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Agenda Date: 10/15/2014

Agenda Placement: 9A

Napa County Planning Commission Board Agenda Letter

TO: Napa County Planning Commission

FROM: Charlene Gallina for David Morrison - Director
Planning, Building and Environmental Services

REPORT BY: Sean Trippi, Principal Planner - 299-1353

SUBJECT: Napa Pipe Project

RECOMMENDATION

NAPA PIPE PROJECT: CEQA FINDINGS AND RECOMMENDATION TO BOARD OF SUPERVISORS TO ADOPT THE DEVELOPMENT PLAN, DEVELOPMENT AGREEMENT, AND TENTATIVE MAP

CEQA Status: A Final Environmental Impact Report (EIR) was prepared for the Napa Pipe Project and certified by the Board of Supervisors on January 14, 2013. An Initial Study/Addendum (Addendum) to the County's EIR was prepared by the City of Napa and adopted by the City of Napa City Council on July 22, 2014, concluding that the County's EIR for the Napa Pipe Project adequately identified and analyzed the potential environmental effects of the City providing municipal services to and potential annexation of the Napa Pipe Project site. Prior to taking action to recommend Board of Supervisors adoption of ordinances and resolutions regarding the actions requested below, the Planning Commission will make recommended CEQA findings to document the reasons why the County has determined that the EIR and Addendum provide coverage for the proposed actions and that additional environmental review, in the form of a subsequent or supplemental EIR, is unnecessary prior to approval of the Development Agreement, Development Plan, Design Guidelines, and Tentative Map.

Request: That the Planning Commission recommend to the Board of Supervisors approval a Development Agreement, a Development Plan, Design Guidelines and a Tentative Map associated with development of the following ("the Napa Pipe Project"): (1) 700 dwelling units (up to 945 units with State required density bonus); (2) a 150-unit continuing care retirement center for seniors; (3) 40,000 square feet of neighborhood serving retail uses; (4) 10,000 square feet of office; (5) a 150-room hotel with supporting uses, (6) a 154,000 square foot membership warehouse store (such as a Costco) with a gas station; (7) publicly accessible and privately-maintained parks and open space; (8) community facilities/farm; (9) publicly accessible and privately-maintained roads; and (10) infrastructure. The Tentative Map would subdivide the site into 70 lots. The Development Agreement also vests development rights on portions of the site east of the railroad tracks zoned I:AC for 90,000 sf. ft. of office and 75,000 sf. ft. of light industrial, R&D and warehouse uses, but provides that development shall be subject to subsequent discretionary approvals, if applicable, by the local agency including all applicable laws and regulations that are in effect at the time of issuance of applicable building permits. The Napa Pipe Project is proposed on a 154 acre site located at 1025 Kaiser Road, Napa, approximately ¼ mile west of State Highway 121 and ¼ mile north of State

Highway 29 (APN's: 046-400-030 & 046-412-005). The Napa River adjoins the west side of the site. The site is bisected by railroad tracks running north-south.

Staff Recommendation: Conduct a public hearing and (1) recommend that the Board of Supervisors make findings pursuant to CEQA, including adoption of a mitigation monitoring and reporting program (2) recommend that the Board of Supervisors adopt an ordinance approving the Development Agreement (3) recommend that the Board of Supervisors adopt an ordinance approving the Development Plan ; and (4) recommend that the Board of Supervisors adopt a resolution approving the Tentative Map.

Staff Contact: Larry Florin, 253-4621 or larry.florin@countyofnapa.org or Sean Trippi, 299-1353 or sean.trippi@countyofnapa.org

Applicant Contact: Keith Rogal, Napa Redevelopment Partners, (707) 252-7000

EXECUTIVE SUMMARY

Napa Redevelopment Partners, LLC, has submitted a Development Plan for the proposed mixed-use development on the 63 acre western portion of the site and a membership warehouse store (i.e. a Costco) on approximately 17 acres on the eastern portion of the site. The Development Plan will guide development of the Napa Pipe project site. The Development Plan provides a detailed site plan with associated land uses and improvements of the public realm (open space, streets, etc.) and works in conjunction with the Design Guidelines, which establish the look and character of the buildings within the project area.

Associated with the Development Plan is the tentative subdivision map establishing the block pattern, roads, open space parcels and utilities. The tentative map will implement the Development Plan and initial division of the site into development blocks and street segments in compliance with the Subdivision Map Act, and in addition to infrastructure improvement plans and improvement agreements, will be a vehicle to ensure implementation of the mitigation measures and other conditions of approval. The Development Plan and Design Guidelines have been prepared and submitted in accordance with Section 18.66.030 of the Zoning Ordinance.

A Development Agreement between the County and the Developer has been prepared which memorializes the rights, obligations, and contractual matters by establishing the terms and conditions for development of the site, including phasing, installation of infrastructure, housing requirements, fees, financing, approval processes and procedures. The proposed Development Agreement is a statutory development agreement as authorized by state law (Govt. Code Section 65864 et seq.). The purpose of the Development Agreement is to provide Napa Redevelopment Partners, LLC ("NRP") with a vested right to development of the Project for a period of years in accordance with the applicable laws and entitlements in effect at the time of Project approval in exchange for NRP's agreement to provide a package of public benefits in excess of that which could have been required under applicable laws.

FISCAL IMPACT

Is there a Fiscal Impact? No

ENVIRONMENTAL IMPACT

A Final Environmental Impact Report (EIR) was prepared for the Napa Pipe Project and certified by the Board of Supervisors on January 14, 2013. An Initial Study/Addendum (Addendum) to the County's EIR was prepared by the City of Napa and adopted by the City of Napa City Council on July 22, 2014, concluding that the County's EIR for the Napa Pipe Project adequately identified and analyzed the potential environmental effects of the City providing municipal services to and potential annexation of the Napa Pipe Project site. Prior to taking action to recommend Board of Supervisors adoption of ordinances and resolutions regarding the actions requested below, the Planning Commission will make recommended CEQA findings to document the reasons why the County has determined that the EIR and Addendum provide coverage for the proposed actions and that additional environmental review, in the form of a subsequent or supplemental EIR, is unnecessary prior to Board approval of the Development Agreement, Development Plan, Design Guidelines, and Tentative Map.

BACKGROUND AND DISCUSSION

On June 4, 2013 the Board of Supervisors adopted a General Plan amendment which re-designated 135 acres of the 154 acre brownfield Napa Pipe Property from "Study Area" to "Napa Pipe Mixed Use." The General Plan amendment also described the uses and intensities allowed in the new land use designation. Approximately 19 acres remained designated "Study Area."

In conjunction with this action, the Board rezoned a portion of the Project site and created the Napa Pipe Zoning District. The site consists of two parcels, separated by a railroad right-of-way. The parcel on the west is 63 acres and identified as APN 046-412-005. The parcel on the east is 91 acres and identified as APN 046-400-030.

The zoning ordinance permits phased construction of a new mixed-use neighborhood which would include publicly-accessible open space and a combination of residential, neighborhood-serving retail, a hotel, and office space uses on the 63-acre portion of the site that lies between the Napa River and the railroad tracks. In addition, rezoning of approximately 17.5 acres east of the railroad tracks permits construction of a membership warehouse store (such as a Costco), associated surface parking and a gas station. Most of the 91-acre parcel east of the railroad tracks and adjacent to the Napa Valley Corporate Park retained its existing Industrial zoning. Some of this area would be used for project-related open space and roadways, and a community farm. Development on the 91-acre parcel could ultimately include up to 75,000 square feet of warehousing/distribution/R&D uses and 90,000 square feet of office uses, excluding the area designated "Study Area." While maximum build-out under the zoning would permit more square footage, 165,000 sq. ft. was memorialized in the General Plan amendment, essentially "capping" the site's development. The entire site retains its existing Airport Compatibility (:AC) overlay zoning, and all development would be required to be compatible with the County's Airport Land Use Compatibility Plan.

The Project would, among other things:

- | Address a significant portion of the County's State-mandated Regional Housing Needs Allocation (RHNA) requirements for three housing cycles;
- | Make sure that the pace of growth is measured, and that potentially significant environmental impacts are mitigated to the maximum extent feasible;
- | Reduce pressure for residential development on agricultural lands, and direct growth to already urbanized areas;
- | Provide a location for moderately priced and affordable housing that is protective of agriculture and existing neighborhoods;
- | Provide a location for a variety of housing types where sufficient densities can support transit services and development of pedestrian and bicycle facilities;
- | Provide workforce housing and housing appropriate for a variety of Napa County residents;
- | Facilitate remediation of an underutilized industrial site, addressing soil contamination, improving water

quality, and restoring wetlands;

- | Ensure significant ongoing public benefits from site re-use, including river-front access, regional trail connection, and publicly accessible open space;
- | Ensure short and long term fiscal benefits for the City and County; and,
- | Enable a healthy, “walkable” neighborhood, with a focus on energy and water conservation, reducing green house gas emissions, and alternatives to the private automobile.

The effect of the June 4, 2013, General Plan Amendment and Zoning Ordinance was to allow the Napa Pipe Project, subject to further approvals and various conditions including but not limited to a Development Plan, Design Guidelines and a Development Agreement. This Project would contain the following project elements:

- | Remediation of the entire 154-acre site in compliance with a clean-up plan approved by the Regional Water Quality Control Board (RWQCB);
- | Grading of the entire 154-acre site and filling to raise the elevation of the 63-acre waterfront site, approximately 17.5 acres of the site for the membership warehouse store, and the major access roads on the 91-acre parcel ;
- | 17.5 acres dedicated for a 154,000 square foot membership warehouse store (such as a Costco) and a gas station;
- | Development of approximately 700 dwelling units at densities of 20 dwelling units per acre or up to 945 dwelling units if a State mandated density bonus is obtained;
- | Construction of a 150-unit Continuing Care Retirement complex with 225 beds that would provide independent living for seniors;
- | Construction of new roads, sidewalks and other infrastructure plus approximately 34 acres of new parks, open spaces and wetlands including a new segment of the Napa River trail that would connect to the regional pedestrian/bicycle trail system and to Kennedy Park;;
- | Development of community facilities encompassing a total of 15,600 square feet, potentially including a boat house, café/visitor pavilion, and drydock theater;
- | Development of a 150 room hotel with with associated uses, such as meeting space and spa;
- | Development of up to approximately 10,000 square feet of office space; and
- | Construction of a roundabout or signal at the intersection of Anselmo Court and Napa Valley Corporate Drive and bridge connecting the site to Anselmo Court to serve as the southern entrance to the site.

Development Agreement

The proposed Development Agreement is a statutory development agreement as authorized by state law (Govt. Code Section 65864 et seq.). The purpose of the Development Agreement is to provide Napa Redevelopment Partners, LLC (“NRP”) with a vested right to development of the Project for a period of years in accordance with the applicable laws and entitlements in effect at the time of Project approval in exchange for NRP’s agreement to provide a package of public benefits in excess of that which could have been required under applicable laws.

A summary of the Development Agreement is attached to this report as Exhibit A. The Development Agreement can be accessed on the Napa County web site at <http://www.countyofnapa.org/NapaPipe/>.

Development Plan/Tentative Map

Napa Redevelopment Partners, LLC, has submitted a Development Plan for the proposed mixed-use development on the 63 acre western portion of the site and the membership warehouse store on part of the eastern portion of the site. The Development Plan is one of the documents, mentioned above, that will guide development of the Napa Pipe project site. The Development Plan provides a detailed site plan with associated land uses and improvements of the public realm (open space, streets, etc.) and works in conjunction with the

Design Guidelines which establish the look and character of the buildings within the project area.

Associated with the Development Plan is the tentative subdivision map establishing the block pattern, roads, open space parcels and utilities. The tentative map will implement the Development Plan and initial division of the site in compliance with the Subdivision Map Act, and in addition to infrastructure improvement plans and improvement agreements will be a vehicle to ensure implementation of the mitigation measures and other conditions of approval.

Land Use Plan/Site Plan - The land use plan/site plan contained within the Development Plan shows the pattern of development proposed on the site. West of the railroad right-of-way is predominantly a mixed-use neighborhood with development areas or "blocks" designated for residential uses including blocks designated for affordable housing, up to 40,000 sq. ft. of ground floor commercial uses (15,000 sq. ft. of restaurant floor area and 25,000 sq. ft. of retail floor area) with residential uses above, a block designated for a continuing care retirement center, and blocks designated for a hotel and office development.

The east side of the railroad right-of-way includes approximately 17 acres designated for a 154,000 sq. ft. membership warehouse use (such as a Costco) and a gasoline station, and approximately 3.5 acres for a community farm. As noted above, 165,000 sq. ft. (90,000 sq. ft. of office and 75,000 sq. ft. of light industrial, R&D and warehouse uses) would be allowed on the remainder of the eastern portion of the property that is zoned I:AC subject to subsequent review and approval, with the exception of approximately 19 acres that is un-programmed, and would remain designated "Study Area" and zoned for industrial uses and would be available for a range of potential future uses.

Approximately 34 acres of publicly accessible parks, open space and trails are proposed on both sides of the railroad right-of-way.

The Block layout is shown on page 5 of the Development Plan with a more detailed written description of the uses summarized above on page 7.

Grading - The majority of the site will be raised by approximately five-feet, including the blocks, streets, and most park area/open space areas. The exceptions are the railroad right-of-way, shoreline, the community park (P6), and the existing wetlands, which will all maintain existing elevations. Roads and building pad elevations are approximately 12 to 13 feet above mean sea level, respectively. finished floor elevations will be approximately 13' to 13.5' above mean sea level. The applicant proposes to construct floodgates within the railroad corridor to maintain unobstructed emergency access to the west side of the railroad tracks. The floodgates would span across the tracks. A feasibility study dated June 25, 2014, was prepared to assess the various types of flood barriers. The report was prepared on behalf of the Napa County Flood and Water Conservation District (Flood District). Flood District concurs with the conclusions of the report that there are six viable options. The final planning, design and construction of the floodgates will be subject to review and approval by the Flood district, including obtaining all necessary regulatory approvals, including approval by the Public Utilities Commission. The Flood District would accept the dedication of the floodgates and would be reimbursed by the applicant for the costs of maintaining and operating the floodgates.

The grading plans and improvement drawings include the location of infrastructure for potable and reclaimed water, sanitary sewer, and storm drainage. The intent is that potable water will be provided by the City of Napa and sanitary sewer services and reclaimed water will be provided by the Napa Sanitation District. All utility lines will be accessible to and maintained by the respective agencies.

Access/circulation - Primary access to the site would be provided from an extension of Kaiser Road on the northern boundary of the site and a connection to Anselmo Court at the southern end of the site. Two primary streets connecting to the Kaiser Road extension would run north-south through the site. One would run along the

eastern boundary of the site and the other would run through the approximate center of the mix-use neighborhood within the project site. Both roadways would ultimately connect to Anselmo Court. Secondary streets would provide access to the residential and commercial blocks on the project site. All streets would be privately constructed and maintained. Most streets include two vehicular lanes (one lane in each direction) and on-street parking on one or both sides of the street. The street hierarchy is shown on page 16 of the Development Plan with pedestrian and bicycle paths shown on page 17. Typical street cross sections for each street type is illustrated in the Development Plan starting on page 19. Intersections have been designed to accommodate fire engine maneuvers by providing a flush curb in conjunction with a different colored/textured sidewalk to allow emergency vehicles to drive in this area. Pedestrian and bicycle access is proposed through the site with a connection to Kennedy Park.

The proposed project would reduce the number of railroad crossings of UPRR tracks on-site from the five private, unprotected at-grade crossings to three new private, protected at-grade crossings. The applicant has proposed that the new crossings would include safety gates, railroad crossing signals and grade changes to improve safety and ensure compliance with applicable safety standards.

Parking - The Napa Pipe Zoning Ordinance establishes parking requirements for uses within the Napa Pipe Districts including the number of spaces required for each use and that all required parking be provided off-street except for residential guest parking which is permitted on-street. The Napa Pipe Zoning Ordinance also allows for exceptions to the location of parking spaces in accordance with an approved Development Plan.

The proposal includes a request to allow or count more on-street parking than would otherwise be allowed by Code. For the residential blocks the required amount of parking for the residents would be provided both off-street and on-street. The required guest parking would be provided on the streets directly adjacent to the residential block.

Similarly, parking for retail or commercial uses could count towards its parking supply the on-street parking stalls directly adjacent to the parcel. Parking for patrons would be on the street, with any unmet balance provided on site. Those spaces would be marked as guest parking. If the number of required patron spaces is less than the number of available on-street spaces, the balance may be used for employee parking. The mixed use area around the drydocks would have parking for business patrons and residential guests provided on street; employee parking would be provided off-street. On-street parking for patrons could be up to a 1/4-mile walking distance from the drydock area. At the completion of each phase, a parking survey will be conducted to assess the existing parking demands and include any corrective measures. Subsequent phases of development could not proceed until any parking deficiencies are corrected.

Publicly Accessible Parks, Open Space, and Facilities - The project includes multiple types of parks and open spaces. On the west side of the railroad tracks 20.7 acres are be devoted to these uses. On the east side of the railroad tracks, up to 13.7 acres are be committed to these uses, which includes a community farm of approximately 3.5 acres. The open spaces shown in the Development Plan provide a combination of semi-public and fully-public amenities. These amenities are designed to primarily serve the residents of the immediate neighborhood and also residents who do not live in the neighborhood. For instance, the boat docks would provide public access to the water and the proposed improvements around the drydocks include restrooms, restaurant/bar and an amphitheater.

Subdivision - The tentative map includes subdividing the property into 70 lots. There are 22 lots proposed for residential development including mixed-use lots for neighborhood serving commercial use and the area around the drydock. These lots range in size from about 3/4 of an acre to a little over 1.5 acres. The lot including the drydocks is 3.5 acres. Four lots are designated for non-residential development including two lots for office uses, both a little under one acre, and a 3 acre lot for the hotel on the west side of the railroad tracks and a 16 acre lot for the membership warehouse use and gasoline station on the east side of the tracks. The four remaining non-

residential lots on the east side of the tracks, that are not within the Napa Pipe Zoning District, are 5.3 acres (Lot A), 14 acres (Lots B1 & B2 which are bisected by the existing wetland), and 31.5 acres (Lot G). There are 12 lots designated for parks and open space areas ranging in size from just under 1/2 an acre up to approximately 13 acres and 28 lots that would comprise the private streets in the development area.

Updated Geotechnical Analysis

The applicant submitted an updated geotechnical analysis of the project site related to seismic issues resulting from the recent earthquake. The memorandum from Berlogar, Stevens & Associates, dated September 26, 2014 is attached. The memo noted two breaks in old water lines on the property and minor widening of existing cracks in the asphalt. The memo also referred to a previous analysis from 2010 (Attached to the memo) that indicated that no special geotechnical measures for seismic hazards were necessary. The 2010 report did however, recommend that a design-level geotechnical investigation is performed and the recommendations thereof are incorporated into the project design. The requirement for a subsequent geotechnical report is included as a condition of approval by the Engineering Services Division.

Design Guidelines

The Napa Pipe-related Zoning Ordinance and General Plan amendment adopted by the Board of Supervisors in June 2013 required development of design guidelines before development can occur on portions of the Napa Pipe site within the Napa Pipe zoning districts. County and City officials have developed design guidelines that can serve as a regulatory tool, (e.g. "form based code") ensuring that the quality and form of development are consistent with both jurisdictions' expectations even if the current developer sells the site to other builders in the future.

SiteLab, a consultant to the County of Napa, has prepared draft design guidelines for the Napa Pipe project. These design guidelines, and the form based code that is included in them are intended to provide guidance to staff on future applications that are submitted for development. On February 6, 2014, a joint session with both the Napa County and Napa City Planning Commissions was held. At that meeting, it was determined that each of the Planning Commissions would hold study sessions on the proposed guidelines and then get back together to recommend changes to the guidelines. At subsequent meetings, the County Planning Commission discussed organizational structure for the guidelines, developed a common understanding of the terminology and function of various elements of the guidelines, the review process for future development, the range and appropriateness of the architectural styles.

A subsequent separate meeting will be held to deliberate on and ultimately forward a recommendation regarding the Design Guidelines to the Board of Supervisors.

SUPPORTING DOCUMENTS

- A . Development Agreement Summary Report
- B . CEQA Findings
- C . Development Agreement Ordinance
- D . Development Plan Ordinance
- E . Tentative Map Resolution
- F . Review Agency Comments
- G . July 17, 2014 Flood District Memo & Floodgate Feasibility Report

H . July 8, 2014 Bay Trail Memo

I . September 26, 2014 Geotechnical Memo

J . Graphics

Napa County Planning Commission: Approve

Reviewed By: Charlene Gallina