

**February 17, 2011
City of Santa Paula
Correspondence**

East Area 1

**Application for Reorganization and
Sphere of Influence Amendment**



"Citrus Capital of the World"

City of Santa Paula

970 Ventura Street • Santa Paula, California • Mailing Address: P.O. Box 569 • 93061 • Phone: (805) 525-4478 • Fax: (805) 525-6278

February 17, 2011

Louis Cunningham, Chairperson
Ventura County Local Area Formation Commission
800 S Victoria Avenue
Ventura, CA 93009

RE: East Area 1
Application for reorganization and sphere of influence amendment
City of Santa Paula

Dear LAFCo Commissioners:

Thank you for the opportunity to respond to the LAFCo staff report issued on January 13, 2011 regarding the City of Santa Paula's pending application. The City appreciates your willingness to continue the hearing on this matter to allow the City to provide you with information regarding matters identified in the LAFCo staff report (the "Report").

The East Area 1 Project ("Project"), which forms the basis for the City's application, is instrumental in revitalizing our community and received overwhelming public support. An 81% voter approval is remarkable under any circumstance, but particularly in a community that traditionally advocates slow growth (as indicated by Santa Paula voters' previous rejection of development plans for Fagan Canyon by a significant margin). The Project took nearly five years to plan; cost the Limoneira Company more than \$5.5 million to design and process; and prompted the City's elected and appointed officials and staff to spend countless hours carefully reviewing all aspects of the Project to protect the public interest. During these five years, City staff consulted extensively with both the current and former LAFCo Executive Officers, provided enormous quantities of documentation, and fully responded to all questions regarding this information. The Project Chronology attached to this letter details this process.¹

This letter is not intended to focus on LAFCo's legal authority when reviewing the City's application. Rather, the City seeks only to clarify the administrative record regarding the Project to give LAFCo Commissioners a better understanding of the City's application. This letter provides you with a summary of the City's responses to the Report. Additional detailed technical information is provided in the attachments to this letter.

We hope that once the LAFCo commissioners are fully informed regarding the City's application and the Project, they, like 81% of the City's voters, will confidently approve the City's application.

¹ Attachment 1 – Project Chronology.

- *Phasing*

The Report states that the Project does not have a phasing plan² and, consequently, makes several assertions regarding the timeliness of providing public facilities and services.³

The adopted Specific Plan for the Project includes a phasing plan for public infrastructure and services.⁴ The City's General Plan also requires preparation of a marketing study⁵ and a fiscal impact study⁶ that address Project phasing.

These phasing plans are reflected in the Development Agreement which requires key public infrastructure (including the bridge to extend Santa Paula Street across Santa Paula Creek and the new fire station) to be provided before the first phase of development is completed.⁷ Development of the first 500 homes is projected within the first four years of development.

- *Adams Canyon within City CURB*

The Report states that the area identified as Adams Canyon is outside of the City's City Urban Restriction Boundary ("CURB").⁸ Voters approved Measure A7 in 2007 which extended the CURB around all of Adams Canyon. A copy of the election results and a copy of the City's existing CURB, which includes Adams Canyon, are attached.⁹

Note that during the June 13, 2007 LAFCo Sphere of Influence review for Santa Paula, LAFCo staff acknowledged the Measure A7 vote.¹⁰

- *Police*

The Report states that the City has 28 officers.¹¹ The City actually has 30 officers and has reserve units that provide the equivalent of 5 additional full-time officers.¹²

- *Funding Shortfall*

² Report, page 14.

³ Report, pages 20-21, 23.

⁴ Attachment 2 – Specific Plan Implementation Schedule.

⁵ Attachment 3 – Marketing Study Phasing Projections.

⁶ Attachment 4 – Fiscal Impact Analysis Phasing Schedule.

⁷ Attachment 5 – Development Agreement, pages 11 and 16.

⁸ Report, pages 16 and 39

⁹ Attachment 6 - Election Results & Santa Paula General Plan Land Use Element Figure LU-4a, p. LU-23.

¹⁰ Attachment 7 – LAFCo June 13, 2007 Staff Report, page 4.

¹¹ Report, page 21.

¹² Attachment 8 – Police Department Staffing.

The Report states that the Development Agreement only requires that the developer provide \$1 million for potential shortfalls.¹³ As set forth in the Development Agreement,¹⁴ the shortfall fund is intended to provide funds in an amount sufficient to cover any annual shortfall in revenues from the time development begins through the full development of the Project.

- *Housing Element*

The Report states the City of Santa Paula's Housing Element is out of compliance with state law.¹⁵ Please note that at the time the Project was being considered, the City had a certified Housing Element.¹⁶ Since August 2007, the City has amended its new Housing Element three times and submitted those amendments to the California Department of Housing and Community Development ("HCD") for certification. This is in accord with most jurisdictions in California (I note that only 3 of the 10 cities in Ventura County have received HCD certification for their housing elements; the County also is awaiting HCD certification¹⁷).

- *Flooding Information*

The Report presents certain information regarding flooding in the Project area that were addressed in the FEIR.¹⁸ Please note that there are no new scientifically vetted data or reports regarding flooding that indicate the Project area is subject to flooding from Santa Paula Creek.¹⁹ The data referred to in the Report were generated by the Ventura County Watershed Protection District ("VCWPD") and are neither publicly available nor peer reviewed.

Additional hydrologic analysis of Santa Paula Creek, however, utilized the purported data identified in the Report and demonstrates that, even assuming those data from VCWPD were correct, the improvements made to Santa Paula Creek by the Army Corps of Engineers protect the site from flooding.²⁰

- *Railroad Crossing*

The Report provides certain comments from staff of the California Public Utilities Commission ("CPUC") regarding the proposed Hallock Drive at-grade rail crossing.²¹ The City coordinated with the Ventura County Transportation Commission (which is the actual owner of the rail line) during the planning and environmental review for the Project regarding the planned rail crossing. Before

¹³ Report, page 35

¹⁴ Development Agreement, pages 42-43

¹⁵ Report, page 45.

¹⁶ Attachment 9 – Housing Element Adoption Resolutions.

¹⁷ Attachment 10 – Housing Element Status.

¹⁸ Report, pages 29-31 and 51-52.

¹⁹ Attachment 11 – Flood Study Requests.

²⁰ Attachment 12 – Flood Information and Studies.

²¹ Report, page 22.

the Report was issued (and since the City was informed that LAFCo staff contacted the CPUC regarding this matter) the City advanced the design of this rail crossing and consulted further with the CPUC. Feasible designs for both at-grade and grade separated rail crossings meeting CPUC standards and street design needs have been developed by a rail facility design expert.²²

- *Sewer Service*

The Report states that information provided by the City does not address questions raised regarding how alleged deficiencies in the City's sewer system will be addressed to provide adequate capacity to serve the Project.²³ There is additional information in the City's Wastewater Master Plan²⁴ and the sewer study prepared for the project²⁵ that demonstrate that adequate capacity will be available to serve the Project and that the Project developer is obligated to pay for all necessary improvements.

- *Fiscal Analysis*

The Report addresses the City's conservative fiscal impact analysis prepared for the Project.²⁶ A careful review of the fiscal analysis²⁷ and Development Agreement²⁸ for the Project shows that the items from the Report are adequately resolved.

- *Vacant Land within the City's Sphere of Influence*

The City previously provided information to LAFCo staff regarding vacant land within the City's sphere of influence. Please note, however, that (as is also set forth in the FEIR) Fagan Canyon, Adams Canyon, and East Area 2 are not suitable for development in the same way as the Project.²⁹

- *East Area 2 Island Findings*

The Report does not support the City's request to allow East Area 2 to be annexed after the Project.³⁰ Please note, however, that the City is already processing land use approvals to initiate an application for reorganization of East Area 2 with LAFCo.³¹ the General Plan was amended to remove the requirement that a Specific Plan be prepared and funding for the annexation of East Area 2

²² Attachment 13 - Rail Crossing Design Information.

²³ Report, pages 22-23.

²⁴ Attachment 14 - Wastewater Master Plan.

²⁵ Attachment 15 - Sewer Capacity Information and Study.

²⁶ Report, pages 22-36.

²⁷ Attachment 16 - Fiscal Impact Memo.

²⁸ Attachment 17 - Development Agreement.

²⁹ Attachment 18 - Sphere of Influence Vacant Land Inventory.

³⁰ Report, page 43.

³¹ Attachment 19 - East Area Land Use Planning Information.

was also provided.³² The City is also in the process of rezoning East Area 2. This action requires environmental review in accordance with the California Environmental Quality Act ("CEQA").

I recognize that it is nearly impossible for any staff member of a public agency to become familiar with every facet of a large master-planned project such as the Project. This is precisely the reason the City retained a large team of third-party consultants to help its professional staff in critically reviewing the work completed by the team assembled by the Limoneira Company to comprehensively plan the Project.³³ The City Council and I are proud of their collective efforts.

In an ongoing cooperative effort regarding this Project, City staff met with LAFCo staff on February 16, 2011 to resolve any outstanding issues. Based upon this positive meeting, the City will process an operating memorandum pursuant to the Development Agreement clarifying Limoneira's financial commitment to the Project. Moreover, we believe that the City will be able to file an application for reorganization regarding East Area 2 sometime in the next six months.

The City's appointed and elected officials have dedicated many years in planning the best development project for the Santa Paula community. As evidenced by the overwhelming public support, they succeeded. I am confident that LAFCo, like the voters, will approve the City's application.

Sincerely,

Fred Robinson
Mayor

³² Attachment 20 – East Area 2 Annexation Funding Agreement.

³³ Attachment 21 - Technical Experts.

LAFCo Response Letter Attachments

Attachment 1	Project Chronology
Attachment 2	Specific Plan Implementation Schedule
Attachment 3	Marketing Study Phasing Projections
Attachment 4	Fiscal Impact Analysis Phasing Schedule
Attachment 5	Development Agreement, Pages 11 and 16
Attachment 6	Election Results and Land Use Element Figure LU-4a, page LU-23.
Attachment 7	June 13, 2007 LAFCo Staff Report
Attachment 8	Police and Fire Department Information
Attachment 9	Housing Element Adoption Resolutions
Attachment 10	Housing Element Status
Attachment 11	Flood Study Requests
Attachment 12	Flood Information and Studies
Attachment 13	Rail Crossing Design Information
Attachment 14	Wastewater Master Plan Information
Attachment 15	Sewer Capacity Information and Study
Attachment 16	Fiscal Impact Memo
Attachment 17	Development Agreement
Attachment 18	Sphere of Influence Vacant Land Inventory
Attachment 19	East Area 2 Land Use Planning Information
Attachment 20	East Area 2 Annexation Funding Agreement
Attachment 21	Technical Experts

Attachment 1

Project Chronology

◆ **Preliminary Specific Plan and Project Planning (pre 7/27/06)**

March 14, 2005 Pre-Consultation Meeting with LAFCo [Everett Millais, Kim Uhlich], City [Wally Bobkiewicz, Janna Minsk, Karl Berger] and Limoneira consultants [Mike Penrod, Carla Ryhal] to discuss East Area 1 project and LAFCo related issues, including Sphere of Influence, CURB (City Urban Restriction Boundary), Greenbelt, CEQA documentation, relative timing of entitlements, and East Area 2.

2006

April 17, 2006 City enters into Agreement for Services with P&D Consultants, Inc., to provide planning and technical assistance for review of East Area Specific Plan.

May 16, 2006 Application for East Area 1 Specific Plan filed with City.

June 6, 2006 City receives supplemental information from applicant.

September 5, 2006 City enters into contract for professional services with P&D Consultants, Inc., for preparation of EIR.

◆ **CEQA – Notice of Preparation thru Draft EIR (7/28/06 – 11/15/07)**

July 28, 2006 **Milestone: Notice of Preparation (NOP) for EA1 SP EIR circulated to all Responsible and Trustee agencies, including LAFCo.**

August 9, 2006 **Milestone: Public Scoping meeting held at Santa Paula City Hall**

August 25, 2006 City extends 30-day public scoping and comment period related to Notice of Preparation (NOP) for an additional 30 days (i.e., extension to September 23, 2006).

September 22, 2006 **NOP Comment Letter.** Letter from LAFCo [Everett Millais] to City [Janna Minsk], dated September 22, 2006, addressing EIR scoping and potential project issues for the EA1 SP project. Key comments included: 1) identification of agency action; 2) creation of unincorporated islands and request to address; 3) EIR to address LAFCo review issues, including open space conversion; 4) EIR to address LAFCo agricultural land issues; 5) LAFCo policy issues regarding conformance with local plans, agriculture and open space conversion, and school capacity; and 6) notice of potential adoption of agricultural policies.

October 18, 2006 Meeting at LAFCo office with LAFCo [Everett Millais, Kim Uhlich] and City [Janna Minsk, Gilberto Ruiz] to discuss LAFCo comments on Notice of Preparation (NOP) for East Area 1 project EIR. Issues discussed included: 1) overview of LAFCo's definition of agriculture; 2) consistency between CEQA document and items required in LAFCo Commissioners Handbook; 3) Santa Paula-Fillmore Greenbelt Amendment; 4) properties east of Haun Creek for possible annexation; 5) "island" options and

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strategies, including request of waiver, advance annexation of other islands and deferred annexation. No conclusion on island options, merely information from LAFCo as to what is feasible.

2007

- January 11, 2007 Letter sent by City to applicant requesting clarification of parcel numbers and project boundaries
- February 21, 2007 Meeting with LAFCo staff to discuss East Area 1 and East Area 2 requirements and timing.
- March 12, 2007 Applicant submits request information per January 11, 2007 letter.
- June 13, 2007 LAFCo “updates” City’s sphere of influence (SOI) and adjusts/retracts SOI boundary in southeast and southwest portions of City. Per June 13, 2007 LAFCo hearing, LAFCo Commission took no action to adjust SOI boundary for Fagan/Adams Canyon areas. [Note: see Janna’s Memo to Council dated June 14, 2007.]
- August 25, 2007 Access LAFCo website for policy information (documented in DEIR).
- November 5, 2007 Conversation between City [Janna Minsk] and LAFCO [Everett Millais] outlining strategy for processing of East Area 1 and 2. Concludes okay to file separate applications, keep applications based on votership, etc. Implication of strategy was that the EA2 annexation to avoid island becomes more as a “process” to show compliance with LAFCo rather than a “need” for EA2 to be in city.
- November 6, 2007 Communication with LAFCo [Kim Uhlich] (documented in DEIR)
- November 13, 2007 Letter received from applicant addressing CEQA and agricultural resources and possible mitigation measures/conservation easement.

◆ CEQA – EIR Public Review thru Certification (11/16/07 – 3/28/08)

November 18, 2007 Milestone: Draft EIR for East Area 1 Specific Plan circulated for Public Review.

- December 20, 2007 Meeting between LAFCo [Kim Uhlich], City [Janna Minsk, Ron Allen] and Limoneira [Chad Penrod, Mike Penrod, Tony Locacciato] at City office to continue discussion on timing between East Areas 1 and 2. Discussion tied to NOP letter. Conclusion was preliminary agreement to have East Area 2 as separate application process with Kim Uhlich offering assistance in outlining the process.

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2008

- January 9, 2008 Project presented to Ventura County Agricultural Policy Advisory Committee.
- January 11, 2008 City receives 2 emails from LAFCo [Kim Uhlich]. The second email requests deletion of first email regarding LAFCo DEIR comments and requests City staff use second email and attached LAFCo **DEIR Comment Letter**. Letter addressing LAFCo agency comments to the Draft EIR. Key points included: 1) clarification of agency action for detachment; 2) request to include 15 additional flood control parcels under current proposal; 3) recommendations for agricultural land mitigation; 4) mitigation for agricultural lands; 5) potential impact of compatibility of trail use in ag preserve area; 6) comment regarding OS/greenbelt impact and mitigation; 7) comment regarding consistency determination with City GP/CO and LU Elements; 8) identification of unincorporated islands; 9) clarification of agency action for MM LU-3; 10) suggested modification of MM LU-4; 11) implementation of library service improvements; and 12) fiscal impacts and assessment.
- January 2008 ` Preparation of Response to Comments and FEIR in progress.
- February 14, 2008 Meeting with LAFCo and City regarding process/coordination for rezoning and annexation of East Area 2 lands. Meeting notes indicate that LAFCo stressed need to “show effort” in working toward completion of subject EA2 lands.
- February 14, 2008 Telephone conversation with LAFCo [Kim Uhlich]. to discuss LAFCo DEIR comment letter and LAFCo requirement that Ventura County Flood Control parcels be included in East Area 1 reorganization application submittal to LAFCo. City staff explained that these parcels were not part of EA 1 specific plan and not included in our public hearing notice for the February 2008 public hearings on East Area 1. Concluded that LAFCo could prepare an Addendum to incorporate these parcels once the City files the reorganization application with LAFCo.
- February 15, 2008 Letter from City [Gilberto Ruiz City Consultant] to LAFCo [Kim Uhlich] transmitted via facsimile, providing response to agency comments/correspondence received from LAFCo and for inclusion in Final EIR. [Note: providing 10-day advance response/review to interested party agency.]
- February 15, 2008 Milestone: Final EIR for EA1 SP (including response to LAFCo comment letter) available to public, interested parties and agencies.**
- February 2008 Preparation of legal noticing for February 25-26, 2008 public hearings and completion of staff reports, including Development Agreement.

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- February 19, 2008 Communication between Janna Minsk and Supervisor Long's office [Martin Hernandez] providing status update on public hearing dates for East Area 1 Specific Plan.
- February 25-26, 2008 Held Public Hearing for East Area 1 Specific Plan. The project request was approved with certification of EIR.
- February 26, 2008 Milestone: East Area 1 Specific Plan project approved by Santa Paula City Council.**
- February 28, 2008 Milestone: Notice of Determination filed with County Clerk.**
- Late Feb.-Mar. 2008 Staff compiled final sets of conformed documents for distribution among City Departments.
- March 3, 2008 City receives signed Memorandum of Intent by and between Santa Paula Elementary School District and Limoneira Company for East Area 1.
- March 17, 2008 City Council approves Ordinance 1191 (Development Agreement for East Area 1 between City of Santa Paula and Limoneira).
- March 28, 2008 Milestone: 30-day Statute for CEQA challenge ends. No challenge filed.**

◆ Preliminary Application thru Informal Pre-App (3/29/08 – 3/25/10)

- June 2008 Milestone: Ballot Approval of EA1 Project at June 2008 Election**
- October 6, 2008 Email between City and LAFCo to set up meeting to discuss East Area 1.
- October 13, 2008 Meeting between LAFCo [Kim Uhlich and Kai Luoma] and City [Janna Minsk] to discuss status of pending application for reorganization East Area 1, and including related preliminary steps such as amending Santa Paula-Fillmore Greenbelt to remove East Area 1, annexing Watershed Protection District parcels and CEQA process for same, planning, rezoning and annexation for East Area 2, and schedule overview.
- October 16, 2008 Letter from LAFCo [Kim Uhlich] to City [Janna Minsk] regarding summary and follow-up to October 13, 2008 meeting. Key content included: 1) acknowledge meeting to review LAFCo policies and requirements related to pending reorganization application; 2) CEQA review for 15 parcels owned by Watershed Protection District; 3) process and timing for Grant Line and EA2 annexation areas; and 4) clarification of policies and timing for amending Greenbelt Agreement relative to LAFCo annexation/application process.
- November 14, 2008 City [Janna Minsk] requests name of contact person in Ventura County Watershed (WPD) Protection District to contact regarding annexation of WPD parcels (aka Santa Paula Creek parcels). Kim Uhlich provides name to city staff.

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- November 14, 2008
Thru March 2009 Communications ongoing between City and WPD regarding annexation of WPD/Santa Paula Creek parcels.
- December 3, 2008 Email exchange between City staff and LAFCo staff regarding annexation of WPD/Santa Paula Creek parcels.
- December 15, 2008 Email from LAFCo (Kim Uhlich) regarding LAFCo required documentation from WPD and consent to annex Santa Paula Creek parcels.

2009

- January 2009 City staff begins coordinating effort with Fillmore and County to amend Greenbelt to remove East Area 1.
- March 24, 2009 City receives email from WPD agreeing to provide paperwork having no objection to City's proposal to annex 15 parcels
- March 30, 2009 Telephone conversation between LAFCo [Kim Uhlich] and City [Janna Minsk] to provide update on planning process regarding East Area 1 and East Area 2. LAFCo staff prefers City follow steps detailed in October 16, 2008 letter, City and LAFCo staffs discussed alternatives. These alternatives include: City to demonstrate a "good faith" effort to include EA 2 parcels in the overall plan for area and that any creation of an island is temporary since City has identified a long term commitment to move forward with EA 2 planning. Another option is to divide annexation process into 2 discrete geographic areas (Grant Line being one and EA1 application with EA 2 planning document being second geographic region)
- March 30, 2009 Email from LAFCo regarding excerpts from Govt. Code listing factors LAFCo considers re: environmental justice.
- March 31, 2009 Telephone conversation between City [Janna Minsk] and LAFCo [Kim Uhlich] following up on March 30th discussions and clarifying LAFCo's preference to see City implement steps outlined in October 16, 2008 letter, and further discussion of processing options for Grant Line properties.
- June 26, 2009 Email from LAFCo [Kim Uhlich] advising City [Janna Minsk] due to difficulties obtaining consent to annex from Watershed Protection District (WPD), LAFCO suggests consent can be deferred and handle by LAFCo once reorganization application received.
- September 1, 2009 Email from LAFCo [Kai Luoma] to City [Janna Minsk] advising City that revised LAFCo application and list of submittal requirements has been posted on LAFCo website (for use when preparing East Area 1 application).

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- October 26, 2009 Letter sent from City to Watershed Protection District requesting consent to annex 14 or 15 parcels adjacent to East Area 1. Consent is needed in order to initiate annexation of adjacent lands as requested by LAFCo (see January 7, 2008 NOP comment letter).
- October 29, 2009 Email from City [Joyce Parker-Bozylinski] to LAFCo [Kim Uhlich] notifying LAFCo staff of tentatively scheduled neighborhood meeting for Grant Line properties and invitation to attend.
- November 3, 2009 Email response from LAFCo [Kim Uhlich] to City [Joyce Parker-Bozylinski] accepting invitation to attend Grant Line neighborhood meeting to discuss annexation. Questions raised on separate issue of Lindsay Triangle processing and timing of East Area 2.
- November, 3-4, 2009 Several emails between LAFCo and City staff preparing for upcoming neighborhood meeting presentation and Frequently Asked Questions (FAQ) handout (Grant Line neighborhood meeting).
- November 11, 2009 Email from City [Joyce Parker-Bozylinski] to LAFCo [Kim Uhlich] addressing processing options for the "Lindsay Triangle" property and how that can be coordinate with processing options and "work plan" for East Area 2, or the Grant Line annexation.
- November 11, 2009 Email response from LAFCo [Kim Uhlich] to City [Joyce Parker-Bozylinski] concurring with suggestion to process Lindsay property concurrent with Grant Line and Santa Paula Creek applications.
- December 1, 2009 Email from City [Joyce Parker-Bozylinski] to LAFCo [Kim Uhlich] transmitting preliminary milestone "work program" for East Area 2 as tool for defining acceptable "making progress" condition for recording East Area 1.
- December 1, 2009 Email response from LAFCo [Kim Uhlich] to City [Joyce Parker-Bozylinski] acknowledging receipt and setting/confirming meeting date for December 8th to discuss East Area 2 "work program" and upcoming Grant Line neighborhood meeting.
- December 8, 2009 Meeting with City [Janna Minsk, Joyce Parker-Bozylinski] and LAFCo [Kim Uhlich, Kai Luoma] revisiting issues of October 16, 2008 letter (issues and status of current annexation preliminary steps). Specific items included: 1) review of East Area 2 "work program" for tasks/schedule related to specific plan process, pre-zoning, and LAFCo application with acknowledgement that timing/phasing of tasks was generally acceptable to LAFCo staff; 2) discussion of conditional approval tying East Area 1 recordation to certain milestones of the East Area 2 "work program" (i.e., preliminary steps of specific plan preparation); 3) request/clarification of City vacant land inventory; 4) new item from LAFCo regarding need to update Municipal Service Report (MSR) and request for \$5,000 pre-deposit to initiate. MSR item was discussed with City counter request that LAFCo first review the documentation already

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completed for project to determine if need for MSR update is actually warranted.

December 10, 2009 City holds neighborhood meeting with property owners for 12 Grant Line parcels, to explain proposed annexation process and proceedings, set forth in motion per LAFCo staff request (see letter from LAFCo dated October 16, 2008).

2010

January 21, 2010 Telephone conversation between City [Melanie Traxler] and LAFCo [Kim Uhlich] to discuss outstanding issues affecting application strategy and submittal process for both EA1 SP and "islands." Key topics included: 1) Municipal Service Report update/status; 2) LAFCo Fiscal Impact Analysis requirements/expected detail for "islands;" 3) East Area 2 "island" annexation options (i.e., process, timing, expectations, etc.); 4) Clarification of eastern boundaries and potential mapping error.

January 27, 2010 Email from City [Melanie Traxler] to LAFCo [Kim Uhlich] documenting Jan. 21st telephone conversation, with additional questions and request for confirmation process summary.

January 29, 2010 Email response from LAFCo [Kim Uhlich] to City [Melanie Traxler] of Jan. 27th email. Key items of note: 1) no longer need to amend 2007 MSR prepared by LAFCo, 2) timing of East Area 2 "island" and City consideration of not submitting any other change of organization applications until such time East Area 2 annexation application filed.3) roll Grant Line annexation into East Area 1, Kim requested discussion on adding Peres Lane and/or Orcutt Road.

February 1, 2010 Telephone conversation between City [Melanie Traxler] and LAFCo [Kim Uhlich] discussing and clarifying issues from Jan 21, 2010 email chain. Key topics discussed included: 1) LAFCo's concern of City's history for extending services in advance of LAFCo annexation; 2) role of this concern and LAFCo's previous request to include Orcutt Road properties as "clean-up;" 3) intent of LAFCo to identify "conditions" tied to the recordation of map & legal description for East Area 1; 4) outlined potential timeline from approval to recording and noted one-year time limit to complete recordation; 5) reviewed generally time to expect from application submittal to hearing; and 6) LAFCo asked if city would consider limiting future applications to just East Area as a condition.

February 1, 2010 Email response from City [Melanie Traxler] to LAFCo [Kim Uhlich] addressing Jan. 29th email chain items and follow-up to earlier telecommunication of February 1st. Key items of note: 1) acknowledging communication from LAFCo that MSR update will not be necessary; 2) schedule tied to East Area 2 "work program" and potential to accomplish Notice of Preparation relative to timing of East Area 1 recordation; 3) City's concerns about processing East Area 2 and variables (outside of City control) that may affect process/schedule; 4) Grant Line as

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- independent vs. consolidated process; 5) City's determination that Peres/Orcutt properties not an option and this time.
- February 10, 2010 Telephone conversation between City [Melanie Traxler] and LAFCo [Kim Uhlich] discussing LAFCo's previously expressed concern and need to amend City Resolution No. 6465 to reflect specific reference for detachment from County service areas. City noted concern to re-open resolution and dispute need to change approval made retroactive to date of new law.
- February 10, 2010 Email response from City [Melanie Traxler] to LAFCo [Kim Uhlich] in follow-up to earlier telecommunication and presenting City's stance on LAFCo request to amend previously adopted Resolution No. 6465 to include specific language, and City's response disputing such requirement.
- February 12, 2010 Email response from LAFCo [Kim Uhlich] to City [Melanie Traxler] regarding Feb. 1st (chain from original Jan. 27th) email thread. Key items of note: 1) LAFCo identifies criteria to waive island areas; 2) LAFCo introduces specific wording/intent of "two conditions" and requests that City provide statement of acceptance for same; 3) LAFCo concurs that Peres/Orcutt to not meet criteria for inclusion at this time. With regard to the "**two conditions**," through Kim Uhlich's response LAFCo succinctly identifies "two conditions" that will be requested by staff and thus most likely required for conditions of approval to East Area 1. One condition requires that EA1 recordation would be delayed until such time that specific progress (i.e., release of the Notice of Preparation) toward East Area 2 rezoning and annexation is completed. Another condition essentially creates a moratorium for the City to process any annexations unless and until an annexation application for East Area 2 is filed. Kim requests that the City acknowledge and accept the "two conditions" as a pre-condition to accepting the East Area 1 application.
- February 17, 2010 Telephone conversation between City [Melanie Traxler] and LAFCo [Kim Uhlich] regarding clarification/status of City input on the "two conditions." City input to be forthcoming.
- February 17, 2010 Letter from LAFCo [Kim Uhlich] to City [Janna Minsk] responding to previous January/February 2010 communications and specifically addressing: 1) required wording for "detachment" from county agencies and request to amend City's previously approved (pre-2009) Resolution No. 6465; 2) request that new resolutions (or amended Reso No. 6465) to include wording for detachment of Watershed Protection District/Santa Paula Creek parcels and Hallock parcels; 3) documentation for rezoning of WPD and Hallock parcels required; and 4) inaccurate reference to "detachment from County."
- February 18, 2010 Telephone communication between City [Janna Minsk] and LAFCo [Kim Uhlich] in follow-up to February 17th letter and requesting examples of other recent resolutions that incorporate required "detachment from

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- County service area” wording. Also, discussion and clarification of topics from letter.
- February 18, 2010 Email from LAFCo [Kim Uhlich] to City [Janna Minsk] providing sample “resolution initiating annexation” as example of appropriate wording for detachment from county service areas. [Resolution No. 2009-47 from Simi Valley sent as attachment.]
- February 26, 2010 Email continued thread from LAFCo [Kim Uhlich] to City [Melanie Traxler] in follow-up to January 21st thread, Feb 12th response and February 17, 2010 telephone call. LAFCo requesting specific response to items in Feb. 12, 2010 email with emphasis on “two conditions” and anticipated schedule for applications.
- March 9, 2010 Planning Commission adopted a resolution recommending that the City Council approve a General Plan Amendment that would make map and text changes thus changing the designation of the East Area 2 “Expansion Area” to a “Planning Area”
- March 17, 2010 Telephone conversation between City [Melanie Traxler] and LAFCo [Kim Uhlich] to revisit timing options between East Area 1 and 2 applications and reasonableness of “two conditions” from Feb 12, 2010 email.
- March 17, 2010 Email from City [Melanie Traxler] to LAFCo [Kim Uhlich] requesting clarification of proposed “two conditions” (per Feb 12, 2010 email) regarding East Area 2. Specifically, request that any proposed LAFCo condition to East Area 1 requiring “specific progress” toward processing of East Area 2 not be limited to the Notice of Preparation stage for EA2. Also, request that LAFCo clarify what specific boundary intended for East Area 2 in the context of the “two conditions.”
- March 17, 2010 Email from City [Melanie Traxler] to LAFCo [Kim Uhlich] coordinating schedule for pre-application meeting.
- March 18, 2010 Email response from LAFCo [Kim Uhlich] to City [Melanie Traxler] confirming pre-application meeting date/time.
- March 22, 2010 Email response from LAFCo [Kim Uhlich] to City [Melanie Traxler] providing clarification of “two conditions” (seeking to tie progress of processing East Area 2 annexation to East Area 1 approval, as detailed per Feb 12, 2010 email) and offering processing options as alternative to conditions.
- March 25, 2010 Preliminary/informal “pre-app” meeting with LAFCo (Melanie Traxler, Janna Minsk, Kai Luoma) to review application questions, informational items and clarification of the “two conditions” (per Feb 12th email).

◆ **Informal Pre-App thru Formal Pre-App (3/25/10 –7/15/10)**

- March 29, 2010 Email from City [Melanie Traxler] to LAFCo [Kim Uhlich] acknowledging “preliminary pre-app” and follow-up on “two conditions” issue (see Feb. 12, 2010 email) and schedule before City Council.
- March 29, 2010 Email response from LAFCo [Kim Uhlich] to City [Melanie Traxler] acknowledging receipt of info on Council meeting schedule.
- April 2, 2010 Email from LAFCo [Kim Uhlich] to City [Melanie Traxler] inquiring status of payment for March 25th pre-application meeting.
- April 2, 2010 City mails pre-application meeting check (\$450 payment) to LAFCo.
- April 5, 2010** **Milestone: City Council approval of Resolution No. 6664 revising Resolution No. 6465 (reflecting specific wording regarding “detachment” as requested by LAFCo), and approval of Resolution No. 6663 directing City Manager authority to coordinate on behalf of the City for LAFCo conditions (including the “two conditions”) and waiver of islands as appropriate to facilitate and expedite processing of the East Area 1 annexation.**
- April 5, 2010 Email from City [Melanie Traxler] to LAFCo [Kim Uhlich] communicating status and outcome of April 5th City Council meeting concerning direction on request for waiver (of island areas) and action on “two conditions.”
- April 6, 2010 Email response from LAFCo [Kim Uhlich] to City [Melanie Traxler] acknowledging receipt of City Council action/status.
- April 7, 2010 Email from City [Melanie Traxler] to LAFCo [Kim Uhlich/Kai Luoma] requesting status/clarification of “draft agricultural mitigation policies.”
- April 7, 2010 Email response from LAFCo [Kim Uhlich] to City [Melanie Traxler] directing City to Commissioner’s Handbook Policy 2.1.2.1 (I – iv) for agricultural mitigation policies.
- May3, 2010 Telephone conversation between City [Melanie Traxler] and LAFCo [Kim Uhlich] regarding East Area 2 processing options, submittal requirement illegal lot research and protest process.
- May 12, 2010 Email from City [Melanie Traxler] to LAFCo [Kim Uhlich] regarding legal lot clarification for Lindsay Triangle and relationship to East Area 2 process.
- May 12, 2010 Email response from LAFCo [Kim Uhlich] to City [Melanie Traxler] addressing lot status for Lindsay Triangle parcel. Conclusion legal lot issue resolved.
- July 2010 **Milestone: Greenbelt Amendment finalized at Board of Supervisors (June 2010) and certified by LAFCo (July 2010)**

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July 9, 2010 City [Janna Minsk] sends Ventura County Transportation Commission (VCTC) written request for VCTC consent to allow City to annex a portion of the Santa Paula Branchline (APN 107-0-030-010).

◆ Pre-App thru Application Submittal (7/15/10 – 9/24/10)

July 16, 2010 Formal Pre-Application meeting with EA1 team (Mike Penrod, Tony Locacciato, Janna Minsk, Melanie Traxler) and LAFCo staff (Kim Uhlich). Key issues discussed schedule, facilitation of application review/processing, application approach, informational needs.

July 19, 2010 Email from City [Janna Minsk] to LAFCo [Kim Uhlich] requesting clarification of number of copies and timeline required for pre-submittal of EA1 SP FEIR.

July 19, 2010 Email response from LAFCo [Kim Uhlich] to City [Janna Minsk] clarifying delivery expectations for EA1 SP FEIR. Conclusion, 1 hard copy and 1 electronic copy for pre-application review sufficient; remainder copies due with application.

July 27, 2010 A pre-application deposit (\$5,000 payment) made with LAFCo with a letter from the City requesting LAFCo review of the City's pending application for a sphere of influence amendment and reorganization of territory known as East Area 1. At that time, City staff provided LAFCo with a draft application, the Specific Plan, FEIR, Fiscal Impact Analysis and Development Agreement.

July 29, 2010 Telephone conversation between City [Melanie Traxler] and LAFCo [Kim Uhlich] regarding waiver process and options, including preliminary discussion of draft waiver document and communication of City's objectives.

August 6, 2010 Email from City [Melanie Traxler] to LAFCo [Kim Uhlich] forwarding Preliminary Draft Request for East Area 2 Island Waiver and soliciting staff input. [08-05-10 Discussion Draft of Waiver sent as attachment.]

August 12, 2010 Email from LAFCo [Kai Luoma] to City [Melanie Traxler] requesting copy of East Area 1 Specific Plan.

August 14, 2010 Email response from City [Melanie Traxler] to LAFCo [Kai Luoma] acknowledging request for East Area 1 Specific Plan.

August 17, 2010 City hand-delivers copy of East Area 1 Specific Plan to LAFCo.

August 19, 2010 Telephone conversation between City [Melanie Traxler] and LAFCo [Kai Luoma] regarding questions and information needs. Key items addressed include: 1) status of California Public Utility Commission (CPUC) approval for railroad crossing at Hallock; 2) options for addressing interim access for services if Hallock and/or bridge (Santa

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- Paula Street) entries are delayed; 3) interim fire and police service; 4) flood management issues; and 4) fiscal impact review.
- August 19, 2010 Email from City [Melanie Traxler] to LAFCo [Kai Luoma] addressing status of Hallock railroad crossing and agency coordination.
- August 19, 2010 Email response from LAFCo [Kai Luoma] to City [Melanie Traxler] acknowledging receipt of crossing status information.
- August 24, 2010 Planning Commission approved a resolution recommending that the City Council approve a General Plan Amendment that would make certain text and map changes clarifying the role, relationships and requirements for Expansion Areas and Planning Areas.
- August 25, 2010 Email from LAFCo [Kai Luoma] to City [Melanie Traxler] requesting copy of City staff report to Planning Commission from 8/24/10 meeting.
- August 25, 2010 Email response from City [Melanie Traxler] to LAFCo [Kai Luoma] transmitting copy of Staff Reports for Hallock GPA/Prezone and GPA for Planning/Expansion Areas revisions. [Hallock and GPA Staff Reports were sent as attachment]
- August 25, 2010 Email response from LAFCo [Kai Luoma] to City [Melanie Traxler] acknowledging receipt of staff reports.
- September 2, 2010 Telephone conversation between LAFCo [Kai Luoma] and City [Melanie Traxler] to identify questions, issues and data needs. Key comments/requests included: 1) Hallock approval status for rail crossing; 2) flood control/flood management issues raised through Watershed Protection District; 3) follow-up on Hallock process and incorporation to East Area 1 application; and 4) clarification of application submittal requirements.
- September 3, 2010 Email response from LAFCo [Kim Uhlich] to City [Melanie Traxler] on Preliminary Draft Request for East Area 2 Island Waiver. Conclusion, Kim Uhlich does not agree that City's argument for waiver is supported and LAFCo staff will not support findings for waiver without "two conditions."
- September 3, 2010 Email response from City [Melanie Traxler] to LAFCo [Kim Uhlich] acknowledging receipt of input on draft waiver document. Other status/update provided with intent toward Oct. 1st application submittal.
- September 9, 2010 Presentation at City Council meeting by Ventura County Watershed Protection District [Norma Camacho] update on capacity of Santa Paula Creek and ACOE studies.
- September 8, 2010 Email from City [Melanie Traxler] to LAFCo [Kai Luoma] transmitting City's 5-year Capital Improvement Plan (CIP), and reference to off-site improvements input. [2009/2014 CIP sent as attachment]

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- September 9, 2010 Email response from LAFCo [Kai Luoma] to City [Melanie Traxler] acknowledging receipt of CIP and requesting copy of Wastewater System Master Plan.
- September 9, 2010 Meeting between City [Jaime Fontes] and LAFCo [Kim Uhlich]. Discussion included: additional information required in conjunction with filing of formal application with LAFCo. Items of interest: potential flooding-related impacts within the East Area 1 proposal area, clarification of FEMA designation for the project area and Santa Paula Creek, site access from Hallock Drive, adequacy and costs of governmental services.
- September 10, 2010 Ventura County Transportation Commission approves “consent to Annex” a portion of the Santa Paula Branch line corridor for the East Area 1 Specific Plan.
- September 13, 2010 Email from Watershed Protection District [Norma Camacho] to City [Janna Minsk] detailing request from LAFCo [Kim Uhlich] regarding point raised by Ron Bottorff in an email to LAFCo. Points of interest: any new CEQA issues based upon new information that could have not been known when the city certified the FEIR for east Area 1. WDP [Sergio Vargas] prepared email response to Kim Uhlich which included information regarding FEMA certification of the levee along Santa Paula Creek.
- September 15, 2010 Telephone conversation between LAFCo [Kai Luoma], City [Janna Minsk and John Quinn] to review LAFCo’s specific questions regarding fiscal impacts and oversight responsibilities for the East Area 1 project. City staff provided verbal clarifications to Kai’s questions and City staff indicated that they would follow up with written, updated information to address LAFCo staff areas of concern (including an annual escalator for the costs of providing fire and other services)
- September 15, 2010 Email from City [Janna Minsk] to LAFCo [Kai Luoma] acknowledging discussion of fiscal-related questions for EA1 SP.
- September 15, 2010 Email response from LAFCo [Kai Luoma] to City [Janna Minsk] regarding acknowledgement.
- September 20, 2010 Email from LAFCo [Kim Uhlich] to City [Janna Minsk] transmitting September 20th letter providing LAFCo’s response to pre-application.
- September 20, 2010 Letter from LAFCo [Kim Uhlich] to City [Janna Minsk] regarding “Sphere of Influence Amendment and Reorganization – East Area 1,” and providing a “formal response” to the pre-application process/review. Key issues identified by LAFCo included: 1) acknowledging September 9th meeting with Jaime Fontes; 2) potential flood impacts related to FEMA designation and Santa Paula Creek; 3) status and potential issues tied to California Public Utilities Commission (CPUC) requirements/approval for Hallock railroad crossing; 4) service access relative to Hallock crossing;

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- 5) fiscal impact assessment and potential for third-party review of finance documents; 5) request to resolve outstanding issues and disclaimer that additional information requests may be forthcoming.
- September 20, 2010 City Council approves Resolution 6700 approving a General plan Amendment to change East Area 2 designation from an “Expansion Area” to a “Planning Area”. The City Council also removed select parcels from East Area 2 (approximately 6 acres associated with the Hallock Drive Extension annexation).
- September 22, 2010 Email follow-up to Sept. 9th email. from City [Melanie Traxler] to LAFCo [Kai Luoma] transmitting City’s Wastewater System Master Plan (WWSMP) and conveying status of Urban Water Management Plan (UWMP). [2005 WWSMP sent as attachment]
- September 23, 2010 Email response from LAFCo [Kai Luoma] to City [Melanie Traxler] acknowledging receipt of WWSMP and follow-up question/request for related reference (manholes) map.
- September 23, 2010 Email from City [Janna Minsk] to LAFCo [Kim Uhlich] providing “heads up” for delivery of EIR documents.
- September 23, 2010 City hand-delivers EIR documents (multiple copies for Commissioners) and complete set of required background documents in anticipation of pending application.
- September 23, 2010 Email from LAFCo [Kim Uhlich] to City [Janna Minsk] acknowledging expectation of delivery of EIR documents. And subsequent sent email acknowledging receipt of documents.
- September 24, 2010 Email response from City [Melanie Traxler] to LAFCo [Kai Luoma] acknowledging request for manholes/reference map.
- September 24, 2010 Milestone: City formally submits Application (Application notebooks with cover letter, application, checklists) to LAFCo along with required deposits (\$8,000 payment to LAFCo, \$1,140 payment to VCPWA, \$1,800 payment to VC Assessor)**
- ◆ Submittal thru Application Review & 1st Hearing Date (9/24/10 – 1/19/11)**
- September 24, 2010 City staff received a “Notice of Receipt of Application” from LAFCo.
- September 27, 2010 Email from City [Janna Minsk] to LAFCo [Kim Uhlich] transmitting revised letter providing updated weblink for application documents, to replace Attachment B of application letter. [Letter from City dated September 27, 2010 was sent as attachment.]
- September 27, 2010 Email response from LAFCo [Kim Uhlich] to City [Janna Minsk] acknowledging receipt of updated weblink information.

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- September 27, 2010 Letter from Ventura County Transportation Commission [Darren Kettle] to LAFCo [Kim Uhlich] providing update on status of railroad property tied to Hallock Road annexation and intended for East Area 1 Specific Plan project primary access as railroad crossing with Hallock Road northerly extension.
- September 29, 2010 Email from City [Janna Minsk] to LAFCo [Kim Uhlich] transmitting Ventura County Transportation Commission (VCTC) letter addressing Hallock Road railroad crossing, and Wastewater System Master Plan (WWSMP) Appendix document. [Letter from VCTC dated September 27, 2010 and Appendix to Wastewater System Master Plan were sent as attachments.]
- September 29, 2010 Email response from LAFCo [Kim Uhlich] to City [Janna Minsk] acknowledging receipt of Sept. 29th email and attachments.
- September 29, 2010 Email response from LAFCo [Kai Luoma] to City [Janna Minsk] acknowledging receipt of Sept. 29th email and attachments. City staff also, responded to follow-up on request for reference map or documentation to tie location of manholes (by number) to reference information in Wastewater System Master Plan (WWSMP).
- Sept. 30, 2010 Email from City [Janna Minsk] to LAFCo [Kai Luoma] transmitting map graphic related to Wastewater System Master Plan (WWSMP). [Wastewater System Map was sent as attachment.]
- Sept. 30, 2010 Email response from LAFCo [Kai Luoma] to City [Janna Minsk] acknowledging receipt of Wastewater System Map; however, expressed readability concern.
- October 4, 2010 Email from City [Janna Minsk] to LAFCo [Kai Luoma] transmitting improved version of Wastewater System Map for reference. [Wastewater System Map, with improved resolution, was sent as attachment.]
- October 4, 2010 Email response from LAFCo [Kai Luoma] to City [Janna Minsk] acknowledging receipt and readability of Wastewater System Map.
- October 4, 2010 Email from LAFCo [Kai Luoma] to City [Janna Minsk] transmitting letter requesting additional information for wastewater service. [Letter, dated October 4, 2010, was sent as attachment]
- October 4, 2010 Letter from Kai Luoma (LAFCo) to Janna Minsk (City), regarding questions and informational needs related to City wastewater system and services.
- October 5, 2010 Email from LAFCo [Kai Luoma] to City [Janna Minsk] requesting acknowledgement of receipt of October 4, 2010 letter, and noting schedule/availability for week Oct. 4th.
- October 13, 2010 Email from LAFCo [Kai Luoma] to City [Janna Minsk] providing status of account, requesting payment of balance due deposit of additional funds

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- (\$6,275 total) and transmitting invoice. [Request for Payment Letter dated October 13, 2010 was sent as attachment.]
- October 13, 2010 Email from LAFCo [Kai Luoma] to City [Janna Minsk/Melanie Traxler] requesting information for Section 6 Alternatives Sites Analysis, and status of outstanding CEQA notice/filing documentation for Hallock.
- October 13, 2010 Telephone conversation between Janna Minsk [City], Melanie Doran Traxler [City] and Kai Luoma [LAFCo] to discuss and clarify information needs regarding Alternative Site Analysis for agricultural lands, including discussion and explanation of information previously included with application and additional questions/analysis requested from LAFCo staff.
- October 13, 2010 Email from LAFCo [Kai Luoma] to City [Janna Minsk/Melanie Traxler] transmitting specific policy references and example alternative site analysis (from Fillmore) in response to City's request for clarification on LAFCo's related request for information. [Fillmore Alt Site Analysis was sent as attachment.]
- October 14, 2010 City staff hand delivers checks for LAFCo October 13th invoice (\$6,275 payment).
- October 14, 2010 City [Janna Minsk] sends email to LAFCo [Kim Uhlich] outlining City efforts to coordinate application process with LAFCo. Email specifically states that purpose intended to confirm that requested information items have been received and that issues/questions have been addressed by the materials provided.
- October 18, 2010 Email from City [Janna Minsk] to LAFCo Kim Uhlich] confirming tentative November 17th hearing date.
- October 18, 2010 Email response from LAFCo [Kim Uhlich] to City [Janna Minsk] acknowledging confirmation and announcing intent to publish legal notice.
- October 18, 2010 Communication with LAFCo regarding Commissioner Long's availability to attend November LAFCo meeting
- October 19, 2010 Email from City [Janna Minsk] to LAFCo [Kim Uhlich] requesting that hearing date be moved to special meeting in December 2010, since Supervisor Long would not attending November LAFCo meeting.
- October 19, 2010 Email response from LAFCo [Kim Uhlich] to City [Jaime Fontes] regarding status of request for special meeting.
- October 19, 2010 Email response from LAFCo [Kim Uhlich] to City [Janna Minsk] confirming date of special meeting for December 8, 2010.
- October 22, 2010 Letter from Kim Uhlich [LAFCo] to Janna Minsk [City], dated October 22, 2010 and regarding LAFCo 10-12S & 10-12 City of Santa Paula Sphere of Influence Amendment and Reorganization – East Area 1.

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- Communication serves as certification of filing. Substantive matters addressed in letter included: 1) acknowledgment of receipt of application; 2) conditional "Certificate of Filing" based on assumption that no further CEQA review required to address flood issue.
- October 22, 2010 Email from LAFCo [Kim Uhlich] to City [Janna Minsk] transmitting Conditional Certification of Filing letter. [Letter dated October 22, 2010 regarding Certification of Filing was sent as attachment.]
- October 25, 2010 Email response from City [Janna Minsk] to LAFCo [Kim Uhlich] acknowledging receipt of Conditional Certificate of Filing and confirming consent status of property owners.
- October 25, 2010 Email response from LAFCo [Kim Uhlich] to City [Janna Minsk] acknowledging receipt of confirmation.
- October 29, 2010 Email from City [Janna Minsk] to LAFCo [Kim Uhlich] transmitting request from Limoneira to reschedule hearing date to January 2011.
- October 29, 2010 Email response from LAFCo [Kim Uhlich] to City [Janna Minsk] acknowledging receipt of Oct. 29th email request regarding hearing date.
- November 2, 2010 Email from Watershed Protection District [Norma Camacho] to City [Janna Minsk] providing recap of points of consideration or concern to WPD. These include: potential flooding along Haun Creek, need to periodically clean out Santa Paula Creek and Orcutt/Haun Creek, O&M services and method to handle projected future increases in flows. Norma indicated that's he was going to set up a meeting between LAFCo and County Counsel for further guidance.
- November 3, 2010 Email from City Attorney [Karl Berger] to Watershed Protection District [Norma Camacho] containing proposed language for a condition that would address WPD concerns.
- November 3, 2010 Email response from Norma Camacho acknowledging receipt of Karl Berger's suggested wording for consideration.
- November 8, 2010 Emails between Watershed Protection District [Norma Camacho] and City [Janna Minsk] following up on Norma's meeting with LAFCo regarding wording for proposed condition re: flooding.
- November 15, 2010 Letter from Jeff Pratt (County of Ventura, Public Works Agency) to Kim Uhlich (LAFCo), providing comments to LAFCo's Report Back request of Sept. 27th. Public Works Agency was requested by LAFCo to review and comment on the application submitted by the City to LAFCo. Key issues addressed included: 1) annexation of Telegraph Road and Ferris Drive; 2) increases in flows in Santa Paula Creek; 3) portion of the project area in the A99 flood zone; and 4) long-term maintenance of flood control facilities and debris basins.

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- November 29, 2010 Meeting between LAFCo [Kim Uhlich], VCWPD [Norma Camacho and Sergio Vargas, City [Jaime Fontes, Janna Minsk] and Limoneira [Harold Edwards, Mike Penrod] to discuss and define terms/arrangement for improvements, operation and maintenance of lands/facilities related to East Area 1 that fall within the Santa Paula and Haun Creeks. Conclusion: Norma to provide revised wording for “condition of approval” for inclusion in LAFCo report.
- November. 30, 2010 Email from LAFCo [Kai Luoma] to City [Melanie Traxler] requesting copy of City’s most current Urban Water Management Plan (UMWP).
- November. 30, 2010 Email from City [Karl Berger] to various recipients including LAFCo [Kim Uhlich] and VCWPD [Norma Camacho] transmitting recommended language for condition addressing long-term maintenance of Santa Paula Creek and Haun Creek.
- December 1, 2010 Email response from LAFCo [Kim Uhlich] to City [Karl Berger] and VCWPD [Norma Camacho] acknowledging receipt of Nov. 30th email/input and including disclaimer that LAFCo may have other outstanding comments/concerns.
- December 1, 2010 Email response from City [Melanie Traxler] to LAFCo [Kai Luoma] regarding UWMP status and provision of copy.
- December 7, 2010 Letter from Leroy Smith (County Counsel) to Ventura Board of Supervisors requesting approval to waive conflict of interest and consent to advise both VCWPD and LAFCo on matters related to the East Area 1 annexation.
- December 7, 2010 City receives email from Kim Uhlich requesting follow up: services and fiscal analysis. Deadline to respond is December 17, 2010.
- December 8, 2010 City [Melanie Traxler] hand-delivered hardcopy of City’s 2005 UWMP to LAFCo [Kai Luoma]. Exchange included request by LAFCo for additional information relating to landscape/lighting maintenance districts and clarification of ongoing maintenance responsibilities for EA1.
- December 8, 2010 Telephone conversation between City [Melanie Traxler] and LAFCo [Kai Luoma] to address information requested from Kai regarding landscape/lighting districts, etc. Conclusion, acknowledged that information item addressed (and noted that can be removed from list previously sent December 7, 2010 to Janna).
- December 16, 2010 City forwards detailed response to LAFCo’s October 4th letter. Response attached to email from City [Janna Minsk] to LAFCo [Kai Luoma]. Four-page response addresses service and financing questions and includes reference to documents previously provided to LAFCo that include this information.

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- December 23, 2010 Email from City [Janna Minsk] to LAFCo [Kai Luoma] inquiring as to delivery status of notice.
- December 23, 2010 Email response from LAFCo [Kai Luoma] to City [Jaime Fontes] requesting original copy of notice.
- December 27, 2010 Email from CPUC [Sergio Licon] to LAFCo [Kai Luoma] addressing railroad crossing configuration at Hallock, conclusion, request grade separation study.

2011

- January 3, 2011 Emails between City [Janna Minsk] and LAFCo [Kim Uhlich]. City (Janna Minsk) asked if LAFCo needed any additional information or outstanding issues clarified. Kim Uhlich replied that LAFCo has asked for everything they need. However, they still have some unresolved questions and Kim Uhlich described LAFCo staff's recommendation for LAFCo Commission to request LAFCo staff obtain services of independent municipal finance consultant and engineering consultant. She indicated LAFCo staff concerned with delay of construction of fire department and secondary access timing.
- January 4, 2011 Telephone conversation between City [Janna Minsk] and LAFCo [Kim Uhlich] regarding issues delineated in January 3rd email thread, including fiscal analysis, sewage service, operation/maintenance of parks and open space, and conditions. City (Janna Minsk) reiterates to Kim Uhlich importance of this project to the City and desire to resolve outstanding issues/concerns to move project forward.
- January 5, 2011 Telephone conversation between City [Janna Minsk] and LAFCo [Kai Luoma] to discuss outstanding sewer and water infrastructure, service and financing issues. Several questions seem duplicative of those previously asked and responded to (was related to October 4th letter and City's December 16th response); City believes questions resolved during course of call.
- January 6, 2011 Email exchange between LAFCo [Kai Luoma], Debbie Schubert [LAFCo, Clerk to LAFCo Commission] and City [Janna Minsk] transmitting and clarifying Request for Payment totaling \$9,401 to cover current balance due of \$4,401 and additional deposit of \$5,000.
- January 11, 2011 Telephone conversation between City [Janna Minsk] and LAFCo [Kim Uhlich] to review status of Staff Report and expectations for upcoming public hearing. Kim Uhlich noted that staff report should be posted by Friday a.m. at the latest. Janna Minsk conveyed recent inquiry from Eileen McCarthy [California Rural Legal Assistance] and asked Kim Uhlich about any communication with Eileen; to which Kim Uhlich indicated that Eileen McCarthy had contacted LAFCo months ago with questions and compliance with Regional Housing Needs Assessment (RHNA). Janna Minsk asked what LAFCo purview was regarding housing and Eileen McCarthy's concerns, to which Kim Uhlich responded that

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LAFCo looks at affordability component. Kim Uhlich did mention LAFCo having to make findings for loss of prime agricultural land and option included amending city sphere boundary.

January 13, 2011 **Milestone: LAFCo Staff Report for East Area 1 Reorganization released (electronically accessed via LAFCo website).**

January 14, 2011 Hand delivered payment to LAFCo for outstanding invoice (\$9,401 payment).

January 18, 2011 City submits request for continuance to February 16, 2011 to LAFCO Chair Kathy Long with copy to Kim Uhlich.

January 18, 2011 Confirmation by Kim Uhlich that Board of Supervisors Hearing Room is fully accessible to persons who are disabled. This was in response to inquiry made by Janna Minsk prior to January 19, 2011 LAFCo hearing regarding "special needs" of a public speaker wishing to address the LAFCo Commission.

January 19, 2011 City Manager, City Attorney and Mike Penrod attend LAFCo meeting. LAFCo continues item to March 16, 2011.

◆ **Post January 19th Continued Hearing (1/19/11 - current)**

January 20, 2011 City [(Janna Minsk] requests via email to Kim Uhlich copies of any letters received regarding the January 19, 2011 LAFCO Agenda item 11 a (East Area 1).

January 21, 2011 Email response from Debbie Schubert (Clerk to the LAFCo Commission) included 3 letters received by LAFCo regarding LAFCo Agenda item 11 a. Letters were from: City of Ventura dated and received by LAFCo 1/18/2011, Dwight Moore dated and received 1/19/2011, Keep the Sespe Wild received 1/19/2011.

January 25, 2011 Email from Debbie Schubert (Clerk to the LAFCo Commission) containing letter dated January 25, 2011 signed by Louis Cunningham, LAFCo Chair detailing City's request to have item continued to February 2011 LAFCo meeting. The letter stated that the LAFCo Commission continued the hearing to March 16, 2011 and requested that the City submit any further information by February 18, 2011.

January 26, 2011 Debbie Schubert (LAFCo Clerk) requests email confirmation of Jaime Fontes and Janna Minsk receipt of January 25, 2011 email and attachment (Letter dated January 25, 2011 regarding continued LAFCo hearing date).

January 26, 2011 City [(Janna Minsk] sends Debbie Schubert email confirmation that she received January 25, 2011 email and attachment.

Attachment 2

Specific Plan Implementation Schedule

4. Implementation

4.1 Introduction

4.1 Introduction

This Section describes the responsibilities and procedures required for implementing the East Area 1 Specific Plan. The role of the Master Developer and the requirements for Neighborhood Builder(s)/Developer(s) in obtaining the needed approval for projects within the Specific Plan Area are described. Capital improvements, financing, and phasing entailed in implementing the East Area 1 Specific Plan as well as the regulations that will govern its implementation are addressed. Included in the discussion are the financing strategies for both off-site and on-site public facilities. A number of public and capital facilities will be required to support the development of the site and to provide high quality amenities. The development will require water and sewer systems, new roadways, dry utilities, drainage, parks and other facilities. This section of the Specific Plan addresses the financing strategies for both on-site and off-site public facilities and a breakdown of sources and uses of funds including both estimated fee revenues and infrastructure improvements costs by type.

Estimated project Development Impact Fee revenue (approximately \$ 42.6 Million (2007 Dollars)) includes fees for law enforcement, fire protection, traffic, sewer, storm drainage, community facilities, parks and schools. Estimated infrastructure costs (approximately \$ 92.6 Million (2007 Dollars)) include the necessary water system, sewer system, roadways, dry utilities, drainage, parks, and miscellaneous costs related to the proposed development.

This section responds to Government Code §65451 which requires that specific plans must include a program for implementation including regulations, conditions, programs and additional measures as necessary to implement the plan.

4.2 Specific Plan Regulatory Approach

The implementation procedures set forth in this section are intended to assure the development of East Area 1 in accordance with the planning and design intent of this Specific Plan, and other applicable City of Santa Paula regulations.

The East Area 1 Specific Plan applies to all lands within the boundaries shown in Figure 5-1. All development proposals within the Specific Plan Boundaries must be consistent with the Specific Plan and Santa Paula's General Plan. The Development

Standards, presented in Section 5 of the East Area 1 Specific Plan, contains development regulations which upon approval of the Specific Plan by the City Council will become mandatory in authority for all properties within the Specific Plan boundaries.

4.3 Implementation Schedule

It is anticipated that development of the East Area 1 Specific Plan will occur in four (4) phases over a ten (10) year period of time, to coordinate infrastructure and financing needs. Phase boundaries typically follow the edge of the streets and right-of-ways. Generally, the primary phase of the project is anticipated to commence in the Haun Creek Neighborhood. Development is expected to continue with the Foothill Neighborhood and the Santa Paula Creek Neighborhood, and terminate with the Santa Paula Creek Civic District and the East Santa Paula Railroad District. The commercial space would be developed in the final development phases, as build-out of the site is needed to generate adequate market demand. The infrastructure improvements will be matched to meet the needs of each phase of development. In addition, a proportional amount of the required park space will be built with each phase. Refer to Figure 4-1, Phasing Guide.

A vesting tentative map, phased final maps, and building permits are required to implement the infrastructure improvements. The vesting tentative map reflects the proposed phasing plan. Multiple final maps clearly depicting the phases will be filed for the project. The Master Developer or Neighborhood Builder(s)/Developer(s) must post a Surety Bond(s) to guarantee the improvements shown on each final map.

The phasing of the Specific Plan is designed to meet the following objectives:

- Orderly build-out of the community based upon market and economic conditions.
- Providing adequate infrastructure and public facilities concurrent with development of each phase.
- Protection of public health, safety and welfare.

A development agreement may provide for the developer to determine some aspects of phasing. Phasing will occur as appropriate levels of infrastructure, community facilities, and open space dedications are provided. Phasing sequencing is subject to change over time to respond to these various factors

4. Implementation

4.3 Implementation Schedule

Figure 4-1: East Area 1 Phasing Guide



Source: Huitt-Zollars, Inc., 2007

Table 4-1: Summary of On-Site Infrastructure Improvements

Item	Total
Streets and alleys	\$21,300,000
Sanitary Sewer	\$3,800,000
Domestic Water	\$28,200,000 ⁷
Recycled Water	\$7,000,000
Storm Drain	\$8,900,000
Grading	\$17,300,000
Dry Utilities	\$6,100,000
Total	\$92,600,000

Source: Huitt-Zollars, Inc., 2007

NOTES:

1. Cost figures are conceptual only. Actual costs are dependent on the items shown at bidding time, the general market situation, the contractor's workload, seasonal factors, labor and material cost, etc.
2. Costs are subject to revision due to changes, additions, and deletions resulting from ongoing agency review.
3. Appropriate contingency should be considered.
4. This analysis does not include costs to acquire right-of-way needed for this project.
5. Off-site infrastructure and public facilities not included.
6. Includes well fields, 3.0MG tank and 2.0 MG tank.

4. Implementation

4.4 Infrastructure and Public Facilities

and individual phases may overlap or develop concurrently. Phased infrastructure improvements, as required and approved by the City Engineer to support each phase, will be installed by the Master Developer or Neighborhood Builder(s)/Developer(s). It is assumed that the 10-year phased construction of the Specific Plan would be completed by 2020; however, this is considered an estimated time frame and is subject to outside forces, including regulatory approvals, weather, and the economic climate.

4.4 Infrastructure and Public Facilities

This section provides an overview of the parties involved in the implementation, ownership, and long-term maintenance responsibilities for the infrastructure and public facilities required to support the Specific Plan area. It also provides an overview of the estimated cost and sources of funding for such infrastructure and public facilities. It is assumed that some of these improvements and services will be financed through dedicated fees and rates. Table 4-1 provides a summary of the estimated costs of the on-site infrastructure improvements.

Table 4-2, Project Development Fee Revenue, provides a breakdown of the Development Impact Fee revenue sources for the Specific Plan. As shown in Table 4-2, the City, school district and other public district will collect approximately \$42,630,082 million to pay for, or will receive equivalent improvement of, off-site infrastructure and facilities.

4.5 Financing Plan

The financing and maintenance plan for the East Area 1 Specific Plan will ensure the timely completion of public facilities, streets, utilities, and other necessary capital improvements, as well as the proper maintenance of these facilities.

The following principles shall guide the development and funding of facilities and public services for the East Area 1 Specific Plan:

- Use pay-as-you-go financing to the extent possible. Use debt financing only when essential to provide facilities necessary to maintain service standards.
- Fully fund new onsite and offsite public infrastructure and services needed to support the Specific Plan development;

- Utilize existing fee programs to fund required off-site infrastructure.
- Fund the costs of mitigating for the adverse impacts on the City's existing infrastructure;
- Provide for a fair allocation of costs among land uses.
- Phase on-site improvements to ensure that they are constructed when necessary and when funds are available to construct public improvements;
- Provide for reimbursements from other development for infrastructure costs that the Specific Plan area is required to advance; and
- Ensure financing mechanisms are flexible to accommodate different combinations of infrastructure timing and funding requirements.

The following policies govern the financing of infrastructure and public services for the East Area 1 Specific Plan in accordance with the above principles:

- Fund the full costs of on-site and off-site public infrastructure and public services required to support the development in the East Area 1 Specific Plan from revenues generated by development within the Specific Plan Area, except where specific existing City, County, District or State sources are available.
- Allocate the core infrastructure costs to property within the East Area 1 Specific Plan based on the general principles of benefit received, with consideration of the financial feasibility of the proposed land use.
- Require development projects in the Specific Plan to fund the over-sizing of facilities if required by the City, subject to reimbursement from future developments benefiting from the over-sizing.
- Require Neighborhood Builder(s)/Developer(s) who proceed ahead of the infrastructure sequencing plan to pay the costs of extending the core infrastructure to their project subject to future reimbursement.
- Require dedication of land for road improvements and construction of road improvements consistent with city-wide policies.

Utilizing these principles will optimize the use of available resources and ensure that adequate infrastructure and services are provided in a timely manner. If necessary, the Master Developer will prepare a detailed financing plan that will specify the financing strategy in greater detail and provide additional infrastructure financing options, such as bonds secured by special taxes.

Attachment 3

Marketing Study Phasing Projections

EAST AREA 1 SPECIFIC PLAN MARKET FEASIBILITY ANALYSIS

Prepared by:

**FOCUS Marketing
2219 Santa Clara Avenue
Chico, CA 95928**

August 2007

**EAST AREA 1 SPECIFIC PLAN
RECOMMENDED PRODUCT TYPE AND MIX BY PHASE**

Phase/Absorption in Years - Neighborhood/District	Zoning	Product Type	Product Mix	# of Housing Units
Phase I: 6 years (128 homes/year)				
Haun Creek Neighborhood				
745 homes	NC	Rowhouse, 2 & 3-plex, Apartments	24.8%	185
	NG-2	Side- & Rearyard, Duplex, Rowhouse	24.8%	185
	NG-3	Rearyard, 2, 3 & 4-plex, Rowhouse	36.9%	275
Senior Assisted Living - 75,000 sq ft			13.4%	100
Office – 60,000 sq ft Retail – 90,000 sq ft				
Phase II: 3 years (113 homes/year)				
Santa Paula Creek Neighborhood				
326 homes	NE	Large lot, Hillside	20.3%	66
	NG-1	Large lot, Hillside, Side- & Rearyard, 2-plex	29.4%	96
	NG-2	Side- & Rearyard, 2-plex, Rowhouse	20.3%	66
	NG-3	Rearyard, 2, 3 & 4-plex, Rowhouse	30.0%	98
Phase III: 3 years (107 homes/year)				
Foothill Neighborhood				
359 homes	NE	Large lot, Hillside	39.8%	143
	NG-1	Large lot, Hillside, Sideyard, Rearyard, 2-plex	30.1%	108
	NG-2	Sideyard, Rearyard, 2-plex, Rowhouse	30.1%	108
Phase IV: 4 years (17.5 homes/year)				
Santa Paula Creek Civic District				
0 homes				
Civic Uses – 340,000 sq ft				
East Santa Paula Railroad District				
70 homes	ED	Work/Live	100%	70
Light Industrial – 150,000 sq ft Office – 40,000 sq ft Retail – 20,000 sq ft				

Attachment 4

Fiscal Impact Analysis Phasing Schedule

East Area One Specific Plan Fiscal Analysis of Annexation City of Santa Paula

Prepared for:

Limoneira Company
1141 Cummings Road
Santa Paula, California 93060

Parkstone Companies
860 Hampshire Road, Suite U
Westlake Village, California 91361

November 12, 2007

SRHA Job #1115



11661 San Vicente Blvd. Suite 306
Los Angeles, California 90049-5111
310.820.2680, 310.820.8341-fax
www.stanleyrhoffman.com

**Table 2-3
East Area One Specific Plan
Preliminary Phasing**

I. Residential Planning Area	Neighborhood/District											TOTAL
		1	2	3	4	5	6	7	8	9	10	
A	Santa Paula Creek Neighborhood	SFD	0	0	0	0	109	109	55	53	0	326
		SFA					64	64	32	31		191
		MF					38	38	20	19		115
						7	7	3	3		20	
B	Foothill Neighborhood	SFD	0	0	0	0	0	0	120	119	119	359
		SFA					108	108	108	107		323
		MF					12	12	0	0		36
						0	0	0	0		0	
D	Hahn Creek Neighborhood:	SFD	123	123	123	123	65	65	0	0	0	745
		SFA	15	15	15	15	9	9				93
		SFA	19	19	19	19	10	10				115
		MF	89	89	89	89	46	46				537
		Work/Live	0	0	35	35	0	0	0	0	0	70
						35	35				70	
TOTAL RESIDENTIAL UNITS		123	123	158	123	209	174	175	173	119	1,500	
TOTAL ASSISTED LIVING UNITS		123	123	123	123	209	274	175	173	119	1,600	
TOTAL UNITS		123	123	158	123	209	274	175	173	119	1,600	

II. Commercial/Industrial Planning Area	Neighborhood/District											TOTAL
		1	2	3	4	5	6	7	8	9	10	
D	Hahn Creek Neighborhood:	Office	0	0	0	0	0	0	0	0	0	225,000
		Neighborhood Retail					90,000	90,000	0	0	20,000	60,000
		Assisted Living (100 units)					60,000	60,000	40,000	20,000	20,000	90,000
						30,000	30,000	75,000	75,000		75,000	
E	East Santa Paula Railroad District	Office	0	0	50,000	0	0	0	20,000	50,000	40,000	210,000
		Support Retail					50,000	50,000	20,000	20,000	20,000	40,000
		Industrial					50,000	50,000	50,000	50,000	20,000	20,000
								20,000	20,000	20,000	150,000	
TOTAL COMMERCIAL/INDUSTRIAL SQ. FT.		0	0	50,000	0	90,000	115,000	20,000	50,000	60,000	435,000	
						90,000	115,000	20,000	50,000	60,000	435,000	

Source: Stanley R. Hoffman Associates, Inc.
Parkstone Companies.

Attachment 5

Development Agreement, pages 11 and 16

in the second final tract map which, together with the 25% buffer, must be transferred to City before recordation of the second final tract map. This procedure must be repeated for every final map through buildout of the Project. The total groundwater rights that Developer may be required to transfer to the City cannot exceed 1,699 AFY (163 gpd per capita residential use, with the 25% buffer). The groundwater rights transferred to City pursuant to this section are subject to Developer's right to use such water for construction and irrigation purposes as set forth in Section 8.6.1 below.

3.3 Traffic Improvements.

3.3.1 Santa Paula Street

(a) Bridge. Before City issues a final certificate of occupancy for the 500th residential dwelling unit in the Project, Developer must construct and dedicate to City and City must accept dedication of, a new bridge extending Santa Paula Street from its current terminus west of the Project boundaries, across Santa Paula Creek, to the new extension of Santa Paula Street through the Project to the new extension of Hallock Drive.

(b) Off-site Improvements. Before City issues a final certificate of occupancy for the 500th residential dwelling unit in the Project, Developer must improve with curbs, sidewalk, gutters and landscaping the City's existing right-of-way on the southerly side of Santa Paula Street from 12th Street to the new Santa Paula Street Bridge.

(c) Drainage. Before City issues a final certificate of occupancy for the 250th residential dwelling unit in the Project, Developer must pay City \$500,000 toward City's public works project for improving drainage at Santa Paula Street and 12th Street. City agrees that it will endeavor to complete its drainage improvement project before completion of the Bridge.

3.3.2 Traffic Circulation Infrastructure.

(a) 1st Certificate of Occupancy. Before occupancy of any residences within the Project, Developer must construct sufficient traffic improvements to provide access, as follows:

(i) Telegraph/Hallock. Notwithstanding Mitigation Measure T-2 set forth in the EAO FEIR, which requires Developer to pay its pro rata share of the costs, Developer must install the traffic signal and reconfigure the intersection of Telegraph Road and

3.5.6 Interim Use. Until the offers of dedication of the College Site, High School Site, Joint Civic Facility Site, Elementary School Site, Santa Paula Creek Sports Park, and “Public Safety Facility” (defined below) are accepted, Developer (or Owner’s Association) must maintain said sites in a vacant state, with fencing and signage.

3.6 Public Safety Facility. Before City issues the certificate of occupancy for the 500th residential unit in the Project, Developer must construct and offer to dedicate to City an approximately 1.5-acre site, and City must accept the offer of dedication of, a public safety facility (“Public Safety Facility”) to house a fire station, including shower and exercise facilities, with office space for police department personnel. City, or an entity identified by City, will design the Public Safety Facility. The construction and equipping of the Public Safety Facility cannot cost Developer more than \$4,000,000.

3.7 Non-Potable Water. Developer must construct non-potable water pipes within the Project to deliver water from the existing wells located on the Project Site (until recycled water is available from the City’s Water Recycling System to the Project Site) and recycled water to the parks and preserves described in Section 3.1 above. Due to the economic infeasibility, Developer is not required to construct recycled water pipes throughout the residential and commercial and industrial development within the Project Site to private users, as depicted in the Specific Plan; in lieu thereof, Developer must make the Wastewater Treatment Contribution provided in the following section.

3.8 Wastewater Treatment Contribution. Developer must pay \$ 3,666.67 to the City before City issues each certificate of occupancy for residential dwelling units in the Project, totaling \$5,500,000.00, which must be used by City toward the cost of the City’s Water Recycling Facility, which will consequently reduce future user’s rates.

3.9 Development Impact Fees. In accordance with SPMC Chapter 160, Developer must pay City approximately \$30,568,866 (less any credits for dedications) in development impact fees. This cumulative total is based upon the following categories and amounts:

<i>Fee Type</i>	<i>Total</i>	<i>Credit/Reimbursement</i>	<i>Net to City</i>
<i>Law Enforcement</i>	<i>\$846,676</i>	<i>Public Safety Facility</i>	<i>\$0</i>
<i>Fire Protection</i>	<i>\$2,143,286</i>	<i>Public Safety Facility</i>	<i>\$0</i>
<i>Traffic</i>	<i>\$3,550,782</i>	<i>Santa Paula Bridge, etc.</i>	<i>\$0</i>

Attachment 6

**Election Results and Land Use Element Figure LU-4a,
page LU-23.**



County of Ventura
Santa Paula Special Municipal Election
May 8, 2007

OFFICIAL FINAL RESULTS

List of Contests

Registration & Turnout
A7 City of Santa Paula

Last Updated: May 10, 2007 3:07 PM

Registration & Turnout

10,287 Voters

Absentee Totals Turnout	2,428	23.60%
Precinct Turnout	2,039	19.82%
Total	4,467	43.42%

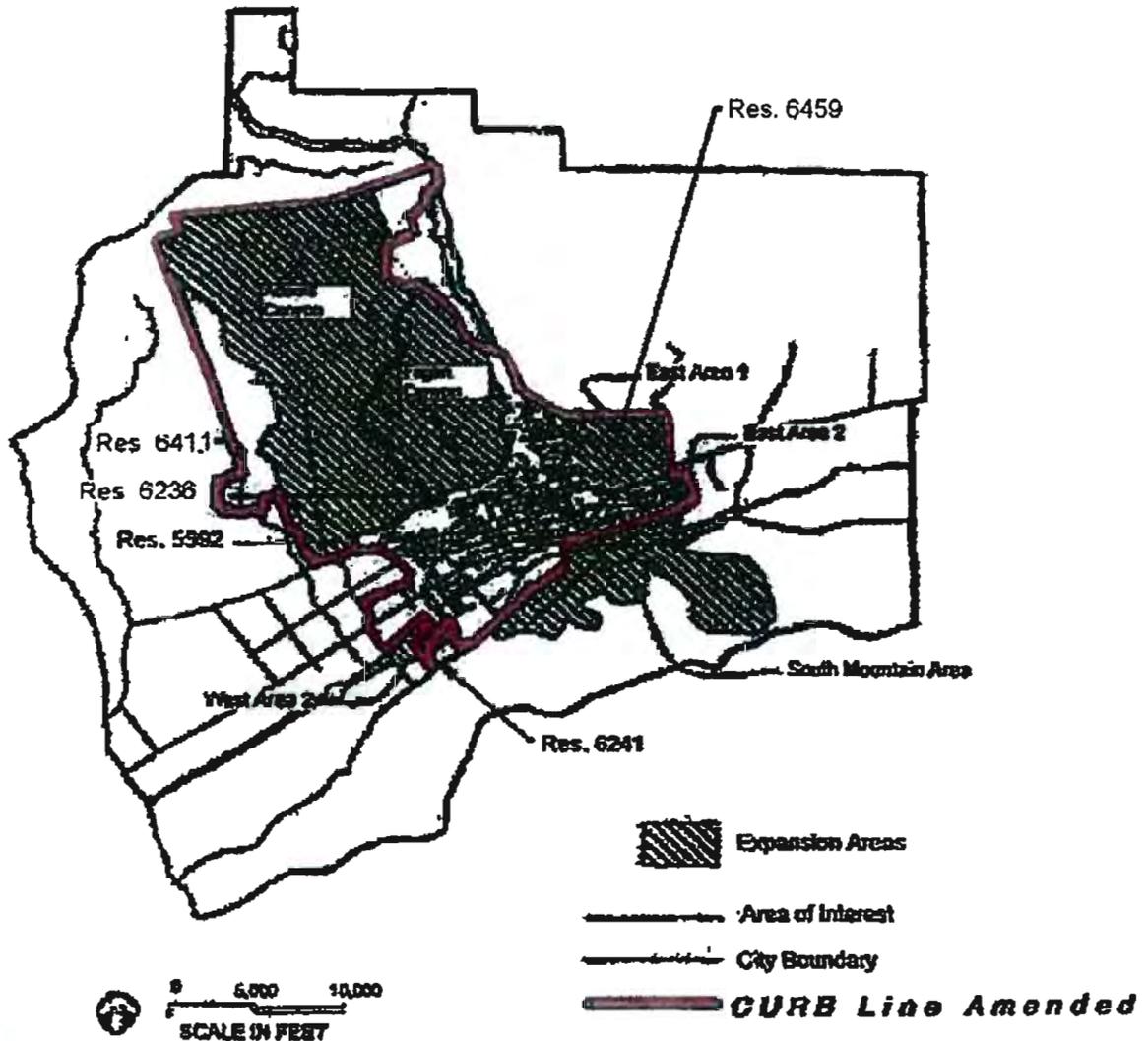
A7 City of Santa Paula

11/11 100.00%

YES	2,719	61.20%
NO	1,724	38.80%
Total	4,443	100.00%

Amended by Resolution No. 6459, adopted February 26, 2008
 Amended by Resolution No. 6411, adopted May 8, 2007
 Amended by Resolution No. 6236, adopted December 7, 2005
 Amended by Resolution No. 6241, adopted October 3, 2005
 Amended by Resolution No. 5592, adopted June 6, 2003
 Amended by Resolution No. 5407, adopted December 4, 2000

AMENDED CURB LINE



CERTIFIED COPY
 Record on File
 City of Santa Paula
Peggy Higgins
 Peggy Higgins
 Deputy City Clerk

**City Urban Restriction Boundary
 (CURB) (as amended 2008)**

Figure LU-4a

Attachment 7

June 13, 2007 LAFCo Staff Report



STAFF REPORT

Meeting Date: June 13, 2007

Agenda Item 10

TO: LAFCO Commissioners
FROM: Everett Millais, Executive Officer *EM*
SUBJECT: Sphere of Influence Review and Update – City of Santa Paula

RECOMMENDATION:

Adopt the attached resolution making determinations and updating the sphere of influence for the City of Santa Paula.

DISCUSSION:

For each city and special district LAFCO must determine and adopt a sphere of influence. A sphere of influence is defined as "... a plan for the probable physical boundaries and service area of a local agency, as determined by the commission " (Government Code §56076) Notwithstanding this definition, LAFCOs are now required to "...review and update, as necessary, the adopted sphere not less than once every five years." (CA Government Code §56425(g))

In order to prepare and update spheres of influence LAFCO must first conduct municipal service reviews (MSR or MSRs). On March 21, LAFCO accepted the municipal service review for nine cities in Ventura County, including the city of Santa Paula. The recommendations relating to sphere of influence updates for all the cities are based on the following five considerations:

1. The spheres of influence for the cities in the County have not been comprehensively reviewed in over 20 years. When sphere of influence maps were originally prepared broad scale base maps were used and the sphere lines were often drawn with felt-tip markers. In other words the mapping of sphere of influence lines was not precise. When the original mapping occurred spheres of

COMMISSIONERS AND STAFF

COUNTY: Linda Parks Kathy Long <i>Alternate:</i> Steve Bennett	CITY: Don Waunch John Zaragoza, Vice Chair <i>Alternate:</i> Janice Parvin	SPECIAL DISTRICT: Ted Grandsen George Lange <i>Alternate:</i> Bill Lotts	PUBLIC: Kenneth M. Hess, Chair <i>Alternate:</i> Louis Cunningham
EXECUTIVE OFFICER: Everett Millais	DEPUTY EXEC OFFICER: Kim Uhlich	OFFICE MGR/CLERK: Debbie Schubert	LEGAL COUNSEL: Leroy Smith

to alter the City's CURB to include Adams Canyon on two separate occasions, via referendum denied a project for Fagan Canyon that the City Council had approved, and adopted a separate ordinance that requires any development greater than 80 acres to receive voter approval. During this time City officials and property owners were made aware of the LAFCO policy that to the extent practical spheres of influence should follow voter established growth boundaries.

In May the voters of Santa Paula approved an amendment to the City's SOAR ordinance to alter the CURB line to include not only all of the Adams Canyon area covered by the City's 1998 General Plan and included in the current sphere of influence, but also additional areas to the west and to the northeast. Like the current sphere of influence to the north of the City, this area is not precisely mapped and does not always follow property lines.

Based on the most recent action by the voters in Santa Paula, no change is being recommended to the sphere of influence for the City for the Fagan and Adams Canyon areas to the north of the City. Both areas are now fully in the City's CURB. While the recent action by the voters included additional area in the CURB, no precise mapping has occurred. The City will need to take a number of additional actions as a part of any type of development entitlements, including precise mapping. After this occurs LAFCO can take further actions to better delineate the extent of sphere of influence either as a part of potential annexation proposals or during the next round of sphere of influence updates during the next five years.

The recommended sphere of influence update for the City of Santa Paula does include two areas that involve what might be considered significant changes. Both areas are along the Santa Clara River and both involve reducing the extent of the City's sphere of influence. The first area, located at the southwesterly portion of the City, is to have the sphere of influence coincide with the City boundaries around the recently approved annexation for the City's new wastewater treatment facility. The City Council amended the City's CURB to include this area and the recommended sphere of influence will coincide both with the City boundary and the City's CURB in this area.

The second area of change is at the southeasterly part of the City along the Santa Clara River. The existing sphere of influence attempts to follow the floodplain boundary, but was based on prior mapping of the floodplain that is quite imprecise and no longer accurate. Even though, based on the City's SOAR ordinance, this existing sphere line is also the City's CURB, it is recommended that the sphere of influence in this area be changed and generally reduced to follow property boundaries.

No other changes are recommended to the City's sphere of influence at this time, except for very minor mapping corrections to ensure that lines match wherever the City boundary, and/or property lines, and the sphere of influence are co-terminus.

Attachment 8

Police and Fire Department Information

MEMORANDUM

TO: Janna Minsk, Planning Director

FROM: Stephen MacKinnon, Chief of Police
Rick Araiza, Fire Chief

DATE: February 15, 2011

SUBJECT: Follow-up to Public Safety Concerns - LAFCO

This is to advise you we have both been actively involved with the planning of the East Area One project since its inception. Throughout this effort we have reviewed all plans and proposals to ensure all public safety issues are addressed.

Following the submission of the report from LAFCO staff in January 2011, we reviewed their concerns and all other aspects of this project from a public safety point of view. In addition to our general review, we focused on a number of specific public safety areas including the ingress/egress to this property, the timing of the construction of the bridge for this area, if sufficient public resources exist, and what the potential impact would be on the provision of our services.

We are both in agreement that we can clearly provide all public safety services that will be needed for this project. We are very confident that our individual departments have adequate staffing and resources to respond to any calls for service or other areas of need.



Stephen MacKinnon
Chief of Police



Rick Araiza
Fire Chief

Attachment 9

Housing Element Adoption Resolutions

CITY COUNCIL RESOLUTION NO. 6497

A RESOLUTION OF THE CITY COUNCIL: 1) CERTIFYING THE 2008-2014 HOUSING ELEMENT UPDATE NEGATIVE DECLARATION; 2) APPROVING THE UPDATE OF THE HOUSING ELEMENT OF THE GENERAL PLAN AND, 3) AUTHORIZING THE CITY MANAGER OR DESIGNEE TO FORWARD THE DOCUMENT TO THE DEPARTMENT OF HOUSING AND COMMUNITY DEVELOPMENT IN COMPLIANCE WITH STATE REGULATIONS

The City Council of the City of Santa Paula does resolve as follows:

SECTION 1: The City Council finds and declares that:

- A. Every city and county in California is required by Government Code § 65588 to update its Housing Element every five years;
- B. On October 10th, 2007, the City of Santa Paula filed project application 2007-CI-07 with the Planning Department to update the Housing Element of the City of Santa Paula General Plan;
- C. The Draft of the 2008-2014 Update of the Housing Element of the General Plan has been prepared for the City of Santa Paula as set forth in attached Exhibit "B," which is incorporated by reference (the "Element");
- D. The Element has been prepared following the State of California Housing Element guidelines;
- E. The Element was reviewed by the City's Planning Department for, in part, consistency with the General Plan and conformity with the Santa Paula Municipal Code ("SPMC");
- F. The City reviewed the potential environmental impacts pursuant to the California Environmental Quality Act (Public Resources Code §§ 21000, et seq., "CEQA"), the regulations promulgated thereunder (14 California Code of Regulations §§15000, et seq., the "CEQA Guidelines"), and the City's Environmental Guidelines ("Santa Paula Guidelines"); CEQA, CEQA Guidelines and Santa Paula Guidelines collectively referred to as "CEQA Regulations";
- G. The Planning Department completed its review and scheduled a public hearing regarding the application before the Planning Commission for June 10, 2008;
- H. On June 10, 2008, the Planning Commission opened a public hearing to receive public testimony and other evidence regarding the Project;
- I. The Planning Commission considered the information provided by City staff, and public testimony and adopted Resolution 3620, recommending that the

City Council adopt the 2008-2014 Housing Element Update, certify the Negative Declaration and authorize the City Manager or his designee to forward the document to HCD for review;

- J. On June 16, 2008, the Planning City Council opened a public hearing to receive public testimony and other evidence regarding the Project;
- K. The City Council considered the information provided by City staff, and public testimony and its findings, are made based upon the evidence presented to the City Council at its hearing on June 16, 2008, including, without limitation, the staff reports submitted by the Planning Department.

SECTION 2: SPMC Amendment Findings. Pursuant to SPMC § 16.212.050, the City Council makes the following findings:

- A. The Housing Element establishes policies, procedures, and incentives for the City's land use planning and redevelopment activities. These policies, procedures and incentives serve to maintain and expand the City's housing supply to adequately house people currently living and expected to live in the City. The Element is in the public interest and there is a community benefit resulting from the Housing Element Update.
- B. The Element is consistent with the goals, policies, and objectives of the General Plan.
- C. The Element will not conflict with provisions of the Santa Paula Municipal Code; and
- D. The Element will promote public health, safety, and general welfare and serve the goals and purposes of the City of Santa Paula General Plan by encouraging the City's continuing production of housing for all incomes, thereby improving the health, safety, and welfare of all residents.

SECTION 3: Environmental Assessment. The City Council finds that the Negative Declaration prepared for the draft 2008-2014 Housing Element Update was completed in compliance with the requirements of the California Environmental Quality Act (CEQA) and reflects the independent judgment of the City. Adopting the 2008-2014 Housing Element Update will have no significant negative impact on the area's resources, cumulative or otherwise.

SECTION 4: Notice of Determination. The City Manager, or designee, is directed to file a Notice of Determination in accordance with Public Resources Code § 15075, and any other applicable laws.

SECTION 5: Approval. The City Council approves and certifies the Negative Declaration as the appropriate environmental document for this project. Further, the City Council:

- A. Approves the 2008-2014 Housing Element Update subject to review by the Department of Housing and Community Development (HCD);
- B. Directs the City Manager, or designee, to forward the Element to the Department of Housing and Community Development for review and Certification;
- C. Authorizes staff to make non-substantial changes to the document required for HCD Certification and to resubmit the Element to HCD for Certification; and
- D. Directs staff to refer the 2008-2014 Housing Element Update back to the Planning Commission and City Council for review if HCD requires substantial modifications to the Element not previously considered.

SECTION 6: Reliance on Record. Each and every one of the findings and determinations in this Resolution are based on the competent and substantial evidence, both oral and written, contained in the entire record relating to the 2008-2014 Housing Element Update. The findings and determinations constitute the independent findings and determinations of the City Council in all respects and are fully and completely supported by substantial evidence in the record as a whole.

SECTION 7: Limitations. The City Council's analysis and evaluation of the project is based on the best information currently available. It is inevitable that in evaluating a project that absolute and perfect knowledge of all possible aspects of the project will not exist. One of the major limitations on analysis of the project is the City Council's lack of knowledge of future events. In all instances, best efforts have been made to form accurate assumptions. Somewhat related to this are the limitations on the City's ability to solve what are in effect regional, state, and national problems and issues. The City must work within the political framework within which it exists and with the limitations inherent in that framework.

SECTION 8: Summaries of Information. All summaries of information in the findings, which precede this section, are based on the substantial evidence in the record. The absence of any particular fact from any such summary is not an indication that a particular finding is not based in part on that fact.

SECTION 10: This Resolution will remain effective until superseded by a subsequent resolution.

PASSED AND ADOPTED this 16th day of June 2008.

Robert S. Gonzales

Robert S. Gonzales, Mayor

ATTEST:

Josie Guzman

Josie Guzman, City Clerk

APPROVED AS TO FORM:

Karl Berger

Karl Berger, City Attorney



RESOLUTION NO. 6617

A RESOLUTION AMENDING THE HOUSING ELEMENT OF THE SANTA PAULA GENERAL PLAN AND AUTHORIZING THE CITY MANAGER OR DESIGNEE TO IMPLEMENT THE PURPOSE OF THIS RESOLUTION.

The City Council of the City of Santa Paula does resolve as follows:

SECTION 1: The City Council finds and declares that:

- A. Every city and county in California is required by Government Code § 65588 to update its Housing Element every five years;
- B. On October 10, 2007, the City of Santa Paula filed project application 2007-CI-07 with the Planning Department to update the Housing Element of the City of Santa Paula General Plan;
- C. On June 18, 2008, the City Council adopted the 2008-2014 Update of the Housing Element of the General Plan (the "Element"). The Element was subsequently forwarded to the Department of Housing and Community Development ("HCD") for review;
- D. On August 25, 2008, the City received a comment letter from HCD regarding the Element which recommended a number of changes;
- E. After reviewing the comment letter, the City's Planning Department prepared changes to the Element for City Council consideration and determined whether such changes were consistent with the General Plan and the Santa Paula Municipal Code ("SPMC"). A copy of the revised Element is attached as Exhibit "A," and incorporated by reference;
- F. The City previously certified a Negative Declaration for the Element on June 18, 2008. The City reviewed the proposed changes to the Element for their potential environmental impacts pursuant to the California Environmental Quality Act (Public Resources Code §§ 21000, et seq., "CEQA"), the regulations promulgated thereunder (14 California Code of Regulations §§15000, et seq., the "CEQA Guidelines"), and the City's Environmental Guidelines ("Santa Paula Guidelines"); CEQA, CEQA Guidelines and Santa Paula Guidelines collectively referred to as "CEQA Regulations";
- G. The Planning Department completed its review and scheduled a

public hearing regarding the application before the City Council for November 16, 2009;

- J. On November 16, 2009, the City Council opened a public hearing to receive public testimony and other evidence regarding the Project. It then continued the public hearing until January 19, 2010;
- K. The City Council considered the information provided by City staff, and public testimony and its findings, are made based upon the evidence presented to the City Council at its hearing on November 16, 2009 and January 19, 2010, including, without limitation, the staff reports submitted by the Planning Department;
- L. The City Council considered the information provided by City staff, and public testimony and its findings, are made based upon the evidence presented to the City Council at its hearing on November 16, 2009 and January 19, 2010.

SECTION 2: *Findings.* Pursuant to SPMC § 16.212.050, the City Council makes the following findings:

- A. The Element establishes policies, procedures, and incentives for the City's land use planning and redevelopment activities. These policies, procedures and incentives serve to maintain and expand the City's housing supply to adequately house people currently living and expected to live in the City. The Element is in the public interest and there is a community benefit resulting from the Housing Element Update.
- B. The Element is consistent with the goals, policies, and objectives of the General Plan.
- C. The Element will not conflict with provisions of the Santa Paula Municipal Code; and
- D. The Element will promote public health, safety, and general welfare and serve the goals and purposes of the City of Santa Paula General Plan by encouraging the City's continuing production of housing for all incomes, thereby improving the health, safety, and welfare of all residents.

SECTION 3: *Environmental Assessment.* The City Council finds that the Negative Declaration prepared and certified for the draft 2008-2014 Housing Element Update was completed in compliance with the requirements of the California Environmental Quality Act (CEQA) and reflects the independent judgment of the City. Adopting the revised 2008-2014 Housing Element Update

will have no significant negative impact on the area's resources, cumulative or otherwise, therefore the Negative Declaration, certified June 16, 2008 is the appropriate environmental document for this project.

SECTION 4: Notice of Determination. In accordance with Public Resources Code § 15075, the City filed a Notice of Determination.

SECTION 5: Approval. The City Council:

- A. Amends the 2008-2014 Housing Element Update as set forth in Exhibit A;
- B. Directs the City Manager, or designee, to forward the Element to the Department of Housing and Community Development for review and Certification;
- C. Authorizes staff to make non-substantial changes to the document required for HCD Certification and to resubmit the Element to HCD for Certification; and
- D. Directs staff to refer the 2008-2014 Housing Element Update back to the City Council for review if HCD requires substantial modifications to the Element not previously considered.

SECTION 6: Reliance on Record. Each and every one of the findings and determinations in this Resolution are based on the competent and substantial evidence, both oral and written, contained in the entire record relating to the 2008-2014 Housing Element Update. The findings and determinations constitute the independent findings and determinations of the City Council in all respects and are fully and completely supported by substantial evidence in the record as a whole.

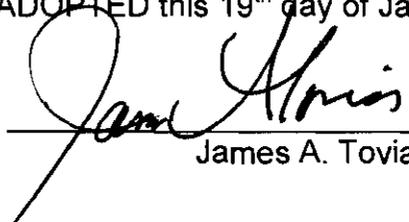
SECTION 7: Limitations. The City Council's analysis and evaluation of the project is based on the best information currently available. It is inevitable that in evaluating a project that absolute and perfect knowledge of all possible aspects of the project will not exist. One of the major limitations on analysis of the project is the City Council's lack of knowledge of future events. In all instances, best efforts have been made to form accurate assumptions. Somewhat related to this are the limitations on the City's ability to solve what are in effect regional, state, and national problems and issues. The City must work within the political framework within which it exists and with the limitations inherent in that framework.

SECTION 8: Summaries of Information. All summaries of information in the

findings, which precede this section, are based on the substantial evidence in the record. The absence of any particular fact from any such summary is not an indication that a particular finding is not based in part on that fact.

SECTION 9: This Resolution will remain effective until superseded by a subsequent resolution.

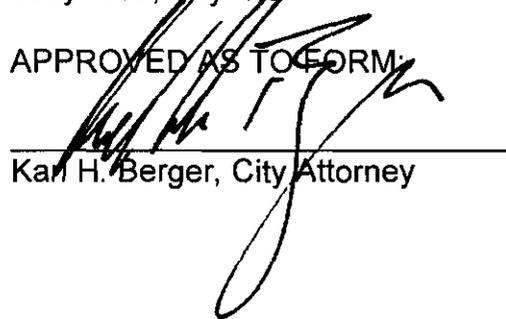
PASSED AND ADOPTED this 19th day of January 2010.

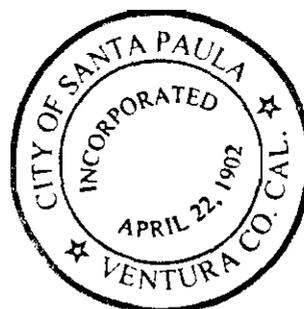

James A. Tovias, Mayor

ATTEST:


Judy Rice, City Clerk

APPROVED AS TO FORM:


Karl H. Berger, City Attorney



Attachment 10

Housing Element Status

HOUSING ELEMENT COMPLIANCE REPORT

Please note: To verify compliance status for the purposes of determining eligibility of funding, please contact the Division directly at (916) 322-4263 or (916) 322-7995

The Department makes every effort to ensure the following information is complete and accurate. For any questions or clarifications, please contact the Division of Housing Policy Development at (916) 445-4728.

To determine the official status of each jurisdiction's housing element, refer to the column on the right. The definitions of terms used are:

IN – local government adopted an element the Department found in compliance with State housing element law.

OUT – either the local government adopted an element the Department found did not comply with State housing element law, or the local government has not yet submitted an adopted housing element pursuant to the statutory schedule.

IN REVIEW – element is under review by the Department as of date of this report.

IN LOCAL PROCESS – a draft element has been reviewed, but an adopted element has not been submitted.

DUE – means a housing element has not yet been submitted for the current planning period.

Total Jurisdictions= 535

HOUSING ELEMENT COMPLIANCE REPORT
01/25/2011 10:36 a.m.

<u>County</u>	<u>Jurisdiction</u>	<u>Record Type</u>	<u>Date Received</u>	<u>Date Reviewed</u>	<u>Compliance Status</u>
TEHAMA	CORNING	ADOPTED	7/20/2010	8/26/2010	IN
	RED BLUFF	ADOPTED	9/23/2009	11/10/2009	IN
	TEHAMA	ADOPTED	5/24/2010	8/19/2010	OUT
	TEHAMA COUNTY	ADOPTED	11/2/2010	1/13/2011	OUT
TRINITY	TRINITY COUNTY	ADOPTED	6/25/2010	9/23/2010	OUT
TULARE	DINUBA	ADOPTED	6/25/2010	9/23/2010	OUT
	EXETER	ADOPTED	2/17/2010	4/19/2010	IN
	FARMERSVILLE	ADOPTED	4/1/2010	5/25/2010	IN
	LINDSAY	ADOPTED	6/14/2010	8/5/2010	IN
	PORTERVILLE	ADOPTED	6/2/2010	6/28/2010	IN
	TULARE	ADOPTED	4/5/2010	6/29/2010	IN
	TULARE COUNTY	ADOPTED	4/1/2010	6/30/2010	OUT
	VISALIA	ADOPTED	3/17/2010	5/25/2010	IN
	WOODLAKE	ADOPTED	12/21/2009	2/24/2010	IN
	TUOLUMNE	SONORA	ADOPTED	11/19/2010	1/5/2011
TUOLUMNE COUNTY		ADOPTED	7/9/2010	8/26/2010	IN
VENTURA	CAMARILLO	ADOPTED	5/18/2009	8/13/2009	IN
	FILLMORE	DRAFT	10/30/2008	12/29/2008	OUT
	MOORPARK	DRAFT	12/24/2010	-	IN REVIEW
	OJAI	DRAFT	4/3/2009	6/1/2009	OUT
	OXNARD	DRAFT	2/23/2009	4/24/2009	OUT
	PORT HUENEME	ADOPTED	7/23/2009	10/21/2009	IN
	SAN BUENAVENTURA	DRAFT	10/3/2008	12/2/2008	OUT
	SANTA PAULA	DRAFT	8/23/2010	10/21/2010	OUT
	SIMI VALLEY	DRAFT	9/13/2010	11/10/2010	OUT
	THOUSAND OAKS	ADOPTED	4/19/2010	5/24/2010	IN
YOLO	VENTURA COUNTY	DRAFT	8/10/2009	10/8/2009	OUT
	DAVIS	ADOPTED	6/14/2010	8/11/2010	IN
	WEST SACRAMENTO	ADOPTED	10/10/2008	12/24/2008	IN
	WINTERS	ADOPTED	9/9/2009	10/29/2009	IN
	WOODLAND	ADOPTED	3/25/2009	6/3/2009	IN
	YOLO COUNTY	ADOPTED	11/24/2009	2/22/2010	IN
YUBA	MARYSVILLE	ADOPTED	4/4/2003	7/1/2003	DUE
	WHEATLAND	ADOPTED	4/26/2005	6/27/2005	DUE
	YUBA COUNTY	ADOPTED	12/30/2009	3/30/2010	IN
		535			

Due means a housing element has not yet been submitted for the current planning period.

Attachment 11

Flood Study Requests

From: Donald Jensen [DJ@JDSCIVIL.COM]
Sent: Wednesday, September 08, 2010 12:59 PM
To: Sergio Vargas; Norma Camacho; martin.hernandez@ventura.org
Subject: Santa Paula Creek

Norma,

Thanks for the presentation last night. It was informative and in light of the new information that was presented I have been asked to request on behalf of the Limoneria Company (as their engineer on the EAST AREA ONE) and the City of Santa Paula that I be provided:

all relevant new hydrology information available for Santa Paula Creek that Watershed Protection has been provided to you by the ACOE, FEMA or their consultants.

any hydraulic modeling of the Creek, (HEC RAS or other) that Watershed Protection has prepared or been provided to you by the ACOE, FEMA or their consultants.

any additional details you might have on the extent of the additional analysis being undertaken by ACOE, their consultants or Watershed to address the new potential flooding information.

Thanks for your assistance!

Don Jensen P.E. CEO

jensen design and survey, inc.

1672 donlon street

ventura, ca.

93003

(805)654-6977

dj@jdscivil.com

From: Donald Jensen [DJ@JDSCIVIL.COM]
Sent: Wednesday, September 08, 2010 1:09 PM
To: darrell.w.buxton@usace.army.mil
Cc: Mike Penrod
Subject: SANTA PAULA CREEK

Darrell,

It was a pleasure meeting you last night at the City of Santa Paula council meeting.

I would like to request that you provide me with the following information under the Freedom of Information Act:

all relevant new hydrology information available for Santa Paula Creek that has been prepared by ACOE, your consultants or FEMA and/or their consultants.

any hydraulic modeling of the Creek, (HEC RAS or other) that has been prepared by ACOE, your consultants or FEMA and/or their consultants.

any additional details you might have on the extent of the additional analysis being undertaken by ACOE, your consultants or FEMA and/or their consultants to address the new potential flooding information.

Any plans or PRELIMINARY design information on potential improvements to the Santa Paula Creek.

This request is on behalf of the Limoneria Company (as their engineer on the EAST AREA ONE) and the City of Santa Paula.

Thanks for your assistance!

Don Jensen P.E. CEO

jensen design and survey, inc.

1672 donlon street

ventura, ca.

93003

(805)654-6977

dj@jdscivil.com

From: Norma Camacho [Norma.Camacho@ventura.org]
Sent: Friday, September 10, 2010 12:23 PM
To: Donald Jensen; Peter Sheydayi
Cc: Mike Penrod; Darrell Buxton; Bruce Rindahl; Martin Hernandez; Sergio Vargas
Subject: RE: Santa Paula Creek
Attachments: 709B.OUT; 709C.OUT; 709_USGS.FFO

Don,

Peter is correct in following the protocol of going through the Corps to obtain draft analyses generated by the Corps. However, what we can provide to you is our own analyses which we have forwarded to the Corps. This internal analysis is the basis by which we have substantiated our comments to the community. I have attached the analysis to this email for your review. Bruce Rindahl, Manager of our hydrology section would be the point of contact for additional questions on this data.

Bruce has indicated that our previous analysis did not include the 1998 peak flow because of questions of the accuracy of the measurement. That peak was unofficially listed as 27,000 but we feel should be more like 20,000. However there was another peak in 1998 of 15,000 cfs earlier in the year which we feel more confident about.

In short, leaving out the 1998 peak, the Q100 was calculated as 38,800 cfs. With the reliable 1998 peak of 15,000 cfs the Q100 is calculated as 41,800. With an approximate 1998 peak of 22,000 cfs the Q100 only increases to 42,900.

Therefore, unofficially, we feel that the 38,800 cfs is understated. But since we do know the Q100 has substantially increased, we felt it was in the community's best interest to be alerted of this fact as soon as possible.

I hope this information is helpful to you and your clients. Thanks again.

Norma Camacho
 Director
 Watershed Protection District

 County of Ventura
 800 South Victoria Ave. L#1600
 Ventura, CA 93009-1600
 (805)654-2040
 FAX:(805)654-3350

>>> "Donald Jensen" <DJ@JDSCIVIL.COM> 9/10/2010 11:38 AM >>>

Peter,

The obvious interpretation of what you are saying is that WATERSHED has no data to provide the basis of the public statements that are being made and Watershed has accepted and is promoting which are affect the entire community and projects.

Both Sergio and Norma said that VCWPD had DRAFT copies of the work that I would be provided a copies of.

I can have the City of Santa Paula request the information directly if this makes any difference to your response.

2/15/2011

From: Buxton, Darrell W SPL [Darrell.W.Buxton@usace.army.mil]
Sent: Friday, September 10, 2010 3:36 PM
To: Donald Jensen
Cc: Mike Penrod; Williams, Sharon A SPL; Large, Burke S SPL
Subject: RE: Santa Paula Creek

Don,

Ms. Sharon Williams (cc'd) is the primary POC in our office of Counsel for FOIA requests.

There have been many discussions recently about updated hydrology and hydraulics. Many agencies have work going on. However, details are still being vetted in our agency but we are fairly confident that Hydrology forecasts have increased in the last few years.

I will see what we can release.

Darrell

-----Original Message-----

From: Donald Jensen [<mailto:DJ@JDSCIVIL.COM>]
Sent: Friday, September 10, 2010 3:14 PM
To: Buxton, Darrell W SPL
Cc: Mike Penrod
Subject: RE: Santa Paula Creek

Darrell,

Can you please let me know who I should contact at your Counsel's office?

If the information is pre-decisional then why are there so many decision being made based on it?

Don Jensen P.E. CEO
jensen design and survey, inc.
1672 donlon street
ventura, ca.
93003
(805)654-6977
dj@jdscivil.com

-----Original Message-----

From: Buxton, Darrell W SPL [<mailto:Darrell.W.Buxton@usace.army.mil>]
Sent: Friday, September 10, 2010 3:03 PM
To: Donald Jensen; Peter Sheydayi; Norma Camacho
Cc: Mike Penrod; Martin Hernandez; Sergio Vargas
Subject: RE: Santa Paula Creek

2/15/2011

Don,

I have forwarded your request to our office of Counsel as they administer our FOIA actions. The immediate response was that we do not release draft information as it could be Pre-decisional. However, we will check to see what we can release.

Darrell Buxton
US Army Corps of Engineers
Program Manager, PPMD
915 Wilshire Blvd
Los Angeles, CA 90017
213-452-4007

-----Original Message-----

From: Donald Jensen [<mailto:DJ@JDSCIVIL.COM>]
Sent: Friday, September 10, 2010 11:38 AM
To: Peter Sheydayi; Norma Camacho
Cc: Mike Penrod; Buxton, Darrell W SPL; Martin Hernandez; Sergio Vargas
Subject: RE: Santa Paula Creek

Peter,

The obvious interpretation of what you are saying is that WATERSHED has no data to provide the basis of the public statements that are being made and Watershed has accepted and is promoting which are affect the entire community and projects.

Both Sergio and Norma said that VCWPD had DRAFT copies of the work that I would be provided a copies of.

I can have the City of Santa Paula request the information directly if this makes any difference to your response.

I have contacted Darrell on behalf of the City and my clients independently requesting all data as well.

Don Jensen P.E. CEO
jensen design and survey, inc.
1672 donlon street
ventura, ca.
93003
(805)654-6977

2/15/2011

dj@jdscivil.com

-----Original Message-----

From: Peter Sheydayi [<mailto:Peter.Sheydayi@ventura.org>]

Sent: Friday, September 10, 2010 11:21 AM

To: Donald Jensen; Norma Camacho

Cc: Mike Penrod; Darrell Buxton; Martin Hernandez; Sergio Vargas

Subject: RE: Santa Paula Creek

Don,

This data resides with the Corps of Engineers. I have asked Darrell Buxton what data and reports they are able to release. Presuming that he will release the data directly to you, I will not need to be involved. If they release the data to the District as the local sponsor, I will be able to transmit it to you. With all of that said, I do not expect to have anything for you to pick up today.

Peter

>>> "Donald Jensen" <DJ@JDSCIVIL.COM> 9/10/2010 10:36 AM >>>

Peter,

Can I come over and pick up the information today? If not, When will it be ready???

I am requesting this information for both the Owners of East Area One and on behalf of the City of Santa Paula.

Your attention is appreciated.

Don Jensen P.E. CEO

jensen design and survey, inc.

1672 donlon street

ventura, ca.

93003

2/15/2011

(805)654-6977

dj@jdscivil.com

From: Norma Camacho [<mailto:Norma.Camacho@ventura.org>]
Sent: Wednesday, September 08, 2010 1:32 PM
To: Donald Jensen
Cc: Darrell Buxton; Bruce Rindahl; Martin Hernandez; Peter Sheydayi;
Sergio
Vargas
Subject: Re: Santa Paula Creek

Don,

Your welcome Don. Peter will be your point of contact for obtaining
this
information. Thanks again.

Norma Camacho

Director
Watershed Protection District

County of Ventura
800 South Victoria Ave. L#1600
Ventura, CA 93009-1600
(805)654-2040
FAX:(805)654-3350

>>> "Donald Jensen" <DJ@JDSCIVIL.COM> 9/8/2010 12:59 PM >>>

Norma,

Thanks for the presentation last night. It was informative and in light
of
the new information that was presented I have been asked to request on
behalf
of the Limoneria Company (as their engineer on the EAST AREA
ONE) and the City of Santa Paula that I be provided:

2/15/2011

all relevant new hydrology information available for Santa Paula Creek
that
Watershed Protection has been provided to you by the ACOE, FEMA or
their
consultants.

any hydraulic modeling of the Creek, (HEC RAS or other) that Watershed
Protection has prepared or been provided to you by the ACOE, FEMA or
their
consultants.

any additional details you might have on the extent of the additional
analysis being undertaken by ACOE, their consultants or Watershed to
address
the new potential flooding information.

Thanks for your assistance!

Don Jensen P.E. CEO

jensen design and survey, inc.

1672 donlon street

ventura, ca.

93003

(805)654-6977

dj@jdscivil.com

Attachment 12

Flood Information and Studies



1672 Donlon Street
Ventura, Calif. 93003
Local 805 654 6977
FAX 805 654 6979
www.jdscivil.com

Feb.15, 2011

Ms, Janna Minsk
Planning Director
City of Santa Paula
200 South Tenth Street
Santa Paula, CA. 93060

SUBJECT: FLOODING ISSUES RESPONSE – EAST AREA 1
LAFCo Staff Report Dated Jan 13, 2011

Dear Ms Minsk,

The LAFCo Staff has presented several issues with respect to Santa Paula Creek as if important new information has been identified that indicates the East Area 1 site will be impacted by flooding from Santa Paula Creek. This is simply not an accurate or fair representation of the facts.

On page 29, the LAFCo staff report states the East Area 1 site is designated on the latest FEMA flood zone map in the A99 Zone and that FEMA defines this as a “high risk area”. This is not a complete and accurate representation of the definition of the A99 Zone. The complete FEMA definition for the A99 Zone is:

Areas subject to inundation by the 1-percent-annual-chance flood event, but which will ultimately be protected upon completion of an under-construction Federal flood protection system. These are areas of special flood hazard where enough progress has been made on the construction of a protection system, such as dikes, dams, and levees, to consider it complete for insurance rating purposes. **Zone A99 may only be used when the flood protection system has reached specified statutory progress toward completion.** No Base Flood Elevations (BFEs) or depths are shown. (emphasis added)¹

The fact is that FEMA assigns the A99 zone as a temporary holding zone when it is demonstrated that flood protection improvements have reached a substantial point of completion.

In 2001, the County and City of Santa Paula collectively provided information to request this new flood plain designation from FEMA through a process called a Letter of Map Revision and the acknowledgement from FEMA was granted. The County has not made any application to change this designation. The discussion on page 29 mischaracterizes the information presented in the City’s EIR. As stated above, the information in the EIR on flood hazards is correct. As stated above, the County and City of Santa Paula requested that FEMA revise the Flood Insurance Rate Map in 2001 to apply the A99

¹ http://www.fema.gov/plan/prevent/floodplain/nfipkeywords/zone_a99.shtm

Zone to this area to reflect the substantial completion of the improvements made to Santa Paula Creek by the Army Corps of Engineers (ACOE) that currently protect the area from a flood from Santa Paula Creek.

Ventura County Watershed Protection District (VCWPD) raised no flooding issues or issues on Santa Paula Creek during its review of the East Area 1 EIR. It was only after the City submitted the LAFCo annexation request that VCWPD identified concerns with Santa Paula Creek.

The VCWPD has chosen to delay acceptance of the ACOE improvements to the Santa Paula Creek and requested that the ACOE perform additional work on the Operations and Maintenance Manual for the Santa Paula Creek improvements. This included asking the ACOE to address some observed scouring of the channel improvements in the upper end of the channel construction and additional work on the access roads that run next to the creek. These items identified by the VCWPD do not relate directly to the ability of the channel improvements as constructed to provide adequate flood protection but rather deal with minor design and maintenance issues that VCWPD would like to be resolved before the County accepts the maintenance responsibilities for the channel.

In a presentation to Santa Paula City Council on September 7, 2010, VCWPD presented their belief (which they apparently had known since 2006) that the Santa Paula Creek flows may be higher than the design flow rate of 29,000 cfs previously used for channel analysis, VCWPD stated at this meeting they had not analyzed the channel with higher flows.

To resolve this question, Jensen Design & Survey completed additional hydrological analysis of Santa Paula Creek. Our analysis, uses the 25% higher flow rates (39,000 cfs) and includes as complete HEC RAS channel capacity analysis which incorporated the sedimentation model from the most recent ACOE Santa Paula Creek Flood Control Project Sedimentation Analysis Report. The latest draft of this report available from the ACOE is dated May 21, 2010 and includes an appendix that addresses channel capacity and sedimentation is dated September 3, 2010.

Our analysis demonstrated that the channel capacity along East Area 1 is adequate and East Area 1 is not subject to flooding from the Santa Paula Creek. We further checked the channel capacity if Santa Paula Creek were at a flow rate at an even higher flow rate of 50,000 cfs. Our analysis, using the sedimentation model prepared by the ACOE consultant HDR/CDM, shows that at both the 39,000 and 50,000 cfs flow rates, East Area 1 is free of flooding with a substantial safety margin. The analysis does confirm a potential flooding to be caused by the SR126 bridge approximately 1600 feet downstream of East Area 1.

Our analysis was provided to VCWPD for comment. In a meeting, to discuss our analysis, we were told that the County did not agree with ACOE on the sedimentation model (although they had no alternative model). They informed us that they would want to assess the creek using a sediment load, which they would expect in a debris basin

design so they would have a very conservative analysis of the potential maintenance and cleanout that might be necessary to maintain the design capacity of the channel. VCWPD staff admitted the ACOE would likely not agree with this method of analysis because Santa Paula Creek is not a typical debris basin. VCWPD has not provided any analysis, exhibit, or report to the City or LAFCo which supports the statements in LAFCo's staff report that flooding might occur on East Area 1.

The VCWPD and LAFCo staff are using an "unproven possible idea" of flooding from Santa Paula Creek in a corner of East Area 1 to justify staff recommendation for conditions on the annexation that have nothing to do with the adequacy of the project and the annexation request.

The following statement in the third paragraph of Page 52 of the LAFCo staff report is extremely misleading: "The southern 500-600 feet of the (Santa Paula Creek) channel does not have adequate capacity, even with routine maintenance, flood control improvements are necessary to increase the capacity." This statement may be accurate about the area between the SR 126 and the confluence with the Santa Clara River and the HEC -RAS analysis of but this area is nearly ½ mile downstream of East Area 1.

There is also agreement between the latest hydraulic models performed by ACOE and Jensen Design & Survey, Inc. showing that in the "sediment full condition" and a peak 100 year storm event flooding might be caused by the SR 126 bridge, which could extend upstream 500-600 feet of this bridge. This bridge is 1600 feet down stream from East Area 1 boundary and 2000' from any structures or development area of EAST AREA 1. If flooding were to occur in this area, East Area 1 would not be affected.

We are available to answer any additional questions that you might have.

Sincerely yours,



Donald M. Jensen, P.E.
CEO





Zone A99

• Blog
• Photos
• Videos
• Email Updates

- Definition/Description
- NFIP Requirement
- Guidance
- Related Keywords

Definition/Description

Areas subject to inundation by the 1-percent-annual-chance flood event, but which will ultimately be protected upon completion of an under-construction Federal flood protection system. These are areas of special flood hazard where enough progress has been made on the construction of a protection system, such as dikes, dams, and levees, to consider it complete for insurance rating purposes. Zone A99 may only be used when the flood protection system has reached specified statutory progress toward completion. No Base Flood Elevations (BFEs) or depths are shown. Mandatory flood insurance purchase requirements and floodplain management standards apply.

NFIP Requirement

- 60.3 (c)(9) - Zone A99 Requirements
- 61.12 - Requirements for Designation
- 64.3 - Definition

Guidance

- Answers to Questions About the National Flood Insurance Program - Flood Hazard Assessments and Mapping Requirements
- IS-9 Managing Floodplain Development Through The National Flood Insurance Program (NFIP) (page 3-33) (PDF 8MB, TXT 1MB) (entire document)

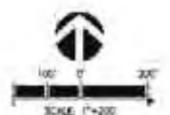
Related Keywords

- Flood Map
- Flood Zones



Santa Paula Creek
East Area 1

Santa Paula, California



East Area 1 Master Plan Drainage Study

Santa Paula Creek Supplement

Santa Paula, CA

Oct. 15, 2010

Prepared by:



East Area 1 Master Plan Drainage Study
Santa Paula Creek Supplement
Santa Paula, CA

Prepared for:

City of SANTA PAULA

Oct. 15,2010

Prepared by:

Jensen Design & Survey, Inc
1672 Donlon Street
Ventura, CA 93003

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APPENDIX

- A: Santa Paula Creek HEC-RAS Analysis
- B: FEMA FIRM Maps & Letter from FEMA

EAST AREA ONE MASTER PLAN DRAINAGE STUDY

The Manning's "n" roughness coefficient was set to 0.035 for the channel reach downstream of the fish ladder agreement with HEC-RAS modeling previously completed for the reach by the USACE.

Our Geometry includes the Southern Pacific Railroad (SPRR) Bridge. The bridge geometry was obtained from channel geometry, effective FLOWLINE and width of channel from our aerial mapping. We have not been able to obtain the ACOE AS BUILT DRAWINGS of the channel.

The modeled Santa Paula Creek reach alignment is mainly straight with minor curvature. Therefore, cross-section reach lengths in general for left over bank, channel, and right overbank are set equal.

Conclusions

Based on the HEC-RAS results the Santa Paula Creek along the East Area 1 bank area has substantially more than enough capacity to handle the 38,800 cfs specified in the Ventura County Watershed Protection District's Flood Flow Frequency Model. An additional model assuming 50,000 cfs within the channel was analyzed; these results indicate that the channel has the capacity to contain this event as well.

Our study did confirm and agree with the USCOE concern that the Caltrans bridge at State Route 126 is a restriction to the flow and the channel capacity downstream of the highway may need additional improvements. These areas are not within East Area One and our project does not affect this existing condition. In addition this downstream condition does not result in any flooding conditions on East Area 1. the option for DRAFT ACOE study identifies several alternatives for addressing this downstream condition.

Attachment 13

Rail Crossing Design Information



February 4, 2011

Ms. Janna Minsk
Planning Director
City of Santa Paula
200 S. Tenth Street
Santa Paula, CA 93060

1 Ada, Suite 200
Irvine, CA 92618
P: (714) 734 - 8765
F: (714) 734 - 8755
www.railpros.com

Subject: Ventura Co LAFCO-Santa Paula East Area I Specific Plan Rail Crossing

Ms Minsk:

The City of Santa Paula is proposing annexation of the land referred to as Santa Paula East Area 1 (East Area 1). The adopted Specific Plan proposes to extend Hallock Drive across the railroad tracks on the Santa Paula Branch Line to provide access to the area along with the extension of Santa Paula Street from the west, consistent with the City's General Plan.

The following narrative details the project background and the requirements of California Public Utilities Commission (CPUC) related to the approval of rail crossings. RailPros has been retained by the Limoneira Company to assist with the design of the rail crossing. RailPros' senior staff includes top railroad industry talent who bring diverse and comprehensive expertise to the Project team. Our key team members include many former railroad employees who understand the way railroads operate and have guided numerous projects from concept and engineering through construction and operation.

Project Background

Access across the railroad tracks via Hallock Drive will connect vehicles and pedestrians from East Area 1 to Telegraph Road and State Road 126 (SR-126) and facilitate movement in and out of the area. The planned extension of Santa Paula Street will connect East Area 1 to the existing town of Santa Paula.

The railroad right of way (ROW) at this location, as known as The Santa Paula Branch Line is owned by Ventura County Transportation Commission (VCTC). VCTC owns the segment of the Branch Line between Montalvo and Piru; and the portion of the ROW between Piru and Santa Clarita was abandoned in 1984.

According to the 2007 Santa Paula Branch Line Rail Corridor Study, *"the deficiencies on this segment include track and signals, the need for upgraded or new safety devices at grade crossings, and bridges and drainage structures, many of which are serviceable but would need to be rehabilitated in order to support the proposed freight and passenger rail services."*

Currently there is no freight or passenger service on the Branch Line east of Santa Paula, and there are no current plans to provide future service. The Fillmore & Western



Railway Company (FWRY) operates recreational excursion trains, dinner trains, and theme trains throughout the year. The excursion trains operate primarily on weekends and during the holiday period between the City of Santa Paula and the Community of Piru, and special film trains at various times and locations.

California Public Utilities Commission (CPUC) Requirements

According to CPUC Section 1202; the commission has the exclusive power:

- (a) To determine and prescribe the manner, including the particular point of crossing, and the terms of installation, operation, maintenance, use, and protection of each crossing of one railroad by another railroad or street railroad, and of a street railroad by a railroad, and of each crossing of a public or publicly used road or highway by a railroad or street railroad, and of a street by a railroad or of a railroad by a street.
- (b) To alter, relocate, or abolish by physical closing any crossing set forth in subdivision (a).
- (c) To require, where in its judgment it would be practicable, a separation of grades at any crossing established and to prescribe the terms upon which the separation shall be made and the proportions in which the expense of the construction, alteration, relocation, or abolition of crossings or the separation of grades shall be divided between the railroad or street railroad corporations affected or between these corporations and the state, county, city, or other political subdivision affected.

In order to gain approval of the addition of a new crossing, grade separated or at-grade, a Formal Application must be submitted to the CPUC. The following is from the CPUC Rules of Practice and Procedure Title 20, Division 1, Chapter 3, Rule 3.7

Applications to construct a public road, highway, or street across a railroad must be made by the municipal, county, state, or other governmental authority which proposes the construction. Such applications shall be served on the affected railroad corporations, and shall contain the following information:

- (a) The rail milepost and either a legal description of the location of the proposed crossing or a location description using a coordinate system that has accuracy comparable to a legal description.
- (b) Crossing identification numbers of the nearest existing public crossing on each side of the proposed crossing. (Numbers may be obtained from the crossing sign at the crossing, or from the office of the railroad.)
- (c) If the proposed crossing is at-grade,
 - 1. A statement showing the public need to be served by the proposed crossing;
 - 2. A statement showing why a separation of grades is not practicable; and
 - 3. A statement showing the signs, signals, or other crossing warning devices which applicant recommends be provided at the proposed crossing.

- (d) A map of suitable scale (50 to 200 feet per inch) showing accurate locations of all streets, roads, property lines, tracks, buildings, structures or other obstructions to view for a distance of at least 400 feet along the railroad and 200 feet along the highway in each direction from the proposed crossing. Such map shall show the character of surface or pavement and width of same, either existing or proposed, on the street or road adjacent to the proposed crossing and on each side thereof.
- (e) A map of suitable scale (1,000 to 3,000 feet per inch) showing the relation of the proposed crossing to existing roads and railroads in the general vicinity of the proposed crossing.
- (f) A profile showing the ground line and grade line and rate of grades of approach on all highways and railroads affected by the proposed crossing.

Note: Authority cited: Section 1701, Public Utilities Code. Reference: Sections 1201, 1201.1 and 1202, Public Utilities Code.

Generally, when planning and designing crossings the CPUC prefers to be involved in the process from the early stages to oversee the safety and feasibility of the design and facilitate in the approval of the subsequent application, as indicated in the attached comment letter from the CPUC on the City's Draft EIR for the East Area 1 project. The City's response to these comments indicates the City's intent to coordinate with the CPUC and other agencies in advance of the design and construction of the crossing.

Grade crossings are typically designed collaboratively with the street improvement plans at the time a subdivision map is proposed. As the annexation is not yet complete, and subdivision maps and the associated improvement plans have not been prepared, the design of the rail crossing has not been completed at this time.

RailPros has consulted with Sergio Licon, the CPUC representative for Ventura County. Per our conversation, since an at-grade crossing is proposed, he would like to see a Grade Separation Study, as required in the Application, describing why separation of grades is not practicable. In addition, he would like to see current design plans for the crossing and nearby intersection of Hallock Drive and Telegraph Road, particularly the equipment and warning devices proposed as well as the other items required by the Application.

Proposed Grade Crossing

Grade separated crossings are preferred by the CPUC because separating rail and road traffic increases safety; however they also come with greater impacts to the immediate area, increased cost, and sometimes the loss of access to adjacent properties. At-grade crossings are appropriate when the impacts of a grade separation are determined to be too great or if the project can demonstrate that an at-grade crossing can be constructed that will minimize the potential for vehicle/railroad collisions. At-grade crossings are generally more cost effective and, when properly designed, are sufficiently safe and effective in meeting the CPUC and stakeholder demands.

The proposed grade crossing configuration includes raised concrete medians, automatic railroad flashing light signals and gates, and roadway traffic pre-signals. Raised medians will keep roadway vehicles in their proper lanes and detour aggressive drivers from trying to run around the crossing gates, while the traffic pre-signals will keep vehicles from stopping inside the railroad crossing area.

RailPros has prepared the attached exhibits showing conceptual at-grade and grade separated crossing designs (see attached). These exhibits depict the information typically requested by the CPUC in their review process.

While both options are physically feasible, the additional grading and structure cost for the grade separated option is not practicable from a cost perspective and is not warranted given the limited rail traffic, slow train speed (below 20 mph), and short train lengths on the Santa Paula Branch line.

The CPUC does take into account the closing of other public at-grade crossings such the existing Padre Lane crossing that will be closed; however, they do not consider the trading of one crossing for another. Each crossing is considered and the determination of acceptance is made individually.

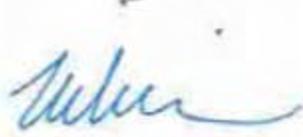
Moving forward, the proposed crossing design will be presented to and reviewed by the CPUC. The CPUC is willing to review design plans and provide direction relating to the safety measures and design elements likely to be required. After the CPUC has (informally) signed off on the design, the Application must be submitted for formal acceptance of the crossing design.

Based on our experience with the design of grade crossings, and the characteristics of the Santa Paula Branch line, we expect the CPUC will approve an at-grade crossing for Hallock Drive.

If you have any questions or would like to discuss this issue further, please feel free to contact our office at 714.734.8765.

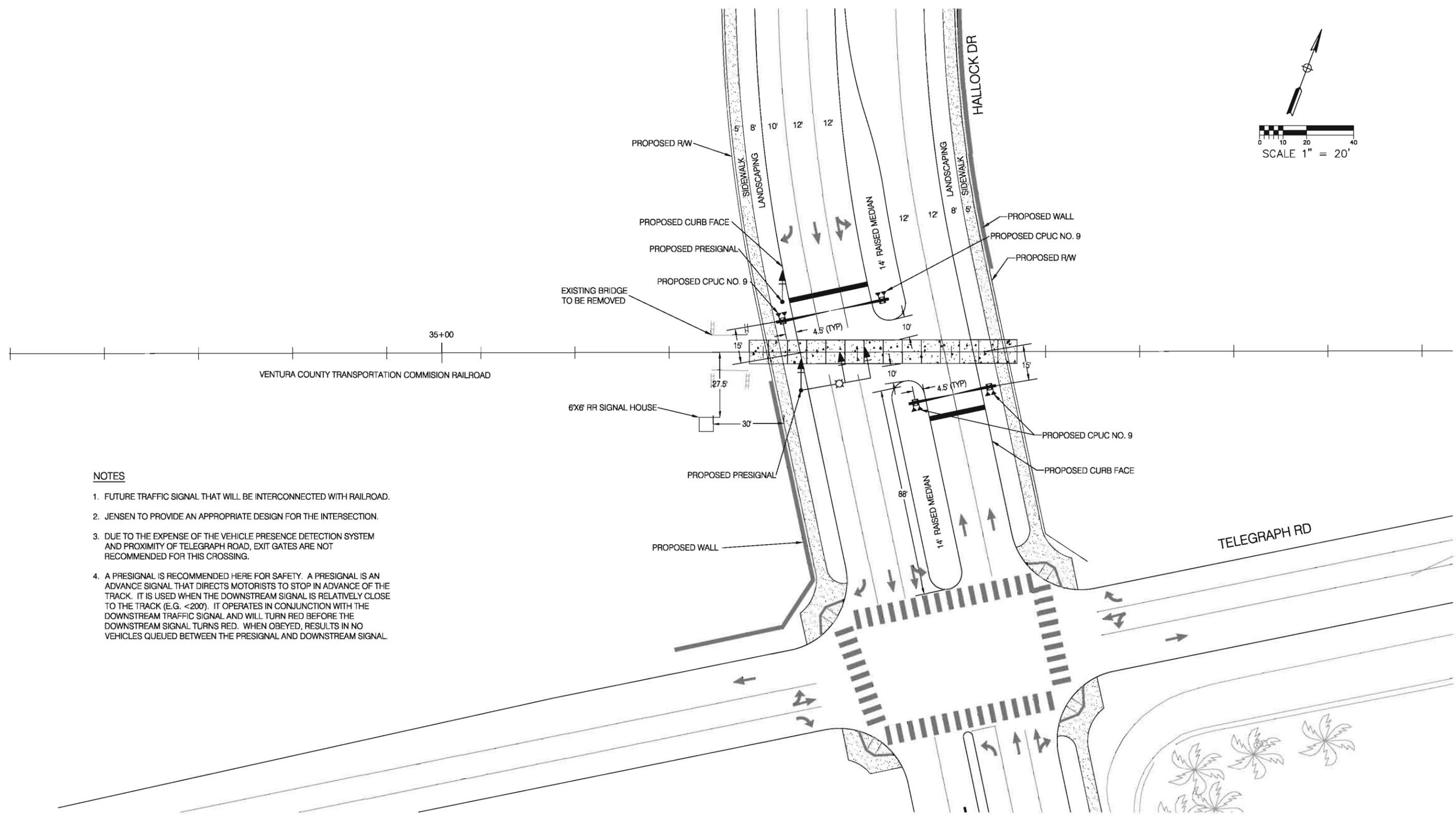
Sincerely,

RAILPROS, INC.

A handwritten signature in blue ink, appearing to read "Robert Williams", is positioned above the typed name and title.

Robert Williams, PE
Rail Engineer

Attachment: RailPros Highway-Rail Crossing Exhibits



NOTES

1. FUTURE TRAFFIC SIGNAL THAT WILL BE INTERCONNECTED WITH RAILROAD.
2. JENSEN TO PROVIDE AN APPROPRIATE DESIGN FOR THE INTERSECTION.
3. DUE TO THE EXPENSE OF THE VEHICLE PRESENCE DETECTION SYSTEM AND PROXIMITY OF TELEGRAPH ROAD, EXIT GATES ARE NOT RECOMMENDED FOR THIS CROSSING.
4. A PRESIGNAL IS RECOMMENDED HERE FOR SAFETY. A PRESIGNAL IS AN ADVANCE SIGNAL THAT DIRECTS MOTORISTS TO STOP IN ADVANCE OF THE TRACK. IT IS USED WHEN THE DOWNSTREAM SIGNAL IS RELATIVELY CLOSE TO THE TRACK (E.G. <200'). IT OPERATES IN CONJUNCTION WITH THE DOWNSTREAM TRAFFIC SIGNAL AND WILL TURN RED BEFORE THE DOWNSTREAM SIGNAL TURNS RED. WHEN OBEYED, RESULTS IN NO VEHICLES QUEUED BETWEEN THE PRESIGNAL AND DOWNSTREAM SIGNAL.



REV.	DATE	DESCRIPTION	BY	APP.

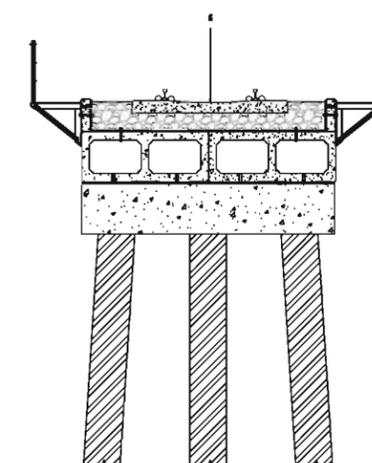
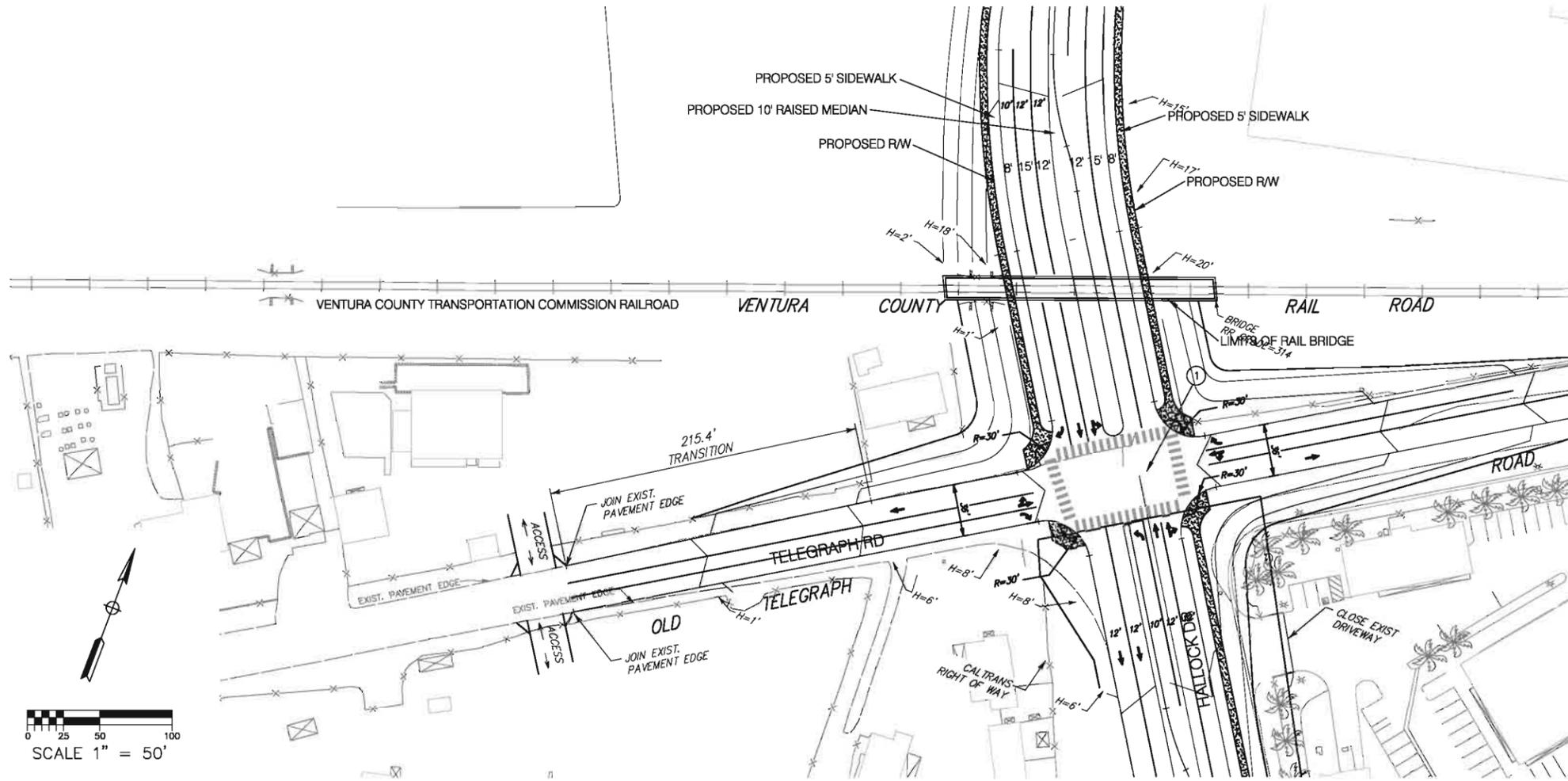


RAILPROS
 1 ADA, SUITE 200
 IRVINE, CA 92618
 WWW.RAILPROS.COM
 E-MAIL: INFO@RAILPROS.COM
 PHONE: (714) 734 - 8765
 FAX: (714) 734 - 8755

LIMONEIRA
EST. 1982
 SUBDMR/OWNER:
 LIMONEIRA COMPANY
 1141 CUMMINGS ROAD
 SANTA PAULA, CA 93060
 BUSINESS: (805) 525-5541
 BUSINESS FAX: (805) 933-1845

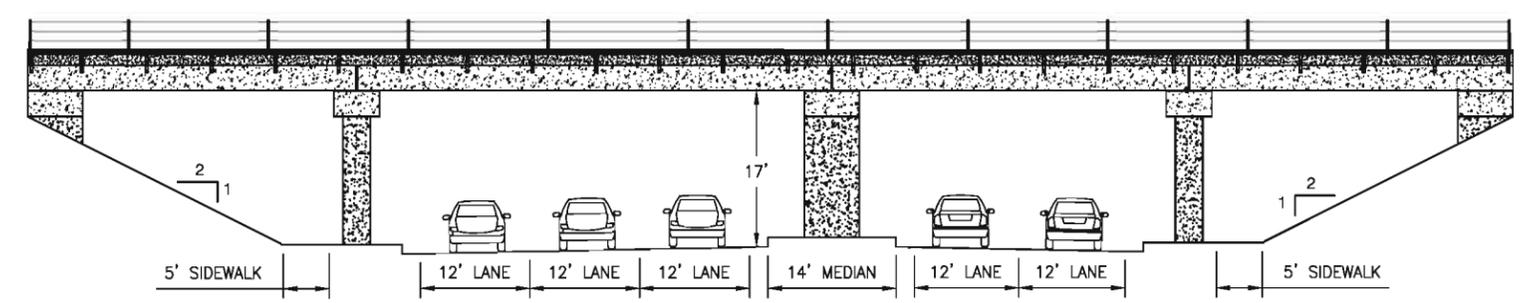
EAST AREA 1 AT-GRADE CROSSING EXHIBIT				DWG. NO.
SCALE: AS SHOWN	SIZE: 22"x34"	SHEET X OF X		
DESIGNED: EW	DRAWN: DL	CHECKED: EW	DATE: 1/21/2011	

PRELIMINARY
 FILENAME: Z:\AutoCAD\Engineering\Projects\060 CAD\060 Drawings\Exhibit - At-Grade Crossing - LAST SAVED.DWG Feb 03 2011 12:46pm PLOTTED BY: DANIELLE LUBRINO, ON: Feb 03 2011 12:46pm, CFC



RAILROAD CROSS SECTION DETAIL
SCALE: 1" = 5'

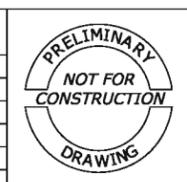
- NOTES**
- ① JENSEN AND JENSEN TO PROVIDE AN APPROPRIATE DESIGN FOR THE INTERSECTION.



ROADWAY PATH-OF-TRAVEL
CROSS SECTION DETAIL
SCALE: 1" = 10'



REV.	DATE	DESCRIPTION	BY	APP.



RAILPROS
 1 ADA, SUITE 200
 IRVINE, CA 92618
 WWW.RAILPROS.COM
 E-MAIL: INFO@RAILPROS.COM
 PHONE: (714) 734 - 8765
 FAX: (714) 734 - 8755

Parkstone COMPANIES

LIMONEIRA
 SINCE 1882
 SUBDMR/OWNER:
 LIMONEIRA COMPANY
 1141 CUMMINGS ROAD
 SANTA PAULA, CA 93060
 BUSINESS: (805) 525-5541
 BUSINESS FAX: (805) 933-1845

EAST AREA 1 UNDERCROSSING EXHIBIT				DWG. NO.
SCALE: AS SHOWN	SIZE: 22"x34"	SHEET	OF X	
DESIGNED: EW	DRAWN: SW	CHECKED: EW	DATE: 1/21/2011	

PRELIMINARY

CALIFORNIA REGISTERED PROFESSIONAL ENGINEER LICENSE NO. 45811 EXPIRES 12/31/11
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PUBLIC UTILITIES COMMISSION

320 WEST 4TH STREET, SUITE 500
LOS ANGELES, CA 90013



December 28, 2007

Janna Minsk
City of Santa Paula
970 Ventura Street
Santa Paula, CA 93060

S1

CITY OF SANTA PAULA
JAN 01 2008
RECEIVED

Dear Ms. Minsk:

Re: SCH# 2006071134; East Area 1 Specific Plan

The California Public Utilities Commission (Commission) has jurisdiction over the safety of highway-rail crossings (crossings) in California. The California Public Utilities Code requires Commission approval for the construction or alteration of crossings and grants the Commission exclusive power on the design, alteration, and closure of crossings.

S1-1

The Commission Rail Crossings Engineering Section (RCES) is in receipt of the *Notice of Completion & Environmental Document Transmittal-Draft EIR* from the State Clearinghouse. RCES staff is concerned that the new development at Telegraph Road and Padre Lane (lat= 34.36143, long=-119.04242) may increase traffic volumes not only on streets and at intersections, but also at the nearby crossings. This includes considering pedestrian circulation patterns/destinations with respect to Fillmore & Western Railway Company railroad right-of-way. Commission staff is particularly concerned with increased congestion at the nearby grade crossing at Telegraph Road (DOT 745729N, lat= 34.363009, long=-119.038807).

S1-2

Safety factors to consider include, but are not limited to, the planning for grade separations for major thoroughfares, improvements to existing at-grade highway-rail crossings due to increase in traffic volumes and appropriate fencing to limit the access of trespassers onto the railroad right-of-way.

S1-3

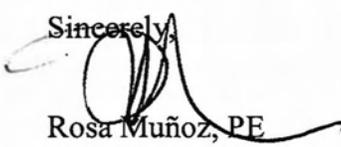
The above-mentioned safety improvements should be considered when approval is sought for the new development. Working with Commission staff early in the conceptual design phase will help improve the safety to motorists and pedestrians in the City.

S1-4

Please advise us on the status of the project. If you have any questions in this matter, please contact me at (213) 576-7078 or at rxm@cpuc.ca.gov.

S1-5

Sincerely,


Rosa Muñoz, PE
Utilities Engineer
Rail Crossings Engineering Section
Consumer Protection & Safety Division

C: Dave Wilkinson, Fillmore & Western Railroad

S1 RESPONSES TO COMMENTS FROM THE PUBLIC UTILITIES COMMISSION RECEIVED, DECEMBER 28, 2007

S1-1 Comment noted. No response necessary.

S1-2 As noted in Section 4.4 (Transportation & Circulation) of the Draft EIR, the analysis concluded that traffic volumes for roadways and intersections would increase. This would also occur for those roadways that intersect the Fillmore & Western Railway Company right-of-way. Pedestrian circulation at Telegraph Road/Hallock Drive would increase due to the additional on-site population. However, mitigation measure identified within the Draft EIR reduced these impacts to less than significant levels.

The existing crossing at Padre Lane would be abandoned and a new at-grade crossing would be constructed at Telegraph Road/Hallock Drive. Coordination with the California Public Utilities Commission (Commission) and other applicable agencies will be undertaken in advance of design and construction of the crossing. The City will work closely with the Commission and other applicable agencies in order to ensure that all concerns are addressed.

S1-3 See responses S1-2 above of this FEIR's Responses to Comments document. In addition, the analysis contained within Section 4.4 of the Draft EIR determined that with the implementation of mitigation measures, all traffic impacts could be mitigated to below levels of significance and as such, no additional grade separations for any major thoroughfares would be required. In addition, the City will work with the Commission to ensure that a fencing plan for the vicinity of Telegraph Road/Hallock Drive is developed and meets its standards and recommendations. As such, a new mitigation measure has been included within the FEIR to address fencing requirements in the vicinity of Telegraph Road/Hallock Drive (see Section 4.4 of the FEIR's Clarifications & Revisions document). Therefore, based upon the analysis contained within Section 4.4 of the Draft EIR, that contained above and the new mitigation measure proposed to address fencing along the at-grade crossing at Telegraph Road/Hallock Drive, impacts would continue to be less than significant.

S1-4 Comment noted. No response necessary.

S1-5 Comment noted. No response necessary.

Attachment 14

Wastewater Master Plan Information

Chapter 1 - Executive Summary

Overview

This study provides recommendations and an implementation plan for improvements to Santa Paula's sanitary sewer system. This plan addresses the current sanitary sewer needs as well as the future needs of the City.

Purpose

The City of Santa Paula provides wastewater collection and treatment for local residents. The existing facilities are aging and improvements are needed to maintain the integrity of the system. Other improvements are needed to accommodate the planned growth of the City. Consequently, the City needs to evaluate the hydraulic capacity and the condition of the existing sewer system, and plan for infrastructure replacement and improvement projects. In addition, the City needs to develop a long-term maintenance plan to continue to provide adequate collection and transportation of local wastewater.

The focus of this report is on the collection system (pipelines, manholes, lift stations). Improvements to the treatment system are addressed as a separate project.

Analysis

For this study, the collection system flows were estimated based on data acquired from various sources. In addition, an analysis of the daily pattern of flow (Diurnal Flow) was conducted since wastewater flow in a sewer system is not uniform, but varies throughout the day. The daily peak flow is a critical flow for analysis of the collection system. This is because the peak (highest) flow in the sewer will have the highest depth. If the flow line (depth) is too great, the free discharge of laterals may occur, creating backups. For purposes of this study, a peaking factor of 2.0 times the average daily flow was used to estimate the peak day flow. The present peak to average flow ratio is 1.8 (2.4 MGD to 4.3 MGD).

The diurnal flow patterns, both weekday and weekend, are not expected to change in the future. However the flows, average and peak, are expected to increase in relation to the total population that is

served. The estimated future average dry-weather flow is 4.0 MGD at build-out. Using the peaking factor of 2.0, the expected future peak flow is 8.0 MGD. These figures were used for modeling future flow in the collection system.

Gravity sewer systems are subject to migration of clear water, *Infiltration and Inflow (I/I)* from the outside. The volume of clear water that enters a sewer system has an adverse effect on the hydraulic capacity of the sewers. Consequently, an I/I evaluation was conducted for a portion of the City. The nature of the wet weather flow patterns validated an assumption that most of the clear water in the Santa Paula sewer system can be attributed to inflow. The sum of the maximum I/I plus the peak hourly flow is 7.0 MGD, which approximately 2.6 times the average day flow. For analysis purposes in this report, the peak wet weather flow rate of 3.0 times the average flow was used.

Sources of inflow should be eliminated where practical, since inflow utilizes sewer capacity and is costly to treat. The City should repair broken pipes, leaking pipe joints, offset manhole castings, below grade manhole covers subject to ponding, and any other potential sources of inflow in a timely manner. Of particular importance is diligent observation of the system for surcharge and backflow during wet weather. Regulations regarding spillage of sewage are becoming increasingly strict. In accordance with CMOM,¹ in the event of a spill, the City may be required to prove that its system was adequately designed and maintained.

The collection system was modeled in order to determine the hydraulic capacity of the main sewer lines. Modeling is a tool used to evaluate the capacity of pipes in a sewer system. The model is a mathematical analysis. For this study, the model consists of an Excel spreadsheet that was created utilizing Manning's equation to calculate the sewer capacity in terms of percent full pipe. The spreadsheet approach was used because it can be readily used by City staff and other engineers without the need for special software or training. This model was run using for existing and future peak flow, under dry and wet-weather conditions.

¹ Capacity, Management, Operations, and Maintenance (CMOM) regulations of the U.S. Environmental Protection Agency.

Results

Prior to this study, the City had no standard criteria for the design, analysis, and construction of sewer systems. Such criteria were established and included in this report. Based on the adopted criteria, only two segments of sewer were determined to be undersized for existing conditions. A 10-inch segment is located at Main Street near Blanchard School between manholes 2D43 and 2E05. The other sewer is a 20-inch segment located in Harvard Boulevard between manholes 4D06 and 4D09.

The future flow data input in the Model showed future capacity problems in the following sewer segments:

- 12-inch sewer, east along Harvard Blvd. and north along Garcia and Thirteenth Streets
- 36, and 24-inch sewers from the Wastewater Treatment Plant east to Acacia Road, north to Harvard Blvd. east to Steckel Drive
- 8-inch sewer along Steckel Drive north to Main Street
- 8-inch sewer east along Santa Paula Street to Walden Street, south along Walden and Elm Streets to Harvard Blvd.

Condition Assessment

For this report, a preliminary assessment of the system was performed, based on a review of existing video tapes, video tape logs, observation of select manholes, and interviews with operational staff. Because much of the City system dates to the 1920s and 1930s, deterioration is evident.

Sewer repair and rehabilitation is an ongoing process, as sewers will continue to deteriorate and fail over time. The City, therefore, must be vigilant in their efforts to maintain the system. To this end, this report recommends a plan for immediate sewer rehabilitation as well as a plan for continual observance and corrections within the system.

Based on the review of videotapes, it is apparent that the central or older portion of the City has more problem areas than other areas within the collection system. The City's two lift stations were inspected and both lift stations are at the end of their useful service

lives and in need of replacement. The City should conduct a more detailed hydraulic investigation prior to replacement of both lift stations.

Summary of Recommendations

Based on the information in this report, the following improvement program is recommended:

1. System Condition Assessment and Cleaning Program

- Currently the City inspects about 2.5 percent of their pipeline each year using closed circuit television. This goal should be raised to 10 percent each year, with priority given to the areas shown in **Figure 7-3**. This higher rate should continue until 100 percent of the City has been evaluated, at which time the goal should be re-evaluated.
- Likewise, 10 percent of all manholes should be inspected annually in addition to inspections conducted while crews are cleaning and/or videotaping the pipelines.
- Currently, the City cleans about 25 percent of their pipelines each year. Because this goal was established more than 4 years ago, virtually all pipelines have been cleaned. The benefit of continuing to clean at this rate is not clear. It is recommended that this goal be scaled back to 15 percent for two years, then re-evaluated. In general, the amount of cleaning performed should be tailored to the conditions of the system. Some pipes may need several cleanings each year, while others may virtually never need cleaning. Those pipelines which need frequent cleaning should be evaluated regarding the cause, and perhaps targeted for rehabilitation.

2. Pipeline and Manhole Replacement and Rehabilitation

Program. Much of the existing system dates to the 1920s and 1930s. Very little of it is less than 40 years old. A routine program of pipeline replacement and rehabilitation is needed to keep abreast of deteriorating infrastructure, and avoid the sewage spills and sinkholes that may occur when pipelines and manholes fail. A goal of replacing/rehabilitating 2 percent of this

infrastructure each year is appropriate given the overall age of the system. With such a goal, it will take 50 years to completely replace the current system—at which point the pipelines being replaced will be approximately 100 years old on average.

- Priorities for replacement/rehabilitation are shown in **Figure 8-1**.
 - Priorities should be re-evaluated annually, based on the results of the System Condition Assessment Program.
3. **Lift Station Replacements.** As noted earlier, the two existing lift stations should be budgeted for replacement.
 4. **Capacity Improvements.** As discussed earlier, only two pipelines were determined to be undersized based on *current* flows; one in Main Street near Blanchard School, and the other at the west end of Harvard Boulevard. On the other hand, the Fagan and East Area developments will require significant upgrades to the existing system, along Harvard Boulevard in particular. As a result, capacity upgrades, in general, should be scheduled based on development schedules. The exception is the upgrade in Main Street which is independent of development activity, and should receive a high priority.

Table 1-1 provides an overview of a recommended capital improvement program, based on the above recommendations.

Conclusion

The City of Santa Paula has been able to provide adequate collection of wastewater from its residents for more than 50 years. To this end, the City must continue to be diligent in operating and maintaining its system including, assessment of capacity and condition on an regular basis. The projects identified in this report are limited to known conditions. An estimated \$25 M must be expended to replace sewers based on projects identified in this study. The money should be spent based on project priorities. However, there are still portions of the sewer system for which no information was reviewed. As new information is gathered, the priority of projects should be dynamic such that critical projects, projects that could affect the health and well being of residents, receive top priority.

Chapter 2 - Introduction

This section provides an overview of the Santa Paula area and wastewater collection.

Background

The City of Santa Paula provides wastewater collection and treatment for local residents. The existing facilities are aging and improvements are needed to maintain the integrity of the system. An evaluation of the hydraulic capacity and condition assessment will allow the City to plan for infrastructure replacement and improvement projects. In addition, the City needs to develop a long-term maintenance plan to continue to provide adequate collection and transportation of local wastewater.

Study Objectives and Scope

This study provides recommendations and an implementation plan for improvements to Santa Paula's sanitary sewer system. The plan addresses the current situation and sanitary sewer needs as well as the future needs of the City. The following is a list of activities used to define present and future wastewater projects:

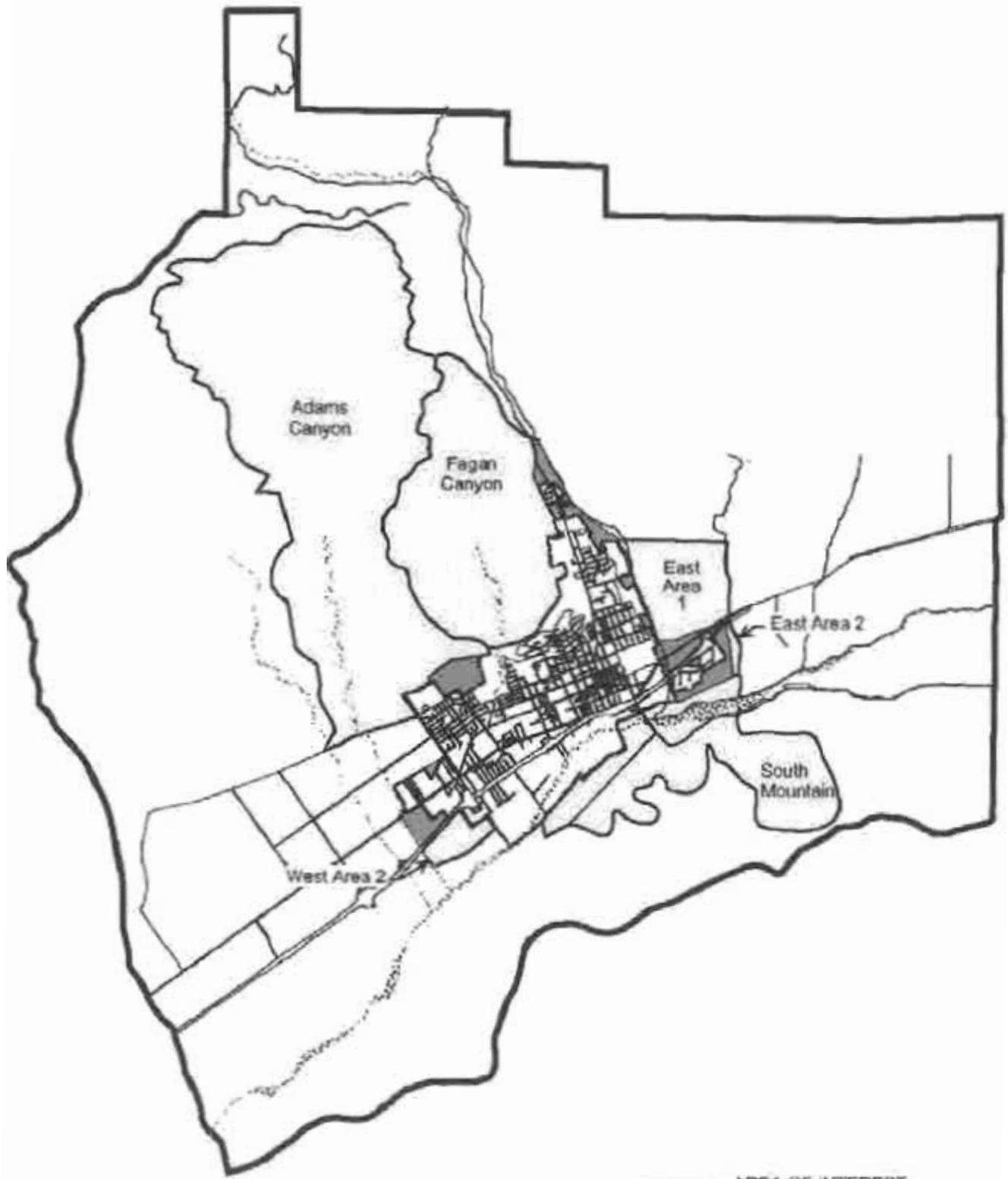
- Data on the existing collection system were gathered.
- Data on present and future land use were gathered.
- Present and future flows in relation to Equivalent Residential Units (ERU) were defined.
- The existing system was broken down into collection basins for analysis purposes.
- Interviews with City staff were conducted to confirm or clarify assumptions on sewage flow rates.
- A limited site investigation was conducted to confirm or clarify some flow assumptions and to assess the condition of selected sewer manholes from various representative areas within the City.

- A review of existing diurnal flow curves and past wastewater treatment plant flow records was conducted to assess peak flow rates and Infiltration and Inflow (I/I) in the sewer system.
- Existing videotape logs and portions of videotapes of the sewer system were reviewed to assess the condition of existing sewers.
- Recommendations for additional videotaping and flow monitoring in specific areas were made to confirm condition assessment and flow assumptions respectively.
- A sewer model of the existing collection system main trunk sewers was developed to assess present and future flow impact on the system capacity.
- A sewer model of the existing collection system with reinforcements to the main trunk sewers was developed to define projects to meet present and future capacity needs.
- Sewer project recommendations were developed based on present capacity needs, future capacity needs and limited condition assessment.
- A plan for implementation of projects was developed.

Study Area Description

The City of Santa Paula is located in Ventura County between the mountain foothills and the Santa Clara River. It is one of the oldest cities in Ventura County. Incorporated in 1902, land use within the City reflects 100 years of building and development. The City owns, operates and maintains over 50 miles of sanitary sewers and a wastewater treatment facility. The majority of the sanitary sewer system was built within the last 50 years however, portions of the sanitary sewer system were built earlier.

The City is surrounded by agricultural land and has experienced steady growth in recent years. **Figure 2-1** shows the sphere of influence of the City and proposed expansion areas within the sphere of influence. The proposed expansion areas are primarily residential.



- AREA OF INTEREST
- - - - - CITY LIMIT

Expansion Areas

Figure 2-1

Model Results

The model was run using the existing daily peak flow conditions. Based on the percent full criteria, only two segments of sewer were determined to be above capacity. A 10-inch segment is located at Main Street near Blanchard School between manholes 2D43 and 2E05. The other sewer is a 20-inch segment located in Harvard Blvd. between manholes 4D06 and 4D09. **Figure 6-3** shows the system deficiencies.

The model was also run using wet weather flow conditions. The results showed deficiencies in the same sewer segments.

The City must note that the wet weather peak flow was assumed to be spread evenly throughout the basins. Since the analysis indicates that high wet weather flow is inflow related (See Chapter 5), the clear water entering the collection system may not be evenly distributed throughout the basins as the model suggests. However, without a detailed survey of the entire sewer system, the actual locations of inflow cannot be determined. A detailed survey would involve test procedures such as smoke testing of sanitary sewers and dye testing of storm sewers to locate leaks and cross connections in the sewer system. Additionally, a field inspection of all manholes within the system would need to be performed. Exfiltration tests and a cost comparison for rehabilitation verses treatment of the wastewater would be necessary.

The future wastewater flow conditions were modeled. Based on information from the local developers, the point of flow tie into the existing system was determined. **Figure 6-4** shows how the new developments could be connected to the system. **Figure 6-4** also shows deficiencies within the existing system based on the future flows. **Table 6-9** and **Table 6-10** show the results of future flow in the model.

The future flow data input in the model showed future capacity problems in the following sewer segments:

- 12-inch sewer, east along Harvard Blvd. and north along Garcia and Thirteenth Streets
- 36, and 24-inch sewers from the Wastewater Treatment Plant east to Acacia Road, north to Harvard Blvd. east to Steckel Drive
- 8-inch sewer along Steckel Drive north to Main Street
- 8-inch sewer east along Santa Paula Street to Walden Street, south along Walden and Elm Streets to Harvard Blvd.

The connection point for the future flow from East Area 2 is assumed to be the main trunk sewer that is south of the Santa Paula Freeway (SR 126). This sewer presently acts as a relief sewer for the main trunk sewer along Harvard Blvd. East Area 2 utilizes a small amount (221 ERUs) of capacity in the sewer south of SR 126 and this would eliminate some of the overflow/relief capability for the Harvard Blvd. sewer. However, the lemonwood lift station capacity will need to be analyzed. The connection point for East Area 1 is in the Harvard Blvd main trunk sewer. Based on the anticipated build-out flow, replacement of the Harvard Blvd main trunk sewer would be required. The replacement sewer in Harvard Blvd would be sized to convey all of the existing and East Area 1 build-out flow, consequently, overflow relief in the replaced Harvard Blvd. trunk sewer to the existing trunk sewer south of SR126 will not be critical. **Table 6-11** and **Table 6-12** show model results with modifications to sewer segments that were at capacity.

Recommendations

Figure 6-5 shows the sewer improvements based on the model results. The immediate improvements are based on the existing capacity needs. The future improvements are based on development needs.

Other projects identified for spot repair and cleaning are noted on **Table 8-3**. The cost estimates for these activities will vary depending on the degree of cleaning required and the location and condition of the spot repair. The City should annually budget for spot repair and cleaning. The initial sum may be larger than subsequent years due to the present condition.

Project Implementation

Based on sewer modeling and the assessment of known sewer conditions, the City must:

- Initiate an alternative study for existing capacity replacement projects identified as priority one
- Work with local developers to define a schedule for future development and further prioritize future capacity projects
- Initiate an alternative study for condition replacement projects identified as priority one
- Establish a program and schedule for spot repair projects, focusing on sewer segments that were found to be in poor condition based on CCTV and also identified by the City as "hot spots"
- Establish a cleaning program for sewer segments that were not properly cleaned as part of the sewer CCTV program
- Establish a program to clean and video additional sewers, focusing on the southern trunk sewer.

The City of Santa Paula has been able to provide adequate collection of wastewater from its residents for more than 50 years. To this end, the City must be diligent in operating and maintaining its system including, assessment of capacity and condition on an annual basis. The projects identified in this report are limited to known conditions. There are still portions of the sewer system for which no information was reviewed. As new information is gathered, the priority of projects should be dynamic such that critical projects, projects that could affect the health and well-being of residents, receive top priority.

Attachment 15

Sewer Capacity Information and Study



1672 Donlon Street
Ventura, Calif. 93003
Local 805 654 6977
FAX 805 654 6979
www.jdscivil.com

Feb.11, 2011

Ms, Janna Minsk
Planning Director
City of Santa Paula
200 South Tenth Street
Santa Paula, CA. 93060

SUBJECT: SEWER COMMENT RESPONSE – EAST AREA 1
LAFCo Staff Report Dated Jan 13, 2011

Dear Ms Minsk,

The Sewer System issues raised by LAFCo Staff misrepresent the adequacy of the City's Existing Sewer System to accommodate the EAST AREA 1 development

The City has adequate existing capacity in the constructed sewer system between HARVARD and 12th Street. This location is where EAST AREA 1 will connect to the existing City system. There are two City trunk sewer lines at this intersection.

One is the Harvard Trunk line which the City Wastewater Master Plan (WMP) indicates is a high level priority for replacement and they analyze its capacity based on the East Area 1 connections. The second line is known as the Southern Trunk sewer and splits from the Harvard trunk at 12th street and continues south of the 126 freeway to the WATER RECLAMATION Facility. This line is recognized in the WMP as a backup to the Harvard trunk and has existing capacity to accommodate all build out flows from EAST AREA 1.

Calculations were provided to LAFCo that show capacity for East Area One in the Southern Trunk sewer. The calculations for the downstream system analysis system use the WMP flow estimates from Table 3-2 of the WMP. This table indicates an Equivalent Residential Unit (ERU) count of 1790. This results in an estimated Average Dry weather flow of .5325 mgd or a peak daily flow rate of 1.3312 mgd. Our analysis compares surprisingly close with LAFCo suggested "20% increase" rates. It is noted that LAFCo has misreported the peak flow rate by over 90,000 gpd (peak flow reported by them should have been 1.348 mgd which they misrepresented as 1.439 mgd).

We have attached an EXHIBIT showing the alternate sewer trunk mains that serve East Area 1 and the Southern Trunk Sewer Capacity calculation. These supplements are included within the attached copy of our SEWER Report dated July 12, 2010. This report updated and supplement the January 21, 2010 report referred to by LAFCo staff but does not change the conclusions that the city has adequate existing capacity within the existing city system to serve EAST AREA 1 from the connection point to the treatment plant.

The issues the LAFCo Oct 4th 2010 letter are therefore not in context with the City's ability to serve East Area One since they are only considerate of the Harvard Trunk Sewer route and do not acknowledge the City's additional system capacity to serve East Area 1.

We are available to answer any additional questions that you might have.

Sincerely yours,



Donald M. Jensen, P.E.
CEO





**JENSEN
DESIGN
& SURVEY, LLC**

4171 MARKET ST. STE. 4A
VENTURA, CALIF. 93003
PHONE 805/654-6977
FAX 805/654-6979

**SOUTHERN TRUNK
EAST AREA 1**

**SHEET
1 OF 1**
Feb 15, 2011

Revised Table 6-9 to show East Area 1 Sewer Connecting to Zone 13 - Future Dry Weather Conditions

Collection Zone	From MH #	To MH #	Pipe Diam (in)	Slope (ft/ft)	1/2 Full Capacity	2/3 Full Capacity	ERU's Served at Capacity	ERU's Served	Contributing Zone	Peaked Flow Rate (cfs)	Percent Full
13	7C15	7C14	8	0.004	0.414	0.649	449	2014	13 + EA2 + EA1	1.855	> 50%
7	5C07	5C05	18	0.0032	3.219	5.046	5480	2793	7+13+14+EA1	2.572	< 67%
7	7C14	7C13	18	0.0056	4.258	6.675	7250	673	14	0.620	< 67%
7	7C13	7C07	18	0.003	3.116	4.885	5306	2667	13+14+EA1	2.475	< 67%
1	2C01	PLANT	36	0.001	11.425	17.91	19454	12263	1+2+3+7	11.294	< 67%
1	3C04	3C03	21	0.002	3.838	6.017	6535	3005	0.4*1+7+EA1	2.768	< 67%
1	3C05	3C04	21	0.0013	3.095	4.851	5289	3005	0.4*1+7+EA1	2.768	< 67%
1	3C06	3C05	21	0.002	3.838	6.017	6535	2873	0.15*1+7+EA1	2.646	< 67%

From Original Calcs - EA1 would connect to Zone 11 and continue to Zone 8 then Zone 3 and ultimately Zone 1. Therefore, in the first line of Zone 1, EA1 has already been accounted for regardless of connection point.

Upgraded Pipe Size

Collection Zone	From MH #	To MH #	Pipe Diam (in)	Slope (ft/ft)	1/2 Full Capacity	2/3 Full Capacity	ERU's Served at Capacity	ERU's Served	Contributing Zone	Peaked Flow Rate (cfs)	Percent Full
13	7C15	7C14	10	0.0036	0.71	1.12	449	2014	13 + EA2 + EA1	1.855	> 67%
13	7C15	7C14	12	0.0024	1.03	1.62	449	2014	13 + EA2 + EA1	1.855	> 67%
13	7C15	7C14	15	0.0016	1.53	2.39	449	2014	13 + EA2 + EA1	1.855	< 67%

Revised Table 6-10 to show East Area 1 Sewer Connecting to Zone 13 - Future Wet Weather Conditions

Collection Zone	From MH #	To MH #	Pipe Diam (in)	Slope (ft/ft)	3/4 Full Capacity	ERU's Served at Capacity	ERU's Served	Contributing Zone	Peaked Flow Rate (cfs)	Percent Full
13	7C15	7C14	8	0.004	0.755	546	2014	13 + EA2 + EA1	2.781	> 75%
7	5C07	5C05	18	0.0032	5.87	4251	2793	7+13+14+EA1	3.857	< 75%
7	7C14	7C13	18	0.0056	7.766	5623	673	14	0.929	< 75%
7	7C13	7C07	18	0.003	5.684	4116	2667	13+14+EA1	3.711	< 75%
1	2C01	PLANT	36	0.001	20.837	15089	12263	1+2+3+7	16.935	< 75%
1	3C04	3C03	21	0.002	7	5069	3005	0.4*1+7+EA1	4.150	< 75%
1	3C05	3C04	21	0.0013	5.644	4087	3005	0.4*1+7+EA1	4.150	< 75%
1	3C06	3C05	21	0.002	7	5069	2873	0.15*1+7+EA1	3.968	< 75%

Upgraded Pipe Size

Collection Zone	From MH #	To MH #	Pipe Diam (in)	Slope (ft/ft)	3/4 Full Capacity	ERU's Served at Capacity	ERU's Served	Contributing Zone	Peaked Flow Rate (cfs)	Percent Full
13	7C15	7C14	10	0.0036	1.42	546	2014	13 + EA2 + EA1	2.781	> 75%
13	7C15	7C14	12	0.0024	1.89	546	2014	13 + EA2 + EA1	2.781	> 75%
13	7C15	7C14	15	0.0016	2.78	546	2014	13 + EA2 + EA1	2.781	> 75%

Master Plan Table 6-9 shows East Area One contributing 1456 ERU's. Master Plan Table 3-2 showing 1790 ERU's for East Area One. These "Revised" Tables use the higher contribution of 1790 ERU's for East Area One.

Sewer Report

East Area One

In the City of
Santa Paula

July 12, 2010

Prepared by:



Engineers

Planners

Surveyors

Sewer Report
for
East Area One
in the
City of Santa Paula

Prepared by
Jensen Design & Survey
1672 Donlon Street
Ventura, CA 93003

May 18, 2010
Revised July 12, 2010



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Introduction

This study of the existing City of Santa Paula sewer system is intended to guide the development decisions for the East Area One project. The project is located north of Telegraph Road and spans from Santa Paula Creek to Orcutt Canyon Creek. Offsite sewer must be routed to the intersection of Telegraph Road and Hallock Drive in order for the East Area One development to connect to the City system. The City of Santa Paula Wastewater System Master Plan is used as the basis for flow calculations and pipe capacity analysis. Both existing and future sewer capacities, as well as the costs associated with the available options, will be outlined in the following pages.

Existing Sewer Layout

Before discussing future options, it is critical to understand the existing sewer system. There are two main trunk lines that carry flow to the treatment facility near the southwest corner of the City: Harvard Boulevard Trunk (running east to west, north of Highway 126) and the “Southern Trunk” (running east to west, south of Highway 126). The Wastewater Master Plan indicates that the Southern Trunk acts as an overflow to the Harvard Boulevard Trunk. Several points of connection between the two trunks allow for redundancy within the system. These include: an 18” connection 12th Street, a 10” connection just west of Stanford Avenue, and a 12” connection in Palm Avenue. Any connection to the Harvard Boulevard Trunk east of these existing points of redundancy, may be assumed to utilize the Southern Trunk.

Wastewater Master Plan Summary

Boyle Engineering completed the City’s Wastewater System Master Plan in September of 2005. Calculations include existing and future capacities analyzed for both dry and we weather conditions. According to the Wastewater Mater Plan, the City sewer system has only two existing capacity deficiencies. One in Main Street near Blanchard School, and the second in Harvard Boulevard just west of Palm Avenue (Master Plan Report, page 3). For the East Area One analysis, only the deficiency in Harvard Boulevard is pertinent. (See Master Plan Figure 6-3 on page 14).

Future conditions for the East Areas One project are included in the Master Plan calculations. Master Plan Table 3-2 outlines the ERU and flow calculations assumed for the development. Included as page 15 of this report, we see that the East Area One project contributes a total of 1790 ERUs to the system. East Area One proposes 1500 units, which gives a ratio of 1.19 ERUs/unit. This value will help in determining phases of construction and how many units can be completed before upgrades are necessary.

Master Plan Figure 6-2, included as page 13, delineates sewer “Zones” that contribute to each line. Zones 1, 7, and 13 contribute to the Southern Trunk, while Zones 2-6, 8-11, and 14-17 contribute to the Harvard Trunk. Calculations show that East Area One would connect to the Harvard Trunk at Zone 11, then flow through Zones 8, 3, and finally 1. Future conditions show that there are several deficiencies in the Harvard Trunk with the connection of East Area One (See Master Plan Tables 6-9 and 6-10 on pages 18-19). Master Plan Figure 6-4 and Table 1-1

(pages 22-23) indicate that the East Area One development would be responsible for the upgrades to the Harvard Boulevard Trunk from Steckel Drive to 12th Street, or 7700 feet.

East Area One Sewer Connection Options

Essentially, there are two main areas of focus for the East Area One sewer connection. Since both the Harvard Boulevard Trunk and Southern Trunk begin at the intersection of 12th Street and Harbor Boulevard, the first area of analysis is how to run the sewer from East Area One (Telegraph Road and Hallock Drive) to the 12th Street intersection. The second focus area would be which trunk line can best serve the development from 12th Street to the new water recycling facility.

There are four options for the sewer connection from East Area One to 12th Street:

- Option 1 – Construct sewer along Telegraph Road to the Harvard Boulevard & 12th Street intersection. A lift station and force main would be required at the creek crossing.
- Option 2 - connect the EA1 sewer to the existing main in Hallock Drive, which crosses Highway 126 to the south and runs to 12th Street. The existing Lemonwood lift station and force main would be analyzed for capacity.
- Option 3 - construct a main in Telegraph Road to Whipple Road and then south to the freeway. A lift station and force main would then carry flow and join the Lemonwood force main just east of Santa Paula Creek.
- Option 4 – construct sewer westerly along Santa Paula Street. A lift station would again be required to cross the creek. The system would tie into the main in Santa Paula Street, and eventually run down to the intersection of Harvard Boulevard and 12th Street.

Option 1 – Telegraph Road

For this option, 2200 feet of 15” sewer would be constructed from the intersection of Telegraph Road and Hallock Drive to Santa Paula Creek. At the creek a lift station and short force main would be required. The remaining 2530 feet of 15” main would be constructed from just west of the creek along the diagonal alignment of Harvard Boulevard to the intersection at 12th Street. The construction cost for Option 1 is approximately \$1 million.

Option 1

Existing Size	Replacement Size	Timing	LF	\$/ft	Cost
New	15"	Before Any Units	4730	\$ 125.00	\$ 591,250
New	Lift Station	Before Any Units			\$ 300,000
New	Force Main	Before Any Units	470	\$ 200.00	\$ 94,000
Total					\$ 985,250

Attachment 16

Fiscal Impact Update

Memorandum

To: Janna Minsk, Planning Director
City of Santa Paula

From: Stan Hoffman, President
Marcine Osborn, Senior Associate

Date: February 15, 2011

Subject: Santa Paula East Area 1 Specific Plan Annexation Fiscal Analysis
Responses to LAFCo Staff Report of January 19, 2011

Job No.: 1115

This memorandum presents responses to the concerns and questions presented in the Ventura LAFCo Staff Report of January 19, 2011 on the *East Area 1 Specific Plan Fiscal Impact Analysis, City of Santa Paula, November 12, 2007* prepared by Stanley R. Hoffman Associates.

Page 31 of the staff report states that the East Area 1 landowner and developer prepared a fiscal analysis to the City that was provided to LAFCo staff. What is not mentioned is that City staff reviewed the fiscal analysis and had a peer review conducted by Warren Sprague, an economist with AECOM, the City's consultant. Mr. Sprague has over 20 years of experience as an economist preparing fiscal impact studies. The fiscal impact study was revised extensively to respond to comments from City staff and Mr. Sprague. Based on the information in the fiscal analysis, the City negotiated the terms of the project Development Agreement to ensure that this project pays for the services it requires, consistent with the policies in the City's General Plan.

This memorandum focuses on the specific comments that begin in the LAFCo Staff Report on page 31 under the heading *Cost of City Services*.

Fire Costs. The source of revenue to cover the unmet increase in operations costs for the fire station is not identified (page 32 and page 35 of LAFCo Staff Report)

Response: LAFCo staff notes that 70% of the annual operating cost of the new fire station planned in East Area 1 is allocated to the East Area 1 project and the remaining 30% is allocated to other future development and questions how the City will fund the full operating cost if future development does not generate sufficient revenues. It should be noted that this fire station will not only serve East Area 1 but it will also serve other existing and planned future uses on the east side of Santa Paula. For this reason it would not be appropriate or equitable for the full operating cost to be born by East Area 1.

Specifically, this fire station will serve East Area 2, which is also identified as an expansion area in the City's General Plan and which the City has committed to annex immediately after the East Area 1 annexation is completed. The commercial and other uses that will be developed in East Area 2 will produce additional revenues to fund the annual operating costs of this new fire

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Santa Paula East Area 1 Specific Plan Annexation, Responses to LAFCo Staff Report

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station. In addition, it is important to note that, based on the information in the Fiscal Impact Analysis, the approved Development Agreement requires the landowner to establish a \$1 million fund to cover any shortfalls in revenues as the project develops, with the additional requirement that this fund be replenished as needed to maintain a \$1 million balance. Should other future development lag in time behind East Area 1, the City will be able to make up any temporary shortfall in operating funds from this shortfall fund.

Because there is a downturn in the economy at this time and permit activity is slow, does not mean that LAFCO should assume that growth will come to a complete stop and there will be no other growth in the City. At the California Economic Forecast conference for Ventura County held on February 3, 2011, in Westlake Village, Dr. Mark Schniepp presented his forecast for the County's economy. Dr. Schniepp's forecast shows the County's economy recovering slowly with unemployment rates returning back to normal in 3-5 years. Growth both in East Area 1 and in East Area 2 is anticipated consistent with this time frame.

Street and Road Costs. LAFCo staff questions the low amount of \$14,600 shown in the General Fund as unrealistically low (pages 32 and 34 of LAFCo Staff Report)

Response: The City responded earlier that most of the maintenance for streets and roads comes from the City's Gas Tax Fund, the Local Transportation Fund and the Traffic Congestion Relief revenues. The General Fund contributes funds for only the share of these costs not met by the other sources.

While these other transportation funds were not projected in the Fiscal Analysis, it should be noted that City's peer review consultant, Mr. Warren Sprague, P&D Technologies, requested a separate General Fund analysis of the cost of Slurry Seal and Grind & Overlay for the streets and roads over a 20-year period. As discussed in Chapter 4, starting on page 28 of the Fiscal Report, and shown on Table 4-2, page 32, the analysis of these costs can be handled over the 20-year projection period from the General Fund. As shown on Table 4-2, the Net Cumulative Fiscal Impact is still \$12.6 million, a reduction of about \$1.5 million from the Net Cumulative Fiscal Impact of about \$14.1 million prior to consideration of this additional cost, as shown on Table 4-1, page 31. The net recurring fiscal balance remains positive even with the additional street and road costs. The above referenced tables, Table 4-1, Parts 1 and 2, and Table 4-2, are attached in Appendix A to this memorandum.

Property Turnover Rate and Home Value Changes. On page 33, the LAFCo staff report questions the assumptions related to property values in the Fiscal Analysis. Specifically, that the Fiscal Analysis does not reflect recent conditions regarding property turnover rates and housing value changes, and consequently, may overestimate property tax revenue.

Property tax revenue is based on the projected purchase price of the residential units planned in the project provided by the developer. To address expected declines in price, a secondary analysis was provided based on a 20% lower value. Home values appear to have decreased far more than the 20% worst case scenario contained in the Fiscal Analysis. When the Fiscal Analysis was prepared, the median home purchase price in Santa Paula was approximately \$500,000, near the peak median price of \$535,000 in mid 2006. Since January of 2009, the median purchase price has held steady at approximately \$250,000, representing a devaluation of approximately 50%.

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Also, relying on data from 2001, the Fiscal Analysis assumes that each year 8% of the home in the East Area 1 SP will be resold, allowing the property tax for these units to be adjusted to reflect the assumed increased value, thus increasing revenue to the City.

Response to Turnover Rate: The LAFCo staff has pointed out that the turnover rate of 8% may be too high compared to 4%-5% in the current market. While earlier data did show the higher rate, the current rate has declined as pointed out by LAFCo staff. However, it should be noted that this rate has a relatively small effect on the overall fiscal analysis, representing only about 1.3% of the total projected General Fund revenues, as shown on Table 1-1, page 4 of the Fiscal Report. Also, it does not seem appropriate for the lower rate to be held for a 20 year period, particularly in light of the current California Economic Forecast that conditions are improving over the next few years. If a mid-point were to be used, say somewhere in the range of 6% to 6.5%, this would also not result in any significant change in the conclusions of the fiscal analysis.

Response to Home Values. The scenario presented in the fiscal analysis with the 20% price reduction represents an overall average per unit sales value of about \$427,000 for the entire project. The \$250,000 average value in the LAFCo report appears to be the citywide average for all homes and not for newly constructed homes. The sales prices projected for East Area 1 reflect the added value of the attractiveness of their site location and the amenities to be provided. It is not appropriate to compare a citywide median sales price for existing homes with the projected sales prices for new homes in East Area 1 on this particular site. Not only would it command a higher value, it is also our understanding that the developer is not planning to go forward until there is a reasonable increase in housing prices. Also, in addition to the 20% reduction that was tested, the fiscal study also tested some quite dramatic reductions due to the potential impacts of Proposition 13, as discussed next.

Property Tax Revenues and Appreciation Rate. “Also, the Fiscal Analysis assumes that housing values will increase by 7.3% each year and bases property tax revenue on this rate of appreciation.” (Page 33 of LAFCo Staff Report)

Response to Home Value Appreciation. In the fiscal analysis that was prepared in constant dollars, property values are not increased by 7.3%, as shown on Table 1-1, page 4, and phased on Table 4-1, pages 30 and 31. Instead, what was analyzed was a more severe constraint, as recommended by the City’s peer review consultant, Mr. Warren Sprague., As discussed in Chapter 4, *Section 4.2 Potential Impact of Proposition 13 Property Tax Limitations*, page 29, what is tested is the constraint that Proposition 13 places on the growth of property tax because properties that are not sold only increase in Assessed Value at a maximum of 2% per year. The 7.3% appreciation rate was selected as the long-term average annual growth rate of the housing price index rate over the past 20 years for the Oxnard-Thousand Oaks-Ventura area from the Office of Federal Housing Enterprise Oversight. (Please see attached Table 4-3 in Appendix A) A higher appreciation rate – that is, a wider difference from the 2% maximum cap -- actually causes the negative impact to be greater on property taxes in the long term. As shown in Table 4-1, on page 31, this estimated Proposition 13 hypothetical impact reduced the projected property taxes by 46%. This resulted in the initial property tax revenues of \$1,544,140 being

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reduced to \$832,800. The Proposition 13 Adjusted Property Tax (3rd line) on Table 4-1, Part 2, referenced in Appendix A, is shown in the Year 20 column as being significantly reduced.

After responding to the peer review consultant's requests, the fiscal projections have been subjected to a variety of sensitivity tests that have allowed the City to plan more conservatively for the development of East Area 1.

Sales Tax. On page 33, the LAFCo Staff Report states, the Fiscal Analysis assumes that household income is equal to 25% of average home value to determine sales tax revenue. This results in average annual household income of \$135,500 for the proposed plan and \$107,000 average annual household income for the 20% price reduction scenario. However, the staff report states that the disparity between these income assumptions and the Countywide median household income, which was approximately \$76,000 in 2008, is not explained.

Response to Sales Tax. The Countywide median income is the mid-point of all households in the County and does not represent the potential buyers in East Area 1. The estimated average household incomes in East Area 1 are estimated as a function of housing prices for the new homes planned and the type and size of the homes planned, as this development will command higher value homes and thus higher income households than the Countywide median.

Park Maintenance. On page 32, the LAFCo Staff Report notes the Fiscal Analysis, estimates the cost to maintain parks at \$17,800 per acre annually. Table 4-1 in the Fiscal Impact Analysis identifies the City's cost to maintain parks will be \$148,986 (see buildings and grounds maintenance). This reflects the City's obligation to accept and maintain the 8.4-acres of neighborhood parkland included in the project. However, under the terms of the Development Agreement, the City is also responsible for 1/3 the maintenance cost of the 23-acre sports fields and this cost is not included in the Fiscal Analysis.

Response to Park Maintenance. The cost for maintenance of one-third of the acres in the 23-acre sports fields was not included in the fiscal analysis as the maintenance responsibilities were defined in the Development Agreement, which was prepared after the Fiscal Analysis was completed

Street Maintenance. Page 35 of the LAFCo Staff Report states, (Regarding street maintenance, the Fiscal Analysis is not limited to evaluating cost/revenue to the General Fund. It states on page 1, "Recurring revenues and costs are projected to the City General Fund and the Gas Tax Fund". However, this statement does not appear to be accurate, as the Fiscal Analysis identifies only revenue to the Gas Tax Fund, but not costs. According to the City's budget, the Gas Tax Fund is a street maintenance fund. Table 4.1 of the Fiscal Analysis estimates revenue to the Gas Tax Fund at \$94,652 per year (see also page 25 for an explanation of how this figure was reached). However, no costs to the Gas Tax Fund are included in the analysis, as only the \$14,600 street maintenance cost to the General Fund is cited in Table 4-1. As a result, the Fiscal Analysis includes tax revenue to a street maintenance fund in its overall revenue calculations from East Area 1 SP, but does not identify the cost of providing street maintenance from that fund to the East Area 1 SP. This appears to inaccurately inflate City revenues.)

Response to Street Maintenance. Based on discussion with City Finance Department staff, Santa Paula streets and storm drains are primarily maintained with revenues from the Gas Tax

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Fund, the Local Transportation Fund, and Traffic Congestion Relief revenues. The fiscal impacts to these funds were not projected.

The General Fund contributes only minor unmet costs for street maintenance, which is the \$80,628 amount for year 2006-2007 identified in the fiscal analysis. Therefore the projected \$14,600 annual street and storm drain maintenance cost is the allocated cost for the General Fund only, and represents about 5 percent of total street maintenance and storm drain costs to the City paid by the General Fund, with the remainder of the costs met by revenues from other non-general fund revenues. Since the Fiscal Analysis addresses the City's General Fund, the gas tax revenues have been removed from the General Fund Fiscal Analysis run discussed below and shown in Tables 5-1, Revised, Parts 1 and 2, and attached in Appendix B of this memo. The gas tax revenue to the General Fund after buildout for street maintenance is projected at \$94,652 and is removed, although the relatively small General Fund allocated road costs of \$14,552 at buildout is kept in the fiscal analysis. As shown on Table 5-1, Revised, the General Fund Fiscal Analysis at buildout, and through most of the twenty year projection period, remains positive.

Cost Escalator. The Fiscal Analysis does not provide for cost escalators that reflect increases in operational costs, overhead, salaries, fuel, etc. (page 35 of LAFCo Staff Report)

Response: The fiscal analysis is presented in constant dollars, that is, with no adjustments for future inflation in either costs or revenues. This is the standard approach for a fiscal study on a long range plan, such as East Area 1, because the increase or decrease in either costs or revenues over a 20 year period cannot be reliably projected. Rather, the City has selected the fiscal parameters that best represent the long-term and the plan is analyzed in that context. The Development Agreement then allows for the impact of the actual increase in either revenues or costs, which can either increase or decrease in a particular year. Also, based on review and comments from the City's peer review consultant, Mr. Warren Sprague of AECOM, additional sensitivity analyses were completed to test the fiscal viability of the East Area 1 project, as discussed in this memorandum.

SUMMARY

The following comments presented in the LAFCo Staff Report have been incorporated into the fiscal model and provided in this memorandum in Tables 5-1 Revised, Parts 1 and 2, Appendix B as an additional fiscal run, which includes the following:

1. No gas tax is projected for the General fund.
2. The annual maintenance costs for 1/3 of the sports park at \$17,800 per acre plus additional General Government overhead of 12.72 percent is projected.
3. A 46 percent reduction factor by buildout is included due to the Proposition 13 effect from the 2 percent limitation unless property is sold.
4. A 20 percent reduction in housing values from the original values.
5. In addition to the reduction in property tax from the reduction in housing values, the projected property tax in lieu of MVLFF, property transfer tax and sales are also reduced.

Even with the above sensitivity tests, the project still remains positive at buildout with a projected annual recurring surplus of about \$176,000, as shown in Table 5-1 Revised, Part 2, in Appendix B. The net present value of the cumulative fiscal impact over the 20-year period is about \$1.7 million, as shown in Table 5-1 Revised, Part 1, in Appendix B.

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The project is also positive over most of the twenty years, except in year 4 when the sports park is phased in and years 5-7 when the fire station is phased in year 5. These short-term negative fiscal impacts are mitigated through the Development Agreement via an off-setting payment by the developer.

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APPENDIX A

SELECTED TABLES FROM NOVEMBER 12, 2007 FISCAL ANALYSIS

*East Area One Fiscal Analysis of Annexation, City of Santa Paula,
November 12, 2007*

Prepared by
Stanley R. Hoffman Associates, Inc.

Table 4-1 -- Part 1
East Area One Annexation Fiscal Analysis

City of Santa Paula
 I Future Gas Tax
 perty and Housing Values

Stanley R. Hoffman Associates
 February 15, 2011
 Mr. Tony Loebig
 Santa Paula East Area 1 Specific Plan Annexation, Responses to LAFCo Staff Report

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Table 4-1 -- Part 1
East Area One Annexation Fiscal Analysis
City of Santa Paula
Projected Annual Recurring General Fund and Gas Tax Cumulative
Fiscal Impacts
August 2007 Estimated Housing Values

Source	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10
A. GENERAL FUND										
General Fund Annual Recurring Revenues										
Property Taxes	\$74,959	\$761,900	\$273,919	\$389,024	\$471,594	\$671,077	\$803,279	\$1,153,439	\$1,367,149	\$1,544,149
Proposition 13 Adjusted Property Tax	130	121	132	69	295	93	90	90	88	88
Proposition 13 Adjusted Property Tax	\$74,959	\$761,900	\$273,919	\$389,024	\$471,594	\$671,077	\$803,279	\$1,153,439	\$1,367,149	\$1,544,149
Residential Property Transfer Tax - in AM Sale	29,141	24,141	30,254	24,141	24,141	37,250	32,440	58,227	82,541	48,453
Residential Property Transfer Tax - Turnover	0	2,001	4,183	6,959	8,759	10,841	13,423	16,617	24,076	30,480
Property Tax on Less of M/LF	\$3,624	127,250	209,291	273,908	354,000	500,840	665,570	858,533	1,009,629	1,139,206
On-Site Sales and Use Tax	0	0	7,625	7,525	17,399	64,921	131,419	131,419	138,940	212,971
Offsite Retail Sales and Use Tax	-5,321	12,942	29,129	58,447	35,299	-39,151	-41,697	58,337	74,670	75,281
Business License Fee	0	0	1,954	1,999	9,284	8,345	10,643	11,819	12,792	15,132
Franchise Fees	5,134	66,287	17,041	22,134	29,089	37,994	-47,363	55,343	62,759	68,974
Animal Licenses	295	570	900	1,182	1,479	1,919	2,322	2,727	3,128	3,403
Fines and Forfeitures	1,611	3,022	5,919	8,527	8,521	11,190	13,943	16,251	18,473	20,214
Motor Vehicle in Lieu Fees	2,341	4,683	9,366	13,911	17,354	22,626	29,031	32,798	37,466	40,722
Prop 13 1/2 Sales Tax for Public Safety	1,436	9,872	16,604	14,801	17,737	23,152	28,816	34,704	40,827	47,063
Recycling Class Admin Fees	342	684	1,361	1,422	1,754	2,304	2,867	3,353	3,834	4,155
Gas Tax	7,779	15,558	24,837	32,334	49,504	62,359	81,153	102,208	127,334	164,652
Total	\$192,984	\$176,591	\$624,122	\$787,933	\$1,042,629	\$1,459,238	\$1,937,273	\$2,370,463	\$2,736,905	\$3,175,971
General Fund Annual Recurring Costs										
General Government	\$8,854	\$17,369	\$47,631	\$56,315	\$157,957	\$172,759	\$186,056	\$19,029	\$205,069	\$211,525
Police	\$2,958	\$5,917	\$16,404	\$12,503	\$96,738	\$49,922	\$94,097	\$54,029	\$42,921	\$49,303
Fire	\$3,332	\$6,664	\$17,610	\$10,235	\$99,525	\$99,525	\$99,525	\$99,525	\$99,525	\$99,525
Buildings and Grounds Maintenance	0	0	\$48,966	\$48,986	\$48,986	\$48,986	\$48,986	\$48,986	\$48,986	\$48,986
Other Public Works	1,688	3,376	6,751	4,699	9,397	9,397	10,031	11,856	13,299	14,552
Planning/Building & Safety	3,776	7,552	15,104	16,912	21,359	27,949	34,641	40,564	46,156	50,814
Community Services	2,241	4,482	8,964	13,446	17,928	22,410	26,892	31,374	35,856	39,319
Total	\$16,953	\$18,305	\$422,691	\$499,064	\$1,388,142	\$1,474,994	\$1,558,267	\$1,582,469	\$1,717,182	\$1,774,232
Annual Surplus or (Deficit)	\$116,932	\$221,686	\$202,001	\$289,569	(345,513)	(316,756)	\$379,006	\$787,994	\$1,021,716	\$1,401,739
Revenue/Cost Ratio	2.91	2.44	1.48	1.58	0.76	0.99	1.24	1.44	1.62	1.76
Cumulative Fiscal Impact	\$116,932	\$337,617	\$539,629	\$829,217	\$483,704	\$166,948	\$607,954	\$1,585,768	\$2,607,478	\$3,989,219
Net Present Value over Twenty Years @ 5% =										

Sources: Stanley R. Hoffman Associates, Inc.
 City of Santa Paula, Adopted Budget For Fiscal Year 2006-2007.

General Government	\$8,854	\$17,369	\$47,631	\$56,315	\$157,957	\$172,759	\$186,056	\$19,029	\$205,069	\$211,525
Police	\$2,958	\$5,917	\$16,404	\$12,503	\$96,738	\$49,922	\$94,097	\$54,029	\$42,921	\$49,303
Fire	\$3,332	\$6,664	\$17,610	\$10,235	\$99,525	\$99,525	\$99,525	\$99,525	\$99,525	\$99,525
Buildings and Grounds Maintenance	0	0	\$48,966	\$48,986	\$48,986	\$48,986	\$48,986	\$48,986	\$48,986	\$48,986
Other Public Works	1,688	3,376	6,751	4,699	9,397	9,397	10,031	11,856	13,299	14,552

Table 4-1 - Part 2
East Area One Annexation Fiscal Analysis

Table 4-1 - Part 2
East Area One Annexation Fiscal Analysis
City of Santa Paula
Projected Annual Recurring General Fund and Gas Tax Cumulative
Fiscal Impacts
August 2007 Estimated Housing Values

Source	Year 11	Year 12	Year 13	Year 14	Year 15	Year 16	Year 17	Year 18	Year 19	Year 20
A. GENERAL FUND										
General Fund Annual Recurring Revenues										
Property Taxes	\$1,544,140	\$1,544,140	\$1,544,140	\$1,544,140	\$1,544,140	\$1,544,140	\$1,544,140	\$1,544,140	\$1,544,140	\$1,544,140
Proposition 13 Property Tax Adjustment	0.00	0.79	0.79	0.71	0.66	0.60	0.60	0.59	0.57	0.54
Proposition 13 Adjusted Property Tax	\$1,269,471	\$1,271,374	\$1,195,939	\$1,103,039	\$1,252,581	\$1,904,596	\$958,436	\$914,559	\$872,712	\$812,909
Residential Property Transfer Tax - In-lieu Sale	0	0	0	0	0	0	0	0	0	0
Residential Property Transfer Tax - Turnover	34,358	34,358	34,358	34,358	34,358	34,358	34,358	34,358	34,358	34,358
Property Tax in Lieu of MV/F	1,189,205	1,130,205	1,130,205	1,130,205	1,130,205	1,130,205	1,130,205	1,130,205	1,130,205	1,130,205
On-Site Sales and Use Tax	212,971	212,971	212,971	212,971	212,971	212,971	212,971	212,971	212,971	212,971
Off-site Retail Sales and Use Tax	75,291	75,291	75,291	75,291	75,291	75,291	75,291	75,291	75,291	75,291
Business License Fee	15,132	15,132	15,132	15,132	15,132	15,132	15,132	15,132	15,132	15,132
Franchise Fee	68,674	68,674	68,674	68,674	68,674	68,674	68,674	68,674	68,674	68,674
Animal Licenses	3,403	3,403	3,403	3,403	3,403	3,403	3,403	3,403	3,403	3,403
Fires and Explosives	20,214	20,214	20,214	20,214	20,214	20,214	20,214	20,214	20,214	20,214
Motor Vehicle In-Lieu Fees	40,722	40,722	40,722	40,722	40,722	40,722	40,722	40,722	40,722	40,722
Prop 13/10 Sales Tax for Public Safety	41,862	41,862	41,862	41,862	41,862	41,862	41,862	41,862	41,862	41,862
Recession Class Adm'n Fees	4,165	4,165	4,165	4,165	4,165	4,165	4,165	4,165	4,165	4,165
Gas Tax	34,358	34,358	34,358	34,358	34,358	34,358	34,358	34,358	34,358	34,358
Total	\$2,020,180	\$2,962,911	\$2,806,674	\$2,853,676	\$2,803,199	\$2,766,034	\$2,709,674	\$2,665,218	\$2,623,370	\$2,583,438
General Fund Annual Recurring Costs										
General Government	211,525	211,525	211,525	211,525	211,525	211,525	211,525	211,525	211,525	211,525
Police	440,903	440,903	440,903	440,903	440,903	440,903	440,903	440,903	440,903	440,903
Fires	819,525	819,525	819,525	819,525	819,525	819,525	819,525	819,525	819,525	819,525
Buildings and Grounds Maintenance	148,988	148,988	148,988	148,988	148,988	148,988	148,988	148,988	148,988	148,988
Other Public Works	14,552	14,552	14,552	14,552	14,552	14,552	14,552	14,552	14,552	14,552
Planning/Building & Safety	50,518	50,518	50,518	50,518	50,518	50,518	50,518	50,518	50,518	50,518
Community Services	88,215	88,215	88,215	88,215	88,215	88,215	88,215	88,215	88,215	88,215
Total	\$1,774,223									
Annual Surplus or (Deficit)	\$1,245,957	\$1,188,688	\$1,032,451	\$1,079,452	\$1,028,976	\$991,511	\$935,451	\$890,995	\$848,847	\$808,214
Revenue/Cost Ratio	1.70	1.67	1.54	1.51	1.56	1.55	1.53	1.52	1.49	1.46
Cumulative Fiscal Impact	\$5,234,712	\$6,422,900	\$7,384,851	\$8,634,303	\$9,663,279	\$10,944,090	\$11,378,940	\$12,469,933	\$13,319,361	\$14,128,296
Net Present Value over Twenty Years @ 5% = \$7,618,598										

Sources: Stanley R. Hoffman Associates, Inc.
City of Santa Paula, Adopted Budget For Fiscal Year 2006/2007

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General Fund and Gas Tax
Annual Recurring Revenue
male

Year 14	Year 15
\$1,544,140	\$1,544,140
0.00	0.66
\$1,103,039	\$1,252,581
0	0
34,358	34,358
1,130,205	1,130,205
212,971	212,971
75,291	75,291
15,132	15,132
68,674	68,674
3,403	3,403
20,214	20,214
40,722	40,722
41,862	41,862
4,165	4,165
34,358	34,358
\$2,853,676	\$2,803,199
211,525	211,525
440,903	440,903
819,525	819,525
148,988	148,988
14,552	14,552
50,518	50,518
88,215	88,215
\$1,774,223	\$1,774,223
3,403	3,403
20,214	20,214
40,722	40,722
41,862	41,862
4,165	4,165
34,358	34,358
\$2,853,676	\$2,803,199

General Fund Annual Recurring Costs	Year 14	Year 15	Year 16	Year 17	Year 18	Year 19	Year 20
General Government	211,525	211,525	211,525	211,525	211,525	211,525	211,525
Police	440,903	440,903	440,903	440,903	440,903	440,903	440,903
Fires	819,525	819,525	819,525	819,525	819,525	819,525	819,525
Buildings and Grounds Maintenance	148,988	148,988	148,988	148,988	148,988	148,988	148,988
Other Public Works	14,552	14,552	14,552	14,552	14,552	14,552	14,552
Planning/Building & Safety	50,518	50,518	50,518	50,518	50,518	50,518	50,518

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Table 4-2
East Area One Annexation Fiscal Analysis
City of Santa Paula
Net Cumulative Fiscal Impacts after Road Slurry Seal And Grind & Overlay Costs
 (In Constant 2007 Dollars)

Year	Projected Property Tax Revenue	Projected Costs	Projected Annual Surplus (Deficit)	Annual Road Sq. Feet	Annual Costs		Square Feet of Road			Projected Annual Surplus (Deficit)	Net Cumulative Fiscal Impact
					Slurry Seal	Grind & Overlay	BuYr. 1	BuYr. 2	BuYr. 3		
1	\$74,958	\$17,801	\$115,912	874,942	\$3,940	\$1,800	0	0	0	\$115,912	\$115,912
2	\$81,886	\$213,725	\$221,989	0	\$74,940	\$1,800	0	0	0	\$221,989	\$337,927
3	\$73,918	\$552,201	\$252,051	\$1,208	\$78,480	\$1,800	0	0	0	\$252,051	\$590,079
4	\$69,824	\$482,808	\$258,568	0	\$78,480	\$1,800	0	0	0	\$258,568	\$848,647
5	\$71,584	\$570,018	\$1,385,142	0	\$78,480	\$1,800	0	0	0	\$1,385,142	\$1,233,705
6	\$71,277	\$768,181	\$1,474,534	\$89,450	\$112,913	\$1,800	0	0	0	\$1,474,534	\$1,708,239
7	\$61,278	\$1,020,585	\$371,056	\$30,368	\$112,913	\$1,800	0	0	0	\$371,056	\$2,079,295
8	\$133,428	\$1,293,985	\$1,663,848	0	\$68,750	\$1,800	0	0	0	\$1,663,848	\$3,743,143
9	\$267,346	\$1,457,731	\$2,671,742	0	\$68,750	\$1,800	0	0	0	\$2,671,742	\$6,414,885
10	\$444,169	\$1,991,431	\$5,351,248	0	\$68,750	\$1,800	0	0	0	\$5,351,248	\$11,766,133
11	\$444,169	\$1,475,068	\$1,774,223	0	\$68,750	\$1,800	0	0	0	\$1,774,223	\$13,540,356
12	\$444,169	\$1,475,068	\$1,774,223	0	\$68,750	\$1,800	0	0	0	\$1,774,223	\$15,314,579
13	\$444,169	\$1,475,068	\$1,774,223	0	\$68,750	\$1,800	0	0	0	\$1,774,223	\$17,088,802
14	\$444,169	\$1,475,068	\$1,774,223	0	\$68,750	\$1,800	0	0	0	\$1,774,223	\$18,863,025
15	\$444,169	\$1,475,068	\$1,774,223	0	\$68,750	\$1,800	0	0	0	\$1,774,223	\$20,637,248
16	\$444,169	\$1,475,068	\$1,774,223	0	\$68,750	\$1,800	0	0	0	\$1,774,223	\$22,411,471
17	\$444,169	\$1,475,068	\$1,774,223	0	\$68,750	\$1,800	0	0	0	\$1,774,223	\$24,185,694
18	\$444,169	\$1,475,068	\$1,774,223	0	\$68,750	\$1,800	0	0	0	\$1,774,223	\$25,959,917
19	\$444,169	\$1,475,068	\$1,774,223	0	\$68,750	\$1,800	0	0	0	\$1,774,223	\$27,734,140
20	\$444,169	\$1,475,068	\$1,774,223	0	\$68,750	\$1,800	0	0	0	\$1,774,223	\$29,508,363

Source: Stanley R. Hoffman Associates, Inc.

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1986	102.8	2.8%
1987	102.9	0.1%
1988	108.9	5.9%
1989	118.3	8.7%
1990	132.8	12.2%
1991	145.5	9.5%
1992	160.9	10.6%
		14.7%
		19.6%
		25.1%
		16.8%
		-2.1%
		7.3%
		11.9%

Table 4-3

East Area One Annexation Fiscal Analysis
 City of Santa Paula
 Housing Price Index (Hpi)
 Oxnard-Thousand Oaks-Ventura
 (Data is for first quarter of the year)

Year	Housing Price Index	Percent Change
1987	76.9	na
1988	89.4	16.4%
1989	115.4	29.0%
1990	125.2	8.5%
1991	116.8	-6.7%
1992	114.8	-1.7%
1993	108.0	-5.1%
1994	104.5	-4.0%
1995	100.0	-4.3%
1996	102.8	2.8%
1997	102.9	0.1%
1998	108.9	5.9%
1999	118.3	8.7%
2000	132.8	12.2%
2001	145.5	9.5%
2002	160.9	10.6%
2003	184.6	14.7%
2004	220.7	19.6%
2005	276.1	25.1%
2006	322.5	16.8%
2007	315.8	-2.1%
AAGR: 1987 - 2007		7.3%
AAGR: 1997 - 2007		11.9%

Source: Stanley R. Hoffman Associates, Inc.
 Housing Price Index, Office of Federal Housing
 Enterprise Oversight

Housing

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APPENDIX B

REVISED TABLE 5-1

**Projected Annual Recurring General Fund, No Gas Tax, Sports Park Maintenance Included:
Cumulative Fiscal Impacts
With 20% Reduction From August 2007 Housing Values**

Table 5-1 -- Part 1, REVISED
East Area One Annexation Fiscal Analysis
City of Santa Paula
Projected Annual Recurring General Fund, No Gas Tax, Sports Park Maintenance Included:
Cumulative Fiscal Impacts
With 20% Reduction From August 2007 Housing Values
 (In constant 2007 dollars)

Source	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10
A. GENERAL FUND										
General Fund Annual Recurring Revenues										
Property Taxes	\$57,576	\$127,102	\$221,771	\$291,297	\$384,686	\$549,300	\$744,634	\$931,423	\$1,120,217	\$1,264,994
Proposition 13 Property Tax Adjustment	1.00	1.01	1.02	0.98	0.95	0.92	0.93	0.90	0.88	0.86
Proposition 13 Adjusted Property Tax	\$57,576	\$128,643	\$226,607	\$285,734	\$385,925	\$513,464	\$684,978	\$839,986	\$989,964	\$1,089,155
Residential Property Transfer Tax - Initial Sale	20,913	20,913	25,725	20,913	20,913	46,765	41,952	54,589	54,038	38,763
Residential Property Transfer Tax - Turnover	0	1,673	3,346	5,404	7,077	8,750	12,491	15,848	20,215	24,538
Property Tax in Lieu of MVLF	50,814	101,628	170,817	221,630	289,884	410,193	552,954	689,470	827,451	933,262
On-Site Sales and Use Tax	0	0	7,525	7,525	57,396	64,921	131,415	131,415	138,940	212,971
Offsite Retail Sales and Use Tax	5,057	10,113	16,334	21,391	18,967	30,274	30,444	43,644	56,710	54,978
Business License Fee	0	0	1,998	1,998	6,384	8,382	10,648	11,818	12,792	15,132
Franchise Fees	5,134	10,267	17,041	22,174	29,086	37,994	47,365	55,143	62,758	68,674
Animal Licenses	285	570	900	1,185	1,470	1,919	2,322	2,727	3,128	3,403
Fines and Forfeitures	1,511	3,022	5,016	6,527	8,561	11,183	13,942	16,231	18,473	20,214
Motor Vehicle In-Lieu Fees	3,343	6,685	10,568	13,911	17,254	22,526	28,031	32,786	37,488	40,722
Prop 172-1/2 Sales Tax for Public Safety	3,436	6,873	10,864	14,301	17,737	23,157	28,816	33,704	38,537	41,862
Recreation Class Admin Fees	342	684	1,081	1,423	1,764	2,304	2,867	3,353	3,834	4,165
Gas Tax	0	0	0	0	0	0	0	0	0	0
Total	\$148,410	\$291,070	\$497,823	\$624,115	\$842,418	\$1,181,834	\$1,588,226	\$1,930,714	\$2,264,328	\$2,547,840
General Fund Annual Recurring Costs										
General Government	\$8,684	\$17,368	\$47,631	\$73,681	\$185,324	\$195,124	\$205,424	\$214,023	\$222,456	\$228,891
Police	32,958	65,917	109,404	142,363	186,738	243,927	304,097	354,029	402,921	440,903
Fire	23,205	46,411	77,030	100,235	819,525	819,525	819,525	819,525	819,525	819,525
Buildings and Grounds Maintenance	0	0	148,986	148,986	148,986	148,986	148,986	148,986	148,986	148,986
Sports Park (phased in Year 4)	0	0	0	136,526	136,526	136,526	136,526	136,526	136,526	136,526
Other Public Works	1,088	2,176	3,611	4,699	6,163	8,051	10,037	11,685	13,288	14,552
Planning/Building & Safety	3,776	7,553	12,535	16,312	21,396	27,949	34,843	40,564	46,166	50,518
Community Services	7,241	14,482	22,894	30,135	37,376	48,798	60,722	71,023	81,208	88,215
	\$76,953	\$153,905	\$422,081	\$652,936	\$1,542,034	\$1,628,886	\$1,720,159	\$1,796,361	\$1,871,065	\$1,928,115
Annual Surplus or (Deficit)	\$71,457	\$137,165	\$75,731	(\$28,821)	(\$699,616)	(\$447,052)	(\$131,933)	\$134,353	\$393,243	\$619,724
Revenue/Cost Ratio	1.93	1.89	1.18	0.96	0.55	0.73	0.92	1.07	1.21	1.32
Cumulative Fiscal Impact	\$71,457	\$208,622	\$284,353	\$255,532	(\$444,084)	(\$891,136)	(\$1,023,069)	(\$888,716)	(\$495,474)	\$124,250
Net Present Value over Twenty Years @ 5% =	\$1,689,998									

Sources: Stanley R. Hoffman Associates, Inc.
 City of Santa Paula, Adopted Budget For Fiscal Year 2006-2007.

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Santa Paula East Area 1 Specific Plan Annexation, Responses to LAFCo Staff Report

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Table 5-1 -- Part 2, REVISED
East Area One Annexation Fiscal Analysis
City of Santa Paula
Projected Annual Recurring General Fund, No Gas Tax, Sports Park Maintenance Included:
Cumulative Fiscal Impacts
With 20% Reduction From August 2007 Housing Values
(In constant 2007 dollars)

Source	Year 11	Year 12	Year 13	Year 14	Year 15	Year 16	Year 17	Year 18	Year 19	Year 20
A. GENERAL FUND										
<u>General Fund Annual Recurring Revenues</u>										
Property Taxes	\$1,264,994	\$1,264,994	\$1,264,994	\$1,264,994	\$1,264,994	\$1,264,994	\$1,264,994	\$1,264,994	\$1,264,994	\$1,264,994
Proposition 13 Property Tax Adjustment	0.82	0.78	0.75	0.71	0.68	0.65	0.62	0.59	0.56	0.54
Proposition 13 Adjusted Property Tax	\$1,039,232	\$991,598	\$946,148	\$902,784	\$861,408	\$821,930	\$784,262	\$748,321	\$714,029	\$681,309
Residential Property Transfer Tax - Initial Sale	0	0	0	0	0	0	0	0	0	0
Residential Property Transfer Tax - Turnover	27,639	27,639	27,639	27,639	27,639	27,639	27,639	27,639	27,639	27,639
Property Tax in Lieu of MVL	933,262	933,262	933,262	933,262	933,262	933,262	933,262	933,262	933,262	933,262
On-Site Sales and Use Tax	212,971	212,971	212,971	212,971	212,971	212,971	212,971	212,971	212,971	212,971
Offsite Retail Sales and Use Tax	54,978	54,978	54,978	54,978	54,978	54,978	54,978	54,978	54,978	54,978
Business License Fee	15,132	15,132	15,132	15,132	15,132	15,132	15,132	15,132	15,132	15,132
Franchise Fees	68,674	68,674	68,674	68,674	68,674	68,674	68,674	68,674	68,674	68,674
Animal Licenses	3,403	3,403	3,403	3,403	3,403	3,403	3,403	3,403	3,403	3,403
Fines and Forfeitures	20,214	20,214	20,214	20,214	20,214	20,214	20,214	20,214	20,214	20,214
Motor Vehicle In-Lieu Fees	40,722	40,722	40,722	40,722	40,722	40,722	40,722	40,722	40,722	40,722
Prop 172-1/2 Sales Tax for Public Safety	41,862	41,862	41,862	41,862	41,862	41,862	41,862	41,862	41,862	41,862
Recreation Class Admin Fees	4,165	4,165	4,165	4,165	4,165	4,165	4,165	4,165	4,165	4,165
Gas Tax	0	0	0	0	0	0	0	0	0	0
Total	\$2,462,254	\$2,414,920	\$2,369,171	\$2,325,806	\$2,284,430	\$2,244,952	\$2,207,284	\$2,171,344	\$2,137,052	\$2,104,332
<u>General Fund Annual Recurring Costs</u>										
General Government	228,891	228,891	228,891	228,891	228,891	228,891	228,891	228,891	228,891	228,891
Police	440,903	440,903	440,903	440,903	440,903	440,903	440,903	440,903	440,903	440,903
Fire	819,525	819,525	819,525	819,525	819,525	819,525	819,525	819,525	819,525	819,525
Buildings and Grounds Maintenance	148,986	148,986	148,986	148,986	148,986	148,986	148,986	148,986	148,986	148,986
Sports Park (phased in Year 4)	136,526	136,526	136,526	136,526	136,526	136,526	136,526	136,526	136,526	136,526
Other Public Works	14,552	14,552	14,552	14,552	14,552	14,552	14,552	14,552	14,552	14,552
Planning/Building & Safety	50,518	50,518	50,518	50,518	50,518	50,518	50,518	50,518	50,518	50,518
Community Services	88,215	88,215	88,215	88,215	88,215	88,215	88,215	88,215	88,215	88,215
Total	\$1,928,115									
Annual Surplus or (Deficit)	\$534,139	\$486,505	\$441,055	\$397,691	\$356,315	\$316,837	\$279,169	\$243,228	\$208,936	\$176,216
Revenue/Cost Ratio	1.28	1.25	1.23	1.21	1.18	1.16	1.14	1.13	1.11	1.09
Cumulative Fiscal Impact	\$658,389	\$1,144,894	\$1,585,949	\$1,983,640	\$2,339,955	\$2,656,791	\$2,935,960	\$3,179,189	\$3,388,125	\$3,564,341
Net Present Value over Twenty Years @ 5% =	\$1,689,998									

Sources: Stanley R. Hoffman Associates, Inc.
City of Santa Paula, Adopted Budget For Fiscal Year 2006-2007.

Attachment 17

Development Agreement

Recording Requested By:
And When Recorded Return to:

CITY CLERK
CITY OF SANTA PAULA
970 Ventura Street
P.O. Box 569
Santa Paula, CA 93060

EXEMPT FROM RECORDER'S FEES
Pursuant to Government Code § 6103

**PRE-ANNEXATION
AND
DEVELOPMENT AGREEMENT**

***BY
AND
BETWEEN***

**CITY OF SANTA PAULA
A CALIFORNIA MUNICIPAL CORPORATION
("CITY")**

AND

**LIMONEIRA COMPANY
("DEVELOPER")**

March 3, 2008

EXHIBIT C

PUBLIC INFRASTRUCTURE AND FACILITIES

PUBLIC INFRASTRUCTURE OR FACILITY	BENCHMARK
<i>Parks & Open Space</i>	
Santa Paula Creek Sports Park (35 acres w/ \$5M improvements)	500 th C of O
Central Park (3.5 acres w/ \$1M improvements)	
Santa Paula Creek Neighborhood Park (2 acres improved)	2 years after 1 st C of O in Santa Paula Creek Neighborhood
Foothill Neighborhood Park & Trailheads (4 acres improved)	2 years after 1 st C of O in Foothill Neighborhood
Haun Creek Neighborhood Park (1.5 acres improved)	2 years after 1 st C of O in Haun Creek Neighborhood
Santa Paula Creek Linear Park (5.5 acres improved)	Final maps in Santa Paula Creek Civic District and Santa Paula Creek Neighborhood
Haun Creek Linear Park (11.6 acres improved)	Final maps in Haun Creek Neighborhood and Foothill Neighborhood
Southerly Detention Basin Soccer Fields (14.3 acres improved)	1 st C of O
Northerly Detention Basin Passive Park (13.7 acres improved) [per Specific Plan	500 th C of O
Open Space Preserve (79 acres)	1 st Grading Permit
On-Site Agricultural Preserve (55 acres)	1 st Grading Permit
Off-Site Agricultural Preserve (34 acres)	1 st Grading Permit
<i>Utilities</i>	

Extra Potable Water Tank	1,000 th C of O
Dedication of 1,174.4 AFY Potable Water (up to 1,699 AFY)	Annexation; Per monitoring
\$5.5 million Contribution of City Wastewater Treatment Plant	Each C of O
Sewer Development Impact Fees (~ \$1,233,144 total)	Each C of O
<i>Traffic Improvements</i>	
Santa Paula Bridge	500 th C of O
Improvement (curbs, gutters, sidewalk & landscaping) of southerly side of Santa Paula Street east of 12 th street	500 th C of O
\$500,000 for drainage Santa Paula/12 Streets	250 th CofO
Traffic signal & reconfigure intersection of Telegraph Road & Hallock Drive	1st C of O
Widen & reconfigure intersection of Hwy. 126 & Hallock Drive	500 th C of O
Traffic signal and reconfigure intersection of 12 th Street & Santa Paula Street	500 th C of O
Widen & reconfigure intersection of Ojai Road (SR-150)/10 th Street & Santa Paula Street	500 th C of O
Widen & Reconfigure intersection of 8 th Street & Santa Paula Street	1,000 th C of O
Reconfigure intersection of Palm Avenue & Santa Paula Street	1,000 th C of O
Reconfigure intersection of Steckel Drive & Santa Paula Street	1,000 C of O
\$100,000 SR-150 Bypass Project Study	City contract
Dedicate SR-150 Right-of-way (1 acre)	1 st Grading Permit
<i>Flooding</i>	

Haun Creek Detention Basins (28 acres)	Southern basin @ 1 st C of O; northern basin @ 500 th C of O
<i>Educational & Civic Facilities</i>	
Dedication of College Site (11.6 acres)	Execution of Development Agreement
Reservation of High School Site (8.3)	1 st Tract Map in Santa Paula Civic District
Joint Civic Facility (5.6 acres w/ \$5M improvements)	500 th C of O
Public Safety Facility (1.5 acres w/ \$4M improvements)	500 th C of O
\$500,000 Development Agreement Contribution	Annexation
City Gateway (\$50,000 monumentation + \$50,000 to beautification of Telegraph between Hallock & Santa Paula)	500 C of O
<i>Elementary & Middle School Facilities [per SPESD Memorandum of Intent]</i>	
Temporary Elementary School	1 st C of O
Reservation of Elementary School Site (\$10.8 acres + ~\$4 M site preparation)	1 st Tract Map in Haun Creek Neighborhood
New Elementary School (~\$12.5M)	150 students (~500 th C of O)
Elementary Start-Up Costs (max. \$100,000)	1 st C of O
\$200,000 Middle School Facilities Assessment Study	District Contract
Fair Share Middle School Facilities (~\$6.5 M)	To be determined thru Middle School Facilities Assessment Study
Reservation of Middle School Site, if necessary	To be determined thru Middle School Facilities Assessment Study
Fair Share Middle School Bus, if necessary (max. \$250,000)	To be determined thru Middle School Facilities Assessment Study
\$25,000	Execution of Mitigation Agreement with SPESD
<i>Housing</i>	
100 Public Benefit Housing Units	Throughout Buildout

\$6.5 million Contribution to City's Affordable Housing Trust Fund	Each C of O
<i>TOTAL: 298 acres</i> <i>\$54M contributions & facilities costs</i> <i>unquantified improvements</i>	

and Project Site, including permits that may be necessary or appropriate for the construction of Project Facilities and Infrastructure, defined below; and (vii) any amendments to any of the foregoing that may be necessary or appropriate for the development of the Project. The parties agree that Developer is permitted to apply for one or more tentative subdivision maps, as Developer deems desirable, for the development of the Project, provided that Developer complies with the California Subdivision Map Act and Santa Paula Municipal Code (“SPMC”).

2.4 Approvals. Project Approvals, amendments to Project Approvals and Subsequent Approvals are sometimes referred to in this Agreement collectively as “Approvals” and each individually as an “Approval.” In the event of any conflict between the terms and conditions of this Agreement and any Approval, the terms and conditions of this Agreement control, to the maximum extent permitted by law.

ARTICLE 3

PUBLIC BENEFITS

The parties acknowledge and agree that Developer’s agreement to perform and abide by the covenants and obligations of Developer set forth herein, and summarized in the Public Benefits Benchmarks on attached Exhibit C, is material consideration for City’s agreement to perform and abide by the covenants and obligations of City set forth herein, including without limitation the following specific public benefits for this Development Agreement:

3.1 Parks and Open Space. Developer must reserve at least 223 acres within the Project for open space including, without limitation, approximately 134 acres of preserve and approximately 89 acres of active and passive parks and greenways. The Project’s park increase City’s overall park acreage by approximately 237%, reducing City’s overall shortfall to 24.6 acres.

3.1.1 Community Parks

(a) **Santa Paula Creek Sports Park.** Before City issues a final certificate of occupancy for the 500th-residential dwelling unit in the Project, Developer must offer to dedicate to City, and after Developer completes park improvements described below, City must accept dedication of approximately 35 acres in the Santa Paula Creek Civic District of the Specific Plan which is approximately north of Santa Paula Street and east of Santa Paula

Creek (the “Santa Paula Creek Sports Park”). Developer must improve approximately 23 acres of the Santa Paula Creek Sports Park with active sports facilities identified by City, such as a baseball field, three softball fields/four soccer fields, six tennis courts, six basketball courts, a track and football field, and parking. The Santa Paula Creek Sports Park may be shared with the “High School” (defined below) and the “College” (defined below). Developer must improve the remainder of Santa Paula Creek Sports Park with passive facilities such as picnic tables and benches. The improvement plans for the Santa Paula Creek Sports Park will be developed in cooperation with the Developer, City, the “High School District” (defined below), and the “College District” (defined below) (collectively, “Public Entities”), specifically accommodating a future stadium. Developer’s costs for improving the Santa Paula Creek Sports Park cannot exceed \$5,000,000, though Public Entities may request, and Developer must construct, additional amenities at the Public Entities’ cost.

The Santa Paula Creek Sports Park must be publicly maintained either by the City or other public entity designated by the City, subject to a joint use agreement with the High School District and/or the College, which requires the High School District and College to pay City the fair share of maintenance costs associated with the shared facilities after opening of the High School or College, respectively. Until the High School and College are opened, the fair share maintenance costs attributable to the High School and College, respectively, must be privately financed through the Owner’s Association and/or a Landscape Maintenance District.

(b) Central Park. Before City issues a final certificate of occupancy for the last residential unit within the Haun Creek Neighborhood of the Specific Plan Developer must offer to dedicate to City or, if not accepted by the City, convey to the Owner’s Association, approximately 3.5 acres within the Haun Creek Neighborhood of the Specific Plan for a public park approximately located adjacent to Hallock Drive (“Central Park”). Developer must improve Central Park with an entertainment facility and similar cultural amenities. Central Park improvement plans must be approved by City and not cost Developer more than \$1,000,000.00.

3.1.2 Neighborhood Parks.

(a) Santa Paula Creek Neighborhood Park. Within two (2) years after issuance of a final-certificate of occupancy for the first residential unit within the Santa Paula Creek Neighborhood of the Specific Plan, Developer must improve and convey to the Owner’s Association approximately 2 acres (“Santa Paula Creek Neighborhood Parks”). This acreage

must be improved by Developer to serve the daily recreation needs of residents within the Santa Paula Creek Neighborhood.

(b) Foothill Neighborhood Park. Within two (2) years after issuance of after issuance of a final certificate of occupancy for the first residential unit within the Foothill Neighborhood of the Specific Plan, Developer must improve and convey to the Owner's Association approximately 4 acres ("Foothill Neighborhood Park and Trailheads"). This acreage must be improved by Developer to serve the daily recreation needs of residents within the Foothill Neighborhood and as trailheads.

(c) Haun Creek Neighborhood Park. -Within two (2) years after issuance of a final certificate of occupancy for the first residential unit within the Haun Creek Neighborhood of the Specific Plan, Developer must improve and convey to the Owner's Association approximately 1.5 acres ("Haun Creek Neighborhood Park"). This acreage must be improved by Developer to serve the daily recreation needs of residents within the Haun Creek Neighborhood.

3.1.3 Open Space and Agriculture

(a) Santa Paula Creek Linear Park. Developer must improve as a greenway and convey to the Owner's Association when the applicable final map(s) are recorded that real property between the easterly boundary of the Santa Paula Creek and Santa Paula Creek Drive, from Santa Paula Street to Hallock Drive B, as depicted in the Specific Plan (the "Santa Paula Creek Linear Greenway"). The Santa Paula Creek Linear Park must total approximately 5.5 acres and must include a public trail connection between the Santa Paula Branch Line Trail and the "Agricultural Preserve" (defined below).

(b) Haun Creek Linear Park. Developer must improve as a greenway and convey to the Owner's Association when the applicable final map(s) are recorded a minimum of 70 feet of real property located west of the easterly boundary of the Project Site from the southerly boundary to the northerly boundary of the Project Site (the "Haun Creek Linear Parkway"). The Haun Creek Linear Parkway must total approximately 11.6 acres and must include a public trail connection to the "Agricultural Preserve" (defined below) and the ultimate future extension of the Santa Paula Branch Line Trail.

(c) Detention Basin Soccer Fields. Before City issues a building permit for the Project, Developer must improve the "Southerly Detention Basin" (defined

below), as grass soccer field(s), together with acceptable health facilities (such as portable toilets upon opening and permanent restrooms by the time conveyed to Owner's Association or Landscape Maintenance District) and picnic tables and benches, to the extent compatible with use for detention purposes, and convey it to the Owner's Association before City issues the final certificate of occupancy for any residence within the Project Site, ("Detention Basin Passive Park"). The Detention Basin Passive Park will total approximately 14 acres located generally at the southeast corner of the Project Site. The Detention Basin Passive Park must be maintained by Developer until conveyed to Owner's Association or Landscape Maintenance District, which must maintain the Detention Basin Passive Park thereafter.

(d) Open Space Preserve. Before City issues grading permits, Developer must offer approximately 79 acres for dedication to a public entity or, if not accepted by a public resources entity, convey to the Owner's Association to be preserved as an Open Space Preserve. The Open Space Preserve must be protected from development with an appropriate recorded instrument which prohibits use of the Open Space Preserve for uses other than passive recreational uses or open space. The Open Space Preserve may be subject to an irrevocable offer of dedication to City for a right-of-way for the future "State Route 150 Bypass" (defined below).

(e) On-Site Agricultural Preserve. Before City issues grading permits, Developer must offer approximately 55 acres for dedication to a public resource entity or, if not accepted by a public resources entity, convey to the Owner's Association to be preserved as an Agricultural Preserve. The Agricultural Preserve must be protected from development with an appropriate recorded instrument which prohibits use of the Agriculture Preserve for uses other than preservation and enhancement of agriculture-or open space. Developer may retain the right to commercially cultivate the Agricultural Preserve in perpetuity. The Agricultural Preserve will be subject to a recorded covenant restricting the agricultural techniques so as to be compatible with the future residences. The Agricultural Preserve also will be subject to an irrevocable offer of dedication to-City for a right-of-way for the future "State Route 150 Bypass" (defined below).

(f) Off-Site Agricultural Preserve. Before City issues grading permits, Developer must record an agricultural conservation easement, in a form acceptable to City Attorney, on the approximately 34 acres of land owned by Developer generally located south of

Hwy. 126, between Santa Clara Road to the south, Todd Road to the east, and Ellsworth Barranca to the west, as depicted on Exhibit B hereto, which is incorporated by reference.

3.2 WATER SUPPLY

3.2.1 Water Tanks. To protect public health and safety, Developer agrees (at City's request) to elevate the location of a three-million gallon potable water tank and also construct a second two-million gallon potable water tank. These improvements will provide increased storage and water pressure to existing City users. Such improvements must be constructed and dedicated to City, which will thereafter own and maintain them. The three-million gallon tank must be constructed and dedicated before City issues a certificate of occupancy for the first residential dwelling unit in the Project, and the two-million gallon tank must be constructed and dedicated before City issues a certificate of occupancy for the 1,000th residential dwelling unit in the Project.

3.2.2 Dedication Of Water Rights. The City's 2005 Urban Water Management Plan (UWMP) Update uses a demand rates for estimating future water demand of 132 gallons per day (gpd) per capita, whereas the City's 2005 Potable Water Master Plan uses a demand rate of 163 gpd per capita. The Water Supply Assessment (WSA) for the East Area 1 Specific Plan utilizes both the 132 and 163 rates provided in the UWMP and the Potable Water Master Plan and concludes that the annual average water demand for the proposed East Area 1 Specific Plan is between approximately 1,174.4 acre-feet per year (AFY) and 1,359.2 AFY. The SPMC defines a project's "Projected Demand For Water" as "including an allowance of 25% for potential future increases in the quantity of water required." Upon recordation of the first final map, Developer must transfer groundwater production equivalent to the Demand Rates set forth in Table 8 of the Water Supply Assessment for the uses encompassed in the tract map, plus 25%. Developer must perform a water use study and monitoring program called for in the WSA one year after the last certificate of occupancy for said tract map to determine the actual per capita use for residential users within the Project. To the extent that the actual per capita residential use exceeds the 132 gpd rate, then Developer must transfer additional water rights to City, if any, in excess of the 25% buffer. To the extent that the actual per capita residential use is less than the transferred water rights, such excess transferred water rights can be applied to satisfy the water demand of the second tract map. The actual per capita residential use rate for the first tract map, or 163 gpd, whichever is less, will be used to calculate the projected water demand for the uses

in the second final tract map which, together with the 25% buffer, must be transferred to City before recordation of the second final tract map. This procedure must be repeated for every final map through buildout of the Project. The total groundwater rights that Developer may be required to transfer to the City cannot exceed 1,699 AFY (163 gpd per capita residential use, with the 25% buffer). The groundwater rights transferred to City pursuant to this section are subject to Developer's right to use such water for construction and irrigation purposes as set forth in Section 8.6.1 below.

3.3 Traffic Improvements.

3.3.1 Santa Paula Street

(a) Bridge. Before City issues a final certificate of occupancy for the 500th residential dwelling unit in the Project, Developer must construct and dedicate to City and City must accept dedication of, a new bridge extending Santa Paula Street from its current terminus west of the Project boundaries, across Santa Paula Creek, to the new extension of Santa Paula Street through the Project to the new extension of Hallock Drive.

(b) Off-site Improvements. Before City issues a final certificate of occupancy for the 500th residential dwelling unit in the Project, Developer must improve with curbs, sidewalk, gutters and landscaping the City's existing right-of-way on the southerly side of Santa Paula Street from 12th Street to the new Santa Paula Street Bridge.

(c) Drainage. Before City issues a final certificate of occupancy for the 250th residential dwelling unit in the Project, Developer must pay City \$500,000 toward City's public works project for improving drainage at Santa Paula Street and 12th Street. City agrees that it will endeavor to complete its drainage improvement project before completion of the Bridge.

3.3.2 Traffic Circulation Infrastructure.

(a) 1st Certificate of Occupancy. Before occupancy of any residences within the Project, Developer must construct sufficient traffic improvements to provide access, as follows:

(i) Telegraph/Hallock. Notwithstanding Mitigation Measure T-2 set forth in the EAO FEIR, which requires Developer to pay its pro rata share of the costs, Developer must install the traffic signal and reconfigure the intersection of Telegraph Road and

Hallock Drive as described in said Mitigation Measure, before City issues a final certificate of occupancy for the 1st residential dwelling unit in the Project.

(b) 500th Certificate of Occupancy. Before dedication of the Santa Paula Creek Sports Park, Developer must provide sufficient access as follows:

(i) SR-126/Hallock. Notwithstanding Mitigation Measure T-1 set forth in the EAO FEIR, which requires Developer to pay its pro rata share of the costs, Developer must widen and reconfigure the intersection of SR-126 and Hallock Drive as described in said Mitigation Measure, before City issues a final certificate of occupancy for the 500th residential dwelling unit in the Project.

(ii) 12th/Santa Paula. Notwithstanding Mitigation Measure T-3 set forth in the EAO FEIR, which requires Developer to pay its pro rata share of the costs, Developer must install a traffic signal and reconfigure the intersection of 12th Street and Santa Paula Street as described in said Mitigation Measure, before City issues a final certificate of occupancy for the 500th residential dwelling unit in the Project.

(iii) SR-150/10th/Santa Paula. Notwithstanding Mitigation Measure T-7 set forth in the EAO FEIR, which requires Developer to pay its pro rata share of the costs, Developer must reconfigure and widen the intersection of Ojai Road (SR-150)/10th Street and Santa Paula Street as described in said Mitigation Measure, before City issues a final certificate of occupancy for the 500th residential dwelling unit in the Project.

(c) Last Certificate of Occupancy. Before completion of the Project, Developer must provide sufficient access as follows:

(i) 8th/Santa Paula. Notwithstanding Mitigation Measure T-9 set forth in the EAO FEIR, which requires Developer to pay all costs, Developer must widen and reconfigure the intersection of 8th Street and Santa Paula Street as described in said Mitigation Measure, before City issues a final certificate of occupancy for the 1,000th residential dwelling unit in the Project.

(ii) Palm/Santa Paula. Notwithstanding Mitigation Measure T-10 set forth in the EAO FEIR, which requires Developer to pay all costs, Developer must reconfigure the intersection of Palm Avenue and Santa Paula Street as described in said

Mitigation Measure, before City issues a final certificate of occupancy for the 1,000th residential dwelling unit in the Project.

(iii) Steckel/Santa Paula. Notwithstanding Mitigation Measure T-11, which requires Developer to pay all costs, Developer must reconfigure the intersection of Steckel Drive and Santa Paula Street as described in said Mitigation Measure, before City issues a certificate of occupancy for the 1,000th residential dwelling unit in the Project.

(d) Reimbursement. Developer is entitled to reimbursement for the portion of the costs of the traffic improvements set forth in this section above to the extent that they exceed the Project's pro rata share, as set forth below.

(e) City Assistance. City must cooperate with Developer and exercise its powers to implement the traffic and circulation mitigation measures set forth above and in the EAO FEIR.

3.3.3 Future SR 150 Bypass

(a) Right-of-Way. The Project is designed to accommodate a decision by City to construct a future State Route 150 Bypass with the extension of Hallock Drive northward. The right of way for Hallock Drive within the Project is oversized by the addition of a landscaped-median and an offer of dedication of a minimum 95-foot wide right-of-way in the Agricultural Preserve, totaling approximately 1 acre, at a location not currently susceptible to a metes and bounds description but generally will be from the terminus of Hallock Drive north and west to Santa Paula Creek.

(b) Study Funding. Developer must pay City one hundred thousand dollars (\$100,000) to partially fund the cost of preparing a project study report evaluating the feasibility of a State Route 150 east-side bypass to be located in the City. Developer must pay the \$100,000 Study Funding within thirty days after City's written request after City executes a contract for preparation of a SR 150 Bypass Project Study.

3.4 Haun Creek Detention. Developer must construct at least two detention basins totaling approximately 28 acres, plus an in-take and out-take weir system to divert flows from Haun Creek. This will reduce water flows at the Haun Creek Bridge during a 100-year storm event to within its current design capacity of 3,000 cubic feet per second. The first, approximately 14-acre, southernmost detention basin ("Southerly Detention Basin") in the

Detention Basin Passive Park must be completed before City issues the first certificate of occupancy for any residence within the Project Site. The second, approximately 13-acre detention basin, located generally in the middle, east side of the Project, must be completed before the City issues the certificate of occupancy for the 500th residence within the Project Site. The detention basins must be maintained by the Owner's Association and/or a Landscape Maintenance District.

3.5 Educational and Civic Facilities.

3.5.1 College Site. -Upon execution of this Agreement-, Developer must offer ("Temporary Offer") to dedicate approximately 11.6 acres within the Santa Paula Creek Civic District -to the Ventura County Community College District (the "College Site"). The Temporary Offer must remain available for at least six (6) months. If Ventura County Community College District rejects the Temporary Offer, or if at any time the Ventura County Community College District is unable to show to the reasonable satisfaction of Developer and City reasonable progress in the funding and approval of acquisition and construction of a community college facility at the College Site, then Developer and City must use their reasonable efforts to secure an agreement with another public post-secondary educational institution(s) for the dedication and acceptance of the College Site. In the event that Developer is unable to reach a mutually acceptable agreement with another public post-secondary educational institution within six(6) months, or if at any time the alternative public post-secondary educational institution is unable to show to the reasonable satisfaction of Developer and City, reasonable progress in the funding and approval of acquisition and construction of a college facility at the College Site, then Developer and City may market the College Site under commercial terms to private post-secondary educational institutions. If Developer is unable to reach a mutually acceptable agreement with a private post-secondary educational institution under reasonably commercial terms, then with City's consent, which cannot be unreasonably withheld, Developer may utilize the College Site in accordance with uses permitted within the Santa Paula Civic District under the Specific Plan. The offer of dedication of the College Site may be subject to the College District (or alternative public post-secondary educational institution, alternative private post-secondary educational institution or other commercial user, as the case may be) entering into a joint use agreement with City, providing for the responsibility

for maintenance of the 23-acre joint-use portion of the Sports Park and the “Joint Civic Facility” (defined below) to be shared equitably.

3.5.2 High School Site. Developer must reserve 8.3 acres within the Santa Paula Civic District for the Santa Paula Union High School District (the “High School Site”). Conveyance of the High School Site may be subject to the High School District entering into a joint use agreement with the City, providing for the responsibility for maintenance of the 23-acre joint-use portion of the Sports Park and the “Joint Civic Facility” (defined below) to be shared equitably.

3.5.3 Joint Civic Facility. Before City issues the certificate of occupancy for the 500th residential dwelling unit in the Project, Developer must construct and offer to dedicate to City (or, at City’s election, another public entity), and City must accept the offer of dedication of, 5.6 acres within the Santa Paula Civic District to City for use as a civic facility jointly with the College District, the High School District, the Elementary School District, the Library District, or other appropriate civic user (“Joint Civic Facility Site”). The Joint Civic Facility will be a two-story structure with approximately 35,000 square feet, including a multi-purpose auditorium with stage, kitchen, and upstairs meeting/class/library rooms. City, or a public entity identified by City, will design the Joint Civic Facility in cooperation with Developer, College District, High School District, and Elementary District. Developer’s cost for constructing the Joint Civic Facility cannot exceed \$5,000,000.

3.5.4 Elementary School Site. Developer must reserve 10.8 acres within the Haun Creek Neighborhood of the Specific Plan for the Santa Paula Elementary School District, in accordance with the Memorandum of Intent between the Elementary School District and Developer, dated February 12, 2008.

3.5.5 Right of Reversion. The deeds conveying the College Site, High School Site, Joint Civic Facility Site, Elementary School Site, Santa Paula Creek Sports Park, and “Public Safety Facility” (defined below) may include a Right of Reverter providing that in the event the respective sites are not used for the intended purposes for any five-year period or are conveyed for third-party use, then Developer may exercise the right of reversion and may then apply for an amendment to the Specific Plan to allow use of those sites for a purpose consistent with the surrounding zoning.

3.5.6 Interim Use. Until the offers of dedication of the College Site, High School Site, Joint Civic Facility Site, Elementary School Site, Santa Paula Creek Sports Park, and “Public Safety Facility” (defined below) are accepted, Developer (or Owner’s Association) must maintain said sites in a vacant state, with fencing and signage.

3.6 Public Safety Facility. Before City issues the certificate of occupancy for the 500th residential unit in the Project, Developer must construct and offer to dedicate to City an approximately 1.5-acre site, and City must accept the offer of dedication of, a public safety facility (“Public Safety Facility”) to house a fire station, including shower and exercise facilities, with office space for police department personnel. City, or an entity identified by City, will design the Public Safety Facility. The construction and equipping of the Public Safety Facility cannot cost Developer more than \$4,000,000.

3.7 Non-Potable Water. Developer must construct non-potable water pipes within the Project to deliver water from the existing wells located on the Project Site (until recycled water is available from the City’s Water Recycling System to the Project Site) and recycled water to the parks and preserves described in Section 3.1 above. Due to the economic infeasibility, Developer is not required to construct recycled water pipes throughout the residential and commercial and industrial development within the Project Site to private users, as depicted in the Specific Plan; in lieu thereof, Developer must make the Wastewater Treatment Contribution provided in the following section.

3.8 Wastewater Treatment Contribution. Developer must pay \$ 3,666.67 to the City before City issues each certificate of occupancy for residential dwelling units in the Project, totaling \$5,500,000.00, which must be used by City toward the cost of the City’s Water Recycling Facility, which will consequently reduce future user’s rates.

3.9 Development Impact Fees. In accordance with SPMC Chapter 160, Developer must pay City approximately \$30,568,866 (less any credits for dedications) in development impact fees. This cumulative total is based upon the following categories and amounts:

<i>Fee Type</i>	<i>Total</i>	<i>Credit/Reimbursement</i>	<i>Net to City</i>
<i>Law Enforcement</i>	<i>\$846,676</i>	<i>Public Safety Facility</i>	<i>\$0</i>
<i>Fire Protection</i>	<i>\$2,143,286</i>	<i>Public Safety Facility</i>	<i>\$0</i>
<i>Traffic</i>	<i>\$3,550,782</i>	<i>Santa Paula Bridge, etc.</i>	<i>\$0</i>

<i>Water Distribution</i>	<i>\$7,303,530</i>	<i>Second 2MG Water Tank (~\$[5,000,000]) [confirm]</i>	<i>\$0</i>
<i>Sewer</i>	<i>\$1,234,819</i>		<i>\$1,234,819</i>
<i>Storm Drainage</i>	<i>\$1,303,472</i>	<i>Haun Creek Detention Basins</i>	<i>\$0</i>
<i>General Governmental Facilities</i>	<i>\$1,683,795</i>	<i>Joint Civic Facility</i>	<i>\$0</i>
<i>Public Meeting Facilities</i>	<i>\$1,828,566</i>	<i>Joint Civic Facility</i>	<i>\$0</i>
<i>Library Expansion Facilities</i>	<i>\$1,857,889</i>	<i>Joint Civic Facility</i>	<i>\$0</i>
<i>Park Land</i>	<i>\$8,816,071</i>	<i>Santa Paula Creek Sports Park, 3 neighborhood parks, etc.</i>	<i>\$0</i>

3.10 Development Agreement Contribution. Within five (5) working days after annexation of the Project Site to the City is approved by LAFCO, Developer must pay \$500,000.00 to the City, which may be used by City for any purpose.

3.11 City Gateway. Before City issues a final certificate of occupancy for the 500th residential dwelling unit in the Project, Developer must construct entry monumentation at the intersection of Santa Paula Street and Hallock Drive, including urban design and landscape elements, and possibly signature buildings, to create a clear sense of arrival to the City. The design of those elements will be reviewed and approved by the City and cannot cost Developer more than \$50,000.00. Also before City issues a final certificate of occupancy for the 500th residential dwelling unit in the Project, Developer must pay City \$50,000.00 towards City's public works project for curb, gutter, sidewalk and landscaping on Telegraph Road between Hallock Drive and Santa Paula Creek.

Developer agrees to prepare deed or lease restrictions related to the Public Benefit Units in a form reasonably acceptable to the City Attorney, whose approval must not unreasonably be withheld. If the City Attorney does not approve the proposed deed restrictions within seven (7) business days of their submittal by Developer, the deed restrictions will be deemed approved. If, after review, the City Attorney denies its approval of any proposed Public Benefit Unit deed restrictions, the City Attorney must notify Developer in writing of the basis of its denial and indicate those steps Developer can take to prepare acceptable deed restrictions.

8.7.2 Inclusionary Housing. In lieu of providing very-low, low- and moderate-income housing in the Project, Developer will contribute \$4,642.86 upon issuance of certificate of occupancy for each market-rate residential unit (i.e., exclusive of Public Benefit Units and assisting living units), totaling \$6,500,000.00, to the City's Affordable Housing Trust Fund, which must be used by City for constructing affordable housing.

8.7.3 Alternative Compliance. City agrees that, upon adoption of the Enacting Ordinance, Sections 8.7.1 and 8.7.2 of this Agreement satisfies the requirements of SPMC § 16.13.404 for purposes of establishing an Affordable Housing Plan. Specifically, the calculation of in-lieu fees meets the City's affordable housing objectives in that the Affordable Housing Trust Fund will be funded with monies for construction of affordable housing; it is impracticable to strictly comply with the SPMC requirements for inclusionary housing because of the location of the Project Site removed from downtown and from agricultural employment; and because of geologic, hydrologic and other environmental constraints on the Project Site. In addition, City agrees that Section 8.7.2 satisfies the requirements of SPMC §§ 16.13.402(E) and 16.13.407(A) for purposes of calculating the amount of the in-lieu fees.

8.7.4 Density Bonus Units. Developer hereby waives its right to any density bonus units to which it may be entitled pursuant to Government Code § 6915 *et seq.* and Santa Paula Municipal Code §§ 16.13.310 *et seq.*

8.7.5 Tax In-Lieu Fee. To the extent permitted by law, Developer agrees to covenant property within the Haun Creek Neighborhood, in a form approved by the City Attorney, to ensure any conveyance of the property for purposes of non-market rate dwelling units protects City from property tax revenue loss.

8.8 Fiscal Impact Deposit. A Fiscal Impact Analysis was prepared for the Project comparing revenues generated by East Area 1 to City service costs to determine if the Project's

tax revenues will be sufficient to fund the Project's need for public services. Under the baseline scenario used in the study, at buildout East Area 1 will annually generate approximately \$2.5 to \$3 million in gross revenues with annual service costs of approximately \$1.6 million. Thus an estimated surplus of \$800,000 to \$1.2 million is anticipated annually. Based on the assumed phasing and buildout schedule, there may be annual shortfalls in years 5, 6 and 7 of the Project of approximately \$630,000. Developer must deposit \$1,000,000.00 with City upon completion of all annexation proceedings and exhaustion of all statutes of limitation and challenge periods ("Fiscal Shortfall Deposit"). City must deposit the Fiscal Shortfall Deposit in an interest-bearing account. In connection with the "Annual Review" (as defined in Section 11.1 below), Developer must submit for City's review and approval an update of the Fiscal Impact Analysis ("Annual Fiscal Update"). The Annual Fiscal Update will use the same model as the Fiscal Impact Analysis, but reflect the cumulative actual data, including (i) the actual development in the Project to date, (ii) the actual residential sales prices in the Project to date, (iii) the transfer of any property within the Project to a tax-exempt entity, and (iv) the City's actual cost for public services to the Project to date. To the extent that the Annual Fiscal Update identifies any deficit in the cumulative City revenues from the Project to date less than the cumulative cost of public services to the Project to date, an equivalent amount may be transferred from the Fiscal Shortfall Deposit to the City's General Fund. At the conclusion of the Annual Review following the tenth (10th) anniversary of this Agreement, any remaining Fiscal Shortfall Deposit must be refunded to Developer.

ARTICLE 9

CONSIDERATION OF PERMITS AND APPROVALS

9.1 In General.

9.1.1 Review and Action Generally. Upon Developer's submission of any complete application for an Approval together with any fees permitted under Article 5 and required by City in accordance with Applicable Law, City will commence and complete (and use its best efforts to commence and complete in a prompt and diligent manner) all steps necessary to act on the application. To this end, Developer must promptly provide to City all information that is reasonably requested by City for its consideration of any such application.

15.15 Covenant of Good Faith and Fair Dealing. The covenant of good faith and fair dealing is hereby incorporated into this Agreement and will apply to all of the parties' actions and obligations hereunder.

15.16 Time. Time is of the essence of each and every provision hereof.

IN WITNESS WHEREOF, City and Developer have executed this Agreement as of the day and year first above written.

CITY:

DEVELOPER:

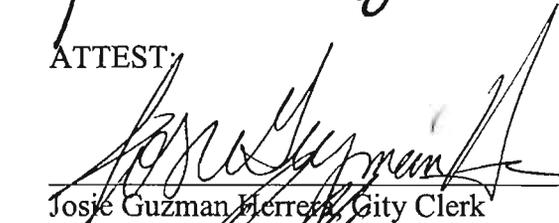
CITY OF SANTA PAULA,
a municipal corporation

LIMONEIRA COMPANY,
a Delaware Corporation

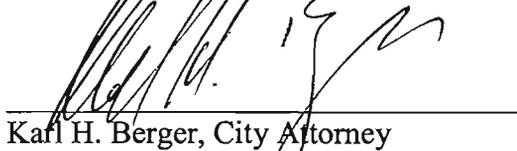

Robert S. Gonzales, Mayor


Harold S. Edwards, President

ATTEST:


Josie Guzman Herrera, City Clerk

APPROVED AS TO FORM:


Karl H. Berger, City Attorney

APPROVED AS TO CONTENT:


Wally Bobkiewicz, City Manager



Attachment 18

Sphere of Influence Vacant Land Inventory

City of Santa Paula East Area 1 Alternative Site Analysis

Amendment of the sphere of influence for the City of Santa Paula to add the East Area 1 project area would be consistent with Ventura LAFCo Policies 4.3.2.1 and 4.3.2.2 as East Area 1 is scheduled to be developed within the next 5 years and has been designated for non-agricultural and open-space uses by the City's General Plan and the adopted East Area 1 Specific Plan. It should be noted that the adopted East Area 1 Specific Plan preserves 168 acres of the 501-acre East Area 1 planning area as passive open space and 55 acres of active agricultural land as an agricultural preserve.

Insufficient non-prime agricultural or vacant land exists within the current incorporated City or the City's sphere of influence that is both planned and developable at this time for the same general type of uses planned for East Area 1.

A comprehensive survey of vacant land suitable for residential development within the City, including vacant and underutilized commercial sites, was completed for the City's Draft 2008-2014 Housing Element (August 2010). The attached figure from the Housing Element shows all vacant residential and commercial sites within the City. The City currently only contains only 67 acres of vacant residential land and several small vacant commercial sites.

The second attached figure shows the City's current sphere of influence and identifies major undeveloped planning areas within the sphere. As shown, the two largest undeveloped areas in the City's sphere are the approximately 5,400-acre Adams Canyon planning area and the 2,175-acre Fagan Canyon planning area.

The Santa Paula General Plan requires the preparation and adoption of a Specific Plan for the Adams Canyon planning area prior to development occurring. The General Plan allows up to 495 residential units in Adams Canyon, a golf course and destination resort hotel and requires 100 acres of public recreation area and 40 acres for public schools or other public purposes. Due to topographic and other development constraints, Adams Canyon is not suitable for development of the same mix and intensity of uses and East Area 1 and the majority of this planning area will remain as passive open space. While the majority of the Adams Canyon planning area is designated as grazing land on the State Important Farmlands Map, the lower developable portions contains approximately 423 acres of Important Farmlands including 50 acres of Prime Farmland, 31 acres of Farmland of Statewide Importance, 198 acres of Unique Farmland and 144 acres of Farmland of Local Importance likely to be impacted by development. There is currently no ongoing planning of the Adams Canyon planning area and the City does not anticipate any development will occur in this planning area in the foreseeable future.

The Santa Paula General Plan also requires the preparation and adoption of a Specific Plan for the Fagan Canyon planning area prior to development occurring. The General Plan allows up to 450 residential units in Fagan Canyon and a neighborhood shopping center and requires 32 acres of active park area, 10-acre school site, and 208 acres of passive open space. Like Adams Canyon, while the majority of the Fagan Canyon planning area is designated as grazing land on the State Important Farmlands Map, this planning area also contains approximately 354 acres of Important Farmlands, including 10 acres of Prime Farmland, 16 acres of Farmland of Statewide Importance, 281 acres of Unique Farmland and 37 acres of Farmland of Local Importance likely to be impacted by development. A Specific Plan approved by the City for this planning area in 2005 was subject to a public referendum and the City rescinded its approvals in response. There is currently no ongoing planning of the Fagan Canyon planning area and the City does not anticipate any development will occur in this planning area in the foreseeable future.

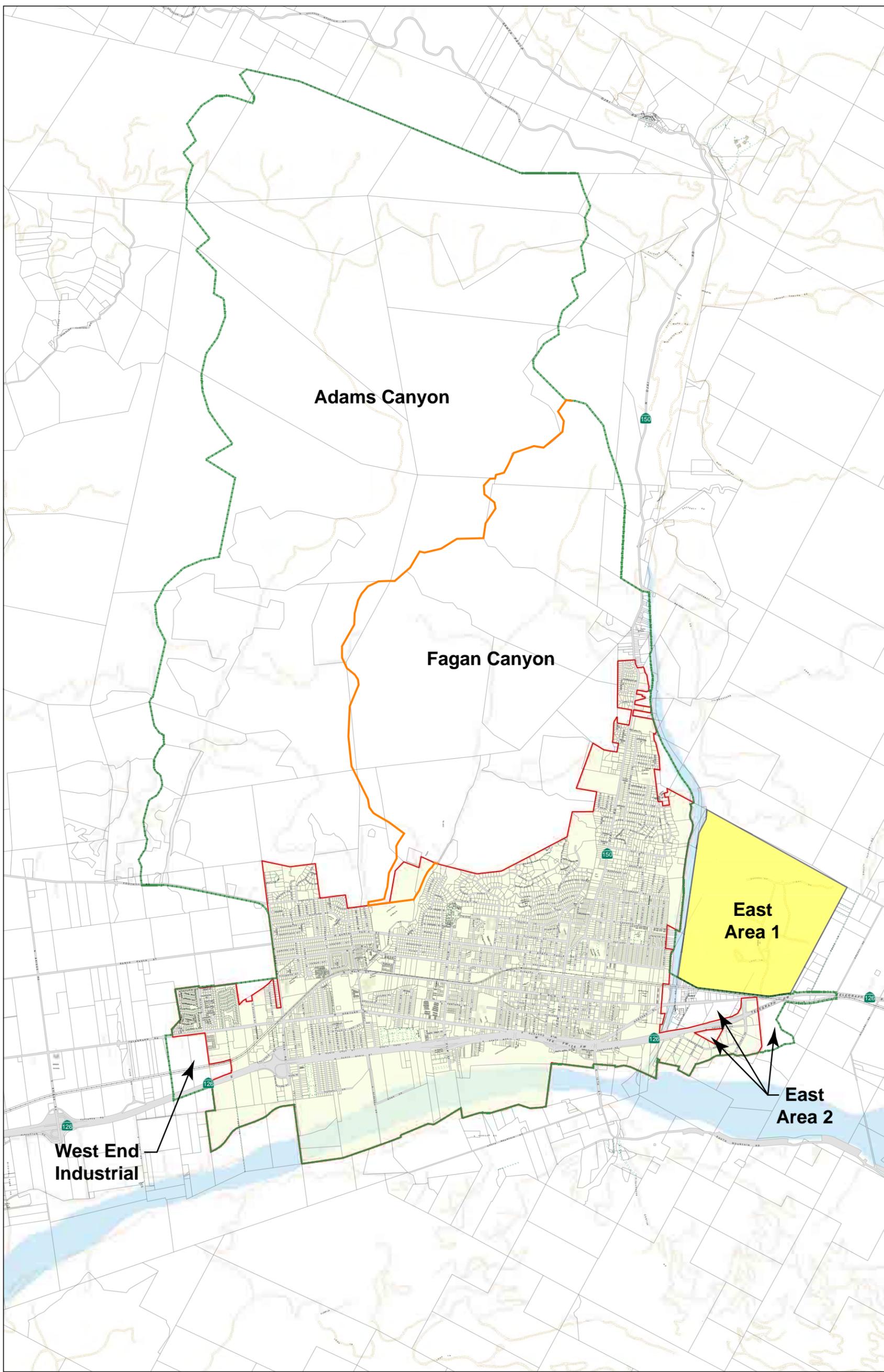
While both the Adams and Fagan planning areas are designated for the same general type of use as East Area 1 in that residential uses are planned in both areas by the City's General Plan, neither area is developable at this time. Given the substantial amount of time required for preparation and review of the required Specific Plans and environmental impact reports for the Fagan and Adams Canyon planning areas, and the constraints to development of these areas, development within the next 5 years is not anticipated in either area. Further, no development timeframes have been established for either of these planning areas. In addition, neither area would provide the amount and variety of housing opportunities provided for in the East Area 1 Specific Plan.

As shown on the attached figure, the other vacant areas in the City's sphere include a small area at the western edge of the City planned for industrial use, with ongoing processing of a specific plan for industrial uses by the City, and partially developed unincorporated areas in the City's East Area 2 expansion area. Neither of these small areas is planned or developable with the same uses planning in East Area 1.

In addition to these major planning areas, the vacant land survey prepared for the City's Draft 2008-2014 Housing Element identified thirteen other undeveloped sites outside the City but within the City's current sphere ranging in size from under an acre to 59 acres in size designated for residential development. These sites total 180 acres.



Vacant Sites



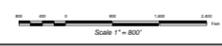
- Legend**
- Santa Paula Sphere of Influence - 10,785.13 acres
 - Santa Paula City Boundary - 3002.68 acres
 - Property line
 - - - Private Street
 - - - Freeway Crossing
 - Railroad
 - Streets
 - FREEWAY
 - HIGHWAY
 - Dirt Road
 - Waterways
 - Building



Ventura LAFCO
City of Santa Paula
Sphere of Influence
As Updated on:
June 13, 2007
 Prepared by County of Ventura
 IT Services Department
 Geographic Information Services
 State Plane Coordinate System
 California Zone 10 - NAD 83
 This map was compiled
 from records and computerized
 data.
 Published in: August, 2007

WARNING: The information contained herein was created by the County of Ventura Geographical Information Services (GIS), which is prepared and operated solely for the convenience of the County and related contract agencies. The County does not warrant the accuracy of the information, and no decision resulting in a loss of economic loss or physical injury should be made in reliance thereon.

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Attachment 19

East Area 2 Land Use Planning Information

RESOLUTION NO. 6700

A RESOLUTION A RESOLUTION APPROVING A GENERAL PLAN AMENDMENT TO CHANGE EAST AREA 2 DESIGNATION FROM EXPANSION AREA TO PLANNING AREA, TO CLARIFY EXPANSION AREA, PLANNING AREA AND SPECIFIC PLAN REQUIREMENTS, AND TO REMOVE SELECTED PROPERTIES FROM EXPANSION OR PLANNING AREAS.

(PROJECT NO. 2010-GPA-01)

The City Council of the City of Santa Paula does resolve as follows:

SECTION 1: The City Council finds and declares that:

- A. On February 1, 2010, the City of Santa Paula filed an application to amend the Santa Paula General Plan by changing the designation of East Area 2 from an "Expansion Area" to a "Planning Area."
- B. At its meeting of April 5, 2010, the City Council adopted Resolution No. 6663 directing staff to initiate specific processing requirements related to the request for annexation of (former) East Area 1 and East Area 2. In response to City Council action on April 5, 2010, the City of Santa Paula modified its application to amend the Santa Paula General Plan to also include clarification of expansion area, planning area and specific plan requirements for areas within the City and to make minor modification of expansion/planning area boundaries focused in the City's East Areas.
- C. The proposed text and exhibit changes to reflect the General Plan amendment are attached as Exhibit "A," through "D" and incorporated by reference (the "Project").
- D. The Project application was reviewed by City's Planning Department for, in part, consistency with the General Plan and conformity with the Santa Paula Municipal Code ("SPMC").
- E. The City reviewed the Project's environmental impacts pursuant to the California Environmental Quality Act (Public Resources Code §§ 21000, *et seq.*, "CEQA"), the regulations promulgated thereunder (14 California Code of Regulations (CCR) §§15000, *et seq.*, the "CEQA Guidelines"), and the City's Environmental Guidelines ("Santa Paula Guidelines"); CEQA, CEQA Guidelines and Santa Paula Guidelines collectively referred to as "CEQA Regulations") and determined the General Plan was previously considered through the 1998 General Plan Update EIR, and that the nature of current minor modifications are not likely to result in

significant adverse impacts and were determined to be categorically exempt from further CEQA review.

- F. The Planning Commission considered the proposed General Plan Amendment through two separate hearing processes: first for consideration of items related to the initial application, and second for items related to the amended application.
- G. The Planning Department completed its review and scheduled a public hearing regarding the initial application before the Planning Commission for March 9, 2010. At the March 9, 2010 hearing, the Planning Commission adopted Resolution No. 3663 recommending that the City Council approve a General Plan Amendment that would make certain text and map changes to the Land Use Element, thus changing the designation of the East Area 2 "Expansion Area" to a "Planning Area" and establishing a definition and future processing requirements for a "Planning Area."
- H. On August 24, 2010, the Planning Commission opened a second public hearing to receive and consider public testimony and other evidence regarding the amended application including, without limitation, information provided to the Commission by City staff and the public. At the August 24, 2010 hearing, the Planning Commission adopted Resolution No. 3675 recommending that the City Council approve a General Plan Amendment that would make certain additional text and map changes to the Land Use Element, thus clarifying the role, relationship and requirements for "Expansion Areas" and "Planning Areas."
- I. Notice of a public hearing was given on September 10, 2010. On September 20, 2010, the City Council opened the public hearing to receive and consider public testimony and other evidence regarding the amended application including, without limitation, information provided to the Council by City staff and the public.
- J. This Resolution, and its findings, is adopted based upon the evidence set forth in the entire record including, without limitation, documentary and testimonial evidence; the staff report; and such additional information set forth in the administrative record that is too voluminous to reference.

SECTION 2: *Factual Findings.* The City Council finds that the following facts exist:

- A. On February 1, 2010, the City initiated a General Plan amendment application to provide changes to the General Plan that would change the required procedural planning process for an approximate 136-acre area defined as "East Area 2." In response to City Council Resolution No.

6663, adopted April 5, 2010, the City modified its application to amend the Santa Paula General Plan to also include clarification of expansion areas, planning areas and specific plan requirements for areas within the City and to make minor modification of expansion/planning area boundaries focused in the City's eastern planning areas.

- B. In February 2008, the City of Santa Paula approved the East Area 1 Specific Plan and related entitlements, including a request to process annexation to the City. An Environmental Impact Report (EIR) for the East Area 1 Specific Plan was certified at the time of that project's approval.
- C. The General Plan requires the preparation of specific plans for Expansion Areas identified in the Land Use Element before being annexed to the City. Minor amendments to the General Plan are needed to clarify the intended role, relationship and requirements of these comprehensive planning tools.
- D. The General Plan requires the City to adopt a specific plan before annexing any expansion area into the City. This requirement is appropriate for large development projects. However, this requirement and other policies in the General Plan suggest that specific plans are mandatory for any and all annexation requests. Minor amendments to the General Plan are desirable to clarify the intended role and relationship of specific plans in the context of expansion areas, planning areas and annexations.
- E. The FEIR for the East Area 1 Specific Plan discussed potential land use impacts related to creating islands of unincorporated territory that would result from annexing the East Area 1 project site to the City, and further, suggested that the City should submit an East Area 2 reorganization request to Ventura Local Agency Formation Commission (LAFCo) to seek annexation of any remainder island parcels resulting from an East Area 1 annexation.
- F. The General Plan identifies East Area 2 as an "expansion area," and consequently requires that the City adopt a specific plan before annexing East Area 2 into the City.
- G. East Area 2 is one of five remaining Expansion Areas in the City. Three of five Expansion Areas identified in the General Plan (including Adams Canyon, Fagan Canyon and South Mountain) are large undeveloped and unimproved areas without current access to services or infrastructure. East Area 2 and West Area 2, the other two Expansion Areas, are both an extension of the urban environment and accessed by existing roadways and services, and a significant portion of each area is established with

developed uses.

- H. East Area 2 includes approximately 136 acres located south of the Ventura County Transportation Commission railroad right-of-way and east of the current City limits, surrounding the incorporated Hallock Road area. The southern boundary of this planning area is the public levy and bank protection line of the Santa Clara River.
- I. Because of the large number of independent property owners in East Area 2, the public outreach and planning process that would be required to complete a specific plan could take up to two years.
- J. Only 26 acres of East Area 2 are not assigned a land use designation, which established comprehensive growth and planning guidelines for the affected properties. Absent a Specific Plan, the existing land use designations and goals, objectives and policies of the General Plan would prevail.
- K. Mitigation Measure T-2 from the East Area 1 Specific Plan FEIR requires the implementation of roadway and intersection improvements at the intersection of Telegraph Road and Hallock Drive. Because these improvements are tied to the East Area 1 Specific Plan (an area previously master planned), and because the associated development area is incidental and not integral to the East Area 2 expansion/planning area, properties necessary for the Hallock Drive extension should be excluded from areas designated for comprehensive planning.
- L. The Project includes text and map changes to ensure the General Plan and the requested process would be internally consistent. Although the Project does not involve physical development, the minor changes to clarify the process and relationship between expansion areas, planning areas and specific plans would facilitate future development consistent with the existing General Plan.
- M. The proposed General Plan Amendments for the Project include the following, as shown in the attached Exhibits (A through D) and Resolution Nos. 3663 and 3675, which are incorporated into this Resolution by reference:
 - 1. Land Use Element Figures LU-3, LU-4, LU-4a and LU-5 will be revised to reflect the boundary of the 2007 Sphere of Influence, revised boundary of East Area 2, designation of East Area 2 as a "Planning Area", and minor clean-up and corrections, including eliminating East Area 1 Expansion Area, and alignment adjustments rectified through more accurate mapping capabilities.

(See Exhibit "A.")

2. Land Use Element Tables LU-5, LU-6 and LU-7 will be revised to reflect establishment of "Planning Areas," designation of East Area 2 as a "Planning Area", and clarifications related to the relationship of expansion areas, planning areas, and specific plan areas. (See Exhibit "B.")
 3. Text in Land Use Element Sections II.D, III.B, III.E, IV.A, IV.E, IV.J, V and VI will be revised to reflect changes necessary to establish Planning Areas, designate East Area 2 as a Planning Area, modify the boundary for East Area 2, and clarify the role, relationship and requirements for "Expansion Areas," "Planning Areas," and specific plans. (See Exhibit "C.")
 4. Text and format in Land Use Element Sections II.A, II.C, II.G, III.A and III.C will be revised to reflect minor corrections, typographical errors and page layout adjustments to enhance the readability of the Land Use Element. (See Exhibit "D.")
- N. On March 9, 2010, the Planning Commission adopted Resolution No. 3663 recommending changes to the General Plan that would redesignate East Area 2 from an "Expansion Area" to a "Planning Area," include a definition for Planning Area, establish related processing requirements, and address other minor revisions and corrections. On August 24, 2010, the Planning Commission adopted Resolution No. 3675 recommending additional changes to the General Plan that would clarify the role, relationship and process for expansion areas, planning areas and specific plans, and other minor corrections.

SECTION 3: *Environmental Review.* The City reviewed the Project with respect to the California Environmental Quality Act (Public Resources Code §§ 21000, *et seq.*, "CEQA"), the regulations promulgated there under (14 Cal. Code of Regulations §§15000, *et seq.*, the "CEQA Guidelines"), and the City's Environmental Guidelines ("Santa Paula Guidelines"; CEQA, CEQA Guidelines and Santa Paula Guidelines collectively referred to as "CEQA Regulations").

- A. This Resolution incorporates by reference the findings, analysis, and recommendations set forth in City Council Resolution No. 5254 which certified the EIR, made findings of fact, and adopted a statement of overriding considerations for the 1998 General Plan Update.
- B. The City finds that due to the minor policy changes created by this amendment, the Project is exempt from additional CEQA review because it establishes rules and procedures to clarify existing policies and practices

related to land use planning; does not involve any commitment to a specific project which could result in a potentially significant physical impact on the environment; and constitutes an organizational or administrative activity that will not result in direct or indirect physical changes in the environment. Specifically, the Project would effectively preserve existing land uses for a minimum of two years. Any subsequent land use change would require its own CEQA analysis. Consequently, these minor changes cannot reasonably result in either a direct physical change to the environment or a foreseeable indirect physical change in the environment. Accordingly, the Project does not constitute a “project” that requires environmental review (see specifically 14 CCR § 15378(b)(2, 5)).

SECTION 4: *General Plan Consistency and General Plan Amendment Findings.* In accordance with SPMC § 16.212.050, the City Council finds that the Project, if all the proposed General Plan Amendments are adopted, would conform to the City’s General Plan as follows:

A. *The Project is in the public interest, and there will be a community benefit resulting from the amendment.*

1. The proposed amendment is in the public interest, and there will be a community benefit resulting from the amendment. The Project will facilitate the timely implementation of East Area 1 Specific Plan by expediting the required annexation process for other affected properties, including East Area 2 and the Hallock Drive Extension properties. The Project will still require coordination of a comprehensive planning process. However, it will ensure that the planning process progresses at the City’s schedule and when property development interest increases.
2. The Project will allow the City to facilitate implementation of the EA1SP by streamlining the process for annexation of properties incidental to, but critical to its implementation.
3. Facilitation of the EA1SP will result in a direct public benefit through construction and funding of the following: one public elementary school site, one high school and one post-secondary facility/community college site; a public safety facility; water, wastewater and reclaimed water infrastructure that will, in addition to the EA1SP, serve the greater Santa Paula community; improved traffic level of service for affected City intersections; improved public community and neighborhood parks that substantially increase the City’s active parklands; bicycle and multipurpose trails which connect with existing community trails; and substantial open space dedications.
4. Further, implementation of the EA1SP will result in community benefit through

a net increase in City revenues., and will allow the City to continue to meet its share of regional housing needs, provides for economic development within the City, encourages efficient growth patterns by locating new development contiguous to existing development, and promotes stability in long term physical and economic development planning.

- B. ***The proposed amendment is consistent with other goals, policies, and objectives of the General Plan, including Goals 3.1, 3.3, 4.1, 4.2 and 4.10., and Objectives 4.b.b., 4.c.c., 4.d.d., and 4.e.e. The Project simply clarifies the order and timing of required planning processes for Expansion and/or Planning Areas. Aside from the timing and requirement for preparation of a specific plan and fiscal plan, the existing goals, policies and objectives still apply.*** The Project is consistent with the goals, policies and objectives of the General Plan as documented in this Resolution below, and the staff report. The Project includes text and map changes that ensure that the General Plan and the requested process would be internally consistent. Although the Project does not involve physical development, the minor changes to clarify the process and relationship between expansion areas, planning areas and specific plans would be consistent with the existing General Plan. Goals 3.1 and 3.3 require that consideration be given to ensure an adequate balance of land uses to meet the community needs. As amended, the General Plan would still provide policy guidance for growth and development in East Area 2. Goals 4.1 and 4.10 require that development and expansions should be self-supporting and orderly. The Project would facilitate the orderly annexation of property to the City and allow for a logical extension of services. Further, Goal 4.4 provides that expansion address the greater good of the community and not the needs of a single individual/development. The Project addresses this goal by facilitating the City's ability to coordinate planning and services for a broad area, in conjunction with implementation of East Area 1. The Project continues to meet the intent of the General Plan by ensuring that comprehensive planning guidance is in place before annexation of future expansion and planning area properties. The Project is consistent with objectives 3.o.o and 4.s.s., which promote land use densities and uses as already provided in the General Plan, including mixed-use for East Area 2. Objectives furthering orderly development are also addressed in objectives 4.b.b., 4.c.c., 4.d.d., and 4.e.e., which promote infill, annexation of contiguous lands and lands that are within the CURB, and avoidance of County "islands." The Property is contiguous with the City's eastern limit and the General Plan amendment would facilitate future annexation of lands that would be otherwise become and "island" and would be best managed under City jurisdiction.
- C. ***The Project will not conflict with the Santa Paula Municipal Code (Title 16).*** The proposed General Plan Amendment addresses as a matter of policy the role of expansion areas, planning areas and specific plans for properties seeking annexation to the City. The procedure for specific plans and annexation

application, as provided in the SPMC, remains unchanged.

- D. ***In changing the land use policy map, the proposed amendment will not adversely affect surrounding properties.*** Other than a technical change to the General Plan, the existing land uses will continue.

SECTION 5: *Actions.* The City Council takes the following actions:

- A. Amend the General Plan Land Use Element to add new Figures LU-3, LU-4, LU-4a and LU-5, detailing changes to the expansion and planning areas as reflected in attached Exhibits “B,” and “C,” and reflecting up-to-date boundaries of the sphere of influence and East Area 1;
- B. Amend the General Plan Land Use Element as reflected in attached Exhibits “B,” and “C,” incorporated by reference, to establish Planning Areas, designate East Area 2 as Planning Area, modify the boundary for East Area 2, and clarify the role, relationship and requirements for “Expansion Areas,” “Planning Areas,” and specific plans;
- C. Amend the General Plan Land Use Element as reflected in attached Exhibit “D,” incorporated by reference, to reflect minor corrections, typographical errors and page layout adjustments to enhance the readability of the Land Use Element.

SECTION 6: *Authorization.* The City Council authorizes the City Manager, or designee, to take all appropriate action to implement this Resolution. Further, the City Manager, or designee, is authorized to make technical corrections, in a form approved by the city Attorney, to maps, diagrams, tables, and other, similar, documents that may be required to reconcile the changes made by this Resolution with amendments made to the maps and text by other City Council action in unrelated land use applications between 2005 and 2010.

SECTION 7: *Reliance on the Record.* Each and all of the findings and determinations in this Resolution are based on the competent and substantial evidence, both oral and written, contained in the entire record relating to the project. The findings and determinations constitute the independent findings and determinations of the City Council in all respects and are fully and completely supported by substantial evidence in the record as a whole.

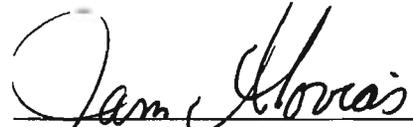
SECTION 8: *Limitations.* The City Council’s analysis and evaluation of the project is based on the best information currently available. It is inevitable that in evaluating a project that absolute and perfect knowledge of all possible aspects of the project will not exist. One of the major limitations on analysis of the project is the lack of knowledge of future events. In all instances, best efforts were made to form accurate assumptions.

SECTION 9: Summaries of Information. All summaries of information in the findings, which precede this section, are based on the substantial evidence in the record. The absence of any particular fact from any such summary is not an indication that a particular finding is not based in part on that fact.

SECTION 10: The City Clerk is directed to mail a copy of this Resolution to any person requesting a copy.

SECTION 11: This Resolution becomes effective immediately upon adoption.

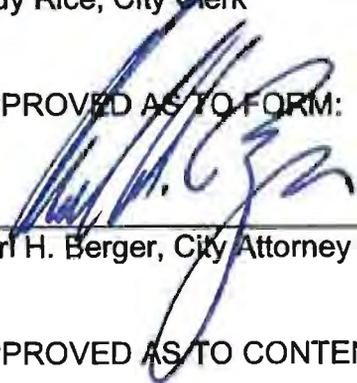
PASSED AND ADOPTED this 20th day of September, 2010.


James A. Tobias, Mayor

ATTEST:


Judy Rice, City Clerk

APPROVED AS TO FORM:


Karl H. Berger, City Attorney

APPROVED AS TO CONTENT:

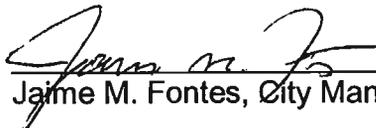
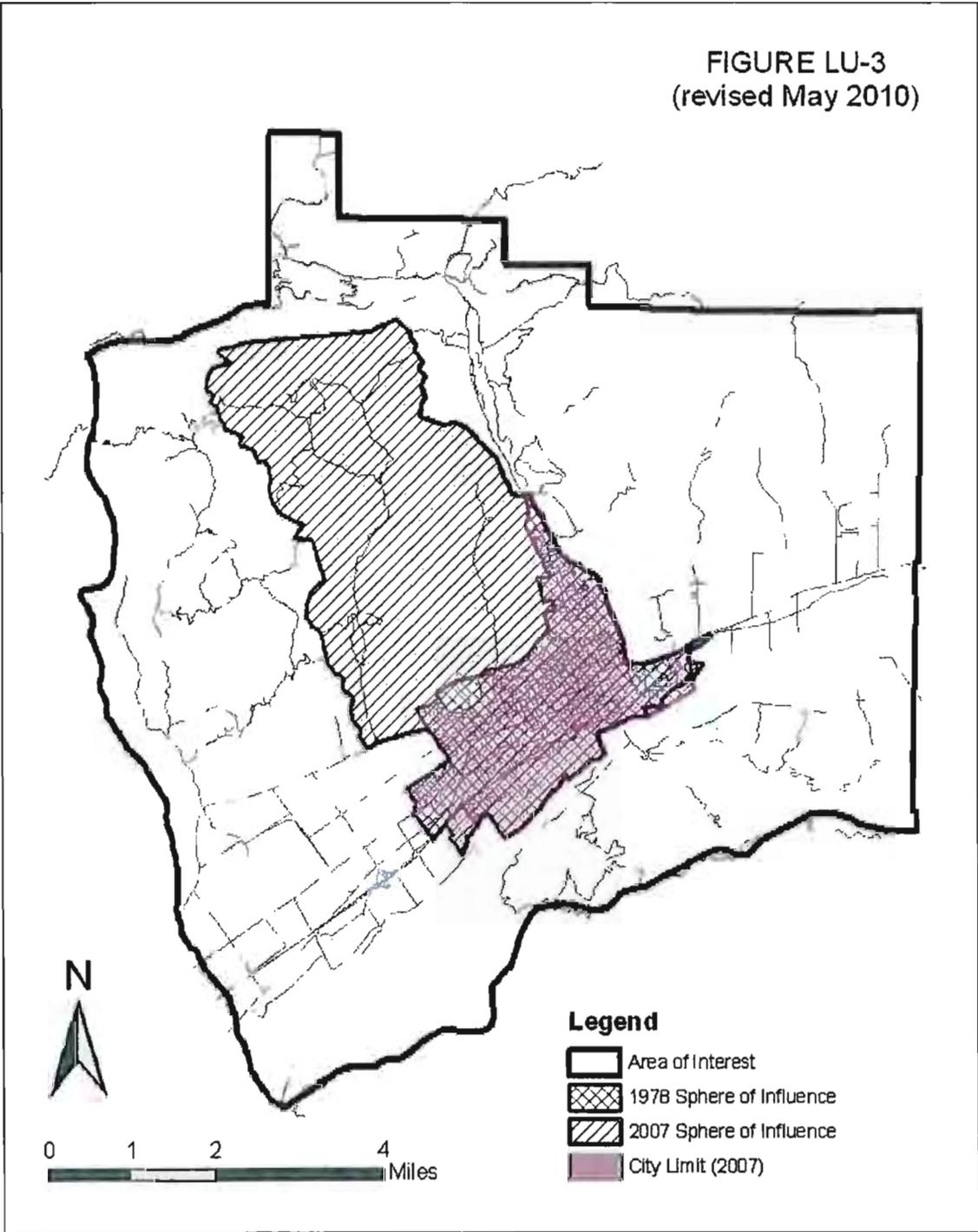

Jaime M. Fontes, City Manager

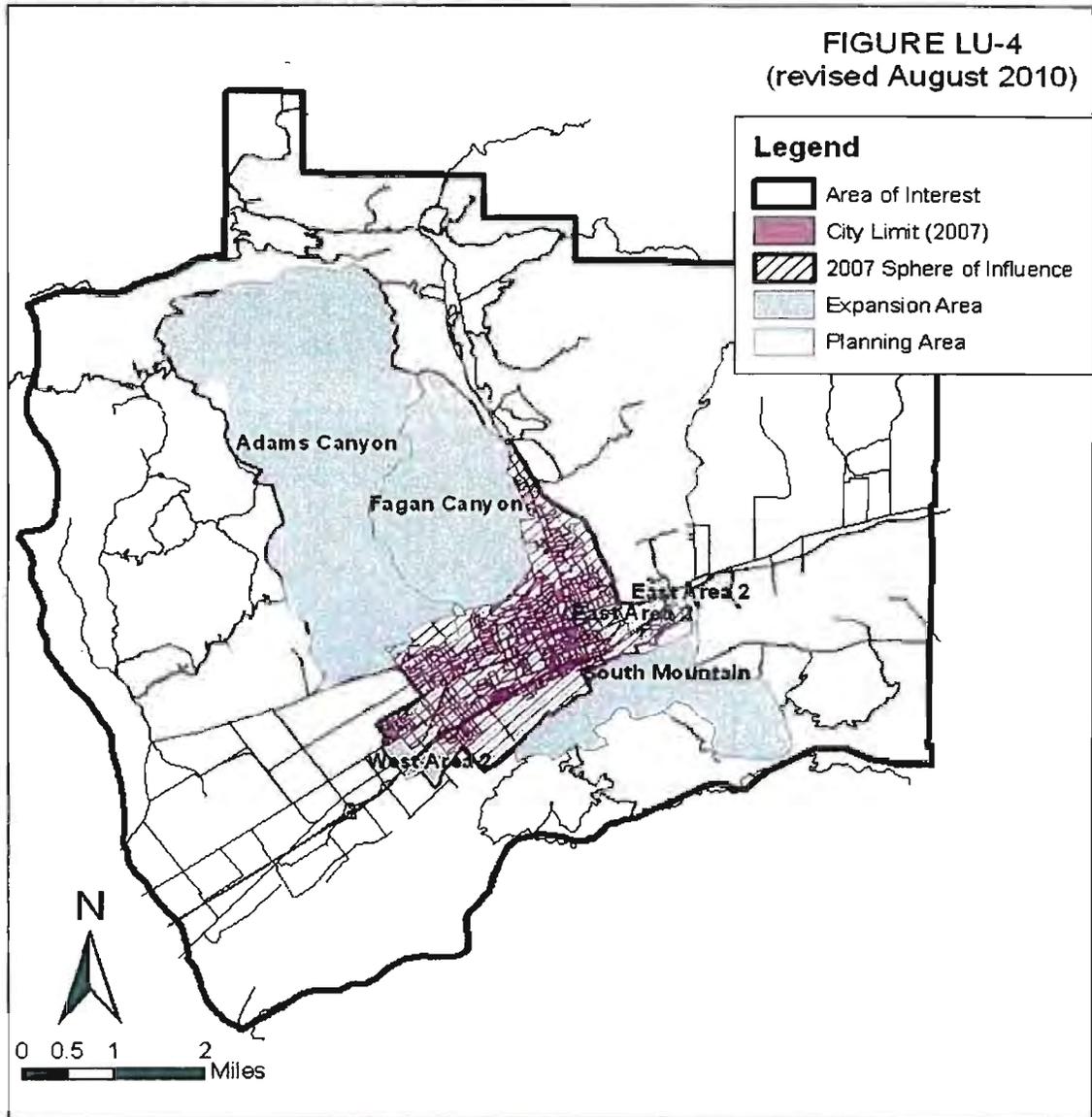


FIGURE LU-3
(revised May 2010)



Santa Paula
Area of Interest and Sphere of Influence
(1978 and as amended 2007)

Figure LU-3



Expansion Area	1998 Additional Area	Area included in 1978 SOI
Adams Canyon*	5,413 acres	0 acres
Fagan Canyon	2,173 acres	0 acres
West Area 2	125 acres	68 acres
South Mountain	1,292 acres	0 acres
Planning Area	1998 Additional Area	Area included in 1978 SOI
East Area 2	26 acres	110 acres

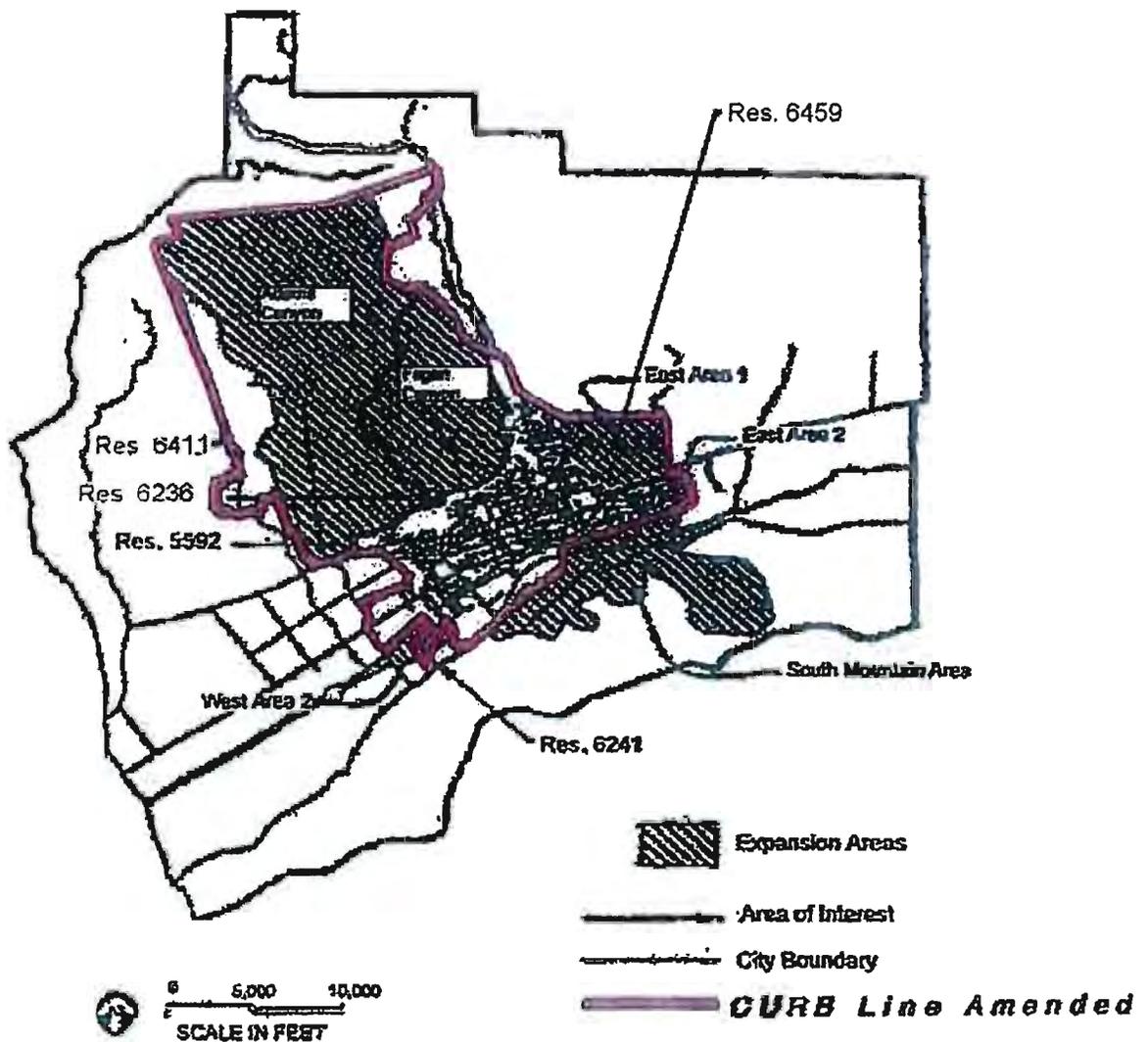
* The voter approved CURB extends beyond the Adams Canyon expansion area.

**Expansion Areas, Planning Areas and
Sphere of Influence (as amended 2010)**

Figure LU-4

Amended by Resolution No. 6459, adopted February 26, 2008
 Amended by Resolution No. 6411, adopted May 8, 2007
 Amended by Resolution No. 6236, adopted December 7, 2005
 Amended by Resolution No. 6241, adopted October 3, 2005
 Amended by Resolution No. 5592, adopted June 6, 2003
 Amended by Resolution No. 5407, adopted December 4, 2000

AMENDED CURB LINE



City Urban Restriction Boundary
 (CURB) (as amended 2008)

Figure LU-4a



General Plan Map Land Use Plan and Expansion Areas

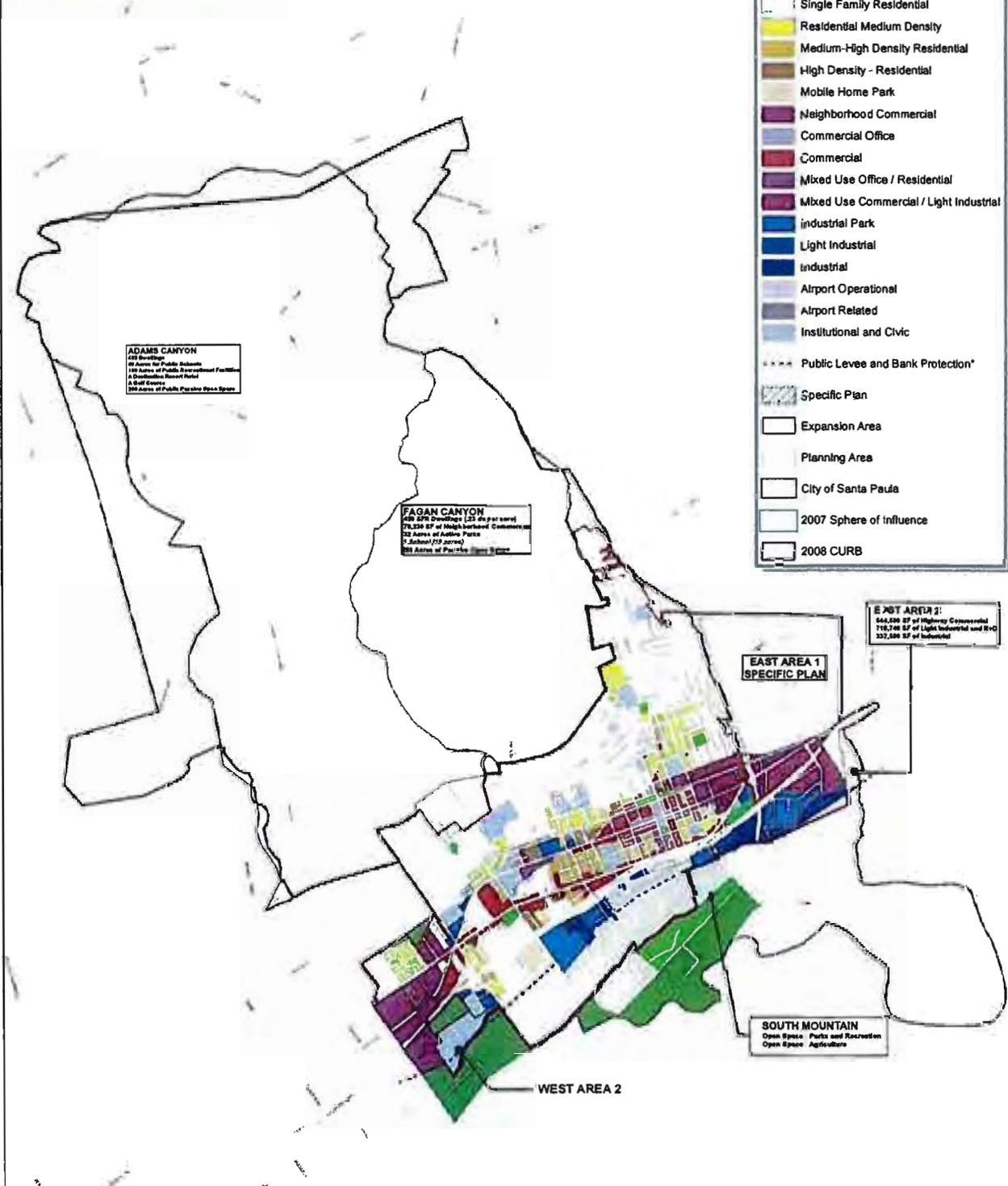
Legend

General Plan

- Open Space - Passive and Golf Course
- Agriculture
- Open Space - Parks and Recreation
- Residential Canyon
- Hillside Residential
- Single Family Residential
- Residential Medium Density
- Medium-High Density Residential
- High Density - Residential
- Mobile Home Park
- Neighborhood Commercial
- Commercial Office
- Commercial
- Mixed Use Office / Residential
- Mixed Use Commercial / Light Industrial
- Industrial Park
- Light Industrial
- Industrial
- Airport Operational
- Airport Related
- Institutional and Civic
- Public Levee and Bank Protection*

Specific Plan

- Expansion Area
- Planning Area
- City of Santa Paula
- 2007 Sphere of Influence
- 2008 CURB



*1998 Data, Pending revision by FEMA

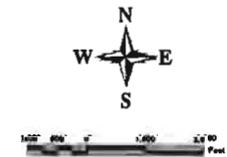
Where the Sphere of Influence line is the same as the actual City Limit, it is drawn slightly offset of the City Limit line for graphic clarity.

The information displayed on this map is intended for general reference purposes only, and is not warranted for completeness or accuracy. Please contact City Planning Department for official map.

1. Approved by City Council on April 13, 1998.
2. Amended through Ordinance No. 6351, 10/16/06.
3. Revised 12/10/07, converted to GIS by the County of Ventura, IT Services
4. Revised 12/18/08, through City Council Resolution No. 6459
5. DRAFT - Revised 9/20/10 pending City Council approval of Resolution No. 6700, and LAFCO approval of revised Sphere of Influence related to East Area 1.

DRAFT 9/20/2010

Figure LU 5



Attachment 20

East Area 2 Annexation Funding Agreement

**EAST AREA 2
REIMBURSEMENT AGREEMENT
BETWEEN THE CITY OF SANTA PAULA
AND LIMONEIRA COMPANY**

THIS REIMBURSEMENT AGREEMENT (this "*Agreement*") is made and entered into this 28 day of SEPT, 2009, by and between the CITY OF SANTA PAULA, a general law city and municipal corporation existing under the laws of California ("*City*"), and Limoneira Company, a Delaware corporation ("*Developer*"), who agree as follows:

RECITALS

- A. Developer owns real property consisting of approximately 459.99 acres commonly known as East Area 1. On February 26, 2008, City approved certain discretionary entitlements for East Area 1, including, without limitation, Resolution No. 6465, authorizing the City Manager to apply to the Local Agency Formation Commission ("*LAFCO*") for reorganization (annexation) to include East Area 1 within the City's jurisdiction.
- B. LAFCO informed City that before LAFCO will accept for City's application for annexation of East Area 1, City must initiate annexation of the area commonly known as East Area 2, which consists of approximately 136 acres identified as an expansion area in the City's General Plan, as depicted (by purple line) on Exhibit A hereto (the "*East Area 2 Expansion Area*"). Developer owns real property consisting of one parcel totaling approximately 25 acres within East Area 2, identified as Auto ID 88 on Exhibit A.
- C. The City's General Plan requires completion prior to annexation of any expansion area of a Specific Plan, which in turn necessitates an Environmental Impact Report, a Market Feasibility Report, and a Fiscal Impact Report (collectively, "*East Area 2 Approvals*").
- D. In order to accomplish annexation of East Area 1, Developer is willing to advance the funds for preparation of the East Area 2 Approvals.
- E. City is willing to make City staff available in order to be fully informed regarding the East Area 2 Approvals. City believes it is in the public interest for Developer to pay for such services, and Developer agrees to such payment.
- F. The Parties acknowledge and agree that this Agreement does not affect Developer's reimbursement by other owners or developers of property within East Area 2 Expansion Area of the City's Costs reimbursed by Developer, as well as additional out-of-pocket costs paid by Developer, in connection with the East Area 2 Approvals.

AGREEMENT

1. **City Assistance.** Developer agrees that it will pay for all of City's administrative and direct costs (as set forth below) associated with the East Area 2 Approvals until the East Area 2 annexation is approved, denied, or until Developer requests City to withdraw the East Area 2 annexation application. The City's administrative costs include, without limitation, staff time, consultant fees, and legal fees (including that of the City Attorney), spent: reviewing the Specific Plan, technical appendices for the Environmental Impact Report, Fiscal Impact Report, Market Feasibility Study, and other technical materials prepared by Developer and its consultants; preparing the Environmental Impact Report; responding to inquiries relating to the request; preparing staff reports; attending and participating at meetings; and making filings necessary to complete the annexation proceedings. City agrees that it will not seek reimbursement for time spent by the City's city manager to attend meetings and facilitate review of the East Area 2 Approvals unless otherwise agreed to by the parties in a separate writing. The City's direct costs include, without limitation, public notices, advances and reimbursements, and any other actual out-of-pocket expenses (collectively, "**City Costs**"). City Costs do not include any deposits, advances, reimbursements, or other expenses paid by City to LAFCO, which are the subject of a separate agreement between the Parties. The Parties explicitly acknowledge that Developer's agreement to pay City's costs does not obligate Developer to pay any costs for any development proposals for East Area 2 or any utility connections or any mitigation for existing or proposed development or use of property within East Area 2.

2. **Method of Reimbursement.** Upon execution of this Agreement, Developer agrees to deposit with the City \$25,000 ("**Deposit Amount**"). City will draw upon this amount on a monthly basis to pay City costs and provide Developer with an itemized invoice of City costs on a quarterly basis. Developer agrees to replenish the Deposit Amount to \$25,000 within thirty (30) days of receiving each quarterly invoice. City will refund any remaining Deposit Amount to Developer within thirty (30) days after the East Area 2 Approvals are approved, denied or withdrawn. The Deposit Amount will be placed in a non-interest bearing trust account established by the City Manager. Developer understands and agrees that City will not pay interest to Developer on the Deposit Amount. City will provide Developer with invoices, including outside consultant and legal fees, with reasonable detail of City Costs on a quarterly basis. Developer will notify City in writing within thirty (30) days after receipt of an invoice from City of any invoiced amount disputed by Developer; absence of any such notice of disputed amounts constitutes acceptance by Developer of all invoiced amounts. Developer agrees to pay City for any additional City Costs, less any disputed amounts, within thirty (30) days of receiving City's quarterly invoice. Developer's failure to pay any undisputed amount within thirty (30) days after receiving an invoice may result in City discontinuing any annexation procedures and withdrawing the LAFCO annexation application with or without Developer's consent.

3. **Termination.** Either party may terminate this Agreement at any time before annexation of East Area 1 to City. Thereafter, Developer cannot terminate this Agreement without City's consent. In the event of termination of this Agreement,

City has no obligation under this Agreement to continue processing the East Area Approvals.

4. **Developer Default.** Should Developer fail to perform any of its obligations under this Agreement, then City may, at its option, pursue any one or more or all of the remedies available to it under this Agreement, at law or in equity. Without limiting any other remedy which may be available to it, if Developer fails to perform any of its obligations under this Agreement, other than non-payment of an untimely or incomplete invoice or of any disputed invoiced amounts, City may cease performing its obligations under this Agreement and may bring an action to recover all City Costs, together with interest thereon from the date incurred at the rate of ten percent (10%) per annum.

5. **Compliance With Law.** Developer will, at its sole cost and expense, comply with all of the requirements of all federal, state, and local authorities now in force, or which may hereafter be in force, pertaining to this Agreement.

6. **Waiver Of Breach.** Any express or implied waiver of a breach of any term of this Agreement will not constitute a waiver of any further breach of the same or other term of this Agreement.

7. **Insolvency; Receiver.** Either the appointment of a receiver to take possession of all or substantially all of the assets of Developer, or a general assignment by Developer for the benefit of creditors, or any action taken or offered by Developer under any insolvency or bankruptcy action, will constitute a breach of this Agreement by Developer, and in such event this Agreement will automatically cease and terminate. Should the City Costs, at the time of termination under this Section 6, be less than the Deposit Amount, City will refund any remaining Deposit Amount to Developer within thirty (30) days after determining the reimbursement amount.

8. **Notices.** Except as otherwise expressly provided by law, all notices or other communications required or permitted by this Agreement or by law to be served on or given to either party to this Agreement by the other party will be in writing and will be deemed served when personally delivered to the party to whom they are directed, or in lieu of the personal service, upon deposit in the United States Mail, certified or registered mail, return receipt requested, postage prepaid, addressed to:

Developer at: Mr. Harold S. Edwards
President & CEO
Limoneira Company
1141 Cummings Road
Santa Paula, CA 93060
Facsimile: 805/525-8211

With copies to: Michael C. Penrod
Parkstone Companies
860 Hampshire Road, Suite U

Westlake Village, CA 91361
Facsimile: 805/379-1219

And: Carla K. Ryhal, Esq.
5776-D Lindero Canyon Road #244
Westlake Village, CA 91362
Facsimile: 818/707-0141

City at: Janna Minsk, Planning Director
City of Santa Paula
P.O. Box 569
Santa Paula, CA 93061-0569
Facsimile:

Either party may change its address for the purpose of this Section by giving written notice of the change to the other party.

9. **Acceptance Of Facsimile Signatures.** The Parties agree that agreements ancillary to this Agreement and related documents to be entered into in connection with this Agreement will be considered signed when the signature of a party is delivered by facsimile transmission. Such facsimile signature will be treated in all respects as having the same effect as an original signature.

10. **Governing Law.** This Agreement has been made in and will be construed in accordance with the laws of the State of California and exclusive venue for any action involving this Agreement will be in Ventura County.

11. **Partial Invalidity.** Should any provision of this Agreement be held by a court of competent jurisdiction to be either invalid or unenforceable, the remaining provisions of this Agreement will remain in effect, unimpaired by the holding.

12. **Integration.** This instrument and its attachments constitute the sole agreement between City and Developer respecting the matters above and correctly sets forth the obligations of City and Developer; provided, however, that nothing herein affects the existing obligations by and between the Parties under the Pre-Annexation and Development Agreement (Ordinance No 1191) By and Between the City of Santa Paula and Limoneira Company, dated March 3, 2008.

13. **Construction.** The language of each part of this Agreement will be construed simply and according to its fair meaning, and this Agreement will never be construed either for or against either party.

14. **Authority/Modification.** The Parties represent and warrant that all necessary action has been taken by the Parties to authorize the undersigned to execute this Agreement and to engage in the actions described herein. This Agreement may be modified by written amendment. City's city manager, or designee, may execute any such amendment on behalf of City.

15. **Counterparts.** This Agreement may be executed in any number or counterparts, each of which will be an original, but all of which together will constitute one instrument executed on the same date.

IN WITNESS WHEREOF the parties hereto have executed this contract the day and year first hereinabove written.

DEVELOPER:

LIMONEIRA COMPANY

DATED: 9/17/09

By: [Signature]
Harold S. Edwards
President and CEO

CITY OF SANTA PAULA

DATED: 9/28/09

By: [Signature]
Clifford G. Finley
Interim City Manager

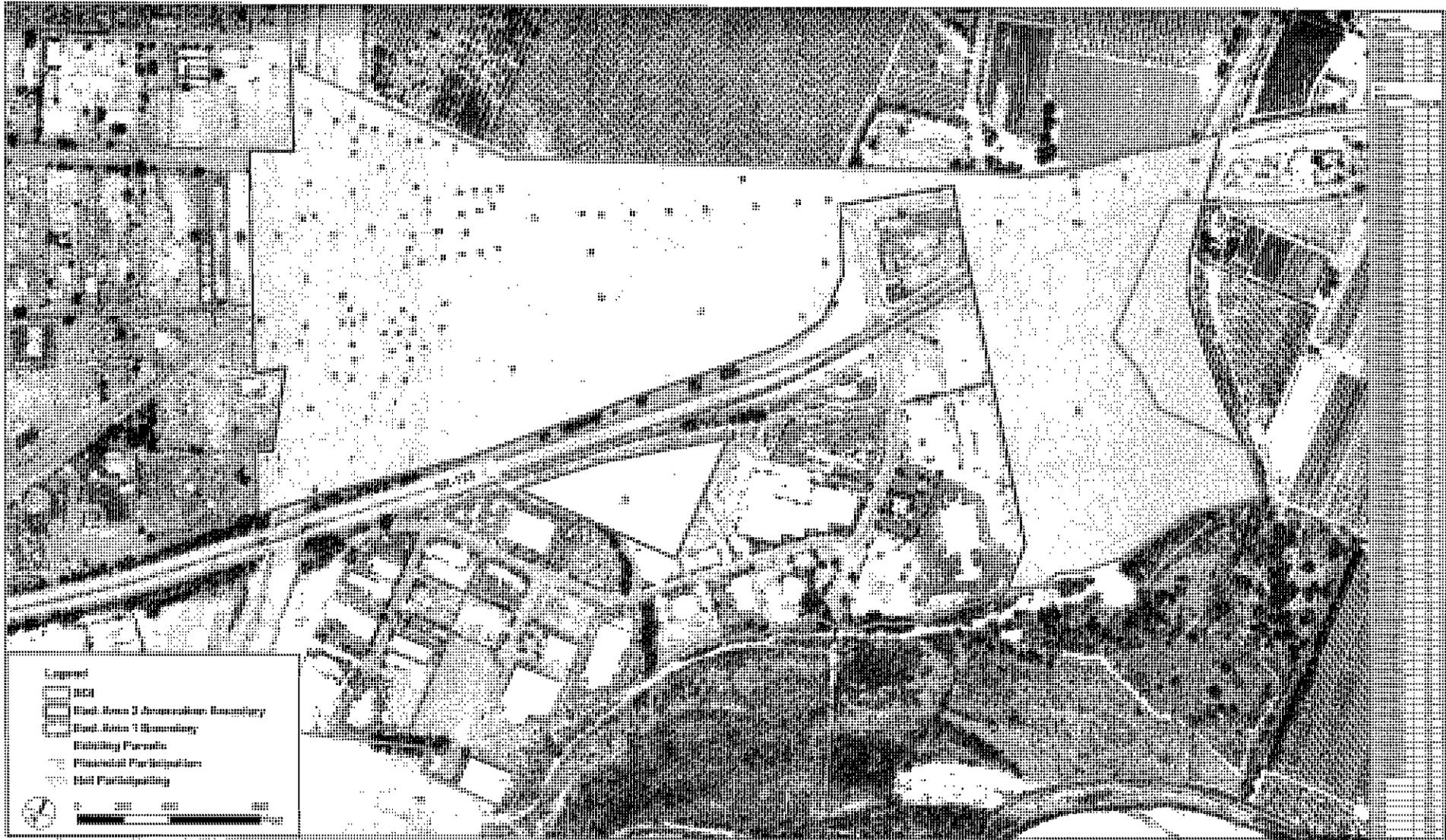
ATTEST:

[Signature]
Judy Rice, City Clerk

APPROVED AS TO FORM:

[Signature]
Karl H. Berger, City Attorney





SOURCE: County of Ventura - 2009



Attachment 21

Technical Experts

EAST AREA 1 ANNEXATION PROFESSIONALS

Limoneira assembled a team of widely recognized experts in planning and engineering to prepare the East Area 1 Specific Plan and related technical studies. City of Santa Paula decision-makers reviewed, and staff peer reviewed, all information and studies, with a full team of qualified consultants assembled by the City.

City Elected And Appointed Officials

Fred W. Robinson, Current Mayor

Robert S. Gonzales, Mayor at EA1 Approval and Current Vice Mayor

Richard C. Cook, Current Councilmember

Ralph J. Fernandez, Vice Mayor at EA1 approval and Current Councilmember

James Tovias, Current Councilmember

Gabino Aguirre, Ph.D., Councilmember at EA1 Approval

Ray C. Luna, Councilmember at EA1 Approval

John T. Procter, Councilmember at EA1 Approval

Michel E. Sommer, Chair of Planning Commission at EA1 Approval and Currently

Paul L. Skeels, Vice Chair of Planning Commission at EA1 and Currently

L. Steven Brown, Planning Commissioner at EA1 Approval and Currently

Gary L. Nasalroad, Planning Commissioner at EA1 Approval

Jesse R. Ornelas, Planning Commissioner at EA1 Approval

John Wisda, Current Planning Commissioner

Marilyn Appleby, Current Planning Commissioner

City Staff

Wally Bobkiewicz, City Manager (10/2002-7/2009)

Jaime Fontes, City Manager (2/2010-present)

Karl H. Berger, City Attorney (3/2003-present)

Janna Minsk, AICP, Planning Director

Rick C. Araiza, Fire Chief

Anna Arroyo, Assistant Planner

Sandy K. Easley, Treasurer

Kevin Fildes, Assistant Fire Chief

Clifford G. Finley, PE, City Engineer, Public Works Director

Josie G. Herrera, City Clerk

Steve MacKinnon, Chief of Police

John Quinn, Finance Director

Stephen R. Stuart, Building and Safety Director

Jon Turner, PE, Deputy Director Public Works

Brian Yanez, Community Services Director

City Consultants

Planning

Joyce Parker Bozylinski, AICP, Contract Planner

Melanie Traxler, AICP, Contract Planner

Environmental Impact Report: P&D Consultants

Michael Benner, Vice President

Gilberto Ruiz, Senior Project Manager

Jerry Flores, Senior Project Manager

Anne Pietro, Senior Project Manager

Ronald K. Richardson, PE, Project Manager

Rover Olsen, Senior Geologist

Scott Quang Banh, PE, Transportation Engineer

Agricultural Resources Study Peer Review

P&D Consultants - Gilberto Ruiz, Senior Project Manager

Traffic Study Peer Review

P&D Consultants - Scott Quang Banh, PE; Transportation Engineer

Noise Study Peer Review

Wieland Associates, Inc. - David L. Wieland, Principal Consultant

Biological Resources Study Peer Review

P&D Consultants - Gilberto Ruiz, Senior Project Manager

Geology and Soils Study Peer Review

P&D Consultants - Robert Olsen, Senior Geologist

Drainage Study Peer Review

P&D Consultants - Ronald K. Richardson, PE; Project Manager

Phase I & II Environmental Site Assessments Peer Review

P&D Consultants - Robert Olsen, Senior Geologist

Phase I and II Archaeological Report Peer Review

Applied Earthworks, Inc. - Ann Munns, MA, RPA; Senior Archaeologist/Laboratory Director

Applied Earthworks, Inc. - Clayton Lebow, MA, RPA; Vice President/Senior Archaeologist

Paleontological Resources Report Peer Review

Applied Earthworks, Inc. - Robert S. Gray, Ph. D.; Professional Geologist

Historic Resources Report Peer Review

San Buenaventura Research Associates - Judy Triem, Principal Historian

San Buenaventura Research Associates - Mitch Stone, Preservation Planner

EDAW - Jennifer Hirsh, Architectural Historian/Associate

EDAW - Christy Dolan, Historic Resources

Domestic Water Resources Report Peer Review

P&D Consultants – Ronald K. Richardson, PE; Project Manager

Domestic Sewer Report Peer Review

P&D Consultants – Ronald K. Richardson, PE; Project Manager

Recycled Water Report Peer Review

P&D Consultants – Ronald K. Richardson, PE; Project Manager

Water Supply Assessment and Verification Peer Review

P&D Consultants – Ronald K. Richardson, PE; Project Manager

Boyle Engineering Corporation – Dan Ellison, PE

Preparation of Air Quality Study: EDAW:

Greg Wolffe

David Linger, Ph. D.

Alexander Barnett

Alan Lee

Limoneira Corporate Officers:

Harold S. Edwards, President & CEO

Alex M. Teague, Senior Vice President

Limoneira Consultants

Mike Penrod

Specific Plan

HDR Town Planning

David Sargent, AIA, CNU

David Sargent, Principal Town Planner, has practiced architecture and urban planning since 1981, focusing on traditional neighborhood design and sustainable urbanism since 1991. He has assembled and led multi-disciplinary teams in the planning and design of pedestrian-and transit-oriented urban places ranging from small urban districts to entire towns throughout California, and in Texas, Florida, Tennessee, New York, Canada and China.

A longtime advocate for clear planning and urban design regulations and guidelines, Mr. Sargent led the preparation of the first several form-based codes adopted in California, between 1993 and 2000, and was the principal author and editor of the 2004 White Paper on Smart Growth in California that was instrumental in the passage of AB 1268, institutionalizing form-based zoning in California. Mr. Sargent led the team that planned East Area 1.

Oliver Kuehne, LEED AP, CNU

Mr. Kuehne, Senior Town Planner, has over a dozen years of professional design and project management experience in town planning and architecture. His portfolio encompasses urban design, town planning and architecture projects in Germany and throughout the western United States. His project experience includes: architectural design, site plans, neighborhood and town master plans, downtown and district master plans, urban design, form-based codes and development standards. Mr. Kuehne has participated in over thirty design charrettes and is an experienced public facilitator.

Moule & Polyzoides

Tony Perez, AICP

Jose Antonio (Tony) Perez has led or substantially assisted in the preparation of over two dozen master plans and regeneration-oriented specific plans for widely differing places and needs, including California communities such as Visalia, Downtown Cotati, Downey, Placentia, Uptown Whittier, Downtown Newhall, and Center City Santa Ana. Mr. Perez has prepared form-based codes for each of the plans in

which he has participated or authored. Mr. Perez is particularly interested in and experienced with urban design and implementation as well as with leading form-based code training workshops for public agencies. These collaborations have resulted in a variety of regulatory planning documents on behalf of public agencies. Mr. Perez prepared the development regulations in the specific plan.

AC Martin Partners, Inc.

Richard W. Thompson, FAIA, AICP

Mr. Thompson, Director of Urban Design and Planning for AC Martin Partners, has been developing award-winning, socially relevant plans for cities, communities, and university campuses around the world. He is recognized as a leader in creative problem solving with multi-disciplinary teams and in reaching consensus with user- and community-based planning processes. Trained as both an architect and planner, Mr. Thompson has developed a keen insight into the politics of urban planning, community planning, urban housing, and mixed-use urban infill projects. He is a board member of the Society for College and University Planning, a frequent contributor to magazines and journals, and a presenter at conferences. He specializes in the design of school facilities and master plans for colleges and universities. Mr. Thompson prepared the plans for the new educational facilities in East Area 1.

New Urban Realty Advisors, Inc.

John Baucke, AICP

John M. Baucke has over 30 years of professional experience in the real estate development industry, focusing on master development, land use, real estate development, entitlements, community planning, and implementation programs. He is a specialist in the following: master development; due diligence and feasibility; management of large multi-disciplinary consultant teams; strategic planning; landowner representation; "Smart Growth" and "New Urbanism"; coastal planning and permitting; Brownfield site reuse; and, downtown revitalization. Mr. Baucke prepared the implementation portion of the East Area 1 Specific Plan.

Katie O'Reilly Rogers, Inc.

Katie O'Reilly Rogers, ASLA

The Office of Katie O'Reilly Rogers, ASLA, takes a very traditional approach to Landscape Architecture. Katie O'Reilly Rogers (KOR) believes in collaboration, and initiates each project with meetings with the client, architect, civil engineer, and when possible, contractors. KOR is involved in all aspects of site planning, beginning with larger issues of stormwater management and drainage, siting of structures and

circulation. To KOR, 'sustainability' is synonymous with landscape architecture. KOR prepared the landscape concepts and master plans in the Specific Plan.

Fiscal Impact Study

Stanley R. Hoffman Associates

Stanley R. Hoffman, FAICP

Stanley R. Hoffman has over thirty-five years experience in the fields of economic and demographic analysis, land use projections, fiscal and financial studies, annexations, real estate market research, and computer-based financial modeling. He has managed major programs in both the public and private sectors, involving numerous presentations before political, academic, and professional audiences.

Mr. Hoffman established his firm in January 1981 and incorporated in 1984. He has extensive experience in preparing fiscal and financial studies for residential, retail and office/hotel projects. These studies are typically prepared for cities, counties, or private developers.

He has assisted clients in establishing Mello-Roos Community Facilities Districts and special assessment districts that cover a wide range of land development and phasing patterns and public facilities, including transportation, streetscapes, drainage, wastewater, fire equipment and stations and other infrastructure. Mr. Hoffman is responsible for the company's copyrighted fiscal impact models being utilized in cities and counties in California. The models are tailored to the unique characteristics of each jurisdiction and are designed to project revenues and costs associated with future development under specific assumptions about land use and phasing.

Marketing Study

FOCUS Marketing Services

Laurie Lofland, MBA

Ms. Lofland offers a diverse entrepreneurial background in the operational, fiscal, and quality control management of a sales and marketing consulting firm with over sixty clients. She has participated in marketing-driven product development teams and conducted client-sensitive market studies to assess project feasibility and product development. Identified market share and niche opportunities, formulated marketing strategies, and recommended consumer targets.

She effectively interfaces with small businesses and large private and publicly held companies and provides targeted research and analysis in conducting complex marketing studies that effectively encapsulates a myriad of puzzle pieces in a very cohesive overview. Strong editing and organizational skills help to ensure that project tasks are achieved with accuracy and presentation quality.

Education: B.A., CSU Redlands; M.A. CSU San Bernardino

Employment: past Director of Marketing Research for KB Homes

Professional Associations, Northern California Regional Land Trust, past Treasurer and Board member

Traffic Study

Fehr & Peers

Patrick A. Gibson, PE, PTOE

Pat Gibson, Principal-in-Charge of Fehr & Peers, has over 40 years of experience in preparing traffic and parking analyses for both public and private sector projects. He has directed the transportation sections for Environmental Impact Reports and Environmental Impact Statements for some of the largest development projects in Southern California, including Playa Vista, STAPLES Center, the NBC Universal Evolution Plan, Wilshire Grand Redevelopment Project, Metro Universal transit-oriented development, and the Bunker Hill Redevelopment Plan in Los Angeles; the Disneyland Resort and the Honda Center in Anaheim; the Queensway Bay Master Plan and the Convention Center Expansion study in Long Beach; and PETCO Park, University Towne Center, and the Esplanade Park Master Plan in San Diego.

Pat has directed over 50 downtown parking studies and has conducted hundreds of parking needs, feasibility, and functional design studies, as well as shared parking and parking financial analyses, for developments throughout Southern California and the United States. He has prepared traffic and parking studies for stadia and event centers, new and expanded regional shopping centers, and retail/entertainment centers throughout the United States. He spearheaded traffic, parking, access/circulation, and safety studies for over 50 schools and universities, and has spoken internationally on the topic.

Netai Basu, AICP

Netai Basu, Project Manager for the East Area 1 traffic study, earned a Master of Urban and Regional Planning degree at San Jose State University, and has worked on a variety of transportation planning

projects, including providing traffic and parking impact analysis for the Los Angeles County Sanitation Districts' Master Facilities Program EIS/EIR.

Chris Gray, PE

Mr. Gray is an Associate with 13 years experience in transportation planning, CEQA transportation studies, traffic operations analysis, travel demand forecasting, parking studies, transit studies, smart growth, General Plan assessment, and Specific Plan assessment. He has managed over 100 projects while at Fehr & Peers including: the University of California Riverside Pedestrian Safety Study, City of Upland General Plan, Temecula Old Town Parking Study, and Tustin Metrolink transit planning. He is a member of APA and CNU. He earned a Bachelors of Arts in Political Science from the University of Florida and a Master's of Science in Planning from Florida State University. Mr. Gray developed the citywide Santa Paula traffic model used in the East Area 1 traffic study.

Eugene Tang, AICP

Eugene Tang has ten years of experience in the transportation engineering and planning fields. He has worked on a variety of public and private sector projects throughout Southern California and Hawaii. In Southern California, Eugene has prepared a multitude of parking and traffic impact studies, as well as regional transportation planning efforts and site design. Regional transportation planning work has included the Alameda Street Corridor Feasibility Study and the Crenshaw Transit Corridor project. He has prepared studies for development projects in the Hollywood, Sun Valley, and Warner Center communities of the City of Los Angeles, as well as in Anaheim, Long Beach, Manhattan Beach, Oxnard, Santa Paula, Torrance, and West Hollywood.

Geology and Soils Study

Leighton and Associates, Inc.

Gareth Mills, CEG

Gareth Mills, Managing Director, holds a B. Sc. in Geology from Aston University in the United Kingdom and an M.S. in Geological Science from California State University, Northridge. Mr. Mills has 21 years of experience and provides a wide variety of both technical and project management experience concerning the characterization and subsequent mitigation of geotechnical and environmental risk to public sector civil engineering works projects and commercial land development projects. He has experience with a variety of projects ranging from feasibility/constraints analyses, to due-diligence reviews, to environmental impact reports, to design-level studies and construction. His construction work has

encompassed geotechnical, environmental and materials testing/inspection aspects. As such, Mr. Mills possesses a sound working knowledge of applicable geotechnical-, and environmentally-related local, state, and federal regulations. He has also testified at public hearings to promote clients' interests.

Civil Engineering (Drainage Study, Domestic Water Report, Domestic Sewer Report, Recycled Water Report)

Huitt-Zollars

Marc. J. Haslinger, PE

Marc Haslinger joined Huitt-Zollars as vice president of land development. Haslinger, who was senior project manager at Tetra Tech in Irvine before joining Huitt-Zollars, has over 25 years in providing civil engineering support for major master-planned development projects in Southern California, including the Irvine Coast and the RiverPark project in Oxnard and Cal State Channel Islands in Camarillo.

Jensen Design & Survey

Donald Jensen, PE

Founded in 1989 by Donald Jensen PE, Jensen Design & Survey, Inc. is the largest engineering firm headquartered in Ventura County. Don Jensen's background includes a Master's Degree in Civil Engineering from the University of Alaska, as well as work experience as a civil engineer in the state of Alaska. Jensen Design & Survey is a leader in providing civil engineering services in Ventura County. The firm includes over forty experienced professionals providing a full range of civil engineering and planning services.

Environmental Engineering (Phase I & II Environmental Site Assessments)

Applied Environmental Technologies, Inc.

Harry C. Finney

Mr. Finney, Vice President, is a waste management specialist responsible for the management and field supervision of surveys in hazardous and potentially hazardous areas. He is also responsible for the preparation of assessments for underground contamination. He has prepared site assessments for underground contamination of petroleum products, heavy metals, chlorinated hydrocarbons (solvents), pesticides and PCBs. Mr. Finney has been contacted by local agencies to help assess and plan remediation measures for hazardous waste spills.

He has conducted over 250 Phase I Environmental Site Assessments. The assessments were conducted for auto repair, dry cleaning, industrial and commercial facilities, residential, vacant, and rural spaces. The assessments have been conducted for public agencies, law firms, private developers, private individuals, insurance companies, real estate brokers, banks, and loan offices.

Wallace A. Jensky, RG

Mr. Jensky, Principal Geologist, has over 32 years of experience in soil and groundwater investigations, petroleum geology, sedimentation, tectonics, and since 1987, environmental consulting including contaminated site assessments, and remediation. His project experience includes underground storage tank closure and cleanup; redevelopment of crude-oil producing properties; investigation and cleanup of gasoline service stations and automobile sales and service facilities; investigation and remediation of commercial and industrial properties contaminated by petroleum hydrocarbons, heavy metals and halogenated wastes; negotiation with regulatory agencies; application of risk-based site closure; litigation support; and environmental site assessments (Phase I and Phase II due-diligence) for large portfolio and single-site property transactions.

Phase I and II Archaeological Resources Report

W&S Consultants

David S. Whitley, Ph. D.

David S. Whitley has 34 years of experience specializing in the prehistoric archaeology and ethnography of far western North America, with particular interests in sacred sites, rock art, chronometrics, and cultural heritage management. He has also worked in southern Africa, the European Upper Paleolithic and Guatemala.

His professional publications include 17 books/monographs and approximately 100 articles and chapters. Included among his recent books are *The Rock Art of California* (University of Utah Press, 2000), the edited volume *Handbook of Rock Art Research* (AltaMira Press, 2001), and *Introduction to Rock Art Research* (Left Coast Press, 2005), which received a Choice Outstanding Academic Book Award for 2006. His latest book is *Cave Paintings and the Human Spirit: The Origin of Creativity and Belief* (Prometheus Books, 2009).

Dr. Whitley has written the nominations for almost 400 sites that are now listed on the National Register of Historic Places. For a decade he served on the Council of Directors of the ICOMOS International Rock

Art Committee (CAR). In 2001 he received the Thomas King Award from the Society for California Archaeology for Excellence in Cultural Resource Management.

Ronald I. Dorn, Professor of Geography

Ronald I. Dorn has been a Professor of Geography at Arizona State University, Tempe, Arizona since 1988. He served previously on the faculty at Texas Tech University. He is co-coordinator of the Arizona Geographic Alliance, a K-12 outreach program to promote geographic education in Arizona. He has been President and Secretary/Treasurer of the Geomorphology Specialty Group and as chair of the Nystrom Committee of the Association of American Geographers. He is a Fellow of the Geological Society of America and the Arizona/Nevada Academy of Science, and a member of the Association of American Geographers and the American Rock Art Research Association.

Paleontological Resources Report

Paleo Environmental Associates

E. Bruce Lander, Ph. D.

E. Bruce Lander has Ph.D. and M.A. degrees in Paleontology and a B.S. degree in Geology. Mr. Lander has many years of experience developing, conducting, and managing mitigation programs; monitoring earth-moving activities; recovering large fossil occurrences; collecting and processing sediment and sedimentary rock samples; preparing, identifying, curating, and cataloging fossil remains recovered as a result of monitoring and sample processing; accessioning mitigation program fossil collections into museum repository collections; and preparing mitigation program final reports.

Historic Resources Report

Post-Hazeltine Associates

Pamela Post, Ph.D.

Dr. Post has 16 years experience as an architectural historian. She has been a partner in Post/Hazeltine Associates, a firm specializing in historic preservation consulting since 1998. Her analytical experience includes determining the significance of buildings, features or properties and their potential eligibility for listing at the local, state, and federal level. Dr. Post also assesses the impact of proposed projects on the integrity of historic buildings or properties using local, state, and national guidelines and is well versed in local, State, and Federal regulations as they apply to historic preservation issues. Dr. Post has 16 years of

experience working in the Central Coast Region, including Santa Maria, Santa Ynez Valley, Santa Barbara, Ventura, and San Luis Obispo Counties.

Timothy Hazeltine

Mr. Hazeltine has 21 years experience as a cultural resource researcher and project coordinator. His research experience includes documenting the historical context of properties including chain-of-title; analysis of historic maps and graphic images; archival research and analysis. Mr. Hazeltine also assists in the preparation of professional reports. Before forming his partnership with Post/Hazeltine Associates, Mr. Hazeltine helped prepare the Native American Graves and Repatriation Act report for the Santa Barbara Museum of Natural History and was the cultural resource laboratory director and project

Rail Crossing Design

RailPros, Inc.

Eric Hankinson, PE

Mr. Hankinson, President of RailPros has over 19 years of railroad, structural, and civil engineering experience in the design, construction, and project management of a wide range of transportation projects including track construction, bridges, grade crossings, grade separations, drainage projects, stations, and other railroad facilities. He has dealt extensively with project stakeholders, resource agencies and host railroads in the planning, design, and construction of various rail projects. He has performed engineering services for several clients including: the Union Pacific Railroad (UPRR), Burlington Northern Santa Fe Railway (BNSF), Southern California Regional Rail Authority (SCRRA), North County Transit District (NCTD), Peninsula Corridor Joint Powers Board (Caltrain), Caltrans, Amtrak, Swift Transportation, California Commerce Center, the County of Orange, and the cities of San Diego, Del Mar, Oceanside, Santa Ana, and San Gabriel. Mr. Hankinson is managing all of RailPros' grade crossing improvements-related projects, which involve safety upgrades at 44 crossings in 10 Southern California cities.

Eric B. Winters, PE

Mr. Winters, Senior Civil Engineer, is a civil and railroad engineer with 16 years of experience. He has extensive design and construction experience on multiple railroad and roadways projects. Mr. Winters has served as lead engineer and project manager for multiple Port of Portland projects, and the Vancouver Wharves Berths 4/5 Redevelopment. He has been the project manager for the Portland & Western Railroad and Central Oregon & Pacific Railroad's on-call services contract and has designed and constructed more than thirty railroad at-grade crossings in Oregon.

Environmental Studies (Biological Resource Studies, Agricultural Impact Study, Water Supply Assessment, Noise Study)

Impact Sciences, Inc.

Tony Locacciato, AICP

Mr. Locacciato, Managing Principal, is an urban and regional planner with 30 years of diverse experience in planning and environmental analysis. His background in consulting, public sector planning, and private development results in an understanding of the relationships between land use regulations, environmental impacts, and the implementation of projects. Mr. Locacciato has experience in land use planning, land use studies, preparation of Specific Plans, and Environmental Impact Reports (EIRs) for projects throughout California. He has prepared Specific Plans and EIRs for major specific plan projects for the Cities of Oxnard, Ventura, Camarillo, Simi Valley, Moorpark, and Thousand Oaks, including the EIR for the largest mixed-use project approved in Ventura County, the 700-acre 2,800 unit RiverPark Specific Plan in Oxnard.

Joe Gibson, Associate Principal

Mr. Gibson has 33 years of experience managing and conducting environmental studies. He has participated in a variety of projects involving the California Environmental Quality Act (CEQA) and the National Environmental Policy Act (NEPA) for federal, state, and local government and private-sector clients. As a project manager, Mr. Gibson has completed numerous CEQA documents for large-scale development projects in Southern California. He has served on the Board of the Conejo Park and Recreation District in Thousand Oaks for over a decade.

Daryl Koutnik, Ph. D.

Dr. Koutnik, Director of Biological Services, has over 25 years of experience in biology, environmental planning, and project management. He has directed, managed, prepared, and conducted environmental impact assessments, mitigation monitoring plans, plant and wildlife studies, biological resource inventories, sensitive species surveys, biological constraints analyses, and habitat restoration plans for private and public sector clients throughout Southern California.

Dr. Koutnik has a thorough understanding of the California Environmental Quality Act (CEQA), having worked in and managed the environmental review section of the Los Angeles County Department of Regional Planning for more than 14 years. He has managed the preparation of numerous Environmental Impact Reports (EIRs), including residential, commercial, industrial, and educational developments.

His biological expertise includes knowledge of biological and ecological relationships, with particular emphasis on habitat impact analysis, special-status plant species, and wildlife movement corridors. He has an exceptional knowledge of Southern California flora, and has been an active participant in the drafting of multi-species habitat conservation plans throughout the region.

Larry Lodwick

Mr. Lodwick, Associate Principal, has 37 years of professional experience in the fields of natural resource assessment and management, environmental and wetland regulations, natural resource impact assessment, mitigation plan development, and monitoring. His other specialties include botanical surveys, wetland and riparian regulations, delineation methods, functional assessments, mitigation planning, and permitting coordination. Mr. Lodwick has conducted over 400 wetland delineations and prepared numerous compensatory mitigation plans for projects throughout the western US. Mr. Lodwick conducts environmental impact assessments, natural resource inventories, and wildlife habitat assessments.

Greg Ainsworth

Mr. Ainsworth, Senior Biologist, has over eight years of experience in biology and project management. He has directed, managed, or conducted a broad range of wildlife and plant studies, protected tree surveys, biological resource inventories, sensitive species surveys, environmental impact assessments, biological constraints analyses, habitat restoration plans, and mitigation monitoring plans for a variety of private and public sector clients throughout central and southern California.

Mr. Ainsworth is a Certified Arborist with the International Society of Arboriculture and a certified wetland delineator (ACOE, #2128), and an approved biologist with several jurisdictions throughout central and southern California. Mr. Ainsworth has received formal training in conducting focused surveys and habitat assessments on the burrowing owl, snowy plover, desert tortoise, Mohave ground squirrel and several bat species. **Legal Counsel**

Carla K. Ryhal, EsqMs. Ryhal acts as Limoneira's Land Use lawyer, including review of Specific Plan and Environmental Impact Report (and all Technical Appendices), negotiation and drafting of Development Agreement, Elementary School Mitigation Agreement, High School Mitigation Agreement, etc.

Education: B.A., Pepperdine University '79 (summa cum laude); J.D., UCLA '82.

Bar Admissions: California '82, Texas '83, New York '85.

Employment: Exxon Corporation; Cox Castle & Nicholson; Jackson, DeMarco & Peckenpaugh; Nordman, Cormany, Hair & Compton.

Professional Associations: Building Industry Association, past Board member and Chair of Ventura County Government Relations Committee; Habitat for Humanity, past Board member

Kenneth M. High, Jr., Esq.

Mr. High has provided the transactional legal work and will be drafting the CC&Rs for the project.

Education: B.A., UC Berkeley; J.D. UCLA

Employment: Former professor of Business Law and Contracts at Ventura College and at Moorpark College

Professional Associations: California & Ventura County Bar Associations '72; Ventura County Taxpayers Association, past President and Board Member

Third-Party Agencies' Consultants

Mitchell B. Kahn, Esq. Represented Santa Paula Elementary School District, commenting on EA1 EIR and negotiating Elementary School Mitigation Agreement.

Firm: Nelson Comis Kahn & Sepulveda

Education: B.A. CSU Northridge '69; J.D., Loyola Law School '71

Employment: City of Simi Valley, City Attorney; City of Beverly Hills, Assistant City Attorney

Professional Associations: California State Bar Association '72; Ventura County Bar Association, past Board member; Ventura County Economic Development Association, past President and Board member; Building Industry Association, past President and Board member; Tri-County Government Attorneys Association, past President and Board member

Rob Corley provided planning and facilities advice to Santa Paula Elementary School District, commenting on EA1 EIR and negotiating Elementary School Mitigation Agreement.

Firm: School Facilities & Planning

Education: BA (Planning), UC Irvine '76; MBA, UC Irvine '81

Employment: Director of Facilities and Planning for the Conejo Valley Unified School District, Business Manager of the Oak Park Unified School District, and Assistant Planner for the Irvine Unified School District

Professional Associations: California Association

Andreas C. Chialtas, Esq, Represented Santa Paula Union High School District negotiating Elementary School Mitigation Agreement.

Firm: Atkinson, Andelson, Loya, Ruud & Romo

Education: CSU Fullerton; Southwestern University School of Law (cum laude)

Professional Associations: California State Bar Association '99; named a "Southern California Rising Star" by Southern California Super Lawyers (2005 – 2008)

CITY PROJECT TEAM

Environmental Impact Report

P&D Consultants

Michael Benner, Vice President

Gilberto Ruiz, Senior Project Manager

Jerry Flores, Senior Project Manager

Anne Pietro, Senior Project Manager

Ronald K. Richardson, PE, Project Manager

Rover Olsen, Senior Geologist

Scott Quang Banh, PE, Transportation Engineer

Peer Reviewers

Agricultural Resources Study

P&D Consultants - Gilberto Ruiz, Senior Project Manager

Traffic Study

P&D Consultants - Scott Quang Banh, PE; Transportation Engineer

Noise Study

Wieland Associates, Inc. - David L. Wieland, Principal Consultant

Biological Resources Study

P&D Consultants - Gilberto Ruiz, Senior Project Manager

Geology and Soils Study

P&D Consultants - Robert Olsen, Senior Geologist

Drainage Study

P&D Consultants - Ronald K. Richardson, PE; Project Manager

City of Santa Paula - Jon Turner, PE; Deputy Director of Public Works

Phase I & II Environmental Site Assessments

P&D Consultants - Robert Olsen, Senior Geologist

Phase I and II Archaeological Report

Applied Earthworks, Inc. - Ann Munns, MA, RPA; Senior Archaeologist/Laboratory Director

Applied Earthworks, Inc. - Clayton Lebow, MA, RPA; Vice President/Senior Archaeologist

Paleontological Resources Report

Applied Earthworks, Inc. - Robert S. Gray, Ph. D.; Professional Geologist

Historic Resources Report

San Buenaventura Research Associates - Judy Triem, Principal Historian

San Buenaventura Research Associates - Mitch Stone, Preservation Planner

EDAW - Jennifer Hirsh, Architectural Historian/Associate

EDAW - Christy Dolan, Historic Resources

Domestic Water Resources Report

P&D Consultants – Ronald K. Richardson, PE; Project Manager

City of Santa Paula - Jon Turner, PE; Deputy Director of Public Works

Domestic Sewer Report

P&D Consultants – Ronald K. Richardson, PE; Project Manager

City of Santa Paula - Jon Turner, PE; Deputy Director of Public Works

Recycled Water Report

P&D Consultants – Ronald K. Richardson, PE; Project Manager

City of Santa Paula - Jon Turner, PE; Deputy Director of Public Works

Water Supply Assessment and Verification

P&D Consultants – Ronald K. Richardson, PE; Project Manager

Boyle Engineering Corporation – Dan Ellison, PE

City of Santa Paula - Jon Turner, PE; Deputy Director of Public Works

Preparation of Air Quality Study

EDAW

Greg Wolffe

David Linger, Ph. D.

Alexander Barnett

Alan Lee