

CITY OF SANTA PAULA

MEMORANDUM

To: Honorable Mayor and Members of the City Council
Honorable Chairperson and Planning Commissioners

From: Janna Minsk, AICP, Planning Director
Trayci Nelson, Project Manager, Contract Planner

Subject: Project No. 06-CDP-02, East Area 1 – East Area 1 Specific Plan
Amendment (EA1 SPA) and Vesting Master Tentative Map No. 5854

Applicant: The Limoneira Company

Date: February 3, 2015

Recommendation: The recommended actions are set forth in the Executive Summary.

EXECUTIVE SUMMARY

The Project amends the previously approved East Area 1 Specific Plan and is referred to as East Area 1 Specific Plan Amendment (EA1 SPA). The EA1 SPA is an amendment to the East Area 1 Specific Plan (EA1 SP-3) that was approved by the City Council in 2008. If approved, the EA1 SPA would reconfigure planning areas; leave the number of residential units (1,500) unchanged; and reduce the amount of light industrial and commercial areas. The intensity of allowed light industrial and commercial uses will be reduced from a combined total of 435,000 square feet to a combined total of 240,000. Minor modifications of the land plan reconfigure the EA1 SP-3 to provide for three distinct planning areas that accommodate the residential neighborhoods, light industrial and commercial, and civic centers. Open space districts, including parks, greenways, and natural open space areas are also created. Development standards and design guidelines are updated, as are plans for utility infrastructure, internal traffic circulation, flood control features, and public services that account for the reconfigured land plan and Vesting Master Tentative Map.

Recommended Actions

To recommend approval of the project, the Planning Commission must consider the following actions after public hearings:

- Adopt Resolution No. 3730 recommending that the City Council certify the Final Supplemental Environmental Impact Report (FSEIR), adopt Findings of Facts

and Statements of Overriding Considerations, adopt a Mitigation Monitoring and Reporting Program (MMRP), adopt the East Area 1 Specific Plan Amendment, Vesting Master Tentative Map No. 5854 and First Amended and Restated Development Agreement.

To approve the project, the City Council (upon Planning Commission recommendations) must take the following actions after public hearings:

- Adopt Resolution No. 6906 certifying the Final Supplemental Environmental Impact Report (FSEIR); adopt Findings of Facts and Statements of Overriding Considerations; and adopt a Mitigation Monitoring and Reporting Program (MMRP);
- Adopt Resolution No. 6907 approving Vesting Master Tentative Map No. 5854 for the East Area 1 Specific Plan Amendment;
- Introduce and waive first reading of Ordinance No. 1255 approving the East Area 1 Specific Plan Amendment and First Amended and Restated Development Agreement. Second reading and adoption would occur on March 2, 2015.

Background & History

Teague-McKevett Ranch

The East Area 1 project site is historically associated with the Teague-McKevett Ranch. Both families have a long association with the growth and development of the City of Santa Paula, Ventura County, and particularly the Southern California citrus industry. During the last one hundred years, the Teague-McKevett Ranch was actively farmed for orchard (citrus and avocado) and row crop production. A number of ranch facilities are located throughout the East Area 1 property, including wells, irrigation ditches, access roads, storage facilities and a barn. Remnant housing constructed for the ranch's employee population also remains on-site and are primarily concentrated along Padre Lane.

East Area 1 Specific Plan Adoption

In February 2008, the City Council adopted the East Area 1 Specific Plan (EA1 SP-3) to regulate development within the project area. However, since the Project was located outside of the City Urban Restriction Boundary (CURB), the City Council's action was contingent upon voter approval to amend the General Plan to expand the CURB around the property. In June 2008, voters approved Measure G, which amended the City Urban Restriction Boundary to include the East Area 1 Specific Plan area. Finally, in March 2011, the Ventura Local Agency Formation Commission (LAFCO) approved annexation of the East Area 1 Specific Plan area to the City of Santa Paula; annexation was recorded in March 2013, with correction recorded May 2013. The February 22, 2008 staff report for the EA1 SP-3 approval without attachments is attached for reference as Exhibit 1.

PROJECT OVERVIEW

Approved East Area 1 Specific Plan (EA1 SP-3)

The existing EA1 SP-3 regulates land uses on the 501 acre EA1 Specific Plan project site and establishes five planning areas which allow for the development of 1,500 residential units, public facilities including parks and schools, commercial and industrial uses up to 435,000 square feet and 223.4 acres of open space including athletic fields and agricultural preserves and greenways. The plan also provides a 50 to 80 foot wide buffer along Santa Paula Creek.



Proposed East Area 1 Specific Plan Amendment (EA1 SPA)

The proposed EA1 SPA would amend the existing Specific Plan to allow development of up to 1,500 dwelling units of various sizes and types and approximately 240,000 sq.

ft. of commercial space, including retail-commercial, restaurant, office, light industrial and assisted-living facilities. Approximately 20 acres of land will be dedicated for educational and other civic facilities and provided to the Santa Paula Unified School District. There will be approximately 226 acres of undeveloped land including open space and agricultural preserves, parks, and greenways that would be preserved or enhanced.

The EA1 SPA will maintain the overall pattern established by the EA1 SP-3. However, slight differences between the approved EA1 SP-3 plan and the proposed EA1 SPA are summarized below and highlighted in Table 1, attached as Exhibit 2.

Residential Units

The total number of residential units remains unchanged at 1,500. However, reconfigurations of the residential neighborhoods were necessary to accommodate changes in the location of the elementary school site, which is moved to the Civic District, and the elimination of a detention basin along Haun Creek, on the eastern edge of the site.

Commercial/Industrial

Commercial and industrial uses decrease from 435,000 square feet overall, to 240,000 square feet.

Increased Buffer along Santa Paula Creek

The Linear Park along Santa Paula Creek on the western edge of the Specific Plan area is being increased in width to provide a greater buffer and to preserve the opportunity for future flood control improvements to Santa Paula Creek. This Linear Park is currently approximately 50 feet in width on the northern end and 80 feet in width on the southern end. The increased width of the Linear Park will now vary from a minimum of approximately 150 feet to a maximum of approximately 280 feet.

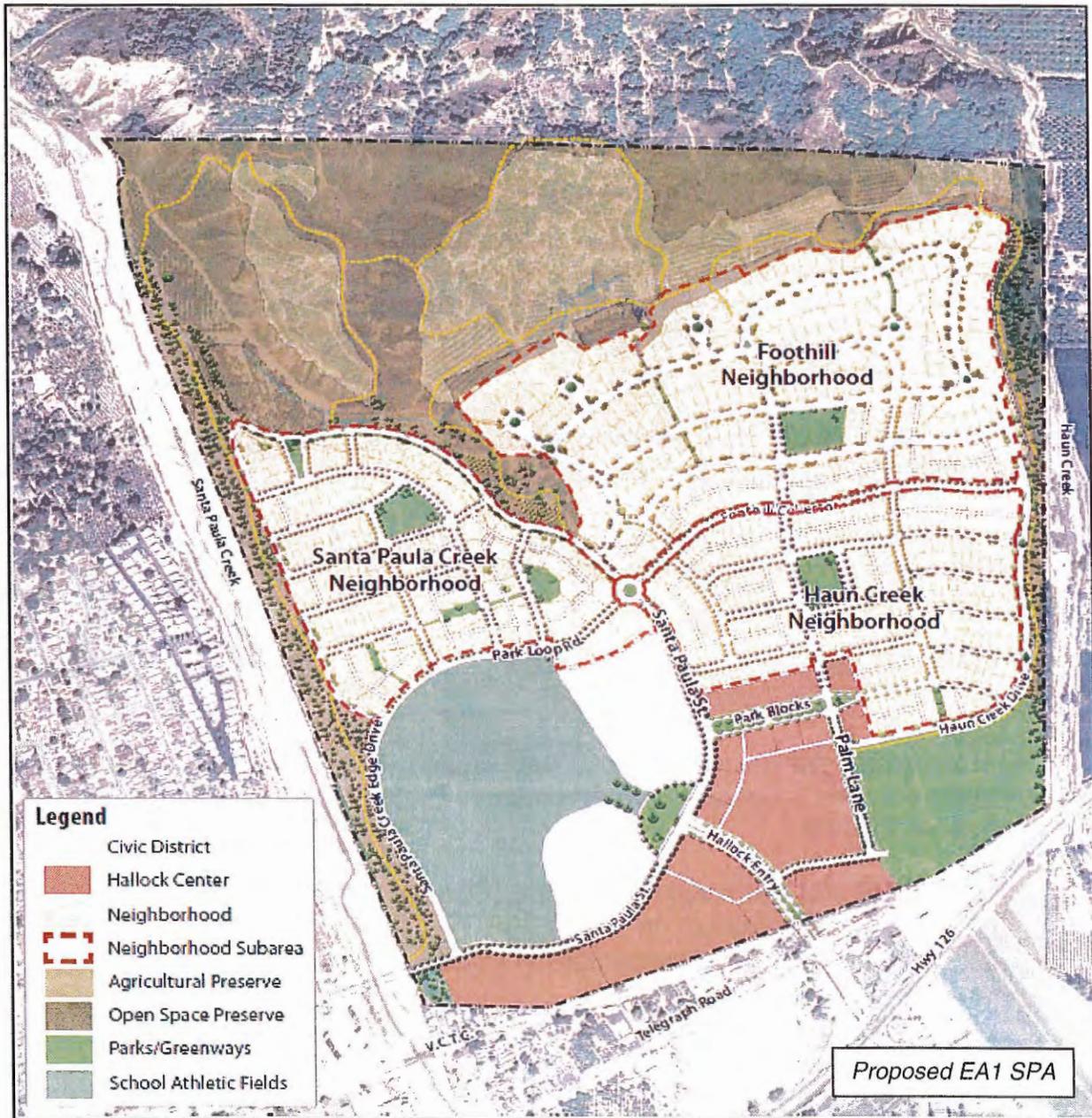
Civic District Plan Update

The Civic District was redesigned in response to changes in the needs for public facilities. As originally planned, the Civic District included 35 acres of community parkland and sites for a new high school, post-secondary education and municipal facilities. The updated plan includes an elementary school site and high school site adjacent to the 37 acre community park. The street system has also been reconfigured to improve access to the East Area 1 Community and the park and school sites.

Hallock Center District

The Hallock Center District incorporates the East Santa Paula Railroad District as defined in the 2008 approved Specific Plan (EA1 SP-3) with land located east of Hallock Drive that is planned for office and business park uses west of Hallock Drive and

neighborhood service retail-commercial and multi-family uses east of Hallock Drive. In addition, the site for the new fire station included in the approved Specific Plan would be relocated to the southwest corner of Santa Paula Street and Hallock Drive, thereby allowing it to provide service to the eastern and central portions of the City of Santa Paula.



Vesting Master Tentative Map No. 5854

Vesting Master Tentative Map (VMTM) No. 5854 is proposed to subdivide the East Area 1 project area into several separate lots to facilitate the development allowed within by the proposed EA1 SPA. The proposed VMTM would establish the primary boundaries of major development areas and primary streets within the plan area. Individual final maps

will be processed in the future as development occurs. The proposed VMTM No. 5854 is attached as Exhibit 3.

ANALYSIS

Final Supplemental Environmental Impact Report (FSEIR) East Area 1 Specific Plan Amendment

Background

The City undertook the following actions in compliance with the California Environmental Quality Act (CEQA):

1. The 30-day public review period for the Notice of Preparation (NOP) started on April 2, 2014 and concluded on May 2, 2014. A Scoping Meeting to solicit public input on the issues proposed for consideration in the Draft Supplemental Environmental Impact Report (DSEIR) was held on April 17, 2014. A total of 14 written responses were received on the NOP.
2. In accordance with CEQA, a Notice of Completion (NOC) of the DSEIR was filed with the SCH OPR on October 3, 2014.
3. A 45-day public review period for the DSEIR pursuant to CEQA commenced on October 3, 2014 and ended on November 17, 2014. A total of 16 written responses were received on the DSEIR.
4. Comments received during the public review period for the DSEIR were responded to in the Responses to Comments Report.
5. A Final Supplemental Environmental Impact Report (FSEIR) was prepared for the proposed East Area 1 Specific Plan Amendment Project. The following components comprise the FSEIR:
 - a. DSEIR and Technical Appendices, (*October 2014*)
 - b. Comments received on the DSEIR and responses to those comments documented in the Responses to Comments Report
 - c. Clarifications & Revisions
 - d. Mitigation Monitoring and Reporting Program (MMRP)

Issues and Analyses Addressed in the FSEIR

The FSEIR addressed and analyzed potential impacts related to implementation of the proposed project for a total of 17 environmental parameters including, without limitation, Land Use and Planning; Agricultural Resources; Mineral Resources; Transportation and Traffic; Air Quality; Noise; Biological Resources; Geology and Soils; Hydrology and Water Quality; Hazards and Hazardous Materials; Aesthetics; Cultural and Historic Resources; Public Services; Recreation; Utilities and Service Systems; Population and Housing; and Greenhouse Gases.

Unavoidable Adverse Impacts

As required by CEQA, the proposed project was designed to avoid and/or substantially lessen potential impacts which could result with project implementation. However, as noted in the FSEIR, there are significant impacts related to the following environmental topics which cannot be mitigated to below a level of significance:

- Agricultural Resources
- Transportation and Traffic
- Air Quality
- Aesthetics
- Cultural and Historic Resources

Statement of Findings and Facts in Support of the East Area 1 Specific Plan Amendment Project FSEIR

The City of Santa Paula is the Lead Agency with respect to the proposed Project pursuant to CEQA Guidelines § 15367. As Lead Agency, the City is required by CEQA to make findings with respect to each significant effect of the proposed East Area 1 Specific Plan Amendment Project.

Planning Commission Resolution No. 3730 and City Council Resolution No. 6906 contain a copy of the Statement of Findings and Facts in Support of the East Area 1 Specific Plan Amendment Project FSEIR. The findings contained with this document disclose the following: (1) those significant adverse impacts which cannot be mitigated to below a level of significance; (2) significant adverse impacts which can be avoided or mitigated to below a level of significance; and (3) impacts of the proposed project that were determined not to be significant.

Statement of Overriding Considerations for the East Area 1 Specific Plan Amendment Project FSEIR

Planning Commission Resolution No. 3730 and City Council Resolution No. 6906 contain a copy of the Statement of Overriding Considerations for the East Area 1 Specific Plan Amendment Project FSEIR.

As the Lead Agency, the City is responsible for determining the potential environmental impacts of the proposed action and which of those impacts are significant. CEQA then requires the Lead Agency to balance the benefits of a proposed action against its significant unavoidable adverse environmental impacts in determining whether or not to approve the proposed action. In addition, Public Resources Code § 21082(b) requires that where a public agency finds that economic, legal, social, technical or other reasons make the mitigation measures or alternatives identified in the FSEIR infeasible and thereby leave significant unavoidable adverse project effects, the public agency must also find that overriding economic, legal, social, technical or other benefits of the project outweigh the significant unavoidable adverse effects of the project.

The FSEIR found most environmental impacts could be substantially avoided or mitigated. However, there are some environment impacts that remained significant even after mitigation. Consequently, before it can approve the East Area 1 Specific Plan Amendment, the City Council must adopt a Statement of Overriding Considerations (SOC). A draft SOC is provided for consideration which outlines the economic, legal, social, technological and other benefits of the project that, staff believes, outweighs the unavoidable, adverse environmental impacts identified in the FSEIR. This recommendation is based upon the following:

1. The East Area 1 Specific Plan Amendment Project will implement the City's adopted General Plan for the East Area 1 Planning Area.
2. The proposed project is consistent with the goals, policies and objectives contained within the General Plan.
3. The East Area 1 Specific Plan Amendment provides for comprehensive planning of a portion of the eastern gateway to the City on SR-126 in accordance with the General Plan.
4. The East Area 1 Specific Plan Amendment will provide a master-planned site that will provide a range of residential, industrial, retail-commercial services, and civic uses not currently available within the City of Santa Paula because there are no suitable sites available in the City for the development of a major mixed use development project.
5. The East Area 1 Specific Plan Amendment will result in a positive fiscal impact to the City of Santa Paula.

Mitigation Monitoring & Reporting Program

Planning Commission Resolution No. 3730 and City Council Resolution No. 6906 contain a copy of the Mitigation Monitoring & Reporting Program (MMRP). A MMRP is required to ensure that adopted mitigation measures are successfully implemented for the East Area 1 Specific Plan Amendment Project. The MMRP notes which City departments will be responsible for monitoring implementation of the individual mitigation measures. The MMRP will be active through all phases of the project, including design, construction, and operation. The project will be developed in phases and may include permits required for implementation of project components. In addition, there are some mitigation measures that must be continuously implemented throughout the development and operation of the project.

Development Agreement

In 2008, as part of the first approval for this project, the City entered into a Pre-Annexation and Development Agreement (DA) with the applicant (as adopted by Ordinance No. 1191). The applicant is proposing to amend the DA with the First Amended and Restated Development Agreement. The proposed amendments as

compared to the 2008 Agreement, and a summary of public benefits are noted below in Table 1:

TABLE 1

**EAST AREA 1 SPECIFIC PLAN DEVELOPMENT AGREEMENT
COMPARISON OF PUBLIC BENEFITS**

Description	2008 Request (approved) (Pre-Annexation DA) Benefit & Timing	2015 Request (First Amended & Restated DA) Benefit & Timing
Sports Facility – Santa Paula Creek Sports Park would include active sports facilities and parking.	\$5,000,000 Final c/o 500 th residential unit.	\$6,000,000 Phased Construction Complete Final c/o 750 th residential unit
Central Park – located adjacent to Hallock Drive. Limoneira must improve Central Park with an entertainment facility and similar cultural amenities.	\$1,000,000 Last c/o for last residential unit in Haun Creek neighborhood.	Reconfigured. Entertainment facility relocated to the Civic District.
Parks and Open Space – Limoneira 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.	223 acres of parks	Approx. 226 acres of parks. Widening of Santa Paula Creek buffer.
Future SR 150 Bypass – Limoneira must provide an irrevocable offer of dedication for a future SR 150 Bypass and, in addition, pay \$100,000 to partially fund the cost of preparing a project study report evaluating the feasibility of a SR 150 bypass.	\$100,000 30 days post city executes contract for preparation of SR-150 Bypass project	Remove \$100,00 commitment. Maintain irrevocable offer of dedication.
Joint Civic Facility – Limoneira must construct and offer 5.6 acres 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. 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.	\$5,000,000 (total) c/o for 500 th residential unit	<i>Eliminate joint civic facility as described due to lack of interest in joint use with college and SPUSD.</i> \$5,000,000 available for other use as determined by City Council at a later date.
Construct Public Safety Facility and equipment.	\$4,000,000 c/o for 500 th residential unit	\$4,750,000 for public safety facility, equipment and operations before c/o for 250 residential unit
Fire needs facility before 500th DU (phase 2).	Public safety facility built at 500 th DU	Per LAFCo will be completed by 250 th DU

Shortfall fund.	\$1,000,000 - Completion of all annex proceedings and exhaustion of statutes of limitations challenge periods	\$2,000,000 per Operating Memo #2 / LAFCO requirement. Funds deposited by developer.
Repair/drainage improvements to Santa Paula Street.	\$500,000 c/o for 250 th residential unit	No Change
Santa Paula Street Bridge – Limoneira must construct a bridge across Santa Paula Creek.	Santa Paula Bridge complete c/o 250 th DU	No Change
Number of DUs for public benefit housing.	100 DUs	No Change
Affordable housing in-lieu fee amount.	Total of \$6,500,000; paid \$4,642.86 upon c/o for each market rate residential unit	No Change
Wastewater treatment contribution – Limoneira to donate toward cost of Water Recycling Facility.	\$3,666.67 each c/o total \$5,500,000	No Change
Development Agreement contribution – Limoneira will make donation to the City for any purpose.	\$500,000 within 5 working days post annexation approval by LAFCO	Completed
Telegraph Beautification Project (curb/gutter/ sidewalk) and Gateway Improvement Project (Hallock / Telegraph entrance).	\$100,000-c/o for 500 th DU	Eliminate. East Gateway Specific Plan will make improvement.
Neighborhood Parks – Limoneira must provide the Santa Paula Creek Neighborhood Park, Foothill Neighborhood Park, and Haun Creek Neighborhood Park.	Neighborhood parks	Total park acreage remains. Reconfiguration with Vesting Master Tentative Map.
Open Space and Agriculture – Limoneira must improve as a greenway the Santa Paula Creek Linear Park; the Haun Creek Linear Park; provide soccer fields within the detention basin; provide an Open Space Preserve; reserve an On-Site Agricultural Preserve; and provide an Off-Site Agricultural Preserve.	Open space, soccer fields, and agricultural preserve.	Increased Santa Paula Creek linear park buffer 19 acres (implement in phases). Haun Creek linear park and Soccer fields increased to 27.1 acres.
Water Tanks – Limoneira must elevate the location of a three-million gallon potable water tank and also construct a second two-million gallon potable water tank.	Improved potable water distribution system.	No Change
Haun Creek Detention –Limoneira must construct at least two detention basins totaling 22 acres, plus an intake and out-take weir system to divert flows from Haun Creek.	Stormwater control	Only one retention basin required.

<p>Educational and Civic Facilities – Limoneira must temporarily offer to dedicate approximately 11.6 acres to the Ventura County Community College District. If Ventura County Community College District rejects the offer, or does not show reasonable interest in accepting it, then Limoneira and the City can seek out another public post-secondary educational institution(s).</p>	<p>Post-secondary institution</p>	<p>Eliminate. No interest from post-secondary institutions.</p>
<p>High School Site – Limoneira must reserve 8.3 acres for the Santa Paula Union High School District.</p>	<p>High school site</p>	<p>No Change</p>
<p>Elementary School Site – Limoneira must reserve 10.8 acres for the Santa Paula Elementary School District.</p>	<p>Elementary school site</p>	<p>No Change</p>
<p>Safe Walk to School Program.</p>	<p>Developer must cooperate with School Districts to create a Safe Walk to School Program, in accordance with applicable law, to be completed before any school opens within the Project Area.</p>	<p>No Change</p>
<p>Recreational vehicle parking.</p>	<p>Limoneira will own, maintain and manage the RV storage site.</p>	<p>No Change</p>
<p>Train stop at the project site.</p>	<p>Developer and City to cooperate to seek VCTC approval and construct.</p>	<p>Eliminate. VCTC does not support.</p>
<p>Third vehicle access point to the development.</p>	<p>Developer and City to cooperate for VCTC approval of a second at-grade crossing within the Project. Developer to install within one year after approval.</p>	<p>Eliminate. CPUC will not allow second crossing.</p>
<p>CPI increases to monetary contributions.</p>	<p>Annual CPI adjustments for construction-related monies.</p>	<p>The denominator in the CPI adjustment fraction shall be CPI as of effective date and numerator will be anniversary of effective date immediately preceding the annual review.</p>
<p>Tax-in lieu fee if Haun Creek neighborhood sold for purposes other than market rate housing.</p>	<p>Developer agrees to covenant property, in a form approved by the City Attorney, to ensure any conveyance of the property for purposes of non-market rate housing protects City from property tax revenue loss.</p>	<p>No Change</p>

<p><i>“Environmentally friendly” industry for the SP Area.</i></p>	<p><i>Before City issues the first certificate of occupancy, Developer must provide plan, in a form approved by the Planning Director, to encourage environmentally friendly industry within the Specific Plan.</i></p>	<p><i>Eliminate</i></p>
<p>Path along southern property/loop.</p>	<p>Specific Plan must be amended, to the Planning Director’s satisfaction, to clarify that a trail system (see Figure 2-5) loops through detention basins and Haun Creek area.</p>	<p>Will be implemented with the Specific Plan Amendment.</p>
<p><i>“Limoneira Lane.”</i></p>	<p><i>Developer and City to cooperate in obtaining CA Department of Transportation approval to reopen “Limoneira Lane” to westbound vehicle traffic from SR-126.</i></p>	<p><i>Eliminate. Caltrans not supportive of Limoneira Lane as 2nd access.</i></p>

PUBLIC NOTIFICATION

A notice of public hearing was published in the *Santa Paula Times* in compliance with state law. As of the date of this report, no comments have been received.

PLANNING COMMISSION AND CITY COUNCIL ACTIONS

A number of Resolutions and Ordinances (briefly summarized below, but not in required order of action) are required as part of the Planning Commission and City Council Actions, which include the following:

Planning Commission

- **Resolution No. 3730** – This Resolution includes background information, findings and recommended actions as it relates to recommending City Council approval certifying the FSEIR, adoption of the Facts & Findings, Statement of Overriding Considerations and Mitigation Monitoring and Reporting Program (MMRP), adoption of the East Area 1 Specific Plan Amendment and Vesting Master Tentative Map No. 5854.

City Council

- **Resolution No. 6906** – This Resolution includes background information, findings and recommended actions as it relates to the certification of the FSEIR, adoption of the Facts and Findings, Statement of Overriding Considerations and MMRP.

- **Resolution No. 6907** – This resolution includes background information, findings and recommended actions as it relates to recommending City Council approval of Vesting Master Tentative Map No. 5854.
- **Ordinance No. 1255** – This Ordinance includes background information, findings and recommended actions as it relates to adopting the East Area 1 Specific Plan Amendment development project pursuant to Government Code §§ 65864, *et seq.*, and the First Amended and Restated Development Agreement.

ATTACHMENTS

- Exhibit 1: East Area 1 Specific Plan Staff Report (2/22/2008) without attachments
- Exhibit 2: Table 1 – Comparison of approved EA 1 SP-3 and proposed EA 1 SPA
- Exhibit 3: Vesting Master Tentative Map No. 5854

EXHIBIT 1
East Area 1 Specific Plan Staff Report (2008) without attachments

**CITY OF SANTA PAULA
MEMORANDUM**

To: Honorable Mayor and Members of the City Council
Honorable Chairperson and Planning Commissioners

From: Janna Minsk, AICP, Planning Director 
Gilberto Ruiz, Project Manager

Subject: Project No. 2006-CDP-02, East Area 1 Specific Plan
Limoneira Company, Applicant

Date: February 22, 2008

Recommendation: The recommended actions are set forth in the Executive Summary.

Fiscal Impacts: The anticipated fiscal impacts of the proposed East Area 1 project are set forth in the Fiscal Impact Analysis found in Resolution No. 3613. In sum, the proposed project would generally be fiscally positive. The proposed Preannexation and Development Agreement with the applicant ensures that the City would not be financially burdened by any potential shortfall in revenue.

Executive Summary: The Limoneira Company proposes to develop a master planned community within the East Area 1 ("EA1") Expansion Area. To accomplish this goal, Limoneira proposes the following for its project:

- The EA1 Specific Plan ("SP") to regulate open space; parkland and greenways; trails; an agricultural preserve; three residential neighborhoods (totaling 1500 dwelling units); and two districts which include, without limitation, commercial, school, civic, light industrial and live/work dwelling units.
- Providing primary vehicle access from Hallock and Santa Paula Creek Drives (north-south) and Teague-McKevett and Santa Paula Boulevards (east-west). Also, Limoneira would build a bridge across Santa Paula Creek.
- Construct on- and off-site improvements including, without limitation, domestic water conveyance and storage systems; five new water wells; recycled water facilities; sewer; and storm water conveyance and detention. Limoneira would dedicate water rights to the City in compliance with the Santa Paula Municipal Code ("SPMC"), which the City would use to meet the project's water needs.

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beginning February 25, 2008***

- Limoneira would construct a public safety facility, civic center, various educational facilities, and recreational facilities.

To approve the project, the City Council (upon Planning Commission recommendations) must take the following actions after public hearings:

- Certify the Waters Supply Assessment ("WSA");
- Certify the Final Environmental Impact Report ("FEIR"), adopt findings of fact, adopt statements of overriding considerations, and adopt a mitigation monitoring and reporting program.
- Adopt General Plan Amendments which amend the General Plan Land Use Element, Circulation Element and Conservation Open Space Element to include the Specific Plan land uses, intensities, densities and road system for the East Area 1 Expansion Area.
- Adopt the SP for EA1 which constitutes rezoning for the EA1 Area.
- Adopt a Development Agreement.
- File an application with the Ventura County Local Area Formation Commission to annex the project site.
- Place a measure on the ballot to obtain voter approval for changing the CURB and Intensification of Use.

OVERVIEW OF PROJECT PROCESS

Background and History

Teague-McKevett Ranch

The project site is historically associated with the Teague-McKevett Ranch. Both Charles C. Teague and the McKevett family have a long association with the growth and development of the City of Santa Paula, Ventura County and the southern California citrus industry, in particular. Over the last one hundred years, the Teague-McKevett Ranch was actively farmed for orchard (citrus and avocado) and row crop production. A number of ranch facilities are located throughout the property, including wells, irrigation ditches, access roads, storage facilities and barn. Remnant housing constructed for the ranch's employee population also remains on-site and are primarily concentrated along Padre Lane.

East Area 1 Steering Committee and Charrette Process

The East Area 1 Specific Plan preparation began with creation of the East Area One Steering Committee ("Committee") comprised of City and Project Applicant

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representatives. At the direction of the Committee and property owners (Limoneira Company and Newsom Family Trust), a design team prepared different designs for public consideration.

The Committee held a series of public meetings in 2006 to solicit public input. On March 2, 2006, the Committee considered a conceptual design which reflected public input and forms the basis for the proposed Specific Plan.

Plan Santa Paula

Also in 2006, the City initiated a series of community workshops (Plan Santa Paula) to gain insight as to priorities and ideas for future housing development in the City. Feedback from the community relative to East Area 1 included the following:

- Encourage a mix of housing units in East Area 1
- Maintain rural edges/buffers
- Mitigate for lost agriculture lands
- East Area 1 site should serve as a distinct gateway to the City

East Area 1 Specific Plan and Development Application

After public outreach and input, the project Applicants' design team prepared a draft Specific Plan. On May 16, 2006 the City received a draft copy of the proposed East Area 1 Specific Plan and associated Development Application requesting entitlements and other discretionary approvals (discussed below) for the 501 acre project site. Following an initial review of the draft Specific Plan, the City requested the Applicants prepare the following reports and/or studies in support of the Specific Plan and in conformance with the General Plan (GP) and Santa Paula Municipal Code (SPMC):

- Fiscal Impact Analysis Report
- Market Study Analysis Report
- Inclusionary Housing Plan
- General Plan Consistency Analysis
- Infrastructure Plan
 - Potable Water Master Plan
 - Sewer Master Plan
 - Recycled Water Master Plan
 - Drainage & Hydrology Analysis Plan
 - Transportation & Circulation Plan
- Phasing & Implementation Plan

FINAL ENVIRONMENTAL IMPACT REPORT (FEIR)

Background

The City undertook the following actions in compliance with the California Environmental Quality Act (CEQA):

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beginning February 25, 2008***

1. In accordance with the CEQA requirements, a Notice of Preparation (NOP) of a Draft EIR (DEIR) was filed with the State Clearinghouse (SCH) Office of Planning and Research (OPR) on July 28, 2006 (SCH Number 2006071134).
2. The 30-day public review period for the NOP started on July 28, 2006 and concluded on September 5, 2006. A Scoping Meeting to solicit public input on the issues proposed for consideration in the EIR was held on August 9, 2006. On August 25, 2006, the City extended the comment period for the NOP an additional 30 days in order to solicit additional public comments. The extended NOP comment period ended on September 23, 2006. A total of eleven written responses were received on the NOP.
3. In accordance with the CEQA requirements, a Notice of Completion (NOC) of the DEIR was filed with the SCH OPR on November 16, 2007.
4. A 45 day public review period for the DEIR pursuant to CEQA commenced on November 16, 2007 and ended on January 7, 2008. A total of 22 written responses were received on the DEIR.
5. Comments received during the public review period for the DEIR were responded to in the Responses to Comments Report (P&D Consultants, February 2008).
6. A Final Environmental Impact Report (Final EIR) was prepared for the proposed East Area 1 Specific Plan. The following components comprise the Final EIR:
 - a. DEIR and Technical Appendices (two volumes), (November 2007).
 - b. Comments received on the DEIR and responses to those comments documented in the Responses to Comments Report (February 2008)
 - c. Clarifications & Revisions
 - d. Mitigation Monitoring and Reporting Program (MMRP).
 - e.

All attachments, incorporations and references to the documents identified in items a and b above.

Issues and Analysis Addressed in the FEIR

The FEIR addressed and analyzed potential impacts related to implementation of the proposed project for a total of 16 environmental parameters including, without limitation, Agricultural Resources; Cultural Resources; Hydrology and Water Quality; and Land Use and Planning.

Water Supply

At present, water supplies for irrigation are derived from three on-site wells. These wells draw from the Santa Paula and Fillmore Groundwater Basins and supply the domestic and agricultural needs of the project site. Currently, a total of 405 acres are under agricultural production with the remainder comprised of non-irrigated open space. Over the last five years, the average annual groundwater consumption has been 816.3

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acre-feet per year (AFY). The property owners have a combined on-site groundwater allocation of 1,283.1 AFY.

An analysis prepared by the City's Public Works Department and contained within the Water Supply Assessment and Verification for the East Area 1 Specific Plan (see Exhibit "A" to Resolution No. 6457) indicates that the proposed land uses would require from 1,359.2 to 1,744.4 AFY of water.¹ Of this total, between 866.0 AFY and 1,050.5 AFY is potable water demand and 308.7 AFY is non-potable water demand for irrigation of parks, athletic fields, and agricultural preserve.

Project Alternatives

Five (5) Project Alternatives were considered as follows:

- Alternative 1: No Project Alternative
- Alternative 2: Santa Paula General Plan - 900 Dwelling Units
- Alternative 3: East Area 1 Specific Plan - 1,000 Dwelling Units
- Alternative 4: East Area 1 Specific Plan - 1,250 Dwelling Units
- Alternative 5: East Area 1 Specific Plan – State Route 150 Bypass

Environmentally Superior Alternative

The analysis contained within the FEIR determined that the Proposed Project (i.e., 1,500 Dwelling Units) and Alternative 4 were the environmentally superior alternatives.

The FEIR also addressed a number of additional issues required by the California Environmental Quality Act (CEQA) which included:

- Growth-inducing Impacts
- Cumulative Impacts
- Irretrievable and Irreversible Commitment of Resources
- Unavoidable Adverse Impacts
- Mitigation Measures

Unavoidable Adverse Impacts

As required by CEQA, the proposed project was designed to avoid and/or substantially lessen potential impacts which could result with project implementation. However, as noted in the FEIR, there are several environmental parameters, which cannot be mitigated to below a level of significance as follows:

- Aesthetics
- Agricultural Resources
- Cultural Resources
- Air Quality

¹ Note: The demand estimate uses a range for domestic demand of 132 gallons per day person and 163 gallons per day person, respectively.

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Statement of Findings and Facts in Support of the East Area 1 Specific Plan EIR

The City of Santa Paula is the Lead Agency with respect to the proposed East Area 1 Specific Plan pursuant to the Section 15367 of the CEQA Guidelines. As Lead Agency, the City is required by CEQA to make findings with respect to each significant effect of the proposed East Area 1 Specific Plan.

Resolution No. 3612 and Resolution No. 6458 contain a copy of the Statement of Findings and Facts in Support of the East Area 1 Specific Plan FEIR. The findings contained with this document disclose the following: (1) those significant adverse impacts which cannot be mitigated to below a level of significance; (2) significant adverse impacts which can be avoided or mitigated to below a level of significance; and (3) impacts of the proposed project that were determined not to be significant.

Statement of Overriding Considerations for the East Area 1 Specific Plan EIR

Resolution No. 3612 and Resolution No. 6458 contain a copy of the Statement of Overriding Considerations for the East Area 1 Specific Plan FEIR.

As the Lead Agency, the City is responsible for determining the potential environmental impacts of the proposed action and which of those impacts are significant. CEQA then requires the Lead Agency to balance the benefits of a proposed action against its significant unavoidable adverse environmental impacts in determining whether or not to approve the proposed action. In addition, Public Resources Code Section 21082(b) requires that where a public agency finds that economic, legal, social, technical or other reasons make the mitigation measures or alternatives identified in the EIR infeasible and thereby leave significant unavoidable adverse project effects, the public agency must also find that overriding economic, legal, social, technical or other benefits of the project outweigh the significant unavoidable adverse effects of the project.

The analysis contained within the FEIR determined that although most potential environmental impacts identified could be substantially avoided or mitigated through the identification and adoption of Project Design Features, and Mitigation Measures, some impacts remain, or may be asserted to remain, for which complete mitigation is not feasible or may not be sufficient in some other manner.

Staff is recommending adoption of the Statement of Overriding Considerations given that the economic, legal, social, technological and other benefits of the project outweigh the unavoidable, adverse environmental impacts, as addressed in the FEIR. This recommendation is based upon the following:

1. The proposed project is located within a planned Expansion Area (East Area 1), as identified within the City's General Plan.
2. The proposed project is consistent with the goals, policies and objectives contained within the General Plan. In addition, it is consistent with policy and/or principals of the Southern California Association of Governments as it relates to

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its Regional Comprehensive Plan and Guide, Growth Visioning and Regional Transportation Plan.

3. A Specific Plan was prepared for the project site in compliance with requirements of the General Plan.
4. The proposed project contains many of the uses and amenities originally contemplated within the General Plan for this Expansion Area.
5. The proposed project would result in modification of the Santa Paula-Fillmore Greenbelt, which was previously contemplated in the General Plan.
6. The proposed project would include mixed use development as encouraged in the General Plan.
7. The proposed project would require a Sphere of Influence amendment for the East Area 1 Expansion Area consistent with the General Plan.
8. The proposed project would include development standards, amenities and facilities for the East Area 1 which are consistent with those identified for this area in the General Plan.
9. The proposed project would implement many of the roadway improvements noted in the General Plan and associated with the East Area 1 Expansion Area.
10. The proposed project does not include parcels which are included in a Land Conservation Act (Williamson Act) contract.
11. The proposed project would include drainage improvements to Haun Creek which would eliminate flooding at State Route 126.
12. The proposed project would include multi-purpose trails consistent with the General Plan.
13. The proposed project would include the provision of infrastructure and services which could adequately serve the project site.
14. The Fiscal Impact Analysis Report prepared for the proposed project indicates that reorganization (annexation) of the project site would not result in fiscal impacts that would be detrimental to the City of Santa Paula.

The proposed project would also be consistent with its established objectives which include:

1. Help revitalize the existing built environment and economic climate of the City by permitting new investment and development in East Area 1 that reflects and complements the existing pattern and scale of development in Santa Paula.
2. Cluster development to preserve the hillside portions of the site most visible from the City and surrounding areas.

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3. Enhance Haun Creek to provide drainage facilities that are natural in appearance, provide additional natural habitat, and create a buffer between development and agricultural uses to the east that is consistent with the visual character of the area.
4. Create a compact, cohesive community consisting of residential, commercial, open space, and public facilities connected to each other and the existing downtown by a coherent network of interconnected streets, walkways and trails.
5. Establish new residential neighborhoods and districts with supporting commercial and institutional uses.
6. Provide a wide variety of housing types and lifestyle choices, which are consistent with and embody Santa Paula traditions.
7. Allow for development of a sufficient number of homes to support viable neighborhood-serving commercial uses within close proximity to residential areas.
8. Provide a wide range of open space, park and recreational facilities serving residents of the City of Santa Paula and surrounding areas and reinforcing the community's identity and connection to its natural and agricultural surroundings.
9. Provide sites for a wide range of educational facilities including primary, secondary and post –secondary facilities, to meet the needs of residents of the City of Santa Paula and the surrounding community.

Mitigation Monitoring & Reporting Program

Resolution No. 3612 and Resolution No. 6458 contain a copy of the Mitigation Monitoring & Reporting Program (MMRP). A MMRP is required to ensure that adopted mitigation measures are successfully implemented for the East Area 1 Specific Plan project (proposed project). As the Lead Agency, per CEQA, the City is responsible for implementing the MMRP. As noted in the MMRP, City departments which will be responsible for monitoring implementation of the individual mitigation measures are noted. The MMRP for the project will be active through all phases of the project, including design, construction, and operation. The project will be developed in phases and may include permits required for implementation of project components. In addition, there are some mitigation measures that must be continuously implemented throughout the development and operation of the project.

GENERAL PLAN AMENDMENT

The proposed project requires a General Plan Amendment. This is comprised of actions which require both the Planning Commission/City Council and voter approvals. Resolutions Nos. 3613 and 6459, which include the General Plan amendments that do not require voter approval, contain background information and corresponding exhibits

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showing the proposed amendments. Provided below is a brief overview of these items and background information.

Overview of the General Plan Amendment

The Property is located within the City's Area of Interest (but outside of its current Sphere of Influence) and is within an area contemplated by the General Plan for future development of urban uses. The City designated the EA1 location as a General Plan Expansion Area on April 13, 1998.

The proposed General Plan Amendments for the Project include the following and do not require electorate approval:

- Land Use Element: Land Use Figures LU-4 will be revised, and new Figure LU-5A added, to identify the East Area 1 Expansion Area as the "East Area 1 Specific Plan (SP-3)" land use designation. Land Use Table LU-5 will be revised to include accurate adjusted acreages of land use categories and dwelling unit counts to be consistent with the EA1SP and identify "East Area 1 Specific Plan (SP-3)" as a new land use designation. Text revised in Land Use Sections III.B and IV.I to reflect changes in the East Area 1 project description and to include additional details in terms of land use acreages, maximum dwelling units, and infrastructure improvements.
- Circulation Element: Circulation Figures CI-3, CI-5 and CI-6 will be revised to reflect East Area 1's proposed arterial, collector and access roadway configuration, as well as daily trips generated per the project Traffic Study. Circulation Table CI-3 will be revised to reflect the average daily trips and peak hour trips associated with the EA1SP as identified in the project Traffic Study

Non-Voter approval items include graphic and text revisions, as noted above.

SPECIFIC PLAN

The Property is currently not zoned by the Santa Paula Municipal Code ("SPMC"). Approving the proposed Specific Plan for East Area 1 will constitute rezoning for the Property. The area would be designated *East Area 1 Specific Plan SP-3* on the City's zoning map. The East Area 1 Specific Plan is not effective until the Ventura Local Agency Formation Commission (LAFCO) approves reorganization (annexation) of the Project area into the City.

The East Area 1 project site is currently located immediately east of and outside of the City's corporate boundary, but is proposed for reorganization (annexation). The Ventura Local Agency Formation Commission (LAFCO) requires rezoning for areas proposed for reorganization (annexation). The area proposed for reorganization (annexation) includes the entire 501 acres area comprising the EA1SP. The proposed rezoning designation is "East Area 1 Specific Plan (SP3)."

The EA1SP regulates the land use, development standards, circulation network, and project objectives. Note that since the referenced figures and/or tables are derived from the

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Final EIR, this staff report utilizes the FEIR reference system except that such figures or tables are noted in this Staff Report by Exhibit (i.e., Figure 3-4 is Exhibit 1).

LAND USE PLAN

Neighborhoods & Districts

The EA1SP's vision for the master planned community is shown in Figure 3-4 (see Exhibit 1). The Specific Plan provides for a variety of dwelling units within the proposed neighborhoods and districts and includes:

- Single-family Detached (SFD) – These dwelling units consist of free-standing residential buildings generally built on land larger than the building and containing yards.
- Single-family Attached (SFA) - These dwelling units consist of attached residential buildings generally built on land larger than the building and containing yards. These residences generally include town homes, duplexes and triplexes.
- Multi-Family (MF) - These dwelling units consist of attached residential buildings generally built on land larger than the building and containing yards. These residences generally include apartment buildings (four or more units).
- Work/Live Units (LWU) – These include a structure designed primarily for nonresidential uses with secondary residential uses above. Work/Live buildings have a separation of occupancy between the nonresidential and residential floors.

A description of the proposed neighborhoods and districts and the residential unit type(s) proposed is contained within the EA1SP. Table 1 contains a summary of proposed land uses by neighborhood and district within the Specific Plan.

**TABLE 1
SUMMARY OF PROPOSED LAND USES BY NEIGHBORHOOD & DISTRICT**

PLANNING AREA	LAND USE/NEIGHBORHOOD	ACREAGE	LIGHT INDUSTRIAL	COMMERCIAL	CIVIC	DWELLING UNITS
A	Santa Paula Creek Neighborhood:					
	Residential	33.1				326
	Agricultural Preserve	14.3				
	Open Space – Park	5.1				
	Open Space – Roads, Medians	21.4				
	Subtotal	73.9				326
B	Foothill Neighborhood:					
	Residential	66.4				359
	Open Space	79.4				
	Agricultural Preserve	40.7				

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**TABLE 1
SUMMARY OF PROPOSED LAND USES BY NEIGHBORHOOD & DISTRICT**

PLANNING AREA	LAND USE/NEIGHBORHOOD	ACREAGE	LIGHT INDUSTRIAL	COMMERCIAL	CIVIC	DWELLING UNITS
	Open Space – Parks, Greenways	11.4				
	Open Space – Roads, Medians	26.0				
	Subtotal	223.9				359
C	Santa Paula Creek Civic District:					
	Civic – School	8.3			110,400	
	Civic – Shared Facilities	5.6			65,000	
	Civic – Community College	11.6			165,000	
	Open Space – Shared Athletic Fields	23.2				
	Open Space – Parks, Greenways	12.0				
	Open Space – Roads, Medians	13.1				
	Subtotal	73.8			340,400	0
D	Haun Creek Neighborhood:					
	Residential	28.0				745
	Commercial – Assisted Living	3.0		75,000		
	Commercial – Office/Retail	10.0		150,000		
	Civic – School	10.8			35,400	
	Open Space – Parks, Greenways	37.3				
	Open Space – Roads, Medians	21.0				
Subtotal	110.1		225,000	35,400	745	
E	East Santa Paula Railroad District:					
	Work/Live	7.3				70
	Work – Light Industrial/Employ.	7.3	150,000			
	Commercial – Office/Retail	2.4		60,000		
	Open Space – Roads, Medians	2.4				
Subtotal	19.4	150,000	60,000		70	
TOTAL SPECIFIC PLAN AREA		501.1	150,000	285,000	375,800	1,500

Source: East Area 1 Specific Plan, September, 2007

DEVELOPMENT STANDARDS

EA1SP also establishes Development Standards which regulate architectural styles, building materials and other requirements. These are generally noted in Figure 3-4 (see Exhibit 1).

Additionally, the Development Standards utilize a number of Neighborhood and District Overlays to provide residents and visitors with a "sense of place." Building styles and types are provided in the EA1SP and identify various permissible architectural styles such as Monterey, Spanish Revival, Tudor, Craftsman, or Victorian.

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OPEN SPACE, PARKLAND, TRAILS & AGRICULTURAL PRESERVE

The GP sets forth the maximum standard under state law of five acres of parkland per 1,000 residents.² As shown in Table 2, utilizing the January 2006 City population estimate of 29,133 persons (California Department of Finance) and its existing parkland acreage of 35.9 acres, there is a parkland shortfall of approximately 109.8 acres.

**TABLE 2
PARKLAND CALCULATION**

2006 City Population	29,133
Existing Parkland Acreage	35.9
Citywide Parkland Acreage Goal	145.7
Parkland Shortfall Acreage	109.8

Source: P&D Consultants, 2007.

As discussed below and in Section 4.14 (Recreation) of the Final EIR, implementing the EA1SP would significantly increase the City's parks and recreational fields.

Open Space

A total of approximately 80 acres of natural lands located immediately north of the Agricultural Preserve (see below) and the Santa Paula Creek and Foothill Neighborhoods would be dedicated as Open Space under the Specific Plan.³ The location of these Open Space areas is shown in Figure 3-4 (see Exhibit 1).

Parkland

The Specific Plan proposes constructing approximately 66 acres of parkland and greenways. Of this total, 64.4 acres is proposed as passive park space and greenways, while the remaining 1.4 acres would be active parkland containing basketball courts and ball fields. Section 4.14 (Recreation) of the Final EIR contains a detailed discussion of these facilities, including acreage and amenities. The EA1SP would also provide a total of approximately 23 acres of shared athletic facilities. The location of the Parks & Shared Facilities is shown in Figure 3-5 (see Exhibit 2).

Trails

Recreational trails are proposed to be located along the Santa Paula Creek and Foothill Neighborhoods. Along the north edge of the Foothill Neighborhood, multiple trail heads are to be provided leading to recreational trails in the foothills. Similarly, within the Santa Paula Creek neighborhood, trail heads leading to the foothills and along Santa Paula Creek to the Santa Paula Branch Line Trail would be constructed. Trailheads

² City of Santa Paula General Plan, Government Code § 66477

³ Note: The approximately 80 acres of open space would be dedicated to the City by the Limoneira Company.

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would be constructed in a number of parks and/or greenway areas including the proposed Santa Paula Creek Recreational Park, Santa Paula Creek Linear Park, Hallock Trailhead Park and Haun Creek Greenway. The location of the on-site trails is shown in Figure 3-6 (see Exhibit 3).

Agricultural Preserve

An Agricultural Preserve (Preserve) is proposed for the areas comprising the Santa Paula Creek and Foothill Neighborhoods. The Preserve would be comprised of approximately 55 acres of existing avocado orchards located immediately north of these neighborhoods. These orchards would continue to be actively farmed. The location of the Preserve is shown in Figure 3-4.⁴ (see Exhibit 1).

CIRCULATION NETWORK

Thoroughfares and Roadways

The Specific Plan includes the development of an extensive traffic and pedestrian circulation network. The EA1SP identifies specific thoroughfare design standards for both the traveled way (parking lanes, travel lanes, medians) and the pedestrian way (sidewalks, trails, curbside landscaping). All thoroughfares are designed to encourage an attractive and comfortable pedestrian environment. Figure 3-6 (see Exhibit 3) (Thoroughfare Schematic Layout) shows the proposed circulation system within the Specific Plan.

Santa Paula Street Bridge

Santa Paula Creek Bridge would serve as the eastern Gateway from downtown Santa Paula and would require extending Santa Paula Street east across Santa Paula Creek. This facility is proposed as a single-span bridge and would not require the construction of support pilings within Santa Paula Creek. It features a two-way bicycle trail, separated from vehicular and pedestrian traffic, which links with the multi-use trail running north parallel to Santa Paula Creek. The ROW width would be 60 feet with two travel lanes and turn lane.

INFRASTRUCTURE PLAN

The implementation of the Specific Plan would require the construction and/or extension of both on- and off-site infrastructure including sewer, storm drains, potable water, electricity, natural gas and other facilities associated with urban development. Additional on-site public services such as fire, police and trash pick up and disposal would also be needed.

⁴ Note: The Agricultural Preserve would be fenced in order to control right of entry to this area. However, trail access points would be included to allow City resident entry to the approximately 80 acres of natural areas that would remain undeveloped within the northern portion of the Specific Plan site and adjacent to the Agricultural Preserve

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DEVELOPMENT AGREEMENT

Ordinance No. 1191 contains background information and findings concerning the Development Agreement.

In accordance with SPMC § 16.234.030, the City and Applicant negotiated a Preannexation and Development Agreement ("DA") to implement the Project and fulfill the objectives set forth in SPMC § 16.234.010. The City Council reviewed a draft version of the DA on January 24, 2008.

Public Benefits of the DA

The DA, if adopted, would provide a number of public benefits to the City. What follows is a partial list of public benefits:

- Parks and Open Space – Limoneira must reserve at least 300 acres for open space including, without limitation, 85.2 acres of parkland active and passive parks. The 85.2 acres of parks increases City's overall park acreage by approximately 237%, reducing City's overall shortfall to 24.6 acres;
- Community Parks – Limoneira must provide two community parks including:
 - Santa Paula Creek Sports Park which would include active sports facilities such as a baseball field, three softball fields/four soccer fields, six tennis courts, six basketball courts, a track and football field, and parking. Limoneira's costs cannot exceed \$5M.
 - Central Park which would be a public park approximately located adjacent to Hallock Drive. Limoneira must improve Central Park with an entertainment facility and similar cultural amenities. Limoneira's costs cannot exceed \$1M.
- Neighborhood Parks – Limoneira must provide the Santa Paula Creek Neighborhood Park, Foothill Neighborhood Park, and Haun Creek Neighborhood Park (5 acres each).
- Open Space and Agriculture – Limoneira must improve as a greenway the Santa Paula Creek Linear Park; the Haun Creek Linear Park; provide soccer fields within the detention basin; provide an Open Space Preserve; reserve an On-Site Agricultural Preserve; and provide an Off-Site Agricultural Preserve.
- Water Tanks – Limoneira must elevate the location of a three-million gallon potable water tank and also construct a second two-million gallon potable water tank.
- Santa Paula Street – Limoneira must construct a bridge across Santa Paula Creek and, in addition, improve with curbs, sidewalk, gutters and landscaping the

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City's existing right-of-way on the southerly side of Santa Paula Street from 12th Street to the new Santa Paula Street Bridge

- Future SR 150 Bypass – Limoneira must provide an irrevocable offer of dedication for a future SR 150 By-pass and, in addition, pay \$100,000 to partially fund the cost of preparing a project study report evaluating the feasibility of a SR 150 bypass
- Haun Creek Detention –Limoneira must construct at least two detention basins totaling 22 acres, plus an in-take and out-take weir system to divert flows from Haun Creek.
- Educational and Civic Facilities – Limoneira must temporarily offer to dedicate approximately 11.6 acres to the Ventura County Community College District. If Ventura County Community College District rejects the offer, or does not show reasonable interest in accepting it, then Limoneira and the City can seek out another public post-secondary educational institution(s).
- High School Site – Limoneira must reserve 8.3 acres for the Santa Paula Union High School District.
- Joint Civic Facility – Limoneira must construct and offer 5.6 acres 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. 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. Limoneira's cost for constructing the Joint Civic Facility cannot exceed \$5M.
- Elementary School Site – Limoneira must reserve 10.8 acres for the Santa Paula Elementary School District.
- Public Safety Facility – Limoneira must construct a public safety facility to house a fire station, including shower and exercise facilities, with office space for police department personnel. Limoneira's costs for constructing the public safety facility cannot exceed \$3M.
- Wastewater Treatment Contribution – Limoneira must pay \$3M for the Water Recycling Facility.
- Development Agreement Contribution – Limoneira must pay \$400K to the City, which may be used by City for any purpose.

Inclusionary Housing

The DA proposes an inclusionary housing plan in accordance with the SPMC as contained within Ordinance No. 1191. In sum, Limoneira will construct 75 homes for households where the gross annual income does not exceed 200% of the Ventura

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County median household income. In addition, Limoneira will pay the City \$5M as an in-lieu fee to satisfy the remainder of its inclusionary housing requirements.

ANNEXATION/SPHERE OF INFLUENCE CHANGE

If the City Council approves the EA1SP, the City would file an application to the Ventura County Local Agency Formation Commission ("LAFCO") for reorganization (annexation) of presently unincorporated parcels within the county of Ventura's jurisdiction. These parcels would be governed by EA1SP. The request would also include detachment from the County's Fire District and Resource Conservation District. The application would affect the following parcels: APNs 040-0-180-565, 040-0-180-435, 107-0-200-115, and 107-0-045-015.

Adopting Resolution No. 6465 would authorize the City Manager, or designee, to file an application with the Ventura County Local Agency Formation Commission (LAFCO) and request reorganization (annexation) of approximately 501 acres associated with the EA1SP from Ventura County to the City of Santa Paula.

The reorganization (annexation) will include the EA1SP and will be pre-zoned "Specific Plan." The EA1SP proposes a mix of uses comprised of residential, commercial, light industrial, agricultural/open space, recreational and institutional uses.

LAFCO is responsible for establishing jurisdictional boundaries of public agencies in accordance with the Cortese-Knox-Hertzberg Local Government Reorganization Act of 2000 (Government Code §§ 56000, *et seq.*). One of LAFCO's duties is to encourage the orderly formation and expansion of local government agencies.

The annexation area is comprised of property that would be governed by the EA1SP. The annexation area is outside of the City's Sphere of Influence, but contiguous with the City's existing boundary. In addition to reorganization (annexation), the City will also request LAFCO to approve a Sphere of Influence amendment to include the EA1SP.

SOAR/MEASURE L6 –SPECIAL ELECTION

The Project proposes to expand the City Urban Restriction Boundary ("CURB") set forth in Figure No. LU-4a of the Santa Paula General Plan ("GP") to encompass most of the East Area One Expansion Area ("Project Area"). In addition, the Project proposes an Intensification of Use, as defined in SPMC Chapter 16.237, for the Project.

Proposed Resolution No. 6461 would place a General Plan Amendment ("GPA") on the June 3, 2008 ballot for a special election in accordance with Section III(F) of the Land Use Element to the General Plan (the "Save Open-space and Agricultural Resources Santa Paula City Urban Restriction Boundary Initiative" or "SOAR"), and Section III(G) of the Land Use Element to the General Plan (aka the "81-Acre Initiative" or the "Citizens Advocating Responsible Expansion Initiative"). SOAR and the 81-Acre Initiative require voter approval for the GPA because (1) the GPA proposes to amend General Plan Figure LU-4a by changing the City Urban Restriction Boundary ("CURB") to incorporate East Area 1; and (2) the GPA proposes to increase the density and land

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use intensity set forth in General Plan Figure LU-5 and Table LU-7 as they affect East Area 1 and, more specifically, the Project Site which comprises more than 81 acres.

SPMC § 16.237.070(A) allows the City Council to place one initiative on the ballot whenever a proposed development requires voter approval to both change the CURB and increase density or land use intensity (identified by SPMC Chapter 16.237* as an "Intensification of Use"). Consequently, the City Council is not required to place two initiatives on the ballot for voter consideration.

Without voter approval of the CURB amendment and the Intensification of Use, the Project would be inconsistent with the General Plan and, accordingly, cannot be implemented.

PLANNING COMMISSION AND CITY COUNCIL ACTIONS

A number of Resolutions and Ordinances (briefly summarized below, but not in required order of action) are required as part of the Planning Commission and City Council Actions and which include the following:

Planning Commission

- Resolution 3612 – This Resolution includes background information, findings and recommended actions as it relates to the certification of the FEIR, adoption of the Facts & Findings, Statement of Overriding Considerations and MMRP (previously described above). It also recommends that the City Council adopt the Resolution.
- Resolution 3613 – This Resolution includes background information, findings and recommended actions as it relates to the General Plan Amendments, Specific Plan/Rezoning, Growth Management Allocations, Development Agreement, and Application for Annexation (previously described above). It also recommends that the City Council adopt the Resolution.
- Resolution 3614 – This Resolution includes background information, findings and recommended actions as it relates to approval of A General Plan Amendment to adjust the City Urban Restriction Boundary and allow an intensification of use pursuant to Santa Paula Municipal Code Chapter 16.237. It also recommends that the City Council adopt the Resolution.

City Council

- Ordinance 1190 – This Ordinance includes background information, findings and recommended actions as it relates to rezoning portions of the East Area 1 Expansion Area as the East Area 1 Specific Plan (SP-3).

* Note that Ordinance No 1188, which adds Chapter 16.237 to the SPMC, will become effective on March 20, 2008

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- Ordinance 1191 – This Ordinance includes background information, findings and recommended actions as it relates to adopting a Development Agreement for the East Area 1 development project pursuant to Government Code §§ 65864, *et seq.*
- Resolution 6457 – This Resolution includes background information, findings and recommended actions as it relates to certifying the Draft Revised Water Supply Assessment and Verification for the East Area 1 Specific Plan for Project No. 2006-CDP-02.
- Resolution 6458 – This Resolution includes background information, findings and recommended actions as it relates to the certification of the FEIR, adoption of the Facts & Findings, Statement of Overriding Considerations and MMRP (previously described above).
- Resolution 6459 – This Resolution includes background information, findings and recommended actions as it relates to the General Plan Amendments, Specific Plan/Rezoning, Growth Management Allocations, Development Agreement, and Application for Annexation (previously described above).
- Resolution 6465 – This Resolution includes background information, findings and recommended actions as it relates to authorizing the City Manager, or designee, to file an application with the Ventura County Local Agency Formation Commission (LAFCO) and request reorganization (annexation) of approximately 501 acres associated with the EA1SP from Ventura County to the City of Santa Paula.

Election Resolutions (City Council)

Resolutions 6460, 6461 and 6462 include the following:

- Calling for a special municipal election on June 3, 2008;
- Adding the East Area 1 Project Approval Initiative to the ballot; and
- Establishing requirements for ballot arguments (filed with the City Clerk) to be included on the June 3, 2008 municipal election;

Resolution 6463 would direct the City Attorney to prepare an impartial analysis of the proposed initiative.

The Initiative Measure (included as part of Resolution 6461 addresses the following:

- General Plan Amendment – CURB – Figure LU-4a of the General Plan would be amended as noted in Resolution 6461, Exhibit "A-1".

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- General Plan Amendment – Intensification of Use – Figure LU-5 and Table LU-7 of the General Plan would be amended as noted in Resolution 6461, Exhibit “B-1” and “C.”



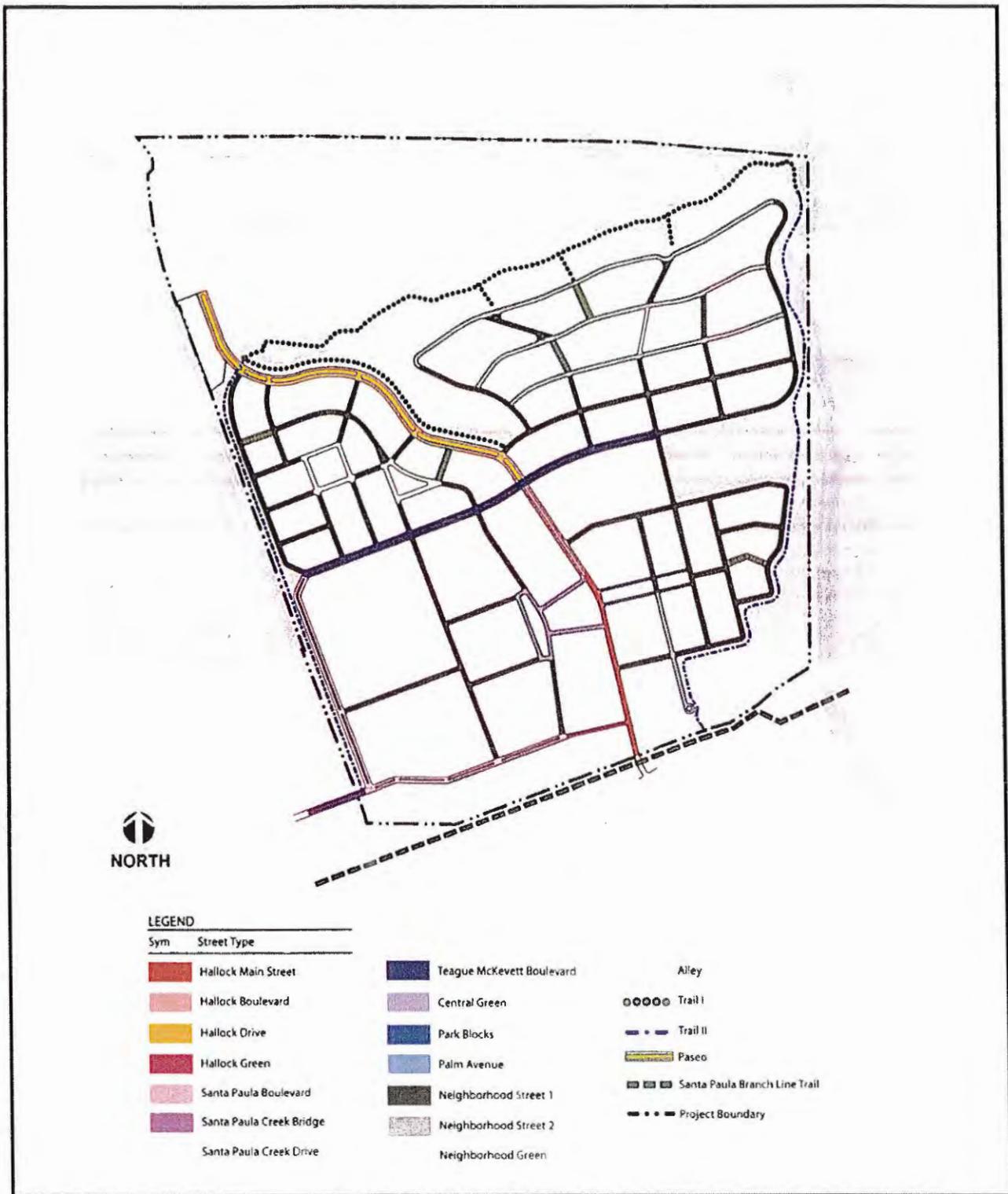
Source: HDR Town Planning (2007) & P&D Consultants, Inc (2007)

Figure 3-4
East Area 1 Illustrative Plan



Source: HDR | Town Planning (2007) & P&D Consultants, Inc. (2007)

Figure 3-5
Open Space Schematic Layout



Source: HDR I Town Planning (2007) & P&D Consultants, Inc. (2007)

Figure 3-6
Thoroughfare Schematic Layout

EXHIBIT 2

Table 1 – Comparison of approved East Area 1 Specific Plan (EA1 SP-3) and proposed East Area 1 Specific Plan Amendment (EA1 SPA)

COMPARISON OF EAST AREA 1 SPECIFIC PLAN AND EAST AREA 1 SPECIFIC PLAN AMENDMENT

EAST AREA 1 SPECIFIC PLAN		EAST AREA 1 SPECIFIC PLAN AMENDMENT		
Land Uses	Number or Area	Land Uses	Number or Area	Change
<u>Residential</u>		<u>Residential</u>		<u>Residential Units</u>
Santa Paula Creek Neighborhood	326	Hallock Center and Neighborhoods	1,500 units	-
Foothill Neighborhood	359	-	-	-
Haun Creek Neighborhood	745	-	-	-
East Santa Paula Railroad District (live/work)	70	-	-	-
<i>Total Residential Units:</i>	1,500	<i>Total Residential Units:</i>	1,500 units	0
<u>Civic</u>		<u>Civic</u>		<u>Civic</u>
Santa Paula Creek Civic District		Santa Paula Creek Civic District		
School	110,400 sq. ft.	Elementary School	10.8 acres	-
Community College	165,000 sq. ft.	High School	8.3 acres	-
Shared Facilities	65,000 sq. ft.	Shared Facilities (Fire/Police)	1.0 acre	-
Haun Creek Neighborhood				-
School	35,400 sq. ft.			-
<i>Total Civic Area:</i>	375,800 sq. ft.	<i>Total Civic Area:</i>	20.2 acres	-
<u>Commercial</u>		<u>Commercial</u>		<u>Commercial</u>
Haun Creek Neighborhood		Hallock Center, Commercial		
Assisted Living	75,000 sq. ft.	Commercial/Retail/Office	215,000 sq. ft.	(70,000 sq. ft.)
Office/Retail	150,000 sq. ft.		-	
East Santa Paula Railroad District			-	
Office/Retail	60,000 sq. ft.		-	
<i>Total Commercial Area:</i>	285,000 sq. ft.	<i>Total Commercial Area:</i>	215,000 sq. ft.	(70,000 sq. ft.)
<u>Light Industrial</u>		<u>Light Industrial</u>		<u>Light Industrial</u>
East Santa Paula Railroad District	150,000 sq. ft.	Hallock Center, Light Industrial	25,000 sq. ft.	(125,000 sq. ft.)
<u>Open Space, Parks, and Agriculture</u>		<u>Open Space, Parks, and Agriculture</u>		<u>Open Space, Parks Agriculture</u>
Shared Athletic Fields	23.2 acres	Shared Athletic Fields/Community Park	37.8 acres	
Parks/Greenways	65.8 acres	Greenways/Neighborhood Parks	55.2 acres	
Agricultural Preserve	55.0 acres	Agricultural Preserve	55.0 acres	
Open Space Preserve	79.4 acres	Open Space Preserve	77.3 acres	
<i>Total Open Space Area:</i>	223.4 acres	<i>Total Open Space Area:</i>	223.3 acres	+ 1.9 acres
<u>Santa Paula Creek Buffer</u>		<u>Santa Paula Creek Buffer</u>		<u>Width</u>
Santa Paula Creek Greenway	50 to 80 feet	Santa Paula Creek Greenway	150 to 280 feet	+ 100 to 200 feet

EXHIBIT 3
Vesting Master Tentative Map No. 5854

