

NOTICE OF SPECIAL MEETING

Pursuant to Section 54956 of the Government Code of the State of California, a Special meeting of the **Tracy City Council** is hereby called for:

Date/Time: **Tuesday, February 16, 2016, 4:30 p.m.**
(or as soon thereafter as possible)

Location: **Room 203, City Hall**
333 Civic Center Plaza, Tracy

Government Code Section 54954.3 states that every public meeting shall provide an opportunity for the public to address the Tracy City Council on any item, before or during consideration of the item, however no action shall be taken on any item not on the agenda.

1. Call to Order
2. Roll Call
3. Items from the Audience - *In accordance with Procedures for Preparation, Posting and Distribution of Agendas and the Conduct of Public Meetings, adopted by Resolution 2015-052 any item not on the agenda brought up by the public at a meeting, shall be automatically referred to staff. If staff is not able to resolve the matter satisfactorily, the member of the public may request a Council Member to sponsor the item for discussion at a future meeting.*
4. CITY COUNCIL WORKSHOP REGARDING LAND USE, DEVELOPMENT STANDARDS AND DESIGN GUIDELINES FOR NEW DEVELOPMENT ALONG INTERSTATE 205 (I-205) WITHIN THE CITY LIMITS
5. Adjournment



Mayor

February 11, 2016

The City of Tracy complies with the Americans with Disabilities Act and makes all reasonable accommodations for the disabled to participate in public meetings. Persons requiring assistance or auxiliary aids in order to participate should call City Hall (209-831-6105), at least 24 hours prior to the meeting.

Any materials distributed to the majority of the Tracy City Council regarding any item on this agenda will be made available for public inspection in the City Clerk's office located at 333 Civic Center Plaza, Tracy, during normal business hours.

February 16, 2016

AGENDA ITEM 4

REQUEST

CITY COUNCIL WORKSHOP REGARDING LAND USE, DEVELOPMENT STANDARDS AND DESIGN GUIDELINES FOR NEW DEVELOPMENT ALONG INTERSTATE 205 (I-205) WITHIN THE CITY LIMITS

EXECUTIVE SUMMARY

This agenda item is a workshop to discuss potential options for regulating development along the I-205 corridor and their possible economic effects.

DISCUSSION

On January 5, 2016, Council further discussed future development along the I-205 corridor, east of Tracy Boulevard, as well as throughout the entire I-205 corridor within the city limits. In an effort to allow the time to study the I-205 corridor to determine the next steps, Council adopted an interim ordinance, preventing any new warehouse or distribution project approvals along the I-205 freeway, east of Tracy Boulevard for a period of 45 days. During that discussion Council also indicated interest in discussing the entire I-205 corridor, including areas west of Tracy Boulevard in order to better understand the whole corridor.

Staff has compiled a map and list of all of the properties that lie within 500 feet of the freeway that are within the City's General Plan Sphere of Influence (Attachment A). The list indicates which parcels are vacant, the current zoning, and General Plan and Specific Plan land use designations. Such a list will allow Council to envision how the area may be developed under current standards to determine if land use or regulatory (design/development standards) changes are something Council wants to explore.

As previously discussed at Council meetings on October 9, and December 15, 2015, there are several things that Council may consider to define and achieve their goal of appropriate development along the I-205 corridor. Staff has identified four potential means to achieve that goal, including new architectural and site plan design goals and standards, an overlay zone, and rezones/General Plan amendments. One or more of these options may be effective alone, or in combination.

Option 1 - Design Standards: Draft Design Goals and Standards were discussed with Council on December 15, 2015, and Council indicated general agreement in the direction that such standards would provide for development, but there was also significant discussion at that time regarding land use, and whether or not changes to land use should be considered. Approximate cost: \$35,400 has already been appropriated. Time range: Two additional months.

Option 2 - Overlay Zone: Adopting an overlay zone could be an effective way to regulate the development of the land within the study area. An overlay zone would add

additional requirements to any development within the zone, while still maintaining the existing zoning regulations. For example, the zoning may currently allow light industrial development of any kind on a property within the M-1 zone, but an overlay zone could further restrict development by limiting certain land uses, building size or height, by requiring additional landscaping, architecture, etc. The Cordes Ranch Specific Plan has such an overlay zone for properties within 500 feet of the freeway. Approximate cost: \$50,000. Time range: Four to six months, depending on complexity.

Option 3 - Development Permit Process: The zoning district and/or Specific Plan in which a property is located determines the process followed for evaluation of a project. The process can range from Development Services Director approval to City Council approval, depending on the location. City Council can modify review processes to require Planning Commission and/or City Council review and approval for development adjacent to the freeway in locations where that is not yet a requirement. Approximate cost: Staff time. Time range: Six months.

Option 4 - Rezone and amend the General Plan: In order to significantly modify the allowable land uses and therefore the appearance of development along the I-205 corridor, Council can consider changing the allowable land uses in the study area, through rezoning and General Plan amendments. This approach would require outreach to property owners and significant environmental studies (considering potential changes in traffic patterns, water use, population density, etc.), as well as consideration of the potential impacts to economic development and the existing market forces. For example, while the City Council focus thus far has been discussion east of Tracy Boulevard, there are significant amounts of land identified for industrial development near the future Lammers Road/I-205 interchange and east of the City limit line. Approximate cost: \$200,000. Time range: One year.

Development Tool Matrix - In order to aid in the discussion, a matrix identifying various development regulation tools has been prepared (Attachment B). The matrix identifies the relevant regulation tools applicable to any properties within the study area. Those tools are then identified on the list of all parcels (Attachment C) within 500 feet of the freeway in order to show how different regulations are applied to the corridor.

Cordes Ranch Specific Plan (CRSP) Overlay Example

Within the Cordes Ranch Specific Plan, properties within 500 feet of I-205 fall within the "I-205 Overlay" zone. The purpose of that overlay is to take advantage of the high visibility of properties along I-205 by promoting a mix of land uses and requiring higher development standards with emphasis on building orientation, architectural design, and landscaping (Attachment D). That overlay zone, for example, regulates the following:

- Floor Area Ratio - The maximum FAR in the overlay is 40 percent, lower than that allowable for larger warehouse-type uses, but higher than a typical commercial FAR (30 percent)
- Building Height - The maximum building height is limited to 80 feet, rather than 100 feet as permitted in the Business Park Industrial (BPI) zone.

- Building Setbacks - The building setback vary along different streets based on the street size and purpose, and can range from ten to 30 feet. However, in the overlay, the building setback from I-205 is required to be a minimum of 100 feet.
- Landscaping - Enhanced landscaping is required along the I-205 frontage both for screening and to provide a unified theme for the project as seen from the freeway.
- Land Use - The overlay zone prohibits some land uses that are otherwise allowed when not in proximity to the freeway, and adds additional restrictions to others. For example, even though the underlying zoning in the entire overlay is BPI, there are five particular land uses that are permitted in typical BPI zoning, but not permitted at all in the overlay zone (contract construction, construction equipment and material storage, equipment rental and sales, recycling collection facilities, and warehouse/distribution facilities). Other examples are off-site truck/trailer parking and storage and truck stops are conditionally permitted in BPI and not permitted in the overlay. For manufacturing uses, a building size limitation of 75,000 square feet is set in the overlay zone, and no outdoor storage is allowable throughout the overlay.
- Building Orientation - Within the overlay, loading docks and service doors may not face I-205, and buildings are to be oriented in a way that screen any such doors from the freeway (even if they don't face the freeway), through building design, building orientation, and/or screen walls.
- Architecture - Above and beyond the CRSP's architectural guidelines, projects within the overlay zone should also include additional/enhanced articulation of the walls and rooflines.
- Permitting process - Within the overlay zone, all projects must be reviewed and approved by Planning Commission and City Council, rather than by the Development Services Director as is the case for all other areas within the CRSP.

Economic Development Trends and Analytics

The purpose of this section is to provide information on trends, market demand and other relevant data to assist in the discussion related to land use and design guidelines along the I-205 corridor. The information below provides a summary for retail and office/light industrial use types in general terms and how that relates to the City of Tracy.

Retail: The Changing Face of Retail

The broader retail industry is going through significant change. E-Commerce continues to impact brick and mortar retail decisions. Starbucks CEO cited, "We're witnessing a 'seismic change' in retail", in a recent article published in the *Business Insider*. The article reported e-Commerce shopping as the new developing trend that will directly affect the physical retail environment. "Sales and earnings are down, but costs for labor are climbing. Macy's, Nordstrom, and Sears are all limping along." It further reports that big box retailers, such as Walmart and Macy's have announced store closures and are moving toward a new e-Commerce model due to a significant amount of shoppers

spending more online. It also addresses millennials, younger teens, or Generation Z, as being even more predisposed to e-Commerce.

Another article highlighting this recent trend is The Wall Street Journal disclosing Canada's Brookfield Asset Management's recent offer to purchase Rouse properties. Rouse Properties, Inc. is the owner of the West Valley Mall. This article discusses the excess supply and closure of shopping malls nationwide in light of the recent recession, as well as the pressure put on from the rise of e-Commerce. Both articles have been included with this report under Attachments E and F.

As for the local market, BAE Urban Economics identified the City of Tracy as holding a strong position within the Primary Market Area (PMA) for taxable sales generating businesses, while reporting a capture of 57% of the taxable sales for the region in 2014. The recent I-205 Corridor Retail Demand Study prepared by BAE Urban Economics identified the City of Tracy's strong performing retail industries as motor vehicle and parts dealers, home furnishings and appliances, gasoline stations and general merchandise.

The study further reported the City of Tracy's forecasted retail growth and development needs between 2015-2030 as 15.64 acres of new construction for motor-vehicle related retail and 72.08 acres for all other new retail land development. Of this amount, 65 acres of new development demand is estimated for the I-205 Corridor through this 2030 timeframe.

BAE Urban Economics and City staff estimated 600 acres of current and future available land for new retail development on the I-205 Corridor from the Alameda County line to the west to the City limit line on the east. 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. These estimates exclude any future developable commercial land supply in South Tracy located at Tracy Hills, Ellis or Red Maple Village.

In discussions with property owners and real estate professionals' active in leasing space and selling land for retail use, they have indicated that it is hard to attract smaller retailers without having a large scale retail anchor. To quote a local real estate professional, "Retail follows retail."

Recently, Dan Hoady, owner of the former outlet center, reached out to economic development staff recently regarding his struggle to attract general retail users. He has had to realign his business attraction focus to more of a destination, office/service retail center.

As you can see from this information on trends, market data and testimonials, it is clear the retail industry is in a state of transformation. This changing environment makes it difficult to predict the impact it may have on the City of Tracy and future retail development. Although it is common and anticipated to have development along planned and future interchanges to meet highway services and retail needs. The City's Economic Development staff will likely be incorporating more time to work with retail developers and shop owners to maintain a balance for current and future success.

Office/Light Industrial Market Demand

Although a study was not performed specific to the needs of professional office development, it is important to note that sources active in the leasing and sale of commercial office facilities have indicated that with an improving economy, the Finance, Insurance and Real Estate (FIRE) and Professional Scientific and Technical industry demand should pick up over the next several years. Total existing office space is estimated at 500,000± square feet within the City of Tracy with an estimated vacancy rate of 5%.

While long-term demand for light industrial/manufacturing was not conducted, this market is anticipated to grow over time as available space becomes even more constrained in the Tri-Valley area. As a way of analyzing past demand, which may lead to future trends, staff reached out to the San Joaquin Partnership and looked at historical city data.

According to the San Joaquin Partnership client records, market demand over the past ten years reflected 844 industrial inquiries considering a site location in San Joaquin County. Of those 844 requests, 705 had a prospective use of manufacturing and/or logistics. The requested maximum average size building for manufacturing use was less than 175,000 square feet with the maximum average for logistics use being 320,000 square feet. It was noted that only 16 manufacturers and 17 logistics/e-Commerce uses required a building size over 1,000,000 square feet.

Table 1 reflects a snapshot of new construction in the City of Tracy over past ten years for retail, office and industrial uses.

TABLE 1

City of Tracy's New Construction (Past Ten Years)			
<u>By Year</u>	<u>Retail</u>	<u>Office</u>	<u>Industrial</u>
2006	17	4	13
2007	1	4	5
2008	7	0	3
2009	1	0	0
2010	0	0	0
2011	0	0	0
2012	1	0	1
2013	0	0	1
2014	1	0	1
2015	2	0	2
Totals	30	8	26
<i>Average Sq. Ft.</i>	<i>14,596</i>	<i>13,143</i>	<i>253,522</i>

The City of Tracy has seen user demand for industrial space at an average of 96,000± square feet over the past ten years as reflected in Table 2. Total industrial inventory is estimated at 21 million square feet with a 6.7% vacancy rate. The lack of available inventory has sparked the interest of the real estate community for new speculative development.

TABLE 2

City of Tracy's Industrial Space Demand (Past Ten Years)				
Year	Total SF	No. of Users	Range - SF	Average – SF
2006	1,002,300	7	2,500-to-755,400	143,186
2007	3,135	1	3,135	3,135
2008	805,985	8	2,500-to-657,600	100,748
2009	1,267,609	7	3,123-to-827,280	181,087
2010	246,426	4	4,356-to-225,000	61,607
2011	705,436	7	6,700-to-390,280	100,777
2012	32,100	5	2,300-to-15,000	6,420
2013	1,887,123	9	7,000-to-1,017,353	209,680
2014	303,386	12	2,700-to-100,000	25,282
2015	2,492,592	19	1,250-to-1,100,000	131,189
<i>Ten Year Average</i>				96,311

While this historic data and current findings may assist Council in the I-205 discussion, it should be noted that future market demand for these industries in the area will depend on a number of factors, which include development of Legacy Fields, River Islands, Mountain House, and the market impact of e-Commerce to name a few. Additionally, despite industry trends, community sentiment for longer range has a bearing on how the I-205 corridor is planned.

STRATEGIC PLANS

This discussion is not related to the Council's Strategic Plans.

FISCAL IMPACT

No Fiscal Impact; Direction Only

RECOMMENDATION

Staff recommends that Council discuss development along the I-205 corridor and provide policy direction to staff for further action.

ATTACHMENTS

Attachment A—Map along I-205 Corridor

Attachment B—Development Tool Matrix

Attachment C— List of all properties within 500 feet of I-205

Attachment D—Excerpts from the Cordes Ranch Specific Plan I-205 Overlay Zone

Attachment E— “STARBUCKS CEO: We’re witnessing a ‘seismic change’ in retail”,
Business Insider, January 22, 2016

Attachment F—“Brookfield Asset Management Offers All Cash for Rouse Properties”,
The Wall Street Journal, January 19, 2016

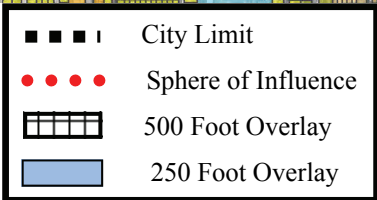
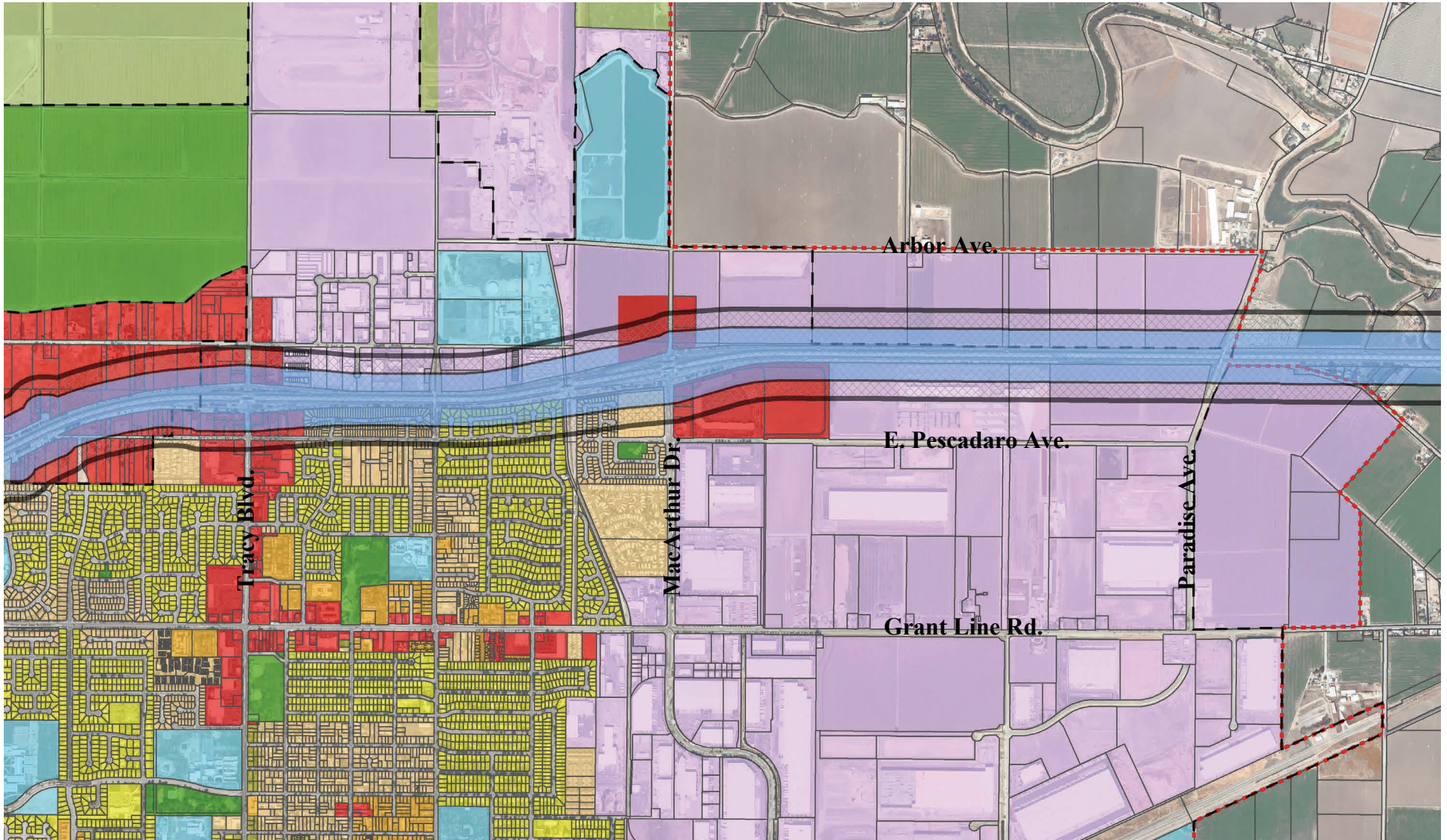
Prepared by: Victoria Lombardo, Senior Planner
Shelley Burcham, Economic Development Manager
Bill Dean, Assistant Development Services Director

Reviewed by: Andrew Malik, Development Services Director
Stephanie Garrabrant-Sierra, Assistant City Manager

Approved by: Troy Brown, City Manager

I-205 Corridor - General Plan

Attachment A



	Planning Tool	Description
1	General Plan Policy	Broad policy direction-sets intended land use - Broad sense of vision
2	Specific Plan	Site-specific policy (zoning), sets specific vision, land uses and development standards for an area
3	Zoning	Sets specific land uses and developmet standards by parcel
4	Overlay Zone	Zoning tool that sets development regulations and/or processing requirements for a given geography
5	Design Guidelines	Regulatory tool for evaluting development applications-we have City-wide Design Goals and Standards, as well as more specific design requirements within each Specific Plan adjacent to the freeway: I-205, Cordes Ranch, NEI, ISP, RSP
6	Permit Process	Sets the approving body for a site/area: Development Services Director (staff), Planning Commission, or City Council

I-205 Corridor Parcel Inventory

ATTACHMENT C

Grouping 1

January 2016

Alameda County Line and Cordes Ranch Specific Plan

Physical Address	Parcel Number	Size (Acreage)	Annexed (City or County)	Zoning	General Plan Designation	Existing Tools
24487 MOUNTAIN HOUSE PKWY	20908023	64.78	County	N/A	Industrial	1
Undesignated	20908009	1.46	County	N/A	Industrial	1
24099 MOUNTAIN HOUSE PKWY	20908037	39.46	City	CRSP - Business Park Industrial (BPI)	Industrial	1, 2, 3, 4, 5, 6
24177 MOUNTAIN HOUSE PKWY	20908024	9.61	City	CRSP - Park (P)	Park	1, 2, 3, 4, 5, 6
Undesignated	20908038	26	City	CRSP - Business Park Industrial (BPI)/General Commercial (GC)	Industrial/Commercial	1, 2, 3, 4, 5, 6
Undesignated	20908039	81	City	CRSP - Business Park Industrial (BPI)/General Commercial (GC)	Industrial/Commercial	1, 2, 3, 4, 5, 6
Undesignated	20908040	9	City	CRSP -General Commercial (GC)	Commercial/Industrial/Office	1, 2, 3, 4, 5, 6
24081 MOUNTAIN HOUSE PKWY	20908006	3.42	City	CRSP - Business Park Industrial (BPI)	Industrial	1, 2, 3, 4, 5, 6
Undesignated	20946032		City	CRSP -General Commercial (GC)	Commercial	1, 2, 3, 4, 5, 6
Undesignated	20946033		City	CRSP - Business Park Industrial (BPI) & General Office (GO)	Industrial/Office	1, 2, 3, 4, 5, 6
24007 HANSEN RD	20946031	106.25	City	CRSP - Business Park Industrial (BPI)	Industrial	1, 2, 3, 4, 5, 6
23928 HANSEN RD	20940001	4.86	City	CRSP - General Office (GO)	Office	1, 2, 3, 4, 5, 6
24080 HANSEN RD	20940002	12.61	City	CRSP - General Office (GO)	Office	1, 2, 3, 4, 5, 6

Grouping 2

Gateway Planned Unit Development

Physical Address	Parcel Number	Size (Acreage)	Annexed (City or County)	Zoning	General Plan Designation	Existing Tools
23944 HANSEN RD	20940006	35.64	City	PUD-Gateway	Office	1, 2, 3, 5, 6
23966 HANSEN RD	20940007	86.7	City	PUD-Gateway	Office/Commercial	1, 2, 3, 5, 6
Undesignated	20947001	56.63	City	PUD-Gateway	Commercial/Office/Open Space	1, 2, 3, 5, 6
Undesignated	20947003	19.32	City	PUD-Gateway	Office	1, 2, 3, 5, 6

Grouping 3

Urban Reserve 3 & 4

Physical Address	Parcel Number	Size (Acreage)	Annexed (City or County)	Zoning	General Plan Designation	Existing Tools
Undesignated	20941026	26.43	County	Undesignated	Urban Reserve 3	1
23700 S GRUNAUER RD	20941030	18.66	County	Undesignated	Urban Reserve 3	1

14900 VON SOSTEN RD	20926001	86.72	County	Undesignated	Urban Reserve 3	1
Undesignated	20926002	81.29	County	Undesignated	Urban Reserve 3	1
Undesignated	20926004	30.25	County	Undesignated	Urban Reserve 3	1
Undesignated	20926021	12.54	County	Undesignated	Urban Reserve 3	1
13650 W BYRON RD	20926006	2.72	County	Undesignated	Urban Reserve 3	1
13613 W BYRON RD	20926020	11.78	County	Undesignated	Urban Reserve 3	1
23919 S LAMMERS RD	20926013	185.02	County	Undesignated	Urban Reserve 4	1
23199 S LAMMERS RD	20926007	2.67	County	Undesignated	Urban Reserve 4	1

Grouping 4

I-205 Expansion Area

Physical Address	Parcel Number	Size (Acreage)	Annexed (City or County)	Zoning	General Plan Designation	Existing Tools
3388 W GRANT LINE RD	20927026	20.08	City	I-205 Specific Plan - General Commercial (GC)	Commercial	1, 2, 3, 5, 6
Undesignated	20927031	3	City	I-205 Specific Plan - General Commercial (GC)	Commercial	1, 2, 3, 5, 6
3580 W GRANT LINE RD	20927030	17.04	City	I-205 Specific Plan - General Commercial (GC)	Commercial	1, 2, 3, 5, 6
3610 W GRANT LINE RD	20927010	1.679	City	I-205 Specific Plan - General Commercial (GC)	Commercial	1, 2, 3, 5, 6
3644 W GRANT LINE RD	20927011	0.5	City	I-205 Specific Plan - General Commercial (GC)	Commercial	1, 2, 3, 5, 6

Grouping 5

I-205 Power Centers and West Valley Mall

Physical Address	Parcel Number	Size (Acreage)	Annexed (City or County)	Zoning	General Plan Designation	Existing Tools
3250 W GRANT LINE RD	23860006	16.37	City	I-205 Specific Plan - General Commercial (GC)	Commercial	1, 2, 3, 5, 6
Undesignated	23860008	5.96	City	I-205 Specific Plan - General Commercial (GC)	Commercial	1, 2, 3, 5, 6
3010 W GRANT LINE RD	23860010	13.5	City	I-205 Specific Plan - General Commercial (GC)	Commercial	1, 2, 3, 5, 6
2994 W GRANT LINE RD	23860011	1.227	City	I-205 Specific Plan - General Commercial (GC)	Commercial	1, 2, 3, 5, 6
2960 W GRANT LINE RD	23860012	2.18	City	I-205 Specific Plan - General Commercial (GC)	Commercial	1, 2, 3, 5, 6
2980 W GRANT LINE RD	23860013	0.99	City	I-205 Specific Plan - General Commercial (GC)	Commercial	1, 2, 3, 5, 6
2940 W GRANT LINE RD	23860014	1.863	City	I-205 Specific Plan - General Commercial (GC)	Commercial	1, 2, 3, 5, 6
2890 W GRANT LINE RD	23860015	0.78	City	I-205 Specific Plan - General Commercial (GC)	Commercial	1, 2, 3, 5, 6
2886 W GRANT LINE RD	23860016	3.23	City	I-205 Specific Plan - General Commercial (GC)	Commercial	1, 2, 3, 5, 6
2884 W GRANT LINE RD	23860017	1.33	City	I-205 Specific Plan - General Commercial (GC)	Commercial	1, 2, 3, 5, 6
2880 W GRANT LINE RD	23860018	0.578	City	I-205 Specific Plan - General Commercial (GC)	Commercial	1, 2, 3, 5, 6
2870 W GRANT LINE RD	23860019	0.596	City	I-205 Specific Plan - General Commercial (GC)	Commercial	1, 2, 3, 5, 6
2860 W GRANT LINE RD	23860020	1.31	City	I-205 Specific Plan - General Commercial (GC)	Commercial	1, 2, 3, 5, 6

Undesignated	23860021	2.11	City	I-205 Specific Plan - General Commercial (GC)	Commercial	1, 2, 3, 5, 6
2855 W GRANT LINE RD	21229021	2.95	City	I-205 Specific Plan - Freeway Commercial (FC)	Commercial	1, 2, 3, 5, 6
2785 W GRANT LINE RD	21229020	1.63	City	I-205 Specific Plan - Freeway Commercial (FC)	Commercial	1, 2, 3, 5, 6
2745 W GRANT LINE RD	21229019	0.77	City	I-205 Specific Plan - Freeway Commercial (FC)	Commercial	1, 2, 3, 5, 6
2615 W GRANT LINE RD	21229017	1.29	City	I-205 Specific Plan - Freeway Commercial (FC)	Commercial	1, 2, 3, 5, 6
Undesignated	21229049	1.3	City	I-205 Specific Plan - Freeway Commercial (FC)	Commercial	1, 2, 3, 5, 6
Undesignated	21229042	0.304	City	I-205 Specific Plan - Freeway Commercial (FC)	Commercial	1, 2, 3, 5, 6
Undesignated	21229048	0.939	City	I-205 Specific Plan - Freeway Commercial (FC)	Commercial	1, 2, 3, 5, 6
Undesignated	21229039	2.78	City	I-205 Specific Plan - Freeway Commercial (FC)	Commercial	1, 2, 3, 5, 6
2730 NAGLEE RD	21229008	1.81	City	I-205 Specific Plan - Commercial Center (CC)	Commercial	1, 2, 3, 5, 6
2400 NAGLEE RD	21205062	1.46	City	I-205 Specific Plan - Commercial Center (CC)	Commercial	1, 2, 3, 5, 6
2790 NAGLEE RD	21205060	7.96	City	I-205 Specific Plan - Commercial Center (CC)	Commercial	1, 2, 3, 5, 6
2800 NAGLEE RD	21205023	8.11	City	I-205 Specific Plan - Commercial Center (CC)	Commercial	1, 2, 3, 5, 6
3150 NAGLEE RD	21205052	42.09	City	I-205 Specific Plan - Commercial Center (CC)	Commercial	1, 2, 3, 5, 6
Undesignated	21205042	2.07	City	I-205 Specific Plan - Commercial Center (CC)	Commercial	1, 2, 3, 5, 6
Undesignated	21205041	0.987	City	I-205 Specific Plan - Commercial Center (CC)	Commercial	1, 2, 3, 5, 6
Undesignated	21205040	0.94	City	I-205 Specific Plan - Commercial Center (CC)	Commercial	1, 2, 3, 5, 6
Undesignated	21205039	0.94	City	I-205 Specific Plan - Commercial Center (CC)	Commercial	1, 2, 3, 5, 6
3100 N CORRAL HOLLOW RD	21205038	0.98	City	I-205 Specific Plan - Commercial Center (CC)	Commercial	1, 2, 3, 5, 6
3125 N CORRAL HOLLOW RD	21226007	1.13	City	I-205 Specific Plan - General Commercial (GC)	Commercial	1, 2, 3, 5, 6
3095 N CORRAL HOLLOW RD	21226008	1.57	City	I-205 Specific Plan - General Commercial (GC)	Commercial	1, 2, 3, 5, 6
3055 N CORRAL HOLLOW RD	21226009	0.461	City	I-205 Specific Plan - General Commercial (GC)	Commercial	1, 2, 3, 5, 6

Grouping 6

I-205 Fronting Grant Line to Corral Hollow

Physical Address	Parcel Number	Size (Acreage)	Annexed (City or County)	Zoning	General Plan Designation	Existing Tools
2565 BRIDLE CREEK CT	23860027	20.24	City	I-205 Specific Plan - General Commercial (GC)	Commercial	1, 2, 3, 5, 6
Undesignated	23860026	2.02	City	General Highway Commercial (GHC)	Commercial	1, 3, 5, 6
2420 W GRANT LINE RD	23860025	5.81	City	General Highway Commercial (GHC)	Commercial	1, 3, 5, 6
2480 TOSTE RD	23860024	1.44	City	General Highway Commercial (GHC)	Commercial	1, 3, 5, 6
2351 TOSTE RD	23860023	1.24	City	General Highway Commercial (GHC)	Commercial	1, 3, 5, 6
Undesignated	23819007	3.6	City	General Highway Commercial (GHC)	Commercial	1, 3, 5, 6
Undesignated	23819022	0.99	City	General Highway Commercial (GHC)	Commercial	1, 3, 5, 6
2360 W GRANT LINE RD	23819001	0.947	City	General Highway Commercial (GHC)	Commercial	1, 3, 5, 6

2375 W GRANT LINE RD	21402017	1.636	City	Highway Service (HS)	Commercial	1, 3, 5, 6
Undesignated	21402033	3.2	City	General Highway Commercial (GHC)	Commercial	1, 3, 5, 6
2430 JOE POMBO PKWY	21402020	0.91	City	General Highway Commercial (GHC)	Commercial	1, 3, 5, 6
2251 W GRANTLINE RD	21402032	3.07	City	General Highway Commercial (GHC)	Commercial	1, 3, 5, 6
2185 W GRANT LINE RD	21402029	9	City	General Highway Commercial (GHC)	Office	1, 3, 5, 6
Undesignated	21456004	0.76	City	General Highway Commercial (GHC)	Office	1, 3, 5, 6
2151 W GRANT LINE RD	21402025	1.06	City	General Highway Commercial (GHC)	Office	1, 3, 5, 6
Undesignated	21402034	1.37	City	General Highway Commercial (GHC)	Office	1, 3, 5, 6
Undesignated	21402035	1.19	City	General Highway Commercial (GHC)	Office	1, 3, 5, 6
2115 W GRANT LINE RD	21402012	0.739	City	General Highway Commercial (GHC)	Office	1, 3, 5, 6
22393 S CORRAL HOLLOW RD	21402009	1.97	City	General Highway Commercial (GHC)	Office	1, 3, 5, 6
2705 N CORRAL HOLLOW RD	21402008	2.02	City	General Highway Commercial (GHC)	Office	1, 3, 5, 6
2755 N CORRAL HOLLOW RD	21402007	0.95	City	General Highway Commercial (GHC)	Office	1, 3, 5, 6
2775 N CORRAL HOLLOW RD	21402006	0.95	City	General Highway Commercial (GHC)	Office	1, 3, 5, 6
2805 N CORRAL HOLLOW RD	21402005	0.95	City	General Highway Commercial (GHC)	Office	1, 3, 5, 6
2875 N CORRAL HOLLOW RD	21402004	0.96	City	General Highway Commercial (GHC)	Office	1, 3, 5, 6
2905 N CORRAL HOLLOW RD	21402003	0.91	City	General Highway Commercial (GHC)	Office	1, 3, 5, 6
2955 N CORRAL HOLLOW RD	21402002	0.6	City	General Highway Commercial (GHC)	Office	1, 3, 5, 6
2995 N CORRAL HOLLOW RD	21402001	0.29	City	General Highway Commercial (GHC)	Office	1, 3, 5, 6

Grouping 7

Larch-Clover County Island

Physical Address	Parcel Number	Size (Acreage)	Annexed (City or County)	Zoning	General Plan Designation	Existing Tools
Undesignated	21226025	1.16	County	Undesignated	Commercial	1
Undesignated	21226024	1.43	County	Undesignated	Commercial	1
872 S CORRAL HOLLOW RD	21226012	4.68	County	Undesignated	Commercial	1
451 S CORRAL HOLLOW RD	21226013	0.16	County	Undesignated	Commercial	1
11970 W CLOVER RD	21226014	1.82	County	Undesignated	Commercial	1
11930 W CLOVER RD	21226015	0.91	County	Undesignated	Commercial	1
11878 W CLOVER RD	21226016	0.91	County	Undesignated	Commercial	1
11830 W CLOVER RD	21226017	0.91	County	Undesignated	Commercial	1
1111 W CLOVER RD	21226018	3.19	County	Undesignated	Commercial	1
24758 W CLOVER RD	21226019	2.29	County	Undesignated	Commercial	1
11650 W CLOVER RD	21226020	1.47	County	Undesignated	Commercial	1

970 W CLOVER RD	21226021	1.19	County	Undesignated	Commercial	1
11560 W CLOVER RD	21226022	1.16	County	Undesignated	Commercial	1
11500 W CLOVER RD	21226023	0.98	County	Undesignated	Commercial	1
544 W CLOVER RD	21219041	1.67	County	Undesignated	Commercial	1
11475 W CLOVER RD	21219040	1.62	County	Undesignated	Commercial	1
11447 W CLOVER RD	21219039	1.59	County	Undesignated	Commercial	1
11413 W CLOVER RD	21219038	3.76	County	Undesignated	Commercial	1
11333 W CLOVER RD	21219037	0.82	County	Undesignated	Commercial	1
11299 W CLOVER RD	21219033	1	County	Undesignated	Commercial	1
11251 W CLOVER RD	21219032	1.07	County	Undesignated	Commercial	1
11251 W CLOVER RD	21217043	3.49	County	Undesignated	Commercial	1
3972 W LARCH RD	21217039	1.02	County	Undesignated	Commercial	1
8031 W LARCH RD	21217038	0.239	County	Undesignated	Commercial	1
1181 W LARCH RD	21217042	8.59	County	Undesignated	Commercial	1
1852 W LARCH RD	21217041	1	County	Undesignated	Commercial	1
3972 W LARCH RD	21217040	4.77	County	Undesignated	Commercial	1
368 W LARCH RD	21217037	0.95	County	Undesignated	Commercial	1
36707 W LARCH RD	21217036	1.95	County	Undesignated	Commercial	1
10906 W LARCH RD	21217035	1.88	County	Undesignated	Commercial	1
8752 W LARCH RD	21217034	4.77	County	Undesignated	Commercial	1
1717 W LARCH RD	21217033	4.33	County	Undesignated	Commercial	1
22090 S CORRAL HOLLOW RD	21405001	2.01	County	Undesignated	Residential Medium	1
850 CORRAL HOLLOW RD	21405002	0.02	County	Undesignated	Residential Medium	1
850 CORRAL HOLLOW RD	21405003	7.37	County	Undesignated	Residential High	1
850 W CLOVER RD	21405005	2.75	County	Undesignated	Residential Medium	1
11410 W CLOVER RD	21405006	0.42	County	Undesignated	Commercial	1
11404 W CLOVER RD	21405007	0.42	County	Undesignated	Commercial	1
11400 W CLOVER RD	21405008	0.52	County	Undesignated	Commercial	1
Undesignated	21405009	0.52	County	Undesignated	Commercial	1
28214 W CLOVER RD	21405010	0.92	County	Undesignated	Commercial	1
11328 W CLOVER RD	21405011	1.72	County	Undesignated	Commercial	1
7777 W CLOVER RD	21405012	2.41	County	Undesignated	Commercial	1
11240 W CLOVER RD	21418037	1.93	County	Undesignated	Commercial	1
41439 W CLOVER RD	21418036	1.94	County	Undesignated	Commercial	1

Undesignated	21418035	0.68	County	Undesignated	Commercial	1
11102 W CLOVER RD	21418034	1.87	County	Undesignated	Commercial	1
11071 W CLOVER RD	21418033	1.94	County	Undesignated	Commercial	1
11034 W CLOVER RD	21418032	0.97	County	Undesignated	Commercial	1
11000 W CLOVER RD	21418031	1.94	County	Undesignated	Commercial	1
41 W CLOVER RD	21418030	0.97	County	Undesignated	Commercial	1
10972 W CLOVER RD	21418029	0.97	County	Undesignated	Commercial	1
787 W CLOVER RD	21418028	0.97	County	Undesignated	Commercial	1
11930 W CLOVER RD	21418027	1.94	County	Undesignated	Commercial	1
Undesignated	21418047	1.94	County	Undesignated	Commercial	1
2561 W CLOVER RD	21418001	1.64	County	Undesignated	Commercial	1
4384 W CLOVER RD	21418002	0.34	County	Undesignated	Commercial	1
11045 W CLOVER RD	21418003	0.4	County	Undesignated	Commercial	1
Undesignated	21418045	1.7	County	Undesignated	Commercial	1
6588 W CLOVER RD	21418046	1.81	County	Undesignated	Commercial	1
10935 W CLOVER RD	21418005	0.18	County	Undesignated	Commercial	1
2707 W CLOVER RD	21418007	0.55	County	Undesignated	Commercial	1
1486 W CLOVER RD	21418008	0.58	County	Undesignated	Commercial	1
10843 W CLOVER RD	21418009	0.59	County	Undesignated	Commercial	1
10837 W CLOVER RD	21418010	0.59	County	Undesignated	Commercial	1
2740 W CLOVER RD	21418011	0.59	County	Undesignated	Commercial	1

Grouping 8

Tracy Blvd at I-205 Off/On Ramps

Physical Address	Parcel Number	Size (Acreage)	Annexed (City or County)	Zoning	General Plan Designation	Existing Tools
10908 W CLOVER RD	21418042	1.24	City	General Highway Commercial (GHC)	Commercial	1, 3, 5, 6
831 W CLOVER RD	21418043	0.94	City	General Highway Commercial (GHC)	Commercial	1, 3, 5, 6
14750 W CLOVER RD	21418044	1.03	City	General Highway Commercial (GHC)	Commercial	1, 3, 5, 6
2163 W CLOVER RD	21418016	1.39	City	General Highway Commercial (GHC)	Commercial	1, 3, 5, 6
568 N TRACY BLVD	21418017	0.922	City	Highway Service (HS)	Commercial	1, 3, 5, 6
358 W CLOVER RD	21418018	0.69	City	Highway Service (HS)	Commercial	1, 3, 5, 6
538 W CLOVER RD	21418019	0.88	City	Highway Service (HS)	Commercial	1, 3, 5, 6
Undesignated	21418020	0.5	City	Highway Service (HS)	Commercial	1, 3, 5, 6
11090 N TRACY BLVD	21421001	0.62	City	Highway Service (HS)	Commercial	1, 3, 5, 6

4502 N TRACY BLVD	21421002	1.3	City	Highway Service (HS)	Commercial	1, 3, 5, 6
4199 W CLOVER RD	21421006	0.99	City	Highway Service (HS)	Commercial	1, 3, 5, 6
Undesignated	21421007	1.03	City	Highway Service (HS)	Commercial	1, 3, 5, 6
Undesignated	21421005	1.91	City	Highway Service (HS)	Commercial	1, 3, 5, 6
3751 W LARCH RD	21217032	2.66	City	Highway Service (HS)	Commercial	1, 3, 5, 6
Undesignated	21217049	1.01	City	Highway Service (HS)	Commercial	1, 3, 5, 6
Undesignated	21217031	1.48	City	Highway Service (HS)	Commercial	1, 3, 5, 6
27 N TRACY BLVD	21217050	0.76	City	Highway Service (HS)	Commercial	1, 3, 5, 6
Undesignated	21217028	0.59	City	Highway Service (HS)	Commercial	1, 3, 5, 6
Undesignated	21217029	0.18	City	Highway Service (HS)	Commercial	1, 3, 5, 6
Undesignated	21217030	0.59	City	Highway Service (HS)	Commercial	1, 3, 5, 6
535 N TRACY BLVD	21225001	1.2	City	Highway Service (HS)	Commercial	1, 3, 5, 6
535 N TRACY BLVD	21225002	0.71	City	Highway Service (HS)	Commercial	1, 3, 5, 6
Undesignated	21225003	0.6	City	Highway Service (HS)	Commercial	1, 3, 5, 6
Undesignated	21225004	3	City	Highway Service (HS)	Commercial	1, 3, 5, 6

Grouping 9

Tracy Blvd to MacArthur Blvd

Physical Address	Parcel Number	Size (Acreage)	Annexed (City or County)	Zoning	General Plan Designation	Existing Tools
Undesignated	21231039	3.08	City	Planned Unit Development (PUD)	Industrial	1, 3, 5, 6
Undesignated	21225006	2.95	City	Light Industrial (M-1)	Industrial	1, 3, 5, 6
39111 W LARCH RD	21225007	3.05	City	Light Industrial (M-1)	Industrial	1, 3, 5, 6
39111 W LARCH RD	21225008	2.56	City	Light Industrial (M-1)	Industrial	1, 3, 5, 6
Undesignated	21225009	0.82	City	Light Industrial (M-1)	Industrial	1, 3, 5, 6
2447 RHONDA WAY	21225010	1.75	City	Light Industrial (M-1)	Industrial	1, 3, 5, 6
2800 W LARCH RD	21225011	5.91	City	Light Industrial (M-1)	Industrial	1, 3, 5, 6
Undesignated	21225012	5.35	City	Light Industrial (M-1)	Industrial	1, 3, 5, 6
2990 N HOLLY DR	21225013	0.31	City	Light Industrial (M-1)	Industrial	1, 3, 5, 6
3880 HOLLY DR	21224001	1.34	City	Light Industrial (M-1)	Industrial	1, 3, 5, 6
Undesignated	21224002	2.82	City	Light Industrial (M-1)	Industrial	1, 3, 5, 6
30703 W HOLLY DR	21224003	4.07	City	Light Industrial (M-1)	Industrial	1, 3, 5, 6
1200 E LARCH RD	21224011	4.56	City	Light Industrial (M-1)	Industrial	1, 3, 5, 6
1343 E LARCH RD	21232018	2.59	City	Light Industrial (M-1)	Industrial	1, 3, 5, 6
Undesignated	21224010	5.11	City	Light Industrial (M-1)	Industrial	1, 3, 5, 6

Undesignated	21224007	0.28	City	Light Industrial (M-1)	Industrial	1, 3, 5, 6
Undesignated	21224006	1.03	City	Light Industrial (M-1)	Industrial	1, 3, 5, 6
Undesignated	21307036	7.37	City	Light Industrial (M-1)/Highway Service (HS)	Industrial/Commercial	1, 3, 5, 6
19930 N MACARTHUR RD	21307001	41	City	Light Industrial (M-1)/Highway Service (HS)	Industrial/Commercial	1, 3, 5, 6

Grouping 10

MacArthur Blvd to City Limit Line

Physical Address	Parcel Number	Size (Acreage)	Annexed (City or County)	Zoning	General Plan Designation	Existing Tools
Undesignated	21306035	0.07	City	I-205 Specific Plan - Freeway Commercial (FC)	Commercial	1, 2, 3, 5, 6
Undesignated	21306036	0.94	City	I-205 Specific Plan - Freeway Commercial (FC)	Commercial	1, 2, 3, 5, 6
Undesignated	21306025	1.58	City	Highway Service (HS)	Commercial	1, 3, 5, 6
Undesignated	21306024	1.58	City	Highway Service (HS)	Commercial	1, 3, 5, 6
Undesignated	21306023	1.58	City	Highway Service (HS)	Commercial	1, 3, 5, 6
19930 W ARBOR AVE	21306002	14.16	City	I-205 Specific Plan - Light Industrial (LI)	Industrial	1, 2, 3, 5, 6
16500 W ARBOR AVE	21306003	39.56	City	I-205 Specific Plan - Light Industrial (LI)	Industrial	1, 2, 3, 5, 6
19930 W ARBOR AVE	21306004	39.56	County	Undesignated	Industrial	1
7860 W ARBOR AVE	21306021	1	County	Undesignated	Industrial	1
7350 W ARBOR AVE	21306022	38.89	County	Undesignated	Industrial	1
7350 W ARBOR AVE	21306008	1.01	County	Undesignated	Industrial	1
19930 W ARBOR AVE	21306009	19.78	County	Undesignated	Industrial	1
19930 W ARBOR AVE	21306010	19.78	County	Undesignated	Industrial	1
41111 W ARBOR AVE	21306011	39.79	County	Undesignated	Industrial	1
3701 E PESCADERO AVE	21306037	1.06	City	I-205 Specific Plan - Freeway Commercial (FC)	Commercial	1, 2, 3, 5, 6
3710 N MACARTHUR DR	21306038	0.82	City	I-205 Specific Plan - Freeway Commercial (FC)	Commercial	1, 2, 3, 5, 6
3701 N MACARTHUR DR	21306039	0.81	City	I-205 Specific Plan - Freeway Commercial (FC)	Commercial	1, 2, 3, 5, 6
821 N MACARTHUR DR	21306016	1.56	City	I-205 Specific Plan - Freeway Commercial (FC)	Commercial	1, 2, 3, 5, 6
Undesignated	21306040	20.45	City	I-205 Specific Plan - General Commercial (GC)	Commercial	1, 2, 3, 5, 6
Undesignated	21306043	18.03	City	I-205 Specific Plan - General Commercial (GC)	Commercial	1, 2, 3, 5, 6
Undesignated	21306026	61.86	City	ISP	Industrial	1, 2, 3, 5, 6
Undesignated	21306020	14.04	City	ISP	Industrial	1, 2, 3, 5, 6
2002 W PESCADERO AVE	21306012	42.42	City	NEI - Light Industrial	Industrial	1, 2, 3, 5, 6
10876 E PESCADERO AVE	21306013	9.78	City	NEI - Light Industrial	Industrial	1, 2, 3, 5, 6



Permitted and Conditionally Permitted Uses

Uses	General Commercial (GC)	General Office (GO)	Business Park Industrial (BPI)	I-205 Overlay	Parks (P)
Agricultural Processing, Sales, and Services Includes: Packing and shipping of agricultural products. Processing, including canning freezing and dehydrating. Wine grape processing and making, wine bottling and packing, shipping.	NP	NP	p ¹	c ¹	NP
Business Services (e.g., reproduction, delivery, repair services, postal store, and restaurant supply.)	P	C	P	P	NP
Contract Construction	NP	NP	P	NP	NP
Construction Equipment & Material Storage	NP	NP	p ²	NP	NP
Day Care Centers (e.g., community care facilities)	C	P	C	C	NP
Eating and/or drinking establishment without a bar.	P	P	P	P	NP
Eating and/or drinking establishment (with or without entertainment) without serving alcohol and providing entertainment ⁷ after 11:00 p.m.	P	NP	NP	NP	NP
Eating and/or drinking establishment that serves alcohol and provides entertainment ⁷ after 11:00 p.m.	C	NP	NP	NP	NP
Equipment Rental and Sales	NP	NP	P	NP	NP
Gas & Service Stations with Accessory Retail Market	P	C	P	P	NP
Lodging (e.g., hotels, motels)	P	C	C	C	NP
Manufacturing, Processing, Assembly, Business Industrial Flex, including storage and shipping uses.	NP	NP	p ^{1,3}	p ^{1, 3, 4}	NP
Offices (e.g., Business, professional, laboratories, medical/ dental, financial services)	p ⁵	p ⁵	p ⁵	p ⁵	NP
Off-site Truck and Trailer Parking and Storage	NP	NP	C	NP	NP
Park & Ride or Off-site Parking Facilities	C	C	C	C	NP
Places of Assembly (e.g., places of worship, private clubs and related uses)	C	C	C	C	NP
Recreational, Educational & Instructional Uses (e.g., miniature golf, bowling alley, instructional or educational performing arts, gymnastics, post-secondary education (including school campus), vocational training, tutoring services, etc).	C	C	C	C	NP
Recycling Collection Facilities	NP	NP	p ¹	NP	NP
Retail & Consumer Services (e.g., building materials and hardware stores, garden center, clothing and shoe stores, department stores, drug stores and grocery stores, and personal services such as nail, hair and tanning salons).	P	NP	NP	C	NP
Retail & Consumer Services as ancillary uses oriented to serve the daily needs of workers in the GO and BPI	P	C	C	C	NP
Truck Stops, Truck Fuel Stations, Truck Wash Facilities, and Truck Repair services	NP	NP	c ⁶	NP	NP
Vehicle Sales, Service, & Rental	P	NP	c ⁸	C	NP
Warehouse & Distribution	NP	NP	P	NP	NP
Passive or active recreational uses	NP	NP	NP	NP	P
Pedestrian trails, and bicycle paths	P	P	P	P	P
Public Utilities	P	P	P	P	P

P = Permitted

C = Conditionally Permitted

NP = Not Permitted

Table 3.1, Permitted and Conditionally Permitted Uses

Parks (P)

The Parks Zone is designed to provide for open space areas and park facilities which offer recreational, cultural, entertainment, community gardens, and similar uses. In addition, the Parks Zone allows for the construction of certain types of flood control infrastructure to implement the citywide Storm Drainage Master Plan.

I-205 Overlay

The I-205 Overlay applies to property within 500 feet of I-205 to take advantage of the high visibility of properties adjacent to I-205. This area includes a refined range of uses from the BPI Zone to promote high visibility development opportunities that allow a blend of office with light assembly, manufacturing, and business industrial flex uses. The Overlay requires higher development standards with emphasis on building orientation, architectural design, and landscape planting and screening.

Table 3.1 Notes:

1. All of these uses must be conducted wholly within a building, including storage.
2. These outdoor storage uses must be completely screened from view from I-205 and public streets.
3. Includes accessory space for showrooms/sales.
4. Permitted only in buildings 75,000 square feet or smaller.
5. These uses shall be allowed to include interior warehousing and interior storage as an accessory use.
6. Truck stops are not permitted north of Capital Parks Drive or west of Mountain House Parkway.
7. "Entertainment" means such uses as live music, disc jockeys, dancing, karaoke, comedy shows, modeling, or live performances.
8. Only in I-205 Overlay with a Conditional Use Permit.

3.3 PERMITTED AND CONDITIONALLY PERMITTED USES

Table 3.1 presents the permitted and conditionally permitted land uses within the Project Area. In addition, accessory uses and temporary uses shall be allowed as provided in the Tracy Municipal Code, including temporary construction activities and on-site construction staging areas with concrete and/or asphalt batch facilities.

Nonconforming agricultural uses existing and operating at the date of Cordes Ranch Specific Plan adoption within the Project Area shall be broadly interpreted to allow continued agricultural operations until development in conformance with this Specific Plan occurs. Agricultural crops or operations may change to another, such as row crops to orchards, without the property losing its nonconforming status.

Table 3.2 presents the prohibited uses which will not be allowed to develop within any zoning district within the Cordes Ranch Specific Plan.

Prohibited Uses (All Categories)
Uses
Adult Businesses or Adult Uses as defined in the T.M.C.
Massage Parlors
Trash Transfer Stations
Outdoor Recycling Facilities
Composting Facilities
Junk Yards and Automobile Wrecking Yards
Explosives Handling
Funeral and Interment Services
Animal, Poultry, and Fish Farming, Including Breeding, Raising, Maintaining, or Slaughtering
Any Use Prohibited by State or Federal Law
Any Use Not Listed in Table 3.1.

Table 3.2, Prohibited Uses

3.4 DEVELOPMENT STANDARDS

Development standards have been prepared for each of the zoning districts outlined in Section 3.2. Table 3.3 presents the standards for development which include minimum setback requirements, maximum building heights, and landscape setbacks. No lot shall be created with size or dimensions rendering it incapable of meeting the land use, public utilities, or development standards of this Specific Plan.

Modifications in these standards may be necessary to respond to unique site characteristics and/or changes in development requirements to respond to market conditions. Modifications to these standards will require Planning Commission and City Council review through a Specific Plan amendment per the City of Tracy Municipal Code requirements. Unless otherwise established herein, all definitions and land use terms shall be as stated in the Tracy Municipal Code.

Development Standards by Zoning District				
	General Commercial (GC)	General Office (GO)	Business Park Industrial (BPI)	I-205 Overlay
Building Coverage and Height				
Floor Area Ratio (F.A.R.) maximum	30%	45%	50%	40%
Maximum Building Area	N/A	N/A	N/A	See Table 3.1 for building size limitations
Maximum Building Height ¹	80'	80'	100'	80'
Maximum Freestanding Light Pole Height ²	40'	30'	40'	40'
Minimum Building Setbacks (as measured from property line)				
Front Yard/Street Setback	See Private Frontage Landscaping for minimum building setbacks	See Private Frontage Landscaping for minimum building setbacks	See Private Frontage Landscaping for minimum building setbacks	See Private Frontage Landscaping for minimum building setbacks
Side Yard Setback (non street)	10'	10'	10'	10'
Rear Yard Setback (non street)	10'	10'	10'	10'
I-205 Setback	30'	30'	N/A	100'
Minimum Private Frontage Landscaping (as measured from property line)				
Mountain House Parkway	30'	30'	30'	30'
Capital Parks Drive	N/A	25'	25'	25'
New Schulte Road	30' @ Class 1 bike path 25' @ sidewalk	30' @ Class 1 bike path 25' @ sidewalk	30' @ Class 1 bike path 25' @ sidewalk	N/A
Old Schulte Road	25'	25'	25'	N/A
Hansen Road	25'	25'	25'	25'
Pavillion Parkway	25'	25'	25'	N/A
Street Section E	15' At Class 1 bike path 25' at sidewalk	15' At Class 1 bike path 25' at sidewalk	15' At Class 1 bike path 25' at sidewalk	15' At Class 1 bike path 25' at sidewalk
Street Section F	15'	15'	15'	15'
Street Section G	15'	15'	15'	15'
Street Section H	15'	15'	15'	15'
Street Section I	15'	15'	15'	N/A
Street Section J	N/A	0'	N/A	N/A
I-205 Setback	30'	30'	30'	30'

Notes:

- Structures in the Project Area may exceed the maximum height limit upon approval of a Conditional Use Permit.
- This height may be increased up to a maximum total height of 60 feet upon approval of a Conditional Use Permit by the Planning Commission, which can take the form of a separate application.

Table 3.3, Development Standards

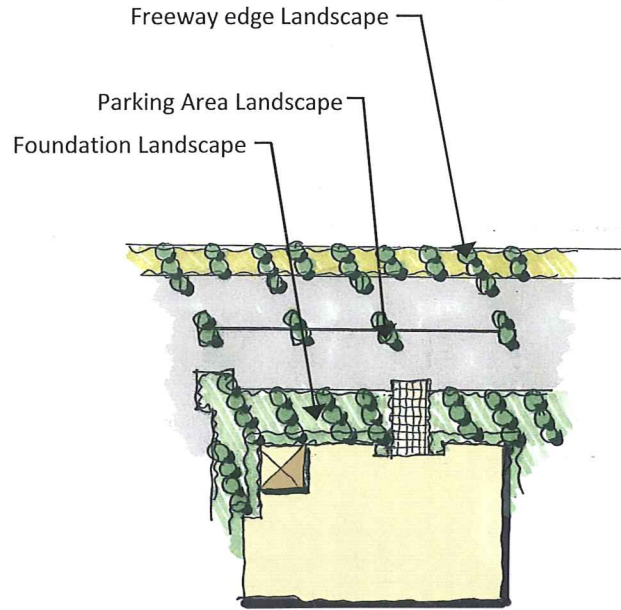
4.7 I-205 OVERLAY GUIDELINES

The I-205 Overlay is the “front door” to the Project and the City. The freeway edge provides opportunities for highly visible freeway development. The vision is to create a strong thematic entry to the City, create a gateway to the Project from I-205 at Mountain House Parkway, and create a development fabric of well designed buildings that are oriented to the freeway that will establish a visually interesting building edge.

The Overlay includes the first 500 feet from the property line, adjacent to I-205, see Figures 4.5 and 4.6. The Overlay will guide the orientation of buildings, the design and detailing of building architecture, and establishes the landscape character of the freeway frontage.

The following guidelines have been established to guide development of parcels within the I-205 Overlay.

- Loading docks and service doors are not allowed to face I-205.
- Development with more than one building should orient buildings so that loading docks and service doors oppose each other and face the interior to screen views from I-205.
- Parking and/or frontage/access roads shall be located adjacent to the freeway to create a minimum 100’ building setback from the property line at I-205 to assist in reducing the visual massing of buildings.
- Site planning shall provide for two “tiers” of landscaping adjacent to I-205:
 1. A 30’ minimum landscape area from the property boundary paralleling I-205.
 2. Landscaping within the parking field shall be required to meet the minimum parking shading requirements for the City of Tracy;
- Parking, when located adjacent to the freeway frontage, should be screened by use of landscaping, low berming, or low walls or a combination of all.
- Landscaping of the 30’ minimum area parallel to I-205 shall adhere to the concept plan in Chapter 5.

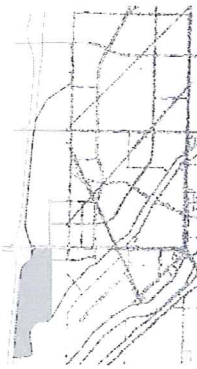


Provide tiers of landscaping along the I-205 frontage



Screen walls used to conceal parking, loading docks, and service doors

- Screen views of interior facing service doors and loading docks that may be visible from the freeway and public streets with landscaping, berming, screens walls, or any combination of all.
- Screening walls shall be utilized to obscure views of interior services doors and loading docks. Walls should be designed and constructed of the same or complimentary materials as primary buildings.
- Building architecture should include additional articulation of roof/parapet and wall design.



Key Map

Figure 4.5, I-205 Overlay Illustrative Plan - West of Mountain House Parkway

ATTACHMENT E

BUSINESS INSIDER

STARBUCKS CEO: We're witnessing a 'seismic change' in retail

BOB BRYAN

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The announcement by Walmart last week that the retailer will close over 100 stores is a fair gauge of the state of American retail.

Sales and earnings are down, but costs for labor are climbing. Macy's, Nordstrom, and Sears are all limping along.

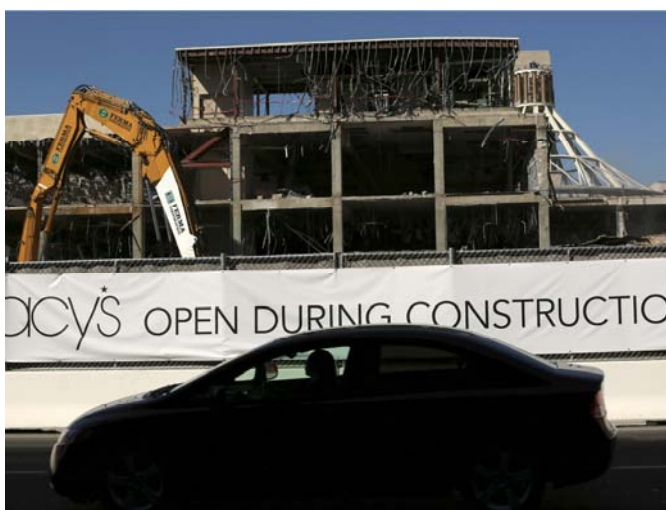
This downturn hasn't been lost on Starbucks CEO Howard Schultz. In a [quarterly-earnings call](#) on Friday, Schultz laid out his thoughts on the current and future prospects for retail business.

"I think we said three years ago publicly that we began to envision that there would be a seismic change in consumer behavior, and that seismic change was due in large part to e-commerce and smartphone shopping," said Schultz.

He isn't alone among executives talking about this trend. Amazon, a bellwether for online shopping, has begun to [catch up to, and is expected to pass, major retailers](#) in terms of revenue over the past few years. Even some of the big-box CEOs have started admitting the importance of mobile shopping.

Unlike other CEOs, however, Schultz not only pointed to the current issue, but also worried about the future of retail.

"I think today in the headlines you've seen just in the last three weeks store closures of almost 50 Macy's stores, 150 Walmart stores," said Schultz, according to a [transcript of the call](#). "You've got to ask yourself what's going to happen to the future of many of those malls that are anchored by those big-box retailers."



Robert Galbraith/Reuters



Yuriko Nakao/Reuters

Starbucks CEO Howard Schultz.

The threat is a growing one, since young people are starting to earn and spend more. The issue is that they're spending more online.

This is in stark contrast to Simon Property Group CEO David Simon, whose company owns 109 malls and 68 outlet centers around the US. According to Simon's comments [on an earnings call in October](#), he expects in-person retailers to be relevant for future generations.

"Again, I think the millennials offer great opportunity for us," said Simon. "They're comfortable with the mall environment. And as their income grows and as they aged and have kids, I think they'll be loyal mall shoppers, especially given the environment we're creating."

But many studies have shown that millennials are doing a [significant amount of shopping online](#), and younger teens, or [Generation Z](#), are [even more predisposed to e-commerce](#).

While Simon may not be worried, Schultz said that his company has taken drastic steps to get out in front of the change. Starbucks has invested in a strong mobile app and website to make online ordering easier.

According to Schultz, the seismic wave is coming to retailers soon, and retailers should get in front of the curve.

ATTACHMENT F

THE WALL STREET JOURNAL.

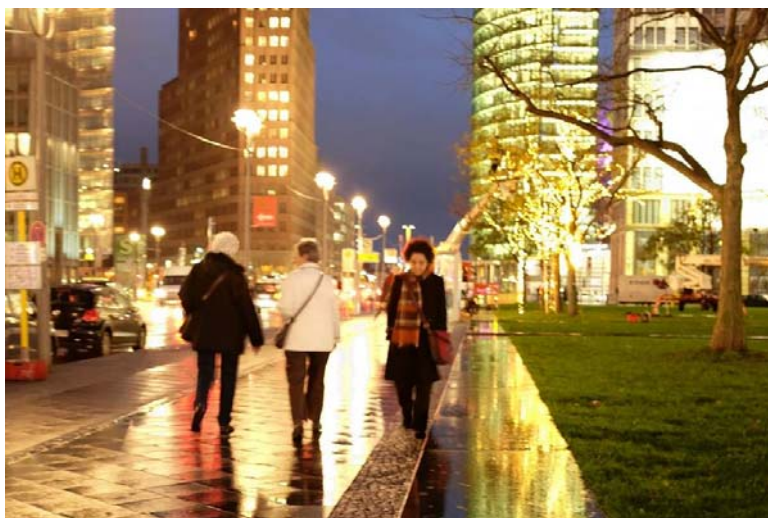
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<http://www.wsj.com/articles/brookfield-asset-management-offers-all-cash-for-rouse-properties-1453219554>

MARKETS

Brookfield Asset Management Offers All Cash for Rouse Properties

Canadian company's bid values U.S.-based mall owner at \$657 million



People stroll through the Potsdamer Platz in November last year. Earlier this month Brookfield Property Partners LP purchased the major public square in central Berlin. Now Brookfield Asset Management Inc. has made an all-cash bid for U.S. mall owner Rouse Properties Inc. *PHOTO: MARKUS C. HUREK/DPA/CORBIS*

By BEN DUMMETT

Updated Jan. 19, 2016 6:20 p.m. ET

Canada's Brookfield Asset Management Inc. said Tuesday it made an all-cash unsolicited offer to buy the majority stake of Rouse Properties Inc. that it doesn't already own for about \$657 million, taking advantage of the U.S. mall operator's depressed valuation.

New York-based Rouse, which operates 35 malls across the U.S., said it received the offer from the Canadian asset manager on Saturday and formed a special committee to consider it.

Brookfield oversees \$123 billion in commercial and residential real estate, spread across North America, parts of Europe, Asia and South America. Its bid for Rouse underscores the Toronto-based company's focus on using its financial muscle and scale to acquire out-of-favor real-estate assets.

The offer comes at a time when the stocks of Rouse and many other U.S. shopping-mall rivals are under pressure amid concerns their earnings are at risk due to overbuilding and the rise of e-commerce.

The amount of retail space in the U.S. peaked at 50 square feet per person before the financial crisis, but has been falling since then because while malls are closing, excess supply is preventing developers from building new ones, said Suzanne Mulvee, a director of research at CoStar Group Inc., a real-estate consultant.

Still, Rouse has fared reasonably well even as its stock price has slumped, benefiting from moves to redevelop some of its malls to boost sales and giving up on some money-losing operations.

For the first nine-months of 2015, Rouse generated operating income of \$38.2 million, surpassing the \$31.4 million it produced in all of the prior year. Even so, its stock price, before a surge Tuesday, is down about 30% over the past year.

"Brookfield could use Rouse as a platform to consolidate the sector, providing capital to acquire and redevelop assets and portfolios," said Floris van Dijkum, an analyst at Boenning & Scattergood.

A Brookfield spokesman declined to comment.

Rouse was created in 2012 from a spinoff of a portfolio of 30 malls by General Growth Properties Inc., of which Brookfield owns a 33% stake. It acquired that stake by leading a \$30 billion restructuring of the mall owner to help it emerge from bankruptcy protection in 2010. General Growth currently has a market value of about \$23.9 billion.

Brookfield already owns about 33% of Rouse's shares outstanding. It is offering \$17 a share for the stake it doesn't own, which represented a 26% premium to Rouse's closing price Friday.

The bid values Rouse at about \$1 billion.

Rouse closed up almost 30% in U.S. trading on Tuesday at \$17.50, indicating that investors expect Brookfield to raise its offer.

The “proposal may be a starting point for negotiations,” KeyBanc Capital Markets said in a report.

Write to Ben Dummett at ben.dummett@wsj.com

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