

EXHIBIT A

**PLANNED COMMUNITY DISTRICT
REDWOOD GATEWAY P-C DISTRICT
DEVELOPMENT STANDARDS**

Robertson Properties Group (“RPG”) proposes to develop approximately 16.21 acres of land at the southwest corner of North McDowell Blvd and Redwood Way as a Planned Community District known as the Redwood Gateway P-C District (“District”). The land is currently developed with a movie theatre that has been closed for approximately two years. The proposed development includes demolishing the existing improvements and constructing retail and commercial uses.

I. Redwood Gateway P-C District

District Location: The Redwood Gateway P-C District shall consist of Assessors Parcel No. 007-411-021, located at 1363 North McDowell.

District Area: Approximately 16.2 acres.

District Purpose: To establish preplanning for development of this large parcel of land located in north-western Petaluma to encourage and support development of appropriate retail and service uses for the benefit of Petaluma residents and workers, and also to encourage residents from outside Petaluma to shop in the City. The District is immediately adjacent to the recently approved Redwood Technology Center project, and the development standards for this District are intended to complement this adjacent development.

Access: Access to the District will be from North McDowell Boulevard on the east side of the District, and an extension of Redwood Way on the north side of the District. Approximately 1.3 acres within the District will be utilized to extend Redwood Way to and through the northern edge of the property leaving less than 15 acres for development. A new traffic signal will be constructed at the Redwood Way Extension/North McDowell Blvd intersection.

II. Development Standards

The following development standards shall control development within the District. These development standards satisfy the requirements of Article 19 (P-C Planned Community District) of the Zoning Ordinance of the City of Petaluma, California (“Ordinance”).

A. Permitted Principal Uses.

The following are the principal uses permitted in the Redwood Gateway P-C District:

1. All uses defined as permitted principal uses for C-H Highway Commercial Districts (Zoning Ordinance Section 13-200), as of the date the Redwood Gateway P-C District is adopted by the Petaluma City Council.
2. Retail business or service establishment of any kind, including but not limited to a clothing store, department store, furniture store, specialty retailer, bank, financial institution, pharmacy, including a pharmacy with a drive through, grocery, convenience market, fruit or vegetable store, bakery, drug store, barber, beauty shop, dry cleaning and laundry, selling goods or providing services to (a) residents and workers in the surrounding neighborhood, and (b) a larger regional area that includes Petaluma residents and also consumers from areas outside Petaluma.
3. Business or professional offices of any kind.
4. Eating and drinking uses of any kind, either for on or off-site consumption, including but not limited to fast food restaurants, fast food restaurants with a drive through, café, coffee shop, retail coffee store, sandwich shop, and deli. Uses permitted within this section include take out food (whether as an accessory use to a food use, or principal use).

B. Permitted Accessory Uses.

The following are the Accessory Uses permitted in the Redwood Gateway P-C District:

1. Accessory uses and buildings customarily appurtenant to a permitted use, in accordance with the provisions of Section 21-201.
2. Signs, in accordance with the provisions of Section 21-204.
3. Mini telecommunications facilities in accordance with all applicable provisions of Chapter 14.44 of the Petaluma Municipal Code, which have received site plan and architectural review and approval by the Planning Director.

C. Conditional Uses.

The following are the conditional uses in the Redwood Gateway P-C District, in accordance with the provisions of Article 21 and Section 26-500:

1. All conditional uses allowed in any C-H Highway Commercial District as set forth in Section 13-400, as of the date the Redwood Gateway P-C District is adopted by the Petaluma

City Council, except for uses listed above as principally permitted uses, which shall continue to be principally permitted.

2. Hotels and motels, except for uses involving live entertainment.
3. Business and technical schools, and schools and studios for photography, art, music and dance.

D. Other Controls

Note: the following controls reference specific improvements, terms and conditions described in the P-C District amendment and project application and plans ("Plans") submitted on June 13, 2003.

1. Parking Requirements. The developer shall be allowed to provide a number of parking spaces within the range set forth below, depending on specific tenant requirements, for all principally permitted, accessory and conditional uses:

(i) At the discretion of the developer, in order to accommodate specific tenant requirements, a minimum of four (4) and a maximum of five (5) parking spaces for each one thousand (1,000) square feet of building floor area in the entire District, except as set forth in (ii), below. In the event a major tenant within the District requires parking at a ratio of 5.0 or more spaces per thousand square feet, the parking requirement within the District shall be 5.0 spaces per thousand square feet of building floor area in the entire district.

(ii) Ten (10) parking spaces shall be required for each one thousand (1,000) square feet of building floor area of each restaurant or other food use that is greater than three thousand (3,000) square feet in area. At the discretion of the developer, restaurants and other food uses less than three thousand (3,000) square feet may have a minimum of four and a maximum of 10 parking spaces per 1,000 square feet.

2. Maximum Building Heights: No building shall be higher than forty (40) feet within the District.

3. Building Setbacks: Buildings shall be set back a minimum of twenty (20) feet from all property lines.

4. Lot coverage: The maximum allowed site coverage within the District shall be sixty percent (60%) (i.e. the ratio of building area over total site area of the District).

5. Use Size: There shall be no limitations on the size of any use within the District, so long as the use complies in all other respects with the requirements of the District.

6. Landscaping Setbacks: There shall be a landscape setback of at least five (5) feet from the property line to the south and to the west side of the District. There shall be a landscape setback of at least fifteen (15) feet from the property line along Redwood Way Extension and North McDowell Blvd. The Property Management division of RPG will be responsible to provide continuous maintenance. For the purposes of this paragraph, North McDowell Blvd is considered to run north to south.

7. Grading: The site will comply with the hydrological requirements of Sonoma County Water District and Article 16 (Floodway and Flood Plain Districts) under the Ordinance. Maximum slopes to be 5-6% on paved areas.

8. Building Limit Lines: The building locations as they are currently shown on the Plans are approximate locations. Building design will be tenant specific and shall be located within the building limit boundaries ("Building Areas") shown on the Plans. Furthermore, due to a variety of physical constraints of the site (i.e. high pressure gas easements, high-voltage electrical easements, Redwood Way extension, and hydrologic flow paths) the location and size of the Building Areas represent the only viable areas within the District for the construction of buildings.

9. Phasing: The project will be phased by building. Assuming entitlements and permits are granted in a timely manner, the developer anticipates that Major A is scheduled to open October 2004, Major B & C and corner pad A to open December 2004, Shops to lease by March 2005.