



**MARIN COUNTY
COMMUNITY DEVELOPMENT AGENCY**

BRIAN C. CRAWFORD, DIRECTOR

NOTICE OF PROJECT STATUS

July 9, 2010

Angelo Garcia
LucasFilm Ltd.
1110 Gorgas Street
San Francisco CA 94129

RE: Skywalker Properties, Ltd. (Grady Ranch) Precise Development Plan (DP 09-7)
Project ID: 09-0114
Assessor's Parcels 164-310-15, -17, and -19
2828 Lucas Valley Road, San Rafael

Dear Mr. Garcia:

The Community Development Agency and other agencies have reviewed your Precise Development Plan application. The June 9th meeting County staff had with Tom, John, Emily, and Georgia was very helpful in updating and clarifying several aspects about the project. The following requests update our discussion and reflect our latest project status understanding.

The project remains incomplete because additional information is required. This notification is in accordance with State law that requires that we inform you in writing of the status of your application within 30 days of its acceptance for filing. Note: Unless otherwise noted, comments refer to information provided in the Grady Ranch Precise Development Plan Response to Notice of Project Status (NOPS1) received December 3, 2009, except as otherwise updated and revised by information submitted on February 26, 2010; March 17, 2010, and June 7, 2010, hereinafter to be referred to as "PDP".

Please submit five copies of full-size revised plans, five copies of revised plans that are 11 inches by 17 inches format, and a compact disc with the information in a digital format that includes the following items within the next 30 days:

Marin County Community Development Agency - Planning Division
(Ben Berto [415] 499-3658 and Neal Osborne, [415] 499-7173)

1. A Construction Management Plan and diagrams that provide additional information and clarification on construction stages and timing (for which PDP 4. Appendices D, E, and F lack sufficient detail) on the following:
 - a. Existing versus new access point development relative to various project construction phases;
 - b. Installation of temporary bridge(?) over existing S4 tributary;
 - c. Installation of temporary bridge(?) over existing S3 tributary;

- d. Installation of permanent bridge over Miller Creek;
- e. Location of temporary road to temporary parking/staging area on southwest side of Miller Creek relative to S3 tributary and existing Lucas Valley Road (LVR) alignment;
- f. Show both edges of LVR pavement to edge of diagram(s) in non grayscale;
- g. Installation of permanent bridge over proposed new S4 tributary alignment Note: site work appears to be preceding for two months prior to installation of new bridge(s);
- h. Use of staging area on southwest side of Miller Creek relative to project construction phases;
- i. Installation and location of proposed utilities relative to existing/proposed access points, existing/proposed S4 alignment, existing/proposed LVR alignments; and
- j. New Lucas Valley Road work relative to existing & proposed S4 tributary alignments.
- k. Timing of proposed construction consistent with recommendations from the project biologist to protect riparian and fisheries resources;

As suggested at our June 7th meeting with Grady Ranch representatives, it would help considerably if diagrams were provided that show how these access and construction elements relate temporally and spatially. The diagrams should be at a scale no smaller than 1 inch = 20 feet.

- 2. Written verification regarding the feasibility of obtaining potable water supply from the Marin Municipal Water District. Your June 7th materials now list MMWD as the water provider for the project. The County will need written confirmation from MMWD of the availability of water to serve the project, along with details of the connections, water storage tank, and pump station.

The proposed project does not include an onsite affordable housing component. Staff acknowledges that the project cannot be found incomplete because it proposes to satisfy the inclusionary housing requirements by payment of an in-lieu fee. The County awaits confirmation from MMWD with regard to the availability of water to serve the project as proposed, so that the project can be found to meet the completeness requirements for water supply.

- 3. The haul route shown on PDP 4. Appendix D does not show the proposed haul route for fill materials to be placed in Miller Creek, and should be modified to show the preliminary access point(s).
- 4. Water tank visual analysis: Please provide a visual simulation from the location on Lucas Valley road with the landscaping showing visibility at plant installation and with 5 years growth. Given that the size of the tanks may be somewhat in flux, please use the most conservative (largest) possible tank. Utilize MMWD water tank design criteria, pursuant to Master Plan (Ordinance 3237) Condition of Approval 32.
- 5. All plan sheets shall be internally consistent based on the project description narrative, for example delete (clarify?) the water stage from all sheets if the water stage is not currently proposed (see also DPW comment 9(b) below).
- 6. Clarify the details of future agriculture in an agricultural management plan, if any. Wine cave and grapes proposed as landscaping imply potential future agricultural uses on the property.

7. Lighting plan: It is acknowledged that the following have been provided: a plan sheet submitted on April 14, 2009 entitled "Proposed Exterior Lighting" and the resubmittal package submitted on November 25, 2009, tab 5., Lighting Systems B. Exterior Lighting. However, pursuant to CDA's previous May 29, 2009 Project Status letter to you, cut sheets should be provided on all exterior lighting fixtures, detailing wattage, types of luminaires, numbers, and locations. Illumination from fixtures should be shown on a photogrammetric plan. What does the "festival" decorative lighting proposed for the front façade and bell towers involve? Does it include up-lighting?

Marin County Community Development Agency, Environmental Health Services Division
(Scott Callow [415] 499-6667)

8. If water is unavailable from the Marin Municipal Water District, information shall be submitted that demonstrates that the project can be supported by a new water system and new water sources. For all wells proposed, the applicant shall perform dry season yield testing in August, September, or October as required by the California Waterworks Standards. The yield results must demonstrate that the water source and storage capacities can meet Maximum Day Demand and Peak Hourly Demand for the proposed uses. The applicant will need to obtain a domestic water permit for operating a public water system, prior to EHS clearing any Building Permits. [Note: Additional comments on completeness regarding well water supplies have been withheld from this project status determination pending confirmation by MMWD that they will provide water to serve this project. If MMWD's status changes, those comments would be forthcoming].

Marin County Department of Public Works, Land Use and Water Resources Division
(Cara E. Zichelli [415] 499-7053)

9. The applicant shall provide an interpretation of the chain of title information regarding the underlying fee ownership of Lucas Valley Road. An exhibit delineating the existing right of way and adjacent property boundaries shall be provided. The exhibit shall provide cross reference to all relevant documents describing/interpreting the existing underlying fee ownership for the County to review.
10. The project description and drawing shall consistently and completely describe the entire project:
 - a. The limit of disturbance on sheets EN 4.1, EN4.2 and EN5.1 does not encompass all of the proposed work, namely the creek restoration work, trenching for the temporary construction parking area and bridge, the filling on the south side of the proposed Lucas Valley Road re-alignment, work for the proposed road re-alignment, and all utility installation, including trenching for undergrounding utilities along Lucas Valley Road (as described in Tab 9 document provided with the fifth transmittal), and the utility tunnel under Lucas Valley Road. The limit of disturbance shall be more accurately depicted, and the overall area to be disturbed for the entire project shall be recalculated and provided on the plans.
 - b. The Applicant shall clearly indicate whether or not the outdoor stage will be a water stage, and consistently present the intent of this stage throughout the application documents. The project information on sheet EN1 indicates that the water stage is part of this development, as do sheets M202, E202 and P202. Sheets C4.1, M201, E201 and P201 call the feature an outdoor stage, and earlier transmittals indicated that the originally proposed water stage would be modified to just be an outdoor stage. The most recent Project Description, provided as Tab 25 in the fifth transmittal, calls this feature a water stage.

- c. The project description (Tab 25) in the Fifth Transmittal does not include the retaining walls, the proposed wine tunnel, and the proposed utility tunnel under the re-aligned Lucas Valley Road. These elements should be included in the description.
 - d. The Project Description (Tab 25) in the Fifth Transmittal characterizes the re-alignment of Lucas Valley Road as a recommendation of the Department of Public Works (DPW). This statement may not be correct; it is likely that the road re-alignment was a mitigation measure from the Environmental Review.
11. Sheet C4.1 shall clarify all water and stormdrain lines. IRR is not identified in the legend – please confirm this is non-potable water for irrigation purposes only. The plan shall clarify volumes of water to be pumped up to the water storage tank, the volumes of water expected to be flowing to and from water stage, the capacity of the water stage (if it remains a project component), and the anticipated use of the water stage when filled. Given the potential impacts that a water stage could have on water demand and stormwater discharge, it is important to understand the intent of this stage.
12. **Per ITEM 55 of the MP-UP Conditions of Approval (Public Services -- Fire and Emergency Medical Services, #5.10-4[e]) *As part of the first Precise Development Plan application for Grady Ranch, the Applicant shall prepare and submit for review and approval by the CDA -- Planning Division a detailed plan for a Marin Municipal Water District pump station that is necessary to serve Grady Ranch. The pump station shall include a bypass system that could allow fire engines to pump water to avoid an electrical power failure that could reduce water supplies. Prior to approval of the first Precise Development Plan for Grady Ranch, the CDA -- Planning Division shall verify approval of the detailed pump station plan and compliance with this condition to the Planning Commission.***

The Applicant shall locate the pump station entirely outside of the Lucas Valley Road Right of Way.

Sheet C4.2, revision 3, dated 6/08/2010 and provided with the fifth transmittal, proposes utilities, meters, pump station and a utility tunnel beginning on the south side of the proposed Lucas Valley Road alignment. The placement of these improvements implies a conflict with the continued use of Lucas Valley Road during construction. Additionally, as the under lying ownership of the existing Lucas Valley Road right of way has not yet been established, it is unclear if this placement will be acceptable. Note as well that the placement of these utilities is inconsistent with the Landscape plans.

If you disagree with the decision regarding completeness of the application, you may appeal the decision to the Planning Commission. The appeal accompanied by a \$600.00 filing fee must be filed in the Community Development Agency - Planning Division, Room 308, Civic Center, San Rafael, no later than 4:00 PM on July 21, 2010.

Please carefully review the items indicated above and call the pertinent agency staff member at the number listed at the top of each heading. Please submit all of the requested information together to the Planning Division. The review of your application may be delayed if you submit information directly to the agency that requested the information or if you only submit a portion of the information requested. To facilitate our review of the additional information that you submit, it is suggested that you include with the submittal package a numbered list corresponding to the item requested which outlines the response and/or the location on the plans where the response can be found. Please note that the time period required by State law for us to review the additional information submitted in response to this Notice of

Project Status will not commence until all of the information is submitted to our office. If you require additional time to collect the information listed above, please send me a written request for an extension for a specific period, such as an additional 30 days. It is important to ask for an extension if you need one because your application may be withdrawn if we do not hear from you within the next 30 days.

Preliminary Merits and Environmental Review Comments

The project is subject to CEQA, including payment of fees. Staff will proceed expeditiously with environmental review as soon as your project submittal is completed.

Affordable housing The project must comply with current Marin County Housing policies and codes. Pursuant to Countywide Plan Policy HS-3.21 and Marin County Code (MCC) § 22.22.095, the preferred option is to include affordable housing on site. We understand that your current proposal is to pay housing in-lieu fees. Under the current MCC code section cited above, in-lieu fees are the lowest priority (i.e., least preferred) option for meeting affordable housing requirements. If housing on site is required at some later stage in the project process, additional environmental review might be necessary if potential impacts of that housing (e.g., water, traffic) have not been considered in the prior environmental processing.

Leelee Thomas, Principal Planner with the County’s affordable housing program, calculates that based on your June 7th floor area classifications for your current proposal, you are required to provide 15 onsite units, as follows:

	MCC use category	square feet	fee basis	calculation	units
Main House		269,701			
BOH (minus Kitchen)	Manufacturing/light industry	16,093	0.18	2.90	0.72
Stages, Production, Public (minus Restaurant, General Store), Circulation	Office/research and development	156,681	0.34	53.27	13.32
Suites (20)	Hotel/Motel	15,532	0.08	1.24	0.31
Kitchens, Restaurant, General Store	Retail/Restaurant	8,683	0.23	2.00	0.50
Parking, Cycle Racks (no fee)		72,712			
<i>subtotal</i>		<i>269,701</i>			
Gate House	Office/research and development	900	0.34	0.31	0.08
Totals		270,601		59.71	15

Consistent with the Palmer/Sixth Street Properties, L.P. v. City of Los Angeles decision (175 Cal. App. 4th 1396 [2009]), staff’s preference is for ownership housing to be provided in compliance with MCC § 22.22.095.

Consistent with your current proposal to pay fees in lieu of housing, and pursuant to the Code’s order of priority, please provide information to substantiate why on-site workforce housing or alternative means of complying with MCC § 22.22.095 E.2. a-d are infeasible.

Should you revise your project proposal to include affordable housing onsite, please submit an affordable housing plan which discusses the number, affordability level, type, tenure and details of all inclusionary units, construction phasing, provisions for income certification and any incentives requested pursuant to MCC Chapter 22.24. See MCC § 22.22.020.I for guidance regarding the required content of an affordable housing plan. Consistent with the Palmer/Sixth Street Properties, L.P. v. City of Los Angeles decision (175 Cal. App. 4th 1396 [2009]), ownership housing will be required by Section 22.22.095. The plan should consider and include the housing needed for any future phases of the Master Plan and evaluate whether it is prudent to plan for that requirement within this proposal.

Water A Water Assessment prepared by the Marin Municipal Water District may be required pursuant to CEQA Section 15155, which applies to office projects that exceed 250,000 square feet.

Hydrology, Wetlands, and Drainage Placement of some amount of fill was approved to be placed in Miller Creek or tributaries feeding into Miller Creek as part of the Lucasfilm Grady/Big Rock/McGuire/Loma Alta Ranch Master Plan/Use Permit (Ordinance 3237). Sheet 7 of the diagrams submitted for Grady Ranch, entitled Preliminary Grading and Drainage Plan references a number of creek stabilization methods, including weirs, creek bank revetments, log and boulder bank protection, and gully head plugs. Similarly, the Draft Environmental Impact Report (DEIR) for the Grady Ranch/Big Rock Ranch Master Plan discusses several impacts to surface water drainage, including erosion impacts (Impact 5.1-2), surface water drainage impacts - stream alterations (Impact 5.2-2), Miller Creek impacts (Mitigation Measure 5.2-2(a) and Grady Creek impacts (Mitigation Measure 5.2-2(b)). The DEIR references bank and stream restoration along 2,100 feet of Miller Creek and partial restoration of Grady Creek using weirs. The Master Plan (Ordinance 3237) incorporates those Mitigations into Conditions of Approval. DEIR states “Any channel restoration or stabilization work involving the introduction of fill into a channel and/or alterations to the existing channel bed and banks would require the acquisition of a fill permit from the Army Corps of Engineers, water quality certificate from the Regional Water Quality Control Board, and a 1603 Stream Alteration Agreement from the California Department of Fish and Game.”

Staff has not been able to confirm whether the substantial amounts of creek fill proposed in the current project were approved in the Master Plan. However, it is clear from preceding documents and approvals that close cooperation and coordination with jurisdictional agencies will be necessary. Skywalker Properties has initiated discussions with various local, state, and federal agencies, including a site visit with agency representatives to Grady Ranch on January 27, 2010. Certain themes emerged from that site visit. While County staff can't reference all that was discussed at the site visit, there was universal agreement that the lower reaches of Miller Creek on the site are in an excessively incised, unstable, and erosive state. You are to be commended for your bold vision for restoration of this lower reach (up to the current property access bridge). However, considerable amounts of information and work remain in order to explore the feasibility of this concept. Another general comment at that meeting was that proposed fill on the upper reaches of Miller Creek may be problematic in comparison to what is proposed on the lower, and that segmentation of the streambed work would be desirable to fully evaluate work on different creek reaches.

Hazardous Waste A Business Plan application to the Department of Public Works, Waste Management Division will be required for the sub-base fuel storage tanks for the emergency generators that have 240 gallons and 1,500 gallon fuel capacities as shown on Sheet E402, and the 2,000 gallon propane tank as shown on Sheet P100. Please refer to the following CUPA webpage for more information: <http://www.co.marin.ca.us/depts/pw/main/cupa1.cfm>.

NEPA It is possible or likely that one or more federal agencies will be involved with some aspect of the project. Staff has been in communication with Sahrye Cohen, a biologist with the US Army Corps of

Engineers, who reports that to date the US Army Corps has not received a completed application for the proposed project's effects on wetlands and other jurisdictional waters of the United States. Pursuant to Master Plan (Ordinance 3237) Condition of Approval 26, the plans must be submitted to the U.S. Army Corps of Engineers for their review and approval concurrent with the rest of the review process.

Caltrans has submitted comments requesting information concerning the U.S. Highway 101/ Miller Creek Road interchange (see attached).

DPW Merits Comments:

1. **Per ITEM 1 of the MP-UP Conditions of Approval (Geology and Soils, #5.1-1[a]) *The Applicant's engineers shall prepare and submit a comprehensive, detailed Slope Stabilization Plan for review and approval. At a minimum, this Plan shall implement the following measures:***
 - a. *The site-specific design of all repairs needed to stabilize each of the landslides and areas of slope instability that are located inside the development areas and threaten proposed buildings, at the water tank sites, along the associated access roads, and along the Lucas Valley Road realignment, shall be defined.*
 - b. *Based on information from a sufficient number of boreholes and trenches, the Plan shall describe in detail how each landslide or area of unstable slopes would be repaired or removed by identifying the area of slide debris to be excavated and reconstructed, the methods to be used to engineer the slopes with compacted fill or grading, the surface and subsurface drainage improvements, retaining walls, buttresses, debris barriers, and other structures to be installed (and where) in order to stabilize slopes.*
 - c. *The Plan shall describe and demonstrate how runoff from very steep and unstable slopes would be diverted, identify how natural vegetation would be retained, and provide for landscaping with plant species which require minimal irrigation.*
 - d. *All retaining walls shall be required to borrow or repeat the form, line, color, and texture of the surrounding terrain in order to appear as natural as possible.*

Prior to approval of a Precise Development Plan for a given phase of the project, the DPW -- Land Use & Water Resources Division shall verify approval of the detailed Slope Stabilization Plan and compliance with this condition to the Marin County Planning Commission ("Planning Commission").

Applicant has provided sheets C1.1 and C1.2, and a letter from the geotechnical engineer offering the findings and recommendations from that firm's recent additional investigation. The plans provided do not provide site specific and construction level details. Notes and details on sheet C1.2 indicate that the details provided are preliminary and conceptual. As presented, the overall slope stabilization plan is not of sufficient detail for Land Development-DPW to grant entitlements for a Grading Permit.

2. **Per ITEM 2 of the MP-UP Conditions of Approval (Geology and Soils, #5.1-1[b]) *The Applicant's engineers shall prepare and submit a comprehensive, detailed Grading Plan based on recommendations of a design-level geotechnical investigation for review and approval by the DPW. At a minimum, this Plan shall implement the following measures at a minimum:***

- a. *Compacted fill slopes shall be designed to be no steeper than 2 to 1 (horizontal to vertical) and cut slopes shall be designed to be rounded in the upper few feet.*
- b. *Proposed terraced slopes should be constructed with non-cemented rip-rap rather than designed with uniformly graded slopes, if structurally feasible. Terraces and slopes shall be planted with vegetation.*
- c. *Blasting of bedrock may be necessary in order to loosen rock during grading; however, alternatives to blasting are strongly encouraged. Where required, blasting shall be limited to the absolute minimum necessary. Alternatives to blasting shall be specified, such as ripping the rocks mechanically. If blasting bedrock is necessary, blasting shall be limited to the hours of 8:00 a.m. to 5:00 p.m., Monday through Friday. Please refer to Condition 24 for further restrictions related to blasting and grading during raptor nesting periods.*
- d. *Contours that closely resemble the current character of the hillside shall be used. Particularly in cut slope areas, it is important to reform the land in character with the rolling topography that exists, rather than constructing engineered hillsides with even slopes and straight lines.*
- e. *The final design of graded slopes and berms shall be required to borrow or repeat the form, line, color, and texture of the surrounding terrain in order to appear as natural as possible.*

Prior to approval of a Precise Development Plan for a given phase of the project, the DPW -- Land Use & Water Resources Division shall verify approval of the detailed Grading Plans and compliance with this condition to the Planning Commission.

- 3. **Applicant has provided information regarding the proposed grading plan and creek restoration project in their response binder and in the plan set. As presented, the overall Grading Plan is not of sufficient detail for Land Development-DPW to grant entitlements for a Grading Permit. Any Grading in the creek will also be subject to review and approval from regional, state and federal agencies. Additionally, the grading plans and creek restoration design appear to be different and more far-reaching than the plans reviewed and approved through the EIR certified during the mater plan and use permit review. Items that will need to be addressed prior to DPW's approval of detailed grading plans include, but are not limited to, the following:**
 - a. Plans must be approved by U.S. Army Corps of Engineers, California Department of Fish and Game, and the Regional Water Quality Control Board. The review and input from these agencies may require modifications to these plans, which may or may not be significant. At the 1/27/2010 site meeting, the reviewing agencies offered the suggestion that the creek restoration be broken into three segments for three different reaches of Miller Creek, to help better define objectives and methods for restoration and the analysis of alternatives. Any modifications required by these agencies must be incorporated into the plans.
 - b. Any mitigation established through the prior environmental review process shall be incorporated into the plans.
 - c. Plans, details and reports shall be consistent. Details present in figures 6a and 6b of

Balance Hydraulic Inc.'s report (Tab 17) for the creek bed restoration are not consistent with creek bed details in the plan set. Specifically, Balance and the Geotechnical letter discuss using compacted soil from the site as the lowest layers of the restored creek cross section, but the details in the plan set on sheet EN 7.11, EN7.12 and EN7.13 indicate 0.5 inch to 6 inch gravel as the lowest layer of the restored creek profile. At the 1/27/2010 site meeting, the Regional Water Quality Control Board (RWQCB) offered a preliminary question about the suitability of installing non-alluvial soils into the creek bed, and the impacts of clay particles potentially migrating downstream.

- d. The limit of disturbance on sheets EN 4.1, EN4.2 and EN5.1 does not encompass all of the proposed work, namely the creek restoration work, the temporary construction parking area and bridge, the filling on the south side of the proposed Lucas Valley Road re-alignment and work for the proposed road re-alignment. The plans shall more accurately depict the limit of disturbance, and recalculate the overall area to be disturbed for the entire project.
- e. The plans have not provided sufficient information for proposed filling and work in the tributaries of Miller Creek, namely Landmark Creek (to STA 15+00) , Tributary S-3 (to STA 3+00), Tributary S-4 (to STA 4+90), and Tributary N-2 (not stationed).
- f. The plans have not addressed potential slippage of fill material installed over existing exposed bedrock in the existing creek bed. Per Response 25d., this "will be specifically addressed later in the design".
- g. The proposed grading on the south side of Lucas Valley Road has not been presented in full enough detail to evaluate its impacts on existing drainage patterns, and appears to extend off the subject property. Plans shall clearly show property boundaries and confine proposed grading within those bounds, or applicant shall provide written approval from the owners of the affected properties.
- h. Drainage details have not been fully developed and presented with these plans provided.
- i. Uncertainties regarding the topography and actual volumes have been noted by the applicant, with the intent to do additional surveying to create construction drawings.
- j. Proposed slopes exceed 2:1 east of the proposed confluence of Tributary S-4 and Miller Creek where proposed grade is tapered to existing grade. The geotechnical engineer shall offer specific recommendations for slopes in excess of 2:1, and details to demonstrate how this slope will be stabilized.
- k. Bridges have been proposed which do not comply with MCC 24.04.520(d), specifically, overflow pipes for flows in excess of the 20 year storm have been proposed by the applicant in Response items 24ag, 24aj and 24al.
- l. All vehicular bridges shall conform to the requirements of MCC 24.04.875(b).
- m. Sheet C8 does not provide a datum for the elevations it presents, and the elevations do not appear to correspond to FEMA's current Flood Insurance Rate Map, panel 06041C286D, effective May 4, 2009, which use the North American Vertical Datum of 1988. This plan, and the hydrology report and calculations, shall use this datum and tie

into the end of FEMA's study area. Calculations and profile shall correspond to, and be continuous with, the profile, discharge rates and other parameters presented in FEMA's Flood Insurance Study for Marin County, Volumes One and Two, effective May 4, 2009, for Miller Creek.

- n. The applicant has provided a preliminary hydrology report and calculations. However, as the scope and methods of creek restoration are subject to review and comment by regional, state and federal agencies, and refinements are still being made to the project description and design parameters, the calculations provided can only be reviewed as preliminary findings. Items to be addressed prior to granting any entitlements, include, but are not limited to:
 - i. Sheet C8 does not provide a datum for the elevations, and the elevations do not appear to correspond to FEMA's current Flood Insurance Rate Map, panel 06041C286D, effective May 4, 2009, which use the North American Vertical Datum of 1988. Calculations and profile shall correspond to, and be continuous with, the profile, discharge rates and other parameters presented in FEMA's Flood Insurance Study for Marin County, Volumes One and Two, effective May 4, 2009, for Miller Creek.
 - ii. Construction documents shall complete the HEC-RAS modeling discussed in response item 24.w.
 - iii. Any further refinements of the creek restoration design will need to be incorporated into the calculations.

4. **Per ITEM 8 of the MP-UP Conditions of Approval (Geology and Soils, #5.1-5, #5.1-6 and #5.1-7) <BINDER> *The Applicant's engineers shall prepare and submit a design-level geotechnical investigation for review and approval by the DPW -- Land Use & Water Resources Division. At a minimum, the investigation shall include the following:***

- a. *Specifications for site preparation, fill placement, compaction, and subsurface drainage shall be described in detail. Specifications shall be based upon subsurface investigations, laboratory testing, and engineering analysis. This shall include a provision that all existing fill would be removed and replaced with properly compacted engineered fill.*
- b. *Site-specific recommendations for mitigation of expansive soils under pavements and structures shall be provided if expansive soils are found. This could include one or more of the following:*
 - i. *The upper two feet of expansive soils shall be moisture-conditioned to the optimum water content as defined by standard engineering practices plus three percent. Expansive soils may also be lime-treated to produce non-expansive fill.*
 - ii. *Non-expansive fill shall be used in the upper two feet of building pads.*
 - iii. *Structural foundations shall be founded below the zone of seasonal moisture change, and floors shall be structurally supported.*

- c. *The water lines to the water tanks shall be designed to accommodate anticipated movement without breaking, or in the event of breaking, to automatically shut off to prevent loss of water, and to be rapidly repaired to restore service. Specific design criteria to accommodate movement and/or breakage shall include the following measures:*
- i. *Flexible joints and connections shall be provided to allow for distortion, and pipe thickness and strength (ductility) shall be provided to allow for movement and anticipated loads.*
 - ii. *Trench backfill shall be utilized that would yield or reduce passive pressures on the distorted pipes.*
 - iii. *The depth of embedment shall be reduced to reduce pressures on the pipe.*
 - iv. *Automatic shutoff valves shall be provided outside of the zone of potential movement.*
 - v. *Line gate shutoff (diversion) valves shall be provided outside of automatic shutoff valves so that a fire hose connection can be made to temporarily restore service.*
 - vi. *An emergency plan shall be developed to require inspection of the water lines following an earthquake and clear signage indicating location and operation of emergency facilities. Alternately, landslides threatening the water line could be repaired.*
- d. *The investigation shall confirm that any grading performed for a given phase of the project is deemed the minimum necessary for construction associated with that phase and/or is deemed the minimum necessary to repair and stabilize existing, unstable geologic site conditions associated with that phase.*

Prior to approval of a Precise Development Plan for a given phase of the project, the DPW -- Land Use & Water Resources Division shall verify approval of the design-level geotechnical investigations and compliance with this condition to the Planning Commission.

Applicant has provided a Geotechnical Evaluation prepared by AMEC, dated November 2008 with the initial Precise Development Plan submittal, and a letter from AMEC dated November 25, 2009 with supplemental information, findings and recommendations. No comments have been made to address item 8d. of the Master Plan Use Permit conditions of approval. The report provided has not specifically addressed putting non-alluvial soils into the creek. Also, the proposed creek restoration is subject to the review of regional, state and federal agencies. Any refinements to creek restoration plans may require additional information from the geotechnical engineer prior to acceptance as a supporting document for a creek or grading permit.

5. **Per ITEM 9 of the MP-UP Conditions of Approval (Hydrology and Drainage, #5.2-2[c]) *As part of the Precise Development Plan application that includes the Main Office Building on Grady Ranch, the Applicant shall clearly demonstrate that all development, including utility lines and walkways (but not including stream restoration work), near the southeast corner of the Main Office Building is outside of the Streamside Conservation Area of Grady Creek which is defined as a 50-foot lateral setback from the top of bank. (For reference, Grady Creek is shown on Exhibit 2.0-3 of Volume 1 of the project EIR.) The Marin Municipal Water District ("MMWD")***

requires a 20-foot wide right-of-way over all water mains for access and maintenance purposes, including the proposed main along the eastern side of the Main Office Building that leads to the water tank north of the building. The 20-foot wide utility right-of-way should be located outside of the SCA. This 20-foot width requirement possibly could be reduced upon consultation with the MMWD if access requirements can be met.

6. **Per ITEM 16 of the MP-UP Conditions of Approval (Biological Resources, #5.3-2[b]) As part of the Precise Development Plan application that includes grading for the Ancillary Building and/or associated access improvements on Grady Ranch, the Applicant's engineers shall prepare and submit a comprehensive, detailed Grading Plan as required herein by Condition 2 for review and approval by the DPW -- Land Use & Water Resources Division. As part of this Plan, proposed grading to accommodate the Ancillary Building and associated access improvements shall be modified to protect the numerous specimen-sized trees to the east of the building footprint. The existing grade in the vicinity of the trees shall be retained to avoid tree loss. This may require adjustments to the building footprint and alignment of the access roads to the building. Please refer to Condition 24 for restrictions related to grading during raptor nesting periods. Prior to approval of the Precise Development Plan application that includes grading for the Ancillary Building and/or associated access improvements on Grady Ranch, the DPW-- Land Use & Water Resources Division shall verify approval of the detailed Grading Plans and compliance with this condition to the Planning Commission.**

Applicant has provided information regarding the proposed grading and creek restoration project in their response binder and in the plan set. As presented, the overall Grading Plans are not of sufficient detail for Land Development-DPW to grant entitlements for a Grading Permit which includes improvements to, and along, the west fire road (road, bridges and retaining walls). Regional, state and federal agencies will also be reviewing and commenting on the placement of the bridges and the related grading in the creek restoration plans. As such, the submitted plans may be subject to modification.

7. **Per ITEM 47 of the MP-UP Conditions of Approval (Transportation and Circulation, #5.7-1[e], #5.7-2[e] and #5.7-3[f]) As part of the first Precise Development Plan application that includes the Main Office Buildings on either Grady or Big Rock Ranches and/or the Ancillary Building on Grady Ranch, the Applicant shall prepare and submit a transportation-reduction program for the project for review and approval by the CDA -- Planning Division that: (1) includes the Transportation System Management ("TSM") measures currently implemented as part of the Skywalker Ranch Employee Transportation Program; and (2) establishes a van/buspool or shuttle bus system for employees of the Grady Ranch and Big Rock Ranch facilities or includes other traffic improvements constructed by the Applicant and/or a combination of other traffic improvements and TSM measures that meet the required Level of Service standard for the area at the intersections studied in, and using the calculations contained within, the EIR. Based on the conclusions of the traffic and circulation impact analysis in the EIR, the Applicant could offer to install a traffic signal at the Miller Creek Road/Lucas Valley Road intersection which would mitigate the necessity of a van/buspool or shuttle bus system. If a van/buspool or shuttle bus system is not proposed, then the Applicant shall: (1) provide adequate space at the entrance to Grady Ranch for a potential Golden Gate Transit bus stop, turnaround, and shelter; (2) request the Golden Gate Bridge, Highway and Transportation District to extend bus service to Grady Ranch; and (3) fund construction of a bus stop, turnaround, and shelter at the Grady Ranch entrance if the District agrees to extend bus service to the ranch. If a van/buspool or shuttle bus system is proposed, the components of such a van/buspool or shuttle bus system could include the following:**

- a. *Van/Buspools. Vanpools could be used to transport employees from their homes or pre-*

arranged pick-up points to the employment centers (Skywalker, Grady or Big Rock Ranches). Operational costs could be subsidized by Lucasfilm and/or Lucasfilm employees. This type of service requires a high degree of administrative coordination in terms of route planning, vehicle scheduling and employee work schedules. Ideally, vanpool users should be made up of employees who would tend to drive alone if this service were not available. Conversely, a vanpool service should not supplant existing carpool arrangements.

- b. *Shuttle Service.* A shuttle van or bus service operating from remote parking lots could be effective in reducing project trips on Lucas Valley Road. Mini buses which seat between 25 and 30 passengers should be used. A full-size bus (capacity of 50 plus passengers) shall not be used due to posted warning signs that limit vehicles in excess of 40 feet on Lucas Valley Road in the vicinity of Grady, Big Rock and Skywalker Ranches. Two potential sites for basing employee shuttle operations have been identified, and it should be determined if either one of the following sites, or others in the area, are available:
 - i. Caltrans maintains a park and ride facility located at the southeast quadrant of the Lucas Valley Road/Highway 101 interchange. Park and ride lots are designed to be used by commuters who do not live in areas served by transit. The local park and ride facility provides 211 striped parking stalls, and recent surveys demonstrate that this lot is under utilized.
 - ii. Another potential site for an employee shuttle service is located at the southwest quadrant of the Lucas Valley Road/Highway 101 interchange. This unpaved area is currently used as an informal parking lot presumably by employees and visitors of the business park located off Los Gamos Drive. Further study would be required to determine the maximum number of spaces available. If this site were available for sale or lease, it would require paving, striping and access improvements.

Prior to approval of the first Precise Development Plan that includes the Main Office Buildings on either Grady or Big Rock Ranches and/or the Ancillary Building on Grady Ranch, the CDA -- Planning Division shall verify approval of the transportation-reduction program and compliance with this condition to the Planning Commission. Prior to issuance of the first Certificate of Occupancy, the CDA -- Planning Division shall verify implementation of the required TSM measures, such as establishment of vanpool and/or shuttle bus services, and compliance with this condition.

Tab 11 offers a memorandum regarding the Grady Ranch Transportation Management Plan, which indicates that only an overview is being offered at this time, and that the specifics of the plan will need to be developed and agreed to with the County Staff. The Applicant previously indicated that this item was already submitted with the Big Rock Precise Development Plan application. DPW Traffic Operations will continue to work with the applicant on this issue.

8. **Per ITEM 49 of the MP-UP Conditions of Approval (Transportation and Circulation, # 5.7-7) As part of the first Precise Development Plan application for Grady Ranch, a detailed roadway plan for an eastbound acceleration lane on Lucas Valley Road at the Grady Ranch entrance shall be prepared and submitted for review and approval by the DPW -- Land Use & Water Resources Division. Though not required, a deceleration lane for westbound right-turn traffic and an eastbound left-turn lane are recommended at this entrance due to high prevailing speeds on Lucas Valley Road and related safety issues. Prior to approval of the first Precise Development Plan for Grady Ranch, the DPW -- Land Use & Water Resources Division shall verify approval of the detailed roadway plan for the Grady Ranch entrance and compliance with this**

condition to the Planning Commission.

Applicant has provided this information on sheets C5.1 & C5.2, last revised 11/25/2009. Final plans for the road re-alignment are pending and will be subject to comments from the regional, state and federal agencies reviewing the creek restoration work, which may affect bridge placement and grading plans. However, DPW accepts the conceptual design (lane widths, turning and acceleration lanes) as proposed on sheets C5.1 & C5.2, last revised 11/25/2009.

9. **ITEM 64 of the MP-UP Conditions of Approval** states that *“The total maximum on-site population on both Grady Ranch and Big Rock Ranch shall not exceed an aggregate of 640 employees and overnight guests. Specifically, in applying this on-site population limit, **up to 340 employees and overnight guests on Grady Ranch** and up to 300 employees on Big Rock Ranch are permitted. As used herein, “employees” means all employees of the Applicant, such as office employees for digital film production and contracted employees for various services (e.g., restaurant and landscaping services). “Overnight guests” means the total number of guest units provided on Grady Ranch for clients or guests of Lucasfilm that stay overnight in the guest units. All other persons, including guests (as opposed to overnight guests) or visitors, clients, vendors, and delivery personnel, are not included in on-site population counts. On-site population limitations shall be monitored by reference to company records respecting the total number of employees and overnight guests on site on a daily basis. This information shall be compiled quarterly to provide an accurate profile of the average daily site occupancy during the quarter. Fluctuations in the daily on-site population limits for both ranches may be permitted as long as the fluctuations are not significant and the average daily populations during the quarter do not exceed 340 employees and overnight guests on Grady Ranch and 300 employees on Big Rock Ranch. At the request of the County, the Applicant shall provide a quarterly report to the County of these monitoring records. **The first Precise Development Plan application shall describe the nature of special events that may be held at either the Grady Ranch or Big Rock Ranch facilities, including the purpose, frequency, size, and timing.**”*

And **ITEM 65 of the MP-UP Conditions of Approval** states *“In order to encourage the success of Transportation System Management measures required by Condition 47 herein, the number of parking spaces under the Main Office Buildings on both Grady and Big Rock Ranches **shall be reduced to 306 spaces under the Main Office Building on Grady Ranch** and to 270 spaces under the Main Office Building on Big Rock Ranch. **These reductions assume a 10% daily reduction in single occupant vehicle use to both facilities.** The excess garage area, approximately 15,000 square feet on Grady Ranch and 10,000 square feet on Big Rock Ranch, could be utilized for storage and/or mechanical space.”*

Applicant has calculated a minimum of 259 parking spaces required, but only proposes to provide 202, which reflects a roughly 22% reduction from the number of spaces required. As proposed, the project does not comply with MCC 24.04.340. Per applicant’s statements, no exterior or overflow parking areas will be provided. Part of the TMP shall address what programs are being proposed to warrant this size reduction, as the MP-UP approval discussed reduction of only 10%.

Applicant has not yet demonstrated compliance with stated and federal accessibility requirements for a path of travel from the accessible parking stalls to the nearest elevator or entrance, as required by MCC 24.04.360.

10. **ITEM 72 of the MP-UP Conditions of Approval** states *The following conditions of approval shall be addressed in the Precise Development Plan, as necessary, or be completed or complied with prior to, or in conjunction with, the issuance of a grading permit for a given*

phase of the project:

- a. *Detailed geotechnical investigations shall be conducted and comprehensive reports and analyses shall be prepared.*
- b. *Plans shall be submitted that show all areas of slope instability located inside the proposed development areas, at the proposed dam and reservoir, and along the Lucas Valley Road realignment. Plans shall describe in detail how each area of unstable slope would be repaired.*
- c. *Plans shall be submitted that indicate expansive soil areas and include mitigation measures for such areas under pavements and structures.*
- d. *Detailed grading plans shall be submitted, prepared in accordance with the specifications of the geotechnical reports. Cuts and fills must balance on site. Grading shall be held to the absolute minimum necessary for site preparation and construction.*
- e. *The proposed earthen dam shall be designed in detail and in accordance with the recommendations of a geotechnical report. The design shall include repair of landslides affected by the proposed reservoir and mitigate for potential flooding impacts.*
- f. *Plans shall be submitted that provide details of creek alterations, including hydrology and hydraulic design of the proposed creek line and culvert and creek erosion control plans.*
- g. *A detailed erosion and sedimentation control plan shall be submitted as part of the grading plans for a given phase of the project. This plan shall include the time of year when the site is to be winterized, the specific control measures to be used, and a plan sheet showing the placement of all erosion and sedimentation control devices.*
- h. *If the area of land disturbed by development is more than 5 acres as part of the grading plans for a given phase of the project, than the Applicant shall submit a copy of the Notice of Intent and Storm Water Pollution Prevention Plan required by the San Francisco Bay Basin Regional Water Quality Control Board for coverage under the State General Construction Activity Stormwater Permit.*
- i. *Plans shall be submitted that provide for the geometrical design of roadways, parking areas, drainage improvements, location of the site retaining walls and other relevant improvements.*
- j. *Traffic striping, signs and curb painting shall be provided at appropriate locations.*

These items have not been approved for the Precise Development Plan as the project (grading and creek restoration work) is still subject to comment from region, state and federal agencies.

11. All improvements shall conform to Title 24 of the Marin County Code (MCC) or as approved by DPW and the Fire Department.
12. A Grading Permit, or permits, will be required and shall conform to MCC 23.08, the conditions of approval for this Precise Development Plan, those conditions of approval for the Master Plan re-stated in this document, all other requirements established at the time when such a permit application is submitted, reviewed and issued.

13. Project will require a Creek Permit and/or a Grading Permit from Marin County DPW. Prior to issuance of a Creek Permit or Grading Permit, applicant must provide DPW with copies of permits obtained from the Army Corps of Engineers, the San Francisco Bay Regional Water Quality Control Board, and the California Department of Fish and Game or communication from each agency indicating the project is exempt from requiring permits. It is recommended that the applicant complete a JARPA (joint application used to apply for permits) to the above-mentioned state and federal permitting agencies.
14. Fish passage-design must be consistent with National Marine Fisheries Service and State of CA Dept of Fish and Game guidelines please refer to the following link: <http://www.dfg.ca.gov/fish/Resources/HabitatManual.asp>
15. Bay trees should be considered for in-stream structural complexity where they can be accommodated within larger inset active floodplains.
16. Lucas Valley Road is a County maintained road. Encroachment permits will be required for all work within the Lucas Valley Road right of way. The Road Commissioner/Director of Public Works retains the right to issue or deny an encroachment permit or impose conditions upon issuance of an encroachment permit. In addition, the vesting and permit duration of the Planning Approval shall not be deemed to restrict the rights of the Road Commissioner/Director of Public Works to require, at the applicant's expense, the protection, support, temporary disconnection, relocation or removal of any facility owned, operated or maintained by the applicant approved pursuant to the Department of Public Works authority.
17. All facilities shall be located, constructed, operated, and maintained in the time, place and manner that cause the least interference with the public's use of the public right-of-way as determined by and approved by the Road Commissioner/Director of Public Works. **There shall be continuous and uninterrupted use of Lucas Valley Road during the construction of this project. This information shall be made clear on all construction phasing plans.**
18. Underground utilities and their appurtenants shall conform to MCC 24.04.840.
19. A recorded encroachment permit will be required for any approved structure constructed in the County's right of way.
20. Per MCC 24.04.016, if construction activity, equipment, vehicles and/or material delivery and storage cause damage to any existing facility (e.g., pavement, curb, gutter, sidewalk, landscaping) beyond normal wear and tear, as determined by the agency, then the permittee shall be responsible for the repair of same.
21. The proposed realigned Lucas Valley Road public road right of way shall extend a minimum of ten feet beyond the ultimate edge of pavement per MCC 24.05.020; shall maintain at a minimum the width of the existing right of way, 60 feet; and shall try to be configured with a minimum of straight courses.
22. The Applicant shall offer the approved re-aligned Lucas Valley Road right of way to the County of Marin. The offer shall include the completed bridge, retaining walls, drainage improvements, utility work and drainage improvements. The ultimate transfer of the right of (acceptance by the County) will be subject to the review and approval of: the offer of dedication; the construction documents; the inspection reports and material testing; satisfactory completion of all conditions of approval for

the construction permits, grading and creek permits, and encroachment permits; final paving and striping; etc.

23. The applicant shall dedicate an additional right of way easement to the County in the area of the sharp curve on Lucas Valley Road, bound by the courses L11 to L17 and the existing right of way as depicted on sheet EN4.1, last revised 6/08/2010.
24. The applicant shall provide an interpretation of the chain of title information regarding the underlying fee ownership of Lucas Valley Road. An exhibit delineating the existing right of way and adjacent property boundaries shall be provided. The exhibit shall provide cross reference to all relevant documents describing/interpreting the existing underlying fee ownership for the County to review.
25. The descriptions of the proposed right of way for Lucas Valley Road and the section of this right of way that the applicant would like the County to abandoned, presented in this second transmittal binder under tab 21 are not accepted. The final configuration of the Lucas Valley Road right of way is subject to modifications until all improvements (tributary re-alignment, filling in the creek, bridges, and retaining walls) are approved by all the agencies. Additionally, the County reserves the right to maintain interest in the existing right of way.
26. All proposed work, including grading, shall be confined to the applicant's property, and the county's right of way, as approved. No work or grading shall extend beyond these bounds without written approval from the owners of the impacted parcels.
27. Plans shall indicate if there is an existing driveway or access to the property south of Lucas Valley Road at the location of the proposed 20 foot wide access easement, as depicted on sheet C5.2, revision 2, dated 11/25/2010.
28. The existing Lucas Valley Road Right of Way shall be presented on all plans for clarification.
29. The proposed Lucas Valley Road right of way shall be depicted on all plans for clarification.
30. Plans shall indicate all culverts along property frontage passing under Lucas Valley Road. Provide size, material and invert information as well to evaluate project impacts on these improvements.
31. Per MCC 23.18.093 any construction contractor performing work in the county shall implement appropriate BMPs to prevent the discharge of construction wastes or contaminants from construction materials, tools and equipment from entering a county storm drain system. In addition: all construction plans submitted to the county pursuant to any permit application shall consider the potential for erosion and sedimentation at the construction site and shall comply with county code Sections 24.04.625 and 24.04.627.
32. Erosion control measures shall be installed prior to site disturbing activities, and shall be maintained or modified to remain effective for the duration of the work.
33. Prior to the issuance of any permit (Creek, Grading, Building or Encroachment), the applicant shall provide a Phasing Plan for the re-alignment of Lucas Valley Road, and the associated work. Draft information provided in binder (Tab 4) has not sufficiently answered questions regarding the phasing the of the road construction; the ultimate transfer of the re-aligned road, the new bridge and the retaining wall to the county; and the restoration of the area to the south of the proposed re-alignment (information provided does not appear to address the issues of work on the south side of the proposed re-aligned road and the intent to continue to use this section of Lucas Valley Road

until construction at the site is finished and the new road is surfaced and transferred to the county; re-alignment of S-4 conflicts with the existing Lucas Valley Road). The utility tunnel and associated utilities and meters proposed on C4.2, revision 3, dated 6/8/2010, presented in the fifth transmittal have not been incorporated into these plans, and the proposed location of these improvements conflict with the use of existing Lucas Valley Road. **There shall be continuous and uninterrupted use of Lucas Valley Road during construction, subject to review.**

34. Complete construction phasing, staging and management plans shall be provided to DPW for review and approval prior to the issuance of any permit. Plans shall include the follow items, and shall conform with the Master Plan and Use Permit conditions of approval as listed (these items are also listed as Prior to issuance of Grading Permit or Creek Permit):
- a. Provide a detailed schedule of construction, development and restoration work including phasing of road and bridge construction; grading and installation of creek restoration measures; construction of bridges throughout the site; rough site grading; retaining wall construction and tributary realignment; construction of building and drainage improvements; utility installation; utility tunnel under Lucas Valley Road; utility undergrounding along Lucas Valley Road; final grading, planting and driveway surfacing; final road surfacing, striping and acceptance of re-aligned road by the County.
 - b. Site and off-site management of construction activities, including haul route, information regarding facility to receive off haul material, traffic management plan, erosion and sediment control, equipment access and stockpile locations. Plan should address rough volumes of rock, steel, and other materials required for construction of buildings, retaining walls, wine cave, bridges and rock weirs. Equipment placement and material stock piles shall be reviewed and approved by Geotechnical Engineer.
 - c. Traffic control plans to accompany both encroachment permit applications and site construction management plans.
 - d. Item 4 erosion & sediment control plan
 - e. Item 11 water quality protection measures
 - f. Item 50 dust control measures
 - g. Item 51 noise reduction measures
 - h. Item 53 vegetation management
 - i. Item 54 fire to approve fire prevention measures in place during construction.
35. Per MCC 24.10.005(b) and (c), improvement plans shall be prepared by a registered civil engineer unless this requirement is waived by the director. Plans shall be legible and clearly drawn. They shall be of such a scale, size and detail as to be acceptable to the agency. **All elevations referred to shall be based on the National Geodetic Vertical Datum except that an assumed datum may be used if the entire project is above an elevation of twenty-five feet N.G.V.D.*or at prevailing datum at time of submittal***. Accompanying the plans shall be such engineering data and computations as deemed necessary by the agency to check the adequacy of the proposed improvements and accuracy of the plans. Note that project site is currently depicted in FEMA's FIRM panel06041C286D, which became effective May 4, 2009, and which is based upon the North

American Vertical Datum (NAVD) of 1988.

36. All plans shall provide a project benchmark and datum statement. The datum shall be in NAVD 1988 and tie into the nearest FEMA study area.
37. Separation between water main and sanitary sewer shall comply with California Health and Safety code. MMWD and Las Gallinas Valley Sanitary District shall approve proposed spacing in writing.
38. The final plans for the road/driveway, turnaround area and hydrant placement shall be reviewed and approved by the Fire Department. Written approval shall be provided to the DPW.
39. West Fire Road access at Lucas Valley Road shall have a locked gate and shall only be used for emergency purposes. The responding fire department shall be notified when this access is used.
40. Improvements shall conform to all state and federal accessibility requirements.
41. The County shall offer Traffic Index and comment on proposed structural cross sections of realigned Lucas Valley Road prior to approval of improvement plans.
42. Grady Ranch is in the Northgate Activity Center. Applicant paid Public Transportation Facilities fees in accordance with Marin County Code Chapter 15.07 prior to the construction of Big Rock Ranch. DPW Traffic Operations will continue to work with the applicant on this issue.
43. The following 4 Merit comments are from a memorandum from Amanuel Haile of Traffic Operations dated June 23, 2010 (memo is attached)
 - a. The applicant shall provide more detail in their Transportation Mitigation Plan (TMP) for review and approval prior to issuance of the first significant building permit. The TMP shall include, but is not limited to:
 - Mandatory and enforceable traffic reduction quotes in their plan, such as a contractual agreements signed between the daily and frequent users /staff and the Big Rock/Gary Ranch, to abide by the TMP measures. The applicant should strictly enforce each and every requirement of the TMP for the program to be effective and acquire the desired results
 - List incentives the applicant plans to offer for users who carpool to Grady Ranch such as an easily accessible and central 'rendezvous' carpool, vanpool or bus pickup/drop-off location.
 - The TMP shall set a carpooling rate goal,
 - The TMP shall include demographics (employees and commute distance).
 - The TMP shall address special events programs, program users and maximum number of program users expected. The number of special events shall be included in the TMP.
 - b. The Traffic Management Plan shall be monitored regularly to ensure plan conformance. Annual report on the Plan's effectiveness shall be prepared by an independent professional and provided to County for 10 yrs after building permit final.
 - c. Prior to issuance of building permit, show on plans of locations of loading areas, if any, and any restrictions related to the loading zones.

- d. Prior to issuance of the building permit, show on plans location, number and type of bicycle parking facilities. Each significant employee office building shall have bicycle parking facilities.

Prior to Approval of Improvement Plans or Issuance of a Creek or Grading Permit:

44. All items already presented in Merit Comments which pertain to permits for work in the county right of way, grading and creek restoration work.
45. Prior to issuance of a Creek Permit or Grading Permit, applicant must provide DPW with copies of permits obtained from the Army Corps of Engineers, the San Francisco Bay Regional Water Quality Control Board, and the California Department of Fish and Game or communication from each agency indicating the project is exempt from requiring permits. It is recommended that the applicant complete a JARPA (joint application used to apply for permits) to the above-mentioned state and federal permitting agencies.
46. The applicant shall provide an interpretation of the chain of title information regarding the underlying fee ownership of Lucas Valley Road. An exhibit delineating the existing right of way and adjacent property boundaries shall be provided. The exhibit shall provide cross reference to all relevant documents describing/interpreting the existing underlying fee ownership for the County to review.
47. Applicant shall contact all utility companies to accurately locate and accurately plot all existing and proposed improvements associated with serving this development (accurately locate pull boxes, identify retaining walls that may be required for access or installation, etc.)
48. **Per ITEM 4 of the MP-UP Conditions of Approval** (Geology and Soils, #5.1-2; Hydrology and Drainage, #5.2-2[a] and #5.2-7) ***Prior to issuance of a grading permit for a given phase of the project, a detailed, design-level Erosion Control Plan shall be prepared and submitted for review and approval by the DPW -- Land Use & Water Resources Division. This Plan shall be designed to reduce existing erosion and minimize new opportunities for erosion and off-site transport of eroded soils in stormwater runoff. At a minimum, this Plan shall implement the following measures:***
 - a. *All grading should be restricted to the dry season from April 15 to October 15. Adequate erosion control measures shall be provided on all disturbed areas during the rainy season from October 16 to April 14. All temporary erosion control measures required during the rainy season shall be installed by October 15. Please refer to Condition 24 for further restrictions related to grading during raptor nesting periods.*
 - b. *All exposed, graded slopes shall be seeded (hydroseeded or broadcast with a belly grinder) and protected with a straw or other form of mulch to reduce raindrop impact and rill erosion. On steep slopes, brush wattling shall be used to prevent erosion and provide a stable base for vegetation establishment.*
 - c. *Runoff shall be directed away from all areas disturbed by construction. Temporary sediment basins, sediment ponds, and silt traps and basins shall be constructed where needed during project construction. These sediment retention facilities shall be maintained during construction and, if necessary, upon project completion.*
 - d. *Soil disturbance within Streamside Conservation Areas ("SCAs") shall be discouraged, except for stream restoration work. Where absolutely necessary, soil disturbance in the*

SCAs shall be limited to the smallest surface area and volume practical and for the shortest practical length of time. At road crossings in SCAs, a special effort shall be taken to stabilize soil surfaces. No soil or rock from road construction shall be deposited within an SCA. The use of heavy equipment near drainageways shall be minimized to prevent destruction of the local ecosystem and to prevent addition of sediment to the drainageways.

- e. Any channel restoration or stabilization work involving the introduction of fill into a channel and/or alterations to the existing channel bed and banks may require the acquisition of a fill permit from the U.S. Army Corps of Engineers, water quality certificate from the Regional Water Quality Control Board, and a 1603 Stream Alteration Agreement from the State Department of Fish and Game.
- f. Existing vegetation shall be left undisturbed until actual construction is ready to commence.
- g. The Applicant's hydrologist shall supervise all channel and tributary construction and shall make all decisions involving tree removal at streambank stabilization sites after conferring with a certified arborist, the restoration contractor, and the landscape architect. Trees shall be spared wherever possible and measures shall be taken to enhance the stability of locally threatened streambanks. Where a tree is in imminent danger of collapse or presents a real threat of extensive new bank erosion, removal shall be considered. In any event, the total number of trees removed shall not exceed the total number of trees identified for removal in the project EIR.
- h. All disturbed areas shall be immediately revegetated with native drought-, fire- and freeze-tolerant plants or shall otherwise be adequately protected from both wind and water erosion upon the completion of grading activities.
- i. Other riparian plantings prescribed as part of the channel restoration and stabilization work approved as part of the Landscape and Vegetation Management Plan required herein by Condition 13 shall be undertaken under the guidance of the project landscape architect and hydrologist.
- j. Surface drainage in overbank areas adjacent to graded slopes shall be collected in grass-lined and/or rock-lined swales and diverted to prescribed locations where it can be discharged with adequate energy dissipation to preclude bank erosion and prevent the rill erosion on graded slopes.
- k. Energy dissipaters shall be constructed at all culvert outlets comprising of a mix of Caltrans "light" and quarter-ton rock.
- l. Long-term drainage control shall be managed with suitably designed drainage control systems by sizing interceptor ditches and culverts to handle at least the 100-year design storm.
- m. The operation of vehicles or the riding of horses off of designated roads and trails shall be restricted, except to allow emergency access.

Prior to issuance of a grading permit for a given phase of the project, the DPW -- Land Use & Water Resources Division shall review the Erosion Control Plan and verify compliance with this condition. Measures of the approved Erosion Control Plan shall be incorporated into the grading

permit conditions of approval. The DPW -- Land Use & Water Resources Division will conduct periodic site inspections to verify ongoing compliance with this condition. This condition shall be incorporated into the Precise Development Plan conditions of approval.

49. **Per ITEM 5 of the MP-UP Conditions of Approval (Geology and Soils, #5.1-2; Hydrology and Drainage, #5.2-2[a] and #5.2-7) Prior to final grading inspection for a given phase of the project, the Applicant and the County of Marin shall enter into a Standard Performance Agreement to implement a five-year maintenance and monitoring program for erosion control and channel stabilization and restoration measures approved in the Erosion Control Plan required herein by Condition 4. This monitoring program shall include the following measures:**

- a. *A yearly maintenance inspection of erosion control plantings shall be conducted prior to the onset of each rainy season from October 15 to April 15. Seeded areas that have not achieved a threshold of 60 percent cover shall be reseeded and appropriate surface protection reapplied to prevent the erosion of still exposed ground.*
- b. *All channel stabilization and restoration measures shall be inspected by June 1 of each year of the monitoring period. Any remedial work that may be required shall be reviewed and approved by the DPW and completed by October 15.*

Prior to final grading inspection for a given phase of the project, the DPW -- Land Use & Water Resources Division shall verify compliance with this condition. This condition shall be incorporated into the Precise Development Plan and grading permit conditions of approval.

50. **Per ITEM 6 of the MP-UP Conditions of Approval <C3> (Geology and Soils, #5.1-3) Prior to issuance of grading or building permits for a given phase of the project, a structural engineer with experience in seismic safety shall design all structures to meet minimum Uniform Building Code and Marin County Code standards or better. Potential liquefaction along Miller Creek at Grady Ranch shall be considered through geotechnical borings and testing. Seismic induced loads on the dam and reservoir at Big Rock Ranch shall be considered in the detailed plan for the earthen reservoir dam required herein by Condition 3. Prior to issuance of grading or building permits for a given phase of the project, the DPW -- Land Use & Water Resources Division and the Marin County Community Development Agency ("CDA") -- Building Inspection Division shall verify compliance with this condition. This condition shall be incorporated into the Precise Development Plan conditions of approval.**

51. **Per ITEM 7 of the MP-UP Conditions of Approval (Geology and Soils, #5.1-4) Prior to issuance of a grading permit for grading in asbestos-containing serpentine rock, the Applicant shall prepare and submit a Health and Safety Plan for review and approval by the Bay Area Air Quality Management District ("BAAQMD") in consultation with the Regional Water Quality Control Board ("RWQCB"). This Plan shall be prepared in accordance with California Occupational Safety and Health Agency requirements as described in Title 8, §5192 of the California Code of Regulations. The Plan shall contain the means and methods for controlling and monitoring airborne asbestos including, but not be limited to: a trained inspector shall be required to be on site during excavation to identify serpentine rock; serpentine rock shall be disturbed as little as possible; travel over exposed serpentine areas shall be restricted to only that necessary for excavation; and other measures shall be included that relate to ongoing monitoring. The other measures that relate to ongoing monitoring include the following:**

- a. *Dust control on project haul roads shall be maintained at levels sufficient to prevent*

escape of fugitive dust out of the construction area. This shall be achieved by thorough watering in truck loading areas, vehicle access ramps, and wherever else in the construction area dust would be generated by grading activities. Dust control at active working serpentine faces that contain asbestiform minerals shall be maintained at levels sufficient to prevent escape of fugitive dust off site by frequent watering and close monitoring of wind conditions. If wind conditions make adequate dust control infeasible, construction in the serpentine working face shall be deferred until the wind subsides sufficiently to prevent off-site fugitive dust.

- b. *In the event that asbestiform minerals are discovered, the effectiveness of the asbestos control measures shall be monitored by collection of air samples during grading. Samples shall be collected by a Certified Industrial Hygienist at locations upwind, downwind, and in the construction area. If monitoring shows that exposure limits are exceeded, serpentine material exposed in active working areas shall be subject to further dust control measures, such as covering the exposed material at the end of each work day, sealing exposed serpentine with a stabilizing emulsion, watering the material to minimize wind erosion, or construction in serpentine areas shall be deferred until weather conditions allow the standard to be met.*
- c. *In the event that asbestiform minerals are discovered, air monitoring shall be conducted after grading to identify any on-site sources of airborne asbestos emissions that pose a significant risk. Sources identified as posing a significant risk shall be covered with clean fill and stabilized. Air monitoring shall be conducted after mitigation to verify that the risk has been reduced to a less-than-significant level.*
- d. *If serpentine rock that contains asbestiform minerals is discovered during grading at Big Rock Ranch, water quality testing shall be conducted throughout the grading phase downstream of erosion control measures required herein by Condition 4. If the required erosion control measures fail to contain asbestos in the construction area, testing shall be conducted at Nicasio Reservoir to ensure that the U.S. Environmental Protection Agency and California Primary Maximum Contaminant Level is not exceeded. The water quality testing program shall be subject to review and approval by the RWQCB.*

*All grading permit applications for a given phase of the project shall indicate whether the grading associated with that phase would involve grading in asbestos-containing serpentine rock. **Prior to issuance of a grading permit for grading in asbestos-containing serpentine rock, the BAAQMD and RWQCB shall verify approval of the Health and Safety Plan and compliance with this condition to the DPW -- Land Use & Water Resources Division. The BAAQMD and RWQCB will conduct periodic site inspections during project grading to verify ongoing compliance with this condition. This condition shall be incorporated into the Precise Development Plan conditions of approval.***

- 52. **ITEM 8 of the MP-UP Conditions of Approval (Geology and Soils, #5.1-5, #5.1-6 and #5.1-7) *Prior to issuance of a grading permit for a given phase of the project, the DPW -- Land Use & Water Resources Division shall verify that recommendations of the approved design-level geotechnical investigation have been incorporated into the grading plans. The DPW -- Land Use & Water Resources Division will conduct periodic site inspections to verify ongoing compliance with recommendations of the design-level geotechnical investigation.***
- 53. **Per ITEM 11 of the MP-UP Conditions of Approval *Prior to issuance of a grading permit for a given phase of the project, the Applicant shall implement the following water quality***

protection measures:

- a. *If required, the Applicant shall obtain coverage under the General Construction Activity Storm Water ("GCASW") permit for construction-related storm water discharges from the State Water Resources Control Board. Provisions of the GCASW permit would prohibit increases in off-site sedimentation or turbidity within receiving waters during project construction.*
- b. *If required, the Applicant shall obtain a National Pollutant Discharge Elimination System ("NPDES") non-point source pollution control permit from the Regional Water Quality Control Board ("RWQCB").*
- c. *Best Management Practices ("BMPs") shall be incorporated into a long-term site management program to remove non-point source pollutants in stormwater runoff. At a minimum, oil and grease traps shall be installed, where needed, in the storm drain systems that serve the parking areas to remove accumulated petrochemical contaminants. Traps shall be installed, where needed, at selected gutter inlets along access roads. Other BMPs may be implemented in accordance with compliance provisions of the RWQCB in order to obtain a NPDES non-point source pollution control permit. A long-term maintenance schedule for the oil and grease traps shall be developed in consultation with the RWQCB and the DPW -- Land Use & Water Resources.*
- d. *A road and parking area cleaning and sweeping program shall be developed to ensure the proper removal and disposal of accumulated petrochemical contaminants, particularly in the parking areas.*
- e. *Storage tanks and other hazardous material sites shall be monitored in accordance with applicable County and State regulations.*
- f. *In conjunction with the Erosion Control Plan required herein by Condition 4, grading permits shall include a Surface Runoff Pollution Control Plan that addresses both interim (during construction) and final (post construction) control measures. The specific measures to be utilized shall be subject to the review and approval of the DPW -- Land Use & Water Resources Division and shall be in general accordance with the current "Surface Runoff Pollution Control Plan for the Cities and County of Marin." The Plan should also be reviewed by the RWQCB for comment.*

*The Applicant shall submit copies of any approved GCASW permit and NPDES permit (if required) to the DPW -- Land Use & Water Resources Division. Monitoring of water pollution control measures required under these permits would be conducted as specified in the permit approvals. **Prior to the issuance of a grading permit for a given phase of the project, the DPW -- Land Use & Water Resource Division shall review the Surface Runoff Pollution Control Plan and grading plan to verify compliance with this condition. The DPW -- Land Use & Water Resources Division will conduct subsequent site inspections to verify that required water quality protection measures have been implemented in conformance with approved plans. This condition shall be incorporated into the Precise Development Plan conditions of approval.***

54. **Per ITEM 14 of the MP-UP Conditions of Approval** (Biological Resources, #5.3-1[a]) & (Biological Resources, #5.3-1[b]) *It is anticipated that the project would be developed in given phases. It is likely that grading for the entire development area of each site would occur when either Grady Ranch or Big Rock Ranch is developed to stabilize unstable slopes and provide fill for the proposed*

berms and dam, though not all buildings would be constructed at that time. Accordingly, all project-related grading and landscaping shall be done in the shortest time feasible to minimize erosion and visual impacts. **Prior to final grading inspection and/or issuance of a Certificate of Occupancy for a given phase of the project, whichever occurs first, the Applicant and the County of Marin shall enter into a Standard Performance Agreement to implement a five-year monitoring program by a qualified biologist for landscaping approved in the Landscape and Vegetation Management Plan required herein by Condition 13.** This monitoring program shall include the following additional measures:

- a. Graded slopes and areas disturbed as part of the project shall be monitored to prevent establishment and spread of French and Scotch broom. The monitoring program shall include annual late winter removal of any rooted plants when soils are saturated and cutting back of any remaining flowering plants in the spring before seed begins to set in late April.
- b. Provisions for maintenance of landscaping and revegetation of graded slopes shall be specified with replacement plantings and seeding to ensure re-establishment of vegetation cover.

Prior to final grading inspection and/or issuance of a Certificate of Occupancy for a given phase of the project, whichever occurs first, the CDA -- Planning Division shall verify compliance with this condition. This condition shall be incorporated into the Precise Development Plan conditions of approval.

55. **Per ITEM 19 of the MP-UP Conditions of Approval (Biological Resources, #5.3-2[d])** It is anticipated that the project would be developed in given phases. It is likely that grading for the entire development area of each site would occur when either Grady Ranch or Big Rock Ranch is developed to stabilize unstable slopes and provide fill for the proposed berms and dam, though not all buildings would be constructed at that time. Accordingly, all project-related grading and tree replacement landscaping shall be done in the shortest time feasible to minimize erosion and visual impacts. **Prior to final grading inspection and/or issuance of a Certificate of Occupancy for a given phase of the project, whichever occurs first, the Applicant and the County of Marin shall enter into a Standard Performance Agreement to implement a five-year monitoring program for tree replacement landscaping.** Any mature salvaged trees with trunk diameters of 12 inches or greater (measured at 4.5 feet above grade) that die within this time period shall be replaced at the respective 5 to 1 or 3 to 1 ratios required herein by Condition 19. Any salvaged young trees and saplings (trees with trunk diameters of less than 12 inches), locally-collected and grown seedlings, or nursery stock plantings lost within this time period shall be replaced at a 1 to 1 ratio on an annual basis. **Prior to final grading inspection and/or issuance of a Certificate of Occupancy for a given phase of the project, whichever occurs first, the CDA -- Planning Division shall verify compliance with this condition. This condition shall be incorporated into the Precise Development Plan conditions of approval.**

56. **Per ITEM 24 of the MP-UP Conditions of Approval (Biological Resources, #5.3-6[b])** **Prior to issuance of a grading permit for a given phase of the project, a pre-grading raptor nest survey report shall be prepared and submitted by a qualified biologist for review and approval by the CDA -- Planning Division if grading would occur during raptor nesting periods (January 15 through August 14).** Trees containing active raptor nests within the limits of grading shall be avoided and retained until young birds are able to leave the nest (i.e., fledge) and forage on their own. Avoidance shall be accomplished either by scheduling grading and tree removal during the non-nesting period (August 15 through January 14), or if this is not feasible, by

conducting the pre-grading survey for active raptor nests. If grading is scheduled during the nesting period, the biologist -- approved by the County and paid for by the Applicant -- shall conduct the pre-grading raptor survey to confirm the presence or absence of active nests in the vicinity of proposed grading. If any active nests are present, species-specific recommendations shall be prepared by the biologist and implemented to prevent abandonment of the active nest. At a minimum, grading or other disturbance within 300 feet of the nest shall not be permitted until the biologist has confirmed that the young raptors have fledged and are self-reliant foragers. As necessary, representatives of the California Department of Fish and Game and the U. S. Fish and Wildlife Service shall be consulted regarding appropriate construction restrictions, building setbacks, landscape screening and other methods to ensure compliance with the Migratory Bird Treaty Act and the State Fish and Game Code. **Prior to issuance of a grading permit for a given phase of the project, the CDA -- Planning Division shall verify compliance with this condition. Recommended measures of the report shall be incorporated into the grading permit conditions of approval. This condition shall be incorporated into the Precise Development Plan conditions of approval.**

57. **Per ITEM 38 of the MP-UP Conditions of Approval** (Archaeological and Historical Resources, #5.6-4) *If archaeological resources are discovered during site grading, all work shall be stopped immediately in the general area of the find. A qualified consulting archaeologist, approved by the County and paid for by the Applicant, shall assess the resource site and submit a written report to the CDA -- Planning Division. The report shall evaluate the significance of the find and recommend a course of action acceptable to all concerned parties. If mitigation is required, the first priority shall be for avoidance and preservation of the resource. If avoidance is not feasible, an alternative plan that may include excavation shall be prepared. All such procedures shall be conducted within the context of Appendix K of the State CEQA Guidelines and by the California Office of Historic Preservation. The Native American community shall be consulted on all aspects of the mitigation program. Compliance with all State laws regarding impacts to prehistoric Native American burials shall be strictly enforced. Work within the general vicinity of the find shall not recommence without the approval of the CDA -- Planning Division. All future development of the site must be consistent with the findings and recommendations of the archaeological report as approved by the CDA -- Planning Division. If the report identifies significant resources, amendment of the permit may be required to implement mitigation measures to protect the resources. If any resources are discovered, monitoring measures recommended in the archaeologist report shall be implemented to protect the discovered resources. **Prior to issuance of grading permits, the CDA -- Planning Division shall verify that the grading plan specifications comply with this condition. This condition shall be incorporated into the Precise Development Plan and grading permit conditions of approval.***
58. **Per ITEM 50 of the MP-UP Conditions of Approval** *Prior to issuance of a grading permit for a given phase of the project, the Applicant shall incorporate the following dust control measures into the grading plan specifications:*
- a. *Grading or other dust-producing construction activities shall be suspended during periods of high winds when dust control is not effective.*
 - b. *Graded soils shall be watered twice daily, and more often on days when winds exceed 10 to 15 miles per hour. An appropriate dust palliative or suppressant, added to the water before application, shall be utilized. In order to promote water conservation, recycled and reclaimed water should be used for dust control whenever possible.*
 - c. *Equipment and personnel for watering of all graded soils shall be provided on site as*

needed.

- d. *Stockpiles of debris, soil, sand or other materials that can be blown by the wind shall be watered or covered.*
- e. *The construction area and adjacent streets shall be swept to minimize the amount of mud and dust carried onto street surfaces by construction vehicles.*
- f. *The speed of construction vehicles shall be limited to 15 miles per hour while on site.*
- g. *When grading activities cease, completed cuts or graded areas shall be seeded, covered, landscaped, paved, and/or watered with an appropriate dust palliative or suppressant added to the water as soon as possible to avoid leaving disturbed earth uncovered.*
- h. *If trucks haul soils to or from the site, the trucks shall be covered with a solid tarp, or equivalent material, to prevent dust from becoming airborne during transport.*
- i. *In adverse, high-wind conditions where the sustained wind velocity is at or above 25 miles per hour during the dry season, or if dust control measures required herein are not effective, grading shall cease immediately until winds subside sufficiently to control fugitive dust. Dust control measures are considered not effective when there is a visible dust plume.*

Prior to issuance of a grading permit for a given phase of the project, the DPW -- Land Use & Water Resources Division shall verify approval of the grading plan specifications and compliance with this condition. The DPW -- Land Use & Water Resources Division and/or the Bay Area Air Quality Management District will conduct periodic site inspections to verify ongoing compliance with this condition. This condition shall be incorporated into the Precise Development Plan and grading permit conditions of approval. (Air Quality, #5.8-1)

59. Per ITEM 51 of the MP-UP Conditions of Approval (Noise, #5.9-1) *Prior to issuance of a grading permit for a given phase of the project, the Applicant shall incorporate the following noise reduction measures into the grading plan specifications:*

- a. *All powered construction equipment used shall be maintained in good operating condition and internal combustion engines shall be equipped with intake and exhaust mufflers.*
- b. *Powered construction equipment shall be turned off when not in use.*
- c. *The Applicant shall notify the County and adjacent, off-site property owners within 800 feet of grading and impact tool use (such as pile driving) for the eastern-most berm or Main Office Building on Grady Ranch. The notice shall be provided at least 72 hours before the grading or impact tool use commences, and the notice shall describe the work to occur, equipment to be used, and the expected hours and duration of tasks.*
- d. *Grading and impact tool use for the eastern-most berm or Main Office Building on Grady Ranch shall be limited to the hours of 8:00 a.m. to 5:00 p.m., Monday through Friday, unless the Applicant can demonstrate that the activity will not generate excessive noise levels on the adjacent Wetsel property (APN 164-310-06) or on properties in Lucas Valley Estates to the east, or unless permission is granted by the affected property owners for extended hours. While unlikely, if other sources of construction noise are demonstrated to*

exceed 60 dBA at residential properties, then the time limits above shall apply to these activities as well. All other construction activities shall be limited to the hours of 7:00 a.m. to 6:00 p.m., Monday through Saturday. No construction activities shall be permitted on Sundays or Federal holidays. Transportation of heavy equipment to and from the project site shall not be permitted on Saturdays, Sundays or Federal holidays.

- e. If complaints are received regarding construction noise, the County may require a noise specialist to take noise readings at the affected sites. The noise specialist, approved by the County and paid for by the Applicant, shall assess noise impacts at the affected sites and recommend, if appropriate, additional noise reduction measures to the CDA -- Planning Division for review and approval. If approved, the additional noise reduction measures shall be implemented immediately by the Applicant.

Prior to issuance of a grading permit for a given phase of the project, the DPW -- Land Use & Water Resources Division shall verify approval of the grading plan specifications and compliance with this condition. The DPW -- Land Use & Water Resources Division will conduct periodic site inspections to verify ongoing compliance with this condition. This condition shall be incorporated into the Precise Development Plan and grading permit conditions of approval.

- 60. **Per ITEM 53 of the MP-UP Conditions of Approval (Public Services -- Fire and Emergency Medical Services, #5.10-4[c])** **Prior to issuance of a grading permit for a given phase of the project, the Applicant shall develop a Vegetation Modification Plan and a Vegetation Management Plan in consultation with the Marin County Fire Department.** A Vegetation Modification Plan outlines a program for the initial thinning or removal of flammable vegetation, while a Vegetation Management Plan outlines an on-going annual vegetative maintenance program. At a minimum, the Plans shall address on-site fire hazards based upon fuel load, slope, aspect, topography, and other factors, and shall determine priority problem areas on site where fire safety measures shall be emphasized. The Plans shall be reviewed and approved by the Marin County Fire Department. **Prior to issuance of a grading permit, the Marin County Fire Department shall verify approval of the Vegetation Modification and Management Plans and compliance with this condition to the CDA -- Planning Division. The Marin County Fire Department will conduct periodic site inspections to verify ongoing compliance with this condition. This condition shall be incorporated into the Precise Development Plan conditions of approval.**

- 61. **Per ITEM 54 of the MP-UP Conditions of Approval (Public Services -- Fire and Emergency Medical Services, #5.10-4[d])** **Prior to issuance of a grading permit for a given phase of the project, the Applicant shall develop a plan for fire prevention measures to be implemented during project grading and construction.** The fire prevention measures shall be developed in consultation with the Marin County and Marinwood Fire Departments and shall be incorporated into the grading plan specifications. The fire prevention measures shall include, but not be limited to, the following:
 - a. The Applicant shall provide water trucks or other appropriate water sources on site during project construction during times of wildfire danger. The number, type, and availability of trucks or other water sources necessary shall be determined by the Marin County and Marinwood Fire Departments.
 - b. A cellular phone or other communication device shall be located on site and clearly identified at all times during project construction.

- c. *On-site fire response equipment, such as fire extinguishers, water sources, cellular phones or other communication devices, etc., shall be maintained and clearly marked at each construction area.*
- d. *The Applicant shall ensure that all construction workers are trained in the use of on-site fire response equipment and workplace safety measures.*

Prior to issuance of a grading permit for a given phase of the project, the Marin County and Marinwood Fire Departments shall verify approval of the fire prevention measures and compliance with this condition to DPW -- Land Use & Water Resources Division. Approved fire prevention measures shall be incorporated into the grading permit conditions of approval. The DPW -- Land Use & Water Resources Division will conduct periodic site inspections to verify ongoing compliance with this condition. This condition shall be incorporated into the Precise Development Plan conditions of approval.

62. Per Ordinance No. 3486 amending MCC 24.04.067, Storm Water Pollution Prevention Plan:

- b) In addition to the county requirements, a project may require coverage under the general construction activity stormwater permit issued by the State Water Resources Control Board (SWRCB). If required, then a notice of intent (NOI) must be filed with the SWRCB for said coverage and a copy of the NOI and the SWPPP must be submitted to DPW prior to issuance of a county permit for construction.
- (c) Construction-phase temporary BMPs include erosion and sediment controls and pollution prevention practices. Erosion control BMPs may include, but are not limited to, scheduling and timing of grading activities, timely revegetation of graded slopes, the use of hydroseed and hydraulic mulches, and installation of erosion control blankets. Sediment control may include properly sized detention basins, dams, or filters to reduce entry of suspended sediment into the storm drain system and watercourses, and installation of construction entrances to prevent tracking of sediment onto adjacent streets. Pollution prevention practices may include designated washout areas or facilities, control of trash and recycled materials, tarping of materials stored on site, and proper location of and maintenance of worker sanitary facilities. The combination of BMPs used, and their execution in the field, must be customized to the site using up-to-date standards and practices. The agency will provide references to current guidance manuals and BMP information on request.
- (d) Financial security may be required to insure that temporary measures to control stormwater pollution prevention are implemented and maintained during construction and after construction for a period determined by the agency. Financial security shall consist of an irrevocable letter of credit, cash deposit, or performance bond as determined by the agency.
- (e) Where required by the nature and extent of a proposed project and where deemed appropriate by the agency, a project shall include a stormwater control plan section within the SWPPP. The stormwater control plan shall address permanent BMPs that control pollutant sources, treat runoff, and control the rate and duration of runoff that meet the criteria in the most recent version of the Guidance Manual (as defined in Section 23.18.030) and the applicable development runoff requirements of Chapter 23.18. Permanent BMPs may include but are not limited to, site and drainage design features that route runoff from roofs and paved surfaces to landscaped areas, engineered bioretention facilities, roofs over areas where vehicles are washed or repaired, and facilities for

cleaning equipment such as mats used in restaurant kitchens. The Guidance Manual contains specific guidance applicable to the project category.

(f) Where required by the nature and extent of a proposed project and where deemed appropriate by the agency, the project shall have a stormwater facilities operation and maintenance plan describing the maintenance responsibilities, practices, and schedules as required in Chapter 23.18 and in the Guidance Manual.

(g) If a project applicant is required to include permanent BMPs (including Structural or Treatment control BMPs) in project plans, the applicant shall provide verification of maintenance provisions through such means as may be appropriate, including, but not limited to, legal agreements, covenants, and project conditions of approval, as determined by the agency.

63. The plans must be reviewed and approved by a Registered Soils Engineer or a Registered Civil Engineer with soils expertise. Proof of the same may be by the engineer's stamp and signature on the plans or by letter.
64. All pertinent warranties, performance and monument bonds shall be collected prior to issuance of grading, creek, encroachment or building permits.
65. All applications (improvement plans, creek permits, grading permits, encroachment permits, building permits) shall be subject to approval and conditions of the responding fire district.

No comments will be offered at this time regarding items to be addressed "Prior to Issuance of Building Permit".

DPW Preliminary Environmental Comments:

1. The proposed creek restoration plans are significantly different from the plans evaluated for the certified EIR prepared for the Master Plan and Use Permit. The impacts of this plan have not been evaluated. Impacts to consider should include, but not be limited to, the impacts on the aquifer, channel impacts, proposed creek functions versus existing function, fish passage, the impacts down stream (flow timing, flow volumes, sediment load, etc.), and grading volumes (off-haul). The placement of non-alluvial soils into a creek should be evaluated.
2. Current application indicates a larger volume of material to be hauled off site than that evaluated in the certified EIR prepared for the Master Plan and Use Permit.
3. Proposed extent of grading appears to exceed what was proposed for the certified EIR prepared for the Master Plan and Use Permit. The impacts of this have not been evaluated, nor has the geotechnical evaluation made statements regarding Master Plan – Use Permit Condition of Approval #8.d.
4. The plans provided indicate that the proposed grading and creek restoration work will be modifying the 100 year flood plain (sheet C8), both raising and expanding it on site. The impacts of this, both on site and downstream of the project, shall be evaluated.
5. The proposed filling in the area south of the proposed Lucas Valley Road re-alignment, and the re-alignment of tributary S-4 are new to this submittal. The impacts of these proposed grading elements, and modifications to existing drainage patterns, have not been evaluated.

6. The most recent transmittal includes a 6 foot diameter utility tunnel to be constructed under the re-aligned Lucas Valley Road, with meters and access in the existing Lucas Valley Road right of way, south of the proposed re-aligned road. The impacts of staging and constructing this tunnel have not been evaluated. Alternate locations and alignments should be considered.
7. The current application proposes a new retaining wall along the west bound side of existing Lucas Valley Road. This element is new to this submittal and the impacts of this have not been evaluated.
8. The current application proposes a retaining wall on the east side of the re-aligned Lucas Valley Road. This feature was not proposed in the Master Plan and Use Permit, and the impacts of this improvement shall be evaluated.
9. The current application is proposing a total of 10 bridges (one if temporary for construction). This is more than evaluated in the certified EIR prepared for the Master Plan and Use Permit. The impacts of these features in and adjacent to watercourses may not have been fully evaluated.
10. Current application proposes a wine tunnel to be installed through an existing hillside. This aspect was not presented in the Master Plan and Use Permit application, and the impacts of this feature have not been evaluated.
11. The water stage may not have been proposed in the Master Plan and Use Permit phase. The water demands and stormwater impacts of this feature have not been evaluated.
12. The complete construction management and construction phasing plans is extensive and may need to be considered as a separate project, reviewed and approved prior to the issuance of any grading or creek permit, due to the temporary bridge to the temporary parking area, the construction of a temporary emergency access onto Lucas Valley Road, the areas of disturbance for the temporary parking area and scale of development for the site.
13. The draft construction management plan shows a temporary bridge and a temporary emergency exit onto Lucas Valley Road. The impacts of these temporary construction measures have not been evaluated.
14. The current application proposes 202 parking spaces, a 22% reduction from what is required by MCC 24.04.380, per the applicant's calculations. The impacts of this reduced number of parking spaces has not been fully supported or evaluated.
15. The current application has not offered and discussed the water budget for the project/property, nor has it presented an analysis of alternatives.
16. The current application has not characterized the existing groundwater/aquifer conditions, and has not discussed the potential impacts of the proposed project on this resource.
17. Item 6.1.3.1 in Geotechnical report mentions using chemical stabilization (such as lime treatment) during the rainy season. Applicant shall address the potential impacts of this type of stabilization on the water resources.
18. Per the Marin County Bicycle and Pedestrian Master Plan, applicant shall explore the feasibility of improving Lucas Valley Road to provide a Class II or Class III bicycle lane or shoulder.

19. DPW may require, at the expense of the applicant, to have the technical reports associated with the proposed creek work peer reviewed. The peer review would be to determine whether the information is acceptable, adequate and thorough enough to identify any potential significant environmental impacts, and that the proposed work mitigates any significant potential impacts to less than significant.
20. The following Environmental comments are from a memorandum from Amanuel Haile of Traffic Operations, dated June 23, 2010 (attached):

The traffic report raise concerns that comparisons made in the traffic report were of the consistent and that any project changes from the previously approved project are clearly stated. Specifically,

- a. The Traffic Report under "Potential Impacts and Mitigation Measures" indicates a LOS improvement compared to 1995 EIR, for all of the Project PM Peak Hour LOS and Delays (See Table 8). However, all factors leading to LOS analysis (from 1993 EIR) such as ADT and number of employees in the proposed development and the current ADT (2009 Parisi) remained the same.
- b. The trip generation section of the traffic report used a non standard method to calculate trips. Comparing the forecast to one sample at one point in time that of Skywalker Ranch's current vehicle - trip generation estimate, resulting in a lower trip generation estimates than using other standard methods such as ITE Trip generation.
- c. The Traffic Report under Comparison of Impact and Mitigation Measures for Study Intersections states that, at Grady Ranch main entry road, the mitigation measures from 1995 EIR is not warranted based on the comparable LOS (2010 Parisi);
 - i. Eastbound acceleration not warranted based on comparable LOS B,
 - ii. Eastbound left turn lane into the entrance not warranted and ,
 - iii. Westbound deceleration lane not warranted based on comparable LOS B and with the realignments of the Lucas Valley Road providing adequate sight distance to motorists approaching the low volume of vehicles making left and right turns.
 - iv. The 1995 EIR, Impacts and Mitigation 5.7- 6 states that the 85th percentile speed at the entrance was 50 mph with LOS of "E". The EIR states that entrance treatments such as deceleration and acceleration lanes are warranted considering due to the high prevailing speed, high collision history and a much lower LOS of "E".

We suggest that CDA consider a Peer Review of the traffic study for the above points. No additional field data is needed. In addition, as part of the environmental review, a general review of the previous EIR traffic and congestion improvements should be made to broaden and provide greater flexibility for the possibly road improvements along the Lucas Valley Road corridor between Highway 101 interchange and the project site using the existing or remaining traffic mitigation funds.

Enclosed are comments received by staff in response to this application. Please note the comments on the merits of the project. These are normally referenced in the merits stage of project review, and included later as conditions of project approval.

Please call Ben at (415) 499-3658 or Neal at (415) 499-7173, or send an e-mail to bberto@co.marin.ca.us and nosborne@co.marin.ca.us you have any questions about the status of your application. If neither one of us can take your call for some reason, please leave a message on voicemail.

Sincerely,

Ben Berto
Principal Planner

Neal Osborne
Planner

Attachments:

1. Memoranda from Marin County Department of Public Works, 7/1/10, 6/23/10
2. Memoranda from Marin County Environmental Health Services, 6/11/10, 6/24/10, 6/28/10
3. Memorandum from Marin County Department of Parks and Open Space, 12/17/09
4. Letter from Las Gallinas Valley Sanitary District, 6/2/10
5. Letter from Caltrans, 4/5/10
6. Letter from U.S. Army Corps of Engineers, 12/23/09

CC (via e-mail, if known, or U.S. Postal Service):

Thomas Forster, LucasFilm, Ltd. (with Attachments)
John Wynne, LucasFilm, Ltd. (with Attachments)
Georgia McDaniel, CSW/Stuber-Stroeh Engineering Group (with Attachments)
Susan Adams, 1st District Supervisor
Steve Kinsey, 4th District Supervisor
Brian Crawford, CDA Director
Tom Lai, CDA Deputy Director
Dana Armanino, CDA Green Business Program
Cara E. Zichelli, DPW Land Use and Water Resources Division
Amanuel Haile, DPW Traffic Operations
Liz Lewis, DPW Watershed Program
Terri Fashing, DPW Stormwater Pollution Prevention Program
Michael Frost, DPW Waste Management and CUPA
Cristina Torresan, Department of Parks and Open Space
Leelee Thomas, CDA Affordable Housing
Scott Alber, Marin County Fire Department
Peter Banning, Marin County Local Agency Formation Commission
Dain Anderson, Marin Municipal Water District
Tanya Sandberg, Marin Municipal Water District
Thomas Roach, Marinwood Fire Department
Mark R. Williams, Las Gallinas Valley Sanitary District
Connery Cepeda, Cal-Trans
Sahrye Cohen, U.S. Army Corps of Engineers
Pacific Gas and Electric Company
Interested Parties



DEPARTMENT OF THE ARMY
SAN FRANCISCO DISTRICT, U.S. ARMY CORPS OF ENGINEERS
1455 MARKET STREET
SAN FRANCISCO, CALIFORNIA 94103-1398

DEC 23 2009

DEC 30 2009 PM 12:50 Planning

Regulatory Division

SUBJECT: File Number 2009-00181

Marin County Community Development Agency
Attn: Neal Osborne
3501 Civic Center Drive
Room 308
San Rafael, California 94903-4157

Dear Mr. Osborne

This letter is written in response to a request for comments on the Application Materials concerning your project, Grady Ranch, as described in the notice from the Marin County Community Development Agency received by the Army Corps of Engineers on December 7, 2009. Your project is located near Miller Creek and Grady Creek at 2828 Lucas Valley Road (APNs 164-310-15, 164-310-17, 164-310-19) in Nicasio, Marin County, California. Since this activity may involve a discharge of fill material into waters and/or wetlands and, therefore, impact a water of the U.S.; the Corps of Engineers will need to review those portions of your project.

All proposed discharges of dredged or fill material into waters of the United States must be authorized by the Corps of Engineers pursuant to Section 404 of the Clean Water Act (CWA) (33 U.S.C. Section 1344). Waters of the United States generally include tidal waters, lakes, ponds, rivers, streams (including intermittent streams), and wetlands.

Your proposed work appears to be within our jurisdiction and a permit will be required for your project. Application for Corps authorization should be made to this office using the application form in the enclosed pamphlet. To avoid delays it is essential that you enter the File Number at the top of this letter into Item No. 1 of the application. The application must include plans showing the location, extent and character of the proposed activity, prepared in accordance with the requirements contained in this pamphlet. You should note, in planning your project, that upon receipt of a properly completed application and plans, it may be necessary to advertise the proposed work by issuing a Public Notice for a period of 30 days.

Our Nationwide and Regional General Permits have already been issued to authorize certain activities provided specific conditions are met. Your completed application will enable us to confirm that your activity is already authorized. You are advised to refrain from starting your proposed activity until we make a determination that the project is covered by an existing permit.

Commencement of work before you receive our notification will be interpreted as a violation of our regulations.

A jurisdictional survey should be illustrated on a scaled topographic map or site plan. When this document is forwarded with the application, the Corps staff will validate and authenticate the limits of Corps jurisdiction. While it is not necessary to confirm all boundary points, the Corps will verify the jurisdictional boundary along one or more transects and may visit random intermediate points. If wetlands comprise a portion of the Corps jurisdiction on your property, the 1987 Corps Wetland Delineation Manual with amendments should be used to identify the limits of our jurisdiction. Contact the Corps representative identified below for current guidance regarding wetland jurisdictional delineation requirements. (The Corps Wetland Delineation Manual - Technical Report Y-87-1, Document #ADA 176 734, can be obtained from NTIS, Attn: Order Dept., Springfield, VA 22161. The cost is \$26.00 plus \$3.00 shipping and handling. For more information call (703) 487-4650.)

Corps staff will do the jurisdictional mapping, if you so choose. But due to the current project backlog, it may take several months to complete the necessary field work. Many consultants now offer expertise in Corps jurisdictional and permitting requirements, including alternative analysis. It is generally prudent to involve such expertise when developing plans for activities that may require a Corps permit. It is also prudent to check the consultant's references and demonstrated expertise.

The Corps also suggests that you contact the appropriate Regional Water Quality Control Board and California Department of Fish and Game Office to ensure they review your project relative to their permitting requirements for activities that may impact aquatic resources.

Should you have any questions regarding this matter, please call Sahrye Cohen of our Regulatory Division at 415-503-6779. Please address all correspondence to the Regulatory Division and refer to the File Number at the head of this letter.

Sincerely,

Handwritten signature of Jane M. Hicks in cursive script.

Jane M. Hicks
Chief, Regulatory Division

Enclosure

Copies Furnished:

CA DFG, Yountville, CA
CA RWQCB, Santa Rosa, CA

DEPARTMENT OF TRANSPORTATION

111 GRAND AVENUE
P. O. BOX 23660
OAKLAND, CA 94623-0660
PHONE (510) 622-5491
FAX (510) 286-5559
TTY 711



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April 5, 2010

APR 7 2010 PM 2:30 Planning

MRN-101-14.70
MRN101417

Mr. Ben Berto
Marin County Community Development
3501 Civic Center Drive, Room 308
San Rafael, CA 94903

Dear Mr. Berto:

Grady Ranch (Skywalker Properties, Ltd) – Transportation and Circulation Update

Thank you for continuing to include the California Department of Transportation (Department) in the environmental review process for the proposed project. We have reviewed the Transportation and Circulation Update and have the following comments to offer.

Highway Operations

The project applicant has already paid “fair share” mitigation fees for the US-101 Southbound (SB) Ramps / Los Gamos Road improvements, as well as the additional left turn lane at US-101 Northbound (NB) Ramps. Please note that the highway improvements should be in place before the opening of the development.

Traffic

- 1) Please address the project generated traffic impacts on the US-101/ Miller Creek Road intersection.
- 2) Please provide an exhibit that illustrates the existing peak hour turning volumes at all intersections in the study area.
- 3) Please provide an exhibit that illustrates the existing plus project peak hour volumes at all intersections in the study area.

Should you require further information or have any questions regarding this letter, please contact Jose Olveda of my staff at (510) 286-5535.

Sincerely,

LISA CARBONI
District Branch Chief
Local Development – Intergovernmental Review