

**EXHIBIT A
DRAFT CONDITIONS OF APPROVAL
P11-0615 / 3003 Hopyard Road, Unit A
Massage Envy
October 26, 2011**

PROJECT SPECIFIC CONDITIONS

1. All activities and gatherings shall be conducted within the building, and all exterior doors shall remain closed when not being used for ingress/egress purposes. The applicant shall inform all clients to not make loud noises outside the building.
2. If additional hours and activities beyond what was stated in the applicants' written narrative, dated "Received August 08, 2011," on file in the Planning Division, are desired, prior City review and approval is required. Such modification may be approved by the Director of Community Development if found to be in substantial conformance with the approval. The Director of Community Development may also refer the matter to the Planning Commission if the proposed changes would be significant.
3. Prior to an individual working and/or providing services at the facility, the applicant shall obtain all required Police Department permits.
4. The applicant shall pay the required sewer fees and all other fees that the proposed use may be subject to prior to operation.
5. The applicant shall require all employees and technicians to park in the parking spaces adjacent to the Sports Park (Zone 3 of the parking survey).

STANDARD CONDITIONS

Community Development Department

6. The applicant shall pay any and all fees to which the use may be subject to prior to issuance of permits. The type and amount of the fees shall be those in effect at the time the permit is issued.
7. To the extent permitted by law, the project applicant shall defend (with counsel reasonable acceptable to the City), indemnify and hold harmless the City, its City Council, its officers, boards, commissions, employees and agents from and against any claim (including claims for attorneys fees), action, or proceeding brought by a third party against the indemnified parties and the applicant to attack, set aside, or void the approval of the project or

any permit authorized hereby for the project, including (without limitation) reimbursing the City its attorneys fees and costs incurred in defense of the litigation. The City may, in its sole discretion, elect to defend any such action with attorneys of its choice.

Planning Division

8. The location and operation of the proposed use shall conform substantially to Exhibit B (site plan, floor plan, and written narrative), dated "Received, August 08, 2011," on file with the Planning Division, except as modified by the following conditions of approval. Minor changes to the approved operation and schedule may be approved by the Director of Community Development if found to be in substantial conformance with the approved exhibits.
9. If the operation of this use results in conflicts pertaining to parking, interior noise, traffic/circulation, or other factors, at the discretion of the Director of Community Development, this conditional use permit may be submitted to the Planning Commission for their subsequent review at a public hearing. If necessary, the Planning Commission may modify or add conditions of approval to mitigate such impacts, or may revoke the said conditional use permit approval. Possible mitigation measures may include, but are not limited to, modifying the hours of operation, reducing the number of massage technicians on site at the same time, or other measures deemed necessary by the Planning Commission.
10. This conditional use permit approval will lapse one (1) year from the effective date of approval unless the applicant receives a business license.
11. The applicants shall maintain the area surrounding the tenant spaces in a clean and orderly manner at all times.
12. This use permit approval does not include approval for signage. Proposed signs shall be consistent with the sign program for the Hopyard Village Shopping Center. If signs are desired, Massage Envy shall submit a sign proposal to the City for review and approval prior to sign installation.
13. No changes to the exterior of the building shall be made without prior approval from the Planning Division.
14. If the applicants wish to relocate the use to a new address or tenant suite, the applicants shall secure a new conditional use permit prior to occupying the new building or tenant suite.
15. At no time shall balloons, banners, pennants, or other attention-getting devices be used on the site as allowed by Section 18.96.060K of the Pleasanton Municipal Code for grand openings.

CODE REQUIREMENTS

Applicants/Developers are responsible for complying with all applicable Federal, State, and City codes and regulations regardless of whether or not the requirements are part of this list. The following items are provided for the purpose of highlighting key requirements.

16. The use shall comply with Chapter 6.24 of the Pleasanton Municipal Code (Massage regulations).
17. All building and/or structural plans must comply with all codes and ordinances in effect before the Building Division will issue permits.
18. Any tenant improvement plans shall be submitted to the Building Division for review and approval prior to operation. The applicant shall obtain a building permit prior to commencement of any work. The applicant shall pay any and all fees to which the proposed application may be subject to prior to issuance of building permits. The type and amount of the fees shall be those in effect at the time the building permit is issued.
19. Prior to issuance of a business license, the applicants shall contact the Building and Safety Division and the Fire Marshall to ensure that the proposed use of the tenant spaces meets Building and Fire Code requirements. If required, the applicants shall obtain all appropriate City permits.

{end}



October 11, 2011

Mr. Doug Dillenburg
Dillenburg Holdings, Inc.
3830 Phoebe Court
Pleasanton, CA 94566

Re: Review of Parking for a Proposed Massage Envy at 3003 Hopyard Road in the Hopyard Village Shopping Center

In response to your request we have prepared a review of the parking supply for the Massage Envy that is proposing to occupy an existing 3,820 square foot commercial space within the Hopyard Village Shopping Center at 3003 Hopyard Road in the City of Pleasanton. The final project is proposed to include 13 treatment rooms. According to the City of Pleasanton Municipal Code (Section 18.88.030) this type of project would typically require 2 spaces per massage technician which would equate to 26 parking spaces. The 65,000 square foot Hopyard Village Shopping Center currently has 337 parking spaces which equates to about one space per every 200 square feet of leasable space.

City of Pleasanton Zoning - The number of spaces required by the City of Pleasanton Municipal Code for general office and retail uses is 1 space per every 300 feet and the requirement for restaurants is 1 space per every 200 square feet. Hopyard Village has a total of about 65,000 square feet of leasable space, of which about 20,000 square feet is occupied restaurants.

Pleasanton Municipal Code Requirements - Based on the Pleasanton Municipal Code the Hopyard Village Shopping Center's parking requirements are as follows:

General Retail and Office – 45,000 sq. ft. / 1 space per 300 feet = 150 parking spaces
Restaurants – 20,000 sq. ft. / one space per 200 feet = 100 parking spaces
Total Required Parking for the Existing Hopyard Village Center = 250 parking spaces
Total Parking Currently Available at the Hopyard Village Center = 337 parking spaces

The change in the City's parking requirements resulting from replacing 3,820 sq. ft. of general retail space with a massage establishment – Replacing 3,820 sq. ft. of general retail with a massage establishment within the shopping center would increase the parking requirements for the Hopyard Village Shopping Center as follows:

General Retail and Office – 3,820 sq. ft. / 1 space per 300 feet = 13 parking spaces
Massage Establishment – 3,820 sq. ft. (13 treatment rooms) / 2 spaces per technician = 26 parking spaces
Total Increase in the Required Parking for the Hopyard Village = 13 parking spaces

Parking Survey Results for the Hopyard Village Shopping Center – On Friday, September 23 and Saturday, September 24, 2011 Abrams Associates conducted surveys of parking at several different times of the day to document the existing parking occupancy levels at the shopping center. The Hopyard Village parking areas contains about 337 parking spaces. Of the total 337 spaces, 14 are currently marked for handicap use, and 28 are marked with green curbs which specify either a 15 or 20-minute time limit. For the purposes of the survey the parking area was divided into five zones. The number of parking spaces in each zone is shown on Figure 1.

The results of the parking surveys were summarized for each zone, and for each day of the survey. Tables 1 and 2 and the attached Figures (2 through 7) present the results of the parking surveys.

**Table 1
Parking Occupancy Survey Results – Friday September 23, 2011**

Zone	Parking Capacity	Friday					
		Noon		5pm		7pm	
		Spaces Occupied	Percent Occupancy	Spaces Occupied	Percent Occupancy	Spaces Occupied	Percent Occupancy
1	33	15	45%	15	45%	19	58%
2	71	63	89%	53	75%	57	80%
3	92	32	35%	33	36%	58	63%
4	91	64	70%	44	48%	64	70%
5	50	26	52%	20	40%	7	14%
Total	337	200	59%	165	49%	205	61%

**Table 2
Parking Occupancy Survey Results – Saturday September 24, 2011**

Zone	Parking Capacity	Saturday					
		Noon		5pm		7pm	
		Spaces Occupied	Percent Occupancy	Spaces Occupied	Percent Occupancy	Spaces Occupied	Percent Occupancy
1	33	21	64%	8	24%	15	45%
2	71	62	87%	28	39%	31	44%
3	92	49	53%	26	28%	23	25%
4	91	74	81%	31	34%	45	49%
5	50	13	26%	11	22%	6	12%
Total	337	219	65%	104	31%	120	36%

The 337-space parking lot was observed to reach its maximum occupancy of about 65% on Saturday between about 10 am and 2 pm. On Friday it was found to be about 60% occupied during both the mid-day and evening surveys. Please note that the parking occupancy patterns varied significantly in each of the different zones in the Center. It should also be noted that there were three other suites within the center (totaling 3,500 square feet) that were unoccupied at the time of surveys. This level of vacancy (about 5%) would not be considered unusual for an average neighborhood shopping center. With the Massage Envy lease included this equates to a

95% occupancy rate which is above the 90% average occupancy threshold that typically indicates a stable shopping center.

Zone 1 - This is the 33-space area that will directly serve the Massage Envy in Building 3003. This parking area also serves Building 5765, which features Peets Coffee. The maximum number of vehicles parked in this area was 21 on Saturday at 12:00 noon. During most of the periods studied, about 15 of the spaces were typically occupied, leaving about 18 spaces that could be available for the Massage Envy business. It appears that about 6-8 of the spaces in Zone 1 are currently used by long-term parkers (> 4 hours).

Zone 2 - This is a 50-space area that is primarily used by the restaurants in Building 3015. This area is heavily occupied throughout the day, and was observed to reach about 90% capacity during lunchtime on both Friday and Saturday. There is some parking spillover into Zones 1 and 4 during this time. At all other times there are generally at least 15 to 20 spaces available. There were very few long-term parkers observed in Zone 2.

Zone 3 - This area is located behind Building 3015 and contains 92 parking spaces. About 48 of these are in a row facing the adjacent sports fields. The remainder is located in a row of spaces behind the stores of Building 3015. Many of these spaces are clearly used by Hopyard Village employees.

Zone 4 - This is the central parking field, which serves Buildings 3037 and 3059. This area about 80% percent occupied during 12-2 PM on Saturday and up to 70% occupied on Fridays at noon and in the evening. At other times of the day this area generally has less than 50% occupancy.

Zone 5 - This is a somewhat removed parking area that serves the La Petite Pre-School and the businesses in the adjacent office building (5737 Valley Avenue). This parking does not appear to be used by any other businesses in the shopping center with the exception of some staff parking. We noted there were generally about 8 to 10 long-term parkers (> 4 hours) in this area including several school buses.

Duration of Parking - The vast majority of the current parking in Hopyard Village is for one hour or less. Based on an expansion of our survey data to daily values, it is estimated that there are about 1,600 vehicles per day that park for one hour or less, about 400 vehicles that park for a period from 1-3 hours, and about 80 vehicles that are typically parked for more than four hours, which would be considered as long-term parking.

Other References on Parking Generation – The ITE Parking Generation Manual¹ provides data on the peak parking requirements for shopping centers based on surveys of shopping centers throughout the U.S. and Canada. This reference provides the average parking demand for various land uses. However, shopping centers typically have a larger seasonal variation than other land uses so the higher 85th percentile demand is typically used to provide a higher confidence level in the parking estimates. According to ITE the peak demand for design (the 85 percentile) at a shopping center for a typical weekday is about 3.16 vehicles per 1000 square feet.

¹ *Parking Generation, 4th Edition*, Institute of Transportation Engineers, Washington D.C., 2010.

However, ITE also specifies that the peak demand on a Saturday is 3.4 vehicles per 1000 sq. ft. and that the maximum typically occurs on Fridays when it can be as high as 3.9 vehicles per 1000 sq. ft. The Hopyard Village currently has 337 parking spaces and based on a maximum demand of 3.9 vehicles per 1000 sq. ft. it would require approximately 254 parking spaces on a Friday evening.

Information From Other Massage Envy Facilities – Massage Envy’s Franchising Department provided me with information on the average number of visits to a typical Massage Envy on both weekdays and weekends.² Data from the operations at the following facilities were used in the summary:

Livermore Massage Envy – 14 treatment rooms
San Ramon Massage Envy – 13 treatment rooms
Union City Massage Envy – 10 treatment rooms
Fremont Massage Envy – 12 treatment rooms

Average Number of Visits on a Weekday = 75 visits (8:00 am to 10:00 pm)
Average Number of Visits on a Weekend Day = 96 visits (8:00 am to 8:00 pm Saturday and 8:00 am to 6:00 pm Sunday)

Based on the shortest hours of operation (Sunday – 10 hours) there would be an average of about 10 visits per hour. However, for the purposes of this analysis it is assumed that the facility could operate at full capacity during the peak parking periods (Friday evening and Saturday afternoon). During these peak times it is conservatively estimated that the proposed 13-room Massage Envy would require 13 spaces for employees, 13 spaces for customers being treated, and an additional 2 spaces for customers waiting or checking out for a total of approximately 28 parking spaces. Based on data from other Massage Envy’s the average demand during other times of the week would be approximately half of the peak demand, or about 14 parking spaces.

Recommendations – Based on our review of the proposed parking supply the City of Pleasanton should be able to make the findings to approve the proposed Massage Envy based on the City’s zoning code and the standard references on parking generation. Information from these sources indicates that the existing 5.2 spaces per 1000 square feet, or about 337 parking spaces would continue to be more than sufficient for this 80,000 square foot shopping center (given the mix of uses). With 337 spaces the shopping center does exceed ITE’s highest 85th percentile design demand of 3.9 spaces per 1000 square feet (on a typical Friday evening). As described previously, these results have also been verified to be reasonable based on the parking surveys conducted for this analysis.

It was observed that some of the parking spaces in the immediate vicinity of the proposed Massage Envy were taken up by vehicles parked for over 4 hours (which were assumed to be employees). As a result, during the peak periods our surveys found there are typically no more than about 14 spaces available in the zone immediately adjacent to the building where the Massage Envy is proposed to be located. This would indicate that Massage Envy employees

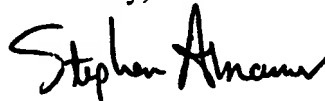
² E-mail from Kari Berry dated August 31, 2011, Project Development Manager, Massage Envy Franchising, Scottsdale, AZ.

should be directed to park in other areas of the center where more parking is available. It is my understanding that the applicant is indeed proposing that all employees would be required to park at the back of the shopping center near the sports fields (Zone 3). If employees are directed to park in Zone 3 then it is expected that the parking available adjacent to the proposed project would be sufficient to accommodate customers without affecting the occupancy levels in other parts of the shopping center.

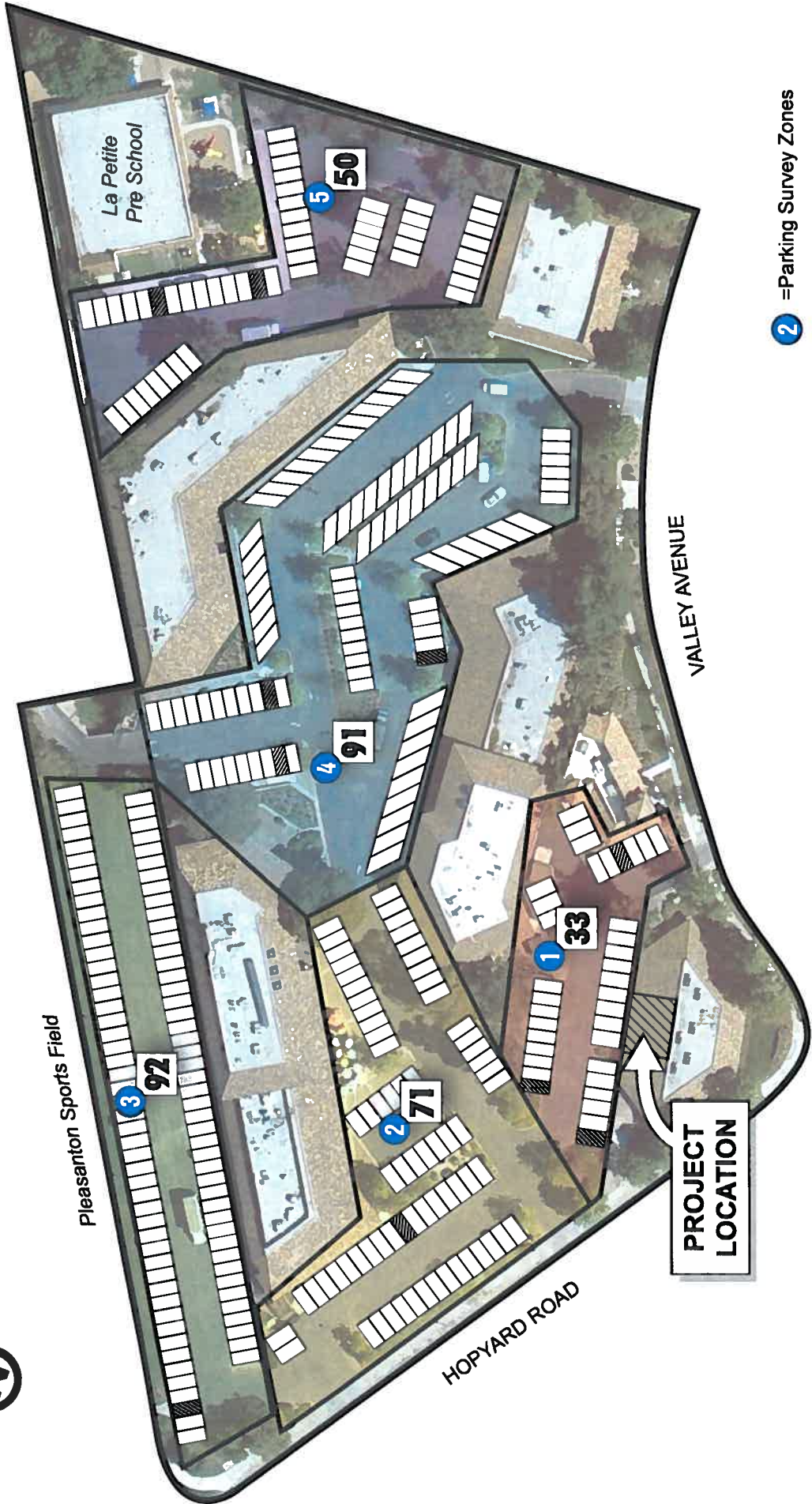
In summary, the recent parking surveys provide additional evidence that the parking at the shopping center would be more than sufficient to accommodate customers without impacting parking in other areas of the shopping center (assuming employees are directed to park in the back in Zone 3). In addition, the overall parking supply at the Hopyard Village Shopping Center would continue to be sufficient during all peak parking periods and there should be no significant impacts on surrounding properties or to on-street parking in the area.

Please don't hesitate to contact me if you have any questions.

Sincerely,



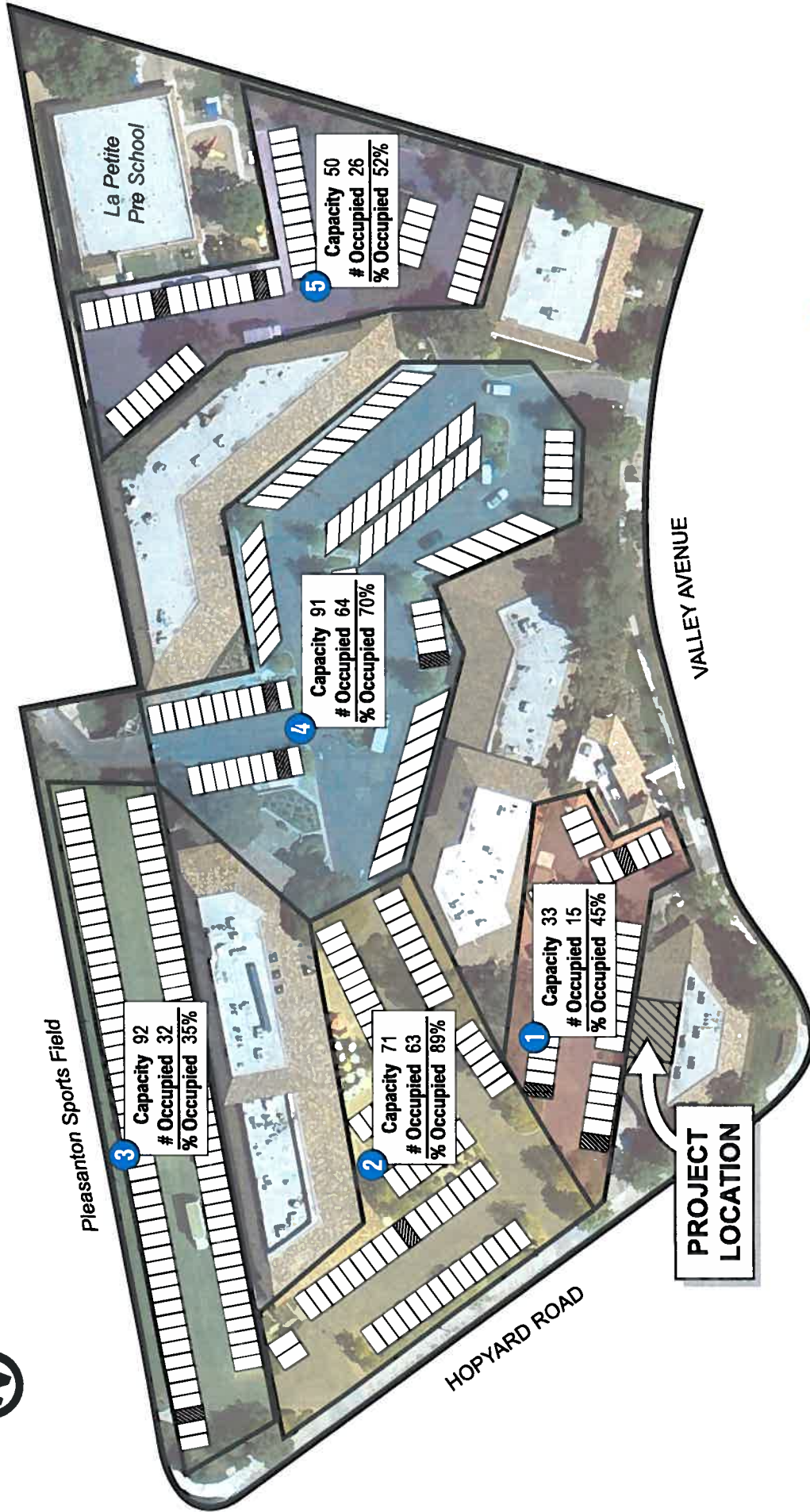
Stephen C. Abrams
President, Abrams Associates
T.E. License No. 1852



2 = Parking Survey Zones

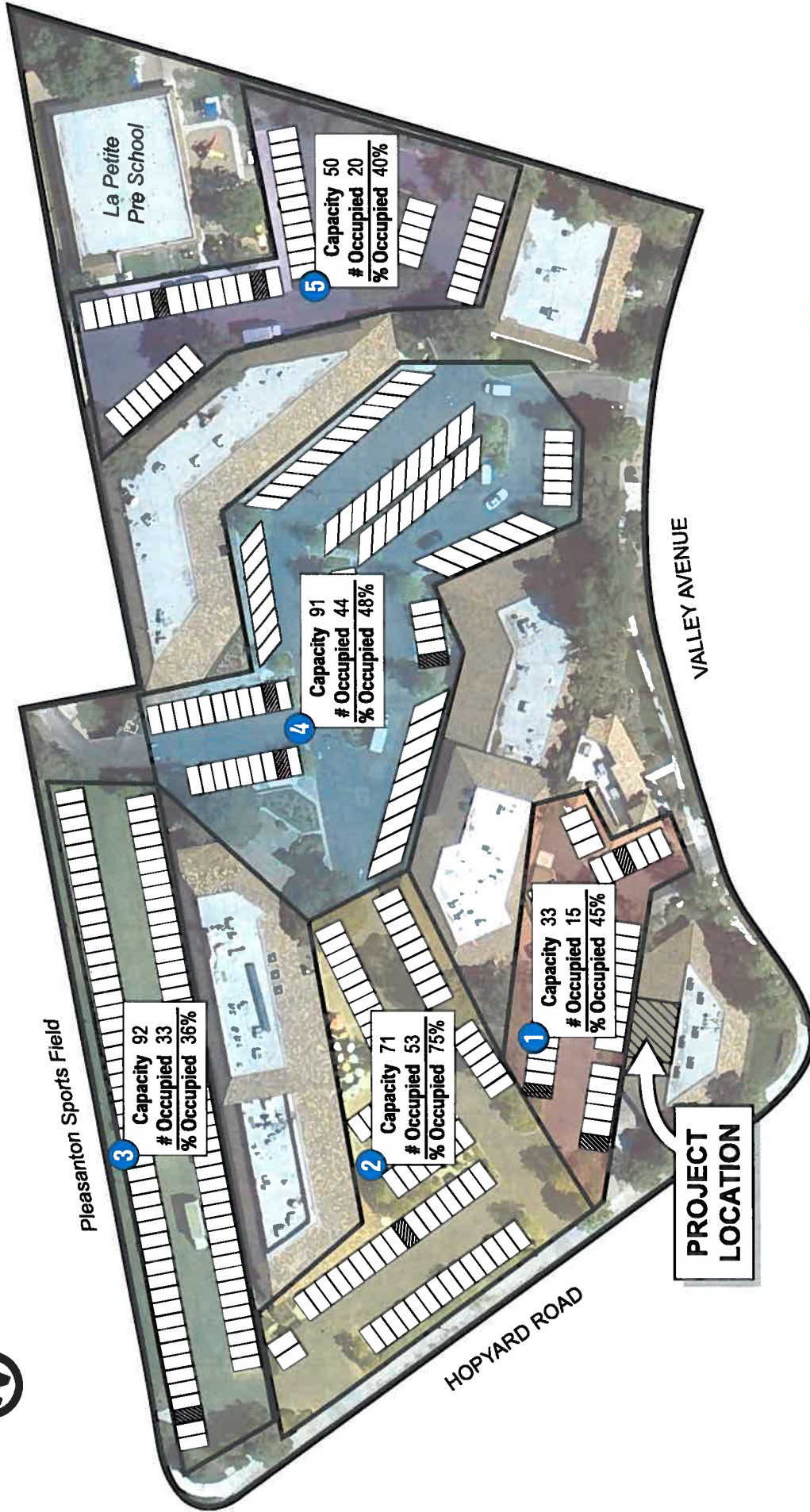
71 = Existing Number of Parking Spaces in Each Zone

FIGURE 1 | PARKING STUDY ZONES
PARKING STUDY
Message Envy - Hopyard Village Shopping Center
 City of Pleasanton



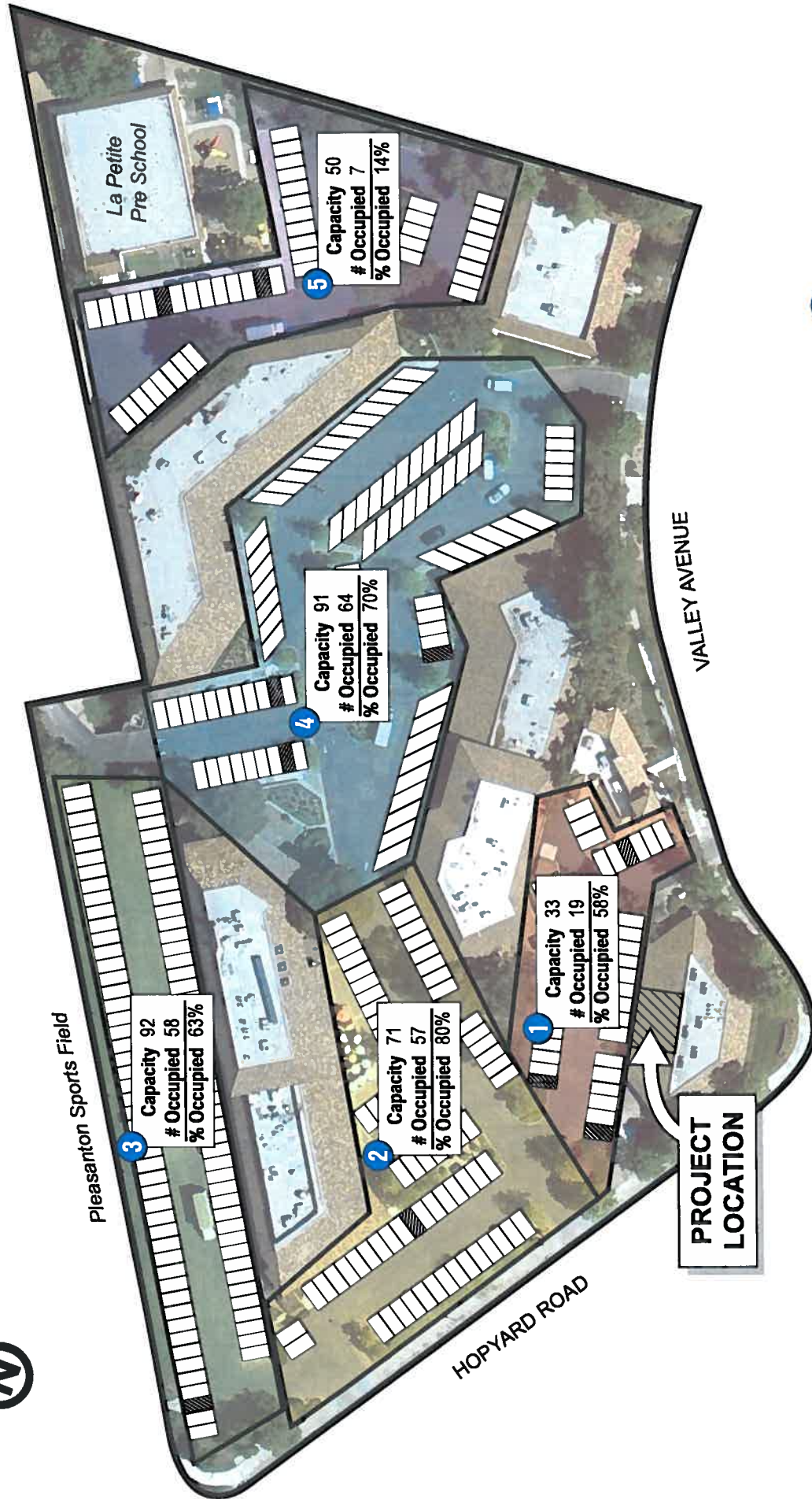
2 = Parking Survey Zones

FIGURE 2 | PARKING OCCUPANCY - 12 PM FRIDAY
PARKING STUDY
Message Envy - Hopyard Village Shopping Center
 City of Pleasanton



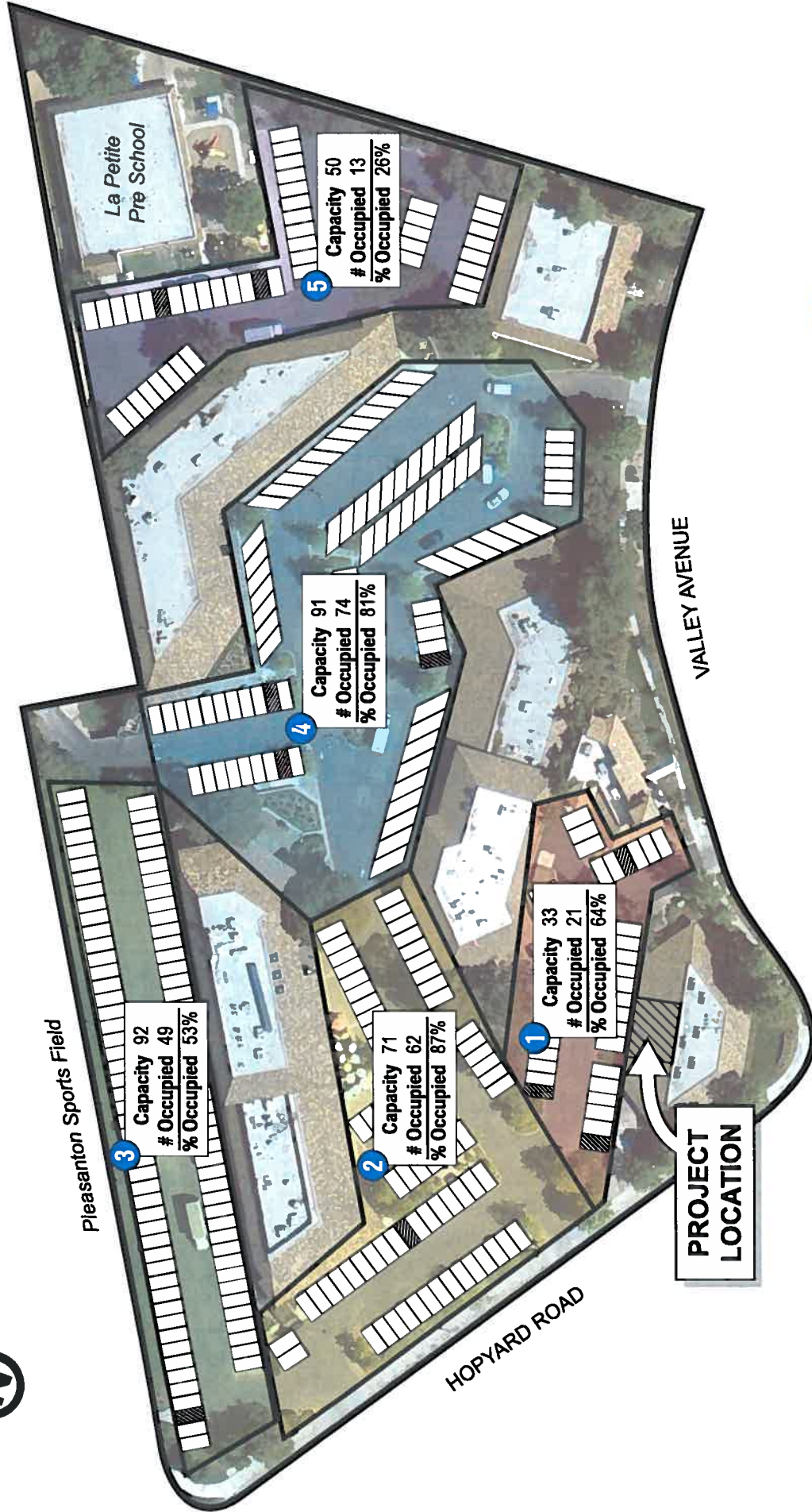
② = Parking Survey Zones

FIGURE 3 | PARKING OCCUPANCY - 5 PM FRIDAY
PARKING STUDY
Message Envy - Hopyard Village Shopping Center
 City of Pleasanton



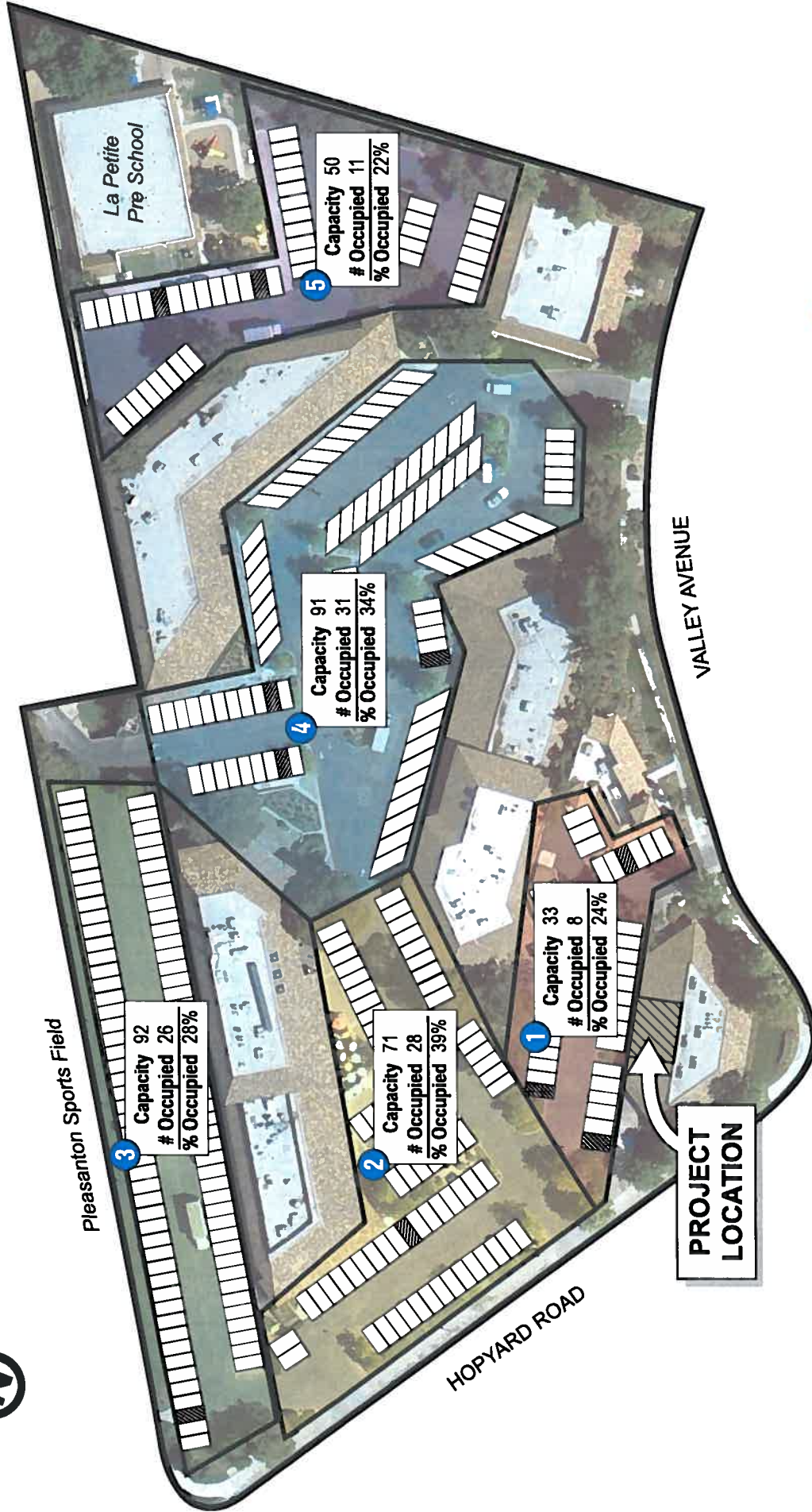
2 = Parking Survey Zones

FIGURE 4 | PARKING OCCUPANCY - 7 PM FRIDAY
PARKING STUDY
Message Envy - Hopyard Village Shopping Center
 City of Pleasanton



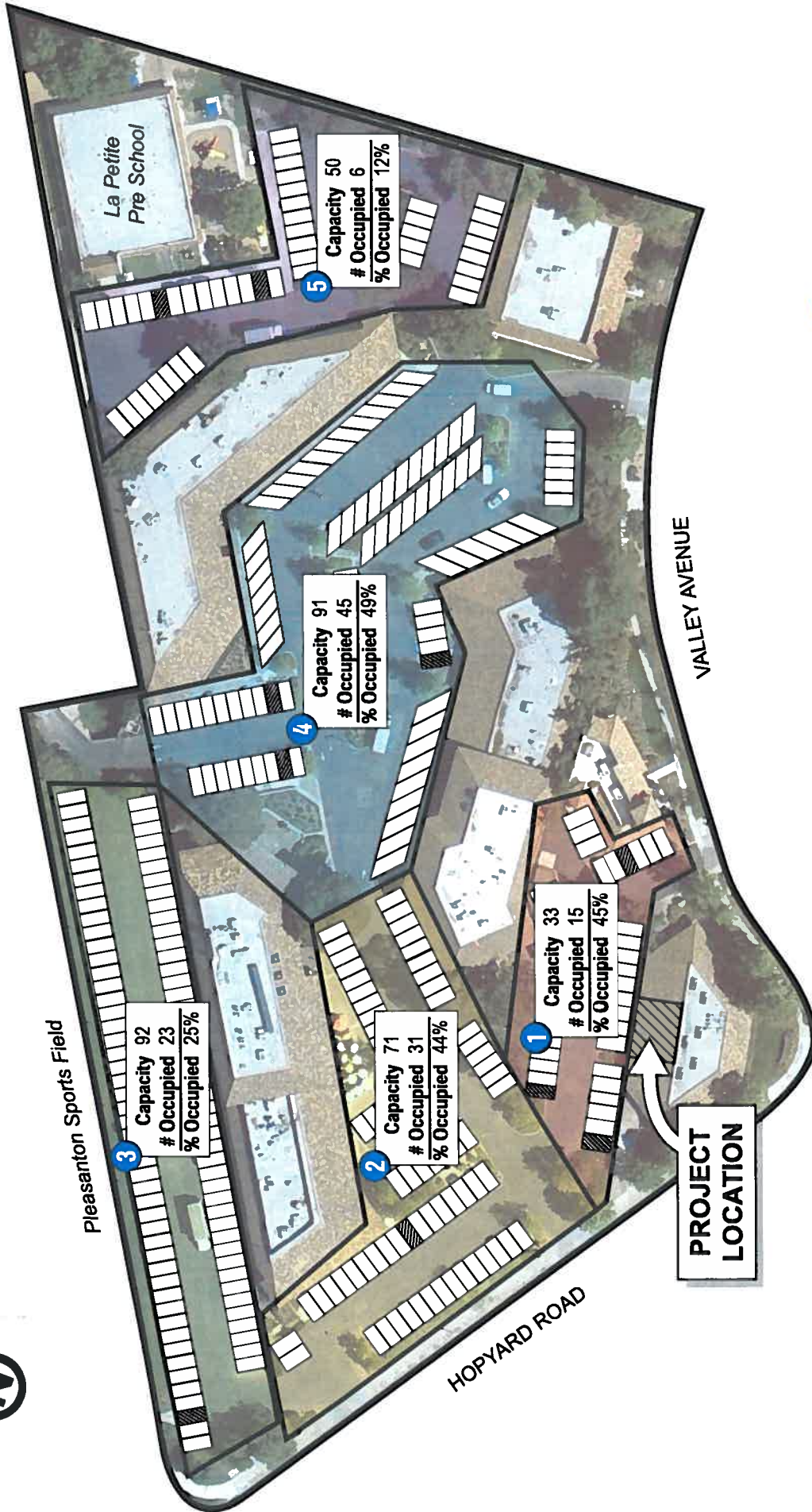
2 = Parking Survey Zones

FIGURE 5 | PARKING OCCUPANCY - 12 PM SATURDAY
PARKING STUDY
Message Envy - Hopyard Village Shopping Center
 City of Pleasanton



2 = Parking Survey Zones

FIGURE 6 | PARKING OCCUPANCY - 5 PM SATURDAY
PARKING STUDY
Message Envy - Hopyard Village Shopping Center
 City of Pleasanton



2 = Parking Survey Zones

FIGURE 7 | PARKING OCCUPANCY - 7 PM SATURDAY
PARKING STUDY
Message Envy - Hopyard Village Shopping Center
 City of Pleasanton

P11-0615

City of Pleasanton

GIS

Department

3003 Hopyard Rd

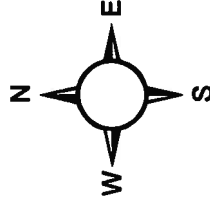
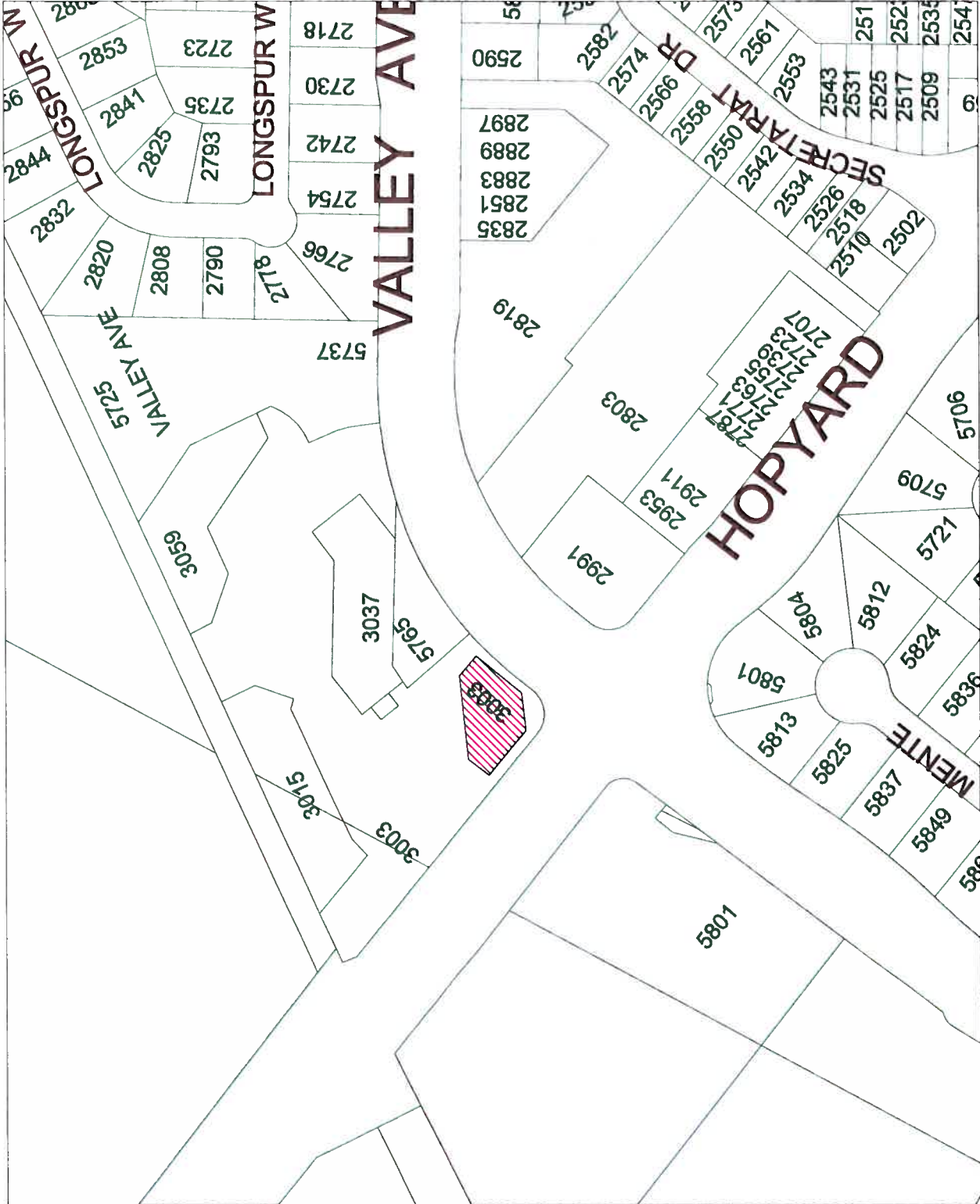


EXHIBIT D



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P11-0615

City of Pleasanton

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3003 Hopyard Rd

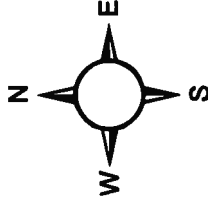


EXHIBIT E



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