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February 16, 2016

VIA HAND DELIVERY

City Council of the City of Tracy
c/o City Manager's Office
333 Civic Center Plaza
Tracy, CA 95376

RE: Extension of Interim Ordinance Prohibiting the Issuance of Land Use Entitlement for Warehouse and Distribution Uses Along the I-205 Corridor (Ordinance 1205)

Ladies and Gentlemen:

On behalf of our client, Rados Properties – California Land, LLC (“**Rados**”), this letter is written to underscore Rados’ objections in connection with the actions by the City of Tracy (the “**City**”) to restrict industrial use along the I-205 Corridor. Rados’ prior letter is attached hereto for reference.

Rados purchased its property along the I-205 Corridor relying on the assurances from the City that it could develop its property for industrial use. Based on these assurances, Rados has marketed and continues to market its property for industrial use and even has two sample site plans on its website depicting potential industrial projects that could be developed on its property. The site plans are attached hereto for reference. Now that the City appears to be reversing its commitment, and given that there is not a strong demand for retail space in the City of Tracy (evident from the I-205 Corridor Retail Demand Study prepared by BAE Urban Economics), this is likely to lead to severely diminished value of Rados’ property and render it unmarketable.

Rados is optimistic that a balance can be achieved between industrial use and commercial use along the I-205 corridor in the long term; however, this would require retail demand to increase significantly and for the City to construct an interchange, neither of which could be achieved in the near future. Rados is relying on the good faith, judgment and consideration of the City Council to protect the interests of all of the citizens of the City – residential, commercial and industrial. We strongly urge the City to reconsider its course of direction.

We appreciate your continuing attention to this matter.

Regards,

Michael A. Hill

cc: Dan G. Sodergren, Esq., City Attorney
Mr. Troy Brown, City Manager
Mr. Andrew Malik, Development Services Director
Mr. Les Brown

Attachments

RADOS PROPERTIES – CALIFORNIA LAND, LLC

ONE OF THE RADOS PROPERTIES FAMILY OF COMPANIES

2002 E. MCFADDEN AVE., SUITE 200
SANTA ANA, CA 92705
PHONE 714/835-4612 FAX 714/835-2186

BY E-MAIL

January 4, 2016

City Manager
City Council
City Attorney
Tracy, California

We write to express our concern with what, to borrow a phrase, appears to be a “rush to judgment” regarding the development of property along Interstate 205 from Tracy Boulevard to the east city limit.

Some ten years ago, we made a significant investment in 42 acres of industrial property at 3601 Pescadero. At the time, we were assured that the City wanted industrial development in the area with a very straight forward Development Review process. These assurances came from the City’s Community Development Department and other members of the City planning staff. In addition to what we were told by City staff, the City’s commitment to industrial development in this area was evidenced by the Northeast Industrial Specific Plan, by plans for a Community Facilities District, and by existing, freeway fronting industrial uses on contiguous property. Moreover, there was a significant amount of industrial development in the area at that time with more planned. In sum, in 2005, and at all points since, all indications were that the City wanted industrial in the area around our property.

But recently, for reasons that are unclear, the City has dramatically changed its position. Now, we are told that industrial development along the freeway does not project the desired image of the City to travelers passing through Tracy. How the image projected by industrial development has changed over the last ten years is not clear. Nor is it clear why the City has not met with landowners in an informal and collegial exchange to discuss the City’s aesthetic concerns and ways in which they might be addressed. Had such discussions been held, the City might have learned of the economic concerns created for landowners by its sudden change of course

Apparently the City has undertaken at its expense a quick economic analysis to provide more information about possible non-industrial land uses along the I-205 Corridor. The study by bae urban economics does little to comfort any landowners in the I-205 corridor. Over the next fifteen (15) years, bae projects for the entire City only a 26.4% increase in retail sales, less than 2% per year. Moreover, projected land absorption is very weak even before one considers that the study ignores the impact of e-commerce on retail sales which could further reduce the demand for retail land. And it ignores the obvious tendency of some retailers, auto dealers and big-box retailers for example, to cluster together,

which could leave an area without such retailers today with none in fifteen years even if there is robust growth.

Based upon the above, it is our contention that changing/limiting land uses in the I-205 Corridor and/or establishing overlay zones could condemn landowners to a lack of demand for their property for the foreseeable future, with predictable consequences of serious economic damage. Consequently, we ask the City to slow down and give more consideration to balancing the interests of landowners and the travelers on the I-205.

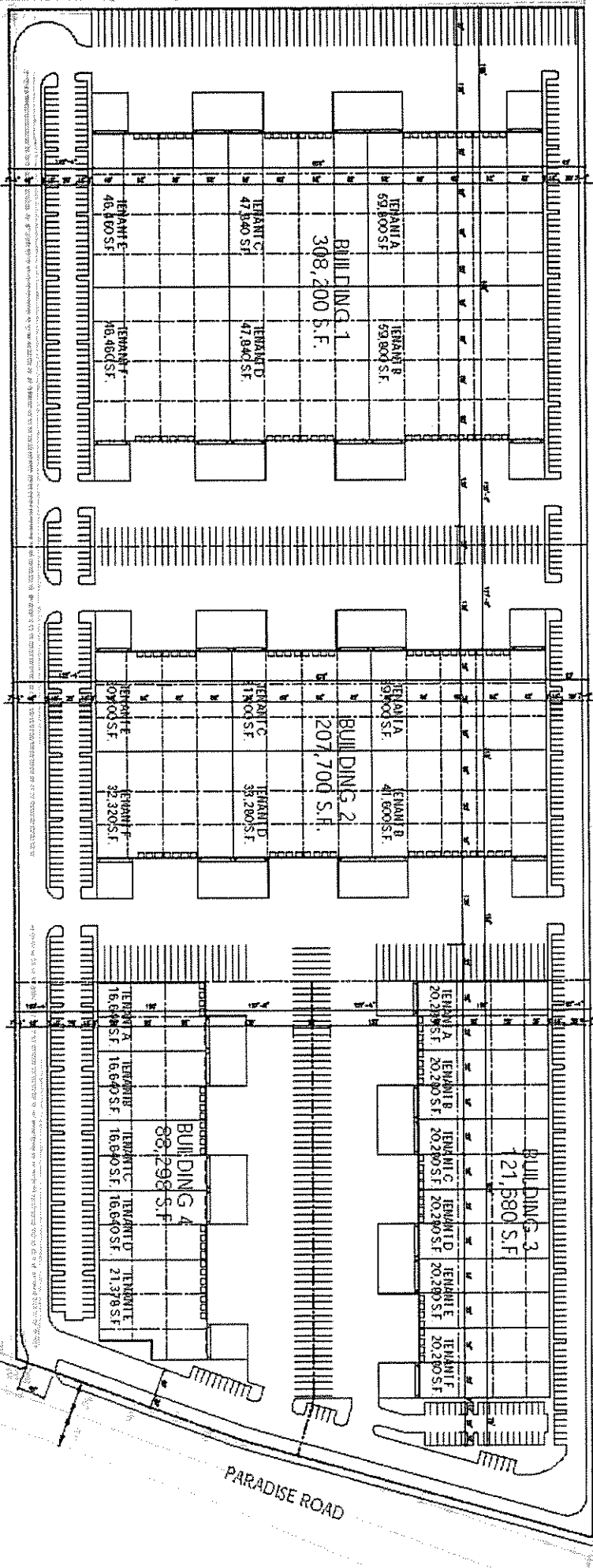
Sincerely,

A handwritten signature in black ink, appearing to read 'Les Brown', with a long horizontal flourish extending to the right.

Les Brown
Operations Executive

LWB:ms

205 FREEWAY



PESCADERO AVENUE

PROJECT SITE



AERIAL VIEW

TABULATIONS:

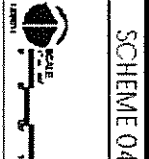
	BUILDING 1	BUILDING 2	BUILDING 3	BUILDING 4	TOTAL
SITE AREA SQ. FT.	606,422	558,140	322,475	201,635	1,528,533
ACRES	13.92	12.32	7.22	4.52	38.00
BUILDING AREA	308,200	207,700	21,580	88,298	725,578
COVERAGE %	50.8%	37.2%	6.7%	43.3%	39.2%
PARKING PROVIDED	157	83	114	11	365
STANDARD	105	31	31	31	207
TRAILER	0	0	0	0	0
TOTAL PARKING	204	28	145	142	519

RADOS PROPERTIES

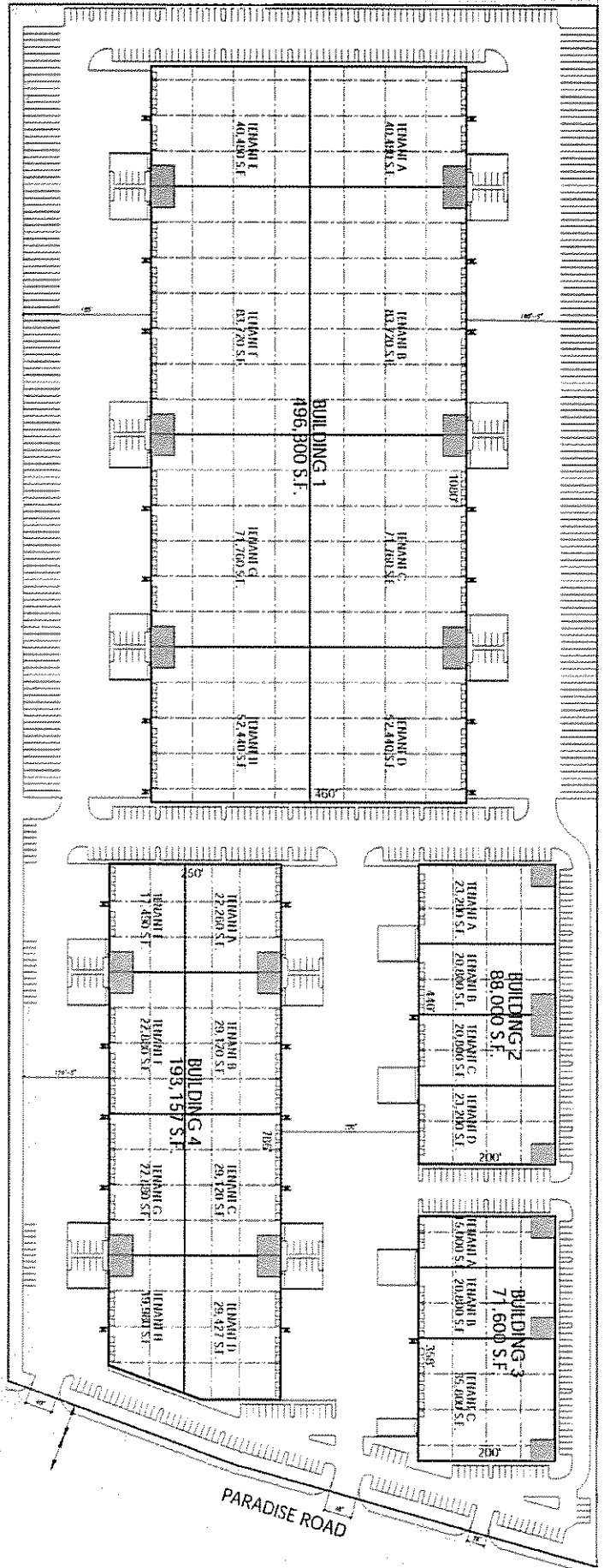
TRACY, CALIFORNIA



Drawn By: CA
 Checked By: M.J.M.
 Date: 1/14/2004



205 FREEMWAY



PESCADERO AVENUE

PROJECT SITE



AERIAL VIEW

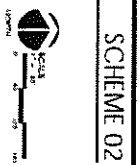
TABLETICS:

TRIBUTORIES:	BUILDING 1	BUILDING 2	BUILDING 3	BUILDING 4	TOTAL
SITE AREA					1,048,099
50 FT.					42.44
ACRES					648.657
BUILDING AREA	496,800	88,000	71,600	193,157	
COVERAGE %					46.95
PARKING PROVIDED					638
STANDARD					226
TOTAL					634
TOTAL PARKING					



RADOS PROPERTIES
TRACY, CALIFORNIA

Drawn by: CA
 Checked by: MFL
 Date: JULY 19, 2008
 Scale: 1"=40'-0"



PEPPLE CANTU SCHMIDT PLLC

505 14th Street, Suite 900, Oakland, CA 94612

Stephen K. Cassidy
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February 16, 2016

Honorable Michael Maciel, Mayor
and Members of the Tracy City Council
City of Tracy
333 Civic Center Plaza
Tracy, CA 95376

Re: February 16, 2016 City Council Meeting: Agenda Item 3, Proposed Moratorium Extension for 10 Months and 15 Days

Dear Mayor Maciel and Honorable Members of the City Council:

This firm represents YRC, Inc., doing business as YRC Freight (“YRC”), in connection with the City’s proposal to enact a year-long moratorium that would prohibit approval of warehouse and distribution facilities on land long planned and zoned for industrial purposes¹ (the “Moratorium”).² YRC is owner and operator of a freight terminal on approximately 78 acres of land located at 1535 E. Pescadero Avenue within the Study Area designated by the Moratorium (the “Property”).³ YRC is the surviving entity of the merger of the Yellow Freight and Roadway trucking companies, and as such has owned the Property since it was originally developed and annexed to the City in 1989-1990. YRC is under contract to sell approximately 22 acres of the Property located to the west of the freight facility (the “Sale Property”) to an affiliate of Industrial Property Trust, Inc. (“IPT”). IPT desires to develop the Sale Property for warehousing, distribution, manufacturing, and/or flex uses (the “Project”). IPT submitted a formal application for the Project to the City on January 4, 2016.

¹ Emphasis in quotations is supplied and citations are omitted unless otherwise noted. The affected properties are generally located within 500 feet of I-205 from Tracy Boulevard east to the City limits (the “Study Area”).

² Despite repeated assurances that affected property owners would be notified and consulted throughout the City Council’s deliberations over the I-205 corridor, YRC only became aware of the Moratorium through a postcard mailed notice received on January 4, 2016, the day before the Moratorium was initially enacted, and a mailed notice of the extension post-marked February 4, 2016.

³ YRC has spent in excess of \$20 million for the construction of its freight terminal, providing over 200 well paid jobs with significant benefits to local residents. This significant investment was made based on the General Plan, Industrial Areas Specific Plan (“ISP”), and zoning designations applicable to the Property. YRC enjoys its location in Tracy and has always strived to be a good corporate citizen of the City.

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PEPPLE CANTU SCHMIDT PLLC

Honorable Mayor Maciel
and Members of the Tracy City Council
February 16, 2016
Page 2

Although warehouse and distribution are uses long allowed under the controlling General Plan, ISP, and the Tracy Zoning Ordinance (“TZO”), certain councilmembers endorsed the Moratorium in an apparent effort to block the Project based on supposed aesthetic and economic concerns. Yet, any such development is subject to a development review process in accordance with the design guidelines set forth in the ISP and the Community Character Element of the City’s General Plan. Moreover, lands such as the Sale Property can *currently* be used for economic uses desired by the City, including all types of office, research, and commercial activities. In addition to being unnecessary to achieve its stated objectives, extension of the Moratorium would be unlawful for the reasons set forth below. As such, we respectfully urge the City Council to deny the extension.

Part I below provides an executive summary of the numerous legal impediments associated with the Moratorium. In Part II, we provide an overview of the Property and the Project. Part III below summarizes the chronology of events leading up to the proposed Moratorium. Part IV outlines why the Moratorium is absolutely unnecessary to achieve the City Council’s desired objectives because the City already possesses discretionary design review approval over all new projects along the I-205 corridor and the controlling Specific Plans have long allowed the City’s desired uses. Part V outlines the numerous statutory and constitutional reasons that preclude the City Council from lawfully initially adopting, much less extending, the Moratorium and/or from applying the Moratorium to the Project. Finally, Part VI discusses the City’s independent duty to process and act on the Project.

I. Executive Summary.

As described in more detail below, the Moratorium is unlawful for numerous reasons. For the benefit of the City Council and City Staff, we summarize those reasons here:

- Extension of the Moratorium would violate Government Code Section 65858 for at least three reasons. First, the City is not studying any planning or zoning changes, as required. Second, there is no immediate threat to the public health, safety, and welfare, and the proposed findings to the contrary are not supported by substantial evidence. Third, the Moratorium is aimed at blocking IPT’s Project, which is not a lawful use of the moratorium power.
- The IPT Application is complete and immune from the Moratorium and any resulting ordinances, resolutions, or standards which may ultimately result from the Moratorium.
- If it extends the Moratorium, the City will have to compensate YRC for an unconstitutional taking of its land.

PEPPLE CANTU SCHMIDT PLLC

Honorable Mayor Maciel
and Members of the Tracy City Council
February 16, 2016
Page 3

- Extension of the Moratorium and approval of any resulting legislation that subjected YRC's land to different or more burdensome requirements than imposed on surrounding lands would deprive YRC of its constitutionally protected right to due process.
- Extension of the Moratorium and approval of any resulting legislation that subjected YRC to different or more burdensome requirements than imposed on similarly situated property owners would deprive YRC of its constitutionally protected right to equal protection.
- Application of the Moratorium to the Project would result in an unlawful interference with contractual relations between YRC and IPT.
- Based on the parties' substantial and detrimental reliance on the Property's zoning, the City would be estopped from adopting the Moratorium and/or applying it to the Project.
- The City cannot lawfully extend the Moratorium until it complies with the California Environmental Quality Act.

In light of the serious legal impediments associated with the Moratorium, any one of which would be sufficient to prevent the extension of the Moratorium, and several of which would also expose the City to a substantial award of attorneys' fees and damages, we trust that the City Council will reject the proposed Moratorium extension.

II. Overview of the Property and the Project.

A. The Property has long been planned and zoned for industrial purposes.

The Property has been planned and zoned industrial ever since it was annexed to the City in 1989. The City's General Plan was last updated in 2011, a scant 5 years before the Moratorium was enacted, and essentially confirmed the policy decision to allow the uses contemplated by the Project. That update represented the culmination of nearly a decade of community outreach, City meetings, and related efforts. The stated purpose of the General Plan is to "define a set of policies that govern the future physical development of the community and determine a general physical design showing how the policies will be implemented." General Plan, p. 1-3. It provides a "framework for the City Council to compare and evaluate specific projects" and "provides a forum for the City Council to communicate its vision for the future of the City to citizens and key stakeholders." *Id.* The goals, objectives, policies, and actions provide guidance to the City on how to accommodate growth and manage its resources over the next 20 years. General Plan, p. 1-19. Specifically, the General Plan's policies "set out the standards that will be used by City Staff, the Planning Commission and City Council in their review of land development projects and

PEPPLE CANTU SCHMIDT PLLC

Honorable Mayor Maciel
and Members of the Tracy City Council
February 16, 2016
Page 4

in decision-making about City actions.” *Id.* Certain key policies include (1) to balance new job-creating commercial, office, and industrial development with the development of new housing and (2) to ensure that new development adheres to specified principles of high-quality urban design. General Plan, pp. 1-1 to 1-2.

The Land Use Element sets forth goals, objectives, policies and actions to guide land use for the City. General Plan, p. 2-1. Specifically, the General Plan Land Use Map “graphically represents the City’s vision for the future development of the City . . .” *Id.*; *see, also*, General Plan, p. 2-13 (“The General Plan Land Use Designation Map . . . illustrates the allowed types of land uses throughout the City of Tracy.”). Per the General Plan Land Use Map, the Property has a General Plan land use designation of Industrial. General Plan, Figure 2-2. Specific uses allowed in the Industrial land use category range from flex/office space to manufacturing to warehousing and distribution. General Plan, p. 2-27.⁴

Objective LU-2.3 of the General Plan expresses the City’s desire to expand its industrial base. To achieve this objective, office/flex uses and similar higher-quality space are specifically encouraged to locate south of Valpico Road, east of Tracy Boulevard as well as in the Tracy Gateway, Cordes Ranch, and Tracy Hills Specific Plan areas.⁵ General Plan, Objective LU-2.3, Policies P2 and P3.⁶ The portion of Cordes Ranch along I-205 is specifically identified for “higher identity businesses with an emphasis on commercial, low-rise office and office/flex uses.” General Plan, p. 2-72.⁷ Policy 6e further states that “[a]ppropriate setbacks and landscaping along I-205 should be provided to create an aesthetically pleasing visual entryway to the city.” To implement this provision, the Cordes Ranch Specific Plan prohibits warehouse/distribution uses within 500 feet of the freeway. Cordes Ranch Specific Plan, Table 3.1 and p.3-5.⁸

⁴ As with all land use designations, the Industrial designation is “not intended to be so rigid as to prohibit changes in the future.” General Plan, p. 2-13.

⁵ *See, also*, Policy P3 under Objective ED-5.3 (“The City shall support regional efforts to *expand business opportunities along I-205 and I-580 to the west and south of Tracy.*”), and Objective ED-6.5 and Policy P1.

⁶ Examples of office/flex uses include research and development centers, office, institutional, day care facilities, places of worship and minimal impact industrial uses. General Plan, p. 2-41.

⁷ By comparison, the I-205 Specific Plan Area, located to the west of the Property, is encouraged to remain a regional retail designation. Objective ED-6.6, Policy P2. Other businesses encouraged in this area include: office or tech/flex, office development, and restaurants.

⁸ Unlike the 275 acre Study Area, the Cordes Ranch property consists of approximately 1,700 acres of land. The 22 acre Sale Property is approximately 1,050 feet wide. If a 500 foot no-build restriction were overlain on the Sale Property, the no-build restriction would cover approximately one-half of the site.

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Honorable Mayor Maciel
and Members of the Tracy City Council
February 16, 2016
Page 5

Industrial uses are situated “to provide proper truck access, buffering from incompatible uses [e.g., residential] and proximity with rail corridors and transit links.” General Plan, p. 2-27. The General Plan expressly indicates that *industrial uses should be located near and along freeway corridors whenever possible* so as to avoid adverse impacts to residential and related uses. General Plan, Objective LU-6.1, Policy P1; General Plan, Objective LU-6.2, Policy P1; *see, also* Objective CIR-1.4 (“Protect residential areas from commercial truck traffic”), Policy P1 (“*Significant new truck generating uses shall be limited to locations along designated truck routes, in industrial areas, or within 1/4-mile of freeways*”), and P2 (“The City shall enforce designated truck routes based on the existing City ordinance.”). In the vicinity of the Property, MacArthur Drive and I-205 are identified as truck routes. ISP, Figure 4.7. Trucks larger than 3 tons must stay on the designated truck routes except for loading and unloading. Tracy Municipal Code § 3.08.300.

Objective ED-3.1 of the General Plan expresses the City’s desire to “[c]ontinue to foster a supportive business environment by providing clear and consistent development standards, procedures, and information on available City services for businesses.” Similarly, the General Plan contains policies to support businesses that contribute to the City’s financial viability. Goal ED-9, Policy P1.⁹ The General Plan further contains policies encouraging the infill of commercial and industrial properties. General Plan, Objective ED-6.2, Policies P1 and P4. The Sale Property is such an infill property located between the YRC Freight Facility and the Tracy Outlet Stores.

Areas around the I-205 entryways are designated for more detailed design and development guidance in the General Plan. In particular, special attention is to be given to the types of uses and design of these areas to ensure that development is visually attractive. Entryway locations are defined, in pertinent part, as *MacArthur Drive and Paradise Road “where these streets intersect I-205.”* General Plan, p. 2-55. While the Property is located between these interchanges, it is not located on them or within an entryway as defined by the General Plan. For those areas, the City is to follow the guidance for entryways in the City’s Civic Art Plan. General Plan, p. 2-55. We were unable to locate a copy of this Plan on the City’s website, but we presume that it provides design guidelines applicable to the identified entryways and does not prohibit industrial uses on industrially zoned land.

Since it was annexed to the City nearly 30 years ago in conjunction with development of YRC’s facility, the Property has been designated Limited Industrial pursuant to the ISP. Accordingly, the following uses are permitted on the Property: warehousing and distribution facilities; administrative, executive, and research offices; laboratories; and lighter manufacturing uses. ISP, p. 4-1. Intermediate manufacturing and consumer and business services are

⁹ Objective 2.1 similarly expresses the City’s desire to assist and encourage existing businesses to expand within the City.

PEPPLE CANTU SCHMIDT PLLC

Honorable Mayor Maciel
and Members of the Tracy City Council
February 16, 2016
Page 6

conditionally permitted uses. ISP, p. 4-2. Retail uses are not expressly listed as permitted, but neither are they included in the list of prohibited uses. ISP, p. 4-2 to 4-3.

The Property is zoned Light Industrial (“M-1”) pursuant to the Tracy Zoning Ordinance (“TZO”). Warehousing and storage is a principally permitted use in the M-1 zone. TZO § 10.08.2630(a). Automobile dealers and service stations are allowed in the M-1 zone with a conditional use permit. TZO § 10.08.2630(b).

B. The Project is consistent with the Property’s industrial land use designations.

After having previously discussed the Project with City Staff on multiple occasions, IPT submitted an application to the City for Development Review and a Vesting Tentative Parcel Map (the “Application”) on January 4, 2016.¹⁰ The Application is attached hereto as Exhibit A. In accordance with TZO § 10.08.4000 and Tracy Subdivision Ordinance (“TSO”) § 12.24.020, the Application includes a site plan, architectural drawings of the building, a landscaping plan, and tentative parcel map.

The Application includes building plans reflecting a high-quality urban design. There is a wide landscape buffer along the freeway frontage and a covered outdoor area of employees. None of the loading docks are placed on the freeway frontage; instead they are inset and located on the west and east elevations facing YRC and other land designated for commercial development. Based on the current plans, the proposed building has a high-tech look typical of an office building or mixed-use facility in the Bay Area.

At the City Council’s January 5, 2016 hearing, Greg Boehm, IPT’s Vice President of Development, testified regarding his company’s long-standing desire to purchase property along the I-205 corridor and the limited supply of spaces available despite the large demand for light industrial uses.¹¹ He noted that the Project represents a \$35 million investment in Tracy that would

¹⁰ The City had 30 days from submittal of the Application (or until February 3, 2016,) to notify IPT that the Application was incomplete. Gov. Code § 65943. The City did not formally respond to the Application within that time-frame. As such, the Application is deemed complete as a matter of law. *Id.*; *Bickel v. City of Piedmont* (1997) 16 Cal.4th 1040, 1046.

¹¹ *See, also*, “DCT Plans Nearly 800,000 SF Industrial Project in Tracy,” The Registry (quoting DCT Vice President David Haugen as stating that the San Joaquin Valley industrial market “is very tight from an occupancy standpoint,” and noting that the “overall vacancy for this region is in the single digits and demand for new space is strong.”) and Staff Report for February 16, 2016, Special Meeting, Agenda Item 4, p. 6 (wherein Staff observes that the “lack of available [industrial] inventory has sparked the interest of the real estate community for new speculative development,” as evidenced by both the DCT project and the IPT Project.).

PEPPLE CANTU SCHMIDT PLLC

Honorable Mayor Maciel
and Members of the Tracy City Council
February 16, 2016
Page 7

be built for a yet to be determined tenant who would provide anywhere between 150-500 jobs,¹² depending on the end user. He noted that the building was being designed to accommodate warehouse distribution, manufacturing, flex, or office use, depending on demand. "Council halts I-205 development," Tracy Press, January 11, 2016. Mr. Boehm also testified that IPT's Application contained the same quality of elevations and landscaping as the DCT project.

III. The Moratorium was proposed to block the Project.

It is our understanding that the City has never, at least in recent memory, taken the extraordinary step of enacting a planning moratorium. It is especially confounding that the City would take such action here on properties whose industrial land use designations are long-standing and were validated through the City's enactment of its most recent General Plan. In reviewing the facts that led to adoption of the Moratorium, it is plain that it was adopted in a direct and calculated manner to stop the Project.

At its July 21, 2015, meeting, the City Council conducted a study session concerning development policy and zoning along the I-205 corridor.¹³ This item appears to have been calendared in response to the proposal by DCT for an approximately 800,000 square foot warehouse and distribution facility on industrially zoned land located immediately across I-205 from the Sale Property. At the conclusion of the July 21st hearing on this item, the City Council directed Staff to consider and report back on architectural standards, design standards, aesthetics, and land usage within the Study Area. Minutes, July 21, 2015, City Council Regular Meeting, p. 5. Staff was also directed to engage property owners in this process. *Id.* When the concept of a moratorium was raised at that meeting, Councilmember Young reasonably noted that any moratorium should exclude applications that had already been submitted to the City for review.

¹² This lower end of the job estimate range reflects the industry average of 1 job per 3,500 square feet of industrial space. The higher end of the job estimate range reflects the potential job production if the building were used for e-commerce.

¹³ As applicable, we hereby incorporate by reference into the record of proceedings for this item, the Agendas, Staff Reports, Video Recordings, and Minutes as well as any adopted Resolutions or Ordinances of the following City Council meetings: July 21, 2015, Regular Meeting (Agenda Item 3); September 15, 2015, Regular Meeting (Agenda Item 3); October 9, 2015, Special Meeting (Agenda Item 4); November 17, 2015, Regular Meeting (Agenda Item 3); December 15, 2015, Regular Meeting (Agenda Item 5); January 5, 2016, Regular Meeting (Agenda Item 4); February 2, 2016, Regular Meeting (Agenda Item 1.F); February 16, 2016, Special Meeting (Agenda Item 4); and February 16, 2016, Regular Meeting (Agenda Item 3). We also incorporate by reference into the record of proceedings for this item the planning and permitting files for the YRC project, including, but not limited to, City Council Resolution No. 89-523, adopted on December 19, 1989. Upon request, copies of these materials will be furnished to the City.

PEPPLE CANTU SCHMIDT PLLC

Honorable Mayor Maciel
and Members of the Tracy City Council
February 16, 2016
Page 8

In response to DCT's application, City Staff placed an agenda item on its September 15, 2015, Agenda proposing adoption of a moratorium. Agenda, September 15, 2015, City Council Regular Meeting (Agenda Item 3). On September 15, 2015, DCT's lawyer sent a letter very similar to this one claiming that the City could not legally adopt the moratorium. The City appears to have agreed as reflected by its taking no action on the proposed moratorium. Minutes, September 15, 2015, City Council Meeting, p. 4.

At its October 9, 2015, meeting, the City Council voted to authorize funds to be used for preparation of design guidelines and an economic study of the Study Area. During that meeting, Mayor Maciel expressly asked Staff for confirmation that during the time the studies were being prepared, the City would "still be open for business under current guidelines." Assistant Development Services Director Bill Dean agreed with that statement and no other member of the City Council expressed disagreement with it. The Staff Report for the October 9, 2015, City Council meeting noted that the only two properties in the Study Area that were pursuing development proposals were DCT and IPT.

The City Council approved DCT's application on November 17, 2015. Tracy City Council, Regular Meeting Minutes, November 17, 2015, p. 3. The approved DCT application includes landscaping and design elements very similar to IPT's Application. *Compare*, IPT plans provided in Exhibit A to DCT plans included in Exhibit B.

At the December 15, 2015, meeting, the City Council reviewed and provided comments on draft design guidelines prepared by the City's design consultant. The City Council also received a retail demand analysis prepared by BAE Urban Economics. That report noted the City's need for approximately 88 acres of land for commercial development by 2030 of which 65 acres was assumed to be located along the I-205 corridor. While supply was not included in the study, the City's economic consultant and City Staff estimated that there were 600 plus acres of current and future available land for new retail development along the I-205 corridor. (In stark contrast, there appears to be approximately 110 acres of light industrial land available along the I-205 corridor).¹⁴

In light of these statistics, the City's economic consultant testified that the City should not be overly concerned about supplying additional retail land and opined that industrial uses were most likely to locate on the corridor. He specifically recommended that the City be "flexible" with respect to the uses allowed along the corridor. There was also testimony about the changing nature of retail uses and the conversion of certain retail lands to alternative uses, such as multi-family

¹⁴ An additional 264 acres is estimated to be located in the County island area fronting the I-205 corridor commonly known as the Larch-Clover. Staff Report for February 16, 2016, City Council Special Meeting, Agenda Item 4, p. 4.

PEPPLE CANTU SCHMIDT PLLC

Honorable Mayor Maciel
and Members of the Tracy City Council
February 16, 2016
Page 9

residential.¹⁵ When the concept of a moratorium was raised at that hearing, Councilmembers Young and Vargas both stressed the importance of pending applicants not being adversely affected by any moratorium. Councilmember Mitracos expressed her view that a 90-day moratorium would be “on the outside of being reasonable.”

On January 5, 2016, the City Council considered the adoption of a 45-day moratorium prohibiting the issuance of land use entitlements for warehouse and distribution uses within the Study Area during this time. YRC submitted a letter in opposition to the 45-day moratorium due to the impact it would have on the Sale Property and its pending sale to IPT. *See*, January 5, 2016, letter from Christopher Masoner to Mayor Maciel and Members of the City Council, attached hereto as Exhibit C and incorporated herein by reference. The City Council nonetheless adopted the 45-day moratorium on a 4-1 vote with Mayor Maciel voting no. *See*, City Council Ordinance No. 1205. At that hearing Councilmember Young made it clear that she was not interested in extending the Moratorium for a year or more, noting “[w]ithin 45 days, we need to know definitely what direction we’re [heading] towards.” “Council halts I-205 development,” Tracy Press, January 11, 2016.

On February 2, 2016, the City Council received a report purporting to list the steps being taken to address the conditions which led to the adoption of the 45-day moratorium. These include: (1) review of the General Plan designations along the I-205 corridor, including the Study Area; (2) review of the zoning designations along the I-205 corridor, including the Study Area; (3) review of proposed design guidelines intended for properties within the Study Area; (4) review of an economic forecast of demand for the Study Area; and (5) research and review of various land use regulations such as overlay zones and development standards used elsewhere in the City. YRC again submitted a letter opposing the report as not satisfying the requirements of Government Code section 65858(d), which requires the legislative body to issue a written report “describing the measures taken to alleviate the condition which led to the adoption of the [urgency] ordinance” at least ten days prior to its expiration. *See*, February 2, 2016, letter from Christopher Masoner to Mayor Maciel and Members of the City Council, attached hereto as Exhibit D and incorporated herein by reference. As Mr. Masoner noted in his February 2nd letter to the City, the text of Ordinance No. 1205 itself indicates that the City has already taken these steps and thus do not provide any justification for extension of the Moratorium.

On February 10, 2016, the City published the Agenda and Staff Report for its February 16, 2016, meeting. Agenda Item 3 includes introduction and adoption of an ordinance extending the Moratorium for 10 months and 15 days. Although it previously expressed support for only a

¹⁵ This is also illustrated by the Tracy Outlet Stores located near the Sale Property at I-205 and MacArthur Drive. While this retail outlet appears to have once contained approximately 30 retail outlets, it now contains only 5 stores.

PEPPLE CANTU SCHMIDT PLLC

Honorable Mayor Maciel
and Members of the Tracy City Council
February 16, 2016
Page 10

“limited,” *i.e.*, 45-day moratorium, City Staff is now recommending that the City Council adopt the Moratorium extension.

The proposed ordinance attached to the Staff Report (the “Proposed Ordinance”) provides for a 10 month and 15 day extension of the Moratorium. With minor revisions, it claims that the findings contained in Ordinance No. 1205 remain in effect. As with the 45-day moratorium, the Moratorium extension would prohibit land use approvals for warehouse/distribution facilities on industrially zoned land within 500 feet of the I-205 Corridor, including the Sale Property. The proposed ordinance claims to be exempt from the California Environmental Quality Act (“CEQA”) on the grounds that the ordinance will not result in a direct or reasonably foreseeable indirect physical change in the environment and because the ordinance is not a project.

IV. The Moratorium is unnecessary since the City already has discretionary design review authority over industrial uses in the Study Area, and the City’s most desired uses are already permitted along the I-205 corridor.

A. The City has discretionary design review authority over industrial uses in the Study Area, including the Project.

The City’s stated purpose for the Moratorium is to limit development in certain areas along the I-205 corridor (which as discussed above, includes the Sale Property) to allow time for possible revisions to land use/zoning documents in regard to the appropriateness of warehousing and distribution uses and design guidelines for such uses. With respect to the Sale Property, the Moratorium would prohibit “Warehouse and distribution facilities” uses that are otherwise permitted in the ISP, I-205 Corridor Specific Plan, and Northeast Industrial Specific Plan as well as “Warehousing and storage” uses that are otherwise permitted in the M-I zone.¹⁶

Neither the Moratorium nor additional land use regulations are needed because the City’s existing land use regulations give the City appropriate discretionary approval authority over the uses that would be affected by the Moratorium. Absent the approval of the Moratorium, warehouse uses would be a permitted use of the Sale Property pursuant to the ISP and the M-I zone. But, as demonstrated in this letter, the City retains discretionary approval over the aesthetics and design of such development.

¹⁶ Since the Property is located in the ISP, the analysis below focuses on the ISP provisions. However, very similar provisions are included in both the Northeast Industrial Specific Plan and the I-205 Corridor Specific Plan such that the points below apply equally to those planned areas. For instance, those other Specific Plans also allow for a wide variety of industrial, office, and manufacturing uses on industrially-designated lands. *See, e.g.*, Northeast Industrial Specific Plan, pp. 10-11, 36-37 and I-205 Corridor Specific Plan, p. 3-8. Both plans also contain very comprehensive design guidelines. *See*, Northeast Industrial Specific Plan, pp. 23-34 and I-205 Corridor Specific Plan, Chapter 4.

PEPPLE CANTU SCHMIDT PLLC

Honorable Mayor Maciel
and Members of the Tracy City Council
February 16, 2016
Page 11

Pursuant to the General Plan, new development projects are to be approved only if they meet the design principles set forth in the Community Character Element and in detailed design guidelines approved by the City Council. General Plan, Objective CC-1.2, Policy P1. “*All new development and redevelopment [must] adhere to the basic principles of high-quality urban design, architecture and landscape architecture* including, but not limited to, human-scaled design, pedestrian-orientation, interconnectivity of street layout, siting building to hold corners, entryways, focal points and landmarks.” General Plan, Objective CC-1.1, Policy P3. These principles include *ensuring that development “presents an attractive ‘face’ to the street” and serves as “aesthetically pleasing entryways and visual landmarks that signal a sense of arrival to Tracy . . .”* General Plan, pp. 3-4 to 3-5. *See, also*, General Plan, Objective CC-1.4, Policy P2 (“New commercial development shall be designed to front or have a presence along all streets.”).

Development in Employment Areas, which includes office, service, retail, and industrial uses, should adhere to high-quality design standards. General Plan, Objective CC-11.2, Policy P1; General Plan, p. 3-13. Such non-residential buildings should be oriented to the street, not away from it, and include facades that provide visual interest. General Plan, Objective CC-11.2, Policies P3 and P5. “*Loading facilities in Employment Areas should be screened from view from public streets to the extent possible,*” and any fencing visible from the public right-of-way must be “visually appealing.” General Plan, Objective CC-11.2, Policies P6 and P9; *see, also*, Objective CIR-1.7, Policy P1 (“Appropriate buffering and screening mechanisms shall be incorporated in development projects to limit the impacts associated with traffic. These buffering and screening mechanisms may include setbacks, landscaping, berms, soundwalls or other methods as appropriate.”).

Before any site within the ISP area — such as the Sale Property — can be developed, the proposed project is subject to a rigorous permit processing procedure that requires Planning Commission approval to ensure that the proposed development complies with the ISP’s requirements, specifically including the aesthetic requirements articulated in the ISP’s Development Guidelines, discussed in further detail below. ISP § 5.1. As illustrated in Figure 5.1 of the ISP, the permit processing procedure requires preliminary sketches to be submitted to the Community Development Department to ensure the layout and design conform with the ISP’s requirements. After the completion of this step, the project must submit a tentative map to the Planning Commission (after further review by the Planning and Engineering Departments) for approval, conditional approval, or denial, and then a final map must be considered for approval by Planning Commission and City Council. *Id.*, §§ 5.1.2, 5.1.4. The applicant may apply for building permits only after approval of the final map. *Id.*, § 5.1.6.

The ISP’s Development Guidelines (Section 4.1.3), applicable to all developments and enforced through the above-described permit processing procedure, *articulate specific architectural, on-site landscaping, screening, lighting, signage and other requirements* and restrictions *specifically aimed at improving aesthetics*. ISP, §§ 4.1.3.3 through 4.1.3.8 [pp. 4-14

PEPPLE CANTU SCHMIDT PLLC

Honorable Mayor Maciel
and Members of the Tracy City Council
February 16, 2016
Page 12

to -18]. The “prototypical site plan,” included as Figure 4.1 in the Development Guidelines, shows light industrial, warehouse and office uses together utilizing buffers, setbacks and landscaping. This prototypical site plan demonstrates that compliance with the ISP is all that is needed to accomplish the avowed purpose of the Moratorium, but in a lawful manner.

While all the ISP Development Guidelines are important, the following summary of siting, architecture, and landscaping requirements, in particular, demonstrates why the Moratorium is not necessary in order to achieve the City’s aesthetic goals.¹⁷ In regard to siting requirements, light industrial development is limited to a 0.45 floor area ratio, 45 percent building coverage, and 40 foot height limit. ISP § 4.1.3.1. Buildings must be setback at least 25 feet from the property line on any street frontage. *Id.* Parking is required to be screened from public streets by means of landscaping berms and/or walls, solid evergreen shrubbery, or fences. ISP § 4.1.3.2.

The architectural style of new industrial building is required to have “a contemporary appearance but utiliz[e] elements which complement the existing character of Tracy.” ISP § 4.1.3.3. This includes relating new structures to the scale of existing adjacent structures and incorporating such elements as variation in textures and materials in the design of elements facing the public street. *Id.* In addition, large buildings should have facades that include variations in form and texture. *Id.* Continuous surface treatments of a single material should be minimized, and textural changes or relief techniques are encouraged. *Id.*

Perimeter landscaping is required adjacent to street frontages. Landscaped areas are required to include trees, shrubs, and ground cover. ISP § 4.1.3.4. Landscaped berms are encouraged to soften the transition between the street and parking lot. *Id.* Both perimeter and interior landscaping is required to include canopy-type trees. *Id.* The location and spacing of trees is dependent on the type of tree used, but the effect should be a consistent tree cover which will provide shade. *Id.* The use of water conserving plantings, such as California natives and drought tolerant trees, shrubs and turf is encouraged. *Id.*

Additionally, any proposed industrial development in the M-1 zone, regardless of whether or not subject to a specific plan, is subject to the City’s development review process. TZO §§ 10.08.2740; 10.08.3920 *et seq.* This process fulfills the same purpose as the ISP’s permit processing procedure and Development Guidelines by ensuring that the Planning Commission approves a proposed development’s site plan, architectural, and landscaping features. TZO § 10.08.4000. In reviewing an architectural package, the Planning Commission is to consider, among others: (1) the height, bulk and area of the buildings; (2) the types of buildings and installations; (3) the physical and architectural relationship with the existing and proposed

¹⁷ The ISP also articulates specific requirements and restrictions for parking, loading areas, and on-site circulation (§ 4.1.3.2); storage, screening, and fencing (§ 4.1.3.5); lighting (§ 4.1.3.6); signage (§ 4.1.3.7); and open space (§ 4.3).

PEPPLE CANTU SCHMIDT PLLC

Honorable Mayor Maciel
and Members of the Tracy City Council
February 16, 2016
Page 13

structures; (4) the site layout, orientation, and location of the buildings and relationships with open areas and topography; (5) the height, materials, colors, and variations in boundary walls, fences, and screen plantings; (6) the location and type of landscaping; and (7) the appropriateness of the sign design and exterior lighting. TZO § 10.08.4010.

A detailed design process already applies to the Sale Property. As demonstrated by the Application, the Project adheres to the long standing uses permitted and encouraged by the City's land use policies and the principles of high-quality urban design as articulated in the Community Character Element of the General Plan. The Moratorium thus is unnecessary to accomplish the Council's stated intent of "better further[ing] the visual . . . goals and objectives of the City's General Plan." Proposed Ordinance, Finding B.

B. The City's preferred uses are already allowed under the existing planning and zoning designations applicable to the Study Area.

In addition to aesthetic concerns, the City is also apparently considering the Moratorium to encourage the development of office or tech/flex office uses along the I-205 corridor. (*See*, Interim Ordinance, Paragraph 1.) Administrative, executive, research offices, as well as other research uses, are already permitted on the Property. ISP § 4.1.1.1. In fact, the ISP was amended in 2007 to allow additional office uses, including flex-office space, in certain areas. Additionally, the Industrial General Plan land use designation applicable to the Property allows flex/office space, as well as other consumer services and restaurants. General Plan, p. 2-27. Retail uses are not expressly listed as permitted, but neither are they included in the list of prohibited uses. ISP, p. 4-2 to 4-3. Automobile dealers are allowed in the M-1 zone with a conditional use permit. TZO § 10.08.2630(b).

Accordingly, neither the Moratorium, nor any amendments to the City's existing codes or land use/planning documents, are needed to accomplish the City's stated intent of "better further[ing] the economic goals and objectives of the City's General Plan." Proposed Ordinance, Finding B.

V. By law, the City is precluded from adopting the Moratorium and/or from applying it to the Project.

A. Extension of the Moratorium would violate Government Code section 65858.

The Moratorium violates Government Code section 65858. First, the City was not studying any planning or zoning changes prior to its enactment of the Moratorium, as required, and even if the City were planning to study such changes in the near future, the Moratorium will not achieve the City's stated goals. Second, there is no immediate threat to the public health, safety, and welfare and the City's findings to the contrary are not supported by substantial evidence. Third,

PEPPLE CANTU SCHMIDT PLLC

Honorable Mayor Maciel
and Members of the Tracy City Council
February 16, 2016
Page 14

the Moratorium is plainly aimed at frustrating IPT's Project, which is not a valid use of the moratorium power.

I. No general plan, specific plan, or zoning proposal is under consideration.

If a local agency is considering making changes to its general plan, specific plan or zoning, *and* if necessary to protect the public health, safety, and welfare, the legislative body of that agency, by a vote of four-fifths of its members, may adopt as an urgency measure an interim ordinance. Gov. Code § 65858(a). In other words, the extraordinary step of adopting a moratorium can only legally be taken if a local agency has first identified concrete and discrete actions to change its general plan, specific plans or zoning that it plans to take. Despite having discussed the item for over 6 months, the only concrete action the City Council has taken thus far is to authorize funding to study design guidelines and an economic analysis.¹⁸ A study is not a proposal to change the City's General Plan, any specific plan, or zoning regulations. Since the Moratorium is not based on such a proposed planning or zoning change, it is invalid on this basis alone.¹⁹

Even if the City were to propose such planning and/or zoning changes in the near future, the Moratorium would not achieve the City's stated goals. The Moratorium prohibits approval of warehouse and distribution facilities and warehouse and storage uses on the Property and similarly zoned lands due to potential conflicts with aesthetic and economic goals. *See, e.g.*, Ordinance 1205, Finding L ("The City believes that the General Plan's goals and policies related to preserving the visual and economic importance of the I-205 corridor may be better furthered by incorporating updated development standards and the design standards in the existing specific plans and zoning districts that govern warehouse and distribution type uses in the I-205 corridor . . .").²⁰ In particular, the Moratorium is based on findings that, "Large buildings . . . with long expanses, built along I-205, may lack aesthetic appeal, block views of the City and nearby scenic resources, or

¹⁸ *See, e.g.*, Proposed Ordinance, Finding B (noting that the Application "may conflict with, and undermine, any new land uses, development standards, and design standards that the City *may* implement as a result of the current *study* of the I-205 Corridor which is being undertaken" and further stating that the *study* "is intended to better further the visual and economic goals and objectives of the City's General Plan.").

¹⁹ *See, e.g.*, Gov. Code § 65858(a); *see, also*, *Sunset View Cemetery Assn. v. Kraitz* (1961) 196 Cal.App.2d 115, 123-24 (in overturning an urgency ordinance related to a mortuary project, the court observed, "[n]othing in the record in the instant case indicates that the ordinance formed any part of a zoning plan or that [the county] had even contemplated the ordinance before the trial court's first decision [requiring the county to process and approve the cemetery's request for a building permit for the mortuary]; the enactment of the ordinance stemmed from the county's attempt to frustrate [the cemetery's] plans.").

²⁰ *See*, Ordinance 1205, Findings A, B, G, H, I, L and Proposed Ordinance, Findings A and B.

PEPPLE CANTU SCHMIDT PLLC

Honorable Mayor Maciel
and Members of the Tracy City Council
February 16, 2016
Page 15

create an imposing presence, negatively affecting the impression of the City's image and character to people traveling along I-205." Ordinance No. 1205, Finding B; Proposed Ordinance, Finding A. The Moratorium is also based on findings claiming that, "Areas adjacent to I-205 are of vital importance to the City because they are visual entryways to the City and serve a significant function in preserving the City's economic vitality." Ordinance No. 1205, Finding A; Proposed Ordinance, Finding A.

As demonstrated by the proposed IPT Application and the approved DCT plans, these projects are more attractive and aesthetically pleasing than certain other developments currently located along the I-205 corridor. The findings simply state that warehousing development *may* lead to adverse aesthetic impacts. The IPT Application, with current plans modeled after the approved DCT plans,²¹ demonstrate that this concern is not justified with respect to the Project.²² Moreover, as explained above, the City currently has a robust design review process under the ISP and TZO to address such concerns.

If the City were truly concerned with large buildings blocking views from the freeway, the Moratorium should *not* be limited to just warehousing uses.²³ Indeed, there is nothing that differentiates a large, poorly designed warehousing building from a large, poorly designed manufacturing, office, or retail building. I-205 is not a scenic corridor and the City has not identified any scenic resources or views that would be adversely affected by additional warehousing development. The perception that people passing through Tracy negatively associate the City with warehouse uses is not verified or supported by any evidence in the record let alone by substantial evidence. When touring the Bay Area, one also routinely sees the backs of large

²¹ The current IPT plans also appear to be in substantial conformance with the draft I-205 Design Guidelines, dated December 2015.

²² For instance, in its June 2, 2015, report on DCT's original proposal, Staff concluded that the project "does not create any negative visual impacts within the city, particularly along I-205, [and] minimizes its industrial appearance." In its November 17, 2015, report on the DCT's revised proposal, Staff likewise noted that "[t]he proposed industrial building is well suited for this location . . . as the site is located . . . within an area where roadways and infrastructure have been designed for industrial development" and "[t]he surrounding sites are planned for similar uses." In approving the DCT project, the City Council further found that the project was consistent with the site's General Plan and Specific Plan industrial land use designations. City Council Resolution No. 2015-189.

²³ Even if the restriction to warehouse uses were valid, the City is purporting to exempt DCT's 800,000 square foot warehousing project approved in November 2015. It is our understanding that no building permit has yet been issued for that project. While the plain terms of Government Code section 65858(a) allow no building permit to issue for a project subject to a moratorium, the City on the eve of adoption of the Moratorium apparently modified the Moratorium to exempt the DCT project from this requirement as part of its settlement with DCT.

PEPPLE CANTU SCHMIDT PLLC

Honorable Mayor Maciel
and Members of the Tracy City Council
February 16, 2016
Page 16

buildings and loading docks from adjacent freeways, including shopping centers, office buildings, and industrial facilities.

In regard to financial concerns, the City's own economic consultant prepared a report demonstrating *the City already has 7 times the amount of commercial land needed to satisfy 2030 retail demand*. Moreover, and despite the Proposed Ordinance's findings to the contrary, it appears that the more economically viable commercial land is situated in the center of Tracy, where the Tracy Auto Mall and West Valley Mall are both located. *See*, properties designated commercial on the General Plan Land Use Map (Figure 2-2). Although the City did not ask its economic consultant to study office demand, the City nonetheless appears to have hundreds of acres available for office, retail, and/or tech/flex uses as part of the Cordes Ranch, Tracy Hills, and I-205 Corridor Specific Plans.

2. There is no current and immediate threat to the public health, safety, or welfare.

In order legally to extend the Moratorium, the City Council must make findings, supported by substantial evidence,²⁴ that there is "a current and immediate threat to the public health, safety, or welfare, and that the approval of additional subdivisions, use permits, variances, *building permits*, or any other applicable entitlement for use which is required in order to comply with a zoning ordinance would result in that threat to public health, safety, or welfare." Gov. Code § 65858(c). The Legislature's insistence that an urgency ordinance be supported by an emergency finding supported by substantial evidence reflects the fact that an urgency ordinance which can be adopted "[w]ithout following the procedures otherwise required prior to the adoption of a zoning ordinance" has a high likelihood of substantially impacting the rights of affected property owners. Gov. Code § 65858(a). Although courts grant deference to an agency's urgency findings, the referenced facts must "reasonably be held to constitute an urgency." *216 Sutter Bay Associates v. County of Sutter* (1997) 58 Cal.App.4th 860, 868.

²⁴ Substantial evidence is evidence of "ponderable legal significance . . . reasonable in nature, credible and of solid value." *Lucas Valley Homeowners Association v. County of Marin* (1991) 233 Cal.App.3d 130, 142; *see, also*, Public Resources Code § 21080(e)(1) (defining substantial evidence as including "fact, a reasonable assumption predicated upon fact, or expert opinion supported by fact," but not including "argument, speculation, unsubstantiated opinion or narrative, evidence that is clearly inaccurate or erroneous, or evidence of social or economic impacts that do not contribute to, or are not caused by, physical impacts on the environment."); and *Newman v. State Personnel Board* (1992) 10 Cal.App.4th 41, 47 (noting that substantial evidence "is not synonymous with 'any' evidence. The evidence considered must be reasonable, credible, and of solid value and must be 'substantial' proof of the essential elements of the case.").

PEPPLE CANTU SCHMIDT PLLC

Honorable Mayor Maciel
and Members of the Tracy City Council
February 16, 2016
Page 17

In *216 Sutter Bay Associates*, a newly-elected board of supervisors adopted an interim ordinance to prevent eighteen development agreements from going into effect. These development agreements had been approved at the end of the prior board's term and would have facilitated substantial new development in the rural county. In upholding the county's adoption of the interim ordinance, the court reasoned that the county had identified an actual, reasonable urgent need for the ordinance. Specifically, the court upheld the county's finding that the agreements would "immediately threaten and jeopardize the public peace, health, safety and welfare in that they could alter — in a radical and fundamental manner — the current way of life for Sutter County residents." 58 Cal.App.4th at 868. The court further found that the urgency ordinance was justified in that the development agreements were due to vest the next day, and the board wished to maintain the relevance of a pending public referendum that was directly contrary to the development allowed by the agreements. *Id.*²⁵

Unlike the situation in *216 Sutter Bay Associates*, there is no demonstrable "current or immediate threat" to the public health, safety, or welfare here. The Proposed Ordinance is based on findings indicating that the City received IPT's Application on January 4, 2016, that it "anticipates receiving [other] land use applications for warehouse and distribution buildings . . . in the near future," that these applications "may conflict with . . . new land uses, development standards, and design standards that the City may implement as a result of the current study of the I-205 Corridor which is being undertaken," and that the City "believes that the General Plan's goals and policies related to preserving the visual and economic importance of the I-205 Corridor may be better furthered by incorporating updated development standards and the design standards in the existing specific plans and zoning districts that govern warehouse and distribution type uses in the I-205 Corridor . . ." Proposed Ordinance, Findings A and B; Ordinance No. 1205, Findings K and L. On the basis of these unsupported suppositions and beliefs, much less substantial evidence in the record to support them, the Moratorium declares that "there is a current and immediate threat to the public health, safety, or welfare . . ." Proposed Ordinance, Finding B.

IPT proposes to develop the Sale Property with industrial uses in accordance with the site's industrial planning and zoning designations. As demonstrated by the Application and explained above, the Project will result in no adverse aesthetic impacts. Moreover, the Project will result in significant, beneficial economic impacts. Specifically, the Project is expected to generate significant property tax and sales tax dollars to the City. There is no evidence, let alone substantial evidence, as required, that the Application would result in a current and immediate threat the public

²⁵ The court of appeal has likewise sanctioned use of a planning moratorium in a case where a county was studying certain sites for location of a reservoir. *Metro Realty v. County of El Dorado* (1963) 222 Cal.App.2d 508.

PEOPLE CANTU SCHMIDT PLLC

Honorable Mayor Maciel
and Members of the Tracy City Council
February 16, 2016
Page 18

health, safety, and welfare.²⁶ This is especially true when the only proposed development that would be affected by the Moratorium is the Project. The notion that there may be more applications for warehouse and distribution buildings along the I-205 Corridor “in the near future” is pure speculation and certainly does not generate the urgency required by Government Code section 65858.²⁷

In sum, there is no current and immediate threat to the public health, safety, and welfare. The City can instead use its existing and lawful development and subdivision review processes to consider and act on IPT’s Application.

3. A moratorium may not be used to frustrate a developer’s plans.

A moratorium cannot be enacted for the purpose of frustrating a developer’s plans. *See, e.g., Sunset View Cemetery Assn., supra*, 196 Cal.App.2d at 123-24 (interim ordinance restricting cemetery uses and activities had the “single, realistic purpose” of frustrating Sunset View’s application and thus was invalid); *accord, Kieffer v. Spence* (1984) 153 Cal.App.3d 954 (interim ordinance aimed at defeating particular videogame establishments found invalid).

In *Sunset View*, a county accepted a cemetery’s application for a mortuary and the very next day adopted an urgency ordinance placing limitations on such uses. On the basis of the ordinance, the county then refused to process the cemetery’s application. In finding the urgency ordinance invalid, the court determined that “the enactment of the ordinance stemmed from the county’s attempt to frustrate respondent’s plans,” and further noted that, “The generality of the ordinance does not conceal its single, realistic purpose: the prohibition of respondent’s mortuary.” 196 Cal.App.2d at 124-125. *See, also, Ross v. City of Yorba Linda* (1991) 1 Cal.App.4th 954, 970 (“Here, we cannot imagine a more obvious attempt to frustrate a particular developer’s plans. The city’s own records reflect the plain amendment was precipitated by the very rezoning request now before this court. The plan amendment isolate the Rosses (and the two of their neighbors to whom the plan amendment might make a difference) as the special objects of legislative action. This itself is constitutionally impermissible.”).

As in *Sunset View*, the City accepted IPT’s Application, and the very next day adopted Ordinance No. 1205 establishing the 45-day moratorium. As evidenced by findings contained in

²⁶ There is also no evidence to support the statement in the Staff Report that the Moratorium will not require any specified expenditures from the General Fund. If the Moratorium is adopted and the Project does not go forward, the City will not receive the substantial Project revenues identified above. Moreover, if enacted, the Moratorium could likely lead to lawsuits being filed against the City, which could obviously have a substantial and detrimental impact on City coffers.

²⁷ At the Council’s January 5, 2016, hearing, Councilmember Young rightly questioned what facts constituted an immediate threat to the public health, safety, and welfare. Neither Staff nor fellow Councilmembers could articulate a cogent reason justifying adoption of the Moratorium.

PEPPLE CANTU SCHMIDT PLLC

Honorable Mayor Maciel
and Members of the Tracy City Council
February 16, 2016
Page 19

that Ordinance and in the Proposed Ordinance extending the Moratorium to 1 year, the “single, realistic purpose” of the Moratorium is to frustrate IPT’s Application. *See*, Proposed Ordinance, Finding B and Ordinance No. 1205, Finding Q. This is also evident by the fact that out of the approximately 25 sites within the Study Area, only 5 could accommodate warehouse development, and only one (IPT) has a pending development application.²⁸ Because the Moratorium is aimed at frustrating a particular development application, *i.e.*, IPT’s Application for the Project, it is unlawful.

B. The IPT Application is complete and immune from the Moratorium and any resulting ordinances, resolutions, or standards resulting therefrom.

In connection with its Application, IPT applied for a Vesting Tentative Parcel Map. Government Code Section 66474.2, a provision within the Subdivision Map Act (“SMA”), freezes in place the ordinances, policies, and standards in effect on the date the local agency determines that an application for a tentative map is complete. Subject to certain exceptions which do not pertain here, a local agency cannot consider any ordinances, policies, or standards other than those in effect on the date the map application was deemed complete in deciding whether to approve, conditionally approve, or deny an application for a subdivision for a tentative map. *See, e.g., Kaufman & Broad Central Valley, Inc. v. City of Modesto* (1994) 25 Cal.App.4th 1577 (citing Government Code section 66474.2, court rules that city cannot charge development fees in excess of those in effect on the date a tentative map is deemed complete); *see, also*, Curtin & Merritt, *California Subdivision Map Act and the Development Process* (C.E.B. 2015) § 9.9 (observing that the goal of Section 66474.2 is to “insulat[e] the subdivider from changes in the law enacted after the application is deemed complete”). As noted by the court in *Kaufman & Broad*, the map filing freeze provision is based on the premise that “a developer is entitled to actual or constructive notice of the ordinances, policies, and standards with which it will be expected to comply.” 25 Cal.App.4th at 1588.²⁹

²⁸ *See*, “City halts I-205 development,” Tracy Press, January 11, 2016, (noting that out of the 275 acre in the Study Area, “there are five sites of 14 or more acres that could support a warehouse-type project of 100,000 square feet or more.”).

²⁹ *See, also, Selby Realty Co. v. City of San Buenaventura* (1973) 10 Cal.3d 110, 126, fn. 11 (a change in an ordinance that occurs after the development application is deemed complete is inapplicable if its enactment stemmed from an attempt to frustrate a particular developer’s plans). Assuming the Project is approved, as it should be since it conforms with all City codes and policies, the Vesting Tentative Parcel Map grants IPT the vested right to proceed with development in substantial compliance with the ordinances, policies, and standards in effect at the time the vesting tentative map is approved or conditionally approved. Gov. Code § 66498.1(b); TSO § 12.28.070(a); *Bright Development Co. v. City of Tracy* (1993) 20 Cal.App.4th 783.

PEPPLE CANTU SCHMIDT PLLC

Honorable Mayor Maciel
and Members of the Tracy City Council
February 16, 2016
Page 20

The SMA prohibits the City from imposing ordinances, policies or standards other than those in existence on the date the Application was deemed complete. Here, the Application was deemed complete on February 3, 2016. Any planning or zoning changes that were not in effect on February 3, 2016, cannot lawfully be applied to the Project. Thus, the City must process and approve the Project in accordance with existing ordinances, policies, and standards.

C. If it adopts the Moratorium, the City would have to compensate YRC for an unconstitutional taking of the Property.

If adopted, the Moratorium would constitute a compensable taking of the Property. The Takings Clause of the 5th Amendment to the United States Constitution, made applicable to the states through the 14th Amendment,³⁰ guarantees that private property shall not “be taken for public use, without just compensation.” Article I, section 19 of the California Constitution also provides that “[p]rivate property may be taken or damaged for public use only when just compensation . . . has first been paid to . . . the owner.” A land use regulation effects an impermissible taking of property if it deprives an owner of all economically beneficial or productive uses of his land (*Lucas v. South Carolina Coastal Council* (1992) 505 U.S. 1003) or conflicts with an owner’s distinct investment-backed expectations (*Penn Central Transp. Co. v. New York City* (1978) 438 U.S. 104); causes the owner to suffer a permanent physical invasion of his property (*Loretto v. Teleprompter Manhattan CATV Corp.* (1982) 458 U.S. 419); or imposes an exaction in violation of the “essential nexus” and “rough proportionality” standards respectively set forth in *Nollan v. California Coastal Commission* (1987) 483 U.S. 825 and *Dolan v. City of Tigard* (1994) 512 U.S. 374.

A land use regulation that deprives the owner of substantially all economically beneficial or productive use of his land constitutes a taking. *Lucas v. South Carolina Coastal Council, supra* (property owner entitled to compensation for regulations precluding development of two beachfront lots, thereby depriving owner of all economic use of his property); *see, also, First English Evangelical Lutheran Church of Glendale v. County of Los Angeles* (1987) 482 U.S. 304, 321 (property owners are entitled to compensation for temporary taking of their land); and *Monks v. City of Rancho Palos Verdes* (2008) 167 Cal.App.4th 263 (ordinance imposing a moratorium on construction in landslide area deprived landowner of all economically beneficial use and thus constituted a taking). Courts have recognized that land use regulations that take all economically viable use of only a portion of private property can constitute a taking. *See, e.g., Twain Harte Associates, Ltd. v. County of Tuolumne* (1990) 217 Cal.App.3d 71 and *Jefferson Street Ventures, LLC v. City of Indio* (2015) 236 Cal.App.4th 1175.

It appears that application of the extension of the Moratorium would prohibit the only economically viable use of the Sale Property and one to which it is well suited, thus denying YRC

³⁰ *See, Chicago B&Q R. Co. v. Chicago* (1897) 166 U.S. 226.

PEPPLE CANTU SCHMIDT PLLC

Honorable Mayor Maciel
and Members of the Tracy City Council
February 16, 2016
Page 21

of all economically viable use of its land. Indeed, the only demonstrated interest expressed in the land has been for warehousing and distribution uses. The City would therefore have to pay just compensation (*i.e.*, the fair market value of the Sale Property based on its proposed industrial use) to YRC if it adopts the proposed Moratorium.

A regulation may affect a taking even though it leaves the property owner *some* economically beneficial use of his property. *Kavanaugh v. Santa Monica Rent Control Board* (1997) 16 Cal.4th 761, 774. In order to determine whether a taking has occurred when the economic impact is *less* than total, a reviewing court looks to three factors in particular: (i) the economic impact of the regulation on the owner; (ii) the extent to which the regulation interferes with the property owner's distinct investment-backed expectations as to the use of its property; and (iii) the character of the governmental action.³¹ *Penn Central Transportation Co. v. New York City* (1978) 438 U.S. 104, 124. In *Palazzolo v. Rhode Island* (2001) 533 U.S. 606, the U.S. Supreme Court emphasized that these factors are to be considered and applied in light of "the purpose of the Takings Clause, which is to prevent the Government from forcing some people alone to bear public burdens which, in all fairness and justice, should be borne by the public as a whole." 533 U.S. at 617.

As explained above, the Moratorium would likely deny *all* economically viable use of the Sale Property. Even assuming that some economic use of the Sale Property remained, it would not be sufficient to shield the City from takings liability based upon the *Penn Central* factors. If extended, the Moratorium would greatly diminish the economic value of the Sale Property, and might lead to the loss of the sale to IPT. Thus, the economic impact of the Moratorium is great. As to YRC's investment-backed expectations, it purchased the Property, including the Sale Property, for fair market value, based on its industrial land use designation enacted by the City specifically to accommodate YRC's use. YRC has always intended to use the land for a viable industrial use in accordance with the land use regulations governing the Property and enacted when the Property was annexed to the City. Other development is not economically viable on the site. The Moratorium would substantially burden use of the Property for an uneconomically viable use and annihilate YRC's investment-backed expectations with respect to the use of the Property. Finally, the pre-textual nature of the City's interest here (as detailed above) would also favor YRC's taking claim. Thus, all three *Penn Central* factors weigh in favor of YRC and would subject the City to takings liability if it were to adopt the Moratorium extension.

In sum, the Moratorium would likely deny all economically viable use of the Sale Property. Alternatively, the economic impact of the Moratorium, the extent to which it interferes with YRC's

³¹ This criterion requires a reviewing court to "consider the purpose and importance of the public interest reflected in the regulatory imposition." *Loveladies Harbor, Inc. v. United States* (Fed. Cir. 2003) 28 F.3d 1171, 1176.

PEPPLE CANTU SCHMIDT PLLC

Honorable Mayor Maciel
and Members of the Tracy City Council
February 16, 2016
Page 22

distinct investment-backed expectations, and the nature of the government action would expose the City to takings liability. For either reason, the City may not lawfully extend the Moratorium.

D. Extension of the Moratorium would violate YRC's rights to due process.

The Due Process Clause of the Fourteenth Amendment to the United States Constitution prohibits a state from depriving a person of life, liberty, or property without due process of law. *See, also*, Cal. Con., art. 1, sec. 7. The touchstone of substantive due process is the protection of the individual against arbitrary government action; the due process clause was intended to prevent government officials from abusing their power or employing it as an instrument of oppression. *Wolff v. McDonnell*, 418 U.S. 539, 558 (1974); *Collins v. City of Harker Heights* (1992) 503 U.S. 115, 126. A violation of substantive due process rights occurs if a government agency's actions are (1) irrational or arbitrary *or* (2) not rationally related to a legitimate government interest. *Village of Euclid v. Ambler Realty Co.* (1926) 272 U.S. 365; *Lingle v. Chevron* (2005) 544 U.S. 528. The test is disjunctive. Thus, a property owner need only demonstrate facts to support one of the two bases in order to state a viable due process claim.

If the City were to extend the Moratorium, its actions would be arbitrary and irrational, and would constitute an abuse of power, subjecting it to liability under the Due Process Clause. *See, Arnel Development Co. v. City of Costa Mesa* (1981) 126 Cal.App.3d 330, 337 (*enactment of initiative downzoning ordinance was arbitrary and discriminatory where enacted without considering appropriate planning criteria and for sole and specific purpose of defeating a single development*).³² Here, if the City were to extend the Moratorium, it would be engaging in precisely the same conduct that the court invalidated in the *Arnel* case. Specifically, approval of the Moratorium would constitute irrational and arbitrary conduct not based on appropriate planning criteria and for the sole and specific purpose of defeating the Project.

As explained above, an urgency ordinance cannot be aimed at or discriminate against a particular permit applicant. *See, e.g., Sunset View Cemetery Assn., supra* (court observes that the isolation of one party as the object of an urgency ordinance "cannot survive testing under accepted

³² *See, also, Herrington v. County of Sonoma* (9th Cir. 1987) 834 F.2d 1488 (denial of subdivision and subsequent downzoning of property violated property owner's due process rights given evidence that county's general plan/subdivision inconsistency determination was irrational and arbitrary and aimed at defeating particular development project); and *Del Monte Dunes, Ltd. v. City of Monterey* (9th Cir. 1990) 920 F.2d 1496, 1508 (allegations that city council approved a 190 unit project with conditions that had been substantially met, then same council members abruptly changed course and rejected the project motivated not by legitimate regulatory concerns, but by political pressure from neighbors to preserve property as open space, could constitute arbitrary and irrational conduct).

PEPPLE CANTU SCHMIDT PLLC

Honorable Mayor Maciel
and Members of the Tracy City Council
February 16, 2016
Page 23

principles of constitutional law.”).³³ The Moratorium here is plainly and unmistakably aimed at blocking the Project. Because the proposed Moratorium is an arbitrary and discriminatory action aimed at one particular user, it is not reasonably related to a legitimate state interest. *See, e.g., Lockary, supra*, 917 F.2d at 1155 (court observes that the reasonable relationship test “will not sustain conduct by state officials that is malicious, irrational or plainly arbitrary.”).

In sum, extension of the Moratorium and approval of any resulting legislation that subjected the Property to different or more burdensome requirements than imposed on surrounding lands would deprive YRC of its constitutionally protected right to due process.

E. Extension of the Moratorium would violate YRC’s right to equal protection.

The Fourteenth Amendment to the United States Constitution provides that no state shall deny to any person within its jurisdiction the equal protection of the laws. *See, also*, Cal. Con., art. I, sec. 7. The concept of equal protection has been defined to mean that no person or class of persons may be denied the same protection of law that is enjoyed by other persons or other classes in like circumstances. *Hawn v. County of Ventura* (1977) 73 Cal.App.3d 1009, 1018. A claimant must show that the state “has adopted a classification that affects two or more *similarly situated* groups in an unequal manner.” *Walgreen Co. v. City & County of San Francisco* (2010) 185 Cal.App.4th 424, 434 (emphasis in the original). An equal protection challenge to a regulation that does not involve a suspect class or fundamental right must nevertheless bear a reasonable relationship to a legitimate state interest. *Young v. American Mini Theaters* (1976) 427 U.S. 50. “[A] deliberate, irrational discrimination, even if it is against one person (or other entity) rather than a group, is actionable under the equal protection clause.” *World Outreach Conference Center v. City of Chicago* (7th Cir. 2009) 591 F.3d 531, 538.

In *Village of Willowbrook v. Olech* (2000) 528 U.S. 562, the U.S. Supreme Court ruled that a plaintiff stated a viable equal protection cause of action based on claims that a municipality required a 33 foot easement from her as a condition of connecting her property to the municipal water supply when it had only required a 15 foot easement from other similarly situated property owners. The Ninth Circuit has likewise upheld equal protection claims brought by property owners that were discriminated against or treated unfairly by local agencies as part of the land use approval process. *See, e.g., Herrington, supra* (denial of proposed subdivision and subsequent downzoning violated property owner’s equal protection rights where there was evidence that county had

³³ *See, also, G&D Holland Construction Co. v. City of Marysville* (1970) 12 Cal.App.3d 989, 994 (when the police power has been exercised in such a manner as to oppress or discriminate against an individual or individuals or against a particular parcel of land, it will be overturned) and *Lockary v. Kayfetz* (9th Cir. 1990) 917 F.2d 1150, 1155-1156 (if agency’s moratorium on issuance of new water hookups based on a water shortage was pre-textual as alleged, owners could state viable substantive due process and equal protection claims).

PEPPLE CANTU SCHMIDT PLLC

Honorable Mayor Maciel
and Members of the Tracy City Council
February 16, 2016
Page 24

approved sizable residential development projects on three other agricultural properties shortly after it rejected the owner's proposal) and *Del Monte Dunes, Ltd., supra*, (allegation that city arbitrarily and unreasonably limited use and development of property and set aside open space for public use, whereas owners of comparable properties were not subject to these conditions and restrictions states viable equal protection claim).

The only pending permit application affected by the Moratorium is IPT's Application. No such moratorium was adopted in response to any other comparable development in the City. Indeed, the City Council approved DCT's project on November 17, 2015, even though it had been considering changes in design and development standards in the Study Area since at least July 2015. In addition, the Moratorium does not apply to any other uses besides warehousing, distribution, and storage. Yet, other uses could very well conflict with the City's desires for updated design and development standards. There is no rational basis for subjecting warehousing uses to the Moratorium while manufacturing, office, and big box retail are all exempt.

The term spot zoning is used to describe a zoning action that violates the principle of equal protection because of its discriminatory nature. *See, e.g., Ross, supra* (denial of rezoning to allow property owner to develop their property at densities similar to those on surrounding parcels, was arbitrary and discriminatory and thus unlawful); *Kissinger v. City of Los Angeles*, 161 Cal.App.2d 454, 460 (1958) (downzoning of island surrounded by multi-family residential and commercial uses to single family use improper); *Charles L. Harney, Inc. v. Board of Permit Appeals* (1961) 195 Cal.App.2d 442, 448-449 (applying rule prohibiting discriminatory spot zoning to a moratorium).

The Property is designated for industrial uses by the General Plan, ISP, and TZO. The parcels to the north, south, and east are all designated for industrial purposes. The property to the west is designated for commercial purposes. Further, the City has previously approved a considerable number of industrial and warehouse uses along the I-205 corridor. For example, the YRC Facility is located immediately to the east of the Sale Property, the approved DCT facility is located immediately across I-205 from the Sale Property, and the City's waste management facility

PEPPLE CANTU SCHMIDT PLLC

Honorable Mayor Maciel
and Members of the Tracy City Council
February 16, 2016
Page 25

is located approximately one mile to the west.³⁴ Thus, the City's claim that the Moratorium is needed to ensure that warehouse and distribution facilities do not threaten the public health, safety, or welfare — due to aesthetic concerns — cannot provide a rational or an evidentiary basis for the City's discrimination against the Project. As in *Ross*, "the City's arbitrary line-drawing is antithetical to the individual right to equal protection of the law." 1 Cal.App.4th at 962. Extension of the Moratorium would constitute arbitrary and discriminatory spot zoning in violation of IPT's right to equal protection.

In light of the foregoing, extension of the Moratorium and approval of any resulting legislation that subjected YRC to different or more burdensome requirements than imposed on similarly situated property owners would deprive YRC of its constitutionally protected right to equal protection under the law.

F. Application of the Moratorium to the Project results in an unlawful interference with contractual relations.

Article I, section 10 of the U.S. Constitution provides that, "No State shall . . . pass any . . . Law impairing the Obligation of Contracts." In order to determine whether an impairment of contract has occurred, courts determine "whether the change in state law has operated as a substantial impairment of a contractual relationship." *Allied Structural Steel Co. v. Spannaus* (1978) 438 U.S. 234, 244. This inquiry is usually divided into three components: (1) whether there is a contractual relationship; (2) whether a change in law impairs that contractual relationship; and (3) whether the impairment is substantial." *General Motors Corp. v. Romein* (1992) 503 U.S. 181, 186.

In September 2015, IPT and YRC entered into a Real Estate Sales Contract pertaining to the sale of the Sale Property for the Project. Thus, there plainly is a contractual relationship between IPT and YRC related to sale of the Sale Property for development of a warehousing distribution facility. Moreover, the Moratorium adopted on January 5, 2016, and proposed for extension on February 16, 2016, would substantially impair that contractual relationship by

³⁴ We assume that the City would not in the future rezone the existing YRC Facility for a non-warehousing use. If the City were to take such action, YRC would vigorously oppose it based on its vested rights and the implications it would have for making its economically viable facility, that it may wish to expand at some point in the future. Of course, this begs the question of what exactly the City is attempting to accomplish by fundamentally changing the long standing uses and development standards that apply to the Property as affirmed by the 2011 City General Plan. It is important to keep in mind that the Sale Property is 22 acres of infill industrial development located between the YRC facility and the Tracy Outlet Stores. By comparison, Bay Area business parks, such as Bishop Ranch and Hacienda Business Park, consist of approximately 585 acres and 875 acres, respectively.

PEPPLE CANTU SCHMIDT PLLC

Honorable Mayor Maciel
and Members of the Tracy City Council
February 16, 2016
Page 26

precluding the use of the Sale Property for which it is proposed to be sold. As noted by the United States Supreme Court in *Allied Structural Steel Co.*, *supra*, 438 U.S at 245:

Contracts enable individuals to order their personal and business affairs according to their particular needs and interests. Once arranged, those rights and obligations are binding under the law, and the parties are entitled to rely on them.

When examining the substantial impairment, courts often look to the economic harm resulting from the impairment of a contract. *See, Allied Structural Steel Co. v. Spannaus* (1978) 438 U.S. 234, 247. IPT would not be able to proceed with the Project and the Sale Property would lose all value for IPT's intended use. Thus, the impairment in this case is substantial. *See, e.g., Club Props. v. City of Sherwood*, 2007 U.S. Dist. LEXIS 95080 (property owner stated viable claim that moratorium which precluded the issuance of zoning permits constituted substantial impairment of contract).

If the City were to extend the Moratorium it would be liable to IPT and YRC for an impairment of contract claim. The City would also be exposed to related liability for negligent and/or intentional interference with contract or other economic relationship.

G. Based on the parties' detrimental reliance on the Property's land use regulations, the City would be estopped from applying the Moratorium extension to the Project.

YRC and IPT reasonably and detrimentally relied on the Property's planning regulations, including the City's stated policy that the Property is an area of the City where warehouse uses are a principally permitted use. To date, YRC has spent tens of millions of dollars in reliance on the approved land use designations and planned infrastructure for the Property and its environs. These funds were used to purchase the Property, pay other direct and indirect expenses related to operation and maintenance of the Property, and negotiate the sale of the Sale Property to IPT. Based on the site's planning designations and assurances from planning Staff, IPT has likewise spent substantial sums negotiating the sale of the Sale Property with YRC and preparing Project plans and related studies. To date, IPT has incurred approximately \$150,000-\$200,000 in costs related to the Project. As a result of YRC's and IPT's reliance on the City's plans and policies, the City would be estopped from applying the proposed Moratorium to the Project. *See, e.g., Hock Investment Co. v. City and County of San Francisco* (1989) 215 Cal.App.3d 438, 448-449 (if property owner reasonably and detrimentally relies upon agency's administrative rule, agency would be estopped from taking subsequent action in contravention of rule).³⁵

³⁵ *Accord, Pardee Construction Co. v. California Coastal Commission* (1979) 95 Cal.App.3d 471, 481; *Wilson v. City of Laguna Beach* (1992) 6 Cal.App.4th 543; *Kieffer v. Spencer, supra*; and *Anderson v. City of La Mesa* (1981) 118 Cal.App.3d 657.

PEPPLE CANTU SCHMIDT PLLC

Honorable Mayor Maciel
and Members of the Tracy City Council
February 16, 2016
Page 27

The court in *Kieffer* observed that estoppel was proper when a city “chose to pursue a course of conduct (for reasons not entirely clear) not only detrimental to petitioners but to public trust in local government.” 153 Cal.App.3d at 964. *Accord, Woody’s Group, Inc. v. City of Newport Beach* (2015) 233 Cal.App.4th 1012, 1028 (when a local agency “chang[es] the rules in the middle of the game,” this “does not accord with [a] fundamentally fair process.”).³⁶ Were the City to adopt the Moratorium extension and impose it upon IPT, it would run afoul of these guiding principles. The City’s plans and policies that YRC and IPT relied upon — even more than the simple administrative rule at issue in *Hock* — provide a substantial basis for estoppel against the City here.

H. The City cannot lawfully extend the Moratorium until it complies with CEQA.

The Moratorium may result in significant environmental effects. As such, the City must conduct CEQA review of the Moratorium before it can lawfully act on it. *See*, Public Resources Code §§ 21080, 21000, 21065. Pursuant to Section 4 of the Proposed Ordinance, the City Council wrongly contends that the Moratorium is not a project subject to CEQA.

It is reasonably foreseeable that the Moratorium could force certain warehouse uses, like that proposed by IPT, to locate in other areas outside of the City. This would result in associated traffic, air quality, and noise pollution, including an increase in greenhouse gas emissions, vehicle miles traveled, and other related emissions. *See, e.g., Muzzy Ranch Co. v. Solano County Airport Land Use Comm.* (2007) 41 Cal.4th 372, 383 (California Supreme Court observes that the impact of development in other areas resulting from a ban on development within one jurisdiction should be considered in the CEQA process); *accord, Napa Citizens for Honest Government v. Napa County Board of Supervisors* (2001) 91 Cal.App.4th 342, 369 (“the purpose of CEQA would be undermined if the appropriate governmental agencies went forward without an awareness of the effects a project will have on areas outside of the boundaries of the project area.”).

Thus, prior to the enactment of the Moratorium, the environmental impacts associated with such displaced development must be addressed in an appropriate CEQA document. It is likely that the City could not proceed with such an ordinance without preparing and circulating an environmental impact report (“EIR”) for public review and comment. *See*, Public Resources Code

³⁶ *See, also*, General Plan, Objective ED-3.1 (expressing the City’s desire to “[c]ontinue to foster a supportive business environment by providing clear and consistent development standards, procedures, and information on available City services for businesses.”). In commenting on the DCT application, Councilmember Young stated that the City needed to “protect the integrity of our processes and our policies,” noting that if the City violates its written standards, “what do we have to stand on?” *See*, “Split council rejects I-205 industrial project,” Tracy Press, July 10, 2015. Councilmember Young’s comments in regard to the DCT application apply with equal force to application of the Moratorium to the Project.

PEPPLE CANTU SCHMIDT PLLC

Honorable Mayor Maciel
and Members of the Tracy City Council
February 16, 2016
Page 28

§§ 21080(d) and 21081; CEQA Guidelines § 15091; *Marin Municipal Water District v. KG Land California Corp.* (1991) 235 Cal.App.3d 1652 (water district prepared an EIR prior to adopting a water moratorium based in part on potential secondary impacts of moratorium); and *City of Livermore v. LAFCO* (1986) 184 Cal.App.3d 531 (1986) (EIR was required for revision of LAFCO sphere-of- influence guidelines because change in policies could affect location of development, resulting in significant environmental impacts).³⁷

The Moratorium is a “project” subject to CEQA, and one likely to result in significant impacts. As such, the City may not lawfully extend the Moratorium without first considering its direct and reasonably foreseeable indirect environmental impacts.

VI. Even if it were to extend the Moratorium, the City has an independent duty to process and act on the Project.

Even if the City were to extend the Moratorium, it is clear that it must continue to process the Application. *See, e.g., Building Industry Legal Defense Foundation v. Superior Court, supra* (city cannot use urgency ordinance to prohibit the processing of development applications). Such processing includes the obligation to act on the Project within the time limits established by CEQA and the Permit Streamlining Act. *See, e.g., Selinger v. City Council*, 216 Cal.App.3d 259, 269 (1989) (court rules that a moratorium does not toll the time period for agency action on an application under the Permit Streamlining Act).

Similar to DCT, the environmental impacts of the Project are covered by the City’s General Plan EIR. Thus, no additional CEQA document is needed for the Project. The City must process and act on the Application within 50 days from the date that the Application is deemed complete.³⁸ And, as noted above, it must apply the ordinances, policies, and standards that were in effect when the Application was deemed complete on February 3, 2016.

In summary, any further regulation of warehousing and distribution uses is entirely unnecessary since the City already has appropriate discretionary approval authority over them under its existing codes and regulations. Given the numerous constitutional and statutory

³⁷ *See, also, City of Redlands v. County of San Bernardino* (2002) 96 Cal.App.4th 398 (EIR was required for amendments to county general plan eliminating policies requiring deference to city standards regarding hillside development, density of development, and public utilities because change may result in significant impacts) and *County Sanitation District No. 2 v. County of Kern*, 127 Cal.App.4th 1544 (2005) (EIR was required for ordinance restricting disposal of sewage sludge because of indirect impacts, including need for alternative disposal, increased hauling, and possible loss of farmland in reaction to the new restrictions).

³⁸ Gov. Code § 66452.1 and TSO § 12.24.040(d).

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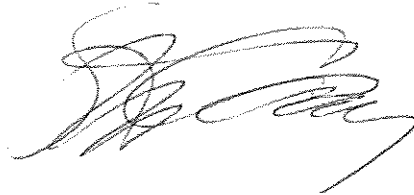
Honorable Mayor Maciel
and Members of the Tracy City Council
February 16, 2016
Page 29

infirmities with the Moratorium (as set forth above), we trust that the City will act appropriately and not extend the Moratorium. As illustrated above, there is no evidence, let alone substantial evidence, to justify the application of the Moratorium to the Project.

We appreciate your consideration of YRC's views on this matter. Representatives of YRC and IPT will be in attendance at the City Council's February 16, 2016, hearing on the Moratorium. In the meantime, please do not hesitate to contact me with any questions concerning this correspondence.

Very truly yours,

PEPPLE CANTU SCHMIDT PLLC

A handwritten signature in black ink, appearing to read 'Stephen K. Cassidy', written in a cursive style.

Stephen K. Cassidy
Attorneys for YRC Inc.

cc: Lance Collins
Christopher Masoner
Gregg Boehm
Troy Brown
Bill Dean
Nora Pimentel
Dan Sodergren



DEVELOPMENT APPLICATION

RECEIVED

JAN 04 2016

CITY OF TRACY

City of Tracy
333 Civic Center Plaza
Tracy, CA 95376

DEVELOPMENT &
ENGINEERING SERVICES

MAIN 209.831.6400
FAX 209.831.6439
www.ci.tracy.ca.us

PROPERTY OWNER INFORMATION

Table with 4 columns: Property Owners, Address, City, Zip, Email, Phone Number, Fax Number. Rows include Industrial Property Trust and HPA inc. - Teresa Goodwin.

PROJECT INFORMATION

Street Address & Location (Be specific)
1535 Pescadero Avenue, Tracy, CA

Assessors Parcel Number(s)
21306026

Existing Use of Property

vacant Land

Provide a Brief Description of Project/Proposal

Warehouse Shell Building

The City wants this review process to be successful for you. On page 2 of this form, please describe specific requests or suggestions to help us meet your needs as we work together on your project.

PROPERTY OWNER STATEMENT:

I hereby authorize HPA inc. - Teresa Goodwin, and any authorized representative thereof, to act as my agent in all matters related to the subject application(s) and recognize that the City of Tracy will rely in good faith upon assurances and commitments made by the above referenced agent in the course of reviewing requests for entitlements submitted on my behalf.

Property Owner Signatures:

- 1. [Signature] 2.
3. 4.

APPLICANT STATEMENT:

I, Teresa Goodwin, hereby certify that to the best of my knowledge the foregoing application contains information which is accurate and truthful and that my failure to supply such information as requested may jeopardize the validity of any entitlements granted or may result in the inability of the City to complete review requested herein.

Applicant Signature: [Signature] Date: 12/30/2015

Comments, Suggestions, or Processing Needs:

[Empty rectangular box for comments, suggestions, or processing needs.]



1000 Ave. of the
 Sciences
 Suite 1000
 San Francisco, CA 94118
 Tel: 415.774.8888
 Fax: 415.774.8889
 www.hpaarchitect.com



Contract:



Project:
 IPT
 PESCADERO
 SHELL BLDG.

125 PESCADERO AVENUE
 TRUCKEE, CA

Contractor:

Project Number: 1122
 Drawn by: [Name]
 Date: December 28, 2011
 Revision:

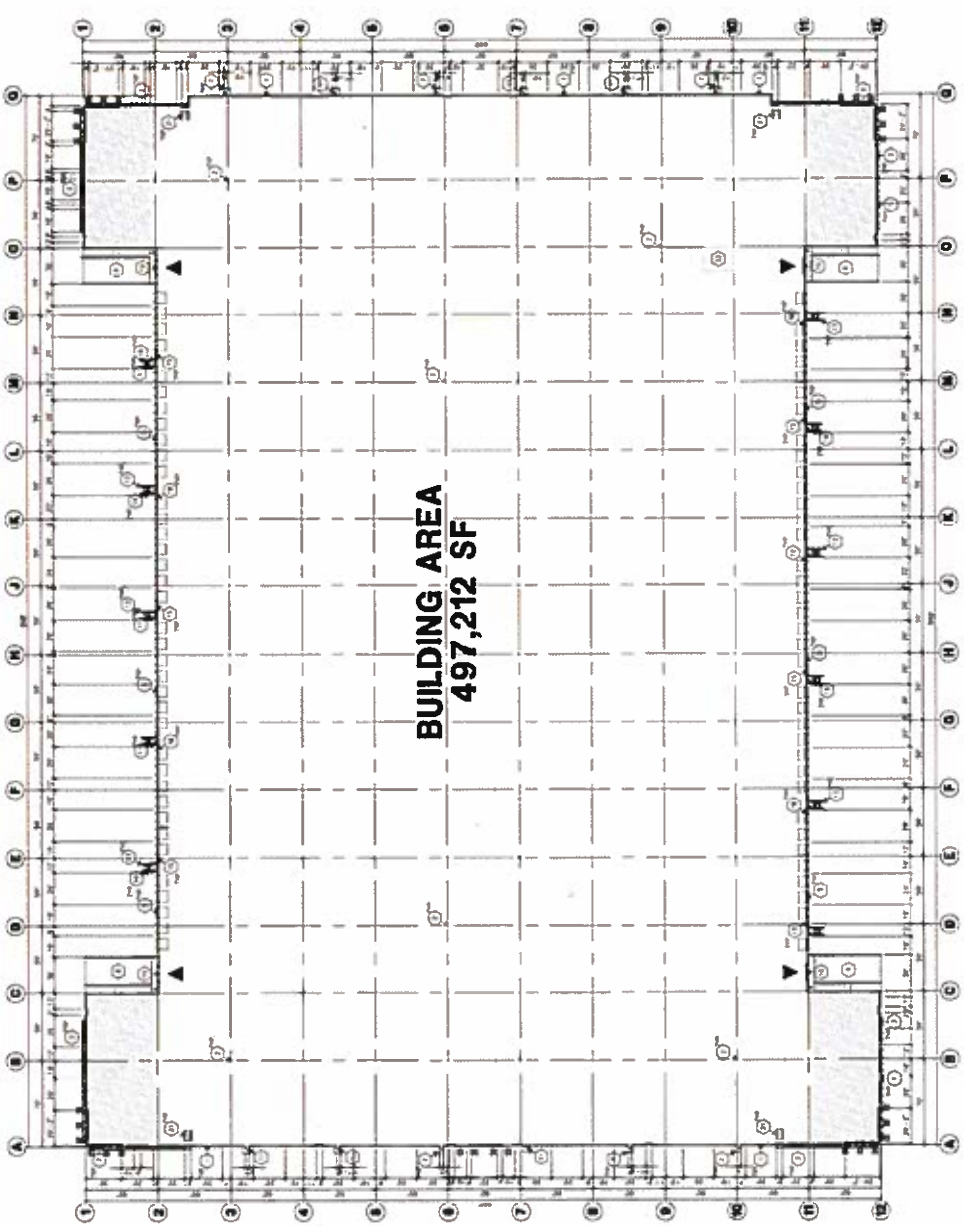
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GENERAL NOTES-FLOOR PLAN

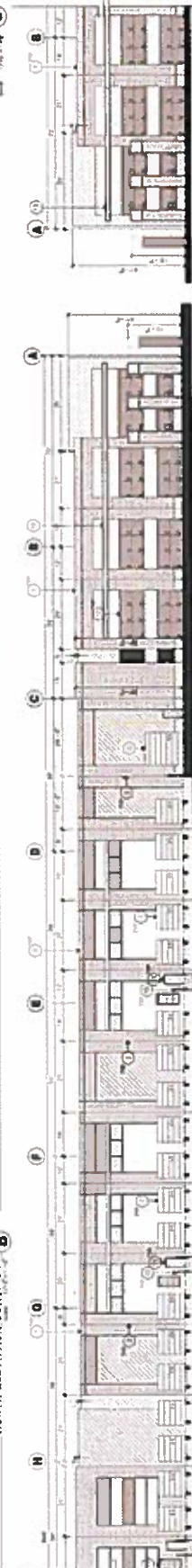
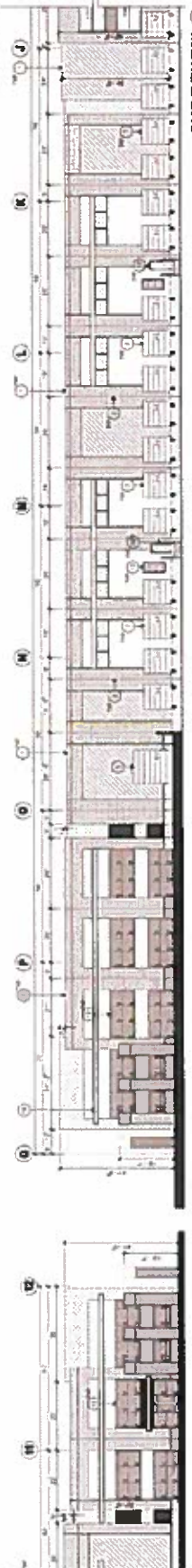
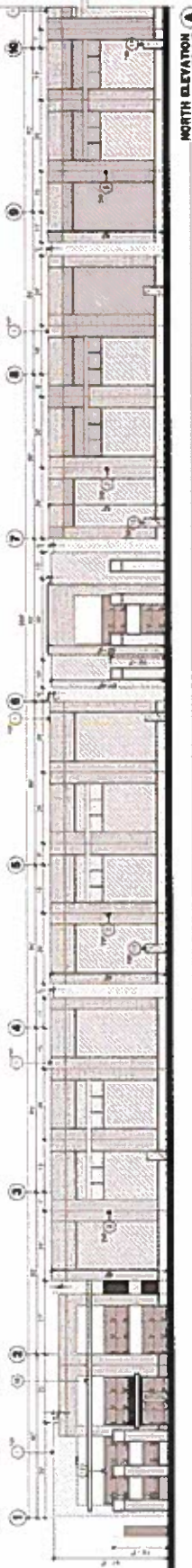
1. The building is intended for use as a shell building with interior fit out.
2. All work shall be in accordance with the 2008 International Building Code.
3. All work shall be in accordance with the 2008 International Mechanical Code.
4. All work shall be in accordance with the 2008 International Fire Code.
5. All work shall be in accordance with the 2008 International Energy Conservation Code.
6. All work shall be in accordance with the 2008 International Electrical Code.
7. All work shall be in accordance with the 2008 International Plumbing Code.
8. All work shall be in accordance with the 2008 International Fuel Gas Code.
9. All work shall be in accordance with the 2008 International Fire Prevention Code.
10. All work shall be in accordance with the 2008 International Fire Alarm Code.
11. All work shall be in accordance with the 2008 International Fire Sprinkler Code.
12. All work shall be in accordance with the 2008 International Fire and Building Code.
13. All work shall be in accordance with the 2008 International Fire and Building Code.
14. All work shall be in accordance with the 2008 International Fire and Building Code.
15. All work shall be in accordance with the 2008 International Fire and Building Code.
16. All work shall be in accordance with the 2008 International Fire and Building Code.
17. All work shall be in accordance with the 2008 International Fire and Building Code.
18. All work shall be in accordance with the 2008 International Fire and Building Code.
19. All work shall be in accordance with the 2008 International Fire and Building Code.
20. All work shall be in accordance with the 2008 International Fire and Building Code.

KEYNOTES-FLOOR PLAN

1. FINISH FLOOR TO BE 1/2" THICK POLISHED CONCRETE ON 4" THICK REINFORCED CONCRETE SLAB.
2. FINISH FLOOR TO BE 1/2" THICK POLISHED CONCRETE ON 4" THICK REINFORCED CONCRETE SLAB.
3. FINISH FLOOR TO BE 1/2" THICK POLISHED CONCRETE ON 4" THICK REINFORCED CONCRETE SLAB.
4. FINISH FLOOR TO BE 1/2" THICK POLISHED CONCRETE ON 4" THICK REINFORCED CONCRETE SLAB.
5. FINISH FLOOR TO BE 1/2" THICK POLISHED CONCRETE ON 4" THICK REINFORCED CONCRETE SLAB.
6. FINISH FLOOR TO BE 1/2" THICK POLISHED CONCRETE ON 4" THICK REINFORCED CONCRETE SLAB.
7. FINISH FLOOR TO BE 1/2" THICK POLISHED CONCRETE ON 4" THICK REINFORCED CONCRETE SLAB.
8. FINISH FLOOR TO BE 1/2" THICK POLISHED CONCRETE ON 4" THICK REINFORCED CONCRETE SLAB.
9. FINISH FLOOR TO BE 1/2" THICK POLISHED CONCRETE ON 4" THICK REINFORCED CONCRETE SLAB.
10. FINISH FLOOR TO BE 1/2" THICK POLISHED CONCRETE ON 4" THICK REINFORCED CONCRETE SLAB.
11. FINISH FLOOR TO BE 1/2" THICK POLISHED CONCRETE ON 4" THICK REINFORCED CONCRETE SLAB.
12. FINISH FLOOR TO BE 1/2" THICK POLISHED CONCRETE ON 4" THICK REINFORCED CONCRETE SLAB.
13. FINISH FLOOR TO BE 1/2" THICK POLISHED CONCRETE ON 4" THICK REINFORCED CONCRETE SLAB.
14. FINISH FLOOR TO BE 1/2" THICK POLISHED CONCRETE ON 4" THICK REINFORCED CONCRETE SLAB.
15. FINISH FLOOR TO BE 1/2" THICK POLISHED CONCRETE ON 4" THICK REINFORCED CONCRETE SLAB.
16. FINISH FLOOR TO BE 1/2" THICK POLISHED CONCRETE ON 4" THICK REINFORCED CONCRETE SLAB.
17. FINISH FLOOR TO BE 1/2" THICK POLISHED CONCRETE ON 4" THICK REINFORCED CONCRETE SLAB.
18. FINISH FLOOR TO BE 1/2" THICK POLISHED CONCRETE ON 4" THICK REINFORCED CONCRETE SLAB.
19. FINISH FLOOR TO BE 1/2" THICK POLISHED CONCRETE ON 4" THICK REINFORCED CONCRETE SLAB.
20. FINISH FLOOR TO BE 1/2" THICK POLISHED CONCRETE ON 4" THICK REINFORCED CONCRETE SLAB.



FLOOR PLAN (A)



KEYNOTES - ELEVATIONS

1. ELEVATIONS SHALL BE TO FINISH SURFACE UNLESS NOTED OTHERWISE.
2. ELEVATIONS SHALL BE TO FACE UNLESS NOTED OTHERWISE.
3. ELEVATIONS SHALL BE TO FACE UNLESS NOTED OTHERWISE.
4. ELEVATIONS SHALL BE TO FACE UNLESS NOTED OTHERWISE.
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24. ELEVATIONS SHALL BE TO FACE UNLESS NOTED OTHERWISE.

GENERAL NOTES - ELEVATIONS

1. ELEVATIONS SHALL BE TO FACE UNLESS NOTED OTHERWISE.
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22. ELEVATIONS SHALL BE TO FACE UNLESS NOTED OTHERWISE.
23. ELEVATIONS SHALL BE TO FACE UNLESS NOTED OTHERWISE.
24. ELEVATIONS SHALL BE TO FACE UNLESS NOTED OTHERWISE.

COLOR SCHEDULE - ELEVATIONS

1	CONCRETE	2	BRICK
3	GLASS	4	WOOD
5	PAINT	6	ROOF
7	LANDSCAPE	8	ASPHALT
9	GRASS	10	PAVEMENT
11	ROCK	12	SOIL
13	WATER	14	ICE
15	SNOW	16	DIRT
17	GRAVEL	18	SAND
19	CLAY	20	SLATE
21	SHALE	22	LIME
23	GIPSUM	24	PLASTER
25	CEMENT	26	MORTAR
27	BRICK	28	CONCRETE
29	GLASS	30	WOOD
31	PAINT	32	ROOF
33	LANDSCAPE	34	ASPHALT
35	GRASS	36	PAVEMENT
37	ROCK	38	SOIL
39	WATER	40	ICE
41	SNOW	42	DIRT
43	GRAVEL	44	SAND
45	CLAY	46	SLATE
47	SHALE	48	LIME
49	GIPSUM	50	PLASTER
51	CEMENT	52	MORTAR
53	BRICK	54	CONCRETE
55	GLASS	56	WOOD
57	PAINT	58	ROOF
59	LANDSCAPE	60	ASPHALT
61	GRASS	62	PAVEMENT
63	ROCK	64	SOIL
65	WATER	66	ICE
67	SNOW	68	DIRT
69	GRAVEL	70	SAND
71	CLAY	72	SLATE
73	SHALE	74	LIME
75	GIPSUM	76	PLASTER
77	CEMENT	78	MORTAR
79	BRICK	80	CONCRETE
81	GLASS	82	WOOD
83	PAINT	84	ROOF
85	LANDSCAPE	86	ASPHALT
87	GRASS	88	PAVEMENT
89	ROCK	90	SOIL
91	WATER	92	ICE
93	SNOW	94	DIRT
95	GRAVEL	96	SAND
97	CLAY	98	SLATE
99	SHALE	100	LIME
101	GIPSUM	102	PLASTER
103	CEMENT	104	MORTAR
105	BRICK	106	CONCRETE
107	GLASS	108	WOOD
109	PAINT	110	ROOF
111	LANDSCAPE	112	ASPHALT
113	GRASS	114	PAVEMENT
115	ROCK	116	SOIL
117	WATER	118	ICE
119	SNOW	120	DIRT
121	GRAVEL	122	SAND
123	CLAY	124	SLATE
125	SHALE	126	LIME
127	GIPSUM	128	PLASTER
129	CEMENT	130	MORTAR
131	BRICK	132	CONCRETE
133	GLASS	134	WOOD
135	PAINT	136	ROOF
137	LANDSCAPE	138	ASPHALT
139	GRASS	140	PAVEMENT
141	ROCK	142	SOIL
143	WATER	144	ICE
145	SNOW	146	DIRT
147	GRAVEL	148	SAND
149	CLAY	150	SLATE
151	SHALE	152	LIME
153	GIPSUM	154	PLASTER
155	CEMENT	156	MORTAR
157	BRICK	158	CONCRETE
159	GLASS	160	WOOD
161	PAINT	162	ROOF
163	LANDSCAPE	164	ASPHALT
165	GRASS	166	PAVEMENT
167	ROCK	168	SOIL
169	WATER	170	ICE
171	SNOW	172	DIRT
173	GRAVEL	174	SAND
175	CLAY	176	SLATE
177	SHALE	178	LIME
179	GIPSUM	180	PLASTER
181	CEMENT	182	MORTAR
183	BRICK	184	CONCRETE
185	GLASS	186	WOOD
187	PAINT	188	ROOF
189	LANDSCAPE	190	ASPHALT
191	GRASS	192	PAVEMENT
193	ROCK	194	SOIL
195	WATER	196	ICE
197	SNOW	198	DIRT
199	GRAVEL	200	SAND

COLOR LEGEND

1. CONCRETE
 2. BRICK
 3. GLASS
 4. WOOD
 5. PAINT
 6. ROOF
 7. LANDSCAPE
 8. ASPHALT
 9. GRASS
 10. PAVEMENT
 11. ROCK
 12. SOIL
 13. WATER
 14. ICE
 15. SNOW
 16. DIRT
 17. GRAVEL
 18. SAND
 19. CLAY
 20. SLATE
 21. SHALE
 22. LIME
 23. GIPSUM
 24. PLASTER
 25. CEMENT
 26. MORTAR
 27. BRICK
 28. CONCRETE
 29. GLASS
 30. WOOD
 31. PAINT
 32. ROOF
 33. LANDSCAPE
 34. ASPHALT
 35. GRASS
 36. PAVEMENT
 37. ROCK
 38. SOIL
 39. WATER
 40. ICE
 41. SNOW
 42. DIRT
 43. GRAVEL
 44. SAND
 45. CLAY
 46. SLATE
 47. SHALE
 48. LIME
 49. GIPSUM
 50. PLASTER
 51. CEMENT
 52. MORTAR
 53. BRICK
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 143. WATER
 144. ICE
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 146. DIRT
 147. GRAVEL
 148. SAND
 149. CLAY
 150. SLATE
 151. SHALE
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 153. GIPSUM
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 155. CEMENT
 156. MORTAR
 157. BRICK
 158. CONCRETE
 159. GLASS
 160. WOOD
 161. PAINT
 162. ROOF
 163. LANDSCAPE
 164. ASPHALT
 165. GRASS
 166. PAVEMENT
 167. ROCK
 168. SOIL
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 170. ICE
 171. SNOW
 172. DIRT
 173. GRAVEL
 174. SAND
 175. CLAY
 176. SLATE
 177. SHALE
 178. LIME
 179. GIPSUM
 180. PLASTER
 181. CEMENT
 182. MORTAR
 183. BRICK
 184. CONCRETE
 185. GLASS
 186. WOOD
 187. PAINT
 188. ROOF
 189. LANDSCAPE
 190. ASPHALT
 191. GRASS
 192. PAVEMENT
 193. ROCK
 194. SOIL
 195. WATER
 196. ICE
 197. SNOW
 198. DIRT
 199. GRAVEL
 200. SAND

GLAZING LEGEND

1. GLASS
 2. WOOD
 3. PAINT
 4. ROOF
 5. LANDSCAPE
 6. ASPHALT
 7. GRASS
 8. PAVEMENT
 9. ROCK
 10. SOIL
 11. WATER
 12. ICE
 13. SNOW
 14. DIRT
 15. GRAVEL
 16. SAND
 17. CLAY
 18. SLATE
 19. SHALE
 20. LIME
 21. GIPSUM
 22. PLASTER
 23. CEMENT
 24. MORTAR
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 29. PAINT
 30. ROOF
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 32. ASPHALT
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 35. ROCK
 36. SOIL
 37. WATER
 38. ICE
 39. SNOW
 40. DIRT
 41. GRAVEL
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 43. CLAY
 44. SLATE
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 46. LIME
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 48. PLASTER
 49. CEMENT
 50. MORTAR
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 52. CONCRETE
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 56. ROOF
 57. LANDSCAPE
 58. ASPHALT
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 61. ROCK
 62. SOIL
 63. WATER
 64. ICE
 65. SNOW
 66. DIRT
 67. GRAVEL
 68. SAND
 69. CLAY
 70. SLATE
 71. SHALE
 72. LIME
 73. GIPSUM
 74. PLASTER
 75. CEMENT
 76. MORTAR
 77. BRICK
 78. CONCRETE
 79. GLASS
 80. WOOD
 81. PAINT
 82. ROOF
 83. LANDSCAPE
 84. ASPHALT
 85. GRASS
 86. PAVEMENT
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 94. SAND
 95. CLAY
 96. SLATE
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 197. GRAVEL
 198. SAND
 199. CLAY
 200. SLATE



NORTH ELEVATION



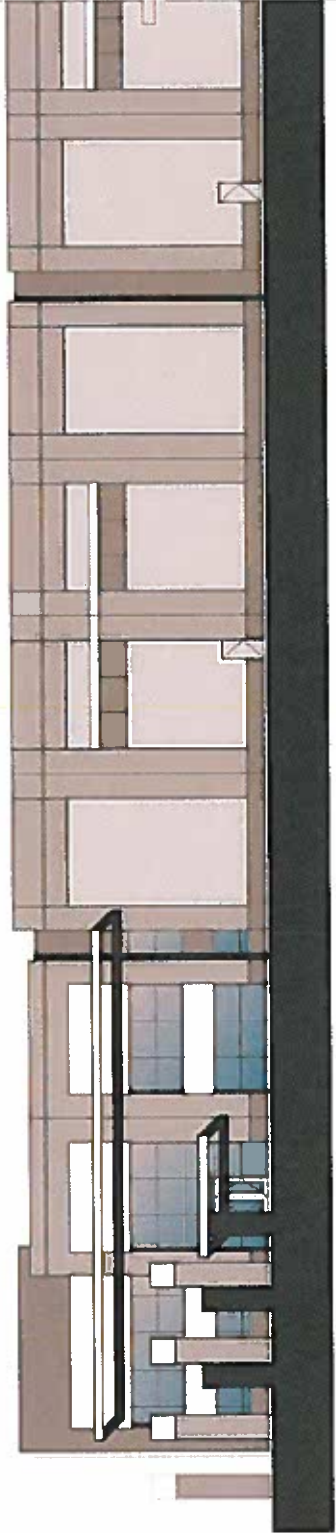
WEST ELEVATION



SOUTH ELEVATION



WEST ELEVATION



ENLARGED VIEW OF NORTH ELEVATION



Job No 15312.00

1305 Pescadero Avenue

TRACY, CA



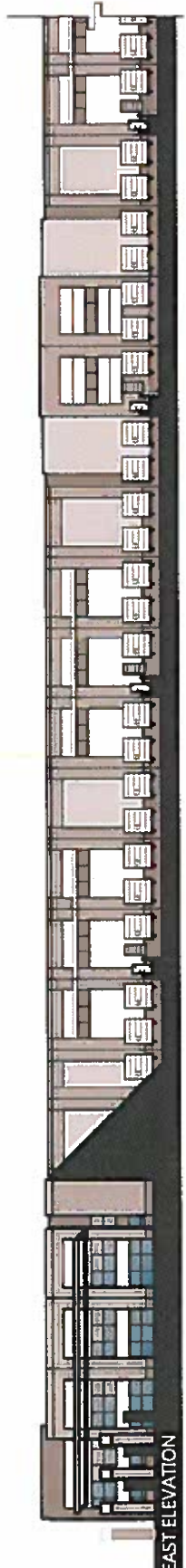
INDUSTRIAL
PROPERTY TRUST

CONCEPTUAL COLORED ELEVATIONS

12.29.2015

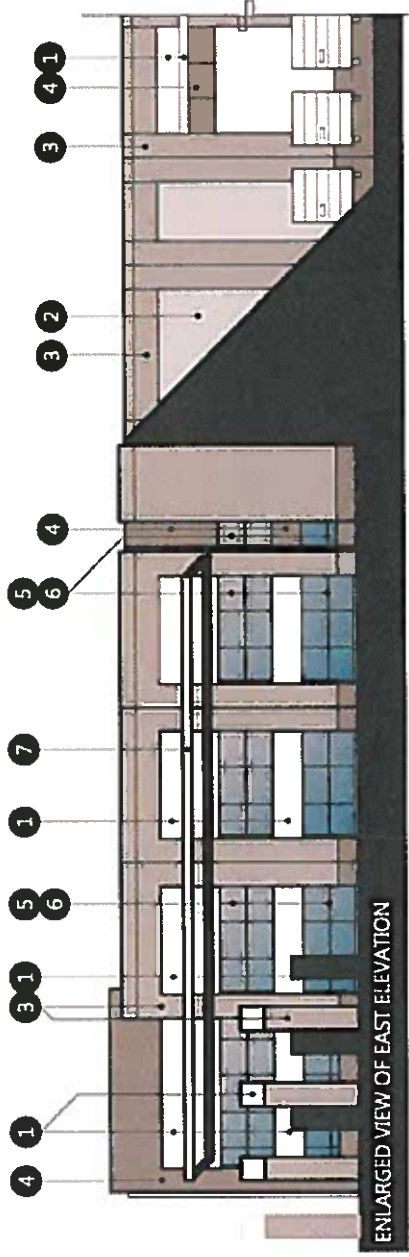


NORTH ELEVATION



EAST ELEVATION

- 1 Frazee 001 White
- 2 Frazee CL3171W Silver Linking
- 3 Frazee CL3173M Escalibur
- 4 Frazee CL3174D Alabon
- 5 Clear Anodized Mullions
- 6 Blue Reflective Glazing
- 7 Sherwin-Williams Metalls to match Frazee 001 White (Clear coat) @ Metal CANOPY

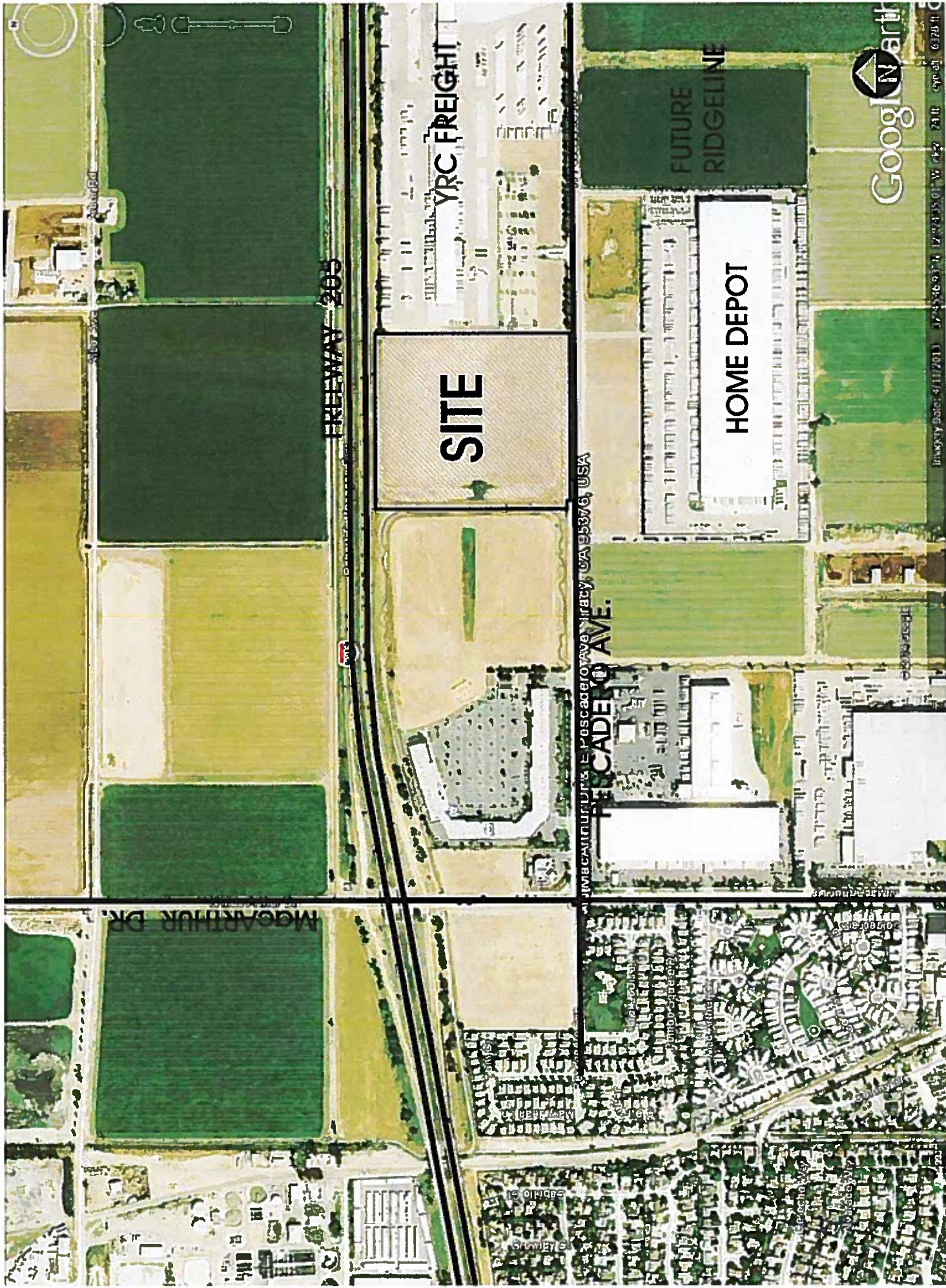


ENLARGED VIEW OF EAST ELEVATION



1305 Pescadero Avenue
TRACY, CA





FREEWAY 205

SITE

HOME DEPOT

YRC FREIGHT

**FUTURE
RIDGELINE**

JIMACARIN DR & E PASCADERO AVE, Viracy, CA 95376, USA

MACARIN DR

MACARTHUR DR

Google Earth

Imagery Date: 4/11/2013 37°45'46.91"N 122°33'05.01"W 429 24 ft eye-31 6328 ft



IPT Pescadero Shell Bldg.

Tracy, CA

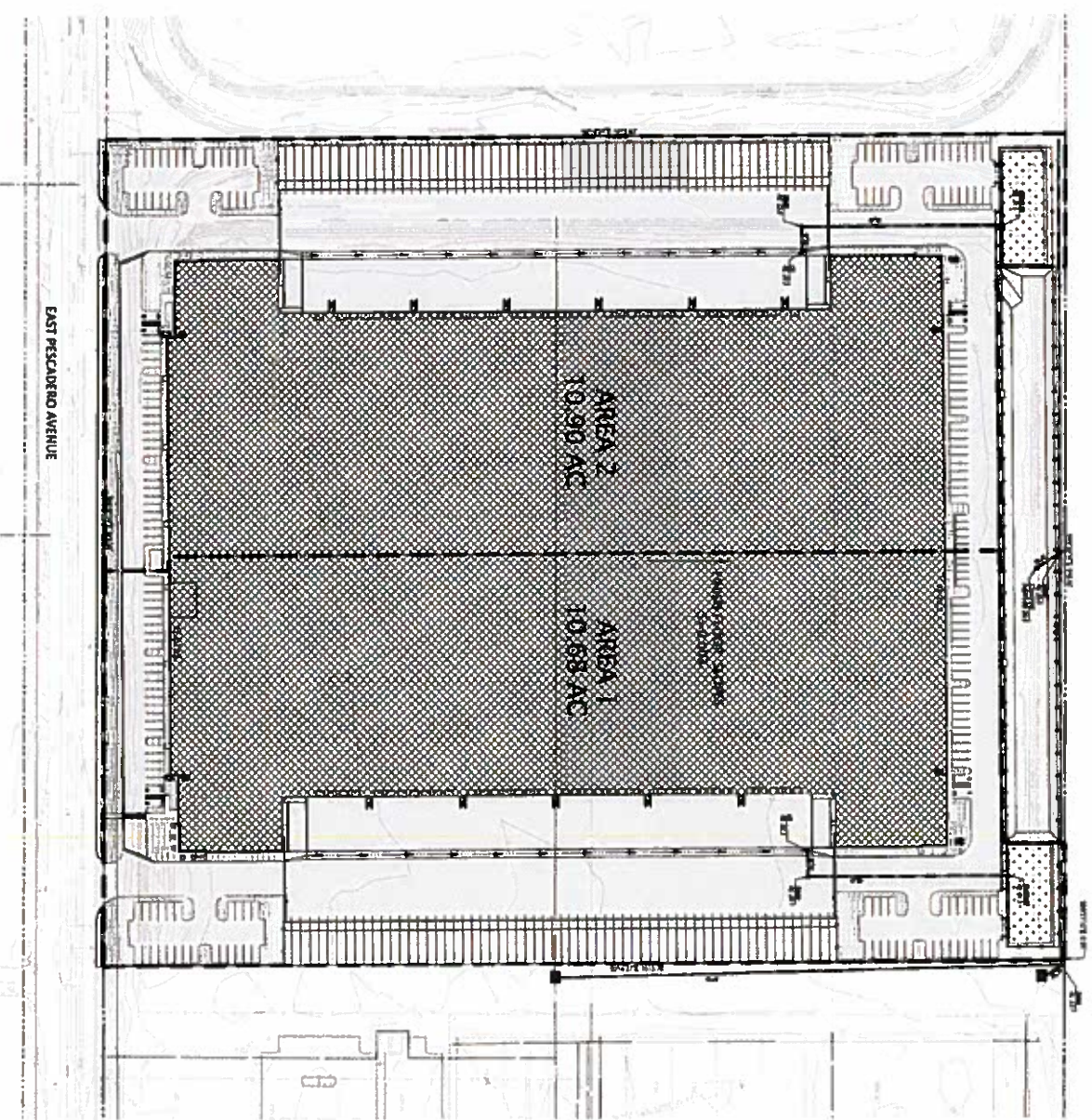
RENDERING - 36' CLEAR



12.29.2015



JOB # 15312



INTERSTATE HIGHWAY 205

EAST PESCADERO AVENUE



LEGEND

- EXISTING LOT LINES
- PROPOSED LOT LINES
- PROPOSED STORM WATER POND
- PROPOSED ROADWAY
- PROPOSED DRIVEWAY

<p>STORM WATER QUALITY CONTROL PLAN of 1305 PESCADERO AVENUE for INDUSTRIAL PROPERTY TRUST</p>	<p>KIER & WRIGHT CIVIL ENGINEERS & SURVEYORS, INC. 2810 Collier Canyon Road, Suite 102, Tracy, CA 95376 Phone: (925) 371-1100 Fax: (925) 371-1101</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">NO.</td> <td style="width: 10%;">DESCRIPTION</td> <td style="width: 10%;">DATE</td> <td style="width: 10%;">BY</td> <td style="width: 10%;">CHECKED</td> <td style="width: 10%;">APPROVED</td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </table>	NO.	DESCRIPTION	DATE	BY	CHECKED	APPROVED						
NO.	DESCRIPTION	DATE	BY	CHECKED	APPROVED									
<p>DATE: 08/15/2011 DRAWN: J. WRIGHT CHECKED: J. WRIGHT APPROVED: J. WRIGHT SHEET: 1 OF 1 SCALE: AS SHOWN</p>	<p>TRACY CALIFORNIA</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">NO.</td> <td style="width: 10%;">DESCRIPTION</td> <td style="width: 10%;">DATE</td> <td style="width: 10%;">BY</td> <td style="width: 10%;">CHECKED</td> <td style="width: 10%;">APPROVED</td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </table>	NO.	DESCRIPTION	DATE	BY	CHECKED	APPROVED						
NO.	DESCRIPTION	DATE	BY	CHECKED	APPROVED									

NORTH MACARTHUR DRIVE

CITY OF TRACY

PARCEL ONE
AREA = 386,639 ± S.F.
(22.6501 ± AC)

PARCEL ONE
90-028546 D.F.

PARCEL TWO
AREA = 2,319,850 ± S.F.
(53.2564 ± AC)

CONCRETE DOCK & WTR. STORAGE BUILDING N.W. 1/4 1ST & 2ND BLOCKS - 10 REELS

MANHOLE

EAST PESCADERO AVENUE
(FORMERLY 1305 PESCADERO AVENUE)
(A 50' WIDE STREET)



VESTING TENTATIVE PARCEL MAP
PARCEL I
of 1305 PESCADERO AVENUE
for INDUSTRIAL PROPERTY TRUST

KIER & WRIGHT
CIVIL ENGINEERS & SURVEYORS, INC.
2610 Colton Center Road, Suite 202, Tracy, CA 95376
Telephone: (209) 264-6766

NO.	REVISION
1	ISSUED
2	
3	
4	
5	
6	
7	
8	
9	
10	

DATE	10/1/2014
SCALE	AS SHOWN
PROJECT	INDUSTRIAL PROPERTY TRUST
PROJECT NO.	1305 PESCADERO AVENUE
DATE	10/1/2014
BY	TM1
CHECKED	
DATE	
BY	
CHECKED	
DATE	

CALIFORNIA

INTERSTATE 205

PARCEL TWO
AREA = 2,319,850± S.F.
(53.2564± AC)

EAST PASCADERO AVENUE
(A 50' WIDE STREET)

PARADISE ROAD

LAND OF THE VIC.
1990-1995

W/1, 2ND FLOOR W/ 2 STORY CONC. BUILDING - TO REMAIN

BUILDING - TO REMAIN

BUILDING - TO REMAIN



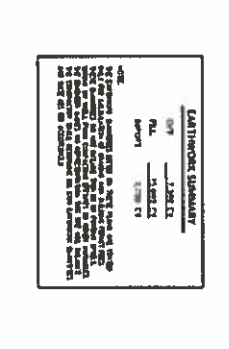
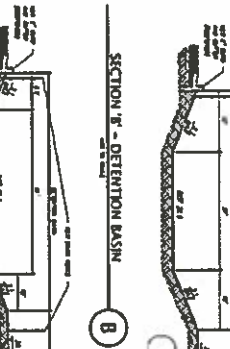
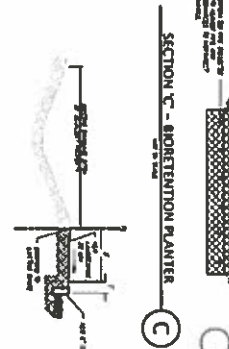
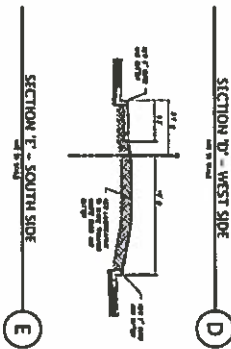
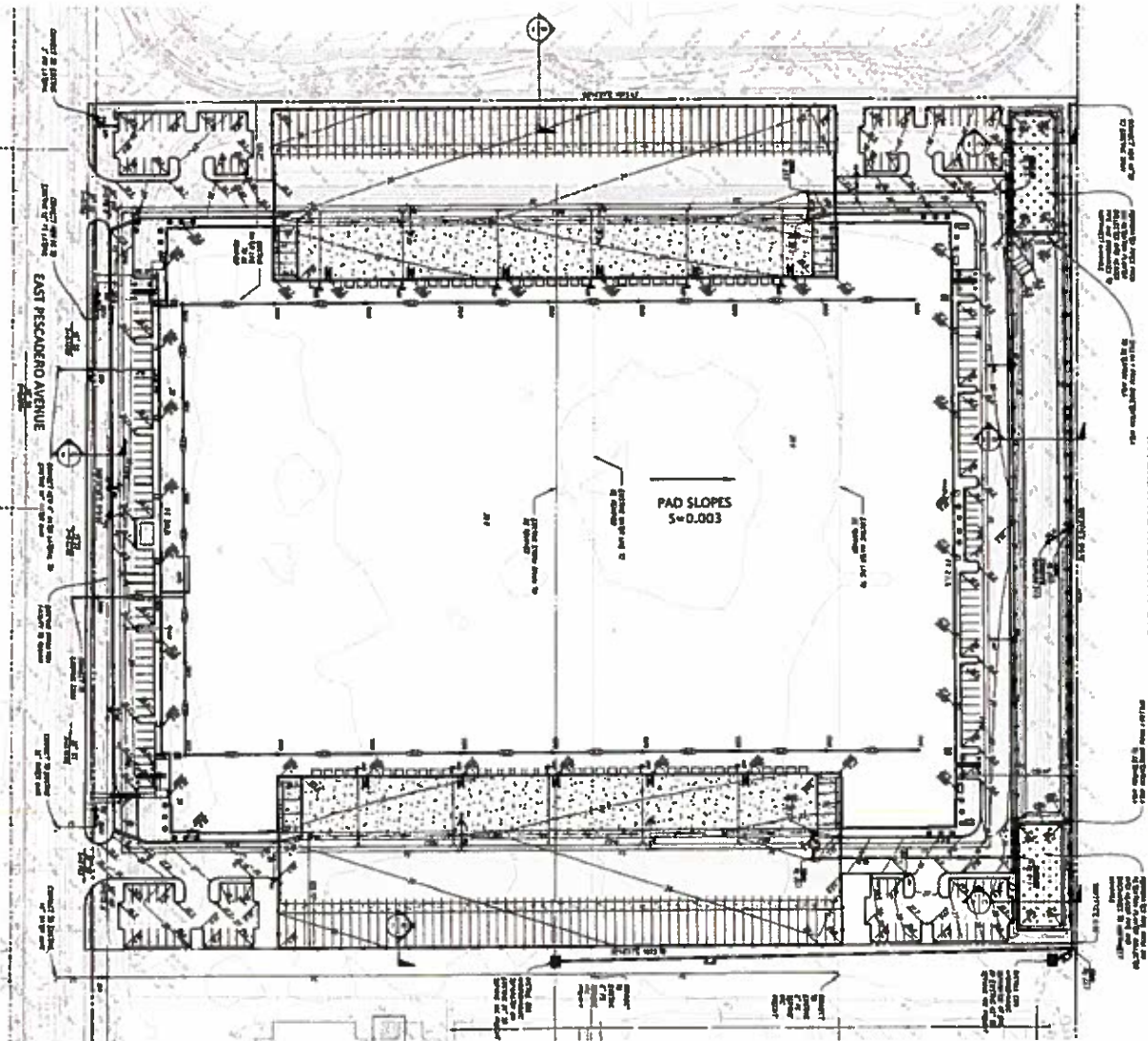
DATE	DATE
BY	BY
CHECKED	CHECKED
APPROVED	APPROVED
SCALE	SCALE
PROJECT	PROJECT
TRAC 2	TM2

VESTING TENTATIVE PARCEL MAP
PARCEL 2
 of 1305 PASCADERO AVENUE
 for INDUSTRIAL PROPERTY TRUST

CALIFORNIA

KIER & WRIGHT
 CIVIL ENGINEERS & SURVEYORS, INC.
 2470 Colton Espinoza Road Phone (925) 241-0366
 Licenses: CE 10112, S 10112

NO.	DESCRIPTION	DATE	STATUS
1			
2			
3			
4			
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6			
7			
8			
9			
10			



EARTHWORK SUMMARY

TYPE	AMOUNT
PAV.	1,200 CY
ASPH.	1,000 CY
GRAVEL	1,500 CY
CONCRETE	1,000 CY
BRICK	1,000 CY
WOOD	1,000 CY
STEEL	1,000 CY
GLASS	1,000 CY
INSULATION	1,000 CY
MECHANICAL	1,000 CY
ELECTRICAL	1,000 CY
PLUMBING	1,000 CY
PAINT	1,000 CY
LANDSCAPING	1,000 CY
UTILITIES	1,000 CY
DEMOLITION	1,000 CY
FOUNDATION	1,000 CY
ROOFING	1,000 CY
CLADDING	1,000 CY
INTERIORS	1,000 CY
EXTERIORS	1,000 CY
MECHANICAL	1,000 CY
ELECTRICAL	1,000 CY
PLUMBING	1,000 CY
PAINT	1,000 CY
LANDSCAPING	1,000 CY
UTILITIES	1,000 CY
DEMOLITION	1,000 CY
FOUNDATION	1,000 CY
ROOFING	1,000 CY
CLADDING	1,000 CY
INTERIORS	1,000 CY
EXTERIORS	1,000 CY



VESTING TENTATIVE PARCEL MAP
 PRELIMINARY GRADING AND UTILITY PLAN
 of 1305 PESCADERO AVENUE
 for INDUSTRIAL PROPERTY TRUST

KIER & WRIGHT
 CIVIL ENGINEERS & SURVEYORS, INC.
 2870 Collier Court Road, Suite 200
 San Francisco, CA 94134

DATE	10/15/2010
BY	J.M.
CHECKED	J.M.
SCALE	AS SHOWN
PROJECT	T.M.3
SHEET	1
TOTAL SHEETS	1

NO.	DESCRIPTION	DATE
1	PRELIMINARY GRADING AND UTILITY PLAN	10/15/2010
2	PRELIMINARY GRADING AND UTILITY PLAN	10/15/2010
3	PRELIMINARY GRADING AND UTILITY PLAN	10/15/2010
4	PRELIMINARY GRADING AND UTILITY PLAN	10/15/2010
5	PRELIMINARY GRADING AND UTILITY PLAN	10/15/2010
6	PRELIMINARY GRADING AND UTILITY PLAN	10/15/2010
7	PRELIMINARY GRADING AND UTILITY PLAN	10/15/2010
8	PRELIMINARY GRADING AND UTILITY PLAN	10/15/2010
9	PRELIMINARY GRADING AND UTILITY PLAN	10/15/2010
10	PRELIMINARY GRADING AND UTILITY PLAN	10/15/2010

DESCRIPTION

The Galleon™ LED luminaire delivers exceptional performance in a highly scalable, low-profile design. Patented, high-efficiency AccuLED Optics™ system provides uniform and energy conscious illumination to walkways, parking lots, roadways, building areas and security lighting applications. IP66 rated.

SPECIFICATION FEATURES

Construction

Extruded aluminum driver enclosure thermally isolated from Light Squares for optimal thermal performance. Heavy-wall, die-cast aluminum end caps enclose housing and die-cast aluminum heat sinks. A unique, patent pending interlocking housing and heat sink provides scalability with superior structural rigidity. 3G vibration tested. Optional tool-less hardware available for ease of entry into electrical chamber. Housing is IP66 rated.

Optics

Choice of 16 patented, high-efficiency AccuLED Optics. The optics are precisely designed to shape the distribution maximizing efficiency and application spacing. AccuLED Optics create consistent distributions with the scalability to meet customized application requirements. Offered standard in 4000K (+/- 275K) CCT and minimum 70 CRI. Optional 6000K CCT and 3000K CCT. For the ultimate level of spill light control, an optional house side shield accessory can be field or factory installed. The

house side shield is designed to seamlessly integrate with the SL2, SL3, SL4 or AFL optics.

Electrical

LED drivers are mounted to removable tray assembly for ease of maintenance. 120-277V 50/60Hz, 347V 60Hz or 480V 60Hz operation. 480V is compatible for use with 480V Wye systems only. Standard with 0-10V dimming. Shipped standard with Eaton proprietary circuit module designed to withstand 10kV of transient line surge. The Galleon LED luminaire is suitable for operation in -40°C to 40°C ambient environments. For applications with ambient temperatures exceeding 40°C, specify the HA (High Ambient) option. Light Squares are IP66 rated. Greater than 90% lumen maintenance expected at 60,000 hours. Available in standard 1A drive current and optional 530mA and 700mA drive currents.

Mounting

Extruded aluminum arm includes internal bolt guides allowing for easy positioning of fixture during

assembly. Designed for pole or wall mounting. When mounting two or more luminaires at 90° or 120° apart, the EA extended arm may be required. Refer to the arm mounting requirement table on page 3. Round pole top adapter included. For wall mounting, specify wall mount bracket option. 3G vibration rated.

Finish

Housing finished in super durable TGIC polyester powder coat paint, 2.5 mil nominal thickness for superior protection against fade and wear. Heat sink is powder coated black. Standard colors include black, bronze, gray, white, dark platinum and graphite metallic. RAL and custom color matches available. Consult the McGraw Edison Architectural Colors brochure for the complete selection.

Warranty

Five-year warranty.

Catalog #		Type	
Project			
Comments		Date	
Prepared by			



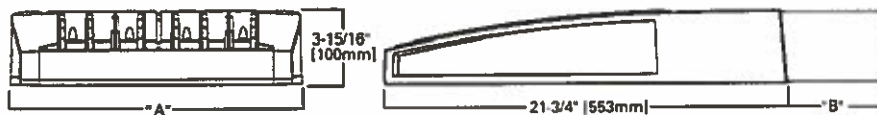
GLEON GALLEON LED

1-10 Light Squares
Solid State LED

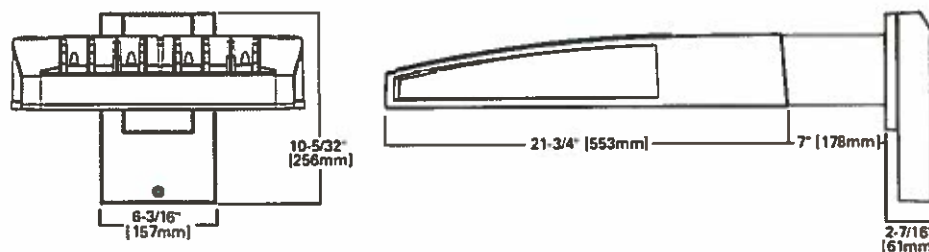
AREA/SITE LUMINAIRE

DIMENSIONS

POLE MOUNT



WALL MOUNT



DIMENSION DATA

Number of Light Squares	"A" Width	"B" Standard Arm Length	"B" Optional Arm Length ¹	Weight with Arm (lbs.)	EPA with Arm ² (Sq. Ft.)
1-4	15-1/2" (394mm)	7" (178mm)	10" (254mm)	33 (15.0 kgs.)	0.96
5-6	21-5/8" (549mm)	7" (178mm)	10" (254mm)	44 (20.0 kgs.)	1.00
7-8	27-5/8" (702mm)	7" (178mm)	13" (330mm)	54 (24.5 kgs.)	1.07
9-10	33-3/4" (857mm)	7" (178mm)	16" (406mm)	63 (28.6 kgs.)	1.12

NOTES: 1 Extended arm option may be required when mounting two or more fixtures per pole at 90° or 120°. Refer to arm mounting requirement table. 2 EPA calculated with optional arm length.



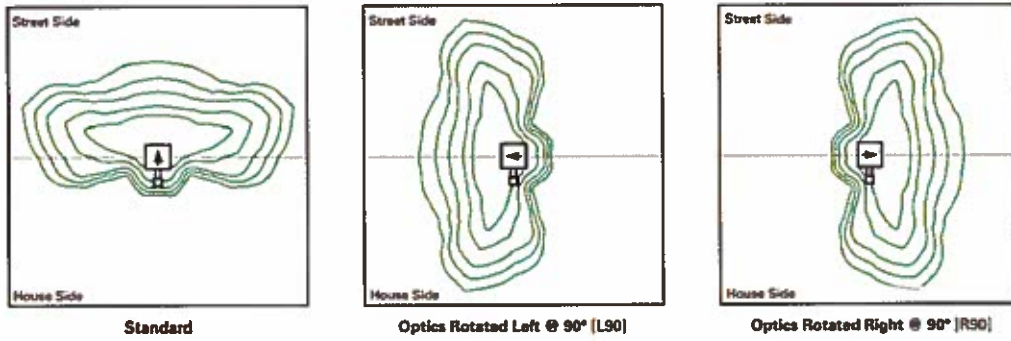
CERTIFICATION DATA

UL/cUL Wet Location Listed
ISO 9001
LM79 / LM80 Compliant
3G Vibration Rated
IP66 Rated
DesignLights Consortium™ Qualified*

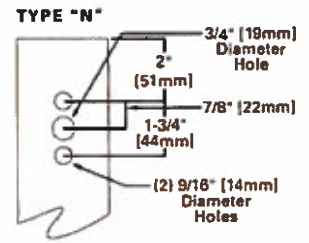
ENERGY DATA

Electronic LED Driver
>0.9 Power Factor
<20% Total Harmonic Distortion
120V-277V 50/60Hz
347V & 480V 60Hz
-40°C Min. Temperature
40°C Max. Temperature
50°C Max. Temperature (HA Option)

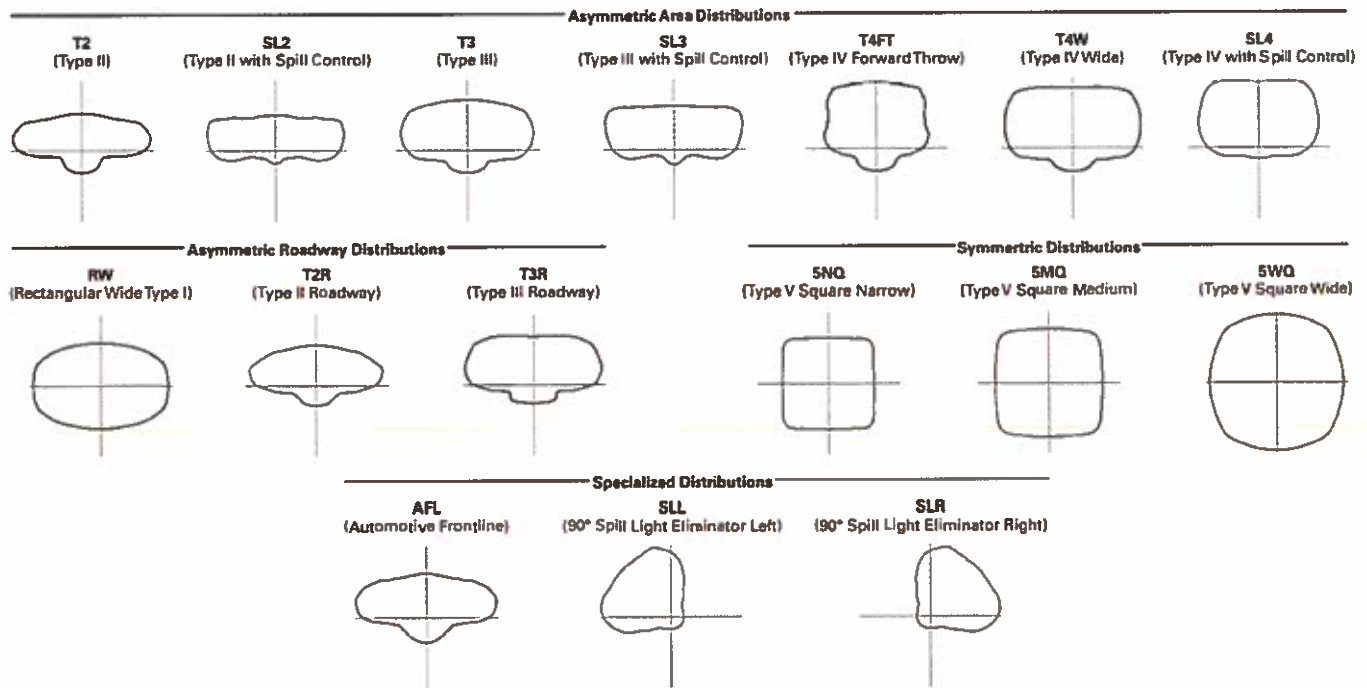
OPTIC ORIENTATION



DRILLING PATTERN

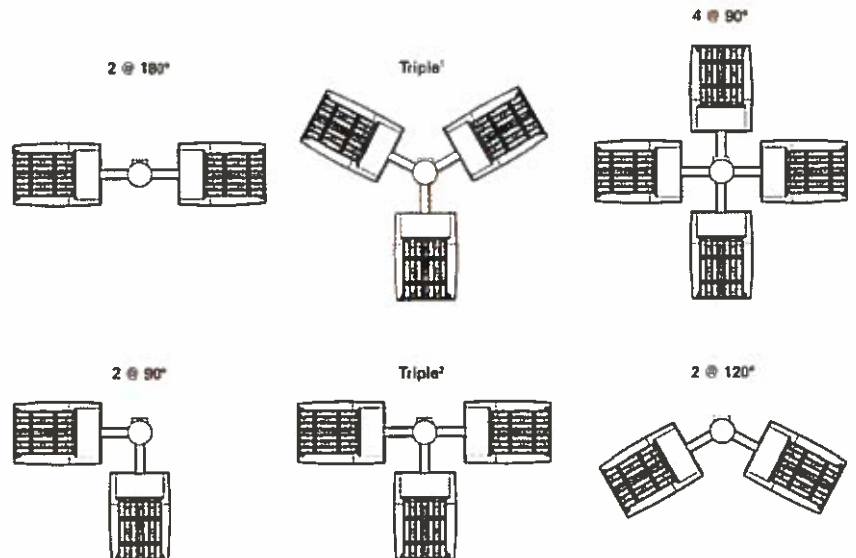


OPTICAL DISTRIBUTIONS



ARM MOUNTING REQUIREMENTS

Configuration	90° Apart	120° Apart
GLEON-AE-01	7" Arm (Standard)	7" Arm (Standard)
GLEON-AE-02	7" Arm (Standard)	7" Arm (Standard)
GLEON-AE-03	7" Arm (Standard)	7" Arm (Standard)
GLEON-AE-04	7" Arm (Standard)	7" Arm (Standard)
GLEON-AE-05	10" Extended Arm (Required)	7" Arm (Standard)
GLEON-AE-06	10" Extended Arm (Required)	7" Arm (Standard)
GLEON-AE-07	13" Extended Arm (Required)	13" Extended Arm (Required)
GLEON-AE-08	13" Extended Arm (Required)	13" Extended Arm (Required)
GLEON-AE-09	16" Extended Arm (Required)	16" Extended Arm (Required)
GLEON-AE-10	16" Extended Arm (Required)	16" Extended Arm (Required)



NOTES: 1 Round poles are 3 @ 120°. Square poles are 3 @ 90°. 2 Round poles are 3 @ 90°.

NOMINAL POWER AND LUMENS (1A)

Number of Light Squares	1	2	3	4	5	6	7	8	9	10
Drive Current	1A	1A	1A	1A	1A	1A	1A	1A	1A	1A
Nominal Power (Watts)	56	107	157	213	264	315	370	421	475	528
Input Current @ 120V (A)	0.47	0.90	1.31	1.79	2.21	2.64	3.09	3.51	3.96	4.41
Input Current @ 208V (A)	0.28	0.51	0.74	1.02	1.25	1.48	1.76	1.99	2.22	2.50
Input Current @ 240V (A)	0.25	0.45	0.65	0.90	1.10	1.30	1.55	1.75	1.95	2.20
Input Current @ 277V (A)	0.23	0.41	0.59	0.82	1.00	1.18	1.41	1.59	1.77	2.00

Optics

T2	Lumens	5,272	10,303	15,373	20,313	25,168	30,118	35,618	40,357	45,018	49,842
	BUG Rating	B1-U0-G1	B2-U0-G2	B2-U0-G2	B3-U0-G3	B3-U0-G4	B3-U0-G4	B3-U0-G4	B3-U0-G5	B4-U0-G5	B4-U0-G5
T2R	Lumens	5,597	10,938	16,321	21,565	26,719	31,974	37,813	42,844	47,792	52,914
	BUG Rating	B1-U0-G1	B2-U0-G2	B2-U0-G2	B3-U0-G3	B3-U0-G3	B3-U0-G4	B3-U0-G4	B3-U0-G4	B4-U0-G4	B4-U0-G5
T3	Lumens	5,374	10,501	15,669	20,704	25,652	30,697	36,303	41,134	45,884	50,802
	BUG Rating	B1-U0-G2	B2-U0-G2	B2-U0-G3	B3-U0-G3	B3-U0-G4	B3-U0-G4	B3-U0-G5	B3-U0-G5	B4-U0-G5	B4-U0-G5
T3R	Lumens	5,493	10,735	16,017	21,164	26,222	31,379	37,110	42,048	46,904	51,930
	BUG Rating	B1-U0-G2	B1-U0-G2	B2-U0-G3	B2-U0-G4	B3-U0-G4	B3-U0-G4	B3-U0-G5	B3-U0-G5	B3-U0-G5	B3-U0-G5
T4FT	Lumens	5,405	10,562	15,760	20,824	25,801	30,875	36,514	41,372	46,150	51,096
	BUG Rating	B1-U0-G2	B2-U0-G2	B2-U0-G3	B3-U0-G4	B3-U0-G4	B3-U0-G5	B3-U0-G5	B3-U0-G5	B3-U0-G5	B3-U0-G5
T4W	Lumens	5,335	10,426	15,556	20,555	25,468	30,476	36,042	40,838	45,554	50,436
	BUG Rating	B1-U0-G2	B2-U0-G2	B2-U0-G3	B3-U0-G4	B3-U0-G4	B3-U0-G5	B3-U0-G5	B4-U0-G5	B4-U0-G5	B4-U0-G5
SL2	Lumens	5,283	10,285	15,347	20,278	25,124	30,066	35,556	40,288	44,940	49,756
	BUG Rating	B1-U0-G2	B2-U0-G2	B2-U0-G3	B3-U0-G3	B3-U0-G4	B3-U0-G4	B3-U0-G5	B3-U0-G5	B4-U0-G5	B4-U0-G5
SL3	Lumens	5,373	10,500	15,667	20,701	25,649	30,693	36,298	41,126	45,876	50,794
	BUG Rating	B1-U0-G2	B2-U0-G3	B2-U0-G3	B3-U0-G4	B3-U0-G4	B3-U0-G4	B3-U0-G5	B3-U0-G5	B3-U0-G5	B3-U0-G5
SL4	Lumens	5,105	9,976	14,886	19,669	24,370	29,163	34,488	39,078	43,591	48,262
	BUG Rating	B1-U0-G2	B1-U0-G3	B1-U0-G4	B2-U0-G4	B2-U0-G4	B2-U0-G5	B3-U0-G5	B3-U0-G5	B3-U0-G5	B3-U0-G5
5NQ	Lumens	5,542	10,830	16,160	21,352	26,455	31,658	37,439	42,421	47,320	52,392
	BUG Rating	B2-U0-G1	B3-U0-G1	B3-U0-G2	B4-U0-G2	B4-U0-G2	B5-U0-G2	B5-U0-G3	B5-U0-G3	B5-U0-G3	B5-U0-G4
5MQ	Lumens	5,644	11,029	16,457	21,745	26,942	32,241	38,128	43,202	48,191	53,356
	BUG Rating	B3-U0-G1	B4-U0-G2	B4-U0-G2	B5-U0-G3	B5-U0-G3	B5-U0-G4	B5-U0-G4	B5-U0-G4	B5-U0-G4	B5-U0-G5
5WQ	Lumens	5,659	11,059	16,501	21,803	27,014	32,327	38,230	43,317	48,320	53,488
	BUG Rating	B3-U0-G1	B4-U0-G2	B4-U0-G2	B5-U0-G3	B5-U0-G4	B5-U0-G4	B5-U0-G4	B5-U0-G5	B5-U0-G5	B5-U0-G5
SLL/SLR	Lumens	4,722	9,227	13,767	18,191	22,539	26,971	31,897	36,141	40,315	44,635
	BUG Rating	B1-U0-G2	B1-U0-G3	B2-U0-G3	B2-U0-G3	B3-U0-G4	B3-U0-G4	B3-U0-G5	B3-U0-G5	B3-U0-G5	B3-U0-G5
RW	Lumens	5,492	10,732	16,014	21,159	26,216	31,372	37,101	42,038	46,893	51,918
	BUG Rating	B2-U0-G1	B3-U0-G1	B4-U0-G2	B4-U0-G2	B4-U0-G2	B5-U0-G3	B5-U0-G3	B5-U0-G3	B5-U0-G4	B5-U0-G4
AFL	Lumens	5,512	10,771	16,072	21,236	26,311	31,486	37,236	42,191	47,063	52,107
	BUG Rating	B1-U0-G1	B1-U0-G1	B2-U0-G2	B2-U0-G2	B3-U0-G3	B3-U0-G3	B3-U0-G3	B3-U0-G3	B3-U0-G3	B3-U0-G4

* Nominal data for 4000K CCT.

LUMEN MULTIPLIER

Ambient Temperature	Lumen Multiplier
0°C	1.02
10°C	1.01
25°C	1.00
40°C	0.99
50°C	0.97

LUMEN MAINTENANCE

Ambient Temperature	TM-21 Lumen Maintenance (60,000 Hours)	Theoretical L70 (Hours)
25°C	> 94%	> 350,000
40°C	> 93%	> 250,000
50°C*	> 90%	> 170,000

* 50°C lumen maintenance data applies to 530mA and 700mA drive currents.

NOMINAL POWER AND LUMENS (700MA)

Number of Light Squares	1	2	3	4	5	6	7	8	9	10	
Drive Current	700mA	700mA	700mA	700mA	700mA	700mA	700mA	700mA	700mA	700mA	
Nominal Power (Watts)	38	72	105	138	176	210	243	278	314	348	
Input Current @ 120V (A)	0.32	0.59	0.86	1.14	1.45	1.72	2	2.28	2.58	2.86	
Input Current @ 208V (A)	0.21	0.36	0.51	0.67	0.87	1.02	1.18	1.34	1.53	1.69	
Input Current @ 240V (A)	0.19	0.32	0.45	0.59	0.77	0.90	1.04	1.18	1.35	1.49	
Input Current @ 277V (A)	0.20	0.29	0.40	0.51	0.66	0.80	0.91	1.02	1.20	1.31	
Optics											
T2	Lumens	3,854	7,531	11,237	14,847	18,395	22,013	26,033	29,497	32,904	36,430
	BUG Rating	B1-U0-G1	B1-U0-G2	B2-U0-G2	B2-U0-G2	B3-U0-G3	B3-U0-G3	B3-U0-G4	B3-U0-G4	B3-U0-G4	B3-U0-G4
T2R	Lumens	4,091	7,995	11,929	15,762	19,529	23,370	27,638	31,316	34,932	38,676
	BUG Rating	B1-U0-G1	B1-U0-G2	B2-U0-G2	B2-U0-G2	B3-U0-G3	B3-U0-G3	B3-U0-G3	B3-U0-G4	B3-U0-G4	B3-U0-G4
T3	Lumens	3,928	7,676	11,453	15,133	18,750	22,437	26,534	30,065	33,537	37,132
	BUG Rating	B1-U0-G1	B1-U0-G2	B2-U0-G2	B2-U0-G3	B3-U0-G3	B3-U0-G4	B3-U0-G4	B3-U0-G4	B3-U0-G4	B3-U0-G5
T3R	Lumens	4,015	7,846	11,707	15,469	19,166	22,836	27,124	30,733	34,283	37,957
	BUG Rating	B1 U0 G1	B1 U0 G2	B2 U0 G2	B2 U0 G3	B2 U0 G3	B3 U0 G4	B3 U0 G4	B3 U0 G4	B3 U0 G4	B3 U0 G5
T4FT	Lumens	3,951	7,720	11,519	15,221	18,858	22,567	26,688	30,240	33,732	37,347
	BUG Rating	B1-U0-G1	B1-U0-G2	B2-U0-G2	B2-U0-G3	B2-U0-G4	B3-U0-G4	B3-U0-G4	B3-U0-G5	B3-U0-G5	B3-U0-G5
T4W	Lumens	3,900	7,820	11,370	15,024	18,615	22,276	26,343	29,849	33,296	36,864
	BUG Rating	B1-U0-G1	B1-U0-G2	B2-U0-G2	B2-U0-G3	B3-U0-G4	B3-U0-G4	B3-U0-G4	B3-U0-G5	B3-U0-G5	B3-U0-G5
SL2	Lumens	3,847	7,518	11,217	14,821	18,364	21,975	25,988	29,447	32,847	36,368
	BUG Rating	B1-U0-G1	B1-U0-G2	B2-U0-G3	B2-U0-G3	B3-U0-G3	B3-U0-G4	B3-U0-G4	B3-U0-G4	B3-U0-G4	B3-U0-G5
SL3	Lumens	3,927	7,675	11,451	15,131	18,747	22,434	26,531	30,061	33,533	37,126
	BUG Rating	B1-U0-G1	B1-U0-G2	B2-U0-G3	B2-U0-G3	B2-U0-G3	B3-U0-G4	B3-U0-G4	B3-U0-G4	B3-U0-G5	B3-U0-G5
SL4	Lumens	3,731	7,292	10,860	14,376	17,812	21,315	25,208	28,582	31,861	35,275
	BUG Rating	B1-U0-G2	B1-U0-G2	B1-U0-G3	B1-U0-G3	B2-U0-G4	B2-U0-G4	B2-U0-G4	B2-U0-G5	B2-U0-G5	B3-U0-G5
5NQ	Lumens	4,051	7,916	11,811	15,606	19,336	23,139	27,365	31,006	34,587	38,294
	BUG Rating	B2-U0-G1	B3-U0-G1	B3-U0-G1	B3-U0-G2	B4-U0-G2	B4-U0-G2	B4-U0-G2	B5-U0-G2	B5-U0-G3	B5-U0-G3
5MO	Lumens	4,125	8,062	12,029	15,894	19,692	23,565	27,869	31,577	35,224	38,999
	BUG Rating	B2-U0-G1	B3-U0-G2	B4-U0-G2	B4-U0-G2	B4-U0-G2	B5-U0-G3	B5-U0-G3	B5-U0-G3	B5-U0-G4	B5-U0-G4
5WQ	Lumens	4,136	8,083	12,061	15,936	19,745	23,628	27,943	31,661	35,318	39,103
	BUG Rating	B3-U0-G1	B3-U0-G2	B4-U0-G2	B4-U0-G2	B5-U0-G3	B5-U0-G3	B5-U0-G4	B5-U0-G4	B5-U0-G4	B5-U0-G4
SLL/SLR	Lumens	3,451	6,744	10,063	13,296	16,474	19,714	23,314	26,416	29,467	32,825
	BUG Rating	B1-U0-G1	B1-U0-G2	B1-U0-G3	B2-U0-G3	B2-U0-G3	B2-U0-G4	B3-U0-G4	B3-U0-G4	B3-U0-G5	B3-U0-G5
RW	Lumens	4,014	7,844	11,704	15,465	19,182	22,830	27,118	30,726	34,274	37,848
	BUG Rating	B2-U0-G1	B3-U0-G1	B3-U0-G2	B4-U0-G2	B4-U0-G2	B4-U0-G2	B4-U0-G2	B5-U0-G3	B5-U0-G3	B5-U0-G3
AFL	Lumens	4,029	7,873	11,747	15,522	19,231	23,014	27,216	30,838	34,399	38,086
	BUG Rating	B1-U0-G1	B1-U0-G1	B2-U0-G2	B2-U0-G2	B2-U0-G2	B3-U0-G2	B3-U0-G3	B3-U0-G3	B3-U0-G3	B3-U0-G3

* Nominal data for 4000K CCT

LUMEN MULTIPLIER

Ambient Temperature	Lumen Multiplier
0°C	1.02
10°C	1.01
25°C	1.00
40°C	0.99
50°C	0.97

LUMEN MAINTENANCE

Ambient Temperature	TM-21 Lumen Maintenance (60,000 Hours)	Theoretical L70 (Hours)
25°C	> 94%	> 350,000
40°C	> 93%	> 250,000
50°C*	> 90%	> 170,000

* 50°C lumen maintenance data applies to 520mA and 700mA drive currents.

NOMINAL POWER AND LUMENS (530MA)

Number of Light Squares	1	2	3	4	5	6	7	8	9	10	
Drive Current	530mA	530mA	530mA	530mA	530mA	530mA	530mA	530mA	530mA	530mA	
Nominal Power (Watts)	30	54	80	105	130	159	184	209	234	259	
Input Current @ 120V (A)	0.25	0.45	0.66	0.86	1.07	1.32	1.52	1.72	1.93	2.14	
Input Current @ 208V (A)	0.17	0.28	0.39	0.51	0.63	0.78	0.9	1.02	1.14	1.26	
Input Current @ 240V (A)	0.17	0.25	0.35	0.45	0.55	0.70	0.80	0.90	1.00	1.10	
Input Current @ 277V (A)	0.19	0.24	0.32	0.40	0.49	0.64	0.72	0.80	0.89	0.98	
Optics											
T2	Lumens	3,079	6,017	8,978	11,862	14,697	17,588	20,800	23,567	26,289	29,106
	BUG Rating	B1-U0-G1	B1-U0-G2	B2-U0-G2	B2-U0-G2	B2-U0-G2	B3-U0-G3	B3-U0-G3	B3-U0-G3	B3-U0-G4	B3-U0-G4
T2R	Lumens	3,269	6,388	9,531	12,593	15,603	18,672	22,082	25,020	27,909	30,900
	BUG Rating	B1-U0-G1	B1-U0-G1	B1-U0-G2	B2-U0-G2	B2-U0-G2	B2-U0-G2	B3-U0-G3	B3-U0-G3	B3-U0-G3	B3-U0-G4
T3	Lumens	3,138	6,133	9,150	12,091	14,980	17,926	21,200	24,021	26,795	29,667
	BUG Rating	B1-U0-G1	B1-U0-G2	B2-U0-G2	B2-U0-G2	B2-U0-G3	B3-U0-G3	B3-U0-G3	B3-U0-G4	B3-U0-G4	B3-U0-G4
T3R	Lumens	3,208	6,269	9,354	12,359	15,313	18,325	21,671	24,555	27,390	30,326
	BUG Rating	B1-U0-G1	B1-U0-G2	B1-U0-G2	B2-U0-G2	B2-U0-G3	B2-U0-G3	B2-U0-G4	B3-U0-G4	B3-U0-G4	B3-U0-G4
T4FT	Lumens	3,156	6,168	9,203	12,161	15,067	18,030	21,323	24,160	26,950	29,839
	BUG Rating	B1-U0-G1	B1-U0-G2	B1-U0-G2	B2-U0-G2	B2-U0-G3	B2-U0-G3	B3-U0-G4	B3-U0-G4	B3-U0-G4	B3-U0-G5
T4W	Lumens	3,116	6,088	9,084	12,004	14,872	17,797	21,047	23,848	26,602	29,453
	BUG Rating	B1-U0-G1	B1-U0-G2	B2-U0-G2	B2-U0-G2	B2-U0-G3	B3-U0-G3	B3-U0-G4	B3-U0-G4	B3-U0-G4	B3-U0-G5
SL2	Lumens	3,074	6,006	8,982	11,842	14,672	17,558	20,764	23,527	26,244	29,056
	BUG Rating	B1-U0-G1	B1-U0-G2	B2-U0-G2	B2-U0-G3	B2-U0-G3	B3-U0-G3	B3-U0-G3	B3-U0-G4	B3-U0-G4	B3-U0-G4
SL3	Lumens	3,138	6,132	9,149	12,089	14,978	17,924	21,197	24,018	26,791	29,662
	BUG Rating	B1-U0-G1	B1-U0-G2	B1-U0-G2	B2-U0-G3	B2-U0-G3	B2-U0-G3	B3-U0-G4	B3-U0-G4	B3-U0-G4	B3-U0-G4
SL4	Lumens	2,981	5,826	8,693	11,486	14,231	17,030	20,140	22,620	25,456	28,184
	BUG Rating	B0-U0-G1	B1-U0-G2	B1-U0-G3	B1-U0-G3	B1-U0-G3	B2-U0-G3	B2-U0-G4	B2-U0-G4	B2-U0-G4	B2-U0-G5
5NO	Lumens	3,236	6,324	9,437	12,469	15,449	18,487	21,863	24,773	27,834	30,595
	BUG Rating	B1-U0-G0	B2-U0-G1	B3-U0-G1	B3-U0-G2	B3-U0-G2	B4-U0-G2	B4-U0-G2	B4-U0-G2	B4-U0-G2	B5-U0-G2
5MQ	Lumens	3,286	6,441	9,610	12,698	15,733	18,828	22,266	25,229	28,142	31,158
	BUG Rating	B2-U0-G1	B3-U0-G1	B3-U0-G2	B4-U0-G2	B4-U0-G2	B4-U0-G2	B5-U0-G3	B5-U0-G3	B5-U0-G3	B5-U0-G3
5WQ	Lumens	3,305	6,458	9,636	12,732	15,775	18,878	22,325	25,296	28,217	31,241
	BUG Rating	B2-U0-G1	B3-U0-G2	B4-U0-G2	B4-U0-G2	B4-U0-G2	B5-U0-G3	B5-U0-G3	B5-U0-G3	B5-U0-G4	B5-U0-G4
SLL/SLR	Lumens	2,757	5,388	8,040	10,623	13,182	15,751	18,627	21,105	23,543	26,066
	BUG Rating	B1-U0-G1	B1-U0-G2	B1-U0-G2	B1-U0-G3	B2-U0-G3	B2-U0-G3	B2-U0-G3	B2-U0-G4	B3-U0-G4	B3-U0-G4
RW	Lumens	3,207	6,267	9,351	12,356	15,309	18,320	21,666	24,549	27,384	30,319
	BUG Rating	B2-U0-G1	B3-U0-G1	B3-U0-G1	B3-U0-G2	B4-U0-G2	B4-U0-G2	B4-U0-G2	B4-U0-G2	B4-U0-G2	B5-U0-G3
AFL	Lumens	3,219	6,290	9,385	12,401	15,365	18,387	21,745	24,638	27,484	30,429
	BUG Rating	B1-U0-G1	B1-U0-G1	B1-U0-G1	B2-U0-G2	B2-U0-G2	B2-U0-G2	B2-U0-G2	B3-U0-G2	B3-U0-G3	B3-U0-G3

* Nominal data for 4000K CCT.

LUMEN MULTIPLIER

Ambient Temperature	Lumen Multiplier
0°C	1.02
10°C	1.01
25°C	1.00
40°C	0.99
50°C	0.97

LUMEN MAINTENANCE

Ambient Temperature	TM-21 Lumen Maintenance (60,000 Hours)	Theoretical L70 (Hours)
25°C	> 94%	> 350,000
40°C	> 93%	> 250,000
50°C*	> 90%	> 170,000

* 50°C lumen maintenance data applies to 530mA and 700mA drive currents.

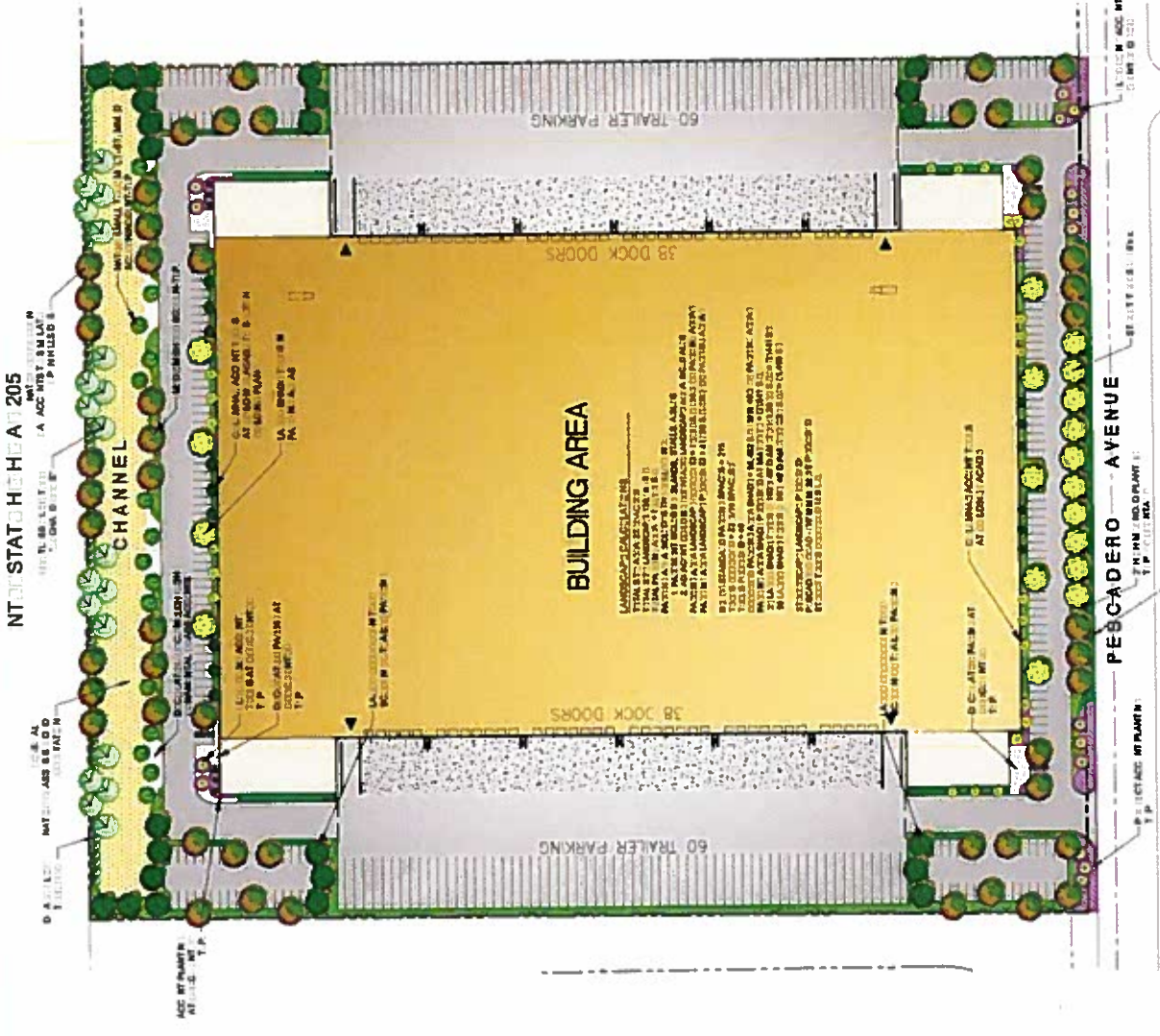
ORDERING INFORMATION

Sample Number: GLEON-AE-04-LED-E1-T3-GM-700

Product Family ¹	Light Engine	Number of Light Squares ²	Lamp Type	Voltage	Distribution	Color	Mounting
GLEON=Galleon	AE=1A Drive Current	01=1 02=2 03=3 04=4 05=5 06=6 07=7 08=8 09=9 10=10	LED=Solid State Light Emitting Diodes	E1=120-277V 347=347V ³ 480=480V ^{3,4}	T2=Type II T2R=Type II Roadway T3=Type III T3R=Type III Roadway T4FT=Type IV Forward Throw T4W=Type IV Wide 5NQ=Type V Narrow 5MQ=Type V Square Medium 5WQ=Type V Square Wide SL2=Type II w/Spill Control SL3=Type III w/Spill Control SL4=Type IV w/Spill Control SLL=90° Spill Light Eliminator Left SLR=90° Spill Light Eliminator Right RW=Rectangular Wide Type I AFL=Automotive Frontline	AP=Grey BZ=Bronze BK=Black DP=Dark Platinum GM=Graphite Metallic WH=White	[Blank]=Arm for Round or Square Pole EA=Extended Arm ⁵ MA=Mast Arm Adapter ⁶ WM=Wall Mount
Options (Add as Suffix)					Accessories (Order Separately)		
2L=Two Circuits ^{1,8} 7030=70 CRI 3000K ⁹ 8030=80 CRI 3000K ¹⁰ 7050=70 CRI 5000K ¹⁰ 7060=70 CRI 6000K ⁹ 530=Drive Current Factory Set to 530mA ¹¹ 700=Drive Current Factory Set to 700mA ¹¹ P=Button Type Photocontrol (120, 208, 240 or 277V) PER7=NEMA 7-PIN Twistlock Photocontrol Receptacle R=NEMA Twistlock Photocontrol Receptacle HA=50°C High Ambient ^{12,13} MS/DIM-L08=Motion Sensor for Dimming Operation, Maximum 8' Mounting Height ^{12,14,15,16,17} MS/DIM-L20=Motion Sensor for Dimming Operation, 9' - 20' Mounting Height ^{12,14,15,16,17} MS/DIM-L40=Motion Sensor for Dimming Operation, 21' - 40' Mounting Height ^{12,14,15,16,17} MS/DIM-L40W=Motion Sensor for Dimming Operation, 21' - 40' Mounting Height (Wide Range) ^{12,14,15,16,17} MS/X-L08=Bi-Level Motion Sensor, Maximum 8' Mounting Height ^{12,14,15,16,18,19} MS/X-L20=Bi-Level Motion Sensor, 9' - 20' Mounting Height ^{12,14,15,16,18,19} MS/X-L40=Bi-Level Motion Sensor, 21' - 40' Mounting Height ^{12,14,15,16,18,19} MS/X-L40W=Bi-Level Motion Sensor, 21' - 40' Mounting Height (Wide Range) ^{12,14,15,16,18,19} MS-L08=Motion Sensor for ON/OFF Operation, Maximum 8' Mounting Height ^{12,14,15,16,17} MS-L20=Motion Sensor for ON/OFF Operation, 9' - 20' Mounting Height ^{12,14,15,16,17} MS-L40=Motion Sensor for ON/OFF Operation, 21' - 40' Mounting Height ^{12,14,15,16,17} MS-L40W=Motion Sensor for ON/OFF Operation, 21' - 40' Mounting Height (Wide Range) ^{12,14,15,16,17} DIMRF-LW=LumaWatt Wireless Sensor, Wide Lens for 8' - 16' Mounting Height ²⁰ DIMRF-LN=LumaWatt Wireless Sensor, Narrow Lens for 16' - 40' Mounting Height ²⁰ L90=Optics Rotated 90° Left R90=Optics Rotated 90° Right MT=Factory Installed Mesh Top TH=Tool-less Door Hardware LCF=Light Square Trim Plate Painted to Match Housing ²¹ HSS=Factory Installed House Side Shield ²⁴ CE=CE Marking ²⁵					OA/RA1016=NEMA Photocontrol Multi-Tap - 105-285V OA/RA1027=NEMA Photocontrol - 480V OA/RA1201=NEMA Photocontrol - 347V OA/RA1013=Photocontrol Shorting Cap OA/RA1014=120V Photocontrol MA1252=10kV Surge Module Replacement MA1036-XX=Single Tenon Adapter for 2-3/8" O.D. Tenon MA1037-XX=2@180° Tenon Adapter for 2-3/8" O.D. Tenon MA1197-XX=3@120° Tenon Adapter for 2-3/8" O.D. Tenon MA1188-XX=4@90° Tenon Adapter for 2-3/8" O.D. Tenon MA1189-XX=2@90° Tenon Adapter for 2-3/8" O.D. Tenon MA1190-XX=3@90° Tenon Adapter for 2-3/8" O.D. Tenon MA1191-XX=2@120° Tenon Adapter for 2-3/8" O.D. Tenon MA1038-XX=Single Tenon Adapter for 3-1/2" O.D. Tenon MA1039-XX=2@180° Tenon Adapter for 3-1/2" O.D. Tenon MA1192-XX=3@120° Tenon Adapter for 3-1/2" O.D. Tenon MA1193-XX=4@90° Tenon Adapter for 3-1/2" O.D. Tenon MA1194-XX=2@90° Tenon Adapter for 3-1/2" O.D. Tenon MA1195-XX=3@90° Tenon Adapter for 3-1/2" O.D. Tenon FSIR-100=Wireless Configuration Tool for Occupancy Sensor ²⁶ GLEON-MT1=Field Installed Mesh Top for 1-4 Light Squares GLEON-MT2=Field Installed Mesh Top for 5-6 Light Squares GLEON-MT3=Field Installed Mesh Top for 7-8 Light Squares GLEON-MT4=Field Installed Mesh Top for 9-10 Light Squares LS/HSS=Field Installed House Side Shield ^{24,27}		

NOTES:

- DesignLights Consortium™ Qualified. Refer to www.designlights.org Qualified Products List under Family Models for details.
- Standard 4000K CCT and minimum 70 CRI.
- Requires the use of a step down transformer when combined with MS/DIM, MS/X or DIMRF.
- Only for use with 480V Wye systems. Per NEC, not for use with ungrounded systems, impedance grounded systems or corner grounded systems (commonly known as Three Phase Three Wire Delta, Three Phase High Leg Delta and Three Phase Corner Grounded Delta systems).
- May be required when two or more luminaires are oriented on a 90° or 120° drilling pattern. Refer to arm mounting requirement table.
- Factory installed.
- 2L is not available with MS, MS/X or MS/DIM at 347V or 480V. 2L in AE-02 through AE-04 requires a larger housing, normally used for AE-05 or AE-06. Extended arm option may be required when mounting two or more fixtures per pole at 90° or 120°. Refer to arm mounting requirement table.
- Not available with LumaWatt wireless sensors.
- Extended lead times apply. Use dedicated IES files for 3000K and 6000K when performing layouts. These files are published on the Galleon luminaire product page on the website.
- Extended lead times apply. For 8030, factor 7030 IES files x .82 (8% lumen loss). For 7050, use 7060 IES files.
- 1 Amp standard. Use dedicated IES files for 530mA and 700mA when performing layouts. These files are published on the Galleon luminaire product page on the website.
- 50°C lumen maintenance data applies to 530mA and 700mA drive currents.
- Consult factory for more information.
- Utilizes internal step down transformer when 347V or 480V is selected.
- The FSIR-100 configuration tool is required to adjust parameters including high and low modes, sensitivity, time delay, cutoff and more. Consult your lighting representative at Eaton for more information.
- Not available with HA option.
- Approximately 22" detection diameter at 8' mounting height.
- Approximately 40" detection diameter at 20' mounting height.
- Approximately 60" detection diameter at 40' mounting height.
- Approximately 100" detection diameter at 40' mounting height.
- Replace X with number of Light Squares operating in low output mode.
- LumaWatt wireless sensors are factory installed only requiring network components RF-EM-1, RF-GW-1 and RF-ROUT-1 in appropriate quantities. See www.eaton.com/lighting for LumaWatt application information.
- Not available with house side shield (HSS).
- Only for use with SL2, SL3, SL4 and AFL distributions. The Light Square trim plate is painted black when the HSS option is selected.
- CE is not available with the DIMRF, MS, MS/X, MS/DIM, P, R or PER7 options. Available in 120-277V only.
- This tool enables adjustment of parameters including high and low modes, sensitivity, time delay, cutoff and more. Consult your lighting representative at Eaton for more information.
- One required for each Light Square.



PLANT LIST	SYMBOL	QUANTITY	NOTES
1. LA. BARK	(Symbol)	10	LA. BARK
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100. LA. BARK	(Symbol)	10	LA. BARK

GreenDesign
Landscape Architects Inc.

1405 Pescadero Avenue
Tracy, CA 95376
(925) 938-1170
www.greendesign.com

Conceptual Landscape Plan

1405 Pescadero Avenue

Tracy, CA



Receipt
CITY OF TRACY
Development & Engineering Services

1/4/2016
2:38:13PM

333 Civic Center Plaza
Tracy, CA 95378
Office: (209) 831-6400

Paid By
BUILD-TO-CORE C-CORP

Site Address
1535 PESCADERO AV

Project Number
D16-0001

Payment Method
CHECK

Receipt Number
64396

Check No
2178

Paid Date
1/4/2016

DEVELOPMENT REVIEW
ENVIRONMENTAL ASSESMENT

\$4,361.00
\$111.00

P0009 207-4554-R6243
P0020 207-4554-R6244

TOTAL FEES **\$4,472.00**



Receipt
CITY OF TRACY
Development & Engineering Services

1/4/2016
2:45:42PM

333 Civic Center Plaza
Tracy, CA 95376
Office: (209) 831-6400

Paid By
KIER & WRIGHT CIVIL ENGINEERS

Site Address
1535 PESCADERO AV

Project Number
MS16-0001

Payment Method
CHECK

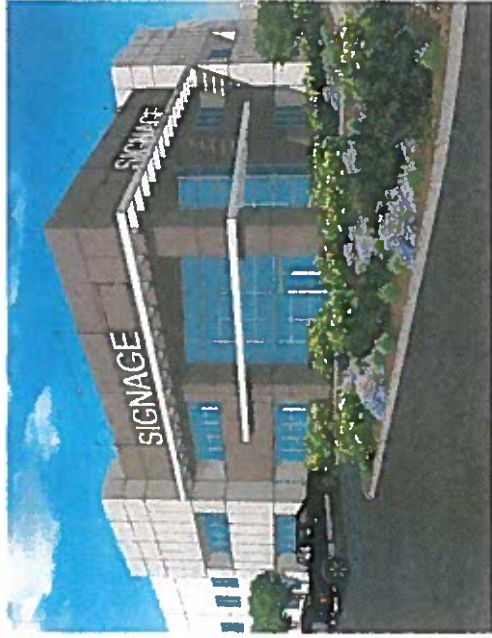
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64397

Check No
15830

Paid Date
1/4/2016

TENTATIVE PARCEL MAP	\$8,133.00	LD032 206-4542-R6321
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TOTAL FEES **\$8,133.00**



TYPICAL PROPOSED BUILDING SIGNAGE AT EACH CORNER

	1. LIGHT GRAY (MATERIAL: BRICK)		6. DARK BROWN (MATERIAL: SOLID PANEL)
	2. DARK BROWN (MATERIAL: SLAT)		7. LIGHT GRAY (MATERIAL: BRICK)
	3. DARK BROWN (MATERIAL: SLAT)		8. DARK BROWN (MATERIAL: SLAT)
	4. DARK BROWN (MATERIAL: SLAT)		9. DARK BROWN (MATERIAL: SLAT)
	5. DARK BROWN (MATERIAL: SLAT)		10. DARK BROWN (MATERIAL: SLAT)

COLOR AND MATERIAL LEGEND

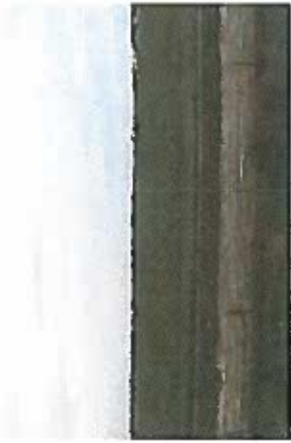
ENLARGED ELEVATIONS & PROPOSED SIGNAGE

Arbor Avenue
Tracy, CA





1 - SOUTHWEST ELEVATION



2 - SOUTH ELEVATION



3 - SOUTHEAST ELEVATION



4 - EAST ELEVATION



5 - NORTHEAST ELEVATION



6 - NORTH ELEVATION



7 - NORTHWEST ELEVATION



8 - WEST ELEVATION



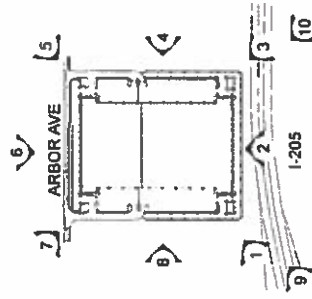
9 - SOUTHWEST ELEVATION



10 - SOUTHEAST ELEVATION



ARIAL PHOTO



KEY PLAN

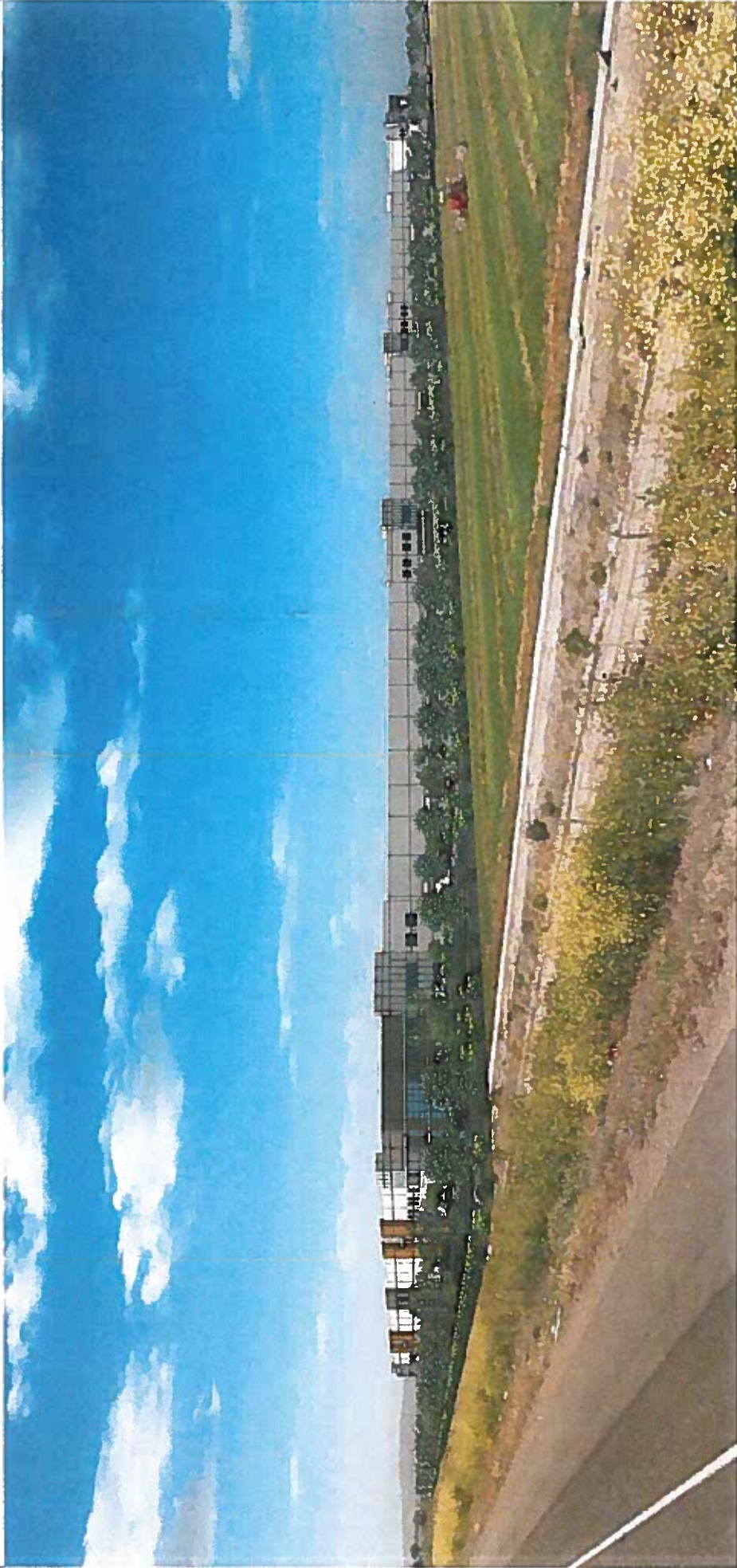
EXISTING SITE PHOTOS

Arbor Avenue
Tracy, CA



Carlini Colquhoun Architects, Inc.
California State License No. 12000





Arbor Avenue
Tracy, CA



Castle Creek Architects, Inc.
Architects and Engineers
10000 Castle Creek Road, Suite 100
Tracy, CA 95376
Tel: 920.222.2222
Fax: 920.222.2223
www.castlecreekarchitects.com



LANDSCAPE CALCULATIONS

These calculations are based on the following assumptions:
 - Planting density: 1 plant per 100 sq ft of area.
 - Planting depth: 18 inches.
 - Planting width: 18 inches.
 - Planting length: 18 inches.
 - Planting spacing: 18 inches.
 - Planting depth: 18 inches.
 - Planting width: 18 inches.
 - Planting length: 18 inches.
 - Planting spacing: 18 inches.

LEGEND

- Small Evergreen (18" x 18" x 18")
- Small Columnar Tree (24" x 24" x 18")
- Small Tree (24" x 24" x 18")
- Medium Tree (36" x 36" x 18")
- Large Tree (48" x 48" x 18")
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PLANT LIST

COMMON NAME	SIZE	WATER REQUIREMENTS	MATURE HEIGHT
Small Evergreen	18" x 18" x 18"	Low	18"
Small Columnar Tree	24" x 24" x 18"	Low	24"
Small Tree	24" x 24" x 18"	Low	24"
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Large Tree	276" x 276" x 18"	Low	276"
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Large Tree	300" x 300" x 18"	Low	300"

EVERGREENS, SHRUBS, TRUNCATED TREES

COMMON NAME	SIZE	WATER REQUIREMENTS	MATURE HEIGHT
Small Evergreen	18" x 18" x 18"	Low	18"
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PERENNIALS, ANNUALS, AND OFFICE ACCENT

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PERENNIALS, ANNUALS, AND OFFICE ACCENT

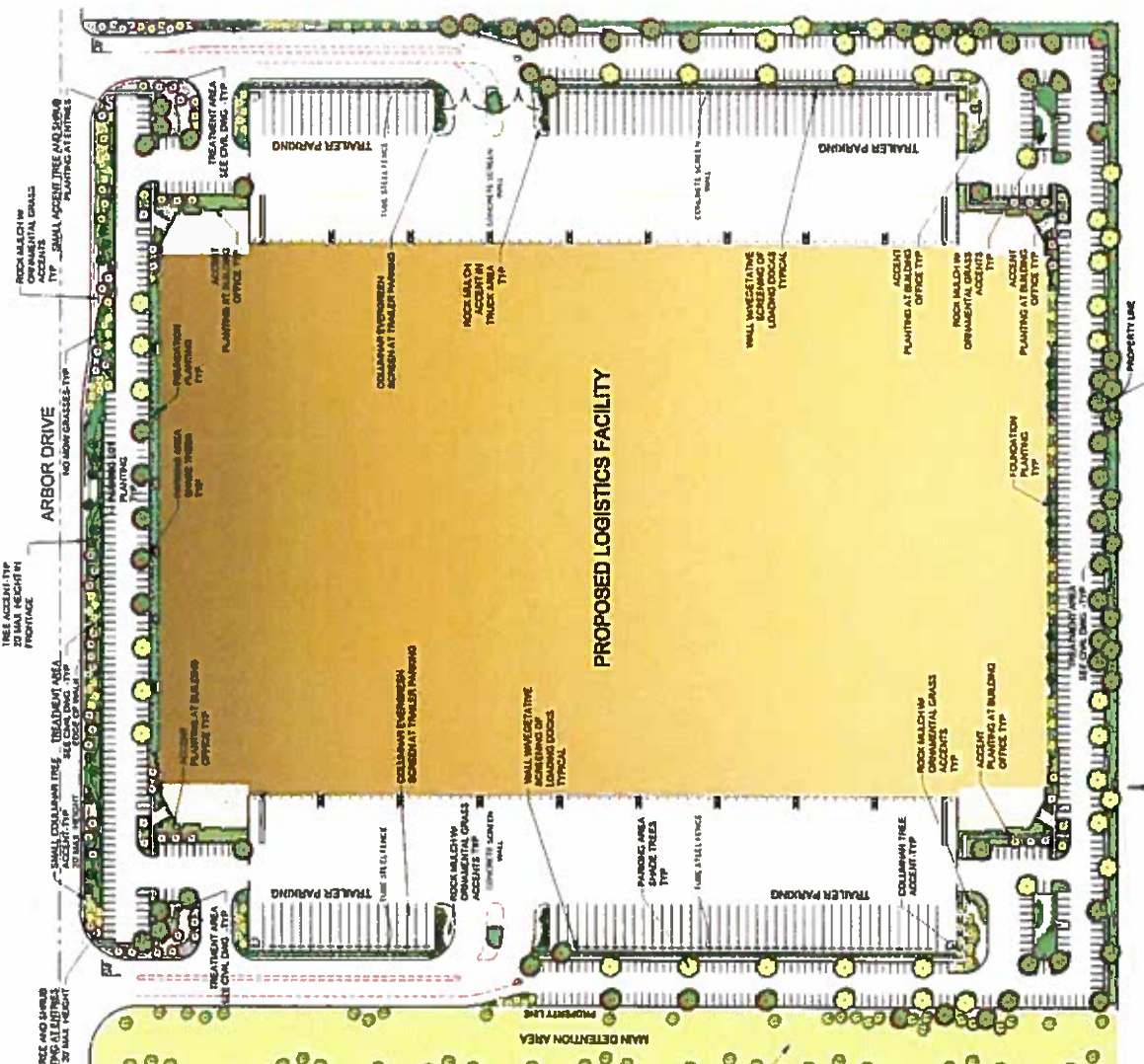
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PRELIMINARY LANDSCAPE PLAN
DATE: 11/14/18

GreenDesign
Landscape Architects, Inc.

Carle Coakworth Architects, Inc.
Landscape Architects, Inc.

Arbor Avenue
Tracy, California

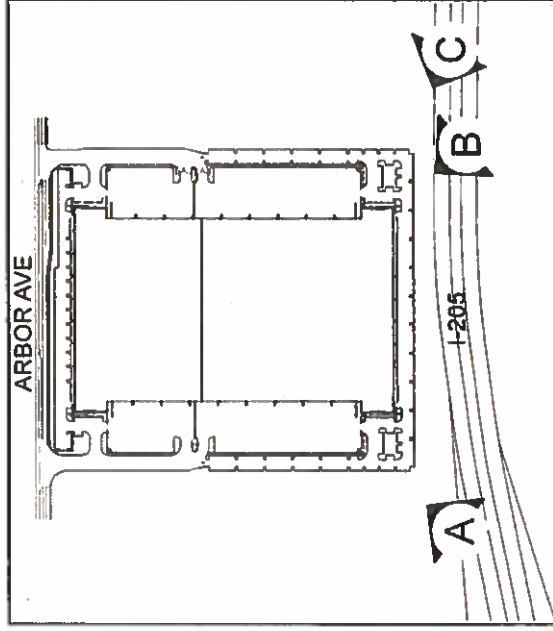




A - SOUTHWEST FREEWAY VIEW



C - SOUTHEAST FREEWAY VIEW



KEY PLAN



B - SOUTHEAST FREEWAY VIEW

PROPOSED SCREENING

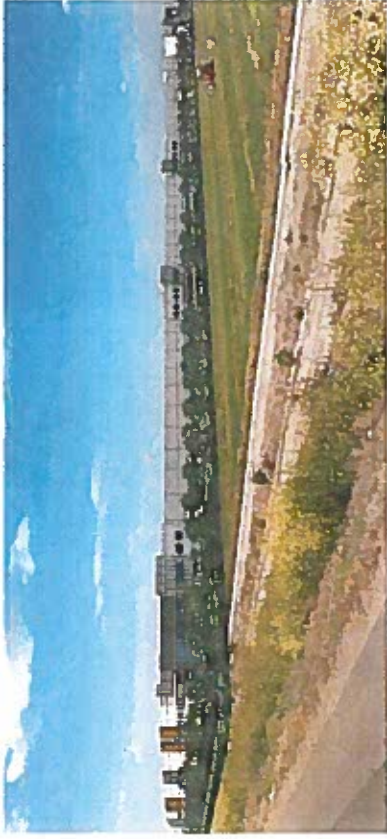
Arbor Avenue
Tracy, CA



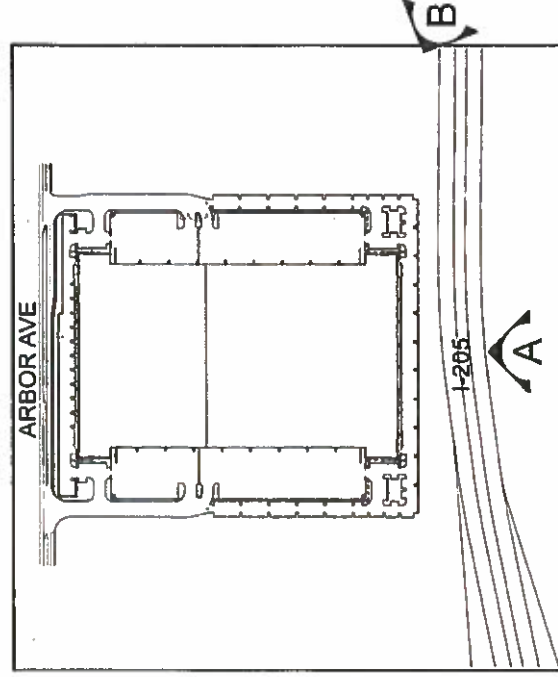
Candia Construction Architects, Inc.
1000 California Street, Suite 1000
San Francisco, CA 94109



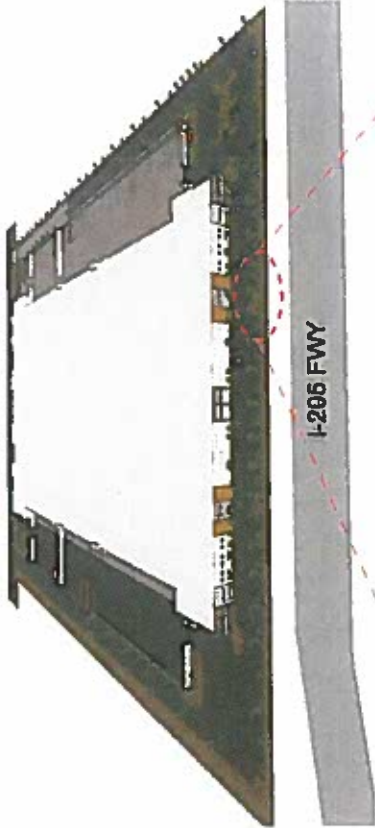
DATE: 10/15/2014
PROJECT: ARBOR AVENUE
DRAWING: SCREENING WALL



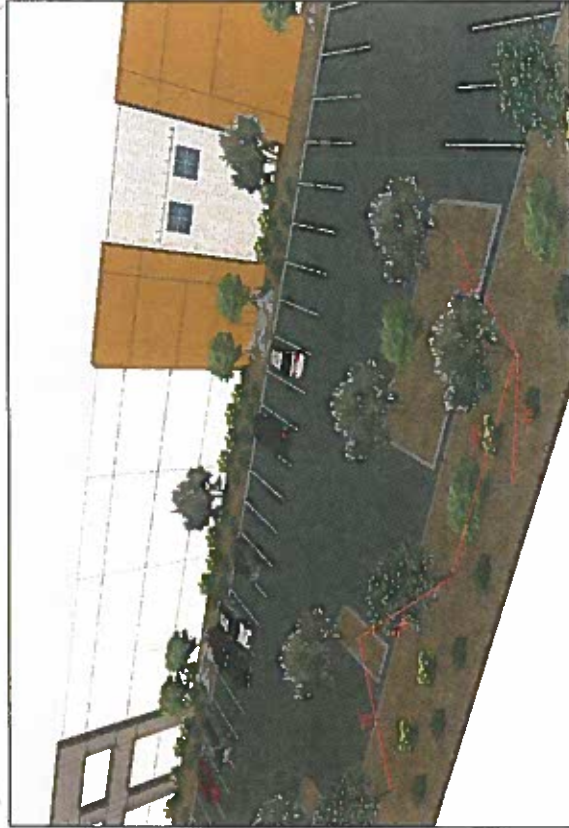
B - WEST BOUND FREEWAY APPROACH



KEY PLAN



A - OVERHEAD VIEW



ENLARGED LANDSCAPE VIEW

PROPOSED SCREENING

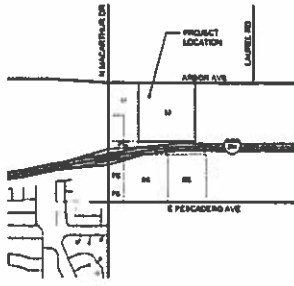
Arbor Avenue
Tracy, CA



Curilla Construction Architects, Inc.
Architects - Construction Managers



GROSS LOT AREA:	1,221,000 sf
NET LOT AREA:	1,596,826 sf
TOTAL BUILDING AREA:	795,732 sf
TOTAL LANDSCAPE AREA:	387,723 sf
FLOOR AREA RATIO (on gross):	48.2%
FLOOR AREA RATIO (on net):	49.8%
PARKING REQUIRED:	231 spaces
SPACES PROVIDED:	211 spaces
PARKING PROVIDED:	211 spaces
STANDARD:	211 spaces
COMPACT:	142 spaces
LANDSCAPED:	8 spaces
TOTAL:	119 spaces
NET LOT AREA WITHOUT BUILDING:	802,896 sf
TOTAL PARKING AREA:	287,233 sf
(PARKING STALLS AND DRIVE AREAS)	
TOTAL LANDSCAPE REQUIRED:	57,467 sf
(5% OF 287,233 SQ FT PARKING AREA)	
FRONTAGE LANDSCAPE PROVIDED:	30,716 sf
(FRONTAGE LANDSCAPE ALLOWED TO EXIST)	
FOR 5% OF REQUIRED LANDSCAPE:	26,753 sf
PARKING LANDSCAPING PROVIDED:	26,753 sf
(PROVIDED)	
TOTAL SITE LANDSCAPING:	132,801 sf
(PROVIDED)	
LANDSCAPE PERCENTAGE:	16.6%
(TOTAL LANDSCAPE TO TOTAL GROSS LOT AREA)	



LOCATION MAP (8450 ARBOR AVE, TRACY, CA 95304)

ASSESSOR'S PARCEL NUMBER:
 LEGAL DESCRIPTION:
 THE LAND REFERRED TO HEREON IS SITUATED IN THE CITY OF TRACY, COUNTY OF SAN JOAQUIN, STATE OF CALIFORNIA, AND IS DESCRIBED AS FOLLOWS:
 LOTS SEVEN-FIVE (75) AND SEVEN-SIX (76), AS SHOWN UPON MAP OF LOTS NO. 1, PASCADERO COLONY, FILED NOVEMBER 18, 1931 IN VOLUME 10 OF MAPS AND PLATS PAGE 44, SAN JOAQUIN COUNTY RECORDS.
 EXCEPTING THEREFROM A ONE-HALF (1/2) INTEREST IN AND TO ALL MINERAL, OIL, GAS OR OTHER HYDROCARBON SUBSTANCES NOW EXISTING OR HEREAFTER DISCOVERED ON SAID LOTS, TOGETHER WITH THE RIGHT OF MINES OR EGRESS FOR THE PURPOSE OF PROSPECTING, DISCOVERING, DRILLING, MINING AND RECOVERING THE SAME, AS RESERVED IN DEEDS RECORDED DECEMBER 8, 1941 IN BOOK 1121, PAGE 444, OFFICIAL RECORDS, WHICH RIGHTS WERE CONVEYED BY INDIVIDUAL, OUTFORM DEED FROM WARREN OBERMAYER, JR. ET AL. TO OLGA BACCHETTI, TRUSTEE OF THE BEAT A. BACCHETTI AND OLGA BACCHETTI REVOCABLE TRUST DATED JUNE 21, 1998, AS AMENDED; RECORDED ON JUNE 13, 2001 AS INSTRUMENT NO. 680808, OFFICIAL RECORDS, BETWEEN THE SURFACE AND A DEPTH OF 800 FEET BELOW THE SURFACE, INCLUDING THE RIGHT OF ENTRY ON THE SURFACE, AND THE RIGHT TO SLAT DRILL, OR OTHERWISE DRILL WITHIN SAID 800 FEET OF THE ABOVE DESCRIBED PROPERTY.
 EXCEPTING UNTO THE GRANTOR AN UNDIVIDED ONE-HALF (1/2) INTEREST IN AND TO ALL MINERAL, OIL, OR GAS NOW EXISTING OR HEREAFTER DISCOVERED ON SAID LOTS, SITUATED OR LOCATED IN ALL OR ANY PART OF PORTION OF THE LANDS HEREIN DESCRIBED 1 YARD MORE THAN FIVE HUNDRED FEET (500) BELOW THE SURFACE THEREOF, TOGETHER WITH THE RIGHT TO GRANT LEASES FOR ALL OR ANY OF SAID PURPOSES, BUT WITHOUT AND RIGHT WHATSOEVER TO ENTER UPON THE SURFACE OF SAID LANDS WITHIN FIVE HUNDRED FEET (500) VERTICAL DISTANCE BELOW THE SURFACE THEREOF.

ASSESSOR'S PARCEL NUMBER AND LEGAL DESCRIPTION

OWNER / DEVELOPER: RACHEL HICKS-BOTTOM
 DCT INDUSTRIAL
 12 CORPORATE PLAZA, SUITE 100
 NEWPORT BEACH, CA 92660
 (949) 795-6000
 ARCHITECT: CALVIN J. COSTWORTH
 CARLE & COSTWORTH ARCHITECTS
 2408 CAMPUS DRIVE, SECOND FLOOR
 IRVINE, CA 92614
 (949) 825-1230

PROJECT TEAM

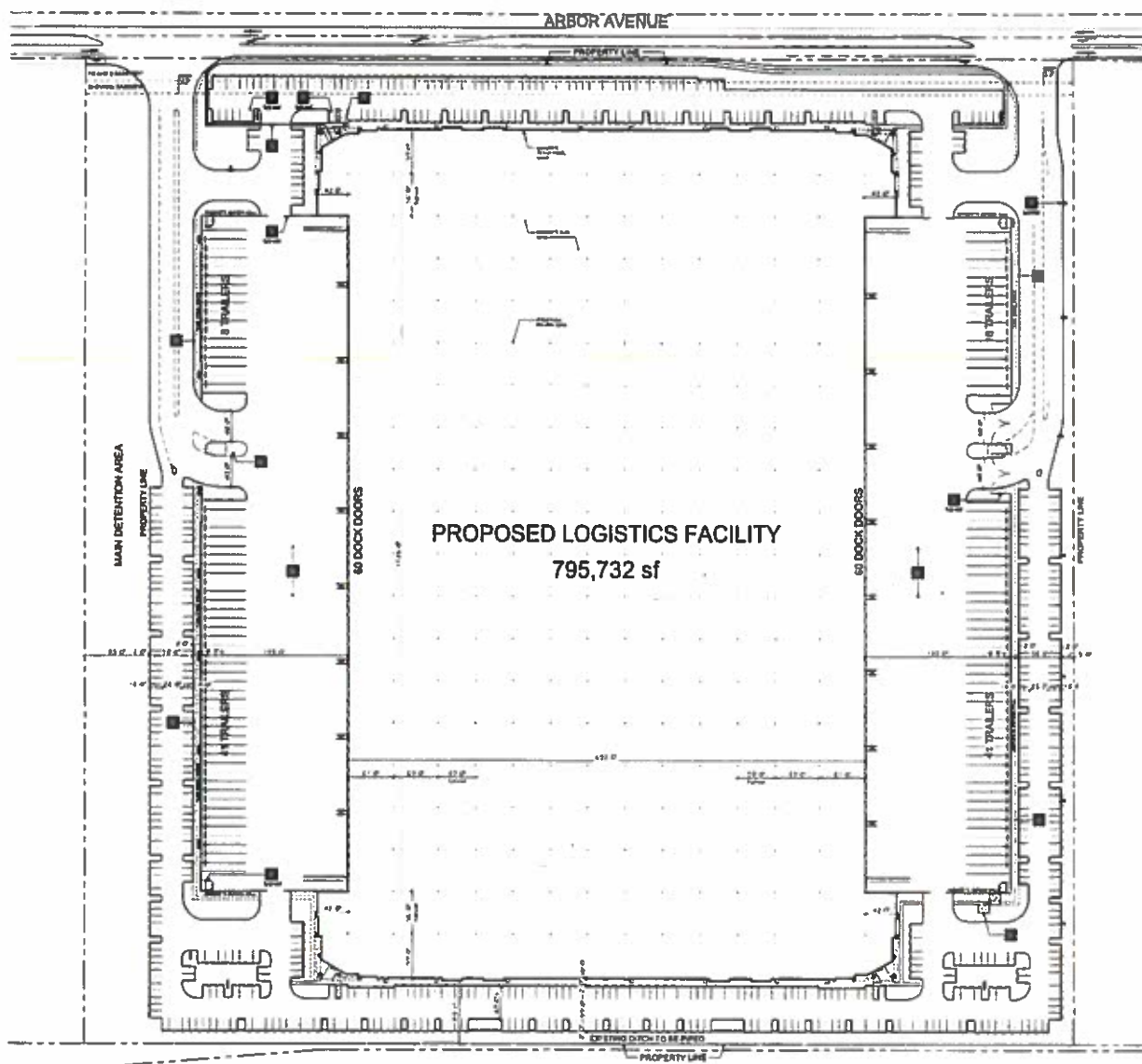
- TYPICAL FLOOR: 8" ALL 8" FIBER 4" x 12" LONG @ 12" O.C.
- ADDITIONAL PART OF FLOOR
- TYPICAL ACCESSIBLE PARKING STALL, WITH ADA SYMBOL, MARK, PAINT
- AS REQUIRED TO MEET 5% MIN. IN LOT WITH INTERSECTION @ 90°
- PAVING SURFACE DESIGN
- SLOPED GRASS
- 4" x 4" x 8" STEEL, SPT-10-10
- ROLLING STEEL, SPT-10-10
- TRUCK HOLD-UPS FOR OFF-TRUCK TRAFFIC
- EXISTING 8" x 8" ADA-2
- HOLD-UP/STOPS FOR SOUTH-SIDE CONNECTION TO PUBLIC ROADS AT ARBOR AVE
- EXISTING 8" x 8" ADA-2

KEY NOTES

8450 ARBOR AVENUE
 TRACY, CALIFORNIA 95304

PROJECT ADDRESS

SITE DATA

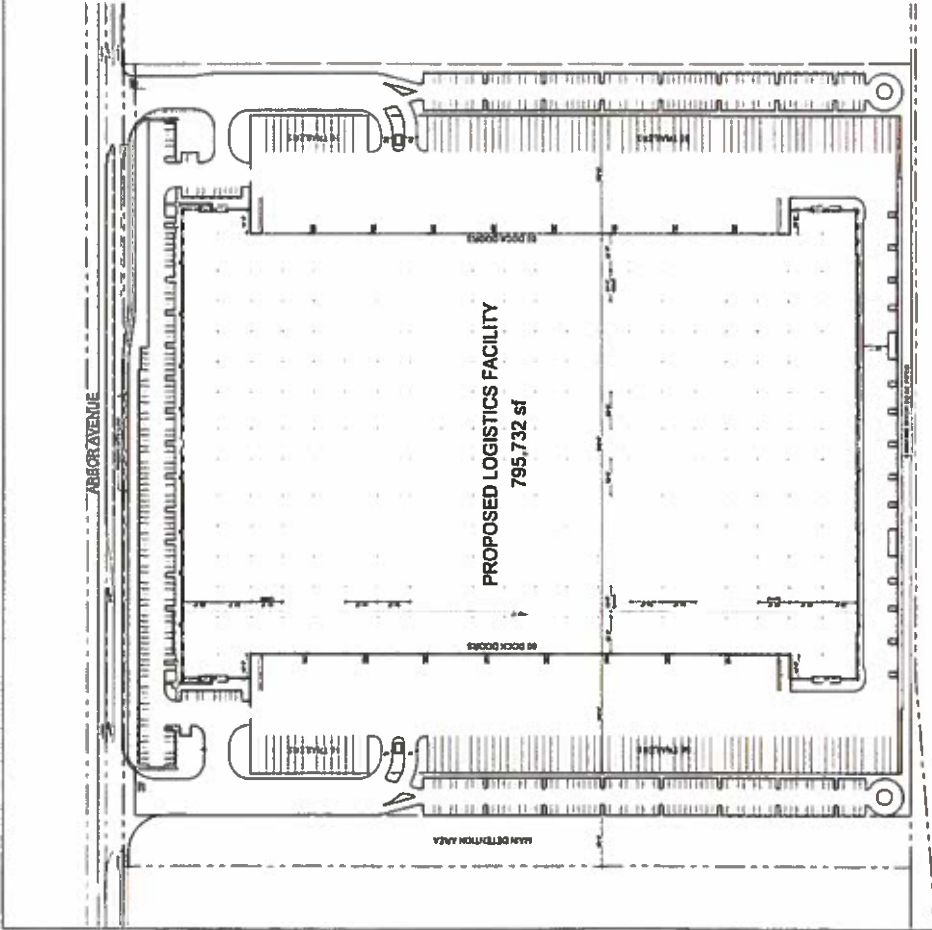


INTERSTATE HIGHWAY 205

PRELIMINARY SITE PLAN
 (MULTIPLE TENANT CONFIGURATION)

Arbor Avenue
 Tracy, CA

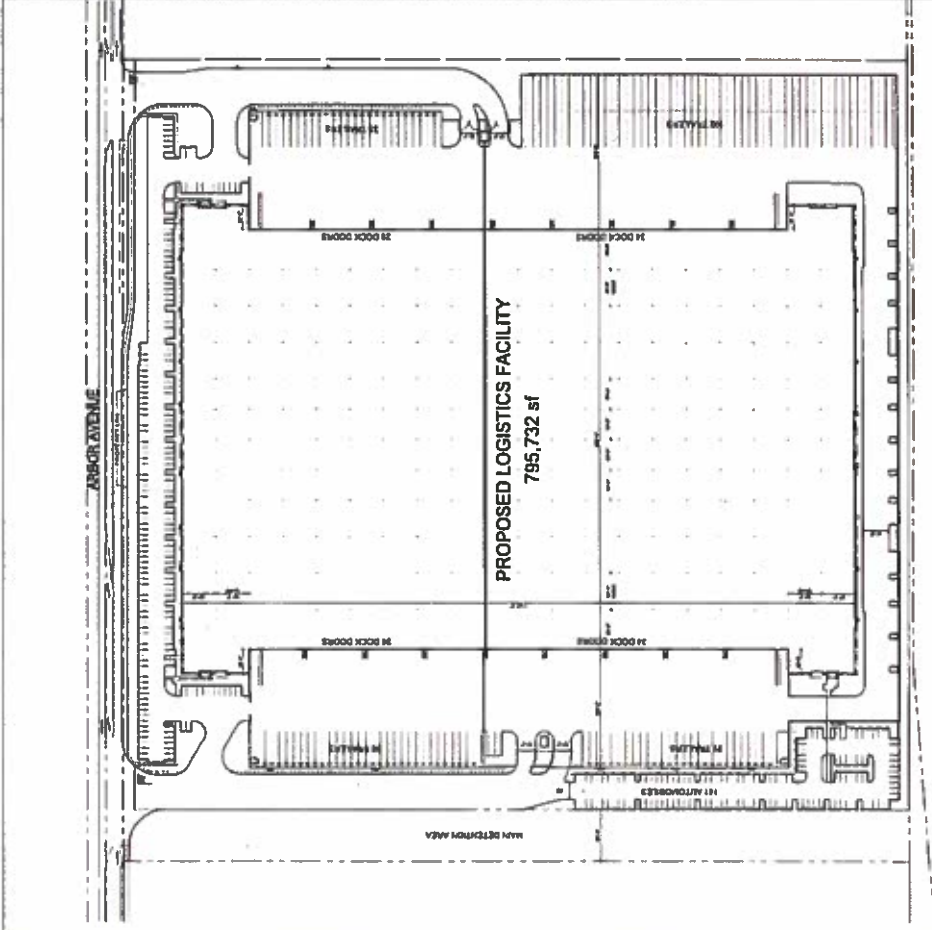




PROPOSED LOGISTICS FACILITY
795,732 sf

INTERSTATE HIGHWAY 205

LARGE USER SCHEME
(SINGLE TENANT CONFIGURATION WITH DRIVE AROUND CAPABILITY)



PROPOSED LOGISTICS FACILITY
795,732 sf

INTERSTATE HIGHWAY 205

2 OR 3 USER SCHEME
(DOUBLE TENANT CONFIGURATION WITH THE OPTION TO HAVE UP TO 3 TENANTS)

ALTERNATE SITE PLAN SCHEMES
(BUILDING DESIGN, STREET FRONTAGE, AND DRIVEWAY LOCATIONS REMAIN THE SAME THROUGH ALL SCHEMES)

Arbor Avenue
Tracy, CA



DCT
DESIGN CONSTRUCTION TEAM

NORTH ELEVATION



EAST ELEVATION



SOUTH ELEVATION



WEST ELEVATION



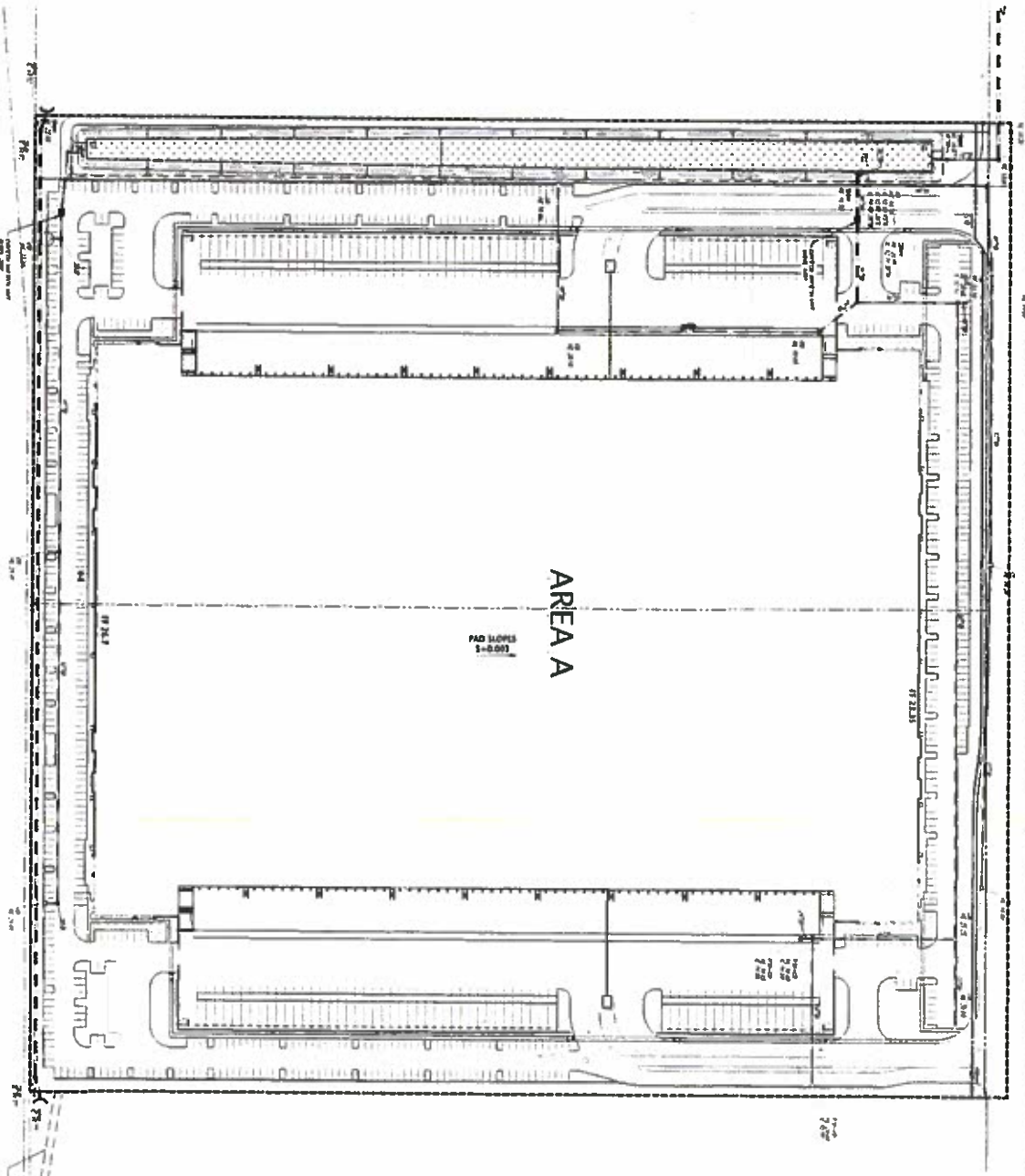
- | | |
|--|--|
| | 1. LIGHT GRAY
1/4" POLYURETHANE FOAM
1/2" POLYURETHANE FOAM
1/2" POLYURETHANE FOAM |
| | 2. WHITE
1/4" POLYURETHANE FOAM
1/2" POLYURETHANE FOAM
1/2" POLYURETHANE FOAM |
| | 3. DARK GRAY
1/4" POLYURETHANE FOAM
1/2" POLYURETHANE FOAM
1/2" POLYURETHANE FOAM |
| | 4. MEDIUM GRAY
1/4" POLYURETHANE FOAM
1/2" POLYURETHANE FOAM
1/2" POLYURETHANE FOAM |

COLOR AND MATERIAL LEGEND

BUILDING ELEVATIONS

Arbor Avenue
Tracy, CA





AREA A

PAD SLOPES
1-0.001

INTERSTATE HIGHWAY 205

ARBOR AVE.



LEGEND

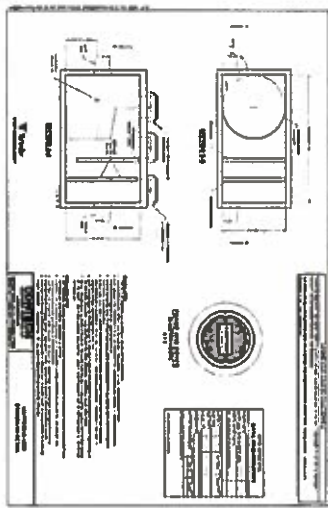
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- 15. 1" = 100'
- 16. 1" = 100'
- 17. 1" = 100'
- 18. 1" = 100'
- 19. 1" = 100'
- 20. 1" = 100'

TABLE 1

FROM GRI AREA	1,724,500 SF
TREATED AREA	1,724,500 SF
EXTRA TREATED AREA	1,000,000 SF
TOTAL TREATED AREA	2,724,500 SF

NOTE

1. ALL AREAS SHOWN ARE APPROXIMATE AND SHOULD BE VERIFIED BY FIELD SURVEY.



STORM WATER QUALITY CONTROL PLAN
OF
DCT INDUSTRIAL WAREHOUSE
FOR
DCT INDUSTRIAL

KIER & WRIGHT
CIVIL ENGINEERS & SURVEYORS, INC.
11111 E. 15th Avenue, Suite 100
Denver, CO 80231
Tel: (303) 751-4176

NO.	DATE	DESCRIPTION
1	08/11/2011	ISSUED FOR PERMIT
2	08/11/2011	ISSUED FOR PERMIT
3	08/11/2011	ISSUED FOR PERMIT
4	08/11/2011	ISSUED FOR PERMIT
5	08/11/2011	ISSUED FOR PERMIT
6	08/11/2011	ISSUED FOR PERMIT
7	08/11/2011	ISSUED FOR PERMIT
8	08/11/2011	ISSUED FOR PERMIT
9	08/11/2011	ISSUED FOR PERMIT
10	08/11/2011	ISSUED FOR PERMIT



APN #: 213-060-03
Acres: ±39.50

Arbor Avenue

205

AERIAL SITE PHOTO

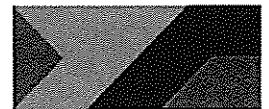
Arbor Avenue
Tracy, CA



Carlisle Coatsworth Architects, Inc
2465 Campus Dr. - Second Floor - Irvine, CA 92612 - Phone: 949.853.1900 - Fax: 949.853.1140



YRC Worldwide Inc
10990 Roe Avenue
Overland Park, KS 66211
Phone 913.696.6192
yrcw.com



January 5, 2016

VIA E-MAIL

council@ci.tracy.ca.us

Hon. Michael Maciel and City Council Members
City of Tracy
333 Civic Center Plaza
Tracy, CA 95376

Re: *January 5, 2016, City Council Meeting
Agenda Item #4 – Interim Ordinance*

Dear Mr. Mayor and Council Members:

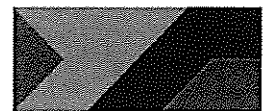
In yesterday's mail, we belatedly received a postcard indicating that at tonight's meeting, the City Council would consider adoption of an Interim Ordinance imposing a moratorium on any entitlements for warehouse and distribution uses along the I-205 Corridor. We own and operate a freight terminal on a large parcel located at 1535 E. Pescadero Avenue—within the affected area—and we strongly object to the passage of the Interim Ordinance.

Pursuant to the City's Industrial Areas Specific Plan, our property has been designated for Light Industrial use since it was annexed into the City in 1989. In that time, we have spent in excess of \$20 million for the construction of our terminal, provided jobs for local residents, and have always tried to be a good corporate citizen of the City.

We understand that you are aware we have contracted to sell a portion of our property (the "Excess Property") to Industrial Property Trust. It appears the Interim Ordinance is specifically intended to prohibit or hinder IPT's proposed development of the Excess Property. Under California law, the Interim Ordinance is to be used only where there is "a current and immediate threat to the public health, safety, or welfare." There is no such threat here for the development of a warehouse/distribution facility in an area that has been zoned and used for similar industrial purposes for the better part of the last three decades. This hardly poses the kind of "immediate threat" contemplated by California law. It appears the sole reason for the Interim Ordinance is to defeat the sale of our Excess Property. *See, the Arnell line of cases.*

You have previously received a letter from Cox Castle Nicholson, dated September 15, 2015, outlining issues involved in the proposed Interim Ordinance. Those same legal issues pertain here and we incorporate them in this letter. For your convenience, we attach a copy of that letter.

YRC Worldwide Inc
10990 Roe Avenue
Overland Park, KS 66211
Phone 913.695.6192
yrcw.com



The one-day post card notice we received (especially coming right after the holidays and possibly in violation of California notice and hearing requirements) has not given us sufficient time to fully evaluate the impact on our property, prepare a complete response, and make arrangements to travel to California. For the reasons stated above, we ask you to reject the proposed Interim Ordinance. If you are not willing to reject the Interim Ordinance outright, in fairness, we ask that you at least table this matter until your next meeting to allow us a reasonable time to prepare a more complete response.

Sincerely,

Christopher J. Masoner
Counsel
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cc: Dan Sodergren, City Attorney, via email
Nora Pimentel, City Clerk, via email
Stephen Cassidy, Pepple Cantu Schmidt PLLC, via email

**Handout - Agenda Item 3
September 15, 2015, Council Mtg**



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File No. 099999

September 15, 2015

VIA EMAIL

Honorable Mayor Michael Maciel
Mayor Pro Tem Robert Rickman, and City Councilmembers
City of Tracy
333 Civic Center Plaza
Tracy, CA 95376

Re: September 15, 2015 City Council Meeting: Agenda Item No. 3, Interim Ordinance

Dear Honorable Mayor Maciel, Mayor Pro Tem Rickman, and City Councilmembers:

Cox, Castle & Nicholson LLP represents DCT Industrial Operating LLC ("DCT"). DCT is the developer of that certain real property (the "DCT Property") located within the City of Tracy ("City") along the "I-205 Corridor" and within the area to be covered by the City's proposed development moratorium (the "Interim Ordinance"). As you know, DCT has a development application before the City, which application the City deemed complete on August 25, 2015. It is clear from the text of the Interim Ordinance that DCT's project is the intended target of the City Council's action tonight. In fact, we are aware of no other development proposal that would be affected by this moratorium.

As outlined further below, any action by the City Council to approve the moratorium would be illegal. DCT urges the City Council to reject the Interim Ordinance and direct the continued processing of DCT's project through the City's existing development plan review process.

1. Background.

As recognized by the Interim Ordinance, there is one "pending land use application for a distribution use in the I-205 Corridor." That application is DCT's application, which requests approval of a Preliminary and Final Development Plan to construct a 795,732 square foot, 37-foot high industrial distribution building. As described further below, this application represents a revised version of DCT's project following the City Council's denial of a specific plan amendment to increase the permitted height on DCT's property.

DCT worked productively with the City for over two years on this proposal, going to great lengths – while incurring substantial costs, including approximately \$80,000.00 paid, at

Honorable Mayor Michael Maciel
Mayor Pro Tem Robert Rickman, and City Councilmembers
September 15, 2015
Page 2

the request of the City, to the City's consultants – to address any and all reasonable outstanding concerns. As acknowledged in the June 2, 2015 staff report on DCT's original proposal, DCT's project "does not create any negative visual impacts within the city, particularly along I-205, [and] minimizes its industrial appearance." This staff report further concluded that DCT's project "is consistent with the Environmental Impact Report (EIR) that was prepared for the General Plan [and that] no further environmental assessment is required." In recommending approval of DCT's original application, the Planning Commission also found that the project "is compatible with the land use, design, and operational characteristics of the neighboring properties." (See Planning Commission Resolution No. 2015-006.)

Following the City Council's denial of a specific plan amendment to increase the permitted height on DCT's property, DCT further refined its proposal by reducing the height of the building to be consistent with the requirements of the I-205 Corridor Specific Plan. Thus, the current application is an improvement over the previous application, and City staff and the Planning Commission both supported and recommended approval of that application. As a result of the modification – and as staff acknowledged when it deemed DCT's application to be complete – DCT's proposal is fully consistent with all requirements of the General Plan, the I-205 Corridor Specific Plan, and all applicable ordinances. The only discretionary approval now required from the City is development plan review.

When DCT resubmitted its application, the City requested DCT to agree to a delay in the schedule for project consideration. It was *not* disclosed to DCT that the purpose of the requested delay was to give the Council an opportunity to adopt a moratorium before DCT's application could be heard. In fact, DCT met with the City staff to discuss its plan on September 8, the day prior to publishing the agenda, and no mention was made of it.

2. The Use of Extraordinary Legislative Fiat Is Unnecessary and Illegal.

Government Code Section 65858 allows local agencies to adopt an interim ordinance "as an urgency measure" in order to "protect the public safety, health, and welfare." Such measures take effect immediately upon adoption and without the usual procedural safeguards accompanying the adoption of an ordinance (e.g., two readings, 30-day effective date). The Legislature recognized the extraordinary nature of this tool by limiting its initial duration to 45 days. As described further below, the Legislature further provided that this tool may be used only when the City Council can properly make a finding of an urgent threat to public health, safety and general welfare.

The Interim Ordinance is plainly targeted at DCT's proposal. In particular, it states that the threat addressed by the moratorium "is a pending land use application for a distribution use in the I-205 Corridor that may conflict with, and undermine, any new land uses, development standards, and design standards that the City may implement as a result of the current study of the I-205 Corridor which is being undertaken." This is an urgent threat to the public's health, safety and welfare?

What makes this more astonishing is that the City's staff has already concluded that DCT's proposal is benign, consistent with all applicable codes, and fully addressed by the City's General Plan EIR. Nonetheless, the staff report for tonight recommends a moratorium so that the City may conduct a study "intended to better further the visual and economic goals and objectives of the City's General Plan," the same General Plan with which staff has already determined the DCT's application to be consistent. (See June 2, 2015 staff report, Agenda Item 4, p. 4.) It is rather late in the game to do this. The City has an established process to evaluate a project's adherence to architectural and aesthetic standards and guidelines – the development plan review process – and it is troubling that the City is seeking to remove all certainty in how applications for new development will be treated in the City moving forward.

The City Council must not resort to an extreme legislative action to strip DCT of its due process rights to a fair hearing and the consideration of evidence in accordance with the City's Municipal Code. As described above, the City has an established, adequate and perfectly legal vehicle to review any aesthetic or other related questions. A legislative moratorium is completely unnecessary and inappropriate in this case.

3. A Moratorium May Not Be Used to Frustrate a Developer's Plans.

The Courts have established that a moratorium under Government Code Section 65858 cannot be enacted for the purpose of frustrating a developer's plans. (*Sunset View Cemetery Assn. v. Kraitz* (1961) 196 Cal.App.2d 115, 123 [interim ordinance restricting cemetery uses and activities had the "single, realistic purpose" of frustrating Sunset View's application and was invalid]; see also *Atlantic Richfield Co. v. Board of Supervisors* (1974) 40 Cal.App.3d 1059.)

In *Sunset View*, the county accepted the cemetery's application for a permit and the very next day adopted an urgency ordinance placing limitations on such uses. On the basis of the ordinance, the county then refused to process the cemetery's application. (*Sunset View, supra*, at p. 117.) In finding the urgency ordinance invalid, the court determined that "the enactment of the ordinance stemmed from the county's attempt to frustrate respondent's plans. The generality of the language of the ordinance does not conceal its single, realistic purpose: the prohibition of respondent's mortuary." (*Id.* at 124–125; see also *Ross v. City of Yorba Linda* (1991) 1 Cal. App. 4th 954, 970 ("Here, we cannot imagine a more obvious attempt to 'frustrate a particular developer's plans.' [Citations.] The city's own records reflect the plan amendment was precipitated by the very rezoning request now before this court. The plan amendment isolates the Rosses (and the two of their neighbors to whom the plan amendment might make a difference) as the special objects of legislative action. This itself is constitutionally impermissible".)])

As in *Sunset View* and *Ross*, the "single, realistic purpose" of the Interim Ordinance – as evidenced by the findings contained in the Ordinance itself (Recitals K and P) – is to frustrate DCT's application. DCT's application has already been determined by staff to be

Honorable Mayor Michael Maciel
Mayor Pro Tem Robert Rickman, and City Councilmembers
September 15, 2015
Page 4

complete. Given the very language of the Interim Ordinance, and the City's request that DCT agree to a delayed hearing schedule on its project without disclosing the reason for that request, it is quite clear that the purpose of this ordinance and moratorium is to deny DCT the due process rights it has already earned – as acknowledged by the City. This is not a legal course of action.

4. The Interim Ordinance Constitutes Illegal Spot Zoning.

A claim under the equal protection clause of the U.S. Constitution arises with a showing that an agency has “adopted a classification that affects two or more *similarly situated* groups in an unequal manner.” (*Walgreen Co. v. City & County of S.F.* (2010) 185 Cal.App.4th 424, 434.) In California development, the term “spot zoning” is often used to describe a zoning action that violates the principle of equal protection because of its discriminatory nature. (*Viso v. State of Cal.* (1979) 92 Cal.App.3d 15, 22; *Reynolds v. Barrett* (1938) 12 Cal.2d 244, 251 [“by a zoning ordinance a city cannot unfairly discriminate against a particular parcel of land.”]; *Charles L. Harney, Inc. v. Board of Permit Appeals* (1961) 195 Cal.App.2d 442, 448–449 [applying rule to moratorium]; *Ross*, 1 Cal.App.4th 954 at 962 [“the dark implication in the city's argument is that there are numerous ‘islands’ in the city's zoning scheme, and that the ‘line must be drawn’ at this one, lest others fall prey to ‘urbanization.’ Be that as it may, *arbitrary* line-drawing is antithetical to the individual right to equal protection of the law.”].)

By way of example, the property owners in *Ross* asserted an equal protection violation when a city denied their application for permits to develop their land at densities similar to those on surrounding parcels. The court held that the denial of rezoning was arbitrary and discriminatory, and thus unconstitutional. (*Ross*, 1 Cal. App. 4th at 963.) The court rejected the city's argument that the zoning was supported by a rational basis – the prevention of encroaching urbanization – explaining that this could not be a rational basis when urbanization had already occurred in the surrounding parcels. (*Id.* at 962.) The facts in this case are on all fours with *Ross*.

The DCT project site is designated by the I-205 Corridor Specific Plan for “Light Industrial” uses. The parcel to the west is also designated Light Industrial, and other properties nearby are designated General Commercial. And the City has previously approved a considerable number of industrial and warehouse uses along the I-205 Corridor. For example, a waste management facility is located approximately one mile to the west, and parcels to the south and east of the DCT project site are developed with industrial and warehouse uses. Thus, the City's claim that the Interim Ordinance is needed to ensure that warehouses and distribution facilities do not threaten the public health, safety, or welfare – due to aesthetic concerns – cannot provide a rational basis for the City's discrimination against the DCT proposal. As in *Ross*, the City's “arbitrary line-drawing is antithetical to the individual right to equal protection of the law.” (See *Ross, supra*, 1 Cal.App.4th at p. 962.) Adoption of the Interim Ordinance would constitute arbitrary and discriminatory spot zoning in violation of DCT's rights to equal protection.

5. The City Cannot Make the Findings Required by Section 65858.

To adopt an interim ordinance, Government Code Section 65858, subdivision (c) requires that the City Council find that “there is a current and immediate threat to the public health, safety, or welfare, and that the approval of additional subdivisions, use permits, variances, building permits, or other applicable entitlement for use . . . would result in that threat to the public health, safety, or welfare.” (Emphasis Supplied.) Although courts grant deference to an agency’s urgency findings, the referenced facts must “reasonably be held to constitute an urgency.” (*216 Sutter Bay Assoc. v. County of Sutter* (1997) 58 Cal.App.4th 860, 868, citing *Crown Motors v. City of Redding* (1991) 232 Cal.App.3d 173, 179.)

In *216 Sutter, supra*, a newly-elected board of supervisors adopted an interim ordinance to prevent eighteen development agreements from going into effect. These development agreements had been approved at the end of the previous board’s term and would have facilitated substantial new development in the rural county. (*216 Sutter, supra*, at pp. 864–865.) In upholding the County’s adoption of the interim ordinance, the Court determined that the County’s findings were sufficient as a matter of law. In its ruling, the Court specified that the county had identified an actual, reasonable urgent need for the ordinance: the development agreements were due to vest the next day, and the board wished to maintain the relevance of a pending public referendum that was directly contrary to the development allowed by the agreements. (*Id.* at 868.)

Unlike the situation in Sutter County, there is not in this case a “current and immediate threat” to anything or anyone. The Interim Ordinance says only that the City “received an application” on July 17, 2015, that it “anticipates receiving other similar land use applications . . . in the near future,” and that the City “believes that the General Plan’s goals and standards related to preserving the visual and economic importance of the I-205 Corridor may be better furthered by incorporating updated development standards and [] design standards.” (Recitals K through M.) On the basis of this “belief,” and without any supporting evidence, the Interim Ordinance declares that “[t]he approval of the [DCT’s project] would be a threat to public health, safety, or welfare.” (Recital Q.)

It is difficult to understand how the City Council could possibly make a finding of current and immediate threat with respect to DCT’s project given (i) the conclusions of the City’s staff regarding the acceptability of DCT’s revised project; (ii) that DCT’s revised project has never been presented to the City Council; (iii) the surrounding land use patterns; and (iv) that there is no current schedule for consideration of DCT’s final development plan. Moreover, the notion that “there may be more applications in the future” is pure speculation and certainly does not generate the urgency required by Section 65858. Even if an application were filed, processing of that application would go well beyond the 45-day moratorium and so only DCT’s application would be affected.

Honorable Mayor Michael Maciel
Mayor Pro Tem Robert Rickman, and City Councilmembers
September 15, 2015
Page 6

There is no current and immediate threat and the City can simply utilize its existing development review process to consider DCT's application.

6. The Moratorium Would Violate DCT's Statutory and Constitutional Civil Rights.

To present a valid procedural due process claim under federal law, DCT must show that the City's action deprived DCT of a protected property interest. (*Harris v. County of Riverside* (9th Cir. 1990) 904 F.2d 497, 501; 42 U.S.C. § 1983.) Although procedural due process claims cannot generally be asserted to challenge a legislative act, in *Harris*, the court determined that the plaintiff could assert a procedural due process claim to challenge a general plan amendment because that broad, legislative action "specifically targeted" the plaintiff's property and so was subject to the constraints of procedural due process. (*Id.* at 503.)

Similarly, here, the Interim Ordinance is a legislative action to which the requirements of procedural due process would not normally apply. However, the Interim Ordinance specifically targets the DCT application and DCT's property because only DCT's application would be affected by the Interim Ordinance. Further, as stated below, DCT has a vested property right to develop under the DCT application. To adopt the Interim Ordinance would prevent approval of DCT's application and could, for up to two years, prevent any development of DCT's property, thereby depriving DCT of its protected property interest and potentially resulting in a compensable temporary taking. This would all occur without notice and hearing to DCT, in contravention of its constitutional rights to due process and the protections of Section 1983 of the Federal Civil Rights Act.

7. The City Cannot Retroactively Divest DCT of Its Vested Rights

"[Z]oning ordinances may not operate retroactively to divest a permittee of vested rights previously acquired . . . [i]t is well settled that the new ordinance may operate retroactively to require a denial of the application, or the nullification of a permit already issued, provided the applicant has not already engaged in substantial building or incurred expenses in connection therewith." (*Igna v. City of Baldwin Park* (1970) 9 Cal.App.3d 909, 913-914; *City of Claremont v. Kruse* (2009) 177 Cal.App.4th 1153, 1179 [interim ordinance did not divest defendant in enforcement action of vested right because permit was denied and no substantial expense had been incurred].) Here, DCT has incurred a substantial expense in excess of \$800,000 to finalize and process its application. This expense was incurred in good faith reliance on the City's actions during discussions relating to finalization and processing of the DCT application. The DCT application is also still pending and has not been denied. Therefore, unlike in *Kruse*, where the permit had already been denied and no substantial expense had been incurred, the Interim Ordinance here cannot operate retroactively to divest DCT of its vested right to pursue the project.

* * *

Honorable Mayor Michael Maciel
Mayor Pro Tem Robert Rickman, and City Councilmembers
September 15, 2015
Page 7

For the reasons stated above, DCT urges the City Council to deny approval of the Interim Ordinance.

Sincerely,



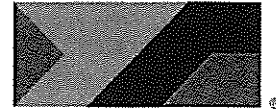
R. Clark Morrison

cc: City Clerk (via email)
Dan Sodergren, City Attorney (via email)
Jeff Phelan, DCT (via email)
David Haugen, DCT (via email)
John Spiegleman, DCT (via email)

RCM/SRM

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February 2, 2016

VIA E-MAIL

council@ci.tracy.ca.us

Hon. Michael Maciel and City Council Members
City of Tracy
333 Civic Center Plaza
Tracy, CA 95376

Re: *February 2, 2016, City Council Meeting*
Agenda Item #1F – 10-Day Report with respect to I-205 Interim Ordinance

Dear Mr. Mayor and Council Members:

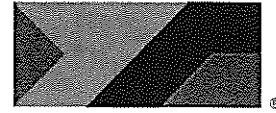
The Agenda for tonight's City Council meeting includes an item on the consent agenda for the acceptance of a "report" describing the measures the City is taking to address design and land use concerns along the I-205 Corridor. When the City Council adopted the Interim Ordinance at its January 5, 2016, meeting, we submitted a letter objecting to the Ordinance due to the impact it would have on our property at 1535 E. Pescadero Avenue. We reiterate those objections tonight and refer you back to our January 5th letter. We also have concerns about the "report" on tonight's consent agenda.

First, we object to the Council's inclusion of the report on the consent agenda, rather than taking it up as an independent item on the regular agenda. California Government Code Section 65858 requires the Council to "issue a written report describing the measures taken to alleviate the condition which led to the adoption of the ordinance." We contend the Council's adoption of the staff report by consent and without discussion would fail to meet the Council's statutory obligations—especially given the substantial objections raised by landowners in the area impacted by the Interim Ordinance.

Our second concern is with the substance of the report itself. It appears the only report to be issued is the list of "City steps being taken to address the I-205 Corridor" as set forth on page 2 of the agenda item. However, a review of the "steps" indicates the City has really done very little to address the concerns the Interim Ordinance was intended to address—and has done nothing at all since the Interim Ordinance was adopted.

The five steps listed in the report are as follows: (1) review the existing General Plan designations along the corridor; (2) review the existing zoning designations along the corridor;

YRC Worldwide Inc.
10990 Roe Avenue
Overland Park, KS 66211
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yrcw.com



(3) review the proposed new Design Guidelines; (4) review the Economic Forecast of demand for retail land use; and (5) research and review various land use regulations for possible applicability to the I-205 Corridor. All of these steps took place well before the Interim Ordinance was adopted on January 5th. The text of the Interim Ordinance itself indicates the City Council had already reviewed the General Plan, the existing zoning designations, the proposed Design Guidelines, the Economic Forecast, and possible zoning alternatives. None of the steps indicated in the report are new.

This issue has obviously been under discussion for many months with little apparent progress. The Interim Ordinance was adopted on January 5th for the specific purpose of delaying the development of a portion of our property so the City Council can change the rules of the game to make that development more difficult, if not impossible. In two weeks, we expect you will consider extending the Interim Ordinance further—until early 2017. In the meantime, our property and its potential development have been held in limbo and that uncertainty would continue if the extension is approved.

For these reasons, we ask that you reject the proposed “report” and allow the Interim Ordinance to expire. Thank you for your consideration.

Sincerely,

A handwritten signature in black ink, appearing to read "Christopher J. Masoner", written in a cursive style.

Christopher J. Masoner
Counsel
Chris.Masoner@yrcw.com

cc: Dan Sodergren, City Attorney, via email
Nora Pimentel, City Clerk, via email
Stephen Cassidy, Pepple Cantu Schmidt PLLC, via email