

PLANNING PRELIMINARY REVIEW APPLICATION SUBMITTAL FOR OYSTER COVE

Existing Conditions

The subject property is an underutilized former industrial site that includes three existing steel buildings. The site is bounded by East D Street to the west and the Heritage Center/Steamer Landing Park to the east, a T5 zoned unused rail spur to the north, the Petaluma River to the south, and by an existing public parking lot/trail zoned Civic Space owned by the City of Petaluma that surrounds the McNear Canal.

The primary vehicular access to the property is from East D Street by way of the Copeland Street extension. The site was historically used as an offloading, processing, and distribution facility for fossilized oyster shells dredged from the San Francisco Bay. The only site improvements existing today are placed along the Petaluma River in the southernmost portions of the site. These improvements include the three existing structures noted above as well as various docks and moorings associated with the site's former use.

The project site is located within the Petaluma City School District (PCS) and Petaluma Joint Union High School District. Per the Petaluma City Schools website, PCS is the district of residence for grades TK-12. McKinley School is the neighborhood school for students in grades TK-6 who reside within the proposed residences. Students in grades seven and eight would attend Petaluma Junior High (PJHS), and students in grades nine through 12 would attend Petaluma High School (PHS).

Property Data

- Site Address: 100 & 310 East D Street, Petaluma, CA, 94952
- APNs: 007-700-003-000, 007-700-006-000 and 007-700-005-000
- Gross Area: 6.01 acres
- Existing Zoning: Urban Center (T-5)
- Existing Land Use: Temporary storage and vacant, fenced, and no public access

Entitlements/Zoning

Oyster Cove received Phase 1 entitlements in September 2023, including City Council adopting an Initial Study/Mitigated Negative Declaration and Mitigation Monitoring and Reporting Program and approving:

- A General Plan Amendment
- A Zoning Map Amendment
- The Tentative Map for Subdivision and Condominium Purposes
- Associated SmartCode Warrants:
 - Removal of the required "Hopper Loop Road" described in SmartCode Section 5.10.100 – Thoroughfare Regulating Plan Central Petaluma Specific Plan Area.

- Modification of minimum Ground Floor Ceiling height requirement for Residential Uses and All other uses from 10 feet and 14 feet, respectively, to a minimum of nine feet for all uses, if required (Urban Standards Table, Table 4.10.m).
- Modification to allow commercial use activity within the minimum 30-foot Ground Floor Space Depth, if required (Urban Standards Table, Table 4.10.n).
- Reduction in minimum Lot Size width from 18 feet to 16 feet, and depth from 80 feet to 36 feet, if required (Section 4.80.100.B).
- Modification of minimum Main Body Width requirement of 18 – 36 feet (maximum) to 16 – 34 feet (maximum), if required (Section 4.80.100.D).
- Elimination of the Private Open Space requirement for Townhouse building types (Section 4.80.100.H); and
- Modification to Parking Location requirements to allow enclosed parking to encroach into the required 2nd Layer (within the first 20 feet of unit ground floors) as described in SmartCode

Brookfield Properties is currently seeking Site Plan & Architectural Review (SPAR) approval. We anticipate that the City of Petaluma (City) will review this SPAR Application under the procedures called for in the Petaluma Municipal Code (PMC § 24.010 et seq)

PROJECT NARRATIVE (VISION)

The vision for Oyster Cove is to utilize Smart Growth principles to create an activated, publicly accessible, riverfront destination and a vibrant mixed-use/residential neighborhood.

Range of Housing Opportunities and Affordable/Inclusionary Housing.

The parcel has a unique landform, like a horseshoe, that lends itself to a series of compact buildings, as opposed to a few large structures. Buildings will be oriented to East D Street, the Petaluma River, McNear Canal, and pockets of open space (paseos). This arrangement allows for a relaxed pedestrian experience along the major public amenities that avoid vehicle conflicts and offers a measure of built-in security for walkers.

The Oyster Cove neighborhood is designed accommodated a variety of residential unit sizes, floor plans and intermixed building types. The site plan will create a total of 21 new, 3-4 story, condominium buildings with between 5 to 8 attached units per building, for a total of 131 residential homes. There are 16 three-story shopfront units addressing on D Street. The ground floors can accommodate a mix of uses including a variety of home occupations, depending on user needs and market conditions. The corner unit at the intersection Copland and D Streets is reserved for a ground floor commercial use.

The balance of the site will have 115 attached residential homes ranging in size from approximately 1,335 up to 2,015 square feet with 2 to 3 bedrooms plus a home office that is convertible to an additional bedroom. All units are anticipated to have 2.0 to 3.5 baths. The homes will be three-story with some having an optional roof deck (fire department permitting). Each will have private outdoor open space in the form of a balcony and a one- or two-car garage

depending on the unit design and tenure. Some units will also feature a roof terrace/garden (fire access permitting).

The Oyster Cove plan proposes to integrate affordable housing throughout the neighborhood. The City's 15% BMR requirement (7.5% Low and 7.5% Moderate) will be peppered throughout all 131 units. Also, we are in early discussions with the Sonoma Housing and Land Trust to administer the affordable program and keep the units affordable in perpetuity.

Up to 12 ground floor Accessory Dwelling Units (ADU), ranging in size from approximately 300 to 400 square feet, will be optioned within the unrestricted townhomes to provide for additional housing choices and affordability. Units with an ADU will be restricted to one parking space. No dedicated parking will be provided for ADU units.

Mixed-Use and Adaptive Reuse

The Oyster Cove neighborhood embraces the Smart Growth principle of mixing land uses. It integrates the requirement for shopfronts along D Street. Anticipated ground floor uses include a of home occupations with a commercial storefront at the intersection of D Street and the Copland extension. This same building type wraps the southwest corner of the site, facing the Oyster Shed building and Class I multi-use path. The Oyster Shed building is currently envisioned for a boathouse (6,000sf), covered public plaza (1,500sf), commercial use (1,500sf) and an outdoor dining patio on the structure's southeast side. As part of this adaptive reuse, water access to the Petaluma River will be gained through the open plaza area. Taken together, all these shared amenities activate and enliven what we anticipate will be the most heavily trafficked and visible areas of the site.

Permitting for water access is estimated to take several years, so the adaptive reuse has been broken into two phases. Phase 1 will involve improving the building to allow for public assembly. This will include stubbing utilities, repairing structural damage, adding mechanical/plumbing/electrical, fire protection (if required), and patching and repainting the metal siding. Doors and hardware will also be upgraded. Phase 1 improvements are what we are currently requesting through the SPAR process. Phase 2 improvements will be tenant specific and include possible river access based on tenanting and permitting.

Site Constraints

The Oyster Cove neighborhood seeks to maximize the benefits and minimize the downsides of new development for downtown residents, merchants and for the community at large. However, there are inherent constraints on the site that limit the level of density that is feasible.

Emergency access: Foremost among these are the need to provide the necessary access for emergency vehicles. The neighborhood is designed to provide the requisite widths for fire truck access to all units and building heights are limited to three stories/30 feet to provide ladder access to every building when the clear alley width is less than 30 feet.

Site Geometry: The shape of the site also limits feasible density in that it's unusual U-shaped geometry and significant setbacks from the river result in a highly dimensionally constrained

buildable area that does not provide the necessary widths and clearances for multi-family residential buildings.

Soil conditions: Finally, soil conditions on the site, which include compressible silts and clays, also limit building heights to relatively lightweight buildings of approximately 3-4 stories since building higher would require unfeasibly complex and expensive building foundations.

Public Benefits

The project proposes to fund and build significant public improvements that will benefit the broader Petaluma community, including:

- A new multi-use trail along the Petaluma River
- A new multi-use path with a dedicated bike lane and retail along East D Street
- 20 new affordable housing units built on-site
- A new signalized intersection at East D Street and Copeland,
- A new off-site parking dedicated to Steamer Landing Park and the Heritage Center
- The renovation and adaptive reuse of the Oyster Shed building as an amenity that acts as an entry/draw for the Petaluma River Park and increases public access to the river
- Additional public transit users within walking distant to the Transit stations
- East D Street activation with shopfronts
- Improved access to the Steamer Landing and Petaluma River Parks

Mobility Choices

For most of us there is a relationship between trip length and the mode we use for transportation. Shorter trips can be taken on foot, skates, or scooter. Intermediate trips favor bikes, shuttles, buses, or ride-hailing. Longer commutes may require commuter rail or personal vehicles. Our objective is to discourage single occupancy vehicle use by accommodating all modes and educating residents about their options.

To this end, Oyster Cove incorporates a meaningful pedestrian and bike network. A new 12-foot-wide Class I multi-use path along the Petaluma River is proposed as a complement to the existing Class I path along the McNear Canal. The new path will provide a gateway, just over the drawbridge on D Street, to Steamer Landing and Petaluma River Parks. Sidewalks that crisscross the site connect the two paths together and facilitate convenient pedestrian links between proposed development and D Street. Anew Class IV bike lane along D-Street will encourage cycling as will bike friendly alleys within the site.

Beyond the project's boundary, its' location encourages residents and visitors to use their feet and other short-range modes. Oyster Cove is within easy walking distance of Petaluma's Historic Downtown, Theater, and Warehouse Districts, directly adjacent to Steamer Landing Park, and less than 1,000 feet from Petaluma River Park. It is also within a half-mile of neighborhood serving commercial uses on E. Washington Street, including groceries. The Sonoma Marin Rapid Transit ("SMART") Petaluma Downtown Station is 500 feet from the site, offering users convenient commuter rail access. Primary bus service (Route 10, 11, & 24) is 250 feet away

along the Petaluma Transit Mall. Secondary bus stops are 200 feet away on D Street (Route 10 & 24).

Vehicular ingress/egress to the site is via the Copeland Street extension. There are no internal streets needed or proposed. A 20 to 26-foot-wide alley network with minimum 4-foot driveway aprons will provide the means of approach for fire apparatus, service trucks, and residential vehicles. Internalizing vehicle circulation allows for uninterrupted pedestrian enjoyment of the waterfront. Space for the trash, recycling, and green bins will be provided in each garage. The bins will be staged in the alleys on trash pick-up days.

Parking

The Copeland Street extension will accommodate its' current number of 8 on-street parking spaces. However, there is no existing on-street parking internal proposed for the project as there are no internal streets, only alleys.

A limited number of retail/visitor parking spaces will be accessed from the alley network as will a small new off-site parking lot for the Heritage Center. The project as proposed has a total of between 224 and 253 covered parking spaces in garages. Approximately half the units facing D Street will be limited to one garage space, units w/ADUs will be limited to one garage space, and ADUs will have no dedicated parking. There are an additional 19 parking spaces that will be provided for visitors and the commercial uses for a total parking count of between 243 and 272 spaces.

Given the sites proximity to the SMART Station and Transit Mall, AB2097 prohibits setting a minimum parking requirement.

Open Space, Art, and Restoration of the Riverfront

The project includes restoration of the riverbank with an appropriate low water use plant palette (see also Landscape Narrative). The objective is to create a native landscape feel from the river to the building edge and throughout the site. To create a seamless environment, plant palettes will be coordinated with Friends of the River and Petaluma River Parks.

The new riverfront trail and open space within and adjacent to the State Lands Public Trust Easement Parcel is the project's principal outdoor/shared amenity. We hope to preserve existing nautical artifacts in and along the river as a nod to the sites history and a way to animate the user experience. Smaller secondary open spaces such as paseos, pocket greens, and bioretention areas are scattered throughout the site plan. Given the proximity to Steamer Landing and Petaluma River Parks, no synthetic park space is planned on-site.

The project will feature art that weaves the story of the site's history into the fabric of the project by reclaiming and repurposing industrial marine artifacts from Oyster Cove operations and incorporating material elements and treatments that speak to the natural context of the project location.

Architecture General Character

As mentioned above, the site was historically used as an offloading, processing, and distribution facility for fossilized oyster shells. Per the Central Petaluma Specific Plan, Appendix B: Architectural Guidelines, the recommended design approach is as follows -- “redevelopment and infill in this area should adopt the existing patterns of simple building forms, industrial materials, and utilitarian detailing.” Planning Commission and City Council provided additional guidance at public hearings in 2023. The list of qualities that they highlighted is as follows:

- Integrity
- Inspiration from Petaluma as a river town
- Aesthetic variation (fenestration, textures, building to building)
- Influenced by nature and sensitive to the environment
(inclusion of wood, balconies, roof gardens, vertical garden elements, native landscape)
- Sensitive Design (shadow lines, window placement, contrast with the industrial)
- General preference for modern architecture
- Adaptive reuse of the Oyster Shed
(defined use, max river dependent uses, food & beverage)

We have discussed with the city that the Station Area warrants its own local architectural style. Most of this neighborhood is on tap for redevelopment and the few existing buildings (Train Station, Downtown River Apartments, and Oyster Shed) are more period architecture than of our time.

The conceptual architecture for Oyster Cove draws on Planning Commission and City Council comments to create a Petaluma Station Area style. Inspiration is drawn from a fusion of local history, nature, and Bay Area modern principles (a soft version of modernism). It is intended to feel comfortable and context appropriate, of its time and of its place.

Variety is built in as the neighborhood features five distinct building types intermixed and strategically located. Massing, architectural elements, materials and color will be used to further differentiate and enliven facades. Special features include second floor balconies and in some cases roof terraces that will support container gardens and the greening of facades. Shopfronts lining D Street will create another point of punctuation.

Conceptual designs incorporate industrial/nature inspired materials including synthetic wood, stucco, fiber cement, and standing seam metal. Brick accents are proposed in high traffic area such as D Street. Colors will be warm muted tones drawn from the earth, the river, and surrounding parklands.

Environmental Sustainability Green Building

The city has adopted CalGreen Tier 1 as their baseline which adds additional requirements beyond the State’s mandatory measures. Oyster Cove will meet or exceed all requirements for CalGreen Tier 1, including:

- Topsoil protection

- 20% permeable paving
- Cool roofs
- Electric vehicle charging
- Energy efficiency
- Water efficiency and conservation
- Material conservation and resource efficiency
- Environmental quality

Oyster Cove's environmental sustainability measures in addition to CalGreen Tier 1 will include:

- Recycling of existing metal buildings and other reusable materials
- 100% electric utilities
- 100% permeable paving for alleys, pathways, and plazas
- Low water use/maintenance landscaping
- EV charging stations in each garage
- Bike racks in each garage
- Dedicated on-site parking space for car-share parking
- Above ample space for visitor bike parking (see Illustrative Plan)
- Energy efficiency and mobility education for residents

Community Engagement

Community engagement began in 2021 with stakeholder meetings and is ongoing. The first public presentation was made through the Know Before You Grow organization in February 2022. Feedback helped shape the plan. We anticipate continuing public outreach during the application process. This will include:

- Invitation to meet one on one with Planning Commissioners
- Planning Commission Study Session
- Follow-up meetings with key stakeholders
- Neighborhood Meeting

CIVIL NARRATIVE

Vehicular Ingress & Egress

To maximize public enjoyment of and access to this unique site, the project proposes to reorganize the existing circulation pattern such that vehicular traffic is relocated away from the waterfront and to the interior of the site, freeing up the entire waterfront to be enjoyed by pedestrians and cyclists. Homes will have vehicular access from the interior of the site. To realize this goal, the project proposes eliminating the loop road surrounding the McNear Channel that is contemplated in the Smart Code and dedicating that waterfront space to pedestrians. The internal drive aisle alleys will be accessed from Copeland Street, which will also be reconstructed with sidewalks to provide additional pedestrian and vehicular connections to D Street and the waterfront trail.

Redundant fire/service access for the Heritage Center, Steamer Landing Park, and Petaluma River Park will be provided by the proposed network of 26-foot-wide alleys within the project. The internal alleys will also be designed to accommodate fire and emergency access to the proposed buildings.

The D Street frontage will be rebuilt and reimagined as a lively urban environment. The public realm will be widened to provide a northbound Class IV bike lane, wider sidewalk, and elevated terrace. The terrace and buildings will be raised above the public sidewalk to delineate the public and private areas as well as to provide elevated areas that are protected from the projected future Sea level Rise.

Pedestrian and Bike Ingress & Egress

Another key element of this plan will be a continuous Class I multi-use hike and bike trail connecting East D Street on the western edge of the site and along the Petaluma River waterfront connecting to the eastern parks. This publicly accessible facility will provide a pleasant connection between downtown and the parks, with views of the river. The biking experience along D Street will also be enhanced with the installation of a protected bike lane along the project frontage.

Stormwater

The project site has limited existing stormwater infrastructure. The stormwater runoff from the majority of the site sheet flows overland to the surrounding areas, including Petaluma River, McNear Canal, D Street and the rail corridor. There is a small system of existing drainage inlets, pipelines, and an outfall on the southern portion of the project site that discharges runoff from these portions of the site to the Petaluma River.

The project will construct a new system of stormwater management facilities. This will include stormwater water treatment basins that will bio-filtrate and treat runoff from the project proposed surfaces prior to discharge into the Petaluma River and McNear Canal. The runoff will be conveyed from the treatment basins, through a network of new storm drain pipelines ranging in size from 12" to 18" in diameter, to either a new outfall to the Petaluma River for the southern portion of the project site or another new outfall to McNear Canal for the northern portion of the site. The proposed stormwater management facilities will be designed to comply with current stormwater regulation.

Flood Plain

Nearly the entirety of the project site is outside the current 100-year floodplain, as reflected on FEMA's Flood Insurance Rate Map No 06097C0982G, dated December 2, 2015. The only area within the project site that is within the current 100-year floodplain is the existing building in the southwest corner of the project site, which was situated lower in elevation to facilitate its prior use and access to the water for the oyster harvesting process. The 100-year floodplain elevation is elevation 10' (NAVD88). The site elevations range from 10.5' to 15.3' (NAVD88) and are above the current 100-year floodplain elevation. The existing ground floor of the existing

building in the southwest corner of the project site is approximately elevation 9.5' (NAVD88). As described below, the project site proposed elevations will be raised to provide additional flood protection from future sea level rise projected to occur by 2100.

Sea Level Rise

The project is designed to provide long term protection from sea level rise for the proposed buildings. The sea level rise strategy for the project is outlined as follows:

- The site design and proposed elevations for Oyster Cove are aligned with the SLR Planning and In-Place Protection solutions discussed in the City of Petaluma's General Plan Updated – Sea Level Rise & Climate Change White Paper.
- The project has studied the potential risks associated with the various SLR scenarios that are advised to be evaluated in the State of California's Sea Level Rise Guidance. The project is utilizing a SLR scenario based upon the 2100 Medium-High Risk Aversion model with 6.6' of Sea Level Rise with Mean Higher High Water and 100-year Storm Surge conditions.
- The project utilized the Our Coast, Our Future (OCOF) Viewer to establish the minimum elevation for the future buildings to be at or above the future water surface elevation and avoid inundation estimated in the 2100 SLR Scenario w/ 100-year storm surge. This minimum elevation is 14'.
- All proposed buildings will have a ground floor elevation of 14' or higher to provide end of century protection against future sea level rise.
- The trail system around the perimeter of the site will be designed with capacity to allow for future adaptive measures, such as raising the trail, construction of floodwalls, etc. to provide the ability to adapt in the future and protect the site if sea level rise exceeds current 2100 projections.
- The Final Building design of the existing building to remain will meet the City's requirements for the renovation of existing buildings within flood zones.

Grading

As described above, the proposed site grading will include raising elevations such that all buildings are at or above the estimated sea level at the end of the century with 100-year storm surge, elevation 14'.

LANDSCAPE NARRATIVE

An overview of the common area consists of a network of walks from the raised Plaza along D Street, weaving throughout the development and connecting to Steamer Landing Park and the River Walk Park Trail, and looping back along a new Petaluma River trail to the Oyster Shed building.

The D street frontage is designed as a bi-level space separated by a raised central planter. The lower plaza provides multi-use access for bicycles and commuters to walk to the local SMART

Station, while the raised portion of the plaza, with access by multiple staircases and a ramp at the Copeland Street corner, provides access to shopfront residences. The raised planter provides ample public seating as well as decorative plantings to create a more intimate setting for the retail businesses behind.

Streetlights, tree wells with large canopy trees run along the frontage of the D Street. Colored concrete will be utilized to enhance the front walk experience. All design elements and dimensions of D street frontage are intended to follow Petaluma SmartCode Amendments and City Design Guidelines.

The overall planting scheme of the project remains natural and aims to complement the existing context. Drought tolerant shrubs and trees in mixture of colors and textures are selected to add seasonal interest. More formal shrubs will occur at the foundations of the buildings, and then transition out to a more native and natural landscape. All proposed plants are selected to be low maintenance, fire as well as flood-resistant, and drought tolerant. Proposed planting along the riverbank will be mainly trailing groundcovers, perennials, and flowering shrubs. The stormwater treatment areas will have bio-filtration appropriate plantings of native rushes, sedges, and grasses, and all proposed landscape will be irrigated by water-conserving drip methods.

Plazas and Paseo walks are proposed to link the common areas. A new section of the Petaluma River Trail connects the existing trail and will provide the connection back to the sidewalk at D Street. This multi-use trail connection is envisioned as permeable concrete and will be coordinated with The Friends of the Petaluma River. The plaza at the revitalized Oyster Shed building consists of enhanced paving, tree wells with shade trees, decorative planters, and outdoor table and chairs to accommodate potential café use. Paseo walks between buildings are designed to be more passive recreational spaces with ornamental planting, accent landscape boulders, and bench seating areas.

Onsite amenities are selected to compliment the proposed industrial style and colors of the architecture. Streamlined LED lights, easily accessible cluster mailboxes, and durable metal benches, bike racks and trash receptacles will be located throughout the site. No fencing is proposed for this project, helping to integrate the development into its natural surroundings.

At the request of the city, we will construct an offsite tot lot between the Heritage Center and river trail. The tot lot will offer recreational opportunities for the immediate community with amenities such as a park benches, play structure, and picnic tables. The existing environment will be enhanced with planting materials that are mostly native and drought-tolerant to improve habitat for native wildlife. The location will provide a picturesque setting along the Petaluma River that is still within view of residential development.

SITE MAINTENANCE/HOMEOWNERS ASSOCIATION

An Oyster Cove Homeowners/Condominium Association will be established to own and maintain the Alleys/Trails/Sidewalks, Bio-retention areas, Landscaping, Lighting, etc. within the project area boundary. The Draft HOA and CC&R's will be prepared and submitted to the city for review at the time of the Final Map and Site Improvement Plans are being reviewed by the city.

CONCLUSION

We believe this underutilized industrial site can be transformed into an authentic Petaluma place that leverages mobility options, provides much needed housing in the downtown area of Petaluma, and activates the waterfront in new and exciting ways.