnects with the City's system.
 - ix. The Bus Transfer station located on Galleria Circle shall be expanded between the existing turn out and the location of the electrical vault to accommodate as many as 4 additional buses. Up to 4 additional bus shelters shall be installed at the expanded transfer station. Additional pedestrian walks shall be constructed from the on-site transfer station to the bus shelters located on Roseville Parkway.
 - x. The Antelope Creek Drive/Galleria Circle intersection shall be reconfigured with a 2-lane roundabout. The roundabout shall be designed to include center-raised medians and push-lanes for traffic channelization into and out of the roundabout. Free flow bypass lanes shall be constructed for the ingress and egress movements from Galleria Circle and onto the Antelope Creek Drive access road. The median for the ingress lane shall be extended onto Galleria

Circle to the JC Penny intersection to restrict left turn movements at this intersection. A Peak-Time signal shall be installed at this intersection to meter the traffic entering the roundabout.

- xi. The Antelope Creek Drive access shall be widened to accommodate 2 ingress lanes, a 2-foot wide raised median and four egress lane, which will include triple left turn movements out and the construction of a standard raised “pork chop” feature with the right-turn egress lane to facilitate free flowing right turn movements. The signal shall be modified at the project proponents cost to accommodate these modifications.
 - xii. The North Entrance off of Galleria Blvd shall be realigned to accommodate a curved entrance that will channelize the traffic into the Galleria Circle. A yield sign will be installed prior to access into the Circle.
 - xiii. Galleria Circle shall be widened to four lanes with turn lanes into the Eastern Parking Structure, along the frontage of the structure, dropping to three lanes at the northern end of the structure.
- d. **Off-site** - Off-site improvements to the Highway 65/Galleria interchange will be required as further described and conditioned in the Lease and Sublease Agreement between the City and Westfield.
- 27. All necessary right-of- way required for the installation of the above referenced improvements shall be dedicated to the City by separate instrument in a form approved by the City Engineer and accepted by the City attorney for recordation at the County Records Office, or on the face of the Final Map. (Engineering)
 - 28. The new surface parking area on the southern portion of the site shall be designed as a typical parking lot. Engineered calculations shall be submitted to demonstrate that existing facilities are properly sized to accommodate additional storm water flows. Drainage from this area shall be routed into the existing on-site drainage facilities. (Engineering)
 - 29. Prior to the construction of any part of either parking structure, all existing infrastructure shall be identified for relocation. Relocation of the infrastructure shall be complete prior to the commencement of parking structure construction. (Engineering)
 - 30. The grading plans shall be accompanied with engineered structural calculations for all retaining walls greater than 4 feet in height. All retaining walls shall be of either split faced masonry units, keystone type construction, or cast in place concrete with fascia treatment. (Engineering)
 - 31. The applicant shall apply for and obtain an encroachment permit from the Engineering Department prior to any work conducted within the City right-of-way. (Engineering)
 - 32. Prior to the approval of the improvement plans, it will be the project proponent’s responsibility to pay the standard City Trench Cut Recovery Fee for any cuts within the City streets that are required for the installation of underground utilities. (Engineering)
 - 33. **Prior to the approval of the Improvement Plans**, the project proponent shall prepare and submit a Storm Water Pollution Prevention Plan (SWPPP) to the City, as defined by the Regional Water Quality Control Board. The SWPPP shall be submitted in a single three ring binder. Upon approval, the SWPPP will be returned to the project proponent during the pre-construction meeting. (Engineering)
 - 34. Prior to the issuance of a grading permit or approval of Improvement Plans, the grading plans shall clearly identify all existing water and sewer utilities within the boundaries of the project (including

adjoining public right of way). Existing utilities shall be identified in plan view and in profile view where grading activities will modify existing site elevations over top of or within 15 feet of the utility. Any utilities that could potentially be impacted by the project shall be clearly identified along with the proposed protection measures. The developer shall be responsible for taking measures and incurring costs associated with protecting the existing water and sewer utilities to the satisfaction of the Environmental Utilities Director. (Environmental Utilities)

35. The applicant shall pay all applicable water and sewer fees as adopted by the City Council. (Environmental Utilities)
36. Water and sewer infrastructure shall be designed pursuant to the adopted City of Roseville Improvement Standards and the City of Roseville Construction Standards and shall include:
 - a. Utilities or permanent structures shall not be located within the area which would be disturbed by an open trench needed to expose sewer trunk mains deeper than 12' unless approved by Environmental Utilities in these conditions. The area needed to construct the trench is a sloped cone above the sewer main. The cone shall have 1:1 side slopes.
 - b. Water and sewer mains shall not exceed a depth of 12' below finished grade, unless authorized in these conditions of approval.
 - c. All sewer manholes shall have all weather 10-ton vehicle access unless authorized by these conditions of approval. (Environmental Utilities)
37. The Transportation Systems Management (TSM) Plan for the Galleria at Roseville shall be modified for review and approval of the Transportation Commission. The plan shall be consistent with the Transportation Promotions Agreement as required by the Lease/Sublease Agreement, and additional employee carpool spaces shall be provided within the proposed parking structures in locations determined suitable by the Transportation Division. (Transportation)
38. The following amenities shall be added to the transit transfer point to the satisfaction of the Transportation Division Manager:
 - a. Additional display cases.
 - b. Public pay telephone.
 - c. A voice-grade telephone line for the installation of direct telephone lines to the transit agencies serving the site.
 - d. Additional conduit as deemed necessary for future telecommunications and data needs at the transfer station.
 - e. An automated ticket kiosk, including a power connection for a 120-volt, 60 Hz AC outlet. (Transportation)
39. The project shall include a Dial-A-Ride bus turnout 75 feet in length at the south entrance of the mall (between the Promenade and Nordstrom). The turnout shall include a covered seating area for a minimum of ten (10) people. (Transportation)
40. Bike parking shall be provided per the Zoning Ordinance. The project shall include a minimum of fourteen (14) bike lockers or another acceptable form of long-term bicycle parking, such as a bike cage within the parking garage(s) for use by employees, as determined acceptable by the Transportation Division. (Transportation, Planning)
41. The two pedestrian driveway crossings in the path of travel from the Transit Transfer Point to the Promenade shall be enhanced with signs, striping, lights, or other materials and finishes to facilitate

safe and comfortable pedestrian crossing in a manner approved by the Public Works Director. (Transportation, Engineering)

42. Pedestrian access from the street side shelter on Roseville Parkway to the Transit Transfer Point and Park and Ride lot shall be provided via the construction of a direct walkway link. (Transportation)
43. Trash enclosures, recycling areas, and enclosure approaches shall be designed to current Refuse Division specifications, the materials and colors shall match the building, and the location of such facilities shall be reviewed and approved by the Refuse Division, Planning and the Fire Department. The enclosure must have inside dimensions of 12 feet wide and 9 feet deep and be built to the specifications of the Solid Waste Department's Enclosure Description, or as otherwise approved by the Refuse Division during Stage Three review. (Refuse, Planning, Fire)
44. Access to trash enclosures shall have an inside turning radius of 25 feet and an outside turning radius of 45 feet must be maintained to allow the refuse truck access to and from the enclosure. Enclosures must have a clear approach of 65 feet in front of the enclosure to allow servicing bins. (Refuse)
45. A trash enclosure and recycling enclosure is required for each building and each tenant, otherwise, the building owner is responsible for the trash service. (Refuse)
46. In-kind solid waste compactor-type collection facilities shall be provided to the satisfaction of the Environmental Utilities Department. (Refuse)
47. Fire apparatus access roads shall be provided to within 150 feet of all structures and combustible storage piles. Fire apparatus access roads shall have an unobstructed width of not less than 20 feet and an unobstructed vertical clearance of not less than 13 feet 6 inches. (Fire)
48. Vertical clearances or widths shall be increased when, in the opinion of the Fire Chief, vertical clearances or widths are not adequate to provide fire apparatus access. Fire apparatus access roads shall be designed and maintained to support the imposed loads of fire apparatus (32 tons) and shall be provided with a surface so as to provide all-weather driving capabilities. Said access shall be provided prior to any construction or storage of combustible materials on site. (Fire)
49. Dead-end fire apparatus access roads in excess of 150 feet in length shall be provided with an approved provision for the turning around of fire apparatus. A minimum back of curb radii of not less than 48 feet shall be provided. (Fire)
50. The required fire flow for the protection of the proposed project is 4,000 gallons per minute with 20 pounds residual water pressure. This flow is based on the premise that the structure will be of Type IIN rated construction with the installation of a full coverage automatic fire sprinkler system, and is reflective of the proposed square footage amounts. A change in any of the conditions may increase the required fire flow. (Fire)
51. The applicant shall provide the Fire Department with a hydraulic analysis (prepared by a State licensed fire protection, civil, or mechanical engineer) that evaluates the private fire service water main serving the complex. The analysis shall demonstrate that an approved water supply is available and that it is capable of supporting the combined demands for the required fire flow of 4,000 gpm. (Fire)
52. Applicant shall provide a minimum of eight fire hydrants within the complex in accordance with the Roseville Fire Code. The average spacing between fire hydrants within the complex shall not exceed 200 feet-on-center along proposed roadways. A fire hydrant shall be located within 40-feet

of all fire department connections to fire sprinkler systems. The location, number and type of fire hydrants connected to the water supply shall be provided as required and approved by the Fire Department. (Fire)

53. Fire hydrants shall be operable and accessible to Fire Department apparatus by roads meeting the requirements of the Roseville Fire Code prior to bringing combustible materials onto the project site. (Fire)
54. A minimum clearance of 3-feet shall be provided between trees, shrubs and other landscape materials and all fire protection equipment (hydrants, fire sprinkler system connections, valves). Fire protection equipment shall not be located behind parking stalls or other obstructions to access. (Fire)
55. When the proposed project is to be provided with perimeter security fencing, fire apparatus access and occupant exiting shall be considered. All vehicular access gates shall comply with the Uniform Fire Code requirements and shall be equipped with approved Knox and Opticom emergency vehicle access devices. If pedestrian gates are designed as part of the overall exiting system, they shall comply with the exiting provisions of the Uniform Building Code. Plans shall be submitted to the Fire Department for review and approval prior to installation. (Fire)
56. An approved access walkway shall be provided to all exterior doors and openings required by either the Uniform Fire Code or the Uniform Building Code. A concrete sidewalk or other approved hard surface will meet the intent of the access walkway requirement. Adequate space adjacent to the access walkway, vertically and horizontally, shall be provided to allow firefighters to access required building openings in order to effectively perform rescue operations, to allow for equipment maneuverability, and to safely raise ground ladders. Any landscaping adjacent to the access walkway shall be such that it does not obstruct the functional purpose of the walkway upon maturity. (Fire)
57. The existing fire command center shall be relocated to an exterior wall with an exterior door visible from a fire department access road. (Fire)
58. All riser rooms shall have an exterior door for firefighter personnel access in accordance with the RFD's policy as noted in the conditions of approval. (Fire)
59. All portions of the expansion shall be sprinklered, including the proposed parking structures. (Fire)
60. The parking structures shall be provided with Class One Standpipes. Additional standpipe outlets shall be spaced every 300 feet of travel distance with the location(s) to be approved by this Department. Said system installation shall conform to the minimum standards of UBC Standard 9-2 and Roseville Fire Code Standard 10-3. The standpipes shall operate at a residual pressure of 100 psi at the most remote outlet. Plan review and field inspection fees associated with the installation of said systems shall be paid prior to plan submittal. (Fire)
61. The design requirements for the automatic fire sprinkler system set forth during the initial development shall be maintained to the proposed expansion along with the provisions in the 1999 Edition of NFPA 13 as adopted by this City. Plan review and field inspection fees associated with the installation of said systems shall be paid prior to plan submittal. (Fire)
62. The improvement plans shall provide a separate site map with the City of Roseville's Fire Department turning radii mapped-out throughout the entire site plan. Markings shall be continuous without interruptions. Radii shall also include turns from all driveways from the public streets. This

exhibit shall properly identify all required fire lanes in accordance with the Fire Department Fire Lane Standard. (Fire)

63. The proposed expansion shall have at least one passenger service elevator per bank of elevators that meets the requirements of California Building Code Section 3003.5a for emergency medical service due to the size of this development. The locations and dimensions of these elevators shall be reviewed and approved by the Fire Department. (Fire)
64. The phasing of this project shall not limit the fire department requirements for access and circulation throughout the project as a result of continuous construction in accordance with Article 87 of the Uniform Fire Code, 2001 Edition with the City of Roseville's Amendments. (Fire)
65. The applicant shall provide the City of Roseville Fire Department with a phasing plan indicating the designated proposed fire lanes and locations in which outdoor storage will be kept and secured. The submitted plan shall include location of all temporary fencing, fire lanes and openings. Any change to the approved phasing plan is subject to review by this Department. If at any time the site is altered without contacting the Fire Prevention Bureau for approval, the project is subject to a citation for code violation. (Fire)
66. The applicant shall demonstrate that the existing smoke control system is able to provide adequate airflow movements in accordance with the provision of Chapter Nine of the 2001 CBC. A detail airflow analysis shall be provided to the Fire Department for approval to validate that the new expansion is adequately protected. (Fire)
67. The building and/or improvement plans shall identify the load capacity for the proposed parking structures. (Fire)
68. The fire alarm/fire warning system shall be certified by Underwriter's Laboratory (UL), and shall be maintained in accordance with City Standards. Proof of U.L. certification shall be provided prior to approval of occupancy. All tenant spaces shall be provided with at least one (1) approved audible/visual warning device connected to an approved fire alarm panel in accordance with City Standards. Additional warning devices shall be provided where required to assist the hearing impaired. All digital alarm communication transmitters shall report distinctive signals from the site for water flow (by building), general fire alarm, supervisory and system trouble conditions. Plan review and field inspection fees associated with the installation of said systems shall be paid prior to plan submittal. (Fire)
69. Several water mains located in the existing parking areas shall be relocated based on the structures proposed. All water mains proposed shall be reviewed and approved by this Department prior to installation. Plan review and field inspection fees associated with the installation of said systems shall be paid prior to plan submittal. (Fire)
70. The existing emergency manual voice notification system shall extend to the proposed addition with a comparable public address device(s). Plan review and field inspection fees associated with the installation of said systems shall be paid prior to plan submittal. (Fire)
71. Automatic fire extinguishing system risers, fire alarm system panels and digital alarm communicator system panels shall be relocated within an approved fire control room and shall be accessible from an adjacent fire apparatus roadway. Said fire control room shall be a minimum size of thirty-five (35) square feet in size and shall be openable from the exterior via an approved door opening. (Fire)

72. The use or storage of hazardous materials, liquids, gases and/or chemicals will be subject to meeting the requirements of Chapter 6.95 of the Health and Safety Code, the Roseville Fire Department and the National Fire Codes. The applicant shall submit names and amount of any hazardous materials, if they are to be stored or used, to the Bureau of Fire Prevention for review and approval. A permit application shall also be provided at the time of submittal. (Fire)
73. The Electric Department requires the submittal of the following information in order to complete the final electric design for the project:
- a. one (1) set of improvement plans, including the locations of the proposed new panels.
 - b. load calculations, of each main panel
 - c. proposed electrical panel one-line drawings
 - d. electrical one-line drawing showing the existing and proposed systems.
74. The parking structure shall be illuminated to the minimum maintained standards recommended by Roseville Police Department and encouraged by LEEPAC (Law Enforcement Environmental Planning Association of California):
- a. General Parking and Pedestrian Areas - 5 footcandles
 - b. Ramps and Corners - 10 footcandles
 - c. Entrance and Exit Areas - 50 footcandles (Police, Planning)
75. A closed circuit television system shall be incorporated throughout the parking structures with recorder capability and viewable from the mall security office. (Police)
76. The parking structure shall be equipped with a minimum of one emergency telephone on each floor in a convenient and visible location. (Police)
77. All on-site external lighting shall be installed and directed to have no off-site glare. The applicant shall work with the Planning Department to explore alternatives for the top parking structure level lighting that will minimize off-site glare to the extent feasible. Lighting within the surface parking areas shall provide a maintained minimum of one (1) foot candle of light. All exterior light fixtures shall be vandal resistant. (Planning, Police)
78. The parking lot shall have properly posted signs that state the use of the parking area is for the exclusive use of employees and customers of this project. (See California Vehicle Code Sections 22507.8, 22511.5, 22511.8, 22658(a), and the City of Roseville Municipal Code Section 11.20.110). The location of the signs shall be shown on the approved site plan. (Planning, Police)
79. It is the developer's responsibility to notify PG&E of any work required on PG&E facilities. (PG&E)

DURING CONSTRUCTION & PRIOR TO ISSUANCE OF OCCUPANCY PERMITS:

80. Any backflow preventors visible from the street shall be painted green to blend in with the surrounding landscaping. The backflow preventors shall be screened with landscaping and shall comply with the following criteria:
- a. There shall be a minimum clearance of four feet (4'), on all sides, from the backflow preventor to the landscaping.
 - b. For maintenance purposes, the landscaping shall only be installed on three sides and the plant material shall not have thorns.

- c. The control valves and the water meter shall be physically unobstructed.
 - d. The backflow preventor shall be covered with a green cover that will provide insulation. (Planning, Environmental Utilities)
81. The following easements shall be provided by separate instrument and shown on the site plan, unless otherwise provided for in these conditions:
- a. Water and sewer easements deemed necessary by the Environmental Utilities Department.
 - b. Electric easements. (Electric, Engineering, Environmental Utilities)
82. Separate document easements required by the City shall be prepared in accordance with the City's "Policy for Dedication of Easements to the City of Roseville". All legal descriptions shall be prepared by a licensed land Surveyor. (Engineering, Environmental Utilities, Electric)
83. Easement widths shall comply with the City's Improvement Standards and Construction Standards. (Environmental Utilities, Electric, Engineering)
84. Inspection of the potable water supply system on new commercial/ industrial/ office projects shall be as follows:
- a. The Environmental Utilities Inspector will inspect all potable water supply up to the downstream side of the backflow preventor.
 - b. The property owner/applicant shall be responsible for that portion of the water supply system from the backflow preventor to the building. The builder/contractor shall engage a qualified inspector to approve the installation of this portion of the water supply. The Building Division will require from the builder/ contractor, a written document certifying that this portion of the potable water supply has been installed per improvement plans and in accordance with the Uniform Plumbing Code. This certificate of compliance shall be submitted to the Building Division before a temporary occupancy or a building final is approved.
 - c. The building inspectors will exclusively inspect all potable water supply systems for the building from the shutoff valve at the building and downstream within the building. (Building, Environmental Utilities)
85. The following note shall be added to the improvement plans:
- To minimize dust/ grading impacts during construction the applicant shall:
- a. Spray water on all exposed earth surfaces during clearing, grading, earth moving and other site preparation activities throughout the day to minimize dust.
 - b. Use tarpaulins or other effective covers on all stockpiled earth material and on all haul trucks to minimize dust.
 - c. Sweep the adjacent street frontages at least once a day or as needed to remove silt and other dirt which is evident from construction activities.
 - d. Ensure that construction vehicles are cleaned prior to leaving the construction site to prevent dust and dirt from being tracked off-site.

- e. The City shall have the authority to stop all grading operations, if in opinion of city staff, inadequate dust control or excessive wind conditions contribute to fugitive dust emissions. (Engineering)
- 86. The applicant shall remove and reconstruct any existing damaged curb, gutter, and sidewalk along the property frontage. During plan check of the improvement plans and/or during inspection, Engineering will designate the exact areas to be reconstructed. (Engineering)
- 87. Existing public facilities damaged during the course of construction shall be repaired by the applicant, at the applicant's expense, to the satisfaction of the City. (Engineering)
- 88. All improvements being constructed in accordance with the approved grading and improvement plans shall be accepted as complete by the City. (Engineering)
- 89. The words "traffic control appurtenances" shall be included in the list of utilities allowed in public utilities easements (PUE's) located along public roadways. (Engineering)
- 90. The applicant/developer shall modify the Transportation Systems Management (TSM) Agreement for the Galleria at Roseville to be reviewed and approved by the City Manager. (Transportation)
- 91. Water and sewer shall be constructed pursuant to the adopted City of Roseville Improvement Standards and the City of Roseville Construction Standards. (Environmental Utilities)
- 92. All water backflow devices shall be tested and approved by the Environmental Utilities Department. (Environmental Utilities)
- 93. **Restaurants or other food services.** The developer shall install exterior grease interceptors if the proposed business could potentially discharge any grease type product. (Environmental Utilities)
- 94. Fire extinguishing systems installed as required by Section 1003.1.1 of the City Fire Code shall have control valves and activation switches electrically supervised and monitored by an approved central alarm monitoring company. Digital alarm communicator system panels shall be installed and maintained in accordance with National Fire Protection Association Standard # 72 (Fire Alarm Code). Plan review and field inspection fees associated with the installation of said systems shall be paid prior to plan submittal. (Fire)
- 95. Every building three stories or more in height shall be provided with a Class 1 standpipe system in accordance with Roseville Fire Code Section 1004. Said system installation shall conform to the minimum standards of UBC Standard 9-2 and Roseville Fire Code Standard 10-3. Plan review and field inspection fees associated with the installation of said systems shall be paid prior to plan submittal. (Fire)
- 96. Every building three stories or more in height shall be provided with not less than one standpipe for use during construction as required by Roseville Fire Code Section 8704.4.3.1. Such standpipes shall be installed when the progress of construction is not more than 25-feet in height above the lowest level of fire department access. Such standpipes shall be provided with fire department hose connections at accessible locations adjacent to usable stairs, and the standpipe outlets shall be located adjacent to such usable stairs. Such standpipe systems shall be extended as construction progresses to within one floor of the highest point of construction having secure decking or flooring. On each floor there shall be provided a 2 ½-inch valve outlet for fire department use. (Fire)

97. An approved project sign shall be placed at vehicle access points into the project during construction to assist emergency responders. The sign shall identify the project name and address, as approved by the City of Roseville. Such signs shall be clearly visible and legible from the street fronting the project. (Fire)
98. Dumpsters and trash containers with an individual capacity of 1.5 cubic yards [40.5 cubic feet] or more shall not be stored in buildings or placed within 5-feet of combustible walls, openings or combustible roof eave lines unless said areas are protected by an approved automatic fire sprinkler system in accordance with the Roseville Fire Code. (Fire)
99. All shrubbery, trees and signs located within center medians adjacent to site access points shall be seven feet (7') in height or lower to allow access to the site by fire apparatus. (Fire)
100. The approved address numbers shall be placed on each building by the applicant in such a position as to be plainly visible and legible from the street fronting the property and shall be placed as to be seen from all entrances. Proposed address numbers shall be indicated on the elevation drawings contained within the building plan submittal. The address numbers shall be contrasting in color with their background and shall be illuminated. (Fire)
101. The applicant shall properly identify all required fire lanes in accordance with the Fire Department Fire Lane Standard. (Fire)
102. Barricades shall be provided to protect any natural gas meter, fire hydrant, or other fire department control device, which may be subject to vehicular damage. Approved signs may be required to identify the location of fire protection devices. (Fire)
103. A Knox Company Model # 4400 key box shall be located adjacent to the door opening into the fire control room for each structure to provide access to fire protection system equipment. Said box shall be mounted at 6-feet above finished grade adjacent to the door opening. Contact the Fire Prevention Division for an approved Knox Company order form. The applicant shall pay a \$25 fee associated with the inspection of the key box prior to acceptance by the Fire Department at the time of receiving the Knox Company Order Form. (Fire)
104. A digitized copy of the approved drawings for the project shall be submitted to the Fire Department for pre-fire purposes. Said copy shall be submitted in an approved format. (Fire)
105. Adequate radio coverage shall be provided within buildings for public safety agencies, as required by Roseville Municipal Code Section 16.16.210. A field test shall be provided by a person in possession of a current FCC License, or a current technician certification issued by the Associated Public-Safety Communications Officials International (APCO), or the National Association of Business and Educational Radio (NABER). The building owner shall retain all test records on the inspected premises and a copy shall be submitted to the Fire Department officials. Adequate radio coverage shall include all of the following:
 - a. A minimum signal strength of 95 dBm available in 90% of the area of each floor of the building when transmitted from the closest City of Roseville Radio Communication site.
 - b. A minimum signal strength of 95 dBm received at the closest City of Roseville Communication site when transmitted from 90% of the area of each floor of the building.
 - c. The frequency range that must be supported shall be 821-824 MHz and 866-869 MHz.
 - d. A 100 % reliability factor. (Fire, Police)

106. Additional internal easements will be required to cover primary electrical facilities to the project when the final electrical design is completed. (Electric)
107. The developer shall provide on-site easements to cover the electrical facilities for the project when the final electrical design is completed. (Electric)
108. All Electric Department facilities, including streetlights where applicable, shall be designed and built to the "City of Roseville Specifications for Commercial Construction." (Electric)
109. The City of Roseville Electric Department has electrical construction charges which are to be paid by the developer and which are explained in the City of Roseville "Specification for Commercial Construction." These charges will be determined upon completion of the final electrical design. (Electric)
110. Any relocation, rearrangement, or change of existing electric facilities due to this development shall be at the developer's expense. (Electric)
111. Any facilities proposed for placement within public/electric utility easements shall be subject to review and approval by the Electric Department before any work commences in these areas. This includes, but is not limited to, landscaping, lighting, paving, signs, trees, walls, and structures of any type. (Electric)
112. All landscaping in areas containing electrical service equipment shall conform with the Electric Department's Landscape Requirements and Work Clearances as outlined in Section 10.00 of the Departments "Specification for Commercial Construction." (Electric)
113. All electric metering shall be directly outside accessible. This can be accomplished in any of the following ways:
- a. Locate the metered service panel on the outside of the building.
 - b. Locate the metered service panel in a service room with a door that opens directly to the outside. The developer will be required to provide a key to the door for placement in a lock box to be installed on the outside of the door. Any doors leading from the service room to other areas of the building shall be secured to prohibit unauthorized entry.
114. One ¾" conduit with a 2-pair phone line shall be installed from the buildings telephone service panel to the meter section of the customer's electrical switchgear or panel. (Electric)
115. It is the responsibility of the developer to insure that all existing electric facilities remain free and clear of any obstruction during construction and when the project is complete. (Electric)

OTHER CONDITIONS OF APPROVAL:

116. The applicant shall pay City's actual cost for providing plan check, installation, and inspection services. This may be a combination of staff costs and direct billing for contract professional services. (Engineering, Environmental Utilities)
117. All existing public utility, electric, water, and sewer easements shall be maintained unless otherwise authorized by these conditions of approval. (Electric, Engineering, Environmental Utilities)

118. The project shall comply with all required environmental mitigation identified in the Mitigated Negative Declaration as follows: (Planning)

- a. The project applicant shall submit to the District a Construction Emission / Dust Control Plan within thirty (30) days prior to groundbreaking. If the District does not respond within twenty (20) days, the plan shall be considered approved. The plan must address the minimum requirements found in section 300 and 400 of District Rule 228, Fugitive Dust. The applicant shall keep a hard or electronic copy of Rule 228, Fugitive Dust on-site for reference.
- b. The Construction Emission/Dust Control Plan shall include a comprehensive inventory (i.e. make, model, year, emission rating) of all heavy-duty off-road equipment (50 horsepower or greater) that will be used an aggregate of 40 or more hours for the construction project. The project representative shall provide the District with the anticipated construction timeline including start date, and name and phone number of the project manager and on-site foreman. The plan shall demonstrate that the heavy-duty (> 50 horsepower) off-road vehicles to be used in the construction project, including owned, leased and subcontractor vehicles, will achieve a project wide fleet-average 20 percent NOx reduction and 45 percent particulate reduction compared to the most recent CARB fleet average. The District should be contacted for average fleet emission data. Acceptable options for reducing emissions may include use of late model engines, low-emission diesel products, alternative fuels, engine retrofit technology, after-treatment products, and/or other options as they become available. Contractors can access the Sacramento Metropolitan Air Quality Management District's web site to determine if their off-road fleet meets the requirements listed in this measure. (http://www.airquality.org/ceqa/Construction_Mitigation_Calculator.xls)
- c. Clean earth moving construction equipment with water, or sweep clean, once per day, or as necessary (e.g., when moving onsite), consistent with NPDES BMP's, local ordinances and municipal codes. Water shall be applied to control dust as needed to prevent dust impacts offsite. Operational water truck(s), shall be onsite, as required, to control fugitive dust. Construction vehicles leaving the site shall be cleaned, as needed, to prevent dust, silt, mud, and dirt from being released or tracked off-site.
- d. Spread soil binders on unpaved roads and employee/equipment parking areas. Soil binders shall be non-toxic in accordance with state and local regulations. Apply approved chemical soil stabilizers, or vegetated mats, etc. according to manufacturers specifications, to all-inactive construction areas (previously graded areas which remain inactive for 96 hours).
- e. Cover all stock piles with tarps.
- f. Minimize diesel idling time to a maximum of 10 minutes.
- g. Use California Air Resources Board (CARB) low-sulfur diesel fuel.
- h. Utilize existing power sources (e.g., power poles) or clean fuel generators rather than temporary diesel power generators, if feasible.
- i. The project applicant shall contribute to the Placer Air Pollution Control District Mitigation Program an amount that would offset the increase in ROG emissions of 4.0 tons per ozone season, and NOx emissions of 4.7 tons per ozone season. The amount of the mitigation fee is calculated by the Placer APCD, and is based on actual costs required to offset emissions, and the extent to which the project emissions exceed the District significance thresholds.

- j. The City of Roseville Capital Improvement Program shall be modified to include a second eastbound left turn lane at the Harding Boulevard/Wills Road intersection, and a second southbound left turn lane at Sierra College Boulevard/Eureka Road (CIP undated prior to occupancy).
 - k. The project shall upgrade overhead and underground mainline electrical circuits as determined necessary by the Electric Department to meet higher demand loads resulting from the project. The project shall also relocate on-site electric facilities as deemed necessary to avoid conflicts with proposed structures.
119. Signs shown on the elevations are not approved as part of the Major Project Permit. Amendment of the Regional Mall Master Sign Program is required prior to issuance of any Sign Permit for new project signage that does not comply with the existing Sign Program. (Planning)
120. The parking lot striping and signing shall be maintained in a visual and legible manner. (Planning)
121. Following the installation of the landscaping, all landscape material shall be maintained in a healthy and weed free condition; dead plant material shall be replaced immediately. All trees shall be maintained and pruned in accordance with the accepted practices of the International Society of Arboriculture (ISA). (Planning)
122. The City reserves the right to restrict vehicle turning movements within the public right-of-way in the future if deemed necessary by the City Engineer. (Engineering)
123. The required width of fire apparatus access roads shall not be obstructed in any manner, including the parking of vehicles. Minimum required widths and vertical clearances established by the Fire Code shall be maintained at all times during construction. Closure of accesses for fire apparatus by gates, barricades and other devices shall be prohibited unless approved by the Fire Chief. (Fire)
124. Temporary aboveground storage tanks may be used at construction sites for diesel fuel only and shall not exceed 1,000 gallon capacity. Tanks shall comply with all provisions found within the Fire Code. A Fire Department Permit shall be obtained prior to tank installation. The permit shall expire after 90 days from the date of issuance, unless extended by the Fire Chief. (Fire)
125. If site survey or earth moving work results in the discovery of hazardous materials in containers or what appears to be hazardous wastes released into the ground, the contractor or person responsible for the building permit must notify the Roseville Fire Department immediately. A representative from the Fire Department will make a determination as to whether the incident is reportable or not and if site remediation is required. (Fire)
126. The location and design of the gas service shall be determined by PG&E. The design of the gas service for this project shall not begin until PG&E has received a full set of City approved improvement plans for the project. (PG&E)
127. The project is subject to the noise standards established in the City's Noise Ordinance. In accordance with the City's Noise Ordinance project construction is exempt between the hours of seven a.m. and seven p.m. Monday through Friday, and between the hours of eight a.m. and eight p.m. Saturday and Sunday. Provided, however, that all construction equipment shall be fitted with factory installed muffling devices and that all construction equipment shall be maintained in good working order. (Building)

128. The developer (or designated consultant) shall certify that the building foundation location has been placed according to all approved setback requirements shown on the approved site plan. The developer shall prepare a written statement confirming building placement and provide an original copy to the City Building Department Field Inspector at the time of or prior to the foundation inspection. (Building)
129. Prior to Certificate of Occupancy, the applicant may apply for a Temporary Occupancy (TO) of the building. If a TO is desired, the applicant must submit a written request to the Building Division a minimum of thirty (30) days prior to the expected temporary occupancy date and shall include a schedule for occupancy and a description of the purpose for the Temporary Occupancy. (Building)
130. Concurrent with submittal for plan check and prior to a request for final building inspection, the applicant may request City approval of an occupancy phasing plan to allow individual or multiple building occupancies. This request shall be made in writing to the Building Department and shall include 10 copies of the following:
- A description of measures that will be undertaken to minimize conflict between residents/ building occupants and construction traffic (e.g. fencing, etc.);
 - A phasing plan showing the proposed buildings, internal roads and access routes, landscaping, trash enclosure locations, and any other improvements planned for each phase; and
 - Estimated time frame for each phase and a specific date for the first phase. (Planning, Building)

ATTACHMENTS:

1. Vicinity Map
2. Existing Galleria Site Plan
3. Highway 65 / Galleria Boulevard Interchange Improvements
4. Aerial Photo of Existing Galleria Mall
5. Open House Meeting Correspondence from Westfield
6. Letter concerning gas station impacts – Dated June 6, 2006
7. Westfield design team – letter describing architectural intent

EXHIBITS:

- A. Negative Declaration
- B. Site Plan (2 sheets)
- C. Parking Deck Sections
- D. Aerial Rendering
- E. Promenade Rendering
- F. Retail Rendering
- G. Exterior Elevations – South and West Mall Entry
- H. Exterior Elevations – Promenade
- I. Design Guidelines
- J. Tenant Design Criteria – Example Storefronts
- K. West Parking Deck Elevations and Plan View
- L. East Parking Deck Elevations and Plan View
- M. West Parking Deck – Enlarged Elevation, Section, and Material Details
- N. East Parking Deck - Enlarged Elevation, Section, and Material Details
- O. Landscape Plan
- P. Preliminary Grading Plans (8 sheets)

- Q. Preliminary Utility Plans (4 sheets)
- R. Phasing Plan
- S. On-site Operations Analysis

Note to Applicant and/or Developer: Please contact the Planning Department staff at (916) 774-5276 prior to the Commission meeting if you have any questions on any of the recommended conditions for your project. If you challenge the decision of the Commission in court, you may be limited to raising only those issues which you or someone else raised at the public hearing held for this project, or in written correspondence delivered to the Planning Director at, or prior to, the public hearing.

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