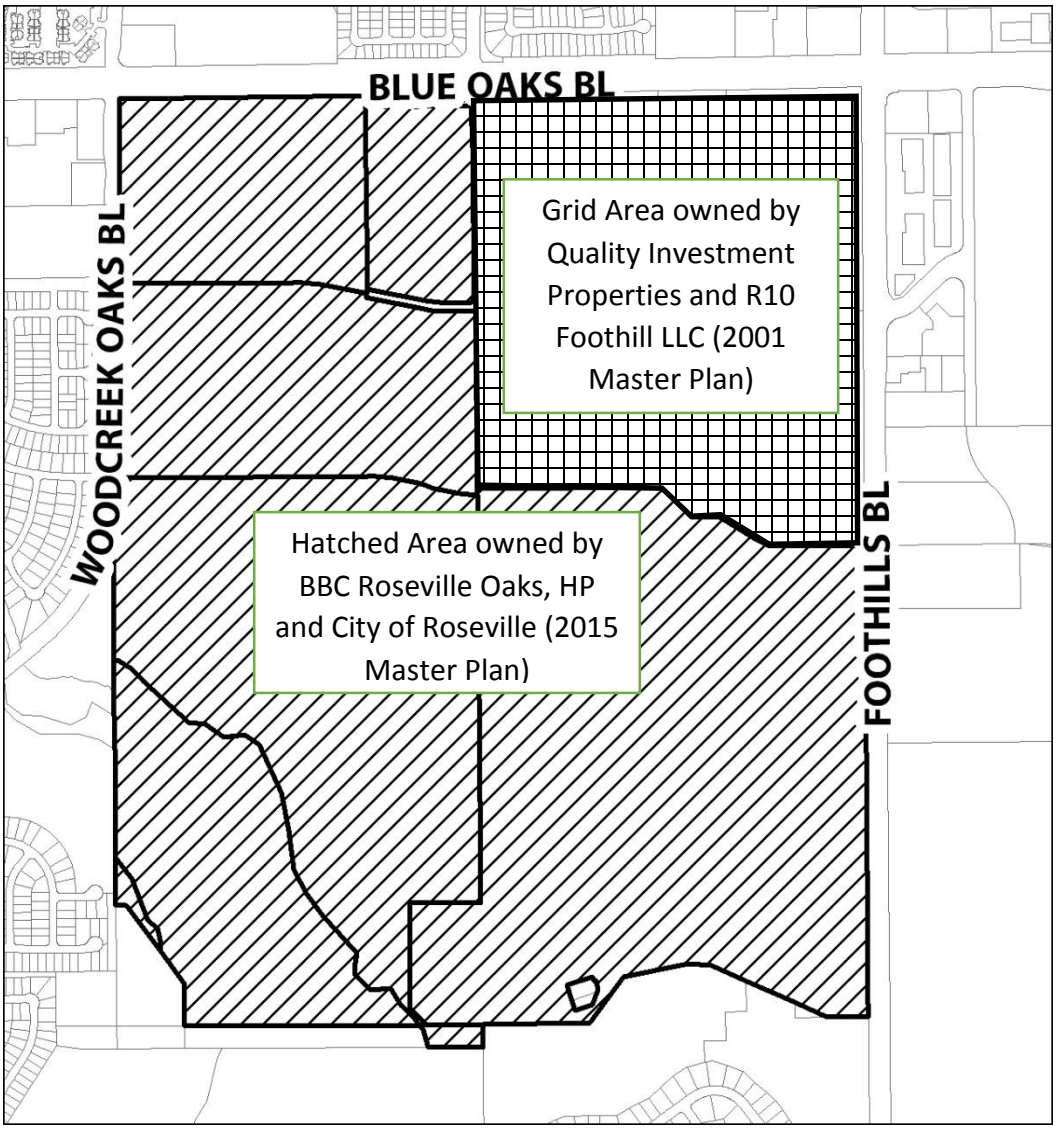
<u>Please note the following regarding the Hewlett Packard Roseville Master Plan – Amended March 21, 2001 (Resolution NO. 01-97):</u>

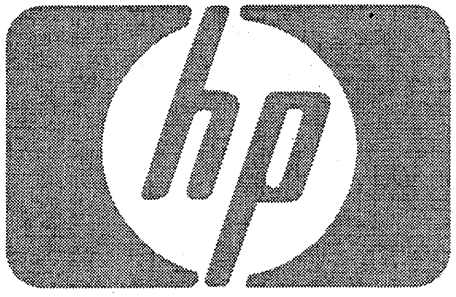
On August 5, 2015 the City Council approved the HP Campus Oaks Master Plan under Resolution 15-371 for the properties owned by BBC Roseville Oaks and Hewlett Packard establishing an amendment to the Hewlett Packard Roseville Master Plan only as it pertains to these two properties. Therefore, the Master Plan that follows on the next pages, that was approved in 1996 and amended in 2001, no longer applies to these two properties (BBC Roseville – 1485 Blue Oaks Bl. and Hewlett Packard – 8000 Foothills Bl.). **The 2001 Master Plan <u>does apply</u> to the properties currently owned by Quality Investment Properties and R10 Foothill LLC.**



Large Grid area is governed by HP Roseville Campus Master Plan document dated 03/21/01 (Reso 01-97)

Hatched area is governed by HP Campus Oaks Master Plan document dated 08/05/15 (Reso 15-371)

CITY OF ROSEVILLE



HEWLETT PACKARD

ROSEVILLE CAMPUS MASTER PLAN

AMENDED MARCH 21, 2001

RESOLUTION NO. 01-97

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Commercial Site Design
Williams + Paddon, Architects

Resource Planning
Sugnet and Associates

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1 INTRODUCTION

The Hewlett-Packard Master Plan establishes a growth framework for 500.2 acres of light industrial and commercial property in the northern portion of the City of Roseville. The Hewlett-Packard Company purchased this property in 1979, and was granted initial Use Permit approval to develop a computer manufacturing and distribution facility. Construction first began in 1981, with major Use Permits for reconfiguration and expansion of development on the site subsequently approved in 1985 and 1988. At the time of the Master Plan approval (June 1996), approximately 195 acres of the property had been developed with related manufacturing and office facilities.

This Master Plan provides for development of the remaining undeveloped portions of the site, which include expansion of Hewlett-Packard's facilities. The document incorporates land use and zoning regulations, infrastructure plans, design guidelines and a development approval process. All activity within the Master Plan area is required to be consistent with the provisions of this Master Plan and related documents.

1.1 Project Location

The Hewlett-Packard Master Plan area is located at the southwest corner of Foothills and Blue Oaks Boulevards north of downtown Roseville (Figure 1). The project is within a portion of the City identified as the North Industrial planning area. Other industrial users such as NEC Electronics, Albertson's and Pasco Scientific are also located within this growing regional employment area.

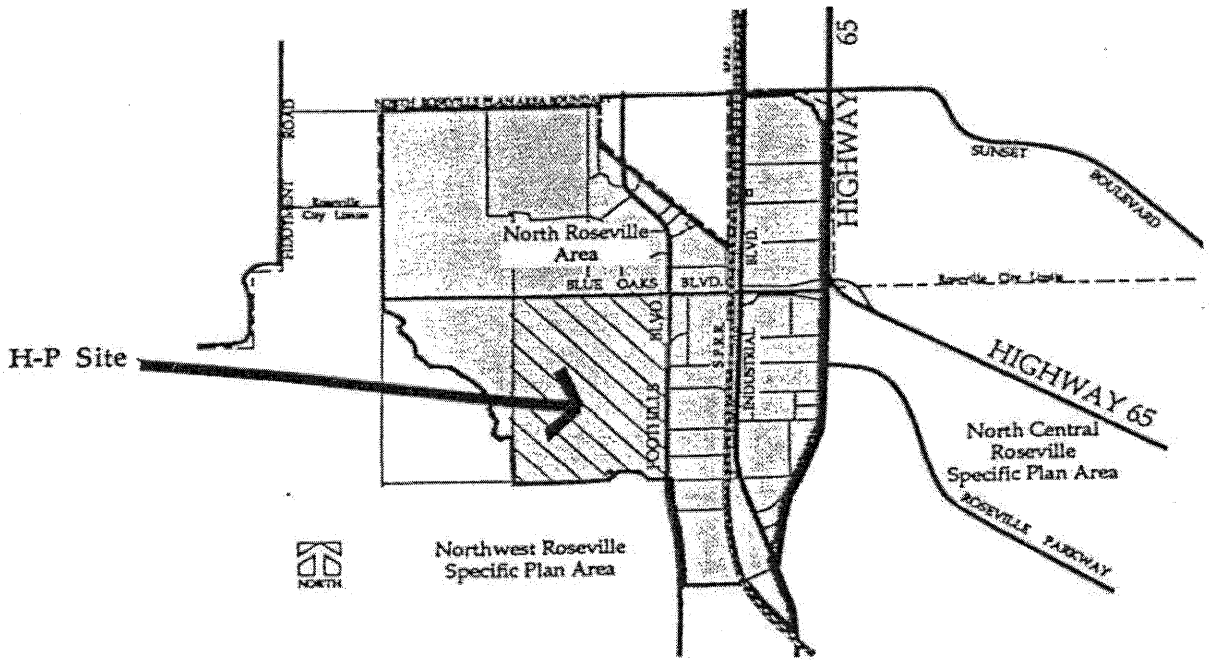


FIGURE 1
LOCATION MAP

1.2 *Project Objectives*

The Master Plan provides for the comprehensive planning and subsequent orderly development of the remaining vacant lands within the project area. The Hewlett-Packard Company has identified three primary objectives for developing the Master Plan.

- First, the company has a business need to expand its operations. to accommodate intended growth over the next two decades.
- Second, this growth often needs to be contiguous to the business activities already established on the Roseville campus due to operational and logistical efficiency, security, and strategic considerations.
- Third, the company needs the flexibility to respond very quickly to changing business conditions in the dynamic markets in which it competes, and to respond in ways that are often not anticipated.

The Master Plan is intended to facilitate and accommodate flexibility and change.

1.3 *Related Documents*

1.3.1 Environmental Impact Report

Pursuant to the California Environmental Quality Act (CEQA), the Hewlett-Packard Master Plan Environmental Impact Report (EIR) was certified with findings concurrent with adoption of the Master Plan. The EIR evaluates the existing environmental resources within the project area, analyzes potential impacts on those resources due to the project, and identifies mitigation measures as appropriate to reduce significant impacts. The EIR examines all phases of the project including planning, construction and operation. In accordance with CEQA, it is intended that the Master Plan EIR form the environmental basis for approval of subsequent development within and in compliance with the Master Plan.

1.3.2 Development Agreement

The Hewlett-Packard Company and the City of Roseville have executed a project Development Agreement 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 Master Plan Development Agreement forms a binding contract between the parties establishing certain development rights and obligations. The Development Agreement secures permitted uses, needed infrastructure improvements, the timing and method of financing improvements, and other specific rights, duties and obligations of the property owner and the City as it relates to development within the project area. Both the Master Plan EIR and Development Agreement are bound separately from the Master Plan, and are available through the City of Roseville Planning Department.

2 LAND USE AND ZONING

The Land Use and Zoning Section of the Master Plan presents a general summary of project land use, defines permitted and conditionally permitted uses, and references general development standards. Development projects within the Master Plan area will be reviewed to ensure compliance with all applicable Master Plan, General Plan and Zoning Ordinance policies and requirements.

2.1 Land Use Summary

The Hewlett-Packard Master Plan area was originally designated with Light Industrial land use in 1978. Hewlett-Packard's development of the site as a computer manufacturing and distribution facility first began in 1981. At the time of Master Plan approval (June 1996), the existing built campus encompassed approximately 195 acres within the southeast portion of the property consisting of approximately 1,300,000 square feet of manufacturing and office uses. This space housed approximately 4,100 employees and contract workers.

The Master Plan provides for continued development of a Light Industrial campus on the remaining undeveloped site. An Open Space/Wetlands Preserve has been designated along the South Branch of Pleasant Grove Creek.

It is anticipated that buildout of the Master Plan area will occur over a period of 20 years or more. At buildout, total development is estimated to be approximately 4,217,000 square feet. It is estimated that a total of 13,870 people could ultimately be employed within the Master Plan area. Hewlett-Packard anticipates developing a majority of the Light Industrial property with restricted (gated) access for its use.

The land use designations are summarized in Table 1. Land use designations and zoning are shown on Figure 2.

TABLE 1
MASTER PLAN LAND USE DESIGNATIONS

USE TYPE	SQUARE FEET	ACRES
Light Industrial	4,217,000	451.8
Open Space		45.9
TOTAL	4,217,000	497.7

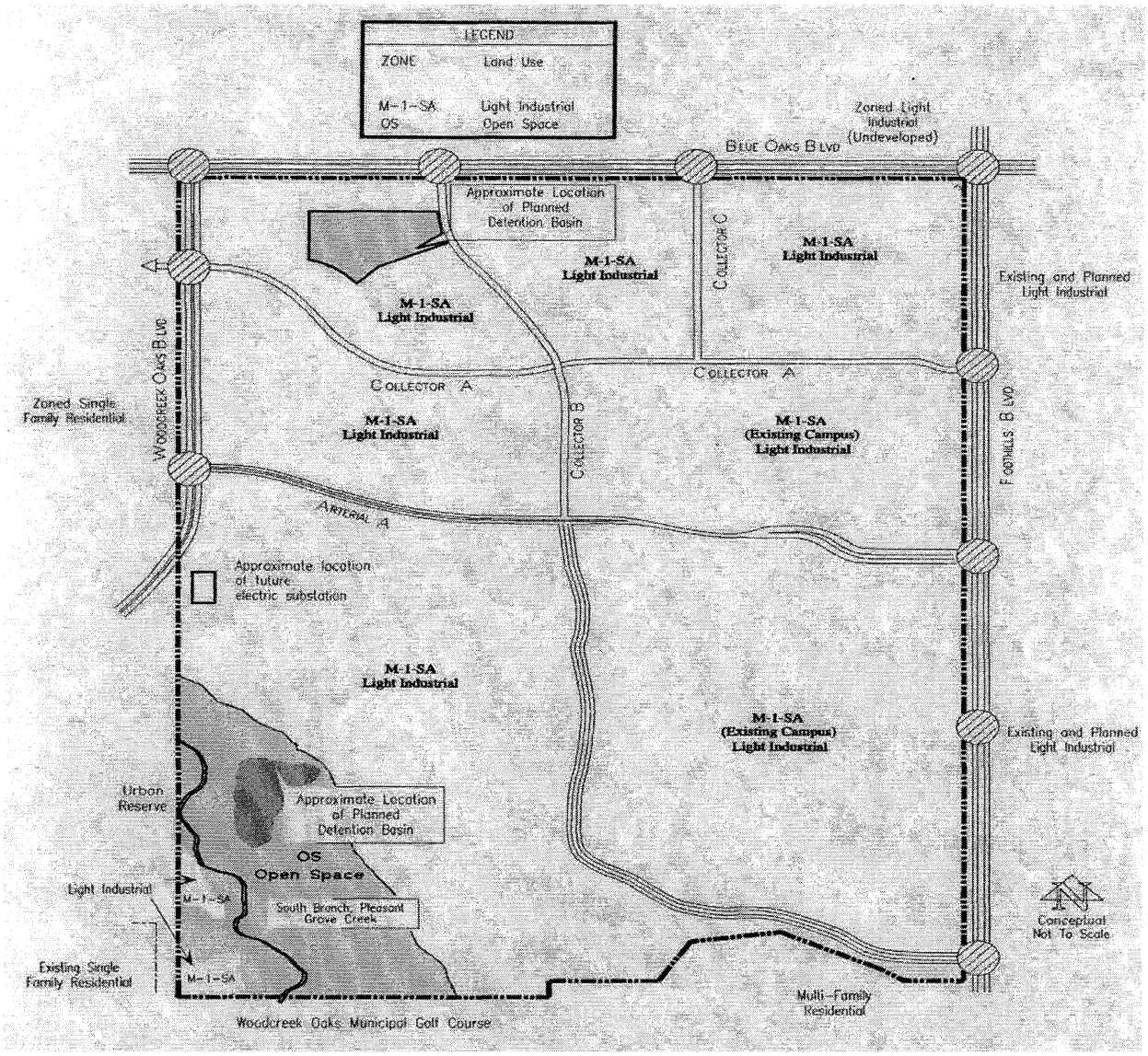


FIGURE 2
LAND USE DESIGNATIONS AND ZONING EXHIBIT

It is assumed that the new Light Industrial use will develop at an average floor area ratio (FAR) of twenty-seven percent, that is, the combined floor area for all enclosed building space will equal twenty seven percent of the total acreage.

2.2 *Permitted Uses*

All use types in the Master Plan Light Industrial and Open Space districts are fully defined in Section 19.08 of the Roseville Zoning Ordinance. Use types identified as principally permitted in the districts are subject to the provisions for review and approval contained in Section 6 (Development Approval Process) of this Master Plan document. 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 in the districts.

The permitted uses within the Master Plan Light Industrial district are modified from the Zoning Ordinance general districts by the provisions of the Special Area Overlay District. This overlay district allows for modification of the underlying general district regulations (including both permitted use types and development standards) by reference to regulations adopted in the ordinance rezoning the property so classified. In this particular case, the Hewlett-Packard Master Plan contains the regulations and is incorporated into the ordinance establishing the Light Industrial Special Area district.

2.2.1 Light Industrial

LAND USE DESIGNATION: *Light Industrial (LI)*
ZONING DISTRICT: *Light Industrial-Special Area Overlay District (M1-SA)*

Purpose

The light industrial district is applied to the majority of the Master Plan, 451.8 acres. The 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 2 identifies the permitted Master Plan Light Industrial use types and required approvals. As indicated, the Special Area Overlay District (SA) has been applied to modify uses as permitted by the Light Industrial District of the Roseville Zoning Ordinance. These modifications include changes to Conditional Use and Administrative Permit requirements, and the prohibition of some uses. The changes focus on those uses that have the potential to conflict with internal or adjacent uses, and/or are considered inconsistent with the desired campus character of the Master Plan area. In general, all permitted industrial and transportation and communication use types have been retained.

The use types permitted within the Master Plan Light Industrial 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.

2.2.2 Open Space

LAND USE DESIGNATION: *Open Space (OS)*
ZONING DISTRICT: *Open Space District (OS)*

Purpose

The Open Space district is applied to approximately 45.9 acres of land within the Master Plan. This includes lands that are environmentally sensitive due to wildlife habitat, flood hazard or other natural features. Specifically, the intent of the Master Plan Open Space district is to preserve in permanent open space the existing oak woodland, the 100 year flood plain of the South Branch of Pleasant Grove Creek, designated seasonal wetlands, scenic vistas of the oak woodland and wildlife habitat associated with the oak woodland, creek and wetland resources. The Open Space area is intended to remain in private ownership with access restricted to Hewlett-Packard and related employees.

The Open Space area includes a 44 acre wetland preserve area for the enhancement and preservation of various wetland types, the creek and the adjacent oak woodland. Wetland mitigation constructed within the open space will include seasonal/emergent marsh and vernal pools. The preserve area includes buffer areas adequate to protect the wetland resources from the impacts of adjacent development.

The riparian blue oak woodland along the South Branch of Pleasant Grove Creek and its tributaries encompasses a total of 22.2 acres. All of the oak woodland is within the proposed open space preserve area and will not be affected by proposed development.

Permitted Uses

The Master Plan Open Space district is consistent with the Zoning Ordinance Open Space district. The listing of permitted uses and required approvals is contained in Section 19.16 of the Roseville Zoning Ordinance, and has been included in Table 2 for convenience. The Open Space district may include passive recreation uses such as bike and pedestrian trails, benches, observation points to view the wetland and oak woodlands, picnic benches and shelters, and other structures associated with the recreation use of the open space. A walkway is proposed within the preserve boundary, allowing people to view the vernal pool complex and to access the perennial marsh area. This walkway and the gravel access drive over the sanitary sewer line (described in Section 3.4) are the only development to occur within the preserve.

A monitoring system will be established pursuant to the Clean water Act (404 Permit) authorization. The wetland monitoring program requires annual reports for a minimum of five years which include data needed to establish success criteria and ensure compensation. Maintenance of the preserve will occur concurrently with the five year annual monitoring data collection. Subsequent site maintenance will be conducted on an as-required basis. During the summer months a fire break will be established along the perimeter of the preserve.

A portion of the Open Space district, approximately 15 acres, is designated for possible conversion to urban use in the future. The subject area is reflected on Figure 3. Such conversion is subject to amendment of the project Federal Clean Water Act permit and would require City approval of a General Plan Amendment, amendment to this Master Plan, amendment to the Development Agreement, and additional environmental analysis in accordance with CEQA.

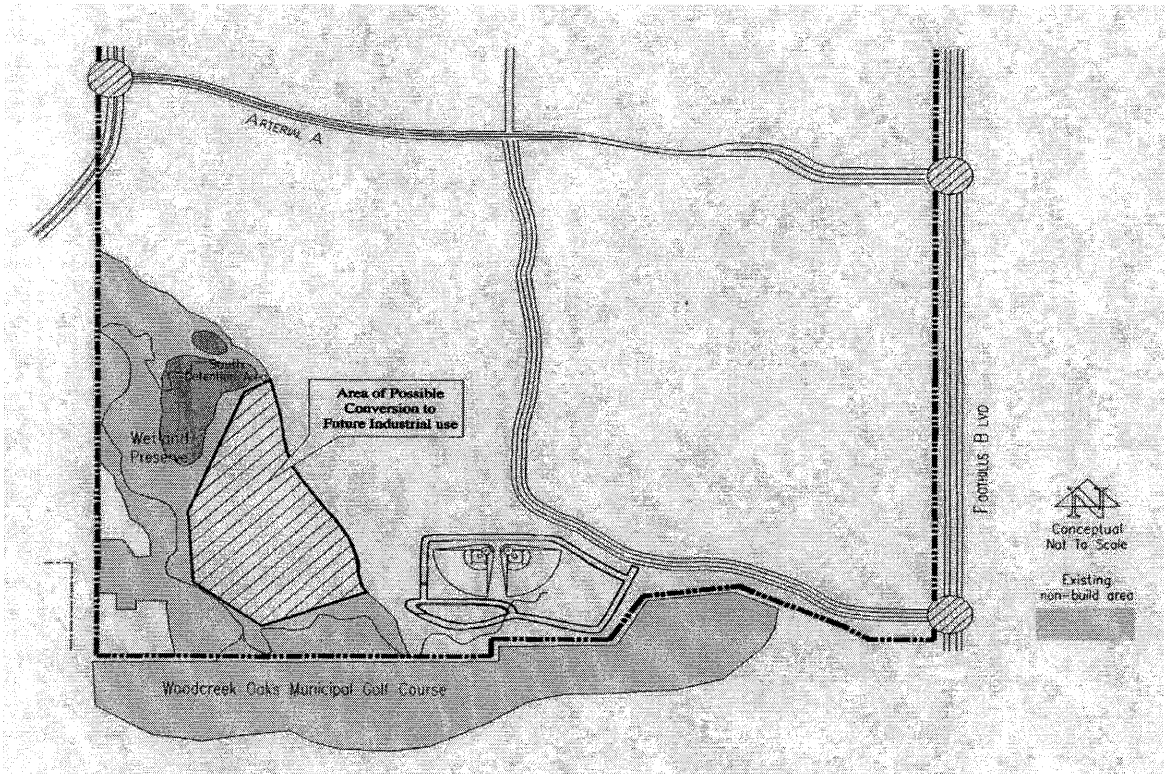


FIGURE 3
AREA OF POSSIBLE CONVERSION TO INDUSTRIAL USE

2.3 GENERAL DEVELOPMENT STANDARDS

Development standards and design guidelines for the Master Plan are contained in Section 5 of this document. If a development standard is not specifically addressed in Section 5, it shall be governed by the applicable standards in the Roseville Zoning Ordinance or as established through Site Review approval pursuant to the Development Approval Process, Section 6 of this document.

TABLE 2:
MASTER PLAN PERMITTED USES

AGRICULTURAL & OPEN SPACE USE TYPES	M1-SA	OS
Agricultural	P	CUP
Resource Protection & Restoration	P	P
Resource Related Recreation	P	P
CIVIL USE TYPES	M1-SA	OS
Community Assembly	CUP	CUP
Community Services	P	P
Essential Services	P	P
Libraries & Museums, Private	-	P
Public Parking Services	P	-
COMMERCIAL USE TYPES	M1-SA	OS
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	AP	
Specialized Education & Training		
Vocational Schools	P	
Specialty Schools	P	
Storage, Personal Storage Facility	AP	
INDUSTRIAL USE TYPES	M1-SA	OS
Day Care Center, Secondary (employees only)	AP	
Equipment & Material Storage Yards	CUP	
General Industrial	CUP	
Hazardous Materials Handling	CUP	
Light Manufacturing	P	
Recycling, Scrap, Dismantling	P	
(Indoor Only)		
Research Services	P	
Specialized Industrial	CUP	
Wholesale & Distribution		
Light	P	
Heavy	AP	
TRANSPORTATION & COMMUNICATION USE TYPES	M1-SA	OS
Antennas & Communication Facilities I & II	P	
Heliport	CUP	
Intermodel Facilities	P	

TABLE 2:
MASTER PLAN PERMITTED USES (CONTINUED)

M1-SA	Light Industrial-Special Area Overlay District		
OS	Open Space District		
P	Principally Permitted		
AP	Administrative Permit Required		
CUP	Conditional Use Permit Required		

3. INFRASTRUCTURE COMPONENTS AND SEQUENCING

The Infrastructure Components and Sequencing section of the Master Plan identifies the basic infrastructure system needed to service the project area, and defines general concepts for the sequencing of that system in relation to project development. Included are provisions for circulation, water, wastewater, reclaimed water, solid waste, electric, natural gas and drainage. All proposed development projects within the Master Plan area will be reviewed to ensure compliance with the infrastructure and sequencing provisions described below and as further specified within the project development agreement.

3.1 General Concept and Project Review

Each component of the Master Plan infrastructure system is designed to accommodate development anticipated at buildout of the Master Plan. Anticipated development is based on the floor area ratio assumed for the industrial acreage and the demand on infrastructure components and/or utilities. This concept is discussed in more detail in Section 4.

Each infrastructure component may be constructed in its entirety initially, but more likely it will be constructed over time in phases that coincide with the construction of the individual buildings within the Master Plan. 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.

Since the infrastructure components may be constructed incrementally, individual permits may be conditioned to require improvements needed to directly serve the individual building. For example, it may be necessary to build an additional connection to a public street to resolve a level of service or circulation problem. It may be necessary to construct all or a substantial portion of a backbone system to serve an individual building.

3.2 Circulation Component

The Master Plan circulation system includes a combination of public and private arterial and collector streets. There are three public arterials adjacent to the Master Plan boundaries, Foothills Blvd. on the east (existing), Blue Oaks Blvd. on the north (future), and Woodcreek Oaks Blvd. on the west (future). Within the Master Plan there is one private arterial, Arterial A, and three private collector streets, Collectors A, B and C that provide access to and within the Master Plan area (See Figure 4).

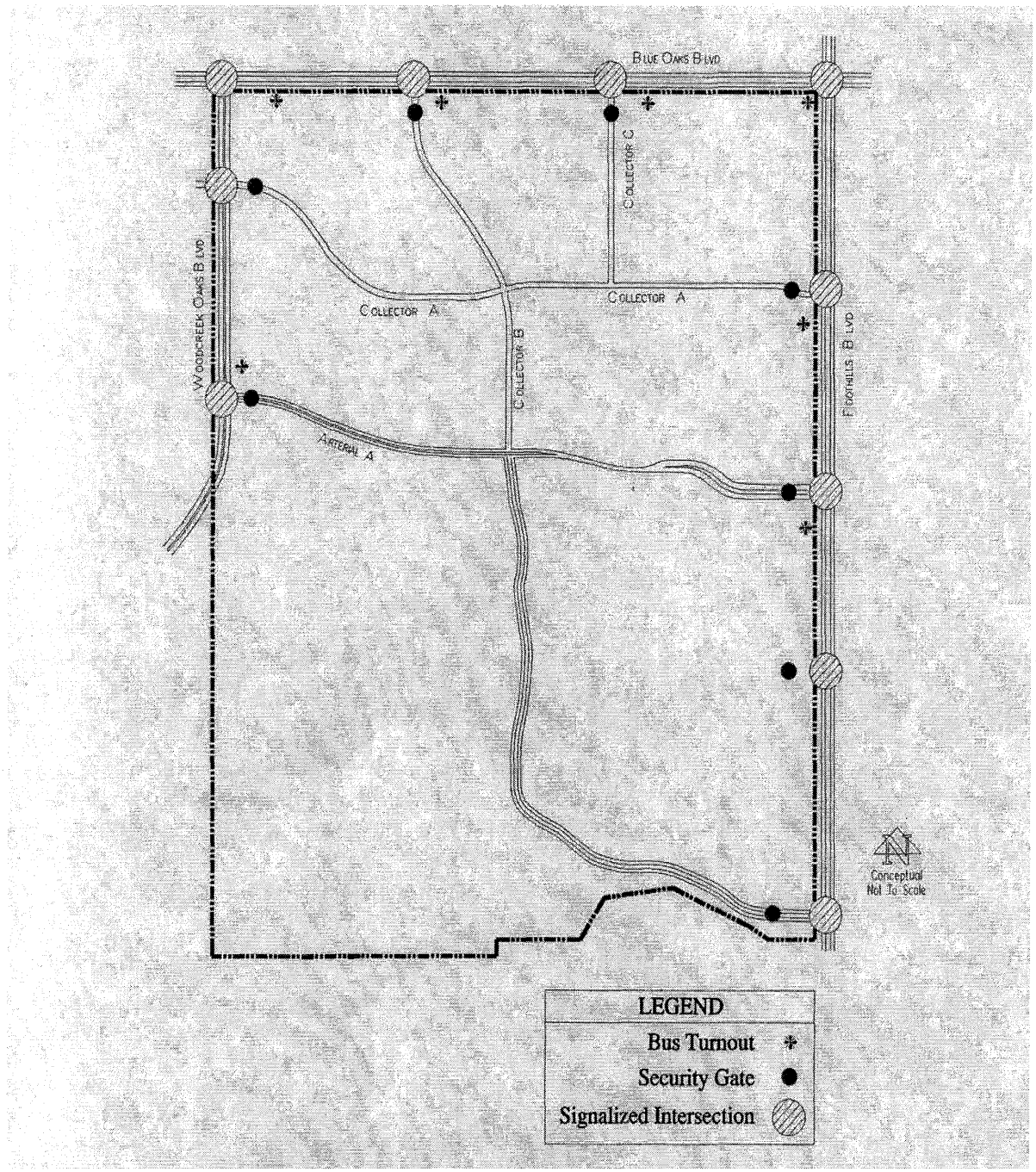


FIGURE 4
PRIMARY CIRCULATION SYSTEM

The existing campus circulation system provides four access points to Foothills Blvd. The Master Plan proposes two connections to Blue Oaks Blvd., Collector B and Collector C, and two connections to Woodcreek Oaks Blvd., Arterial A and Collector A. These connections will include traffic signalization.

Blue Oaks Boulevard is intended to ultimately be an expressway with limited access as defined by City standards.

Bicycle and pedestrian circulation will be provided through a system of off-street paths. The bicycle/pedestrian paths will connect to each of the individual buildings within the master plan as they develop and to recreation and open space areas. In addition, the trails will connect to the public bicycle/pedestrian paths located within the landscape corridor along arterial roadways adjacent to the campus, and to the Class I system provided along the south perimeter.

The Master Plan also provides for possible use of light electric vehicles (LEV). In the early stages of development it is expected that the LEVs can travel in the shoulder lane on the internal private streets. As traffic levels increase with development of the plan area, and in the event that Arterial "A" is made part of the public street system, it may be appropriate to provide routes for LEVs separate from the street. Within the Master Plan area dedicated off-street routes will be provided along the north side of Arterial "A" and possibly in other locations to accommodate the LEVs.

All entries into the Light Industrial portion of the Master Plan may include security gates. The design of these gates shall allow for adequate stacking from the edge of public right-of-way as approved by the City.

Design requirements for roadways, landscape corridors and medians, bikeways and pedestrian paths and LEV connections are described in Section 5.

Circulation System Sequencing

Public Roadways

The implementation of the overall Master Plan circulation system will occur incrementally. The roadway connections from the Master Plan and development adjacent to the arterials will serve as triggers for the implementation of required improvements to the external circulation system.

As an example, when the landowner constructs an intersection with Blue Oaks Blvd. at Woodcreek Oaks Blvd. or either Collector B or C, the property owner will be required to construct specified improvements along Blue Oaks Blvd. from Foothills Blvd. to the point of connection. If a building permit is issued for a building within 300 feet of the right-of-way for Blue Oaks Blvd. improvements will be required from Foothills Blvd. to the westerly edge of the new building improvement. If the roadway has already been constructed by others, remaining

improvements such as pavement widening, signing and striping, curb, gutter and sidewalk, street lights, intersection improvements, and installation of landscaping and one-half the median will be required.

Similarly, when either Collector A or Arterial A are connected to Woodcreek Oaks Blvd., or a building permit is issued for a building within 300 feet of the road right-of-way, the property owner will be required to construct the specified improvements along Woodcreek Oaks Blvd. from Blue Oaks Blvd. to the point of connection or the southerly edge of the new building improvements. If the roadway has already been constructed by others, remaining improvements will be required.

Bus shelters will be required along the public roads when bus service is available on the subject street. Bus turnouts will be constructed at the appropriate locations as shown on Figure 4 with the adjacent street improvements.

Internal Roadways

Internal private roadway improvements will be constructed at the discretion of the landowner to provide access to individual development projects as they occur. The internal roadway system will be subject to the review and approval of the City as to the need for emergency access, and projects may be conditioned to include improvements required to resolve level-of-service issues at connections to public roadways.

While it is anticipated that the internal roadways will remain private, it is possible that the landowner may desire to convert some or a portion of the streets to public use in the future. While the landowner is not obligated to construct the internal roadways to City standards, the City may require that such roadways be improved to public street standards prior to their acceptance as public roads.

3.3 Water Component

Water supply to the existing campus is provided by a 24-inch water line located in Foothills Blvd. The existing water infrastructure system in the vicinity of the Master Plan will be expanded to include water service from a future 24-inch water line in Blue Oaks Blvd. and a future 24 inch water line in Woodcreek Oaks Blvd. The future water lines in these two roadways will be installed by others. Figure 5 reflects the proposed water distribution system.

In addition to the main water transmission lines in the adjacent arterials, additional water lines will be constructed within the Master Plan as follows:

- a 12 inch line in Collector A will serve development north of Collector A and east of Collector B;
- a 16 inch line in Collector B will serve all development west of Collector B;
- Additional 12 inch lines will be extended westerly along Collector A and Arterial A and will provide connections to the

future 24 inch line in Woodcreek Oaks Blvd. These lines will serve development west of Collector B and north and south of Collector A and Arterial A.

In addition to the water line improvements, a ground water well site has been reserved within the western portion of the property for possible use by the City in the future.

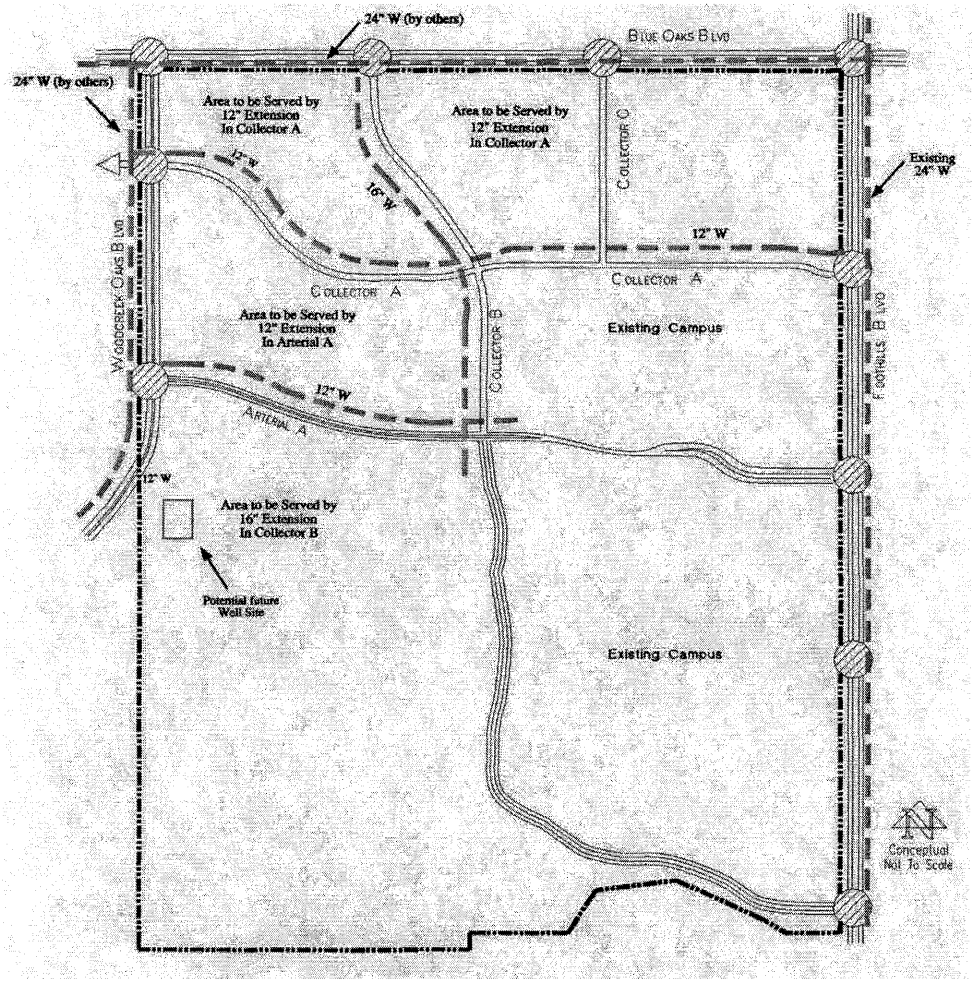


FIGURE 5
WATER SYSTEM

WATER SYSTEM SEQUENCING

The water infrastructure system will be constructed in phases that coincide with construction of individual buildings. Portions of the system intended to serve future development may be built earlier if more economical or necessary for more efficient system operation. The sequencing of water infrastructure improvements will be determined by the development pattern that evolves within the Master Plan area.

All water system infrastructure improvements will be reviewed by the City during the development review process to ensure consistency with the Master Plan and to ensure that the design and construction meet then current City standards as contained in the City's Improvement Standards. Unless otherwise approved by the City, all areas of the Master Plan shall at all times be supplied by a looped system.

3.4 Wastewater Component

The existing campus is provided wastewater service by a 15-inch line located in the southern part of the property. This line feeds into a 21-inch line which connects to a lift station located just south of the Master Plan area. The majority of the undeveloped Master Plan area will be provided sewer service by the proposed 12-inch sewer line to be constructed along the northern edge of the plan area and the existing 36"/42" sewer line along Woodcreek Oaks Boulevard.

Approximately 34 acres in the northeast corner of the plan will temporarily be served by an existing 10-inch sewer line in Foothills Blvd. that flows to the north. The City will allow the landowner to develop within this northeast area as long as capacity is available within the 10 inch main. When capacity in the existing 10-inch line exceeds 50%, and the area served by this line is developed beyond 75%, then the flow must be re-directed to the west into the proposed 12 inch sewer line that will connect with the existing 36"/42" sewer line.

Figure 6 shows the proposed overall wastewater infrastructure system and the boundaries of the identified northeast portion of the plan.

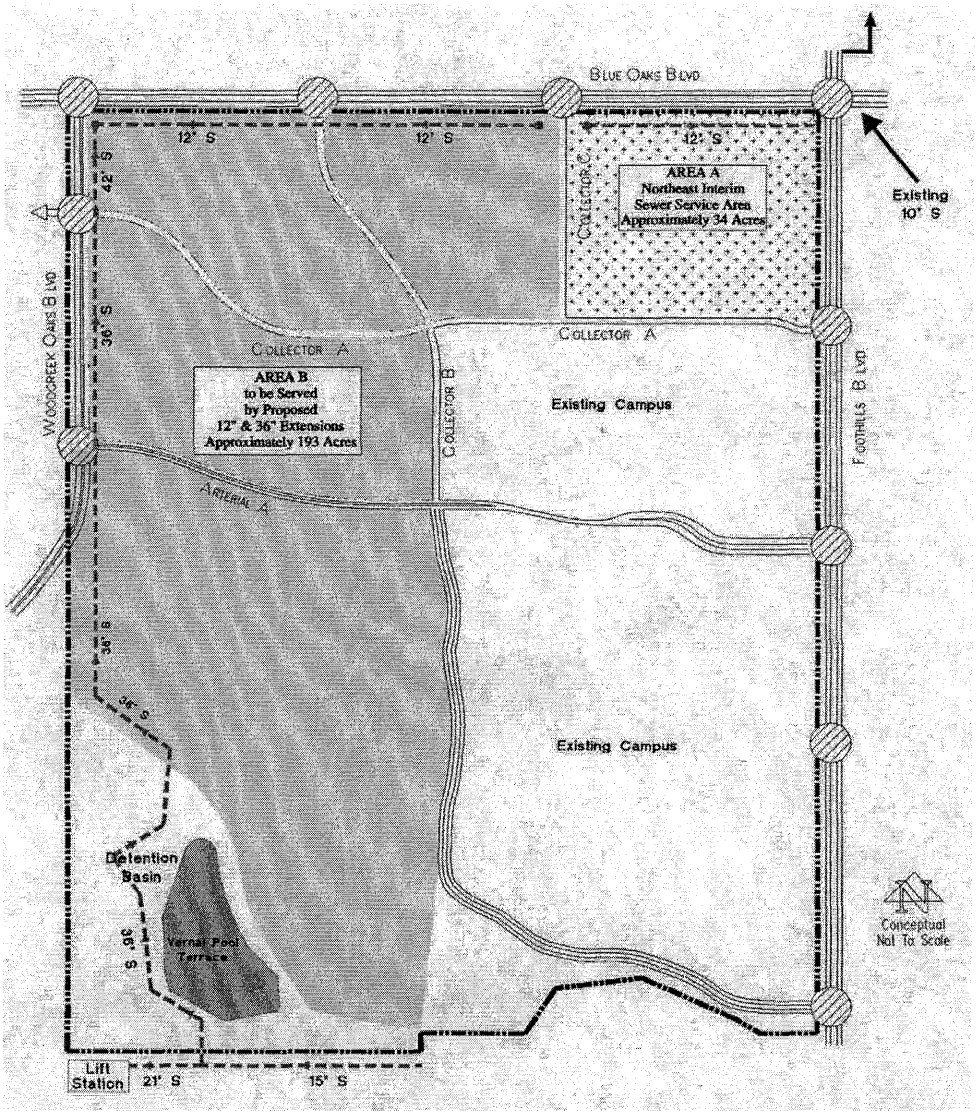


FIGURE 6
WASTEWATER SYSTEM

Wastewater System Sequencing

Similar to the water system, the wastewater system will be constructed in phases tied to the construction of individual buildings. All wastewater system infrastructure improvements will be reviewed by the City during the development review process to ensure consistency with the Master Plan and to ensure that the design and construction meet then current City standards as contained in the City's Improvement Standards.

3.5 Reclaimed Water Component

Reclaimed water suitable for landscape irrigation will be available in an existing pipe terminating at lift station No. 2 near the southwest corner of the Master Plan area. This may be extended north in the existing pipe adjacent to the Master Plan west boundary. The opportunity to use reclaimed water for irrigation will be considered in the design of landscaping and supporting infrastructure on the west and north portions of the plan area. Reclaimed water will be used if feasible and may be extended to serve the existing campus irrigation.

3.6 Solid Waste Component

Solid waste collection in the Master Plan area is provided through a private solid waste hauling service. The City recognizes that this service may continue and expand to future development within the project. Should private service be terminated or not desired, the City will make municipal solid waste hauling service available to all or a portion of the Master Plan Area.

3.7 Electric Component

The electricity needs of development within the Master Plan will be supplied through an expansion of the existing power distribution network within the campus. Development of buildings within 300 feet of Blue Oaks Blvd. will be served by the extension of underground electrical service along Blue Oaks Blvd. For development within the remainder of the Master Plan area, service will be provided from Blue Oaks Blvd. or from the existing internal power distribution system, subject to available capacity in that system.

The Roseville Electric Department will review all plans for development within the Master Plan and ensure that the proposed electric infrastructure improvements are designed and constructed to then current City standards as contained in the Electric Department's non-residential specifications.

An electric substation site has been identified on the Land Use & Zoning Exhibit (Figure 2) on the western portion of the property. This site may be needed in the future to construct a substation to serve the future electricity needs of development. If it is determined that the substation site is not needed, the property will revert to the landowner.

3.8 *Natural Gas Component*

A natural gas transmission pipeline bisects the plan area. Natural gas will be provided by Pacific Gas and Electric Company (PG&E) on request and in accordance with the rules and tariffs of the California Public Utilities Commission.

3.9 *Drainage Component*

Drainage for the undeveloped portion of the master plan area will be converted from a natural drainage system to an engineered drainage system. Details of this conversion will be outlined in master drainage plans for the northern and southern watersheds. The preparation, review and approval of the master drainage plans are required to occur prior to any development activity in the applicable undeveloped portion of the master plan. The master drainage plans will address the size and location of the major drainage improvements needed to accommodate the drainage needs for buildout of the master plan.

Development projects will be reviewed to ensure that drainage improvements are designed and constructed consistent with the master plan, the master drainage plan, City policies and then current City improvement standards.

The key components of the drainage system are two detention basins within the northern and southern portions of the Master Plan area. These basins will be designed to detain peak flows associated with new development to pre-development levels. The northern detention basin will be constructed to mitigate for development in the "undeveloped northern watershed" and the southern detention basin to mitigate for development in the "undeveloped southern watershed". The general location of both basins and watershed areas is reflected on Figure 7.

Conservation, habitat preservation and flow easements will be granted to the City over the detention basins and the 100-year flood plain within the project area.

Drainage System Sequencing

Northern Detention Basin

The northern detention basin will be designed to store approximately ten (10) acre feet of water and is located in the Northwest corner of the plan area. As discussed in Section 2, Land Use and Zoning, this basin may be utilized for limited outdoor entertainment activities. As an alternative, development in the undeveloped northern watershed may, on an interim basis, be mitigated through construction of a temporary basin also located within the north portion of the site between Collector B and Collector C. The temporary basin would be designed to store a minimum of five (5) acre feet of water.

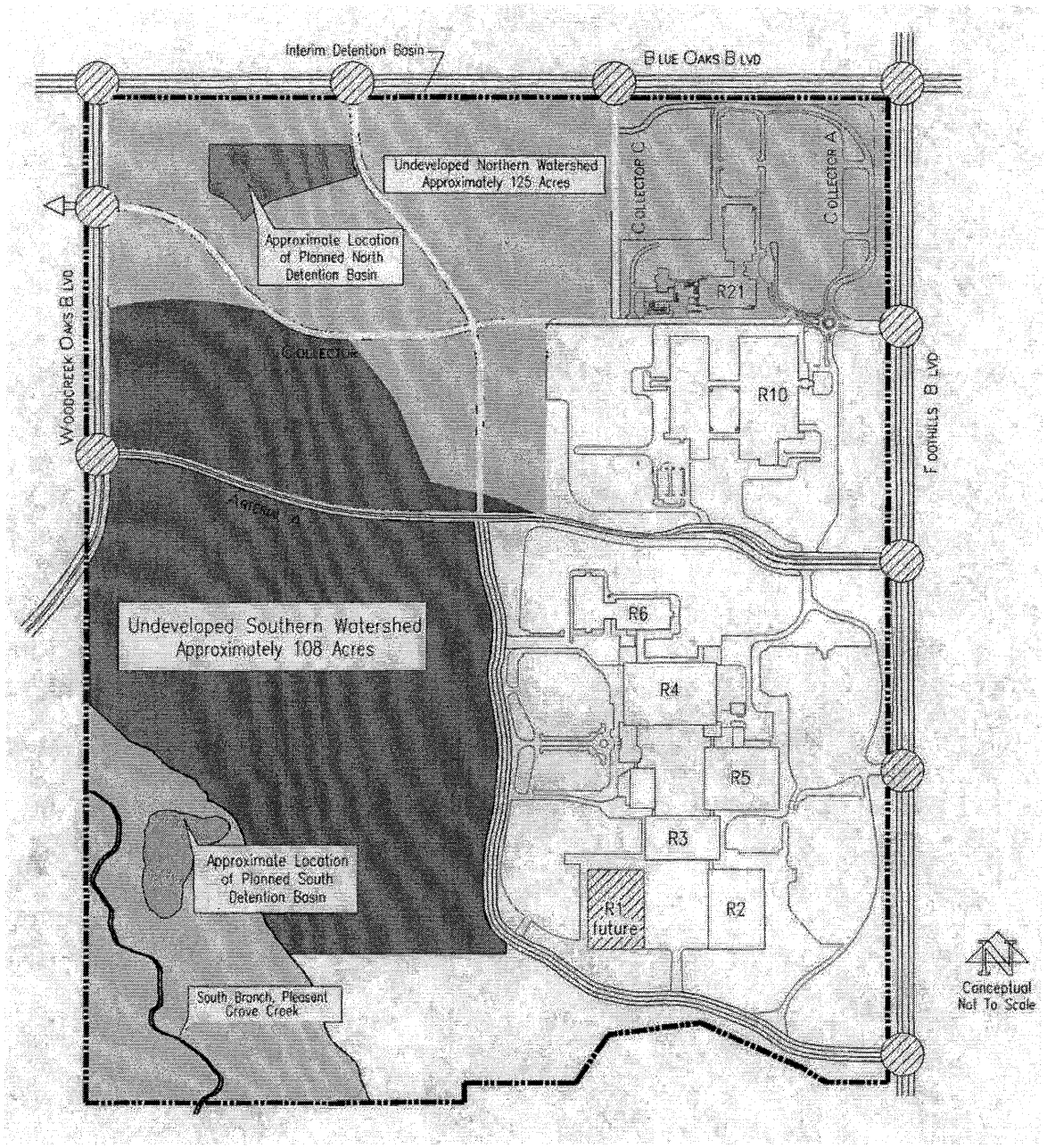


FIGURE 7
MASTER DRAINAGE CONCEPT PLAN

Either the permanent or temporary northern detention basin will be constructed by the landowner upon issuance of the first building permit within the undeveloped northern watershed. If the landowner elects to construct the temporary basin, up to fifty percent of the area within the undeveloped northern watershed may be developed before the permanent basin is constructed.

Southern Detention Basin

The southern detention basin will be designed to store approximately six (6) acre feet of water, and will be located within the open space area in the southwest portion of the plan area. This basin will be designed to avoid impact to existing woodland and wetlands in the open space area. The southern detention basin will be constructed by the landowner upon issuance of the first building permit within the undeveloped southern watershed. Road and utility improvements and construction by the City of either the electric substation or well site will not trigger the requirement to construct this basin.

4 INTENSITY THRESHOLDS

This section of the Master Plan identifies buildout traffic and utility demand thresholds and monitoring provisions for new development within the Master Plan area. These thresholds are a critical component of the Master Plan as they help to define infrastructure and environmental analysis needs, as well as the ultimate limits of development. All proposed development projects within the Master Plan area will be reviewed to ensure compliance with the identified thresholds.

4.1 Buildout Intensity Thresholds

Buildout square footage estimates have been generated for new development within the Master Plan area using the Floor Area Ratio (FAR) for the Industrial land use type. 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 Master Plan approval.

While the square footage estimates provide a general base for monitoring purposes, it is the traffic and utility demand factors (Table 3) that dictate the buildout development thresholds and infrastructure/service requirements for the project. In addition, these thresholds form the basis for the Master Plan EIR analysis. Inconsistency with the thresholds could modify infrastructure and resource needs, as well as trigger the requirement for additional environmental analysis.

Table 3 provides the projected generation/demand factors and buildout intensity thresholds for development within the Master Plan area.

4.2 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 identified on Table 3. Appendix A includes the monitoring format that will be updated as each project is processed.

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 Master Plan area. Based on the analysis, the City may apply a revised generation/demand factor for the subject development project. If monitoring indicates that actual cumulative factors are above or below the estimated averages included on Table 3, these average factors may be adjusted.

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 analysis may be required when a development project's total PM peak hour traffic generation exceeds the trip generation based on the average trip rate by 50 trips or more. In determining whether a traffic study is required, the City shall consider the following criteria:

- Roadway volumes on streets adjacent to the Master Plan
- Existing and projected levels of service at site access points
- Existing and projected queue lengths at driveways, right turn lanes and left turn pockets
- Impacts to safe and efficient traffic operation

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;
- 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 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 the roadway system in the vicinity of the Master Plan.

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 by 17.5% or more;
- A significant industrial user/discharger applies for connection to either the water or wastewater system; or,
- An industrial user proposes to locate within the Master Plan with water demands of 3,124 gallons per acre per day or more (average), and/or wastewater generation rates of 2,500 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;
- Required improvements necessary to accommodate new demands and proposed timelines for implementation; and

Wastewater

- Average day demand, maximum day demand, and peak hour demand ;
- Impacts of additional wastewater on collection and treatment facilities;
- Compliance with 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,
- A parcel or parcels within the Master Plan are sold to businesses other than Hewlett-Packard; 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.

TABLE 3: ESTIMATED BUILDOUT INTENSITY THRESHOLDS FOR THE HP MASTER PLAN

USE	ACRES	SQUARE FOOTAGE		TRAFFIC		WATER		WASTEWATER		ELECTRIC	
		Average FAR	Total Square Footage	Trip Rate (Total PM Peak Hour trips per 1,000 sq ft)	Trip PM Peak Hour Trips	Demand Factor (gallons/ day/acre)	Max Daily Water Demand (2 times avg daily flow)	Demand Factor (gallons/ day/acre)	Max Daily Waste-water Flow (2.3times avg daily flow)	Demand Factor (MW/ acre)	Peak Annual Electric Demand (MW)
LIGHT IND (post Master Plan Dev.	245.5	27[1]	2,887,000	1.14[3]	3,291	2,678[4]	1.31 mgd	1,600[5]	0.90 mgd	0.079[6]	19.39 MW
TOTAL[7] Development Prior to Master Plan)	200		1,330,000		1,516		.33 mgd		0.23 mgd		9.00[8] MW
TOTAL (Buildout)	445.5[9]		4,217,000		4.807		1.6.4 mgd		1.13 mgd		28.39MW

1. Typical Industrial FARs have been adjusted upward to reflect existing and anticipated development levels.
2. Reserved
3. Standard Light Industrial trip rates have been adjusted upwards based on actual traffic counts of existing Hewlett-Packard development (10/95).
4. Standard Light Industrial water demand factors.
5. Standard Light Industrial wastewater generation factors.
6. Standard Light Industrial electricity demand factor has been adjusted upwards to reflect existing and anticipated demand.
7. Actual demand rates based on existing development within the campus as of June 1996.
8. The peak demand for electricity for existing development occurred in July 1995.
9. This represents developable land. It excludes 6.3 acres for detention basin area.

Roseville Planning Department –March 29, 2001

5 DEVELOPMENT GUIDELINES

This section of the Master Plan discusses the development guidelines that will be applied to new development with the Master Plan. A discussion of existing design guidelines is followed by a discussion of additional guidelines, standards, or conditions specific to the Master Plan site. All proposed development projects within the Master Plan area will be reviewed to ensure compliance with the objectives of the applicable design guidelines and development standards.

5.1 Relationship to Existing Design Guidelines

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

- North Roseville Areas Design Guidelines - Adopted June 22, 1992
- Community Design Guidelines - Adopted December 6, 1995

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

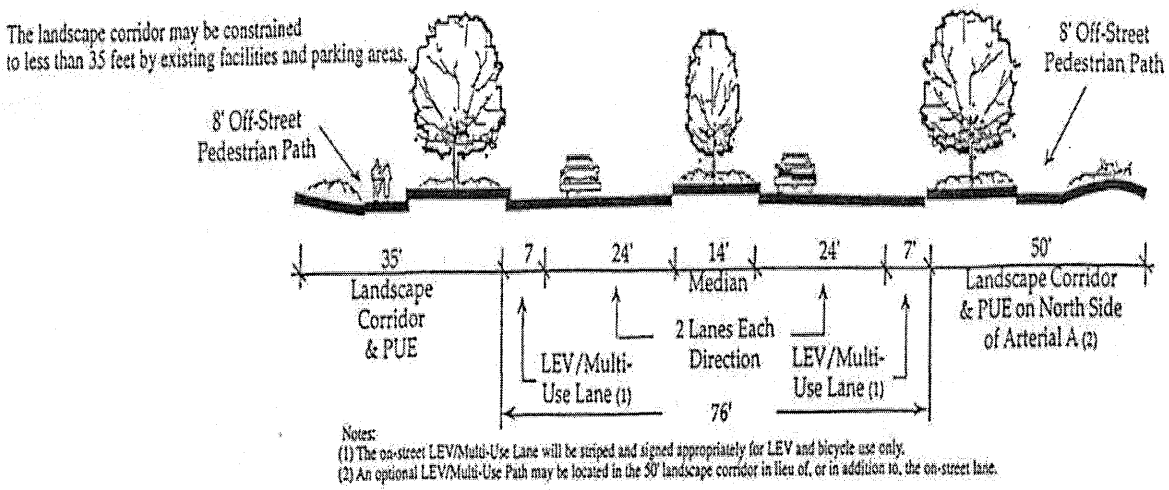
5.2 Additional Standards, Guidelines and/or Conditions

This section of the Master Plan addresses the intended design treatments of items that are specific to situations found within the Master Plan.

5.2.1 Arterial and Collector Streets

The primary interior roadway within the plan area is Arterial "A" (Figure 8). Arterial "A" is a private road that will be designed to accommodate an ultimate four lanes of vehicular traffic with a landscaped median. A portion of the Arterial "A" route exists as the primary entry to the campus from Foothills Boulevard. The existing street is designed to intentionally slow traffic within the plan area. Both sides of the roadway will have landscaped corridors. The north side of which will be wide enough to accommodate an optional dedicated route for light electric vehicles or other transportation systems.

FIGURE 8
ARTERIAL "A" STREET SECTION



COLLECTOR STREETS

All other streets shown on the Circulation Master Plan are two lane collector streets. These are private streets but will be designed to city standards as shown in Figure 9. The location of the collector streets on the Circulation Master Plan is conceptual and may be amended to accommodate specific site plan requirements as the Master Plan is developed.

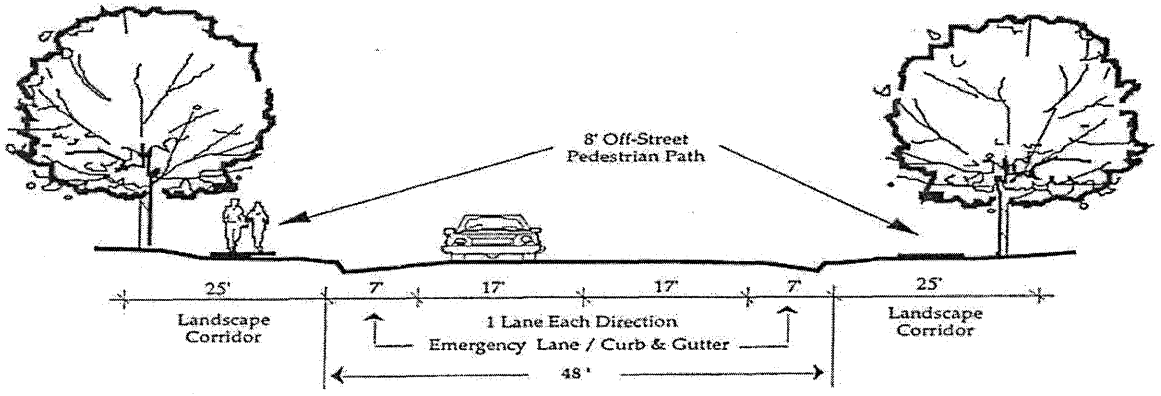


FIGURE 9
CONCEPTUAL SECTION OF TYPICAL COLLECTOR STREET

WOODCREEK OAKS BOULEVARD

Woodcreek Oaks Boulevard will ultimately be extended north of the present terminus in the Northwest Specific Plan area to Blue Oaks Boulevard. The North Roseville Design Guidelines call for a 35-foot landscape corridor along Woodcreek Oaks Blvd. Adjacent to Hewlett-Packard a portion of the street pavement will cover the easement for the existing sewer trunk line. The landscape corridor on the west side of the street will extend twenty feet beyond the existing 60 kv powerline as shown in Figure 10, in effect creating a 40-foot landscape corridor to allow room for trees to be planted adjacent to the existing power line easement.

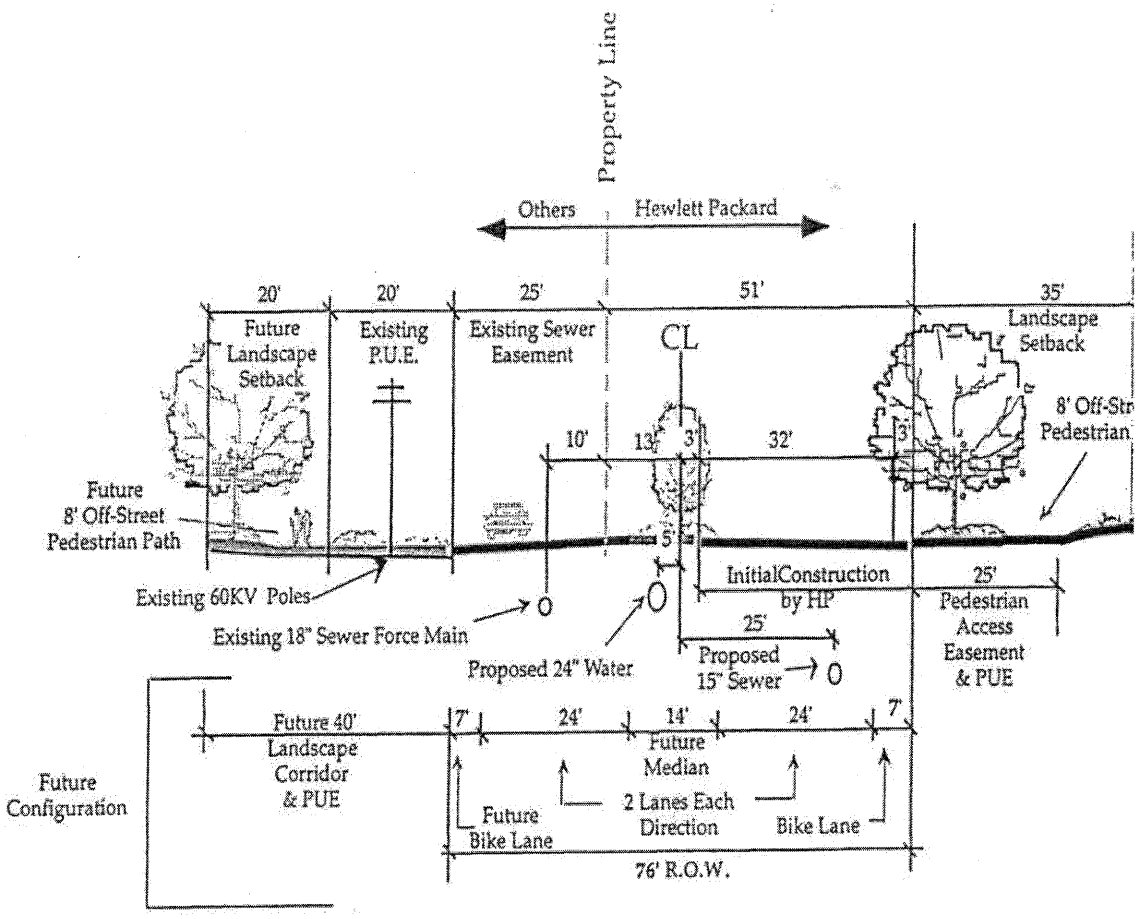
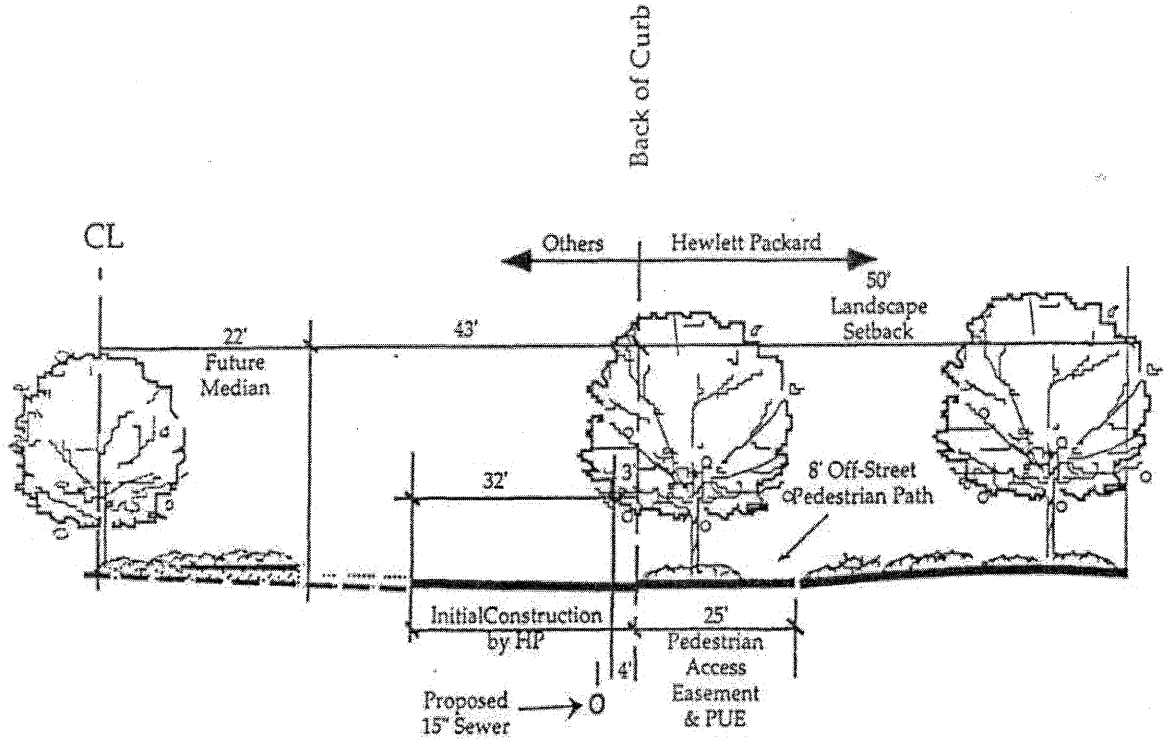


FIGURE 10
CONCEPTUAL SECTION WOODCREEK OAKS BOULEVARD

BLUE OAKS BOULEVARD

Blue Oaks Boulevard has a 130 foot right of way sufficient to accommodate a six lane, expressway standard street with a larger than standard median (Figure 11). It is intended that the road be constructed such that the ultimate configuration can be accommodated without relocating the side curb and gutter improvements. Consequently, the frontage improvements adjacent to the Hewlett-Packard campus will be constructed to the ultimate configuration when required as described in Section 3.2.



Note: The back of curb may be located up to 25 feet north of the existing H-P property boundary depending on the final design of Blue Oaks Boulevard. In no case will the landscape corridor and set back to buildings be required to be more than 50 feet from the back of curb.

FIGURE 11
BLUE OAKS BOULEVARD PARTIAL SECTION

5.2.2 Light Electric Vehicles (LEV's)

Special attention will be given to LEV crossings of arterial and collector streets within the plan area. These are private streets, but may be dedicated to the City in the future. Rumble strips, speed bumps, signage, painted striping and/or special paving will alert approaching auto drivers that a LEV crossing is eminent. Bollards, and perhaps landscape barriers, will prevent autos from entering into designated non-auto areas such as LEV and/or bicycle/pedestrian paths. Special parking areas with electric recharge stations will be provided near entrances to commercial and industrial buildings.

5.2.3 Bikeways and Pathways

Bikeways are an integral component of the existing campus and will be extended to each building in the expansion area 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 Hewlett-Packard. Design standards for pedestrian and bikeway security may be imposed by Hewlett-Packard on subsequent users through private CC & Rs. 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.

5.2.4 Landscaping

The landscaping of public roads is addressed in the North Roseville Design Guidelines. In addition to landscaping along roads it is intended that the 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.

5.2.5 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 utilizing 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. An informal cable and post system may be appropriate to 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 recommended 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.

5.2.6 Multiple Use of Northern Detention Basin

Although safety and drainage considerations may require fencing and restricted access, the north west detention basin has potential for multiple use for informal recreation and special events. Such use could occur if the basin is designed to permit access and has relatively gentle slopes on all, or a portion, of the perimeter. Informal recreation may include jogging, walking and any sports that may be played on unmarked turf, as well as other more passive activities. Special events may include activities such as kite flying, carnivals, music and theatrical events and similar activities. Such events will be subject to the provisions of the municipal code and will require special arrangements to accommodate parking for the event on site or in adjacent parking areas under special joint parking agreements.

The basin may be landscaped to provide a visual amenity viewed from the surrounding uses and adjacent streets. The detention basin may include a small permanent pool as a landscape element, but may also be designed as a dry basin. Appropriate ground cover would include turf and other materials that can withstand occasional flooding and periodic foot traffic. Trees may be included in the landscape plan, but should not be placed such that they would interfere with the drainage control function of the basin. Where feasible trees may be used to screen or frame views to and from the basin, to define special use areas, perimeters and focal points, and to provide shade.

5.2.7 Conceptual Grading Plan

Earthwork operations within the entire Master Plan area are expected to follow existing terrain. Generally, no more than an average two to three feet of cut or fill will occur within the plan 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 to occur with little or no change to the overall master grading plan. Approximately 900,000 cubic yards of earth will be moved to accommodate the master grading plan, or less than 4,000 cubic yards per graded acre of land.

Typical building pad elevations will be at or near elevation 130. Those building pads will be set much more than the minimum City of Roseville standard of two feet for pad locations above the 100-year design storm. Most pads will be 10 to 15 feet above the 100-year event for the South Branch of Pleasant Grove Creek.

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

6. DEVELOPMENT APPROVAL PROCESS

This section of the Master Plan describes the various permits and associated processes that are required before additional physical development within the Master Plan area may occur. A process is also identified for determining consistency with, and for amending the Master Plan.

6.1 Development Approval Process

Measures have been incorporated into the Master Plan to allow for a streamlined City administrative review and approval process for development projects within the M1-SA zone district. Separate permits may be required by other agencies such as the US Army Corps of Engineers, Dept. of Fish and Game, and the Air Pollution Control District.

6.1.1. Administrative Design Review Permit

The administrative design review process will be used to review and approve development of permitted uses within the Light Industrial-Special Area (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 Zoning Ordinance and as described here.

The decision to issue an administrative design review permit will be based on a determination of a development proposals consistency with the Master Plan. This determination shall be made by the approving authority (Planning Director), and will be based on the following factors as outlined in the Project Evaluation Form included as Appendix A to the Master Plan document.

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

Planning Director Referral
If, after reviewing the proposed project for consistency with the provisions of the Master Plan, the Planning Director determines that the proposal is inconsistent with or gives rise to issues that were not addressed by the Master Plan, the proposed project may be referred to the Planning Commission as the appropriate approving authority.

Processing Procedures
The processing procedures for the administrative design review permit within the M1-SA district are the same as those specified in Article V of the Roseville Zoning Ordinance. Please refer to the Zoning Ordinance for a complete description of the administrative design review permit processing procedures.

6.1.2 Other Development Permits

This section of the Master Plan addresses other permits that may be required for physical development of the Master Plan. The following permits and associated review and approval processes are anticipated to be required at some point during the buildout time frame of the proposed Master Plan:

Administrative Permit
This permit will be used for determining the appropriateness of certain uses in the M1-SA zone district. This process is also used for minor modifications to approved permits. Evaluation and approval of the administrative permit will be performed by City staff in accordance with the procedures outlined in Article V of the Roseville Zoning Ordinance.

Design Review Permit
This permit process would be used for development of principally permitted uses within the Open Space districts. Evaluation and approval of the review permit will be performed by City staff and City commissions in accordance with the procedures outlined in Article V of the Roseville Zoning Ordinance. The evaluation will be based on the proposed project's consistency and substantial compliance with the provisions of the Master Plan, the EIR, the development agreement, and other applicable City requirements.

Conditional Use Permit
This permit process would be used for conditionally permitted uses within the Light Industrial and Open Space districts. Evaluation and approval of the permit will be performed by City staff and City commissions in accordance with the procedures outlined in Article V of the Roseville Zoning Ordinance. The evaluation will be based on the proposed project's consistency and substantial compliance with the provisions of the Master Plan, the EIR, the development agreement, and other applicable City requirements.

Tree Permit
This permit is required by the Tree Preservation Ordinance for projects involving regulated activities or removal of native oak trees. Depending on the type of tree permit sought, evaluation of the permit will be performed by City staff and/or City commissions in accordance with the procedures outlined in the Tree Preservation Ordinance and Zoning Ordinance.

Sign Permit
This permit is required by the Roseville Sign Ordinance for any new signs proposed on the campus. Evaluation of the permit will be performed by City staff and/or City commissions in accordance with the provisions outlined in the Sign Ordinance and applicable design guidelines.

Tentative Maps
Parcel or subdivision maps will be required for the creation of parcels within the Master Plan area. Such maps will be reviewed to ensure compliance with the Roseville Subdivision Ordinance and Subdivision Map Act.

Transportation Systems Management Plan
The existing Master Plan campus is covered by a TSM plan. New facilities will have to be incorporated into the plan and the plan updated periodically subject to requirements of state laws and the City's TSM Ordinance.

US Army Corps of Engineers 404 Permits
This permit is described in the Master Plan EIR, and is a mitigation measure for construction related impacts to jurisdictional waters such as vernal pools and other wetlands. This permit is issued and regulated by the US Army Corps of Engineers.

RWQCB Water Quality Certification
This permit is described in the Master Plan EIR and is a mitigation measure for construction related impacts to wetlands and the creek. It is also a condition of the 404 permit. This permit is issued and regulated by the Central Valley Regional Water Quality Control Board.

California Dept. of Fish and Game Streambed Alteration Agreement
This permit is described in the Master Plan EIR and is a mitigation measure for construction related impacts to plants, animals and water quality in the South Branch of Pleasant Grove Creek and its tributaries. This permit is issued and regulated by the Department of Fish and Game.

State Storm Water/NPDES Permits
These permits are described in the Master Plan EIR and are mitigation measures for construction and project operation related impacts to water quality, and are required by state and federal permitting agencies. This permit is issued and regulated by the State Water Resources Control Board.

PCAPCD Authority to Construct
This permit is described in the Master Plan EIR and is a mitigation measure for construction and project operation related impacts to air quality. This permit is issued and regulated by the Placer County Air Pollution Control District.

Hazardous Materials Permits
These permits may be required as determined by the Roseville Fire Dept. or other applicable regulatory agencies.

6.1.3 Master Plan Consistency and Amendment Process

One of the primary objectives of the Master Plan is maintaining flexibility and the ability to react quickly to changes. To achieve this, the following process is established which allows the Planning Director to interpret plan consistency and the type of plan amendment, if any, that is required by proposed changes.

1. Substantial Conformity with Plan - The Planning 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 amendment to the Plan is required.

2. Minor Modification to the Plan - If it is determined that a proposed change would result in a minor deviation to the Master Plan, then an Administrative Permit is required. Such permit shall be reviewed, consistent with Article V of the Zoning Ordinance.

3. Major Modification to the Plan - When a proposed change is considered to be inconsistent with the adopted Master Plan, an amendment to the Plan is required. Major modifications require action by the Planning Commission and City Council.

Any proposed change to the Master Plan may, at the discretion of the Planning Director, be forwarded to the Planning Commission for review.

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