



Roseland Village Neighborhood Center

Proposal Statement – PDP Application PLP 16-0058– County of Sonoma PRMD

Date: April 17, 2017
Project: Roseland Village Neighborhood Center
Location: 665 and 883 Sebastopol Road, Santa Rosa
Land Owner: SC Community Development Commission and Gee Family Trust
Applicant/Master Developer: MidPen Housing

BACKGROUND: Beginning in 2005 through a series of community meetings, a vision was created for the future of the Sebastopol Road Corridor. Part of this vision was for the development of a neighborhood center, or “community commons” with neighborhood serving and residential uses at the former Roseland Village shopping center site at the intersection of Sebastopol Road and West Avenue, Santa Rosa. In 2007, the Sebastopol Road Urban Vision Plan (“Vision Plan”), which reflected the community vision developed during these meetings, was adopted by both the City of Santa Rosa (“City”) and the County of Sonoma (“County”). The City and County then adopted revisions to their General Plans and zoning code to enable implementation of the Vision Plan.

During the spring of 2011, the Sonoma County Community Development Commission (“CDC”) purchased the western portion of the Roseland Village shopping center (665 Sebastopol Road, Santa Rosa, APN 125-111- 037) to implement the vision for redevelopment of that site (“CDC Parcel”). The CDC Parcel is recognized as an opportunity site that can catalyze the attainment of neighborhood and area-wide goals in economic diversification and opportunity, sustainable and affordable housing, job creation and educational achievement, mobility and Greenhouse Gas (GHG) reduction, and cultural and artistic expression.

Site Aerial Photo



Subsequent to purchase, the CDC has been actively engaged in remediation and cleanup of the CDC Parcel. Beginning in 2014, the CDC initiated demolition of the vacant warehouse, bowling alley, grocery store, and gas station previously located on the CDC Parcel. In fall 2014, the CDC convened a project task group to help conduct the community engagement process for the planning and redevelopment of the property. With the assistance of the task group, the CDC continued its series of community forums to allow community members to contribute to the plans for the interim and permanent redevelopment of the CDC Parcel.

In the spring of 2015, the CDC issued a request for proposals for a master developer to complete the development of the CDC Parcel. MidPen Housing ("MidPen") was selected by the CDC and approved by the County Board of Supervisors in January 2016. The community goals underlying MidPen's development proposal at RFP selection where:

- Provide a mix of homes designed for a diverse cross-section of the Roseland community
- Create a vibrant market-hall and business incubator for local restaurant and food enterprise
- Deliver a public plaza that serves as Roseland's community hub
- Develop a multi-use building which accommodates a neighborhood library and other community serving programs
- Support the revitalization of Sebastopol Road and Joe Rodota Trail linkages to regional transit, employment, and recreational centers

Since then, MidPen and the CDC have undertaken planning for development of the Property, with the intention of implementing the Roseland community's vision reflected in the Vision Plan. In April 2016, MidPen moved forward with a joint Pre-Application Meeting with the County and the City to obtain guidance about the policy issues and development standards which are expected to be sought by each jurisdiction for the development of the CDC Parcel. Subsequently in August 2016, MidPen entered into contract to purchase a privately held parcel immediately adjacent to the CDC Parcel ("Gee Parcel" located at 883 Sebastopol Rd, Santa Rosa, APN 125-101-031, and together with the CDC Parcel, the "Property"), as a means to augment the CDC Parcel's overall development potential and to more feasibly deliver the goals summarized above consistent with the County's and City's expected development standards.

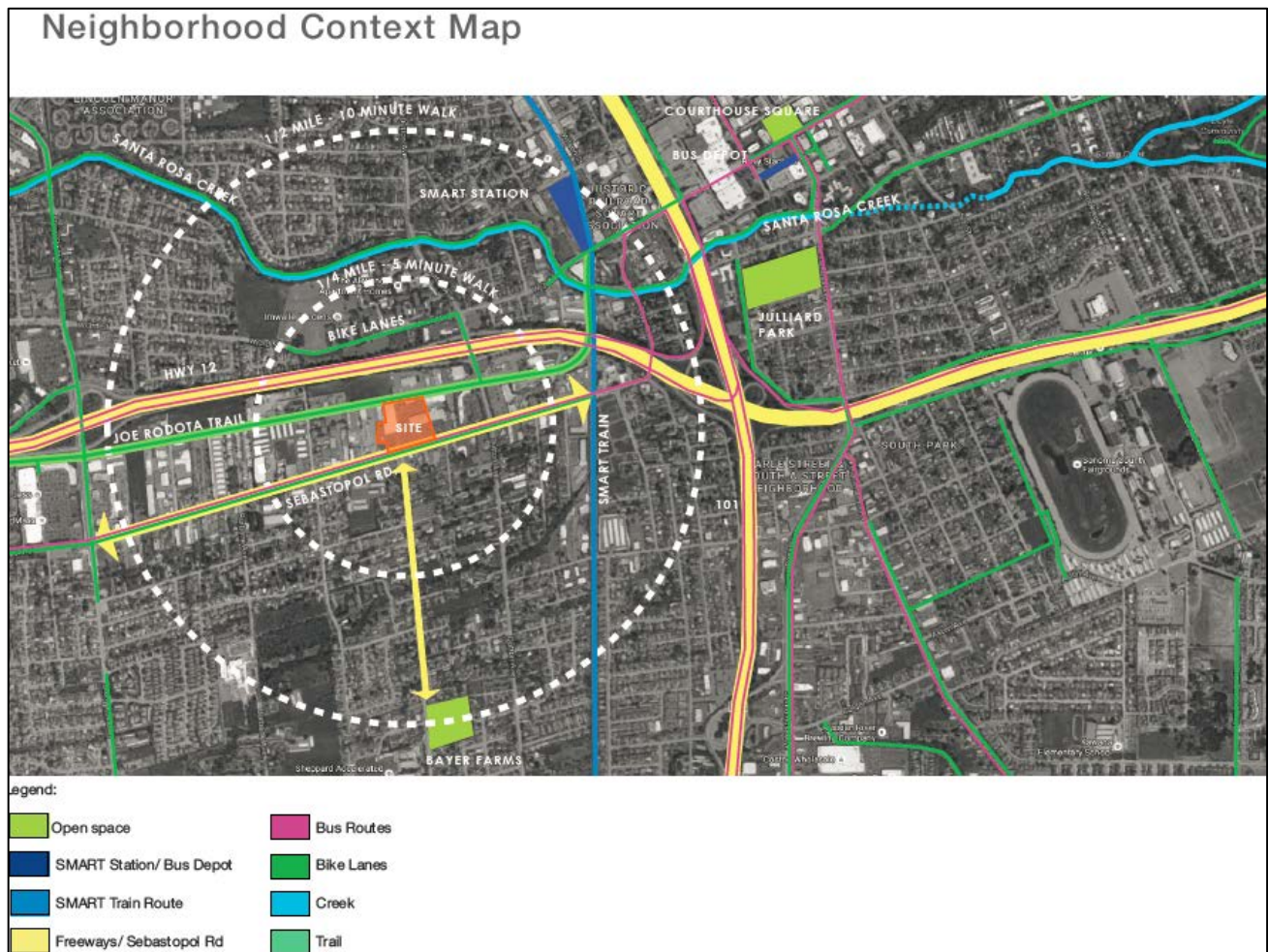
Beginning in August 2016, MidPen launched a series of three community engagement workshops designed to help inform and define the public aspects to be developed within the Property, and to create a plan for a durable and functional public realm which responds to community priority and honors Roseland's unique attributes and culture. In particular, these workshops have focused on the physical and programmatic features of the Plaza, the future street and pedestrian circulation layout, and the Joe Rodota trail enhancements, all of which establish the basis for the eventual subdivision and development of the Property.



Building on this body of work and input, in November 2016, MidPen submitted and Sonoma County PRMD formally accepted a planning application (PLP16-0058) for the subdivision and

phased development of the Property ("Project"). In December 2016, a joint County and City Conceptual Design Review meeting was held to review the Project's development program, site plan and conceptual architecture. In April 2017, a Precise Development Plan, Tentative Map, environmental studies, and other associated reports were submitted to PRMD to allow for Project referral, public hearings, and final entitlement and land use approval. The narrative below provides a description of the Project.

PROPERTY CHARACTERISTICS: The Property is comprised of the 6.81 acre CDC Parcel (APN 125-111-037) and the adjacent 0.6 acre Gee Parcel (APN 125-101-031). The Property is flat and generally slopes gently in a southerly direction towards Sebastopol Road. Vehicular and pedestrian ingress/egress access to the site is available from Sebastopol Road and through the adjoining Paulsen Parcel parking lot. Pedestrian and bicycle ingress/egress access to the Property is also available via the Joe Rodota trail which runs along the Property's northerly frontage.



Situated in the heart of the Roseland community, the Property is within an unincorporated section of Roseland, located on the south side of Highway 12 running parallel between the Joe Rodota Trail to the N and Sebastopol Road to the S., and is proximate or walkable/bike able to public bus stops, the Santa Rosa downtown transit station, the SMART railway station, local

schools, full service grocery, community health center, Roseland Library, Bayer Farms, and other neighborhood amenities.

Beginning with the purchase of the CDC Parcel in 2011, the CDC has managed and undertaken cleanup and remediation of recognized soil and groundwater environmental conditions under the regulatory jurisdiction of the Regional Water Quality Control Board, and the Property is actively being remediated to permit the use and development of the Project as proposed.

In 2015, the CDC demolished and removed all buildings and structures on the Property except for a single building containing a Dollar Store and temporary community uses. In 2016, the CDC constructed a temporary play structure and tot lot at the NE corner of the Property along its Joe Rodota frontage.

EXISTING PARCEL DIMENSION		
APN	ACRE	DESCRIPTION
125-111-037	6.81	CDC
125-101-031	0.60	GEE
TOTAL	7.41	

DEVELOPMENT PROGRAM: The Project is a public/private partnership between MidPen and the CDC. Consistent with the Vision Plan and the County's and City's growth policies which encourage new development to occur in a compact, community-centered, and sustainable manner, the Project's physical and programmatic design directly helps to advance measurable outcomes in relation to economic resiliency, housing choice, and community health. The Project will repurpose the Property with a 7.4+ acre mixed-use program spread over 5 parcels, designed to provide for the separate conveyance, ownership, financing, and development of distinct Project components subsequent to the recordation of a subdivision map. The Project will request a 35% density bonus consistent with State, County, and City programs, and will provide deeply and permanently affordable housing at a level which far exceeds County and City requirements. Built to GreenPoint rated and CalGreen sustainable standards, the Project integrates the following elements within a cohesive neighborhood improvement plan:

- **Affordable Housing:** A total of 75 multifamily rental units (1, 2, and 3 bedroom apartments ranging from 520 sq. ft. to 1,025 sq. ft.) in a single 4 story building of stacked flats, and including approximately 5,000 sq. ft. of resident commons facilities (management and services offices, resident educational/lifestyle amenities spaces, storage and bike room) and approximately 2,500 sq. ft. of ground floor space for community serving use.
- **Market Rate Housing:** A total of 100 units of multifamily rental units (1 and 2 bedroom apartments ranging from approximately 570 sq. ft. to 1,380 sq. ft.) in a single 3 and 4 story building of stacked flats, and up to 3,000 sq. ft. of resident commons facilities (leasing office, community gathering spaces, fitness and lifestyle amenities, storage and bike room) and up to 1,500 sq. ft. of retail ground floor use.
- **Civic Building:** Approximately 25,600 sq. ft. of shared space in a single 2 story building, combining approximately 8,000 sq. ft. for a ground floor public library, and approximately

17,600 sq. ft. of combined ground floor and 2nd story space for Boys and Girls Club programs and services.

- Mercado Food Hall: Up to 12,700 sq. ft. foot 2 story market hall venue that utilizes food as a catalyst for neighborhood economic development opportunities featuring local restaurant and food-based business incubation and enterprise, and developed as a commercial anchor of the Plaza reflective of Roseland's Latino roots and acting as a destination marketplace with food, beverage, supportive retail, and recreational amenities.
- Plaza: A one-acre public plaza that serves as Roseland's community gathering hub and provides a public venue for community events, arts and culture, farmers market, neighborhood commerce, and recreation.



We note that the above described development program and master site plan contain a number of modifications to the original Project planning application submitted to PRMD in December

2016, pursuant to and reflective of the comments and input subsequently received through the MidPen sponsored community workshops, the Joint City/County Conceptual Design Review hearing, comments responding to PRMD's referral of the December 2016 planning application, and joint and individual review meetings with PRMD and City staff as well as other project and community stakeholders (including the Sonoma County Library, the Boys & Girls Club of Central Sonoma County, and the Project's Mercado consultant). A summary of the key modifications we have now incorporated into the Project and which respond to County, City, stakeholder, and community input is as follows:

Site

- Increased building setback along the Joe Rodota Trail frontage by placing circulation and parking adjacent to trail
- Eliminated the interim cul de sac
- Public street layout and dimensions revised to be consistent with City of Santa Rosa Street standards (combination "Main Street", "Diagonal Main Street", and "Minor Street")
- Widened West Ave at its intersection with Sebastopol Road to accommodate a left turn pocket
- Modified width dimension of West Ave. to accommodate a Class B bike lane link from Joe Rodota Trail to Sebastopol Road
- Modified intersection geometry consistent with industry best practice for pedestrian safety, reduced vehicle speeds, and maximum street parking
- Site layout and circulation designed to provide direct pedestrian and vehicle access to the adjacent Paulsen commercial center

Structures

- The previous four residential buildings have been consolidated into two single buildings
- First floor residential entrances and stoops now placed on both sides of West Ave. to activate as a residential neighborhood street
- The Affordable Housing's outdoor podium space has been reoriented to the south side of the building, for improved solar access and visual connection to the Plaza, and to reduce the height and building mass facing the Civic building
- The Market Rate ground floor Café has been reoriented to face the Plaza, for improved commercial activation along street frontage facing the Plaza (with additional potential to add additional retail at the east end of the building, near the intersection with the adjacent Paulsen commercial center).

In addition, MidPen has worked with the owner of the commercial center immediately adjacent easterly to the CDC Parcel ("Paulsen Parcel"), to ensure that infrastructure, circulation, parking and land uses are accommodated in a way that allows for an integrated and comprehensive plan as called for in the Sebastopol Road Urban Vision Plan. While not a component of the Project entitlement/mapping application, a conceptual development plan for the Paulsen Parcel (indicating vehicular/bicycle/pedestrian circulation, building and parking layout, and land uses and square footages) has been prepared by the Paulsen Parcel's design team to illustrate how the Property/Project and the Paulsen Parcel can reasonably fit together and be developed as a cohesive and well integrated plan.

DESIGN PROGRAM

Roseland Village is designed as a walkable, equitable, and integral addition to a lively and thriving Sebastopol Road commercial district. The design is based on the Sebastopol Road Urban Vision Plan, and reflects a community-driven design informed by extensive community outreach. Roseland Village will serve the local Roseland community as well as act



as a regional market center for the Roseland area's rich and diverse culture, products and services.

The streets, open spaces and buildings are designed as a holistic environment – all components relate in specific ways to create a sociable urban neighborhood as well as a town center with cultural, educational and recreational attractions. The Commercial frontage along Sebastopol Road is developed with a 1 acre Plaza bracketed by a 2 story multi-vendor, Mercado Food Hall building to the east and a 2 story Civic building designed to accommodate a public library and a neighborhood Boys and Girls Club to the west. Moving to the north, there are two 3 and 4 story multi-family residential buildings that face onto the Plaza as well as the Joe Rodota Trail, providing a welcoming entrance for bike and pedestrian traffic coming from the SMART station, Railroad Square and downtown Santa Rosa.

The following elements are highlighted as key features guiding the Roseland Village design program:

Urban Design

- A grid of streets and blocks is woven into the existing Sebastopol Road corridor to the south, the adjacent shopping center and commercial properties to the west and east, and the Joe Rodota Trail to the north. The layout makes strong connections to the larger neighborhood and community: Sebastopol Road commercial district, schools, and Bayer Farm to the south; Railroad Square, the SMART station, Santa Rosa Creek and Downtown Santa Rosa to the east; and the regional trail network to the west.
- A primary north-south axis is created by extending West Ave through the Property to a terminus at the Joe Rodota Trail, inviting its pedestrians and cyclists into the Project and allowing for West Ave's future extension to neighborhoods to the North, if and when those adjacent properties are developed.
- Access and circulation through the site from east to west and to the signal at West Ave.
- A street grid which employs state of the art street geometry and best practice design for pedestrian safety and walkability, balancing the needs of pedestrians and bikes with drivers and emergency vehicles. Crosswalks are located at all corners with bulb-outs to

provide minimum crossing distances and tight corner radii to slow traffic and increase pedestrian visibility.

- A street grid which organizes a set of streetscapes, each designed to support the needs of the adjacent Project elements and functions:
 - Civic activities clustered on Street A with Library/Boys and Girls Club on the south side of the street facing onto common-area storefront on the north.
 - Retail activities clustered around Street B, establishing a retail main street and new activating frontage for the adjacent shopping center.
 - Residential front door addressing facing onto the Plaza frontage and organized around Street C.
 - North segment of West Ave acting purely as a residential street with classic stoops and balconies.
 - Joe Rodota Trail functioning as the north gateway into Roseland Village and the overall area, presenting an image of an urban neighborhood adjacent to a regional Park.
- Streets which function as an environment of their own, with a canopy of trees, wide sidewalks, and corners that are places where people can meet and linger as well as safely make their way to their destinations.

Plaza

- Consistent with the preferred design alternative guided and informed by 3 inter-related community workshops, the guiding narrative for the Plaza builds on the idea of “urban vitality in nature”, and reflects the following:
 - A Plaza which represents Roseland with lots of trees and greenspace, but at the same time, which provides a place for gathering and celebrating.
 - A double row of trees surrounding the Plaza for shade, a sense of enclosure, and a sense that there is a force of nature within the heart of the neighborhood.
 - Along the Sebastopol Road frontage, a long trellis which connects the Mercado and the Civic buildings, and which provides a boundary and transition between the street and the open areas.
 - Plaza open areas which equally balance paved and green space areas, and which accommodates a small child oriented area with an installation designed for “imaginative play” located at the northeast corner of the Plaza.
 - A Mercado which opens onto the Plaza, with its own paved area for outdoor seating, dining and event space.



Commercial

- Mercado and Civic commercial buildings are designed in keeping with the varied mix of retail, service, dining, and institutional roadside uses and styles -- from mid-century modern to rural Americana to brightly colored stucco boxes -- found within the Roseland commercial district. Mercado and



Civic design reflects the history and cultural diversity of the area, with each building holding to the street build-to line prevalent along the highly trafficked “boulevard” feel of the Sebastopol Road corridor, and each building emphasizing pedestrian oriented design features.

Mercado

- The Mercado building is a multi-vendor market/food-hall, anticipated to be anchored by a restaurant or other retail food or beverage establishment that will lease smaller market-stall spaces to a mix of other individual food vendors. The main entrance will face Street B, and will engage Sebastopol Road and the Plaza during business hours. The building’s four façades each address the unique urban characteristics of the site, with building materials envisioned as a combination of green wall and corrugated metal at the ground level and textured concrete panels on the upper floor..
 - Roll up doors on the Sebastopol road façade invite pedestrians and large pocket doors face the plaza allowing for an open-air market feel, counterbalanced with deep set windows which provide limited views into the space, and steel under-lighted awnings to protect the entrances.
 - An outdoor dining area facing Sebastopol Road is envisioned on a mezzanine floor, enclosed by a metal screen-wall that provides shade during the day but comes alive at night as internal backlighting creates a lantern effect above the sidewalk.
 - A public restroom serving the Plaza is located on the north wall of the Mercado Building.

Civic Building

- The Civic building is a two-story, dual-tenant building located prominently within the Project along its Sebastopol Road and West Avenue frontages. Building materials are envisioned as concrete wall panels at the ground floors and metal siding on the upper floors, with deeply set ground-floor storefront window bays along Sebastopol Road and West Ave, larger ground-floor glazed areas on Street A, and upper-floor windows which align with storefront below to create a rhythmic bay system characteristic of traditional Main Street architecture.

- The Library occupies the Sebastopol Road and West Avenue frontage of the Civic building, with its entrance facing the Plaza to provide significant visibility and public access.
- With an entrance located on the north side facing Street A, the Boys and Girls Club occupies the western portion of the ground floor along with the entire second floor, which will include a full size basketball court.

Housing

- The Project's two residential buildings share many traits and are designed to work together as neighbors. The four story buildings are designed in accordance with the Sebastopol Road Urban Vision Plan, with white stucco walls; arches; splashes of color; recessed, vertically oriented and aligned windows; and use of iron railings and awnings characteristic of the traditional Hispanic architecture of the region. Each building will provide interior storage for residents' bikes. Both buildings employ a massing strategy of articulating subtle elements with slightly taller parapets and more vertically oriented proportions where the building meet street corners, and lower, more horizontally proportioned façades along the streets. The tallest corner elements are located on West Ave, across from the Plaza, visually marking the heart of the development and announcing the arrival to the Plaza.
- Building A, an affordable family oriented building, has larger units (1-, 2-, and 3-bedrooms), and common area amenities such as 2nd floor outdoor deck space, facilities for family educational and support services, and community room and kitchen. The buildings two primary frontages respond to the urban conditions at each street -- the Street A frontage is composed of storefront bays with awnings and a wide, attached sidewalk typical of a retail main street, while the West Ave frontage is residential with a main lobby entrance, landscaped setback, and apartments facing the street with balconies and stoops at the ground floor.
- Building B, a market rate apartment building, has smaller units (1- and 2-bedrooms) and common area amenities such as a roof deck, fitness room, coffee shop and co-working Wi-Fi hotspot. A retail, street side café and large awning articulate the main corner at West Ave and Street B. The building has entrances that address both the West Ave urban neighborhood setting as well as Street B facing the Plaza. The West Ave frontage mirrors that of Building B, while the elevation facing the Plaza has a slightly larger landscape setback and a subtly commercial feel to the architecture



Joe Rodota Trail

- The Joe Rodota Trail (“Trail”) is considered the north pedestrian and cycling gateway to the Roseland commercial district, and provides a critical non-vehicle connection between the Project and the SMART Station and Downtown Santa Rosa.
 - The Trail frontage along the boundary of Roseland Village will be improved as part of the Project.
 - The fitness and playground equipment currently situated within the CDC Parcel on an interim basis will be relocated to the north side of the Trail.
 - The south side of the Trail will be landscaped and will include a 4’ tall feature wall and gateway structure at the West Ave juncture.
 - The Project’s landscaping and trees, the feature wall, and the 3 and 4 story building facades are designed to create a sense of arrival and to provide a gateway announcing the threshold between the public Trail and an urban mixed use district.
 - The location and placement of the residential buildings along the Trail is intentionally designed to add “eyes on the trail”, thereby enhancing security for Trail users.
 - Consistent with the Vision Plan, the extension of West Ave thru the Project is designed to allow for its future extension across the Trail and to properties to the north, if and when land-use development applications are brought forward for those properties.



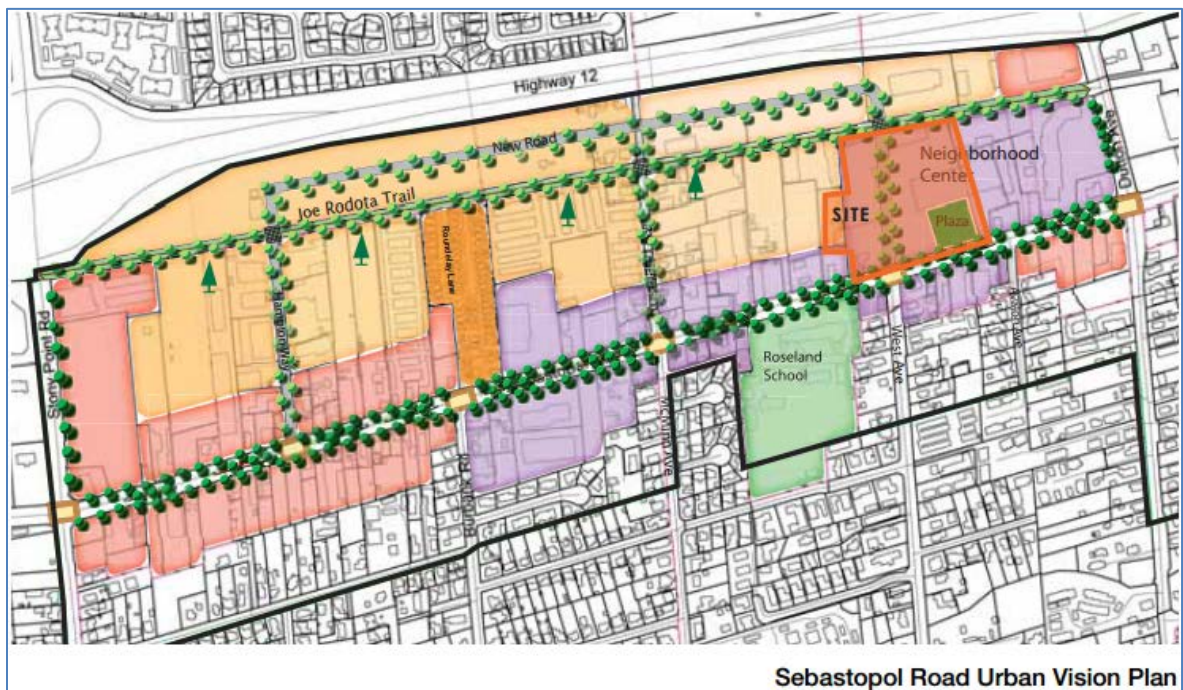
LAND USE AND ENTITLEMENTS:

Area Planning Context: The Project is within a ½ mile pedestrian/bike link connection to the new Santa Rosa (SMART) train station, and is recognized as a key urban development initiative supporting public health, public transit, and GHG-reducing goals. In fact, the Project is located within and aligns to the goals and recommendations of a number of regional comprehensive plans, including the:

- Sebastopol Road Priority Development Area (ABAG-MTC One Bay Area Plan)
- Sebastopol Road Urban Vision Plan (joint County of Sonoma and City Santa Rosa)
- Roseland Area/Sebastopol Road Specific Plan and the Downtown Station Area Specific Plan (City of Santa Rosa)
- Roseland Community-Based Transportation Plan (Sonoma County Transportation Authority)

- Sonoma County Health Action Plan and the Portrait of Sonoma County Human Development Report (Sonoma County Dept. Health Services)
- Climate Action 2020 Plan (Sonoma County Regional Climate Protection Authority)
- 2014 Countywide Bicycle and Pedestrian Master Plan (Sonoma County Transportation Authority)
- 2016 Reimagining CityBus (City of Santa Rosa)

The Project directly responds to the key findings and implements the strategic recommendations of the recently adopted Roseland Area / Sebastopol Road Specific Plan (City of Santa Rosa), which creates the framework for LAFCO's Roseland Area Annexation approval to the City of Santa Rosa, anticipated to be adopted in late 2017 or early 2018.



Project Entitling and Mapping Status: The Property's current general plan designation is as noted in the chart below.

Site Zoning - Existing		
Address	County GP Designation	County Zoning Designation
665 Sebastopol Rd, Santa Rosa, CA 95407	Gen'l Commercial	PC, LG/SRV, VOH
883 Sebastopol Rd, Santa Rosa, CA 95407	UR 13	R3 B6 13, LG/SRV, VOH

As proposed, the Project conforms to the Property's underlying County zoning/general plan designations and the area plans referenced above, subject to the receipt of development

standard concessions that the Project is eligible to receive through State/Local Density Bonus programs, as more fully outlined in the Affordable Housing Proposal section below.

Entitlement/mapping approvals and CEQA certification will be processed and are anticipated to be completed through PRMD prior to the Property's annexation into the City, and therefore the County will exercise entitling authority for the Tentative Map, entitlement, design, and CEQA approvals associated with the Project, including issuance Conditions of Approval.

Consistent with the Roseland Pre-Annexation Agreement and other municipal agreements between the County and City, a Utility Certificate will be processed for administrative approval by the City as a component of the Project's entitlement/mapping application. For financing and underwriting, the Project will require, during



its County entitling phase, an early commitment from the City for public water, sewer, drainage, and road dedication and services – towards that end, we are committed to working with the City to process and memorialize the City's utility service in an efficient and cost effective way, consistent with the Project's entitling and financing schedules. Consistent with the anticipated timeline for completion of LAFCO annexation approval, we anticipate that Final Map review/approval and grading/building permit review/approvals for each phase of the Project will be processed and completed through the City subsequent to the Property's annexation into the City, and therefore the City is expected to exercise permitting authority for Final Map recordation and issuance of all permits associated with the Project. However, if Annexation to the City has not occurred within the anticipated timeframe, the Final Map, improvement plans, and building permits will instead be processed through the County.

The land-use approvals required for the development of the Project are:

COUNTY

- Use Permit (Precise Development Plan)
- Tentative Map (7.41 acres into 4 lots, 1 open space parcel, and public street and infrastructure dedications)
- Density Bonus
- CEQA Exemption (consistent with CEQA Section 15183)

CITY

- Utility Certificate
- Final Map (*)
- Grading/Building Permits (*)

(*) Assumes Annexation is approved and adopted prior to Final Map recordation and ahead of plan-check and permit processing required for Project construction

JOINT COUNTY/CITY

- Concept Design Review for the Project's overall PDP master-plan.
- Final Design Review individually and separately for each of the 5 respective project components (Plaza/Infrastructure; Market Rate Residential; Affordable Residential; Civic; and Mercado)

LAFCO

- Roseland Area Annexation

As proposed, the Project would obtain Tentative Map approval to subdivide the Property into 4 lots and 1 open space parcel, mapped as necessary to allow for phased and individual ownership, financing, development, and management of each parcel. The project's backbone infrastructure plan is designed to serve and support the complete Project and allows for the individual phase-in of Project components consistent with their respective financing and construction schedules.

City of Santa Rosa General Plan Consistency:

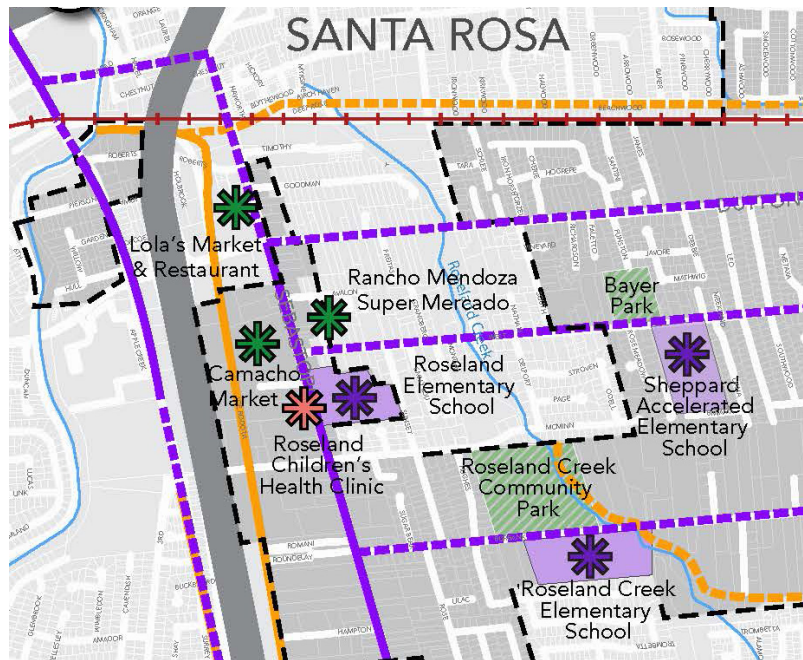
It should be noted that the City of Santa Rosa's General Plan map identifies the combined CDC Parcel and the Paulsen Parcel, comingled with other adjoining properties, as a proposed "Neighborhood Shopping Center" area, and calls for a 20,000 sq. ft. grocery store "anchor" on or near the co-located parcels. We note that there are a considerable amount of "anchor" grocery stores and other food related businesses that currently exist and operate within or immediately adjacent to the City's General Plan mapped area. As noted in the neighborhood map exhibit below, these numerous existing grocery stores within the City GP mapped area and within immediate proximity to the Property include:



- the 18,500 sq. ft. Rancho Mendoza Super Mercado immediately across Sebastopol Road from the Property
- the 8,800 sq. ft. Camacho Market grocery store on the Paulson Parcel immediately adjacent to the Property.
- the 10,000 sq. ft. Lola's Market grocery store less than a 1/10th of a mile from the Property on the corner of Sebastopol Road and Dutton Ave.
- the 55,000 sq. ft. FoodMax large format grocery store less than 1 mile from the Property on Stony Pt and Sebastopol Road.

As noted, a total of 27,300 sq. ft. of existing grocery store space currently exists and operates within the City's GP map area and immediately adjacent to the Property, well in excess of the

20K sq. ft. reference within the City's GP map, and an additional 55K sq. ft. of existing grocery store space exists within shopping proximity to the Property.



Moreover, we note that the Project itself will expand and improve upon the food-based footprint within this area with the development of the 12,700 sq. ft. Mercado Food Hall and the new 1 acre public Plaza, which is designed and programmed to contain a regular farmer's market.

The addition of the Mercado Food Hall and the open air farmer's market will provide area residents and visitors with a new source of fresh produce as well as prepared foods. In addition, the Plaza and its adjacent Sebastopol Road frontage will be programmed to permit Food

Trucks and food vendors on a regular basis, with the overall goal of promoting the Project as a popular year-round cultural, food and events destination venue for the Roseland neighborhood and beyond.

Finally, we highlight that the Project has been designed to integrate with the adjacent Paulson Parcel, which contains an existing shopping center that has the potential to be expanded or be reconfigured in the future to allow for larger or additional grocery store space.

The Project, therefore, is consistent with the City of Santa Rosa General Plan map designation. The existing on-the-ground supply of neighborhood grocery and food shopping options (within the immediate vicinity of the Property and in the City's mapped General Plan area), in combination with the Project's future Mercado Food Hall and a new Plaza providing the opportunity for a regular open air farmers market, far exceeds the intent of the City's General Plan land map designation for this area of the Sebastopol Road corridor.

CEQA Certification: The Property is within the boundary of the Sebastopol Road Urban Vision Plan as well as the Roseland Area/Sebastopol Road Specific Plan. Consistent with CEQA Guidelines Section 15183, a CEQA exemption has been recommended and is being processed for the Project by PRMD, as lead agency (Please see attached letter from PRMD dated March 8th, 2017). We note that CEQA Guidelines Section 15183 mandates that projects which are consistent with the development density established by existing zoning, community plan, or general plan policies for which an EIR was certified shall not require additional environmental review, except as might be necessary to examine whether there are project-specific significant effects which are peculiar to the project or its site. Section 15183 allows potential project-specific significant effects to be examined through an initial study or other analysis. The Roseland Area/Sebastopol Road Specific Plan and Final Environmental Impact Report (State Clearinghouse No. 2016012030) were adopted by the Santa Rosa City Council on

October 18, 2016 (Resolution No. 28874). This action by the Council also included an amendment to the City of Santa Rosa General Plan, thus incorporating the policies of the Specific Plan into the General Plan. The implementing zoning for said specific plan and Roseland area annexation areas was adopted by the City Council on October 25, 2016 per Ordinance Nos. 4074 and 4075.

Notwithstanding the CEQA exemption, MidPen has or will provide Property and Project specific environmental assessments and reports (Traffic, Soils, Biotics, GHG/Air Quality, Acoustic, Toxic, and Cultural) to substantiate and inform Project mitigations and conditions of approval.

PHASING AND

TIMELINE: The Project will be constructed on a phased basis. Phase 1 will involve installation of backbone infrastructure within the public right-of-way and construction of the Plaza. Phase 2 will be launched with construction of the Market Rate Housing upon completion of the Phase 1 infrastructure/Plaza improvements. Phase 3 will be launched into construction with a to-be-determined sequencing of the Civic, Mercado Food Hall, and Affordable Housing elements.



To achieve the Project's performance milestones, the following County entitlement, City permitting, and construction timeline and phasing is sought:

PHASING & TIMELINE		
Entitlement/Permit Processing	Processed Through	Start/Finish
Entitlement/mapping (thru entitlement approval/CEQA certification)	Sonoma County	Nov. 2016 – Jan. 2018
Plan Check/Permitting (thru Final Map and 1 st Phase permit approval)	City of Santa Rosa (or County if not Annexed)	Nov. 2017 – May 2018

Construction Phasing	Phase	Start/Finish
Public Right of Way, Infrastructure, Plaza	1 st Phase	2018/2019
Market Rate Parcel	2 nd Phase	2019/2020
Civic Parcel / Mercado Parcel / Affordable Housing Parcel	3 rd Phase	2019/2021

AFFORDABLE HOUSING PROPOSAL

Method to Comply with Provisions of County Article 89 and City Affordable Housing Requirements: The Project far exceeds the County's and the City's requirements for the on-site development of permanently affordable rental housing. The Affordable Housing comprises 43% of the residential homes proposed through the Project. The Project includes a combined total of 175 homes, of which 75 will be made available at deed-restricted rent levels affordable to households earning extremely low, very low and low incomes. Subsequent to Project's land use approvals, a Statement of Intent and an Affordable Housing Agreement will be prepared and executed which more fully sets forth the conditions for the use and operation of the Affordable and Market Rate Housing components, and which will specify, among other things, the density increase, the number, location, and rent levels for the affordable units, the construction phasing of each residential element of the Project, and the long term occupancy, affordability, and use requirements of the Affordable Housing. We note that, consistent with the Pre-Annexation Agreement Between the County and City (authorized for approval by the County Board of Supervisors on 11/1/16 and the City of Santa Rosa City Council on 11/29/16), all RHNA credits attributable to the Project will be transferred from the County to the City subsequent to annexation.

Tenure Type: The Affordable Housing will be deed-restricted and will be reserved for and affordable to households at the following minimum income levels: at least 30% for households at or below 30% of area median income, and all remaining units for households not exceeding 60% of area median income.



Density Bonus: The Project far exceeds the County's and the City's minimum affordability requirements. The Affordable Housing is proposed to be entitled utilizing the County's "Type A Housing Opportunity" program. Per Article 89 (Sect. -040), to be eligible for the County's

Density Bonus Program, the Project would be required to construct and set aside 15% of the residential apartments for households earning low incomes.

Our proposal exceeds the required County minimum, as follows:

AFFORDABLE PRODUCTION: COUNTY REQUIRED VS. PROVIDED	
residential	
number of units	175
% affordable units required per article 89	15%
# affordable units required per article 89	26
commercial	
commercial sq. ft.	38,300
# affordable units required per article 89 (.05 x 1000 sf commercial)	1.9
total	
total # affordable units required (residential + commercial)	28
total # affordable units provided	75
total # affordable units exceeding County requirements	47

The Project's density bonus is requested to be processed on the following basis, consistent with both County and City density bonus program methodology:

COUNTY ZONING / GENERAL PLAN ANALYSIS	
parcels	CDC // Gee
combined square feet	322,722
acres	7.41
current zoning/ GP designation - county	PC & R3-B3-13 / GC & UR
base dwelling unit density per acre (dua)	13
COUNTY TYPE "A" DENSITY BONUS CALCULATION	
base density @ 100% increase	26
total # of units allowed	187
total # units proposed	175
CITY DENSITY BONUS CALCULATION	
base dwelling unit dua	18
total # base units	130
35% Density Bonus	45
total # of units allowed	175
total # units proposed	175

Regulatory Term and Use Restrictions: Rental rates and regulatory use restrictions will be consistent with terms and conditions typical of deed-restricted affordable housing that is supported through the CA Low Income Housing Tax Credit program. Accordingly, regulatory agreements will be recorded against the property to ensure continued affordability and restricted use over a 55 year term. An Affordable Housing Agreement will be recorded against the Affordable Housing parcel. In addition, the Affordable Housing parcel will be subject to County and City funding covenants and agreements, consistent with the regulatory requirements of the specific County/City funding programs committed by each to the Affordable Housing. .

Concessions & Incentives: To ensure Project feasibility, and consistent with the Density Bonus program, the sponsors will request that specific development incentives and concessions be granted to the Project. To allow for a more fully informed request, the sponsors request the opportunity to define the specific concessions after review and consideration of agency comments received subsequent to PRMD's referral to public agencies and County Departments.

We do, however, note that in order to ensure the financial feasibility of the Project, MidPen requests the County's formal approval of an "Alternative Equivalent Action" if necessary to authorize the Affordable Housing to be phased into construction subsequent to the sale and development of the Market Rate Housing, Commercial, and Civic components of the Project.



PROJECT CONTACTS:

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