

Planning Commission Resolution 2022-06**A RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF HEALDSBURG APPROVING AN AMENDMENT TO THE MASTER CONDITIONAL USE PERMIT FOR THE MILL DISTRICT PROJECT LOCATED AT 146 AND 164 HEALDSBURG AVENUE (CONDITIONAL USE PERMIT AMENDMENT CUP 2017-12.01)**

WHEREAS, on April 24, 2018, and January 8, 2019, the Planning Commission conducted properly noticed public hearings on the Mill District Project ("Project"), reviewed written and oral staff reports, took testimony and received into the record all pertinent documents related to the Project, and approved a Master Conditional Use Permit for the Project ("CUP 2017-12"); and

WHEREAS, the City of Healdsburg ("City") has received an application from Replay Healdsburg, LLC, requesting approval of an amendment to CUP 2017-02 to allow a two-phase design review process for development on Lot 1 and to address potential future restaurant uses on Lot 1; and

WHEREAS, on April 26, 2022, the Planning Commission conducted a properly noticed public hearing on the Project, reviewed written and oral staff reports, took testimony and received into the record all pertinent documents related to the requested amendment to CUP 2017-12; and

WHEREAS, the project site is located within a geographic area for which the City previously prepared and adopted the Central Healdsburg Avenue Plan ("CHAP"); and

WHEREAS, prior to the City's approval of the CHAP, an Environmental Impact Report (EIR) was prepared pursuant to the California Environmental Quality Act (Pub. Res. Code § 21000, et seq.) ("CEQA"), and certified by the Healdsburg City Council on January 21, 2014 (State Clearinghouse No. 2012112011), which analyzed the environmental impacts of buildout under the CHAP; and

WHEREAS, the environmental review for the Project relied upon the certified EIR for CHAP which was prepared pursuant to the CEQA, and certified by the Healdsburg City Council on January 21, 2014. An Environmental Checklist and a Certificate of Determination prepared for the Project, which can be found in the Planning Department's files for the Project at 401 Grove Street, Healdsburg, CA 95448, each concluded that:

1. The Project would not result in any significant impacts that: (1) are peculiar to the Project or Project site; (2) were not identified as significant project-level, cumulative, or off-site effects in the CHAP EIR; or (3) were previously identified significant effects, which as a result of substantial new information that was not known at the time that the CHAP EIR was certified, are determined to have a more severe adverse impact than discussed in the CHAP EIR. As a result, pursuant to section 15183, the Project is exempt from further environmental review under CEQA.
2. The Project would not cause new significant impacts not previously identified in the previously certified CHAP EIR, nor result in a substantial increase in the severity of previously identified significant impacts. No new mitigation measures would be necessary to reduce significant impacts. No changes have occurred with respect to circumstances surrounding the CHAP that would cause significant environmental impacts to which the Project would contribute considerably, and no new information has been put forward that shows that the Project would cause significant environmental impacts. Therefore, no supplemental environmental review is required for the Project in accordance with Public Resources Code section 21166, and CEQA Guidelines sections 15162 and 15164.

3. The Project would not cause new significant impacts not previously identified in the previously certified CHAP EIR, which may serve as a “Program EIR” under CEQA, nor result in a substantial increase in the severity of previously identified significant impacts. No new mitigation measures would be necessary to reduce significant impacts. No changes have occurred with respect to circumstances surrounding the CHAP that would cause significant environmental impacts to which the Project would contribute considerably, and no new information has been put forward that shows that the Project would cause significant environmental impacts. Therefore, no supplemental environmental review is required for the Project in accordance with CEQA Guidelines sections 15162 and 15168; and

WHEREAS, the proposed amendments to CUP 2017-12 would not require additional environmental review, however, should future uses proposed on Lot 1 be more intensive than those evaluated in the Environmental Checklist and Certificate of Determination, additional analysis will be performed to determine whether supplemental environmental review is required.

NOW THEREFORE BE IT RESOLVED that the Healdsburg Planning Commission makes the findings required to approve an amendment to CUP 2017-12, for the Mill District Project with the amended Conditions of Approval attached hereto as Exhibit 2, as follows:

1. *The proposed location and operation of the conditional use is in accord with the Healdsburg General Plan, objectives of the Land Use Code and purposes of the district in which the site is located.*

The Mill District property is designated Mixed Use (MU) by the Healdsburg General Plan and Land Use Code. This designation provides for nonresidential uses, including visitor accommodations when compatible with the overall purpose and character of the designation, and in a manner that does not undermine the role of the downtown as the commercial center of Healdsburg. In addition, where a mix of uses is proposed on the same site, as is the case with the Mill District Project, the Mixed Use land use designation also allows residential development up to 16 units per acre combined with nonresidential uses when compatible with allowable nonresidential uses on the same and adjoining sites and designed to minimize impacts on residents from noise and other elements typically associated with a thriving commercial area. As discussed in this report, the amended conditions of approval will allow for a two-phased design review process on Lot 1 and a possible future restaurant use in association with a hotel. The hotel and restaurant uses are consistent with the intent of the MU zoning district insofar as they are commercial uses that are of interest to visitors to the community with the restaurant also serving the needs of residents.

2. *The proposed location and operation of the conditional use and the conditions under which it would be operated or maintained will not be detrimental to the public health, safety or welfare or materially injurious to properties or improvements in the vicinity.*

The location of the subject property is in a Mixed Use district, surrounded by commercial and residential uses along Healdsburg Avenue, Mill Street, Exchange Avenue, and across the railroad tracks to the east. Based on the presence of similar types of commercial uses in the vicinity and the conditions of approval, the proposed uses will not result in or create a detrimental condition on the property, property vicinity or community. The amended conditions of approval require that, prior to approval of a restaurant use in conjunction with the hotel, a parking plan must be submitted for the review and approval of the City. The parking plan must demonstrate that sufficient off-street parking will be provided for the restaurant so as not to impact on-street parking availability in the neighborhood.

3. *The proposed conditional use will comply with each of the applicable provisions of this Title.*

Under the MU zoning designation, in Land Use Code section 20.08.155 Table 12, a hotel (visitor lodging) as part of a Mixed Use development is an allowed use subject to approval of a conditional use permit to be acted upon by the Planning Commission. A restaurant is designated as a permitted use, unless amplified music audible from outside of the building, or extended hours, are proposed. The modification to the conditions of approval to allow a restaurant on Lot 1 in conjunction with a hotel is consistent with the MU zoning designation. The amended conditions of approval require that sufficient off-street parking be provided for the restaurant use.

BE IT FURTHER RESOLVED that the Healdsburg Planning Commission does hereby approve an amendment to Conditional Use Permit CUP 2017-12 subject to Exhibit 1 and Exhibit 2 hereto, which are incorporated herein by reference.

DULY AND REGULARLY ADOPTED by the Healdsburg Planning Commission on the 26th day of April 2022, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

APPROVED:

ATTEST:

Jerry Eddinger, CHAIR

Scott Duiven, SECRETARY

EXHIBITS:

1. CEQA Certificate of Determination
2. Amended Conditions of Approval

Exhibit 1

CEQA CERTIFICATE OF DETERMINATION

AMENDED CONDITIONS OF APPROVAL

Mill District Project

Conditional Use Permit CUP 2017-12 (as amended by CUP 2017-12.01 per PC Resolution No. 2022-06),
Historic Demolition Permit MISC 2017-01, and Heritage Tree Permit
HT 2017-02 (per PC Resolution No. 2019-02)

Address: 146 and 164 Healdsburg Avenue
(APNs: 002-870-002, -003, -004, -005, -006, -007, -008)

Please note: For clarity, amendments are shown in ~~strike-through~~ and underline text.
See General Provisions No. 5 and 8, and Planning & Building Department Condition No. 27.

These conditions shall apply to City approval of Conditional Use Permit CUP 2017-12 (including the associated density bonus submittal) as amended by CUP 2017-12.01, Historic Demolition Permit MISC 2017-01, and Heritage Tree Permit HT 2017-02. The conditions set forth in the “General” section apply to all of the applications being approved, while the conditions in each subsequent section apply to the relevant specific application being approved. Parcel numbers that are referenced in these conditions of approval are the proposed parcel numbers set forth in Tentative Subdivision Map Application No. TM 2017-01.

General

1. These specific approvals are limited to the Conditional Use Permit CUP 2017-12 (including the associated density bonus submittal), Historic Demolition Permit MISC 2017-01, and Heritage Tree Permit HT 2017-02 for the Mill District Project (the “Project”), and are not intended to serve as an approval of the overall Project description that was submitted together with these applications.
2. This approval is based upon all conditions of approval set forth herein, including mitigation measures and specified plans and agreements included by reference, as well as all applicable City rules and regulations. Any deviations from the Project conditions must be reviewed and approved by the City for conformity with this approval. Deviations may require approved changes to these approvals and/or further environmental review. Deviations without the above described approval will constitute a violation of permit approval.
3. Except as specifically authorized in these conditions of approval, all Project development shall be subject to further Planning Commission approval in the form of design review and subsequent conditional use permits, where applicable, and shall conform to the conditions of approval below. Notwithstanding the foregoing, however, (1) the associated grading and construction of infrastructure for the Project shall be permitted without design review approval if the design of such infrastructure has otherwise been approved in connection with Tentative Subdivision Map TM 2017-01 or its associated final map, and (2) existing buildings may be demolished on this site without design review approval so long as such demolition activities are conducted in accordance with these conditions of approval. The property and any portions thereof shall be sold, leased or financed in compliance with the conditions of approval thereto, including all related covenants and agreements.

All plans and agreements (such as landscape maintenance plans) required pursuant to these conditions of approval must be submitted for review and approval and shall be implemented as approved by the City.

4. The use and/or construction of any structures or improvements authorized by this approval shall not commence until all necessary planning and building permits pertaining to the use or construction in question are obtained. Before any grading or building permit will be issued by the City, the Applicant must obtain written clearance from all departments having conditions; such clearance shall indicate that the Applicant has satisfied all pre-construction conditions.
5. The Applicant's acceptance of this permit and/or commencement of use, construction and/or operations under this approval shall be deemed acceptance of all conditions of this approval by the Applicant.
6. The timing for activities on site shall be as follows:
 - Limited grading permits associated with demolition of existing buildings onsite may be issued after such applications are processed in accordance with City requirements, including these conditions;
 - Demolition permits for existing buildings onsite may occur after issuance of the relevant "limited grading permit."
 - No other building or grading permits for any activities on the Project site shall be issued by the City until the Final Map for Tentative Subdivision Map Application TM 2017-01 is recorded.
7. All of these conditions of approval shall apply to the entirety of the Project site. If portions of the property are owned by multiple owners in the future, then the obligations under these conditions of approval that are allocable to each portion of the property shall be applicable only to that portion, and violations that are attributable to a single owner shall not be considered as violations of these conditions of approval for the Project as a whole. However, the specific burdens, obligations and duties set forth in these conditions of approval shall not apply to any purchaser of any individual residential unit offered for sale or any tenant of an individual residential unit offered for rent.
8. All mitigation measures from the certified Central Healdsburg Avenue Plan Environmental Impact Report (CHAP EIR) identified for the approval of Mill District Project land use application numbers TM 2017-01, DA 2018-01, CUP 2017-12 (including the associated density bonus submittal), MISC 2017-01 and HT 2017-02, (together, the "Project Approvals"), as described in the adopted Mill District Project Certificate of Determination and the Mitigation Monitoring and Reporting Program for the Project that is attached thereto (the "Project MMRP"), shall be implemented as conditions of Project approval, and are incorporated herein by reference.
9. The Applicant shall follow all recommendations of the following Technical Appendices attached to the Mill District Environmental Checklist:
 - *Mill District Air Quality and Greenhouse Gas Assessment*, prepared by Illingworth and Rodkin, Inc., dated April 17, 2018, as amended on November 8, 2018.

- *Biological Technical Memorandum for the Mill District Project*, prepared by WRA Environmental Consultants, dated December 10, 2018
 - *Traffic Impact Study for the Mill District and Addendum* thereto, prepared by W-Trans, dated March 1, 2018, as amended on December 11, 2018.
 - *Historic Resource Evaluation of the Property Located at 146 Healdsburg Avenue, Healdsburg, Sonoma County, CA*, prepared by Evans & DeShazo, dated October 16, 2017
 - *Historic Resource Evaluation of the Property Located at 164 Healdsburg Avenue, Healdsburg, Sonoma County, CA*, prepared by Evans & DeShazo, dated October 27, 2017
 - *Mill District Environmental Noise and Vibration Assessment*, prepared by Illingworth and Rodkin, dated March 21, 2018, as amended on August 3, 2018 and December 7, 2018.
 - *Mill District Tree Survey and Protection Plan*, prepared by WRA Environmental Consultants, dated August 2018.
10. The Applicant shall ensure that potential contractors are aware of City requirements. The Applicant shall notify all contractors and subcontractors in writing of the site rules, restrictions, and Conditions of Approval and submit a copy of the notice to the Planning Department.
 11. All construction-related vehicles, equipment staging and storage areas shall be located onsite and outside of the road and highway right of way, unless otherwise agreed to by the Director of Public Works. The Applicant shall provide all construction personnel with a written notice of this requirement and a description of approved parking, staging and storage areas. The notice shall also include the name and phone number of the Applicant's designee responsible for enforcement of this restriction. Designated construction personnel parking, equipment staging and storage areas shall be depicted on Project plans submitted for building permit applications. All City Department comments on the Project are required to be met to the Department's satisfaction.
 12. The Applicant shall defend, indemnify and hold harmless the City or its agents or officers and employees from any claim, action or proceeding against the City or its agents, officers or employees, to attack, set aside, void, or annul, in whole or in part, the City's approval of this Project, except as to any claim action or proceeding submitted or initiated by the Applicant. Such defense shall be in accordance with Section 6.6 of the Development Agreement for the Project (the "Development Agreement") that was approved by the City Council on April 1, 2019.
 13. This approval does not confer legal status on any existing structures(s) or use(s) on the property unless specifically authorized by this approval. The cover sheets of all building permit and grading permit drawings for the Project shall be required to include documentation of the developer's commitment that all diesel-powered portable equipment on the Project site will meet EPA particulate emissions standards for Tier 4 engines or the equivalent for construction of the Project.
 14. During any grading or construction activities on the site, the contractor shall implement the following best management practices that are required of all Projects:

- a. All exposed surfaces (e.g., parking areas, staging areas, soil piles, graded areas, and unpaved access roads) shall be watered two times per day.
 - b. All haul trucks transporting soil, sand, or other loose material off-site shall be covered.
 - c. All visible mud or dirt track-out onto adjacent public roads shall be removed using wet power vacuum street sweepers at least once per day. The use of dry power sweeping is prohibited.
 - d. All vehicle speeds on unpaved roads shall be limited to 15 miles per hour (mph).
 - e. All roadways, driveways, and sidewalks shall be paved in a timely manner with no undue delay. Building pads shall be laid immediately after grading unless seeding or soil binders are used.
 - f. Idling times of construction equipment shall be minimized either by shutting equipment off when not in use or reducing the maximum idling time to 5 minutes (as required by the California airborne toxics control measure Title 13, Section 2485 of California Code of Regulations [CCR]). Clear signage shall be provided for construction workers at all access points.
 - g. All construction equipment shall be maintained and properly tuned in accordance with manufacturer's specifications. All equipment shall be checked by a certified mechanic and determined to be running in proper condition prior to operation.
 - h. Prior to issuance of a grading permit, the property owner shall post a publicly visible sign with the telephone number and person to contact at the Planning Department regarding dust complaints. This person shall respond and take corrective action within 48 hours. The Air District's phone number shall be visible to ensure compliance with applicable regulations.
15. The cover sheets of all building permit and grading permit drawings for the Project shall be required to include documentation of the developer's assurance that there shall be no pile driving on site.
 16. Prior to issuance of the first grading permit for grading activities on the property, the Applicant shall submit a final grading plan that demonstrates the Project's compliance with Section 4.0 of the *Mill District Tree Survey and Protection Plan*, prepared by WRA Environmental Consultants, dated August 2018.
 17. Developer shall prepare and submit documentation that shows adequate access and utilities for each individual building for approval by the Director of Public Works or his or her designee prior to the issuance of any building permits for such building.
 18. This approval is subject to the terms and conditions of the Development Agreement. If any of these conditions of approval is in conflict, or is inconsistent, with any term or condition of the Development Agreement for this Project, then any such condition shall be deemed waived or satisfied for purposes of the Tentative Map and the Development Agreement shall control.

Conditional Use Permit (CUP 2017-12) Conditions of Approval

General Provisions

1. The approved CUP Application No. 2017-12 is a “master conditional use permit” in that it authorizes (1) a hotel and (2) the specific mix of principal uses set forth in the Permitted Use Table, below. These uses shall be permitted only after recordation of a final map for Tentative Subdivision Map Application No. TM 2017-01.

Permitted Use Table

Parcel Number	For Sale Market Units^a	Middle Income Units^b	Income-Restricted Units^b	Total Residential Units	Other Uses
1	-	-	-	-	53-room hotel + 8,500 square feet of commercial space
2	50	-	-	50	
3	30	8	-	38	
4	40	-	-	40	
5	-	13	-	13	commercial space ^c + 0.78-acre privately owned, publicly accessible park
6	26	-	-	26	commercial space ^c
7	-	1	40	41	
Total	Up to 146	22	40	Up to 208	53-room hotel + 15,000 square feet of commercial space + 0.78 acre privately owned, publicly accessible park

^a The maximum number of For Sale Market Units on the site shall be 146. On Parcel Nos. 2, 3, 4, and 6, the actual number of For Sale Market Units that may be constructed shall be up to five (5) units fewer than or greater than the number specified in the table above; provided, however, that a sufficient number of For Sale Market Units remains to be allocated to each of the remaining undeveloped Parcels within the Project site such that no fewer than the minimum number of units specified in the prior sentence may be constructed on each undeveloped Parcel without exceeding the maximum number of 146.

^b “Middle Income Units” and “Income-Restricted Units” are more particularly described in the Housing Department’s conditions, below.

^c The aggregate amount of commercial space on Parcel Nos. 5 and 6 shall not exceed 6,500 square feet.

2. Prior to the commencement of any specific use (other than a hotel) that would require a conditional use permit in the MU Zone pursuant to Table 12 of the Municipal Code, a conditional use permit must be approved for such use in accordance with the provisions of the Municipal Code. In approving the master conditional use permit, the City has determined that the Project’s geographic location and contemplated categories of uses as specified in the Permitted Use Table, above, are in

accord with the City's General Plan and any applicable planning document, specific of area plan, including the Central Healdsburg Avenue Plan; therefore, any subsequent conditional use permits or design review shall only impose conditions related to the design operation, and maintenance of the Project in accordance with the Development Agreement.

3. The number of Growth Management Ordinance allocations to be issued for the Project per three-year growth management cycle shall be governed by the Development Agreement for the Project.
4. As part of this conditional use permit, under state and local density bonus law, the Project is entitled to:
 - a. A thirty-five percent (35%) density bonus above the otherwise-permitted maximum density on the Project site (i.e., a permitted total of up to 208 units);
 - b. The ability to satisfy the requirement in Section 20.20.030.B.1 of the City's Municipal Code to provide moderate income housing by providing lower income housing;
 - c. A modification to the timing requirements in the City's Policies and Procedures for the Healdsburg Residential Growth Management Program to allow reserved allocations to be issued at the beginning of a three-year allocation cycle;
 - d. An increase in maximum height to fifty (50) feet for structures on Parcels 3, 5, 6, and 7;
 - e. A reduction in required parking for the affordable housing to be constructed on Parcel 7, so that only 41 parking spaces will be required in connection with the affordable housing; and
 - f. A reduced setback requirement for the affordable housing on Parcel 7 so that portions of the building may be five (5) feet from the adjacent westerly property line (the site currently occupied by McDonald's) and the eastern portion of the property abutting a proposed public street.
5. Before constructing any structures on a legal parcel within the Project site, the overall design for such parcel (including all proposed structures, all open spaces, and all recreational amenities) shall be subject to design review and approval by the Planning Commission in accordance with the Municipal Code. The only exception to this requirement shall be Parcel 1 and Parcel 5, for which two rounds of design review shall be conducted: one for the amenity facility and swimming pool and a second for a hotel in the case of Parcel 1, and one for the 0.78-acre park, and ~~one~~ a second for the remainder of the parcel in the case of Parcel 5. In addition to any requirements elsewhere in these conditions, the following requirements shall apply to design review submittals:
 - a. The design for Parcel 5 shall include public restrooms within a commercial or mixed-use building to serve the 0.78-acre, privately-owned, publicly-accessible park.
 - b. The recreational amenities for Parcel 7 (i.e., the affordable housing parcel) shall, at a minimum, include a "tot lot" for use by the residents of that parcel. Additional outdoor amenities may be required at the time of design review for Parcel 7.

- c. As part of the design review process, the Applicant shall demonstrate the manner in which the parcel in question meets the open space requirements set forth in the Municipal Code.
 - d. Unless determined otherwise by the Planning Commission during the design review process, the design of the hotel parcel shall include hotel plaza areas on both sides of the proposed new street that shall be substantially consistent with the following requirements:
 - The plaza area on both sides of the proposed new street would support the commercial, retail and hospitality functions of the mixed-use development. Uses within the plaza would include pedestrian circulation, public gathering and seating, outdoor dining and patio areas, minor retail display, artwork display, hotel guest drop-off and valet, service access and landscaped areas.
 - e. Unless determined otherwise by the Planning Commission during the design review process, the design of the on-grade residential open space areas shall be substantially consistent with the following requirements:
 - On grade residential open space areas shall include pedestrian walkways and landscaped areas. Courtyard areas shall include walkways, benches, raised planter landscaped areas and private patios
 - f. In connection with design review for open space and recreational amenities, the Applicant shall provide additional details for review, as reasonably required by the City, including but not limited to:
 - Proposed manufacturer and line, dimensions and components, age appropriateness (2-5, 5-12) for any play structure proposed for the development;
 - Proposed surfacing material for any play structure (engineered wood fiber, poured-in-place rubber, etc.); and
 - Other site amenities such as benches, picnic tables, grills, etc.
 - g. Design review submittals shall include tree information required in connection with the heritage tree removal permit conditions of approval.
 - h. Design review submittals shall show pedestrian and bicycle connectivity elements that comply with the Land Use Code and are substantially consistent with the bicycle/pedestrian circulation plan shown in Exhibit 1.1.3 of the project description attached to the staff report at Exhibit 6.
6. All landscaping, hardscaping and amenity elements approved during design review for a parcel must be complete before the first certificate of occupancy shall be issued for a structure on that parcel; provided, however, that if the planting of any landscaping elements is delayed by weather or any other unforeseen circumstances, such planting must be completed as soon as practicable.
 7. Prior to commencement of construction of each open space or recreational amenity that will be publicly accessible, the Applicant shall have submitted, and the City Manager or his or her designee

shall have approved, a set of regulations for such publicly accessible space or amenity that addresses operational considerations such as availability of open space to the general public, hours of operation, considerations for restrictions of use by the general public (e.g., special events), etc.

8. As provided in other conditions of approval, Parcel 1 may include up to 8,500 square feet of commercial uses and a 53-room hotel. The hotel use on Parcel 1 shall offer top-quality services and extensive amenities, exclusive of the 8,500 square feet of commercial, which may include but not be limited to the following accessory uses: concierge availability; meeting rooms; sitting rooms; on-site food preparation for in-room and poolside dining for hotel guests; health-related personal services facilities; and a full-service restaurant open to the public. The restaurant may include a combination of indoor, outdoor, and rooftop space. Guest rooms shall be accessible from an indoor corridor, lobby, or hallway only, and not via an outdoor parking area. All parking shown in the approved shared parking study as being designated "for hotel use only" shall be used to serve the hotel only.

Planning and Building Department

1. Minor modifications may be approved by the Planning and Building Director; major modifications will require Planning Commission approval.
2. Prior to issuance of a Certificate of Occupancy for the first building, a trash collection agreement with the appropriate service provider shall be put in place. This is to provide adequate trash collection service, and may be amended to increase collection frequencies to the satisfaction of the City.
3. Overall lot coverage for the entire Project site (including residential square footage) shall not exceed 60%.
4. For the mixed use buildings on parcels 5 and 6, the ground floor frontage along Healdsburg Avenue shall be occupied solely by commercial uses in order to activate that frontage. Access doors in a mixed use building that provide ground floor access to residential uses on upper floors shall not be considered a "residential use".
5. Before each parcel is built out, that parcel may be used for staging and movement of construction vehicles and equipment, and any existing pavement on such parcel may remain in place. If at any time a parcel that is not yet built out includes unpaved areas, the applicant shall hydroseed the unpaved areas; alternatively, subject to the approval of the Planning Director or his or her designee, the applicant may implement a different type of ground cover for dust control and aesthetics.
6. Prior to issuance of the first building permit for any building on a given parcel, the Applicant shall have provided, and the City shall have reviewed and approved, a parking plan that: allocates parking spaces among the uses on the subject parcel and any then-existing uses on all other parcels; addresses any parking space sharing considerations; and provides a mechanism by which the property owner(s) shall monitor use of the parking spaces to ensure that they are used only as specified. The Applicant shall comply at all times with the approved parking plan then in effect in accordance with this condition.
7. Off street parking for "for sale" market residences shall be accommodated with internalized structured parking or parking that is screened from public view. Off street parking for middle income units shall

conform to those requirements as more particularly described in the shared parking analysis. Off street parking for the affordable housing on Lot 7 may be provided by surface spaces.

8. The Project shall create at least 75 net new on-street parking stalls within the site and along Healdsburg Avenue, unless the Planning Director determines that the number of on-street parking stalls must be reduced in order to satisfy conditions imposed by the City's Public Works, Fire, Police, or Electric Utility departments, or other City requirements imposed for public safety reasons.
9. The Project Applicant shall provide a bike share station on the project site in a configuration and at a location acceptable to the Planning Commission. Bike rack placement throughout the site shall be subject to review and approval by the Planning Director.
10. Prior to issuance of a grading permit, a qualified archaeologist shall be retained to monitor Project ground-disturbing activities. Prior to Project ground-disturbing activities, the archaeologist shall prepare a Monitoring Plan for the Project. The Monitoring Plan shall describe the specific methods and procedures that will be used if archaeological deposits are identified. Archaeological monitors shall be empowered to halt construction activities at the location of a discovery to review possible material and to protect the resource while it is being evaluated. Monitoring shall continue until, in the archaeologist's judgment, cultural resources are not likely to be encountered. If archaeological materials are encountered during Project activities, all work within 25 feet of the discovery shall be redirected until the archaeologist assesses the find, consults with agencies as appropriate, and makes recommendations for the treatment of the discovery. If avoidance of the archaeological deposit is not feasible, the archaeological deposit shall be evaluated for its eligibility for listing in the California Register of Historical Resources. If the deposits are not eligible, mitigation is not necessary. If the deposits are eligible, adverse effects on the deposits shall be mitigated. Mitigation may include excavation of the archaeological deposit in accordance with a data recovery plan (see CEQA Guidelines Section 15126.4(b)(3)(C)) and standard archaeological field methods and procedures; laboratory and technical analyses of recovered archaeological materials; preparation of a report detailing the methods, findings, and significance of the archaeological site and associated materials; and accessioning of archaeological materials and a technical data recovery report at a curation facility. Upon completion of the assessment, the archaeologist shall prepare a report to document the methods and results of the assessment. The report shall be submitted to the City of Healdsburg and the Northwest Information Center of the California Historical Information Systems upon completion of the resource assessment.
11. Prior to issuance of a grading permit, Project supervisors, contractors, and equipment operators should be familiarized with the types of artifacts that could be encountered during earth-disturbing activities and procedures to follow if subsurface cultural resources are unearthed during construction and an archaeologist is not present. Project supervisors, contractors, equipment operators, and all other workers on the site should be instructed to not collect artifacts if observed. To accomplish this, a professional archaeologist should conduct a preconstruction meeting prior to commencement of ground-disturbing activities to familiarize the team with the potential to encounter prehistoric artifacts or historic-era archaeological deposits, the types of archaeological material that could be encountered within the Project area, and procedures to follow if archaeological deposits and/or artifacts are observed during construction and an archaeologist is not present.
12. If archaeological resources are encountered during construction and an archaeologist is not present, work should be temporarily halted within 25 feet of the discovered materials and efforts shall be

made to secure the deposit and avoid altering the deposit and the context in which it is found until a qualified professional archaeologist is retained to evaluate the find and provide appropriate recommendations.

13. If a hotel patio is constructed (as conceptually proposed) in the northwest corner of the project site, the applicant shall construct a sound wall or a specially designed barrier capable of reducing noise levels by up to 1 dBA, in the location shown in Exhibit 7 to the CEQA Checklist for the project. The recommended barrier must be located around the hotel patio, must surround all open-area sides of perimeter of the patio, and attach to the proposed commercial use building in order to provide shielding from traffic along Healdsburg Avenue, Mill Street, and the adjacent SMART tracks. The total length of the proposed barrier would be approximately 70 feet. The proposed barrier must be continuous from grade to top, with no cracks or gaps, and have a minimum surface density of 3 lb/ft² (e.g., 1-inch-thick marine-grade plywood, 0.5-inch laminated glass, or concrete masonry units). The barrier height must be 5 feet, which would be sufficient for breaking the line-of-sight to the roadways and the tracks, and for reducing noise levels to 70 dBA L_{dn} or less. The barrier height shall be measured relative to the elevation of the patio. When detailed site plans and grading plans are available for the sound wall, the applicant shall submit for the Planning Director's review and approval a letter from a reputable noise consultant that specifies what (if any) additional recommendations must be implemented in order to ensure that exterior noise levels at the northwest patio would be reduced to acceptable levels, and the applicant shall implement any such additional recommendations.
14. Hotel rooms within 100 feet of the centerline of Healdsburg Avenue shall have windows with a minimum STC rating of 30 with adequate forced-air mechanical ventilation to meet the City's noise standard of 45 dBA L_{dn}.
15. Residential units with direct line-of-sight to Healdsburg Avenue that are located within 100 feet of the centerline, windows and doors shall have a minimum STC rating of 30 to meet the City's 45 dBA L_{dn} interior noise standard. Any residential units that are located within 100 feet of Exchange Avenue shall have exterior windows and doors with a minimum STC rating of 30 to meet the 45 dBA L_{dn} standard. For residential units located 100 to 175 feet from the centerline of Healdsburg Avenue with direct line-of-sight to the traffic noise and residential units located between 100 and 175 feet of Exchange Avenue, windows and doors shall have a minimum STC rating of 28.
16. The applicant shall provide forced-air mechanical ventilation, as determined by the City, for all residences and hotel rooms on the Project site, so that windows can be kept closed at the occupant's discretion to control interior noise and achieve the interior noise standard of 45 dBA L_{dn}.
17. Forced-air mechanical ventilation must be provided for any commercial units in the northwest corner of the Project site, adjacent to the roundabout at Mill Street and Healdsburg Avenue, in order to meet the Cal Green Code of 50 dBA L_{eq} (1-hour) during daytime hours.
18. Once final site plans, building elevations, and floor plans are available for each parcel, an acoustic analysis shall be prepared for that parcel that identifies needed noise insulation features to maintain interior noise levels at or below 45 dBA L_{dn}, as specified by MM NO-1 of the CHAP EIR. The applicant shall implement all recommendations of such analysis, which must be reviewed and approved by the Planning Director or his or her designee.

19. Prior to issuance of a building permit for any Project element that contains mechanical equipment, the noise generated by such mechanical equipment shall be analyzed to ensure the City's noise standards are met at the on-site and off-site receptors. As part of this study, mechanical equipment shall be selected and designed to reduce impacts on surrounding uses to meet the City's noise level requirements. A qualified acoustical consultant shall be retained to conduct the study and to review mechanical noise, as these systems are selected, to determine specific noise reduction measures necessary to reduce noise to comply with the City's noise level (L10) requirements. The study shall be reviewed and approved by the Planning Director or his or her designee.

The project applicant shall implement all noise reduction measures recommended by the study. Noise reduction measures could include, but are not limited to:

- a. Selection of equipment that emits low noise levels;
- b. The installation of noise barriers, such as enclosures and parapet walls, to block the line-of-sight between the noise source and the nearest receptors;
- c. Alternate measures may include locating equipment in less noise-sensitive areas, such as the rooftop of the buildings away from the buildings' edges that are nearest to the adjacent properties, where feasible.

20. In accordance with CHAP Mitigation Measure NO-1, prior to issuance of building permits for the project, the effect of loading zone activities on the surrounding land uses shall be evaluated for noise impacts once project-specific information, such as type and size of the commercial uses, loading zone locations, hours of operation, and frequency of deliveries, is available. A qualified acoustical consultant shall be retained to conduct the study and to determine specific noise reduction measures necessary to reduce truck loading and unloading noise to comply with the City's noise level (L₁₀) requirements at adjacent on-site and off-site receptors. The project applicant shall implement all such noise reduction measures, which are subject to prior review and approval by the Planning Director or his or her designee. Because of the proximity of the proposed commercial uses to the proposed residential uses on the project site and the existing land uses surrounding the site, noise reduction measures could include but are not limited to:

- a. Move loading zones inside (e.g., within parking structures), where possible, and as far from adjacent residential uses as possible.
- b. Implement a no idling policy at all retail locations that requires engines to be turned off after 5 minutes.
- c. Recess truck docks into the ground.
- d. Equip loading bay doors with rubberized gasket type seals to allow little loading noise to escape.

21. During final design when the subsurface conditions are known, and more building and elevation details are available, a site-specific study, in accordance with CHAP Mitigation Measure NO-2a will be conducted to properly assess feasible solutions to reduce groundborne vibration to a less-than-significant level, including but not limited to the following:

- a. Construction of heavier buildings and foundations;
 - b. Subterranean design features, such as the use of open trenches, underground sheet piling wall barriers, and sub-grade stiffening between the building façade and the train tracks; and
 - c. In areas where underground parking garages are proposed, extend the below-ground garage beyond the building façade to create underground shielding effects with a subterranean wall.
22. The Project shall utilize Healdsburg Electric’s “Green Rate” to reduce greenhouse gas emissions throughout the Project.
23. Systems such as rainwater capture for reuse and integrated storm water management techniques should be incorporated into building and landscaping design.
24. No Certificate of Occupancy for the Hotel or any other commercial or residential use shall be granted until all landscaping, hardscaping and amenity elements approved for the approximately 0.78-acre public park on Lot 5 are complete ; provided, however, that if the planting of any landscaping elements is delayed by weather or any other unforeseen circumstances, such planting must be completed as soon as practicable. The public restrooms required to serve the park shall be fully operational and open to the public prior to, or concurrently with, the issuance of a certificate of occupancy for the first commercial building on the Project site (i.e., the first building on either Parcel 5 or 6, whichever is constructed first) that is located along Healdsburg Avenue. In advance of construction of the permanent restrooms, a temporary restroom may be constructed in the approximate future location of the permanent restrooms, upon prior approval by the City.
25. Prior to a certificate of occupancy for any building on a given parcel, a five year landscape maintenance plan for such parcel, in a form approved by the City in its reasonable discretion, shall be executed by the Applicant to ensure all landscaping and trees including existing protected trees are maintained in good repair and in a healthy and thriving condition. Any significant vegetation or loss of trees contemplated by the landscape maintenance plan shall be immediately replaced with an equivalent type, size or quantity at time of replacement.
26. All internal streets and sidewalks, and all sidewalks along the project’s Healdsburg Avenue and Exchange Avenue frontages, together with associated underground utilities and landscaping, must be completed prior to issuance of a certificate of occupancy for the Hotel or any other commercial or residential component of the project; provided, however, that if the planting of any landscaping elements is delayed by weather or other unforeseen circumstances, such planting must be completed as soon as practicable.
27. Restaurant uses on Lot 1 may be permitted in conjunction with the design review process for the hotel subject to approval of an amended parking plan and a restriction on the number of restaurant seats. The parking plan must demonstrate that sufficient off-street parking will be provided for the restaurant in accordance with either (a) the general requirements for off-street parking presented in Municipal Code section 20.16.150(A); or (b) an updated shared parking analysis that is approved by the City. A restaurant at the hotel is prohibited; however, An amended parking plan is not required for on-site food preparation may be permitted for services incidental to hotel guest use. Within the hotel, the size of conference/meeting space shall be restricted so that it shall not be used as an entertainment and assembly venue, as such terms are defined in the Municipal Code.

Housing Department

1. The Applicant shall construct forty-one (41) “Income-Restricted” dwelling units on Parcel 7. Forty (40) of these units will be affordable to Lower Income Households, as defined in Health & Safety Code §50079.5 (i.e., typically, at or below 80% of area median income.) At least twenty-four (24) of these units will be rented to Very Low Income Households, as defined in Health & Safety Code §50105 (i.e., typically, at or below 50% of area median income.) One (1) of these units (a manager’s unit) shall be affordable to a household whose income is at or below 160% of area median income.
2. The first phase of Project construction shall include the forty-one (41) “Income-Restricted” dwelling units on Parcel 7. All forty-one (41) income-restricted units shall receive a certificate of occupancy within the timeframes specified in the Development Agreement. This construction timing is deemed to be concurrent with the construction of market-rate units for purposes of Healdsburg Municipal Code §20.20.030.F.
3. The Applicant shall construct twenty-two (22) “Middle Income,” multi-family units (as more particularly described in the Development Agreement), including the manager’s unit that is part of the income-restricted dwelling units on Parcel 7, as mentioned above, that will be available to households whose income is between 120% and 160% of Sonoma County area median income (with the exception that the income of the occupant of the manager’s unit must only be below 160%).

Electric Department

1. At the time of development, all remaining aerial facilities along the Project’s frontage along Healdsburg and Exchange Avenues must be undergrounded. All new utility infrastructure necessary for this development to connect to the City’s distribution system (or street lighting circuits), whether interior or exterior to the development, shall be undergrounded, as shall any other elements required to be undergrounded pursuant to the City’s General Plan, the CHAP, or any other regulatory document.

Fire Department

1. All buildings will be subject to fire code requirements.

Historic Demolition Permit (MISC 2017-01) Conditions of Approval

Planning and Building Department

1. Prior to issuance of a demolition permit for the 13 structures identified on the 164 Healdsburg Avenue site, an as-built survey shall be executed using three-dimensional laser scanning, and two-dimensional CAD documentation shall be created from the scanned data in AutoCAD. Three-dimensional laser scanning will provide archival-quality three-dimensional and two-dimensional printed and digital drawings that can be utilized for future exhibits, documentation, and research associated with lumber and mill activity on the property.
2. Prior to issuance of a demolition permit for the 13 structures identified on the 164 Healdsburg Avenue site, the Project proponent shall offer to donate to the Healdsburg Museum and Historical Society (HMHS) any associated artifacts or other architectural elements that will not otherwise be

preserved on-site by the Project proponent and that are feasible to archive or store. The associated artifact or architectural element shall be carefully removed and delivered to the HMHS (or alternative repository) in current condition to be used in future conservation work.

3. A grading permit specific to the structure in question shall be issued prior to demolition of any structure on the site. Such grading permit may be limited in scope to one or more such structures, rather than applicable to the entire Project site.
4. All recommendations of *Historic Resource Evaluation of the Property Located at 146 Healdsburg Avenue, Healdsburg, Sonoma County, CA*, prepared by Evans & DeShazo, dated October 16, 2017 and *Historic Resource Evaluation of the Property Located at 164 Healdsburg Avenue, Healdsburg, Sonoma County, CA*, prepared by Evans & DeShazo, dated October 27, 2017 shall be followed.
5. Prior to commencement of any demolition activities on the Project site, the Applicant shall put in place all tree protection measures recommended in the *Mill District Tree Survey and Protection Plan* prepared by WRA Environmental Consultants, dated August 2018.
6. Only those trees for which a tree removal permit has been granted shall be removed as part of the demolition permit.

Heritage Tree Removal Permit (HT 2017-02) Conditions of Approval

Planning and Building Department

1. All recommendations of the *Mill District Tree Survey and Protection Plan* prepared by WRA Environmental Consultants, dated August 2018, shall be followed.
2. All recommendations of the *Mill District Tree Survey and Protection Plan* prepared by WRA Environmental Consultants, dated August 2018, shall be printed on the front page of plans submitted for grading permit or building permit.
3. All tree protection measures included in Sections 20.24.070, 20.24.075 and 20.24.080 of the Healdsburg Municipal Code shall be followed.
4. The landscape plan submitted as part of the design review application for any parcel that includes one of the seven heritage trees to be removed (trees #5906, 5907, 5914, 5916, 5922 5923 and 5924) shall include planting three trees for each heritage tree removed, subject to the approval of the City Arborist.
5. A grading permit shall be issued prior to removal of any trees from the site.
6. Removal of seven heritage trees (silver wattle #5906, Modesto ash #5907, valley oak #5914, valley oak #5916, valley oak #5922, #5923 coast live oak and coast live oak #5924) is permitted pursuant to Tree Permit approval HT2017-02. A separate tree removal permit shall be required if any other heritage trees are subsequently identified for removal.
7. The final landscape plan submitted as part of each design review application shall clearly identify all of the existing trees located in the development area and outside of the building footprints and roadways, including those that will be retained and those proposed to be removed, with the tree

number identified and the tree condition listed in a table on the plan sheet. Tree protection fencing, barriers, and planting measures shall also be included with final landscape and grading plans. Further, the final plans shall include the tree removal and protection plan details, which shall be modified as necessary based upon an updated review of the final grading plan and recommendations provided by the Planning Department in consultation with the City arborist.