

Tuesday, July 7, 2015, 7:00 p.m.

City Council Chambers, 333 Civic Center Plaza

Web Site: www.ci.tracy.ca.us

Americans With Disabilities Act - The City of Tracy complies with the Americans with Disabilities Act and makes all reasonable accommodations for the disabled to participate in Council meetings. Persons requiring assistance or auxiliary aids should call City Hall (209/831-6000) 24 hours prior to the meeting.

Addressing the Council on Items on the Agenda - The Brown Act provides that every regular Council meeting shall provide an opportunity for the public to address the Council on any item within its jurisdiction before or during the Council's consideration of the item, provided no action shall be taken on any item not on the agenda. Each citizen will be allowed a maximum of five minutes for input or testimony. At the Mayor's discretion, additional time may be granted. The City Clerk shall be the timekeeper.

Consent Calendar - All items listed on the Consent Calendar are considered routine and/or consistent with previous Council direction. A motion and roll call vote may enact the entire Consent Calendar. No separate discussion of Consent Calendar items will occur unless members of the City Council, City staff or the public request discussion on a specific item at the beginning of the meeting.

Addressing the Council on Items not on the Agenda – The Brown Act prohibits discussion or action on items not on the posted agenda. Members of the public addressing the Council should state their names and addresses for the record, and for contact information. The City Council's Procedures for the Conduct of Public Meetings provide that "Items from the Audience" following the Consent Calendar will be limited to 15 minutes. "Items from the Audience" listed near the end of the agenda will not have a maximum time limit. Each member of the public will be allowed a maximum of five minutes for public input or testimony. However, a maximum time limit of less than five minutes for public input or testimony may be set for "Items from the Audience" depending upon the number of members of the public wishing to provide public input or testimony. The five minute maximum time limit for each member of the public applies to all "Items from the Audience." Any item not on the agenda, brought up by a member of the public shall automatically be referred to staff. In accordance with Council policy, if staff is not able to resolve the matter satisfactorily, the member of the public may request a Council Member to sponsor the item for discussion at a future meeting. When members of the public address the Council, they should be as specific as possible about their concerns. If several members of the public comment on the same issue an effort should be made to avoid repetition of views already expressed.

Presentations to Council - Persons who wish to make presentations which may exceed the time limits are encouraged to submit comments in writing at the earliest possible time to ensure distribution to Council and other interested parties. Requests for letters to be read into the record will be granted only upon approval of the majority of the Council. Power Point (or similar) presentations need to be provided to the City Clerk's office at least 24 hours prior to the meeting. All presentations must comply with the applicable time limits. Prior to the presentation, a hard copy of the Power Point (or similar) presentation will be provided to the City Clerk's office for inclusion in the record of the meeting and copies shall be provided to the Council. Failure to comply will result in the presentation being rejected. Any materials distributed, including those distributed within 72 hours of a regular City Council meeting, to a majority of the Council regarding an item on the agenda shall be made available for public inspection at the City Clerk's office (address above) during regular business hours.

Notice - A 90 day limit is set by law for filing challenges in the Superior Court to certain City administrative decisions and orders when those decisions or orders require: (1) a hearing by law, (2) the receipt of evidence, and (3) the exercise of discretion. The 90 day limit begins on the date the decision is final (Code of Civil Procedure Section 1094.6). Further, if you challenge a City Council action in court, you may be limited, by California law, including but not limited to Government Code Section 65009, to raising only those issues you or someone else raised during the public hearing, or raised in written correspondence delivered to the City Council prior to or at the public hearing.

CALL TO ORDER

PLEDGE OF ALLEGIANCE

INVOCATION

ROLL CALL

PRESENTATIONS – Employee of the Month

– Certificate of Appointment –San Joaquin County Commission on Aging

– Certificate of Recognition – Surtec, Inc. Business of the Year

1. CONSENT CALENDAR

- A. Adopt Council Minutes – Closed session minutes of June 16, 2015, and regular meeting minutes from June 16, 2015.
- B. Approval of Resolutions: (1) Initiating Proceedings for the Annual Levy for Tracy Consolidated Landscape Maintenance District, (2) Preliminarily Approving the Engineer’s Report for the Tracy Consolidated Landscape Maintenance District, (3) Declaring the Intention to Levy Annual Assessments, and (4) Setting the Date for the Public Hearing
- C. Authorize Amendment of the City’s Classification Plan by Approving Revisions to the Classification Specification for Crime Prevention Specialist
- D. Authorize Amendment of the City’s Classification and Compensation Plans by Approving Revisions to the Classification Specification and Salary Range for Economic Development Manager
- E. Authorize Amendment of the Position Control Roster by Approving the Reallocation of Two Part-Time Arts Education Coordinator Positions to One Recreation Program Coordinator I Position in the Cultural Arts Division
- F. Authorization to Award Chemical Bids for Water and Wastewater Treatment for Fiscal Year 2015 – 2016
- G. Approve Amendment Number One to the Master Professional Services Agreement with Land Logistics, Inc. for Project Management and Planning Assistance
- H. Approve Amendment Number Six to the Professional Services Agreement with Kimley-Horn and Associates for the Tracy Hills Specific Plan Amendment Subsequent Environmental Impact Report and Technical Analysis Related to Tentative Maps
- I. Approve an Offsite Improvement Agreement (OIA) for Cordes Ranch Phase 1A Non-Program Roadway Improvements on Old Schulte Road, Hansen Road, Old Road “E”, Old and New Road “E”, and North and South Road “I” and Other Associated Improvements for the Federal Express Ground Facility and Authorization for the Mayor to Execute the Agreement

- J. Approve an Offsite Improvement Agreement (OIA) for Cordes Ranch Phase 1A - Program Roadway Improvements on Old Schulte Road and Hansen Road, Intersection Improvements and Traffic Signal on Old Schulte Road and Hansen Road (Intersection #51), and Intelligent Transportation System on Old Schulte Road, Hansen Road, and Intersection #51, and Associated Improvements for the Federal Express Ground Facility and Authorization for the Mayor to Execute the Agreement
 - K. Approve an Offsite Improvement Agreement for the Cordes Ranch Phase 1C Non-Program Roadway Improvements on Old Schulte Road and Mountain House Parkway and Associated Improvements for the Crossroads Building 1 and Authorization for the Mayor to Execute the Agreement
 - L. Approve an Offsite Improvement Agreement for the Cordes Ranch 6.48 Million Gallon Per Day Potable Water Booster Pump Station, Pressure Reducing Valve (PRV), and the Water Tank Site Improvements at the Southeast Corner of Hansen Road and Old Road E, and Authorization for the Mayor to Execute the Agreement
 - M. Approve the Final Subdivision Map for the Bungalows Unit 2, Tract 3860
 - N. Award a Construction Contract to the Lowest Responsive and Responsible Bidder for the Police Communication Tower Access Driveway - CIP 71081A, and Authorize the Mayor to Execute the Contract
 - O. Authorize an Amendment Reducing the 2015 Lease Payment for City Property at the Corner of Eleventh Street and Chrisman Road
 - P. Approve a Supplemental Appropriation in the Amount of \$1,500,000 from the South MacArthur Finance and Implementation Plan (Fund 352) to CIP 73126 for the Widening and Reconstruction of MacArthur Drive Between Schulte Road and Valpico Road
2. ITEMS FROM THE AUDIENCE
3. PUBLIC HEARING TO CONSIDER AN AMENDMENT TO THE I-205 CORRIDOR SPECIFIC PLAN REGARDING BUILDING HEIGHT LIMITATIONS AND AN APPLICATION FOR A PRELIMINARY AND FINAL DEVELOPMENT PLAN TO CONSTRUCT A 795,732 SQUARE FOOT INDUSTRIAL DISTRIBUTION BUILDING WITH CORRESPONDING PARKING AND LANDSCAPE IMPROVEMENTS, LOCATED AT 8450 ARBOR AVENUE - APPLICANT IS DCT INDUSTRIAL OPERATING LLC; OWNERS ARE GREGG AND ROBERT CHRISTENSEN - APPLICATION NUMBERS D14-0028 AND SPA14-0002
4. CONSIDER DIRECTING STAFF TO TERMINATE THE WASTEWATER REVOCABLE LICENSE AGREEMENT WITH THE WEST SIDE IRRIGATION DISTRICT

5. PUBLIC HEARING TO CONSIDER AN EXTENSION OF THE DEVELOPMENT REVIEW PERMITS FOR TWO ADJACENT RESIDENTIAL APARTMENT PROJECTS: (1) THE 184-UNIT VALPICO APARTMENTS (ON APPROXIMATELY 8.75-ACRES LOCATED ON THE NORTH SIDE OF VALPICO ROAD, ADJACENT TO THE RITE AID STORE, NORTHEAST OF THE INTERSECTION OF VALPICO ROAD AND GLENBRIAR DRIVE, ASSESSOR'S PARCEL NUMBERS 246-140-13 AND 14, APPLICATION NUMBER D12-0004) AND (2) THE 60-UNIT MACDONALD APARTMENTS (ON APPROXIMATELY 2.87 ACRES LOCATED ON THE NORTH SIDE OF VALPICO ROAD, NORTHWEST OF THE INTERSECTION OF VALPICO ROAD AND GLENBRIAR DRIVE, ASSESSOR'S PARCEL NUMBER 246-140-12, APPLICATION NUMBER D12-0006)
6. PUBLIC HEARING TO CONSIDER A PLANNED UNIT DEVELOPMENT (PUD) ZONE PRELIMINARY AND FINAL DEVELOPMENT PLAN TO CONSTRUCT AN APPROXIMATELY 3,000 SQUARE FOOT RESTAURANT WITH DRIVE THRU, PARKING AREA AND LANDSCAPING IMPROVEMENTS, LOCATED NORTH OF THE TEXAS ROADHOUSE RESTAURANT AT 2242 NAGLEE ROAD, ASSESSOR'S PARCEL NUMBER 212-290-48. APPLICANT IS VMI ARCHITECTS INC. PROPERTY OWNER IS THE CITY OF TRACY; APPLICATION NUMBER D15-0002
7. ITEMS FROM THE AUDIENCE
8. COUNCIL ITEMS
9. ADJOURNMENT

TRACY CITY COUNCIL - SPECIAL MEETING MINUTES

June 16, 2015, 5:00 p.m.

Council Chambers, 333 Civic Center Plaza, Tracy

1. CALL TO ORDER – Mayor Maciel called the meeting to order at 5:00 p.m. for the purpose of a closed session to discuss the items outlined below.
2. ROLL CALL – Roll call found Council Members Mitracos, Council Member Young, Mayor Pro Tem Rickman and Mayor Maciel present.

Council Member Vargas was not present at the dais during roll call.

3. ITEMS FROM THE AUDIENCE – None
4. CLOSED SESSION

Labor Negotiations (Gov. Code, § 54957.6)

Employee Organizations: Tracy Police Managers Association
Tracy Police Officers Association
Tracy Firefighters' Association
Teamsters Local 439, IBT
Tracy Mid-Managers' Bargaining Unit

City's designated representatives: Troy Brown, City Manager
Andrew Malik, Acting Assistant City Manager
Midori Lichtwardt, Human Resources Manager
Dania Torres Wong, Esq

5. MOTION TO RECESS TO CLOSED SESSION – Mayor Pro Tem Rickman motioned to recess the meeting to closed session at 5:01 p.m. Council Member Young seconded the motion. Voice vote found Council Member Mitracos, Council Member Young, Mayor Pro Tem Rickman and Mayor Maciel in favor; passed and so ordered. Council Member Vargas was not present for the vote. Ms. Council Member Vargas was present during closed session.
6. RECONVENE TO OPEN SESSION – Mayor Maciel reconvened the meeting into open session at 6:06 p.m.
7. REPORT OF FINAL ACTION – There was no report of final action.
8. ADJOURNMENT - Mayor Pro Tem Rickman motioned to adjourn. Council Member Vargas seconded the motion. Voice vote found all in favor; passed and so ordered. Time: 6:06 p.m.

The agenda was posted at City Hall on June 11, 2015. The above are action minutes.

ATTEST:

Mayor

City Clerk

June 16, 2015, 7:00 p.m.

City Council Chambers, 333 Civic Center Plaza

Web Site: www.ci.tracy.ca.us

Mayor Maciel called the City Council meeting to order at 7:09 p.m. and led the Pledge of Allegiance.

The invocation was offered by Pastor Tim Heinrich, Crossroads Baptist Church.

Roll call found Council Members Mitracos, Vargas, Young, Mayor Pro Tem Rickman and Mayor Maciel present.

Mayor Maciel announced that immediately following the ceremonials there would be a brief drought update.

Public Safety Chief, Gary Hampton and Mayor Maciel recognized Heroic Citizens April and Jaido Uribe (Police Department) and Andrew Hickman and Stephen McAdams (Fire Department)

Mayor Maciel presented certificates of recognition to Delta Charter Media Internship Graduates.

Troy Brown, City Manager, introduced new Administrative Services Director, Rachelle McQuiston, and City Engineer, Robert Armijo.

Kul Sharma, Utilities Director, provided a brief update on the drought and its impact on the City of Tracy.

1. CONSENT CALENDAR

ACTION Motion made by Mayor Pro Tem Rickman and seconded by Council Member Young to adopt the Consent Calendar with the exception of item 1C. Roll call vote found all in favor; passed and so ordered. Motion carried: 5:0

- A. Adopt Council Minutes – Regular meeting minutes of June 2, 2015, and special meeting minutes of June 1, 2015 and closed session minutes of June 2, 2015 were adopted.
- B. Authorize Amendment of the City's Classification Plan by Approving the Revision of the Civil Engineering Series Classifications of Junior Engineer (Civil), Assistant Engineer (Civil), Associate Civil Engineer and Senior Civil Engineer in the Department of Development and Engineering, and use of Flexible Staffing – Resolution 2015-089 authorized amendment of the City Classification Plan.
- D. Second Reading and Adoption of Ordinance 1196 an Ordinance of the City of Tracy Amending Various Sections of Chapter 11.28 Water Management of the Tracy Municipal Code – Ordinance 1196 was adopted.

- E. Second Reading and Adoption of Ordinance 1197 an Ordinance of the City of Tracy Amending Chapter 4.20, Regulation of Massage, of the Tracy Municipal Code, in its Entirety, by Adopting a New Chapter 4.20 – Ordinance 1197 was adopted.

- C. Approve Reemployment of Retired Employee as Temporary Project Specialist in the Tracy Fire Department

Arlene Roberts, Management Analyst, Human Resources, presented the staff report.

Steve Nicolaou inquired about hourly wage and how long will Mr. Hanlon serve as a consultant.

Council comments and questions followed.

ACTION Motion was made by Council Member Young and seconded by Mayor Pro Tem Rickman to adopt Resolution 2015-090. Voice vote found all in favor; passed and so ordered.

2. ITEMS FROM THE AUDIENCE

Hector Hernandez expressed his desire to speak with either a Council person or staff to provide some historical background about the first Tracy Soccer Club in 1965.

George Riddle a representative on the Tracy Airport Association, inquired about the recent ban to attend the Run Way Progress meeting.

Mike Kaelin, referenced an article about cleaning up the I-205 corridor and shared his personal observation of several areas where there is trash, debris and high weeds and signage is not visible. Mr. Kaelin stated this is not the first impression that the City should want visitors to have of Tracy.

Laura Hagler, representing Tracy Repertory Theatre, expressed her concern about the recent discussion at another Council meeting about the Grand Theatre and potential fee charges being raised for nonprofits. Ms. Hagler expressed that Community Theater is an essential part of any city that wants a vibrant community. Ms. Hagler urged the Council to reconsider.

Mike Souza Board of Director of the Grand Foundation introduced Caitlin Schack, President of the Grand Foundation and Tiffanie Heben, Executive Director.

Students of Tracy High School spoke about their awareness of the severe drought and, proposed a mural in support of water conservation as a reminder of the short water supply. The students seek the support of the City of Tracy and request feedback regarding the mural.

Shirley Mitchum expressed disappointment in the unprofessional conduct of both Mayor Maciel and Mayor Pro Tem Rickman at a recent Council meeting. As a resident Ms. Mitchum expressed her desire for more retail stores in Tracy.

Dave Helm expressed his concern with the upcoming retirement of Police Chief Hampton and inquired if staff is preparing to transition and fill the position seamlessly. Mr. Helm shared his observation and concern that the City has not been able to fill key positions.

3. PUBLIC HEARING OF THE CITY COUNCIL TO CONSIDER ADOPTION OF THE CITY OF TRACY PROPOSED FISCAL YEAR 2015/16 ANNUAL CITY BUDGET AND AUTHORIZE APPROPRIATIONS FOR FISCAL YEAR 2015/16

Troy Brown, City Manager, provided an overview of the process followed in preparation of the proposed Fiscal Year 2015-16 Annual Budget. Ray Durant, Management Partners Consultant presented the staff report.

Mayor Maciel opened the public hearing.

Robert Tanner inquired about why the labor contracts were not included in the proposed budget.

Steve Nicolaou expressed being in favor that the budget will continue to support the Grand Theatre as a long term investment. Mr. Nicolaou urged the Council to do the right thing related to the employees during labor negotiations.

Dave Helm asked for some clarity related to the budget. Mr. Helm expressed his concern about the funding differences between the Police Department and the Fire Department.

Mayor Maciel closed the public hearing.

Council comments and questions followed.

Council Member Vargas and Mayor Pro Tem Rickman requested that staff provide additional information on the City's contracted services with a break down on how many consultants and how much money is spent on contracted services, excluding those reimbursed by Developers for development processing costs.

ACTION Motion made by Mayor Pro Tem Rickman and seconded by Council Member Young to adopt Resolution 2015-091 the proposed Fiscal Year 2015-16 Annual Budget and authorized appropriations. Voice vote found all in favor; passed and so ordered.

Mayor Maciel called a recess at 9:36 p.m. and announced that item seven will be pulled out of order for consideration next.

Mayor Maciel reconvened the Meeting at 9:44 p.m.

DEVIATION

7. ADOPT THE 2015 AMENDMENT TO THE REGIONAL TRANSPORTATION IMPACT FEE PROGRAM OPERATING AGREEMENT

Andrew Malik, Interim Assistant City Manager, presented the staff report.

Council comments and questions followed.

ACTION Motion made by Mayor Pro Tem Rickman and seconded by Council Member Vargas to adopt Resolution 2015-092 amendment to the Regional Transportation Impact Fee Program Operating Agreement. Voice vote found all in favor; passed and so ordered.

4. HOLD A PUBLIC HEARING TO APPROPRIATE \$100,000 FROM THE FY 2014-15 CITIZENS' OPTION FOR PUBLIC SAFETY "COPS" GRANT PROGRAM FUNDING FOR THE PURCHASE OF RELATED EQUIPMENT AND TECHNOLOGY FOR FRONTLINE LAW ENFORCEMENT

Lani Smith, Support Operations, Police Department, presented the staff report.

Mayor Maciel opened the public hearing. There were no speakers; Mayor Maciel closed the public hearing.

Council comments and questions followed.

ACTION Motion made by Mayor Pro Tem Rickman and seconded by Council Member Young to adopt Resolution 2015-093 appropriated \$100,000 from the FY 2014-15 Citizens' Option for Public Safety "COPS" Grant program funding for the purchase of related equipment and technology for frontline law enforcement. Voice vote found all in favor; passed and so ordered.

5. CONDUCT A PUBLIC HEARING TO AUTHORIZE THE ACCEPTANCE AND APPROVE THE APPROPRIATION OF \$10,717 FROM THE 2015 EDWARD BYRNE MEMORIAL JUSTICE ASSISTANCE GRANT (JAG) PROGRAM FOR THE PURCHASE OF EQUIPMENT FOR THE TRACY POLICE DEPARTMENT'S LAW ENFORCEMENT PROGRAMS

Lani Smith, Support Operation, Police Department, presented the staff report.

Mayor Maciel opened the public hearing. There were no speakers; Mayor Maciel closed the public hearing.

ACTION Motion made by Mayor Pro Tem Rickman and seconded by Council Member Vargas to adopt Resolution 2015-094 authorized the acceptance and approved the appropriation of \$10,717 from 2015 Edward Byrne Memorial Justice Assistance Grant (JAG) Program for the purchase of equipment for the Tracy Police Department's Law Enforcement Programs. Voice vote found all in favor; passed and so ordered.

6. APPROVE AN AGREEMENT TO EXTEND TIME TO ACCEPT A LAND DEDICATION OFFER FROM SURLAND COMMUNITIES, LLC RELATED TO THE 16-ACRE LAND DEDICATION REQUIREMENT CONTAINED IN THE DEVELOPMENT AGREEMENT WITH SURLAND COMMUNITIES, LLC. THE ELLIS PROJECT AND DEVELOPMENT AGREEMENT SITE IS APPROXIMATELY 321-ACRES LOCATED AT THE NORTHWEST CORNER OF CORRAL HOLLOW ROAD AND LINNE ROAD

William Dean, Interim Development Services Director, presented the staff report.

ACTION Motion made by Mayor Pro Tem Rickman and seconded by Council Member Young to adopt Resolution 2015-095 approved an agreement. Voice vote found all in favor; passed and so ordered.

8. ITEMS FROM THE AUDIENCE

George Riddle a representative on the Tracy Airport Association spoke earlier and returned to conclude his comment about the consequences of using aggregate on the runway.

9. COUNCIL ITEMS

A. APPOINT AN APPLICANT TO THE SAN JOAQUIN COUNTY COMMISSION ON AGING

Council Member Young reported that she and Council Member Mitracos interviewed four candidates for the San Joaquin County Commission on Aging and recommended appointing Cindy Gustafson to a term ending June 30, 2018.

ACTION Motion made by Council Member Young and seconded by Council Member Mitracos to appoint Cindy Gustafson to the San Joaquin County Commission on Aging. Voice vote found all in favor; passed and so ordered.

B. CONSIDERATION OF LEGISLATIVE RECESS - CANCELLATION OF AUGUST 2015 CITY COUNCIL MEETINGS

Nora Pimentel, City Clerk, presented the staff report.

ACTION Motion made by Mayor Pro Tem Rickman and second by Council Member Young to approve a Legislative Recess for the month of August. Voice vote found all in favor; passed and so ordered.

Council Member Vargas wished all the dads a Happy Father's Day this upcoming Sunday.

Mayor Pro Tem Rickman also wished all the dads and his dad a Happy Father's Day. Mayor Pro Tem Rickman announced the following upcoming events: Blazing Challenge on June 24, 2015 at Buffalo Wild Wings at 6:00 p.m.; Pancake Breakfast at Lincoln Park on July 4, 2015. Mayor Pro Tem Rickman said to check with the Tracy Press or Chambers for more information on these events and other upcoming events.

Council Member Young wished a Happy Father's Day to all the fathers and Happy 4th of July. Council Member Young requested to revisit the Safe and Sane Ordinance, to review and make amendments limited to the businesses of Tracy. Mayor Pro Tem Rickman supported Council Member Young's request. Staff was directed to return with a staff report at a later date.

10. ADJOURNMENT

ACTION Motion made by Mayor Pro Tem Rickman and seconded by Council Member Young, to adjourn the meeting. Voice vote found all in favor; passed and so ordered. Time: 10:12 p.m.

The above agenda was posted at the Tracy City Hall on June 11, 2015. The above are action minutes. A recording is available at the Office of the City Clerk.

Mayor

ATTEST:

City Clerk

AGENDA ITEM 1.B

REQUEST

APPROVAL OF RESOLUTIONS: (1) INITIATING PROCEEDINGS FOR THE ANNUAL LEVY FOR TRACY CONSOLIDATED LANDSCAPE MAINTENANCE DISTRICT, (2) PRELIMINARILY APPROVING THE ENGINEER'S REPORT FOR THE TRACY CONSOLIDATED LANDSCAPE MAINTENANCE DISTRICT, (3) DECLARING THE INTENTION TO LEVY ANNUAL ASSESSMENTS, AND (4) SETTING THE DATE FOR THE PUBLIC HEARING

EXECUTIVE SUMMARY

Each year the City Council is required to review and consider approval of the Tracy Consolidated Landscape Maintenance District (LMD) Engineer's Report for the new fiscal year. The approval process consists of two steps: (1) the actions being requested herein; and (2) after the public hearing scheduled for July 21st, the City Council will be asked for final approval of the Engineer's Report and to authorize the levying and collection of special assessments needed to maintain the LMD's landscaping and related appurtenances in the new fiscal year.

Both revenue and expenditures for Fiscal Year 2015/2016 are estimated to be \$3,637,093. Revenue from the levying of assessments will be \$2,696,842; \$115,000 from the Drainage Fund to cover the costs of channel way/bike path landscape improvements¹; \$200,000 from Gas Tax for zones that have arterial, median and right-of-way landscaping; \$185,000 from General Fund for improvements and maintenance that are largely of general benefit, and \$440,251 from Zone Capital Reserves².

The LMD is a critical component in helping the Tracy community present itself in a well-maintained and physically attractive manner.

DISCUSSION

The purpose of this annual agenda item is for the City Council to consider and act upon staff's recommendation to adopt the three resolutions presented which will initiate proceedings to allow the City to: (1) proceed with the annual levy of assessments for the fiscal year commencing July 1, 2015 and ending June 30, 2016; (2) preliminarily approve the Engineer's Report; and (3) set a public hearing date for July 21, 2015, at which time the City Council will consider public testimony before taking the necessary actions to finalize the assessments for fiscal year 2015/2016.

¹ The Storm Drainage Enterprise Fund appropriations have been reduced by 112% since 2010 (\$144,000 to \$115,000); General Fund appropriations have been reduced by 11% (\$261,000 to \$235,000); Gas Tax appropriations have been increased by 3% (\$195,000 to \$200,000).

² A portion of assessments is set aside each year as "Capital Reserves" for planned cyclical maintenance and CIPs such as park renovation, streetscape revitalization, and tree pruning since the cost of these services cannot reasonably be collected in a single year. Capital Reserves may also be used to fund shortfalls within Zones—for instance, when the cost for services exceeds the maximum rates of levied assessments, or due to increased utility costs.

ASSESSMENT LEVIES

Maximum assessment rates were previously approved by the LMD property owners during district formations. Although maximum rates were approved, the assessments levied for the 39 assessable zones are based upon whether the needs of each zone warrant the levying of the *maximum* approved rates or a lesser rate.

It is recognized that the cost of maintaining the improvements increases slightly each year as a result of inflation. Therefore, in order to offset inflationary increases that affect service costs to the District, District assessments include a formula for increasing the *maximum* assessment rates for each future fiscal year³. These annual increases (three cents per dollar in Fiscal Year 2015/2016 is proposed) have not been sufficient to keep up with the cost of services. Per Attachment "B", approximately 35% of the zones have not increased their maximum rates in almost 30 years. On average, for the entire District, it has been almost 20 years since rates have been increased beyond the annual inflationary rate increases. To increase the rates beyond the existing maximum rates, with the exception of inflationary increases, requires a vote of the property owners within each zone, per Proposition 218.

The aforementioned formula allows the *maximum* rates to be increased annually by three percent or the percentage increase of the Consumer Price Index (CPI) for the San Francisco-Oakland-San Jose Area Region⁴, whichever is less. The District's assessment formula complies with Government Code Section 54954.6 (a) and was approved by the City Council and the original District Property Owners.

The percentage difference for the CPI for the San Francisco-Oakland-San Jose Area applicable for the period of June 2013 to June 2014 was 3%. Therefore, the *maximum assessment rates* allowed for Fiscal Year 2015/2016 will be adjusted by 3.0% over the prior year's maximum assessment rates (or by approximately 3 cents per dollar). Although inflationary rates may be applied to the *maximum* voter-approved rates, *only the assessment amount needed for maintenance will be levied*.

Any proposed assessment rates greater than these adjusted rates would require protest ballot proceedings. All the proposed assessment rates for fiscal year 2015/2016 do not exceed maximum rates previously approved by property owners and therefore no ballot proceedings are required.

Based upon the estimated costs and expenditures to maintain the long and short-term landscaping and appurtenant improvements within the LMD, as more particularly described in the Engineer's Report, staff recommends approval of the assigned

³ This does not necessarily mean that the inflated rate will be levied. The assessments levied will be based upon the estimated costs of maintenance.

⁴ California Consumer Price Indexes consist of the aforementioned Index, San Diego, Los Angeles-Orange County, and Western Region Indexes. A vote of the LMD property owners is necessary to change the Index to another index.

assessment rates found in Section IV, Appendix A (“Budget Fiscal Year 2015/2016”) of the Engineer’s Report for fiscal year 2015/2016. Of the thirty-nine assessable zones, twenty-one zones will be assessed the maximum assessment rates allowed for fiscal year 2015/2016 primarily due to the zones having insufficient funding to cover all of their maintenance costs (even with restrictions in water usage during this period of drought⁵); nine zones will be assessed at a level below their maximum rate due to lower operating costs; and nine zones will not be assessed due to a Home Owners Association providing maintenance, adequate reserves, no improvements, or the zone providing a general benefit to the City of Tracy (such as Zone 38, Eleventh Street) which is funded by the General Fund.

It should also be noted that due to an error in identifying the appropriate geographic area, Zone 15 was charged for maintenance that actually occurred in Zone 23. Adjustments are being made to Zones 15 and 23 to make Zone 15 whole.

STRATEGIC PLAN

This item is in accordance with Council Governance Strategy, Goal 2: Ensure continued fiscal sustainability through budgetary and financial stewardship; Objective 3: Enhance Fiscal Transparency.

FISCAL IMPACT

Revenue for maintenance of the LMD is proposed to be from the following sources:

Assessments	\$2,696,842
Drainage Fund	\$ 115,000
Gas Tax	\$ 200,000
General Fund	\$ 185,000
Zone Capital Reserves	<u>\$ 440,251</u>
Total	\$3,637,093

The total expenditures for the LMD for Fiscal Year 2015/2016 are estimated to be \$3,637,093⁶.

RECOMMENDATION

It is recommended that the City Council adopt a resolution: (1) Initiating procedures for the levy and collection of assessments for the fiscal year 2015/2016; (2) Preliminarily

⁵ Water usage is being decreased in the LMD for water conservation. The savings in water usage will be used to renovate those areas that become adversely affected. Renovations may include removal of dead landscaping; and if possible, include changing landscaping to more drought resistant species and/or reducing landscape density through xeriscape landscape design.

⁶ \$3,637,093 represents both revenues and expenditures for those zones levied assessments and Zones 38 (11th Street) and 39 (Channel Way conveyance system) which are General Benefit only. Only zones that are levied assessments are included in the Engineer’s Report.

Agenda Item 1.B
July 7, 2015
Page 4

approving the Engineer's Report, and (3) Declaring the City's intention to levy and collect assessments, which sets the time and place of the public hearing for Tuesday, July 21st, 2015 at 7:00 P.M.

At the Public Hearing the City Council shall hear all public testimony regarding the District and assessments before taking final action to approve the levy of assessments.

Prepared by: Anne H. Bell, Management Analyst II, Administrative Services Department

Reviewed by: Andrew Malik, Interim Assistant City Manager
David Ferguson, Public Works Director

Approved by: Troy Brown, City Manager

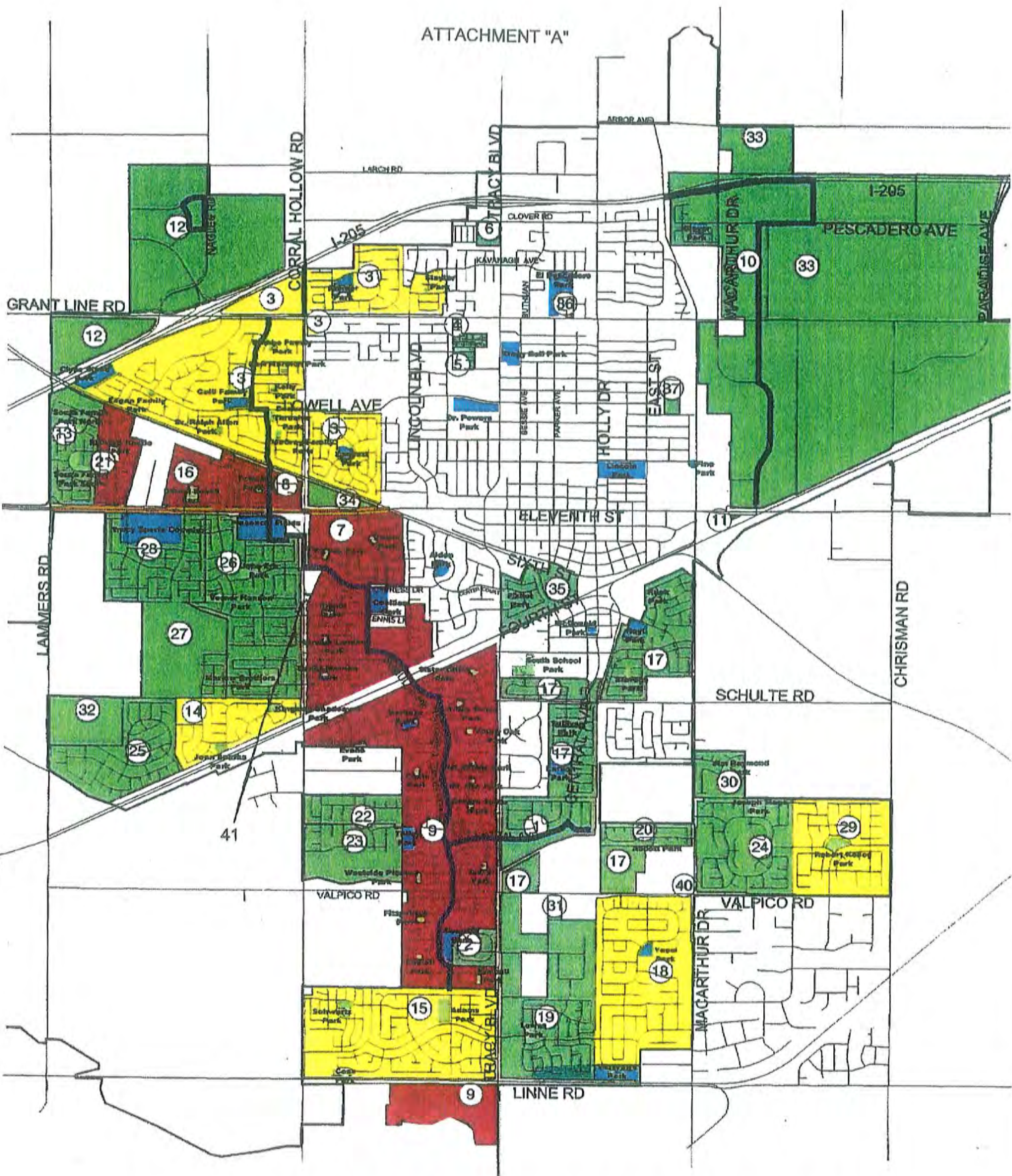
ATTACHMENTS

Attachment "A" - Map of Landscape Maintenance District

Attachment "B" - Assessment Rate Increase Analysis

Attachment "C" - Preliminary Engineer's Report⁷

⁷ The Tax Roll for the Engineer's Report is available for review in the Finance Division of the Administrative Services Department.



CONSOLIDATED LANDSCAPE MAINTENANCE DISTRICT

ATTACHMENT "B"

TRACY CONSOLIDATED LANDSCAPE MAINTENANCE DISTRICT					
Zone	LMD	The Year the Maximum Rate was Established by Property Owners	The Year the Maximum Rate Increased by Vote of Property Owners	Years Since Last Maximum Rate Increase (Other than Annual Inflationary Increase)	Ability to Meet Cyclical Maintenance Needs (Pruning, Park Renovation, Streetscape Renovation)
1	LMD 8501	1985	2003	12	
41	TCLMD	2010		5	
40	TCLMD	2007		8	
17	LMD 9802	1999	2006	9	
30	LMD 9802	2000	2006	9	
18	LMD 9802	1999	2003	12	
26	LMD 9802	1999	2003	12	
34	LMD 9802	1999	2003	12	Yes
23	LMD 9802	2000		15	
27	LMD 9802	2000		15	Yes
28	LMD 9802	2000		15	Yes
29	LMD 9802	2000		15	
31	LMD 9802	2000		15	Yes
35	LMD 9802	2000		15	
14	LMD 9802	1999		16	
15	LMD 9802	1999		16	
16	LMD 9802	1999		16	
19	LMD 9802	1999		16	
20	LMD 9802	1999		16	
21	LMD 9802	1999		16	
22	LMD 9802	1999		16	
24	LMD 9802	1999		16	
25	LMD 9802	1999		16	
32	LMD 9802	1999		16	
33	LMD 9802	1999		16	Yes
3	LMD 8801	1987		28	
4	LMD 8801	1987		28	Yes
5	LMD 8801	1987		28	Yes
6	LMD 8801	1987		28	Yes
7	LMD 8801	1987		28	
8	LMD 8801	1987		28	
9	LMD 8801	1987		28	
10	LMD 8801	1987		28	
11	LMD 8801	1987		28	Yes
12	LMD 8801	1987		28	Yes
13	LMD 8801	1987		28	
36	LMD 8801	1987		28	Yes
37	LMD 8801	1987		28	Yes
2	LMD 8501	1985		30	

Average: 19 31%



"Think Inside the Triangle"

City of Tracy

Tracy Consolidated Landscape Maintenance District

2015/2016 ENGINEER'S REPORT

Intent Meeting: July 7, 2015
Public Hearing: July 21, 2015

27368 Via Industria
Suite 200
Temecula, CA 92590
T 951.587.3500 | 800.755.6864
F 951.587.3510

www.willdan.com/financial



ANNUAL PRELIMINARY ENGINEER'S REPORT AFFIDAVIT

Tracy Consolidated Landscape Maintenance District

City of Tracy

San Joaquin County, State of California

This Report describes the Consolidated District and all relevant zones therein including the improvements, budgets, parcels and proposed assessments to be levied for fiscal year 2015/2016, as they existed at the time of the passage of the Resolution of Intention. Reference is hereby made to the San Joaquin County Assessor's maps for a detailed description of the lines and dimensions of parcels within the District. The undersigned respectfully submits the enclosed Report as directed by the City Council.

Dated this 7th day of July, 2015

Willdan Financial Services
Assessment Engineer
On Behalf of the City of Tracy

By: _____
Zaskia Ruiz-Jones, Project Manager

By: _____
Richard Kopecky
R. C. E. # 16742

TABLE OF CONTENTS

<i>I. OVERVIEW</i>	1
A. INTRODUCTION	1
B. HISTORICAL BACKGROUND.....	3
<i>II. DESCRIPTION OF THE DISTRICT AND SERVICES</i>	5
<i>III. METHOD OF APPORTIONMENT</i>	9
A. GENERAL	9
B. ASSESSMENT METHODOLOGY	9
C. LAND USE CLASSIFICATIONS	10
D. ASSESSMENT ADJUSTMENT FORMULA TO OFFSET INFLATION	13
<i>IV. DISTRICT BUDGET</i>	14
A. DESCRIPTION OF BUDGET ITEMS	14
<i>APPENDIX A – BUDGET FISCAL YEAR 2015/2016</i>	16
<i>APPENDIX B – IMPROVEMENT AREAS AND DESCRIPTIONS</i>	54
<i>APPENDIX D – 2014/2015 ASSESSMENT ROLL</i>	55

I. OVERVIEW

A. Introduction

Since 1985 the City of Tracy (hereafter referred to as “City”), under the provisions of the *Landscaping and Lighting Act of 1972, Part 2 of Division 15 of the California Streets and Highways Code* (hereafter referred to as the “1972 Act”) has annually conducted a public hearing and levied assessments on the County tax roll for the maintenance and operation of specific landscape improvements that benefit the properties assessed.

This Engineer’s Report for the ***Tracy Consolidated Landscape Maintenance District*** (hereafter referred to as “District”) has been prepared pursuant to *Section 22622, in accordance with Article 4 (commencing with Section 22565) of Chapter 1* of the 1972 Act. This report provides a description of the District, any proposed annexations or modifications to the District, any substantial changes to the improvements, and the proposed budgets and assessments for the period of July 1, 2015 through June 30, 2016. The District is currently divided into thirty-nine (39) benefit zones (hereafter referred to as “Zones”). The costs of providing the improvements within each Zone are budgeted separately and the properties within each Zone are annually assessed for their proportional special benefit.

Prior to fiscal year 2003/2004, the City levied annual assessments for landscape improvements through three separate districts identified as:

- ◇ *Tracy Landscape and Lighting Assessment District 8501* formed in 1985;
- ◇ *Tracy Landscape and Lighting Assessment District 8801* formed in 1988; and,
- ◇ *Tracy Landscape and Lighting Assessment District 9802* formed in 1998.

Each of these original districts was formed with various Zones to identify specific areas of improvements and properties benefiting from those improvements. By fiscal year 2002/2003, the three original districts included thirty (30) different Zones. Each Zone incorporated specific improvements that were established as part of developing the properties within the Zones or were installed for the benefit of those properties.

In fiscal year 2003/2004 the City consolidated the three existing districts into a single district pursuant to Section 22605 (d) of the 1972 Act and established the Tracy Consolidated Landscape Maintenance District. As part of the consolidation, the improvements associated with various Zones were closely evaluated and it was determined that in some areas, the special benefits to properties could be more refined by expanding the existing thirty (30) Zones to thirty-seven (37) Zones. This Zone restructuring involved splitting three large Zones into two or more smaller Zones. Neither the reorganization of the Zone structure nor the consolidation process changed the method of apportionment or the maximum assessment rates previously approved by the property owners.

In fiscal year 2007/2008, the City approved the annexation of The Rite-Aid Retail Store Project into the District as Zone No. 40. The annual assessments for each lot, parcel

and subdivision of land within this Zone will be calculated utilizing the method of apportionment previously established for the District and are made pursuant to the 1972 Act and the substantive and procedural provisions of the California Constitution.

In fiscal year 2010/2011, the City approved the annexation of The Islamic Center into the District as Zone No. 41. The annual assessments for each lot, parcel and subdivision of land within this Zone will be calculated utilizing the method of apportionment previously established for the District and are made pursuant to the 1972 Act and the substantive and procedural provisions of the California Constitution.

The proposed assessments described in this Report are based on the estimated costs associated with the regular annual maintenance, operation and servicing of landscape improvements within each Zone. The total cost of these improvements are proportionately spread to only the properties within each respective Zone based on a method of apportionment that reflects the direct and proportional special benefits to each property. In addition to the regular annual maintenance of the landscape improvements, various Zone budgets include the collection of funds associated with specific long-term maintenance and rehabilitation programs identified as: Tree Maintenance Programs; Streetscape Revitalization and Rehabilitation Program; and Park Rehabilitation and Renovation Program. The funds collected for these programs are proportionally collected from only those Zones for which these programs are provided.

The word “parcel”, for the purposes of this Report, refers to an individual property assigned its own Assessment Parcel Number by the San Joaquin County Assessor’s Office. The San Joaquin County Auditor/Controller uses Assessment Parcel Numbers and specific Fund Numbers to identify, on the tax roll, properties assessed for special district benefit assessments.

At a noticed annual public hearing, the City Council will consider all public comments and written protests regarding the District. The City Council will review the Engineer’s Annual Report and may order amendments to the Report or confirm the Report as submitted. Following final approval of the Report and confirmation of the assessments, the Council will order the levy and collection of assessments for fiscal year 2015/2016 pursuant to the Act. In such case, the assessment information will be submitted to the County Auditor/Controller for inclusion on the property tax roll for each parcel in fiscal year 2015/2016. If any parcel submitted for collection is identified by the County Auditor/Controller to be an invalid parcel number for the current fiscal year, a corrected parcel number and/or new parcel numbers will be identified and resubmitted to the County. The assessment amount to be levied and collected for the resubmitted parcel or parcels shall be based on the method of apportionment and assessment rate approved by the City Council.

B. Historical Background

The District and the Zones therein have been established pursuant to the 1972 Act and the City Council annually conducts a public hearing to accept property owner and public comments and testimony, to review the Engineer's Report and approve the annual assessments to be levied on the County tax roll for that fiscal year. All assessments approved by the City Council have been prepared in accordance with the 1972 Act and in compliance with the provisions of the *California Constitution Article XIID* (hereafter referred to as the "Constitution"), which was enacted with the passage of Proposition 218 in 1996.

In fiscal year 1997/1998 the special benefit assessments necessary to maintain the improvements within district 8501 and district 8801 were presented to the property owners within these districts for approval pursuant to Article 4 of the Constitution. Upon conclusion of the public hearing on July 1, 1997, all returned property owner protest ballots were tabulated and it was determined that majority protest did not exist. The assessment approved by the property owners established an initial maximum assessment rate for each Zone and included the assessment range formula currently applied to all District Zones.

In fiscal year 1998/1999, the City initiated proceedings and conducted the required public hearing for the formation of district 9802 and concurrently balloted property owners for the proposed assessments in accordance with the Constitution. The tabulation of the ballots indicated that a majority protest did not exist and the property owners approved the imposition of the special benefit assessments (including an inflationary adjustment). The assessments approved by the property owners were confirmed and adopted by the City Council on February 3, 1998.

In fiscal year 2000/2001, the City again initiated proceedings and conducted the required public hearings and property owner protest ballot proceedings for the formation and concurrent annexation of specific territories to district 9802 (identified in this report as Zones 29, 30 and 31). The City Council confirmed and adopted the property owner approved assessments and inflationary formula on October 5, 1999. In similar but separate proceedings, additional Zones were annexed to district 9802 (identified as Zones 23, 27, 28, 32, 33 and 34). The assessments and inflationary formula approved by the property owners were confirmed by the City Council on August 1, 2000.

In fiscal year 2001/2002 the City once again initiated proceedings and conducted the required public hearing and property owner protest ballot proceedings for the establishment of a new Zone within district 9802, known as Ryland Junction (identified in this report as Zone 35). The proposed assessments and inflationary adjustment approved by the property owner balloting were confirmed by the City Council on February 6, 2001.

In fiscal year 2003/2004 the City approved the consolidation of the three previously existing districts (8501, 8801 and 9802) into the existing single consolidated District (Tracy Consolidated Landscape Maintenance District). This consolidation proceeding did not change the previously approved property owner assessments and inflationary formula, but as part of the consolidation proceedings, some existing Zones were divided into more than one zone (re-engineered) to better reflect the special benefits

each parcel receives from the District improvements and services (Thirty Zones were redefined to establish thirty-seven Zones).

In conjunction with the consolidation and re-engineering proceedings, the City also initiated and conducted a property owner protest ballot proceeding for a proposed assessment increase in nineteen Zones (Designated as Zones 1, 2, 3, 7, 8, 9, 10, 11, 14, 15, 16, 17, 18, 21, 22, 26, 29, 34 and 35). Majority protest existed in all but four of the Zones. Based on the ballot tabulations the City Council approved the proposed assessment increase for Zones 1, 18, 26 and 34 that had been approved by the property owners.

In fiscal year 2006/2007, the City initiated and conducted a property owner protest ballot proceeding for a proposed assessment increase in Zones 17 and 30. No protest existed. The proposed assessments and inflationary adjustment approved by the property owner balloting for these two zones were confirmed by the City Council on August 15, 2006.

In fiscal year 2007/2008, the City approved the annexation of the Rite-Aid Retail Store Project into the District as Zone No. 40.

In fiscal year 2007/2008, the City initiated and conducted a property owner protest ballot proceeding for a proposed assessment increase in Zone 9. The proposed assessment increase was not approved by property owners; therefore, the maximum assessment rate for Zone 9 remained the same as previously approved, adjusted annually for inflation.

In fiscal year 2010/2011, the City approved the annexation of the Islamic Center into the District as Zone No. 41. The District is now comprised of thirty-nine Zones.

Although the District is currently comprised of thirty-nine (39) Zones, not all Zones are levied an assessment each year, there are some cases where the improvements for a Zone are maintained by an association (as is the case with the Redbridge development, Zone 25) or, the improvements have not been installed or dedicated to the City for maintenance. Likewise, not all the costs associated with maintaining District improvements are assessed to properties as special benefit assessments. In some Zones, portions of the improvements are considered general benefit and are funded by City General Fund contributions. Some of the landscape improvements within various zones, such as channel ways, are maintained in conjunction with other City activities. The maintenance and improvements for these channel ways are funded in part by specific revenue sources available to the City such as the City Drainage Fund. However, the City Drainage Fund is used primarily to support the drainage function of these facilities. The landscape improvements may be funded in part by the City Drainage Fund and Zone Assessments.

Overtime, as development occurs, it is not unusual for streets that provided only a specific benefit to evolve into a general benefit. For example, as development that began as noncontiguous eventually becomes contiguous streets may evolve into major arterials. It is therefore recommended that analyses be performed over time to reassess the benefit designation. Such an analysis will be performed in FY 2015/2016.

II. DESCRIPTION OF THE DISTRICT AND SERVICES

The District and assessments provide for the continued maintenance, servicing, administration and operation of specific landscaped areas and associated appurtenances for each of the thirty-nine (39) Zones in the District. It has been determined that the assessed parcels within each Zone receive special benefits from various landscape improvements that may include, but are not limited to: ground cover, turf, shrubs, trees, irrigation systems, drainage and electrical systems, masonry walls or other fencing, entryway monuments or other ornamental structures, recreational equipment, hardscapes and any associated appurtenances within medians, parkways, dedicated easements, channel-ways, parks or open space areas within each Zone. Services provided include the necessary operations, administration, and maintenance required to keep the improvements in a healthy, vigorous, and satisfactory condition or is necessary or convenient for the maintenance of the improvements. The continued maintenance of these improvements shall be budgeted and reviewed each fiscal year and fully or partially funded through the annual assessments. A listing of the improvement areas associated with each Zone is shown in Appendix B.

All assessable parcels identified as being within each Zone share in both the cost and the benefits of the improvements. The costs and expenses associated with the improvements in each Zone are equitably spread among all benefiting parcels within that Zone and only parcels that receive special benefit from the improvements are assessed in proportion to benefit received. The funds collected from the assessments are dispersed and used for the services and operation provided within the District. Properties receive the following special benefits from the District landscape improvements:

- Enhanced desirability of properties through association with the improvements and the aesthetic value of green space within the area.
- Improved aesthetic appeal of properties providing a positive representation of the area.
- Enhanced adaptation of the urban environment within the natural environment from adequate green space and landscaping.
- Environmental enhancement through improved erosion resistance, dust and debris control and reduced noise and air pollution.
- Increased sense of pride in ownership of property resulting from well-maintained improvements associated with the properties.
- Reduced vandalism and criminal activity resulting from well-maintained surroundings and amenities.
- The special enhancements of the properties that results from the above benefits.

The proposed budgets and maintenance costs for various Zones may include long-term cyclical maintenance programs referred to as:

- Tree Maintenance Programs (Arterial and Parkway Street Tree Maintenance);
- Streetscape Revitalization and Rehabilitation Program; and,

- Park Rehabilitation and Renovation Program.

The total amount to provide these programs in each Zone where these services apply is greater than can be conveniently raised from a single annual assessment and the estimated costs of these programs for each Zone shall be raised and collected in installments as part of the annual assessments.

The City developed these programs to fund periodic and programmed maintenance, renovation, rehabilitation, replacement and revitalization of the District improvements. The City has carefully reviewed each of the associated program costs and the corresponding collection of funds has been proportionately spread to each parcel based on special benefits received from the services to be rendered within their Zone over an extended period.

Tree Maintenance Programs

The Tree Maintenance program may include both routine and emergency maintenance for the District street-trees. In The Zones assessed for this program the following may apply:

1. Parkway street-tree maintenance, targets the trees associated with individual properties within the District installed by the City or developer that are located in the public right-of-way or City easement which the District is responsible for maintaining. This program addresses two specific maintenance issues:
 - Regular trimming and pruning of the street-trees. This program is designed to trim and prune all street-trees within the applicable Zones on a five-year rotation or as needed to ensure the health and growth of the trees.
 - Removal and replacement of the street-trees. The program provides for the removal and replacement of damaged or diseased trees as needed, or removal of trees whose growth has or will potentially cause damage to existing structures such as fences or sidewalks. This program may also include the replacement or repair of surrounding improvements as needed.
2. Arterial-tree maintenance, targets the trees associated with the parkways and medians on the arterial streets adjacent to or surrounding the Zones. Similar to the parkway street-tree program, this program addresses two specific maintenance issues:
 - Regular trimming and pruning of the arterial-trees, which includes trimming and pruning of the arterial-trees as needed to ensure the health and growth of the trees.
 - Removal and replacement of the arterial-trees, including the removal or replacement of damaged or diseased trees as needed, or removal of trees whose growth has or will potentially cause damage to existing landscape improvements, sidewalks or curbs. This program may include the replacement or repair of surrounding improvements as needed.

Assessments for the tree maintenance program shall be collected from only those parcels and Zones identified as receiving special benefit from each of the specific services provided. Each parcel within the District that benefits from the various tree maintenance

services is assessed on an annual installment basis to meet its proportional share of the cost and expenses associated with the tree maintenance, which is planned every five years.

Streetscape Revitalization and Rehabilitation Program

The Streetscape Revitalization and Rehabilitation program includes, but is not limited to the following and may include routine or emergency maintenance.

1. Removal and replacement of existing dead/dying plant materials within the medians and parkway landscaped areas.
2. Removal of existing plant materials and replacement with new plant material or non-plant materials within the medians and parkway landscaped areas.
3. Upgrades or renovation to the irrigation or drainage systems, electrical systems or metering systems, hardscape improvements associated with the landscaping such as fencing, sidewalks and curbs, stamped concrete or soil.

Assessments for the streetscape program shall be collected from only those parcels and Zones identified as receiving special benefit from parkway and median landscaped areas. Each parcel within the District that benefits from the streetscape revitalization and rehabilitation services is assessed on an annual installment basis to meet its proportional share of the cost and expenses associated with the program, which is planned every ten years. This program is designed to ensure the long-term maintenance of all streetscape landscaping within the District.

Park Rehabilitation and Renovation Program

Clearly, there are specific costs associated the annual and regular maintenance of park improvements and facilities which are included in the annual maintenance expenses of those Zones that benefit from the parks associated with the Zone. However, the cost of periodically repairing, replacing and upgrading the landscaping and facilities within these parks cannot be reasonably collected in a single annual assessment. Therefore, the City has established a long-term park rehabilitation and renovation program that includes the design repair and reconstruction of parks within the District. The program anticipates revitalization design in the 13th year of a park's life, with the revitalization occurring in the 15th year. Each parcel within the District that benefits from the park rehabilitation and renovation services is assessed on an annual installment basis to meet its proportional share of the cost and expenses associated with the program, which is planned every fifteen years.

The costs of providing for the annual and regular maintenance of the landscape improvements as well as the long-term maintenance programs for the District have been identified as a special benefit to properties within the District. Although the location of the improvements may be visible to properties outside the District or to the public at large, the improvements have been installed and are maintained for the benefit of properties within the District and there is no quantifiable general benefit from the improvements except for portions of the costs associated with the maintenance of the Channel-ways and the landscaped areas on Eleventh Street generally between Lammers Road and the Railroad Tracks east of Corral Hollow Road. These specific improvement areas benefit both properties within the adjacent Zones as well as properties that are not within the District

and it has been determined that the City will contribute funds to the District for the maintenance of these areas.

The assessments and method of apportionment described in this Report utilizes commonly accepted assessment engineering practices and have been established pursuant to the 1972 Act and the provisions of the Constitution. The amount of the assessments for each Zone is based only on the services and improvements associated with that Zone. All assessments are based upon a special benefit to property within each Zone and are over and above any general benefit conferred on the public at large. Any new or increased assessments will be subject to the substantive and procedural requirements of the Constitution. Property owner ballot proceedings are not required if the proposed annual assessment rate is less than or equal to the maximum assessment rate previously approved for each of the Zones.

In any given fiscal year, if the assessment revenue will not allow for full maintenance service in a particular Zone, City staff will determine the scope of work for each Zone as assessment revenues allow, and any necessary reductions in the scope of work will likely include, but not be limited to, the reduction or elimination of the long-term renovation and rehabilitation programs and some or all of the following:

Turf Areas

- Reduced frequency of mowing and edging turf areas. Full scope includes mowing and edging turf areas weekly.
- No fertilization. Full scope includes fertilization twice a year.
- Limited/elimination of weed control.
- Limited/elimination of aeration.

Ground cover/shrub areas

- Limited/elimination of emergent weed control
- No fertilization.
- Limited/elimination of mowing during winter months (for hypericum and euonymus)
- Limited/no removal of perennial flower stalks and dead leaves.
- Limited/elimination of vine trimming.

General Landscaping

- Limited/elimination of removal of tree stakes and ties.
- Limited/elimination of trash pick-up in landscaping areas.
- Limited/elimination of weed and litter control for gutters, curbs, parking lots and walks adjacent to contract areas.

III. METHOD OF APPORTIONMENT

A. General

Pursuant to the Act, the costs of the District may be apportioned by any formula or method that fairly distributes the net amount to be assessed, among all assessable parcels in proportion to the estimated benefits to be received by each such parcel from the improvements. The benefit formula used should reflect the composition of the parcels, and the improvements and services provided, to fairly proportion the costs based on special benefit to each parcel.

The costs of maintaining District improvements are estimated based on current City development guidelines for landscaping. The estimated annual cost to provide and maintain the improvements within each of the District Zones are budgeted separately and have been allocated to each property in proportion to special benefits received utilizing the method of apportionment described in this section. The funds collected shall be dispersed and used for only the improvements and services provided by the District.

All the assessed parcels receive direct and special benefits from the improvements and activities to be funded through the District assessments. The improvements include all necessary activities, services, operation, administration, and maintenance required to keep the improvements in satisfactory condition.

B. Assessment Methodology

Each parcel is assigned a weighting factor known as an Equivalent Dwelling Unit (EDU) to identify the parcel's proportionate special benefit from the improvements. Each parcel's EDU is calculated based on the parcel's land use, development status and/or size as compared to other parcels that are associated with the improvements. All single-family residential properties are assigned an EDU of 1.00, and all other property types are assigned an EDU proportionate to the special benefits they receive as compared to this single-family residential property. The total EDU's in a Zone is divided into the total amount to be assessed (Balance to Levy) to establish the Levy per EDU (Rate). This Rate is then multiplied by the parcel's individual EDU to establish the parcel's levy amount.

The following formulas are used to calculate each property's assessment:

Total Balance to Levy / Total EDUs = Levy per EDU (Rate)

Parcel EDU x Levy per EDU = Parcel Levy Amount

The formula used for each Zone reflects the composition of the parcels and properties, and the services provided, to accurately proportion the costs based on estimated special benefit to each parcel. The total Levy per EDU will vary between Zones due to the different costs to maintain the improvements within each Zone and the number of EDU within the Zone.

C. Land Use Classifications

Every parcel within the District is assigned a land use classification based on available parcel information obtained from the County Assessor's Office and City records. To assess benefits equitably, it is necessary to relate the different type of parcel improvements to each other. The Equivalent Dwelling Unit method of assessment apportionment uses the single-family home site as the basic unit of assessment. A single-family home site equals one Equivalent Dwelling Unit (EDU). Every other land use is converted to EDU's based on an assessment formula that equates the property's specific development status, type of development (land use), and size of the property, as compared to a single-family home site.

The EDU method of apportioning benefit is typically seen as the most appropriate and equitable assessment methodology for districts formed under the 1972 Act, as the benefit to each parcel from the improvements are apportioned as a function of land use type, size and development.

Single-Family Residential Subdivided Lot — This land use is defined as a fully subdivided residential home site with or without a structure. This land use is assessed 1.00 EDU per lot or parcel. This is the base value that all other land use types are compared and weighted against.

Planned-Residential Subdivision — This land use is defined as any property not fully subdivided, but has a specific number of proposed residential lots to be developed on the parcel (approved tract map). This land use type is assessed at 1.00 EDU per planned (proposed) residential lot.

Vacant, Undeveloped Private Property — This land use is defined as vacant property (undeveloped) that is not a fully subdivided residential lot or planned residential subdivision. This land use is assessed at 4.00 EDU per acre. Parcels less than 0.25 acres are assigned a minimum of 1.00 EDU. In Zones 10, 11, 36 and 37 this land use is assessed at 5.0 EDU per acre. Parcels less than 0.20 acres are assigned a minimum of 1.00 EDU.

Developed Non-Residential — This land use is defined as property developed for non-residential use, including, but not limited to, commercial and industrial properties, offices, churches and not-for-profit institutions and private schools. This land use type is assessed at 5.00 EDU per gross acre. Parcels less than 0.20 acres are assigned a minimum of 1.00 EDU.

Developed Multiple Residential Units — This land use is defined as a fully subdivided residential parcel that has more than one residential unit developed on the property. This land use is assessed 1.00 EDU per unit for properties that the number of units can be identified. For properties that the number of units cannot be identified the property is assessed as Developed Commercial/Industrial property at 5.00 EDU per gross acre, but a minimum of 1.00 EDU similar.

Undeveloped, Public Property — This land use identifies properties that are exempt and are assigned 0.00 EDU. This land use classification may include, but is not limited to lots or parcels identified as:

- Public streets and other roadways (typically not assigned an APN by the County);
- Dedicated public easements such as utility right-of-ways, detention basins, channel ways, greenbelts, parkways, parks and open space areas;
- Privately owned property that cannot be developed or is associated with another property such as common areas, sliver parcels and bifurcated lots or properties that have little or no land value;

These types of parcels are considered to receive little or no benefit from the improvements and are therefore exempted from assessment. Government-owned properties commonly identified as non-taxable properties by the County Assessor's Office are not exempt from District assessments unless:

- The property has restricted development or limited land use potential and the improvements clearly provide no benefit to the property; or
- The property provides additional or substantially similar improvements being provided by the District (such is the case with parks, open space areas and common areas).

Developed Public Property — This land use is defined as developed property owned by a public agency such as City buildings or facilities owned by the utility companies. This land use type is assessed at 0.30 EDU per gross acre.

Developed Regional Commercial — This land use is defined as property that has been designated for regional commercial development (i.e. Shopping mall). This land use type is assessed at 0.36 EDU per gross acre.

Restricted/Special Land Use — This land use classification identifies properties that benefit from the improvements, but cannot be fairly categorized by one of the other land use designations. This land use classification may include, but is not limited to:

- Developed Commercial/Industrial properties that only a small portion of the parcel has been developed;
- Properties identified as planned residential subdivisions, but currently have development restrictions; or
- Vacant properties with development limitations or development plans that identify large portions of the property as open space areas, parklands or similar exempt land uses.

The following shows the EDU factors for each property type in the District:

Property Type	Factor	Basis
Single-Family Residential Subdivided Lot	1.00	Parcel
Planned-Residential Subdivision	1.00	Planned Lot
Vacant, Undeveloped Private Property ¹	4.00	Acre
Vacant, Undeveloped Private Property (Zones 10,11, 36 and 37) ¹	5.00	Acre
Developed, Non-Residential Property	5.00	Acre
Developed Multiple Residential Units	1.00	Unit
Undeveloped, Public Property ²	0.00	Acre
Developed, Public ³	0.30	Acre
Developed, Regional Commercial ⁴	0.36	Acre

Notes

1. *The Undeveloped Private property factor for Zones, 10, 11, 36 and 37 (5.00 EDU/Acre) reflects the more intense use of property within these Zones when the properties are developed as compared to property development in other Zones of the District, which are assigned a weighting factor of 4.00 EDU/Acre. It is important to note that the factors shown above are used to apportion the assessment within each specific Zone, not across the entire District and therefore this distinction is an appropriate reflection of these parcels' benefit compared to other property types within the respective Zones.*
2. *It has been determined that undeveloped public properties generally do not benefit from the improvements and services provided by the District and are not assessed. These types of properties generally include easements, detention basins, parks or properties that have little or no development potential and therefore receive no special benefits from the District improvements.*
3. *Developed Public properties typically receive comparatively less benefit from the improvements and services provided by the District, since the use and enhancement of these properties has little direct benefit from aesthetics of the local environment. The factor shown was originally established based on typical proportionate cost of service and hours of use for this land use type.*
4. *Regional Commercial properties have been assigned a reduced benefit because of their size and their more distant proximity to the District improvements. Additionally, due to the nature and hours of use, the benefit received by such properties from the improvements and services is substantially less than other developed properties. The factor shown was originally established based on a calculation of the proportionate cost of service, average floor area ratios, and hours of use.*

D. Assessment Adjustment Formula to Offset Inflation

It is recognized that the cost of maintaining the improvements increases slightly every year as a result of inflation.

New or increased assessments require certain noticing, meeting, and balloting requirements. However, Government Code Section 54954.6(a) provides that a “*new or increased assessment*” does not include “*an assessment which does not exceed an assessment formula or range of assessments...previously adopted by the agency or approved by the voters in the area where the assessment is imposed.*” This definition of an increased assessment was later confirmed by Senate Bill 919 (The Implementing Legislation for Proposition 218).

The District assessments include a formula for increasing assessments for each future fiscal year to offset increases in costs due to inflation. This assessment adjustment formula complies with the above-referenced Government Code section and was approved by the City Council and the original District property owners:

The maximum assessment amount allowed for each fiscal year shall be increased in an amount equal to the lesser of: (1) three percent (3.0%), or (2) the annual percentage increase of the Local Consumer Price Index (CPI) for “All Urban Consumers” for the San Francisco-Oakland-San Jose Area.

Each fiscal year, the City shall identify the percentage difference between the CPI for June and the CPI for the previous June (or similar time period). This percentage difference shall then establish the range of increased assessments allowed based on CPI. Should the Bureau of Labor Statistics revise such index or discontinue the preparation of such index, the City shall use the revised index or comparable system as approved by the City Council for determining fluctuations in the cost of living.

In the event that the City Council determines that an inflation adjustment is not required for a given fiscal year or a given Zone, the City Council may authorize the assessment without applying the adjustment formula to the amount levied. If the budget and assessments for a given Zone require an increase greater than the adjustment set forth in the formula, then the proposed increase would be subject to approval by the Zone’s property owners. Each fiscal year, the maximum assessment rate shall increase at the maximum amount allowable regardless if the increase is levied to the parcels within the Zone.

The percentage difference for the CPI for the San Francisco-Oakland-San Jose Area June 2013 to June 2014 was 3.0%. Therefore, the maximum assessment rates allowed for fiscal year 2015/2016 have been adjusted by 3.0% over the prior year’s maximum assessment rates.

IV. DISTRICT BUDGET

A. Description of Budget Items

Special Assessments -- This is the total amount to be levied and collected through assessments for the current fiscal year. It represents the sum of Total Expenses and Other Revenues subtracting the General Fund Support and the Drainage Fund Support.

Other Revenue— Represents revenue from other sources such as reserve fund contributions and homeowner association dues.

General Fund Support – Represents the City's contribution to the Zones for any general benefit that the improvements within the Zones may have impact on other properties or the public at large.

Gas Tax Support – Represents proceeds allocated to the City per Proposition K, Special Transportation Tax that can be utilized for maintenance expenses in zones where the City maintains the arterial, median and right-of-way landscaping.

Field & Supervisory Personnel – The cost associated to the staff of the City for providing non-scheduled repairs, graffiti removal and other services, operations and maintenance of the improvements within the Zones.

Maintenance Contract Costs -- Includes all regularly scheduled labor, material, e.g. fertilizer, insecticides, etc., and equipment required to properly maintain and ensure the satisfactory condition of all landscaping, irrigation and drainage systems, and appurtenant facilities.

Utilities – The cost of water, sewer and electrical utilities necessary to maintain improvements within the Zones.

Engineer -- The costs of contracting with professionals to provide services specific to the levy administration, including preparation of the Engineer's Report, resolutions, and levy submittal to the County. These fees can also include any additional administrative, legal, or engineering services specific to the District such as the cost to prepare and mail notices of the public meeting and hearing.

Other Program Costs – Cost of maintenance, services and incidentals not included above.

County Administration Charge — The actual cost to the Consolidated District for the County to collect the assessments on the property tax bills.

Other Landscaping — Other tree maintenance and waste disposal cost.

City Indirect Costs — Incidental costs and expenses of the City associated with the operation and administration of the District.

Equipment Purchases – This is for the purchase and replacement of improvement facilities and/or equipment used by City personnel for the maintenance and administration of the improvements. (e.g. City maintenance trucks)

Streetscape Revitalization & Rehabilitation – This represents the zone’s annual installment for participation in the Streetscape Revitalization and Rehabilitation program.

Arterial Street Tree Maintenance – This represents the zone’s annual installment for participation in the Arterial Street Tree Maintenance program.

Street Tree Maintenance – This represents the zone’s annual installment for participation in the Street Tree Maintenance program.

Park Rehabilitation & Renovation – This represents the zone’s annual installment for participation in the Park Rehabilitation and Renovation program.

Total Parcels Levied – The total number of parcels within the Zones that will receive the special benefits during the current fiscal year.

Total EDUs – The total Equivalent Dwelling Units within the Zones applied to the parcels described above.

Levy per EDU – This amount represents the rate being applied to each parcel’s individual EDU. The Levy per EDU is the result of dividing the “Special Assessment to Levy” by the Total EDUs of the Zones for the fiscal year. This rate is rounded to the nearest even pennies.

Maximum Levy per EDU – This is the rate per EDU approved by property owners within the Zone, in accordance with Proposition 218, adjusted for inflation as described in the Method of Apportionment. This rate is rounded to the nearest pennies.

A variance may be seen between the Levy per EDU and the Maximum Levy per EDU. The variance occurs because the Special Assessments required to meet expenses for the current fiscal year are below the maximum level. The Maximum Levy per EDU is based upon the total expenses for all improvements both existing and those planned for the future.

APPENDIX A – BUDGET FISCAL YEAR 2015/2016

Revenues	Zone 1	Zone 2	Zone 3
Special Assessments	\$26,420.83	\$10,474.83	\$326,825.27
Zone Reserves	10,000.00	3,031.00	33,780.00
Gas Tax Support	292.07	973.15	39,154.80
General Fund Support	71.63	238.69	9,603.46
Drainage Fund Support	6,555.45	0.00	18,433.26
Total Revenue	\$43,339.98	\$14,717.67	\$427,796.78
Expenses			
Personnel	\$10,286.98	\$2,846.22	\$80,662.04
Grounds Maintenance Contract	4,800.00	1,596.00	54,156.00
Tree Maintenance Contract	10,000.00	3,000.00	33,930.00
Utilities, Water & Sewer	1,338.29	1,537.85	74,538.06
Utilities, Gas & Electric	426.99	123.35	5,874.22
Utilities, Waste	2.01	0.64	2,851.25
Supplies	743.22	205.81	14,897.55
Radio/Computer/Controllers	361.17	99.93	2,832.01
Equipment/Vehicles	757.57	209.61	5,940.27
Training/Licenses	33.38	9.24	261.76
LMD Administration	747.54	239.31	7,118.53
Internal Service Charges	689.95	190.90	5,409.99
Indirect Costs	949.30	262.65	7,443.64
IF Reimbursements	445.15	123.16	3,490.46
Sub-Total (1)	\$31,581.55	\$10,444.67	\$299,405.78
Cyclical Maintenance			
Long-term Cyclical Maintenance	\$11,758.43	\$4,273.00	\$128,391.00
Capital Improvement Projects	\$0.00	\$0.00	\$0.00
Total Expenses	\$43,339.98	\$14,717.67	\$427,796.78
Levy Information			
Special Assessment to Levy	\$26,420.83	\$10,474.83	\$326,825.26
Total Parcels Levied	294.00	125.00	2,292.00
Total EDUs Levied	485.00	125.00	2,623.84
Total EDUs	485.00	125.00	2,623.84
Levy Per EDU	\$54.48	\$83.80	\$124.56
Max Rate Per EDU (3.00% Increase)	\$56.16	\$83.82	\$124.57
Assessment Reserves for Cyclical Maintenance and CIPS:			
June 30, 2015 Estimated Balance	\$70,794.48	\$8,792.54	\$350,777.72
FY 15/16 Utilized Reserves	(10,000.00)	(3,031.00)	(33,780.00)
June 30, 2016 Estimated Balance	\$60,794.48	\$5,761.54	\$316,997.71

Note: Sub-Totals, Special Assessment to Levy, Levy and Max Rate Per EDU are rounded up to the nearest penny.

APPENDIX A – BUDGET FISCAL YEAR 2015/2016

Revenues	Zone 4	Zone 5	Zone 6
Special Assessments	\$0.00	\$0.00	\$0.00
Zone Reserves	1,171.41	1,721.52	1,192.42
Gas Tax Support	34.30	0.00	0.00
General Fund Support	8.41	0.00	0.00
Drainage Fund Support	0.00	0.00	0.00
Total Revenue	\$1,214.12	\$1,721.52	\$1,192.42
Expenses			
Personnel	\$198.61	\$744.34	\$446.74
Grounds Maintenance Contract	0.00	0.00	0.00
Tree Maintenance Contract	300.00	500.00	500.00
Utilities, Water & Sewer	25.99	0.00	0.00
Utilities, Gas & Electric	5.57	55.53	18.51
Utilities, Waste	0.04	0.16	0.10
Supplies	16.75	55.14	31.91
Radio/Computer/Controllers	6.97	26.13	15.68
Equipment/Vehicles	14.63	54.82	32.90
Training/Licenses	0.64	2.42	1.45
LMD Administration	66.67	132.16	54.61
Internal Service Charges	13.32	49.92	29.97
Indirect Costs	18.33	68.69	41.22
IF Reimbursements	8.59	32.21	19.33
Sub-Total (1)	\$676.11	\$1,721.52	\$1,192.42
Cyclical Maintenance			
Long-term Cyclical Maintenance	\$538.01	\$0.00	\$0.00
Capital Improvement Projects	\$0.00	\$0.00	\$0.00
Total Expenses	\$1,214.12	\$1,721.52	\$1,192.42
Levy Information			
Special Assessment to Levy	\$0.00	\$0.00	\$0.00
Total Parcels Levied	0.00	0.00	0.00
Total EDUs Levied	0.00	0.00	0.00
Total EDUs	144.00	69.00	44.85
Levy Per EDU	\$0.00	\$0.00	\$0.00
Max Rate Per EDU (3.00% Increase)	\$124.57	\$124.57	\$124.57
Assessment Reserves for Cyclical Maintenance and CIPS:			
June 30, 2015 Estimated Balance	\$8,127.67	\$12,892.06	\$3,940.70
FY 15/16 Utilized Reserves	(1,171.41)	(1,721.52)	(1,192.42)
June 30, 2016 Estimated Balance	\$6,956.26	\$11,170.54	\$2,748.28

Note: Sub-Totals, Special Assessment to Levy, Levy and Max Rate Per EDU are rounded up to the nearest penny.

APPENDIX A – BUDGET FISCAL YEAR 2015/2016

Revenues	Zone 7	Zone 8	Zone 9
Special Assessments	\$197,513.67	\$33,997.47	\$339,793.51
Zone Reserves	30,100.01	10,526.00	25,000.00
Gas Tax Support	30,869.50	4,524.76	37,722.10
General Fund Support	7,571.33	1,109.78	9,252.06
Drainage Fund Support	15,740.22	0.00	69,734.17
Total Revenue	\$281,794.73	\$50,158.01	\$481,501.84
Expenses			
Personnel	\$56,215.37	\$13,564.47	\$98,639.03
Grounds Maintenance Contract	39,864.00	15,240.00	75,660.00
Tree Maintenance Contract	30,570.00	0.00	25,000.00
Utilities, Water & Sewer	54,646.47	12,899.55	96,854.59
Utilities, Gas & Electric	4,300.43	1,020.25	7,633.18
Utilities, Waste	1,482.30	625.94	3,438.21
Supplies	5,139.22	1,456.33	12,839.28
Radio/Computer/Controllers	1,973.70	476.24	3,463.17
Equipment/Vehicles	4,139.92	998.94	7,264.16
Training/Licenses	182.43	44.02	320.10
LMD Administration	4,228.46	1,083.78	8,131.10
Internal Service Charges	3,770.35	909.77	6,615.70
Indirect Costs	5,187.66	1,251.75	9,102.60
IF Reimbursements	2,432.59	586.97	4,268.38
Sub-Total (1)	\$214,132.89	\$50,158.01	\$359,229.47
Cyclical Maintenance			
Long-term Cyclical Maintenance	\$67,661.84	\$0.00	\$122,272.37
Capital Improvement Projects	\$0.00	\$0.00	\$0.00
Total Expenses	\$281,794.73	\$50,158.01	\$481,501.84
Levy Information			
Special Assessment to Levy	\$197,513.67	\$33,997.47	\$339,793.51
Total Parcels Levied	1,171.00	219.00	2,368.00
Total EDUs Levied	1,272.34	219.00	2,441.03
Total EDUs	1,272.34	219.00	2,441.03
Levy Per EDU	\$155.24	\$155.24	\$139.20
Max Rate Per EDU (3.00% Increase)	\$155.24	\$155.24	\$139.20
Assessment Reserves for Cyclical Maintenance and CIPS:			
June 30, 2015 Estimated Balance	\$101,227.05	\$33,543.50	\$212,755.65
FY 15/16 Utilized Reserves	(30,100.01)	(10,526.00)	(25,000.00)
June 30, 2016 Estimated Balance	\$71,127.05	\$23,017.50	\$187,755.65

Note: Sub-Totals, Special Assessment to Levy, Levy and Max Rate Per EDU are rounded up to the nearest penny.

APPENDIX A – BUDGET FISCAL YEAR 2015/2016

Revenues	Zone 10	Zone 11	Zone 12
Special Assessments	\$138,316.61	\$1,504.00	\$0.0000
Zone Reserves	26,100.00	6.40	38,643.36
Gas Tax Support	14,087.61	0.00	7,581.38
General Fund Support	3,455.25	0.00	1,859.48
Drainage Fund Support	0.00	0.00	0.00
Total Revenue	\$181,959.49	\$1,510.40	\$48,084.22
Expenses			
Personnel	\$43,274.21	\$397.14	\$11,535.40
Grounds Maintenance Contract	58,980.00	0.00	13,260.00
Tree Maintenance Contract	26,000.00	500.00	7,672.00
Utilities, Water & Sewer	29,651.12	0.00	9,032.95
Utilities, Gas & Electric	2,230.45	0.00	720.81
Utilities, Waste	9.44	0.09	2.56
Supplies	4,648.77	36.10	864.85
Radio/Computer/Controllers	1,519.34	13.94	405.00
Equipment/Vehicles	3,186.88	29.25	849.51
Training/Licenses	140.43	1.29	37.43
LMD Administration	3,550.44	27.98	1,366.34
Internal Service Charges	2,902.40	26.64	773.68
Indirect Costs	3,993.43	36.65	1,064.51
IF Reimbursements	1,872.59	17.19	499.17
Sub-Total (1)	\$181,959.49	\$1,086.26	\$48,084.22
Cyclical Maintenance			
Long-term Cyclical Maintenance	\$0.00	\$424.14	\$0.00
Capital Improvement Projects	\$0.00	\$0.00	\$0.00
Total Expenses	\$181,959.49	\$1,510.40	\$48,084.22
Levy Information			
Special Assessment to Levy	\$138,316.61	\$1,503.99	\$0.00
Total Parcels Levied	258.00	1.00	0.00
Total EDUs Levied	2,146.43	18.15	0.00
Total EDUs	2,146.43	18.15	939.42
Levy Per EDU	\$64.44	\$82.86	\$0.00
Max Rate Per EDU (3.00% Increase)	\$82.87	\$82.87	\$120.41
Assessment Reserves for Cyclical Maintenance and CIPS:			
June 30, 2015 Estimated Balance	\$271,337.15	\$271.75	\$124,794.36
FY 15/16 Utilized Reserves	(26,100.00)	(6.40)	(38,643.36)
June 30, 2016 Estimated Balance	\$245,237.15	\$265.35	\$86,151.00

Note: Sub-Totals, Special Assessment to Levy, Levy and Max Rate Per EDU are rounded up to the nearest penny.

APPENDIX A – BUDGET FISCAL YEAR 2015/2016

Revenues	Zone 13	Zone 14	Zone 15
Special Assessments	\$99,408.17	\$54,062.45	\$206,338.65
Zone Reserves	30,322.00	13,681.00	45,825.00
Gas Tax Support	1,834.29	1,350.18	10,007.86
General Fund Support	449.89	331.16	2,454.62
Drainage Fund Support	0.00	0.00	0.00
Total Revenue	\$132,014.35	\$69,424.79	\$264,626.13
Expenses			
Personnel	\$40,192.07	\$24,066.25	\$83,303.76
Grounds Maintenance Contract	16,932.00	11,220.00	34,800.00
Tree Maintenance Contract	30,000.00	5,000.00	45,000.00
Utilities, Water & Sewer	15,358.40	13,067.80	43,943.84
Utilities, Gas & Electric	1,232.72	1,047.08	3,521.38
Utilities, Waste	1,970.77	2,255.28	5,067.78
Supplies	4,424.15	3,505.98	9,952.75
Radio/Computer/Controllers	1,411.13	844.96	2,924.76
Equipment/Vehicles	2,959.90	1,772.33	6,134.81
Training/Licenses	130.43	78.10	270.33
LMD Administration	2,408.90	1,690.60	5,061.34
Internal Service Charges	2,695.67	1,614.12	5,587.17
Indirect Costs	3,709.00	2,220.88	7,687.43
IF Reimbursements	1,739.22	1,041.41	3,604.78
Sub-Total (1)	\$125,164.35	\$69,424.79	\$256,860.13
Cyclical Maintenance			
Long-term Cyclical Maintenance	\$6,850.00	\$0.00	\$7,766.00
Capital Improvement Projects	\$0.00	\$0.00	\$0.00
Total Expenses	\$132,014.35	\$69,424.79	\$264,626.13
Levy Information			
Special Assessment to Levy	\$99,408.17	\$54,062.45	\$206,338.65
Total Parcels Levied	358.00	369.00	1,187.00
Total EDUs Levied	374.28	371.00	1,415.98
Total EDUs	374.28	371.00	1,415.98
Levy Per EDU	\$265.60	\$145.72	\$145.72
Max Rate Per EDU (3.00% Increase)	\$265.61	\$145.72	\$145.72
Assessment Reserves for Cyclical Maintenance and CIPS:			
June 30, 2015 Estimated Balance	\$207,002.38	\$31,870.73	\$73,705.45
FY 15/16 Utilized Reserves	(30,322.00)	(13,681.00)	(45,825.00)
June 30, 2016 Estimated Balance	\$176,680.38	\$18,189.73	\$27,880.45

Note: Sub-Totals, Special Assessment to Levy, Levy and Max Rate Per EDU are rounded up to the nearest penny.

APPENDIX A – BUDGET FISCAL YEAR 2015/2016

Revenues	Zone 16	Zone 17	Zone 18
Special Assessments	\$45,173.66	\$281,097.41	\$101,442.02
Zone Reserves	12,734.00	27,545.00	1,432.50
Gas Tax Support	0.00	10,858.00	9,248.76
General Fund Support	0.00	2,663.13	2,268.43
Drainage Fund Support	0.00	0.00	0.00
Total Revenue	\$57,907.66	\$322,163.54	\$114,391.71
Expenses			
Personnel	\$20,382.80	\$45,773.48	\$20,037.56
Grounds Maintenance Contract	5,340.00	25,212.00	10,728.00
Tree Maintenance Contract	11,637.14	30,000.00	9,000.00
Utilities, Water & Sewer	8,109.34	33,590.61	24,823.31
Utilities, Gas & Electric	649.94	2,701.48	2,000.98
Utilities, Waste	1,585.57	943.52	4.36
Supplies	2,707.68	3,995.24	1,444.95
Radio/Computer/Controllers	715.63	1,607.09	703.51
Equipment/Vehicles	1,501.07	3,370.94	1,475.64
Training/Licenses	66.14	148.54	65.02
LMD Administration	1,082.29	3,206.56	1,877.34
Internal Service Charges	1,367.07	3,070.02	1,343.92
Indirect Costs	1,880.96	4,224.06	1,849.10
IF Reimbursements	882.02	1,980.74	867.08
Sub-Total (1)	\$57,907.66	\$159,824.28	\$76,220.77
Cyclical Maintenance			
Long-term Cyclical Maintenance	\$0.00	\$162,339.26	\$38,170.94
Capital Improvement Projects	\$0.00	\$0.00	\$0.00
Total Expenses	\$57,907.66	\$322,163.54	\$114,391.71
Levy Information			
Special Assessment to Levy	\$45,173.66	\$281,097.41	\$101,442.02
Total Parcels Levied	310.00	1,136.00	968.00
Total EDUs Levied	310.00	1,673.15	977.65
Total EDUs	310.00	1,673.15	977.65
Levy Per EDU	\$145.72	\$168.00	\$103.76
Max Rate Per EDU (3.00% Increase)	\$145.72	\$168.01	\$103.76
Assessment Reserves for Cyclical Maintenance and CIPS:			
June 30, 2015 Estimated Balance	\$84,521.08	\$117,930.56	\$50,829.83
FY 15/16 Utilized Reserves	(12,734.00)	(27,545.00)	(1,432.50)
June 30, 2016 Estimated Balance	\$71,787.08	\$90,385.56	\$49,397.32

Note: Sub-Totals, Special Assessment to Levy, Levy and Max Rate Per EDU are rounded up to the nearest penny.

APPENDIX A – BUDGET FISCAL YEAR 2015/2016

Revenues	Zone 19	Zone 20	Zone 21
Special Assessments	\$133,781.09	\$33,247.25	\$56,539.03
Zone Reserves	10,475.00	5,000.00	3,501.00
Gas Tax Support	4,730.64	781.50	526.03
General Fund Support	1,160.28	191.68	129.02
Drainage Fund Support	0.00	0.00	0.00
Total Revenue	\$150,147.01	\$39,220.42	\$60,695.08
Expenses			
Personnel	\$29,661.32	\$8,233.56	\$21,596.64
Grounds Maintenance Contract	23,040.00	3,324.00	7,368.00
Tree Maintenance Contract	10,000.00	5,000.00	3,500.00
Utilities, Water & Sewer	24,776.26	3,987.17	13,403.89
Utilities, Gas & Electric	1,991.65	320.85	1,074.49
Utilities, Waste	1,231.82	372.72	2,168.34
Supplies	3,094.00	1,196.81	3,335.10
Radio/Computer/Controllers	1,041.40	289.08	758.25
Equipment/Vehicles	2,184.37	606.35	1,590.46
Training/Licenses	96.25	26.72	70.08
LMD Administration	2,416.83	749.84	1,453.83
Internal Service Charges	1,989.38	552.22	1,448.48
Indirect Costs	2,737.20	759.81	1,992.98
IF Reimbursements	1,283.53	356.29	934.54
Sub-Total (1)	\$105,544.01	\$25,775.42	\$60,695.08
Cyclical Maintenance			
Long-term Cyclical Maintenance	\$44,603.00	\$13,445.00	\$0.00
Capital Improvement Projects	\$0.00	\$0.00	\$0.00
Total Expenses	\$150,147.01	\$39,220.42	\$60,695.08
Levy Information			
Special Assessment to Levy	\$133,781.09	\$33,247.25	\$56,539.03
Total Parcels Levied	429.00	168.00	388.00
Total EDUs Levied	702.43	174.56	388.00
Total EDUs	702.43	174.56	388.00
Levy Per EDU	\$190.46	\$190.46	\$145.72
Max Rate Per EDU (3.00% Increase)	\$190.48	\$190.48	\$145.72
Assessment Reserves for Cyclical Maintenance and CIPS:			
June 30, 2015 Estimated Balance	\$313,092.42	\$105,321.28	\$45,678.87
FY 15/16 Utilized Reserves	(10,475.00)	(5,000.00)	(3,501.00)
June 30, 2016 Estimated Balance	\$302,617.41	\$100,321.28	\$42,177.87

Note: Sub-Totals, Special Assessment to Levy, Levy and Max Rate Per EDU are rounded up to the nearest penny.

APPENDIX A – BUDGET FISCAL YEAR 2015/2016

Revenues	Zone 22	Zone 23	Zone 24
Special Assessments	\$26,376.61	\$50,688.27	\$87,150.46
Zone Reserves	5,000.00	814.00	2,570.00
Gas Tax Support	1,958.06	1,734.74	0.00
General Fund Support	480.25	425.48	0.00
Drainage Fund Support	0.00	0.00	0.00
Total Revenue	\$33,814.91	\$53,662.48	\$89,720.46
Expenses			
Personnel	\$6,148.59	\$4,500.15	\$21,262.89
Grounds Maintenance Contract	3,612.00	2,856.00	12,240.00
Tree Maintenance Contract	5,000.00	3,000.00	2,500.00
Utilities, Water & Sewer	7,254.06	3,099.28	7,986.06
Utilities, Gas & Electric	578.11	249.05	634.36
Utilities, Waste	1.36	0.99	2,472.73
Supplies	1,944.28	517.05	3,507.02
Radio/Computer/Controllers	215.87	158.00	746.53
Equipment/Vehicles	452.81	331.41	1,565.88
Training/Licenses	19.95	14.60	69.00
LMD Administration	593.27	35,024.79	1,524.61
Internal Service Charges	412.38	301.82	1,426.10
Indirect Costs	567.40	415.28	1,962.18
IF Reimbursements	266.07	194.73	920.10
Sub-Total (1)	\$27,066.16	\$50,663.17	\$58,817.46
Cyclical Maintenance			
Long-term Cyclical Maintenance	\$6,748.75	\$2,999.31	\$30,903.00
Capital Improvement Projects	\$0.00	\$0.00	\$0.00
Total Expenses	\$33,814.91	\$53,662.48	\$89,720.46
Levy Information			
Special Assessment to Levy	\$26,376.61	\$50,688.27	\$87,150.46
Total Parcels Levied	214.00	113.00	591.00
Total EDUs Levied	214.00	347.85	598.24
Total EDUs	214.00	347.85	598.24
Levy Per EDU	\$123.26	\$145.72	\$145.68
Max Rate Per EDU (3.00% Increase)	\$145.72	\$145.72	\$145.69
Assessment Reserves for Cyclical Maintenance and CIPS:			
June 30, 2015 Estimated Balance	\$18,284.32	\$28,704.06	\$220,494.25
FY 15/16 Utilized Reserves	(5,000.00)	(814.00)	(2,570.00)
June 30, 2016 Estimated Balance	\$13,284.33	\$27,890.06	\$217,924.25

Note: Sub-Totals, Special Assessment to Levy, Levy and Max Rate Per EDU are rounded up to the nearest penny.

APPENDIX A – BUDGET FISCAL YEAR 2015/2016

Revenues	Zone 25	Zone 26	Zone 27
Special Assessments	\$0.0000	\$206,044.30	\$7,112.02
Zone Reserves	0.00	42,587.00	701.35
Gas Tax Support	0.00	6,266.17	1,147.78
General Fund Support	0.00	1,536.90	281.51
Drainage Fund Support	0.00	4,536.89	0.00
Total Revenue	\$0.0000	\$260,971.26	\$9,242.66
Expenses			
Personnel	\$0.0000	\$83,307.88	\$1,560.61
Grounds Maintenance Contract	0.00	53,388.00	2,040.00
Tree Maintenance Contract	0.00	29,950.00	1,000.00
Utilities, Water & Sewer	0.00	43,701.59	1,334.83
Utilities, Gas & Electric	0.00	3,479.66	106.46
Utilities, Waste	0.00	5,641.18	0.36
Supplies	0.00	10,350.66	708.43
Radio/Computer/Controllers	0.00	2,924.90	54.79
Equipment/Vehicles	0.00	6,135.12	114.93
Training/Licenses	0.00	270.34	5.06
LMD Administration	0.00	4,941.73	142.74
Internal Service Charges	0.00	5,587.44	104.67
Indirect Costs	0.00	7,687.81	144.02
IF Reimbursements	0.00	3,604.96	67.53
Sub-Total (1)	\$0.0000	\$260,971.26	\$7,384.43
Cyclical Maintenance			
Long-term Cyclical Maintenance	\$0.0000	\$0.00	\$1,858.24
Capital Improvement Projects	\$0.0000	\$0.00	\$0.00
Total Expenses	\$0.0000	\$260,971.26	\$9,242.66
Levy Information			
Special Assessment to Levy	\$0.00	\$206,044.30	\$7,112.02
Total Parcels Levied	0.00	1,081.00	75.00
Total EDUs Levied	0.00	1,098.76	520.56
Total EDUs	459.84	1,098.76	520.56
Levy Per EDU	\$0.00	\$187.52	\$13.66
Max Rate Per EDU (3.00% Increase)	\$145.72	\$187.53	\$145.72
Assessment Reserves for Cyclical Maintenance and CIPS:			
June 30, 2015 Estimated Balance	\$0.00	\$299,791.22	\$23,455.71
FY 15/16 Utilized Reserves	0.00	(42,587.00)	(701.35)
June 30, 2016 Estimated Balance	\$0.00	\$257,204.22	\$22,754.36

Note: Sub-Totals, Special Assessment to Levy, Levy and Max Rate Per EDU are rounded up to the nearest penny.

APPENDIX A – BUDGET FISCAL YEAR 2015/2016

Revenues	Zone 28	Zone 29	Zone 30
Special Assessments	\$63,325.33	\$67,082.26	\$47,470.04
Zone Reserves	25,000.00	15,718.68	683.13
Gas Tax Support	0.00	3,238.15	1,217.77
General Fund Support	0.00	794.22	298.68
Drainage Fund Support	0.00	0.00	0.00
Total Revenue	\$88,325.33	\$86,833.31	\$49,669.63
Expenses			
Personnel	\$23,459.58	\$28,114.63	\$8,930.54
Grounds Maintenance Contract	3,540.00	20,604.00	5,640.00
Tree Maintenance Contract	25,000.00	0.00	1,000.00
Utilities, Water & Sewer	0.00	19,461.32	4,178.76
Utilities, Gas & Electric	1,300.61	1,559.92	333.24
Utilities, Waste	5.21	2,445.79	727.77
Supplies	4,051.65	3,907.04	1,510.05
Radio/Computer/Controllers	823.66	987.09	313.55
Equipment/Vehicles	1,727.65	2,070.47	657.68
Training/Licenses	76.13	91.24	28.98
LMD Administration	1,894.33	1,895.11	776.92
Internal Service Charges	1,573.43	1,885.64	598.97
Indirect Costs	2,164.89	2,594.47	824.13
IF Reimbursements	1,015.16	1,216.60	386.45
Sub-Total (1)	\$66,632.30	\$86,833.31	\$25,907.03
Cyclical Maintenance			
Long-term Cyclical Maintenance	\$21,693.03	\$0.00	\$23,762.60
Capital Improvement Projects	\$0.00	\$0.00	\$0.00
Total Expenses	\$88,325.33	\$86,833.31	\$49,669.63
Levy Information			
Special Assessment to Levy	\$63,325.33	\$67,082.26	\$47,470.04
Total Parcels Levied	550.00	444.00	166.00
Total EDUs Levied	550.00	485.74	166.00
Total EDUs	550.00	485.74	166.00
Levy Per EDU	\$115.14	\$138.10	\$285.96
Max Rate Per EDU (3.00% Increase)	\$145.72	\$138.10	\$285.97
Assessment Reserves for Cyclical Maintenance and CIPS:			
June 30, 2015 Estimated Balance	\$161,391.38	\$27,327.84	\$96,861.37
FY 15/16 Utilized Reserves	(25,000.00)	(15,718.68)	(683.13)
June 30, 2016 Estimated Balance	\$136,391.38	\$11,609.16	\$96,178.24

Note: Sub-Totals, Special Assessment to Levy, Levy and Max Rate Per EDU are rounded up to the nearest penny.

APPENDIX A – BUDGET FISCAL YEAR 2015/2016

Revenues	Zone 31	Zone 32	Zone 33
Special Assessments	\$0.00	\$0.00	\$0.00
Zone Reserves	6.73	0.00	5,146.67
Gas Tax Support	0.00	0.00	2,466.87
General Fund Support	0.00	0.00	605.05
Drainage Fund Support	0.00	0.00	0.00
Total Revenue	\$6.73	\$0.00	\$8,218.60
Expenses			
Personnel	\$0.00	\$0.00	\$2,009.48
Grounds Maintenance Contract	0.00	0.00	756.00
Tree Maintenance Contract	0.00	0.00	1,500.00
Utilities, Water & Sewer	0.00	0.00	2,821.10
Utilities, Gas & Electric	0.00	0.00	224.92
Utilities, Waste	0.04	0.00	0.44
Supplies	0.37	0.00	141.54
Radio/Computer/Controllers	0.00	0.00	70.55
Equipment/Vehicles	0.00	0.00	147.99
Training/Licenses	0.00	0.00	6.52
LMD Administration	6.31	0.00	132.90
Internal Service Charges	0.00	0.00	134.78
Indirect Costs	0.00	0.00	185.44
IF Reimbursements	0.00	0.00	86.96
Sub-Total (1)	\$6.73	\$0.00	\$8,218.60
Cyclical Maintenance			
Long-term Cyclical Maintenance	\$0.00	\$0.00	\$0.00
Capital Improvement Projects	\$0.00	\$0.00	\$0.00
Total Expenses	\$6.73	\$0.00	\$8,218.60
Levy Information			
Special Assessment to Levy	\$0.00	\$0.00	\$0.00
Total Parcels Levied	0.00	0.00	0.00
Total EDUs Levied	0.00	0.00	0.00
Total EDUs	27.75	222.68	2,347.24
Levy Per EDU	\$0.00	\$0.00	\$0.00
Max Rate Per EDU (3.00% Increase)	\$193.17	\$158.20	\$192.19
Assessment Reserves for Cyclical Maintenance and CIPS:			
June 30, 2015 Estimated Balance	\$451.25	\$0.00	\$92,123.51
FY 15/16 Utilized Reserves	(6.73)	0.00	(5,146.67)
June 30, 2016 Estimated Balance	\$444.52	\$0.00	\$86,976.84

Note: Sub-Totals, Special Assessment to Levy, Levy and Max Rate Per EDU are rounded up to the nearest penny.

APPENDIX A – BUDGET FISCAL YEAR 2015/2016

Revenues	Zone 34	Zone 35	Zone 36
Special Assessments	\$6,405.23	\$41,116.28	\$175.59
Zone Reserves	0.00	4,857.16	0.00
Gas Tax Support	5,280.93	918.22	0.00
General Fund Support	1,295.25	225.21	0.00
Drainage Fund Support	0.00	0.00	0.00
Total Revenue	\$12,981.41	\$47,116.87	\$175.59
Expenses			
Personnel	\$2,622.59	\$16,194.65	\$0.00
Grounds Maintenance Contract	5,328.00	10,368.00	0.00
Tree Maintenance Contract	500.00	0.00	0.00
Utilities, Water & Sewer	0.00	9,661.49	0.00
Utilities, Gas & Electric	355.12	774.39	3.53
Utilities, Waste	0.58	1,584.80	0.00
Supplies	586.64	2,437.01	150.23
Radio/Computer/Controllers	92.08	568.59	0.00
Equipment/Vehicles	193.14	1,192.64	0.00
Training/Licenses	8.51	52.55	0.00
LMD Administration	287.08	1,001.32	21.84
Internal Service Charges	175.90	1,086.17	0.00
Indirect Costs	242.02	1,494.47	0.00
IF Reimbursements	113.49	700.79	0.00
Sub-Total (1)	\$10,505.14	\$47,116.87	\$175.59
Cyclical Maintenance			
Long-term Cyclical Maintenance	\$2,476.27	\$0.00	\$0.00
Capital Improvement Projects	\$0.00	\$0.00	\$0.00
Total Expenses	\$12,981.41	\$47,116.87	\$175.59
Levy Information			
Special Assessment to Levy	\$6,405.23	\$41,116.28	\$175.59
Total Parcels Levied	9.00	186.00	1.00
Total EDUs Levied	83.19	186.00	20.00
Total EDUs	83.19	186.00	20.00
Levy Per EDU	\$77.00	\$221.06	\$8.78
Max Rate Per EDU (3.00% Increase)	\$219.35	\$221.07	\$82.87
Assessment Reserves for Cyclical Maintenance and CIPS:			
June 30, 2015 Estimated Balance	\$16,415.75	\$18,188.46	\$1,714.30
FY 15/16 Utilized Reserves	0.00	(4,857.16)	0.00
June 30, 2016 Estimated Balance	\$16,415.75	\$13,331.30	\$1,714.30

Note: Sub-Totals, Special Assessment to Levy, Levy and Max Rate Per EDU are rounded up to the nearest penny.

APPENDIX A – BUDGET FISCAL YEAR 2015/2016

Revenues	Zone 37	Zone 40	Zone 41
Special Assessments	\$4,152.55	\$3,807.02	\$0.00
Zone Reserves	1,677.00	2,710.36	991.06
Gas Tax Support	0.00	1,068.38	125.98
General Fund Support	0.00	262.04	30.90
Drainage Fund Support	0.00	0.00	0.00
Total Revenue	\$5,829.55	\$7,847.80	\$1,147.94
Expenses			
Personnel	\$1,986.05	\$2,385.31	\$292.13
Grounds Maintenance Contract	0.00	156.00	228.00
Tree Maintenance Contract	3,000.00	3,000.00	300.00
Utilities, Water & Sewer	0.00	1,166.49	149.54
Utilities, Gas & Electric	5.29	92.91	11.93
Utilities, Waste	0.45	0.92	0.03
Supplies	133.63	171.13	43.85
Radio/Computer/Controllers	69.73	83.75	10.26
Equipment/Vehicles	146.26	175.66	21.51
Training/Licenses	6.44	7.74	0.95
LMD Administration	79.28	124.57	30.54
Internal Service Charges	133.20	159.98	19.59
Indirect Costs	183.28	220.12	26.96
IF Reimbursements	85.94	103.22	12.64
Sub-Total (1)	\$5,829.55	\$7,847.80	\$1,147.94
Cyclical Maintenance			
Long-term Cyclical Maintenance	\$0.00	\$0.00	\$0.00
Capital Improvement Projects	\$0.00	\$0.00	\$0.00
Total Expenses	\$5,829.55	\$7,847.80	\$1,147.94
Levy Information			
Special Assessment to Levy	\$4,152.55	\$3,807.02	\$0.00
Total Parcels Levied	10.00	1.00	0.00
Total EDUs Levied	76.00	9.00	0.00
Total EDUs	76.00	9.00	4.16
Levy Per EDU	\$54.64	\$423.00	\$0.00
Max Rate Per EDU (3.00% Increase)	\$82.87	\$423.00	\$364.71
Assessment Reserves for Cyclical Maintenance and CIPS:			
June 30, 2015 Estimated Balance	\$2,885.93	\$6,321.11	\$4,999.20
FY 15/16 Utilized Reserves	(1,677.00)	(2,710.36)	(991.06)
June 30, 2016 Estimated Balance	\$1,208.93	\$3,610.75	\$4,008.14

Note: Sub-Totals, Special Assessment to Levy, Levy and Max Rate Per EDU are rounded up to the nearest penny.

APPENDIX A – BUDGET FISCAL YEAR 2015/2016

Revenues	Zone Totals
Special Assessments	\$2,696,841.88
Zone Reserves	440,250.77
Gas Tax Support	200,000.00
General Fund Support	49,053.79
Drainage Fund Support	115,000.00
Total Revenue	\$3,501,146.45
Expenses	
Personnel	\$814,833.08
Grounds Maintenance Contract	522,275.99
Tree Maintenance Contract	362,859.16
Utilities, Water & Sewer	562,400.01
Utilities, Gas & Electric	46,659.33
Utilities, Waste	36,895.55
Supplies	104,752.16
Radio/Computer/Controllers	28,608.44
Equipment/Vehicles	60,007.47
Training/Licenses	2,644.23
LMD Administration	95,171.79
Internal Service Charges	54,650.71
Indirect Costs	75,194.33
IF Reimbursements	35,260.02
Sub-Total (1)	\$2,802,212.26
Cyclical Maintenance	
Long-term Cyclical Maintenance	\$698,934.19
Capital Improvement Projects	0.00
Total Expenses	\$3,501,146.45
Levy Information	
Special Assessment to Levy	\$2,696,841.87
Total Parcels Levied	15,482.00
Total EDUs Levied	20,073.18
Total EDUs	24,332.12
Levy Per EDU	
Max Rate Per EDU (3.00% Increase)	
Assessment Reserves for Cyclical Maintenance and CIPS:	
June 30, 2015 Estimated Balance	\$3,248,616.89
FY 15/16 Utilized Reserves	(440,250.77)
June 30, 2016 Estimated Balance	\$2,808,366.12

Note: Sub-Totals, Special Assessment to Levy, Levy and Max Rate Per EDU are rounded up to the nearest penny.

APPENDIX B – IMPROVEMENT AREAS AND DESCRIPTIONS

ZONE 1
Zone 1 - Channel way on Central Avenue frontage to the Sycamore Village Apartments.
<p>I. Existing Arterial Landscaping in Zone 1</p> <p>A. Tracy Blvd.</p> <ul style="list-style-type: none"> 1. Southeast corner Tracy Blvd and Central turf East side, north to 1688 South Tracy Blvd.
ZONE 2
Zone 2 - Fairhaven Subdivision, west side of Tracy Blvd.
<p>I. Existing Arterial Landscaping in Zone 2</p> <p>A. South Tracy Blvd.</p> <ul style="list-style-type: none"> 1. West side, approximately 1,000' south of Valpico, to Sycamore Parkway (Fairhaven subdivision) 2. Median on Rockport Way and side strips
ZONE 3
Zone 3 - Located in the northwest section of Tracy. It is bordered on the north adjacent to I-205, and on the south adjacent Byron Road, and the east before O Hare Dr.
<p>I. Existing Arterial Landscaping in Zone 3</p> <p>A. Grantline Road</p> <ul style="list-style-type: none"> 1. North side from Corral Hollow Rd east to O Hare Dr. 2. South side from 1820 W. Grant Line Rd east to Lincoln Rd. 3. Median island from Lincoln west to Orchard Parkway 4. South side from Corral Hollow Rd west to Henley Pkwy <p>B. Corral Hollow Road</p> <ul style="list-style-type: none"> 1. West side from Grant Line Rd south to Byron Rd. 2. East side from Byron RD to approximately 150 feet north of Alegre 3. Median island from Byron Road north to Grantline Rd. 4. East side from Grantline Rd north to beginning of the channelway 5. Median on Corral Hollow north of Grantline Rd to Mall Entrance <p>C. Kavanagh Ave</p> <ul style="list-style-type: none"> 1. South side from Corral Hollow Rd east to Golden Springs Dr. <p>D. Lowell Avenue</p> <ul style="list-style-type: none"> 2. North side from Henly PKWY heading west to the end of the soundwall 3. South side from Henley PKWY west to Blandford Ln. 4. Median from Corral Hollow Rd. east to Lincoln Blvd. 5. South side from Corral Hollow east to Promenade Circle

APPENDIX B – IMPROVEMENT AREAS AND DESCRIPTIONS

ZONE 3 (Continued)

6. North side between soundwall and curb from Bridle Creek to Joe Pombo Parkway

7. South side from east end of subdivision to end of soundwall/Joe Pombo

8. South side from Joe Pombo to Blanford Lane

9. South side from Promenade east to end of soundwall

10. North side from Henley Parkway, west to end of soundwall

E. Orchard Parkway

1. East side from Lowell Avenue to Grantline Rd.

2. Median island from Hillcrest north to Joseph Damon Drive

3. West side from Lowell Avenue north to approximately 500 feet north of Hillcrest and from Joseph Damon Drive to Grantline Road to be weed free, between curb and fence line

4. West side landscape area between curb and fence line, approximately 500 feet south of Joseph Damon Drive

F. Henley Parkway

1. East side between soundwall and curb, from Lowell Ave. to Bridle Creek Dr.

G. Blanford Lane

1. East side from Lowell Ave. heading south to the end of sound wall including traffic circle at Lowell Ave. and Blandford Ln.

H. Henley Parkway

1. West side from Lowell, North to end of soundwall (North of Giovanni)

II. Existing Subdivision Landscaping in Zone 3

A. Arnaudo Village

1. Entryways at Lincoln and Grantline

B. Blossom Valley

1. Entryways at Travao Lane and Grantline, which includes median

C. Foothill Ranch Estates

1. Entryway at Foothill Ranch Drive and Corral Hollow Road and median island

D. Woodfield Estates

1. Entryway at Fieldview which includes the north and south side soundwall and median strip entire length of Fieldview

2. Entryway at Promenade Circle which includes west side of soundwall and median island and east side

E. Sterling Estates

1. Alegre - north side and median island

APPENDIX B – IMPROVEMENT AREAS AND DESCRIPTIONS

ZONE 3 (Continued)

F. Pheasant Run

- 1. Entryway at Corral Hollow and Fieldview and median
- 2. Annie Court adjacent to Fieldview including south side of soundwall

G. Bridle Creek

- 1. Entryway at Lowell Avenue and Bridle Creek Circle and median island on Bridle Creek
- 2. Entryway at Bridle Creek and Joe Pombo Parkway

H. Heartland

- 1. Entryways at Lowell Avenue and Oxford Way and median island on Oxford Way
- 2. Entryway at Hampshire Lane including median strip

I. Laurelbrook

- 1. Entryway at Laurelbrook Drive and Southbrook Lane including median strip

J. Foothill Vista

- 1. Entryway at Hillcrest Drive between Orchard Parkway and Isabel Virginia

K. Countryside

- 1. Giovanni Lane, both sides, including median, from Henley Parkway west to Rochester Street

III. Existing Park Maintenance in Zone 3

A. Arnaudo Village

- 1. Slayter Park on Suellen Dr.

B. Buena Vista Estates

- 1. Kelly Park on Tammi Court and Kelly St.

C. Foothill Ranch Estates

- 1. New Harmon Park on Hillcrest Dr.

D. Laurelbrook

- 1. Dr. Ralph Allen Park at Veranda Ct. and Dorset Ln.

E. Sterling Estates

- 1. Pombo Family Park on Joseph Damon Dr. and Mary Alice Ct.

F. Park Atherton

- 1. Eagan Park on Oxford Ln. and Lowell Ave.
- 2. Thrasher Park on Lowell Ave. and Joseph Menusa Dr.
- 3. McCray Park on Fieldview Dr. and Vivian Ln.

APPENDIX B – IMPROVEMENT AREAS AND DESCRIPTIONS

ZONE 3 (Continued)
<p>IV. Weed Abatement in Non-Landscaped Areas in Zone 3</p> <p>A. Corral Hollow</p> <ol style="list-style-type: none"> 1. Byron Road north to Grant Line Road <p>B. Grantline</p> <ol style="list-style-type: none"> 1. North side from Corral Hollow Rd. heading west 500 Ft. from curb to 10 Ft. behind curb <p>C. Orchard Parkway</p> <ol style="list-style-type: none"> 1. East side, from Lowell Avenue to Hillcrest curb to sidewalk 2. Orchard Parkway median from Lowell Ave. to Grantline Rd. <p>D. Pombo Parkway</p> <ol style="list-style-type: none"> 1. East side, from existing landscape north to end of soundwall
ZONE 4
<p>Zone 4 - Located in front of Summergate Apartments on Grantline Rd.</p>
<p>I. Weed abatement Zone 4</p> <p>A. Grantline Rd.</p> <ol style="list-style-type: none"> 1. On Grantline Rd. in front of Summergate Apartments
ZONE 5
<p>No Activity</p>
ZONE 6
<p>No Activity</p>
ZONE 7
<p>Zone 7 - Located within the boundaries of 11th Street south, Corral Hollow, the SPRR tracks on the south, and Hickory on the east</p>
<p>I. Existing Arterial Landscaping in Zone 7</p> <p>A. Lauriana Ln</p> <ol style="list-style-type: none"> 1. From Cypress Dr west side south to Schulte Rd <p>B. Cypress Drive</p> <ol style="list-style-type: none"> 1. North side from approx. 100 feet west of Hickory Ave. west to Lauriana Lane 2. South side and median island from Lauriana Lane to Corral Hollow <p>C. Corral Hollow Road</p> <ol style="list-style-type: none"> 1. East side approximately 300 feet north of Tennis Lane, south to RR tracks 2. East side, south from 11th Street to Cypress Dr. Safeway frontage only to include from face of curb to face of sidewalk

APPENDIX B – IMPROVEMENT AREAS AND DESCRIPTIONS

ZONE 7 (Continued)

3. Median strip from 11th St. south to RR tracks south of Schulte Rd.

4. West side from Krohn Rd. south to Cypress curb to bike path

D. Schulte Road

1. From Corral Hollow Rd. heading east. The south side ends 1000 ft before RR tracks the north side ends at RR tracks, and median

II. Existing Subdivision Landscaping in Zone 7

A. Fox Hollow

1. Entryways at Tennis Lane and Lauriana Lane

2. Entryways at Cypress and Fox Hollow

3. Entryways at Cypress and Hunter's Trail

4. Entryways at Tennis Lane and Corral Hollow includes median strip and two cul-de-sacs at Pheasant Run Court and Thomas Dehaven Court

B. Harvest Country West

1. Entryway at Raywood Lane including median strip

C. Quail Meadows

1. Entryway at Golden Leaf Lane including median strip

2. Entryway at Quail Meadows including median strip

D. Candlewood Estates

1. Entryways at Alden Glen Drive and Cypress including median strip

E. Corral Hollow Estates

1. Entryway at Lauriana both sides including median from Schulte south approx. 92'.

III. Existing Park Maintenance in Zone 7

A. Fox Hollow

1. Kit Fox Park at Foxwood Court and Fox Hollow Way

2. Rippin Park at Tennis and Firefly

B. Harvest Country West

1. Harvest Park at Birchwood Court and Fireside Lane

C. Candlewood Estates

1. Patzer Park at Alden Glen and Meadowlark

D. Quail Meadows

1. Bailor-Hennan Park on Golden Leaf Lane

IV. Weed Abatement in Zone 7

A. 11th Street

1. Church frontage, west of Alden Glen Dr. from face of curb to chain link fence

B. Schulte Road

1. From RR tracks east of Lauriana Ln. heading west 1000 ft to start of landscape, 10 ft. from curb

APPENDIX B – IMPROVEMENT AREAS AND DESCRIPTIONS

ZONE 8
Zone 8 - Located within the boundaries of Corral Hollow on the west, 11th Street on the south.
<p>I. Existing Arterial Landscaping in Zone 8</p> <ul style="list-style-type: none"> A. Belconte Drive from 11th St. to Byron Rd. east and west side, including median B. Redington Drive median island east and west of Belconte Drive C. Byron Rd from Corral Hollow Rd. west approximately 2,280 feet to end of subdivision soundwall D. Corral Hollow Rd. west side from Byron Rd. south to 11th St. <p>II. Existing Mini Park Maintenance in Zone 8</p> <ul style="list-style-type: none"> A. Belconte Subdivision <ul style="list-style-type: none"> 1. Fabian Park on Redington Drive
ZONE 9
Zone 9 - Located west of Tracy Blvd. from SPRR spur line to Corral Hollow on the west, and the City limits on the south.
<p>I. Existing Arterial Landscaping in Zone 9</p> <ul style="list-style-type: none"> A. Tracy Blvd <ul style="list-style-type: none"> 1. Circle B Ranch - West side from 245 ft. north of Mt. Diablo Ave. heading south past Schulte Rd. 2. Heritage Subdivision - West side starting from approximately 200 ft. north of Menay Dr. heading south to 3. West side from Central Ave heading south ending approximately 970 ft. south of Valpico Rd next to baseball field. 4. West side from Sycamore PKWY heading south approximately 570 ft. to end of soundwall B. Corral Hollow Rd. <ul style="list-style-type: none"> 1. From the RR tracks south to Parkside Dr. approximately 600 ft C. Sycamore Pkwy west side and medians. <ul style="list-style-type: none"> 1. From Amberwood Ln. south to Dove Ln. 2. South of Central Ave. to Tracy Blvd. 3. West side from Schulte south to Amberwood Ln. D. Schulte Road <ul style="list-style-type: none"> 1. Median strip from Tracy Blvd. west to RR tracks 2. North side from Tracy Blvd. to Sycamore Parkway 3. South side from Tracy Blvd. to west end of shopping center 4. South side from Sycamore Pkwy west to end of sound wall 5. South side from Sycamore Pkwy east to shopping center

APPENDIX B – IMPROVEMENT AREAS AND DESCRIPTIONS

ZONE 9 (Continued)

E. Valpico Road

- 1. Tracy Blvd. west to City limits (both sides)
- 2. Median islands from Tracy Blvd. west to current City limits

F. West Central Avenue

- 1. Median from Tracy Blvd. to Sycamore Parkway
- 2. North side, from Tracy Blvd. West to end of Cedrus Drive

II. Existing Subdivision Landscaping in Zone 9

A. Circle B Ranch

- 1. Entryways at Morris Phelps and Schulte Road
- 2. Entryways at Mt. Diablo Ave. and Tracy Blvd.

B. Hearthstone

- 1. Entryways at Menay Drive and Tracy Blvd.
- 2. Entryways at Amberwood and Sycamore Parkway
- 3. Cul-de-sac at Yorkshire Loop and Hampton Court

C. Regency Square

- 1. Entryways at Monument Drive, Tracy Blvd., and Sycamore Parkway
- 2. Monument Dr., north and south sides, including median islands at Monterey and Vintage Courts
- 3. Cul-de-sac at southeast corner of Tahoe Circle and northwest corner
- 4. Cul-de-sacs in northeast corner and southwest corner of Tahoe Circle
- 5. Court adjacent to Mt. Oso Mini Park on Henderson Court
- 6. Court adjacent to Mt. Diablo Mini Park on Alpine Court

D. Muirfield

- 1. Entryway at Steinbeck
- 2. Entryway at Petrig
- 3. Cul-de-sac at Whitman Court
- 4. Cul-de-sac at Longfellow Court
- 5. Entryway at Dove Lane
- 6. Median on Chaplin east and west side of Sycamore
- 7. Entryway at Cagney
- 8. Cul-de-sac at Shaw Court

APPENDIX B – IMPROVEMENT AREAS AND DESCRIPTIONS

ZONE 9 (Continued)

9. Cul-de-sac at Williams Court

10. Cul-de-sac at Bogart Court

11. Cul-de-sac at Mansfield Court

12. Cul-de-sac at Hepburn Court

13. Entryway at Alleghney

E. Glen Creek

1. Entryway at Glen Creek Way

F. Greystone Station

1. Median island at Windham

2. Median island at Sudley Drive

G. Harvest Glen

1. Entryway at Ray Harvey Drive

2. Entryway at Meadow Lane

3. Cul-de-sac at Cornucopia

H. Ironwood

1. Entryway at Monument Drive

2. Walk path from Whitehaven Ct. heading west to Mountain View Rd.

3. Cul-de-sac at New Castle Court

4. Cul-de-sac at Clairmont Court

5. Cul-de-sac at Hampton Court

I. Sienna Park

1. Entryway at Sienna Park Drive including median strip

2. Pedestrian walk way at Dolores Lane at Katlin Court

J. Heritage Subdivision

1. Median on Cedrus

2. Entryway on Cedrus east side

3. Cul-de-sac at Iberis Court

APPENDIX B – IMPROVEMENT AREAS AND DESCRIPTIONS

ZONE 9 (Continued)

III. Existing Park Maintenance in Zone 9

A. Hearthstone

1. Valley Oak Park at Larkspur and Honeysuckle Ct.
2. Evelyn Costa Park at Claremont Dr. and Whitehaven Ct.

B. Parkside Estates

1. Evans Park on Parkside Dr.

C. Harvest Glen

1. Fitzpatrick Park on Savanna Dr.
2. Albert Emhoff Park on Jonathon Place at Moonlight Way

D. Regency Square

1. Mt. Oso Park at Henderson Ct.
2. Mt. Diablo Park at Alpine Ct.

E. Muirfield

1. Golden Spike Park on Christy Ct.
2. Fred Icardi Park on Russell St. at Steinbeck Way
3. Westside Pioneer Park at Cagney Dr. and Hepburn St.

F. Circle B

1. Sister Cities Park at Morris Phelps Dr. and Saddleback Ct.

G. Greystone Station

1. John Kimball Park at Tom Fowler Dr. and Sudley

H. Sienna Park

1. Tracy Press Park located at Schulte Road and Weeping Willow Lane

ZONE 10

Zone 10 - Includes the MacArthur Dr. Area, bounded on the north by I-205 and on the south by 11th Street

I. Existing Arterial Landscaping in Zone 10

A. MacArthur Drive

1. East side from Pescadero south to 2020 MacArthur (curb to sidewalk). West side from Grantline Road to 11th Street (approximately 35' from curb)
2. Median strip from I-205 and 11th Street
3. West side from Pescadero south to end of California Esprit subdivision
4. East side from Pescadero Av north 165 ft

B. Pescadero Avenue

1. North side from Mac Arthur east to the end of the Outlet Center, curb to sidewalk and median strip
2. Adjacent to Yellow Freight from redwood header to sidewalk

APPENDIX B – IMPROVEMENT AREAS AND DESCRIPTIONS

ZONE 10 (Continued)
<p>3. South side adjacent to Market Wholesale from face of curb approximately 30 feet</p> <p>4. South side adjacent to California Esprit from MacArthur west to end of soundwall</p> <p>5. South side from MacArthur east to Mc Lane Food Services</p> <p>C. Grantline Road</p> <p>1. North side from MacArthur Drive east to City limits, including median strip</p> <p>2. South side east of Channelway to Sky Lark (groundcover area only).</p>
ZONE 11
<p>No Activity</p>
ZONE 12
<p>Zone 12 - Located northwest of I-205 which includes the existing arterial landscaping along the right-of-way on Naglee and Grantline Rd.</p>
<p>I. Existing Arterial Landscaping in Zone 12</p> <p>A. Naglee Road</p> <ul style="list-style-type: none"> 1. From Grantline Road to Auto Plaza Drive median & 5 ft. strip between curb and sidewalk on eastside 2. West side from Pavilion parkway to Robertson Drive , turf curb strip only <p>B. Auto Plaza Dr</p> <ul style="list-style-type: none"> 1. South side curb face to wooden mow band from Naglee Rd east to the deadend <p>C. Robertson Drive</p> <ul style="list-style-type: none"> 1. Both sides of street curb face to sidewalk from Naglee Rd west to Pavillion Parkway <p>D. Grantline Road</p> <ul style="list-style-type: none"> 1. South side from 2850 W. Grant Line Rd, west to 3292 W. Grant Line Rd 2. North side from west driveway of Chevron at 2615 W. Grant Line Rd, west to the west edge of property at 2785 W Grant Line Rd <p>E. Pavillion Parkway</p> <ul style="list-style-type: none"> 1. Both sides of street curb face to sidewalk from Naglee Rd to Power Rd 2. Median from Naglee Rd west to Power Rd
ZONE 13
<p>Zone 13 - Located southwest of I-205 with 11th Street bordering on the south, Lammers Road bordering on the west, and Byron Rd. on the North</p>
<p>I. Existing Arterial Landscaping in Zone 13</p> <p>A. Fabian Road</p> <ul style="list-style-type: none"> 1. North side from edge of soundwall east of Montgomery Ln west to Lammers Rd. 2. Both sides and median on Montgomery Ln from King Loop to Fabian Rd. <p>B. Lammers Road</p> <ul style="list-style-type: none"> 1. East side from Fabian Road north to Feteira Way

APPENDIX B – IMPROVEMENT AREAS AND DESCRIPTIONS

ZONE 13 (Continued)

II. Existing Subdivision Landscaping in Zone 13

A. Westgate

1. Entryway at Westgate Drive which includes north and south sides, east to Antonio Loop
2. Entryway from Feteira Way to Glazzy Lane, both sides, from Lammers Road, east to Glazzy
3. Median on Souza Way, from Thelma Loop to Antonio Loop

III. Existing Park Maintenance in Zone 13

A. Souza Park

1. Souza Park South - On Antonio Loop between Souza Way and Ann Marie Way
2. Souza Park North - On Thelma Loop between Milton Jenson Ct. and Michael Dr.

ZONE 14

Zone 14 - Bounded on the west by Lammers Road, and on the east by Corral Hollow Road south to Schulte Road and the Railroad tracks.

I. Existing Arterial Landscaping in Zone 14

A. Corral Hollow Road

1. West side 234 feet north of Tracey Jean Way and 208 feet south of Tracey Jean Way. Including walk path between Corral Hollow Rd and Tracey Jean Ct.

II. Existing Subdivision Landscaping in Zone 14

A. Gabriel Estates

- 1. Entryway at Tracey Jean Way including median strip

III. Existing Park Maintenance in Zone 14

- 1. Joan Sparks Park located on Carol Ann Dr.
- 2. Chandeyne Kingsley Park Located on Robert Gabriel Dr.

ZONE 15

Zone 15 - Located in the southwest section of Tracy bordered by Tracy Blvd., Linne Road, and Corral Hollow.

I. Existing Arterial Landscaping in Zone 15

A. Tracy Blvd.

- 1. West side from Edgewood approx. 700' north of Whispering Wind south to end of soundwall

B. Whispering Wind

- 1. Both sides including medians from Tracy Blvd. west to English Oak Lane

C. Applebrook Lane

- 1. East and west sides including median from Whispering Wind south approx. 75'

D. English Oak Lane

- 1. East side from Whispering Wind north approx. 80'

E. Windsong Drive

- 1. Both sides including median from Tracy Blvd. west approx. 370'

F. Corral Hollow

- 1. East side from 75 ft. north of Peony Dr. heading south to RR tracks

APPENDIX B – IMPROVEMENT AREAS AND DESCRIPTIONS

ZONE 15 (Continued)

II. Existing Subdivision Landscaping in Zone 15

A. Edgewood VI

1. Entryway at Peony Drive, both sides, including median strip from Corral Hollow, East to Maison Court
2. Entryway at Middlefield Drive, both sides, including median strip from Corral Hollow, East to Whispering Wind Drive

III. Existing Park Maintenance in Zone 15

1. William Adams Park - located on Edgewood Terrace Drive
2. Don Cose Park located on Whirlway Ln.
3. Bill Schwatz Park located on Peony Drive

ZONE 16

Zone 16 - Bordered on the North by Byron Rd., on the south by 11th St., on the west by Palomar Dr., and on the east by Mamie Anderson

I. Existing Subdivision Landscaping in Zone 16

A. Crossroads Dr.

1. Crossroads Dr. east and west side from 11th St. to Tolbert Dr.

II. Existing Park Maintenance in Zone 16

A. Dan Busch Park

1. Dan Busch Park - located on the north east corner of Crossroads Dr. and Tolbert Dr.

ZONE 17

Zone 17 - Includes all areas east of Tracy Blvd. between the SPRR tracks on the north and 100 feet north of Deerwood Lane on the south

I. Existing Arterial Landscaping in Zone 17

A. Tracy Blvd.

1. East side from Valpico Rd. north to end of shopping center
On site landscape contractor maintains the 5,150 sq ft of shrubs and 800 sq ft of turf
2. East side from Valpico Rd. south to end of shopping center

B. Central Avenue

- West side from Schulte Rd. south to Ferdinand St. and the east side from Schulte Rd. south to Deerwood
1. Ln
 2. West side from Schulte Road north to Country Ct. including ground cover in front of fence on Mt. Oso

C. Schulte Road

1. North side from Tracy Blvd. east to Cemetery
2. Medians from east of Tracy Blvd. to Gianelli
3. South side from Central Avenue to 300 feet east of Independence Drive

APPENDIX B – IMPROVEMENT AREAS AND DESCRIPTIONS

ZONE 17 (Continued)

D. MacArthur Blvd.

1. West side from Krider Ct. south to the north edge of Cemetery

E. Third Street

1. North side from Jaeger to Tudor

F. Leamon Street

1. Parkway (California Cameo Park) on south side from MacArthur west to Third Street and Jaeger Street

G. Mt. Diablo

1. South side (est. 1000 sq ft) and median island from MacArthur west to Third Street

H. Valpico BLVD

1. South side from Tracy Blvd. heading east to end of landscape
2. North side from Tracy Blvd. heading east to end of landscape
On site landscape contractor maintains the 4,906sq ft of shrubs

II. Existing Subdivision Landscaping in Zone 17

A. Meadow Glen

1. Entryways at Edenvale and Schulte Rd.
2. Parkway from Cedar Mountain Drive to San Simeon Way

B. Victoria Park I

- 1. Entryway at Gianelli and median. South side of Schulte Rd.
- 2. Cul-de-sacs at Elizabeth Ct., Henry Ct., and Edward Ct.

C. Victoria Park II (American Classics)

- 1. Cul-de-sacs at James Court and Mary Court

D. Victoria Park III (Traditions)

- 1. Cul-de-sacs at Elysan, Lavender, and Primrose Courts, and entrance at Junior Harrington north side 100' east

E. California Collections

- 1. Entryways at MacArthur Drive and Wagtail
- 2. Cul-de-sac at Krider Court

F. California Renaissance

- 1. Entryway median island at Third Street
- 2. Entryway at Hotchkiss Street and median
- 3. Cul-de-sac at Sir Lancelot

G. California Cameo

- 1. Entryway median at Leamon
- 2. Cul-de-sac at Versailles Court
- 3. Cul-de-sac at Czerny Street

APPENDIX B – IMPROVEMENT AREAS AND DESCRIPTIONS

ZONE 17 (Continued)

III. Existing Park Maintenance in Zone 17

A. Meadow Glen

- 1. Florence Stevens Park at Tassajero Court

B. Victoria Park

- 1. Sullivan Park on Victoria St.

C. California Collections

- 1. Huck Park on Wagtail Dr.

ZONE 18

Zone 18 - Bounded on the north by Valpico Road, on the east by MacArthur Drive, and on the south by Linne Road.

I. Existing Arterial Landscaping in Zone 18

A. Glenbriar Estates

- 1. Valpico Road - South side from MacArthur west to end of soundwall
- 2. South side from Pebblebrook Drive west to end of soundwall (approx. 600')(Pebblebrook Estates)

B. MacArthur Blvd. - Glenbriar Estates

- 1. West side from Valpico south to end of landscape, approximately 290 feet south of Fair Oaks Road
- 2. West side from Glenbrook Dr south 237 ft to end of landscape
- 3. West side from Glenbrook Dr north 220 ft to end of landscape

C. Glenbrook Dr - Glenbriar Estates

- 1. From MacArthur Blvd west 151 ft both sides and median

II. Existing Subdivision Landscaping in Zone 18

A. Glenbriar Estates

- 1. Glenbriar Dr. from Valpico south to Glenbriar Circle, both sides, including median

B. Pebblebrook Estates

- 1. Entryway at Pebblebrook Drive including median

C. Pebblebrook Estates

- 1. Cul-de-sac at Pebblebrook Court

ZONE 19

Zone 19 - Located north of the UPRR tracks, south of Valpico Road, east of Tracy Blvd, and West of Glenbriar Estates

I. Existing Arterial Landscaping in Zone 19

A. Tracy Blvd

- 1. East side including median from Valpico south to UPRR tracks, Whispering Winds, Regency and Brookview

II. Existing Park Maintenance

A. William Kendal Lowes

- 1. William Kendal Lowes Park
- 2. No mow area to be mowed 3 times a year

APPENDIX B – IMPROVEMENT AREAS AND DESCRIPTIONS

ZONE 19 (Continued)

III. Existing Subdivision Landscaping in Zone 19

A. Regis Dr.

- 1. West side from Whispering Wind Dr. south to Dietrick Ave.
- 2. From Regis east to 418' east of Reids Way
- 3. From Whispering Wind Dr north to Arezzo Way then east on Arezzo Way to Escatta Ave

B. Brookview Dr.

- 1. From Perennial Pl. east to Glenhaven Dr. north side
- 2. From Regis Dr. east to to Glenhaven Dr. south side

ZONE 20

Zone 20 - (Larkspur Estates) located generally south of Montclair Lane, west of MacArthur Drive, north of Valpico Road

I. Existing Arterial Landscaping in Zone 20

A. MacArthur Blvd

- 1. West side from DeBord Dr. north 415ft to end of sound wall and south from DeBord Dr. 213ft to end of sound wall
- 2. Median on DeBord Dr.

II. Existing Park Maintenance in Zone 20

A. Stalsberg Drive

- 1. Clyde Abbott Park located on the south dead end of Stalsberg Dr.

ZONE 21

Zone 21 - (Huntington Park) generally located between Byron Rd. south to Fabian Rd. and Gentry Ln. east to Jones Ln.

I. Existing Subdivision Landscaping in Zone 21

A. Huntington Park

- 1. Entryway on Montgomery Ln. - both sides from Fabian Rd. north to King Loop including median.
- 2. Entryway on Lankershire Dr. - both sides from Byron Rd. south to Kennsington Ct. including median
- 3. Cul-de-sac on Kennsington Ct.
- 4. Byron Rd. south side- from Lankershire Dr. west 243ft to end of sound wall and east from Lankershire Dr. 554ft to end of soundwall
- 5. Entry at Byron Road 100' to Ogden Sannazor east and west side of path way

II. Existing Mini Park Maintenance in Zone 21

- 1. Richard Hastie Park on Huntington Park Dr.

APPENDIX B – IMPROVEMENT AREAS AND DESCRIPTIONS

ZONE 22
<p>Zone 22 - Generally located between Corral Hollow Rd. east to Egret Dr. and from Persimmon Way south to Starflower Dr. on the west half and Dove Dr. on the east half</p>
<p>I. Existing Arterial Landscaping in Zone 22</p> <p>A. Corral Hollow</p> <ul style="list-style-type: none"> 1. East side from Starflower Drive, north to end of soundwall
<p>II. Existing Subdivision Landscaping in Zone 22</p> <p>A. Parkview (Muirfield 7)</p> <ul style="list-style-type: none"> 1. Persimmon Way - north side along soundwall from Geranium, west to Corral Hollow 2. Lotus Way - west side along soundwall from Starflower, north to Petunia 3. Starflower - north side along soundwall from Corral Hollow, east to Lotus Way (including median)
ZONE 23
<p>Zone 23- Starflower Dr south to Kagehiro Dr between Corral Hollow Rd and Talley Park</p>
<p>I. Existing Arterial Landscaping in Zone 23</p> <p>A. Corral Hollow</p> <ul style="list-style-type: none"> 1. From Starflower south to Kagehiro Dr <p>B. Starflower Dr</p> <ul style="list-style-type: none"> 1. From Corral Hollow Rd south side to Lotus Way <p>C. Kagehiro Dr</p> <ul style="list-style-type: none"> 1. From Corral Hollow Rd east to Lotus Way
ZONE 24
<p>Zone 24 - (Eastlake) located south of 26102 S. MacArthur Drive, north of Valpico Road and East of MacArthur Drive</p>
<p>I. Existing Park Maintenance in Zone 24</p> <p>A. Tiago Park</p> <ul style="list-style-type: none"> 1. Located on Eastlake Circle between Crater Pl. and McKenna Ct.
ZONE 25
<p>No Activity</p>

APPENDIX B – IMPROVEMENT AREAS AND DESCRIPTIONS

ZONE 26	
Zone 26 - Located generally west of Corral Hollow Road, east of Lammers Road, north of Zone 14 and south of west 11th St.	
<p>I. Existing Arterial Landscaping in Zone 26</p> <p>A. Corral Hollow</p> <ol style="list-style-type: none"> 1. 60' north of Cypress to end of soundwall south (approx. 240') 2. North side 31' north of Cypress <p>B. Sterling Park II</p> <ol style="list-style-type: none"> 1. From San Marcos Subdivision at Tennis Lane, 290 feet north to Sterling Park Subdivision 2. Tennis Lane west of Corral Hollow center median and south side <p>C. Krohn Road</p> <ol style="list-style-type: none"> 1. South side from Corral Hollow west to end of landscape <p>II. Existing Subdivision Landscaping in Zone 26</p> <p>A. Sterling Park</p> <ol style="list-style-type: none"> 1. Cypress - north and south side including median 2. Banff - east and west side including median <p>B. San Marcos</p> <ol style="list-style-type: none"> 1. Schulte - north and south side including median <ol style="list-style-type: none"> A. Babcock entryway and median B. Cabana entryway and median 2. Schulte - north 922 feet to Tennis Lane 3. Schulte - south to Golden Leaf <p>III. Existing Park Maintenance in Zone 26</p> <ol style="list-style-type: none"> 1. Verner Hanson - Jill Drive and Brittany 2. Marlow Brothers - Adaire Ln and Golden Leaf Ln. 3. John Erb Park - Barcelona Dr. and Cypress Dr. 	
ZONE 27	
Zone 27- Generally located west of Zone 26; South of Zone 28; North of Zones 25 and 14; approximately 1 mile east of Lammers Road"	
<p>South Gate</p> <ol style="list-style-type: none"> 1. Schulte Rd - east from Mabel Josephine to end of landscape 2. Mabel Josephine - south from Schulte Rd to Patrick McCaffrey 3. Schulte Rd - median east from Mabel Josephine to Barcelona 	

APPENDIX B – IMPROVEMENT AREAS AND DESCRIPTIONS

ZONE 28

Zone 28 - Generally located south of West 11th Street, west of Zone 26, north of Zone 27 and east of Lammers Road

I. Existing Subdivision Landscaping in Zone 28

A. Crossroads Dr.

- 1. From 11th St. heading south on west side to the dead end of Crossroads Dr. curb to soundwall, curb to
- 2. From 11th St. heading south on the east side to the dead end of Crossroads Dr.
- 3. Median from 11th St. heading south to the dead end of Crossroads
- 4. Cranston Ct.
- 5. Wyman Ct.
- 6. Bennet Ct.
- 7. Marshal Ct.

B. Jefferson Pkwy.

- 1. 11th St. heading south to Safford Ln.
- 2. Median from 11th St. heading south to Safford Ln.

Zone 29

Zone 29 - Generally located south of Schulte Road, north of Valpico Road, west of Chrisman Road, and east of Zone 24

I. Existing Arterial Landscaping in Zone 29

A. Valpico Road

- 1. North side of Valpico Rd. from Chrisman Rd. heading west 1,018 ft to the end of the soundwall
- 2. North side from Elissagaray Dr. heading west 145 ft.
- 3. North side starting 440 ft west of Elissagaray Dr. at soundwall heading 238 ft west to end of soundwall

B. Chrisman Road

- 1. West side from Valpico Rd. heading north 960 ft. past Elissagaray Dr.

II. Existing Subdivision Landscaping in Zone 29

A. Elissagaray Drive

- 1. East side from Valpico Rd. to Rodger Dr.
- 2. East side from Rodger Dr. heading north east to Chrisman Rd.
Includes Amatchi Dr. entrances east and west side
- 3. West side from Rodger Dr. heading north to Dominique Dr.
- 4. North side from Aldacourrou St. heading east to Chrisman Rd.

B. Dominique Dr.

- 1. South side from Elissagaray Dr. heading west 525 ft past Basque Dr.

APPENDIX B – IMPROVEMENT AREAS AND DESCRIPTIONS

ZONE 29 (Continued)
<p>C. Mount Pellier St</p> <ul style="list-style-type: none"> 1. West side from 125 ft. south of Montauban St. heading south 225 feet to end of fence at 2203 Mt. Pellier St. <p>III. Existing Subdivision Court Landscaping in Zone 29</p> <p>A. Baigorry Court</p> <ul style="list-style-type: none"> 1. East side from 130 ft. south of Rodger Dr. starting at soundwall 210 ft. to end of soundwall <p>IV. Existing Park Maintenance in Zone 29</p> <ul style="list-style-type: none"> 1. Robert Kellogg Park-Located on Elissagary St.
ZONE 30
Zone 30 - Is the Yosemite Vista Housing Development located on South MacArthur Drive
<p>I. Existing Arterial Landscaping in Zone 30</p> <p>A. South MacArthur Drive</p> <ul style="list-style-type: none"> 1. From Yosemite Dr. heading north to end of sound wall 2. From Yosemite Dr. heading south to Jesse J. Martinez Dr. 3. From Jesse J. Martinez Dr. heading south to the end of landscape <p>B. Yosemite Drive</p> <ul style="list-style-type: none"> 1. Median island from South MacArthur Drive east approx 100' <p>II. Existing Park Maintenance in Zone 30</p> <p>A. Sentinel Drive</p> <ul style="list-style-type: none"> 1. Jim Raymond Park
ZONE 31
No Activity
ZONE 32
No Activity
ZONE 33
Zone 33 - Generally located south of I-205, north of the Southern Pacific Railroad tracks and east of Chrisman Road
<p>I. Existing Median Landscaping in Zone 33</p> <p>A. Grantline Rd</p> <ul style="list-style-type: none"> 1. From Best Buy warehouse east to Skylark Way
ZONE 34
Zone 34 - The triangle area located south of the Southern Pacific Railroad tracks, north of West 11th Street and east of Corral Hollow Rd.
<p>I. Existing Arterial Landscaping in Zone 34</p> <p>A. Corral Hollow</p> <ul style="list-style-type: none"> 1. East side Corral Hollow Rd. from 11th St., north to RR tracks at Byron Rd. <p>B. 11th Street</p> <ul style="list-style-type: none"> 1. From RR tracks east of Alden Glen heading west to Corral Hollow Rd. north side from sidewalk to mow strip

APPENDIX B – IMPROVEMENT AREAS AND DESCRIPTIONS

ZONE 35
Zone 35 - East side of Tracy Blvd. between Centre Court Drive and Tennis Lane
<p>I. Existing Arterial Landscaping in Zone 35</p> <p>A. Tracy Blvd.</p> <ul style="list-style-type: none"> 1. East side from BSC heading south 375 ft past Tennis Ln. <p>II. Existing Subdivision Landscaping in Zone 35</p> <p>A. Ryland Junction</p> <ul style="list-style-type: none"> 1. Entryway at Tracy Blvd. And Tennis Lane, including median 2. Entryway at Tracy Blvd. And Centre Court, including median 3. Rockingham Court cul-de-sacs <p>III. Existing Park Maintenance in Zone 35</p> <p>A. Fisher Park</p> <ul style="list-style-type: none"> 1. Fisher Park on Tracy Blvd. between Tennis Ln. and Center Court Dr.
ZONE 36
No Activity
Zone 37
No Activity
ZONE 38
Zone 38 - This zone is split into 4 different areas within the City of Tracy LMD
<p>I. Existing Arterial Landscaping in the 11th Street corridor</p> <p>A. 11th Street</p> <ul style="list-style-type: none"> 1. North side of 11th St. from Belconte Dr. west to Lammers road 2. North side of 11th St. from Corral Hollow Rd. west to Belconte Dr. from curb to sidewalk 3. North side of 11th St. from RR tracks east of Alden Glen Dr. west to Corral Hollow Rd. from curb to sidewalk 4. South side of 11th St. from Corral Hollow Rd. west to end of landscape west of Jefferson Dr. curb to sidewalk 5. South side of 11th St. from RR tracks east of Alden Glen Dr. west to Corral Hollow Rd. curb to sidewalk 6. Median on 11th St. from the RR tracks east of Alden Glen Dr. heading west to Lammers road

APPENDIX B – IMPROVEMENT AREAS AND DESCRIPTIONS

ZONE 38 (Continued)
<p>II. Existing Arterial Landscaping on Grantline Road</p> <p>A. Grantline Road</p> <ul style="list-style-type: none"> 1. South side from 1820 W. Grantline Rd. east to Lincoln Blvd. 2. Corral Hollow west side From Grantline Rd north I -205 <p>III. Existing Arterial Landscaping on Valpico Road</p> <p>A. Valpico Town Center</p> <ul style="list-style-type: none"> 1. North side of Valpico Rd. from Glendbriar Dr. heading east to MacArthur Dr. <p>IV. Existing Landscaping at and around the Tracy Transit Station on 6th St.</p> <p>A. Transit Station located on SE corner of Central Ave and 6th Street</p> <ul style="list-style-type: none"> 1. Plaza area in the middle of 6th Street from Central to D Street 2. Traffic circle at intersection of 6th Street and Central Ave 3. Traffic circle at intersection of 6th Street and D Street 4. All on site landscape around building and parking lot
ZONE 39 - Channelway
ZONE 39 - Channelway Located in Zone 1
Existing Channelway and Arterial Landscaping in Zone 1
<p>A. Central Avenue</p> <ul style="list-style-type: none"> 1. From Silkwood Lane, west to Tracy Blvd., (the channelway in front of Sycamore Village apartments) 2. Central ave channel along the edge of the eastside of the Sycamore village apartments) <p>B. Transit Corridor (Bike path to face of curb)</p>
ZONE 39 - Channelway Located in Zone 3
Channelway Landscape Maintenance from edge of property to bike path
<p>A. Arterial/channelway (east side) from Grantline Road north to I-205 freeway right-of-way approximately 1600 +/- linear feet</p> <p>B. Orchard Parkway channelway</p> <ul style="list-style-type: none"> 1. Orchard Parkway westside from Lowell ave to Grantline <p>C. Vivan Ln / Rita Way Channelway</p> <ul style="list-style-type: none"> 1. From south end of Vivan Ln heading north past Rita Way to Lowell Ave. <p>D. Lowell Channelway</p> <ul style="list-style-type: none"> 1. Northside of Lowell to Orchard parkway <p>E. East side from Grantline north to 1-205 (No Mow) Weed down as needed</p>

APPENDIX B – IMPROVEMENT AREAS AND DESCRIPTIONS

ZONE 39, Channelway Located in Zone 3 (Continued)

F. Transit Corridor (Bike path to face of curb)

- ▼ 1. East side of Corral Hollow from Grantline to I -205
- ▼ 2. Orchard Parkway
- ▼ 3. Orchard Parkway west side from Lowell ave to Grantline
- ▼ 4. Vivian Lane /Rita way
From Rail road tracks south of Vivian Ln north Lowell Ave
- ▼ 5. Lowell Ave
Northside of Lowell west to Orchard parkway

ZONE 39 - Channelway Located in Zone 7

Channelway Landscape Maintenance from edge of property to bike path

A. Cypress Dr. north side from Corral Hollow to Lauriana Lane

B. Lauriana Lane east side from Cypress Dr. to Schulte Rd

C. Schulte Road north side from Lauriana Lane east to the RR tracks

D. Transit corridor (Bike path to face of curb)

- ▼ 1. Starting at the railroad tracks on Schulte west of Sycamore parkway heading west to Lauriana then on Lauriana then west on Cypress to Corral Hollow

ZONE 39 - Channelway Located in Zone 9

Channelway Landscape Maintenance from edge of property to bike path

A. Schulte Road north side

- ▼ 1. Channelway from RR tracks to Sycamore Parkway

B. Sycamore Parkway east side

- ▼ 1. Channelway from Schulte Road south to Windham Drive

C. Central Avenue south side.

- ▼ 1. Channelway from Tracy Blvd. to Sycamore Parkway

D. Windham Drive

- ▼ 1. Channel Way on eastside south from Sycamore Parkway to Cherry Blossom

E. Transit Corridor (bike path to face of curb)

- ▼ 1. Sycamore Parkway
 - A. From Cherry Blossom north to Sycamore parkway on the eastside north to Schulte road then west to railroad tracks
- ▼ 2. Central Ave
 - A. Central Ave from Tracy Blvd west to Sycamore Parkway
- ▼ 3. Northside of Schulte from Sycamore Parkway west to Lauriana

APPENDIX B – IMPROVEMENT AREAS AND DESCRIPTIONS

ZONE 39 - Channelway Located in Zone 10

Existing Channelway Landscape Maintenance in Zone 10

A. MacArthur Drive

- ▶ 1. Landscaped Channelway east side from 11th St. overpass north to driveway at 2020 MacArthur edge of property to bike path
- ▶ 2. Non-landscaped channel area east side from driveway at 2020 MacArthur Drive to Grantline Rd. north to Pescadero Rd.
- ▶ 3. I-205 west to Railroad Tracks, west of MacArthur

B. Pescadero Ave

- ▶ 1. Starting from the east driveway of the Outlet Mall heading east 835 ft. to the curve then head north 975 ft. to the curve then head west 2080 ft. ending at MacArthur Dr.
- ▶ 2. Starting from south side of Pescadero Ave from the east driveway of the Outlet Mall heading south 2550 ft to Grantline Rd. Channelway is approximately 50 ft wide
- ▶ 3. Starting on the east edge of the property at 800 E. Grantline Rd. heading south 485 ft. then picking back up on south side of RR tracks and heading south 950 ft to MacArthur Dr. Channelway is approximately 50 ft

C. Transit Corridor (Bike path to face of curb)

- ▶ 1. Mac Arthur Dr
 - A. Eastside from 11th street over pass north to 1820 Mac Arthur

ZONE 39 - Channelway Located in Zone 12

Existing Channelway Landscape Maintenance in Zone 12

- ##### A. Naglee Detention Basin around fence line and, inside of fence line to bottom of berm.

 - ▶ 1. Entrance on Naglee Rd north west side of Auto Plaza Drive

Park and Ride Lot Zone 12

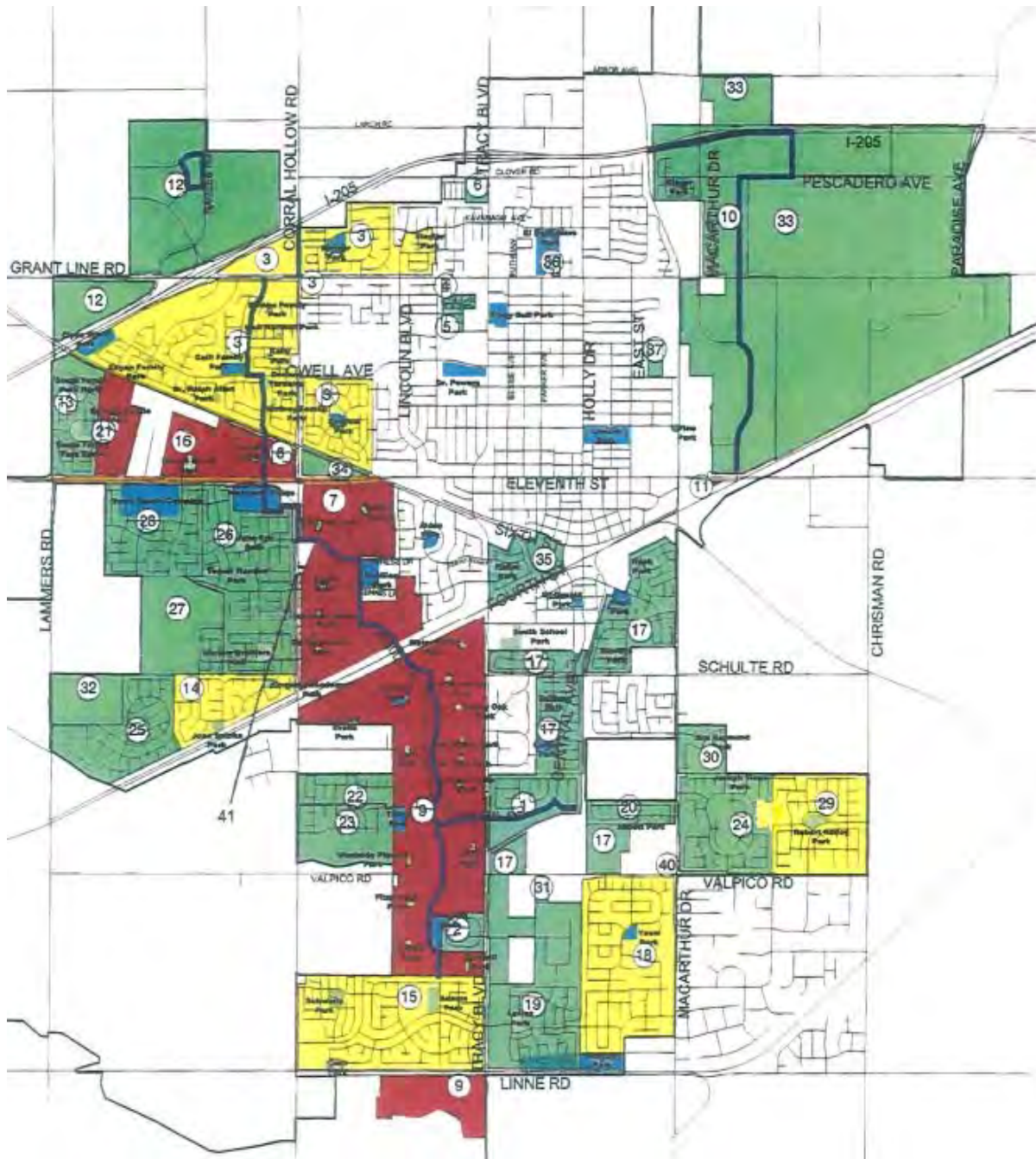
Transit Corridor Park and Ride (S)

APPENDIX B – IMPROVEMENT AREAS AND DESCRIPTIONS

ZONE 39 - Channelway Located in Zone 26
Channelway Landscape Maintenance from edge of property to bike path
<p>A. Corral Hollow Road west side from Cypress Dr. north to Krohn Road</p> <p>B. End of channelway from Krohn Road 300 ft. west to DB-V Detention Basin</p> <p>C. Plescencia Fields Channelway (General Fund Channelway)</p> <ul style="list-style-type: none"> 1. North of Cypress Drive towards Eleventh Street then east to end of channelway <p>D. Transit Corridor (bike path to face of curb)</p> <ul style="list-style-type: none"> 1. Westside of Corral Hollow From Cypress north to Khron Rd.
ZONE 40
Zone 40 - Located at the northwest corner of Valpico Road and MacArthur Drive
<p>I. Existing Arterial Landscaping in Zone 40</p> <p>A. Rite Aid</p> <ul style="list-style-type: none"> 1. Valpico Rd. north side from MacArthur Rd. heading west 370 ft to second driveway 2. MacArthur Rd. west side from Valpico Rd. heading north 135 ft.
ZONE 41
Zone 41 - East side of Corral Hollow, north of Tennis Lane, south of Cypress Drive
<p>I. Existing Arterial Landscaping in Zone 41</p> <p>A. Corral Hollow Rd. Public Right-of-Way</p> <ul style="list-style-type: none"> 1. East side of Corral Hollow Rd., fronting 350 N. Corral Hollow Rd. starting from 258 ft. north of Cypress Dr. heading north 375 ft. to end of landscape
Note
<p>The following cyclical maintenance programs directly benefit the Zones indicated below:</p> <p>Streetscape Revitalization: Zones 1-13, 16-22, 23, 24, 26-30, 33-37, 39-41</p> <p>Arterial Street Tree Maintenance: Zones 6-10, 13, 15-26, 28-30</p> <p>Park Rehabilitation and Renovation: Zones 3,7-9,13-17, 19-21,24,26, 29, 30, 35</p>

APPENDIX C – ZONE DESIGNATIONS

City of Tracy Consolidated Landscape Maintenance District



APPENDIX D – 2015/2016 ASSESSMENT ROLL

The proposed assessment amounts for fiscal year 2015/2016 for the District are sent under separate cover and hereby referenced to this report. Parcel identification, for each lot or parcel within the District shall be the Assessor Parcel Numbers as shown on the San Joaquin County Assessor's map for the year in which this Report is prepared.

The listing of parcels and the amount of assessment to be levied shall be submitted to the County Auditor/Controller and included on the property tax roll for each parcel in fiscal year 2015/2016.

If any parcel submitted for assessment is identified by the County Auditor/Controller to be an invalid parcel number for the current fiscal year, a corrected parcel number and/or new parcel numbers will be identified and resubmitted to the County Auditor/Controller. The assessment amount to be levied and collected for the resubmitted parcel or parcels shall be based on the method of apportionment and assessment rate approved in this Report. Therefore, if a single parcel has changed to multiple parcels, the assessment amount applied to each of the new parcels shall be recalculated and applied according to the approved method of apportionment and assessment rate rather than a proportionate share of the original assessment.

RESOLUTION _____

INITIATING PROCEEDINGS FOR THE ANNUAL LEVY AND COLLECTION OF ASSESSMENTS FOR THE TRACY CONSOLIDATED LANDSCAPE MAINTENANCE DISTRICT, FISCAL YEAR 2015/2016, PURSUANT TO THE PROVISIONS OF PART 2 OF DIVISION 15 OF THE CALIFORNIA STREETS AND HIGHWAYS CODE

WHEREAS, The City Council through previous resolutions has established and levied annual assessments for the Tracy Consolidated Landscape Maintenance District (hereinafter referred to as the "District"), pursuant to the provisions of the *Landscaping and Lighting Act of 1972, Part 2, Division 15* of the California Streets and Highways Code (commencing with *Section 22500*) (hereinafter referred to as the "Act") that provides for the collection of assessments by the County of San Joaquin on behalf of the City of Tracy to pay the maintenance and services of improvements and facilities related thereto, and

WHEREAS, The City Council desires to initiate proceedings for the levy and collection of annual assessments against lots and parcels of land within the various Zones of the District in Fiscal Year 2015/2016 for the landscape improvements and services that will provide benefit to the properties within the District pursuant to the provisions of the Act, and

WHEREAS, The City has retained Willdan Financial Services (hereinafter referred to as the "Engineer"), for the purpose of assisting with the annual levy of the District, including the preparation and filing of the Engineer's Report with the City Clerk in accordance with the Act;

NOW, THEREFORE, BE IT RESOLVED, That the City Council hereby resolves as follows:

1. The above recitals are true and correct.
2. Engineer's Report: The City Council hereby orders the Engineer to prepare and file with the City Clerk an Engineer's Report concerning the District improvements and services and the proposed levy of assessments for the fiscal year commencing July 1, 2015 and ending June 30, 2016, in accordance with *Chapter 3 Section 22623* of the Act. Said Engineer's Report shall contain a description of the improvements and services, an estimate of the costs financed by the levy of the assessments, the properties benefiting from the improvements, the method of apportioning the assessments, and any substantial changes to the existing improvements.
3. Proposed Improvements: The District improvements and services include, but are not limited to, the maintenance, operation and incidental expenses related to: street trees; turf; ground cover and shrubs; irrigation and electrical systems; monuments; fountains; hardscape improvements; masonry walls and other fencing, and all necessary appurtenances and services connected with the landscaped channelways, medians, parkways, entryways, parks and public easements and facilities designated and maintained as part of the District improvements. No substantial changes in the improvements or services are proposed for fiscal year 2015/2016 other than to services levels as they correspond to each Zone's funding availability or for the addition of planned improvement areas that were anticipated as part of on going development within specific zones. The Engineer's Report for fiscal year 2015/2016

shall provide a more detailed description of the improvements and services provided by the District and by reference this Report shall describe any substantial changes or expansion of the improvements for which properties are assessed.

4. Assessments: The City Council hereby determines that to provide the improvements generally described in section 3 of this resolution and to be detailed in the Engineer's Report, it is necessary to levy and collect assessments against lots and parcels within the District for fiscal year 2015/2016 and said assessments shall be outlined and described in the Engineer's Report and imposed pursuant to the provisions of the Act and the California Constitution Article XIID

* * * * *

The foregoing Resolution _____ was adopted by the City Council of the City of Tracy on the 7th day of July, 2015, by the following vote:

AYES: COUNCIL MEMBERS:
NOES: COUNCIL MEMBERS:
ABSENT: COUNCIL MEMBERS:
ABSTAIN: COUNCIL MEMBERS:

MAYOR

ATTEST:

CITY CLERK

RESOLUTION _____

PRELIMINARILY APPROVING THE ENGINEER'S REPORT REGARDING THE PROPOSED LEVY AND COLLECTION OF ASSESSMENTS FOR THE TRACY CONSOLIDATED LANDSCAPE MAINTENANCE DISTRICT, FISCAL YEAR 2015/2016, PURSUANT TO THE PROVISIONS OF THE LANDSCAPING AND LIGHTING ACT OF 1972

WHEREAS, The City Council pursuant to provisions of the *Landscaping and Lighting Act of 1972 (commencing with Section 22500) Part 2, Division 15 of the California Streets and Highways Code* (hereinafter referred to as the "Act") did by previous Resolution, order the preparation of the fiscal year 2015/2016 Engineer's Report for the Tracy Consolidated Landscape Maintenance District (hereinafter referred to as the "District"), and

WHEREAS, The City Council pursuant to provisions of the Act proposes to levy and collect assessments against lots and parcels of land within the various Zones of the District for the fiscal year 2015/2016, to pay the maintenance, servicing and operation of the improvements related thereto, and

WHEREAS, Willdan Financial Services (The designated Assessment Engineer) in accordance with *Section 22623* of the Act, has prepared and filed with the City Clerk an Engineer's Report for fiscal 2015/2016 and said report has been presented to the City Council and is incorporated herein by reference, and

WHEREAS, This City Council has examined and reviewed the Engineer's Report as presented, and is preliminarily satisfied with the description of the District, the Zones and improvements identified therein, each of the budget items and documents as set forth, and is satisfied that the proposed assessments have been spread proportionately in accordance with the special benefit each property receives from the improvements, operation, maintenance and services to be performed, as set forth in said Engineer's Report or as modified by Council action and incorporated herein;

NOW, THEREFORE, BE IT RESOLVED, That the City Council does hereby resolve as follows:

1. The above recitals are true and correct.
2. Contents of Engineer's Report: The Engineer's Report as presented, consists of the following:
 - a. A sufficient description of the territory and properties within the District, the Zones therein and the improvements and services to be provided.
 - b. The Annual Budgets associated with the various improvements and services provided by the District (An estimate of the costs and expenses required for the operation and maintenance of the improvements within the various Zones of the District).
 - c. An Assessment Rate per benefit unit and description of the Method of Apportionment sufficient to calculate the proportional special benefit assessment to be applied to each parcel for fiscal year 2015/2016 and identification of the maximum assessment rates that may be applied to properties within each Zone of the District.

- d. An assessment roll identifying the proposed levy amount for each assessed parcel within the District for fiscal year 2015/2016.
- 3. Approval of Engineer's Report: The Engineer's Report as presented is hereby preliminarily approved pursuant to *Section 22623* of the Act, and ordered to be filed in the Office of the City Clerk as a permanent record and to remain open to public inspection.

* * * * *

The foregoing Resolution _____ was passed and adopted by the City Council of the City of Tracy on the 7th day of July, 2015 by the following vote:

AYES: COUNCIL MEMBERS:
NOES: COUNCIL MEMBERS:
ABSENT: COUNCIL MEMBERS:
ABSTAIN: COUNCIL MEMBERS:

MAYOR

ATTEST:

CITY CLERK

RESOLUTION

DECLARING THE CITY'S INTENTION TO LEVY ANNUAL ASSESSMENTS FOR THE TRACY CONSOLIDATED LANDSCAPE MAINTENANCE DISTRICT, FISCAL YEAR 2015/2016, PURSUANT TO THE PROVISIONS OF THE LANDSCAPING AND LIGHTING ACT OF 1972

WHEREAS, The City Council pursuant to provisions of the *Landscaping and Lighting Act of 1972 (commencing with Section 22500) Part 2, Division 15 of the California Streets and Highways Code* (hereinafter referred to as the "Act"), did by previous Resolution, initiate proceedings for the levy and collection of assessments against lots and parcels within the Tracy Consolidated Landscape Maintenance District (hereinafter referred to as the "District") for Fiscal Year 2015/2016, and

WHEREAS, Willdan Financial Services (The Assessment Engineer for the District) has prepared and filed the District Engineer's Report for fiscal year 2015/2016 with the City Clerk pursuant to *Section 22623* of the Act, and said report has been presented to the City Council, and is incorporated herein by reference;

NOW, THEREFORE, BE IT RESOLVED, That the City Council hereby resolves as follows:

1. The above recitals are true and correct.
2. Intention: The City Council pursuant to *Section 22624* of the Act hereby declares its intention to order the District improvements and to levy and collect assessments against lots and parcels of land therein for fiscal year 2015/2016, to pay the costs and expenses of the improvements that provide special benefits to said properties. The City Council finds that the District improvements and the levy and collection of the assessments related thereto is in the best interest of the property owners.
3. Description of Improvements: The District improvements and services include but are not limited to the maintenance, operation and incidental expenses related to: street trees; turf; ground cover and shrubs; irrigation and electrical systems; monuments; fountains; hardscape improvements; masonry walls and other fencing, and all necessary appurtenances and services connected with the landscaped channelways, medians, parkways, entryways, parks and public easements and facilities designated and maintained as part of the District improvements. No substantial changes in the improvements or services are proposed for fiscal year 2015/2016 other than to services levels as they correspond to each Zone's funding availability or for the addition of planned improvement areas that were anticipated as part of on going development within specific zones. The Engineer's Report for fiscal year 2015/2016 shall provide a more detailed description of the improvements and services provided by the District and by reference this Report shall describe any substantial changes or expansion of the improvements for which properties are assessed.
4. Report: The Assessment Engineer selected by the City Council has prepared and filed with the City Clerk, and the City Clerk has presented to the City Council, an Engineer's Report in connection with the proposed improvements, the assessments, and the levy and collection of assessments against lots and parcels of land within the District for Fiscal Year 2015/2016 in accordance with *Chapter 1, Article 4* of the Act and as required by *Section 22623* of the

Act, and the City Council did by Resolution preliminarily approve said Report. Reference is hereby made to the Engineer's Report for a detailed description of improvements, the boundaries of the District consisting of thirty-nine (39) benefit Zones designated as Zones 1 through 37, and Zones 40 and 41; and the proposed assessments upon assessable lots and parcels of land within the said District and Zones.

5. Assessment: The proposed District assessments for fiscal year 2015/2016 are apportioned according to the rates and method identified in the Engineer's Report and do not exceed the maximum assessments previously authorized by the City Council and approved by property owners through protest ballot proceedings conducted in accordance with the provisions of the California Constitution Article XIID.
6. Public Hearing(s): The City Council hereby declares its intention to conduct a Public Hearing concerning the District, the improvements, and the levy of assessments and in accordance with *Section 22624 (e) and 22625* of the Act, notice is hereby given that on **Tuesday, July 21st, 2015** at 7:00 P.M., the City Council will hold a Public Hearing for the District and the levy and collection of assessments for Fiscal Year 2015/2016, or as soon thereafter as feasible. The Public Hearing will be held in the City Council chambers, located at 333 Civic Center Plaza, Tracy, at the time so fixed. At the Public Hearing, all interested persons shall be afforded the opportunity to hear and be heard.
7. Notice: The City shall give notice of the time and place of the Public Hearing to all property owners within the District by causing the publishing of this Resolution once in the local newspaper not less than ten (10) days before the date of the Public Hearing, and by posting a copy of this resolution on the official bulletin board customarily used by the City Council for the posting of notices, pursuant to Sections *22552, 22553, 22554 and 22626* of the Act. For fiscal year 2015/2016 no new or increased assessments are proposed and a mailing of a notice and ballot to the property owners is not required.
8. The City Clerk is hereby authorized and directed to give notice of such Public Hearing as provided by law.

Resolution _____
Page 3

* * * * *

The foregoing Resolution _____ was adopted by the City Council of the City of Tracy on the 7th day of July, 2015, by the following vote:

AYES: COUNCIL MEMBERS:

NOES: COUNCIL MEMBERS:

ABSENT: COUNCIL MEMBERS:

ABSTAIN: COUNCIL MEMBERS:

MAYOR

ATTEST:

CITY CLERK

July 7, 2015

AGENDA ITEM 1.C

REQUEST

AUTHORIZE AMENDMENT OF THE CITY'S CLASSIFICATION PLAN BY APPROVING REVISIONS TO THE CLASSIFICATION SPECIFICATION FOR CRIME PREVENTION SPECIALIST

EXECUTIVE SUMMARY

This report recommends revising the Police Department's Crime Prevention Specialist classification specification. A classification review of the position recommends revising the classification, including clarifying existing responsibilities and reporting structure.

DISCUSSION

The Crime Prevention Specialist position was created in 2010 to address the needs of the community specific to Crime Prevention efforts, such as coordination of neighborhood watch groups, facilitation of meetings with community members regarding crime prevention, and coordination of community events for public awareness of crime prevention. Additionally, this position was assigned oversight of the Volunteers in Police Services (VIPS) program. Over time management of the day-to-day VIPS program began to consume the majority of the Crime Prevention Specialist's day. With the Police department reorganization in 2012, it became apparent that more attention needed to be focused back on crime prevention duties.

An evaluation of the program and overall department capacity found that shifting the day-to-day oversight of the VIPS program away from the Crime Prevention Classification would allow the incumbent to re-focus efforts on community outreach and crime prevention.

The duties of managing the VIPS will be shifted to the sworn Neighborhood Resource Officers (NRO's), who are assigned under the Community Preservation Unit, alongside the Crime Prevention Specialist. The NRO's have the capacity and supervisory training to manage the VIPS unit and having the NRO's manage the day-to-day functions of the VIPS program makes sense as there is a natural nexus to their daily duties.

Classification Review Recommendation

The Human Resources Division recommends approval of the classification revisions to the Crime Prevention Specialist classification specification (attached).

STRATEGIC PLAN

This agenda item supports the City's Governance Strategy and Business Plan, and specifically implements the following goals and objectives:

Governance Strategy

Goal 1: Further develop an organization to attract, motivate, develop, and retain a high-quality, engaged, high-performing, and informed workforce.

Objective 1b: Affirm organizational values.

FISCAL IMPACT

There is no General Fund impact associated with the proposed classification revision.

RECOMMENDATION

That the City Council, by resolution, authorize the Administrative Services Director to amend the City's Classification Plan by approving the revision of the classification specification for the Crime Prevention Specialist.

Prepared by: Judy Carlos, Human Resources Analyst
Kami Ysit, Police Lieutenant

Reviewed by: Midori Lichtwardt, Human Resources Division Manager
Gary Hampton, Chief of Police

Approved by: Troy Brown, City Manager

ATTACHMENT

Exhibit A: Crime Prevention Specialist job description

City of Tracy

CRIME PREVENTION SPECIALIST

Class Title: Crime Prevention Specialist
 Department: Police
 EEO Code: 78
 FLSA Status: Non-Exempt

Class Code: 50514
 Bargaining Unit: Teamsters
 Effective Date: 08/03/2010
[Revision: XX/2015](#)

DESCRIPTION

Under general supervision, the Crime Prevention Specialist performs a variety of non-sworn office and field duties to support the Police Department's Crime Prevention Programs and strategies; areas include ~~the Volunteers in Police Service (VIPS) program~~; crime prevention programs; business and residential security inspections and building and landscape design review; performs other job related duties as assigned.

DISTINGUISHING CHARACTERISTICS

The Crime Prevention Specialist is a non-sworn classification in the Police Department with a focus on proactive crime prevention. ~~and is responsible for the Volunteers in Police Service Program including recruiting, training, and scheduling volunteers in the performance of duties in areas such as fleet management maintenance and evidence transportation.~~

The Crime Prevention Specialist also develops and implements a variety of crime prevention programs, presentations and materials for businesses and the community, and performs services such as security inspections and reviewing building and landscape designs. Duties require the ability to schedule and monitor the work of others, excellent organizational skills, independent initiative, good judgment, and the ability to manage simultaneous programs and assignments with close attention to deadlines.

The Crime Prevention Specialist is distinguished from the Community Services Officer in that the latter carries out assigned field and office law enforcement related duties in the areas of traffic control, parking enforcement, preparing and processing reports and complaints, assisting with property and evidence, and may also assist in crime prevention activities. In contrast, the Crime Prevention Specialist is responsible for developing and implementing Crime Prevention programs and educational materials for businesses and the public; ~~recruiting, training and scheduling police service volunteers~~; and tracking and managing a variety of concurrent assignments.

Supervision is received from a Police Lieutenant. ~~The Crime Prevention Specialist provides lead/technical/functional supervision in recruiting, training, scheduling and~~

~~overseeing the work of police service volunteers, but is not responsible for hiring, discipline, grievances or formal performance evaluations.~~

EXAMPLES OF IMPORTANT AND ESSENTIAL DUTIES

Duties may include, but are not limited to, the following:

~~Recruit, train, schedule and supervise Police Service Volunteers, including conducting background investigations; develop, maintain and present the Volunteers In Police Service Training Academy~~

Develop, implement and oversee a variety of crime and violence prevention programs and activities for businesses, children, the public, schools, organizations and interested individuals such as Neighborhood Watch, Business Watch, Child Safety, Citizens Academy, and Women's Safety.

Prepare, maintain, and distribute crime prevention literature and materials for programs, including flyers, brochures, visual displays, literature and bulletin boards.

Develop and make educational speeches and presentations on a variety of crime prevention topics for a variety of community and business audiences.

Conduct residential and commercial security inspections; review blueprints for building and landscape designs to determine crime prevention concerns and make recommendations.

Oversee the fleet management-maintenance in the department including scheduling and tracking vehicles and appointments, ~~and supervising volunteer staff transporting vehicles~~

Oversee the transportation of evidence from the police department to other cities, ~~assign and oversee volunteer staff transporting evidence~~

Develop or assist with special community events; may provide traffic control assistance.

Perform departmental administrative duties as required.

Perform other duties as assigned.

MINIMUM QUALIFICATIONS

Knowledge of:

Crime prevention practices methods and techniques;

Public outreach, marketing and educational program development methods;

Principles and techniques of public speaking and audience appropriate presentation design.

Methods and techniques of design for informational materials such as flyers, brochures, visual displays.

Techniques for effectively organizing and managing multiple schedules and projects.

Methods and practices for effective supervision and employee training.

Computer software programs required to perform job duties.

Ability to:

Apply crime related statistics, information and crime prevention measures in the development of crime prevention and safety awareness informational and educational programs, seminars, meetings and special events.

Prepare and deliver effective audience appropriate oral presentations and programs using data, charts and graphs.

Prepare written informational materials including brochures, flyers and other educational literature and materials.

~~Recruit, train, schedule and oversee the work of police service volunteers~~

Communicate clearly and effectively both orally and in writing.

Plan and organize work to meet schedules and deadlines, assure efficient and timely completion of reports, projects, programs and activities, and manage multiple projects simultaneously; maintain accurate records and files.

Read and interpret blueprints and permit applications for crime prevention purposes.

Establish and maintain effective working relationships within the department and the community with individuals from diverse backgrounds.

Represent the City and the Department in a variety of situations.

EDUCATION AND EXPERIENCE

Any combination of experience and training that would likely provide the required knowledge and abilities is qualifying. A typical way to obtain the knowledge and abilities would be:

Education:

High School Diploma or G.E.D.; college coursework in police science, administration of justice, criminal justice or a related field is desirable.

NOTE: Training in Crime Prevention is highly desirable.

Experience:

One year of experience in the job classification of Community Service Officer with the City of Tracy;

OR

Two years of experience in a law enforcement related position equivalent to the Community Service Officer job classification;

OR

Two years experience in any field which included extensive interaction

with

the public, developing informational materials, making presentations and managing multiple programs or projects.

NOTE: Experience providing staff training and supervision in any field is highly Desirable.

SPECIAL REQUIREMENTS

This job may require occasionally working evenings or weekends.

This job requires a Criminal Background check and fingerprinting.

Successful completion of the Basic Crime Prevention Officer Training (CCPOA) within twelve (12) months of appointment.

LICENSES AND CERTIFICATES

Possession of, or ability to obtain, an appropriate, valid California driver license by date of hire.

TOOLS AND EQUIPMENT USED

Requires frequent use of personal computer and related software programs; telephone, copy machine and fax machine.

PHYSICAL DEMANDS

The physical demands described here are representative of those that must be met by an employee to successfully perform the essential functions of this job. Reasonable accommodations may be made to enable individuals with disabilities to perform the essential functions.

Position requires sitting and computer work part of the time, and travelling to and from locations in the community at other times.

WORK ENVIRONMENT

The work environment characteristics described here are representative of those an employee encounters while performing the essential functions of this job. Reasonable accommodations may be made to enable individuals with disabilities to perform the essential functions.

The employee performs duties both in an office environment as well as in the community at locations such as homes, businesses, schools.

The duties listed above are intended only as illustrations of the various types of work that may be performed. The omission of specific statements of duties does not exclude them from the position if the work is similar, related or a logical assignment to the position.

This job description does not constitute an employment agreement between the City of Tracy and employee and is subject to change by the City as the needs of the City and requirements of the job change.

RESOLUTION _____

AUTHORIZE AMENDMENT OF THE CITY'S CLASSIFICATION PLAN BY APPROVING THE REVISION OF A CLASSIFICATION SPECIFICATION FOR CRIME PREVENTION SPECIALIST

WHEREAS, The City has Classification and Compensation Plans, and

WHEREAS, The City has completed classification reviews to establish classification specifications.

NOW, THEREFORE, BE IT RESOLVED, that the City Council authorizes the Administrative Services Director to amend the City's Classification Plan to reflect the revised classification specification for Crime Prevention Specialist.

The foregoing Resolution _____ was adopted by the Tracy City Council on the 7th day of July, 2015, by the following votes:

AYES: COUNCIL MEMBERS:

NOES: COUNCIL MEMBERS:

ABSENT: COUNCIL MEMBERS:

ABSTAIN: COUNCIL MEMBERS:

Mayor

ATTEST:

City Clerk

July 7, 2015

AGENDA ITEM 1.D

REQUEST

AUTHORIZE AMENDMENT OF THE CITY'S CLASSIFICATION AND COMPENSATION PLANS BY APPROVING REVISIONS TO THE CLASSIFICATION SPECIFICATION AND SALARY RANGE FOR ECONOMIC DEVELOPMENT MANAGER

EXECUTIVE SUMMARY

This report recommends revising the Development Services Department's Economic Development Manager classification specification and salary range. A classification review of the position recommends updating and revising the classification, including clarifying existing responsibilities and reporting structure.

DISCUSSION

On March 3, 2015 City Council approved adding staff to the Development Services Department to keep up with growing development demand and to support Economic Development. Specifically, Council approved adding an Economic Development Manager position to the Development Services Department, since Economic Development is a priority of the City.

The new Economic Development Manager position would report to the Development Services Director and would oversee the Economic Development Management Analyst position. In order to move forward in recruiting for the new Economic Development Manager position, updates and revisions to the City's classification and compensation plans are necessary. It has been over 15 years since the City has had an Economic Development Manager and, as such, revisions to the Classification and Compensation Plans are necessary to bring it in line with department structure and market changes.

Once the amended Classification and Compensation Plan for the Economic Development Manager position is approved, staff will begin the recruitment process. With the economy improving, particularly in Tracy, staff believes there will be a good candidate pool for this high profile position.

Classification Review Recommendation

The Human Resources Division recommends approval of the classification revisions to the Economic Development Manager classification specification (attached).

STRATEGIC PLAN

This agenda item supports the City's Governance Strategy and Business Plan, and specifically implements the following goals and objectives:

Governance Strategy

Goal 1: Further develop an organization to attract, motivate, develop, and retain a high-quality, engaged, high-performing, and informed workforce.

Objective 1b: Affirm organizational values.

FISCAL IMPACT

There is no additional General Fund fiscal impact as a result of revising this classification. Approximately \$ 138,000 was allocated to the Development Services Departments FY 2015/16 operating budget to fund this positions salary and benefits.

RECOMMENDATION

That the City Council, by resolution, authorize the Administrative Services Director to amend the City's Classification and Compensation Plans and the Budget Officer to amend the Position Control Roster by approving the establishment of a classification specification and salary range for Economic Development Manager.

Prepared by: Judy Carlos, Human Resources Analyst

Reviewed by: Midori Lichtwardt, Human Resources Division Manager
Andrew Malik, Interim Assistant City Manager

Approved by: Troy Brown, City Manager

ATTACHMENT

Exhibit A: Economic Development Manager job description

City of Tracy

ECONOMIC DEVELOPMENT MANAGER

Class Title: Economic Development Manager
 Department: [Development Services](#)
 Division: Economic Development
 EEO Code: 02
 FLSA Status: Exempt

Class Code: 30207
 Bargaining Group: Mid Manager
 Effective Date: 1994
 Revision History: 6/1998, 6/2015

DESCRIPTION

This management classification performs responsible administrative work in the coordinating the City's economic development program, including industrial, ~~and~~ commercial, and retail recruitment and retention. Acting as the City's economic development liaison, works closely and in conjunction with, community organizations, such as Chamber, Tracy City Center Association (TCCA), ~~Committee~~ and the county-wide San Joaquin Partnership. Provides technical support on economic development issues to other City departments, and external organizations/agencies. Program coordination includes the development, implementation, monitoring and evaluation of projects.

DISTINGUISHING CHARACTERISTICS

This is a management classification that has considerable latitude in managing and directing the Economic Development Program. Incumbents in this classification have a broad range of independence within policy and procedural limitations. This classification is distinguished from the Development Services Director who is the department head with overall responsibility for the City's economic development, including economic and workforce development. It is further distinguished from the Economic Development Management Analyst in that the latter performs complex professional research and project coordination work.

SUPERVISION RECEIVED AND EXERCISED

The Economic Development Manager- receives supervision from the ~~City Manager in the City Manager's Department.~~ Development Services Director, Assistant Director in the Development Services Department, or other City management staff.

May exercise technical supervision over professional, technical and clerical staff as assigned.

EXAMPLES OF IMPORTANT AND ESSENTIAL DUTIES

Duties may include, but are not limited to, the following:

As the City's economic development liaison, works closely with the Chamber of Commerce, TCCA, and the San Joaquin Partnership; other organizations, and private and public agencies to promote and facilitate implementation of programs and activities, and exchange of information.

Participates in the development of goals, objectives, policies, and priorities on economic development issues for City administration and for the business and general community.

Plans, schedules, and coordinates the development, implementation, monitoring and evaluation of economic development programs and projects, including initial planning, feasibility determination, community involvement and acceptance, and implementation with project timetables.

~~Coordinates the conditions of development in line with the City requirements, parameters established by the Economic Development Committee, and the developers' capacity.~~

Provides information to corporate representatives and developers regarding the City's development requirements and approval process, and when feasible, facilitates the process with alternatives to expedite the approval process.

Serves as coordinator among City departments and the City's finance team to provide information to prospective developers on City requirements and conditions, and to discuss financing alternatives and develop viable finance plans.

Assists in preparing, negotiating and administering development agreements, finance plans, and/or contracts in accordance with contract specifications.

Performs general administrative activities including preparation and administration of the economic development section's budget, contracts, city resolutions, correspondence, and related materials as appropriate.

Establishes and updates a community profile and inventory to include gathering data on business and community demographics; available development sites, industrial, ~~and~~ commercial and retail buildings, land costs and lease rates, transportation facilities, labor market; long and short term financing, utilities; education opportunities, and other related community information.

Provides technical staff support to the ~~community's Economic Development Committee~~ Development Services Department, City Manager's Office and the county-wide

San Joaquin Partnership and, as needed, prepares documentation for consideration and action.

~~Develops standards applicable to Public Works and Community Development and translates these into feasible finance plans.~~

Acts as an ombudsman among City departments, applicants and other agencies to streamline processing and implementation.

Negotiates complex agreements resulting in project implementation.

Performs related duties as assigned.

OTHER JOB-RELATED DUTIES:

Makes presentations before various groups and organizations on economic development issues.

May provide lead direction to professional, technical and/or support staff on projects as assigned.

As assigned, conducts economic studies, special studies and needs assessments, including researching issues, analyzing relevant data, preparing comprehensive reports and recommendations related to economic development issues, and preparing grants on economic development activities.

MINIMUM QUALIFICATIONS

Knowledge of:

Principles, practices and issues of economic development including industrial, ~~and~~ commercial, and retail recruitment and retention methods, real estate, land use planning, land development process, financing alternatives, and economic incentive methods. Joint public/private sector approaches to economic development and techniques to stimulate and promote economic activity, including marketing and promotional techniques.

Public policy, laws, regulations, and procedures pertaining to economic development.

Financial techniques and procedures relating to real estate and business development, industrial, commercial and retail development, and land financing.

Exhibit A

Federal, State, and local programs and resources for economic development, housing development, community development and business assistance, and procedures for obtaining funding.

Principles and practices of demographic research and analysis; and statistics applicable to economic analysis.

Local government administration; budgetary methods and procedures; and program planning, monitoring and evaluation principles and practices.

Ability to:

Plan and coordinate a complex program in conjunction with local community and government organizations, and within established parameters.

Facilitate priorities and program objectives, and balance working relationships when providing technical support on economic development issues to an internal policy board (i.e. City Council) and external community board(s) (i.e., ~~Economic Development Committee~~ [Chamber of Commerce](#)).

Establish and maintain effective working relationships with individuals, business and other internal and external agencies.

Communicate effectively orally and in writing on technical information to the business community and general public.

Work independently and exercise considerable independent judgment in resolving issues of significant importance to the City including assisting in negotiating agreements and/or contracts effectively and within critical time constraints.

Operate a motor vehicle in order to attend meetings at offsite facilities and visit various land/facility sites for potential developments/business relocation.

Gather economic indicators and other relevant data, analyze complex information, and recommend appropriate action based on findings. Operate a personal computer; prepare complex written and statistical reports; and develop and maintain an operating budget.

EDUCATION AND EXPERIENCE

Any combination of experience and training that would provide the required knowledge and abilities is qualifying. A typical way to obtain the knowledge and abilities would be:

Experience:

Five Years of P progressively responsible professional level experience working in public sector ~~in~~ economic development, land use planning, and/or community development ~~redevelopment activities in the public sector~~ department performing complex project work, or related business management experience ~~activities~~ in the private sector with responsibility for staff supervision, contract negotiation, project planning and development, marketing, land development and/or economic development.— Experience in California, current knowledge of highly technical industries and municipal government is desirable. _

~~Training~~ Education:

Equivalent to a Bachelor's degree from an accredited college or university in urban planning, public administration, —economics, business administration or a related field. Possession of a Master's Degree in a related area is desirable.

LICENSES AND CERTIFICATES

Possession of, or ability to obtain and maintain an appropriate, valid California drivers' license.

TOOLS

Requires frequent use of personal computer, including word processing, database and spreadsheet programs, calculator, telephone, copy machine and fax machine.

PHYSICAL DEMANDS

The physical demands described here are representative of those that must be met by an employee to successfully perform the essential functions of this job. Reasonable accommodations may be made to enable individuals with disabilities to perform the essential functions.

On a continuous basis, sit at a desk and in meetings for long periods of time. Intermittently twist to reach equipment surrounding desk. Perform simple grasping and fine manipulation. Communicate extensively through the use of a telephone and communicate through written means.

Work in an office environment, with frequent visits in the field to assess potential development sites and/or monitor projects. Attend evening meetings as required. Travel

out of the City to attend economic development meetings and meet with potential developers and/or businesses.

Essential duties require the mental and/or physical ability to: work in a standard office environment; drive a vehicle; read fine print, such as blueprints and maps, and computer monitors; operate a computer; converse by telephone, in person and to large groups and be clearly understood; safety lift and. Or maneuver up to 30 pounds; and stamina to work additional hours to meet deadlines. Specific vision abilities required by this job include close vision, color vision, and the ability to adjust focus.

WORK ENVIRONMENT

The work environment characteristics described here are representative of those an employee encounters while performing the essential functions of this job. Reasonable accommodations may be made to enable individuals with disabilities to perform the essential functions.

While performing the duties of this job, the employee occasionally works in outside weather conditions. The employee is occasionally exposed to wet and/or humid conditions, toxic or caustic chemicals.

The noise level in the work environment is usually quiet while in the office, or moderately loud when in the field.

The duties listed above are intended only as illustrations of the various types of work that may be performed. The omission of specific statements of duties does not exclude them from the position if the work is similar, related, or a logical assignment to the position.

This job description does not constitute an employment agreement between the City of Tracy and the employee and is subject to change by the City as the needs of the City and/or the requirements of the job change.

RESOLUTION _____

AUTHORIZE AMENDMENT OF THE CITY'S CLASSIFICATION AND COMPENSATION PLANS BY APPROVING REVISIONS TO THE CLASSIFICATION SPECIFICATION AND SALARY RANGE FOR ECONOMIC DEVELOPMENT MANAGER

WHEREAS, The City has Classification and Compensation Plans, and

WHEREAS, The City has completed classification reviews to establish classification specifications.

NOW, THEREFORE, BE IT RESOLVED, that the City Council authorizes the Administrative Services Director to amend the City's Classification Plan to reflect the revised classification specifications for Economic Development Manager.

BE IT FURTHER RESOLVED, that the Budget Officer is authorized to amend the Compensation Plan to reflect the approved changes.

The foregoing Resolution _____ was adopted by the Tracy City Council on the 7th day of July 2015, by the following votes:

- AYES: COUNCIL MEMBERS:
- NOES: COUNCIL MEMBERS:
- ABSENT: COUNCIL MEMBERS:
- ABSTAIN: COUNCIL MEMBERS:

Mayor

ATTEST:

City Clerk

AGENDA ITEM 1.E

REQUEST

AUTHORIZE AMENDMENT OF THE POSITION CONTROL ROSTER BY APPROVING THE REALLOCATION OF TWO PART-TIME ARTS EDUCATION COORDINATOR POSITIONS TO ONE RECREATION PROGRAM COORDINATOR I POSITION IN THE CULTURAL ARTS DIVISION

EXECUTIVE SUMMARY

This report recommends the reallocation of two part-time Arts Education Coordinator positions to one Recreation Program Coordinator I to better deploy resources within the Cultural Arts Division and provide full time support that will assist in the administration of the Arts Education program in the Cultural Arts division.

DISCUSSION

On June 15, 2015, Council approved the FY 2015/16 operating budget which included funding for two part-time Arts Education Coordinators. There has been a history of on-going turn-over in this position since 2009, when the full-time Arts Education Coordinator position was eliminated. This scenario has made it very difficult to have consistency in arts education programming for the Grand Theatre Center for the Arts, which has resulted in reduced revenues. This is an opportunity to restructure existing staffing models without the need for additional funding.

In an effort to streamline services and bring new participants into the Grand Theatre Center for the Arts, staff will be moving registration functions that currently take place in City Hall exclusively to the Grand Theatre Box Office. Currently, registration services for both arts education and recreation programs are offered in both locations. Registration at City Hall has declined as more participants have begun to register on-line and arts education participants have a tendency to register at the Grand Theatre. The move also provides an excellent opportunity for participants who mainly register for recreation classes, a chance to be exposed to arts education classes which could increase registrations in both program areas. The Grand Theatre Box Office is also open every Friday whereas City Hall is closed every other Friday on the black Friday schedule.

Staff has reached out to our community partners to also discuss the transition. The Tracy City Center Association is in support of any opportunity we have to bring additional people to the downtown area. The Grand Foundation, which is the Grand Theatre Center for the Arts fundraising partner, supports the need to rebuild full time staffing levels that were reduced during the right sizing of the City organization during 2009. This reallocation request provides the opportunity to create a full time Coordinator I position without asking for additional general fund support.

Reallocation Recommendations

The approved FY 2015/16 Budget and Position Control Roster includes two part-time Arts Education Coordinator positions to oversee the arts education program areas.

This proposed reallocation will redistribute the existing funds approved for two part-time Arts Education Coordinator positions to support one full time Recreation Program Coordinator I position. This staffing model will assist the Cultural Arts oversee the Division's arts education program areas.

No additional funds are being requested.

STRATEGIC PLAN

This agenda item supports the City's Governance Strategy and Business Plan, and specifically implements the following goals and objectives:

Governance Strategy

Goal 1: Further develop an organization to attract, motivate, develop, and retain a high-quality, engaged, high-performing, and informed workforce.

Objective 1b: Affirm organizational values.

FISCAL IMPACT

The table below represents the FY 2015/2016 adopted and proposed positions impacted by the proposed reallocation. The anticipated cost of the reallocation is approximately \$81,398. While the proposed Recreation Program Coordinator I position in the Cultural Arts division will be primarily funded through the reallocation of the part time Arts Education Coordinator positions, the net difference of \$16,286 will be offset by savings due to vacant part-time clerical and Recreation Leader II positions. The total fiscal impact will result in a General Fund savings of \$8,741.

Adopted FY 2015/16 Arts Education Part-time Positions	Salary
Arts Education Coordinator- 20 hours per week	\$32,556
Arts Education Coordinator- 20 hours per week	\$32,556
Total	\$65,112
Proposed FY 2015/16 Arts Education Positions	Salary
Recreation Program Coordinator 1	\$81,398
Total	\$81,398
Difference	(\$16,286)
Vacancy Savings-PT Staff Arts Education and Clerical	\$25,027
General Fund Impact	\$8,741

RECOMMENDATION

That the City Council, by resolution authorize the Budget Officer to amend the Position Control Roster by approving the reallocation of two part-time Arts Education Coordinator positions to one full-time Recreation Program Coordinator I position in Cultural Arts.

Prepared by: Kim Scarlata, Recreation Division Manager II

Reviewed by: Ray Durant, Interim Administrative Services Director

Approved by: Andrew Malik, Interim Assistant City Manager

Approved by: Troy Brown, City Manager

RESOLUTION

AUTHORIZING AN AMENDMENT OF THE CITY'S POSITION CONTROL ROSTER BY APPROVING THE REALLOCATION OF TWO PART-TIME ARTS EDUCATION COORDINATOR POSITIONS TO ONE RECREATION PROGRAM COORDINATOR I POSITION IN THE CULTURAL ARTS DIVISION

WHEREAS, The City has a Position Control Roster, and

WHEREAS, The Cultural Arts Division has completed a needs assessment and determined it is in the best interest and efficiency of the City Manager's Office to reallocate existing funding for two part-time Arts Education Coordinator positions to fund one Recreation Program Coordinator I position in the Cultural Arts Division;

NOW, THEREFORE, BE IT RESOLVED, That City Council authorizes the Administrative Services Director and the Budget Officer to amend the Position Control Roster as follows:

Reallocate two part-time Arts Education Coordinator positions to one full-time Recreation Program Coordinator I position in the Cultural Arts Division.

The foregoing Resolution _____ was passed and adopted by the Tracy City Council on the 7th day of July, 2015 by the following votes:

AYES: COUNCIL MEMBERS:

NOES: COUNCIL MEMBERS:

ABSENT: COUNCIL MEMBERS:

ABSTAIN: COUNCIL MEMBERS:

MAYOR

ATTEST:

CITY CLERK

AGENDA ITEM 1.F

REQUEST

AUTHORIZATION TO AWARD CHEMICAL BIDS FOR WATER AND WASTEWATER TREATMENT FOR FISCAL YEAR 2015 – 2016

EXECUTIVE SUMMARY

The City of Tracy requires various chemicals for the treatment of water at the John Jones Water Treatment Plant, Productions Wells and the Wastewater Treatment Plant. These chemicals are an integral part of the operation of the plants and wells to assure compliance with State and Federal standards.

DISCUSSION

In May of this year, bid packages were sent to approximately 20 chemical firms who have either expressed an interest in providing the City with these chemicals or who have bid on them in the past.

Based on the responses and the expertise of the respondents (Attachment A); the following companies are recommended based on cost, response time, specialty and past performance.

CHEMICAL	COMPANY	BID PRICE
Liquid Cationic Polymer	SNF Polydyne	\$0.4199/lb
Non-Ionic Liquid Poly-Acrylamide	SNF Polydyne	\$0.9233/lb
Blended Liquefied Phosphate	Brenntag Pacific, Inc.	\$0.433/lb
Liquid Alum	Chemtrade Chemicals US LLC	\$ 237.18/ton
Liquid Chlorine, Bulk	Sierra Chemical Co.	\$ 575/ton
Liquid Sulfur Dioxide, Bulk	Sierra Chemical Co.	\$ 870/ton
Aqua Ammonia	Hill Bros, Company	\$0.148/lb
Sodium Hypochlorite	Brenntag Pacific, Inc.	\$0.952/gal

Staff is recommending Council authorize the awarding of chemical bids to those companies listed above to furnish the listed chemicals for the treatment of water and wastewater.

STRATEGIC PLAN

This agenda item is a routine operational item and does not relate to the Council's Strategic Plans.

FISCAL IMPACT

Funding is available in the FY 2015 – 2016 budget for the purchase of these chemicals. It is anticipated that the annual cost is approximately \$492,900.

RECOMMENDATION

That City Council, by resolution, authorize the purchase of the chemicals from the companies listed above.

Prepared by: Dave Carter, Water Operations Superintendent
Dale Klever, Wastewater Operations Superintendent

Reviewed by: Kuldeep Sharma, Utilities Director/Interim City Engineer
Andrew Malik, Interim Assistant City Manager

Approved by: Troy Brown, City Manager

ATTACHMENTS

Attachment A – Final Bid Listing

RESOLUTION 2015-_____

AUTHORIZING THE AWARD FOR CHEMICAL BIDS FOR WATER AND WASTEWATER TREATMENT FOR FISCAL YEAR 2015-16

WHEREAS, The following chemical companies were the low bidder for each chemical as follows:

CHEMICAL	COMPANY	BID PRICE
Liquid Cationic Polymer	SNF Polydyne	\$0.4199/lb
Non-Ionic Liquid Poly-Acrylamide	SNF Polydyne	\$0.9233/lb
Blended Liquefied Phosphate	Brenntag Pacific, Inc.	\$0.433/lb
Liquid Alum	Chemtrade Chemicals US LLC	\$ 237.18/ton
Liquid Chlorine, Bulk	Sierra Chemical Co.	\$ 575/ton
Liquid Sulfur Dioxide, Bulk	Sierra Chemical Co.	\$ 870/ton
Aqua Ammonia	Hill Bros, Company	\$0.148/lb
Sodium Hypochlorite	Brenntag Pacific, Inc.	\$0.952/gal

WHEREAS, The low bids identified above are responsible bids and comply with City specifications, and

WHEREAS, Funding is available in the FY 2015-16 budget for the purchase of chemicals and it is anticipated that the annual cost for chemicals will be approximately \$492,900;

NOW, THEREFORE, BE IT RESOLVED, That City Council authorizes the purchase of chemicals from the low bidders.

The foregoing Resolution 2015-_____ was adopted by Tracy City Council on the 7th day of July, 2015, by the following vote:

- AYES: COUNCIL MEMBERS:
- NOES: COUNCIL MEMBERS:
- ABSENT: COUNCIL MEMBERS:
- ABSTAIN: COUNCIL MEMBERS:

MAYOR

ATTEST:

CITY CLERK

AGENDA ITEM 1.G

REQUEST

APPROVE AMENDMENT NUMBER ONE TO THE MASTER PROFESSIONAL SERVICES AGREEMENT WITH LAND LOGISTICS, INC. FOR PROJECT MANAGEMENT AND PLANNING ASSISTANCE

EXECUTIVE SUMMARY

This agenda item would authorize an amendment to the City's approval of the Master Professional Services Agreement with Land Logistics, Inc. Currently, the Agreement has an annual limit of \$300,000 for use with projects funded through developer Cost Recovery Agreements only. The Amendment would add the ability to include non-Cost Recovery Agreement projects (such as ones funded by the City's General Fund) with a not to exceed annual amount of \$150,000.

DISCUSSION

After conducting a Request for Proposal process, on May 6, 2015, the City Council approved a Master Professional Services Agreement with Land Logistics, Inc. for Project Management and Planning Assistance for various projects and development applications. To date, Land Logistics has entered into nine Task Orders with the City to help manage, analyze, coordinate, and process residential and non-residential development applications.

With the City Council approval of the 2015/2016 budget, funds were allocated for contractual planning assistance in the Development Services Department. The purpose of this allocation was to augment Planning Division staff services for one year.

The types of services needed include responding to inquiries from property owners, developers, and the general public; reviewing and processing routine to more complex development applications; and preparing reports and correspondence. This work is needed to help keep pace with an overwhelming workload in the Development Services Department. While a permanent, new staff member would help respond to workload on a long-term basis, funding was allocated for one year only, based on current budget constraints and a conservative forecast of available funding and workload projection.

Land Logistics has qualified personnel available on a one-year basis to provide planning staff services. Following approval of this Amendment, a Task Order with Land Logistics would be executed to provide planning staff augmentation services.

STRATEGIC PLAN

This agenda item is a routine operational item and is not related to the City Council's Strategic Plans.

FISCAL IMPACT

This agenda item does not require an appropriation from the General Fund. Land Logistics services will be paid through the City budget, special appropriations, or other sources in accordance with City Council policy.

RECOMMENDATION

Staff recommends that the City Council approve the Amendment to the Master Professional Services Agreement for Land Logistics, Inc. and authorize the Mayor to execute the Amendment.

Prepared by: Alan Bell, Interim Assistant Development Services Director

Reviewed by: Bill Dean, Interim Development Services Director
Andrew Malik, Interim Assistant City Manager

Approved by: Troy Brown, City Manager

ATTACHMENTS

Attachment A – Amendment Number One to the Land Logistics, Inc. Master Professional Services Agreement

**CITY OF TRACY
AMENDMENT NO. 1 TO
MASTER PROFESSIONAL SERVICES AGREEMENT
PROJECT MANAGEMENT AND PLANNING ASSISTANCE**

This Amendment No. 1 ("Amendment") to the Master Professional Services Agreement is entered into between the City of Tracy, a municipal corporation ("City"), and Land Logistics, Inc., a California Corporation ("Consultant").

RECITALS

- A. The City and Consultant entered into a Master Professional Services Agreement ("Agreement") for Project Management and Planning Assistance which was approved by the City Council on May 6, 2014, under Resolution No. 2014-063.
- B. The City's approval of the Agreement limited Consultant's work to projects funded only through Cost Recovery Agreements.
- C. The City now needs Consultant's work for staff augmentation services funded through the City's General Fund or other sources than developer Cost Recovery Agreements.

NOW THEREFORE, THE PARTIES MUTUALLY AGREE AS FOLLOWS:

- 1. **Incorporation by Reference.** This Amendment incorporates by reference all terms set forth in the Agreement, unless specifically modified by this Amendment. The terms which are not specifically modified by this Amendment shall remain in effect.
- 2. **Terms of Amendment.** This Amendment is to clarify that the sum of the costs for the Task Orders have a not to exceed annual dollar amount of \$300,000 applicable to projects for which funds are available through Cost Recovery Agreement(s) and a not to exceed annual dollar amount of \$150,000 for projects which funds are available from non-Cost Recovery Agreements funding, such as the City's General Fund or Development Services Department application processing fees. The total not to exceed annual amount is \$450,000.
- 3. **Modifications.** This Amendment may not be modified orally or in any manner other than by an agreement in writing signed by both parties, in accordance with the requirements of the Agreement.
- 4. **Severability.** If any term of this Amendment is held invalid by a court of competent jurisdiction, the Amendment shall be construed as not containing that term, and the remainder of this Amendment shall remain in effect.

CITY OF TRACY
Amendment No. 1 to Master Professional Services Agreement
Project Management and Planning Assistance
Page 2 of 2

5. Signatures. The individuals executing this Amendment represent and warrant that they have the right, power, legal capacity and authority to enter into and to execute this Amendment. This Amendment shall inure to the benefit of and be binding upon the parties and their respective successors and assigns.

The parties agree to the full performance of the terms set forth here.

City of Tracy

Consultant
Land Logistics, Inc.

By: _____
Michael Maciel
Title: Mayor
Date: _____

By: Brian Millar
Brian Millar
Title: President
Date: JUNE 22, 2015

Fed. Employer ID No. 20-2768148

Attest:

By: _____
Nora Pimentel
Title: City Clerk
Date: _____

By: Brian Millar
Brian Millar
Title: Secretary
Date: JUNE 22, 2015

Approved as to form

By: _____
Daniel G. Sodergren
Title: City Attorney
Date: _____

RESOLUTION 2015 - _____

APPROVING AMENDMENT NUMBER ONE TO THE MASTER PROFESSIONAL SERVICES AGREEMENT WITH LAND LOGISTICS, INC. OF DAVIS, CALIFORNIA, TO AUGMENT STAFF RESOURCES RELATED TO PROJECT MANAGEMENT AND OTHER PLANNING ASSISTANCE FOR VARIOUS PROJECTS

WHEREAS, Staff is processing various applications that require the management of environmental and other consultants, analyses of the proposals, and the completion and review of the appropriate entitlement documents, and

WHEREAS, The project applicants expect the timely completion of the entitlements, and

WHEREAS, In April 2014, the Development Services Department published a Request for Proposals for project management and planning assistance for the projects, and

WHEREAS, On April 9, 2014, Land Logistics, Inc. submitted a proposal for project management and planning assistance, and

WHEREAS, The proposal submitted by Land Logistics, Inc. meets the City's needs by demonstrating the competence and professional qualifications necessary for the management of upcoming development projects and to assist planning staff as otherwise necessary, and

WHEREAS, City Council approved a Master Professional Services Agreement on May 6, 2014, with Land Logistics Inc;

NOW, THEREFORE, BE IT RESOLVED, That City Council approves Amendment Number One to the Master Professional Services Agreement with Land Logistics, Inc. (Exhibit I), and authorizes the approval of task orders to be completed by the City Manager, with a not to exceed annual dollar amount of \$300,000 applicable to projects for which funds are available through of Cost Recovery Agreement, and a not to exceed annual dollar amount of \$150,000 for projects for which funds are available from Non-Cost Recovery Agreement funding such as the General Fund or Development Services Department application processing fees.

* * * * *

The foregoing Resolution 2015-____ was adopted by the Tracy City Council on the 7th day of July, 2015, by the following vote:

AYES: COUNCIL MEMBERS:
NOES: COUNCIL MEMBERS:
ABSENT: COUNCIL MEMBERS:
ABSTAIN: COUNCIL MEMBERS:

MAYOR

ATTEST:

CITY CLERK

AGENDA ITEM 1.H

REQUEST

APPROVE AMENDMENT NUMBER SIX TO THE PROFESSIONAL SERVICES AGREEMENT WITH KIMLEY-HORN AND ASSOCIATES FOR THE TRACY HILLS SPECIFIC PLAN AMENDMENT SUBSEQUENT ENVIRONMENTAL IMPACT REPORT AND TECHNICAL ANALYSIS RELATED TO TENTATIVE MAPS

EXECUTIVE SUMMARY

Additions to the Tracy Hills Specific Plan Environmental Impact Report (EIR) and project analysis will require additions to the scope of work for the project from what was previously anticipated. This request is to approve an amendment to the Professional Services Agreement (PSA) for Kimley-Horn and Associates (KHA) to complete the work on the EIR and project technical analysis.

DISCUSSION

On May 7, 2013, the City Council approved a Professional Services Agreement (PSA) (Resolution Number 2013-063) with KHA to prepare the Environmental Impact Report for the Tracy Hills Specific Plan Amendment project. Five amendments to the PSA have been approved by the City Council since the initial PSA in 2013 (Resolution Numbers 2013-167, 2014-024, 2014-026, 2014-117, and 2015-044). The amendments were necessary to perform additional work, largely in response to changes to the project made after the project application was submitted and responses to the Notice of Preparation and the Draft EIR.

At this time, additional work is requested of KHA, related to re-writing sections of the Draft EIR, recirculating the Draft EIR, and preparing the Final EIR. The proposed amendment includes an additional amount not to exceed \$219,440.

STRATEGIC PLAN

The PSA amendment is a routine operational item and is not related to the Council's Strategic Plans.

FISCAL IMPACT

This PSA amendment does not require any specific expenditure from the General Fund. The City and the project developer have a Cost Recovery Agreement through which the developer pays consultant costs and staff time to review and process the application.

RECOMMENDATION

Staff recommends that the City Council approve PSA Amendment Number Six to the Tracy Hills Specific Plan Amendment EIR and Technical Analysis Related to Tentative Maps in the amount of \$219,440, and authorize the Mayor to execute the Agreement.

Agenda Item 1.H
July 7, 2015
Page 2

Prepared by Alan Bell, Interim Assistant Development Services Director

Reviewed by Bill Dean, Interim Development Services Director
Andrew Malik, Interim Assistant City Manager

Approved by Troy Brown, City Manager

ATTACHMENT

Attachment A – Amendment Number Six to the Professional Services Agreement

**CITY OF TRACY
AMENDMENT NO. 6 TO
PROFESSIONAL SERVICES AGREEMENT
TRACY HILLS SPECIFIC PLAN AMENDMENT ENVIRONMENTAL IMPACT REPORT
AND TECHNICAL ANALYSIS RELATED TO TENTATIVE MAPS**

This Amendment No. 6 ("Amendment") to the Professional Services Agreement for Tracy Hills Specific Plan Amendment Environmental Impact Report and Technical Analysis related to Tentative Maps is entered into between the City of Tracy, a municipal corporation ("City"), and Kimley-Horn and Associates, Inc., a North Carolina Corporation ("CONSULTANT").

RECITALS

- A. The City and CONSULTANT entered into a Professional Services Agreement ("Agreement") for the Tracy Hills Specific Plan Amendment Subsequent Environmental Impact Report (EIR) which was approved by the City Council on May 7, 2013, under Resolution No. 2013-063.
- B. The City and CONSULTANT entered into a Professional Services Agreement Amendment No. 1 approved by the City Council on November 5, 2013, under Resolution No. 2013-167; Amendment No. 2 on February 18, 2014, under Resolution No. 2014-024; Amendment No. 3 on February 18, 2014, under Resolution No. 2014-026; Amendment No. 4 on August 5, 2014 under Resolution No. 2014-117; and Amendment No. 5 on April 7, 2015 under Resolution No. 2015-044.
- C. Additional work is requested of CONSULTANT for preparation of the EIR such as re-writing sections of the Draft EIR, recirculating the Draft EIR and the Final EIR.

NOW THEREFORE, THE PARTIES MUTUALLY AGREE AS FOLLOWS:

- 1. **Incorporation by Reference.** This Amendment incorporates by reference all terms set forth in the Agreement, unless specifically modified by this Amendment. The terms which are not specifically modified by this Amendment shall remain in effect.
- 2. **Terms of Amendment.** Section 1, Scope of Services, is amended to include the additional work set forth in Exhibit A5, attached hereto and incorporated herein. The Development Services Director may authorize in writing, additional CONSULTANT work directly related to the preparation of the Environmental Impact Report as long as such work does not exceed the approved contingency amount.

Section 5, Compensation, is amended to increase the not-to-exceed amount from \$1,137,636 to \$1,357,076.

- 3. **Modifications.** This Amendment may not be modified orally or in any manner other than by an agreement in writing signed by both parties, in accordance with the requirements of the Agreement.

CITY OF TRACY
AMENDMENT NO. 6 TO
PROFESSIONAL SERVICES AGREEMENT
TRACY HILLS SPECIFIC PLAN AMENDMENT ENVIRONMENTAL IMPACT REPORT
AND TECHNICAL ANALYSIS RELATED TO TENTATIVE MAPS
PAGE 2 of 2

4. **Severability.** If any term of this Amendment is held invalid by a court of competent jurisdiction, the Amendment shall be construed as not containing that term, and the remainder of this Amendment shall remain in effect.
5. **Signatures.** The individuals executing this Amendment represent and warrant that they have the right, power, legal capacity and authority to enter into and to execute this Amendment. This Amendment shall inure to the benefit of and be binding upon the parties and their respective successors and assigns.


The parties agree to the full performance of the terms set forth here.

City of Tracy

Consultant


By: _____
Michael Maciel
Title: Mayor
Date: _____

Kimley-Horn and Associates, Inc.

By: 
Laura Worthington-Forbes
Title: Regional Vice President
Date: 06-25-2015

Attest:

By: _____
Nora Pimentel
Title: City Clerk
Date: _____

By: 
~~Scott Colvin~~ Frederik Venter P.E.
Title: ~~Assistant Secretary~~ Secretary # 64621
Date: 6-25-2015

Approved as to form

By: _____
Daniel G. Sodergren
Title: City Attorney
Date: _____

Exhibit: A5 Scope of Services

Exhibit A5

Scope of Services

Task 1: Preparation of Recirculation Notice (Pursuant to PRC Section 210902.1 and Section 15087 of the CEQA Guidelines).

CONSULTANT shall prepare a draft notice for City review and comment. Following receipt of City comments, CONSULTANT shall prepare the final notice. CONSULTANT shall be responsible for distributing and filing the notice with the Office of Planning and Research (OPR). This task assumes the City will be responsible for distributing notices to those individuals and public agencies on the prior mailing list, and those who commented on the Draft SEIR.

Task 2: Additional Consultation (pursuant to section 15086 of the CEQA Guidelines)

Pursuant to Section 15086 of the State CEQA Guidelines, CONSULTANT shall work with City Staff to identify any additional comments from Responsible Agencies or Trustee agencies with resources affected by the project. This effort may include assisting City staff in direct consultation with Responsible Agencies or Trustee agencies or members of the public who have filed a written request for the notice and/or have been identified by the applicant and whom the applicant believes will be concerned with the environmental effects of the project.

Task 3: Prepare Recirculated ADMINISTRATIVE Draft Subsequent EIR

CONSULTANT shall prepare the Recirculated Administrative Draft SEIR based on the agreed upon “hybrid” approach outlined in the “Outstanding Issues on Approach” submitted to City Staff dated 5/15/15. CONSULTANT shall indicate Recirculated Draft SEIR changes with bold and underline text (**bold, underline**) for text additions and strike out (~~strike-out~~) for any deleted text. This approach includes revisions to the Recirculated Administrative Draft SEIR to illustrate where changes were made to address modifications triggered by the Draft SEIR comments received, modifications and/or clarifying information added based on updates to supporting and/or technical studies, as well as any clarifying information that is needed to prepare the EIR for recirculation. This effort also includes cross-referencing the Draft SEIR comment letters to applicable sections of the Recirculated Draft EIR. This task also includes the preparation of new EIR sections for biological and cultural resources in the Recirculated Administrative Draft SEIR.

Three (3) hard copies and one electronic copy of the Recirculated Administrative Draft SEIR will be provided to the City.

Task 4: Prepare Recirculated Screencheck Draft Subsequent EIR

CONSULTANT shall respond to one (1) complete and consolidated set of written comments on the Recirculated Administrative Draft SEIR. If multiple sets of comments are received, CONSULTANT shall request use of Contingency Funds to allocate to this task if the effort exceeds the hours identified to complete the task. CONSULTANT shall prepare a Recirculated “Screencheck” Draft EIR with all the changes highlighted to assist with the final check of the document.

Three (3) hard copies and one electronic copy of the Recirculated Screencheck Draft SEIR will be provided to the City.

Task 5: Prepare Recirculated Draft Subsequent EIR

CONSULTANT shall respond to comments on the Recirculated "Screencheck" Draft SEIR (anticipated to only require editorial or other "non-substantive" changes) and will produce the Recirculated Draft SEIR for the required 45-day public review period. The Recirculated Draft SEIR will include the comments received on the Draft SEIR, the responses to comments, the revised and redlined sections. The Recirculated Draft SEIR will also request that reviewers submit new comments, not previously submitted for the Draft SEIR.

CONSULTANT shall prepare a Notice of Availability for the proposed project. CONSULTANT shall also prepare a Notice of Completion (NOC) for submittal to the Office of Planning and Research (OPR) and distribution to the public. This task assumes the City will be responsible for all posting of notices associated with the Recirculated Draft SEIR.

CONSULTANT shall provide 45 copies of the Recirculated Draft SEIR to the City along with a camera-ready original for reproduction and an electronic copy. CONSULTANT shall mail 15 copies to OPR and 30 copies to the City.

Task 6: Prepare Administrative Final Recirculated Draft Subsequent EIR: Response to Comments

CONSULTANT shall respond to all "new" comments received on the Recirculated Draft SEIR during the 45-day public review period. CONSULTANT assumes that no new analysis will be required to respond to public comments generated by the Recirculated Draft SEIR. CONSULTANT shall prepare an errata, if required, to summarize changes necessary to the Recirculated Draft SEIR derived from written responses to comments. To facilitate use of the errata by the City, CONSULTANT shall indicate Recirculated Draft SEIR changes with bold and underline text (**bold, underline**) for text additions and strike out (~~strike out~~) for any deleted text. This task includes written responses to both written and verbal comments received on the Recirculated Draft SEIR (including review of hearing transcripts, as required). A draft Response to Comments document will be prepared for review by City staff (one review cycle is anticipated). This task will be billed on a time and materials basis. However, CONSULTANT has allocated 120 hours of professional and technical staff time for budgeting purposes.

Three (3) hard copies and one electronic copy of the Administrative Final Recirculated Draft SEIR will be provided to the City.

Task 7: Prepare Final Recirculated Draft Subsequent EIR: Response to Comments

The Final Recirculated SEIR will consist of a list of individuals and public agencies commenting on the Recirculated Draft SEIR, the comment letters received, an errata (if needed) to summarize changes to the Recirculated Draft SEIR, written Responses to Comments and a Mitigation Monitoring and Reporting Program (MMRP).

CONSULTANT shall provide the City with 20 copies of the Recirculated Final SEIR, along with a camera-ready original for reproduction and an electronic copy.

Task 8: Project Management, Coordination and Meeting Attendance

The project schedule has been significantly extended due to the preparation of new Technical Reports commissioned by the Project Applicant, and requests for information necessary to respond to Draft SEIR comments. We have added time for additional meetings, conference calls, internal and external team coordination [which was extensive during the Draft EIR preparation and we would expect to continue

through the Recirculation of the Draft SEIR], and project management. Conservatively, our assumption in preparing the budget for this task is that the schedule will be extended through late fall 2015.

Task 9: Peer Review of New Technical Reports

This task includes a peer review of the “new” technical reports for biological, cultural resources and a health risk assessment (HRA) prepared by others. CONSULTANT and/or their sub-CONSULTANT RBF will conduct a comprehensive review of the prepared technical reports for technical accuracy and consistency, completeness of the impact assessments, and the adequacy of any proposed mitigation measures and/or permit requirements. If concerns are noted, we will recommend actions to correct the noted concern.

The following provides the Fee Estimate for Tasks 1 through 9 as described above.

TASK	TASK FEE TOTAL
Task 1 – Preparation of Recirculation Notice	\$1,100
Task 2 – Additional Consultation	\$2,500
Task 3 – Prepare Recirculated (Administrative) Draft SEIR	\$33,500
Task 4 – Prepare Recirculated Screencheck Draft SEIR	\$18,100
Task 5 - Prepare Recirculated Draft SEIR	\$15,200
Task 6 – Prepare Administrative Final Recirculated Draft SEIR: Response to Comments	\$31,100
Task 7 – Prepare Final Recirculated Draft SEIR: Response to Comments	\$6,150
Task 8 – Project Coord/ Management/Meetings	\$27,500
Task 9 –Peer Review of New Technical Reports	\$2,450
<i>Sub total CONSULTANT Labor Fee Estimate</i>	<i>\$137,600</i>
<i>RBF Labor Fee Estimate</i>	<i>\$28,000</i>
<i>15% Labor Contingency</i>	<i>\$24,840</i>
<i>Subtotal Labor Fee Estimate</i>	<i>\$190,440</i>
Draft SEIR Printing (6 Admin/Screencheck; 45 Draft Copies) – Estimate Only	\$20,000
Final SEIR Printing (3 Admin; 20 Final Copies)– Estimate Only	\$9,000
Total Fee Estimate	\$219,440

RESOLUTION 2015-_____

APPROVING AMENDMENT NUMBER SIX TO THE PROFESSIONAL SERVICES AGREEMENT WITH KIMLEY-HORN AND ASSOCIATES FOR THE TRACY HILLS SPECIFIC PLAN AMENDMENT SUBSEQUENT EIR AND TECHNICAL ANALYSIS RELATED TO TENTATIVE MAPS

WHEREAS, On May 7, 2013, the City Council approved a Professional Services Agreement (PSA) (Resolution Number 2013-063) with Kimley-Horn and Associates (KHA) to prepare the Tracy Hills Specific Plan Amendment project Environmental Impact Report (EIR), and

WHEREAS, The City Council approved Amendment Number One to the PSA on November 5, 2013 (Resolution Number 2013-167); Amendment Numbers Two and Three on February 18, 2013 (Resolution Numbers 2014-024 and 2014-026, respectively); Amendment Number Four on August 5, 2014 (Resolution Number 2014-117); and Amendment Number Five on April 7, 2015 (Resolution Number 2015-044), and

WHEREAS, Additional work is requested of KHA, related to re-writing sections of the Draft EIR, recirculating the Draft EIR, and preparing the Final EIR, and

WHEREAS, KHA submitted a proposal to complete the additional work at a cost not to exceed \$219,440 , and

WHEREAS, A Cost Recovery Agreement is in place through which the developer pays consultant costs to prepare the EIR;

NOW, THEREFORE, BE IT RESOLVED, That the City Council approves PSA Amendment Number Six to the Tracy Hills Specific Plan Amendment EIR and Technical Analysis Related to Tentative Maps in the amount of \$219,440 and authorizes the Mayor to execute the Agreement.

* * * * *

The foregoing Resolution _____ was passed and adopted by the Tracy City Council on the 7th day of July, 2015, by the following vote:

- AYES: COUNCIL MEMBERS:
- NOES: COUNCIL MEMBERS:
- ABSENT: COUNCIL MEMBERS:
- ABSTAIN: COUNCIL MEMBERS:

MAYOR

ATTEST

CITY CLERK

AGENDA ITEM 1.I

REQUEST

APPROVE AN OFFSITE IMPROVEMENT AGREEMENT (OIA) FOR CORDES RANCH PHASE 1A NON-PROGRAM ROADWAY IMPROVEMENTS ON OLD SCHULTE ROAD, HANSEN ROAD, OLD ROAD "E", OLD AND NEW ROAD "E", AND NORTH AND SOUTH ROAD "I" AND OTHER ASSOCIATED IMPROVEMENTS FOR THE FEDERAL EXPRESS GROUND FACILITY AND AUTHORIZATION FOR THE MAYOR TO EXECUTE THE AGREEMENT

EXECUTIVE SUMMARY

The developer of the Federal Express Ground Facility has assigned its obligation to Prologis L.P., a Delaware limited partnership (Developer) and the Developer assumed the responsibility of constructing frontage improvements on Hansen Road and Old Road "E" and specific plan streets that are needed for traffic circulation such as New Road "E", North Road "I", and South Road "I" which are to be constructed prior to building occupancy of the Federal Express Ground Facility project.

Approval of the Offsite Improvement Agreement (OIA) will allow the Developer to proceed with construction of streets and utility improvements that are necessary for the business operation of the Federal Express Ground Facility within the Cordes Ranch Business Park now known as International Park of Commerce.

DISCUSSION

On May 22, 2014, the Development Services Director approved the Development Review application for construction of a distribution facility now referred to as the Federal Express Ground Facility which includes an industrial building, truck car wash, maintenance and fuel facility, and a gateway entry building totaling to 651,380 square feet of building space, parking, and associated improvements such as landscaping, and storm water treatment facilities. The Federal Express Ground Facility will be located at the northeast corner of Hansen Road and Old Road "E".

The developer of the Federal Express Ground Facility project was required to complete the construction of frontage improvements on Hansen Road, Old Road "E" and New Schulte Road, prior to building occupancy. The frontage roadway improvements include concrete curb, gutter, asphalt concrete pavement, median curb, portion of the median landscaping, parkway landscaping, driveway, street light, water and sewer mains and laterals, storm drain line and inlets, recycled water line (purple pipe) and irrigation service, fire hydrant, pavement marking and striping, signing and striping, and other improvements.

The Federal Express Ground Facility project was also required to construct certain offsite roadway improvements such as the widening of Old Schulte Road and Hansen Road north of Old Schulte Road, construction Old Road "E", New Road "E", North Road "I", and South Road "I", and installation of traffic signal and intersection improvements

on Hansen Road/Road "E", and South Road "I"/ Old Schulte Road. These offsite roadway improvements, including the frontage improvements described above, are considered non-program roadway improvements and are not subject to development fee credits.

The Developer has completed the design of the frontage improvements and offsite roadway improvements on Old Schulte Road, Hansen Road, Old Road "E", New Road "E", North Road "I", and South Road "I", and the traffic signal and intersection improvements on Hansen Road/Old Road "E" and Old Schulte Road/ South Road "I", and has submitted the Improvement Plans, Specifications and Cost Estimates (PSE). City staff has reviewed the PSE and found them to be complete.

To guarantee completion of the work by the Developer in an orderly manner under the City's inspections and directions, the Developer was required to execute an Offsite Improvement Agreement and post insurance and surety bonds. The Developer has executed the Offsite Improvement Agreement and submitted the required security to guarantee completion of the frontage improvements and the offsite roadway improvements on Old Schulte Road, Hansen Road, Old Road "E", New Road "E", North Road "I", and South Road "I", and the traffic signal and intersection improvements on Hansen Road/Old Road "E" and Old Schulte Road/South Road "I". The Offsite Improvement Agreement and Improvement Plans are on file with the City Engineer and are available for review upon request.

The frontage improvements for the Federal Express Ground Facility project on the remaining portion of Hansen Road and New Schulte Road will be designed and constructed as part of the Cordes Ranch Phase 1B Roadway Improvements under a separate improvement agreement. This agreement is tentatively scheduled to be presented for approval by City Council on its July 21, 2015 meeting.

The Developer has requested that the public parkway and median landscaping improvements be excluded as part of the work described in the OIA, to allow the Developer sufficient time to resolve landscape design issues related to new regulations on water conservation measures, and work with City staff in finalizing the improvement plans for the parkway and median irrigation and landscaping improvements. The work related to parkway and median irrigation and landscaping improvements will be added through an amendment to the OIA at a later date. After completion of the irrigation and landscaping plans, the Developer will sign an agreement to amend the OIA and submit the required improvement security. Improvement plans for the parkway irrigation and landscaping improvements is anticipated to be completed in four to five weeks.

Upon completion of all improvements, the City will accept the improvements for maintenance and will accept all offers of dedication of public right-of-way at that time.

FISCAL IMPACT

There will be no fiscal impact to the General Fund. The Developer will pay for the cost of engineering inspection and processing the agreement.

STRATEGIC PLAN

This agenda item is consistent with the City Council's Economic Development Strategy, to ensure physical infrastructure necessary for development are constructed.

RECOMMENDATION

That City Council, by resolution, approve the Offsite Improvement Agreement for the Cordes Ranch Phase 1A Non-Program Roadway Improvements on Old Schulte Road, Hansen Road, Old Road "E", New Road "E", North Road "I", and South Road "I", and the traffic signal and intersection improvements on Hansen Road/Old Road "E" and Old Schulte Road/South Road "I", and associated improvements to serve the Federal Express Ground Facility, and authorize the Mayor to execute the Offsite Improvement Agreement.

Prepared by: Criseldo Mina, Senior Civil Engineer

Reviewed by: Kuldeep Sharma, Utilities Director
William Dean, Interim Development Services Director
Andrew Malik, Interim Assistant City Manager

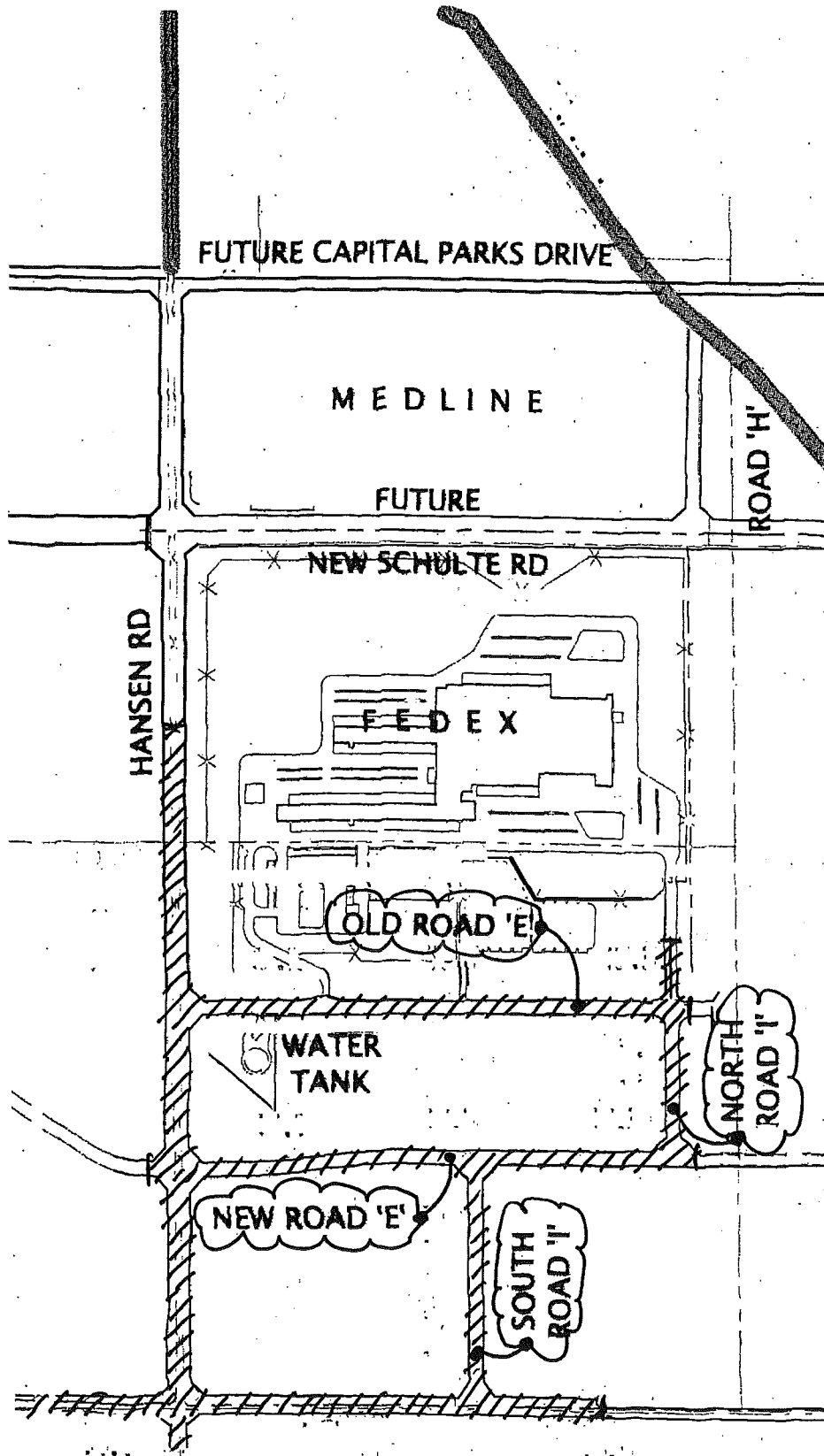
Approved by: Troy Brown, City Manager

ATTACHMENTS

Attachment A – Location Map

Attachment B – Offsite Improvement Agreement for the Cordes Ranch - Phase 1A Non-Program Roadway Improvements

CORDES RANCH - PHASE 1A NON-PROGRAM ROADWAY IMPROVEMENTS



LOCATION MAP
N.T.S.

CITY OF TRACY
OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1A NON-PROGRAM ROADWAY IMPROVEMENTS FOR
FEDERAL EXPRESS GROUND FACILITY

This OFFSITE IMPROVEMENT AGREEMENT FOR CORDES RANCH – PHASE 1A NON-PROGRAM ROADWAY IMPROVEMENTS FOR FEDERAL EXPRESS GROUND FACILITY (“**Agreement**”) is made and entered into by and between the CITY OF TRACY, a municipal corporation (“**City**”) and PROLOGIS, L. P., a Delaware limited partnership (referred to as “**Developer**”).

RECITALS

A. Developer is the legal owner of approximately one thousand two hundred and forty two (1,242) acres of real property, as shown and more particularly described in attached Exhibit A (“**Property**”).

B. The Property is within the Cordes Ranch Specific Plan Area, which consists of approximately one thousand seven hundred and eighty (1,780) acres (“**Specific Plan Area**”). The Cordes Ranch Specific Plan (“**Specific Plan**”) is intended to create a state-of-the-art commerce and business park within the Specific Plan Area by establishing land use, zoning and development standards and regulations to provide for the phased development of approximately thirty one (31) million square feet of general commercial, general office and business park industrial uses, related on- and off-site infrastructure, and passive and active use open space areas, trails, joint use park/detention facilities, and other related improvements, as described more fully therein (“**Project**”).

C. On September 3, 2013, the Tracy City Council (“**City Council**”) adopted the Specific Plan and approved related land use entitlements to enable the Project to proceed. In connection therewith, the City Council approved that certain *Development Agreement By and Between the City of Tracy and Prologis, L.P.* (the indirect parent of Developer) (“**Development Agreement**”).

D. The Development Review Application (D14-0008) for the construction of a distribution center with support facilities such as wash, maintenance, fuel and gateway entry buildings and associated parking and landscaping improvements, as approved by the Development Services Director on May 22, 2014, is on file with the Office of the City Engineer, and is incorporated herein by reference. The approval of the Development Review Application, D14-0008 was subject to specific conditions of approval (hereinafter “**Conditions of Approval**”), attached hereto as Exhibit “B,” and incorporated herein by reference.

E. In accordance with the Development Agreement, the Specific Plan, Conditions of Approval, and the Citywide Water System Master Plan (“**Master Plan**”), Developer has submitted, and City has approved, those certain improvement plans and specifications relating to the construction of streets and utilities improvements on Old Schulte Road approximately 3,500 feet from the Delta Mendota Canal Bridge to the East, on Hansen Road approximately 2,300 feet from Old Schulte Road to the North, on Old Road “E” approximately 2,300 feet from Hansen Road to Road “I”, on Road “E” approximately 2,300

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1A NON-PROGRAM ROADWAY IMPROVEMENTS FOR
FEDERAL EXPRESS GROUND FACILITY**

Page 2 of 10

feet from Hansen Road to Road "I", and on Road "I" approximately 1,100 feet from Old Schulte Road to Road "E" and approximately 650 feet from Road "E" to the Federal Express Ground Facility main entrance (collectively, "**Phase 1A Roadway Improvements**" or "**Work**"). The Work is described more fully in the one hundred nine (109) sheets of improvement plans entitled "International Park of Commerce – Phase 1A Street Improvement Plans for Old Schulte Road Widening, Hansen Road, New Road "E", Old Road "E", South Road "I" and North Road "I" prepared by Kier & Wright Engineers of Livermore, California excluding irrigation land landscaping plans described as Sheets I1 through I10 and L1 through L9 prepared by Russell D. Mitchell & Associates, Inc. of Walnut Creek, California ("**Plans and Specifications**"). The Plans and Specifications are on file with the City Engineer, and are incorporated herein by reference.

E. The Plans and Specifications have been prepared on behalf of Developer and City, and approved by the City Engineer, which describe in more detail the Work required in this Agreement.

F. Since the Work, as described above and in the Plans and Specifications, has not been completed, Developer has requested to execute this Agreement as authorized by Government Code Section 66462.

NOW THEREFORE, THE PARTIES MUTUALLY AGREE AS FOLLOWS:

1. SCOPE OF WORK. Developer shall perform, or cause to be performed, the Work, to the satisfaction of the City Engineer, pursuant to Section 4 of the Development Agreement. The Work shall be performed, and all materials and labor shall be provided, at Developer's expense, in the manner described in the Plans and Specifications, subject to fee reconciliation provisions set forth in Section 6 of the Development Agreement. No material change shall be made to the scope of Work unless authorized in writing by the City Engineer, such approval not to be unreasonably withheld. Developer may submit a written request to the City Engineer for a change in the scope of Work, as required by Tracy Municipal Code Section 12.36.060(f). Any portion(s) of the Work that are within City's right(s)-of-way and/or easement(s) are to be performed by the Developer in accordance with the requirements of the State prevailing wage laws, in the event and to the extent applicable.
 - 1.1. Developer shall complete the improvement plans, specifications, and cost estimates for the irrigation and landscaping improvements within the median on and the area between the curb and property line (Additional Work) within thirty (30) calendar days from the date of City Council's approval of this Agreement. Prior to construction of the Additional Work, the Developer shall enter into an agreement (Amendment 1 to the Agreement) with the City and post improvement security for the Additional Work.
2. DEVELOPER'S AUTHORIZED REPRESENTATIVE. At all times during the progress of the Work, Developer shall have a competent foreman or superintendent

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1A NON-PROGRAM ROADWAY IMPROVEMENTS FOR
FEDERAL EXPRESS GROUND FACILITY
Page 3 of 10**

("Authorized Representative") on site with authority to act on Developer's behalf. Developer shall, at all times, keep the City Engineer reasonably informed in writing of the name and telephone number of the Authorized Representative. Developer shall, at all times, keep the City Engineer reasonably informed in writing of the names and telephone numbers of all contractors and subcontractors performing the Work. Exhibit C attached hereto includes the initial contact information referenced herein.

3. LOCATION OF PERFORMANCE. Developer shall perform the Work at the locations and grades shown on the Plans and Specifications or as otherwise approved by the City Engineer. Subject to Section 3.8 of the Development Agreement, in the event and to the extent required for the Work, Developer shall acquire all easements and/or rights-of-way necessary for the performance of the Work, at Developer's expense, subject to fee reconciliation provisions set forth in Section 6 of the Development Agreement.

The Developer shall offer for dedication to the City, all rights-of-way and/or permanent easement(s), prior to starting the Work.

4. IMPROVEMENT SECURITY. Concurrently with the execution of this Agreement, and prior to the commencement of any Work, Developer shall furnish contract security, in a form authorized by the Subdivision Map Act (including Government Code Sections 66499 *et seq.*) and Tracy Municipal Code Section 12.36.080, in the following amounts:

Non-Program Improvements – Old Schulte Road, Hansen Road, Old Road "E", New Road "E", North Road "I, and South Road "I"

- 4.1 Faithful Performance security in the amount of **\$9,800,728** to secure faithful performance of this Agreement (until the date when the City Council accepts the Work as complete) pursuant to Government Code section 66499.1, 66499.4, and 66499.9.
 - 4.2 Labor and Material security in the amount of **\$9,800,728** to secure payment by Developer to laborers and materialmen (until the date when any and all claims in connection with the Work are required to be made by laborers and materialmen in accordance with applicable laws) pursuant to Government Code Sections 66499.2, 66499.3, 66499.4, and 66499.7(b).
 - 4.3 Warranty security in the amount of **\$980,072.80** to secure faithful performance of this Agreement (from the date when the City Council accepts the Work as complete until one (1) year thereafter) pursuant to Government Code Section 66499.1, 66499.4, and 66499.9.
5. INSURANCE. Concurrently with the execution of this Agreement, and prior to the commencement of any Work, Developer shall furnish evidence to City that all of the

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1A NON-PROGRAM ROADWAY IMPROVEMENTS FOR
FEDERAL EXPRESS GROUND FACILITY
Page 4 of 10**

following insurance requirements have been satisfied by the Developer or its general contractor responsible for the Work.

- 5.1. General. Developer shall, throughout the duration of this Agreement, maintain or cause to be maintained insurance to cover Developer, its agents, representatives, contractors, subcontractors, and employees in connection with the performance of services for the Work covered by this Agreement at the minimum levels set forth herein.
- 5.2. Commercial General Liability (with coverage at least as broad as ISO form CG 00 01 01 96) coverage shall be maintained in an amount not less than Three Million Dollars (\$3,000,000) general aggregate and One Million Dollars (\$1,000,000) per occurrence for general liability, bodily injury, personal injury, and property damage.
- 5.3. Automobile Liability (with coverage at least as broad as ISO form CA 00 01 07 97, for "any auto") coverage shall be maintained in an amount not less than One Million Dollars (\$1,000,000) per accident for bodily injury and property damage.
- 5.4. Workers' Compensation coverage shall be maintained as required by the State of California.
- 5.5. Endorsements. Developer shall ensure the automobile and commercial general liability provide the following provisions:
 - 5.5.1. City (including its elected and appointed officials, officers, employees, and agents) shall be named as an additional "insured."
 - 5.5.2. For any claims related to this Agreement, Developer's coverage shall be primary insurance with respect to City. Any insurance maintained by City shall be excess of Developer's insurance and shall not contribute with it.
- 5.6. Notice of Cancellation. Developer shall obtain endorsements to all insurance policies by which each insurer is required to provide thirty (30) days' prior written notice to City should the policy be canceled before the expiration date. For the purpose of this notice requirement, any material change in the policy prior to the expiration shall be considered a cancellation.
- 5.7. Authorized Insurers. All insurance companies providing coverage to Developer shall be insurance organizations authorized by the Insurance Commissioner of the State of California to transact the business of insurance in the State of California.

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1A NON-PROGRAM ROADWAY IMPROVEMENTS FOR
FEDERAL EXPRESS GROUND FACILITY
Page 5 of 10**

- 5.8. Insurance Certificate. Developer shall provide evidence of compliance with the insurance requirements listed above by providing a certificate of insurance, in a form reasonably satisfactory to the City Attorney.
- 5.9. Substitute Certificates. No later than five (5) calendar days prior to the policy expiration date of any insurance policy required by this Agreement, Developer shall provide a substitute certificate of insurance.
- 5.10. Developer's Obligation. Maintenance of insurance by Developer as specified in this Agreement shall in no way be interpreted as relieving Developer of any of its obligations hereunder (including indemnity obligations under this Agreement), and Developer may carry, at its own expense, such additional insurance as it deems necessary or desirable.
6. PERMITS, LICENSES AND COMPLIANCE WITH LAW. Developer shall, at its expense, obtain and maintain all necessary permits, approvals and licenses for performance of the Work, subject to City's cooperation pursuant to Sections 3.4 and 3.5 of the Development Agreement. In its performance of the Work, Developer shall comply with all applicable local, state, and federal laws, whether or not said laws are expressly stated in this Agreement.
7. TIME OF PERFORMANCE. Time is of the essence in the performance of the Work, and Developer shall with diligence and in good faith adhere to the timing requirements set forth herein unless otherwise modified in writing in accordance with this Agreement. Developer shall submit all requests for extensions of time to City, in writing, no later than ten (10) days after the start of the condition that purportedly caused the delay, and not later than the date on which performance is due.
- 7.1. Commencement of Work. No later than fifteen (15) days prior to the commencement of the Work, Developer shall provide written notice to the City Engineer of the date on which Developer intends to commence the Work. Developer shall not commence the Work until after the notice required by this Section 7.1 is provided, and Developer shall not commence Work prior to the date specified in said written notice.
- 7.2. Schedule of Work. Concurrently with the written notice of commencement of Work, Developer shall provide City with a written estimated schedule of Work, which shall be updated in writing as necessary to accurately reflect Developer's prosecution of the Work.
- 7.3. Completion of Work. Developer shall complete all Work prior to the issuance of building certificate of occupancy of the Federal Express Ground Facility Project or no later than three hundred sixty-five (365) calendar days after Developer's submittal of its notice of commencement of work pursuant to Section 7.1 above, whichever occurs first, and subject to extension for force majeure.

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1A NON-PROGRAM ROADWAY IMPROVEMENTS FOR
FEDERAL EXPRESS GROUND FACILITY
Page 6 of 10**

8. INSPECTION BY CITY. In order to permit City to inspect the Work, Developer shall, at all times, provide to City reasonable and safe access to the Work site, and all portions of the Work, and to all shops wherein portions of the Work are in preparation. City inspections of the Work shall be conducted in accordance with Section 4 of the Development Agreement.
9. INSPECTION, OTHER FEES AND PROGRAM FEE CREDITS. All fees due to City in connection with the Work shall be paid in accordance with the Development Agreement. Accordingly, concurrently with the execution of this Agreement, and prior to the commencement of any Work, Developer shall pay City the applicable Program Soft Costs (as that term is defined in the Development Agreement) in accordance with Section 5.1(b) of the Development Agreement.
10. DEFAULT.
 - 10.1. Notice of Default. Subject to compliance with Sections 4.4(a) and (b) of the Development Agreement, in the event that Developer is in default of this Agreement, as defined in this Section 10, the City Engineer shall provide written notice to Developer and Developer's surety (if any) in which the default is described.
 - 10.2. Material Breach. Developer shall be in default of this Agreement if Developer fails to perform one or more material requirements of this Agreement, and fails to cure any such non-performance pursuant to Section 10.3, below.
 - 10.3. Cure of Default. In the event that Developer fails, within thirty (30) calendar days after receipt of written notice, to either cure the default or provide adequate written assurance to the reasonable satisfaction of the City Engineer that the cure will be promptly commenced and diligently prosecuted to its completion, the City may, in its discretion, take any or all of the following actions:
 - 10.3.1. Cure the default in accordance with Section 4.4(b) of the Development Agreement.
 - 10.3.2. Demand that Developer complete performance of the Work.
 - 10.3.3. Demand that Developer's surety (if any) complete performance of the Work.
11. REPAIR OF ANY DAMAGE. In the event and to the extent Developer or its agents, representatives, contractors, subcontractors, or employees, in connection with performance of the Work, cause any damage to property owned by City or other property owners, then Developer shall promptly take all reasonable steps to repair or replace (as necessary) such property to remedy the damage caused thereto.

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1A NON-PROGRAM ROADWAY IMPROVEMENTS FOR
FEDERAL EXPRESS GROUND FACILITY
Page 7 of 10**

12. ACCEPTANCE OF WORK. Prior to acceptance of the Work by the City Council, Developer shall be solely responsible for maintaining the quality of the Work, and maintaining safety at the Work site.
13. WARRANTY PERIOD. Developer shall warrant the quality of the Work, in accordance with the terms of the Plans and Specifications, for a period of one (1) year after acceptance of the Work by the City Council. In the event that (during said one-year warranty period) any portion of the Work is determined by the City Engineer to be defective as a result of an obligation of Developer under this Agreement, Developer shall be in default and shall cure such default as required hereunder.
14. INDEPENDENT CONTRACTOR STATUS. Developer is an independent contractor, and the parties agree that City shall have no responsibility for any acts of Developer's employees, agents, representatives, contractors or subcontractors, including any negligent acts or omissions. Developer is not City's employee and Developer shall have no authority, express or implied, to act on behalf of City as an agent, or to bind City to any obligation whatsoever, unless City provides prior written authorization to Developer.
15. OWNERSHIP OF WORK. All original documents prepared by Developer for this Agreement shall be given to City upon City's acceptance of the Work; provided, however, ownership of said documents shall be determined in accordance with applicable laws.
16. ATTORNEY'S FEES. In the event any legal action or proceeding is commenced to enforce this Agreement, the prevailing party is entitled to reasonable attorney's fees, costs, and expenses incurred.
17. INDEMNIFICATION. Consistent with the security provisions contained herein, Developer shall indemnify, defend, and hold harmless City (including its elected officials, officers, agents and employees) from and against any and all claims, demands, damages, liabilities, costs, and expenses (including court costs and attorney's fees) resulting in the performance of the Work by Developer or Developer's agents, representatives, contractors, subcontractors, or employees until such time as the City Council accepts the Work, and the City becomes responsible for the maintenance, operation and repair of the Work, at which time the indemnification obligations under this Section 17 shall automatically terminate, with regard to any cause of action arising after such date. For avoidance of doubt, this termination shall not affect Developer's warranty obligations set forth in Section 13, above.
18. ASSIGNMENT AND DELEGATION. This Agreement and any portion thereof shall not be assigned or transferred, nor shall any of Developer's duties be delegated, without the written consent of City, which shall not be unreasonably withheld, delayed or denied. Any attempt to assign or delegate this Agreement without City's

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1A NON-PROGRAM ROADWAY IMPROVEMENTS FOR
FEDERAL EXPRESS GROUND FACILITY
Page 8 of 10**

written consent shall be void and of no force and effect. Consent by City to one assignment shall not be deemed to be consent to any subsequent assignment.

19. NOTICES.

20.1. Notice in Writing. All notices, demands, or other communications that this Agreement contemplates, authorizes or requires shall be in writing and shall be personally delivered or mailed to the respective party as follows:

City: City of Tracy
Attn: City Engineer
333 Civic Center Plaza
Tracy, CA 95376

Copy to: City Attorney's Office
Attn: City Attorney
333 Civic Center Plaza
Tracy, CA 95376

Prologis: Prologis L.P.
Attn: Dan Letter
Pier 1, Bay 1
San Francisco, CA 94111
Tel: (415) 733-9973
Fax: (415) 733-2171

Copy to: Miller Starr Regalia
Attn: Nadia Costa
1331 North California Blvd., 5th Floor
Walnut Creek, CA 94596
Tel: 925.935.9400
Fax: 925.933.4126

Copy to: Prologis L.P.
Attn: General Counsel
4545 Airport Way
Denver, CO 80239
Tel: 303.567.5000
Fax: 303.567.5903

20.2. Communications shall be deemed to have been given and received on the first to occur of: (1) actual receipt at the address designated above, or (2) two (2) business days following the deposit in the United States Mail of registered or certified mail, sent to the address designated above.

21. MODIFICATIONS. This Agreement may not be modified orally or in any manner other than by an agreement in writing signed by both parties.

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1A NON-PROGRAM ROADWAY IMPROVEMENTS FOR
FEDERAL EXPRESS GROUND FACILITY
Page 9 of 10**

22. WAIVERS. Waiver of a breach or default under this Agreement shall not constitute a continuing waiver or a waiver of a subsequent breach of the same or any other provision of this Agreement.
23. SEVERABILITY. In the event a court of competent jurisdiction holds any term of this Agreement invalid, the Agreement shall be construed as not containing that term, and the remainder of this Agreement shall remain in full force and effect.
24. JURISDICTION AND VENUE. The interpretation, validity and enforcement of the Agreement shall be governed by and construed under the laws of the State of California. Any suit, claim, or legal proceeding of any kind related to this Agreement shall be filed and heard in a court of competent jurisdiction in the County of San Joaquin.
25. ENTIRE AGREEMENT. This Agreement, including all documents incorporated by reference, comprises the entire integrated understanding between the parties concerning the Work. This Agreement supersedes all prior negotiations, representations or agreements as such may relate to performance of the Work.

Portion of this Page Intentionally Left Blank

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1A NON-PROGRAM ROADWAY IMPROVEMENTS FOR
FEDERAL EXPRESS GROUND FACILITY
Page 10 of 10**

26. SIGNATURES. The individuals executing this Agreement represent and warrant that they have the right, power, legal capacity, and authority to enter into and to execute this Agreement on behalf of the respective legal entities of Developer and City. This Agreement shall inure to the benefit of and be binding upon the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF the parties do hereby agree to the full performance of the terms set forth herein.

CITY OF TRACY, a municipal corporation

Brent Ives
MAYOR

Date: _____

Attest:

Carole Fleischmann
CITY CLERK

Date: _____

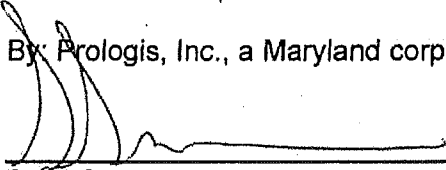
APPROVED AS TO FORM:

Dan Sodergren
CITY ATTORNEY

Date: _____

PROLOGIS:
PROLOGIS L.P., a Delaware limited partnership

By: Prologis, Inc., a Maryland corporation, its General Partner



Scott Swenson
Its: Vice President

Date: _____

01-120914cm

RESOLUTION 2015-_____

APPROVING AN OFFSITE IMPROVEMENT AGREEMENT FOR THE
CORDES RANCH PHASE 1A NON-PROGRAM ROADWAY IMPROVEMENTS
ON OLD SCHULTE ROAD, HANSEN ROAD, OLD ROAD "E", OLD AND NEW ROAD "E",
AND NORTH AND SOUTH ROAD "I" AND OTHER ASSOCIATED IMPROVEMENTS FOR
THE FEDERAL EXPRESS GROUND FACILITY AND AUTHORIZING THE MAYOR TO
EXECUTE THE AGREEMENT

WHEREAS, On May 22, 2014, the Development Services Director approved the Development Review application for construction of a distribution facility now referred to as the Federal Express Ground Facility, and

WHEREAS, The developer of the Federal Express Ground Facility project was required to complete the construction of frontage improvements on Hansen Road, Old Road "E" and New Schulte Road, prior to building occupancy, and

WHEREAS, The Federal Express Ground Facility project was also required to construct certain offsite roadway improvements such as the widening of Old Schulte Road and Hansen Road north of Old Schulte Road, construction Old Road "E", New Road "E", North Road "I", and South Road "I", and installation of traffic signal and intersection improvements on Hansen Road/Road "E", and South Road "I"/Old Schulte Road, and

WHEREAS, To guarantee completion of the work by the Developer in an orderly manner under the City's inspections and directions, the Developer was required to execute an Offsite Improvement Agreement (OIA) and post insurance and surety bonds, and

WHEREAS, The frontage improvements for the Federal Express Ground Facility project on the remaining portion of Hansen Road and New Schulte Road will be designed and constructed as part of the Cordes Ranch Phase 1B Roadway Improvements under a separate improvement agreement, and

WHEREAS, The Developer has requested that the public parkway and median landscaping improvements be excluded as part of the work described in the OIA, to allow the Developer sufficient time to resolve landscape design issues related to new regulations on water conservation measures, and

WHEREAS, The work related to parkway and median irrigation and landscaping improvements will be added through an amendment to the OIA at a later date, and

WHEREAS, There will be no fiscal impact to the General Fund. The Developer will pay for the cost of engineering inspection and processing the agreement;

NOW, THEREFORE, BE IT RESOLVED, That City Council approves the Offsite Improvement Agreement for the Cordes Ranch Phase 1A Non-Program Roadway Improvements on Old Schulte Road, Hansen Road, Old Road "E", New Road "E", North Road "I", and South Road "I", and the traffic signal and intersection improvements on Hansen Road/Old Road "E" and Old Schulte Road/South Road "I", and associated improvements to serve the Federal Express Ground Facility, and authorizes the Mayor to execute the Offsite Improvement Agreement.

* * * * *

The foregoing Resolution _____ was passed and adopted by the Tracy City Council on the 7th day of July, 2015, by the following vote:

AYES: COUNCIL MEMBERS:

NOES: COUNCIL MEMBERS:

ABSENT: COUNCIL MEMBERS:

ABSTAIN: COUNCIL MEMBERS:

ATTEST

MAYOR

CITY CLERK

AGENDA ITEM 1.J

REQUEST

APPROVE AN OFFSITE IMPROVEMENT AGREEMENT (OIA) FOR CORDES RANCH PHASE 1A - PROGRAM ROADWAY IMPROVEMENTS ON OLD SCHULTE ROAD AND HANSEN ROAD, INTERSECTION IMPROVEMENTS AND TRAFFIC SIGNAL ON OLD SCHULTE ROAD AND HANSEN ROAD (INTERSECTION #51), AND INTELLIGENT TRANSPORTATION SYSTEM ON OLD SCHULTE ROAD, HANSEN ROAD, AND INTERSECTION #51, AND ASSOCIATED IMPROVEMENTS FOR THE FEDERAL EXPRESS GROUND FACILITY AND AUTHORIZATION FOR THE MAYOR TO EXECUTE THE AGREEMENT

EXECUTIVE SUMMARY

Approval of the Offsite Improvement Agreement (OIA) will allow Prologis L.P., a Delaware limited partnership (Developer), to proceed with construction of streets and utility improvements that are necessary for the business operation of the Federal Express Ground Facility within the Cordes Ranch Business Park (now known as "International Park of Commerce).

DISCUSSION

On May 22, 2014, the Development Services Director approved the Development Review application for construction of a distribution facility now referred to as the Federal Express Ground Facility which includes an industrial building, a truck car wash, maintenance and fuel facility, and a gateway entry building totaling to 651,380 square feet of building space, parking, and associated improvements such as landscaping, and storm water treatment facilities. The Federal Express Ground Facility will be located at the northeast corner of Hansen Road and Old Road "E".

The developer of the Federal Express Ground Facility was required to complete construction of certain offsite roadway improvements including the widening of Old Schulte Road and Hansen Road, and installation of traffic signal and intersection improvements on Hansen Road/Old Schulte Road (Intersection #51). These improvements are considered program roadway improvements. The existing Development Agreement between the Developer and the City allows the Developer to elect and construct program roadway improvements and receive development fee credits and reimbursements.

The Developer has elected to construct the program roadway improvements on Hansen Road and Old Schulte Road, and the installation of traffic signal and intersection improvements on Hansen Road/Old Schulte Road. The Developer also elected to construct an intelligent transportation system on Old Schulte Road, Hansen Road, and Intersection #51, as they are a critical component of the traffic signal operation and it must be installed now with the roadway improvements. These program roadway improvements are to be constructed prior to building occupancy of the Federal Express Ground Facility.

To guarantee completion of the program roadway improvements or work by the Developer in an orderly manner under the City's inspections and directions, the Developer was required to execute an Offsite Improvement Agreement and post insurance and surety bonds.

The Developer has completed the design of the program roadway improvements described above, and has submitted the Improvement Plans, Specifications and Cost Estimates (PSE). City staff has reviewed the PSE and found them to be complete. The Developer has executed the Offsite Improvement Agreement and submitted the required security to guarantee completion of the program roadway improvements described above. The Offsite Improvement Agreement and Improvement Plans are on file with the City Engineer and are available for review upon request.

The Developer has requested that the public landscaping improvements along Old Schulte Road and Hansen Road be excluded as part of the work described in the OIA, to allow the Developer sufficient time to resolve landscape design issues related to new regulations on water conservation measures and storm water treatment, and work with City staff in finalizing the improvement plans for the parkway irrigation and landscaping improvements on Old Schulte Road and Hansen Road.

The work related to parkway irrigation and landscaping improvements will be added through an amendment to the OIA at a later date. After completion of the irrigation and landscaping plans, the Developer will sign an agreement to amend the OIA and submit the required improvement security. Improvement plans for the parkway irrigation and landscaping improvements is anticipated to be completed in four to five weeks.

Upon completion of all improvements, the City will accept the improvements for maintenance and will accept all offers of dedication of public right-of-way at that time.

FISCAL IMPACT

There will be no fiscal impact to the General Fund. The Developer will pay for the cost of engineering inspection and processing the agreement.

STRATEGIC PLAN

This agenda item is consistent with the City Council's Economic Development Strategy, to ensure physical infrastructure necessary for development are constructed.

RECOMMENDATION

That City Council, by resolution, approve the Offsite Improvement Agreement for Cordes Ranch - Phase 1A Program Roadway Improvements on Old Schulte Road and Hansen Road, and the traffic signal and intersection improvements on Old Schulte Road/Hansen Road (Intersection #51), and Intelligent Transportation System on Old Schulte Road and Hansen Road, Intersection #51, and associated improvements to serve the

Federal Express Ground Facility, and authorize the Mayor to execute the Offsite Improvement Agreement.

Prepared by: Criseldo Mina, Senior Civil Engineer

Reviewed by: Kuldeep Sharma, Interim City Engineer/Utilities Director
William Dean, Interim Development Services Director
Andrew Malik, Interim Assistant City Manager

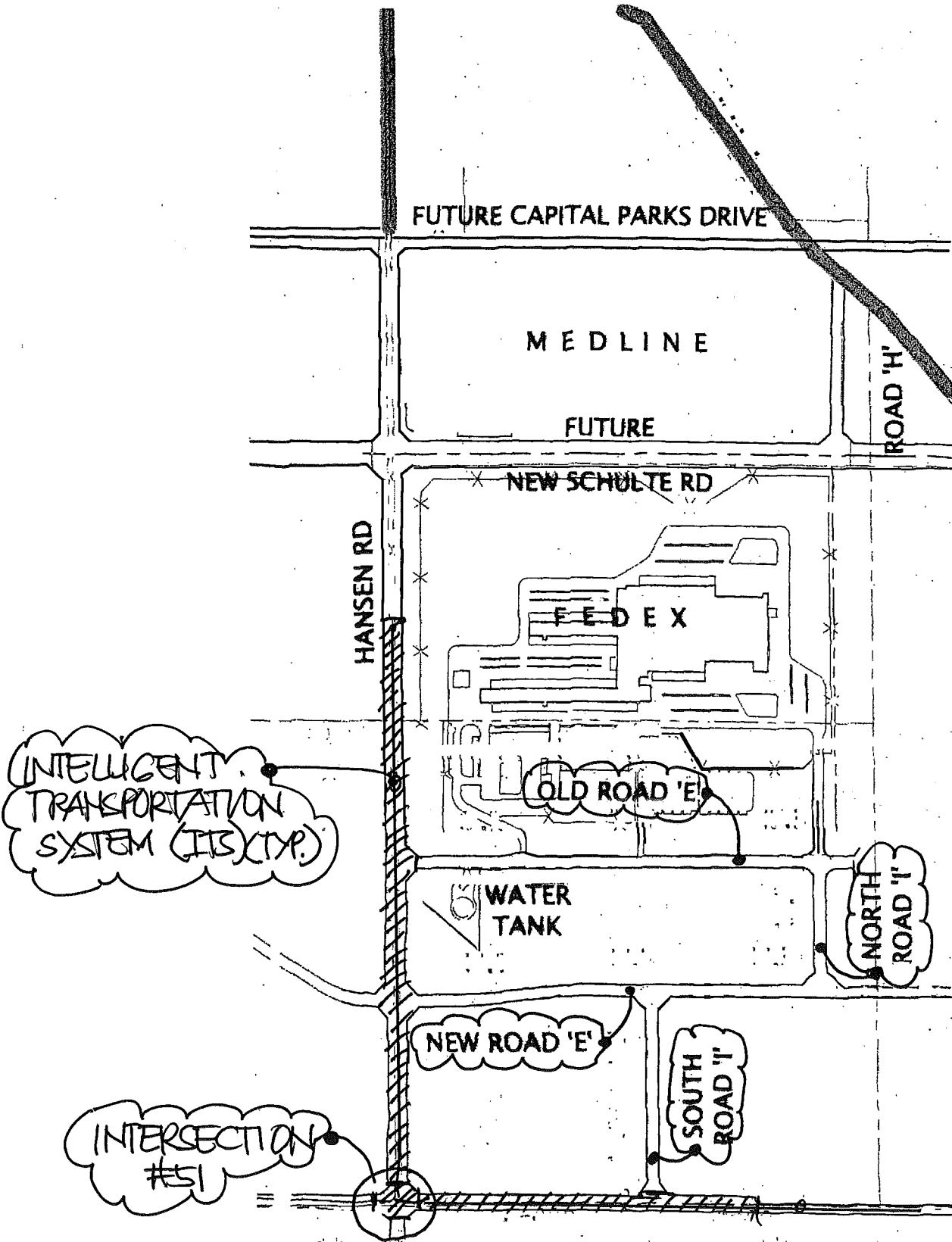
Approved by: Troy Brown, City Manager

ATTACHMENTS

Attachment A – Location Map

Attachment B – Offsite Improvement Agreement for Cordes Ranch - Phase 1A Program
Roadway Improvements

CORDES RANCH - PHASE 1A PROGRAM ROADWAY IMPROVEMENTS



LOCATION MAP
N.T.S.

**CITY OF TRACY
OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1A PROGRAM ROADWAY & RECYCLED WATER
IMPROVEMENTS FOR FEDERAL EXPRESS GROUND FACILITY**

This **OFFSITE IMPROVEMENT AGREEMENT FOR CORDES RANCH – PHASE 1A PROGRAM ROADWAY & RECYCLED WATER IMPROVEMENTS FOR FEDERAL EXPRESS GROUND FACILITY** ("**Agreement**") is made and entered into by and between the **CITY OF TRACY**, a municipal corporation ("**City**") and **PROLOGIS, L. P.**, a Delaware limited partnership (referred to as "**Developer**").

RECITALS

- A. Developer is the legal owner of approximately one thousand two hundred and forty two (1,242) acres of real property, as shown and more particularly described in attached Exhibit A ("**Property**").
- B. The Property is within the Cordes Ranch Specific Plan Area, which consists of approximately one thousand seven hundred and eighty (1,780) acres ("**Specific Plan Area**"). The Cordes Ranch Specific Plan ("**Specific Plan**") is intended to create a state-of-the-art commerce and business park within the Specific Plan Area by establishing land use, zoning and development standards and regulations to provide for the phased development of approximately thirty one (31) million square feet of general commercial, general office and business park industrial uses, related on- and off-site infrastructure, and passive and active use open space areas, trails, joint use park/detention facilities, and other related improvements, as described more fully therein ("**Project**").
- C. On September 3, 2013, the Tracy City Council ("**City Council**") adopted the Specific Plan and approved related land use entitlements to enable the Project to proceed. In connection therewith, the City Council approved that certain *Development Agreement By and Between the City of Tracy and Prologis, L.P.* (the indirect parent of Developer) ("**Development Agreement**").
- D. The Development Review Application (D14-0008) for the construction of a distribution center with support facilities such as wash, maintenance, fuel and gateway entry buildings and associated parking and landscaping improvements ("**FedEx**), as approved by the Development Services Director on May 22, 2014, is on file with the Office of the City Engineer, and is incorporated herein by reference. The approval of the Development Review Application, D14-0008 was subject to specific conditions of approval (hereinafter "**Conditions of Approval**"), attached hereto as Exhibit "B," and incorporated herein by reference.
- E. In accordance with the Development Agreement, the Specific Plan, Conditions of Approval, and the Citywide Water System Master Plan ("**Master Plan**"), Developer has submitted, and City has approved, those certain improvement plans and specifications relating to the construction of streets and utilities improvements on Old Schulte Road approximately 3,500 feet from the Delta Mendota Canal Bridge to the East, and on Hansen Road approximately 2,300 feet from Old Schulte Road to the North, intersection improvements including a traffic signal at Hansen Road and Old Schulte Road, and all associated improvements (collectively, "**Phase 1A Program Roadway & Recycled Water**

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1A PROGRAM ROADWAY & RECYCLED WATER
IMPROVEMENTS FOR FEDERAL EXPRESS GROUND FACILITY
Page 2 of 10**

Improvements” or **Work**”). The Work is described more fully in the one hundred nine (109) sheets of improvement plans entitled “International Park of Commerce – Phase 1A Street Improvement Plans for Old Schulte Road Widening, Hansen Road, New Road “E”, Old Road “E”, South Road “I” and North Road “I” prepared by Kier & Wright Engineers of Livermore, California (excluding irrigation land landscaping plans described as Sheets I1 through I10 and L1 through L9 prepared by David Babcock & Associates of Lafayette, California), and ten (10) sheets of Joint Trench/Electrical Plans improvement plans entitled “IPC – Phase 1A” prepared by RGA Design of Dublin, California (**Plans and Specifications**”). The Plans and Specifications are on file with the City Engineer, and are incorporated herein by reference.

F. The Plans and Specifications have been prepared on behalf of Developer and City, and approved by the City Engineer, which describe in more detail the Work required in this Agreement.

G. Since the Work, as described above and in the Plans and Specifications, has not been completed, Developer has requested to execute this Agreement as authorized by Government Code Section 66462.

NOW THEREFORE, THE PARTIES MUTUALLY AGREE AS FOLLOWS:

1. SCOPE OF WORK. Developer shall perform, or cause to be performed, the Work, to the satisfaction of the City Engineer, pursuant to Section 4 of the Development Agreement. The Work shall be performed, and all materials and labor shall be provided, at Developer’s expense, in the manner described in the Plans and Specifications, subject to fee reconciliation provisions set forth in Section 6 of the Development Agreement. No material change shall be made to the scope of Work unless authorized in writing by the City Engineer, such approval not to be unreasonably withheld. Developer may submit a written request to the City Engineer for a change in the scope of Work, as required by Tracy Municipal Code Section 12.36.060(f). Any portion(s) of the Work that are within City’s right(s)-of-way and/or easement(s) are to be performed by the Developer in accordance with the requirements of the State prevailing wage laws, in the event and to the extent applicable.
 - 1.1. Developer shall complete the improvement plans, specifications, and cost estimates for the irrigation and landscaping improvements within the median on and the area between the curb and property line (Additional Work) within thirty (30) calendar days from the date of City Council’s approval of this Agreement. Prior to construction of the Additional Work, the Developer shall enter into an agreement (Amendment 1 to the Agreement) with the City and post improvement security for the Additional Work.
2. DEVELOPER’S AUTHORIZED REPRESENTATIVE. At all times during the progress of the Work, Developer shall have a competent foreman or superintendent (**Authorized Representative**) on site with authority to act on Developer’s behalf. Developer shall, at all times, keep the City Engineer reasonably informed in writing

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1A PROGRAM ROADWAY & RECYCLED WATER
IMPROVEMENTS FOR FEDERAL EXPRESS GROUND FACILITY
Page 3 of 10**

of the name and telephone number of the Authorized Representative. Developer shall, at all times, keep the City Engineer reasonably informed in writing of the names and telephone numbers of all contractors and subcontractors performing the Work. Exhibit C attached hereto includes the initial contact information referenced herein.

3. LOCATION OF PERFORMANCE. Developer shall perform the Work at the locations and grades shown on the Plans and Specifications or as otherwise approved by the City Engineer. Subject to Section 3.8 of the Development Agreement, in the event and to the extent required for the Work, Developer shall acquire all easements and/or rights-of-way necessary for the performance of the Work, at Developer's expense, subject to fee reconciliation provisions set forth in Section 6 of the Development Agreement.
4. IMPROVEMENT SECURITY. Concurrently with the execution of this Agreement, and prior to the commencement of any Work, Developer shall furnish contract security, in a form authorized by the Subdivision Map Act (including Government Code Sections 66499 *et seq.*) and Tracy Municipal Code Section 12.36.080, in the following amounts:

Program Roadway and Recycled Water Improvements

- 4.1 Faithful Performance security in the amount of **\$4,527,998.00** to secure faithful performance of this Agreement (until the date when the City Council accepts the Work as complete) pursuant to Government Code section 66499.1, 66499.4, and 66499.9.
 - 4.2 Labor and Material security in the amount of **\$4,527,998.00** to secure payment by Developer to laborers and materialmen (until the date when any and all claims in connection with the Work are required to be made by laborers and materialmen in accordance with applicable laws) pursuant to Government Code Sections 66499.2, 66499.3, 66499.4, and 66499.7(b).
 - 4.3 Warranty security in the amount of **\$452,799.80** to secure faithful performance of this Agreement (from the date when the City Council accepts the Work as complete until one (1) year thereafter) pursuant to Government Code Section 66499.1, 66499.4, and 66499.9.
5. INSURANCE. Concurrently with the execution of this Agreement, and prior to the commencement of any Work, Developer shall furnish evidence to City that all of the following insurance requirements have been satisfied by the Developer or its general contractor responsible for the Work.
 - 5.1. General. Developer shall, throughout the duration of this Agreement, maintain or cause to be maintained insurance to cover Developer, its agents, representatives, contractors, subcontractors, and employees in connection with the performance of services for the Work covered by this Agreement at the minimum levels set forth herein.

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1A PROGRAM ROADWAY & RECYCLED WATER
IMPROVEMENTS FOR FEDERAL EXPRESS GROUND FACILITY
Page 4 of 10**

- 5.2. Commercial General Liability (with coverage at least as broad as ISO form CG 00 01 01 96) coverage shall be maintained in an amount not less than Three Million Dollars (\$3,000,000) general aggregate and One Million Dollars (\$1,000,000) per occurrence for general liability, bodily injury, personal injury, and property damage.
- 5.3. Automobile Liability (with coverage at least as broad as ISO form CA 00 01 07 97, for "any auto") coverage shall be maintained in an amount not less than One Million Dollars (\$1,000,000) per accident for bodily injury and property damage.
- 5.4. Workers' Compensation coverage shall be maintained as required by the State of California.
- 5.5. Endorsements. Developer shall ensure the automobile and commercial general liability provide the following provisions:
 - 5.5.1. City (including its elected and appointed officials, officers, employees, and agents) shall be named as an additional "insured."
 - 5.5.2. For any claims related to this Agreement, Developer's coverage shall be primary insurance with respect to City. Any insurance maintained by City shall be excess of Developer's insurance and shall not contribute with it.
- 5.6. Notice of Cancellation. Developer shall obtain endorsements to all insurance policies by which each insurer is required to provide thirty (30) days' prior written notice to City should the policy be canceled before the expiration date. For the purpose of this notice requirement, any material change in the policy prior to the expiration shall be considered a cancellation.
- 5.7. Authorized Insurers. All insurance companies providing coverage to Developer shall be insurance organizations authorized by the Insurance Commissioner of the State of California to transact the business of insurance in the State of California.
- 5.8. Insurance Certificate. Developer shall provide evidence of compliance with the insurance requirements listed above by providing a certificate of insurance, in a form reasonably satisfactory to the City Attorney.
- 5.9. Substitute Certificates. No later than five (5) calendar days prior to the policy expiration date of any insurance policy required by this Agreement, Developer shall provide a substitute certificate of insurance.
- 5.10. Developer's Obligation. Maintenance of insurance by Developer as specified in this Agreement shall in no way be interpreted as relieving Developer of any

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1A PROGRAM ROADWAY & RECYCLED WATER
IMPROVEMENTS FOR FEDERAL EXPRESS GROUND FACILITY
Page 5 of 10**

of its obligations hereunder (including indemnity obligations under this Agreement), and Developer may carry, at its own expense, such additional insurance as it deems necessary or desirable.

6. PERMITS, LICENSES AND COMPLIANCE WITH LAW. Developer shall, at its expense, obtain and maintain all necessary permits, approvals and licenses for performance of the Work, subject to City's cooperation pursuant to Sections 3.4 and 3.5 of the Development Agreement. In its performance of the Work, Developer shall comply with all applicable local, state, and federal laws, whether or not said laws are expressly stated in this Agreement.
7. TIME OF PERFORMANCE. Time is of the essence in the performance of the Work, and Developer shall with diligence and in good faith adhere to the timing requirements set forth herein unless otherwise modified in writing in accordance with this Agreement. Developer shall submit all requests for extensions of time to City, in writing, no later than ten (10) days after the start of the condition that purportedly caused the delay, and not later than the date on which performance is due.
 - 7.1. Commencement of Work. No later than fifteen (15) days prior to the commencement of the Work, Developer shall provide written notice to the City Engineer of the date on which Developer intends to commence the Work. Developer shall not commence the Work until after the notice required by this Section 7.1 is provided, and Developer shall not commence Work prior to the date specified in said written notice.
 - 7.2. Schedule of Work. Concurrently with the written notice of commencement of Work, Developer shall provide City with a written estimated schedule of Work, which shall be updated in writing as necessary to accurately reflect Developer's prosecution of the Work.
 - 7.3. Completion of Work. Developer shall complete all Work prior to the issuance of building certificate of occupancy of the Federal Express Ground Facility Project or no later than three hundred sixty-five (365) calendar days after Developer's submittal of its notice of commencement of work pursuant to Section 7.1 above, whichever occurs first, and subject to extension for force majeure.
8. INSPECTION BY CITY. In order to permit City to inspect the Work, Developer shall, at all times, provide to City reasonable and safe access to the Work site, and all portions of the Work, and to all shops wherein portions of the Work are in preparation. City inspections of the Work shall be conducted in accordance with Section 4 of the Development Agreement.
9. INSPECTION, OTHER FEES AND PROGRAM FEE CREDITS. All fees due to City in connection with the Work shall be paid in accordance with the Development Agreement. Accordingly, concurrently with the execution of this Agreement, and prior to the commencement of any Work, Developer shall pay City the applicable

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1A PROGRAM ROADWAY & RECYCLED WATER
IMPROVEMENTS FOR FEDERAL EXPRESS GROUND FACILITY
Page 6 of 10**

Program Soft Costs (as that term is defined in the Development Agreement) in accordance with Section 5.1(b) of the Development Agreement.

10. DEFAULT.

10.1. Notice of Default. Subject to compliance with Sections 4.4(a) and (b) of the Development Agreement, in the event that Developer is in default of this Agreement, as defined in this Section 10, the City Engineer shall provide written notice to Developer and Developer's surety (if any) in which the default is described.

10.2. Material Breach. Developer shall be in default of this Agreement if Developer fails to perform one or more material requirements of this Agreement, and fails to cure any such non-performance pursuant to Section 10.3, below.

10.3. Cure of Default. In the event that Developer fails, within thirty (30) calendar days after receipt of written notice, to either cure the default or provide adequate written assurance to the reasonable satisfaction of the City Engineer that the cure will be promptly commenced and diligently prosecuted to its completion, the City may, in its discretion, take any or all of the following actions:

10.3.1. Cure the default in accordance with Section 4.4(b) of the Development Agreement.

10.3.2. Demand that Developer complete performance of the Work.

10.3.3. Demand that Developer's surety (if any) complete performance of the Work.

11. REPAIR OF ANY DAMAGE. In the event and to the extent Developer or its agents, representatives, contractors, subcontractors, or employees, in connection with performance of the Work, cause any damage to property owned by City or other property owners, then Developer shall promptly take all reasonable steps to repair or replace (as necessary) such property to remedy the damage caused thereto.

12. ACCEPTANCE OF WORK. Prior to acceptance of the Work by the City Council, Developer shall be solely responsible for maintaining the quality of the Work, and maintaining safety at the Work site.

13. WARRANTY PERIOD. Developer shall warrant the quality of the Work, in accordance with the terms of the Plans and Specifications, for a period of one (1) year after acceptance of the Work by the City Council. In the event that (during said one-year warranty period) any portion of the Work is determined by the City Engineer to be defective as a result of an obligation of Developer under this Agreement, Developer shall be in default and shall cure such default as required hereunder.

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1A PROGRAM ROADWAY & RECYCLED WATER
IMPROVEMENTS FOR FEDERAL EXPRESS GROUND FACILITY
Page 7 of 10**

14. INDEPENDENT CONTRACTOR STATUS. Developer is an independent contractor, and the parties agree that City shall have no responsibility for any acts of Developer's employees, agents, representatives, contractors or subcontractors, including any negligent acts or omissions. Developer is not City's employee and Developer shall have no authority, express or implied, to act on behalf of City as an agent, or to bind City to any obligation whatsoever, unless City provides prior written authorization to Developer.
15. OWNERSHIP OF WORK. All original documents prepared by Developer for this Agreement shall be given to City upon City's acceptance of the Work; provided, however, ownership of said documents shall be determined in accordance with applicable laws.
16. ATTORNEY'S FEES. In the event any legal action or proceeding is commenced to enforce this Agreement, the prevailing party is entitled to reasonable attorney's fees, costs, and expenses incurred.
17. INDEMNIFICATION. Consistent with the security provisions contained herein, Developer shall indemnify, defend, and hold harmless City (including its elected officials, officers, agents and employees) from and against any and all claims, demands, damages, liabilities, costs, and expenses (including court costs and attorney's fees) resulting in the performance of the Work by Developer or Developer's agents, representatives, contractors, subcontractors, or employees until such time as the City Council accepts the Work, and the City becomes responsible for the maintenance, operation and repair of the Work, at which time the indemnification obligations under this Section 17 shall automatically terminate, with regard to any cause of action arising after such date. For avoidance of doubt, this termination shall not affect Developer's warranty obligations set forth in Section 13, above.
18. ASSIGNMENT AND DELEGATION. This Agreement and any portion thereof shall not be assigned or transferred, nor shall any of Developer's duties be delegated, without the written consent of City, which shall not be unreasonably withheld, delayed or denied. Any attempt to assign or delegate this Agreement without City's written consent shall be void and of no force and effect. Consent by City to one assignment shall not be deemed to be consent to any subsequent assignment.
19. NOTICES.
 - 19.1. Notice in Writing. All notices, demands, or other communications that this Agreement contemplates, authorizes or requires shall be in writing and shall be personally delivered or mailed to the respective party as follows:

City: City of Tracy
Attn: City Engineer
333 Civic Center Plaza
Tracy, CA 95376

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1A PROGRAM ROADWAY & RECYCLED WATER
IMPROVEMENTS FOR FEDERAL EXPRESS GROUND FACILITY
Page 8 of 10**

Copy to: City Attorney's Office
Attn: City Attorney
333 Civic Center Plaza
Tracy, CA 95376

Prologis: Prologis L.P.
Attn: Dan Letter
Pier 1, Bay 1
San Francisco, CA 94111
Tel: (415) 733-9973
Fax: (415) 733-2171

Copy to: Miller Starr Regalia
Attn: Nadia Costa
1331 North California Blvd., 5th Floor
Walnut Creek, CA 94596
Tel: 925.935.9400
Fax: 925.933.4126

Copy to: Prologis L.P.
Attn: General Counsel
4545 Airport Way
Denver, CO 80239
Tel: 303.567.5000
Fax: 303.567.5903

- 19.2. Communications shall be deemed to have been given and received on the first to occur of: (1) actual receipt at the address designated above, or (2) two (2) business days following the deposit in the United States Mail of registered or certified mail, sent to the address designated above.
20. MODIFICATIONS. This Agreement may not be modified orally or in any manner other than by an agreement in writing signed by both parties.
21. WAIVERS. Waiver of a breach or default under this Agreement shall not constitute a continuing waiver or a waiver of a subsequent breach of the same or any other provision of this Agreement.
22. ROADWAY FEE CREDITS AND PARTIAL RELEASE OF SECURITY. By entering into this Agreement, Developer shall be entitled to \$4,146,049 (Four Million One Hundred Forty Six Thousand forty Nine and 00/100 Dollars of roadway fee credits. The FedEx property described in Exhibit "D", attached hereto and being developed under the City Building Permit Number 13-0443 ("**FedEx Permit**") shall be allocated \$3,133,085.09 (Three Million, One Hundred Thirty Three Thousand, Eighty Five and 09/100 Dollars of Roadway Fee Credits) of these fee credits and an equal amount of the cash security previously posted by FedEx for the FedEx Permit shall be released by the City and returned to FedEx.

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1A PROGRAM ROADWAY & RECYCLED WATER
IMPROVEMENTS FOR FEDERAL EXPRESS GROUND FACILITY
Page 9 of 10**

23. RECYCLED WATER FEE CREDITS AND PARTIAL RELEASE OF SECURITY. By entering into this Agreement, Developer shall be entitled to \$381,949 (Three Hundred Eighty One Thousand Nine Hundred forty Nine and 00/100 Dollars of recycled water fee credits. The FedEx property described in Exhibit "D", attached hereto and being developed under the City Building Permit Number 13-0443 ("FedEx Permit") shall be allocated \$374,471.58 (Three Hundred Seventy Four Thousand, Four Hundred Seventy One and 58/100 Dollars of Recycled Water Credits) of these fee credits and an equal amount of the cash security previously posted by FedEx for the FedEx Permit shall be released by the City and returned to FedEx.
24. SEVERABILITY. In the event a court of competent jurisdiction holds any term of this Agreement invalid, the Agreement shall be construed as not containing that term, and the remainder of this Agreement shall remain in full force and effect.
25. JURISDICTION AND VENUE. The interpretation, validity and enforcement of the Agreement shall be governed by and construed under the laws of the State of California. Any suit, claim, or legal proceeding of any kind related to this Agreement shall be filed and heard in a court of competent jurisdiction in the County of San Joaquin.
26. ENTIRE AGREEMENT. This Agreement, including all documents incorporated by reference, comprises the entire integrated understanding between the parties concerning the Work. This Agreement supersedes all prior negotiations, representations or agreements as such may relate to performance of the Work.

Portion of this Page Intentionally Left Blank

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1A PROGRAM ROADWAY & RECYCLED WATER
IMPROVEMENTS FOR FEDERAL EXPRESS GROUND FACILITY
Page 10 of 10**

27. SIGNATURES. The individuals executing this Agreement represent and warrant that they have the right, power, legal capacity, and authority to enter into and to execute this Agreement on behalf of the respective legal entities of Developer and City. This Agreement shall inure to the benefit of and be binding upon the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF the parties do hereby agree to the full performance of the terms set forth herein.

CITY OF TRACY, a municipal corporation

Michael Maciel
MAYOR
Date: _____

Attest:

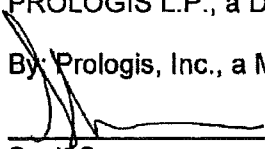
Nora Pimentel
CITY CLERK
Date: _____

APPROVED AS TO FORM:

Dan Sodergren
CITY ATTORNEY
Date: _____

PROLOGIS:
PROLOGIS L.P., a Delaware limited partnership

By: Prologis, Inc., a Maryland corporation, its General Partner



Scott Swenson
Its: VICE PRESIDENT
Date: 6-29-2015

01-120914cm

RESOLUTION 2015-_____

APPROVING AN OFFSITE IMPROVEMENT AGREEMENT FOR THE
CORDES RANCH PHASE 1A PROGRAM ROADWAY IMPROVEMENTS
ON OLD SCHULTE ROAD AND HANSEN ROAD, INTERSECTION IMPROVEMENTS AND
TRAFFIC SIGNAL ON OLD SCHULTE ROAD AND HANSEN ROAD (INTERSECTION #51),
AND INTELLIGENT TRANSPORTATION SYSTEM ON OLD SCHULTE ROAD, HANSEN
ROAD, AND INTERSECTION #51, AND ASSOCIATED IMPROVEMENTS
FOR THE FEDERAL EXPRESS GROUND FACILITY AND AUTHORIZING THE MAYOR TO
EXECUTE THE AGREEMENT

WHEREAS, On May 22, 2014, the Development Services Director approved the
Development Review application for construction of a distribution facility now referred to as the
Federal Express Ground Facility, and

WHEREAS, The developer of the Federal Express Ground Facility was required to complete
construction of certain offsite roadway improvements including the widening of Old Schulte Road
and Hansen Road, and installation of traffic signal and intersection improvements on Hansen
Road/Old Schulte Road (Intersection #51), and

WHEREAS, The Developer has elected to construct the program roadway improvements on
Hansen Road and Old Schulte Road, and

WHEREAS, These program roadway improvements are to be constructed prior to building
occupancy of the Federal Express Ground Facility, and

WHEREAS, To guarantee completion of the program roadway improvements or work by the
Developer in an orderly manner under the City's inspections and directions, the Developer was
required to execute an Offsite Improvement Agreement and post insurance and surety bonds, and

WHEREAS, The Developer has requested that the public landscaping improvements along
Old Schulte Road and Hansen Road be excluded as part of the work described in the OIA, to allow
the Developer sufficient time to resolve landscape design issues related to new regulations on water
conservation measures and storm water treatment, and

WHEREAS, The work related to parkway irrigation and landscaping improvements will be
added through an amendment to the OIA at a later date, and

WHEREAS, There will be no fiscal impact to the General Fund. The Developer will pay for
the cost of engineering inspection and processing the agreement;

NOW, THEREFORE, BE IT RESOLVED, That City Council approves the Offsite
Improvement Agreement for the Cordes Ranch Phase 1A Program Roadway Improvements on Old
Schulte Road and Hansen Road, and the traffic signal and intersection improvements on Old
Schulte Road/ Hansen Road (Intersection #51), and Intelligent Transportation System on Old
Schulte Road and Hansen Road, Intersection #51, and associated improvements to serve the
Federal Express Ground Facility, and authorize the Mayor to execute the Offsite Improvement
Agreement.

* * * * *

The foregoing Resolution _____ was passed and adopted by the Tracy City Council on the 7th day of July, 2015, by the following vote:

AYES: COUNCIL MEMBERS:
NOES: COUNCIL MEMBERS:
ABSENT: COUNCIL MEMBERS:
ABSTAIN: COUNCIL MEMBERS:

MAYOR

ATTEST

CITY CLERK

July 7, 2015

AGENDA ITEM 1.K

REQUEST

APPROVE AN OFFSITE IMPROVEMENT AGREEMENT FOR THE CORDES RANCH PHASE 1C NON-PROGRAM ROADWAY IMPROVEMENTS ON OLD SCHULTE ROAD AND MOUNTAIN HOUSE PARKWAY AND ASSOCIATED IMPROVEMENTS FOR THE CROSSROADS BUILDING 1 AND AUTHORIZATION FOR THE MAYOR TO EXECUTE THE AGREEMENT

EXECUTIVE SUMMARY

Approval of the Offsite Improvement Agreement (OIA) will allow Prologis L.P., a Delaware limited partnership (Developer), to proceed with the construction of streets and utilities improvements that are necessary for the business operation of the Crossroads Building 1 (also called Crossroads Business Center) within the Cordes Ranch Business Park (International Park of Commerce).

DISCUSSION

On October 14, 2014, the Development Services Director approved the Development Review application for construction of an 1,000,680 square foot industrial facility with building, parking, and landscape improvements known as the Cordes Ranch - Crossroads Building 1 (also known as Crossroads Business Center) which will be located at the northeast corner of Old Schulte Road and Mountain House Parkway.

Approval of the Crossroads Building 1 was subject to certain development conditions of approval. The Developer was required to design and construct roadway improvements along the entire frontage of the industrial facility on Old Schulte Road and Mountain House Parkway. The roadway frontage improvements include asphalt concrete pavement, curb, gutter sidewalk, driveway, conduit for domestic and irrigation water and electrical service, fire hydrant, street light, storm drain line, catch basin, pavement marking and striping, traffic sign, and associated improvements on Old Schulte Road and Mountain House Parkway. It also includes the modification of existing intersections and traffic signal at Old Schulte Road/ Schulte Court, Old Schulte Road/Gateway Boulevard, and Mountain House Parkway/Berkley Drive.

The Developer will construct a commercial driveway on Mountain House Parkway as a second access to the site. A median break on Mountain House Parkway will be allowed for a "left turn in" movement to the second access point from Mountain House Parkway with an interim traffic signal. Once the final improvements are complete, the intersection of Mountain House Parkway/Berkley Drive is constructed, the median break with the left-turn lane including the traffic signal for the second access will be removed. Berkley Drive/ Mountain House Parkway will be widened with a new traffic signal.

The Developer has requested that the public parkway landscaping improvements along Old Schulte Road and Mountain House Parkway be excluded as part of the work described in the OIA, to allow the Developer sufficient time to resolve landscape design issues related new regulations on water conservation measures and storm water

treatment, and work with City staff in finalizing the improvement plans for the parkway irrigation and landscaping improvements on Old Schulte Road and Mountain House Parkway.

The work related to parkway irrigation and landscaping improvements will be added through an amendment to the OIA at a later date. After completion of the irrigation and landscaping plans, the Developer will sign an agreement to amend the OIA and submit the required improvement security. Improvement plans for the parkway irrigation and landscaping improvements is anticipated to be completed within four to five weeks.

The Developer has completed the design of the roadway frontage improvements (except the public parkway landscaping improvements) on Old Schulte Road and Mountain House Parkway, and has submitted the Improvement Plans, and Cost Estimates. City staff has reviewed the improvement plans and cost estimates and found them to be complete. The Developer has executed the Offsite Improvement Agreement, and submitted the required security to guarantee completion of the roadway frontage improvements on Old Schulte Road and Mountain House Parkway. The Offsite Improvement Agreement and Improvement Plans are on file with the City Engineer and are available for review upon request.

Upon completion of all improvements, the City will accept the improvements for maintenance and will accept all offers of dedication of public right-of-way at that time.

FISCAL IMPACT

There will be no fiscal impact to the General Fund. The Developer will pay for the cost of engineering inspection and processing the agreement.

STRATEGIC PLAN

This agenda item is consistent with the City Council's Economic Development Strategy, to ensure physical infrastructure necessary for development are constructed.

RECOMMENDATION

That City Council, by resolution, approve the Offsite Improvement Agreement for the Cordes Ranch – Phase 1C Non-Program Roadway Improvements on Old Schulte Road and Mountain House Parkway for Crossroads Building 1, and authorize the Mayor to execute the Offsite Improvement Agreement.

Agenda Item 1.K
July 7, 2015
Page 3

Prepared by: Criseldo Mina, P.E., Senior Civil Engineer

Reviewed by: Kuldeep Sharma, Utilities Director
Bill Dean, Interim Development Services Director
Andrew Malik, Interim Assistant City Manager

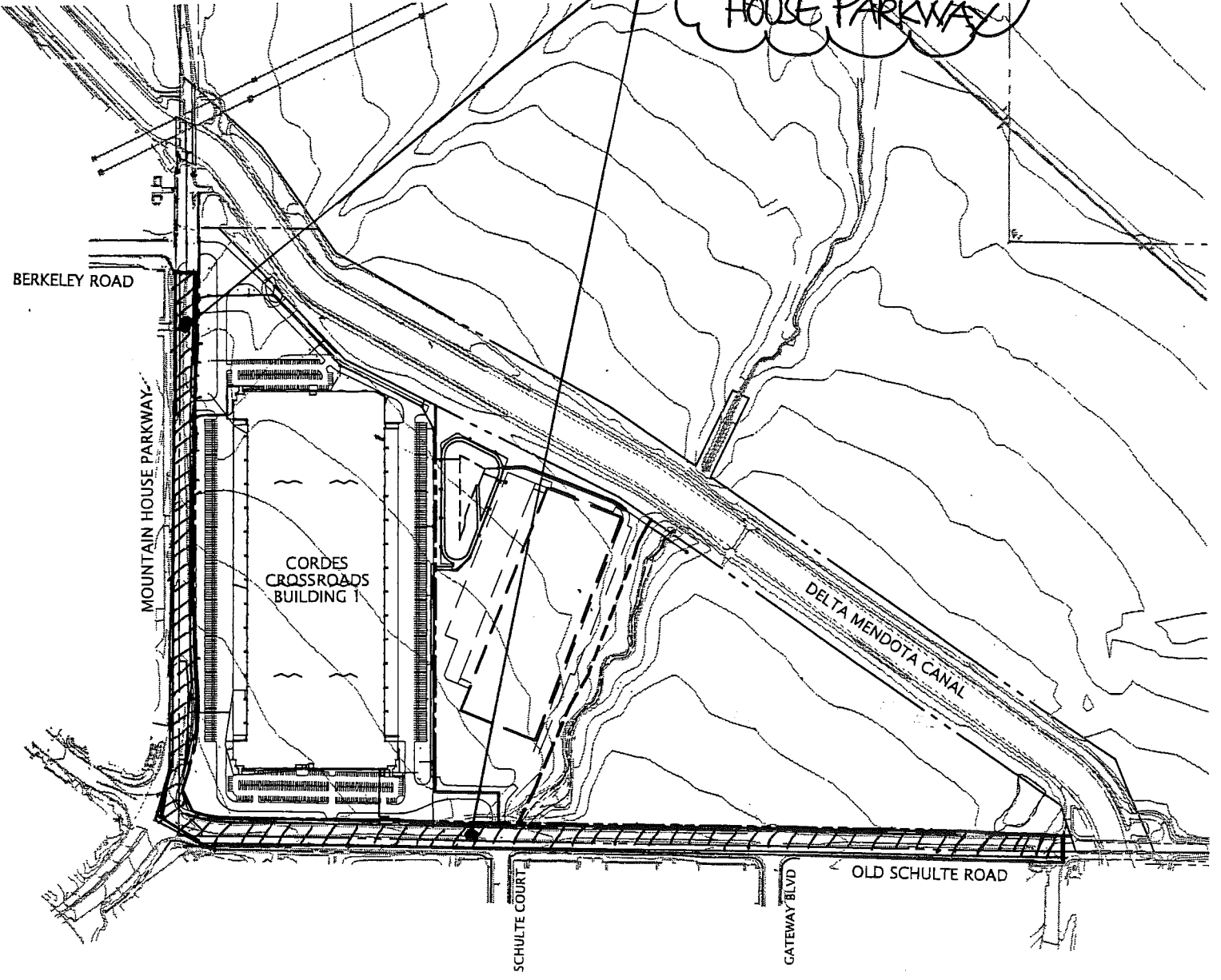
Approved by: Troy Brown, City Manager

ATTACHMENTS:

Attachment A - Location Map

Attachment B – Offsite Improvement Agreement

LORDS RANCH - PHASE I C
NON-PROGRAM ROADWAY
IMPROVEMENTS ON
OLD SCHULTE ROAD
AND MOUNTAIN
HOUSE PARKWAY



LOCATION MAP
NOT TO SCALE!

**CITY OF TRACY
OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1C NON-PROGRAM ROADWAY IMPROVEMENTS FOR
CROSSROADS BUILDING #1**

This **OFFSITE IMPROVEMENT AGREEMENT FOR CORDES RANCH – PHASE 1C NON-PROGRAM ROADWAY IMPROVEMENTS FOR CROSSROADS BUILDING #1** ("**Agreement**") is made and entered into by and between the **CITY OF TRACY**, a municipal corporation ("**City**") and **PROLOGIS, L. P.**, a Delaware limited partnership ("**Developer**").

RECITALS

A. Developer is the legal owner of approximately one thousand two hundred and forty two (1,242) acres of real property, as shown and more particularly described in attached Exhibit A ("**Property**").

B. The Property is within the Cordes Ranch Specific Plan Area, which consists of approximately one thousand seven hundred and eighty (1,780) acres ("**Specific Plan Area**"). The Cordes Ranch Specific Plan ("**Specific Plan**") is intended to create a state-of-the-art commerce and business park within the Specific Plan Area by establishing land use, zoning and development standards and regulations to provide for the phased development of approximately thirty one (31) million square feet of general commercial, general office and business park industrial uses, related on- and off-site infrastructure, and passive and active use open space areas, trails, joint use park/detention facilities, and other related improvements, as described more fully therein ("**Project**").

C. On September 3, 2013, the Tracy City Council ("**City Council**") adopted the Specific Plan and approved related land use entitlements to enable the Project to proceed. In connection therewith, the City Council approved that certain *Development Agreement By and Between the City of Tracy and Prologis, L.P.* (the indirect parent of Developer) ("**Development Agreement**").

D. On October 14, 2014, the Development Services Director approved the Development Review application (Application Number D14-0017) for the construction of 1,000,680 square feet industrial building (Crossroads Building 1), along with associated parking and on-site landscape improvements within the Crossroads Buildings #1 and #2 site. Approval of the Crossroads Building 1 was subject to specified conditions ("**Conditions of Approval**"), attached hereto as Exhibit "B", and incorporated herein by reference.

D. In accordance with the Development Agreement, Conditions of Approval, the Specific Plan, and the Citywide Roadway Master Circulation Plan ("**Master Plan**"), Developer has submitted, and City has approved, those certain improvement plans and specifications relating to the construction of streets and utilities improvements on Mountain House Parkway approximately 2,600 feet from Old Schulte Road to the north, Old Schulte Road from Mountain House Parkway to Greenbelt Parkway, and on Old Schulte Road from Greenbelt Parkway to Station 47 + 50 and other improvements (collectively, "**Phase 1C Non-Program Roadway Improvements**" or "**Work**"). The Work is described more fully in the eighty five (85) sheets of improvement plans entitled "Cordes Ranch – IPC Phase 1C Improvement Plans for Crossroads Buildings 1 and 2 prepared by Kier & Wright Engineers

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1C NON-PROGRAM ROADWAY IMPROVEMENTS FOR
CROSSROADS BUILDING #1**

Page 2 of 10

of Livermore, California (excluding the irrigation and landscaping plans sheets I-1 through I-10 and L-1 through L-9 prepared by Russell D. Mitchell & Associates, Inc. of Walnut Creek, California) ("**Plans and Specifications**"). The Plans and Specifications are on file with the City Engineer, and are incorporated herein by reference.

E. The Plans and Specifications have been prepared on behalf of Developer and City, and approved by the City Engineer, which describe in more detail the Work required in this Agreement.

F. Since the Work, as described above and in the Plans and Specifications, has not been completed, Developer has requested to execute this Agreement as authorized by Government Code Section 66462.

NOW THEREFORE, THE PARTIES MUTUALLY AGREE AS FOLLOWS:

1. SCOPE OF WORK. Developer shall perform, or cause to be performed, the Work, to the satisfaction of the City Engineer, pursuant to Section 4 of the Development Agreement. The Work shall be performed, and all materials and labor shall be provided, at Developer's expense, in the manner described in the Plans and Specifications, subject to fee reconciliation provisions set forth in Section 6 of the Development Agreement. No material change shall be made to the scope of Work unless authorized in writing by the City Engineer, such approval not to be unreasonably withheld. Developer may submit a written request to the City Engineer for a change in the scope of Work, as required by Tracy Municipal Code Section 12.36.060(f). Any portion(s) of the Work that are within City's right(s)-of-way and/or easement(s) are to be performed by the Developer in accordance with the requirements of the State prevailing wage laws, in the event and to the extent applicable.
 - 1.1. Developer shall complete the improvement plans, specifications, and cost estimates for the irrigation and landscaping improvements within the median on Old Schulte Road and the area between the curb and property line along the frontage of Crossroads Buildings #1 and #2 on Old Schulte Road and Mountain House Parkway (Additional Work) within thirty (30) calendar days from the date of City Council's approval of this Agreement. Prior to construction of the Additional Work, the Developer shall enter into an agreement (Amendment 1 to the Agreement) with the City and post improvement security for the Additional Work.
2. DEVELOPER'S AUTHORIZED REPRESENTATIVE. At all times during the progress of the Work, Developer shall have a competent foreman or superintendent ("**Authorized Representative**") on site with authority to act on Developer's behalf. Developer shall, at all times, keep the City Engineer reasonably informed in writing of the name and telephone number of the Authorized Representative. Developer shall, at all times, keep the City Engineer reasonably informed in writing of the names and telephone numbers of all contractors and subcontractors performing the

CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1C NON-PROGRAM ROADWAY IMPROVEMENTS FOR
CROSSROADS BUILDING #1

Page 3 of 10

Work. Exhibit C attached hereto includes the initial contact information referenced herein.

3. LOCATION OF PERFORMANCE. Developer shall perform the Work at the locations and grades shown on the Plans and Specifications or as otherwise approved by the City Engineer. Subject to Section 3.8 of the Development Agreement, in the event and to the extent required for the Work, Developer shall acquire all easements and/or rights-of-way necessary for the performance of the Work, at Developer's expense, subject to fee reconciliation provisions set forth in Section 6 of the Development Agreement.

The Developer shall offer for dedication to the City, all rights-of-way and/or permanent easement(s), promptly upon completion of the Work, pursuant to Section 7.3, below.

4. IMPROVEMENT SECURITY. Concurrently with the execution of this Agreement, and prior to the commencement of any Work, Developer shall furnish contract security, in a form authorized by the Subdivision Map Act (including Government Code Sections 66499 *et seq.*) and Tracy Municipal Code Section 12.36.080, in the following amounts:

- 4.1 Faithful Performance security in the amount of **\$3,291,308** to secure faithful performance of this Agreement (until the date when the City Council accepts the Work as complete) pursuant to Government Code section 66499.1, 66499.4, and 66499.9.

- 4.2 Labor and Material security in the amount of **\$3,291,308** to secure payment by Developer to laborers and materialmen (until the date when any and all claims in connection with the Work are required to be made by laborers and materialmen in accordance with applicable laws) pursuant to Government Code Sections 66499.2, 66499.3, 66499.4, and 66499.7(b).

- 4.3 Warranty security in the amount of **\$329,130.80** to secure faithful performance of this Agreement (from the date when the City Council accepts the Work as complete until one (1) year thereafter) pursuant to Government Code Section 66499.1, 66499.4, and 66499.9.

5. INSURANCE. Concurrently with the execution of this Agreement, and prior to the commencement of any Work, Developer shall furnish evidence to City that all of the following insurance requirements have been satisfied by the Developer or its general contractor responsible for the Work.

- 5.1. General. Developer shall, throughout the duration of this Agreement, maintain or cause to be maintained insurance to cover Developer, its agents, representatives, contractors, subcontractors, and employees in connection with the performance of services for the Work covered by this Agreement at the minimum levels set forth herein.

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1C NON-PROGRAM ROADWAY IMPROVEMENTS FOR
CROSSROADS BUILDING #1**

Page 4 of 10

- 5.2. Commercial General Liability (with coverage at least as broad as ISO form CG 00 01 01 96) coverage shall be maintained in an amount not less than Three Million Dollars (\$3,000,000) general aggregate and One Million Dollars (\$1,000,000) per occurrence for general liability, bodily injury, personal injury, and property damage.
- 5.3. Automobile Liability (with coverage at least as broad as ISO form CA 00 01 07 97, for "any auto") coverage shall be maintained in an amount not less than One Million Dollars (\$1,000,000) per accident for bodily injury and property damage.
- 5.4. Workers' Compensation coverage shall be maintained as required by the State of California.
- 5.5. Endorsements. Developer shall ensure the automobile and commercial general liability provide the following provisions:
 - 5.5.1. City (including its elected and appointed officials, officers, employees, and agents) shall be named as an additional "insured."
 - 5.5.2. For any claims related to this Agreement, Developer's coverage shall be primary insurance with respect to City. Any insurance maintained by City shall be excess of Developer's insurance and shall not contribute with it.
- 5.6. Notice of Cancellation. Developer shall obtain endorsements to all insurance policies by which each insurer is required to provide thirty (30) days' prior written notice to City should the policy be canceled before the expiration date. For the purpose of this notice requirement, any material change in the policy prior to the expiration shall be considered a cancellation.
- 5.7. Authorized Insurers. All insurance companies providing coverage to Developer shall be insurance organizations authorized by the Insurance Commissioner of the State of California to transact the business of insurance in the State of California.
- 5.8. Insurance Certificate. Developer shall provide evidence of compliance with the insurance requirements listed above by providing a certificate of insurance, in a form reasonably satisfactory to the City Attorney.
- 5.9. Substitute Certificates. No later than five (5) calendar days prior to the policy expiration date of any insurance policy required by this Agreement, Developer shall provide a substitute certificate of insurance.
- 5.10. Developer's Obligation. Maintenance of insurance by Developer as specified in this Agreement shall in no way be interpreted as relieving Developer of any

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1C NON-PROGRAM ROADWAY IMPROVEMENTS FOR
CROSSROADS BUILDING #1**

Page 5 of 10

of its obligations hereunder (including indemnity obligations under this Agreement), and Developer may carry, at its own expense, such additional insurance as it deems necessary or desirable.

6. PERMITS, LICENSES AND COMPLIANCE WITH LAW. Developer shall, at its expense, obtain and maintain all necessary permits, approvals and licenses for performance of the Work, subject to City's cooperation pursuant to Sections 3.4 and 3.5 of the Development Agreement. In its performance of the Work, Developer shall comply with all applicable local, state, and federal laws, whether or not said laws are expressly stated in this Agreement.
7. TIME OF PERFORMANCE. Time is of the essence in the performance of the Work, and Developer shall with diligence and in good faith adhere to the timing requirements set forth herein unless otherwise modified in writing in accordance with this Agreement. Developer shall submit all requests for extensions of time to City, in writing, no later than ten (10) days after the start of the condition that purportedly caused the delay, and not later than the date on which performance is due.
 - 7.1. Commencement of Work. No later than fifteen (15) days prior to the commencement of the Work, Developer shall provide written notice to the City Engineer of the date on which Developer intends to commence the Work. Developer shall not commence the Work until after the notice required by this Section 7.1 is provided, and Developer shall not commence Work prior to the date specified in said written notice.
 - 7.2. Schedule of Work. Concurrently with the written notice of commencement of Work, Developer shall provide City with a written estimated schedule of Work, which shall be updated in writing as necessary to accurately reflect Developer's prosecution of the Work.
 - 7.3. Completion of Work. Developer shall complete all Work prior to the issuance of the building temporary or final certificate of occupancy of the Crossroads Building 1 or no later than three hundred sixty-five (365) calendar days after Developer's submittal of its notice of commencement of work pursuant to Section 7.1 above, whichever occurs first, and subject to extension for force majeure.
8. INSPECTION BY CITY. In order to permit City to inspect the Work, Developer shall, at all times, provide to City reasonable and safe access to the Work site, and all portions of the Work, and to all shops wherein portions of the Work are in preparation. City inspections of the Work shall be conducted in accordance with Section 4 of the Development Agreement.
9. INSPECTION, OTHER FEES AND PROGRAM FEE CREDITS. All fees due to City in connection with the Work shall be paid in accordance with the Development Agreement. Accordingly, concurrently with the execution of this Agreement, and prior to the commencement of any Work, Developer shall pay City the applicable

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1C NON-PROGRAM ROADWAY IMPROVEMENTS FOR
CROSSROADS BUILDING #1**

Page 6 of 10

Program Soft Costs (as that term is defined in the Development Agreement) in accordance with Section 5.1(b) of the Development Agreement.

10. DEFAULT.

10.1. Notice of Default. Subject to compliance with Sections 4.4(a) and (b) of the Development Agreement, in the event that Developer is in default of this Agreement, as defined in this Section 10, the City Engineer shall provide written notice to Developer and Developer's surety (if any) in which the default is described.

10.2. Material Breach. Developer shall be in default of this Agreement if Developer fails to perform one or more material requirements of this Agreement, and fails to cure any such non-performance pursuant to Section 10.3, below.

10.3. Cure of Default. In the event that Developer fails, within thirty (30) calendar days after receipt of written notice, to either cure the default or provide adequate written assurance to the reasonable satisfaction of the City Engineer that the cure will be promptly commenced and diligently prosecuted to its completion, the City may, in its discretion, take any or all of the following actions:

10.3.1. Cure the default in accordance with Section 4.4(b) of the Development Agreement.

10.3.2. Demand that Developer complete performance of the Work.

10.3.3. Demand that Developer's surety (if any) complete performance of the Work.

11. REPAIR OF ANY DAMAGE. In the event and to the extent Developer or its agents, representatives, contractors, subcontractors, or employees, in connection with performance of the Work, cause any damage to property owned by City or other property owners, then Developer shall promptly take all reasonable steps to repair or replace (as necessary) such property to remedy the damage caused thereto.

12. ACCEPTANCE OF WORK. Prior to acceptance of the Work by the City Council, Developer shall be solely responsible for maintaining the quality of the Work, and maintaining safety at the Work site.

13. WARRANTY PERIOD. Developer shall warrant the quality of the Work, in accordance with the terms of the Plans and Specifications, for a period of one (1) year after acceptance of the Work by the City Council. In the event that (during said one-year warranty period) any portion of the Work is determined by the City Engineer to be defective as a result of an obligation of Developer under this Agreement, Developer shall be in default and shall cure such default as required hereunder.

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1C NON-PROGRAM ROADWAY IMPROVEMENTS FOR
CROSSROADS BUILDING #1**

Page 7 of 10

14. INDEPENDENT CONTRACTOR STATUS. Developer is an independent contractor, and the parties agree that City shall have no responsibility for any acts of Developer's employees, agents, representatives, contractors or subcontractors, including any negligent acts or omissions. Developer is not City's employee and Developer shall have no authority, express or implied, to act on behalf of City as an agent, or to bind City to any obligation whatsoever, unless City provides prior written authorization to Developer.
15. OWNERSHIP OF WORK. All original documents prepared by Developer for this Agreement shall be given to City upon City's acceptance of the Work; provided, however, ownership of said documents shall be determined in accordance with applicable laws.
16. ATTORNEY'S FEES. In the event any legal action or proceeding is commenced to enforce this Agreement, the prevailing party is entitled to reasonable attorney's fees, costs, and expenses incurred.
17. INDEMNIFICATION. Consistent with the security provisions contained herein, Developer shall indemnify, defend, and hold harmless City (including its elected officials, officers, agents and employees) from and against any and all claims, demands, damages, liabilities, costs, and expenses (including court costs and attorney's fees) resulting in the performance of the Work by Developer or Developer's agents, representatives, contractors, subcontractors, or employees until such time as the City Council accepts the Work, and the City becomes responsible for the maintenance, operation and repair of the Work, at which time the indemnification obligations under this Section 17 shall automatically terminate, with regard to any cause of action arising after such date. For avoidance of doubt, this termination shall not affect Developer's warranty obligations set forth in Section 13, above.
18. ASSIGNMENT AND DELEGATION. This Agreement and any portion thereof shall not be assigned or transferred, nor shall any of Developer's duties be delegated, without the written consent of City, which shall not be unreasonably withheld, delayed or denied. Any attempt to assign or delegate this Agreement without City's written consent shall be void and of no force and effect. Consent by City to one assignment shall not be deemed to be consent to any subsequent assignment.
19. NOTICES.
 - 20.1. Notice in Writing. All notices, demands, or other communications that this Agreement contemplates, authorizes or requires shall be in writing and shall be personally delivered or mailed to the respective party as follows:

City: City of Tracy
Attn: City Engineer
333 Civic Center Plaza
Tracy, CA 95376

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1C NON-PROGRAM ROADWAY IMPROVEMENTS FOR
CROSSROADS BUILDING #1**

Page 8 of 10

Copy to: City Attorney's Office
Attn: City Attorney
333 Civic Center Plaza
Tracy, CA 95376

Prologis: Prologis L.P.
Attn: Dan Letter
Pier 1, Bay 1
San Francisco, CA 94111
Tel: (415) 733-9973
Fax: (415) 733-2171

Copy to: Miller Starr Regalia
Attn: Nadia Costa
1331 North California Blvd., 5th Floor
Walnut Creek, CA 94596
Tel: 925.935.9400
Fax: 925.933.4126

Copy to: Prologis L.P.
Attn: General Counsel
4545 Airport Way
Denver, CO 80239
Tel: 303.567.5000
Fax: 303.567.5903

- 20.2. Communications shall be deemed to have been given and received on the first to occur of: (1) actual receipt at the address designated above, or (2) two (2) business days following the deposit in the United States Mail of registered or certified mail, sent to the address designated above.
21. MODIFICATIONS. This Agreement may not be modified orally or in any manner other than by an agreement in writing signed by both parties.
22. WAIVERS. Waiver of a breach or default under this Agreement shall not constitute a continuing waiver or a waiver of a subsequent breach of the same or any other provision of this Agreement.
23. SEVERABILITY. In the event a court of competent jurisdiction holds any term of this Agreement invalid, the Agreement shall be construed as not containing that term, and the remainder of this Agreement shall remain in full force and effect.
24. JURISDICTION AND VENUE. The interpretation, validity and enforcement of the Agreement shall be governed by and construed under the laws of the State of California. Any suit, claim, or legal proceeding of any kind related to this Agreement shall be filed and heard in a court of competent jurisdiction in the County of San Joaquin.

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1C NON-PROGRAM ROADWAY IMPROVEMENTS FOR
CROSSROADS BUILDING #1
Page 9 of 10**

25. ENTIRE AGREEMENT. This Agreement, including all documents incorporated by reference, comprises the entire integrated understanding between the parties concerning the Work. This Agreement supersedes all prior negotiations, representations or agreements as such may relate to performance of the Work.

Portion of this Page Intentionally Left Blank

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH – PHASE 1C NON-PROGRAM ROADWAY IMPROVEMENTS FOR
CROSSROADS BUILDING #1
Page 10 of 10**

26. SIGNATURES. The individuals executing this Agreement represent and warrant that they have the right, power, legal capacity, and authority to enter into and to execute this Agreement on behalf of the respective legal entities of Developer and City. This Agreement shall inure to the benefit of and be binding upon the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF the parties do hereby agree to the full performance of the terms set forth herein.

CITY OF TRACY, a municipal corporation

Michael Maciel
Title: MAYOR
Date: _____

Attest:

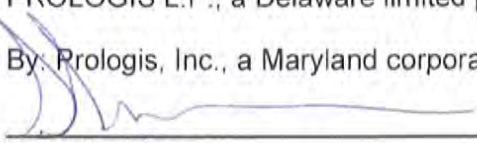
Nora Pimentel
Title: CITY CLERK
Date: _____

APPROVED AS TO FORM:

Dan Sodergren
Title: CITY ATTORNEY
Date: _____

PROLOGIS:
PROLOGIS L.P., a Delaware limited partnership

By: Prologis, Inc., a Maryland corporation, its General Partner



Scott Swenson
Its: Vice President
Date: _____

04-120914cm

RESOLUTION 2015-_____

APPROVING AN OFFSITE IMPROVEMENT AGREEMENT FOR THE CORDES RANCH PHASE 1C NON-PROGRAM ROADWAY IMPROVEMENTS ON OLD SCHULTE ROAD AND MOUNTAIN HOUSE PARKWAY AND ASSOCIATED IMPROVEMENTS FOR THE CROSSROADS BUILDING 1 AND AUTHORIZING THE MAYOR TO EXECUTE THE AGREEMENT

WHEREAS, On October 14, 2014, the Development Services Director approved the Development Review application for construction of an 1,000,680 square foot industrial facility with building, parking, and landscape improvements known as the Cordes Ranch - Crossroads Building 1, and

WHEREAS, The Developer was required to design and construct roadway improvements along the entire frontage of the industrial facility on Old Schulte Road and Mountain House Parkway, and

WHEREAS, The Developer will construct a commercial driveway on Mountain House Parkway as a second access to the site, and

WHEREAS, Once the final improvements are complete, the intersection of Mountain House Parkway/Berkley Drive is constructed, the median break with the left-turn lane including the traffic signal for the second access will be removed, and

WHEREAS, The Developer has requested that the public parkway landscaping improvements along Old Schulte Road and Mountain House Parkway be excluded as part of the work described in the OIA, to allow the Developer sufficient time to resolve landscape design issues related new regulations on water conservation measures and storm water treatment, and

WHEREAS, The work related to parkway irrigation and landscaping improvements will be added through an amendment to the OIA at a later date, and

WHEREAS, The Developer has executed the Offsite Improvement Agreement, and submitted the required security to guarantee completion of the roadway frontage improvements on Old Schulte Road and Mountain House Parkway, and

WHEREAS, There will be no fiscal impact to the General Fund. The Developer will pay for the cost of engineering inspection and processing the agreement;

NOW, THEREFORE, BE IT RESOLVED, That City Council approves the Offsite Improvement Agreement for the Cordes Ranch – Phase 1C Non-Program Roadway Improvements on Old Schulte Road and Mountain House Parkway for Crossroads Building 1, and authorizes the Mayor to execute the Offsite Improvement Agreement.

* * * * *

The foregoing Resolution _____ was passed and adopted by the Tracy City Council on the 7th day of July, 2015, by the following vote:

AYES: COUNCIL MEMBERS:

NOES: COUNCIL MEMBERS:

ABSENT: COUNCIL MEMBERS:

ABSTAIN: COUNCIL MEMBERS:

MAYOR

ATTEST

CITY CLERK

AGENDA ITEM 1.L

REQUEST

APPROVE AN OFFSITE IMPROVEMENT AGREEMENT FOR THE CORDES RANCH 6.48 MILLION GALLON PER DAY POTABLE WATER BOOSTER PUMP STATION, PRESSURE REDUCING VALVE (PRV), AND THE WATER TANK SITE IMPROVEMENTS AT THE SOUTHEAST CORNER OF HANSEN ROAD AND OLD ROAD E, AND AUTHORIZATION FOR THE MAYOR TO EXECUTE THE AGREEMENT

EXECUTIVE SUMMARY

Approval of an Offsite Improvement Agreement will allow Prologis L.P., Delaware limited partnership (Developer), to proceed with construction of the potable water booster pump station including associated pipelines and appurtenances, pressure reducing valve, and the water tank site improvements which are necessary to serve the developments within the Cordes Ranch Business Park also known as International Park of Commerce.

DISCUSSION

Several months ago, the Development Services Director approved Development Review applications for the construction of three industrial buildings within the Cordes Ranch Business Park. As part of the development review approval, these projects were subject to certain conditions of approval, among other things, the construction of offsite waterline improvements including a two million gallon water tank, a 6.48 million gallon per day (mgd) potable water booster pump station, appurtenances and all the associated water tank site improvements. These improvements are funded from development impact fees. The Developer has opted to construct these improvements and will be eligible for credits and reimbursements.

Due to longer construction period and lead time requirements, the Developer entered into an Offsite Improvement Agreement to complete construction of the water tank while working on the design of the Water Booster Pump Station and appurtenances. The water tank is 75% complete.

The proposed Offsite Improvement Agreement is for construction of the Booster Pump Station, appurtenances and the site improvements.

The water tank site improvements include an emergency generator and concrete pad, 170,000 gallon permanent emergency drain basin, access road, paved parking area, six foot high berm, trees along the site perimeter for screening purposes, on-site and frontage road landscaping, storm drain and catch basin, security fence and gate, security and tele-communication equipment, and other improvements that are required to make the water tank and pump station site fully operational.

The Developer has completed the design of the 6.48 potable water booster pump station and appurtenances, pressure reducing valve, and the water tank site improvements and has submitted the Improvement Plans, Specifications and Cost

Estimates (PSE). City staff has reviewed the PSE and found them to be complete. The Developer has executed the Offsite Improvement Agreement and submitted the required security to guarantee completion of the offsite waterline improvements. The Offsite Improvement Agreement and Improvement Plans are on file with the City Engineer and are available for review upon request.

Upon completion of all improvements, the City will accept the improvements for maintenance and will accept all offers of dedication of public right-of-way at that time.

FISCAL IMPACT

There will be no fiscal impact to the General Fund. The Developer will pay for the cost of inspection and processing the agreement. The cost of construction is to be paid by development impact fees through credits and reimbursements.

STRATEGIC PLAN

This agenda item is consistent with the City Council's Economic Development Strategy to ensure physical infrastructure necessary for development.

RECOMMENDATION

That City Council, by resolution, approve the Offsite Improvement Agreement for Cordes Ranch 6.48 million gallon per day potable water booster pump station, pressure reducing valve, and the water tank site improvements at the southeast corner of Hansen Road and Old Road "E", and authorize the Mayor to execute the Offsite Improvement Agreement.

Prepared by: Criseldo Mina, P.E., Senior Civil Engineer

Reviewed by: Kuldeep Sharma, Utilities Director
William Dean, Interim Development Services Director
Andrew Malik, Interim Assistant City Manager

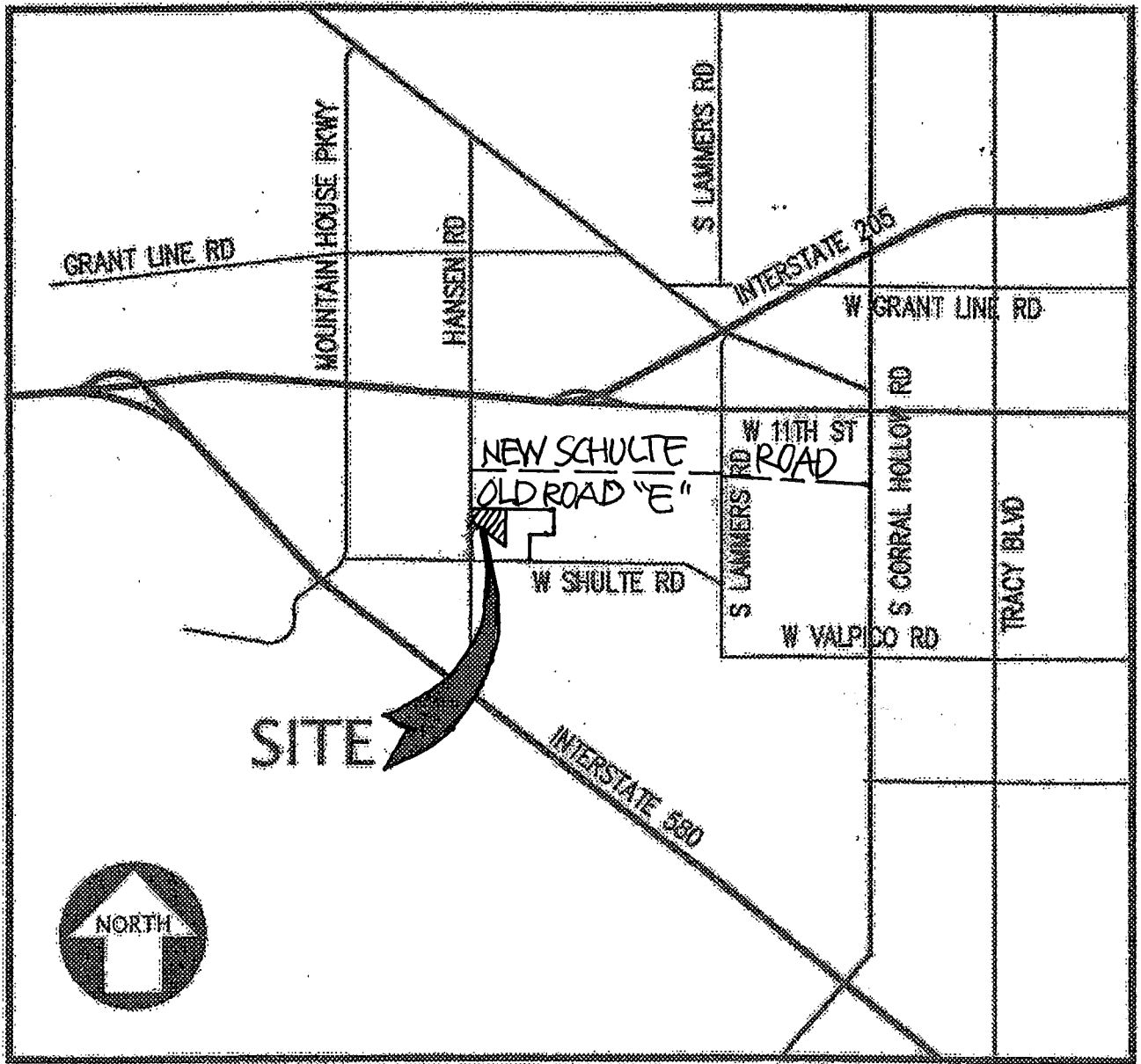
Approved by: Troy Brown, City Manager

ATTACHMENTS:

Attachment A – Location Map

Attachment B – Offsite Improvement Agreement for Cordes Ranch 6.48 mgd potable water booster pump station, pressure reducing valve, and water tank site improvements

CORDES RANCH-6.48 MILLION GALLON PER DAY
BOOSTER PUMP STATION, PRESSURE REDUCING VALVE (PRV),
AND THE REMAINING TANK SITE IMPROVEMENTS



LOCATION MAP
NTS

**CITY OF TRACY
OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH - 6.48 MILLION GALLON PER DAY POTABLE WATER BOOSTER
PUMP STATION, PRESSURE REDUCING VALVE (PRV), AND THE REMAINING TANK
SITE IMPROVEMENTS**

This OFFSITE IMPROVEMENT AGREEMENT FOR THE CORDES RANCH 6.48 MILLION GALLON PER DAY POTABLE WATER BOOSTER PUMP STATION, PRESSURE REDUCING VALVE (PRV), AND THE REMAINING TANK SITE IMPROVEMENTS

(**"Agreement"**) is made and entered into by and between the **CITY OF TRACY**, a municipal corporation (**"City"**) and **PROLOGIS, L. P.**, a Delaware limited partnership (**"Developer"**).

RECITALS

- A. Developer is the legal owner of approximately one thousand two hundred and forty two (1,242) acres of real property, as shown and more particularly described in attached Exhibit A (**"Property"**).
- B. The Property is within the Cordes Ranch Specific Plan Area, which consists of approximately one thousand seven hundred and eighty (1,780) acres (**"Specific Plan Area"**). The Cordes Ranch Specific Plan (**"Specific Plan"**) is intended to create a state-of-the-art commerce and business park within the Specific Plan Area by establishing land use, zoning and development standards and regulations to provide for the phased development of approximately thirty one (31) million square feet of general commercial, general office and business park industrial uses, related on- and off-site infrastructure, and passive and active use open space areas, trails, joint use park/detention facilities, and other related improvements, as described more fully therein (**"Project"**).
- C. On September 3, 2013, the Tracy City Council (**"City Council"**) adopted the Specific Plan and approved related land use entitlements to enable the Project to proceed. In connection therewith, the City Council approved that certain *Development Agreement By and Between the City of Tracy and Prologis, L.P.* (the indirect parent of Developer) (**"Development Agreement"**).
- D. In accordance with the Development Agreement, the Specific Plan, and the Citywide Water System Master Plan (**"Master Plan"**), Developer has submitted, and City has approved, those certain improvement plans and specifications relating to the construction of the Cordes Ranch 6.48 million gallon per day Booster Pump Station and appurtenances, Pressure Reducing Valve (PRV), and the remaining tank site improvements (collectively, **"Booster Pump Station"** or **"Work"**). The Work is described more fully in the sixty-three (63) sheets of improvement plans entitled "IPC (formerly Cordes Ranch) Improvement Plans for the Water Tank Site prepared by Kier & Wright Engineers of Livermore, California, and seven (7) sheets of water tank irrigation and landscaping plans titled "Improvement Plan; Prologis International Park of Commerce" prepared by Russell D. Mitchell Associates, Inc. of Walnut Creek, California (**"Plans and Specifications"**). The Plans and Specifications are on file with the City Engineer, and are incorporated herein by reference.
- E. The Plans and Specifications have been prepared on behalf of Developer and City, and approved by the City Engineer, which describe in more detail the Work required in this Agreement.

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH 6.48 MILLION GALLON PER DAY POTABLE WATER BOOSTER
PUMP STATION, PRESSURE REDUCING VALVE (PRV), AND THE REMAINING TANK
SITE IMPROVEMENTS
Page 2 of 10**

F. Since the Work, as described above and in the Plans and Specifications, has not been completed, Developer has requested to execute this Agreement as authorized by Government Code Section 66462.

NOW THEREFORE, THE PARTIES MUTUALLY AGREE AS FOLLOWS:

1. SCOPE OF WORK. Developer shall perform, or cause to be performed, the Work, to the satisfaction of the City Engineer, pursuant to Section 4 of the Development Agreement. The Work shall be performed, and all materials and labor shall be provided, at Developer's expense, in the manner described in the Plans and Specifications, subject to fee reconciliation provisions set forth in Section 6 of the Development Agreement. No material change shall be made to the scope of Work unless authorized in writing by the City Engineer, such approval not to be unreasonably withheld. Developer may submit a written request to the City Engineer for a change in the scope of Work, as required by Tracy Municipal Code Section 12.36.060(f). Any portion(s) of the Work that are within City's right(s)-of-way and/or easement(s) are to be performed by the Developer in accordance with the requirements of the State prevailing wage laws, in the event and to the extent applicable.
2. DEVELOPER'S AUTHORIZED REPRESENTATIVE. At all times during the progress of the Work, Developer shall have a competent foreman or superintendent ("**Authorized Representative**") on site with authority to act on Developer's behalf. Developer shall, at all times, keep the City Engineer reasonably informed in writing of the name and telephone number of the Authorized Representative. Developer shall, at all times, keep the City Engineer reasonably informed in writing of the names and telephone numbers of all contractors and subcontractors performing the Work. Exhibit B attached hereto includes the initial contact information referenced herein.
3. LOCATION OF PERFORMANCE. Developer shall perform the Work at the locations and grades shown on the Plans and Specifications or as otherwise approved by the City Engineer. Subject to Section 3.8 of the Development Agreement, in the event and to the extent required for the Work, Developer shall acquire all easements and/or rights-of-way necessary for the performance of the Work, at Developer's expense, subject to fee reconciliation provisions set forth in Section 6 of the Development Agreement.
4. IMPROVEMENT SECURITY. Concurrently with the execution of this Agreement, and prior to the commencement of any Work, Developer shall furnish contract security, in a form authorized by the Subdivision Map Act (including Government Code Sections 66499 *et seq.*) and Tracy Municipal Code Section 12.36.080, in the following amounts:

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH 6.48 MILLION GALLON PER DAY POTABLE WATER BOOSTER
PUMP STATION, PRESSURE REDUCING VALVE (PRV), AND THE REMAINING TANK
SITE IMPROVEMENTS
Page 3 of 10**

- 4.1. Faithful Performance security in the amount of **\$2,169,200** to secure faithful performance of this Agreement (until the date when the City Council accepts the Work as complete) pursuant to Government Code section 66499.1, 66499.4, and 66499.9.
 - 4.2. Labor and Material security in the amount of **\$2,169,200** to secure payment by Developer to laborers and materialmen (until the date when any and all claims in connection with the Work are required to be made by laborers and materialmen in accordance with applicable laws) pursuant to Government Code Sections 66499.2, 66499.3, 66499.4, and 66499.7(b).
 - 4.3. Warranty security in the amount of **\$216,920** to secure faithful performance of this Agreement (from the date when the City Council accepts the Work as complete until one (1) year thereafter) pursuant to Government Code Section 66499.1, 66499.4, and 66499.9.
5. INSURANCE. Concurrently with the execution of this Agreement, and prior to the commencement of any Work, Developer shall furnish evidence to City that all of the following insurance requirements have been satisfied by the Developer or its general contractor responsible for the Work.
- 5.1. General. Developer shall, throughout the duration of this Agreement, maintain or cause to be maintained insurance to cover Developer, its agents, representatives, contractors, subcontractors, and employees in connection with the performance of services for the Work covered by this Agreement at the minimum levels set forth herein.
 - 5.2. Commercial General Liability (with coverage at least as broad as ISO form CG 00 01 01 96) coverage shall be maintained in an amount not less than Three Million Dollars (\$3,000,000) general aggregate and One Million Dollars (\$1,000,000) per occurrence for general liability, bodily injury, personal injury, and property damage.
 - 5.3. Automobile Liability (with coverage at least as broad as ISO form CA 00 01 07 97, for "any auto") coverage shall be maintained in an amount not less than One Million Dollars (\$1,000,000) per accident for bodily injury and property damage.
 - 5.4. Workers' Compensation coverage shall be maintained as required by the State of California.
 - 5.5. Endorsements. Developer shall ensure the automobile and commercial general liability provide the following provisions:

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH 6.48 MILLION GALLON PER DAY POTABLE WATER BOOSTER
PUMP STATION, PRESSURE REDUCING VALVE (PRV), AND THE REMAINING TANK
SITE IMPROVEMENTS
Page 4 of 10**

- 5.5.1. City (including its elected and appointed officials, officers, employees, and agents) shall be named as an additional "insured."
- 5.5.2. For any claims related to this Agreement, Developer's coverage shall be primary insurance with respect to City. Any insurance maintained by City shall be excess of Developer's insurance and shall not contribute with it.
- 5.6. Notice of Cancellation. Developer shall obtain endorsements to all insurance policies by which each insurer is required to provide thirty (30) days' prior written notice to City should the policy be canceled before the expiration date. For the purpose of this notice requirement, any material change in the policy prior to the expiration shall be considered a cancellation.
- 5.7. Authorized Insurers. All insurance companies providing coverage to Developer shall be insurance organizations authorized by the Insurance Commissioner of the State of California to transact the business of insurance in the State of California.
- 5.8. Insurance Certificate. Developer shall provide evidence of compliance with the insurance requirements listed above by providing a certificate of insurance, in a form reasonably satisfactory to the City Attorney.
- 5.9. Substitute Certificates. No later than five (5) calendar days prior to the policy expiration date of any insurance policy required by this Agreement, Developer shall provide a substitute certificate of insurance.
- 5.10. Developer's Obligation. Maintenance of insurance by Developer as specified in this Agreement shall in no way be interpreted as relieving Developer of any of its obligations hereunder (including indemnity obligations under this Agreement), and Developer may carry, at its own expense, such additional insurance as it deems necessary or desirable.
6. PERMITS, LICENSES AND COMPLIANCE WITH LAW. Developer shall, at its expense, obtain and maintain all necessary permits, approvals and licenses for performance of the Work, subject to City's cooperation pursuant to Sections 3.4 and 3.5 of the Development Agreement. In its performance of the Work, Developer shall comply with all applicable local, state, and federal laws, whether or not said laws are expressly stated in this Agreement.
7. TIME OF PERFORMANCE. Time is of the essence in the performance of the Work, and Developer shall with diligence and in good faith adhere to the timing requirements set forth herein unless otherwise modified in writing in accordance with this Agreement. Developer shall submit all requests for extensions of time to City, in writing, no later than ten (10) days after the start of the condition that purportedly caused the delay, and not later than the date on which performance is due.

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH 6.48 MILLION GALLON PER DAY POTABLE WATER BOOSTER
PUMP STATION, PRESSURE REDUCING VALVE (PRV), AND THE REMAINING TANK
SITE IMPROVEMENTS
Page 5 of 10**

- 7.1. Commencement of Work. No later than fifteen (15) days prior to the commencement of the Work, Developer shall provide written notice to the City Engineer of the date on which Developer intends to commence the Work. Developer shall not commence the Work until after the notice required by this Section 7.1 is provided, and Developer shall not commence Work prior to the date specified in said written notice.
- 7.2. Schedule of Work. Concurrently with the written notice of commencement of Work, Developer shall provide City with a written estimated schedule of Work, which shall be updated in writing as necessary to accurately reflect Developer's prosecution of the Work.
- 7.3. Completion of Work. Developer shall complete all Work by no later than three hundred sixty five (365) calendar days after Developer's submittal of its notice of commencement of work pursuant to Section 7.1 above, subject to extension for force majeure.
8. INSPECTION BY CITY. In order to permit City to inspect the Work, Developer shall, at all times, provide to City reasonable and safe access to the Work site, and all portions of the Work, and to all shops wherein portions of the Work are in preparation. City inspections of the Work shall be conducted in accordance with Section 4 of the Development Agreement.
9. INSPECTION, OTHER FEES AND PROGRAM FEE CREDITS. All fees due to City in connection with the Work shall be paid in accordance with the Development Agreement. Accordingly, concurrently with the execution of this Agreement, and prior to the commencement of any Work, Developer shall pay City the applicable Program Soft Costs (as that term is defined in the Development Agreement) in accordance with Section 5.1(b) of the Development Agreement.
10. DEFAULT.
- 10.1. Notice of Default. Subject to compliance with Sections 4.4(a) and (b) of the Development Agreement, in the event that Developer is in default of this Agreement, as defined in this Section 10, the City Engineer shall provide written notice to Developer and Developer's surety (if any) in which the default is described.
- 10.2. Material Breach. Developer shall be in default of this Agreement if Developer fails to perform one or more material requirements of this Agreement, and fails to cure any such non-performance pursuant to Section 10.3, below.
- 10.3. Cure of Default. In the event that Developer fails, within thirty (30) calendar days after receipt of written notice, to either cure the default or provide adequate written assurance to the reasonable satisfaction of the City Engineer that the cure will be promptly commenced and diligently prosecuted

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH 6.48 MILLION GALLON PER DAY POTABLE WATER BOOSTER
PUMP STATION, PRESSURE REDUCING VALVE (PRV), AND THE REMAINING TANK
SITE IMPROVEMENTS
Page 6 of 10**

to its completion, the City may, in its discretion, take any or all of the following actions:

- 10.3.1. Cure the default in accordance with Section 4.4(b) of the Development Agreement.
 - 10.3.2. Demand that Developer complete performance of the Work.
 - 10.3.3. Demand that Developer's surety (if any) complete performance of the Work.
- 11. REPAIR OF ANY DAMAGE. In the event and to the extent Developer or its agents, representatives, contractors, subcontractors, or employees, in connection with performance of the Work, cause any damage to property owned by City or other property owners, then Developer shall promptly take all reasonable steps to repair or replace (as necessary) such property to remedy the damage caused thereto.
 - 12. ACCEPTANCE OF WORK. Prior to acceptance of the Work by the City Council, Developer shall be solely responsible for maintaining the quality of the Work, and maintaining safety at the Work site.
 - 13. WARRANTY PERIOD. Developer shall warrant the quality of the Work, in accordance with the terms of the Plans and Specifications, for a period of one (1) year after acceptance of the Work by the City Council. In the event that (during said one-year warranty period) any portion of the Work is determined by the City Engineer to be defective as a result of an obligation of Developer under this Agreement, Developer shall be in default and shall cure such default as required hereunder.
 - 14. INDEPENDENT CONTRACTOR STATUS. Developer is an independent contractor, and the parties agree that City shall have no responsibility for any acts of Developer's employees, agents, representatives, contractors or subcontractors, including any negligent acts or omissions. Developer is not City's employee and Developer shall have no authority, express or implied, to act on behalf of City as an agent, or to bind City to any obligation whatsoever, unless City provides prior written authorization to Developer.
 - 15. OWNERSHIP OF WORK. All original documents prepared by Developer for this Agreement shall be given to City upon City's acceptance of the Work; provided, however, ownership of said documents shall be determined in accordance with applicable laws.
 - 16. ATTORNEY'S FEES. In the event any legal action or proceeding is commenced to enforce this Agreement, the prevailing party is entitled to reasonable attorney's fees, costs, and expenses incurred.

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH 6.48 MILLION GALLON PER DAY POTABLE WATER BOOSTER
PUMP STATION, PRESSURE REDUCING VALVE (PRV), AND THE REMAINING TANK
SITE IMPROVEMENTS**

Page 7 of 10

17. INDEMNIFICATION. Consistent with the security provisions contained herein, Developer shall indemnify, defend, and hold harmless City (including its elected officials, officers, agents and employees) from and against any and all claims, demands, damages, liabilities, costs, and expenses (including court costs and attorney's fees) resulting in the performance of the Work by Developer or Developer's agents, representatives, contractors, subcontractors, or employees until such time as the City Council accepts the Work, and the City becomes responsible for the maintenance, operation and repair of the Work, at which time the indemnification obligations under this Section 17 shall automatically terminate, with regard to any cause of action arising after such date. For avoidance of doubt, this termination shall not affect Developer's warranty obligations set forth in Section 13, above.
18. ASSIGNMENT AND DELEGATION. This Agreement and any portion thereof shall not be assigned or transferred, nor shall any of Developer's duties be delegated, without the written consent of City, which shall not be unreasonably withheld, delayed or denied. Any attempt to assign or delegate this Agreement without City's written consent shall be void and of no force and effect. Consent by City to one assignment shall not be deemed to be consent to any subsequent assignment.
19. NOTICES.
- 20.1. Notice in Writing. All notices, demands, or other communications that this Agreement contemplates, authorizes or requires shall be in writing and shall be personally delivered or mailed to the respective party as follows:

City: City of Tracy
Attn: City Engineer
333 Civic Center Plaza
Tracy, CA 95376

Copy to: City Attorney's Office
Attn: City Attorney
333 Civic Center Plaza
Tracy, CA 95376

Prologis: Prologis L.P.
Attn: Dan Letter
Pier 1, Bay 1
San Francisco, CA 94111
Tel: (415) 733-9973
Fax: (415) 733-2171

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH 6.48 MILLION GALLON PER DAY POTABLE WATER BOOSTER
PUMP STATION, PRESSURE REDUCING VALVE (PRV), AND THE REMAINING TANK
SITE IMPROVEMENTS**

Page 8 of 10

Copy to: Miller Starr Regalia
Attn: Nadia Costa
1331 North California Blvd., 5th Floor
Walnut Creek, CA 94596
Tel: 925.935.9400
Fax: 925.933.4126

Copy to: Prologis L.P.
Attn: General Counsel
4545 Airport Way
Denver, CO 80239
Tel: 303.567.5000
Fax: 303.567.5903

- 20.2. Communications shall be deemed to have been given and received on the first to occur of: (1) actual receipt at the address designated above, or (2) two (2) business days following the deposit in the United States Mail of registered or certified mail, sent to the address designated above.
21. MODIFICATIONS. This Agreement may not be modified orally or in any manner other than by an agreement in writing signed by both parties.
22. EXPIRATION OR PARTIAL RELEASE OF LETTER OF CREDIT. The parties acknowledge and agree that prior to the effective date of this Agreement, Developer previously provided City with a letter of credit ("Letter of Credit") in the amount of Three Million Three Hundred Eighty Four Thousand Eight Hundred Ninety Three Dollars (\$3,384,893) to secure fee credits received as a result of Developer's election to construct the Work and other identified improvements. Immediately upon City's execution of this Agreement, City shall release said Letter of Credit for the amount of Two Million One hundred Sixty Nine Thousand Two Hundred Dollars (\$2,169,200) ("Secured Amount"), which equates to the amount of the fee credits received as a result of Developer's election to construct the Work. Notwithstanding anything to the contrary in this Section 14, if, in connection with other non-Work improvements, City has either (a) partially drawn on said Letter of Credit, or (b) partially released amount(s) covered by said Letter of Credit, such that the Secured Amount is the only funding that remains covered thereunder, then immediately upon City's execution of this Agreement, said Letter of Credit shall expire and City shall promptly return the original, wet-inked Letter of Credit to Developer or the issuing bank (as applicable) in accordance with the terms of the Letter of Credit.
23. WAIVERS. Waiver of a breach or default under this Agreement shall not constitute a continuing waiver or a waiver of a subsequent breach of the same or any other provision of this Agreement.

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH 6.48 MILLION GALLON PER DAY POTABLE WATER BOOSTER
PUMP STATION, PRESSURE REDUCING VALVE (PRV), AND THE REMAINING TANK
SITE IMPROVEMENTS**

Page 9 of 10

24. SEVERABILITY. In the event a court of competent jurisdiction holds any term of this Agreement invalid, the Agreement shall be construed as not containing that term, and the remainder of this Agreement shall remain in full force and effect.
25. JURISDICTION AND VENUE. The interpretation, validity and enforcement of the Agreement shall be governed by and construed under the laws of the State of California. Any suit, claim, or legal proceeding of any kind related to this Agreement shall be filed and heard in a court of competent jurisdiction in the County of San Joaquin.
26. ENTIRE AGREEMENT. This Agreement, including all documents incorporated by reference, comprises the entire integrated understanding between the parties concerning the Work. This Agreement supersedes all prior negotiations, representations or agreements as such may relate to performance of the Work.

Portion of this Page Intentionally Left Blank

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH 6.48 MILLION GALLON PER DAY POTABLE WATER BOOSTER
PUMP STATION, PRESSURE REDUCING VALVE (PRV), AND THE REMAINING TANK
SITE IMPROVEMENTS**

Page 10 of 10

26. SIGNATURES. The individuals executing this Agreement represent and warrant that they have the right, power, legal capacity, and authority to enter into and to execute this Agreement on behalf of the respective legal entities of Developer and City. This Agreement shall inure to the benefit of and be binding upon the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF the parties do hereby agree to the full performance of the terms set forth herein.

CITY OF TRACY, a municipal corporation

Michael Maciel
MAYOR
Date: _____

Attest:

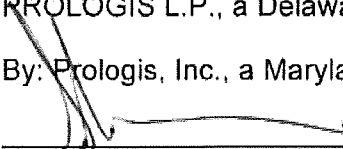
Nora Pimentel
INTERIM CITY CLERK
Date: _____

APPROVED AS TO FORM:

Dan Sodergren
CITY ATTORNEY
Date: _____

PROLOGIS:
PROLOGIS L.P., a Delaware limited partnership

By: Prologis, Inc., a Maryland Corporation, its General Partner



Scott Swenson
Its: VICE PRESIDENT
Date: _____

02-032515cm

**CITY OF TRACY - OFFSITE IMPROVEMENT AGREEMENT
CORDES RANCH 6.48 MILLION GALLON PER DAY POTABLE WATER BOOSTER
PUMP STATION, PRESSURE REDUCING VALVE (PRV), AND THE REMAINING TANK
SITE IMPROVEMENTS
Page 10 of 10**

26. SIGNATURES. The individuals executing this Agreement represent and warrant that they have the right, power, legal capacity, and authority to enter into and to execute this Agreement on behalf of the respective legal entities of Developer and City. This Agreement shall inure to the benefit of and be binding upon the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF the parties do hereby agree to the full performance of the terms set forth herein.

CITY OF TRACY, a municipal corporation

Michael Maciel
MAYOR
Date: _____

Attest:

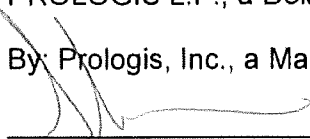
Nora Pimentel
INTERIM CITY CLERK
Date: _____

APPROVED AS TO FORM:

Dan Sodergren
CITY ATTORNEY
Date: _____

PROLOGIS:
PROLOGIS L.P., a Delaware limited partnership

By: Prologis, Inc., a Maryland Corporation, its General Partner



Scott Swenson
Its: VICE PRESIDENT
Date: 6-29-2015

02-032515cm

RESOLUTION 2015-_____

APPROVING AN OFFSITE IMPROVEMENT AGREEMENT FOR THE
CORDES RANCH 6.48 MILLION GALLON PER DAY POTABLE WATER BOOSTER PUMP
STATION, PRESSURE REDUCING VALVE (PRV), AND THE WATER TANK SITE
IMPROVEMENTS AT THE SOUTHEAST CORNER OF HANSEN ROAD AND OLD ROAD
E, AND AUTHORIZING THE MAYOR TO EXECUTE THE AGREEMENT

WHEREAS, Several months ago, the Development Services Director approved Development Review applications for the construction of three industrial buildings within the Cordes Ranch Business Park, and

WHEREAS, These projects were subject to certain conditions of approval, among other things, the construction of offsite waterline improvements including a two million gallon water tank, a 6.48 million gallon per day (mgd) potable water booster pump station, appurtenances, and all associated water tank site improvements, and

WHEREAS, The Developer has executed the Offsite Improvement Agreement and submitted the required security to guarantee completion of the offsite waterline improvements, and

WHEREAS, There will be no fiscal impact to the General Fund. The Developer will pay for the cost of engineering inspection and processing the agreement;

NOW, THEREFORE, BE IT RESOLVED, That City Council approves the Offsite Improvement Agreement for the Cordes Ranch 6.48 mgd potable water booster pump station, pressure reducing valve, and the water tank site improvements at the southeast corner of Hansen Road and Old Road "E", and authorizes the Mayor to execute the Offsite Improvement Agreement.

* * * * *

The foregoing Resolution _____ was passed and adopted by the Tracy City Council on the 7th day of July, 2015, by the following vote:

- AYES: COUNCIL MEMBERS:
- NOES: COUNCIL MEMBERS:
- ABSENT: COUNCIL MEMBERS:
- ABSTAIN: COUNCIL MEMBERS:

MAYOR

ATTEST

CITY CLERK

AGENDA ITEM 1.M

REQUEST

APPROVE THE FINAL SUBDIVISION MAP FOR THE BUNGALOWS UNIT 2, TRACT 3860

EXECUTIVE SUMMARY

Approval of the Final Subdivision Map will facilitate recordation of the Final Subdivision Map and the issuance of building permits to construct five residential houses in the Bungalows Unit 2 subdivision.

DISCUSSION

On May 20, 2014, the City Council approved the Vesting Tentative Subdivision Map (VTSM) for the "The Classics Subdivision" now known as "The Bungalows", a residential subdivision with 57 residential lots for single family dwelling units, located at the northwest corner of MacArthur Drive and Pescadero Avenue as shown on Attachment "A". This subdivision is approximately 9.42 acres and is designated in the General Plan as Residential Medium.

At its March 17, 2015, meeting, the City Council approved the first final subdivision map for The Bungalows subdivision, to create 51 residential lots for single family dwelling units and a remainder parcel described as "Outlot C". The City Council also approved a Subdivision Improvement Agreement for The Bungalows, for the construction of streets and utilities improvements to serve the entire VTSM area which include the Outlot "C" which will be subdivided into six residential lots as shown on Attachment "B".

In order to subdivide Outlot "C" into six residential lots with lot sizes consistent with the VTSM, it requires the vacated excess right-of-way on the western side of MacArthur Drive be combined with the Outlot "C" and this process is accomplished by quitclaiming all the rights and interests the City acquired on the vacated land to the Subdivider.

The vacation of the excess right-of-way on MacArthur Drive was approved by the City Council during a public hearing on May 19, 2015, pursuant to Resolution No. 2015-074. All rights and interests were conveyed by the City to the Subdivider through a Quitclaim Deed that was recorded on June 5, 2015, as Document Number #2015-065443 of the San Joaquin County Records.

The Engineering Division has reviewed the Final Subdivision Map for The Bungalows Unit 2, Tract 3860, for technical accuracy. The Final Subdivision Map is on file with the City Engineer and is available for review upon request.

FISCAL IMPACT

There will be no impact to the General Fund; the Subdivider has paid the map checking fees including the cost of processing the Final Subdivision Map.

STRATEGIC PLAN

This agenda item is consistent with the Council approved Economic Development Strategy to ensure physical infrastructure necessary for development.

RECOMMENDATION

That City Council, by resolution, approve the Final Subdivision Map for The Bungalows Unit 2, Tract 3860.

Prepared by: Carlos Garcia, Engineering Technician II
Criseldo Mina, Senior Civil Engineer

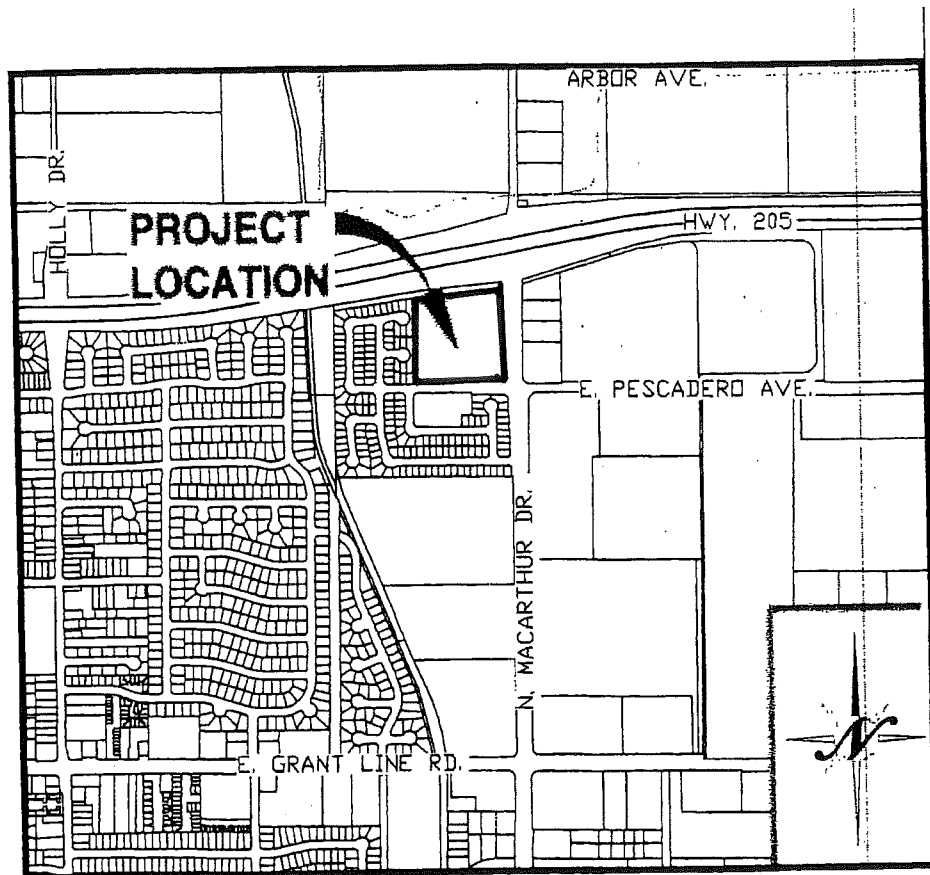
Reviewed by: Kuldeep Sharma, Utilities Director
Andrew Malik, Interim Assistant City Manager

Approved by: Troy Brown, City Manager

ATTACHMENTS

Attachment A - Vicinity Map
Attachment B – Unit 2 Map

ATTACHMENT A



VICINITY MAP

NOT TO SCALE

ATTACHMENT "B"

TRACT NO. 3860 SUBDIVISIONS OF SAN JOAQUIN COUNTY **THE BUNGALOWS** **UNIT NO. 2**

BEING OUTLOT C AS SHOWN ON THE MAP FOR THE BUNGALOWS AND FILED FOR RECORD IN BOOK 42 OF MAPS & PLATS AND PAGE 32, SAN JOAQUIN COUNTY RECORDS AND THE LAND DESCRIBED IN INSTRUMENT NO. 2015-00189-001, SAN JOAQUIN COUNTY RECORDS, BEING A PART OF THE SAN JOAQUIN COUNTY RECORDS, BEING A PART OF THE RANCHO EL PESCADERO, COUNTY OF TRACY, SAN JOAQUIN COUNTY, CALIFORNIA MARCH, 2015

NORTHSTAR ENGINEERING GROUP, INC.

620 12th Street, Modesto, CA 95354
(209) 524-3525

SUBDIVISION SUMMARY:

LOTS (6) AND OUTLOT A 20,210 SF

PRELIMINARY FOR EXAMINATION ONLY

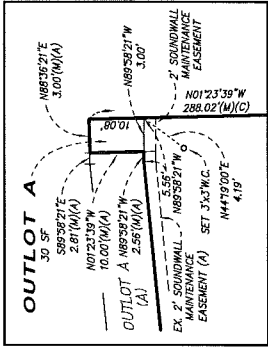
REFERENCES:

- (A) MAPS AND PLATS, BOOK 42, PAGE 32, S.J.C.R.
 - (B) SURVEYS, BOOK 36, PAGE 118, S.J.C.R.
 - (C) GRANT DEED, INSTRUMENT NO. 2015-00189-001, S.J.C.R.
- NOTES:**
1. ALL DIMENSIONS ARE AS SHOWN UNLESS OTHERWISE NOTED.
 2. THIS MAP NEEDS TO BE APPROVED TENTATIVE MAP 2015-07A.
 3. ALL REFERENCES ARE TO SAN JOAQUIN COUNTY RECORDS.
 4. ALL REFERENCES ARE TO VOLUME PRECEDES PAGE.
 5. ALL REFERENCES ARE TO THE MONUMENT WELLS THAT CONTAINS THE MONUMENT WELLS.
 6. A WITNESS CORNER ARE FROM LOT CORNER TO LOT CORNER.

LEGEND:

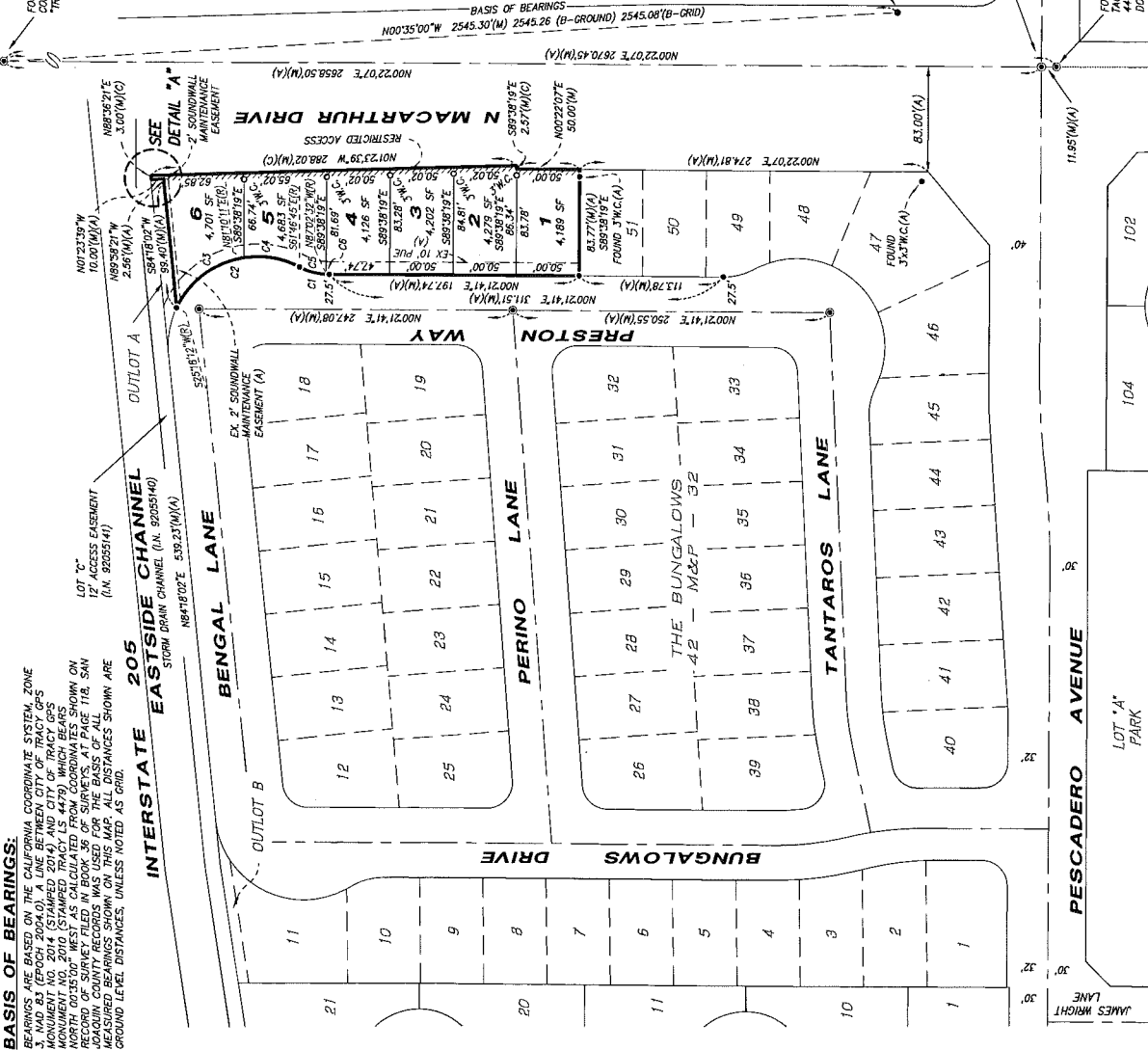
- SET 3/4" x 30" IRON PIPE, TAGGED LS 9099, U.O.N.
- MONUMENT WELL, U.O.N. TAGGED LS 9099 IN
- FOUND 3/4" x 30" IRON PIPE, TAGGED LS 9099 (A) U.O.N.
- FOUND 3/4" x 30" IRON PIPE, TAGGED LS 9099 (A) IN
- FOUND 3/4" x 30" IRON PIPE, TAGGED LS 9099 AT LOT CORNERS, U.O.N.
- FD FOUND
- SFN SEARCHED, FOUND NOTHING
- (A) SEE REFERENCES THIS SHEET
- (M) MEASURED
- SC/R SAN JOAQUIN COUNTY RECORDS
- OR OFFICIAL RECORDS
- DOC DOCUMENT
- UO/N UNLESS OTHERWISE NOTED
- PM PARCEL MAP
- M&P MAPS & PLATS
- (R) RADIAL
- C/B CURVE DATA, SEE CURVE TABLE SHEET 3
- I.N. INSTRUMENT NUMBER
- P.U.E. PUBLIC UTILITY EASEMENT
- W.C. WITNESS CORNER

SCALE: 1" = 60'



CURVE DATA TABLE:

CURVE	DELTA	RADIUS	LENGTH
C1	27°51.41'	50.00'	74.15'
C2	68°74.00'	50.00'	111.51'
C3	58°51.95'	70.00'	68.26'
C4	37°03.03'	70.00'	45.97'
C5	29°15.47'	50.00'	22.05'
C6	2°55.47'	50.00'	2.27'



BASIS OF BEARINGS:
BEARINGS ARE BASED ON THE CALIFORNIA COORDINATE SYSTEM, ZONE 3, NAD 83 (EPOCH 2011.0), A LINE BETWEEN CITY OF TRACY GPS MONUMENT NO. 2014 (STAMPED 7/27/15 4:59:47) WHICH BEARS NORTH 00°35'00" WEST AS CALCULATED FROM COORDINATES SHOWN ON RECORD OF SURVEY FILED IN BOOK 36 OF SURVEYS, AT PAGE 118, SAN JOAQUIN COUNTY RECORDS, BEING A PART OF THE RANCHO EL PESCADERO, COUNTY OF TRACY, SAN JOAQUIN COUNTY, CALIFORNIA MARCH, 2015. ALL DISTANCES SHOWN ARE MEASURED LEVEL DISTANCES, UNLESS NOTED AS GRID.

INTERSTATE 205 EASTSIDE CHANNEL
STORM DRAIN CHANNEL (D.R. 9205540)
184°18'02"E 539.23'(M)(A)

LOT 30
12' ACCESS EASEMENT
(D.A. 92025141)

LOT 31
12' ACCESS EASEMENT
(D.A. 92025141)

LOT 32
4.70' SF
58°48'02"W 39.40'(M)(A)

LOT 33
68°74.00'

4:17:33-5251 the edistrict.org\edistrict\unit 2\103-1251-bnd-us-sh2
3/25/2015 9:11 AM

RESOLUTION 2015 - _____

APPROVING THE FINAL SUBDIVISION MAP FOR THE BUNGALOWS UNIT 2, TRACT 3860

WHEREAS, On May 20, 2014, City Council approved the Vesting Tentative Subdivision Map (VTSM) for the "The Classics Subdivision" now known as "The Bungalows", a residential subdivision with 57 residential lots for single family dwelling units, and

WHEREAS, At its March 17, 2015, meeting, City Council approved the first final subdivision map for The Bungalows subdivision, to create 51 residential lots for single family dwelling units and a remainder parcel described as "Outlot C", and

WHEREAS, In order to subdivide Outlot "C" into six residential lots with lot sizes consistent with the VTSM, it required the vacated excess right-of-way on the western side of MacArthur Drive be combined with the Outlot "C", and

WHEREAS, The vacation of the excess right-of-way on MacArthur Drive was approved by the City Council during a public hearing on May 19, 2015, pursuant to Resolution No. 2015-074, and

WHEREAS, The Engineering Division has reviewed the Final Subdivision Map for The Bungalows Unit 2, Tract 3860, for technical accuracy, and

WHEREAS, There will be no impact to the General Fund; the Subdivider has paid the map checking fees including the cost of processing the Final Subdivision Map;

NOW, THEREFORE, BE IT RESOLVED, That City Council approves the Final Subdivision Map for The Bungalows Unit 2, Tract 3860.

* * * * *

The foregoing Resolution 2015-_____ was adopted by the Tracy City Council on the 7th day of July, 2015, by the following vote:

- AYES: COUNCIL MEMBERS:
- NOES: COUNCIL MEMBERS:
- ABSENT: COUNCIL MEMBERS:
- ABSTAIN: COUNCIL MEMBERS:

MAYOR

ATTEST:

CITY CLERK

AGENDA ITEM 1.N

REQUEST**AWARD A CONSTRUCTION CONTRACT TO THE LOWEST RESPONSIVE AND RESPONSIBLE BIDDER FOR THE POLICE COMMUNICATION TOWER ACCESS DRIVEWAY - CIP 71081A, AND AUTHORIZE THE MAYOR TO EXECUTE THE CONTRACT**EXECUTIVE SUMMARY

City Council is requested to award a contract for construction of an access driveway to the new police communication tower.

DISCUSSION

The scope of this project involves construction of a 12 foot wide access driveway with turnouts and turnaround, gates and fencing for a new communication tower at the old Antenna Farm site. Due to limited project budget, fluctuation of work load in the construction industry and unpredictability of bids, the project bid was divided into a base bid and additive items. One of the additive bid items involving communication conduit is to be paid by San Joaquin County. Base bid items include the access road grading and base rock. Additive bid items include (A) prime coat, (B) culvert, (C) barbed wire fencing, (D) entrance gate, (E) chain link enclosure for the radio tower, (F) chain link gate, and (G) communications conduit.

Plans and specifications were prepared in-house by staff and the project was advertised on May 7, and May 14, 2015.

Four bids were received and publicly opened at 2:00 p.m. on Thursday May 28, 2015, with the following results:

Contractor	Base Bid	Additive Bid Item							Total Base Bid Plus A,B,D,E,F&G
		A	B	C	D	E	F	G	
Robert Burns Construction	\$81,610	\$8,528	\$2,200	\$24,343	\$3,696	\$5,610	\$1,221	\$26,914	\$129,779
Tracy Grading & Paving	\$92,900	\$14,680	\$15,800	\$22,000	\$4,800	\$7,425	\$3,100	\$59,622	\$198,327
Sinclair General Engineering Construction	\$159,395	\$11,430	\$4,800	\$25,450	\$3,865	\$5,940	\$1,275	\$43,800	\$230,505
Grade Tech	\$93,700	\$10,500	\$6,800	\$22,385	\$2,415	\$5,082	\$2,082	\$69,800	\$190,379

The contract documents require that the contract be awarded on the basis of the base bid amount. Analysis of bids indicate that Robert Burns Construction is the lowest monetary bid for the base bid as well as all additive bid items. However, due to the limited budget, additive bid item C is not recommended to be awarded. In this event, Robert Burns Construction is the lowest monetary bidder for the base bid and additive items A, B, D, E, F, and G. The bidder has the appropriate contractor's license in active

standing with the State of California, and has completed similar projects for the City. Based on availability of funds, staff recommends additive bid Items A, B, D, E, F and G.

The total estimated cost of this project, if awarded to the lowest bidder, is as follows:

Description

Construction Bid including Base Bid plus Additive Bid Items A,B,D,E,F,G	\$129,779
Construction Testing & Inspection	\$5,000
Design Support during Construction	\$2,000
Project Management	\$10,000
Construction Contingency	<u>\$26,000</u>
Total Construction Cost	\$172,779

With regards to the construction contingency amount, Tracy Municipal Code Section 2.20.090(b) authorizes the City Manager to approve change orders up to the amount approved by Council. The recommended contingency amount for this project is \$26,000.

STRATEGIC PLAN

The agenda item is a routine operational item and is not related to the Council's Strategic Plans.

FISCAL IMPACT

The budgeted amount of this CIP (71081) is \$286,925.

RECOMMENDATION

That City Council, by resolution, award a construction contract to Robert Burns Construction, of Stockton, California, for the Police Communication Tower Access Driveway - CIP 71081A, for the base bid plus additive bid Items A, B, D, E, F, and G in the amount of \$129,779, authorize City Manager to approve change orders up to the specified project contingency amount of \$26,000, if needed, and authorize the Mayor to execute the construction contract.

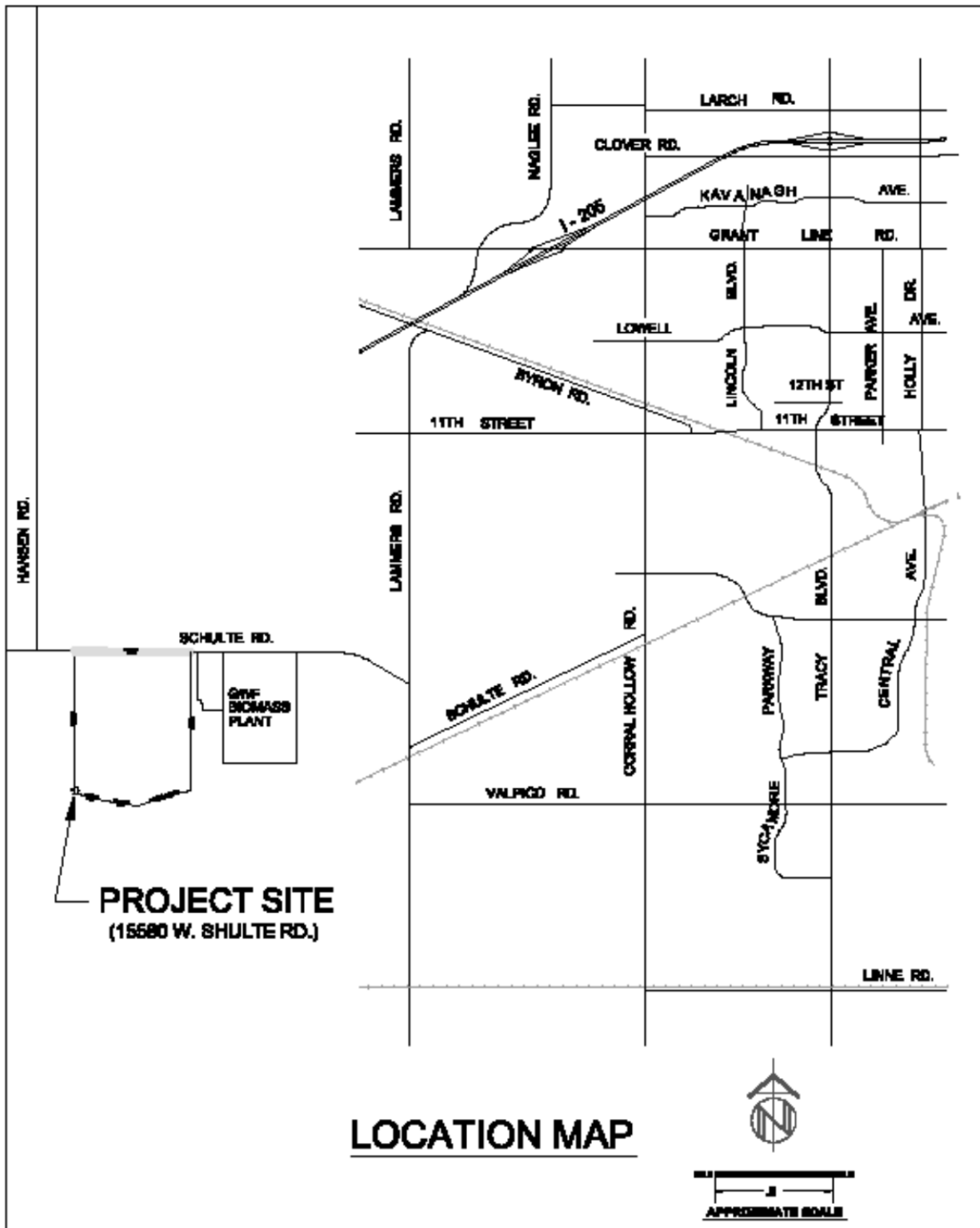
Prepared by: Binh Nguyen, Associate Civil Engineer
Zabih Zaca, Senior Civil Engineer

Reviewed by: Lani Smith, Police Support Operations Division Manager
Kul Sharma, Utilities Director
William Dean, Interim Development Services Director
Andrew Malik, Interim Assistant City Manager

Approved by: Troy Brown, City Manager

ATTACHMENTS

Attachment A - Location Map



RESOLUTION 2015-_____

AWARDING A CONSTRUCTION CONTRACT TO ROBERT BURNS CONSTRUCTION OF STOCKTON , CALIFORNIA, FOR THE POLICE COMMUNICATION TOWER ACCESS DRIVEWAY – CIP 71081A, AUTHORIZING A CONTINGENCY AMOUNT OF \$26,000 AND AUTHORIZING THE MAYOR TO EXECUTE THE CONTRACT

WHEREAS, This project is part of the City’s effort to upgrade police radio communication, and

WHEREAS, A driveway is needed to provide access to the communication tower, and

WHEREAS, The project was advertised for competitive bids on May 7 and May 14, 2015, and four bids were received and publicly opened at 2:00 p.m. on May 28, 2015, and

WHEREAS, Robert Burns Construction of Stockton, California, was the lowest monetary bidder; bid analysis indicates their bid is responsive and the bidder is responsible, and

WHEREAS, Tracy Municipal Code Section 2.20.090(b) authorizes the City Manager to approve change orders up to the contingency amount approved by City Council, and

WHEREAS, The recommended contingency amount for this project is \$26,000, and

WHEREAS, This is an approved Capital Improvement Project;

NOW, THEREFORE BE IT RESOLVED, That City Council awards a construction contract to Robert Burns Construction, of Stockton, California, for the Police Communication Tower Access Driveway - CIP 71081A, in the amount of \$129,779, authorizes a contingency amount of \$26,000, and authorizes the Mayor to execute the construction contract.

The foregoing Resolution 2015 - _____ was adopted by the Tracy City Council on the 7th day of July 2015, by the following vote:

- AYES: COUNCIL MEMBERS
- NOES: COUNCIL MEMBERS
- ABSENT: COUNCIL MEMBERS
- ABSTAIN: COUNCIL MEMBERS

MAYOR

ATTEST:

CITY CLERK

July 7, 2015

AGENDA ITEM 1.O

REQUEST

AUTHORIZE AN AMENDMENT REDUCING THE 2015 LEASE PAYMENT FOR CITY PROPERTY AT THE CORNER OF ELEVENTH STREET AND CHRISMAN ROAD

EXECUTIVE SUMMARY

On January 7, 2010, the City Council approved a three year lease agreement with Mizuno Farms, Inc. to plant crops, furnish and apply fertilizer and insecticides, cultivate and irrigate the crops, and harvest and deliver crops. On December 3, 2013, the City of Tracy and Mizuno Farms exercised the option to extend the lease for two more years from January 1, 2014 to December 31, 2015.

Section 4.3 of the Agreement provides that Mizuno Farms may terminate the Agreement upon 30 days written notice and proof that water will not be supplied to the property subject to the Agreement (the "Property"). Mizuno Farms has provided proof that water will not be supplied to the Property. However, in lieu of exercising its option to terminate the Agreement, Mizuno Farms has agreed to remain in the Agreement throughout the end of its term in exchange for a temporary reduction of annual rent of \$6,517.84 (the cost to Mizuno Farms to maintain the Property).

DISCUSSION

The City owns approximately 113 acres of land located at the corner of Eleventh and Chrisman Road. The property is suitable for agricultural crop production. Mizuno Farms plants crops, furnish and apply fertilizer and insecticides, cultivate and irrigate the crops, and harvest and deliver crops. In addition, the lessee keeps the property free and clear of all rubbish, trash and other growth generally considered to be foul, noxious or objectionable to good farming.

On April 1, 2015, Mizuno Farms sent a letter to the City of Tracy indicating that due to the continued drought over recent years, the West Side Irrigation District would curtail water diversion. Consequently, Mizuno Farms has not received its water allotment needed to plant crops.

Although Mizuno Farms will not plant this year, it has agreed to continue in the lease agreement if the City will reduce the lease payment for this year to reflect Mizuno Farm's cost of \$6,517.84 for maintenance. Staff is requesting that City Council approve an amendment of the current lease reducing the lease amount from \$26,234.76 to \$19,716.92 to keep the tenant from exercising its rights to terminate the lease. Mizuno Farms has one more two-year lease extension option remaining at the end of 2015 which it has not yet exercised.

STRATEGIC PLAN

This agenda item supports the City Council approved Organizational Efficiency Strategy;

Goal 1: Advance City Council's Fiscal Policies

1. To change the City's organizational and fiscal structure, and
2. To take advantage of funding and revenue generation opportunities

FISCAL IMPACT

The annual lease payment of \$26,234.76 would be reduced to \$19,716.92.

If the lease is terminated the General Fund would have to absorb the cost for disc services to maintain the property free and clear of weeds and debris.

RECOMMENDATION

That City Council, by resolution, authorize an amendment reducing the 2015 lease payment for City property at the corner of Eleventh Street and Chrisman Road.

Prepared by: David Ferguson, Director of Public Works

Reviewed by: Andrew Malik, Interim Assistant City Manager

Approved by: Troy Brown, City Manager

Attachments:

- Attachment:
- A – Lease Agreement Dated January 10, 2010
 - B – Proposed Amendment No. 2 to the Lease Agreement between the City of Tracy and Mizuno Farms
 - C – Letter from West Side Irrigation District to West Side Water Users Dated May 18, 2015
 - D – Letter from Mizuno Farms to City of Tracy Dated April 1, 2015

LEASE AGREEMENT

THIS LEASE AGREEMENT (hereinafter "Lease") is made and entered into by and between the CITY OF TRACY, a municipal corporation (hereinafter "CITY"), and Mizuno Farms, Inc., a California Corporation (hereinafter "LESSEE")

RECITALS

- A. CITY owns approximately 113 acres of land located at the corner of 11th and Chrisman Road, commonly known as the Community Park site, of which approximately 105 acres is suitable for agricultural crop production. Assessor's Parcel Number 237-300-04 and 237-300-14
- B. LESSEE is a corporation engaged in diversified farming in the Tracy, California, area.
- C. CITY desires to lease the 11th and Chrisman property to LESSEE, and LESSEE desires to lease said property from CITY for the purpose of agricultural crop production, which are the subjects of this Lease.
- D. CITY requested competitive proposals from interested parties for lease of this property and LESSEE's proposal provided the greatest benefit to CITY.

NOW THEREFORE, THE PARTIES MUTUALLY AGREE AS FOLLOWS:

1. **TERM.** The term of this Lease will commence on January 1, 2010 and will continue for a period ending December 31, 2013. In the event of a third party purchase of the property, this Lease shall terminate December 31 of the same year that escrow closes on the property sale. In the event CITY determines a non-agricultural non-public use is in the best interest of CITY, this Lease shall terminate at the end of the growing season for the year that a non-agricultural use Lease is executed between CITY and a third party. In the event that CITY determines that a public use of the property is in the best interest of CITY, this Lease shall terminate at the end of the growing season for the year that the property is put to a public use.
2. **LEASE PAYMENT.** LESSEE agrees to pay CITY a fixed rate lump sum. Rent is due January 1, 2010, starting in the amount of \$22,575.00, which equals \$215.00 per acre, commencing on January 1, 2010 and payable in advance of the growing season each year by March 1. The annual fixed rate lump sum will be increased annually according to the Consumer Price Index (CPI) for San Francisco-Oakland-San Jose, All Items, with a minimum increase of 3%.

2.1 Payment shall be sent to:

City of Tracy Finance Department
333 Civic Center Plaza
Tracy, CA 95376

3. **PROPERTY:** CITY leases to LESSEE, and LESSEE leases from CITY, all that certain land situated in the County of San Joaquin, State of California, commonly known as 11th and Chrisman, and situated on APN 237-300-04 and APN 237-300-14 (hereinafter referred to as the "Property").
4. **USE.** LESSEE agrees to prepare the Property, plant the crops, furnish and apply fertilizer and insecticides, cultivate and irrigate the crops, and harvest and deliver the crops, in the proper season and in a good and farmer like manner, in accordance with acceptable

methods of farming, all at LESSEE's own cost and expense. LESSEE shall, within the limitations set forth above, determine the crops that shall be planted upon each field of the Property at all times during the term of this Lease.

- 4.1 Use of the Property shall conform to all applicable rules and regulations governing the property, including, but not limited to, local building and fire codes.
 - 4.2 LESSEE shall not sub-lease any portion of the Property without prior written permission by CITY.
 - 4.3 LESSEE shall be responsible for all costs associated with providing water to the property in addition to CITY's share of electrical costs for the offsite drainage system. In the event that LESSEE is unable to secure water to the property, LESSEE has the option to terminate the Lease upon 30 days written notice to include documentation on the inability to provide water to the property.
 - 4.4 LESSEE is responsible for safely securing all property and farming equipment and for safely storing all chemicals and other hazardous materials in accordance with State and local laws.
 - 4.5 LESSEE shall keep the Property free and clear of all rubbish, trash and other growth generally considered to be foul, noxious or objectionable to good farming.
 - 4.6 LESSEE agrees not to apply any herbicides or soil sterilant, which would affect any crop or landscaping that may be planted on the Property after the termination of the Lease.
 - 4.7 Upon termination of lease, LESSEE agrees to leave Property disked.
5. **ACCEPTANCE AND MAINTENANCE OF PREMISES.** The leveling of fields will be the responsibility of LESSEE. LESSEE further agrees that:
- 5.1 LESSEE shall accept the Property in its present condition without any liability or obligation on the part of CITY to make any alterations, improvements or repairs of any kind which would constitute a change to the present condition of the Property.
 - 5.2 LESSEE shall be responsible for the operation and maintenance of the onsite return system including sump, pump, electrical and pipeline. During the first year of the Lease, LESSEE shall notify CITY of the first day in which they will start watering the Property. LESSEE shall then have 30 days to determine if any repairs are needed to onsite pump or pipeline. If repairs are needed, CITY shall reimburse LESSEE the actual costs of repair up to \$1,000 for the pump and \$1,000 for the pipeline.
 - 5.3 LESSEE shall be liable for any and all damage to the Property caused by the LESSEE, its employees, agents or invitees.
 - 5.4 LESSEE shall not permit irrigation or drain water to seep or flow onto the adjacent roadways or other properties
 - 5.5 LESSEE not responsible for any portion of Property reserved or used by CITY that is unavailable/unsuitable for farming.
6. **ALTERATIONS AND MODIFICATIONS.** LESSEE covenants and agrees not to install any fixtures or make any alterations, additions, erecting of structures or improvements to the Property without the prior written approval of CITY. All fixtures installed or additions and improvements made to the Property shall become CITY's property and shall remain on the Property at the termination of this Lease, however such is terminated, without compensation or payment to LESSEE.

7. **SUBLEASE.** LESSEE may not voluntarily or involuntarily assign or sublease this Lease without first obtaining CITY's written consent.
8. **REGULATIONS.** LESSEE's use of the Property shall comply with all Federal, State and local rules, regulations, laws, ordinances, and directives of competent authority applicable to the use of CITY's property.
9. **HOLD HARMLESS.** LESSEE shall defend, indemnify, and hold CITY, its officials, employees, agents and volunteers harmless from any and all claims, injuries, damages, losses, or suits, including attorneys' fees, arising out of or in connection with the performance of this Lease, including, but not limited to, those claims, injuries, damages, losses, or suits, and attorneys' fees based upon nuisance or inverse condemnation, excepting however, those claims, injuries, damages, losses, or suits, including attorneys' fees, for injuries and damages caused by the sole negligence of CITY.
10. **TAXES.** LESSEE shall pay, when due, any real property taxes levied against the leased Property as a result of any possessory interest taxes which may be imposed on LESSEE's interest in the leased Property. This provision constitutes written notice to LESSEE pursuant to California Revenue and Taxation Code Section 107. CITY shall not be responsible for payment of any such tax. No such tax shall in any way reduce or substitute for the charges or fees required to be paid as a condition of this Lease or as otherwise required by CITY.
11. **ENTRY AND INSPECTION.** CITY reserves the right to enter the Property at any time and by whatever means necessary, including, but not limited to, the following situations: (a) in case of emergency, (b) to make necessary repairs and improvements, (c) to supply necessary services, (d) when CITY reasonably believes that the LESSEE has abandoned or surrendered the Property, (e) to inspect the Property for Lease compliance, (f) pursuant to court order, (f) for necessary tests or surveying. When entering the Property, CITY shall take care to minimize disruption to agricultural operations of LESSEE. CITY agrees to provide appropriate notification to LESSEE of any approved entries to Property that CITY has given to any third party.
12. **DEFAULT.** If LESSEE defaults on the payment of any installment or rent or of any amount owed to CITY, or defaults on the performance of any covenants or conditions of this Lease, CITY may:
 - 12.1 At any time while any default exists, serve on LESSEE a 30-day notice in writing to cure the default or quit the Property. If LESSEE fails to do either, CITY may bring a statutory proceeding in unlawful detainer to regain possession of the Property.
13. **INSURANCE.** LESSEE shall procure and maintain, for the duration of the Lease, liability insurance against claims for injuries to persons or damages to property which may arise from or in connection with the LESSEE's operation and use of the leased Property. The cost of such insurance shall be borne by the LESSEE.
 - 13.1 Coverage shall be at least as broad as:

- 13.1.1 General Liability insurance coverage on a per occurrence basis which insures against all liability of CITY and its agents arising out of and in connection with LESSEE's use of the property.
 - 13.1.2 Property insurance against all risks of loss to any tenant improvements or betterments.
 - 13.2 LESSEE shall maintain limits no less than:
 - 13.2.1 General Liability: \$2,000,000 per occurrence for bodily injury or property damage.
 - 13.2.2 Property Insurance: Full replacement cost with no coinsurance penalty provisions.
 - 13.2.3 Any deductibles or self-insured retentions must be declared to and approved by CITY. At the option of CITY, either: the insurer shall reduce or eliminate such deductibles or self-insured retentions as respects CITY, its officers, officials, employees, and volunteers; or the LESSEE shall procure a bond guaranteeing payment of losses and related investigations, claim administration and defense expenses.
 - 13.3 Any failure to comply with reporting or other provisions of the policies including breaches of warranties shall not affect coverage provided to CITY, its officers, officials, employees or volunteers.
 - 13.4 Each insurance policy required under this Lease shall be endorsed to state that coverage shall not be suspended, voided, canceled, reduced in coverage, scope or in limits except after thirty (30) days' prior written notice by certified mail, return receipt requested, has been given to CITY.
 - 13.5 Each insurance policy required under this Lease shall name CITY as an additional named insured.
 - 13.6 Insurance is to be placed with insurers authorized to do business in the State of California with a current A.M. Best's rating of no less than A:VII.
 - 13.7 LESSEE shall furnish CITY with original certificates and endorsements affecting coverage required under this Lease. The certificates and endorsements are to be signed by a person authorized by that insurer to bind coverage on its behalf. All documents are to be received and approved by CITY before this Lease commences.
14. **WAIVER.** The waiver by either party of any provision or condition of this Lease shall not be construed to be a waiver of any other provision or condition of this Lease and shall not preclude the other party from demanding performance in accord with the other terms thereof nor shall any such waiver be construed to be permanent unless such waiver is in writing and signed by both CITY and LESSEE.
15. **FORCE MAJEURE.** Except as to the payment of rent and for damages chargeable to the responsible party, neither CITY nor LESSEE shall be chargeable with, liable for, or responsible to the other for anything or in any amount for any delay caused by fire, earthquake, explosion, the elements, acts of God, riots, strikes, lockouts and any delay due to said causes or any of them shall not be deemed a breach of or default in the performance of this Lease.
16. **LESSEE'S DEFAULT.** The occurrence of any of the following events shall constitute a default by LESSEE:

- 16.1 Failure to pay rent when due.
- 16.2 Failure to perform any other provision of this Lease, if the failure to perform is not cured within thirty (30) days after written notice thereof is given by CITY to LESSEE; if the failure to perform cannot reasonably be cured within thirty (30) days LESSEE shall not be in default if LESSEE commences to cure the default within the thirty (30) day period and diligently continues to cure the default.
17. **RELATIONSHIP OF PARTIES.** The relationship between CITY and LESSEE shall always and only be that of lessor and LESSEE. LESSEE shall never at any time during the term of this Lease become the agent of CITY, and CITY shall not be responsible for the acts or omissions of LESSEE or its agents.
18. **SEVERABILITY.** The unenforceability, invalidity, or illegality of any of provision herein shall not render the other provisions unenforceable, invalid, or illegal.
19. **RENEWAL OPTION.** Under mutual consent by CITY and LESSEE, LESSEE will be granted an option, if it is not in default under this Lease, to renew this Lease for two (2) additional periods of two (2) years, from January 1, 2014 through December 31, 2015, and from January 1, 2016 through December 31, 2017. Terms and conditions may be re-negotiated. Intent of the LESSEE to invoke this renewal option shall be exercised by written notice delivered to CITY 90 days prior to the expiration of this Lease.

If LESSEE holds over and retains possession of the premises or any part thereof after the expiration of this Lease, then such holding over shall be deemed to be a month to month tenancy only and all other terms of this Lease shall remain in full force and effect.

20. **RECORDATION.** Pursuant to Government Code § 37393, the Lease shall be recorded in the Office of the County Recorder, County of San Joaquin, State of California.
21. **NOTICES.** All notices to the parties shall be in writing and shall be addressed and mailed to their representatives as follows:

CITY (LESSOR):

City of Tracy
Attn: Director of Parks & Community Services
400 East 10th Street
Tracy, CA 95376

LESSEE:

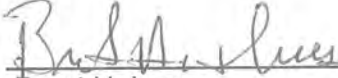
Mizuno Farms, Inc.
Clark Mizuno
29050 Ahern Rd
Tracy, CA 95304

With a copy to:
City Attorney
333 Civic Center Plaza
Tracy, CA 95376


(THIS SECTION INTENTIONALLY LEFT BLANK)

IN WITNESS WHEREOF, the parties hereto have executed this Lease the day and year first above written:

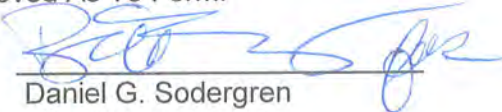
CITY OF TRACY

By: 
Brent H. Ives
Title: Mayor
Date: 1/7/10


Attest:


By: 
Sandra Edwards
Title: City Clerk
Date: 1-8-10

Approved As To Form:

By: 
Daniel G. Sodergren
Title: City Attorney
Date: 12/28/09

MIZUNO FARMS, INC.
a California Corporation

By: 
Title: Vice President
Federal Tax ID: 68-0428020
Date: 12/21/09

By: 
Title: CFO
Date: 12/21/09



Legal Description

That certain Real Property situated in the State of California, County of San Joaquin, City of TRACY, described as follows:

PARCEL ONE:

ALL THAT PORTION OF THE WEST 1/2 OF SECTION 23, TOWNSHIP 2 SOUTH, RANGE 5 EAST, MOUNT DIABLO BASE AND MERIDIAN LYING SOUTH OF THE SOUTH LINE OF THE 400 FOOT RIGHT OF WAY OF THE CENTRAL PACIFIC RAILROAD.

EXCEPTING THEREFROM A STRIP OF LAND 40 FEET IN WIDTH AS CONVEYED TO WEST SIDE IRRIGATION DISTRICT BY DEED RECORDED FEBRUARY 28, 1919 IN BOOK A OF DEEDS, VOL. 369, PAGE 66, SAN JOAQUIN COUNTY RECORDS.

ALSO EXCEPTING THEREFROM A STRIP OF LAND 40 FEET IN WIDTH LYING ALONG THE SOUTHERLY LINE OF SAID PREMISES AS CONVEYED TO WEST SIDE IRRIGATION DISTRICT BY DEED RECORDED DECEMBER 8, 1920 IN BOOK A OF DEEDS, VOL. 447, PAGE 237, SAN JOAQUIN COUNTY RECORDS.

ALSO EXCEPTING THEREFROM A PORTION OF SECTION 23, TOWNSHIP 2 SOUTH, RANGE 5 EAST, MOUNT DIABLO BASE AND MERIDIAN, MORE PARTICULARLY DESCRIBED AS FOLLOWS, TO-WIT:

BEGINNING AT THE INTERSECTION OF THE SOUTHERLY LINE OF THE 400 FOOT RIGHT OF WAY LINE OF THE CENTRAL PACIFIC RAILROAD WITH THE EASTERLY LINE OF THE CHRISMAN ROAD, SAID EASTERLY LINE OF ROAD BEING 30 FEET EAST OF THE WEST LINE OF SAID SECTION 23; THENCE RUNNING NORTH 64° 08' EAST ALONG THE SOUTHERLY LINE OF SAID 400 FOOT RAILROAD RIGHT OF WAY LINE 1676.14 FEET TO A POINT; THENCE SOUTH 0° 17' EAST 2076.31 FEET TO A POINT ON THE NORTHERLY LINE OF THAT CERTAIN PARCEL OF LAND DEEDED TO THE WEST SIDE IRRIGATION DISTRICT BY DEEDS RECORDED IN BOOK A OF DEEDS, VOL. 447, PAGE 237, SAN JOAQUIN COUNTY RECORDS; AND IN BOOK A OF DEEDS, VOL. 369, PAGE 66, SAN JOAQUIN COUNTY RECORDS; THENCE SOUTH 89° 50' WEST ALONG THE NORTHERLY LINE OF SAID WEST SIDE IRRIGATION PROPERTY BEING ALSO PARALLEL TO AND 70 FEET NORTH OF THE SOUTH LINE OF SAID SECTION 23, A DISTANCE OF 1509.70 FEET TO A POINT IN THE EASTERLY LINE OF ABOVE MENTIONED CHRISMAN ROAD; THENCE NORTH 0° 07' WEST ALONG EASTERLY LINE OF SAID CHRISMAN ROAD BEING PARALLEL TO AND 30 FEET EAST OF THE WEST LINE OF SAID SECTION 23, A DISTANCE OF 1349.44 FEET TO THE POINT OF BEGINNING.

description continued...

PARCEL TWO:

A PORTION OF SECTION 23, TOWNSHIP 2 SOUTH, RANGE 5 EAST, MOUNT DIABLO BASE AND MERIDIAN, MORE PARTICULARLY DESCRIBED AS FOLLOWS, TO-WIT:

BEGINNING AT THE INTERSECTION OF THE SOUTHERLY LINE OF THE 400 FOOT RIGHT OF WAY LINE OF THE CENTRAL PACIFIC RAILROAD WITH THE EASTERLY LINE OF THE CHRISMAN ROAD. SAID EASTERLY LINE OF ROAD BEING 30 FEET EAST OF THE WEST LINE OF SAID SECTION 23; THENCE RUNNING NORTH 64° 08' EAST ALONG THE SOUTHERLY LINE OF SAID 400 FOOT RAILROAD RIGHT OF WAY LINE 1676.14 FEET TO A POINT; THENCE SOUTH 0° 17' EAST 2076.31 FEET TO A POINT ON THE NORTHERLY LINE OF THAT CERTAIN PARCEL OF LAND DEEDED TO THE WEST SIDE IRRIGATION DISTRICT BY DEEDS RECORDED IN BOOK A OF DEEDS, VOL. 447, PAGE 237, SAN JOAQUIN COUNTY RECORDS AND IN BOOK A OF DEEDS, VOL. 369, PAGE 66, SAN JOAQUIN COUNTY RECORDS; THENCE SOUTH 89° 50' WEST ALONG THE NORTHERLY LINE OF SAID WEST SIDE IRRIGATION PROPERTY BEING ALSO PARALLEL TO AND 70 FEET NORTH OF THE SOUTH LINE OF SAID SECTION 23, A DISTANCE OF 1509.70 FEET TO A POINT IN THE EASTERLY LINE OF ABOVE MENTIONED CHRISMAN ROAD; THENCE NORTH 0° 07' WEST ALONG THE EASTERLY LINE OF SAID CHRISMAN ROAD BEING PARALLEL TO AND 30 FEET EAST OF THE WEST LINE OF SAID SECTION 23, A DISTANCE OF 1349.44 FEET TO THE POINT OF BEGINNING.

EXCEPT 0.303 ACRE PARCEL TO STATE OF CALIFORNIA FOR STATE HIGHWAY NO. 50 BY DEED RECORDED AUGUST 7, 1957 IN BOOK OF OFFICIAL RECORDS, VOL. 1992, PAGE 304, SAN JOAQUIN COUNTY RECORDS.

ALSO EXCEPT 1.292 ACE PARCEL DESCRIBED IN JUDGMENT OF CONDEMNATION IN FAVOR OF COUNTY OF SAN JOAQUIN RECORDED MARCH 12, 1962 IN BOOK OF OFFICIAL RECORDS, VOL. 2524, PAGE 159, SAN JOAQUIN COUNTY RECORDS.

EXCEPT THEREFROM PARCEL A OF THAT CERTAIN PARCEL MAP RECORDED JULY 16, 1980 IN BOOK OF PARCEL MAPS, VOL. 9, PAGE 99, SAN JOAQUIN COUNTY RECORDS.

**AMENDMENT NO. 2 TO LEASE AGREEMENT
BETWEEN THE CITY OF TRACY AND MIZUNO FARMS, INC.**

This Amendment No. 2 (hereinafter "Amendment") to the Lease Agreement between the City of Tracy and Mizuno Farms, Inc. is made and entered into by and between the City of Tracy, a municipal corporation (hereinafter "CITY"), and Mizuno Farms, Inc., a California corporation (hereinafter "LESSEE").

RECITALS

- A. CITY and LESSEE entered into a Lease Agreement (hereinafter "Agreement") which commenced on or about January 1, 2010 and was subsequently amended, by Amendment No. 1, to extend the Agreement through December 31, 2015.
- B. Section 4.3 of the Agreement provides that LESSEE may terminate the Agreement upon 30 days written notice and proof that water will not be supplied to the property subject to the Agreement (the "Property").
- C. LESSEE has provided proof that water will not be supplied to the Property. However, in lieu of exercising its option to terminate the Agreement, LESSEE has agreed to remain in the Agreement throughout the end of its term in exchange for a temporary reduction in rent in the amount set forth below.

NOW THEREFORE, THE PARTIES MUTUALLY AGREE AS FOLLOWS:

- 1. **Incorporation By Reference.** This Amendment hereby incorporates by reference all terms and conditions set forth in the Agreement, unless specifically modified by this Amendment. All terms and conditions set forth in the Agreement which are not specifically modified by this Amendment shall remain in full force and effect.
- 2. **Terms of Amendment.** For the purposes of growing season year 2015 only, the annual Rent referred to in Section 2, Lease Payment, of the Agreement is hereby reduced from \$26,234.76 to \$19,716.92, payable within ten days of this Amendment being executed by all parties.
- 3. **Modifications.** This Amendment may not be modified orally or in any manner other than by an agreement in writing signed by both parties, in accordance with the requirements of the Agreement.
- 4. **Severability.** In the event any term of this Amendment is held invalid by a court of competent jurisdiction, the Amendment shall be construed as not containing that term, and the remainder of this Amendment shall remain in full force and effect.
- 5. **Signatures.** The individuals executing this Amendment represent and warrant that they have the right, power, legal capacity, and authority to enter into and to execute this Amendment on behalf of the respective legal entities of LESSEE and CITY.

CITY OF TRACY
Amendment No. 2 to Lease Agreement
Between City of Tracy and Mizuno Farms, Inc.
Page 2 of 2

This Amendment shall inure to the benefit of and be binding upon the parties thereto and their respective successors and assigns.

IN WITNESS WHEREOF the parties do hereby agree to the full performance of the terms set forth herein.

CITY OF TRACY

MIZUNO FARMS, INC.

By: _____
Michael Maciel

By: *Gordon M. Mizuno*
Gordon M. Mizuno

Title: Mayor

Title: Vice president

Date: _____

Date: 6/18/15

Attest:

By: _____
Nora Pimentel

By: *Clark Mizuno*
Clark Mizuno

Title: City Clerk

Title: CFO

Date: _____

Date: 6/18/2015

Approved as to form

By: _____
Bill Sartor

Title: Assistant City Attorney

Date: _____

JACK ALVAREZ, President
ERNEST J. POMBO, JR., Vice President

ATTACHMENT "C"
CAROL PETZ, Secretary/Treasurer
DAVID KAISER, General Manager

THE WEST SIDE IRRIGATION DISTRICT

1320 N. Tracy Boulevard
P.O. Box 177
Tracy, California 95378-0177

DIRECTORS

Jack Alvarez
Stephen R. Serpa
Ernest J. Pombo, Jr.
Thomas Pereira
Randy Mattos

Telephone (209) 835-0503
Fax (209) 835-2702

May 18, 2015

To Whom it May Concern,

The West Side Irrigation District has a post-1914 license to pump water out of Old River. The District also has a Central Valley Project allotment, but that is 0% this as well as last.

On May 13, 2015, all pumping stopped with the exception of a small amount of natural accretions coming into the intake from the District's drainage ditch. Management is attempting to secure water from other sources, but has been unsuccessful as of now. The small amount of water being pumped is priced at a large premium (\$200 per acre-foot) and will not be enough for the permanent crops planted.

This is truly a dire situation, pray for rain.

Sincerely,



Dave Kaiser
General Manager

Mizuno Farms, Inc.

29050 Ahern Road
Tracy, California 95304-9385
Phone (209) 835-5154
Fax (209) 835-0515

April 1, 2015

Mr. David Ferguson
Director of Public Works Department
City of Tracy
520 Tracy Blvd.
Tracy, CA 95376

RE: Lease Agreement between the City of Tracy and Mizuno Farms, Inc.

Dear Mr. David Ferguson:

The drought continues into the 2015 crop year. The Westside Irrigation District (WSID) which provides water to the farm property will again be limited. It is a high probability that the WSID will be the first one curtailed by the State Water Resource Control Board.

Therefore, Mizuno Farms, Inc. is requesting that the City of Tracy and Mizuno Farms, Inc. can come to some agreement on how we may move forward. Without water, we cannot plant a crop.

Sincerely,


Clark J. Mizuno, CFO

RESOLUTION _____

AUTHORIZING AN AMENDMENT TEMPORARILY REDUCING THE 2015 LEASE PAYMENT FOR CITY PROPERTY AT THE CORNER OF ELEVENTH STREET AND CHRISMAN ROAD

WHEREAS, On January 7, 2010, the City Council approved a three year lease agreement (Agreement) with Mizuno Farms, Inc. to plant crops, furnish and apply fertilizer and insecticides, cultivate and irrigate the crops, and

WHEREAS, On December 3, 2013, the City of Tracy and Mizuno Farms exercised an option to extend the Agreement for two more years from January 1, 2014 through December 31, 2015, and

WHEREAS, Section 4.3 of the Agreement provides that Mizuno Farms may terminate the Agreement upon 30 days written notice and proof that water will not be supplied to the property subject to the Agreement (the "Property"), and

WHEREAS, On April 1, 2015, Mizuno Farms sent a letter to the City of Tracy indicating that due to the drought this year, the West Side Irrigation District would curtail water diversion, and

WHEREAS, Mizuno Farms has not received its water allotment needed to plant crops, and

WHEREAS, Mizuno Farms has provided proof that water will not be supplied to the Property, and

WHEREAS, In lieu of exercising its option to terminate the Agreement, Mizuno Farms has agreed to remain in the Agreement throughout the end of its term in exchange for a temporary reduction in rent of \$6,517.84.

NOW, THEREFORE, BE IT RESOLVED, That City Council hereby authorizes an amendment temporarily reducing the 2015 lease payment for City property at the corner of Eleventh Street and Chrisman Road from \$26,234.76 to \$19,716.92.

The foregoing Resolution _____ was adopted by City Council on the 7th day of July, 2015, by the following vote:

AYES: COUNCIL MEMBERS:
NOES: COUNCIL MEMBERS:
ABSENT: COUNCIL MEMBERS:
ABSTAIN: COUNCIL MEMBERS:

MAYOR

ATTEST:

CITY CLERK

July 7, 2015

AGENDA ITEM 1.P

REQUEST

APPROVE A SUPPLEMENTAL APPROPRIATION IN THE AMOUNT OF \$1,500,000 FROM THE SOUTH MACARTHUR FINANCE AND IMPLEMENTATION PLAN (FUND 352) TO CIP 73126 FOR THE WIDENING AND RECONSTRUCTION OF MACARTHUR DRIVE BETWEEN SCHULTE ROAD AND VALPICO ROAD

EXECUTIVE SUMMARY

Widening and Reconstruction of MacArthur Drive between Schulte Road and Valpico Road requires acquisition of right of ways from adjacent property owners. Therefore, it is necessary to allocate funds for the purchase of required right of ways.

DISCUSSION

The widening of MacArthur Drive from Schulte Road to Valpico Road is an approved Capital Improvement Project (CIP) with an estimated cost of \$6,350,000. The project is partly funded from development impact fees from the Infill Finance and Implementation Plan and the South MacArthur Finance and Implementation Plan as well as a Federal Tea Grant. However, since development impact fees are collected at the time of issuance of building permits, the timing of availability of full funding in the near future is uncertain. As a result, staff had been exploring other sources of funding including State and Federal grants for partially funding in order to complete this project in a timely manner.

The City was awarded a Federal Transportation Enhancement Act (TEA) grant in the amount of \$542,900 to facilitate the design, clearance of environmental and preparation of plat maps and legal descriptions for the required acquisition of rights-of-ways.

The subject project is currently under design by City staff and will be completed by winter, with construction scheduled to take place by the second quarter of 2016. The Project has also been awarded a grant of \$4,800,000 from the State Transportation Improvement Program (STIP) for construction only. In order to expedite project construction and make use of available grant funding, the required right of ways need to be acquired. Since the cost of acquisition of right of way is the City's responsibility, an appropriation in the amount of \$1,500,000 is requested from the South MacArthur Development Impact Fees.

STRATEGIC PLAN

This agenda item is a routine operational item and does not relate to the Council's Strategic Plans.

FISCAL IMPACT

There will be no fiscal impact to the General Fund. Funds for the right-of-way acquisition will be paid from the South MacArthur Finance and Implementation Plan which is developer-funded with development impact fees.

RECOMMENDATION

That City Council, by resolution, authorize a supplemental appropriation from the South MacArthur Finance and Implementation Plan (Fund 352) in the amount of \$1,500,000 to CIP 73126, for the Widening and Reconstruction of MacArthur Drive Project between Schulte Road and Valpico Road.

Prepared by: Zabih Zaca, Senior Civil Engineer

Reviewed by: Kuldeep Sharma, Utilities Director
Bill Dean, Interim Development Services Director
Andrew Malik, Interim Assistant City Manager

Approved by: Troy Brown, City Manager

RESOLUTION 2015-_____

APPROVING A SUPPLEMENTAL APPROPRIATION IN THE AMOUNT OF \$1,500,000 FROM THE SOUTH MACARTHUR FINANCE AND IMPLEMENTATION PLAN (FUND 352) TO CIP 73126 FOR THE WIDENING AND RECONSTRUCTION OF MACARTHUR DRIVE BETWEEN SCHULTE ROAD AND VALPICO ROAD

WHEREAS, The widening of MacArthur Drive from Schulte Road to Valpico Road is an approved Capital Improvement Project (CIP) with an estimated cost of \$6,350,000, and

WHEREAS, The project is partly funded from development impact fees from the Infill Finance and Implementation Plan and the South MacArthur Finance and Implementation Plan as well as a Federal Tea Grant, and

WHEREAS, The Project will receive \$4,800,000 from the State Transportation Improvement Program (STIP) which would be allocated for construction only, and

WHEREAS, The cost of right of way acquisition is a City expense, and

WHEREAS, An appropriation in the amount of \$1,500,000 is requested from the South MacArthur Finance and Implementation Plan to pay for the cost of right of ways, and

WHEREAS, There will be no fiscal impact to the General Fund. Funds for the right-of-way acquisition will be paid from the South MacArthur Finance and Implementation Plan which is developer-funded with development impact fees;

NOW, THEREFORE, BE IT RESOLVED, That the City Council authorizes a supplemental appropriation from the South MacArthur Finance and Implementation Plan (Fund 352) in the amount of \$1,500,000 to CIP 73126, for the Widening and Reconstruction of MacArthur Drive Project between Schulte Road and Valpico Road.

* * * * *

The foregoing Resolution _____ was passed and adopted by the Tracy City Council on the 7th day of July, 2015, by the following vote:

- AYES: COUNCIL MEMBERS:
- NOES: COUNCIL MEMBERS:
- ABSENT: COUNCIL MEMBERS:
- ABSTAIN: COUNCIL MEMBERS:

MAYOR

ATTEST

CITY CLERK

AGENDA ITEM 3

REQUEST

PUBLIC HEARING TO CONSIDER AN AMENDMENT TO THE I-205 CORRIDOR SPECIFIC PLAN REGARDING BUILDING HEIGHT LIMITATIONS AND AN APPLICATION FOR A PRELIMINARY AND FINAL DEVELOPMENT PLAN TO CONSTRUCT A 795,732 SQUARE FOOT INDUSTRIAL DISTRIBUTION BUILDING WITH CORRESPONDING PARKING AND LANDSCAPE IMPROVEMENTS, LOCATED AT 8450 ARBOR AVENUE - APPLICANT IS DCT INDUSTRIAL OPERATING LLC; OWNERS ARE GREGG AND ROBERT CHRISTENSEN- APPLICATION NUMBERS D14-0028 AND SPA14-0002

EXECUTIVE SUMMARY

This agenda item includes the consideration of an amendment to the I-205 Corridor Specific Plan allowing increased building height for industrial structures and development permit for a 795,732 square foot industrial distribution center and its related site plan improvements. This item was heard on June 2, 2015, and continued and re-noticed for this meeting.

DISCUSSION

Background

In 1990, the City Council adopted the I-205 Corridor Specific Plan within which the project area is located. The site is Zoned Planned Unit Development (PUD), and is designated Industrial by the General Plan, and Light Industrial by the Specific Plan.

Summary

Staff and the Planning Commission have reviewed and made recommendations for two actions on this project to the City Council as follows:

1. I-205 Specific Plan amendment to change the maximum allowable building height within the plan area for industrial buildings from 40 feet to 50 feet.
2. Preliminary and Final Development Plan approval for the construction of the industrial building and all of its related site improvements.

Site and Project Area Description

The project site is located east of Mac Arthur Drive, bordered on the north by Arbor Avenue and on the south by I-205 (Attachment A). The site is designated Light Industrial by the I-205 Corridor Specific Plan. The adjacent parcel to the west is also designated Light Industrial by the Specific Plan. To the north and east of the project is land outside of the current City Limits. The properties to the south of the project across the freeway are also within the I-205 Corridor Specific Plan and are designated General Commercial.

Part of that area is developed with the outlet center (recently renamed to Shops at Northgate Village) and the remainder is vacant for the future expansion of the center.

Land Use

The project consists of the construction of a 795,732 square foot industrial distribution building with office areas, and the necessary parking and landscaping improvements (Attachment B). The tenant(s) of the building is not known at this time, and the building is designed with the vast majority of the floor plan for storage/distribution, with the ability to have office areas at all four corners of the building, depending on the number of tenants that may occupy the building. The auto parking on the site is also designed in a manner to accommodate multiple tenants as necessary.

This is the first industrial building to be considered within the I-205 Corridor Specific Plan area. When the plan was adopted 25 years ago, it included commercial, residential and industrial land use categories. Much of the Specific Plan area has been developed with a variety of land uses. The western portion of the plan area includes the West Valley Mall and its surrounding commercial uses, the Auto Plaza, The Pavilion, Tracy Marketplace, and residential units, including houses and apartments on the south side of the freeway and the Aspire Apartments under construction on Pavilion Parkway. The eastern portion of the I-205 Specific Plan allows for commercial and industrial uses, with the outlet center and the Chevron station at MacArthur and Pescadero being the only sites developed thus far. The proposed industrial use is well suited for this location, as the site is located within the Light Industrial area of the I-205 Corridor Specific Plan in an area where roadways and infrastructure have been designed for industrial development. The surrounding sites are planned for similar uses.

The project, as proposed, has an overall floor area ratio (FAR) of 46.1 percent. This is in compliance with the I-205 Corridor Specific Plan's maximum FAR of 50 percent. In order for this specific development permit to be approved, the development standards of the I-205 Corridor Specific Plan would first have to be modified, as discussed below.

I-205 Corridor Specific Plan Amendment Request

The height of the proposed building ranges from approximately 40 feet at the lowest point, to 44 feet at the highest point. This exceeds the existing 40 foot maximum height requirement as established by the I-205 Corridor Specific Plan in 1990. The applicant has requested an amendment to the I-205 Corridor Specific Plan standard to accommodate a higher building height. According to the applicant, this additional height is requested because the proposed building is intended to be designed for typical warehouse use, which requires an internal clear height of 40 feet. The increased height requirement is requested because exterior parapet walls are given height to ensure both visual interest and the screening of roof-mounted equipment. Also, in recent years, the internal clear height for typical distribution uses has increased industry-wide, resulting in the City approving building height limitations in both the Northeast Industrial Specific Plan area (60 feet) as well as in Cordes Ranch (100 feet). Cordes Ranch has additional development standards and limitations regarding large buildings within 500 feet of the freeway. Staff agrees with the rationale provided by the applicant and recommends approval of the amendment in building height, to apply throughout the I-205 Corridor

Specific Plan industrially-designated area, as it is reasonable to expect that all warehouse buildings typically will have similar height needs. Additionally, although the applicant's proposed building reaches a height of 44 feet, staff recommends increasing the allowable building height within the I-205 Corridor Specific Plan industrially-designated property to 50 feet for industrial uses, in order to accommodate other potential industrial users in the future without undergoing further amendments to the plan.

Preliminary and Final Development Plan Review

The proposed building is comprised primarily of concrete tilt-up panels and is enhanced with accent colors, reveals, glass features at each corner, as well as additional glazing on the south side of the building, visible from I-205 (Attachments B and C). The variation in the roofline, as well as the façade breaks at each office area help to add visual interest to the large building.

The roofline of the building varies in height, with vertical relief added by false parapets being stepped up and down in several locations, most noticeably at the corners, with the office areas of the buildings. The variation of architectural features adds visual interest to the buildings from each elevation view, as the reveals and accent colors have been carried around all four sides of the building.

In order to help ensure that this large building minimizes potential negative visual impacts within the city, particularly along I-205, staff has worked with the applicant to suggest design techniques that help minimize its large, industrial appearance. First, the building's office areas, one at each corner, are enhanced with façade breaks, a variation in building height, accent colors, glass, and awnings. In an effort to call attention to these enhanced corners and minimize the other less interesting portions of the large building, the landscape plan has been designed in a manner to provide screening of much of the building, with clusters of trees along I-205, while maintaining a more open view shed at the corners, where the entries and all of their features can be emphasized. Because the landscaping along I-205 is not intended to entirely screen the building, that freeway-facing façade has also been enhanced with additional glass in some of the panels.

The most notable design feature that minimizes the industrial feel of this distribution center project from the public view is the screening of dock doors and trucks from view of the freeway. The site plan (Attachment B) shows a concrete wall (recommended by staff to match in color and design with the building) that will screen the dock doors and the trucks from I-205. On the east (most exposed side of the site) which is also the eastern edge of the City Limits north of I-205, this wall would extend from the south end of the building approximately 75 percent along its length, with the remainder of the exposed dock doors to be screened with a tube steel fence and landscaping. Along the west side of the building, where additional commercial and industrial buildings are ultimately expected to abut this site, the proposed screen wall would be placed only at the southwest corner of the building, with tube steel fencing and landscaping to screen the remainder of the building.

Landscape Areas

As shown on the preliminary landscape plan (Attachment B), the landscape areas proposed meet the requirements of Tracy Municipal Code Section 10.08.3560, and the requirements of the I-205 Corridor Specific Plan.

A combination of trees, shrubs and groundcover are proposed for the landscape areas. A recommended condition of approval requires the developer to submit a detailed landscape and irrigation plan for approval by the Development Services Director prior to the issuance of any building permits. All landscape and irrigation improvements are to be designed and installed in compliance with the requirements of the Water Efficient Landscape Guidelines, Tracy Municipal Code, I-205 Corridor Specific Plan, and all other applicable City standards. In addition, a recommended condition of approval requires that prior to the issuance of any building permits, an Agreement for Maintenance of Landscape and Irrigation Improvements is to be executed, and financial security submitted to the Development Services Department. The agreement will ensure maintenance of the on-site landscape and irrigation improvements for a period of two years.

Parking and Circulation

The site will utilize two driveways on Arbor Avenue, both of which will allow for automobile and truck access. Parking is distributed throughout the project site to accommodate the parking needs of the proposed building. The parking spaces proposed are based on the potential for multiple tenants, each with office areas to occupy the building, and the proposed number of parking spaces is in compliance with the I-205 Corridor Specific Plan for warehouse and accompanying office uses as shown. The site plan provides for adequate circulation movements on the site for employees and customer parking, as well as truck traffic (Attachment B).

Environmental Document

The project is consistent with the Environmental Impact Report (EIR) that was prepared for the General Plan and certified on February 1, 2011. In accordance with CEQA Guidelines Section 15183, no further environmental assessment is required. An analysis of the project shows that there will be no significant on or off-site impacts as a result of this particular project that were not already discussed in the General Plan EIR. There is also no evidence of any significant impacts to occur off-site as a result of the project, including the proposed increase in height, as traffic, air quality, aesthetics, land use and other potential cumulative impacts have already been considered within the original environmental documentation. No new evidence of potentially significant effects has been identified as a result of this project.

Planning Commission Discussion

The Planning Commission held a public hearing to discuss this project and the proposed building height amendment on May 13, 2015. Most of the discussion centered on the building size (including height) and the landscaping. With the assurance that the building size and height are consistent with other recently developed industrial projects within the

City and with the knowledge that the landscaping will meet or exceed current regulations for drought tolerance, the Planning Commission recommended City Council approval of the Specific Plan Amendment to increase allowable building heights and the PDP/FDP .

STRATEGIC PLAN

This agenda item supports the City's goals for economic development by attracting more job-creating industry to the City.

FISCAL IMPACT

This agenda item will have no fiscal impact, as the project proponent paid application fees to provide for the staff and consultant time necessary to complete all of the necessary analyses.

RECOMMENDATION

Staff recommends and the Planning Commission recommend that the City Council approve:

1. A minor amendment to the I-205 Corridor Specific Plan for building height to a maximum of 50 feet, Application Number SPA15-0002; and
2. The PUD Preliminary and Final Development Plan to develop a 795,732 square foot industrial distribution facility on a 39.58-acre site, and, located at 8450 Arbor Avenue, Application Number D14-0028, subject to the conditions contained in the City Council Resolution dated July 7, 2015.

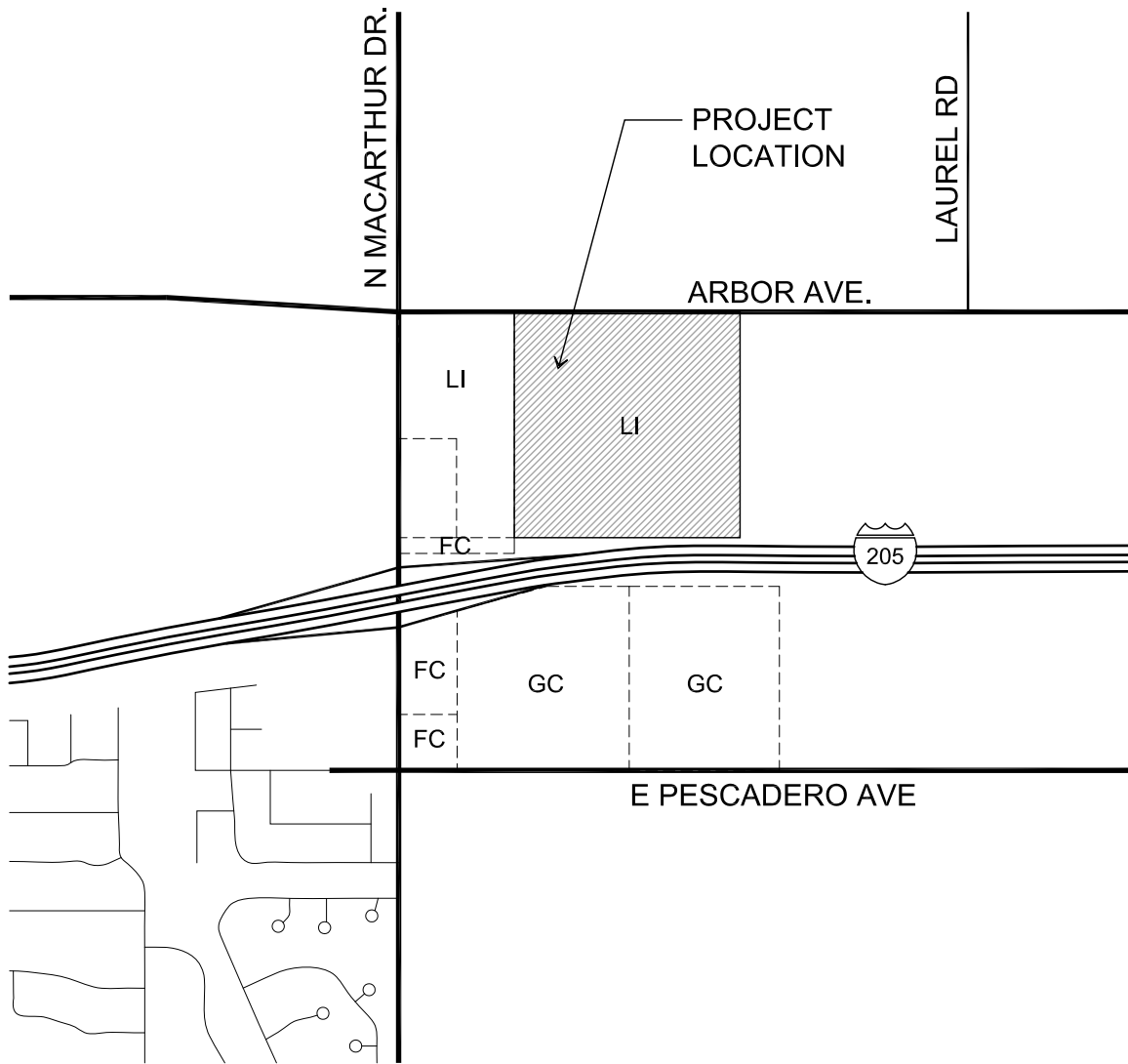
Prepared by: Victoria Lombardo, Senior Planner

Reviewed by: Bill Dean, Interim Development Services Director
Andrew Malik, Interim Assistant City Manager

Approved by: Troy Brown, City Manager

ATTACHMENTS

- A— Location Map
- B— Site Plan, Floor Plans, Elevations, Landscape Plan (Oversized)
- C— Color Elevations (Oversized)



LOCATION MAP (8450 ARBOR AVE, TRACY, CA 95304)

RESOLUTION 2015-_____

APPROVING A SPECIFIC PLAN AMENDMENT FOR MAXIMUM BUILDING HEIGHT THROUGHOUT THE I-205 CORRIDOR SPECIFIC PLAN AREA AND TO ALLOW FOR A MAXIMUM BUILDING HEIGHT OF 50 FEET FOR INDUSTRIAL BUILDINGS - APPLICATION NUMBER SPA15-0002

WHEREAS, The I-205 Corridor Specific Plan was approved by the City Council in 1990, and established the goals and standards and land uses for development within the area, and

WHEREAS, DCT Industrial Operating LLC, submitted an application for an amendment to the I-205 Corridor Specific Plan with regard to industrial building height (Application Number SPA15-0002) on April 29, 2015, and

WHEREAS, The Planning Commission conducted a public hearing to review and consider the applications on May 13, 2015;

NOW, THEREFORE BE IT RESOLVED, That the Tracy City Council does hereby approve a Specific Plan Amendment increasing the maximum building height for Light Manufacturing/Assembly and Warehouse/Distribution buildings from 40 feet to 50 feet throughout the I-205 Corridor Specific Plan, Section 4.1.2.2.C.2, Application Number SPA15-0002.

The foregoing Resolution 2015-_____ was adopted by the Tracy City Council on the 7th day of July, 2015, by the following vote:

- AYES: COUNCIL MEMBERS:
- NOES: COUNCIL MEMBERS:
- ABSENT: COUNCIL MEMBERS:
- ABSTAIN: COUNCIL MEMBERS:

MAYOR

ATTEST:

CITY CLERK

RESOLUTION _____

APPROVING THE PRELIMINARY AND FINAL DEVELOPMENT PLAN FOR A 795,732
SQUARE FOOT INDUSTRIAL DISTRIBUTION FACILITY
LOCATED ON A 39.58-ACRE SITE, LOCATED AT 8450 ARBOR AVENUE -
ASSESSOR'S PARCEL NUMBER 213-060-03
APPLICATION NUMBER D14-0028

WHEREAS, The subject property was annexed to the City of Tracy in 1990, received a zoning designation of Planned Unit Development, is designated Light Industrial in the I-205 Corridor Specific Plan, and is consistent with the General Plan designation of Industrial, and

WHEREAS, DCT Industrial Operating LLC, submitted an application for a Planned Unit Development Preliminary and Final Development Plan review (Application Number D14-0028) for a 795,732 square foot industrial building on December 29, 2014, and

WHEREAS, The subject property is located within the I-205 Corridor Specific Plan area, with a land use designation of Light Industrial, within which industrial land uses are permitted, and

WHEREAS, The Planning Commission conducted a public hearing to review and consider the application on May 13, 2015 and recommended City Council approval of the project;

WHEREAS, The City Council has determined that the application conforms to and is consistent with the General Plan and the I-205 Corridor Specific Plan (which also serves as the concept development plan for the subject property);

1. NOW, THEREFORE BE IT RESOLVED, That the Tracy City Council does hereby approve the PUD Preliminary and Final Development Plan for a 795,732 square foot industrial building, Application No. D14-0028, subject to the conditions contained in Exhibit 1 to this Resolution.

The foregoing Resolution _____ was adopted by the Tracy City Council on the 7th day of July, 2015, by the following vote:

AYES: COUNCIL MEMBERS:
NOES: COUNCIL MEMBERS:
ABSENT: COUNCIL MEMBERS:
ABSTAIN: COUNCIL MEMBERS:

MAYOR

ATTEST:

CITY CLERK

Exhibit 1 - Development Services Department, Conditions of Approval

**Conditions of Approval for DCT Industrial
795,732 Square Foot Industrial Distribution Facility
8450 Arbor Avenue
Application Nos. D14-0028 and SPA15-0002
July 7, 2015**

1. These Conditions of Approval shall apply to the real property described as DCT Industrial, a 795,732 square foot industrial distribution facility located at 8450 Arbor Avenue, Application Numbers D14-0028 and SPA 15-0002 (hereinafter "Project"), located on a 39.58-acre site, Assessor's Parcel Number 213-060-03.
2. The following definitions shall apply to these Conditions of Approval:
 - a. "Applicant" means any person, or other legal entity, defined as a "Developer".
 - b. "City Engineer" means the City Engineer of the City of Tracy, or any other duly licensed engineer designated by the City Manager, or the Development Services Director, or the City Engineer to perform the duties set forth herein.
 - c. "City Regulations" means all written laws, rules, and policies established by the City, including those set forth in the City of Tracy General Plan, the Tracy Municipal Code, I-205 Specific Plan, ordinances, resolutions, policies, procedures, and the City's Design Documents (including the Standard Plans, Standard Specifications, Design Standards, and relevant Public Facility Master Plans).
 - d. "Development Services Director" means the Development Services Director of the City of Tracy, or any other person designated by the City Manager or the Development Services Director to perform the duties set forth herein.
 - e. "Conditions of Approval" shall mean the conditions of approval applicable to DCT Industrial, a 795,732 square foot industrial distribution facility located at 8450 Arbor Avenue, Application Numbers D14-0028 and SPA15-0002. The Conditions of Approval shall specifically include all Development Services Department, including Planning Division and Engineering Division, conditions set forth herein.
 - f. "Project" means the real property consisting of approximately 39.58 acres located at 8450 Arbor Avenue, Assessor's Parcel Number 213-060-03.
3. The Developer shall comply with all laws (federal, state, and local) related to the development of real property within the Project, including, but not limited to: the Planning and Zoning Law (Government Code sections 65000, et seq.), the Subdivision Map Act (Government Code sections 66410, et seq.), the California Environmental Quality Act (Public Resources Code sections 21000, et seq., "CEQA"), and the Guidelines for California Environmental Quality Act (California Administrative Code, title 14, sections 1500, et seq., "CEQA Guidelines").

4. Unless specifically modified by these Conditions of Approval, the Developer shall comply with all City Regulations.
5. Unless specifically modified by these Conditions of Approval, the Developer shall comply with all mitigation measures identified in the General Plan Environmental Impact Report, dated February 1, 2011.
6. Pursuant to Government Code section 66020, including section 66020(d)(1), the City HEREBY NOTIFIES the Developer that the 90-day approval period (in which the Developer may protest the imposition of any fees, dedications, reservations, or other exactions imposed on this Project by these Conditions of Approval) has begun on the date of the conditional approval of this Project. If the Developer fails to file a protest within this 90-day period, complying with all of the requirements of Government Code section 66020, the Developer will be legally barred from later challenging any such fees, dedications, reservations or other exactions.
7. Except as otherwise modified herein, all construction shall be consistent with the site plan and architectural renderings received by the Development Services Department on May 7, and May 13, 2015.
8. Prior to the issuance of a building permit, the applicant shall provide a detailed landscape and irrigation plan consistent with City landscape and irrigation standards, including, but not limited to Tracy Municipal Code Section 10.08.3560 I-205 Specific Plan, and Water Efficient Landscape Guidelines on private property, and the Parks and Parkways Design Manual for public property, to the satisfaction of the Development Services Director. Said landscape plans shall include documentation which demonstrates that there is no less than 10 percent of the parking area in landscaping, and 40 percent canopy tree coverage at tree maturity.
9. Where landscape planters are parallel and adjacent to vehicular parking spaces, the planter areas shall incorporate a 12-inch wide concrete curb along their perimeter that is adjacent to the parking space in order to allow access to vehicles without stepping into landscape planters.
10. Prior to the issuance of a building permit, an Agreement for Maintenance of Landscape and Irrigation Improvements shall be executed and financial security submitted to the Development Services Department. The Agreement shall ensure maintenance of the on-site landscape and irrigation improvements for a period of two years. Said security shall be equal to the actual material and labor costs for installation of the on-site landscape and irrigation improvements, or \$2.50 per square foot of on-site landscape area.
11. No roof mounted equipment, including, but not limited to, HVAC units, vents, fans, antennas, sky lights and dishes whether proposed as part of this application, potential future equipment, or any portion thereof, shall be visible from Arbor Avenue, Mac Arthur Drive, I-205, or any other public right-of-way. All roof-mounted equipment shall be screened from line of sight view from public right of way to the satisfaction of the Development Services Director
12. All vents, gutters, downspouts, flashing, electrical conduit, and other wall-mounted or building-attached utilities shall be painted to match the color of the adjacent surface or

otherwise designed in harmony with the building exterior to the satisfaction of the Development Services Director.

13. Prior to final inspection or certificate of occupancy, on-site circulation signs shall be installed to the satisfaction of the Development Services Director.
14. Prior to final inspection or certificate of occupancy, all exterior and parking area lighting shall be directed downward or shielded, to prevent glare or spray of light into the public rights-of-way, to the satisfaction of the Development Services Director.
15. Prior to the issuance of a building permit, bicycle parking spaces shall be provided in accordance with Tracy Municipal Code Section 10.08.3510 to the satisfaction of the Development Services Director.
16. All PG&E transformers, phone company boxes, Fire Department connections, backflow preventers, irrigation controllers, and other on-site utilities, shall be vaulted or screened from view from any public right-of-way, behind structures or landscaping, to the satisfaction of the Development Services Director.
17. The applicant shall pay all applicable fees for the project, including, but not limited to, development impact fees, building permit fees, plan check fees, grading permit fees, encroachment permit fees, inspection fees, school fees, or any other City or other agency fees or deposits that may be applicable to the project.
18. All improvements shall be consistent with the Tracy Municipal Code, Standard Plans, and other applicable City Regulations.
19. No signs are approved as a part of this development application. Prior to the installation of any signs, the applicant shall submit a sign permit application and receive approval from the Development Services Director, and all signs shall be designed in compliance with the I-205 Specific Plan and Tracy Municipal Code Chapter 10.08, Article 35, Signs.
20. Prior to the issuance of a building permit, a detailed plan of the trash enclosures, at least eight feet in height, shall be submitted, showing solid metal doors, a solid roof, an interior concrete curb, and exterior materials and colors compatible with the adjacent building exterior.
21. Prior to the issuance of a building permit, a detailed plan of the screen walls shall be submitted, showing colors and details such as score lines, compatible with the adjacent building exterior.
22. The architectural elevations for all of the area contained within the PDP/FDP shall be consistent with the elevations received by the Development Services Department on May 7, 2015.

Engineering Division Conditions of Approval

C.1. General Conditions

C.1.1 Developer shall comply with the applicable recommendations of the technical analyses/ reports prepared for the Project listed as follows:

- a) *DCT Industrial Project Traffic Impact Study in the City of Tracy, prepared by TJKM Transportation Consultants, dated May 20, 2014 ("Traffic Analysis").*
- b) *Wastewater System Analysis for Properties at Arbor Road and MacArthur Drive, prepared by Ch2MHill, dated May 2014 ("Wastewater Analysis").*
- c) *Hydraulic Evaluation of I-205 Parcels M1 and M2 and Infill Parcel 7 and 13, prepared by West Yost Associates, dated July 7, 2014 ("Water Analysis").*
- d) *M2 Parcel Storm Drainage and Flood Protection Evaluation, prepared by Storm Water Consulting Inc., dated March 20, 2014 ("Storm Drainage Analysis"), and as updated per the Memorandum dated April 19, 2015.*

C.1.2 Developer shall comply with the requirements of the Finance Plan for M2 Parcel (39.58 Gross Acres), I-205 Industrial, approved by City Council.

C.1.3 Developer shall comply with the applicable requirements of Annexation and Development Agreement ("Development Agreement") dated October 29, 1990, recorded in the office of the San Joaquin County Recorder on November 5, 1990, Official Recorder No. 90109507

C.2. Grading Permit

The City will not accept grading permit application for the Project as complete until the Developer has provided all relevant documents related to said grading permit required by the applicable City Regulations and these Conditions of Approval, to the satisfaction of the City Engineer, including, but not limited to, the following:

C.2.1 Grading and Drainage Plans prepared on a 24" x 36" size polyester film (mylar). Grading and Drainage Plans shall be prepared under the supervision of, and stamped and signed by a Registered Civil Engineer.

C.2.2 Payment of the applicable Grading Permit fees which include grading plan checking and inspection fees, and other applicable fees as required by these Conditions of Approval.

C.2.3 Three (3) sets of the Storm Water Pollution Prevention Plan (SWPPP) for the Project with a copy of the Notice of Intent (NOI) submitted to the State Water Quality Control Board (SWQCB) and any relevant documentation or written

approvals from the SWQCB, including the Wastewater Discharge Identification Number (WDID#).

- C.2.3.1 After the completion of the Project, the Developer is responsible for filing the Notice of Termination (NOT) required by SWQCB. The Developer shall provide the City with a copy of the completed Notice of Termination.
- C.2.3.2 The cost of preparing the SWPPP, NOI and NOT, including the filing fee of the NOI and NOT, shall be paid by the Developer.
- C.2.3.3 The Developer shall comply with all the requirements of the SWPPP and applicable Best Management Practices (BMPs) and the applicable provisions of the City's Storm Water Management Program.
- C.2.4 Two (2) sets of the Project's Geotechnical Report signed and stamped by a licensed Geo-technical Engineer licensed to practice in the State of California. The technical report must include relevant information related to soil types and characteristics, soil bearing capacity, percolation rate, and elevation of the highest observed groundwater level.
- C.2.5 A copy of the Approved Fugitive Dust and Emissions Control Plan that meets San Joaquin Valley Air Pollution Control District (SJVAPCD).
- C.2.6 Documentation of any necessary authorizations from Regional Water Quality Control Board (RWQCB) such as NOI and WDID and documents such as SWPPP.
- C.2.7 Two (2) sets of Hydrologic and Storm Drainage Calculations for the design of the on-site storm drainage system and for determining the size of the project's storm drainage connection, as required in Condition C.4.2.3(b) below.
- C.2.8 Executed hold-harmless agreement relieving the City of liability associated with flooding of portions of the parking areas as required in Condition C.11.3 below.
- C.3. Encroachment Permit - No applications for encroachment permit will be accepted by the City as complete until the Developer provides all relevant documents related to said encroachment permit required by the applicable City Regulations and these Conditions of Approval, to the satisfaction of the City Engineer, including, but not limited to, the following:
 - C.3.1. Improvement Plans prepared on a 24" x 36" size 4-mil thick polyester film (mylar) that incorporate all the requirements described in these Conditions of Approval. Improvement Plans shall be prepared under the supervision of, and stamped and signed by a Registered Civil, Traffic, Electrical,

Mechanical Engineer, and Registered Landscape Architect for the relevant work.

- C.3.2. Two (2) sets of structural calculations, as applicable, signed and stamped by a Structural Engineer licensed in the State of California, as required in Condition C.4.1.(b), below.
 - C.3.3. Signed and stamped Engineer's Estimate that summarizes the cost of constructing all the public improvements shown on the Improvement Plans.
 - C.3.4. Signed and notarized Offsite Improvement Agreement (OIA) and Improvement Security, to guarantee completion of the identified public improvements that are necessary to serve the Project as required by these Conditions of Approval. The form and amount of Improvement Security shall be in accordance with Section 12.36.080 of the Tracy Municipal Code (TMC), and the OIA. The Developer's obligations in the OIA shall be deemed to be satisfied upon City Council's acceptance of the public improvements and release of the Improvement Security.
 - C.3.5. Signed and notarized Deferred Improvement Agreement (DIA) and Improvement Security, to allow deferment of completion of improvements as required by these Conditions of Approval. The form and amount of Improvement Security shall be in accordance with the DIA and Section 12.36.080 of the TMC, or pursuant to the terms of the Development Agreement, as appropriate. The Developer's obligations in the DIA shall be deemed to be satisfied upon the release of the Improvement Security.
 - C.3.6. Check payment for the applicable engineering review fees which include plan checking, permit and agreement processing, testing, construction inspection, and other applicable fees as required by these Conditions of Approval. The engineering review fees will be calculated based on the fee rate adopted by the City Council on April 15, 2014, per Resolution 2014-059.
 - C.3.7. Traffic Control Plan signed and stamped by a Registered Civil Engineer or Traffic Engineer licensed in the State of California.
- C.4. Improvement Plans - Improvement Plans shall contain the design, construction details and specifications of public improvements that are necessary to serve the Project. The Improvement Plans shall be drawn on a 24" x 36" size 4-mil thick polyester film (mylar) and shall be prepared under the supervision of, and stamped and signed by a Registered Civil, Traffic, Electrical, Mechanical Engineer, and Registered Landscape Architect for the relevant work. The Improvement Plans shall be completed to comply with City Regulations, these Conditions of Approval, and the following requirements:
- C.4.1. Site Grading
 - a) Include all proposed erosion control methods and construction details to be employed and specify materials to be used. All grading work shall be performed and completed in accordance with the

recommendation(s) of the Project's Geotechnical Engineer. A copy of the Project's Geotechnical Report must be submitted with the Grading and Storm Drainage Plans.

- b) When the grade of the Project Site is higher than the adjacent property(s) by more than 12 inches, a reinforced concrete or masonry block, or engineered retaining wall is required for retaining soil. The Grading Plan shall show construction detail(s) of the retaining wall or masonry wall. The entire retaining wall and footing shall be constructed within the Project Site. A structural calculation shall be submitted with the Grading and Storm Drainage Plans.
- c) An engineered fill may be accepted as a substitute of a retaining wall, subject to approval by the City Engineer. The Grading and Storm Drainage Plans must show the extent of the slope easement(s). The Developer shall be responsible for obtaining permission from owner(s) of the adjacent and affected property(s). The slope easement must be recorded, prior to the issuance of the final building certificate of occupancy.
- d) Grading for the site shall be designed such that the Project's storm water can overland release to a public street that has a functional storm drainage system with adequate capacity to drain storm water from the Project Site, in the event that the on-site storm drainage system fails or it is clogged. The storm drainage release point is recommended to be at least 0.70 foot lower than the building finish floor elevation and shall be improved to the satisfaction of the City Engineer.

C.4.2 Storm Drainage

C.4.2.1 Permanent Drainage System

- a) The development shall construct an initial phase of DET 13 to include 4.7 AF of storage within the Project boundaries, a pump station having a capacity of 1 cfs, and a force main outfall along Arbor Avenue to discharge to the Eastside Channel. DET 13 shall be a fully functioning initial phase of completion with the only retrofit needed being its expansion in area and volume in conjunction with adjacent new development in the future.

The Developer shall design and install Detention Basin DET13 in accordance with the Citywide Storm Drainage Master Plan ("Storm Drainage Master Plan"), Storm Drainage Analysis, and the City of Tracy's Engineering Design & Construction Standards. The Developer shall submit improvement plans and obtain approval of the plans by the City Engineer prior to beginning work. The improvement plans for DET13 shall include concept level plans for the ultimate configuration (build-out condition) of DET13. The developer shall receive fee credits

for the dedication of land, installation of pump station, and all costs associated with constructing DET13 as outlined in the Finance Plan.

In order for the above storage volumes requirements to be valid, it will be necessary to construct a 24" storm drain force main extending west in Arbor Avenue from DET13 to the City's existing Eastside Channel west of MacArthur Drive outfall to the Eastside Channel. The Developer shall be eligible to receive fee credits and/or reimbursements for the cost of this force main per the Finance Plan.

- b) Fee Credits and/or reimbursements for design and construction of DET13 and Downstream Improvements shall be as determined by the Finance Plan, and included in the OIA.
- c) The DET13 improvements will be accepted by the City upon completion of construction of the storm drainage facilities from DET13 to Eastside Channel.
- d) All Layout and design of Access Easements and maintenance access roads required to access DET13 and all off-site storm drains and structures to be dedicated to the City shall be per the requirements of Public Works Department and City Regulations.
- e) Parcel maps, Grant Deed documents or other instruments for dedication of the storm drainage basin parcel to the City shall be prepared and executed by the Developer. Acceptance of the basin parcel by the City will be upon completion of the downstream facilities as listed in Condition 4.2.1 (a) above, and upon the determination by the City Engineer that the basin is constructed and operational per the Master Plan and City Standards.
- f) The public street system serving the project site will need to include storm water quality treatment provisions that conform to the City's Manual of Stormwater Quality Control ("SWQC") Standards for New Development and Redevelopment. Design of DET13 shall include measures to provide measures for storm water quality treatment for the public streets.

C.4.2.2 Temporary Retention ("Interim Drainage")

If Developer does not construct DET13 and Down Stream Improvements as listed in Condition C.4.2.1 (a) then, the Developer may construct as Interim Drainage as follows:

- a) Per requirements cited in the Storm Drainage Analysis, DET13 may need to function as a Temporary Retention Basin ("Interim Drainage") serving this development until such time as the components of the Eastside Channel System that will ultimately discharge storm runoff from the Project to the Eastside Channel ("Downstream Improvements") are completed and operational. For

the Interim Drainage, at a minimum, the basin shall be designed to retain storm water run-off from the Project resulting from 200% of the 10-year, 48-hour storm event in compliance with Sections 5.06 and 5.07 of City of Tracy Design Standards.

- b) The Developer shall provide a geotechnical investigation with respect to the Temporary Retention Basin that validates that percolation rates for the subsurface soils that exist at and below the bottom of the basin are acceptable.
- c) Developer shall be responsible for conceptual design of the modifications needed to bring the configuration and design of the basin to the ultimate configuration per the Master Plan. Developer shall be eligible for reimbursements for basin improvements that comply with the ultimate configuration per the Master Plan. Reimbursement of costs shall be in accordance with Chapter 13.08 of Tracy Municipal Code.
- d) Developer shall be responsible for maintenance of DET13 as a Retention Basin until the downstream drainage facilities are installed and accepted by the City. The Developer shall sign an improvement agreement (Deferred Improvement Agreement), to assure completion of the Developer's obligation to repair and maintain said basin(s) while the storm drainage retention basin is in service and then to modify storm drainage retention basin to conform to Master Plan requirements at such time they are no longer needed due to the construction of the above-referenced permanent facilities.
- e) The Developer shall record a temporary storm drainage easement to grant rights to the City to access the temporary storm drainage retention basin(s) for any necessary emergency repair or maintenance work the City may have to perform within the basin site. Said temporary access easement shall include a sunset clause that such easement will automatically be terminated at such time as the above-referenced permanent storm drainage improvements are completed.

C.4.2.3 Onsite Drainage

- a) The design and construction details of the Project's storm drainage system and treatment facilities shall meet City Regulations in affect at the time of this approval and shall comply with the applicable requirements of the City's Storm Water Quality Control Standards and storm water regulations that were adopted by the City Council in 2008 and any subsequent amendments. Catch basin Filter inserts shall be permitted as an acceptable method of storm water quality due to the high groundwater present at the site.

- b) Calculations related to the design and sizing of on-site storm water treatment facilities must be submitted with the Grading and Storm Drainage Plans, and approved by City's Stormwater Coordinator prior to issuance of the Grading Permit for the Project.
- c) Prior to the final inspection of the building the Developer shall submit a signed and notarized Stormwater Treatment Facilities Maintenance Agreement (STFMA) as a guarantee for the performance of Developer's responsibility towards the repair and maintenance of on-site storm water treatment facilities.

C.4.3. The Developer shall arrange for a site sub-surface investigation for determining the presence of irrigation and drainage tile drains within and around the Project Site, if any, and submit a report prepared and signed by a Geotechnical Engineer. In the event that tile drains exist within and around the Project Site, the Developer has the option to either relocate or abandon the on-site tile drains as required for the proposed development. All existing tile drains and proposed improvements for the relocation or removal of tile drains must be shown on the Grading and Storm Drainage Plans. Any tile drains under the proposed buildings shall be abandoned or relocated as may be required, to the satisfaction of the City. The Developer or the property owner(s) will be responsible for maintenance of tile drains to remain or the relocated tile drains and associated improvements. Additionally, the Developer will be responsible for monitoring the groundwater levels, and for the mitigations, if any, that may be required, by any applicable laws and regulations.

C.4.4. Sanitary Sewer Improvement Plans

- a) As recommended in the Wastewater Analysis, the Developer shall design and install an 8-inch sewer line from the Project in Arbor Avenue to MacArthur Drive, a 10" line in MacArthur Drive to a new manhole on MacArthur Drive west of the existing MacArthur pump station, and a small section of 21-inch sewer line between the new manhole and existing manhole.

Since the proposed 8-inch and 10-inch diameter sewer lines are not part of the City's Wastewater Master Plan, these improvements are considered part of the Project's off-site sewer improvements and no fee credits will be issued. However, these lines do serve adjacent parcels and the developer will be eligible for reimbursement per the Finance Plan from the M1 Parcel as well as Infill Parcel Numbers 7 and 13 when these parcels develop.

All new sewer lines and associated appurtenances shall meet the City of Tracy Design Standards including minimum flow velocity requirement.

The Developer is responsible for the cost of installing the Project's permanent sewer connection(s) including but not limited to, replacing asphalt concrete pavement, application of 2" thick asphalt concrete overlay (25 feet on both sides of the utility trench) where required, restoring pavement marking and striping, and other improvements that are disturbed as a result of installing the Project's sewer connection. This pavement repair requirement is applicable when connections are perpendicular to the street direction, when the new sewer line is placed in the street parallel to the street direction; the width of overlay to be the width of the affected lane.

C.4.5. Water Distribution System

a) Off-site Water Line Improvements:

The developer shall design and install a 12-inch line in MacArthur Drive from the terminus of the existing 12-inch water line just north of I-205 to Arbor Ave, and 12-inch water line in Arbor Avenue from MacArthur Drive to the eastern property boundary of the Project. The developer is also responsible for constructing a 16-inch water line from the existing water line in Pescadero Avenue north, crossing under the freeway and continuing along the eastern edge of the Project and connecting to the new 12-inch line on Arbor Avenue. Alternatively, the 16" line may cross under the freeway on the western side of the Project and continue along the western edge of the Project. The actual location of the new line may be a variation of these, or any other location as approved by the City. The improvements are required to be complete, in place and operational, prior to the issuance of the final certificate of occupancy for the Project.

- b) Since the proposed water lines are not considered master plan improvements, no fee credits will be issued. However, the developer will be eligible from reimbursement per the finance plan from the M1 parcel, Infill Parcel Numbers 7 and 13, the Eastside Industrial development, the Chrisman Road property and all NEI Phase 3 properties at such time as these properties develop.
- c) During the construction phase of the Project, the Developer is responsible for providing water infrastructure (temporary or permanent) capable of delivering adequate fire flows and pressure appropriate to the various stages of construction and as required by the City of Tracy Fire Code Official.
- d) Prior to issuance of building permit, the Developer shall submit calculations and plans as required by the Fire Department and obtain approvals for the proposed fire system.
- e) In order to guarantee completion of the Offsite Water Line Improvements, the Developer shall enter into an improvement

agreement (Offsite Improvement Agreement or OIA) and post an improvement security in the amounts and form in accordance with section 12.36.080 of the TMC, and as required by these Conditions of Approval. The Developer shall submit the signed and notarized OIA with the necessary improvement security, prior to the issuance of the Grading Permit.

- f) All public improvements to be installed within the jurisdiction of the Caltrans and San Joaquin County (County) will require encroachment permit and a maintenance agreement with the respective agencies.

The Developer is required to coordinate with Caltrans and obtain approval of the design of the water line crossing under the I-205 freeway. The Developer shall comply with all the applicable requirements of Caltrans and County in connection therewith, obtain any necessary encroachment permit(s), and pay applicable permit processing, plan checking and inspection fees, prior to starting work.

- g) All costs associated with the installation of the Project's permanent water connection(s) as identified in the Water Analysis including acquisition of right-of-way and/or easements, the cost of removing and replacing asphalt concrete pavement, pavement marking and striping such as crosswalk lines and lane line markings, replacing traffic detecting loops, conduits, and wires, relocating existing utilities that may be in conflict with the water connection(s), and other improvements shall be paid by the Developer subject to terms of the Finance Plan.
- h) The portion of the new City water lines that run through existing agricultural properties may be run beneath existing dirt access roads. The City shall be granted a 15' easement for these pipelines even though the access roads may be as narrow as 10' to accommodate those existing agricultural activities. The access roads to have an all-weather surface.
- i) City will use its power of eminent domain, if necessary, to secure an easement for the City water line described herein across the small parcel situated between the Project and the Caltrans freeway property, or between Caltrans and the parcels immediately to the east or west of the Project. All costs of the eminent domain procedures shall be paid for by the Developer. However, the developer will be eligible from reimbursement per the Finance Plan from the M1 parcel, Infill Parcel Numbers 7 and 13, the Eastside Industrial development, the Chrisman Road property and all NEI Phase 3 properties at such time as these properties develop.
- j) Interruption to the water supply to the existing businesses and other users shall be kept to a minimum to facilitate construction of off-site improvements related to the Project. Prior to starting the work described in this section, the Developer shall submit a Work Plan

acceptable to the City that demonstrates no interruptions to the water supply, and Traffic Control Plan to be used during the installation of the offsite water mains and connections. The Developer shall be responsible for notifying business owner(s) and users, regarding construction work. The written notice, as approved by the City Engineer, shall be delivered to the affected residents or business owner(s) at least 72 hours before start of work.

- k) Domestic and Irrigation Water Services – The Developer shall design and install domestic and irrigation water service connection, including a remote-read master water meter (the water meter to be located within City's right-of-way) and a Reduced Pressure Type back-flow protection device in accordance with City Regulations. The domestic and irrigation water service connection(s) must be completed before the final inspection of the building. Sub-metering will be allowed within private property. The City will not perform water consumption reading on sub-meters. The Developer will be responsible for relocating or reinstalling water sub-meters. The City shall maintain water lines from the master water meter to the point of connection with the water distribution main (inclusive) only. Repair and maintenance of all on-site water lines, laterals, sub-meters, valves, fittings, fire hydrant and appurtenances shall be the responsibility of the Developer.
- l) Fire Service Line - The Developer shall design and install fire hydrants at the locations approved by the City's Fire Safety Officer and Chief Building Official. Prior to the approval of the Improvement Plans, the Developer shall obtain written approval from the City's Fire Safety Officer and Chief Building Official, for the design, location and construction details of the fire service connection to the Project, and for the location and spacing of fire hydrants that are to be installed to serve the Project.

C.4.6. Street Improvements:

- a) Prior to issuance of the final certificate of occupancy, the Developer shall complete construction of improvements identified in the Traffic Analysis, and satisfy all applicable requirements specified in these Conditions of Approval, I-205 Specific Plan and City Regulations.
- b) The Developer shall be responsible for design and construction of Frontage Improvements on the south side of Arbor Avenue for the full length of frontage of the Project. If any of the Frontage Improvements are not constructed prior to approval of the temporary certificate of occupancy, the Developer shall enter into a DIA with security to guarantee completion of such improvements. Scope of work and timing of completion of Frontage Improvements shall be subject to the approval of the City Engineer.

- c) The Developer shall design and install improvements to widen Arbor Avenue for the full frontage of the Project. The ultimate roadway section per the Roadway Master Plan will include one eastbound and one westbound travel lanes with a 16-foot wide raised median and a 10' wide Class 1 bicycle path on the north side of Arbor Avenue.

The roadway improvements to be constructed with this Project shall include, but are not limited to, concrete curb, gutter and sidewalk, accessible ramps, asphalt concrete pavement, signing and striping, storm drains, catch basins, fire hydrants, LED street lights, street trees with automatic irrigation system, barricade and guardrail, and other improvements as determined by the City Engineer that are necessary for a safe transition from a newly improved street to existing street sections on the east and west ends. The Project obligation will be to build the southern side of Arbor Avenue, a striped 11' median and one westbound lane to edge of pavement condition. The Arbor Avenue lane transitions to the west and east of the Project will be paved to an edge of pavement condition with appropriate striping. Other improvements will be provided by the appropriate land owner on which those improvements front.

The Developer shall submit geotechnical recommendations and pavement design calculations to the City to demonstrate adequacy and integrity of the existing structural street section on Arbor Avenue, and construct improvements as required to support STAA truck traffic. At a minimum, in addition to the widening, the Developer shall complete grinding and overlay of existing Arbor Street pavement with a 2" asphalt concrete overlay for the entire street width for the project frontage.

Prior to approval of Grading or Encroachment Permits, the Developer shall submit improvement plans for Arbor Avenue with the locations of all utilities including water, recycled water, sanitary sewer, storm drainage lines that will be installed within the right-of-way.

All underground facilities within the southerly half street section proposed to be built with the Project shall be completed prior to issuance final certificate of occupancy.

- d) For Arbor Avenue and the intersection improvements at Arbor Avenue/MacArthur Drive improvements, structural section of the roadway, turning radius and travel lane storage requirements for STAA Trucks are to be considered in the design of these roadway improvements. Adequate Acceleration and deceleration lanes shall be provided where required.

Intersection improvements at MacArthur Drive and Arbor Avenue shall include the installation of four-way stop signs, stop bars, and legend, pavement transition, lane line marking(s), pavement markings, traffic sign(s) and other improvements are necessary for the safe operation of

a four-way stop intersection as recommended in the traffic study prepared by TJKM Transportation Consultants, dated May 20, 2014.

- e) Right-of-Way on Arbor Avenue: The Developer shall dedicate 7-foot wide right-of-way along the entire frontage of the Property on Arbor Avenue to conform to the street sections shown on the *City of Tracy Citywide Roadway and Transportation Master Plan* prepared by RBF Consulting, November 2012 ("TMP"). Per the TMP, Arbor Avenue is designated as two-lane Arterial with Two-Way Left-Turn Lanes (TWLTL), (Figure 4.15(c) of TMP), and Right-of-way width of 84 feet. Additional right-of-way dedication may be required for turn lanes as identified in the Traffic Analysis and TMP and as shown on the Revised Preliminary Site Plan prepared by Kier & Wright Engineers, titled DCT Industrial Warehouse for DCT Industrial, dated April, 2014, "Interim & Ultimate Striping Plan of Arbor Ave", prepared by Kier & Wright, dated March 24, 2015, "N. MacArthur Drive at Arbor Ave Right Lane STAA turning Exhibit", prepared by Kier & Wright, dated February 11, 2015, "Potable Water Line Exhibit", prepared by Kier & Wright, dated March 24, 2015. Design of the improvements on Arbor Avenue shall be approved by the City Engineer.
- f) Right-of-Way at Arbor Avenue and N. MacArthur Drive Intersection: As recommended in the Traffic Analysis, the Developer shall acquire and dedicate required right-of-way at the intersection of Arbor Avenue and N. MacArthur Drive to accommodate STAA trucks. Final configuration of the right-of-way dedication shall be as approved by the City Engineer.
- g) The Developer shall execute a Grant Deed to convey the land in fee title and submit legal description and plat map that describes the area to be dedicated, prior to City Council's acceptance of the public improvements. The cost of right-of-way dedication including the cost of preparing the legal description and plat map will be paid by the Developer. The City will use its right of eminent domain, if necessary, to obtain the right of way dedications along Arbor Avenue and MacArthur Drive that are required to satisfy the interim and ultimate build-out of those streets to serve this Project as anticipated by the I-205 Specific Plan and the City's Master Plan. All costs of the eminent domain procedures shall be paid for by the Developer. However the developer will be eligible for reimbursement pursuant to the Finance Plan.
- h) The roadway improvements described in this sub-section (Offsite Roadway Improvements) must be designed and constructed by the Developer to meet the applicable requirements of the latest edition of the California Department of Transportation Highway Design Manual (HDM) and the California Manual of Uniform Traffic Control Devices (MUTCD), the applicable City Regulations, and these Conditions of

Approval. Design and construction details of the Offsite Roadway Improvements must be shown on the Improvement Plans.

- i) In order to guarantee completion of the Offsite Roadway Improvements, the Developer is required to enter into an Offsite Improvement Agreement (OIA) with the City and post improvement security in the amounts approved by the City Engineer, prior to the Encroachment Permit. The OIA requires authorization from the City Council. The Developer shall pay applicable engineering review fees such as plan checking, agreement and permit processing, testing, and construction inspection fees based on current charge rate and as required by these Conditions of Approval and shall be reimbursed in accordance with the Finance Plan.
 - j) The City will assume responsibility to maintain the public improvements and accept the offer of dedication for right-of-way on Arbor Avenue after the City Council accepts the public improvements.
 - k) Arbor Avenue is not an I-205 Specific Plan program-funded street. Hence, all improvements required for the Project as identified in the Traffic Analysis and these Conditions of Approval shall be completed by the Developer, and no fee credits shall be given. Per the Finance Plan, the developer shall be eligible for reimbursements from Parcel M1 and Infill Parcel Numbers 7 and 13 at the time these parcels develop for improvements constructed at the intersection of Arbor Avenue and N. MacArthur Drive.
- C.4.7. Project Driveways: Developer shall construct driveways to comply with the recommendations of the Traffic Analysis and City Regulations. Project driveways shall be designed for STAA truck access and provide adequate deceleration lanes on Arbor Avenue and safe site distances.
- C.4.8 Joint Utility Trench Plans – All future utilities along the frontage of the Project on Arbor Avenue shall be placed in an underground facility. If required, the Developer shall relocate existing utility poles after obtaining approval of affected utility companies and the City. No fee credits or reimbursements shall be applicable for utility pole relocations.
- City may form a Utility Underground District and complete the undergrounding of overhead utilities within Arbor Avenue right-of-way in the future in accordance with the applicable section(s) of Tracy Municipal Code.
- Developer shall prepare joint trench plans in compliance with utility companies' requirements and City regulations, and obtain approval of the plans. All private utility services to serve Project such as electric, telephone and cable TV to the building must be installed underground, and to be installed at the location approved by the respective owner(s) of the utilities.
- The Developer shall submit Joint Utility Trench Plans for the installation of electric, gas, telephone and TV cable main and service lines that are necessary to be installed to serve the Project. These utilities shall be

installed within the 10-foot wide Public Utility Easement (PUE) that will be offered for dedication to the City. The Developer shall coordinate, as feasible, with the respective owner(s) of the utilities for the design of these underground utilities to ensure they can be installed within the 10-foot wide PUE to the extent feasible (and except in the event, that additional space beyond the 10-foot PUE is required, as determined by the utilities owner(s)).

- C.4.9 Pavement cuts or utility trench(s) on existing street(s) for the installation of water distribution main, storm drain, sewer line, electric, gas, cable TV, and telephone will require the application of 2" asphalt concrete overlay and replacement of pavement striping and marking that are disturbed during construction. The limits of asphalt concrete overlay shall be 25 feet from both sides of the trench, and shall extend over the entire width of the adjacent travel lane(s) if pavement excavation encroaches to the adjacent travel lane or up to the street centerline or the median curb. If the utility trench extends beyond the street centerline, the asphalt concrete overlay shall be applied over the entire width of the street (to the lip of gutter or edge of pavement, whichever applies). This pavement repair requirement is applicable when cuts or trenches are perpendicular to the street direction; when the new joint trench is placed in the street parallel to the street direction; the width of overlay is to be the width of the affected lane.
- C.5. Building Permit - No building permit will be approved by the City until the Developer demonstrates, to the satisfaction of the City Engineer, compliance with all required Conditions of Approval, including, but not limited to, the following:
- C.5.1 Check payment of the applicable development impact fees including City Wide Roadway and Traffic, Water, Recycled Water, Wastewater, Storm Drainage, Public Safety, Public Facilities, and Park Development Impact Fees per the Finance Plan.
- C.5.2 Check payment of any applicable Regional Transportation Impact Fees (RTIF)
- C.5.3 Check payment of any applicable Agricultural Conversion or Mitigation Fee as required in Chapter 13.28 of the Tracy Municipal Code
- C.5.4 Approval of the Finance Plan by the City Council.
- C.6. Acceptance of Public Improvements - Public improvements will not be accepted by the City Council until after the Developer completes construction of the relevant public improvements, and also demonstrates to the City Engineer satisfactory completion of the following:
- C.6.1 Correction of all items listed in the deficiency report prepared by the assigned Engineering Inspector relating to public improvements subject to City Council's acceptance.

- C.6.2 Certified "As-Built" Improvement Plans (or Record Drawings). Upon completion of the construction by the Developer, the City shall temporarily release the originals of the Improvement Plans to the Developer so that the Developer will be able to document revisions to show the "As Built" configuration of all improvements.
- C.6.3 Signed and notarized Grant Deeds and /or Grant of Easement(s) including legal description and plat map(s), relating to the offer of dedication for the storm drainage detention basin, Arbor Avenue right-of-way, and utility easements, as required in these Conditions of Approval.
- C.6.4 Reasonable written permission from irrigation district or affected owner(s), if applicable. The cost of relocating and/or removing irrigation facilities and/or tile drains is the sole responsibility of the Developer.
- C.7. Temporary or Final Building Certificate of Occupancy - No Final Building Certificate of Occupancy will be issued by the City until after the Developer provides reasonable documentation which demonstrates, to the satisfaction of the City Engineer, that:
 - C.7.1. The Developer has satisfied all the requirements set forth in Conditions C.5 and C.6 above.
 - C.7.2. The Developer has completed construction of all required public facilities for the building for which a certificate of occupancy is requested and all the improvements required in these Conditions of Approval. Unless specifically provided in these Conditions of Approval, or some other applicable City Regulations, the Developer shall use diligent and good faith efforts in taking all actions necessary to construct all public facilities required to serve the Project, and the Developer shall bear all costs related to construction of the public facilities (including all costs of design, construction, construction management, plan check, inspection, land acquisition, program implementation, and contingency).
- C.8. Improvement Security – The Developer shall provide improvement security for all public facilities, as required by the OIA, DIA, and these Conditions of Approval. The form of the improvement security may be a surety bond, letter of credit or other form in accordance with section 12.36.080 of the TMC and the Development Agreement. The amount of improvement security shall be as follows:
 - C.8.1. Faithful Performance (100% of the estimated cost of constructing the public facilities),
 - C.8.2. Labor & Materials (100% of the estimated cost of constructing the public facilities), and
 - C.8.3. Warranty (10% of the estimated cost of constructing the public facilities)

- C.9. Release of Improvement Security - Improvement Security(s) described herein shall be released to the Developer after City Council's acceptance of public improvements, and after the Developer demonstrates, to the satisfaction of the City Engineer, compliance of these Conditions of Approval, and completion of the following:
- C.9.1. Improvement Security for Faithful Performance, Labor & Materials, and Warranty shall be released to the Developer in accordance with Section 12.36.080 of the TMC.
 - C.9.2. Written request from the Developer and a copy of the recorded Notice of Completion.
- C.10. Benefit District – The Developer may make a written request to the City for the formation of a Benefit District, prior to the approval of improvement plans for the public facility(s) considered to be oversized that benefits other property(s) or development(s). Reimbursement request(s) will be processed in accordance with Chapter 12.60 of the TMC.
- C.11. Special Conditions
- C.11.1 All streets and utilities improvements within City's right-of-way shall be designed and constructed in accordance with City Regulations, and City's Design documents including the City's Facilities Master Plan for storm drainage, roadway, wastewater and water adopted by the City, or as otherwise specifically approved by the City.
 - C.11.2 When street cuts are made for installation of utilities, the Developer is required to install 2 inches thick asphalt concrete overlay with reinforcing fabric at least 25 feet from all sides and for the entire length of the utility trench. A 2 inches deep grind on the existing asphalt concrete pavement will be required where the asphalt concrete overlay will be applied and shall be uniform thickness in order to maintain current pavement grades, cross and longitudinal slopes. If the utility trench extends beyond the median island, the limit of asphalt concrete overlay shall be up to the lip of existing gutter located along that side of the street. This pavement repair requirement is when cuts/trenches are perpendicular to the street direction; when the street cut is parallel to the street direction, the width of overlay to be the width of the affected lane.
 - C.11.3 The Developer shall execute a hold-harmless agreement with the City relieving the City of any liability associated with flooding of portions of the parking areas and other site improvements contiguous to the proposed building that will be constructed below the base flood elevation of 22 feet for Old River depicted on the existing FEMA Flood Insurance Rate Map covering this area.

- C.11.4 All existing on-site wells, if any, shall be abandoned or removed in accordance with the City and San Joaquin County requirements. The Developer shall be responsible for all costs associated with the abandonment or removal of the existing well(s) including the cost of permit(s) and inspection. The Developer shall submit a copy of written approval(s) or permit(s) obtained from San Joaquin County regarding the removal and abandonment of any existing well(s), prior to the issuance of the Grading Permit.
- C.11.5 The Developer shall abandon or remove all existing irrigation structures, channels and pipes, if any, as directed by the City after coordination with the irrigation district, if the facilities are no longer required for irrigation purposes. If irrigation facilities including tile drains, if any, are required to remain to serve existing adjacent agricultural uses, the Developer will design, coordinate and construct required modifications to the facilities to the satisfaction of the affected agency and the City. Written permission from irrigation district or affected owner(s) will be required to be submitted to the City prior to the issuance of the Grading Permit. The cost of relocating and/or removing irrigation facilities and/or tile drains is the sole responsibility of the Developer.
- C.11.6 Nothing contained herein shall be construed to permit any violation of relevant ordinances and regulations of the City of Tracy, or other public agency having jurisdiction. This Condition of Approval does not preclude the City from requiring pertinent revisions and additional requirements to the Grading Permit, Encroachment Permit, Building Permit, Improvement Plans, OIA, and DIA, if the City Engineer finds it necessary due to public health and safety reasons, and it is in the best interest of the City. The Developer shall bear all the cost for the inclusion, design, and implementations of such additions and requirements, without reimbursement or any payment from the City.

AGENDA ITEM 4

REQUEST

CONSIDER DIRECTING STAFF TO TERMINATE THE WASTEWATER REVOCABLE LICENSE AGREEMENT WITH THE WEST SIDE IRRIGATION DISTRICT

EXECUTIVE SUMMARY

Staff requests that the City Council direct staff to terminate the Wastewater Revocable License Agreement with the West Side Irrigation District.

DISCUSSION

On March 3, 2015, the City Council approved a Wastewater Revocable License Agreement ("Agreement") with the West Side Irrigation District ("WSID"). A copy of the Agreement is attached as Attachment A. The Agreement provides for the sale, to WSID, of wastewater that is discharged from the City's wastewater treatment plant. At this time, no diversions of wastewater contemplated under the Agreement have taken place. The primary purpose of the Agreement was to assist neighboring WSID to mitigate the significant impacts of the drought.

After entering into the Agreement, the City received a letter from the State Water Resources Control Board ("SWRCB") dated April 10, 2015, relating to the Agreement. A copy of the letter is attached as Attachment B.

On May 7, 2015, City staff sent the SWRCB a letter responding to the SWRCB's request for information. A copy of the letter is attached as Attachment C.

On June 10, 2015, the City received a letter from the SWRCB stating that the City must obtain SWRCB approval to implement the Agreement. A copy of the letter is attached as Attachment D. Staff believes strong arguments exist that SWRCB approval is not legally required (as outlined in the City's May 7, 2015 letter and follow-up correspondence). At the same time, City representatives have endeavored to be entirely cooperative in their dealings with the SWRCB. If the City wants to implement the Agreement, staff recommends that it follow the SWRCB's direction while reserving its rights.

According to the SWRCB, the City and/or WSID are required to file a new water right application and a wastewater change petition in order to enable the WSID to divert the City's treated wastewater discharge. Public notice of these filings and the opportunity for objections would be provided. The SWRCB would need to consider and rule on the filings. This process could be expedited or it could take months to complete. CEQA compliance may be required. The WSID would be required to pay the cost of this process under the Agreement. The SWRCB may or may not approve the filings.

Although WSID would be obligated to pay the direct costs of completing this process, it could entail a substantial amount of City staff time. Because of the many other pressing

demands on City staff at this time, staff is recommending that the City not pursue SWRCB approval and terminate the Agreement. The Agreement provides that it may be terminated by either party upon three days' prior written notice.

STRATEGIC PLAN

This is a routine operational item and is not related to any of the Council Strategic Plans.

FISCAL IMPACT

Under the Agreement, the WSID is obligated to pay all costs for implementing the Agreement. However, implementation of the Agreement could entail a substantial amount of City staff time thus detracting from other priorities.

RECOMMENDATION

That the City Council direct staff to terminate the Agreement with WSID.

Prepared by: Steve Bayley, Project Specialist, Utilities

Reviewed by: Kuldeep Sharma, Utilities Director
Andrew Malik, Interim Assistant City Manager

Approved by: Troy Brown, City Manager

ATTACHMENTS:

Attachment A - Agreement with WSID

Attachment B - April 10, 2015, letter from SWRCB to City

Attachment C - May 7, 2015, letter from City to SWRCB

Attachment D - June 10, 2015, letter from SWRCB to City

**WASTEWATER REVOCABLE LICENSE AGREEMENT BETWEEN
CITY OF TRACY AND
THE WEST SIDE IRRIGATION DISTRICT**

This Wastewater Revocable License Agreement ("Agreement") is made this 3 day of March 2015 by and between the CITY OF TRACY ("City"), a California municipal corporation and THE WEST SIDE IRRIGATION DISTRICT ("District"), an Irrigation District formed pursuant to Division 11 of the California Water Code.

RECITALS

a. City and District are public agencies of the State of California, duly formed and operating under the laws of the state, and are empowered to enter into contracts to manage the water supply available to them for the benefit of their constituents, and

b. City operates a Wastewater Treatment Plant ("WWTP") and currently discharges treated wastewater into Old River in San Joaquin County. The WWTP treats approximately nine (9) million gallons a day of wastewater and discharges approximately fourteen (14) cubic feet per second ("cfs") on a substantially continuous daily basis (WWTP water).

c. District holds water right License 1381 which was issued by the State Water Resources Control Board ("State Water Board") pursuant to Application 301 (April 17, 1916) on September 29, 1933. The License authorizes District to divert 82.5 cfs from Old River, San Joaquin County from on or about April 1st through October 31 each year for irrigation and municipal and industrial uses.

d. On January 17, 2014, the State Water Board issued a Notice of Surface Water Shortage and Potential Curtailment of Water Right Diversions ("Notice") which may threaten the District's ability to divert flows in Old River. This Notice would not apply to the diversion of the WWTP water as it is reclaimed water discharged as foreign water into Old River. It is anticipated that the State Water Board will issue a curtailment notice for all post-1914 San Joaquin River basin appropriators by the end of April ("Curtailment Notice").

e. City's WWTP discharge point is located upstream from the District's diversion point authorized pursuant License 1381.

f. Pursuant to California Water Code Section 1210, the City as owner of the WWTP holds the right to the WWTP water discharged into Old River. This superior right is as against anyone who has supplied the discharge water, and includes anyone who is using the water. Appropriative rights attach to any water flowing in the stream and District asserts that it is currently legally entitled to divert, and has historically consistently diverted, the WWTP water.

g. The actions contemplated by this Agreement will not result in decreasing the flow in any portion of the Old River downstream of the City's WWTP discharge point.

h. The actions contemplated by this Agreement will not require a change in the point of discharge, place of use, or purpose of use of the City's treated wastewater.

i. The purpose of this Agreement is to ensure that District is given the exclusive right to divert the WWTP water as it asserts it has historically done so that to the extent of the WWTP Water, District can offset shortfalls in its irrigation supply due to the Curtailment Notice.

NOW, THEREFORE, THE PARTIES HEREBY AGREE AS FOLLOWS:

REVOCABLE LICENSE

1. GRANT OF REVOCABLE LICENSE. City hereby grants a revocable license ("Revocable License") to District to divert the City's WWTP water discharged by the City ("WWTP Water").

2. NATURE OF REVOCABLE LICENSE. This Revocable License is personal to the District and for the express benefit of its agricultural water users and Kimball High School, and, while it is intended to allow District to use all WWTP Water discharged by the City, it is not intended to and does not convey a property interest.

3. TERM. The term of this Agreement will be from April 1, 2015 through October 31, 2015 ("Term").

4. WATER QUANTITY. City hereby grants District the right to divert all WWTP Water City discharges from its WWTP during the Term, which amount may vary on a daily basis, but is estimated to be approximately 14 cfs on a continuous daily basis. The City has no obligation to discharge any particular amount; the City will discharge in accordance with its wastewater treatment plant operations, as determined by the City. Other than as specifically set forth in this Agreement, the City's obligations under this Agreement end upon discharge of the WWTP Water.

5. PURCHASE PRICE. This District shall pay the City Thirty Dollars (\$30.00) per acre foot of WWTP Water discharged by the City.

6. COMMENCEMENT OF DIVERSION. District shall provide the City with written notice ("Commencement Notice") of when it will commence water diversion pursuant to this Agreement, the date of which shall trigger the obligation to pay for the WWTP Water the District will divert pursuant to this Agreement.

7. SCHEDULING AND PAYMENT. Upon issuance of the Commencement Notice, the parties will coordinate on the amount of WWTP Water available for diversion on a weekly basis. City has flow measurement on its effluent pumping station and shall report to District the amount of WWTP Water discharged in acre-feet by City on a monthly basis. Within 15 days of the report, District shall pay in full for the amount of WWTP Water discharged

according to the report, all of which the District is entitled to divert pursuant to this Agreement. This obligation to pay shall survive termination of this Agreement.

8. WATER QUALITY. City makes no warranty or representations as to the quality or fitness for use of WWTP Water. The parties acknowledge that District is familiar with the quality of water received from Old River, and variations based on year type and other factors.

9. DIVERSION POINT. District will divert the WWTP Water at the District's Intake Canal and pump station which is located on Old River. District is exclusively responsible for the diversion and delivery of the WWTP Water.

10. NO ENTITLEMENT TO WATER. District and City agree that the diversion of the WWTP Water pursuant to this Agreement shall not give District a continued exclusive right to divert City WWTP Water beyond the Term. The District understands and agrees that it has no right to require the City to continue its discharges in whole or in part of the WWTP Water.

11. TERMINATION. This Agreement may be terminated by either party upon three (3) days' prior written notice.

12. ENVIRONMENTAL REVIEW. The parties acknowledge that they have completed review under the California Environmental Quality Act for the diversion of WWTP Water pursuant to this Agreement.

13. REGULATORY AND LITIGATION COSTS. District will undertake the defense of the both parties in any litigation or regulatory action involving this Agreement, including without limitation environmental compliance and diversion and delivery by District of the WWTP Water, and any objection to or interference with such diversion and delivery. Within ten days of the date of invoice from the City, the District shall pay all reasonable fees, costs and charges incurred in connection with the preparation, implementation and termination of this Agreement, including without limitation all of the City's legal, consultant and other fees and costs. District will be exclusively responsible in the event of any need to take action against a third party. This obligation shall survive termination of this Agreement.

14 INSURANCE. District shall, throughout the duration of this Agreement, maintain insurance to cover District, its agents, representatives, and employees in connection with the performance of services under this Agreement at the minimum levels set forth here.

a. Commercial General Liability (with coverage at least as broad as ISO form CG 00 01 01 96) "per occurrence" coverage shall be maintained in an amount not less than \$2,000,000 general aggregate and \$1,000,000 per occurrence for general liability, bodily injury, personal injury, and property damage.

b. Automobile Liability (with coverage at least as broad as ISO form CA 00 01 07 97, for "any auto") "claims made" coverage shall be maintained in an amount not less than \$1,000,000 per accident for bodily injury and property damage.

c. Workers' Compensation coverage shall be maintained as required by the State of California.

d. District shall obtain endorsements to the automobile and commercial general liability with the following provisions:

i. The City (including its elected officials, officers, employees, agents, and volunteers) shall be named as an additional "insured."

ii. For any claims related to this Agreement, District's coverage shall be primary insurance with respect to the City. Any insurance maintained by the City shall be excess of the District's insurance and shall not contribute with it.

e. District shall notify the City if the policy is canceled before the expiration date. For the purpose of this notice requirement, any material change in the policy prior to the expiration shall be considered a cancellation. District shall immediately obtain a replacement policy.

f. All insurance companies providing coverage to District shall be insurance organizations authorized by the Insurance Commissioner of the State of California to transact the business of insurance in the State of California.

g. District shall provide evidence of compliance with the insurance requirements listed above by providing a certificate of insurance, in a form satisfactory to the City, no later than five days after the execution of this Agreement.

h. No later than 30 days prior to the policy expiration date of any insurance policy required by this Agreement, District shall provide a substitute certificate of insurance.

15. GENERAL INDEMNITY. District agrees to protect, defend, indemnify, and hold harmless the City, its officers, agents, servants, employees, and consultants from and against any and all losses, claims, liens, demands and causes of action of every kind and character on account of personal injuries or death or damages to property and, without limitation by enumeration, all other claims or demands of every character occurring or in any way incident to, connected with, or arising directly or indirectly out of the performance or non-performance hereunder. This obligation shall survive termination of this Agreement.

16. FORCE MAJEURE. Except as otherwise provided herein, all obligations of the parties hereto will be suspended so long as, and to the extent that, the performance thereof will be prevented by earthquakes, fires, tornadoes, facility failures, floods, drowning, strikes, other casualties or acts of God. Specifically, the obligations of the District pursuant to this Agreement to pay for discharged WWTP Water shall be suspended as of the date the District ceases to pump at its intake, if the District is unable to operate its pumps and divert the WWTP Water because of

low water levels in Old River. In such event, the District shall provide written notice to the City of the date of cessation of District pumping. The District's obligations pursuant to Section 7 (limited to WWTP Water discharged before the date of cessation), Section 13, and Section 14 shall survive such termination.

17. SERVICE TO KIMBALL HIGH SCHOOL. District agrees to continue its provision of municipal water to Kimball High School during the irrigation season, estimated at 100 acre feet, subject to Kimball High School payment of the municipal water rate and subject to the terms of the District's 2015 Water Delivery Policy. District shall make every good faith effort to provide a sufficient water supply for the Kimball High School purposes.

18. WAIVER OF RIGHTS. Any waiver, at any time, by any party of its rights with respect to a breach or default, or any other matter arising in connection with this Agreement, will not be deemed to be a waiver with respect to any other breach, default or matter.

19. NOTICES. All notices that are required, either expressly or by implication, to be given by any party to the other under this Agreement must be signed by the party giving the notice. Any notices to Parties required by this Agreement must be delivered or mailed, United States first-class postage prepaid, addressed as follows:

THE WEST SIDE IRRIGATION DISTRICT
Post Office Box 177
Tracy, California 95378-0177
Phone: (209) 835-0503
Fax: (209) 835-2702

CITY OF TRACY
Director of Public Works
520 Tracy Boulevard
Tracy, California 95376
Phone: (209) 831-4420
Fax: (209) 831-4472

Notice will be deemed given (a) two calendar days following mailing via regular or certified mail, return receipt requested, (b) one business day after deposit with any one-day delivery service assuring "next day" delivery, (c) upon actual receipt of notice, or (d) upon transmission, if by facsimile or email, whichever is earlier. The parties will promptly give written notice to each other of any change of address, and mailing or shipment to the addresses stated herein will be deemed sufficient unless written notification of a change of address has been received.

20. ENTIRE AGREEMENT. This Agreement constitutes the entire agreement between City and the District and supersedes any oral agreement, statement or promise between them relating to the subject matter of the Agreement. Any amendment, including oral modifications, must be reduced to writing and signed by all parties to be effective.

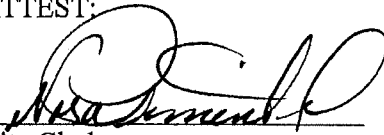
21. COUNTERPARTS. This Agreement may be executed in two or more counterparts, each of which will be deemed an original, but all of which together will constitute one and the same instrument. This Agreement will not be effective until the execution and delivery between each of the parties of at least one set of counterparts. The parties authorize each other to detach and combine original signature pages and consolidate them into a single identical original. Any one of such completely execute counterparts will be sufficient proof of this Agreement.

CITY OF TRACY

Date: 3-26-15

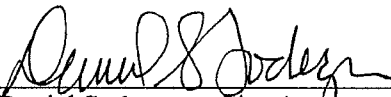
By: 
Michael Maciel, Mayor

ATTEST:


City Clerk

Date: 3/30/15


APPROVED AS TO FORM:


Daniel Sodergren, City Attorney of the City of Tracy

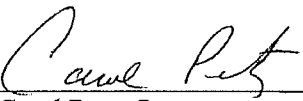
Date: 3/24/15

THE WEST SIDE IRRIGATION DISTRICT

Date: 3/16/15

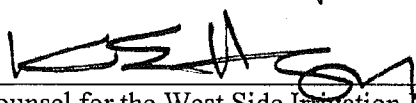
By: 
Jack Alvarez, President

ATTEST:


Carol Petz, Secretary

Date: 3/16/15

APPROVED AS TO FORM:


Counsel for the West Side Irrigation District

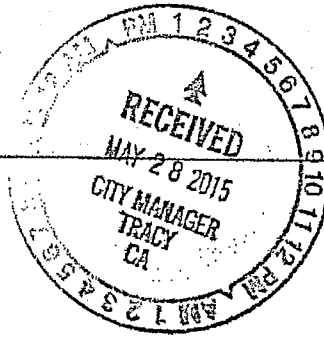
Date: 3/16/15



EDMUND G. BROWN JR.
GOVERNOR



MATTHEW RODRIGUEZ
SECRETARY FOR
ENVIRONMENTAL PROTECTION



State Water Resources Control Board

APRIL 10, 2015
MAY 26 2015
CERTIFIED MAIL

In Reply Refer to:
262.0 (39-14-01)

Mr. Troy Brown, City Manager
City of Tracy
333 Civic Center Plaza
Tracy, CA 95378

Certified Mail Number 7004-2510-0003-9146-9838

Dear Mr. Brown:

AMENDED WATER RIGHTS INQUIRY REGARDING CHANGE IN THE PURPOSE OF USE AND PLACE OF USE OF TREATED WASTEWATER IN SAN JOAQUIN COUNTY

The State Water Resources Control Board (State Water Board), Division of Water Rights (Division) recently became aware that the City of Tracy (City) has sold treated wastewater effluent to West Side Irrigation District (WSID) between April 1 and October 31, 2014. The Division also received information indicating that the City approved a resolution at its March 3, 2015 City Council meeting authorizing the sale of treated wastewater effluent to WSID between April 1 and October 31, 2015.

The City of Tracy is authorized to discharge up to 10.8 million gallons per day of treated wastewater to Old River, tributary to the San Joaquin River, pursuant to Order R5-2007-003601 (National Pollutant Discharge Elimination System [NPDES] Permit No. CA0079154). California Water Code section 1210 clarifies the rights to treated wastewater as between the owner of the sewage treatment works and those who discharge into the works, but it does not address rights as between the treatment works owner and others who have water rights to divert from the same river or stream. California Water Code section 1211 (a) requires the owner of a wastewater treatment facility to receive approval from the State Water Board for any change in the purpose of use, place of use, and point of diversion of treated wastewater. The Division has no record that the City has petitioned to change the purpose and place of use for the sale of treated wastewater to WSID.

Any diversion undertaken without a valid basis of water right is considered to be a trespass against the state of California, and the property owner/diverter is subject to appropriate enforcement action, including the imposition of an administrative civil liability complaint in the amount of up to \$500 \$1,000 per day and \$2,500 for each acre-foot of water used or diverted or a cease and desist order with penalties of up to \$1,000 \$10,000 for every day of its violation.

xc: Sodergren
Bayley
Sharma

FELICIA MARCUS, CHAIR | THOMAS HOWARD, EXECUTIVE DIRECTOR

1001 I Street, Sacramento, CA 95814 | Mailing Address: P.O. Box 100, Sacramento, Ca 95812-0100 | www.waterboards.ca.gov

APRIL 10, 2015

MAY 26 2015

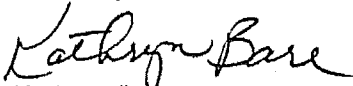
Please respond to this inquiry within 30 days of receiving this letter and provide the following information regarding the sale of water to WSID:

- The authority under which the City has sold, and plans to sell, water to WSID without the approval required under Water Code section 1211;
- The monthly quantities of water sold to WSID in 2014;
- The monthly quantities of water sold or proposed for sale in 2015;
- The location where WSID takes possession of the water; and
- WSID's purpose and place of use of the water.

Upon receipt of your response, Division staff will evaluate all available information and will determine whether further action is required by the Division.

If you have any questions regarding this matter, please contact me at (916) 327-3113 or via e-mail at Kathryn.Bare@waterboards.ca.gov. Written correspondence or inquiries should be addressed as follows: State Water Resources Control Board, Division of Water Rights, Attn: Ms. Kathryn Bare, P.O. Box 2000, Sacramento, CA 95812-2000.

Sincerely,



Kathryn Bare
Water Resource Control Engineer
Enforcement Unit 3
Division of Water Rights

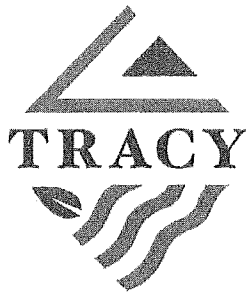
cc: Mr. Jack Alvarez, President
West Side Irrigation District
P.O. Box 177
Tracy, CA 95378-0177

ec: Mr. Andy Sawyer
Office of the Chief Counsel, State Water Resources Control Board
Andy.Sawyer@waterboards.ca.gov

Mr. Andrew Tauriainen
Office of Enforcement, State Water Resources Control Board
Andrew.Tauriainen@waterboards.ca.gov

Ms. Wendy Wyels
Central Valley Regional Water Quality Control Board
Wendy.Wyels@waterboards.ca.gov

Ms. Patricia Fernandez
Division of Water Rights, State Water Resources Control Board
Patricia.Fernandez@waterboards.ca.gov



City of Tracy
333 Civic Center Plaza
Tracy, CA 95376

CITY MANAGER'S OFFICE

MAIN 209.831.6000

FAX 209.831.6120

www.ci.tracy.ca.us

May 7, 2015

Ms. Kathryn Bare
Water Resource Control Engineer
State Water Resources Control Board
P.O. Box 2000
Sacramento, CA 95812-2000

RE: Water Rights Inquiry Regarding Change in Purpose of Use and Place of Use
of Treated Wastewater in San Joaquin County Ref. 262.0 (39-14-01)

Dear Ms. Bare:

The City has received your letter dated April 10, 2015 requesting information regarding the City contracting for diversion of its wastewater effluent to the West Side Irrigation District (Inquiry letter). The City and District have coordinated this response to the Inquiry letter.

BACKGROUND

The District holds a post-1914 water right license (License 1381) which was issued by the State Water Resources Control Board (State Water Board) pursuant to Application 301 (April 17, 1916) on September 29, 1933. The License authorizes the District to divert 82.5 cubic feet per second (cfs) from Old River, San Joaquin County from on or about April 1st through October 31 each year for irrigation and municipal and industrial uses. On January 17, 2014, the State Water Board issued a Notice of Surface Water Shortage and Potential Curtailment of Water Right Diversions (Notice) which threatened the District's ability to divert flows in Old River as permitted under License 1381. In the Notice, post-1914 water rights holders in water short areas were directed to look for alternate water supplies to meet their water needs, including groundwater wells, purchasing water supplies under contractual arrangement, and recycled water.

The City operates a Wastewater Treatment Plant (WWTP) pursuant to California Regional Water Quality Control Board, Central Valley Region, Order R5-2012-0115 (NPDES No. CA0079154) and discharges treated wastewater into Old River in San Joaquin County. The WWTP treats and discharges approximately 9 million gallons a day (mgd), or 14 cfs, on a continuous daily basis. The City's WWTP discharge point on Old River is located upstream from the District's diversion point authorized pursuant to License 1381. The City's discharge point and the District's diversion point are shown on the attached location map (Attachment A).

May 7, 2015

Page 2 of 3

On May 27, 2014, the State Water Board mailed notice to San Joaquin River Watershed post-1914 water right holders notifying them that they needed to stop diverting water under their post-1914 water right (Curtailment). The District complied with the Curtailment and sent in the Curtailment Certification Form.

WASTEWATER REVOCABLE LICENSE AGREEMENT

The District relies almost exclusively on its 82.5 cfs diversion right under License 1381 to serve its customers. The District has a U.S. Bureau of Reclamation CVP project water contract, but the water allocation has been zero for the past two years. The District has no groundwater wells or other alternatives that it can use as a supplemental source of water. The District's goal was to mitigate the harsh impacts to its farmers of abruptly terminating their water supply. Presumably this is why your Board recommended that those subject to curtailment, such as the District, secure sources of supply other than natural flow.

In light of the foregoing, the District initiated discussions with the City in February 2014 to enable it to continue diversions of the treated wastewater discharged by the City. From the City's standpoint, the City desired to respond to the District's request by providing drought assistance to its long-term neighbor, provided there were no adverse effects to the City and its customers.

In 2007, as part of the renewal of City's NPDES permit, the City's wastewater discharge into Old River was modeled by the Department of Water Resources (DWR). The modeling was performed to establish the impacts of salinity contained in the wastewater effluent on the receiving water (Old River). The attached DWR report (Attachment B) used the Delta Simulation Model II (DSM2) to predict weekly and monthly average volume fractions expressed in percent, using a wastewater discharge flow of 9 mgd (14 cfs). Fourteen locations were used to evaluate the impacts of the discharge as well as high and low exports from the Delta, both temporary and permanent barriers, and the model was run using reasonable worst-case conditions.

The output of the model runs showed that zero percent of Tracy's wastewater flowed to Clifton Court Forebay and a de minimis amount (0.8%) flowed to the Channel Near CVP Pumps (see DWR Report, Attachment B, Page B-1). The presentation by DWR included a simulation which showed that all of Tracy's wastewater effluent was diverted within the south Delta where the District's pump is located.

The District's point of diversion is upstream of the locations where DWR found that the treatment plant discharge of 14 cfs and had been completely diverted. The District has historically utilized the WWTP water within its place of use for the purpose of irrigation. The WWTP water that is discharged into Old River is "foreign" water and subject to appropriation and because it is being diverted pursuant to contractual agreement, the Notice does not apply to the WWTP water. The Notice does apply to any other diversions of natural flow by the District, and the District has respected that, as documented in its filings.

The City and District entered into the Wastewater Revocable License Agreement on May 22, 2014 (Wastewater License Agreement). The Wastewater License Agreement ensures that District is given the right to divert the WWTP water as it has historically done. The District notified the State Water Board of this alternate source when it submitted its Curtailment

May 7, 2015

Page 3 of 3

Certification Form. The City and District entered into a new Wastewater Revocable License Agreement for 2015 under similar terms and conditions.

LEGAL AUTHORITY

Water Code Section 1210 provides the City, as owner of the WWTP, the right to the WWTP water. Appropriate rights attach to any water flowing in the stream and the District is legally entitled to divert, and has historically consistently diverted, the WWTP water.

Water Code Section 1211(a) requires the City to "prior to making any change in the point of discharge, place of use or purpose of use of treated wastewater...to obtain approval of the board for that change." Section 1211 (b) provides that Section 1211 (a) does not apply to changes in the discharge or use of treated wastewater that do not result in decreasing the flow in any portion of a watercourse. The Wastewater License Agreement simply ensures that the District is granted the right to continue to divert this water, as it has historically done. There is no change in the amount of water the City is discharging, there is no change in place of use or purpose of use, and there is no decrease in flow in Old River. The provisions of 1211 (b) have been satisfied, and no wastewater change petition is required.

CONCLUSION

The District and City are aware of the Section 1211(a) requirements. The City previously filed a petition and obtained approval by the State Water Board when it was contemplating reducing the amount of water discharged into Old River and instead delivering it via pipeline to Tesla Power plant. Those facts are entirely different from the facts pertaining to this transaction. The City and the District did a good faith analysis of the facts and law prior to entering into the Wastewater License Agreement.

The District was directed by the State Water Board to find a source of water other than natural flow. The District did just that, at least to the limited extent of the volume of the discharge (compared to the District's normal diversion and demand) by formalizing the existing situation by contracting for the WWTP water. The District did not propose diminishing the flows in Old River by having the City cease or reduce discharging into Old River; instead the District is utilizing the WWTP water in the same manner as it has been doing.

We trust this information addresses the issues identified in your letter. If you have any questions or concerns, we would be happy to meet with your staff to discuss these issues at your earliest convenience. Toward that end, City staff will call to determine if such a meeting is warranted.

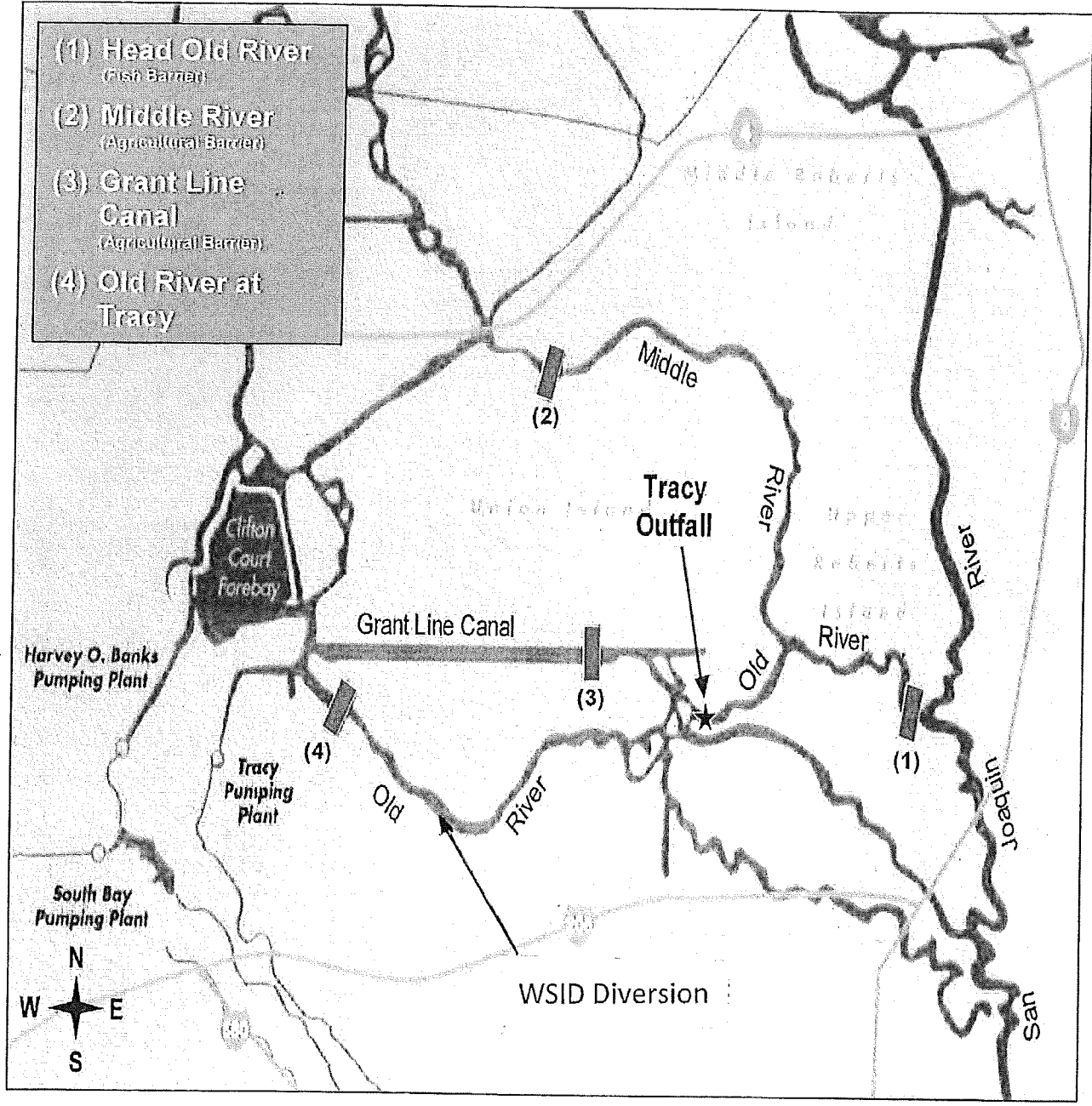
Sincerely,



Troy Brown
City Manager

Attachments

cc: Karna Harrigfeld, West Side Irrigation District
Martha Lennihan



South Delta Temporary Barrier Locations

Location Map

**DSM2 Modeling Evaluation
City of Tracy and Mountain House CSD
5 February 2007**

ATTACHMENT B

Introduction

This document presents a summary and evaluation of a modeling effort performed for the City of Tracy and Mountain House Community Services District (MHCS D) discharges. Modeling was performed to better understand the salinity impacts of the new and expanded discharges from the Tracy and MHCS D wastewater treatment facilities for development of NPDES permits for discharges to Old River, within the south Delta. Water quality modeling using the Department of Water Resources (DWR) Delta Simulation Model II (DSM2) was performed under reasonable worst-case conditions. This document provides a discussion of the modeling assumptions and input parameters, a description of the modeling results, an evaluation of the results, and recommendations on how to use the information as part of the NPDES process.

Background

The *Water Quality Control Plan for the San Francisco Bay/Sacramento-San Joaquin Delta Estuary* (Bay-Delta Plan) was adopted in May 1995 by the State Water Board. The Bay-Delta Plan identifies the beneficial uses of the estuary and includes objectives for flow, salinity, and endangered species protection. In December 1999 and March 2000, the State Water Board adopted and revised D-1641 as part of the State Water Board's implementation of the 1995 Bay-Delta Plan. For the south Delta, the 1995 Bay-Delta Plan contains water quality objectives for electrical conductivity (EC) of 700 $\mu\text{mhos/cm}$ from 1 April – 31 August and 1000 $\mu\text{mhos/cm}$ from 1 September – 31 March. These salinity objectives must be met by DWR and USBR as a requirement of Water Rights permits and licenses issued by the State Water Board for operation of the State Water Project (SWP) and Central Valley Project (CVP).

The City of Tracy and MHCS D NPDES permits are up for renewal with salinity impacts a significant concern. Wastewater discharges from the City of Tracy and MHCS D wastewater treatment facilities are high in salinity, exceeding the Bay-Delta standards for the south Delta. Therefore, discharges from these facilities have a reasonable potential to cause or contribute to an in-stream excursion of these objectives. Final water quality-based effluent limitations (WQBELs) based on the Bay-Delta standards would likely require construction and operation of reverse osmosis or other salt removal technologies. The State Water Board, in Water Quality Order 2005-005 (for the City of Manteca), states, "...the State Board takes official notice [pursuant to Title 23 of California Code of Regulations, Section 648.2] of the fact that operation of a large-scale reverse osmosis treatment plant would result in production of highly saline brine for which an acceptable method of disposal would have to be developed. Consequently, any decision that would require use of reverse osmosis to treat the City's municipal wastewater effluent on a large scale should involve thorough consideration of the expected environmental effects." Based on this ruling by the State Water Board, at the 4 August 2006 Regional Water Board meeting, staff recommended for adoption NPDES permits for the City of Tracy and MHCS D that addressed salinity, but fell short of requiring final WQBELs. The proposed Orders included interim performance-based effluent limitations for EC and required the dischargers to implement measures to reduce the salinity of its discharge to Old River, which could take several years.

The Regional Water Board held a lengthy hearing on these permits at their August 2006 Board meeting, with salinity issues being the major topic of testimony and Board discussion. The hearings were continued pending a better assessment of the impacts of the discharges on Delta salinity and development of alternative means of regulating salinity for Board consideration. The Regional Water Board directed staff to work with the dischargers and other stakeholders to model the affects of the discharge in the south Delta. It was suggested that DWR's DSM2 model, which has been used extensively for the South Delta Improvements Project, could be used for this purpose. A stakeholder group that included representatives from the City of Tracy, MHCSD, South Delta Water Agency (SDWA), California Sportfishing Protection Alliance, DWR, and the Regional Water Board met to develop appropriate reasonable worst-case scenarios for running the DSM2 model.

Modeling Assumptions and Input Parameters

The purpose of the modeling effort was to evaluate the effects of the wastewater discharges under reasonable worst-case conditions, specifically salinity impacts. Several assumptions had to be made to provide the input parameters to run the model. On 14 September 2006 the stakeholder group met to establish reasonable worst-case scenarios to run the DSM2 model. The input parameters discussed during the meeting included Delta tides, export pumping, San Joaquin River flow, temporary barriers or permanent gates and their configurations, critical times of the year, and wastewater characteristics (i.e. discharge flow rates and effluent EC).

Delta Tides

The flows and dilution in the south Delta are influenced significantly by the tides, especially when the temporary barriers or permanent gates are considered. During neap tides, which are low energy tides, critical low flow situations can occur in the south Delta. The combination of low energy neap tides and hot summer conditions can result in critical conditions for farmers that rely on the south Delta for irrigation. During this period, agricultural use is very high and due to the low flushing affect of neap tides, agricultural return water and wastewater flows buildup in the south Delta channels resulting in elevated salinity. The DWR modelers suggest that the tides from 1985 be used as a reasonable worst-case scenario. The 1985 tides included two neap tides in the tidal cycle in August, which would represent a worst-case condition.

Export Pumping

Export pumping from the CVP and SWP significantly influences the flow patterns in the south Delta. The river flow direction changes as the export pumping increases or decreases, especially in Old River and Grant Line Canal. Reasonable worst-case high and low export pumping rates were included in the model runs as follows:

High Export Pumping: SWP = 6,680 cfs, CVP = 4,600 cfs

Low Export Pumping: SWP = 1,500 cfs, CVP = 1,000 cfs

The high export pumping rates are based on the maximum allowable pumping rates for the CVP and SWP. The low export pumping rates are based on a reasonable worst-case scenario, which may occur during very dry conditions.

San Joaquin River Flow

Flows from the San Joaquin River (SJR) enter the south Delta at the Head of Old River (HOR). The amount of flow in Old River depends on the flow in the SJR, the operation of the HOR fish control structure, and export pumping rates. The Bay-Delta Plan provides flow objectives in the SJR at Vernalis, which is just upstream of the HOR. The flow objective is 1,000 cfs, therefore, a SJR flow rate of 1,000 cfs at Vernalis was used as a reasonable worst-case condition for the DSM2 modeling. Lower River flows reduce available dilution in the South Delta. River flows at Vernalis should be met except during extreme droughts.

Temporary Barriers/Permanent Gates and Critical Periods

Temporary barriers are currently installed at several locations in the south Delta to mitigate impacts caused by the CVP and SWP. The configurations of the barriers change during different times of the year to mitigate impacts to the beneficial uses of south Delta. For example, the HOR fish control structure is typically installed in the spring to reduce impacts to anadromous fish species and in the fall to promote higher dissolved oxygen concentrations in the Deep Water Ship Channel near Stockton. Agricultural barriers are installed in the summer at three locations in the south Delta to provide adequate channel levels for agricultural irrigation. The reasonable worst-case barrier configurations coincide with the critical periods. The critical periods and barrier configurations used in the modeling were during August when the agricultural barriers are in place and in October when the agricultural barriers and HOR fish control structure are in place. The model was run with temporary barriers to evaluate current conditions and with the SDIP permanent gates to represent future conditions.

Wastewater and Ambient Receiving Water Characteristics

To significantly reduce the number of model runs, which are very time consuming, the DWR modelers proposed that the modeling not directly predict receiving water salinity concentrations. Instead, it was recommended that the model be used to predict the effluent volume fraction or effluent "finger printing" in the receiving water at given locations. The salinity in the receiving water could then be estimated by weighting the fraction of effluent and receiving water with their respective salinities. This approach was selected due to its flexibility to input different effluent flow rates and EC along with varying ambient EC. The modeling was performed for current and future conditions to evaluate effects with temporary barriers and the SDIP permanent gates, as discussed above. For the current discharges, wastewater discharge rates of 9 mgd and 1 mgd were used for Tracy and MHCSD, respectively. The future wastewater discharge rates were 16 mgd and 5.4 mgd, the proposed effluent flow limits for Tracy and MHCSD, respectively.

Description of Modeling Results

The DSM2 model can output information at numerous nodes and channel segments throughout the south Delta. The stakeholder group selected 14 locations to evaluate the impacts of the discharges. The locations were selected to capture the critical areas in the south Delta. For example, the group selected the three south Delta D-1641 salinity compliance locations, the channels immediately upstream and downstream of the discharges, and the channels near the drinking water intakes. See Attachment A for the entire list of channel locations selected by the group. The daily average wastewater volume fractions and the 15-minute flow and stage within the channels were estimated at each location. The DWR modelers recommended evaluating the model output data on a minimum monthly average basis. This was recommended because several inputs to the model have been set constant, such as SJR flow, agricultural inflow/outflow, and wastewater discharge rates and EC concentrations. Therefore, the monthly average outputs are likely to be more accurate than shorter averaging periods (e.g. daily or weekly). Although the model may under predict the weekly average volume fractions, the DWR modelers are confident that weekly average estimations are relatively accurate, however, they do not recommend using averaging periods shorter than weekly.

The stakeholder group considered the appropriate averaging periods to evaluate critical conditions. The SDWA recommended that averaging periods of a week or less be evaluated. They expressed concern that during neap tides the Delta channels could become stagnant resulting in high concentrations of EC on a weekly average basis. Evaluating monthly average concentrations could dampen these effects. For this evaluation, the model output has been evaluated on a monthly average and weekly average basis. Specifically, the monthly average output for the months of August and October were evaluated, as well as, the maximum running weekly average for these months.

The monthly average and maximum weekly average model output is included in Attachment B. Tables B-1 through B-4, display the monthly average volume fraction of effluent from the Tracy and MHCSO wastewater treatment facilities at select locations within the south Delta. Tables B-5 through B-8 display the maximum weekly average volume fraction of effluent. Equations 1 through 4, below, can be used to calculate the predicted monthly average EC increases caused by the discharges for various effluent and ambient receiving water conditions using the modeled volume fractions. Examples of how the equations can be used to estimate EC concentrations are displayed in Tables B-9 through B-14 (Attachment B).

Equation 1 (Tracy current discharge)

$$\text{R/W EC Increase} = (\text{Effluent EC} - \text{Ambient EC}) \times \text{Volume Fraction} \times \text{Effluent Flow (mgd)} / 9$$

Equation 2 (Tracy future discharge)

$$\text{R/W EC Increase} = (\text{Effluent EC} - \text{Ambient EC}) \times \text{Volume Fraction} \times \text{Effluent Flow (mgd)} / 16$$

Equation 3 (MHCS D current discharge)

$$\text{R/W EC Increase} = (\text{Effluent EC} - \text{Ambient EC}) \times \text{Volume Fraction} \times \text{Effluent Flow (mgd)}$$

Equation 4 (MHCS D future discharge)

$$\text{R/W EC Increase} = (\text{Effluent EC} - \text{Ambient EC}) \times \text{Volume Fraction} \times \text{Effluent Flow (mgd)} / 5.4$$

The modeling predicted monthly average volume fractions of the Tracy discharge at 9 of the 14 output locations. The predicted monthly average volume fractions for Tracy ranged from 0% to 5.29% for the current 9 mgd discharge with temporary barriers. The areas of greatest impact were downstream of the Tracy discharge, Old River at Tracy Blvd, Grant Line Canal, and near Tom Pain Slough. For the MHCS D discharge, the modeling predicted monthly average volume fractions at 5 of the 14 output locations. The predicted monthly average volume fractions ranged from 0% to 4.18% for a 1 mgd discharge with temporary barriers. The areas of greatest impacts from the MHCS D discharge were limited to the section of Old River between Tracy Blvd and the Delta Mendota Canal.

Modeling of the future conditions with the SDIP permanent gates showed greater circulation in the south Delta. The wastewater from the treatment facilities was spread more evenly between the output locations, resulting in lower volume fractions in many cases even though the effluent discharge rates had increased significantly. The model was run using the operating protocols for the permanent gates used in the modeling performed for the SDIP environmental impact report. DWR has been continuously modifying the operating protocols to maximize circulation. Therefore, the output in this modeling effort may have over predicted volume fractions for the future conditions.

Evaluation of Modeling Results

The modeling runs have been designed to predict effluent volume fractions. The DWR modelers recommended this approach because it allows flexibility in evaluating the results, significantly reduces the number of modeling runs, and the DSM2 model can more accurately predict effluent volumes than the salinity, because salinity inputs from agricultural practices, groundwater accretions, etc. are difficult to quantify. Furthermore, the purpose of the modeling was to better understand the impacts caused by the wastewater discharges.

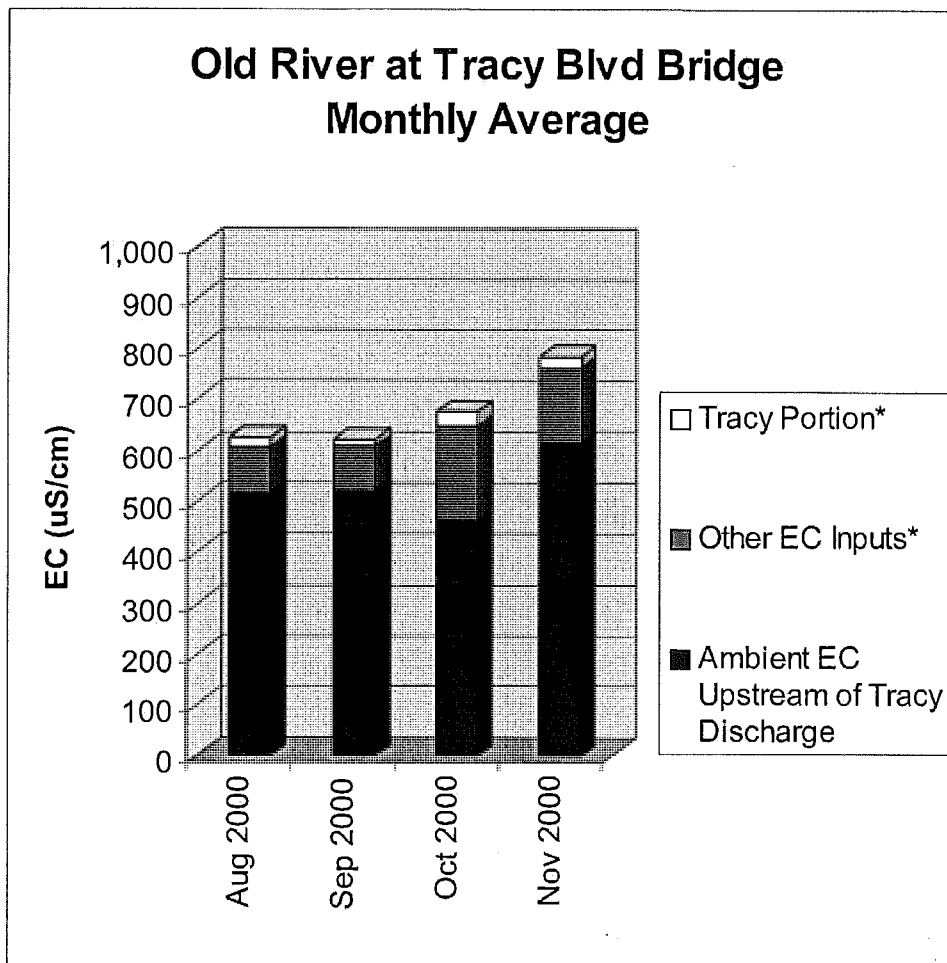
By predicting the effluent volume fraction, the receiving water EC increases caused by the wastewater discharges can be estimated by weighting the fraction of effluent and receiving water with their respective salinities. Equations 1 through 4, above, require

values for the effluent wastewater characteristic (i.e. flow and EC) and upstream ambient EC to estimate the receiving water EC at a particular location downstream of the discharges. Evaluations of modeling predictions can be made using actual measured effluent and receiving water data to evaluate the relative impact of the Tracy discharge using the reasonable worst-case model predictions. Three evaluations have been made using actual measured data; 1) an evaluation of the monthly average impacts, 2) a comparison of monthly average vs. weekly average impacts, and 3) an evaluation of different regulatory levels for EC.

Monthly Average Evaluation

Figures 1 and 2, below, show actual monthly average Old River EC data measured in 2000 and 2001 upstream of the Tracy discharge at Union Island and downstream of the discharge at the Tracy Blvd Bridge, which is one of the D-1641 salinity compliance locations. DSM2 modeling output was used to predict a reasonable worst-case monthly average EC increment at the Tracy Blvd Bridge caused by the Tracy discharge. As shown in Figures 1 and 2, the monthly average reasonable worst-case Tracy impacts are approximately an order of magnitude less than impacts caused by other salinity sources in the area. The "other sources" of salinity likely include the ambient salinity entering from the San Joaquin River, agricultural activities in the area, and groundwater accretions. Although there was no discharge from MHCSO in 2000 and 2001, the modeling predicts that there would have been no impact at the Tracy Blvd Bridge when exports are high, as was assumed in this evaluation. High exports were assumed, because the largest impacts from the Tracy discharge are predicted in Old River at the Tracy Blvd Bridge under that scenario.

Figure 1: 2000 Actual and Modeled Salinity Impacts



* The Tracy Portion is DSM2 model predictions using reasonable worst-case conditions. The Other EC Inputs were calculated based on the measured EC at Tracy Blvd Bridge – Tracy Portion – measured ambient EC upstream of Tracy discharge at Union Island.

Table 1: 2000 Actual and Modeled Salinity Impacts (data for Fig. 1)

Month-Yr	Actual Measured Data (Monthly Average)				Modeled Worst Case Conditions Old River at Tracy Blvd Bridge ¹ (Monthly Average)		
	Old at Union Island EC (uS/cm)	Tracy Flow (mgd)	Tracy EC (uS/cm)	Old at Tracy Blvd EC (uS/cm)	Tracy Volume ² (%)	Tracy EC Portion (uS/cm)	Other Sources of EC (uS/cm)
Aug 2000	515	7.34	1,579	626	2.37	21	91
Sep 2000	517	7.26	1519	622	1.71	14	91
Oct 2000	461	6.75	1648	677	3.14	28	188
Nov 2000	614	6.00	1620	786	3.62	24	148

¹ Assumes high exports and temporary barriers.

² Based on a Tracy discharge of 9 mgd.

Figure 2: 2001 Actual and Modeled Salinity Impacts

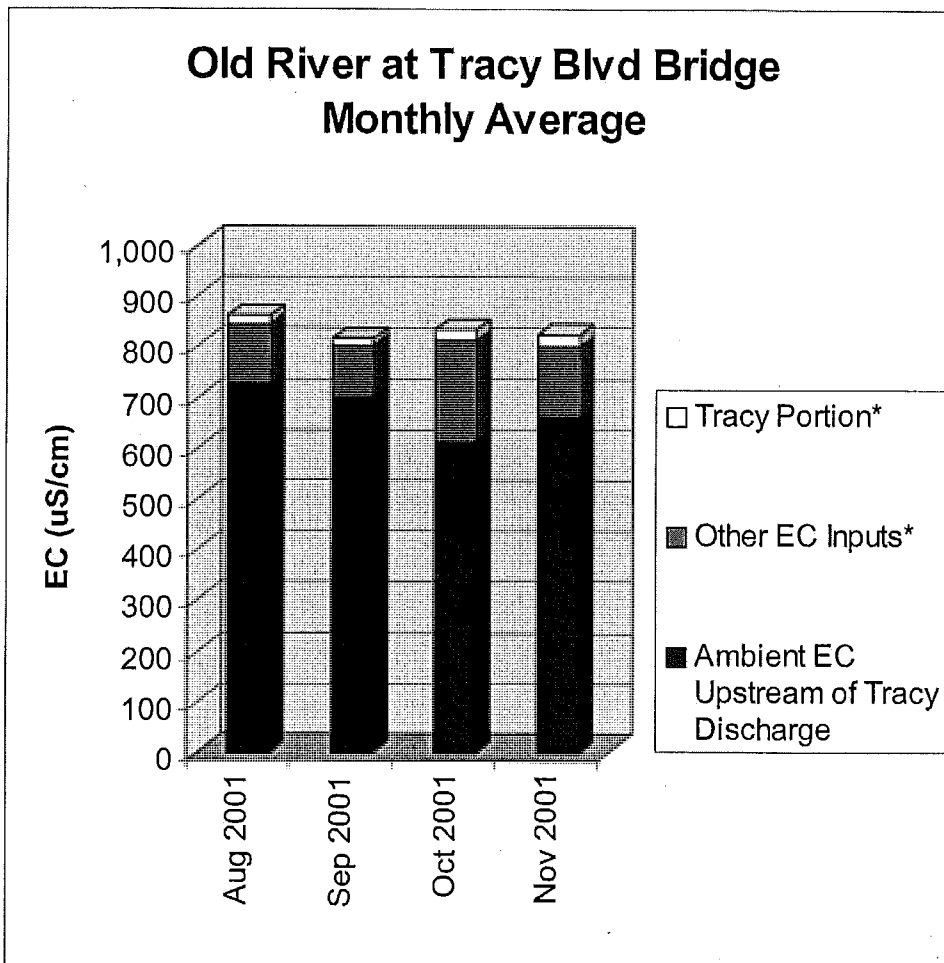


Table 2: 2000 Actual and Modeled Salinity Impacts (data for Fig. 2)

Month-Yr	Actual Measured Data (Monthly Average)				Modeled Worst Case Conditions Old River at Tracy Blvd Bridge ¹ (Monthly Average)		
	Old at Union Island EC (uS/cm)	Tracy Flow (mgd)	Tracy EC (uS/cm)	Old at Tracy Blvd EC (uS/cm)	Tracy Volume ² (%)	Tracy EC Portion (uS/cm)	Other Sources of EC (uS/cm)
Aug 2001	726	6.95	1,687	861	2.37	18	118
Sep 2001	698	6.73	1659	815	1.71	12	104
Oct 2001	610	6.24	1656	835	3.14	23	202
Nov 2001	660	6.24	1603	824	3.62	24	140

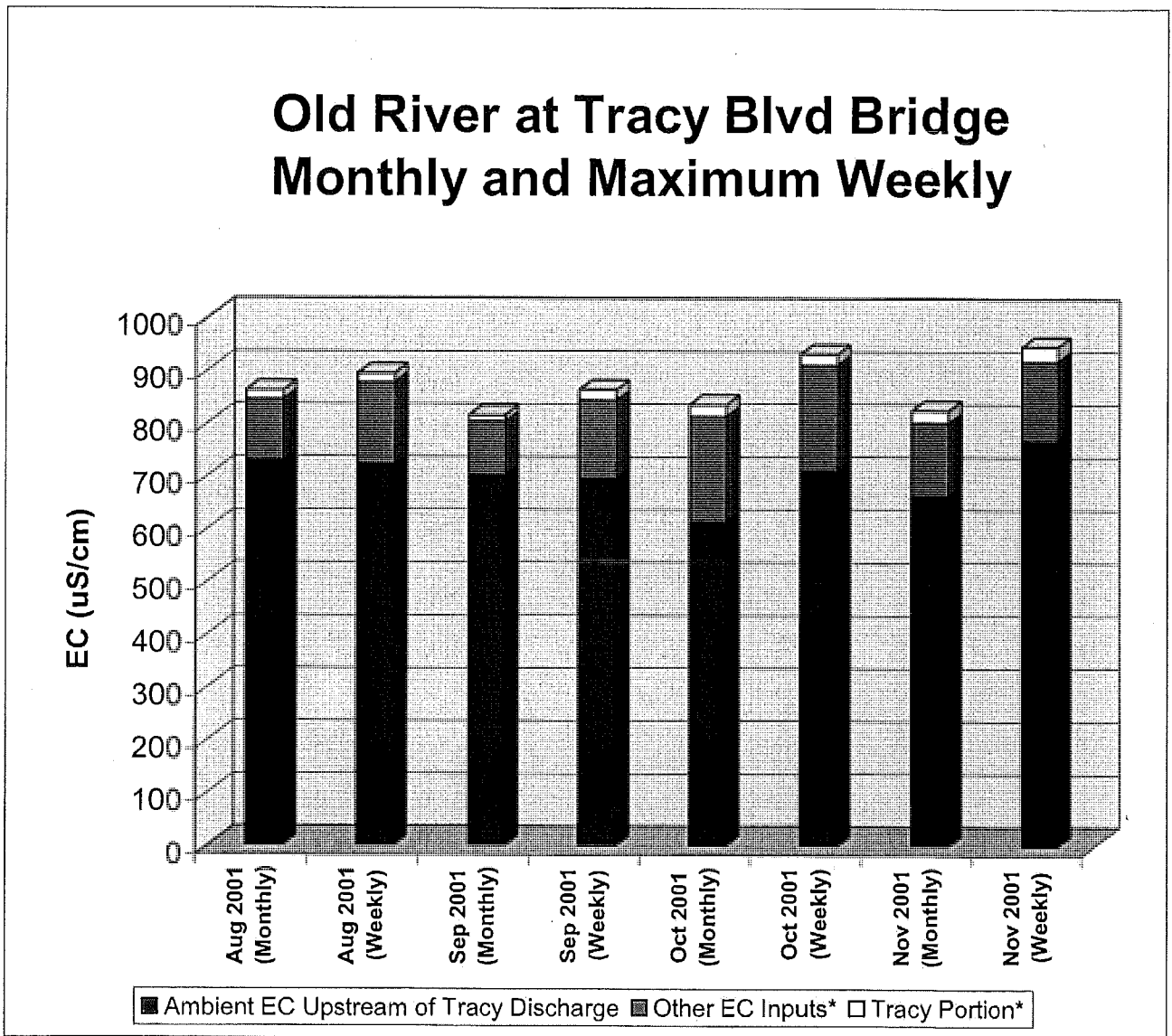
¹ Assumes high exports and temporary barriers.

² Based on a Tracy discharge of 9 mgd.

Monthly Average vs. Weekly Average

To evaluate the weekly average conditions, the maximum running weekly average modeled volume fractions were calculated for the months of August through November. Actual measured data from 2001 was used to compare the monthly average conditions to the maximum weekly conditions. Although it is evident that the maximum weekly EC concentrations in Old River exceed the monthly average EC concentrations, it appears that the Tracy discharge is not the cause of these increases. As shown in Figure 3, the modeled worst-case maximum weekly EC increases caused by the Tracy discharge are essentially the same as the monthly average increases.

Figure 3: 2001 Actual and Modeled Salinity Impacts – Monthly vs. Weekly



Evaluation of EC Regulatory Levels

Another evaluation that was performed was to compare different regulatory levels for EC and their relative impacts in the receiving water. This has been done for August and October 2001. Based on the monthly average evaluation, above, we have estimated the amount of "other sources" of EC. Therefore, we can modify the effluent wastewater characteristics and compare the relative impacts in the receiving water. Three regulatory levels were evaluated for August and October 2001, including no discharge, WQBELs (i.e. 700 uS/cm and 1000 uS/cm for August and October, respectively), and performance-based effluent limitations. Figures 4 and 5 show the relative impacts of the Tracy discharge under different regulatory levels for EC. In Figures 6 and 7, the MHCSO discharge has been included. An assumption of low exports has been made in these cases, because the modeling does not predict any MHCSO impacts at Tracy Blvd with high exports. To calculate the MHCSO portion, EC data from "upstream" of the MHCSO discharge is required. Data was found for Old River near the Delta Mendota Canal, which under low export conditions represents the "upstream" EC for the MHCSO discharge. There was incomplete data for October 2001, so data for September 2001 was used to represent the situation where the 1000 uS/cm standard applies.

Figure 4: Comparison of EC Regulatory Levels – High Exports (August 2001)

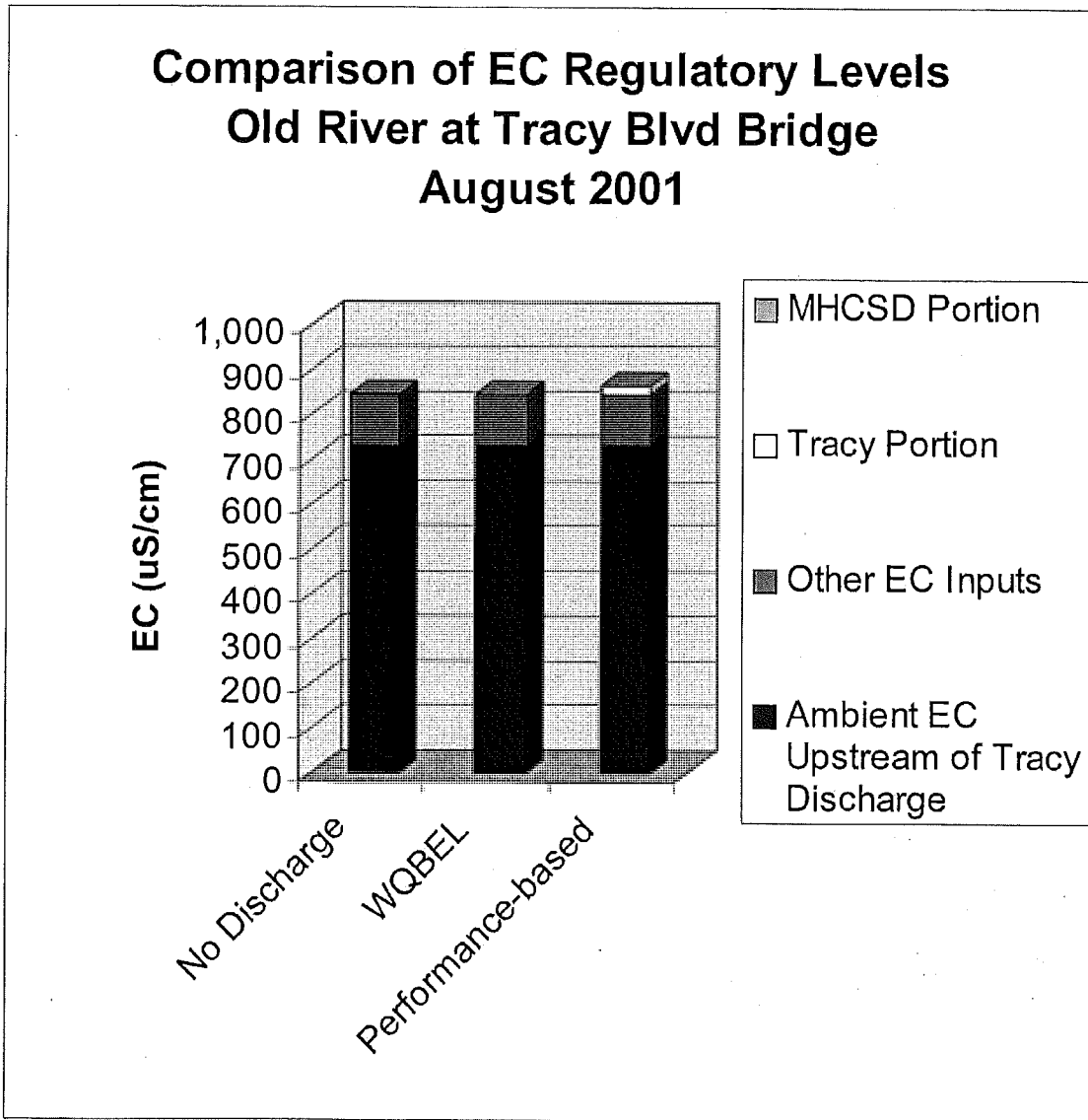


Figure 5: Comparison of EC Regulatory Levels – High Exports (October 2001)

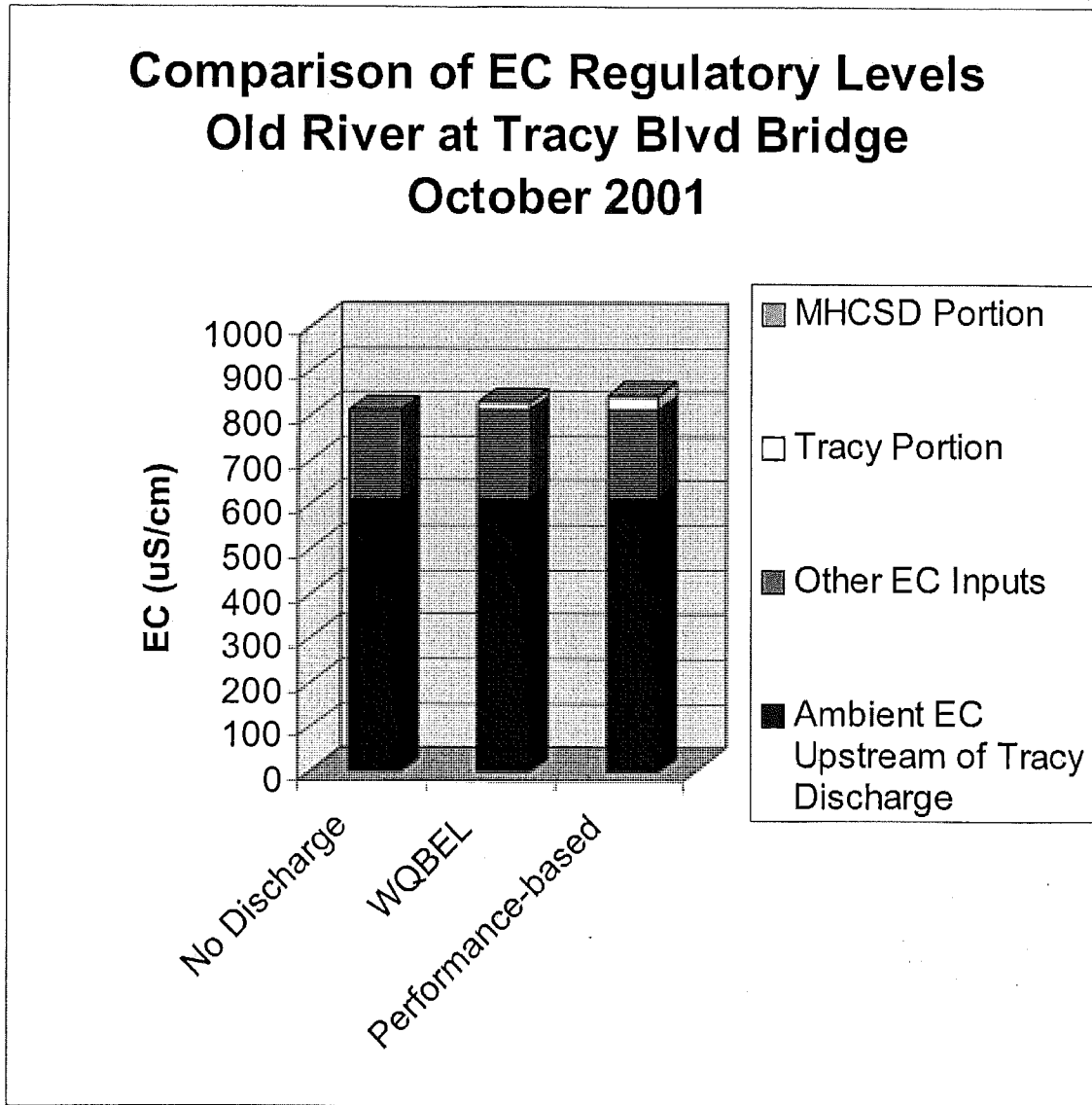


Figure 6: Comparison of EC Regulatory Levels – Low Exports (August 2001)

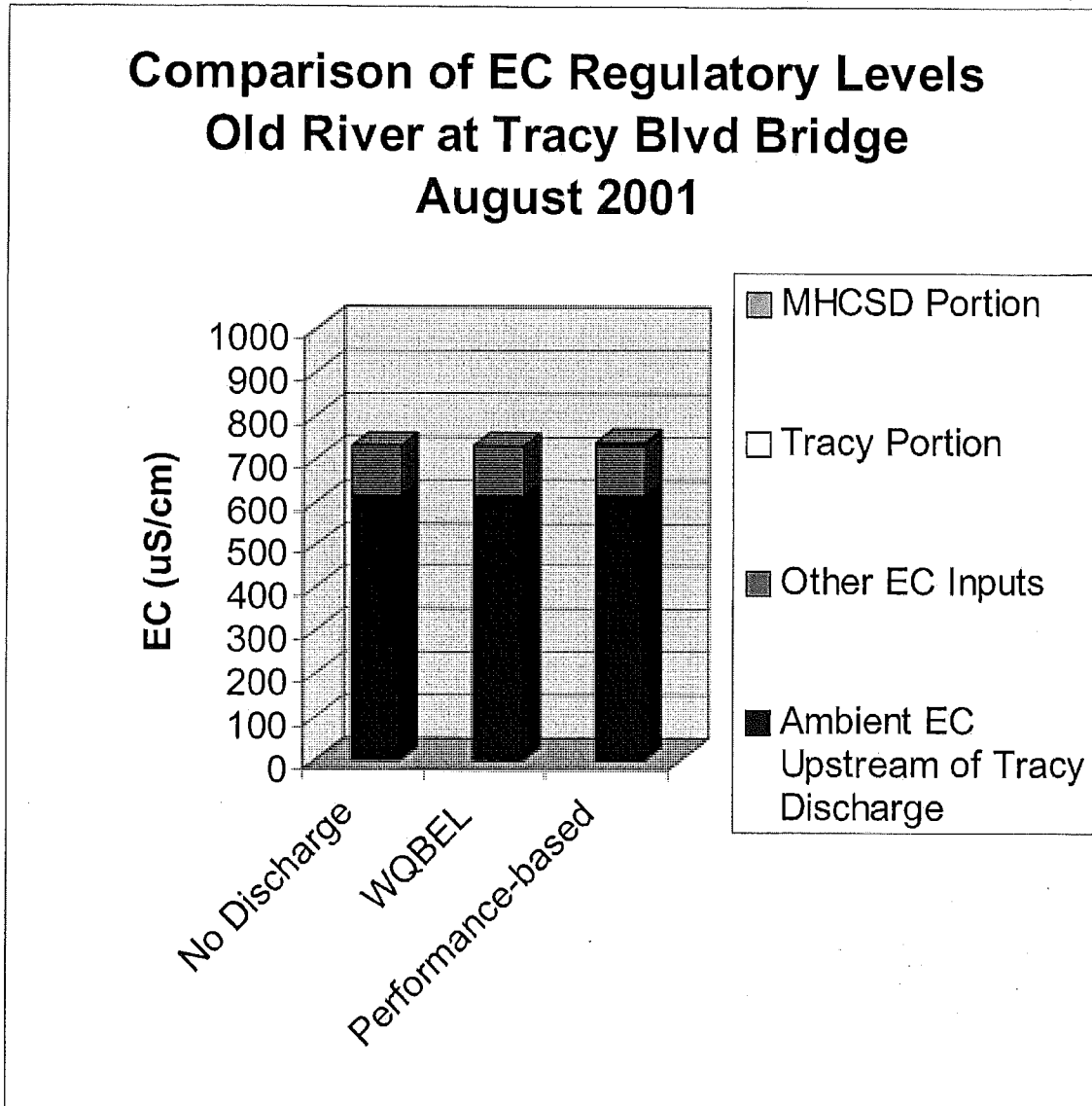


Figure 7: Comparison of EC Regulatory Levels – Low Exports (September 2001)

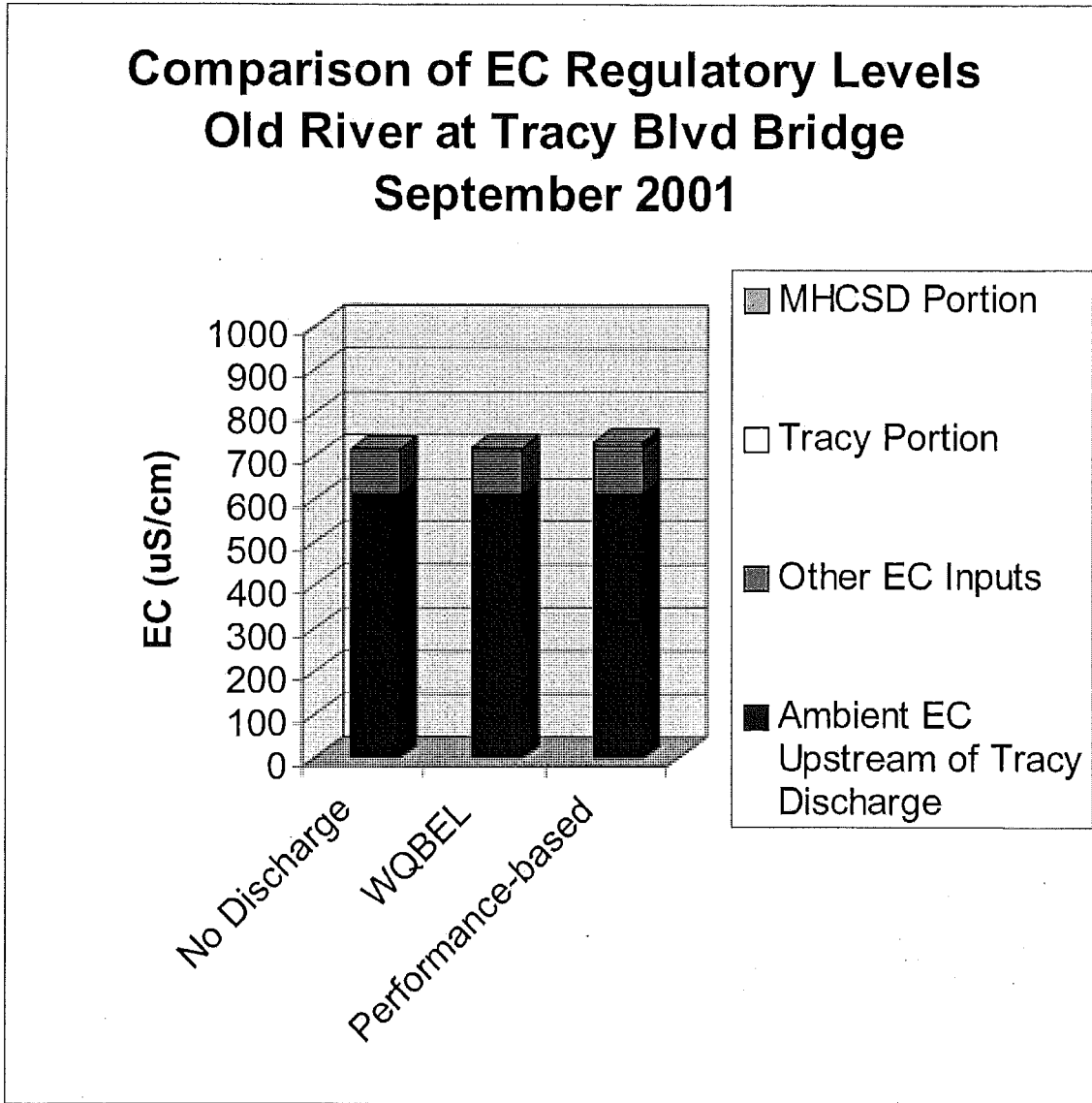


Table 3: Comparison of Regulatory Levels (data for Figures 4 and 5)

Modeled Worst Case Conditions¹

	Regulatory Levels	Old at Union Island EC (uS/cm)	Tracy Flow (mgd)	Tracy EC Eff Limits (uS/cm)	Calced Old at Tracy Blvd EC (uS/cm)	Tracy Volume ² (%)	Tracy EC Portion (uS/cm)	MHCSD EC Portion (uS/cm)	Other Sources of EC (uS/cm)
Aug-01	No Discharge	726	0.0	0	844	2.37	0	0	118
	WQBEL	726	10.8	700	844	2.37	0	0	118
	Performance-based	726	10.8	1,416	864	2.37	20	0	118
Oct-01	No Discharge	610	0.0	0	812	3.14	0	0	202
	WQBEL	610	10.8	1,000	827	3.14	15	0	202
	Performance-based	610	10.8	1,416	842	3.14	30	0	202

¹ Assumes high exports and temporary barriers.

² Based on a Tracy discharge of 9 mgd.

Table 4: Comparison of Regulatory Levels (data for Figures 6 and 7)

**Modeled Worst Case Conditions
 Old River at Tracy Blvd Bridge¹**

	Regulatory Levels	Old at Union Island EC (uS/cm)	Tracy Flow (mgd)	Tracy EC Eff Limits (uS/cm)	Calced Old at Tracy Blvd EC (uS/cm)	Tracy Volume ² (%)	Tracy EC Portion (uS/cm)	Other Sources of EC (uS/cm)
Aug-01	No Discharge	726	0.0	0	726	0.65	0	118
	WQBEL	726	10.8	700	726	0.65	0	118
	Performance-based	726	10.8	1,416	737	0.65	5	118
Sep-01	No Discharge	698	0.0	0	698	1.3	0	104
	WQBEL	698	10.8	1,000	704	1.3	5	104
	Performance-based	698	10.8	1,416	715	1.3	11	104

¹ Assumes low exports and temporary barriers.

² Based on a Tracy discharge of 9 mgd.

Table 5: Comparison of Regulatory Levels (data for Figures 6 and 7)

**Modeled Worst Case Conditions
 Old River at Tracy Blvd Bridge¹**

	Regulatory Levels	Old at DMC EC (uS/cm)	MHCSD Flow (mgd)	MHCSD EC Eff Limits (uS/cm)	MHCSD Volume ² (%)	MHCSD EC Portion (uS/cm)
Aug-01	No Discharge	759	0.0	0	0.42	0
	WQBEL	759	3.0	700	0.42	0
	Performance-based	759	3.0	1,200	0.42	6
Sep-01	No Discharge	929	0.0	0	0.77	0
	WQBEL	929	3.0	1,000	0.77	2
	Performance-based	929	3.0	1,200	0.77	6

¹ Assumes low exports and temporary barriers.

² Based on a MHCSD discharge of 1 mgd.

Summary and Conclusion

As part of the NPDES permitting process, modeling has been performed using DWR's DSM2 model to better understand the salinity impacts of the Tracy and MHCSD discharges in the south Delta. Reasonable worst-case conditions have been assumed to represent critical conditions. The model was used to predict the reasonable worst-case effluent volume fraction in the receiving water at given locations. The model was run for both the current condition with temporary barriers and the future condition with permanent gates. This evaluation focused on the modeling with temporary barriers, which will likely occur during the next 5 years (NPDES permit term). Furthermore, the modeling showed the permanent gates would provide better circulation in the south Delta channels, reducing the impacts caused by the discharges.

The DWR modelers recommended that the results be evaluated on a monthly average basis, which are likely more accurate than shorter averaging periods. However, representatives from the SDWA were concerned about the weekly average impacts, due to channel stagnation during neap tides. Therefore, this evaluation looked at both the monthly average and maximum weekly average impacts. Furthermore, since the model output allows for the flexibility of adjusting effluent wastewater characteristics, this evaluation compared the impacts from the Tracy and MHCSD discharges under different regulatory levels for EC.

The monthly average impacts were estimated using actual measured EC data from 2000 and 2001 upstream and downstream of the Tracy discharge. Using the model results it was possible to calculate the reasonable worst-case EC increases caused by the Tracy discharge downstream of the discharge using actual measured effluent data. The increases by the Tracy discharge only made up a small portion of the difference between actual measured EC upstream and downstream of the discharge, so it was assumed that the remainder of the increases must have been caused by "other sources" of EC (e.g. agricultural activities, groundwater accretions, etc.). The EC increases by these "other sources" represent a minimum increase, because the actual conditions in the south Delta were better than the modeled reasonable worst-case conditions. The increases caused by the Tracy discharge were about an order of magnitude less than the "other sources". The maximum weekly average conditions were also evaluated. The estimated impacts caused by the Tracy discharge were not significantly different than the monthly impacts. Since the model was run with constant inputs (e.g. SJR flow, agricultural inflow/outflow, etc.) the weekly average impacts may be under predicted. In any event, the increase in South Delta salinity caused by Tracy's discharge is small when compared to other sources of salinity. Therefore, even if the weekly average results were off by 50% the Tracy impacts on salinity are still much less than the impacts from "other sources".

The final evaluation was to compare different regulatory levels for EC in the wastewater discharges. If the NPDES permits include WQBELs for EC, it would likely require the construction and operation of reverse osmosis (RO) or similar salt removal technologies for a large portion of the wastewater flows. RO is costly, energy intensive, and

concentrated brines are produced with limited and costly disposal options. By comparing different regulatory levels for EC, we were able to evaluate the difference in EC impacts in Old River at Tracy Blvd. Although the estimated EC in the river may not be 100% accurate, the comparison of different model output is likely accurate. This evaluation showed that requiring WQBELs, compared to limiting the discharge to current levels, did not provide substantial reductions in EC.

At the 4 August 2006 Regional Water Board meeting, staff proposed that the NPDES permits for the City of Tracy and MHCS D require performance-based effluent limitations for EC. The Regional Water Board requested that modeling be performed to better understand the impacts of this regulatory level. The modeling that has been performed shows that the wastewater discharges cause salinity impacts in the south Delta. However, the impacts are small even under reasonable worst-case conditions. In addition, the modeling showed that imposing WQBELs would have little affect on the salinity problem in the south Delta. The information and evaluations presented in this document will be incorporated into documents for further Regional Board consideration of salinity limitations for the Tracy and MHCS D NPDES Permits. .

Attachment A
DSM2 Modeling Scenarios for
City of Tracy and Mountain House CSD (MHCSD) Discharges
20 September 2006

This document provides the necessary information to run the Department of Water Resource's Delta Simulation Model 2 (DSM2) for evaluation of the salinity impacts in the south Delta from the City of Tracy and MHCSD discharges. The modeling input parameters and assumptions, modeling scenarios, and the requested model outputs are identified below. This modeling will not directly predict receiving water salinity. Rather, the assumed 100 $\mu\text{mhos/cm}$ salinity will be used as a tracer, with the model output predicting the volume fraction effluent in the water at a given location. Predicted salinity in the receiving water is then calculated by weighting the fraction of effluent and receiving water with their respective salinities.

Table 1: Input Parameters and Assumptions

Season and Temporary Barriers/Permanent Gates Operations	October-November – All four barriers/gates in place July-August – Only the 3 agricultural barriers/gates in place, HOR open.
San Joaquin River Flow	The flow in the San Joaquin River (SJR) is to be set at 1,000 cfs for all model runs. This represents a reasonable worst-case condition.
WWTP Discharge Flow Rates and EC Concentrations	Each scenario evaluates the affect of the discharges in the near term and at project build-out by varying the discharge flow rate (see Tables 2 and 3). The WWTP effluent EC concentrations are expressed as an increment above the ambient EC. The ambient EC is set to zero and effluent EC set to 100.
SWP and CVP Pumping Operations	Two scenarios for the SWP and CVP export pumping operations to be evaluated, high pumping and low pumping, defined as follows: High Export Pumping: SWP = 6,680 cfs, CVP = 4,600 cfs Low Export Pumping: SWP = 1,500 cfs, CVP = 1,000 cfs
Tracy and MHCSD Outfall Locations	Inputs from the Tracy outfall will be added at Node 55. Inputs from the MHCSD outfall will be added at Node 67.
Head of Old River Inflow	During the October-November period the Head of Old River barrier/gate will be closed. However, some flow is allowed to enter Old River from the SJR and varies based on export pumping rates. Flow output from the Channel downstream of the HOR barrier/gate (Channel 54) will be provided to show the flow entering Old River.
Tidal Inputs	The tidal inputs from July - August and October - November 1985 will be used for the model runs. This represents a reasonable worst-case tidal pattern.

Attachment A
DSM2 Modeling Scenarios for
City of Tracy and Mountain House CSD (MHCSD) Discharges
20 September 2006

Table 2: Scenario 1

October – November SJR Flow at 1,000 cfs				
Model Run	Barrier/Gates Operations	SWP and CVP Pumping Operations	WWTP Discharges	
			Flow	Increment Above Ambient EC
1.1a	(a)	High Pumping	Tracy: 9 mgd	Tracy: 100 µS/cm
1.1b	(a)	High Pumping	MHCSD: 1 mgd	MHCSD: 100 µS/cm
1.2a	(a)	Low Pumping	Tracy: 9 mgd	Tracy: 100 µS/cm
1.2b	(a)	Low Pumping	MHCSD: 1 mgd	MHCSD: 100 µS/cm
1.3a	(b)	High Pumping	Tracy: 16 mgd	Tracy: 100 µS/cm
1.3b	(b)	High Pumping	MHCSD: 5.4 mgd	MHCSD: 100 µS/cm
1.4a	(b)	Low Pumping	Tracy: 16 mgd	Tracy: 100 µS/cm
1.4b	(b)	Low Pumping	MHCSD: 5.4 mgd	MHCSD: 100 µS/cm

(a) Temporary Barriers – Head of Old River Barrier and 3 Agricultural Barriers (w/ notched weirs)

(b) SDIP – Head of Old River gate partially closed and 3 Agricultural Gates

Table 3: Scenario 2

July – August SJR Flow at 1,000 cfs				
Model Run	Barrier/Gates Operations	SWP and CVP Pumping Operations	WWTP Discharges	
			Flow	Increment Above Ambient EC
2.1a	(c)	High Pumping	Tracy: 9 mgd	Tracy: 100 µS/cm
2.1b	(c)	High Pumping	MHCSD: 1 mgd	MHCSD: 100 µS/cm
2.2a	(c)	Low Pumping	Tracy: 9 mgd	Tracy: 100 µS/cm
2.2b	(c)	Low Pumping	MHCSD: 1 mgd	MHCSD: 100 µS/cm
2.3a	(d)	High Pumping	Tracy: 16 mgd	Tracy: 100 µS/cm
2.3b	(d)	High Pumping	MHCSD: 5.4 mgd	MHCSD: 100 µS/cm
2.4a	(d)	Low Pumping	Tracy: 16 mgd	Tracy: 100 µS/cm
2.4b	(d)	Low Pumping	MHCSD: 5.4 mgd	MHCSD: 100 µS/cm

(c) Temporary Barriers – 3 Agricultural Barriers installed

(d) SDIP – Operated with Head of Old River gate open and 3 Agricultural Gates closed

Attachment A
DSM2 Modeling Scenarios for
City of Tracy and Mountain House CSD (MHCSD) Discharges
20 September 2006

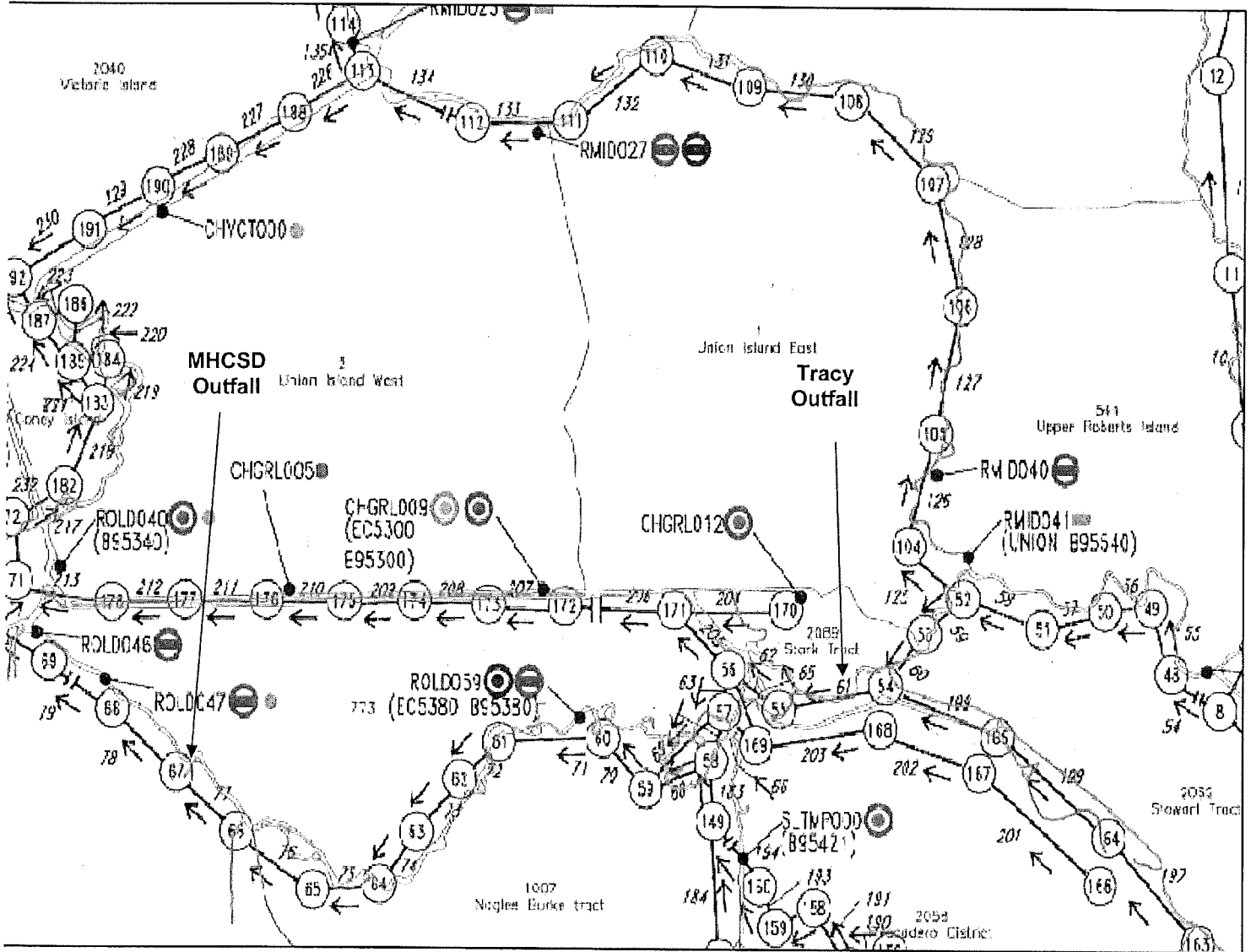
Model Output/Evaluation

- 60-day period to be modeled for each modeling run. The focus will be on the output from the second 30-days to allow the model to be populated. Modeling output includes the following at the selected locations identified in Table 4:
 - Daily average volume fraction of wastewater from Tracy and MHCSD
 - 15-minute river flow and elevation
- The volume fraction of the effluent in the receiving water at the modeled discharge flow rates is presumed to vary directly with the incremental increase of the effluent EC verses the ambient EC. Therefore, increases in ambient EC caused by the effluent discharges can be estimated for multiple effluent and ambient EC concentrations using the output from the model runs.
- Ambient EC increases caused by the Tracy and MHCSD discharges are presumed to be additive.

Table 4: DSM2 Channels to Evaluate

Channel	Location	Significance
61 (upstream end)	Old River	Upstream of Tracy discharge
62 (downstream end)	Old River	Downstream of Tracy discharge
71	Old River	D-1641 Salinity Compliance Location (Tracy Rd. Bridge, C-8)
77 (upstream end)	Old River	Upstream of MHCSD discharge
78 (downstream end)	Old River	Downstream of MHCSD discharge
126	Middle River	D-1641 Salinity Compliance Location (Middle River, P-12)
213 (upstream end)	Grant Line Canal	Downstream of Tracy discharge, near Clifton Court Forebay
206	Grant Line Canal	Downstream of Tracy discharge
1	Clifton Court	Clifton Court Forebay Salinity Compliance Location
216		Channel to CVP Pumps
10	San Joaquin River	Brandt Bridge D-1641 Salinity Compliance Location
80	Old River	Downstream end of Old River at Tracy barrier/gate
54 (downstream end)	Old River	Downstream of Head of Old River barrier/gate
194	Tom Paine Slough	Near large agricultural siphon in Tom Paine Slough

Attachment A
DSM2 Modeling Scenarios for
City of Tracy and Mountain House CSD (MHCS) Discharges
20 September 2006



**Attachment B
DSM2 Modeling Results**

Table B-1: Tracy Discharge with Temporary Barriers (Current Condition)

	Temporary Barriers			
	Tracy Current Discharge (9 mgd)			
	High Exports		Low Exports	
	August	October	August	October
	Monthly Average	Monthly Average	Monthly Average	Monthly Average
Upstream of Tracy Discharge	0.00	0.00	0.00	0.00
Downstream of Tracy Discharge	2.32	3.15	4.43	4.94
Old River at Tracy Blvd	2.37	3.14	0.65	1.13
Upstream of MHCSD Discharge	0.02	2.81	0.99	2.00
Downstream of MHCSD Discharge	0.02	2.61	1.24	2.52
Middle River at Mowery Bridge	0.00	0.00	0.00	0.00
Grant Line Canal Near Tracy Bridge	2.78	3.50	4.59	5.29
Grant Line Canal Near Clifton Court Forebay	2.20	2.74	2.72	3.40
Clifton Court Forebay	0.00	0.00	0.00	0.00
Channel Near CVP Pumps	0.20	0.23	0.80	1.05
SJR at Brandt Bridge	0.00	0.00	0.00	0.00
Downstream of Tracy Barrier	0.03	2.42	0.84	2.46
Downstream of Head of Old River Barrier	0.00	0.00	0.00	0.00
Near Tom Paine Slough	2.70	3.26	1.94	3.46

Table B-2: Tracy Discharge with Permanent Barriers (Future Condition)

	Permanent Gates			
	Tracy Future Discharge (16 mgd)			
	High Exports		Low Exports	
	August	October	August	October
	Monthly Average	Monthly Average	Monthly Average	Monthly Average
Upstream of Tracy Discharge	0.29	0.47	0.23	0.48
Downstream of Tracy Discharge	3.62	4.83	3.29	4.34
Old River at Tracy Blvd	0.10	0.12	1.96	2.77
Upstream of MHCSD Discharge	0.09	0.11	2.24	2.64
Downstream of MHCSD Discharge	0.06	0.08	1.90	2.62
Middle River at Mowery Bridge	0.00	0.00	0.00	0.00
Grant Line Canal Near Tracy Bridge	3.20	4.20	3.21	4.57
Grant Line Canal Near Clifton Court Forebay	2.91	3.30	2.83	3.63
Clifton Court Forebay	0.00	0.00	0.14	0.19
Channel Near CVP Pumps	0.47	0.50	1.56	1.87
SJR at Brandt Bridge	0.00	0.00	0.00	0.00
Downstream of Tracy Barrier	0.05	0.02	1.89	2.62
Downstream of Head of Old River Barrier	0.00	0.00	0.00	0.00
Near Tom Paine Slough	0.85	0.15	1.63	2.48

**Attachment B
DSM2 Modeling Results**

Table B-3: MHCSD Discharge with Temporary Barriers (Current Condition)

	Temporary Barriers MHCSD (1 mgd)			
	High Exports		Low Exports	
	August	October	August	October
	Monthly Average	Monthly Average	Monthly Average	Monthly Average
Upstream of Tracy Discharge	0.00	0.00	0.00	0.00
Downstream of Tracy Discharge	0.00	0.00	0.00	0.00
Old River at Tracy Blvd	0.00	0.00	0.42	1.43
Upstream of MHCSD Discharge	0.36	0.00	0.55	4.18
Downstream of MHCSD Discharge	0.00	2.25	0.00	0.47
Middle River at Mowery Bridge	0.00	0.00	0.00	0.00
Grant Line Canal Near Tracy Bridge	0.00	0.00	0.01	0.00
Grant Line Canal Near Clifton Court Forebay	0.00	0.00	0.01	0.00
Clifton Court Forebay	0.00	0.00	0.00	0.00
Channel Near CVP Pumps	0.00	0.03	0.00	0.00
SJR at Brandt Bridge	0.00	0.00	0.00	0.00
Downstream of Tracy Barrier	0.00	2.16	0.00	0.01
Downstream of Head of Old River Barrier	0.00	0.00	0.00	0.00
Near Tom Paine Slough	0.00	0.00	0.19	0.21

Table B-4 MHCSD Discharge with Permanent Barriers (Future Condition)

	Permanent Gates MHCSD Future Discharge (5.4 mgd)			
	High Exports		Low Exports	
	August	October	August	October
	Monthly Average	Monthly Average	Monthly Average	Monthly Average
Upstream of Tracy Discharge	0.00	0.00	0.00	0.00
Downstream of Tracy Discharge	0.03	0.21	0.25	0.73
Old River at Tracy Blvd	1.39	3.04	1.45	2.55
Upstream of MHCSD Discharge	1.23	3.03	1.60	2.75
Downstream of MHCSD Discharge	0.00	0.02	0.21	0.64
Middle River at Mowery Bridge	0.00	0.00	0.00	0.00
Grant Line Canal Near Tracy Bridge	0.17	0.82	0.40	1.08
Grant Line Canal Near Clifton Court Forebay	0.11	0.58	0.31	0.87
Clifton Court Forebay	0.00	0.00	0.01	0.04
Channel Near CVP Pumps	0.02	0.09	0.17	0.46
SJR at Brandt Bridge	0.00	0.00	0.00	0.00
Downstream of Tracy Barrier	0.00	0.00	0.21	0.64
Downstream of Head of Old River Barrier	0.00	0.00	0.00	0.00
Near Tom Paine Slough	1.02	2.97	1.48	2.66

**Attachment B
DSM2 Modeling Results**

Table B-5: Tracy Discharge with Temporary Barriers (Current Condition)

	Temporary Barriers			
	Tracy Current Discharge (9 mgd)			
	High Exports		Low Exports	
	August	October	August	October
	Maximum Weekly	Maximum Weekly	Maximum Weekly	Maximum Weekly
Upstream of Tracy Discharge	0.00	0.00	0.00	0.00
Downstream of Tracy Discharge	2.65	3.41	4.91	5.88
Old River at Tracy Blvd	2.50	3.43	1.01	1.18
Upstream of MHCS D Discharge	0.02	3.22	1.40	2.30
Downstream of MHCS D Discharge	0.04	3.03	1.62	2.81
Middle River at Mowery Bridge	0.00	0.00	0.00	0.00
Grant Line Canal Near Tracy Bridge	3.07	3.66	5.03	5.53
Grant Line Canal Near Clifton Court Forebay	2.35	2.91	2.97	3.71
Clifton Court Forebay	0.00	0.00	0.00	0.00
Channel Near CVP Pumps	0.25	0.28	1.03	1.17
SJR at Brandt Bridge	0.00	0.00	0.00	0.00
Downstream of Tracy Barrier	0.05	2.84	1.30	2.89
Downstream of Head of Old River Barrier	0.00	0.00	0.00	0.00
Near Tom Paine Slough	2.97	3.40	2.14	3.82

Table B-6: Tracy Discharge with Permanent Barriers (Future Condition)

	Temporary Barriers			
	Tracy Current Discharge (16 mgd)			
	High Exports		Low Exports	
	August	October	August	October
	Maximum Weekly	Maximum Weekly	Maximum Weekly	Maximum Weekly
Upstream of Tracy Discharge	0.49	0.75	0.38	0.70
Downstream of Tracy Discharge	3.86	5.33	3.45	4.69
Old River at Tracy Blvd	0.12	0.14	2.14	3.05
Upstream of MHCS D Discharge	0.12	0.16	2.35	2.92
Downstream of MHCS D Discharge	0.13	0.17	2.38	3.19
Middle River at Mowery Bridge	0.00	0.00	0.00	0.00
Grant Line Canal Near Tracy Bridge	3.70	4.82	3.57	4.85
Grant Line Canal Near Clifton Court Forebay	3.36	3.64	3.05	3.82
Clifton Court Forebay	0.00	0.00	0.16	0.22
Channel Near CVP Pumps	0.51	0.55	1.66	2.03
SJR at Brandt Bridge	0.00	0.00	0.00	0.00
Downstream of Tracy Barrier	0.09	0.04	2.30	3.29
Downstream of Head of Old River Barrier	0.00	0.00	0.00	0.00
Near Tom Paine Slough	1.34	0.17	2.04	2.77

**Attachment B
DSM2 Modeling Results**

Table B-7: MHCSD Discharge with Temporary Barriers (Current Condition)

	Temporary Barriers MHCSD (1 mgd)			
	High Exports		Low Exports	
	August	October	August	October
	Maximum Weekly	Maximum Weekly	Maximum Weekly	Maximum Weekly
Upstream of Tracy Discharge	0.00	0.00	0.00	0.00
Downstream of Tracy Discharge	0.00	0.00	0.01	0.01
Old River at Tracy Blvd	0.00	0.00	0.48	2.20
Upstream of MHCSD Discharge	0.45	0.00	0.63	4.77
Downstream of MHCSD Discharge	0.00	2.65	0.01	0.60
Middle River at Mowery Bridge	0.00	0.00	0.00	0.00
Grant Line Canal Near Tracy Bridge	0.00	0.00	0.02	0.01
Grant Line Canal Near Clifton Court Forebay	0.00	0.00	0.01	0.00
Clifton Court Forebay	0.00	0.00	0.00	0.00
Channel Near CVP Pumps	0.00	0.04	0.00	0.00
SJR at Brandt Bridge	0.00	0.00	0.00	0.00
Downstream of Tracy Barrier	0.00	2.57	0.00	0.01
Downstream of Head of Old River Barrier	0.00	0.00	0.00	0.00
Near Tom Paine Slough	0.00	0.00	0.26	0.27

Table B-8 MHCSD Discharge with Permanent Barriers (Future Condition)

	Temporary Barriers MHCSD (5.4 mgd)			
	High Exports		Low Exports	
	August	October	August	October
	Maximum Weekly	Maximum Weekly	Maximum Weekly	Maximum Weekly
Upstream of Tracy Discharge	0.00	0.00	0.00	0.00
Downstream of Tracy Discharge	0.05	0.27	0.28	0.80
Old River at Tracy Blvd	1.69	3.52	1.57	2.81
Upstream of MHCSD Discharge	1.74	4.80	1.91	3.38
Downstream of MHCSD Discharge	0.01	0.03	0.30	0.78
Middle River at Mowery Bridge	0.00	0.00	0.00	0.00
Grant Line Canal Near Tracy Bridge	0.25	0.95	0.43	1.20
Grant Line Canal Near Clifton Court Forebay	0.15	0.69	0.34	0.94
Clifton Court Forebay	0.00	0.00	0.02	0.05
Channel Near CVP Pumps	0.03	0.12	0.20	0.52
SJR at Brandt Bridge	0.00	0.00	0.00	0.00
Downstream of Tracy Barrier	0.00	0.01	0.29	0.81
Downstream of Head of Old River Barrier	0.00	0.00	0.00	0.00
Near Tom Paine Slough	1.40	3.50	1.66	2.91

**Attachment B
DSM2 Modeling Results**

Table B-9 – Modeled Electrical Conductivity

Tracy Discharge (Temporary Barriers)	Ambient EC		600umhos/cm	
	Tracy Effluent EC		1600umhos/cm	
	Tracy Discharge Flow		9.0mgd	
	High Exports		Low Exports	
	August Average EC	October Average EC	August Average EC	October Average EC
Upstream of Tracy Discharge	600	600	600	600
Downstream of Tracy Discharge	623	632	644	649
Old River at Tracy Blvd (D-1641)	624	631	606	611
Upstream of MHCSD Discharge	600	628	610	620
Downstream of MHCSD Discharge	600	626	612	625
Middle River at Mowery Bridge (D-1641)	600	600	600	600
Grant Line Canal Near Tracy Bridge	628	635	646	653
Grant Line Canal Near Clifton Court Forebay	622	627	627	634
Clifton Court Forebay	600	600	600	600
Channel Near CVP Pumps	602	602	608	611
SJR at Brandt Bridge (D-1641)	600	600	600	600
Downstream of Tracy Barrier	600	624	608	625
Downstream of Head of Old River Barrier	600	600	600	600
Near Tom Paine Slough	627	633	619	635

Table B-10 – Modeled Electrical Conductivity

Tracy Discharge (Permanent Gates)	Ambient EC		600umhos/cm	
	Tracy Effluent EC		1000umhos/cm	
	Tracy Discharge Flow		16.0mgd	
	High Exports		Low Exports	
	August Average EC	October Average EC	August Average EC	October Average EC
Upstream of Tracy Discharge	601	602	601	602
Downstream of Tracy Discharge	614	619	613	617
Old River at Tracy Blvd (D-1641)	600	600	608	611
Upstream of MHCSD Discharge	600	600	609	611
Downstream of MHCSD Discharge	600	600	608	610
Middle River at Mowery Bridge (D-1641)	600	600	600	600
Grant Line Canal Near Tracy Bridge	613	617	613	618
Grant Line Canal Near Clifton Court Forebay	612	613	611	615
Clifton Court Forebay	600	600	601	601
Channel Near CVP Pumps	602	602	606	607
SJR at Brandt Bridge (D-1641)	600	600	600	600
Downstream of Tracy Barrier	600	600	608	610
Downstream of Head of Old River Barrier	600	600	600	600
Near Tom Paine Slough	603	601	607	610

**Attachment B
DSM2 Modeling Results**

Table B-11 – Modeled Electrical Conductivity

MHCS D Discharge (Temporary Barriers)	Ambient EC		600umhos/cm	
	MHCS D Effluent EC		1000umhos/cm	
	MHCS D Discharge Flow		3.0mgd	
	High Exports		Low Exports	
	August Average EC	October Average EC	August Average EC	October Average EC
Upstream of Tracy Discharge	600	600	600	600
Downstream of Tracy Discharge	600	600	600	600
Old River at Tracy Blvd (D-1641)	600	600	605	617
Upstream of MHCS D Discharge	604	600	607	650
Downstream of MHCS D Discharge	600	627	600	606
Middle River at Mowery Bridge (D-1641)	600	600	600	600
Grant Line Canal Near Tracy Bridge	600	600	600	600
Grant Line Canal Near Clifton Court Forebay	600	600	600	600
Clifton Court Forebay	600	600	600	600
Channel Near CVP Pumps	600	600	600	600
SJR at Brandt Bridge (D-1641)	600	600	600	600
Downstream of Tracy Barrier	600	626	600	600
Downstream of Head of Old River Barrier	600	600	600	600
Near Tom Paine Slough	600	600	602	603

Table B-12 – Modeled Electrical Conductivity

MHCS D Discharge (Permanent Gates)	Ambient EC		600umhos/cm	
	MHCS D Effluent EC		1000umhos/cm	
	MHCS D Discharge Flow		5.4mgd	
	High Exports		Low Exports	
	August Average EC	October Average EC	August Average EC	October Average EC
Upstream of Tracy Discharge	600	600	600	600
Downstream of Tracy Discharge	600	601	601	603
Old River at Tracy Blvd (D-1641)	606	612	606	610
Upstream of MHCS D Discharge	605	612	606	611
Downstream of MHCS D Discharge	600	600	601	603
Middle River at Mowery Bridge (D-1641)	600	600	600	600
Grant Line Canal Near Tracy Bridge	601	603	602	604
Grant Line Canal Near Clifton Court Forebay	600	602	601	603
Clifton Court Forebay	600	600	600	600
Channel Near CVP Pumps	600	600	601	602
SJR at Brandt Bridge (D-1641)	600	600	600	600
Downstream of Tracy Barrier	600	600	601	603
Downstream of Head of Old River Barrier	600	600	600	600
Near Tom Paine Slough	604	612	606	611

**Attachment B
DSM2 Modeling Results**

Table B-13 – Modeled Electrical Conductivity

Combined Tracy and MHCS D Discharges (Temporary Barriers)	MHCS D Effluent EC		1000umhos/cm	
	MHCS D Discharge Flow		3.0mgd	
Ambient EC 600umhos/cm	Tracy Effluent EC		1600umhos/cm	
	Tracy Discharge Flow		10.8mgd	
	High Exports		Low Exports	
	August Average EC	October Average EC	August Average EC	October Average EC
Upstream of Tracy Discharge	600	600	600	600
Downstream of Tracy Discharge	628	638	653	659
Old River at Tracy Blvd (D-1641)	628	638	613	631
Upstream of MHCS D Discharge	605	634	619	674
Downstream of MHCS D Discharge	600	658	615	636
Middle River at Mowery Bridge (D-1641)	600	600	600	600
Grant Line Canal Near Tracy Bridge	633	642	655	664
Grant Line Canal Near Clifton Court Forebay	626	633	633	641
Clifton Court Forebay	600	600	600	600
Channel Near CVP Pumps	602	603	610	613
SJR at Brandt Bridge (D-1641)	600	600	600	600
Downstream of Tracy Barrier	600	655	610	630
Downstream of Head of Old River Barrier	600	600	600	600
Near Tom Paine Slough	632	639	626	644

Table B14 – Modeled Electrical Conductivity (Permanent Gates)

Combined Tracy and MHCS D Discharges (Permanent Gates)	MHCS D Effluent EC		1000umhos/cm	
	MHCS D Discharge Flow		5.4mgd	
Ambient EC 600umhos/cm	Tracy Effluent EC		1000umhos/cm	
	Tracy Discharge Flow		16mgd	
	High Exports		Low Exports	
	August Average EC	October Average EC	August Average EC	October Average EC
Upstream of Tracy Discharge	601	602	601	602
Downstream of Tracy Discharge	615	620	614	620
Old River at Tracy Blvd (D-1641)	606	613	614	621
Upstream of MHCS D Discharge	605	613	615	622
Downstream of MHCS D Discharge	600	600	608	613
Middle River at Mowery Bridge (D-1641)	600	600	600	600
Grant Line Canal Near Tracy Bridge	613	620	614	623
Grant Line Canal Near Clifton Court Forebay	612	616	613	618
Clifton Court Forebay	600	600	601	601
Channel Near CVP Pumps	602	602	607	609
SJR at Brandt Bridge (D-1641)	600	600	600	600
Downstream of Tracy Barrier	600	600	608	613
Downstream of Head of Old River Barrier	600	600	600	600
Near Tom Paine Slough	607	612	612	621

EDMUND G. BROWN JR.
GOVERNORMATTHEW RODRIGUEZ
SECRETARY FOR
ENVIRONMENTAL PROTECTION

State Water Resources Control Board

June 10, 2015

VIA ELECTRONIC AND REGULAR MAIL

Martha Lennihan
 LENNIHAN LAW, APC
 1661 Garden Highway, Suite 102
 Sacramento, CA 95833
mlennihan@lennihan.net

Jeanne Zolezzi
 Herum Crabtree Suntag
 5757 Pacific Ave, Suite 222
 Stockton, CA 95207
izolezzi@herumcrabtree.com

RE: WEST SIDE IRRIGATION DISTRICT AND CITY OF TRACY TREATED WASTEWATER

Dear Ms. Lennihan and Ms. Zolezzi:

This letter provides discussion and analysis on behalf of the Division of Water Rights (Division) and the Delta Watermaster relative to issues raised by you on behalf of the City of Tracy (City) and West Side Irrigation District (WSID), regarding the City's sale of treated wastewater to WSID through Old River.

The Division and the Delta Watermaster have been in discussions with the City and WSID regarding the regulatory obligations with respect to the wastewater sale. The Division has concluded that either the City or WSID must demonstrate a valid basis of right to allow WSID to divert the wastewater despite the notice of insufficiency of water at WSID's licensed priority, and that the City must obtain State Water Resources Control Board (State Water Board) approval for the change in place and purpose of use of the wastewater pursuant to Water Code section 1211. The City and WSID disagree.

Background

The City operates a wastewater treatment plant and discharges approximately 9 million gallons per day (mgd), which is equivalent to 14 cubic feet per second (cfs), into Old River in San Joaquin County. WSID holds water right License 1381 (Application 301), which was issued on September 29, 1933, with a priority date of April 17, 1916. License 1381 authorizes WSID to divert up to 82.5 cfs from Old River. The City discharges into Old River upstream from WSID's point of diversion such that wastewater likely reaches WSID's diversion. The State Water Board issued notice of insufficient water supply at License 1381's priority (along with all other post-1914 rights) due to drought conditions in 2014, and again in 2015 pursuant to the April 23, 2015, San Joaquin River Watershed Curtailment Notice (Curtailment Notice).¹

The City apparently obtains water supplies from three sources: 1) South San Joaquin Irrigation District (SSJID) water delivered from the Stanislaus River (typically the vast majority of the City's supply); 2) U.S. Bureau of Reclamation (Reclamation) water delivered from the Delta-

¹ http://www.waterboards.ca.gov/waterrights/water_issues/programs/drought/docs/sjrq_2015_curtail.pdf

Mendota Canal; and 3) local groundwater wells (typically the smallest portion of the City's supply). Thus, the City's wastewater discharges are foreign in source and/or foreign in time to the Old River flow, and subject to appropriation.²

The City generally abandons the wastewater into Old River, where it is appropriated by WSID and presumably others downstream. However, in response to drought curtailments in 2014 and 2015, the City and WSID each year entered into a Wastewater Revocable License Agreement (Agreement) whereby the City apparently agreed to sell its wastewater discharges to WSID. Under the Agreement, the City would continue to discharge into Old River, and WSID would divert an equivalent amount at its License 1381 point of diversion.

The City does not have a valid basis of right to divert the wastewater at WSID

The City and WSID both claim that background legal principles regarding recapture of foreign and developed water allow the City to cease abandoning its wastewater and sell it to WSID free from regulation by the State Water Board. Such principles may apply (subject to Water Code section 1211, discussed below) if the City itself appropriates all or some portion of its water supply under its own right. But the City holds no appropriative rights, and obtains all or nearly all of its water through contract deliveries from SSJID and Reclamation.³

Water Code section 1210 grants the City the exclusive right to the treated wastewater as against anyone who supplied the City with that water, unless otherwise provided by an agreement between the supplier and the City.⁴ But section 1210 does not grant the City the right to divert that wastewater once it has been discharged into the stream. The City must demonstrate its own basis of right.

In response to a potential basis of right for the City to divert its wastewater discharges, we note that Water Code section 1485 allows public wastewater dischargers to the San Joaquin River to file an application for an appropriative permit to divert or sell the equivalent of their own wastewater flows downstream.⁵ However, by its terms, section 1485 is inapplicable to the City

² The NPDES Permit (CA0079154) for the City's Wastewater Treatment Plant notes that the City also accepts up to 850,000 gallons per day (about 1.3 cfs) of industrial food processing wastewater from Leprino Foods Company. It is unclear whether Leprino still discharges this amount into the Wastewater Treatment Plant, or whether Leprino's supplies are foreign to Old River. All of the City's discharges are presumed foreign for this analysis.

³ It is unclear to what extent the City has relied on its own developed groundwater supplies in 2014 and 2015, but in recent years the City's groundwater pumping apparently comprises less than 10% of the City's overall supplies.

⁴ For purposes of this analysis, we have not examined the water supply contracts between the City and SSJID and between the City and Reclamation. However, we note that some Central Valley Project (CVP) water supply contracts include a provision under which Reclamation claims rights to return flows from the beneficial use of CVP water.

⁵ Section 1485 provides, in relevant part: "Any municipality ... operating waste disposal plants ... disposing [wastewater] in the San Joaquin River may file an application for a permit to appropriate an equal amount of water, less diminution by seepage, evaporation, transpiration or other natural causes between the point of discharge and the point of recovery, downstream from said disposal plant and out of the San Joaquin River or the Sacramento-San Joaquin Delta. A permit to appropriate such amount of water may be granted by the board upon such terms and conditions as in the board's judgment are necessary for the

because the City's point of wastewater discharge is to Old River, not to the San Joaquin River. In any case, the City has never sought a permit under section 1485 and so could not support the purported current diversion of its wastewater discharges under that provision, even if it were applicable.

WSID does not have a valid basis of right to divert the wastewater at WSID

WSID's License 1381 predates most and probably all of the City's wastewater discharges, so there is no basis to argue that WSID's right is premised in any part on the availability of the City's wastewater flows. Neither is License 1381 in any way predicated on section 1485.

Certainly, WSID can and apparently often does legally divert the City's abandoned wastewater flows along with natural flows and perhaps other abandoned flows in Old River. But this year, the Board issued notice that there is insufficient water in the system to support post-1914 priorities, including the priority of License 1381, and WSID has no other currently applicable water right to support continuing diversion under current hydrological circumstances.⁶

The City and WSID claim that the notice of insufficient water supply does not apply to diversions of discharged treated wastewater, and thus License 1381 should not be curtailed to the extent that WSID diverts the City's discharges. However, the Curtailment Notice does not exempt permits or licenses that might allow or result in diversions of some foreign water. The Curtailment Notice has only limited exceptions, which are not applicable here (e.g., stored water releases and hydropower diversions).

Water Code section 1211 applies even if either party has a valid basis of right

Consistent with traditional principles regarding the protection of downstream water rights holders and instream beneficial uses with respect to return flows, "the owner of any wastewater treatment plant shall obtain approval of the board" before making any change in "point of discharge, place of use, or purpose of use of treated wastewater...." (Water Code §1211, subd. (a).) The Board reviews such proposed changes to prevent injury to legal users of water. (*Id.*) Although downstream appropriators can neither compel the continued discharge of foreign water, nor claim legal injury if the importer recaptures or reclaims the return flow or sells it to another user,⁷ these background principles do not obviate section 1211(a).

Water Code section 1211, subdivision (b) provides an exception where "changes in the discharge or use of treated wastewater ... do not result in decreasing the flow in any portion of a watercourse." But section 1211(b) is inapplicable here. The City's decision to cease abandoning the wastewater in order to sell it to WSID is a change in the place of use and purpose of use of the treated wastewater. WSID's diversion of the wastewater decreases the flow downstream, particularly considering that WSID's sole water right is subject to the Curtailment Notice.

protection of the rights of others. Water so appropriated may be sold or utilized for any beneficial purpose...."

⁶ Although we are aware that WSID has a CVP contract, limited water availability prompted Reclamation to announce zero allocation under the contract for 2015.

⁷ *City of Los Angeles v. City of San Fernando*, 537 P.2d 1250, 1295 (Cal. 1975); *Haun v. De Vaurs*, 218 P.2d 996, 998 (Cal. 1950); *Stevens v. Oakdale Irrigation Dist.*, 90 P.2d 58, 62 (Cal. 1939).

Martha Lennihan
Jeanne Zolezzi

-2-

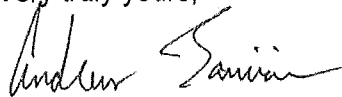
June 9, 2015

The City must obtain Board approval under section 1211 in order to implement the Agreement with WSID.

The Division and the Delta Watermaster are sympathetic to WSID's plight, and we appreciate the efforts the City has made on WSID's behalf. However, the City and WSID must comply with the Water Code. Failure to comply with the Water Code provisions may result in enforcement action against either the City or WSID, or both.

If you have any questions or comments regarding this letter, please feel free to contact me at (916) 341-5445, or by email at Andrew.Tauriainen@waterboards.ca.gov. The Division of Water Rights staff person monitoring the City of Tracy wastewater issues is Kathryn Bare. Ms. Bare can be contacted at (916) 341-5375 or by email at kathy.bare@waterboards.ca.gov. Written correspondence should be addressed to Ms. Bare at the following address: State Water Resources Control Board, Division of Water Rights, attn: Kathryn Bare, P.O. Box 100, Sacramento, CA 95814.

Very truly yours,



Andrew P. Tauriainen
Attorney III
Office of Enforcement

cc [Via E-Mail Only]

Karna Harrigfeld
(kharrigfeld@herumcrabtree.com)

Michael George
(Michael.George@waterboards.ca.gov)

Kathy Mrowka
(Kathy.Mrowka@waterboards.ca.gov)

Troy Brown, City of Tracy
(cm@ci.tracy.ca.us)

Kathy Bare
(Kathy.Bare@waterboards.ca.gov)

AGENDA ITEM 5

REQUEST

PUBLIC HEARING TO CONSIDER AN EXTENSION OF THE DEVELOPMENT REVIEW PERMITS FOR TWO ADJACENT RESIDENTIAL APARTMENT PROJECTS: (1) THE 184-UNIT VALPICO APARTMENTS (ON APPROXIMATELY 8.75-ACRES LOCATED ON THE NORTH SIDE OF VALPICO ROAD, ADJACENT TO THE RITE AID STORE, NORTHEAST OF THE INTERSECTION OF VALPICO ROAD AND GLENBRIAR DRIVE, ASSESSOR'S PARCEL NUMBERS 246-140-13 AND 14, APPLICATION NUMBER D12-0004) AND (2) THE 60-UNIT MACDONALD APARTMENTS (ON APPROXIMATELY 2.87 ACRES LOCATED ON THE NORTH SIDE OF VALPICO ROAD, NORTHWEST OF THE INTERSECTION OF VALPICO ROAD AND GLENBRIAR DRIVE, ASSESSOR'S PARCEL NUMBER 246-140-12, APPLICATION NUMBER D12-0006)

EXECUTIVE SUMMARY

The request is to extend the Development Review Permit applications, by two years, for the 184-unit Valpico Apartment Project and the 60-unit MacDonald Apartment Project. The projects are on adjacent sites, approximately 11.62 acres, on the north side of Valpico Road at Glenbriar Drive, adjacent to the existing Rite Aid store. Staff recommends approval of a two-year extension, to February 14, 2017.

DISCUSSION

Background and Project Description

On December 18, 2012, the City Council approved the Valpico Apartments and MacDonald Apartments projects. The approvals became effective on February 14, 2013, after the second reading of the ordinances related to zoning of the Valpico Apartments site and off-street parking for the MacDonald Apartments project. Development review permits expire after two years, unless prior to expiration, the developer obtains a building permit for the project or requests an extension. Prior to expiration, the developers of the two projects requested a two-year extension, to February 14, 2017. The approval body for the Development Review permits (in this case, the City Council) may approve an extension for up to three years if it finds there are no substantial changes in the project or in the circumstances, City policies, standards or law that affect the approval.

The Valpico Apartments project include the construction of 184 units on approximately 8.75 acres adjacent to the Rite Aid store on the north side of Valpico Road, east of MacArthur Drive (Exhibit I).

The MacDonald Apartments project includes 60 units on approximately 2.87 acres, adjacent and to the west of the Valpico Apts project site (Exhibit I).

When the projects were approved in 2012, the Valpico Apartments project included a General Plan amendment, both included rezoning applications, and both included Tracy

Municipal Code amendments. A Negative Declaration for the Valpico Apartments project was approved; and the MacDonald Apartments project did not require additional CEQA review.

The General Plan amendment, rezonings, and Tracy Municipal Code amendments (of these projects) were finalized with the actions in 2012, and are not subject to expiration. The General Plan designation and zoning of the two adjacent sites are Residential High and High Density Residential, respectively. The only component of the projects subject to expiration is the Development Review permit for each project. Development Review is the permit through which the project obtains approval for architecture, site plan, parking, landscaping, utility connections, and other design elements.

For reference, both of the projects' December 18, 2012, City Council staff reports and the City Council meeting minutes are attached (Exhibit II and Exhibit III) and contain more detailed descriptions of the projects.

Land Use and Design Characteristics Summary

The land use, density, circulation, landscaping, public utilities, and other design issues of the projects are consistent with the General Plan and zoning designations of these two adjacent sites, and with other City standards. These multi-family projects are proposed at approximately 21 dwelling units per acre. The High Density Residential Zone, by comparison, allows from 12.1 to 25 dwelling units per acre.

Characteristics that help make this location more suitable for high-density housing are its proximity to nearby retail uses and direct access to arterial streets (Valpico Road and MacArthur Drive). Project design elements that formed the basis for approving the application in 2012 have not changed. The projects have usable open space exceeding City standards, ten-foot wide additional bike/pedestrian pathway along the Valpico Road frontage, depressed topography of the site (compared with grades of Valpico Road and surrounding property) which will deemphasize the height of the three-story buildings, and architectural compliance with the City's Design Goals and Standards.

CEQA Documentation

In accordance with the California Environmental Quality Act (CEQA) Guidelines, on December 18, 2012, the City Council adopted a Mitigated Negative Declaration for the Valpico Apartments project; and determined that the MacDonald Apartments project does not need additional CEQA documentation, in accordance with Guidelines Section 15183, because the project is consistent with the development density analyzed in the General Plan Environmental Impact Report.

STRATEGIC PLANS

Extension of the apartment projects Development Review permit does directly relate to the City Council's Strategic Plans.

FISCAL IMPACT

This agenda item does not require any specific expenditure from the General Fund. Project application processing fees help defray City costs to review and process this application.

RECOMMENDATION

Staff recommends that the City Council approve a two-year extension for the Valpico and MacDonald Apartment projects, Development Review Application Numbers D12-0004 and D12-0006, respectively.

Prepared by: Alan Bell, Interim Assistant Development Services Director

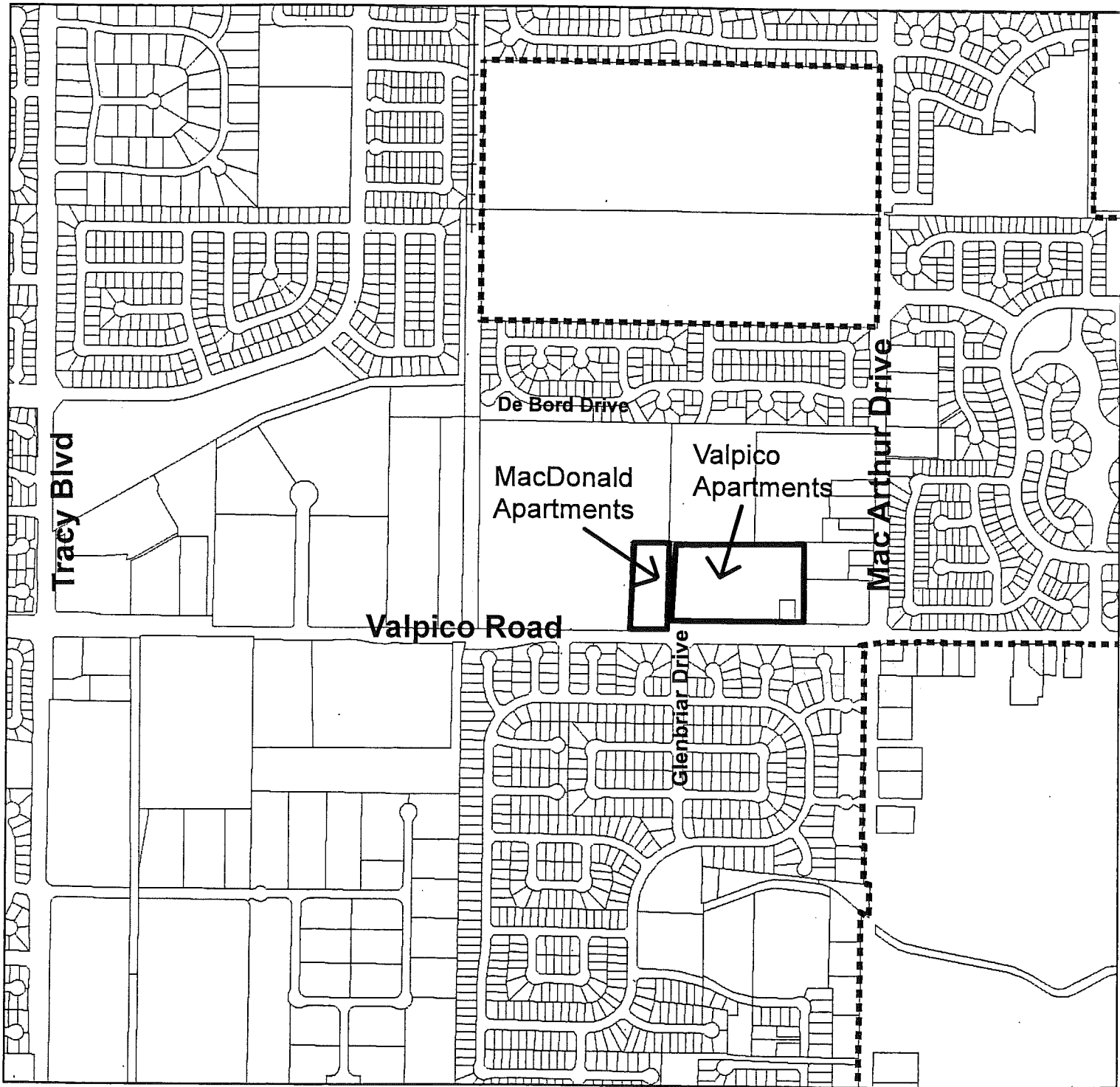
Reviewed by: Bill Dean, Interim Development Services Director
Andrew Malik, Interim Assistant City Manager

Approved by: Troy Brown, City Manager

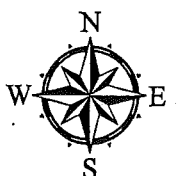
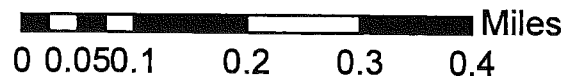
ATTACHMENTS

- Exhibit I – Location Map
- Exhibit II – December 18, 2012 City Council Staff Reports (Valpico Apartments)
with Attachments
- Exhibit III – December 18, 2012 City Council Staff Report (MacDonald Apartments)
with Attachments
- Exhibit IV - December 18, 2012 City Council Minutes

Valpico Apartments and MacDonald Apartments Sites



 City Limits



December 18, 2012

AGENDA ITEM 4

REQUEST

PUBLIC HEARING TO CONSIDER A 184-UNIT RESIDENTIAL APARTMENT PROJECT (“VALPICO APARTMENTS”), INCLUDING PARKING AND RELATED ON-SITE IMPROVEMENTS ON APPROXIMATELY 8.75 ACRES LOCATED ON THE NORTH SIDE OF VALPICO ROAD, NORTHEAST OF THE INTERSECTION OF VALPICO ROAD AND GLENBRIAR DRIVE, 501 E. VALPICO ROAD (FORMERLY 2795 S. MACARTHUR DRIVE), ASSESSOR’S PARCEL NUMBERS 246-140-13 AND 14. THE PROJECT INCLUDES A GENERAL PLAN AMENDMENT FROM COMMERCIAL TO RESIDENTIAL HIGH (GPA12-0001), REZONING FROM COMMUNITY SHOPPING CENTER TO HIGH DENSITY RESIDENTIAL (R12-0001), ZONING REGULATIONS AMENDMENT REGARDING THE MINIMUM DISTANCE BETWEEN MAIN BUILDINGS ON A SITE (TRACY MUNICIPAL CODE SECTION 10.08.1610(d)) (ZA12-0004), AND DEVELOPMENT REVIEW APPROVAL FOR THE APARTMENT PROJECT (D12-0004). A MITIGATED NEGATIVE DECLARATION AND MITIGATION MONITORING PROGRAM, PREPARED IN ACCORDANCE WITH THE CALIFORNIA ENVIRONMENTAL QUALITY ACT, ARE PROPOSED FOR ADOPTION. THE APPLICANT IS ERIC TAYLOR, SOMIS INVESTMENTS.

EXECUTIVE SUMMARY

The request is to approve a 184-unit, residential apartment project located at the northeast corner of Valpico Road and Glenbriar Drive. Staff and the Planning Commission recommend approval of the Project.

DISCUSSIONBackground

The subject property (Attachment A) was annexed to the City of Tracy in 1994 and designated Commercial (and zoned Community Shopping Center – CS) at that time, along with adjacent parcels, in anticipation of providing retail and commercial services to the growing residential neighborhoods in this southeast quadrant of the City. Attachments B and C are excerpts from the current General Plan and Zoning maps of the site. A commercial project was approved for the site in 2005, with approximately 100,000 square feet of commercial space and a 36,000 square foot grocery store. This commercial project was never constructed. The entire CS site includes approximately 13 acres and incorporates the subject property and the four parcels between the subject property and MacArthur Drive. The Rite Aid store, at the northwest corner of Valpico Road and MacArthur Drive was constructed in 2008. The other three parcels of the CS Zone each contain a single-family home, constructed prior to annexation to the City.

Project Description

The proposal is to construct a 184-unit, multi-family residential project on approximately 8.75 acres. The Project consists of seven, three-story apartment buildings with 24 units each, plus 16 townhouse-style units in six building of two stories each (Attachment E).

No subdivision is proposed at this time; all units will be rental apartments. The project will also include a leasing office in the triplex townhouse building near the mailbox kiosk at the southeast corner of the site.

The townhouse units are located in buildings of two, three, and four units at the southeast corner of the site. The townhouse units will be constructed on the same grade as Valpico Road, with the building fronts oriented toward Valpico Road to establish a more residential, pedestrian-oriented presence along the Project's Valpico Road frontage.

The remaining buildings, numbered 1 through 7 on Attachment E, will be located on lower grades than the townhouses, following the existing topography of the site. The site slopes from its southeast corner to its northwest corner, experiencing an approximately 15-foot grade difference from the highest spot (nearly level with Valpico Road) to its lowest point. The developer intends to retain much of the existing grade (unless engineered fill becomes available at an economically available price) resulting in a significant grade difference between Valpico Road and the apartment buildings in the center and west portions of the site. The ground floor of buildings 1 and 7 will be approximately ten feet below the Valpico Road grade. Cross section drawings of the site illustrating the on-site grade changes are contained in Attachment F. The result will be that pedestrians and motorists along Valpico Road will effectively see the apartments as two-story buildings, as the ground floor will be below the grade of Valpico Road. The parking spaces and drive aisle between Valpico Road and the apartment buildings will also be lower than the Valpico Road grade, resulting in a view of the buildings' architecture and site landscaping less obstructed by parked vehicles and carports.

The seven apartment buildings will consist of one and two bedroom units, and the townhouse units will contain one-bedroom and three bedroom units (Attachment G). Altogether, there will be 89, one-bedroom units; 84, two-bedroom units; and 11, three-bedroom units. The apartments range in size from approximately 900 square feet to nearly 2,000 square feet for the largest townhouse units.

City zoning regulations require 1.5 off-street parking spaces for each one-bedroom unit and two parking spaces for each unit with two or more bedrooms, plus one guest space for every five units. Therefore, the entire 184-unit project is required to provide 360 off-street parking spaces. The project meets the City's standard by providing 361 spaces. Carports will provide covers for 184 of the parking spaces. Attachment H identifies the proposed design of the carports (as well as the design for the proposed pool building, described below).

The applicant has submitted two different exterior elevations of the buildings (Attachment I). Both versions include tile roofs, decorative window trim and shutters, and vertical and horizontal relief to create a high-quality architectural design. The developer is seeking approval of both versions so he can choose one version or the other at the time of construction. Both versions meet City standards, are of equally high quality for this site. City staff and the Planning Commission have recommended that both versions be approved so the developer may decide which version to construct at the time of building permit application.

Single-family homes constructed prior to annexation to the City exist adjacent to the north and east of the Project site. A tentative subdivision map ("Tiburon Village") for approximately 100 homes was approved several years ago on the approximately 20-acre property adjacent to the north. No grading or other improvements for that project have yet begun.

Adjacent to the west is a 2.87-acre site containing one single-family home. On that site is a proposed 60-unit apartment project called MacDonald Apartments. Attachment J contains a composite site plan which includes both the proposed Valpico Apartments Project and the proposed MacDonald Apartments project. The MacDonald Apartments project is also scheduled for City Council consideration on this agenda.

General Plan Amendment/Rezoning

As indicated above, the project consists of four separate applications: (1) a General Plan Amendment from Commercial to Residential High, (2) rezoning from Community Shopping Center (CS) to High Density Residential (HDR), (3) Tracy Municipal Code Amendment regarding the required minimum distance between main buildings on a site, and (4) Development Review approval for the project.

The site's current commercial General Plan and zoning (Attachments B and C) were established by the City Council in 1994 when the site was annexed. After that time, as nearby residential neighborhoods grew, the Raley's shopping center site obtained commercial zoning and was constructed at the northeast corner of Valpico Road and Tracy Boulevard, less than one mile west of the subject property. Real Estate professionals and commercial developers have reported to City staff that the proximity of the Raley's center will prevent a similar commercial shopping center from locating at this site because of the limited number of houses (i.e., customers) that could ever be constructed in the vicinity.

The site is viable for high density General Plan and zoning consideration due to a number of factors: the site's depressed grade (which reduces visual impacts of the Project), high density residential General Plan designation to the west (increasing opportunity for land use compatibility), frontage and direct access onto Valpico Road, proximity to the Altamont Commuter Express Station is less than two miles away, and adjacent and nearby shopping opportunities.

Tracy Municipal Code Amendment Regarding Distance Between Buildings

Each zone district establishes standards related to building bulk and intensity on a site, regulated by such measures as setbacks from property lines, building height, floor area ratio, maximum lot coverage, and other items. These regulations are designed to affect or protect the light, air, and open space considerations of development. The California Building and Fire Codes, by contrast, are designed to reduce the spread of fire and other safety considerations. Zoning codes, in contrast to Building and Fire codes, are typically not oriented toward safety items and therefore, are established by each City for each of its zone districts.

Tracy's HDR zone requires that the minimum distance between main buildings on a site must equal the average height of the two buildings. Therefore, taller buildings are required to be further apart from each other than shorter buildings.

The three-story apartment buildings of this project are approximately 27 feet tall. The HDR Zone District, therefore, requires all of those buildings to be at least 27 feet apart. Most of the buildings in this project meet this standard. Building 3 and Building 6, however, are proposed approximately 15 feet apart (Attachment E).

The developer could meet the current code requirement by making the pitch of the roof shallower (which would take away from the architectural appeal) or otherwise reduce the height of a building or rearrange the site plan. Instead, City staff is recommending that the City regulation be changed to be more responsive to creative or successful site planning. In the proposed Project, for example, the close point between Buildings 3 and 6 is adjacent to an open parking area on one side and a very generous, open, recreation area with pool on the other side. This Project, furthermore, mitigates concerns related to building proximity by providing over four times the minimum amount of "usable open space" required by the HDR Zone: 5,725 square feet is required and the Project proposes over 22,000 square feet, including the pool area.

The HDR Zone contains no height limit. As the City encourages more compact development for efficient use of land and other resources, future high density projects containing buildings with four or more stories could experience an increasingly difficult challenge to meet the requirement related to distance between buildings. All buildings and site development in the HDR Zone must receive discretionary approval through Development Review. Staff is recommending that the City create the flexibility to evaluate the appropriate distance between main buildings in the HDR Zone on a project-by-project basis and replace the existing distance-between-buildings requirement from "the average height of the two main buildings" to "six feet". Tracy Municipal Code Section 10.08.1610(d) would be amended as follows:

Distance between buildings: Six (6) feet between accessory buildings and between an accessory and main building; and the minimum distance between main buildings shall be ~~the average height of the two (2) main buildings~~ six feet.

Six feet (although not proposed for this project) is the recommended replacement for the minimum distance between main buildings. This distance is used in residential zones throughout the City to prevent inaccessible or unusable corridors between buildings.

Roads/Circulation

Glenbriar Drive is proposed to be extended north from its current northern terminus at Valpico Road to the north side of the Project site. The Project will have one driveway access (existing) directly onto Valpico Road at the southeast corner of the site, and two access points to Glenbriar Drive on the west side of the site. The Valpico Road Driveway, currently used by the Rite Aid site, will be shared with the Rite Aid site. Easements for this joint use are already in place. Turning movements at the Valpico

Road driveway allow right-turns in and out of the site and left-turn in, but no left turns out onto east-bound Valpico Road. The Glenbriar Drive driveways will provide direct access to Valpico Road and full turning movements at that signalized intersection.

The Glenbriar Drive extension for this Project will be designed so that it could eventually be connected to future residential development to the north.

The Project's current Valpico Road frontage includes 15 feet between the curb and the site's property line. Within this strip is public right-of-way with existing landscaping and a five-foot wide sidewalk. The developer is proposing to construct a ten-foot wide bike/pedestrian path on the Project site adjacent to the right-of-way and dedicate this additional ten-foot strip to the City for public use. This bike/pedestrian path will be an immediate amenity across the front of the site and will eventually connect to the bike/pedestrian system that will extend east and west of this Project.

As indicated above, the proposed Valpico Apartments site had a retail commercial shopping center approved in 2005, which was never constructed. A retail commercial shopping center generates more traffic trips than an apartment complex of the density (approximately 21 dwelling units per acre) proposed for the Valpico Apartments and the adjacent, 60-unit, MacDonald Apartments. Valpico Road, MacArthur Drive, and other area roadways have been designed through the City's Transportation Master Plan to accommodate traffic at prescribed levels of service for land uses identified in the City's General Plan. In order to evaluate lengths of turning lanes, other intersection design details, and roadway levels of service, the City contracted with TJKM Transportation Consultants to analyze potential traffic impacts of the proposed Valpico Apartments and the MacDonald Apartments. TJKM's Traffic Impact Study concludes that traffic generated by the two apartment projects, combined, with existing and anticipated traffic in the future will result in nearby roadways and intersections operating within levels of service standards.

Public Schools

The Project site is located within the Tracy Unified School District related to K through 12th grade education. School age children who reside within the Valpico Apartments would be in the attendance boundary areas for Bohn Elementary School, Williams Middle School, and Tracy High School.

The Project plans, notices, and other outreach have been extended to Tracy Unified School District staff. School District staff indicated enrollment at the three potentially affected schools has been on the decline in recent years and they do not anticipate any issues in being able to accommodate students from this Project.

Other Site Improvements

As noted above, a permanent, on-site leasing office will occupy one of the spaces in the triplex building near the southeast corner of the site, near the mail box kiosk. Associated with the leasing office is a proposed residence lounge or recreation area for tenants.

This area may include a lounge with internet access, an exercise room, or other amenities.

The Project includes a swimming pool centrally located on the site. Attachment H illustrates the proposed design for the pool building (as well as the proposed design for the carports).

One additional improvement to note is a proposed bus shelter within the Valpico Road right-of-way. The City is completing a City-wide project to construct bus turnouts and shelters along the bus routes throughout town. Funding for that project was provided by a Federal grant. One of the City's existing bus routes currently travels in both directions along Valpico Road. With the construction of 184 new apartment units adjacent to the Rite Aid store, a bus shelter could be a meaningful amenity to encourage use of the public transit system. While not shown on the site plan, the new bus shelter will be located at least 60 feet west of the driveway at the southeast corner of the site.

Public Meeting and Notices

On September 12, 2012, the developer conducted a neighborhood meeting to introduce the project and answer questions. The developer sent approximately 170 notices to nearby property owners and the Hidden Lake property owners association. Approximately one dozen nearby property owners and residents attended, plus developer representatives and City staff. Others who could not attend contacted the developer or City staff directly to ask questions about the Project.

Normally, public hearing notices are sent to owners of property within 300 feet of a project site in compliance with State law. Other notices are sent to the public library, media contacts, and others who have expressed interest in the project. The number of property owners within 300 feet of this Project site is 34. Due to a potentially higher level of interest among nearby property owners regarding this Project and the adjacent Valpico Apartments project, City staff expanded the public notice mailing for the November 14, 2012 Planning Commission meeting to include approximately 220 of the nearest property owners, some parcels over 900 feet away.

Based on public input during the Planning Commission public hearing, the notification for this City Council hearing was expanded even further to include over 700 property owners – mostly owners of residential property in the nearby Ashley Park (Larkspur Estates), Hidden Lake, and Glenbriar Subdivisions and in San Joaquin County southeast of the intersection of Valpico Road and MacArthur Drive.

Most inquiries to City staff prior to publication of this staff report, as a result of Project outreach, have been fact finding clarifications regarding project design, timing, and nearby planned roadway or other City improvements.

Planning Commission Review

On November 14, 2012, the Planning Commission conducted a public hearing to review the Project. The Project applicant spoke in favor of the Project. Two Tracy residents

addressed the Planning Commission in opposition to the project, identifying concerns related to traffic, parking, storm drainage, space in public schools, and public notification regarding the Project. Following a discussion, the Planning Commission (on a 5-0 vote) recommended that the City Council approve the Project.

CEQA DOCUMENTATION

In accordance with the California Environmental Quality Act (CEQA) Guidelines, an Initial Study/Mitigated Negative Declaration (IS/MND) was prepared to evaluate potential environmental effects of the project. The IS/MND along with the Mitigation Monitoring and Reporting Program are attached (Attachment K and L). Part of the Project approval includes a recommendation for adoption of the CEQA documentation.

STRATEGIC PLANS

The proposed 184-unit apartment Project does not directly related to the City Council's Strategic Priorities.

FISCAL IMPACT

This agenda item will not require any specific expenditure from the General Fund. Staff and consultant costs to process the application are recovered through a Cost Recovery Agreement with the Developer, executed by the City Manager on June 11, 2012.

RECOMMENDATION

The Planning Commission recommends that the City Council take the following action:

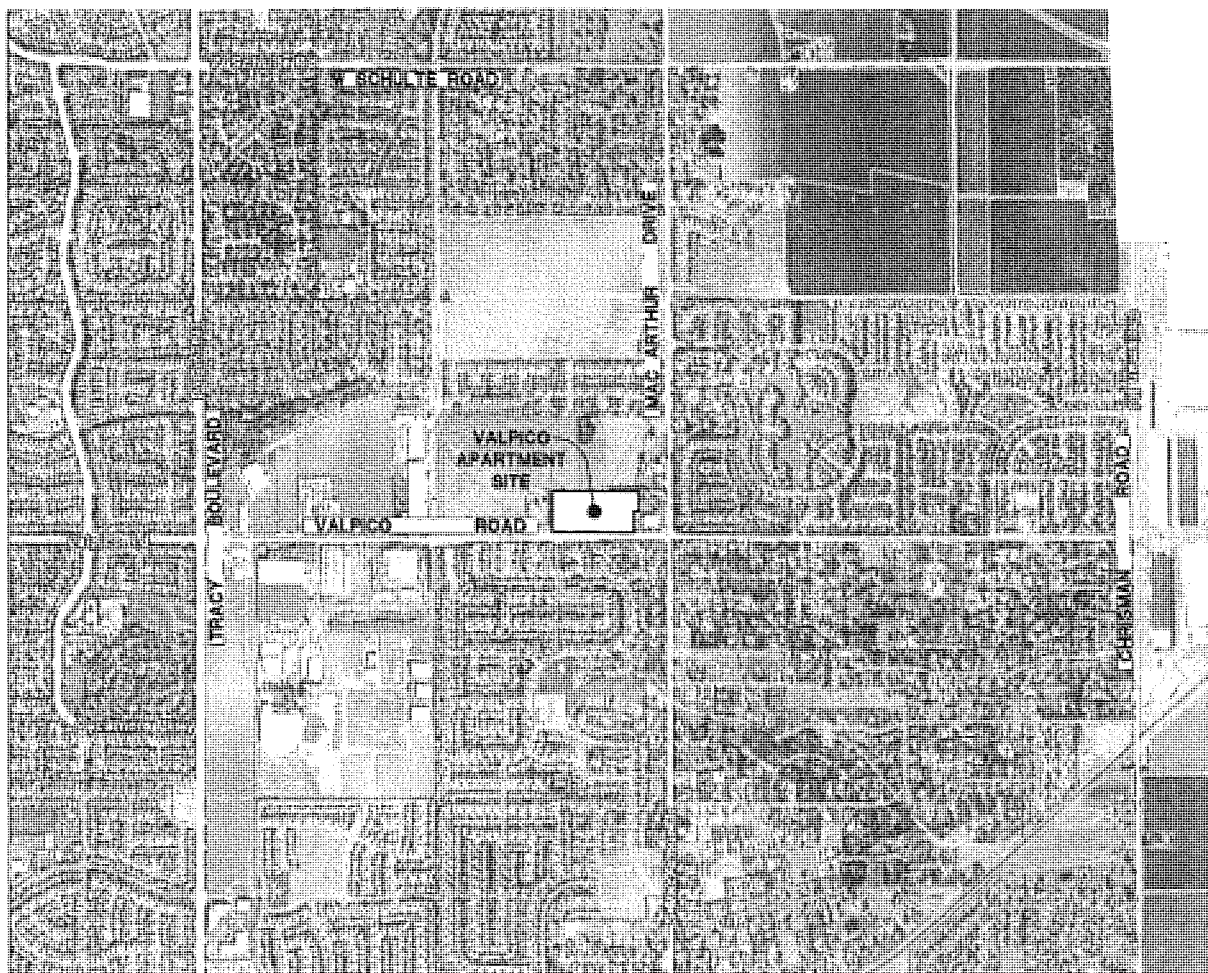
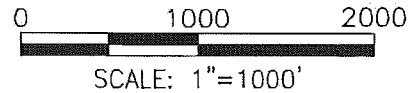
1. Adopt the Mitigated Negative Declaration and the Mitigation Monitoring and Reporting Program.
2. Approve the General Plan amendment from Commercial to Residential High.
3. Approve the rezoning of the site from Community Shopping Center to High-Density Residential.
4. Approve the Tracy Municipal Code Amendment regarding distance between buildings.
5. Approve the Development Review application for the 184-unit residential apartment project.

Prepared by: Alan Bell, Senior Planner
Reviewed by: Bill Dean, Assistant Development Services Director
Approved by: Andrew Malik, Development Services Director
Leon Churchill, Jr., City Manager

ATTACHMENTS

Attachment A – Location Map
Attachment B – General Plan Map of Site Area
Attachment C – Zoning Map of Site Area

- Attachment D – Aerial Photograph of Project Site
- Attachment E – Site Plan
- Attachment F – Site Cross Sections
- Attachment G – Floor Plans
- Attachment H – Carports and Pool Buildings
- Attachment I – Exterior Building Elevations
- Attachment J – Composite Site Plan Including Proposed Valpico and MacDonald Apartment Projects
- Attachment K – Initial Study/Mitigated Negative Declaration
- Attachment L – Mitigation Monitoring and Reporting Program
- Attachment M – Resolution Adopting the Negative Declaration and Mitigation Monitoring and Reporting Program
- Attachment N – Resolution Approving the General Plan Amendment from Commercial to Residential High
- Attachment O – Ordinance Rezoning the Site from Community Shopping Center to High Density Residential
- Attachment P – Ordinance Approving Zoning Text Amendment regarding Distance between Buildings
- Attachment Q – Resolution Approving the Project Development Review Application



LOCATION MAP

MACKAY & SOMPS
ENGINEERS PLANNERS SURVEYORS
PLEASANTON, CA (925)225-0693

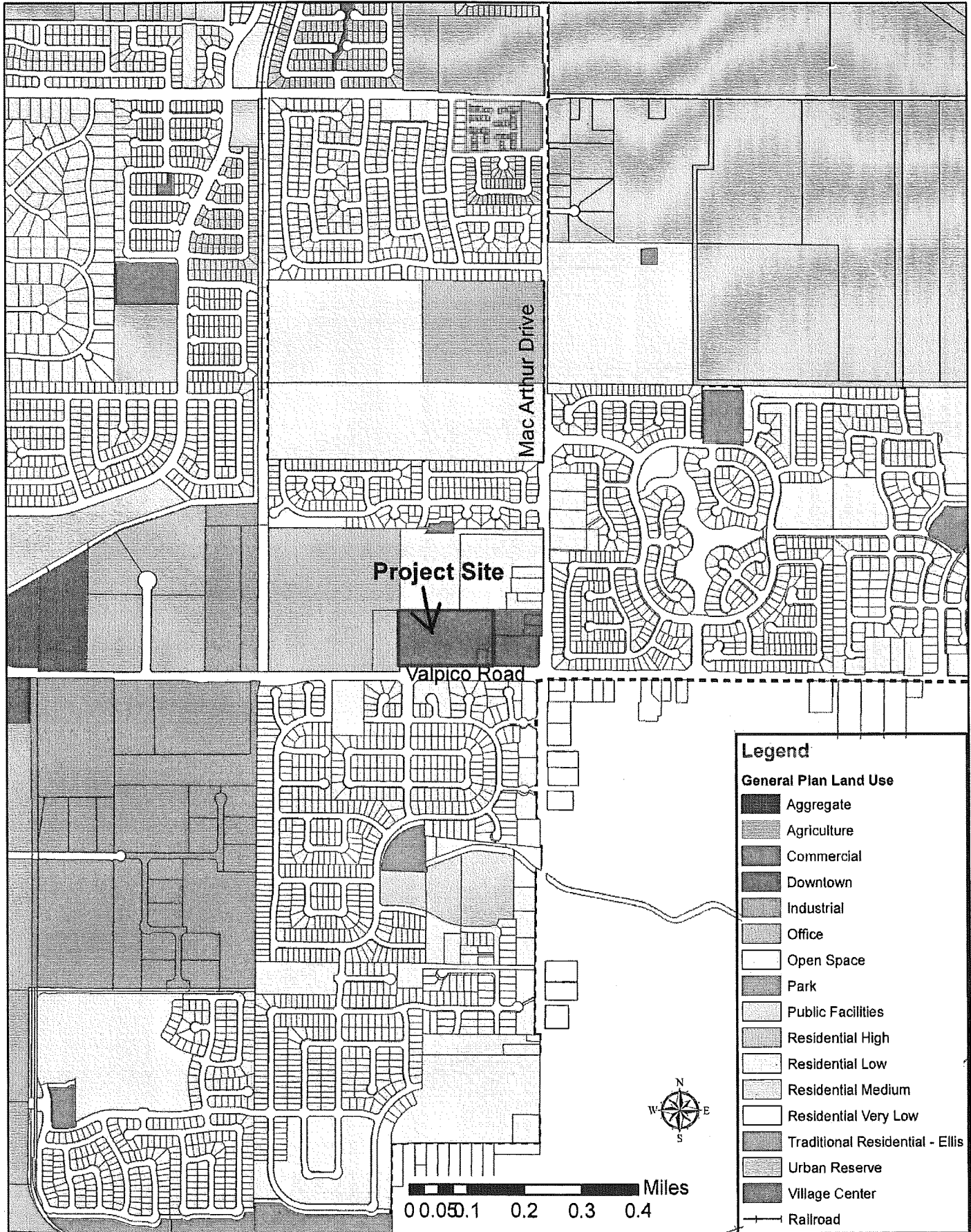
VALPICO APARTMENTS

TRACY, CALIFORNIA

DRAWN BY: JRF	JOB NO: 19630.000	DATE: 5/16/2012	REV. DATE: MM-DD-YY	PHASE: 1
---------------	-------------------	-----------------	---------------------	----------

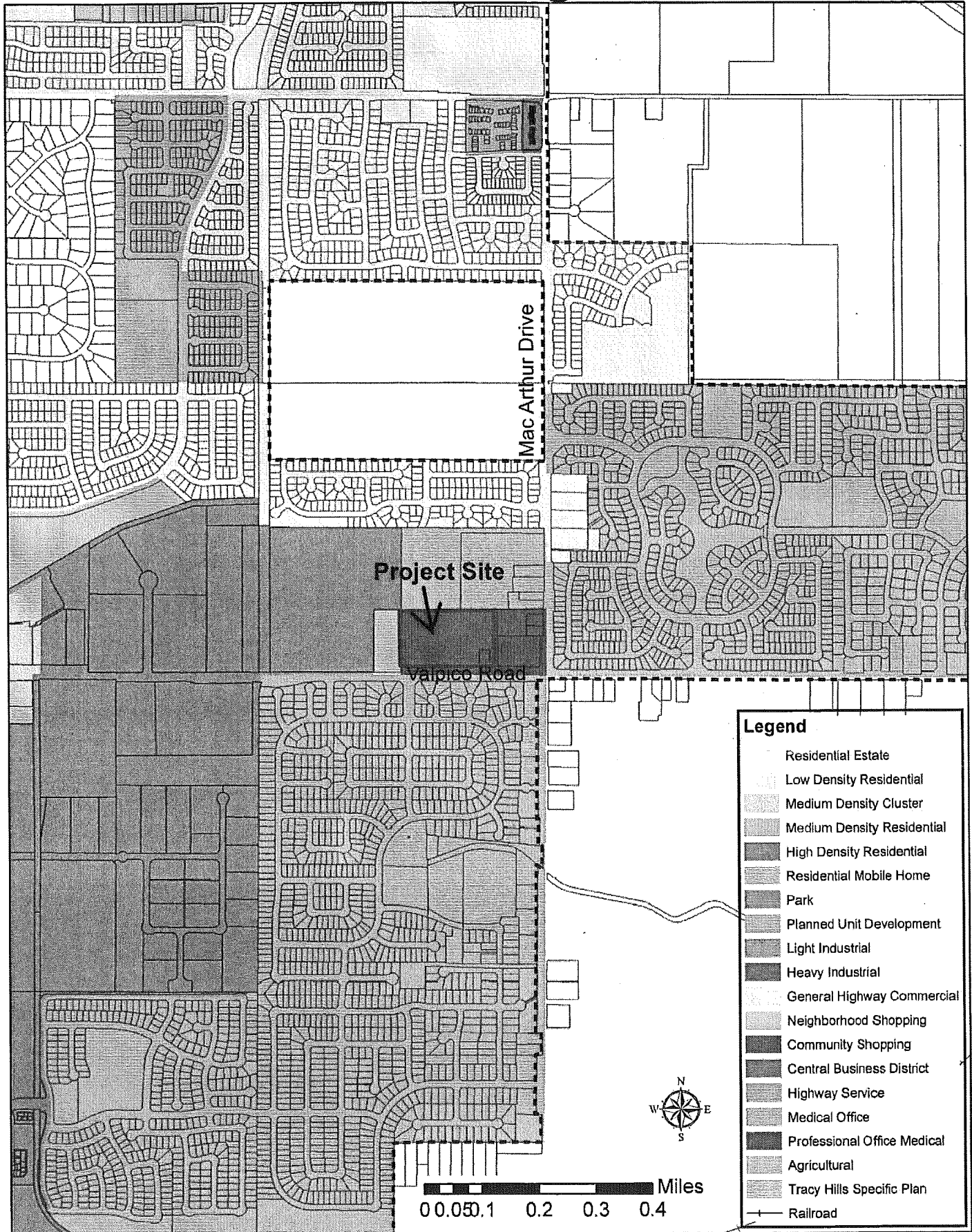
General Plan

Attachment B

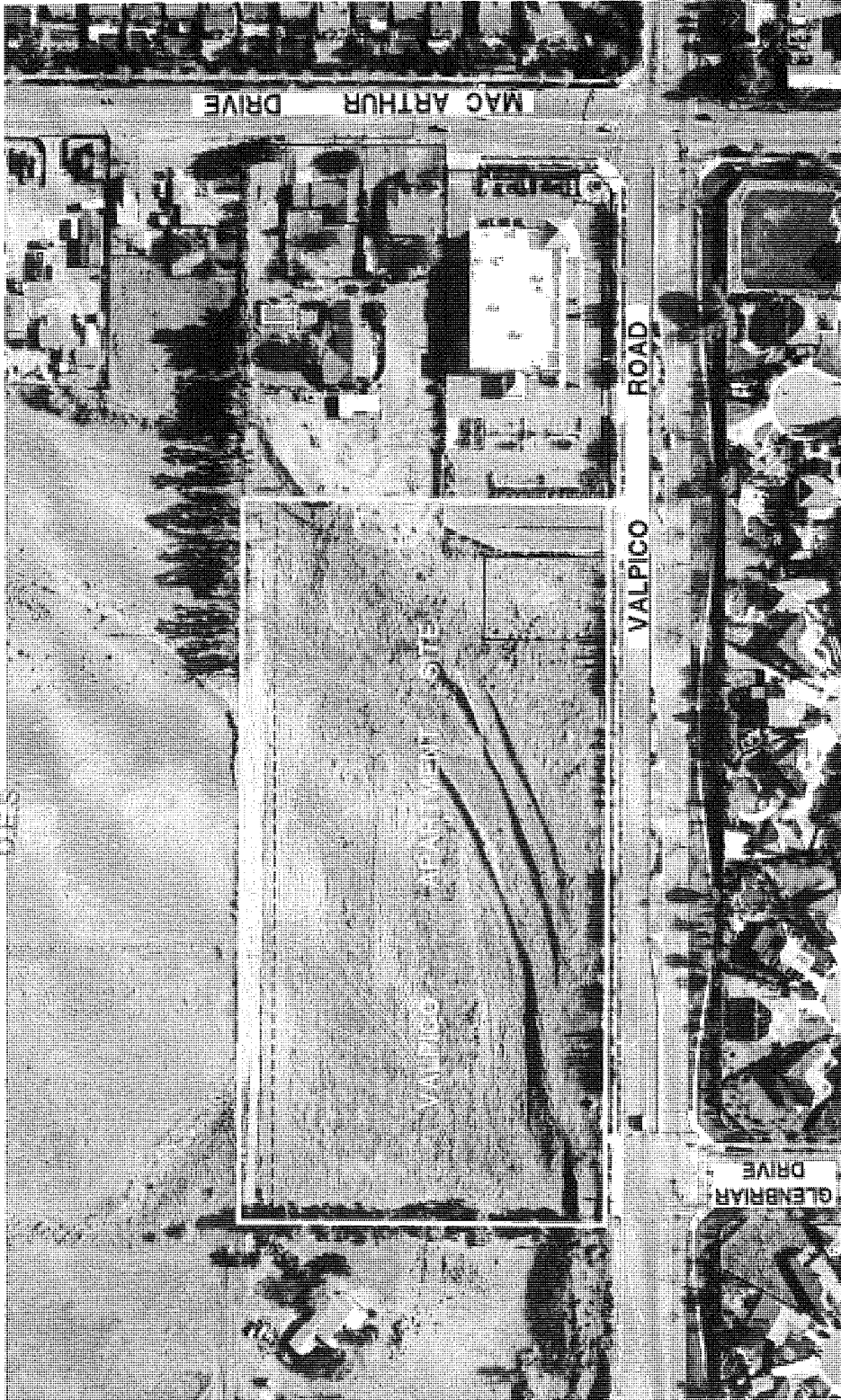


Zoning

Attachment C



RECEIVED
MAY 16 2012
CITY OF TRACY
DES



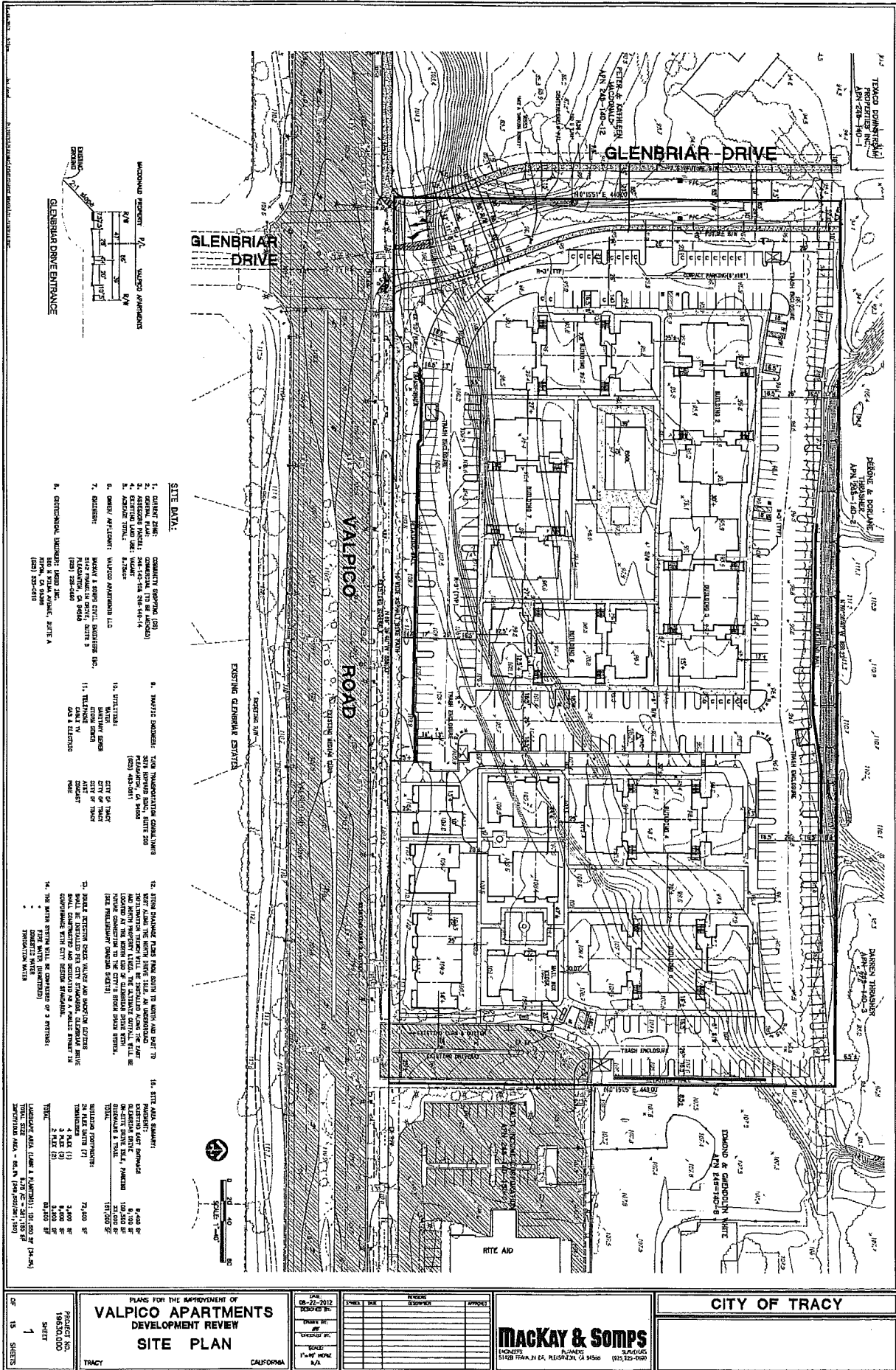
AERIAL PHOTO

VALPICO APARTMENTS

TRACY, CALIFORNIA

MACKAY & SOMPS
ENGINEERS
PLANNERS
SURVEYORS

DRAWN BY: JRF JOB NO: 19630.000 DATE: 5/16/2012 FLIGHT DATE: DEC. 2011 SCALE: 1"=200'



- ### SITE DATA:
- 1. GARBET ZONE: COMMUNITY SERVICE (CS)
 - 2. GENERAL PLAN: COMMERCIAL (TC) BY JACKSON
 - 3. ASSIGNED PROJECT: VALPICO APARTMENTS
 - 4. PROJECT NUMBER: 2015-027-TR-001
 - 5. APPLICANT: MACKAY & SOMPS, INC.
 - 6. DEVELOPER: MACKAY & SOMPS, INC.
 - 7. GARBET: VALPICO APARTMENTS L.L.C.
 - 8. CONTRACTOR: WELLS & ASSOCIATES, INC.
 - 9. CONTRACT ADDRESS: 1180 WEST 20TH STREET, SUITE 300, SAN JOSE, CA 95128
 - 10. CONTRACT NO.: W&A 15-013
 - 11. CONTRACT DATE: 01/21/2015
 - 12. CONTRACT VALUE: \$3,500,000
 - 13. CONTRACT TYPE: GENERAL CONTRACT
 - 14. THE APPLICANT SHALL BE PROVIDED OF 3 APARTMENTS.

- 15. SITE AREA SQUARE FEET: 72,400
- 16. DISTRICT LANE FRONTAGE: 6,400
- 17. DISTRICT LANE DEPTH: 11,300
- 18. DISTRICT LANE AREA: 72,800
- 19. DISTRICT LANE PERCENTAGE: 101%
- 20. DISTRICT LANE LENGTH: 11,300
- 21. DISTRICT LANE WIDTH: 640
- 22. DISTRICT LANE AREA: 40,960
- 23. DISTRICT LANE PERCENTAGE: 56%
- 24. DISTRICT LANE LENGTH: 11,300
- 25. DISTRICT LANE WIDTH: 640
- 26. DISTRICT LANE AREA: 7,280
- 27. DISTRICT LANE PERCENTAGE: 10%
- 28. DISTRICT LANE LENGTH: 11,300
- 29. DISTRICT LANE WIDTH: 640
- 30. DISTRICT LANE AREA: 7,280
- 31. DISTRICT LANE PERCENTAGE: 10%

- 32. DISTRICT LANE LENGTH: 11,300
- 33. DISTRICT LANE WIDTH: 640
- 34. DISTRICT LANE AREA: 7,280
- 35. DISTRICT LANE PERCENTAGE: 10%
- 36. DISTRICT LANE LENGTH: 11,300
- 37. DISTRICT LANE WIDTH: 640
- 38. DISTRICT LANE AREA: 7,280
- 39. DISTRICT LANE PERCENTAGE: 10%
- 40. DISTRICT LANE LENGTH: 11,300
- 41. DISTRICT LANE WIDTH: 640
- 42. DISTRICT LANE AREA: 7,280
- 43. DISTRICT LANE PERCENTAGE: 10%

ITEM	DESCRIPTION	AMOUNT
1	LANDSCAPE AND IRRIGATION	\$1,000,000
2	LANDSCAPE MAINTENANCE	\$500,000
3	LANDSCAPE WATER SYSTEMS	\$500,000
4	LANDSCAPE MATERIALS	\$500,000
5	LANDSCAPE LABOR	\$500,000
6	LANDSCAPE EQUIPMENT	\$500,000
7	LANDSCAPE DESIGN	\$500,000
8	LANDSCAPE CONSULTING	\$500,000
9	LANDSCAPE PERMITS	\$500,000
10	LANDSCAPE INSURANCE	\$500,000
11	LANDSCAPE TAXES	\$500,000
12	LANDSCAPE OTHER	\$500,000
13	LANDSCAPE TOTAL	\$10,000,000

DATE: 05-27-2012

DRAWN BY: M/

CHECKED BY: M/

SCALE: 1" = 80'

NO. 1/A

PLANS FOR THE IMPROVEMENT OF VALPICO APARTMENTS DEVELOPMENT REVIEW SITE PLAN

TRACY, CALIFORNIA

MACKAY & SOMPS

ENGINEERS PLANNERS ARCHITECTS

51208 TRACY, CA 95390 (916) 325-0900

CITY OF TRACY

PROJECT NO. 18B500000

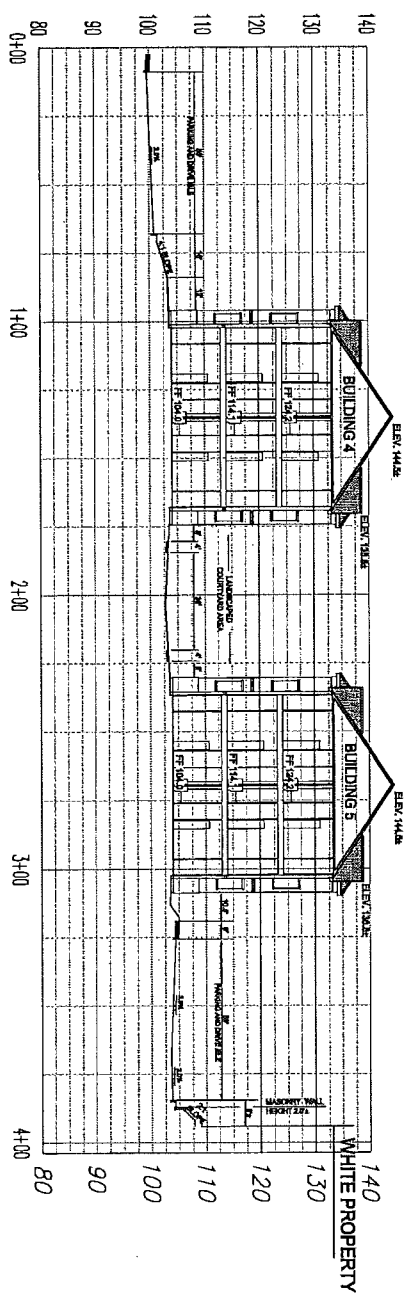
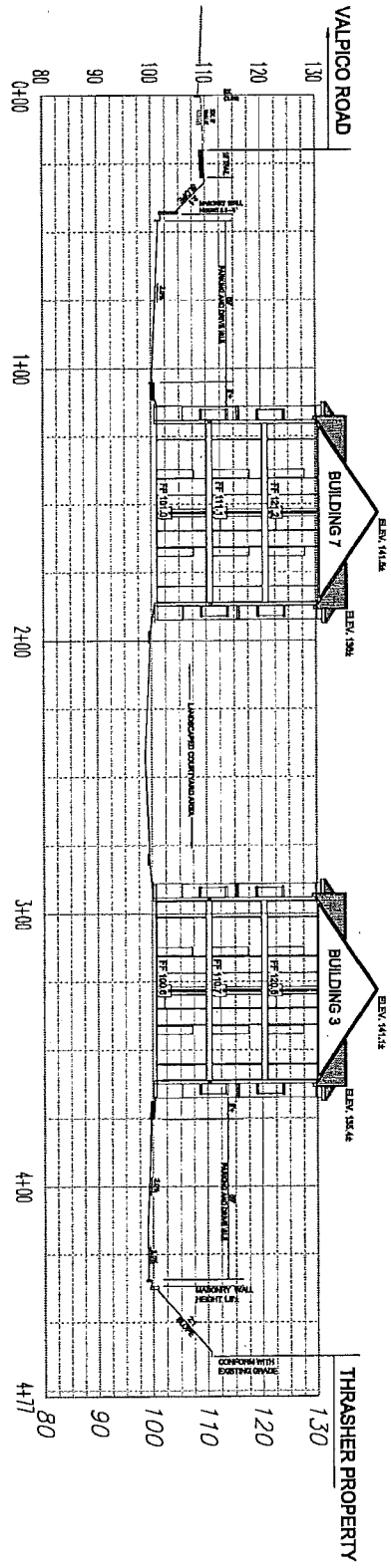
SHEET 1

OF 18 SHEETS

RECEIVED

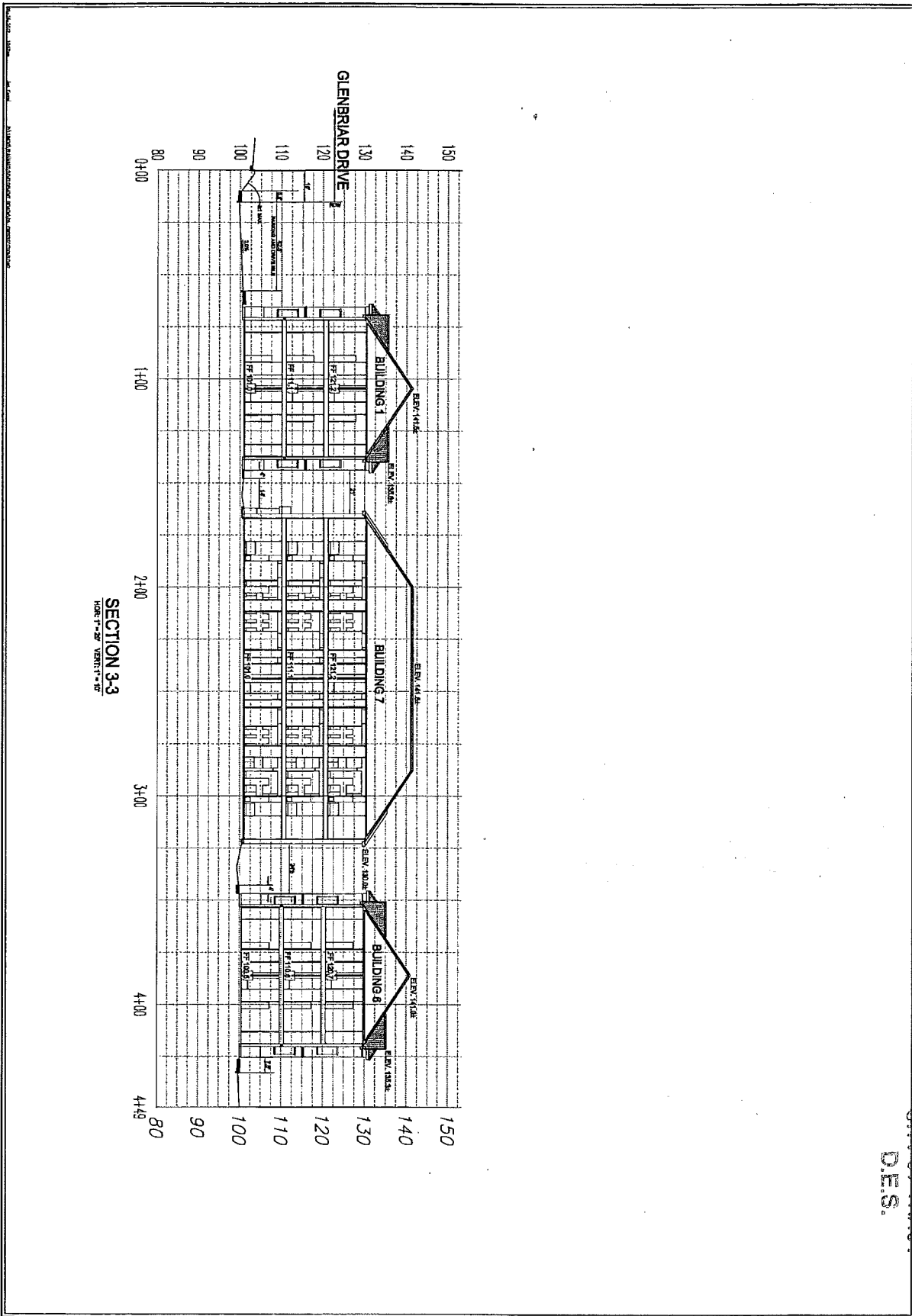
MAY 16 2012

CITY OF TRACY
D.E.S.



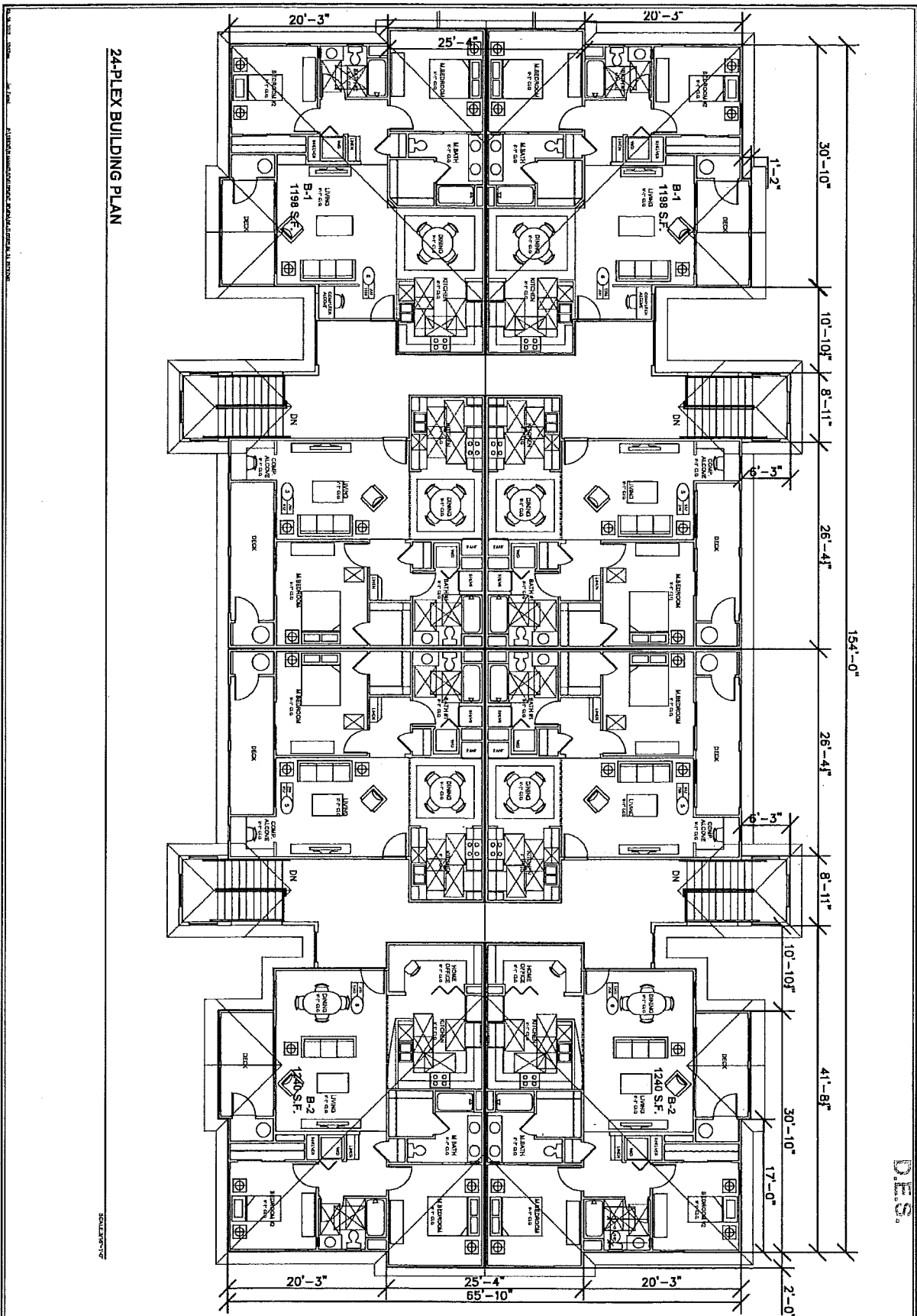
SECTION 2-2
HORIZ. 1" = 20' VERT. 1" = 10'

<p>PLANS FOR THE IMPROVEMENT OF VALPICO APARTMENTS DEVELOPMENT REVIEW CROSS SECTIONS</p>		<p>DATE: 05-16-2012 DRAWN BY: [] CHECKED BY: [] SCALE: AS SHOWN SHEET: 5A OF 14 SHEETS</p>	<p>MACKAY & SOMPS ENGINEERS ARCHITECTS 3142 THRASHER DR., FLEMINGTON, CA 95320 TEL: (925) 222-0900</p>	<p>CITY OF TRACY</p> <p>APPROVED: [] DATE: []</p>
--	--	--	---	--



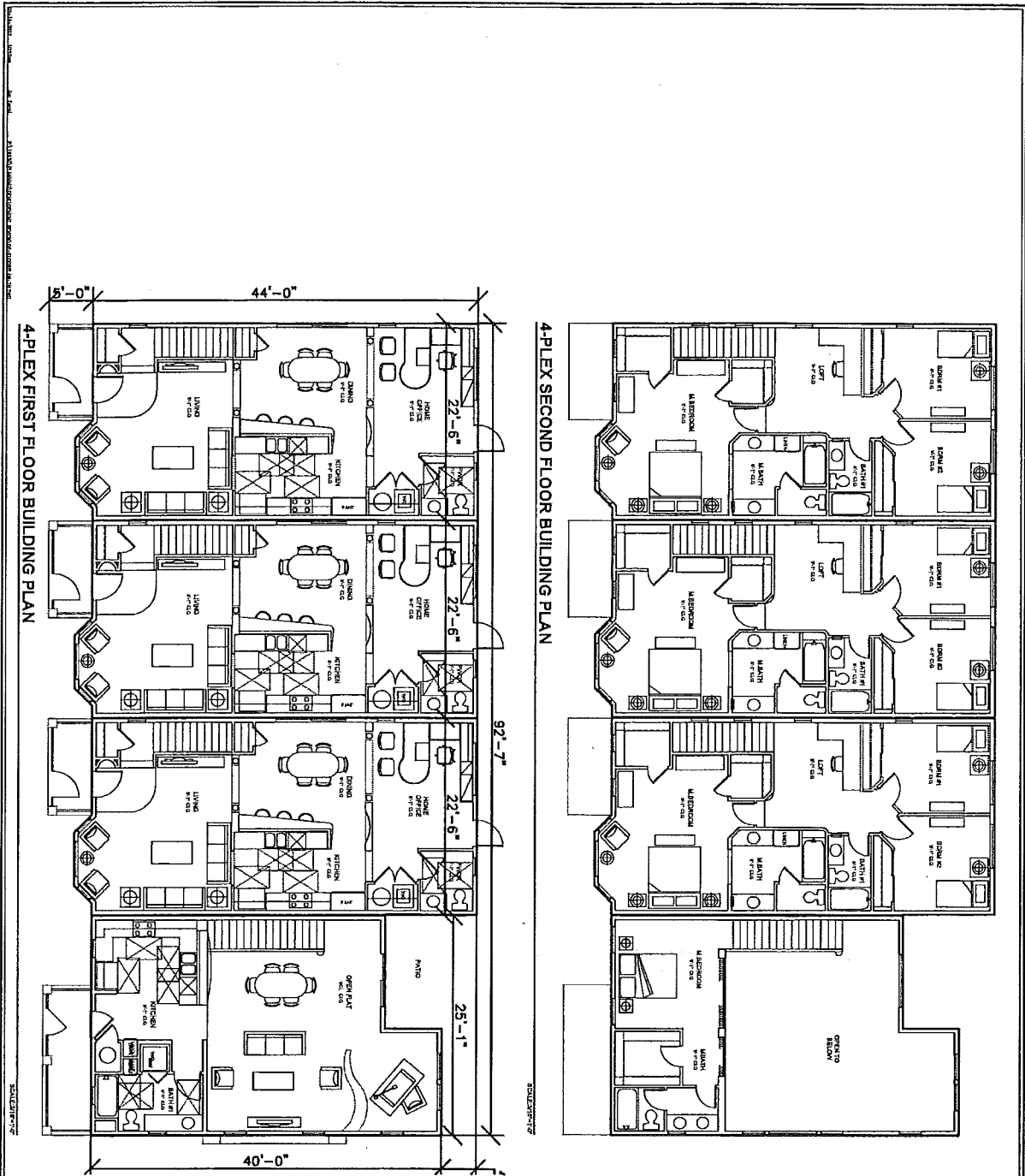
RECEIVED
 MAY 16 2012
 CITY OF TRACY
 D.E.S.

PRODUCT NO. 18000.000 SHEET 5B SHEET 14	PLANS FOR THE IMPROVEMENT OF VALPICO APARTMENTS DEVELOPMENT REVIEW CROSS SECTIONS	DATE: 05-16-2012 DRAWN BY: [blank] CHECKED BY: [blank] SCALE: [blank] NO. OF SHEETS: 14 SHEET NO.: 5B	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th>REVISION</th> <th>DATE</th> <th>BY</th> <th>APPROVED</th> </tr> </thead> <tbody> <tr><td> </td><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td><td> </td></tr> </tbody> </table>	REVISION	DATE	BY	APPROVED																	MACKAY & SOMPS ARCHITECTS 5148 TRAVLER DR, FLEMING, CA 95026 (925) 225-3560	CITY OF TRACY <small>APPROVAL OF THESE PLANS DOES NOT WARRANT THE ACCURACY OF THE INFORMATION OR CORRECTNESS OF MATERIALS OR METHODS DESCRIBED THEREIN. THE CITY SHALL NOT BE RESPONSIBLE FOR THE CONSTRUCTION OF THE PROJECT OR FOR ANY DAMAGES, INCLUDING CONSEQUENTIAL DAMAGES, ARISING FROM THE USE OF THESE PLANS. THE CITY DISCLAIMS ANY AND ALL LIABILITY FOR THE CONSTRUCTION AND RESULTS OF THE USE OF THESE PLANS. THE CITY SHALL NOT BE RESPONSIBLE FOR THE CONSTRUCTION AND RESULTS OF THE USE OF THESE PLANS. THE CITY SHALL NOT BE RESPONSIBLE FOR THE CONSTRUCTION AND RESULTS OF THE USE OF THESE PLANS.</small>
REVISION	DATE	BY	APPROVED																						



RECEIVED
MAY 16 2012
CITY OF TRACY
DES.

PROJECT NO. 17853.0000 SHEET 6 OF 14 SHEETS	PLANS FOR THE IMPROVEMENT OF VALPICO APARTMENTS DEVELOPMENT REVIEW BUILDING FLOOR PLANS 24 - PLEX BUILDING CALIFORNIA	DATE 05-16-2012 DRAWN BY CHECKED BY SCALE 1/4" = 1'-0"	MACKAY & SOMPS ARCHITECTS 3108 BIRCHEN DR. FLEMING, CA 95209 (925) 735-1100	CITY OF TRACY PROJECT NO. 17853.0000 SHEET 6 OF 14
---	--	---	---	---



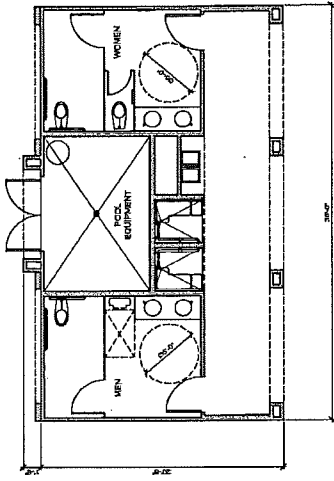
RECEIVED

MAY 16 2012

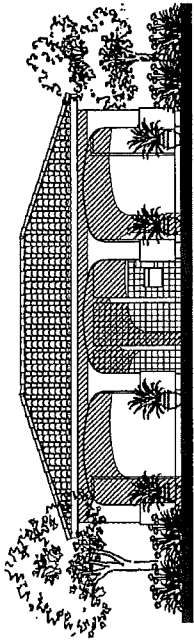
CITY OF TRACY

D.E.S.

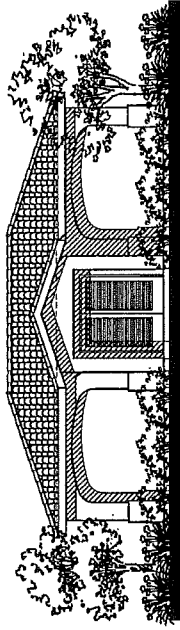
PROJECT NO. 17083000 SHEET 8 OF 14 SHEETS	PLANS FOR THE IMPROVEMENT OF VALPICO APARTMENTS DEVELOPMENT REVIEW BUILDING FLOOR PLANS TOWNHOUSES	DATE 05-16-2012	DRAWN BY CHECKED BY SCALE 3/16"=1'-0"	MACKay & SompS ENGINEERS 11000 BIRCHMOUNT DR., FRESNO, CA 93720	CITY OF TRACY CITY ENGINEER INC.
		TRACY, CALIFORNIA	SHEET NO.		



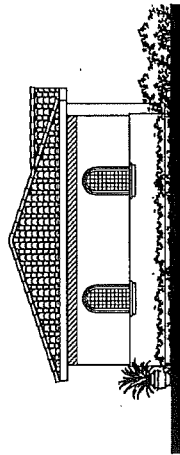
RESTROOM BUILDING
750 S.F.



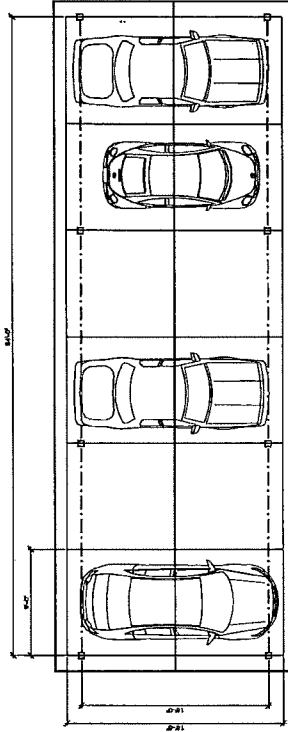
FRONT ELEVATION



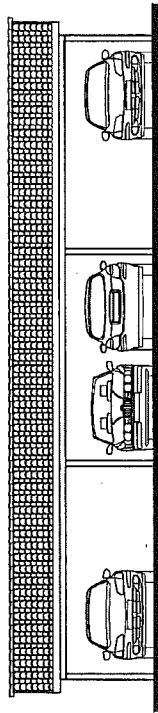
REAR ELEVATION



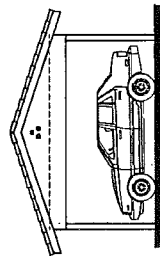
TYP. SIDE ELEVATION



TYPICAL CARPORT (6 STALL SHOWN)



FRONT ELEVATION (REAR SIMILAR)



TYP. SIDE ELEVATION

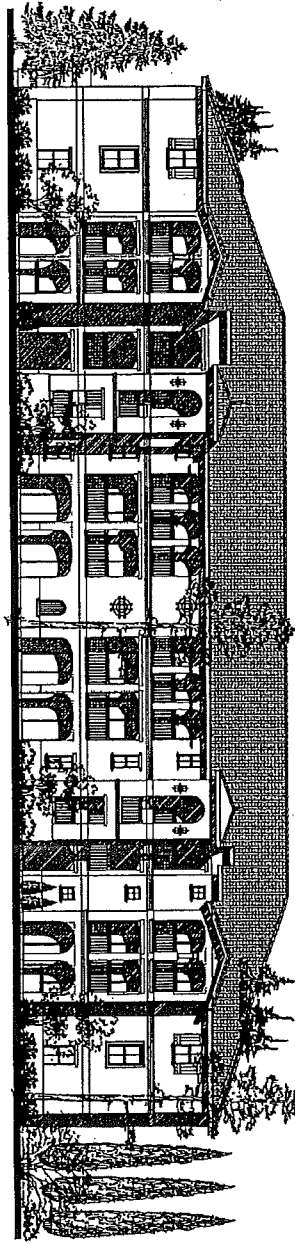
Toblesky Green Architects
 P.O. Box 1161
 Clare Hill, CA
 (979) 316-3754

SHEET NO. 100-100-000000
 DATE 11/11/11
 DRAWN BY
 CHECKED BY
 APPROVED BY

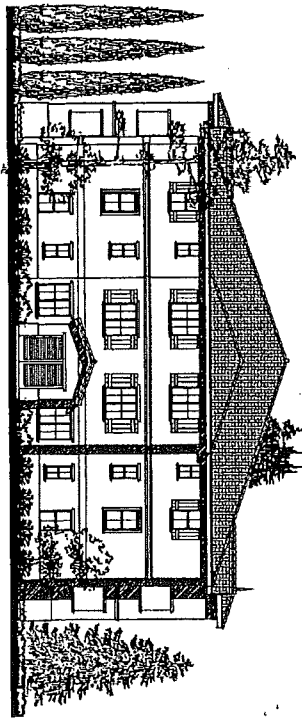
ACCESSORY BUILDINGS

Valpico Apartments, Tracy, CA

Valpico Apartments, LLC



24 PLEX BUILDING FRONT ELEVATION



24 PLEX BUILDING TYPICAL SIDE ELEVATION

CITY OF TRACY
D.E.S.

MAY 16 2012

RECEIVED

PLANS FOR THE IMPROVEMENT OF VALPICO APARTMENTS DEVELOPMENT REVIEW 24 PLEX APARTMENTS BUILDING ELEVATIONS TRACY CALIFORNIA	SHEET NO. 7A OF 14 SHEETS	PROJECT NO. 13420000 SHEET	SCALE AS SHOWN DATE 1/11/12 DRAWN BY CHECKED BY TITLE PROJECT NO.	REVIEWED BY DATE	MACKEY & SOMPS ARCHITECTS 2100 TRACY BL, FOLSOM, CA 95630 (916) 982-2800	CITY OF TRACY <small>OFFICE OF DEVELOPMENT SERVICES</small>
	<small>NOTES: 1. THESE PLANS SHALL BE SUBJECT TO THE SUPERVISION AND CONTROL OF THE CITY ENGINEER. 2. THE CITY ENGINEER SHALL BE RESPONSIBLE FOR THE ACCURACY OF THE INFORMATION AND DATA PROVIDED ON THESE PLANS. 3. THE CITY ENGINEER SHALL BE RESPONSIBLE FOR THE ACCURACY OF THE INFORMATION AND DATA PROVIDED ON THESE PLANS. 4. THE CITY ENGINEER SHALL BE RESPONSIBLE FOR THE ACCURACY OF THE INFORMATION AND DATA PROVIDED ON THESE PLANS.</small>					

4-PLEX BUILDING FRONT ELEVATION

25'-1"

22'-6"

92'-7"

22'-6"

22'-6"

4-PLEX BUILDING RIGHT SIDE ELEVATION

15'-6"

44'-0"

4-PLEX BUILDING REAR ELEVATION

25'-1"

4-PLEX BUILDING LEFT SIDE ELEVATION

15'-0"

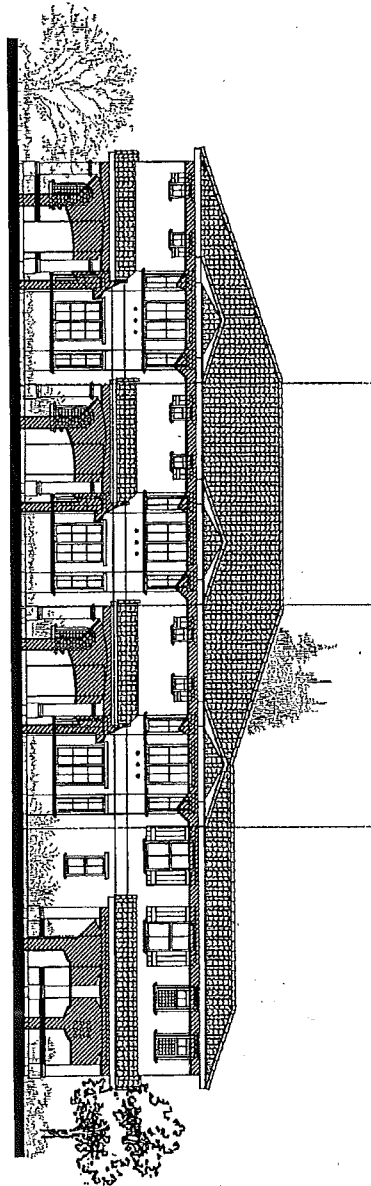
44'-0"

CITY OF TRACY
D.E.S.

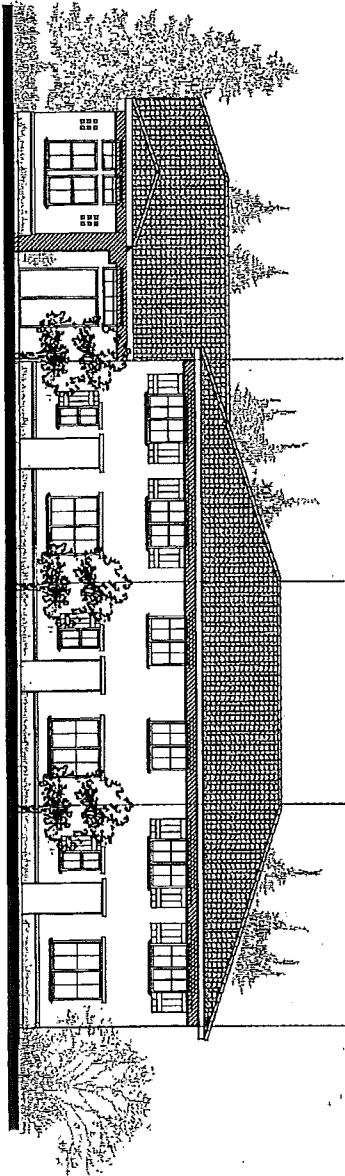
MAY 16 2012

RECEIVED

<p>PLANS FOR THE IMPROVEMENT OF VALPICO APARTMENTS DEVELOPMENT REVIEW TOWNHOUSES BUILDING ELEVATIONS</p> <p>PROJECT NO. 18000000 SHEET 9</p> <p>OF 14 SHEETS</p>	<p>DATE 05-11-2012</p> <p>DESIGNER TRACY, CA</p> <p>DRAWN BY TRACY, CA</p> <p>CHECKED BY TRACY, CA</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th>NO.</th> <th>DATE</th> <th>DESCRIPTION</th> <th>BY</th> <th>CHKD.</th> </tr> </thead> <tbody> <tr><td> </td><td> </td><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td><td> </td><td> </td></tr> </tbody> </table>	NO.	DATE	DESCRIPTION	BY	CHKD.																																																			<p>MACKEY & SOMPS ARCHITECTS</p> <p>1100 G STREET, SUITE 100, TRACY, CA 95376 TEL: (209) 833-1100 FAX: (209) 833-1101</p>	<p>CITY OF TRACY</p> <p>OFFICE OF THE CITY ENGINEER</p> <p>1000 G STREET, TRACY, CA 95376 TEL: (209) 833-1100 FAX: (209) 833-1101</p>
NO.	DATE	DESCRIPTION	BY	CHKD.																																																							



4PLEX BUILDING FRONT ELEVATION



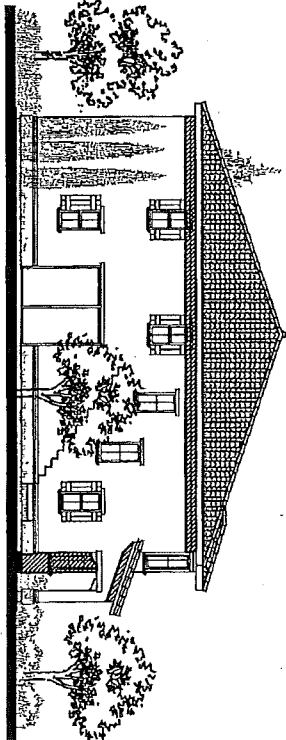
4PLEX BUILDING REAR ELEVATION

CITY OF TRACY
D.E.S.

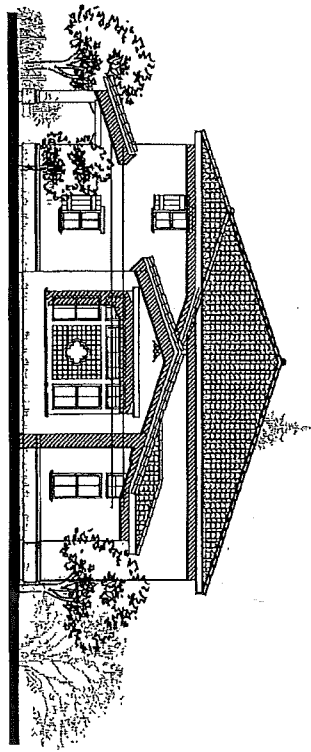
MAY 18 2012

RECEIVED

TRACY PLANNING AND DEVELOPMENT DEPARTMENT SHEET 9A OF 14 SHEETS	PLAN FOR THE IMPROVEMENT OF VALPICO APARTMENTS DEVELOPMENT REVIEW TOWNHOUSES BUILDING ELEVATIONS CALIFORNIA	DATE: 05-11-2012 DESIGNED BY: DRAWN BY: CHECKED BY: SCALE: 1/8" = 1'-0" SHEET NO: 9A	<table border="1"> <thead> <tr> <th>NO.</th> <th>DATE</th> <th>BY</th> <th>REVISIONS</th> </tr> </thead> <tbody> <tr><td> </td><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td><td> </td></tr> </tbody> </table>	NO.	DATE	BY	REVISIONS																	MacKay & Soaps ARCHITECTS 11401 TOWNLEY DR., PLACENTIA, CA 92669 (714) 992-9999	CITY OF TRACY <small>NOTICE: THESE PLANS AND THE SUBJECT PROPERTY ARE TO REMAIN THE PROPERTY OF THE CITY OF TRACY. THE CITY OF TRACY DOES NOT WARRANT THE ACCURACY OF THESE PLANS. THE CITY OF TRACY DOES NOT WARRANT THE ACCURACY OF THESE PLANS. THE CITY OF TRACY DOES NOT WARRANT THE ACCURACY OF THESE PLANS. THE CITY OF TRACY DOES NOT WARRANT THE ACCURACY OF THESE PLANS.</small>
	NO.	DATE	BY	REVISIONS																					



4-PLEX BUILDING LEFT SIDE ELEVATION

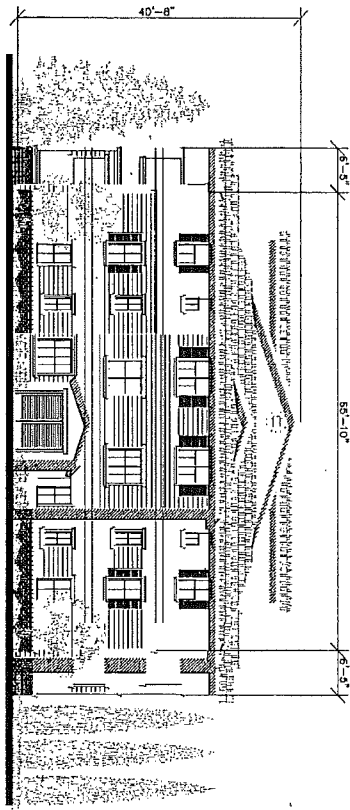


4-PLEX BUILDING RIGHT SIDE ELEVATION

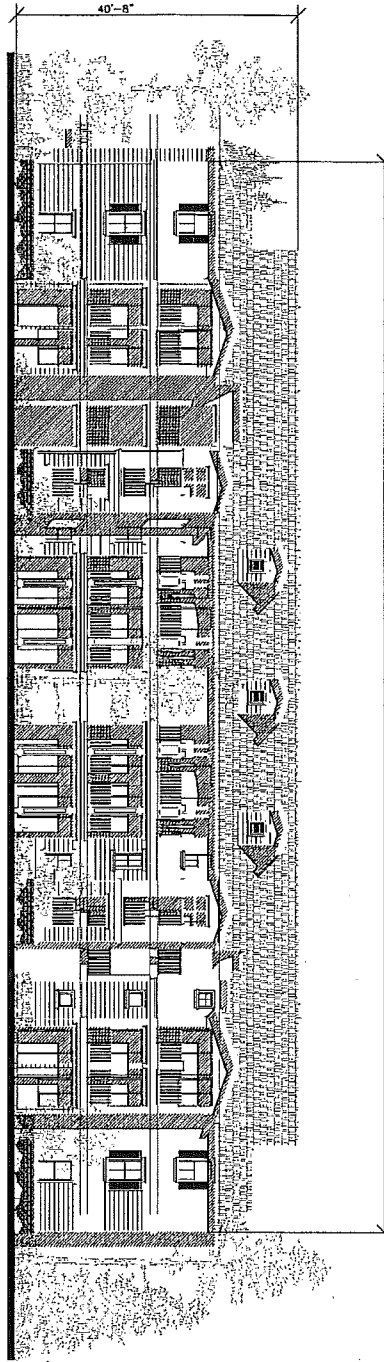
RECEIVED
MAY 16 2012
CITY OF TRACY
D.E.S.

PROJECT NO. TRAC2012001 SHEET 98 OF 14 SHEETS	PLANS FOR THE IMPROVEMENT OF VALPICO APARTMENTS DEVELOPMENT REVIEW TOWNHOUSES BUILDING ELEVATIONS TRACY CALIFORNIA	DATE 05-11-2012 DRAWN BY KAC/DA/PC CHECKED BY KAC/DA/PC SCALE AS SHOWN UNIT INCHES	<table border="1"> <thead> <tr> <th>NO.</th> <th>DATE</th> <th>DESCRIPTION</th> <th>APPROVED</th> </tr> </thead> <tbody> <tr><td> </td><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td><td> </td></tr> </tbody> </table>	NO.	DATE	DESCRIPTION	APPROVED																																					Mackay & Somp's ARCHITECTS 2100 TRINIDAD BL., ALBUQUERQUE, NM 87104 (505) 262-8800	CITY OF TRACY <small> OFFICE OF THE CITY CLERK 1000 J STREET, TRACY, CA 95376 (209) 947-2000 WWW.CITYOFTRACY.CA.GOV </small>
	NO.	DATE	DESCRIPTION	APPROVED																																									

24 PLEX BUILDING TYPICAL SIDE ELEVATION



24 PLEX BUILDING FRONT ELEVATION



Architectural Department

PROJECT NO.
130300000
SHEET
7B
OF 14 SHEETS

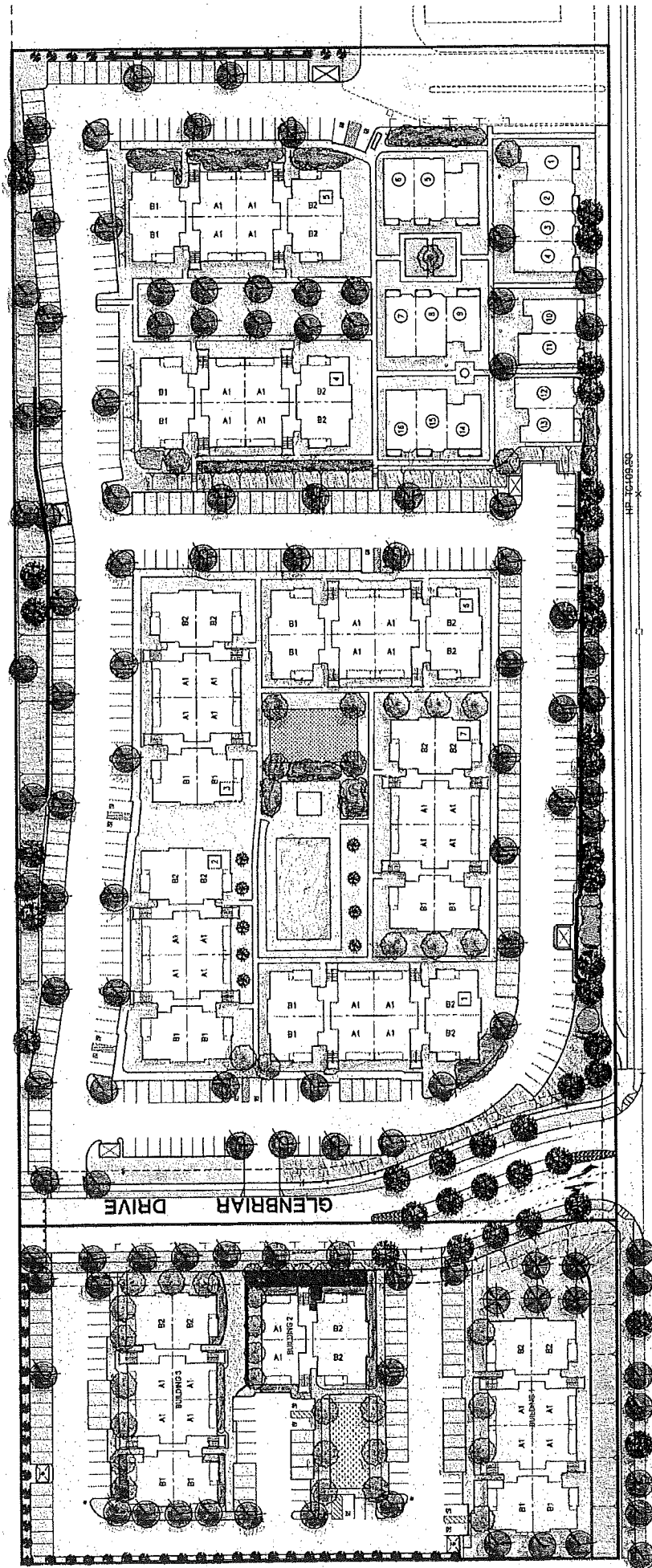
PLANS FOR THE IMPROVEMENT OF
VALPICO APARTMENTS
DEVELOPMENT REVIEW
24 PLEX APARTMENTS
BUILDING ELEVATIONS
CALIFORNIA

DATE
06-22-2012
REVISIONS
DRAWN BY
CHECKED BY
DATE
05-14-2012

NO.	DATE	BY	REVISION

Tablesky Green Architects
Architects
10000 E. 11th St.
Suite 100
Claremont, CA
91711
951-251-1166

CITY OF TRACY



VALPICO ROAD

GLENBRIAR DRIVE

**PUBLIC DRAFT
INITIAL STUDY AND MITIGATED NEGATIVE
DECLARATION**

FOR THE

VALPICO APARTMENTS PROJECT

OCTOBER 15, 2012

Prepared for:

City of Tracy
Department of Development Services
333 Civic Center Plaza
Tracy, CA 95376

Prepared by:

De Novo Planning Group
4630 Brand Way
Sacramento, CA 95819
(916) 949-3231

D e N o v o P l a n n i n g G r o u p

A Land Use Planning, Design, and Environmental Firm



**PUBLIC DRAFT
INITIAL STUDY AND MITIGATED NEGATIVE DECLARATION**

**FOR THE
VALPICO APARTMENTS PROJECT**

OCTOBER 15, 2012

Prepared for:

City of Tracy
Department of Development Services
333 Civic Center Plaza
Tracy, CA 95376

Prepared by:

De Novo Planning Group
4630 Brand Way
Sacramento, CA 95819
(916) 949-3231



TABLE OF CONTENTS

INITIAL STUDY CHECKLIST 3

 Project Title 3

 Lead Agency Name and Address 3

 Contact Person and Phone Number 3

 Project Sponsor’s Name and Address 3

 Purpose of the Initial Study 3

 Project Location and Setting 4

 General Plan and Zoning Designations 4

 Project Description 4

 Requested Entitlements and Other Approvals 5

 Project Goals and Objectives 5

 Environmental Factors Potentially Affected 13

 Determination: 13

Evaluation Instructions: 14

Evaluation of Environmental Impacts: 15

Environmental Checklist 17

 I. AESTHETICS 17

 II. AGRICULTURE AND FOREST RESOURCES 20

 III. AIR QUALITY 22

 IV. BIOLOGICAL RESOURCES 29

 V. CULTURAL RESOURCES 36

 VI. GEOLOGY AND SOILS 38

 XII. GREENHOUSE GAS EMISSIONS 42

 VIII. HAZARDS AND HAZARDOUS MATERIALS 49

 IX. HYDROLOGY AND WATER QUALITY 53

 X. LAND USE AND PLANNING 58

 XI. MINERAL RESOURCES 59

 XII. NOISE 60

 XIII. POPULATION AND HOUSING 64

 XIV. PUBLIC SERVICES 65

 XV. RECREATION 64

 XVI. TRANSPORTATION/TRAFFIC 70

 XVII. UTILITIES AND SERVICE SYSTEMS 76

XVIII. MANDATORY FINDINGS OF SIGNIFICANCE -- 80

References 81

This page left intentionally blank

INITIAL STUDY

PROJECT TITLE

Valpico Apartments Project

LEAD AGENCY NAME AND ADDRESS

City of Tracy
333 Civic Center Plaza
Tracy, CA 95376

CONTACT PERSON AND PHONE NUMBER

Alan Bell, Senior Planner
Development Services Department
City of Tracy
(209) 831-6426

PROJECT SPONSOR'S NAME AND ADDRESS

Valpico Apartments, LLC
1601 Carmen Drive, Suite 211
Camarillo, CA 93010
(805) 469-9510

PURPOSE OF THE INITIAL STUDY

An Initial Study (IS) is a preliminary analysis which is prepared to determine the relative environmental impacts associated with a proposed project. It is designed as a measuring mechanism to determine if a project will have a significant adverse effect on the environment, thereby triggering the need to prepare an Environmental Impact Report (EIR). It also functions as an evidentiary document containing information which supports conclusions that the project will not have a significant environmental impact or that the impacts can be mitigated to a "Less Than Significant" or "No Impact" level. If there is no substantial evidence, in light of the whole record before the agency, that the project may have a significant effect on the environment, the lead agency shall prepare a Negative Declaration (ND). If the IS identifies potentially significant effects, but: (1) revisions in the project plans or proposals would avoid the effects or mitigate the effects to a point where clearly no significant effects would occur, and (2) there is no substantial evidence, in light of the whole record before the agency, that the project as revised may have a significant effect on the environment, then a Mitigated Negative Declaration (MND) shall be prepared.

This Initial Study has been prepared consistent with CEQA Guidelines Section 15063, to determine if the proposed Valpico Apartments Project (project) may have a significant effect upon the environment. Based upon the findings and mitigation measures contained within this report, a Mitigated Negative Declaration (MND) will be prepared.

PROJECT LOCATION AND SETTING

PROJECT LOCATION

The project site consists of approximately 8.75 acres located in the northwest quadrant of the intersection of South MacArthur Drive and Valpico Road in the southern portion of the City of Tracy. The project site includes APNs 246-140-013 and 014.

The project's regional location is shown in Figure 1 and the project area and site boundary are shown in Figure 2.

EXISTING SITE USES

The project site is currently vacant. Landscaping trees are located along the southern and western edges of the project site.

SURROUNDING LAND USES

Lands to the south and east of the project site consist of single-family residential uses. There is a Rite Aid store located immediately east of the project site, along the project site's eastern boundary. The parcel immediately west of the project site has a single home, and is otherwise vacant. The parcel adjacent to the west is designated Residential High by the City's General Plan and is currently the subject of a separate development application for the development of a 60-unit residential apartment project. Commercial, industrial, and vacant land uses are located further to the west of the project site. The parcel to the north of the project site is mostly vacant, with the exception of a single residential structure and accessory buildings. Single-family residential land uses are located further north of the project site.

GENERAL PLAN AND ZONING DESIGNATIONS

The project site is currently designated Commercial by the City of Tracy General Plan Land Use Designations Map and is zoned Community Shopping.

PROJECT DESCRIPTION

The proposed project would develop 184 multi-family housing units on the 8.75-acre project site. The project would consist of seven, three-story buildings with 24 apartment units in each building, plus 16 rental townhomes in six buildings of two stories each. Parking would be located throughout the site, adjacent to the apartment buildings. A total of 362 parking spaces would be provided, approximately half of which would be covered.

The project would include a leasing office, swimming pool, sidewalks, a bike path, and landscaping improvements throughout the site.

Glenbriar Drive currently terminates at the south side of Valpico Road, southwest of the project site. The project applicant would construct a new segment of Glenbriar Drive, running north-south, along the western edge of the site. There would be two access points to the western side of the project site from the newly constructed segment of Glenbriar Drive. An additional site

access point would be provided from Valpico Road, near the southeastern corner of the project site. The proposed site plan is shown on Figure 3. The proposed project includes a request for a General Plan Amendment to designate the site Residential High, and a zoning change to zone the site High Density Residential.

REQUESTED ENTITLEMENTS AND OTHER APPROVALS

The City of Tracy is the Lead Agency for the proposed project, pursuant to the State Guidelines for Implementation of the California Environmental Quality Act (CEQA), Section 15050.

This document will be used by the City of Tracy to take the following actions:

- Adoption of the Mitigated Negative Declaration (MND)
- Adoption of the Mitigation Monitoring and Reporting Program (MMRP)
- Approval of a General Plan Amendment from Commercial to the Residential High land use designation (GPA12-0001)
- Approval of site rezoning from Community Shopping Center to High Density Residential (R12-0001)
- Tracy Municipal Code Amendment (Section 10.08.1610(d)) changing the minimum distance between main buildings in the High Density Residential Zone from “the average height of the two main buildings” to a distance as close as six feet. (ZA12-0004)
- Development Review (D12-0004)

The following agencies may be required to issue permits or approve certain aspects of the proposed project:

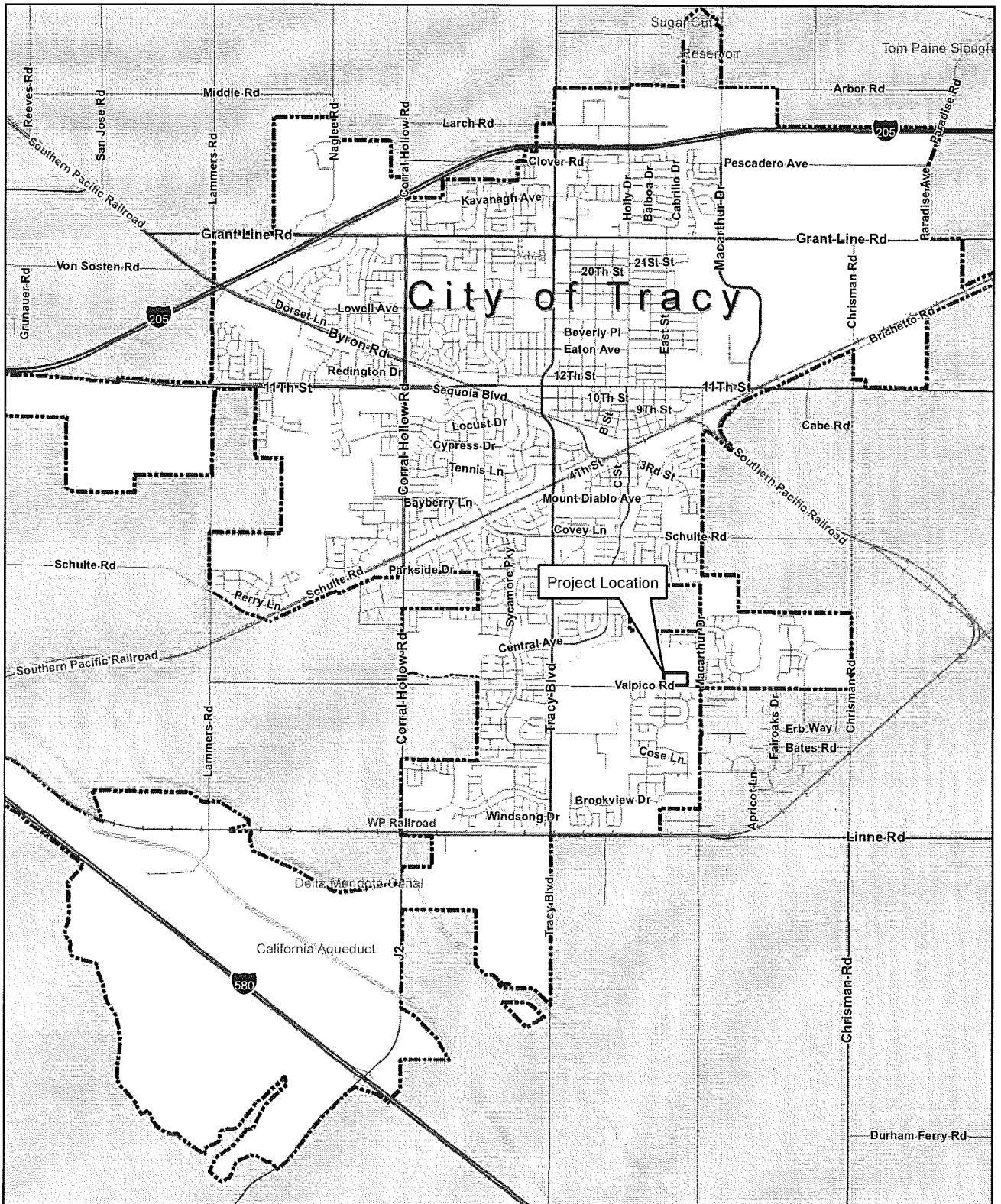
- Central Valley Regional Water Quality Control Board (CVRWQCB) - Storm Water Pollution Prevention Plan (SWPPP) approval prior to construction activities.
- San Joaquin Valley Air Pollution Control District (SJVAPCD) - Approval of construction-related air quality permits.
- San Joaquin Council of Governments (SJCOG)- Review of project application to determine consistency with the San Joaquin County Multi-Species Habitat, Conservation, and Open Space Plan (SJMSCP).

PROJECT GOALS AND OBJECTIVES

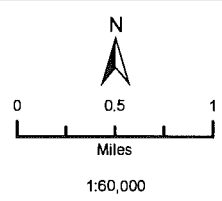
The City of Tracy and the project applicant have identified the following goals and objectives for the proposed project:

1. Expand the available supply of high density residential housing options in the City of Tracy, consistent with City Housing Element goals of providing a range of residential densities and products, including high-density apartments
2. Develop a project that is consistent and compatible with the surrounding land uses.
3. Increase the supply of market-rate rental housing units that may be affordable to moderate income households within the City of Tracy.

This page left intentionally blank

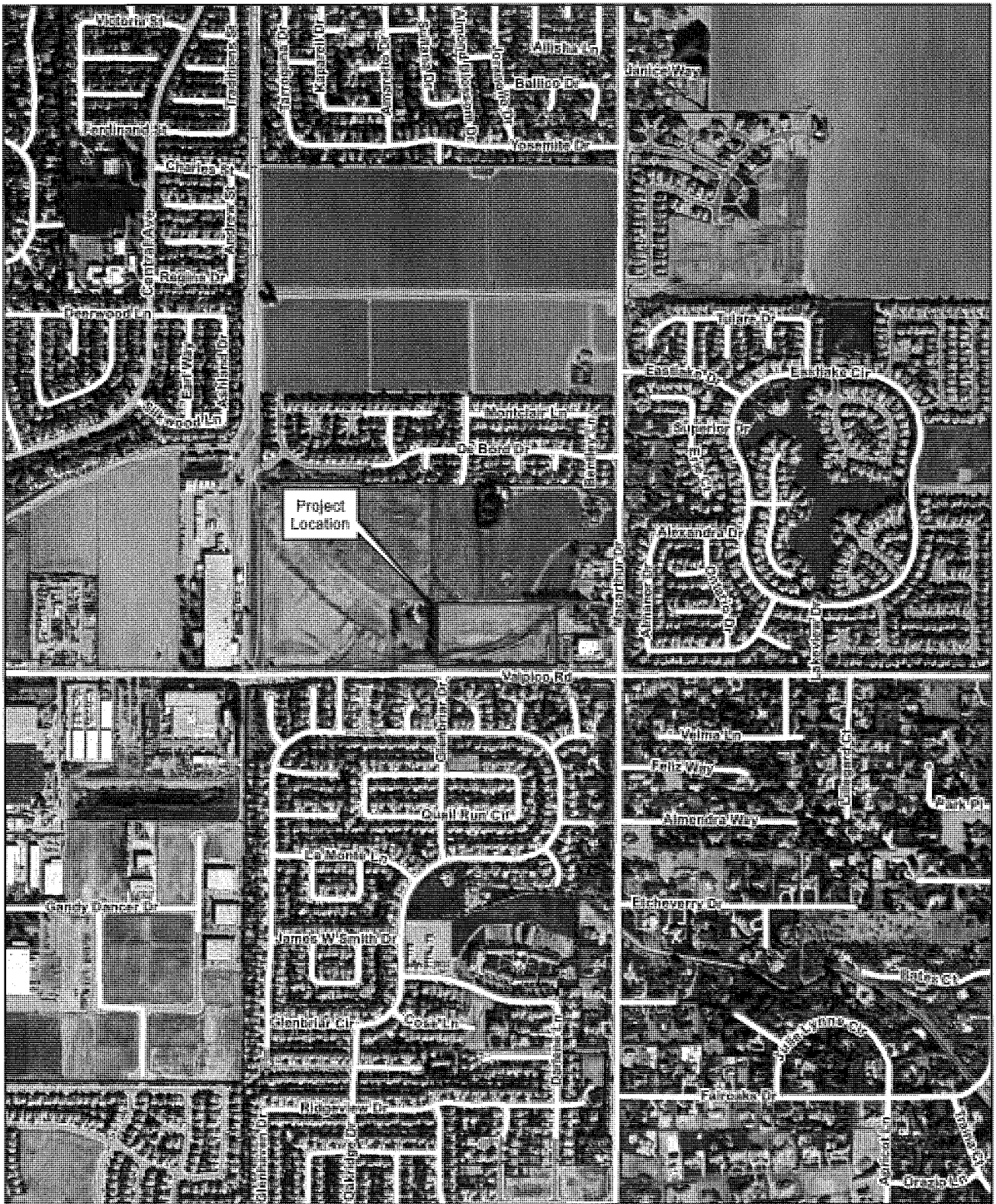


Valpico Apartments Development
 Figure 1 - Regional Location Map

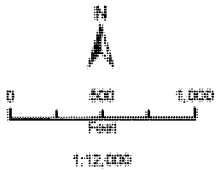


Data sources: California Spatial Information Library;
 ESRI StreetMap North America. Map date: August 25, 2012

This page left intentionally blank



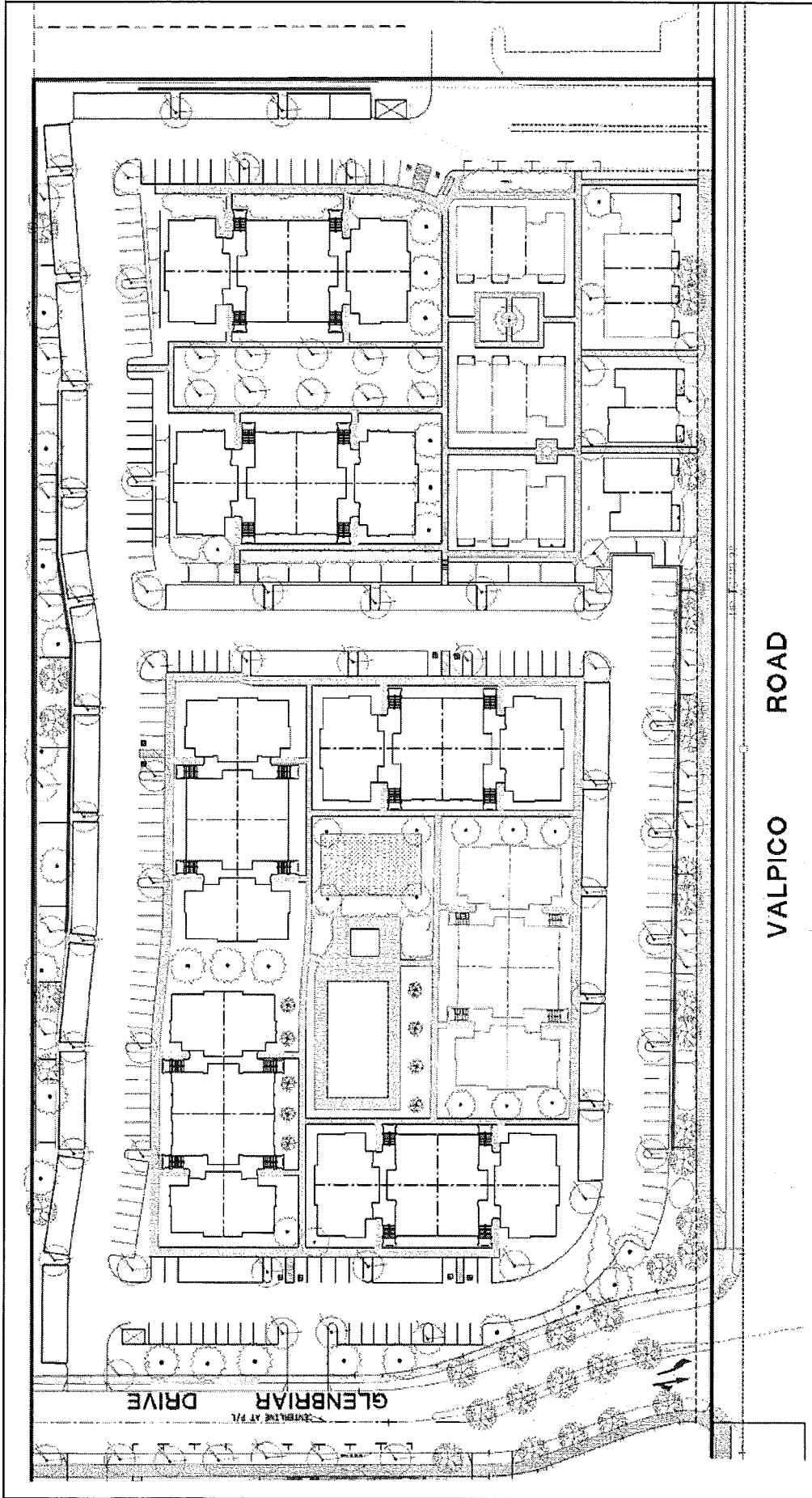
Project Location



Valpico Apartments Development
 Figure 2 - Project Vicinity Map

Data sources: ArcGIS Online; Bing aerials; ESRI
 StreetMap North America. Map date: August 25, 2012

This page left intentionally blank



VALPICO ROAD

DRIVE
GLENBRIAR



0 30 60
Feet

Valpico Apartments Development

Figure 3 - Site Plan

Data source: Mackay & Soms, Pleasanton, California
Map date: August 25, 2012

De Novo Planning Group
A Land Use, Planning, Design, and Environmental Firm

This page left intentionally blank

ENVIRONMENTAL FACTORS POTENTIALLY AFFECTED:

The environmental factors checked below would be potentially affected by this project, involving at least one impact that is a "Potentially Significant Impact" as indicated by the checklist on the following pages.

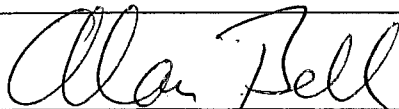
	Aesthetics		Agriculture and Forest Resources		Air Quality
	Biological Resources		Cultural Resources		Geology/Soils
	Greenhouse Gasses		Hazards and Hazardous Materials		Hydrology/Water Quality
	Land Use/Planning		Mineral Resources		Noise
	Population/Housing		Public Services		Recreation
	Transportation/Traffic		Utilities/Service Systems		Mandatory Findings of Significance

DETERMINATION:

On the basis of this initial evaluation:

	I find that the proposed project COULD NOT have a significant effect on the environment, and a NEGATIVE DECLARATION will be prepared.
X	I find that although the proposed project could have a significant effect on the environment, there will not be a significant effect in this case because revisions in the project have been made by or agreed to by the project proponent. A MITIGATED NEGATIVE DECLARATION will be prepared.
	I find that the proposed project MAY have a significant effect on the environment, and an ENVIRONMENTAL IMPACT REPORT is required.
	I find that the proposed project MAY have a "potentially significant impact" or "potentially significant unless mitigated" impact on the environment, but at least one effect 1) has been adequately analyzed in an earlier document pursuant to applicable legal standards, and 2) has been addressed by mitigation measures based on the earlier analysis as described on attached sheets. An ENVIRONMENTAL IMPACT REPORT is required, but it must analyze only the effects that remain to be addressed.
	I find that although the proposed project could have a significant effect on the environment, because all potentially significant effects (a) have been analyzed adequately in an earlier EIR or NEGATIVE DECLARATION pursuant to applicable standards, and (b) have been avoided or mitigated pursuant to that earlier EIR or NEGATIVE DECLARATION, including revisions or mitigation measures that are imposed upon the proposed project, nothing further is required.

Signature



Date

10/12/12

City of Tracy

PAGE 13

EVALUATION INSTRUCTIONS:

- 1) A brief explanation is required for all answers except "No Impact" answers that are adequately supported by the information sources a lead agency cites in the parentheses following each question. A "No Impact" answer is adequately supported if the referenced information sources show that the impact simply does not apply to projects like the one involved (e.g., the project falls outside a fault rupture zone). A "No Impact" answer should be explained where it is based on project-specific factors as well as general standards (e.g., the project will not expose sensitive receptors to pollutants, based on a project-specific screening analysis).
- 2) All answers must take account of the whole action involved, including off-site as well as on-site, cumulative as well as project-level, indirect as well as direct, and construction as well as operational impacts.
- 3) Once the lead agency has determined that a particular physical impact may occur, then the checklist answers must indicate whether the impact is potentially significant, less than significant with mitigation, or less than significant. "Potentially Significant Impact" is appropriate if there is substantial evidence that an effect may be significant. If there are one or more "Potentially Significant Impact" entries when the determination is made, an EIR is required.
- 4) "Negative Declaration: Less Than Significant With Mitigation Incorporated" applies where the incorporation of mitigation measures has reduced an effect from "Potentially Significant Impact" to a "Less Than Significant Impact." The lead agency must describe the mitigation measures, and briefly explain how they reduce the effect to a less than significant level (mitigation measures from Section XVII, "Earlier Analyses," may be cross-referenced).
- 5) Earlier analyses may be used where, pursuant to the tiering, program EIR, or other CEQA process, an effect has been adequately analyzed in an earlier EIR or negative declaration. Section 15063(c)(3)(D). In this case, a brief discussion should identify the following:
 - a) Earlier Analysis Used. Identify and state where they are available for review.
 - b) Impacts Adequately Addressed. Identify which effects from the above checklist were within the scope of and adequately analyzed in an earlier document pursuant to applicable legal standards, and state whether such effects were addressed by mitigation measures based on the earlier analysis.
 - c) Mitigation Measures. For effects that are "Less than Significant with Mitigation Measures Incorporated," describe the mitigation measures which were incorporated or refined from the earlier document and the extent to which they address site-specific conditions for the project.
- 6) Lead agencies are encouraged to incorporate into the checklist references to information sources for potential impacts (e.g., general plans, zoning ordinances).

Reference to a previously prepared or outside document should, where appropriate, include a reference to the page or pages where the statement is substantiated.

- 7) Supporting Information Sources: A source list should be attached, and other sources used or individuals contacted should be cited in the discussion.
- 8) This is only a suggested form, and lead agencies are free to use different formats; however, lead agencies should normally address the questions from this checklist that are relevant to a project's environmental effects in whatever format is selected.
- 9) The explanation of each issue should identify:
 - a) The significance criteria or threshold, if any, used to evaluate each question; and
 - b) The mitigation measure identified, if any, to reduce the impact to less than significance

EVALUATION OF ENVIRONMENTAL IMPACTS:

In each area of potential impact listed in this section, there are one or more questions which assess the degree of potential environmental effect. A response is provided to each question using one of the four impact evaluation criteria described below. A discussion of the response is also included.

- Potentially Significant Impact. This response is appropriate when there is substantial evidence that an effect is significant. If there are one or more "Potentially Significant Impact" entries, upon completion of the Initial Study, an EIR is required.
- Less than Significant With Mitigation Incorporated. This response applies when the incorporation of mitigation measures has reduced an effect from "Potentially Significant Impact" to a "Less Than Significant Impact". The Lead Agency must describe the mitigation measures and briefly explain how they reduce the effect to a less than significant level.
- Less than Significant Impact. A less than significant impact is one which is deemed to have little or no adverse effect on the environment. Mitigation measures are, therefore, not necessary, although they may be recommended to further reduce a minor impact.
- No Impact. These issues were either identified as having no impact on the environment, or they are not relevant to the Project.

This page left intentionally blank.

ENVIRONMENTAL CHECKLIST

This section of the Initial Study incorporates the most current Appendix "G" Environmental Checklist Form, contained in the CEQA Guidelines. Impact questions and responses are included in both tabular and narrative formats for each of the 18 environmental topic areas.

I. AESTHETICS -- WOULD THE PROJECT:

	<i>Potentially Significant Impact</i>	<i>Less Than Significant with Mitigation Incorporation</i>	<i>Less Than Significant Impact</i>	<i>No Impact</i>
a) Have a substantial adverse effect on a scenic vista?			X	
b) Substantially damage scenic resources, including, but not limited to, trees, rock outcroppings, and historic buildings within a state scenic highway?				X
c) Substantially degrade the existing visual character or quality of the site and its surroundings?			X	
d) Create a new source of substantial light or glare which would adversely affect day or nighttime views in the area?		X		

RESPONSES TO CHECKLIST QUESTIONS

Response a): Less Than Significant. There are no scenic vistas located on or adjacent to the project site. The proposed project is considered an infill project, and the proposed uses on the site are consistent and compatible with the surrounding land uses. Lands to the south and east of the project site consist of single-family residential uses. There is a Rite Aid store located immediately east of the project site, along the project site's eastern boundary. The parcel immediately west of the project site has a single home, and is otherwise vacant. Commercial, industrial, and vacant land uses are located further to the west of the project site. The parcel to the north of the project site is mostly vacant, with the exception of a single structure. Single-family residential land uses are located further north of the project site.

Implementation of the proposed project would provide for additional residential development in an area of the City that is largely developed. The project site is not topographically elevated from the surrounding lands, and is not highly visible from areas beyond the immediate vicinity of the site. There are no prominent features on the site, such as trees, rock outcroppings, or other visually distinctive features that contribute to the scenic quality of the site. The project site is not designated as a scenic vista by the City of Tracy General Plan.

Implementation of the proposed project would not significantly change the existing visual character of the project area, as much of the areas immediately adjacent to the site are used for residential and commercial purposes.

Implementation of the proposed project would introduce a high-density residential development to the project area, and would be generally consistent with the surrounding residential and commercial development. Therefore, this impact is considered **less than significant**.

Response b): No Impact. As described in the Tracy General Plan EIR, there are two Officially Dedicated California Scenic Highway segments in the Tracy Planning Area, which extend a total length of 16 miles. The first designated scenic highway is the portion of I-580 between I-205 and I-5, which offers views of the Coast Range to the west and the Central Valley's urban and agricultural lands to the east. The second scenic highway is the portion of I-5 that starts at I-205 and continues south to Stanislaus County, which allows for views of the surrounding agricultural lands and the Delta-Mendota Canal and California Aqueduct.

The project site is not visible from any of the above-referenced scenic highways. Development of the proposed project would not result in the removal of any trees, rock outcroppings, or buildings of historical significance, and would not result in changes to any of the viewsheds from the designated scenic highways in the vicinity of the City of Tracy. There is **no impact**.

Response c): Less than Significant. As described under Response a), above, the proposed project would add additional residential uses to an area that currently contains numerous residential and commercial uses. The proposed project would be visually compatible with the surrounding land uses and would not significantly degrade the existing visual quality of the site or the surrounding area. Additionally, the project is subject to the City of Tracy's development and design review criteria, which would ensure that the exterior facades of the proposed residential structures, landscaping, streetscape improvements and exterior lighting improvements are compatible with the surrounding land uses. This is a **less than significant** impact.

Response d): Less than Significant with Mitigation. Daytime glare can occur when the sunlight strikes reflective surfaces such as windows, vehicle windshields and shiny reflective building materials. The proposed project would introduce new residential structures and parking areas into the project site, however, reflective building materials are not proposed for use in the project, and as such, the project would not result in increases in daytime glare.

The proposed project would include exterior lighting around the proposed apartment buildings, parking areas, and common areas within the site. The City of Tracy Standard Plan #154 establishes minimum requirements for light illumination. Exterior lighting on new projects is also regulated by the Tracy Municipal Code, Off-Street Parking Requirements, Section 10.08.3530(h). The City addresses light and glare issues on a case-by-case basis during project approval and typically adds requirements as a condition of project approval to shield and protect against light spillover from one property to the next. The Tracy Municipal Code requires that the site plan and architectural package include the exterior lighting standards and devices, and be reviewed by the Development and Engineering Services Department.

The implementation of Mitigation Measure 1 requires the preparation of a lighting plan, which must demonstrate that exterior project lighting has been designed to minimize light spillage onto adjacent properties to the greatest extent feasible. The implementation of Mitigation Measure 1 would reduce this impact to a **less than significant** level.

Mitigation Measures

Mitigation Measure 1: *A lighting plan shall be prepared prior to the issuance of a building permit and installation of the project's exterior lighting. The lighting plan shall demonstrate that the exterior lighting systems have been designed to minimize light spillage onto adjacent properties to the greatest extent feasible. The lighting plan shall include the following:*

- *Design of site lighting and exterior building light fixtures to reduce the effects of light pollution and glare off of glass and metal surfaces;*
- *Lighting shall be directed downward and light fixtures shall be shielded to reduce upward and spillover lighting;*

II. AGRICULTURE AND FOREST RESOURCES: WOULD THE PROJECT:

	<i>Potentially Significant Impact</i>	<i>Less Than Significant with Mitigation Incorporation</i>	<i>Less Than Significant Impact</i>	<i>No Impact</i>
a) Convert Prime Farmland, Unique Farmland, or Farmland of Statewide Importance (Farmland), as shown on the maps prepared pursuant to the Farmland Mapping and Monitoring Program of the California Resources Agency, to non-agricultural use?				X
b) Conflict with existing zoning for agricultural use, or a Williamson Act contract?				X
c) Conflict with existing zoning for, or cause rezoning of, forest land (as defined in Public Resources Code section 1222(g)) or timberland (as defined in Public Resources Code section 4526)?				X
d) Result in the loss of forest land or conversion of forest land to non-forest use?				X
e) Involve other changes in the existing environment which, due to their location or nature, could result in conversion of Farmland, to non-agricultural use or conversion of forest land to non-forest use?				X

RESPONSES TO CHECKLIST QUESTIONS

Response a): No Impact. The project site is underlain by soils that are considered prime farmland soils by the California Department of Conservation, Farmland Mapping and Monitoring Program and the USDA Soil Conservation Service. The agricultural value of the project site is compromised by a variety of factors that render the site unsuitable for agricultural production or agricultural operations. The project site was historically used as a sand and gravel extraction area, which has resulted in soil disturbances and the removal of topsoil that renders the site unviable for agricultural uses. Additionally, the project site is designated for urban land uses (commercial) by the Tracy General Plan Land Use Designations Map. The project site is surrounded by urban land uses, and there are no agricultural land uses or agricultural operations adjacent to the site. The project site is not irrigated for agricultural use.

Development of the site for urban uses and the subsequent removal of prime farmland soil for agricultural use was taken into consideration in the City of Tracy General Plan and Final EIR. On February 1, 2011 the Tracy City Council adopted a Statement of Overriding Considerations (Resolution 2011-028) for the loss of prime agricultural land resulting from adoption of the Plan and EIR, and provided mitigation measures for the agricultural land lost to development in the City of Tracy's urbanized areas. Mitigation measures included the implementation of a "Right to Farm" ordinance by the City (Ord. 10.24 et seq.), intended to preserve and protect existing agricultural operations within the incorporated City.

The proposed project is identified for urban land uses in the Tracy General Plan. The proposed project is consistent with the overriding considerations that were adopted for the General Plan and the established mitigation measures under that Plan. As such, implementation of the proposed project would not create new impacts over and above those identified in the General Plan Final EIR, nor significantly change previously identified impacts.

There is **no impact** related to this environmental topic, and no additional mitigation is required.

Response b): No Impact. The project site is not under a Williamson Act Contract, nor are any of the parcels immediately adjacent to the project site under a Williamson Act Contract. Therefore, implementation of the proposed project would not conflict with a Williamson Act Contract. The project site is currently zoned Community Shopping by the City's Zoning Map. As such, the proposed project would not conflict with any agricultural zoning or Williamson Act Contract. There is **no impact**.

Responses c) and d): No Impact. The project site is located in an area predominantly consisting of commercial and residential development. There are no forest resources on the project site or in the vicinity of the project site. Therefore, there is **no impact**.

Response e): No Impact. As described under Responses (a) and (b) above, the proposed project is not currently used for agricultural purposes, nor is it designated or zoned for agricultural uses. There are no agricultural lands or operations adjacent to the project site. There is **no impact** related to this environmental topic.

III. AIR QUALITY -- WOULD THE PROJECT:

	<i>Potentially Significant Impact</i>	<i>Less Than Significant with Mitigation Incorporation</i>	<i>Less Than Significant Impact</i>	<i>No Impact</i>
a) Conflict with or obstruct implementation of the applicable air quality plan?		X		
b) Violate any air quality standard or contribute substantially to an existing or projected air quality violation?		X		
c) Result in a cumulatively considerable net increase of any criteria pollutant for which the project region is non-attainment under an applicable federal or state ambient air quality standard (including releasing emissions which exceed quantitative thresholds for ozone precursors)?		X		
d) Expose sensitive receptors to substantial pollutant concentrations?			X	
e) Create objectionable odors affecting a substantial number of people?			X	

EXISTING SETTING

The project site is located within the boundaries of the San Joaquin Valley Air Pollution Control District (SJVAPCD). This agency is responsible for monitoring air pollution levels and ensuring compliance with federal and state air quality regulations within the San Joaquin Valley Air Basin (SJVAB) and has jurisdiction over most air quality matters within its borders.

RESPONSES TO CHECKLIST QUESTIONS

Responses a), b), c): Less than Significant with Mitigation. Air quality emissions would be generated during construction of the proposed project and during operation of the proposed project. Operational emissions would come primarily from vehicle emissions from vehicle trips generated by the proposed project. Construction-related air quality impacts and operational air quality impacts are addressed separately below.

Construction-Related Emissions

The SJVAPCD's approach to analysis of construction impacts is to require implementation of effective and comprehensive control measures, rather than to require detailed quantification of emission concentrations for modeling of direct impacts. PM10 emitted during construction can vary greatly depending on the level of activity, the specific operations taking place, the equipment being operated, local soils, weather conditions, and other factors, making quantification difficult. Despite this variability in emissions, experience has shown that there are a number of feasible control measures that can be reasonably implemented to significantly reduce PM10 emissions from construction activities. The SJVAPCD has determined that compliance with Regulation VIII for all sites and implementation of all other control measures

indicated in Tables 6-2 and 6-3 of the *Guide for Assessing and Mitigating Air Quality Impacts* (as appropriate) would constitute sufficient mitigation to reduce PM10 impacts to a level considered less than significant.

Construction would result in numerous activities that would generate dust. The fine, silty soils in the project area and often strong afternoon winds exacerbate the potential for dust, particularly in the summer months. Grading, leveling, earthmoving and excavation are the activities that generate the most particulate emissions. Impacts would be localized and variable. Construction impacts would last for a period of several months. The initial phase of project construction would involve grading and leveling the project site and associated improvements such as parking area improvements and supporting underground infrastructure, such as water, sewer, and electrical lines.

Construction activities that could generate dust and vehicle emissions are primarily related to grading and other ground-preparation activities in order to prepare the project site for the construction of the apartment units and parking areas.

Control measures are required and enforced by the SJVAPCD under Regulation VIII. The SJVAPCD considers construction-related emissions from all projects in this region to be mitigated to a less than significant level if SJVAPCD-recommended PM10 fugitive dust rules and equipment exhaust emissions controls are implemented.

Implementation of Mitigation Measures 2 and 3, in addition to compliance with all applicable measures from SJVAPCD Rule VIII would reduce construction-related impacts associated with dust and construction vehicle emissions to a **less than significant** level.

Mitigation Measures

Mitigation Measure 2: *Prior to the commencement of grading activities, the City shall require the contractor hired to complete the grading activities to prepare a construction emissions reduction plan that meets the requirements of SJVAPCD Rule VIII. The construction emissions reductions plan shall be submitted to the SJVAPCD for review and approval. The City of Tracy shall ensure that all required permits from the SJVAPCD have been issued prior to commencement of grading activities. The construction emissions reduction plan should include the following requirements and measures:*

- *Properly and routinely maintain all construction equipment, as recommended by manufacturer's manuals, to control exhaust emissions.*
- *Shut down equipment when not in use for extended periods of time, to reduce exhaust emissions associated with idling engines.*
- *Encourage ride-sharing and of use transit transportation for construction employees commuting to the project site.*
- *Use electric equipment for construction whenever possible in lieu of fossil fuel-powered equipment.*
- *Curtail construction during periods of high ambient pollutant concentrations.*
- *Construction equipment shall operate no longer than eight cumulative hours per day.*

- *All construction vehicles shall be equipped with proper emission control equipment and kept in good and proper running order to reduce NOx emissions.*
- *On-road and off-road diesel equipment shall use aqueous diesel fuel if permitted under manufacturer's guidelines.*
- *On-road and off-road diesel equipment shall use diesel particulate filters if permitted under manufacturer's guidelines.*
- *On-road and off-road diesel equipment shall use cooled exhaust gas recirculation (EGR) if permitted under manufacturer's guidelines.*
- *Use of Caterpillar pre-chamber diesel engines or equivalent shall be utilized if economic and available to reduce NOx emissions.*
- *All construction activities within the project site shall be discontinued during the first stage smog alerts.*
- *Construction and grading activities shall not be allowed during first stage ozone alerts. (First stage ozone alerts are declared when ozone levels exceed 0.20 ppm for the 1-hour average.)*

Implementation of this mitigation shall occur during all grading or site clearing activities. The SJVAPCD shall be responsible for monitoring.

Mitigation Measure 3: *The following mitigation measures, in addition to those required under Regulation VIII of the SJVAPCD, shall be implemented by the Project's contractor during all phases of project grading and construction to reduce fugitive dust emissions:*

- *Water previously disturbed exposed surfaces (soil) a minimum of three-times/day or whenever visible dust is capable of drifting from the site or approaches 20 percent opacity.*
- *Water all haul roads (unpaved) a minimum of three-times/day or whenever visible dust is capable of drifting from the site or approaches 20 percent opacity.*
- *All access roads and parking areas shall be covered with asphalt-concrete paving or water sprayed regularly.*
- *Dust from all on-site and off-site unpaved access roads shall be effectively stabilized by applying water or using a chemical stabilizer or suppressant.*
- *Reduce speed on unpaved roads to less than 15 miles per hour.*
- *Install and maintain a trackout control device that meets the specifications of SJVAPCD Rule 8041 if the site exceeds 150 vehicle trips per day or more than 20 vehicle trips per day by vehicles with three or more axles.*
- *Stabilize all disturbed areas, including storage piles, which are not being actively utilized for construction purposes using water, chemical stabilizers or by covering with a tarp, other suitable cover or vegetative ground cover.*
- *Control fugitive dust emissions during land clearing, grubbing, scraping, excavation, leveling, grading or cut and fill operations with application of water or by presoaking.*
- *When transporting materials offsite, maintain a freeboard limit of at least six inches and over or effectively wet to limit visible dust emissions.*
- *Limit and remove the accumulation of mud and/or dirt from adjacent public roadways at the end of each workday. (Use of dry rotary brushes is prohibited except when preceded or*

accompanied by sufficient wetting to limit visible dust emissions and the use of blowers is expressly forbidden.)

- *Remove visible track-out from the site at the end of each workday.*
- *Cease grading activities during periods of high winds (greater than 20 mph over a one-hour period).*
- *Asphalt-concrete paving shall comply with SJVAPCD Rule 4641 and restrict use of cutback, slow-sure, and emulsified asphalt paving materials.*

Implementation of this mitigation shall occur during all grading or site clearing activities. The SJVAPCD shall be responsible for monitoring.

Operational Emissions

For the purposes of this operational air quality analysis, actions that violate Federal standards for criteria pollutants (i.e., primary standards designed to safeguard the health of people considered to be sensitive receptors while outdoors and secondary standards designed to safeguard human welfare) are considered significant impacts. Additionally, actions that violate State standards developed by the CARB or criteria developed by the SJVAPCD, including thresholds for criteria pollutants, are considered significant impacts. Projects that would generate 10 tons per year of either ROG or NO_x are considered to have a potentially significant air quality impact. The SJVAPCD has also established a threshold of 15 tons per year for PM₁₀. As previously mentioned, the Basin is classified as a nonattainment area for ozone. In order to achieve the Federal and State standards of ozone, it is necessary to regulate ROG and NO_x, which contribute to the formation of ozone. This includes both direct and indirect emissions.

In addition to the tons/year thresholds cited above, the SJVAPCD has thresholds applicable to CO emissions that require projects to perform localized CO modeling. These thresholds include the following:

- Project traffic would impact signalized intersections operating at level of service (LOS) D, E or F or would cause LOS to decline to D, E or F.
- Project traffic would increase traffic volumes on nearby roadways by 10 percent or more.
- The project would contribute to CO concentrations exceeding CAAQS of 9 parts per million (ppm) averaged over 8 hours and 20 ppm for one hour.

Emissions were estimated using the approach included in the 2007 URBEMIS model combined with emissions factors developed by CARB and the SJVAPCD. The URBEMIS model is used to calculate construction and operational emissions associated with land development projects, and includes EPA, SJVAPCD, and CARB emissions factors embedded within it.

As described in greater detail under the traffic impact analysis section in this document, the proposed project would not cause an intersection to decline to LOS D, E, or F. Additionally, the proposed project would not increase traffic volumes on nearby roadways by 10 percent or more. Therefore, localized CO modeling is not warranted for this project.

Rule 9510 Indirect Source Review

District Rule 9510 requires developers of large residential, commercial and industrial projects to reduce smog-forming (NO_x) and particulate (PM₁₀ and PM_{2.5}) emissions generated by their projects. The Rule applies to projects which, upon full build-out, will include 50 or more residential units. Project developers are required to reduce:

- 20 percent of construction-exhaust nitrogen oxides;
- 45 percent of construction-exhaust PM₁₀;
- 33 percent of operational nitrogen oxides over 10 years; and
- 50 percent of operational PM₁₀ over 10 years.

Developers are encouraged to meet these reduction requirements through the implementation of on-site mitigation; however, if the on-site mitigation does not achieve the required baseline emission reductions, the developer will mitigate the difference by paying an off-site fee to the District. Fees reduce emissions by helping to fund clean-air projects in the District.

The project would be an indirect source of air pollutants, in that it would attract and cause an increase in vehicle trips in the region. Table 1 shows the new auto emissions from vehicle trips that would result from the proposed project. The San Joaquin Valley Air Pollution Control District has established a threshold of significance for ozone precursors of 10 tons per year, and 15 tons per year has been assumed to represent a significant impact for PM₁₀.

Table 1: Total Project Generated Emissions at Full Buildout

	EMISSIONS (TONS/YEAR)						
	ROG	NOX	CO	SO2	PM10	PM2.5	CO2
Mobile Source Project Emissions	1.53	2.11	17.55	0.02	3.41	0.66	1,912.81
SJVAPCD Threshold	10	10	--	--	15	--	--
Above SJCAPCD Threshold?	No	No	NA	NA	No	NA	NA

EMISSIONS WERE CALCULATED USING THE URBEMIS2007 (v.9.24) COMPUTER PROGRAM. ASSUMES TOTAL BUILDOUT OF THE PROPOSED PROJECT. MOBILE SOURCE EMISSIONS WERE BASED ON THE AVERAGE ANNUAL ADT PRESENTED IN THE TRAFFIC STUDY PREPARED FOR THE PROJECT AND DEFAULT VEHICLE TRIP DISTANCES AND FLEET CHARACTERISTICS CONTAINED IN THE MODEL.

As shown in the table above, project generated emissions are below the SJVAPCD thresholds for ROG, NO_x and PM₁₀. As such, the project would result in **less than significant** air quality impacts. However, regardless of the emissions totals presented above, the project is still subject to the requirements of SJVAPCD Rule 9510, which requires developers of large residential, commercial and industrial projects to reduce smog-forming (NO_x) and particulate (PM₁₀ and PM_{2.5}) emissions generated by their projects. The Rule applies to projects which

upon full build-out will include 50 or more residential units. Project developers are required to reduce:

- 20 percent of construction-exhaust nitrogen oxides;
- 45 percent of construction-exhaust PM10;
- 33 percent of operational nitrogen oxides over 10 years; and
- 50 percent of operational PM10 over 10 years.

Developers are encouraged to meet these reduction requirements through the implementations of on-site mitigation; however, if the on-site mitigation does not achieve the required baseline emission reductions, the developer will mitigate the difference by paying an off-site fee to the District.

Mitigation Measures

Mitigation Measure 4: *Prior to the issuance of the first building permit, the project applicant shall coordinate with the SJVAPCD to verify that the project meets the requirements of District Rule 9510, which is aimed at the following reductions:*

- *20 percent of construction-exhaust nitrogen oxides;*
- *45 percent of construction-exhaust PM10;*
- *33 percent of operational nitrogen oxides over 10 years; and*
- *50 percent of operational PM10 over 10 years.*

The project applicant shall coordinate with SJVAPCD to develop measures and strategies to reduce operational emissions from the proposed project. If feasible measures are not available to meet the emissions reductions targets outlined above, then the project applicant may be required to pay an in-lieu mitigation fee to the SJVAPCD to off-set project-related emissions impacts. If in-lieu fees are required, the project applicant shall coordinate with the SJVAPCD to calculate the amount of the fees required to off-set project impacts.

Response d): Less than Significant. Sensitive receptors are those parts of the population that can be severely impacted by air pollution. Sensitive receptors include children, the elderly, and the infirm. In addition to the existing residences located adjacent to the project site, there are two elementary schools located in proximity to the project site. Tom Hawkins Elementary is located approximately 0.3 miles south of the project site, and Gladys Poet-Christian Elementary School is located approximately 0.6 miles to the northwest of the project site.

Implementation of the proposed project would not expose these sensitive receptors to substantial pollutant concentrations. Air emissions would be generated during the construction phase of the project. The construction phase of the project would be temporary and short-term, and the implementation of Mitigation Measures 2 and 3 would greatly reduce pollution concentrations generated during construction activities.

Operation of the proposed project would result in emissions primarily from vehicle trips. As described under Response a) – c) above, the proposed project would not generate significant concentrations of air emissions. Impacts to sensitive receptors would be negligible and this is a **less than significant** impact.

Response e): Less than Significant. Operation of the proposed project would not generate notable odors. The proposed project is an apartment complex, which is compatible with the surrounding land uses. Occasional mild odors may be generated during landscaping maintenance (equipment exhaust), but the project would not otherwise generate odors. This is a **less than significant** impact and no mitigation is required.

IV. BIOLOGICAL RESOURCES -- WOULD THE PROJECT:

	<i>Potentially Significant Impact</i>	<i>Less Than Significant with Mitigation Incorporation</i>	<i>Less Than Significant Impact</i>	<i>No Impact</i>
a) Have a substantial adverse effect, either directly or through habitat modifications, on any species identified as a candidate, sensitive, or special status species in local or regional plans, policies, or regulations, or by the California Department of Fish and Game or U.S. Fish and Wildlife Service?		X		
b) Have a substantial adverse effect on any riparian habitat or other sensitive natural community identified in local or regional plans, policies, regulations or by the California Department of Fish and Game or US Fish and Wildlife Service?				X
c) Have a substantial adverse effect on federally protected wetlands as defined by Section 404 of the Clean Water Act (including, but not limited to, marsh, vernal pool, coastal, etc.) through direct removal, filling, hydrological interruption, or other means?			X	
d) Interfere substantially with the movement of any native resident or migratory fish or wildlife species or with established native resident or migratory wildlife corridors, or impede the use of native wildlife nursery sites?			X	
e) Conflict with any local policies or ordinances protecting biological resources, such as a tree preservation policy or ordinance?			X	
f) Conflict with the provisions of an adopted Habitat Conservation Plan, Natural Community Conservation Plan, or other approved local, regional, or state habitat conservation plan?			X	

RESPONSES TO CHECKLIST QUESTIONS

Response a): Less than Significant with Mitigation. The project applicant submitted the proposed project plans to the San Joaquin Council of Governments (SJCOG) for review for consistency with the San Joaquin County Multi-Species Habitat and Open Space Plan (SJMSCP). The project site was visited by SJCOG staff to assess the habitat conditions on the project site, and an advisory statement was issued to the applicant by SJCOG on June 13, 2012.

Special-status invertebrates that occur within the San Joaquin County region include: longhorn fairy shrimp, vernal pool fairy shrimp, and midvalley fairy shrimp, which requires vernal pools and swale areas within grasslands; and the valley elderberry longhorn beetle, which is an insect that is only associated with blue elderberry plants, oftentimes in riparian areas and sometimes on land in the vicinity of riparian areas. The project site does not contain essential habitat for

these special status invertebrates. Implementation of the proposed project would have a **less than significant** impact on these species. No mitigation is necessary.

Special-status reptiles and amphibians that occur within the region include: the western pond turtle, which requires aquatic environments located along ponds, marshes, rivers, and ditches; the California tiger salamander, which is found in grassland habitats where there are nearby seasonal wetlands for breeding; the silvery legless lizard, which is found in sandy or loose loamy soils under sparse vegetation with high moisture content; San Joaquin whipsnake, which requires open, dry habitats with little or no tree cover with mammal burrows for refuge; the Alameda whipsnake, which is restricted to valley-foothill hardwood habitat on south-facing slopes; the California horned lizard, which occurs in a variety of habitats including, woodland, forest, riparian, and annual grasslands, usually in open sandy areas; the foothill yellow-legged frog, which occurs in partly shaded and shallow streams with rocky soils; the California red-legged frog, which occurs in stream pools and ponds with riparian or emergent marsh vegetation; and the western spadefoot toad, which requires grassland habitats associated with vernal pools. The project site does not contain essential habitat for these special status reptiles and amphibians. Implementation of the proposed project would have a **less than significant** impact on these species. No mitigation is necessary.

Numerous special-status plant species are known to occur in the region. Many of these special status plant species require specialized habitats such as serpentine soils, rocky outcrops, slopes, vernal pools, marshes, swamps, riparian habitat, alkali soils, and chaparral, which are not present on the project site. The project site is located in an area that was likely valley grassland prior to human settlement, and there are several plant species that are found in valley and foothills grasslands areas. These species include large-flowered fiddleneck, bent-flowered fiddleneck, big-balsamroot, big tarplant, round-leaved filaree, Lemmon's jewelflower, and showy golden madia. Human settlement has involved a high frequency of ground disturbance associated with the historical farming activities in the region, including the project site. The project site does not contain suitable habitat for special-status plant species, and no special-status plant species were observed by SJCOG during their visit to the project site. Implementation of the proposed project would have a **less than significant** impact on these species. No mitigation is necessary.

Special-status birds that occur within the region include: tricolored blackbird, Swainson's hawk, northern harrier, and bald eagle, which are associated with streams, rivers, lakes, wetlands, marshes, and other wet environments; loggerhead shrike, and burrowing owl, which lives in open areas, usually grasslands, with scattered trees and brush; and raptors that are present in varying habitats throughout the region.

Swainson's Hawk. The Swainson's hawk is threatened in California and is protected by the California Department of Fish and Game (CDFG) and the Migratory Bird Treaty Act (MBTA). Additionally, Swainson's hawk foraging habitat is protected by the CDFG. Swainson's hawks forage in open grasslands and agricultural fields and commonly nest in solitary trees and riparian areas in close proximity to foraging habitat. The foraging range for Swainson's hawk is ten miles from its nesting location. There are numerous documented occurrences of Swainson's

hawk within ten miles of the project site. Although no nesting habitat for this species occur onsite. As described in the SJCOG advisory statement letter, Swainson's hawks are present within the vicinity of the project site. One adult hawk was observed traversing across the border of the site. The site and the surrounding open non-native grassland habitat will provide medium quality foraging opportunities for local Swainson's hawks. There is a row of 30 eucalyptus trees on the adjacent property bordering the site. These trees are large enough to harbor raptor nests, but do not currently contain any active nests. Incidental take minimization measures are not required for this species due to the fact that there is no suitable nesting habitat on the project site. As such, impacts to Swainson's hawk are **less than significant** and no mitigation is required.

Burrowing Owls. Burrowing owls are a California Species of Special Concern and are protected by the CDFG and the MBTA. Burrowing owls forage in open grasslands and shrublands and typically nest in old ground squirrel burrows. The project site contains suitable, but not high-quality habitat for burrowing owls. The project site is adjacent to other lands that are currently undeveloped that offer foraging and roosting habitat for wintering or breeding owls. However, the burrows that are present on-site are inactive due to the absence of ground squirrels (as indicated by the presence of cobwebs across the burrows' entrances). During the pre-construction surveys completed by SJCOG, no burrowing owls nor evidence of their presence was detected within the project site. No incidental take minimization measures are required for this species because burrowing owls were not detected and California ground squirrels are currently absent on the project site. However, due to the time lapse between the June site surveys conducted by SJCOG and when construction activities are likely to occur if the project is approved, there is the potential for burrowing owls to occupy the site in the interim. While considered unlikely, due to the presence of urban development surrounding the site, this is considered potentially significant impact. The implementation of Mitigation Measure 5 would ensure that burrowing owls are not impacted during construction activities. The implementation of Mitigation Measure 5 would ensure a **less than significant** impact to burrowing owls.

Mitigation Measures

Mitigation Measure 5: *Prior to the commencement of grading activities or other ground disturbing activities on the project site, the project applicant shall arrange for a qualified biologist to conduct a follow-up preconstruction survey for western burrowing owls. If no owls or owl nests are detected, then construction activities may commence. If burrowing owls or occupied nests are discovered, then the following shall be implemented:*

- *During the breeding season (February 1 through September 1) occupied burrows shall not be disturbed and shall be provided with a 75 meter protective buffer until and unless the SJCOG Technical Advisory Committee (TAC), with the concurrence of the Permitting Agencies' representatives on the TAC; or unless a qualified biologist approved by the Permitting Agencies verifies through non-invasive means that either: 1) the birds have not begun egg laying, or 2) juveniles from the occupied burrows are foraging independently and are capable of independent survival. Once the fledglings are capable of independent*

survival, the burrow can be destroyed. They should only be destroyed by a qualified biologist using passive one-way eviction doors to ensure that owls are not harmed during burrow destruction. Methods for removal of burrows are described in the California Department of Fish and Game's Staff Report on Burrowing Owls (October, 1995)

- *During the non-breeding season (September 1 through January 31) burrowing owls occupying the project site should be evicted from the project site by passive relocation as described in the California Department of Fish and Game's Staff Report on Burrowing Owls (Oct., 1995)*

Implementation of this mitigation shall occur prior to grading or site clearing activities. SJCOG shall be responsible for monitoring and a qualified biologist shall conduct surveys and relocate owls as required.

Responses b): No Impact. Riparian natural communities support woody vegetation found along rivers, creeks and streams. Riparian habitat can range from a dense thicket of shrubs to a closed canopy of large mature trees covered by vines. Riparian systems are considered one of the most important natural resources. While small in total area when compared to the state's size, they provide a special value for wildlife habitat.

Over 135 California bird species either completely depend upon riparian habitats or use them preferentially at some stage of their life history. Riparian habitat provides food, nesting habitat, cover, and migration corridors. Another 90 species of mammals, reptiles, invertebrates and amphibians depend on riparian habitat. Riparian habitat also provides riverbank protection, erosion control and improved water quality, as well as numerous recreational and aesthetic values.

There is no riparian habitat or other sensitive natural communities located on the project site. As such, the proposed project would have **no impact** on these resources, and no mitigation is required.

Response c): Less than Significant. A wetland is an area that is inundated or saturated by surface or ground water at a frequency and duration sufficient to support, and that under normal circumstances do support, a prevalence of vegetation typically adapted for life in saturated soil conditions. Wetlands generally include swamps, marshes, bogs, and similar areas.

Wetlands are defined by regulatory agencies as having special vegetation, soil, and hydrology characteristics. Hydrology, or water inundation, is a catalyst for the formation of wetlands. Frequent inundation and low oxygen causes chemical changes to the soil properties resulting in what is known as hydric soils. The prevalent vegetation in wetland communities consists of hydrophytic plants, which are adapted to areas that are frequently inundated with water. Hydrophytic plant species have the ability to grow, effectively compete, reproduce, and persist in low oxygen soil conditions.

Below is a list of wetlands that are found in the Tracy planning area:

- **Farmed Wetlands:** This category of wetlands includes areas that are currently in agricultural uses. This type of area occurs in the northern portion of the Tracy Planning Area.
- **Lakes, Ponds and Open Water:** This category of wetlands includes both natural and human-made water bodies such as that associated with working landscapes, municipal water facilities and canals, creeks and rivers.
- **Seasonal Wetlands:** This category of wetlands includes areas that typically fill with water during the wet winter months and then drain enough to become ideal plant habitats throughout the spring and summer. There are numerous seasonal wetlands throughout the Tracy Planning Area.
- **Tidal Salt Ponds and Brackish Marsh:** This category of wetlands includes areas affected by irregular tidal flooding with generally poor drainage and standing water. There are minimal occurrences along some of the larger river channels in the northern portion of the Tracy Planning Area.

There are no wetlands located on the project site. Therefore, this is a **less than significant** impact and no mitigation is required.

Response d): Less than Significant. The CNDDDB record search did not reveal any documented wildlife corridors or wildlife nursery sites on or adjacent to the project site. Furthermore, the field survey did not reveal any wildlife corridors or wildlife nursery sites on or adjacent to the project site. Implementation of the proposed project would have a **less than significant** impact. No mitigation is necessary.

Responses e), f): Less than Significant. The project site is located within the jurisdiction of the San Joaquin County Multi-Species Habitat Conservation and Open Space Plan (“Plan” or “SJMSCP”) and is located within the Central/Southwest Transition Zone of the SJMSCP. The San Joaquin Council of Governments (SJCOG) prepared the Plan pursuant to a Memorandum of Understanding adopted by SJCOG, San Joaquin County, the United States Fish and Wildlife Service (USFWS), the California Department of Fish and Game (CDFG), Caltrans, and the cities of Escalon, Lathrop, Lodi, Manteca, Ripon, Stockton, and Tracy in October 1994. On February 27, 2001, the Plan was unanimously adopted in its entirety by SJCOG. The City of Tracy adopted the Plan on November 6, 2001.

According to Chapter 1 of the SJMSCP, its key purpose is to “provide a strategy for balancing the need to conserve open space and the need to convert open space to non-open space uses, while protecting the region’s agricultural economy; preserving landowner property rights; providing for the long-term management of plant, fish and wildlife species, especially those that are currently listed, or may be listed in the future, under the Federal Endangered Species Act (ESA) or the California Endangered Species Act (CESA); providing and maintaining multiple use Open Spaces which contribute to the quality of life of the residents of San Joaquin County; and, accommodating a growing population while minimizing costs to project proponents and society at large.”

In addition, the goals and principles of the SJMSCP include the following:

- Provide a County-wide strategy for balancing the need to conserve open space and the need to convert open space to non-open space uses, while protecting the region's agricultural economy.
- Preserve landowner property rights.
- Provide for the long-term management of plant, fish, and wildlife species, especially those that are currently listed, or may be listed in the future, under the ESA or the CESA.
- Provide and maintain multiple-use open spaces, which contribute to the quality of life of the residents of San Joaquin County.
- Accommodate a growing population while minimizing costs to project proponents and society at large.

In addition to providing compensation for conversion of open space to non open space uses, which affect plant and animal species covered by the SJMSCP, the SJMSCP also provides some compensation to offset impacts of open space conversions on non-wildlife related resources such as recreation, agriculture, scenic values and other beneficial open space uses. Specifically, the SJMSCP compensates for conversions of open space to urban development and the expansion of existing urban boundaries, among other activities, for public and private activities throughout the County and within Escalon, Lathrop, Lodi, Manteca, Ripon, Stockton, and Tracy.

Participation in the SJMSCP is voluntary for both local jurisdictions and project applicants. Only agencies adopting the SJMSCP would be covered by the SJMSCP. Individual project applicants have two options if their project is located in a jurisdiction participating in the SJMSCP: mitigating under the SJMSCP or negotiating directly with the state and/or federal permitting agencies. If a project applicant opts for SJMSCP coverage in a jurisdiction that is participating under the SJMSCP, the following options are available, unless their activities are otherwise exempted: pay the appropriate fee; dedicate, as conservation easements or fee title, habitat lands; purchase approved mitigation bank credits; or, propose an alternative mitigation plan.

Responsibilities of permittees covered by the SJMSCP include collection of fees, maintenance of implementing ordinances/resolutions, conditioning permits (if applicable), and coordinating with the Joint Powers Authority (JPA) for Annual Report accounting. Funds collected for the SJMSCP are to be used for the following: acquiring Preserve lands, enhancing Preserve lands, monitoring and management of Preserve lands in perpetuity, and the administration of the SJMSCP. Because the primary goal of SJMSCP to preserve productive agricultural use that is compatible with SJMSCP's biological goals, most of the SJMSCP's Preserve lands would be acquired through the purchase of easements in which landowners retain ownership of the land and continue to farm the land. These functions are managed by San Joaquin Council of Governments.

The proposed project is classified as Urban Habitat under the SJMSCP. The City of Tracy and the project applicant have consulted with SJCOG and agreed to allow coverage of the project pursuant to the SJMSCP. SJCOG staff has determined that the proposed project is consistent with the SJMSCP and coverage under the plan has been obtained. Therefore, this is a **less than significant** impact and no additional mitigation is required.

V. CULTURAL RESOURCES -- WOULD THE PROJECT:

	<i>Potentially Significant Impact</i>	<i>Less Than Significant with Mitigation Incorporation</i>	<i>Less Than Significant Impact</i>	<i>No Impact</i>
a) Cause a substantial adverse change in the significance of a historical resource as defined in '15064.5?		X		
b) Cause a substantial adverse change in the significance of an archaeological resource pursuant to '15064.5?		X		
c) Directly or indirectly destroy a unique paleontological resource or site or unique geologic feature?		X		
d) Disturb any human remains, including those interred outside of formal cemeteries?		X		

RESPONSES TO CHECKLIST QUESTIONS

Response a), b), c), d): Less than Significant with Mitigation. A review of literature maintained by the Central California Information Center of the California Historical Resources Information System at California State University, Stanislaus identified that no previously identified prehistoric period cultural resources are known within, or within a 1/4 mile radius of the project site. Additionally, there are no known unique paleontological or archeological resources known to occur on, or within the immediate vicinity of the project site. Therefore, it is not anticipated that site grading and preparation activities would result in impacts to cultural, historical, archaeological or paleontological resources. There are no known human remains located on the project site, nor is there evidence to suggest that human remains may be present on the project site

However, as with most projects in California that involve ground-disturbing activities, there is the potential for discovery of a previously unknown cultural and historical resource or human remains. This is considered a **potentially significant** impact.

The implementation of Mitigation Measure 6 would require appropriate steps to preserve and/or document any previously undiscovered resources that may be encountered during construction activities, including human remains. Implementation of this measure would reduce this impact to a **less than significant** level.

Mitigation Measures

Mitigation Measure 6: *If any prehistoric or historic artifacts, human remains or other indications of archaeological resources are found during grading and construction activities, an archaeologist meeting the Secretary of the Interior's Professional Qualifications Standards in prehistoric or historical archaeology, as appropriate, shall be consulted to evaluate the finds and recommend appropriate mitigation measures.*

- *If cultural resources or Native American resources are identified, every effort shall be made to avoid significant cultural resources, with preservation an important goal. If significant sites cannot feasibly be avoided, appropriate mitigation measures, such as data recovery excavations or photographic documentation of buildings, shall be undertaken consistent with applicable state and federal regulations.*
 - *If human remains are discovered, all work shall be halted immediately within 50 meters (165 feet) of the discovery, the County Coroner must be notified, according to Section 5097.98 of the State Public Resources Code and Section 7050.5 of California's Health and Safety Code. If the remains are determined to be Native American, the coroner will notify the Native American Heritage Commission, and the procedures outlined in CEQA Section 15064.5(d) and (e) shall be followed.*
 - *If any fossils are encountered, there shall be no further disturbance of the area surrounding this find until the materials have been evaluated by a qualified paleontologist, and appropriate treatment measures have been identified.*

VI. GEOLOGY AND SOILS -- WOULD THE PROJECT:

	<i>Potentially Significant Impact</i>	<i>Less Than Significant with Mitigation</i>	<i>Less Than Significant Impact</i>	<i>No Impact</i>
a) Expose people or structures to potential substantial adverse effects, including the risk of loss, injury, or death involving:				
i) Rupture of a known earthquake fault, as delineated on the most recent Alquist-Priolo Earthquake Fault Zoning Map issued by the State Geologist for the area or based on other substantial evidence of a known fault? Refer to Division of Mines and Geology Special Publication 42.			X	
ii) Strong seismic ground shaking?			X	
iii) Seismic-related ground failure, including liquefaction?			X	
iv) Landslides?			X	
b) Result in substantial soil erosion or the loss of topsoil?		X		
c) Be located on a geologic unit or soil that is unstable, or that would become unstable as a result of the project, and potentially result in on- or off-site landslide, lateral spreading, subsidence, liquefaction or collapse?			X	
d) Be located on expansive soil, as defined in Table 18-1-B of the Uniform Building Code (1994), creating substantial risks to life or property?			X	
e) Have soils incapable of adequately supporting the use of septic tanks or alternative waste water disposal systems where sewers are not available for the disposal of waste water?				X

RESPONSES TO CHECKLIST QUESTIONS

Responses a.i), a.ii): Less than Significant. The project site is located in an area of moderate to high seismicity. As described in the Geotechnical Exploration report prepared for the project (Engeo, 2012), no known active faults cross the project site, and the site is not located within an Alquist-Priolo Earthquake Fault Zone, however, relatively large earthquakes have historically occurred in the Bay Area and along the margins of the Central Valley. Many earthquakes of low magnitude occur every year in California. The two nearest earthquake faults zoned as active by the State of California Geological Survey are the Great Valley Fault, located approximately five miles to the west of the site, and the Greenville fault, located approximately 13 miles southwest of the site. The Great Valley fault is a blind thrust fault with no known surface expression; the

postulated fault location has been based on historical regional seismic activity and isolated subsurface information.

Portions of the Great Valley fault are considered seismically active thrust faults; however, since the Great Valley fault segments are not known to extend to the ground surface, the State of California has not defined Earthquake Fault Hazard Zones around the postulated traces. The Great Valley fault is considered capable of causing significant ground shaking at the site, but the recurrence interval is believed longer than for more distant, strike-slip faults. Further seismic activity can be expected to continue along the western margin of the Central Valley, and as with all projects in the area, the project will be designed to accommodate strong earthquake ground shaking, in compliance with the applicable California building code standards.

Other active faults capable of producing significant ground shaking at the site include the Calaveras, 26 miles southwest; the Hayward fault, 28 miles west; the Ortigalita fault, 31 miles southwest; and the San Andreas Fault, 49 miles southwest of the site. Any one of these faults could generate an earthquake capable of causing strong ground shaking at the subject site. Earthquakes of Moment Magnitude (Mw) 7 and larger have historically occurred in the region and numerous small magnitude earthquakes occur every year.

Since there are no known active faults crossing the project site and the site is not located within an Earthquake Fault Special Study Zone, the potential for ground rupture at the site is considered low.

An earthquake of moderate to high magnitude generated within the San Francisco Bay Region and along the margins of the central valley could cause considerable ground shaking at the site, similar to that which has occurred in the past. In order to minimize potential damage to the proposed structures caused by groundshaking, all construction would comply with the latest California Building Code standards, as required by the City of Tracy Municipal Code 9.04.030.

Seismic design provisions of current building codes generally prescribe minimum lateral forces, applied statically to the structure, combined with the gravity forces of dead-and-live loads. The code-prescribed lateral forces are generally considered to be substantially smaller than the comparable forces that would be associated with a major earthquake. Therefore, structures should be able to: (1) resist minor earthquakes without damage, (2) resist moderate earthquakes without structural damage but with some nonstructural damage, and (3) resist major earthquakes without collapse but with some structural as well as nonstructural damage.

Implementation of the California Building Code standards, which include provisions for seismic building designs, would ensure that impacts associated with groundshaking would be **less than significant**. Building new structures for human use would increase the number of people exposed to local and regional seismic hazards. Seismic hazards are a significant risk for most property in California.

The Safety Element of the Tracy General Plan includes several goals, objectives and policies to reduce the risks to the community from earthquakes and other geologic hazards. In particular, the following policies would apply to the project site:

SA-1.1, Policy P1: Underground utilities, particularly water and natural gas mains, shall be designed to withstand seismic forces.

SA-1.1, Policy P2: Geotechnical reports shall be required for development in areas where potentially serious geologic risks exist. These reports should address the degree of hazard, design parameters for the project based on the hazard, and appropriate mitigation measures.

SA-1.2, Policy P1: All construction in Tracy shall conform to the California Building Code and the Tracy Municipal Code including provisions addressing unreinforced masonry buildings.

Implementation of the requirements of the California Building Code and the Tracy General Plan would ensure that impacts on humans associated with seismic hazards would be **less than significant**. No additional mitigation is required.

Responses a.iii), c), d): Less than Significant. Liquefaction normally occurs when sites underlain by saturated, loose to medium dense, granular soils are subjected to relatively high ground shaking. During an earthquake, ground shaking may cause certain types of soil deposits to lose shear strength, resulting in ground settlement, oscillation, loss of bearing capacity, landsliding, and the buoyant rise of buried structures. The majority of liquefaction hazards are associated with sandy soils, silty soils of low plasticity, and some gravelly soils. Cohesive soils are generally not considered to be susceptible to liquefaction. In general, liquefaction hazards are most severe within the upper 50 feet of the surface, except where slope faces or deep foundations are present.

Expansive soils are those that undergo volume changes as moisture content fluctuates; swelling substantially when wet or shrinking when dry. Soil expansion can damage structures by cracking foundations, causing settlement and distorting structural elements. Expansion is a typical characteristic of clay-type soils. Expansive soils shrink and swell in volume during changes in moisture content, such as a result of seasonal rain events, and can cause damage to foundations, concrete slabs, roadway improvements, and pavement sections.

The soils encountered at the site generally consisted of very stiff to hard sandy lean clay, silt, and poorly graded sand with clay and gravel in the upper 3 to 6 feet underlain by interbedded layers of poorly graded gravel with cobbles, clayey gravel, lean clay, silt, and silty sand to the maximum depth explored of 25 feet. One Plasticity Index (PI) test was performed on the near-surface soils at the site and it resulted in a PI of 15. This is an indication that the site soils have a moderate shrink-swell potential and medium plasticity. The subsurface investigations did not encounter any noticeably weak or compressible soil in the exploratory borings.

The potential for liquifaction to occur at the project site is considered low. Additionally, the project site does not contain expansive soils that would pose a significant risk to structures and residents at the project site. As such, this is a **less than significant** impact and no mitigation is required.

Responses a.iv): Less than Significant. The project site is relatively flat and there are no major slopes in the vicinity of the project site. As such, the project site is exposed to little or no risk associated with landslides. This is a **less than significant** impact and no mitigation is required.

Response b): Less than Significant with Mitigation. Construction and site preparation activities associated with development of the project site include grading for the installation for the construction of the proposed apartment buildings, parking areas and landscape areas. During the construction preparation process, existing vegetation would be removed to grade and compact the project site, as necessary. As construction occurs, these exposed surfaces could be susceptible to erosion from wind and water. Effects from erosion include impacts on water quality and air quality. Exposed soils that are not properly contained or capped increase the potential for increased airborne dust and increased discharge of sediment and other pollutants into nearby stormwater drainage facilities. Risks associated with erosive surface soils can be reduced by using appropriate controls during construction and properly revegetating exposed areas. Mitigation Measures 2 and 3 requires the implementation of various dust control measures during site preparation and construction activities that would reduce the potential for soil erosion and the loss of topsoil. Additionally, Mitigation Measure 7 would require the implementation of various best management practices (BMPs) that would reduce the potential for disturbed soils and ground surfaces to result in erosion and sediment discharge into adjacent surface waters during construction activities. The implementation of these required mitigation measures would reduce these impacts to a **less than significant** level and no additional mitigation is required.

Response e): No Impact. The project site would be served by public wastewater facilities and does not require an alternative wastewater system such as septic tanks. Implementation of the proposed project would have **no impact** on this environmental issue.

XII. GREENHOUSE GAS EMISSIONS – WOULD THE PROJECT:

	<i>Potentially Significant Impact</i>	<i>Less Than Significant with Mitigation Incorporation</i>	<i>Less Than Significant Impact</i>	<i>No Impact</i>
a) Generate greenhouse gas emissions, either directly or indirectly, that may have a significant impact on the environment?			X	
b) Conflict with an applicable plan, policy or regulation adopted for the purpose of reducing the emissions of greenhouse gasses?			X	

BACKGROUND DISCUSSION

Various gases in the Earth's atmosphere, classified as atmospheric greenhouse gases (GHGs), play a critical role in determining the Earth's surface temperature. Solar radiation enters Earth's atmosphere from space, and a portion of the radiation is absorbed by the Earth's surface. The Earth emits this radiation back toward space, but the properties of the radiation change from high-frequency solar radiation to lower-frequency infrared radiation.

Naturally occurring greenhouse gases include water vapor (H₂O), carbon dioxide (CO₂), methane (CH₄), nitrous oxide (N₂O), and ozone (O₃). Several classes of halogenated substances that contain fluorine, chlorine, or bromine are also greenhouse gases, but they are, for the most part, solely a product of industrial activities. Although the direct greenhouse gases CO₂, CH₄, and N₂O occur naturally in the atmosphere, human activities have changed their atmospheric concentrations. From the pre-industrial era (i.e., ending about 1750) to 2005, concentrations of these three greenhouse gases have increased globally by 36, 148, and 18 percent, respectively (IPCC 2007)¹.

Greenhouse gases, which are transparent to solar radiation, are effective in absorbing infrared radiation. As a result, this radiation that otherwise would have escaped back into space is now retained, resulting in a warming of the atmosphere. This phenomenon is known as the greenhouse effect. Among the prominent GHGs contributing to the greenhouse effect are carbon dioxide (CO₂), methane (CH₄), ozone (O₃), water vapor, nitrous oxide (N₂O), and chlorofluorocarbons (CFCs).

Emissions of GHGs contributing to global climate change are attributable in large part to human activities associated with the industrial/manufacturing, utility, transportation, residential, and agricultural sectors (California Energy Commission 2006a)². In California, the transportation

¹ Intergovernmental Panel on Climate Change. 2007. "Climate Change 2007: The Physical Science Basis, Summary for Policymakers."

http://www.ipcc.ch/publications_and_data/publications_ipcc_fourth_assessment_report_wg1_report_the_physical_science_basis.htm

² California Energy Commission. 2006a. Inventory of California Greenhouse Gas Emissions and Sinks 1990 to

sector is the largest emitter of GHGs, followed by electricity generation (California Energy Commission 2006a).

As the name implies, global climate change is a global problem. GHGs are global pollutants, unlike criteria air pollutants and toxic air contaminants, which are pollutants of regional and local concern, respectively. California produced 492 million gross metric tons of carbon dioxide equivalents (MMTCO_{2e}) in 2004 (California Energy Commission 2006a). By 2020, California is projected to produce 507 MMTCO_{2e} per year.³

Carbon dioxide equivalents are a measurement used to account for the fact that different GHGs have different potential to retain infrared radiation in the atmosphere and contribute to the greenhouse effect. This potential, known as the global warming potential of a GHG, is also dependent on the lifetime, or persistence, of the gas molecule in the atmosphere. Expressing GHG emissions in carbon dioxide equivalents takes the contribution of all GHG emissions to the greenhouse effect and converts them to a single unit equivalent to the effect that would occur if only CO₂ were being emitted.

Consumption of fossil fuels in the transportation sector was the single largest source of California's GHG emissions in 2004, accounting for 40.7% of total GHG emissions in the state (California Energy Commission 2006a). This category was followed by the electric power sector (including both in-state and out of-state sources) (22.2%) and the industrial sector (20.5%) (California Energy Commission 2006a).

EFFECTS OF GLOBAL CLIMATE CHANGE

The effects of increasing global temperature are far-reaching and extremely difficult to quantify. The scientific community continues to study the effects of global climate change. In general, increases in the ambient global temperature as a result of increased GHGs are anticipated to result in rising sea levels, which could threaten coastal areas through accelerated coastal erosion, threats to levees and inland water systems and disruption to coastal wetlands and habitat.

If the temperature of the ocean warms, it is anticipated that the winter snow season would be shortened. Snowpack in the Sierra Nevada provides both water supply (runoff) and storage (within the snowpack before melting), which is a major source of supply for the state. The snowpack portion of the supply could potentially decline by 70% to 90% by the end of the 21st century (Cal EPA 2006)⁴. This phenomenon could lead to significant challenges securing an

2004. <http://www.arb.ca.gov/cc/inventory/archive/archive.htm>

³ California Air Resources Board. 2010. "Functional Equivalent Document prepared for the California Cap on GHG Emissions and Market-Based Compliance Mechanisms."

⁴ California Environmental Protection Agency, Climate Action Team. 2006. Climate Action Team Report to Governor Schwarzenegger and the Legislature. http://www.climatechange.ca.gov/climate_action_team/reports/

adequate water supply for a growing state population. Further, the increased ocean temperature could result in increased moisture flux into the state; however, since this would likely increasingly come in the form of rain rather than snow in the high elevations, increased precipitation could lead to increased potential and severity of flood events, placing more pressure on California's levee/flood control system.

Sea level has risen approximately seven inches during the last century and it is predicted to rise an additional 22 to 35 inches by 2100, depending on the future GHG emissions levels (Cal EPA 2006). If this occurs, resultant effects could include increased coastal flooding, saltwater intrusion and disruption of wetlands (Cal EPA 2006). As the existing climate throughout California changes over time, mass migration of species, or failure of species to migrate in time to adapt to the perturbations in climate, could also result. Under the emissions scenarios of the Climate Scenarios report (Cal EPA 2006), the impacts of global warming in California are anticipated to include, but are not limited to, the following.

Public Health

Higher temperatures are expected to increase the frequency, duration, and intensity of conditions conducive to air pollution formation. For example, days with weather conducive to ozone formation are projected to increase from 25% to 35% under the lower warming range and to 75% to 85% under the medium warming range. In addition, if global background ozone levels increase as predicted in some scenarios, it may become impossible to meet local air quality standards. Air quality could be further compromised by increases in wildfires, which emit fine particulate matter that can travel long distances depending on wind conditions. The Climate Scenarios report indicates that large wildfires could become up to 55% more frequent if GHG emissions are not significantly reduced.

In addition, under the higher warming scenario, there could be up to 100 more days per year with temperatures above 90°F in Los Angeles and 95°F in Sacramento by 2100. This is a large increase over historical patterns and approximately twice the increase projected if temperatures remain within or below the lower warming range. Rising temperatures will increase the risk of death from dehydration, heat stroke/exhaustion, heart attack, stroke, and respiratory distress caused by extreme heat.

Water Resources

A vast network of man-made reservoirs and aqueducts capture and transport water throughout the state from northern California rivers and the Colorado River. The current distribution system relies on Sierra Nevada snow pack to supply water during the dry spring and summer months. Rising temperatures, potentially compounded by decreases in precipitation, could severely reduce spring snow pack, increasing the risk of summer water shortages.

The state's water supplies are also at risk from rising sea levels. An influx of saltwater would degrade California's estuaries, wetlands, and groundwater aquifers. Saltwater intrusion caused by rising sea levels is a major threat to the quality and reliability of water within the southern edge of the Sacramento/San Joaquin River Delta, a major state fresh water supply. Global warming is also projected to seriously affect agricultural areas, with California farmers

projected to lose as much as 25% of the water supply they need; decrease the potential for hydropower production within the state (although the effects on hydropower are uncertain); and seriously harm winter tourism. Under the lower warming range, the snow dependent winter recreational season at lower elevations could be reduced by as much as one month. If temperatures reach the higher warming range and precipitation declines, there might be many years with insufficient snow for skiing, snowboarding, and other snow dependent recreational activities.

If GHG emissions continue unabated, more precipitation will fall as rain instead of snow, and the snow that does fall will melt earlier, reducing the Sierra Nevada spring snow pack by as much as 70% to 90%. Under the lower warming scenario, snow pack losses are expected to be only half as large as those expected if temperatures were to rise to the higher warming range. How much snow pack will be lost depends in part on future precipitation patterns, the projections for which remain uncertain. However, even under the wetter climate projections, the loss of snow pack would pose challenges to water managers, hamper hydropower generation, and nearly eliminate all skiing and other snow-related recreational activities.

Agriculture

Increased GHG emissions are expected to cause widespread changes to the agriculture industry reducing the quantity and quality of agricultural products statewide. Although higher carbon dioxide levels can stimulate plant production and increase plant water-use efficiency, California's farmers will face greater water demand for crops and a less reliable water supply as temperatures rise.

Plant growth tends to be slow at low temperatures, increasing with rising temperatures up to a threshold. However, faster growth can result in less-than-optimal development for many crops, so rising temperatures are likely to worsen the quantity and quality of yield for a number of California's agricultural products. Products likely to be most affected include wine grapes, fruits and nuts, and milk.

Crop growth and development will be affected, as will the intensity and frequency of pest and disease outbreaks. Rising temperatures will likely aggravate ozone pollution, which makes plants more susceptible to disease and pests and interferes with plant growth.

In addition, continued global warming will likely shift the ranges of existing invasive plants and weeds and alter competition patterns with native plants. Range expansion is expected in many species while range contractions are less likely in rapidly evolving species with significant populations already established. Should range contractions occur, it is likely that new or different weed species will fill the emerging gaps. Continued global warming is also likely to alter the abundance and types of many pests, lengthen pests' breeding season, and increase pathogen growth rates.

Forests and Landscapes

Global warming is expected to alter the distribution and character of natural vegetation thereby resulting in a possible increased risk of large of wildfires. If temperatures rise into the medium

warming range, the risk of large wildfires in California could increase by as much as 55%, which is almost twice the increase expected if temperatures stay in the lower warming range. However, since wildfire risk is determined by a combination of factors, including precipitation, winds, temperature, and landscape and vegetation conditions, future risks will not be uniform throughout the state. For example, if precipitation increases as temperatures rise, wildfires in southern California are expected to increase by approximately 30% toward the end of the century. In contrast, precipitation decreases could increase wildfires in northern California by up to 90%.

Moreover, continued global warming will alter natural ecosystems and biological diversity within the state. For example, alpine and sub-alpine ecosystems are expected to decline by as much as 60% to 80% by the end of the century as a result of increasing temperatures. The productivity of the state's forests is also expected to decrease as a result of global warming.

Rising Sea Levels

Rising sea levels, more intense coastal storms, and warmer water temperatures will increasingly threaten the state's coastal regions. Under the higher warming scenario, sea level is anticipated to rise 22 to 35 inches by 2100. Elevations of this magnitude would inundate coastal areas with saltwater, accelerate coastal erosion, threaten vital levees and inland water systems, and disrupt wetlands and natural habitats.

RESPONSES TO CHECKLIST QUESTIONS

Response a): Less than Significant. The primary source of GHGs from the proposed project would result from emissions of CO₂ associated with vehicle trips generated by the project. In order to calculate CO₂ emissions from project vehicle trips, the URBEMIS software modeling system was utilized. Based on the total vehicle miles travelled (VMT) as a result of project implementation, the proposed project would generate up to 1,913 tons/year of CO₂ from vehicle emissions.

A number of academic and professional studies have demonstrated that the built environment can have a profound effect on travel. According to *Growing Cooler* (ULI, 2008, pg 88), ten studies examined the effects of regional location on travel. The studies yielded the same general conclusion: infill locations generate substantially lower vehicle trips and vehicle miles of travel (VMT) per capita than do greenfield locations (from 13 to 72 percent). Designing projects with greater Densities, access to regional Destinations, site Design, and Diversity of land use (the '4Ds') can result in meaningful reductions in vehicle trips and VMT.

Chapter 1 of *Driving and the Built Environment: The Effects of Compact Development on Motorized Travel, Energy Use, and CO₂ Emissions -- Special Report 298* (Transportation Research Board, 2009) reached the following key conclusions:

- Finding 1: Developing more compactly, that is, at higher residential and employment densities, is likely to reduce VMT.
- Finding 2: The literature suggests that doubling residential density across a metropolitan area might lower household VMT by about 5 to 12 percent, and perhaps by as much as 25

percent, if coupled with higher employment concentrations, significant public transit improvements, mixed uses, and other supportive demand management measures.

The City of Tracy has not established a threshold of significance for determining what level of CO2 emissions from vehicle trips is considered a significant impact. The proposed project represents an infill project within the City. Additionally, the project is a high-density residential development, which promotes a compact development pattern, and minimizes the consumption of open space lands and resources. The project provides for additional high-density housing opportunities within the City of Tracy, and would assist the City in achieving the housing goals established in the City's Housing Element. The residential population growth that would occur as a result of project implementation would contribute to the growth anticipated in the City's General Plan and General Plan EIR.

Given the relatively small amount of GHGs that would be generated by the project, coupled with the fact that the project is a high-density residential infill project, this is considered a **less than significant** impact, and no mitigation is required.

Response b): Less than Significant. The City of Tracy recently adopted the Tracy Sustainability Action Plan. The Sustainability Action Plan includes programs and measures to reduce GHGs through community and municipal operations. Programs and measures contained in the Sustainability Action Plan that relate to the proposed project include:

Measure E-1: Implement California Green Building Standards, as contained in Title 24, Part 11, CCR.

Measure T-5 c and d: Which promote the use of alternative transportation measures, including bikes and pedestrian travel, by providing connections to existing bike and pedestrian facilities.

Measure T-3 a: Providing onsite bicycle parking in multi-family development projects.

Measure E-2 e: Requiring energy efficient exterior lighting.

Measure SW-3: Providing opportunities for onsite recycling in multi-family development

The proposed project would assist the City of Tracy with implementation of the Sustainability Action Plan, and is consistent with the measures described above. The proposed project would be constructed in compliance with the California Green Building Standards, and would install energy efficient exterior lighting. The project would provide opportunities for alternative transportation choices by providing connections to adjacent bicycle and pedestrian facilities, and through the provision of bicycle parking areas within the site.

In addition to the City of Tracy's Sustainability Action Plan, SJCOG is in the processes of preparing the Sustainable Communities Strategy (SCS) as part of the Regional Transportation Plan (RTP) update. Sen. Bill No. 375 (Stats. 2008, ch. 728) (SB 375) was built on AB 32 (California's 2006 climate change law). SB 375's core provision is a requirement for regional transportation agencies to develop a Sustainable Communities Strategy in order to reduce GHG

emissions from passenger vehicles. The SCS is one component of the SJCOG Regional Transportation Plan.

The SCS outlines the region's plan for combining transportation resources, such as roads and mass transit, with a realistic land use pattern, in order to meet a state target for reducing GHG emissions. The strategy must take into account the region's housing needs, transportation demands, and protection of resource and farmlands.

Additionally, SB 375 modified the state's Housing Element Law to achieve consistency between the land use pattern outlined in the SCS and the Regional Housing Needs Assessment allocation. The legislation also substantially improved cities' and counties' accountability for carrying out their housing element plans.

Finally, SB 375 amended the California Environmental Quality Act (Pub. Resources Code, § 21000 et seq.) to ease the environmental review of developments that help reduce the growth of GHG emissions.

While the SJCOG SCS has not been completed and adopted at the time that this environmental analysis was prepared, the SCS is anticipated to encourage and promote compact land uses that focus on infill development within existing cities in the County. As described above, the proposed project is a high-density infill project that would assist the City of Tracy in meeting its regional housing needs allocation. The proposed project is consistent with the intent of SB 375, and is anticipated to further the goals and priorities of the SJCOG SCS.

Based on the project's consistency with the pending SCS and the City's Sustainability Action Plan, this is a **less than significant** impact and no mitigation is required.

VIII. HAZARDS AND HAZARDOUS MATERIALS -- WOULD THE PROJECT:

	<i>Potentially Significant Impact</i>	<i>Less Than Significant with Mitigation Incorporation</i>	<i>Less Than Significant Impact</i>	<i>No Impact</i>
a) Create a significant hazard to the public or the environment through the routine transport, use, or disposal of hazardous materials?			X	
b) Create a significant hazard to the public or the environment through reasonably foreseeable upset and accident conditions involving the release of hazardous materials into the environment?			X	
c) Emit hazardous emissions or handle hazardous or acutely hazardous materials, substances, or waste within one-quarter mile of an existing or proposed school?			X	
d) Be located on a site which is included on a list of hazardous materials sites compiled pursuant to Government Code Section 65962.5 and, as a result, would it create a significant hazard to the public or the environment?			X	
e) For a project located within an airport land use plan or, where such a plan has not been adopted, within two miles of a public airport or public use airport, would the project result in a safety hazard for people residing or working in the project area?			X	
f) For a project within the vicinity of a private airstrip, would the project result in a safety hazard for people residing or working in the project area?			X	
g) Impair implementation of or physically interfere with an adopted emergency response plan or emergency evacuation plan?				X
h) Expose people or structures to a significant risk of loss, injury or death involving wildland fires, including where wildlands are adjacent to urbanized areas or where residences are intermixed with wildlands?			X	

RESPONSES TO CHECKLIST QUESTIONS

Responses a), b): Less than Significant. The proposed project would place new high-density residential uses in an area of the City that currently contains predominantly residential, commercial and light industrial uses. The proposed residential land uses do not routinely transport, use, or dispose of hazardous materials, or present a reasonably foreseeable release of hazardous materials, with the exception of common residential grade hazardous materials such as household cleaners, paint, etc. The operational phase of the proposed project does not pose a significant hazard to the public or the environment. Implementation of the proposed project would have a **less than significant** impact relative to this issue.

Response c): Less than Significant. The project site is not located within ¼ mile of an existing or proposed school, and would therefore, not result in the exposure of any school site to any hazardous materials that may be used or stored at the project site. There are two elementary schools located in proximity to the project site. Tom Hawkins Elementary is located approximately 0.3 miles south of the project site, and Gladys Poet-Christian Elementary School is located approximately 0.6 miles to the northwest of the project site. As described under Response a), above, the project would not involve the use, storage, transport or handling of hazardous materials, beyond those commonly found in typical residential areas. This is a **less than significant** impact and no mitigation is required.

Response d): Less than Significant. According the California Department of Toxic Substances Control (DTSC) there are no Federal Superfund Sites, State Response Sites, or Voluntary Cleanup Sites on, or in the vicinity of the project site.

The DTSC Envirostor Database identified that the Georgia-Pacific Corporation operated a chemical packaging facility at 75 W. Valpico Road (west of the site) in Tracy from 1978 to 1986. A percolation basin being used for the disposal of waste cooling water and stormwater runoff was treated with sodium hypochlorite bleach in July 1984 to mitigate sulfite-type odors, resulting in the formation of chloroform. On 25 September 1984, the Regional Board issued a Cleanup and Abatement order to Georgia-Pacific to stop seepage of pollutants from the stormwater pond and stop pollution of the groundwater and odor nuisance. Starting in October 1984, 150,000 gallons of standing water were pumped out of the basin and disposed offsite. Wastewater flow to the basin was discontinued. The contamination was cleaned to the satisfaction of the Central Valley Regional Water Quality Control Board and the case was closed on November 15, 2011.

A Phase I Environmental Site Assessment (Phase I) was completed for the project site and some adjacent parcels in February 2004 (Baseline Environmental Consulting). The Phase I investigation included a review of environmental investigation reports and historic land use information, interviews, a site reconnaissance, a review of regulatory lists and databases, and the development of recommendations for further actions. The Phase I noted that the project site was historically used for gravel mining, orchards, and limited residential development. Railroad tracks were present on, or near the site from at least 1916 to 1950. A truck depot briefly operated on a portion of the site around 1971. A diesel underground storage tank (UST), which may have been associated with the truck depot, was removed from the site around 1986, without the presence of regulatory oversight. A previous Phase I (2001) identified several environmental issues at or near the project site, including stockpiled soil of unknown origin and pits. In 2001 a Phase II investigation included collection of soil samples from the stockpiles and pits and a soil boring in the former diesel UST area. No evidence of contamination was identified in any of the soil samples.

The 2004 Phase I also noted that no visible evidence of hazardous materials releases that could affect subsurface conditions at the project site was noted during site reconnaissance. As described above, there are no known hazardous materials located on the project site. This is a **less than significant** impact, and no mitigation is required.

Responses e), f): Less than Significant. The Federal Aviation Administration (FAA) establishes distances of ground clearance for take-off and landing safety based on such items as the type of aircraft using the airport.

The Tracy Municipal Airport is the closest airport to the project site, located approximately 1.5 miles southwest of the site. The Airport is a general aviation airport owned by the City and managed by the Parks and Community Services Department. The City of Tracy adopted an Airport Master Plan in 1998, analyzing the impacts to safety on surrounding development from the Tracy Municipal Airport.

The probability of an aircraft accident is highest along the extended runway centerline, and within one mile of the runway end. The Airport Master Plan designates four safety zones in which land use restrictions apply due to proximity to the airport:

1. Runway Protection Zone (RPZ)
2. Inner Approach Zone (PAZO)
3. Outer Approach Zone (OAZ)
4. Overflight Zone (OZ)

Land use constraints in these four zones become progressively less restrictive from the RPZ to the OZ. The proposed project is not located in any of these four safety zones. The proposed project is not located within one mile of the airport, nor along the extended runway centerline. Additionally, there are no private airstrips within the vicinity of the project site. Safety hazards related to the project's proximity to the Tracy Municipal Airport are **less than significant**, and no mitigation is required.

Response g): No Impact. The General Plan includes policies that require the City to maintain emergency access routes that are free of traffic impediments (Objective SA-6.1, P1 and A2). The proposed project does not include any actions that would impair or physically interfere with an adopted emergency response plan or emergency evacuation plan. The project involves the development of residential land uses within an urbanized environment, and would not interfere with any emergency response or evacuation plans. Implementation of the proposed project would result in **no impact** on this environmental topic.

Response h): Less than Significant. The risk of wildfire is related to a variety of parameters, including fuel loading (vegetation), fire weather (winds, temperatures, humidity levels and fuel moisture contents) and topography (degree of slope). Steep slopes contribute to fire hazard by intensifying the effects of wind and making fire suppression difficult. Fuels such as grass are highly flammable because they have a high surface area to mass ratio and require less heat to reach the ignition point, while fuels such as trees have a lower surface area to mass ratio and require more heat to reach the ignition point.

The City has areas with an abundance of flashy fuels (i.e. grassland) in the outlying residential parcels and open lands that when combined with warm and dry summers with temperatures often exceeding 100 degrees Fahrenheit create a situation that results in higher risk of wildland

fires. Most wildland fires are human caused, so areas with easy human access to land with the appropriate fire parameters generally result in an increased risk of fire.

The California Department of Forestry has designated the western and southern edge of the City as having a moderate wildland fire potential. This is predominately a result of the hills and grassland habitat that persists. The proposed project is located in an urbanized area of the City void of wildlands that would be susceptible to wildfires. This is a **less than significant** impact and no mitigation is required.

IX. HYDROLOGY AND WATER QUALITY -- WOULD THE PROJECT:

	<i>Potentially Significant Impact</i>	<i>Less Than Significant with Mitigation Incorporation</i>	<i>Less Than Significant Impact</i>	<i>No Impact</i>
a) Violate any water quality standards or waste discharge requirements?			X	
b) Substantially deplete groundwater supplies or interfere substantially with groundwater recharge such that there would be a net deficit in aquifer volume or a lowering of the local groundwater table level (e.g., the production rate of pre-existing nearby wells would drop to a level which would not support existing land uses or planned uses for which permits have been granted)?			X	
c) Substantially alter the existing drainage pattern of the site or area, including through the alteration of the course of a stream or river, in a manner which would result in substantial erosion or siltation on- or off-site?		X		
d) Substantially alter the existing drainage pattern of the site or area, including through the alteration of the course of a stream or river, or substantially increase the rate or amount of surface runoff in a manner which would result in flooding on- or off-site?		X		
e) Create or contribute runoff water which would exceed the capacity of existing or planned stormwater drainage systems or provide substantial additional sources of polluted runoff?		X		
f) Otherwise substantially degrade water quality?		X		
g) Place housing within a 100-year flood hazard area as mapped on a federal Flood Hazard Boundary or Flood Insurance Rate Map or other flood hazard delineation map?			X	
h) Place within a 100-year flood hazard area structures which would impede or redirect flood flows?			X	
i) Expose people or structures to a significant risk of loss, injury or death involving flooding, including flooding as a result of the failure of a levee or dam?			X	
j) Inundation by seiche, tsunami, or mudflow?			X	

RESPONSES TO CHECKLIST QUESTIONS

Responses a): Less than Significant. Wastewater generated by the proposed project would be conveyed to the Tracy Wastewater Treatment Plan (WWTP) for treatment and disposal. The City's wastewater collection system consists of gravity sewer lines, pump stations and the WWTP. Wastewater flows toward the northern part of the City where it is treated at the WWTP and then discharged into the Old River in the southern Sacramento-San Joaquin Delta.

The City's WWTP provides secondary-level treatment of wastewater followed by disinfection. Treated effluent from the WWTP is conveyed to a submerged diffuser for discharge into the Old River. The WWTP has an NPDES permit for discharge into the Old River from the State Regional Water Quality Control Board. The proposed project would add a minimal volume of wastewater to the City's system, and would not produce a volume of wastewater that would significantly affect the City's ability to treat its wastewater. This is a **less than significant** impact, and no mitigation is required.

Responses b): Less than Significant. The proposed project would not result in the construction of new groundwater wells, nor would it increase existing levels of groundwater pumping. The proposed project would be served by the City's municipal water system. The City of Tracy uses several water sources, including the US Bureau of Reclamation, the South County Water Supply Project (SCWSP), and groundwater. As described in greater detail in the Utilities Section of this document, the City has adequate water supplies to serve the proposed project without increasing the current rate of groundwater extraction.

Groundwater recharge occurs primarily through percolation of surface waters through the soil and into the groundwater basin. The addition of significant areas of impervious surfaces (such as roads, parking lots, buildings, etc.) can interfere with this natural groundwater recharge process. Upon full project buildout, the majority of the project site would be covered in impervious surfaces, which would limit the potential for groundwater percolation to occur on the project site. However, given the relatively large size of the groundwater basin in the Tracy area, the areas of impervious surfaces added as a result of project implementation will not adversely affect the recharge capabilities of the local groundwater basin. The proposed project would result in **less than significant** impacts related to groundwater and groundwater recharge. No mitigation is required.

Responses c), d), e), f): Less than Significant with Mitigation. When land is in a natural or undeveloped condition, soils, mulch, vegetation, and plant roots absorb rainwater. This absorption process is called infiltration or percolation. Much of the rainwater that falls on natural or undeveloped land slowly infiltrates the soil and is stored either temporarily or permanently in underground layers of soil. When the soil becomes completely soaked or saturated with water or the rate of rainfall exceeds the infiltration capacity of the soil, the rainwater begins to flow on the surface of land to low lying areas, ditches, channels, streams, and rivers. Rainwater that flows off of a site is defined as storm water runoff. When a site is in a natural condition or is undeveloped, a larger percentage of rainwater infiltrates into the soil and a smaller percentage flows off the site as storm water runoff.

The infiltration and runoff process is altered when a site is developed with urban uses. Houses, buildings, roads, and parking lots introduce asphalt, concrete, and roofing materials to the landscape. These materials are relatively impervious, which means that they absorb less rainwater. As impervious surfaces are added to the ground conditions, the natural infiltration process is reduced. As a result, the volume and rate of storm water runoff increases. The increased volumes and rates of storm water runoff may result in flooding if adequate storm drainage facilities are not provided.

Development of the project site would place impervious surfaces on approximately 5.38 acres of the 8.75-acre project site. Development of the project site would potentially increase local runoff production, and would introduce constituents into storm water that are typically associated with urban runoff. These constituents include heavy metals (such as lead, zinc, and copper) and petroleum hydrocarbons. Best management practices (BMPs) will be applied to the proposed site development to limit the concentrations of these constituents in any site runoff that is discharged into downstream facilities to acceptable levels. Stormwater flows from the project site would be directed to the existing stormwater conveyance system along Valpico Road, south of the project site.

The project would be designed and constructed with a temporary storm drainage system that would remain in place until the downstream storm drain system is constructed with the project to the north of the site (Tiburon Village) as indicated in the City's Stormwater Master Plan. A Drainage Analysis for the proposed project was completed in May 2012 by MacKay and Soms. The proposed temporary drainage system is described below.

Stormwater Infiltration Trench

As proposed, the infiltration trench runs parallel with the north and east property lines of the site. Stormwater flows enter the infiltration trench via catch basins and area drains and are transported to a perforated pipe located near the bottom of the trench. This perforated pipe is the primary conduit of conveyance and storage of stormwater flows. It functions to allow water to flow freely along the length of the infiltration trench and be transported to those areas with the highest percolation potential based on previous soils testing. The infiltration trench will be backfilled with Caltrans Class II Permeable Material (Specification 68-1.025) placed around the pipe to the top of the infiltration trench. This material is placed un-compacted and is expected to have a 40% or greater void space throughout, providing additional storage volume to contain the design storm. The sides and top of the permeable material is wrapped in a permeable fiber fabric to prevent fines from migrating into the trench and reducing the potential storage capacity.

Stormwater Design- Storage

Based on the City's design criteria, a 10-year, 48-hour storm event with rainfall depth of 3.12 inches was used to determine the rainfall volumes. The storm depths and volumes were distributed over a 48 hour period based on the "HEC-1 balanced area distribution" method and the City's rainfall intensity curve as shown on Figure 5-1 of the City's Design Standards. As required by the City's Design Standards, a back to back 48 hour storm was added (96 hour

period) in the completed calculations. Due to the high infiltration rate, the second 48 hour event begins without any stormwater within the drainage system. It should be noted that the rainfall depth as measured at the Tracy Press and determined by NOAA for a 48 hour 10 year event is 2.17 inches. As a result, the 3.12 inch depth used in the project's stormwater calculations is a conservative measurement.

The Outflow, or infiltration potential, of the drainage trench was developed based on the surface area of the proposed infill trench and the 75 gallons per day per square foot. In-flow and Out-flow characteristics were compared side by side in order to determine the maximum volume contained within the underground basin during the design storm. The maximum storage volume occurred at hour 27 of the first storm event and resulted in 15.882 cubic feet of storage required. Similarly, since the second storm occurs when the system is empty, the maximum storage volume for the second storm event occurred at the 75th hour with the same peak volume.

The construction of the temporary stormwater conveyance and detention system, as described above, would ensure that the project is consistent with all applicable plans and regulations related to stormwater conveyance and detention, and would ensure that offsite or onsite flooding does not occur during the design storm event. The potential for the project to exceed the capacity of the stormwater system is a **less than significant** impact.

In order to ensure that stormwater runoff from the project site does not adversely increase pollutant levels in adjacent surface waters and stormwater conveyance infrastructure, Mitigation Measure 7 requires the preparation of a Stormwater Pollution Prevention Plan (SWPPP). As described below, the SWPPP would require the application of best management practices (BMPs) to effectively reduce pollutants from stormwater leaving the site during both the construction and operational phases of the project. The implementation of this mitigation measure would reduce this impact to a **less than significant** level. Additionally, the project is subject to the requirements of Chapter 11.34 of the Tracy Municipal Code – Stormwater Management and Discharge Control. The purpose of this Chapter is to *“Protect and promote the health, safety and general welfare of the citizens of the City by controlling non-stormwater discharges to the stormwater conveyance system, by eliminating discharges to the stormwater conveyance system from spills, dumping, or disposal of materials other than stormwater, and by reducing pollutants in urban stormwater discharges to the maximum extent practicable.”*

This chapter is intended to assist in the protection and enhancement of the water quality of watercourses, water bodies, and wetlands in a manner pursuant to and consistent with the Federal Water Pollution Control Act (Clean Water Act, 33 USC Section 1251 et seq.), Porter-Cologne Water Quality Control Act (California Water Code Section 13000 et seq.) and National Pollutant Discharge Elimination System (“NPDES”) Permit No. CAS000004, as such permit is amended and/or renewed.

Mitigation Measures

Mitigation Measure 7: *The project applicant shall prepare a Storm Water Pollution Prevention Plan (SWPPP) that includes specific types and sources of stormwater pollutants, determine the location and nature of potential impacts, and specify appropriate control measures to eliminate any potentially significant impacts on receiving water quality from stormwater runoff. The SWPPP shall require treatment BMPs that incorporate, at a minimum, the required hydraulic sizing design criteria for volume and flow to treat projected stormwater runoff. The SWPPP shall comply with the most current standards established by the Central Valley RWQCB. Best Management Practices shall be selected from the City's Manual of Stormwater Quality Control Standards for New Development and Redevelopment according to site requirements and shall be subject to approval by the City Engineer and Central Valley RWQCB.*

Responses g), h): Less than Significant. The 100-year floodplain denotes an area that has a one percent chance of being inundated during any particular 12-month period. The risk of a site within the 100-year floodplain being flooded in any century is one percent but statistically the risk is almost 40 percent in any 50-year period.

Floodplain zones are determined by the Federal Emergency Management Agency (FEMA) and used to create Flood Insurance Rate Maps (FIRMs). These tools assist cities in mitigating flooding hazards through land use planning. FEMA also outlines specific regulations for any construction, whether residential, commercial, or industrial within 100-year floodplains.

The project site is not located within the FEMA designated 100-year floodplain. This is a **less than significant** impact and no mitigation is required.

Responses i), j): Less than Significant. The project site is located within the inundation risk area for San Luis Reservoir and New Melones Dams. The safety of dams in California is stringently monitored by the California Department of Water Resources, Division of Safety of Dams (DSD). In the unlikely event of a dam failure, there is the potential that the project site could become inundated with water. The DSD is responsible for inspecting and monitoring the dam in perpetuity. The proposed project would not result in actions that could result in a higher likelihood of dam failure at San Luis Reservoir and New Melones Dams. There will always be a remote chance of dam failure that results in flooding of the City of Tracy, including the project site. However, given the regulations provided in the California Dam Safety Act, and the ongoing monitoring performed by the DSD, the risk of loss, injury, or death to people or structures from dam failure is considered **less than significant**.

There are no significant bodies of water near the project site that could result in the occurrence of a seiche or tsunami. Additionally, the project site and the surrounding areas are essentially flat, which precludes the possibility of mudflows occurring on the project site. This is a **less than significant** impact and no mitigation is required.

X. LAND USE AND PLANNING - Would the project:

	<i>Potentially Significant Impact</i>	<i>Less Than Significant with Mitigation Incorporation</i>	<i>Less Than Significant Impact</i>	<i>No Impact</i>
a) Physically divide an established community?				X
b) Conflict with any applicable land use plan, policy, or regulation of an agency with jurisdiction over the project (including, but not limited to the general plan, specific plan, local coastal program, or zoning ordinance) adopted for the purpose of avoiding or mitigating an environmental effect?			X	
c) Conflict with any applicable habitat conservation plan or natural community conservation plan?			X	

RESPONSES TO CHECKLIST QUESTIONS

Responses a): No Impact. The project site is surrounded by residential, commercial and light industrial land uses. The project is an infill project that would be consistent and compatible with the surrounding land uses, and would not divide an established community. There is **no impact**.

Responses b): Less than Significant. The project site is currently designated Commercial by the City of Tracy General Plan Land Use Designations Map and is zoned Community Shopping. The proposed project includes a request for a General Plan Amendment to designate the site Residential High, and a zoning change to zone the site High Density Residential.

The proposed uses on the project site are consistent with the General Plan designation of Residential High. Approval of the requested General Plan Amendment would ensure that the proposed project is consistent with the Tracy General Plan. The project's consistency with other General Plan policies that provide environmental protections are addressed within the relevant sections of this document. This is a **less than significant** impact, and no mitigation is required.

Response c): Less than Signification. As described under the Biological Resources section of this document, the proposed project is classified as Urban Habitat under the SJMSCP. The City of Tracy and the project applicant have consulted with SJCOG and agreed to allow coverage of the project pursuant to the SJMSCP. SJCOG staff has determined that the proposed project is consistent with the SJMSCP and coverage under the plan has been obtained. Therefore, this is a **less than significant** impact and no additional mitigation is required.

XI. MINERAL RESOURCES -- WOULD THE PROJECT:

	<i>Potentially Significant Impact</i>	<i>Less Than Significant with Mitigation Incorporation</i>	<i>Less Than Significant Impact</i>	<i>No Impact</i>
a) Result in the loss of availability of a known mineral resource that would be of value to the region and the residents of the state?			X	
b) Result in the loss of availability of a locally-important mineral resource recovery site delineated on a local general plan, specific plan or other land use plan?			X	

RESPONSES TO CHECKLIST QUESTIONS

Responses a), b): Less than Significant. As described in the Tracy General Plan EIR, the main mineral resources found in San Joaquin County, and the Tracy Planning Area, are sand and gravel (aggregate), which are primarily used for construction materials like asphalt and concrete. According to the California Geological Survey (CGS) evaluation of the quality and quantity of these resources, the most marketable aggregate materials in San Joaquin County are found in three main areas:

- ◆ In the Corral Hollow alluvial fan deposits south of Tracy
- ◆ Along the channel and floodplain deposits of the Mokelumne River
- ◆ Along the San Joaquin River near Lathrop

Figure 4.8-1 of the General Plan EIR identifies Mineral Resource Zones (MRZs) throughout the Tracy Planning Area. The project site is located within an area designated as MRZ-3. The MRZ-3 designation applies to areas containing mineral deposits the significance of which cannot be evaluated from available data.

The project site was previously used for sand and gravel extraction. Therefore, it is likely that all usable aggregate materials for the project site have already been removed, and there is little potential for additional usable materials to be present at the project site. Therefore, the project would not result in the loss of availability of a known mineral resource. This impact is considered **less than significant**

XII. NOISE -- WOULD THE PROJECT RESULT IN:

	<i>Potentially Significant Impact</i>	<i>Less Than Significant with Mitigation Incorporation</i>	<i>Less Than Significant Impact</i>	<i>No Impact</i>
a) Exposure of persons to or generation of noise levels in excess of standards established in the local general plan or noise ordinance, or applicable standards of other agencies?			X	
b) Exposure of persons to or generation of excessive groundborne vibration or groundborne noise levels?			X	
c) A substantial permanent increase in ambient noise levels in the project vicinity above levels existing without the project?			X	
d) A substantial temporary or periodic increase in ambient noise levels in the project vicinity above levels existing without the project?		X		
e) For a project located within an airport land use plan or, where such a plan has not been adopted, within two miles of a public airport or public use airport, would the project expose people residing or working in the project area to excessive noise levels?			X	
f) For a project within the vicinity of a private airstrip, would the project expose people residing or working in the project area to excessive noise levels?				X

RESPONSES TO CHECKLIST QUESTIONS

Response a): Less than Significant. The proposed project is located in an area consisting predominately of residential land uses. Commercial and light industrial land uses are also located in the project vicinity. The primary sources of noise currently present in the project area are from vehicle traffic along MacArthur Drive and Valpico Road.

The City of Tracy General Plan establishes allowable noise exposure levels for new multi-family residential land uses. As described under Goal N-1, Objective N-1.1, Policy P.6 of the Tracy General Plan, *"For new multi-family residential land uses, noise from external sources shall not cause the community outdoor recreation areas to exceed 65 Ldn. This policy shall not apply to balconies."*

In order to estimate noise levels at the project site from roadway noise along MacArthur Drive and Valpico Road, information from the MacArthur Drive Widening Noise Study Report (JC Brennan and Associates, June 2012) was reviewed and utilized. The MacArthur Drive Widening Noise Study Report included measurements of noise levels at a study location at 2675 South MacArthur Drive, approximately 60 feet from the roadway centerline, and approximately 480

feet to the east/northeast of the project site. At this study location, the loudest-hour sound level average (over a 24-hour period) measured at this location was 64 dBA_{Leq}, with peak hour vehicle trip volumes of 673 vehicles per hour. The eastern edge of the project site is approximately 520 feet from the roadway centerline of MacArthur Drive, which would further reduce the exposure to traffic noise from this roadway. It is estimated that roadway noise from MacArthur Drive would be approximately 51 dBA at the project's eastern boundary line.

According to the analysis contained in the MacArthur Drive Widening Noise Study report, peak hour vehicle trips along Valpico Road were anticipated to reach 930 vehicles per hour in the project vicinity. This roadway traffic volume would equate to a peak hour noise average of approximately 63dBA at a distance of 120 feet from the roadway centerline. The nearest residential structures within the project site are located approximately 120 feet from the centerline of Valpico Road. Therefore, the proposed project would not be subject to roadway noise in excess of 65dBA in the exterior areas of the site.

As described above, the proposed project would not be subjected to vehicle roadway noise in excess of 65dBA in the exterior areas of the site. This is a **less than significant** impact and no mitigation is required.

Response b): Less than Significant. No major stationary sources of groundborne vibration were identified in the project area that would result in the long-term exposure of proposed onsite land uses to unacceptable levels of ground vibration. In addition, the proposed project would not involve the use of any major equipment or processes that would result in potentially significant levels of ground vibration that would exceed these standards at nearby existing land uses. However, construction activities associated with the proposed project would require the use of various tractors, trucks, and potentially jackhammers that could result in intermittent increases in groundborne vibration levels. The use of major groundborne vibration-generating construction equipment/processes (i.e., blasting, pile driving) is not anticipated to be required for construction of the proposed project.

Groundborne vibration levels commonly associated with construction equipment are summarized in Table 2. Based on the levels presented in Table 2, groundborne vibration generated by construction equipment would not be anticipated to exceed approximately 0.09 inches per second ppv at 25 feet. Predicted vibration levels would not be anticipated to exceed recommended criteria for structural damage and human annoyance (0.2 and 0.1 in/sec ppv, respectively) at nearby land uses. As a result, short-term groundborne vibration impacts would be considered **less than significant** and no mitigation is required.

Table 2: Representative Vibration Source Levels for Construction Equipment

<i>EQUIPMENT</i>	<i>PEAK PARTICLE VELOCITY AT 25 FEET (IN/SEC)</i>
Large Bulldozers	0.089
Loaded Trucks	0.076
Jackhammer	0.035
Small Bulldozers	0.003
Source: FTA 2006, Caltrans 2004	

Response c): Less than Significant. Generally, a project may have a significant effect on the environment if it will substantially increase the ambient noise levels for adjoining areas or expose people to severe noise levels. In practice, more specific professional standards have been developed. These standards state that a noise impact may be considered significant if it would generate noise that would conflict with local planning criteria or ordinances, or substantially increase noise levels at noise-sensitive land uses.

The proposed project would not directly generate increased noise beyond those activities commonly found in residential developments (i.e., lawnmowers, leaf blowers, etc.). The noise directly generated by the project would not differ from the existing ambient noises currently generated by the surrounding residential land uses.

The proposed project may indirectly increase ambient noise levels in the project vicinity through the introduction of additional vehicle trips to area roadways, particularly Valpico Road and MacArthur Drive. The Traffic Impact Study prepared for the project estimates that the project would generate up to 122 vehicle trips during the P.M. peak hour. Approximately 55 percent of these trips (67 trips in the peak hour) would travel west from the project site on Valpico Road. Therefore, this segment of Valpico Road has the greatest potential to see increases in vehicle noise attributable to the proposed project during the P.M. peak hour. As described above, this segment of Valpico Road currently experiences up to 930 peak hour vehicle trips. The addition of 67 peak hour trips attributable to the proposed project would represent an increase of 7.2 percent in peak hour vehicle trips. The addition of 67 peak hour vehicle trips to Valpico Road during the P.M. peak hour would result in an increased roadway dBA of less than one decibel above existing ambient conditions. This very minor increase in roadway noise would not be perceptible in the project area. As such, this is a **less than significant** impact and no mitigation is required.

Response d): Less than Significant with Mitigation. Construction activities at the project site would result in temporary increases in noise levels that could expose adjacent residences to increased noise levels and noise nuisances. Construction activities could create temporary noise levels of up to 90 dBA at distances of 50 feet. Because the project site is surrounded by existing residential neighborhoods, this temporary increase in construction noise is considered potentially significant.

The following mitigation measure would place restrictions on the time of day that construction activities can occur, and includes additional techniques to reduce noise levels at adjacent residences during construction activities. The implementation of this mitigation measure would reduce this temporary impact to a **less than significant** level.

Mitigation Measures

Mitigation Measure 8: *The following mitigation measures shall be implemented:*

- a) *Construction activities (excluding activities that would result in a safety concern to the public or construction workers) shall be limited to between the hours of 7:00 a.m. and 7:00 p.m. Construction activities shall be prohibited on Sundays and federal holidays.*
- b) *Construction equipment shall be properly maintained and equipped with noise-reduction intake and exhaust mufflers and engine shrouds, in accordance with manufacturers' recommendations.*
- c) *Construction equipment staging areas shall be located at the furthest distance possible from nearby noise-sensitive land uses.*

Response e): Less than Significant. The Tracy Municipal Airport is the closest airport to the project site, located approximately 1.5 miles southwest of the site. The Airport is a general aviation airport owned by the City and managed by the Parks and Community Services Department. The City of Tracy adopted an Airport Master Plan in 1998, analyzing the impacts to safety on surrounding development from the Tracy Municipal Airport.

The San Joaquin County Airport Land Use Plan establishes noise contours surrounding the Tracy Municipal Airport. As shown on Figure 4.14-3 of the Tracy General Plan Final Supplemental EIR (Certified on February 1, 2011), the project site is located outside of both the 65 dBCNEL and the 60 dBCNEL noise contours for the Tracy Municipal Airport. As such, the project site would not be exposed to excessive noise from the Tracy Municipal Airport. This is a **less than significant** impact, and no mitigation is required.

Response f): No Impact. The project site is not located within two miles of a private airstrip. There is **no impact**.

XIII. POPULATION AND HOUSING -- WOULD THE PROJECT:

	<i>Potentially Significant Impact</i>	<i>Less Than Significant with Mitigation Incorporation</i>	<i>Less Than Significant Impact</i>	<i>No Impact</i>
a) Induce substantial population growth in an area, either directly (for example, by proposing new homes and businesses) or indirectly (for example, through extension of roads or other infrastructure)?			X	
b) Displace substantial numbers of existing housing, necessitating the construction of replacement housing elsewhere?				X
c) Displace substantial numbers of people, necessitating the construction of replacement housing elsewhere?				X

RESPONSES TO CHECKLIST QUESTIONS

Response a): Less than Significant. Implementation of the project would result in the construction of 184 multi-family housing units on the project site. The proposed project is located in an urbanized area of the City of Tracy, and constitutes an infill project. There is existing infrastructure (roads, water, sewer, etc) in the immediate vicinity of the project site. While the project would extend these services onto the site to serve the proposed development, the project would not extend infrastructure to an area of the City not currently served. Therefore, while the project may directly induce population growth through the provision of 184 new high-density residences, the project would not indirectly induce population growth in other areas of the City of Tracy.

The potential for the project to directly induce population growth in the City of Tracy is not a significant impact in and of itself. Population growth can result in impacts to other environmental topics, such as traffic, service demands, etc. As described throughout this environmental document, the population growth attributable to the proposed project would not result in any significant environmental impacts to other environmental topics that cannot be mitigated to a less than significant level. While this document acknowledges that project approval would provide for additional housing opportunities in the City of Tracy, which may lead to population growth in the City, this impact is **less than significant**, as demonstrated throughout this document. No additional mitigation is required.

Responses b), c): No Impact. There are no existing homes or residences located on the project site. There is **no impact**.

XIV. PUBLIC SERVICES

	<i>Potentially Significant Impact</i>	<i>Less Than Significant with Mitigation Incorporation</i>	<i>Less Than Significant Impact</i>	<i>No Impact</i>
a) Would the project result in substantial adverse physical impacts associated with the provision of new or physically altered governmental facilities, need for new or physically altered governmental facilities, the construction of which could cause significant environmental impacts, in order to maintain acceptable service ratios, response times or other performance objectives for any of the public services:				
i) Fire protection?			X	
ii) Police protection?			X	
iii) Schools?		X		
iv) Parks?		X		
v) Other public facilities?			X	

RESPONSES TO CHECKLIST QUESTIONS**Response a): Less than Significant.****i) Fire Protection and Emergency Medical Services**

The Tracy Fire Department, as a member agency of the South County Fire Authority, provides fire protection, life safety, and emergency response services to 167 square miles of the southern part of San Joaquin County. In 1999, the South County Fire Authority was established to more effectively and efficiently serve the City of Tracy, the Tracy Rural Fire Protection District (FPD), and the Mountain House Community Services District (CSD).

The Fire Authority currently operates seven fire stations and an administrative office. Twenty-four hour-a-day staffing is provided with five paramedic engine companies, two basic life support engine companies, and one ladder truck company. Three fire stations are within the incorporated area of the City of Tracy, three are in the surrounding rural Tracy area, and one is located in the planned Community of Mountain House.

Medical transport is provided by private ambulance. American Medical Response is the exclusive emergency ambulance service provider in San Joaquin County.

The Tracy Fire Department has 74.94 full-time equivalent (FTE) fire fighters/ fire station staff, and an additional 4.30 FTE civilian staff. The 2010 ratio of fire fighters per 1,000 population was 0.9 certified fire fighters per 1,000 population.

The Tracy Fire Department conducted a Standards of Response Coverage study in late 2007. Findings of the study indicated that the Department has challenges in meeting its established response time objectives in the areas of the West Valley Mall and Downtown Tracy utilizing existing resources. The Department is currently in the process of mitigating the deficiency in the area of the West Valley Mall through the potential relocation of an existing fire station. Future development will create a need for expanded fire and emergency medical services.

Currently the Department is working on a plan to expand its ability to deliver Advanced Life Support services from all seven Fire Department facilities. Since November 2008, the Fire Department has expanded its provision of Advanced Life Support Services to six of the seven fire stations; there are plans to provide these services from the final station upon successful relocation of the facility, which is expected to be completed in fiscal year 2012/2013. Emergency medical services in Tracy and the surrounding areas are reported to be good, as Tracy is one of only three fire departments in San Joaquin County that provide Advanced Life Support services, and there are no reported concerns about the level of service provided.

Recognizing the potential need for increases in fire protection and emergency medical services, the City's General Plan includes policies to ensure that adequate related facilities are funded and provided to meet future growth (Objective PF-1.1, P1). This policy will be implemented through the review of all new projects within the SOI, prior to development, and through the collection of development impact fees for the funding of facilities.

The project site and the surrounding area is served by Fire Station #97, which is located at 595 West Central Avenue, approximately 0.8 miles west of the project site. The project site is located within the Fire Department's 5-minute response zone.

Implementation of the proposed project would not adversely impact existing fire and emergency services within the City, and would not require the construction of new fire protection facilities.

In order to provide adequate fire protection and suppression services to the project site, the Tracy Fire Department must have access to adequate onsite hydrants with adequate fire-flow pressure available to meet the needs of fire suppression units. The final site plans and development specifications developed for the proposed project will indicate the location and design specifications of the fire hydrants that will be required within the project site. This is a **less than significant** impact.

ii) Police Protection

The Tracy Police Department provides police protection services to the City of Tracy. Its headquarters are located at 1000 Civic Center Drive, and there are no satellite offices or plans to construct any in the near future. The Department currently employs 91 officers, and responded to over 72,500 calls for service in 2008. The Department also has 43 non-sworn positions, which include both full- and part-time administrators, communications dispatchers, community services personnel, animal control, crime scene technicians, and a records

superintendent. The City has a goal of a 5-minute response time for Priority 1 calls (life threatening situations).

The police station is located approximately 2 miles north of the project site. The Department divides calls for service into three categories:

- Priority 1 calls are defined as life threatening situations.
- Priority 2 calls are not life threatening, but require immediate response.
- Priority 3 calls cover all other calls received by the police.

The average response time for Priority 1 calls within the City limits is approximately seven to nine minutes. Response time for Priority 2 and 3 calls is, on average, between 20 and 30 minutes. The Tracy Police Department provides mutual aid to the San Joaquin County Sheriff's office, and vice versa, when a situation exceeds the capabilities of either department. Mutual aid is coordinated through the San Joaquin County Sheriff.

It is not anticipated that implementation of the proposed project would result in significant new demand for police services. Project implementation would not require the construction of new police facilities to serve the project site, nor would it result in impacts to the existing response times and existing police protection service levels. This is a **less than significant** impact.

iii) Schools

Implementation of the proposed project would result in population growth within the City of Tracy, which would likely increase enrollment at schools within the Tracy Unified School District. According to the School District's boundary maps, new elementary school students residing at the project site would attend Louis A. Bohn Elementary School, middle school students would attend Earle E. William Middle School, and high school students would attend Tracy High School.

Under the provisions of SB 50, a project's impacts on school facilities are fully mitigated via the payment of the requisite new school construction fees established pursuant to Government Code Section 65995. Payment of the applicable impact fees by the project applicant, and ongoing revenues that would come from taxes, would ensure that project impacts to school services are **less than significant**.

Mitigation Measures

Mitigation Measure 9: *Prior to the issuance of a building permit, the applicant shall pay applicable school fees mandated by SB 50 to the Tracy Unified School District and provide a receipt of payment to the Tracy Development Services Department.*

iv) Parks

Potential project impacts to parks and recreational facilities are addressed in the following section of this document.

v) Other Public Facilities

Other public facilities in the City of Tracy include libraries, hospitals, and cultural centers such as museums and music halls. The proposed project would increase demand on these facilities. The City of Tracy General Plan requires new development to pay its fair share of the costs of public buildings by collecting the Public Buildings Impact Fee. The Public Buildings Impact fee is used by the City to expand public services and maintain public buildings, including the Civic Center and libraries in order to meet the increased demand generated by new development. Payment of the applicable impact fees by the project applicant, and ongoing revenues that would come from taxes, would ensure that project impacts to libraries and public buildings are **less than significant**.

Mitigation Measures

Mitigation Measure 10: *Prior to the issuance of a building permit, the applicant shall pay applicable Public Building Impact Fees to the City of Tracy.*

XV. RECREATION

	Potentially Significant Impact	Less Than Significant with Mitigation Incorporation	Less Than Significant Impact	No Impact
a) Would the project increase the use of existing neighborhood and regional parks or other recreational facilities such that substantial physical deterioration of the facility would occur or be accelerated?		X		
b) Does the project include recreational facilities or require the construction or expansion of recreational facilities which might have an adverse physical effect on the environment?		X		

RESPONSES TO CHECKLIST QUESTIONS

Responses a), b): Less than Significant with Mitigation. The proposed project would increase demand for parks and recreational facilities within the City of Tracy, and would increase the use of the City's existing parks and recreation system. As described in the Tracy General Plan, the City maintains 48 mini-parks, 15 neighborhood parks, and eight community parks, providing approximately 256 acres at 71 sites. The City is also in the process of constructing the Holly Sugar Sports Park at the northern edge of the City, which will provide an additional 166 acres of sports parks, 86 acres of passive recreation area, and a 46-acre future expansion area for additional park facilities.

The City strives to maintain a standard of 4 acres of park land for every 1,000 persons. In order to maintain this standard, the City requires new development projects to either include land dedicated for park uses, or to pay in-lieu fees towards the City's parks program. Chapter 13.12 of the Tracy Municipal Code states that, "all development projects shall be required to maintain the City standard of four (4) acres of park land per 1,000 population. All development projects, as a condition of approval of any tentative parcel map or tentative subdivision map, or as a condition of approval of any building permit, shall dedicate land to the City or pay a fee in lieu thereof, or a combination of both, in order to maintain this City standard. The precise obligation of any development project to dedicate land or pay a fee pursuant to this section shall be incorporated in the implementing resolution for the park fee applicable to the development project."

The payment of the project's fair share in-lieu parks fees to the City of Tracy, as required by the following mitigation measure, would ensure that this is a **less than significant** impact.

Mitigation Measures

Mitigation Measure 11: Prior to the issuance of a building permit, the applicant shall pay applicable Park Development Impact Fees to the City of Tracy.

XVI. TRANSPORTATION/TRAFFIC -- WOULD THE PROJECT:

	<i>Potentially Significant Impact</i>	<i>Less Than Significant with Mitigation Incorporation</i>	<i>Less Than Significant Impact</i>	<i>No Impact</i>
a) Cause an increase in traffic which is substantial in relation to the existing traffic load and capacity of the street system (i.e., result in a substantial increase in either the number of vehicle trips, the volume to capacity ratio on roads, or congestion at intersections)?			X	
b) Exceed, either individually or cumulatively, a level of service standard established by the county congestion management agency for designated roads or highways?			X	
c) Result in a change in air traffic patterns, including either an increase in traffic levels or a change in location that results in substantial safety risks?			X	
d) Substantially increase hazards due to a design feature (e.g., sharp curves or dangerous intersections) or incompatible uses (e.g., farm equipment)?			X	
e) Result in inadequate emergency access?			X	
f) Result in inadequate parking capacity?			X	
g) Conflict with adopted policies, plans, or programs supporting alternative transportation (e.g., bus turnouts, bicycle racks)?				X

RESPONSES TO CHECKLIST QUESTIONS

Response a), b): Less than Significant. In order to determine potential impacts related to traffic generated by the proposed project, a Traffic Impact Study was prepared by TJKM Transportation Consultants in April 2012. In consultation with staff from the City of Tracy, it was determined that the intersections of Glenbriar Drive/Valpico Road and MacArthur Drive/Valpico Road were the two intersections with the greatest potential to be impacted by the proposed project. These two intersections were addressed in the traffic study to determine if the project would result in an unacceptable level of service (LOS) under either existing (near-term) conditions or cumulative (future) conditions with the addition of traffic generated by the proposed project.

Level of service is a qualitative measure describing operational conditions at an intersection. The LOS generally describes these conditions in terms of average delay per vehicle. Six levels of service are defined and given letter designations from A to F, with LOS A representing the best operating conditions and LOS F the worst. The City of Tracy General Plan has established LOS D as the City's desired operating level for intersections. Therefore, the proposed project may

result in a significant impact if the addition of project traffic causes one of the study intersections to operate at a condition worse than LOS D.

Existing Roadway Network

S. MacArthur Drive runs north and south and is located to the east of the project site. It is a four-lane roadway with a median turn lane and the roadway is designated as a truck route. A bike lane exists on both sides of the roadway. It is fronted mainly by residential developments.

Valpico Road runs east west and is adjacent and located to the south of the project site. It is generally a two to four-lane roadway in the project vicinity and designated as a major arterial in the City's Roadway Master Plan.

Glenbriar Drive is a local street that runs north-south and primarily provides access to local residents of the Glenbriar Subdivision located to the south of Valpico Road.

Existing Intersection Traffic Counts

In preparing the traffic study, TJKM conducted two-hour peak hour turning movement counts during a typical weekday in March 2012. The counts collected were two-hour turning movement counts conducted during the weekday a.m. and weekday p.m. peak periods. In addition, TJKM collected the existing signal timing information for both the intersections and used it as inputs for the levels of service analysis.

Table 3 summarizes the results of the intersection analysis under Existing Conditions for the a.m. and p.m. peak hours. The detailed LOS calculations are contained in Appendix B of the Traffic Study, which is available for review at the Tracy Development Services Department. Under Existing Conditions, all the study intersections operate at LOS C or better during both the a.m. and p.m. peak hours. Level of service worksheets are provided in Appendix C of the Traffic Study.

Table 3: Intersection LOS- Existing Conditions

INTERSECTION	CONTROL	EXISTING CONDITIONS					
		A.M. PEAK			P.M. PEAK		
		DELAY	V/C	LOS	DELAY	V/C	LOS
Glenbriar Drive/Valpico Road	Signal	16.1	0.62	B	14.7	0.65	B
MacArthur Drive/Valpico Road	Signal	33.3	0.61	C	30.2	0.51	C

NOTE: DELAY=OVERALL AVERAGE INTERSECTION DELAY IN SECONDS FOR SIGNALIZED INTERSECTIONS

Project Trip Generation

TJKM developed estimated project trip generation for the proposed project based on the published trip generation rates from the Institute of Transportation Engineers' (ITE) publication *Trip Generation (8th Edition)*. TJKM also followed the guidance of ITE's *Trip*

Generation Handbook (2nd Edition) to use the fitted curve rate equations for the proposed apartment projects. ITE Land Use Codes of 220 for Apartments was used in the trip generation calculation.

Based on ITE *Trip Generation*, the proposed project is expected to generate approximately 1,269 daily trips on a typical weekday, including 96 trips (19 inbound, 77 outbound) during the a.m. peak hour and 122 trips (79 inbound and 43 outbound) during the p.m. peak hour. The proposed project's estimated trips are shown in Table 4.

Table 4: Project Trip Generation

LAND USE (ITE CODE)	SIZE	DAILY TRIPS	A.M. PEAK					P.M. PEAK				
			IN %	OUT %	IN	OUT	TOTAL	IN %	OUT %	IN	OUT	TOTAL
Valipico Apts (220)	189* du	1,269	20	80	19	77	96	65	35	79	43	122

* The TJKM Traffic Study assumed 189 units. However, the project now proposes 184 units, resulting in a minor decrease of the traffic impacts described in the Traffic Study.

Project Trip Distribution and Assignment

Trip distribution is a process that determines in what proportion vehicles would travel between a project site and various destinations outside the project study area. The process of trip assignment determines the various routes that vehicles would take from the project site to each destination using the calculated trip distribution.

Trip distribution assumptions for the proposed project were developed based on existing travel patterns, knowledge of the study area, and input from City staff. Trips generated by the proposed project are expected to travel to and from the site according to the distribution assumptions described below:

- 55 percent will travel to/from the west via Valpico Road
- 20 percent will travel to/from the east via Valpico Road
- 15 percent will travel to/from the north via S MacArthur Drive
- 10 percent will travel to/from the south via S MacArthur Drive

Level of Service Analysis- Existing plus Project Conditions

Table 5 shows the results of the LOS analysis for the study intersections under Existing plus Project Conditions. It is assumed that the approach of the proposed roadway on Valpico Road will include a left-turn lane and a shared through and right-turn lane. It is assumed that the existing northbound approach on Glenbriar Drive will continue to operate with a shared left-through-right turn lane. Consequently, the future signal timing for the north-south approach would operate as split-phased. With the addition of the proposed project trips, both study

intersections are expected to continue operating at LOS C or better. LOS worksheets are provided in Appendix D of the Traffic Study.

Table 5: Intersection LOS- Existing plus Project Conditions

INTERSECTION	CONTROL	EXISTING CONDITIONS						EXISTING + PROJECT CONDITIONS					
		A.M. PEAK			P.M. PEAK			A.M. PEAK			P.M. PEAK		
		DELAY	V/C	LOS	DELAY	V/C	LOS	DELAY	V/C	LOS	DELAY	V/C	LOS
Glenbriar Dr/Valpico Rd	Signal	16.1	0.62	B	14.7	0.65	B	30.6	0.69	C	28.6	0.5	C
MacArthur Dr/Valpico Rd	Signal	33.3	0.61	C	30.2	0.51	C	33.8	0.63	C	30.4	0.54	C

NOTE: DELAY=OVERALL AVERAGE INTERSECTION DELAY IN SECONDS FOR SIGNALIZED INTERSECTIONS

As shown in the table above, the addition of traffic generated by the proposed project would cause the intersection of Glenbriar Drive and Valpico Road to decrease from LOS B to LOS C during both the A.M. and P.M. peak hour periods. The intersection of MacArthur Drive and Valpico Road would continue to operate at LOS C during both the A.M. and P.M. peak hour periods with the addition of project traffic. None of the study intersections would operate at LOS D or worse under existing plus project conditions. As such, under existing plus project conditions, the proposed project would have a **less than significant** impact, and no mitigation is required.

Cumulative plus Project Traffic Analysis

Based on discussions with City staff, the Traffic Study used the 2025 cumulative base volumes from the study that was completed for the previously proposed Valpico Town Center Project (2004). This scenario utilized estimated traffic from the base Cumulative Conditions with the addition of the currently estimated project trips.

Table 6 shows the results of the LOS analysis for the study intersections under Cumulative plus Project Conditions. With the addition of the trips from the proposed project, both the study intersections are expected to continue operating at LOS C or better. Level of service worksheets are provided in Appendix F of the Traffic Study.

Table 6: Intersection LOS- Cumulative plus Project Conditions

INTERSECTION	CONTROL	CUMULATIVE + PROJECT CONDITIONS					
		A.M. PEAK			P.M. PEAK		
		DELAY	V/C	LOS	DELAY	V/C	LOS
Glenbriar Drive/Valpico Road	Signal	26.4	0.32	C	23.7	0.55	C
MacArthur Drive/Valpico Road	Signal	26.0	0.39	C	29.9	0.62	C

NOTE: DELAY=OVERALL AVERAGE INTERSECTION DELAY IN SECONDS FOR SIGNALIZED INTERSECTIONS

As shown in the table above, under Cumulative plus Project Conditions, both of the study intersections would continue to operate at LOS C, which is above the threshold of LOS D. Therefore, under cumulative conditions, the proposed project would have a **less than significant** impact on intersection operations, and no mitigation is required.

Response c): Less than Significant. The Tracy Municipal Airport is the closest airport to the project site, located approximately 1.5 miles southwest of the site. The Airport is a general aviation airport owned by the City and managed by the Parks and Community Services Department. The City of Tracy adopted an Airport Master Plan in 1998, analyzing the impacts to safety on surrounding development from the Tracy Municipal Airport.

The probability of an aircraft accident is highest along the extended runway centerline, and within one mile of the runway end. The Airport Master Plan designates four safety zones in which land use restrictions apply due to proximity to the airport:

1. Runway Protection Zone (RPZ)
2. Inner Approach Zone (PAZO)
3. Outer Approach Zone (OAZ)
4. Overflight Zone (OZ)

Land use constraints in these four zones become progressively less restrictive from the RPZ to the OZ. The proposed project is not located in any of these four safety zones. The proposed project is not located within one mile of the airport, nor along the extended runway centerline. Additionally, there are no private airstrips within the vicinity of the project site. Implementation of the proposed project would not result in any needed changes to airport operations or air travel patterns at the Tracy Municipal Airport. This impact is **less than significant**, and no mitigation is required.

Responses d) and e): Less than Significant. Based on the preliminary site plan, there is a steep eight percent downgrade from the top of the intersection at Valpico Road/ Glenbriar Drive to the bottom of the level grade. TJKM worked closely with the designer to ensure that the proposed roadway is acceptable based on safety and ease of access. Initially the design consisted of two reverse curves without a transitional tangent between the two curves. Subsequently, a transition was provided between the two reverse curves, which made the design acceptable.

The proposed site plan for the Valpico Apartments provides three driveways to the site. One is an existing driveway at the southeast corner of the site to Valpico Road that currently provides access to the adjacent Rite Aid store. This driveway will provide right-in and right-out turning movements plus left-in movements from east-bound Valpico Road. The other two driveways will be on the west side of the site to the proposed extension of Glenbriar Drive. The Glenbriar driveways will provide full right-in and right-out access and connection to the signalized intersection of Valpico Road and Glenbriar Drive.

Glenbriar Drive is anticipated, eventually, to be extended north to Stalsburg Drive as the property north of the proposed Valpico Apartments site is developed. Since Glenbriar Drive

will provide access to residential neighborhoods, and not a short cut for through traffic, it will remain a primarily local-serving street.

Based on the site plan, a 20-foot wide travel lane would be provided for each direction of traffic flow on the future Glenbriar Drive. This should be adequate to allow for on-street parking on each side of the street.

The proposed site plan provides adequate access to the project site, which would accommodate emergency vehicles and provide for LOS C or better on adjacent roadways. Implementation of the proposed project would have a less than significant impact related to emergency access, and would not interfere with an emergency evacuation plan. This is a **less than significant** impact and no mitigation is required.

Response f): Less than Significant. The proposed project includes 362 on-site parking spaces, approximately half of which would be covered. This yields approximately two parking spaces per residential unit. Section 10.08.3480 of the Tracy Municipal Code identifies parking requirements for residential projects. Multi-family residential projects are required to provide a minimum of 1.5 parking spaces per one-bedroom residential unit, 2.0 spaces per unit with two or more bedrooms, and an additional “guest” parking space for every five residential units. The project includes 90 one-bedroom units and 94 units with two or more bedrooms. Based on City standards, the proposed 184-unit project, therefore, would be required to provide a minimum of 360 parking spaces. The project proposes 362 parking spaces, which meets the City’s minimum requirements. This is a **less than significant** impact and no mitigation is required.

Response g): No Impact. The project would have no impact on any existing plans or policies related to alternative transportation. The proposed project includes onsite parking for bicycles, and provides connections to the existing bicycle lanes in the project area on Valpico Road. Project implementation would assist the City in providing connections and access to alternative transportation in the project area. There is **no impact**.

XVII. UTILITIES AND SERVICE SYSTEMS -- WOULD THE PROJECT:

	<i>Potentially Significant Impact</i>	<i>Less Than Significant with Mitigation Incorporation</i>	<i>Less Than Significant Impact</i>	<i>No Impact</i>
a) Exceed wastewater treatment requirements of the applicable Regional Water Quality Control Board?			X	
b) Require or result in the construction of new water or wastewater treatment facilities or expansion of existing facilities, the construction of which could cause significant environmental effects?			X	
c) Require or result in the construction of new storm water drainage facilities or expansion of existing facilities, the construction of which could cause significant environmental effects?			X	
d) Have sufficient water supplies available to serve the project from existing entitlements and resources, or are new or expanded entitlements needed?			X	
e) Result in a determination by the wastewater treatment provider which serves or may serve the project that it has adequate capacity to serve the projects projected demand in addition to the providers existing commitments?			X	
f) Be served by a landfill with sufficient permitted capacity to accommodate the projects solid waste disposal needs?			X	
g) Comply with federal, state, and local statutes and regulations related to solid waste?			X	

RESPONSES TO CHECKLIST QUESTIONS

Responses a) and e): Less than Significant. Wastewater generated by the proposed project would be conveyed to the Tracy Wastewater Treatment Plant (WWTP) for treatment and disposal. The City's wastewater collection system consists of gravity sewer lines, pump stations and the WWTP. Wastewater flows toward the northern part of the City where it is treated at the WWTP and then discharged into the Old River in the southern Sacramento-San Joaquin Delta.

The City's WWTP provides secondary-level treatment of wastewater followed by disinfection. Treated effluent from the WWTP is conveyed to a submerged diffuser for discharge into the Old River. The WWTP has an NPDES permit for discharge into the Old River from the State Regional Water Quality Control Board. The City of Tracy currently has plans to expand and improve the existing Tracy Wastewater Treatment Plant. These plans have been evaluated in the Draft and

Final EIR for the Tracy Wastewater Treatment Plant Expansion (SCH No. 2000012039). The Final EIR was completed in September of 2002 and was certified in November 2002. The City plans to expand the average dry weather flow treatment capacity of the Plant from 9.0 million gallons per day to 16.0 million gallons per day. The expansion would also result in improvements to the quality of the effluent discharged from the Plant by upgrading the facility from secondary to tertiary treatment. The expansion of the Wastewater Treatment Plant is occurring in four phases. The phase expanding the treatment capacity to 10.8 mgd was completed in 2008. The final phase of the four phases is projected to be completed in the year 2014.

The City's WWTP currently treats approximately 9.0 mgd of wastewater. For this analysis, a unit generation factor of 176 gallons per day of wastewater per residential unit was used. Therefore, the proposed project would generate up to 33,264 gallons per day of wastewater, or 0.0033 mgd of wastewater. The addition of 0.0033 mgd of wastewater would not exceed the treatment capacity of the City's WWTP. No improvements or expansions to the existing WWTP are required, and the addition of project-generated wastewater would not result in any RWQCB violations related to effluent treatment or discharge. Implementation of the proposed project would have a **less than significant** impact and no mitigation is required.

Responses b) and d): Less than Significant. Potable water for the proposed project would be supplied from the City's municipal water system. The project site would receive potable water via a connection to an existing water main located on Valpico Road. The proposed project's water demand was calculated in a technical memorandum prepared by West Yost Associates. It is estimated that the proposed project would increase the demand for municipal water supplies by 55 acre feet per year (afy), which accounts for residential water usage, the proposed swimming pool, landscape irrigation, and unaccounted-for water (UAFW). The peak hour demand for water was determined to be 115.9 gallons per minute and 0.17 million gallons per day.

The City of Tracy obtains water from both surface water and groundwater sources. The amount of water that Tracy uses from each of its water supply sources to make up its total water use varies from year to year based on contractual agreements, annual precipitation, and City policies about how to expand, utilize, and manage its water resources. As described in the 2011 City of Tracy Urban Water Management Plan- Public Review Draft, Tracy's maximum annual water supply amounts to over 31,500 acre feet per year from its various supply sources. Future agreements may increase the City's available water supply to over 49,500 acre feet per year.

In recent years, demand for potable water in the City of Tracy has been trending downward. The 2010 total water demand in the City was 16,603 afy. The addition of the project's water demand would not exceed the City's available water supply. The City's water treatment and conveyance infrastructure is adequate to serve existing demand, in addition to the demand created by the proposed project. This is a **less than significant** impact and no mitigation is required.

Responses c): Less than Significant. Development of the project site would place impervious surfaces on approximately 5.38 acres of the 8.75-acre project site. Development of the project site would potentially increase local runoff production, and would introduce constituents into storm water that are typically associated with urban runoff. These constituents include heavy metals (such as lead, zinc, and copper) and petroleum hydrocarbons. Best management practices (BMPs) will be applied to the proposed site development to limit the concentrations of these constituents in any site runoff that is discharged into downstream facilities to acceptable levels.

The project would be designed and constructed with a temporary storm drainage system that would remain in place until the downstream storm drain system is constructed with the project to the north of the site (Tiburon Village) as indicated in the City's Stormwater Master Plan. A Drainage Analysis for the proposed project was completed in May 2012 by MacKay and Soms. The proposed temporary drainage system is described below.

Stormwater Infiltration Trench

As proposed, the infiltration trench runs parallel with the north and east property lines of the site. Stormwater flows enter the infiltration trench via catch basins and area drains and are transported to a perforated pipe located near the bottom of the trench. This perforated pipe is the primary conduit of conveyance and storage of stormwater flows. It functions to allow water to flow freely along the length of the infiltration trench and be transported to those areas with the highest percolation potential based on previous soils testing. The infiltration trench will be backfilled with Caltrans Class II Permeable Material (Specification 68-1.025) placed around the pipe to the top of the infiltration trench. This material is placed un-compacted and is expected to have a 40% or greater void space throughout, providing additional storage volume to contain the design storm. The sides and top of the permeable material is wrapped in a permeable fiber fabric to prevent fines from migrating into the trench and reducing the potential storage capacity.

Stormwater Design- Storage

Based on the City's design criteria, a 10-year, 48-hour storm event with rainfall depth of 3.12 inches was used to determine the rainfall volumes. The storm depths and volumes were distributed over a 48 hour period based on the "HEC-1 balanced area distribution" method and the City's rainfall intensity curve as shown on Figure 5-1 of the City's Design Standards. As required by the City's Design Standards, a back to back 48 hour storm was added (96 hour period) in the completed calculations. Due to the high infiltration rate, the second 48 hour event begins without any stormwater within the drainage system. It should be noted that the rainfall depth as measured at the Tracy Press and determined by NOAA for a 48 hour 10 year event is 2.17 inches. As a result, the 3.12 inch depth used in the project's stormwater calculations is a conservative measurement.

The Outflow, or infiltration potential, of the drainage trench was developed based on the surface area of the proposed infill trench and the 75 gallons per day per square foot. In-flow and Out-flow characteristics were compared side by side in order to determine the maximum

volume contained within the underground basin during the design storm. The maximum storage volume occurred at hour 27 of the first storm event and resulted in 15.882 cubic feet of storage required. Similarly, since the second storm occurs when the system is empty, the maximum storage volume for the second storm event occurred at the 75th hour with the same peak volume.

The construction of the temporary stormwater conveyance and detention system, as described above, would ensure that the project is consistent with all applicable plans and regulations related to stormwater conveyance and detention, and would ensure that offsite or onsite flooding does not occur during the design storm event. The potential for the project to exceed the capacity of the stormwater system is a **less than significant** impact.

Responses f) and g): Less than Significant. The City of Tracy has an exclusive franchise agreement with Tracy Disposal Service for solid waste collection and disposal and recycling collection. Solid waste is collected and taken to the 40-acre Tracy Material Recovery Facility (MRF) and Transfer Station on South MacArthur Drive before being sent to the Foothill Sanitary landfill, 48 miles northeast of Tracy, off of Shelton Road east of Linden, California. The MRF is operated by Tracy Material Recovery and Solid Waste Transfer, Inc., and has capacity of approximately 1,000 tons per day, but averages approximately 350 tons per day, of which 85 percent is generated in Tracy. Approximately 175,000 tons of solid waste is generated in Tracy each year, of which approximately 27 percent is residential garbage.

The approximately 800-acre Foothill landfill, owned by San Joaquin County, is the primary disposal facility accepting the City's solid waste. The Foothill landfill receives approximately 810 tons per day. The landfill is permitted to accept up to 1,500 tons per day, and has a permitted capacity of 51 million tons, of which approximately 45 million tons of capacity remains. It is estimated that the Foothill landfill will have the capacity to accept solid waste from the City of Tracy until 2054.

The proposed project would not generate significant volumes of solid waste, beyond levels normally found in residential developments. The proposed project would not generate hazardous waste or waste other than common household solid waste. As described above, there is adequate landfill capacity to serve the proposed project. This is a **less than significant** impact.

XVIII. MANDATORY FINDINGS OF SIGNIFICANCE --

	<i>Potentially Significant Impact</i>	<i>Less Than Significant with Mitigation Incorporation</i>	<i>Less Than Significant Impact</i>	<i>No Impact</i>
a) Does the project have the potential to degrade the quality of the environment, substantially reduce the habitat of a fish or wildlife species, cause a fish or wildlife population to drop below self-sustaining levels, threaten to eliminate a plant or animal community, reduce the number or restrict the range of a rare or endangered plant or animal or eliminate important examples of the major periods of California history or prehistory?			X	
b) Does the project have impacts that are individually limited, but cumulatively considerable? ("Cumulatively considerable" means that the incremental effects of a project are considerable when viewed in connection with the effects of past projects, the effects of other current projects, and the effects of probable future projects)?			X	
c) Does the project have environmental effects which will cause substantial adverse effects on human beings, either directly or indirectly?			X	

RESPONSES TO CHECKLIST QUESTIONS

Responses a), b), c): Less than Significant. As described throughout the analysis above, the proposed project would not result in any significant impacts to the environment that cannot be mitigated to a less than significant level. The proposed project is required to implement mitigation measures that would reduce any potentially significant impacts to a less than significant level. The project would not result in any cumulative impacts, impacts to biological resources or impacts to cultural and/or historical resources. These are **less than significant** impacts.

REFERENCES

- City of Tracy General Plan and EIR (City of Tracy, 2011)
- California Important Farmlands 2010 Map (California Department of Conservation, September 2012)
- 2007 Ozone Plan, 2007 PM10 Plan and the Guide for Assessing and Mitigating Air Quality Impacts (GAMAQI), prepared by the San Joaquin Valley Air Pollution Control District.
- Meteorology Today: An Introduction to Weather, Climate, & the Environment, 2003, D.C. Ahrens
- Inventory of California Greenhouse Gas Emissions and Sinks: 1990 to 2004. (Staff Final Report), California Energy Commission, 2006
- City of Tracy Airport Master Plan (P&D Aviation, 1998)
- City of Tracy Manual of Stormwater Quality Standards for New Development and Redevelopment (Larry Walker Associates, 2008)
- City of Tracy Storm Drainage Master Plan (1994)
- Drainage Analysis for Valpico and MacDonald Apartments (MacKay and Soms, May 10, 2012)
- Geotechnical Exploration, Valpico Apartments (Engeo Inc., February 27, 2012)
- Phase I Environmental Site Assessment, Battaglia Property (Advanced GeoEnvironmental, Inc., January 3, 2001)
- Phase I Site Assessment, Valpico/MacArthur Development Projects (Baseline Environmental Consulting, February 2004)
- Preliminary Site Assessment Phase II Report, Battaglia Property (Advanced GeoEnvironmental, Inc., February 23, 2001)
- Wastewater System Fee for Valpico Apartments (CH2MHill, July 2012)
- Traffic Impact Study for the Proposed 189 Units Valpico Apartments and 60 Units MacDonald Apartments (TJKM Transportation Consultants, April 25, 2012)
- Hydraulic Evaluation of Valpico and MacDonald Apartments (West Yost Associates, July 16, 2012)

MITIGATION MONITORING AND REPORTING PROGRAM

2012

This document is the Mitigation Monitoring and Reporting Program (MMRP) for the Valpico Apartments Project in the City of Tracy. This MMRP has been prepared pursuant to Section 21081.6 of the California Public Resources Code, which requires public agencies to "adopt a reporting and monitoring program for the changes made to the project or conditions of project approval, adopted in order to mitigate or avoid significant effects on the environment." A MMRP is required for the proposed project because the Mitigated Negative Declaration (MND) has identified potentially significant adverse impacts, and measures have been identified to mitigate those impacts to a less than significant level.

MITIGATION MONITORING AND REPORTING PROGRAM

The MMRP, as outlined in the following table, describes mitigation timing, monitoring responsibilities, and compliance verification responsibility for all mitigation measures identified in the Valpico Apartments Project MND.

The City of Tracy will be the primary agency responsible for implementing the mitigation measures and will continue to monitor mitigation measures that are required to be implemented during the operation of the project.

The MMRP is presented in tabular form on the following pages. The components of the MMRP are described briefly below:

- **Mitigation Measures:** The mitigation measures are taken from the MND in the same order they appear in the MND.
- **Mitigation Timing:** Identifies at which stage of the project mitigation must be completed.
- **Monitoring Responsibility:** Identifies the agency that is responsible for mitigation monitoring.
- **Compliance Verification:** This is a space that is available for the monitor to date and initial when the monitoring or mitigation implementation took place.

TABLE 1: MITIGATION MONITORING AND REPORTING PROGRAM

ENVIRONMENTAL IMPACT	MITIGATION MEASURE	MONITORING RESPONSIBILITY	TIMING	VERIFICATION (DATE/INITIALS)
<p>Impact I d): Project implementation may result in increased nighttime lighting.</p>	<p>Mitigation Measure 1: A lighting plan shall be prepared prior to the issuance of a building permit and installation of the project's exterior lighting. The lighting plan shall demonstrate that the exterior lighting systems have been designed to minimize light spillage onto adjacent properties to the greatest extent feasible. The lighting plan shall include the following:</p> <ul style="list-style-type: none"> • Design of site lighting and exterior building light fixtures to reduce the effects of light pollution and glare off of glass and metal surfaces; • Lighting shall be directed downward and light fixtures shall be shielded to reduce upward and spillover lighting; 	<p>City of Tracy</p>	<p>Prior to issuance of the building permit.</p>	
<p>Impact III a), b), c): Project construction may result in short-term air quality impacts.</p>	<p>Mitigation Measure 2: Prior to the commencement of grading activities, the City shall require the contractor hired to complete the grading activities to prepare a construction emissions reduction plan that meets the requirements of SJVAPCD Rule VIII. The construction emissions reductions plan shall be submitted to the SJVAPCD for review and approval. The City of Tracy shall ensure that all required permits from the SJVAPCD have been issued prior to commencement of grading activities. The construction emissions reduction plan should include the following requirements and measures:</p> <ul style="list-style-type: none"> • Properly and routinely maintain all construction equipment, as recommended by manufacturer's manuals, to control exhaust emissions. • Shut down equipment when not in use for extended periods of time, to reduce exhaust emissions associated with idling engines. • Encourage ride-sharing and use transit transportation for construction employees commuting to the project site. • Use electric equipment for construction whenever possible in lieu of fossil fuel-powered equipment. • Curtail construction during periods of high ambient pollutant concentrations. 	<p>San Joaquin Valley Air Pollution Control District.</p>	<p>Prior to and during grading and construction activities for each phase of project development.</p>	

MITIGATION MONITORING AND REPORTING PROGRAM

2012

ENVIRONMENTAL IMPACT	MITIGATION MEASURE	MONITORING RESPONSIBILITY	TIMING	VERIFICATION (DATE/INITIALS)
	<ul style="list-style-type: none"> • Construction equipment shall operate no longer than eight cumulative hours per day. • All construction vehicles shall be equipped with proper emission control equipment and kept in good and proper running order to reduce NOx emissions. • On-road and off-road diesel equipment shall use aqueous diesel fuel if permitted under manufacturer's guidelines. • On-road and off-road diesel equipment shall use diesel particulate filters if permitted under manufacturer's guidelines. • On-road and off-road diesel equipment shall use cooled exhaust gas recirculation (EGR) if permitted under manufacturer's guidelines. • Use of Caterpillar pre-chamber diesel engines or equivalent shall be utilized if economic and available to reduce NOx emissions. • All construction activities within the project site shall be discontinued during the first stage smog alerts. • Construction and grading activities shall not be allowed during first stage ozone alerts. (First stage ozone alerts are declared when ozone levels exceed 0.20 ppm for the 1-hour average.) <p>Implementation of this mitigation shall occur during all grading or site clearing activities. The SJVAPCD shall be responsible for monitoring.</p> <p>Mitigation Measure 3: The following mitigation measures, in addition to those required under Regulation VIII of the SJVAPCD, shall be implemented by the Project's contractor during all phases of project grading and construction to reduce fugitive dust emissions:</p> <ul style="list-style-type: none"> • Water previously disturbed exposed surfaces (soil) a minimum of three-times/day or whenever visible dust is capable of drifting from the site or approaches 20 percent opacity. • Water all haul roads (unpaved) a minimum of three-times/day or whenever visible dust is capable of drifting from the site or approaches 20 percent opacity. • All access roads and parking areas shall be covered with asphalt-concrete paving or water sprayed regularly. 			

2012 MITIGATION MONITORING AND REPORTING PROGRAM

ENVIRONMENTAL IMPACT	MITIGATION MEASURE	MONITORING RESPONSIBILITY	TIMING	VERIFICATION (DATE/INITIALS)
<p>Impact III a), b), c): Project operations may result in the</p>	<ul style="list-style-type: none"> • Dust from all on-site and off-site unpaved access roads shall be effectively stabilized by applying water or using a chemical stabilizer or suppressant. • Reduce speed on unpaved roads to less than 15 miles per hour. • Install and maintain a trackout control device that meets the specifications of SJVAPCD Rule 8041 if the site exceeds 150 vehicle trips per day or more than 20 vehicle trips per day by vehicles with three or more axles. • Stabilize all disturbed areas, including storage piles, which are not being actively utilized for construction purposes using water, chemical stabilizers or by covering with a tarp, other suitable cover or vegetative ground cover. • Control fugitive dust emissions during land clearing, grubbing, scraping, excavation, leveling, grading or cut and fill operations with application of water or by presoaking. • When transporting materials offsite, maintain a freeboard limit of at least six inches and over or effectively wet to limit visible dust emissions. • Limit and remove the accumulation of mud and/or dirt from adjacent public roadways at the end of each workday. (Use of dry rotary brushes is prohibited except when preceded or accompanied by sufficient wetting to limit visible dust emissions and the use of blowers is expressly forbidden.) • Remove visible track-out from the site at the end of each workday. • Cease grading activities during periods of high winds (greater than 20 mph over a one-hour period). • Asphalt-concrete paving shall comply with SJVAPCD Rule 4641 and restrict use of cutback, slow-sure, and emulsified asphalt paving materials. <p>Implementation of this mitigation shall occur during all grading or site clearing activities. The SJVAPCD shall be responsible for monitoring.</p>	<p>San Joaquin Valley Air</p>	<p>Prior to the issuance of the</p>	
<p>Mitigation Measure 4: Prior to the issuance of the first building permit, the project applicant shall coordinate with the SJVAPCD to verify that the</p>				

MITIGATION MONITORING AND REPORTING PROGRAM 2012

ENVIRONMENTAL IMPACT	MITIGATION MEASURE	MONITORING RESPONSIBILITY	TIMING	VERIFICATION (DATE/INITIALS)
<p>emissions of criteria pollutants.</p>	<p>project meets the requirements of District Rule 9510, which is aimed at the following reductions:</p> <ul style="list-style-type: none"> • 20 percent of construction-exhaust nitrogen oxides; • 45 percent of construction-exhaust PM10; • 33 percent of operational nitrogen oxides over 10 years; and • 50 percent of operational PM10 over 10 years. <p>The project applicant shall coordinate with SJVAPCD to develop measures and strategies to reduce operational emissions from the proposed project. If feasible measures are not available to meet the emissions reductions targets outlined above, then the project applicant may be required to pay an in-lieu mitigation fee to the SJVAPCD to off-set project-related emissions impacts. If in-lieu fees are required, the project applicant shall coordinate with the SJVAPCD to calculate the amount of the fees required to off-set project impacts.</p>	<p>Pollution Control District</p>	<p>first building permits.</p>	
<p>Impact IV a): Project implementation may result in impacts to burrowing owl habitat.</p>	<p>Mitigation Measure 5: Prior to the commencement of grading activities or other ground disturbing activities on the project site, the project applicant shall arrange for a qualified biologist to conduct a follow-up preconstruction survey for western burrowing owls. If no owls or owl nests are detected, then construction activities may commence. If burrowing owls or occupied nests are discovered, then the following shall be implemented:</p> <ul style="list-style-type: none"> • During the breeding season (February 1 through September 1) occupied burrows shall not be disturbed and shall be provided with a 75 meter protective buffer until and unless the SJCOG Technical Advisory Committee (TAC), with the concurrence of the Permitting Agencies' representatives on the TAC; or unless a qualified biologist approved by the Permitting Agencies verifies through non-invasive means that either: 1) the birds have not begun egg laying, or 2) juveniles from the occupied burrows are foraging independently and are capable of independent survival. Once the fledglings are capable of independent survival, the burrow can be destroyed. They should only be destroyed by a 	<p>San Joaquin Council of Governments (SJCOG)</p>	<p>Prior to site grading or ground disturbing activities.</p>	

MITIGATION MONITORING AND REPORTING PROGRAM

ENVIRONMENTAL IMPACT	MITIGATION MEASURE	MONITORING RESPONSIBILITY	TIMING	VERIFICATION (DATE/INITIALS)
<p>Impact V a), b), c), d): Project implementation may result in impacts to unknown cultural or historical resources.</p>	<p>qualified biologist using passive one-way eviction doors to ensure that owls are not harmed during burrow destruction. Methods for removal of burrows are described in the California Department of Fish and Game's Staff Report on Burrowing Owls (October, 1995)</p> <ul style="list-style-type: none"> During the non-breeding season (September 1 through January 31) burrowing owls occupying the project site should be evicted from the project site by passive relocation as described in the California Department of Fish and Game's Staff Report on Burrowing Owls (Oct, 1995) <p>Implementation of this mitigation shall occur prior to grading or site clearing activities. SJCOG shall be responsible for monitoring and a qualified biologist shall conduct surveys and relocate owls as required.</p>	<p>City of Tracy</p>	<p>During ground-disturbing activities.</p>	
<p>Mitigation Measure 6: If any prehistoric or historic artifacts, human remains or other indications of archaeological resources are found during grading and construction activities, an archaeologist meeting the Secretary of the Interior's Professional Qualifications Standards in prehistoric or historical archaeology, as appropriate, shall be consulted to evaluate the finds and recommend appropriate mitigation measures.</p> <ul style="list-style-type: none"> If cultural resources or Native American resources are identified, every effort shall be made to avoid significant cultural resources, with preservation an important goal. If significant sites cannot feasibly be avoided, appropriate mitigation measures, such as data recovery excavations or photographic documentation of buildings, shall be undertaken consistent with applicable state and federal regulations. If human remains are discovered, all work shall be halted immediately within 50 meters (165 feet) of the discovery, the County Coroner must be notified, according to Section 5097.98 of the State Public Resources Code and Section 7050.5 of California's Health and Safety Code. If the remains are determined to be Native American, the coroner will notify the Native American Heritage Commission, and the procedures outlined in CEQA Section 15064.5(d) and (e) shall be followed. 				

MITIGATION MONITORING AND REPORTING PROGRAM

2012

ENVIRONMENTAL IMPACT	MITIGATION MEASURE	MONITORING RESPONSIBILITY	TIMING	VERIFICATION (DATE/INITIALS)
<p>Impact IX c), d) e), f): Project construction and operation may result in impacts to drainage, erosion and water quality.</p>	<ul style="list-style-type: none"> If any fossils are encountered, there shall be no further disturbance of the area surrounding this find until the materials have been evaluated by a qualified paleontologist, and appropriate treatment measures have been identified. <p>Mitigation Measure 7: The project shall prepare a Storm Water Pollution Prevention Plan (SWPPP) that includes specific types and sources of stormwater pollutants, determine the location and nature of potential impacts, and specify appropriate control measures to eliminate any potentially significant impacts on receiving water quality from stormwater runoff. The SWPPP shall require treatment BMPs that incorporate, at a minimum, the required hydraulic sizing design criteria for volume and flow to treat projected stormwater runoff. The SWPPP shall comply with the most current standards established by the Central Valley RWQCB. Best Management Practices shall be selected from the City's Manual of Stormwater Quality Control Standards for New Development and Redevelopment according to site requirements and shall be subject to approval by the City Engineer and Central Valley RWQCB.</p>	<p>Central Valley Regional Water Quality Control Board.</p>	<p>Prior to grading and construction activities.</p>	
<p>Impact XII d): Project construction may lead to increases in ambient noise levels in the project vicinity.</p>	<p>Mitigation Measure 8: The following mitigation measures shall be implemented:</p> <ul style="list-style-type: none"> a) Construction activities (excluding activities that would result in a safety concern to the public or construction workers) shall be limited to between the hours of 7:00 a.m. and 7:00 p.m. Construction activities shall be prohibited on Sundays and federal holidays. b) Construction equipment shall be properly maintained and equipped with noise-reduction intake and exhaust mufflers and engine shrouds, in accordance with manufacturers' recommendations. c) Construction equipment staging areas shall be located at the 	<p>City of Tracy</p>	<p>During all construction and grading activities.</p>	

2012 MITIGATION MONITORING AND REPORTING PROGRAM

ENVIRONMENTAL IMPACT	MITIGATION MEASURE	MONITORING RESPONSIBILITY	TIMING	VERIFICATION (DATE/INITIALS)
Impact XIV a, iii): Project implementation may impact area schools.	<p>furthest distance possible from nearby noise-sensitive land uses.</p> <p>Mitigation Measure 9: Prior to the issuance of a building permit, the applicant shall pay applicable school fees mandated by SB 50 to the Tracy Unified School District and provide a receipt of payment to the Tracy Development Services Department</p>	City of Tracy	Prior to the issuance of building permits.	
Impact XIV a, iv): Project implementation may impact city facilities.	<p>Mitigation Measure 10: Prior to the issuance of a building permit, the applicant shall pay applicable Public Building Impact Fees to the City of Tracy.</p>	City of Tracy	Prior to the issuance of building permits.	
Impact XV a), b): Project implementation may impact city parks and recreation facilities.	<p>Mitigation Measure 11: Prior to the issuance of a building permit, the applicant shall pay applicable Park Development Impact Fees to the City of Tracy.</p>	City of Tracy	Prior to the issuance of building permits.	

RESOLUTION _____

ADOPTING A NEGATIVE DECLARATION AND MITIGATION MONITORING PROGRAM FOR
THE VALPICO APARTMENTS
GENERAL PLAN AMENDMENT (GPA12-0001), REZONING (R12-0001),
ZONING REGULATION CHANGE (ZA12-0004), AND DEVELOPMENT REVIEW (D12-0004)

WHEREAS, Applications have been filed or initiated for a General Plan Amendment to re-designate approximately 8.75 acres from Commercial to Residential High, amend the zone district from Community Shopping Center to High Density Residential (HDR), amend Tracy Municipal Code Section 10.08.1610(d) to allow the minimum distance between main buildings in the HDR Zone to be six feet, and approve a Development Review application for a 184-unit residential multi-family project, collectively, the "Project", and

WHEREAS, An Initial Study was conducted for the project consistent with CEQA Guidelines Section 15063, and

WHEREAS, The Initial Study identifies potentially significant effects, but (1) revisions in the project plans or proposal would avoid the effects or mitigate the effects to a point where clearly no significant effects would occur, and (2) there is no substantial evidence, in light of the whole record before the City, that the Project as revised may have a significant effect on the environment, therefore, a Mitigated Negative Declaration was prepared, and

WHEREAS, On October 15, 2012, the City published a Notice of Intent to Adopt a Mitigated Negative Declaration for public review, and

WHEREAS, The Mitigated Negative Declaration reflects the City's independent judgment and analysis, and

WHEREAS, The City Council finds that the Initial Study/Mitigated Negative Declaration has been completed in compliance with the requirements of CEQA and the CEQA Guidelines (14 Cal. Code Regs. sections 15000-15387);

NOW, THEREFORE, BE IT RESOLVED, That the Tracy City Council adopts the Valpico Apartments Project Negative Declaration and Mitigation Monitoring Program.

The foregoing Resolution 2012-_____ was passed and adopted by the Tracy City Council on the 18th day of December 2012, by the following vote:

AYES: COUNCIL MEMBERS:

NOES: COUNCIL MEMBERS:

ABSENT: COUNCIL MEMBERS:

ABSTAIN: COUNCIL MEMBERS:

Mayor

ATTEST:

City Clerk

RESOLUTION 2012-_____

APPROVING A GENERAL PLAN MAP AMENDMENT FROM COMMERCIAL TO
RESIDENTIAL HIGH
FOR APPROXIMATELY 8.75 ACRES LOCATED AT
THE NORTHEAST CORNER OF VALPICO ROAD AND GLENBRIAR DRIVE, 501 E. VALPICO
ROAD (FORMERLY 2795 S. MACARTHUR DRIVE), ASSESSOR'S PARCEL NUMBERS 246-
140-13 AND 14
APPLICATION NUMBER GPA12-0001

WHEREAS, The site was designated Commercial in 1994 upon annexation to the City of Tracy, and

WHEREAS, The recent construction of the nearby Raley's commercial shopping center, the site's topography, and other conditions render the site less desirable or feasible for commercial development, and

WHEREAS, The site is appropriate for high density residential development due to its direct access to an arterial street (Valpico Road), proximity to existing retail and commercial services, and proximity to the ACE Station and local bus transit line, and

WHEREAS, The Project is consistent with General Plan Housing Element Goals and Policies, including Policy 3.1 "Provide for a range of residential densities and products, including...higher-density apartments", and

WHEREAS, The Project is required by the public necessity, convenience and general welfare, and

WHEREAS, The City of Tracy Planning Commission conducted a public hearing on November 14, 2012 and recommended approval of the Project to the City Council, and

WHEREAS, On December 18, 2012, the Tracy City Council approved a Negative Declaration and Mitigation Monitoring and Reporting Program in accordance with the requirements of the California Environmental Quality Act for the Project, and

WHEREAS, On December 18, 2012, the Tracy City Council conducted a public hearing to review the Project;

NOW, THEREFORE, BE IT RESOLVED, That the Tracy City Council approves the General Plan Amendment to redesignate the site from Commercial to Residential High.

The foregoing Resolution 2012-_____ was passed and adopted by the Tracy City Council on the 18th day of December 2012, by the following vote:

AYES: COUNCIL MEMBERS:

NOES: COUNCIL MEMBERS:

ABSENT: COUNCIL MEMBERS:

ABSTAIN: COUNCIL MEMBERS:

Mayor

ATTEST:

City Clerk

ORDINANCE _____

AMENDING THE ZONING MAP OF THE CITY OF TRACY BY RECLASSIFYING PROPERTY
LOCATED AT THE NORTHEAST CORNER OF VALPICO ROAD AND GLENBRIAR DRIVE
APPLICATION NUMBER R12-0001

The City Council of the City of Tracy does ordain as follows:

SECTION 1: The Zoning Map of the City of Tracy is hereby amended to reclassify the following property from Community Shopping Center to High Density Residential:

Two lots, comprising approximately 8.75 acres, located at the northeast corner of Valpico Road and Glenbriar Drive, 501 E. Valpico Road (formerly 2795 S. MacArthur Drive), Assessor's Parcel Numbers 246-140-13 and 14 and adjacent public rights-of-way to center line of street.

SECTION 2: This Ordinance shall take effect thirty (30) days after its final passage and adoption.

SECTION 3: This Ordinance shall be published once in a newspaper of general circulation within fifteen (15) days from and after its final passage and adoption.

The foregoing Ordinance _____ was introduced at a regular meeting of the Tracy City Council held on the 18th day of December, 2012, and finally passed and adopted by said Council at its regular meeting on the ____ day of January 2013, by the following vote:

- AYES: COUNCIL MEMBERS:
- NOES: COUNCIL MEMBERS:
- ABSENT: COUNCIL MEMBERS:
- ABSTAIN: COUNCIL MEMBERS:

Mayor

ATTEST:

City Clerk

ORDINANCE _____

AN ORDINANCE AMENDING SECTION 10.08.1610 OF THE TRACY MUNICIPAL CODE REGARDING THE MINIMUM DISTANCE ALLOWED BETWEEN MAIN BUILDINGS IN THE HIGH DENSITY RESIDENTIAL ZONE

WHEREAS, The current minimum distance allowed between main buildings in the High Density Residential (HDR) Zone is "the average height of the two buildings", and

WHEREAS, The HDR Zone contains no height limit, and

WHEREAS, Taller residential buildings face increasing challenge in meeting the current requirement, and

WHEREAS, Allowing closer buildings will allow more responsiveness to creative site planning and architecture;

NOW, THEREFORE, The City Council hereby ordains as follows:

SECTION 1: Section 10.08.1610, Minimum Yards (HDR), subsection (d), of the Tracy Municipal Code, is amended to read as follows:

"Section 10.08.1610 Minimum yards (HDR)

(d) Distance between buildings: Six feet between accessory buildings and between an accessory and main building; and the minimum distance between main buildings shall also be six feet.

SECTION 2: This Ordinance shall take effect thirty (30) days after its final passage and adoption.

SECTION 3: This Ordinance shall be published once in a newspaper of general circulation within fifteen (15) days from and after its final passage and adoption.

The foregoing Ordinance _____ was introduced at a regular meeting of the Tracy City Council held on the 18th day of December, 2012, and finally passed and adopted by said Council at its regular meeting on the ____ day of January 2013, by the following vote:

- AYES: COUNCIL MEMBERS:
- NOES: COUNCIL MEMBERS:
- ABSENT: COUNCIL MEMBERS:
- ABSTAIN: COUNCIL MEMBERS:

Mayor

ATTEST:

City Clerk

RESOLUTION 2012-_____

APPROVING A DEVELOPMENT REVIEW APPLICATION (D12-0004)
FOR THE VALPICO APARTMENTS
LOCATED ON APPROXIMATELY 8.75 ACRES AT THE NORTHEAST CORNER OF VALPICO
ROAD AND GLENBRIAR DRIVE, 501 E. VALPICO ROAD (FORMERLY 2795 S. MACARTHUR
DRIVE), ASSESSOR'S PARCEL NUMBERS 214-140-13 AND 14

WHEREAS, The Project includes appropriate buildings and site design in that the two-story townhouse units present street-grade entrances toward Valpico Road to enhance the appearance and presentation of the Project; the three-story apartment units will be constructed below the adjacent Valpico Road and nearby residential neighborhood grades to reduce visual effects of the Project; and the Project will enjoy direct access to the adjacent Rite Aid retail store, and

WHEREAS, The Project will have direct access onto Valpico Road and onto the newly extended Glenbriar Drive so that the Project's automobile traffic is not required to travel through any existing residential neighborhoods for access, and

WHEREAS, The Project is consistent with the City's Design Goals and Standards, including its variety of housing types, compared with nearby single-family detached housing, to provide increased diversity and visual interest in the City's residential development, and

WHEREAS, The Project represents an infill site, promotes a compact development pattern, minimizes consumption of open space lands and resources, and provides for high-density housing opportunities which assist the City in achieving housing goals established in the City's General Plan Housing Element, and

WHEREAS, On November 14, 2012, the Tracy Planning Commission recommended that the City Council approve the Project, and

WHEREAS, On December 18, 2012, the Tracy City Council amended the General Plan designation of the site to Residential High, rezoned the site to High Density Residential, and approved a California Environmental Quality Act Negative Declaration for the Project, and

WHEREAS, On December 18, 2012, the Tracy City Council conducted a public hearing to review the Project;

NOW, THEREFORE, BE IT RESOLVED, That the Tracy City Council approves Development Review Application Number D12-0004 for the Valpico Apartment Project subject to conditions contained in Exhibit 1.

Resolution 2012-_____

Page 2

The foregoing Resolution 2012-_____ was passed and adopted by the Tracy City Council on the 18th day of December 2012, by the following vote:

AYES: COUNCIL MEMBERS:

NOES: COUNCIL MEMBERS:

ABSENT: COUNCIL MEMBERS:

ABSTAIN: COUNCIL MEMBERS:

Mayor

ATTEST:

City Clerk

**Conditions of Approval for Valpico Apartments
Application Number D12-0004
November 14, 2012**

These Conditions of Approval shall apply to the real property described as the Valpico Apartments Project; proposed 184 multi-family residential units on approximately 8.75 acres located on the north side of Valpico Road, adjacent to and east of Glenbriar Drive, 501 E. Valpico Road (formerly 2795 S. MacArthur Drive), Assessor's Parcel Numbers 246-140-13 and 14; Application Number D12-0004.

A. The following definitions shall apply to these Conditions of Approval:

1. "Applicant" means any person, or other legal entity, defined as a "Developer".
2. "City Engineer" means the City Engineer of the City of Tracy, or any other duly licensed engineer designated by the City Manager, or the Development Services Director, or the City Engineer to perform the duties set forth herein.
3. "City Regulations" means all written laws, rules, and policies established by the City, including those set forth in the City of Tracy General Plan, the Tracy Municipal Code, ordinances, resolutions, policies, procedures, and the City's Design Documents (including the Standard Plans, Standard Specifications, Design Standards, and relevant Public Facility Master Plans).
4. "Conditions of Approval" shall mean the conditions of approval applicable to the Valpico Apartments Project, proposed 184 multi-family residential units on approximately 8.75 acres located on the north side of Valpico Road, adjacent to and east of Glenbriar Drive, 501 E. Valpico Road (formerly 2795 S. MacArthur Drive), Assessor's Parcel Numbers 246-140-13 and 14, Application Number D12-0004. The Conditions of Approval shall specifically include all Development Services Department conditions, including Planning Division and Engineering Division conditions set forth herein.
5. "Development Services Director" means the Development Services Director of the City of Tracy, or any other person designated by the City Manager or the Development Services Director to perform the duties set forth herein.
6. "Project" means the real property consisting of approximately 8.75 acres located on the north side of Valpico Road, adjacent to and east of Glenbriar Drive, 501 E. Valpico Road (formerly 2795 S. MacArthur Drive), Assessor's Parcel Numbers 246-140-13 and 14, Application Number D12-0004.
7. "Property" means the real property generally located on the north side of Valpico Road, adjacent to and east of Glenbriar Drive, 501 E. Valpico Road (formerly 2795 S. MacArthur Drive), Assessor's Parcel Numbers 246-140-13 and 14.
8. "Subdivider" means any person, or other legal entity, who applies to the City to divide or cause to be divided real property within the Project boundaries, or who applies to the City to develop or improve any portion of the real property within the Project boundaries.

"Subdivider" also means Developer. The term "Developer" shall include all successors in interest.

9. Adjacent HDR Project means the 60-unit apartment project to be located at the northwest corner of Valpico Road and Glenbriar Drive.

B. Planning Division Conditions of Approval:

1. The Developer shall comply with all laws (federal, state, and local) related to the development of real property within the Project, including, but not limited to: the Planning and Zoning Law (Government Code sections 65000, et seq.), the Subdivision Map Act (Government Code sections 66410, et seq.), the California Environmental Quality Act (Public Resources Code sections 21000, et seq., "CEQA"), and the Guidelines for California Environmental Quality Act (California Administrative Code, title 14, sections 15000, et seq., "CEQA Guidelines").
2. Unless specifically modified by these Conditions of Approval, the Project shall comply with all City Regulations.
3. Unless specifically modified by these Conditions of Approval, the Developer shall comply with all mitigation measures identified in the General Plan Environmental Impact Report, dated February 1, 2011 and the Valpico Apartments Project Mitigated Negative Declaration.
4. Pursuant to Government Code section 66020, including section 66020(d)(1), the City HEREBY NOTIFIES the Developer that the 90-day approval period (in which the Developer may protest the imposition of any fees, dedications, reservations, or other exactions imposed on this Project by these Conditions of Approval) has begun on the date of the conditional approval of this Project. If the Developer fails to file a protest within this 90-day period, complying with all of the requirements of Government Code section 66020, the Developer will be legally barred from later challenging any such fees, dedications, reservations or other exactions.
5. Except as otherwise modified herein, all construction shall be consistent with the plans received by the Development and Engineering Services Department on May 16, 2012 and as modified by plans submitted on September 5, 2012.
6. Prior to the issuance of a building permit, the applicant shall provide a detailed landscape and irrigation plan consistent with City landscape and irrigation standards, including, but not limited to Tracy Municipal Code Section 10.08.3560, the City's Design Goals and Standards, and the applicable Department of Water Resources Model Efficient Landscape Ordinance on private property, and the Parks and Parkways Design Manual for public property, to the satisfaction of the Development Services Director. Said landscape plans shall include documentation which demonstrates there is no less than 20 percent of the parking area in landscaping, and 40 percent canopy tree coverage at tree maturity in accordance with City Regulations. Newly planted, on-site trees shall be a minimum size of 24-inch box and shrubs shall be a minimum size of five gallons.

7. Where landscape planters are parallel and adjacent to vehicular parking spaces, the planter areas shall incorporate a 12-inch wide concrete curb along their perimeter that is adjacent to the parking space in order to allow access to vehicles without stepping into landscape planters.
8. Prior to the issuance of a building permit, an Agreement for Maintenance of Landscape and Irrigation Improvements shall be executed and financial security submitted to the Development Services Department. The Agreement shall ensure maintenance of the on-site landscape and irrigation improvements for a period of two years. Said security shall be equal to the actual material and labor costs for installation of the on-site landscape and irrigation improvements, or \$2.50 per square foot of on-site landscape area.
9. No roof mounted equipment, including, but not limited to, HVAC units, vents, fans, antennas, sky lights and dishes whether proposed as part of this application, potential future equipment, or any portion thereof, shall be visible from Valpico Road, Glenbriar Drive, or any other public right-of-way. All roof-mounted equipment shall be contained within the roof well or screened from view from the public rights-of-way by the roof of the building, to the satisfaction of the Development Services Director.
10. All vents, gutters, downspouts, flashing, electrical conduit, and other wall-mounted or building-attached utilities shall be painted to match the color of the adjacent surface or otherwise designed in harmony with the building exterior to the satisfaction of the Development Services Director.
11. Prior to final inspection or certificate of occupancy, on-site circulation signs shall be installed to the satisfaction of the Development Services Director.
12. Prior to final inspection or certificate of occupancy, all exterior and parking area lighting shall be directed downward or shielded, to prevent glare or spray of light into the public rights-of-way or nearby residential property, to the satisfaction of the Development Services Director.
13. Prior to the issuance of a building permit, bicycle parking spaces shall be provided in accordance with Tracy Municipal Code Section 10.08.3510 to the satisfaction of the Development Services Director.
14. All PG&E transformers, phone company boxes, Fire Department connections, backflow preventers, irrigation controllers, and other on-site utilities, shall be vaulted or screened from view from any public right-of-way, behind structures or landscaping, to the satisfaction of the Development Services Director.
15. Prior to the issuance of a building permit, a lot line adjustment or other instrument shall be approved by the City and recorded to effectively merge the two lots of the Project site into one lot.
16. No signs are approved as a part of this development application. Prior to the installation of any signs, the applicant shall submit a sign permit application and receive approval from the Development Services Director in accordance with City Regulations.

17. Prior to the issuance of a building permit, the Developer shall submit detailed trash and recycling enclosure plans which include the following, to the satisfaction of the Development Services Director: the walls shall be of masonry construction, at least eight feet in height, include solid metal doors, a solid roof, and an interior perimeter concrete curb. The enclosures shall include exterior color and material consistent with the adjacent building exterior.
18. Prior to the issuance of a building permit, the developer shall design a recycling program consistent with State Assembly Bill 341, to the satisfaction of the Public Works Director. The program shall include enclosures with adequate space for both refuse and recycling and shall be incorporated with the trash and recycling enclosures described in Planning Division Condition of Approval Number 17, above. Each enclosure shall have signs that clearly indicate refuse and recycling locations as well as prohibition of scavenging. The program shall include recycling options or elements at the pool area and other common areas for the tenants.
19. Because the project is located within Tracy Municipal Airports' Airport Influence Area, prior to the issuance of a building permit, and thereafter as applicable, the developer shall comply with the following San Joaquin County Council of Government's (COG) 2009 Airport Land Use Compatibility Plan conditions, to the satisfaction of San Joaquin County COG:
 - a. New land uses that may cause visual, electronic, or increased bird strike hazards to aircraft in flight shall not be permitted within any airport's influence area. Specific characteristics to be avoided include the following:
 - i. Glare or distracting lights which could be mistaken for airport lights. Reflective materials are not permitted to be used in structures or signs (excluding traffic directing signs).
 - ii. Sources of dust, steam, or smoke which may impair pilot visibility.
 - iii. Sources of electrical interference with aircraft communications or navigation. No transmissions which would interfere with aircraft radio communications or navigational signals are permitted.
 - iv. Any proposed use that creates an increased attraction for large flocks of birds.
 - b. Occupied structures must be soundproofed to reduce interior noise to 45dB according to State Guidelines.
 - c. A deed notice shall be recorded with the San Joaquin County Recorder regarding potential noise inconvenience, annoyance, or discomfort resulting from the nearby Tracy Municipal Airport.
20. Prior to the issuance of a building permit, the developer shall document compliance with the City of Tracy Manual of Stormwater Quality Control Standards for New Development

and Redevelopment (Manual) to the satisfaction of the Public Works Director, which includes the requirement for Site Design Control Measures, Source Control Measures and Treatment Control Measures under the guidelines in a project Stormwater Quality Control Plan (SWQCP). Compliance with the Manual includes, but is not limited to, addressing outdoor storage areas, loading and unloading areas, trash enclosures, parking areas, any wash areas and maintenance areas. The SWQCP must conform to the content and format requirements indicated in Appendix D of the Manual and must be approved by the Public Works Director prior to issuance of grading or building permits.

21. The project shall comply with all applicable provisions of the San Joaquin County Multi-Species Habitat Conservation and Open Space Plan, including Incidental Take Minimization Measures applicable at the time of permit and a pre-construction survey prior to ground disturbance, to the satisfaction of San Joaquin Council of Governments.
22. The developer shall design the carports and the pool area accessory building in substantial conformance with the "Accessory Buildings" design received by the Development and Engineering Services Department on September 27, 2012.
23. The developer shall design and construct all buildings with fire sprinklers in accordance with City Regulations.
24. Prior to the issuance of a building permit, the developer shall annex the property to the Tracy Consolidated Landscape Maintenance District to the satisfaction of the Public Works Director, deposit a first year's assessment equivalent to the Maintenance District's first 12 months of estimated costs as determined by the Public Works Director, and shall pay all processing fees associated with annexation to the District.
25. This Development Review approval shall not become effective until and unless the City Council amends the Tracy Zoning Regulations to allow the main buildings to be constructed at the distances proposed. Without an amendment to Tracy Municipal Code (TMC) Section 10.08.1610(d) or other City Council action to obtain relief from the distance-between-buildings requirement, the project buildings shall be designed to meet the requirements of TMC Section 10.08.1610(d).
26. Prior to issuance of a building permit, the developer shall design a paved, pedestrian access to at least one ground floor entrance of each of the townhouse units.
27. Prior to the issuance of a building permit, the developer shall identify the design of the two "usable open space" areas (one between Buildings 3 and 7, and the other between Buildings 4 and 5), including landscaping, furniture, recreational equipment, or other improvements consistent with City standards to the satisfaction of the Development Services Director.

C. ENGINEERING DIVISION CONDITIONS OF APPROVAL

1. Conditions of Approval Prior to Approval of Grading and Encroachment Permit Applications: No application for grading permit and encroachment permit within the Project boundaries will be accepted by the City as complete until the Developer provides

all documents required by City Regulations and these Conditions of Approval, to the satisfaction of the City Engineer, including, but not limited to, the following:

- a. The Developer has completed all requirements set forth in this section.
- b. The Developer has obtained the approval of all other public agencies with jurisdiction over the required public facilities.
- c. Execution of all agreements, posting of all improvement security, and providing documentation of insurance, as required by these Conditions of Approval.
- d. The Grading and Improvement Plans prepared in accordance with the Subdivision Ordinance and the City Design Documents. The improvement plans for all improvements (on-site and off-site) required to serve the development project in accordance with the Subdivision Ordinance, the City Design Documents, and these Conditions of Approval. The improvement plans shall be prepared to specifically include, but not be limited to, the following items:
 - i. All existing and proposed utilities.
 - ii. All supporting calculations, specifications, cost estimate, and reports related to the design of streets and utilities improvements.
 - iii. Method of disposing storm water in the interim and ultimate conditions, the Project's on-site drainage connections to City's storm drainage system as approved by the City Engineer. Improvement Plans of the temporary off-site storm drainage retention basin or other means as approved by the City Engineer, percolation report and storm drainage calculations for the sizing of the basin.
 - iv. Improvement Plans prepared on 24" x 36" size polyester film (mylar) with the City Engineer and Fire Marshall approval and signature blocks. Improvement Plans shall be prepared under the supervision of, and stamped and signed by a Registered Civil, Traffic, Electrical, Mechanical Engineer, and Registered Landscape Architect for the relevant work.
 - v. Grading and Drainage Plan in accordance with the requirements of Tracy Municipal Code, Subdivision Ordinance and City Regulations. Grading and Drainage Plans to be submitted in 24" x 36" size polyester film (mylar).
 - vi. Documentation or letter from respective owner(s) of private utilities, as required in Condition C-4(a), below.
 - vii. Joint Trench Plans and Composite Utility Plans for the installation of dry utilities such as electric, gas, TV cable and others that will be located within the 10 feet wide Public Utility Easement or to be installed to serve the Project or for the conversion of aerial lines to underground facilities, as required Condition C-5(a), below.

- e. Two (2) copies of the Project's Geo-technical /Soils Report prepared by Geo-technical Engineer and a copy of recorded slope easements (if applicable), as required in Condition C-4(a), below.
 - f. Three (3) sets of the Project's Storm Water Pollution Prevention Plan (SWPPP), Best Management Practices (BMPs) and a copy of the Notice of Intent (NOI) with the State-issued Wastewater Discharge Identification number, as required in Condition C-5(c), below.
 - g. Copy of the improvement plans and structural calculations for all on-site retaining walls, signed and stamped by the Design Engineer and approved by the City's Building Division, as required in Condition C-5(d), below.
 - h. A construction cost estimate for all required public facilities, prepared in accordance with City Regulations. In calculating the total cost of public improvements, add 15% construction contingencies.
 - i. Payment of applicable fees required by these Conditions of Approval and City Regulation including plan checking, grading and encroachment permit processing, construction inspection, testing, and agreement processing fees.
 - j. Signed and notarized Deferred Improvement Agreement including improvement security(s) in the amounts approved by the City Engineer and form approved by the City Attorney including all the necessary attachments to the agreement, as required in Condition C-1(c), above, and Condition C-7(b), below.
 - k. Memorandum issued by the City's storm drainage consultant confirming the invert elevation of the outlet pipe at the Project's permanent storm drainage connection point, as required in Condition C-7(d), below.
 - l. Tracy's Fire Marshall's signature on the Improvement Plans indicating their approval of the location and construction detail of the fire service connection and the location and spacing of fire hydrants that are required to be installed to serve the Project, as required in Condition C-9(d), below.
 - m. Signed and notarized Offsite Improvement Agreement with the fully executed improvement security for faithful performance, labor and materials, and warranty, for the construction of Valpico Road Frontage Improvements, as required in Condition C-1(c), above, and Condition C-6(b), below.
 - n. Signed and notarized Grant of Public Access Easement with the legal description and plat map that describes the portion of the Property to be used for vehicle turn-around maneuvering or access through the Property, as required in Condition C-1(f), below.
2. Conditions of Approval Prior to Approval of Building Permit. No building permit within the Project boundaries will be approved by the City until the Developer demonstrates, to

the satisfaction of the City Engineer, compliance with all required Conditions of Approval, including, but not limited to, the following:

- a. The Developer has completed all requirements set forth in Condition C-1, above.
 - b. Payment of all applicable and adopted Infill development impact fees required by these Conditions of Approval and City Regulations, that are in effect at the time of issuance of the building permit. The Infill development impact fees described above will include the storm drainage impact fee update discussed in Condition H-5, below
 - c. Documentation evidencing that the Property has been annexed to an existing Landscape Maintenance District (LMD), as required in Condition C-10(c), below.
 - d. In-lieu payment in the amount of \$7,000.00, for the Project's estimated share of cost of the re-striping on Valpico Road as required in the Tiburon Village Traffic Impact Study, Final Report dated February 6, 2004 (Traffic Study). Refer to Table I of the recommended Mitigation Measures in the Traffic Study.
3. Conditions of Approval Prior to Certificate of Occupancy or Final Building Inspection. No certificate of occupancy within the Project boundaries will be approved by the City or final building inspection will be performed until the Developer provides documentation which demonstrates, to the satisfaction of the City Engineer, that:
- a. The Developer has completed all requirements set forth in Condition C-2, above and this section.
 - b. The Developer has completed construction of all public facilities required to serve the building for which a certificate of occupancy is requested. Unless specifically provided in these Conditions of Approval, or some other City Regulation, the Developer shall take all actions necessary to construct all public facilities required to serve the Project, and the Developer shall bear all costs related to construction of the public facilities (including all costs of design, construction, construction management, plan check, inspection, land acquisition, program implementation, and contingency).
 - c. Signed and notarized Grant Deed with the legal description and plat map that describes the land to be dedicated to the City, for the construction of Glenbriar Drive Improvements and Valpico Road Frontage Improvements, as required in Condition C-6(c), below.
 - d. Signed and notarized Sanitary Sewer Maintenance Agreement (SSMA), for the private sewer line crossing on Glenbriar Drive, as required in Condition C-8(b), below. The City will prepare and complete the final agreement, before the completion of the plan review process. The SSMA and the Grant of Permanent Sanitary Sewer Easement will require City Council approval.

4. Undergrounding of Overhead Utilities:

- a. Prior to starting work, the Developer shall obtain written permission from the respective owner(s) of private utilities, for the installation of permanent surface improvements and structure over their underground facilities located within the 10-foot wide Public Utility Easement along Valpico Road. Prior to the issuance of the Grading Permit, the Developer must submit documentation evidencing that required permission has been granted to the Developer by the respective owner(s) of the private utilities.
- b. All private utility services such as electric, telephone and cable TV to the building must be installed underground, and to be installed at the location approved by the respective owner(s) of the utilities. The Developer shall submit improvement plans for the installation of electric, gas, telephone and TV cable lines that are necessary to serve the Project.

5. Grading:

- a. A Grading Plan prepared by a Registered Civil Engineer and accompanied by Soils Engineering report shall be submitted to the City with the Grading and Storm Drainage Plans. The report shall provide recommendations regarding adequacy of sites to be developed by the proposed grading and also information relative to the stability of soils such as soil classification, percolation rate, soil bearing capacity and others. Slope easements shall be dedicated to the City where cuts or fills do not match existing ground or final grade adjacent to public right of way (up to a maximum grade differential of two feet only). Slope easements shall be recorded per City's requirements, prior to the issuance of the Grading Permit. The Developer shall be responsible to obtain and record slope easement(s) on private properties, where it is needed to protect private improvements constructed within and outside the Project, and a copy of the recorded easement document must be provided to the City prior to the issuance of the Grading Permit.
- b. All grading work (on-site and off-site) shall require a Grading Permit. Erosion control measures shall be implemented in accordance with Grading Plans approved by the City Engineer for all grading work not completed before October 15. Improvement Plans shall specify all erosion control methods to be employed and materials to be used.
- c. Prior to the issuance of the Grading Permit, the Developer shall submit three (3) sets of the Storm Water Pollution Prevention Plan (SWPPP) submitted to the State Water Quality Control Board (SWQCB) and any documentation or written approvals from the SWQCB including a copy of the Notice of Intent (NOI) with the state-issued Wastewater Discharge Identification number (WDID). After the completion of the Project, the Developer is responsible for filing the Notice of Termination (NOT) required by SWQCB, and shall provide the City, a copy of the completed Notice of Termination. Cost of preparing the SWPPP, NOI and NOT including the annual storm drainage fees and the filing fees of the NOI and NOT shall be paid by the Developer. The Developer shall comply with all the

requirements of the SWPPP and applicable Best Management Practices (BMPs) and the Storm Water Regulations adopted by the City in 2008.

- d. The Developer shall design and construct a wrought iron metal fence along the north entire frontage of the Property on Valpico Road. The height of the metal fence shall not be less than 4 feet but not more than 6 feet measured from the finish grade of the proposed concrete bike path. The final height of the metal fence will be determined by the City during the improvement plan review process. The metal fence shall have equally spaced fence post. The wrought iron fence shall be generally made of square metal bars, with rust-proofing coat and painted with the color selected by the City. A 12 inches wide 8 inches thick concrete strip must be installed below the bottom of the wrought iron fence and between the concrete fence post. This concrete strip will prevent growth of vegetation or weeds under the metal fence and will facilitate easier cleaning of weeds or vegetation that will grow adjacent the fence or bike path. The metal fence shall be at least 3 feet away from the bike path. The space between the bike path and the concrete strip below the metal fence shall be improved with drought resistant plants with automatic irrigation system. The wrought iron metal fence and the landscaping between the bike path the metal fence are considered private improvements. The cost of constructing and maintaining the wrought iron metal fence and landscaping improvements as described above is the sole responsibility of the Developer.

6. Street Improvements:

- a. The extension of Glenbriar Drive from Valpico Road to the Project's projected northern boundary will provide an opportunity for full vehicular access for the Project to and from Valpico Road. The streets and utilities improvements on this roadway extension will include but not limited to, installation of concrete curb, gutter, sidewalk, asphalt concrete pavement, handicap ramp, storm drain, catch basin or drop-inlet, landscaping and street trees with automatic irrigation system (Motorola), median curb, hand-placed grouted cobblestones, pavement signing and striping, barricade and guardrail, and intersection improvements on Glenbriar Drive /Valpico Road such as traffic signal pole and light, traffic detecting loops, traffic loops pull boxes, conduits and wires, audible pedestrian warning, electronic sign, and other improvements as determined by the City Engineer that are deemed to be necessary to have a safe and functional street improvements (Glenbriar Drive Improvements).

Glenbriar Drive Improvements shall include the installation of a 6 feet high chain link fence with plastic slats on the entire right-of-way width and along the northern terminus of Glenbriar Drive. The space between the barricade and guardrail and the chain link fence shall be paved. The final location and construction detail of the chain link fence and additional asphalt concrete paving shall be included on the improvement plans for City's review and approval. Cost of installing the chain link fence and additional asphalt concrete paving shall be the responsibility of the Developer.

- b. The Developer is also required to construct certain street and utilities improvements on Valpico Road which include but not limited to, concrete bike path, concrete sidewalk, handicap ramp, offsite water main upgrade and all the improvements described in Condition C-9(a)/C-9(b), concrete curb and gutter, replacement of pavement marking and striping, traffic signs, and the installation of bus shelter and associated improvements such as water service with hose bibb, garbage receptacle, additional concrete paving, and removal and replacement of disturbed irrigation and landscaping improvements (Valpico Road Frontage Improvements). The final location of the bus shelter will be determined at the time of review of improvement plans, and the materials specifications and construction details of the bus shelter will be provided by the City at the time of preparation of the improvement plans. The Developer shall dedicate a 10 feet wide strip of land along the entire frontage of the Property on Valpico Road, for the construction of Valpico Road Frontage Improvements, all at the Developer's sole cost and expense.

The Developer shall complete the construction of Glenbriar Drive Improvements prior to the issuance of the building permit for the first building to be constructed within the Property. Upon completion of Glenbriar Drive Improvements, Developer shall convey to the City the right-of-way for the Glenbriar Drive Improvements which City shall not accept until after satisfactory completion of those improvements to City's, and other applicable, standards and satisfactory completion of the final building inspection on the last building to be constructed on the Property.

Completion of Valpico Road Frontage Improvements is required, prior to the final building inspection of the first building to be constructed on the Property. To guarantee completion of Valpico Road Frontage Improvements, within the time specified above, the Developer will be required to execute an Offsite Improvement Agreement (OIA) with the City and post improvement security in the amounts approved by the City Engineer and form acceptable to the City Attorney, prior to the issuance of the Grading Permit. The OIA requires approval from the City Council. Upon completion of Valpico Road Frontage Improvements, Developer shall convey to the City the right-of-way for the Valpico Road Frontage Improvements which City shall not accept until after satisfactory completion of those improvements to City's and other applicable, standards, and satisfactory completion of the final building inspection on the last building to be constructed on the Property.

- c. Prior to the approval of the OIA, the Developer is required to submit Improvement Plans, Technical Specifications and Cost Estimates, prepared in a 24" x 36" size polyester film or known as mylar, signed and stamped by the Design Engineer, for City's approval and signature. All engineering calculations for the design of the improvements must be submitted. The Developer will be required to pay Engineering Review Fees which include plan checking, agreement and permit processing, testing, engineering inspection, and program management fees, estimated to be 11 to 13% of the cost of public improvements, prior to the approval of the OIA.

- d. All work to be performed and improvements to be constructed within City's right-of-way will require an Encroachment Permit from the City, prior to starting the work. The Developer or its authorized representative shall submit all documents that are required to process the Encroachment Permit including but not limited to, approved Improvement Plans, Traffic Control Plan that is prepared by and signed and stamped by a Civil Engineer or Traffic Engineer registered to practice in the State of California, payment of Engineering Review Fees, copy of the Contractor's license, Contractor's Tracy business license, and certificate of insurance with the insurance coverage specified in the OIA and naming the City of Tracy as additional insured or as a certificate holder.
- e. The Developer will be required to offer to the City for dedication all lands that are required for extending Glenbriar Drive from Valpico Road to its northern terminus and the right-of-way for the proposed pedestrian and bike path improvements on Valpico Road. The Developer shall convey the lands described above to the City in fee title. The offer of dedication for roadway right-of-way described above has to be made, filed at the Office of the San Joaquin County Recorder, prior to the issuance of the Encroachment Permit. The City will assume responsibility to maintain the public improvements and will accept the offer of dedication after the City Council accepts the improvements. It is the responsibility of the Developer to acquire the land for the portion of Glenbriar Drive Improvements that will be constructed within the land owned by the developer or owner of the Adjacent High Density Residential (HDR) Project. The City will assist the Developer in the acquisition of the land necessary to construct Glenbriar Drive Improvements with its eminent domain power, if the Developer fails to acquire the land that is needed for the street extension. The Developer shall pay the City all costs associated in the condemnation proceedings including administrative, court, and attorney's fees.
- f. The Developer shall install all surface and underground improvements such as concrete driveway approach, ramp and sidewalk, sewer connection, domestic water service, fire service, sewer pipeline, and storm drainage line(s) that are intended to serve the Adjacent HDR Project which would be located within the right-of-way of Glenbriar Drive, prior to placing of the final lift of asphalt concrete pavement, in order to avoid cutting newly paved streets.
- g. The Developer shall provide a paved or all-weather turn-around area for fire truck and emergency vehicles that is acceptable to the Chief Building Official and the City's Fire Marshall, all at the Developer's sole cost and expense. The location, configuration, design, and construction details of the turn-around area shall be reviewed and approved by the Chief Building Official and Fire Marshall, and must be shown on the Improvement Plans. Portion of the turn-around improvements that are within the Property will be maintained by the Developer.

The Developer shall grant a public access easement, for the benefit of the public, for rights to enter a portion of the Property for vehicle maneuvering or for turn-around access through the Property to Glenbriar Drive. The Grant of Public Access Easement must be filed at the Office of the San Joaquin County Recorder, prior to City's acceptance of Glenbriar Drive Improvements. The

Developer is responsible for all costs associated in dedicating the necessary public access easement to the City including the cost of preliminary title report, and preparing the easement document, legal description and plat map.

- h. Glenbriar Drive Improvements will be considered public improvements after the City accepts the offer of right-of-way dedication and the responsibility of maintaining the public improvements. The Adjacent HDR Project and other undeveloped properties north of the Project will benefit from the Glenbriar Drive Improvements and will be required to pay their proportional share of cost of constructing Glenbriar Drive Improvements when their property develops. The Developer may request formation of a benefit district for recovering cost of public improvements beyond the Developer's responsibility or for constructing oversized public improvements. The City will collect administrative fee, formation cost, and program management fees for forming, administering, and managing the benefit district. The Developer is responsible for submitting all documents such as materials receipt, payroll, equipment rental and others to show actual construction cost or expenses incurred or to support claim for reimbursement.
- i. The Developer has the option to enter into private reimbursement or cost sharing agreement(s) with the developer of the Adjacent HDR Project and other benefitting properties, for the sharing of the cost of constructing Glenbriar Drive Improvements and for dedicating the land for the extension of Glenbriar Drive. The Developer is required to provide documentation that all the involved party(s) or individual(s) have agreed on the terms and conditions of the cost sharing agreement, prior to the issuance of the Encroachment Permit. The City has no obligation to construct Glenbriar Drive Improvements.
- j. The design and construction of Glenbriar Drive Improvements and Valpico Road Frontage Improvements shall meet City Regulations and all applicable requirements and recommendations specified in the final traffic report dated August 14, 2012 and titled "Traffic Impact Study for the Proposed 189 units Valpico Apartments and 60 units MacDonald Apartments" prepared by TJKM Transportation Consultants. The final traffic report is on file with the Office of the City Engineer.

7. Storm Drainage:

- a. The on-site storm drainage system and site grading shall be designed such that the Project storm drainage overland release point will be directly to a public street with existing storm drainage system in accordance with City standards. The City may allow overland storm drainage release to private property(s), only if, the Developer enter into an agreement with the fee owners of the affected property(s) and indemnify the City for any liability, damages and costs that may arise as a result of utilizing their property as the Project's storm drainage release point. The Developer shall obtain written permission or agreement and/or easements from fee owner(s) of all affected property(s), for the use of their property(s) as Project's storm drainage release point. The Developer shall indemnify and hold harmless the City for any liability, damages and costs that may arise as a result of the use the storm drainage release on their property.

The irrevocable agreement must be signed by fee owner(s) of all affected property(s) and will be reviewed by the City Engineer and will be recorded to the Property and to all affected properties. The Developer shall provide a copy of the fully executed agreement to the City, prior to the issuance of the Grading Permit. Cost of obtaining permission and/or easement(s) and the agreement from the fee owner(s) of the affected property(s) will be the sole responsibility of the Developer.

- b. The Developer has proposed to use a trench infiltration system as an interim solution for disposing storm water generated from the Project site. The trench infiltration system is described in the technical memorandum titled "Drainage Analysis for the Valpico and MacDonald Apartment" prepared by Mackay & Soms of Pleasanton, California. The City will allow this method of disposing storm water, if the Developer executes a Deferred Improvement Agreement, prior to the issuance of the Grading Permit, to guarantee performance of the Developer's responsibilities and obligations and conditions described below including paying all costs associated in complying with all the requirements described under this section: a) that the Developer will be responsible for repairing, rectifying, and maintaining the trench infiltration system to acceptable standards and to the satisfaction of the City; b) the Developer will provide guarantee acceptable to the City Engineer for performing the responsibilities and obligations as described above; c) the Developer will also install the Project's permanent storm drainage connection as the final method of disposing storm water; and d) the Developer will provide other means of disposing storm water such as a temporary storm drainage retention basin within the time specified by the City, if the trench infiltration system fails to function to the level or condition acceptable to the City, or fails to drain storm water as designed or intended to do as determined by the City Engineer, or if determined by the City that a temporary storm drainage retention basin is necessary to be constructed due to public health and safety reasons.

Draining the storm water to the City's storm drainage system is the required final solution of disposing storm water from the Project site. The Developer shall design and install all the necessary improvements for the final solution of disposing storm water. The Developer is responsible for installing the Project's permanent storm drainage connection from the Project site to the City's future public storm drain line at the location and grade approved by the City Engineer. The future public storm drain line starts from a new storm drain manhole north of the northwest corner of the Project to the City's proposed storm drainage detention basin described as Detention Basin #2B (DB#2B) (Zone 1 Storm Drain Line Improvements as shown on Attachment B1 of South ISP Storm Drainage Analysis - Final Technical Report dated July 2000) and the outfall drain connection from DB#2B to the existing storm drainage channel located south of the existing apartment buildings (Sycamore Village Apartments) south of Central Avenue.

If a temporary storm drainage retention basin is used, the Developer shall design, acquire right-of-way and/or permanent utility easements, including temporary construction easement(s), if necessary, and construct temporary on-

site or off-site storm drainage retention facilities meeting City Regulations and such retention facility shall have adequate capacity to retain, store and drain storm water within the time specified in the City's Design Standards. It is the Developer's responsibility to repair, rectify, and maintain the trench filtration system or the temporary storm drainage retention basin, if constructed, to the satisfaction of the City. These private improvements will be removed by the Developer when the Project's permanent storm drainage connection is installed and the City's public storm drain line described above are installed, and made available for connection. The Developer shall submit engineering calculations for the design and sizing of the trench filtration system or the temporary storm drainage retention basin, including a percolation report prepared, signed and stamped by a registered Geo-technical Engineer, and a copy of the written permission from property owner(s), if off-site retention basin is utilized, as part of the Grading and Drainage Plans.

To assure performance of the Developer's responsibilities to repair, rectify, and maintain the trench infiltration system or temporary storm drainage retention basin, if installed, and also to guarantee completion of the Project's storm drainage connection, the Developer is required to execute a Deferred Improvement Agreement and post necessary improvement security, in the amount(s) approved by the City Engineer and form approved by the City Attorney, prior to the issuance of the Grading Permit. The Deferred Improvement Agreement will require approval from the City Council and will be recorded against the Property. The Developer shall pay all costs associated with the preparation, processing and approval of the agreement, including the cost of preparing the legal description and map, and recording the agreement.

Flow capacity and cost of Zone 1 Storm Drain Line Improvements are determined based on the design criteria that all storm water collected from impervious portion of the Project site will drain to the City's storm drainage system. The use of trench infiltration system shall not reduce the amount of Infill storm drainage development impact fees due from the Project nor will entitle the Developer Infill storm drainage development impact fee credits or reimbursement(s).

- c. In the event an off-site retention basin is required, the Developer shall obtain written permission or agreement and/or easements from fee owner(s) of all affected property(s), for the use of their property(s) as a temporary storm drainage retention basin. The Developer shall indemnify and hold harmless the City for any liability, damages and costs that may arise as a result of the use their property(s) for a storm drainage retention basin. The easement agreement must be signed by fee owner(s) of the property(s) and will be reviewed by the City Engineer and will be recorded to the Property and to all affected properties. The Developer shall provide a copy of the fully executed agreement to the City, prior to starting the grading work on the involved property. Cost of obtaining permission and/or easement(s) and the agreement from the fee owner(s) of the affected property(s) will be the sole responsibility of the Developer.

- d. As part of a complete submittal of the Grading and Drainage Plans, the Developer obtain a technical memorandum from the City's consultant, stating that the pipe invert elevation of the Project's permanent storm drainage connection is consistent with the design of the Zone 1 Storm Drain Line Improvements. The cost of the technical memorandum and coordination with the City's storm drain consultant shall be paid by the Developer.
- e. The City is in the process of updating the Infill storm drainage development impact fees due to anticipated increase in cost of constructing the Zone 1 Storm Drain Line Improvements and DB#2B. The cost increase on Infill storm drainage development impact fees would be the cost of mitigating soil contamination within and along the alignment of the future storm drain line that will be constructed on the Chevron Property (undeveloped property located northwest of the Property, west of the future Tiburon Village Subdivision and south of the existing Larkspur Estates Subdivision). The City will adopt this additional Infill storm drainage development impact fees, prior to the issuance of the building permit.

8. Sanitary Sewer:

- a. A sanitary sewer lift-station will be used to convey domestic sewage from the Property to the City's existing sewer main on Valpico Road. The sewer lift-station including the sewer force main and the sewer pipeline up to the new sewer manhole on Glenbriar Drive / Valpico Road are private improvements and they will be owned, operated and maintained by the Developer. These private improvements are required to be installed and made functional, prior to the final inspection of the first building to be constructed on the Property. The City has no responsibility of repairing and maintaining these improvements. The sewer lift-station on this Property will also serve the residential development at the northwest corner of Glenbriar Drive / Valpico Road (Adjacent HDR Project). The Developer will be required to provide documentation in the form acceptable to the City's Chief Building Official as a guarantee that the sewer lift-station will be repaired and maintained by the Developer and/or the developer of the Adjacent HDR Project.
- b. The Developer will be required to design and construct the 8-inch diameter sewer pipeline crossing on Glenbriar Drive at the location and grade shown on the improvement plans for the Adjacent HDR Project. The sewer line crossing is a private sewer line. The City will grant a permanent sanitary sewer easement, upon completion of the sewer line crossing, to grant access rights to the Developer or the developer of the Adjacent HDR Project, to enter City's right-of-way on Glenbriar Drive, for the repair and maintenance of the sewer line crossing. The developer of the Adjacent HDR Project will be required to execute a maintenance agreement with the City, to guarantee the responsibilities and obligations of the developer of the Adjacent HDR Project regarding the use, operation, repair, and maintenance of the private sewer crossing on Glenbriar Drive. The Developer shall pay all costs associated with the processing of the grant of easement and maintenance agreement including the cost of preparing the legal description and map. The maintenance agreement will be filed for

recording with the Office of the San Joaquin County Recorder, prior to City's acceptance of public improvements on Glenbriar Drive.

- c. The Developer shall comply with all the recommendations with regards to design, and construction of wastewater conveyance and shall pay sewer development impact fees for wastewater collection, conveyance and treatment as identified in the sewer analysis dated July 2012 titled "Wastewater System Fee for Valpico Apartments and Peter MacDonald Apartments" prepared by CH2MHill of Sacramento, California (the City's sewer consultant). A copy of the technical report is on file with the office of the City Engineer.

9. Water System:

- a. A water pressure and flow analysis was performed by West Yost & Associates of Pleasanton, California (the City's water consultant), to verify adequacy of capacity of the City's existing water distribution lines and treatment plant to serve the Project and to ensure that the Project's permanent water line connection and on-site water system meets the Project's water flow and pressure demand in a scenario when the combined amount of domestic, fire and irrigation water has to be provided to the Project site at the same time. The Developer shall comply with all the recommendations specified in the water pressure and flow analysis report dated July 16, 2012 titled "Hydraulic Evaluation of Valpico and MacDonald Apartments". The Developer is required to install the pipe upgrade of approximately 50 feet of existing 8-inch diameter water main located at the intersection of Valpico Road / Glenbriar Drive to a 12-inch diameter Ductile Iron Pipe (DIP) water main at the location and grades approved by the City Engineer, all at the Developer's sole cost and expense. The Developer shall submit improvement plans that include the design, location, and grade of the offsite water main upgrade including all existing (above or below ground) improvements that will be affected or restored and replaced as a result of installing the offsite water main upgrade. Completion of the offsite water main upgrade will increase the water pressure at each on-site fire hydrant and in turn meet the fire flow requirement at each fire hydrant. The Developer shall obtain an Encroachment Permit, prior to starting the work. The Developer shall pay permit processing fees including plan checking, testing, and inspection fees at the issuance of the Encroachment Permit. The offsite water main upgrade shall be completed by the Developer, prior to final inspection of the first building to be constructed on the Property.
- b. All costs associated with the installation of the offsite water main upgrade including the cost of removing and replacing asphalt concrete pavement, pavement marking and striping such as crosswalk lines and lane line markings, replacing traffic detecting loops, conduits, and wires, relocating existing utilities that may be in conflict with the new water main, and other improvements shall be paid by the Developer. When street cuts are made, the Developer is required to install 2 inches thick asphalt concrete overlay with reinforcing fabric at least 25 feet from all sides of the utility trench. A 2 inches deep grind on the existing asphalt concrete pavement will be required where the asphalt concrete overlay

will be applied and shall be uniform thickness in order to maintain current pavement grades, cross and longitudinal slopes.

If water main shut down is necessary, the City will allow a maximum of 4 hours water supply shutdown. The Developer shall be responsible for notifying residents or business owner(s), regarding the water main shutdown. The written notice, as approved by the City Engineer, shall be delivered to the affected residents or business owner(s) at least 72 hours before the water main shutdown. Prior to starting the work described in this section, the Developer shall submit a Traffic Control Plan, to show the method and type of construction signs to be used for regulating traffic during the installation of the offsite water main upgrade. The Traffic Control Plan shall be prepared by a Civil Engineer or Traffic Engineer licensed to practice in the State of California.

- c. The Developer shall design and install domestic and irrigation water service connection, including a remote-read master water meter (the water meter to be located within City's right-of-way) and an R/P Type back-flow protection device in accordance with City Regulations. The domestic and irrigation water service connection must be completed before the final inspection of the building. Sub-metering will be allowed within private property. The City will not perform water consumption reading on sub-meters. The Developer will be responsible for relocating or reinstalling water sub-meters. The City's responsibility to maintain water lines shall be from the water main on the street to the master water meter (inclusive) only. Maintenance of all on-site water lines, laterals, sub-meters, valves, fittings, fire hydrant and appurtenances shall be the responsibility of the Developer.
- d. The Developer shall design and install fire hydrants at locations approved by the Building Division and Fire Department. Location and construction details of the fire service line shall be approved by the Building Division and Fire Department. Prior to the approval of the Improvement Plans, the Developer shall obtain written approval from the Building Division and Fire Department for the design, location and construction details of the fire service connection to the Project, and for the location and spacing of fire hydrants that are to be installed to serve the Project.

10. Special Conditions:

- a. All improvements shall be in accordance with all City Regulations, Facilities Master Plan for storm drainage, roadway, wastewater and water adopted by the City, Tracy Design Standards and Specifications, and Parks and Parkways Design Manual, or as otherwise specifically approved by the City.
- b. All existing on-site wells, if any, shall be abandoned or removed in accordance with the City and San Joaquin County requirements. The Developer shall be responsible for all costs associated with the abandonment or removal of the water well(s) including the cost of permit(s) and inspection. The Developer shall submit a copy of written approval(s) or permit(s) obtained from San Joaquin

County regarding the removal and abandonment of any existing well(s), prior to the issuance of the Grading Permit.

- c. Developer, and/or owner of record, is responsible for assuring the maintenance of the public improvements installed in the right-of-way. The public improvements include, but are not limited to, street landscaping, sidewalk, and improvements as defined in California Streets and Highway Code Sections 22525 et. seq. Developer shall be responsible for all formation costs. To comply with this obligation, Developer, and/or owner of record, shall evidence one of the following prior to City's acceptance of the public landscape improvements: (i) participation in an existing Landscape Maintenance District (LMD), or (ii) formation of a new Landscape Maintenance District. If the Property is not annexed to an existing or new LMD and the collection of assessment have not started prior to City's acceptance of the public landscape improvements, the Developer shall submit a cash deposit, to pay for cost of services and expenses incurred by the City in maintaining the landscape improvements. The amount of cash deposit shall be determined by the City's Public Works Department at the time of review of improvement plans. City will return any unused portion of the cash deposit, after the Developer submits documentation evidencing that assessments have been levied on the Property and that collection of assessments have started. City will not accept the public landscape improvements until all the requirements in this section are satisfied to the satisfaction of Director of Engineering and Development Services. The Developer is still required to contribute towards cost of maintaining public landscaping that are away from the Project, that are located within the Landscape Maintenance District zone for which the Property is responsible to pay for.
- d. The Developer shall abandon or remove all existing irrigation structures, channels and pipes, if any, as directed by the City after coordination with the irrigation district, if the facilities are no longer required for irrigation purposes. If irrigation facilities including tile drains, if any, are required to remain to serve existing adjacent agricultural uses, the Developer will design, coordinate and construct required modifications to the facilities to the satisfaction of the affected agency and the City. Written permission from irrigation district or affected owner(s) will be required to be submitted to the City prior to the issuance of the Grading Permit. The cost of relocating and/or removing irrigation facilities and/or tile drains is the sole responsibility of the Developer.

Nothing contained herein shall be construed to permit any violation of relevant ordinances and regulations of the City of Tracy, or other public agency having jurisdiction. This condition of approval does not preclude the City from requesting additional revisions and requirements to the final parcel map and improvement plans, prior to the City Engineer's signature and approval of the proposed final parcel map and improvement plans, if the City deems it necessary. The Developer shall bear the all cost for the inclusion, design, and implementations of such additions and requirements, without reimbursement or any payment from the City.

December 18, 2012

AGENDA ITEM 5

REQUEST

PUBLIC HEARING TO CONSIDER A 60-UNIT RESIDENTIAL APARTMENT PROJECT (MACDONALD APARTMENTS), INCLUDING PARKING AND RELATED ON-SITE IMPROVEMENTS ON APPROXIMATELY 2.87 ACRES LOCATED ON THE NORTH SIDE OF VALPICO ROAD NORTHWEST OF THE INTERSECTION OF VALPICO ROAD AND GLENBRIAR DRIVE, 2605 S. MACARTHUR DRIVE, ASSESSOR'S PARCEL NUMBER 246-140-12. THE PROJECT INCLUDES REZONING THE SITE FROM MEDIUM DENSITY RESIDENTIAL TO HIGH DENSITY RESIDENTIAL (R12-0002), ZONING REGULATIONS AMENDMENT REGARDING THE MINIMUM NUMBER OF REQUIRED OFF-STREET PARKING SPACES (TRACY MUNICIPAL CODE SECTION 10.08.3470) (ZA12-0005), AND DEVELOPMENT REVIEW APPROVAL FOR THE APARTMENT PROJECT (D12-0006). THE APPLICANT IS PETER MACDONALD.

EXECUTIVE SUMMARY

The request is to approve a 60-unit, residential apartment project located at the northwest corner of Valpico Road and Glenbriar Drive. Staff and the Planning Commission recommend approval of the Project.

DISCUSSIONProject Description

The proposal is to construct a 60-unit, multi-family residential project on approximately 2.87 acres (Attachment A). The existing single-family home on the site (Attachment B) will be removed as part of the Project. The Project consists of three, three-story apartment buildings: two buildings containing 24 units each and one building containing 12 units (Attachment C). No subdivision is proposed at this time; all units will be rental apartments.

Attachments D, E, F, and G contain the Project's exterior building elevations, floor plans, conceptual landscape plan, and site cross sections, respectively.

Two different exterior building elevations are proposed. Both versions include tile roofs, decorative window trim and shutters, building articulation, mass variations and are integrated with landscaping to create a high-quality architectural design. The developer is seeking approval of both versions so he can choose one version or the other at the time of construction. Both versions meet City standards, are of equally high quality for this site. Staff is recommending that both versions be approved so the developer may retain flexibility to decide which version to construct at the time of building permit application.

The grade of the site is significantly lower than the adjacent Valpico Road grade. And although fill will be brought on to the site to raise its grade several feet, the finished grade at Building 1 (the Building closest to Valpico Road) will be approximately 15 feet below the Valpico Road grade. The site will slope generally downhill from south to north.

The site cross sections (Attachment G) illustrate the proposed grades and slopes of the Project site.

A masonry wall is proposed (on private property) along the Valpico Road property line directly south of Building 1. The wall's height on the Valpico Road side will be six feet, and stepping down to four feet as it gets closer to Glenbriar Drive. The wall will not be constructed within approximately 60 feet from the Glenbriar Drive/Valpico Road intersection. The wall is designed by the applicant to help mitigate traffic noise from Valpico Road and for privacy for the private, outdoor decks of the Building 1 ground floor units. The wall will have the opportunity for vines or ivy planted on the Valpico Road side to grow onto the wall.

Thirty of the Project's 60 units will have two bedrooms and two bathrooms each, and the other 30 units will contain one bedroom and one bathroom each. The units range in size from approximately 900 square feet to over 1200 square feet.

Adjacent to the east of the Project site is a vacant, 8.75-acre site on which the Valpico Apartments project is proposed. Glenbriar Drive will be extended north from Valpico Road to provide access to both sites and to potential future development to the north of the Project site. Attachment H contains a composite site plan which includes both the proposed MacDonald Apartments Project and the proposed Valpico Apartments project. The Valpico Apartments project is also scheduled for City Council consideration on this City Council agenda.

Parking – Tracy Municipal Code Amendment

City parking standards require 1.5 off-street parking spaces per one-bedroom unit, 2.0 spaces per unit with two or more bedrooms, and one guest space for every five units. This 60-unit project, therefore, would require 117 off-street parking spaces. The Project, by contrast, proposes 99 off-street parking spaces – 15 percent fewer than is required by City parking standards. The recommended solution is to amend City parking standards to allow the project to be constructed as proposed.

The number of off-street parking spaces required for multi-family projects by the City of Tracy is higher than many other jurisdictions. Recognizing this, the City Council has adopted policies directing the City to evaluate and amend off-street parking requirements. For example, two related General Plan Housing Element policies relate to this topic:

Policy 3.5: "Promote flexible development standards to provide for a variety of housing types."

Policy 4.1: "Review and adjust, as appropriate, residential development standards, regulations, ordinances, and processing procedures that are determined to constrain housing development."

Measure T-2 of the City's Sustainability Action Plan addresses off-street parking requirements more directly:

Sustainability Action Plan Measure T-2, in relevant part: Reduced Parking Requirement.

Amend the Zoning Ordinance to allow a reduction in parking requirements under the following circumstances:

- Actual demand lower than as required in code as demonstrated by a parking study.
- Proximity to bus stop/transit.

Following is a proposed addition to the City's off-street parking ordinance recommended by City staff and the Planning Commission, Tracy Municipal Code Section 10.08.3470(e):

Off-Street Parking Space Reduction. The number of off-street parking spaces required in Section 10.08.3480 may be reduced by up to 20 percent if the owner of the property submits a parking study documenting that such off-street parking spaces will not be necessary to mitigate parking demands for a use or project. The parking study shall contain surveys or documented parking demand for similar uses or other written documentation to the satisfaction of the Development Services Director. The determination regarding an off-street parking space reduction shall be made by the Development Services Director, unless the permit or approval for the project or use must otherwise receive Planning Commission or City Council approval, in which case the off-street parking space reduction determination shall be made by the Planning Commission or City Council, whichever has review authority for the project or use. In making a determination regarding an off-street parking space reduction, the Director, Commission, or Council shall take into account the following: the parking study; the availability of nearby on- or off-street parking; accessibility to nearby public transit; the City site planning design goals; and other relevant information.

This new section would allow the City to consider reductions to the number of required off-street parking spaces on a case-by-case basis. This proposed section presumes the City's existing standards are reasonable, but allows a property owner to submit a project specific parking study to seek permission to reduce the number of spaces required for a specific project.

For this Project, the applicant prepared a parking study (Attachment I) to evaluate the number of parking spaces appropriate for this project. The parking study includes a survey of parking demand for five existing apartment complexes in Tracy, a comparison of parking requirements by other cities, and an analysis of projected parking demand for the proposed Project.

The parking study demonstrates that 99 off-street parking spaces for this project (particularly given the number of bedrooms in each unit and the availability of on-street parking) will adequately mitigate the parking demand.

Staff and the Planning Commission are recommending approval of both the addition to the Tracy Municipal Code and to the determination that 99 parking spaces is adequate for this Project.

Public Roadway Traffic

The City's Transportation Master Plan identifies arterial and collector street roadway locations, widths, and other design details to accommodate traffic projected from existing and proposed land uses in the City's General Plan. Valpico Road and MacArthur Drive are designed to accommodate traffic from this Project at City-prescribed levels of service. In order to evaluate lengths of turning lanes, the curve and slope of Glenbriar Drive north of Valpico Road, median length, and other design details, the City contracted with TJKM Transportation Consultants to analyze potential traffic impacts of the proposed MacDonald and the adjacent Valpico Apartment projects. TJKM's Traffic Impact Study concludes that traffic generated by the two projects, combined, will result in nearby roadways and intersections operating within City approved levels of service standards.

Rezoning to High Density Residential

In 2006, the subject property's General Plan designation was changed to Residential High. The 2011 General Plan update confirmed the Residential High General Plan designation.

General Plan Action LU-1.1 A1 of the Land Use Element directs the City to, "Amend the zoning code and map for overall consistency with the General Plan." Part of this Project is a request to rezone the site to High Density Residential to make it consistent with the General Plan. This request is a follow up item to the General Plan update, one that would have been initiated by the City, eventually, if it were not requested as part of this Project.

Public Schools

The Project site is located within the Tracy Unified School District related to K through 12th grade education. School age children who reside within the Project would be in the attendance boundary areas for Bohn Elementary School, Williams Middle School, and Tracy High School.

The Project plans, notices, and other outreach have been extended to Tracy Unified School District staff. School District staff indicated that enrollment at the three potentially affected schools have been on the decline in recent years and that they do not anticipate any issues in being able to accommodate students from this Project.

Public Meeting and Notices

On September 12, 2012, the developer conducted a neighborhood meeting to introduce the project and answer questions. The developer sent approximately 170 notices to nearby property owners and the Hidden Lake property owners association. Approximately one dozen nearby property owners and residents attended, plus developer representatives and City staff. Others who could not attend contacted the developer or City staff directly to ask questions about the Project.

Normally, public hearing notices are sent to owners of property within 300 feet of a project site in compliance with State law. Other notices are sent to the public library,

media contacts, and others who have expressed interest in the project. The number of property owners within 300 feet of both the MacDonald and Valpico Apartment project sites is 34. Due to a potentially higher level of interest among nearby property owners regarding this Project and the adjacent Valpico Apartments project, City staff expanded the public notice mailing for the November 14, 2012 Planning Commission meeting to include approximately 220 of the nearest property owners, some parcels over 900 feet away.

Based on public input during the Planning Commission public hearing, the notification for this City Council hearing was expanded even further to include over 700 property owners – mostly owners of residential property in the nearby Ashley Park (Larkspur Estates), Hidden Lake, and Glenbriar Subdivisions and in San Joaquin County southeast of the intersection of Valpico Road and MacArthur Drive.

Most inquiries to City staff prior to publication of this staff report, as a result of Project outreach, have been fact finding clarifications regarding Project design, timing, and nearby planned roadway or other City improvements.

Planning Commission Review

On November 14, 2012, the Planning Commission conducted a public hearing to review the Project. The Project applicant spoke in favor of the Project. Two Tracy residents addressed the Planning Commission in opposition to the project, identifying concerns related to traffic, parking, storm drainage, space in public schools, and public notification regarding the Project. Following a discussion, the Planning Commission (5-0 vote) recommending that the City Council approve the Project.

CEQA DOCUMENTATION

The Project is consistent with the Residential High designation and the density requirements of the City's General Plan. The proposal does not change the development density established by the General Plan for which an Environmental Impact Report was certified on February 1, 2011 (State Clearinghouse Number 2008092006). Therefore, in accordance with California Environmental Quality Act Guidelines Section 15183, no further environmental assessment is required.

STRATEGIC PLANS

The proposed 60-unit apartment Project does not directly relate to the City Council's Strategic Priorities. However, the proposed Parking Code amendment implements Objective 3a (Implement the Sustainability Action Plan) of the Livability Strategy. Sustainability Action Plan Measure T-2, Reduced Parking Requirements, states in relevant part, "Amend the Zoning Ordinance to allow a reduction in parking requirements under the following circumstances: Actual parking demand lower than as required in code as demonstrated by a parking study."

FISCAL IMPACT

This agenda item will not require any specific expenditure from the General Fund. Consultant studies to analyze the Project's effects on traffic, storm drainage, sewer, and water were paid by the developer.

RECOMMENDATION

Staff and the Planning Commission recommend that the City Council take the following action:

1. Approve the rezoning of the site from Medium Density Residential to High Density Residential.
2. Approve the Tracy Municipal Code Amendment regarding off-street parking space reduction.
3. Determine that 99 off-street parking spaces is sufficient to mitigate parking demands of the project.
4. Approve the Development Review application for the 60-unit residential apartment project.

Prepared by: Alan Bell, Senior Planner
Reviewed by: Bill Dean, Assistant Development Services Director
Approved by: Andrew Malik, Development Services Director
Leon Churchill, Jr., City Manager

ATTACHMENTS

- Attachment A – Location Map
- Attachment B – Aerial Photograph of the Site
- Attachment C – Site Plan
- Attachment D – Exterior Building Elevations
- Attachment E – Floor Plans
- Attachment F – Conceptual Landscape Plan
- Attachment G – Site Cross Sections
- Attachment H – Composite Site Plan Including the Proposed MacDonald and Valpico Apartment Projects
- Attachment I – MacDonald Apartments Parking Study
- Attachment J – General Plan Map of Site Area
- Attachment K – Zoning of Site Area
- Attachment L – Ordinance to Rezone the Site to High Density Residential
- Attachment M – Ordinance for Zoning Text Amendment Regarding Off-Street Parking Space Reduction
- Attachment N – Resolution Approving the Development Review Application and the Determination Regarding Off-Street Parking Spaces, with Project Conditions of Approval

RECEIVED

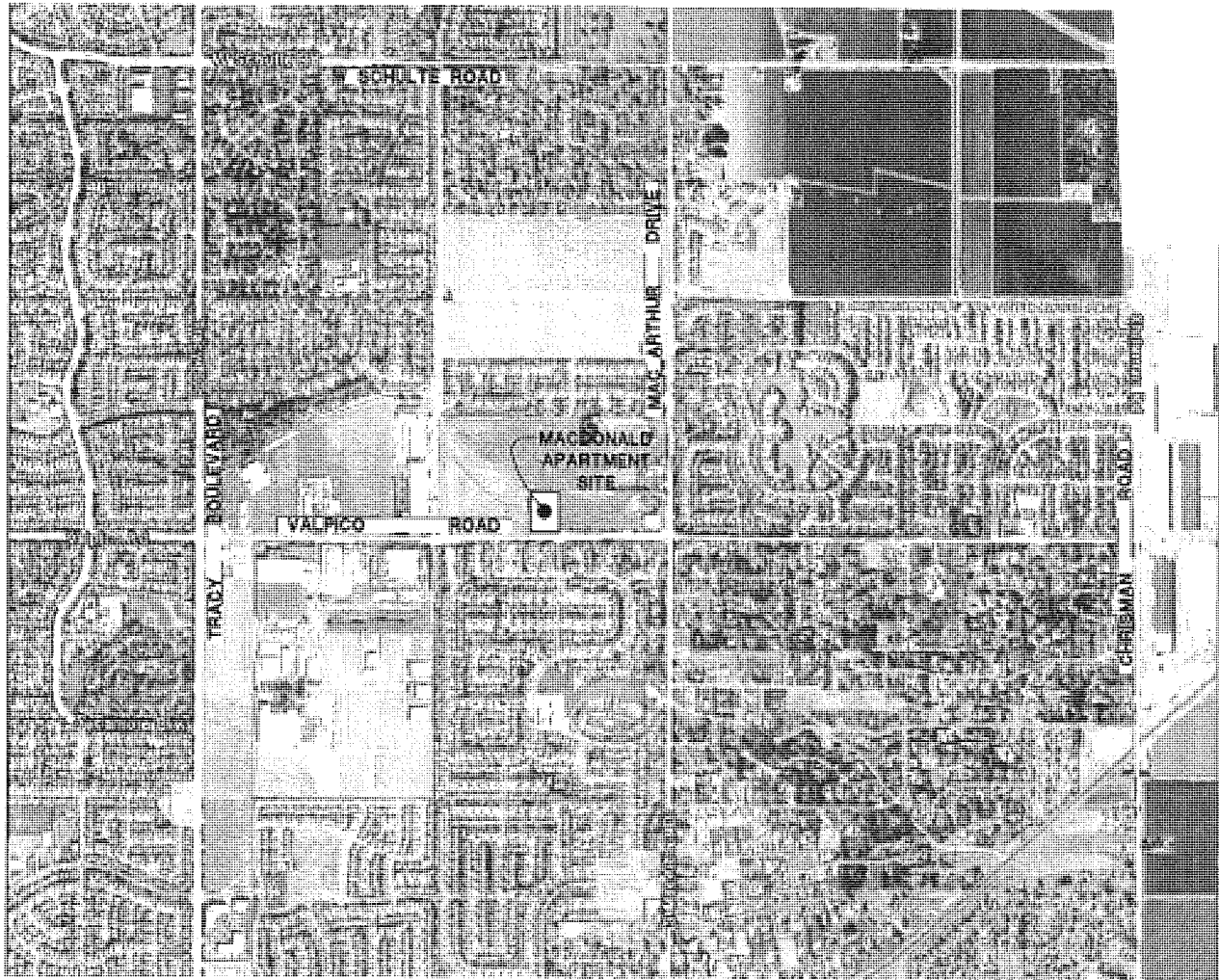
MAY 30 2012

CITY OF TRACY

D.E.S.



SCALE: 1"=1000'



LOCATION MAP

Mackay & Somps

ENGINEERS
PLEASANTON, CA

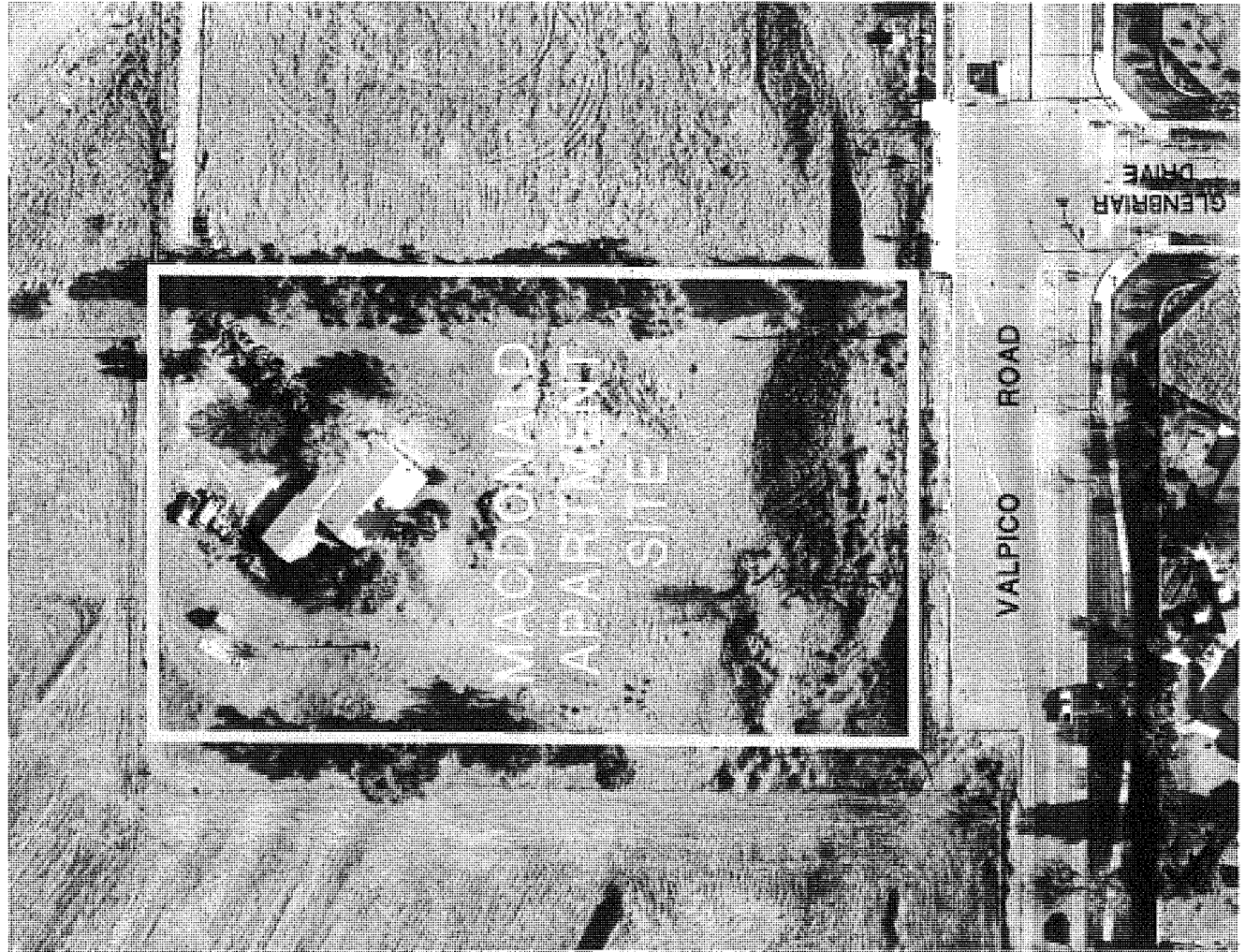
PLANNERS

SURVEYORS
(925)225-0690

MACDONALD APARTMENTS

TRACY, CALIFORNIA

DRAWN BY: JRF | JOB NO: 19630.000 | DATE: 5/30/2012 | REV. DATE: MM-DD-YY



RECEIVED

MAY 30 2012

CITY OF TRACY
D.E.S.

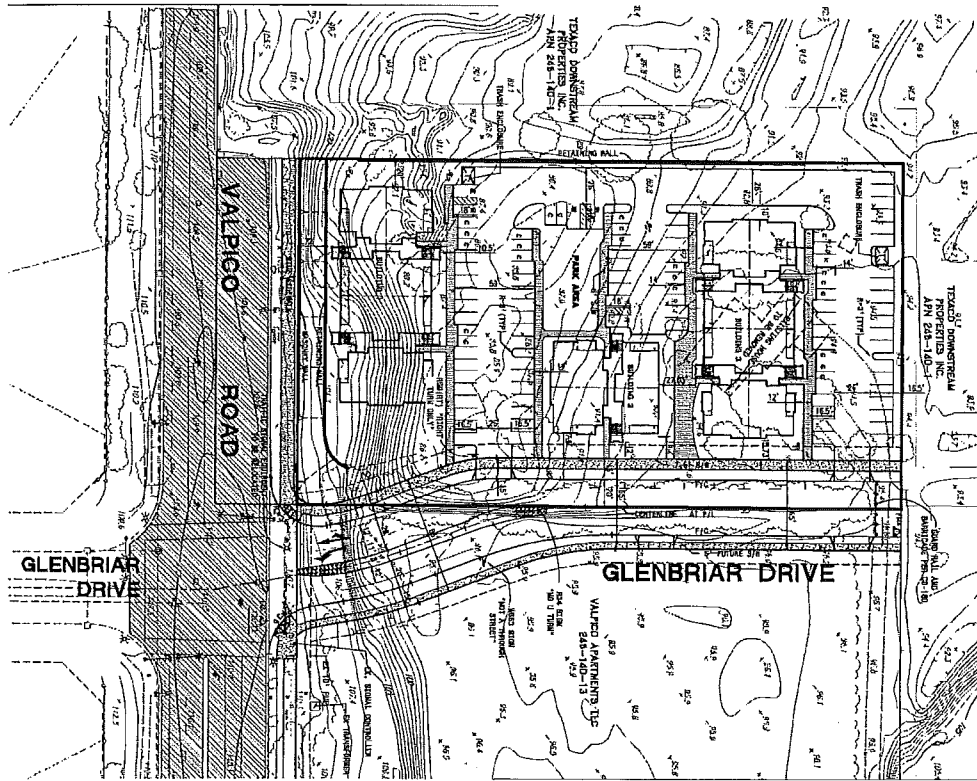
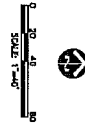
AERIAL PHOTO

MACDONALD APARTMENTS

TRACY, CALIFORNIA

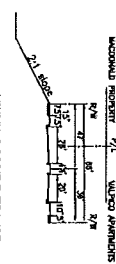
MACKAY & SOMPS
ENGINEERS PLANNERS SURVEYORS

DRAWN BY: JRF | JOB NO: 19645.000 | DATE: 5/30/2012 | FLIGHT DATE: DEC. 2011

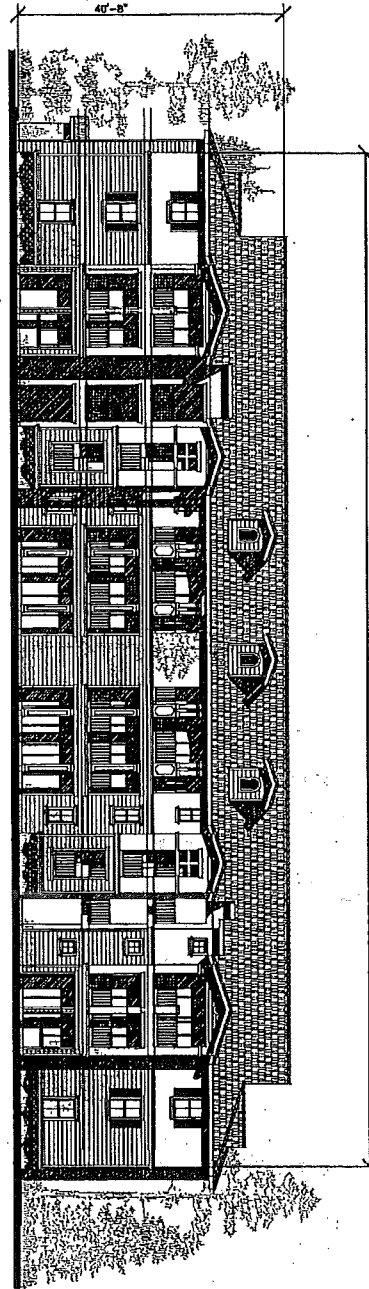


SITE DATA:

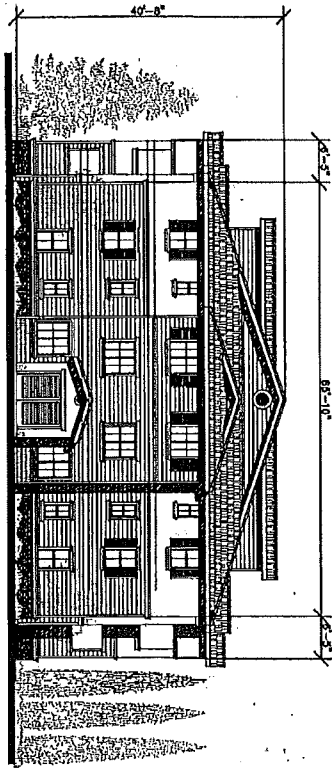
1. CONCEPT PLAN: MACKAY & SOMPS ARCHITECTURAL (M&S)
2. CONCEPT PLAN: 10/11/01
3. CONCEPT PLAN: 10/11/01
4. CONCEPT PLAN: 10/11/01
5. CONCEPT PLAN: 10/11/01
6. CONCEPT PLAN: 10/11/01
7. CONCEPT PLAN: 10/11/01
8. CONCEPT PLAN: 10/11/01
9. CONCEPT PLAN: 10/11/01
10. CONCEPT PLAN: 10/11/01
11. CONCEPT PLAN: 10/11/01
12. CONCEPT PLAN: 10/11/01
13. CONCEPT PLAN: 10/11/01
14. CONCEPT PLAN: 10/11/01
15. CONCEPT PLAN: 10/11/01
16. CONCEPT PLAN: 10/11/01
17. CONCEPT PLAN: 10/11/01
18. CONCEPT PLAN: 10/11/01
19. CONCEPT PLAN: 10/11/01
20. CONCEPT PLAN: 10/11/01
21. CONCEPT PLAN: 10/11/01
22. CONCEPT PLAN: 10/11/01
23. CONCEPT PLAN: 10/11/01
24. CONCEPT PLAN: 10/11/01
25. CONCEPT PLAN: 10/11/01
26. CONCEPT PLAN: 10/11/01
27. CONCEPT PLAN: 10/11/01
28. CONCEPT PLAN: 10/11/01
29. CONCEPT PLAN: 10/11/01
30. CONCEPT PLAN: 10/11/01
31. CONCEPT PLAN: 10/11/01
32. CONCEPT PLAN: 10/11/01
33. CONCEPT PLAN: 10/11/01
34. CONCEPT PLAN: 10/11/01
35. CONCEPT PLAN: 10/11/01
36. CONCEPT PLAN: 10/11/01
37. CONCEPT PLAN: 10/11/01
38. CONCEPT PLAN: 10/11/01
39. CONCEPT PLAN: 10/11/01
40. CONCEPT PLAN: 10/11/01
41. CONCEPT PLAN: 10/11/01
42. CONCEPT PLAN: 10/11/01
43. CONCEPT PLAN: 10/11/01
44. CONCEPT PLAN: 10/11/01
45. CONCEPT PLAN: 10/11/01
46. CONCEPT PLAN: 10/11/01
47. CONCEPT PLAN: 10/11/01
48. CONCEPT PLAN: 10/11/01
49. CONCEPT PLAN: 10/11/01
50. CONCEPT PLAN: 10/11/01
51. CONCEPT PLAN: 10/11/01
52. CONCEPT PLAN: 10/11/01
53. CONCEPT PLAN: 10/11/01
54. CONCEPT PLAN: 10/11/01
55. CONCEPT PLAN: 10/11/01
56. CONCEPT PLAN: 10/11/01
57. CONCEPT PLAN: 10/11/01
58. CONCEPT PLAN: 10/11/01
59. CONCEPT PLAN: 10/11/01
60. CONCEPT PLAN: 10/11/01
61. CONCEPT PLAN: 10/11/01
62. CONCEPT PLAN: 10/11/01
63. CONCEPT PLAN: 10/11/01
64. CONCEPT PLAN: 10/11/01
65. CONCEPT PLAN: 10/11/01
66. CONCEPT PLAN: 10/11/01
67. CONCEPT PLAN: 10/11/01
68. CONCEPT PLAN: 10/11/01
69. CONCEPT PLAN: 10/11/01
70. CONCEPT PLAN: 10/11/01
71. CONCEPT PLAN: 10/11/01
72. CONCEPT PLAN: 10/11/01
73. CONCEPT PLAN: 10/11/01
74. CONCEPT PLAN: 10/11/01
75. CONCEPT PLAN: 10/11/01
76. CONCEPT PLAN: 10/11/01
77. CONCEPT PLAN: 10/11/01
78. CONCEPT PLAN: 10/11/01
79. CONCEPT PLAN: 10/11/01
80. CONCEPT PLAN: 10/11/01
81. CONCEPT PLAN: 10/11/01
82. CONCEPT PLAN: 10/11/01
83. CONCEPT PLAN: 10/11/01
84. CONCEPT PLAN: 10/11/01
85. CONCEPT PLAN: 10/11/01
86. CONCEPT PLAN: 10/11/01
87. CONCEPT PLAN: 10/11/01
88. CONCEPT PLAN: 10/11/01
89. CONCEPT PLAN: 10/11/01
90. CONCEPT PLAN: 10/11/01
91. CONCEPT PLAN: 10/11/01
92. CONCEPT PLAN: 10/11/01
93. CONCEPT PLAN: 10/11/01
94. CONCEPT PLAN: 10/11/01
95. CONCEPT PLAN: 10/11/01
96. CONCEPT PLAN: 10/11/01
97. CONCEPT PLAN: 10/11/01
98. CONCEPT PLAN: 10/11/01
99. CONCEPT PLAN: 10/11/01
100. CONCEPT PLAN: 10/11/01



<p>PROJECT NO. 18643.000</p> <p>SHEET 1</p> <p>OF 11 SHEETS</p>	<p>PLANS FOR THE IMPROVEMENT OF MACDONALD APARTMENTS DEVELOPMENT REVIEW SITE PLAN</p> <p>CALIFORNIA</p>	<p>DATE: 02-02-2012</p> <p>DESIGNED BY: [Name]</p> <p>CHECKED BY: [Name]</p> <p>SCALE: 1"=40'-0"</p>	<p>MACKAY & SOMPS ARCHITECTS 1000 W. BROADWAY ST., SUITE 200 FALLENBURG, SC 29922 (803) 682-4411</p>	<p>CITY OF TRACY</p>
---	---	--	---	-----------------------------



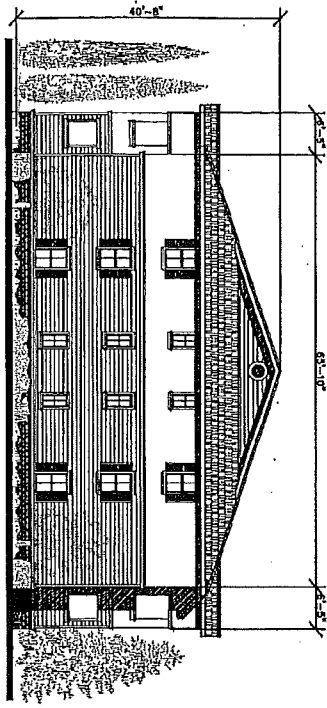
24 PLEX BUILDING FRONT ELEVATION



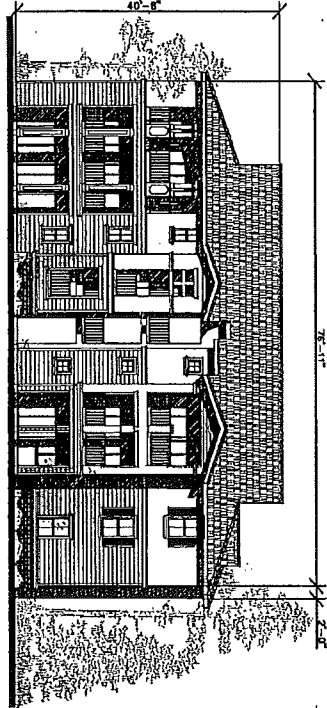
24 PLEX BUILDING TYPICAL SIDE ELEVATION

RECEIVED
MAY 30 2012
CITY OF TRACY
D.E.S.

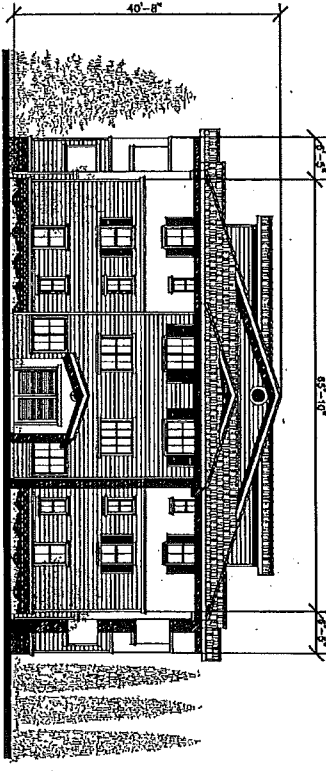
PROJECT NO. 15845000 SHEET 8 OF 10 SHEETS	PLANS FOR THE IMPROVEMENT OF MACDONALD APARTMENTS DEVELOPMENT REVIEW 24 PLEX APARTMENTS BUILDING ELEVATIONS	DATE 10-20-11 DRAWN BY CHECKED BY SCALE 1/8"=1'-0" SHEET NO. 8	PROJECT NO. SHEET NO. DATE	Tabbiyah Green Architecture 1500 15th Street Tracy, CA 95376 209.938.8888	CITY OF TRACY <small>OFFICE OF THE CITY ENGINEER</small> 1500 15th Street, Tracy, CA 95376 209.938.8888
	TRACY CALIFORNIA	CITY OF TRACY	CITY OF TRACY	CITY OF TRACY	CITY OF TRACY



12 PLEX BUILDING SIDE ELEVATION



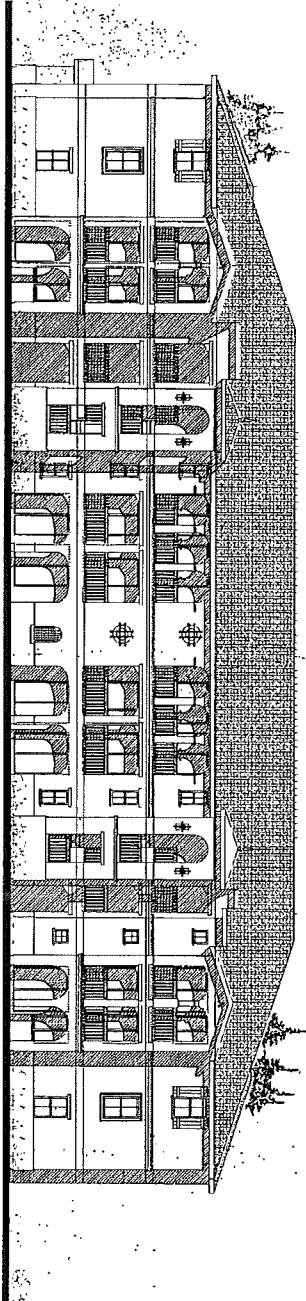
12 PLEX BUILDING FRONT ELEVATION



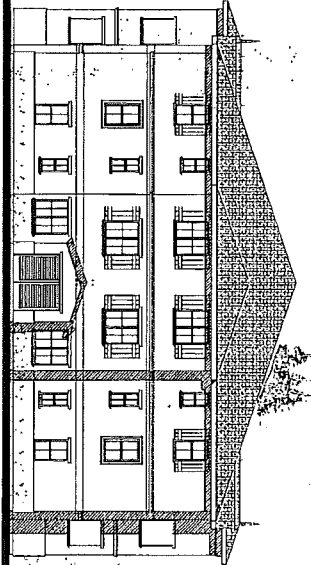
12 PLEX BUILDING SIDE ELEVATION

RECEIVED
MAY 30 2012
CITY OF TRACY
D.L.S.

PROJECT NO. 10 SHEET 10 OF 10 SHEETS	PLANS FOR THE IMPROVEMENT OF MACDONALD APARTMENTS DEVELOPMENT REVIEW 24 PLEX APARTMENTS BUILDING ELEVATIONS TRACY CALIFORNIA	DATE: 05-28-2012 DRAWN BY: [blank] CHECKED BY: [blank] SCALE: AS SHOWN PROJECT NO.: 10	REVISIONS <table border="1"> <thead> <tr> <th>NO.</th> <th>DATE</th> <th>DESCRIPTION</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>	NO.	DATE	DESCRIPTION										Trishky Cross Architects Architects 1000 N. G Street Tracy, CA 95376 (209) 391-1111 www.trishky.com	CITY OF TRACY <small> I HEREBY CERTIFY THAT THE ABOVE IS A TRUE AND CORRECT COPY OF THE ORIGINAL AS SUBMITTED TO THE CITY OF TRACY FOR REVIEW AND APPROVAL. I HAVE REVIEWED THE DRAWINGS AND FOUND THEM TO BE IN ACCORDANCE WITH THE CITY OF TRACY ORDINANCES AND I HAVE NO OBJECTION TO THE SAME. I HAVE REVIEWED THE DRAWINGS AND FOUND THEM TO BE IN ACCORDANCE WITH THE CITY OF TRACY ORDINANCES AND I HAVE NO OBJECTION TO THE SAME. I HAVE REVIEWED THE DRAWINGS AND FOUND THEM TO BE IN ACCORDANCE WITH THE CITY OF TRACY ORDINANCES AND I HAVE NO OBJECTION TO THE SAME. </small>
		NO.	DATE	DESCRIPTION													
CITY OF TRACY [Signature Line]																	



24-PLEX BUILDING FRONT ELEVATION



24-PLEX BUILDING TYPICAL SIDE ELEVATION

Watermark: Architecture

PROJECT NO.
15050140
SHEET
8A
OF 10 SHEETS

PLANS FOR THE IMPROVEMENT OF
MACDONALD APARTMENTS
DEVELOPMENT REVIEW
24 PLEX APARTMENTS
BUILDING ELEVATIONS

DATE:
9-10-2012
DESIGNED BY:
JG
CHECKED BY:
SCALE:
1/8"=1'-0"
N/A

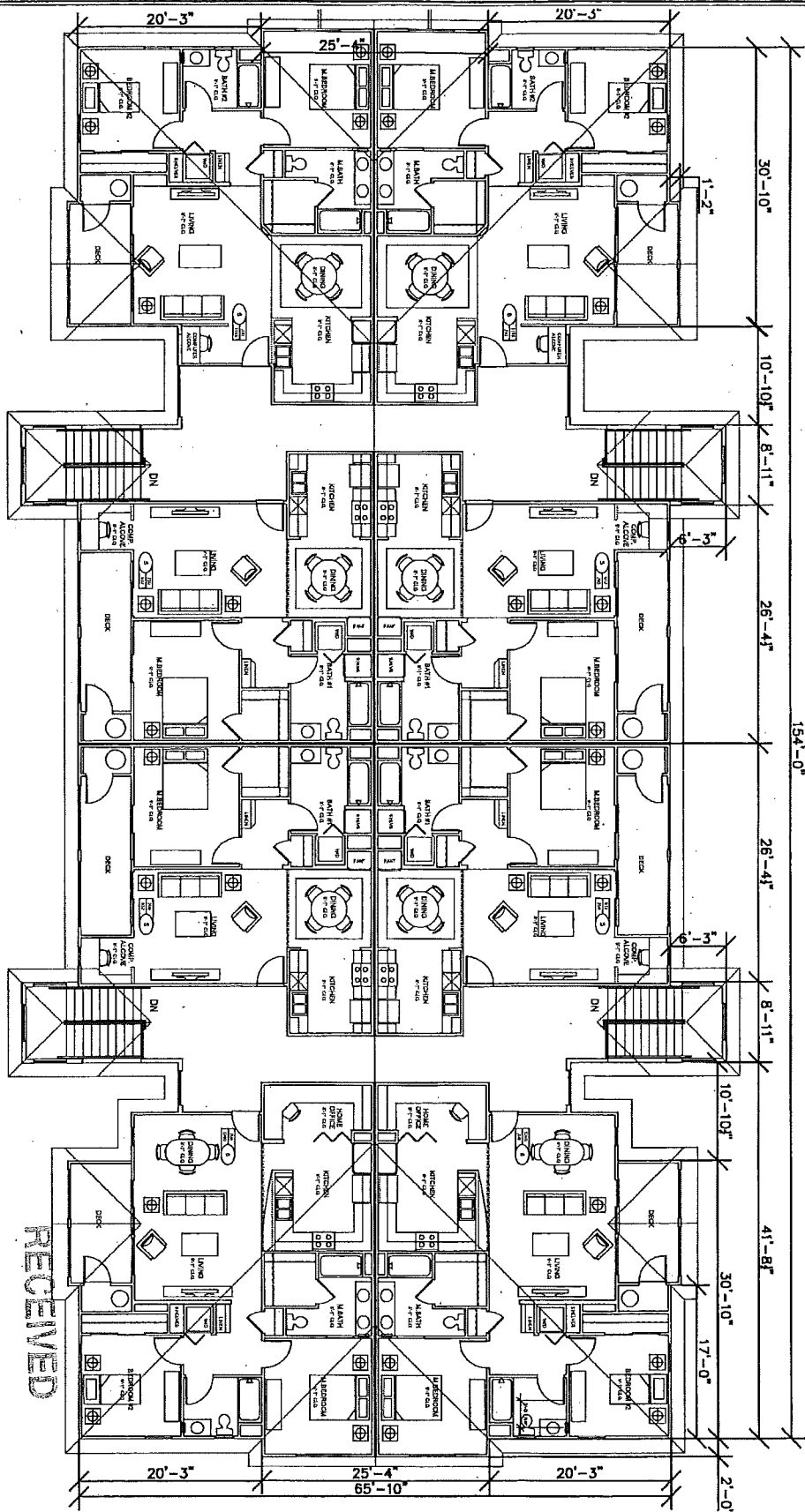
SYMBOL	DESCRIPTION	APPROVED



**Toblesky
Green
Architects**
2200 Grand
Canyon Blvd., Suite
200
Tracy, CA 95376
(925) 938-2004

CITY OF TRACY

24-PLEX BUILDING PLAN

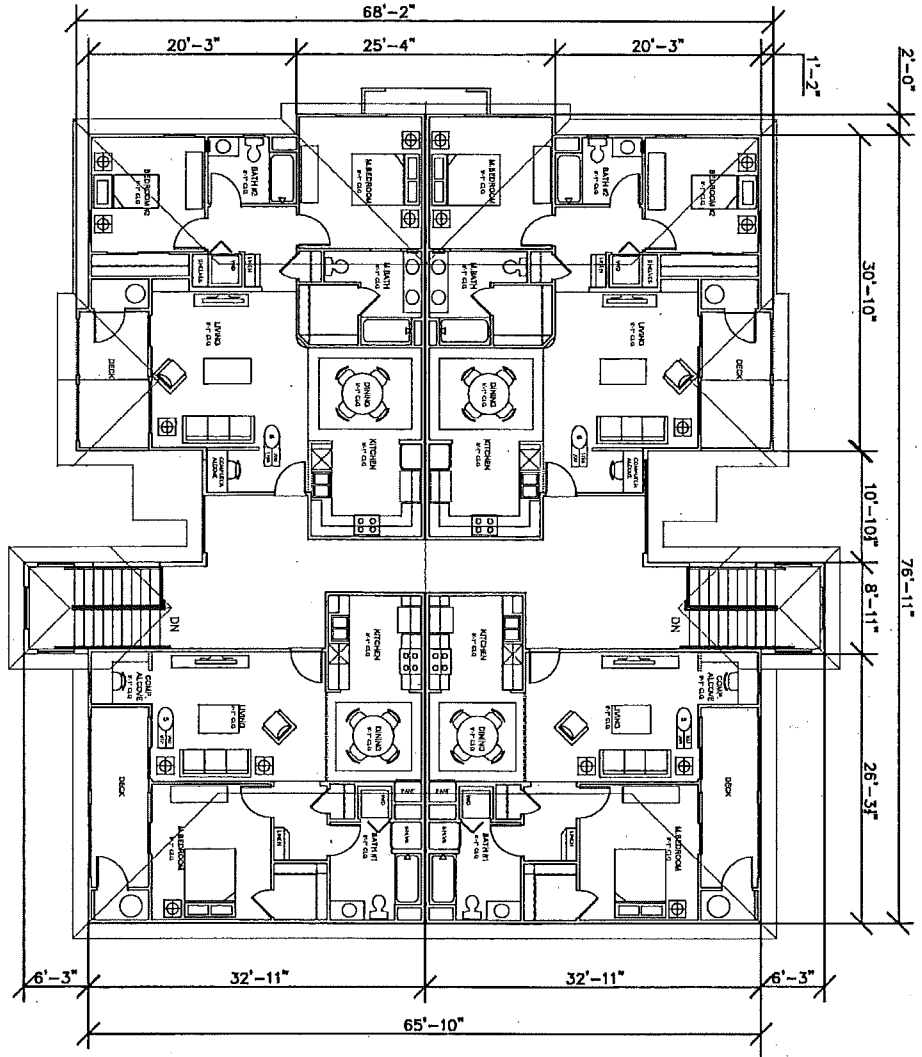


RECEIVED

MAY 30 2012

CITY OF TRACY
D.E.S.

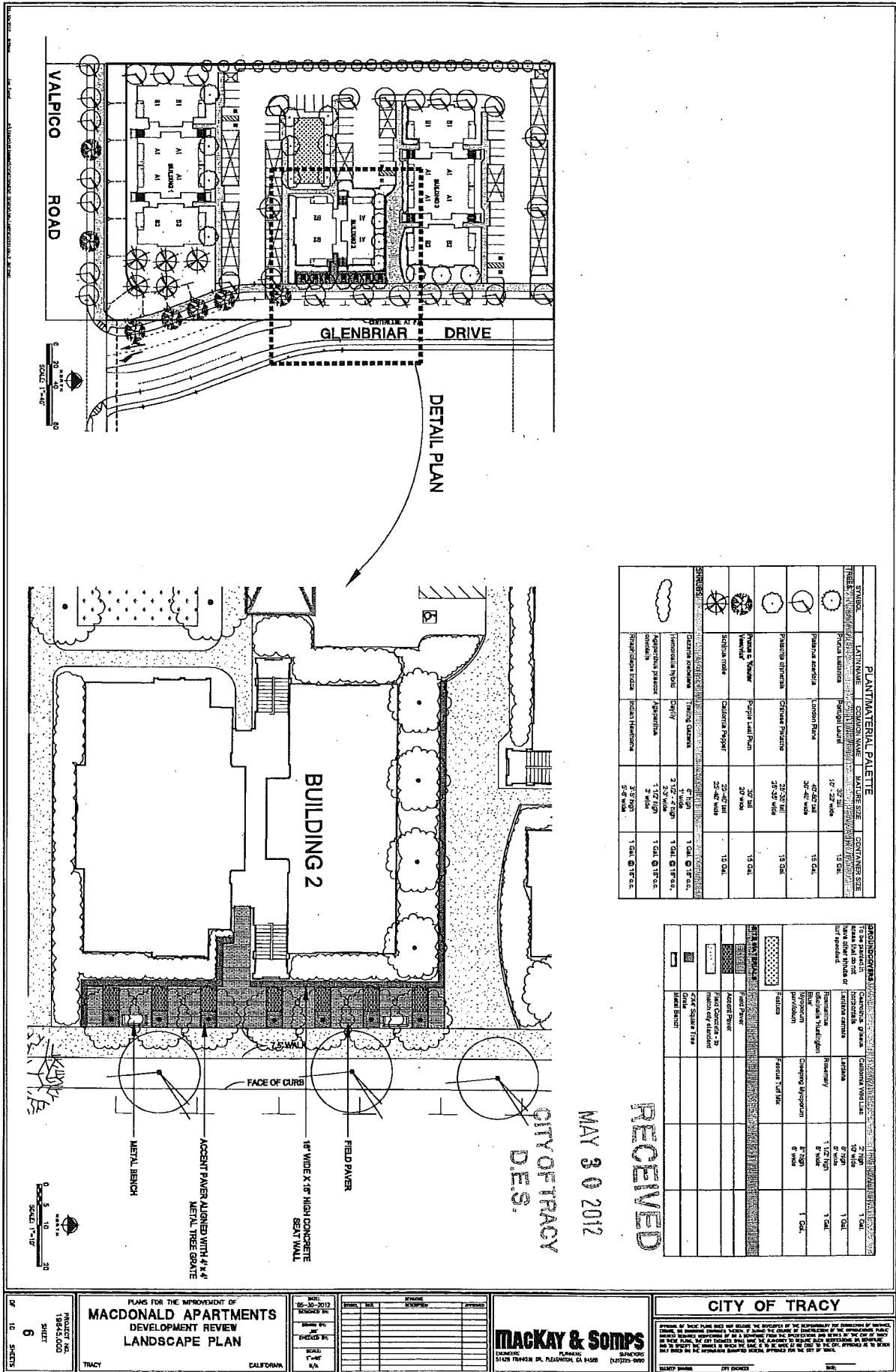
<p>PLANS FOR THE IMPROVEMENT OF MACDONALD APARTMENTS DEVELOPMENT REVIEW BUILDING FLOOR PLANS 24- PLEX BUILDING CALIFORNIA</p>	<p>DATE: 05-29-2012 PROJECT NO: 13945.000 SHEET: 7</p>	<p>DESIGNED BY: [Blank] CHECKED BY: [Blank] SCALE: 3/8" = 1'-0"</p>	<p>PROJECT NO: 13945.000 SHEET: 7</p>	<p>Tobinsky Crews Architects 1000 N. G Street Tracy, CA 95376 Tel: 209.944.1100</p>	<p>CITY OF TRACY</p> <p><small>Approval of these plans does not constitute an endorsement or certification of accuracy, quality, or compliance with applicable laws, codes, or standards. The City of Tracy is not responsible for any errors or omissions in these plans. The City of Tracy is not responsible for any damages, including consequential damages, arising from the use of these plans. The City of Tracy is not responsible for any claims, including consequential claims, arising from the use of these plans. The City of Tracy is not responsible for any claims, including consequential claims, arising from the use of these plans.</small></p>
	<p>PROJECT NO: 13945.000 SHEET: 7</p>				



12-PLEX BUILDING PLAN

RECEIVED
MAY 30 2012
CITY OF TRACY
D.E.S.

PROJECT NO. 18843.000 SHEET 9 OF 10 SHEETS	PLANS FOR THE IMPROVEMENT OF MACDONALD APARTMENTS DEVELOPMENT REVIEW BUILDING FLOOR PLANS 12 - PLEX BUILDING TRACY CALIFORNIA	DATE 05-30-2012 BY CHECKED BY DESIGNED BY DRAWN BY IN CHARGE	REVISIONS <table border="1"> <thead> <tr> <th>NO.</th> <th>DATE</th> <th>DESCRIPTION</th> <th>APPROVED</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>	NO.	DATE	DESCRIPTION	APPROVED													Toblesky Green Architects 2745 14th St. Tracy, CA 95376 (209) 391-1100 www.tgarchitects.com	CITY OF TRACY <small>OFFICE OF THE CITY ENGINEER 1000 J STREET, TRACY, CA 95376 (209) 391-1100 www.cityoftracy.org</small>
		NO.	DATE	DESCRIPTION	APPROVED																
CHECKED BY DATE	CITY ENGINEER DATE	SPECIAL PERMITS DATE																			



SYMBOL	PLANT MATERIAL PALETTE	LATIN NAME	COMMON NAME	SCALE SIZE	CONTAINER SIZE
	Prunella laetevirens	Prunella laetevirens	12" - 24" wide	12 GAL.	
	Prunella laetevirens	Prunella laetevirens	12" - 24" wide	12 GAL.	
	Prunella laetevirens	Prunella laetevirens	12" - 24" wide	12 GAL.	
	Prunella laetevirens	Prunella laetevirens	12" - 24" wide	12 GAL.	
	Prunella laetevirens	Prunella laetevirens	12" - 24" wide	12 GAL.	
	Prunella laetevirens	Prunella laetevirens	12" - 24" wide	12 GAL.	
	Prunella laetevirens	Prunella laetevirens	12" - 24" wide	12 GAL.	
	Prunella laetevirens	Prunella laetevirens	12" - 24" wide	12 GAL.	
	Prunella laetevirens	Prunella laetevirens	12" - 24" wide	12 GAL.	
	Prunella laetevirens	Prunella laetevirens	12" - 24" wide	12 GAL.	

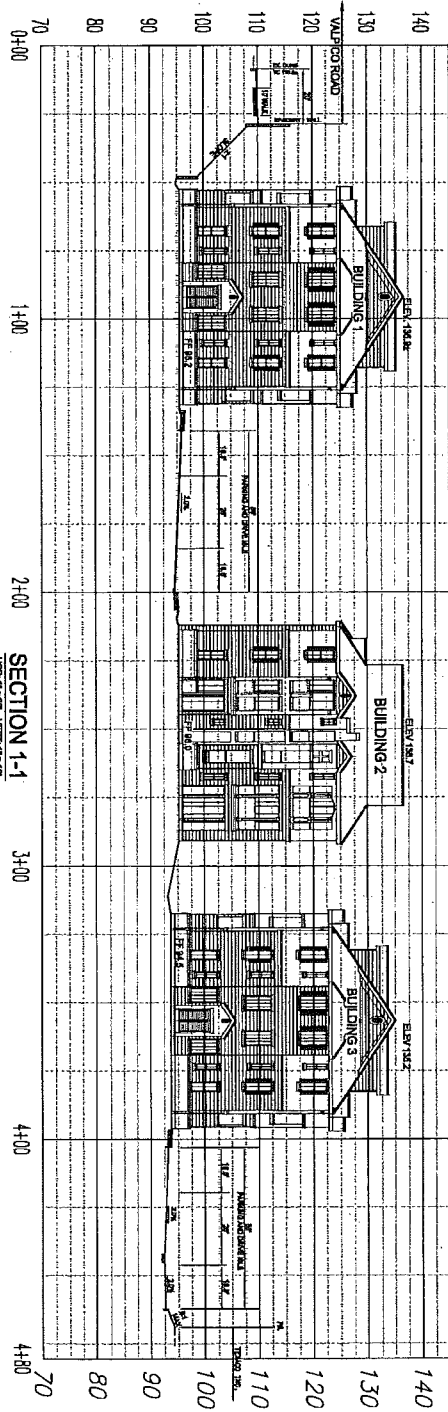
SYMBOL	PLANT MATERIAL PALETTE	LATIN NAME	COMMON NAME	SCALE SIZE	CONTAINER SIZE
	Prunella laetevirens	Prunella laetevirens	12" - 24" wide	12 GAL.	
	Prunella laetevirens	Prunella laetevirens	12" - 24" wide	12 GAL.	
	Prunella laetevirens	Prunella laetevirens	12" - 24" wide	12 GAL.	
	Prunella laetevirens	Prunella laetevirens	12" - 24" wide	12 GAL.	
	Prunella laetevirens	Prunella laetevirens	12" - 24" wide	12 GAL.	
	Prunella laetevirens	Prunella laetevirens	12" - 24" wide	12 GAL.	
	Prunella laetevirens	Prunella laetevirens	12" - 24" wide	12 GAL.	
	Prunella laetevirens	Prunella laetevirens	12" - 24" wide	12 GAL.	
	Prunella laetevirens	Prunella laetevirens	12" - 24" wide	12 GAL.	
	Prunella laetevirens	Prunella laetevirens	12" - 24" wide	12 GAL.	

MAY 30 2012

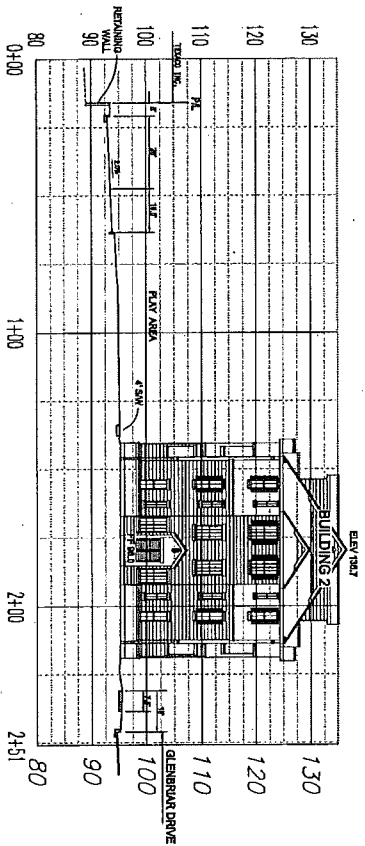
RECEIVED

CITY OF TRACY
D.E.S.

PROJECT NO. 13853.000 SHEET 6 OF 10 SHEETS	PLANS FOR THE IMPROVEMENT OF MACDONALD APARTMENTS DEVELOPMENT REVIEW LANDSCAPE PLAN	DATE 05/23/2012 DRAWN BY CHECKED BY SCALE 1" = 10' 1/4" = 10'	REVISIONS NO. DATE DESCRIPTION APPROVED	Mackay & Somp LANDSCAPE ARCHITECTS 5108 TRAVELER PL., PLEASANTON, CA 94588 (925) 462-2000	CITY OF TRACY OFFICE OF THE CITY ENGINEER 100 N. G STREET, TRACY, CA 95376 (209) 947-3000



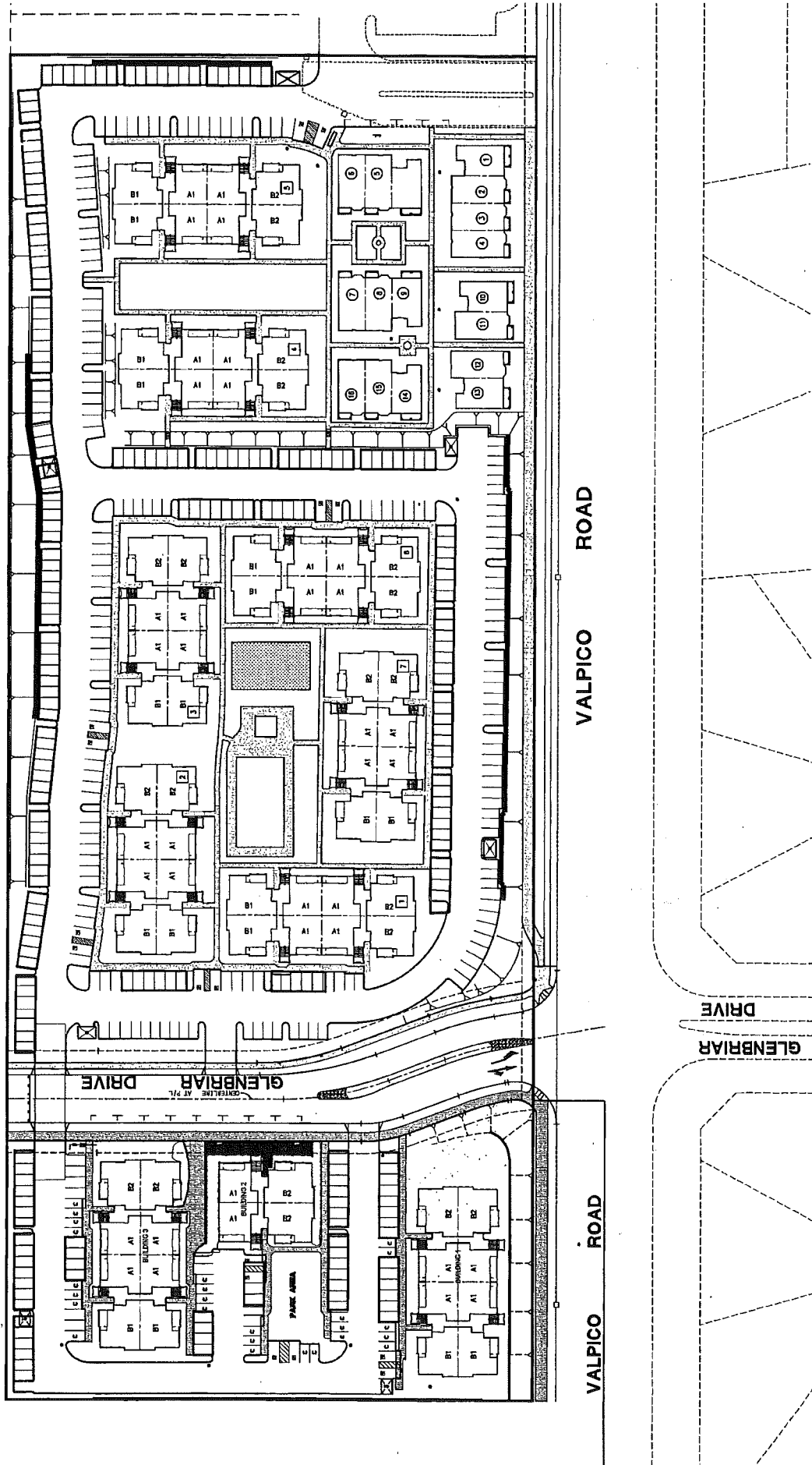
SECTION 1-1
 HORIZ. 1" = 20' VERT. 1" = 1'-0"
 SEE SHEET A FOR CROSS SECTION LOCATION



SECTION 2-2
 HORIZ. 1" = 20' VERT. 1" = 1'-0"
 SEE SHEET A FOR CROSS SECTION LOCATION

RECEIVED
 MAY 30 2012
 CITY OF TRACY
 D.E.S.

PROJECT NO. 19645.000 SHEET 5 OF 10 SHEETS		DATE 05-23-2012 DRAWN BY CHECKED BY PROJECT NO. 19645.000 SHEET 5 OF 10 SHEETS		REVISIONS NO. DATE DESCRIPTION APPROVED		CITY OF TRACY PROJECT NO. 19645.000 SHEET 5 OF 10 SHEETS	
PLAN FOR THE IMPROVEMENT OF MACDONALD APARTMENTS DEVELOPMENT REVIEW CROSS SECTIONS CALIFORNIA				MACKEY & SOMPS ENGINEERS 5108 FRANKLIN DR., PLEASANTON, CA 94566 (925) 252-2200		APPROVAL OF THIS PLAN SHALL BE SUBJECT TO THE APPROVAL OF THE SUPERVISOR AND COMMISSIONERS OF METROPOLITAN WATER DISTRICT OF CALIFORNIA. THIS PLAN IS NOT TO BE CONSIDERED AS A GUARANTEE OF THE CITY OF TRACY. THE CITY OF TRACY SHALL NOT BE RESPONSIBLE FOR ANY DAMAGES OR LOSSES OF ANY KIND OR NATURE, INCLUDING REASONABLE ATTORNEY'S FEES, ARISING FROM THE PROVISIONS AND TERMS OF THIS PLAN. THE CITY OF TRACY SHALL NOT BE RESPONSIBLE FOR ANY DAMAGES OR LOSSES OF ANY KIND OR NATURE, INCLUDING REASONABLE ATTORNEY'S FEES, ARISING FROM THE PROVISIONS AND TERMS OF THIS PLAN. THE CITY OF TRACY SHALL NOT BE RESPONSIBLE FOR ANY DAMAGES OR LOSSES OF ANY KIND OR NATURE, INCLUDING REASONABLE ATTORNEY'S FEES, ARISING FROM THE PROVISIONS AND TERMS OF THIS PLAN.	



Attachment I

A complete copy of this study can be obtained at the City of Tracy Development Services Department, City Hall.

Tracy Parking Study

June 2012

RECEIVED

JUN 22 2012

CITY OF TRACY
D.E.S.

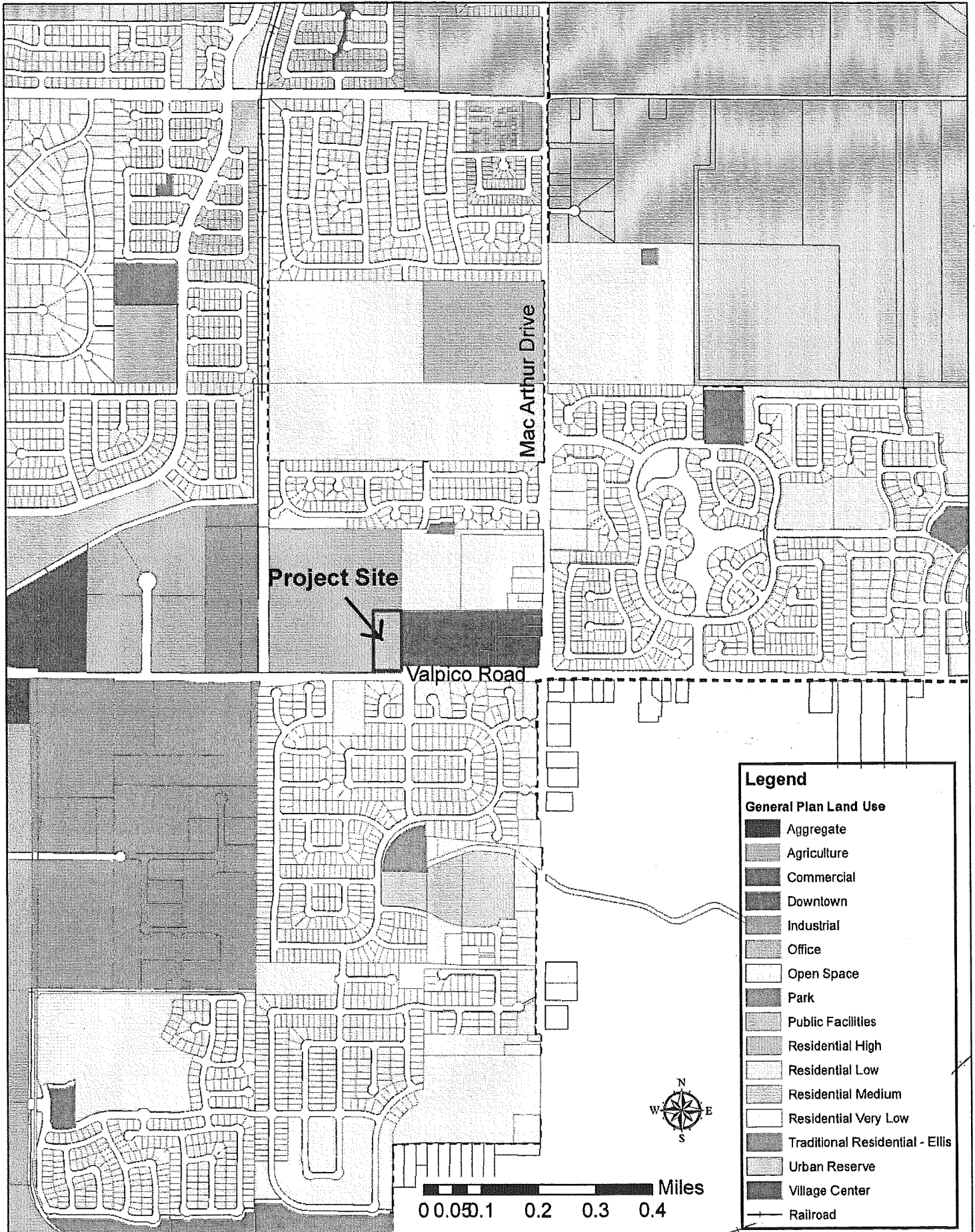
**Prepared by:
Peter MacDonald
M.S. Urban Planning**

**400 Main Street, Ste. 210
Pleasanton, CA 94566**

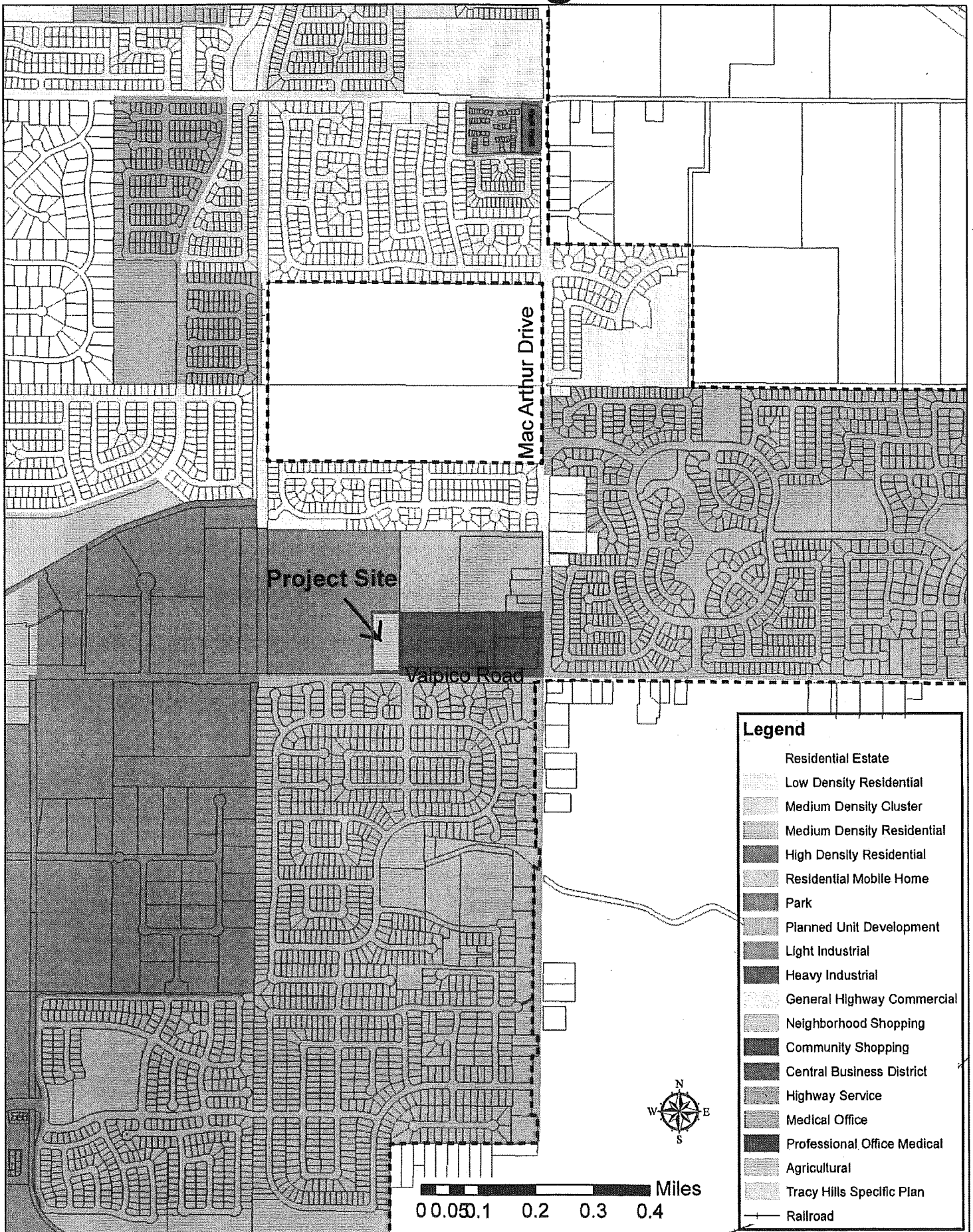
**Phone: 925-462-0191
Email: pmacdonald@macdonaldlaw.net**

General Plan

Attachment J



Zoning



ORDINANCE _____

AMENDING THE ZONING MAP OF THE CITY OF TRACY BY RECLASSIFYING PROPERTY
LOCATED AT THE NORTHWEST CORNER OF VALPICO ROAD AND GLENBRIAR DRIVE
APPLICATION NUMBER R12-0002

The City Council of the City of Tracy does ordain as follows:

SECTION 1: The Zoning Map of the City of Tracy is hereby amended to reclassify the following property from Medium Density Residential to High Density Residential:

Approximately 2.87 acres located at the northwest corner of Valpico Road and Glenbriar Drive, 2605 S. MacArthur Drive, Assessor's Parcel Number 246-140-12 and adjacent public rights-of-way to center line of street.

SECTION 2: This Ordinance shall take effect thirty (30) days after its final passage and adoption.

SECTION 3: This Ordinance shall be published once in a newspaper of general circulation within fifteen (15) days from and after its final passage and adoption.

The foregoing Ordinance _____ was introduced at a regular meeting of the Tracy City Council held on the 18th day of December, 2012, and finally passed and adopted by said Council at its regular meeting on the ____ day of January 2013, by the following vote:

- AYES: COUNCIL MEMBERS:
- NOES: COUNCIL MEMBERS:
- ABSENT: COUNCIL MEMBERS:
- ABSTAIN: COUNCIL MEMBERS:

Mayor

ATTEST:

City Clerk

ORDINANCE _____

AN ORDINANCE ADDING SECTION 10.08.3470(e) TO THE TRACY MUNICIPAL CODE REGARDING OFF-STREET PARKING SPACE REDUCTION

WHEREAS, This Tracy Municipal Code Amendment is designed to implement City of Tracy Sustainability Action Plan Measure T-2, Reduced Parking Requirement, which states, in part: "Amend the Zoning Ordinance to allow a reduction in parking requirements under the following circumstances: Actual demand lower than as required in code as demonstrated by a parking study";

NOW, THEREFORE, The City Council hereby ordains as follows:

SECTION 1: Section 10.08.3470, Exceptions, of the Tracy Municipal Code, is amended by adding the following:

"Section 10.08.3470 Exceptions

...
(e) Off-Street Parking Space Reduction. The number of off-street parking spaces required in Section 10.08.3480 may be reduced by up to 20 percent if the owner of the property submits a parking study documenting that such off-street parking spaces will not be necessary to mitigate parking demands for a use or project. The parking study shall contain surveys or documented parking demand for similar uses or other written documentation to the satisfaction of the Development Services Director. The determination regarding an off-street parking space reduction shall be made by the Development Services Director, unless the permit or approval for the project or use must otherwise receive Planning Commission or City Council approval, in which case the off-street parking space reduction determination shall be made by the Planning Commission or City Council, whichever has review authority for the project or use. In making a determination regarding an off-street parking space reduction, the Director, Commission, or Council shall take into account the following: the parking study; the availability of nearby on- or off-street parking; accessibility to nearby public transit; the City site planning design goals; and other relevant information.

SECTION 2: This Ordinance shall take effect thirty (30) days after its final passage and adoption.

SECTION 3: This Ordinance shall be published once in a newspaper of general circulation within fifteen (15) days from and after its final passage and adoption.

Ordinance _____

Page 2

The foregoing Ordinance _____ was introduced at a regular meeting of the Tracy City Council held on the 18th day of December, 2012, and finally passed and adopted by said Council at its regular meeting on the _____ day of January 2013, by the following vote:

AYES: COUNCIL MEMBERS:

NOES: COUNCIL MEMBERS:

ABSENT: COUNCIL MEMBERS:

ABSTAIN: COUNCIL MEMBERS:

Mayor

ATTEST:

City Clerk

RESOLUTION 2012-_____

APPROVING A DEVELOPMENT REVIEW APPLICATION (D12-0006)
AND DETERMINATION REGARDING OFF-STREET PARKING SPACE REDUCTION
FOR THE MACDONALD APARTMENTS LOCATED ON APPROXIMATELY 2.87 ACRES
AT THE NORTHWEST CORNER OF VALPICO ROAD AND GLENBRIAR DRIVE,
2605 S. MACARTHUR DRIVE, ASSESSOR'S PARCEL NUMBERS 214-140-12

WHEREAS, The Project includes appropriate buildings and site design in that the site is adjacent to the west to a vacant site, also designated Residential High by the City's General Plan which will help ensure land use compatibility; although a commercial shopping center has been approved for the vacant site adjacent to the east, a multi-family project is now proposed on that site, either of which provides for land use compatibility with the Project; the grade of the site is significantly lower than the Valpico Road and nearby residential neighborhood grades which will reduce visual effects of the Project; the site is located less than one mile from two existing consumer-oriented commercial sites which will provide shopping and retail services for residents of the Project; the existing nearby commercial establishments will benefit from new, nearby, additional residences which will provide potential customers for the existing businesses, and

WHEREAS, The Project will have access onto Valpico Road directly from the newly extended Glenbriar Drive so that the Project's automobile traffic is not required to travel through any existing residential neighborhoods for access, and

WHEREAS, The Project is consistent with the City's Design Goals and Standards, including its variety of housing types, compared with nearby single-family detached housing, to provide increased diversity and visual interest in the City's residential development, and

WHEREAS, The Project represents an infill site, promotes a compact development pattern, minimizes consumption of open space lands and resources, and provides for high-density housing opportunities which assist the City in achieving housing goals established in the City's General Plan Housing Element, and

WHEREAS, The property owner conducted a parking study including a survey of parking demand of existing apartment complexes in Tracy, a comparison of parking requirements of other cities, and an analysis of projected parking demand for the Project, and

WHEREAS, Based on the owner's parking study, the number of one-bedroom units in the Project, the availability of adjacent on-street parking, and the proximity of public transportation, 99 off-street parking spaces will be sufficient to mitigate parking demands of the Project, and

WHEREAS, On November 14, 2012, the Tracy Planning Commission recommended that the City Council approve the Project, and

WHEREAS, On December 18, 2012, the Tracy City Council conducted a public hearing to review the Project;

NOW, THEREFORE, BE IT RESOLVED, That the Tracy City Council approves Development Review Application Number D12-0006 for the MacDonald Apartment Project subject to conditions contained in Exhibit 1 and determines that 99 off-street parking spaces is sufficient to mitigate off-street parking demands of the Project.

The foregoing Resolution 2012-____ was passed and adopted by the Tracy City Council on the 18th day of December 2012, by the following vote:

AYES: COUNCIL MEMBERS:

NOES: COUNCIL MEMBERS:

ABSENT: COUNCIL MEMBERS:

ABSTAIN: COUNCIL MEMBERS:

Mayor

ATTEST:

City Clerk

**Conditions of Approval for MacDonald Apartments
Application Number D12-0006
December 12, 2012**

These Conditions of Approval shall apply to the real property described as the MacDonald Apartments Project; proposed 60 multi-family residential units on approximately 2.87 acres located on the north side of Valpico Road, adjacent to and west of Glenbriar Drive, 2605 S. MacArthur Drive, Assessor's Parcel Number 246-140-12; Application Number D12-0006.

A. The following definitions shall apply to these Conditions of Approval:

1. "Applicant" means any person, or other legal entity, defined as a "Developer".
2. "City Engineer" means the City Engineer of the City of Tracy, or any other duly licensed engineer designated by the City Manager, or the Development Services Director, or the City Engineer to perform the duties set forth herein.
3. "City Regulations" means all written laws, rules, and policies established by the City, including those set forth in the City of Tracy General Plan, the Tracy Municipal Code, ordinances, resolutions, policies, procedures, and the City's Design Documents (including the Standard Plans, Standard Specifications, Design Standards, and relevant Public Facility Master Plans).
4. "Conditions of Approval" shall mean the conditions of approval applicable to the MacDonald Apartments Project, proposed 60 multi-family residential units on approximately 2.87 acres located on the north side of Valpico Road, adjacent to and west of Glenbriar Drive, 2605 S. MacArthur Drive, Assessor's Parcel Number 246-140-12, Application Number D12-0006. The Conditions of Approval shall specifically include all Development Services Department conditions, including Planning Division and Engineering Division conditions set forth herein.
5. "Development Services Director" means the Development Services Director of the City of Tracy, or any other person designated by the City Manager or the Development Services Director to perform the duties set forth herein.
6. "Project" means the real property consisting of approximately 2.87 acres located on the north side of Valpico Road, adjacent to and west of Glenbriar Drive, 2605 S. MacArthur Drive, Assessor's Parcel Number 246-140-12, Application Number D12-0006.
7. "Property" means the real property generally located on the north side of Valpico Road, adjacent to and west of Glenbriar Drive, 2605 S. MacArthur Drive, Assessor's Parcel Number 246-140-12.
8. "Subdivider" means any person, or other legal entity, who applies to the City to divide or cause to be divided real property within the Project boundaries, or who applies to the City to develop or improve any portion of the real property within the Project boundaries. "Subdivider" also means Developer. The term "Developer" shall include all successors in interest.

9. Adjacent HDR Project means the 189-unit apartment project to be located at the northeast corner of Valpico Road and Glenbriar Drive.

B. Planning Division Conditions of Approval:

1. The Developer shall comply with all laws (federal, state, and local) related to the development of real property within the Project, including, but not limited to: the Planning and Zoning Law (Government Code sections 65000, et seq.), the Subdivision Map Act (Government Code sections 66410, et seq.), the California Environmental Quality Act (Public Resources Code sections 21000, et seq., "CEQA"), and the Guidelines for California Environmental Quality Act (California Administrative Code, title 14, sections 15000, et seq., "CEQA Guidelines").
2. Unless specifically modified by these Conditions of Approval, the Project shall comply with all City Regulations.
3. Unless specifically modified by these Conditions of Approval, the Developer shall comply with all mitigation measures identified in the General Plan Environmental Impact Report, dated February 1, 2011.
4. Pursuant to Government Code section 66020, including section 66020(d)(1), the City HEREBY NOTIFIES the Developer that the 90-day approval period (in which the Developer may protest the imposition of any fees, dedications, reservations, or other exactions imposed on this Project by these Conditions of Approval) has begun on the date of the conditional approval of this Project. If the Developer fails to file a protest within this 90-day period, complying with all of the requirements of Government Code section 66020, the Developer will be legally barred from later challenging any such fees, dedications, reservations or other exactions.
5. Except as otherwise modified herein, all construction shall be consistent with the plans received by the Development and Engineering Services Department on May 30, 2012 and as modified by plans submitted on September 5, 2012.
6. Prior to the issuance of a building permit, the applicant shall provide a detailed landscape and irrigation plan consistent with City landscape and irrigation standards, including, but not limited to Tracy Municipal Code Section 10.08.3560, the City's Design Goals and Standards, and the applicable Department of Water Resources Model Efficient Landscape Ordinance on private property, and the Parks and Parkways Design Manual for public property, to the satisfaction of the Development Services Director. Said landscape plans shall include documentation which demonstrates there is no less than 20 percent of the parking area in landscaping, and 40 percent canopy tree coverage at tree maturity in accordance with City Regulations. Newly planted, on-site trees shall be a minimum size of 24-inch box and shrubs shall be a minimum size of five gallons.
7. Where landscape planters are parallel and adjacent to vehicular parking spaces, the planter areas shall incorporate a 12-inch wide concrete curb along their perimeter that is

adjacent to the parking space in order to allow access to vehicles without stepping into landscape planters.

8. Prior to the issuance of a building permit, an Agreement for Maintenance of Landscape and Irrigation Improvements shall be executed and financial security submitted to the Development Services Department. The Agreement shall ensure maintenance of the on-site landscape and irrigation improvements for a period of two years. Said security shall be equal to the actual material and labor costs for installation of the on-site landscape and irrigation improvements, or \$2.50 per square foot of on-site landscape area.
9. No roof mounted equipment, including, but not limited to, HVAC units, vents, fans, antennas, sky lights and dishes whether proposed as part of this application, potential future equipment, or any portion thereof, shall be visible from Valpico Road, Glenbriar Drive, or any other public right-of-way. All roof-mounted equipment shall be contained within the roof well or screened from view from the public rights-of-way by the roof of the building, to the satisfaction of the Development Services Director.
10. All vents, gutters, downspouts, flashing, electrical conduit, and other wall-mounted or building-attached utilities shall be painted to match the color of the adjacent surface or otherwise designed in harmony with the building exterior to the satisfaction of the Development Services Director.
11. Prior to final inspection or certificate of occupancy, on-site circulation signs shall be installed to the satisfaction of the Development Services Director.
12. Prior to final inspection or certificate of occupancy, all exterior and parking area lighting shall be directed downward or shielded, to prevent glare or spray of light into the public rights-of-way or nearby residential property, to the satisfaction of the Development Services Director.
13. Prior to the issuance of a building permit, bicycle parking spaces shall be provided in accordance with Tracy Municipal Code Section 10.08.3510 to the satisfaction of the Development Services Director.
14. All PG&E transformers, phone company boxes, Fire Department connections, backflow preventers, irrigation controllers, and other on-site utilities, shall be vaulted or screened from view from any public right-of-way, behind structures or landscaping, to the satisfaction of the Development Services Director.
15. No signs are approved as a part of this development application. Prior to the installation of any signs, the applicant shall submit a sign permit application and receive approval from the Development Services Director in accordance with City Regulations.
16. Prior to the issuance of a building permit, the Developer shall submit detailed trash and recycling enclosure plans which include the following, to the satisfaction of the Development Services Director: the walls shall be of masonry construction, at least eight feet in height, include solid metal doors, a solid roof, and an interior perimeter concrete

- curb. The enclosures shall include exterior color and material consistent with the adjacent building exterior.
17. Prior to the issuance of a building permit, the developer shall design a recycling program consistent with State Assembly Bill 341, to the satisfaction of the Public Works Director. The program shall include enclosures with adequate space for both refuse and recycling and shall be incorporated with the trash and recycling enclosures described in Planning Division Condition of Approval Number 17, above. Each enclosure shall have signs that clearly indicate refuse and recycling locations as well as prohibition of scavenging. The program shall include recycling options or elements at the pool area and other common areas for the tenants.
 18. Because the project is located within Tracy Municipal Airports' Airport Influence Area, prior to the issuance of a building permit, and thereafter as applicable, the developer shall comply with the following San Joaquin County Council of Government's (COG) 2009 Airport Land Use Compatibility Plan conditions, to the satisfaction of San Joaquin County COG:
 - a. New land uses that may cause visual, electronic, or increased bird strike hazards to aircraft in flight shall not be permitted within any airport's influence area. Specific characteristics to be avoided include the following:
 - i. Glare or distracting lights which could be mistaken for airport lights. Reflective materials are not permitted to be used in structures or signs (excluding traffic directing signs).
 - ii. Sources of dust, steam, or smoke which may impair pilot visibility.
 - iii. Sources of electrical interference with aircraft communications or navigation. No transmissions which would interfere with aircraft radio communications or navigational signals are permitted.
 - iv. Any proposed use that creates an increased attraction for large flocks of birds.
 19. Occupied structures must be soundproofed to reduce interior noise to 45dB according to State Guidelines.
 20. A deed notice shall be recorded with the San Joaquin County Recorder regarding potential noise inconvenience, annoyance, or discomfort resulting from the nearby Tracy Municipal Airport.
 21. Prior to the issuance of a building permit, the developer shall document compliance with the City of Tracy Manual of Stormwater Quality Control Standards for New Development and Redevelopment (Manual) to the satisfaction of the Public Works Director, which includes the requirement for Site Design Control Measures, Source Control Measures and Treatment Control Measures under the guidelines in a project Stormwater Quality Control Plan (SWQCP). Compliance with the Manual includes, but is not limited to, addressing outdoor storage areas, loading and unloading areas, trash enclosures,

parking areas, any wash areas and maintenance areas. The SWQCP must conform to the content and format requirements indicated in Appendix D of the Manual and must be approved by the Public Works Director prior to issuance of grading or building permits.

22. The project shall comply with all applicable provisions of the San Joaquin County Multi-Species Habitat Conservation and Open Space Plan, including Incidental Take Minimization Measures applicable at the time of permit and a pre-construction survey prior to ground disturbance, to the satisfaction of San Joaquin Council of Governments.
23. The developer shall design the carports in substantial conformance with the "Accessory Buildings" design received by the Development and Engineering Services Department on September 27, 2012.
24. The developer shall design and construct all buildings with fire sprinklers in accordance with City Regulations.
25. Prior to the issuance of a building permit, the developer shall annex the property to the Tracy Consolidated Landscape Maintenance District to the satisfaction of the Public Works Director, deposit a first year's assessment equivalent to the Maintenance District's first 12 months of estimated costs as determined by the Public Works Director, and shall pay all processing fees associated with annexation to the District.
26. Prior to the issuance of a building permit, the developer shall specify the design of the "Park Area" located adjacent to and west of Building 2, including its landscaping, furniture, recreational equipment, or other improvements consistent with City standards to the satisfaction of the Development Services Director.
27. Prior to issuance of a building permit, the developer shall demonstrate to the Development Services Director, compliance with San Joaquin Valley Air Pollution Control District Rule 9510 (Indirect Source Review), including payment of all applicable fees, to the satisfaction of the Air Pollution Control District.
28. The masonry wall along Valpico Road shall have exterior color and material consistent with the nearby City masonry walls along Valpico Road. Prior to the issuance of a building permit, the developer shall demonstrate the design of the wall to the satisfaction of the Development Services Director.
29. The Development Review approval shall not become effective until and unless the City Council amends the Tracy Zoning Regulations to add the Off-Street Parking Space Reduction, Tracy Municipal Code Section 10.08.3470(e) proposed with the Project. Without this amendment to the Tracy Municipal Code or other City Council action to obtain relief from the number of required off-street parking spaces, the Project shall be designed to meet the City's off-street parking requirements.

C. Engineering Division Conditions of Approval

1. Conditions of Approval Prior to Approval of Grading and Encroachment Permit Applications: No application for grading permit and encroachment permit within the Project boundaries will be accepted by the City as complete until the Developer provides

all documents required by City Regulations and these Conditions of Approval, to the satisfaction of the City Engineer, including, but not limited to, the following:

- a. The Developer has completed all requirements set forth in this section.
- b. The Developer has obtained the approval of all other public agencies with jurisdiction over the required public facilities.
- c. Execution of all agreements, posting of all improvement security, and providing documentation of insurance, as required by these Conditions of Approval.
- d. The Grading and Improvement Plans prepared in accordance with the Subdivision Ordinance and the City Design Documents. The improvement plans for all improvements (on-site and off-site) required to serve the development project in accordance with the Subdivision Ordinance, the City Design Documents, and these Conditions of Approval. The improvement plans shall be prepared to specifically include, but not be limited to, the following items:
 - i. All existing and proposed utilities.
 - ii. All supporting calculations, specifications, cost estimate, and reports related to the design of streets and utilities improvements.
 - iii. Method of disposing storm water in the interim and ultimate conditions, the Project's on-site drainage connections to City's storm drainage system as approved by the City Engineer. Improvement Plans of the temporary off-site storm drainage retention basin or other means as approved by the City Engineer, percolation report and storm drainage calculations for the sizing of the basin.
 - iv. Improvement Plans prepared on 24" x 36" size polyester film (mylar) with the City Engineer and Fire Marshall approval and signature blocks. Improvement Plans shall be prepared under the supervision of, and stamped and signed by a Registered Civil, Traffic, Electrical, Mechanical Engineer, and Registered Landscape Architect for the relevant work.
 - v. Grading and Drainage Plan in accordance with the requirements of Tracy Municipal Code, Subdivision Ordinance and City Regulations. Grading and Drainage Plans to be submitted in 24" x 36" size polyester film (mylar).
 - vi. Documentation or letter from respective owner(s) of private utilities, as required in Condition C-4(a), below.
 - vii. Joint Trench Plans and Composite Utility Plans for the installation of dry utilities such as electric, gas, TV cable and others that will be located within the 10 feet wide Public Utility Easement or to be installed to serve the Project or for the conversion of aerial lines to underground facilities, as required Condition C-4(b), below.

- e. Two (2) copies of the Project's Geo-technical /Soils Report prepared by Geo-technical Engineer and a copy of recorded slope easements (if applicable), as required in Condition C-5(a), below.
- f. Three (3) sets of the Project's Storm Water Pollution Prevention Plan (SWPPP), Best Management Practices (BMPs) and a copy of the Notice of Intent (NOI) with the State-issued Wastewater Discharge Identification number, as required in Condition C-5(c), below.
- g. Copy of the improvement plans and structural calculations for all on-site retaining walls, signed and stamped by the Design Engineer and approved by the City's Building Division, as required in Condition C-5(d), below.
- h. A construction cost estimate for all required public facilities, prepared in accordance with City Regulations. In calculating the total cost of public improvements, add 15% construction contingencies.
- i. Payment of applicable fees required by these Conditions of Approval and City Regulation including plan checking, grading and encroachment permit processing, construction inspection, testing, and agreement processing fees.
- j. Signed and notarized Deferred Improvement Agreement including improvement security(s) in the amounts approved by the City Engineer and form approved by the City Attorney including all the necessary attachments to the agreement, as required in Condition C-7(b), below.
- k. Memorandum issued by the City's storm drainage consultant confirming the invert elevation of the outlet pipe at the Project's permanent storm drainage connection point, as required in Condition C-7(d), below.
- l. Tracy's Fire Marshall's signature on the Improvement Plans indicating their approval of the location and construction detail of the fire service connection and the location and spacing of fire hydrants that are required to be installed to serve the Project, as required in Condition C-9(d), below.
- m. Signed and notarized Offsite Improvement Agreement with the fully executed improvement security for faithful performance, labor and materials, and warranty, for the construction of Valpico Road Frontage Improvements, as required in Condition C-1(c), above and Condition C-6(b), below.
- n. Signed and notarized Sanitary Sewer Maintenance Agreement (SSMA), for the private sewer line crossing on Glenbriar Drive, as required in Condition C-8(b), below. The City will prepare and complete the final agreement, before the completion of the plan review process. The SSMA and the Grant of Permanent Sanitary Sewer Easement will require City Council approval.
- o. Signed and notarized Grant of Easement with the legal description and plat map that describes the location of the 10-foot wide PUE on Valpico Road and

Glenbriar Drive, for the installation, use, repair, and maintenance of public utilities such as electric, gas, TV cable, telephone and other utilities and for the conversion of the existing aerial utilities into underground facility, as required in Conditions C-4(b &c), below.

2. Conditions of Approval Prior to Approval of Building Permit. No building permit within the Project boundaries will be approved by the City until the Developer demonstrates, to the satisfaction of the City Engineer, compliance with all required Conditions of Approval, including, but not limited to, the following:
 - a. The Developer has completed all requirements set forth in Condition C-1, above.
 - b. Payment of all applicable and adopted Infill development impact fees required by these Conditions of Approval and City Regulations, that are in effect at the time of issuance of the building permit. The Infill development impact fees described above will include the storm drainage impact fee update discussed in Condition C-7(e), below
 - c. Documentation evidencing that the Property has been annexed to an existing Landscape Maintenance District (LMD), as required in Condition C-10(c), below.
 - d. In-lieu payment in the amount of \$7,000.00, for the Project's estimated share of cost of the re-striping on Valpico Road as required in the Tiburon Village Traffic Impact Study, Final Report dated February 6, 2004 (Traffic Study). Refer to Table I of the recommended Mitigation Measures in the Traffic Study.

3. Conditions of Approval Prior to Certificate of Occupancy or Final Building Inspection. No certificate of occupancy within the Project boundaries will be approved by the City or final building inspection will be performed until the Developer provides documentation which demonstrates, to the satisfaction of the City Engineer, that:
 - a. The Developer has completed all requirements set forth in Condition C-2, above and this section.
 - b. The Developer has completed construction of all public facilities required to serve the building for which a certificate of occupancy is requested. Unless specifically provided in these Conditions of Approval, or some other City Regulation, the Developer shall take all actions necessary to construct all public facilities required to serve the Project, and the Developer shall bear all costs related to construction of the public facilities (including all costs of design, construction, construction management, plan check, inspection, land acquisition, program implementation, and contingency).
 - c. Signed and notarized Grant Deed with the legal description and plat map that describes the area to be dedicated to the City, for the construction of Glenbriar Drive Improvements, as required in Conditions C-6(a), C-6(b) and C-6(e), below.
 - d. Signed and notarized Grant of Public Access Easement with the legal description and plat map that describes the portion of the Property to be used for vehicle

turn-around maneuvering or access through the Property, as required in Condition C-6(g), below.

4. Undergrounding of Overhead Utilities:

- a. Prior to starting work, the Developer shall obtain written permission from the respective owner(s) of private utilities, for the installation of permanent surface improvements and structure over their underground facilities located within the 10-foot wide Public Utility Easement along Valpico Road. Prior to the issuance of the Grading Permit, the Developer must submit documentation evidencing that required permission has been granted to the Developer by the respective owner(s) of the private utilities.
- b. All private utility services such as electric, telephone and cable TV to the building must be installed underground, and to be installed at the location approved by the respective owner(s) of the utilities. The Developer shall submit improvement plans for the installation of electric, gas, telephone and TV cable lines that are necessary to serve the Project.
- c. The Developer shall dedicate a 10 feet wide Public Utility Easement along the Property frontages on Valpico Road and Glenbriar Drive, for the installation of private utilities described in Condition C-4(b), above. The Grant of Easement shall be filed for recording with the Office of the San Joaquin County Recorder prior to the issuance of the Grading Permit. The Developer is responsible for the cost of preparing the easement document and legal description and plat map.

5. Grading:

- a. A Grading Plan prepared by a Registered Civil Engineer and accompanied by Soils Engineering report shall be submitted to the City with the Grading and Storm Drainage Plans. The report shall provide recommendations regarding adequacy of sites to be developed by the proposed grading and also information relative to the stability of soils such as soil classification, percolation rate, soil bearing capacity and others. Slope easements shall be dedicated to the City where cuts or fills do not match existing ground or final grade adjacent to public right of way (up to a maximum grade differential of two feet only). Slope easements shall be recorded per City's requirements, prior to the issuance of the Grading Permit. The Developer shall be responsible to obtain and record slope easement(s) on private properties, where it is needed to protect private improvements constructed within and outside the Project, and a copy of the recorded easement document must be provided to the City prior to the issuance of the Grading Permit.
- b. All grading work (on-site and off-site) shall require a Grading Permit. Erosion control measures shall be implemented in accordance with Grading Plans approved by the City Engineer for all grading work not completed before October 15. Improvement Plans shall specify all erosion control methods to be employed and materials to be used.

- c. Prior to the issuance of the Grading Permit, the Developer shall submit three (3) sets of the Storm Water Pollution Prevention Plan (SWPPP) submitted to the State Water Quality Control Board (SWQCB) and any documentation or written approvals from the SWQCB including a copy of the Notice of Intent (NOI) with the state-issued Wastewater Discharge Identification number (WDID). After the completion of the Project, the Developer is responsible for filing the Notice of Termination (NOT) required by SWQCB, and shall provide the City, a copy of the completed Notice of Termination. Cost of preparing the SWPPP, NOI and NOT including the annual storm drainage fees and the filing fees of the NOI and NOT shall be paid by the Developer. The Developer shall comply with all the requirements of the SWPPP and applicable Best Management Practices (BMPs) and the Storm Water Regulations adopted by the City in 2008.

6. Street Improvements:

- a. The extension of Glenbriar Drive from Valpico Road to the Project's projected northern boundary will provide an opportunity for full vehicular access for the Project to and from Valpico Road. The streets and utilities improvements on this roadway extension will include but not limited to, installation of concrete curb, gutter, sidewalk, asphalt concrete pavement, handicap ramp, storm drain, catch basin or drop-inlet, landscaping and street trees with automatic irrigation system (Motorola), median curb, hand-placed grouted cobblestones, pavement signing and striping, barricade and guardrail, and intersection improvements on Glenbriar Drive /Valpico Road such as traffic signal pole and light, traffic detecting loops, traffic loops pull boxes, conduits and wires, audible pedestrian warning, electronic sign, and other improvements as determined by the City Engineer that are deemed to be necessary to have a safe and functional street improvements (Glenbriar Drive Improvements).

Glenbriar Drive Improvements shall include the installation of a 6 feet high chain link fence with plastic slats on the entire right-of-way width and along the northern terminus of Glenbriar Drive. The space between the barricade and guardrail and the chain link fence shall be paved. The final location and construction detail of the chain link fence and additional asphalt concrete paving shall be included on the improvement plans for City's review and approval. Cost of installing the chain link fence and additional asphalt concrete paving shall be the responsibility of the Developer.

- b. The Developer is also required to construct certain street and utilities improvements on Valpico Road which include but not limited to, concrete bike path, concrete sidewalk, handicap ramp, offsite water main upgrade and all the improvements described in Condition C-9(a), concrete curb and gutter, replacement of pavement marking and striping, traffic signs, landscaping improvements with automatic irrigation system (Motorola) and other improvements on Valpico Road as determined by the City Engineer (Valpico Road Frontage Improvements). The Developer shall contribute the Project's proportional share towards the design and installation of a bus shelter on Valpico Road at the location approved by the City, and the installation of associated improvements such as water service with hose bibb, garbage receptacle,

additional concrete paving, and removal and replacement of disturbed irrigation and landscaping improvements.

The Developer shall complete the construction of Glenbriar Drive Improvements prior to the issuance of the building permit for the first building to be constructed within the Property. Upon completion of Glenbriar Drive Improvements, Developer shall convey to the City the right-of-way for the Glenbriar Drive Improvements which City shall not accept until after satisfactory completion of those improvements to City's satisfaction, and other applicable standards and satisfactory completion of the final building inspection on the last building to be constructed on the Property.

Completion of Valpico Road Frontage Improvements is required, prior to the final building inspection of the first building to be constructed on the Property. To guarantee completion of Valpico Road Frontage Improvements, within the time specified above, the Developer will be required to execute an Offsite Improvement Agreement (OIA) with the City and post improvement security in the amounts approved by the City Engineer and form acceptable to the City Attorney, prior to the issuance of the Grading Permit. The OIA requires approval from the City Council. Upon completion of Valpico Road Frontage Improvements, Developer shall convey to the City the right-of-way for the Valpico Road Frontage Improvements which City shall not accept until after satisfactory completion of those improvements to City Engineer's satisfaction, and other applicable standards and satisfactory completion of the final building inspection on the last building to be constructed on the Property.

The Developer shall dedicate right-of-way estimated to be 60 feet from the existing right-of-way line of Valpico Road towards the Property along the entire frontage of the Property on Valpico Road, for the construction of Valpico Road Frontage Improvements. The Developer shall execute a Grant Deed to convey the land in fee title and submit legal description and plat map that describes the area to be dedicated, prior to the issuance of the Grading Permit. The cost of roadway dedication including the cost of preparing the legal description and plat map will be the sole responsibility of the Developer.

- c. Prior to the approval of the OIA, the Developer is required to submit Improvement Plans, Technical Specifications and Cost Estimates, prepared in a 24" x 36" size polyester film or known as mylar, signed and stamped by the Design Engineer, for City's approval and signature. All engineering calculations for the design of the improvements must be submitted. The Developer will be required to pay Engineering Review Fees which include plan checking, agreement and permit processing, testing, engineering inspection, and program management fees, estimated to be 11 to 13% of the cost of public improvements, prior to the approval of the OIA.
- d. All work to be performed and improvements to be constructed within City's right-of-way will require an Encroachment Permit from the City, prior to starting the work. The Developer or its authorized representative shall submit all documents that are required to process the Encroachment Permit including but not limited to,

approved Improvement Plans, Traffic Control Plan that is prepared by and signed and stamped by a Civil Engineer or Traffic Engineer registered to practice in the State of California, payment of Engineering Review Fees, copy of the Contractor's license, Contractor's Tracy business license, and certificate of insurance with the insurance coverage specified in the OIA and naming the City of Tracy as additional insured or as a certificate holder.

- e. The Developer will be required to offer to the City for dedication all lands that are required for extending Glenbriar Drive from Valpico Road to its northern terminus and the right-of-way for the proposed pedestrian and bike path improvements on Valpico Road. The Developer shall convey the lands described above to the City in fee title. The offer of dedication for roadway right-of-way described above has to be made, filed at the Office of the San Joaquin County Recorder, prior to the issuance of the Encroachment Permit. The City will assume responsibility to maintain the public improvements and will accept the offer of dedication after the City Council accepts the improvements. It is the responsibility of the Developer to acquire the land for the portion of Glenbriar Drive Improvements that will be constructed within the land owned by the developer or owner of the Adjacent High Density Residential (HDR) Project. The City will assist the Developer in the acquisition of the land necessary to construct Glenbriar Drive Improvements with its eminent domain power, if the Developer fails to acquire the land that is needed for the street extension. The Developer shall pay the City all costs associated in the condemnation proceedings including administrative, court, and attorney's fees.
- f. The Developer shall install all surface and underground improvements such as concrete driveway approach, ramp and sidewalk, sewer connection, domestic water service, fire service, sewer pipeline, and storm drainage line(s) that are intended to serve the Adjacent HDR Project which would be located within the right-of-way of Glenbriar Drive, prior to placing of the final lift of asphalt concrete pavement, in order to avoid cutting newly paved streets.
- g. The Developer shall provide a paved or all-weather turn-around area for fire truck and emergency vehicles that is acceptable to the Chief Building Official and the City's Fire Marshall, all at the Developer's sole cost and expense. The location, configuration, design, and construction details of the turn-around area shall be reviewed and approved by the Chief Building Official and Fire Marshall, and must be shown on the Improvement Plans. Portion of the turn-around improvements that are within the Property will be maintained by the Developer.

The Developer shall grant a public access easement, for the benefit of the public, for rights to enter a portion of the Property for vehicle maneuvering or for turn-around access through the Property to Glenbriar Drive. The Grant of Public Access Easement must be filed at the Office of the San Joaquin County Recorder, prior to City's acceptance of Glenbriar Drive Improvements. The Developer is responsible for all costs associated in dedicating the necessary public access easement to the City including the cost of preliminary title report, and preparing the easement document, legal description and plat map.

- h. Glenbriar Drive Improvements will be considered public improvements after the City accepts the offer of right-of-way dedication and the responsibility of maintaining the public improvements. The Adjacent HDR Project and other undeveloped properties north of the Project will benefit from the Glenbriar Drive Improvements and will be required to pay their proportional share of cost of constructing Glenbriar Drive Improvements when their property develops. The Developer may request formation of a benefit district for recovering cost of public improvements beyond the Developer's responsibility or for constructing oversized public improvements. The City will collect administrative fee, formation cost, and program management fees for forming, administering, and managing the benefit district. The Developer is responsible for submitting all documents such as materials receipt, payroll, equipment rental and others to show actual construction cost or expenses incurred or to support claim for reimbursement.
- i. The Developer has the option to enter into private reimbursement or cost sharing agreement(s) with the developer of the Adjacent HDR Project and other benefitting properties, for the sharing of the cost of constructing Glenbriar Drive Improvements and for dedicating the land for the extension of Glenbriar Drive. The Developer is required to provide documentation that all the involved party(s) or individual(s) have agreed on the terms and conditions of the cost sharing agreement, prior to the issuance of the Encroachment Permit. The City has no obligation to construct Glenbriar Drive Improvements.
- j. The design and construction of Glenbriar Drive Improvements and Valpico Road Frontage Improvements shall meet City Regulations and all applicable requirements and recommendations specified in the final traffic report dated August 14, 2012 and titled "Traffic Impact Study for the Proposed 189 units Valpico Apartments and 60 units MacDonald Apartments" prepared by TJKM Transportation Consultants. The final traffic report is on file with the Office of the City Engineer.

7. Storm Drainage:

- a. The on-site storm drainage system and site grading shall be designed such that the Project storm drainage overland release point will be directly to a public street with existing storm drainage system in accordance with City standards. The City may allow overland storm drainage release to private property(s), only if, the Developer enter into an agreement with the fee owners of the affected property(s) and indemnify the City for any liability, damages and costs that may arise as a result of utilizing their property as the Project's storm drainage release point. The Developer shall obtain written permission or agreement and/or easements from fee owner(s) of all affected property(s), for the use of their property(s) as Project's storm drainage release point. The Developer shall indemnify and hold harmless the City for any liability, damages and costs that may arise as a result of the use the storm drainage release on their property. The irrevocable agreement must be signed by fee owner(s) of all affected property(s) and will be reviewed by the City Engineer and will be recorded to the Property and to all affected properties. The Developer shall provide a copy of the fully executed agreement to the City, prior to the issuance of the Grading Permit.

Cost of obtaining permission and/or easement(s) and the agreement from the fee owner(s) of the affected property(s) will be the sole responsibility of the Developer.

- b. The Developer has proposed to use a trench infiltration system as an interim solution for disposing storm water generated from the Project site. The trench infiltration system is described in the technical memorandum titled "Drainage Analysis for the Valpico and MacDonald Apartment" prepared by Mackay & Soms of Pleasanton, California. The City will allow this method of disposing storm water, if the Developer executes a Deferred Improvement Agreement, prior to the issuance of the Grading Permit, to guarantee performance of the Developer's responsibilities and obligations and conditions described below including paying all costs associated in complying with all the requirements described under this section: a) that the Developer will be responsible for repairing, rectifying, and maintaining the trench infiltration system to acceptable standards and to the satisfaction of the City; b) the Developer will provide guarantee acceptable to the City Engineer for performing the responsibilities and obligations as described above; c) the Developer will also install the Project's permanent storm drainage connection as the final method of disposing storm water; and d) the Developer will provide other means of disposing storm water such as a temporary storm drainage retention basin within the time specified by the City, if the trench infiltration system fails to function to the level or condition acceptable to the City, or fails to drain storm water as designed or intended to do as determined by the City Engineer, or if determined by the City that a temporary storm drainage retention basin is necessary to be constructed due to public health and safety reasons.

Draining the storm water to the City's storm drainage system is the required final solution of disposing storm water from the Project site. The Developer shall design and install all the necessary improvements for the final solution of disposing storm water. The Developer is responsible for installing the Project's permanent storm drainage connection from the Project site to the City's future public storm drain line at the location and grade approved by the City Engineer. The future public storm drain line starts from a new storm drain manhole north of the northwest corner of the Project to the City's proposed storm drainage detention basin described as Detention Basin #2B (DB#2B) (Zone 1 Storm Drain Line Improvements as shown on Attachment B1 of South ISP Storm Drainage Analysis - Final Technical Report dated July 2000) and the outfall drain connection from DB#2B to the existing storm drainage channel located south of the existing apartment buildings (Sycamore Village Apartments) south of Central Avenue.

If a temporary storm drainage retention basin is used, the Developer shall design, acquire right-of-way and/or permanent utility easements, including temporary construction easement(s), if necessary, and construct temporary on-site or off-site storm drainage retention facilities meeting City Regulations and such retention facility shall have adequate capacity to retain, store and drain storm water within the time specified in the City's Design Standards. It is the Developer's responsibility to repair, rectify, and maintain the trench filtration

system or the temporary storm drainage retention basin, if constructed, to the satisfaction of the City. These private improvements will be removed by the Developer when the Project's permanent storm drainage connection is installed and the City's public storm drain line described above are installed, and made available for connection. The Developer shall submit engineering calculations for the design and sizing of the trench filtration system or the temporary storm drainage retention basin, including a percolation report prepared, signed and stamped by a registered Geo-technical Engineer, and a copy of the written permission from property owner(s), if off-site retention basin is utilized, as part of the Grading and Drainage Plans.

To assure performance of the Developer's responsibilities to repair, rectify, and maintain the trench infiltration system or temporary storm drainage retention basin, if installed, and also to guarantee completion of the Project's storm drainage connection, the Developer is required to execute a Deferred Improvement Agreement and post necessary improvement security, in the amount(s) approved by the City Engineer and form approved by the City Attorney, prior to the issuance of the Grading Permit. The Deferred Improvement Agreement will require approval from the City Council and will be recorded against the Property. The Developer shall pay all costs associated with the preparation, processing and approval of the agreement, including the cost of preparing the legal description and map, and recording the agreement.

Flow capacity and cost of Zone 1 Storm Drain Line Improvements are determined based on the design criteria that all storm water collected from impervious portion of the Project site will drain to the City's storm drainage system. The use of trench infiltration system shall not reduce the amount of Infill storm drainage development impact fees due from the Project nor will entitle the Developer Infill storm drainage development impact fee credits or reimbursement(s).

- c. In the event an off-site retention basin is required, the Developer shall obtain written permission or agreement and/or easements from fee owner(s) of all affected property(s), for the use of their property(s) as a temporary storm drainage retention basin. The Developer shall indemnify and hold harmless the City for any liability, damages and costs that may arise as a result of the use their property(s) for a storm drainage retention basin. The easement agreement must be signed by fee owner(s) of the property(s) and will be reviewed by the City Engineer and will be recorded to the Property and to all affected properties. The Developer shall provide a copy of the fully executed agreement to the City, prior to starting the grading work on the involved property. Cost of obtaining permission and/or easement(s) and the agreement from the fee owner(s) of the affected property(s) will be the sole responsibility of the Developer.
- d. As part of a complete submittal of the Grading and Drainage Plans, the Developer obtain a technical memorandum from the City's consultant, stating that the pipe invert elevation of the Project's permanent storm drainage connection is consistent with the design of the Zone 1 Storm Drain Line

Improvements. The cost of the technical memorandum and coordination with the City's storm drain consultant shall be paid by the Developer.

- e. The City is in the process of updating the Infill storm drainage development impact fees due to anticipated increase in cost of constructing the Zone 1 Storm Drain Line Improvements and DB#2B. The cost increase on Infill storm drainage development impact fees would be the cost of mitigating soil contamination within and along the alignment of the future storm drain line that will be constructed on the Chevron Property (undeveloped property located northwest of the Property, west of the future Tiburon Village Subdivision and south of the existing Larkspur Estates Subdivision). The City will adopt this additional Infill storm drainage development impact fees, prior to the issuance of the building permit.

8. Sanitary Sewer:

- a. A sanitary sewer lift-station will be used to convey domestic sewage from the Property to the City's existing sewer main on Valpico Road. The sewer lift-station including the sewer force main and the sewer pipeline up to the new sewer manhole on Glenbriar Drive / Valpico Road are private improvements and they will be owned, operated and maintained by the Developer. These private improvements are required to be installed and made functional, prior to the final inspection of the first building to be constructed on the Property. The City has no responsibility of repairing and maintaining these improvements. The sewer lift-station on this Property will also serve the residential development at the northwest corner of Glenbriar Drive / Valpico Road (Adjacent HDR Project). The Developer will be required to provide documentation in the form acceptable to the City's Chief Building Official as a guarantee that the sewer lift-station will be repaired and maintained by the Developer and/or the developer of the Adjacent HDR Project.
- b. The Developer will be required to design and construct the 8-inch diameter sewer pipeline crossing on Glenbriar Drive at the location and grade shown on the improvement plans for the Adjacent HDR Project. The sewer line crossing is a private sewer line. The City will grant a permanent sanitary sewer easement, upon completion of the sewer line crossing, to grant access rights to the Developer or the developer of the Adjacent HDR Project, to enter City's right-of-way on Glenbriar Drive, for the repair and maintenance of the sewer line crossing. The developer of the Adjacent HDR Project will be required to execute a maintenance agreement with the City, to guarantee the responsibilities and obligations of the developer of the Adjacent HDR Project regarding the use, operation, repair, and maintenance of the private sewer crossing on Glenbriar Drive. The Developer shall pay all costs associated with the processing of the grant of easement and maintenance agreement including the cost of preparing the legal description and map. The maintenance agreement will be filed for recording with the Office of the San Joaquin County Recorder, prior to City's acceptance of public improvements on Glenbriar Drive.
- c. The Developer shall comply with all the recommendations with regards to design, and construction of wastewater conveyance and shall pay sewer development

impact fees for wastewater collection, conveyance and treatment as identified in the sewer analysis dated July 2012 titled "Wastewater System Fee for Valpico Apartments and Peter MacDonald Apartments" prepared by CH2MHill of Sacramento, California (the City's sewer consultant). A copy of the technical report is on file with the office of the City Engineer.

9. Water System:

- a. A water pressure and flow analysis was performed by West Yost & Associates of Pleasanton, California (the City's water consultant), to verify adequacy of capacity of the City's existing water distribution lines and treatment plant to serve the Project and to ensure that the Project's permanent water line connection and on-site water system meets the Project's water flow and pressure demand in a scenario when the combined amount of domestic, fire and irrigation water has to be provided to the Project site at the same time. The Developer shall comply with all the recommendations specified in the water pressure and flow analysis report dated July 16, 2012 titled "Hydraulic Evaluation of Valpico and MacDonald Apartments". The Developer is required to install the pipe upgrade of approximately 50 feet of existing 8-inch diameter water main located at the intersection of Valpico Road / Glenbriar Drive to a 12-inch diameter Ductile Iron Pipe (DIP) water main at the location and grades approved by the City Engineer, all at the Developer's sole cost and expense. The Developer shall submit improvement plans that include the design, location, and grade of the offsite water main upgrade including all existing (above or below ground) improvements that will be affected or restored and replaced as a result of installing the offsite water main upgrade. Completion of the offsite water main upgrade will increase the water pressure at each on-site fire hydrant and in turn meet the fire flow requirement at each fire hydrant. The Developer shall obtain an Encroachment Permit, prior to starting the work. The Developer shall pay permit processing fees including plan checking, testing, and inspection fees at the issuance of the Encroachment Permit. The offsite water main upgrade shall be completed by the Developer, prior to final inspection of the first building to be constructed on the Property.
- b. All costs associated with the installation of the offsite water main upgrade including the cost of removing and replacing asphalt concrete pavement, pavement marking and striping such as crosswalk lines and lane line markings, replacing traffic detecting loops, conduits, and wires, relocating existing utilities that may be in conflict with the new water main, and other improvements shall be paid by the Developer. When street cuts are made, the Developer is required to install 2 inches thick asphalt concrete overlay with reinforcing fabric at least 25 feet from all sides of the utility trench. A 2 inches deep grind on the existing asphalt concrete pavement will be required where the asphalt concrete overlay will be applied and shall be uniform thickness in order to maintain current pavement grades, cross and longitudinal slopes.

If water main shut down is necessary, the City will allow a maximum of 4 hours water supply shutdown. The Developer shall be responsible for notifying residents or business owner(s), regarding the water main shutdown. The written

notice, as approved by the City Engineer, shall be delivered to the affected residents or business owner(s) at least 72 hours before the water main shutdown. Prior to starting the work described in this section, the Developer shall submit a Traffic Control Plan, to show the method and type of construction signs to be used for regulating traffic during the installation of the offsite water main upgrade. The Traffic Control Plan shall be prepared by a Civil Engineer or Traffic Engineer licensed to practice in the State of California.

- c. The Developer shall design and install domestic and irrigation water service connection, including a remote-read master water meter (the water meter to be located within City's right-of-way) and an R/P Type back-flow protection device in accordance with City Regulations. The domestic and irrigation water service connection must be completed before the final inspection of the building. Sub-metering will be allowed within private property. The City will not perform water consumption reading on sub-meters. The Developer will be responsible for relocating or reinstalling water sub-meters. The City's responsibility to maintain water lines shall be from the water main on the street to the master water meter (inclusive) only. Maintenance of all on-site water lines, laterals, sub-meters, valves, fittings, fire hydrant and appurtenances shall be the responsibility of the Developer.
- d. The Developer shall design and install fire hydrants at locations approved by the Building Division and Fire Department. Location and construction details of the fire service line shall be approved by the Building Division and Fire Department. Prior to the approval of the Improvement Plans, the Developer shall obtain written approval from the Building Division and Fire Department for the design, location and construction details of the fire service connection to the Project, and for the location and spacing of fire hydrants that are to be installed to serve the Project.

10. Special Conditions:

- a. All improvements shall be in accordance with all City Regulations, Facilities Master Plan for storm drainage, roadway, wastewater and water adopted by the City, Tracy Design Standards and Specifications, and Parks and Parkways Design Manual, or as otherwise specifically approved by the City.
- b. All existing on-site wells, if any, shall be abandoned or removed in accordance with the City and San Joaquin County requirements. The Developer shall be responsible for all costs associated with the abandonment or removal of the water well(s) including the cost of permit(s) and inspection. The Developer shall submit a copy of written approval(s) or permit(s) obtained from San Joaquin County regarding the removal and abandonment of any existing well(s), prior to the issuance of the Grading Permit.
- c. Developer, and/or owner of record, is responsible for assuring the maintenance of the public improvements installed in the right-of-way. The public improvements include, but are not limited to, street landscaping, sidewalk, and improvements as defined in California Streets and Highway Code Sections

22525 et. seq. Developer shall be responsible for all formation costs. To comply with this obligation, Developer, and/or owner of record, shall evidence one of the following prior to City's acceptance of the public landscape improvements: (i) participation in an existing Landscape Maintenance District (LMD), or (ii) formation of a new Landscape Maintenance District. If the Property is not annexed to an existing or new LMD and the collection of assessment have not started prior to City's acceptance of the public landscape improvements, the Developer shall submit a cash deposit, to pay for cost of services and expenses incurred by the City in maintaining the landscape improvements. The amount of cash deposit shall be determined by the City's Public Works Department at the time of review of improvement plans. City will return any unused portion of the cash deposit, after the Developer submits documentation evidencing that assessments have been levied on the Property and that collection of assessments have started. City will not accept the public landscape improvements until all the requirements in this section are satisfied to the satisfaction of Director of Engineering and Development Services. The Developer is still required to contribute towards cost of maintaining public landscaping that are away from the Project, that are located within the Landscape Maintenance District zone for which the Property is responsible to pay for.

- d. The Developer shall abandon or remove all existing irrigation structures, channels and pipes, if any, as directed by the City after coordination with the irrigation district, if the facilities are no longer required for irrigation purposes. If irrigation facilities including tile drains, if any, are required to remain to serve existing adjacent agricultural uses, the Developer will design, coordinate and construct required modifications to the facilities to the satisfaction of the affected agency and the City. Written permission from irrigation district or affected owner(s) will be required to be submitted to the City prior to the issuance of the Grading Permit. The cost of relocating and/or removing irrigation facilities and/or tile drains is the sole responsibility of the Developer.

Nothing contained herein shall be construed to permit any violation of relevant ordinances and regulations of the City of Tracy, or other public agency having jurisdiction. This condition of approval does not preclude the City from requesting additional revisions and requirements to the final parcel map and improvement plans, prior to the City Engineer's signature and approval of the proposed final parcel map and improvement plans, if the City deems it necessary. The Developer shall bear the all cost for the inclusion, design, and implementations of such additions and requirements, without reimbursement or any payment from the City.

TRACY CITY COUNCIL

REGULAR MEETING MINUTES

December 18, 2012, 7:00 p.m.

City Council Chambers, 333 Civic Center Plaza

Web Site: www.ci.tracy.ca.us

Mayor Ives called the meeting to order at 7:00 p.m., and led the Pledge of Allegiance.

The invocation was offered by Pastor Tim Heinrich, Crossroads Baptist Church.

Roll call found Council Members Rickman, Young, Mayor Pro Tem Maciel and Mayor Ives present.

Leon Churchill, Jr., City Manager, presented the Employee of the Month award for December 2012, to Vicki Lombardo, Development Services Department.

Mayor Ives and Police Chief Hampton administered the Oath of Office to newly promoted Sergeant Steve Bailey and Sergeant Craig Koostra.

Fire Chief Al Nero and Fire Engineer Brian Bagley introduced new CERT Members. Fire Engineer Bagley announced that the CERT Academy is offered three times a year. The next academy begins on January 26, 2013, and runs for three consecutive Saturdays. Anyone interested in attending the academy should call the Fire Administration Department – 209/831-6700.

Alex Calvillo, PG&E Senior Account Executive, presented a check to the City in the amount of \$152,870 for an energy efficient project which was initiated by the City in 2008. The project greatly reduces the use of natural gas by harvesting and burning methane gas produced by the Wastewater Treatment Plant. Annual savings are anticipated to be approximately \$120,000 – \$150,000. Mr. Calvillo commended the City for its commitment to energy efficiency.

Interim City Clerk, Carole Fleischmann read a letter of resignation from former Council Member Bob Elliott into the record, at the request of Mayor Ives. Mr. Elliott resigned from the City Council effective December 17, 2012, due to his successful election to the San Joaquin County Board of Supervisors, 5th District. Mr. Elliott will be sworn in on January 7, 2013. Mayor Ives presented a plaque to Mr. Elliott in recognition of his service to the City of Tracy.

Gary Hampton, Police Chief, reported on the procedures and training programs the Police Department has undertaken to ensure Tracy's schools are safe. Chief Hampton added that school safety is a top priority for the Police Department. Dr. Franco, Superintendent, and Paul Hall, Director of Student Services, Tracy Unified School District, gave a brief overview of the policies the School District has in place to ensure school safety. Mr. Hall stated the School District would review their security measures following the tragedy at Sandy Hook Elementary School in Newtown, Connecticut on December 14, 2012.

1. CONSENT CALENDAR – Following the removal of items 1.D by Council Member Young, and 1.E by Marvin Rothschild, Resident, Council Member Rickman moved to adopt the Consent Calendar. Mayor Pro Tem Maciel seconded the motion. Roll call vote

found Council Members Rickman, Young, Mayor Pro Tem Maciel and Mayor Ives in favor. Motion carried.

- A. Minutes Approval – Regular meeting minutes of August 21, 2012, were approved.
- B. Approval of Utility Agreements (73063.01 And 73063.02) Between the City of Tracy and Pacific Gas and Electric Company (PG&E), and Agreement No. 73063.03 Between the City of Tracy and West Side Irrigation District (WSID) for the Relocation and Modification of their Facilities Within the Limit of the Eleventh Street East Tracy Overhead Bridge Replacement Project - CIP 73063, and Federal Project No. BHLS - 5192(020) and Authorize the Mayor to Execute the Agreements – Resolution 2012-247 approved the agreements.
- C. Acceptance of the City of Tracy's Comprehensive Annual Financial Report (CAFR) for the Fiscal Year Ended June 30, 2012 – Resolution 2012-248 accepted the report.
- F. Acceptance of Yosemite Vista Unit 2, Phase 1, Tract 3495, for Bright Development – Resolution 2012-249 accepted the project.
- G. Adoption of a Resolution Authorizing Amendment #6 to the Joint Exercise of Powers Agreement for the South County Fire Authority – Resolution 2012- 250 authorized the amendment
- H. Approval of Professional Services Agreements and an Amendment With Various Consultants to Provide Infrastructure Studies Within Tracy Hills Specific Plan Development Area – Resolution 2012-251 approved the agreement and amendment.
- D. Accept a Grant from the California Office of Traffic Safety and Appropriate \$26,500 of Reimbursable Funds from the General Fund to the Fire Department's Fiscal Year 2012-2013 Budget for the Tracy Fire Child Automotive Restraint Education and Safety (C.A.R.E.S.) Car Seat Program – Al Nero, Fire Chief, presented the staff report. The Tracy Fire Department has provided Child Automotive Restraint Education and Safety (C.A.R.E.S.) to the Tracy community since 2001. In March of 2012, the Fire Department applied for a grant from the California Office of Traffic Safety (OTS) to allow the department to provide car seats to low income families, re-certify employees as technicians, conduct four public car seat inspection events, and overall program support. Currently, four fire personnel are certified as car seat technicians and provide inspections to the community free of charge on an appointment basis. The department has inspected an estimated 2,000 car seats since the inception of the program. The grant is 100% reimbursable and requires no matching of City funds. The grant will require an upfront appropriation of \$26,500 which will be reimbursed as it is expensed. Chief Nero added the majority of people needing car seats are referred through community groups including Sutter Tracy Hospital, Interfaith, Headstart programs and overflow from the California Highway Patrol (CHP). Chief Nero concluded by stating the ultimate goal is to provide a safe device for the child to be transported in safely.

Council Member Young asked how car seats are distributed, and what events are held for the community to be made aware that these seats are available. Chief Nero responded the Fire Department partners with the CHP and the Tracy Police Department whenever they hold traffic events in the City, in addition to community events such as the Pancake Breakfast.

Council Member Rickman stated this was an excellent program and suggested residents who do not have access to a safe car seat contact the Fire Administration Office, 835 Central Avenue, Tracy.

Mayor Pro Tem Maciel moved to adopt Resolution 2012-252, accepting a grant from the California Office of Traffic Safety and appropriating \$26,500 of Reimbursable Funds from the General Fund to the Fire Department's Fiscal Year 2012-2013 Budget for the Tracy Fire Child Automotive Restraint Education and Safety (C.A.R.E.S.) Car Seat Program. Council Member Rickman seconded the motion. Voice vote found all in favor; passed and so ordered.

- E. Adopt a Resolution Amending the City of Tracy Master Fee Schedule to Include a State Mandated (SB 1186) One Dollar Business License Tax Certificate Application Fee for Disability Access and Education – Resolution 2012-253 amended the Fee Schedule – Marvin Rothschild, Resident, commented that he was surprised when he had to pay the extra dollar because previously non-profits were not required to pay. Mayor Ives stated it was a state mandated program and asked if the City would receive anything from the program. Robert Harmon, Senior Accountant, Finance Department, stated the City will receive approximately \$3,000 in revenue from the program. The administrative costs will probably be equivalent to the revenue the City receives, although it will provide some training for certified access specialists to help members of the public going through the permitting process.

A resident commented on the additional dollar charged by the DMV to smog a relative's car.

Mayor Pro Tem Maciel moved to adopt Resolution 2012-253, amending the City of Tracy Master Fee Schedule to include a State Mandated (SB 1186) one dollar Business License Tax Certificate Application Fee for Disability Access and Education. Council Member Rickman seconded the motion. Voice vote found all in favor; passed and so ordered.

2. ITEMS FROM THE AUDIENCE – Mr. Benevides, parent of a Montessori School student commented on impact fees of approximately \$160,000 and infrastructure fees of approximately \$352,000 levied on the Montessori School for development of a sister school on West Mount Diablo Boulevard. Mr. Benevides asked that the impact fees be directed toward the cost of infrastructure development. Ms. Meagher, (parent), Ms. Ocampo, (parent), and Ms. Dacruz, (teacher and parent), of children attending Montessori School also requested that the impact fees be directed towards the cost of infrastructure for the new school. Cathy McIntosh, Director of Montessori School, thanked Mayor Pro Tem Maciel and Council Member Rickman for visiting the new site, and invited Council Member Young and anyone else who would like to visit the site to contact her. Ms. McIntosh suggested the impact fees be part of the infrastructure costs.

Matthew Palomino, Resident, commented on poor wheelchair access in the City, particularly from East Street to Central Avenue. Mayor Ives requested Andrew Malik, Director of Development Services, contact Mr. Palomino to discuss his issues.

3. INTRODUCTION OF AN ORDINANCE AMENDING VARIOUS SECTIONS OF TITLE 1 AND TITLE 10 OF THE TRACY MUNICIPAL CODE, AND ADOPT RESOLUTIONS AMENDING THE I-205 CORRIDOR SPECIFIC PLAN, INDUSTRIAL AREAS SPECIFIC PLAN, AND RESIDENTIAL AREAS SPECIFIC PLAN RELATING TO EATING AND/OR DRINKING ESTABLISHMENTS WITH ENTERTAINMENT – CITY INITIATED – APPLICATION NUMBERS ZA12-0007, SPA12-0005, SPA12-0006, AND SPA12-0007
Scott Claar, Associate Planner, presented the staff report and used a power point in his presentation. Mr. Claar added that a revised Ordinance had been submitted to the Council. The City's Zoning Ordinance currently permits eating and drinking establishments in the Central Business District Zone, General Highway Commercial Zone, Community Shopping Center Zone, and Highway Service Zone; and conditionally permits them in the Neighborhood Shopping Zone. Eating and drinking establishments are also permitted in certain areas of the I-205 Corridor Specific Plan, Industrial Areas Specific Plan, and the Residential Areas Specific Plan.

On May 30, 2012, an application was submitted for a Conditional Use Permit (CUP) to expand the restaurant and bar operations of The Great Plate (714 Central Avenue) to include entertainment uses, such as live bands, disc jockeys, dancing, and comedy shows, similar to what is commonly referred to as a nightclub. This type of use (an eating and/or drinking establishment with entertainment) is currently not listed in the City's Zoning Ordinance. As a use not listed, it is prohibited until such time that the use is authorized for a particular zone, either as a permitted use or conditionally permitted use, pursuant to Tracy Municipal Code Section 10.08.1070.

On June 28, 2012, city staff informed The Great Plate that their application for a CUP could not be processed until the Zoning Ordinance was amended. Staff returned the application fees to The Great Plate and informed them that the City would initiate a Zoning Ordinance amendment to address this use.

Over the past several months, City staff has also received interest from a potential new business in Tracy, The Frog Eatery & Lounge, with plans for establishing a bar with entertainment at 2706 Pavilion Parkway. The proponent of The Frog Eatery & Lounge has been informed of the City initiated Zoning Ordinance Amendment and is also awaiting the outcome. In drafting this proposed amendment to the Zoning Ordinance, staff aimed to balance the desire for encouraging nightlife and entertainment with the goals of minimizing impacts to public safety resources and ensuring compatibility between neighboring land uses. Following a review of related ordinances in multiple other cities, including a recently approved ordinance in the City of Walnut Creek, and discussions with city staff from various departments, including Police and Economic Development, staff developed an approach that is intended to encourage evening entertainment in a dining/post-dining environment while allowing for discretionary review and conditions of approval for establishments serving alcohol and providing late-night entertainment, similar to a nightclub. The proposed draft ordinance would do the following:

- Eating and/or drinking establishments would be permitted to serve alcohol and provide entertainment up to 11:00 p.m. without requiring a CUP.

- The definition of "entertainment" would be such uses as live music, disc jockeys, dancing, karaoke, comedy shows, modeling, or live performances.
- A Conditional Use Permit (CUP) would be required for eating and/or drinking establishments that serve alcohol and provide entertainment after 11:00 p.m.
- Eating and/or drinking establishments not providing entertainment would be permitted to serve alcohol before and after 11:00 p.m. without requiring a CUP. This is the same as Tracy's existing Code.
- Eating and/or drinking establishments not serving alcohol would be permitted to provide entertainment before and after 11:00 p.m. without requiring a CUP. The time of 11:00 p.m. is recommended by staff as a reasonable threshold for the CUP requirement based on attempting to encourage evening entertainment while still having the necessary controls in place to regulate nightclub-type activity.

The City of Walnut Creek's recently approved ordinance requires a CUP for any eating and/or drinking establishment that serves alcohol after 11:00 p.m., with or without entertainment. Most other cities that staff investigated require a CUP for any bar/restaurant that provides entertainment, regardless of the time of day or night.

Potential types of conditions of approval that may be relevant to future CUP applications include, but are not limited to, the following:

- Establishment must abide by all licensing requirements of California's Department of Alcoholic Beverage Control (ABC).
- Security guards required, based on number of occupants. A formula for the number of security guards per number of occupants will be developed by the Police Department.
- Security guards would be required to carry proof of valid registration through the California Department of Consumer Affairs, Bureau of Security and Investigative Services (BSIS) in the form of a Security Guard Card.
- No dual roles for security (i.e. bartender/security).
- No person under 21 years of age allowed in the establishment after 11:00 p.m.
- Trash/litter must be cleaned up from the property by 7:00 a.m. each morning.
- Potential limitations on the hours of operation.
- Requirements regarding Zoning Code regulations, Building Code regulations, Fire Code regulations, and any applicable regulations of the Tracy Municipal Code.

In addition to amending the City's Zoning Ordinance, three Specific Plans would also need to be amended to address the topic on a City-wide basis. The proposed Specific Plan Amendments are described below.

The I-205 Corridor Specific Plan Area is primarily located in the general vicinity of the shopping areas surrounding Naglee Road, north of I-205, including the West Valley Mall area, Home Depot area, and the Tracy Marketplace area, which is adjacent to W. Grant Line Road, and includes Wal-Mart and Costco areas. The I-205 Corridor Specific Plan permits eating and drinking establishments in areas designated Commercial Center, General Commercial, Service Commercial, and Freeway Commercial, which generally consists of the areas described above. Staff recommended that the I-205 Corridor Specific Plan be amended to be consistent with the proposed amendments to the City's Zoning Ordinance for all areas that permit eating and drinking establishments.

The Industrial Areas Specific Plan (ISP) generally consists of industrial areas within the City. However, the ISP also contains a couple of areas that permit eating and drinking establishments. The primary area is the Red Maple Village shopping center (Raley's site) at the northeast corner of Tracy Boulevard and Valpico Road. This site is designated Village Center and permits eating and drinking establishments. A second location within the ISP that permits eat and drinking establishments is a portion of the Flex Office Zone at the northeast corner of Tracy Boulevard and Whispering Wind Drive. Staff recommended that the ISP be amended to be consistent with the proposed amendments to the City's Zoning Ordinance for all areas that permit eating and drinking establishments.

The Residential Areas Specific Plan (RSP) generally consists of residential areas within the City, as is indicated by its name. However, the RSP also contains a few areas with commercial zone designations, which permit eating and drinking establishments. These areas primarily include the Save Mart Shopping Center at the southeast corner of W. Eleventh Street and Corral Hollow Road, the Save Mart Shopping Center at the southwest corner of Tracy Boulevard and Schulte Road, and the commercial area at the southwest corner of Corral Hollow Road and W. Grant Line Road, where Chili's restaurant is located. Staff recommended that the RSP be amended to be consistent with the proposed amendments to the City's Zoning Ordinance for all areas that permit eating and drinking establishments.

The Planning Commission discussed this item on November 14, 2012, and recommended that the Council introduce the ordinance and approve the proposed amendments to the Specific Plans. During public comment, representatives of the Frog Eatery and Lounge expressed frustration that the ordinance was not approved earlier.

The permitting/conditionally permitting of eating and/or drinking establishments with entertainment, similar to nightclubs, has the potential to increase demands for public safety resources, particularly police services. If appropriate conditions are imposed through the conditional use permit process, the Police Department believes it will be able to address any foreseeable demands using existing resources.

Gary Hampton, Police Chief, stated the Police Department has worked closely with other departments involved in this process and supports bringing live entertainment to the City. Well operated venues can improve the quality of life for residents, but unregulated entertainment venues can also drain public safety resources for the entire community. There are cities in the Valley that spend nearly \$1 million in law enforcement overtime managing incidents at live entertainment venues. Chief Hampton suggested each venue be evaluated on its own merits, through the CUP process to make sure they have safe operating plans.

In Tracy at least four entertainment venues with eating and drinking establishments are in violation of the City's current ordinance. Calls for service over the past four years have increased for these establishments. There are times when calls for service can expend all Police resources. Chief Hampton gave an overview of certain incidents which can tie up Police Officers for hours at a time, and added this is a commodity the City cannot currently offer to the residents under the current ordinance. This is a permissive ordinance which if regulated responsibly will enable the community to engage in live entertainment venues, which will not negatively impact the public safety available to the rest of the community

Mr. Claar stated staff had recently received a letter from the proponent of the Frog Eatery and Lounge requesting any potential CUP application fees be waived.

Mr. Claar concluded by stating staff and Planning Commission recommended that the Council introduce an ordinance amending various sections of Title 1 and Title 10 of the Tracy Municipal Code, and approve, by resolutions, the proposed amendments to the I-205 Corridor Specific Plan, Industrial Areas Specific Plan, and Residential Areas Specific Plan relating to eating and/or drinking establishments with entertainment.

Council Member Young asked if there was any way to check back once a CUP has been issued to see if the conditions have been violated in any way. Dan Sodergren, City Attorney stated once a CUP has been granted it becomes part of the zoning for the district. If a business is found to be violating the conditions of the CUP, staff, Planning Commission or Council can call the matter up for a hearing. Mr. Sodergren stated the City does not provide an annual review which would be burdensome for staff.

Andrew Malik, Director of Development Services, stated if complaints are received the City can investigate whether the complaints are minor or not.

Chief Hampton stated any establishment which sells alcohol is monitored by the Police Department. In cases of eating and drinking establishments if a pattern of calls for service is evident the Police Department will schedule visits and request the establishment be part of the solution by changing their business strategy to reduce their impact on public safety. If compliance is not possible, other options can be considered.

Gary Gardino, the proponent for the Frog Eatery and Lounge in Pavilion Parkway, stated he had a vast amount of experience in putting together establishments with entertainment. Mr. Gardino stated he had presented his plan more than seven months ago and was told it would take approximately 120 days to process. Mr. Gardino disagreed that entertainment results in problems and also disagreed with the 11:00 p.m. closing time. Mr Gardino indicated he had lost business during the busiest time of the year - October through January. The delays have cost Mr. Gardino's company more than \$78,000.

Mr. Gardino stated the public hearing was originally scheduled for December 4, which was then rescheduled to December 18, 2012. Mr. Gardino stated he had been told the City was a business friendly City, but stated he is disappointed and unsure what the City wants. Mr. Gardino stated his venue will cater to those 35 years of age and older.

Mr. Gardino stated his proposed location is in a commercial area, consisting of local hotels and motels. Petitions sent to surrounding businesses have produced favorable responses. Mr. Gardino stated after 45 years in the business he has never lost a license or been sanctioned. Mr Gardino requested if this process moves forward he be given consideration for the time and energy invested to date.

Mr. Claar indicated the CUP would allow this type of operation to be open beyond 11:00 p.m. Mr. Dean stated the proposed Ordinance requires a CUP process which is issued by the Planning Commission. Mr. Dean added a CUP was not a blanket approval and each use is looked at individually.

Mayor Ives explained if the ordinance is approved and an application for a CUP is submitted then a public hearing would be scheduled to consider the application.

Don Cose, 17 E. Sixth Street, suggested the Ordinance move forward so Mr. Gardino can move forward.

Robert Tanner, 1371 Rusher Street, asked what is the average cost for a CUP application. Mr. Claar stated the cost for a Class A Conditional Use Permit is \$5,459; Class B is \$3,476, which is a one-time fee that stays with the property.

Paul Miles, 1397 Mansfield Street, indicated "entertainment" was not defined in the slides. Mr. Claar indicated the City does have an adult business license which regulates those types of entertainment.

Mr. Gardino asked what the application fees were used for. Mr. Claar stated the fees are used for reviewing the application and holding public hearings.

Mayor Pro Tem Maciel asked for clarification regarding entertainment uses and if they are currently addressed in zoning. Mr. Claar stated over the years businesses not in compliance with the zoning issues have been addressed.

Council Member Rickman asked how long it takes to obtain a CUP. Mr. Claar indicated 6-8 weeks.

Mayor Ives informed the audience that Council needed to be careful with policy development which takes time.

Mayor Ives and Mayor Pro Tem voiced support of the Ordinance.

Mayor Ives closed the public hearing.

The City Clerk read the title of proposed Ordinance 1177 as revised. Council Member Rickman moved to waive reading of the text. Mayor Pro Tem Maciel seconded the motion. Voice vote found all in favor; passed and so ordered.

Council Member Rickman moved to introduce Ordinance 1177 as revised. Mayor Pro Tem Maciel seconded the motion. Voice vote found all in favor; passed and so ordered.

Mayor Pro Tem Maciel moved to adopt Resolution 2012-254 amending the I-205 Corridor Specific Plan, Appendix A, Table A-2, Permitted and Conditionally Permitted Land Uses, relating to eating and/or drinking establishments with entertainment. Council Member Rickman seconded the motion. Voice vote found all in favor; passed and so ordered.

Mayor Pro Tem Maciel moved to adopt Resolution 2012-255 amending the Industrial Areas Specific Plan relating to eating and/or drinking establishments with entertainment. Council Member Rickman seconded the motion. Voice vote found all in favor; passed and so ordered.

Mayor Pro Tem Maciel moved to adopt Resolution 2012-256 amending the Residential Areas Specific Plan, Land Use Section 4.1.2.1, Neighborhood shopping, and Land Use

4.1.2.2 General Highway Commercial, relating to eating and/or drinking establishments with entertainment. Council Member Rickman seconded the motion. Voice vote found all in favor; passed and so ordered.

4. PUBLIC HEARING TO CONSIDER A 184-UNIT RESIDENTIAL APARTMENT PROJECT ("VALPICO APARTMENTS"), INCLUDING PARKING AND RELATED ON-SITE IMPROVEMENTS ON APPROXIMATELY 8.75 ACRES LOCATED ON THE NORTH SIDE OF VALPICO ROAD, NORTHEAST OF THE INTERSECTION OF VALPICO ROAD AND GLENBRIAR DRIVE, 501 E. VALPICO ROAD (FORMERLY 2795 S. MACARTHUR DRIVE), ASSESSOR'S PARCEL NUMBERS 246-140-13 AND 14. THE PROJECT INCLUDES A GENERAL PLAN AMENDMENT FROM COMMERCIAL TO RESIDENTIAL HIGH (GPA12-0001), REZONING FROM COMMUNITY SHOPPING CENTER TO HIGH DENSITY RESIDENTIAL (R12-0001), ZONING REGULATIONS AMENDMENT REGARDING THE MINIMUM DISTANCE BETWEEN MAIN BUILDINGS ON A SITE (TRACY MUNICIPAL CODE SECTION 10.08.1610(d)) (ZA12-0004), AND DEVELOPMENT REVIEW APPROVAL FOR THE APARTMENT PROJECT (D12-0004). A MITIGATED NEGATIVE DECLARATION AND MITIGATION MONITORING PROGRAM, PREPARED IN ACCORDANCE WITH THE CALIFORNIA ENVIRONMENTAL QUALITY ACT, ARE PROPOSED FOR ADOPTION. THE APPLICANT IS ERIC TAYLOR, SOMIS INVESTMENTS – Alan Bell, Senior Planner presented the staff reports for agenda items 4 and 5. The subject property designated as the location for Valpico apartments was annexed to the City in 1994 and designated Commercial (and zoned Community Shopping Center – CS) at that time, along with adjacent parcels, in anticipation of providing retail and commercial services to the growing residential neighborhoods in this southeast quadrant of the City. A commercial project was approved for the site in 2005, with approximately 100,000 square feet of commercial space and a 36,000 square foot grocery store. This commercial project was never constructed. The entire CS site includes approximately 13 acres and incorporates the subject property and the four parcels between the subject property and MacArthur Drive. The Rite Aid store, at the northwest corner of Valpico Road and MacArthur Drive was constructed in 2008. The other three parcels of the CS Zone each contain a single-family home, constructed prior to annexation to the City.

The proposal is to construct a 184-unit, multi-family residential project on approximately 8.75 acres. The Project consists of seven, three-story apartment buildings with 24 units each, plus 16 townhouse-style units in six building of two stories each.

No subdivision is proposed at this time; all units will be rental apartments. The project will also include a leasing office in the triplex townhouse building near the mailbox kiosk at the southeast corner of the site. The townhouse units are located in buildings of two, three, and four units at the southeast corner of the site. The townhouse units will be constructed on the same grade as Valpico Road, with the building fronts oriented toward Valpico Road to establish a more residential, pedestrian-oriented presence along the Project's Valpico Road frontage.

The remaining buildings will be located on lower grades than the townhouses, following the existing topography of the site. The site slopes from its southeast corner to its northwest corner, experiencing an approximately 15-foot grade difference from the highest spot (nearly level with Valpico Road) to its lowest point. The developer intends to retain much of the existing grade (unless engineered fill becomes available at an economically available price) resulting in a significant grade difference between Valpico

Road and the apartment buildings in the center and west portions of the site. The ground floor of buildings 1 and 7 will be approximately ten feet below the Valpico Road grade. The result will be that pedestrians and motorists along Valpico Road will effectively see the apartments as two-story buildings, as the ground floor will be below the grade of Valpico Road. The parking spaces and drive aisle between Valpico Road and the apartment buildings will also be lower than the Valpico Road grade, resulting in a view of the buildings' architecture and site landscaping less obstructed by parked vehicles and carports. The seven apartment buildings will consist of one and two bedroom units, and the townhouse units will contain one-bedroom and three bedroom units. Altogether, there will be 89, one-bedroom units; 84, two-bedroom units; and 11, three-bedroom units. The apartments range in size from approximately 900 square feet to nearly 2,000 square feet for the largest townhouse units.

City zoning regulations require 1.5 off-street parking spaces for each one-bedroom unit and two parking spaces for each unit with two or more bedrooms, plus one guest space for every five units. The project meets the City's standard by providing 361 spaces. Carports will provide covers for 184 of the parking spaces. The applicant has submitted two different exterior elevations of the buildings. Both versions include tile roofs, decorative window trim and shutters, and vertical and horizontal relief to create a high-quality architectural design. Both versions meet City standards. City staff and the Planning Commission have recommended that both versions be approved to allow the developer to choose one version or the other at the time of construction.

Single-family homes constructed prior to annexation to the City exist adjacent to the north and east of the Project site. A tentative subdivision map ("Tiburon Village") for approximately 100 homes was approved several years ago on the approximately 20-acre property adjacent to the north. No grading or other improvements for that project have yet begun. Adjacent to the west is a 2.87-acre site containing one single-family home. On that site is a proposed 60-unit apartment project called MacDonald Apartments.

The project consists of four separate applications: (1) a General Plan Amendment from Commercial to Residential High, (2) rezoning from Community Shopping Center (CS) to High Density Residential (HDR), (3) Tracy Municipal Code Amendment regarding the required minimum distance between main buildings on a site, and (4) Development Review approval for the project. The site's current commercial General Plan and zoning were established by the City Council in 1994 when the site was annexed. As residential neighborhoods grew, the Raley's shopping center site obtained commercial zoning and was constructed at the northeast corner of Valpico Road and Tracy Boulevard, less than one mile west of the subject property. Real Estate professionals and commercial developers have reported to staff that the proximity of the Raley's center will prevent a similar commercial shopping center from locating at this site because of the limited number of houses that could ever be constructed in the vicinity. The site is viable for high density General Plan and zoning consideration due to a number of factors including the site's depressed grade (which reduces visual impacts of the Project), high density residential General Plan designation to the west (increasing opportunity for land use compatibility), frontage and direct access onto Valpico Road, proximity to the Altamont Commuter Express Station is less than two miles away, and adjacent and nearby shopping opportunities.

Each zone district establishes standards related to building bulk and intensity on a site, regulated by such measures as setbacks from property lines, building height, floor area ratio, maximum lot coverage, and other items. These regulations are designed to affect or protect the light, air, and open space considerations of development. The California Building and Fire Codes, by contrast, are designed to reduce the spread of fire and other safety considerations. Zoning codes, in contrast to Building and Fire codes, are typically not oriented toward safety items and therefore, are established by each City for each of its zone districts.

Tracy's HDR zone requires that the minimum distance between main buildings on a site must equal the average height of the two buildings. Therefore, taller buildings are required to be further apart from each other than shorter buildings. The three-story apartment buildings of this project are approximately 27 feet tall. Therefore, the HDR Zone District requires all of those buildings to be at least 27 feet apart. Most of the buildings in this project meet this standard. Building 3 and Building 6, however, are proposed to be approximately 15 feet apart. City staff recommended the regulation be changed to be more responsive to creative or successful site planning. For example, the close point between Buildings 3 and 6 is adjacent to an open parking area on one side and a very generous, open, recreation area with pool on the other side. Furthermore, this Project mitigates concerns related to building proximity by providing over four times the minimum amount of "usable open space" required by the HDR Zone - 5,725 square feet is required and the Project proposes over 22,000 square feet, including the pool area. The HDR Zone contains no height limit. All buildings and site development in the HDR Zone must receive discretionary approval through Development Review. Staff recommended that the City create the flexibility to evaluate the appropriate distance between main buildings in the HDR Zone on a project-by-project basis and replace the existing distance-between-buildings requirement from "the average height of the two main buildings" to "six feet". Tracy Municipal Code Section 10.08.1610(d) would be amended as follows: Distance between buildings: Six (6;) feet between accessory buildings and between an accessory and main building; and the minimum distance between main buildings shall be the average height of the two (2) main buildings six feet. Six feet (although not proposed for this project) is the recommended replacement for the minimum distance between main buildings. This distance is used in residential zones throughout the City to prevent inaccessible or unusable corridors between buildings.

Glenbriar Drive is proposed to be extended north from its current northern terminus at Valpico Road to the north side of the Project site. The Project will have one driveway access (existing) directly onto Valpico Road at the southeast corner of the site, and two access points to Glenbriar Drive on the west side of the site. The Valpico Road Driveway, currently used by the Rite Aid site, will be shared with the Rite Aid site. Easements for this joint use are already in place. Turning movements at the Valpico Road driveway allow right-turns in and out of the site and left-turn in, but no left turns out onto east-bound Valpico Road. The Glenbriar Drive driveways will provide direct access to Valpico Road and full turning movements at that signalized intersection. The Glenbriar Drive extension for this Project will be designed so that it could eventually be connected to future residential development to the north. The Project's current Valpico Road frontage includes 15 feet between the curb and the site's property line. Within this strip is public right-of-way with existing landscaping and a five-foot wide sidewalk. The developer is proposing to construct a ten-foot wide bike/pedestrian path on the Project site adjacent to the right-of-way and dedicate this additional ten-foot strip to the City for public use. This bike/pedestrian path will be an immediate amenity across the front of

the site and will eventually connect to the bike/pedestrian system that will extend east and west of this Project.

A retail commercial shopping center generates more traffic trips than an apartment complex of the density (approximately 21 dwelling units per acre) proposed for the Valpico Apartments and the adjacent, 60-unit, MacDonald Apartments. Valpico Road, MacArthur Drive, and other area roadways have been designed through the City's Transportation Master Plan to accommodate traffic at prescribed levels of service for land uses identified in the City's General Plan. In order to evaluate lengths of turning lanes, other intersection design details, and roadway levels of service, the City contracted with TJKM Transportation Consultants to analyze potential traffic impacts of the proposed Valpico Apartments and the MacDonald Apartments. TJKM's Traffic Impact Study concludes that traffic generated by the two apartment projects, combined, with existing and anticipated traffic in the future will result in nearby roadways and intersections operating within levels of service standards.

The Project site is located within the Tracy Unified School District related to K through 12th grade education. School age children who reside within the Valpico Apartments would be in the attendance boundary areas for Bohn Elementary School, Williams Middle School, and Tracy High School. The Project plans, notices, and other outreach have been extended to Tracy Unified School District staff. School District staff indicated enrollment at the three potentially affected schools has been on the decline in recent years and they do not anticipate any issues in being able to accommodate students from this Project.

The Project includes a swimming pool centrally located on the site. An additional improvement is a proposed bus shelter within the Valpico Road right-of-way. The City is completing a City-wide project to construct bus turnouts and shelters along the bus routes throughout town. Funding for that project was provided by a Federal grant. One of the City's existing bus routes currently travels in both directions along Valpico Road. With the construction of 184 new apartment units adjacent to the Rite Aid store, a bus shelter could be a meaningful amenity to encourage use of the public transit system. The bus shelter will be located at least 60 feet west of the driveway at the southeast corner of the site.

On September 12, 2012, the developer conducted a neighborhood meeting to introduce the project and answer questions. The developer sent approximately 170 notices to nearby property owners and the Hidden Lake property owners association. Normally, public hearing notices are sent to owners of property within 300 feet of a project site in compliance with State law. Other notices are sent to the public library, media contacts, and others who have expressed interest in the project. The number of property owners within 300 feet of this Project site is 34. Due to a potentially higher level of interest among nearby property owners regarding this Project and the adjacent Valpico Apartments project, City staff expanded the public notice mailing for the November 14, 2012 Planning Commission meeting to include approximately 220 of the nearest property owners, some parcels over 900 feet away. Based on public input during the Planning Commission public hearing, the notification for this City Council hearing was expanded even further to include over 700 property owners – mostly owners of residential property in the nearby Ashley Park (Larkspur Estates), Hidden Lake, and Glenbriar Subdivisions and in San Joaquin County southeast of the intersection of Valpico Road and MacArthur Drive. Most inquiries to City staff, as a result of Project

outreach, have been fact finding clarifications regarding project design, timing, and nearby planned roadway or other City improvements.

On November 14, 2012, the Planning Commission conducted a public hearing to review the Project. The Project applicant spoke in favor of the Project. Two Tracy residents addressed the Planning Commission in opposition to the project, identifying concerns related to traffic, parking, storm drainage, space in public schools, and public notification regarding the Project. Following a discussion, the Planning Commission recommended that the City Council approve the Project on a 5-0 vote.

In accordance with the California Environmental Quality Act (CEQA) Guidelines, an Initial Study/Mitigated Negative Declaration (IS/MND) was prepared to evaluate potential environmental effects of the project. Part of the Project approval includes a recommendation for adoption of the CEQA documentation.

There is no specific expenditure from the General Fund. Staff and consultant costs to process the application are recovered through a Cost Recovery Agreement with the Developer, executed by the City Manager on June 11, 2012.

Staff recommended Council: 1. Adopt the Mitigated Negative Declaration and the Mitigation Monitoring and Reporting Program. 2. Approve the General Plan amendment from Commercial to Residential High. 3. Approve the rezoning of the site from Community Shopping Center to High-Density Residential. 4. Approve the Tracy Municipal Code Amendment regarding distance between buildings. 5. Approve the Development Review application for the 184-unit residential apartment project.

Mr. Bell indicated a 23-page letter was received late today from Horizon Planet objecting to the CEQA approach chosen by the City. Mr. Bell introduced Ben Ritchie, Principal with DeNovo Planning Group and the author of the Mitigated Negative Declaration, who introduced information into the record.

Mr. Ritchie outlined the public comment period that was provided, indicating no comments were received. The applications were presented to the Planning Commission and no comments were received at that hearing. Mr. Ritchie addressed each assertion from Horizon Planet and which actions were taken by the City and Consultant that were appropriate and adequate under CEQA regulations.

Dan Sodergren, City Attorney, commented the tactic Horizon Planet has attempted is referred to as "data dumping" when, at the very last minute they submit a large volume of data which forces the agency to dump data back into the record, when in fact they had ample time to submit comments.

Mayor Ives indicated it was difficult for him to understand the project's compatibility with the existing roadway network relative to the Roadway Master Plan and how in the analysis it was concluded that the intersection of Valpico Road and MacArthur Road was marked as severely impacted. Mayor Ives stated he needed to know how this project mitigates any impact on the existing two lane Valpico Road section.

Kuldeep Sharma, City Engineer, indicated the project is located in the Infill area which is planned for in the Roadway Master Plan. Mr. Sharma stated all Infill properties pay the impact fees and this particular project will fund the projects such as MacArthur Drive

widening from Valpico to Schulte Road, and then Schulte Road connecting to Eleventh Street when the bridge is completed. The project will also fund improvements on Valpico Road which is divided into two phases. Mr. Sharma stated the Finance and Implementation Plan for the Infill area, adopted in April 2012, include the two phases. Mr. Sharma added that design work has already begun for Valpico Road and MacArthur Drive. Mr. Sharma outlined the funding sources for both phases.

Council Member Young asked if the funding would be in place so that when the projects are built, the roadways be improved to accommodate the traffic. Mr. Sharma indicated there will not be enough funding to complete the widening of the streets when the apartments were built.

Mr. Bell added that the Traffic Study clearly demonstrates that even with the traffic added by these two apartment projects, the level of service on Valpico Road and the intersections will remain at level of service "C".

Mayor Pro Tem Maciel asked if there was an estimate as to when the funding may be in place. Mr. Sharma stated it depended on when the projects develop.

Mayor Ives opened the public hearing.

A resident of the Glenbriar subdivision voiced concerns with traffic and the possible impact to schools.

Members of the Phillips family and residents of Ashley Park indicated they were not notified of the meetings. They also voiced concerns with vehicle traffic, pedestrian traffic without sidewalks, and a possible contaminated property neighboring the projects. The Phillips family thanked Mr. Bell for his availability and for taking the time to answer all their questions.

Eric Taylor, owner of the Valpico property, provided Council with a history of the property and his attempts to develop the property. Mr. Taylor outlined the features of the project.

Mayor Pro Tem Maciel asked Mr. Taylor to expand on how the storm drainage gets returned to the water table. Mr. Taylor indicated the soils engineer conducted extensive tests and outlined the processes for those tests.

Council Member Rickman asked for clarification of the three-story units. Mr. Taylor indicated all three stories would not be visible from Valpico Road. Mr. Taylor stated he has worked with the property owner adjacent to the project to address his concerns.

Council Member Rickman asked about aesthetics of the three-story units. Mr. Taylor discussed how the 80-foot setback and landscaping would mitigate the height of the buildings. Mr. Taylor further stated that the units that abut RiteAid are single and two-story units.

Peter MacDonald, applicant of the adjacent project, addressed Council outlining how he has worked with Mr. Taylor to develop the two properties, the various studies that have been conducted, interaction with the neighbors, design of the units, and the economic vitality that these projects will offer the community.

Charles Rossell, a new resident to Tracy, addressed Council stating he would not have purchased a home in Glenbriar if he had known an apartment would be built near the community. Mr. Rossell asked why no studies were conducted regarding possible impacts on crime and property values. Mr. Rossell asked what the overall benefits were with building the apartments in this area. Leon Churchill, City Manager, stated in general the direct financial benefit was property tax and the addition of residents to help support the demand for retail. Mayor Ives outlined one of the reasons why high density housing was required in the City.

Mr. Rossell asked if any specific studies were done for the City of Tracy vs. nation-wide. Mr. Churchill indicated the studies conducted were broader and not specific to Tracy. Police Chief Gary Hampton stated a recent study was not available, but in the 1990's and 2000's, a comparison study was done on calls for service, which did not support the idea that high-density housing created more calls for service.

Mr. Rossell stated he would like to see current crime statistics for the City of Tracy. Chief Hampton stated he would be glad to work with Mr. Rossell to provide that information. Mr. Rossell also asked if there were any studies regarding housing values.

Mayor Pro Tem Maciel indicated when he was with the Police Department and received calls for service to apartment complexes it usually revolved around management, indicating on-site management was important.

Danny Dominguez, a resident of Glenbriar, stated when he purchased his home he was told a shopping center was planned for the site. Mr. Dominguez voiced concerns with traffic, the traffic study, and pedestrian safety. Mr. Dominguez urged Council to stick with the original plan for a strip mall at the site.

Edwin White, 2625 MacArthur Drive, addressed Council regarding access to MacArthur Drive through his property, drainage of dirt onto the road, trash generated from the RiteAid property, crime, and the impact on owls and foxes. Mr. White stated he wants a wall separating his property from the proposed apartment complexes and the easement removed for access onto MacArthur Drive.

Jim Dale, 702 Quail Run Circle, voiced his concern regarding property values and the lack of noticing.

Craig Saalwachter, 4083 Peyton Lane, thanked the applicants for coming up with a use for the property. Mr. Saalwachter asked if a left hand turn signal at Glenbriar Drive and Valpico Road was planned. Mr. Saalwachter addressed the difference in architecture between the two projects and the possibility of future development being able to develop at street level. Mr. Saalwachter also voiced concerns about pedestrian safety.

A resident of Tracy and former renter at Waterstone apartments encouraged Council Members to visit the site before approving the project. The resident suggested building townhouses, or condominiums similar to those in the Redbridge community. The resident suggested crime information from the Sheriff's Department would need to be included because of the close proximity of County property.

A resident addressed Council with concerns regarding pedestrian traffic and the impact on existing schools.

Mayor Ives called for a recess at 11:15 p.m., reconvening at 11:25 p.m.

Another resident also voiced concerns with crime that comes with residents, along with congestion on the roads. The resident hoped a final decision would be extended until a future date.

A resident stated he did not believe there was enough information to make a decision at this meeting. The resident also referred to a street stub that could be used in the future for vehicle traffic onto DeBord.

Alma Moorley, 4262 Middlefield Drive, indicated she lives near the Waterstone apartment complex and that there have been increased traffic issues. Ms. Moorley asked why more apartments were needed in Tracy. Mayor Ives clarified a City needs to provide a variety of housing options such as low income, middle income and high income units. Ms. Moorley suggested restaurants and retail rather than more housing is needed in Tracy.

As there was no one further wishing to address Council on the item, Mayor Ives closed the public hearing.

Council Member Rickman asked how long it would be before the roadway can be widened and sidewalks constructed. Andrew Malik, Development Services Director, indicated a couple of projects south of Valpico were in the planning stages, but he could not say exactly how long it would be.

Council Member Rickman indicated most of the residents' concerns centered on traffic and congestion, the lack of sidewalks and safety. Mr. Sharma stated no roads can be completed until sufficient funding is received from future development. Mr. Sharma stated staff would also work on State and Federal grants, but it was not a guarantee.

Mayor Ives asked if it could be part of a Capital Improvement Program. Mr. Sharma stated yes.

Council Member Rickman asked about the uniformity of the project's architecture. Mr. Taylor stated the two-story project is at grade on Valpico Road, and the lower part of the MacDonald property includes a sound wall which will only show one level of housing from the street.

Mr. Taylor added that the two projects would generate approximately \$7 million to the City and the School District.

Council Member Young stated she was concerned with the lack of sidewalks and bike paths.

Mayor Pro Tem Maciel stated staff needs to ensure there is timely notification to neighbors and property owners. Mayor Pro Tem Maciel indicated he did not have grave concerns with crime or the ability of the School District to accommodate more students. Mayor Pro Tem Maciel further stated plans to build the project are market driven; whether it is retail, industrial, or single-family homes. Mayor Pro Tem Maciel indicated his single concern was traffic flow on Valpico Road. Mayor Pro Tem Maciel stated the

projects do dovetail with the City's need for high density housing, sustainability and specific mandates by the State.

Mayor Ives stated Council goes through this process every time an apartment complex is proposed. Mayor Ives further stated he wanted to ensure that Mr. White's concerns were addressed. Mayor Ives encouraged staff to ensure that people are informed appropriately. Mayor Ives stated this project does place Valpico Road as a priority in the CIP process.

Council Member Rickman indicated he was concerned with aesthetics and the presence of 3-story buildings.

Council Member Rickman moved to adopt Resolution 2012-257 approving a Negative Declaration and Mitigation Monitoring Program for the Valpico Apartments General Plan Amendment (GPA 12-0001), Rezoning (R12-0001), Zoning Regulation Change (ZA12-0004), and Development Review (D12-0004). Mayor Pro Tem Maciel seconded the motion. Voice vote found all in favor; passed and so ordered.

Council Member Rickman moved to adopt Resolution 2012-258 approving a General Plan Map Amendment from Commercial to Residential High for approximately 8.75 acres located at the Northeast corner of Valpico Road and Glenbriar Drive, 501 E. Valpico Road (Formerly 2795 S. MacArthur Drive), Assessor's Parcel Numbers 246-140-13 and 14, Application Number GPA 12-0001. Mayor Pro Tem Maciel seconded the motion. Voice vote found all in favor; passed and so ordered.

The City Clerk read the title of proposed Ordinance 1178. Council Member Rickman moved to waive reading of the text. Mayor Pro Tem Maciel seconded the motion. Voice vote found all in favor; passed and so ordered.

Council Member Rickman moved to introduce Ordinance 1178. Mayor Pro Tem Maciel seconded the motion. Voice vote found all in favor; passed and so ordered.

The City Clerk read the title of proposed Ordinance 1179. Council Member Rickman moved to waive reading of the text. Mayor Pro Tem Maciel seconded the motion. Voice vote found all in favor; passed and so ordered.

Council Member Rickman moved to introduce Ordinance 1179 as revised. Mayor Pro Tem Maciel seconded the motion. Voice vote found all in favor; passed and so ordered.

Council Member Rickman moved to adopt Resolution 2012-260 approving a Development Review Application (D12-0004) for the Valpico Apartments located on approximately 8.75 acres at the northeast corner of Valpico Road and Glenbriar Drive, 501 E. Valpico Road (formerly 2795 S. MacArthur Drive), Assessor's Parcel Numbers 214-140-13 and 14. Mayor Pro Tem Maciel seconded the motion. Voice vote found all in favor; passed and so ordered.

5. PUBLIC HEARING TO CONSIDER A 60-UNIT RESIDENTIAL APARTMENT PROJECT (MACDONALD APARTMENTS), INCLUDING PARKING AND RELATED ON-SITE IMPROVEMENTS ON APPROXIMATELY 2.87 ACRES LOCATED ON THE NORTH SIDE OF VALPICO ROAD NORTHWEST OF THE INTERSECTION OF VALPICO ROAD AND GLENBRIAR DRIVE, 2605 S. MACARTHUR DRIVE, ASSESSOR'S

PARCEL NUMBER 246-140-12. THE PROJECT INCLUDES REZONING THE SITE FROM MEDIUM DENSITY RESIDENTIAL TO HIGH DENSITY RESIDENTIAL (R12-0002), ZONING REGULATIONS AMENDMENT REGARDING THE MINIMUM NUMBER OF REQUIRED OFF-STREET PARKING SPACES (TRACY MUNICIPAL CODE SECTION 10.08.3470) (ZA12-0005), AND DEVELOPMENT REVIEW APPROVAL FOR THE APARTMENT PROJECT (D12-0006). THE APPLICANT IS PETER MACDONALD. See item 4 above for discussion.

The City Clerk read the title of proposed Ordinance 1180. Council Member Rickman moved to waive reading of the text. Mayor Pro Tem Maciel seconded the motion. Voice vote found all in favor; passed and so ordered.

Council Member Rickman moved to introduce Ordinance 1180. Mayor Pro Tem Maciel seconded the motion. Voice vote found all in favor; passed and so ordered.

The City Clerk read the title of proposed Ordinance 1181. Council Member Rickman moved to waive reading of the text. Mayor Pro Tem Maciel seconded the motion. Voice vote found all in favor; passed and so ordered.

Council Member Rickman moved to introduce Ordinance 1181. Mayor Pro Tem Maciel seconded the motion. Voice vote found all in favor; passed and so ordered.

Council Member Rickman moved to adopt Resolution 2012-260 approving a Development Review Application (D12-0006) and determination regarding off-street parking space reduction for the MacDonald Apartments located on approximately 2.87 acres at the northwest corner of Valpico Road and Glenbriar Drive, 2605 S. MacArthur Drive, Assessor's parcel Number 214-140-12. Mayor Pro Tem seconded the motion. Voice vote found all in favor; passed and so ordered.

Mayor Ives indicated he had spoken to staff and agenda items 6, 7, 8 and 9 would be rescheduled to January 15, 2012.

6. APPROVE NAME OF THE YOUTH SPORTS FIELDS LOCATED ON NORTH TRACY BOULEVARD – Item rescheduled to January 15, 2013.
7. APPROVAL OF AN AGREEMENT WITH THE CITY OF STOCKTON TO PARTICIPATE IN THE COMMUNITY CORRECTIONS TASK FORCE AND AUTHORIZATION FOR THE MAYOR TO EXECUTE THE AGREEMENT; ACCEPT ASSEMBLY BILL 109 (AB 109) PRISON REALIGNMENT FUNDING TO HIRE ONE TEMPORARY FULL-TIME POLICE OFFICER; AND APPROPRIATE FUNDING FOR ONE FULL-TIME POLICE OFFICER AND RELATED EQUIPMENT FOR FISCAL YEAR 2012-13 - Item rescheduled to January 15, 2013.
8. ACCEPT A PRESENTATION ON THE SOUTH COUNTY FIRE AUTHORITY FISCAL YEAR 2011-2012 ANNUAL REPORT – Item rescheduled to January 15, 2013.
9. APPOINT ONE APPLICANT TO THE SAN JOAQUIN COUNTY MOSQUITO ABATEMENT DISTRICT BOARD FOR A TERM OF TWO OR FOUR YEARS – Item rescheduled to January 15, 2013.
10. ITEMS FROM THE AUDIENCE - None

11. COUNCIL ITEMS

- A. Discuss Appointment Process to Fill Anticipated Vacant Council Seat and Provide Direction to Staff and/or Take Action to Fill the Vacancy By Appointment – Mayor Ives stated Council would continue discussion from the December 4, 2012, City Council meeting related to the process to be followed to fill the vacant Council seat left by the resignation of former Council Member Elliott and/or take action to fill the vacancy by appointment.

Council Member Rickman stated all three of the other candidates who ran in the November 2012 election were well qualified and he would not have a problem working with any one of them.

Mayor Pro Tem Maciel stated at the last meeting he had been a strong proponent of opening up the appointment process to anyone who wanted to apply. Although he still believed that was the best way to move forward he was willing to compromise and consider only the three other candidates who ran in the November 2012 election, to avoid a Council deadlock. Mayor Pro Tem Maciel was adamant the three candidates should undergo a thorough and detailed interview process. Mayor Pro Tem Maciel added that the Council has the authority and the responsibility to fill this vacant position. If Council cannot come to a consensus at the end of the interview process Mayor Pro Tem Maciel stated he would be willing to direct staff to begin the process for a special election.

Council Member Young stated that she hadn't changed her decision from two weeks ago; however, she was willing to agree to open up the process only to the three candidates who ran in the November 2012 election.

Mayor Ives stated he believed everyone should have the opportunity to run for office, but in order to move the process forward he would be willing to consider only the three unsuccessful candidates from the November 2012 election.

Robert Tanner, 1371 Rusher Street, asked when the process would begin, since the sooner the vacant seat could be filled the better it would be for the City.

Linda Jimenez, P.O. Box 1065, Tracy, stated she had researched how neighboring cities had filled vacant Council seats. Most of them used the appointment process. However, following the November 2012 election the City of Lathrop had filled a vacant seat by appointing the candidate who received the third highest number of votes. Ms. Jimenez stated that she still believed the vacant seat on the Tracy City Council should be filled by the person who received the third highest number of votes.

Alma Morley stated she disagreed with the previous speaker, and believed that the third place candidate is not necessarily the best choice. The Council needs to look at who is best for the job.

Mr. Tanner asked for clarification on the 60 day rule. Mayor Ives stated the 60 days begins with the date of the resignation of the former Council Member.

Patricia Palmer, Resident, stated it cannot be assumed that the result would be different if a special election is held. Ms. Palmer stated the voters had spoken. Mr. Morelos came in third and should be appointed.

Mercedes Silveira, Resident, commended the Council for reaching a consensus on the process. However, since Mr. Morelos had received 4% of the vote, Ms. Silveira requested that Council take that number into consideration when making their decision.

Marvin Rothschild complimented Mayor Pro Tem Maciel on reaching a compromise.

Mayor Ives stated the Council had agreed the interview process should be limited to the three candidates who ran in the November 2012 election. Following a brief Council discussion it was agreed the three candidates would be invited to a special meeting to be held at 5:00 p.m., on January 15, 2013. If an appointment is made, the newly appointed Council Member could be seated at the same meeting. Leon Churchill, City Manager, stated since the Council had narrowed the pool of candidates, all candidates could be briefed before the meeting. Mayor Ives stated the process should go quickly since this is a Council decision and there will be no public input.

The interview process will include asking all three candidates the same questions. Dan Sodergren, City Attorney, stated a subcommittee could be formed to assist in forming the questions. The subcommittee should not solicit additional input outside of the Council meeting from other Council Members. Mayor Pro Tem Maciel shared with the Council some questions he had drafted. Mr. Sodergren stated the subcommittee could bring the questions back to the Council at the special meeting on the January 15th.

Mayor Ives proposed a subcommittee be formed to add to or remove questions from the two lists, and bring the list of questions back to Council at the special meeting to be held on January 15, 2013. Council Member Rickman confirmed that all candidates would be asked the same questions. Mayor Pro Tem Maciel and Council Member Rickman volunteered to serve on the subcommittee. Mayor Pro Tem Maciel suggested each applicant be given the opportunity to make a closing statement.

Mayor Ives stated his preferred questions include Nos. 4, 5, 6, 8 and 11 from the original list of questions attached to the staff report. Following the interview process each Council Member will rank the candidates 1, 2 or 3, although the ranking would be non-binding. Council Member Young stated her preferred questions include Nos. 1, 4, and 11 from the list attached to the staff report and questions 2, 4, and 5 from Mayor Pro Tem Maciel's list. Council Member Young also proposed a specific question be added related to community involvement and how it relates to the role of a Council Member, and agreed the candidates should be allowed to offer a closing statement.

Alma Morley asked if a candidate did not show up at the January 15, 2013 meeting, would they be out of the running. Ms. Morley also asked what would happen if the Council deadlocked, and why Mayor Pro Tem Maciel's questions

were not available. Mayor Ives responded the candidates needed to be present at the meeting, and copies of Mayor Pro Tem Maciel's questions would be made available to the community.

Linda Jimenez asked for clarification on who was appointed to the subcommittee and whether the questions would be opened up to the community. Mayor Ives responded the subcommittee will consist of Mayor Pro Tem Maciel and Council Member Rickman, and although the questions could have been opened up to include input from the community, the Council chose not to do that.

12. ADJOURNMENT - It was moved by Mayor Pro Tem Maciel to adjourn. Council Member Rickman seconded the motion. Voice vote found all in favor; passed and so ordered. Time 12:57 a.m. December 19, 2012.

The above agenda was posted at the Tracy City Hall on December 13, 2012. The above are summary minutes. A recording is available at the office of the City Clerk.

Mayor

ATTEST:

City Clerk

RESOLUTION 2015-_____

APPROVING A TWO-YEAR TIME EXTENSION FOR DEVELOPMENT REVIEW PERMITS FOR THE VALPICO AND MACDONALD APARTMENT PROJECTS LOCATED ON THE NORTH SIDE OF VALPICO ROAD AT GLENBRIAR DRIVE APPLICANTS ARE SOMIS INVESTMENTS AND PETER AND KATHLEEN MACDONALD APPLICATION NUMBERS D12-0004 AND D12-0006

WHEREAS, On December 18, 2012, the City Council approved Development Review permits for the Valpico Apartments project (Application Number D12-0004) and the MacDonald Apartments project (Application Number D12-0006), and

WHEREAS, The Development Review applications became effective on February 14, 2013, and

WHEREAS, In accordance with Tracy Municipal Code (TMC) Section 10.08.4080, Development Review permits lapse after two years from the effective date unless a longer time is initially granted, a building permit is issued and construction is diligently pursued toward completion, or the applicant requests a time extension, and

WHEREAS, On December 22, 2014, the applicants submitted a request for a two-year extension of the Development Review permits, and

WHEREAS, There are no substantial changes in the project or in the circumstances, City policies, standards, or law that affect the Development Review permits, and

WHEREAS, The City Council conducted a public hearing on July 7, 2015 to consider this request for a time extension;

NOW, THEREFORE, BE IT RESOLVED, That the City Council hereby approves a two-year time extension for the Valpico Apartments project (D12-0004) and MacDonald Apartments (D12-0006) Development Review permits, to February 14, 2017.

* * * * *

The foregoing Resolution 2015-_____ was adopted by the City Council on the 7th day of July, 2015, by the following vote:

AYES: COUNCIL MEMBERS:
NOES: COUNCIL MEMBERS:
ABSENT: COUNCIL MEMBERS:
ABSTAIN: COUNCIL MEMBERS:

MAYOR

ATTEST:

CITY CLERK

AGENDA ITEM 6

REQUEST

PUBLIC HEARING TO CONSIDER A PLANNED UNIT DEVELOPMENT (PUD) ZONE PRELIMINARY AND FINAL DEVELOPMENT PLAN TO CONSTRUCT AN APPROXIMATELY 3,000 SQUARE FOOT RESTAURANT WITH DRIVE THRU, PARKING AREA AND LANDSCAPING IMPROVEMENTS, LOCATED NORTH OF THE TEXAS ROADHOUSE RESTAURANT AT 2242 NAGLEE ROAD, ASSESSOR'S PARCEL NUMBER 212-290-48. APPLICANT IS VMI ARCHITECTS INC. PROPERTY OWNER IS THE CITY OF TRACY; APPLICATION NUMBER D15-0002

EXECUTIVE SUMMARY

This agenda item involves consideration of a 3,000 square foot restaurant and its related site improvements on an approximately one-acre City-owned parcel located on Naglee Road, north of Texas Roadhouse.

DISCUSSION

Background

The City of Tracy is the owner of an approximately one-acre parcel located north of the Texas Roadhouse restaurant at 2242 Naglee Road, Assessor's Parcel Number 212-290-48 (Attachment A: Location Map). On December 2, 2014, the City Council declared the approximately one-acre parcel as surplus property and authorized a purchase and sale agreement between the City of Tracy and BCP Tracy, LLC for development of a restaurant. The proposed tenant is identified as El Pollo Loco. The property is currently in escrow. The terms of the purchase and sale agreement require that the buyer obtain all necessary governmental permits and approvals, including approval of a Preliminary and Final Development Plan and a building permit, prior to the sale being finalized at close of escrow.

Land Use

The subject property is located within the I-205 Corridor Specific Plan area. The site is zoned Planned Unit Development (PUD) and designated Freeway Commercial by the I-205 Corridor Specific Plan. The General Plan designation is Commercial.

The project consists of construction of an approximately 3,000 square foot restaurant (intended for El Pollo Loco) with drive thru. Eating and drinking establishments are principally permitted within the Freeway Commercial designation of the I-205 Corridor Specific Plan. The proposed use would be compatible with the surrounding land uses, which include the Texas Roadhouse restaurant to the south and a mix of retail and other restaurants to the north, east and west.

A City-owned Park & Ride site is located adjacent to the east of the subject property. A portion of the Park & Ride site is also being planned for restaurant development. On April 21, 2015, City Council authorized a purchase and sale agreement between the City

of Tracy and BCP Tracy, LLC for development of Chipotle Mexican Grill and Panera Bread restaurants on the western portion of the Park & Ride site.

Site Plan

The approximately 3,000 square foot restaurant would be located at the south corner of Naglee Road and Park & Ride Drive (Attachment B: Preliminary and Final Development Plan). A drive thru is proposed to wrap around the building on the sides adjacent to Park & Ride Drive and Naglee Road. The majority of the parking area and landscaping are existing improvements, which were constructed with the Texas Roadhouse development. The project would meet the requirements of the I-205 Corridor Specific Plan, including requirements for parking, landscaping, and setbacks.

Architecture

The proposed architecture consists of an attractive design, which includes variation in façade depth, variation in parapet height, a mix of complementary building materials and colors, and other desirable elements such as stone used on multiple portions of the façade, a canopy supported by stone columns, ample use of awnings, windows, and an ornamental metal grill to break-up the façade and add interesting details on all four sides of the building. The proposed architecture is consistent with the City's Design Goals and Standards.

Environmental Document

This project is categorically exempt from the California Environmental Quality Act (CEQA) pursuant to CEQA Guidelines Section 15332, which pertains to certain infill development projects, because the project is consistent with the General Plan and zoning; occurs within City limits on a project site of no more than five acres substantially surrounded by urban uses; has no value as habitat for endangered, rare or threatened species; would not result in any significant effects relating to traffic, noise, air quality, or water quality; and can be adequately served by all required utilities and public services. Therefore, no further environmental assessment is necessary.

Planning Commission Discussion

The Planning Commission held a public hearing to discuss this project on June 10, 2015. The Planning Commissioners had questions regarding the arrangement for parking and access between Texas Roadhouse and this site. Staff explained that the parking areas for each would be shared by both restaurants. Condition of Approval number B.20 requires the developer to record an agreement to ensure shared parking and access between the two sites. The developer stated that this agreement is already in place. The developer also stated that the majority of El Pollo Loco customers (approximately 70%) would be drive thru only, based on data from their other locations. The Commissioners then had questions regarding the interaction between vehicles stacking in the El Pollo Loco drive thru and the thru-traffic to/from Texas Roadhouse. Condition of Approval number B.21 was added by the Planning Commission, which requires that adequate striping or other marking will occur leading into the drive thru to

ensure orderly vehicle stacking that doesn't unreasonably block drive aisles or parking spaces. With the revised conditions, the Planning Commission recommended City Council approval of the project.

STRATEGIC PLAN

This agenda item supports the City's Economic Development Strategy goal to attract new retail and restaurants.

FISCAL IMPACT

This is a routine development application. This agenda item does not require any specific expenditure from the General Fund for the processing of this application. New retail and restaurants bring additional sales tax revenues to the City which have a positive impact on the City's financial sustainability.

RECOMMENDATION

Staff and the Planning Commission recommend that City Council approve a PUD Zone Preliminary and Final Development Plan to construct an approximately 3,000 square foot restaurant with drive thru, parking area and landscaping improvements, located north of the Texas Roadhouse restaurant at 2242 Naglee Road, Assessor's Parcel Number 212-290-48, Application Number D15-0002, subject to the conditions and based on the findings contained in the City Council Resolution dated July 7, 2015.

Prepared by: Scott Claar, Associate Planner

Reviewed by: Bill Dean, Interim Assistant Development Services Director
Andrew Malik, Interim Assistant City Manager

Approved by: Troy Brown, City Manager

ATTACHMENTS

A: Location Map

B: Preliminary and Final Development Plan, including the following:

- Site Plan
- Floor Plan
- Roof Plan
- Exterior Elevations
- Exterior Color Elevations
- Sightline Study
- Boundary Map Survey
- Topographic Map Survey
- Preliminary Demolition Plan
- Preliminary Grading and Drainage Plan
- Preliminary Enlarged Grading Plan
- Preliminary Grading Details

- Utility Plan
- Preliminary Landscape Plan

POR. NAGLEE BURK TRACT

THIS MAP IS FOR ASSESSMENT USE ONLY

212-29



- A - R. S. Bk. 19 Pg. 122
- B - P. M. Bk. 09 Pg. 047
- C - P. M. Bk. 21 Pg. 026
- D - P. M. Bk. 22 Pg. 044
- E - P. M. Bk. 22 Pg. 076
- F - P. M. Bk. 23 Pg. 125

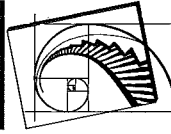
HIGHEST A.P.N. USED			
YEAR	PAR. #	PAR. #	PAR. #
03-04	21	32	34
04-05	36		
05-06	38		
06-07	44	48	
07-08	47		
09-13	48		

CITY OF TRACY
Assessor's Map Bk.212 Pg.29
County of San Joaquin, Calif.

Bk. 238

NOTE: Assessor's Parcel Numbers Shown in Circles.
Assessor's Block Numbers Shown in Ellipses.

03-04



VMI architecture
457 W. Avenue of the Stars, Suite 100
San Mateo, CA 94401
www.vmi.com

VMI JOB NUMBER
1459

RECORD DATES
DATE OF SURVEY
DATE OF EXAMINATION
DATE OF SUBMITTAL
DATE OF APPROVAL

REVISIONS
1. APPROX. 1/20/10
2. APPROX. 1/20/10
3. APPROX. 1/20/10

CLIENT
EL POLLO LOCO INC
2000 HARBOR BOULEVARD, SUITE 100
SAN MATEO, CA 94401
PHONE: 714.281.0001

PROJECT
EL POLLO LOCO #1728
2000 HARBOR BOULEVARD, SUITE 100
SAN MATEO, CA 94401
APN: 212-0260-048-000



SITE PLAN
DD1.0



SECURITY MASK

ARCHITECT
VMI architecture
637 FIFTH AVENUE
SAN FRANCISCO, CA 94108
PHONE: 415.451.2800

APPLICANT / DEVELOPER
EL POLLO LOCO
3333 HARBOR BOULEVARD, SUITE 100
COSATAMA, CA 94026
PHONE: 415.451.2800
EMAIL: KANG@ELPOLLOCO.COM

PARKING DATA

REQUIRED PARKING:
(1) SPACE PER 3 SEATS
70 SEATS INSIDE / 3 =
23.3 SPACES
140 PATRONS / 260 =
54 PATRONS
TOTAL =
23 SPACES

PROVIDED PARKING:
STANDARD:
40 SPACES
DISABLED:
2 SPACE
TOTAL PARKING PROVIDED:
42 SPACES (SHARED WITH TEXAS RESTAURANT BBO)

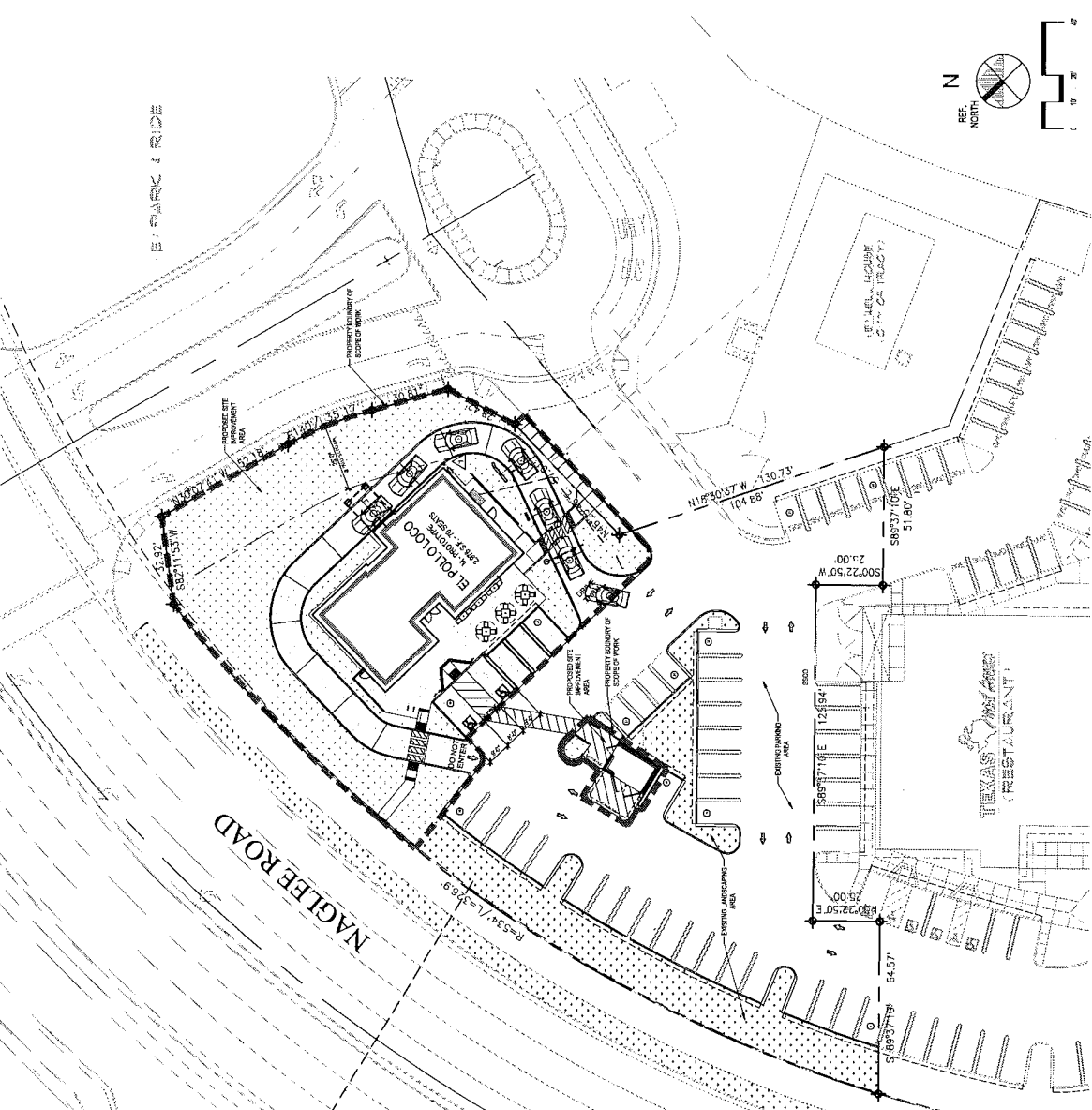
DRIVE THRU STACKING PROVIDED: 7 SPACES (140 FT.)

LOT DATA

APRN: 212-0260-048-000
ACRES: 40.08 S.F. (0.9 AC)
LANDSCAPE: 12,168 S.F. (0.28 AC LOT COVERAGE)
BUILDING: 2,976 S.F. (7% LOT COVERAGE)

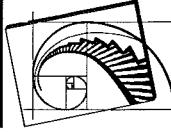
LIST OF DRAWINGS

- DD1.0 SITE PLAN / PROJECT DATA / VICINITY MAP
- DD1.1 EXISTING SITE PHOTOGRAPHS
- DD2.0 FLOOR PLAN
- DD3.0 PRELIMINARY GRADING AND DRAINAGE PLAN
- DD3.1 PRELIMINARY ENLARGED GRADING PLAN
- DD4.1 PRELIMINARY GRADING DETAILS
- DD4.2 PRELIMINARY UTILITY PLAN
- DD5.0 PRELIMINARY LANDSCAPE PLAN



SITE PLAN DD1.0

W:\DD1\01\1459\EL POLLO LOCO\1459 SITE PLAN DD1.0.dwg BY: CORRELL, Sinaid on 6/20/10 11:14:56 PM



VMH Architecture
 1459
 4375 Wilshire Blvd, Suite 100
 Beverly Hills, CA 90210
 Tel: 310.274.1111
 www.vmh.com

PROJECT NUMBER
 1459



RECORD DATES
 08/15/2018
 09/10/2018
 09/10/2018
 09/10/2018

REVISIONS
 1. WIPERS / PARTITION/SCHEDULE PL

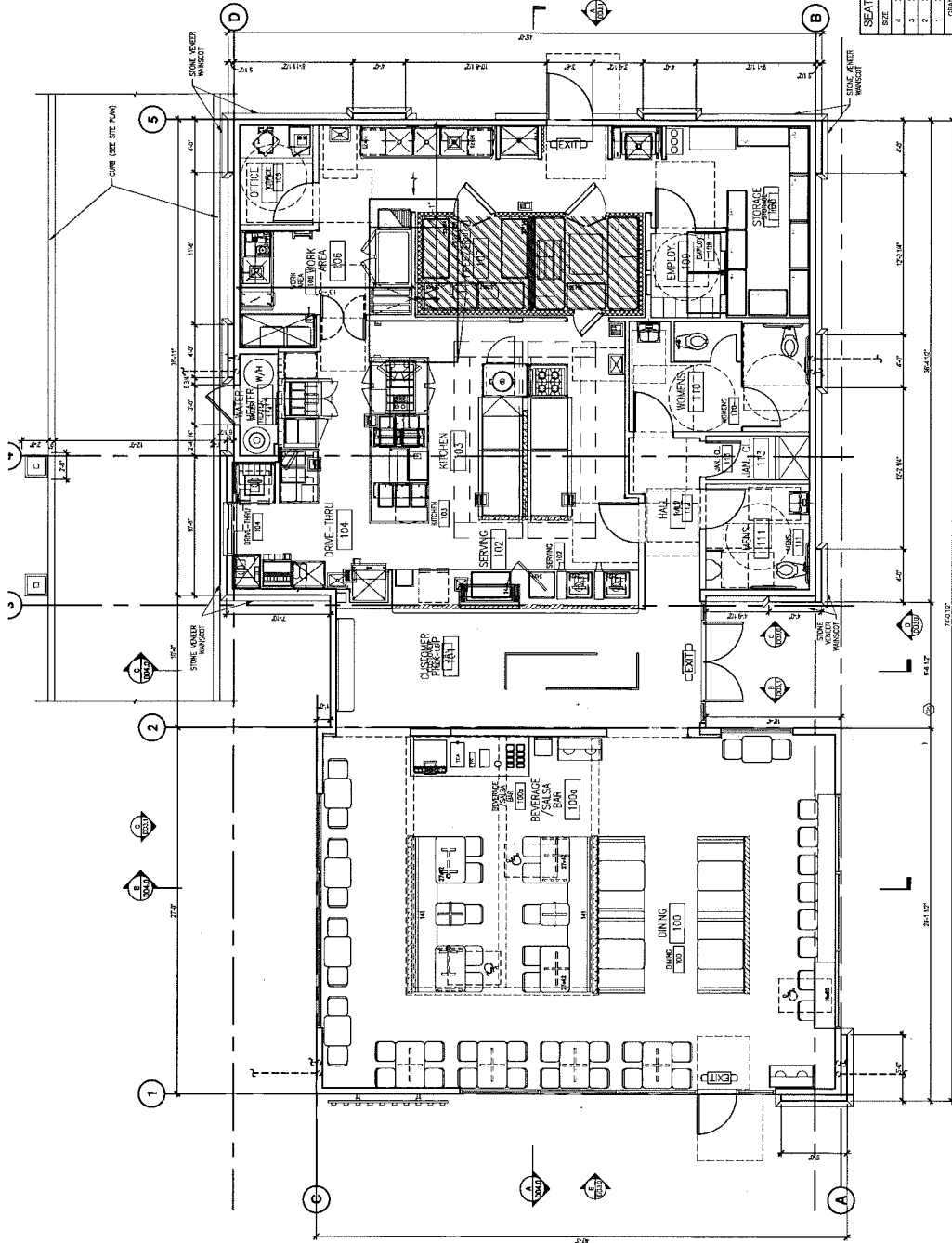
CLIENT
 EL POLLO LOCO INC
 2550 AVENUE 116
 COSTA MESA, CA 92626
 Phone: 714.960.0000

PROJECT
 EL POLLO LOCO #172
 17200 WILSHIRE BLVD
 THERMIDORE, CA 95864
 APN: 215-029-046-000



EQUIPMENT AND SEATING PLAN

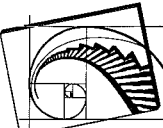
DD2.0



SEATING SCHEDULE


SIZE	NO.	TOTAL
4 X 12	48	48
3 X 9	0	0
2 X 8	14	14
1 X 8	14	14
GRAND TOTAL	76	76
70 X 8.5	2.5	2.5
ACCESSIBLE SEATS (REQ'D)	4	4
ACCESSIBLE SEATS PROVIDED	4	4





VMI architecture
Design | Planning | Interiors
5275 Avenue of the Stars, Suite 100
Beverly Hills, CA 90210
www.vmi.com

VMI LICOR NUMBER
1459



RECORD DATES
01/20/2014
02/10/2014
02/10/2014
02/20/2014

CONTRACT SET
01/20/2014 PLANNING/SCHEMATIC
02/10/2014 PLANNING/SCHEMATIC
02/20/2014 PLANNING/SCHEMATIC

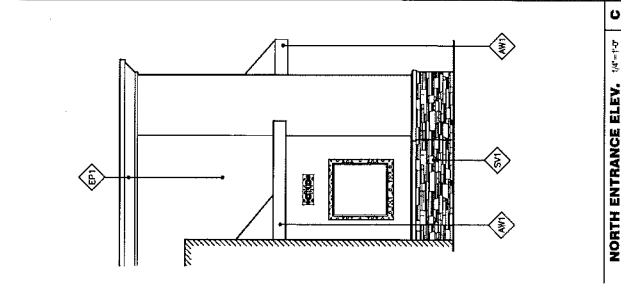
CLIENT
EL POLLO LOCO INC
3033 WARDEN ROAD, SUITE 100
SAN FRANCISCO, CA 94116
P.O. BOX 114242

PROJECT
EL POLLO LOCO #128
2242 Neighe Road
Troy, CA 95124
APH - 212-008-045-000

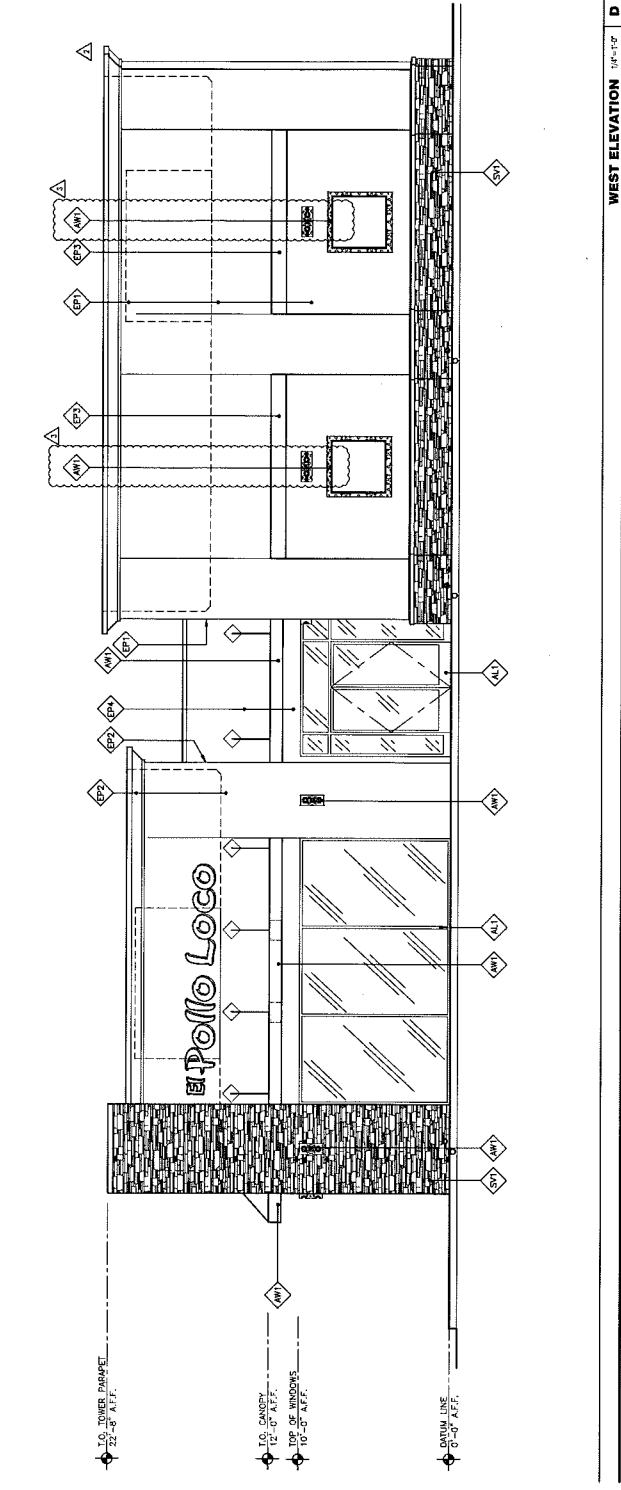


EXTERIOR ELEVATION

DD3.0



NORTH ENTRANCE ELEV. 1/4" = 1'-0"



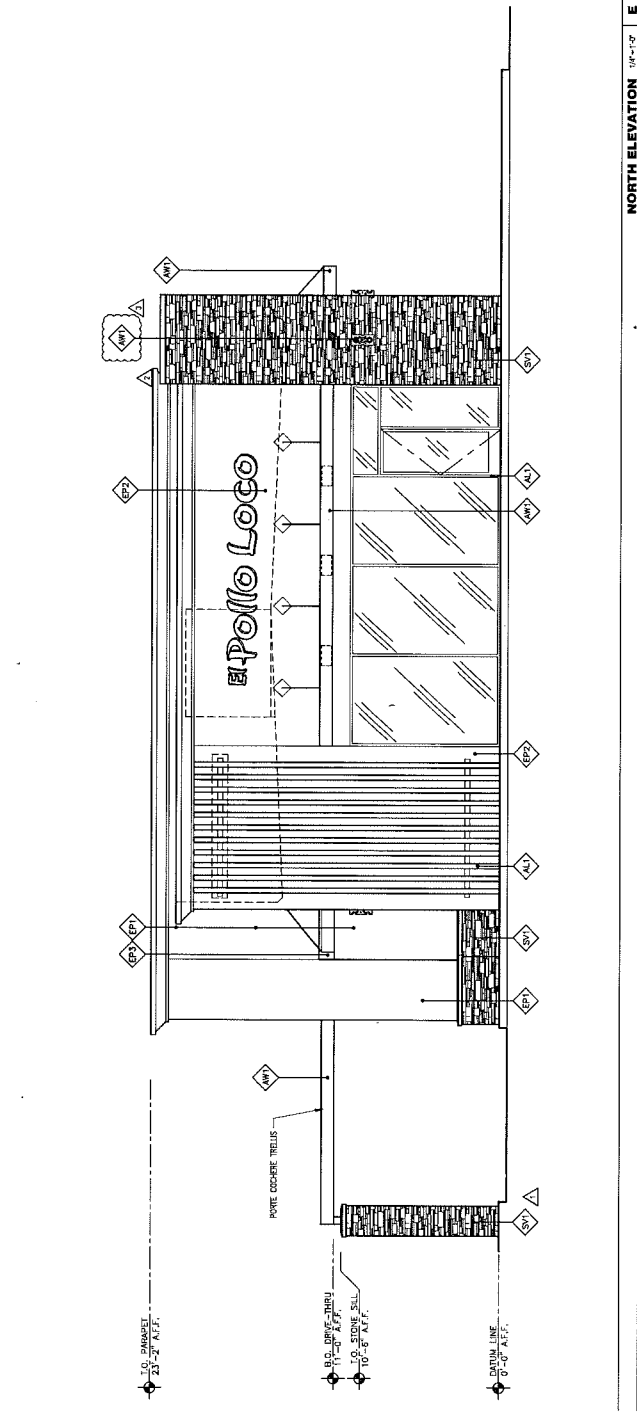
WEST ELEVATION 1/4" = 1'-0"

GENERAL NOTES

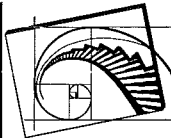
- E1. CLODD PROFESSIONAL - 4068 SOLAN BLVD
- E2. SMOOTH FINE SAND STUCCO
- E3. CLODD PROFESSIONAL - 4068 SOLAN BLVD
- E4. SMOOTH FINE SAND STUCCO
- E5. SMOOTH FINE SAND STUCCO
- E6. SMOOTH FINE SAND STUCCO
- E7. SMOOTH FINE SAND STUCCO
- E8. SMOOTH FINE SAND STUCCO
- E9. DUPONT ALETA - FERRARI STAINLESS BRONZE (FINISH BY VENDOR, NLS TR)
- E10. STONE VOUCHER - CORNING (ONLY LOGS - CARREL NLS WITH WITHOUT GROUT JOINTS (SEE E10-208)
- E11. DARK BRONZE ALUMINUM STAINLESS
- E12. DARK BRONZE ALUMINUM ARCH. SCREEN WALL (ONLY ALUM. TUBES - DUPONT ALETA - POWER CORING FINISH - FERRARI STAINLESS BRONZE)

NOTE: FOR TOUCH-UP PAINT ON CANDLES, ACTUAL LOGS, WINDOW FRAME LOGS, METAL BECAUSE OF FINISHES, ETC. USE CLODD PROFESSIONAL - ATTA WHITE BROWN

LEGEND

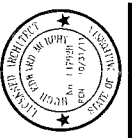


NORTH ELEVATION 1/4" = 1'-0"



VMI architecture
 Design - Planning - Interiors
 2500 N. 19th St., Suite 100
 Phoenix, AZ 85016
 Phone: 602.998.2200
 Fax: 602.998.2201
 www.vmi.com

VMI JOB NUMBER
1459



RECORD DATES

10/20/2014	REVISED
04/27/2015	REVISED
02/22/2015	REVISED
02/22/2015	REVISED

REVISIONS

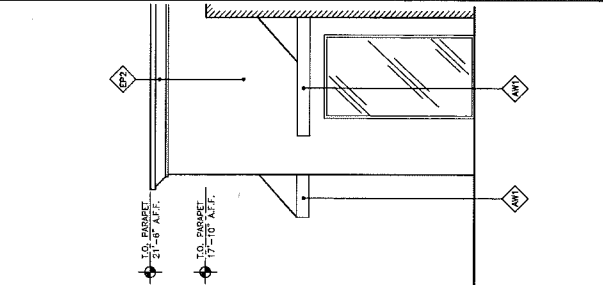
1	4/27/15	THOMAS R. SMITH	REVISED
2	4/27/15	THOMAS R. SMITH	REVISED
3	4/27/15	THOMAS R. SMITH	REVISED

CLIENT
EL POLLO LOCO INC
 3551 N. 19th St., Suite 100
 Phoenix, AZ 85016
 Phone: 602.998.2200

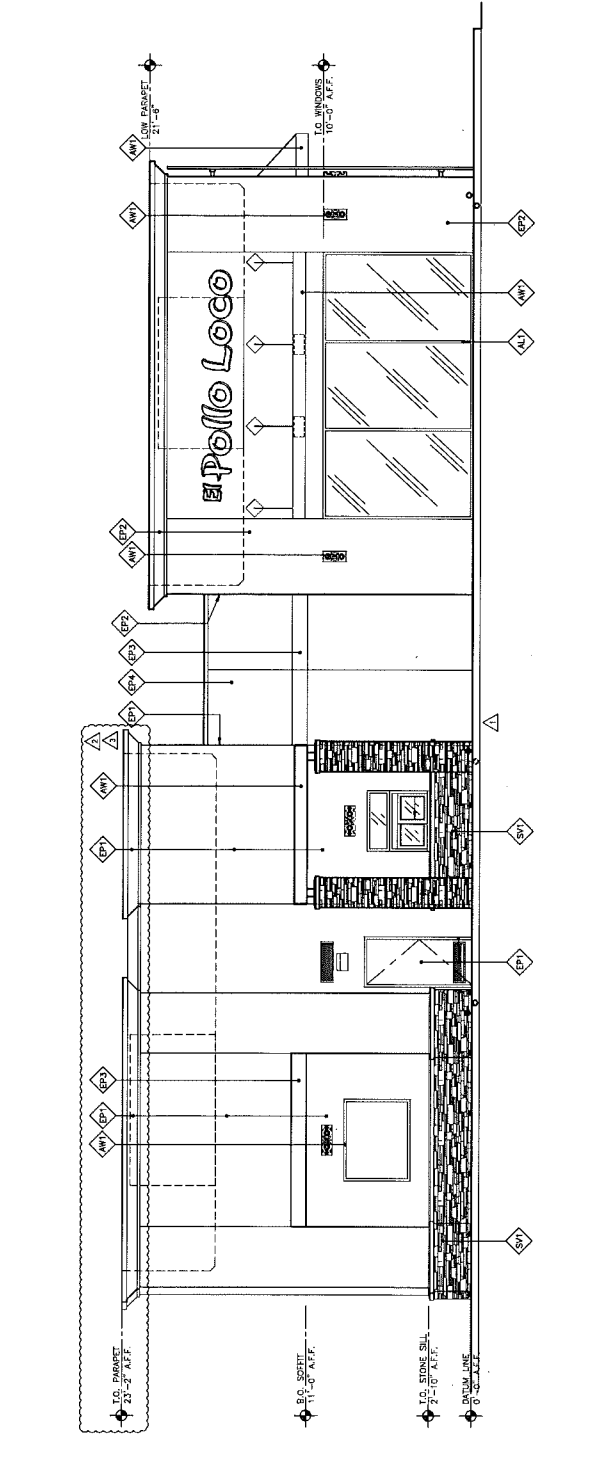
PROJECT
EL POLLO LOCO #128
 2242 N. Highland Road
 Phoenix, AZ 85016
 APN: 972-139-048-000



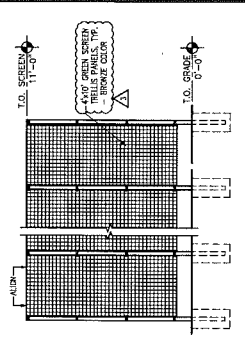
EXTERIOR ELEVATIONS
DD3.1



SOUTH ENTRY ELEVATION 1/4" = 1'-0"

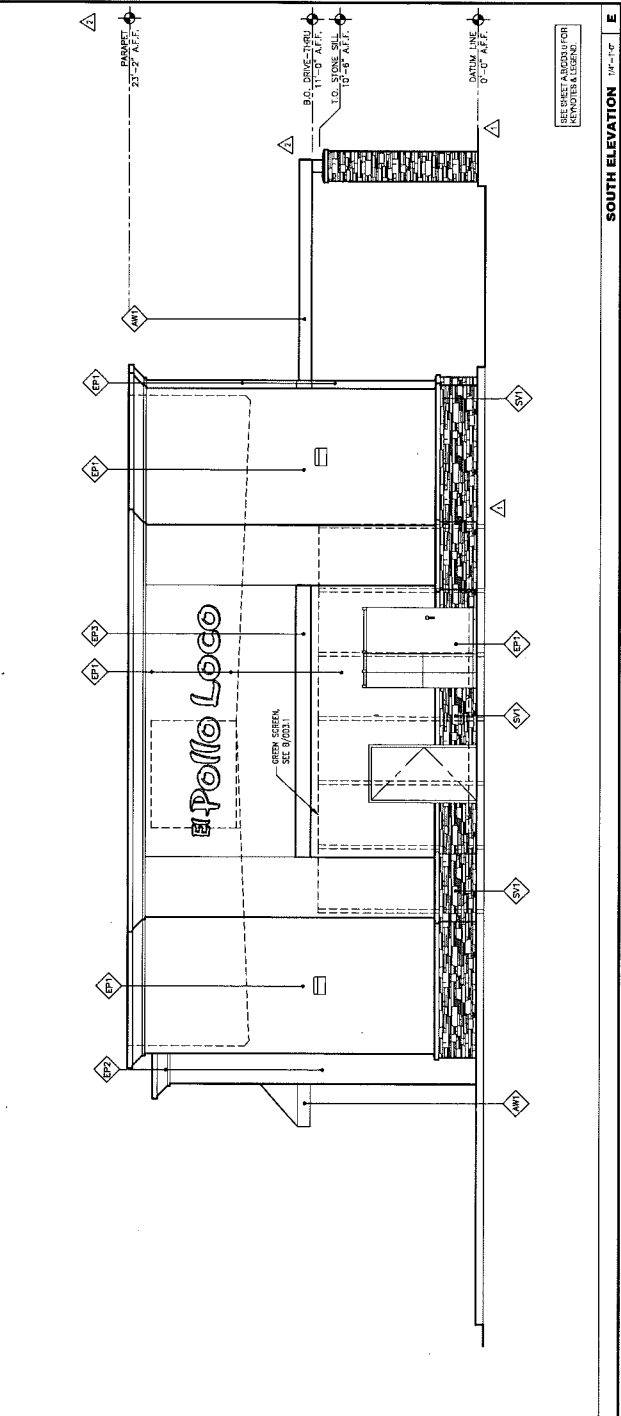


EAST ELEVATION 1/4" = 1'-0"



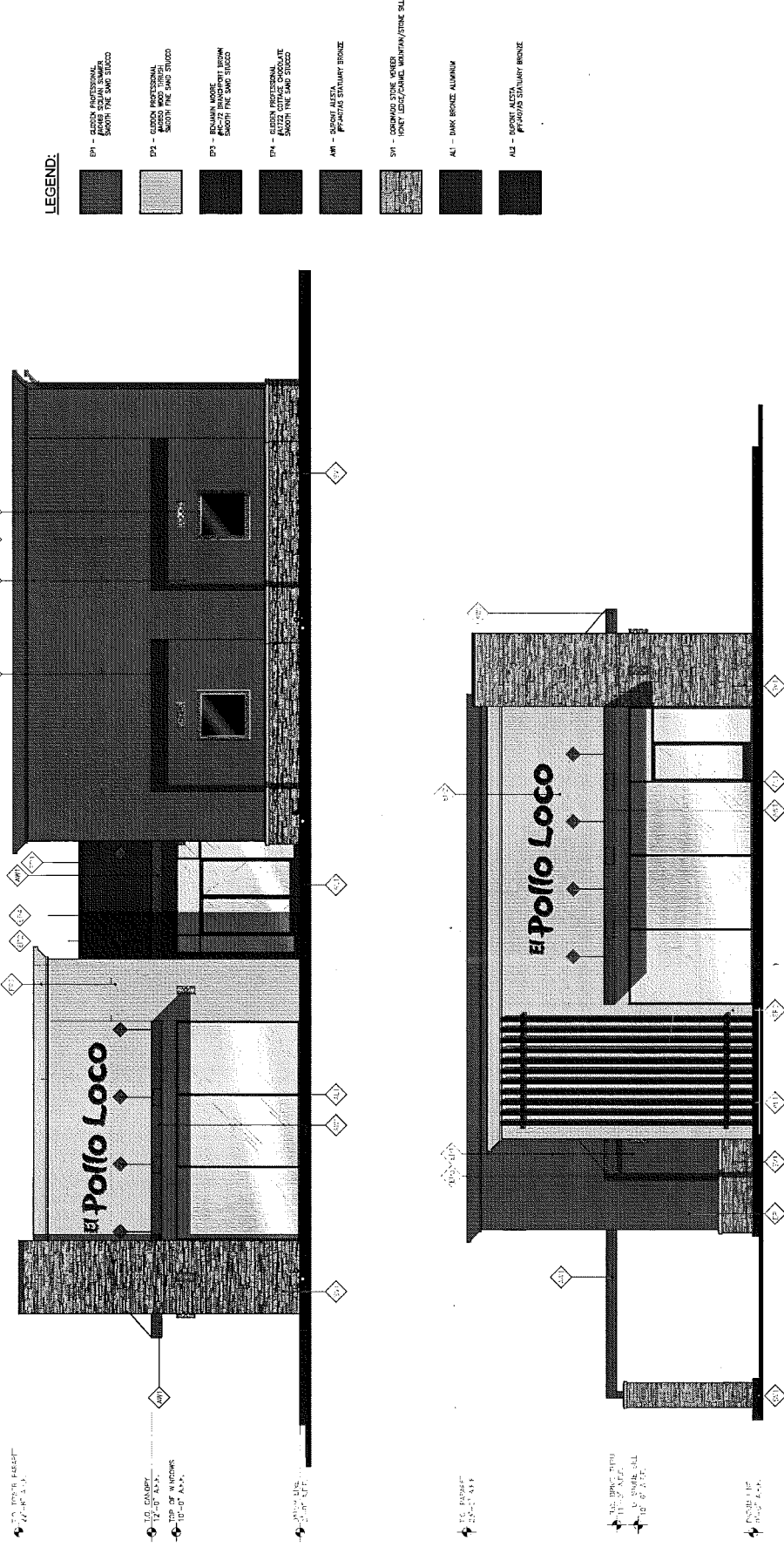
GREEN SCREEN ELEVATION

- REFER TO LANDSCAPE DRAWINGS FOR MATERIALS INFORMATION.
- 1. GREEN SCREEN - 1/4\"/>



SOUTH ELEVATION 1/4" = 1'-0"

- LEGEND**
- 1. GREEN SCREEN - 1/4\"/>



LEGEND:

- EP1 - GUDEN PROFESSIONAL
KAYAKS SOLAR SUMMER
SMOOTH FINE SAND STUCCO
- EP2 - GUDEN PROFESSIONAL
KAYAKS SOLAR SUMMER
SMOOTH FINE SAND STUCCO
- EP3 - BENJAMIN MOORE
KAYAKS SOLAR SUMMER
SMOOTH FINE SAND STUCCO
- EP4 - GUDEN PROFESSIONAL
KAYAKS SOLAR SUMMER
SMOOTH FINE SAND STUCCO
- AM1 - BURNING WATERS
PANTALAS STAINARY BRONZE
- SW1 - CONCRETE STONE WOWER
HONEY BEE/CHAMEL WARRIORS/STONE SILL
- AL1 - DARK BRONZE ALUMINUM
- AL2 - BURNING WATERS
PANTALAS STAINARY BRONZE

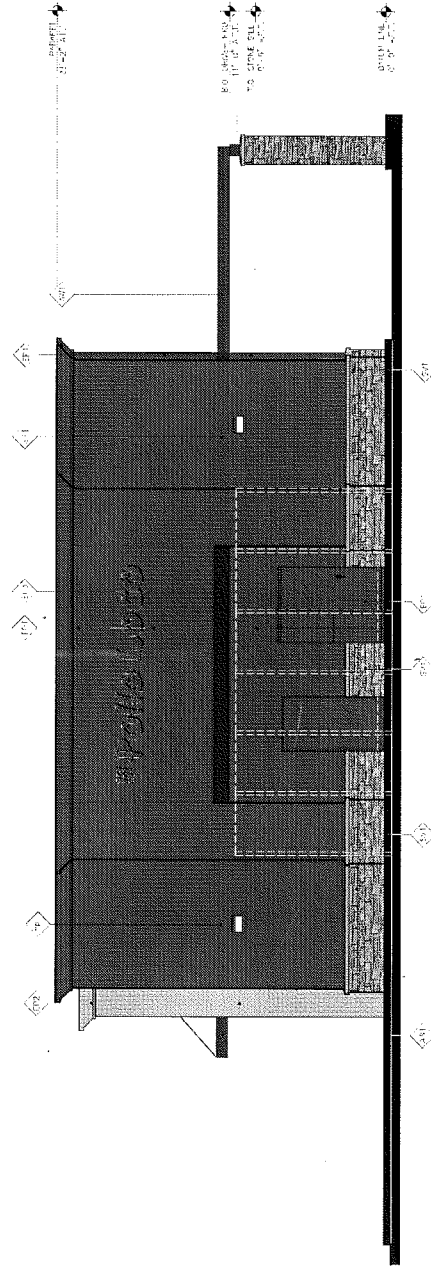
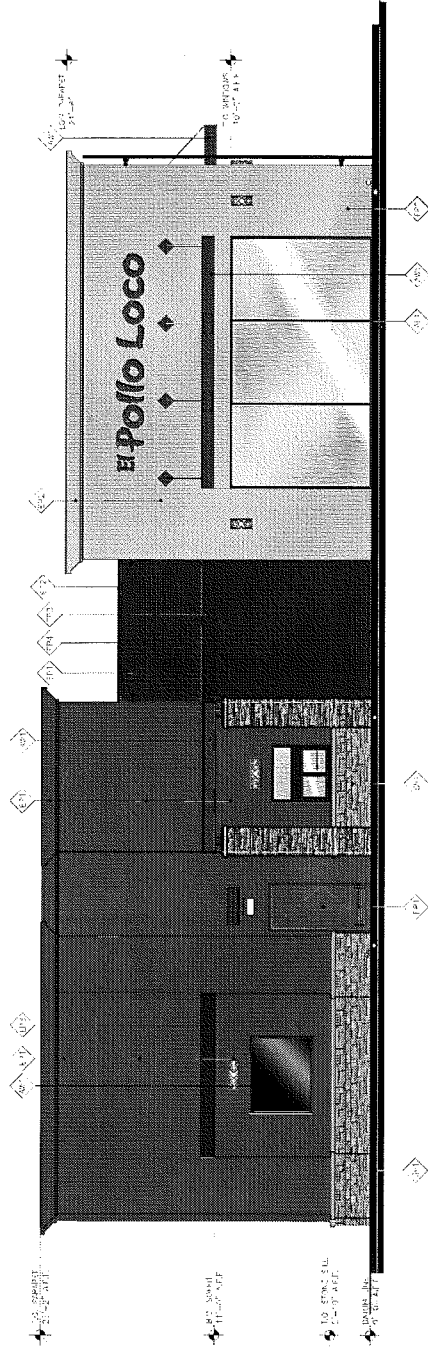
EXTERIOR COLOR ELEVATIONS

DATE: MAY 22, 2015

OWNER: EL POLLO LOCO INC.
3535 HARBOR BOULEVARD, SUITE 100
P:714.599.5000

EL POLLO LOCO RESTURANT
2242 NAGLEE ROAD
TRACY, CA 95304
EDIT





LEGEND:

- EP1 - CEDAR PROFESSIONAL, SMOOTH THE SAND STOOD
- EP2 - CEDAR PROFESSIONAL, ALSO WOOD TONER, SMOOTH THE SAND STOOD
- EP3 - HICKORY WOOD, SMOOTH THE SAND STOOD
- EP4 - CEDAR PROFESSIONAL, SMOOTH THE SAND STOOD
- AW - BRONZE ALUSTA, PHOTOS STATUARY BRONZE
- SW - HICKORY THE WOOD, NOTY LOGS/GRAID, WORKING/STONE BIL
- AU - DARK BRONZE ALUMINUM
- AL2 - BRONZE ALUSTA, PHOTOS STATUARY BRONZE

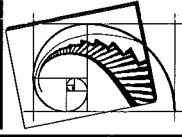
DATE: MAY 22, 2015

OWNER: EL POLLO LOCO INC.
3535 HARBOR BOULEVARD, SUITE 100
P: 714.599.5000

EXTERIOR COLOR ELEVATIONS

EL POLLO LOCO RESTAURANT
3535 HARBOR BOULEVARD
SUITE 100
IRVINE, CA 92618
EDIT

VM architecture
Design - Planning - Interiors
877 St. Avenue San Rafael, CA 94901
415-440-0000
www.vma2.com



VMI architecture
 637 So. Avenida San Mateo, CA 94021
 TEL: 650-851-1110 FAX: 650-851-1115
 WWW.VMIARCH.COM

MAILING NUMBER
1459



RECORD DATES
 EXHIBIT PLAN 01/10/2018
 EXHIBIT 10/15/2018
 EXHIBIT 10/15/2018
 EXHIBIT 10/15/2018

REVISIONS
 NO. DESCRIPTION DATE
 1. 01/10/2018
 2. 10/15/2018

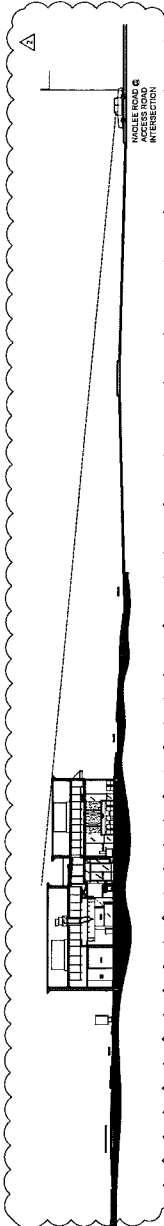
CLIENT
EL POLLO LOCO INC
 280 S. MIDWAY AVENUE SUITE 200
 COSTA MESA, CA 92626
 PHONE: 714.546.0000

PROJECT
 EL POLLO LOCO RESTAURANT
 17760 MIDWAY AVENUE
 TRUCKEE, CA 95304
 APN: 212-0296-040-002

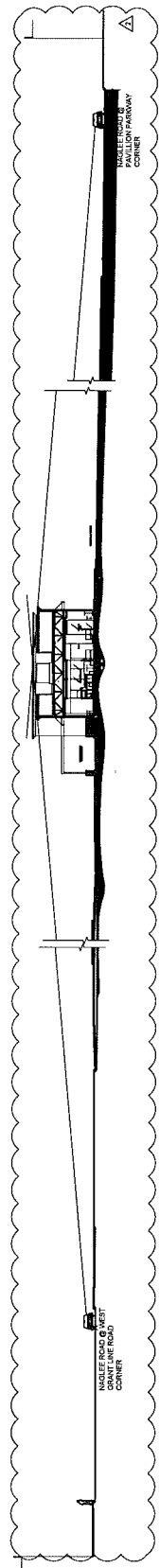


SIGHTLINE
 STUDY

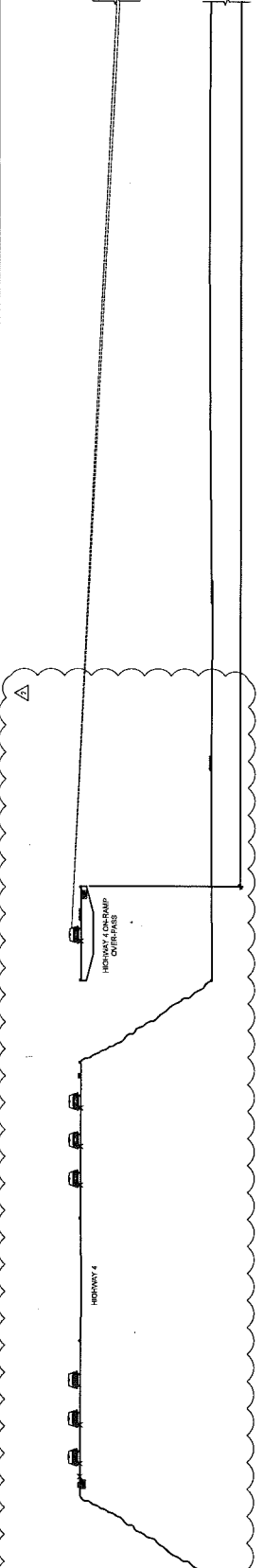
DD5.0



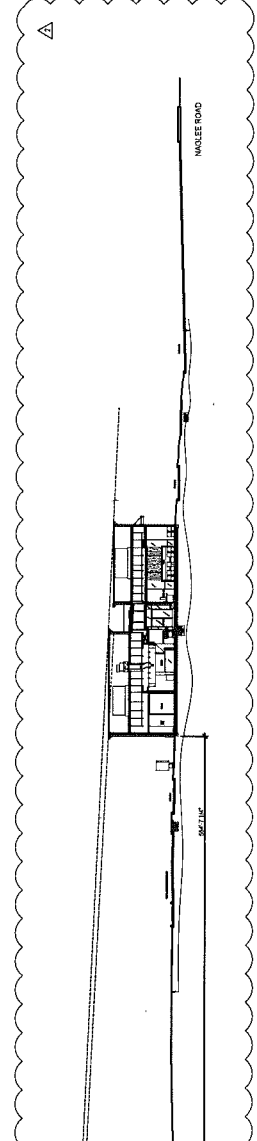
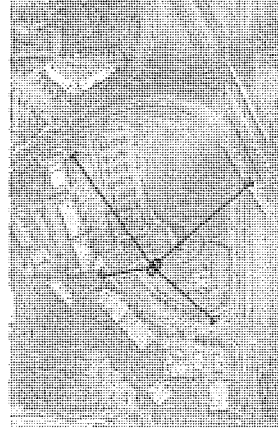
SIGHTLINE SECTION A 1"-200'F



SIGHTLINE SECTION B 1"-200'F



SIGHTLINE SECTION C 1"-200'F



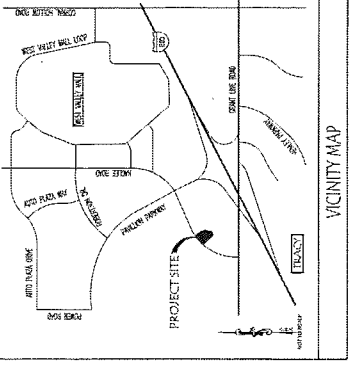
SIGHTLINE SECTION KEY INT.2

SIGHTLINE SECTION - CONT. INT.2

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED EXCEPT WHERE SHOWN OTHERWISE. DATE OF DECLASSIFICATION: 01/10/2018. AUTHORITY: 25 CFR 172.22, E.O. 13526, 50 CFR 172.16. THIS INFORMATION IS UNCLASSIFIED EXCEPT WHERE SHOWN OTHERWISE. DATE OF DECLASSIFICATION: 01/10/2018. AUTHORITY: 25 CFR 172.22, E.O. 13526, 50 CFR 172.16.



SKW
 architects • engineers • surveyors
 2227 Westline Boulevard, Suite 200, Tracy, CA 95376
 TEL: 925.938.7777 FAX: 925.938.7778



ABBREVIATIONS:

A	ADJACENT
B	BOUNDARY
C	COUNTY
D	DEED
E	EAST
F	FUTURE
G	GRANT LINE ROAD
H	HIGHWAY
I	INTERSECTION
J	JUNCTION
K	KITCHEN
L	LAND
M	METERS
N	NORTH
O	OWNER
P	PROJECT
Q	QUAD
R	ROAD
S	SOUTH
T	TOWN
U	UNDEVELOPED
V	VISUAL
W	WEST
X	EXHIBIT
Y	YARD
Z	ZONING

MAP & DEED REFERENCES:

- 1. THE CITY OF TRACY, CALIFORNIA, OFFICIAL RECORD BOOK 21, PAGE 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100.
- 2. THE CITY OF TRACY, CALIFORNIA, OFFICIAL RECORD BOOK 21, PAGE 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100.

SURVEYOR'S STATEMENT:

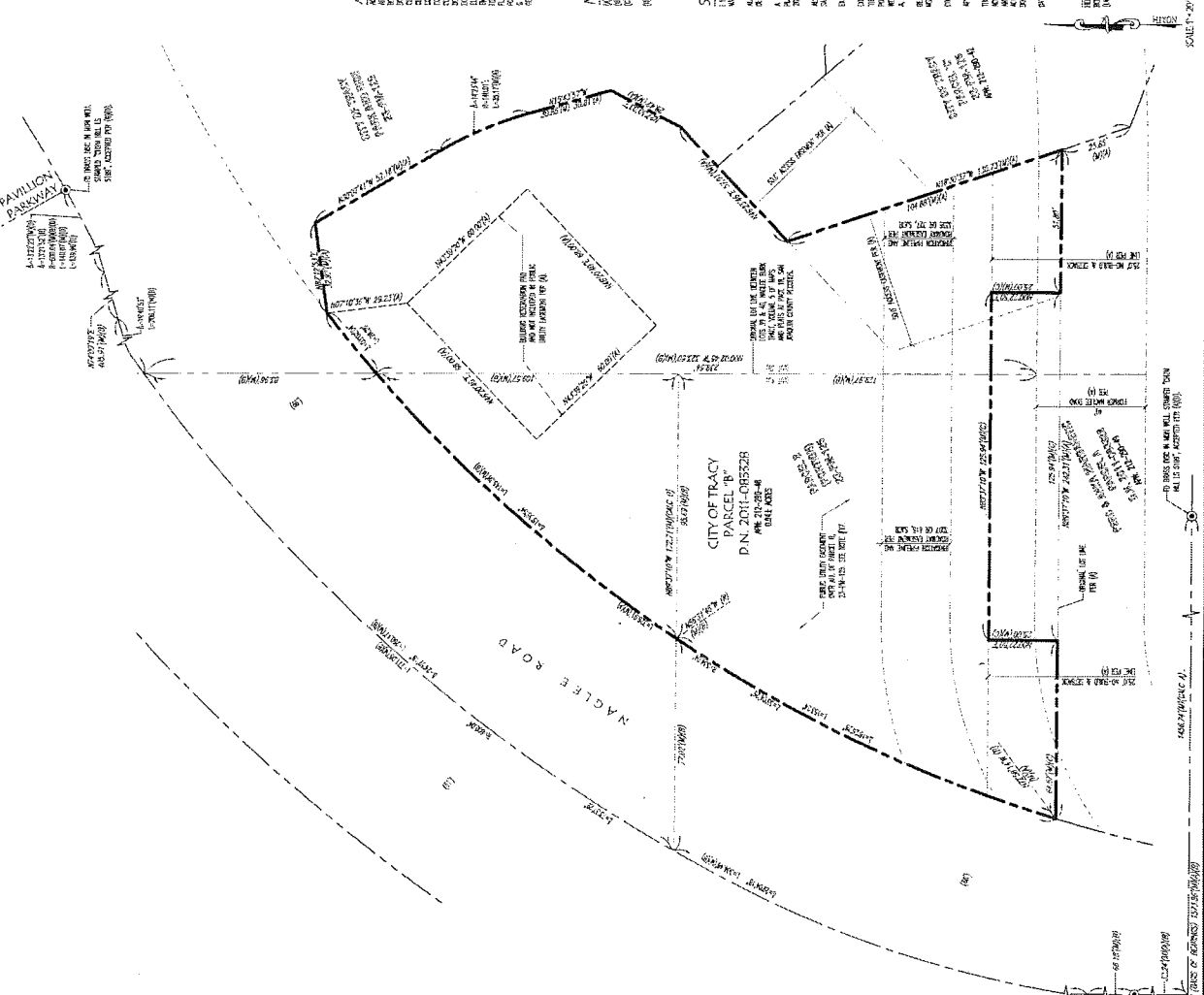
I, JAMES M. WILSON, A LICENSED SURVEYOR IN THE STATE OF CALIFORNIA, HAVE SURVEYED THE ABOVE DESCRIBED PARCEL AND HAVE FOUND IT TO BE THE SAME AS SHOWN ON THE MAPS AND DEEDS REFERENCED HEREIN. I HAVE FOUND NO OTHER SURVEYORS' MARKS OR RECORDS THAT CONTRADICT THE ABOVE DESCRIBED PARCEL. I HAVE FOUND NO OTHER SURVEYORS' MARKS OR RECORDS THAT CONTRADICT THE ABOVE DESCRIBED PARCEL. I HAVE FOUND NO OTHER SURVEYORS' MARKS OR RECORDS THAT CONTRADICT THE ABOVE DESCRIBED PARCEL.

NOTES:

1. THE CITY OF TRACY, CALIFORNIA, OFFICIAL RECORD BOOK 21, PAGE 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100.
2. THE CITY OF TRACY, CALIFORNIA, OFFICIAL RECORD BOOK 21, PAGE 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100.

PROJECT BENCHMARK:

THE CITY OF TRACY, CALIFORNIA, OFFICIAL RECORD BOOK 21, PAGE 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100.



PROJECT BENCHMARK:

THE CITY OF TRACY, CALIFORNIA, OFFICIAL RECORD BOOK 21, PAGE 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100.

FEMA CATEGORY:

THE CITY OF TRACY, CALIFORNIA, OFFICIAL RECORD BOOK 21, PAGE 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100.

BASIS OF BEARINGS:

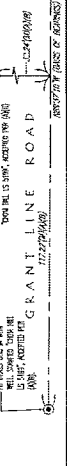
THE CITY OF TRACY, CALIFORNIA, OFFICIAL RECORD BOOK 21, PAGE 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100.

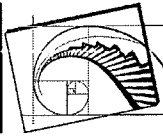
METES AND BOUNDS LEGAL DESCRIPTION:

THE CITY OF TRACY, CALIFORNIA, OFFICIAL RECORD BOOK 21, PAGE 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100.

NOTES:

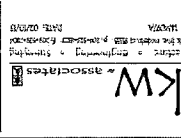
1. THE CITY OF TRACY, CALIFORNIA, OFFICIAL RECORD BOOK 21, PAGE 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100.
2. THE CITY OF TRACY, CALIFORNIA, OFFICIAL RECORD BOOK 21, PAGE 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100.





VMI architecture
Design - Planning - Construction
14150100320 - 415-133-8244
www.vmiarch.com

VMI JOB NUMBER
1459



RECORD DATES	
DATE OF RECORD	DATE OF REVISION

REVISIONS	
NO. OF REVISIONS	DATE OF REVISION

CLIENT
EL POLLO LOCO INC
3340 WINDYWAY BLVD, SUITE 100
FORT LAUDERDALE, FL 33309

PROJECT
EL POLLO LOCO RESTAURANT
4202 WINDY ROAD
FORT LAUDERDALE, FL 33309
APRIL 2014 - AUGUST 2014

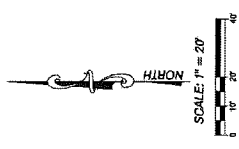
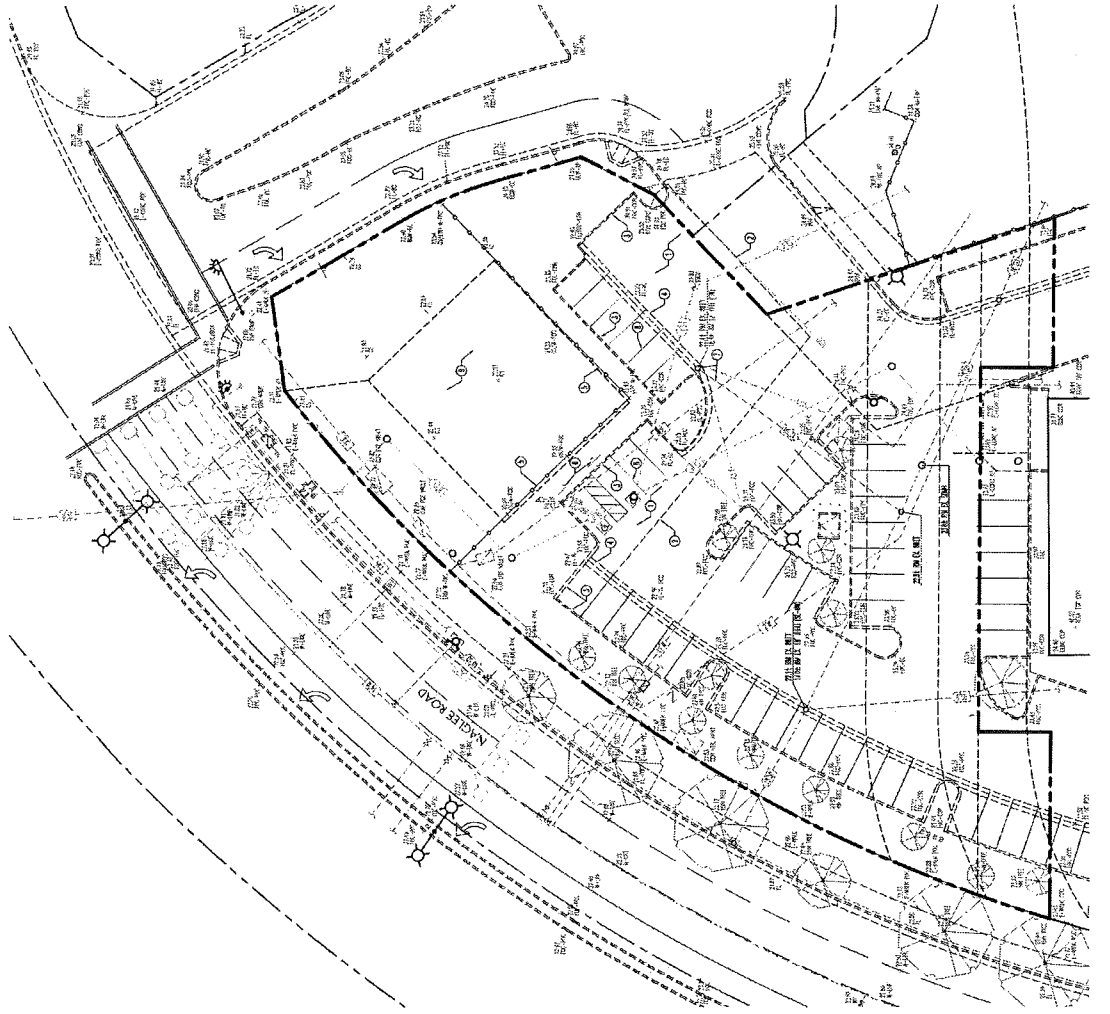


PRELIMINARY
DEMOLITION PLAN

C1

811
Know what's below.
Call before you dig.

- DETAILED KEY NOTES:
- 1 DEMOLITION MASTERS
 - 2 CONCRETE FOUNDATION
 - 3 EXISTING CONCRETE WALLS
 - 4 EXISTING CONCRETE WALLS WITH CORES
 - 5 EXISTING CONCRETE WALLS WITH CORES
 - 6 EXISTING CONCRETE WALLS WITH CORES
 - 7 EXISTING CONCRETE WALLS WITH CORES
 - 8 EXISTING CONCRETE WALLS WITH CORES
 - 9 EXISTING CONCRETE WALLS WITH CORES
 - 10 EXISTING CONCRETE WALLS WITH CORES



DESCRIPTION	SYMBOL
PROPOSED	(Symbol)
EXISTING	(Symbol)
DEMOLITION	(Symbol)
... (rest of table)	...

DESCRIPTION	SYMBOL
AS-BUILT	(Symbol)
... (rest of table)	...

DESCRIPTION	SYMBOL
... (rest of table)	...

SYMBOLS LEGEND

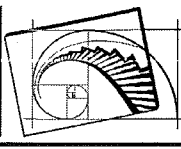
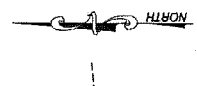
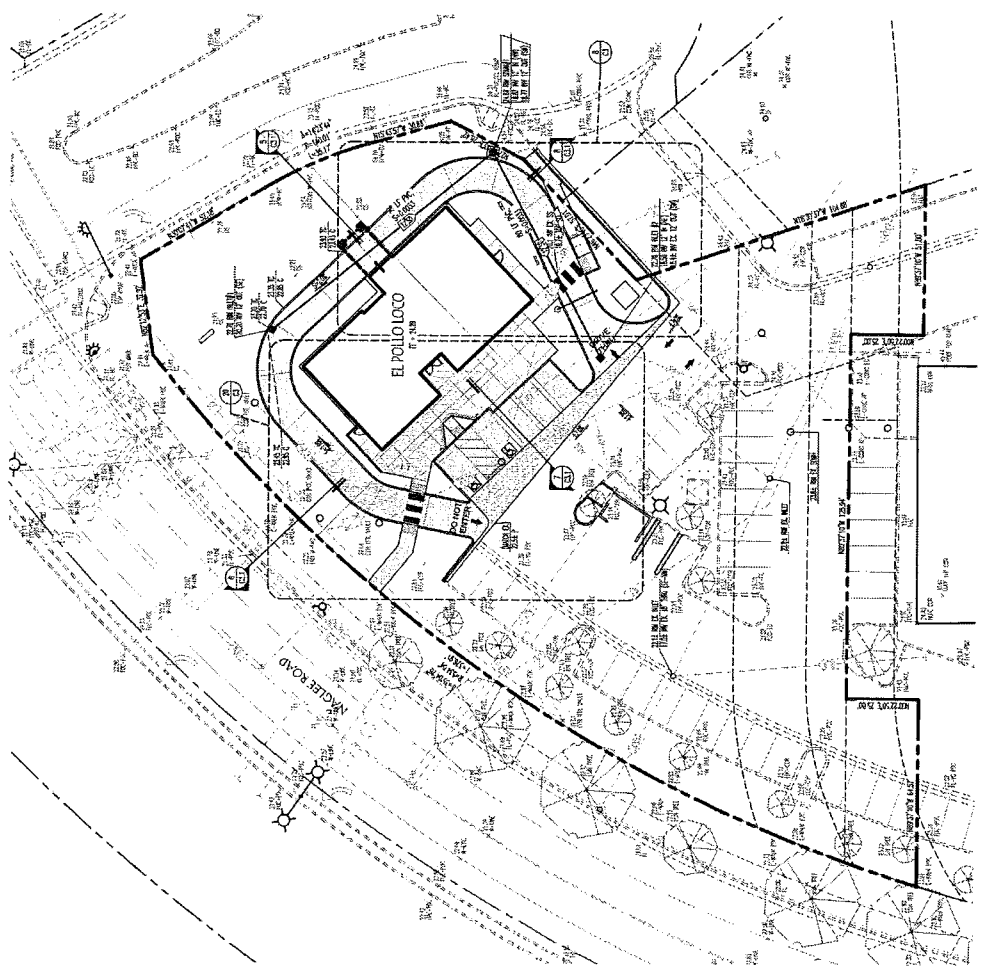
DESCRIPTION	SYMBOL
ADJUSTED	(Symbol)
AS-BUILT	(Symbol)
... (rest of table)	...

LIST OF ABBREVIATIONS

AD	ADJUSTED
AS	AS-BUILT
...	...



Know what's Below.
Call before you dig.



VMI architecture
457 The American Ranch Pkwy, Suite 200, San Jose, CA 95128
415.436.8888
www.vmiarch.com



SKW
SKW & Associates
2750 Lakeside Blvd, Suite 200, San Jose, CA 95128
415.436.8888
www.skw.com

RECORD LATES
DESIGNER: VMI ARCHITECTURE
DATE: 08/11/2015
CONTRACTOR: SKW & ASSOCIATES

REVISIONS
1. 08/11/2015: INITIAL DESIGN

CLIENT
EL POLLO LOCO INC
2330 N. CALLE DE LA LUNA
SAN JOSE, CA 95131
Phone: 714.981.8800

PROJECT
EL POLLO LOCO RESTAURANT
7400 N. NEGRETTE ROAD
TRUCKEE, CA
APN: 212 0250 048 0003



**PRELIMINARY
GRADING AND DRAINAGE
PLAN**

C2

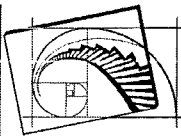
17 NOT USED

18 NOT USED

19 NOT USED

20 NOT USED

172014_JOBS14187-63L_2422-Maple_Rd_Tray/2/2/2015.dwg: C2 GRADING.dwg By: RICHARD J. JOSEPH Saved on 12/10/2015 10:11:33 AM



VMI architecture
 427 2nd Avenue South, Suite 200
 Birmingham, AL 35203
 Phone: 205.944.8888
 Fax: 205.944.8889

VMI ORN NUMBER
 1459



SKW
 Architecture • Engineering • Surveying
 2500 Westchase Parkway, Suite 200
 Atlanta, GA 30328
 Phone: 404.252.4444
 Fax: 404.252.4445
 www.skw.com

REVISIONS

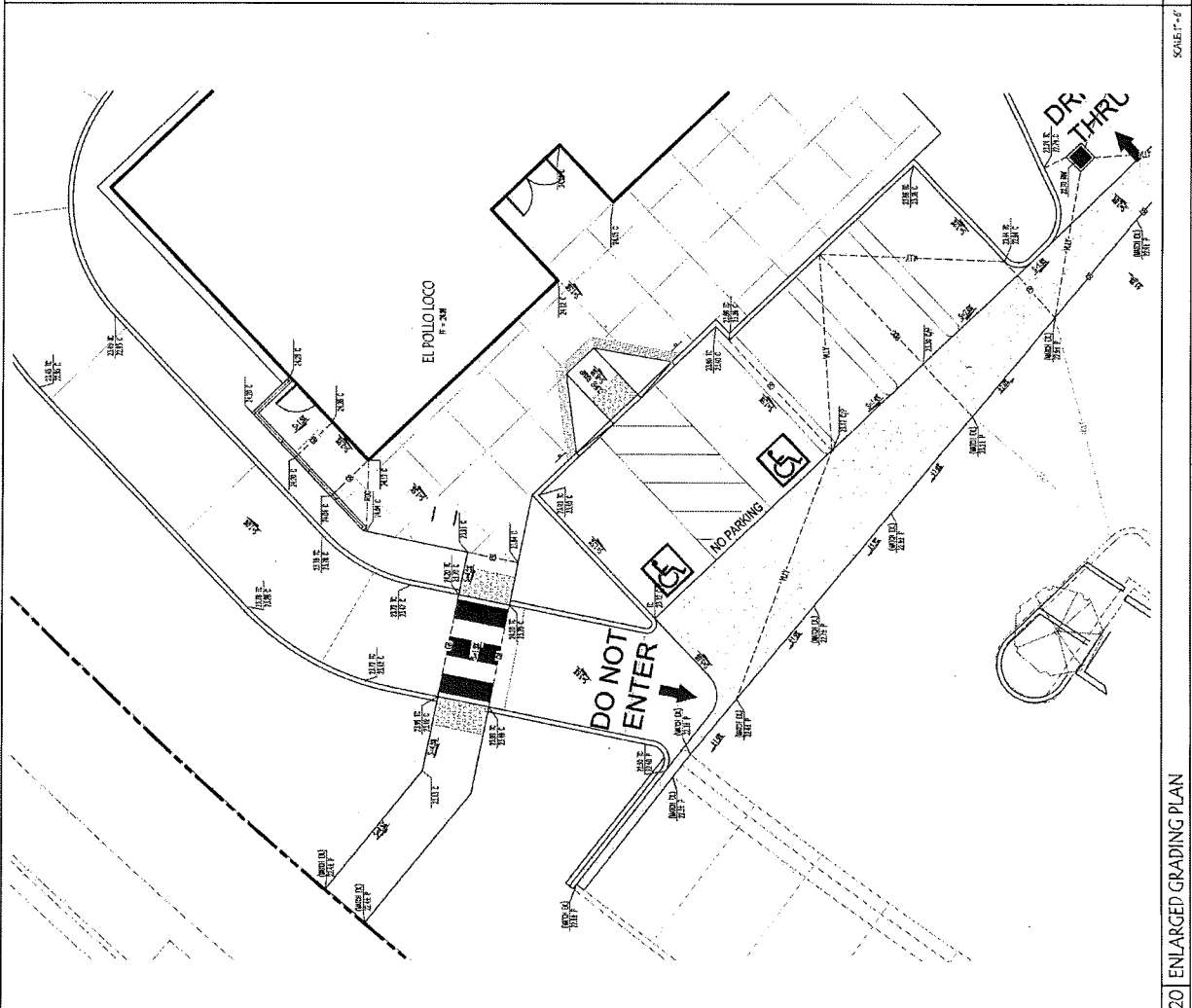


C3.1

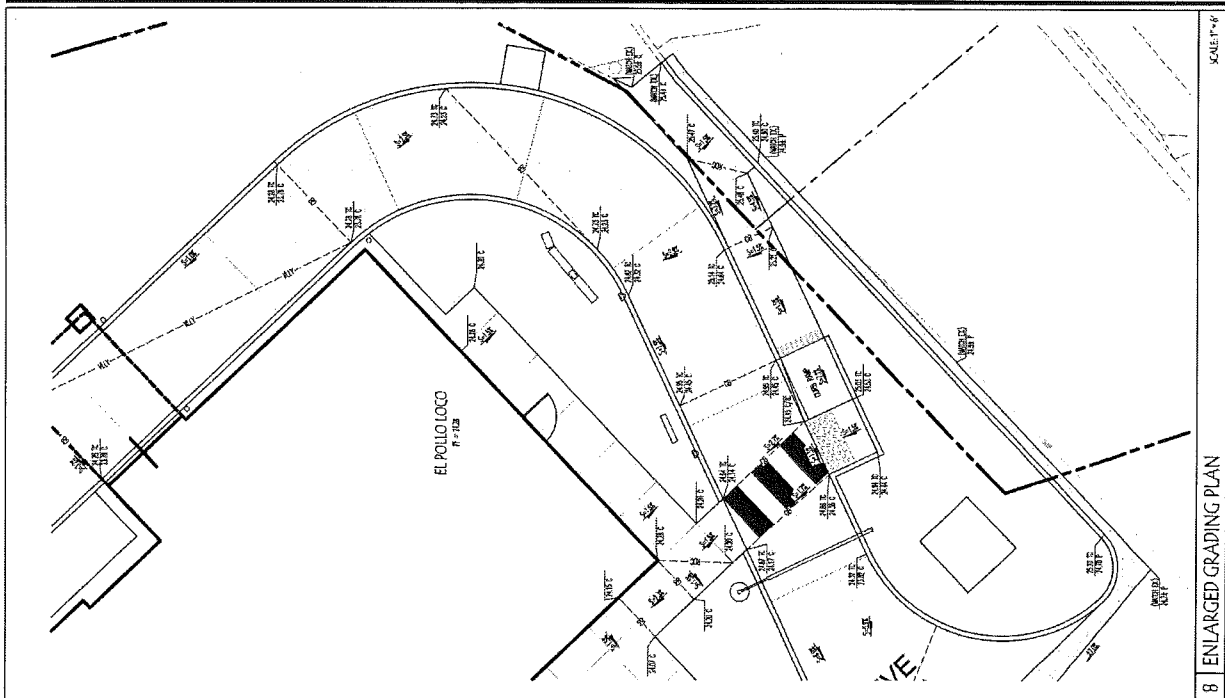
17	NOT USED	13	NOT USED	9	NOT USED	5	SECTION @ DRIVE-THRU. SCALE: 1" = 3'
18	NOT USED	14	NOT USED	10	NOT USED	6	SECTION @ DRIVE-THRU. SCALE: 1" = 3'
19	NOT USED	15	NOT USED	11	NOT USED	7	SECTION @ SIDEWALK SCALE: 1" = 3'
20	NOT USED	16	NOT USED	12	NOT USED	8	SECTION @ DRIVE-THRU. SCALE: 1" = 3'

12/01/14 JCS514407 EPL 2422 (page 04) Tracy, Chris preliminary dwg C3.1 DETAILS Drawn By: RICHARD HOWARD (NO. 100213) 8:36:13 AM
 All drawings are the property of VMI ORN. No part of this drawing may be reproduced or transmitted in any form or by any means electronic or mechanical, including photocopying, recording, or by any information storage and retrieval system, without the prior written permission of VMI ORN. This drawing is intended for the use of the client and is not to be used for any other purpose. VMI ORN is not responsible for any errors or omissions in this drawing. The client is responsible for the accuracy of the information provided to VMI ORN. VMI ORN is not responsible for any errors or omissions in this drawing. The client is responsible for the accuracy of the information provided to VMI ORN.

13014_JOBS14487-PL_2422 Major Rd., Tracy/CA Preliminary Grading Plan 02/29/2015 11:51:22 AM
 ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED EXCEPT WHERE SHOWN OTHERWISE. IT IS THE PROPERTY OF SKW & ASSOCIATES, INC. AND IS TO BE USED ONLY FOR THE PROJECT AND SITE SPECIFICALLY IDENTIFIED HEREIN. IT IS NOT TO BE REPRODUCED, COPIED, OR TRANSMITTED IN ANY FORM OR BY ANY MEANS, ELECTRONIC OR MECHANICAL, INCLUDING PHOTOCOPYING, RECORDING, OR BY ANY INFORMATION STORAGE AND RETRIEVAL SYSTEM, WITHOUT THE WRITTEN PERMISSION OF SKW & ASSOCIATES, INC. THE USER OF THIS DOCUMENT AGREES TO HOLD SKW & ASSOCIATES, INC. HARMLESS FROM ANY AND ALL LIABILITY, INCLUDING REASONABLE ATTORNEY'S FEES, ARISING FROM OR RESULTING FROM THE USE OF THIS DOCUMENT. THE USER OF THIS DOCUMENT AGREES TO HOLD SKW & ASSOCIATES, INC. HARMLESS FROM ANY AND ALL LIABILITY, INCLUDING REASONABLE ATTORNEY'S FEES, ARISING FROM OR RESULTING FROM THE USE OF THIS DOCUMENT.



20 ENLARGED GRADING PLAN



8 ENLARGED GRADING PLAN

C3

PRELIMINARY
ENLARGED
GRADING PLAN



PROJECT
EL POLLO LOCO RESTAURANT
2422 MAJOR RD.
TRACY, CA
APN: 242-242-108-000

CLIENT
EL POLLO LOCO INC
2422 MAJOR RD.
TRACY, CA 95391
Phone: 714.865.0000

REVISIONS
4/21/11 077/01

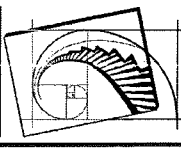
RECORD DATES
10/20/11
10/21/11
CONTRACT #117

SKW & ASSOCIATES
Architects & Engineers
1234 W. 10th St.
DRE 02/05



VMI JOB NUMBER
1459

VMI Architects
2422 Major Rd. Tracy, CA 95391
Tel: 714.865.0000
www.vmi.com



VMI architecture
 437 So. Alhambra Ave., Torrance, CA 90503
 408-209-1000
 www.vmiarch.com

VMI JOB NUMBER
1459



SKW *associates*
 Architecture • Engineering • Surveying
 17777 Wilshire Blvd., Suite 1000, Beverly Hills, CA 90210
 310.341.1000

RECORD DATES

DESIGN/INITIAL	
DATE	
CONTRACT #	

REVISIONS

NO.	DATE	DESCRIPTION

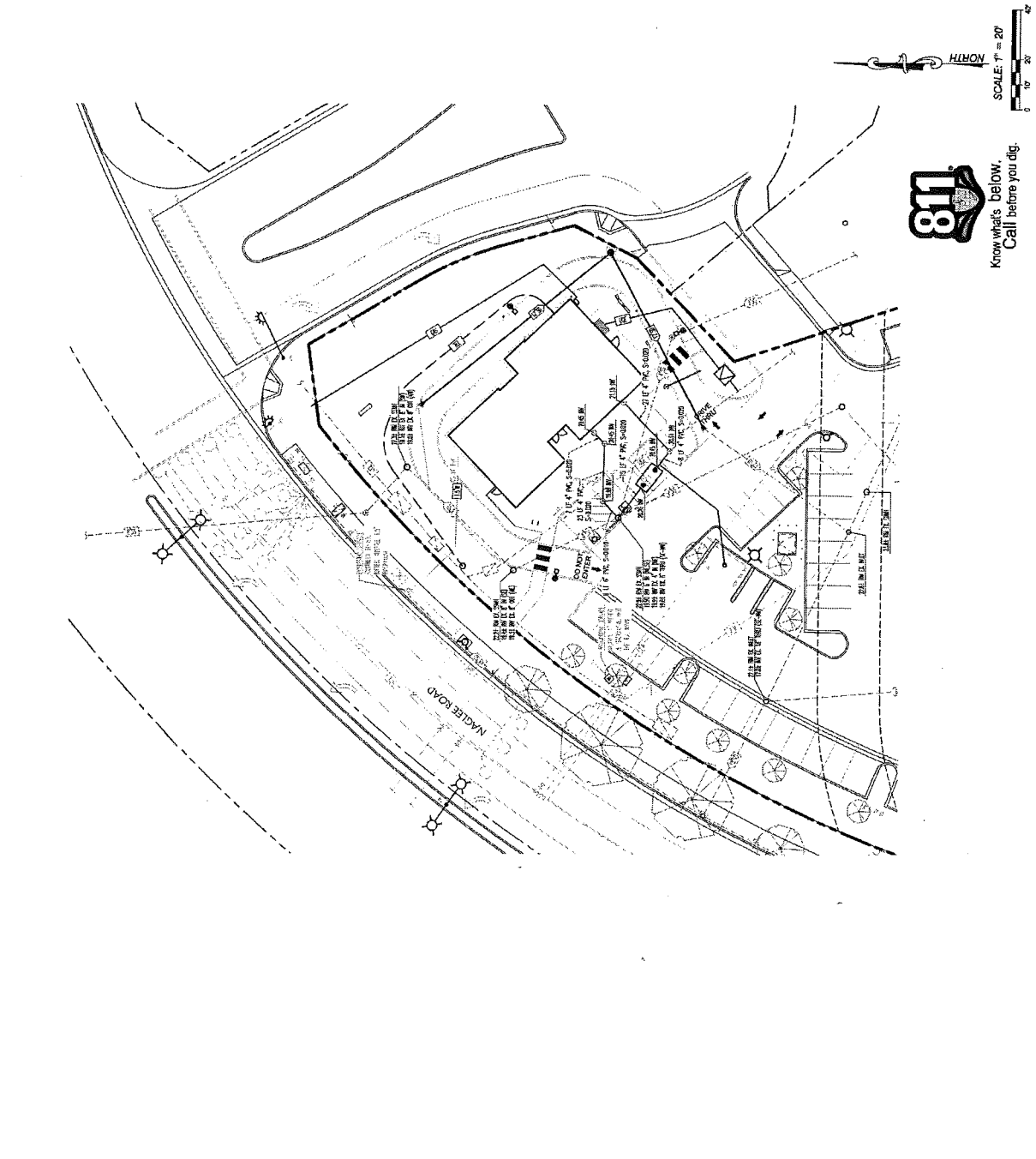
CLIENT
 EL POLO LODGE INC
 2800 WILSHIRE BLVD
 BEVERLY HILLS, CA 90210
 Phone: 310.341.6000

PROJECT
 EL POLO LODGE RESTAURANT
 2400 WILSHIRE BLVD
 BEVERLY HILLS, CA 90210
 APN: 212-093-008-000

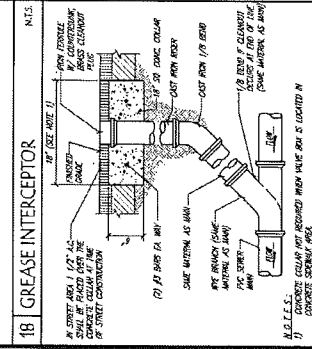
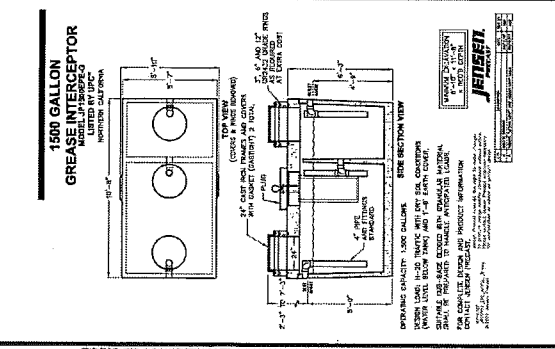


UTILITY PLAN

C4.0



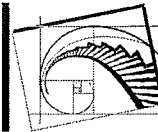
Know what's BELOW.
 Call before you dig.



19 CLEANOUT DETAIL

INSTALLATION NOTES:
 1. CLEANOUT SHALL BE INSTALLED IN A CONCRETE FOUNDATION WITH A MINIMUM OF 4" OF EARTH COVER.
 2. CLEANOUT SHALL BE INSTALLED IN A CONCRETE FOUNDATION WITH A MINIMUM OF 4" OF EARTH COVER.
 3. CLEANOUT SHALL BE INSTALLED IN A CONCRETE FOUNDATION WITH A MINIMUM OF 4" OF EARTH COVER.
 4. CLEANOUT SHALL BE INSTALLED IN A CONCRETE FOUNDATION WITH A MINIMUM OF 4" OF EARTH COVER.

ITEM	DESCRIPTION	QTY	UNIT	PRICE	TOTAL
1	1800 GALLON GREASE INTERCEPTOR	1	EA	1,200.00	1,200.00
2	18 GREASE INTERCEPTOR	1	EA	1,200.00	1,200.00
3	19 CLEANOUT DETAIL	1	EA	1,200.00	1,200.00
4	CONCRETE FOUNDATION	1	EA	1,200.00	1,200.00
5	EARTH COVER	1	EA	1,200.00	1,200.00



VMI architecture
 12726 Avenue Blvd, CA 94521
 (925) 436-2500
 www.vmi.com

VIA LOG NUMBER
 14-59



April 17, 2015



RECORD DATES
 2/20/15
 3/12/15
 3/23/15
 4/15/15

REVISIONS
 1. 2/20/15
 2. 3/12/15
 3. 3/23/15
 4. 4/15/15

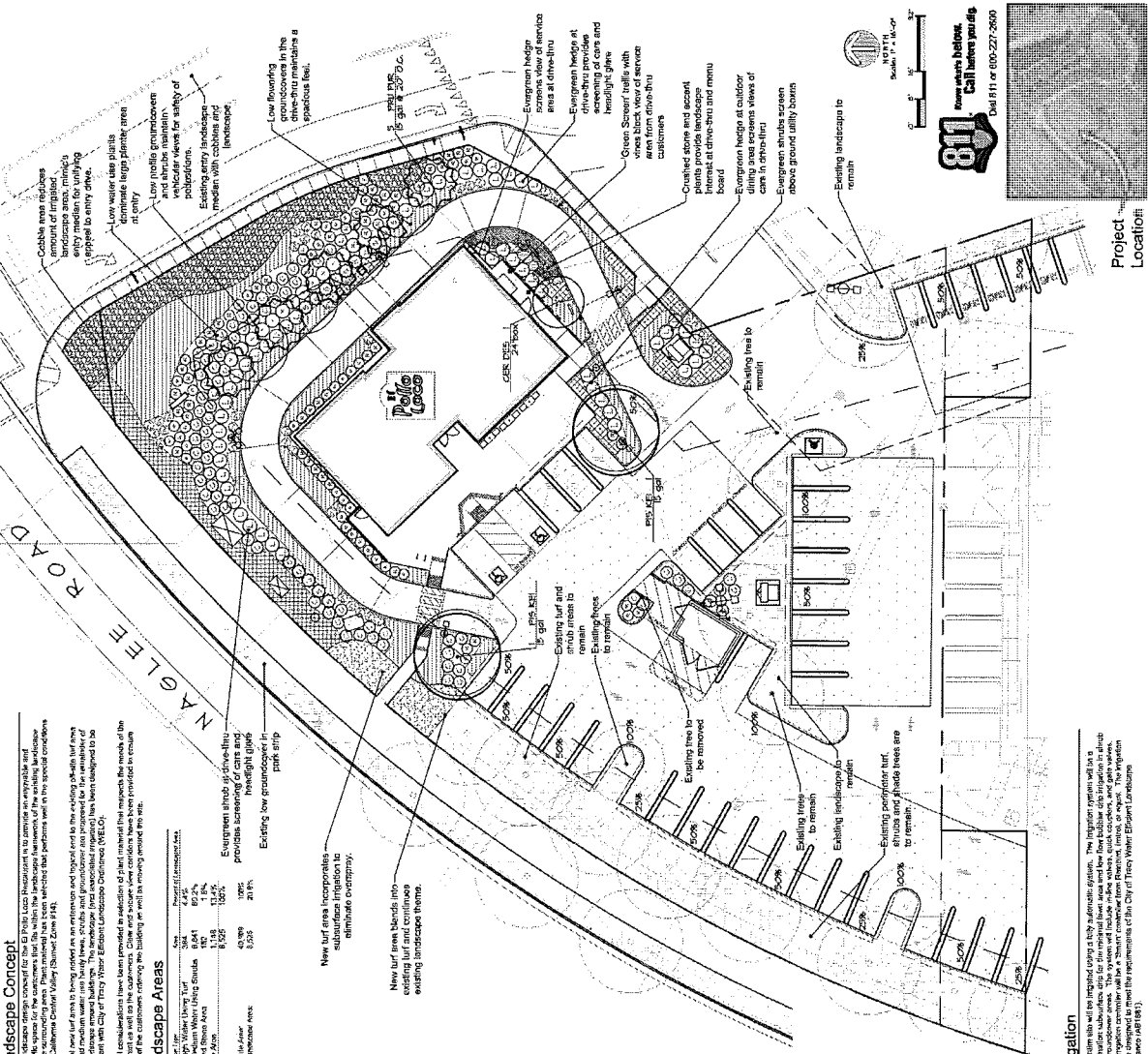
CLIENT
 EL POLLO LOCO INC
 200 BROADWAY, SUITE 100
 NEW YORK, NY 10004
 Phone: 212.693.1900

PROJECT
 EL POLLO LOCO #128
 748 N. G Street
 San Jose, CA 95128
 APN: 272-002-046-000



Project: Preliminary Landscape Plan

Location: 80



Landscape Concept
 The landscape concept for this project is to create a high-quality outdoor dining and lounge area that complements the existing building and provides a pleasant environment for the restaurant's patrons. The design focuses on creating a functional and aesthetically pleasing outdoor space that enhances the overall dining experience.

Landscape Areas

Area	Plant	Plant Size	Quantity	Total
New High Voltage Living Turf	4.5x6	100	100	100
New High Voltage Living Turf	6x8	100	100	100
Grass Area	1.5x1.5	100	100	100
Grass Area	1.5x1.5	100	100	100
Total Landscape Area				300

New turf area incorporates substrate irrigation to minimize water consumption. Existing low groundcover in park strip.

New turf area blends into existing turf and continues existing landscape theme.

Existing turf and shrub means to remain. Existing trees to be removed.

Existing landscape to remain. Existing landscape to remain.

Existing landscape to remain. Existing landscape to remain.

Existing landscape to remain. Existing landscape to remain.

PLANT SCHEDULE

SYMBOL	BOTANICAL NAME	COMMON NAME	HEIGHT	WIDTH	DEPTH	PLANTING
1	Phlox paniculata	Phlox	2'	18"	18"	100
2	Phlox paniculata	Phlox	2'	18"	18"	100
3	Phlox paniculata	Phlox	2'	18"	18"	100
4	Phlox paniculata	Phlox	2'	18"	18"	100
5	Phlox paniculata	Phlox	2'	18"	18"	100
6	Phlox paniculata	Phlox	2'	18"	18"	100
7	Phlox paniculata	Phlox	2'	18"	18"	100
8	Phlox paniculata	Phlox	2'	18"	18"	100
9	Phlox paniculata	Phlox	2'	18"	18"	100
10	Phlox paniculata	Phlox	2'	18"	18"	100

When required, all trees shall be planted in a 24" x 24" x 24" container. All plants shall be installed in a 24" x 24" x 24" container. All plants shall be installed in a 24" x 24" x 24" container.

Planting notes: All plants shall be installed in a 24" x 24" x 24" container. All plants shall be installed in a 24" x 24" x 24" container.

Planting notes: All plants shall be installed in a 24" x 24" x 24" container. All plants shall be installed in a 24" x 24" x 24" container.

Planting notes: All plants shall be installed in a 24" x 24" x 24" container. All plants shall be installed in a 24" x 24" x 24" container.

Planting notes: All plants shall be installed in a 24" x 24" x 24" container. All plants shall be installed in a 24" x 24" x 24" container.

Planting notes: All plants shall be installed in a 24" x 24" x 24" container. All plants shall be installed in a 24" x 24" x 24" container.

Planting notes: All plants shall be installed in a 24" x 24" x 24" container. All plants shall be installed in a 24" x 24" x 24" container.

Tree Planting and Staking

Parking Lot Shade Calculation

City of Tracy requires 40% shading of parking. A level of 60% has been provided.

Existing trees are indicated with 60% shading below the tree line.

Tree Type	Quantity	Shade Area (sq ft)	Total Shade Area (sq ft)
Large Tree	1	1,000	1,000
Medium Tree	2	500	1,000
Small Tree	3	200	1,400
Grass Area	1	1,000	2,400
Total Shade Area			2,400
Total Parking Area			6,000
Shading Provided			40%

RESOLUTION 2015-_____

APPROVING A PLANNED UNIT DEVELOPMENT (PUD) ZONE PRELIMINARY AND FINAL DEVELOPMENT PLAN FOR THE CONSTRUCTION OF AN APPROXIMATELY 3,000 SQUARE FOOT RESTAURANT WITH DRIVE THRU, PARKING AREA AND LANDSCAPING IMPROVEMENTS, LOCATED NORTH OF THE TEXAS ROADHOUSE RESTAURANT AT 2242 NAGLEE ROAD, ASSESSOR'S PARCEL NUMBER 212-290-48, APPLICATION NUMBER D15-0002

WHEREAS, On February 17, 2015, an application was submitted for a Planned Unit Development (PUD) Zone Preliminary and Final Development Plan to construct an approximately 3,000 square foot restaurant (intended for El Pollo Loco) with drive thru, parking area and landscaping improvements, located north of the Texas Roadhouse restaurant at 2242 Naglee Road, Assessor's Parcel Number 212-290-48, Application Number D15-0002, and

WHEREAS, The subject property is zoned PUD and designated Freeway Commercial (FC) by the I-205 Corridor Specific Plan and Commercial by the General Plan, and

WHEREAS, Eating and drinking establishments are principally permitted within the FC designation of the I-205 Corridor Specific Plan, and

WHEREAS, The project meets the requirements of the I-205 Corridor Specific Plan, including requirements for parking, landscaping, and setbacks, and

WHEREAS, The proposed architecture is consistent with the City's Design Goals and Standards as described below, and

WHEREAS, The Planning Commission conducted a public hearing to review and consider the project on June 10, 2015 and recommended that City Council approve the project, and

WHEREAS, The City Council conducted a public hearing to review and consider the project on July 7, 2015, and

WHEREAS, The City Council has determined that the application conform to and is consistent with the General Plan and the I-205 Corridor Specific Plan (which also serves as the concept development for the subject property);

NOW, THEREFORE BE IT RESOLVED, That the City Council hereby approves the PUD Preliminary and Final Development Plan to construct an approximately 3,000 square foot restaurant with drive thru, parking area and landscaping improvements, located north of the Texas Roadhouse restaurant at 2242 Naglee Road, Assessor's Parcel Number 212-290-48, Application Number D15-0002, subject to the conditions as stated in Exhibit "1".

Resolution _____
Page 2

The foregoing Resolution _____ was adopted by the City Council on the 7th day of July 2015, by the following vote:

AYES:	COUNCIL MEMBERS
NOES:	COUNCIL MEMBERS
ABSENT:	COUNCIL MEMBERS
ABSTAIN:	COUNCIL MEMBERS

MAYOR

ATTEST:

CITY CLERK

**Conditions of Approval for El Pollo Loco
PUD Preliminary and Final Development Plan
2242 Naglee Road
Application Number D15-0002
July 7, 2015**

These Conditions of Approval shall apply to the Planned Unit Development (PUD) zone Preliminary and Final Development Plan to construct an approximately 3,000 square foot El Pollo Loco restaurant with parking area and landscaping improvements, located at 2242 Naglee Road, Assessor's Parcel Number 212-290-48, Application Number D15-0002 (hereinafter "Project"), proposed by VMI Architects, Inc. (hereinafter "Applicant").

A. Definitions.

The following definitions shall apply to these Conditions of Approval:

1. "Applicant" means any person, or other legal entity, defined as a "Developer".
2. "Developer" means any person, or other legal entity, who applies to the City to divide or cause to be divided real property within the Project boundaries, or who applies to the City to develop or improve any portion of the real property within the Project boundaries. The term "Developer" shall include all successors in interest.
3. "City Engineer" means the City Engineer of the City of Tracy, or any other duly licensed engineer designated by the City Manager, the Development Services Director, or the City Engineer, to perform the duties set forth herein.
4. "Development Services Director" means the Development Services Director of the City of Tracy, or any other person designated by the City Manager or the Development Services Director, to perform the duties set forth herein.
5. "City Regulations" means all written laws, rules, and policies established by the City, including those set forth in the City of Tracy General Plan, the I-205 Corridor Specific Plan, the Tracy Municipal Code, ordinances, resolutions, policies, procedures, and the City's Design Documents (including the Standard Plans, Standard Specifications, Design Standards, and relevant Public Facility Master Plans).
6. "Conditions of Approval" means these conditions of approval applicable to the PUD zone Preliminary and Final Development Plan to construct an approximately 3,000 square foot El Pollo Loco restaurant with parking area and landscaping improvements, located at 2242 Naglee Road, Assessor's Parcel Number 212-290-48, Application Number D15-0002.
7. "Project" means the PUD zone Preliminary and Final Development Plan to construct an approximately 3,000 square foot El Pollo Loco restaurant with

parking area and landscaping improvements, located at 2242 Naglee Road, Assessor's Parcel Number 212-290-48, Application Number D15-0002.

8. "Property" means the property shown on the PUD zone Preliminary and Final Development Plan to construct an approximately 3,000 square foot El Pollo Loco restaurant with parking area and landscaping improvements, located at 2242 Naglee Road, Assessor's Parcel Number 212-290-48, Application Number D15-0002.

B. Planning Division Conditions of Approval

1. The Developer shall comply with all laws (federal, state, and local) related to the development of real property within the Project boundaries, including, but not limited to: the Planning and Zoning Law (Government Code sections 65000, et seq.), the Subdivision Map Act (Government Code sections 66410, et seq.), the California Environmental Quality Act (Public Resources Code sections 21000, et seq., "CEQA"), and the Guidelines for the California Environmental Quality Act (California Administrative Code, title 14, sections 15000, et seq., "CEQA Guidelines").
2. Unless specifically modified by these Conditions of Approval, the Developer shall comply with all City Regulations.
3. Pursuant to Government Code Section 66020, including Section 66020 (d)(1), the City HEREBY NOTIFIES the Developer that the 90-day approval period (in which the Developer may protest the imposition of any fees, dedications, reservations, or other exactions that are within the purview of the Mitigation Fee Act [Government Code section 66000 et seq.] ("Exactions") and imposed on this Project by these Conditions of Approval) shall commence on the date of the conditional approval of this Project. If the Developer fails to file a protest of the Exactions within this 90-day period, complying with all of the requirements of Government Code Section 66020, the Developer will be legally barred from later challenging any of the Exactions. The terms of this paragraph shall not affect any other deadlines or statutes of limitations set forth in the Mitigation Fee Act or other applicable law, or constitute a waiver of any affirmative defenses available to the City.
4. The project shall be developed in substantial compliance with the plans received by the Development Services Department on June 4, 2015.
5. Prior to the issuance of a building permit, the developer shall submit a detailed landscape and irrigation plan consistent with City landscape and irrigation standards, including, but not limited to Tracy Municipal Code Section 10.08.3560, the City's Design Goals and Standards, the applicable Department of Water Resources Model Efficient Landscape Ordinance on

private property, and all other applicable City regulations, to the satisfaction of the Development Services Director.

6. Prior to the issuance of a building permit, an Agreement for the Maintenance of Landscape and Irrigation Improvements, installed in compliance with the plans referenced in Condition of Approval Number B.5., above, shall be executed and financial security submitted to the Development Services Department. The Agreement shall ensure maintenance of the landscape and irrigation improvements for a period of two years. Said security shall be equal to the actual material and labor costs for installation of the landscape and irrigation improvements, or \$2.50 per square foot of landscape area.
7. Prior to issuance of a building permit, the construction documents shall comply with California Building Standards Commission (Cal Green Code Emergency Standards; Title 24, Part 11) regarding landscaping and irrigation water efficiency to the satisfaction of the Utilities Director.
8. Prior to issuance of a building permit or grading permit, the developer shall demonstrate compliance with the San Joaquin County Multi-Species Habitat Conservation and Open Space Plan (SJMSCP) and the Incidental Take Minimization Measures prepared by San Joaquin Council of Government (SJCOG), to the satisfaction of the Development Services Director.
9. Prior to issuance of a building permit, the Developer shall comply with all applicable requirements of the San Joaquin Valley Air Pollution Control District (APCD), including District Rule 9510, Regulation VIII, and payment of all applicable fees, to the satisfaction of the APCD.
10. All PG&E transformers, phone company boxes, Fire Department connections, back flow prevention devices, irrigation controllers, and other on-site utilities, shall be vaulted or screened from view from any public right-of-way, behind structures or landscaping, to the satisfaction of the Development Services Director.
11. All roof-mounted equipment, including, but not limited to, HVAC units, vents, fans, antennas, dishes, or skylights shall be at or below the height of the parapet wall so that any equipment referenced above is not visible from Naglee Road, Grant Line Road, I-205, or any other public right-of-way, to the satisfaction of the Development Services Director.
12. All vents, gutters, downspouts, flashing, electrical conduit, etc. shall be painted to match the color of the adjacent surface or otherwise designed in harmony with the building exterior, to the satisfaction of the Development Services Director.

13. Prior to occupancy, the back side of roof parapets shall be painted the same color as the front side of roof parapets, to the satisfaction of the Development Services Director.
14. Prior to the issuance of a building permit, the developer shall design the trash enclosure to include the following, to the satisfaction of the Development Services Director: a masonry enclosure with a minimum height of seven feet, exterior materials and colors to match the proposed building, solid metal screen doors painted to match the proposed building colors, and a concrete apron in front of the enclosure where the dumpsters and loading/transport equipment or vehicles will maneuver.
15. Prior to final inspection or certificate of occupancy, parking area lighting shall be designed and installed so that it is directed downward onto the parking surface and away from the public right-of-way.
16. Prior to the issuance of a building permit, the developer shall document compliance with the City of Tracy Manual of Stormwater Quality Control Standards for New Development and Redevelopment (Manual) to the satisfaction of the Utilities Director, which includes the requirement for Site Design Control Measures, Source Control Measures and Treatment Control Measures under the guidelines in a project Stormwater Quality Control Plan (SWQCP). Compliance with the Manual includes, but is not limited to, addressing outdoor storage areas, loading and unloading areas, trash enclosures, parking areas, any wash areas and maintenance areas. The SWQCP must conform to the content and format requirements indicated in Appendix D of the Manual and must be approved by the Utilities Director prior to issuance of grading or building permits.
17. No signs are approved as part of this development application. Approval of a separate sign permit application by the Development Services Department is necessary prior to the installation of any signs.
18. Prior to issuance of a building permit, the Developer shall provide plans to show that where landscape planters are parallel and adjacent to the side of a vehicular parking space, a 12-inch wide concrete curb shall be provided to allow for pedestrian access to vehicles without damage to landscape areas.
19. Outdoor vending machines such as newspaper racks or beverage dispensing machines are not permitted.
20. Prior to issuance of a building permit, if not previously recorded, the Developer shall cause to be recorded easement(s), agreement(s), or other instruments to ensure maintenance of improvements and access with the Tracy Roadhouse parcel for customers, employees, deliveries, utilities, etc., to the satisfaction of the Development Services Director.

21. Prior to issuance of a building permit, the Developer shall demonstrate how adequate striping or other marking will occur leading into the drive thru to ensure orderly vehicle stacking in a manner that does not unreasonably block drive aisles or parking spaces, to the satisfaction of the Development Services Director.

C. Engineering Division Conditions of Approval

C.1. General Conditions

- C.1.1 Developer shall comply with the applicable sections of approved documents and/or recommendations of the technical analyses/ reports prepared for the Project listed as follows:
 - a) Disposition and Development Agreement (DDA) between Community Development Agency and Armadillo Realty, Inc., dated April 19, 2005 and Amendment to the DDA dated May 7, 2011.
 - b) Declaration of Restrictions recorded on August 3, 2011 as Document # 2011-092225 of the San Joaquin County Records.
 - c) Mutual Easement and Maintenance Agreement recorded on August 3, 2011 as Document # 2011-092226 of the San Joaquin County records.
- C.1.2 Developer shall comply with the requirements and pay applicable fees per the Finance Plan for I-205 Specific Plan GL-27 Parcel, approved by City Council on April 19, 2005, per Resolution 2005-104, and as specified in Condition C.5.1 through C.5.3, below.

C.2. Grading Permit

The City will not accept grading permit application for the Project as complete until the Developer has provided all relevant documents related to said grading permit required by the applicable City Regulations and these Conditions of Approval, to the satisfaction of the City Engineer, including, but not limited to, the following:

- C.2.1 Grading and Drainage Plans prepared on a 24" x 36" size polyester film (mylar). Grading and Drainage Plans shall be prepared under the supervision of, and stamped and signed by a Registered Civil Engineer.
- C.2.2 Payment of the applicable Grading Permit fees which include grading plan checking and inspection fees, and other applicable fees as required by these Conditions of Approval.
- C.2.4 Two (2) sets of the Project's Geotechnical Report signed and stamped by a licensed Geo-technical Engineer licensed to practice in the State of California, as required in Condition C.4.1(a), below. The technical report must include relevant information related to soil

types and characteristics, soil bearing capacity, and elevation of the highest observed groundwater level.

- C.2.5 Documentation or letter from the San Joaquin Valley Air Pollution Control District (SJVAPCD) stating that this Project meets their requirements related to dust control.
- C.3. Encroachment Permit - No applications for encroachment permit will be accepted by the City as complete until the Developer provides all relevant documents related to said encroachment permit required by the applicable City Regulations and these Conditions of Approval, to the satisfaction of the City Engineer, including, but not limited to, the following:
- C.3.1. Improvement Plans prepared on a 24" x 36" size 4-mil thick polyester film (mylar), if necessary that incorporate all the requirements described in these Conditions of Approval. Improvement Plans shall be prepared under the supervision of, and stamped and signed by a Registered Civil, Traffic, Electrical, Mechanical Engineer, and Registered Landscape Architect for the relevant work.
- C.3.2. Check payment for the applicable engineering review fees which include plan checking, permit and agreement processing, testing, construction inspection, and other applicable fees as required by these Conditions of Approval. The engineering review fees will be calculated based on the fee rate adopted by the City Council on May 19, 2015, per Resolution 2015-075.
- C.3.3. Traffic Control Plan, if necessary, signed and stamped by a Registered Civil Engineer or Traffic Engineer licensed in the State of California, as required in Condition C.4.6, below.
- C.4. Improvement Plans - Improvement Plans shall contain the design, construction details and specifications of public improvements that are necessary to serve the Project. The Improvement Plans shall be drawn on a 24" x 36" size 4-mil thick polyester film (mylar) and shall be prepared under the supervision of, and stamped and signed by a Registered Civil, Traffic, Electrical, Mechanical Engineer, and Registered Landscape Architect for the relevant work. The Improvement Plans shall be completed to comply with City Regulations, these Conditions of Approval, and the following requirements:
- C.4.1. Grading and Storm Drainage Plans
- Site Grading
- a Include all proposed erosion control methods and construction details to be employed and specify materials to be used. All grading work shall be performed and completed in accordance with the recommendation(s) of the Project's Geotechnical Engineer. A copy of the Project's Geotechnical Report must be submitted with the Grading and Storm Drainage Plans.

- b) Grading for the site shall be designed such that the Project's storm water can overland release to a public street that has a functional storm drainage system with adequate capacity to drain storm water from the Project Site, in the event that the on-site storm drainage system fails or it is clogged. The storm drainage release point is recommended to be at least 0.70 foot lower than the building finish floor elevation and shall be improved to the satisfaction of the City Engineer.

C.4.2 Storm Drainage

- a) The Developer shall design and install storm drain lines and connection to existing storm drains per City Regulations.
- b) The project site will need to include storm water quality treatment provisions that conform to the City's Manual of Stormwater Quality Control ("SWQC") Standards for New Development and Redevelopment. Calculations related to the design and sizing of on-site storm water treatment facilities must be submitted with the Grading and Storm Drainage Plans, and approved by City's Water Resources Coordinator prior to issuance of the Grading Permit for the Project.
- c) Prior to the issuance of the building certificate of occupancy, the Developer shall submit a signed and notarized Stormwater Treatment Facilities Maintenance Agreement (STFMA) as a guarantee for the performance of Developer's responsibility towards the repair and maintenance of on-site storm water treatment facilities.

C.4.3 Sanitary Sewer Improvement Plans

On-site Sewer

- a) The Developer is responsible for repairing and maintaining the on-site sewer system up to the sewer manhole at the terminus of the on-site sewer force main, including any odor control equipment at the manhole (if required). The City will be responsible for repairing and maintaining the gravity sewer outfall.

C.4.4 Water Distribution System

- a) During the construction of the Project, the Developer is responsible for providing water infrastructure (temporary or permanent) capable of delivering adequate fire flows and pressure appropriate to the various stages of construction and as approved by the City of Tracy Fire Code Official.
- b) Domestic and Irrigation Water Services – The Developer shall design and install domestic and irrigation water service connection, including a remote-read master water meter (the

water meter to be located within City's right-of-way) and a Reduced Pressure Type back-flow protection device in accordance with City Regulations. The domestic and irrigation water service connection(s) must be completed before the final inspection of the building. The City shall maintain water lines from the water meter to the point of connection with the water distribution main (inclusive) only. Repair and maintenance of all on-site water lines, laterals, sub-meters, valves, fittings, fire hydrant and appurtenances shall be the responsibility of the Developer.

- c) Fire Service Line – Location and construction details of fire service line including fire hydrant(s) that are to serve the Project shall be approved by the City's Fire Safety Officer and Chief Building Official. Prior to the approval of the Improvement Plans, the Developer shall obtain written approval from the City's Fire Safety Officer and Chief Building Official, for the design, location and construction details of the fire service connection to the Project, and for the location and spacing of fire hydrants that are to be installed or planned to serve the Project.

- C.4.5 Project Driveways and Access to Existing Businesses: The Developer shall take all steps necessary to plan and construct site improvements such that construction operations do not impact safety and access (including emergency vehicles) to the existing businesses such as Texas Roadhouse throughout the duration of construction. Developer shall coordinate with the owners and cooperate to minimize impacts on existing businesses and the Park and Ride Lot. All costs of measures needed to provide safe and functional access shall be borne by the Developer.
- C.4.6 Traffic Control Plan – In the event that it is necessary to perform within City's right-of-way, the Developer shall submit a Traffic Control Plan for each phase of work, if needed, to show the method and type of construction signs to be used for regulating traffic at the work areas within the streets. The Traffic Control Plan shall be prepared by a Civil Engineer or Traffic Engineer licensed to practice in the State of California, and should be submitted as part of the encroachment permit application.
- C.4.7 Joint Utility Trench Plans All private utility services to serve Project such as electric, telephone and cable TV to the building must be installed underground, and to be installed at the location approved by the respective owner(s) of the utilities. The Developer shall submit Joint Utility Trench Plans for the installation of electric, gas, telephone and TV cable main and service lines that are necessary to be installed to serve the Project. The Developer shall coordinate, as feasible, with the respective owner(s) of the utilities for the design of

these underground utilities to ensure they can be installed within the 10-foot wide PUE to the extent feasible (and except in the event, that additional space beyond the 10-foot PUE is required, as determined by the utilities owner(s)).

- C.4.8 Utility Easements: Existing Public Utility Easement over all of Parcel B per Parcel Map 23-PM-125 shall be vacated, and water, storm drainage and sanitary sewer easements for existing and proposed facilities as appropriate shall be dedicated to the City. The Developer shall accomplish vacation of the existing PUE and recordation of required utility easements prior to issuance of final occupancy. All costs of preparation of legal descriptions, grant of Easement documents, review and processing fees, and recordation fees shall be paid for by the Developer.
- C.4.9 Street Cut(s) - When street cuts are made for installation of utilities, the Developer is required to install 2 inches thick asphalt concrete overlay with reinforcing fabric at least 25 feet from all sides and for the entire length of the utility trench. A 2 inches deep grind on the existing asphalt concrete pavement will be required where the asphalt concrete overlay will be applied and shall be uniform thickness in order to maintain current pavement grades, cross and longitudinal slopes. If the utility trench extends beyond the median island, the limit of asphalt concrete overlay shall be up to the lip of existing gutter located along that side of the street.
- C.5. Building Permit - No building permit will be approved by the City until the Developer demonstrates, to the satisfaction of the City Engineer, compliance with all required Conditions of Approval, including, but not limited to, the following:
- C.5.1 Payment of the San Joaquin County Facilities Fees as required in Chapter 13.24 of the TMC, and these Conditions of Approval.
- C.5.2 Payment of the Regional Transportation Impact Fees (RTIF) as required in Chapter 13.32 of the TMC, and these Conditions of Approval.
- C.5.3 The Project is within the boundaries of the I-205 Specific Plan Parcel GL-27 area. Payment of applicable development impact fees (a.k.a. capital in-lieu fees) as specified in the Project's Finance Plan and all fees as required in the 1-205 Infrastructure Cost Allocation Spreadsheet (recent version) and these Conditions of Approval.
- The Developer shall also pay to the City the Project's fair share of the cost of the Non-program Streets and Non-program Traffic Signals within the I-205 Specific Plan Area per the I-205 North Roadway Funding Study approved by the City, and as shown on the Project's Finance Plan.

- C.6 Temporary or Final Building Certificate of Occupancy - No temporary or final building certificate of occupancy will be issued by the City until after the Developer provides reasonable documentation which demonstrates, to the satisfaction of the City Engineer, that:
- C.6.1 The Developer has satisfied all the requirements set forth in Condition C.1 through C.5, above.
 - C.6.2 The Developer has completed construction of all required public facilities for the building for which a certificate of occupancy is requested and all the improvements required in these Conditions of Approval. Unless specifically provided in these Conditions of Approval, or some other applicable City Regulations, the Developer shall use diligent and good faith efforts in taking all actions necessary to construct all public facilities required to serve the Project, and the Developer shall bear all costs related to construction of the public facilities (including all costs of design, construction, construction management, plan check, inspection, land acquisition, program implementation, and contingency).