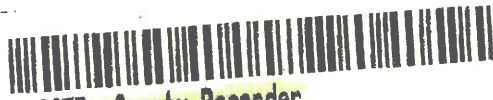


RECORDING REQUESTED BY AND
WHEN RECORDED, MAIL TO:

Roseville Automall Association
3300 Douglas Blvd., Suite 350
Roseville, CA 95661
Attn: Damon Eberhart



PLACER County Recorder
JIM MCCAULEY

DOC- 2010-0029738-00

Check Number 4932gv

Wednesday, APR 21, 2010 13:25:36

MIC \$3.00:AUT \$61.00:SBS \$80.00

ERD \$1.00:RED \$1.00:REC \$63.00

Ttl Pd \$189.00

Rcpt # 0002044744

ST2/GV/1-61

(SPACE ABOVE THIS LINE RESERVED)

**ROSEVILLE AUTOMALL
AMENDED AND RESTATED
MASTER USE PERMIT**

(ORIGINAL DOCUMENT NOT PREVIOUSLY RECORDED)

APPROVED BY
PLANNING COMMISSION
CITY OF ROSEVILLE

JUL 09 2009

ATTEST: R.S. Miller

**AMENDED AND RESTATED
MASTER USE PERMIT**

GRANT OF USE AND FINDINGS

Pursuant to the Comprehensive Zoning Ordinance of the City of Roseville (hereafter, "City of Roseville" or "City"), permission was previously granted to use the subject Automall, as defined herein below, for the purposes and subject to the conditions as set forth in that certain Master Use Permit, Project Number SUP 88-40 (the "Original Master Use Permit").

Pursuant to the Comprehensive Zoning Ordinance of the City of Roseville, permission is granted to use the subject Automall, as defined herein below, for the purposes and subject to the conditions as set forth in this Amended and Restated Master Use Permit, which shall be deemed to replace and completely supersede the Original Master Use Permit.

The proposed use of this property is consistent with the Northeast Roseville Specific Plan and the City of Roseville General Plan. The proposed use of this property will not be detrimental to the health, safety, peace, morals, comfort, or general welfare of persons residing or working in the neighborhood; nor will such use be detrimental or injurious to property or improvements in the neighborhood, or to the general welfare of the City of Roseville because the conditions imposed herein will prevent or ameliorate any unforeseen adverse effects.

ARTICLE 1

DEFINITIONS

Accessory Structure. "Accessory Structures" shall mean integral screening walls, storage sheds, and gazebos.

Accessory Use. "Accessory Use" means those uses accessory to, and supportive of, a new car or used car dealership.

Application of Definitions. Unless the context otherwise requires, the terms defined in this Article 1 shall have the meanings as defined herein for the purposes of this Master Use Permit. These definitions are equally applicable to both the singular and plural forms of the defined terms. Any term phrase not defined in this Article 1, but shown in quotes in another provision of this Master Use Permit shall have the meaning set forth in such provision as if it were defined in this Article 1. The capitalization of the first letter of any term, other than proper name, used in this Master Use Permit, indicate such term is defined in this Master Use Permit.

Association. "Association" means the Roseville Automall Association, a California mutual corporation, or any successor property owners' association formed by the Owners of the Automall. Association shall manage the Automall.

Automall. "Automall" means the real property situated in the State of California, Placer, City of Roseville, as more fully described in **Exhibit "A"** attached hereto, together with improvements on or to all such real property.

Building Area. "Building Area" is defined in Section B.O1 of this Master Use Permit.

Common Area. "Common Area" means that real property, together with any improvements constructed or to be constructed thereon, which the Association owns, including the property generally described as Common Area in **Exhibit "B1"** of this Master Use Permit and more particularly described below, subject to the following limitations and exceptions:

The Common Area shall include (i) (a) the Automall main entry sign (as described in Section 4.4) hereof; (b) the secondary internal streets including curbs, gutters, and sidewalks appurtenant thereto, (c) the vehicle storage area, including unloading area and employee parking lot (lot 9 on **Exhibit "B1"** of this Master Use Permit), and (d) offsite signs (as defined in Section 4.3) and (ii) any lot or parcel designated as Common Area in any Declaration of Annexation or on any Recorded Subdivision or Parcel Map of the Automall.

Community Design Guidelines. "Community Design Guidelines" means the Community Design Guidelines for the City of Roseville adopted December 6, 1995, by the City, as amended from time to time, which identify the City's expectations for planning, designing and reviewing development proposals in Roseville.

Common Maintenance Area. "Common Maintenance Area" consists of those areas to be maintained by the Association, including the property generally shown as Common Maintenance Area in **Exhibit "B1"** of this Master Use Permit, and more particularly described as (a) Common Area, (b) the perimeter landscaping and wall surrounding the Automall at its external perimeter generally shown in **Exhibit "B1"**, (c) main entry landscaping, main entry sign, and main entry median, (d) the secondary internal streets including curbs, gutters, and sidewalks appurtenant thereto, (e) the Lot Frontage Landscape Zone (as described in **Exhibit "G1"**), (f) portions of the Public Improvements designated to be maintained by the Partnership in the Lease (as defined below), and (g) the Display Pad Areas as defined below in this Master Use Permit.

Dealerships. "Dealerships" means the businesses operated in the Automall that sell or offer for sale one or more types of Vehicles as that term is defined in this Master Use Permit. "Dealership" means one of the Dealerships. Dealerships may be operated by Owners, Owners' affiliates, or parties authorized by Owners to do so.

Declaration. "Declaration" means the ROSEVILLE AUTOMALL DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS AND RECIPROCAL EASEMENT (the "Roseville Automall CCRs"), recorded on December 29, 1989, in Book 3795, at Page 074, in Placer County Official Records, as amended, including the limitations, restrictions, covenants, and conditions set forth in the Roseville Automall CCRs, in any amendments to the Roseville Automall CCRs, and in any Declaration of Annexation.

Declaration of Annexation. "Declaration of Annexation" means a declaration executed in accordance with the provisions in the Section of the Roseville Automall CCRs entitled "Annexation" and Recorded for the purpose of making any real property, other than the property described in Section 1.3 hereof, subject to the Roseville Automall CCRs.

Design Review Permit. "Design Review Permit" means a permit issued by the City of Roseville approving the architectural, site, and landscape design and related features of a proposed improvement or modification of an existing improvement on real property, including any conditions imposed as part of such approval.

Display Pad Areas. "Display Pad Areas" are those display areas designated for the display of new and previously-owned Passenger Vehicles, or other Vehicles, subject to City approval, to be constructed or installed in or about the perimeter wall of the Automall in accordance with the Public Improvement Development Agreement dated November 19, 2008, between the Association and the Redevelopment Agency of the City of Roseville, and as are generally shown in the drawings prepared by Borges Architectural attached hereto as **Exhibits "E1" through "E5"**. The "Display Pad Areas" shall include the real property previously conveyed to the City by the Automall and/or its Owners as a public easement pursuant to the Public Improvement Development Agreement.

Effective Date. "Effective Date" means the date on which this Amended and Restated Master Use Permit is recorded in the Placer County Official Records.

Improvements. "Improvements" means all improvements and includes, without limitation: (i) the public improvements; (ii) roads, curbs, gutters, median strips, driveways, walkways, and parking areas; (iii) fences, gates, walls, sound walls, and retaining walls; (iv) stairs, decks, hedges, windbreaks, and landscaping; (v) poles, antennas, and signs; (vi) man-made canals, pumps, fountains, aerators, bridges, dams, lakes and watercourses, (vii) mechanical, utility, and communication installations, whether above or underground; (viii) any structure and excavation of any kind, whether temporary or permanent.

Lease. "Lease" means the Amended Automall Lease Agreement dated as of May 13, 1992, between the Roseville Automall Association and the City of Roseville relating to certain public improvements, and any subsequent amendments or addenda thereto.

Lot. "Lot" means any of the lots numbered 1 through 9 as shown on **Exhibit "B1"** hereof, and any lot or parcel designated as a Lot in any Declaration of Annexation. "Lot" includes all improvements on or to such Lots or parcels, but does not include any lot or parcel defined as "Common Area." "Lots" means the lots numbered 1 through 9 as shown on **Exhibit "B1"** hereto.

Map. "Map" means that certain Subdivision Map entitled "Automall," Recorded in Placer County Official Records on December 29, 1989, in Book O of Maps, at Page 74.

Master Use Permit. "Master Use Permit" means this amended and restated master use permit, which is intended to replace and completely supersede the Original Master Use Permit.

New Car Dealerships. "New Car Dealerships" means those Dealerships operating within the Automall in which motor vehicles commonly referred to as cars, trucks (including pickups, 1/2-ton trucks, and up to 2 1/2-ton flatbed trucks), vans and/or mini-vans are offered for sale.

Notice. "Notice" means a notice delivered in accordance with the Section of the Roseville Automall CCRs entitled "Notices; Documents; Delivery."

Olympus Business Center CCRs. "Olympus Business Center CCRs" mean the Declaration of Covenants, Conditions, And Restrictions for Olympus Business Center, Recorded December 31, 1987, Book 3329, Page 580, Document 72698, Placer County Recorders Office.

Owner. "Owner" means the owner of record of a Lot or Parcel and any subsequent transferee of legal ownership of a Lot or Parcel.

Parcels. "Parcel" or "Parcels" means one or more of the lawfully-created parcels of real property situated within the Automall created by subdivision of any of the Lots.

Passenger Vehicles. "Passenger Vehicles" means those motor vehicles designed primarily for the transport of passengers, commonly referred to as a car or truck (includes pickup trucks, vans, and mini-vans, cross-over vehicles, and sport utility vehicles).

Primary Permitted Use. "Primary Permitted Use" means those uses permitted within the Automall pursuant to Section 2.9(a) of this Master Use Permit.

Perimeter Wall. "Perimeter Wall" means the perimeter wall surrounding the Automall as shown in **Exhibit "B-1"**.

Public Improvements. "Public Improvements" means the improvements described and identified as such in the Lease.

Public Rights of Way. "Public Rights of Way" includes any land designated as "public rights of way" including the land underlying any public improvements leased to or dedicated to the City of Roseville under the Lease.

Record: Recorded: Recordation. "Record," "Recorded," and "Recordation" mean, with respect to any document, the recording of the document in the Office of the Recorder of Placer County.

Secondary Use. "Secondary Use" means those uses that are secondary to, or compatible with, Dealerships.

Signage Design Guidelines. "Signage Design Guidelines" means the guidelines for signage located within the Automall set forth in Article 4 of this Master Use Permit.

Subdivision. The "Subdivision" refers to the Automall property.

Used Car Dealerships. "Used Car Dealerships" means those Dealerships operated within the Automall in which used motor vehicles commonly referred to as cars, trucks (including pickups, 1/2-ton trucks, and up to 2 1/2-ton flatbed trucks), vans and/or mini-vans are offered for sale.

User. "User" means an employee, agent, contractor, supplier, customer, or prospective customer, or any other business invitee of the Association, an Owner, the partner or affiliate of an Owner, or any lessee, sublessee, licensee, or other person or entity lawfully in possession of a Lot or Parcel, or any portion of a Lot or Parcel.

Vehicles. "Vehicles" means those motor vehicles and watercraft commonly referred to as cars, trucks (includes pickups, 1/2-ton trucks, and up to 2 1/2-ton flatbed trucks), vans, mini-vans, recreational vehicles, boats, all terrain vehicles (ATVs), and motorcycles.

Zoning Code. "Zoning Code" means the Comprehensive Zoning Ordinance of the City of Roseville, as amended from time to time by the City.

ARTICLE 2

USE OF THE PROPERTY

2.1 Building Area. The Building Area of each Lot is restricted to the area shown by the hatched (shaded) area of Exhibit "B2" hereof. No improvement shall be allowed on any portion of a Lot located outside the Building Areas except Permitted Uses. Permitted Uses for (a) roadways, parking areas, including lighting, parking bumpers, landscaping, signs, utility, and other improvements that are customary in roadway and parking areas, (b) protective screening as required by Section B.03.D, and (c) barriers approved pursuant to Section B.08. All other improvements, buildings, and structures must be within the Building Area unless otherwise approved through the Design Review Permit process.

2.2 Building Requirements.

(a) **Building Height.** Maximum building height shall be thirty-five (35) feet. Said height shall be measured from adjacent ground level within ten (10) feet of the building wall to the highest point of the roof or parapet line inclusive of screening for mechanical equipment, stored vehicles, and fasciae and exclusive of sloping roofs and light standards. The height limitation may be modified through approval of a Design Review Permit, provided the modification complies with the intent of applicable Community Design Guidelines.

(b) **Screening of Equipment and Roof Parking.**

(1) All air conditioning, heating, and other mechanical equipment shall be enclosed and hidden from ground level view by means of appropriate screening, fencing, or barricades, which shall be an integral part of the overall building design. Such equipment shall not be visible from the internal Automall street or from those portions of North Sunrise Avenue, Lead Hill Road, or Rocky Ridge Drive which are immediately adjacent to the Automall.

(2) All vehicles parked on roof-top parking shall be hidden from ground level view by means of appropriate screening, which shall be an integral part of the overall building design. Such vehicles shall not be visible from interior streets or from exterior streets immediately adjacent to the Automall. There shall be no roof-top parking of vehicles for purposes of display.

(c) **Applicable Laws, Ordinances, and Rules.** General Building Requirements. All buildings and related improvements within the Automall must comply with the applicable laws, ordinances, and rules of all governmental agencies having jurisdiction. The City's Planning Director and/or the Planning Commission or other applicable board or commission as determined by the City of Roseville shall have authority to review all proposed building plans and materials.

(d) **Metal Buildings.** Pre-engineered metal skin buildings which are compliant with the City's Community Design Guidelines are permitted, subject to review and approval through the City's Design Review process.

(e) **Building Materials.** It is intended that the Automall reflect the modern designs of the products that are available for sale. "Period" architectural styles, or highly stylized buildings will not be considered acceptable. It is the objective to create an environment composed of buildings that offer variety but remain in harmony and support the mall concept. To encourage high quality design and continuity among the various Dealerships, there shall be a unity of basic building materials to be selected from as follows:

-
- (1) Glass and glass curtain wall. Color and reflectivity to be approved by the City's Planning Director or Planning Commission.
 - (2) Poured in place concrete and pre-cast concrete.
 - (3) Brick masonry.
 - (4) Block masonry as approved by the City's Planning Director or Planning Commission.
 - (5) Ceramic Tile.
 - (6) Prefinished metal panel as approved by the City.
 - (7) All exposed roofing material to be approved by the City.
 - (8) Other material approved by the City with exception of the following:
Unacceptable materials include:
 - (9) Exposed plywood.
 - (10) Wood siding.
 - (11) Shingles and shakes.
 - (12) High maintenance materials.

Variety of Materials. Buildings and Accessory Structures will be designed with approved materials, as included in this Master Use Permit, and shall comply with standards as set forth in the City's Community Design Guidelines.

(f) Signage Guidelines. Every sign, structure, or device erected or used in any way to convey or display information, location, identification, notices or directions of any kind shall conform to the criteria set forth in the Signage Design Guidelines. Any sign within the Automall must comply with this Master Use Permit. No changes shall be made in the Signage Design Guidelines which are not in conformity with the Master Use Permit or Planned Sign Permit Program unless such changes are approved by the City of Roseville. Any change in the Signage Design Guidelines shall require modification of this Master Use Permit.

The Signage Design guidelines for the Automall are intended to ensure design continuity for all exterior signs. The overall sign design system is intended to be integral with and enhance the standard of high quality landscaping and architectural design already established for the Automall.

All signs located on Lots will be of size, shape, and color, as designated by the Signage Design Guidelines. Advertising and identification signs, logos, names, and trademarks shall not be erected or placed on a Lot unless the size, design, and color have been approved as provided by the Signage Design Guidelines.

2.3 Building Setbacks. Any encroachment into a setback area established hereby shall require approval of a Design Review Permit.

(a) Interior Streets. All buildings will be set back a minimum of fifty feet (50') from the back of curb of the primary interior street right of way, including the Automall main entrance way and excluding from reference the two Automall secondary streets. A minimum set-back of thirty-five (35') feet shall be maintained from the inside edge of the sidewalk of the two secondary streets within the Automall. Deviations from these setback requirements may be requested through the City's Design Review Permit process, and must be approved by the Association and the City of Roseville's Planning Director, Planning Commission or other applicable board or commission as determined by the City of Roseville.

(b) North Sunrise Avenue. Lead Hill Road. Rocky Ridge Drive and lot 9. All buildings will be set back a minimum of 35 feet from the perimeter wall.

(c) Adjacent Properties. A zero lot-line configuration shall be allowed between adjacent Lots.

(d) Protective Screening. Each service area and bulk car storage area shall be screened from public view along streets, both interior streets and exterior streets, and from adjacent parcels. Screening shall consist of a minimum six foot (6') high, maximum eight foot (8') high masonry wall and landscape stripper the landscape guidelines.

2.4 Additional Restrictions. The following additional restrictions are applicable to the Lots:

(a) There will be no direct pedestrian or vehicular access to any Lots described above from North Sunrise Avenue, Lead Hill Road, or Rocky Ridge Drive.

(b) Only access roads shown on approved subdivision maps will be allowed.

(c) Loudspeaker systems utilized in the Automall must comply with maximum sound levels as established in the City's Noise Ordinance (City Municipal Code Chapter 9.24).

(d) Antennas and flagpoles shall not exceed thirty (30) feet in height as measured from ground level within one (1) foot of the flagpole or antenna base without the approval of the City of Roseville Planning Director and/or Planning Commission, through the Design Review Permit process. Flagpoles shall not be placed on the roofs of buildings or on Display Pad Areas. Roof antennas shall be used only for telecommunication purposes and shall not be decorated or lighted except as may be required by law.

(e) All signage must be consistent with the Master Use Permit or Planned Sign Permit Program unless a Sign Exception is approved by the City. A Standard Sign Permit must be approved by the City for any permanent signage. Prior to submission of an application for a sign permit to the City of Roseville for signage on any Lot or Parcel, the applicant must obtain the Association's approval of the proposed sign. Once approved by the Association, any material changes in the proposed sign must also be approved by the Association.

(f) Lot and common area lighting shall be of similar design. The type of luminaire and pole to be used for the exterior lighting shall be uniform throughout the Automall as to type, color, height, lamp type and base and shall be in substantial conformity with the specifications described in Article 6

hereof. Dealership and Common Area lighting shall be oriented toward the interior of the Automall and away from the perimeter streets bordering the Automall. In the event that non-standard internal-street lighting is approved by the City upon application by the Association, the maintenance of such lighting shall be assumed by the Association.

(g) Landscape lighting should be used in Common Area(s) to accent site features, (i.e., up-lighting on specimen trees, screen walls, etc.). Low voltage landscape lighting is encouraged for energy conservation. Landscape lighting in Common Area(s) should be designed to enhance the goals of consistency in appearance along the perimeter and internal landscape area.

(h) Landscape Design Guidelines to be adhered to are set forth in Article 5 hereof.

(i) Vehicles shall not be parked or elevated in such a manner so as to be visible from outside the Automall except in the Display Pad Areas.

(j) The internal loop road circulation shall be one-way, counterclockwise.

(k) All body repair activities, painting activities, air-compressors and air-compressor use, trash containers, and other stored material shall be screened from public view and shall otherwise comply with applicable requirements of government agencies having jurisdiction over such activities.

2.5 Parking.

(a) Offstreet Parking. Each Lot (excluding Lot 9 as shown on **Exhibit "B1"**) which has not been subdivided shall provide a minimum of four (4) regular spaces and one (1) handicap space for customer use. For each Parcel on which a Dealership is located, such Parcel shall provide a minimum of four (4) regular spaces and one (1) handicap space for customer use.

(b) Employee Parking. The Owners shall designate employee parking areas on their own Lots or Parcels which, when combined with their allocation of employee parking spaces in Lot 9 as shown on **Exhibit "B1"** or other designated off-site parking areas, are adequate to meet the parking requirements of their respective employees. The employees of any Owner or User will use only those areas so designated for parking, and shall not park motor vehicles in any Common Area other than in Lot 9.

2.6 Barriers. No fence, division, rail, or obstruction of any type or kind shall be placed, kept, permitted, or maintained between the properties of any Owners of any portions of the Automall, or between any portion or division thereof, or upon or along any of the common property lines of any portion or division thereof, except for (a) landscaping and security dividers between Lots; and, (b) visual screening walls to screen back-of-lot areas from frontal view. The materials and dimensions of any such barriers must be submitted to and approved by the City.

2.7 Temporary Landscaping. All portions of each Lot of the Automall which are not improved with buildings or become vacant from time to time shall be maintained by the Owners thereof in a neat, level, orderly, and weed free condition.

2.8 Compliance with Master Use Permit. All buildings and improvements constructed or made, and all operations upon or other uses of each Lot, shall at all times comply with this Master Use Permit.

Any application submitted to the City must first be approved and stamped by the Automall Architectural Review Committee (or successor).

2.9 Temporary Buildings. No temporary, portable, or modular buildings or trailer shall be permitted on any Lots without prior approval of the City.

2.10 Display Pad Areas and Vehicle Displays: "Display Pad Areas" for the display of new and previously-owned Passenger Vehicles, located in or about the perimeter wall of the Automall, are permitted at six (6) designated locations as follows: 1) the entry drive to the vehicle storage lot on North Sunrise Avenue, 2) the southeast corner of Automall Drive and North Sunrise Avenue, at the main entry to the Automall, 3) the southwest corner of Automall Drive and North Sunrise Avenue, also at the main entry, 4) the northeast corner of North Sunrise Avenue and Lead Hill Boulevard, 5) immediately across from the Wal-Mart entry drive on Lead Hill Boulevard, approximately 800 feet (800') west of the intersection of Rocky Ridge Drive and Lead Hill Boulevard, and 6) at the northwest corner of Lead Hill Boulevard and Rocky Ridge Drive. At the discretion of the Planning Director, additional vehicles (as defined in Article 1) may be considered and approved for display through the City's Zoning Clearance process. Hoods and doors of passenger vehicles displayed within the Display Pad Areas must be in the closed position.

2.11 Permitted Uses.

(a) **Primary Permitted Uses.** Primary Permitted Uses are those uses permitted by right within the Automall, and are listed below. Any new construction or modification of existing facilities related to Primary Permitted Uses requires a Design Review Permit.

(1) New Car Dealerships;

(2) Used Car Dealerships in conjunction with New Car Dealerships and "stand-alone" Used Car Dealerships; and,

(3) Recreational Vehicles, Boats, All Terrain Vehicles (ATVs), and Motorcycle sales.

(b) **Accessory Permitted Uses.** Accessory Permitted Uses are those uses accessory to and supportive of Dealerships, and are listed below. Accessory uses shall be located on the same parcel as a Dealership and require approval of a Design Review Permit for any new construction or modification of existing facilities that involves exterior remodeling or expansion of existing facilities which are related to the Dealership use.

(1) Parts shops in conjunction with Dealerships.

(2) Service shops in conjunction with Dealerships.

(3) Body and detail shops in conjunction with Dealerships.

(4) Car washes in conjunction with Dealerships.

(5) Car rental/leasing in conjunction with Dealerships.

(6) Car stereo sales and servicing in conjunction with Dealerships.

(7) Food service in conjunction with Dealerships. The food service use shall not be a freestanding use; shall not occupy more than 1,000 square feet of Dealership floor space; shall not require the expansion or exterior modification of an existing Dealership; and shall not have any exterior signage.

(8) Child care in conjunction with Dealerships. The child care use shall not be a freestanding use, shall not occupy more than 1,000 square feet of Dealership floor space; shall not require the expansion or exterior modification of an existing Dealership; and shall not have any exterior signage.

(9) DMV office in conjunction with Dealerships. The DMV use shall not be a freestanding use; shall not occupy more than 1,000 square feet of Dealership floor space; shall not require the expansion or exterior modification of an existing Dealership; and shall not have any exterior signage.

(10) Sales of items taken in trade, provided that items more than eight feet (8') in height shall not be stored within thirty-five feet (35') of the Perimeter Wall.

(11) Sales of items whose sales are permitted by the California Department of Motor Vehicles in conjunction with a Dealership, provided that items more than eight feet (8') in height shall not be stored within thirty-five feet (35') of the Perimeter Wall.

(12) Any other accessory uses, as determined by the Planning Commission that are normally considered part of Dealerships.

(c) Secondary Permitted Uses. Secondary Permitted Uses are those uses that are secondary to or compatible with Dealerships, and are listed below. Secondary Permitted Uses shall be located on parcels separate from Parcels on which Dealerships are located. Secondary Permitted Uses shall require approval of a Conditional Use Permit and a Design Review Permit (for any new construction related to the use). Each Secondary Permitted Use must be approved by the Association prior to submission of any application for approval by the City. The total of all Secondary Permitted Uses shall not exceed, in the aggregate, ten percent (10%) of the net land area of the Automall, or seven and seventy-five hundredths (7.75) total acres.

(1) Body/detail shops.

(2) Auto-related retail (part stores, tire stores, car stereo stores).

(3) Car rental/leasing.

(4) Financial/lending institutions.

(5) Food service (coffee shop, restaurant).

(6) Child care.

(7) Other uses which the City may find to be similar in character to those uses enumerated above and that are consistent with the purpose and intent of the Roseville Automall.

(d) Findings for Second Permitted Uses. Any Secondary Permitted Use listed above, will be permitted if the following findings are made by the City:

-
- Automall. (1) The use is reasonably related to the operation of the Dealership within the Automall.
- (2) The use is compatible architecturally and operationally with the Dealerships in the Automall.
- (3) The use enhances the Automall's contribution to the City of Roseville and the City's Redevelopment Agency program through generation of sales tax revenue and a property tax increment.
- Automall. (4) The use provides goods and services complementary to the Dealerships in the Automall.
- (5) The use is provided in a convenient location that facilitates pedestrian use and access as appropriate.
- (e) Uses Not Specifically Permitted. All uses not specifically permitted above shall be prohibited.

2.12 Tents. Portions of each Lot of the Automall, including Lot 9, which are not improved with buildings may be improved with tents for shading cars, motorcycles, RVs, boats and other such Vehicles for the purpose of displaying such Vehicles. Tents intended for the purpose of performing Vehicle detailing may be utilized, but shall not be visible from exterior sidewalks and streets adjacent to the Perimeter Wall. Vehicle cleaning and detailing shall be in accordance with all applicable laws and regulations, including all such laws and regulations dealing with the use of chemicals, materials and solvents related to such cleaning and detailing.

ARTICLE 3

MAINTENANCE OF PUBLIC IMPROVEMENTS

3.1 Public Improvements to be Maintained by City. The following Public Improvements in or adjacent to the Automall shall be maintained at all times by the City of Roseville:

- (a) Electric utility distribution facilities and streetlights illuminating public streets;
- (b) Internal streets, sidewalks and gutters;
- (c) Water and sewer service facilities; and
- (d) Traffic signal at main entry.

3.2 Public Improvements to be Maintained by Association. The Association shall at all times maintain the Common Maintenance Area, including but not limited to the following Public Improvements in or adjacent to the Automall:

- (a) Perimeter landscaping;

-
- (b) Internal Common Area landscaping;
 - (c) Perimeter Wall;
 - (d) Signs on or within the Automall; and
 - (e) Display Pad Areas.

ARTICLE 4

SIGNAGE DESIGN GUIDELINES

4.1 Sign Permits: A Sign Permit, approved by the City of Roseville, is required for all signs within the Automall.

4.2 Design Goals. The objectives of the Automall signage program are to provide an integrated system of onsite and off site signs that combine high marketing effectiveness with integrated, tasteful design compatible with overall signage guidelines of the City of Roseville and Olympus Pointe development (Olympus Business Center CCRs). Typical examples of permitted Lot signage pursuant to this Article 4 are attached hereto as **Exhibits "C1" to "C9"**. The primary goal of these signage design guidelines shall be to provide common design elements compatible with preserving the identity of specific Dealerships and franchises. Specific objectives include:

(a) Providing clear identification of the existence of and appropriate access routes for the Automall to potential customers on 1-80, Douglas Boulevard, North Sunrise Avenue, Eureka Road, Lead Hill Road, and Rocky Ridge Drive.

(b) Providing main entry signage that identifies the entry and contributes to a main entry that is consistent with the nature and scale of the Automall.

(c) Provide the opportunity for controlled identification of the makes of vehicles being offered for sale within the Automall to travelers outside the perimeter of the Automall, while otherwise minimizing the visual impact from adjacent perimeter streets outside the Automall of interior signage.

(d) Provide for the safety and convenience of customers, employees, and commercial vendors through an integrated system of internal directional signs.

(e) Provide for internal Dealership signage within the internal landscape setback or dealership entries, and on the Dealership or building fascias not adjacent to the Automall perimeter, which provide identification of the Dealership name or names, the makes of Vehicles or products sold, types of services provided, and franchise logos.

(f) Provide for compatibility with applicable City ordinances and rules regarding signage, including any variances granted the Automall, any Owner. Or any Dealership.

(g) Minimize the potential for future uncertainty or dispute regarding application or interpretation of the applicable ordinances, rules, and design standards or guidelines.

(h) Provide for use of an integrated system of type styles and logos or motifs for Automall signage elements.

(i) Minimize signage maintenance requirements.

(j) Prohibit orientation of Vehicles, signage on Vehicles or elevation of Vehicles for the purpose of making such Vehicles or signage visible from outside the Automall, except for the display of vehicles on the Display Pad Areas. (This prohibition also does not prohibit signage or Vehicle display otherwise permitted that happens to be visible from outside the Automall inadvertently due to variations in topography of neighboring areas outside the Perimeter Wall.)

4.3 Offsite Freeway-Visible Signage. Clear identification of the existence and location of the Automall from I-80 is critical to the commercial success of the project as well as to achieving traffic objectives.

The Association may construct and maintain up to two (2) freeway visible signs. The specific design and construction details for changes to the Automall's existing freeway visible signs, including any changes in their exact locations, must be approved by the City prior to any such changes or relocation. One sign may contain an electronic readerboard, the other shall be solely directional.

4.4 Offsite and External Directional Signage. To provide customers and vendors with directional indicators of the Automall location from the key arterial intersections of Eureka Road and North Sunrise Avenue, Lead Hill Road and Rocky Ridge Drive, and Lead Hill Road and North Sunrise Avenue, the City has provided the City approvals necessary to allow the construction of the following:

(a) One (1) freestanding sign, no taller than five (5) feet in height, no greater in area than nine (9) square feet per side, located on private property at the intersection of Eureka Road and North Sunrise Avenue providing directional indication of the routes to the Automall main entry.

(b) Freestanding directional signs designed and installed near the Automall perimeter screening wall at the corners of Lead Hill Road and North Sunrise Avenue and Lead Hill Road and Rocky Ridge Drive. One such sign is permitted at each of said intersections.

4.5 Project Identification Sign. The main public entry to the Automall is and will be located off North Sunrise Avenue. It is and will be identified by a monument sign located in the median divider of the Automall entry road itself (not North Sunrise Avenue). The main entry sign will be no more than two hundred seventy (270) square feet in area per side. It will contain the words "Roseville Automall," and the Automall logo. It may contain a double-faced electronic readerboard measuring 4' x 8' in area per side, identifying Dealerships within the Automall. Said electronic readerboard may not display moving video images and shall display still images for periods of no less than four (4) seconds.

4.6 Lot Frontage Identification Signs for Vehicle Dealers. For each make of a Vehicle sold, Dealerships may have one monument sign containing the name of the make of Vehicle (a "Lot Frontage Identification Sign"). A Lot Frontage Identification Sign may be no higher than eight feet (8'0") with an area of no more than forty-eight (481) square feet per side, and must be located entirely within the Sign Setback Zone Area, as defined in this Section 4.6, and no closer than seventy-five feet (75'0") between signs; provided, also, that no such sign shall be installed within fifty feet (50'0") of the common boundary between Owners' Lots, or in the median of a Dealership entry. Each proposed sign to be

placed on a Lot or Parcel must be approved in advance by the Association pursuant to Section 2.4(f) of this Master Use Permit and the Declaration. The Lot Frontage Identification Sign must be secured to an Association designed base. The sign and base are to be located in the Sign Setback Zone Area fronting the internal public street (not including the main entry street or the two secondary service streets). It is recommended that signs provided by the manufacturers be used for this purpose. An example of a permitted Lot Frontage Identification Sign is shown in Exhibit "C4", attached hereto.

If the Owner chooses, the Owner may have one additional sign per Dealership main entry island driveway containing the name of the Dealership and the manufacturers represented (a "Lot Frontage Directional Sign"). A Lot Frontage Directional Sign will be no more than twelve feet (12'0") high, eight feet (8'0") wide, and twenty-four inches (24") deep and will be located entirely within both the entry island and the Sign Setback Zone Area. It will have one color background, internally illuminated, copy with the Dealership's name at the top. Any manufacturer's log or logotype will be permitted. Each Lot Frontage Directional Sign will be secured to an Association-designed base and strict design uniformity will be required. Directional information may be included on the bottom panel portion of such signs.

Additional signage for the Perimeter Wall may be considered by the City, subject to Planning Commission approval of a Planned Sign Permit Program addressing Perimeter Wall Signage.

In addition to all other limitations, the total number of Lot Frontage Identification Signs plus Lot Frontage Directional Signs allowed will be limited to two (2) signs per original Lot as provided in the Tentative Subdivision Map #3011-349. Table V-1 below relates the current Lots to numbers of original Lots and allowable Lot Frontage Identification Signs plus Lot Frontage Directional Signs on each current Lot. Each Parcel created as result of the subdivision of a Lot shall be allocated not less than one Lot Frontage Identification Sign or Lot Frontage Directional Sign, but shall not increase the total number of such allowable signs for the Lot that is subdivided.

TABLE V-1

Lot No.	No. of Original Lots	No. of Major Signs Allowed (Type C-4A plus Type C-4)
1	3	6
2	3	6
3	3	6
4	1	2
5	1	2
6	3	6
7	3	6
8	2	6
9	0	0

NOTE: The "Sign Setback Zone Area" shall be defined as follows:

(1) The Sign Setback Zone Area shall commence at a distance of six feet (6') from the inside edge of the sidewalk parallel to the primary internal Automall loop road, or an extension of

such sidewalk where none exists. It extends to the back of the Lot Frontage Landscape Zone as illustrated in **Exhibit "G1"**. However, the Lot Frontage Landscape Zone may be modified to accommodate such signs as may otherwise be permitted, as long as such modifications are consistent with the overall design of the Lot Frontage Landscape Zone.

(2) Lot Frontage Identification Signs and Lot Frontage Directional Signs shall be placed only within landscaped areas within the Zone Area; such signs shall be excluded from paved areas.

(3) A Lot Frontage Identification Sign or a Lot Frontage Directional Sign located within the Area may not extend beyond the landscaped area within the Zone Area.

(4) Final location of any sign(s) within the Zone Area shall be subject to approval by the City.

(5) No sign shall be placed in the Lot Frontage Landscape Zone on Lot #7 within 40 feet on either side of an extension of the centerline of the main entry road from North Sunrise Avenue.

4.7 Lot Directional Signs. One sign per Dealership entry will be permitted, located within the Sign Setback Zone Area, to provide information as required by the dealer. This may include entry information, directions to Parts or Service Departments, directional information to the location of used car sales, truck sales, or directional information for other, uses on the site. The sign may include the name(s) or logos of the manufacturer(s) as needed to provide clear directional information to the public. The sign will be a maximum of four feet (4'0") high and five feet (5'0") wide, must be similar in design and compatible in construction quality to the type of signs shown in **Exhibit "C5"**, and must be secured to an Association-designed base as in **Exhibit "C6"**. Such signs may be located in Dealership main entry medians within the Sign Setback Zone Area, but only if there is no Lot Frontage Identification Sign in such median.

4.8 Secondary Signs Within Lots. Secondary signs identifying or directing traffic to used car areas, customer parking, or service and parts areas within a dealership shall be of a consistent design within each Dealership. The signs may contain reference to manufacturers. They shall not be located within the Lot Frontage Landscape Zone as described in **Exhibit "G1"**, hereof. The signs will be no taller than four feet (4'0") in height, measured from grade, and shall be no more than five feet (5'0") in width.

4.9 Building Facade Signs.

(a) **Signs on Front of Dealership Buildings.** Each of the Dealerships is allowed a maximum of one sign and one logo. The Dealership name (e.g., Future Ford or Roseville Toyota) may be used on the main Dealership building facade. Manufacturer's logos may also be used. Logos may be separate from their associated franchise sign. These signs are to be individual, internally-illuminated with acrylic faces and metal channels. Any signage (letters, logos, or any combination thereof) submitted to the City must conform to a maximum height limitation of ~~thirty-six inches (36")~~ **forty-eight inches (48")** and a minimum height limitation of eighteen inches (18"). Letters and/or logos exceeding the maximum height of 36 inches (36") may be considered by the City, on an individual case basis, through the City's Sign Exception process, provided that letters and/or logos are architecturally compatible with the building. The color(s) should be consistent with manufacturer's or Dealership's color schemes.

(b) Signs on Secondary Building Facades. Manufacturer's and Dealership's names may also be placed on secondary building facades visible to oncoming traffic on the one-way internal loop road. Each franchise of a Dealership is allowed a maximum of one sign; logos are not permitted. Each sign shall use individual, internally illuminated letters similar to those on the front building facade and must conform to a maximum height limitation of thirty-six inches (36") and a minimum height limitation of eighteen inches (18").

(c) Facade-Mounted Signs. A maximum of one facade-mounted sign shall be allowed for each of the following sign types -- "Service", "Parts", "Trucks", and "Used Cars". A typical facade sign is shown in Exhibit "C6" and shall not exceed (18") eighteen inches maximum height, twelve inches (12") minimum height. Each sign shall use individual, internally illuminated letters similar to those on the front building facade.

(d) Signs on Rear of Buildings. Each franchise of a Dealership is allowed a maximum of one sign; logos are not permitted. Each sign shall use individual, illuminated or non-illuminated letters similar in design to those on the front building facade. The dealer name (e.g., Future Ford or Roseville Toyota) may be used on the rear of buildings. The allowable letter height for rear building signs shall be eighteen inches (18") minimum, thirty-six inches (36") maximum. All such signs shall be placed horizontally, not vertically, along the rear elevations of the buildings. A typical rear-mounted sign is shown in Exhibit "C8" in relation to the rear screening wall and perimeter landscaping.

NOTE:

(1) The combined area of all of the above-described building facade signs shall not exceed seven percent (7%) of the main building facade fronting on Automall Drive. The main building facade fronting on Automall Drive shall be the single building facade (no wrap-around facades included) fronting on Automall Drive which has the largest area when rendered as an architectural building elevation. The area of said facade shall be the entire area shown in such architectural elevation.

(2) All building facade signs are to be approved by the City.

(3) Signs required by government bodies are permitted and do not count against any signage limits set forth in this Master Use Permit.

4.10 Display Pad Signage. Display Pad Signage is prohibited with the exception of one sign per site identifying the Roseville Automall as depicted in Exhibit "E1". No signage is to be placed or affixed to vehicles displayed in the Display Pad Areas, except that signage containing such advertising information may be placed to be visible inside the front windshields of vehicles displayed in the Display Pad Areas. All signage placed in windshields is to be uniform in design, color and materials. Dealership and model information, sales event information, directional information, and manufacturer logos are prohibited, except that signage containing such advertising information may be placed to be visible inside the front windshields of Vehicles displayed in the Display Pad Areas. Any signage on vehicles beyond that displayed in the windshield is subject to City approval through the Administrative Permit process.

4.11 Perimeter Wall Signage. Signage on or adjacent to the exterior of the Perimeter Wall facing the adjacent public streets may be considered by the City, subject to Planning Commission approval of a Planned Sign Permit Program for such signage.

4.12 Temporary Promotional Displays. The nature of the Dealership businesses involves periodic or seasonal promotional efforts, including new model introductions, factory incentive programs, etc. Combined with the intensely competitive aspects of retail Vehicle sales, there are strong pressures for additional promotional display efforts. By locating within or along the Perimeter Wall, and by utilizing the controls put in place by this Master Use Permit and the Declaration, a controlled outlet for these activities can be provided with negligible visual impact from outside the Automall.

(a) To this end, banners, flags, and other promotional materials are permitted within the Automall, so long as they meet the following criteria:

(b) The materials shall be limited in height so as not to be visible to motorists or pedestrians along adjacent perimeter streets outside the Automall.

(c) Temporary displays shall be in keeping with the goal of providing an attractive environment for the sale of Vehicles and related products permitted to be sold from the Automall.

(d) The opportunities for joint or seasonal promotional activities should be encouraged.

(e) No inflatable signs, including but not limited to balloons, shall be permitted. Notwithstanding the above, balloons not to exceed eighteen inches (18") in diameter may be affixed to Vehicles on display within the Automall, but not within Display Pad Areas. Balloons shall not extend beyond a height of 10 feet (10') above the grade of the lot on which the vehicle is displayed.

(f) No flashing signs shall be permitted with the exception of the electronic reader board located on the main entry sign.

(g) No moving signs (except flags, banners, the electronic readerboard, or pennants) shall be permitted.

(h) No flying signs, such as blimps or kites designed to be kept aloft by mechanical, wind, chemical, or hot air means, shall be permitted.

(i) No outline neon or similar tubing used to outline, illuminate, or accentuate a building or other structure shall be permitted.

(j) No signs which emit odor, noise, or visible matter other than light shall be permitted.

4.13 Construction Signs. Each Dealership is allowed to place on its Lot or Parcel, prior to and during construction, a standard Automall-designed project sign not to exceed thirty-two (32) square feet in area as generally shown in **Exhibit "C9"**. Any such signs shall be removed prior to occupancy.

4.14 Signs For Uses Other Than Dealerships. Any building improvement other than for Dealerships that is proposed for location within the Automall must include as part of its submittals to the City for preliminary plan review a Planned Sign Permit Program for the proposed project, including locations, sizes, colors and proposed content for any signage associated with the proposed improvement. The sign program should be consistent with the Automall Signage Design Guidelines. Any signs for uses other than Dealerships must be approved by the City.

ARTICLE 5

LANDSCAPE DESIGN GUIDELINES

5.1 Design Goals. It is the intent of these landscape guidelines to provide for a single, continuous landscape theme for the entire Automall. The design objective is to enhance, unify and identify the Automall, in conjunction with the Architectural and Signage Design Guidelines. The Automall's landscaping shall be in accordance with the Olympus Pointe Design Guidelines (Olympus Business Center CCRs), except for minor variations which are noted.

(a) Principal features of the Automall shall include the following:

(1) Perimeter Landscaping and Screen Wall. The design objective is to enhance, unify and indentify the project as viewed from adjacent streets. Landscaping for the exterior streetscape areas shall follow the Olympus Pointe Design Guidelines (Olympus Business Center CCRs) except for the following: The minimum landscape setback along North Sunrise Avenue and Lead Hill Boulevard shall be twenty-six (26) feet measured from the back of the curb; the minimum landscape setback along Rocky Ridge Drive shall be thirty-four (34) feet measured from the back of the curb; at North Sunrise Avenue, the landscape easement shall be twenty-five (25) feet; twenty (20) feet at Lead Hill Road and Rocky Ridge Drive. Also, the sidewalk at Lead Hill Road will not meander and will b five (5) feet wide. The screen wall shall be a maximum of eight (8) feet in height, be of concrete block masonry construction finished with machine-applied plaster, and painted. Terraced planters/retaining walls shall be utilized where slopes exceed 3:1 and at the two corners of Lead Hill Road, and shall be similar to the screen wall in construction and color. (See Exhibits "D1," "D2" and "D3"). The main entry shall follow the Olympus Pointe Design Guidelines (Olympus Business Center CCRs), except for minor modifications (see Exhibit "D4").

(2) Interior Display Road. The design intent is to create a comfortable, inviting environment for the display and sale of Vehicles. To support this objective, the interior street and the adjacent display corridor (Lot Frontage Landscape Zone, Exhibit "G1" hereof) shall allow easy access to each Dealership by customers on foot as well as by automobile. The display areas, street crossings, vehicular entries, pedestrian walkways, customer parking, signage, lighting, and landscaping shall be coordinated to facilitate this objective. Owners will develop specific lot frontage landscape by combining the entry and display area modules shown in Exhibits "D5," "D6," "D7" and "D8". Lot frontage plans must be submitted to the Architectural Review Committee for review and approval. The Olympus Pointe Design Guidelines (Olympus Business Center CCRs), specifically, the "Understory/Ground Plans" guidelines for Lead Hill Road and the associated listings of "Shrubs for Street Landscape Easements" and the "Suggested Xeriscape Plant List," will be followed for plant palette and landscaping details.

(3) Landscaping Area. The hardscape and landscape palettes for the vehicular entry and display corridor have been selected in keeping with the overall design concept. Their repeated use throughout the Automall will provide a continuity and unification of the architectural and landscape themes, while providing each Dealership with an opportunity for an individually designed site. Design elements not included in the palettes must be submitted to the City for approval. Each Lot or Parcel, as the case may be, shall allot five percent (5%) of the site area, exclusive of the building footprints and street oriented landscaping, for landscape planter areas. The landscaped areas shall be designed and located to provide adequate visual relief to the paved areas, especially those in public view. The Olympus Point Design Guidelines (Olympus Business Center CCRs) will be followed for plant palette

and landscaping details or the Lots.

5.2 Tree Planting Guidelines for Lots.

(a) Purpose and Intent. The objective of these guidelines is to enhance the public's experience of the Automall by requiring tree plantings within the Lots. The intent of these guidelines is to establish tree placement design principles that will meet the needs of both the Automall and the City of Roseville.

(b) Tree Placement and Function. Trees within the Lots will serve the following functions, which will dictate their placement.

(1) Breaking Up Blank Walls. A common theme throughout the Lots is to use free-standing screen walls to block undesirable views of car storage or service areas. Since these walls typically fall in the "back" area of Lots, trees can easily be used to visually break up these walls without blocking display areas. Additionally, these trees will create a back drop for the Dealership buildings. Other blank walls such as sides of dealership buildings can also be aided by tree plantings.

(2) Screening. Facilities such as service garages or vehicle storage areas that would not require high visibility may be visually enhanced by tree plantings.

(3) Framing. Trees placed at the front corners of the buildings will frame the buildings and still allow complete views of the building frontage. Views of signage and display at these locations would remain open.

(4) Shading. Within the Lots, deciduous canopy trees should be placed at the customer parking areas to provide shade. However, shade trees should not be required where they would block showroom visibility.

(5) Accent. Specimen trees may be used to accentuate special areas of the Dealership sites such as display areas of building entries.

(c) Tree Selection; Master Tree List. Trees selected for the Lots should be compatible with the display of Vehicles. They should be high branching for Vehicle clearance and visibility and should not drip or attract birds. Additionally, trees selected should be compatible with the trees recommended in the Olympus Point Guidelines. Trees should be selected from the Master Tree List attached as **Exhibit "D9"**. In addition, to provide for variety, a minimum of fifty percent (50%) of the trees selected for each Lot should be evergreen.

(d) Tree Density. A minimum of ten (10) large trees and five (5) medium, small or emphatic trees shall be planted per four (4) acres of each Lot (excluding Lot 9 as shown on **Exhibit "B1"**). Each Owner shall have the freedom to arrange the trees within the Lot landscape area at the Owner's discretion, consistent with the recommended tree placement guidelines.

5.3 Conditions. The following conditions adopted by the City shall be met:

(a) The use, maintenance and repair of enhanced paving shall be included in the lighting and landscaping district established for the Automall.