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David Morrison
Director

To: Planning Commission

From: Sean Trippi

Date: October 23, 2014

Re: Napa Pipe Project
Agenda Item 9a

Following are responses to the comments received from the City of Napa, Get a Grip on Growth and Friends of the Napa River. The comments are reprinted, followed by the response.

I. Responses to City Comments (dated 10/9/14) on Napa Pipe Development Agreement Exhibits and Other Project Approvals

A. Development Agreement

Comment: *See attached draft (City's October 9, 2014) and accompanying red-lined version, showing the City's changes to the County's September 15, 2014.*

Response: Staff has reviewed the City's comments and prepared a revised Development Agreement draft dated October 23, 2014, a copy of which is attached to this Memorandum as Attachment 1 and is on file with the Clerk of the Planning Commission. To the extent appropriate, staff has incorporated or otherwise addressed all of City's comments with the following material exceptions:

- **Kaiser Road Improvements (Recital O.9/15.4.2):** City proposes that the Project include certain off-site improvements to Kaiser Road, including a tree-planted median, a roundabout, and a left-turn lane to southbound Napa Valley Corporate Way. As analyzed in the Supplement to the DEIR from 2011, the site plan and the Kaiser Road reconfiguration were revised such that the Napa Valley Corporate Drive and Kaiser roundabout and other Kaiser Road improvements east of the Project site were removed from the site plan.
- **Plan Review Procedures/Subdivisions Procedures.** The City requested the deletion of Exhibit F (Plan Review Procedures) and Exhibit I (Subdivision Procedures). For reasons discussed below, County staff believes that the inclusion of both of these exhibits is essential to proper implementation of the Project.
- **Conflicting Actions.** As a material consideration for the public benefits offered under the Development Agreement, the Development Agreement provides the Landowner with a vested right to develop in accordance with the Project Approvals and applicable land use laws in effect

at the time of Development Agreement approval. In Section 9.1, the Local Agency agrees not to take any action that would conflict with these vested rights, including requiring the issuance of subsequent approvals beyond those contemplated under the Project approvals (Section 9.1.4) or to make changes in the approved plans with respect to vehicular access (Section 9.1.9). The City requested that these exceptions be deleted from Section 9.1. County staff believes that these matters are appropriate in the context of a Development Agreement because they help provide the certainty required by the Landowner in exchange for the package of public benefits provided.

- **Reimbursement of City Costs.** Landowner is obligated under Section 18.2 of the Development Agreement to reimburse the Local Agency for its costs in implementing the Development Agreement. This would include County costs for portions of the Project within the County's jurisdiction and the City costs for portions of the Project that are annexed to the City. Section 18.2.4 provides that the County will not charge Landowner for City costs incurred in reviewing plans within County jurisdiction. This is intended to avoid complicated administrative processes that would be involved with the County compiling and collecting City administrative fees on the City's behalf, as well as avoiding double-charging for plan review within two jurisdictions. Most importantly, staff believes that any arrangements regarding City reimbursement from the Landowner for property outside of the City's jurisdiction should be addressed in a separate agreement directly between City and Landowner.

B. Exhibits A-1, A-2, and A-3, Property Descriptions and Graphics

Comment: *The City has not yet seen these, although we expect that they are identical to documents already contained in the record on the same.*

Response: Comment noted. Exhibits A-1, A-2, and A-3 are identical to the documents already contained in the record. Exhibits A-1, A-2 and A-3 are available on the County's website at <http://www.countyofnapa.org/NapaPipe/>.

C. Exhibit B – Affordable Housing Plan

General Note: Staff has reviewed the City's comments on Exhibit B-Affordable Housing Plan, and has incorporated suggested City comments as deemed appropriate in the revised Affordable Housing Plan, dated October 23, 2014, attached hereto as Attachment 2 and on file with the Planning Commission. Staff response to the City comments are as follows:

Comment 1: *Because the DA allows for flexibility in the delivery of phases, the requirement for providing Developable Affordable Parcels should be carefully reviewed. As an example, what if Phase 4 is developed first requiring the "remaining" units (40) instead of what is intended which are 50 Low Income units in each of Phases 1 and 2.*

Response: The County has carefully reviewed the Phasing Plan and the requirements for providing Developable Affordable Parcels. Although the Phasing Plan allows for some flexibility so that development phases may occur concurrently, all phases remain subject to conditions having been met with respect to affordable parcels in the prior phase, and other stated prerequisites. Accordingly,

Section 11.5 of the Phasing Plan provides for flexibility regarding delivery of phases such that development of one phase may proceed prior to completion of another phase, but requires that Landowner must be "otherwise proceeding in compliance with the requirements of the Affordable Housing Plan." Therefore, the number of units to be accommodated by Developable Affordable Parcels conveyed with each phase would not be affected by the phasing flexibility permitted pursuant to the Phasing Plan.

Comment 2: The term "Low Income" is combined to include both lower- and low-income households and is described clearly in Section 3.4.4(iii). Why not make this clearer earlier in the document where it is particularly important, such as in Section 3.1?

Response: The term Low Income Home has been changed to "Affordable Home" to avoid any confusion. As defined in the Affordable Housing Plan, Affordable Home includes homes that are required to be affordable to Very Low Income Households and Low Income Households.

Comment 3: The Phasing Plan should reflect the conveyance of Developable Affordable Parcels as provided in the Affordable Housing Plan.

Response: Section 1.1 of the Phasing Plan (DA Ex. D) provides that "[t]hroughout development of the Project, construction of Project Infrastructure, Affordable Housing and other Development Agreement obligations will be phased in accordance with the terms and conditions of the Development Agreement, including, without limitation, this Phasing Plan, the Affordable Housing Plan [i.e., DA Ex. B], and the MMRP." Further, Section 7 of the Phasing Plan provides that "[t]he phasing requirements associated with development of Affordable Housing are described in the Affordable Housing Plan, Exhibit B to the Agreement." These provisions ensure that the Phasing Plan reflects and requires the conveyance of Developable Affordable Housing, and related phasing, as provided in the Affordable Housing Plan.

Comment 4: The ability to substitute another parcel in Section 3.2.2 should be with the mutual consent of the Local Agency.

Response: Section 3.3 establishes required criteria for modification, reconfiguration, relocation or substitution of an Approved Site, which apply unless explicitly waived in writing by the County. Section 3.3.2 requires that the County confirm its agreement to the modification, reconfiguration, relocation or substitution of an Approved Site and further provides that if the County does not agree with the substitution or modification, then the Landowner is not allowed to modify or substitute the original Approved Site.

Comment 5: Section 3.4.4 is unclear as written partially because of its format. It would be clearer to describe the minimum requirements of the Conveyance Agreement first then describe the Conditions to Conveyance of parcels. The section following the line "At a minimum the Conveyance Agreement shall include the following" is clunky and makes the document difficult to follow with some of these requirements reading clearly like requirements and others reading like statements to be included in the Agreement.

Response: The Affordable Housing Plan has been reorganized to create a new Section 3.6 that contains the requirements for the Conveyance Agreement. Section 3.4.4 now requires that a Conveyance Agreement between the County and the Qualified Housing Developer that meets the requirements of Section 3.6 is a condition to conveyance of a Developable Affordable Parcel to the County.

Comment 6: *3.4.1 does not appear to be a condition of Conveyance where it reads, "Landowner has designated MidPen Housing Corporation as the Qualified Housing developer [sic] to developer [sic] the..." The section should be reworded to something like, "When the Local Agency has designated a Qualified Housing developer [sic] to develop the Developable Affordable Parcel in a particular phase, or Landowner has designated an alternative Qualified Affordable Developer that has been approved by the Local Agency." Also, this is not the appropriate place to insert MidPen as the selected developer.*

Response: Designation and approval of a Qualified Housing Developer is a condition of conveyance of a Developable Affordable Parcel. Landowner and County have designated and approved MidPen Housing Corporation as the Qualified Housing Developer. For clarity, this section has been revised to read as follows: "3.4.1 Landowner has designated a Qualified Housing Developer approved by County. As of the date of this Agreement MidPen Housing Corporation has been so designated and approved to develop the Developable Affordable Parcels, subject to the possible designation of an alternative Qualified Housing Developer as may be necessary or appropriate."

Comment 7: *In Section 3.4.4(i) "design review approval" is referenced as required; however, the Design Guidelines do not require design review approval.*

Response: The referenced clause in the comment: ". . .,including without limitation design review approval. . ." has been deleted from Section 3.4.4(i).

Comment 8: *Several of the requirements of the Conveyance Agreement that are necessary before the Developer will convey the land are not requirements at all, such as in sub-Section (iv) where it reads the, "... Developer shall be obligated to develop and construct the Affordable Housing Project in accordance with the applicable Project Approvals and Subsequent Approvals and to manage and operate the Low Income Homes consistent with the requirements of this Affordable Housing Plan." It is understandable that the project plans (i), the financing (ii), and the plan for delivery of units should be in place before conveyance (iii), but other requirements should be reworded to read, "The Qualified Housing Developer consents to the obligation to..."*

Response: The section referred to in the comment is now renumbered as Section 3.6.4. Section 3.6.4 sets forth one of the required obligations of the Qualified Housing Developer to be included in the Conveyance Agreement between the County and the Qualified Housing Developer. Fulfillment of this requirement is not a condition of conveyance of a Developable Affordable Parcel from the Landowner to the County. The inclusion of this requirement in the Conveyance Agreement ensures that the Affordable Homes are actually built on the Developable Affordable Parcels.

Comment 9: *There appears to be some inconsistency between sub-Sections (ii) and (v).*

Response: Although it is not clear from the comment what the inconsistency referred to is, revisions have been made to Section 3.6.5 (previously Section 3.4.4(v)) to make it clear that the requirement of Section 3.6.5 is that the Qualified Housing Developer have all financing in place prior to conveyance of the Developable Affordable Parcel from the County to the Qualified Housing Developer. Section 3.6.2 (previously Section 3.4.4(ii)) is a preliminary requirement that the Qualified Housing Developer provide a feasible financing plan for the County's approval. The financing plan, however, does not guarantee that the necessary financing is actually available. Section 3.6.5 ensures that prior to conveyance to the Qualified Housing Developer the proposed financing is actually available for the development of the Affordable Homes.

Comment 10: *In sub-Section (ix) the Agreement should the wording be revised to say, "...shall include a waiver and release..."*

Response: Section 3.6.9 (previously Section 3.4.4(ix)) has been reworded as suggested by the comment.

Comment 11: *Section 4.1.1 is unclear where it reads, "...no fewer than approximately six percent..." and later the "...required number..." Is the number 6% or not?*

Response: Section 4.1.1 has been revised to remove the word approximately.

Comment 12: *Per the City-County negotiations, although priority of the fees generated from the project will go to the project, after 2023 the County has agreed that it would define "priority" to City access to County funds for taking on its RHNA obligation into the future.*

Response: Comment noted. Concurrent with Board of Supervisors approval of the Development Agreement, the Board will consider a number of separate agreements between the City and County for implementation of the Project. The definition of "priority" of fees will be addressed in those agreements.

C. Exhibit C – NPIIP

General County Response: *Fehr & Peers has revised the Napa Pipe Intersection Improvement Plan Memorandum, dated July 14, 2014 to reflect City comments as deemed appropriate by staff. A copy of the revised NPIIP, dated October 22, 2014 is attached hereto as Attachment 3 and on file with the Clerk of the Planning Commission and recommended for approval by the Planning Commission.*

City Comments and Staff Response:

The Napa Pipe Intersection Improvement Plan Memorandum dated July 14, 2014, prepared by Fehr and Peers must be revised to incorporate the following comments:

Comment 1: *Page 2, the Intersection #16 (Kaiser Road/Enterprise Way) Mitigation Description shall specify what type of "peak hour left-turn restriction on the southbound approach" is to be used at this intersection.*

Response: The Traffic Impact Analysis attached as Appendix E to the Draft EIR ("TIA") notes that the peak hour restriction should be accomplished through signage. (TIA, p. 72.) Therefore, the mitigation

description for Intersection 16 in Table 1 on page 2 of Exhibit C – NPIIP has been revised to read as follows:

"Restripe the southbound approach to provide dedicated left- and right-turn lanes and include a peak hour left-turn restriction on the southbound approach in the form of signage, forcing motorists to turn right from Enterprise Way onto westbound Kaiser Road..."

Comment 2: Page 2, the Intersection #17 (SR 221/Kaiser Road) Mitigation Description shall specify which turn-pocket in what direction is to be extended.

Response: The TIA notes it is the northbound left-turn lane on SR 221 that is to be extended. (TIA, p. 66.) Therefore, the beginning of the mitigation description for Intersection 17 in Table 1 on page 2 of Exhibit C – NPIIP has been revised to read as follows:

"Extend the turn-pocket in the northbound left-turn lane on SR 221 to 500 feet from its current length..."

Comment 3: Page 2, the Intersection #20 (Napa Valley Corp. Way/SR 221) Mitigation Description shall note that there is already a second left-turn lane existing for the northbound approach.

Response: The mitigation description for Intersection 20 in Table 1 on page 2 of Exhibit C – NPIIP has been revised to read as follows:

"Construct third through lanes in both the northbound and southbound approaches and construct a second left-turn lane on the northbound approach. Note: The second left-turn lane on the northbound approach has already been constructed."

Comment 4: Page 3, Cost Estimates shall include right-of-way acquisition costs for all intersections.

Response: Right-of-way acquisition costs are included for Intersection #1 Lincoln Ave/Soscol Ave. and Intersection #12 Imola Ave (SR 121) /Soscol Ave according to Exhibit C - NPIIP at the request of the City on May 9, 2014. Right-of-way acquisition costs are also included for Intersection #22 (Napa Valley Corporate Drive/Anselmo Court). The remaining intersections do not involve any right-of-way acquisition costs. It is also important to note that the cost estimates include a relatively high contingency factor, including a 25% planning and design contingency that could be available to cover increased costs. No additional change or clarification to Exhibit C – NPIIP is necessary.

Comment 5: Pages 4 & 6, Table 2: Opening Day Impacts, Responsibility & Costs and Table 3: Fair Share Contribution Percentages & Costs, total cost should reflect PS&E, Construction, ROW, Permits, and Environmental. Additionally, ROW costs shall be factored at \$25-\$30 per square foot.

Response: The cost estimates in Tables 2 and 3 assume: costs for minimal earthwork, a 25% contingency factor, and a 25% factor for planning and design services. The three intersections noted under comment 4 include right-of-way acquisition costs. According to Exhibit C – NPIIP, right-of-way acquisition costs for Intersections #1 and #12 were added at the request of the City on May 9, 2014, assuming \$8 per square foot. The City has not provide any support for its request to increase ROW costs by over three times that amount. However, the estimate of \$8/square foot used in Exhibit C –

NPIIP, is based upon comparable sales in the Corporate Park area near the intersections for which ROW estimates were requested. See attached "Napa Land Absorption" chart prepared by Cushman and Wakefield in 2013, a copy of which is attached to this memorandum as Attachment 4. Such sales were well below the City's requested assumption of \$25-30 per square foot. No additional change or clarification to the memorandum is necessary.

Comment 6: Page 4, the Project Solely (100%) Responsible Intersections shall include intersection #16 (Kaiser Rd/Enterprise Way) and #17 (SR 221 Napa-Vallejo Highway/Kaiser Rd). The Napa Pipe Transportation Analysis Sensitivity Test Memorandum dated June 28, 2013 shows that in the cumulative condition the Costco Alternative Project would result in both intersections shifting from an acceptable LOS D to an unacceptable LOS F in the AM and PM Peak Hours. This shall be reflected in Table 2: Opening Day Impacts, Responsibilities & Costs on page 4 and in Table 3: Fair Share Contribution Percentages & Costs on page 6.

Response: The impacts to Intersections #16 and #17 only occur under cumulative conditions. As such, the Project is not solely responsible for the reduction in LOS from D to F at these intersections, and it would be inappropriate to require the Project to contribute 100%, rather than the fair share costs attributable to the Project. Moreover, because the cumulative analysis is calculated based in part on growth forecasts, the reduction in LOS will not occur at opening day; thus, any improvements at these intersection would not be necessary as opening day mitigation. Appropriately, Exhibit C – NPIIP Table 3, requires Napa Pipe to pay its fair share contribution to the improvements at these intersections. (NPIIP, p. 6.). The fair share contribution percentages imposed for Intersections #16 and #17 by Exhibit C - NPIIP are consistent with and supported by the Napa Pipe Impact Comparison – Costco Alternative/ Proposed Project Memorandum dated September 7, 2012, attached to the September 2012 SEA and the June 28, 2013, Sensitivity Test. No additional change or clarification to the memo is necessary.

Comment 7: Page 4, Intersection 13 – SR 221 (Napa-Vallejo Highway)/Streblow Dr. shall include language stating that "should the improvement not be implemented as an 'opening day' mitigation, NRP will pay an amount equivalent to the cost of design, construction, ROW, permits, etc."

Response: For Intersection #13, Exhibit C – NPIIP notes that the improvement itself is subject to monitoring to determine its need for the improvement; as such, the improvement may not need to be implemented by opening day. As stated on page 4 of Exhibit C – NPIIP, the measure requires the Project to fund 100% of the cost of the improvement and clarifies that "Payment to City of Napa prior to issuance of building permits will constitute meeting of obligation for mitigation under the development agreement." As such, the revision suggested by the City is not necessary.

Comment 8: Page 6, it shall be noted that the two study intersections that have no feasible means of achieving acceptable operations under the Future plus Project scenario (Intersection #31 SR 29/American Canyon Road and Intersection #34 SR 29/SR 37 Westbound Off-Ramp) shall be paying a fair share contribution to improve the Level of Service at those intersections consistent with the Napa Pipe Final EIR and Sensitivity Analysis.

Response: The discussion on page 6 of Exhibit C – NPIIP is correct. Under the Future plus Project scenario, there is no feasible mitigation for impacts to Intersection #31 or Intersection #34. The Napa Pipe Final EIR and Sensitivity Analysis confirm this is the case. (See, e.g., Sensitivity Analysis, p. 18.)

Nor has the City identified any feasible improvements, and the impact is considered significant and unavoidable. No mitigation is required for impacts to these intersections. The County adopted an “override” with respect to these impacts.

The project would, however, result in an impact to Intersection #31 under existing plus project conditions. (See 2009 DEIR, p. 4.3-60) The County adopted Mitigation Measure TRA-13 to address this impact, which requires:

The City of American Canyon’s General Plan recognizes that this intersection will likely operate at LOS E conditions during peak periods. The Napa County General Plan also calls for widening of State Route 29 from the State Route 221 (Napa-Vallejo Highway) interchange to the southern County Line. In order to mitigate the project’s significant impact based on the criteria described in the FEIR, the additional through lane on State Route 29 in the northbound and southbound directions shall be constructed at this intersection, as is currently proposed. For this reason, the project applicant shall pay its fair share to the construction of this project prior to issuance of building permits to avoid a significant impact.

This impact and mitigation was included in the Sensitivity Analysis. (See Sensitivity Analysis, p. 13.) NPIIP, however, did not carry over this impact and mitigation measure from the Sensitivity Analysis. The NPIIP can be revised to add this mitigation to Table 1, to calculate the cost of the improvements and the Project’s cost responsibility to Table 2, and to add a description of this mitigation under “Project Partially Responsible” on p. 5.

Comment 9: Page 7 Table 4: Land Use Program – Costco Alternative, the Costco Alternative Land Use mix identified in the Napa Pipe Impact Comparison – Costco Alternative/ Proposed Project Memorandum dated September 7, 2012 factored in a 282 student Elementary School, not a 500 student Elementary School. Table 4 shall be adjusted accordingly.

Response: Table 4 on page 7 of Exhibit C – NPIIP can be revised to indicate that the Elementary School would be sized for 282, rather than 500, students.

D. Exhibit D – Phasing Plan

County General Response: *In response to the City’s comments described below, staff recommends revisions to Exhibit D-Phasing Plan as shown on the redline dated October 23, 2014, attached hereto as Attachment 5, a copy of which is on file with the clerk of the Planning Commission.*

Comment 1: *The following amendments to the Phasing Plan must be made to ensure consistency with the public benefits to be provided by the Developer (e.g., provision of open space, refurbishment of the cranes, construction of the plaza area, new pedestrian and bicycling trails, etc.):¹*

¹ Although not a part of the conditions, the reasoning is described as follows:

Response: County received proposed revisions to the Phasing Plan text (Section 3.4) from both the City and from NRP in response to the City's comments. Taking into account the City's and NRP's comments, staff recommends that Exhibit D Phasing Plan be revised to reflect the following changes, shown on the attached revised Phasing Plan dated October 23, 2014. Staff will revise the Exhibit D Phasing Plan maps accordingly to reflect these changes.

Open Space Phasing – Modifications to Section 3.4 in response to City Comments (10/9/14) and NRP Comments

Section 3.4:

Schedule for Construction of Open Space. Open Space (as each is more particularly described in the Development Plan) shall be Substantially Completed consistent with the following schedule of performance:

Block P9 (Wetlands Restoration): Prior to issuance of a Certificate of Occupancy for the first residential project in Phase Two or Membership Warehouse Store in Phase One;

Pedestrian and bicycle connection to Kennedy Park: Prior to issuance of a Certificate of Occupancy for the first residential project;

Block 14 – Drydock improvements: Prior to issuance of a Certificate of Occupancy for earlier of the last residential project in Phase Two or the 350th residential unit;

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- A. The wetlands should not be allowed to hold up opening of the Costco, but may issuance of the first residential permit.
 - B. Because the Developer has included in the DA that phases may be interchanged, it is important to note the trigger as any C of O not just the first home in Phase Two.
 - C. Also because of the flexibility provided in the DA for mixing and matching phases.
 - D. This park is necessary for essentially any development north of the plaza area and should not be based on irrelevant adjacencies as presented. Moreover, there the benefits proposed as part of the development was for a linear park connecting the Vine Trail through the site, not pocket parks built over time that are not required to connect up as build-out approaches.
 - E. The relationship of P7 is its connection to P5 and not P6.
 - F. The proposed public benefit was to connect the Vine trail through to Kennedy park and P1 being constructed late in the phasing (if at all since it is not a requirement) could restrict that from occurring as proposed, unless P5 and P6 are Substantially Completed with Certificate of Occupancy of the first permit in Phase One or the 350th unit.
 - G. Same reason as above.
 - H. The reasoning for adjacency does not make sense for the linear design of parks for the larger Napa Pipe neighborhood.

Blocks P3 (Farm): Prior to issuance of a Certificate of Occupancy for the first residential project in Phase Three;

Block P5: Prior to a Certificate of Occupancy for the first residential project on either Block 17, 19 or 21.

Block P6: Prior to Certificate of Occupancy for the first residential project on either Block 18, 20 or 22.

Block P7: Concurrent with the Substantial Completion of Block P5 and shall include a pedestrian connection across the railroad tracks connecting Block P5 to Block P7

Block P1: Prior to issuance of a Certificate of Occupancy for the hotel on Block E, but not later than the issuance of a Certificate of Occupancy for the last residential project on Blocks 3,6, 9 or 12 or provided P4, P5 and P7 have previously been determined to be Substantially Complete extending the Vine Trail through Kennedy Park to the most southerly portion of the Napa Pipe site;

Block P2 and Trail: Prior to issuance of a Certificate of Occupancy for the second residential project on either Block 3, 6, 9 or 12 or provided P4, P5 and P7 have previously been determined to be Substantially Complete extending the Vine Trail through Kennedy Park to the most southerly portion of the Napa Pipe site;

Block P4: Prior to issuance of a Certificate of Occupancy for the third residential project in Phase 4; and

Block P8: Prior to issuance of a Certificate of Occupancy for the first residential project on either Block 1 or 2.

(Comment 1, continued):

A. For **Block P9 (Wetlands Restoration)** the schedule shall read, "Prior to issuance of a building permit for the first residential unit in Phase Two."

Response: See General Response and revisions to Phasing Plan above.

B. For the **Pedestrian and bicycle connection to Kennedy Park** the schedule shall read, "Prior to issuance of a Certificate of Occupancy for the first residential unit in any phase of development.

Response: See General Response and revisions to Phasing Plan above.

C. For **Block 14 – Drydock improvements** the schedule shall read, "Prior to issuance of a Certificate of Occupancy for the last residential unit in Phase Two or the 350th residential permit, whichever occurs first."

Response: See General Response and revisions to Phasing Plan above.

D. For **Block P5** the schedule shall read, "Prior to issuance of a Certificate of Occupancy for the first residential unit on Block 17, 18, 19, 20, 21 or 22.

Response: See General Response and revisions to Phasing Plan above.

E. For **Block P7** the schedule shall read, "Concurrent with completion of Block P5 and to include a pedestrian connection across the railroad tracks connecting P5 to P7."

Response: See General Response and revisions to Phasing Plan above.

F. For **Block P1** the schedule shall read, "Prior to issuance of a Certificate of Occupancy for the hotel on Block E, but not later than issuance of a Certificate of Occupancy for the first residential unit in Phase Two or the 350 residential unit, whichever occurs first, or provided P5, P6 and P7 have previously been determined to be Substantially Complete extending the Vine Trail through Kennedy Park to the most southerly portion of the Napa Pipe site."

Response: See General Response and revisions to Phasing Plan above.

G. For **Block P2 and Trail** the schedule shall read, "Prior to issuance of a Certificate of Occupancy for the last residential unit on Block 2, 6, 9 or 12 or provided P5, P6 and P7 have previously been determined to be Substantially Complete extending the Vine Trail through Kennedy Park to the most southerly portion of the Napa Pipe site."

Response: See General Response and revisions to Phasing Plan above.

H. For **Block P4** the schedule shall read, "Prior to issuance of a Certificate of Occupancy of the last residential unit on either Block 1, 4 or 7 or the 350th unit in Phase Three, whichever occurs first."

Response: See General Response and revisions to Phasing Plan above.

Comment 2: Page 2, Section 3 **Adjacency and As-Needed** (emphasis added to show new text) – Revise the paragraph to read, "Where it is determined by the County and Developer to be feasible and sufficient to meet the needs of the project or sub-Phase, half-streets may be constructed."

Response: The proposed edit will be included in the revised Phasing Plan.

Comment 3: Page 4, Section 9 **Membership Warehouse Store and Hotel** – Revise the text to match the County's zoning relating to the Costco or "other similar type and quality commercial user, as reasonably approved by the Local Agency's Planning Director" and remove reference to "and adjacent" relating to the "...associated gas station adjacent to said store in Block F as shown in Attachment 1, the illustrative Phasing Plan diagram."

Also amend reference to include (emphasis added to show new text) "Issuance of a building permit for the construction and commencing construction of the General Wholesale Sales Commercial Activities use shall be a pre-requisite to the issuance of a building permit for any structure in Phase Two" to include

Response: The most current draft of the Phasing Plan provides the appropriate defined terms for the Membership Warehouse Store. It also addresses the pre-requisites to Phase Two and provides for a fiscal impact payment if Phase Two proceeds without the Membership Warehouse Store conditions having been met. To address the City's concern regarding the commencement of construction of the Costco, Section 9 of the Phasing Plan will be revised as follows:

Revise the first two lines in Section 9.1 as follows:

If a Certificate of Occupancy Purchase Agreement for a Membership Warehouse Store has not been issued executed...

Revise the beginning of the second paragraph in Section 9.1 as follows:

As a condition to the issuance of a certificate of occupancy for the first residential unit in Phase Two, Landowner shall ~~P~~provide

Revise the beginning of the second paragraph in Section 9.2 as follows:

As a condition to the issuance of a certificate of occupancy for the first residential unit in Phase Three, Landowner shall ~~P~~provide

Revise the beginning of the second paragraph in Section 9.3 as follows:

As a condition to the issuance of a certificate of occupancy for the first residential unit in Phase Four, Landowner shall ~~P~~provide

Comment 4: Page 4, Section 10 **Floodgates** – Replace “to be” with “shall be” to correct the incomplete sentence and add the reference to “...prior to issuance of the Certificate of Occupancy for the first residential unit on the site.”

Response: Proposed changes previously made.

Comment 5: Page 5, Section 11.2 **Phase Two** - Revise the paragraph to include “...and P7” to the paragraph beginning with “Phase Two Project Infrastructure including...”

Response: Comment noted. See revised Open Space phasing and general response to Comment 1 above.

Comment 6: Page 5, Section 11.3 **Phase Three** – Correct the paragraph to clearly note that the third railroad crossing and associated fencing and gates for pedestrian and bicycle use shall be constructed in conjunction with the construction of Block P5 “and P7”.

Response: See revised Open Space phasing and general response to Comment 1 above. Reference to Phase 7 can be added to text at the end of Phase Three in Section 11.3 of Exhibit D – Phasing Plan.

Comment 7: There appears to be no timing in the schedule for development of Block 16 and the restoration of the gantry and overhead cranes and other similar elements (e.g., day care facility, community facilities space, transit center kiosk, in the Phasing Plan. This should be addressed in the phasing plan.

Response: Reference to Block 16 will be added to first paragraph of Section 11.2 of Exhibit D – Phasing Plan. Block 14 improvements are identified in Phase Two.

Comment 8: Page 6, Section 11.4 **Phase Four** – Remove reference to Block 15 at the end of the paragraph which is removed from the area of Blocks C and D.

Response: Reference to Block 15 can be deleted as noted.

Exhibit E – MMRP

Comment: No comments.

Response: No action required.

Exhibit F – Plan Review and Approval Procedure

Comment: The City proposes removing this exhibit from the DA, consistent with its proposal that plan review and approval procedures applicable to the Project be those of the applicable jurisdiction (i.e., County should apply its procedures to applications submitted for development on County lands, and City should apply its procedures to applications submitted for development on City lands).

Response: Exhibit F - Plan Review and Approval Procedure provides a clear and streamlined process for review of private building plans consistent with the Project Approvals, including the Design Guidelines. The procedures clarify the information to be provided with submittals, who will conduct reviews and the timelines for those reviews. It also provides a specific appeal process, and defines the term for which approvals are effective.

The City proposes to substitute this clear and expedited process, that was prepared to implement the Project Approvals, including the Development Plan and Design Guidelines, for City and County customary processes. However, the City's comments do not identify which of its customary processes would be utilized to implement the Project Approvals, on what schedule, subject to what reviews, and how they would differ from the procedures in Exhibit F. A benefit of the Development Agreement is the certainty of submittals and an expeditious administrative implementation of the long negotiated Project Approvals, including these procedures. The City has not suggested a compelling reason to depart from this element of the Project Approvals, and the consistency it provides for implementation of plan reviews in a phased property annexation context.

Exhibit G – Existing City Fees

Comment: See attached version of Exhibit F (Applicable City Exactions).

Response: The City's draft version of Exhibit F [renumbered Exhibit G] is substantially consistent with the current County draft and can be incorporated into the Agreement in the form attached hereto as Attachment 6.

Exhibit H – Land Use Plan

Comment: *Land Use Plan must be consistent with approved Development Plan.*

Response: Comment noted.

Exhibit I – Subdivision Procedures

Comment: *The City proposes removing this exhibit from the DA, consistent with its proposal that plan review and approval procedures applicable to the Project be those of the applicable jurisdiction (i.e., County should apply its procedures to applications submitted for development on County lands, and City should apply its procedures to applications submitted for development on City lands). However, the City is amenable to working with NRP's counsel to develop DA language that, subject to consistency with State law requirements, provides for flexibility regarding the Local Agency's ability to reduce Landowner security.*

Response: Two of the principal goals of Exhibit I - Subdivision Procedures are consistency of requirements for payment and performance security and flexibility in obtaining partial releases of security as project infrastructure is constructed. The proposed security amounts are consistent with City standards, and City comments indicate a willingness to provide flexibility on partial releases of security. Therefore, these provisions of the Subdivision Procedures are consistent with City intent. The Exhibit further clarifies the extended term of the applicable maps, consistent with the Development Agreement Statute.

Exhibit I - Subdivision Procedures also clarifies that a Conceptual Map would not apply in light of the approval of the Master Map and Development Plan, as part of the Project Approvals. The City comments do not indicate whether it has a different view, but the City has never previously indicated that such a redundant procedure should be implemented. Removal of this Exhibit would add uncertainty with respect to the application of this City Municipal Code provision.

The Subdivision Procedures also provide a mechanism for reporting and confirming the developer's compliance with the requirements of the Project Approvals, including Affordable Housing, open space, scope of project, infrastructure, etc. Deleting this Exhibit would remove this mechanism which benefits Local Agencies.

For all of these reasons, Exhibit I - Subdivision Procedures should not be deleted from the Development Agreement, as the comment proposes.

Exhibit J – Maintenance Standards

Comment: Staff has no comments on this document.

Response: No action required.

Exhibit K – Landowner Indemnification

Comment: Staff has no comments on this document, but this exhibit is currently undergoing legal review with comments to be provided the week of October 13 - 17.

Response: No action required.

Exhibit L – Assignment and Assumption Agreement

Comment: Staff has no comments on this document, but this exhibit is currently undergoing legal review with comments to be provided the week of October 13 - 17.

Response: No action required.

Responses to City Public Works – Transportation Division Comments on Napa Pipe Tentative Tract Map

General response: To the extent that the following comments are identified as consistent with the MMRP and/or Development Agreement Exhibit C – NPIIP, staff recommends no revisions to the Tentative Map or its conditions of approval, as all requirements of the MMRP and Development Agreement Exhibit C (NPIIP, as revised) will be enforceable obligations applicable to the Project.

ROADS, CIRCULATION, AND ACCESS

Comment 1: Imola Avenue/ Soscol Avenue Intersection (Mitigation Measure TRA-5 revised via Sensitivity Test) - Prior to approval of the first subdivision map for the project, the Developer shall pay its fair share percentage toward construction of an additional left-turn lane on the eastbound approach, and an exclusive right-turn lane on the westbound approach. Provide protected phasing for the eastbound and westbound left-turn movements. The project's fair share percentage of the total cost of this intersection improvement is 19.1%.

Response: The MMRP and Exhibit C - NPIIP both state that fair share fees are not due until issuance of the first building permit, rather than prior to approval of the first subdivision map. Given that maps do not generate traffic, the timing set forth in the MMRP and Exhibit C - NPIIP are appropriate. No change is necessary.

Comment 2: State Route 221 (Napa-Vallejo Highway)/ Streblov Drive (Mitigation Measure TRA-6 revised via Sensitivity Test) - The Developer is responsible for 100% of mitigation cost for improvements to this intersection. Mitigation is to construct an additional northbound left-turn lane on SR 221 (Napa-Vallejo Highway) and a receiving lane on Streblov Drive. This intersection improvement is subject to prior monitoring to determine need, and construction of the improvement shall be at the discretion of the City of Napa. Payment to City of Napa prior to issuance of building permits shall constitute meeting of obligation for mitigation under the development agreement.

Napa Valley Corporate Drive/ Anselmo Court - The Developer is responsible for 100% of mitigation cost for improvements to this intersection. Mitigation is to install a single-lane roundabout (preferred mitigation) with a bypass lane installed on the southbound and eastbound approaches of the intersection. The Developer shall construct this improvement and certify it by the engineer prior to a Certificate of Occupancy for the General Wholesale Sales Commercial Activities use.

Response: These comments are consistent with Exhibit C – NPIIP. No change is necessary.

Comment 3: Soscol Ferry Road/ Devlin Road (Mitigation Measure TRA-8 revised via Sensitivity Test) - The Developer is responsible for 100% of mitigation cost for improvements to this intersection. Mitigation is to install traffic signal and median treatment on Soscol Ferry Road that controls all movements except for the westbound through movement on Soscol Ferry Road. The Developer shall complete this improvement and certify it by the engineer prior to Certificate of Occupancy for the General Wholesale Sales Commercial Activities use.

Response: This comment is consistent with the MMRP and Exhibit C – NPIIP. No change is necessary.

Comment 4: State Route 12 - State Route 29/ State Route 221(Napa-Vallejo Highway) (Mitigation Measure TRA-9) - For each project phase, prior to approval of the first final subdivision map, the Developer shall pay its fair share percentage towards the construction of a flyover ramp for the traffic traveling from southbound State Route 221 (Napa-Vallejo Highway) to southbound State Route 12/ State Route 29. The project's fair share percentage to the total cost of this improvement is 10.7%.

Response: The MMRP states that fair share fees are due upon issuance of the first building permit, not prior to approval of the first subdivision map. Because buildings, rather than maps, generate traffic, the timing set forth in the MMRP is appropriate. The NPIIP has been revised to make clear, consistent with the MMRP, that fair share fees are due at issuance of the first building permit.

Comment 5: Airport Boulevard/ State Route 29 – State Route 12 (Mitigation Measure TRA-10) - For each project phase, prior to approval of the first subdivision map, the Developer shall pay its fair share percentage toward the construction of a grade-separated interchange as proposed in the Napa County General Plan. The project's fair share percentage to the total cost of this improvement is 7%.

Response: The MMRP states that fair share fees are due upon issuance of the first building permit, not prior to approval of the first subdivision map. Because buildings, rather than maps, generate traffic, the timing set forth in the MMRP is appropriate. The NPIIP has been revised to make clear, consistent with the MMRP, that fair share fees are due at issuance of the first building permit.

Comment 6: State Route 29/ Napa Junction Road (Mitigation Measure TRA-11) - The Napa County General Plan calls for widening of State Route 29 from the State Route 221 (Napa-Vallejo Highway) interchange to the southern County Line. In order to mitigate the project's significant impact, the additional through lane on State Route 29 in the northbound and southbound directions should be constructed at this intersection, as is currently proposed. For each project phase, the Developer shall pay its fair share percentage towards the construction of this improvement. The project's fair share percentage to the total cost of this improvement is 9.8%.

Response: The MMRP states that fair share fees are due upon issuance of the first building permit, not prior to approval of the first subdivision map. Because buildings, rather than maps, generate traffic, the timing set forth in the MMRP is appropriate. The NPIIP has been revised to make clear, consistent with the MMRP, that fair share fees are due at issuance of the first building permit.

Comment 7: State Route 29/ Donaldson Way (Mitigation Measure TRA-12) - The Napa County General Plan calls for widening of State Route 29 from the State Route 221 (Napa-Vallejo Highway) interchange to the southern County Line. In order to mitigate the project's significant impact, the additional through lane on State Route 29 in the northbound and southbound directions should be constructed at this intersection, as is currently proposed. For each project phase, the Developer shall pay its fair share percentage towards the construction of this improvement. The project's fair share percentage to the total cost of this improvement is 14.6%.

Response: The MMRP states that fair share fees are due upon issuance of the first building permit, not prior to approval of the first subdivision map. Because buildings, rather than maps, generate traffic, the timing set forth in the MMRP is appropriate. The NPIIP has been revised to make clear, consistent with the MMRP, that fair share fees are due at issuance of the first building permit.

Comment 8: State Route 29/ American Canyon Road (Mitigation Measure TRA- 13) - The City of American Canyon's general Plan recognizes that this intersection will likely operate at LOS E conditions during peak periods. The Napa County General Plan also calls for widening of SR29 from the SR221 (Napa-Vallejo Highway) interchange to the southern County Line. In order to mitigate the project's significant impact, the additional through lane on State Route 29 in the northbound and southbound directions should be constructed at this intersection, as is currently proposed. For each project phase, the Developer shall pay its fair share percentage towards the construction of this improvement.

Response: This comment is consistent with the MMRP. This impact and mitigation was included in the Sensitivity Analysis. (See Sensitivity Analysis, p. 13.) Exhibit C - NPIIP, however, did not carry over this impact and mitigation measure from the Sensitivity Analysis. The NPIIP can be revised to add this mitigation to Table 1, to calculate the cost of the improvements and the Project's cost responsibility to Table 2, and add a description of this mitigation under "Project Partially Responsible" on p. 5. The MMRP further states, however, that fair share fees are not due until issuance of the first building permit. The NPIIP has been revised to make clear, consistent with the MMRP, that fair share fees are due upon issuance of the first building permit.

Comment 9: Lincoln Avenue/ Soscol Avenue (Sensitivity Test) - For each project phase, prior to approval of the first subdivision map, the Developer shall pay its fair share percentage toward construction of an additional left-turn lane on both the northbound and southbound approaches. The project's fair share percentage is 3.9% towards the total cost of this intersection improvement.

Response: The MMRP states that fair share fees are due upon issuance of the first building permit, not prior to approval of the first subdivision map. Because buildings, rather than maps, generate traffic, the timing set forth in the MMRP is appropriate. The NPIIP has been revised to make clear, consistent with the MMRP, that fair share fees are due at issuance of the first building permit.

Comment 10: Kaiser Road/ Enterprise Way - The Developer is responsible for 100% of mitigation cost for improvements to this intersection. The Developer shall restripe the southbound approach to provide dedicated left- and right-turn lanes and include a peak hour left-turn restriction on the southbound approach, forcing motorists to turn right from Enterprise Way onto westbound Kaiser Road and travel 180-degrees around the proposed roundabout at Kaiser Road/Napa Valley Corporate Drive in lieu of the left-turn egress from Enterprise Way.

Response: This comment is consistent with Exhibit C – NPIIP. Note that consistent with the Supplement to the DEIR, the roundabout at Kaiser Road/Napa Valley Corporate Drive is no longer proposed. As analyzed in the Supplement to the DEIR from 2011, the site plan and the Kaiser Road reconfiguration were revised such that the Napa Valley Corporate Drive and Kaiser roundabout and other Kaiser Road improvements east of the Project site were removed from the site plan. The only roundabout proposed under the Project is at Kaiser Road and Industrial Way. The elimination of the roundabout, however, does not change the effectiveness of peak hour left-turn restriction on Enterprise Way. No additional change or clarification to Exhibit C - NPIIP is necessary.

Comment 11: State Route 221 (Napa-Vallejo Highway)/ Kaiser Road (Mitigation Measure TRA-7) - The Developer is responsible for 100% of mitigation cost for improvements to this intersection. The Developer shall extend the turn-pocket on northbound State Route 221 (Napa-Vallejo Highway) to 500 feet from its current length of approximately 280 feet or create a dual left-turn the length of the current turn-lane to adequately store the expected queues. In addition, the Developer shall construct the following improvements:

- Northbound: a third through lane and a second left-turn lane
- Southbound: a third through lane and free right-turn lane
- Eastbound: a second and third left-turn lane and a free right-turn lane

Response: The impact at this intersection occurs only under cumulative conditions. As such, the Project is not solely responsible for the reduction in LOS at this intersection, and it would be inappropriate to require the Project to contribute 100%, rather than the fair share costs attributable to the Project. Moreover, because the cumulative analysis is calculated based in part on growth forecasts, the reduction in LOS will not occur at opening day; thus, any improvements at this intersection would not be necessary as opening day mitigation. Appropriately, Exhibit C – NPIIP Table 3 requires Napa Pipe to pay its fair share contribution to the improvements at this intersection. (NPIIP, p. 6.). The fair share contribution percentages imposed for Intersection #17 by Exhibit C - NPIIP are consistent with and supported by the Napa Pipe Impact Comparison – Costco Alternative/ Proposed Project Memorandum dated September 7, 2012, attached to the September 2012 SEA and the June 28, 2013 Sensitivity Test. No additional change or clarification to Exhibit C - NPIIP is necessary..

Comment 12: Napa Valley Corporate Way/ State Route 221 (Napa-Vallejo Highway) - For each project phase, prior to approval of the first subdivision map, the Developer shall pay its fair share percentage to construct third through lanes in both the northbound and southbound approaches and construct a second left-turn lane on the northbound approach. The project’s fair share percentage of the total cost of this improvement is 11.1%.

Response: The MMRP states that fair share fees are due upon issuance of the first building permit, not prior to approval of the first subdivision map. Because buildings, rather than maps, generate traffic, the timing set forth in the MMRP is appropriate. Exhibit C - NPIIP has been revised to make clear, consistent with the MMRP, that fair share fees are due at issuance of the first building permit.

Comment 13: State Route 12 – State Route 121/ State Route 29 - For each project phase, prior to approval of the first subdivision map, the Developer shall pay its fair share percentage to construct third through lanes in both the northbound and southbound approaches and construct the following improvements:

- Eastbound: a second right-turn lane

The project’s fair share percentage of the total cost of this improvement is 5.5%.

Response: The MMRP states that fair share fees are due upon issuance of the first building permit, not prior to approval of the first subdivision map. Because buildings, rather than maps, generate traffic, the timing set forth in the MMRP is appropriate. Exhibit C - NPIIP has been revised to make clear, consistent with the MMRP, that fair share fees are due at issuance of the first building permit.

Comment 14: State Route 29/ South Kelly Road - For each project phase, prior to approval of the first subdivision map, the Developer shall pay its fair share percentage to construct third through lanes in both the northbound and southbound approaches and construct a second northbound left-turn lane. The project's fair share percentage of the total cost of this improvement is 10.2%.

Response: The MMRP states that fair share fees are due upon issuance of the first building permit, not prior to approval of the first subdivision map. Because buildings, rather than maps, generate traffic, the timing set forth in the MMRP is appropriate. Exhibit C - NPIIP has been revised to make clear, consistent with the MMRP, that fair share fees are due at issuance of the first building permit.

Comment 15: State Route 29/ State Route 37 Westbound Off-Ramp - The Napa County General Plan calls for widening of SR 29 from the SR 221 (Napa-Vallejo Highway) interchange to the southern County Line. In order to mitigate the project's significant impact, the additional through lane on SR 29 in the northbound and southbound directions should be constructed at this intersection, as is currently proposed. For each project phase, the Developer shall pay its fair share percentage towards the construction of this improvement.

Response: It is unclear where the City derived the above mitigation for State Route 29/ State Route 37 Westbound Off-Ramp. For this intersection, no feasible improvements are identified in the EIR, Exhibit C – NPIIP, or the Napa Pipe Transportation Analysis Sensitivity Test Memorandum dated June 28, 2013. For example, the Napa Pipe Transportation Analysis Sensitivity Test Memorandum dated June 28, 2013, p. 18 specifically states:

This intersection was identified in the 2009 DEIR as having no feasible means of achieving acceptable operations. The intersection may be able to be improved to operate acceptably by constructing large-scale intersection treatments, such as grade separation, continuous flow intersections, or approach realignment. However, these options are not likely to be desirable in the affected communities. Therefore this impact is considered significant and unavoidable.

As such, the impact is considered significant and unavoidable and no mitigation measure is defined. Therefore, the principle of fair share contribution is not applicable to this intersection. No change is necessary.

Comment 16. Construction Traffic Management Program (Mitigation Measure TRA-14) – The Developer shall develop and implement a Construction Traffic Management Program (CMP) to minimize impacts of the project and its contribution to cumulative impacts related to both on- and off-site construction and remediation activities and traffic. The program shall provide necessary information to various contractors and agencies as to how to maximize the opportunities for complementing construction management measures and to minimize the possibility of conflicting impacts on the roadway system, while safely accommodating the traveling public in the area. The program shall supplement and expand, rather than modify or supersede, any manual, regulations, or provisions set forth by Napa County departments and agencies.

Preparation of the CMP shall be the responsibility of the Developer, and shall be reviewed and approved by staff from the overseeing jurisdictional agency prior to initiation of construction. The program shall:

- Identify construction traffic management practices in Napa County, as well as other jurisdictions that could provide useful guidance for a project of this size and characteristic.
- Describe procedures required by different departments and/or agencies in the county for implementation of a construction management plan, such as reviewing agencies, approval process, and estimated timelines.
- Identify construction traffic management strategies and other elements for the project, and present a cohesive program of operational and demand management strategies designed to maintain acceptable traffic operations during periods of construction activities in the project area. These could include construction strategies, construction staging areas, construction phasing, construction staging, demand management strategies, alternate route strategies, and public information strategies.
- Coordinate with other projects in construction in the immediate vicinity (i.e. Syar), so that they can take an integrated approach to construction-related traffic impacts.
- Identify barge routes to access the project site and other information as required by Napa County in the event soil import may be serviced by barge via the Napa River.
- Ensure that adequate pedestrian circulation is maintained when then-existing sidewalks must be closed or obstructed for construction purposes.
- Ensure that adequate bicycle facilities are maintained, including detour signs for then-existing bicycle routes.
- Ensure that construction-truck traffic follows established truck routes, where designated.
- Ensure that transit facilities, including stops locations and associated amenities, such as shelters, etc., are maintained, or that acceptable temporary facilities are established.

Response: This comment is consistent with the MMRP. No change is necessary.

Comment 17: Pavement Condition (Mitigation Measure TRA-15) - Prior to beginning construction on the proposed project, survey road conditions for proposed trucking routes on the following roadways:

- Kaiser Road
- Napa Valley Corporate Drive
- Napa Valley Corporate Way
- Bordeaux Way
- Anselmo Court
- Soscol Ferry Road

This shall include roadway pavement and other surfaces that construction traffic may cross. The project applicant shall return roadway conditions to their preconstruction conditions (or better) following the remediation and grading phase of the project.

For subsequent construction phasing, truck traffic to/from the project shall be monitored on the identified roadways to determine project's construction traffic contribution to overall truck traffic. Project applicant shall pay a fair share contribution to return roadway conditions to their preconstruction conditions following each phase of construction.

Response: This comment is consistent with the MMRP. No change is necessary.

Comment 18: **Pedestrian and Bicycle Conflicts (Mitigation Measure TRA-16)** - The design shall minimize these conflicts through means such as channelizing pedestrians to discrete crossing points of the trail, widening the trail through areas where higher pedestrian volumes are expected, and where necessary, separating pedestrian and bicycle travel.

Response: This comment is consistent with the MMRP. No change is necessary.

Comment 19: **Transit Proximity (Mitigation Measure TRA-17)** - Reroute the VINE #10 bus route through the project site to serve the proposed transit center as proposed in the project site plan and ensure that all development proposed would be within a reasonable walking distance to transit (less than 1/3-mile).

The revised bus route through Napa Pipe could either be a loop, in which case existing stops along Napa Valley Corporate Drive would remain, or the route could be relocated. Under the latter option, the existing bus stop at Latour Court would be moved 450 feet to the north to Kaiser Road, the stop at Bordeaux Way would be moved 600 feet to the south to Anselmo Court, and the stop at Napa Valley Corporate Way would be eliminated. Stops at Napa Valley Corporate Drive's intersections with Kaiser Road and Anselmo Court will help maintain current patrons. Current ridership is expected to be maintained or surpassed by routing through the project. However, it should also be noted that the extension into the Napa Pipe site will lengthen the travel time from the City of Napa to the City of American Canyon, which may discourage current commuters.

If the extension of the VINE #10 bus route is not feasible, the applicant shall include peak period shuttle service as included in Mitigation Measure TRA-1b in the Napa Pipe Final EIR.

Response: This comment is consistent with the MMRP. No change is necessary.

Comment 20: **Parking Demand (Mitigation Measure TRA-18)** - The project applicant shall collaborate with jurisdictional agency Staff to develop a parking monitoring plan that assesses the utilization of available parking in each phase of the project development. For instance, if a parking shortage is experienced after build out of Phase 1, additional parking shall be allocated into the development of Phase 2. This additional parking shall cover the shortfall of Phase 1 and shall anticipate a commensurate parking shortfall for Phase 2. Alternatively, implementation of a parking management program, a component presented in Mitigation Measure TRA-1b, could be implemented to monitor parking demand and carry out parking reduction strategies when needed.

Response: This comment is consistent with the MMRP, except the example is not in the original mitigation measure. The example appears to be reasonable, but is already covered in the Development Agreement. No change to the Development Agreement or Tentative Map conditions of approval is necessary.

Comment 21: **Cumulative Deterioration on Roadway and Intersection Level of Service (Mitigation Measure TRA-19)** - In addition to Mitigation Measures TRA-1 through TRA-13 from the Napa Pipe Final EIR, the project applicant shall pay a fair share contribution to other long-term planned roadway improvements in the Regional Transportation Plan (assumed under the Cumulative Planned roadway network) at locations where the proposed project would contribute to cumulatively significant traffic impacts. The following improvements have been identified under this plan:

- Realignment of Silverado Trail at Soscol Avenue to match alignment of proposed Gasser Drive extension
- Widening of State Route 29 to six lanes between Airport Boulevard and southern Napa County line
- Extension of Devlin Road south to Green Island Road

Each of these roadway improvements would improve intersection operations and general roadway circulation in the project study area under Cumulative conditions; however, most intersections would continue to operate unacceptably.

A comprehensive list of roadway improvements that would be required to achieve acceptable intersection level of service under cumulative conditions has been developed and is presented in the Transportation Impact Analysis (Appendix E).

Many of these improvements would require major roadway widening in a fashion that may not be consistent with the stated desires of many communities, through their General Plan documents, to maintain Napa County’s rural atmosphere and promote pedestrian, bicycle, and transit as successful transportation modes. It should be noted that many cumulative impacts would occur even without the project as discussed later in the Chapter 5 of the Supplement to the 2009 DEIR.

Response: As revised – see tracked changes below – this comment is consistent with the MMRP. No change is necessary.

"21. Cumulative Deterioration on Roadway and Intersection Level of Service (Mitigation Measure TRA-19) - In addition to Mitigation Measures TRA-1 through TRA-13 from the Napa Pipe Final EIR, the project applicant shall pay a fair share contribution to other long-term planned roadway improvements in the Regional Transportation Plan (assumed under the Cumulative Planned roadway network) at locations where the proposed project would contribute to cumulatively significant traffic impacts. The following improvements have been identified under this plan:

- Realignment of Silverado Trail at Soscol Avenue to match alignment of proposed Gasser Drive extension
- Widening of State Route 29 to six lanes between Airport Boulevard and southern Napa County line
- Extension of Devlin Road south to Green Island Road

Each of these roadway improvements would improve intersection operations and general roadway circulation in the project study area under Cumulative conditions; however, most intersections would continue to operate unacceptably.

A comprehensive list of roadway improvements that would be required to achieve acceptable intersection level of service under cumulative conditions has been developed and is presented in the Transportation Impact Analysis (Appendix E) of the 2009 DEIR. (See also, September 7, 2012 “Napa Pipe Impact Comparison – Costco Alternative/Proposed Project” Memorandum prepared by Fehr & Peers identifying the mitigation measures from the TIA that are applicable to the Developers Revised Proposal.)

Many of these improvements would require major roadway widening in a fashion that may not be consistent with the stated desires of many communities, through their General Plan documents, to maintain Napa County's rural atmosphere and promote pedestrian, bicycle, and transit as successful transportation modes. It should be noted that many cumulative impacts would occur even without the project as discussed later in the Chapter 5 of the Supplement to the 2009 DEIR."

Comment 22: Public Streets - All public streets shall be designed to City of Napa standards. The Developer shall submit improvement plans to the City of Napa for review and approval. The public streets shall include the following:

- Kaiser Road from its current terminus as a public road at Syar Road west to the railroad tracks.
- Anselmo Road north of the future Anselmo Road/ Anselmo Court intersection.

Response: The identified Kaiser Road segment is currently a private street and will remain so as part of the Project. The portion of Anselmo Road will also be a newly constructed private street. Staff has evaluated the proposed street design as set forth in the Development Plan and determined to be appropriate for the proposed Project. No change is necessary.

Comment 23: Site Access - The Development Plan shall provide two viable dry ingress/egress access points.

Response: The Development Plan provides for two viable dry ingress/egress access points. No change is necessary.

Comment 24: Railroad Crossing Property Rights - The Developer shall demonstrate that sufficient property rights exist for all proposed crossings of the Southern Pacific Railroad (SPRR) line, expressly including those rights to be granted to the City for the installation and maintenance of new public water utilities and any SPRR technical requirements such as the width of proposed easement (twenty feet minimum) and the size and type of proposed pipe(s) with casings, and those rights shall be granted to public for the type of access that is proposed at those crossings.

Response: Comment noted. The proposed Conditions of Approval provide that "prior to construction on APN 046-412-005 the permittee shall obtain any necessary Public Utilities Commission approvals to construct three at grade railroad crossings with floodgates for use in flood events, and approval by the Director of Public Works of a mechanism to provide for flood gate implementation" Because constructing the railroad crossing is a condition to development proceeding in Phase 2 of the Project and a condition to any construction on APN 046-412-005, development cannot proceed without sufficient property rights for all proposed crossings of the SPRR line being obtained. No change is necessary.

Comment 25: Mitigation and Improvement Property Rights - The Developer shall demonstrate that sufficient property rights exist to construct the proposed roadway connections and any off-site public improvements and/or mitigation measures (including, but not limited to, the Anselmo Court roundabout, etc.).

Response: The Project applicant has had discussions with the relevant property owners. Demonstration of sufficient property rights will be required as a condition of approval. If the applicant is unable to secure sufficient

rights, the Local Agency may acquire the required interest by negotiation or by bringing condemnation proceedings, pursuant to Government Code Section 66462.5.

Comment 26: Kaiser Road Improvements - The Developer shall design and construct a landscape median on Kaiser Road between State Route 221 and Syar Road. Median widths, lane widths, and roadway configuration shall be reviewed and approved by the City of Napa.

Response: These improvements are not a part of the Project. After careful study and analysis, it was determined that a new median on Kaiser Road was neither appropriate nor feasible due to complications related to multiple entries, curb cuts, and traffic circulation. As analyzed in the Supplement to the DEIR from 2011, the site plan and the Kaiser Road reconfiguration were revised such that the Napa Valley Corporate Drive and Kaiser roundabout and other Kaiser Road improvements east of the Project site were removed from the site plan. The only roundabout proposed under the Project is at Kaiser Road and Industrial Way. The Supplement to the DEIR, pp. 4.5-3 through 4.5-4 states:

"E. Removal of Kaiser Road Reconfiguration

The revised site plan includes the proposed roundabout but does not include the reconfiguration of Kaiser Road to the east of the project site boundary. Originally, the site plan proposed that this segment of Kaiser Road would include a landscaped median, left turn pockets, street trees, a roundabout, sidewalks, and bike paths. Retaining the existing conditions of this segment of Kaiser Road is considered insignificant because the existing conditions of Kaiser Road would remain intact while still providing vehicular, pedestrian and bicycle access to the project site."

The currently proposed improvements along Kaiser Road include street tree replacement on the north side of Kaiser Road. County review will be sufficient to ensure the roadway configuration is consistent with the Development Plan, and City approval of these improvements is unnecessary. No change is necessary.

Comment 27: Kaiser Road Roundabout - The Developer shall design and build the proposed Kaiser Road Roundabout to meet the Federal standards for the design of a multilane roundabout per the U.S. Department of Transportation publication *Roundabouts: An informational Guide*. The Developer shall demonstrate that sufficient property rights exist to construct this improvement. If it is decided to not construct a roundabout at this location, a signal shall be installed by the Developer if warranted per the California Manual on Uniform Traffic Control Devices.

Response: A condition of approval will be added to reflect this comment as applied to the Kaiser Road Roundabout shown in the Development Plan.

Comment 28: Alleyway Width - All proposed alleyways (shared use driveways) shall be designed and built to meet a minimum 25 foot back up standard as proposed in the Napa Pipe Development Plan dated September 5, 2014.

Response: The Design Guidelines require a 25' wide right-of-way, of which 20' is required to be a clear travel lane for emergency and fire access, with the remainder having either paving or planting. This will ensure that all proposed alleyways will be consistent with the comment, while also keeping the shared driveways relatively narrow for safety reasons and to provide a better urban space. These are private shared driveways not public alleyways. No change is necessary.

Comment 29: **Trails** - In general, all trail easements shall be provided with the initial subdivision of a parcel containing a trail. The Developer is responsible for trail construction. All trails shall be designed to meet Highway Capacity Manual, National Association of City Transportation Officials (NACTO), and local standards.

Response: The phasing of open space improvements is covered by the Development Agreement Exhibit D – Phasing Plan. The design of trails shall be governed by the Development Plan, which County has determined to be appropriate for the Project. No change is necessary.

Comment 30: **Private Streets** - Developer shall design private streets with the following standards in order to provide for functional connectivity and traffic flow:

- **Lane Widths:** Proposed Street I and Street 10 in the Development Plan shall be designed and built with 12 foot lane widths.
- **Street Connectivity:** The Development Plan shall provide an additional street connection from Syar Road to Street S25 in the southeasterly section of the site. This street connection shall be designed and built with 12 foot lane widths.
- **Stop Signs:** Stop signs shall be used only where warranted per the California Manual on Uniform Traffic Control Devices and shall be stamped by a licensed California engineer.

Response: Lane widths will be governed by the Development Plan standards. The City's requested lane widths are inconsistent with those standards, which call for narrower lane widths, which have been determined create a better and safer street environment for bicyclists, pedestrians, and drivers. No change is necessary.

With respect to street connectivity, the southern road connection suggested by the comment is not desirable or appropriate for the following reasons: (1) there are existing 25' and 50' LME & SDE easements that are in the location of the City-proposed southern road connection that would prevent this road from being constructed; (2) there are large existing trees within this area that serve as a major visual screen for the Project site that would need to be removed to construct such a road connection, and preservation of these trees is desirable; (3) there is a small wetland that the current vehicular circulation plan avoids, but which would be impacted by such a southern road connection; and (4) locating a road close to the existing electrical tower just south of the suggested location is not desirable. No change is necessary.

The vehicular circulation plan for the Project is included in the Development Plan. Additional stop signs, if necessary, will be determined at the time individual subdivision maps are processed. Although the Project is not subject to the referenced standards, the Conditions of Approval will be revised require stop signs to be used only where warranted per the California Manual on Uniform Traffic Control Devices.

Comment 31: **Napa Pipe Intersection Improvement Plan Memorandum** - The Napa Pipe Intersection Improvement Plan Memorandum dated July 14, 2014, prepared by Fehr and Peers shall incorporate the following comments:

- A. Page 2, the Intersection #16 (Kaiser Road/Enterprise Way) Mitigation Description shall specify what type of "peak hour left-turn restriction on the southbound approach" is to be used at this intersection.
- B. Page 2, the Intersection #17 (SR 221/Kaiser Road) Mitigation Description shall specify which turn-pocket in what direction is to be extended.

- C. Page 2, the Intersection #20 (Napa Valley Corp. Way/SR 221) Mitigation Description shall note that there is already a second left-turn lane existing for the northbound approach.
- D. Page 3, Cost Estimates shall include right-of-way acquisition costs for all intersections.
- E. Pages 4 & 6, Table 2: Opening Day Impacts, Responsibility & Costs and Table 3: Fair Share Contribution Percentages & Costs, total cost should reflect PS&E, Construction, ROW, Permits, and Environmental. Additionally, ROW costs shall be factored at \$25-\$30 per square foot.
- F. Page 4, the Project Solely (100%) Responsible Intersections shall include intersection #16 (Kaiser Rd/Enterprise Way) and #17 (SR 221 Napa-Vallejo Highway/Kaiser Rd). The Napa Pipe Transportation Analysis Sensitivity Test Memorandum dated June 28, 2013 shows that in the cumulative condition the Costco Alternative Project would result in both intersections shifting from an acceptable LOS D to an unacceptable LOS F in the AM and PM Peak Hours. This shall be reflected in Table 2: Opening Day Impacts, Responsibilities & Costs on page 4 and in Table 3: Fair Share Contribution Percentages & Costs on page 6.
- G. Page 4, Intersection 13 – SR 221 (Napa-Vallejo Highway)/Streblov Dr. shall include language stating that “should the improvement not be implemented as an “opening day” mitigation, NRP will pay an amount equivalent to the cost of design, construction, ROW, permits, etc.”
- H. Page 6, it shall be noted that the two study intersections that have no feasible means of achieving acceptable operations under the Future plus Project scenario (Intersection #31 SR 29/American Canyon Road and Intersection #34 SR 29/SR 37 Westbound Off-Ramp) shall be paying a fair share contribution to improve the Level of Service at those intersections consistent with the Napa Pipe Final EIR and Sensitivity Analysis.
- I. Page 7 Table 4: Land Use Program – Costco Alternative, the Costco Alternative Land Use mix identified in the Napa Pipe Impact Comparison – Costco Alternative/ Proposed Project Memorandum dated September 7, 2012 factored in a 282 student Elementary School, not a 500 student Elementary School. Table 4 shall be adjusted accordingly.

These comments are identical to the City comments on Exhibit C – NPIIP, and are responded to in that section above.

**City Public Works – Water & Solid Waste Division
Comments on Napa Pipe Tentative Tract Map**

City Comment:

The subject project has been reviewed by the Water Division, Solid Waste Division and Development Engineering Division must comply with the City of Napa Public Works Department Standard Specifications and the special conditions listed below.

WATER

County General Response: The Tentative Map Conditions of Approval will be revised to include the proposed City Public Works –Water & Solid Waste Division conditions as described below, but the effectiveness of these conditions will be subject to a commitment by the City to provide water service, as evidenced by a “will serve” letter or equivalent evidence of water service commitment as determined by the County Director of Public Works.

2. Prior to approval of the improvement plans, Developer shall submit the following:

A. Payments for water infrastructure improvements which are outlined as follows:

- One-time payment for Water Supply: \$900,000 based on recent purchase of State Water Project entitlements from Town of Yountville.
- Infrastructure payment: The City requires reimbursement for specific treatment, transmission and storage infrastructure that directly benefit the Project. Costs shown below are the proportional share of design and construction costs (not including City staff time) of the facility based on the Project’s demands. Reimbursement can be a one-time payment or a surcharge distributed equitably as development occurs.
 - Treatment: \$747,000 for Barwick Jamieson Treatment Plant.
 - Transmission: \$112,000 for 24-inch pipeline on Hwy 221 and \$137,000 for Dwyer Road Pump Station.
 - Storage: \$900,000 for Imola Tank and Pipeline.
- Connection Fee: contribute 50% of a water connection fee study to update fees and calculate a fee specific to the project which takes into account the payments made in item i and ii above.

Response: See General Response above.

B. A soil corrosivity report which at a minimum shall include the following corrosivity tests:

Chlorides (ASTM D4327), pH (ASTM D4972), resistivity at 100% saturation (ASTM G57), Sulfate (ASTM D4327), and REDOX Potential (ASTM D1498).

Note: corrosive soils may dictate the use of alternate materials such as polyvinylchloride C900 (PVC C900) water mains and the installation of additional corrosion protection measures on all public water infrastructure as approved by the City.

Response: See General Response above.

C. A civil improvement plan outlining water infrastructure improvements sufficient to meet City water quality, operational and fire flow standards, more specifically described as follows:

- i. Abandonment of any existing unused water service(s).
- ii. Construct approximately 5,000-feet of 12-inch water line on Devlin Road and Soscol Ferry Road to provide a looped system and second feed to the project area.
- iii. Railroad crossings and all points of connection required to supply all water infrastructure required for the project.
- iv. Elimination of public water mains within the parking lanes (i.e. place in lanes of travel).
- v. Elimination of all public water infrastructure within any privately-owned alleys, streets, et al.
- vi. Elimination of dead-ends in any part of the public water system (i.e. all potable water pipelines shall be looped and connected to a grid).
- vii. Installation of twelve-inch or eight-inch water mains in all proposed public streets along City-approved alignments.
- viii. Installation of a sufficient number of hydrants on all public water facilities at City-approved locations.
- ix. Installation of a sufficient number of water main valves at City-approved locations.
- x. Installation of a sufficient number of water quality monitoring/sampling stations at City-approved locations.
- xi. Installation of appropriately-sized potable water services (fire, commercial, residential, irrigation, etc.).
- xii. Installation of an approved backflow device for each water service connection.
- xiii. Installation of all required corrosion protection measures on all public water facilities which at a minimum, shall consist of cathodic protection (CP) test stations, anodes, bond wiring, plastic sleeves, insulating flange gaskets, grounding components, et al. with electrical conductivity that is confirmed, tested and accepted by the City of Napa.

Response: See General Response above.

- D. A letter of intent from the current railway owner outlining the commitment to establish a public water utility easement for multiple water utility crossings which at a minimum, shall include but not be limited to the following:
 - i. Width of proposed easement (twenty feet minimum);
 - ii. Size and type of proposed pipes with casings;
 - iii. Technical requirements for pipeline crossings in conformance with railway owner specifications.

Response: See General Response above.

3. Prior to activation of water mains Developer shall:

- A. Construct all public and private water improvements as shown on the approved civil plans, the City of Napa Public Works Department Standard Specifications and the special conditions listed above.

Note: all pipeline construction involving the use of directional drilling installation methods shall be constructed by City-approved directional drilling contractors.

Response: See General Response above.

- B. Ensure all cathodic protection measures are installed, tested, approved and accepted by a City-approved corrosion specialist to ensure electrical conductivity and to confirm all anodes meet the minimum electric potential requirements. All cathodic protection system(s) that fail inspection shall be removed and replaced at the Applicant's expense.

Note: cathodic protection testing shall only occur after successful completion of the water main pressure tests. Prior to acceptance, the City of Napa shall review the corrosion specialist's inspection report prior to determine whether the system has passed. Prior to final paving, the Contractor must receive City confirmation that all cathodic protection systems have passed inspection.

Response: See General Response above.

- C. Demonstrate substantial progress toward submittal of a record drawing outlining as-built conditions of the completed water system improvements (City requires electronic and bond copy formats).

Response: See General Response above.

- D. Negotiate and acquire all applicable rights (as approved by the City) to establish an appropriately sized water utility easement(s) across the Southern Pacific Railroad (SPRR) which at a minimum, shall account for construction and continuous water system operation and maintenance.

Response: See General Response above.

4 Prior to approval of the building permit(s) Developer shall:

- A. Provide the Water Division with written documentation identifying building connections and points of service. The documentation shall include APN of the parcel, street addresses associated with the parcel and the new water service account numbers specific to the addresses and/or parcels being served.

Response: See General Response above.

- B. Submit all required connection fees to the City's Development Engineering Division at 1600 First Street, Napa, 94559.

Response: See General Response above.

5. Prior to final building permit(s) sign-off Developer shall:

A. Submit any remaining meter set and/or hot-tap fees to the Water Division office, 1340 Clay Street, Napa.

Response: See General Response above.

B. Identify all water meter boxes with the appropriate street address.

Response: See General Response above.

C. Submit certification that all backflow devices have been installed and tested by an AWWA certified tester (a list of testers is provided by the City of Napa) to the City of Napa Water Division.

Response: See General Response above.

D. Record all "Private Water Easements" necessary to extend private services behind the public water meter to the properties of which they serve, as approved by the City.

Response: See General Response above.

E. Complete the water demand mitigation requirements of this project as specified by the City of Napa Water Division. The Applicant will be contacted by the City of Napa after obtaining a building permit specifying the requirements for the proposed project.

Response: See General Response above.

SOLID WASTE HANDLING

6. Submit a comprehensive solid waste handling program consistent with adopted solid waste and recycling enclosure standards as more fully described at www.cityofnapa.org/recycle. The program shall identify the various types services desired and pick-up locations.

Response: This condition will be included in the Tentative Map Conditions of Approval which may be revised to specify the timing for submittal.

Stormwater Quality

The following conditions of approval proposed by the City will be incorporated into the Conditions of Approval applicable to the Tentative Map:

7. A Post-Construction Stormwater BMP Maintenance Agreement will need to be signed, notarized, and recorded prior to Final Plan approvals. Current and future applicant will need to demonstrate how proposed Post-Construction stormwater quality bmp's will be maintained. Provide notes on the Tentative Map and Development Plans illustrating who will maintain these bmp's within private and future public dedicated areas.

8. Note that future Post-Construction development standards will be in effect January 1, 2015. These standards will require current and future phases of development to incorporate Low Impact Development (LID) requirements with specific bio-retention design measures for treatment.
9. The New BASMAA Post-Construction Manual shall be used for this project to meet State and local stormwater quality requirements. A copy of the manual may be downloaded at <http://www.basmaa.org/BoardandCommittees/PhaseII.aspx>(scroll down to “Projects and Programs).
10. Project applicant will submit a revised SRMP report with the applicable construction documents to incorporate the stormwater quality requirements as described in the BASMAA Post-Construction Manual, latest edition, as stated above.
11. Construction documents submitted for proposed vegetated swales will reflect a design that reflect the requirements of the BASMAA Post-Construction Manual, latest edition.
12. Construction documents for future street improvements along Kaiser Road and “Street A” shall incorporate features so that all new impervious runoff associated with those streets are treated for stormwater quality.
13. In the event this project is phased, all stormdrain facilities along with stormwater quality post bmp’s will need to be installed for each phase and work independently of one another.

II. Responses to Get a Grip on Growth Comments

Flood Protection:

We still find some very conflicting and confusing information in the reports and plans submitted for your review.

Comment: The development plan has one diagram representing a seawall from the Bridge crane to the Gantry crane that spans the drydocks. Yet another part of the development plan clearly states that the large doors for the two flooded drydocks will be permanently fixed in an open position. And only one drydock that will become a sunken theater will have the perimeter walls raised by 5'.

Response: Exhibit 'A' to the comment letter calls for a seawall from the Bridge Crane to the Gantry Crane. This is accurate; the existing seawall remains and will run along that extent. The text explanation on Exhibit 'B' is also accurate; the large doors for the two dry docks are existing and will remain open (doors opening inwards). To clarify, the seawall will grow vertically (5'-0") in the areas that have been filled (north and south of the 2 open dry docks). At the southernmost dry dock, where the sunken theater is located, the existing seawall height will increase 5'-0".

Comment: Page 5 of the staff report that defines Grading states "the majority of the site will be raised by approximately 5 feet. The exceptions are the railroad right-of-way, shoreline. Community park P6, and the existing wetlands which will maintain existing elevations."

Response: The comment is accurate. Limited portions of the site (railroad right-of-way, park P6, and existing wetlands) may receive a small amount of inundation. However, these areas do not include buildings or vehicular ways.

Comment: As I read these sentences, there will be no seawall south of the Gantry crane. And why is the southern flood gate positioned in the middle of a wetland that may flood?

Response: The comment is correct that there is no seawall south of the Gantry Crane. However, there is a bank that runs south of the Gantry Crane and a buffer between the bank and the site improvements, which will be at or above the 100-year floodplain elevation. The southern flood gate is positioned in a location south of the most southern proposed crossing. It is located just north of the mapped wetlands, and not in the middle of the wetlands.

Comment: How is this project REALLY being protected from potential flooding?

Response: The vast majority of the Project site would be filled to above the 100-year floodplain, plus an additional 3 feet to account for future sea level rise. All buildings and roads would be above and beyond the 100-year floodplain as required by the County. Small portions of park areas may receive a small amount of flooding during the 100-year event. However, the surrounding building and road areas would not receive any water as they are would be higher in elevation.

Access:

Comment: The primary access into Napa Pipe is planned to be on Kaiser road – which is not a public road. Written agreements/easements with Syar Industry do not exist. Shouldn't we have more clarity on this critical component?

Response: The Project site has existing easements over the Syar Industry property. Documentation of sufficient agreements and easements with Syar Industry will be required as conditions of approval to construction of Phase 2 of the Project.

Affordable Housing:

Affordable Housing is one of the key elements of this project. We were encouraged when the MOU outlined the amount and phasing of these units.

Comment: Earlier versions of the Development Plan had identified affordable housing blocks scattered throughout the residential sections. The new plan has identified two side by side. Does this meet your definition of integration and appropriate placement?

Response: The County considers that this placement is appropriate and provides sufficient integration. Due to the carefully controlled scale of the blocks and streets, as well as the pedestrian oriented nature of the neighborhood, no block within the Project site could really be considered separate, dis-integrated, or without easy access to all public amenities. It should be understood, however, that the decision to locate the two affordable housing sites (blocks 17 and 19) where they are, was made in an effort to better integrate them into the neighborhood. Within the proposed pedestrian fabric, the two blocks were identified as being adequately scaled in order to ensure their economic viability. These sites face each other across what should be considered one of the Project's most iconic streets - with the existing, enormous bridge crane running down its length. The integration of the affordable housing sites in the manner is not merely one of geography and location, but is one of embedding the affordable housing sites' presence into the understanding and iconography of the neighborhood.

Comment: It is important to have these units built – not just identified on a diagram. Page 3 of the Development Agreement summary (last sentence in 1st paragraph) states “NRP cannot proceed with vertical development in a subsequent phase unless it has prepared the site, the County has approved an initial financing plan ... and the County and housing developer have entered into a conveyance agreement.

Response: The conveyance to a Qualified Housing Developer will occur upon the Qualified Housing Developer having a final financing plan and accordingly being ready to commence construction, which are among the mandatory minimum requirements for a conveyance agreement as set forth in the Development Agreement Exhibit B – Affordable Housing Plan.

Open Space & Public Benefits:

Very pleased to see that various community facilities will be constructed at landowner's sole cost and expense.

Comment: as referenced above, some of these public spaces don't appear to be protected from potential flooding. It will be homeowner's who ultimately bear the burden of maintenance of these public spaces. Is this a sustainable model?

Response: All buildings and roads would be built above and beyond the floodplain. Areas along the shoreline, wetlands and very limited park areas may receive some flooding during a 100-year event. In the event of a large 100-year storm event and some minor flooding in the limited public areas that would remain within the 100-year floodplain, it is anticipated these areas may encounter saturated grass and inundated walkways. Maintenance of these areas after a large, infrequent flood event would be minor.

Comment: The 1000's of people living at Napa Pipe should not depend solely on Kennedy Park for their recreation – yet almost all of the interior park space is linear bisected by walking and/or biking paths. Where do children really play? Or families have celebrations? Maybe some of the 8 acre farm parcel could be used for recreation.

Response: An overarching goal for the Napa Pipe plan is for it to become a great neighborhood—one that is welcoming to, and comfortable for, the broadest range of people and households. Multi-generational activities and gatherings could occur in any of the proposed parks. These large and small open spaces would be connected by either pedestrian-friendly streets, sidewalks and/or bicycle paths, forming an extensive open space system. They would offer a wide range of opportunities, both active and passive including: playgrounds, swimming pools, water features, community gardens, overlooks, trails, community table, event space, picnic areas, and plazas.

Comments: The access to Kennedy Park is now well defined on various diagrams. But, after all the years you have been planning Napa Pipe, there is yet to be written agreement with the railroad regarding their right-of-way or written agreements/easements with Syar Industries.

Response: The Landowner has various existing rights and easements related to railroad crossing and the Syar Industries property. See response above. Constructing the railroad crossing is a condition to development proceeding in Phase 2 of the Project, so there is no risk that development would occur without sufficient property rights for all proposed crossings of the SPRR line being obtained. The comment regarding written agreements/easements with Syar Industries is similar to the commenter's prior comment regarding access. Please see the response to that comment above.

Comment: The long winding park to the East of the railroad tracks (P5) will be constructed in phase 2 but the pedestrian/bike rail crossing is only constructed in phase 4. What happens if phase 4 is delayed? As the largest park in the project why should the homeowners be responsible for maintenance of a park they cannot access?

Response: Under the Phasing Plan, the pedestrian/bicycle rail crossing would be constructed in conjunction with Park P7, which would be constructed concurrent with substantial completion of Park P5. Park P5 is proposed with the first adjacent residential construction on P17, 19 and 21. The responsible owners association will maintain all private infrastructure, including roadways, open space and park improvements.

III. Responses to Friends of the Napa River Comments (Oct. 11, 2014)

Orientation to the River

Comment: FONR encourages the Napa Pipe Project to provide a truly exciting, imaginative and publicly accessible riverfront. Realistic and ecologically sensitive solutions can and ought to be incorporated with adherence to "Living River Principles" as have been done successfully along other riverfront reaches of the Napa River.

Response: The Development Plan provides an imaginative and publicly accessible riverfront. It is not clear precisely what comprise the "Living River Principles" referred to in the comment, but the Project applicant supports the development of the Project in a manner similar to other active riverfront areas along the Napa River.

Public Access

Comment: Though the Development Plan (Plan) anticipates commendable sections of shared pedestrian and bicycle trails at 12' and 14' width in places, there remain too many disconnections hindering understandable, safe and attractive circulation routes. Should be made to the 10' minimum wide rule of the conditions for approval of the Tentative Map to require all through connections be completed as shared pathways.

Response: Refer to Development Plan Figure V.1.c The Bike/Pedestrian Trail Circulation Plan which identifies a connected, undisrupted bike and pedestrian shared trail system. Also refer to Figure V.2a Road and Street Standards exhibit and the relevant sections that further illustrate the shared trails condition.

Comment: The Costco warehouse and service station sites provide no clear understanding (indeed, no plans) on just how the principal shared pathways will be connected through or around. FONR is concerned that cross traffic patterns at multiple driveways and parking lots put pedestrian and bicyclists in the way of automobile and truck traffic.

Response: The Project would provide sidewalks ranging from 5 to 12 feet in width on all of the Project's primary local streets. Shared driveways that serve carriage house units and their garages will not have sidewalks. In addition, sidewalks and pathways would be provided through open space areas of the project. The project would also construct a new roadway between the project's southern edge and Anselmo Court, which would include two 9 feet wide sidewalks. (2009 DEIR, pp. 4.3-65 through 4.3-66.) The EIR did not identify any impacts related to conflicts between automobile traffic and truck traffic in the vicinity of the Costco warehouse and service station. The only area in the Project site for which the EIR concluded a potential conflict between traffic and bicyclists and pedestrians could arise is in the area around the public promenade. The DEIR identifies this potential impact and provides mitigation to address it.

Impact TRA-16: The design of the public promenade along the waterfront portion of the Napa Pipe project may present a situation with high levels of pedestrian and bicycle conflicts. This would be a significant impact. (2009 DEIR, p. 4.3-66)

Mitigation Measure TRA-16: The design shall minimize these conflicts through means such as channelizing pedestrians to discrete crossing points of the trail, widening the trail through areas where higher pedestrian

volumes are expected, and where necessary, separating pedestrian and bicycle travel. (See 2009 DEIR, P. 4.3-66, as revised at FEIR, p. 3-54)

As noted in the CEQA Findings adopted by the County on June 4, 2013, the pedestrian and bicycle conflicts experienced in the public promenade would occur due to the sporadic nature of travel in a public plaza. Bicycle and pedestrian travel on the pathways will be directional in nature and capacity constraints are not anticipated. The adoption of the mitigation measure above, the impact due to pedestrian and bicycle conflicts on the public promenade would be reduced to a less than significant level.

Comment: Full access for pedestrians and bicyclists needs to be made into the adjacent corporate park destinations to the east.

Response: Refer to Sections A and B (figures V.2.c & V.2.d) of the Development plan. These illustrate how the design will provide a 14' wide shared bike/pedestrian zone on the north side of the street connecting to the Corporate Park to the east of the site.

Comment: There seems to be no plan to bring shared pathway routes into and through the Farm site as an attractive destination (and as an alternative to travel alongside heavily motorized routes serving Costco traffic).

Response: The farm site will be private. Therefore, no connections will be required through the farm site, but a shared bike/pedestrian trail is planned adjacent to the farm on the west and south sides.

Comment: Providing connection north into Kennedy Park is commendable. FONR is still concerned about this becoming an unattractive chain-link fence enclosed 'dog-run'.

Response: This trail segment will not be enclosed, it is intended to be open at the ends. The mechanical gates and fence exist as a public safety requirement to allow Syar truck access across the trail and rail road.

Comment: No plan (in cross section, at least) is provided on how shared pathway users will get across the bridge needed to connect the Napa Pipe sites south to Anselmo Court. What provisions are there to ensure safe and sensible crossing on the bridge for Vine Trail and Bay Trail users? Related plan documents seem to suggest that this bridge is intended for motorized traffic only. Shared traffic will need to cross.

Response: Refer to section K (Figure V.2.p) of the Development Plan. It identifies 14' of shared bicycle and walking path across the bridge.

Comment: FONR agrees and concurs with statements by the Napa County Park and Open Space District and the San Francisco Bay Trail organization that the County of Napa "require the construction of the co-aligned Bay Trail and River Trail in the earliest phase of construction at the former Napa Pipe property."

Response: The phasing of open space improvements, including trail improvements, is covered by the Development Agreement Exhibit D – Phasing Plan.

Comment: Access to and along the Napa Pipe riverfront seems to be somewhat disjointed. The plan for Shoreline park P6 (containing a pavilion destination) shows no access for bicycle or ADA needs.

Response: Refer to Development Plan Figure V.1.c The Bike/Pedestrian Trail Circulation Plan which identifies a connected, undisrupted bike and pedestrian shared trail system along the Napa River. A ramp will be provided in P6 to allow ADA access.

Comment: FONR concurs with the City of Napa Police Department comments that access to public parks and connected trails throughout the Napa Pipe Project site be improved for safe public uses and be built to attract a broader range of users as destinations.

Response: Comment noted. The Project applicant has responded separately to the City of Napa Police Department's March 4, 2014, comment memorandum.

Governance for Public Infrastructure/Parks and Open Space

Comment: As stated in previous comments we find that sole reliance on a homeowners association for administration, maintenance and upkeep of public realm amenities is questionable and risky. Homeowners associations in the Bay Area tend to shirk and neglect over time, and even lock out public access to their private commons.

- Parks, trails and wetlands ought to be conveyed to public agency ownership,
- Complex amenities that require sophisticated and timely attention (such as the bladder dam or hydraulically positioned barriers for flood control) need to be managed by a responsible agency,
- It will be in the best public interest to have legal agreements between a funded public agency and the homeowners association with detail [sic] responsibilities addressing all publicly accessible amenities. This has been done successfully in other Bay Area municipalities.

Response: Comment noted. The Development Agreement provides for reviews of governance documents and budgets, including maintenance budgets. Further, the Local Agency will be a third party beneficiary with certain enforcement and self-help rights with respect to maintenance obligations of the responsible owners association.

Safe access

Comment: In the event of flooding (e.g., homeowners association failed to close the flood barriers in time) only two or three ways in or out of the riverfront residential and commercial island is extremely problematic. This emergency access needs to be examined closely, particularly where senior citizens and hotel guests are expected to find safe and quick exit. The requests submitted by the City of Napa Police Department and other responding agencies must be memorialized in conditions of approval.

Response: Safe and appropriate emergency access routes have been designed and included in the Development Plan, in accordance with Fire Department standards. City of Napa Police Department comment letters were

received in 2013 and again on March 4 2014. The Police Department comments are outdated, as the Police Department's concerns have been responded to in subsequent revisions to the Development Plan. It would be inappropriate to memorialize the Police Department's outdated concerns regarding a prior draft of the Development Plan as conditions of approval.