CLEAN DRAFT – 12/23/19

Campus Oaks

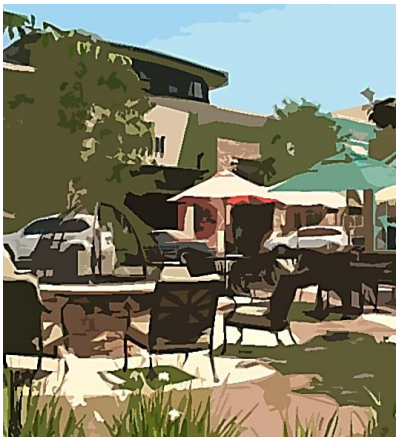
MASTER PLAN

An Amendment to the Hewlett-Packard Roseville Campus Master Plan

CITY OF ROSEVILLE

Originally Adopted August 5, 2015

Last Amended May 20, 2020




A BLUEPRINT COMMUNITY

MASTER PLAN

An Amendment to the Hewlett-Packard Roseville Campus Master Plan

CITY OF ROSEVILLE

Adopted August 5, 2015
Resolution No. 15-371

Amended August 17, 2016
Resolution No. 16-367

Amended December 5, 2018
Resolution No. 18-494

Amended May 20, 2020
Resolution No. 20-168

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Preface

The *Hewlett-Packard Roseville Campus Master Plan* established development regulations for approximately 500 acres at the southwest corner of Blue Oaks and Foothills Boulevards within the City of Roseville's North Industrial Planning Area. Originally adopted in June 1996, the Master Plan envisioned a manufacturing and office campus to accommodate Hewlett-Packard's existing and planned operations. Hewlett-Packard subsequently adjusted its facilities needs for the Roseville campus, divesting its interests in all but a portion of the Master Plan Area. While substantial development had occurred on the eastern portion of the Master Plan Area, including Hewlett-Packard's facilities, the western portion had remained undeveloped.

This amendment to the Master Plan incorporates the **Hewlett-Packard | Campus Oaks (HPCO) Master Plan**, providing for a mixed use community on a 375.7-acre portion of the original Master Plan Area. The HPCO Project Area is organized into two physically and functionally integrated sub-areas: the **Hewlett-Packard Campus** accommodating existing and planned light industrial, recreation and related uses; and **Campus Oaks** planned for a new mix of tech/business park (LI), commercial, residential, park and recreation, open space and public uses.

The HPCO Master Plan supersedes all prior Master Plan requirements for the HPCO Project Area. All development projects, infrastructure improvements and other activities within the Project Area are required to be consistent with this Master Plan and related documents. The HPCO Master Plan is intended to provide a framework for development while maintaining flexibility.

Project Objectives

The following objectives build upon and broaden those established by the original 1996 Master Plan:

- Accommodate the intended dynamic growth of the Hewlett-Packard Campus
- Enable Hewlett-Packard to continue locating its buildings and operations on a single consolidated campus providing for operational and logistical efficiency
- Satisfy the needs of Hewlett-Packard to maintain facility siting and sizing flexibility and the ability to respond quickly to changing business conditions in the dynamic markets in which it competes

- Support the aspirations of Hewlett-Packard to build and operate its facilities within a mixed use master planned community that provides opportunities for convenient and sustainable relationships between employees and nearby housing opportunities, commercial services, and open-space and recreational amenities
- Continue to provide sufficient land designated for employment uses to meet the City's goals for employment generation, a positive jobs/housing balance, and economic sustainability
- Construct infrastructure improvements that support development of the HPCO Project Area, and compliment and complete the larger circulation network and utility systems in the project vicinity
- Develop the HPCO Project Area in a manner consistent with the intent of the Sacramento Region Blueprint and Sustainable Communities Strategy, Roseville's Blueprint Implementation Strategies, and other smart growth principles

HPCO Master Plan Organization

PLANNING FRAMEWORK

Setting, planning principles, and land use, mobility, utility and public services components.

HEWLETT-PACKARD CAMPUS DEVELOPMENT PLAN

Hewlett-Packard Campus land use, zoning, development guidelines, and development review.

CAMPUS OAKS DEVELOPMENT PLAN

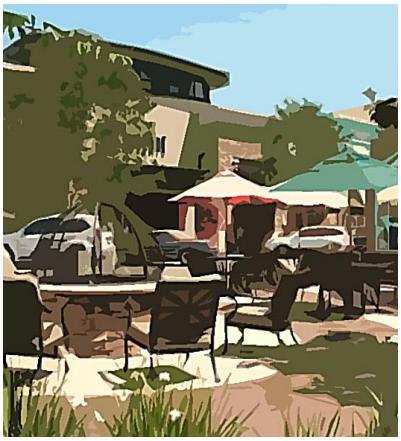
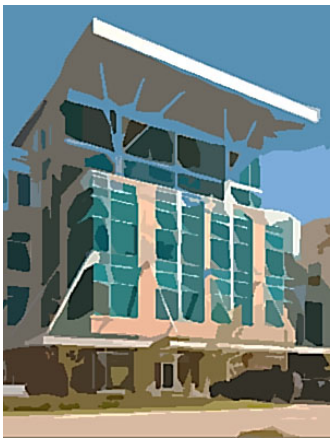
Campus Oaks land use, zoning, design guidelines, affordable housing and density transfers.

ADMINISTRATION

Related documents, subsequent entitlements, and interpretations, modifications and amendments.

Planning Framework

CITY OF ROSEVILLE

A BLUEPRINT COMMUNITY

01 The HPCO Project Area

The HPCO Project Area has been designated for development since 1978. Surrounded by established employment, commercial and residential uses, the eastern portion of the Project Area is partially developed by Hewlett-Packard, one of Roseville's largest employers. Adjacent roadway and utility improvements serving the site have long been accounted for in the City's infrastructure planning and where applicable within associated funding programs, and natural resource impacts have been addressed, including Section 404 wetland permitting. On all accounts, the HPCO Project Area is "shovel ready" for an updated development approach. The following generally describes conditions as of the time of HPCO Master Plan adoption.

1.1 Strategic Location

The HPCO Project Area encompasses the southern and western portions of *Hewlett-Packard Roseville Campus Master Plan Area* located within the City of Roseville's North Industrial Planning Area (Figure 1-1). The 375.7 acre HPCO Project Area is bounded by Blue Oaks Boulevard to the north, Foothills Boulevard to the east, and Woodcreek Oaks Boulevard to the west. The Project Area is situated to take advantage of its desirable central location, high visibility, ease of regional access, and favorable market position to attract renewed growth opportunities to the City.

The HPCO Project Area is organized into two mutually supportive and intimately connected planning sub-areas; the Hewlett-Packard Campus and Campus Oaks (Figure 1-2):

- **Hewlett-Packard Campus.** Covering the eastern 141.2 acres of the Project Area, this sub-area currently includes Hewlett-Packard's facilities. The Hewlett-Packard Campus is planned for continued light industrial, recreation and related development.
- **Campus Oaks.** Covering the western 234.5 acres of the Project Area, this sub-area is currently undeveloped, with the southern portion established as a City open space preserve. Campus Oaks is planned for a mix of tech/business park (LI), commercial, residential, park and recreation, open space and public uses.

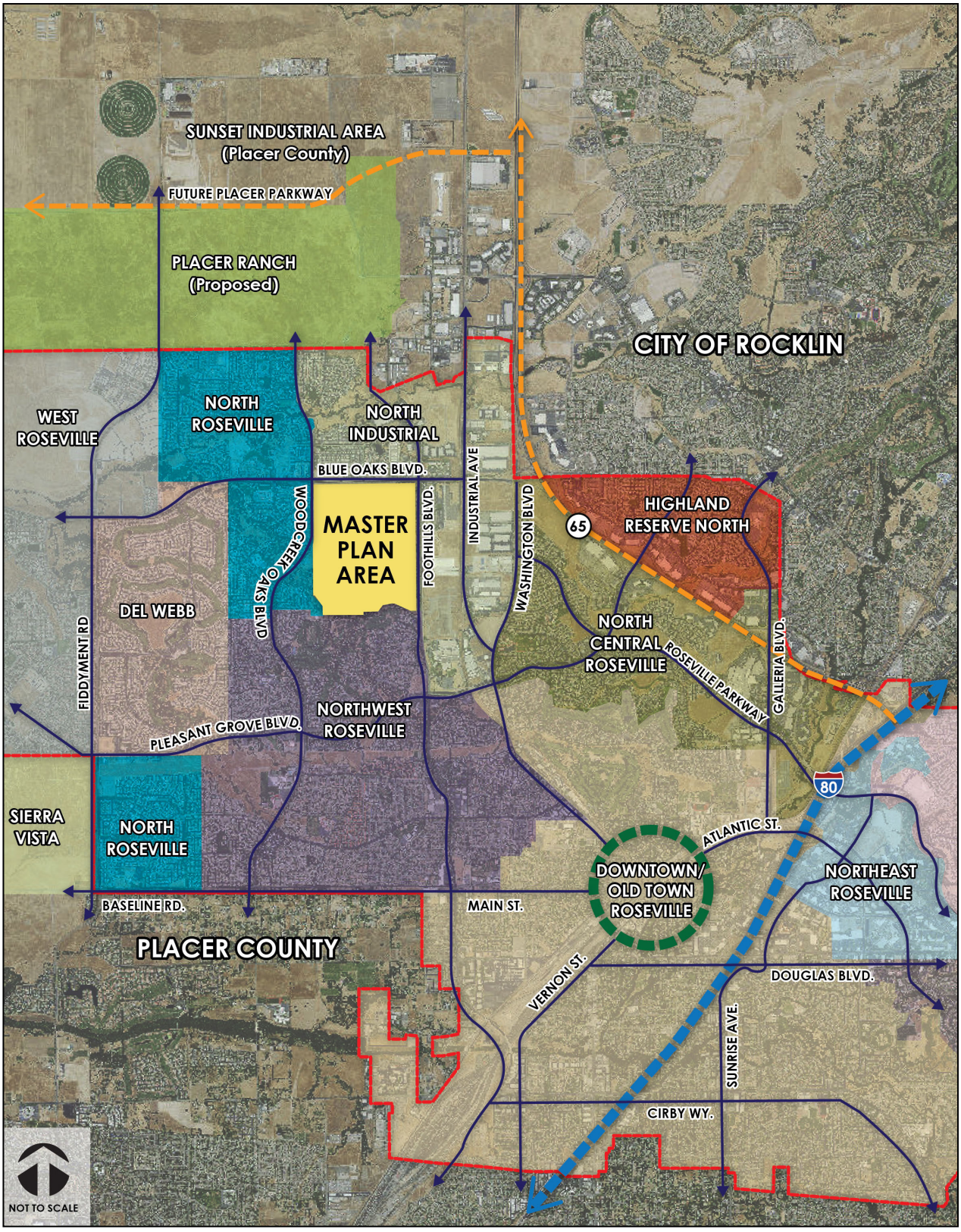


FIGURE 1-1: Original Master Plan Area

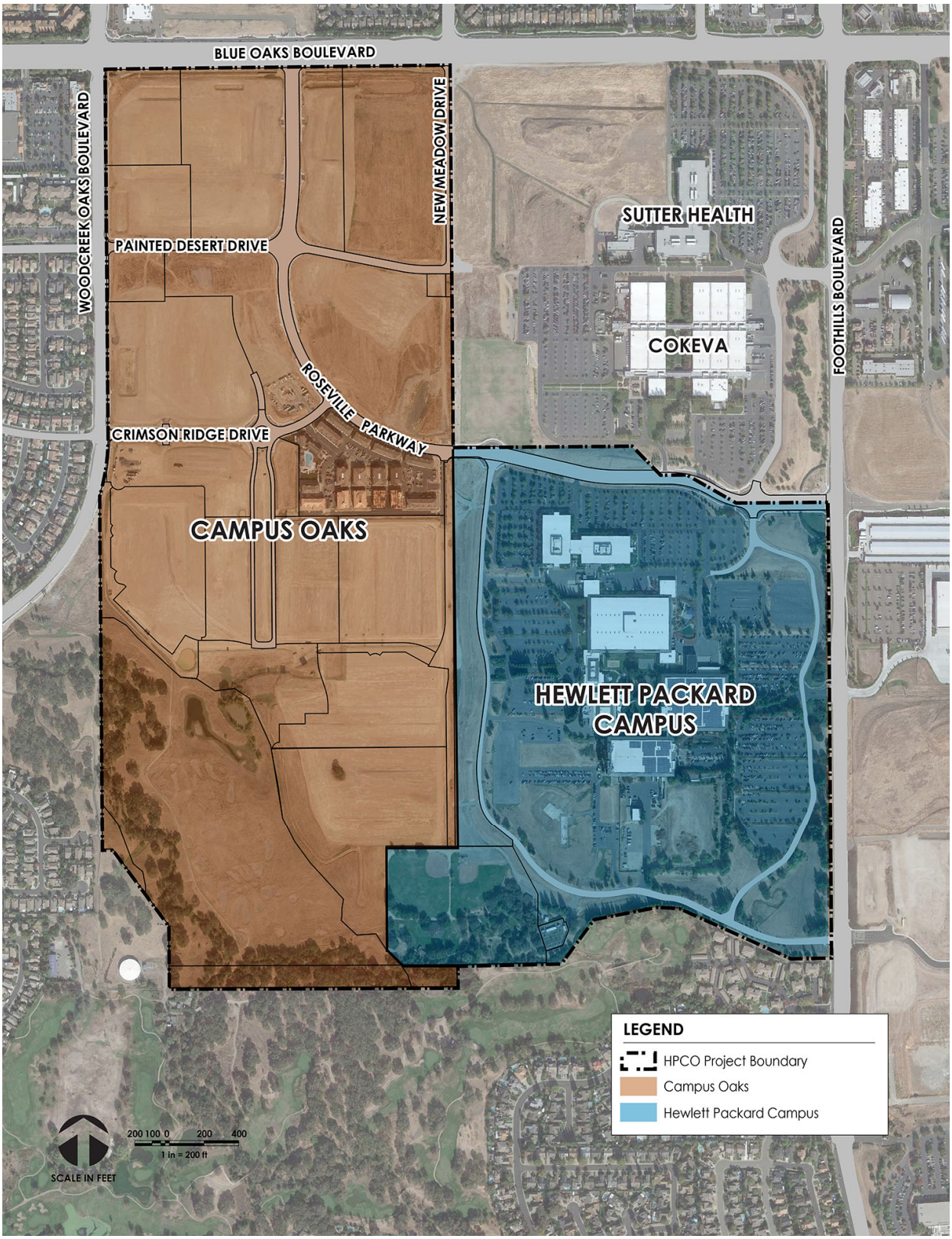


FIGURE 1-2: HPCO Project Area and Planning Sub-Areas

1.2 Shovel Ready Site

As one of the largest infill sites in the South Placer Region, the HPCO Project Area has a number of unique advantages that are conducive to development:

Hewlett Packard

- **Prior planning and development.** The HPCO Project Area has been designated for development for over 35 years, with a portion of the Hewlett-Packard Campus partially developed with light industrial and office uses along with parking lots, internal roadways, and recreation facilities. Prior planning efforts and analysis have long contemplated development of the site.
- **Limited resource constraints**. The undeveloped portions of the HPCO Project Area consist primarily of annual grasslands with gently rolling topography that has been highly disturbed over time through bi-annual disk plowing. There are limited environmental constraints outside of the City owned open space preserve located along the South Branch of Pleasant Grove Creek within the southern portion of Campus Oaks. This preserve was created as part of a previously approved Section 404 (Clean Water Act) nationwide permit agreement to grade and fill waters of the U.S within the larger Plan Area.
- **Existing utility connections**. Water, wastewater, recycled water, drainage, electric, natural gas, and telecommunications infrastructure exist within and adjacent to the HPCO Project Area. Included is an electric substation on the Hewlett-Packard Campus, a 16-inch Pacific Gas and Electric (PG&E) high-pressure gas line that runs north-south through the Project Area, as well as overhead power lines along adjacent arterials. Adequate capacity for development has been accounted for in the City's infrastructure planning and, where applicable, within current funding programs.
- **Regional roadway connections.** Existing roadways provide direct local and regional access to the HPCO Project Area. Blue Oaks Boulevard, located along the northern edge of the Project Area, is the primary east-west transportation corridor in the northern portion of Roseville and is projected to be one of the City's

most traveled roads in the future. Blue Oaks connects the western sections of Roseville to Highway 65 just east of the Project Area, which then intersects with Interstate 80 approximately 3 miles further to the east. Foothills and Woodcreek Oaks Boulevards, along the eastern and western edges of the Project Area, are key north-south connections planned to eventually extend north into the Sunset Industrial/potential future Placer Ranch development area(s). Foothills Boulevard is planned to connect to future Placer Parkway.

- **Compatible surrounding development.** The HPCO Project Area is surrounded by a broad range of compatible uses. Adjacent development includes existing light industrial, as well as vacant parcels zoned for light industrial use, to the east within the North Industrial Planning Area; commercial and residential uses to the north also within the North Industrial Planning Area; residential uses, a retail center and the Pleasant Grove Creek open space to the west within the North Roseville Specific Plan (1997); residential uses and the Woodcreek Oaks Golf Course to the south within the Northwest Roseville Specific Plan (1989); and the City's pump station and recycled water tank to the southwest.

Existing conditions and surrounding uses are illustrated on Figure 1-3.

Campus Oaks

Open Space Preserve

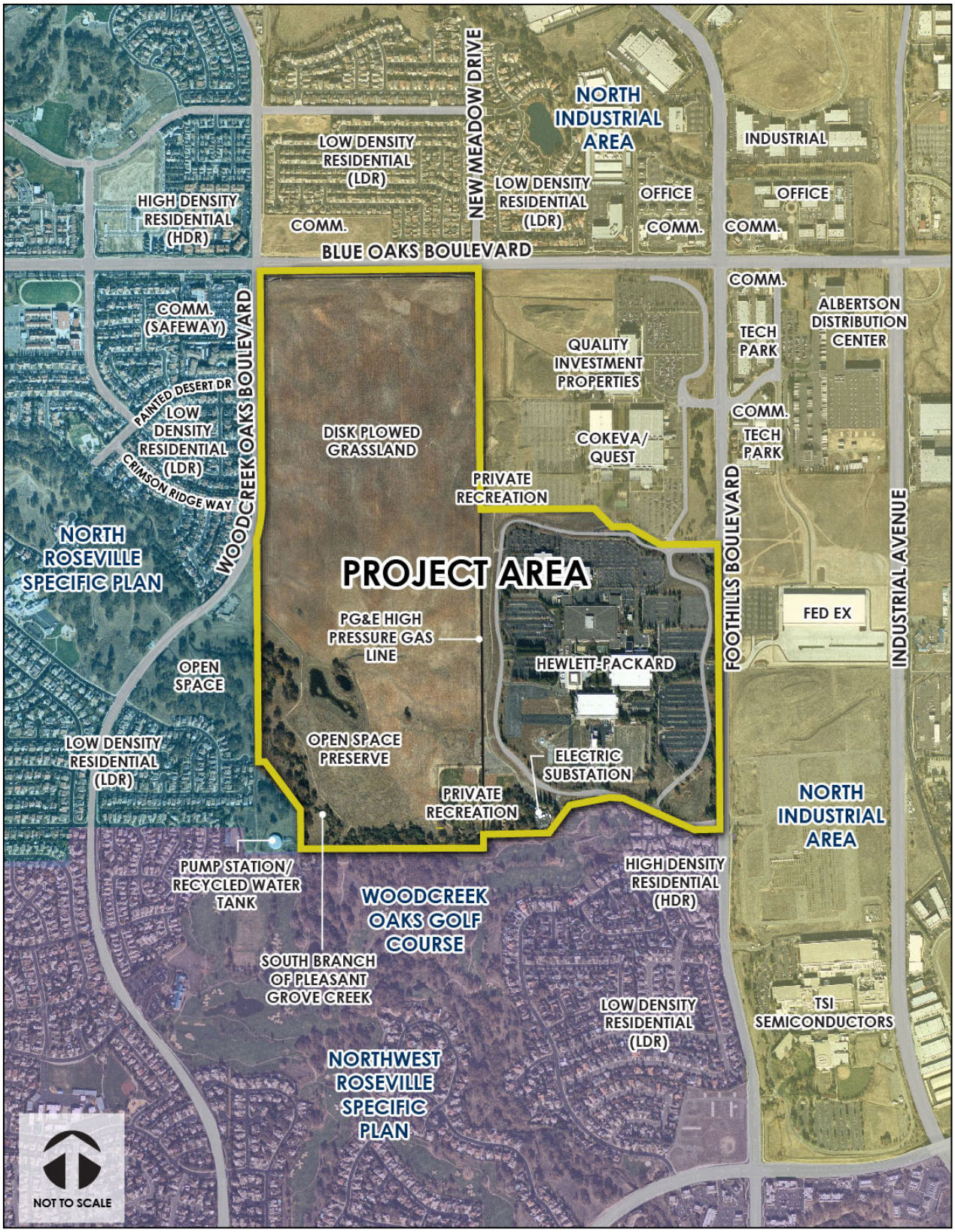


FIGURE 1-3: Existing Conditions and Surrounding Uses

1.3 History of Thoughtful Planning

The original 500-acre Master Plan Area was initially designated with light industrial land use in 1978. Hewlett-Packard purchased the Master Plan Area in early 1979 and was granted an initial Use Permit approval (UP 79-04) to develop 1.4 million square feet for computer manufacturing and distribution facilities on the southeast corner of the site adjacent to Foothills Boulevard. Construction began in 1981, with Use Permits for reconfiguration and an additional 1 million square feet of development subsequently approved in 1987 (UP 87-39 and SUP 87-40). Combined, a total of 2.4 million square feet of development was approved.

In 1996, the City adopted the *Hewlett-Packard Roseville Campus Master Plan*, including an Environmental Impact Report and Development Agreement, to guide buildout of the Master Plan Area. The Master Plan contained land use and zoning regulations, infrastructure plans, development guidelines, traffic and utility thresholds, and a streamlined development approval process. The objectives of the Master Plan were to accommodate Hewlett-Packard's intended growth and expansion; locate this growth contiguous to the business activities already established on the site; and provide flexibility to respond quickly to changing business conditions in the dynamic markets in which the company competes.

Hewlett-Packard Roseville Campus Initial Construction, 1981

The 1996 Master Plan provided for 4,239,000 square feet of light industrial and commercial land uses, as well as establishment of a wetland preserve on the southwest portion of the Plan Area. The Master Plan assumed a 25-year buildout. At the time of Master Plan approval, the Plan Area contained 1.3 million square feet of development in ten manufacturing, distribution, support, maintenance and office buildings on approximately 195 acres. An estimated 4,100 full and part-time workers were employed on the site.

In 2001, the Master Plan was amended to replace all commercial uses within the Plan Area with a light industrial land use, and remove the Woodcreek Oaks right-of-way reducing overall Master Plan Area acreage to 497.7 acres. The City subsequently exercised an option to purchase the southwest corner of the Plan Area to support a 1.5 million gallon recycled water tank and pumping station. This site was also removed from the Master Plan Area, further reducing its size to 492.17 acres.

In 2008, the 45.9-acre wetland preserve was dedicated to the City. Upon acceptance, the City formed a Community Facilities District (CFD) to fund preserve area monitoring, reporting and maintenance. The agreement for the City to accept the preserve included a requirement that Hewlett-Packard back-up the CFD funding mechanism.

In the intervening years, Hewlett-Packard has continued to adjust its facilities needs for the Roseville campus and has divested its ownership of the Master Plan Area. Despite efforts to promote a single use light industrial campus, a significant portion of the Plan Area has remained undeveloped. Undeveloped industrial properties and vacant built space also exist within the remainder of the North Industrial Planning Area, as well as within the expansive 8,800-acre Sunset Industrial Area to the north within unincorporated Placer County.

The HPCO Master Plan encompasses 375.7 acres of the original 500-acre Master Plan Area. This amendment followed the Hewlett-Packard Foundation's sale of the western 189 acres of the Master Plan Area. In response to updated market opportunities and development preferences, the HPCO Master Plan provides for a revised mix of employment, commercial, residential, park and recreation, open space and public uses. The HPCO Master Plan capitalizes on the unique opportunity to create a mixed use infill community that locates jobs, housing choices, and services in close proximity to one another. The intent is to stimulate mutually supportive land use, economic and social interactions, thereby reenergizing the Master Plan Area.

The history of the Master Plan's entitlements and corresponding development intensities is summarized in Table 1-1.

TABLE 1-1 Master Plan Entitlement History

Adoption/ Amendment	Land Use	Total Capacity
1996 Master Plan adopted providing for light industrial and commercial uses, and an open space preserve	425.80 ac Light Industrial 28.50 ac Commercial 45.90 ac Open Space	3,991,000 sf Light Industrial 248,000 sf Commercial
TOTAL	**500.2 ac**	**4,239,000 sf**
2001 Master Plan amended to convert 28.5 acres of commercial to light industrial	451.80 ac Light Industrial 45.90 ac Open Space	4,217,000 sf Light Industrial
TOTAL	**497.7 ac[1]**	**4,217,000 sf**
2015 Master Plan amended to incorporate the HPCO Master Plan providing for a revised mix of light industrial, commercial, office, tech/business park, residential, park and recreation, open space and public uses **2016** Master Plan amended to reconfigure residential and office land uses. Overall dwelling unit and square footage allocations maintained. **2018** Master Plan amended to reconfigure Town Center and convert 10.5 acres from office to commercial. **2019** Master Plan amended to reconfigure neighborhood densities and park boundaries.	***HPCO PROJECT AREA*** 129.24 ac Light Industrial 32.85 ac Tech/Business Park (LI) 29.48 ac Commercial 96.49 ac Residential 23.64 ac Parks 46.35 Open Space 17.48 ac Public & Roads ***REMAINDER OF HP MASTER PLAN AREA*** 114.74 ac Light Industrial 1.70 ac Public & Roads	***HPCO PROJECT AREA*** 1,200,000 sf Light Industrial 300,000 sf Tech/Business Park 240,000 sf Commercial 948 du Residential ***REMAINDER OF HP MASTER PLAN AREA*** 1,500,000 sf Light Industrial
TOTAL	**492.17 ac[2]**	**948 du** **3,240,000 sf**

Source: Hewlett-Packard Roseville Campus Master Plan 1996 and 2001, Hewlett-Packard 2015 and Morton & Pitalo 2019.

1. The reduction in total Master Plan Area acreage between 1996 and 2001 reflects removal of the Woodcreek Oaks Boulevard right-of-way from the Master Plan boundaries, as well as updated survey information.
2. The reduction in total Master Plan Area acreage following 2001 reflects City purchase of a recycled water tank and pumping station site and removal of that area from the Master Plan, as well as updated survey information.

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02 A Blueprint Community

The HPCO Master Plan provides for an integrated mix of jobs, housing, services, and amenities. The Project Area presents a one of a kind opportunity to create a landmark infill project that furthers the City's commitment to the ***Sacramento Regional Blueprint*** *and other "smart growth" principles. The HPCO Master Plan builds upon the City's planning documents including the General Plan, Blueprint Implementation Strategies, Communitywide Sustainability Action Plan, Pedestrian Master Plan and Bicycle Master Plan to deliver an environmentally sound project that enhances livability and quality of life, and contributes economic benefits to the community.*

2.1 Sacramento Region Blueprint

Since initial construction began on the Hewlett-Packard Campus in 1981, Roseville and the surrounding region have grown substantially. With continued growth, there has been increasing emphasis on the need to develop in smart and responsible ways. Where employers prefer to locate and employees desire to live and work is different today than it was in years past when job centers were planned separate from residential and other uses. As illustrated in the booming Silicon Valley, "campuses" are prospering that provide for an integrated mix of uses and apply smart growth principles. Smart Growth seeks to align housing, employment, services, mobility and other factors to create livable, environmentally sensitive and economically vibrant communities.

Within the Sacramento Region, the key tenets of smart growth are embodied within the Sacramento Area Council of Governments Regional Blueprint Project. Establishing a framework for future growth, the Blueprint focuses on reducing congestion and associated air quality and greenhouse gas emissions, providing for a greater range of housing choices, encouraging reinvestment in already developed areas, and better integrating the proximity of jobs to housing. As a mixed use infill project, the HPCO Master Plan presents a unique opportunity to meaningfully implement the Blueprint's growth principles.

Sacramento Region Blueprint

Roseville has been a leader in implementing the Sacramento Region Blueprint Project. The City collaborated with the Sacramento Area Council of Governments (SACOG) and its member agencies in the six-county Sacramento region to agree on a policy framework to accommodate growth over the next 50 years. Adopted in 2004, the Blueprint advances seven growth principles:

1 TRANSPORTATION CHOICES. Designing development to encourage people to walk, ride bicycles, use public transit and carpool.

2 MIXED USE DEVELOPMENTS. Establishing places where mixed use development can occur to provide a variety of jobs, residences, goods and services in close proximity.

3 COMPACT DEVELOPMENT. Creating more compactly built environments that use the land in an efficient manner.

4 HOUSING CHOICES. Providing a variety of places where people can live in response to multiple socio-economic needs.

5 USE OF EXISTING ASSETS. Developing vacant or underutilized infill lands that make better use of existing infrastructure and resources.

6 QUALITY DESIGN. Furthering urban design that creates attractive and connected communities with a strong sense of place.

7 NATURAL RESOURCES CONSERVATION. Incorporating public use open space, habitat and agricultural preservation, and environmentally friendly developments practices.

Roseville was the first city in the region to adopt a Blueprint Implementation Strategy, outlining a menu of strategies to achieve Blueprint's growth principles.

2.2 Community Form

The HPCO Project Area's physical form is organized into four distinct "districts" each distinguished by its mix of uses and intended built character (see Figure 2-1). While each district has a unique purpose, the districts are interrelated and functionally overlap, creating a mutually supportive mix of uses. These interrelationships are enhanced by the compact development pattern and interconnected street and trail systems that place jobs, housing and services in close proximity to each other.

EMPLOYMENT CENTER

The Employment Center includes existing and planned light industrial uses within the Hewlett-Packard Campus, as well the Tech/Business Park (LI) uses within Campus Oaks. When combined with other employment uses within the larger Master Plan Area, these uses comprise a major integrated job center in the City providing for over 3 million square feet of existing and planned employment uses. The Employment Center addresses the City's desire to retain employment opportunities within the Project Area to support the jobs/housing balance in the City, as well as to continue to position the North Industrial Planning Area as a major employment/industrial center for the South Placer region.

The proximity of a diverse range of housing and available services for employees is one of the first factors considered when businesses contemplate locating in a community. By providing for a closely integrated mix of jobs, housing, services and amenities, the HPCO Master Plan enhances the appeal of the Project Area and nearby industrial uses for employment attraction and retention, further strengthening Roseville's position as the region's community of choice for business investment.

RESIDENTIAL NEIGHBORHOODS

The Residential Neighborhoods provide for comfortable, well connected and walkable living environments attractive to residents and accommodating the nearby workforce. Included are lower density, medium density and higher density attached and detached housing types within Campus Oaks that support a diversity of living options and lifestyles.

The form and diversity of the neighborhoods furthers the direction of the City's General Plan and Blueprint Implementation Strategies to deliver a variety of housing choices in proximity to jobs and services, address the need for additional housing to support employees and job generation, supply new opportunities for the City to meet its Regional Housing Needs Allocation, and advance the City's goal for a jobs/housing balance.

"Without the addition of residential opportunities, or the reduction of employment generating land uses within Roseville and/or the adjacent jurisdictions, sufficient employees will not exist to fill potential job generation within reasonable commute distances."

CITY OF ROSEVILLE GENERAL PLAN 2025

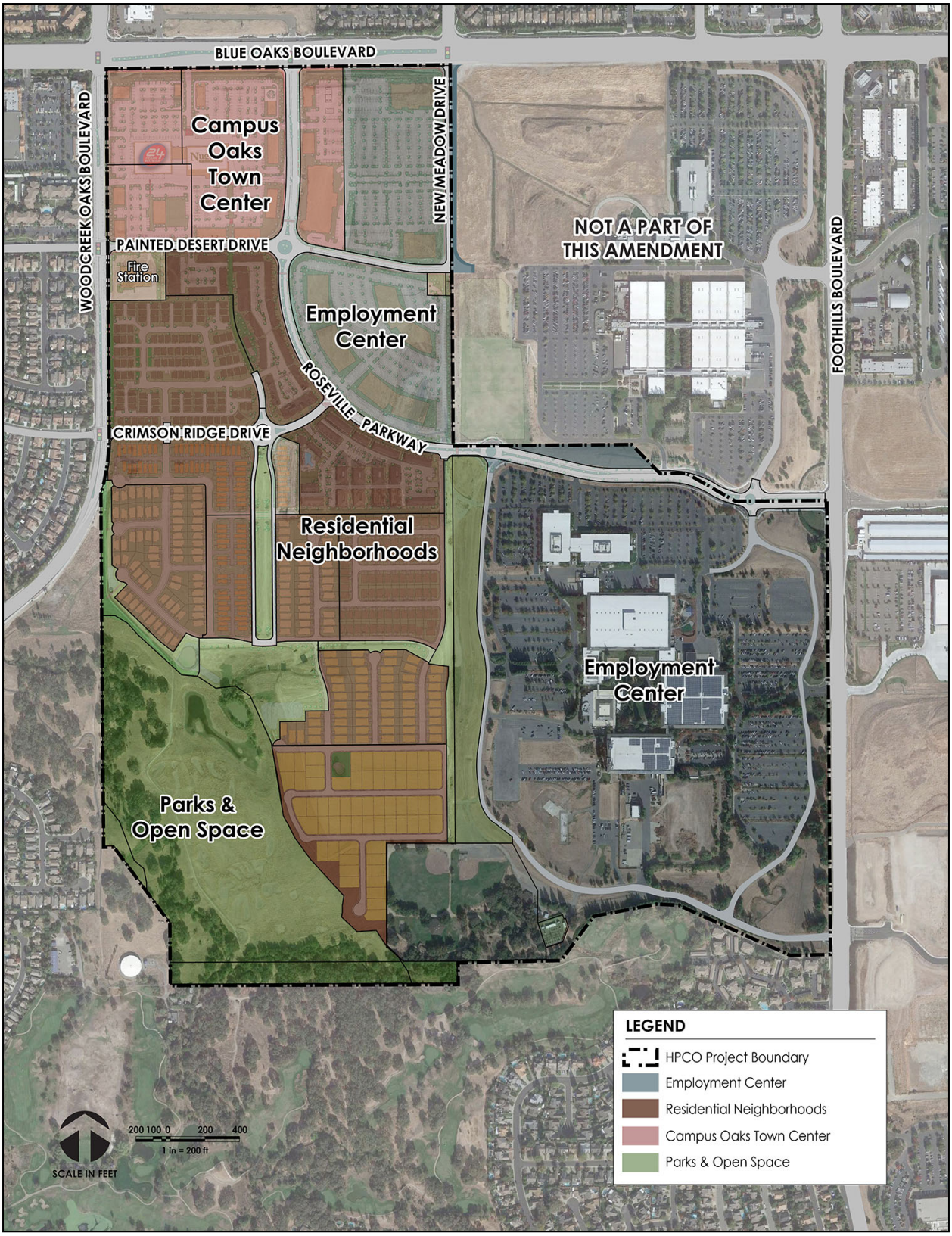

FIGURE 2-1: Community Form Districts

CAMPUS OAKS TOWN CENTER

The Campus Oaks Town Center is envisioned as a destination where residents, employees and passers-by can shop, eat, recreate, obtain services and meet their everyday needs. Integrating an interactive mix of retail and related uses, emphasis is placed on creating a pedestrian friendly environment with easy access between uses and connectivity to the adjacent Residential Neighborhoods and Employment Center.

The Campus Oaks Town Center has been strategically located at the northern entry into the HPCO Project Area to create a sense of arrival and enhance its visibility, access, and standing as an integral and defining component of the community.

PARKS & OPEN SPACE

Incorporated within the HPCO Project Area is a green network of parks, paseos, open spaces, trails, and active tree-lined streetscapes that enhance community interaction, character and sense of place. Parks and open space in the Project Area provide for passive/informal/self-directed and active/ formal/programmable recreational opportunities, serve as gathering places for residents and employees, help to establish a communal sense of identity and ownership, and provide for natural resource protection.

2.3 Planning Principles

REENERGIZE EMPLOYMENT GROWTH

Instill renewed "open for business" energy encouraging new employment growth and investment:

- Open up the Hewlett-Packard Campus by enhancing public access, connectivity and visibility into and through the Master Plan Area
- Accommodate the desire of Hewlett-Packard to build and operate their facilities within a mixed use community by integrating an array of housing choices, convenient services, and accessible community amenities that collectively support the success of adjacent employment uses
- Accommodate the growth and expansion of Hewlett-Packard in a manner that allows for operational synergies and efficiencies
- Provide for substantial employment development in a consolidated campus setting
- Establish a flexible regulatory structure for businesses to quickly respond to changing conditions, including a streamlined development review process for the Hewlett-Packard Campus

BUILD UPON EXISTING ASSETS

Capitalize on the HPCO Project Area's central location to efficiently support new development:

- Target new development on property that is surrounded by existing industrial, residential and commercial uses
- Tie into existing roadway and utility systems, lowering the capital investment and infrastructure burdens required to support development
- Replace long-standing undeveloped properties with market ready, economically productive uses that strengthen land values and the tax base

PROVIDE DIVERSE HOUSING CHOICES

Create distinct neighborhoods within Campus Oaks that offer socio-economic vitality and support the workforce:

- Include a wide range of housing densities, lot sizes and product types appealing to different economic and life-style segments
- Address the desire for housing nearby and conveniently connected to jobs
- Integrate densities, innovative product types and public amenities that support "urban" living options attractive to a growing market segment
- Contribute to the City's Regional Housing Needs Allocation and affordability goal

ESTABLISH A TOWN CENTER

Provide for a vibrant Town Center within Campus Oaks as a destination for residents, employees and visitors:

- Create a commercial setting along the northern community entry (Roseville Parkway) enhancing sense of arrival and identity
- Overlap interfaces and access between retail and related uses
- Provide for convenience retail, grocery, restaurant and service uses to meet residents' and employees' daily needs
- Position the Town Center along Blue Oaks Boulevard expanding its ability to attract activity, users and sales tax revenue

OFFER MEANINGFUL PUBLIC SPACES

Include an enhanced network of public spaces to inspire community activity, interaction, and identity:

- Provide interconnected parks, paseos and open space areas to support recreational activities and social gathering
- Encourage resident and employee interactions through a variety of facilities that support performance arts, farmers' markets, arts and craft shows and other activities
- Enhance access to and through the open space preserve to promote passive recreation, and environmental stewardship and education

MAXIMIZE MOBILITY OPTIONS

Maximize connectivity, walkability and convenience to support a variety of mobility choices:

- Establish a mixed use, compact development pattern that creates proximity and interactions between uses, reducing trip lengths and the need for travel outside of the HPCO Project Area for daily needs
- Incorporate a safe and interconnected network of paths, sidewalks and bike lanes for use by both residents and employees
- Provide a modified grid street pattern that includes a long sought after public roadway connection (Roseville Parkway) through the Master Plan Area from Foothills Boulevard to Blue Oaks Boulevard
- Designate the central portion of Roseville Parkway as a local oriented, pedestrian friendly "complete street" that presents a highly walkable and bikeable environment

FACILITATE RESPONSIBLE LIVING

Facilitate healthy lifestyles, resource conservation and efficiency, and a reduced carbon footprint in new development:

- Integrate a mix of land uses, mobility systems and public spaces that encourage walking, biking, and community activity
- Incorporate solar powered homes, encourage LEED or similar green building standards, and include electric vehicle charging stations
- Provide recycled water for irrigation, incorporate native and adaptive drought tolerant plants, and integrate efficient irrigation systems
- Use Low Impact Development techniques such as natural bio-swales and water quality basins to increase stormwater filtration and reduce run-off
- Incorporate relevant and cost effective measures from the City's Communitywide Sustainability Action Plan to lower emissions, increase energy and water efficiency, and reduce the waste stream

ENSURE QUALITY DESIGN

Ensure attractive and creative urban design that enhances community identity, livability and marketability:

- Retain and take advantage of the natural rolling topography on Campus Oaks
- Create pleasant streetscapes with landscaping, tree canopies, separated sidewalks, bulb-outs, enhanced crossings, street furnishings and other pedestrian amenities
- Encourage innovative and creative building, landscape and site designs that are attractive, create visual interest and variety, enhance walkability, and are in scale with and functionally related to adjacent development
- Establish gateways to provide a sense of identity and arrival into the Plan Area

ENABLE EFFICIENT IMPLEMENTATION

Enable implementation in an efficient and flexible manner that maximizes the HPCO Project Area's full potential:

- Apply financial resources and funding mechanisms to maintain an economically self-sufficient plan that provides a positive contribution to the City's General Fund, incorporates community facilities services funding, and fully funds Project Area infrastructure
- Construct infrastructure improvements that compliment and help to complete the City's larger circulation network and utility systems
- Provide for expedited approval of light industrial projects determined consistent with this Master Plan
- Maintain flexibility to adapt to evolving land use, market and other opportunities over time

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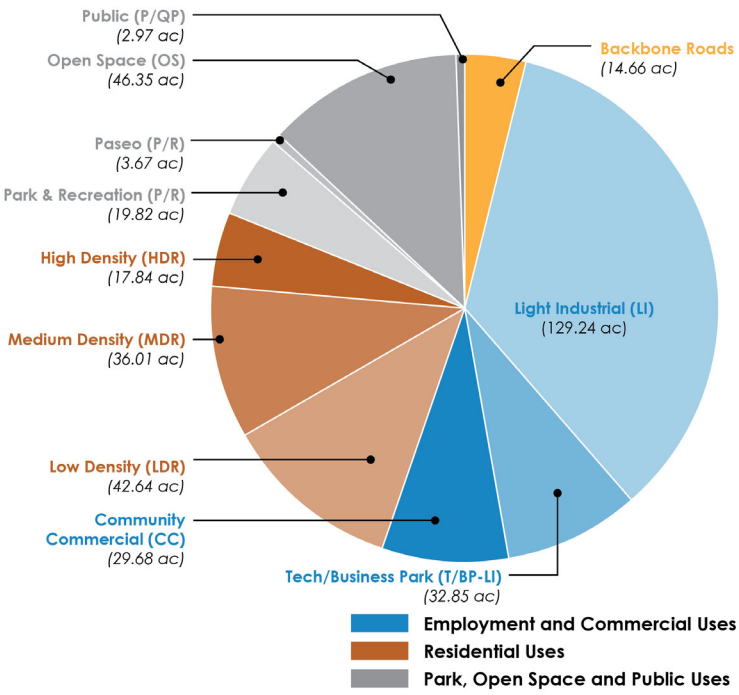
03 Project Components

The HPCO Master Plan provides for the coordinated development of the Hewlett-Packard Campus and Campus Oaks as an integrated community. The intent is to ensure that development, public improvements and other activities successfully realize the project's Planning Principles. The following summarizes Project Area land use, mobility, utilities and public services components that form the overall framework for development. Land use designations, zoning districts, design guidelines and other provisions specific to the Hewlett-Packard Campus and Campus Oaks are included in Section 04, Hewlett-Packard Campus Development Plan, and Section 05, Campus Oaks Development Plan, respectively.

3.1 Land Use

The HPCO Master Plan provides for a broad mix of employment, commercial, residential and public uses. Approximately 51 percent of Project Area acreage is designated for employment and commercial land uses, 26 percent for residential land uses, and 23 percent for parks, open space and public land uses. At buildout, the Project Area will support approximately 1.74 million square feet of non-residential development generating approximately 2,500 to 4,100 jobs[1] depending upon the ultimate composition and operations of employment uses. The Project Area also supports 948 dwelling units providing for approximately 2,474 residents.[2]



[1] Based upon 433-750 s.f. per employee for LI & T/BP, and 400-450 s.f. per employee for CC (Economic Planning Systems and Institute of Transportation Engineers 2015).

[2] Based upon 2.61 persons per household (City of Roseville 2015).

3.1.1 SPECIFIC LAND USES

Employment and Commercial. The HPCO Master Plan integrates Light Industrial (LI), Tech/Business Park (T/BP -LI), and Community Commercial (CC) land uses. A range of employment, business, office, retail, restaurant, service, entertainment, and related uses are permitted. In addition, the Master Plan supports an integrated mix of retail and related uses within the Campus Oaks Town Center.

Residential. The HPCO Master Plan incorporates Low Density Residential (LDR), Medium Density Residential (MDR) and High Density Residential (HDR) land uses within Campus Oaks. This mix of densities provides for a wide array of housing types ranging from both standard and small lot single family residential, cluster housing, attached and detached townhomes, row housing and apartments.

Park, Open Space and Public. The HPCO Master Plan includes Park & Recreation (P/R), Open Space (OS) and Public (P/QP) land uses. A variety of uses are provided including parks, recreational facilities, paseos, trails, open space, a fire station, a groundwater well and an electric substation.

3.1.2 ZONING

Land uses are implemented through the zoning district applied to each parcel. This includes the application of the Development Standard (DS) and Special Area (SA) overlay districts to customize allowed uses and development standards to address the Project Area's unique opportunities and objectives. Section 04, Hewlett-Packard Campus Development Plan, and Section 05, Campus Oaks Development Plan, define parcel specific land use and zoning regulations.

HPCO Master Plan land uses are illustrated on Figure 3-1 and summarized in Table 3-1. Parcel Specific land use and zoning allocations are included on Table 3-2.

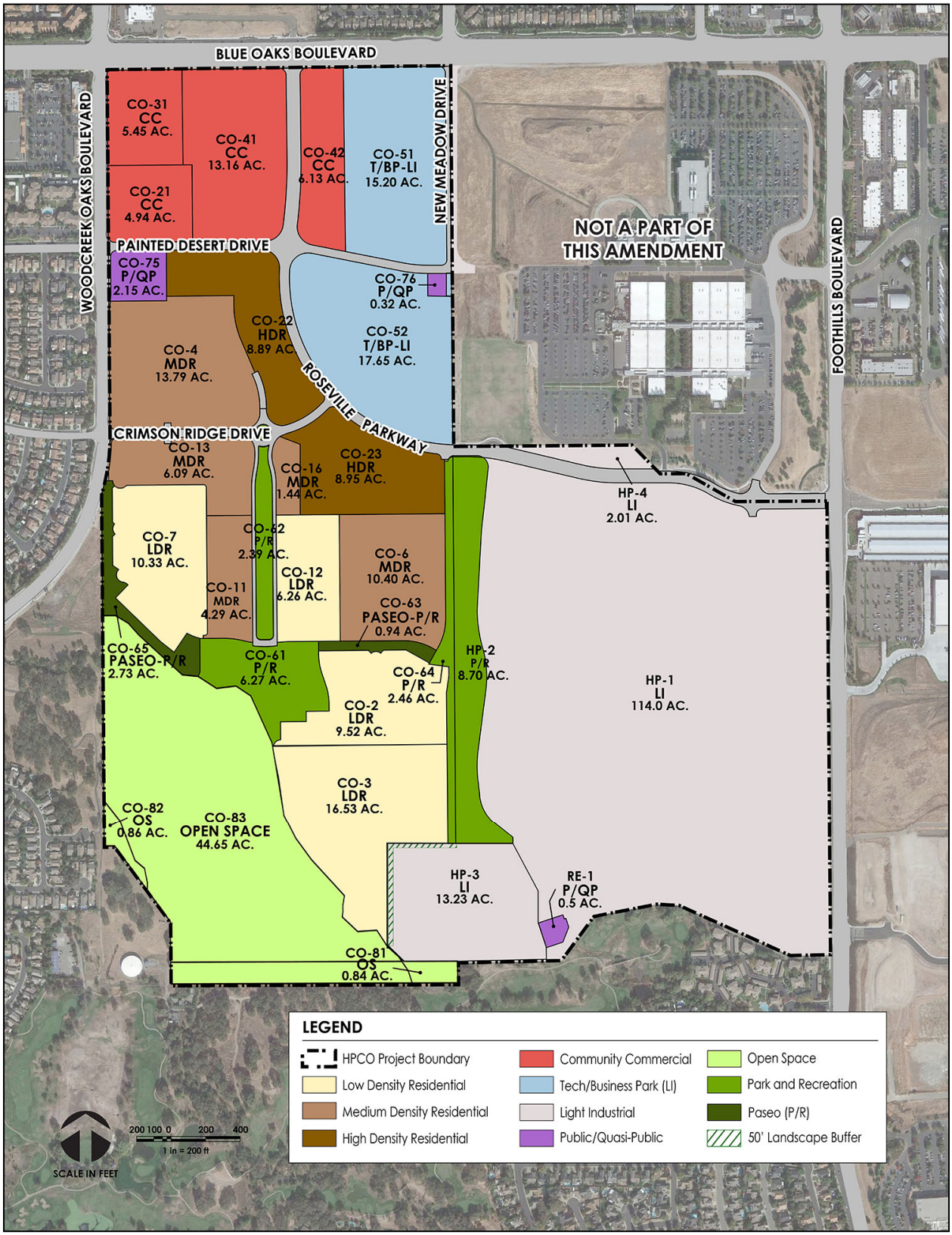


FIGURE 3-1: HPCO Project Area Land Use Diagram

TABLE 3-1: HPCO Project Area Land Use Summary

Land Use	Gross Acres	Building Square Feet (sf)					Dwelling Units (du)		
		Existing	Future	Total Capacity	FAR Range	Avg. FAR	Units	du/ac Range	Avg. du/ac
EMPLOYMENT AND COMMERCIAL USES									
Light Industrial (LI)	129.24 ac	593,820 sf	606,180 sf	1,200,000 sf	20-50%	21%			
Tech/Business Park (T/BP-LI)	32.85 ac		300,000 sf	300,000 sf	20-40%	21%			
Community Commercial (CC)	29.68 ac		240,000 sf	240,000 sf	19-40%	19%			
Sub-Total	***191.77 ac***	***593,820 sf***	***1,146,180 sf***	***1,740,000 sf***		***21%***			
RESIDENTIAL USES									
Low Density (LDR)	42.64 ac						233 du	0.5-6.9	5.5
Medium Density (MDR)	36.01 ac						319 du	7.0-12.9	8.9
High Density (HDR)	17.84 ac						396 du	13.0+	22.2
Sub-Total	***96.49 ac***						***948 du***		***9.8***
PARK, OPEN SPACE AND PUBLIC USES									
Park & Recreation (P/R)	19.97 ac								
Paseo (P/R)	3.67 ac								
Open Space (OS)	46.35 ac								
Public (P/QP)	2.97 ac								
Sub-Total	***72.96 ac***								
Backbone Roads	14.66 ac								
TOTAL	**375.73 ac**	**593,820 sf**	***1,146,180 sf***	***1,740,000 sf***		**21%**	**948 du**		**9.5**

NOTE: Existing development consists of Buildings R3 (126,220 sf), R4 (131,190 sf), R5 (158,760 sf), and R6 (177,650 sf). See Section 04, Hewlett-Packard Development Plan, for additional detail.

TABLE 3-2: HPCO Land Use and Zoning by Parcel

Parcel	Zoning	Gross Acres	Dwelling Units (du)		Square Feet (sf)	
			Allocated Units	Density (du/ac)	Allocated Square Feet	FAR
EMPLOYMENT AND COMMERCIAL USES						
Light Industrial (LI)						
HP-1	LI/SA	114.00 ac			1,157,820 sf	23%
HP-3	LI/SA	13.23 ac			42,180 sf	7%
HP-4	LI/SA	2.01 ac			-	-
Sub-Total		***129.24 ac***			***1,200,000 sf***	***21%***
Tech/Business Park – Light Industrial (T/BP LI)						
CO-51	MP/SA	15.20 ac			150,000 sf	23%
CO-52	MP/SA	17.65 ac			150,000 sf	20%
Sub-Total		***32.85 ac***			***300,000 sf***	***21%***
Community Commercial (CC)						
CO-21	CC	4.94 ac			22,290 sf	13%
CO-31	CC	5.45 ac			50,172 sf	13%
CO-41	CC	13.16 ac			100,100 sf	18%
CO-42	CC	6.13 ac			66,179sf	25%
Sub-Total		***29.68 ac***			***240,000sf***	***19%***
Sub-Total Employment & Comm.		***191.77 ac***			***1,740.000 sf***	***21%***
RESIDENTIAL USES						
Low Density Residential (LDR)						
CO-2	RS/DS	9.52 ac	59 du	6.2 du/ac		
CO-3	R1/DS	16.53 ac	62 du	3.8 du/ac		
CO-7	RS/DS	10.33 ac	70 du	6.8 du/ac		
CO-12	RS/DS	6.26 ac	42 du	6.7 du/ac		
Sub-Total		***42.64 ac***	***233 du***	***5.5 du/ac***		
Medium Density Residential (MDR)						
CO-4	RS/DS	13.79 ac	132 du	9.6 du/ac		
CO-6	RS/DS	10.40 ac	86 du	8.3 du/ac		
CO-11	RS/DS	4.29 ac	38 du	8.9 du/ac		
CO-13	RS/DS	6.09 ac	51 du	8.4 du/ac		
CO-16	RS/DS	1.44 ac	12 du	8.3 du/ac		
Sub-Total		***36.01 ac***	***319 du***	***8.9 du/ac***		

TABLE 3-2: HPCO Land Use and Zoning by Parcel (continued)

Parcel	Zoning	Gross Acres	Dwelling Units (du)		Square Feet (sf)	
			Allocated Units	Density (du/ac)	Allocated Square Feet	FAR
RESIDENTIAL USES (cont.)						
High Density Residential (HDR)						
CO-22	R3/DS	8.89 ac	210 du	23.6 du/ac		
CO-23	R3/DS	8.95 ac	186 du	20.8 du/ac		
Sub-Total		***17.84 ac***	***396 du***	***22.2 du/ac***		
Sub-Total Residential		***96.49 ac***	***948 du***	***9.8 du/ac***		
PARKS, OPEN SPACE & PUBLIC USES						
Parks (P/R)						
HP-2[1]	PR	8.70 ac				
CO-61	PR	6.27 ac				
CO-62	PR	2.39 ac				
CO-64	PR	2.46 ac				
Sub-Total		***19.82 ac***				
Paseos (P/R)						
CO-63	PR (Paseo)	0.94 ac				
CO-65	PR (Paseo)	2.73 ac				
Sub-Total		***3.67 ac***				
Open Space (OS)						
CO-81	OS	0.84 ac				
CO-82	OS	0.86 ac				
CO-83	OS	44.65 ac				
Sub-Total		***46.35 ac***				
Public (P/QP)						
RE-1	P/QP	0.50 ac				
CO-75	P/QP	2.15 ac				
CO-76	P/QP	0.32 ac				
Sub-Total		***2.97 ac***				
Sub-Total Parks, OS & Public		***72.96 ac***				
Backbone Roads		14.66 ac				
TOTAL		**375.73ac**	***948 du***	***9.5 du/ac***	**1,740,000 sf**	**21%**

1. Parcel HP-2 park acreage credited towards Campus Oaks. See Table 3-5.

3.2 Mobility

The HPCO Project Area mobility system is designed to maximize connectivity, walkability and convenience. Included is a modified grid street pattern that compliments and helps to complete the City's larger roadway network; a safe and interconnected system of paths, sidewalks and bike lanes; and multiple transit stops. Emphasis is placed upon enhancing access between jobs, homes, services and amenities, allowing residents and employees to walk and bike between uses.

The interconnected mobility system, combined with the Project Area's mixed use development pattern, internalizes trips; reducing trip lengths and the demand for travel outside of the Area for daily needs. As a result, the HPCO Master Plan land uses result in a reduction in external vehicle trips and vehicle miles traveled when compared to the prior land uses.

3.2.1 ROADWAYS

The HPCO Master Plan establishes a network of roadways that are safe, functional, aesthetically pleasing, and contribute positively to overall community character. Roadways integrate the concept of "Complete Streets", promoting designs that comfortably provide for pedestrians, bicyclists, transit, and vehicles.

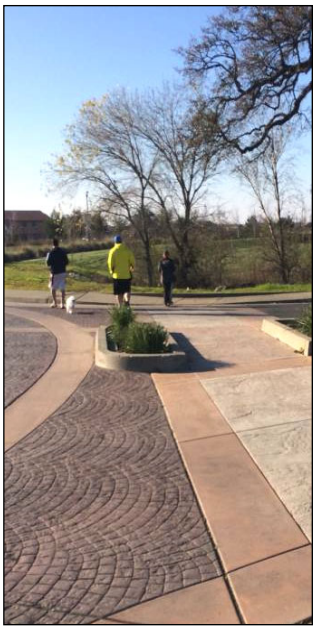
Regional Access

Three existing arterial roadways provide access to the Project Area: Blue Oaks Boulevard to the north, Foothills Boulevard to the east, and Woodcreek Oaks Boulevard to the west. Blue Oaks Boulevard is a 6 to 8-lane arterial and the primary east-west transportation corridor in the northern portion of the City, linking to Highway 65 just east of the Project Area. Foothills and Woodcreek Oaks Boulevards are key north-south arterial routes planned to eventually extend north into the Sunset Industrial/Placer Ranch Development Area, with Foothills Boulevard connecting to future Placer Parkway.

Direct access to the Project Area consists of several signalized intersections: Two existing along Blue Oaks Boulevard; one existing on Foothills Boulevard; and two planned along Woodcreek Oaks Boulevard. Foothills Boulevard is improved as a 4-lane arterial. Frontage improvements will be installed along Blue Oaks Boulevard. Woodcreek Oaks Boulevard will be widened to 4-lanes adjacent to the Project Area.

Internal Backbone Roadway System

Internal Project Area backbone roadways consist of a network of public collector streets. Key to the internal and larger citywide roadway system is



the long sought after extension of Roseville Parkway as a public road through the Project Area. Roseville Parkway links to the future extension of Roseville Parkway at Foothills Boulevard, curving northwest through the Project Area to Blue Oaks Boulevard. Other roadway connections include the extensions of New Meadow Drive from the north, and Painted Desert and Crimson Ridge Drives from the west. Residential streets will provide intract subdivision access, and private drives will continue to provide internal access within the Hewlett-Packard Campus.

As the gateway to and a defining element through the Project Area, the central portion of the Roseville Parkway corridor is intended to be improved and maintained as a pedestrian and bicycle friendly 2-lane facility. To enhance the convenience, safety and comfort for pedestrians and cyclists, the Roseville Parkway corridor is planned to include sidewalks separated from the street by tree lined landscaped parkways; bike lanes buffered from vehicle travel; pedestrian bulb outs and enhanced intersection crossings; and, roundabouts and other traffic calming measures.

Neighborhood Electric Vehicles

A majority of the streets in the Project Area may accommodate neighborhood electric vehicles. A neighborhood electric vehicle (NEV) is an electric-powered four wheel low speed vehicle that allows residents to make local trips. Per the California Vehicle Code, NEV's may be driven on any public roadway with a posted speed of 35 miles per hour or less, and may cross roadways with a speed limit in excess of 35 miles per hour subject to certain restrictions. NEVs may also be used on all private drives.

The backbone roadway system is reflected on Figure 3-2, with lane capacity, right-of-way, and landscape requirements summarized in Table 3-3. Typical roadway design sections are illustrated in Figures 3-3 through 3-12, with corresponding landscaping standards and related design details included in Section 04, Hewlett-Packard Campus Development Plan, and Section 05, Campus Oaks Development Plan.

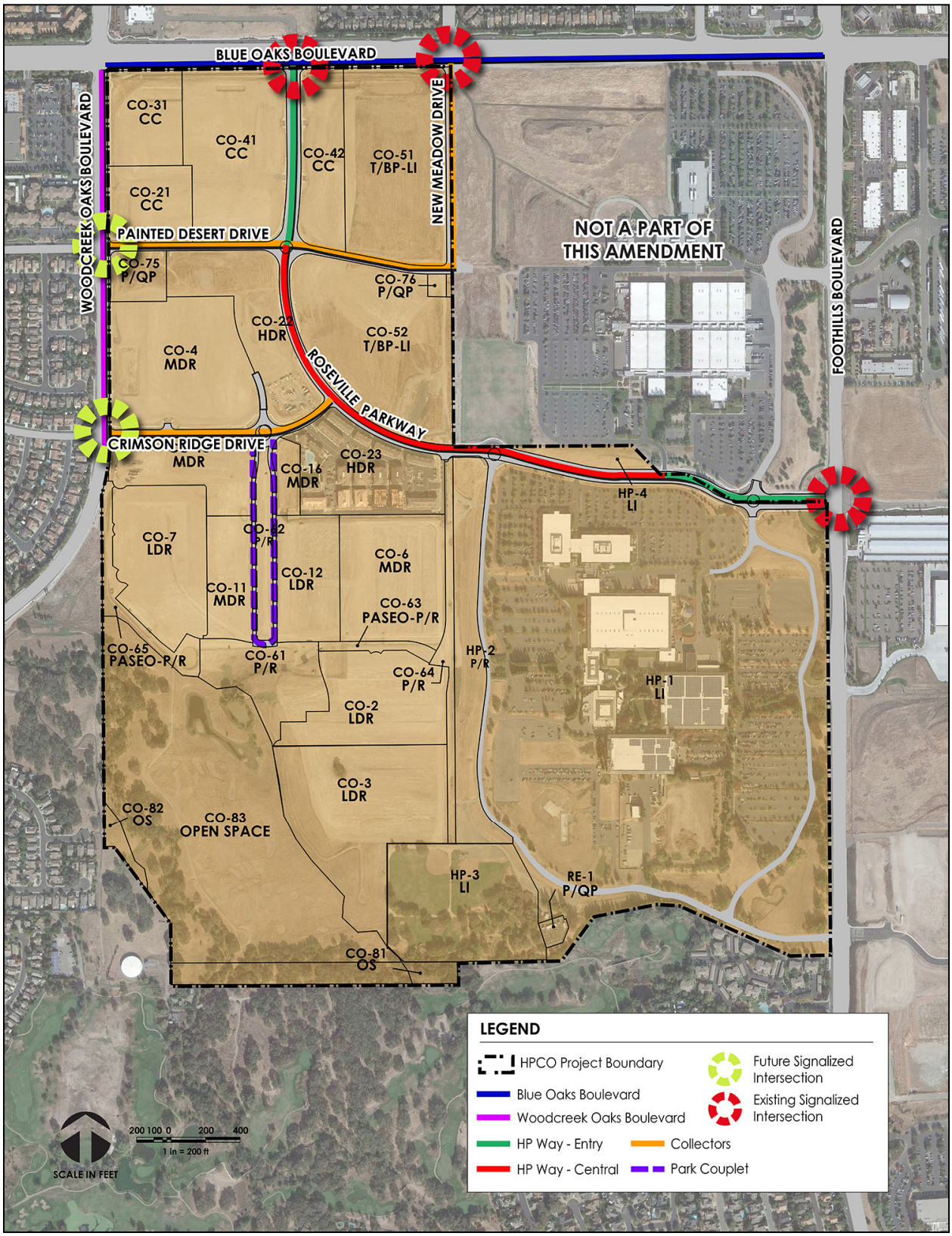


FIGURE 3-2: Backbone Roadway System

TABLE 3-3: Roadway Summary

Roadway Type/Name	Roadway		Landscape Corridor		Landscape Median	On-Street Parking	Figure Number
	Reserved Lane Capacity	Right-of-Way	Adjacent to LDR & MDR	Adjacent to Other Uses			
ARTERIAL ROADWAYS[1]							
Blue Oaks Boulevard	8 lanes	130 ft	NA	50 – 70 ft[2]	22 ft	None	3-3
Woodcreek Oaks Boulevard	4 lanes	76 ft	35 ft[3]	35 ft	14 ft	None	3-4
COLLECTOR ROADWAYS[1]							
Roseville Parkway – Entry	4 lanes	81 ft	NA	25 ft	13 ft	None	3-5
Roseville Parkway – Central[4]	2 lanes	59 ft	25 ft	30 ft	13 ft	None	3-6
Painted Desert Drive, New Meadow Drive & Crimson Ridge Drive	2 lanes	48 ft	NA[5]	25 ft[5]	NA	Both Sides	3-7
LOCAL ROADWAYS							
Park Couplet	2 lanes	60 ft[6]	NA[5]	NA[5]	100 ft[7]	Res. Side	3-8 & 3-11
Primary Residential Street[8]	2 lanes	60 ft	NA[5]	NA[5]	NA	Both Sides	3-9 & 3-11
Minor Residential Street[9]	2 lanes	54 ft	NA[5]	NA[5]	NA	Both Sides	3-10 & 3-11
Alley	2 lanes	22 ft	NA	NA	NA	NA	3-12
ROUNDABOUTS, PRIVATE DRIVES AND OTHER FACILITIES							
To be designed and constructed per City standards and Campus Oaks Design Guidelines							

1. Auxiliary lanes, turn lanes, bus turn-outs, and standard tapers are permitted reductions to the landscape corridors (PUE/LSE). Minimum landscape corridor width of 15' shall be maintained behind bus shelters.
2. Landscape Corridor along Blue Oaks Boulevard to be 70 feet wide where open drainage channel exists/planned.
3. Landscape corridors adjacent to LDR and MDR along Woodcreek Oaks Boulevard will be incorporated within the right-of-way.
4. The central portion of Roseville Parkway is planned to incorporate design elements to enhance pedestrian and bicyclist convenience, safety and comfort. Such elements shall include sidewalks separated from the street by tree lined landscaped parkways; bike lanes buffered from vehicle travel; enhanced intersection crossings; and, roundabouts and other traffic calming measures.
5. Residential units will front on roadways. Street frontage setbacks from back of walk to be established as part subdivision map and/or design review approval as applicable.
6. 30 feet on both sides of Couplet.
7. 100 foot wide neighborhood park.
8. Primary Residential Streets will have separated sidewalks with landscaped parkways. Primary Residential Streets are used to accommodate higher traffic volumes and are placed adjacent to schools and parks, consistent with the City's roadway improvement standards.
9. Minor Residential Streets will have separated sidewalks with landscaped parkways. Minor Residential Streets are used to carry lower traffic volumes than Primary Residential Streets, consistent with the City's roadway improvement standards.

Note: Standard signalized intersections will have dedicated turns and through lanes resulting in wider cross sections in those areas.

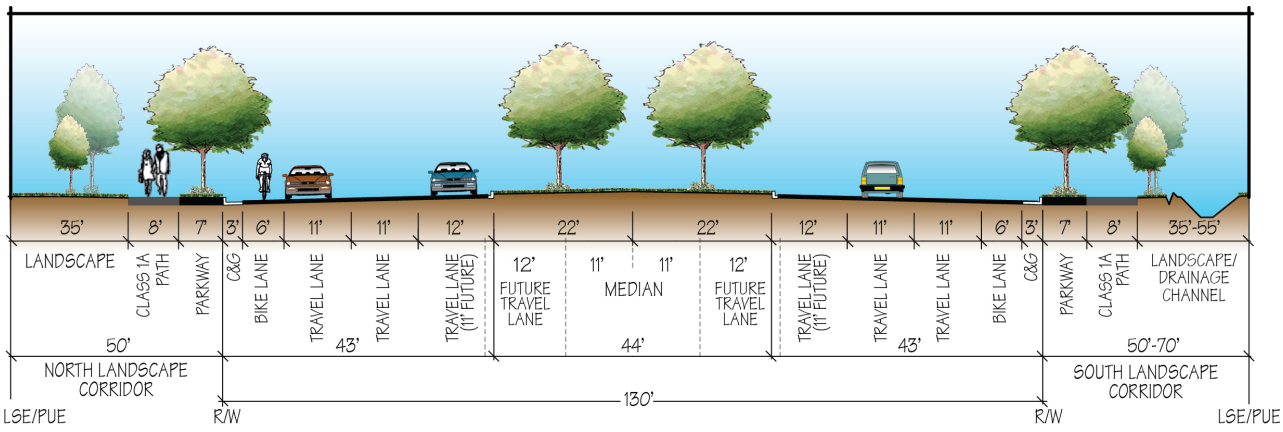


FIGURE 3-3: Blue Oaks Boulevard (Arterial)

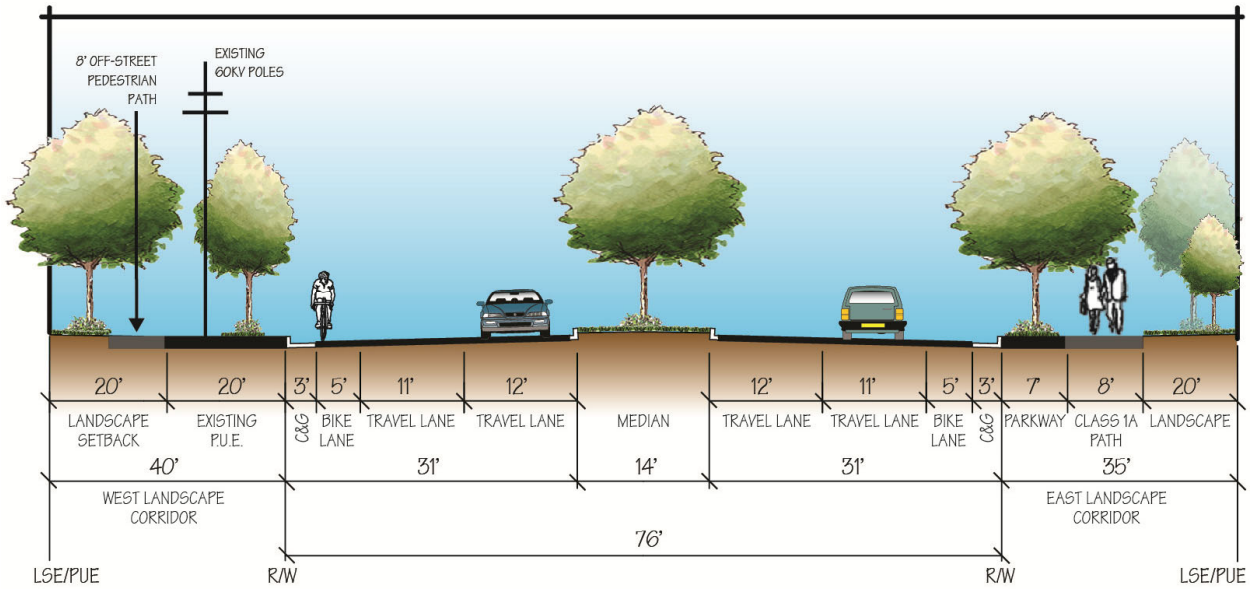


FIGURE 3-4: Woodcreek Oaks Boulevard (Arterial)

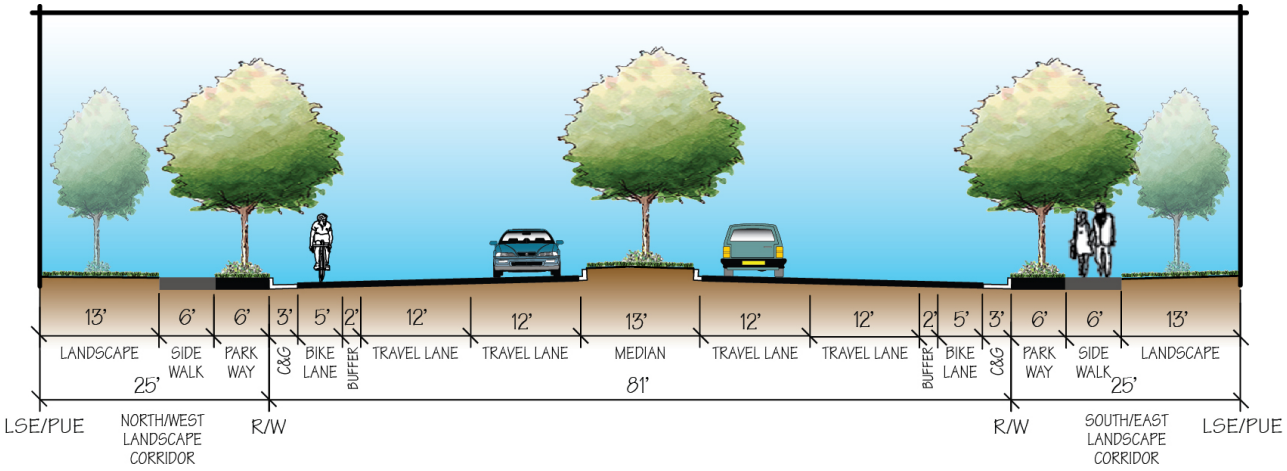


FIGURE 3-5: Roseville Parkway - Entry (Modified Collector)

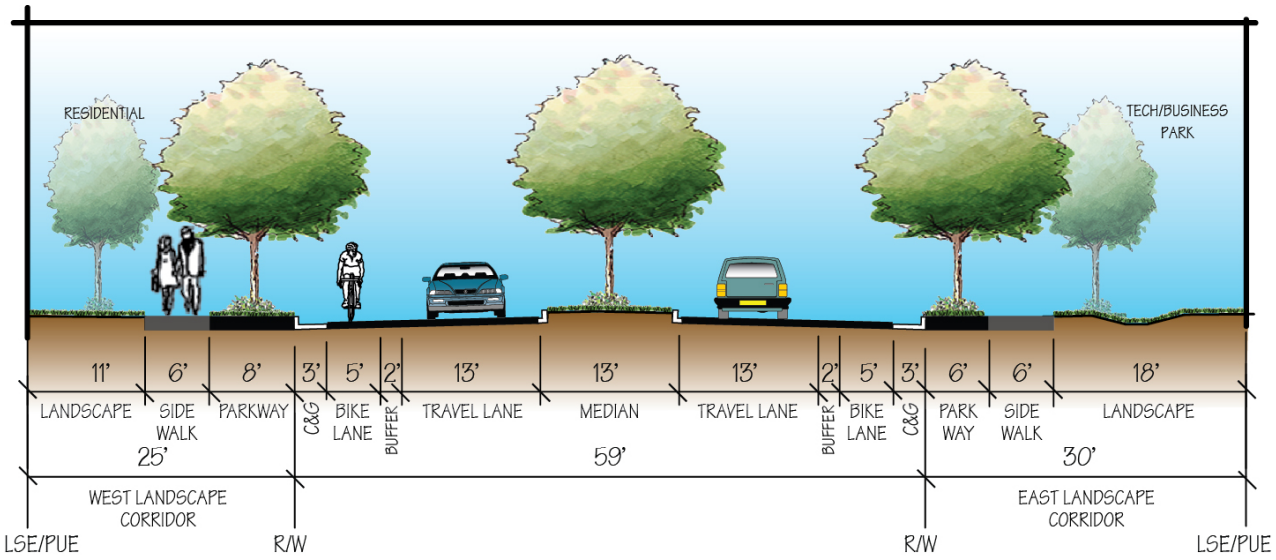
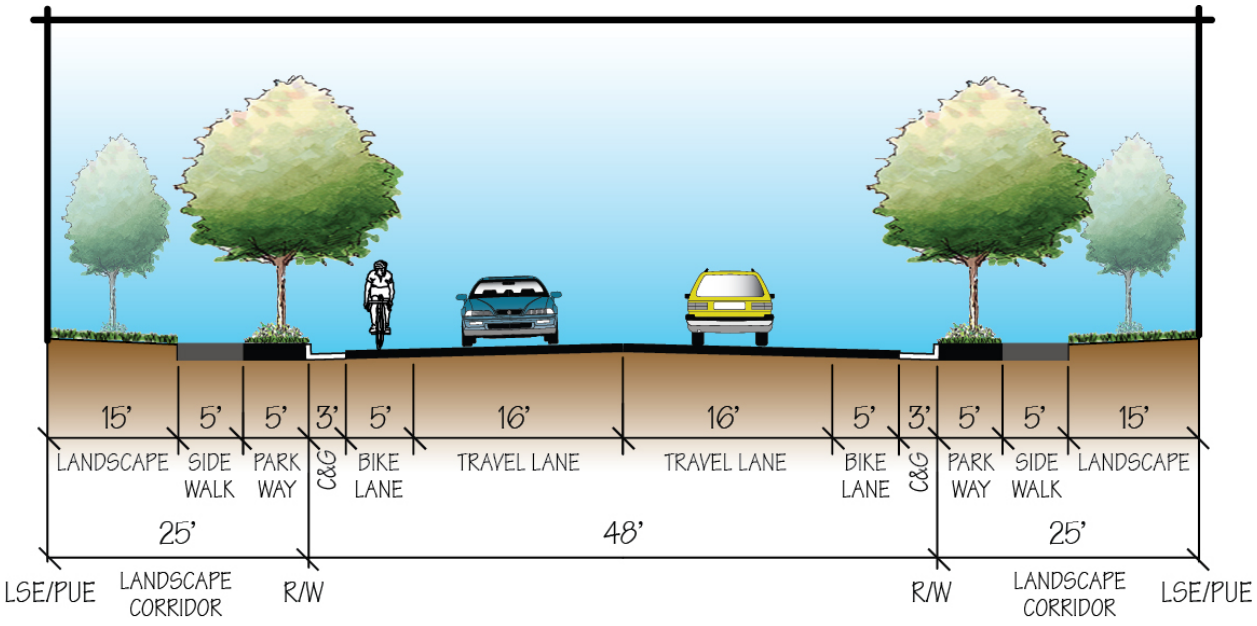
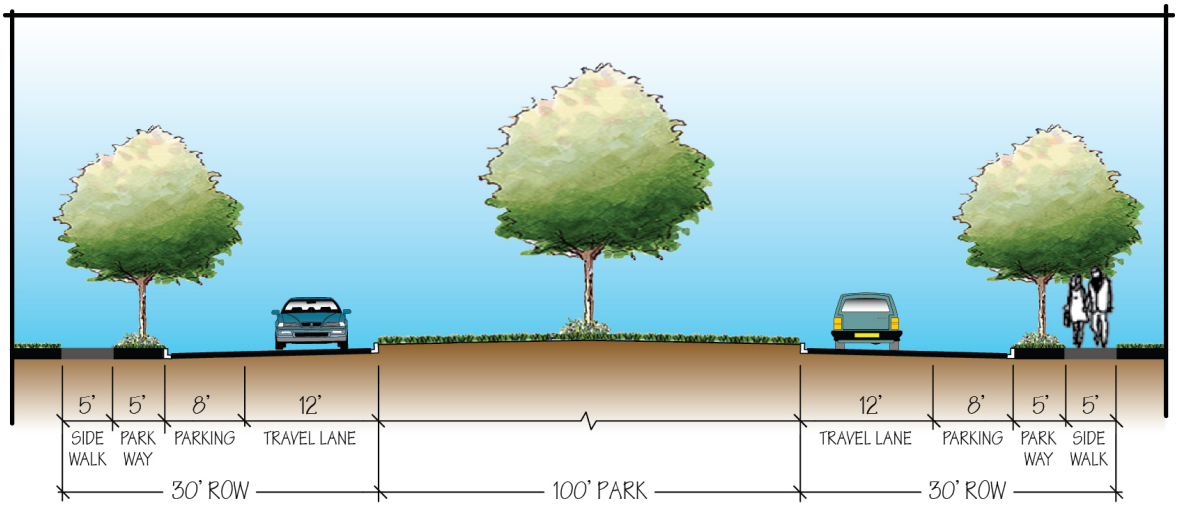


FIGURE 3-6: Roseville Parkway - Central (Modified Collector)



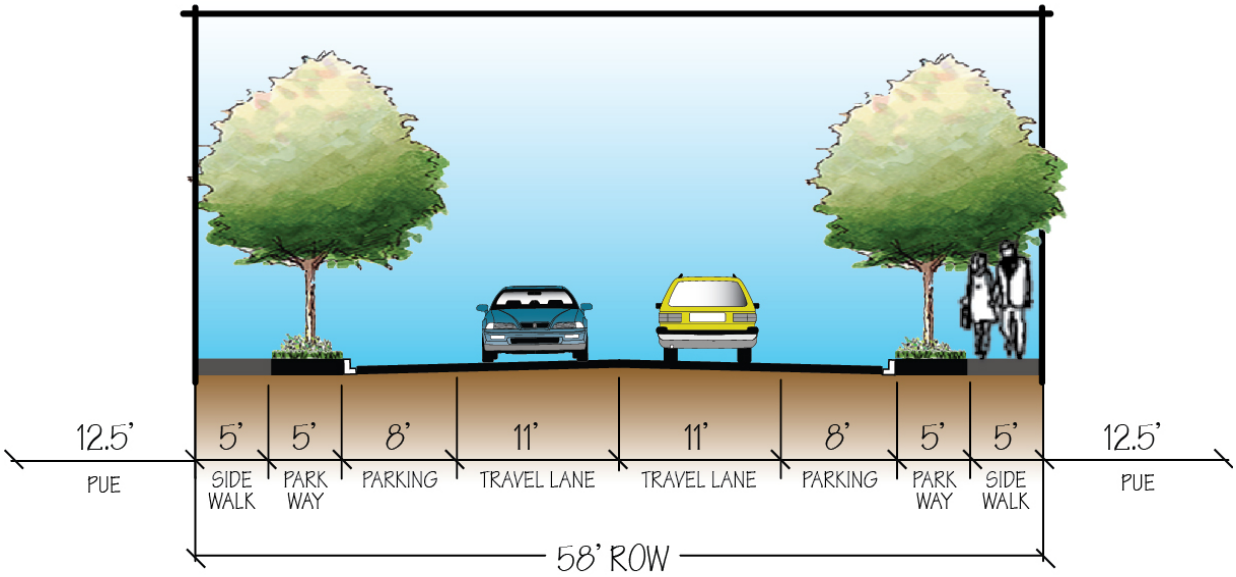
Note: Residential units will front on Collectors. Street frontage setbacks from back of walk to be established as part subdivision map and/or design review approval as applicable.

FIGURE 3-7: Painted Desert Drive, New Meadow Drive & Crimson Ridge Drive (Collectors)



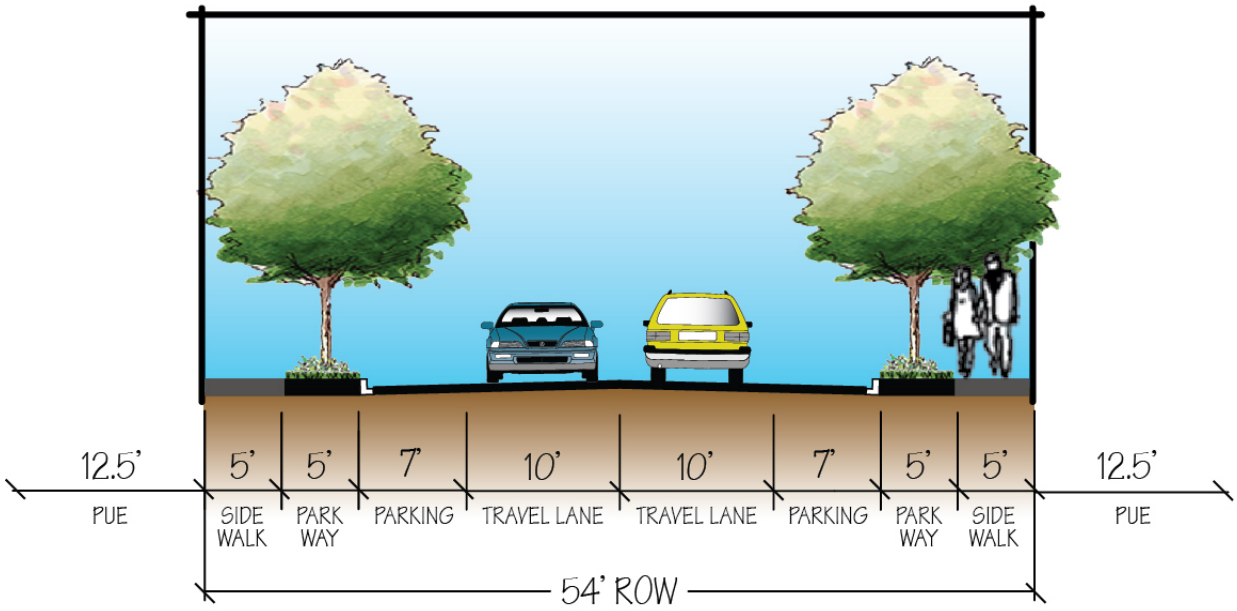
Note: Residential units will front on Park Couplet. Street frontage setbacks from back of walk to be established as part subdivision map and/or design review approval as applicable.

FIGURE 3-8: Park Couplet (Local Street)



Note: Residential units will front on primary residential streets. Street frontage setbacks from back of walk to be established as part subdivision map and/or design review approval as applicable.

FIGURE 3-9: Primary Residential Street (Local Street)



Note: Residential units will front on minor residential streets. Street frontage setbacks from back of walk to be established as part subdivision map and/or design review approval as applicable.

FIGURE 3-10: Minor Residential Street (Local Street)

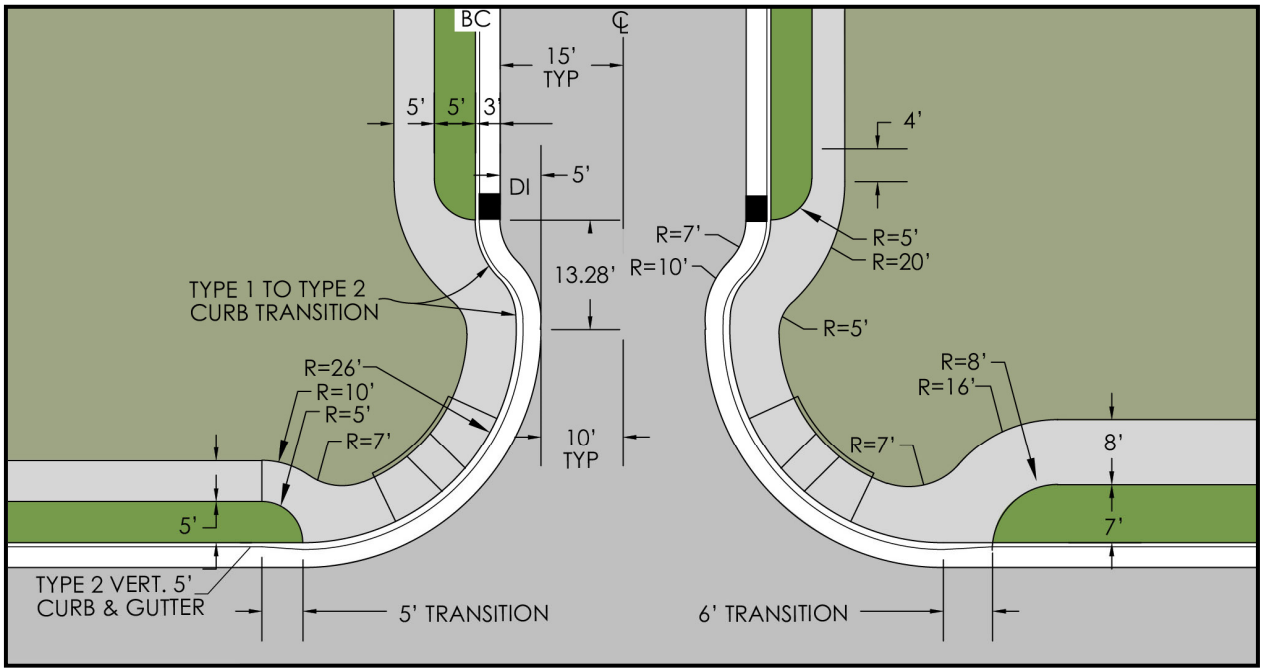


FIGURE 3-11: Bulb-Out (Local Street)

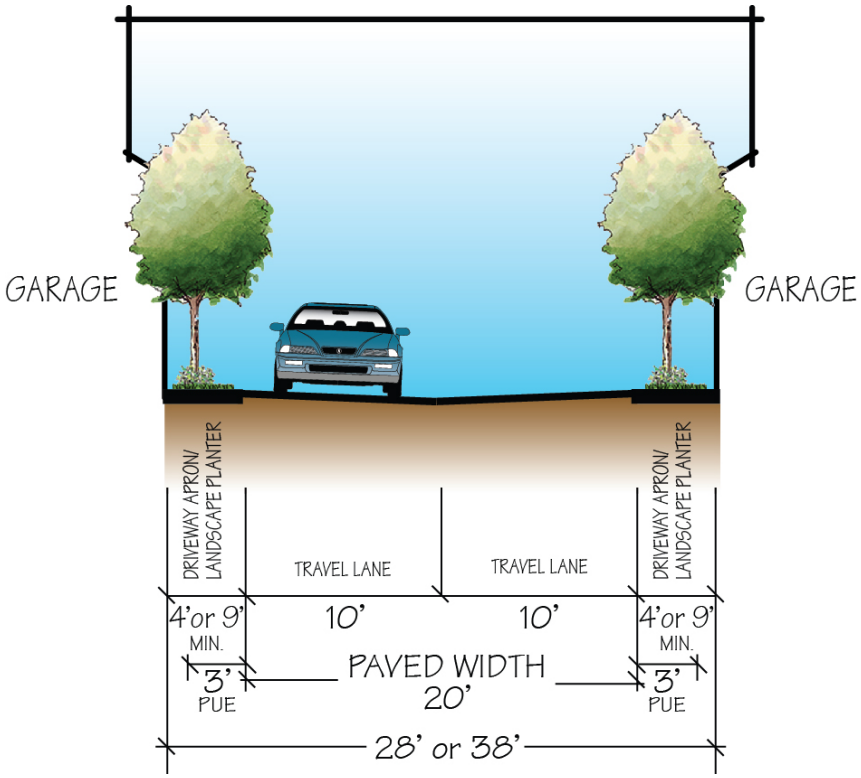


FIGURE 3-12: Alley (Local Street)

3.2.2 PEDESTRIAN and BICYCLE NETWORK

The HPCO Master Plan provides for a safe and interconnected network of paths, sidewalks and bike lanes to allow residents and employees to easily walk and bike to meet their daily needs. The pedestrian and bicycle network is designed to enhance connectivity between jobs, homes and services. This enhanced connectivity supports alternative modes of travel; reduces vehicle trips and associated air quality and greenhouse gas emissions; promotes community activity, health and well-being; and contributes to the character and desirability of the Project Area as a place to live, work, recreate and invest.

The pedestrian and bicycle network provides for multiple looped routes, as well as connections to the larger citywide system. Key components of the network include:

- **Class I Paths** consist of shared bicycle and pedestrian paths completely separated from motor vehicle traffic. Class 1 path connections are provided within parks, paseos and open space areas. Connections are included to the existing City bike trail along the South Branch of Pleasant Grove Creek. It is intended that paths within paseos will be visible and accessible from adjacent development, with a minimum of 50 percent of the paseo edge open via a single-loaded streets, open cul-de-sac heads/street terminations, or other features. No paths may be located within Parcel CO-83, the City owned open space preserve, beyond those allowed by the Hewlett-Packard Preserve O&M Plan, deed restrictions, the City's Open Space Preserve Overarching Management Plan, and as shown on Figure 3-13. Class I facilities are 10-foot wide and paved with lane striping and 2-foot decomposed granite/gravel shoulders on each side.

- **Class IA Paths** are 8-foot wide multi-use concrete pedestrian paths within the landscape corridors along arterial roadways. Class IA path connections are provided along the edges of the Project Area adjacent to Blue Oaks, Foothills and Woodcreek Oaks Boulevards.
- **Class II Bikeways** are striped and signed one-way lanes included on all arterial and collector roadways within and adjacent to the Project Area. To increase cyclist comfort and safety, the Class II bike lanes along Roseville Parkway include enhanced pavement delineations and 2-foot wide demarcated buffers from the adjacent travel lanes.
- **Sidewalks** are included on all improved public streets in the Project Area. Ranging from 5 to 6-feet in width, sidewalks are typically separated from the street by a landscaped parkway to create a more comfortable corridor for pedestrian mobility.

- **Walking Paths** consist of decomposed granite recreational walking and jogging trails. Walking paths may be included within some park areas.

In addition to the above, a Pedestrian/Bicycle Connection is planned through Parcels CO-4 and CO-22 linking residential neighborhoods to the Campus Oaks Town Center. The specific design of this connection will be determined as part of the City's review of development plans for these parcels (MPP Stage 2). Further direction is provided in the Campus Oaks Design Guidelines.

The backbone pedestrian and bicycle network including all Class I bikeway segments shown on Figure 3-13 will be constructed concurrent with other backbone infrastructure and adjacent development. Connections to the network will be required to be made from individual development projects. Barriers (bollards, rail fence, vertical curbs, post and cable, posts, etc.) will be used along Class I paths to separate the pathways from the open space preserve (Parcel CO-83). Such barriers shall comply with the 404 permit regarding use of the preserve area, and with City design, maintenance and public safety requirements. On the Hewlett-Packard Campus, an internal pedestrian and bicycle network exists. Connections will be made from this internal system to each individual building on the Campus and to the adjacent backbone network where feasible.

To enhance internal connectivity and the convenient use of alternative transportation modes, the project proponents may explore opportunities to establish a bike share program. Bike Share programs allow users to borrow "pool" bicycles for local trips. This may include use by residents to travel to local jobs, or use by employees during the lunch hour to easily access restaurants and services. The bikes are checked out and returned to designated docking stations. Bike share programs can be funded through available grants, memberships, public-private partnerships and other mechanisms.

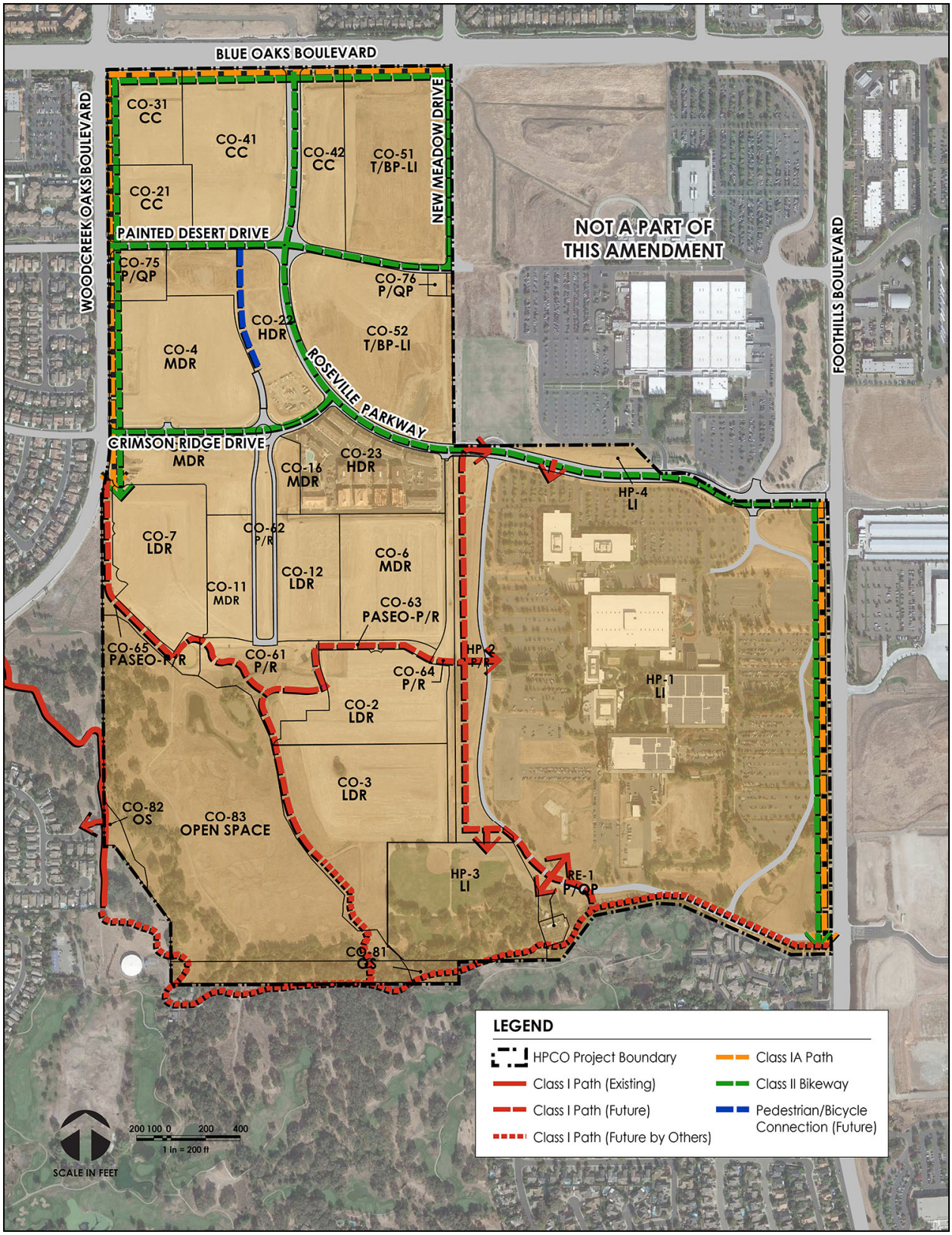


FIGURE 3-13: Pedestrian and Bicycle Network

3.2.3 TRANSIT

Bus service to the Project Area will be provided by Roseville Transit with connections to Sacramento Regional Transit and Placer County Transit as demand for service occurs and as funding allows. These services will utilize the roadway system to provide local and regional transit connections for community residents and employees.

Roseville Transit provides fixed route and Dial-A-Ride services within the City, as well as fixed route commuter services between Roseville and downtown Sacramento. The fixed route local and commuter systems operate on regularly scheduled routes, with the Dial-A-Ride system providing shared ride transit service to ADA paratransit customers and the general public within the City limits.

The Project Area supports the development of bus turnouts and transit shelters along arterial and collector roadways including Blue Oaks Boulevard, Foothills Boulevard, Woodcreek Oaks Boulevard and Roseville Parkway. Bus shelters are located near and will be conveniently connected to adjacent employment, commercial and higher density residential uses to facilitate transit use. Transit services will be extended to the Project Area as the demand for such services occur and funds are available as determined by the City.

Existing and planned bus turnouts and transit shelters are illustrated on Figure 3-14.

3.2.4 PARK and RIDE

Park and ride lots provide parking for commuters to leave their vehicles to meet carpools, vanpools or access transit services. In the Project Area, a park and ride lot is planned within the Campus Oaks Town Center on commercial Parcel CO-41 located along Blue Oaks Boulevard. The park and ride facility will include twenty (20) park and ride spaces of which two spaces will provide electric car charging stations.

The park and ride lot is intended to be made available to commuters during normal commute hours on a daily basis. Park and ride spaces will be provided in addition to the minimum required parking spaces for the project development and maintained by the project developer. Additional information regarding the obligations for the construction of the park and ride lot, including related facilities such as accessible parking and pedestrian paths and signs, is included in the Campus Oaks Development Agreement.

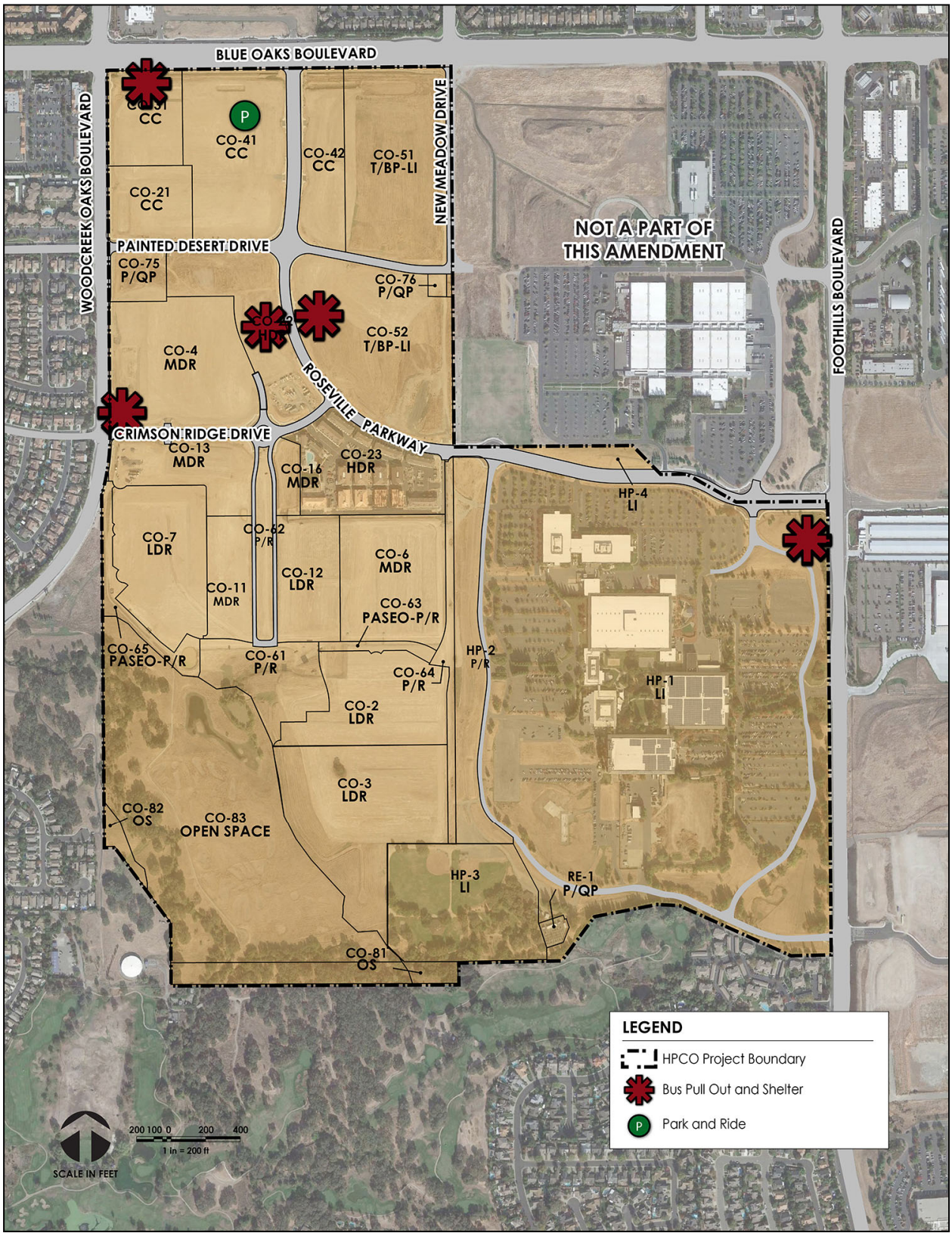


FIGURE 3-14: Transit Facilities and Park & Ride Lot

3.2.5 TRANSPORTATION SYSTEM MANAGEMENT

Transportation System Management (TSM) measures are designed to reduce the number and length of peak hour home-to-work commute trips through actions such as ridesharing, flexible work hours, and support of public transportation. Any project site, common work location, or employer with ten or more employees is required to comply with the City's TSM Ordinance. In addition, any project site, common work location, or employer with fifty or more employees is required as a condition of project approval to prepare a TSM Plan and subsequently enter into a TSM Agreement with the City. The Plan and Agreement shall comply with the City of Roseville TSM Ordinance and shall incorporate TSM measures to the degree required by the Ordinance.

3.3 Utilities

The HPCO Master Plan identifies the backbone utility infrastructure necessary to accommodate full build-out of the Project Area. Water, recycled water, wastewater, drainage, electric, natural gas, and telecommunications infrastructure exist within and/or adjacent to the Project Area. Since initial adoption of the Master Plan in 1996, substantial development and associated infrastructure improvements have been constructed in the vicinity of the Project Area. The HPCO Master Plan accounts for these changed conditions to define an updated and efficient backbone utility infrastructure program. Project Area utility providers are summarized in Table 3-4.

TABLE 3-4: Utility Providers

Utility	Provider
Potable Water	City of Roseville
Recycled Water	City of Roseville
Wastewater	City of Roseville
Drainage and Flood Control	City of Roseville
Electric Service	City of Roseville
Natural Gas	Pacific Gas and Electric
Communications	AT&T, Comcast, Consolidated Communications, and Wave Broadband
Solid Waste Disposal	City of Roseville

Adequate capacity for development of the Project Area has been/will be accounted for in the City's infrastructure planning and, where applicable, funding programs. In general, the HPCO Master Plan land uses result in an overall reduction in utility demands when compared to the prior land uses.

Infrastructure will be constructed consistent with this Master Plan, the Project Area Utility Master Plans, then current City improvement standards, and the project Development Agreements.

3.3.1 POTABLE WATER

Water Supply and Conservation

The City of Roseville provides water service (supply, treatment, storage and conveyance) to the Project Area. The City currently uses multiple sources of water to serve customers including surface water, groundwater and recycled water. Potable water demand is typically met by surface water supplies. Surface water is obtained from Folsom Lake and the American River via contracts with the United States Bureau of Reclamation, Placer County Water Agency, and the San Juan Water District. Roseville has access to groundwater for use during an emergency, as a back-up supply during dry years, and to provide operational flexibility through implementing a conjunctive use program.

In accordance with Senate Bill 610, a Water Supply Assessment (WSA) was performed in conjunction with the HPCO Master Plan. The WSA includes an evaluation of the sufficiency of citywide water supplies over a 20-year horizon addressing the availability of adequate water supplies to meet existing and anticipated future demands, including the demand associated with the Project Area during normal, single-dry and multiple-dry years.

The Project Area's build out potable water demand is estimated at 1,003.50 acre-feet per year (AFY). This demand includes 414.63 AFY for the Hewlett-Packard Campus and 588.98 AFY for Campus Oaks. The estimated water demand for Campus Oaks is reduced to 433.05 AFY when applying savings in potable water use resulting from implementing water conservation best management practices and the use of recycled water for irrigation. Water conservation measures to be incorporated include turf reductions and water efficient landscaping; smart irrigation controllers; and, re-circulating hot water systems for residential units. These measures were selected because they can be cost-effectively implemented and have the highest potential for achieving water saving through conservation.

Water demands for the Project Area were included in the City's 2010 Urban Water Management Plan (UWMP) and the City's long-term water projections. In addition, the 2015 HPCO Master Plan (specifically the Campus Oaks land uses) results in an overall reduction in water demand of 236.05 AFY (surplus) when compared to the prior land uses. Accordingly, no additional water supplies are needed to accommodate buildout of the Project Area, nor are any improvements to the City's water treatment plant.

Backbone Potable Water Distribution System

Water is delivered to the Project Area via the City's existing distribution system. This consists of existing and planned connection points to 12-inch and 24-inch mains within Blue Oaks Boulevard, Woodcreek Oaks Boulevard, and Foothills Boulevard. Water distribution within the Project Area includes a looped system of 12 to 16-inch backbone pipes that generally parallel collector and arterial roadways. In-tract improvements are required at a project level.

A groundwater well is planned within the Project Area (Parcel CO-76) adding to the City's network of wells that provide back-up water supply and aquifer storage and recovery (ASR). The backbone water distribution system and well location are illustrated on Figure 3-15.

3.3.2 RECYCLED WATER

Recycled Water Use

The City of Roseville provides the Project Area with recycled water from the Pleasant Grove Wastewater Treatment Plan (PGWWTP) and the Dry Creek Wastewater Treatment Plant (DCWWTP). Both plants produce Title 22 quality effluent that is available for recycled water applications. The City currently provides recycled water to several locations on the west side of Roseville.

Campus Oaks will utilize recycled water for irrigating parks, non-residential and high density attached residential landscaping, as well as publicly landscaped areas (including roadway landscape corridors and medians). On the Hewlett-Packard Campus, recycled water may be extended to serve existing campus irrigation or other uses. Upon issuance of a building permit for any designated parcel on the Hewlett-Packard Campus, on site-improvements that are reasonably necessary to convert landscape irrigation facilities to make use of recycle water for that parcel may be installed.

The Project Area's annual recycled water demand is 109.33 AFY. The use of recycled water will further offset potable water demand.

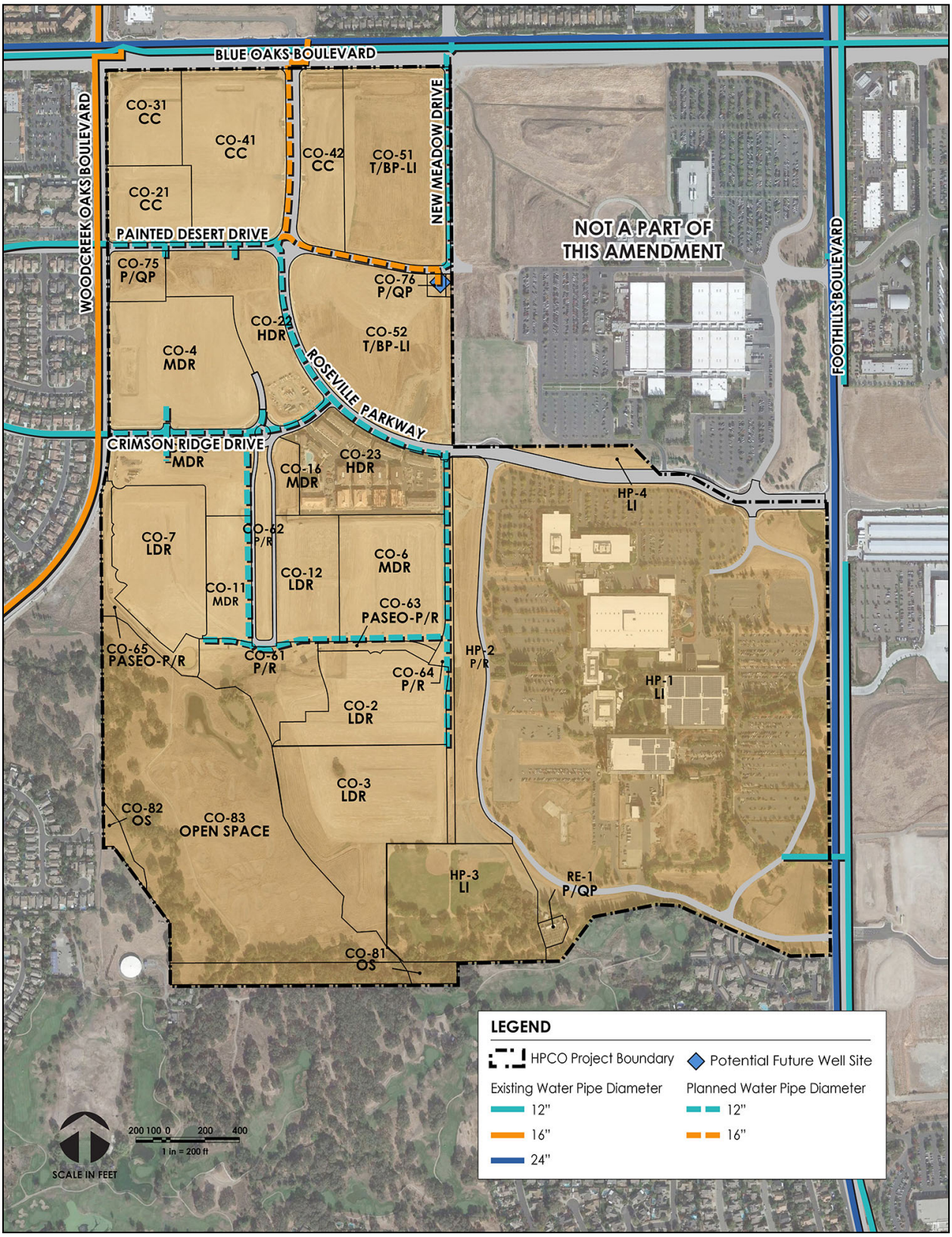


FIGURE 3-15: Backbone Potable Water Distribution System and Well Location

Backbone Recycled Water Distribution System

A recycled water storage tank and pump station is located near the southwest corner of the Project Area. The Project Area connects to existing 16-inch and 30-inch recycled water mains located in Woodcreek Oaks Boulevard, Blue Oaks Boulevard, and Foothills Boulevard. A system of 6 to 8-inch on-site backbone recycled water lines will be constructed within street rights-of-way and easements to serve the Project Area. Included will be stubs to the landscape median in Blue Oaks Boulevard. In-tract recycled water improvements will be required at a project level.

The backbone recycled water distribution system is illustrated on Figure 3-16.

3.3.3 WASTEWATER

Wastewater Treatment

Sanitary sewer service is provided to the Project Area by the City of Roseville. Wastewater flows from the Project Area will be directed to the PGWWTP. The Project Area is estimated to generate approximately 0.3 million gallons per day (mgd) average dry weather wastewater flow. The HPCO Master Plan (specifically the Campus Oaks land uses) results in an overall reduction in wastewater demand of 0.03 mgd when compared to the prior land uses and generation rates from the 1996 Master Plan. Capacity at the PGWWTP is adequate to accommodate projected flows.

Backbone Wastewater Collection System

Wastewater flows are conveyed to the PGWWTP by a network of existing sewer pipes ranging in size from 30-inch to 78-inches within street rights-of-way or easements. Points of connection exist or are planned to sewer pipes within Blue Oaks Boulevard, Woodcreek Oaks Boulevard, and Foothills Boulevard.

Portions of the Hewlett-Packard Campus may continue to discharge to an existing 10-inch sewer line in Foothills Boulevard that flows to the north, as per the Hewlett-Packard development agreement, or to an alternate 10-inch sewer line that flow west through Campus Oaks to the existing 42-inch wastewater transmission line in Woodcreek Oaks Boulevard. Backbone sewer collection pipes within the Project Area will range in size from 10 to 12-inches. In-tract improvements are required at a project level.

The backbone wastewater collection system is illustrated on Figure 3-17.

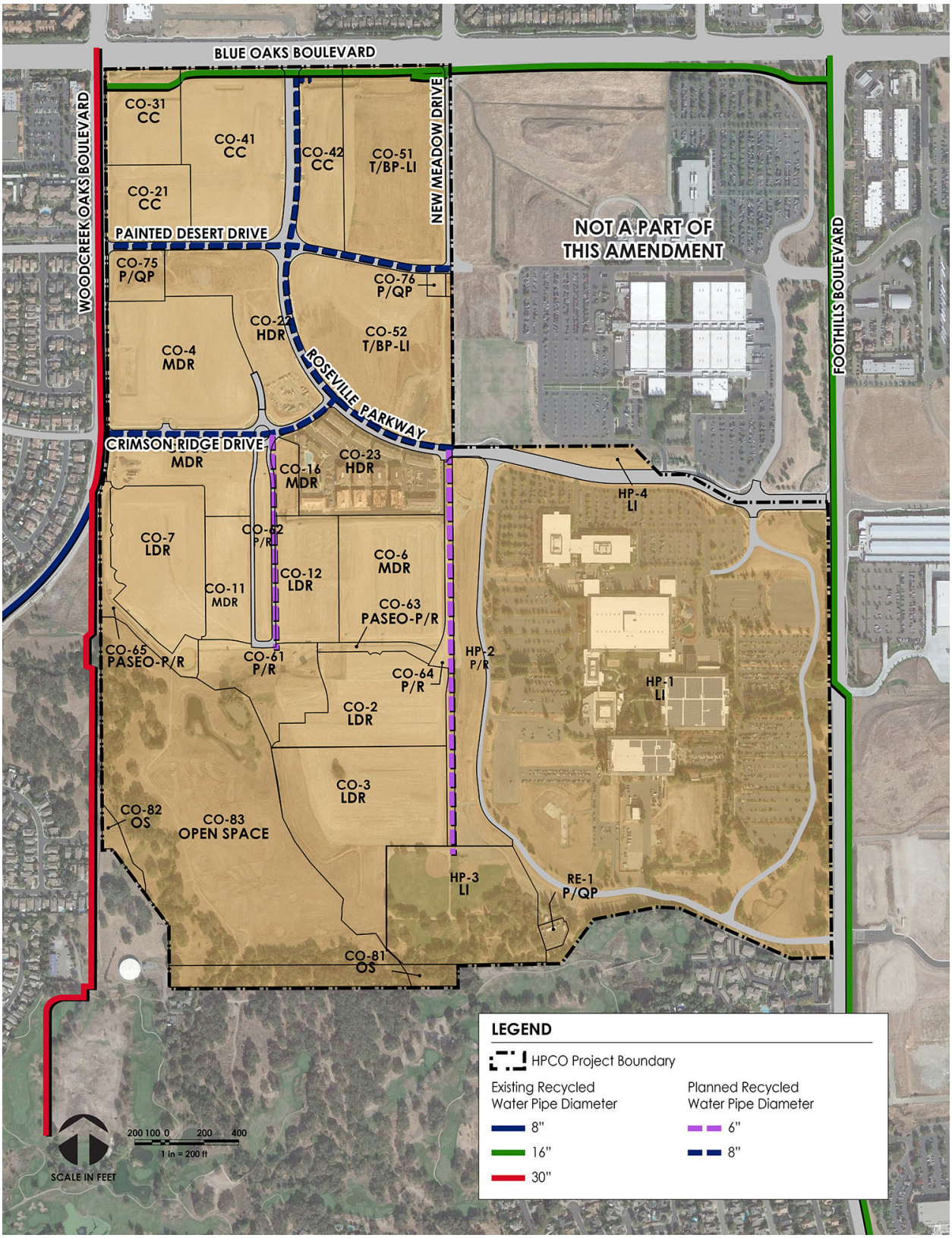


FIGURE 3-16: Backbone Recycled Water Distribution System

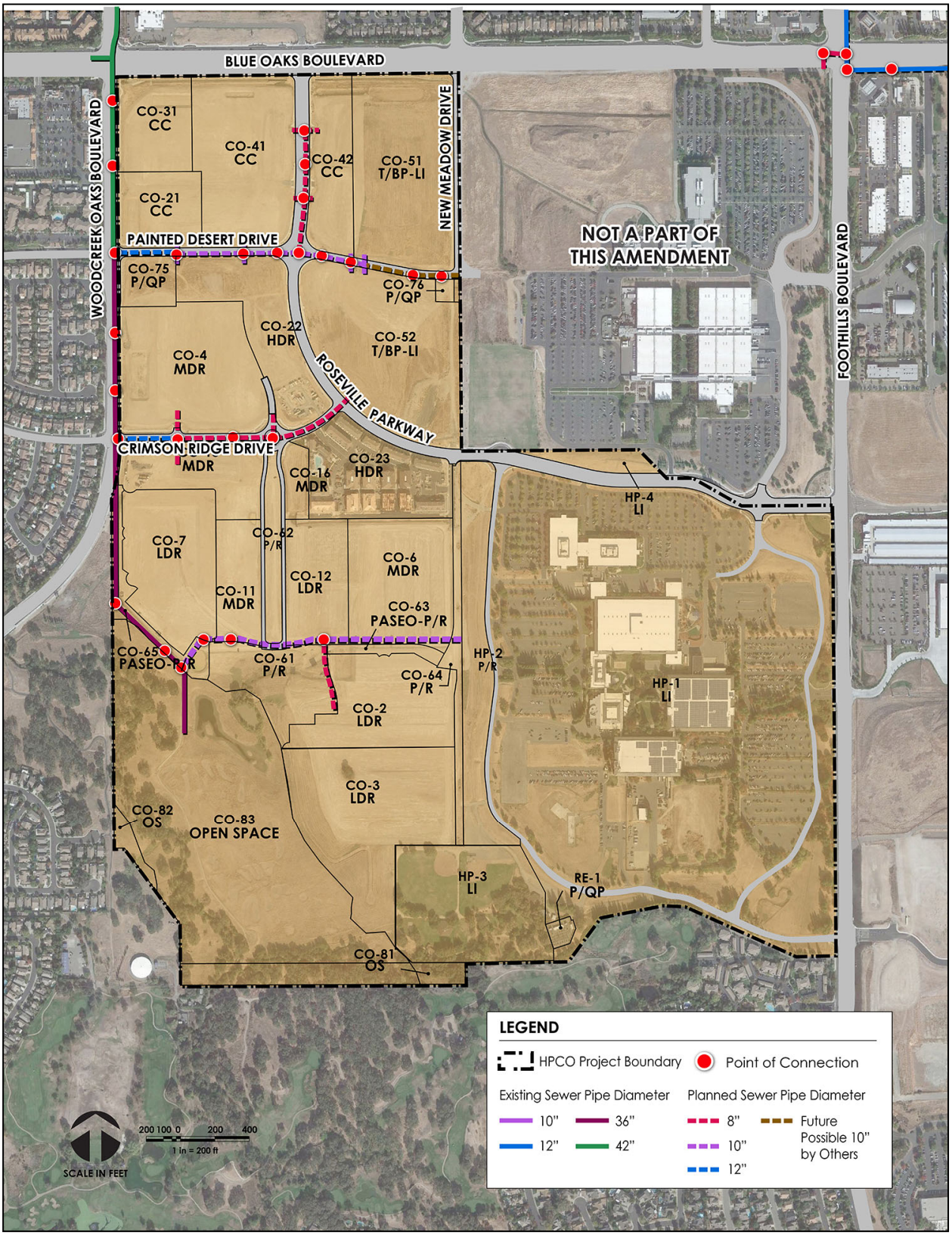


FIGURE 3-17: Backbone Wastewater Collection System

3.3.4 DRAINAGE and FLOOD CONTROL

Site Hydrology

The Project Area is within the Pleasant Grove Creek watershed located within the larger Natomas Cross Canal watershed of northwestern Placer County and southeastern Sutter County. The Pleasant Grove Creek watershed drains to the Pleasant Grove Canal, then to the Natomas Cross Canal, and ultimately to the Sacramento River.

Project Area topography is gently rolling, generally sloping from east to west and is broken into a northern drainage shed and a larger southern drainage shed. The South Branch of Pleasant Grove Creek traverses the southwest portion of the Project Area within the Open Space Preserve (Parcel CO-83) and drains the southern shed. A perennial stream, Pleasant Grove Creek flows east to west conveying storm water flows during the wet season and irrigation runoff during the dry season. Within the Project Area, the limits of the 100-year floodplain for the South Branch of Pleasant Grove Creek are fully contained within the Open Space Preserve.

An unnamed tributary to the South Branch of Pleasant Grove Creek crosses the southeastern portion of the Hewlett-Packard Campus (Parcel HP-1). A small segment of this tributary is piped under the main Hewlett-Packard loop road. The tributary then continues west crossing the southern boundary of the Hewlett-Packard Campus, returns onto the Campus within the existing employee recreation area, and ultimately connects to the South Branch of Pleasant Grove Creek within the Open Space Preserve.

Backbone Drainage Improvements

On-site backbone drainage improvements consist of a full complement of storm water quality BMP's and a combination of conventional subsurface and surface drainage systems including an existing drainage channel adjacent to a portion of Blue Oaks Boulevard. This drainage channel will be upgraded to include a concrete pan and access ramps for future maintenance equipment. Culverts will be utilized to cross over the existing channel at street and driveway locations and will be designed to accommodate the passage of maintenance utility vehicles (bobcat front loaders). Backbone subsurface drainage includes a series of 12 to 48-inch pipes connecting to existing and planned pipes within Woodcreek Oaks Boulevard, and Foothills Boulevard. Project Area conveyance systems discharge drainage through outfalls that eventually drain to the South Branch of Pleasant Grove Creek. Drainage facilities are to be designed and constructed in conformance with City of Roseville Improvement Standards and the Placer County Flood Control and Water Conservation District's Stormwater Management Manual.

Based upon the Project Area's location within the watershed, and given that projected runoff from the Project Area will not exceed the flow rates shown on the North Roseville Specific Plan Area (Phase 1) Drainage Shed Map, no additional peak flow on-site stormwater detention is required. The Project Area will contribute toward construction of the Reason Farms Retention Basin project through payment of the Pleasant Grove Watershed Mitigation Fee. This regional stormwater retention facility provides volumetric mitigation for waters entering the Sacramento River Basin. Additional detailed drainage analysis will be required at time of improvement plan review to ensure that all City requirements are being met.

Water Quality

Best management storm water management practices consisting of site development Storm Water Pollution Prevention Plans (SWPPP) and post development source control, low impact development (LID) practices, treatment, full capture trash for priority land uses, and detention will be utilized throughout the Project Area for stormwater quality treatment and hydromodification management. The intent of both site development and post construction storm water management is to minimize the adverse impacts from storm water per applicable State and Federal NPDES Permitting mandates.

Post construction source control and LID features are woven into the fabric of a community to mimic the hydrologic function of the undeveloped site by capturing, slowing, treating, and infiltrating storm water as close to the source as possible through use of decentralized small scale features. Techniques such as tree plantings, infiltration galleries, disconnected roof drains, separated sidewalks, bio-retention facilities, rain gardens, bioswales, soil amendments, impervious surface reduction and other strategies can provide a LID "treatment train" which attempts to reproduce the predevelopment hydrologic system improving the quality and reducing the quantity of urban runoff. Additional controls such as bio-retention basins or end of the pipe treatment BMP's when required will further treat storm water before it enters the natural drainage system.

The City of Roseville has a Municipal Separate Storm Sewer System (MS4) Permit from the Regional Water Quality Control Board, which requires hydromodification mitigation to be addressed for all new discharges to waters of the State. Hydromodification control measures are intended to mitigate the artificial acceleration of erosion and sedimentation resulting from increased runoff flows and durations associated with urbanization. Hydromodification measures will be required to attenuate, infiltrate, and disperse increased runoff should LID measures not achieve infiltration and/or reuse runoff goals.

Water quality design standards shall comply with the adopted State MS4 permit requirements; the then approved City Stormwater Quality Design Manual; and, the Hewlett-Packard Preserve O&M Plan, recorded deed restrictions, and City of Roseville Open Space Preserve Overarching Management Plan. Sizing of volume based treatment control measures (water quality basins) shall follow the Roseville Volume Based Design Method.

Backbone drainage improvements are illustrated on Figure 3-18.

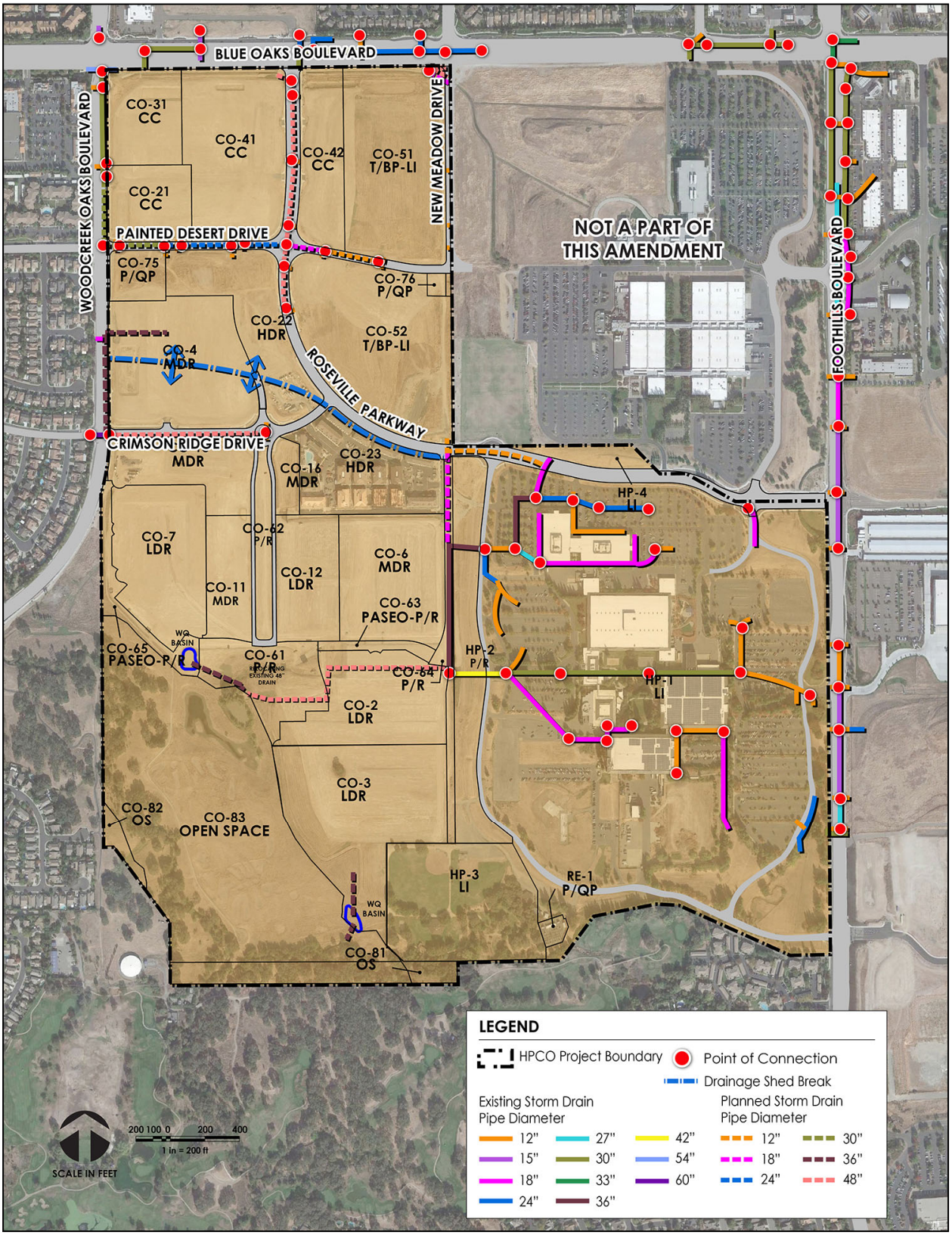


FIGURE 3-18: Backbone Drainage Improvements

3.3.5 DRY UTILITIES

Electric Service

Roseville Electric supplies electricity to the Project Area, with peak electric demand estimated to be 19.1 Megawatts (MW). Additional electricity resources needed to serve the Project Area, including state and federal mandated renewable electricity resources, will be purchased from outside sources or generated by City-owned facilities at the Roseville Energy Park. As required by state regulations, Roseville Electric will use cost-efficient energy efficiency, load management and renewable resources programs to meet electricity demand before acquiring new electricity sources. It is a goal within Campus Oaks that a minimum of 50 percent of all homes be solar powered, that electric vehicle charging stations be included at all homes, and that LEED or similar green building standards be encouraged.

Electrical service is provided to the Project Area from the electric substation on the southern portion of the Hewlett-Packard Campus (Parcel RE-1) and from the Blue Oaks Substation located to the north adjacent to Woodcreek Oaks Boulevard. Underground electrical distribution will be extended to individual parcels in conjunction with roadway improvements. Included will be the undergrounding of existing overhead electrical lines along the south side of Blue Oaks Boulevard. In addition, street lighting will be provided along all public streets as part of the roadway frontage improvements. All electric and street light facilities will be constructed to the City's standards and specifications at the time of construction.

Natural Gas

A Pacific Gas and Electric Company (PG&E) 16-inch high-pressure natural gas transmission pipeline bisects the middle of the Project Area from north to south. Natural gas will be provided by PG&E on request and in accordance with the rules and tariffs of the California Public Utilities Commission. Service will be provided via the extension of existing gas lines within and adjacent to the Project Area. Delivery of gas service to individual projects will be reviewed by PG&E at the time of proposal.

Voice/Data Communication

The Project Area is within the service areas of AT&T, Comcast, Consolidated Communications (formerly Surewest), and Wave Broadband. Together, these providers offer both voice and data communication services. Distribution lines to individual parcels will be extended from existing infrastructure within and adjacent to the Project Area. The providers will review delivery of services to individual projects at the time of proposal. All telecommunication lines and associated facilities will be installed underground.

3.3.6 SOLID WASTE DISPOSAL

Solid waste collection for the Hewlett-Packard Campus is provided through a private solid waste hauling service. Should this service be terminated, the City of Roseville will make municipal solid waste hauling service available to all or a portion of the Campus. The City will provide solid waste services to Campus Oaks.

Solid waste is collected and delivered to the Western Placer Waste Management Authority facility located north of the City at the intersections of Athens Avenue and Fiddyment Roads. The Authority owns a Material Recovery Facility (MRF) that receives, separates or processes, and then markets recyclable materials removed from the waste stream. Residual waste is transferred to the Authority's Western Regional Sanitary Landfill for disposal.

At full buildout, the Project Area is anticipated to generate approximately 7,020.49 tons of solid waste annually. Campus Oaks will contribute 4,020.00 tons of solid waste per year, and the Hewlett-Packard Campus 3,000.49 tons per year. The Project Area's solid waste contribution will not reduce the life of the landfill or operational capacity of the MRF at buildout.

Development within the Project Area will work with the City to maximize recycling and other programs to reduce or divert the solid waste stream to the landfill in compliance with AB 939.

3.4 Parks, Schools and Libraries

3.4.1 PARKS & OPEN SPACE

The HPCO Master Plan incorporates an interconnected network of accessible public parks, paseos, and open space areas to support recreational activities, encourage community interaction, expand trail connections, preserve sensitive resources and enhance sense of place. Park and open space facilities are provided within both the Hewlett-Packard Campus and Campus Oaks to meet the active/formal/programmable and passive/informal/self-directed recreational needs of residents and employees.

City Parks & Recreation Requirements

Roseville's General Plan requires new development to provide nine acres of public parkland for every 1,000 residents. This requirement is satisfied through three land dedication components: three acres each of neighborhood park, citywide park and open space. The City maintains flexibility in applying the above standards to best meet the parks and recreation needs of the community.

The 948 dwelling units within Campus Oaks will generate an estimated population of 2,474 residents based on an average of 2.61 persons per household. In accordance with the General Plan, 22.3 acres of credited parkland is required based upon 7.43 acres each of neighborhood park, citywide park and open space. The HPCO Master Plan provides for a total of 67.82 net acres of parks and open space (including the City open space preserve), of which 43.29 acres of credit are granted. As summarized in Table 3-5, neighborhood and citywide parks are granted full credit, and open space partial credit, based upon their differing recreational contributions to the community consistent with General Plan policy.

Table 3-6 summarizes how the HPCO Master Plan satisfies the City's parkland dedication requirements.

TABLE 3-5: Park and Open Space Credit

Parcel	Total Net Acreage[1]	Credit Ratio	Credited Acreage
NEIGHBORHOOD PARKS			
CO-61[2]	5.74 ac	1:1	4.87 ac
CO-62[2]	2.30 ac	1:1	2.30 ac
CO-64[2] & HP-2[4] (portion of)	2.16 ac[3]	1:1	2.16 ac[2]
Sub-Total	***10.20 ac***		***10.20 ac***
CITYWIDE PARK			
CO-64[2] & HP-2[4] (portion of)	8.38 ac[5]	1:1	8.38 ac[4]
Sub-Total	***8.38 ac***		***8.38 ac***
PASEO			
CO-63[2] (Paseo)	0.60 ac	0:1	0 ac.
CO-65[2] (Paseo)	2.73 ac	0:1	0 ac
Sub-Total	***3.33 ac***		***0ac***
OPEN SPACE			
CO-81[2] (Open Space)	0.84ac	0.5:1	0.42 ac
CO-82[2] (Open Space)	0.86 ac	0.5:1	0.43 ac
CO-83[2] (Open Space)	44.65 ac	0.5:1	22.33 ac
Sub-Total	***46.35 ac***		***23.15 ac***
TOTAL	**68.26 ac**		**41.73 ac**

1. Acreage excludes adjacent roadways inside curb.
2. See Table 5-2 for parcel specific land use information.
3. Includes planned open turf play, tot lot, plaza seating/game tables, small seating area, and landscaping/walkways/plazas.
4. Parcel HP-2 park acreage credited towards Campus Oaks. See Table 4-1 for parcel specific land use information.
5. Includes planned futsal/tennis courts (lighted), pickleball/badminton courts (lighted), dog park, ninja warrior course, basketball court (lighted), skate park, amphitheater, restrooms, parking stalls, group picnic grove, Class I path and landscaping/walkways/plazas.

TABLE 3-6: Park Credit Summary

Park Type	Credited Acreage Required	Total Acreage Provided	Credited Acreage Provided	Credit Balance
Neighborhood	7.43 ac	10.20 ac	10.20 ac	+ 2.77 ac
Citywide	7.43 ac	8.38 ac	8.38 ac	+ 0.95 ac
Open Space	7.43 ac	46.35 ac	23.15 ac	+ 15.72 ac

Parks and Open Space System

Key components of the HPCO Master Plan parks and open space system are illustrated on Figure 3-19. Parks and open space lands include:

Neighborhood Parks. The Master Plan integrates two neighborhood parks, Campus Oaks Park (Parcel CO-61) and the Park Couplet (Parcel CO-62). In addition, a portion of the Hewlett-Packard Greenway (Parcels CO-64 and HP-2) is dedicated to neighborhood serving facilities. Totaling 9.27 net acres, the neighborhood parks support the local recreational needs of residents through incorporation of a variety of ball fields, sports courts, informal turf areas, play structures, picnic areas, pavilions and other gathering spaces.

Citywide Park. The HPCO Master Plan incorporates a citywide park, the remainder of the Hewlett-Packard Greenway. Located between the residential uses in Campus Oaks and the employment uses on the Hewlett-Packard Campus, the Greenway provides a unique opportunity to integrate resident and employee interactions and activity. Facilities provided could include a skate park, trail connections, a dog park, and facilities that support performance arts, farmers' markets, arts and craft shows and other activities.

Paseos. The HPCO Master Plan includes 3.33 net acres of Paseos (Parcels CO-63 and CO-65). The Paseos are linear open space features that provide physical and visual linkages between uses incorporating landscaping, seating areas, trail connections and other open space elements that enhance the Area's recreation and mobility systems.

Open Space. The HPCO Master Plan incorporates 46.35 net acres of open space including the City owned preserve (Parcel CO-83) as well as new additions adjacent to the preserve (Parcels CO-81 and CO-82). The open space lands encompass a portion of the South Branch of Pleasant Grove Creek, natural and created wetlands, oak woodlands, and annual grasslands. The Master Plan proposes to implement existing open space preserve planned and approved trails as well as develop new trails proposed immediately adjacent to and outside the preserve boundaries (as shown in Figure 3-13). The trails outside the preserve boundaries may include seating and viewing areas that will increase public visibility and appreciation of the Project Area's preserved natural resources.

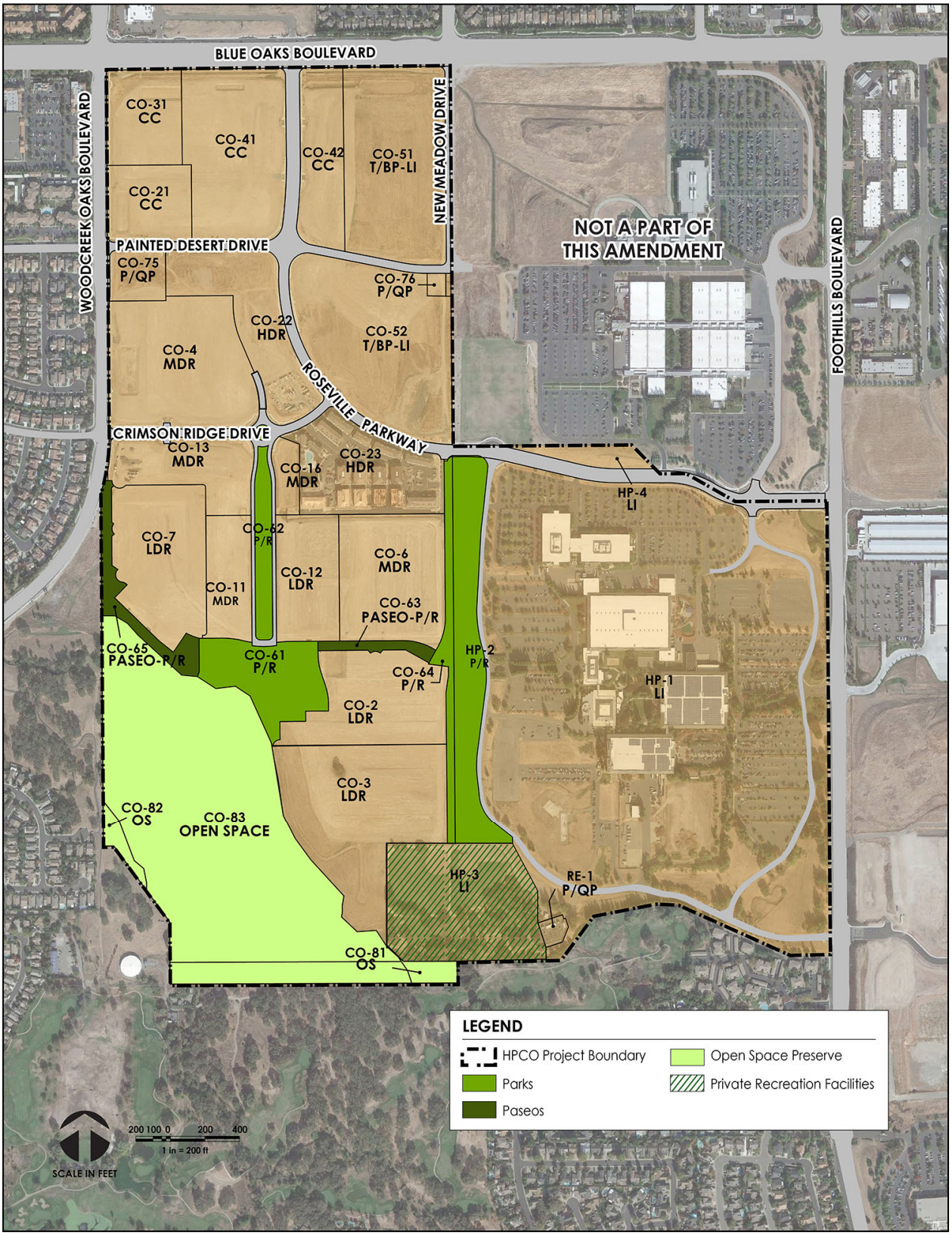


FIGURE 3-19: Parks and Open Space System

Concept plans for each park and open space site are illustrated in Figures 3-20 through 3-24. Park concept plans are subject to change based on funding or other factors. Final park designs shall be approved by the City.

In addition to public parks and open space, the Project Area contains private recreation facilities accessible to employees on the Hewlett-Packard Campus. Included are baseball fields, a pavilion and related amenities. While these private recreation facilities supplement parks and recreation opportunities within the Project Area, they are currently not granted credit towards meeting the City's park and open space requirements.

Active recreational areas will be designed to reduce potable water demand by providing recycled water for irrigation, limiting turf, incorporating water conserving plants, and using water efficient irrigation systems.

The funding for public park and open space facilities is assigned to residential uses (Campus Oaks). Parks, paseos and trails will be constructed through a combination of developer turn-key and City park fee programs. The open space preserve (Parcel CO-83) is already owned by the City with associated monitoring, reporting and maintenance costs currently funded by Community Facilities District Annexation 4 (CFD4). All other public parks, paseos and open space areas will be dedicated to and maintained by the City. Maintenance will be funded through the Campus Oaks Community Facilities District – Public Services (Services CFD) to the extent permitted as specified in the project Development Agreements.

LEGEND

A. Focal Point in Plaza
B. Plaza Area
C. Shade Shelters and BBQ
D. Adventure Play Features
E. Overlook
F. Youth Soccer/Practice Field
G. Plaza with Seating/Tables
H. ½ Court Basketball
I. Shrub and Groundcover Area
J. Picnic Area & Game Tables
K. Sticks and Stones Creek Play
L. Existing Swale (to Remain)
M. Accent Planting and Seating
N. Park Couplet
O. Class I Bike Path
P. Water Quality Feature
Q. Bermed Turf
R. Retaining Wall
S. Walking Path with Benches
T. Enhanced Vehicular Paving (In Street)
U. Mounded Grassy Play

Campus Oaks Park is envisioned as a family oriented active neighborhood park. The park's geometrics are responsive to the sites rolling topography, with formal landscape/hardscape designs complimenting the Park Couplet to the north and Paseo to the east, and more naturalistic undulating forms as the park unfolds to the south and west towards the Open Space Preserve. A tree lined plaza with a focal point act as the southern terminus of the Park Couplet. A sticks and stones creek play area and adventure park features compliment the opportunities for creative play. The westerly edge of the park incorporates a youth soccer field and/or open turf practice area. Shade shelters and seating areas are integrated into the northern plaza. A smaller shade sail picnic area and game tables are placed at the east end overlooking the entire park. Trial connections are provided to the west and south.

***NOTE:** Park concept plans are subject to change based on funding or other factors. Final park designs shall be approved by the City.*

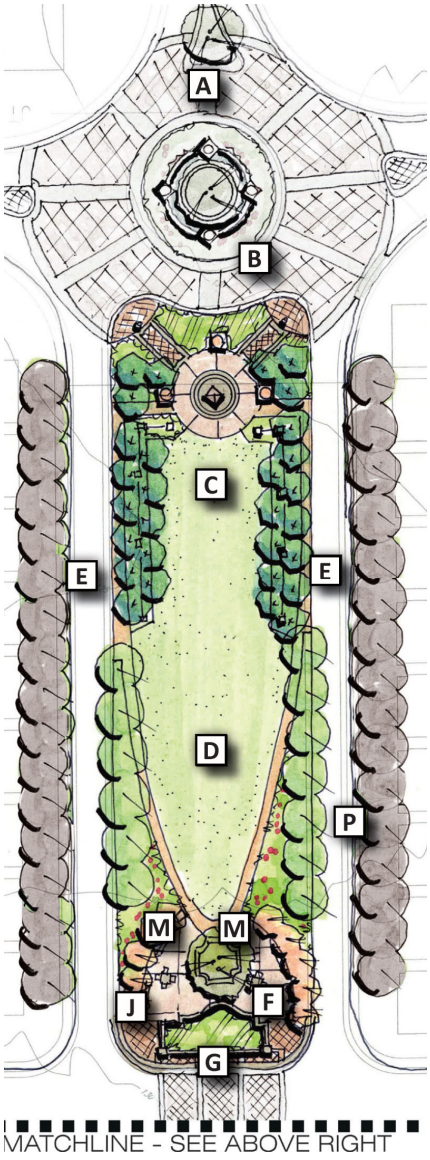
FIGURE 3-20: Campus Oaks Park Concept Plan (Parcel CO-61 and CO-63)

The 100-foot wide Park Couplet is envisioned for primarily passive neighborhood recreational uses with the potential for limited small scale activity areas. Pedestrian circulation is enhanced by a series of gathering spaces with formal connections using a central promenade within the northerly space and a dual walkway system located toward the east and west edges within the southern space. A life-size chess board along with an open turf play area provides the community with active spaces. A plaza with a specimen tree and accent plantings is located in the southern area. Enhanced pavements, decorative fenced planters, seating areas and focal points are integrated to give this space a rich texture.

NOTE: *Park concept plans are subject to change based on funding or other factors. Final park designs shall be approved by the City.*

LEGEND

- A. Enhanced Paving in Roundabout
- B. Roundabout Feature Wall with Specimen Tree
- C. Focal Point with Plaza & Seating
- D. Open Green
- E. Upright Vertical Tree Canopy
- F. Small Plaza with Benches and Tables
- G. Planter Feature with Decorative Metal fence
- H. Shade Arbor
- I. Enhanced Pavement
- J. Accent Planting
- K. Turf Area
- L. Life-size Chess Board Plaza
- M. D.G. Path
- N. Specimen Tree
- O. Campus Oaks Park
- P. Street Tree (residential units)



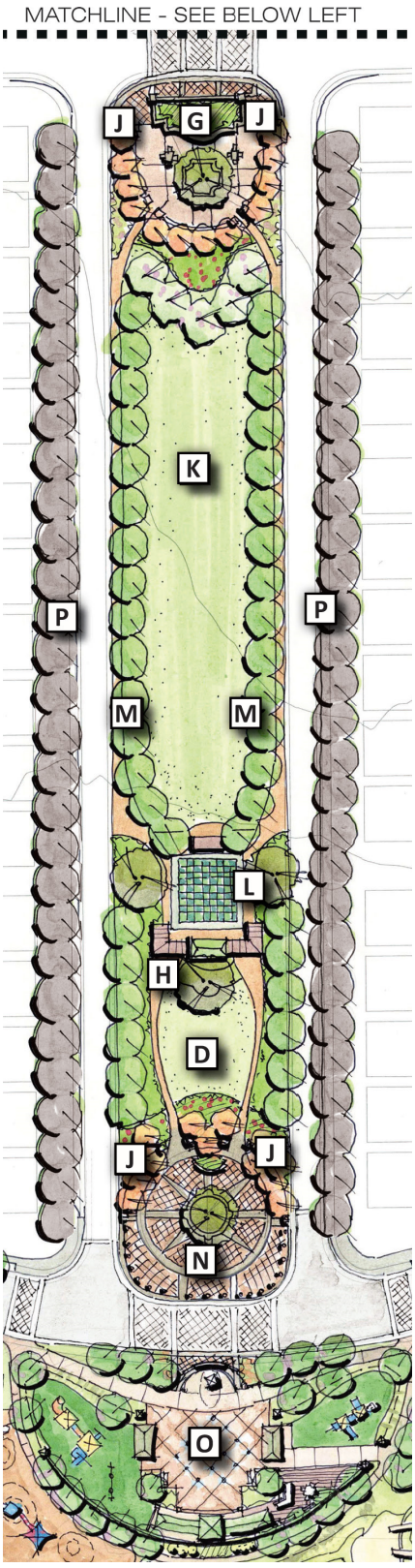


FIGURE 3-21: Park Couplet Concept Plan (Parcel CO-62)

The Hewlett-Packard Greenway is envisioned as a primarily active park providing for a variety of neighborhood and citywide recreational opportunities. Included are a BMX or skate park, Ninja warrior facility, open turf areas, as well as bocce, pickleball/badminton, futsal/tennis and full basketball courts. A Class I multi-use path runs the entire length of the Greenway. The intersection of the path at the east-west paseo includes a plaza area with a fruitless olive grove, picnicking, and tot lot aligned with the main entry of Hewlett-Packard. This space can accommodate performance arts, farmers' markets, arts and craft shows, and other events. The Park geometrics allow for the integration of the sites rolling terrain, with flat areas and vertical evergreen trees creating visual linkages between Hewlett-Packard and Campus Oaks. A small amphitheater and dog park are included. Focal points are created at the eastern roundabout and the termination of each adjacent east west vehicular access. Parking is provided along the western edge of the site.

***NOTE:** Park concept plans are subject to change based on funding or other factors. Final park designs shall be approved by the City.*

LEGEND

- A. Entry Structure and Sign Wall
- B. Mounded Turf with Specimen Trees
- C. Open Turf (flat)
- D. Amphitheater
- E. Lighted Pickleball/Badminton Courts
- F. Lighted Futsal/Tennis Court
- G. Ninja Warrior Course
- H. Tot Lot
- I. Plaza with Game Tables
- J. Restroom
- K. Bocce Courts
- L. Grove and Group Picnic Area
- M. Lighted Full Basketball Court
- N. Picnic Structure and BBQs
- O. Drought Tolerant Plantings
- P. Skate or BMX Park
- Q. Parking
- R. Dog Park Separated by Size
- S. Enhanced Paving at HP Entry
- T. Class I Bike Path

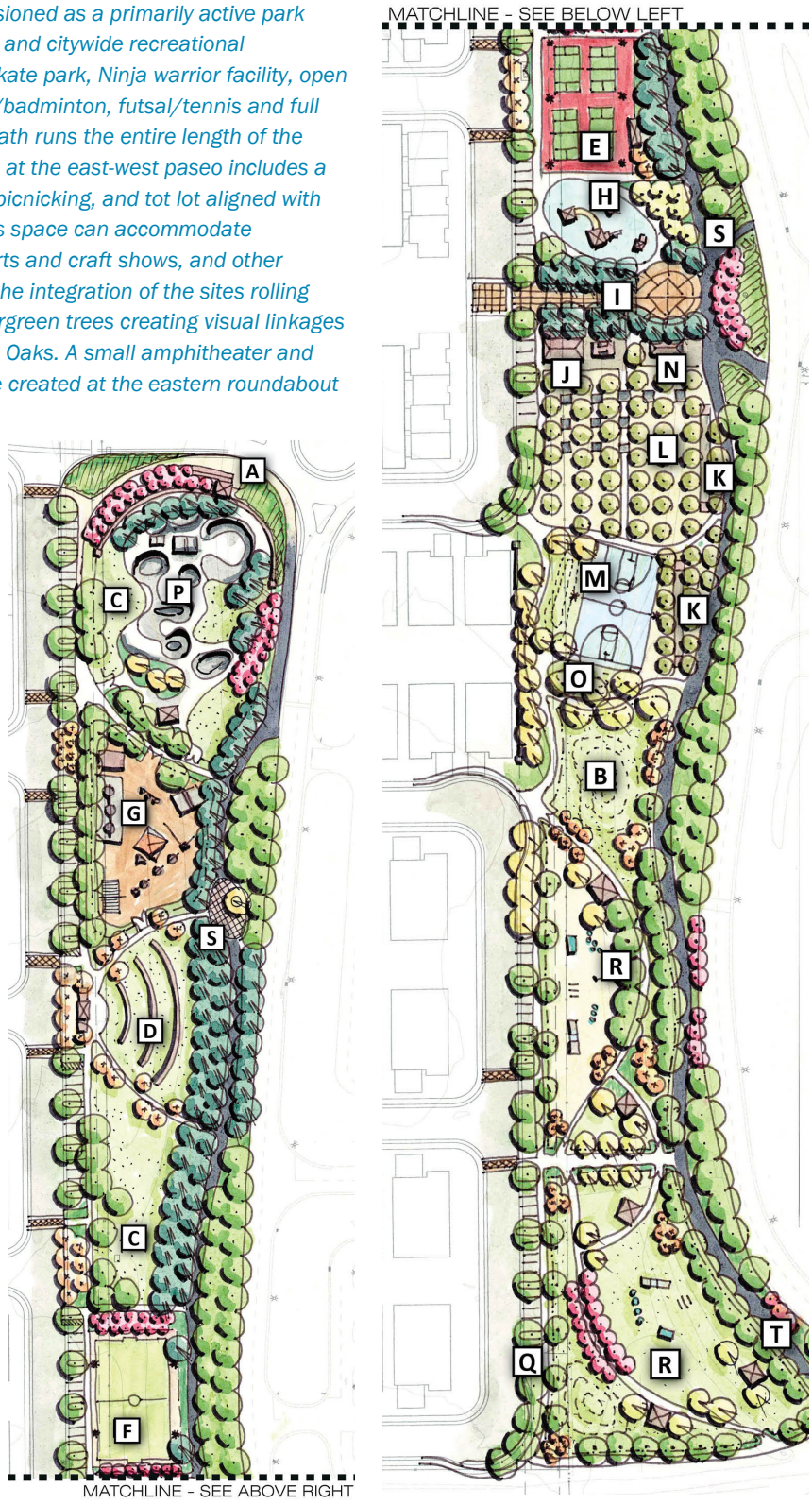
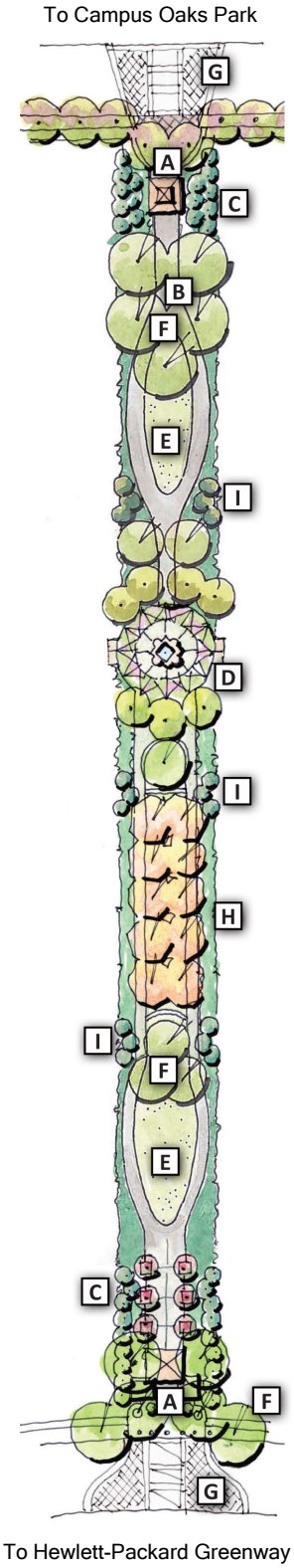


FIGURE 3-22: Hewlett-Packard Greenway Concept Plan (Parcels CO-64 & HP-2)



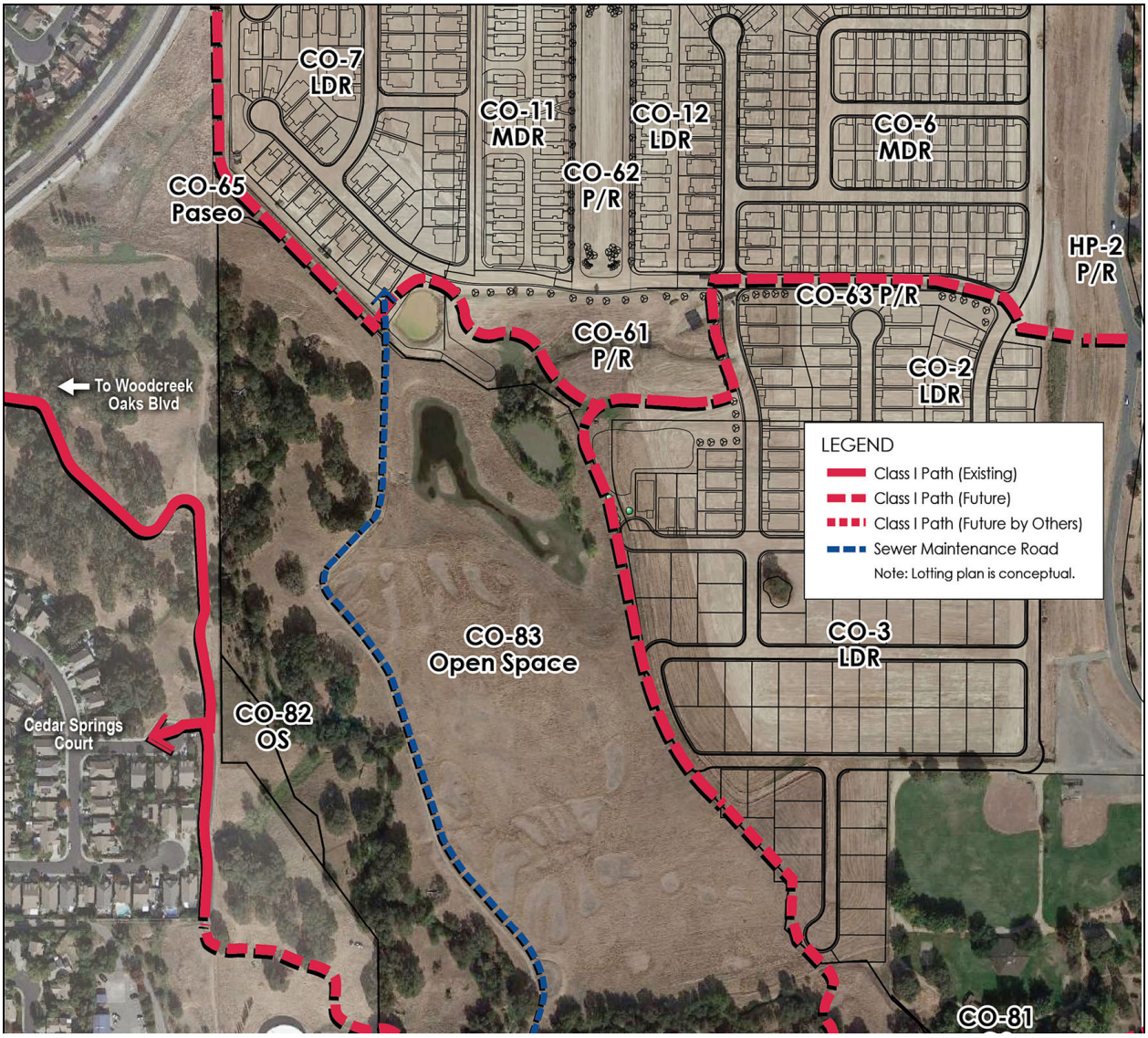
Two Paseos are included within Campus Oaks, one providing a connection adjacent to the Open Space Preserve and up to Crimson Ridge Drive, and the other creating a link between Campus Oaks Park and the Hewlett-Packard Greenway. Both Paseos include Class I multi-use paths and select passive use elements. The Paseo adjacent to the Open Space Preserve will have an informal character, integrating natural grades and incorporating native plant materials transitioning to the open space. The Paseo linking Campus Oaks Park and the Hewlett-Packard Greenway will incorporate more formal landscaping incorporating elements such as arbors and seating areas. Tree alleys will be used to enhance visual linkages between the parks, as well as to frame the physical and visual connection between Hewlett-Packard and Campus Oaks. It is intended that the paseos will be visible and accessible from adjacent development, with a minimum of 50 percent of the edge of each paseo open via single-loaded streets, open cul-de-sac heads/street terminations, or other features.

***NOTE:** Park concept plans are subject to change based on funding or other factors. Final park designs shall be approved by the City.*

LEGEND

A. Arbor Structure Seating
B. Small Seating Area
C. Evergreen Tree Alley
D. Seating Area
E. Open Green Space
F. Specimen Tree
G. Enhanced Paving (In Street)
H. Deciduous Tree Alley
I. Vertical Evergreen Accent Trees

FIGURE 3-23: Paseo Concept Plan (Parcel CO-63)



The Open Space Preserve is envisioned as a passive amenity complementing the active parks within the Project Area. Nestled along the South Branch of Pleasant Grove Creek, the Preserve incorporates Oak Woodlands as well as natural and created wetland habitats. Opportunities exist to enhance community appreciation of the natural terrain, plants and animals. The City's existing Pleasant Grove Creek Trail (Northern Section) currently is improved off of Cedar Springs Court and feeds northwesterly to Woodcreek Oaks Boulevard. The intent is to provide access from the southern end of this existing trail and the City's planned off-site trail to the south adjacent to Woodcreek Oaks Golf Course to Campus Oaks Park at its southern boundary, and then continue eastward into the Hewlett-Packard Greenway. A new trail connection to Woodcreek Oaks Boulevard is also planned from the western end of Campus Oaks Park northwest through the planned paseo (Parcel CO-65). All activities are required to be in compliance with the Hewlett-Packard Preserve O&M Plan, deed restrictions, and the City's Open Space Preserve Overarching Management Plan. Parcel CO-82 may accommodate reburial of Native American cultural artifacts that have been repatriated to the United Auburn Indian Community.

NOTE: *Park concept plans are subject to change based on funding or other factors. Final park designs shall be approved by the City.*

FIGURE 3-24: Open Space Preserve Concept Plan (Parcels CO-81, CO-82 & CO-83)

3.4.2 LIBRARIES

The City of Roseville operates a public library system consisting of three individual facilities, providing print and online services to all City residents. The closest library to the Project Area is the Martha Riley Community Library at Mahany Park, a joint use facility that includes a community TV studio and Utility Exploration Center. The Project Area will offset its contribution to library services through payment of the City's Public Facilities Fee.

3.4.3 SCHOOLS

The Project Area is within the boundaries of the Roseville City School District (grades K-8) and Roseville Joint Union High School District (grades 9-12). The number of students generated within the Project Area does not create sufficient demand for new school facilities (see Table 3-7). Students will be served at existing schools including Oakmont High School, Robert C. Cooley Middle School, and Blue Oaks Elementary School. The High School District will study potential enrollment boundary changes upon future construction of the new high school within West Roseville. Campus Oaks will enter into mutual benefit impact fee agreements to fully mitigate school impacts in accordance with its Development Agreement and Funding Agreements with the school districts.

TABLE 3-7: Student Generation

	Single Family[1]	Multi-Family Detached[2]	Multi-Family Attached[3]	Students Generated	School Capacity	Schools Required
ROSEVILLE CITY SCHOOL DISTRICT						
Grades K-5	0.3329	0.2200	0.1118	192	600	0.32
Grades 6-8	0.1164	0.0776	0.0352	66	1,000	0.07
ROSEVILLE JOINT UNION SCHOOL DISTRICT						
Grades 9-12	0.161	0.036	0.036	63	1,800	0.05

1. Single Family = units at less than 8 dwelling units per net acre. 233 Single Family units.
2. Multi-Family detached = detached units at or above 8 dwelling units per net acre. 319 Multi-Family detached units.
3. Multi-Family attached = attached units at or above 8 dwelling units per net acre. 396 Multi-Family attached units.

3.5 Public Safety

3.5.1 FIRE & EMERGENCY SERVICES

The Roseville Fire Department (RFD) provides fire protection, suppression, emergency medical services, fire life and safety, along with hazardous materials management to the Project Area. At the time of HPCO Master Plan approval, the Project Area was within the service district of Station #2, located at 1398 Junction Boulevard. Fire Station 5, at 1565 Pleasant Grove Boulevard, was the closest fire station to the project site. However, the locations of these two existing fire stations would not meet the national standard of response time for emergency responders upon total build out, which is why a new fire station is proposed.

A 2.15 acre fire station site (Station No. 8) is designated within Campus Oaks at the southeast corner of Woodcreek Oaks Boulevard and Painted Desert Drive (Parcel CO-75). This site has been located in accordance with the RFD's risk assessment model to meet the City's response times, and has been configured to allow for efficient access, accommodate the City's planned facilities needs and allow flexibility for future growth. A concept plan of the fire station site is included as Figure 3-24. Once constructed, the Campus Oaks station will provide first response to the Project Area. Stations located in adjacent portions of the City will provide interim and secondary response.

Development within the Project Area will comply with applicable City fire protection standards and regulations.

3.5.2 POLICE PROTECTION

The Roseville Police Department provides primary law enforcement, crime prevention, traffic enforcement and animal control services to the Project Area. The Police Department provides all operations and patrols out of its central station located at 1051 Junction Boulevard. In addition, private security services are provided within the Hewlett-Packard Campus. Development will comply with applicable City safety and security standards.

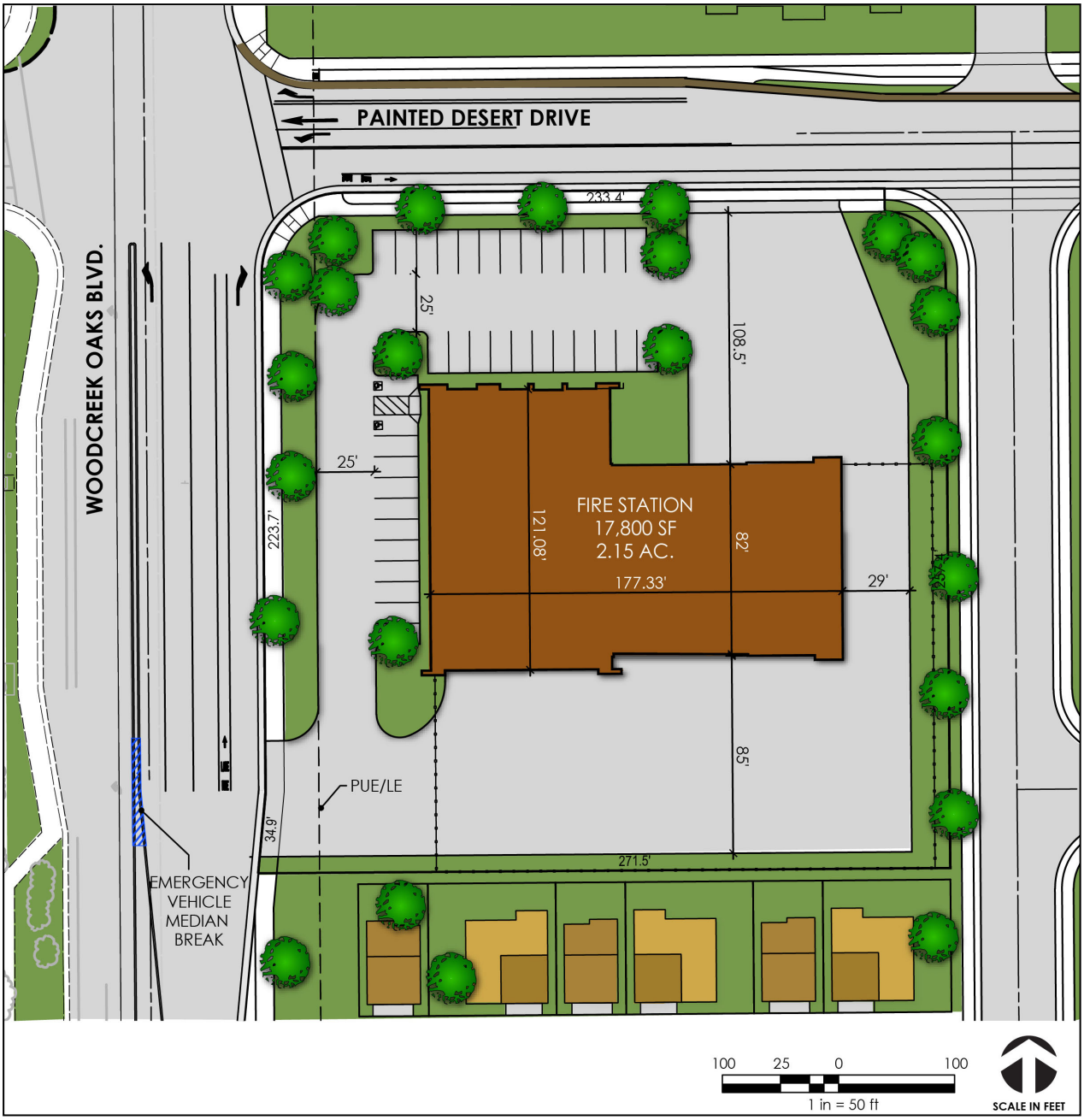
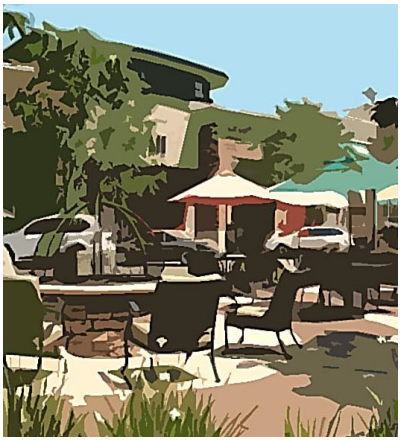
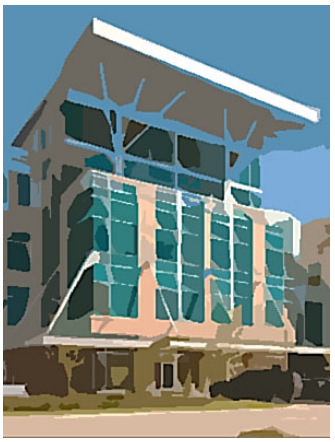


FIGURE 3-25: Fire Station Concept Plan (Parcel CO-75)

Hewlett-Packard Campus Development Plan

CITY OF ROSEVILLE

A BLUEPRINT COMMUNITY

04 Hewlett-Packard Campus Development Plan

The following establishes land use, zoning, infrastructure, intensity threshold, development guidelines and development review provisions for the Hewlett-Packard Campus. Covering the eastern 141.2 acres of the Project Area, the Hewlett-Packard Campus is planned for continued light industrial, private recreation and related development. A portion of the Campus is also designated for development as a City park. All development projects within the Hewlett-Packard Campus will be reviewed by the City to ensure compliance with applicable Master Plan, General Plan, Zoning Ordinance and Development Agreement requirements.

4.1 Land Use and Zoning

The Hewlett-Packard Campus is partially developed with existing light industrial and office uses, along with parking lots, internal roadways, private recreation facilities, and a Roseville Electric substation. Capacity exists for additional development on vacant properties within the Campus, as well as potential intensification of existing buildings/uses. At buildout, total development on the Hewlett-Packard Campus is estimated to support approximately 1,200,000 square feet of Light Industrial use, as well as 8.85 acres of City park.

Land uses for the Hewlett-Packard Campus are summarized in Table 4-1 and reflected on Figure 4-1. The overall square footage allocation reflected on Table 4-1 is vested with the Hewlett-Packard property, as further regulated by the intensity threshold allocations described in Section 4.3 and the Hewlett-Packard Development Agreement.

TABLE 4-1: Hewlett-Packard Campus Land Use and Square Footage Allocations

Parcel	Land Use	Gross Acres	Building Square Feet (sf)				
			Existing	Future	Total Allocation	FAR Range	Avg. FAR
HP-1	Light Industrial (LI)	114.00 ac	593,820[1] sf	564,000 sf	1,157,820 sf	20-50%	23%
HP-2	Park & Recreation (P/R)	8.70 ac[2]					
HP-3	Light Industrial (LI)	13.23 ac		42,180 sf	42,180 sf	20-50%	7%
HP-4	Light Industrial (LI)	2.01 ac					
RE-1	Public (P/QP)	0.50 ac					
	Backbone Roads	2.76 ac					
TOTAL		**141.20 ac**	*593,820* **sf**	*606,180* **sf**	*1,200,000 sf*		***21%***

1. Existing development consists of Buildings R3 (126,220 sf), R4 (131,190 sf), R5 (158,760 sf) and R6 (177,650 sf).
2. Parcel HP-2 park acreage credited towards Campus Oaks. See Table 3-5.

FIGURE 4-1: Hewlett-Packard Campus Land Use Diagram

4.1.1 SPECIFIC DESIGNATIONS & DISTRICTS

With the exception of the Roseville Electric Substation, all properties within the Hewlett-Packard Campus are designated with either the Light Industrial/Special Area Overlay (M-1/SA) or Parks & Recreation (PR) zoning district. Permitted uses within the PR District are consistent with the City's Zoning Ordinance general district regulations.

Permitted uses within the M1/SA District are modified from the Zoning Ordinance by the provisions of the Special Area Overlay District. This overlay allows for modification of the underlying general district regulations (including both permitted use types and development standards) to meet the unique needs of the site. This Master Plan contains all modifications to the general district regulations and is incorporated into the ordinance establishing the M1/SA District for the Hewlett-Packard Campus.

Use types listed in the Master Plan M1/SA and PR districts are defined in Section 19.08 of the Roseville Zoning Ordinance.

Hewlett Packard Campus

LIGHT INDUSTRIAL

Land Use Designation

Light Industrial (LI)

Zoning District

Light Industrial-Special Area Overlay (M1/SA)

Purpose

The M1/SA district is applied to the majority of the Hewlett-Packard Campus. This district identifies areas appropriate for industrial and related uses such as manufacturing, processing, assembly, high technology, research and development, office, and storage uses. These uses are intended to be compatible operating in relatively close proximity to adjacent commercial and residential uses.

Permitted Uses

Table 4-2 identifies the permitted M1/SA use types and required approvals. Use types identified as principally permitted are subject only to the streamlined review and approval requirements contained in Section 4.5 of this Master Plan. Use types identified as administratively or conditionally permitted also require approval of an Administrative or Conditional Use Permit as specified in Article V of the Zoning Ordinance. Use types not listed as principally, administratively or conditionally permitted are prohibited.

The M1/SA district modifies permitted use types to limit those that have the potential to conflict with internal or adjacent uses, and/or are considered inconsistent with the desired campus character of the project. In general, all permitted industrial and transportation and communication use types have been retained. The use types permitted within the M1/SA District do not include outdoor manufacturing, but may include limited outdoor storage and the emission of a limited amount of noise, vibration, odor, dust, smoke, light, or other pollutants. Truck and other vehicle storage related to the primary industrial activity is permitted in designated storage areas. Uses prohibited include some civic, all residential and several commercial use types.

Development Standards and Design Guidelines

As specified in Section 4.4 of this Master Plan. If a development standard is not specifically addressed in Section 4.4, it shall be governed by the applicable standards in Chapter 19.14 of the Roseville Zoning Ordinance or as established through Site Review approval pursuant to the Development Approval Process, Section 4.5.

TABLE 4-2: Light Industrial/Special Area Overlay (M1/SA) Permitted Uses

Use Type	M1/SA
Agricultural and Open Space Use Types	
Agricultural	P
Resource Protection & Restoration	P
Resource Related Recreation	P
Civic Use Types	
Community Assembly	CUP
Community Services	P
Essential Services	P
Public Parking Services	P
Commercial Use Types	
Automotive & Equipment	
Automotive Rentals	P
Commercial Parking	P
Broadcasting & Recording Studios	P
Business Support Services	P
Commercial Recreation	
Indoor Sports & Recreation	P
Outdoor Entertainment	P
Outdoor Sports & Recreation	P
Offices, Professional	P
Personal Services	A
Specialized Education & Training	
Vocational Schools	P
Specialty Schools	P
Storage, Personal Storage Facility	A

Use Type	M1/SA
Industrial Use Types	
Day Care Center (employees only)	A
Equipment & Material Storage Yards	CUP
General Industrial	CUP
Hazardous Materials Handling	CUP
Light Manufacturing	P
Recycling, Scrap, Dismantling	P
Research Services	P
Specialized Industrial	CUP
Wholesale and Distribution	
Light	P
Heavy	A
Transportation & Communication Use Types	
Antennas & Communication Facilities I	P
Heliport	CUP
Intermodal Facilities	P
M1/SA	Light Industrial/Special Area Overlay
P	Principally Permitted
A	Administratively Permitted
CUP	Conditionally Permitted

PARK & RECREATION

Land Use Designation

Park & Recreation (P/R)

Zoning District

Park & Recreation (PR)

Purpose

The Park and Recreation (P/R) district is applied to Parcel HP-2 which, in combination with adjacent Parcel CO-64, is planned as the Hewlett-Packard Greenway park. While within the Hewlett-Packard Campus, the development of Parcel HP-2 will be led by Campus Oaks in coordination with the City and Hewlett-Packard. Located between the employment uses on the Hewlett-Packard Campus and residential uses in Campus Oaks, the Hewlett-Packard Greenway provides a unique opportunity to integrate resident and employee interactions and activity. Facilities that may be provided include a skate park, dog park, trail connections, and facilities that support performance arts, farmers' markets, arts and craft shows and other activities. Parcel HP-2 will be dedicated to and maintained by the City. Maintenance will be funded through a Community Facilities District – Public Services (Services CFD) to the extent permitted. Park credit will be applied to Campus Oaks (see Table 3-5).

Permitted Uses

As specified in Chapter 19.16 of the Roseville Zoning Ordinance.

Development Standards and Design Guidelines

As specified in Chapter 19.16 of the Roseville Zoning Ordinance and Section 3.4.1. of this Master Plan.

4.2 Infrastructure Components

Backbone mobility and utility systems are described in Sections 3.2 and 3.3 of this Master Plan. Included are provisions for roadways, the pedestrian and bicycle network, transit, potable water, recycled water, wastewater, drainage and flood control, electric, natural gas, voice/data communication and solid waste disposal. All proposed development projects within the Hewlett-Packard Campus will be reviewed to ensure compliance with the infrastructure and sequencing provisions described in this Master Plan, then current City improvement standards, and the project Development Agreement(s).

As development of the Hewlett-Packard Campus has occurred, much of the infrastructure required to support Campus development has already been constructed. Each component of the infrastructure system is designed/ constructed to accommodate development anticipated at buildout of the Project Area. For the Hewlett-Packard Campus, anticipated development is based on the square footage allocation defined in Sections 4.1 and 4.3.

Parcel specific improvements will continue to be constructed over time to coincide with the construction of the individual buildings within the Hewlett-Packard Campus. When an individual development project is submitted for City review, each infrastructure component will be evaluated for adequacy to serve the proposed project and for compatibility with the overall system, as outlined in the Hewlett-Packard Development Agreement.

Since the infrastructure components may be constructed incrementally, individual permits may be conditioned to require improvements needed to build an additional connection to directly serve an individual building.

4.3 Intensity Thresholds

The following identifies buildout traffic and utility demand thresholds and monitoring provisions for new development within the Hewlett-Packard Campus. These thresholds apply to Hewlett-Packard's parcels with designated Light Industrial land use, and exclude park parcel HP-2. The thresholds affect infrastructure and environmental analysis needs, as well as the ultimate limits of development. All proposed development projects within the Hewlett-Packard Campus will be reviewed to ensure compliance with the identified thresholds.

4.3.1 BUILDOUT INTENSITY THRESHOLDS

Buildout square footage estimates have been generated for new development within the Hewlett-Packard Campus (See Table 4-1). The projected square footage or acreage, as appropriate, has been multiplied by generation/demand factors for each of the key service/infrastructure components to identify buildout needs. For the purposes of this Master Plan, these key components include traffic, water, wastewater and electricity. The generation/demand factors utilized are a combination of standard demand rates and actual rates based on existing site development at the time of initial Master Plan approval (1996), as well as the thresholds identified in the project Development Agreement(s).

While the square footage estimates provide a general base for monitoring purposes, it is the traffic and utility demand factors that dictate the buildout development thresholds and infrastructure/service requirements for the project. Inconsistency with the thresholds could modify infrastructure and resource needs, as well as trigger the requirement for additional environmental analysis.

Table 4-3 provides the projected generation/demand factors and buildout intensity thresholds for development within the Hewlett-Packard Campus. These intensities are vested and run with the property. Any unused square footage and intensity assigned to the Hewlett-Packard Campus shall revert to the City upon termination of the project Development Agreement. The City, at its discretion, may allocate any unused intensity elsewhere within the larger Master Plan Area.

TABLE 4-3: Estimated Buildout Intensity Threshold Allocations

	Light Ind. Gross Acres	Light Ind. Gross Square Feet	Traffic		Water		Wastewater		Electric	
			Trip Rate (Total PM Peak Hour trips per 1,000 sf)	PM Peak Hour Trips	Demand Factor (gallons/ day/acre)	Max Daily Demand	Demand Factor (gallons/ day/acre	Peak Daily Flow	Demand Factor (MW/ acre)	Peak Annual Demand
Hewlett-Packard	129.24 ac	1,200,000 sf	1.14[1]	1,368 trips	2,598[2]	0.67 mgd	1,700[3]	0.63 mgd	0.079[4]	8.08 MW

1. Standard Light Industrial trip rates have been adjusted upwards based on actual traffic counts of existing Hewlett-Packard development (10/95).
2. Standard Light Industrial water demand factors and a max day factor of 2.0.
3. Standard Light Industrial wastewater generation factors with a factor of safety of 2.0 and Peaking Factor of 2.85.
4. Standard Light Industrial electricity demand factor has been adjusted upwards to reflect existing and anticipated demand.

4.3.2 THRESHOLD MONITORING

As individual development projects are submitted, project square footage or acreage will be multiplied by the average generation/demand factors and monitored to ensure that it falls within the cumulative thresholds for new development within the Hewlett-Packard Campus as identified on Table 4-3.

It is recognized that the generation/demand factors are averages. Development projects may be above or below the average factor depending on the composition and operations of the uses proposed. It is also recognized that, over time, the mix of uses may vary and shift. The average factors take into account a general mix of uses and, in most cases, should provide an adequate overall long-term measure of project generation/demand rates and impacts.

Should a development project be proposed that has an unusually high generation/demand rate, additional analysis may be required. This analysis will include consideration of cumulative demand within the Hewlett-Packard Campus. If monitoring indicates that actual cumulative factors are above or below the estimated averages included on Table 4-3, these average factors may be adjusted subject to City approval.

Development projects that place a higher than anticipated demand on service capacity could result in attaining a particular service threshold prior to reaching the total anticipated buildout square footage. This could impact improvement needs or limit the projected square footage of development. Conversely, uses that place a lower demand than anticipated on service capacity could result in excess capacity or the ability to develop square footage over and above estimated buildout levels.

While it is not possible to predict the specific operational characteristics of each circumstance, the following general parameters can be used as a guide to help identify when additional analysis may be required. Actual determinations and specific analysis requirements will be made by the City on a case by case basis as development projects are submitted.

Traffic

Additional short term site specific traffic analysis may be required for all new development of the project site. Long term analysis may be required when a development project's total PM peak hour traffic generation exceeds the total allocated threshold (Table 4-3) trip generation based on the average PM trip rate for the combined site by 50 trips or more. When determining whether a short or long term traffic study is required, the City shall consider the following criteria:

- Roadway volumes on streets adjacent to the Project Area;
- Impacts to local or other signalized intersections;
- Existing and projected levels of service at site access points;
- Existing and projected queue lengths at driveways, right turn lanes and left turn pockets; and
- Impacts to safe and efficient traffic operations.

When a traffic study is required, the analysis shall include, but not be limited to, the following:

- Ingress and egress queue lengths at existing and proposed security gates (if applicable);
- Level of service determinations at select intersections;
- Levels of service at existing and proposed access points;
- Roadway volumes on streets adjacent to the site and other local roadways that may be affected;
- Estimated trip generation rates;
- A comparison to the traffic analysis in the Master Plan EIR, subsequent Master Plan Addendum, and City's Capital Improvement Program; and,
- Impacts on required improvements including the timing of planned improvements.

The traffic study shall identify mitigation measures that can be implemented by the landowner to achieve General Plan levels of service and efficient circulation on roadways in the vicinity of the Project Area.

Water/Wastewater

Additional analysis and/or information regarding the water and wastewater service requirements of a proposed project may be required when any of the following occur:

- A proposed development project's maximum daily water or wastewater demand exceeds the demand factor;
- A significant industrial user/discharger applies for connection to either the water or wastewater system; or,

- An industrial user proposes to locate within the Hewlett-Packard Campus with water demands of 2,598 gallons per acre per day or more (average) and/or wastewater generation rates of 2,000 gallons per acre per day or more (average).

Additional water and wastewater analysis will include the following information:

Water

- Average day demand, maximum day demand, and peak hour demand;
- Hydraulic analysis of the proposed demands and their impacts to the City water distribution system; and,
- Required improvements necessary to accommodate new demands and proposed timelines for implementation.

Wastewater

- Average day demand, maximum day demand, and peak hour demand;
- Impacts of additional wastewater on collection and treatment facilities;
- Compliance with the Regional Wastewater Master Plan;
- Required improvements necessary to accommodate additional demands and timelines for implementation; and,
- Anticipated level of chemical or biological demand, and impacts to the biological processes at the wastewater treatment plant.

Electric

Additional analysis and/or information regarding the electric service requirements of a proposed project may be required when any of the following occurs:

- A proposed development project's total annual electric demand exceeds the peak demand of the prior year by 5% or more; or,
- Unique or unusual reliability requirements are identified in the project proposal.

Additional analysis and/or information required to be submitted may include:

- Peak demand and total energy consumption;
- Timely notice and details of any special equipment or infrastructure needs;
- Reliability requirements; and,
- Cost of outage information.

4.4 Development Guidelines

The following development guidelines will be applied to new development within the Hewlett-Packard Campus. A discussion of existing design guidelines is followed by a discussion of additional guidelines, standards, or conditions specific to the Hewlett-Packard Campus. All proposed development projects within the Campus will be reviewed to ensure compliance with the objectives of the applicable design guidelines and development standards.

4.4.1 RELATIONSHIP TO EXISTING GUIDELINES

Two existing documents contain design guidance applicable to development within the Hewlett-Packard Campus. They are:

- North Roseville Area Design Guidelines – Adopted June 22, 1992
- Community Design Guidelines – Amended March 18, 2008

These documents establish design goals and provide an indication of the type of treatment that is desired. The documents address site and building design issues such as:

- Street landscape requirements
- Entry and focal points
- Buffering of adjacent residential uses
- Required setbacks
- Site grading
- Fencing and screening
- Treatment of storage, loading, and refuse collection areas
- On-site circulation, parking, and access
- On-site landscaping and irrigation
- Architectural guidelines
- Signage guidelines
- Lighting guidelines

4.4.2 ADDITIONAL STANDARDS & GUIDELINES

Roadways

Cross sections and required landscaped setbacks along public roadways are specified in Section 3.2 of this Master Plan. All private roads shall be designed and constructed to City standards.

Bikeways and Pathways

Bikeways are an integral component of the existing Campus and will be extended to each new building as they develop. Bikeways will avoid truck traffic routes and other high traffic areas where feasible. Bikeways will be planned as a primary element of site circulation to provide direct access to

the primary entry of each building and employee recreation area. Security gates may be used to control access to the light industrial areas. The design of the bikeway and pedestrian security gates is an internal design consideration to be addressed by the Campus users. Where bikeways are located away from streets, but in the public right of way, they will meet the standards of a Class I bikeway as defined in the City Bikeway Master Plan.

Landscaping

The landscaping of Foothills Boulevard is addressed in the North Roseville Area Design Guidelines. Landscaping along Roseville Parkway will be coordinated with landscaping in Campus Oaks to promote consistent treatment along these roadways.

In addition to landscaping along roads, it is intended that the Hewlett-Packard Campus be distinguished by an internal landscaping theme. The theme includes broad canopy trees in parking areas and in the open spaces between buildings to provide shade and a distinctive character to the Campus. In addition, the distinctive double rows of tall upright trees in the existing Campus may be extended to establish a strong linear form traversing the Campus to serve as a visual landmark and orientation feature.

Developed Edge Adjacent to Residential

The majority of the existing and planned light industrial uses within the Hewlett-Packard Campus are separated from planned residential uses within Campus Oaks by the Hewlett-Packard Greenway Park (Parcels CO-64 and HP-2). A small portion of the Campus (Parcel HP-3) is immediately adjacent to planned residential uses. While this portion of the Campus is currently developed with private recreational uses, the potential exists that it could be redeveloped with light industrial uses in the future.

To ensure adequate buffering should light industrial development be approved, the land use diagram (Figure 4-1) reflects a 50 foot landscape buffer on Parcel HP-3, adjacent to residential uses within Campus Oaks. This buffer may include a solid masonry wall, dense evergreen landscaping, berming and other screening/buffering elements consistent with Sections 2.3 and 4.6.5.1 of the North Roseville Area Design Guidelines. The precise treatment of the buffer and location/orientation of development would be defined as part of the design review process for the potential future light industrial use.

Developed Edge Adjacent to Open Space

The open space areas contiguous to formal landscaped or paved areas present a special condition. The transition between formal areas and open space should be visually pleasing. The formal landscaping, utilizing native materials, should provide a gentle transition by using low ground covers rather than tall, dense shrubs. A tree line is permissible, but should have an open canopy and spacing between trees that permits a view toward the open space. Dense conifers and similar massing of trees should be avoided except to frame or block a particular view. A post and cable fence will demarcate the edge of the open space area and discourage vehicle entry to the open space.

Surface run-off drainage from the landscaped areas can be detrimental to the natural conditions in the open space. Surface water will be controlled through the design of the planting, irrigation and drainage systems in the landscape areas adjacent to open space. Native, drought tolerant plants are required to limit the amount of irrigation required and to provide a transition between the natural open space areas and the more formal landscaping near buildings. Any outfalls that direct stormwater to the preserve shall comply with the Hewlett-Packard Preserve O&M Plan, deed restrictions, and the City of Roseville Open Space Preserve Overarching Management Plan as required by the Clean Water Act Section 404 permit, and the then applicable MS4 permit.

Conceptual Grading

Earthwork operations within the Hewlett-Packard Campus are expected to follow existing terrain. Generally, no more than an average two or three feet of cut or fill will occur within the Campus boundaries. Gentle slopes of one to two percent will be created to allow for adequate drainage improvements and still allow for minor grading at level building pad sites.

Private road grades within the existing Campus are constructed with less than a three percent centerline gradient. All proposed drives are planned to continue this standard. Minor changes in the standard may occur to accommodate local drainage conditions.

4.5 Streamlined Development Review Process

Measures have been incorporated into the HPCO Master Plan to allow for a streamlined City administrative review and approval process for development projects within the Light Industrial-Special Area (M1/SA) zone district. Separate permits may be required by other agencies such as the US Army Corps of Engineers, California Dept. of Fish and Wildlife, and the Air Pollution Control District (See Section 6 of this Master Plan for additional details).

4.5.1 ADMINISTRATIVE DESIGN REVIEW PERMIT

The Administrative Design Review Permit process will be used to review and approve development of permitted uses within the M1/SA District. Evaluation and approval of the administrative Design Review Permit will be performed in accordance with the procedures outlined in Article V of the City Zoning Ordinance and as described here.

The decision to issue an administrative Design Review Permit will be based on a determination of a development proposal's consistency with this Master Plan. This determination shall be made by the approving authority (Development Services Director), and will be based on the following factors:

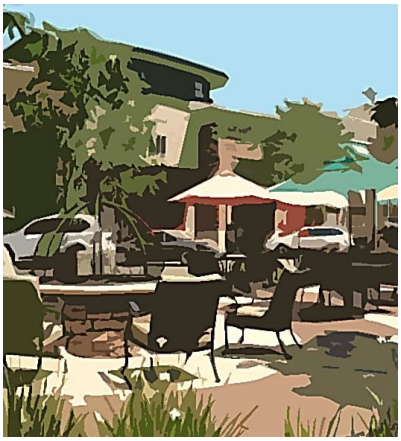
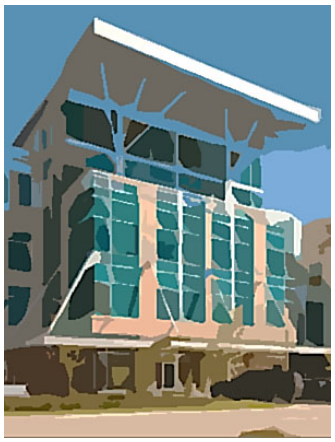
- Land Use and Zoning
- Master Plan Components
- Intensity Thresholds and Infrastructure Sequencing
- Design Guidelines and Development Standards
- EIR/Addendum Mitigation Measures
- Development Agreement Provisions

4.5.2 DIRECTOR REFERRAL

If the Development Services Director determines that the proposal is inconsistent with or gives rise to issues that were not addressed by this Master Plan, the proposed project may be referred to the Planning Commission as the appropriate approving authority.

Campus Oaks Development Plan

CITY OF ROSEVILLE

A BLUEPRINT COMMUNITY

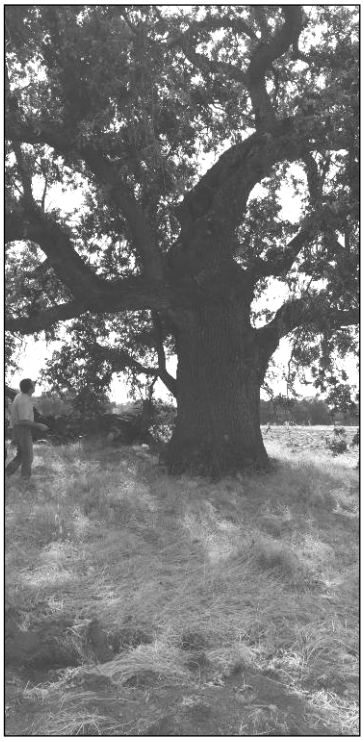
05 Campus Oaks Development Plan

The following establishes land use, zoning, design guidelines, affordable housing and density transfer provisions for Campus Oaks. Covering the western 234.53 acres of the Project Area, Campus Oaks is currently undeveloped and planned for a mix of tech/business park (LI), commercial, residential, park and recreation, open space and public uses. All development projects within Campus Oaks will be reviewed by the City to ensure compliance with applicable Master Plan, General Plan, Zoning Ordinance and Development Agreement requirements.

5.1 Land Use and Zoning

Campus Oaks is organized as an integrated mixed use community accommodating:

- A range of new business and employment opportunities
- A diversity of comfortable, well connected and walkable neighborhoods
- A vibrant Town Center where residents, employees and passers-by can shop, eat, and meet their everyday needs
- A network of parks and open spaces that enhance community interaction, recreation, and sense of place



The inclusion of Campus Oaks within the larger Master Plan Area supports the desires of Hewlett-Packard to locate, build and operate its business within a community that provides for convenient relationships between employees and nearby housing opportunities, commercial services, and open-space and recreational amenities.

Campus Oaks land uses are summarized in Table 5-1 and illustrated on Figure 5-1. A breakdown of land use and zoning by parcel is identified in Table 5-2.

TABLE 5-1: Campus Oaks Land Use Summary

Land Use	Gross Acres	Dwelling Units (du)		Square Feet (sf)	
		Allocated Units	Density (du/ac)	Allocated Square Feet	FAR
EMPLOYMENT AND COMMERCIAL USES					
Tech/Business Park (T/BP-LI)	32.85 ac			300,000 sf	21%
Community Commercial (CC)	29.68 ac			240,000 sf	19%
Sub-Total	***62.53 ac***			***540,000 sf***	***19%***
RESIDENTIAL USES					
Low Density Residential (LDR)	42.64 ac	233 du	5.5 du/ac		
Medium Density Residential (MDR)	36.01 ac	319 du	8.9 du/ac		
High Density Residential (HDR)	17.84 ac	396 du	22.2 du/ac		
Sub-Total	***96.49 ac***	***948 du***	***9.8 du/ac***		
PARK, OPEN SPACE & PUBLIC USES					
Parks (P/R)	11.12 ac				
Paseo (P/R)	3.67 ac				
Open Space (OS)[1]	46.35 ac				
Public (P/QP)	2.47 ac				
Sub-Total	***63.61 ac***				
Backbone Roads	11.90 ac				
TOTAL	***234.53 ac***	***948 du***	***9.5 du/ac***	***540,000 sf***	***19%***

1. Includes City Open Space Preserve.

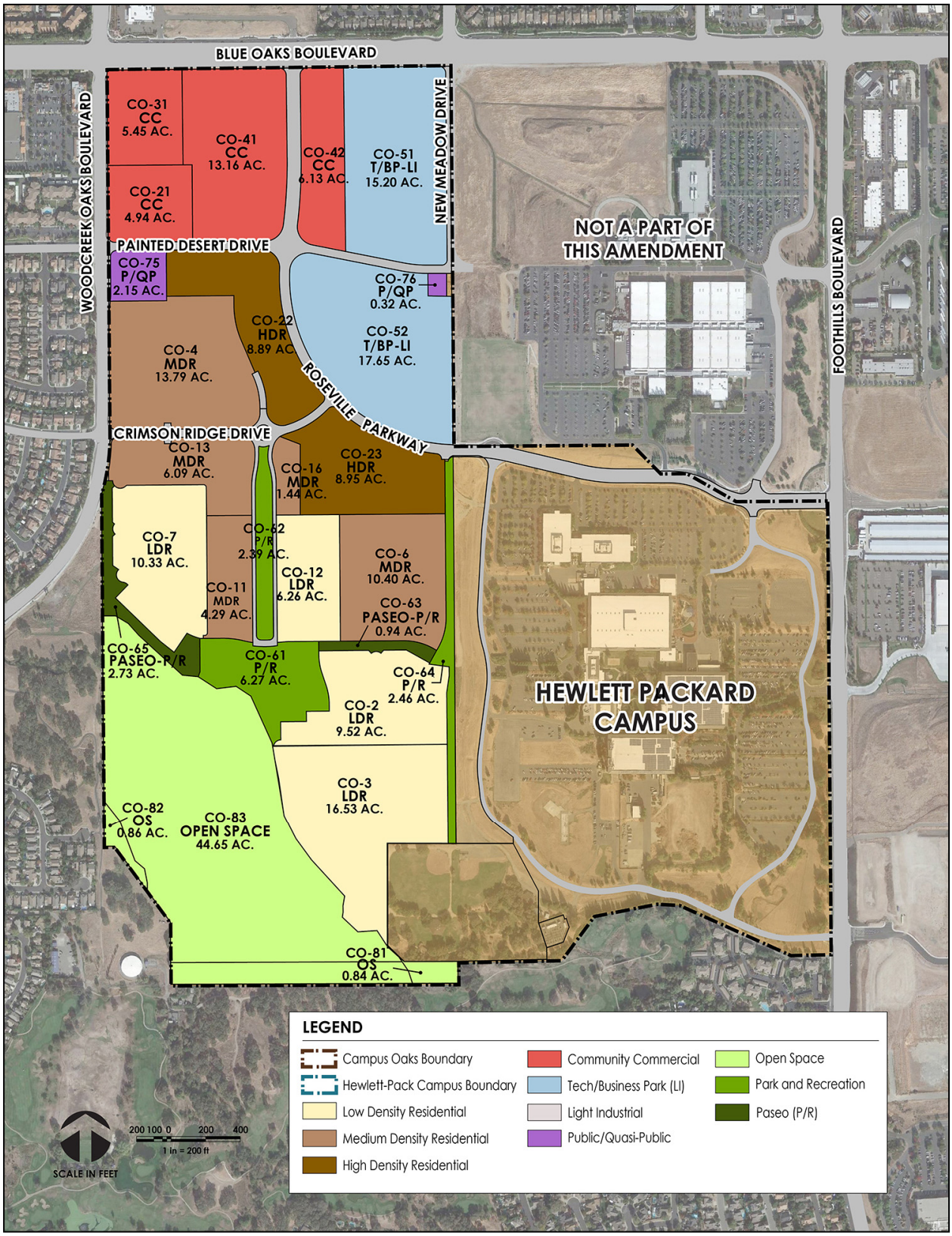


FIGURE 5-1: Campus Oaks Land Use Diagram

TABLE 5-2: Campus Oaks Land Use and Zoning by Parcel

Parcel	Zoning	Gross Acres	Dwelling Units (du)		Square Feet (sf)	
			Allocated Units	Density (du/ac)	Allocated Square Feet	FAR
EMPLOYMENT AND COMMERCIAL USES						
Tech/Business Park – Light Industrial (T/BP LI)						
C0-51	MP/SA	15.20 ac			150,000 sf	23%
C0-52	MP/SA	17.65 ac			150,000 sf	20%
Sub-Total		***32.85 ac***			***300,000 sf***	***21%***
Community Commercial (CC)						
C0-21	CC	4.94 ac			22,500 sf	13%
C0-31	CC	5.45 ac			50,900sf	13%
C0-41	CC	13.16 ac			100,300 sf	21%
C0-42	CC	6.13 ac			66,300 sf	19%
Sub-Total		***29.68 ac***			***240,000 sf***	***20%***
Sub-Total Employment & Comm.		***62.53 ac***			***540,000 sf***	***19%***
RESIDENTIAL USES						
Low Density Residential (LDR)						
C0-2	RS/DS	9.52 ac	59 du	6.2 du/ac		
C0-3	R1/DS	16.53 ac	62 du	3.8 du/ac		
C0-7	RS/DS	10.33 ac	70 du	6.8 du/ac		
C)-12	RS/DS	6.26 ac	42 du	6.7 du/ac		
Sub-Total		***42.64 ac***	***233 du***	***5.5 du/ac***		
Medium Density Residential (MDR)						
C0-4	RS/DS	13.79 ac	132 du	9.6 du/ac		
C0-6	RS/DS	10.40 ac	86 du	8.3 du/ac		
C0-11	RS/DS	4.29 ac	38 du	8.9 du/ac		
C0-13	RS/DS	6.09 ac	51 du	8.4 du/ac		
C0-16	RS/DS	1.44 ac	12 du	8.3 du/ac		
Sub-Total		***36.01 ac***	***319 du***	***8.9 du/ac***		

Parcel	Zoning	Gross Acres	Dwelling Units (du)		Square Feet (sf)	
			Allocated Units	Density (du/ac)	Allocated Square Feet	FAR
RESIDENTIAL USES (cont.)						
High Density Residential (HDR)						
CO-22	R3/DS	8.89 ac	210 du	23.6 du/ac		
CO-23	R3/DS	8.95 ac	186 du	20.8 du/ac		
Sub-Total		***17.84 ac***	***396 du***	***22.2 du/ac***		
Sub-Total Residential		***96.49 ac***	***948 du***	***9.8 du/ac***		
PARKS, OPEN SPACE & PUBLIC USES						
Parks (P/R)[1]						
CO-61	PR	6.27 ac				
CO-62	PR	2.39 ac				
CO-64	PR	2.46 ac				
Sub-Total		***11.12 ac***				
Paseos (P/R)						
CO-63	PR (Paseo)	0,94 ac				
CO-65	PR (Paseo)	2.73 ac				
Sub-Total		***3.67 ac***				
Open Space (OS)						
CO-81	OS	0.84 ac				
CO-82	OS	0.86 ac				
CO-83	OS	44.65 ac				
Sub-Total		***46.35 ac***				
Public (P/QP)						
CO-75	P/QP	2.15 ac				
CO-76	P/QP	0.32 ac				
Sub-Total		***2.47 ac***				
Sub-Total Parks, OS & Public		***63.61 ac***				
Backbone Roads		11.90 ac				
TOTAL		***234.53 ac***	***948 du***	***9.1 du/ac***	***540,000 sf***	***20%***

1. Parcel HP-2 park acreage credited towards Campus Oaks. See Tables 4-1 and 3-5.

5.1.1 SPECIFIC LAND USE DESIGNATIONS & ZONING DISTRICTS

Land uses are implemented through the zoning district applied to each parcel. This includes the select application of the Development Standard (DS) and Special Area (SA) overlay districts to customize development standards and allowed use types to address Campus Oaks' unique opportunities and objectives.

Employment and Commercial Uses

TECH/BUSINESS PARK (T/BP-LI)

Floor Area Ratio Range

20% to 50% gross floor area to gross site area

Land Use Description

The Tech/Business Park (T/BP-LI) land use designation is a variant of the LI designation unique to Campus Oaks. The intent of this district is to enhance the ability of the Project Area to attract a range of employment uses, including corporate users, in a highly amenitized business park setting. The T/BP-LI designation provides for a mix of uses that are compatible with, and act as a transition between, the light industrial uses on the Hewlett-Packard Campus and the commercial and residential uses within Campus Oaks. Allowed use types include professional offices, light manufacturing, research services, and light wholesale and distribution.

Applied Zoning District

MP/SA - Industrial/Business Park/Special Area Overlay.

Permitted Use Types

As specified in Section 5.2. The Special Area (SA) overlay district has been applied to ensure a compatible mix of employment generating uses.

Development Standards

As specified in the City of Roseville Zoning Ordinance and the Campus Oaks Design Guidelines (Section 5.4).

Design Guidelines

As specified in the Community Design Guidelines and the Campus Oaks Design Guidelines.

COMMUNITY COMMERCIAL (CC)

Floor Area Ratio Range

20% to 40% gross floor area to gross site area

Land Use Description

The Community Commercial (CC) land use designation provides a broad range of retail goods and services to meet resident's and employee's daily needs. Uses may include grocery stores, restaurants, entertainment venues, retail sales, lodging and personal services. All CC uses are located within the Campus Oaks Town Center. Oriented along both sides of Roseville Parkway at Blue Oaks Boulevard, the CC uses help to create an entry into the Project Area.

Applied Zoning District

CC – Community Commercial.

Permitted Use Types

As specified in the City of Roseville Zoning Ordinance.

Development Standards

As specified in the City of Roseville Zoning Ordinance.

Design Guidelines

As specified in the Community Design Guidelines and the Campus Oaks Design Guidelines (Section 5.4).

Residential Uses

LOW DENSITY RESIDENTIAL (LDR)

Density Range

0.5 to 6.9 dwelling units per gross acre

Land Use Description

The Low Density Residential (LDR) land use designation supports detached single-family homes on conventional and small lots. Lot sizes typically range from 4,500 to 6,000 square feet and could be smaller or larger depending on site configuration/constraints and neighborhood design upon approval by the City. A variety of detached, single-family residential housing types are encouraged in this density range.

Applied Zoning Districts

R1/DS - Single Family Residential/ Development Standard Overlay; and, RS/DS - Small Lot Residential/ Development Standard Overlay.

Permitted Use Types

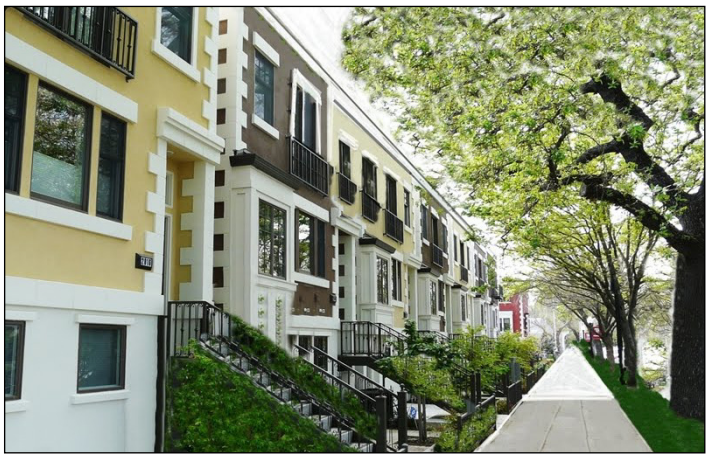
As specified in the City of Roseville Zoning Ordinance.

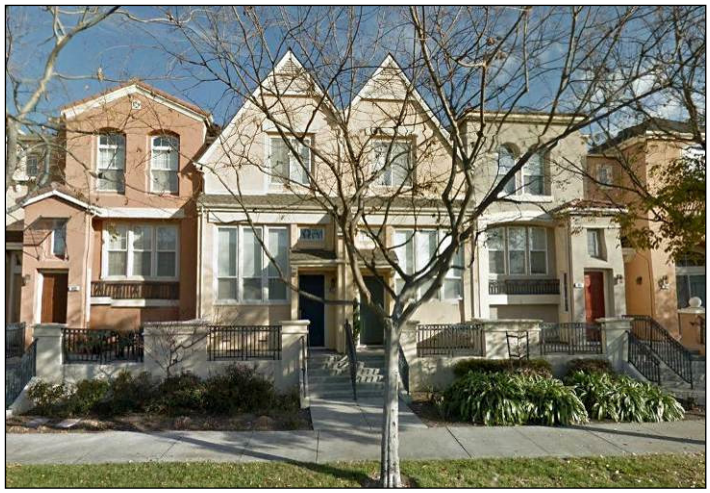
Development Standards

As specified in the City of Roseville Zoning Ordinance and in Section 5.3. The Development Standard (DS) overlay district has been applied to all LDR uses to allow for variation in development standards and inspire a wide range of innovative residential product types.

Design Guidelines

As specified in the Community Design Guidelines and the Campus Oaks Design Guidelines (Section 5.4).





MEDIUM DENSITY RESIDENTIAL (MDR)

Density Range

7.0 to 12.9 dwelling units per gross acre

Land Use Description

The Medium Density Residential (MDR) land use designation accommodates both single-family detached and attached residential units. Lot sizes typically range from 1,500 to 4,500 square feet and could be smaller or larger depending on site configuration/constraints and neighborhood design upon approval by the City. Within this density range, a wide range of front and alley loaded product types are encouraged including varied small lot, court oriented, cluster, duet/half-plex and townhome designs.

Applied Zoning District

RS/DS - Small Lot Residential/Development Standard Overlay.

Permitted Use Types

As specified in the City of Roseville Zoning Ordinance.

Development Standards

As specified in the City of Roseville Zoning Ordinance and Section 5.3. The Development Standard (DS) overlay district has been applied to all MDR uses to allow for variation in development standards and inspire a wide range of innovative residential product types.

Design Guidelines

As specified in the Community Design Guidelines and the Campus Oaks Design Guidelines (Section 5.4).

HIGH DENSITY RESIDENTIAL (HDR)

Density Range

13.0+units per acre gross Acre

Land Use Description

The High Density Residential (HDR) land use designation accommodates both detached and attached residential units. Within this density range, a wide range of front and alley loaded product types are encouraged including varied small lot, townhome, row house, courtyard, apartment and condominium designs.

Applied Zoning District

R3/DS – Attached Housing/Development Standard Overlay.

Permitted Use Types

As specified in the City of Roseville Zoning Ordinance.

Development Standards

As specified in the City of Roseville Zoning Ordinance and Section 5.3. The Development Standard (DS) overlay district has been applied to all HDR uses to allow for variation in development standards and inspire a wide range of innovative residential product types.

Design Guidelines

As specified in the Community Design Guidelines and the Campus Oaks Design Guidelines (Section 5.4).

Park, Open Space and Public Uses

PARK (P/R)

Land Use Description

The Parks and Recreation (P/R) land use designation is applied where developed parks/paseos are planned. An integrated network of accessible active/formal/programmable and passive/informal/self-directed facilities is provided to support recreational activities and social gathering. Included are two neighborhood parks (Campus Oaks Park and Park Couplet), a citywide/ neighborhood park (HP Greenway) and two improved paseos. Parks and recreation facilities are further described in Parks, Open Space and Schools (Section 3.4). Land use for the eastern portion of the HP Greenway (Parcel HP-2) is discussed in Section 4.1.1 of this Master Plan. Maintenance will be funded through a Community Facilities District – Public Services (Services CFD) to the extent permitted.

Applied Zoning District

PR – Parks and Recreation.

Permitted Use Types

As specified in the City of Roseville Zoning Ordinance.

Development Standards

As specified in the City of Roseville Zoning Ordinance.

Design Guidelines

As approved by the City for individual parks. Conceptual park plans are shown in Sections 3.4 of this Master Plan.

OPEN SPACE (OS)

Land Use Description

The Open Space (OS) land use designation is applied to lands which are environmentally sensitive or otherwise significant due to habitat, floodplain or other natural features. Campus Oaks incorporates the City owned Open Space Preserve (Parcel CO-83) as well as new additions adjacent to the Preserve (Parcels CO-81 and CO-82). The open space encompasses a portion of the South Branch of Pleasant Grove Creek, its associated floodplain, natural and created wetlands, oak woodlands, and annual grasslands. The expansion of trails is proposed through the open space to allow for off-site trail connections and promote passive recreation, environmental stewardship and education as allowed by the 404 permit. Open space is further described in Parks, Open Space and Schools (Section 3.4).

Applied Zoning District

OS – Open Space

Permitted Use Types

As specified in the City of Roseville Zoning Ordinance and as allowed by the existing 404 permit.

Development Standards

As specified in the City of Roseville Zoning Ordinance.

Design Guidelines

As approved by the City in compliance with applicable deed restrictions, the Hewlett-Packard Preserve O&M Plan, and the City of Roseville Open Space Preserve Overarching Management Plan. A conceptual plan for the Open Space Preserve is shown in Section 3.4 of this Master Plan.

PUBLIC (P/QP)

Land Use Description

The Public/Quasi-Public (P/QP) land use designation accommodates public serving uses and facilities. Campus Oaks includes two P/QP sites: Parcel CO-75 housing a planned fire station; and Parcel CO-76 for a planned groundwater pump back/blending station. The pump station is discussed in more detail in Utilities (Section 3.3) and the fire station (including a concept plan) in Public Safety (Section 3.5).

Applied Zoning District

P/QP – Public/Quasi-Public

Permitted Use Types

As specified in the City of Roseville Zoning Ordinance.

Development Standards

As specified in the City of Roseville Zoning Ordinance.

Design Guidelines

As approved by the City and as specified in the Campus Oaks Design Guidelines (Section 5.4).

5.2 Permitted Use Types

Permitted use types within Campus Oaks are generally consistent with those allowed for by the corresponding general zone districts as defined by the City of Roseville Zoning Ordinance. The exception is for the Industrial/Business Park (MP) district where the SA overlay district has been applied. The SA overlay district allows the permitted use types and development standards to be modified from those specified by the underlying general zone district.

The Industrial/Business Park/Special Area Overlay (MP/SA) district is intended to provide for a unique transitional employment center between the light industrial uses on the Hewlett-Packard Campus, and the commercial and residential uses planned within Campus Oaks. Allowed use types are refined to support new employment and business opportunities, while ensuring compatibility with adjacent uses. The MP/SA district has eliminated those use types that have the potential to conflict with adjacent uses, and/or are inconsistent with the desired business park setting. Consistent with the City's Zoning Code, allowed MP/SA use types will not "result in the emission of any appreciable amount of visible gasses, particulates, steam, heat odor, vibration, glare, dust, or excessive noise and can be conditioned to be compatible when operating in close proximity to commercial and residential uses".

Table 5-3 identifies allowed use types within the Campus Oaks MP/SA district.

TABLE 5-3: MP/SA Permitted Uses

Use Type	MP/SA
Civic Use Types	
Community Assembly	CUP
Community Services	P
Essential Services	P
College and University	CUP
Residential Use Types	
Caretaker/Employee Housing	CUP
Commercial Use Types	
Broadcasting/Recording Studios	P
Business Support Services	P
Eating & Drinking Establishments	
Convenience	P[1]
Offices, Professional	P
Specialized Education & Training	
Vocational Schools	P
Specialty Schools	P
Industrial Use Types	
Day Care Center, Secondary (employee only)	CUP
Light Manufacturing	P
Printing & Publishing	P
Research Services	P
Wholesaling & Distribution, Light	P
Transportation and Communication Use Types	
Intermodal Facilities	CUP
Telecommunication Facilities	P/A/CUP

MP/SA	Industrial/Business Park/Special Area Overlay District
P	Principally Permitted
A	Administratively Permitted
CUP	Conditionally Permitted

1. Permitted as an ancillary use to the primary T/BP-LI uses.

5.3 Development Standards

The DS overlay has been applied in combination with the general zone districts to all LDR, MDR and HDR land uses within Campus Oaks. The DS overlay allows the development standards (e.g., lot area, setbacks and building heights) to be modified from those specified by the underlying general zone districts. For Campus Oaks, the intent is to allow flexibility to accommodate and encourage a wide range of residential building types and innovative designs appealing to different economic and life-style segments.

Precise development standards for the Single Family Residential/ Development Standard Overlay (R1/DS), Small Lot Residential/ Development Standard Overlay (RS/DS) and Attached Housing/ Development Standard Overlay (R3/DS) districts are established within the Campus Oaks Design Guidelines discussed in Section 5.4. A Design Review for Residential Subdivision (DRRS) is required for all Compact Residential Development projects at 7 dwelling units per acre and above as well as specified by the City Zoning Ordinance.

Included in this section are conceptual elevations, lot sizes and plot plans to illustrate the character and layout of potential building types that could be constructed within Campus Oaks subject to approval by the City during the DRRS and small lot tentative map stage. Figure 5-2 provides an illustrative of how the varied building types may be applied. The building types and illustratives are examples and are conceptual. It is anticipated that Campus Oaks will also accommodate additional building types.

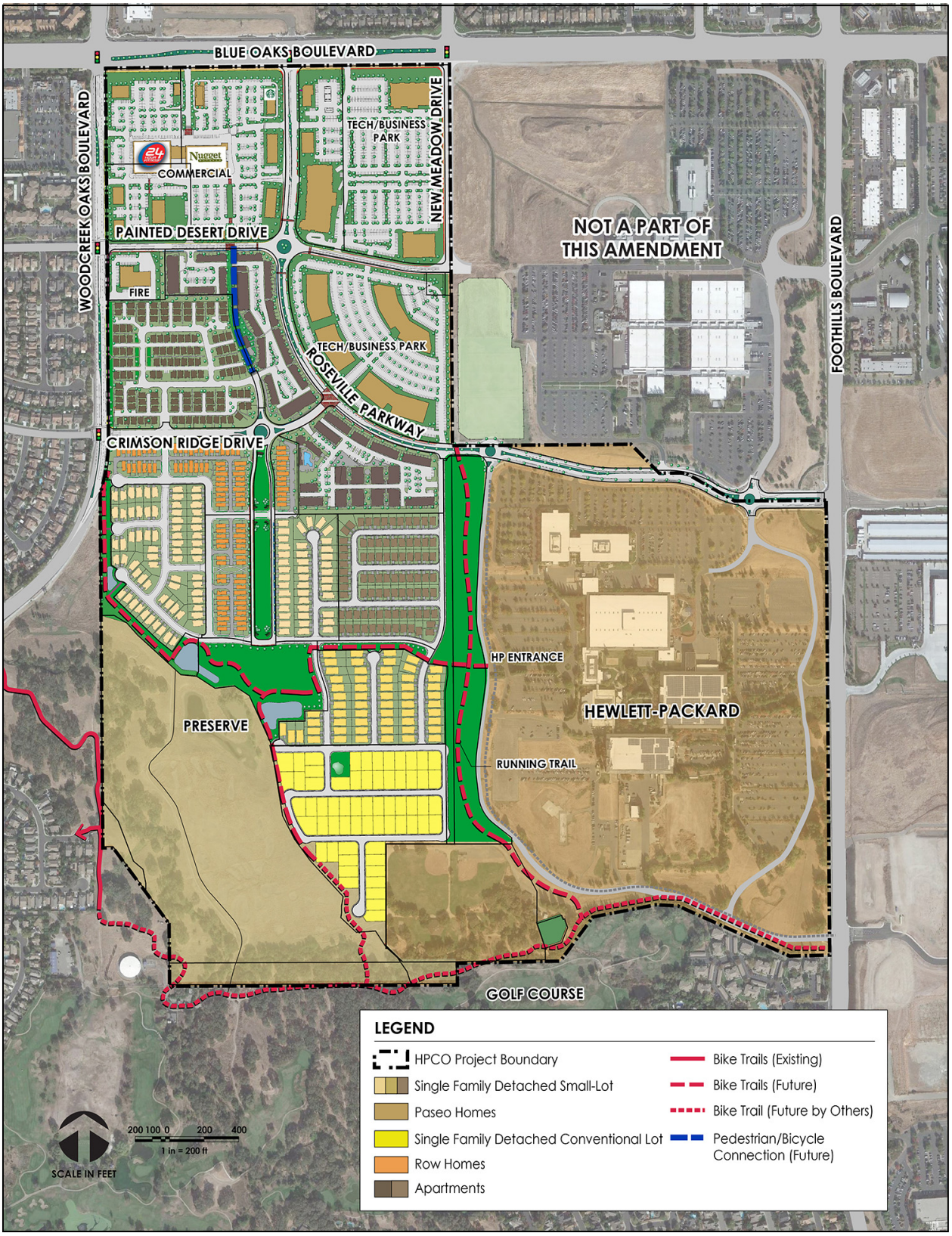
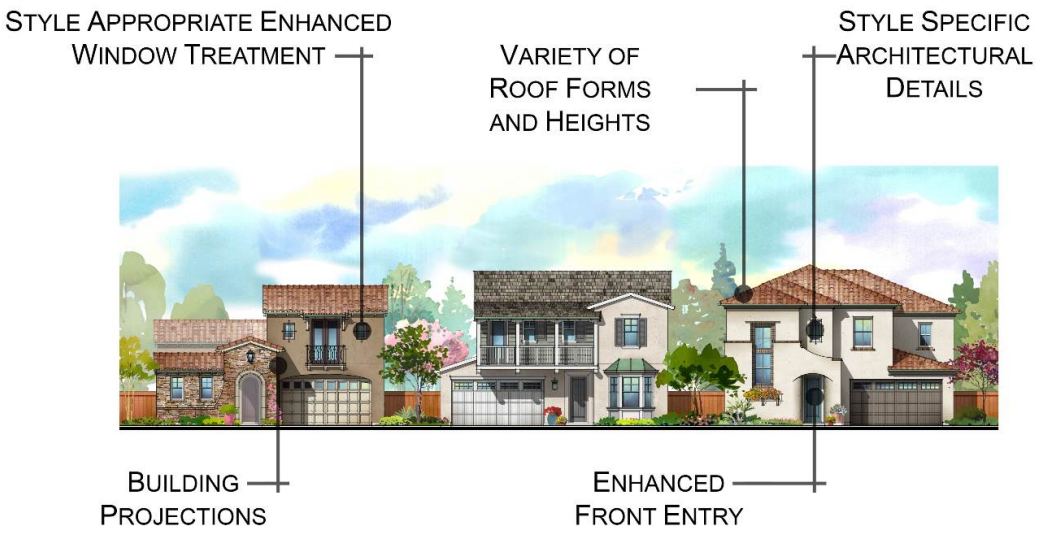
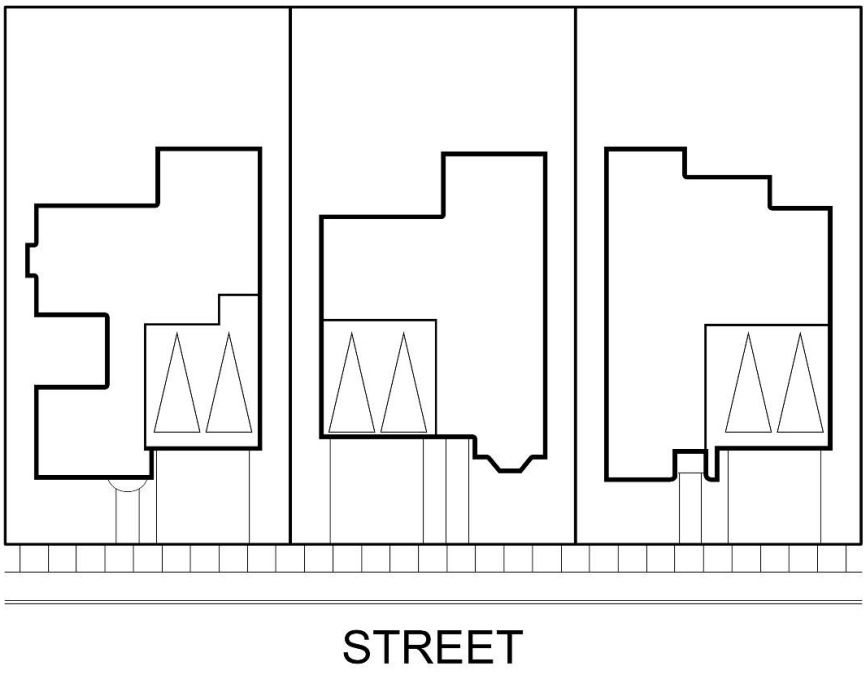


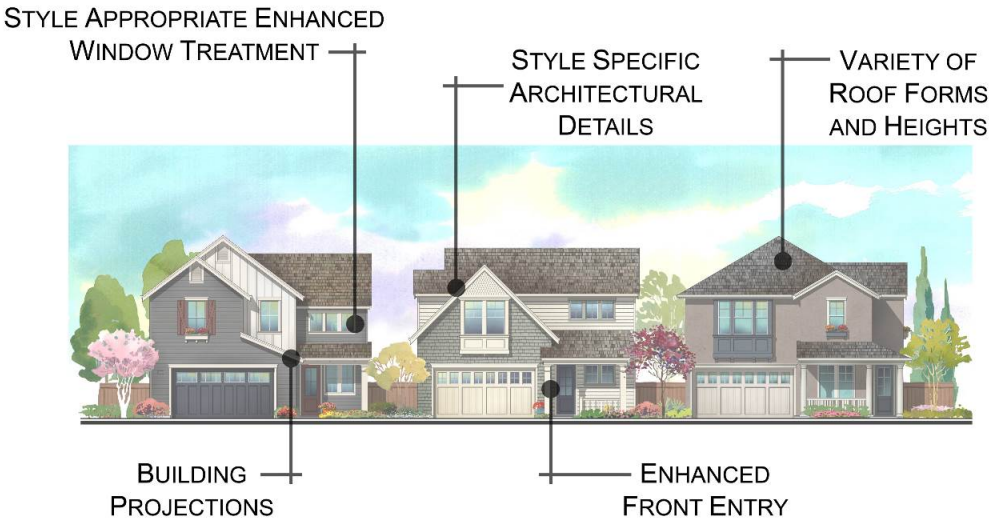
FIGURE 5-2: Campus Oaks Illustrative Plan (Conceptual Only)

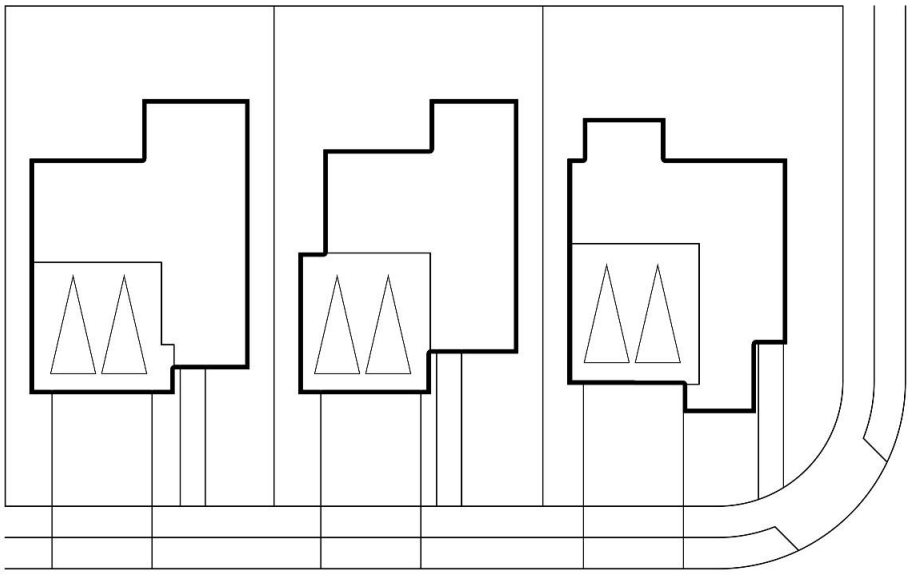
CONCEPTUAL BUILDING TYPE A & LOT SIZE: Single-Family Detached Front Loaded (60'x100') (subject to future City approvals)



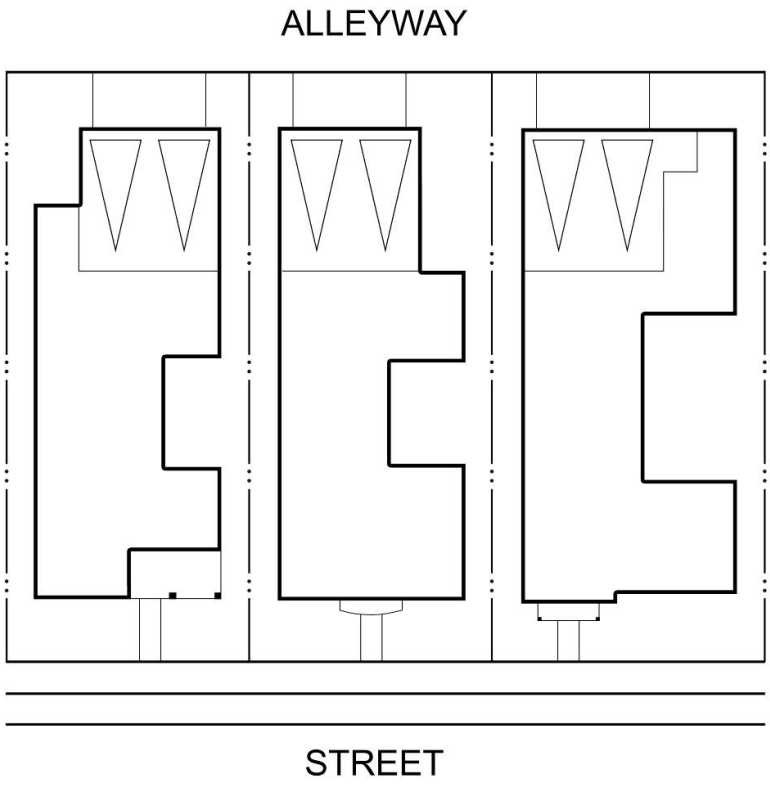


CONCEPTUAL BUILDING TYPE B & LOT SIZE: Single-Family Detached Front Loaded (50'x100') (subject to future City approvals)

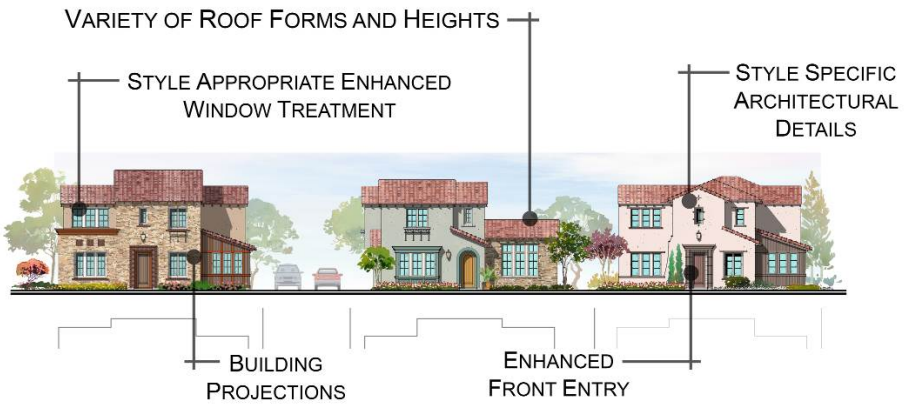


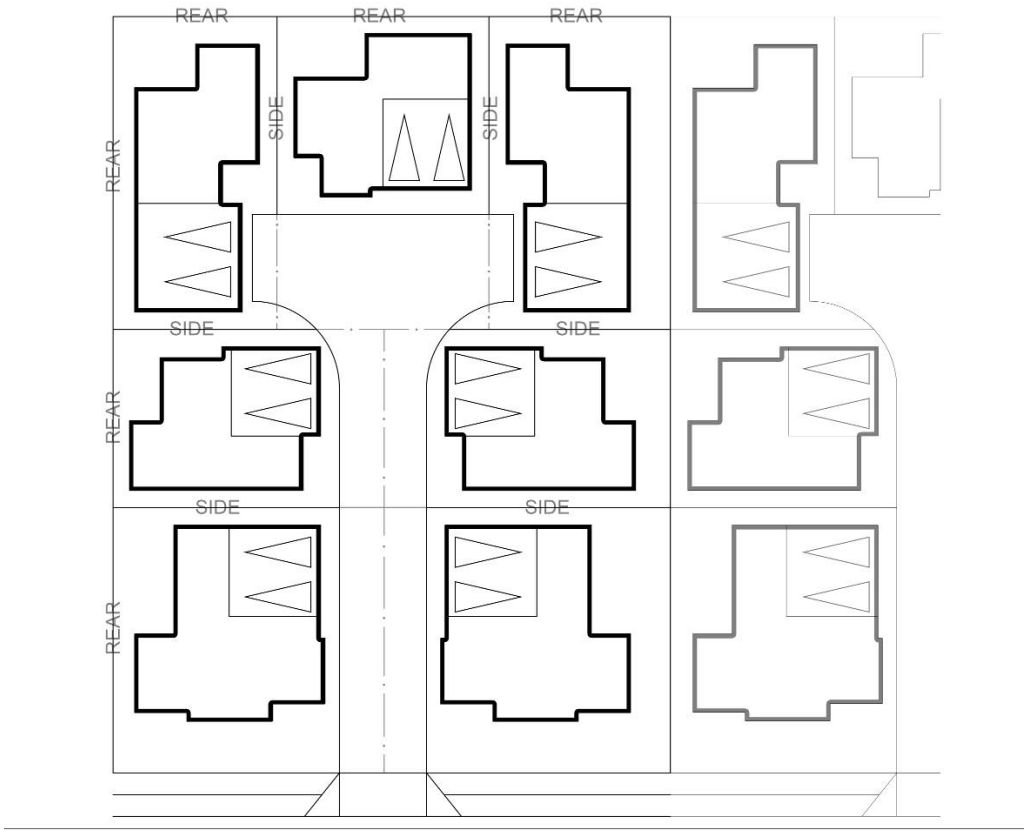


CONCEPTUAL BUILDING TYPE C & LOT SIZE: Single-Family Detached Front Loaded (40'x80') (subject to future City approvals)

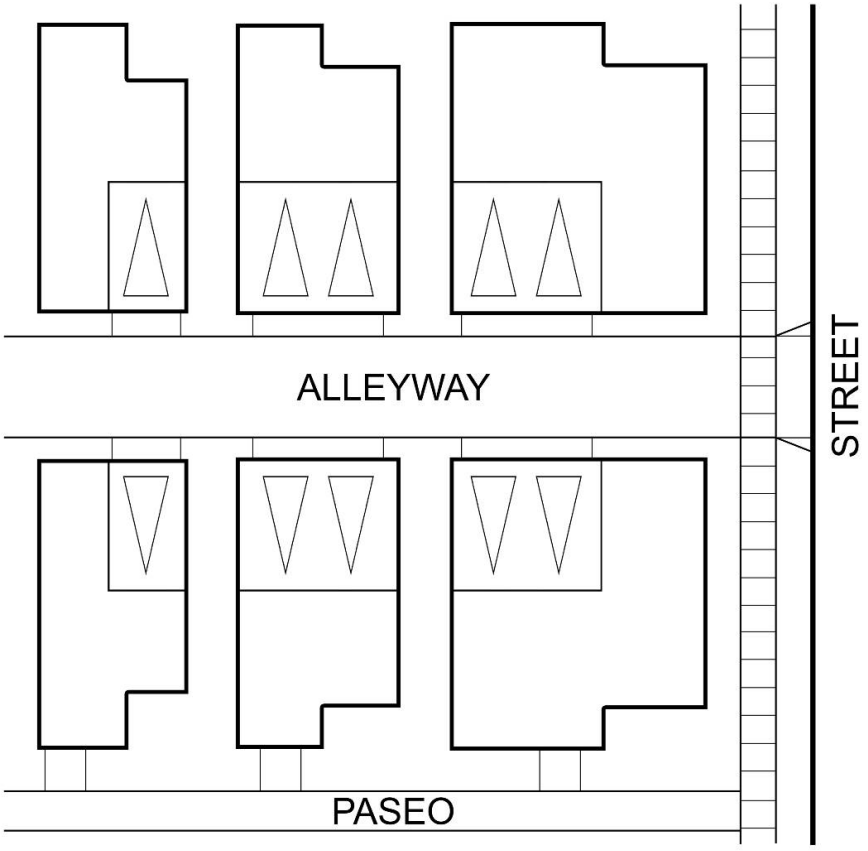


CONCEPTUAL BUILDING TYPE D & LOT SIZE: Single-Family Detached Alley Loaded (38'x80') (subject to future City approvals)

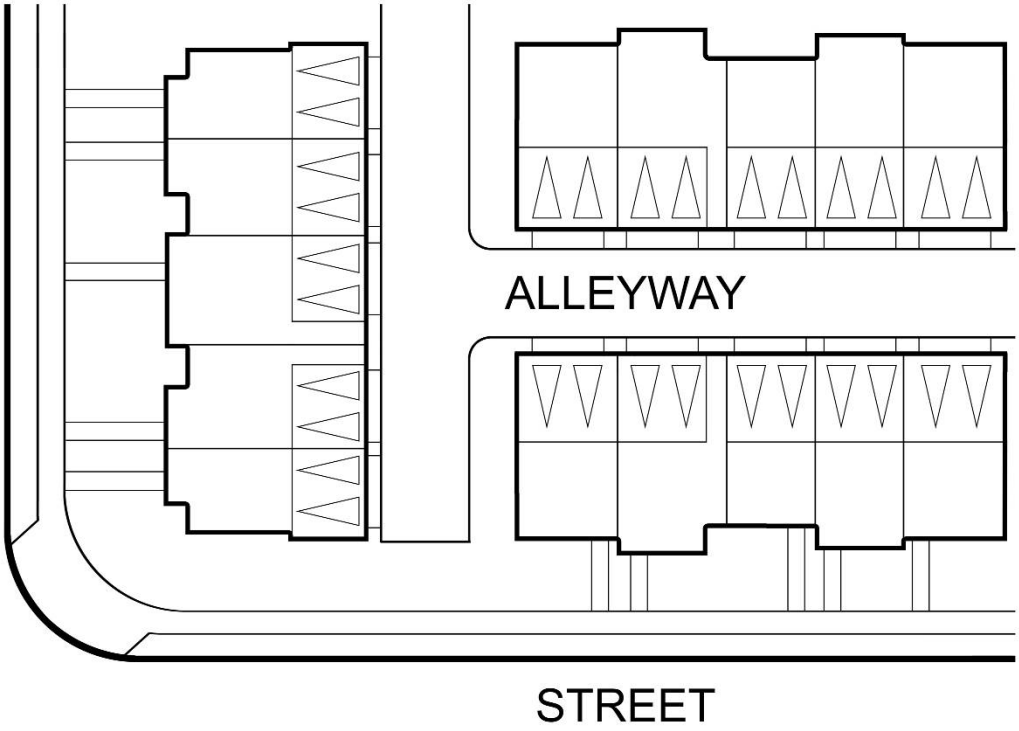




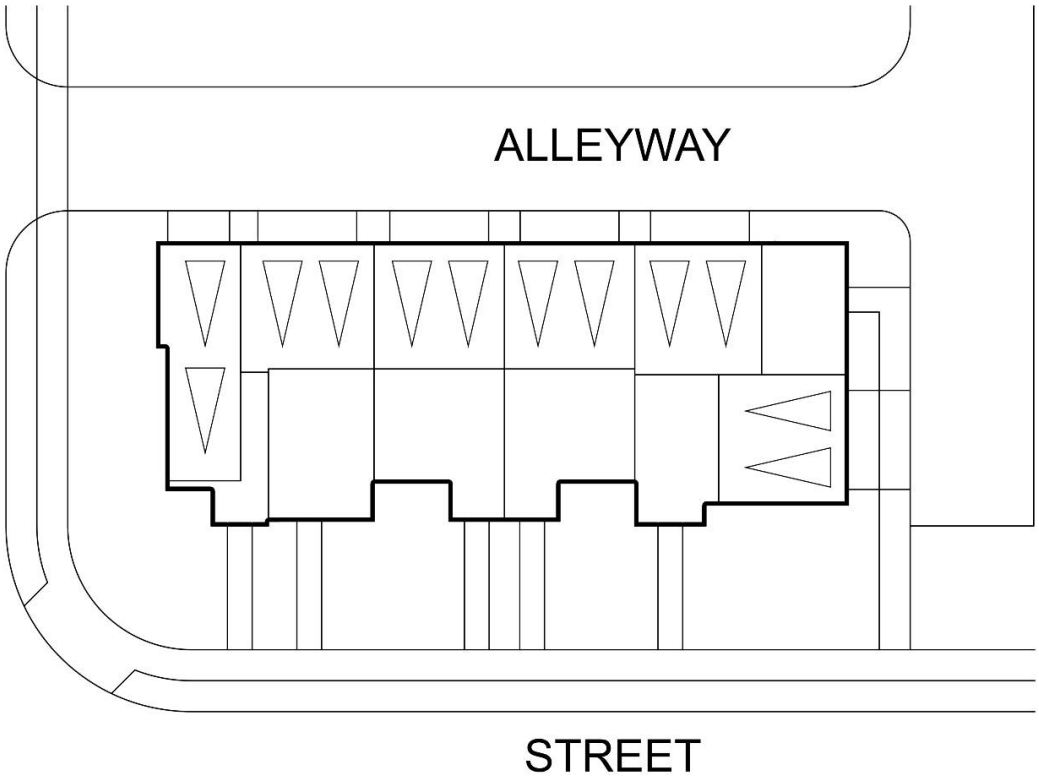
CONCEPTUAL BUILDING TYPE E: Cluster Motor Court



CONCEPTUAL BUILDING TYPE F: Cluster Alley Loaded



CONCEPTUAL BUILDING TYPE G: Townhome



CONCEPTUAL BUILDING TYPE H: Townhome

5.4 Design Guidelines

The Campus Oaks Design Guidelines supplement the City's Community Design Guidelines to provide a clear and common understanding of the distinct expectations for the built physical form and character of Campus Oaks. The focus is to ensure that the HPCO Planning Principles (Section 2) are meaningfully carried out and enhanced through the design, review and approval of individual development projects.

The Campus Oaks Design Guidelines have been prepared separately as a companion document to this Master Plan. As a companion implementation tool, the Guidelines may be subsequently updated as appropriate, without the need to amend this Master Plan.

Topics addressed by the Campus Oaks Design Guidelines include, but are not limited to:

- Residential Neighborhoods;
  - ✓ Neighborhood Access and Circulation;
  - ✓ Neighborhood Alleys;
  - ✓ Edge Treatments Park and Open Space;
  - ✓ Residential Paseos;
  - ✓ Topography and Grading;
  - ✓ Green Design; and
  - ✓ Residential Noise Mitigation.
- Streetscapes;
  - ✓ Landscaping
  - ✓ Landscaped Drainage Channels;
  - ✓ Gateways and Entries;
  - ✓ Intersections and Roundabouts;
  - ✓ Walls and Fences;
  - ✓ Street Lighting; and
  - ✓ Street Furnishings and Amenities.

5.5 Affordable Housing

The City of Roseville General Plan Housing Element establishes a citywide goal to provide decent, safe, adequate and affordable housing in sufficient quantities for all economic segments of the community. In an attempt to maximize efforts to meet affordable housing needs and to provide a mechanism whereby the City, property owners, and business community can actively work together in developing new affordable housing, the City's Housing Element specifies an Affordable Housing Goal of ten percent (10%) of all new housing units in the City be affordable to middle-, low- and very-low income households.

Housing affordability is based on household income categories defined by the U.S. Department of Housing and Urban Development (HUD). These five income categories are used for comparative purposes and are based on a percentage of the county median income, adjusted for household size. Based on sales and rental prices, and the definition of affordability, the City's Housing Element identifies housing assistance needs for each income group.

DEFINITION OF HOUSEHOLD INCOME CATEGORIES
Very Low
Less than 50% of Median
Low
50% to 80% of Median
Middle Income
80% to 100% of Median
Moderate Income
100% to 120% of Median
Above Moderate Income
120%+ of Median

The City recognizes that the various factors which determine affordability continually change, and project specific affordability standards need to be established and adjusted as development occurs. To that end, the 10% affordable housing goal for Campus Oaks will be based on the actual number of residential units mapped/approved.

5.5.1 AFFORDABLE HOUSING PROGRAM

Consistent with the General Plan affordable housing goal, over 10% of the units in Campus Oaks have been designated for affordable housing. This includes a mix of purchase housing affordable to middle-income households, and rental housing affordable to very low-income households pursuant to the provisions of the Campus Oaks Development Agreement. The City's General Plan policy specifies that twenty percent (20%) of the affordable housing goal will be available to middle-income households, forty percent (40%) to low-income households and forty percent (40%) to very low-income households. Campus Oaks' affordable housing goal is summarized in Table 5-4.

Variations in affordable housing ratios may be approved through a Development Agreement where the following criteria are met:

a. A need has been identified for a specific affordable housing type (very low, low or middle-income) and the project meets this need;
b. The project does not rely on or obtain City subsidies; and

c. Units proposed within these criteria would allow for individuals to stay within their units as their future income grows.

In Campus Oaks a unique opportunity has been created to provide for very low-income rental housing in excess of the General Plan goal through the use of low income housing tax credits with no City obligation to provide a subsidy. The California low income housing tax credit program requires such units to remain affordable for a period of 55 years. Variations in affordable housing ratios have been approved for Campus Oaks and the very low-income rental units will be credited towards meeting both the very-low and low-income portions of the General Plan affordable housing goal.

The affordable housing units within Campus Oaks have been allocated to specific MDR and HDR residential parcels as identified in Table 5-5, with designated parcels reflected on Figure 5-3. Affordable units have been positioned in close proximity to the Campus Oaks Town Center.

TABLE 5-4: Campus Oaks Affordable Housing Goal

Total Campus Oaks Units	948 du
10% Affordable Housing Goal	95 du
40% of Goal Very Low-Income[1]	38 du
40% of Goal Low-Income	38 du
20% of Goal Middle-Income	19 du

1. To be credited towards meeting both the very-low and low-income portions of the General Plan affordable housing goal.

TABLE 5-5: Campus Oaks Affordable Housing Allocation by Parcel

Parcel	Land Use	Total Units	Very Low-Income Rental	Middle-Income Purchase
CO-4	MDR	46 du		19 (25[2]) du
CO-22	HDR	205 du	45 du	
CO-23	HDR	190 du	42 du	
TOTAL			*87 du[1]*	*19 (25[2]) du*

1. Some or all of the extra very-low income rental units may be applied against the middle income affordable housing requirement subject to City approval in accordance with the Campus Oaks Development Agreement.
2. Includes six middle-income purchase units transferred from Parcels DC-30 and DC-33 of the North Roseville Specific Plan (approved for transfer 9/27/19).

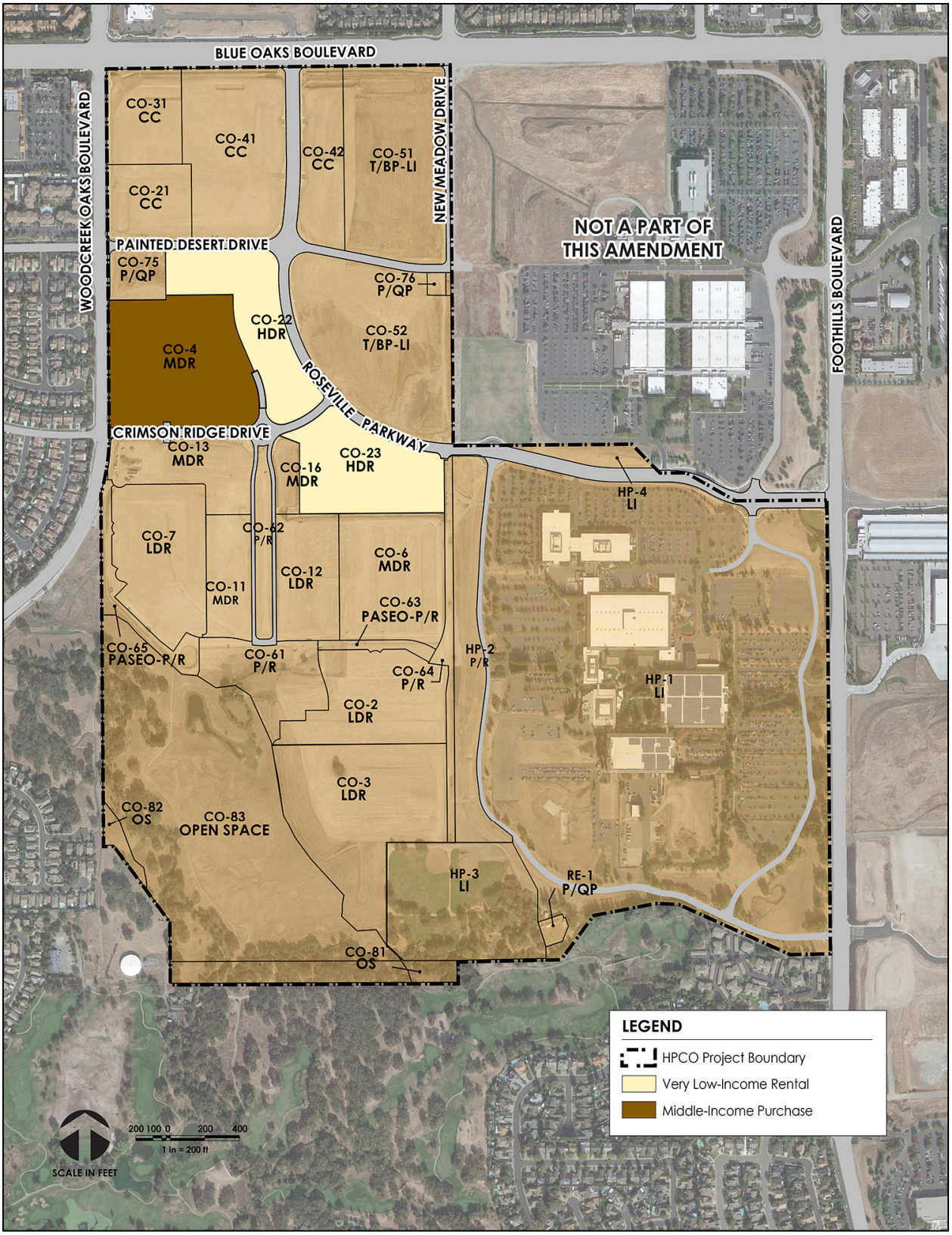


FIGURE 5-3: Affordable Housing Sites

5.5.2 ADMINISTRATION & IMPLEMENTATION

Residential builders are encouraged to explore creative approaches in providing a range of housing opportunities to meet the needs of middle-, low-, and very-low income households. Over time, housing markets, income categories, funding programs, and other factors change, and it is important to retain some level of flexibility to ensure affordable housing goals are achieved.

The options outlined below may be considered to assist in achieving the Campus Oaks affordable housing goal.

Transfers and Credits

Subject to approval by the Director of the City's Housing Division or designee, the affordable housing allocations identified on Table 5-5 may be transferred among parcels within Campus Oaks. In addition, to the extent the number of affordable units produced on a parcel exceeds the number of affordable units allocated to the parcel, the excess units may be credited toward meeting the affordable housing goal assigned to other parcels.

Transfer and/or credits may be approved by the Director of the City's Housing Division or designee without the need for amendments to this Master Plan or related Affordable Housing Agreement (or substitute form as specified by the City) if it is determined that:

1. The transfers/credits are applied to parcels within Campus Oaks covered by the same Development Agreement; and
2. The transfers/credits improve the ability to produce affordable units and achieve the Campus Oaks' affordable housing goal.
3. The transfer does not cause a change to the land use designation of a large lot parcel.

Requests for transfers and/or credits shall include information as deemed necessary by the City to ensure consistency with Campus Oak's affordable housing program. In addition, a revised affordable housing allocation (Table 5-5) shall be provided reflecting the adjusted affordable unit allocations.

The City's Housing Division shall maintain all revisions to Table 5-5 as the official Campus Oaks affordable housing allocation record. The affordable housing unit transfer shall be memorialized with a recorded Memorandum of Understanding (or substitute form as specified by the City).

Density Bonus

The City may, in accordance with its Density Bonus Ordinance (Zoning Ordinance, Chapter 19.28) assign additional residential units to projects for

the purpose of achieving the affordable housing goal. The increase in units provided by a density bonus is intended to reduce average per unit development costs.

A density bonus is implemented by City approval of an Affordable Housing Agreement (or substitute form as specified by the City) to individual projects on a case-by-case basis, and may constitute a portion of the subsidy (if required) for the provision of affordable units.

In-Lieu Fee

To the extent an in-lieu affordable housing fee is adopted by the City, a portion of the affordable housing allocations identified on Table 5-5 may be satisfied with an in-lieu fee subject to approval by the Director of the City's Housing Division or designee.

Affordable Housing Agreement

An Affordable Housing Agreement (or substitute form as specified by the City) is required for each parcel with an affordable housing allocation to detail and secure specific requirements and obligations. Separate Affordable Rental and Affordable Purchase Agreements are required for each affordable obligation. Among other provisions, the Affordable Housing Agreement will:

- Specify the number of affordable units to be reserved at each income level.
- Specify the term of the affordability obligation.
- Establish criteria and a basis for initial rent or purchase price for designated affordable units.
- Establish criteria and a basis for annual rent or purchase price increases.
- Provide the City with a mechanism to monitor actual rents and purchase prices paid.
- Identify any City or other subsidies required to assist in meeting the affordability requirement and, if applicable, the basis and terms for refunding such subsidies.

Affordable Housing Agreements require City approval prior to the issuance of building permits, or recordation of a final small lot map where a subdivision map is required, for any large-lot parcel with an affordable housing allocation. The total number of affordable units required is to be calculated based on the number of final units mapped.

5.6 Minor Residential Density Transfers

Campus Oaks residential land use parcels are assigned a dwelling unit allocation and associated gross land use density (see Table 5-2). These assignments were made at the time of the 2015 Master Plan Amendment based on an assessment of the constraints and opportunities of each parcel and anticipated long-term demand for various housing types. As individual residential small-lot subdivision maps and residential Design Review Permits are processed over time, a more detailed assessment of site, market, design and other conditions will occur. It is anticipated this process may result in the need or desire to adjust (reduce or increase) the number of units assigned to some large-lot residential parcels.

This Master Plan includes provisions which allow the City to approve minor residential density adjustments and permit the transfer of residential units between large lot parcels in Campus Oaks. The Development Services Director may administratively approve a residential unit transfer/density adjustment between any Campus Oaks large lot parcels provided the following conditions are satisfied:

1. The transfer and receiving parcels are located within Campus Oaks and are subject to a Development Agreement;
2. The transfer of units does not result in a change to the land use designation, specifically, the transfer does not: a) reduce the number of units from the transfer parcel below the minimum number of units allowed by the applicable land use designation; or (b) increase the number of units to the receiving parcel above the maximum number of units allowed by the applicable land use designation;
3. The transfer of units does not result in increased impacts beyond those identified in the Master Plan EIR/Master Plan Addendum and does not preclude the ability of the parcels to conform to the applicable standards or regulations contained in this Master Plan and related Development Standards and Design Guidelines;
4. The transfer of units does not adversely impact planned infrastructure, roadways, schools, or other public facilities, fee programs and assessment districts;
5. The cumulative increase or decrease in units resulting from the transfer does not change the unit allocation by more than 20% of the units to either the transfer or receiving parcel, as established at the time of the Master Plan;

6. HDR units designated as affordable units may be transferred administratively until such time as they are encumbered by an Affordable Housing Rental Agreement (or other form as approved by the City); and,
7. For Parcel CO-22, unit transfers may be approved administratively provided the resulting density of the parcel does not fall below 25 dwelling units per acre.

The transfer of residential units, if consistent with the above criteria, is administrative in nature, is contemplated by and within the intent of this Master Plan and the Master Plan EIR/Master Plan Addendum, and will not require an amendment to the Master Plan, zoning, the Development Agreement(s), or the City General Plan.

To request a residential unit transfer, the owner or owners of both the transfer and receiving parcels shall submit a complete Administrative Permit application to the Development Services Director which (a) identifies the affected parcels; (b) designates the number of units being transferred; (c) provides other documentation as required by the Director to determine compliance with the above unit transfer criteria; and (d) includes a revised HPCO Land Use & Zoning by Parcel (Table 3-2) and Campus Oaks Land Use and Zoning by Parcel (Table 5-2), all reflecting the adjusted unit counts and densities. Revised Tables 3-2 and 5-2 will be the official record tracking unit allocations to each large lot residential parcel.

If the Development Services Director determines the residential unit transfer is not consistent with the above criteria, the residential unit transfer may be denied or may be referred or appealed to the Planning Commission and/or City Council for action. Any determination of consistency may, at the discretion of the Development Services Director, be forwarded to the Planning Commission for review. The applicant may request density adjustments which do not comply with the above criteria. Such requests shall require an amendment to the Master Plan (see Section 6).

All unused units must be transferred prior to the City's approval of the last small lot final map or Design Review Permit for any residential large lot parcel within Campus Oaks. Any units assigned to a large lot parcel which are not used by a tentative map/Design Review Permit or are not approved for transfer, shall revert to the City unit pool and landowners shall have no subsequent claim to such units.

5.7 Campus Oaks Phasing

Campus Oaks is structured to allow for the potential phasing of backbone infrastructure and facilities to serve development. Four potential phases, A through D, are illustrated on Figure 5-4. In general, the phasing plan is structured to ensure that the backbone improvements in each phase can support its respective development in compliance with City policies and standards, and the development in each phase can support the costs of the required improvements.

Outside of the initial backbone improvements to be installed with Phase A, the remaining phases may proceed in any sequence or combination, provided that the City determines that all the backbone infrastructure and facilities necessary to adequately serve development are/will be installed in compliance with City policies and standards. Specific infrastructure, facility and phasing requirements are described in the Campus Oaks Development Agreement and will be further evaluated with the processing of subsequent entitlement applications. This includes roadways, sewer, water, recycled water, storm drainage, dry utilities, parks, and other facilities and improvements. All in-tract sewer, storm drain, water, dry utilities, and recycled water (if applicable) will be installed as conditioned with local project entitlements.

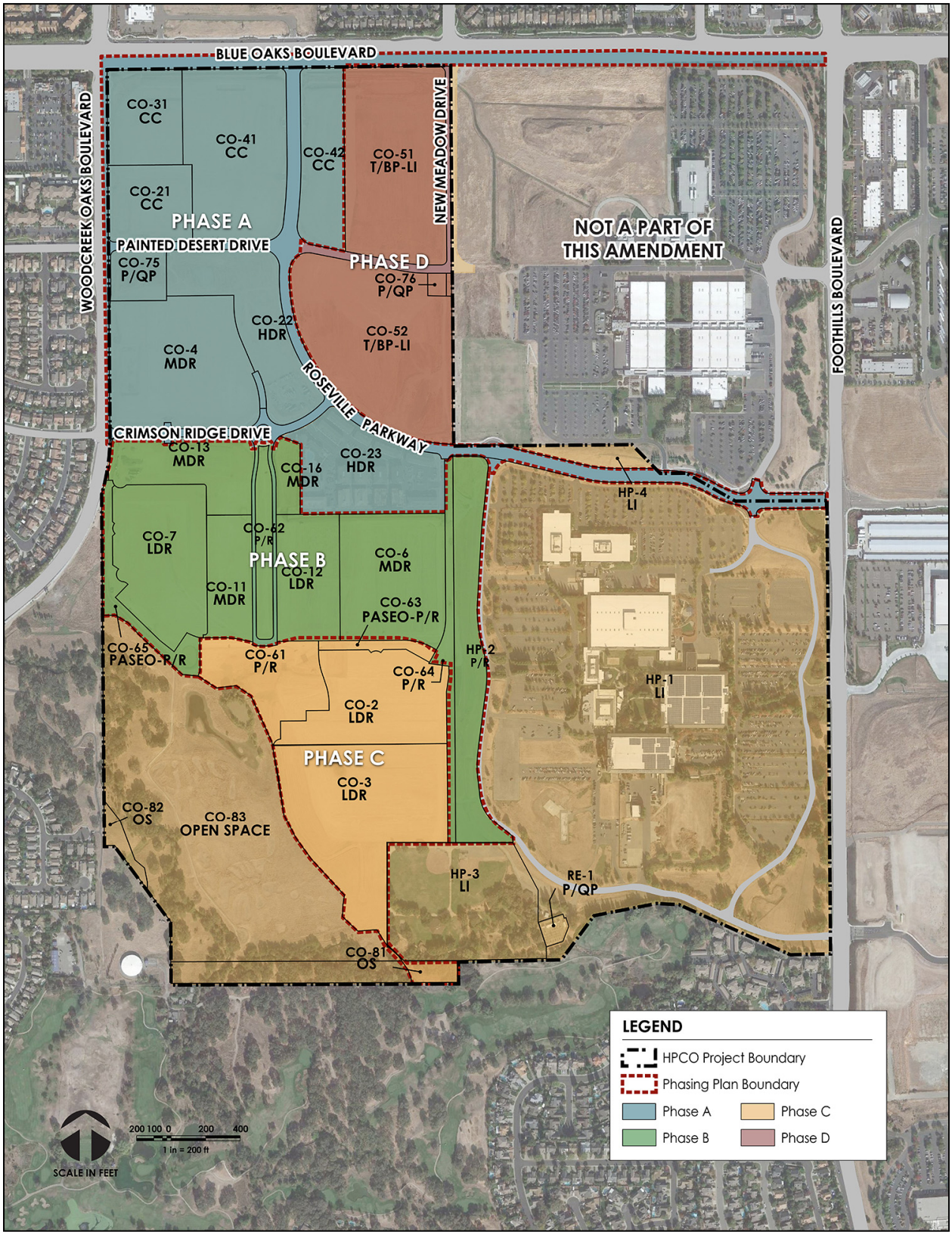


FIGURE 5-4: Potential Campus Oaks Phasing

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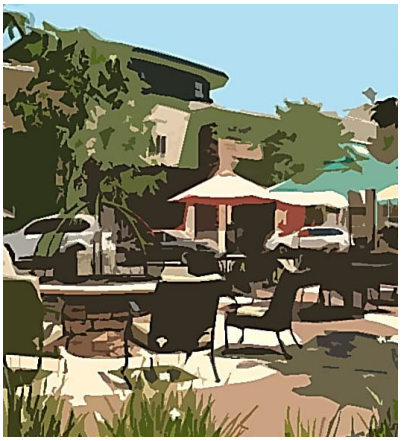
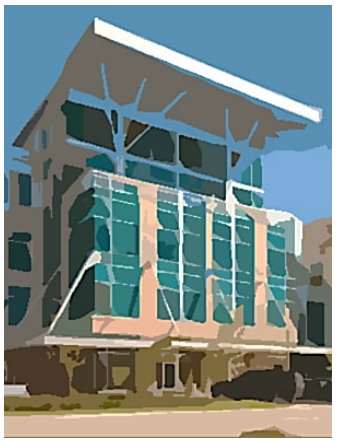
Administration

CITY OF ROSEVILLE

A BLUEPRINT COMMUNITY

06 Administration

Implementation of the HPCO Master Plan is to be administered by the City of Roseville in accordance with the terms of this Master Plan and the applicable development agreements. The HPCO Master Plan is to be implemented consistent with all applicable City rules, regulations and policies.

6.1 Related Documents

6.1.1 CITY DOCUMENTS

General Plan

The City of Roseville General Plan serves as the long-term policy guide for the physical and economic development of the City. The City's core values are the foundation of the General Plan and the underlying basis for its vision and direction. The HPCO Master Plan implements the goals and policies of the General Plan and supplements these goals and policies by providing specific direction to reflect conditions unique to the Project Area.

Municipal Code

The Roseville Municipal Code is one of the primary tools for implementing the General Plan. The Municipal Code includes the City's Zoning Ordinance, Subdivision Ordinance, Storm Water Ordinance, Grading Ordinance and Tree Ordinance, which are used in tandem with this Master Plan to implement the HPCO development program. Where the provisions of this Master Plan conflict with the Municipal Code, this Master Plan shall prevail. Where the Master Plan is silent, the Municipal Code shall prevail.

Community Design Guidelines

The Community Design Guidelines establish a clear and common understanding of the City's expectations for the planning, design, and review of development. The Community Design Guidelines work in combination with the Hewlett-Packard Campus Development Guidelines and the Campus Oaks Design Guidelines to direct Project Area

development. Where the provisions of this Master Plan conflict with the Community Design Guidelines, this Master Plan shall prevail. Where the Master Plan is silent, the Community Design Guidelines shall prevail.

Other Relevant City Documents

Other documents and programs to be referenced in implementing the HPCO Master Plan include, but are not limited to, the City's Blueprint Implementation Strategies, Communitywide Sustainability Action Plan, Pedestrian Master Plan and Bicycle Master Plan.

6.1.2 MASTER PLAN DOCUMENTS

Environmental Impact Report & Addendum

Pursuant to the California Environmental Quality Act (CEQA), the Hewlett-Packard Master Plan Environmental Impact Report (EIR) was certified with findings concurrent with initial adoption of the Master Plan (1996). The EIR evaluated the existing environmental resources within the project area, analyzed potential impacts on those resources due to the project, and identified mitigation measures as appropriate to reduce significant impacts. The EIR examined all phases of the project including planning, construction and operation.

Concurrent with adoption of the HPCO Master Plan, an Addendum to the Hewlett-Packard Master Plan Environmental Impact Report (HPCO Addendum) was adopted (2015). The HPCO Addendum analyzed the potential environmental impacts either created by the HPCO Master Plan or resulting from changed circumstances, and determined that, with the inclusion of applicable requirements conditioned and made part of the project, the HPCO Master Plan would not give rise to any new significant effects or any substantial increase in the severity of any previously identified significant effects. Accordingly, the HPCO Addendum concluded that none of the conditions identified in State CEQA Guidelines Section 15162 were present that require preparation of a subsequent or supplemental EIR.

In accordance with CEQA, it is intended that the Master Plan EIR and HPCO Addendum form the environmental basis for approval of subsequent development within and in compliance with the HPCO Master Plan. Both the Master Plan EIR and HPCO Addendum incorporate Mitigation Monitoring and Reporting Programs.

Development Agreements

Individual landowners within the Project Area and the City of Roseville have executed project Development Agreements in accordance with Sections 65864 through 65869.5 of the Government Code of California, as implemented through Article V of the City of Roseville Zoning Ordinance. The Project Area Development Agreements form a binding contract between the parties establishing certain development rights and obligations. The Development Agreements secure permitted uses, needed infrastructure improvements, the timing and method of financing improvements, and other specific rights, duties and obligations of the property owners and the City as it relates to development within the Project Area.

Utility Master Plans

Utility Master Plans have been prepared for the Project Area. These Master Plans provide general direction for the construction of improvements to serve buildout of the project and may be augmented with additional studies as may be required by the City during review of subsequent entitlement requests or the review of final construction drawings. Included are the HPCO Water Master Plan, Sewer Master Plan, Recycled Water Master Plan, and Drainage Master Plan. The intent is to ensure functional and reliable utility systems (see Chapter 3 for additional detail).

6.2 Subsequent Approvals

6.2.1 CITY PROCESSING

Individual development projects within the Project Area are subject to review and approval of subsequent permits and entitlements by the City of Roseville (e.g. subdivision review, design review, conditional use permits, variances, and/or other permits). Application and processing requirements shall be in accordance with the City's Zoning Ordinance and other regulations, unless otherwise modified by this Master Plan.

All subsequent development projects, public improvements and other activities shall be consistent with this Master Plan, accompanying Development Standards and Design Guidelines, the Development Agreements, applicable City of Roseville policies, requirements and standards, and all State and Federal permit conditions and environmental review documents (CEQA and NEPA).

In acting to approve a subsequent project or permit, the City may impose conditions as are reasonably necessary to ensure the project is in compliance with the Master Plan and all applicable plans and regulations.

6.2.2 STREAMLINED DEVELOPMENT REVIEW

Measures have been incorporated into the HPCO Master Plan to allow for a streamlined Administrative Design Review Permit process for development projects within the Light Industrial-Special Area (M1/SA) zone district within the Hewlett Packard Campus. See Section 4.5 for additional details.

6.2.3 ENVIRONMENTAL REVIEW

Each subsequent development project shall be reviewed to ensure compliance with the California Environmental Quality Act (CEQA). The Master Plan Environmental Impact Report (EIR) and the HPCO Addendum serve as the base environmental documents for subsequent entitlements. Development applications will be reviewed on a project-by-project basis to determine consistency with the EIR and HPCO Addendum.

In general, if a subsequent project is determined to be consistent with the Master Plan and within the scope of the Master Plan EIR and HPCO Addendum (and/or any subsequently approved and applicable CEQA documentation), further environmental review may not be necessary. If it is determined that a development application is inconsistent with the Master Plan and/or outside the scope of the Master Plan EIR and HPCO Addendum, a determination will be made as to the appropriate subsequent environmental document in accordance with CEQA.

6.2.4 APPROVALS FROM OTHER AGENCIES

Other permits and approvals may be required prior to the development of individual projects by federal, state, and/or regional agencies. These agencies may include the U.S. Army Corps of Engineers, U.S. Fish and Wildlife Service, California Department of Fish and Wildlife, California Department of Transportation, Regional Water Quality Control Board, Placer County Air Pollution Control District, and others as applicable.

6.3 Consistency and Amendment Process

One of the primary objectives of the Master Plan is maintaining the flexibility to react quickly to changing conditions, markets and opportunities. To achieve this, the following process is established which allows the Development Services Director to interpret Master Plan consistency and the type of Plan amendment, if any, that is required by proposed changes:

1. **Substantial Conformity.** The Development Services Director may make the determination that a proposed change is consistent with the intent and basic provisions of the Master Plan, and therefore in

substantial conformity with the Plan. In such cases, no subsequent amendment to the HPCO Master Plan is required.

2. **Minor Modification**. If it is determined that a proposed change would result in a minor deviation to the HPCO Master Plan, then such modification may be approved administratively through the Administrative Permit process. Such permit shall be reviewed consistent with Article V of the Zoning Ordinance.

3. **Major Modification/Amendment.** When a proposed change is considered to be inconsistent with the adopted Master Plan, a subsequent amendment is required. Amendments are processed in the same manner as initial Master Plan adoption, requiring review by the Planning Commission and action by the City Council.

In reviewing Substantial Conformity and Minor Modifications to the Master Plan, the Development Services Director shall consider consistency with the intent of the Master Plan, the applicable Master Plan Development Agreement(s), the Master Plan EIR/HPCO Addendum, and the City General Plan. Any proposed change to the Master Plan may, at the discretion of the Development Services Director, be forwarded to the Planning Commission for review.

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