



PLANNING COMMISSION MINUTES

City Council Chamber
200 Old Bernal Avenue, Pleasanton, CA 94566

APPROVED

Wednesday, October 14, 2009

(Staff has reviewed the proposed changes against the recorded proceedings and confirms that these Minutes are accurate.)

CALL TO ORDER

The Planning Commission Regular Meeting of October 14, 2009, was called to order at 7:00 p.m. by Chair Pearce.

1. ROLL CALL

Staff Members Present: Brian Dolan, Director of Community Development; Donna Decker, Principal Planner; Julie Harryman, Assistant City Attorney; Marion Pavan, Associate Planner; Natalie Amos, Assistant Planner; and Maria L. Hoey, Recording Secretary

Commissioners Present: Chair Jennifer Pearce, Commissioners Phil Blank, Kathy Narum, Greg O'Connor, Arne Olson, and Jerry Pentin

Commissioners Absent: None

2. APPROVAL OF MINUTES

a. September 23, 2009

Commissioner Pentin advised that he did not make the statement on the fourth paragraph of page 24 regarding the disaster plan and requested that it be corrected. Commissioner Narum indicated that she did.

Commissioner Blank requested that the word "*if*" be added between the words "because" and "the Commission recommends" in the first sentence of the fifth paragraph on page 17.

Commissioner Narum requested that the last line of fourth paragraph on page 15 be modified to read as follows: "...the development is expected to generate would be at the time when the rezoning is approved, the PUD for the Business Park is modified, and or the individual PUDs start coming in."

Commissioner Narum requested that the sixth paragraph on page 15 be modified to read as follows: "Commissioner Narum inquired whether or not the Commission ~~would conceivably condition~~ could add a condition to the PUD that prior to building...."

Chair Pearce requested that the word "not" be added between the words "should" and "get bogged down" in the last line of the ninth paragraph on page 26.

Commissioner Narum moved to approve the Minutes of September 23, 2009 as amended.

Commissioner Blank seconded the motion.

ROLL CALL VOTE:

AYES: Commissioners Blank, Narum, Olson, Pearce, and Pentin.

NOES: None.

ABSTAIN: Commissioner O'Connor.

RECUSED: None.

ABSENT: None.

The Minutes of the September 23, 2009 meeting were approved as modified.

3. MEETING OPEN FOR ANY MEMBER OF THE AUDIENCE TO ADDRESS THE PLANNING COMMISSION ON ANY ITEM WHICH IS NOT ALREADY ON THE AGENDA

No comments were received.

4. REVISIONS AND OMISSIONS TO THE AGENDA

Ms. Decker advised that Item 6.a., PRZ-46, City of Pleasanton is being continued to the November 18, 2009 Planning Commission hearing date.

5. CONSENT CALENDAR

a. PCUP-254, IvyMax, Inc.

Application for a Conditional Use Permit to operate a tutoring center for students at 5820 Stoneridge Mall Road, Suite 108. Zoning for the property is C-R(p) (Regional Commercial – Peripheral Area) District.

- b. PCUP-255, USA Wu Chi Kung Fu Academy
Application for a Conditional Use Permit to operate a Kung Fu, Tai Chi, Chinese Arts and Dance, and Yoga facility at 425 Boulder Court, Suites 200 and 300. Zoning for the property is I-G-40 (General Industrial, 40,000-Square-Foot Minimum Lot) District.**
- c. PPOL-1, City of Pleasanton
Review and consideration of a Planning Policy regarding the definition and licensing of child care uses.**

This item was continued to the October 28, 2009 meeting.

Commissioner Narum referred to Item 5.a., PCUP-254, IvyMax, Inc., and inquired where the restrooms were located relative to the project site.

Ms. Decker replied that the restrooms were located outside of the tenant's space around the corner to the right and that access would be through interior building corridors.

Commissioner Narum stated that in other situations where restrooms were not part of the tenant space, a condition is added that children under a certain age are to be accompanied to the restroom.

Ms. Decker stated that the ages have generally been ages 12 years and under. She noted that there has been discussion about age 16 years but that the Planning Commission has typically required ages 12 years and under.

Commissioner Blank stated that at the previous Commission meeting, signing in and out of the facility had been discussed for ages 15 years and under. He suggested that for consistency, accompaniment be for ages 12 years and under and signing in and out for ages 15 years and under.

Chair Pearce suggested that staff check on what was done with previous applications and mirror that.

Commissioner Narum agreed.

Chair Pearce proposed amending the appropriate condition for this application and that of Item 5.b., PCUP-255, USA Wu Chi Kung Fu Academy to read "15 years and under" as opposed to "12 years and under."

Commissioner Narum inquired how children who rode their bikes to the facility would be signed in or out by an adult.

Commissioner Blank stated that children who ride their bikes should have on file a signed form letter from the parents acknowledging that their children are riding their

bikes to and from the facility. He noted that otherwise, there would be a likelihood that every possible scenario would need to be addressed.

Commissioner Narum agreed with Commissioner Blank's suggestion.

Ms. Decker noted that the Planning Commission previously held discussion regarding establishing an appropriate age for sign in and sign out. She stated that at one point, ages 16 years and under was in place; however, many children ride bikes around town, and the Commission had settled on ages 12 and under. She added that this would be contradictory to a waiver signed by a parent that every child 16 years and under must be signed in and out.

Commissioner Narum stated that there should be consistency and that she supported ages 12 and under.

Chair Blank noted that ages 15 year and under was settled on during the previous discussion for attending school facilities.

The Commissioner agreed to re-visit this issue.

Chair Pearce suggested leaving it at ages 12 years and under since this is what was done prior to that.

Commissioner Pentin referred to Item 5.b., PCUP-255, USA Wu Chi Kung Fu Academy and noted that Chinese traditional folk dance and music instruments would be taught. He stated that he had been at Chinatown in San Francisco where a lot of large drums were in place and inquired how this would impact neighbors and sound quality in the room.

Ms. Decker replied that the requirement to meet the noise standards for the area will remain in place and would need to be adhered to.

Commissioner Blank moved to make the required conditional use findings as stated in the staff report and approve PCUP-254 and PCUP-255, subject to the Conditions of Approval, Exhibit A, as amended for PCUP-254. Commissioner Olson seconded the motion.

ROLL CALL VOTE:

AYES: Commissioners Blank, Narum, Olson, Pearce, and Pentin.
NOES: None.
ABSTAIN: None.
RECUSED: None.
ABSENT: None.

Resolutions Nos. PC-2009-34 approving PCUP-254 and PC-2009-35 approving PCUP-255 were entered and adopted as motioned.

6. PUBLIC HEARINGS AND OTHER MATTERS

- a. **PRZ-46, City of Pleasanton**
Review and consideration of amendments to Chapter 18.104 and various related sections of the Pleasanton Municipal Code regarding Home Occupations.

This item has been continued to the November 18, 2009 meeting.

- b. **PUD-02-07M/PSPA-02/PCUP-210, Scott Trobbe, South Bay Development**
Work session on the Pleasanton Gateway PUD development plan modification located on the southwest corner of Bernal Avenue and Valley Avenue. Zoning for the property is PUD-C (Planned Unit Development – Commercial) District.

Marion Pavan presented the staff report and a PowerPoint presentation on the project site and key elements of the application.

Referring to the slide on the site plans, Commissioner Blank inquired what the project would look like from the freeway. He noted that at the last workshop, he indicated that the Commission did not want the project to look like a freeway stop and had suggested that more landscaping be added such that the building itself and the center would not be obvious until one actually exited via the off-ramp. He inquired whether this has been accomplished in the design.

Mr. Pavan stated that the plans submitted do not include the landscaping between the buildings and the freeway right-of-way. He deferred the question to the applicant.

Commissioner Blank inquired what the reason was for moving the fuel station. He noted that at the last workshop, the fuel station had a Safeway logo and inquired whether it would be operated by Safeway.

Mr. Pavan replied that the reason for moving the service station was to place it as far as possible from the main driveway at Bernal Avenue and to prevent any vehicular conflicts with people backing out of Bernal Avenue.

Commissioner Pentin noted that the new plan proposes shows 637 parking spaces, less than the original 651 spaced proposed. He added that the staff report also refers to the parking requirements for the CC (Central Commercial) and CN (Neighborhood Commercial) zones at 413 spaces and 689 spaces, respectively. He inquired if the 637 spaces was a combination of the two or if the requirement should be 689 spaces.

Mr. Pavan replied that the Commission has the flexibility to determine the parking ratio for a PUD, based upon several factors, including the ability to serve the types of uses proposed, hours of operation, etc. He added that the parking analysis is part of the traffic report.

Commissioner Olson noted that staff appears to be still not in favor of the fueling station and inquired why it was moved.

Mr. Pavan replied that if the fuel station is ultimately supported by the City, staff wants to ensure that it is attractive and complements the area and that its location does not conflict with the circulation on Bernal Avenue or between Bernal Avenue and the project.

Commissioner Olson recalled that at the Commission's last meeting of May 28, 2008, he raised a question regarding a development agreement for the project and inquired if this agreement has been completed. He added that if this is the case, he would like the Commission to review it.

Mr. Pavan replied that there is an existing development agreement on the property which covers the previously approved project and which must be modified to allow for this project. He indicated that he would forward copies of the existing agreement to the Commission.

Commissioner Blank stated that this would be of value because the Commission may want to review the proposed modifications to the agreement.

Mr. Pavan advised that when the project is brought back for the formal recommendation, the revised development agreement would be attached to the staff report and would be part of the recommendation for Planning Commission action.

Commissioner Blank recommended that the agreement be forwarded to the Commission prior to the recommendation being made as a development agreement will override the conditions of approval.

Commissioner Olson stated that the Commission has experienced this with other projects where the development agreement is not in sync with what the Commission has recommended. He added that another item discussed at the May meeting is a fiscal analysis in which staff would be evaluating the impact of these businesses on other businesses in the City. He noted that the Commission had expressed concerns at that meeting regarding types of businesses in the complex versus similar businesses in the Downtown area to determine whether the City is setting up additional competition for businesses that are keeping the Downtown area viable. He inquired if this study has been done.

Mr. Pavan replied that the fiscal analysis is underway and will be provided to the Commission along with other supporting documents.

Commissioner Blank noted that at the last meeting in May, three of the five Commissioners supported the concept of the fuel station. He inquired why the City still does not support it.

Mr. Pavan replied that staff feels the service station is not consistent with the type of uses the City would like to see at a gateway entrance to the City.

Commissioner Pentin noted that there is a fueling station across the street located at the gateway to the City.

Mr. Pavan agreed and added that the Bernal Specific Plan strongly encouraged a gas station at that corner. He stated that the development conforms to the Specific Plan language and to the PUD.

Commissioner Blank questioned why that one would be fine, and one at this location would not. He noted that Commission discussion focused on not wanting the project to be visible from the freeway so it did not become a gas-focused exit but more of a gateway entrance.

Mr. Pavan stated that staff reviewed the types of uses encouraged by the General Plan for a gateway entrance, and the question is whether or not this is what the City wants people to see when they first enter the City from this location. He added that staff's position is that a fueling station would not be consistent with a gateway entrance.

Commissioner Blank questioned if the first thing the City wants people to see upon entering a gateway to the City is a Safeway Store and asked why this would be any better than a gas station.

Commissioner Pentin likewise questioned why people would also want to see the backs of two buildings.

Mr. Pavan clarified that the back of the Safeway Store would be designed and enhanced to be attractive from the freeway, which can be achieved. He referred the question to Mr. Dolan.

Mr. Dolan stated that both statements regarding the gas station and the back of Safeway are fair. With respect to the Safeway building, he noted that the Commission requested that it be addressed, and the applicant is willing to accommodate. He added that staff anticipates there will be significant screening and a filtered view of the building at best. He indicated that staff will pay close attention to this and that there will be visual representations of what this will look like before the hearing.

With respect to the question of the gas station, Mr. Dolan stated that it is no more complicated than what Mr. Pavan has indicated. He noted that typically, a gas station is not the most attractive use; the question is whether two should be sited at the gateway

to the City. He indicated that he believes the existing gas station is one of the more attractive stations that exist in the area. He added that the Safeway station has similarly been designed to be attractive; however, if given a choice, staff would rather not have a second station at the gateway location.

Commissioner Olson stated that his concern is that obviously an anchor tenant is needed. He noted that Safeway is a terrific anchor tenant, which is based in Pleasanton, and a gas station part of its formula. He indicated that he was not sure whether or not it was a show-stopper for Safeway but felt this should be kept in mind.

Chair Pearce suggested that the Commission ask Safeway representatives.

Commissioner Olson noted that the vote was 3-2 at the last meeting.

Mr. Dolan stated that this is the reason staff invested some time in what the gas station will look like and where it will be located. He noted that staff wants it to be as attractive as possible in the event it is ultimately approved by the Commission and the Council.

Commissioner Narum noted that she did not see elevations of the building from Bernal Avenue, which she felt was even more important than what they look like from inside the parking lot.

Mr. Pavan stated that the elevations presented are those developed by the applicant up to this point in time, which illustrate concepts of the design and the direction of the project. He explained that elevations of all four sides of all buildings will be presented to the Commission at the next stage. He added that while rears of buildings do back up to Valley Avenue and Bernal Avenue, they will be designed with the same degree of attractive detailing to mimic the design quality of elevations facing the parking lot.

Commissioner Narum inquired if the design would be carried to the rear sides of the buildings when the Commission conducts its discussion on the elevations.

Mr. Pavan said yes.

Commissioner Narum referred to the Bernal illustrative site plan and recalled that while serving on the Bernal Property Task Force, the plan was put together with some setbacks to still have visibility of the western hills. She noted that there should be consistency and inquired how far back the fire station was as well as some of the other buildings along Bernal Avenue.

Mr. Pavan replied that the PUD and the Specific Plan do not specify minimum setbacks, but recommends setbacks as deep as was feasible. He noted that in the previous staff report, staff proposed workable setbacks. He indicated that staff could conduct further research to determine if further information regarding setbacks, if the Commission desired.

Commissioners Narum and Blank agreed this was needed. Commissioner Narum recalled meeting with the former mayor who was adamant about setbacks so there was still visibility of the hill. She reiterated that it would be important to ensure that the setbacks are consistent with those of the fire station and other existing buildings.

Commissioner Narum then inquired if there was consideration given to delivery trucks for Safeway and circulation at the gas station.

Mr. Pavan replied that the site plan was reviewed by the Engineering Division and can accommodate everything up to and including 18-wheel vehicles. He noted that smaller vehicles may be able to front-load by the dock and pointed out on the plan the loading area for the Safeway Store and the fuel station, as well as those for the pharmacy and smaller retail buildings which would use front-loading.

Commissioner Narum noted that if a truck is backed-up into the loading area for the pharmacy, the driveway would be blocked. She inquired if the City's Traffic Engineer had reviewed this circulation element.

Mr. Pavan confirmed that the plan was reviewed by both the City's Traffic Engineer and the Engineering Division.

Commissioner O'Connor inquired if staff worked with the applicant regarding rotating the position of the gas pumps in order to minimize the visual impact from Bernal Avenue. He noted that this was a big issue for Commissioner Narum and himself at the last workshop.

Mr. Pavan replied that staff found this position to be acceptable. He deferred its feasibility aspects to the applicant.

Mr. Dolan stated that he also weighed in on this question and indicated that he did not understand why the Commissioners felt they would be less visible if turned. He indicated that he believed it would depend upon from which way people were looking at them.

Commissioner O'Connor stated that if the pumps were turned the other direction, only the depth of two pumps would be visible, as opposed to seeing all the lines of the pumps and all the cars lined up. He indicated that he was not as concerned about those exiting the freeway and turning right, as with people approaching the freeway from down Bernal Avenue since the corner will be seen from quite a distance. He noted, however, that if the berm were higher and heavily landscaped, those impacts may be limited. He added that the Commission has not seen any detailed landscape plans at either of the two workshops to provide a comfort zone.

Mr. Dolan stated that one concern will be the turning radius for tanker trucks to fill the tanks. He added that staff can work with the applicant to see if the other configuration works.

Commissioner O'Connor noted that the previous plan included a larger fuel station with one more bay, which has now shrunken to fit between the buildings.

Commissioner O'Connor stated that there was also a lot of discussion at the last workshop as to whether there was adequate parking for this much retail. He noted that the retail is now increasing from 59,900 square feet up to 66,000 square feet, which is more than ten percent, yet parking is being reduced. He inquired what the rationale for this might be.

Mr. Dolan replied that he believes there will still be excess parking provided. He noted that the requirement is additive and that it is rare that the center will ever be fully parked.

Commissioner O'Connor noted that the parking at the other Safeway Store Center in Pleasanton is pretty full, with a Walgreen's Store and other retail there.

Commissioner Pentin stated that the other Safeway Center had a lot of parking about 100 feet out from the store.

Commissioner O'Connor stated that this was not his experience.

Commissioner Narum stated that if a comparison were to be done, she would rather compare it to the Safeway in Dublin which has a gas station. She indicated that she believed that center is under-parked and is more representative of this location. She noted that it also does not have the second major tenant but small ones combined with the gas station and that parking is extremely difficult.

Commissioner O'Connor suggested that staff look at both centers and compare the total retail square footage and parking of both.

Commissioner Blank inquired if the expansion would take away parking spaces.

Mr. Pavan replied that the expansion would decrease the number of parking spaces and that that the parking ratio was calculated without the removal of the additional parking spaces.

Referring to the project interface with Bernal Park, Commissioner Pentin inquired why the process was changed from the applicant building the interface/transition of the project to the City park adjoining the project to the applicant contributing to the City the construction costs of the transition area on City property with the City constructing the improvements.

Mr. Pavan replied that the construction of the office area and improvements in the park property will occur in the future and is predicated on the market. He stated that staff felt that it would be much more efficient to secure the money and have the City build the

transition on that portion that is City property, and the applicant will still be responsible for the construction of the other portion when the office area is built.

Commissioner Pentin inquired if staff would collect the money upfront or when the park is ready to be constructed.

Mr. Pavan replied that staff has not determined when the construction costs would be collected but that it would be covered under the ultimate recommendation for the project.

Chair Pearce inquired if it was staff's intent to have the Commission answer Discussion Points Nos. 1-7 at this time.

Mr. Pavan said yes.

Chair Pearce inquired if this would be brought back to the Commission as another workshop or as an application.

Mr. Dolan replied that staff would like the Commission's input on this matter but would prefer to bring it back as an application. He suggested that the applicant respond to the issues and questions that have been brought forward.

THE PUBLIC HEARING WAS OPENED.

Scott Trobbe, South Bay Development, applicant/developer, thanked staff for their professionalism and assistance with the project over the last two years. He indicated that the project architect could speak on landscaping and design features, and Safeway representatives were also present to answer questions. He noted that South Bay has forged a new partnership with Safeway and believes the process will have a huge benefit for Safeway and the City. He discussed examining the option of doing a retail option primarily because the tenant community for an office project had evolved into questions based on location, housing, and local amenities. He indicated that the present situation is amenity-challenged, given the site's present configuration and the development agreement in place.

Mr. Trobbe said when they began the project, Bernal was a very immature site, without any of the park site or housing started, and there has been a lot of change since. He noted that there is now a variety of housing stock as well as Bernal Park beginning to take some shape. He added that given these amenities and coupled with a great retail site, they can move the neighborhood to the next level. He indicated that they had done some outreach to neighborhoods and the Pleasanton Downtown Association, and their goal is to take their feedback and incorporate it into the plan. He noted that the number one issue was the traffic circulation and that their goal is to have as little delivery traffic as possible to as little as none on Valley Avenue, which he believed they are achieving with the entirely new intersection. He added that a potential pharmacy drive-through is also a great amenity for the site.

Mr. Trobbe stated that the transition area from the office area into a wetlands area is a great amenity and will need to be lined up when they build the office portion. He added that they are excited to have a Safeway Store in their headquarters city and noted that the fuel station is an integral part of Safeway's lifestyle concept Safeway, is part of their corporate governance, and this is the reason he is continuing to work with the City to make it work. In summary, he stated that he felt Safeway is a great corporate customer with a wonderful reputation who is making a huge commitment to sustainability.

Commissioner Blank inquired if the 58,000 square feet includes that the expansion or not.

Mr. Trobbe replied that it did not include the expansion.

Commissioner Blank inquired what the size of the Santa Rita Safeway store was.

Mr. Trobbe replied that he believed it was about 30,000 square feet.

Commissioner Blank requested that when the application returns to the Commission, square footages of comparable Safeway store location be included to get a sense of how this store compares.

Commissioner Olson inquired what the timing of the 7,000 square foot expansion was.

Mr. Trobbe replied that this is unknown at this time. He explained that the reason for the expansion is primarily to give Safeway the ability to roll out new concepts if it desired, but that this expansion may or may not come into play.

Kenneth Rodrigues, Project Architect, reviewed a series of slides. He indicated that they received a lot of feedback at the last workshop and that they have answered a lot of those questions. He presented the site plans and prospective elevations, noting that the setback from the property line to building edge is 45 feet, and another 10 feet from property line to the curb, for a total of 55 feet of landscaping, which is extremely significant.

With regard to the gas station, Mr. Rodrigues indicated that they shared the site plans with staff. He noted that the gas pumps could be rotated in the old site but service trucks coming in and out of the station would affect the neighborhood. He added that the pumps could not be rotated in the new location because of circulation. He described how service trucks would come in, load, and exit the site. He stated that he believes the developers have solved the circulation problem with the combined intersection.

With respect to the expansion area and parking, Mr. Rodrigues stated that they do a lot of retail centers and want to provide enough parking without spillover parking into the surrounding area. He added that they studied the parking and reworked the site plan

with a 5:1,000 parking ratio and an overflow parking, with no spill-over into the neighborhood. He stated that the City of San Jose completed a study of all its retail centers over 100,000 square feet and found that the average parking ratio was four spaces per 1,000 square feet; the zoning code has been amended to reflect that. He explained that this is due to a lot of cross-shopping where people would eat and then walk along the promenade to do some shopping. He noted that once the walkway is widened, this center's parking ratio would be at about 4.5:1,000, with overflow parking next to it.

Mr. Rodrigues stated that they had added a lot more landscaping, a detailed plan of which would be included in their formal application. He indicated that they would want to ensure first that the site plan is moving in a direction the Commission is comfortable with and then return with the detailed landscape plan. He described the differences with added landscaping and presented an architectural view of an active pedestrian space from the corner of Bernal Avenue and Valley Avenue looking back into the plaza. He indicated that a similar plaza and pedestrian connection for the entire residential area were also added and that the quality of the architecture is going to be a 360-degree wrap.

Mr. Rodrigues then presented the pedestrian arcade and colonnade that connects the retail to the office building, stating that the walkway had been widened in two different areas, and office occupants will now be able to walk over to the Safeway store. He noted that there would be seasonal outdoor sales and outdoor seating off of the restaurant space and detailed outdoor areas, incorporating large expanses of glass, wood trellis, landscape features, and an enhanced level of detail. He indicated that since they do not know at this time who the pharmacy tenant would be, there are no details to the building; however, the pad is proposed to have a series of trellis elements, the colonnade and column, and a strong entry. He noted that the large stone walls provide a nice residential, gateway character, and the architecture bookends the entry to make a strong visual statement. He added that all shop space will be a combination of stone, exterior plaster, cornice detailing and trim, wood siding, and wood, canvas, and metal awnings, which would have the appearance of a series of smaller shops that are pedestrian-scaled and scaled to the neighborhood.

Commissioner Narum noted that in the elevations that were provided to the Commission, there is only one tower as opposed to the four in the slides.

Mr. Rodrigues clarified that the elevation the Commissioners have is from the inside. He explained that there will be towers on at the Bernal Avenue side and that the formal submission would include complete plans of four elevations with a level of detail that would include the towers.

With respect to the service station, Mr. Rodrigues stated that he actually likes the position of the service station and believes it is stronger than what it previous was. He stated that they have tried to show the mounding, which would be up to six or seven feet high so that vehicles are not seen from the street. He added that principles of

heavy landscaping will be incorporated on the Bernal Avenue mounding to conceal the pump spaces while ensuring signage is good. He indicated that they will be submitting a rendering from the highway looking back at the project.

Commissioner Blank requested confirmation that the loading of trucks would be on the right-hand side and that it is fully enclosed so trucks will not be visible.

Mr. Rodrigues confirmed that was the case.

Commissioner Blank stated that as was discussed at the last work session, the building should not be visible from the freeway, with the idea being that motorists should not know there is a center there until they have hit the bottom of the off ramp at Bernal Avenue and have made the right turn.

Mr. Rodrigues stated that there will be a triple layering of greenery which would be visible from the freeway. He added, however, that there will be a small Safeway sign so people can see it and that it would be very tastefully done.

Commissioner Blank indicated that he hoped not to be able to see it.

Mr. Rodrigues stated that they have a complete color and materials board which includes natural stone and recycled green sustainable materials and shows how the color schemes, materials, lighting, and glass work well together.

David Zylstra, Chief Operating Officer, Property Development Center, Safeway, stated that their company is in the business of developing shopping centers for Safeway and others throughout the United States. He indicated that in 1992, he selected the Bernal Property site as Safeway's second store which he felt was worth waiting for. He noted that they are developers who own and manage centers and that it is their intent to develop a lasting center and be a good citizen and neighbor. He stated that he felt the timing was great for them as they have access to funds even in this market. He added that Safeway is constantly trying to differentiate itself from the competition by adding more services and goods.

Mr. Zylstra stated that their fuel program is part and parcel of their lifestyle program and that they attempt to develop fuel centers wherever possible. He then described Safeway's green initiatives, stating that they are a huge recycler and have composting plants, the largest fleet of bio fuel diesel trucks, and a LEED-certified store that recently opened in Santa Cruz. He added that they are very comfortable with a parking ratio of between 4 and 5:1,000.

Jonathan R. Bass, attorney representing Bernal Corners, an existing gas station/ convenience store in area, expressed their opposition to the project's fueling center aspect, which he noted staff opposes. He stated that his client has put a much greater percentage of net worth into their small but high-quality service station complex. He stated that as Mr. Dolan had pointed out, staff worked very closely with his client to

ensure this is an extremely attractive, high-quality service station, one of the most attractive in the Bay Area which required a much greater investment than would otherwise be required. He indicated that his client was willing and enthusiastic to make that investment and made it in reliance, being successor and interest to the development agreement which identifies the permissible use of the proposed site, at the time when they purchased the property, for 745,000 square feet of office use and not as retail or a competing service station. He noted that if his client had even the slightest hint that when they were trying to recoup their investment, he would be faced with a category killer service station across the street, he would have never made the investment. He stated that his client's business will be very directly financially impacted by the fuel station as there is no way that a small, locally owned station can be expected to compete head-to-head with Safeway. He added that if the fueling system is approved as part of the project, the ability of his client to maintain the high quality, attractive enterprise that he has built here will become untenable, and Safeway will attract his client's patrons. He noted that his client has built a base with clients and operates an expensive and uniquely high-quality service station. He indicated that his client wants to maintain his service station and does not want to be driven out of business and see his investment disappear.

Mr. Bass stated that the proposed fuel station is a fundamental betrayal of the understanding his client had when he made the investment. He noted that the fueling station at Safeway is not demand-driven as there is no need for another station adjacent to his client's gas station in terms of customers. He indicated that staff has its own design and General Plan concerns and that when appropriate, he would like to sit down with the City Attorney to explain how he believes they have an entitlement to rely on the plan approved and in place when they acquired and invested in the property. He reiterated that his client is facing a severe challenge to the viability of his business.

Commissioner Narum asked Mr. Bass if he was an investor in the Bernal Corners property.

Mr. Bass said no. He explained that he is an attorney who has been representing Bernal Corners for a couple of years.

Commissioner Blank stated that there is a Jack in the Box restaurant and the fueling station with a convenience store inside. He inquired if there was also a concern that having a Safeway where food will be served, three or four restaurants, and a pharmacy would make someone go to Safeway rather than grab something in the convenience store. He noted that it was interesting that Mr. Bass' client was only interested in the fueling aspect of the proposal.

Mr. Bass clarified that his client does not view the Safeway project as synergistic with their development, noting that there are many aspects to the Safeway project that they foresee will have a negative impact on their business; however, they can only bite off so much in terms of opposition.

Mr. Bass stated that many of the legal points he would contemplate raising at the appropriate time apply to the development generally. He indicated that he does not think the development generally should be able to proceed without his client's consent, given the chain of title to which they are a successor. He added that having said this, he does not view the other impacts on their business as quite the "head on the chopping block" sector as they view the fueling center. He noted that they think they can survive and compete, but not if Safeway has a competing fueling center that they subsidize to bring in patrons to Safeway.

Commissioner Blank inquired whether the distinction then was not a significant one between branded gasoline and a generic gasoline.

Mr. Bass replied that it is between his client's gas station and that of Safeway. He noted that it has been their experience around Northern California that when superstores have fueling stations attached to them, the prices they are able to charge is ancillary to the gas station; therefore, the fueling station becomes a magnet and they become a much larger enterprise.

Commissioner Blank asked Mr. Bass if he was present at the last meeting.

Mr. Bass replied that he was not.

John Moore, President of Homeowners Association (HOA) for Walnut Hills, a neighborhood community, stated that Mr. Trobpe reached out early on and asked for feedback on his initial set of plans and that the HOA provided feedback. He indicated that he is happy to see that some of the changes the HOA proposed have been incorporated in the revised drawings, especially the alleviation of delivery traffic off of Valley Avenue. He noted that one issue that has not been discussed is the Good Guys show or any number of large events in the Pleasanton Fairgrounds. He stated that it is amazing how far people are willing to walk to avoid paying the \$8 to park at the Fairgrounds. He stated that he likes the fact that the buildings create a natural buffer for people who may choose to park in the center and walk over to the Fairgrounds. He noted, however, that it could be an issue if too much parking is created as it would look attractive to people.

With respect to the gas station issue, Mr. Moore stated that if he is driving out to the freeway, the gas station at Valley Avenue and Bernal Corners is very convenient. He noted that even with Safeway there, it would still be more convenient for people to drive out through Valley Avenue to Bernal Corners and make the left to go out to the freeway than to actually drive into the Safeway Center, get gas, and then make that turnout. He indicated that if Safeway has a gas station, he would still probably go to Bernal Corners and would only go to the Safeway gas station when he is shopping there. He added that having another gas station gives residents another option because their only other option at this time is the small Coast station Downtown and the couple of stations on First Street. He stated that he believes there would be enough to support another gas station while still supporting Bernal Corners.

Mr. Trobbe stated that they are encouraged by some of the comments heard tonight and are anxious to hear the Commission's approach to the next phase of the hearing. He added that as part of their outreach, they will be meeting next week with Mr. Bass.

Commissioner Blank stated that the comments from the Bernal Corners representative reminded him of the Costco in Livermore and its proximity to the freeway. He noted that Costco has a gas station and there is a service station on the corner, as well as a fast-food restaurant. He indicated that he likes what Commissioner Narum said earlier regarding looking into what is going on with the Safeway in Dublin. He added that to provide some insight to the Commission, he would like staff to gather any data on where this kind of combination might exist in proximity to each other elsewhere in the Bay area.

Mr. Dolan indicated that staff could come up with some representative examples.

Commissioner Olson inquired if the zoning on the property has remained the same since Bernal Corners made its investment.

Mr. Pavan replied that the zoning has not changed.

Commissioner Narum stated that she thought the property was zoned "Office" when the Bernal Specific Plan was done.

Mr. Pavan replied that it is. He explained that the PUD development plan references the uses of the IP (Industrial Park), CC (Central Commercial), and Office District for this property. He added that what was approved was a development plan – building, parking, landscaping, etc., with eight office buildings totaling 745,000 square feet – that is referenced by the development agreement. He continued that office, commercial, and some industrial park uses are allowed on the property; however, because a development plan with offices only was approved, a PUD modification is required to accommodate this project.

Chair Pearce stated that in the last workshop, there were discussions on the inclusion of a water element, which she did not see in the plans.

Mr. Trobbe stated that the water element is located in the community plaza area, and there will be one on the office side as well. He noted that this will be specifically shown on the landscape plan.

Referring to the landscaping, Commissioner Blank stated that if the project comes back as an application, it will be critical for the Commission to see accurate visuals. He recommended that they be presented as "as-built" and then "five to ten years later" to show how the vegetation would grow out. He also requested that they be shown from all directions.

Mr. Rodrigues confirmed that he would return with visuals from the freeway that show the office/retail component and visuals from the park area. He added that they would entertain any additional requests from the Commission.

Chair Pearce then suggested that the Commission consider the discussion points.

1. Staff believes that the revised site plan and building layouts implement the applicable goals and policies of the Bernal Property Specific Plan for this site.

Commissioners Pentin, Blank, Narum, Olson, O'Connor, and Pearce voiced support.

Chair Pearce indicated that the Specific Plan talks about reducing the light and glare. She noted that Safeway would have a large amount of glass in the front of the store and added that she assumes staff has taken care that there not be a lot of glare.

Mr. Pavan replied that this is under evaluation, based on a concern at the last Commission meeting.

2. What types of uses should be permitted or conditionally permitted for the commercial portion of this development?

Commissioner O'Connor stated that at the last work session, there was a lot of discussion about fast-food restaurants and that although there are no drive-thru's, the Commission did not discuss how much is too much.

Commissioner Blank recalled that the Commission did not want to see an In-N-Out Burger environment in the shopping center, which would create a very busy atmosphere with high traffic and noise generation. He indicated that he supports the uses attached to the report but expressed concern about the potential in the future for a drive-thru fast-food restaurant which he believes would not be appropriate for this environment.

Commissioner Narum stated that she supports no more fast-food restaurant with drive-thru, given the existing gas station drive-thru and the pharmacy drive-thru. She added that she would want to see something prohibiting any additional drive-thru; however, additional walk-up fast-food restaurants are fine as long as they are not drive-thru. She indicated that she would also support no adult entertainment and no car wash and would prefer uses to be more oriented and focused on the commercial neighborhood as opposed to the commercial center, such as an exercise-type facility, a martial arts/tutoring/day care center, as these would enhance the neighborhood. She noted that there is land set aside for a child care facility on the property across the street which is now beautifully landscaped.

Commissioner Blank stated that he felt this restriction would limit certain fast-food establishments.

Commissioner O'Connor noted that there are more and more drive-thru banks.

Commissioner Olson agreed and recalled that the Commission had previously reviewed a list of possible businesses. He recommended taking-off liquor stores from the list. He indicated that he was really encouraged by the fact that Mr. Trobbe has been talking with the Pleasanton Downtown Association (PDA) and that he suspects those discussions included input as to what PDA would view favorably on the list.

Commissioner Pentin and Chair Pearce both concurred with the comments.

3. Is the Planning Commission satisfied with the proposed setbacks?

Commissioner Pentin stated that this is the first time he had viewed the project but that given the presentation of the architect, he was satisfied with the 45- to 55-foot setbacks on Bernal Avenue.

Commissioners Olson and Blank echoed Commissioner Pentin's comments.

Commissioner Narum stated that she supported the setbacks as long as they are consistent with those of the other buildings along Bernal Avenue. She added that she would like to see that consistency on the illustrative plan of what is to come.

Commissioner O'Connor supported the setbacks for the retail portion.

Chair Pearce agreed with Commissioner Narum's comments and wanted it to be consistent with the sense of space.

4. Does the Planning Commission concur with staff on improving the design interface between the Major #2/Shops #7/shops #7A building and the access driveway?

Commissioner Narum requested clarification on what staff was looking for.

Mr. Pavan stated that staff's concern is that although the applicant shows a wall to screen this area, staff believes the area needs to be further enhanced with trellises, landscaping, decorative materials, and something that goes far beyond a flat screen wall. He added that staff is asking for the Commission's input on this to pursue further detailing and design details to ensure it looks very good.

Commissioner Pentin stated that he felt this would be shown at the next stage with landscaping.

The Commissioners unanimously voiced preference for not seeing a flat wall.

5. Should the sidewalk in front of the Safeway building be increased from 19 feet to 24 feet by reducing the driveway aisle from 30 feet to 25 feet in order to provide additional pedestrian/plaza areas?

Commissioner Pentin stated that he believed this was a question for the architect and Safeway as to what they normally use if they are showing outside sales and restaurant seating. He indicated that he was not certain an additional six to ten feet was necessary to provide additional pedestrian/plaza areas; he was more concerned with losing the parking.

Commissioner Blank agreed with Commissioner Pentin. He indicated that this is a marketing/design issue and that he would be concerned if parking were to disappear in order to accomplish that.

Commissioner Olson agreed. He added that he also sees the proposal to reduce the width of the driveway down to 25 feet and inquired what this would do to the vehicle traffic that must go through that area. He further inquired if 25 feet would be appropriate for an 18-wheeler.

Commissioner O'Connor commented that 18-wheelers would hopefully not drive in front of the store.

Commissioner Narum inquired whether gas trucks would access this area.

Commissioners Blank and Olson stated that trucks were not using this to enter and exit the area.

Commissioner O'Connor stated that the applicant indicated that they would like to increase the sidewalk by five feet and reduce the driveway in front of the store by five feet so it does not affect parking. He added that the real question is whether 25 feet is enough for traffic to travel back and forth in front of the store.

Mr. Pavan indicated that 25-foot drive isles can accommodate large trucks, most pedestrian traffic, and even a bus.

Mr. Dolan agreed and noted the street standard is a 12-foot travel lane.

Commissioner Narum suggested making it more interesting by bumping the ends out five feet and then curving it back in to make the seating farther from traffic.

Commissioner Pentin noted that there are outside grocery fruit stands and produce and that they may be using the entire sidewalk.

Commissioner O'Connor stated that he wanted to see the sidewalk widened but not stuck on the ends as he was more concerned with how Safeway normally operates. He noted that there are plants outside for some of the centers, and they will have promotional stackings in the front. He stated that he believed the last thing they would want is to have the sidewalk so narrow so that carts cannot circulate well.

Chair Pearce agreed and asked to see it widened as well. She noted that she likes the fact that the design is very pedestrian-oriented. She also appreciated the addition of the bike parking and noted that she had mentioned it at the workshop. She indicated that she noticed at the Santa Rita Safeway that many people jam their bikes up in front and she inquired if additional bike parking could be provided in front if the sidewalk is widened.

Commissioner Blank stated that this is the only place where bike parking exists and recommended that it also be added by Shops 5 or 7 or some other appropriate places.

Chair Pearce agreed.

6. Staff requests the Planning Commission's comment and direction on the proposed location of the service station.

Commissioner O'Connor stated that he would have liked to see the service station rotated 90 degrees but it is not feasible. He indicated that he was much more pleased with its current placement and believes it is not as prominent as it was before.

Commissioner Narum agreed.

Commissioner Olson stated that he felt it is also an improvement, the design is terrific and outstanding, and it does not even look like a service station.

Commissioner Blank stated that he believes it is a much improved location as well and also believes that pending some results from staff, it will focus and be an amenity for people who use the center. He added that while they have other issues associated with it, he does not think it will be the draw that it would have been in its previous location.

Commissioner Pentin agreed. He indicated that he thinks the location is placed well on the property and its design is excellent. He added that he does not believe it will be an attraction from Bernal Corners than it would have been had it been up on the corner.

Chair Pearce stated that as she had voiced at the previous workshop, she cannot support the gas station as it would turn this from a neighborhood amenity to more of a freeway attraction. She added that it is not her idea for a gateway as it changes the nature of the shopping center; however, if she had to choose, she would prefer the location it is at now.

7. Is the Planning Commission satisfied with the overall architectural design of the retail buildings, colors, materials, detailing, etc.?

Commissioner Pentin stated that this is the first he has seen the architectural designs. He indicated that he loves the look and different elements used; the down lights, the goosenecks, as well as the 360-degree design as he was really concerned with seeing the backs of the buildings.

Commissioner Blank agreed and stated that he thinks the design is terrific. He added that he is very sensitive to the Chair's comments about the service station, and the way to prevent it from looking like a freeway off-ramp amenity is to ensure it is not visible from the freeway. He indicated that he will look very closely at the landscaping to mask it from the freeway so it does not look like a "downtown Van Nuys freeway on-ramp strip mall/truck stop."

Commissioner Olson stated that he thinks the overall architectural design is terrific and that he likes the design of the fueling station.

Commissioner Narum stated that this is definitely a lot better than what was shown the last time; however, she indicated that it appears like a modern-day main street where different buildings are up against one another with different roof heights and windows, which she likes, but suggested more differentiation and more height on Pad 3. She stated that parts of Pads 5, 6, and 7 are all the same and requested that something different be added. She expressed appreciation for the removal of all of the towers presented the last time and requested that the applicant continue to refine it a little bit with heights.

Commissioner Blank agreed with her point.

Commissioner Narum said she likes the service station architecture and would like to talk about it more at some point.

Commissioner O'Connor stated that he felt it was a big improvement from the last workshop. He indicated that he was not clear about what Commissioner Narum wanted but that what he is looking for is a little tweaking in the storefronts so they actually look like they are individual and separate buildings, like the Downtown. He stated that he did not want them to look as uniform and suggested separating them.

Commissioner Narum indicated that this is what she was explaining.

Chair Pearce agreed as well and stated that she felt the plans look great and are moving in the right direction. She indicated that she likes the new visuals the applicant brought.

Chair Pearce then asked the Commissioners whether they would like this to return as one more workshop or as an application.

Commissioner Blank noted that staff obviously has received clear direction on the points and inquired if staff believes it could go to the hearing stage with a formal PUD and modification or if another workshop should be held.

Mr. Dolan replied that he felt the applicant was very cooperative and good input has been received. He indicated that the applicant can go straight to application and that if it does not work out, it could be continued.

Commissioner Narum stated that the only piece missing is the fiscal analysis on the businesses that the Commission talked about having the applicant complete. She noted that this would influence her thinking on the gas station piece of it.

Commissioner Blank suggested that this be included as part of the application.

Chair Pearce stated that several things were requested at the two work sessions, and the fiscal analysis seems to be complicated. She inquired what the Commissioners' preference was.

Commissioner Blank stated that he supported staff's opinion and if it needs more work, it could be continued.

Commissioner Olson agreed that the project should return as an application relative to fiscal impact, and since the applicant is in contact with the Downtown Association, possibly some input from PDA could be melded into the package.

Mr. Dolan noted that it is a difficult topic, and staff may have guidance in terms of where they believe the Commission's jurisdiction on the fiscal analysis begins and ends. He stated that there are other Commissions that handle that aspect of it, and staff needs to strategize as to what kind of advice is given as far as the fiscal analysis materials prepared and the whole competitive issue.

Commissioner O'Connor supported bringing it back as an application, and if a thorough job is done based upon the input received tonight, then a lot of time is saved. He added that if there is something compelling that the Commission feels it should investigate further, it could be continued. He noted, however, that he felt the Commission should give the applicant a shot at completing it as an application so as to save time.

Chair Pearce agreed. She acknowledged the comments on the fiscal analysis; however, there is a split in terms of cities that provide fiscal analyses to their Planning Commissions. She noted that the Commission has discussed the impact of survival rate, for example, of eight grocery stores in a town the size of Pleasanton and whether or not there should be two Safeway stores or two Home Depot stores. She added that at the Home Depot discussion, the Commission was told that the Planning Commission did not consider fiscal analyses as part of its purview, and that was accepted. She stated that she would now be interested in knowing or understanding where staff is coming from if the fiscal analysis is included in the application.

Commissioner Narum supported its return as an application but added that the Commission should decide as to whether or not it supports the gas station. She added

that based on information received, the Commission should consider a fall-back as to what that corner would look like without a gas station.

Commissioner Blank noted that this will be a staff report that will challenge the Commission in terms of its size for reading purposes. He requested that the Commission receive the report as early as possible prior to the meeting, even if it means putting the actual hearing off by one meeting.

Commissioner O'Connor stated that, alternatively, part of the report could possibly be provided in advance.

Chair Pearce addressed staff and inquired if they had what they needed.

Mr. Dolan said yes.

Chair Pearce thanked the applicant team.

7. MATTERS INITIATED BY COMMISSION MEMBERS

Commissioner Narum inquired if the Special Meeting on November 5th is confirmed.

Mr. Dolan said yes.

8. MATTERS FOR COMMISSION'S REVIEW/ACTION

a. Future Planning Calendar

No discussion was held or action taken.

b. Actions of the City Council

No discussion was held or action taken.

c. Actions of the Zoning Administrator

No discussion was held or action taken.

9. COMMUNICATIONS

No discussion was held or action taken.

10. REFERRALS

No discussion was held or action taken.

11. MATTERS FOR COMMISSION'S INFORMATION

- a. Brief report on conferences, seminars, and meetings attended by Commission Members

Chair Pearce inquired if the Bicycle and Pedestrian Master Plan would be voted on at the next City Council meeting.

Mr. Dolan stated that it is on the October 20, 2009 agenda as a Consent Calendar item.

Commissioner Blank inquired how the costing of prepping buildings for photovoltaic was coming along.

Mr. Dolan replied that the Commission will have this information prior to consideration of the Civic Square Apartments.

12. ADJOURNMENT

Chair Pearce adjourned the Planning Commission meeting at 9:15 p.m.

Respectfully,

DONNA DECKER
Secretary