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(O-2021-60)
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ORDINANCE NUMBER O- 21267 (NEW SERIES)

DATE OF FINAL PASSAGE DEC 08 2020

AN ORDINANCE OF THE COUNCIL OF THE CITY OF
SAN DIEGO APPROVING SITE DEVELOPMENT PERMIT NO.
2046682 AND CONDITIONAL USE PERMIT NO. 2046683 FOR
THE RIVERWALK - PROJECT NO. 581984.

WHEREAS, SD Riverwalk LLC, a Delaware Limited Liability Company, Owner and Permittee, filed an application with the City of San Diego for a Site Development Permit and Conditional Use Permit for the rescission of the Levi-Cushman Specific Plan and the redevelopment of an existing golf course for a Transit-Oriented Development with a range of land uses that would include approximately 97-acres of parks, open space, and trails; 4,300 residential dwelling units (includes 430 affordable housing dwelling units); 152,000 square feet of commercial retail space; and 1,000,000 square feet of office and non-retail commercial use known as the Riverwalk project (Project); and

WHEREAS, the 195-acre site is located at 1150 Fashion Valley Road in the RM-4-10, CC-3-9, OC-1-1, and OP-1-1 zones, Community Plan Implementation Overlay Zone (CPIOZ), and within the Mission Valley Community Plan (MVCP). The site is also located within the City's Multi-Habitat Planning Area (MHPA) and the Multiple Species Conservation Program (MSCP) Subarea, the Affordable Housing Parking Demand Overlay Zone, the Transit Area Overlay Zone, the Transit Priority Area, the Airport Land Use Compatibility Overlay Zone for Montgomery Field, the Airport Influence Area for San Diego International Airport (SDIA) and Montgomery Field (Review Area 2) as depicted in the adopted Airport Land Use Compatibility Plans (ALUCPs) and the Federal Aviation Administration Part 77 Notification Area for the SDIA and Montgomery Field; and

WHEREAS, the Project site is legally described as: Parcel 1: (APN #437-240-03, 26 & 27) That portion of Pueblo Lot 1104 of the Pueblo Lands of San Diego, in the City of San Diego, County of San Diego, State Of California, according to miscellaneous Map No. 36, filed in the Office of the County Recorder of San Diego County November 14, 1921, lying southerly of the southerly boundary of those portions of Friars Road as described in Deed to the City of San Diego, recorded December 12, 1968 as file No. 217429 of official records; Parcel 2: (APN#437-240-28 & 29) Lot 1 of Pueblo Lot 1105, in the City Of San Diego, County of San Diego, State Of California, according to Referee's Partition Map thereof made in the action entitled "Thomas J. Daley vs. Arpad Haraszthy, ET AL.", under Superior Court Civil Case No. 1029 on file in the Office of the County Clerk of San Diego County; Excepting therefrom that portion lying Southerly of the Northerly Boundary of land described in Deed to the State of California Recorded October 27, 1955 In Book 5846, Page 414 of Official Records; Parcel 3: (APN#436-611-06, 29 & 30; and 436-650-14) Ten acre Lots 3 and 4 of the subdivision of Pueblo Lot 1103, according to the plan of lots in Mission Valley belonging to Joseph Reiner and Recorded January 28, 1858 in Book 1, Page 184 of Deeds of San Diego County and that portion of Pueblo Lot 1103 of the Pueblo Lands of San Diego according to miscellaneous Map No. 36, Filed in the Office of the County Recorder of San Diego County November 14, 1921 lying Northerly of said 10 acre Lots 3 and 4 and lying Easterly of the Easterly Line of what is now known as Goshen Street as shown on Bayview Addition, according to Map thereof No. 271, filed in the Office of the County Recorder of San Diego County, July 23, 1887; Excepting therefrom those portions lying Northerly of the Southerly boundary of Friars Road as described in Deed to the City of San Diego, recorded December 12, 1968, as File No. 217429 of Official Records; and

WHEREAS, on October 22, 2020, the Planning Commission of the City of San Diego considered Site Development Permit No. 2046682 and Conditional Use Permit No. 2046683, and pursuant to Resolution No. 5112-PC voted to recommend the City Council of the City of San Diego (Council) approval of the Permit; and

WHEREAS, under Charter section 280(a)(2) this Ordinance is not subject to veto by the Mayor because this matter requires the Council to act as a quasi-judicial body and where a public hearing was required by law implicating due process rights of individuals affected by the decision and where the Council was required by law to consider evidence at the hearing and to make legal findings based on the evidence presented; and

WHEREAS, the matter was set for public hearing on November 17, 2020, testimony having been heard, evidence having been submitted, and the Council having fully considered the matter and being fully advised concerning the same; NOW, THEREFORE,

BE IT ORDAINED, by the Council of the City of San Diego, as follows:

Section 1. That it adopts the following findings with respect to Site Development Permit No. 2046682:

SITE DEVELOPMENT PERMIT – SAN DIEGO MUNICIPAL CODE (SDMC)
SECTION 126.0505

1. Findings for all Site Development Permits SDMC Section 126.0505(a):

a. The proposed development will not adversely affect the applicable land use plan. The Project proposes the rescission of the existing Levi-Cushman Specific Plan and adoption of a new specific plan titled the Riverwalk Specific Plan, which provides guidance on the permitted and regulated land uses within the Specific Plan area, as well as policies and regulations to guide development. The rescission of the existing Levi-Cushman Specific Plan includes a five-acre parcel owned by MTS, that is located within the Specific Plan area. The Riverwalk Specific Plan purpose is to create a long-range plan that would create a mixed-use, transit-oriented neighborhood. The Riverwalk Specific Plan allows for development of 4,300 multifamily residential dwelling units offered as a variety of “for sale” and/or “for rent”, including 10 percent (430 units) deed-restricted affordable housing dwelling units on-site; 152,000 square feet of commercial retail space; 1,000,000 square feet of office and non-retail

commercial; approximately 97 acres of park, open space, and trails; adaptive reuse of the existing golf clubhouse into a community amenity; and a new Green Line Trolley station.

The Project includes a development agreement, called the Riverwalk Development Agreement (DA) to set forth the terms and conditions for how the property may be developed by developer, to provide Extraordinary Benefits to the public, and to provide assurance that the property can be developed in accordance with the Development Regulations described in the DA.

Improvements to surrounding public infrastructure and roadways would be implemented as part of the Project, including improvements to the Fashion Valley Road crossing of the San Diego River as a 10- to 15-year storm event crossing. The Project also include a habitat restoration effort on-site to create and/or enhance 25.16 acres of native habitats along the San Diego River, within and adjacent to the City's Multi-Habitat Planning Area (MHPA) and the Multiple Species Conservation Program (MSCP) Subarea, and setting aside area for establishing a future wetland habitat mitigation bank.

The Mission Valley Community Plan (MVCP) designates the Project site as Residential (High Density) in the northeastern and northwestern portions of the site; Office and Visitor Commercial in the northcentral, northeastern, and southeastern portions of the site; and Potential Park/Open Space in the central portion of the site. In 1987, the San Diego City Council approved the Levi-Cushman Specific Plan by Resolution No. 269106 for an area that includes the Project site. The 200-acre Levi-Cushman Specific Plan includes the majority of the Riverwalk Golf Course, which operates under Conditional Use Permit (CUP) No. 94-0563, and is comprised of the 195 acres of the Project site and a five-acre parcel owned by MTS. This five-acre parcel is part of a larger 15-acre holding by MTS, but only five acres of this site are within the Levi-Cushman Specific Plan; the remaining 10 acres is not a part of the plan.

The development of the Riverwalk Specific Plan was completed in tandem with the recent update to the MVCP, which was adopted in September 2019. As such, the Riverwalk Specific Plan was designed to complement the MVCP. The Riverwalk Specific Plan has the same land use program, roadway network, and parks program of the MVCP and generally conforms to all of the policy language, with minor differences noted in the Land Use section of the Program Environmental Impact Report (EIR). In addition, the Riverwalk Specific Plan provides more detailed information on the development of the site. The Riverwalk Specific Plan includes a fully outlined infrastructure program with an implementation schedule as required by state guidance for specific plans. This level of detail is not provided in community plans, and a more detailed document such as a specific plan is needed to guide this level of development. The Riverwalk Specific Plan also contains tailored development standards including deviations, which are detailed in Chapter 6 of the Riverwalk Specific Plan. These tailored standards reflect the unique constraints of the site or allow additional benefits that can only be realized through a master-planned development.

The amendments to the MVCP, proposed concurrently with this action, are minor and technical in nature. The MVCP includes a Community Plan Implementation Overlay Zone (CPIOZ), which includes the Project site. The Riverwalk Specific Plan includes the tailored

standards of the CPIOZ, so the Project site is being removed from the CPIOZ to eliminate redundancies. In addition, references to the Levi-Cushman Specific Plan have been updated to reflect the Riverwalk Specific Plan. Therefore, for these reasons, the development would not adversely affect the applicable land use plan.

b. The proposed development will not be detrimental to the public health, safety, and welfare. As outlined in Site Development Permit Finding A.1.a. listed above, the Riverwalk Specific Plan allows for development of 4,300 multifamily residential dwelling units offered as a variety of “for sale” and/or “for rent”, including 10 percent (430 units) deed-restricted affordable housing dwelling units on-site; 152,000 square feet of commercial retail space; 1,000,000 square feet of office and non-retail commercial; approximately 97 acres of park, open space, and trails; adaptive reuse of the existing golf clubhouse into a community amenity; and a new Green Line Trolley station. The Project includes a DA to set forth the terms and conditions for how the property may be developed, to provide Extraordinary Benefits to the public, and to provide assurance that the Project site can be developed in accordance with the Development Regulations described in the DA.

Improvements to surrounding public infrastructure and roadways would be implemented as part of the Project, including improvements to the Fashion Valley Road crossing of the San Diego River as a 10- to 15-year storm event crossing. The Project also include a habitat restoration effort on-site to create and/or enhance 25.16 acres of native habitats along the San Diego River, within and adjacent to the MHPA and setting aside area for establishing a future wetland habitat mitigation bank.

An Environmental Impact Report (EIR) No. 581984/SCH No. 2018041028, has been prepared for the Project in accordance with State of California Environmental Quality Act (CEQA) Guidelines. A Mitigation, Monitoring and Reporting Program (MMRP) would be implemented with this Project, which would reduce some of the potential impacts to below a level of significance for Biological Resources, Air Quality, Historical Resources, Noise, and Tribal Cultural Resources.

The DA, Riverwalk Specific Plan, and permit for the Project includes various conditions and referenced exhibits of approval relevant to achieving compliance with the applicable regulations of the San Diego Municipal Code (SDMC) in effect for this Project. Such conditions within the permit have been determined as necessary to avoid adverse impacts upon the health, safety and general welfare of persons residing or working in the surrounding area. The Project will comply with the development conditions in effect for the subject property as described in Site Development Permit No. 2046682 and Conditional Use Permit No. 2046683, and other regulations and guidelines pertaining to the subject property per the SDMC for the site. Prior to issuance of any building permits for the Project, the plans will be reviewed for compliance with all Building, Electrical, Mechanical, Plumbing and Fire Code requirements, and the Owner/Permittee will be required to obtain a grading and public improvement permit. Therefore, the proposed development would not be detrimental to the public health, safety and welfare.

c. The proposed development will comply with the applicable regulations of the Land Development Code, including any allowable deviations pursuant to

the Land Development Code. The Riverwalk Specific Plan establishes development standards and architectural guidelines for build-out of the Project site. The intent of the design guidelines and development standards identified for Project as presented in the Riverwalk Specific Plan is to provide a methodology to achieve the development of a cohesive neighborhood of districts. Additionally, the Riverwalk Specific Plan includes individual district guidelines to identify specific design considerations and special treatment areas unique to each district.

The Riverwalk Specific Plan includes a fully outlined infrastructure program with an implementation schedule as required by state guidance for specific plans. This level of detail is not provided in community plans, and a more detailed document such as a specific plan is needed to guide this level of development. The Riverwalk Specific Plan also contains tailored development standards including deviations, which are detailed in Chapter 6 of the Riverwalk Specific Plan. These tailored standards reflect the unique constraints of the site or allow additional benefits that can only be realized through a master-planned development. The Project includes a DA to set forth the terms and conditions for how the property may be developed, to provide Extraordinary Benefits to the public, and to provide assurance that the Project site can be developed in accordance with the Development Regulations described in the DA. Therefore, with the implementation of the Riverwalk Specific Plan, the Project meets all applicable regulations and policy documents, and is consistent with the recommended land use, design guidelines, and development standards in effect for this site.

2. Supplemental Findings SDMC Section 126.0505(b) – Environmentally Sensitive Lands:

a. **The site is physically suitable for the design and siting of the proposed development and the development will result in minimum disturbance to environmentally sensitive lands.** The Project site is dominated by the relatively flat topography of the existing Riverwalk Golf Course, with a slightly undulating landscape associated with the fairways, greens, and other associated golf course amenities. In addition, the site supports other urban land uses, including the trolley line, golf course clubhouse, maintenance facilities, and associated parking lot. The San Diego River passes through the site and is its only naturally occurring feature. Elevations on-site range from approximately 67 feet above mean sea level (AMSL) along the northern side of the Project to approximately 20 feet AMSL at the central portion of the site along the San Diego River, and to a low of near 16 feet AMSL near the western river edge. The average (non-flood) river water level varies from 12 feet AMSL in the west to 15 feet AMSL in the east.

The Project proposes the rescission of the existing Levi-Cushman Specific Plan and adoption of a new specific plan titled the Riverwalk Specific Plan, which will allow the redevelopment the existing golf course as a walkable, transit-centric, and modern live-work-play mixed-use neighborhood that features an expansive Regional River Park along the San Diego River. The Project also includes a habitat restoration effort along the existing river channel and within the MHPA on site. The restoration is intended to create and enhance the native habitats along the San Diego River, within and adjacent to the MHPA and is consistent with Guideline B15 in the City's MSCP Subarea Plan (City 1997), which requires the restoration of native vegetation along this portion of the San Diego River Corridor as a condition of development

proposals. The restoration area includes 11.54 acres of wetland habitat enhancement, 13.32 acres of creation, and 0.30 acre of restoration of habitat temporarily impacted by the Fashion Valley Road improvements. This restoration area includes and exceeds the wetland habitat mitigation required for Project impacts to wetlands features. The surplus (acreage not needed for Project mitigation) habitat area is intended to serve as a wetland habitat mitigation bank. While the mitigation bank use is disclosed in the biology report, the permitting and approvals for the mitigation bank are not included as part of the current proposed Project. A subsequent additional effort will be required to obtain mitigation banking approvals.

The restoration would include the removal of invasive, non-native plant species and the planting of native seed and container stock. The golf course would be graded down to within 2-4 feet of the existing channel to support appropriate wetland species. A hydrological study for the Project (Chang Consultants 2019) was conducted and found that the majority of the on-site habitat restoration area will be inundated during at least a 2-year storm event, and virtually the entire area would be inundated during a 10-year event. This is discussed further in the Wetland Mitigation Plan and Wetland Restoration Plan prepared to guide the restoration effort. All of the grading within the restoration area is designed to emulate a typical active channel situation, adjacent to the existing low flow channel (San Diego River channel). The grading would achieve an elevation within 2-4 feet of the existing channel bottom. This grading would occur adjacent to the existing channel but would not breach the channel or encroach upon any of the existing wetland habitat. The elevations target the existing channel bottom to help ensure that there will not be a large pit that would breach ground water and create a ponded situation instead of a riverine surface flow. The grading in the adjacent buffer and River Park areas would expand upon the restoration grading and also target surface elevations that would facilitate surface flows rather than create deep ponded pits. Approximately half of the site is in the Federal Emergency Management Agency (FEMA) Regulatory Floodway of the San Diego River and within the 100-year Flood Hazard Zone. As part of the restoration effort along the existing river channel and within the MHPA, a Conditional Letter of Map Revision (CLOMR) for the Project would be required by FEMA before a grading permit can be issued, and will go through the second step, the Letter of Map Revision (LOMR) process after the construction phase.

Storm water will be collected on-site and retained in detention basins prior to being released. The storm drain system will tie into existing outfall locations in the river channel on site. No new outfalls will be constructed in the river channel or wetland habitat. The storm water pollution control Best Management Practices (BMPs) will capture and filter runoff (including from the potential dog parks in the Regional River Park) prior to it entering the MHPA through the existing outfalls. Based on the foregoing analysis and information, and the implementation of the restoration plan, the site is physically suitable for the design and siting of the proposed development.

b. The proposed development will minimize the alteration of natural land forms and will not result in undue risk from geologic and erosional forces, flood hazards, or fire hazards. The topography of the Project site consists of relatively level to gently sloping terrain incised by the San Diego River. The site is developed with a golf course and its associated facilities. The San Diego Metro Green Line Trolley crosses the site approximately 400 to 800 feet north and subparallel of the river. The trolley rail line was constructed on a raised

berm across the site. Two small under-crossing tunnels, large enough for two golf carts or landscape equipment carts, exist on the site. In addition, two bridges to support golf carts and light vehicles exist over the river. Elevations range from 67 feet AMSL along the northern side of the Project to a low of near 16 feet AMSL near the western river edge. The average (non-flood) river water level varies from 12 feet AMSL in the west to 15 feet AMSL in the east.

As outlined in Site Development Permit Finding A.2.a. listed above, the Project proposes the rescission of the existing Levi-Cushman Specific Plan and adoption of a new specific plan titled the Riverwalk Specific Plan, which will allow the redevelopment the existing golf course as a walkable, transit-centric, and modern live-work-play mixed-use neighborhood that features an expansive Regional River Park along the San Diego River. The Project also includes a habitat restoration effort along the existing river channel and within the MHPA on site.

The earth units encountered at the Project site include alluvium, older alluvium, river terrace deposits, and bedrock. The site is mapped as Geologic Hazard Categories 31 and 32. Category 31, listed under liquefaction, is described as "High Potential-shallow groundwater, major drainages, hydraulic fills." Category 32, listed under liquefaction, is described as "Low Potential-fluctuating groundwater, minor drainages." No active faults are located at the site, the potential for primary ground rupture is considered very low. The primary seismic hazard for this site is ground shaking due to a future earthquake on one of the major regional active faults. Conformance with recommendations of the Project's Geotechnical Report and appropriate building design measures per the CBC would reduce the risk of potential effects from any known geologic hazards.

The Project site is located within the San Diego River Watershed and approximately half of the site is in the FEMA Regulatory Floodway of the San Diego River and within the 100-year Flood Hazard Zone. As part of the restoration effort along the existing river channel and within the MHPA, a CLOMR for the project would be required by FEMA before a grading permit can be issued, and will go through the second step, the LOMR process after the construction phase.

The Landscape Regulations require brush management review on properties mapped within the Very High Fire Hazard Severity Zone (VHFHSZ) where habitable structures are located within 100 feet of areas with native and naturalized vegetation. Although this zone is mapped along the San Diego River which traverses the site, most structures within the project would be sited over 79 feet from the native/naturalized condition. In Lots 36 through 40 where development may be less than 79 feet from this wildland-urban interface, a modified Brush Management Zone (BMZ) One would be implemented. The BMZ One would consist of areas within the development footprint such as setbacks and developed fire breaks, in addition to alternative compliance measures to provide the equivalency of a full brush management defensible space program. Therefore, the development would not result in undue risk from geologic and erosional forces, flood hazards, or fire hazards.

c. The proposed development will be sited and designed to prevent adverse impacts on any adjacent environmentally sensitive lands. As outlined in Site Development Permit Finding A.2.a. listed above, the Project proposes the rescission of the existing Levi-Cushman Specific Plan and adoption of a new specific plan titled the Riverwalk

Specific Plan, which will allow the redevelopment the existing golf course as a walkable, transit-centric, and modern live-work-play mixed-use neighborhood that features an expansive Regional River Park along the San Diego River. The Project also includes a habitat restoration effort along the existing river channel and within the MHPA on-site. The restoration is intended to create and enhance the native habitats along the San Diego River, within and adjacent to the MHPA and is consistent with Guideline B15 in the City's MSCP Subarea Plan (City 1997), which requires the restoration of native vegetation along this portion of the San Diego River Corridor as a condition of development proposals. The restoration area includes 11.54 acres of wetland habitat enhancement, 13.32 acres of creation, and 0.30 acre of restoration of habitat temporarily impacted by the Fashion Valley Road improvements. This restoration area includes and exceeds the wetland habitat mitigation required for Project impacts to wetlands features. The surplus (acreage not needed for Project mitigation) habitat area is intended to serve as a wetland habitat mitigation bank. Therefore, with the implementation of the restoration plan, the proposed development would be sited and designed to prevent adverse impacts on any adjacent environmentally sensitive lands.

d. The proposed development will be consistent with the City of San Diego's Multiple Species Conservation Program (MSCP) Subarea Plan and Vernal Pool Habitat Conservation Plan (VPHCP). As outlined in Site Development Permit Finding A.2.a. listed above, the Project proposes the rescission of the existing Levi-Cushman Specific Plan and adoption of a new specific plan titled the Riverwalk Specific Plan, which will allow the redevelopment the existing golf course as a walkable, transit-centric, and modern live-work-play mixed-use neighborhood that features an expansive Regional River Park along the San Diego River. The Project also includes a habitat restoration effort along the existing river channel and within the MHPA on site. The restoration is intended to create and enhance the native habitats along the San Diego River, within and adjacent to the MHPA and is consistent with Guideline B15 in the City's MSCP Subarea Plan (City 1997), which requires the restoration of native vegetation along this portion of the San Diego River Corridor as a condition of development proposals. The restoration area includes 11.54 acres of wetland habitat enhancement, 13.32 acres of creation, and 0.30 acre of restoration of habitat temporarily impacted by the Fashion Valley Road improvements. This restoration area includes and exceeds the wetland habitat mitigation required for Project impacts to wetlands features. The surplus (acreage not needed for Project mitigation) habitat area is intended to serve as a wetland habitat mitigation bank.

The Project site does not contain any vernal pools and not subject to the Vernal Pool Habitat Conservation Plan (VPHCP). Therefore, the proposed development would be consistent with the City of San Diego's MSCP Subarea Plan.

e. The proposed development will not contribute to the erosion of public beaches or adversely impact local shoreline sand supply. The Project site is located approximately 1.56-mile to Mission Bay and 3.93-miles from the Pacific Ocean. The San Diego River passes through the site and is its only naturally occurring feature. The Project includes a habitat restoration effort along the existing river channel and within the MHPA on site. The restoration is intended to create and enhance the native habitats along the San Diego River, within and adjacent to the MHPA and is consistent with Guideline B15 in the City's MSCP Subarea Plan (City 1997), which requires the restoration of native vegetation along this portion

of the San Diego River Corridor as a condition of development proposals. Approximately half of the site is in the FEMA Regulatory Floodway of the San Diego River and within the 100-year Flood Hazard Zone. As part of the restoration effort along the existing river channel and within the MHPA, a CLOMR for the project would be required by FEMA before a grading permit can be issued, and will go through the second step, the LOMR process after the construction phase. Therefore, for these reasons, the development would not contribute to the erosion of public beaches or adversely impact local shoreline sand supply.

f. The nature and extent of mitigation required as a condition of the permit is reasonably related to, and calculated to alleviate, negative impacts created by the proposed development. EIR No. 581984/SCH No. 2018041028, has been prepared for the Project in accordance with State of California Environmental Quality Act (CEQA) Guidelines. A Mitigation, Monitoring and Reporting Program (MMRP) would be implemented with this Project, which would reduce some of the potential impacts to below a level of significance for Biological Resources, Air Quality, Historical Resources, Noise, and Tribal Cultural Resources.

As described in the EIR, the permit conditions and mitigation measures alleviate the negative impact of this development. All feasible mitigation reasonably related to and calculated to alleviate negative impacts created by the proposed development are incorporated into the conditions of approval.

3. Supplemental Findings SDMC Section 126.0505(f) – Important Archaeological Sites and Traditional Cultural Properties:

a. The site is physically suitable for the design and siting of the proposed development, the development will result in minimum disturbance to historical resources, and measures to fully mitigate for any disturbance have been provided by the applicant. A Cultural Resources Inventory Report for the Project was prepared by Spindrift Archaeological Consulting LLC (October 2017). The records search results indicated that 393 previous cultural resources studies have been conducted within a one-mile radius of the Riverwalk Specific Plan area, and 141 cultural resources have previously been recorded within a one-mile radius of the Riverwalk Specific Plan area. The previous studies were conducted between 1974 and 2014. Eleven archaeological sites and one prehistoric site were identified within the Project area of potential effect, and three of these archaeological sites have been determined to be significant due to the importance of the San Diego River corridor to the Kumeyaay. The Kumeyaay, also known as Tipai-Ipai, are a tribe of Indigenous peoples of the Americas who live at the northern border of Baja California in Mexico and the southern border of California.

The on-site recorded archaeological sites, as well as the potential to encounter additional tribal cultural resources (TCR) (buried cultural resources and/or subsurface deposits) through ground-disturbing activities, including grading, associated with Project and significant impacts to TCR could occur. The two sites are predominately covered by approximately two to four feet of fill as identified on a historic cut/fill map for the realignment of the golf course. The third site is located directly within the footprint of a proposed building and would also be impacted.

The direct impacts would be mitigated through the implementation of the MMRP presented in Chapter 11.0 of EIR No. 581984/SCH No. 2018041028. The MMRP would include the requirements for archaeological and Native American monitoring as well as an Archaeological Research Data Recovery Program (ARDRP). The Archaeological Research and Data Recovery Program for the Project is included as EIR Appendix X.

Given that the significant archaeological sites, which are located beneath an indeterminate amount of fill, controlled excavation of cap fill soil would occur under supervision of archaeological and Native American monitors prior to the ARDRP implementation. Monitors would ensure that removal of the fill and cap do not disturb any buried cultural deposits beneath. Additionally, full-time archaeological and Native American monitoring is recommended during all soil disturbing and grading/excavation/trenching activities that could result in impacts to known or previously unidentified archaeological resources. Therefore, with the implementation of the MMRP, the site is physically suitable for the design and siting of the proposed development.

b. All feasible measures to protect and preserve the special character or the special historical, architectural, archaeological, or cultural value of the resource have been provided by the applicant. As outlined in Site Development Permit Finding A.3.a. listed above, the direct impacts would be mitigated through the implementation of the MMRP presented in Chapter 11.0 of EIR No. 581984/SCH No. 2018041028. The MMRP would include the requirements for archaeological and Native American monitoring as well as an Archaeological Research Data Recovery Program (ARDRP). The Archaeological Research and Data Recovery Program for the Riverwalk Redevelopment Project is included as EIR Appendix X.

Given that the significant archaeological sites, which are located beneath an indeterminate amount of fill, controlled excavation of cap fill soil would occur under supervision of archaeological and Native American monitors prior to the ARDRP implementation. Monitors would ensure that removal of the fill and cap do not disturb any buried cultural deposits beneath. Additionally, full-time archaeological and Native American monitoring is recommended during all soil disturbing and grading/excavation/trenching activities that could result in impacts to known or previously unidentified archaeological resources. Therefore, with the implementation of the MMRP, measures to protect and preserve the special character or the special historical, architectural, archaeological, or cultural value of the resource have been provided.

Section 2. That it adopts the following findings with respect to Conditional Use Permit No. 2046683:

CONDITIONAL USE PERMIT – SAN DIEGO MUNICIPAL CODE (SDMC) SECTION 126.0305

Findings for all Conditional Use Permits SDMC Section 126.0305(a):

a. The proposed development will not adversely affect the applicable land use plan. As outlined in Site Development Permit Finding A.1.a. listed above, the Project would not adversely affect the applicable land use plan.

b. The proposed development will not be detrimental to the public health, safety, and welfare. As outlined in Site Development Permit Finding A.1.b. listed above, the permit for the Project includes various conditions and referenced exhibits of approval relevant to achieving compliance with the applicable regulations of the SDMC in effect for this Project. Such conditions within the permit have been determined as necessary to avoid adverse impacts upon the health, safety and general welfare of persons residing or working in the surrounding area.

c. The proposed development will comply with the regulations of the Land Development Code including any allowable deviations pursuant to the Land Development Code. As outlined in Site Development Permit Finding A.1.c. listed above, with the implementation of the Riverwalk Specific Plan, the Project meets all applicable regulations and policy documents, and is consistent with the recommended land use, design guidelines, and development standards in effect for this site.

d. The proposed use is appropriate at the proposed location. In 1987, the San Diego City Council approved the Levi-Cushman Specific Plan by Resolution 269106 for an area that includes the Project site. The 200-acre Levi-Cushman Specific Plan includes the Riverwalk Golf Course, which operates under Conditional Use Permit (CUP) No. 94-0563 that was approved by the San Diego City Council on January 16, 1996. This CUP does not expire until January 16, 2087, and is comprised of the 195 acres of the Project site and a five-acre parcel owned by MTS. This five-acre parcel is part of a larger 15-acre holding by MTS, but only five acres of this site are within the Levi-Cushman Specific Plan; the remaining 10 acres is not a part of the plan. Approximately half of the site is in the FEMA Regulatory Floodway of the San Diego River and within the 100-year Flood Hazard Zone.

The Riverwalk Golf Course is comprised of three nine-hole golf courses, driving range, clubhouse building, maintenance facilities, surface parking, access roadways, and golf cart paths/bridges. The three nine-hole courses include the Friars Course in the north, the Presidio Course in the middle-western area, and the Mission Course in the south. Two holes of the Presidio Course occur on adjacent MTS-owned land, outside of the premises there are numerous sand traps, water features, irrigation pipes, and sprinklers throughout the course.

As outlined in Site Development Permit Finding A.2.a. listed above, the Project proposes the rescission of the existing Levi-Cushman Specific Plan and adoption of a new specific plan titled the Riverwalk Specific Plan, which will allow the redevelopment the existing golf course as a walkable, transit-centric, and modern live-work-play mixed-use neighborhood that features an expansive Regional River Park along the San Diego River. The Project also includes a habitat

restoration effort along the existing river channel and within the MHPA on site. As part of the application, the Project would amend CUP No. 94-0563 to extend the term of the golf course operations as an interm use, consistent with the development and until such time as described in the DA Public Facilities/Extraordinary Benefits Phasing Plan. The continued use of the site as a golf course as an interm use is appropriate at the proposed location.

The above findings are supported by the minutes, maps and exhibits, all of which are incorporated herein by this reference.

Section 3. That, based on the findings hereinbefore adopted by the Council of the City of San Diego that Site Development Permit No. 2046682 and Conditional Use Permit No. 2046683 are granted to SD RIVERWALK LLC, a Delaware Limited Liability Company, Owner and Permittee, under the terms and conditions set forth in the attached permit which is made a part of this Ordinance, and contingent upon final passage of O- 21263, adopting the Riverwalk Specific Plan, O- 21266 approving the Development Agreement, and R- 313361, approving amendments to the Mission Valley Community Plan and General Plan.

Section 4. That, notwithstanding San Diego Municipal Code section 126.0108, which provides a permit holder 36 months to utilize a development permit, Site Development Permit No. 2046682 and Conditional Use Permit No. 2046683 shall be utilized in accordance with the approved Development Agreement.

Section 5. That a full reading of this Ordinance is dispensed with prior to passage, a written copy having been made available to the Council and the public prior to the day of its passage.

Section 6. That this Ordinance shall take effect and be in force on the thirtieth day from and after its final passage.

APPROVED: MARA W. ELLIOTT, City Attorney

By /s/ Corrine L. Neuffer
Corrine L. Neuffer
Deputy City Attorney

CLN:als
10/26/2020
11/17/2020 Rev. Copy
Or.Dept:DSD
Doc. No.: 2506830_2

Attachment: Site Development Permit No. 2046682 and Conditional Use Permit No. 2046683

**RECORDING REQUESTED BY
CITY OF SAN DIEGO
DEVELOPMENT SERVICES
PERMIT INTAKE, MAIL STATION
501**

**WHEN RECORDED MAIL TO
CITY CLERK
MAIL STATION 2A**

INTERNAL ORDER NUMBER: 24007522

SPACE ABOVE THIS LINE FOR RECORDER'S USE

SITE DEVELOPMENT PERMIT NO. 2046682
CONDITIONAL USE PERMIT NO. 2046683
RIVERWALK - PROJECT NO. 581984 [MMRP]
AMENDMENT TO CONDITIONAL USE PERMIT NO. 94-0563
CITY COUNCIL

This Site Development Permit No. 2046682 and Conditional Use Permit No. 2046683 (amendment to Conditional Use Permit No. 94-0563), is granted by the Council of the City of San Diego to SD RIVERWALK LLC, a Delaware Limited Liability Company, Owner and Permittee, pursuant to San Diego Municipal Code [SDMC] Sections 126.0505 and 126.0305. The 195-acre site located at 1150 Fashion Valley Road in the RM-4-10, CC-3-9, OC-1-1, and OP-1-1 zones, Community Plan Implementation Overlay Zone (CPIOZ), and within the Mission Valley Community Plan (MVCP) area. The site is also located within the City's Multi-Habitat Planning Area (MHPA) and the Multiple Species Conservation Program (MSCP) Subarea, the Affordable Housing Parking Demand Overlay Zone, the Transit Area Overlay Zone, 2035 Transit Priority Area, the Airport Land Use Compatibility Overlay Zone for Montgomery Field, the Airport Influence Area for San Diego International Airport (SDIA) and Montgomery Field (Review Area 2) as depicted in the adopted Airport Land Use Compatibility Plans (ALUCPs) and the Federal Aviation Administration Part 77 Notification Area for the SDIA and Montgomery Field.

The project site is legally described as: Parcel 1: (APN #437-240-03, 26 & 27) That portion of Pueblo Lot 1104 of the Pueblo Lands of San Diego, in the City of San Diego, County of San Diego, State Of California, according to miscellaneous Map No. 36, filed in the Office of the County Recorder of San Diego County November 14, 1921, lying southerly of the southerly boundary of those portions of Friars Road as described in Deed to the City of San Diego, recorded December 12, 1968 as file No. 217429 of official records; Parcel 2: (APN#437-240-28 & 29) Lot 1 of Pueblo Lot 1105, in the City Of San Diego, County of San Diego, State Of California, according to Referee's Partition Map thereof made in the action entitled "Thomas J. Daley vs. Arpad Haraszthy, ET AL., under Superior Court Civil Case No. 1029 on file in the Office of the County Clerk of San Diego County; Excepting therefrom that portion lying Southerly of the Northerly Boundary of land described in Deed to the State of California Recorded October 27, 1955 In Book 5846, Page 414 of Official Records; Parcel 3: (APN#436-611-06, 29 & 30; and 436-650-14) Ten acre Lots 3 and 4 of the subdivision of Pueblo Lot 1103, according to the plan of lots in Mission Valley belonging to Joseph Reiner and Recorded January 28, 1858 in Book 1, Page 184 of Deeds of San Diego County and that portion of Pueblo Lot

1103 of the Pueblo Lands of San Diego according to miscellaneous Map No. 36, Filed in the Office of the County Recorder of San Diego County November 14, 1921 lying Northerly of said 10 acre Lots 3 and 4 and lying Easterly of the Easterly Line of what is now known as Goshen Street as shown on Bayview Addition, according to Map thereof No. 271, filed in the Office of the County Recorder of San Diego County, July 23, 1887; Excepting therefrom those portions lying Northerly of the Southerly boundary of Friars Road as described in Deed to the City of San Diego, recorded December 12, 1968, as File No. 217429 of Official Records.

Subject to the terms and conditions set forth in this Permit, permission is granted to Owner and Permittee for the redevelopment of an existing golf course for a Transit-Oriented Development (TOD) with a range of land uses; described and identified by size, dimension, quantity, type, and location on the approved exhibits [Exhibit "A"] dated December 8, 2020, on file in the Development Services Department.

The project shall include:

- a. Redevelopment of an existing golf course for a Transit-Oriented Development (TOD) with a range of land uses that includes the development of 4,300 multifamily residential dwelling units offered as a variety of "for sale" and/or "for rent", including 10 percent (430 units) deed-restricted affordable housing units on-site; 152,000 square feet of commercial retail space; 1,000,000 square feet of office and non-retail commercial; approximately 97 acres of park, open space, and trails; adaptive reuse of the existing golf clubhouse into a community amenity; and a new MTS Green Line Trolley station;
- b. Landscaping (planting, irrigation and landscape related improvements);
- c. Off-street parking; and
- d. Public and private accessory improvements determined by the Development Services Department to be consistent with the land use and development standards for this site in accordance with the adopted community plan, the California Environmental Quality Act [CEQA] and the CEQA Guidelines, the City Engineer's requirements, zoning regulations, conditions of this Permit, and any other applicable regulations of the SDMC.

STANDARD REQUIREMENTS:

1. This permit must be utilized in accordance with the Riverwalk Development Agreement, which includes the expiration provision for this Permit.
2. No permit for the construction, occupancy, or operation of any facility or improvement described herein shall be granted, nor shall any activity authorized by this Permit be conducted on the premises until:
 - a. The Owner/Permittee signs and returns the Permit to the Development Services Department; and

- b. The Permit is recorded in the Office of the San Diego County Recorder.
3. While this Permit is in effect, the subject property shall be used only for the purposes and under the terms and conditions set forth in this Permit and the Riverwalk Development Agreement unless otherwise authorized by the appropriate City decision maker.
4. This Permit is a covenant running with the subject property and all of the requirements and conditions of this Permit, the Riverwalk Development Agreement, and related documents shall be binding upon the Owner/Permittee and any successor(s) in interest.
5. The continued use of this Permit shall be subject to the Riverwalk Specific Plan and the Riverwalk Development Agreement and any other applicable governmental agency.
6. Issuance of this Permit by the City of San Diego does not authorize the Owner/Permittee for this Permit to violate any Federal, State or City laws, ordinances, regulations or policies including, but not limited to, the Endangered Species Act of 1973 [ESA] and any amendments thereto (16 U.S.C. § 1531 et seq.).
7. In accordance with authorization granted to the City of San Diego from the United States Fish and Wildlife Service [USFWS] pursuant to Section 10(a) of the federal Endangered Species Act [ESA] and by the California Department of Fish and Wildlife [CDFW] pursuant to California Fish and Wildlife Code section 2835 as part of the Multiple Species Conservation Program [MSCP], the City of San Diego through the issuance of this Permit hereby confers upon Owner/Permittee the status of Third Party Beneficiary as provided for in Section 17 of the City of San Diego Implementing Agreement [IA], executed on July 16, 1997, and on file in the Office of the City Clerk as Document No. OO-18394. Third Party Beneficiary status is conferred upon Owner/Permittee by the City: (1) to grant Owner/Permittee the legal standing and legal right to utilize the take authorizations granted to the City pursuant to the MSCP within the context of those limitations imposed under this Permit and the IA, and (2) to assure Owner/Permittee that no existing mitigation obligation imposed by the City of San Diego pursuant to this Permit shall be altered in the future by the City of San Diego, USFWS, or CDFW, except in the limited circumstances described in Sections 9.6 and 9.7 of the IA. If mitigation lands are identified but not yet dedicated or preserved in perpetuity, maintenance and continued recognition of Third Party Beneficiary status by the City is contingent upon Owner/Permittee maintaining the biological values of any and all lands committed for mitigation pursuant to this Permit and of full satisfaction by Owner/Permittee of mitigation obligations required by this Permit, in accordance with Section 17.1D of the IA.
8. The Owner/Permittee shall secure all necessary building permits. The Owner/Permittee is informed that to secure these permits, substantial building modifications and site improvements may be required to comply with applicable building, fire, mechanical, and plumbing codes, and State and Federal disability access laws.
9. Construction plans shall be in substantial conformity to Exhibit "A." Changes, modifications, or alterations to the construction plans are prohibited unless appropriate application(s) or amendment(s) to this Permit have been granted.

10. All of the conditions contained in this Permit have been considered and were determined necessary to make the findings required for approval of this Permit. The Permit holder is required to comply with each and every condition in order to maintain the entitlements that are granted by this Permit.

If any condition of this Permit, on a legal challenge by the Owner/Permittee of this Permit, is found or held by a court of competent jurisdiction to be invalid, unenforceable, or unreasonable, this Permit shall be void. However, in such an event, the Owner/Permittee shall have the right, by paying applicable processing fees, to bring a request for a new permit without the "invalid" condition(s) back to the discretionary body which approved the Permit for a determination by that body as to whether all of the findings necessary for the issuance of the proposed permit can still be made in the absence of the "invalid" condition(s). Such hearing shall be a hearing de novo, and the discretionary body shall have the absolute right to approve, disapprove, or modify the proposed permit and the condition(s) contained therein.

11. The Owner/Permittee shall defend, indemnify, and hold harmless the City, its agents, officers, and employees from any and all claims, actions, proceedings, damages, judgments, or costs, including attorney's fees, against the City or its agents, officers, or employees, relating to the issuance of this permit including, but not limited to, any action to attack, set aside, void, challenge, or annul this development approval and any environmental document or decision. The City will promptly notify Owner/Permittee of any claim, action, or proceeding and, if the City should fail to cooperate fully in the defense, the Owner/Permittee shall not thereafter be responsible to defend, indemnify, and hold harmless the City or its agents, officers, and employees. The City may elect to conduct its own defense, participate in its own defense, or obtain independent legal counsel in defense of any claim related to this indemnification. In the event of such election, Owner/Permittee shall pay all of the costs related thereto, including without limitation reasonable attorney's fees and costs. In the event of a disagreement between the City and Owner/Permittee regarding litigation issues, the City shall have the authority to control the litigation and make litigation related decisions, including, but not limited to, settlement or other disposition of the matter. However, the Owner/Permittee shall not be required to pay or perform any settlement unless such settlement is approved by Owner/Permittee.

12. Conditional Use Permit No. 94-0563 shall remain in force and effect except where amended by this Permit or by the Riverwalk Development Agreement.

ENVIRONMENTAL/MITIGATION REQUIREMENTS:

13. Mitigation requirements in the Mitigation, Monitoring, and Reporting Program [MMRP] shall apply to this Permit. These MMRP conditions are hereby incorporated into this Permit by reference.

14. The mitigation measures specified in the MMRP and outlined in ENVIRONMENTAL IMPACT REPORT (EIR) NO. 581984/SCH NO. 2018041028, shall be noted on the construction plans and specifications under the heading ENVIRONMENTAL MITIGATION REQUIREMENTS.

15. The Owner/Permittee shall comply with the MMRP as specified in ENVIRONMENTAL IMPACT REPORT (EIR) NO. 581984/SCH NO. 2018041028, to the satisfaction of the Development Services

Department and the City Engineer. Prior to issuance of any construction permit, all conditions of the MMRP shall be adhered to, to the satisfaction of the City Engineer. All mitigation measures described in the MMRP shall be implemented for the following issue areas:

Biological Resources
Air Quality
Historical Resources
Noise
Tribal Cultural Resources

WASTE MANAGEMENT PLAN REQUIREMENTS:

16. The Owner/Permittee shall comply with the Waste Management Plan dated March 2020 and Owner/Permittee's Implementation shall be enforced and implemented to the satisfaction of the Environmental Services Department.

CLIMATE ACTION PLAN REQUIREMENTS:

17. Prior to issuance of each Building Permit, the Owner/Permittee shall comply with the performance criteria for the strategies in Step 2 of the Climate Action Plan (CAP) Consistency Checklist, attached as Exhibit "A," by noting the manner of implementation of the performance criteria within the first three (3) sheets of the construction plans under the heading "Climate Action Plan Requirements". Owner/Permittee's implementation shall be enforced and implemented to the satisfaction of the Development Services Department.

AFFORDABLE HOUSING REQUIREMENTS:

18. Prior to issuance of the first residential building permit associated with this Project the Owner/Permittee shall enter into a Master Affordable Housing Agreement with the San Diego Housing Commission substantially in the form attached as an exhibit to the Riverwalk Development Agreement, executed by the Owner/Permittee, and secured by a deed of trust which incorporates applicable affordability conditions consistent with the Riverwalk Development Agreement. Such Master Affordable Housing Agreement is consistent with the Inclusionary Housing Requirements of Chapter 14, Article 2, Division 13 of the San Diego Municipal Code because it is a contract with a public entity to restrict rents at the proposed development in consideration for the City's expedited permit processing provided through the Affordable/In-Fill Housing and Sustainable Buildings Expedite Program. The Master Affordable Housing Agreement assures the Owner/Permittee has voluntarily committed to restricting at least ten-percent of the total units to be affordable units (estimated to be 430 affordable units) with rents affordable to household earning no more than 65% of area median income (AMI) for no fewer than 55 years or For-Sale units affordable to households earning no more than 100% AMI in accordance with the applicable Inclusionary Ordinance and Procedures.. Accordingly, the Master Affordable Housing Agreement demonstrates the Owner/Permittee is exempt from the payment of the Inclusionary Affordable Housing Fees.

GEOLOGY REQUIREMENTS:

19. Prior to the issuance of any construction permits (either grading or building permit), the Owner/Permittee shall submit a geotechnical investigation report prepared in accordance with the City's "Guidelines for Geotechnical Reports" that specifically addresses the proposed construction plans. The geotechnical investigation report shall be reviewed for adequacy and for compliance with the City's Guidelines for Geotechnical Reports by the Geology Section of Development Services prior to the issuance of any construction permit.

20. The Owner/ Permittee shall submit an as-graded geotechnical report prepared in accordance with the City's "Guidelines for Geotechnical Reports" following completion of the grading. The as-graded geotechnical report shall be reviewed for adequacy by the Geology Section of the Development Services Department prior to exoneration of the bond and grading permit close-out.

ENGINEERING REQUIREMENTS:

21. This Site Development Permit No. 2046682 and Conditional Use Permit No. 2046683 shall comply with all Conditions of the Final Map for Vesting Tentative Map No. 2213361.

22. Prior to the issuance of any building permit, the Owner/Permittee shall obtain an Encroachment Maintenance Removal Agreement for all private storm drain systems, enhanced pavers, landscaping and irrigation located in the City's public right-of-way, satisfactory to the City Engineer.

23. Prior to the issuance of any construction permit, the Owner/Permittee shall incorporate any construction Best Management Practices (BMPs) necessary to comply with Chapter 14, Article 2, Division 1 (Grading Regulations) of the SDMC, into the construction plans or specifications.

24. Prior to the issuance of any construction permit, the Owner/Permittee shall submit a Technical Report that will be subject to final review and approval by the City Engineer, based on the Storm Water Standards in effect at the time of the construction permit issuance.

25. Prior to the issuance of any building permit, the Owner/Permittee shall enter into a Maintenance Agreement for the ongoing permanent BMP maintenance, satisfactory to the City Engineer.

26. Prior to the issuance of any building permits, the Owner/Permittee shall assure, by permit and bond, to construct curb ramps with current City Standard directional curb ramps Standard Drawing SDG-130 and SDG-132 with Detectable/Tactile Warning Tile, satisfactory to the City Engineer.

LANDSCAPE REQUIREMENTS:

27. Prior to issuance of any grading permit, the Owner/Permittee shall submit complete construction documents for the revegetation and hydro-seeding of all disturbed land in accordance with the City of San Diego Landscape Standards, Storm Water Design Manual, and to the satisfaction of the Development Services Department. All plans shall be in substantial conformance to this

permit (including Environmental conditions) and Exhibit "A," on file in the Development Services Department.

28. Prior to issuance of any public improvement permits, the Owner/Permittee shall submit complete landscape construction documents for public right-of-way improvements to the Development Services Department for approval. Improvement plans shall show and label a dimension a 40-square-foot area around each tree which is unencumbered by utilities. Driveways, utilities, drains, water and sewer laterals shall be designed so as not to prohibit the placement of street trees.

29. Prior to issuance of any building permit (including shell), the Owner/Permittee shall submit complete landscape and irrigation construction documents, which are consistent with the Landscape Standards, to the Development Services Department for approval. The construction documents shall be in substantial conformance with Exhibit "A," Landscape Development Plan, on file in the Development Services Department. Construction plans shall provide a 40-square-foot area around each tree that is unencumbered by hardscape and utilities unless otherwise approved per SDMC Section §142.0403(b)(6).

30. In the event that a foundation only permit is requested by the Owner/Permittee, a site plan or staking layout plan, shall be submitted to the Development Services Department identifying all landscape areas consistent with Exhibit "A," Landscape Development Plan, on file in the Development Services Department. These landscape areas shall be clearly identified with a distinct symbol, noted with dimensions, and labeled as 'landscaping area.'

31. The Owner/Permittee shall be responsible for the maintenance of all landscape improvements shown on the approved plans, including in the public right-of-way, unless long-term maintenance of said landscaping will be the responsibility of another entity approved by the Development Services Department. All required landscape shall be maintained consistent with the Landscape Standards in a disease, weed, and litter free condition at all times. Severe pruning or "topping" of trees is not permitted.

32. If any required landscape (including existing or new plantings, hardscape, landscape features, etc.) indicated on the approved construction documents is damaged or removed, the Owner/Permittee shall repair and/or replace in kind and equivalent size per the approved documents to the satisfaction of the Development Services Department within 30 days of damage or Certificate of Occupancy.

BRUSH MANAGEMENT PROGRAM REQUIREMENTS:

33. The Owner/Permittee shall implement the following requirements in accordance with the Brush Management Program shown on Exhibit "A" on file in the Development Services Department.

34. The Brush Management Program shall be based on a standard Zone One of 35 feet in width and a Zone Two of 65 feet in width exercising the Zone Two reduction option and Alternative Compliance measures set forth under SDMC §142.0412(f), §142.0412(i), and §142.0412(j). The Zone One will measure between 25 feet and 70 feet with no Zone Two at Lots 36 through 40. All

structures fronting the San Diego River within Lots 36 through 40 shall be subject to the requirements of CBC 7A/CRC R337 in addition to alternative compliance measures as allowed under SDMC §142.0412(i) and as per Section 5.3.4 of the Riverwalk Specific Plan.

35. Prior to issuance of any grading permit for lots 36 through 40, as shown on VTM 2213361, landscape construction documents required for the grading permit shall be submitted showing the brush management zones on the property in substantial conformance with Exhibit "A."

36. Prior to issuance of any Building Permits for lots 36 through 40, as shown on VTM 2213361, a complete Brush Management Program shall be submitted for approval to the Development Services Department and shall be in substantial conformance with Exhibit "A" on file in the Development Services Department. The Brush Management Program shall clearly identify specific alternative compliance measures implemented and shall comply with the City of San Diego's Landscape Regulations and the Landscape Standards.

37. Within Zone One, combustible accessory structures (including, but not limited to decks, trellises, gazebos, etc.) shall not be permitted while accessory structures of non-combustible, one-hour fire-rated, and/or Type IV heavy timber construction may be approved within the designated Zone One area subject to Fire Marshal's approval.

38. The Brush Management Program shall be maintained at all times in accordance with the City of San Diego's Landscape Standards.

MULTIPLE HABITAT PLANNING AREA (MHPA) LAND USE ADJACENCY REQUIREMENTS:

39. Prior to issuance of any construction permits, including but not limited to, the first grading permit, demolition plans/permits and building plans/permits, or beginning any construction-related activity on-site, but prior to the first preconstruction meeting, for lots south of the MTS Trolley Tracks (Lots 32-40, 43-52, TT, UU, VV, WW, XX, YY, ZZ, AAA, BBB, CCC, DDD, or EEE as shown on VTM 2213361) the Development Services Department (DSD) Environmental Designee (ED) and Multiple Species Conservation Program (MSCP) shall review and approve all construction documents (plans, specifications, details, etc.) to ensure the Owner/Permittee has depicted the following requirements on the construction documents and plans for Project Site.

- **Grading/Land Development/MHPA Boundaries** - Within or adjacent to the MHPA, all manufactured slopes associated with site development shall be included within the development footprint.
- **Drainage** - All staging and developed/paved areas must prevent the release of toxins, chemicals, petroleum products, and exotic plant materials prior to release by incorporating the use of filtration devices, planted swales and/or planted detention/desiltation basins, or other approved temporary and permanent methods that are designed to minimize negative impacts, such as excessive water and toxins into the ecosystems of the MHPA.

- **Toxics/Project Staging Areas/Equipment Storage** - Projects that use chemicals or generate by-products such as pesticides, herbicides, and animal waste, and other substances that are potentially toxic or impactful to native habitats/flora/fauna (including water) shall incorporate measures to reduce impacts caused by the application and/or drainage of such materials into the MHPA. No trash, oil, parking, or other construction/development-related material/activities shall be allowed outside any approved construction limits. Provide a note in/on the CD's that states: "All construction related activity that may have potential for leakage or intrusion shall be monitored by the Qualified Storm Water Professional (QSP)/Biologist/Owners Representative or Resident Engineer to ensure there is no impact to the MHPA."
- **Lighting** - All lighting within or adjacent to the MHPA is directed away/shielded from the MHPA or limited to the immediate area and is in compliance with City Outdoor Lighting Regulations per LDC Section 142.0740.
- **Barriers** - Fences/walls/barrier planting; and/or signage shall be installed along the future development to direct public access to the MHPA to appropriate locations, reduce domestic animal predation, protect wildlife in the preserve, and provide adequate noise reduction where needed.
- **Invasives** - No invasive, non-native plant species shall be introduced into areas within or adjacent to the MHPA per the SDMC Landscape Standards (Section 1.3).
- **Brush Management** - Brush management zones will not be greater in size that is currently required by the City's regulations (this includes use of approved alternative compliance). Within Zone 2 the amount of woody vegetation clearing shall not exceed 50 percent of the vegetation existing when the initial clearing is done. Vegetation clearing shall be done consistent with City standards and shall avoid/minimize impacts to covered species to the maximum extent possible. For all new development, regardless of the ownership, the brush management in the Zone 2 area will be the responsibility of a homeowner's association or other private party.
- **Noise** - Due to the site's location adjacent to the MHPA, construction noise will need to be avoided, if possible, during the breeding season of least Bell's vireo (3/15-9/15) and southwestern willow flycatcher (5/1-8/30). If construction is proposed during the breeding season for the species, U.S. Fish and Wildlife Service protocol surveys will be required in order to determine species presence/absence.

If the species are not identified within the MHPA, no additional measures will be required. If present, measures to minimize noise impacts will be required and should include temporary noise walls/berms. If a survey is not conducted and construction is proposed during the species' breeding season, presence would be assumed. Noise levels from construction activities during the bird breeding season shall not exceed 60 dBA hourly LEQ at the edge of the occupied MHPA, or the ambient noise level if noise levels already exceed 60 dBA hourly LEQ.

LIGHT-FOOTED RIDGWAY'S RAIL (RALLUS OBSOLETUS LEVIPES) REQUIREMENTS:

40. Prior to issuance of any construction permits, including but not limited to, the first grading permit, demolition plans/permits and building plans/permits, or beginning any construction-related activity on-site, but prior to the first preconstruction meeting, for lots south of the MTS Trolley Tracks (Lots 32-40, 43-52, TT, UU, VV, WW, XX, YY, ZZ, AAA, BBB, CCC, DDD, or EEE as shown on VTM 2213361) the Development Services Department (DSD) Environmental Designee (ED) and Multiple Species Conservation Program (MSCP) shall review and approve all construction documents (plans, specifications, details, etc.) to ensure the Owner/Permittee has depicted the following requirements on the construction documents and plans for Project Site:

No clearing, grubbing, grading, or other construction activities shall occur between March 15 and September 15, the breeding season of the light-footed Ridgway's rail, until the following requirements have been met to the satisfaction of the City Manager and Wildlife Agencies (CDFW and USFWS):

- A. A qualified biologist (possessing a valid endangered species act section 10(a)(1)(a) recovery permit) shall survey those wetland areas that would be subject to construction noise levels exceeding 60 decibels dB(A) hourly average for the presence of the light-footed Ridgway's rail. Surveys for these species shall be conducted pursuant to the protocol survey guidelines established by the U.S. Fish and Wildlife Service within the breeding season prior to the commencement of construction. If the light-footed Ridgway's rail is present, then the following conditions must be met:

Between March 15 and September 15, no clearing, grubbing, or grading of occupied light-footed Ridgway's rail habitat shall be permitted. Areas restricted from such activities shall be staked or fenced under the supervision of a qualified biologist; and

- i. Between March 15 and September 15, no construction activities shall occur within any portion of the site where construction activities would result in noise levels that would exceed the current, pre-construction ambient hourly average at the edge of occupied light-footed Ridgway's rail habitat. An analysis showing that noise generated by construction activities would not exceed the current, pre-construction ambient hourly average at the edge of occupied habitat must be completed by a qualified acoustician (possessing current noise engineer license or registration with monitoring noise level experience with listed animal species) and approved by the City Manager at least two weeks prior to the commencement of construction activities. Prior to the commencement of any of construction activities during the breeding season, areas restricted from such activities shall be staked or fenced under the supervision of a qualified biologist; or
- ii. At least two weeks prior to the commencement of construction activities, under the direction of a qualified acoustician, noise attenuation measures (e.g., berms, walls) shall be implemented to ensure that noise levels resulting from construction activities would not exceed the current, pre-construction ambient hourly average at

the edge of habitat occupied by the light-footed Ridgway's rail. Concurrent with the commencement of construction activities and the construction of necessary noise attenuation facilities, noise monitoring* shall be conducted at the edge of the occupied habitat area to ensure that noise levels do not exceed the current, pre-construction ambient hourly average. If the noise attenuation techniques implemented are determined to be inadequate by the qualified acoustician or biologist, then the associated construction activities shall cease until such time that adequate noise attenuation is achieved or until the end of the breeding season (September 16).

* Construction noise monitoring shall continue to be monitored at least twice weekly on varying days, or more frequently depending on the construction activity, to verify that noise levels at the edge of occupied habitat are maintained at no more than the current, pre-construction ambient hourly average. If not, other measures shall be implemented in consultation with the biologist and the City Manager, as necessary, to reduce noise levels to the current, pre-construction ambient hourly average. Such measures may include, but are not limited to, limitations on the placement of construction equipment and the simultaneous use of equipment.

- B. If the light-footed Ridgway's rail is not detected during the protocol survey, the qualified biologist shall submit substantial evidence to the City Manager and applicable resource agencies which demonstrates whether or not mitigation measures such as noise walls are necessary between March 15 and September 15 as follows:
 - I. If this evidence indicates the potential is high for light-footed Ridgway's rail to be present based on historical records or site conditions, then Condition A.II. shall be adhered to as specified above.
 - II. If this evidence concludes that no impacts to this species are anticipated, no mitigation measures would be necessary.

MULTIPLE SPECIES CONSERVATION PROGRAM (MSCP) SUBAREA PLAN DIRECTIVE B15 IMPLEMENTATION REQUIREMENTS:

41. Prior to issuance of any construction permits, including but not limited to, the first grading permit, demolition plans/permits and building plans/permits, but prior to the first preconstruction meeting for public improvements or impacts associated with the construction of Fashion Valley Road between Riverwalk Drive and Hotel Circle North, the Owner/Permittee shall provide construction landscape documents to the Development Services Department (DSD) Environmental Designee (ED) and Multiple Species Conservation Program (MSCP) assuring required implementation of MSCP SAP Directive B15 as detailed in the Riverwalk Project Wetland Mitigation Plan (Alden Environmental, Inc. February 19, 2020).

MULTIPLE HABITAT PLANNING AREA [MHPA] CONVEYANCE/DEDICATION REQUIREMENTS:

42. Prior to issuance of any construction permits, including but not limited to, the first grading permit, demolition plans/permits and building plans/permits, or beginning any construction-related activity on-site, but prior to the first preconstruction meeting, for lots south of the MTS Trolley Tracks (Lots 32-40, 43-52, TT, UU, VV, WW, XX, YY, ZZ, AAA, BBB, CCC, DDD, or EEE as shown on VTM 2213361) the on-site MHPA shall be conveyed to the City's MSCP preserve through either fee title to the City, covenant of easement granted in favor of the City and wildlife agencies, or covenant of easement to a third-party habitat managing entity. Dedication of land in fee title to the City shall require approval from the Park and Recreation Department Open Space Division Deputy Director and shall exclude detention basins or other stormwater control facilities, brush management areas, landscape/revegetation areas, and graded slopes. To facilitate MHPA conveyance, any non-fee areas shall have covenant of easements for MHPA lands placed over them if located in the MHPA and be maintained in perpetuity by the Owner/Permittee/Applicant or third party habitat managing entity unless otherwise agreed to by the City for acceptance of dedicated land in fee title.

PARK AND RECREATION REQUIREMENTS:

43. The Owner/Permittee shall satisfy its population-based park requirement, built and phased as described in the Development Agreement between Owner/Permittee and City.

44. The Owner/Permittee shall design and construct the 45.0 acres of park land in the Central and Park Districts ("Urban Park Space" in the Central District and "River Park" in the Park District). Population-based parks on lots TT, VV, XX, YY, and EEE shall be consistent with Park and Recreation Development approved General Development Plan(s) (GDP) and the Development Agreement between Owner/Permittee and City.

PLANNING/DESIGN REQUIREMENTS:

45. Prior to the issuance of any construction permit, construction documents shall demonstrate compliance with the approved Exhibit "A," including the Riverwalk Specific Plan.

46. A topographical survey conforming to the provisions of the SDMC may be required if it is determined, during construction, that there may be a conflict between the building(s) under construction and a condition of this Permit, the Riverwalk Specific Plan, or a regulation of the underlying zone. The cost of any such survey shall be borne by the Owner/Permittee.

47. All signs associated with this development shall be consistent with sign criteria established by either the approved Exhibit "A" and the Riverwalk Specific Plan or City-wide sign regulations, unless otherwise approved, by the City, through a Comprehensive Sign Plan.

48. All private outdoor lighting shall be shaded and adjusted to fall on the same premises where such lights are located and in accordance with the applicable regulations in the SDMC.

TRANSPORTATION REQUIREMENTS:

49. The total traffic (ADT) resulting from the project [Project] shall not exceed 41,186 driveway ADT (8,450 Equivalent Dwelling Units (EDU's)) at project buildout. The peak hour trips shall not exceed 3,224 (1,591 inbound, 1,633 outbound) driveway trips during the AM peak hour and shall not exceed 4,302 (2,171 inbound, 2,131 outbound) driveway trips during the PM peak hour. An updated Specific Plan Implementation Table shall be included with each building permit within Riverwalk submitted for review by the Development Services Department (DSD) planner or zoning reviewer and must be approved by transportation staff. This sheet documenting total daily trips and peak hour trips (AM and PM and both inbound and outbound), and EDU's associated with the specific development and the accumulated total daily trips and accumulated total peak hour trips (AM and PM and both inbound and outbound) and EDU's associated with all development within Project up until that date to the satisfaction of City Engineer. This Specific Plan Implementation Table shall be updated and included with each submittal for on-site development until full development of the site is reached. The City shall use the trip generation rates set forth in the City Trip Generation Manual in effect at that time in the Specific Plan Implementation Table.

50. Prior to issuance of the certificate of occupancy of the 3,386th EDU the Riverwalk Trolley Station shall be completed and operational.

51. Prior to the recordation of the first final map for any of Lot 1 or Lots 3 thru Lot 10, the Owner/Permittee shall dedicate 13-ft for that fronting portion of eastbound Friars Road between the project's westerly property line and Street I and assure by permit and bond the construction of a 14-foot wide raised median, two 11-ft travel lanes, a 5-ft wide Class II bike lane with 2-ft wide buffers on either side, an 8-foot wide Class IV two-way cycle track, and a 23-ft wide parkway (17-foot landscape, 6-foot sidewalk) within a 123-ft public right-of-way, satisfactory to the City Engineer. All improvements shall be completed and operational prior issuance of the first certificate of occupancy for any of Lot 1 or Lots 3 thru Lot 10.

52. Prior to the recordation of the first final map for any of Lots 10 thru Lot 16, the Owner/Permittee shall dedicate 13-ft for that fronting portion of eastbound Friars Road between Street I and easterly property line and assure by permit and bond the construction of a 14-foot wide raised median, two 11-ft travel lanes, a 5-ft wide Class II bike lane with 2-ft wide buffers on either side, an 8-foot wide Class IV two-way cycle track, and a 23-ft wide parkway (17-foot landscape, 6-foot sidewalk) within a 123-ft public right-of-way, satisfactory to the City Engineer. All improvements shall be completed and operational prior issuance of the first certificate of occupancy for any of Lots 10 thru Lot 16.

53. Prior to the issuance of first building permit for development on Lots 10 thru Lot 16, the Owner/Permittee shall assure by permit and bond the construction of a 14-foot wide raised median along Friars Road between the easterly property line and Fashion Valley Road transitioning into a 4' median and 10' eastbound left-turn pocket at Friars Road/Fashion Valley Road intersection, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lots 10 thru Lot 16.

54. Prior to the recordation of the first final map for Lot 1 or Lots 3 thru Lot 10, the Owner/Permittee shall assure by permit and bond the installation of a new traffic signal with the associated hardware and software required for Intelligent Traffic System (ITS) improvements at the intersection of Friars Road and Goshen Street satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lot 1 or Lots 3 thru Lot 10.

55. Prior to the recordation of the first final map for any of Lot 1 or Lots 3 thru Lot 10, the Owner/Permittee shall assure by permit and bond the widening of the eastbound approach to the intersection of Friars Road and Via Las Cumbres to provide an additional left-turn lane, restripe the southbound approach to provide dual left-turn lanes and shared through right lane, restripe the westbound approach to include a dedicated left-turn lane, and provide the necessary traffic signal modification, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy on any of Lot 1 or Lots 3 thru Lot 10.

56. Prior to the recordation of the first final map for any of Lot 1 or Lots 3 thru Lot 6, the Owner/Permittee shall assure by permit and bond the construction of the northbound approach (Street F) to the intersection of Friars Road / Via Las Cumbres / Street F to include two inbound lanes and two outbound lanes, and provide the necessary traffic signal modification, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy on any of Lot 1 or Lots 3 thru Lot 6.

57. Prior to the recordation of the first final map for Lot 41 or Lot 42, the Owner/Permittee shall assure by permit and bond the widening and dedication of up to 22 feet on the west side of Fashion Valley Road between Private Driveway T and Riverwalk Drive (Street S) for construction of a raised median. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lot 41 or Lot 42.

58. Prior to recordation of the first final map for Lot 41 or Lot 42, the Owner/Permittee shall assure by permit and bond the widening of Fashion Valley Road which varies between 11.7-feet and 16.6-feet to construct a dedicated northbound left-turn pocket on Fashion Valley Road at Private Driveway T and the construction of a right-in/right-out driveway (Private Driveway T) on Fashion Valley Road, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lot 41 or Lot 42.

59. Prior to the recordation of the first final map for Lot 41 or Lot 42, the Owner/Permittee shall assure by permit and bond the widening by 8 feet of the westbound approach of the intersection of Riverwalk Drive (Street S) and Fashion Valley Road to include an exclusive westbound left-turn lane reconstruct the eastbound approach to include an exclusive left-turn lane, a shared left-turn and through-lane, and exclusive right-turn lane, install overlap phases on westbound and eastbound right-turn movements, and provide the necessary traffic signal modification, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy on Lot 41 or Lot 42.

60. Prior to issuance of building permit for the 1st EDU, the Owner/Permittee shall assure by permit and bond the installation of a new traffic signal communications equipment, for Intelligent

Transportation System (ITS) improvements at the following intersections, satisfactory to the City Engineer:

- Sea World Drive / Friars Road
- Napa Street / Friars Road
- Colusa Street / Friars Road
- Via Las Cumbres / Friars Road
- Fashion Valley Road / Friars Road

All improvements shall be completed and operational prior to issuance of the certificate of occupancy for the 1st EDU.

61. Prior to issuance of the building permit for the 750th EDU, the Owner/Permittee shall fully fund a Circulation Study for Hotel Circle one-way couplet and Interstate 8 corridor between State Route 163 and Taylor Street (not to exceed \$1.5M).

62. Prior to issuance of building permit for the 1,500th EDU, the Owner/Permittee shall assure by permit and bond the installation of traffic signal communications equipment, for implementation of Intelligent Transportation System (ITS) improvements with Transit Signal Priority (TSP) at the following intersections, satisfactory to the City Engineer:

- Friars Road / Fashion Valley Road
- Riverwalk Drive / Fashion Valley Road
- Hotel Circle North / Fashion Valley Road

All improvements shall be completed and operational prior to issuance of the certificate of occupancy for the 1,500th EDU.

63. Prior to the recordation of the first final map for any of the adjacent lots, the Owner/Permittee shall dedicate 64-feet of public right-of-way and assure by permit and bond the construction of Street A as a 2-lane collector between Friars Road to Street B1 and Street D1 with a 36-foot curb-to-curb pavement width (2 travel lanes, parking) and a 14-foot parkway (7-foot landscape, 7-foot sidewalk) on each side within 64 feet of public right-of-way, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy on any of the adjacent lots.

64. Prior to the recordation of the first final map for any of the adjacent lots, the Owner/Permittee shall dedicate 84-feet of public right-of-way and assure by permit and bond the construction of Street D1 (Spine Road) for that fronting portion as a 2-lane collector with two-way left-turn lane between Street A and Street I, and between the transition from the eastern terminus of Street E to Street K, between Street K to the western terminus of Street D2 (Spine Road), and between the eastern terminus of Street D2 (Spine Road) to Street M (per Exhibit "A"), with a 56-foot curb-to-curb pavement width (2 travel lanes, 6-foot wide Class II bike lane, parking) and a 14-foot parkway (8-foot landscape, 6-foot sidewalk) on each side within 84 feet of public right-of-way, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy on any of the adjacent lots.

65. Prior to the recordation of the first final map for any of the adjacent lots, the Owner/Permittee shall dedicate 90-feet of public right-of-way and assure by permit and bond the construction of Street E (Spine Road) as a modified 2-lane collector with two-way left-turn lane between Street I and the transition at its eastern terminus to Street D1 (per Exhibit "A") with a 78-foot curb-to-curb pavement width (back-in angled parking, 5-foot wide bike lane, 11-foot travel lane, 10-foot two-way left-turn lane, 11-foot travel lane, 5-foot wide Class II bike lanes, back-in angled parking) and a 6-foot sidewalk on each side within 90 feet of public right-of-way, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy on any of the adjacent lots.

66. Prior to the recordation of the first final map for Lot 4 or Lot 5, the Owner/Permittee shall dedicate 87-feet of public right-of-way and assure by permit and bond the construction of Street F as a modified 4-lane urban collector between Friars Road and Street D1, with a 59-foot curb-to-curb pavement width (6-foot wide Class II bike lane, 2-ft wide buffer, 10-foot lane, 11-foot lane, 11-foot lane, 10-foot lane, 2-foot wide buffer, 6-foot wide Class II bike lane) 14-foot parkway (7-foot landscape, 7-foot sidewalk) on each side within 87 feet of public right-of-way, and signal modification as necessary satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy on Lot 4 or Lot 5.

67. Prior to the recordation of the first final map for Lot 8 or Lot 9, the Owner/Permittee shall dedicate 94-feet of public right-of-way and assure by permit and bond the construction of Street I as a modified 4-lane collector between Friars Road and Street D1 and Street E, with a 66-foot curb-to-curb pavement width (2 turn lanes, 2 travel lanes, 6-ft wide Class II bike lane, 2-ft wide buffer, 6-foot wide raised median) and a 14-foot parkway (7-foot landscape, 7-foot sidewalk) on each side within 94 feet of public right-of-way, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lot 8 or Lot 9.

68. Prior to the recordation of the first final map for Lot 8 or Lot 9, the Owner/Permittee shall assure by permit and bond the installation of a new traffic signal at the intersection on Friars Road at Street I, and the widening of Friars Road to restripe the eastbound approach to include a dedicated left-turn lane, restripe the westbound approach to include a dedicated left-turn lane, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lot 8 or Lot 9.

69. Prior to the recordation of the first final map for Lot 10 or Lot 11, the Owner/Permittee shall dedicate 56-feet of public right-of-way and assure by permit and bond the construction of Street K as a modified 2-lane collector between Friars Road and Street D1, with a 28-foot curb-to-curb pavement width (11-foot southbound travel lane, 10-foot northbound travel lane, parking on east side only) and a 14-foot parkway (7-foot landscape, 7-foot sidewalk) on each side within 56 feet of public right-of-way. At the intersection of Friars Road and Street K, the inbound lane would be 15-foot wide and the outbound lane would be 13-ft wide for a transition length of 50 feet. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lot 10 or Lot 11.

70. Prior to the issuance of any building permit for any of Lots 32 thru Lot 40, the Owner/Permittee shall dedicate 50.5-feet of public right-of-way and assure by permit and bond the construction of Street J1 as a modified 2-lane major between Street D1 and Street E and Street P1, with a 44.5-foot curb-to-curb pavement width (2 travel lanes, 6-foot wide bike lane, 2-foot wide buffer, 6-foot wide raised median) and a 6-foot sidewalk on the west side within 50.5 feet of public right-of-way, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of any of the Lots 32 thru Lot 40.

71. Prior to the issuance of the first building permit for any Lots 32 thru Lot 40, the Owner/Permittee shall assure by permit and bond the construction of new traffic signal at the intersection at Street J1/Street J2 and Street P1, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy on any Lots 32 thru Lot 40.

72. Prior to the recordation of the first final map for development on Lots 32 thru Lot 52, the Owner/Permittee shall provide a 56-foot wide Irrevocable Offer of Dedication (IOD) for future Street J between the Riverwalk Specific Plan southerly terminus of Street J and the southerly property line immediately adjacent to Hotel Circle North.

73. Prior to the issuance of a building permit for the 3,386th EDU, the Owner/Permittee shall make a contribution of 23.2 percent towards a Project Study Report (total estimated cost of the Project Study Report not to exceed \$500,000; $23.2\% * \$500K = \$116K$) at the Interstate 8 / Mission Center Road interchange. Funds shall be provided to the City prior to issuance of building permit for the 3,386th EDU.

74. Prior to the issuance of a building permit for the 4,800th EDU, the Owner/Permittee shall assure by permit and bond the installation of a new traffic signal at the intersection of Riverwalk Drive and Avenida Del Rio, satisfactory to the City Engineer. All improvements shall be completed and operational prior to the issuance of the certificate of occupancy for the 4,800th EDU.

75. Prior to the issuance of a building permit for the 4,800th EDU, the Owner/Permittee shall assure by permit and bond the construction of a 14-foot wide raised median along Friars Road between Colusa Street and Goshen Street, satisfactory to the City Engineer. All improvements shall be completed and operational prior to the issuance of the certificate of occupancy for the 4,800th EDU.

76. Prior to the issuance of a building permit for the 5,500th EDU, the Owner/Permittee shall assure by permit and bond the restriping of the southbound approach of the intersection of Hotel Circle North / I-8 WB Ramps / Taylor Street to include dual right-turn lanes subject to the findings of the Hotel Circle Circulation Study, and the necessary signal modification, satisfactory to the City Engineer. All improvements shall be completed and operational prior to the issuance of the certificate of occupancy for the 5,500th EDU.

77. Prior to the recordation of the first final map for Lots 11 thru Lots 14 or Lots 18 thru Lot 21, the Owner/Permittee shall dedicate 84-feet of public right-of-way and assure by permit and bond the construction of Street D2 (Spine Road) as a 2-lane collector with speed table between Street K and

Street M (per Exhibit "A"), with a 56-foot curb-to-curb pavement width (2 travel lanes, 6-foot wide Class II bike lane, 14-foot raised median) and a 14-foot sidewalk on each side within 84 feet of public right-of-way, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lots 11 thru Lot 14 or Lots 18 thru Lot 21.

78. Prior to the recordation of the first final map for Lots 14 thru Lot 18, the Owner/Permittee shall dedicate 84-feet of public right-of-way and assure by permit and bond the construction of Street M as a modified 2-lane collector between Friars Road and Street D1 (Spine Road) and Street N1, with a 56-foot curb-to-curb pavement width (6-foot Class II bike lane, 2-ft wide buffer, 11-foot southbound travel lane, 7-foot raised median, 11-foot northbound travel lane with a left-turn lane, 11-foot northbound travel lane with right turn lane, 2-foot wide buffer, 6-foot wide Class II bike lane) and a 14-foot parkway (7-foot landscape, 7-foot sidewalk) on each side within 84 feet of public right-of-way including a signal modification, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lots 14 thru Lot 18.

79. Prior to the recordation of the first final map for any of Lots 14 thru Lot 18, the Owner/Permittee shall assure by permit and bond to install a new traffic signal at the intersection on Friars Road at Street M, widen Friars Road by 13-feet to the south to restripe the eastbound approach to include a dedicated left-turn lane and restripe the westbound approach to include a dedicated left-turn lane, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of any of Lots 14 thru Lot 18.

80. Prior to the recordation of the first final map for Lots 17 or Lot 18, the Owner/Permittee shall dedicate 68-feet of public right-of-way and assure by permit and bond the construction of Street O as a modified 2-lane collector between Street N1 and the MTS Trolley Tracks, with a 40-foot curb-to-curb pavement width (2 travel lanes, 6-foot wide Class II bike lane, 2-ft wide buffer) and a 14-foot parkway (7-foot landscape, 7-foot sidewalk) on each side within 68 feet of public right-of-way, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lots 17 or Lot 18.

81. Prior to the recordation of the first final map for Lots 32 thru Lot 40, the Owner/Permittee shall dedicate 68-feet of public right-of-way and assure by permit and bond the construction of Street O as a modified 2-lane collector between the terminus of Street O north of the MTS Trolley Tracks and Street P2 and Street P1, with a 40-foot curb-to-curb pavement width (2 travel lanes, 6-foot wide Class II bike lane, 2-ft wide buffer) and a 14-foot parkway (7-foot landscape, 7-foot sidewalk) on each side within 68 feet of public right-of-way, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lots 32 thru Lot 40.

82. Prior to the recordation of the first final map for Lots 32 thru Lot 37, the Owner/Permittee shall assure by permit and bond the construction of Street P1 as a modified 2-lane collector between its terminus west of Street J1 to Street I, from Street J1 to its eastern transition to Street P2, and from its western transition from Street P2 to Street O (per Exhibit "A"), with a 31-foot curb-to-curb pavement width (12-foot westbound lane, 12-foot eastbound lane, 2-foot wide buffer, 5-foot wide Class II bike lane) and a 14-foot parkway (7-foot landscape, 7-foot sidewalk) on the south

side of the street within 45.5 feet of public right-of-way, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lots 32 thru Lot 37.

83. Prior to the recordation of the first final map for Lots 34 thru Lot 40, the Owner/Permittee shall assure by permit and bond the construction of Street P2 as a modified 2-lane collector between the western terminus of Street P1 to Private Drive Q, from Private Drive Q to its transition to Street P1 at its eastern terminus, and from Street M to its transition to Street P3 at its eastern terminus (per Exhibit "A"), with a 31.5-foot curb-to-curb pavement width (12-ft westbound lane, 12-foot eastbound lane, 2-foot wide buffer, 5-foot wide Class II bike lane) and a 14-foot parkway (7-foot landscape, 7-foot sidewalk) on the south side of the street within 45.5 feet of public right-of-way, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lots 34 thru Lot 40.

84. Prior to the recordation of the first final map for Lots 34 thru Lot 40, the Owner/Permittee shall dedicate 45.5 to 62.5-feet of public right-of-way and assure by permit and bond the construction of Street P3 as a modified 2-lane collector between its western terminus located at the transition from the segment of Street P2 (located east of Street M) to its transition to Street S on its eastern terminus (per Exhibit "A"), with a varying curb-to-curb pavement width of 31.5 to 51.5 feet (2 lane) and a 21-foot parkway (7-foot landscape, 14-foot Class I bicycle / pedestrian path) on the south side of the street within a 45.5 to 62.5 feet public right-of-way, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lots 34 thru Lot 40.

85. Prior to the recordation of the first final map for Lots 34 thru Lot 40, the Owner/Permittee shall dedicate 94-feet of public right-of-way and assure by permit and bond the construction of Street S as a modified 4-lane major between its western terminus located at the transition from Street P3 to Fashion Valley Road (per Exhibit "A"), with a 59-foot curb-to-curb pavement width (2 travel lanes, 2-turn lanes, 5-foot raised median), 14-foot parkway width on the north side (7-foot landscape, 7-foot sidewalk) and a 21-foot parkway (7-foot landscape, 14-foot Class I bicycle / pedestrian path) on the south side within a 94 feet of public right-of-way, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lots 34 thru Lot 40.

86. Prior to the recordation of the first final map for development south of the San Diego River, the Owner/Permittee shall provide a 103-foot wide Irrevocable Offer of Dedication (IOD) for future Street U between the westerly terminus of Street U and future Street J.

87. Prior to issuance of a building permit for the 6,200th EDU, the Owner/Permittee shall assure by permit and bond the installation of traffic signal communications equipment improvements for implementation of Intelligent Transportation System (ITS) improvements with Transit Signal Priority at the following intersections, satisfactory to the City Engineer:

- Friars Road & Ulric St / SR 163 Southbound Ramp
- Friars Road / SR 163 Northbound Ramps
- Friars Road / Frazee Road

All improvements shall be completed and operational prior to the issuance of the certificate of occupancy for the 6,200th EDU.

88. Prior to the recordation of the first final map for Lots 43 thru Lot 52, the Owner/Permittee shall assure by permit and bond the widening between 20.6-feet to 41.5-feet and dedication of 50.5-ft public right-of-way on the north side of Hotel Circle North between I-8 Westbound Ramps and Fashion Valley Road to 4-Lane Major standards with a 78-foot curb-to-pavement width (6-foot wide Class II bike lane, 2-foot wide buffer, 12-foot travel lane, 12-foot travel lane, 4-foot wide raised median, 10-foot eastbound left-turn lane, 12-foot travel lane, 12-foot travel lane, 2-foot wide buffer, 6-foot Class II bike lane) with a 15-foot parkway (9-foot landscape, 6-foot sidewalk) on the north side and 3.5-foot shoulder on the south side, within 96.5-feet public right-of-way, per Figure 4-46 of the Specific Plan and Sheet 22 of the Vesting Tentative Map, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lots 43 thru Lot 52. This configuration shall remain until implementation of the one-way couplet on Hotel Circle North.

89. If a one-way couplet is implemented and operational prior to the recordation of the first final map for Lots 43 thru Lot 52, the Owner/Permittee shall dedicate between 0 feet and 11-ft and assure by permit and bond the construction of Hotel Circle North between I-8 Westbound Ramps and Fashion Valley Road as a one-way couplet (2 travel lanes, 12-foot wide Class IV two-way cycle track, 4-foot wide buffer), with a 14-foot parkway (7-foot landscape, 7-foot sidewalk) on the north side, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy for Lots 43 thru Lot 52.

90. Prior to the recordation of the first final map for Lots 43 thru Lot 52 and after the Owner/Permittee has widened Hotel Circle North from Interstate 8 Westbound Ramps to Fashion Valley Road to 4-lane major standards with raised median and Class II bike lanes, the Owner/Permittee shall assure by permit and bond the installation of a new traffic signal at the intersection of Hotel Circle North and Interstate 8 Westbound Ramps, pending Hotel Circle & Interstate 8 Corridor Circulation Study Findings. If Caltrans does not approve a traffic signal at this intersection, the project will contribute \$500,000 towards an alternative improvement prior to issuance of the first building permit for Lots 43 thru Lot 52.

91. Prior to issuance of the a building permit for the 6,200th EDU, the Owner/Permittee shall assure by permit and bond the installation of a new traffic signal with the associated hardware and software required for Intelligent Traffic System (ITS) improvements at the intersection of Ulric Street and SR-163 On-Ramp intersection, satisfactory to the City Engineer. All improvements shall be completed and operational prior to the issuance of the certificate of occupancy for the 6,200th EDU.

92. Prior to the recordation of the first final map on Lots 43 thru Lot 52, the Owner/Permittee shall dedicate 103-feet of public right-of-way and assure by permit and bond the construction of Street U as a modified 4-lane urban collector between Fashion Valley Road and Street V, with a 75-foot curb-to-curb pavement width (12-ft Class IV two-way cycle track, 4-ft wide buffer, 10-foot westbound travel lane, 11-foot westbound travel lane, 16-foot raised median (to include 10-foot left-turn lane where necessary), 11-foot eastbound travel lane, 11-foot eastbound travel lane) and a 14-foot

parkway (7-foot landscape, 7-foot sidewalk) on each side within 103 feet of public right-of-way, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lots 43 thru Lot 52.

93. Prior to the recordation of the first final map for Lots 43 thru Lot 52, the Owner/Permittee shall assure by permit and bond the installation of a new traffic signal with the associated hardware and software required for Intelligent Traffic System (ITS) improvements at the intersection of Fashion Valley Road at Street U, widen the southbound approach to include an exclusive left-turn lane, through-lane, and exclusive right-turn lane, and widen the northbound approach to include dual left-turn lanes, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lots 43 thru Lot 52.

94. Prior to recordation of the first final map for Lots 43 thru Lot 52, the Owner/Permittee shall assure by permit and bond the widening by 34-feet and dedication of 47.5-feet on the west side of Fashion Valley Road between Riverwalk Drive and Street U with 84-foot curb-to-curb pavement width (12-foot Class IV two-way cycle track, 4-foot wide buffer, 14-foot wide southbound right-turn lane, 14-foot southbound right-turn lane, 12-foot southbound left turn lane, 12-foot southbound left turn lane, 4-foot raised median, 11-foot northbound lane, 11-foot northbound lane), and a 15-foot parkway (9-foot landscape, 6-foot sidewalk) on the west side and 10-foot parkway (5-foot sidewalk, 5-foot landscape) on the east side within 110-feet public right-of-way, and the widening of the northbound approach of the intersection of Riverwalk Drive and Fashion Valley Road to include an additional left turn lane per Figure 4-45 of the Specific Plan and Sheet 22 of the Vesting Tentative Map, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lots 43 thru Lot 52.

95. Prior to recordation of the first final map for Lots 43 thru Lot 52, the Owner/Permittee shall assure by permit and bond the widening varying from 36-feet to 44-feet and dedication of 53-feet on the west side of Fashion Valley Road between Street U and Hotel Circle North with curb-to-curb pavement width of 94-foot (12-foot Class IV two-way cycle track, 4-foot wide buffer, 14-foot wide southbound right-turn lane, 14-foot southbound right-turn lane, 12-foot southbound left turn lane, 12-foot southbound left turn lane, 4-foot raised median, 11-foot northbound lane, 11-foot northbound lane), and a 15-foot parkway (9-foot landscape, 6-foot sidewalk) on the west side and 10-foot parkway (5-foot sidewalk, 5-foot landscape) on the east side within 119-feet public right-of-way, per Sheet 22 of the Vesting Tentative Map, satisfactory to the City Engineer. This configuration shall remain until implementation of the one-way couplet on Hotel Circle North. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lots 43 thru Lot 52.

96. If the one-way couplet is implemented and operational on Hotel Circle North prior to recordation of the first final map for Lots 43 thru Lot 52, the Owner/Permittee shall assure by permit and bond the widening by 16-feet to 46.5-feet and dedication of 47.5-feet on the west side of Fashion Valley Road between Street U and Hotel Circle North with 66-foot curb-to-curb pavement width (12-foot Class IV two-way cycle track, 4-foot wide buffer, 12-foot wide southbound right-turn lane, 12-foot southbound right-turn lane, 4-foot raised median, 11-foot northbound lane, 11-foot northbound lane), and a 15-foot parkway (9-foot landscape, 6-foot sidewalk) on the west side and 10-foot parkway (5-foot sidewalk, 5-foot landscape) on the east side within 91-feet

public right-of-way, per Sheet 22 of the Vesting Tentative Map, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lots 43 thru Lot 52.

97. Prior to the recordation of the first final map for Lots 43 thru Lot 52, the Owner/Permittee shall assure by permit and bond the construction of a new traffic signal at the intersection of Street U and Private Driveway W, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of any of Lots 43 thru Lot 52.

98. Prior to the recordation of the first final map for Lots 43 thru Lot 52, the Owner/Permittee shall assure by permit and bond the construction of a new traffic signal at the intersection of Street U and Private Driveway Y per Sheet 22 of the Vesting Tentative Map, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lots 43 thru Lot 52. Satisfaction of this condition may be deferred through Owner/Permittee processing and the City approve Deferred Improvement Agreement with the City in the event the "regional" portions of Street J and Street U are not constructed at the time Owner/Permittee begins development on Lots 43 thru Lot 52.

99. If and when Street V is approved by Caltrans as the fourth leg of the intersection of Hotel Circle North/Interstate 8 Westbound Ramps, the following condition would apply:

Prior to the recordation of the first final map for Lots 43 thru Lot 52, the Owner/Permittee shall dedicate 89.5-feet of public right-of-way and assure by permit and bond the construction of Street V as a modified 4-lane urban collector between Street U and Hotel Circle North, with a 68-foot curb-to-curb pavement width (4 travel lanes, 4-foot raised median, 2-foot wide buffer, 6-foot wide Class II bike lane), a 14-foot parkway (7-foot landscape, 7-foot sidewalk) on the east side, and a 7.5-foot landscape on the west side, within 89.5-feet of public right-of-way, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lots 43 thru Lot 52.

100. If and when Street V is approved by Caltrans as the fourth leg of the intersection of Hotel Circle North/Interstate 8 Westbound Ramps, the following condition would apply:

Prior to the recordation of the first final map for Lots 43 thru Lot 52, the Owner/Permittee shall assure by permit and bond the construction of a new traffic signal at the intersection of Street U and Street V, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lots 43 thru Lot 52.

101. All automobile, motorcycle, and bicycle parking spaces must be constructed in accordance with the requirements of the SDMC. All on-site parking stalls and aisles widths shall be in compliance with requirements of the City's Land Development Code and shall not be converted and/or utilized for any other purpose, unless otherwise authorized in writing by the appropriate City decision maker in accordance with the SDMC. For all building permits before the Riverwalk Trolley Station is constructed and operational, all market rate residential units shall be parked at a ratio of no less than 1.5 parking spaces per residential unit; and prior to the 3,000th dwelling unit, the Owner/Permittee shall provide no less than 2,865 total residential parking spaces.

102. Prior to issuance of the first building permit for development on any adjacent lot(s), the Owner/Permittee shall assure the construction of Private Driveway B1 between Street D1 and the western terminus of Private Driveway B (per Exhibit "A"), with a 29-foot curb-to-curb pavement width (11-ft lane, 18-lane) and a 13-foot parkway (7-foot landscape, 6-foot sidewalk) on the side of the street opposite to the park within 42-6" feet of public right-of-way. If sidewalk is not adjacent to the private drive, sidewalk will be provided within the park. All improvements shall be constructed satisfactory to the City Engineer and shall be completed and operational prior to issuance of the first certificate of occupancy on any of the adjacent lot(s).

103. Prior to issuance of the first building permit for development on Lot 28, Lot 29, or Lot 30, the Owner/Permittee shall assure the construction of Private Driveway B1 between the eastern terminus of Private Driveway B and Street D1 (per Exhibit "A"), with a 22-foot curb-to-curb pavement width (2 travel lanes) and a 13-foot parkway (7-foot landscape, 6-foot sidewalk) on the side of the street opposite to the park within 35-6" feet of public right-of-way. If sidewalk is not adjacent to the private drive, sidewalk will be provided within the park. All improvements shall be constructed satisfactory to the City Engineer and shall be completed and operational prior to issuance of the first certificate of occupancy on Lot 28, Lot 29, or Lot 30.

104. Prior to issuance of the first building permit for development on Lot 6 or Lot 7, the Owner/Permittee shall assure the construction of Private Driveway H north of Street D1 (per Exhibit "A"), with a 24-foot curb-to-curb pavement width (2 travel lanes) and a 14-foot parkway (7-foot landscape, 7-foot sidewalk) within 52 feet of public right-of-way, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy on any of Lot 6 or Lot 7.

105. Prior to issuance of the first building permit for development on Lot 26 or Lot 27, the Owner/Permittee shall assure the construction of Private Driveway H south of Street D1 (per Exhibit "A"), with a 24-foot curb-to-curb pavement width (2 travel lanes) and a 14-foot parkway (7-foot landscape, 7-foot sidewalk) within 52 feet of public right-of-way, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy on Lot 26 or Lot 27.

106. Prior to issuance of the first building permit for development on Lot 21 or Lot 22, the Owner/Permittee shall assure the construction of Private Driveway L between Street D1 and its terminus south of Street D1 (per Exhibit "A"), with a 24-foot curb-to-curb pavement width (2 travel lanes) and a 14-foot parkway (7-foot landscape, 7-foot sidewalk) within 52 feet of public right-of-way, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy on Lot 21 or Lot 22.

107. Prior to issuance of the first building permit for development on Lot 15, Lot 16, or Lot 17, the Owner/Permittee shall assure the construction of Private Driveway N1 between Private Drive N2 and Street M and Street O, with a 60.5-foot curb-to-curb pavement width (2 travel lanes, head-in parking) and a 6-foot sidewalk on the non-park side within 66.5 feet of public right-of-way. If sidewalk is not adjacent to the private drive, sidewalk will be provided within the park. All improvements shall be constructed satisfactory to the City Engineer and shall be completed and

operational prior to issuance of the first certificate of occupancy of Lot 15, Lot 16, or Lot 17.

108. Prior to issuance of the first building permit for development on Lot 15 or Lot 16, the Owner/Permittee shall assure the construction of Private Driveway N2 between Street M and Private Drive N1, with a 20-foot curb-to-curb pavement width (1 one-way travel lane) and a 13-foot parkway (7-foot landscape, 6-foot sidewalk) on the non-park side within 33.5 feet of public right-of-way. If sidewalk is not adjacent to the private drive, sidewalk will be provided within the park. All improvements shall be constructed satisfactory to the City Engineer and shall be completed and operational prior to issuance of the first certificate of occupancy of Lot 15 or Lot 16.

109. Prior to issuance of the first building permit for development on Lot 33, the Owner/Permittee shall assure the construction of Private Driveway J2 between P1 to its southern terminus (per Exhibit "A"), with a 44-foot curb-to-curb pavement width (2 travel lanes, 6-foot wide bike lane, 2-foot wide buffer, 6-foot wide striped median) and a 6-foot sidewalk on both sides within 56 feet of public right-of-way, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lot 33.

110. Prior to issuance of the first building permit for development on Lot 35 or Lot 36, the Owner/Permittee shall assure the construction of Private Driveway Q between Street P2 and its southern terminus per Exhibit "A", with a 24-foot curb-to-curb pavement width (2 travel lanes) and a 14-foot parkway (7-foot landscape, 7-foot sidewalk) within 52 feet of public right-of-way, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lot 35 or Lot 36.

111. Prior to issuance of the first building permit for development on Lots 38 thru Lot 40, the Owner/Permittee shall assure the construction of Private Driveway R between Street P1 and Street P2 and its terminus within Lot 38 per Exhibit "A", with a 24-foot curb-to-curb pavement width (2 travel lanes), an 18-foot parkway (6-foot landscape, 10-foot bicycle / pedestrian path, 2-foot shoulder) on the west and south sides, and a 6-foot sidewalk on the east and north sides within 48 feet of public right-of-way, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lots 38 thru Lot 40.

112. Prior to issuance of the first building permit for development on Lots 41 or Lot 42, the Owner/Permittee shall assure the construction of Private Driveway T between Fashion Valley Road and its western terminus per Exhibit "A", with a 26-foot curb-to-curb pavement width (2 travel lanes) and a 14-foot parkway (7-foot landscape, 7-foot sidewalk) on the south side within a varying public right-of-way, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lots 41 or Lot 42.

113. If the one-way couplet is not implemented prior to issuance of the first building permit for development on Lots 46 thru Lot 52, the Owner/Permittee shall assure the construction of Private Driveway Z between Private Driveway X to Hotel Circle North (per Exhibit "A"), with a 26-foot curb-to-curb pavement width (2 travel lanes) within 27 feet of public right-of-way, per Sheet 22 of the Vesting Tentative Map, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lots 46 thru Lot 52.

114. If and when Street V is approved by Caltrans as the fourth leg of the intersection of Hotel Circle North/Interstate 8 Westbound Ramps, the following condition would apply:

Prior to issuance of the first building permit for development on Lots 46 thru Lot 52, the Owner/Permittee shall assure the construction of Private Driveway X between Street V to its terminus (per Exhibit "A"), with a 26-foot curb-to-curb pavement width (2 travel lanes) within 27 feet of public right-of-way, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lots 46 thru Lot 52.

115. If the one-way couplet is not implemented prior to issuance of the first building permit for development on Lots 46 thru Lot 52, the Owner/Permittee shall assure the construction of Private Driveway X between Private Driveway W and Private Driveway Z to its terminus, with a 26-foot curb-to-curb pavement width (2 travel lanes) within 27 feet of public right-of-way, per Sheet 22 of the Vesting Tentative Map, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lots 46 thru Lot 52.

116. Prior to issuance of the first building permit for development on Lots 46 thru Lot 52, the Owner/Permittee shall assure the construction of Private Driveway W between Street U and Street X, with a 56-foot curb-to-curb pavement width (11-foot southbound lane, 12-foot lane, 11-foot northbound lane, 11-foot right-turn lane), and a 14-foot parkway (7-foot landscape, 7-foot sidewalk) on each side within 84 feet of public right-of-way, per Sheet 22 of the Vesting Tentative Map, satisfactory to the City Engineer. All improvements shall be completed and operational prior to issuance of the first certificate of occupancy of Lots 46 thru Lot 52.

117. Prior to the issuance of the first building permit, Owner/Permittee shall prepare and maintain a Transportation Demand Management Program for the project, to include at a minimum the following measures:

- In conjunction with construction of the Trolley Station, construct a Mobility Hub that will provide for space for private vehicle drop-off, rideshare services, dockless bike and scooter sharing, intra-project shuttle services, and will include a bike repair station.
- Provide a 25% transit subsidy to hourly employees working on the property. The subsidy value will be limited to the equivalent value of 25% of the cost of an MTS "Regional Adult Monthly/30-Day Pass" (currently \$72 for a subsidy value of \$18 per month). Subsidies will be available on a per unit basis to residential tenants and will be offered from the completion of the first dwelling unit until ten years after the opening of the Riverwalk Trolley Station. The subsidy will be required of office and retail tenant employees as a lease condition.
- Provide Last Mile Transportation Options (one of the following at Owner's Discretion)
 - Up to one shuttle vehicle serving 12 passengers. The shuttle will serve to connect office uses south of the river to the mobility hub at the Riverwalk Trolley Stop. Additionally, the shuttle will connect to the Fashion Valley Transit Center. The shuttle will be implemented upon first occupancy for development South of the San Diego River. Hours of operation will be from 6AM to 6PM.
 - As an alternative, an Autonomous Transportation Service Option may be implemented serving the same equivalent number of passengers via one or multiple

vehicles and running during the same hours of operations and same conditions as above.

- As an alternative, on-demand Rideshare services may be utilized to serve the same goal via discount codes based on agreements between the employer and rideshare company which enable office tenants to reach the same destinations outlined above during the same hours of operation.
- Install Transit Boards in all office and residential lobbies
- Maintain an employer network in the SANDAG iCommute program for all tenants/employees (to implemented through a lease provision)
- Provide SANDAG/MTS Information at Leasing Centers
- Coordinate with ride-sharing services such as Uber, Lyft, car-sharing service providers such as Zip Car, and other providers for bike and scooter sharing on the project site and incentivize their use.
- Implement unbundled parking for residential, and paid parking for retail uses and visitors to residential.
- Provide carpool/vanpool parking spaces as part of the overall project parking requirements at the project site. These spaces will be signed and striped "carpool/vanpool only."
- Provide showers and locker facilities

The Transportation Demand Management Program shall state that the program will be implemented prior to first occupancy. Effectiveness of these measures will be monitored by Owner/Permittee for a period of no less than 5 years with surveys and traffic counts taken annually with a report provided to the City Engineer.

PUBLIC UTILITIES DEPARTMENT REQUIREMENTS:

118. Prior to the issuance of any construction permit for development on adjacent lot(s), the Owner/Permittee shall assure, by permit and bond the design and construction of all public water and sewer facilities as required in the accepted water and sewer studies for this project in a manner satisfactory to the Public Utilities Director and the City Engineer's review for consistency with City standards. Water and sewer facilities, as shown on the approved Exhibit "A," may require modification based on the accepted water and sewer studies and final engineering consistent with City standards.

119. Prior to the issuance of any building permits for development on adjacent lot(s), the Owner/Permittee shall assure, by permit and bond, the design and construction of new water and sewer service(s) outside of any driveway or drive aisle and the abandonment of any existing unused water and sewer services within the public right-of-way adjacent to the project site, in a manner satisfactory to the Public Utilities Director and the City Engineer's review for consistency with City standards.

120. The Owner/Permittee shall apply for a plumbing permit for the installation of appropriate private back flow prevention device(s) [BFPDs], on each water service (domestic, fire and irrigation), in a manner satisfactory to the Public Utilities Director and the City Engineer's review for consistency with City standards. BFPDs shall be located above ground on private property, in line with the service and immediately adjacent to the public right-of-way.

121. The Owner/Permittee shall design and construct all proposed public water and sewer facilities, in accordance with established criteria in the current edition of the City of San Diego Water and Sewer Facility Design Guidelines and City regulations, standards and practices.

122. The Owner/Permittee shall grant water easement for the proposed above ground water meters as shown on the approved Exhibit "A," in a manner satisfactory to the Public Utilities Director and the City Engineer's review for consistency with City standards.

123. The Owner/Permittee shall grant sewer and water easements, and access easements as shown on the approved Exhibit "A," satisfactory to the Public Utilities Director and the City Engineer's for review consistency with City standards.

124. Prior to recordation of the final map that includes Lots 32 thru Lot 37 if feasible, an additional 10-foot sewer easement will be obtained from MTS for the existing sewer located west of Lot 32, increasing the existing 25-foot sewer easement crossing the MTS right-of-way at Point of Connection No. 1, to 35 feet.

125. Prior to the recordation of the sewer easement vacation, the Owner/Permittee shall assure by permit, bond and as-built completion the abandonment of the sewer main, in a manner satisfactory to the Director of Public Utilities and the City Engineer.

126. No approved improvements or landscaping, including private water facilities, grading and enhanced paving, shall be installed in or over any easement prior to the Owner/Permittee obtaining an Encroachment Maintenance and Removal Agreement.

127. No trees or shrubs exceeding three feet in height at maturity shall be installed within ten feet of any sewer facilities and five feet of any water facilities.

INFORMATION ONLY:

- The issuance of this discretionary permit alone does not allow the immediate commencement or continued operation of the proposed use on site. Any operation allowed by this discretionary permit may only begin or recommence after all applicable conditions listed on this permit are fully completed and all required ministerial permits have been issued and received final inspection, unless otherwise noted in the conditions above.
- Any party on whom fees, dedications, reservations, or other exactions have been imposed as conditions of approval of this Permit, may protest the imposition within ninety days of the approval of this development permit by filing a written protest with the City Clerk pursuant to California Government Code-section 66020.
- To the extent consistent with the Development Agreement, this development may be subject to impact fees at the time of construction permit issuance.

APPROVED by the City Council of the City of San Diego on December 8, 2020 pursuant to Ordinance
Number O 21267 (New Series).

AUTHENTICATED BY THE CITY OF SAN DIEGO DEVELOPMENT SERVICES DEPARTMENT

Jeffrey A. Peterson
Development Project Manager
Development Services Department

**NOTE: Notary acknowledgment
must be attached per Civil Code
section 1189 et seq.**

The undersigned Owner/Permittee, by execution hereof, agrees to each and every condition of this Permit and promises to perform each and every obligation of Owner/Permittee hereunder.

Owner/Permittee
SD RIVERWALK LLC,
a Delaware limited liability company

By: Hines SD Riverwalk LLC,
a Delaware limited liability company,
its managing member

By: Hines SD Riverwalk Associates LP,
a Texas limited partnership,
its sole member

By: Hines Interests Limited Partnership,
a Delaware limited partnership,
its general partner

By: Hines Holdings, Inc.,
a Texas corporation,
its general partner

By: _____
Name: _____
Title: _____

**NOTE: Notary acknowledgments
must be attached per Civil Code
section 1189 et seq.**

Passed by the Council of The City of San Diego on DEC 08 2020, by the following vote:

Councilmembers	Yeas	Nays	Not Present	Recused
Barbara Bry	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jennifer Campbell	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Vacant	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Monica Montgomery	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Mark Kersey	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Chris Cate	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Scott Sherman	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Vivian Moreno	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Georgette Gómez	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Date of final passage DEC 08 2020.

AUTHENTICATED BY:

KEVIN L. FAULCONER
Mayor of The City of San Diego, California.

(Seal)

ELIZABETH S. MALAND
City Clerk of The City of San Diego, California.

By Connie Patterson, Deputy

I HEREBY CERTIFY that the foregoing ordinance was not finally passed until twelve calendar days had elapsed between the day of its introduction and the day of its final passage, to wit, on

NOV 17 2020, and on DEC 08 2020.

I FURTHER CERTIFY that said ordinance was read in full prior to passage or that such reading was dispensed with by a vote of five members of the Council, and that a written copy of the ordinance was made available to each member of the Council and the public prior to the day of its passage.

(Seal)

ELIZABETH S. MALAND
City Clerk of The City of San Diego, California.

By Connie Patterson, Deputy

Office of the City Clerk, San Diego, California
Ordinance Number O- 21267