TRACY CITY COUNCIL REGULAR MEETING AGENDA

Tuesday, April 5, 2016, 7:00 p.m.

City Council Chambers, 333 Civic Center Plaza *Web Site: www.ci.tracy.ca.us*

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

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

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

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

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

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

Full copies of the agenda are available at City Hall, 333 Civic Center Plaza, and the Tracy Public Library, 20 East Eaton Avenue, and on the City's website: www.ci.tracy.ca.us

CALL TO ORDER
PLEDGE OF ALLEGIANCE
INVOCATION
ROLL CALL
PRESENTATIONS – Employee of the Month
– Sexual Assault Awareness Month Proclamation
– National Volunteer Week Proclamation
– Certificates of Appointment and Recognition – Planning Commission

1. CONSENT CALENDAR

A. Adopt Council Minutes – February 16, 2016 and March 1, 2016 Regular City Council Minutes, March 15, 2016 and March 17, 2016 Closed Session Minutes and February 23, 2016 Special Council Meeting Minutes.

B. Approval of Permits for the Consumption of Alcoholic Beverages on City Streets for the Following Events: Tracy City Center Association "Taps on Tenth" on April 29, 2016; City of Tracy "Girls Night Out" on May 6, 2016; City of Tracy "Block Parties" on June 3, June 17, July 15, July 29, and August 19, 2016; Chamber of Commerce "Fourth of July Celebration" on July 4, 2016; Tracy City Center Association "Farm Dinner" on August 6, 2016; City of Tracy "Blues, Brews & BBQ" on September 10, 2016; Tracy City Center Association "Fall Wine Stroll" On September 24, 2016; and City of Tracy "Girls Night Out – Witches and Broomsticks" on October 21, 2016

C. Approval of a Maintenance and Use Agreement with Union Pacific Railroad (UPRR) Company for the At-Grade Railroad Right-of-Way Crossings at Mile Posts 82.95 (DOT 753067L) and 82.89, (DOT 753068T) on MacArthur Drive Between Mt. Diablo Avenue and Sixth Street on the Tracy Subdivision and Authorization for the Mayor to Execute the Agreement

D. Reject all Bids Received for Construction of the Frank Hoyt Park Playground Renovation Project, CIP 78148, and Reject all Bids Received for the Civic Center Water Tower Renovation Project, CIP 71080, and Authorization to Re-Advertise Both Projects

E. Approval of Professional Services Agreement with Rising Sun Energy Center And Authorize the Mayor to Execute the Agreement

F. Approval to Purchase a Street Paint Striper From Kelly-Creswell for Traffic Control Markings

G. Authorize the Purchase of Three Replacement Fire Command Vehicles Up-Fitted with Emergency Lighting, Communications Console and Incident Command Module from Folsom Chevrolet Under a Cooperative Purchasing Agreement through the County of Sacramento as Allowed under Section 2.20.220 of the City's Municipal Code and Allocate a Fiscal Year 2015-2016 Mid-Year Budget Adjustment for the Fire Department Not to Exceed $198,000 from the Fire Department Vehicle Replacement Account 606

H. Approve Amendment 2 to Task Order No. CH01-16 with CH2M Hill for Additional Design and Permitting Services for the Corral Hollow Road Sewer and Water System Upgrade and Authorize the Mayor to Execute the Amendment

I. Waive Second Reading and Adopt Ordinance 1210, an Ordinance of the City of Tracy Amending the I-205 Corridor Specific Plan Land Use Designation from Service Commercial to High Density Residential for an Approximately 2.28-Acre Site Located on the South Side of Auto Plaza Drive, Approximately 500 Feet East of Power Road (Assessor's Parcel Number 212-270-24); Application Number SPA15-0001

J. Waive Second Reading and Adopt Ordinance 1211, an Ordinance of the City Council of the City of Tracy Authorizing an Amendment to the Contract between the City Council of the City of Tracy and the Board of Administration of the California Public Employees' Retirement System

2. ITEMS FROM THE AUDIENCE

3. PUBLIC HEARING TO CONSIDER CERTIFICATION OF THE TRACY HILLS SPECIFIC PLAN FINAL SUBSEQUENT ENVIRONMENTAL IMPACT REPORT, APPROVAL OF A GENERAL PLAN AMENDMENT, APPROVAL OF A COMPREHENSIVE UPDATE TO THE TRACY HILLS SPECIFIC PLAN, APPROVAL OF AN AMENDMENT TO THE TRACY MUNICIPAL CODE TO ADD THE TRACY HILLS SPECIFIC PLAN ZONEAPPROVAL OF A COMPREHENSIVE UPDATE TO THE TRACY HILLS STORM DRAINAGE MASTER PLAN, APPROVAL OF A DEVELOPMENT AGREEMENT WITH THE TRACY HILLS PROJECT OWNER, LLC AND TRACY PHASE 1, LLC, APPROVAL OF A LARGE-LOT VESTING TENTATIVE SUBDIVISION MAP FOR TRACY HILLS PHASE 1A, AND APPROVAL OF A SMALL-LOT VESTING TENTATIVE SUBDIVISION MAP FOR TRACY HILLS PHASE 1A. THE TRACY HILLS SPECIFIC PLAN AREA CONSISTS OF APPROXIMATELY 2,732 ACRES LOCATED IN THE VICINITY OF THE EXISTING CORRAL HOLLOW ROAD INTERCHANGE AND THE FUTURE LAMMERS ROAD INTERCHANGE ON INTERSTATE 580. THE APPLICANT IS THE TRACY HILLS PROJECT OWNER LLC. APPLICATION NUMBERS GPA13-0001, SPA13-0001, ZA13-0003, DA13-0001, TSM16-0001, AND TSM13-0005

4. PUBLIC HEARING TO CONSIDER A 226-UNIT RESIDENTIAL SUBDIVISION OF APPROXIMATELY 59.1 ACRES LOCATED ON THE EAST SIDE OF LAMMERS ROAD, NORTH OF REDBRIDGE ROAD, ASSESSOR'S PARCEL NUMBERS 240-060-26 AND 240-060-27. THE PROJECT INCLUDES A GENERAL PLAN DESIGNATION AMENDMENT FROM URBAN RESERVE (UR-8) TO RESIDENTIAL LOW (GPA13-0006), REZONING FROM LOW DENSITY RESIDENTIAL (LDR) TO PLANNED UNIT DEVELOPMENT (PUD), A PLANNED UNIT DEVELOPMENT PRELIMINARY AND FINAL DEVELOPMENT PLAN (PUD15-0001), AND VESTING TENTATIVE MAP (TSM15-0001) FOR THE PROJECT. A MITIGATED NEGATIVE DECLARATION IS THE PROPOSED ENVIRONMENTAL DOCUMENT FOR THE PROJECT. THE APPLICANT IS BATES STRINGER TRACY II LLC, AND THE PROPERTY OWNER IS CALENDEV, LLC

5. DISCUSSION AND DIRECTION ON UPDATE ON FISCAL YEAR 2016/2017 AND 2017/2018 BUDGET PREPARATION

6. ITEMS FROM THE AUDIENCE

7. COUNCIL ITEMS

   A. APPOINTMENT OF CITY COUNCIL SUBCOMMITTEE TO INTERVIEW APPLICANTS TO FILL A VACANCY ON THE SAN JOAQUIN COUNTY MOSQUITO ABATEMENT DISTRICT BOARD

8. ADJOURNMENT

TRACY CITY COUNCIL REGULAR MEETING MINUTES

February 16, 2016 7:00 p.m.

Council Chambers, 333 Civic Center Plaza, Tracy *Web Site: www.ci.tracy.ca.us*

Mayor Maciel called the City Council meeting to order at 7:12 p.m. and led the Pledge of Allegiance.

Invocation was led by Pastor Kal Waetzig, Saint Paul's Lutheran Church.

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

Mayor Maciel recognized the D.A.R.E. graduates from Hirsh, Jacobson, McKinley, North and Villalovoz Elementary Schools.

Mayor Maciel presented Certificate of Commendation to Abbigail Hickman for the 2015 Police Volunteer of the Year.

Mayor Maciel recognized the Tracy Raider Junior Novice Football team as the winner of the 2015 Delta Youth Football League Super Bowl.

1. CONSENT CALENDAR

ACTION Following the removal of items 1D it was moved by Mayor Pro Tem Rickman and seconded by Council Member Vargas to adopt the consent calendar. Roll call vote found all in favor; passed and so ordered. Motion carried 5:0

A. Adopt Council Minutes – January 5, 2016 and January 19, 2016 regular meeting minutes and February 2, 2016, closed meeting minutes were approved.

B. Declaring and Approving the List of Surplus Equipment for Sale at Public Auction to the Highest Bidder – Resolution 2016-027 declared and approved the list of surplus equipment.

C. Approve the Placement of a Bench and Plaque on the Corner of 6th Street and Central Avenue in Honor of the Late Arnold Barton Per City Standard Policy and Procedures – Resolution 2016-028 approved the placement of a bench and plaque per City Standards.

E. Extend Terms of Measure E Residents' Oversight Committee Members – Council approved extension of terms.

F. Authorize the Interim Renewal Contract Between the United States Bureau of Reclamation and the City for Providing Central Valley Project Water Service and Authorize the City Manager to Execute the Contract – Resolution 2016-029 authorized and interim renewal contract.

G. Waive Second Reading and Adopt Ordinance 1207, an Ordinance of the City of Tracy Adding a New Chapter 6.32, Lobbying to the Tracy Municipal Code – Ordinance 1207 was adopted.

D. Rejects Bids for the Airport Fuel Facility Repairs – CIP 77038

Ed Lovell, Management Analyst, Public Works Department, presented the staff report.

This item was pulled by George Riddle who stated to add money to the CIP to cover the increase.

ACTION Motion was made by Mayor Pro Tem Rickman, and seconded by Council Member Vargas to adopt Resolution 2016-030 rejecting bids. Voice vote found all in favor, passed and so ordered.

2. ITEMS FROM THE AUDIENCE – Anthony Barton son of the late Arnold Barton expressed his gratitude and appreciation to City staff for assisting with the placement of the bench and plaque in honor of his father.

Paul Miles addressed Council regarding the Brown Act and Councils responses to Items from the Audience. Mr. Miles stated Mayor Maciel has previously announced that Items from the Audience are not addressed by Council. Mr. Miles provided dates where a response was provided by the Mayor.

Agnes Cha, Tracy resident of over 20 years spoke about how Tracy has developed over the past 20 years; she expressed concern about what was said during the workshop earlier related to overlay on the I-205 and how that may discourage developers.

3. INTRODUCTION AND ADOPTION OF AN ORDINANCE PROVIDING FOR A 10 MONTH AND 15 DAY EXTENSION OF THE INTERIM ORDINANCE OF THE CITY OF TRACY PROHIBITING THE ISSUANCE OF ANY LAND USE ENTITLEMENT FOR CERTAIN WAREHOUSE AND DISTRIBUTION USES ALONG THE I-205 CORRIDOR BETWEEN TRACY BOULEVARD TO THE EASTERN CITY LIMIT (ORDINANCE 1205)

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

Lance Collins, YRC Freight, stated that YRC has operated a business on the I-205 for over 25 years and has remained a successful and ongoing business through good times and bad times. Mr. Collins expressed his opposition to the moratorium and does not agree that it is the right tool for aesthetics. Mr. Collins urged the Council not to extend the moratorium.

Steve Cassidy, representing YRC, summarized a few points from his letter submitted earlier to the Council which opposed the extension of the moratorium.

Tom Davis, Lee and Associates, made a few clarifying comments from the workshop prior to the Council meeting.

Greg Boehm, Industrial Property Trust, reported that an application has been submitted to the City for a project within the plan. Mr. Boehm urged the Council to vote against the moratorium and against the set back because it would kill the project.

Paul Miles urged the Council to have a substantive rebuttal prepared by the City Attorney.

Council comments and questions followed.

Nora Pimentel, City Clerk read title of proposed Ordinance 1208 into the record.

ACTION Motion was made by Mayor Pro Tem Rickman, and seconded by Council Member Young to waive reading of full text of ordinance. Voice vote found all in favor, passed and so ordered.

ACTION Motion was made by Mayor Pro Tem Rickman, and seconded by Council Mayor Maciel to adopt Interim Ordinance 1208. Voice vote found Council Members Vargas, Mitracos and Mayor Pro Tem Rickman in favor, Council Member Young and Mayor Maciel were opposed, motion failed as it required a 4/5 vote.

4. INTRODUCE ORDINANCE TO AMEND SECTIONS OF TRACY MUNICIPAL CODE CHAPTER 2.20, CONTRACTS AND PURCHASING, TO PROVIDE FOR A LOCAL BIDDER PREFERENCE FOR PUBLIC PROJECTS WITH A COST OF $45,000 OR LESS, TO REMOVE NEWSPAPER PUBLICATION REQUIREMENTS FOR REQUESTS FOR CERTAIN BIDS FOR GENERAL SERVICES, EQUIPMENT AND COMMODITIES, AND TO MAKE MINOR CHANGES TO THE BIDDING PROCESS

Dan Sodergren, City Attorney, presented the staff report.

Council comments and questions followed.

Nora Pimentel, City Clerk, read the title of the proposed Ordinance 1209 into the record.

ACTION Motion was made by Mayor Pro Tem Rickman, and seconded by Council Member Vargas to waive reading of full text of ordinance. Voice vote found all in favor, passed and so ordered.

ACTION Motion was made by Mayor Pro Tem Rickman, and seconded by Council Member Vargas to introduce Ordinance 1209. Voice vote found all in favor, passed and so ordered.

5. RECEIVE AND FILE THE PRESENTATION ON THE SECOND QUARTER OPERATING REPORT

Rachelle McQuiston, Administrative Services Director, presented the staff report. Ms. McQuiston noted for the record a change on page 3 which should read $10,855,755.

Council comments and questions followed.

ACTION Upon Council consensus the second quarter report was accepted.

Staff was directed to provide the Council with fund balances of the various reserves and to provide information on the City's salary savings for vacant positions.

6. DISCUSS AND APPROVE UPCOMING COUNCIL TRAVEL, INCLUDING TRAVEL TO WASHINGTON, D.C. FOR SAN JOAQUIN COUNTY OF GOVERNMENT'S (SJCOG) ONE VOICE TRIP

Stephanie Garrabrant-Sierra, Assistant City Manager, presented the staff report.

Council comments and questions followed.

ACTION Motion was made by Council Member Mitracos and seconded by Council Member Young to approve Mayor Maciel and Council Member Young to attend the San Joaquin Council of Government One Voice trip to Washington D.C. Voice vote found Council Members Mitracos, Vargas, Young and Mayor Maciel in favor, Mayor Pro Tem Rickman opposed; passed and so ordered.

ACTION Motion was made by Council Member Mitracos and seconded by Council Member Young to approve a separate trip to Washington D.C. in late March, 2016, with Mayor Maciel and Council Member Vargas, with one staff member to attend. Voice vote found all in favor; passed and so ordered.

7. APPROVE A MID-YEAR ADJUSTMENT TO THE FISCAL YEAR 2015/16 BUDGET IN THE AMOUNT OF $90,400 TO FUND THE CITY'S SHARE OF THE TRANSITION AND OPERATIONAL COSTS REQUIRED TO MOVE FIRE DISPATCHING SERVICES FROM VALLEY EMERGENCY REGIONAL COMMUNICATIONS CENTER TO THE STOCKTON EMERGENCY COMMUNICATIONS DISPATCH CENTER

Randall Bradley, Fire Chief, presented the staff report.

Council comments and questions followed.

ACTION Motion was made by Mayor Pro Tem Rickman, and seconded by Council Member Vargas to adopt Resolution 2016-031 approving a mid-year adjustment to the Fiscal Year 2015/16 budget in the amount of $90,400 to fund the City's share of the transition and operational costs required to move fire dispatching services from Valley Emergency Regional Communications Center to the Stockton Emergency Communications Dispatch Center. Voice vote found all in favor; passed and so ordered.

8. ITEMS FROM THE AUDIENCE – Alice English inquired if the Edgewood item would be on the March 1, 2016 Council agenda because she had not received a fifteen day notice yet.

9. COUNCIL ITEMS

A. Appointment of City Council Subcommittee to Interview for Upcoming Vacancies on the Planning Commission

Mayor Maciel and Council Member Young volunteered to be the subcommittee to interview the Planning Commission applicants.

Mayor Pro Tem Rickman announced the following upcoming events: the Police Officer's Crab Feed on February 20, 2016 at Saint Bernard's; Pins for Pets at Tracy Bowl from 2:00 p.m. on February 27, 2016.

Council Member Vargas announced the upcoming Rotary Shrimp Dinner event taking place on February 27, 2016 at the Portuguese Hall at 6:00 p.m.

Council Member Young announced the upcoming annual Celebration of Black History Month hosted by West High on February 26, 2016 in the library. The event is free and open to the public to attend.

Council Member Mitracos announced the upcoming open house of the Tracy Islamic Center Saturday, February 20, 2016.

10. ADJOURNMENT – Time: 9:28 pm

ACTION Motion was made by Mayor Pro Tem Rickman, and seconded by Council Member Vargas to adjourn the meeting. Voice vote found all in favor; passed and so ordered.

The above agenda was posted at the Tracy City Hall on February 9, 2016. The above are action minutes. A recording is available at the Office of the City Clerk.

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Mayor

ATTEST:

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City Clerk

TRACY CITY COUNCIL REGULAR MEETING MINUTES

March 1, 2016, 7:00 p.m.

Council Chambers, 333 Civic Center Plaza, Tracy *Web Site: www.ci.tracy.ca.us*

Mayor Maciel called the City Council meeting to order at 7:08 p.m. and led the Pledge of Allegiance.

Invocation was led by Pastor Rob Krenik, Calvary Chapel.

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

Troy Brown, City Manager presented Employee of the Month Award for March 2016, to Vanessa Carrera.

Mayor Maciel introduced the new Tracy Librarian, Stella Beratlis.

Mayor Maciel presented the Multiple Sclerosis Awareness Proclamation to Rose Chin, Member of the Multiple Sclerosis Society.

1. CONSENT CALENDAR

ACTION Following the removal of items 1H, 1I and 1L it was moved by Mayor Pro Tem Rickman and seconded by Council Member Vargas to adopt the consent calendar. Roll call vote found all in favor; passed and so ordered. Motion carried 5:0

A. Adopt Council Minutes – February 9, 2016, Closed Session minutes, and February 16, 2016, Special meeting minutes were approved.

B. Approval of a Two Year General Service Agreement, with a Possible One Year Extension, with Van De Pol Petroleum Diesel Fuel Supply Services and Authorization for the Mayor to Execute the Agreement – Resolution 2016-032 approved a two year General Service Agreement.

C. Increase Fees Charged by Towing Service Operators for Services Rendered, Effective March 2, 2016, to Equal Fees Charged by the Tracy Office of the California Highway Patrol - This item was pulled by staff and will be brought back on March 15, 2016.

D. Approve an Offsite Improvement Agreement (OIA) for International Park of Commerce - Phase 1D Non-Program Roadway Improvements and Other Associated Improvements on Promontory Parkway (New Schulte Road), and Hopkins Road (Road "E") for International Park of Commerce - Building 6, and Authorize the Mayor to Execute the Agreement – Resolution 2016-033 approved an Offsite Improvement Agreement for International Park of Commerce.

E. Approve an Offsite Improvement Agreement with Prologis L.P., a Delaware Limited Partnership, for the International Park of Commerce, Phase 1D Roadway Improvements on Promontory Parkway (New Schulte Road) Approximately 2,000 Feet West of Hansen Road, a 16-Inch Diameter Potable Water Main on Hopkins Road (Road "E"), and a Recycled Water Line on Promontory Parkway from the Existing Drainage Canal to Hansen Road and Associated Improvements, for Building 6 and Authorization for the Mayor to Execute the Agreement – Resolution 2016-034 approved an Offsite Improvement Agreement with Prologis.

F. Approve a Professional Services Agreement (PSA) With VVH Design Group Inc. DBA VVH Consulting Engineers (VVH Consulting Engineers) of Modesto, California to Provide Technical Support Services for Multiple Capital Improvement Projects, Authorize the Mayor to Execute the Agreement, and Authorize the Development Services Director to Extend the Agreement for Another Year if Needed – Resolution 2016-035 approved a Professional Services Agreement with VVH Design Group Inc.

G. Approve First Amendment to Agreement for Purchase and Sale of Real Property, Extending the Scheduled Close of Escrow Date by 90 Days, for Real Property Between the City of Tracy and BCP Tracy LLC on a Portion of City-Owned Property Located at the Southwest Corner of Naglee Road and Park & Ride Drive Referred to as Parcel "A" (APN# 212-290-39) – Resolution 2016-036 approved first amendment to agreement for purchase and sale of real property.

J. Approve an Appropriation of an Additional $50,000 from the General Fund to the Cultural Arts Budget – Resolution 2016-037 approved an appropriation.

K. Waive Second Reading and Adopt Ordinance 1209, an Ordinance of the City of Tracy Amending Sections of Tracy Municipal Code Chapter 2.20, Contracts and Purchasing, to Provide for a Local Bidder Preference for Public Projects with a Cost of $45,000 or Less, to Remove Newspaper Publication Requirements for Requests for Certain Bids for General Services, Equipment and Commodities, and to Make Minor Changes to the Bidding Process – Ordinance 1209 was adopted.

H. Authorize Amendment of the City's Position Control Roster by Adding a New Position of Executive Assistant in the Parks and Community Services Department and Approve a General Fund Appropriation in the Amount of $27,717

David Helm pulled this item to ask questions.

André Pichly, Parks and Community Services Director, presented the staff report.

ACTION Motion was made by Mayor Pro Tem Rickman, and seconded by Council Member Vargas to adopt Resolution 2016-038 authorizing amendment of the City's Position Control Roster. Voice vote found all in favor; passed and so ordered.

I. Authorize Appropriation to the Public Works Department and Amend the City's Classification and Compensation Plan and Position Control Roster by the Addition of a Full-Time Recreation Coordinator I, 3 Part Time Pool Managers, 6 Part Time Senior Lifeguards and 25 Part Time Lifeguards to the Parks & Community Services Department to Operate the Joe Wilson Pool

David Helm pulled this item to ask some clarifying questions.

Brian McDonald, Management Analyst and Jolene Jauregui, Management Analyst, Public Works Department, presented the staff report.

Council comments and questions followed.

ACTION Motion was made by Mayor Pro Tem Rickman and seconded by Council Member Vargas to adopt Resolution 2016-039 authorizing appropriation to the Public Works Department. Voice vote found all in favor; passed and so ordered.

L. Adopt the Memorandum of Understanding Between the City of Tracy and the Tracy Police Officers Association (TPOA)

Robert Tanner pulled this item to ask some clarifying questions related to costs associated with this item.

Midori Lichtwardt, Human Resources Manager, presented the staff report.

Paul Miles expressed concern that not enough information was presented to the Council to make a decision.

Dave Helm expressed concern that it took too long to get a Memorandum of Understanding in place and expressed his support to the police department.

ACTION Motion was made by Mayor Pro Tem Rickman, and seconded by Council Member Vargas to approve Resolution 2016-040 adopting Memorandum of Understanding with the TPOA. Voice voted found all in favor; passed and so ordered.

2. ITEMS FROM THE AUDIENCE – Martin Evans shared his concerns and observations in the medical zone on Bessie Avenue.

Roger Birdsall announced the upcoming play presented by the students of Notre Dame de Namur on March 12, 2016 at the Grand Theatre at 6:00 p.m., tickets are available from $15 to $18.

Paul Miles spoke about receiving a denial response to his public records request from the City Attorney related to the subject of the urgency moratorium.

Dave Helm acknowledged Chief Hampton for his exemplary service to the City of Tracy and inquired if there were any plans for recognizing Chief Hampton.

3. UPDATE ON STATUS OF TRACY VILLAGE DEVELOPMENT PROPOPSAL AND REQUEST FOR CITY COUNCIL DIRECTION ON RELATED ANNEXATION ISSUES

Council Member Mitracos recused herself from discussion on this item due to a potential conflict of interest.

Victoria Lombardo, Senior Planner and Robert Armijo, City Engineer, presented the staff report.

Jeff Schroeder, representing Ponderosa Homes, stated that the preference is not to make things complicated but in the best interest to the City to conduct an orderly process and include Corral Hollow and Valpico properties in the annexation. Mr. Schroeder stated that he is willing to work through the CEQA process and pointed out a few other issues that still need to be addressed.

Steve Nicolaou, expressed concern that LAFCO in the past couple years has had issues with annexation because of fire governance issues associated with South County Fire Authority, and asked if the City is looking to do annexation before those issues have been resolved or after.

Troy Brown, City Manager responded that the current direction from LAFCO is to process applications as they are submitted.

Paul Miles stated that he did not hear anything on the opportunity costs of using this recycled water, so if this water is used for these lakes what does it imply for other potential users who might be pumping out of the aquafer instead. Mr. Miles encouraged the Council moving forward to do careful analysis and understand what the costs are for this.

Jason Watrous reported attending a few discussions over the past year with Kul Sharma related to the widening of Corral Hollow Road. Mr. Watrous expressed that since the other development has come in to play it sounds that the conceptual drawings have been changed and it would be beneficial to see the new drawings of the frontage road to clear up some confusion which has been created. Mr. Watrous stated that the widening was initially a project between the City and the County and now it's a project with this new development. Mr. Watrous stated that there is City water on Corral Hollow Road and the City is expanding the waste water facility for two large developers not the home owners and it's preposterous that home owners have to pay a $20,000 fee to hook up to City services.

Perpetua Comstock-Fritchie reported attending a meeting with the developer related to the proposed project, the majority of the people she spoke with were against being annexed. Ms. Comstock-Fritchie mentioned that she recently had a new well; pump and septic tank installed and does not want to be forced to be connected to the City's water or sewage. These issues need to be discussed before any annexation decisions are made.

Beth Osorio provided a different perspective and voiced concern about the florin fauna and the destruction thereof with the development. Ms. Osorio expressed concern about the colony of feral cats that live on those grounds as well as the nesting questo and red

tail hawks that won't be considered and relocated. Ms. Osorio expressed concern about century old trees that are on the farm which may be cut down.

Alice English expressed concern about option 2 in the staff report related to cost to residents.

Council comments and questions followed.

Jim Gwerder asked for clarification about replacement of septic tanks and wells if home owners are not annexed.

Council discussion continued.

ACTION Upon Council consensus staff was directed to proceed with option 1 as outlined in the staff report "Annex the parcels as part of the current development entitlement effort underway for Tracy Village. This effort would take the form of including the parcels in the Specific Plan for Tracy Village. An appropriate zoning district similar to the existing County zoning would be identified, and the environmental analysis would be folded into the EIR underway currently for the Specific Plan. The petition to LAFCO for annexation could be split, leaving flexibility for LAFCO to act on annexing the developers parcel as one action and the "outparcels" as a separate action."

Council Member Mitracos abstained from consensus.

4. ITEMS FROM THE AUDIENCE – There were no speakers

5. COUNCIL ITEMS

Mayor Pro Tem Rickman wished his daughter Alison Happy Birthday and announced an upcoming event taking place at the Grand Theatre on April 9, 2016 from 6:00 p.m. to 9:00 p.m. "A Moment in Tracy" a fundraiser in service of veterans; tickets are on sale for $25 tickets.

Council Member Vargas announced an upcoming event at the Grand Theatre on March 12, 2016 at 6:00 p.m. presented by Notre Dame de Namur "In the Heights"; tickets on sale from $15 to $18. Council Member Vargas requested that basketball nets be replaced for next season.

6. ADJOURNMENT – Time 8:59 p.m.

ACTION Motion was made by Mayor Pro Tem Rickman and seconded by Council Member Vargas to adjourn the meeting. Voice vote found all in favor; passed and so ordered.

The above agenda was posted at the Tracy City Hall on February 24, 2016. The above are action minutes. A recording is available at the Office of the City Clerk.

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Mayor

ATTEST:

_____
City Clerk

TRACY CITY COUNCIL - SPECIAL MEETING MINUTES

February 23, 2016, 5:00 p.m.

333 Civic Center Plaza, Room 203, Tracy

1. CALL TO ORDER – Mayor Maciel called the meeting to order at 5:01 p.m.

2. ROLL CALL – Roll call found Council Members Mitracos, Young, Mayor Pro Tem Rickman and Mayor Maciel present. Council Member Vargas arrived at 5:16 p.m.

3. ITEMS FROM THE AUDIENCE – There were no speakers.

4. CITY COUNCIL WORKSHOP DISCUSSION REGARDING THE TRACY HILLS PROJECT

   Troy Brown, City Manager provided a brief background of the Tracy Hills project presentation.

   Kul Sharma, Utilities Director, presented the Utilities portion of the staff report related to water supply.

   Robert Tanner mentioned that with the potential merger of BBID and Westside Irrigation District will that affect the pre and post 2014 water rights.

   Kul Sharma, Utilities Director, continued his presentation related to wastewater.

   Chris Tyler reiterated what he heard Mr. Sharma say during his presentation about the 4200 units paying for the next expansion. Mr. Tyler asked Mr. Sharma if the City fees will go up as a result of that and asked him to clarify if 4200 units will be at the existing fee level or at a revised higher fee level. Mr. Tyler expressed concern because the fees in the City are one of the highest fee districts around compared to other areas.

   Council comments followed.

   Robert Armijo, Development Services City Engineer, presented the staff report related to storm drainage.

   Council comments and questions followed.

   Robert Armijo, Development Services City Engineer, continued his presentation related to roadways.

   Council comments and questions followed.

   Randall Bradley, Fire Chief, presented the fire public safety of the report.

   Larry Esquivel, Police Chief, presented the police public safety portion of the report.

   Council comments and questions followed.

   Don Scholl, Public Works Director presented the portion of the staff report related to the Public Works Maintenance.

Council comments and questions followed.

Chris Tyler inquired about the citywide development tax outlined in the staff report.

William Dean, Development Services Assistant Director, presented the Development Standards/Zoning portion of the report.

Council comments and questions followed.

William Dean, Development Services, Assistant Director continued his presentation related to Residential Growth Management/GMO.

Resident inquired about public transport.

Andrew Malik, Development Services Director, presented the public services funding and development agreement portion of the report.

Andrew Malik, stated that a special Planning Commission meeting is scheduled on March 2, 2016.

Items from the Audience – Scott Yundt, works for Tri Valley Cares in Livermore, expressed a few concerns about site 300 and its proximity to the development of Tracy Hills.

Joseph Rodgers expressed that the Tracy Hills project is less than a mile away from an explosive sight. The EIR should test the possibility of airborne contaminants from site 300 to the housing project. Mr. Rodgers urged the Council to reassess the EIR.

Dianna Milligan, expressed concern about the open air firing facility that needs to be and have not been cleaned up because there is a small buffer zone between site 300 and the Tracy Hills site. Ms. Milligan pointed out that the contaminants in the ground mixes with water and flows downward to Tracy. Ms. Milligan urged the Council to pay attention to these matters.

Gale Reiger expressed concern that Tracy Hills is building so close to site 300 because of the contamination of the soil and ground water by the blasts that happen at the site which is one of the most polluted areas.

Mayor Pro Tem Rickman requested to call a closed session pursuant to Government Code section 54957(b)2.

5. ADJOURNMENT - Mayor Pro Tem Rickman motioned to adjourn. Council Member Young seconded the motion. Voice vote found all in favor; passed and so ordered. Time: 6:53 p.m.

The agenda was posted at City Hall on February 18, 2016.

_____
Mayor

ATTEST:

_____
City Clerk

TRACY CITY COUNCIL - SPECIAL MEETING MINUTES

March 15, 2016, 2:00 p.m.

Council Chambers, 333 Civic Center Plaza, Tracy

1. CALL TO ORDER – Mayor Maciel called the meeting to order at 2:01 p.m. for the purpose of a closed session to discuss the items outlined below.

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

3. ITEMS FROM THE AUDIENCE – There were no speakers.

4. CLOSED SESSION

Personnel Matter (Gov. Code, § 54957)

Public Employee Appointment, Employment, Evaluation of Performance, Discipline, or Dismissal

Position Title: City Manager

Labor Negotiations (Gov. Code, § 54957.6)

Employee Organizations: Teamsters Local 439, IBT

City's designated representatives: Troy Brown, City Manager
Stephanie Garrabrant-Sierra, Assistant City Manager
Rachelle McQuiston, Administrative Services Director
Midori Lichtwardt, Human Resources Manager
Dania Torres Wong, Esq

5. MOTION TO RECESS TO CLOSED SESSION – Mayor Pro Tem Rickman motioned to recess the meeting to closed session at 2:01 p.m. Council Member Vargas seconded the motion. Voice vote found all in favor; passed and so ordered.

6. RECONVENE TO OPEN SESSION – Mayor Maciel reconvened the meeting into open session at 7:19 p.m.

7. REPORT OF FINAL ACTION – There was no report of final action.

8. ADJOURNMENT – Mayor Pro Tem Rickman motioned to adjourn. Council Member Vargas seconded the motion. Voice vote found all in favor; passed and so ordered. Time: 7:19 p.m.

The agenda was posted at City Hall on March 11, 2016. The above are action minutes.

_____
Mayor

ATTEST:

_____
City Clerk

TRACY CITY COUNCIL - SPECIAL MEETING MINUTES

March 17, 2016, 5:00 p.m.

Council Chambers, 333 Civic Center Plaza, Tracy

1. CALL TO ORDER – Mayor Maciel called the meeting to order at 5:01 p.m. for the purpose of a closed session to discuss the items outlined below.

2. ROLL CALL – Roll call found Council Members Mitracos, Mayor Pro Tem Rickman and Mayor Maciel present. Council Member Vargas and Council Member Young arrived at 5:06 p.m.

3. ITEMS FROM THE AUDIENCE – There were no speakers.

4. CLOSED SESSION

   Personnel Matter (Gov. Code, § 54957)

   Public Employee Appointment, Employment, Evaluation of Performance, Discipline, or Dismissal

   Position Title: City Manager

5. MOTION TO RECESS TO CLOSED SESSION – Mayor Pro Tem Rickman motioned to recess the meeting to closed session at 5:01 p.m. Council Member Mitracos seconded the motion. Voice vote found Council Member Mitracos, Mayor Pro Tem Rickman and Mayor Maciel in favor; passed and so ordered.

6. RECONVENE TO OPEN SESSION – Mayor Maciel reconvened the meeting into open session at 7:15 p.m. Council Member Young excused herself from the meeting at 6:20 p.m.

7. REPORT OF FINAL ACTION – There was no report of final action.

8. ADJOURNMENT – Mayor Pro Tem Rickman motioned to adjourn. Council Member Vargas seconded the motion. Voice vote found Council Members Mitracos, Vargas, Mayor Pro Tem Rickman and Mayor Maciel in favor; passed and so ordered.
   Time: 7:15 p.m.

The agenda was posted at City Hall on March 16, 2016. The above are action minutes**.**

_____
Mayor

ATTEST:

_____
City Clerk

April 5, 2016

AGENDA ITEM 1.B

REQUEST

APPROVAL OF PERMITS FOR THE CONSUMPTION OF ALCOHOLIC BEVERAGES ON CITY STREETS FOR THE FOLLOWING EVENTS: TRACY CITY CENTER ASSOCIATION "TAPS ON TENTH" ON APRIL 29, 2016; CITY OF TRACY "GIRLS NIGHT OUT" ON MAY 6, 2016; CITY OF TRACY "BLOCK PARTIES" ON JUNE 3, JUNE 17, JULY 15, JULY 29, AND AUGUST 19, 2016; CHAMBER OF COMMERCE "FOURTH OF JULY CELEBRATION" ON JULY 4, 2016; TRACY CITY CENTER ASSOCIATION "FARM DINNER" ON AUGUST 6, 2016; CITY OF TRACY "BLUES, BREWS & BBQ" ON SEPTEMBER 10, 2016; TRACY CITY CENTER ASSOCIATION "FALL WINE STROLL" ON SEPTEMBER 24, 2016; AND CITY OF TRACY "GIRLS NIGHT OUT – WITCHES AND BROOMSTICKS" ON OCTOBER 21, 2016

EXECUTIVE SUMMARY

The Tracy Municipal Code allows the City Council, by resolution, to issue a permit allowing the consumption of alcohol on public streets and the like at an organized event of community-wide interest. The Parks and Community Services Department is coordinating several requests for an alcohol permit in conjunction with community events and is seeking Council approval.

DISCUSSION

Tracy Municipal Code Section 4.12.1190(d) states: "The Council, by resolution, may issue a permit under Chapter 4.40 allowing the consumption of intoxicating beverages on public property at an organized event of community-wide interest. The consumption of intoxicating beverages shall be restricted to the perimeters of the event as described in the permit."

Additionally, Tracy Municipal Code Chapter 4.40 governs special event permits occurring on or within the public right-of-way.

For many years, the City of Tracy has successfully coordinated special community events that have community-wide interest with various local non-profit organizations, including the Tracy Chamber of Commerce and the Tracy City Center Association (TCCA). Many of these events have received City approval for the consumption of alcoholic beverages within the boundary of the events. Most of these functions were conducted within the Downtown Tracy Business District.

At the present time, the Parks and Community Services Department is coordinating several requests for alcohol permits to allow alcoholic beverages to be served as a component of the following community events: "Fourth of July Celebration" conducted by the Tracy Chamber of Commerce; "Taps on Tenth," "Farm Dinner," and "Fall Wine Stroll" held by the Tracy City Center Association; and two "Girls' Night Out" events, one "Blues, Brews & BBQ" event, and a series of five "Block Parties" hosted by the City of Tracy.

Taps on Tenth: The Tracy City Center Association requested a permit to serve alcoholic beverages at its event on April 29, 2016, from 7:00 p.m. to 10:00 p.m. on 10th Street between Central Avenue and B Street and on B Street between Grunauer and Gillett Alleys.

Girls Night Out: The Tracy City Center Association requested a permit to serve alcoholic beverages at its event on May 6, 2016, from 6:00 p.m. to 10:00 p.m. on east- and west-bound 6th Street and the Downtown Plaza. This event is hosted by the City of Tracy.

Block Parties: The Tracy City Center Association requested a permit to serve alcoholic beverages at five (5) block party events on June 3, June 17, July 15, July 29, and August 19, 2016, from 6:00 p.m. to 9:00 p.m. on east- and west-bound 6th Street and the Downtown Plaza. This event is hosted by the City of Tracy.

Fourth of July Celebration: The Tracy Chamber of Commerce is requested a permit to serve alcoholic beverages at its event on July 4, 2016, from 10:00 a.m. to 6:00 p.m., at Lincoln Park located on Eaton Avenue between Holly Drive and East Street.

Farm Dinner: The Tracy City Center Association requested a permit to serve alcoholic beverages at its event on August 6, 2016, from 7:00 p.m. to 10:00 p.m. on 10th Street between Central Avenue and B Street.

Blues, Brews and BBQ Event: The Tracy City Center Association requested a permit to serve alcoholic beverages at its event on September 10, 2016, from 12:00 p.m. to 6:00 p.m. on east and west-bound 6th Street and the Downtown Plaza. This event is hosted by the City of Tracy.

Fall Wine Stroll: The Tracy City Center Association requested a permit to serve alcoholic beverages at its event on September 24, 2016, from 6:00 p.m. to 9:00 p.m., along Central Avenue from 11th Street to 6th Street (including side streets).

Girls Night Out – Witches and Broomsticks: The Tracy City Center Association requested a permit to serve alcoholic beverages at its event on October 21, 2016, from 6:00 p.m. to 10:00 p.m. on east and west-bound 6th Street and the Downtown Plaza. This event is hosted by the City of Tracy.

STRATEGIC PLAN

This agenda item supports Quality of Life Strategic Priority to provide an outstanding quality of life by enhancing the City's amenities, business mix and services and cultivating connections to promote positive change and progress in our community, and specifically implements the following goal:

Goal 2: Improve current recreational, cultural arts and entertainment programming and services to reflect community interests and demands.

FISCAL IMPACT

This item has no fiscal impact.

RECOMMENDATION

That City Council, by resolution, approve the permits described above for consumption of alcoholic beverages within the above-described designated areas for the following events: TCCA's "Taps on Tenth" on April 29, 2016; City of Tracy "Girls Night Out " on May 6, 2016; City of Tracy "Block Parties" on June 3, June 17, July 15, July 29, and August 19, 2016; Tracy Chamber of Commerce "Fourth of July Celebration" on July 4, 2016; TCCA's "Farm Dinner" on August 6, 2016; City of Tracy "Blues, Brews & BBQ" on September 10, 2016; TCCA's "Fall Wine Stroll" on September 24, 2016; and City of Tracy "Girls Night Out – Witches and Broomsticks" on October 21, 2016.

Prepared by: Christine Mabry, Management Analyst I

Reviewed by: Ed Lovell, Management Analyst II
Kim Scarlata, Division Manager II
Andre Pichly, Director of Parks and Community Services
Stephanie Garrabrant-Sierra, Assistant City Manager

Approved by: Troy Brown, City Manager

RESOLUTION

APPROVING PERMITS FOR THE CONSUMPTION OF ALCOHOLIC BEVERAGES ON CITY STREETS FOR THE FOLLOWING EVENTS: TRACY CITY CENTER ASSOCIATION "TAPS ON TENTH" ON APRIL 29, 2016; CITY OF TRACY "GIRLS NIGHT OUT" ON MAY 6, 2016; CITY OF TRACY "BLOCK PARTIES" ON JUNE 3, JUNE 17, JULY 15, JULY 29, AND AUGUST 19, 2016; CHAMBER OF COMMERCE "FOURTH OF JULY CELEBRATION" ON JULY 4, 2016; TRACY CITY CENTER ASSOCIATION "FARM DINNER" ON AUGUST 6, 2016; CITY OF TRACY "BLUES, BREWS & BBQ" ON SEPTEMBER 10, 2016; TRACY CITY CENTER ASSOCIATION "FALL WINE STROLL" ON SEPTEMBER 24, 2016; AND CITY OF TRACY "GIRLS NIGHT OUT – WITCHES AND BROOMSTICKS" ON OCTOBER 21, 2016

WHEREAS, The Tracy City Center Association (TCCA) has requested a permit to conduct special events in the City of Tracy on April 29, August 6, and September 24, 2016, that requires approval of City Council to permit the consumption of alcoholic beverages in public places, and

WHEREAS, The City of Tracy has requested a permit to conduct special events in the City of Tracy on May 6, June 3, June 17, July 15, July 29, August 19, September 10, and October 21, 2016, that requires approval of City Council to permit the consumption of alcoholic beverages in public places, and

WHEREAS, The Tracy Chamber of Commerce has requested a permit to conduct a special event in the City of Tracy on July 4, 2016, that requires approval of City Council to permit the consumption of alcoholic beverages in public places, and

WHEREAS, Subject to City Council approval, the Tracy Municipal Code allows such activities and permits under Section 4.12.1190(d) and Chapter 4.40;

NOW, THEREFORE, BE IT RESOLVED, That City Council approves the issuance of a permit to the Tracy City Center Association, City of Tracy, and the Tracy Chamber of Commerce, and the Tracy City Center Association for the possession and consumption of alcoholic beverages within the boundary and time frames of the above-described special events, to be conducted in Lincoln Park and the Downtown Area of Tracy.

* * * * * * * * * * * * * *

The foregoing Resolution _____ was adopted by City Council on the 5th day of April, 2016, by the following vote:

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

_____
MAYOR

ATTEST:

_____
CITY CLERK

April 5, 2016

AGENDA ITEM 1.C

REQUEST

APPROVAL OF A MAINTENANCE AND USE AGREEMENT WITH UNION PACIFIC RAILROAD (UPRR) COMPANY FOR THE AT-GRADE RAILROAD RIGHT-OF-WAY CROSSINGS AT MILE POSTS 82.95 (DOT 753067L) AND 82.89, (DOT 753068T) ON MACARTHUR DRIVE BETWEEN MT. DIABLO AVENUE AND SIXTH STREET ON THE TRACY SUBDIVISION AND AUTHORIZATION FOR THE MAYOR TO EXECUTE THE AGREEMENT

EXECUTIVE SUMMARY

The City of Tracy utilizes the railroad's property for the existing MacArthur Drive at-grade public road crossings located at DOT No. 753067L at Railroad's Mile Post 82.95 and DOT 753068T at Mile Post 82.89 on its Tracy Subdivision. UPRR is requiring that the City enter into a new maintenance and use agreement for the MacArthur Drive at-grade railroad/road crossing. This agreement is required prior to the City's planned resurfacing of MacArthur Drive this summer.

DISCUSSION

The Engineering Division of Development Services is preparing plans and specifications for the 2015-16 Overlay Project, for installation of a rubberized asphalt concrete overlay, pavement repair, and restriping of both approaches of MacArthur Drive within the UPRR right-of-way. An aerial map of the posts is attached as Exhibit A.

Prior to 1996, the previous owner of the rail line, the Southern Pacific Transportation Company and the City of Tracy entered into an agreement granting the City the rights for the construction, use, maintenance and repair of the MacArthur Drive at-grade public road crossing and right-of-way. The current owner, UPRR Company, is requesting a newly executed maintenance and use agreement with the City of Tracy for this resurfacing and future work, use, and maintenance. Construction of this resurfacing project is tentatively scheduled for August 2016.

To initiate construction of the resurfacing work on MacArthur Drive, the City's contractor must apply for an entry permit and obtain approval from UPRR, therefore, it is required and necessary to execute this agreement and pay the Railroad a processing fee of $1,000, which is due and payable upon execution of the Agreement before the City's contractor applies for the entry permit.

FISCAL IMPACT

There is no impact to the General Fund. The project is budgeted from Transportation Sales Tax (F242) in the amount of $402,310.

STRATEGIC PLAN

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

RECOMMENDATION

That City Council by resolution, approve the Maintenance and Use Agreement with Union Pacific Railroad Company for the MacArthur Drive Railroad Crossings and right-of-way on the Tracy Subdivision, Mile Posts 82.95 and 82.89, located just south of Sixth Street and authorize the Mayor to execute the Agreement.

Prepared by: Khoder Baydoun, Associate Engineer
Zabih Zaca, Senior Civil Engineer

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

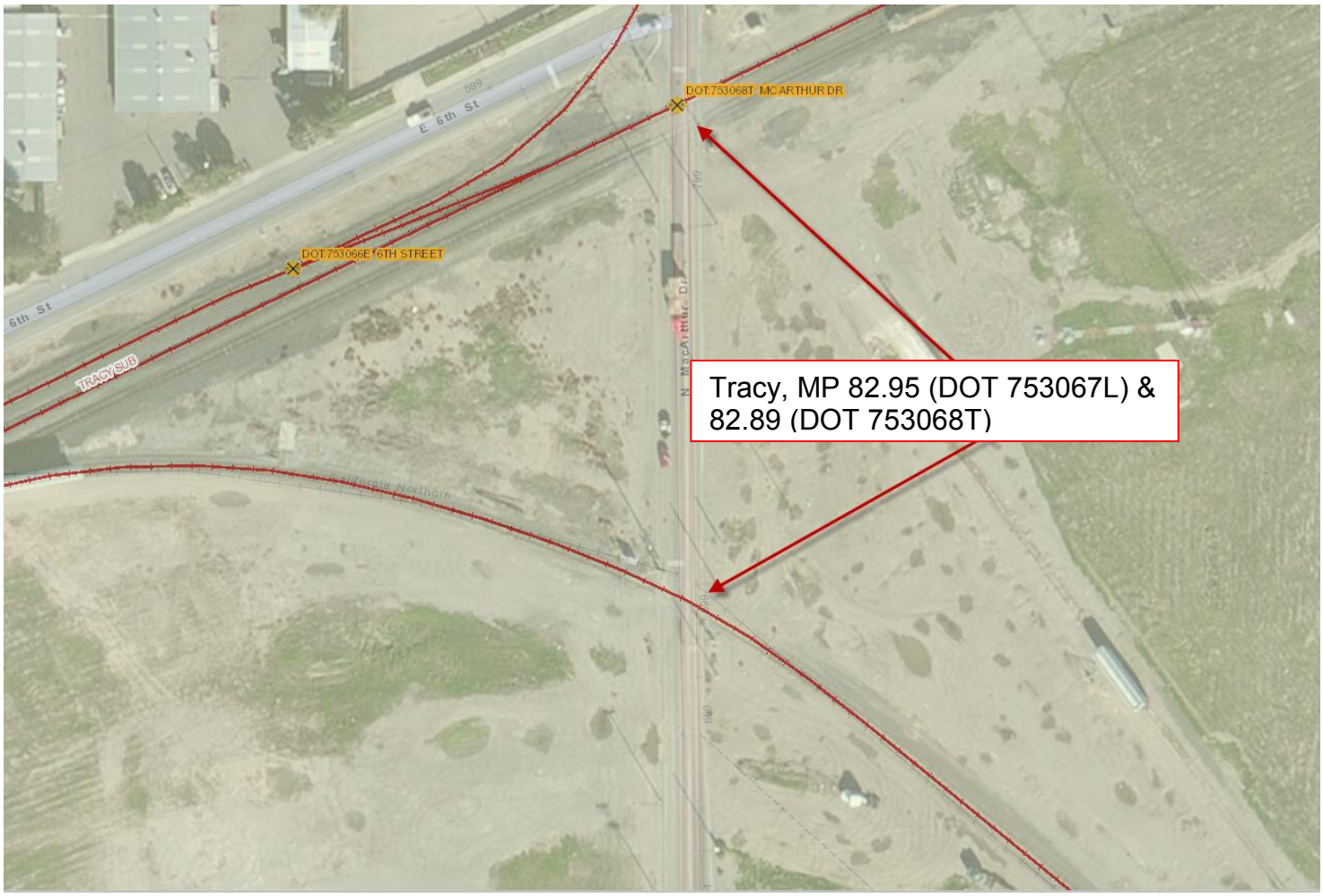
Approved by: Troy Brown, City Manager

ATTACHMENTS

Exhibit A – Aerial Map
Exhibit B - Maintenance and Use Agreement

EXHIBIT "A"

RAILROAD LOCATION PRINT
ACCOMPANYING A
AT-GRADE ROAD CROSSING AGREEMENT/CONTRACTOR'S
RIGHT OF ENTRY AGREEMENT



UNION PACIFIC RAILROAD COMPANY

TRACY SUBDIVISION
RAILROAD MILE POST 82.89 & 82.952
TRACY, SAN JOAQUIN COUNTY, CA

To accompany an agreement with the

CITY OF TRACY and/or CONTRACTORS

UPRR Folder No. 2952-18 Date: November 17, 2015

WARNING

IN ALL OCCASIONS, U.P. COMMUNICATIONS DEPARTMENT MUST BE CONTACTED IN ADVANCE OF ANY WORK TO DETERMINE EXISTENCE AND LOCATION OF FIBER OPTIC CABLE.

PHONE: 1-(800) 336-9193

EXHIBIT B

BUILDING AMERICA®

UPRR Folder No.: 2952-18

UPRR Audit No. _____

PUBLIC HIGHWAY AT-GRADE CROSSING MAINTENANCE & USE AGREEMENT

THIS AGREEMENT is made as of the _____ day of _____, 2016, by and between **UNION PACIFIC RAILROAD COMPANY**, a Delaware corporation, or its predecessor in interest, with a mailing address at 1400 Douglas Street, MS 1690, Omaha, Nebraska, 68179-1690 ("Railroad"), and the **CITY OF TRACY**, a municipal corporation with a mailing address at 325 Civic Center Plaza, Tracy, CA 95376 ("Political Body").

RECITALS:

Presently, the Political Body utilizes the Railroad's property for the existing MacArthur Dr. at-grade public road crossings located at DOT No. 753067L at Railroad's Mile Post 82.952 and DOT 753068T at Mile Post 82.89 on its Tracy Subdivision or near Tracy, San Joaquin County, California (hereinafter the "Roadway").

The Political Body now desires to undertake as its project (the "Project") the surface rehabilitation of the approaches of the existing Roadway. The existing aforementioned roadway, as improved is hereinafter the "Roadway" and where the Roadway crosses the Railroad's property is the "Crossing Area" in the location shown on the Railroad Location Print marked **Exhibit A** attached hereto and hereby made a part hereof.

The Railroad and the Political Body and entering into this agreement to cover the above.

AGREEMENT:

NOW THEREFORE, in consideration of the premises and of the promises and conditions hereinafter set forth, the parties hereto agree as follows:

SECTION 1.

The exhibits below are attached hereto and hereby made a part hereof.

Exhibit A:	Railroad Location Print
Exhibit B:	General Terms and Conditions
Exhibit C:	Railroad's Contractor Right of Entry

SECTION 2.

The General Terms and Conditions marked **Exhibit B,** are attached hereto and hereby made a part hereof.

SECTION 3.

The Railroad, at the Political Body's expense, shall maintain the crossing between the track tie ends. If, in the future, the Political Body elects to have the surfacing material between the track tie ends replaced with paving or some surfacing material other than timber planking, the Railroad, at Political Body's expense, shall install such replacement surfacing.

SECTION 4.

A. The Political Body, at its sole cost and expense, shall provide traffic control, barricades, and all detour signing for the crossing work, provide all labor, material and equipment to install concrete or asphalt street approaches, and if required, will install advanced warning signs, and pavement markings in compliance and conformance with the Manual on Uniform Traffic Control Devices.

B. The Political Body, at its expense, shall maintain and repair all portions of the Roadway approaches that are not within the track tie ends.

SECTION 5.

If Political Body's contractor(s) is/are performing any work described in Section 4 above, then the Political Body shall require its contractor(s) to execute the Railroad's standard and current form of Contractor's Right of Entry Agreement attached hereto as **Exhibit C**. Political Body acknowledges receipt of a copy of the Contractor's Right of Entry Agreement and understanding of its terms, provisions, and requirements, and will inform its contractor(s) of the need to execute the Agreement. Under no circumstances will the Political Body's contractor(s) be allowed onto the Railroad's premises without first executing the Contractor's Right of Entry Agreement.

SECTION 6.

Fiber optic cable systems may be buried on the Railroad's property. Protection of the fiber optic cable systems is of extreme importance since any break could disrupt service to users resulting in business interruption and loss of revenue and profits. Political Body or its contractor(s) shall telephone the Railroad during normal business hours (7:00 a.m. to 9:00 p.m., Central Time, Monday through Friday, except holidays) at 1-800-336-9193 (also a 24-hour number, 7 day number for emergency calls) to determine if fiber optic cable is buried anywhere on the Railroad's premises to be used by the Political Body or its contractor(s). If it is, Political Body or its contractor(s) will telephone the telecommunications company(ies) involved, arrange for a cable locator, and make arrangements for relocation or other protection of the fiber optic cable prior to beginning any work on the Railroad's premises.

SECTION 7.

The Political Body, for itself and for its successors and assigns, hereby waives any right of assessment against the Railroad, as an adjacent property owner, for any and all improvements made under this agreement.

SECTION 8.

Covenants herein shall inure to or bind each party's successors and assigns; provided, no right of the Political Body shall be transferred or assigned, either voluntarily or involuntarily, except by express prior written consent of the Railroad.

SECTION 9.

The Political Body shall, when returning this agreement to the Railroad (signed), cause same to be accompanied by such Order, Resolution, or Ordinance of the governing body of the Political Body, passed and approved as by law prescribed, and duly certified, evidencing the authority of the person executing this agreement on behalf of the Political Body with the power so to do, and which also will certify that funds have been appropriated and are available for the payment of any sums herein agreed to be paid by Political Body.

SECTION 10.

A. Railroad shall maintain crossing signals as long as they remain in place. Cost of maintaining said signals shall be apportioned between the parties hereto in accordance with Sections 1202.2 and 1231.1 of the California Public Utilities Code. The precise manner and method of determining applicable charges, manner and method of payment and other procedures under said sections shall be governed by any applicable decisions of the California Public Utilities Commission.

B. The City, at its expense, shall maintain and repair all portions of the Roadway approaches that are not within the area between lines two (2) feet outside of the rails of each track.

SECTION 11.

Upon execution and delivery of this Agreement, the Political Body shall pay to the Railroad an administrative handling charge of **ONE THOUSAND DOLLARS ($1,000.00)**.

SECTION 12. SPECIAL PROVISIONS PERTAINING TO AMERICAN RECOVERY AND REINVESTMENT ACT OF 2009.

If the Political Body will be receiving American Recovery and Reinvestment Act ("ARRA") funding for the Project, the Political Body agrees that it is responsible in performing and completing all ARRA reporting documents for the Project. The Political Body confirms and acknowledges that Section 1512 of the ARRA provisions applies only to a "recipient" receiving ARRA funding directly from the federal government and, therefore, (i) the ARRA reporting requirements are the responsibility of the Political Body and not of the Railroad and (ii) the Political Body shall not delegate any ARRA reporting responsibilities to the Railroad. The Political Body also confirms and acknowledges that (i) the Railroad shall provide to the Political Body the Railroad's standard and customary billing for expenses incurred by the Railroad for the Project including the Railroad's standard and customary documentation to support such billing and (ii) such standard and customary billing and documentation from the Railroad provides the information needed by the Political Body to perform and complete the ARRA reporting documents. The Railroad confirms that the Political Body and the Federal Highway Administration shall have the right to audit the Railroad's billing and documentation for the Project.

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Agreement to be executed as of the day and year first hereinabove written.

UNION PACIFIC RAILROAD COMPANY
(Federal Tax ID #94-6001323)

By:_____
DAVID C. LAPLANTE
Senior Manager-Real Estate

CITY OF TRACY

By_____

Printed Name:_____

Title:_____

EXHIBIT A

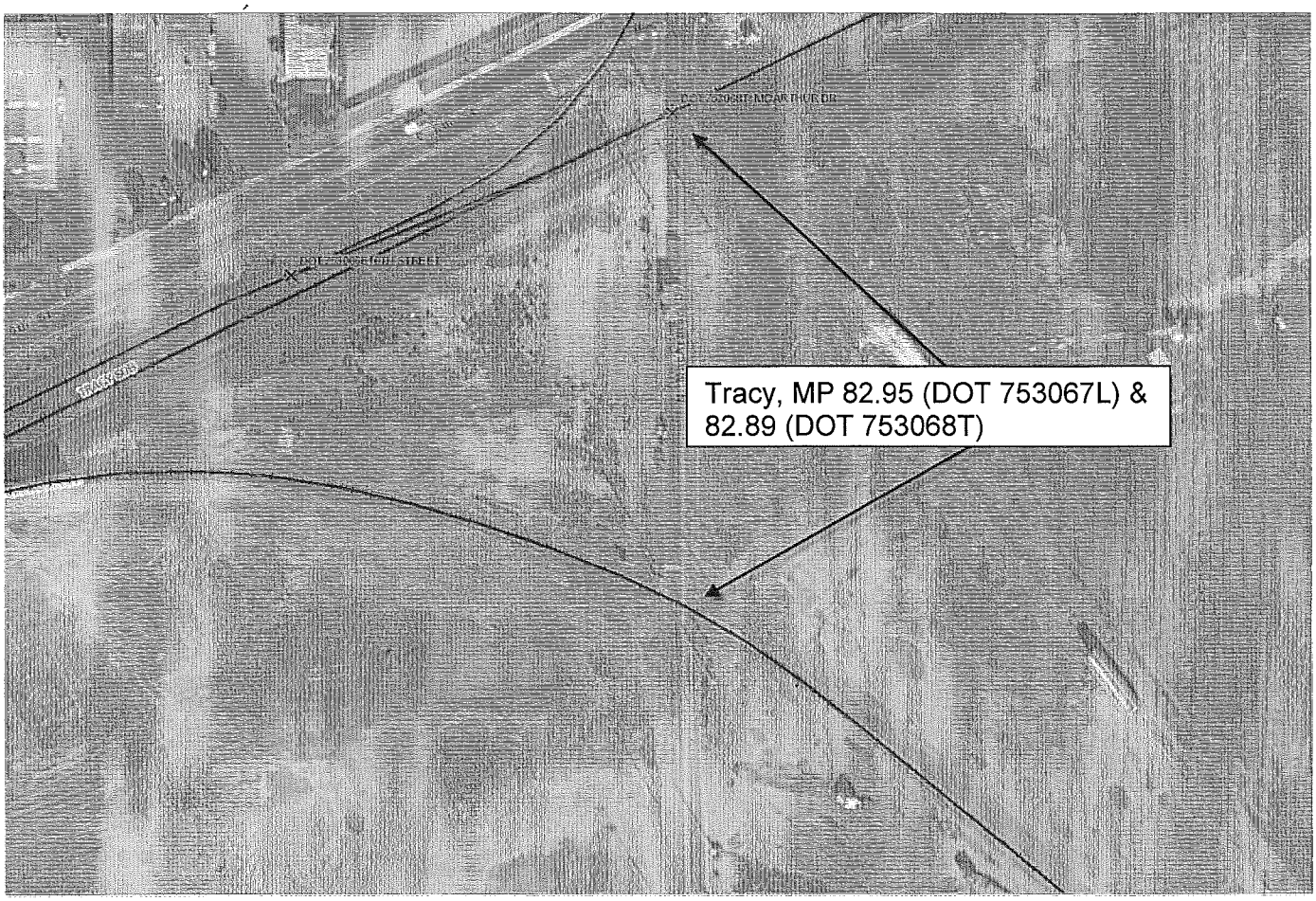
To Public Highway At-Grade Crossing
Maintenance & Use Agreement

Cover Sheet for the
Railroad Location Print

EXHIBIT "A"

RAILROAD LOCATION PRINT

ACCOMPANYING A
AT-GRADE ROAD CROSSING AGREEMENT/CONTRACTOR'S
RIGHT OF ENTRY AGREEMENT



UNION PACIFIC RAILROAD COMPANY

TRACY SUBDIVISION
RAILROAD MILE POST 82.89 & 82.952
TRACY, SAN JOAQUIN COUNTY, CA

To accompany an agreement with the

CITY OF TRACY and/or CONTRACTORS

UPRR Folder No. 2952-18 Date: November 17, 2015

WARNING

IN ALL OCCASIONS, U.P. COMMUNICATIONS DEPARTMENT MUST BE CONTACTED IN ADVANCE OF ANY WORK TO DETERMINE EXISTENCE AND LOCATION OF FIBER OPTIC CABLE.

PHONE: 1-(800) 336-9193

EXHIBIT B

To Public Highway At-Grade Crossing
Maintenance & Use Agreement

Cover Sheet for the
General Terms & Conditions

EXHIBIT B

TO PUBLIC HIGHWAY AT-GRADE CROSSING
MAINTENANCE & USE AGREEMENT

GENERAL TERMS AND CONDITIONS

SECTION 1. CONDITIONS AND COVENANTS

A. The Railroad makes no covenant or warranty of title for quiet possession or against encumbrances. The Political Body shall not use or permit use of the Crossing Area for any purposes other than those described in this Agreement. Without limiting the foregoing, the Political Body shall not use or permit use of the Crossing Area for railroad purposes, or for gas, oil or gasoline pipe lines. Any lines constructed on the Railroad's property by or under authority of the Political Body for the purpose of conveying electric power or communications incidental to the Political Body's use of the property for highway purposes shall be constructed in accordance with specifications and requirements of the Railroad, and in such manner as not adversely to affect communication or signal lines of the Railroad or its licensees now or hereafter located upon said property. No nonparty shall be admitted by the Political Body to use or occupy any part of the Railroad's property without the Railroad's written consent. Nothing herein shall obligate the Railroad to give such consent.

B. The Railroad reserves the right to cross the Crossing Area with such railroad tracks as may be required for its convenience or purposes. In the event the Railroad shall place additional tracks upon the Crossing Area, the Political Body shall, at its sole cost and expense, modify the Roadway to conform with all tracks within the Crossing Area.

C. The right hereby granted is subject to any existing encumbrances and rights (whether public or private), recorded or unrecorded, and also to any renewals thereof. The Political Body shall not damage, destroy or interfere with the property or rights of nonparties in, upon or relating to the Railroad's property, unless the Political Body at its own expense settles with and obtains releases from such nonparties.

D. The Railroad reserves the right to use and to grant to others the right to use the Crossing Area for any purpose not inconsistent with the right hereby granted, including, but not by way of limitation, the right to construct, reconstruct, maintain, operate, repair, alter, renew and replace tracks, facilities and appurtenances on the property; and the right to cross the Crossing Area with all kinds of equipment.

E. So far as it lawfully may do so, the Political Body will assume, bear and pay all taxes and assessments of whatsoever nature or kind (whether general, local or special) levied or assessed upon or against the Crossing Area, excepting taxes levied upon and against the property as a component part of the Railroad's operating property.

F. If any property or rights other than the right hereby granted are necessary for the construction, maintenance and use of the Roadway and its appurtenances, or for the performance of any work in connection with the Project, the Political Body will acquire all such other property and rights at its own expense and without expense to the Railroad.

SECTION 2. CONSTRUCTION OF ROADWAY

A. The Political Body, at its expense, will apply for and obtain all public authority required by law, ordinance, rule or regulation for the Project, and will furnish the Railroad upon request with satisfactory evidence that such authority has been obtained.

B. Except as may be otherwise specifically provided herein, the Political Body, at its expense, will furnish all necessary labor, material and equipment, and shall construct and complete the Roadway and all appurtenances thereof. The appurtenances shall include, without limitation, all necessary and proper highway warning devices (except those installed by the Railroad within its right of way) and all necessary drainage facilities, guard rails or barriers, and right of way fences between the Roadway and the railroad tracks. Upon completion of the Project, the Political Body shall remove from the Railroad's property all temporary structures and false work, and will leave the Crossing Area in a condition satisfactory to the Railroad.

C. All construction work of the Political Body upon the Railroad's property (including, but not limited to, construction of the Roadway and all appurtenances and all related and incidental work) shall be performed and completed in a manner satisfactory to the Assistant Vice President Engineering-Design of the Railroad or his authorized representative and in

compliance with the Plans, and other guidelines furnished by the Railroad.

D. All construction work of the Political Body shall be performed diligently and completed within a reasonable time. No part of the Project shall be suspended, discontinued or unduly delayed without the Railroad's written consent, and subject to such reasonable conditions as the Railroad may specify. It is understood that the Railroad's tracks at and in the vicinity of the work will be in constant or frequent use during progress of the work and that movement or stoppage of trains, engines or cars may cause delays in the work of the Political Body. The Political Body hereby assumes the risk of any such delays and agrees that no claims for damages on account of any delay shall be made against the Railroad by the State and/or the Contractor.

SECTION 3. INJURY AND DAMAGE TO PROPERTY

If the Political Body, in the performance of any work contemplated by this Agreement or by the failure to do or perform anything for which the Political Body is responsible under the provisions of this Agreement, shall injure, damage or destroy any property of the Railroad or of any other person lawfully occupying or using the property of the Railroad, such property shall be replaced or repaired by the Political Body at the Political Body's own expense, or by the Railroad at the expense of the Political Body, and to the satisfaction of the Railroad's Assistant Vice President Engineering-Design.

SECTION 4. RAILROAD MAY USE CONTRACTORS TO PERFORM WORK

The Railroad may contract for the performance of any of its work by other than the Railroad forces. The Railroad shall notify the Political Body of the contract price within ninety (90) days after it is awarded. Unless the Railroad's work is to be performed on a fixed price basis, the Political Body shall reimburse the Railroad for the amount of the contract.

SECTION 5. MAINTENANCE AND REPAIRS

A. The Political Body shall, at its own sole expense, maintain, repair, and renew, or cause to be maintained, repaired and renewed, the entire Crossing Area and Roadway, except the portions between the track tie ends, which shall be maintained by and at the expense of the Railroad.

B. If, in the future, the Political Body elects to have the surfacing material between the track tie ends, or between tracks if there is more than one railroad track across the Crossing Area, replaced with paving or some surfacing material other than timer planking, the Railroad, at the Political Body's expense, shall install such replacement surfacing, and in the future, to the extent repair or replacement of the surfacing is necessitated by repair or rehabilitation of the Railroad's tracks through the Crossing Area, the Political Body shall bear the expense of such repairs or replacement.

SECTION 6. CHANGES IN GRADE

If at any time the Railroad shall elect, or be required by competent authority to, raise or lower the grade of all or any portion of the track(s) located within the Crossing Area, the Political Body shall, at its own expense, conform the Roadway to conform with the change of grade of the trackage.

SECTION 7. REARRANGEMENT OF WARNING DEVICES

If the change or rearrangement of any warning device installed hereunder is necessitated for public or Railroad convenience or on account of improvements for either the Railroad, highway or both, the parties will apportion the expense incidental thereto between themselves by negotiation, agreement or by the order of a competent authority before the change or rearrangement is undertaken.

SECTION 8. SAFETY MEASURES; PROTECTION OF RAILROAD COMPANY OPERATIONS

It is understood and recognized that safety and continuity of the Railroad's operations and communications are of the utmost importance; and in order that the same may be adequately safeguarded, protected and assured, and in order that accidents may be prevented and avoided, it is agreed with respect to all of said work of the Political Body that the work will be performed in a safe manner and in conformity with the following standards:

A. **Definitions**. All references in this Agreement to the Political Body shall also include the Contractor and their respective officers, agents and employees, and others acting under its or their authority; and all references in this Agreement to work of the Political Body shall include work both within and outside of the Railroad's property.

B. **Entry on to Railroad's Property by Political Body**. If the Political Body's employees need to enter Railroad's property in order to perform an inspection of the Roadway, minor maintenance or other activities, the Political Body shall first provide at least ten (10) working days advance notice to the Railroad Representative. With respect to such entry on to Railroad's property, the Political Body, to the extent permitted by law, agrees to release, defend and indemnify the Railroad from and against any loss, damage, injury, liability, claim, cost or expense incurred by any person including, without limitation, the Political Body's employees, or damage to any property or equipment (collectively the "Loss") that arises from the presence or activities of Political Body's employees on Railroad's property, except to the extent that any Loss is caused by the sole direct negligence of Railroad.

C. **Flagging**.

(i) If the Political Body's employees need to enter Railroad's property as provided in Paragraph B above, the Political Body agrees to notify the Railroad Representative at least thirty (30) working days in advance of proposed performance of any work by Political Body in which any person or equipment will be within twenty-five (25) feet of any track, or will be near enough to any track that any equipment extension (such as, but not limited to, a crane boom) will reach to within twenty-five (25) feet of any track. No work of any kind shall be performed, and no person, equipment, machinery, tool(s), material(s), vehicle(s), or thing(s) shall be located, operated, placed, or stored within twenty-five (25) feet of any of Railroad's track(s) at any time, for any reason, unless and until a Railroad flagman is provided to watch for trains. Upon receipt of such thirty (30) day notice, the Railroad Representative will determine and inform Political Body whether a flagman need be present and whether Political Body needs to implement any special protective or safety measures. If flagging or other special protective or safety measures are performed by Railroad, Railroad will bill Political Body for such expenses incurred by Railroad. If Railroad performs any flagging, or other special protective or safety measures are performed by Railroad, Political Body agrees that Political Body is not relieved of any of its responsibilities or liabilities set forth in this Agreement.

(ii) The rate of pay per hour for each flagman will be the prevailing hourly rate in effect for an eight-hour day for the class of flagmen used during regularly assigned hours and overtime in accordance with Labor Agreements and Schedules in effect at the time the work is performed. In addition to the cost of such labor, a composite charge for vacation, holiday, health and welfare, supplemental sickness, Railroad Retirement and unemployment compensation, supplemental pension, Employees Liability and Property Damage and Administration will be included, computed on actual payroll. The composite charge will be the prevailing composite charge in effect at the time the work is performed.. One and one-half times the current hourly rate is paid for overtime, Saturdays and Sundays, and two and one-half times current hourly rate for holidays. Wage rates are subject to change, at any time, by law or by agreement between Railroad and its employees, and may be retroactive as a result of negotiations or a ruling of an authorized governmental agency. Additional charges on labor are also subject to change. If the wage rate or additional charges are changed, Political Body shall pay on the basis of the new rates and charges.

(iii) Reimbursement to Railroad will be required covering the full eight-hour day during which any flagman is furnished, unless the flagman can be assigned to other Railroad work during a portion of such day, in which event reimbursement will not be required for the portion of the day during which the flagman is engaged in other Railroad work. Reimbursement will also be required for any day not actually worked by the flagman following the flagman's assignment to work on the project for which Railroad is required to pay the flagman and which could not reasonably be avoided by Railroad by assignment of such flagman to other work, even though Political Body may not be working during such time. When it becomes necessary for Railroad to bulletin and assign an employee to a flagging position in compliance with union collective bargaining agreements, Political Body must provide Railroad a minimum of five (5) days notice prior to the cessation of the need for a flagman. If five (5) days notice of cessation is not given, Political Body will still be required to pay flagging charges for the five (5) day notice period required by union agreement to be given to the employee, even though flagging is not required for that period. An additional thirty (30) days notice must then be given to Railroad if flagging services are needed again after such five day cessation notice has been given to Railroad.

D. **Compliance With Laws**. The Political Body shall comply with all applicable federal, state and local laws, regulations and enactments affecting the work. The Political Body shall use only such methods as are consistent with safety, both as concerns the Political Body, the Political Body's agents and employees, the officers, agents, employees and property of the Railroad and the public in general. The Political Body (without limiting the generality of the foregoing) shall comply with all applicable state and federal occupational safety and health acts and regulations. All Federal Railroad Administration regulations shall be followed when work is performed on the Railroad's premises. If any failure by the Political Body to comply with any such laws, regulations, and enactments, shall result in any fine, penalty, cost or charge being assessed, imposed or

charged against the Railroad, the Political Body shall reimburse, and to the extent it may lawfully do so, indemnify the Railroad for any such fine, penalty, cost, or charge, including without limitation attorney's fees, court costs and expenses. The Political Body further agrees in the event of any such action, upon notice thereof being provided by the Railroad, to defend such action free of cost, charge, or expense to the Railroad.

E. **No Interference or Delays**. The Political Body shall not do, suffer or permit anything which will or may obstruct, endanger, interfere with, hinder or delay maintenance or operation of the Railroad's tracks or facilities, or any communication or signal lines, installations or any appurtenances thereof, or the operations of others lawfully occupying or using the Railroad's property or facilities.

F. **Supervision**. The Political Body, at its own expense, shall adequately police and supervise all work to be performed by the Political Body, and shall not inflict injury to persons or damage to property for the safety of whom or of which the Railroad may be responsible, or to property of the Railroad. The responsibility of the Political Body for safe conduct and adequate policing and supervision of the Project shall not be lessened or otherwise affected by the Railroad's approval of plans and specifications, or by the Railroad's collaboration in performance of any work, or by the presence at the work site of the Railroad's representatives, or by compliance by the Political Body with any requests or recommendations made by such representatives. If a representative of the Railroad is assigned to the Project, the Political Body will give due consideration to suggestions and recommendations made by such representative for the safety and protection of the Railroad's property and operations.

G. **Suspension of Work**. If at any time the Political Body's engineers or the Vice President-Engineering Services of the Railroad or their respective representatives shall be of the opinion that any work of the Political Body is being or is about to be done or prosecuted without due regard and precaution for safety and security, the Political Body shall immediately suspend the work until suitable, adequate and proper protective measures are adopted and provided.

H. **Removal of Debris**. The Political Body shall not cause, suffer or permit material or debris to be deposited or cast upon, or to slide or fall upon any property or facilities of the Railroad; and any such material and debris shall be promptly removed from the Railroad's property by the Political Body at the Political Body's own expense or by the Railroad at the expense of the Political Body. The Political Body shall not cause, suffer or permit any snow to be plowed or cast upon the Railroad's property during snow removal from the Crossing Area.

I. **Explosives**. The Political Body shall not discharge any explosives on or in the vicinity of the Railroad's property without the prior consent of the Railroad's Vice President-Engineering Services, which shall not be given if, in the sole discretion of the Railroad's Vice President-Engineering Services, such discharge would be dangerous or would interfere with the Railroad's property or facilities. For the purposes hereof, the "vicinity of the Railroad's property" shall be deemed to be any place on the Railroad's property or in such close proximity to the Railroad's property that the discharge of explosives could cause injury to the Railroad's employees or other persons, or cause damage to or interference with the facilities or operations on the Railroad's property. The Railroad reserves the right to impose such conditions, restrictions or limitations on the transportation, handling, storage, security and use of explosives as the Railroad, in the Railroad's sole discretion, may deem to be necessary, desirable or appropriate.

J. **Excavation**. The Political Body shall not excavate from existing slopes nor construct new slopes which are excessive and may create hazards of slides or falling rock, or impair or endanger the clearance between existing or new slopes and the tracks of the Railroad. The Political Body shall not do or cause to be done any work which will or may disturb the stability of any area or adversely affect the Railroad's tracks or facilities. The Political Body, at its own expense, shall install and maintain adequate shoring and cribbing for all excavation and/or trenching performed by the Political Body in connection with construction, maintenance or other work. The shoring and cribbing shall be constructed and maintained with materials and in a manner approved by the Railroad's Assistant Vice President Engineering - Design to withstand all stresses likely to be encountered, including any stresses resulting from vibrations caused by the Railroad's operations in the vicinity.

K. **Drainage**. The Political Body, at the Political Body's own expense, shall provide and maintain suitable facilities for draining the Roadway and its appurtenances, and shall not suffer or permit drainage water therefrom to flow or collect upon property of the Railroad. The Political Body, at the Political Body's own expense, shall provide adequate passageway for the waters of any streams, bodies of water and drainage facilities (either natural or artificial, and including water from the Railroad's culvert and drainage facilities), so that said waters may not, because of any facilities or work of the Political Body, be impeded, obstructed, diverted or caused to back up, overflow or damage the property of the Railroad or any part thereof, or property of others. The Political Body shall not obstruct or interfere with existing ditches or drainage facilities.

L. **Notice**. Before commencing any work, the Political Body shall provide the advance notice to the Railroad that is

required under the Contractor's Right of Entry Agreement.

M. **Fiber Optic Cables**. Fiber optic cable systems may be buried on the Railroad's property. Protection of the fiber optic cable systems is of extreme importance since any break could disrupt service to users resulting in business interruption and loss of revenue and profits. Political Body shall telephone the Railroad during normal business hours (7:00 a.m. to 9:00 p.m. Central Time, Monday through Friday, except holidays) at 1-800-336-9193 (also a 24-hour, 7-day number for emergency calls) to determine if fiber optic cable is buried anywhere on the Railroad's premises to be used by the Political Body. If it is, Political Body will telephone the telecommunications company(ies) involved, arrange for a cable locator, and make arrangements for relocation or other protection of the fiber optic cable prior to beginning any work on the Railroad's premises.

SECTION 9. INTERIM WARNING DEVICES

If at anytime it is determined by a competent authority, by the Political Body, or by agreement between the parties, that new or improved train activated warning devices should be installed at the Crossing Area, the Political Body shall install adequate temporary warning devices or signs and impose appropriate vehicular control measures to protect the motoring public until the new or improved devices have been installed.

SECTION 10. OTHER RAILROADS

All protective and indemnifying provisions of this Agreement shall inure to the benefit of the Railroad and any other railroad company lawfully using the Railroad's property or facilities.

SECTION 11. BOOKS AND RECORDS

The books, papers, records and accounts of Railroad, so far as they relate to the items of expense for the materials to be provided by Railroad under this Project, or are associated with the work to be performed by Railroad under this Project, shall be open to inspection and audit at Railroad's offices in Omaha, Nebraska, during normal business hours by the agents and authorized representatives of Political Body for a period of three (3) years following the date of Railroad's last billing sent to Political Body.

SECTION 12. REMEDIES FOR BREACH OR NONUSE

A. If the Political Body shall fail, refuse or neglect to perform and abide by the terms of this Agreement, the Railroad, in addition to any other rights and remedies, may perform any work which in the judgment of the Railroad is necessary to place the Roadway and appurtenances in such condition as will not menace, endanger or interfere with the Railroad's facilities or operations or jeopardize the Railroad's employees; and the Political Body will reimburse the Railroad for the expenses thereof.

B. Nonuse by the Political Body of the Crossing Area for public highway purposes continuing at any time for a period of eighteen (18) months shall, at the option of the Railroad, work a termination of this Agreement and of all rights of the Political Body hereunder.

C. The Political Body will surrender peaceable possession of the Crossing Area and Roadway upon termination of this Agreement. Termination of this Agreement shall not affect any rights, obligations or liabilities of the parties, accrued or otherwise, which may have arisen prior to termination.

SECTION 13. MODIFICATION - ENTIRE AGREEMENT

No waiver, modification or amendment of this Agreement shall be of any force or effect unless made in writing, signed by the Political Body and the Railroad and specifying with particularity the nature and extent of such waiver, modification or amendment. Any waiver by the Railroad of any default by the Political Body shall not affect or impair any right arising from any subsequent default. This Agreement and Exhibits attached hereto and made a part hereof constitute the entire understanding between the Political Body and the Railroad and cancel and supersede any prior negotiations, understandings or agreements, whether written or oral, with respect to the work or any part thereof.

EXHIBIT C

To Public Highway At-Grade Crossing
Maintenance & Use Agreement

Cover Sheet for the Form of
Contractor's Right of Entry Agreement

Folder No.: 2952-18

UPRR Audit No.:

CONTRACTOR'S RIGHT OF ENTRY AGREEMENT

THIS AGREEMENT is made and entered into as of the _____ day of _____, 2015, by and between **UNION PACIFIC RAILROAD COMPANY**, a Delaware corporation ("Railroad"); and

_____ (*Name of Contractor*)

a _____ corporation ("Contractor").

RECITALS:

Contractor has been hired by the City of Tracy to remill and repave, and re-stripe, the approaches to the two existing MacArthur Dr. at-grade public road crossings located at DOT No. 753067L at Railroad's Mile Post 82.952 and DOT 753068T at Mile Post 82.89 on its Tracy Subdivision or near Tracy, San Joaquin County, California, as such location is in the general location shown on the Railroad Location Print marked **Exhibit A**, attached hereto and hereby made a part hereof, which work is the subject of a contract dated _____ 2015, between the Railroad and the City.

The Railroad is willing to permit the Contractor to perform the work described above at the location described above subject to the terms and conditions contained in this Agreement

AGREEMENT:

NOW, THEREFORE, it is mutually agreed by and between Railroad and Contractor, as follows:

ARTICLE 1 - DEFINITION OF CONTRACTOR.

For purposes of this Agreement, all references in this agreement to Contractor shall include Contractor's contractors, subcontractors, officers, agents and employees, and others acting under its or their authority.

ARTICLE 2 - RIGHT GRANTED; PURPOSE.

Railroad hereby grants to Contractor the right, during the term hereinafter stated and upon and subject to each and all of the terms, provisions and conditions herein contained, to enter upon and have ingress to and egress from the property described in the Recitals for the purpose of performing the work described in the Recitals above. The right herein granted to Contractor is limited to those portions of Railroad's property specifically described herein, or as designated by the Railroad Representative named in Article 4.

ARTICLE 3 - TERMS AND CONDITIONS CONTAINED IN EXHIBITS B, C & D.

The General Terms and Conditions contained in **Exhibit B**, the Insurance Requirements contained in **Exhibit C**, and the Minimum Safety Requirements contained in **Exhibit D**, each attached hereto, are hereby made a part of this Agreement.

ARTICLE 4 - ALL EXPENSES TO BE BORNE BY CONTRACTOR; RAILROAD REPRESENTATIVE.

A. Contractor shall bear any and all costs and expenses associated with any work performed by Contractor, or any costs or expenses incurred by Railroad relating to this Agreement.

B. Contractor shall coordinate all of its work with the following Railroad representative or his or her duly authorized representative (the "Railroad Representative"):

FERNANDO P. AVILA MGR TRACK MNTCE (209) 471-5304

C. Contractor, at its own expense, shall adequately police and supervise all work to be performed by Contractor and shall ensure that such work is performed in a safe manner as set forth in Section 7 of **Exhibit B**. The responsibility of Contractor for safe conduct and adequate policing and supervision of Contractor's work shall not be lessened or otherwise affected by Railroad's approval of plans and specifications involving the work, or by Railroad's collaboration in performance of any work, or by the presence at the work site of a Railroad Representative, or by compliance by Contractor with any requests or recommendations made by Railroad Representative.

ARTICLE 5 - SCHEDULE OF WORK ON A MONTHLY BASIS.

The Contractor, at its expense, shall provide on a monthly basis a detailed schedule of work to the Railroad Representative named in Article 4B above. The reports shall start at the execution of this Agreement and continue until this Agreement is terminated as provided in this Agreement or until the Contractor has completed all work on Railroad's property.

ARTICLE 6 - TERM; TERMINATION.

A. The grant of right herein made to Contractor shall commence on the date of this Agreement, and continue until _____, unless sooner terminated as herein
(Expiration Date)
provided, or at such time as Contractor has completed its work on Railroad's property, whichever is earlier. Contractor agrees to notify the Railroad Representative in writing when it has completed its work on Railroad's property.

B. This Agreement may be terminated by either party on ten (10) days written notice to the other party.

ARTICLE 7 - CERTIFICATE OF INSURANCE.

A. Before commencing any work, Contractor will provide Railroad with the (i) insurance binders, policies, certificates and endorsements set forth in **Exhibit C** of this Agreement, and (ii) the insurance endorsements obtained by each subcontractor as required under Section 12 of **Exhibit B** of this Agreement.

B. All insurance correspondence, binders, policies, certificates and endorsements shall be sent to:

Union Pacific Railroad Company
Real Estate Department
1400 Douglas Street, MS 1690
Omaha, NE 68179-1690
UPRR Folder No.: 2952-18

ARTICLE 8 - DISMISSAL OF CONTRACTOR'S EMPLOYEE.

At the request of Railroad, Contractor shall remove from Railroad's property any employee of Contractor who fails to conform to the instructions of the Railroad Representative in connection with the work on Railroad's property, and any right of Contractor shall be suspended until such removal has occurred. Contractor shall indemnify Railroad against any claims arising from the removal of any such employee from Railroad's property.

ARTICLE 9 - CROSSINGS.

No additional vehicular crossings (including temporary haul roads) or pedestrian crossings over Railroad's trackage shall be installed or used by Contractor without the prior written permission of Railroad.

ARTICLE 10 - CROSSINGS; COMPLIANCE WITH MUTCD AND FRA GUIDELINES.

A. No additional vehicular crossings (including temporary haul roads) or pedestrian crossings over Railroad's trackage shall be installed or used by Contractor without the prior written permission of Railroad.

B. Any permanent or temporary changes, including temporary traffic control, to crossings must conform to the Manual of Uniform Traffic Control Devices (MUTCD) and any applicable Federal Railroad Administration rules, regulations and guidelines, and must be reviewed by the Railroad prior to any changes being implemented. In the event the Railroad is found to be out of compliance with federal safety regulations due to the Contractor's modifications, negligence, or any other reason arising from the Contractor's presence on the Railroad's property, the Contractor agrees to assume liability for any civil penalties imposed upon the Railroad for such noncompliance.

ARTICLE 11 - EXPLOSIVES.

Explosives or other highly flammable substances shall not be stored or used on Railroad's property without the prior written approval of Railroad.

IN WITNESS WHEREOF, the parties hereto have duly executed this agreement in duplicate as of the date first herein written.

UNION PACIFIC RAILROAD COMPANY
(Federal Tax ID #94-6001323)

By:_____
DAVID C. LAPLANTE
Senior Mgr. Contracts

(Name of Contractor)

By_____

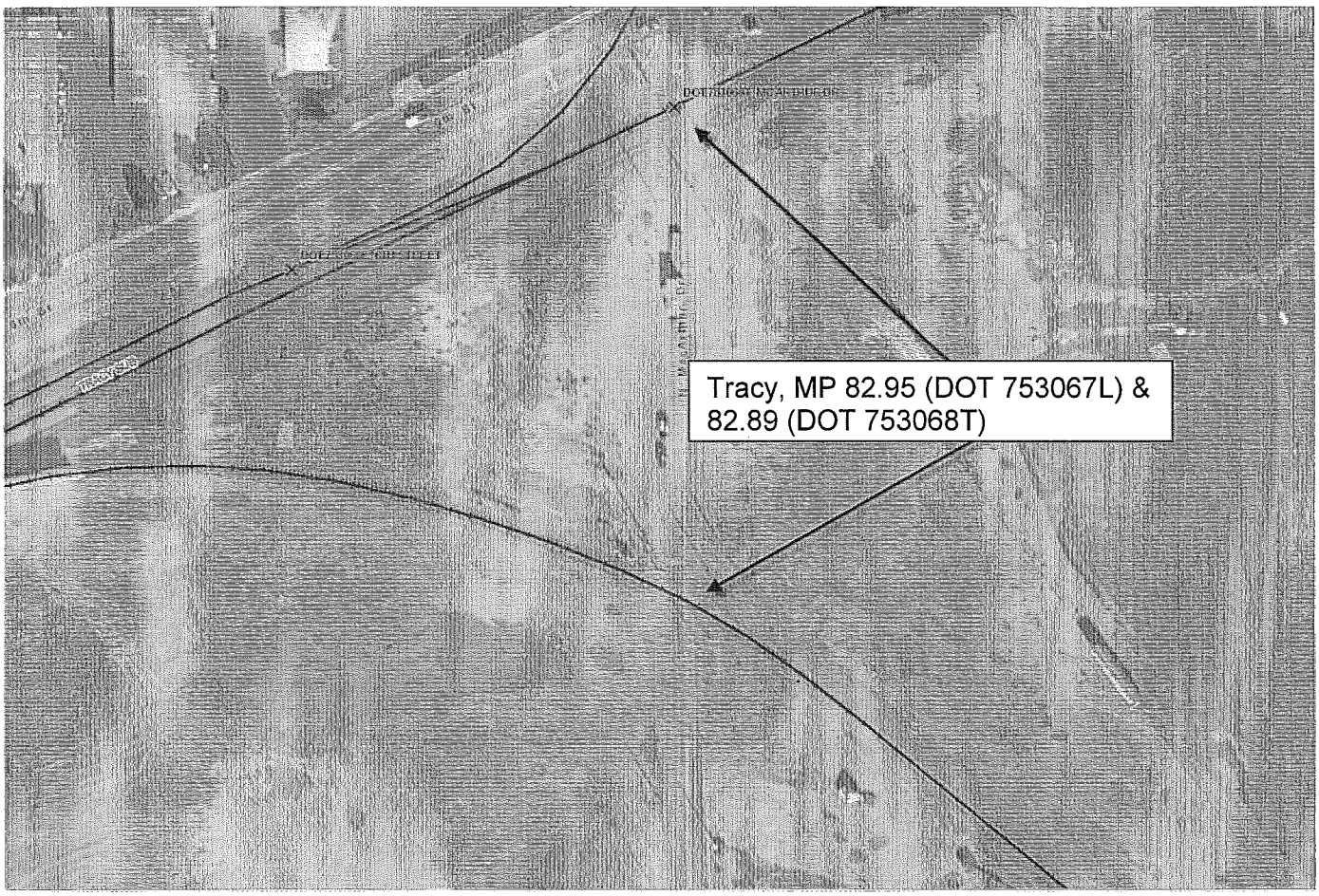
Printed Name:_____

Title:_____

EXHIBIT "A"

RAILROAD LOCATION PRINT

ACCOMPANYING A
AT-GRADE ROAD CROSSING AGREEMENT/CONTRACTOR'S
RIGHT OF ENTRY AGREEMENT



UNION PACIFIC RAILROAD COMPANY

TRACY SUBDIVISION
RAILROAD MILE POST 82.89 & 82.952
TRACY, SAN JOAQUIN COUNTY, CA

To accompany an agreement with the

CITY OF TRACY and/or CONTRACTORS

UPRR Folder No. 2952-18 Date: November 17, 2015

WARNING

IN ALL OCCASIONS, U.P. COMMUNICATIONS DEPARTMENT MUST BE CONTACTED IN ADVANCE OF ANY WORK TO DETERMINE EXISTENCE AND LOCATION OF FIBER OPTIC CABLE.

PHONE: 1-(800) 336-9193

EXHIBIT B

TO CONTRACTOR'S RIGHT OF ENTRY AGREEMENT

GENERAL TERMS & CONDITIONS

Section 1. NOTICE OF COMMENCEMENT OF WORK - FLAGGING.

A. Contractor agrees to notify the Railroad Representative at least thirty (30) working days in advance of Contractor commencing its work and at least thirty (30) working days in advance of proposed performance of any work by Contractor in which any person or equipment will be within twenty-five (25) feet of any track, or will be near enough to any track that any equipment extension (such as, but not limited to, a crane boom) will reach to within twenty-five (25) feet of any track. No work of any kind shall be performed, and no person, equipment, machinery, tool(s), material(s), vehicle(s), or thing(s) shall be located, operated, placed, or stored within twenty-five (25) feet of any of Railroad's track(s) at any time, for any reason, unless and until a Railroad flagman is provided to watch for trains. Upon receipt of such ten (10)-day notice, the Railroad Representative will determine and inform Contractor whether a flagman need be present and whether Contractor needs to implement any special protective or safety measures. If flagging or other special protective or safety measures are performed by Railroad, Railroad will bill Contractor for such expenses incurred by Railroad, unless Railroad and a federal, state or local governmental entity have agreed that Railroad is to bill such expenses to the federal, state or local governmental entity. If Railroad will be sending the bills to Contractor, Contractor shall pay such bills within thirty (30) days of Contractor's receipt of billing. If Railroad performs any flagging, or other special protective or safety measures are performed by Railroad, Contractor agrees that Contractor is not relieved of any of its responsibilities or liabilities set forth in this Agreement.

B. The rate of pay per hour for each flagman will be the prevailing hourly rate in effect for an eight-hour day for the class of flagmen used during regularly assigned hours and overtime in accordance with Labor Agreements and Schedules in effect at the time the work is performed. In addition to the cost of such labor, a composite charge for vacation, holiday, health and welfare, supplemental sickness, Railroad Retirement and unemployment compensation, supplemental pension, Employees Liability and Property Damage and Administration will be included, computed on actual payroll. The composite charge will be the prevailing composite charge in effect at the time the work is performed. One and one-half times the current hourly rate is paid for overtime, Saturdays and Sundays, and two and one-half times current hourly rate for holidays. Wage rates are subject to change, at any time, by law or by agreement between Railroad and its employees, and may be retroactive as a result of negotiations or a ruling of an authorized governmental agency. Additional charges on labor are also subject to change. If the wage rate or additional charges are changed, Contractor (or the governmental entity, as applicable) shall pay on the basis of the new rates and charges.

C. Reimbursement to Railroad will be required covering the full eight-hour day during which any flagman is furnished, unless the flagman can be assigned to other Railroad work during a portion of such day, in which event reimbursement will not be required for the portion of the day during which the flagman is engaged in other Railroad work. Reimbursement will also be required for any day not actually worked by the flagman following the flagman's assignment to work on the project for which Railroad is required to pay the flagman and which could not reasonably be avoided by Railroad by assignment of such flagman to other work , even though Contractor may not be working during such time. When it becomes necessary for Railroad to bulletin and assign an employee to a flagging position in compliance with union collective bargaining agreements, Contractor must provide Railroad a minimum of five (5) days notice prior to the cessation of the need for a flagman. If five (5) days notice of cessation is not given, Contractor will still be required to pay flagging charges for the five (5) day notice period required by union agreement to be given to the employee, even though flagging is not required for that period. An additional ten (10) days notice must then be given to Railroad if flagging services are needed again after such five day cessation notice has been given to Railroad.

Section 2. LIMITATION AND SUBORDINATION OF RIGHTS GRANTED

A. The foregoing grant of right is subject and subordinate to the prior and continuing right and obligation of the Railroad to use and maintain its entire property including the right and power of Railroad to construct, maintain, repair, renew, use, operate, change, modify or relocate railroad tracks, roadways, signal, communication, fiber optics, or other wirelines, pipelines and other facilities upon, along or across any or all parts of its property, all or any of which may be freely done at any time or times by Railroad without liability to Contractor or to any other party for compensation or damages.

B. The foregoing grant is also subject to all outstanding superior rights (including those in favor of licensees and lessees of Railroad's property, and others) and the right of Railroad to renew and extend the same, and is made without covenant of title or for quiet enjoyment.

Section 3. NO INTERFERENCE WITH OPERATIONS OF RAILROAD AND ITS TENANTS.

A. Contractor shall conduct its operations so as not to interfere with the continuous and uninterrupted use and operation of the railroad tracks and property of Railroad, including without limitation, the operations of Railroad's lessees, licensees or others, unless specifically authorized in advance by the Railroad Representative. Nothing shall be done or permitted to be done by Contractor at any time that would in any manner impair the safety of such operations. When not in use, Contractor's machinery and materials shall be kept at least fifty (50) feet from the centerline of Railroad's nearest track, and there shall be no vehicular crossings of Railroads tracks except at existing open public crossings.

B. Operations of Railroad and work performed by Railroad personnel and delays in the work to be performed by Contractor caused by such railroad operations and work are expected by Contractor, and Contractor agrees that Railroad shall have no liability to Contractor, or any other person or entity for any such delays. The Contractor shall coordinate its activities with those of Railroad and third parties so as to avoid interference with railroad operations. The safe operation of Railroad train movements and other activities by Railroad takes precedence over any work to be performed by Contractor.

Section 4. LIENS.

Contractor shall pay in full all persons who perform labor or provide materials for the work to be performed by Contractor. Contractor shall not create, permit or suffer any mechanic's or materialmen's liens of any kind or nature to be created or enforced against any property of Railroad for any such work performed. Contractor shall indemnify and hold harmless Railroad from and against any and all liens, claims, demands, costs or expenses of whatsoever nature in any way connected with or growing out of such work done, labor performed, or materials furnished. If Contractor fails to promptly cause any lien to be released of record, Railroad may, at its election, discharge the lien or claim of lien at Contractor's expense.

Section 5. PROTECTION OF FIBER OPTIC CABLE SYSTEMS.

A. Fiber optic cable systems may be buried on Railroad's property. Protection of the fiber optic cable systems is of extreme importance since any break could disrupt service to users resulting in business interruption and loss of revenue and profits. Contractor shall telephone Railroad during normal business hours (7:00 a.m. to 9:00 p.m. Central Time, Monday through Friday, except holidays) at 1-800-336-9193 (also a 24-hour, 7-day number for emergency calls) to determine if fiber optic cable is buried anywhere on Railroad's property to be used by Contractor. If it is, Contractor will telephone the telecommunications company(ies) involved, make arrangements for a cable locator and, if applicable, for relocation or other protection of the fiber optic cable. Contractor shall not commence any work until all such protection or relocation (if applicable) has been accomplished.

B. In addition to other indemnity provisions in this Agreement, Contractor shall indemnify, defend and hold Railroad harmless from and against all costs, liability and expense whatsoever (including, without limitation, attorneys' fees, court costs and expenses) arising out of any act or omission of Contractor, its agents and/or employees, that causes or contributes to (1) any damage to or destruction of any telecommunications system on Railroad's property, and/or (2) any injury to or death of any person employed by or on behalf of any telecommunications company, and/or its contractor, agents and/or employees, on Railroad's property. Contractor shall not have or seek recourse against Railroad for any claim or cause of action for alleged loss of profits or revenue or loss of service or other consequential damage to a telecommunication company using Railroad's property or a customer or user of services of the fiber optic cable on Railroad's property.

Section 6. PERMITS - COMPLIANCE WITH LAWS.

In the prosecution of the work covered by this Agreement, Contractor shall secure any and all necessary permits and shall comply with all applicable federal, state and local laws, regulations and enactments affecting the work including, without limitation, all applicable Federal Railroad Administration regulations.

Section 7. SAFETY.

A. Safety of personnel, property, rail operations and the public is of paramount importance in the prosecution of the work performed by Contractor. Contractor shall be responsible for initiating, maintaining and supervising all safety, operations and programs in connection with the work. Contractor shall at a minimum comply with Railroad's safety standards listed in

Exhibit D, hereto attached, to ensure uniformity with the safety standards followed by Railroad's own forces. As a part of Contractor's safety responsibilities, Contractor shall notify Railroad if Contractor determines that any of Railroad's safety standards are contrary to good safety practices. Contractor shall furnish copies of **Exhibit D** to each of its employees before they enter the job site.

B. Without limitation of the provisions of paragraph A above, Contractor shall keep the job site free from safety and health hazards and ensure that its employees are competent and adequately trained in all safety and health aspects of the job.

C. Contractor shall have proper first aid supplies available on the job site so that prompt first aid services may be provided to any person injured on the job site. Contractor shall promptly notify Railroad of any U.S. Occupational Safety and Health Administration reportable injuries. Contractor shall have a nondelegable duty to control its employees while they are on the job site or any other property of Railroad, and to be certain they do not use, be under the influence of, or have in their possession any alcoholic beverage, drug or other substance that may inhibit the safe performance of any work.

D. If and when requested by Railroad, Contractor shall deliver to Railroad a copy of Contractor's safety plan for conducting the work (the "Safety Plan"). Railroad shall have the right, but not the obligation, to require Contractor to correct any deficiencies in the Safety Plan. The terms of this Agreement shall control if there are any inconsistencies between this Agreement and the Safety Plan.

Section 8. INDEMNITY.

A. To the extent not prohibited by applicable statute, Contractor shall indemnify, defend and hold harmless Railroad, its affiliates, and its and their officers, agents and employees (individually an "Indemnified Party" or collectively "Indemnified Parties") from and against any and all loss, damage, injury, liability, claim, demand, cost or expense (including, without limitation, attorney's, consultant's and expert's fees, and court costs), fine or penalty (collectively, "Loss") incurred by any person (including, without limitation, any Indemnified Party, Contractor, or any employee of Contractor or of any Indemnified Party) arising out of or in any manner connected with (i) any work performed by Contractor, or (ii) any act or omissión of Contractor, its officers, agents or employees, or (iii) any breach of this Agreement by Contractor.

B. The right to indemnity under this Section 8 shall accrue upon occurrence of the event giving rise to the Loss, and shall apply regardless of any negligence or strict liability of any Indemnified Party, except where the Loss is caused by the sole active negligence of an Indemnified Party as established by the final judgment of a court of competent jurisdiction. The sole active negligence of any Indemnified Party shall not bar the recovery of any other Indemnified Party.

C. Contractor expressly and specifically assumes potential liability under this Section 8 for claims or actions brought by Contractor's own employees. Contractor waives any immunity it may have under worker's compensation or industrial insurance acts to indemnify the Indemnified Parties under this Section 8. Contractor acknowledges that this waiver was mutually negotiated by the parties hereto.

D. No court or jury findings in any employee's suit pursuant to any worker's compensation act or the Federal Employers' Liability Act against a party to this Agreement may be relied upon or used by Contractor in any attempt to assert liability against any Indemnified Party.

E. The provisions of this Section 8 shall survive the completion of any work performed by Contractor or the termination or expiration of this Agreement. In no event shall this Section 8 or any other provision of this Agreement be deemed to limit any liability Contractor may have to any Indemnified Party by statute or under common law.

Section 9. RESTORATION OF PROPERTY.

In the event Railroad authorizes Contractor to take down any fence of Railroad or in any manner move or disturb any of the other property of Railroad in connection with the work to be performed by Contractor, then in that event Contractor shall, as soon as possible and at Contractor's sole expense, restore such fence and other property to the same condition as the same were in before such fence was taken down or such other property was moved or disturbed. Contractor shall remove all of Contractor's tools, equipment, rubbish and other materials from Railroad's property promptly upon completion of the work, restoring Railroad's property to the same state and condition as when Contractor entered thereon.

Section 10. WAIVER OF DEFAULT.

Waiver by Railroad of any breach or default of any condition, covenant or agreement herein contained to be kept, observed and performed by Contractor shall in no way impair the right of Railroad to avail itself of any remedy for any subsequent breach or default.

Section 11. MODIFICATION - ENTIRE AGREEMENT.

No modification of this Agreement shall be effective unless made in writing and signed by Contractor and Railroad. This Agreement and the exhibits attached hereto and made a part hereof constitute the entire understanding between Contractor and Railroad and cancel and supersede any prior negotiations, understandings or agreements, whether written or oral, with respect to the work to be performed by Contractor.

Section 12. ASSIGNMENT - SUBCONTRACTING.

Contractor shall not assign or subcontract this Agreement, or any interest therein, without the written consent of the Railroad. Contractor shall be responsible for the acts and omissions of all subcontractors. Before Contractor commences any work, the Contractor shall, except to the extent prohibited by law; (1) require each of its subcontractors to include the Contractor as "Additional Insured" in the subcontractor's Commercial General Liability policy and Business Automobile policies with respect to all liabilities arising out of the subcontractor's performance of work on behalf of the Contractor by endorsing these policies with ISO Additional Insured Endorsements CG 20 26, and CA 20 48 (or substitute forms providing equivalent coverage; (2) require each of its subcontractors to endorse their Commercial General Liability Policy with "Contractual Liability Railroads" ISO Form CG 24 17 10 01 (or a substitute form providing equivalent coverage) for the job site; and (3) require each of its subcontractors to endorse their Business Automobile Policy with "Coverage For Certain Operations In Connection With Railroads" ISO Form CA 20 70 10 01 (or a substitute form providing equivalent coverage) for the job site.

EXHIBIT C

TO CONTRACTOR'S RIGHT OF ENTRY AGREEMENT

INSURANCE REQUIREMENTS

Contractor shall, at its sole cost and expense, procure and maintain during the course of the Project and until all Project work on Railroad's property has been completed and the Contractor has removed all equipment and materials from Railroad's property and has cleaned and restored Railroad's property to Railroad's satisfaction, the following insurance coverage:

A. COMMERCIAL GENERAL LIABILITY INSURANCE. Commercial general liability (CGL) with a limit of not less than $5,000,000 each occurrence and an aggregate limit of not less than $10,000,000. CGL insurance must be written on ISO occurrence form CG 00 01 12 04 (or a substitute form providing equivalent coverage).

The policy must also contain the following endorsement, which must be stated on the certificate of insurance:

- Contractual Liability Railroads ISO form CG 24 17 10 01 (or a substitute form providing equivalent coverage) showing "Union Pacific Railroad Company Property" as the Designated Job Site.
- Designated Construction Project(s) General Aggregate Limit ISO Form CG 25 03 03 97 (or a substitute form providing equivalent coverage) showing the project on the form schedule.

B. BUSINESS AUTOMOBILE COVERAGE INSURANCE. Business auto coverage written on ISO form CA 00 01 10 01 (or a substitute form providing equivalent liability coverage) with a combined single limit of not less $5,000,000 for each accident and coverage must include liability arising out of any auto (including owned, hired and non-owned autos).

The policy must contain the following endorsements, which must be stated on the certificate of insurance:

- Coverage For Certain Operations In Connection With Railroads ISO form CA 20 70 10 01 (or a substitute form providing equivalent coverage) showing "Union Pacific Property" as the Designated Job Site.
- Motor Carrier Act Endorsement - Hazardous materials clean up (MCS-90) if required by law.

C. WORKERS' COMPENSATION AND EMPLOYERS' LIABILITY INSURANCE. Coverage must include but not be limited to:

- Contractor's statutory liability under the workers' compensation laws of the state where the work is being performed.
- Employers' Liability (Part B) with limits of at least $500,000 each accident, $500,000 disease policy limit $500,000 each employee.

If Contractor is self-insured, evidence of state approval and excess workers compensation coverage must be provided.

Coverage must include liability arising out of the U. S. Longshoremen's and Harbor Workers' Act, the Jones Act, and the Outer Continental Shelf Land Act, if applicable.

The policy must contain the following endorsement, which must be stated on the certificate of insurance:

- Alternate Employer endorsement ISO form WC 00 03 01 A (or a substitute form providing equivalent coverage) showing Railroad in the schedule as the alternate employer (or a substitute form providing equivalent coverage).

D. RAILROAD PROTECTIVE LIABILITY INSURANCE. Contractor must maintain Railroad Protective Liability insurance written on ISO occurrence form CG 00 35 12 04 (or a substitute form providing equivalent coverage) on behalf of Railroad as named insured, with a limit of not less than $2,000,000 per occurrence and an aggregate of $6,000,000. A binder stating the policy is in place must be submitted to Railroad before the work may be commenced and until the original policy is forwarded to Railroad.

E. UMBRELLA OR EXCESS INSURANCE. If Contractor utilizes umbrella or excess policies, these policies must "follow form" and afford no less coverage than the primary policy.

F. POLLUTION LIABILITY INSURANCE. Pollution liability coverage must be written on ISO form Pollution Liability Coverage Form Designated Sites CG 00 39 12 04 (or a substitute form providing equivalent liability coverage), with limits of at least

$5,000,000 per occurrence and an aggregate limit of $10,000,000.

If the scope of work as defined in this Agreement includes the disposal of any hazardous or non-hazardous materials from the job site, Contractor must furnish to Railroad evidence of pollution legal liability insurance maintained by the disposal site operator for losses arising from the insured facility accepting the materials, with coverage in minimum amounts of $1,000,000 per loss, and an annual aggregate of $2,000,000.

OTHER REQUIREMENTS

G. All policy(ies) required above (except worker's compensation and employers liability) must include Railroad as "Additional Insured" using ISO Additional Insured Endorsements CG 20 26, and CA 20 48 (or substitute forms providing equivalent coverage). The coverage provided to Railroad as additional insured shall, to the extent provided under ISO Additional Insured Endorsement CG 20 26, and CA 20 48 provide coverage for Railroad's negligence whether sole or partial, active or passive, and shall not be limited by Contractor's liability under the indemnity provisions of this Agreement.

H. Punitive damages exclusion, if any, must be deleted (and the deletion indicated on the certificate of insurance), unless the law governing this Agreement prohibits all punitive damages that might arise under this Agreement.

I. Contractor waives all rights of recovery, and its insurers also waive all rights of subrogation of damages against Railroad and its agents, officers, directors and employees. This waiver must be stated on the certificate of insurance.

J. Prior to commencing the work, Contractor shall furnish Railroad with a certificate(s) of insurance, executed by a duly authorized representative of each insurer, showing compliance with the insurance requirements in this Agreement.

K. All insurance policies must be written by a reputable insurance company acceptable to Railroad or with a current Best's Insurance Guide Rating of A- and Class VII or better, and authorized to do business in the state where the work is being performed.

L. The fact that insurance is obtained by Contractor or by Railroad on behalf of Contractor will not be deemed to release or diminish the liability of Contractor, including, without limitation, liability under the indemnity provisions of this Agreement. Damages recoverable by Railroad from Contractor or any third party will not be limited by the amount of the required insurance coverage.

EXHIBIT D

TO CONTRACTOR'S RIGHT OF ENTRY AGREEMENT

MINIMUM SAFETY REQUIREMENTS

The term "employees" as used herein refer to all employees of Contractor as well as all employees of any subcontractor or agent of Contractor.

I. CLOTHING

A. All employees of Contractor will be suitably dressed to perform their duties safely and in a manner that will not interfere with their vision, hearing, or free use of their hands or feet.

Specifically, Contractor's employees must wear:

i. Waist-length shirts with sleeves.
ii. Trousers that cover the entire leg. If flare-legged trousers are worn, the trouser bottoms must be tied to prevent catching.
iii. Footwear that covers their ankles and has a defined heel. Employees working on bridges are required to wear safety-toed footwear that conforms to the American National Standards Institute (ANSI) and FRA footwear requirements.

B. Employees shall not wear boots (other than work boots), sandals, canvas-type shoes, or other shoes that have thin soles or heels that are higher than normal.

C. Employees must not wear loose or ragged clothing, neckties, finger rings, or other loose jewelry while operating or working on machinery.

II. PERSONAL PROTECTIVE EQUIPMENT

Contractor shall require its employees to wear personal protective equipment as specified by Railroad rules, regulations, or recommended or requested by the Railroad Representative.

i. Hard hat that meets the American National Standard (ANSI) Z89.1 – latest revision. Hard hats should be affixed with Contractor's company logo or name.
ii. Eye protection that meets American National Standard (ANSI) for occupational and educational eye and face protection, Z87.1 – latest revision. Additional eye protection must be provided to meet specific job situations such as welding, grinding, etc.
iii. Hearing protection, which affords enough attenuation to give protection from noise levels that will be occurring on the job site. Hearing protection, in the form of plugs or muffs, must be worn when employees are within:

- 100 feet of a locomotive or roadway/work equipment
- 15 feet of power operated tools
- 150 feet of jet blowers or pile drivers
- 150 feet of retarders in use (when within 10 feet, employees must wear dual ear protection – plugs and muffs)

iv. Other types of personal protective equipment, such as respirators, fall protection equipment, and face shields, must be worn as recommended or requested by the Railroad Representative.

III. ON TRACK SAFETY

Contractor is responsible for compliance with the Federal Railroad Administration's Roadway Worker Protection regulations – 49CFR214, Subpart C and Railroad's On-Track Safety rules. Under 49CFR214, Subpart C, railroad contractors are responsible for the training of their employees on such regulations. In addition to the instructions contained in Roadway Worker Protection regulations, all employees must:

i. Maintain a distance of twenty-five (25) feet to any track unless the Railroad Representative is present to authorize movements.

ii. Wear an orange, reflectorized workwear approved by the Railroad Representative.
iii. Participate in a job briefing that will specify the type of On-Track Safety for the type of work being performed. Contractor must take special note of limits of track authority, which tracks may or may not be fouled, and clearing the track. Contractor will also receive special instructions relating to the work zone around machines and minimum distances between machines while working or traveling.

IV. EQUIPMENT

A. It is the responsibility of Contractor to ensure that all equipment is in a safe condition to operate. If, in the opinion of the Railroad Representative, any of Contractor's equipment is unsafe for use, Contractor shall remove such equipment from Railroad's property. In addition, Contractor must ensure that the operators of all equipment are properly trained and competent in the safe operation of the equipment. In addition, operators must be:

i. Familiar and comply with Railroad's rules on lockout/tagout of equipment.
ii. Trained in and comply with the applicable operating rules if operating any hy-rail equipment on-track.
iii. Trained in and comply with the applicable air brake rules if operating any equipment that moves rail cars or any other railbound equipment.

B. All self-propelled equipment must be equipped with a first-aid kit, fire extinguisher, and audible back-up warning device.

C. Unless otherwise authorized by the Railroad Representative, all equipment must be parked a minimum of twenty-five (25) feet from any track. Before leaving any equipment unattended, the operator must stop the engine and properly secure the equipment against movement.

D. Cranes must be equipped with three orange cones that will be used to mark the working area of the crane and the minimum clearances to overhead powerlines.

V. GENERAL SAFETY REQUIREMENTS

A. Contractor shall ensure that all waste is properly disposed of in accordance with applicable federal and state regulations.

B. Contractor shall ensure that all employees participate in and comply with a job briefing conducted by the Railroad Representative, if applicable. During this briefing, the Railroad Representative will specify safe work procedures, (including On-Track Safety) and the potential hazards of the job. If any employee has any questions or concerns about the work, the employee must voice them during the job briefing. Additional job briefings will be conducted during the work as conditions, work procedures, or personnel change.

C. All track work performed by Contractor meets the minimum safety requirements established by the Federal Railroad Administration's Track Safety Standards 49CFR213.

D. All employees comply with the following safety procedures when working around any railroad track:

i. Always be on the alert for moving equipment. Employees must always expect movement on any track, at any time, in either direction.
ii. Do not step or walk on the top of the rail, frog, switches, guard rails, or other track components.
iii. In passing around the ends of standing cars, engines, roadway machines or work equipment, leave at least 20 feet between yourself and the end of the equipment. Do not go between pieces of equipment of the opening is less than one car length (50 feet).
iv. Avoid walking or standing on a track unless so authorized by the employee in charge.
v. Before stepping over or crossing tracks, look in both directions first.
vi. Do not sit on, lie under, or cross between cars except as required in the performance of your duties and only when track and equipment have been protected against movement.

E. All employees must comply with all federal and state regulations concerning workplace safety.

RESOLUTION 2016-_____

APPROVING A MAINTENANCE AND USE AGREEMENT WITH UNION PACIFIC RAILROAD (UPRR) COMPANY FOR THE AT-GRADE RAILROAD CROSSINGS AT MILE POSTS 82.95 (DOT 753067L) AND 82.89, (DOT 753068T) ON MACARTHUR DRIVE BETWEEN MT. DIABLO AVENUE AND SIXTH STREET ON THE TRACY SUBDIVISION AND AUTHORIZING THE MAYOR TO EXECUTE THE AGREEMENT

WHEREAS, The Southern Pacific Transportation Company (currently UPRR Company) and the City of Tracy have entered into an agreement granting the City the rights for the construction, use, maintenance and repair of the MacArthur Drive at-grade public road crossing and right-of-way, and

WHEREAS, The current owner, UPRR Company, is requesting a newly executed maintenance and use agreement with the City of Tracy for this resurfacing and future work, use, and maintenance. The construction of this resurfacing project is tentatively scheduled for August 2016, and

WHEREAS, UPRR is requiring that the City enter into a new maintenance and use agreement for the MacArthur Drive at-grade railroad/road crossing. This agreement is required prior to the City's planned resurfacing of MacArthur Drive this summer, and

WHEREAS, The Engineering Division of Development Services is preparing plans and specifications for the 2015-16 Overlay Project for the installation of rubberized asphalt concrete overlay, pavement repair, and restriping of both approaches of MacArthur Drive within the UPRR right-of-way, and

WHEREAS, To initiate construction of the resurfacing work on MacArthur Drive, the City's contractor must apply for an entry permit and obtain approval from UPRR, and

WHEREAS, It is required and necessary to execute this agreement and pay the Railroad a processing fee of $1,000, which is due and payable upon execution of the Agreement before the City contractor applies for the entry permit, and

WHEREAS, There will be a fee of $1,000 available from 2015-16 Overlay Project, CIP 73140;

NOW, THEREFORE BE IT RESOLVED, That City Council approves the Maintenance and Use Agreement with Union Pacific Railroad Company for the MacArthur Drive Railroad Crossings and right-of-way on the Tracy Subdivision, Mile Posts 82.95 and 82.89, located just south of Sixth Street and authorizes the Mayor to execute the Agreement.

* * * * * * * * * * * * * * * * * * * *

The foregoing Resolution 2016-_____ was adopted by the City Council on the 5th day of April 2016, by the following vote:

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

_____
MAYOR

ATTEST:

_____
CITY CLERK

April 5, 2016

AGENDA ITEM 1.D

REQUEST

REJECT ALL BIDS RECEIVED FOR CONSTRUCTION OF THE FRANK HOYT PARK PLAYGROUND RENOVATION PROJECT, CIP 78148, AND REJECT ALL BIDS RECEIVED FOR THE CIVIC CENTER WATER TOWER RENOVATION PROJECT, CIP 71080, AND AUTHORIZATION TO RE-ADVERTISE BOTH PROJECTS

EXECUTIVE SUMMARY

Staff recommends the rejection of all bids for the renovation of the playground structures at Frank Hoyt Park. The project is defined in the plans and specifications to include the replacement of existing playground structures. The bid documents did not include a requirement for the Prime Contractor to list each Subcontractor's Contractor License Number within 24 hours along with the project bids as required by amended Section 4104 of the Public Contract Code.

Staff recommends the rejection of all bids for the Civic Center Water Tower project. The project is defined in the plans and specifications; project elements include improvements to make the tower structurally sound, include certain renovations,, and repainting (i.e. remove graffiti and mismatched cover-up paint). The bid documents did not include a requirement for the Prime Contractor to list each Subcontractor's Contractor License Number within 24 hours along with the project bids as required by amended Section 4104 of the Public Contract Code.

DISCUSSION

A large portion of the playground structure at Frank Hoyt Park was identified as unsafe due to deteriorating conditions of the playground equipment and extensive rotting in the wooden posts of the play structure. This damage led to the closure of the play structure by barricading the sections that were deemed unsafe and off limits to children.

In 2015, after securing the funding to replace the existing playground structure, staff approached playground manufacturers for replacement proposals. Three playground manufacturers submitted layout plans of the playground equipment. The proposed layout plan by Miracle Playground Manufacturer won the approval of the Parks and Recreation Commission.

Engineering staff prepared the project plans and specifications for the project. The project was advertised for competitive bids on December 17, and 24, 2015. On January 12, 2016, five bids were received and publicly opened

Engineering staff also prepared the project plans and specifications for the Civic Center Water Tower renovation project. The project was advertised for competitive bids on December 17, and 24, 2015. On January 20, 2016, six bids were received and publicly opened.

On February 18, 2016, staff received a letter from the Construction Industry Force Account Council (FIFAC), citing AB 44, an amendment to Section 4104 of the Public Contract Code, relating to public contracts, requiring that the California contractor license number of each subcontractor also be provided in the preparation of the construction documents. Since this requirement was not incorporated into the plans and specifications for either project, all bids that the City has received for both projects were considered non-responsive.

Construction documents have been updated, incorporating all requirements in the Public Contract Code. After securing authorization from City Council, staff will re-advertise the project and open bids between April and early June. Contract award is anticipated in June, with construction beginning in late July and ending in late August.

STRATEGIC PLAN

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

FISCAL IMPACT

There is no impact to the General Fund. Currently, there is $309,240 approved from Fund 301 for the Frank Hoyt Park project; $200,000 is approved from Fund 301 for the Civic Center Water Tower Renovation project.

RECOMMENDATION

That City Council, by separate resolutions, reject all bids received for construction of the Frank Hoyt Park Playground Renovation Project CIP 78148, and the Civic Center Water Tower Renovation Project CIP 71080, and authorize staff to re-advertise both projects.

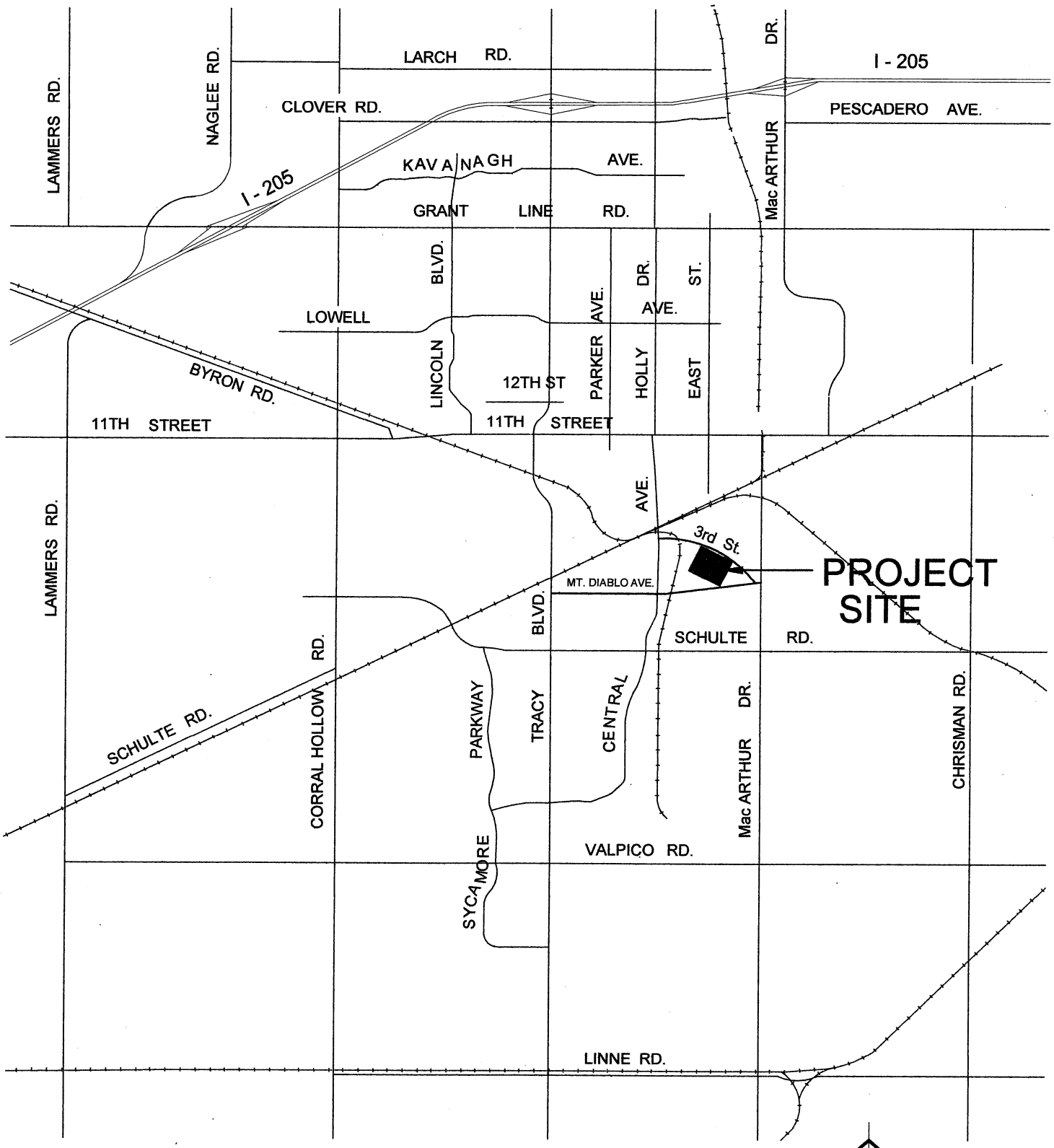
Prepared by: Khoder Baydoun, Associate Civil Engineer
Binh Nguyen, Senior Civil Engineer
Zabih Zaca, Senior Civil Engineer

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

Approved by: Troy Brown, City Manager

ATTACHMENT

A - Location Map



LOCATION MAP

N.T.S.

RESOLUTION 2016-_____

REJECTING ALL BIDS RECEIVED FOR CONSTRUCTION OF THE FRANK HOYT PARK PLAYGROUND RENOVATION PROJECT, CIP 78148, AND AUTHORIZING STAFF TO RE-ADVERTISE THE PROJECT

WHEREAS, This project is part of the City's annual park improvement program and consists of the replacement of existing playground structures, the removal and replacement of existing sand resilient surface with wood fiber, grading and drainage enhancements, and the installation of ADA access ramps in each of the three play areas at the park, and

WHEREAS, The project was advertised for competitive bids on December 17 and 24, 2015, and five bids were received and publicly opened at 2:00 p.m., on January 12, 2016, and

WHEREAS, This is an approved Capital Improvement Project for FY 2014-15, funded by General Fund 301, and

WHEREAS, On February 18, 2016, staff received a letter from the Construction Industry Force Account Council (FIFAC), citing AB 44, an amendment to Section 4104 of the Public Contract Code, relating to public contracts, commencing July 1, 2014, requiring that the California contractor license number of each subcontractor also be provided in the preparation of the construction documents.

WHEREAS, All bids that the City received for the project were considered non-responsive since the AB 44 requirement was not incorporated into the plans and specifications for this project as required;

NOW, THEREFORE BE IT RESOLVED, That City Council rejects all bids received for construction of the Frank Hoyt Park Playground Renovation Project – CIP 78148, and authorizes staff to re-advertise the project.

* * * * * * * * * * * * * * * * * * * *

The foregoing Resolution 2016-_____ was adopted by the City Council on the 5th day of April 2016, by the following vote:

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

_____
MAYOR

ATTEST:

_____
CITY CLERK

RESOLUTION 2016-_____

REJECTING ALL BIDS RECEIVED FOR CONSTRUCTION OF THE CIVIC CENTER WATER TOWER RENOVATION PROJECT, CIP 71080, AND AUTHORIZING STAFF TO RE-ADVERTISE THE PROJECT

WHEREAS, This project is part of the City's effort to make the water tower structurally sound and renovating and repainting of the tower to remove graffiti and mismatched cover-up paint, and

WHEREAS, The water tower renovation project was selected based on recommendations from the Public Works Department, and

WHEREAS, The project was advertised for competitive bids on December 17, and 24, 2015, and six bids were received and publicly opened at 2:00 p.m., on January 20, 2016, and

WHEREAS, This is an approved Capital Improvement Project for FY 2014-15, funded by General Fund 301,

WHEREAS, On February 18, 2016, staff received a letter from the Construction Industry Force Account Council (FIFAC), siting AB 44, an amendment to Section 4104 of the Public Contract Code, relating to public contracts, commencing July 1, 2014, and requiring that the California contractor license number of each subcontractor also be provided in the preparation of the construction documents.

WHEREAS, All bids that the City has received for the project were considered non-responsive Since the AB 44 requirement was not incorporated into the plans and specifications for this project;

NOW, THEREFORE BE IT RESOLVED, That City Council rejects all bids received for the Civic Center Water Tower Renovation Project CIP 71080, and authorizes staff to re-advertise the project.

* * * * * * * * * * * * * * * * * * * *

The foregoing Resolution 2016-_____ was adopted by the City Council on the 5th day of April 2016, by the following vote:

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

_____
MAYOR

ATTEST:

_____
CITY CLERK

April 5, 2016

AGENDA ITEM 1.E

REQUEST

APPROVAL OF PROFESSIONAL SERVICES AGREEMENT WITH RISING SUN ENERGY CENTER AND AUTHORIZE THE MAYOR TO EXECUTE THE AGREEMENT

EXECUTIVE SUMMARY

Rising Sun Energy Center is a non-profit organization that has a California Youth Energy Services (CYES) program within the organization where they hire and train local youth to become Energy Specialists. These Energy Specialists will perform Green House Calls to residents during a seven week program. They will provide and install no-cost energy savings measures; distribute educational materials on water conservation; and, provide recommendations for additional cost saving measures in each home. In 2015 CYES employed nine Tracy youth and served 260 Tracy area residents.

DISCUSSION

Rising Sun Energy Center (Rising Sun) is a non-profit organization out of the Bay Area established in 1994 as a workforce development organization. Rising Sun's focus is on promoting resource conservation in communities by training and hiring local youth to help educate residents by providing Green House Calls. Once trained, these youth are considered Energy Specialists within the program. This California Youth Energy Services (CYES) program will provide these Green House Call's to single-family and multi-family dwellings for both renters and homeowners. The CYES will recruit, employ and train eight Tracy youth ages 15-22 at $10.00-$11.00 per hour for this youth program. The youth will visit approximately 200 Tracy residents throughout the duration of the program. During the Green House Calls the Energy Specialists will educate the residents about sustainability and provide recommendations for energy and water saving measures. They will also install energy and water saving equipment such as energy efficient light bulbs, faucet aerators, water conserving shower heads, automatic shutoff spray nozzles, and powerstrips depending on their findings - all at no cost to the selected Tracy residents.

As part of Rising Sun providing this program to cities, they set up satellite offices. The average cost of running a satellite office is approximately $148,000 per site. This cost includes youth salaries, manager salaries, site set-up and breakdown, outreach and marketing, equipment and materials, transportation, planning, coordination, and all overhead costs. The cost for the satellite office is at the sole expense of Rising Sun Energy Center.

The proposed Professional Services Agreement (PSA) will allow Rising Sun Energy Center to setup a CYES program in Tracy. If Council approves the PSA, Public Works will provide an office space located in the inspectors trailer at the Boyd Service Center along with some water conservation devices and testing measures as in-kind contributions.

The CYES program will not only help to educate residents on the City's green and water conservation efforts, but will also directly impact the community by providing education on how residents can conserve through a few simple steps or by making a small change in habits. The program will also raise awareness of how these changes can impact the environment and the community. This program also offers the added value of providing training and employment opportunities for local youth. The participating youth will be exposed to career paths and the opportunity to network with the City and other entities such as PG&E.

STRATEGIC PLAN

This agenda item supports the Quality of Life Strategic Plan goal to provide an outstanding quality of life by enhancing the City's amenities, business mix and service and cultivating connections to promote positive change and progress in our community.

FISCAL IMPACT

No General Fund impact. Solid Waste and Recycling Fund impact - estimated to be $1,000.

RECOMMENDATION

That the City Council approves the Professional Services Agreement with Rising Sun Energy Center and authorizes the Mayor to execute the agreement.

Prepared by: Jennifer Cariglio, Management Analyst I

Reviewed by: Don Scholl, Director of Public Works
Stephanie Garrabrant-Sierra, Assistant City Manager

Approved by: Troy Brown, City Manager

Exhibit A: Professional Services Agreement

EXHIBIT "A"

CITY OF TRACY
PROFESSIONAL SERVICES AGREEMENT
EMPLOY YOUTH PROGRAM TO EDUCATE RESIDENTS ON SUSTAINABILITY AND WATER SAVING

This Professional Services Agreement ("Agreement") is entered into between the City of Tracy, a municipal corporation ("City"), and Rising Sun Energy Center, a California public benefit corporation ("Service Provider").

RECITALS

A. On May 5, 2015, City Council authorized the execution of this Agreement, pursuant to Resolution No. 2015-066.

B. Due to the success of the 2015 program, the City would like to continue the program and offer California Youth Energy Services to our residents and youth for 2016.

C. On April 5, 2016, City Council authorized the execution of this Agreement, pursuant to Resolution No. 2016-___.

NOW THEREFORE, THE PARTIES MUTUALLY AGREE AS FOLLOWS:

1. **SCOPE OF SERVICES.** Service Provider shall perform the services described in Exhibit "A" attached and incorporated by reference. The services shall be performed by, or under the direct supervision of, Service Provider's Authorized Representative: Jodi Pincus, Executive Director. Service Provider shall not replace its Authorized Representative, nor shall Service Provider use any subcontractors without City's prior written consent.

2. **TIME OF PERFORMANCE.** Service Provider has already reached out to the community to find residents that would like to participate in this program pending approval from City Council. The program time frame is April - May 2016 for program design and planning and June- August 2016 for program training and implementation, and August – November 2016 for program close and reporting. More details on the work schedule are listed in Exhibit "A". Service Provider shall begin once approved by Council, and shall complete all required services no later than November 2016. Any services for which times for performance are not specified in this Agreement shall be started and completed by Service Provider in a reasonably prompt and timely manner based upon the circumstances and direction communicated to the Service Provider. Service Provider shall submit all requests for extensions of time to the City in writing no later than ten days after the start of the condition which purportedly caused the delay, and not later than the date on which performance is due. City shall grant or deny such requests at its sole discretion.

3. **INDEPENDENT CONTRACTOR STATUS.** Service Provider is an independent contractor and is solely responsible for all acts of its employees, agents, or

subcontractors, including any negligent acts or omissions. Service Provider is not City's employee and Service Provider shall have no authority, express or implied, to act on behalf of the City as an agent, or to bind the City to any obligation, unless the City provides prior written authorization to Service Provider. Service Provider is free to work for other entities while under contract with the City. Service Provider is not entitled to City benefits.

4. **CONFLICTS OF INTEREST.** Service Provider (including its employees, agents, and subcontractors) shall not maintain or acquire any direct or indirect interest that conflicts with the performance of this Agreement. If Service Provider maintains or acquires such a conflicting interest, the City may terminate any contract (including this Agreement) involving Service Provider's conflicting interest.

5. **COMPENSATION.**
General. The services performed by the Service Provider under this Agreement, shall be at the sole expense of the Service Provider. The City will only provide the designated office space and water saving equipment as an in-kind service for this program. No other forms of payment will be made to the Service Provider for their service or this program.

6. **TERMINATION.** The City may terminate this Agreement by giving thirty days written notice to Service Provider. Upon termination, Service Provider shall give the City all original documents, including preliminary drafts and supporting documents, prepared by Service Provider for this Agreement.

7. **OWNERSHIP OF WORK.** All original documents prepared by Service Provider for this Agreement, whether complete or in progress, are the property of the City, and shall be given to the City at the completion of Service Provider's services, or upon demand from the City. No such documents shall be revealed or made available by Service Provider to any third party without the City's prior written consent.

8. **INDEMNIFICATION.** Service Provider shall, to the fullest extent permitted by law, indemnify, defend (with independent counsel approved by the City), and hold harmless the City from and against any claims arising out of Service Provider's performance or failure to comply with obligations under this Agreement, except to the extent caused by the sole, active negligence or willful misconduct of the City.

   In this section, "City" means the City, its officials, officers, agents, employees and volunteers; "Service Provider" means the Service Provider, its employees, agents and subcontractors; "Claims" includes claims, demands, actions, losses, damages, injuries, and liability, direct or indirect (including any and all related costs and expenses in connection therein) and any allegations of these; and "Arising out of" includes "pertaining to" and "relating to".

The provisions of this section survive completion of the services or the termination of this contract, and are not limited by the provisions of Section 10 relating to insurance.

9. **BUSINESS LICENSE.** Before beginning work under this Agreement, Service Provider shall obtain a City of Tracy Business License.

10. **INSURANCE.**

10.1 **General.** Service Provider shall, throughout the duration of this Agreement, maintain insurance to cover Service Provider, its agents, representatives, and employees in connection with the performance of services under this Agreement at the minimum levels set forth here.

10.2 **Commercial General Liability** (with coverage at least as broad as ISO form CG 00 01 01 96) "per occurrence" coverage shall be maintained in an amount not less than $2,000,000 general aggregate and $1,000,000 per occurrence for general liability, bodily injury, personal injury, and property damage.

10.3 **Automobile Liability** (with coverage at least as broad as ISO form CA 00 01 07 97, for "any auto") "claims made" coverage shall be maintained in an amount not less than $1,000,000 per accident for bodily injury and property damage.

10.4 **Workers' Compensation** coverage shall be maintained as required by the State of California.

10.5 **Endorsements.** Service Provider shall obtain endorsements to the automobile and commercial general liability with the following provisions:

10.5.1 The City (including its elected officials, officers, employees, agents, and volunteers) shall be named as an additional "insured."

10.5.2 For any claims related to this Agreement, Service Provider's coverage shall be primary insurance with respect to the City. Any insurance maintained by the City shall be excess of the Service Provider's insurance and shall not contribute with it.

10.6 **Notice of Cancellation.** Service Provider shall notify the City if the policy is canceled before the expiration date. For the purpose of this notice requirement, any material change in the policy prior to the expiration shall be considered a cancellation. Service Provider shall immediately obtain a replacement policy.

10.7 **Authorized Insurers.** All insurance companies providing coverage to Service Provider shall be insurance organizations authorized by the Insurance Commissioner of the State of California to transact the business of insurance in the State of California.

10.8 **Insurance Certificate.** Service Provider shall provide evidence of compliance with the insurance requirements listed above by providing a certificate of insurance, in a form satisfactory to the City, no later than five days after the execution of this Agreement.

10.9 **Substitute Certificates.** No later than 30 days prior to the policy expiration date of any insurance policy required by this Agreement, Service Provider shall provide a substitute certificate of insurance.

10.10 **Service Provider's Obligation.** Maintenance of insurance by the Service Provider as specified in this Agreement shall in no way be interpreted as relieving the Service Provider of any responsibility whatsoever (including indemnity obligations under this Agreement), and the Service Provider may carry, at its own expense, such additional insurance as it deems necessary.

11. ASSIGNMENT AND DELEGATION. This Agreement and any portion of it shall not be assigned or transferred, nor shall any of the Service Provider's duties be delegated, without the City's written consent. Any attempt to assign or delegate this Agreement without the City's written consent shall be void and of no effect. City's consent to one assignment shall not be deemed to be a consent to any subsequent assignment.

12. MISCELLANEOUS.

12.1 Notices. All notices, demands, or other communications which this Agreement contemplates or authorizes shall be in writing and shall be personally delivered or mailed to the other party as follows:

To City:

Public Works Director
City of Tracy
520 Tracy Boulevard
Tracy, CA 95376

To Service Provider:

Executive Director
Rising Sun Energy Center
2998 San Pablo Avenue
Berkeley, CA 94702

With a copy to:
City Attorney
333 Civic Center Plaza
Tracy, CA 95376

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

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

12.3 Waivers. Waiver of a breach or default under this Agreement shall not constitute a continuing waiver or a waiver of a subsequent breach of the same or any other provision of this Agreement.

12.4 Severability. If a term of this Agreement is held invalid by a court of competent jurisdiction, the Agreement shall be construed as not containing that term, and the remainder of this Agreement shall remain in effect.

12.5 Jurisdiction and Venue. The interpretation, validity, and enforcement of the Agreement shall be governed by and construed under the laws of the State of California. Any suit, claim, or legal proceeding of any kind related to this Agreement shall be filed and heard in a court of competent jurisdiction in the County of San Joaquin.

12.6 Entire Agreement. This Agreement comprises the entire integrated understanding between the parties concerning the services to be performed. This Agreement supersedes all prior negotiations, representations or agreements.

12.7 Compliance with the Law. Service Provider shall comply with all local, state, and federal laws, whether or not those laws are expressly stated in this Agreement.

12.8 Standard of Care. Unless otherwise specified in this Agreement, the standard of care applicable to Service Provider's services will be the degree of skill and diligence ordinarily used by reputable professionals performing in the same or similar time and locality, and under the same or similar circumstances.

12.9 Corporate Status. Contractor is responsible for filing all required documents and/or forms with the California Secretary of State and meeting all requirements of the Franchise Tax Board, to the extent such requirements apply to Contractor. By entering into this Agreement, Contractor represents that it is not a suspended corporation. If Contractor is a suspended corporation at the time it enters into this Contract, City may take steps to have this Agreement declared voidable.

13. SIGNATURES. The individuals executing this Agreement represent and warrant that they have the right, power, legal capacity and authority to enter into and to

execute this Agreement on behalf of the respective legal entities of the Service Provider and the City. This Agreement shall inure to the benefit of and be binding upon the parties hereto and their respective successors and assigns.

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

City of Tracy

By: Michael Maciel
Title: Mayor
Date: _____

Attest:

By: Nora Pimentel
Title: City Clerk

Approved As To Form:

By: Daniel G. Sodergren
Title: City Attorney

Date: _____

Exhibits:
A Scope of Services

Service Provider
Rising Sun Energy Center

By: Jodi Pincus
Title: Executive Director/President

Date: 3/15/16
Fed. Employer ID No. _____

By: Alison Freeman
Title: Deputy Director

Date: 3/15/16

RISING SUN ENERGY CENTER
2998 San Pablo Avenue, Berkeley, CA 94702 | www.risingsunenergy.org | Tel: 510.665.1501 | Fax: 510.665.1502

Exhibit A
Scope of Service

This Memorandum of Understanding is entered into this 18th day of February 2016, by and between the City of Tracy and Rising Sun Energy Center (Rising Sun). It addresses the processes by which the City of Tracy and Rising Sun will collaborate to implement the California Youth Energy Services program, detailing the responsibilities of Rising Sun as the program implementer, and the support provided by the City.

Rising Sun's California Youth Energy Services program is offered in San Joaquin County through the Pacific Gas and Electric Company and the San Joaquin County Energy Watch.

SCOPE OF WORK

Rising Sun Energy Center (Rising Sun) is a Bay Area nonprofit workforce development organization established in 1994. Since 2000, Rising Sun has promoted local resource conservation via a young adult employment program, California Youth Energy Services (CYES). As the residential program arm of the East Bay, Marin, San Joaquin, Solano, and Sonoma County Energy Watch partnerships, the CYES program trains and employs young adults ages 15-22 to provide energy and water conservation assessments and installations to local residents at no cost to the customer. This service, called a Green House Call, is offered to both homeowners and renters, and checks homes for efficiency, installs equipment, and provides personalized recommendations for further savings.

CYES has two goals that set it apart from other youth programs. First, it provides direct-install energy and water efficiency services to the community at no cost, with a focus on hard-to-reach households. These include:

- Non-English speakers, who often miss out on services due to language barriers
- Renters
- Moderate income households
- Multifamily dwellings
- Senior citizens

Second, CYES Energy Specialists are local youth, who often struggle to find paid work experience on a meaningful career track.

Rising Sun operates the CYES program by setting up satellite CYES site offices in partner cities. Youth Energy Specialists are hired locally from the partner city and serve the local community. The total cost of running of a CYES satellite office is $148,320. This cost includes youth salaries, manager salaries, site set-up and breakdown, outreach and marketing, equipment and materials, transportation, planning, coordination, and all overhead costs.

Rising Sun will run and manage a California Youth Energy Services program site office in the City of Tracy during the 2016 summer season. Rising Sun will execute the CYES program in Tracy in three phases: Design and Planning, Training and Implementation, and Closing and Reporting.

Location of Work

The Tracy site office will be set up in a suitable working space contributed in-kind by the City of Tracy. The details regarding site requirements are further outlined in Appendix A. Youth Energy Specialists will be based out of the CYES site office, and will perform field work in local residents' homes.

LOGISTICS

Each CYES site is run by an adult Site Manager and a Site Outreach Manager. The Site Outreach Manager markets the service to the local community and identifies residents interested in Green House Calls, signing them up for scheduled appointments. Outreach techniques include event tabling, bill inserts, social and traditional media, neighborhood canvassing, and partnerships with community groups and property management companies. The Site Manager is responsible for overseeing the physical site office and coordinating logistics and administration.

Both the Site Manager and the Site Outreach Manger are responsible for training and supervising the youth Energy Specialists, of whom there are eight at each site. The youth are chosen for their professionalism, ability to work in teams, critical thinking skills, and self-motivation. Both adult staff are trained and supervised by permanent Rising Sun staff who work throughout the year to ensure the program's success.

Energy Specialists work in pairs composed of a minor and a youth aged 18 or over, so that there is always a legal adult on each assignment. Comprehensive field monitoring policies are in place to ensure the quality of the work. A pair of Energy Specialists can visit three to six households a day.

WORK SCHEDULE

Program Design and Planning: April - May 2016

Upon finalizing the contract, Rising Sun will begin program planning and design. Rising Sun will also launch its community marketing and outreach campaign to generate a waitlist of residents for the summer. In order to meet outreach and recruitment goals, a contract should be in place no later than April, 2016. Rising Sun will also conduct a youth and manager recruitment campaign in the spring, as well as site office setup. Rising Sun will set up the Tracy site office in late May and early June. Access to the office space and keys will be given to Rising Sun by May 15 to ensure timely set-up. Program design and planning includes:

- Marketing and outreach to community renters and homeowners
- Youth recruitment and hiring
- LIFT recruitment and hiring
- Manager recruitment and hiring
- Inventorying and purchasing of tools, equipment, and materials
- Preparation of outreach and audit forms
- Site set-up (IT, etc.) and distribution of tools, equipment, and materials

Program Training and Implementation: June - August 2016

CYES program implementation begins with training. Rising Sun will conduct Manager and LIFT trainings, followed by youth training. Youth Energy Specialists will conduct field work for six weeks following training. Program training and implementation includes:

- Manager Training
- Youth Training
- LIFT Training
- Program Implementation (six weeks of field work/Green House Calls – see below)

Green House Calls

CYES Energy Specialists perform Green House Calls that provide renters and homeowners with free energy and water conservation assessments, equipment installation, and education. Because the equipment installed does not alter the infrastructure of a home, renters are eligible for CYES services. The CYES program serves single-family, 2-4 plex, and multi-unit dwellings. Mobile homes are not eligible.

A CYES Green House Call consists of:

- A walkthrough energy assessment of the house with the client, looking for energy- and water-saving opportunities
- Direct installation of free energy and water saving measures; for example:
  - Efficient-flow faucet bath and kitchen aerators
  - Efficient-flow showerheads
  - Screw-in compact fluorescent lamps (CFLs)
  - Screw-in light emitting diodes (LEDs)
  - Smart powerstrips (Tier 1)
  - LED nightlight
  - Fluorescent floor lamps, in exchange for halogen floor lamps
  - Additional measures as available
- E-waste removal
- Solar assessments for single-family homeowners
- Testing gallon per minute (GPM) flow rate tests on all feasible shower, kitchen, and bathroom water fixtures
- Assessment of toilets for leaks and flush volume
- Assessment of refrigerator and water heater temperature settings
- Collection of irrigation information
- Energy and water conservation education, including personalized recommendations
- Customized report to the client documenting work completed and ways to further capture energy savings after the CYES appointment

Program Close and Reporting: August – November 2016

The reporting process begins in late August, after all CYES sites have been properly closed down, and continues through November. Due to the large amount of data collected across CYES cities, the data analysis and translation process takes 2-3 months to complete. Final reports will be distributed to partner cities no later than November 15, 2016. Program close and reporting includes:

- Site breakdown and closeout

- Data analysis and translation
- Create and distribute all reports

DELIVERABLES AND OUTCOMES

Program Design and Planning: April - May 2016

- Develop program structure and work schedule
- Recruit and hire 8 Tracy area youth at $10.00-$11.00 per hour
- Recruit and hire two summer CYES Managers to supervise youth and conduct local outreach (may not be from the City of Tracy)
- Recruit and hire one LIFT (Leader-in-Field-Training); a LIFT should be a returning Energy Specialist and may not be from the City of Tracy
- Execute client recruitment plan to build waitlist of residents interested in receiving Green House Calls
- Identify a program location space from local partners (City of Tracy responsibility)
- Network with local partner organizations for outreach
- Solicit and partner with local water district/dept. to secure water measure donations needed for program (showerheads, kitchen aerators, bathroom aerators, water flow bags, toilet dye tablets, and pressure gauges)
- Site setup

Program Training and Implementation: June - August 2016

- Host LIFT orientation
- Implement technical training for CYES Managers
- Implement technical and professional training for LIFT employees
- Implement technical and professional training for youth Energy Specialist employees
- Provide 200 local residents of the City of Tracy and surrounding areas with energy and water conservation education and free hardware installation
- Provide ongoing professional development training to youth
- Conduct continuous in-field quality control through ride-alongs, drop-in visits, and client follow-up calls
- Assist City of Tracy in reaching its Climate Action Plan goals

Program Close and Reporting: August - November 2016

- Move out of and close-out site office
- Generate and distribute a final City report for Tracy no later than November 15, 2016; the report will include:
    - Number of homes served
    - Number of each measure installed
    - Total energy and water savings
    - Pounds of e-waste removed, and responsibly recycled
    - Number of solar assessments conducted
    - Total number of youth hired
    - Percentage of renters served
    - Percentage of low-moderate income households served
    - Breakdown of client demographics

APPENDIX A

In-Kind Contributions

Site Office (Exclusive and secure access)

- Location, if known: 520 Tracy Blvd., Gate #3 Inspection Trailer (Main area and 1 office for storage space)
- 600-1,000 sq ft
- May 15-August 31
- Monday-Friday
- 9:00am-7:30pm, with extended hour access on two evenings during the summer
- Access to bathrooms
- Safe area/safe building
- Access to free parking
- Access to residential neighborhoods
- 3 desks (or tables for computer stations)
- One large conference table or smaller student desks for training (9 people)
- 1 additional larger table or space for storing outreach materials, collateral, paperwork, etc.
- 11 chairs
- Janitorial service

Water Measures (does not apply to cities in ACWD and EBMUD)

- Showerheads (85)
- Kitchen aerators (40)
- Bathroom aerators (50)
- Water flow bags (10)
- Pressure gauges (5)
- Toilet dye tablets (200)
- Spray Hose Nozzles (40)

Other

- Assistance with resident/constituent outreach, including:
  - Utility Bill comment section
  - Website/social media posting
  - Event connections/ideas
  - Media and other local outreach connections if available
  - Co-branding opportunities
  - Partnership on program kickoff/local PR event
- Provision of connections to youth organizations, schools, and community colleges for youth recruitment; local connections for manager recruitment

RESOLUTION _____

APPROVING A PROFESSIONAL SERVICES AGREEMENT WITH RISING SUN ENERGY CENTER AND AUTHORIZING THE MAYOR TO EXECUTE THE AGREEMENT

WHEREAS, The Professional Service Agreement between the City of Tracy and Rising Sun Energy Center will allow youth program California Youth Energy Services to hire and train local youth to become Energy Specialists, and

WHEREAS, The Energy Specialists will perform Green House Calls to approximately 200 residents during a seven week program, and

WHEREAS, During the Green House Calls the Energy Specialists will educate the residents about sustainability and provide recommendations for energy and water saving measures, and

WHEREAS, The Energy Specialists will also install energy and water saving equipment such as, energy efficient light bulbs, faucet aerators, water conserving shower heads, automatic shutoff spray nozzles, and powerstrips depending on their findings at no cost to the selected residents in Tracy, and

WHEREAS, Rising Sun is able to offer this program to cities by setting up satellite offices in participating cities, and

WHEREAS, If Council approves the PSA, Public Works will provide an office space located in the inspectors trailer at the Boyd Service Center with no additional utility costs along with some water conservation devices and testing measures as in-kind contributions for this program, and

NOW, THEREFORE, BE IT RESOLVED, That the City Council hereby approves the Professional Services Agreement with Rising Sun Energy Center and authorizes the Mayor to execute the agreement.

* * * * * * * * *

The foregoing Resolution _____ was passed and adopted by the City Council of the City of Tracy on the 5th day of April 2016, by the following vote:

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

_____
Mayor

ATTEST:

_____
City Clerk

April 5, 2016

AGENDA ITEM 1.F

REQUEST

APPROVAL TO PURCHASE A STREET PAINT STRIPER FROM KELLY-CRESWELL FOR TRAFFIC CONTROL MARKINGS

EXECUTIVE SUMMARY

The City currently utilizes a motorized cart for short line road striping. With the purchase of a street paint striper, staff will be able to perform long line road striping, improving safety and efficiency.

DISCUSSION

Staff presently maintains 533 lane miles of streets throughout the City. With ongoing growth of industrial and housing developments throughout the City, that number will continue to increase. Currently, the staff uses a small motorized cart for short line road striping. This cart does not have any safety beacons and only holds enough paint for a maximum of a one mile line. The current paint cart involves using a truck with trailer for transport, use of safety beacons, and two employees.

With the purchase of a street paint striper, crews will be able to improve safety and efficiency while maintaining and potentially improving the integrity of the existing traffic control markings. The street paint striper will be able to be operated by one employee, is self-contained with all equipment required to perform various line striping, and comes equipped with its own safety traffic controls. The street paint striper is also able to hold enough paint to produce up to five miles of line striping.

On March 3, 2016, staff posted a Request for Bids for a street paint striper. On March 14, 2016, staff received three bids for the street paint striper. The bids were submitted by Kelly-Creswell, EZ-Liner Industries, and Technology International Inc. Kelly-Creswell came in as the lowest responsive bidder.

Kelly-Creswell	$67,150.00
EZ-Liner Industries	$73,104.10
Technology International Inc.	$82,778.00

STRATEGIC PLAN

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

FISCAL IMPACT

The total cost of the street paint striper is $67,150. The purchase of the street paint striper was anticipated and funds were approved as part of the fiscal year 2015/2016 budget.

RECOMMENDATION

That the City Council, by resolution, approve the purchase of a street paint striper from Kelly-Creswell for traffic control markings.

Prepared by: Connie Vieira, Management Analyst

Reviewed by: Mike Contreras, Public Works Superintendent
Don Scholl, Public Works Director
Stephanie Garrabrant-Sierra, Assistant City Manager

Approved by: Troy Brown, City Manager

RESOLUTION _____

APPROVING THE PURCHASE OF A STREET PAINT STRIPER FROM KELLY-CRESWELL FOR TRAFFIC CONTROL MARKINGS

WHEREAS, The City currently utilizes small motorized cart for current street paint striping, and

WHEREAS, The street paint striper is equipped with its own traffic safety equipment and is self-contained with all the equipment needed for street paint striping, and

WHEREAS, The total cost of the patch truck is $67,150.

NOW, THEREFORE, BE IT RESOLVED, That the City Council approves the purchase of a street paint striper from Kelly-Creswell for traffic control markings.

* *

The foregoing Resolution _____ was passed and adopted by the Tracy City Council on the 5th day of April 2016, by the following vote:

AYES: COUNCIL MEMBERS

NOES: COUNCIL MEMBERS

ABSENT: COUNCIL MEMBERS

ABSTAIN: COUNCIL MEMBERS

_____
MAYOR

ATTEST:

_____
CITY CLERK

April 5, 2016

AGENDA ITEM 1.G

REQUEST

AUTHORIZE THE PURCHASE OF THREE REPLACEMENT FIRE COMMAND VEHICLES UP-FITTED WITH EMERGENCY LIGHTING, COMMUNICATIONS CONSOLE AND INCIDENT COMMAND MODULE FROM FOLSOM CHEVROLET UNDER A COOPERATIVE PURCHASING AGREEMENT THROUGH THE COUNTY OF SACRAMENTO AS ALLOWED UNDER SECTION 2.20.220 OF THE CITY'S MUNICIPAL CODE AND ALLOCATE A FISCAL YEAR 2015-2016 MID-YEAR BUDGET ADJUSTMENT FOR THE FIRE DEPARTMENT NOT TO EXCEED $198,000 FROM THE FIRE DEPARTMENT VEHICLE REPLACEMENT ACCOUNT 606

EXECUTIVE SUMMARY

Three Fire Department staff command vehicles have reached the end of their life cycle and are due for replacement. Staff is recommending the vehicles be replaced with four-wheel drive SUVs similar to two of the vehicles that are due for replacement. All three staff command vehicles will require emergency lighting, communications equipment, identification markings and the ability to function as emergency incident command posts.

DISCUSSION

The three vehicles were scheduled for replacement in 2014/15 fiscal year but were not included or approved through the annual budget development process. Two of the vehicles, used by Division Chief's, are ten-year-old medium duty four wheel drive SUVs (Ford Expedition) that have surpassed 100,000 miles. Federal GSA recommends replacing medium duty four wheel drive SUVs at 10 years or 100,000 miles. The vehicles are used on a daily basis at emergencies for command and control and functioning as command posts. The vehicles require four-wheel drive due to the type of terrain and topography within the Fire Department's jurisdiction. The third vehicle is a Ford Escape Hybrid with 113,000 miles that was driven by the previous Fire Chief.

After reviewing past performance of the vehicles, and the needs of the department, the recommendation is to continue with the medium size SUVs to accommodate the incident command and tactical equipment carried in the vehicles.

Sacramento County and Ventura County each performed a number of evaluations of these vehicles and favored the Chevrolet Tahoe. These agencies were able to develop a joint cooperative purchasing agreement through Folsom Chevrolet of Folsom, California to leverage highly favorable pricing for the vehicles. The Fire Department may join in this joint cooperative purchasing agreement pursuant to Tracy Municipal Code section 2.20.220 (the purchasing ordinance). This is the same cooperative purchasing agreement the Police Department has used to replace its SUV command vehicles. Functioning as an emergency incident command post requires specialized equipment. This proposal will standardize the Fire Department's command vehicles, allowing an incident commander to fully leverage the tools necessary to ensure the safety of the firefighters and the public. Currently, each of the three existing command vehicles are configured differently and lack the ability to efficiently function as a command post.

Typically, the incident commander is forced to operate from the driver's seat of the vehicle or from the top of the vehicle's hood. This creates issues related to emergency scene management which could impact safety and operational effectiveness.

The cost of each vehicle fully equipped for emergency service is $66,000, $198,000 for three. This purchase will create standardization of the command vehicles and provide an organized workspace at the rear of the SUV moderately protected from the effects of weather and lending to greater fire ground communications and emergency scene management.

STRATEGIC PLAN

This agenda item relates to Council's Public Safety Strategy, Goal 3 / Objective 1: Enhance Citywide Emergency Preparedness and better prepare and respond to man-made and natural disasters.

FISCAL IMPACT

FY 2015/16; Not Budgeted; $198,000; Fund 606 Vehicle Replacement, Fire; Appropriate from Unanticipated lease refund proceeds.

RECOMMENDATION

Staff recommends City Council approve, by resolution, the purchase of three replacement four- wheel drive SUV Fire Command Vehicles up-fitted with emergency lighting, communications equipment and the ability to function as an emergency incident command post under a cooperative purchasing agreement through the County of Sacramento as allowed under Section 2.20.220 of the City's Municipal Code and allocate a Fiscal Year 2015-2016 Mid-Year Budget Adjustment for the Fire Department not to exceed $198,000 from the fire department Vehicle Replacement Account 606.

Prepared by: Andrew Kellogg, Fire Division Chief

Reviewed by: Randall Bradley, Fire Chief
Rachelle McQuiston, Administrative Services Director
Stephanie Garrabrant-Sierra, Assistant City Manager

Approved by: Troy Brown, City Manager

RESOLUTION _____

AUTHORIZING THE PURCHASE OF THREE REPLACEMENT FIRE COMMAND VEHICLES UP-FITTED WITH EMERGENCY LIGHTING, COMMUNICATIONS CONSOLE AND INCIDENT COMMAND MODULE FROM FOLSOM CHEVROLET UNDER A COOPERATIVE PURCHASING AGREEMENT THROUGH THE COUNTY OF SACRAMENTO AS ALLOWED UNDER SECTION 2.20.220 OF THE CITY'S MUNICIPAL CODE AND ALLOCATE A FISCAL YEAR 2015-2016 MID-YEAR BUDGET ADJUSTMENT FOR THE FIRE DEPARTMENT NOT TO EXCEED $198,000 FROM THE FIRE DEPARTMENT VEHICLE REPLACEMENT ACCOUNT 606

WHEREAS, The procurement of three replacement fire command sport utility vehicles (SUV) including the purchase and outfitting of all three vehicles with associated emergency equipment has been identified in the 2015-2016 fiscal year as a mid-year vehicle replacement budget item, and

WHEREAS, Staff is recommending that one Ford Escape Hybrid and two Ford Expedition SUV vehicles be replaced with three Chevrolet Four-Wheel Drive Tahoe SUV vehicles, and

WHEREAS, This purchase will create standardization of command vehicles and provide an organized workspace at the rear of the SUV moderately protected from the effects of weather, lending to greater fire ground communications and emergency scene management, and

WHEREAS, These vehicles will be purchased under a cooperative purchasing agreement with the County of Sacramento as authorized under Tracy Municipal Code section 2.20.220 (the purchasing ordinance);

NOW, THEREFORE, BE IT RESOLVED that the City Council authorizes the purchase of three replacement fire command vehicles up-fitted with emergency lighting, communications console and incident command module from Folsom Chevrolet under a cooperative purchasing agreement through the County of Sacramento and allocate a fiscal year 2015-2016 mid-year budget adjustment for the fire department not to exceed $198,000 from the fire department vehicle replacement account 606.

****

The foregoing Resolution _____ is hereby passed and adopted by the Tracy City Council this 5th day of April 2016, by the following vote:

AYES: COUNCIL MEMBERS

NOES: COUNCIL MEMBERS

ABSENT: COUNCIL MEMBERS

ABSTAIN: COUNCIL MEMBERS

_____
MAYOR

ATTEST:

_____
CITY CLERK

April 5, 2016

AGENDA ITEM 1.H

REQUEST

APPROVE AMENDMENT 2 TO TASK ORDER NO. CH01-16 WITH CH2M HILL FOR ADDITIONAL DESIGN AND PERMITTING SERVICES FOR THE CORRAL HOLLOW ROAD SEWER AND WATER SYSTEM UPGRADE AND AUTHORIZE THE MAYOR TO EXECUTE THE AMENDMENT

EXECUTIVE SUMMARY

On July 16, 2013, City Council approved a Professional Services Agreement (PSA) for completion of the design and permitting process for the Corral Hollow Road Sewer and Water System Upgrades to serve new developments including Tracy Hills. Additional services are required from the consultant based on a request by the Tracy Hills developers to modify the existing design of the wastewater line siphon under the Delta Mendota Canal to accommodate additional capacities for the future phases of developments of Tracy Hills. In addition the previously designed Utilities bridge over the California Aqueduct needs to be redesigned to include a shade structure for the PG&E gas line and relocate the access street alignment to comply with a new design request from PG&E. Approval of this task order will facilitate completion of the design work in a timely manner.

DISCUSSION

On July 16, 2013, City Council approved a Professional Services Agreement with CH2M HILL to complete the design of a water and wastewater system on Corral Hollow Road south of Parkside Drive to serve new developments including the Tracy Hills project.

Since then the consultant has been working on the project design and coordination with various agencies including the United States Bureau of Reclamation (USBR) and the Department of Water Resources (DWR). Additional services are required from the consultant to complete a new request from the Tracy Hills Developer to modify the proposed design of the wastewater line siphon under the Delta Mendota Canal. The modifications are necessary to provide capacity for phase 5 of the Tracy Hills project.

PG&E has also requested to install a shade structure on the Utilities bridge over the California Aqueduct already designed by the consultant; including the relocation of the access road to provide additional supports to the PG&E gas line.

In addition to the design and completion of the improvement plans, the scope of work includes coordination with the USBR and assisting the City in obtaining permits from the regulatory agencies.

The consultant has submitted a proposal to complete this task for a not to exceed amount of $95,000, on a time and material basis. The cost of this task will be paid by the Tracy Hills developer through their existing cost recovery agreement. The developer has reviewed the proposal and concurs with the cost of the additional services.

STRATEGIC PLAN

This agenda item is consistent with the Economic Development Strategic Plan and meets the goals to ensure physical infrastructure and systems necessary for development.

FISCAL IMPACT

There will be no fiscal impact to the General Fund. The total not to exceed amount of $ 95,000 for additional service will be paid on a time and material basis by Tracy Hills Development through their existing cost recovery agreement with the City.

RECOMMENDATION

Staff recommends that City Council approve, by resolution, Amendment 2 to Task Order No. CH01-16 with CH2MHill for additional design and permitting services for the Corral Hollow Road Sewer and Water System Upgrade for not to exceed amount of $95,000 and authorize the Mayor to execute the Amendment.

Prepared by: Kuldeep Sharma, Utilities Director

Reviewed by: Stephanie Garrabrant-Sierra, Assistant City Manager

Approved by: Troy Brown, City Manager

ATTACHMENT

Attachment A – Amendment 2 to Task Order No. CH01-16

CITY OF TRACY
AMENDMENT NO. 2 TO TASK ORDER NO. CH01-16

This Amendment No. 2 (Amendment) to Task Order CH01-16 CITY OF TRACY-Additional Design and Permitting for Coral Hollow Road Sewer and Water System Upgrade is made and entered into by and between the CITY OF TRACY, a municipal corporation (hereinafter "CITY"), and CH2M HILL, INC., a Florida Corporation (hereinafter "CONSULTANT").

RECITALS

A. The CITY and CONSULTANT entered into a Task Order CH01-16 for the Corral Hollow Road Sewer and Water System Upgrade, which was approved by the City Council per Resolution 2014-047. That Task Order was later amended (Amendment No. 1), and approved by both CITY and CONSULTANT.

B. The developers of the Tracy Hills project (who are funding the design work) have requested additional design modifications to the project, as more fully described in Exhibit "A".

C. Additional services are needed from the Consultant to complete this task

D. The CITY has asked CONSULTANT to provide additional design support services and has received proposal to complete the task on a not to exceed amount.

NOW THEREFORE, THE PARTIES MUTUALLY AGREE AS FOLLOWS:

1. **INCORPORATION OF MASTER AGREEMENT.** This Amendment No. 2 hereby incorporates by reference all terms and conditions set forth in the original Agreement and first Amendment for this project, unless specifically modified by this Amendment.

2. **SCOPE OF SERVICES**. CONSULTANT shall perform the services described in Exhibit "A" attached hereto and incorporated herein by reference.

3. **TIME OF PERFORMANCE**. CONSULTANT shall commence performance, and shall complete all required services no later than the dates set forth in Exhibit "B".

4. **COMPENSATION**. For additional services performed by CONSULANT in accordance with this Task Order, CITY shall pay CONSULTANT on a lump sum basis with not to exceed amount of $95,000.

5. **SIGNATURES.** The individuals executing this Task Order represent and warrant that they have the right, power, legal capacity, and authority to enter into and to execute this Task Order on behalf of the respective legal entities of the CONSULTANT and the CITY. This Task Order shall inure to the benefit of and be binding upon the parties thereto and their respective successors and assigns.

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

CITY OF TRACY

By: _____

Title: Mayor

Date: _____

CONSULTANT
CH2M HILL, Inc.

By: _____
Vijay Kumar, P.E.

Title: Vice President & Bay Area Manager

Date: 3/22/16
Fed. Employer ID No. 59-0918189

Attest:

By: _____
Nora Pimentel

Title: City Clerk

Date: _____

By: _____

Title: _____

Date: _____

Approved as to form

By: _____
Daniel G. Sodergren

Title: City Attorney

Date: _____

City Business License No. 81986

EXHIBIT "A"

SCOPE OF SERVICES

Introduction

Following the commencement of design services as more fully detailed in Amendment No. 1 to Task Order No. CH01-16, the developers of the Tracy Hills project have requested design modifications as more fully described below. The principal change associated with this Amendment is the inclusion of Phase 5A wastewater flow into the design of the Delta Mendota Canal (DMC) crossing; this Phase 5A of the Tracy Hills development was specifically excluded from inclusion in the DMC crossing for the prior scope of work requested from CONSULTANT.

Scope of Work

Task 1. Incorporate Phase 5A Flows into DMC Crossing Design

CONSULTANT will complete a hydraulic analysis to verify the necessary upsizing of the previously required 12" siphon to accommodate the additional capacity for Phase 5A.

A pipe larger than the currently planned 12" siphon and associated sleeve would require a larger radius for the crossing under the DMC. This larger radius would change the entry and exit points (i.e. require a longer length), which in turn could require additional right of way and other considerations. It is assumed that the CITY will be able to obtain any additional right of way that may be required. The alternative to a larger second barrel to the planned siphon is to add a third barrel. A third barrel will be added to the design only if the additional capacity for the Phase 5A flows cannot be reasonably included in an enlargement to the previously required 12 inch siphon.

Task 2. Submit Revised Drawings for Agency Approval

CH2M will submit revised plans to USBR for re-approval based on new proposed changes to accommodate the Phase 5A flows under the DMC.

Task 3. Amend Previous CEQA Documentation

The Draft Final IS/MND submitted to the CITY for public circulation will be amended for any proposed changes.

Task 4. Redesign of Utility Bridge to support PG&E gas line

Project developers have been requested by PG&E to modify the design of the proposed Utility Bridge to accommodate modifications requested by PG&E. Modifications include addition of a concrete box, addition of shade structure to minimize direct sunlight exposure to the gas line, redesign of access roadway and addition of bollards to protect concrete structure. Also, additional one coordination meeting with PG&E is included.

EXHIBIT "B"

Proposed Project Schedule

Notice to Proceed (NTP)	April 6, 2016 (assumed)
Submit Recommendation on Siphon Configuration	Two weeks after
NTP Approval of Siphon Configuration	Three weeks
after NTP	
Submit Updated Siphon Configuration to USBR	Four weeks after
NTP Updated Project Description for CEQA Purposes	Two weeks after
NTP Completion	Three weeks after
Regulatory approval and PG&E acceptance of concept plan	

Additional time for USBR approval of the new siphon configuration and approvals for the updated CEQA documentation are unknown at this time, and not under CONSULTANT's control.

RESOLUTION 2016-_____

APPROVING AMENDMENT 2 TO TASK ORDER NO. CH01-16 AGREEMENT WITH CH2M HILL FOR THE ADDITIONAL DESIGN AND PERMITTING SERVICES FOR THE CORRAL HOLLOW ROAD SEWER AND WATER SYSTEM UPGRADE AND AUTHORIZING THE MAYOR TO EXECUTE THE AMENDMENT

WHEREAS, On April 1, 2014, City Council approved a Professional Services Agreement (PSA) with CH2MHill for completion of design and permitting process for Corral Hollow Road sewer and water system upgrades, and

WHEREAS, The proponents of the Tracy Hills project have requested modification to the proposed siphon under Delta Mendota Canal to accommodate additional capacity of Tracy Hills Phase 5 development, and

WHEREAS, PG&E has requested changes to the existing design of the utilities bridge over the California Aqueduct to include a shade structure for the PG&E gas line and relocate the access road, and

WHEREAS, Additional services are required from CH2M Hill (consultant) to complete the requested work, and

WHEREAS, The consultant has submitted a proposal to complete this task for a not to exceed amount of $95,000, on a time and material basis, and there will be no impact to the General Fund. Tracy Hills Development will pay for the additional cost through their existing cost recovery agreement with the City;

NOW, THEREFORE, BE IT RESOLVED, That City Council approves Amendment 2 to Task Order No. CH01-16 with CH2M Hill for additional design and permitting services for the Corral Hollow Road Sewer and Water System Upgrade for not to exceed amount of $95,000, and authorizes the Mayor to execute the Amendment.

* * * * * * * * *

The foregoing Resolution 2016-_____ was adopted by the Tracy City Council on the 5th day of April, 2016, by the following vote:

AYES: COUNCIL MEMBERS:

NOES: COUNCIL MEMBERS:

ABSENT: COUNCIL MEMBERS:

ABSTAIN: COUNCIL MEMBERS:

_____
MAYOR

ATTEST:

_____
CITY CLERK

April 5, 2016

AGENDA ITEM 1.I

REQUEST

WAIVE SECOND READING AND ADOPT ORDINANCE 1210, AN ORDINANCE OF THE CITY OF TRACY AMENDING THE I-205 CORRIDOR SPECIFIC PLAN LAND USE DESIGNATION FROM SERVICE COMMERCIAL TO HIGH DENSITY RESIDENTIAL FOR AN APPROXIMATELY 2.28-ACRE SITE LOCATED ON THE SOUTH SIDE OF AUTO PLAZA DRIVE, APPROXIMATELY 500 FEET EAST OF POWER ROAD (ASSESSOR'S PARCEL NUMBER 212-270-24); APPLICATION NUMBER SPA15-0001

EXECUTIVE SUMMARY

Ordinance 1210 was introduced at the Council meeting held on March 15, 2016. Ordinance 1210 is before Council for adoption.

DISCUSSION

The property owner of 2.28 acres on the south side of Auto Plaza Drive, approximately 500 feet east of Power Road, filed Application Number SPA 15-0001 to amend the I-205 Corridor Specific Plan Land Use Designation for Assessor's Parcel Number 212-270-24, from Service Commercial to High Density Residential. Ordinance 1210 was introduced at a regular City Council meeting held on March 15, 2016, to amend the I-205 Corridor Specific Plan Land Use designation for Assessor's Parcel Number 212-270-24 from Service Commercial to High Density Residential. The proposed amendment is consistent with the General Plan, and with the goals and policies of the Housing Element.

Ordinance 1210 is before Council for adoption.

STRATEGIC PLAN

This agenda item does not relate to the Council's four strategic plans.

FISCAL IMPACT

None.

RECOMMENDATION

That Council adopt Ordinance 1210.

Prepared by: Adrianne Richardson, Deputy City Clerk

Reviewed by: Nora Pimentel, City Clerk
Stephanie Garrabrant-Sierra, Assistant City Manager

Approved by: Troy Brown, City Manager

ATTACHMENTS:

Attachment A – Ordinance 1210

ORDINANCE 1210

AN ORDINANCE OF THE CITY OF TRACY AMENDING THE I-205 CORRIDOR SPECIFIC PLAN LAND USE DESIGNATION FROM SERVICE COMMERCIAL TO HIGH DENSITY RESIDENTIAL FOR AN APPROXIMATELY 2.28-ACRE SITE LOCATED ON THE SOUTH SIDE OF AUTO PLAZA DRIVE, APPROXIMATELY 500 FEET EAST OF POWER ROAD (ASSESSOR'S PARCEL NUMBER 212-270-24); APPLICATION NUMBER SPA15-0001

WHEREAS, The property owner filed an application to amend the I-205 Corridor Specific Plan land use designation from Service Commercial to High Density Residential, and

WHEREAS, The proposed amendment is consistent with the General Plan, because the permitted uses of the Specific Plan's High Density designation are allowed within the General Plan designation of Residential High and are consistent with goals and policies of the Housing Element, and

WHEREAS, The I-205 Corridor Specific Plan is the Concept Development Plan of the Planned Unit Development Zone District, and

WHEREAS, The City Council adopted a Negative Declaration for this project, in accordance with California Environmental Quality Act Guidelines, on March 15, 2016, and

WHEREAS, On March 15, 2016, the City Council conducted a public hearing to review and consider the project;

SECTION 1: The Land Use Plan map of the I-205 Corridor Specific Plan (the Planned Unit Development Concept Development Plan) is hereby amended to reclassify the following property from Service Commercial to High Density Residential:

Approximately 2.28 acres on the south side of Auto Plaza Drive, approximately 500 feet east of Power Road, Assessor's Parcel Number 212-270-24.

SECTION 2: This Ordinance shall take effect thirty (30) days after its final passage and adoption.

SECTION 3: This Ordinance shall be published once in a newspaper of general circulation within fifteen (15) days from and after its final passage and adoption.

* * * * * * * * * * * * *

The forgoing Ordinance 1210 was introduced at a regular meeting of the Tracy City Council held on the 15th day of March, 2016, and finally adopted on the 5th day of April, 2016, by the following vote:

AYES: COUNCIL MEMBERS:

NOES: COUNCIL MEMBERS:

ABSENT: COUNCIL MEMBERS:

ABSTAIN: COUNCIL MEMBERS:

_____
MAYOR

ATTEST:

_____
CITY CLERK

April 5, 2016

AGENDA ITEM 1.J

REQUEST

WAIVE SECOND READING AND ADOPT ORDINANCE 1211, AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF TRACY AUTHORIZING AN AMENDMENT TO THE CONTRACT BETWEEN THE CITY COUNCIL OF THE CITY OF TRACY AND THE BOARD OF ADMINISTRATION OF THE CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM

EXECUTIVE SUMMARY

Ordinance 1211 was introduced at the Council meeting held on March 15, 2016. Ordinance 1211 is before Council for adoption.

DISCUSSION

Pursuant to adopted Memorandums of Understanding between the City of Tracy and the Tracy Police Management Association, Tracy Mid-Managers Bargaining Unit and Compensation and Benefits plans between the City of Tracy and the Confidential Mid-Managers Unit and the Technical Support Services Unit, the parties stipulated that the City will amend its contract with California Public Employees' Retirement System to provide for Section 20516 of the Public Employees Retirement Law (Employees Sharing Additional Cost). Ordinance 1211 was introduced at the March 15, 2016, Council meeting authorizing an amendment to the contract between the City Council and the Board of Administration of the California Public Employees' Retirement System.

Ordinance 1211 is before Council for adoption.

STRATEGIC PLAN

This agenda item does not relate to the Council's four strategic plans.

FISCAL IMPACT

None.

RECOMMENDATION

That Council adopt Ordinance 1211.

Prepared by: Adrianne Richardson, Deputy City Clerk

Reviewed by: Nora Pimentel, City Clerk
Stephanie Garrabrant-Sierra, Assistant City Manager

Approved by: Troy Brown, City Manager

ATTACHMENTS:

Attachment A – Ordinance 1211

ATTACHMENT A

ORDINANCE 1211

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF TRACY AUTHORIZING AN AMENDMENT TO THE CONTRACT BETWEEN THE CITY COUNCIL OF THE CITY OF TRACY AND THE BOARD OF ADMINISTRATION OF THE CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM

WHEREAS, The Public Employees' Retirement Law permits the participation of public agencies and their employees in the Public Employees' Retirement System by the execution of a contract, and sets forth the procedure by which said public agencies may elect to subject themselves and their employees to amendments to said contract: and

WHEREAS, The Government Code sets forth procedures to amend this contract: and

WHEREAS, One of the steps in the procedures to amend this contract is the adoption by the governing body of the public agency of an ordinance to approve an amendment to said contact: and

WHEREAS, Pursuant to adopted Memorandums of Understanding between the City of Tracy and the Tracy Police Management Association, Tracy Mid-Managers Bargaining Unit and Compensation and Benefits plans between the City of Tracy and the Confidential Mid-Managers Unit and the Technical Support Services Unit, the parties stipulated that the City will amend its contract with California Public Employees' Retirement System to provide for Section 20516 of the Public Employees Retirement Law (Employees Sharing Additional Cost); and

WHEREAS, A Resolution of Intention (Resolution # 2016-051) to approve the Public Employees' Retirement System contract amendment was adopted on March 15, 2016; and

NOW, THEREFORE, The City Council of the City of Tracy does ordain as follows:

SECTION 1: That an amendment to the contract between the City Council of the City of Tracy and the Board of Administration, California Public Employees' Retirement System is hereby authorized, a copy of said amendment being attached hereto, marked as Exhibit, and by such reference made a part hereof as though herein set out in full.

SECTION 2: That the Mayor of the City of Tracy is hereby authorized, empowered, and directed to execute said amendment for and on behalf of the City of Tracy.

SECTION 3: That this Ordinance shall take effect 30 days after the date of its adoption, and prior to the expiration of fifteen (15) days from the passage thereof shall be published once in the Tri-Valley Herald, a newspaper of general circulation, published and circulated in the City of Tracy and thenceforth and thereafter the same shall be in full force and effect.

* * * * * * * * * * * *

The foregoing Ordinance 1211 was introduced at a regular meeting of the Tracy City Council on the 15th day of March, 2016, and finally adopted on the 5th day of April, 2016, by the following vote:

AYES: COUNCIL MEMBERS:

NOES: COUNCIL MEMBERS:

ABSENT: COUNCIL MEMBERS:

ABSTAIN: COUNCIL MEMBERS

_____
MAYOR

ATTEST:

_____
CITY CLERK

CalPERS

EXHIBIT

California
Public Employees' Retirement System

AMENDMENT TO CONTRACT

Between the
Board of Administration
California Public Employees' Retirement System
and the
City Council
City of Tracy

The Board of Administration, California Public Employees' Retirement System, hereinafter referred to as Board, and the governing body of the above public agency, hereinafter referred to as Public Agency, having entered into a contract effective October 1, 1948, and witnessed September 8, 1948, and as amended effective January 1, 1960, June 1, 1972, November 1, 1972, March 19, 1974, July 1, 1978, February 1, 1983, September 1, 1983, May 3, 1985, January 18, 1991, June 30, 1997, November 16, 1997, June 1, 2000, January 1, 2004, January 1, 2005, January 1, 2006, October 1, 2006, July 2, 2010 and December 17, 2010 which provides for participation of Public Agency in said System, Board and Public Agency hereby agree as follows:

A. Paragraphs 1 through 17 are hereby stricken from said contract as executed effective December 17, 2010, and hereby replaced by the following paragraphs numbered 1 through 20 inclusive:

1. All words and terms used herein which are defined in the Public Employees' Retirement Law shall have the meaning as defined therein unless otherwise specifically provided. "Normal retirement age" shall mean age 55 for classic local miscellaneous members, age 62 for new local miscellaneous members, age 50 for classic local police members entering membership in the police classification on or prior to July 2, 2010, age 55 for classic local police members entering membership for the first time in the police classification after July 2, 2010, age 55 for classic local fire members and age 57 for new local safety members.

2. Public Agency shall participate in the Public Employees' Retirement System from and after October 1, 1948 making its employees as hereinafter provided, members of said System subject to all provisions of the Public Employees' Retirement Law except such as apply only on election of a contracting agency and are not provided for herein and to all amendments to said Law hereafter enacted except those, which by express provisions thereof, apply only on the election of a contracting agency.

3. Public Agency agrees to indemnify, defend and hold harmless the California Public Employees' Retirement System (CalPERS) and its trustees, agents and employees, the CalPERS Board of Administration, and the California Public Employees' Retirement Fund from any claims, demands, actions, losses, liabilities, damages, judgments, expenses and costs, including but not limited to interest, penalties and attorney fees that may arise as a result of any of the following:

   (a) Public Agency's election to provide retirement benefits, provisions or formulas under this Contract that are different than the retirement benefits, provisions or formulas provided under the Public Agency's prior non-CalPERS retirement program.

   (b) Any dispute, disagreement, claim, or proceeding (including without limitation arbitration, administrative hearing, or litigation) between Public Agency and its employees (or their representatives) which relates to Public Agency's election to amend this Contract to provide retirement benefits, provisions or formulas that are different than such employees' existing retirement benefits, provisions or formulas.

   (c) Public Agency's agreement with a third party other than CalPERS to provide retirement benefits, provisions, or formulas that are different than the retirement benefits, provisions or formulas provided under this Contract and provided for under the California Public Employees' Retirement Law.

4. Employees of Public Agency in the following classes shall become members of said Retirement System except such in each such class as are excluded by law or this agreement:

   a. Local Fire Fighters (herein referred to as local safety members);

   b. Local Police Officers (herein referred to as local safety members);

   c. Employees other than local safety members (herein referred to as local miscellaneous members).

5. In addition to the classes of employees excluded from membership by said Retirement Law, the following classes of employees shall not become members of said Retirement System:

NO ADDITIONAL EXCLUSIONS

6. Prior to January 1, 1975, those members who were hired by Public Agency on a temporary and/or seasonal basis not to exceed 6 months were excluded from PERS membership by contract. Government Code Section 20336 superseded this contract provision by providing that any such temporary and/or seasonal employees are excluded from PERS membership subsequent to January 1, 1975. Legislation repealed and replaced said Section with Government Code Section 20305 effective July 1, 1994.

7. The percentage of final compensation to be provided for each year of credited prior and current service as a classic local miscellaneous member in employment before and not on or after October 1, 2006 shall be determined in accordance with Section 21354 of said Retirement Law subject to the reduction provided therein for Federal Social Security (2% at age 55 Modified).

8. The percentage of final compensation to be provided for each year of credited prior and current service as a classic local miscellaneous member in employment on or after October 1, 2006 and not entering membership for the first time with this agency in the miscellaneous classification after December 17, 2010 shall be determined in accordance with Section 21354.4 of said Retirement Law subject to the reduction provided therein for Federal Social Security (2.5% at age 55 Modified).

9. The percentage of final compensation to be provided for each year of credited current service as a classic local miscellaneous member entering membership for the first time with this agency in the miscellaneous classification after December 17, 2010 shall be determined in accordance with Section 21354 of said Retirement Law subject to the reduction provided therein for Federal Social Security (2% at age 55 Modified).

10. The percentage of final compensation to be provided for each year of credited prior and current service as a new local miscellaneous member shall be determined in accordance with Section 7522.20 of said Retirement Law (2% at age 62 Supplemental to Federal Social Security).

11. The percentage of final compensation to be provided for each year of credited prior and current service as a classic local police member entering membership in the police classification on or prior to July 2, 2010 shall be determined in accordance with Section 21362.2 of said Retirement Law (3% at age 50 Full).

12. The percentage of final compensation to be provided for each year of credited current service as a classic local police member entering membership for the first time with this agency in the police classification after July 2, 2010 shall be determined in accordance with Section 21363.1 of said Retirement Law (3% at age 55 Full).

13. The percentage of final compensation to be provided for each year of credited prior and current service as a classic local fire member shall be determined in accordance with Section 21363.1 of said Retirement Law (3% at age 55 Full).

14. The percentage of final compensation to be provided for each year of credited prior and current service as a new local safety member shall be determined in accordance with Section 7522.25(d) of said Retirement Law (2.7% at age 57 Full).

15. Public Agency elected and elects to be subject to the following optional provisions:

    a. Sections 21624, 21626 and 21628 (Post-Retirement Survivor Allowance) for local safety members only.

    b. Section 21574 (Fourth Level of 1959 Survivor Benefits) for local safety members only.

    c. Section 20965 (Credit for Unused Sick Leave) for local fire members entering membership on or prior to May 3, 1985 only.

    d. Section 20475 (Different Level of Benefits). Section 20965 (Credit for Unused Sick Leave) is not applicable to local fire members entering membership for the first time with this agency in the fire classification after May 3, 1985.

       Section 21363.1 (3% @ 55 Full formula) is applicable to classic local police members entering membership for the first time with this agency in the police classification after July 2, 2010.

       Section 21354 (2% @ 55 Modified formula) and Section 20037 (Three-Year Final Compensation) are applicable to classic local miscellaneous members entering membership for the first time with this agency in the miscellaneous classification after December 17, 2010.

    e. Section 20903 (Two Years Additional Service Credit).

    f. Section 21024 (Military Service Credit as Public Service).

g. Section 20042 (One-Year Final Compensation) for classic local miscellaneous members entering membership on or prior to December 17, 2010 and all classic local safety members.

h. Section 20516 (Employees Sharing Additional Cost):

3% for local miscellaneous members in the Tracy Mid-Managers Bargaining Unit, Confidential Mid-Managers Unit and the Technical Support Services Unit.

3% for local police members in the Tracy Police Management Association.

3% for local fire members in the Confidential Mid-Managers Unit.

16. Public Agency, in accordance with Government Code Section 20790, ceased to be an "employer" for purposes of Section 20834 effective on February 1, 1983. Accumulated contributions of Public Agency shall be fixed and determined as provided in Government Code Section 20834, and accumulated contributions thereafter shall be held by the Board as provided in Government Code Section 20834.

17. Public Agency shall contribute to said Retirement System the contributions determined by actuarial valuations of prior and future service liability with respect to local miscellaneous members and local safety members of said Retirement System.

18. Public Agency shall also contribute to said Retirement System as follows:

a. Contributions required per covered member on account of the 1959 Survivor Benefits provided under Section 21574 of said Retirement Law. (Subject to annual change.) In addition, all assets and liabilities of Public Agency and its employees shall be pooled in a single account, based on term insurance rates, for survivors of all local safety members.

b. A reasonable amount, as fixed by the Board, payable in one installment within 60 days of date of contract to cover the costs of administering said System as it affects the employees of Public Agency, not including the costs of special valuations or of the periodic investigation and valuations required by law.

c. A reasonable amount, as fixed by the Board, payable in one installment as the occasions arise, to cover the costs of special valuations on account of employees of Public Agency, and costs of the periodic investigation and valuations required by law.

19. Contributions required of Public Agency and its employees shall be subject to adjustment by Board on account of amendments to the Public Employees' Retirement Law, and on account of the experience under the Retirement System as determined by the periodic investigation and valuation required by said Retirement Law.

20. Contributions required of Public Agency and its employees shall be paid by Public Agency to the Retirement System within fifteen days after the end of the period to which said contributions refer or as may be prescribed by Board regulation. If more or less than the correct amount of contributions is paid for any period, proper adjustment shall be made in connection with subsequent remittances. Adjustments on account of errors in contributions required of any employee may be made by direct payments between the employee and the Board.

B. This amendment shall be effective on the _____ day of _____, _____.

BOARD OF ADMINISTRATION
PUBLIC EMPLOYEES' RETIREMENT SYSTEM

BY_____
RENEE OSTRANDER, CHIEF
EMPLOYER ACCOUNT MANAGEMENT DIVISION
PUBLIC EMPLOYEES' RETIREMENT SYSTEM

CITY COUNCIL
CITY OF TRACY

BY_____
PRESIDING OFFICER

_____
Witness Date

Attest:

_____
Clerk

PLEASE DO NOT SIGN "EXHIBIT ONLY"
PLEASE DO NOT SIGN "EXHIBIT ONLY"

April 5, 2016

AGENDA ITEM 3

REQUEST

PUBLIC HEARING TO CONSIDER CERTIFICATION OF THE TRACY HILLS SPECIFIC PLAN FINAL SUBSEQUENT ENVIRONMENTAL IMPACT REPORT, APPROVAL OF A GENERAL PLAN AMENDMENT, APPROVAL OF A COMPREHENSIVE UPDATE TO THE TRACY HILLS SPECIFIC PLAN, APPROVAL OF AN AMENDMENT TO THE TRACY MUNICIPAL CODE TO ADD THE TRACY HILLS SPECIFIC PLAN ZONE, APPROVAL OF A COMPREHENSIVE UPDATE TO THE TRACY HILLS STORM DRAINAGE MASTER PLAN, APPROVAL OF A DEVELOPMENT AGREEMENT WITH THE TRACY HILLS PROJECT OWNER, LLC AND TRACY PHASE 1, LLC, APPROVAL OF A LARGE-LOT VESTING TENTATIVE SUBDIVISION MAP FOR TRACY HILLS PHASE 1A, AND APPROVAL OF A SMALL-LOT VESTING TENTATIVE SUBDIVISION MAP FOR TRACY HILLS PHASE 1A. THE TRACY HILLS SPECIFIC PLAN AREA CONSISTS OF APPROXIMATELY 2,732 ACRES LOCATED IN THE VICINITY OF THE EXISTING CORRAL HOLLOW ROAD INTERCHANGE AND THE FUTURE LAMMERS ROAD INTERCHANGE ON INTERSTATE 580. THE APPLICANT IS THE TRACY HILLS PROJECT OWNER LLC. APPLICATION NUMBERS GPA13-0001, SPA13-0001, ZA13-0003, DA13-0001, TSM16-0001, AND TSM13-0005

EXECUTIVE SUMMARY

This agenda item involves certifying an Environmental Impact Report (EIR) and approving various development applications for the Tracy Hills project.

DISCUSSION

For this agenda item, the City Council will be asked to consider the following actions:

- Certification of the Tracy Hills Specific Plan Final Subsequent Environmental Impact Report (Final SEIR), which includes making findings of fact, findings related to alternatives, adopting a statement of overriding considerations, and adopting a mitigation monitoring and reporting plan
- Approval of a General Plan Amendment (Application Number GPA13-0001)
- Approval of a comprehensive update to the Tracy Hills Specific Plan (Application Number SPA13-0001)
- Approval of an amendment to the Tracy Municipal Code to add the Tracy Hills Specific Plan Zone (Application Number ZA13-0001)
- Approval of a comprehensive update to the Tracy Hills Storm Drainage Master Plan
- Approval of a Development Agreement (DA) with The Tracy Hills Project Owner, LLC and Tracy Phase 1, LLC for property they own within the Tracy Hills Specific Plan Area (Application Number DA13-0001)
- Approval of a large-lot Vesting Tentative Subdivision Map for Tracy Hills Phase 1A (TSM16-0001)
- Approval of a small-lot Vesting Tentative Subdivision Map for Tracy Hills Phase 1A (TSM13-0005)

Brief Project History

The Tracy Hills Specific Plan was originally approved and annexed to the City in 1998. The 1998 project approvals included certification of an Environmental Impact Report, amendments to the City's General Plan and Zoning Ordinance, adoption of the Tracy Hills Specific Plan, and annexation of approximately 2,732 acres to the City of Tracy. The Tracy Hills Specific Plan area is located in the vicinity of the existing Corral Hollow Road interchange and the proposed Lammers Road interchange on Interstate 580.

The 1998 Tracy Hills Specific Plan anticipated up to 5,499 residential units in a mix of low, medium and high density neighborhoods, over five million square feet of non-residential land uses, including office, commercial, and light industrial uses, in addition to parks, schools, and open space. The 1998 Specific Plan also included approximately 3,500 acres of open space, south of Interstate 580, which was set aside by the developer for the purpose of habitat conservation and not annexed to the City of Tracy.

Since the 1998 project approvals, no development has occurred in Tracy Hills; however, several property owners have made improvements on their property, such as orchard plantings and improvements to individual homes. During the past 18 years, the project has been subject to growth-related ballot measures, swings in the real estate market, an update to the City's General Plan, adoption of Citywide Infrastructure Master Plans, changes to the City's Growth Management Ordinance, and property ownership changes.

Given this history as a backdrop, the current owner of the majority of the Tracy Hills property, The Tracy Hills Project Owner, LLC (also known as Integral Communities), is proposing an update to the Tracy Hills project and development approvals for the first phase of the project, as well as a Development Agreement covering all of Integral's properties.

Overview of the General Plan Amendment

The proposed General Plan Amendment includes changes to the General Plan Land Use Designations map, Figure 2-2, for the Tracy Hills area (Attachment A: Draft General Plan Amendment). Portions of areas that were designated Residential Medium are proposed to change to Residential Low designation. Areas with designations of Office, Village Center, and portions of areas designated Industrial are reconfigured and proposed for Commercial designation. The proposed General Plan Amendment also includes updating text that describes Tracy Hills and a note added to Table 2-2, Summary of Acreages for General Plan Land Use Designations. No changes are proposed to the General Plan for the northern portion of Tracy Hills (i.e. area north of the California Aqueduct). A new policy is proposed in the Noise Element regarding setting noise exposure limits in the Conditionally Acceptable range for areas affected by noise from the existing freeway. This would establish that residential developments may be approved near the freeway where the anticipated outdoor noise environments for such development falls within the Conditionally Acceptable range (60 L_{dn} to 75 L_{dn}) for single-family residential uses in order to balance competing General Plan policies.

Overview of the Comprehensive Update to the Tracy Hills Specific Plan

The proposed comprehensive update to the Tracy Hills Specific Plan consists of an entirely rewritten Specific Plan because the extent of text modifications and changes to graphics and format are substantial (Attachment B: Draft Tracy Hills Specific Plan – January 2016). By approaching this amendment as a comprehensive update, the end product is intended to provide greater ease of use as a development document to guide future City decisions and actions.

The Tracy Hills Specific Plan is the detailed plan and regulatory document for the development of the entire Specific Plan Area. The Tracy Hills Specific Plan is intended to implement the General Plan and direct all facets of the development of the property (however, detailed engineering occurs through various processes involving engineering standards). The Tracy Hills Specific Plan serves as the zoning for all properties within the Specific Plan Area.

The proposed Draft Specific Plan includes five chapters. Chapter 1, Introduction, provides an overview of the project, including the project's location and setting, a land use summary of the project's projected buildout, and the project's goals. Chapter 2, Zoning and Development Standards, details the Specific Plan's land use zoning designations, permitted and conditionally permitted uses, and development standards. Chapter 3, Design Guidelines, provides architectural guidelines for residential and non-residential development and landscape guidelines that aim to achieve the design vision and goals for the community. Chapter 4, Infrastructures and Services, provides a comprehensive description of the infrastructure systems, including roadway, water, recycled water, wastewater, and storm drainage. Chapter 5, Administration, identifies and describes the permit processes.

The proposed development totals for the Draft Specific Plan remain largely unchanged from the 1998 Specific Plan, and still include up to 5,499 residential units in primarily low density neighborhoods with areas identified for medium and high density. The Specific Plan also includes over five million square feet of non-residential land uses, including office, retail, and light industrial uses, in addition to parks, schools, and open space.

With this update to the Specific Plan, the City limit line would remain unchanged. However, 3,500 acres of open space/ habitat conservation area is proposed to be removed from the Specific Plan because it is not located within the City limits and not proposed for development or future annexation. This is intended to reduce confusion as to whether or not this area is in the City. It is not common in Tracy to have a Specific Plan include acreage outside of the City limits. These 3,500 acres would remain in the City's Sphere of Influence and continue to be designated as Open Space by the City's General Plan, and held in conservation easements managed by San Joaquin Council of Governments (SJCOG).

Changes to Land Use and Zoning

The proposed update to the Specific Plan includes changes such as redesignating portions of areas that were designated as Medium Density Residential areas under the 1998 Specific Plan to Low Density Residential, creating a new zoning district of Mixed Use Business Park (MUBP), and modifying the location of certain zone districts. The

MUBP zoning district would primarily replace portions of Light Industrial (M1) and Professional Office Medical (POM). The Professional Office Medical (POM), Neighborhood Shopping (NS), and Village Center (VC) zones would be eliminated, although their uses would be generally incorporated into the MUBP and General Highway Commercial (GHC) zones. Within each zoning district, various changes are proposed to permitted uses and development standards. Details of the lake and lake lots have been removed because according to the applicant, they are no longer desirable. The area previously designated for a golf course is now envisioned as approximately 180 to 185 acres of open space, including a trail system and a Community Park. Areas between the California Aqueduct and the Delta Mendota Canal are not proposed for revision by this application and remain as originally designated in 1998.

New Design Guidelines

The proposed update to the Specific Plan includes the addition of new Design Guidelines (Chapter 3). The Design Guidelines are structured into three main parts: Residential, Mixed Use Business Park Zone District, and Landscape. These Design Guidelines are intended to build on policies in the City's General Plan and the City's Design Goals and Standards. The Residential and Mixed-Use Business Park Design Guidelines would apply Specific Plan-wide. The Landscape Guidelines would also apply Specific Plan-wide; however, implementation details are only illustrated for Phase 1A. Other phases would require additional details (through Specific Plan Amendment) prior to development of any non-agricultural uses.

The Specific Plan Design Guidelines are intended to ensure that development achieves a high standard of aesthetic quality. As proposed, future development that is subject to first receiving a Development Review permit, which would include approval of architecture for residential subdivisions, would be at the discretionary approval of the Development Services Director, based on findings of compliance with the Specific Plan. This approval process is similar to the process for the Cordes Ranch Specific Plan and the Ellis Specific Plan. Essentially, the Specific Plan, including Design Guidelines, would be approved by the City Council and then subsequent development applications for specific projects would be reviewed for compliance with the Specific Plan and approved by the Development Services Director.

Details for Design of Phase 1A

The proposed Design Guidelines include details for the development of the Phase 1A area, which consists of approximately 417 acres, generally bordered by the California Aqueduct to the north, Interstate 580 to the south, Corral Hollow Road to the east, and near the future Lammers Road interchange to the west. Details for the Phase 1A area include the roadway network and neighborhood plan, street sections, edge conditions, parks and landscaping, community monumentation/signage, walls/fences, and lighting.

A community gateway icon is planned to be located in the eastern portion of Phase 1A, near the interchange of Corral Hollow Road and I-580. A potential idea for the community gateway icon is conceptually envisioned in the Specific Plan (page 3-34) as a modern barn-like building coupled with an updated windmill structure, intended to convey the agricultural heritage of the project site and serve as a "Welcome Home"

center, according to the applicant. Final design will likely vary significantly from this initial concept. The community gateway icon would be subject to Development Review approval by City Council with a recommendation by Planning Commission, as specified in Section 5.1.2 of the Specific Plan.

Overview of the Zoning Ordinance Amendment

The purpose of the proposed amendment to the Tracy Municipal Code is to add the Tracy Hills Specific Plan Zone to the list of zone districts in the City (Attachment C: Draft Zoning Ordinance Amendment). All property in the Tracy Hills Specific Plan Area would be zoned Tracy Hills Specific Plan Zone and the zoning map would be amended to reflect this change. The zoning within the Tracy Hills Specific Plan Zone would be governed by the Tracy Hills Specific Plan and appropriate references to various sections in the Tracy Municipal Code. Zoning regulations for the Tracy Hills Specific Plan Zone would be contained in the Tracy Hills Specific Plan. This approach to zoning is similar to the approach used for the zoning of the Cordes Ranch Specific Plan Area and the Northeast Industrial Specific Plan Area.

Overview of the Comprehensive Update to the Tracy Hills Storm Drainage Master Plan

Tracy Hills is included in the City-wide Infrastructure Master Plans except for storm drainage. The City-wide Storm Drainage Master Plan, which was approved by the City Council on April 16, 2013, excluded the Tracy Hills project and deferred to the Tracy Hills Storm Drainage Master Plan. The Tracy Hills Storm Drainage Master was approved by the City Council in 2000. The Tracy Hills Storm Drainage Master Plan (2000) envisioned that existing watersheds and new development in Tracy Hills would drain to an existing offsite sand and gravel extraction pit as a point of terminal drainage. The proposed comprehensive update to the Tracy Hills Storm Drainage Master Plan is an entirely rewritten document that provides for onsite retention of storm drainage for the entire Specific Plan Area (Attachment D: Draft Tracy Hills Storm Drainage Master Plan).

The storm drainage infrastructure identified in the updated Tracy Hills Storm Drainage Master Plan incorporates terminal retention basins as the means of managing runoff from new development via storage and percolation. Storm runoff generated by new development in Tracy Hills would be self-contained and would not utilize any existing downstream City storm drainage facilities.

Overview of the Development Agreement

The proposed Development Agreement (DA) would apply only to property owned by The Tracy Hills Project Owner, LLC and Tracy Phase 1, LLC, which consists of approximately 1,843 acres of the total approximately 2,732 acres in the Specific Plan Area (Attachment E: Draft Development Agreement). Given the location and size of the Tracy Hills project, initial infrastructure investments will be costly. The majority of the points in the DA are related to providing a high level of predictability in City requirements so that the private investments in the project can be made more secure, as well as establishing new public benefits to the City.

Main terms of the proposed DA are briefly summarized as follows:

- Vesting Rights – The main benefit to the developer is the right to develop under the existing laws of the City at the time the DA is approved. The developer would have the right to build the project as approved for the term of the DA, which is 25 years.

- Long-term Community Facilities District (CFD) to finance project infrastructure – The intent of including this language in the DA is to establish that the City will participate in the formation of the CFD.

- Timing of program infrastructure funding – The intent of this provision is to establish clear deadlines for funding payments for infrastructure. Allows for the payment of development impact fees at final inspection, rather than the typical requirement of payment at issuance of building permit.

- Prioritizing Transportation Master Plan Fees – Would prioritize the majority of transportation master plan fees collected from the Tracy Hills development to specific roadway projects directly benefitting the Tracy Hills project.

- Funding for design of the Wastewater Treatment Plant Phase 2B Expansion – The developer shall prepay $2 million of wastewater impact fees, in order to complete design of the phase 2B expansion.

- Use of Homeowner's Association for the maintenance of public landscape areas, excluding parks – The intent of this provision in the DA is to provide a mechanism whereby the significant landscape design envisioned in the Specific Plan could be maintained at a high standard, while providing the City the ability to step-in with CFD funds should the landscaping fall below an acceptable level of maintenance.

- Community Benefit Payment – $5 million public benefit to be used at the discretion of the City Council and paid to the City in two installments. The first installment would be $1.25 million due at time of grading permit. The second installment would be $3.75 million due two years after the first payment.

- Community Parkland Dedication and Improvements – The dedication of 30 acres of park land at no cost to the City for a Community Park to be located south of I-580, which is above the approximately 15-acre requirement for Community Park land that would otherwise be required for Tracy Hills. The developer would build 15 of the 30 acres of Community Park land within 12 months of the 3,600th permit. The remaining 15 acres would be improved by funds collected from development impact fees on other residential projects throughout the City for Community Park development.

- Public Open Space and Funding for Improvements – In addition to the required neighborhood parks and the Community Park mentioned above, the developer would provide approximately 150 acres of public open space and a minimum of $1.5 million in developer funding (above the required park fees) to enhance the open space area with trails and other amenities, which would be the subject of future planning and design studies to be approved by the City.

- Public Services CFD – The developer shall participate in a new Development Services Areas CFD, which shall have various components, including up to $325 per

residential unit (plus escalators) to fund necessary public services (Police, Fire, Public Works, and other City Services). Such Services CFD will be the subject of future City Council actions.

- Fire Station – Provides timing and funding requirements for the first fire station.

- Police Vehicles and Equipment – Provides timing and funding requirements for Police Department vehicles and equipment.

Overview of the Large-Lot Vesting Tentative Subdivision Map for Tracy Hills Phase 1A

The proposed large-lot Vesting Tentative Subdivision Map for Tracy Hills Phase 1A is intended to create 55 parcels of various sizes and 25 large lots (ranging in size from approximately 6 to 15 acres) that could be incrementally sold to various home builders (Attachment F: Draft Large-Lot Vesting Tentative Subdivision Map – Tracy Hills Phase 1A). Many of the parcels would be created for non-residential purposes, such as storm drain retention basins, a school site, Mixed Use Business Park sites, and multiple other parcels that would be owned by an HOA for private landscaping or other purposes.

This large-lot subdivision is for the purpose of selling large parcels to multiple builders and is not intended by the Applicant or the City for development on any portion of the property without the approval of a separate and subsequent Tentative Subdivision Map and corresponding Final Map(s) that are consistent with the Tracy Hills Specific Plan, such as the proposed small-lot Vesting Tentative Subdivision Map, described below. Draft Condition of Approval B.6., Large-Lot Subdivision for Non-Development Purposes, states the limitations of development on this large-lot map.

Overview of the Small-Lot Vesting Tentative Subdivision Map for Tracy Hills Phase 1A

The proposed small-lot Vesting Tentative Subdivision Map for Tracy Hills Phase 1A consists of approximately 1,160 single-family lots with approximately 50 acres of mixed-use business park/commercial retail area, three public parks, and a school site (Attachment G: Draft Small-Lot Vesting Tentative Subdivision Map – Tracy Hills Phase 1A).

The design of Phase 1A is built around a Spine Road that would wind through the site in a large curvilinear fashion and include three roundabouts. The neighborhoods surrounding the Spine Road are designed with modified grid pattern streets, which would create a walkable, pedestrian-friendly environment. The subdivision includes a diversity of lot sizes that primarily range from roughly 5,000 to 8,000 square feet. The proposed small-lot Vesting Tentative Subdivision Map is consistent with the proposed update to the Tracy Hills Specific Plan, including the design details for Phase 1A.

Pipeline Easements

Five crude oil and natural gas pipelines and pipeline easements are located within the Tracy Hills Specific Plan area. The general locations of the pipeline easements are shown in Figure 1-4 (page 1-11) of the Tracy Hills Specific Plan. The Shell pipeline is situated adjacent to and generally parallel with Interstate 580, on the south side of the freeway. The Phillips 66 pipeline runs through the portion of the project, including Phase

1A, between the freeway and the California Aqueduct. The Chevron and PG&E pipelines transect the northeastern corner of the Specific Plan area. All five pipelines are described in detail in the Tracy Hills Specific Plan Final Subsequent Environmental Impact Report.

The Phillips 66 pipeline easement generally runs west to east, bisecting roughly the center of Phase 1A. The Phillips 66 pipeline easement runs through proposed streets, parks, and walking trails, near or through residential neighborhoods, and is directly adjacent to approximately 40 of the proposed residential lots (rear and side yard property lines) in the first phase. Design and development of the parks will be affected by the location and limitations of the Phillips 66 pipeline easement. For example, structures such as restroom facilities would not be allowed in the pipeline easement area.

On January 26, 2016, City staff received a letter from the San Joaquin County Environmental Health Department (EHD) regarding the Phillips 66 pipeline. A copy of the EHD letter and the City's response is attached (Attachment H: Letter from San Joaquin County Environmental Health Department and City Response Letter). The two primary concerns raised in the EHD letter were regarding compliance with a proposed mitigation measure of the EIR (mitigation measure 4.8-2) and a general safety concern related to new development in close proximity to pipelines.

The proposed draft Specific Plan contains a minimum setback of 5 feet from the edge of the Phillips 66 pipeline easement for any building/structure. Mitigation Measure 4.8-2a states that the developer shall obtain clearance from EHD regarding soil sampling and any necessary soil remedial activities prior to issuance of grading permits for the project. The EHD has reported to City staff that they are working with the developer to satisfy this mitigation measure. Regarding pipeline safety, mitigation measure 4.8-2b prescribes a variety of marking, noticing, and other coordination measures to help ensure that pipelines through the project are not breached or otherwise affected by development near the pipeline easements. City staff and City pipeline consultants are unaware of any Federal or State agency regulations that establish a minimum, safety-related setback between the pipelines or their easements in the Tracy Hills project and proposed structures, such as houses or commercial buildings. There are similar pipelines in other areas of the City.

<u>Overview of the EIR</u>

The City prepared the Tracy Hills Specific Plan Final Subsequent Environmental Impact Report (Final SEIR) (State Clearinghouse No. 2013102053) for the Tracy Hills project, in compliance with the California Environmental Quality Act (CEQA) (Attachment I: Tracy Hills Specific Plan Final Subsequent Environmental Impact Report). Preparation of the Final SEIR was preceded by preparation of a Draft SEIR and a Recirculated Draft SEIR.

A Notice of Availability of the Draft SEIR was distributed to public agencies and interested parties on December 23, 2014, which started a 45-day public review and comment period. The comment period, which was originally set to end on February 10, 2015, was extended by 21 days to March 3, 2015, due to public agency requests. The Planning Commission conducted a public hearing on January 28, 2015 to receive comments on the Draft SEIR.

Following the Draft SEIR's public review period, the City updated, and recirculated, the Draft SEIR due to comments and new information received during the public review period, primarily related to water resources, traffic, and biological resources. The Recirculated Draft SEIR comment period was from October 15, 2015 through December 3, 2015. The Planning Commission conducted a public hearing on November 18, 2015 to receive comments on the Recirculated Draft SEIR.

As described in the Recirculated Draft SEIR, significant and unavoidable impacts were identified in the following areas:

- Aesthetics (Section 4.1)
- Agricultural Resources (Section 4.2)
- Air Quality (Section 4.3)
- Greenhouse Gas Emissions (Section 4.7)
- Noise (Section 4.11)
- Traffic and Circulation (Section 4.13)

The Final SEIR is the document that contains the responses to comments received on the Draft SEIR and Recirculated Draft SEIR, and it includes revisions to the text and analysis in the Recirculated Draft SEIR. The Recirculated Draft SEIR is incorporated into the Final SEIR. Since the publication of the Final SEIR in January 2016, additional errata have been proposed to clarify timing requirements on several mitigation measures (Attachment J: Additional Errata to Final SEIR regarding timing of certain mitigation measures).

Certification of the Final SEIR includes making findings of fact, findings related to alternatives, adopting a statement of overriding considerations, and adopting a mitigation monitoring and reporting plan (these are included as Exhibits A, B, C, and D of the Draft City Council Resolution to certify the Final SEIR).

Planning Commission Discussion

The Planning Commission held a public hearing on March 2, 2016 to consider recommendations to the City Council to certify the Final SEIR and approve the various applications. City staff and staff's consultants, as well as the developer, answered questions regarding such topics as the design of the freeway interchanges, water supplies for the project, potential impacts to the project from Site 300, development constraints given proximity of the Tracy Municipal Airport, and plans for connections of the project to the City-wide public transit system. Following the discussion, the Planning Commission voted unanimously in favor of recommending EIR certification and project approvals.

STRATEGIC PLAN

This agenda item is not related to the City Council's Strategic Plans.

FISCAL IMPACT

This agenda item does not require any specific expenditure from the General Fund.

RECOMMENDATION

Staff and the Planning Commission recommend that the City Council take the following actions:

- Certify the Tracy Hills Specific Plan Final Subsequent Environmental Impact Report, which includes making findings of fact, findings related to alternatives, adopting a statement of overriding considerations, and adopting a mitigation monitoring and reporting plan
- Approve a General Plan Amendment (Application Number GPA13-0001)
- Approve a comprehensive update to the Tracy Hills Specific Plan (Application Number SPA13-0001)
- Approve an amendment to the Tracy Municipal Code to add the Tracy Hills Specific Plan Zone (Application Number ZA13-0003)
- Approve a comprehensive update to the Tracy Hills Storm Drainage Master Plan
- Approve a Development Agreement with The Tracy Hills Project Owner, LLC and Tracy Phase 1, LLC for property they own within the Tracy Hills Specific Plan area (Application Number DA13-0001)
- Approve a large-lot Vesting Tentative Subdivision Map for Tracy Hills Phase 1A (Application Number TSM16-0001)
- Approve a small-lot Vesting Tentative Subdivision Map for Tracy Hills Phase 1A (Application Number TSM13-0005)

Prepared by: Scott Claar, Senior Planner

Reviewed by: Bill Dean, Assistant Development Services Director
Robert Armijo, Assistant Development Services Director / City Engineer
Andrew Malik, Development Services Director
Stephanie Garrabrant-Sierra, Assistant City Manager

Approved by: Troy Brown, City Manager

ATTACHMENTS (**Attachments A through G, and I, are available for public inspection on the City of Tracy website: http://www.ci.tracy.ca.us/?navId=595, and in the City City Clerk's office, 333 Civic Center Plaza, Tracy)**

A: Draft General Plan Amendment
B: Draft Tracy Hills Specific Plan – January 2016
C: Draft Zoning Ordinance Amendment
D: Draft Tracy Hills Storm Drainage Master Plan
E: Draft Development Agreement
F: Draft Large-Lot Vesting Tentative Subdivision Map – Tracy Hills Phase 1A
G: Draft Small-Lot Vesting Tentative Subdivision Map – Tracy Hills Phase 1A
H: Letter from San Joaquin County Environmental Health Department and City Response Letter)
I: Tracy Hills Specific Plan Final Subsequent Environmental Impact Report
J: Additional Errata to Final SEIR regarding timing of certain mitigation measures

ATTACHMENT H

San Joaquin County
Environmental Health Department
1868 East Hazelton Avenue
Stockton, California 95205-6232

Website: www.sjgov.org/ehd
Phone: (209) 468-3420
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DIRECTOR
Linda Turkatte, REHS

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Robert McClellon, REHS
Jeff Carruesco, REHS, RDI
Kasey Foley, REHS
Adrienne Ellsaesser, REHS
Rodney Estrada, REHS
Willy Ng, REHS

January 26, 2016

William Dean
Department of Development Services
City of Tracy
333 Civic Center Plaza
Tracy, CA 95376

RE: Tracy Hills Project Comments

Dear Mr. Dean,

The San Joaquin County Environmental Health Department (EHD) has received your notification of the January 27, 2016 public hearing for the Tracy Hills Project being conducted to consider recommendations to the City Council regarding certification of the Tracy Hills Specific Plan Final Subsequent Environmental Impact Report (Tracy Hills SEIR), and other documents. In response to this notification, the EHD has prepared the following comments for your consideration.

The EHD first became aware of the hazardous materials provisions in the Tracy Hills SEIR on December 22, 2015, when the consulting firm of Hadley & Aldrich submitted a Passive Soil Vapor Investigation Report, dated December 2015. The report presented the results of a soil vapor survey conducted along the pipelines in 2012. Hadley & Aldrich requested the EHD to review and concur with their findings that "it is highly unlikely that any significant environmental impacts related to the pipelines exist in soil, soil vapor or groundwater within the Project area" and "No further investigation with respect to this issue is recommended."

The EHD was not consulted regarding the soil vapor screening conducted in 2012 and has not been consulted for any other investigative activities for these pipelines, as specified by Mitigation Measure 4.8-2. The EHD provides oversight for an investigation and cleanup of a released waste only upon written agreement pursuant to the California Health and Safety Code, Section 101480, and only after concurrence of the agreement by the California Department of Toxic Substance Control and the California Central Valley Regional Water Quality Control Board (CVRWQCB). A local written agreement must be in place prior to any work being conducted.

Please be advised that the EHD does not concur with the findings and conclusions presented by Hadley & Aldrich in the December 2015 Passive Soil Vapor Investigation Report and does not concur that Mitigation Measure 4.8-2 has been satisfied. In addition, any further investigation relating to these pipelines should be conducted under the oversight of the CVRWQCB.

Also, the discussion of the potential for future releases, fires, and explosions from the pipelines in the Tracy Hills SEIR appeared to be based on certain predisposed assumptions and may have understated the risks. It is important to remember that releases and explosions from pipelines do occur and have the potential to be catastrophic. In addition, the impacts from releases from pipelines extend beyond the time of the initial release and response and may have long-term health, safety, and environmental impacts. The provision for adequate setbacks from populated areas is an established method to protect public health and safety.

The Tracy General Plan Policies, Goal SA-4.1 provides for the protection from the harmful effects of hazardous materials and waste. Policy P1 specifies that "adequate separation shall be provided between areas where hazardous materials are present and sensitive uses such as schools, residences, and public facilities." Policy P3 provides for protection of residents by directing hazardous materials away from populated and other sensitive areas and to require new pipelines avoid residential areas and other immobile populations. It is hoped that decisions relating to the development of schools, residences, and public buildings in close proximity to active pipelines are consistent with the Tracy General Plan Policies, Goal SA-4.1, with adequate setbacks put in place to protect residents from the harmful effects of hazardous materials and waste, both from the past and into the future.

Thank you for this opportunity to provide comments on this project. Please contact me if you have any questions at (209) 468-3912 or at lturkatte@sjcehd.com.

Sincerely,

Linda Turkatte

Linda Turkatte, REHS, Director
San Joaquin County, Environmental Health Department

c: CVRWQCB – Joseph Mello

City of Tracy
333 Civic Center Plaza
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February 25, 2016

Linda Turkatte
REHS, Director
San Joaquin County Environmental Health Department
1868 E. Hazelton Avenue
Stockton, CA 95205-6232

Dear Linda,

Subject: Tracy Hills Specific Plan Project

Thank you for your January 26, 2016 correspondence regarding soil and soil vapor testing and potential health risks related to underground pipelines passing through the Tracy Hills Specific Plan project area.

You indicated the developer has not satisfied proposed Mitigation Measure 4.8-2a of the Tracy Hills Specific Plan SEIR. This proposed mitigation measure requires the developer to conduct a Phase II Environmental Site Assessment (ESA) focused on soil and soil vapor sampling near the Conoco Phillips and Shell underground crude oil pipelines. This sampling and recommended remedial activities, if necessary, shall be conducted in consultation with San Joaquin County Environmental Health Department (EHD) and any recommendations from the Phase II ESA shall be implemented by the developer to the satisfaction of EHD prior to issuance of grading permits for the project. City Senior Planners Scott Claar and Alan Bell, who spoke with you by phone on January 28, 2016 regarding your letter, indicate that you do not object to the content of this proposed mitigation measure.

The SEIR has not yet been certified. Therefore, of course, the mitigation measures are proposed at this time. Nevertheless, we do not anticipate that Mitigation Measure 4.8-2a will change from its current draft upon certification of the SEIR. The SEIR is currently scheduled for Tracy Planning Commission consideration on March 2, 2016 and will be considered by the Tracy City Council for certification thereafter.

After certification of the SEIR and prior to grading permit for the project, the City of Tracy Engineering Division will ensure that Mitigation Measure 4.8-2a is fully implemented to the satisfaction of EHD prior to the issuance of grading permits for the project.

The second topic of your correspondence relates to potential health or other risks associated with development of residences or other buildings in close proximity to active petroleum pipelines.

Prepared for and published with the SEIR are several reports related to risk analysis of the petroleum pipelines passing through Tracy Hills. The first is a report prepared by Wilson Geosciences, Inc. which analyzes possible liquid petroleum risk assessment for the proposed K-8 elementary school within the first phase of the Tracy Hills project. The second is a Pipeline Safety Hazard Assessment prepared by PlaceWorks, the purpose of which is to identify potential hazards associated with the natural gas and crude oil pipelines and to evaluate risks associated with development of the project in close proximity to the pipelines. And finally, the City commissioned Kimley-Horn and Associates to conduct an independent, technical peer review of the two reports identified above. Appendix E of the Tracy Hills SEIR contains each one of these three reports and can be accessed on the City of Tracy's web site at http://www.ci.tracy.ca.us/?navid=595.

The conclusion of these three reports and the Tracy Hills SEIR is that "there does not appear to be any significant issues with having development occur around these lines as long as recommendations are adhered to." The recommendations related to potential pipeline risks have been incorporated into SEIR proposed Mitigation Measures 4.8-2a and 4.8-2b.

The City of Tracy and Tracy Hills developer pipeline experts who prepared the above-referenced reports are unaware of any State or Federal regulations that require a setback for structures or any other improvements from the underground petroleum lines passing through the Tracy Hills project. Furthermore, Phillips 66 (whose line passes through and closest to the proposed residential neighborhoods) has not identified any objection to development up to their easement. If you are aware of any specific setback requirements or guidelines from any regulatory agency with jurisdiction over these pipelines, please tell us, as we are eager to learn of any prior to final review of the Tracy Hills project.

Thank you for your input and interest in this project. We look forward to working with you and your department on the successful review of the Tracy Hills project.

Sincerely,

Bill Dean

Bill Dean,
Assistant Director
Development Services Department

cc: Robert Armijo, Tracy City Engineer
Andrew Malik, Development Services Director

ATTACHMENT J

CITY OF TRACY

TRACY HILLS SPECIFIC PLAN

DESKTOP ADDENDA TO THE

FINAL SUBSEQUENT ENVIRONMENTAL IMPACT REPORT

SCH#2013102053

APRIL 2016

Prepared By:

Kimley»Horn

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DESKTOP ERRATA

CHAPTER 1 EXECUTIVE SUMMARY

Mitigation Measure 4.8-2a on page 1-35, within Table 1-2: Draft EIR Summary of Impacts and Mitigations, is hereby amended as follows:

Mitigation Measure 4.8-2a: Prior to issuance of grading permits, a Phase II ESA focused on soil sampling **and soil vapor sampling** shall be conducted near the location of the underground crude oil pipelines, as determined by a qualified Phase II/Site Characterization specialist. The sampling shall be conducted in consultation with Conoco Phillips, Shell and **under the oversight of** ~~the San Joaquin (EHD)~~ **California Regional Water Quality Control Board, Central Valley Region.** ~~with regard to potential contaminated soils from pipeline leaks~~. Upon completion of site characterization activities, the Site Characterization specialist shall recommend remedial activities, if necessary, in consultation with ~~EHD~~ **the California Regional Water Quality Control Board, Central Valley Region for soil and groundwater contamination issues and the Department of Toxics and Substance Control for soil vapor intrusion issues.** This recommendation from the Phase II ESA shall be implemented to the satisfaction of ~~EHD~~ **the California Regional Water Quality Control Board, Central Valley Region for soil and groundwater contamination issues and the Department of Toxics and Substance Control for soil vapor intrusion issues.**

Mitigation Measure 4.8-5 on page 1-39, within Table 1-2: Draft EIR Summary of Impacts and Mitigations, is hereby amended as follows:

Mitigation Measure 4.8-5: **Prior to issuance of grading, encroachment or other construction permits for the school site in THSP Phase 1, t**~~T~~he Project Applicant shall secure all necessary approvals through the California Department of Education and Department of Toxic Substances Control. ~~for the proposed school site in THSP Phase 1.~~

Mitigation Measure 4.13-14b on page 1-66, within Table 1-2: Draft EIR Summary of Impacts and Mitigations, is hereby amended as follows:

Mitigation Measure 4.13-14b: The Applicant shall coordinate with the City Engineer to fund and implement the overlay of the existing two lanes of Corral Hollow Road between I-580 and Linne Road. Operational analysis at the intersection of Corral Hollow Road and Spine Road and Corral Hollow Road and Linne Road indicate that one through lane in each direction along Corral Hollow Road would maintain acceptable intersection LOS standards of D or better. Turn lanes will be provided at the intersection of Corral Hollow/Spine Road. Intersections govern street network operations in an urban environment, and the roadway segment capacity analysis omits intersection operations. Thus, widening of the street segments beyond the required capacity at the intersections is not required. The overlay of the two existing lanes is

required to extend the current design life of Corral Hollow Road and is required before **final inspection or occupancy** ~~issuance~~ of the first building ~~permit~~ **(excluding Model Homes) within the Project.** ~~**or final inspection permit of the first model homes.** The roadway may include Class I or Class II bicycle and pedestrian facilities.~~

CHAPTER 4.8 HAZARDS AND HAZARDOUS MATERIALS

Page 4.8-35 is hereby amended as follows:

The San Joaquin County EHD was approved by the State as the State Certified Unified Program Agency (CUPA) for San Joaquin County in January 1997. The purpose of the Unified Program is to consolidate, coordinate, and make consistent the administrative requirements, permitting, inspection activities, enforcement activities, and fees for hazardous waste and hazardous materials programs in each jurisdiction. The EHD administers the Hazardous Waste Generator, Hazardous Waste On-site Treatment (Tiered Permitting), and UST programs.

EHD also ~~The San Joaquin County Office of Emergency Services (SJCOES) is a Participating Agency~~ administer~~sing~~ the Hazardous Material Release Response Plan and Inventories and the Accidental Release Prevention programs. Under State law, ~~the SJCOES requires~~ businesses that store more than 55 gallons, 200 cubic feet, or 500 pounds of hazardous substances **are required** to file a ~~Risk Management Plan (RMP)~~ **Hazardous Materials Business Plan** with the **California Electronic Reporting System** ~~SJCOES~~. **Businesses that have regulated substances greater than established threshold quantities must submit a Risk Management Plan to the EHD.** These plans are coordinated into a countywide planning and response plan.

Mitigation Measure 4.8-2a on page 4.8-54 is hereby amended as follows:

Mitigation Measure 4.8-2a: Prior to issuance of grading permits, a Phase II ESA focused on soil sampling **and soil vapor sampling** shall be conducted near the location of the underground crude oil pipelines, as determined by a qualified Phase II/Site Characterization specialist. The sampling shall be conducted in consultation with Conoco Phillips, Shell and **under the oversight of** ~~the San Joaquin (EHD)~~ **California Regional Water Quality Control Board, Central Valley Region.** ~~with regard to potential contaminated soils from pipeline leaks~~. Upon completion of site characterization activities, the Site Characterization specialist shall recommend remedial activities, if necessary, in consultation with ~~EHD~~ **the California Regional Water Quality Control Board, Central Valley Region for soil and groundwater contamination issues and the Department of Toxics and Substance Control for soil vapor intrusion issues.** This recommendation from the Phase II ESA shall be implemented to the satisfaction of ~~EHD~~ **the California Regional Water Quality Control Board, Central Valley Region for soil and groundwater contamination issues and the Department of Toxics and Substance Control for soil vapor intrusion issues.**

Mitigation Measure 4.8-5 on page 4.8-57 is hereby amended as follows:

Mitigation Measure 4.8-5: **Prior to issuance of grading, encroachment or other construction permits for the school site in THSP Phase 1, t**~~T~~he Project Applicant shall secure all necessary approvals through the California Department of Education and Department of Toxic Substances Control. ~~for the proposed school site in THSP Phase 1.~~

4.13 TRAFFIC AND CIRCULATION

Mitigation Measure 4.13-14b on page 4.13-219 is hereby amended as follows:

Mitigation Measure 4.13-14b: The Applicant shall coordinate with the City Engineer to fund and implement the overlay of the existing two lanes of Corral Hollow Road between I-580 and Linne Road. Operational analysis at the intersection of Corral Hollow Road and Spine Road and Corral Hollow Road and Linne Road indicate that one through lane in each direction along Corral Hollow Road would maintain acceptable intersection LOS standards of D or better. Turn lanes will be provided at the intersection of Corral Hollow/Spine Road. Intersections govern street network operations in an urban environment, and the roadway segment capacity analysis omits intersection operations. Thus, widening of the street segments beyond the required capacity at the intersections is not required. The overlay of the two existing lanes is required to extend the current design life of Corral Hollow Road and is required before **final inspection or occupancy** ~~issuance~~ of the first building ~~permit~~ **(excluding Model Homes) within the Project.** ~~**or final inspection permit of the first model homes.** The roadway may include Class I or Class II bicycle and pedestrian facilities.~~

Table 4.13-68: Transportation & Circulation EIR Mitigation Matrix on page 4.13-231 has been amended as follows:

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Scenario	Mitigation #		Mitigation Location	Mitigation Type	Mitigation Summary (Refer to Mitigation text for detailed improvement)	Indicated in Adopted TMP?	Implementation Trigger	Mitigation Responsibility	Funding Program					Significant After Mitigation?
									City TIF	Partial City TIF	Co TIF	JPA TIF	RTP	
Livermore & Tracy - Existing + Project Phase 1a	4.13-14	a	#1: Corral Hollow Road / I-580 EB Ramps	Intersection	Install an AWSC Intersection / Signalize Intersection. Start Encroachment permit application and PSR immediately following EIR adoption.	Yes	AWSC at 196 / Signal at 832 PM Peak Hour Trips	Applicant		✓				Yes, Jurisdiction
			#3: Corral Hollow Road / Spine Road	Intersection	Signalize and Construct.	Yes	First Occupancy Permit	Applicant						Yes
			#4: Corral Hollow Road / Linne Road	Intersection	Signalize Intersection. Signalization requires railroad crossing improvements and interconnect. Commence with a preliminary and final design process for the intersection and railroad crossing improvements immediately following EIR adoption.	Yes	396 PM Peak Hour Trips	Applicant		✓				Yes
			#5: Tracy Boulevard / Linne Road	Intersection	Add turn lanes. Commence with a preliminary and final design process for the intersection and railroad crossing improvements immediately following EIR adoption..	Yes	469 PM Peak Hour Trips	Applicant		✓				Yes
			#7: Corral Hollow Road / Valpico Road	Intersection	See 4.15-5b.	Yes	None for Applicant	None		✓				No
			#13: Mountain House Parkway / I-580 EB Ramps	Intersection	None for Applicant	No, but is included in Approved Projects' Conditions	At application of building permit/final map approval	Previously Approved Projects (Cordes)						Not Applicable
			#14: Mountain House Parkway / I-580 WB Ramps	Intersection	None for Applicant	No, but is included in Approved Projects' Conditions	At application of building permit/final map approval	Previously Approved Projects (Cordes)						Not Applicable
		b	Corral Hollow Road b/w I-580 and Linne Road	Roadway	Overlay existing lanes between I-580 and Spine Road and between Spine Road and Linne Road. Turn lanes will be provided at Corral Hollow / Spine.	Yes	First Building Permit	Applicant		✓				No
		d	THSP Phase 1a Roadway Surrounding School	Roadway	Provide roadways to the school meeting acceptable on and off-site storage for drop-off/pickup queuing, safety considerations, vehicular circulation, and bike and pedestrian access. Details further specified in EIR.	No	~~First Building Permit~~ **Final Tentative Map and/or first student**	Applicant						No
	4.13-15	a	#L1: Greenville Road / Patterson Pass Road	Intersection	Pay the applicable fees in SA.	No	At application of building permit/final map approval for each phase	Applicant				✓		Yes
			#L2: Greenville Road / Tesla Road	Intersection	Pay the applicable fees in SA.	No	At application of building permit/final map approval for each phase	Applicant				✓		Yes
			#L5: Isabel Avenue / Vallecitos Road	Intersection	Pay the applicable fees in SA.	No	At application of building permit/final map approval for each phase	Applicant				✓		Yes
		b	All Impacted Roadways	Roadway	Pay the applicable fees in SA.	Yes	At application of building permit/final map approval for each phase	Applicant				✓		Yes
		c	All Impacted Freeways	Freeway	Pay the applicable fees in SA.	Yes	At application of building permit/final map approval for each phase	Applicant				✓		Yes
		d	Project Roadways and School Site	Roadway	See Mitigation #4.13-14d.	No	Final Tentative Map and/or first student	Applicant						No
		e	Temporary School Off-Site (Tom Hawkins ES)	Roadway	Work with City, Tom Hawkins ES and Jefferson School District to develop a Traffic Management Plan for interim conditions.	No	First Student	Applicant						No
		f	Temporary On-site School Building	Roadway	Work with City Engineer, Police Department, and the Jefferson School District to develop a Traffic Management Plan for Interim Conditions (Location of modular school at BP location)	No	When Phase 1a Modular School opens	Applicant						No
		g	Corral Hollow Road	Bicycle/Pedestrian	Build bike/ped facilities from Spine and north along Corral Hollow	Yes	2,588 AM Peak Hour Trips	Applicant	✓					Yes

Notes
-This table is intended as a reference only to provide a summary of some mitigation measures for the reader. A comprehensive description of all mitigation measures are provided within the EIR text.
- City TIF refers to the City of Tracy Traffic Impact Fee Program
- Co TIF refers to the traffic impact fees associated with the San Joaquin County's Traffic Fee Program
- The JPA TIF refers to the traffic impact fees identified within the Settlement Agreement which is the agreement established with the defined Joint Powers Authority (JPA) in December 1998.
- RTP refers to the San Joaquin Council of Governments' Regional Transportation Program.

REVISED TABLE 4.13-68
Transportation & Circulation EIR Mitigation Matrix

RESOLUTION 2016–_____

CERTIFYING THE TRACY HILLS SPECIFIC PLAN FINAL SUBSEQUENT ENVIRONMENTAL IMPACT REPORT AND ADOPTING FINDINGS OF FACT, A STATEMENT OF OVERRIDING CONSIDERATIONS, AND A MITIGATION MONITORING AND REPORTING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN PROJECT (APPLICATION NUMBERS: GPA13-0001, SPA13-0001, ZA13-0003, DA13-0001, TSM13-0005, TSM16-0001)

WHEREAS, In 1998, the City Council of the City of Tracy (City) adopted the Tracy Hills Specific Plan (1998 THSP) to establish permitted land uses and development standards for approximately 6,175 acres in the southern portion of the City of Tracy (1998 THSP Area). At the same time, pursuant to and in compliance with the requirements of the California Environmental Quality Act (CEQA) and its implementing regulations (the CEQA Guidelines), the City Council certified the Tracy Hills Final Environmental Impact Report (SCH No. 95122045), which analyzed the potential environmental effects from implementation of and development under the 1998 THSP, and

WHEREAS, Following its approval of the 1998 THSP, the City Council approved the Tracy Hills Storm Drainage Master Plan, to establish storm drainage infrastructure requirements and standards for development under the 1998 THSP, and

WHEREAS On February 1, 2011, the City Council adopted an updated General Plan (2011 General Plan) and certified the City of Tracy General Plan Final Environmental Impact Report (SCH. No. 2008092006), which analyzed the potential environmental effects from implementation of and development under the 2011 General Plan, and

WHEREAS, Ihe implementation of the 2011 General Plan has led to the preparation and adoption of City Infrastructure Master Plans, and

WHEREAS, In July of 2012, a conservation easement was recorded on approximately 3,444 acres in the southwestern portion of the 1998 THSP Area to permanently preserve that portion of the 1998 THSP Area as open space, and

WHEREAS, Tracy Hills Project Owner, LLC (also known as INTEGRAL Communities) is the owner of approximately 1,843 acres within the 1998 THSP Area. INTEGRAL Communities has prepared a development proposal for its property and, in consultation with City officials and staff, has prepared a comprehensive update to the 1998 THSP to achieve consistency with the 2011 General Plan and the subsequently-adopted City Infrastructure Master Plans, to reflect the preservation and removal from development of the 3,444 acres of open space, and to implement INTEGRAL's development proposal for its property. For purposes of this Resolution, the proposed update to the 1998 THSP is referred to as the "THSP",; and

WHEREAS, The development allowed under the proposed THSP would include approximately 5,499 residential units, approximately 1,589,069 square feet of non-residential uses within a proposed "mixed-use business park," approximately 758,944 square feet of commercial and retail uses, approximately 3,360,654 square feet of light industrial uses, and approximately 119 acres to be preserved under future conservation easements. In addition to the proposed THSP, INTEGRAL has applied to the City for corresponding amendments to the 2011 General Plan, the City's Zoning Ordinance, and the Tracy Hills Storm Drainage Master Plan to ensure consistency between the THSP, the 2011 General Plan, the City Infrastructure

Master Plans and the City Zoning Ordinance. To implement its development proposal for its property, INTEGRAL has also applied to the City for approval of two (2) tentative subdivision maps in accordance with the Subdivision Map Act (Government Code Sections 66410 et seq.) and a development agreement in accordance with the development agreement provisions of the Planning And Zoning Law (Government Code Sections 65864 et seq.). For purposes of this Resolution, the proposed THSP, the corresponding amendments to the 2011 General Plan, Tracy Hills Storm Drainage Master Plan and City Zoning Ordinance, the two proposed tentative subdivision maps, and the proposed development agreement are collectively referred to as the "Project", and

WHEREAS, In December 2014, the City published a Draft Subsequent Environmental Impact Report (Draft SEIR) for the Project (SCH# 2013102053), which was subject to a 70-day public review period from December 23, 2014, to March 3, 2015, and

WHEREAS, The City received and evaluated numerous comments from public agencies, organizations, and members of the public who reviewed the Draft SEIR, and prepared responses to comments on the Draft SEIR in compliance with CEQA requirements, and

WHEREAS, Both the City and Project Applicant completed additional technical analyses for the Project, and, in an effort to provide full disclosure of all potential impacts of the proposed Project and provide additional opportunity for public input, the City elected to recirculate the Draft SEIR as amended and supplemented by the additional technical analyses (the Recirculated Draft SEIR), for an additional 45-day public review period, from October 15, 2015 through December 3, 2015, and

WHEREAS, On November 18, 2015, during the second public review period, the Tracy Planning Commission held a public meeting on the proposed Project to receive public comments on the Recirculated Draft SEIR, and

WHEREAS, In January 2016, the City published a Final Subsequent Environmental Impact Report (Final SEIR), which incorporates by reference and includes the Draft SEIR and the Recirculated Draft SEIR, and which further includes revisions to the Recirculated Draft SEIR, an inventory of all agencies, organizations and individuals that submitted written and verbal comments on the Draft SEIR and the Recirculated Draft SEIR, and written responses to all such written and verbal comments, and

WHEREAS, The City has prepared a Mitigation Monitoring and Reporting Program (MMRP) to ensure that the mitigation measures and Project revisions identified in the Final SEIR are implemented (see attached Exhibit D), and

WHEREAS, The Planning Commission held a duly noticed public hearing on March 2, 2016, and reviewed all evidence presented both verbally and in writing, and by Resolution 2016-0006 recommended that the City Council certify the Final SEIR and adopt the MMRP, based on the findings set forth in that Resolution;

NOW, THEREFORE, BE IT RESOLVED, The Tracy City Council resolves as follows, based on substantial evidence in the administrative record:

1. Certification:

   a. The Final SEIR has been completed in compliance with the requirements of CEQA and the CEQA Guidelines, as set forth in attached Exhibits A, B, and C. (CEQA Guidelines §15090(a)(1))

   b. The Final SEIR was presented to the City Council, which reviewed and considered the information contained in the administrative record of proceedings, including in the Final SEIR, prior to making its decision on the Project. (CEQA Guidelines §15090(a)(2))

   c. The Final SEIR reflects the independent judgment and analysis of the City. (CEQA Guidelines §15090(a)(3))

   d. Therefore, the City Council finds that the Final SEIR has been completed in compliance with the requirements of CEQA and the CEQA Guidelines. (CEQA Guidelines §15090(a)(1))

2. Significant Impacts:

   a. The Final SEIR identifies potentially significant environmental impacts of the proposed Project that can be mitigated to a less-than-significant level. The City Council makes the findings with respect to these significant impacts as set forth in Exhibit A. (CEQA Guidelines §15091)

   b. The Final SEIR identifies potentially significant environmental impacts of the proposed Project that cannot be mitigated to a less-than-significant level and are thus considered significant and unavoidable. The City Council makes the findings with respect to these significant impacts as set forth in attached Exhibit A. (CEQA Guidelines §15091)

   c. All other potential impacts identified in the Final SEIR would be less than significant without mitigation. Therefore, further findings are not required for those impacts.

3. Alternatives:

   The Final SEIR includes three project alternatives, including the mandatory No Project Alternative (designated as the No Project/No Build Alternative in the Final SEIR). These alternatives are found to be infeasible based on the findings set forth in attached Exhibit B. (Public Resources Code § 21002; CEQA Guidelines §15091)

4. Statement of Overriding Considerations:

   The adoption of all feasible mitigation measures will not avoid or reduce to a less-than-significant level all potentially significant adverse environmental effects caused by the proposed Project. However, the City Council finds that the proposed Project's benefits override and outweigh its unavoidable impacts

on the environment, and adopts a Statement of Overriding Considerations, as set forth in attached Exhibit C. (CEQA Guidelines § 15091 and 15093)

5. Mitigation Monitoring and Reporting Program:

   The City Council adopts the Mitigation Monitoring and Reporting Program set forth in attached Exhibit D. (CEQA Guidelines §15097)

6. Other Findings and Information:

   The documents and other materials which constitute the administrative record of proceedings upon which the City Council bases its actions with respect to the Project are located at City Hall, 333 Civic Center Plaza, Tracy, CA. The custodians of these documents are the City Clerk and Director of Development Services. (CEQA Guidelines §15091(e))

The foregoing Resolution 2016-_____ is hereby passed and adopted by the City Council of the City of Tracy on the 5th day of April, 2016 by the following vote:

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

_____
MAYOR

ATTEST:

_____
CITY CLERK

EXHIBIT A

FINDINGS RELATED TO SIGNIFICANT IMPACTS AND LESS-THAN-SIGNIFICANT IMPACTS FOR WHICH MITIGATION HAS BEEN IDENTIFIED

This Exhibit A contains findings related to significant impacts identified in the Final SEIR. The Final SEIR, prepared in compliance with CEQA, the State CEQA Guidelines, and the provisions of the City of Tracy, constitutes an accurate, adequate, objective, and complete report that evaluates the potentially significant and significant adverse environmental impacts that could result from approval of the Project. As described more fully in the Specific Plan and the Final SEIR, the Project, at full buildout, would result in the development of the approximately 2,732-acre Plan Area with approximately 5,499 residential units, 5.7 million square feet of non-residential development, related infrastructure, and passive and active use open space areas, trails, retention facilities, and other related improvements in the THSP Area.

As the Final SEIR concludes that implementation of the Project may result in significant adverse environmental impacts, the City is required under CEQA and the State CEQA Guidelines to make certain findings with respect to these impacts (CEQA Guidelines §15091). These required findings appear in the following sections of this Exhibit A. This Exhibit A lists and describes the following, as analyzed in the Final SEIR:

a) Significant impacts that can be avoided, minimized, mitigated, or substantially reduced with the implementation of feasible mitigation measures.

b) Impacts that are significant and unavoidable. As explained in the Statement of Overriding Considerations (Exhibit C), these effects are considered to be acceptable when balanced against the economic, legal, social, technological, and/or other benefits of the Project.

As a threshold matter, CEQA Guidelines Section 15088.5 requires a lead agency to recirculate an EIR for further review and comment when significant new information is added to the EIR after public notice is given of the availability of the Draft EIR, but before certification of the Final EIR. New information added to an EIR is not “significant” unless the EIR is changed in a way that deprives the public of a meaningful opportunity to comment upon a substantial adverse environmental effect of the project or a feasible way to mitigate or avoid such an effect that the project proponent declines to implement. The CEQA Guidelines provide examples of significant new information under this standard. The City Council recognizes that the Final SEIR incorporates information obtained by the City since the Draft SEIR was completed, and contains additions, clarifications, modifications, and other changes. With respect to this information, the City finds that various changes and edits have been made to the Draft SEIR, as set forth in the Final SEIR. Many of these changes are generally of an administrative nature such as correcting typographical errors, making minor adjustments to the data, and adding or changing certain phrases to improve readability. In addition, other changes have been made to provide refinements to the analysis, in response to the comments received, that amplify and clarity the information provided in the Draft SEIR. Finally, several mitigation measures have been modified to respond to input by various agencies, organizations and members of the public, and enhance the clarity of the mitigation measures, but do not cause any new or substantially more severe significant adverse environmental impacts.

The City finds this additional information does not constitute significant new information requiring recirculation, but rather that the additional information merely clarifies or amplifies or makes insignificant modifications in the adequate SEIR.

In addition to the changes and corrections described above, the Final SEIR provides additional information in Responses to Comments and questions from agencies and the public. The City finds that information added in the Final SEIR does not constitute significant new information requiring recirculation, but rather that the additional information clarifies or amplifies the adequate Draft SEIR.

Specifically, the City finds that the additional information, including the changes described above, does not show that:

(1) A new significant environmental impact would result from the Project or from a new mitigation measure proposed to be implemented.

(2) A substantial increase in the severity of an environmental impact would result unless mitigation measures are adopted that reduce the impact to a level of insignificance.

(3) A feasible project alternative or mitigation measure considerably different from others previously analyzed would clearly lessen the significant environmental impacts of the project, but the project's proponents decline to adopt it.

(4) The Draft SEIR was so fundamentally and basically inadequate and conclusory in nature that meaningful public review and comment were precluded.

Nonetheless, to provide additional opportunities to review and comment on the SEIR and better promote the public interest in participation in the environmental review process, the City elected to recirculate the Draft SEIR, as supplemented by the changes, corrections and additional information developed in responding to comments on the Draft SEIR, for an additional 45-day public review period and solicited further public comments on the Recirculated Draft SEIR. Based on the foregoing, and having reviewed the information contained in the Final SEIR and in the record of City's proceedings, including the comments on the Draft SEIR and responses thereto, and the Recirculated Draft SEIR and responses thereto, and the above-described information, the City finds that no significant new information has been added to the Final SEIR since public notice was given of the availability of the Recirculated Draft SEIR that would require recirculation of the Final SEIR.

In making its determination to certify the Final SEIR and to approve the Project, the City recognizes that the Project involves several controversial environmental issues and that a range of technical and scientific opinion exists with respect to those issues. The City has acquired an understanding of the range of this technical and scientific opinion by its review of the Draft SEIR and Recirculated Draft SEIR, the comments received on the Draft SEIR and on the Recirculated Draft SEIR, as well the responses to those comments in the Final SEIR, as well as testimony, letters, and reports regarding the Final SEIR and its own experience and expertise in assessing those issues. The City has reviewed and considered, as a whole, the evidence and analysis presented in the Draft SEIR and Recirculated Draft SEIR, the evidence and analysis presented in the comments on the Draft SEIR and the Recirculated Draft SEIR, the evidence and analysis presented in the Final SEIR, the information submitted on the Final SEIR, and the reports prepared by the experts who prepared the SEIR, the City's consultants, the applicants' consultants, and by staff, addressing those comments. The City has gained a comprehensive and well-rounded understanding of the environmental issues presented by the Project. In turn, this understanding has enabled the City to make its decisions after weighing and considering the various viewpoints on these important issues.

Accordingly, the City Council certifies that the findings set forth herein are based on full appraisal of all of the evidence contained in the Final SEIR, as well as the evidence and other information in the record addressing the Final SEIR.

A. Findings associated with significant impacts that are mitigated to a less-than-significant level

Based on the information in the administrative record of proceedings, including the Final SEIR, the following environmental effects are found to be potentially significant but would be mitigated to a less-than-significant level (CEQA Guidelines §15091).

Impact 4.1-4: The Project would create new sources of light and glare, which, despite existing regulations, may result in a significant impact.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.1-18 to 4.1-20 of the Draft SEIR and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the Specific Plan would introduce new sources of light coming from new commercial, office, business park, and residential uses. In addition, the Project would create new sources of glare from new parking lots, streets, pedestrian paths, and recreational and open space, which could contribute additional light to the Project area. Accordingly, the Project has the potential to result in light and glare impacts to nearby existing residences, and other uses.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above and in the Final SEIR, both individually and cumulatively. The City hereby adopts Mitigation Measure 4.1-4, and further finds that the change or alteration in the Project or the requirement to impose the mitigation as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigation is appropriate and feasible.

Facts in Support of Findings
Development of the Project would be required to adhere to THSP standards and guidelines that require shielding to minimize up lighting and reduce the amount of light splay from shining directly on adjacent properties. Additionally, as described on page 4.1-19 of the Draft SEIR, the Tracy General Plan (Objective CC-1.1, Policy P5) and the City's Standard Plans for streetscapes and parks call for minimizing light spillage to adjacent properties. The City addresses light and glare issues on a case-by-case basis during project approval, typically adding requirements as a condition of approval to shield and protect against light splashing from one development to adjacent properties.

The City finds that implementation of standards and guidelines in the THSP, as well as implementation of Mitigation Measure 4.1-4, would substantially lessen the remaining environmental effects, both individually and cumulatively, to less-than- significant levels, as set forth in the Draft SEIR at page 4.1-20 and in the attached Mitigation and Monitoring Reporting Program. Mitigation Measure 4.1-4 provides that prior to final inspection or certificate of occupancy, all exterior and parking area lighting shall be directed downward or shielded, to prevent glare or spray of light on to public rights-of-way or adjacent residential property, consistent with City standards.

Impact 4.2-2: Implementation of the Project could result in a significant impact on agricultural activities on the adjacent land due to potential incompatibilities.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.2-10 and 4.2-12 of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, to protect the agriculture operations from the impacts of potentially incompatible development, the City's General Plan Policy (OSC-2.2 P1) calls for the use of buffers, such as setbacks, open space, parks, trails, and roads, between agricultural uses and urban uses. In addition, General Plan Policy (CC-4.1 P3) identifies the use of buffers, clustered

development, and feathering of density to address the transition between urban and non-urban uses.

As the Specific Plan Area is bounded on the north by Delta-Mendota canal and the Union Pacific Railroad, and on the east by Corral Hollow Road, the area of concern would be the grazing land and open space habitat to the west of the Project Area. Low-density residential and industrial uses, with limited commercial components, have been approved for the majority of the land to the northeast of the Project Area, and potential impacts relating to incompatibility may occur until the planned conversion occurs.

Grazing land to the west of the THSP Project Area could experience negative impacts from implantation of the Project, such as limiting access to grading land and exposure to noise or other irritants from proximity of new urban areas to grazing cattle.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measure 4.2-2, and further finds that the change or alteration in the Project or the requirement to impose the mitigation as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigation is appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.2-2 would reduce the environmental effects associated with Impact 4.2-2 to less-than-significant levels. Mitigation Measure 4.2-2, as provided in the Draft SEIR at page 4.2-12 and in the attached MMRP, provides that, as construction occurs along the Specific Plan boundary, buffers such as roadways, building setbacks, and parking areas shall be required prior to occupancy of those structures, in compliance with General Plan Policy (e.g., OSC-2.2 P1). This measure would reduce any potential land use incompatibilities to a less-than-significant level.

Impact 4.3-4: Implementation of the Project could result in a potentially significant localized emissions impact or expose sensitive receptors to substantial pollutant concentrations.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.3-34 through 4.3-41, as well as page 4.3-44 of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, Phase 1a of the Plan could result in carcinogenic exposure for residential receptors under the 70-year scenario that exceed applicable risk thresholds. Therefore, carcinogenic exposures have the potential to be significant without implementation of the air filtration project design feature (MERV 13 or equivalent air filtration system.)

Findings
The City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measures 4.3-4a and 4.3-4b, and further finds that the change or alteration in the Project or the requirement to impose the mitigation as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigation is appropriate and feasible.

Facts in Support of Findings

The City finds that implementation of Mitigation Measures 4.3-4a and 4.3-4b would reduce the environmental effects associated with Impact 4.3-4 to less-than-significant levels. Mitigation Measure 4.3-4a, as provided in the Draft SEIR at page 4.3-44 and in the attached MMRP, provides that new sensitive land uses located within 500 feet of the I-580 freeway shall be designed to include air filtration systems with efficiencies equal to or exceeding a Minimum Efficiency Reporting Value (MERV) 13 (or equivalent system). Mitigation Measure 4.3-4b requires that new sensitive land uses shall not be located closer than 1,000 feet to any existing or proposed distribution center / warehouse facility that generates a minimum of 100 truck trips per day, or 40 truck trips with transport refrigeration units (TRUs) per day, or TRU operations exceeding 300 hours per week. If new land uses cannot be designed and conditioned meet this setback, they shall be designed and conditioned to include mechanical ventilation systems with fresh air filtration. These measures will ensure that users and occupants of sensitive land uses will not be exposed to levels of toxic air contaminants that exceed applicable thresholds.

Impact 4.4-1: Proposed development would have the potential to result in a substantial adverse effect, either directly or through habitat modifications, on any species identified as a candidate, sensitive, or special-status species in local or regional plans, policies, or regulations, or by the California Department of Fish and Wildlife or U.S. Fish and Wildlife Service.

Significant Impact

As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.4-47 through 4.4-59 of the Draft SEIR and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, California “species of special concern”—including Burrowing Owl, Swainson’s Hawk, Northern Harrier, Loggerhead Shrike, American Badger, San Joaquin Whipsnake, Prairie falcon, and Coast Horn Lizard—have been spotted on the Project Site in limited quantity. No other special-status plant, special-status wildlife species, or suitable habitat for such species were found on the Project site. To ensure impacts would be less than significant, mitigation is identified.

Findings

As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that although the impact identified above, and as identified in the Final SEIR, would be less than significant, changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which further reduce the less-than-significant environmental impact. The City hereby adopts Mitigation Measures 4.4-1a through 4.4-1p, and further finds that the change or alteration in the Project or the requirement to impose the mitigation as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigation is appropriate and feasible.

Facts in Support of Findings

The City finds the San Joaquin Multi-Species Habitat Conservation Plan (SJMSCP), as well as the applicable state and federal regulatory framework, constitute detailed and stringent mechanisms for reducing impacts to biological resources, and are administered by agencies with expertise; adherence to requirements under this regulatory framework would reduce environmental effects under Impact 4.4-1 to less-than-significant levels. Implementation of the following Mitigation Measures would further ensure that impacts to special-status plant and animal species are reduced to a less-than-significant levels:

- 4.4-1a, which requires that construction operations be overseen by an appropriately-credentialed biologist, as well as implementation of worker training, for Areas A, B, and C of the Project site,

- 4.4-1b, which requires pre-activity clearance surveys and other avoidance measures in Areas A, B, and C prior to commencement of ground-disturbing activities in any areas of potentially suitable habitat to support special-status plant species,
- 4.4-1c, which requires pre-construction clearance surveys and other avoidance measures in Areas A, B, and C prior to the commencement of ground-disturbing activities in any areas of potentially suitable habitat to support San Joaquin Kit Fox,
- 4.4-1d, which requires restriction of construction-related vehicular traffic to established roads, construction areas, and other designated lands, as well as construction best management practices for species avoidance,
- 4.4-1e, which requires pre-activity clearance surveys and other avoidance measures for Swainson's hawk,
- 4.4-1f, which requires pre-activity clearance surveys and other avoidance measures for California Tiger Salamander prior to the commencement of ground-disturbing activities,
- 4.4-1g, which requires pre-activity clearance surveys and other avoidance measures in Areas B and C of the Project site for California red-legged frog prior to the commencement of ground-disturbing activities,
- 4.4-1h, which requires all applicants who conduct projects in Areas A and B of the project site to adhere to the terms of the SJMSCP,
- 4.4-1i, which requires pre-construction surveys and other avoidance measures for burrowing owls and raptor nests prior to the commencement of ground-disturbing activities,
- 4.4-1j and 4.4-1k, , which require initiation of vegetation removal and grading between September 1st and February 15th, and preconstruction surveys for nesting birds if removal must occur outside that window,
- 4.4-1l, which requires delineation of environmentally sensitive areas to be protected prior to construction,
- 4.4-1m, which requires avoidance and evaluation of previously unidentified protected species not covered by the SJMSCP, as well as notification of the United States Fish and Wildlife Service (USFWS) and the California Department of Fish and Wildlife (CDFW), if such species are discovered on the Project site,
- 4.4-1n, which requires pre-activity clearance surveys and other avoidance measures for Western spadefoot toad,
- 4.4-1o, which requires pre-activity clearance surveys and other avoidance measures for American badger, and
- 4.4-1p, which requires the project applicant to execute a management and funding agreement for managing and monitoring of the 3,500-acre open space preserve, which shall occur before the commencement of any ground-disturbing activities in Area C.

Impact 4.4.C: The proposed project would have a potential adverse effect on federally protected wetlands as defined by Section 404 of the Clean Water Act (including, but not limited to, marsh, vernal pool, coastal, etc.) through direct removal, filling, hydrological interruption, or other means.

Significant Impact

As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on page 4.4-60 of the Draft SEIR and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the 2013 jurisdictional assessment indicated that there are 5.01 acres of Regional Water Quality Control Board- and California Department of Fish and Wildlife-jurisdictional wetlands or Waters of the State on the project site. The project is designed to avoid impacts to jurisdictional waters. Potential impacts on any nests in active use are considered to be a potentially significant impact. The impact would be significant.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measures 4.4-3a through 4.4-3d, and further finds that the change or alteration in the Project or the requirement to impose the mitigation as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigation is appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measures 4.4-3a through 4.4-3d would reduce the environmental effects associated with Impact 4.4.C to less-than-significant levels. Mitigation Measure 4.4-3a, as set forth in the Draft SEIR at pages 4.4-60 to 4.4-61 and in the attached MMRP, provides that, if adverse effects to small episodic drainage features cannot be avoided, then the project applicant shall notify the appropriate regulatory agency to comply with requisite permitting requirements, such as the Clean Water Act Section 401 requirement to obtain a Water Quality Certification, the California Fish and Game Code Section 1600 requirement to obtain a Lake and Streambed Alteration Notification, offset locates associated with permanent losses at a mitigation-to-impact ratio of 3:1, and 1:1 for temporary disturbances to an impact ratio of 3:1. On Draft SEIR page 4.4-61, Mitigation Measure 4.4-3b requires a Jurisdictional Determination from the U.S. Army Corps of Engineers documenting isolated conditions and lack of jurisdictional authority over the project site, 4.4-3c requires a Report of Waste Discharge pursuant to California Water Code Section 13260 for impacts to waters of the state, and 4.4-3d requires a Streambed Alternation Agreement where proposed Project Activities would affect State waters regulated by CDFW.

These precautions would ensure that impacts to wetlands and protected waters would be less than significant.

Impact 4.4.D: The proposed Project would interfere substantially with the movement of native resident or migratory fish or wildlife species or with established native resident or migratory wildlife corridors or impede the use of native wildlife nursery sites.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.4-62 and 4.4-64 of the Draft SEIR and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, existing Project site features function as stepping stone refugia habitat for the dispersal of San Joaquin kit fox and other wildlife species. The California Aqueduct and Delta-Mendota Canal provide unobstructed wildlife travel corridors.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measure 4.4-4a, and further finds that the change or alteration in the Project or the requirement to impose the mitigation as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigation is appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.4-4a would reduce the environmental effects associated with Impact 4.4.D to less-than-significant levels. Mitigation Measure 4.4-4a, as set forth in the Draft SEIR at page 4.4-63 and in the attached MMRP, requires that prior to development adjacent to I-580 or the California Aqueduct, a 100-foot-wide conservation shall be placed on properties that do not currently have one to ensure that impacts to wildlife movement corridors would be less than significant.

Impact 4.4.E: The proposed Project would conflict with local policies or ordinances protecting biological resources, such as a tree preservation policy or ordinance.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including without limitation the analysis contained on pages 4.6-64 through 4.6-66 of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the portion of the Project Site that will be developed is not expected to support any federally- or State-listed species. In the unlikely event that such species are encountered, an impact related to conflict with local goals, objectives, and policies protecting natural resources could occur. Preconstruction surveys and other preventative measures would ensure that in the unlikely event these species are found on site, impacts would be avoided and the project would be consistent with local goals, objectives, and policies related to protection of sensitive species and habitats.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measures 4.4-1a through 4.4-1o, and further finds that the change or alteration in the Project or the requirement to impose the mitigation as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigation is appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measures 4.4-1a through 4.4-1o, as described above under Impact 4.4-1 and on Draft SEIR pages 4.4-52 through 4.4-58, would reduce the environmental effects associated with Impact 4.4.E to less-than-significant levels. 4.4-1a through 4.4-1o would require pre-construction surveys for sensitive species and habitats, as well as other avoidance measures, which would ensure that impacts related to conflict with local plans and policies protecting biological resources would be less than significant.

Impact 4.4.F: The proposed Project would not conflict with the provision of an adopted Habitat Conservation Plan, Natural Community Plan, or other approved local, regional, or state habitat conservation plan.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including without limitation the analysis contained on pages 4.6-66 through 4.6-68 of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, Area A and Area B of the Project site are covered by the SJMSCP, but to ensure that impacts are less than significant, mitigation measures are imposed to require compliance with the SJMSCP, including pre-construction surveys and other preventative and avoidance measures.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measures 4.4-1h, 4.4-1j, 4.4-1m, and 4.4-4a, and further finds that the change or alteration in the Project or the requirement to impose the mitigation as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigation is appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measures 4.4-1h, 4.4-1j, 4.4-1m, and 4.4-4a described under Impact 4.4-1 above, as well as Mitigation Measure 4.4-4a described under Impact 4.4.D above, would ensure compliance and consistency with the SJMSCP, including following all of the requirements for pre-construction surveys and preventative/avoidance measures. In addition, the Project has been designed such that 3,500 acres of land—including land that the USFWS and CDFW have confirmed contains suitable habitat for special-status species—will be permanently preserved. Implementation of identified mitigation would ensure that impacts related to conflict with an adopted Habitat Conservation Plan, Natural Community Conservation Plan, or other approved local, regional, or state habitat conservation plan.

Impact 4.5-1: Ground disturbing activities associated with the Project have the potential to significantly disturb previously discovered or undiscovered cultural or historic resources.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including without limitation the analysis contained on pages 4.5-21 through 4.5-24 of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, none of the previously unrecorded archaeological resources are considered historical resources or unique archeological resources as defined in CEQA, although the Lammers Road Homestead could possess buried resources that would illuminate the life or homesteading of the late 19th Century. Disturbance or destruction of these resources, or previously unknown resources, would be a significant impact.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measures 4.5-1a through 4.5-1b, and further finds that the change or alteration in the Project or the requirement to impose the mitigation as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigation is appropriate and feasible.

Facts in Support of Findings
The City finds that the Lammers Road Homestead could possess buried resources, and other unknown resources may be affected by construction. Implementation of Mitigation Measures 4.5-1a through 4.5-1b, which require a trained archeological monitor to be present during ground-disturbing activities at the Lammers Road Homestead, as well as construction personnel training for notification and existence of archeological sources, would reduce the impacts to a less-than-significant level.

Impact 4.5-2: Unanticipated archaeological discoveries may be potentially significantly damaged or destroyed during project construction.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.5-24 and 4.5-25 of the Draft SEIR and in the Final SEIR Responses to Comments, unanticipated archaeological resources and human remains may be encountered during ground-disturbing activities. As such, Project development has the potential to impact these resources because of its grading and construction activities.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measures 4.5-2a and 4.5-2b, and further finds that the change or alteration in the Project or the requirement to impose the mitigation as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigation is appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measures 4.5-2a and 4.5-2b would reduce the environmental effects associated with Impact 4.5-2 to less-than-significant levels. Mitigation Measure 4.5-2a, as set forth in the Draft SEIR on page 4.5-24 and in the attached MMRP, provides that construction personal shall be trained regarding the potential for encountering buried or unanticipated cultural and paleontological remains, and halting working within a 30-meter vicinity of any find until it has been identified by a qualified archaeologist. Mitigation Measure 4.5-2b, as set forth in the Draft SEIR on page 4.5-24 and in the attached MMRP, requires that all work be halted within 30 meters of found human remains, and notification of the San Joaquin County Coroner and Native American Heritage Commission.

Impact 4.5-3: The proposed project would directly or indirectly potentially significantly destroy a unique paleontological resource or site or unique geologic feature.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on page 4.5-25 of the Draft SEIR and in the Final SEIR Responses to Comments, ground disturbance below 5 feet beneath ground surface has a high potential to directly impact unique paleontological resources.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measure 4.5-3a, and further finds that the change or alteration in the Project or the requirement to impose the mitigation as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigation is appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.5-3a would reduce the environmental effects associated with Impact 4.5-3 to less-than-significant levels. Mitigation Measure 4.5-3a as set forth in the Draft SEIR on page 4.5-25 and in the attached MMRP,

provides that paleontological spot check monitoring occur at areas of excavation deeper than 5 feet, as well as any excavation in valleys in the eastern portion of the Project area. This mitigation measure and would adequately mitigate the risk of harm to paleontological resources to a level of insignificance.

Impact 4.6-4: The proposed Project would be located on expansive soil, creating substantial risks to life or property that would be potentially significant.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.6-13 and 4.6-15 of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, expansive soils are present in the Project Area, and there is potential for post-construction ground surface movement. This impact would be significant.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measure 4.6-4, and further finds that the change or alteration in the Project or the requirement to impose the mitigation as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigation is appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.6-4 would reduce the environmental effects associated with Impact 4.6-4 to less-than-significant levels. Mitigation Measure 4.6-4, as set forth in the Draft SEIR at page 4.6-15 and in the attached MMRP, requires that a certified geotechnical engineer be retained by the Project Applicant/future Project Applicants to evaluate subgrade soils and to recommend final techniques to remove or stabilize the soil prior to placement and compaction of fill. This measure would reduce the impact to a less-than-significant level.

Impact 4.7-2: The Project would result in a potentially significant conflict with an applicable greenhouse gas reduction plan, policy, or regulation.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.6-19 through 4.7-22, and pages 4.7-24 and 4.7-25, of the Draft SEIR, and in the Final SEIR Responses to Comments, the City has adopted the Tracy Sustainability Action Plan (SAP), which establishes a greenhouse gas emissions target that is based on the San Joaquin Valley Air Pollution Control District's threshold of a 29 percent reduction from "business as usual." Without the incorporation of mitigation measures, the project would result in a significant impact related to inconsistency with the SAP.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measure 4.7-1, and further finds that the change or alteration in the Project or the requirement to impose the mitigation as a condition of Project

approval is within the jurisdiction of the City to require, and that the mitigation is appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.7-1 would reduce the environmental effects associated with Impact 4.7-2 to less-than-significant levels. Mitigation Measure 4.7-1, as set forth in the Draft SEIR at pages 4.7-23 and 4.7-24 and in the attached MMRP, requires installation of high-efficiency water and electrical fixtures, energy-efficient appliances, programmable thermostats, and light-colored roofs; recycling of construction and demolition waste; consideration of solar orientation in design; use of shade trees; and provision of transit features and bicycle facilities. This measure would reduce the impact to a less-than-significant level.

Impact 4.8-1: Implementation of the Project may create a significant hazard to the public or the environment through the routine transport, use, or disposal of hazardous materials.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.8-43 and 4.8-44 and page 4.8-54 of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, implementation of the Project would result in the types of uses and facilities that generate, store, use, distribute, or dispose of hazardous materials. Without the preparation and implementation of a risk management plan (RMP), the impact could be significant.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measure 4.8-1, and further finds that the change or alteration in the Project or the requirement to impose the mitigation as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigation is appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.8-1 would reduce the environmental effects associated with Impact 4.8-1 to less-than-significant levels. Mitigation Measure 4.8-1, as set forth in the Draft SEIR at page 4.8-54 and in the attached MMRP, provides that facilities that store, handle, or use regulated substances in excess of threshold quantities shall prepare and implement risk management plans for determination of risk to the project community. The plans would be reviewed by the San Joaquin County Environmental Health Department, which would ensure that impacts are reduced to a less-than-significant level.

Impact 4.8-2: Implementation of the Project may create a significant hazard to the public or the environment through reasonably foreseeable upset and accidental conditions involving the release of hazardous materials into the environment.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.8-44 through 4.8-45, and pages 4.8-54 and 4.8-55, of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, two underground crude oil pipelines, and

adjacent former sanitary landfills and former gasoline service stations, may have the potential to impact the Project area. Without mitigation, exposure to contamination associated with these Recognized Environmental Conditions could result in significant impacts.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measures 4.8-2a and 4.8-2b, and further finds that the changes or alterations in the Project or the requirement to impose the mitigations as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigations are appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measures 4.8-2a and 4.8-2b would reduce the environmental effects associated with Impact 4.8-2 to less-than-significant levels. These mitigation measures, as set forth in the Draft SEIR at pages 4.8-54 and 4.8-55 and in the attached MMRP, would require that prior to issuance of grading permits:

- a Phase II Environmental Site Assessment (ESA) focused on soil sampling and soil vapor sampling be conducted near the location of underground crude pipelines, and the ESA's recommended remedial activities be conducted to the satisfaction of the San Joaquin Environmental Health Department, and
- the Project Applicant shall work with Conoco Phillips and Shell to implement and observance a site damage-prevention plan to the satisfaction of the City of Tracy Engineering Division.

The above measures, undertaken by the identified experts, would adequately mitigate risks associated with the exposure to contamination through reasonably foreseeable upset and accidental conditions involving the release of hazardous materials into the environment.

Impact 4.8-3: Implementation of the proposed school may be subject to a release from the nearby petroleum pipelines.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.8-44 through 4.8-52, and page 4.8-55, of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, impacts associated with flash fire and pool fire heat risk to the proposed school may occur due to a full rupture of the Conoco Phillips or Shell crude oil pipelines currently present on the project site.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measures 4.8-3, and further finds that the changes or alterations in the Project or the requirement to impose the mitigations as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigations are appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.8-3 would reduce the environmental effects associated with Impact 4.8-3 to less-than-significant levels. This mitigation measure, as set forth in the Draft SEIR at page 4.8-55 and in the attached MMRP, would require that the proposed underground storm drain system, roadways, graded lopes, and final surface topography be designed and constructed in accordance with recommendations outlined in *Liquid Petroleum Pipeline Risk and California Aqueduct Flood Risk for the Proposed Tracy Hills School Site, Jefferson School District, City of Tracy, San Joaquin County, California* prepared by Wilson Geosciences, Inc. dated May 2013 and to the satisfaction of the City of Tracy Engineering Division.

Impact 4.8-4: Implementation of the proposed development within the Project may be subject to a release from the nearby natural gas and crude oil pipelines**.**

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.8-45 through 4.8-51, and pages 4.8-56 and 4.8-57, of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, impacts associated with pipeline releases to the proposed development would be significant.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measures 4.8-4, and further finds that the changes or alterations in the Project or the requirement to impose the mitigations as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigations are appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.8-4 would reduce the environmental effects associated with Impact 4.8-4 to less-than-significant levels. This mitigation measure, as set forth in the Draft SEIR at pages 4.8-56 and 4.8-57, and in the attached MMRP, would require that the proposed Project incorporate the measures included in the *Public Safety Assessment, Tracy Hills Specific Plan* (2014), including setbacks from the pipelines, hand excavation to the proposed depth of the utility trench or excavation if working within 25 feet of the pipeline easements, excavation notification when in proximity to the pipelines, maintenance of pipeline markings throughout development and after work is complete, consultation with pipeline operators when anticipating heavy equipment use or excavating, and other preventative measures.

Impact 4.8-5: Implementation of the proposed school may be subject to a breach or rupture of the California Aqueduct.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.8-41 through 4.8-52, and page 4.8-57, of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, although the separate of the proposed school site boundary by 100 feet from the aqueduct easement and 5 to 10 feet in elevation from the top edge of the trapezoidal channel, the California Department of Education is responsible for assessing the risk to school sites posed by liquefied petroleum and water pipelines/aqueducts. The impact would be significant.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measures 4.8-5, and further finds that the changes or alterations in the Project or the requirement to impose the mitigations as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigations are appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.8-5 would reduce the environmental effects associated with Impact 4.8-5 to less-than-significant levels. This mitigation measure, as set forth in the Draft SEIR at pages 4.8-57, and in the attached MMRP, would require that the Project Applicant secures all necessary approvals from the California Department of Education and California Department of Toxic Substances Control for the proposed school site in the Tracy Hills Specific Plan Phase 1.

Impact 4.8-6: The proposed retention basins could attract wildlife that is hazardous to aircraft associated with the nearby Tracy Municipal Airport.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on page 4.8-52, and page 4.8-57, of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the retention ponds associated with Specific Plan Development would be subject to regulation by the Federal Aviation Administration. They would be designed for a maximum 48-hour detention period after the design storm and remain completely dry between storms. City regulations require that basins shall be designed to be empty of the water within 10 calendar days. Regardless, the presence of wildlife at the basins would represent a hazard to aircraft, and the impact would be significant.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measures 4.8-6, and further finds that the changes or alterations in the Project or the requirement to impose the mitigations as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigations are appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.8-6 would reduce the environmental effects associated with Impact 4.8-6 to less-than-significant levels. This mitigation measure, as set forth in the Draft SEIR at page 4.8-57, and in the attached MMRP, would require that the retention basins be designed and constructed in accordance with Federal Avian Administration Advisory Circular No. 150/5200-33B to control hazardous wildlife. If the basin does not draw down within 48 hours of a design storm, the Project Applicant shall fund the use of physical barriers. In addition, all vegetation in and around the basins that provide food or cover for hazardous wildlife would be eliminated.

Impact 4.8-7: Implementation of the Project may conflict with the adopted emergency response plan and emergency evacuation plan.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on page 4.8-53, and page 4.8-58, of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the Citywide Public Safety Plan (CPSMP) was prepared by the City to guide the planning and implementation of public safety facilities. Without mitigation, the project could conflict with this plan or General Plan Public Facilities Element Objectives and policies to provide fire and emergency response services. The impact would be significant.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measures 4.12-1, 4.12-2, and 4.12-3, and further finds that the changes or alterations in the Project or the requirement to impose the mitigations as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigations are appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measures 4.12-1, 4.12-2, and 4.12-3 would reduce the environmental effects associated with Impact 4.8-7 to less-than-significant levels. These mitigation measures, as set forth in the Draft SEIR at page 4.12-47, and in the attached MMRP, would require that the project Applicants pay applicable impact fees, which ensure payment of a proportionate share toward planned public service law enforcement and fire protection facilities, as well as provide emergency vehicle access from Lammers Road and a new fire station.

Impact 4.8-8: Implementation of the THSP Project may expose structures adjacent to undeveloped areas to a risk of wildland fires.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on page 4.8-53, and page 4.8-58, of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the southern portion of the Project area would be susceptible to grass or range land fire. Without mitigation, there is no assurance that grass and brush within 100 feet of structures would be mowed or otherwise maintained, which could fuel a fire. The impact would be significant.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measures 4.8-8a, 4.8-8b, and 4.8-8c, and further finds that the changes or alterations in the Project or the requirement to impose the mitigations as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigations are appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measures 4.8-8a, 4.8-8b, and 4.8-8c would reduce the environmental effects associated with Impact 4.8-8 to less-than-significant levels. These mitigation measures, as set forth in the Draft SEIR at page 4.8-58, and in the attached

MMRP, would require a 100-foot firebreak between developed areas and any land that is covered with flammable material, provision of fire department access to all easement corridors, and inclusion of measures to withstand fires for all buildings located on the south side of I-580 and immediately adjacent to conservation easements.

Impact 4.9-1: Implementation of the Project would result in a significant impact to downstream surface water quality during construction.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on Draft SEIR pages 4.9-26 through 4.9-27 and 4.9-30 through 4.9-31, and in the Final SEIR Responses to Comments, the project would increase erosion and sedimentation through the removal of vegetation during construction. Applicants would be required to prepare a Stormwater Pollution and Prevention Plan (SWPPP), and each lot would be required to comply with the National Pollutant Discharge Elimination System (NPDES) General Permit for Storm Water Discharges Associated with Construction Activity. Regardless, impacts would be significant without mitigation.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measures 4.9-1a and 4.9-1b, and further finds that the changes or alterations in the Project or the requirement to impose the mitigations as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigations are appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measures 4.9-1a and 4.9-1b would reduce the environmental effects associated with Impact 4.9-1 to less-than-significant levels. These mitigation measures, as set forth in the Draft SEIR at pages 4.9-30 through 4.9-31, require that the Project Applicants demonstrate to the City of Tracy compliance with the NPDES Permit and preparation of the SWPPP, and submittal of the SWPPP to the City Engineer and the Regional Water Quality Control Board for review and approval.

Impact 4.9-2: Implementation of the Project would result in substantial erosion or sedimentation on- and off-site with the alteration of existing drainage patterns.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on Draft SEIR page 4.9-27 and 4.9-31, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the Project would result in an increase flow rates and volumes of runoff with an increase in impervious surfaces. Most of the existing on-site drainage infrastructure would be replaced pursuant to the Storm Drain Infrastructure Plan (SDMP). The Project would be required to implement post-construction best management practices described in the SDMP. Without mitigation, impacts would be significant.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or

avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measure 4.9-2, and further finds that the changes or alterations in the Project or the requirement to impose the mitigations as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigations are appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.9-2 would reduce the environmental effects associated with Impact 4.9-2 to less-than-significant levels. This mitigation measure, as set forth in the Draft SEIR at page 4.9-31 and in the attached MMRP, requires that all Project Applicants submit and obtain City approval of a drainage plan for on-site post-construction best management practice drainage improvements consistent with the SDMP. After approval, Applicants shall construct the drainage improvements in accordance with the timing described in the SDMP.

Impact 4.9-3: Implementation of the Project would provide substantial additional sources of polluted runoff during operation of the Project.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on Draft SEIR pages 4.9-28 through 4.9-29 and 4.9-31 through 4.9-32, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the Project would result in the construction of storm water drainage improvements to accommodate the projected runoff from the project area. The uses and facilities allowed in the Project area may generate, store, use, distribute, and dispose of hazardous materials. The Project would also introduce water pollutants as a result of development of roadways, buildings, parking areas, sidewalks, and landscaping. The impact would be significant.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measures 4.9-1a, 4.9-1b, 4.9-2, and 4.9-3, and further finds that the changes or alterations in the Project or the requirement to impose the mitigations as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigations are appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measures 4.9-1a, 4.9-1b, 4.9-2, and 4.9-3 would reduce the environmental effects associated with Impact 4.9-3 to less-than-significant levels. These mitigation measures, as set forth in the Draft SEIR at pages 4.9-30 through 4.9-32 and in the attached MMRP, require that Project Applicants:

- demonstrate to the City of Tracy compliance with the NPDES Permit and preparation of the SWPPP, and submittal of the SWPPP to the City Engineer and the Regional Water Quality Control Board for review and approval;
- submit and obtain City approval of a drainage plan for on-site post-construction best management practice drainage improvements consistent with the SDMP; and
- implement sound Integrated Pest Management principles and practices, as well as corporate with the City to create a public education program to increase business owners' understanding of water quality protection.

Impact 4.9-4: Implementation of the Project could place structures within a 100-Year Flood Hazard Area.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on Draft SEIR pages 4.9-29 and 4.9-32, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, a small portion of the Project is located in the 100-year and 500-year floodplains for Corral Hollow Creek, and General Highway Commercial land uses would encroach into the 100-year floodplain. The impact would be significant.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measure 4.9-4, and further finds that the changes or alterations in the Project or the requirement to impose the mitigations as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigations are appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.9-4 would reduce the environmental effects associated with Impact 4.9-4 to less-than-significant levels. This mitigation measure, as set forth in the Draft SEIR at page 4.9-32 and in the attached MMRP, provides that all Project Applicants within the 100-year floodplain submit and obtain approval of grading and building plans that demonstrate the building's finished floor elevations a minimum of 1 foot above the 100-year flood elevation for Corral Hollow Creek, and meet the requirements to withstand a 200-year flood per the Urban Level of Flood Protection (ULOP) criteria.

Impact 4.10-1: The Project may result in a conflict with the existing provisions of the 2009 San Joaquin Airport Land Use Compatibility Plan (ALUCP), or the ALUCP in effect at the time of future Project Applicant submissions.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on Draft SEIR pages 4.10-15 through 4.10-17, and page 4.10-22, and in the Final SEIR Responses to Comments, a portion of the Project Area is located within the Tracy Municipal Airport Compatibility Zones, which creates the potential to result in a significant impact because allowable land uses within the M-1 Light Industrial Designation would be incompatible with the uses permitted in the ALUCP Inner Approach/Departure Zone 2 and the Inner Turning Zone 3.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measure 4.10-1, and further finds that the changes or alterations in the Project or the requirement to impose the mitigations as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigations are appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.10-1 would reduce the environmental effects associated with Impact 4.10-1 to less-than-significant levels. This mitigation measure, as set forth in the Draft SEIR at page 4.10-22 and in the attached MMRP, requires that all tentative maps within the THSP conform to the provisions of the 2009 ALUCP (or the ALUCP in effect at the time of Project Applicant submissions).

Impact 4.11-1: Grading and construction on the Project site could result in potentially significant temporary noise and/or vibration impact to nearby noise sensitive receptors.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on Draft SEIR pages 4.11-14 through 4.11-19 and 4.11-33, and in the Final SEIR Responses to Comments, construction-related noise would be generated by heavy-duty trucks, backhoes, bulldozers, excavators, front-end loaders, scrapers, and other construction equipment, which would expose existing and future sensitive receptors to excessive construction noise. The noise impact would be significant. Vibration impacts would be less than significant.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guideline Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measure 4.11-1, and further finds that the changes or alterations in the Project or the requirement to impose the mitigations as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigations are appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.11-1 would reduce the environmental effects associated with Impact 4.11-1 to less-than-significant levels. This mitigation measure, as set forth in the Draft SEIR on page 4.11-33 and in the attached Mitigation and Monitoring Reporting Program, requires that prior to issuance of demolition permits or ground-disturbing activities, the Contractor shall demonstrate to the satisfaction of the City of Tracy Engineering and Building Divisions that:

- construction contracts specify that all construction equipment be equipped with mufflers and other required noise-attenuation devices,
- adjacent property occupants receive adequate notice of commencement of each phase of construction,
- a noise disturbance coordinator would be present on-site during construction activities
- equipment shall be placed such that emitted noise is directed away from sensitive receptors, and
- construction activities shall occur between 7:00 a.m. and 10:00 p.m. daily

Impact 4.12-1: Result in potentially significant adverse physical impacts associated with the provision of new or physically altered fire protection facilities, or result in the need for new or physically altered fire protection facilities, the construction of which could cause significant environmental impacts, in order to maintain acceptable service ratios, response times, or other performance objectives.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on Draft SEIR pages 4.12-36 through 4.12-37 and 4.12-47, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the Citywide Public Safety Master Plan (CPSMP) calls for construction of two new fire stations within the Project area. Once implemented, these stations would be adequately equipped to provide fire protection services for buildout of the project. Therefore, individual projects must pay their fair share toward these facilities, and the impact would be significant.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measures 4.12-1 through 4.12-3, and further finds that the change or alteration in the Project or the requirement to impose the mitigation as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigation is appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measures 4.12-1 through 4.12-3 would reduce the environmental effects associated with Impact 4.12-1 to less-than-significant levels. These mitigation measures, as set forth in the Draft SEIR at page 4.12-47 and in the attached Mitigation and Monitoring Reporting Program, require that:

- Project applicants pay applicable development impact fees,
- Prior to issuance of the first building permit, developers construct an all-weather emergency vehicle access to all points of the Project site from Lammers Road, and
- Prior to the final inspection or certificate of occupancy for the 289th house within Tracy Hills, a fire station and all related equipment shall be constructed and operational in accordance with the Citywide Public Safety Master Plan.

Impact 4.12-2: Result in potentially significant adverse physical impacts associated with the provision of new or physically altered law enforcement facilities, or result in the need for new or physically altered law enforcement facilities, the construction of which could cause significant environmental impacts, in order to maintain acceptable service ratios, response times, or other performance objectives.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on Draft SEIR pages 4.12-37 and 4.12-48, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the Citywide Public Safety Master Plan (CPSMP) calls for construction of a new police substation closer to the Project area, as well as a service center which would provide the City with comprehensive police services through buildout. Individual projects must pay their fair share toward these facilities, and the impact would be significant.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measures 4.12-4a and 4.12-5b, and further finds that the

change or alteration in the Project or the requirement to impose the mitigation as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigation is appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measures 4.12-4a and 4.12-5b would reduce the environmental effects associated with Impact 4.12-2 to less-than-significant levels. These mitigation measures, as set forth in the Draft SEIR at page 4.12-48 and in the attached Mitigation and Monitoring Reporting Program, require that:

- Project applicants for individual projects consult with the Tracy Police Department during preliminary stages of site design review through the City's development review process, and
- Project applicants shall be required to pay the applicable development impact fee.

Impact 4.12-3: Require or result in the construction of new water facilities or the expansion of existing facilities, the construction of which could cause potentially significant environmental effects.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on Draft SEIR pages 4.12-39 through 4.12-43 and 4.12-48, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the Project would result in potable water demand of 3,730 acre-feet per year (afy), plus recycled water demand of 1,970 afy. According to the Water Supply Assessment (WSA) prepared for the Project, existing and planned water supply would be sufficient to meet water demand for any hydrologic conditions to the year 2035. The project would have a potentially significant impact due to the need for infrastructure improvements, which were evaluated and mitigated through the environmental review process for the Water System Master Plan (WSMP). To avoid additional impacts and ensure construction, the project shall be required to pay appropriate development fees. Without payment of fees, impacts would be significant.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measure 4.12-6, and further finds that the change or alteration in the Project or the requirement to impose the mitigation as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigation is appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.12-6 would reduce the environmental effects associated with Impact 4.12-3 to less-than-significant levels. This mitigation measure, as set forth in the Draft SEIR at page 4.12-48 and in the attached Mitigation and Monitoring Reporting Program, requires that developers of subsequent phases of the Project (beyond Phase 1a) will be required to prepare an SB 221 analysis for each phase. SB 221 states that approval by a city or county of certain residential subdivisions requires an affirmative written verification of sufficient water supply.

Impact 4.12-5: Generate demand for wastewater treatment capacity that is currently not available and thus potentially significant.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on Draft SEIR pages 4.12-43 through 4.12-44 and 4.12-49, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the Project would generate wastewater that would be conveyed via new off-site improvements from a gravity pump station located within Phase 1a. These off-site improvements have been evaluated under separate environmental review. Similarly, increased treatment capacity at the Wastewater Treatment Plan would be required and has been evaluated under separate environmental review. To avoid additional impacts and ensure construction of necessary facilities, the project shall be required to pay appropriate development fees. Without payment of fees, impacts would be significant.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measures 4.12-7a and 4.12-8b, and further finds that the change or alteration in the Project or the requirement to impose the mitigation as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigation is appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measures 4.12-7a and 4.12-8b would reduce the environmental effects associated with Impact 4.12-5 to less-than-significant levels. These mitigation measures, as set forth in the Draft SEIR at page 4.12-49 and in the attached Mitigation and Monitoring Reporting Program, requires that the City shall review flow monitoring as part of the development process for each individual site-specific development, at the applicant's cost, to determine available capacity. If capacity is inadequate, then improvements as identified in the Master Plan must be constructed, subject to applicable credit and/or reimbursement provisions, as determined by the City. The developer of the individual sites shall pay the applicable development impact fees prior to the issuance of first certificate of occupancy.

Impact 4.13-5a: Development within the THSP Project would add traffic on the existing roadway network and would potentially impact the following existing intersections.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.13-77 through 4.13-94, and 4-13-176 through 4.13-181 of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, development of the Project through 2035 would add traffic to existing intersections and would degrade Levels of Service (LOS) at the following intersections below acceptable LOS standards: Intersections #1, #2, #3, #4, #5, #7, #9, #10, #14, #23, #36. This is a significant impact.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guideline Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measure 4.13-5a, and further finds that the changes or alterations in the Project or the requirement to impose the mitigation as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigation is appropriate and feasible.

Facts in Support of Findings

The City finds that implementation of Mitigation Measure 4.13-5a would reduce the significant impacts to Intersections #3, #7, #9, #23, and #36, as described under Impact 4.13-5a, to less-than-significant levels. Impacts to Intersections #1, #2, #4, #5, #10, and #14 cannot be reduced to less-than-significant levels, and are addressed by separate findings below. Mitigation Measure 4.13-5a (as it relates to Intersections #3, #7, #9, #23, and #36) as set forth in the Draft SEIR at page 4.13-176 through 4.13-180 and in the attached MMRP, is as follows:

> As shown in Table 4.13-20, *Existing Plus Project 2035 Intersection Delay & LOS Mitigations,* the following mitigations are required to obtain acceptable LOS based on development of the Project as assumed for year 2035. Triggers based on the volume of traffic generated by the Project in year 2035 are identified in Table 4.13-68 at the end of the chapter:
>
> - Intersection #3 (Corral Hollow Road /Spine Road) – Signalize the intersection and improve the northbound approach to include a northbound left-turn lane, two northbound through lanes, and a northbound right-turn lane. The southbound approach shall include two southbound left-turn lanes, two southbound through lanes, and a southbound right-turn lane. The eastbound approach shall include an eastbound left-turn lane, an eastbound through lane, and an eastbound right-turn lane. The westbound approach shall include two westbound left-turn lanes, a westbound through lane, and a westbound right-turn lane. The construction of Corral Hollow's approaches to four through lanes is within the scope of improvements identified in the adopted TMP, while Spine Road and the north and southbound turn lanes into the Project site from Corral Hollow Road are not, and thus, are the responsibility of the Applicant. If the Applicant chooses to also construct the Lammers Road Interchange, the mitigation decreases as follows: Construct the northbound approach to include a northbound right turn lane, a northbound through lane and a shared northbound through/right-turn lane. Construct the southbound approach to include a southbound left-turn lane, two southbound through lanes, and a southbound right-turn lane. The westbound approach shall be constructed to include a westbound left-turn lane, a westbound through lane, and a westbound right-turn lane. No decreased mitigations would be triggered for the eastbound approach. Either of these options will fully mitigate the impact. The intersection shall be improved at the issuance of the first building permit.
>
> - Intersection #7 (Corral Hollow Road / Valpico Road) – Signalize the intersection and reconstruct the southbound, eastbound, and westbound approaches to each include a left-turn lane and a shared through/right-turn lane. Reconstruct the northbound approach to include one left-turn lane, one through lane, and one right-turn lane. The improvement for widening Corral Hollow Road is a TMP improvement, is currently being planned and shall be funded by the City TIF. With implementation of the Corral Hollow Road/Valpico Road widening project, the impact would be fully mitigated.
>
> - Intersection #9 (Corral Hollow Road / New Schulte Road) - Reconstruct the westbound approach to include a westbound left-turn lane, one westbound through lane and right turn lane, and one westbound right-turn lane. The northbound, southbound, and eastbound approaches are to remain as they are in Existing Conditions. The City has an approved and funded CIP project that would add the westbound right turn lane. With implementation of the right turn lane, the impact would be fully mitigated.

- Intersection #23 (Internal Intersection along S. Tracy Hills Road) – Signalize the intersection and construct the northbound approach to include a shared northbound through/left-turn lane and a channelized northbound right-turn lane. The southbound approach shall include dual southbound left-turn lanes and a shared southbound through/right turn lane. The eastbound approach shall include an eastbound left-turn lane and a shared eastbound through/right-turn lane. The westbound approach shall include a westbound left-turn lane, two westbound through lanes, and a westbound right-turn lane. This improvement is the responsibility of the Applicant and shall be implemented at the time this area and roadways develop, and before the first building permit for this area is issued.

- Intersection #36 (Corral Hollow Road / Tennis Lane) – Construct a median along Corral Hollow Road and allow only left –in's and right-in-right-out turns on both approaches of Tennis Lane. This improvement shall be added to the City TMP and TIF. The Project will have no impact after implementation of this improvement. The City shall implement this improvement.

Impact 4.13-7a: Development within the THSP would result in additional traffic on the City-wide roadway network and would result in cumulatively considerable impacts to intersections under the Cumulative Plus Project 2035 scenario.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analyses contained in pages 4.13-119 through 4.13-133, and pages 4.13-184 and 4.13-185 Draft SEIR, and in the Final SEIR Responses to Comments, incorporated herein by reference, the Project would add traffic to the roadway network, deteriorating some intersections below their jurisdictional standard. The THSP would contribute to significant impacts.

Findings
The City finds that the aforementioned impacts are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that such impacts are significant and unavoidable. The City finds that it has adopted all feasible mitigation and, to this end, the City finds that Mitigation Measures 4.13-7a, is feasible, is within the jurisdiction of the City to require, is hereby adopted, and would reduce potential impacts under Impact 4.13-7a, but not to a level of insignificance. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.13-7a would reduce the significant impacts to Intersection #36, as described under Impact 4.13-7a, to less-than-significant levels. Impacts to Intersection #35 cannot be reduced to less-than-significant levels, and are addressed by separate findings below. Mitigation Measure 4.13-7a (as it relates to Intersection #36) as set forth in the Draft SEIR at page 4.13-184 through 4.13-185 and in the attached MMRP, is as follows:

> Intersection #36 (Corral Hollow Road / Tennis Lane) – Signalize the intersection or construct a median along Corral Hollow Road and allow only left-ins and right-in-right-out turns on both approaches of Tennis Lane. This improvement shall be added to the City TMP and TIF. The Project will have no impact after implementation of this improvement. The City will implement the improvement as part of their CIP program.

Impact 4.13-8d: Buildout of the THSP Project would trigger individual roadway and intersection improvements. This is a significant impact.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on Draft SEIR page 4.13-87 and 4.13-187 and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, detailed trigger analysis for every intersection and roadway segment is highly speculative for future phases, beyond Phase 1a. Therefore, the timing of future improvements to reduce traffic effects is currently unknown. This would be a significant impact.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guideline Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measure 4.13-8d, and further finds that the changes or alterations in the Project or the requirement to impose the mitigation as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigation is appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.13-8d would reduce the significant impacts to less-than-significant levels. Mitigation Measure 4.13-8d, as set forth in the Draft SEIR at page 4.13-187 and in the attached MMRP, requires that as future Vesting Tentative Map applications are submitted to the City for review, the Project Applicant shall prepare site-specific traffic assignments to determine triggers warranting improvements as identified in the transportation master plan (TMP) and in the Environmental Impact Report (EIR).

Impact 4.13-14a: Development within the THSP Project would add traffic on the existing roadway network and would potentially impact the existing intersections.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.13-193 through 4.13-215, and 4-13-217 through 4.13-218 of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, development of Phase 1a of the Project would add traffic to existing intersections and would degrade Levels of Service (LOS) at the following intersections below acceptable LOS standards: Intersections #1, #3, #4, #5, #7, #13, and #14. This is a significant impact.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guideline Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measure 4.13-14a, and further finds that the changes or alterations in the Project or the requirement to impose the mitigation as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigation is appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.13-14a would reduce the significant impacts to Intersection #7, as described under Impact 4.13-14a, to less-than-significant levels. Impacts to Intersections #1, #3, #4, #5, #13, and #14 cannot be reduced to less-than-significant levels, and are addressed by separate findings below. Mitigation Measure 4.13-14a (as it relates to Intersection #7) as set forth in the Draft SEIR at pages 4.13-217 through 4.13-218 and in the attached MMRP, is as follows:

> As shown in Table 4.13-60, *Existing Plus Phase 1a Intersection Delay & LOS Mitigations* the following mitigations are required to be installed by the Project Applicant, triggers are identified in Table 4.13-68 at the end of the chapter:
>
> - Intersection #7 (Corral Hollow Road / Valpico Road) – Signalize the intersection and reconstruct the southbound, eastbound, and westbound approaches to include a left-turn lane and a shared through/right-turn lane. Reconstruct the northbound approach to include one northbound left-turn lane, one northbound through lane, and one northbound right-turn lane. This improvement is a TMP improvement and shall be partially funded by the City TIF. The City has funding for the expansion of Corral Hollow Road to four lanes from Parkside Drive to Linne Road, including the improvement and signalization of the Valpico Road/Corral Hollow Road intersection. The City is proceeding and currently in the planning stage of the expansion and signalization project and expects to begin construction in 2016/2017. With anticipated road expansion and installation of the signal, the Project will have no additional impact at this intersection and thus the Applicant is not responsible for this mitigation.

Impact 4.13-14b: Development within the THSP Project would add traffic on the existing roadway network and potentially impact the roadway segments.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on Draft SEIR page 4.13-211 and 4.13-219 and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the Project-generated traffic under the Existing Plus Phase 1a scenario would increase volume-to-capacity (V/C) ratios to greater than 0.89 along Corral Hollow Road. This would be a significant impact.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guideline Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measure 4.13-14b, and further finds that the changes or alterations in the Project or the requirement to impose the mitigation as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigation is appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.13-14b would reduce the significant impacts to less-than-significant levels. Mitigation Measure 4.13-14b, as set forth in the Draft SEIR at page 4.13-219 and in the attached MMRP, requires that the Applicant shall coordinate with the City Engineer to fund and implement the overlay of the existing two lanes of Corral Hollow Road between I-580 and Linne Road. Turn lanes shall be provided at the intersection of Corral Hollow Road and Spine Road. The overlay must be complete prior to issuance of the first building permit or final inspection permit of the first model homes.

Impact 4.13-14d: Development within the Phase 1a THSP Project would add traffic on the existing Phase 1a street network and potentially impact the streets surrounding the project site.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on Draft SEIR pages 4.13-193 through 4.13-194, and 4.13-219 through 4.13-220, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, in the Existing Plus Phase 1a scenario, in the school PM, parents queueing prior to the bell ringing could result in more than the space for 40 cars that could be accommodated in on-site storage. Cars at the school site may spill over onto streets surrounding the school and block access to local residents. This would be a potentially significant impact.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guideline Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measure 4.13-14d, and further finds that the changes or alterations in the Project or the requirement to impose the mitigation as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigation is appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.13-14d would reduce the significant impacts to less-than-significant levels. Mitigation Measure 4.13-14d, as set forth in the Draft SEIR at page 4.13-220 and in the attached MMRP, requires that the Applicant shall provide roadways to the school that meet acceptable on- and off-site storage for drop-off/pickup queueing per the City Engineer Standard Plans and requirements and / or tentative map, safety considerations, vehicular circulation, and bike and pedestrian access.

Impact 4.13-15d: Development of the THSP Phase 1a School and Interim School Site would add traffic to the Phase 1a roadway network and potentially impact operations and safety of pedestrians, cyclists, and vehicles on adjacent roadway facilities.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on Draft SEIR pages 4.13-222 through 4.13-223, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the street layout identified on the Phase 1a Tentative Map and adjacent to the proposed school site may limit efficient and safe mobility for parents and students through misaligned driveways, placement of a modular building in a location designated for a Business Park. This would be a potentially significant impact.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guideline Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measure 4.13-15d, and further finds that the changes or alterations in the Project or the requirement to impose the mitigation as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigation is appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.13-15d would reduce the significant impacts to less-than-significant levels. Mitigation Measure 4.13-15d, as set forth in the Draft SEIR at page 4.13-223 and in the attached MMRP, requires that the Applicant shall provide roadways to the school that meet acceptable on- and off-site storage for drop-off/pickup queueing per the City Engineer Standard Plans and requirements and / or tentative map. Prior to Tentative Map approval and/or when the first student from Phase 1a attends either school, the Project Applicant shall demonstrate to the satisfaction of the City Engineer that:

- School driveways are located directly opposite proposed streets entering the residential neighborhood,
- Pedestrian and Class I bicycle and pedestrian paths are provided,
- The Safe Routes to School Program is initiated, funded, and developed by the Applicant when the school district applies for an encroachment permit at the City, and
- The Project Applicant shall fund the development of a Traffic Management Plan that will be prepared by the City Engineer, the Police Department, and the Jefferson School District for interim conditions. The Traffic Management Plan shall be implemented when the temporary school building opens up for attendance.

Impact 4.13-15e: Development of the temporary off-site school for 450 students would add traffic to the City roadway network and potentially impact safety and operations on the adjacent roadway facilities.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on Draft SEIR pages 4.13-223 through 4.13-224, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, for the interim conditions, traffic operations at the Tom Hawkins Elementary School are expected to deteriorate with the addition of 450 students, and operations for pick-up and drop-off would be impacted. This would be a potentially significant impact.

Findings
As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guideline Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measure 4.13-15e, and further finds that the changes or alterations in the Project or the requirement to impose the mitigation as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigation is appropriate and feasible.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.13-15e would reduce the significant impacts to less-than-significant levels. Mitigation Measure 4.13-15e, as set forth in the Draft SEIR at page 4.13-224 and in the attached MMRP, requires that the City work with the elementary school and Jefferson School District to develop a Traffic Management Plan for interim conditions. The Applicant shall fund the development of the plan for $20,000. The plan will be developed by the City Engineer, the Police Department, and the elementary school and school district. The Traffic Management Plan shall be implemented when the first student from the Phase 1a area attends the elementary school.

Impact 4.13-15f: Development of the temporary on-site school would add traffic onto the Phase 1a roadway network and potentially impact the roadway facilities.

Significant Impact

As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on Draft SEIR page 4.13-224, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the operation of the interim modular school building where the Business Park would be located would impact traffic operations for pick-up and drop-off. The impact would be significant.

Findings

As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guideline Section 15091(a)(1), the City finds that changes or alterations have been required herein, incorporated into the Project, or required as a condition of Project approval, which mitigate or avoid the significant environmental impact listed above, and as identified in the Final SEIR. The City hereby adopts Mitigation Measure 4.13-15f, and further finds that the changes or alterations in the Project or the requirement to impose the mitigation as a condition of Project approval is within the jurisdiction of the City to require, and that the mitigation is appropriate and feasible.

Facts in Support of Findings

The City finds that implementation of Mitigation Measure 4.13-15f would reduce the significant impacts to less-than-significant levels. Mitigation Measure 4.13-15f, as set forth in the Draft SEIR at page 4.13-224 and in the attached MMRP, requires that the Applicant fund the development of a Traffic Management Plan for interim conditions. The City Engineer, the Police Department, and the school district shall develop the Traffic Management Plan. The Traffic Management Plan shall be inclusive of the determination of the modular school at the Business Park location.

B. FINDINGS ASSOCIATED WITH SIGNIFICANT AND UNAVOIDABLE IMPACTS

As authorized by Public Resources Code Section 21081(a)(1) and CEQA Guidelines Sections 15091 and 15092, the Final SEIR is required to identify the significant impacts that cannot be reduced to a less-than-significant level through mitigation measures. Based upon the Final SEIR, public comments, and the entire record before the City Council, the City Council finds that the Project will cause the following significant and unavoidable impacts after the implementation of mitigation measures with respect to the impacts identified below. As explained in the Statement of Overriding Considerations (attached Exhibit C), these effects are considered to be acceptable when balanced against the economic, legal, social, technological, and/or other benefits of the Project.

Impact 4.1-1: The Project would substantially alter the visual character of the site, including views to, from and across the Project Area, resulting in a significant impact to scenic vistas.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.1-17 through 4.1.19 of the Draft SEIR and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, development of the Project would involve an overall change to the visual aspect of and views from, to, and across the approximately 2,732-acre Specific Plan Area. These public views — while of features and vistas not identified in the City's General Plan as significant scenic vistas — are treated by the City generally as important assets. Therefore, given the scope and nature of the Project, there would be a significant impact.

Findings
The City finds that the impacts on scenic vistas are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that impacts on scenic vistas are significant and unavoidable. The City finds that the Specific Plan contains numerous design and landscaping requirements that would reduce potential impacts under Impact 4.1-1, but not to a level of insignificance. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
As set forth on page 4.1-19 of the Draft SEIR, the Specific Plan contains numerous design and landscaping standards which have been implemented in the Phase 1a Vesting Tentative Map, and which shall be imposed on individual, site-specific developments under the Specific Plan. The City finds that the design and landscaping standards contained in the THSP would lessen the environmental effects identified in Impact 4.1-1. For example, the Specific Plan requires 100-foot setbacks along I-580 that would assist in preserving views. Sign design standards and landscaping requirements would regulate overall view obstruction.

These design and landscaping requirements would not, however, reduce Impact 4.1-1 to a less-than-significant level. The only way to eliminate potentially significant impacts would be to preserve existing agricultural and other non-urban uses within the Specific Plan Area. As there is no feasible mitigation to reduce impacts to scenic vistas, this impact remains significant and unavoidable. This impact is overridden, though, by the public benefits as set forth in the Statement of Overriding Considerations (Exhibit C).

Impact 4.1-2: The Project would substantially alter the existing scenic resources by adding new development directly adjacent to a State-designated route, which would be a significant impact.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.1-17, 4.1-18, and 4.1-20 of the Draft SEIR and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, some of the Specific Plan Area is within the viewsheds of Interstate 580, a State-designated scenic highway, and Corral Hollow Road, scenic road designated in the 1978 San Joaquin County General Plan. The views from Interstate 580 to the Specific Plan Area would be directly impacted due to adjacent development under the Project. Therefore, would have the potential to adversely affect a State-designated route. This would be a significant impact.

Findings
The City finds that the impacts on viewsheds are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that impacts on viewsheds are significant and unavoidable. The City finds that the Specific Plan contains numerous design and landscaping requirements that would reduce potential impacts under Impact 4.1-2, but not to a level of insignificance. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
As set forth on page 4.1-20 of the Draft SEIR the Specific Plan contains numerous design and landscaping standards which have been implemented in the Phase 1a Vesting Tentative Map, and which shall be imposed on individual, site-specific developments under the Specific Plan. The City finds that the design and landscaping standards contained in the THSP would lessen the environmental effects identified in Impact 4.1-2. For example, the Specific Plan requires 100-foot setbacks along I-580 that would assist in preserving views and screening development.

However, these design and landscaping requirements would not reduce Impact 4.1-2 to a less-than-significant level. The only way to eliminate potentially significant impacts would be to preserve existing agricultural and other non-urban uses within the Specific Plan Area. As there is no feasible mitigation to reduce impacts to scenic resources within a scenic highway, this impact remains significant and unavoidable. This impact is overridden, though, by the public benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.1-3: The Project would bring urban development to a rural and agricultural area, thereby changing its character and resulting in a significant impact.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.1-18 and 4.1-20 of the Draft SEIR and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the Specific Plan Area's character is generally rural and agricultural in nature. The Project would bring a range of urban development (including residential, office, commercial and industrial uses) to the Specific Plan Area. This would be a significant impact.

Findings
The City finds that the impacts regarding visual character are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that impacts regarding visual character are significant and unavoidable. The City finds that the Specific Plan contains numerous design and landscaping requirements that would reduce potential impacts under Impact 4.1-3, but not to

a level of insignificance. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
As set forth on page 4.1-20 of the Draft SEIR the Specific Plan contains numerous design and landscaping requirements, which shall be imposed on individual, site-specific developments under the Specific Plan. The City finds that the design and landscaping requirements contained in the THSP would lessen the environmental effects identified in Impact 4.1-3. For example, proposed development would be designed to establish a sense of place, including the incorporation of public gathering spaces and natural materials.

However, these design and landscaping requirements would not reduce Impact 4.1-3 to a less-than-significant level. The only way to eliminate potentially significant impacts would be to preserve existing agricultural and other non-urban uses within the Specific Plan Area. As there is no feasible mitigation to reduce impacts to visual character, this impact remains significant and unavoidable. This impact is overridden, though, by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.1-5: The Project would change the visual aspect of and views from, to, and across the Project Area, add new development to viewsheds, and bring urban development to a rural and agricultural area, resulting in cumulatively considerable contributions to significant impacts on scenic vistas, scenic resources within a State scenic highway, and visual character.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained in Chapter 4.1 of the Draft SEIR and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, and as discussed above in findings related to Impacts 4.1-1, 4.1-2, and 4.1-3, the Project would have significant and unavoidable impacts to scenic vistas, viewsheds, and visual character within and near the Specific Plan Area, and these impacts would constitute considerable contributions to a significant cumulative impact.

Findings
The City finds that the significant and unavoidable aesthetic impacts are considerable contributions to a significant cumulative impact, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that impacts regarding visual character are significant and unavoidable. The City finds that it has adopted all feasible mitigation and, to this end, the City finds that Mitigation Measure 4.1-5, as set forth in the Draft SEIR at page 4.1-21 and in the attached MMRP, is feasible, is within the jurisdiction of the City to require, is hereby adopted, and would reduce potential impacts under Impact 4.1-5, but not to a level of insignificance. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
As set forth on page 4.1-21 of the Draft SEIR, the Specific Plan contains numerous design and landscaping requirements, which shall be imposed on individual, site-specific developments under the Specific Plan. The City finds that the design and landscaping requirements contained in the THSP would lessen the environmental effects identified in Impact 4.1-5.

However, these design and landscaping requirements would not reduce Impact 4.1-5 to a less-than-significant level. The only way to eliminate potentially significant impacts would be to preserve existing agricultural and other non-urban uses within the Specific Plan Area. As there is no feasible mitigation to reduce impacts to scenic vistas, this impact remains

significant and unavoidable. This impact is overridden, though, by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.2-1: Implementation of the Project would result in the conversion of 25 acres of Prime Farmland, approximately 2,200 acres of Farmland of Local Importance and approximately 500 acres of Grazing Land.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.2-9 through 4.2-11 of the Draft SEIR and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, development of the Project would entail the conversion of the entire Specific Plan Area from agricultural uses to urban uses, which includes the conversion of approximately 25 acres of Prime Farmland as well as approximately 2,700 acres of other farmland. This would be a significant impact.

Findings
The City finds that the impacts to Prime and Important Farmland are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that impacts regarding farmland are significant and unavoidable. The City finds that it has adopted all feasible mitigation and, to this end, the City finds that Mitigation Measure 4.2-1, as set forth in the Draft SEIR at page 4.2-11 and in the attached MMRP, is feasible, is within the jurisdiction of the City to require, is hereby adopted, and would reduce potential impacts under Impact 4.2-1, but not to a level of insignificance. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
Mitigation Measure 4.2-1, as set forth on page 4.2-11 of the Draft SEIR and in the attached MMRP, provides that, as part of the development process for each individual site-specific development project under the Specific Plan, the applicable agricultural mitigation fee for each acre of Prime Farmland and actively farmed Farmland of Local Importance to be developed shall be paid. The fees shall be collected by the City at the time that building permits are issued for such site-specific development project, or as otherwise required by City. In addition, for the portion of Farmland of Local Importance historically utilized as grazing land, the Project established a conservation easement to ensure that more than 3,500 acres of grazing land would be preserved in perpetuity. The recording of this conservation easement has been identified as Project Design Feature and been implemented.

However, the payment of fees and the conservation easement would not reduce Impact 4.2-1 to a less-than-significant level. The only way to eliminate potentially significant impacts would be to preserve existing agricultural uses within the Specific Plan Area. As there is no feasible mitigation to reduce impacts to Prime and Important Farmland, this impact remains significant and unavoidable. This impact is overridden, though, by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.2-3: Development of the Project, together with other cumulative projects, would result in an incremental reduction in agricultural resources.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.2-10 through 4.2-12 of the Draft SEIR and in the Final SEIR Responses to Comments, which are incorporated herein by

this reference, and as discussed above in findings related to Impact 4.2-1, the Project would have significant impacts to agricultural lands and activities near the Specific Plan Area, and these impacts would constitute considerable contributions to a significant cumulative impact. This would be a significant impact.

Findings
The City finds that Impacts 4.1-1 and 4.2-2 are considerable contributions to a significant cumulative impact, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that impacts regarding agricultural resources are significant and unavoidable. The City finds that it has adopted all feasible mitigation and, to this end, the City finds that Mitigation Measure 4.2-3, as set forth in the Draft SEIR at page 4.2-12 and in the attached MMRP, is feasible, is within the jurisdiction of the City to require, is hereby adopted, and would reduce potential impacts under Impact 4.2-3, but not to a level of insignificance. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
Mitigation Measure 4.2-3, as set forth on page 4.2-12 of the Draft SEIR, repeats the requirements of Mitigation Measure 4.2-1, which provides that as part of the development process for each individual site-specific development project under the Specific Plan, the applicable agricultural mitigation fee for each acre of Prime Farmland and actively farmed Farmland of Local Importance to be developed shall be paid. The fees shall be collected by the City at the time that building permits are issued for such site-specific development project, or as otherwise required by City. In addition, for the portion of Farmland of Local Importance historically utilized as grazing land, the Project established a conservation easement to ensure that more than 3,500 acres of grazing land would be preserved in perpetuity. The recording of this conservation easement has been identified as Project Design Feature and been implemented.

However, the payment of fees and use of buffers would not reduce Impact 4.2-3 to a less-than-significant level. The only way to eliminate potentially significant impacts to Prime and Important Farmland would be to preserve existing agricultural uses within the Specific Plan Area. As there is no feasible mitigation to reduce impacts to agricultural resources, this impact remains significant and unavoidable. This impact is overridden, though, by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.3-1: Implementation of the Tracy Hills Specific Plan would result in temporary potentially significant construction-related dust and vehicle emissions.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.3-17 through 4.3-27, and pages 4.3-42 and 4.3-43, of the Draft SEIR and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, Project-related criteria air pollutants were quantified for the Project construction, and the analysis shows the Project would generate a substantial increase in criteria air pollutants of reactive organic gas (ROG) and nitrogen oxides (NO_X) that would exceed significance thresholds set by the San Joaquin Valley Air Pollution Control District's (SJVAPCD's) Guidance for Assessing and Mitigating Air Quality Impacts (GAMAQI). This would be a significant impact.

Findings
The City finds that the impacts related to inconsistencies with SJVAPCD's GAMAQI are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that impacts regarding

inconsistencies with SJVAPCD's GAMAQI are significant and unavoidable. The City finds that it has adopted all feasible mitigation and, to this end, the City finds that Mitigation Measures 4.3-1a, 4.3-1b, and 4.3-1c, as set forth in the Draft SEIR at pages 4.3-42 and 4.3-43 and in the attached MMRP, are feasible, are within the jurisdiction of the City to require, are hereby adopted, and would reduce potential impacts under Impact 4.3-1, but not to a level of insignificance. Though impacts would remain significant and unavoidable after the imposition of all feasible mitigation measures, Impact 4.3-1 is overridden by Project benefits, as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
Mitigation Measures 4.3-1a through 4.3-1c, as set forth on 4.3-42 and 4.3-43 of the Draft SEIR and in the attached MMRP, provide for control of constructed-related fugitive dust emissions through watering or other dust preventions measures, reduction of NO_X emissions through use of equipment with Tier 3 or higher emissions standards, and compliance with SJVAPCD Rule 9510 for indirect emissions sources, respectively. If feasible measures are not available to meet the targets of Rule 9510, Project applicants shall pay an in-lieu fee or coordinate with SJVAPCD to implement a voluntary emission reduction agreement (VERA).

While adoption of feasible mitigation measures would reduce impacts to the extent feasible, emissions of ROG and NO_X would not be reduced below SJVAPCD thresholds. Impact 4.3-1 remains significant and unavoidable. This impact is overridden by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.3-2: The Project would result in potentially significant overall increase in the local and regional pollutant load due to direct impacts from vehicle emissions and indirect impacts from area sources and electricity consumption.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.3-27 through 4.3-30, and page 4.3-44, of the Draft SEIR and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the project would result in exceedances of SJVAPCD thresholds of significance for ROG, NOX, carbon monoxide (CO), and particulate matter (PM_{10}). This would be a significant impact.

Findings
The City finds that the impacts related to exceedances of SJVAPCD's thresholds are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that impacts regarding inconsistencies with SJVAPCD's thresholds are significant and unavoidable. The City finds that it has adopted all feasible mitigation and, to this end, the City finds that Mitigation Measures 4.3-2 and 4.7-1, as set forth in the Draft SEIR at pages 4.3-44 and 4.7-23 through 4.7-24 and in the attached MMRP, are feasible, are within the jurisdiction of the City to require, are hereby adopted, and would reduce potential impacts under Impact 4.3-2, but not to a level of insignificance. Though impacts would remain significant and unavoidable after the imposition of all feasible mitigation measures, Impact 4.3-2 is overridden by Project benefits, as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
Mitigation Measure 4.3-2, as set forth in the Draft SEIR at pages 4.3-44 and in the attached MMRP, requires applicants for individual site-specific developments to demonstrate compliance with SJVAPCD Rule 9510 or implementation of a voluntary emission reduction agreement (VERA). If feasible measures are not available to meet the targets of Rule 9510, Project applicants shall pay an in-lieu fee. Mitigation Measure 4.7-1 at pages 4.7-23 through

4.7-24 and in the attached MMRP, requires that a series of design features are included in the THSP to reduce overall air pollutant emissions, including transportation demand management, energy efficiency, water conservation and efficiency, and solid waste design features.

While adoption of feasible mitigation measures would reduce impacts to the extent feasible, emissions of ROG, NOX, CO, and PM_{10} would not be reduced below SJVAPCD thresholds. As there is no feasible way to mitigate air quality impacts under Impact 4.3-2 to a desired level, this impact remains significant and unavoidable. This impact is overridden, though, by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.3-3: Due to the Project exceedances of SJVACPD's air quality standards, future development projects would not be consistent with the most recent Air Quality Management Plan and therefore is considered a potentially significant impact.

Significant Impact

As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.3-30 through 4.3-31, and page 4.3-44, of the Draft SEIR and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the Project would result in exceedances of SJVAPCD thresholds for criteria pollutants, and it would be inconsistent with the 2013 Ozone Plan and the 2012 $PM_{2.5}$ Plan. This would be a significant impact.

Findings

The THSP is intended to meet the General Plan Goals, objectives, policies and actions, and the amount of new growth facilitated by the Project would be within the range of development planned for the in the City's General Plan. However, as indicated in the General Plan EIR, the General Plan would not be consistent with SJVAPCD's ozone plan, and growth in vehicle miles traveled would exceed what has been identified by the SJVAPCD and the San Joaquin Council of Governments. The City finds that the impacts related to inconsistency with the Air Quality Management Plans are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that impacts regarding inconsistencies with the Air Quality Management Plans are significant and unavoidable. The City finds that it has adopted all feasible mitigation and, to this end, the City finds that Mitigation Measures 4.3-2 and 4.7-1, as set forth in the Draft SEIR at pages 4.3-44 and 4.7-23 through 4.7-24 and in the attached MMRP, are feasible, are within the jurisdiction of the City to require, are hereby adopted, and would reduce potential impacts under Impact 4.3-3, but not to a level of insignificance. Though impacts would remain significant and unavoidable after the imposition of all feasible mitigation measures, Impact 4.3-3 is overridden by Project benefits, as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings

Mitigation Measure 4.3-2, as set forth in the Draft SEIR at pages 4.3-44 and in the attached MMRP, requires applicants for individual site-specific developments to demonstrate compliance with SJVAPCD Rule 9510 or implementation of a voluntary emission reduction agreement (VERA). If feasible measures are not available to meet the targets of Rule 9510, Project applicants shall pay an in-lieu fee. Mitigation Measure 4.7-1 at pages 4.7-23 through 4.7-24 and in the attached MMRP, requires that a series of design features are included in the THSP to reduce overall air pollutant emissions, including transportation demand management, energy efficiency, water conservation and efficiency, and solid waste design features.

While adoption of feasible mitigation measures would reduce impacts to the extent feasible, emissions of criteria pollutant would not be reduced below SJVAPCD thresholds, and the Project would be inconsistent with the 2013 Ozone Plan and the 2012 $PM_{2.5}$ Plan, as well as with anticipated growth by SJCOG and SJVACPD. As there is no feasible way to mitigate air quality impacts under Impact 4.3-3 to a desired level, this impact remains significant and unavoidable. This impact is overridden, though, by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.3-5: Implementation of the Project could result in a potentially significant impact to regional air quality levels on a cumulatively considerable basis.

Significant Impact

As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.3-41 through 4.3-42, and page 4.3-45, of the Draft SEIR and in the Final SEIR Responses to Comments, the GAMAQI states that any project that would individually have a significant air quality impact would also be considered to have a significant cumulative air quality impact. The Project would result in a significant cumulative air quality impact because it would exceed SJVACPD thresholds for ROG, NO_X, CO, PM_{10}, and $PM_{2.5}$. This would be a significant impact.

Findings

Implementation of the THSP would exceed SJVACPD thresholds for ROG, NO_X, CO, PM_{10}, and $PM_{2.5}$, and the City therefore finds that cumulative air quality impacts are significant and unavoidable. The City finds that it has adopted all feasible mitigation and, to this end, the City finds that Mitigation Measures 4.3-1a through 4.3-4b and 4.7-1, as set forth in the Draft SEIR at pages 4.3-42 through 4.3-45, and pages 4.7-23 through 4.7-24, and in the attached MMRP, are feasible, are within the jurisdiction of the City to require, are hereby adopted, and would reduce potential impacts under Impact 4.3-5, but not to a level of insignificance. Though impacts would remain significant and unavoidable after the imposition of all feasible mitigation measures, Impact 4.3-5 is overridden by Project benefits, as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings

Mitigation Measures 4.3-1a through 4.3-1c, as set forth on 4.3-42 and 4.3-43 of the Draft SEIR and in the attached MMRP, provide for control of construction-related fugitive dust emissions through watering or other dust preventions measures, reduction of NO_X emissions through use of equipment with Tier 3 or higher emissions standards, and compliance with SJVAPCD Rule 9510 for indirect emissions sources, respectively. If feasible measures are not available to meet the targets of Rule 9510, Project applicants shall pay an in-lieu fee or coordinate with SJVAPCD to implement a voluntary emission reduction agreement (VERA).

Mitigation Measure 4.3-2, as set forth in the Draft SEIR at pages 4.3-44 and in the attached MMRP, requires applicants for individual site-specific developments to demonstrate compliance with SJVAPCD Rule 9510 or implementation of a voluntary emission reduction agreement (VERA). If feasible measures are not available to meet the targets of Rule 9510, Project applicants shall pay an in-lieu fee.

Mitigation Measure 4.3-4a, as provided in the Draft SEIR at page 4.3-44 and in the attached MMRP, provides that new sensitive land uses located within 500 feet of the I-580 freeway shall be designed to include air filtration systems with efficiencies equal to or exceeding a Minimum Efficiency Reporting Value (MERV) 13 (or equivalent system). Mitigation Measure 4.3-4b requires that new sensitive land uses shall not be located closer than 1,000 feet from any existing or proposed distribution center / warehouse facility that generates a minimum of 100 truck trips per day, or 40 truck trips with transport refrigeration units (TRUs) per day, or TRU operations exceeding 300 hours per week. If new land uses cannot be designed and

conditioned meet this setback, they shall be designed and conditioned to include mechanical ventilation systems with fresh air filtration.

Mitigation Measure 4.7-1 at pages 4.7-23 through 4.7-24 and in the attached MMRP, requires that a series of design features are included in the THSP to reduce overall air pollutant emissions, including transportation demand management, energy efficiency, water conservation and efficiency, and solid waste design features.

While adoption of feasible mitigation measures would reduce impacts to the extent feasible, emissions of criteria pollutant would not be reduced below SJVAPCD thresholds, and the Project would be inconsistent with the 2013 Ozone Plan and the 2012 $PM_{2.5}$ Plan, as well as with anticipated growth by SJCOG and SJVACPD. As there is no feasible way to mitigate air quality impacts under Impact 4.3-5 to a desired level, this impact remains significant and unavoidable. This impact is overridden, though, by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.7-1: Implementation of the Tracy Hills Specific Plan would generate potentially significant greenhouse gas emissions.

Significant Impact

As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.7-10 through 4.7-17, and pages 4.7-24 and 4.7-24, of the Draft SEIR and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, despite the incorporation of numerous sustainability measures, GHG emissions generated by the proposed Project (both construction and operational-related) would exceed the applicable threshold set forth in SJVAPCD's guidance because the Project's GHG emissions cannot feasibly be reduced to 29 percent below the Business As Usual standard, set and defined by the California Air Resources Board in its Scoping Plan as emissions levels in year 2020 that would occur if California continued to grow and add new GHG emissions but did not adopt any measures to reduce emissions. This would be a significant impact.

Findings

The City finds that the impacts regarding greenhouse gas emissions are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that such impacts are significant and unavoidable. The City finds that it has adopted all feasible mitigation and, to this end, the City finds that Mitigation Measure 4.7-1, as set forth in the Draft SEIR at pages 4.7-23 to 4.7-24 and in the attached Mitigation and Monitoring Reporting Program, are feasible, are within the jurisdiction of the City to require, are hereby adopted, and would reduce potential impacts under Impact 4.7-1, but not to a level of insignificance. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings

Mitigation Measure 4.7-1 at pages 4.7-23 through 4.7-24 and in the attached MMRP, requires that a series of design features are included in the THSP to reduce overall air pollutant emissions, including transportation demand management, energy efficiency, water conservation and efficiency, and solid waste design features. Implementation of these design features would reduce greenhouse gas emissions to levels below emissions that would occur under Business as Usual.

While adoption of feasible mitigation measures would reduce impacts to the extent feasible, emissions of greenhouse gases would not be reduced below the 29-percent below Business As Usual standard, set and defined by the California Air Resources Board. As there is no feasible way to mitigate air quality impacts under Impact 4.7-1 to a desired level, this impact

remains significant and unavoidable. This impact is overridden, though, by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.7-3: Future development facilitated by the Project and other related cumulative projects could have a cumulatively considerable and potentially significant contribution to greenhouse gas emissions.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.7-22, 4.7-23, and 4.7-25 of the Draft SEIR and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, despite the incorporation of numerous sustainability measures, GHG impact are recognized as exclusively cumulative impacts; there are no non-cumulative GHG emissions from a climate change perspective. The Project would not meet SJVACPD reduction requirements; therefore, this would be a significant impact.

Findings
The City finds that the cumulative impacts regarding greenhouse gas emissions are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that such impacts are significant and unavoidable. The City finds that it has adopted all feasible mitigation and, to this end, the City finds that Mitigation Measure 4.7-1, as set forth in the Draft SEIR at pages 4.7-23 to 4.7-24 and in the attached Mitigation and Monitoring Reporting Program, are feasible, are within the jurisdiction of the City to require, are hereby adopted, and would reduce potential impacts under Impact 4.7-1, but not to a level of insignificance. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
Mitigation Measure 4.7-1 at pages 4.7-23 through 4.7-24 and in the attached MMRP, requires that a series of design features are included in the THSP to reduce overall air pollutant emissions, including transportation demand management, energy efficiency, water conservation and efficiency, and solid waste design features. Implementation of these design features would reduce greenhouse gas emissions to levels below emissions that would occur under Business as Usual.

While adoption of feasible mitigation measures would reduce impacts to the extent feasible, emissions of greenhouse gases would not be reduced below the 29-percent below Business As Usual standard, set and defined by the California Air Resources Board. As there is no feasible way to mitigate air quality impacts under Impact 4.7-1 to a desired level, this cumulative impact remains significant and unavoidable. This impact is overridden, though, by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.11-2: Implementation of the Project would result in a potentially significant increase in off-site ambient noise levels due to operational noise impacts.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including without limitation the analysis contained on pages 4.11-19 through 4.11-23 of the Draft SEIR and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, buildout of the THSP could result in exceedance of City noise standards for surrounding land uses, as well as result in an increase of 3.0 A-weighted decibels (dBA) or higher above existing conditions, along Lammers Road from Valpico Road to Linne Road, Linne Road to Spine Road, and south of Spine Road; Coral Hollow Road from Linne Road to

Spine Road, and South of Spine Road; Chrisman Road south of Valpico Road, and MacArthur Drive from Linne Road to Valpico Road. Three of these segments are located adjacent to sensitive receptors, and noise levels would be generated in exceedance of City exterior residential standards: along Lammers Road from Valpico Road to Linne Road; Chrisman Road south of Valpico Road; and MacArthur Drive from Linne Road to Valpico Road. This would be a significant impact.

Findings

The City finds that the noise impacts from mobile sources to existing on-site receptors may exceed levels of acceptability and would be potentially significant. The City further finds that there exist no feasible mitigation measures that would reduce the aforementioned noise levels to an acceptable level, and that such impacts are significant and unavoidable. The City finds this noise impact is overridden by Project benefits, as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings

As discussed more fully on page 4.11-20 of the Draft SEIR, the use of rubberized asphalt and sound walls or attenuation barriers would minimize noise impacts, but this mitigation can only be imposed on on-site roadways. Impacts would also occur on off-site roadways and properties, and it is usually infeasible for the Applicant to implement these measures. Therefore, no feasible measures are available to reduce impacts to off-site receptors to a level of acceptability, and this impact would be significant and unavoidable. This impact is overridden, though, by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.11-3: Implementation of the Project would result in a potentially significant increase in onsite ambient noise levels due to operational noise impacts.

Significant Impact

As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.11-23 to 4.11-29, and pages 4.11-34 and 4.11-35, of the Draft SEIR and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, implementation of the proposed Project would result in increased noise from mechanical equipment, truck deliveries and loading dock operations. In addition, implementation of the Project would result in substantial traffic noise level increases on several on-site and off-site roadway segments around the Specific Plan Area. These increases would start with the initial implementation of the Project and would continue to grow as the Project approached full buildout. The traffic noise assessment focused on the full buildout conditions and followed the general development timeline assessed in the Project's traffic analysis. As such, the exact time at which each segment would be expected to cross the impact threshold is dependent on how fast the Specific Plan is implemented and on when each specific parcel is developed. In addition, Union Pacific Railroad (UPRR) and Altamont Corridor Express (ACE) train operations would generate noise in excess of the City's exterior noise standards for residential uses. The City finds that impacts to future Project users are not cognizable under CEQA, and that information in the Final EIR has been provided for informational purposes only. Impacts to existing on-site and off-site users are cognizable, however, and the City finds that impacts to these sensitive receptors are significant.

Findings

The City finds that the noise impacts from Project-related stationary sources and mobile sources are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that such impacts are significant and unavoidable. The City finds that it has adopted all feasible

mitigation and, to this end, the City finds that Mitigation Measures 4.11-3a through 4.11-3e, as set forth in the Draft SEIR at pages 4.11-34 and 4.11-35, and in the attached MMRP, is feasible, is within the jurisdiction of the City to require, is hereby adopted, and would reduce potential impacts under Impact 4.11-3, but not to a level of insignificance. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
As set forth in the Draft SEIR at pages 4.11-34, Mitigation Measure 4.11-3a would require siting and screening of mechanical equipment to reduce operational noise impacts, Mitigation Measure 4.11-3b would require deliveries and operations of mechanical equipment to occur during daytime hours to reduce operational noise impacts, and Mitigation Measure 4.11-3c would require noise attenuation in parking areas to minimize operational noise to the greatest extent practical. As set forth in the Draft SEIR at pages 4.11-34 and 4.11-35, Mitigation Measure 4.11-3d and Mitigation Measure 4.11-e would require preparation of Acoustical Noise Analyses for any residential development within 2,040 feet of I-580 or within 260 feet of the UPRR corridor and design of residential structures to ensure interior noise levels do not exceed 45 dBA.

While adoption of these feasible mitigation measures would reduce on-site noise impacts to the extent feasible, onsite traffic noise impacts would remain significant. As there is no feasible way to mitigate onsite traffic noise impacts under Impact 4.11-3 to a desired level, this impact remains significant and unavoidable. This impact is overridden, though, by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.11-4: Development facilitated by the Project and other related cumulative projects could result in cumulatively potentially significant noise impacts.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.11-29 to 4.11-31, and page 4.11-35, of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, and as more specifically shown in Table 4.11-12 of the Draft SEIR, cumulative traffic noise impacts from mobile noise sources would occur at several segments in the Specific Plan Area City of Tracy, and City of Livermore. In addition, stationary source noise would exceed City standards. The City finds that impacts to future Project users are not cognizable under CEQA. The City finds that impacts to other sensitive receptors are significant.

Findings
The City finds that cumulative noise impacts from Project-related mobile sources are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that such impacts are significant and unavoidable. The City finds that cumulative noise impacts from Project-related stationary sources would be potentially significant, and Mitigation Measures 4.11-3a through 4.11-3e on pages 4.11-34 and 4.11-35 the attached MMRP, are feasible, are within the jurisdiction of the City to require, are hereby adopted, and would reduce potential cumulative noise impacts related to stationary sources to a level of insignificance. The mobile source significant-and-unavoidable impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
As set forth in the Draft SEIR at pages 4.11-34, Mitigation Measure 4.11-3a would require siting and screening of mechanical equipment to reduce operational noise impacts, Mitigation Measure 4.11-3b would require deliveries and operations of mechanical equipment to occur

during daytime hours to reduce operational noise impacts, and Mitigation Measure 4.11-3c would require noise attenuation in parking areas to minimize operational noise to the greatest extent practical. As set forth in the Draft SEIR at pages 4.11-34 and 4.11-35, Mitigation Measure 4.11-3d and Mitigation Measure 4.11-e would require preparation of Acoustical Noise Analyses for any residential development within 2,040 feet of I-580 or within 260 feet of the UPRR corridor and design of residential structures to ensure interior noise levels do not exceed 45 dBA.

While adoption of these feasible mitigation measures would reduce on-site noise impacts to the extent feasible, onsite traffic noise impacts would remain significant. As there is no feasible way to mitigate traffic noise impacts to a desired level, Impact 4.11-4 remains significant and unavoidable. This impact is overridden, though, by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.13-1b-2: Implementation of the THSP Project would result in impacts to parking at the Pleasanton and East Dublin BART parking garages.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.13-171 through 4.13-172, of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the Project will generate 119 daily trips to the East Dublin/Pleasanton and West Dublin/Pleasanton BART stations, which would exceed the existing vacancy of 78 parking spaces during the weekday morning. This would be a significant impact.

Findings
The City finds that impacts to parking at the BART stations would be potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that such impacts are significant and unavoidable. The City finds that impacts to parking at BART stations would be potentially significant, and there is no feasible mitigation to reduce the impact to a level of insignificance. The City cannot require compliance in areas outside of its jurisdiction. The significant-and-unavoidable impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
The City finds that payment of Joint Powers Authority fees as mitigation would reduce the significant impacts to BART parking facilities, as described under Impact 4.13-1b, to less-than-significant levels. The City finds that, because improvements funded by the JPA fee require the approval of jurisdictions other than the City, the timing of their implementation is uncertain and thus impacts remain significant and unavoidable. This impact is overridden, though, by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.13-2: Implementation of the THSP Project would result in potentially significant impacts to bicycle and pedestrian modes.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.13-118 through 4.13-119, and pages 4.13-172 through 4.13-174, of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the City cannot control the timing of pedestrian and bicycle improvements which fall outside of its jurisdiction (Caltrans, UPRR/CA PUC, San Joaquin County, the Department of Reclamation). Bicycle and

pedestrian improvements would be necessary in these jurisdictions to ensure consistency with the goals and policies of the City of Tracy General Plan. This would be a significant impact.

Findings
The City finds that impacts to pedestrian and bicycle modes potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that such impacts are significant and unavoidable. The City finds that impacts to bicycle and pedestrian modes would be potentially significant, and compliance with City General Plan CIR-3 Policy P4 and P6, and compliance with the THSP Design Guidelines, is feasible, is partially within the jurisdiction of the City to require, and would reduce impacts to pedestrian and bicycle modes to a level of insignificance. The City cannot require compliance in areas outside of its jurisdiction. The bicycle and pedestrian modes significant-and-unavoidable impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
The City finds that compliance with City General Plan CIR-3 Policy P4 and P6, and compliance with the THSP Design Guidelines, would reduce the significant impacts to bicycle and pedestrian modes, as described under Impact 4.13-2, to less-than-significant levels for areas within the City's jurisdiction. The City finds that, because some of the bicycle and pedestrian improvements require the approval of jurisdictions other than the City, their implementation is uncertain and thus impacts remain significant and unavoidable. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.13-5a: Development within the THSP Project would add traffic on the existing roadway network and would potentially impact the following existing intersections.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.13-77 through 4.13-94, and 4-13-176 through 4.13-181 of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, development of the Project through 2035 would add traffic to existing intersections and would degrade Levels of Service (LOS) at the following intersections below acceptable LOS standards: Intersections #1, #2, #3, #4, #5, #7, #9, #10, #14, #23, #36. This is a significant impact.

Findings
Impacts and mitigations regarding Intersections #3, #7, #9, #23, and #36 are fully addressed in previous findings related to Impact 4.13-5a and the facts in support thereof, which concern impacts that are significant but could be mitigated to levels of insignificance. These findings and facts are incorporated herein by this reference, as they also identify and adopt mitigation measures for Intersections #1, #2, #4, #5, #10, and #14.

The City finds that impacts to Intersections #1, #2, #4, #5, #10, and #14 based on development of the project as assumed for year 2035 are potentially significant, and that there exist no feasible mitigation measures that, with certainty, would reduce impacts to a level of insignificance. The City therefore finds that such impacts are significant and unavoidable. The City finds that it has adopted all feasible mitigation and, to this end, the City finds that Mitigation Measure 4.13-5a is feasible, is hereby adopted, and would reduce impacts under Impact 4.13-5a, but the City cannot require compliance in areas outside of its jurisdiction, and thus impacts would not be reduced to a level of insignificance at Intersections #1, #2, #4, #5, #10, and #14. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings

The City finds that implementation of Mitigation Measure 4.13-5a would reduce the significant impacts to Intersections #1, #2, #4, #5, #10, and #14 to less-than-significant levels. This mitigation measure is set forth in the Draft SEIR at pages 4.13-176 to 4.13-180, in the attached MMRP, and provides that the Project will construct the following improvements:

- Intersection #1 (Corral Hollow Road / I-580 EB Ramps) Signalize the intersection and widen the I-580 overcrossing to four through lanes. The northbound approach shall be reconstructed to include two northbound through lanes and a northbound right-turn lane. The southbound approach shall include two southbound through lanes and a southbound left-turn lane, and the eastbound approach shall include a shared eastbound through/right-turn lane and an eastbound left-turn lane. This mitigation is beyond the scope of improvements identified in the adopted TMP.

  The Applicant has the option of constructing the I-580 interchange improvements only to the extent identified in the adopted TMP if the Applicant also implements the Lammers Interchange (as identified in the adopted TMP). Either of these options will fully mitigate the impact. The TMP improvement includes only the reconstruction of the northbound approach to include a northbound through lane and a shared northbound through/right-turn lane. On the southbound approach, only the reconstruction to include a southbound left-turn lane and two southbound through lanes. And on the eastbound approach, only the reconstruction to include an eastbound left-turn lane, a shared eastbound left/through lane, and an eastbound right turn lane. This intersection shall be interconnected with Intersection #2: Corral Hollow Road / I-580 WB Ramps.

  The Applicant shall, in collaboration with the City Engineer and Caltrans, commence with a Project Study Report (PSR) for the interchange improvements for Corral Hollow Road and Lammers Road. The PSR shall commence immediately following the approval of this Project Application by the City of Tracy and the Interchange shall be improved when the project will generate its 2,588 AM peak hour trip, which would be generated by a mix of office, retail, industrial and residential land uses. The applicant shall submit a trip generation calculation with each building permit application and/or final map approval in collaboration with the City Engineer. If the trip generation indicates 2,588 AM peak hour trips or more, the interchange shall be improved before issuance of such building permit and/or final map approval. The intersection falls under Caltrans jurisdiction.

- Intersection #2 (Corral Hollow Road/ I-580 WB Ramps) - Signalize the intersection, widen the I-580 overcrossing to four through lanes, and construct a westbound loop onramp to accommodate Project 2035 conditions. The northbound approach shall be reconstructed to include two northbound through lanes and two northbound right-turn lanes which lead to the loop on-ramp. The southbound approach shall include two southbound through lanes and one southbound right-turn lane, and the westbound approach shall include one shared westbound through/left-turn lane and one westbound right-turn lane. This mitigation is beyond the scope of improvements identified in the adopted TMP.

  The Applicant has the option of constructing the I-580 interchange improvements only to the extent identified in the adopted TMP if the Applicant also implements the Lammers Interchange (as identified in the adopted TMP). Either of these options will fully mitigate the impact. The TMP improvement includes only the reconstruction of the northbound approach to include a northbound left-turn lane and a northbound through lane. On the southbound approach, only the reconstruction to include a southbound right-turn lane and two southbound through lanes. And on the westbound approach,

only the reconstruction to include a shared westbound through/left-turn lane and a channelized westbound right-turn lane. This intersection shall be interconnected with Intersection #1: Corral Hollow Road / I-580 EB Ramps.

The Applicant shall, in collaboration with the City Engineer and Caltrans, commence with a Project Study Report (PSR) for the interchange improvements for Corral Hollow Road and Lammers Road. The PSR shall commence immediately following the approval of this Project Application by the City of Tracy and the Interchange shall be improved when the project will generate its 2,588 AM peak hour trip, which would be generated by a mix of office, retail, industrial and residential land uses. The applicant shall submit a trip generation calculation with each building permit application and/or final map approval as directed by the City Engineer. If the trip generation indicates 2,588 AM peak hour trips or more, the interchange shall be improved before issuance of such building permit and/or final map approval. The intersection falls under Caltrans jurisdiction.

- Intersection #4 (Corral Hollow Road / Linne Road) – Signalize the intersection and reconstruct the northbound approach to include a northbound right-turn lane and a northbound through lane. The southbound approach shall include a southbound left-turn lane and a southbound through lane, and the westbound approach shall remain a shared westbound left/right-turn lane. This signal shall be interconnected with the controller at the railroad crossing and improvements shall be constructed at the railroad crossing gates. Prior to approval of the first tentative map for the project, the City Engineer will identify which of the foregoing improvements, if any, are eligible for funding with the City's TIF funds. Approval of the railroad crossing improvements falls under the jurisdiction of UPRR and the CA PUC. The Applicant shall, in collaboration with the City Engineer and UPRR/CA PUC, commence with a preliminary and final design process for the intersection and railroad crossing improvements.

  For those improvements determined by the City Engineer to be eligible for funding with City TIF funds, Applicant shall be responsible for paying its fair share of the costs of such improvements. For those improvements determined by the City Engineer not to be eligible for funding with City TIF funds, Applicant shall be responsible for paying the full costs of such improvements. The intersection shall be improved when the project will generate its 468 PM peak hour trips, which could be generated by a mix of office, retail, industrial and residential land uses. The applicant shall submit a trip generation calculation with each building permit application and/or final map approval as directed by the City Engineer. If the trip generation indicates 468 PM peak hour trips or more, the intersection shall be improved before issuance of such subsequent building permit and/or final map approval. Approval of the railroad improvements falls under the jurisdiction of UPRR and CA PUC.

- Intersection #5 (Tracy Boulevard / Linne Road) – Signalize the intersection and reconstruct the southbound approach to include a shared southbound through/left-turn lane and a southbound right-turn lane. Construct the eastbound approach to include an eastbound left-turn lane and a shared eastbound through/right-turn lane. The westbound approach shall remain a shared westbound left/through/right-turn lane and the northbound approach shall remain a shared northbound through/left/right-turn lane. This signal shall be interconnected with the controller at the railroad crossing and improvements shall be constructed at the railroad crossing gates. Approval of the railroad improvements falls under the jurisdiction of UPRR and CA PUC. The applicant shall, in collaboration with the City Engineer and UPRR/CA PUC, commence with a preliminary and final design process for the intersection improvements.

  Prior to approval of the first tentative map for the project, the City Engineer will identify which of the foregoing improvements, if any, are eligible for funding with the City's TIF

funds. For those improvements determined by the City Engineer to be eligible for funding with City TIF funds, Applicant shall be responsible for paying its fair share of the costs of such improvements. For those improvements determined by the City Engineer not to be eligible for funding with City TIF funds, Applicant shall be responsible for paying the full costs of such improvements. The intersection shall be improved when the project will generate its 469 PM peak hour trips, which could be generated by a mix of office, retail, industrial and residential land uses. The applicant shall submit a trip generation calculation with each building permit application and/or final map approval as directed by the City Engineer. If the trip generation indicates 469 PM peak hour trips or more, the intersection shall be improved before issuance of such building permit.

- Intersection #10 (Lammers Road / Old Schulte Road) - Signalize the intersection and reconstruct the northbound approach to include a northbound left-turn lane and a northbound through lane. Reconstruct the southbound approach to include a southbound right-turn lane and a southbound through lane. The eastbound approach shall remain as it is in Existing Conditions. However, the City has established a CIP Project for this interim improvement and partial funds have already been collected from other development projects as fair share payments and these other development projects funded the addition of the northbound left-turn lane only. The Applicant shall fund the addition of the southbound right-turn lane and signal modifications required when the project generates 2,588 trips.

  The Applicant shall be responsible for paying its fair share of the costs of CIP interim improvements prior to issuance of the first building permit. A portion of the ROW required for widening this intersection falls with San Joaquin jurisdiction.

- Intersection #14 (Mountain House Parkway / I-580 WB Ramps) – Signalize the intersection. The City has approved the Medline, FedEx, and Building 1 and 2 projects which have been conditioned to implement this improvement to mitigate their respective impacts. With anticipated installation of the signal, the Project will have no additional impact at this intersection and thus the Applicant is not responsible for this mitigation. This intersection falls under Caltrans jurisdiction.

In summary, the measures concerning Intersections #1, #2, #4, #5, #10, and #14 would mitigate Project-related impacts to a level of insignificance, but the City finds that, because the improvements would require approval by agencies other than the City, their implementation is uncertain and thus impacts at these intersections remain significant and unavoidable. This impact is overridden by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.13-5b: Development within the THSP Project would add traffic on the existing roadway network and potentially impact the roadway segments.

Significant Impact

As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.13-77 through 4.13-94 and 4.13-181 the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, development of the Project through 2035 would add traffic to the roadway network. The conditions would increase the volume-to-capacity (V/C) ratios to greater than 0.89. This is a significant impact.

Findings

The City finds that impacts to the aforementioned impacts are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of

insignificance. The City therefore finds that such impacts are significant and unavoidable. The City finds that it has adopted all feasible mitigation and, to this end, the City finds that Mitigation Measures 4.13-5b is feasible, is within the jurisdiction of the City to require, is hereby adopted, and would reduce potential impacts under Impact 4.13-5b. The City cannot control the timing of implementation of improvements funded by the mitigation measure, and therefore the impact would not be reduced to a level of insignificance. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings

The City finds that implementation of Mitigation Measure 4.13-5b could result in the construction of traffic improvements that could reduce the significant impacts to the aforementioned roadway segments, as described under Impact 4.13-5b, to less-than-significant levels. This mitigation measure is set forth in the Draft SEIR at page 4.13-181, in the attached MMRP, and is as follows:

> Construct the first two lanes of the future four lane arterial along Corral Hollow Road between Linne Road and the railroad tracks south of Golden Leaf Lane. Construct new street segments along Corral Hollow Road to a four lane arterial from S. Tracy Hills Road to Linne Road. This mitigation also requires the construction of Lammers Road as a four lane expressway/parkway between I-580 and Kimball High School. Operational analysis at the intersections of Corral Hollow Road with Linne Road and Valpico Road indicate that one through lane in each direction along Corral Hollow Road would maintain acceptable intersection LOS standards of D or better. Intersections govern street network operations in an urban environment, and the roadway segment capacity analysis omits intersection operations. Thus, widening of the street segments beyond the required capacity at the intersections is not required. The construction of two lanes of the future four lane facility is required to extend the current design life of Corral Hollow Road. The portion of this widening between Linne and Golden Leaf Lane is a City project and fully funded by the City TIF. The Applicant shall, through payment of the City TIF, contribute its fair share towards this improvement. The roadway shall include either a Class I or a Class 2 bicycle facility and pedestrian facilities. Roadway improvements must be completed prior to the project generating 2,588 AM peak hour trips. Sections of Corral Hollow and Lammers Road fall within the jurisdiction of San Joaquin County. The Applicant shall, in collaboration with the City Engineer, UPRR/PUC, the Department of Reclamation, and San Joaquin County, commence with a preliminary and final design process for the roadway improvements at the issuance of the first building permit for the Project.

Mitigation Measure 4.13-5b would mitigate Project-related impacts to a level of insignificance, but the City finds that, because the improvements would require approval of agencies other than the City, the timing of their implementation is uncertain and thus impacts on these roadways remain significant and unavoidable. This impact is overridden by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.13-6a: Buildout of the THSP would add traffic on the existing roadway, potentially impacting existing Caltrans intersections.

Significant Impact

As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.13-95 to 4.13-116, and 4.13-182 to 4.13-183, of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, buildout of the THSP Project would add traffic to existing Caltrans intersections degrading LOS on the study intersections below the Caltrans threshold of D. This is a significant impact.

Findings
The City finds that impacts to Caltrans intersections under the buildout conditions are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that such impacts are significant and unavoidable. The City finds that it has adopted all feasible mitigation and, to this end, finds that Mitigation Measure 4.13-6a is feasible, is within the jurisdiction of the City, is hereby adopted, and would reduce potential impacts under Impact 4.13-6a. The City cannot control the timing of implementation of improvements included in the mitigation measure, and therefore the impact would not be reduced to a level of insignificance. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.13-6a could result in the construction of traffic improvements that could reduce the significant impacts to the Caltrans intersections, as described under Impact 4.13-6a, to less-than-significant levels. This mitigation measure is set forth in the Draft SEIR at pages 4.13-182 and 4.13-183 and in the attached MMRP, and is as follows:

- Intersection #1 (Corral Hollow Road / I-580 EB Ramps) – Signalize the intersection and widen the I-580 overcrossing to four through lanes. In addition, reconstruct the eastbound approach to include an eastbound left-turn lane, a shared eastbound left/through lane, and two eastbound right-turn lanes. Reconstruct the northbound approach to include two northbound through lanes and a northbound right-turn lane. Reconstruct the southbound approach to include a southbound left-turn lane and two southbound through lanes to accommodate Project Buildout conditions. This mitigation is beyond the scope of improvements identified in the adopted TMP. The Applicant has the option of constructing the I-580 interchange improvements only to the extent identified in the adopted TMP if the Applicant also implements the Lammers Road Interchange (as identified in the adopted TMP). Either of these options will fully mitigate the impact. The TMP improvement includes only the reconstruction of the northbound approach to a northbound through lane and a shared northbound through/right-turn lane. On the southbound approach, only the reconstruction to a southbound left-turn lane and two southbound through lanes, and on the eastbound approach, the reconstruction to an eastbound left-turn lane, a shared eastbound left/through lane, and an eastbound right turn lane. This intersection shall be interconnected with Intersection #2: Corral Hollow Road / I-580 WB Ramps. The Applicant shall, in collaboration with the City Engineer and Caltrans, commence with a Project Study Report (PSR) for the interchange improvements when the Project Application is approved by the City of Tracy. The intersection falls under Caltrans jurisdiction.

- Intersection #2 (Corral Hollow Road / I-580 WB Ramps) - Signalize the intersection, widen the I-580 overcrossing to four through lanes and construct a westbound loop onramp. Reconstruct the northbound approach to include two northbound through lanes and two northbound right-turn lanes leading into the loop on-ramp. Reconstruct the southbound approach to include two southbound through lanes and a southbound right-turn lane, and reconstruct the eastbound approach to include a shared eastbound through/left-turn lane and an eastbound right-turn lane to accommodate Project Buildout conditions. This mitigation is beyond the scope of improvements identified in the adopted TMP.

  The Applicant has the option of constructing the I-580 interchange improvements only to the extent identified in the adopted TMP if the Applicant also implements the

Lammers Road Interchange (as identified in the adopted TMP). Either of these options would fully mitigate the impact if timed concurrent with the triggers identified above. The TMP improvement includes only the reconstruction of the northbound approach to a northbound left-turn lane and a northbound through lane. On the southbound approach, the reconstruction to a southbound right-turn lane and two southbound through lanes, and on the westbound approach, the reconstruction to a shared westbound through/left-turn lane and a channelized westbound right-turn lane. This intersection is interconnected with Intersection #1: Corral Hollow Road / I-580 EB Ramps. The Applicant shall, in collaboration with the City Engineer and Caltrans, commence with a Project Study Report (PSR) for the interchange improvements. The intersection falls under Caltrans jurisdiction.

- Intersection #13 (Mountain House Parkway / I-580 EB Ramps) – Refer to Mitigation 4.13-5a.

- Intersection #14 (Mountain House Parkway / I-580 WB Ramps) – Refer to Mitigation 4.13-5a

These measures would mitigate Project-related impacts to a level of insignificance, but the City finds that, because the improvements would require approval by agencies other than the City, the timing of their implementation is uncertain and thus impacts on these roadways remain significant and unavoidable. This impact is overridden by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.13-6b: Buildout of the THSP would add traffic onto the existing roadway and potentially impact the roadway segments.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.13-95 to 4.13-116, and 4.13-183 to 4.13-184, of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, buildout of the THSP Project would increase V/C ratios on greater than 0.89. This is a significant impact.

Findings
The City finds that the aforementioned impacts are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that such impacts are significant and unavoidable. The City finds that it has adopted all feasible mitigation and, to this end, the City finds that Mitigation Measures 4.13-6b, which requires implementation of Mitigation Measure 4.13-5b, is feasible, is within the jurisdiction of the City to require, is hereby adopted, and would reduce potential impacts under Impact 4.13-6b. The City cannot control the timing of implementation of improvements included in the mitigation measure, and therefore the impact would not be reduced to a level of insignificance. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.13-6b could result in the construction of traffic improvements that could reduce the significant impacts described under Impact 4.13-6b to less-than-significant levels. This mitigation measure is set forth in the Draft SEIR at page 4.13-181 and requires implementation of Mitigation Measure 4.13-5b. Mitigation Measure 4.13-5b would mitigate Project-related impacts to a level of insignificance, but the City finds that, because the improvements would require approval by agencies other than the City, the timing of their implementation is uncertain and thus impacts on these

roadway remain significant and unavoidable. This impact is overridden by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.13-7a: Development within the THSP would result in additional traffic on the City-wide roadway network and would result in cumulatively considerable impacts to intersections under the Cumulative Plus Project 2035 scenario.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analyses contained in pages 4.13-119 through 4.13-133, and pages 4.13-184 and 4.13-185, of the Draft SEIR, and in the Final SEIR Responses to Comments, incorporated herein by reference, the Project would add traffic to the roadway network, deteriorating some intersections below their jurisdictional standard. The THSP would contribute to significant impacts.

Findings
Impacts and mitigations regarding Intersection #36 are fully addressed in previous findings related to Impact 4.13-7a and the facts in support thereof, which concern impacts that are significant but could be mitigated to levels of insignificance. These findings and facts are incorporated herein by this reference, as they also identify and adopt mitigation measures for Intersections #35.

The City finds that the aforementioned impacts are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that such impacts are significant and unavoidable. The City finds that it has adopted all feasible mitigation and, to this end, the City finds that Mitigation Measures 4.13-7a, is feasible, is within the jurisdiction of the City to require, is hereby adopted, and would reduce potential impacts under Impact 4.13-7a, but not to a level of insignificance. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.13-7a would reduce the significant impacts to Intersection #35, as described under Impact 4.13-7a, to less-than-significant levels. Mitigation Measure 4.13-7a (as it relates to Intersection #35) as set forth in the Draft SEIR at page 4.13-184 through 4.13-185 and in the attached MMRP, is as follows:

> Intersection #35 (Linne Road / MacArthur Drive) – Signalize the intersection and reconstruct the southbound approach to include one southbound left-turn lane, one southbound through lane, and one southbound right-turn lane, reconstruct the eastbound approach to include an eastbound left-turn lane and a shared eastbound through/right-turn lane, reconstruct the westbound approach to include a westbound left-turn lane, one westbound through lane, and one westbound right-turn lane. No additional lanes are required on the northbound approach. This signal shall be interconnected with the controller at the railroad crossing and improvements shall be constructed at the railroad crossing gates. This intersection falls under the jurisdiction of San Joaquin County and UPRR/ CA PUC and no CIP project is identified. The Applicant shall pay a fair share contribution to the improvement and the improvement shall be implemented by the time the Project generates 1,420 trips. The Applicant shall in collaboration with the City Engineer, UPRR/ CAPUC, and San Joaquin County, commence with a preliminary and final design process for the intersection improvements before issuance of the first building permit.

Mitigation Measure 4.13-7a would mitigate Project-related impacts to a level of insignificance, but the City finds that, because the improvements would require approval of agencies other

than the City, the timing of its implementation is uncertain and thus the impact would remain significant and unavoidable. This impact is overridden by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.13-7b: Development within the THSP would result in additional traffic on the City-wide roadway network and would result in cumulatively considerable impacts to roadway segments under the Cumulative Plus Project 2035 scenario.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.13-95 through 4.13-116, and 4.13-185, of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, buildout of the THSP Project would increase V/C ratios on greater than 0.89. This is a significant impact.

Findings
The City finds that the aforementioned impacts are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that such impacts are significant and unavoidable. The City finds that it has adopted all feasible mitigation and, to this end, the City finds that Mitigation Measures 4.13-7b is feasible, is within the jurisdiction of the City to require, is hereby adopted, and would reduce potential impacts under Impact 4.13-7b. The City cannot control the timing of the improvements funded by Mitigation Measure 4.13-7b, and therefore the impact would not be reduced to a level of insignificance. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.13-7b could result in the funding of traffic improvements that could reduce the significant impacts described under Impact 4.13-7b to less-than-significant levels. This mitigation measure is set forth in the Draft SEIR at page 4.13-185, in the attached MMRP. Mitigation Measure 4.13-7b would mitigate Project-related impacts to a level of insignificance, but the City finds that, because the City cannot control the timing of the funded improvements, their implementation is uncertain and thus impacts would remain significant and unavoidable. This impact is overridden by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.13-8a: Buildout of the THSP Project would add traffic on the 2035 roadway network and would potentially impact Caltrans intersections.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.13-145 through 4.13-170, and pages 4.13-185 and 4.13-186, of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the Project would add traffic to Caltrans intersections. This is a significant impact.

Findings
The City finds that the aforementioned impacts are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that such impacts are significant and unavoidable. The City finds that the City cannot control the timing of improvements in Caltrans's jurisdiction, and therefore the impact would be significant and unavoidable. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
The City finds that implementation of the improvements identified in Table 4.13-44 could result could reduce the significant impacts described under Impact 4.13-8a to less-than-significant levels, but the City finds that, because the City cannot control the implementation of the improvements, their implementation is uncertain and thus impacts would remain significant and unavoidable. This impact is overridden by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.13-8b: Buildout of the THSP Project would result in additional traffic on the City-wide roadway network and would result in cumulatively considerable impacts to the 2035 roadway segments.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.13-145 through 4.13-170, and page 4.13-186, of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the Project would increase V/C ratios to greater than 0.89 at some locations. This is a significant impact.

Findings
The City finds that the aforementioned impacts are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that such impacts are significant and unavoidable. The City finds that it has adopted all feasible mitigation and, to this end, the City finds that Mitigation Measures 4.13-8b is feasible, is within the jurisdiction of the City to require, is hereby adopted, and would reduce potential impacts under Impact 4.13-8b. The City cannot control the timing of the improvements funded by Mitigation Measure 4.13-8b, and therefore the impact would not be reduced to a level of insignificance. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.13-8b could result in the funding of traffic improvements that could reduce the significant impacts described under Impact 4.13-8b to less-than-significant levels. This mitigation measure is set forth in the Draft SEIR at page 4.13-185, in the attached MMRP. Mitigation Measure 4.13-8b would fund improvements that mitigate Project-related impacts to a level of insignificance, but the City finds that, because the City cannot control the timing of implementation of the funded improvements, impacts would remain significant and unavoidable. This impact is overridden by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.13-8c: Buildout of the THSP Project would add traffic to the 2035 roadway network and potentially impact the freeway facilities.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.13-145 through 4.13-170, and pages 4.13-186 and 4.13-187, of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the Project would add traffic to the 2035 freeway network. This is a significant impact.

Findings
The City finds that the aforementioned impacts are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that such impacts are significant and unavoidable. The City finds that

it cannot control the timing of improvements in Caltrans's jurisdiction, and therefore the impact would be significant and unavoidable. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
The City finds that implementation of the improvements identified in Table 4.13-46 could result could reduce the significant impacts described under Impact 4.13-8c to less-than-significant levels, but the City finds that, because the City cannot control the implementation of the improvements, their implementation is uncertain and thus impacts would remain significant and unavoidable. This impact is overridden by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.13-9a: Development within the THSP Project would add traffic on the existing roadway network and would potentially impact the following existing intersections.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.13-145 through 4.13-170, and pages 4.13-186 through 4.13-189, of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, buildout of the THSP Project would add traffic to the following intersections below the minimum acceptable LOS standards: Intersections #L1, #L2, and #L5. This is a significant impact.

Findings
The City finds that impacts to Intersections #L1, #L2, and #L5 under the buildout conditions are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that such impacts are significant and unavoidable. The City finds that it has adopted all feasible mitigation and, to this end, finds that Mitigation Measure 4.13-9a is feasible, is hereby adopted, and would reduce potential impacts under Impact 4.13-9a. The improvements that would be funded by the mitigation measure are not within the jurisdiction of the City to control, and therefore the impact would not be reduced to a level of insignificance. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.13-9a could result in the construction of traffic improvements that could reduce the significant impacts to the Livermore intersections, as described under Impact 4.13-9a, to less-than-significant levels. This mitigation measure is set forth in the Draft SEIR at pages 4.13-187 through 4.13-189 and in the attached MMRP, and is as follows:

- Intersection #L1 (Greenville Road / Patterson Pass Road) - The City of Livermore has identified the installation of a signal at this intersection and the reconstruction of all approaches to include left-turn lanes. With this improvement the intersection would operate at acceptable conditions. Per the Settlement Agreement, as referred to on pages 6-9, the Applicant shall pay $1,000 per residential unit to the JPA TIF to partially mitigate its impact. In addition, the Applicant shall pay $500 per residential dwelling unit paid at building permit issuance, said fee to be adjusted by no more than 2.5% per annum for increases in the cost of living as determined annually by the Engineering News Record (ENR) index for road construction costs. A dollar for dollar credit up to $500 for payment of the SJCOG fee and up to $500 for implementation of TDM measures will apply to these fees per the Settlement Agreement. The fee credit portion for TDM measures, shall be calculated at the time each building permit is issued as

the project is constructed. The calculation of this fee credit shall be overseen by the City Engineer.

- Intersection #L2 (Greenville Road /Tesla Road) - The City of Livermore has identified the installation of a signal at this intersection. With this improvement the intersection would operate at acceptable conditions. Per the Settlement Agreement, as referred to on pages 6-9, the Applicant shall pay $1,000 per residential unit to the JPA TIF partially to mitigate its impact. In addition, the Applicant shall pay $500 per residential dwelling unit paid at building permit issuance, said fee to be adjusted by no more than 2.5% per annum for increases in the cost of living as determined annually by the Engineering News Record (ENR) index for road construction costs. A dollar for dollar credit up to $500 for payment of the SJCOG fee and up to $500 for implementation of TDM measures will apply to these fees per the Settlement Agreement. The fee credit portion for TDM measures, shall be calculated at the time each building permit is issued as the project is constructed. The calculation of this fee credit shall be overseen by the City Engineer.

- Intersection #L3 (Concannon Boulevard / Livermore Avenue) - The City of Livermore has not identified any improvements at this intersection; however, optimization of signal timing improves the operating conditions to acceptable conditions. Per the Settlement Agreement, as referred to on pages 6-9, the Applicant shall pay $1,000 per residential unit to the JPA TIF to partially mitigate its impact. In addition, the Applicant shall pay $500 per residential dwelling unit paid at building permit issuance, said fee to be adjusted by no more than 2.5% per annum for increases in the cost of living as determined annually by the Engineering News Record (ENR) index for road construction costs. A dollar for dollar credit up to $500 for payment of the SJCOG fee and up to $500 for implementation of TDM measures will apply to these fees per the Settlement Agreement. The fee credit portion for TDM measures, shall be calculated at the time each building permit is issued as the project is constructed. The calculation of this fee credit shall be overseen by the City Engineer.

- Intersection #L5 (Isabel Avenue / Vallecitos Road) - The City of Livermore has identified the reconstruction of the westbound approach at the intersection to include a left-turn lane and a shared left/right-turn lane. With this improvement the intersection would operate at acceptable conditions. Per the Settlement Agreement, as referred to on pages 6-9, the Applicant shall pay $1,000 per residential unit to the JPA TIF to partially mitigate its impact. In addition, the Applicant shall pay $500 per residential dwelling unit paid at building permit issuance, said fee to be adjusted by no more than 2.5% per annum for increases in the cost of living as determined annually by the Engineering News Record (ENR) index for road construction costs. A dollar for dollar credit up to $500 for payment of the SJCOG fee and up to $500 for implementation of TDM measures will apply to these fees per the Settlement Agreement. The fee credit portion for TDM measures, shall be calculated at the time each building permit is issued as the project is constructed. The calculation of this fee credit shall be overseen by the City Engineer.

Mitigation Measure 4.13-9a, would mitigate Project-related impacts to a level of insignificance, but the City finds that, because the improvements funded would require approval of agencies other than the City, the timing of their implementation is uncertain and thus impacts remain significant and unavoidable. This impact is overridden by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.13-9b: Development within the THSP Project would add traffic on the existing Altamont Pass, Corral Hollow Road and Patterson Pass roadways in Alameda County and potentially impact the roadway segments.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.13-145 through 4.13-170, and page 4.13-189, of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the Project would increase V/C ratios to greater than 0.89. This is a significant impact.

Findings
The City finds that the aforementioned impacts are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that such impacts are significant and unavoidable. The City finds that it has adopted all feasible mitigation and, to this end, the City finds that Mitigation Measures 4.13-9b is feasible, is within the jurisdiction of the City to require, is hereby adopted, and would reduce potential impacts under Impact 4.13-9b. Pursuant to the Settlement Agreement, payment of the fees identified in Mitigation Measure 4.13-9b shall be considered mitigation for impacts generated by the project. However, payment of fees and implementation of measures would not reduce the impacts to a level of insignificance. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.13-9b could result in the funding of traffic improvements that could reduce the significant impacts described under Impact 4.13-9b. This mitigation measure is set forth in the Draft SEIR at page 4.13-189, in the attached MMRP. Mitigation Measure 4.13-9b would fund improvements that mitigate Project-related impacts, but impacts would remain significant and unavoidable. This impact is overridden by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.13-9c: Development within the THSP Project would add traffic onto the existing freeway network and potentially impact the freeway facilities.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.13-145 through 4.13-170, and pages 4.13-189 and 4.13-190, of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the Project would add traffic to the freeway network and deteriorate conditions below the Caltrans LOS standard of D. This is a significant impact.

Findings
The City finds that the aforementioned impacts are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that such impacts are significant and unavoidable. The City finds that it has adopted all feasible mitigation and, to this end, the City finds that Mitigation Measures 4.13-9c is feasible, is within the jurisdiction of the City to require, is hereby adopted, and would reduce potential impacts under Impact 4.13-9c. Pursuant to the Settlement Agreement, payment of the fees identified in Mitigation Measure 4.13-9c shall be considered mitigation for impacts generated by the project. However, payment of fees and implementation of measures would not reduce the impacts to a level of insignificance. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.13-9c could result in the funding of traffic improvements that could reduce the significant impacts described under Impact 4.13-9c to less-than-significant levels. This mitigation measure is set forth in the Draft SEIR at pages 4.13-189 and 4.13-190, in the attached MMRP. Mitigation Measure 4.13-9c would fund improvements that mitigate Project-related impacts, but impacts would remain significant and unavoidable. This impact is overridden by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.13-10a: Development within the THSP Project would add traffic on the cumulative roadway network and would potentially impact the following existing intersections.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.13-145 through 4.13-170, and pages 4.13-190 through 4.13-191, of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, buildout of the THSP Project would add traffic to the following intersections below the minimum acceptable LOS standards: Intersections #L1, #L2, #L4, #L6, and #L7. This is a significant impact.

Findings
The City finds that impacts to Intersections #L1, #L2, #L4, #L6, and #L7 under cumulative plus project buildout conditions are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that such impacts are significant and unavoidable. The City finds that it has adopted all feasible mitigation and, to this end, finds that Mitigation Measure 4.13-10a is feasible, is hereby adopted, and would reduce potential impacts under Impact 4.13-10a. Impacts would not be reduced to a level of insignificance. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.13-10a could result in the construction of traffic improvements that could reduce the significant impacts to the Livermore intersections, as described under Impact 4.13-10a, to less-than-significant levels. This mitigation measure is set forth in the Draft SEIR at pages 4.13-191 and 4.13-192 and in the attached MMRP, and is as follows:

- Intersection #L1 (Greenville Road / Patterson Pass Road) - Even with implementation of the identified improvements in Cumulative conditions, the intersection would continue to operate at an unacceptable LOS. Per the Settlement Agreement, as referred to on pages 6-9, the Applicant shall pay $1,000 per residential unit to the JPA TIF to partially mitigate its impact. In addition, the Applicant shall pay $500 per residential dwelling unit paid at building permit issuance, said fee to be adjusted by not more than 2.5% per annum for increases in the cost of living as determined annually by the Engineering News Record (ENR) index for road construction costs. The cumulative impact would not be fully mitigated through payment of the JPA TIF. A dollar for dollar credit up to $500 for payment of the SJCOG fee and up to $500 for implementation of TDM measures will apply to these fees per the Settlement Agreement. The fee credit portion for TDM measures shall be calculated at the time each building permit is issued as the project is constructed. The calculation of this fee credit shall be overseen by the City Engineer.

- Intersection #L2 (Greenville Road / Tesla Road) - Even with implementation of the identified improvements in Cumulative conditions, the intersection would continue to operate at an unacceptable LOS. Per the Settlement Agreement, as referred to on

pages 6-9, the Applicant shall pay $1,000 per residential unit to the JPA TIF to partially mitigate its impact. In addition, the Applicant shall pay $500 per residential dwelling unit paid at building permit issuance, said fee to be adjusted by not more than 2.5% per annum for increases in the cost of living as determined annually by the Engineering News Record (ENR) index for road construction costs. The cumulative impact would not be fully mitigated through payment of the JPA TIF. A dollar for dollar credit up to $500 for payment of the SJCOG fee and up to $500 for implementation of TDM measures will apply to these fees per the Settlement Agreement. The fee credit portion for TDM measures, shall be calculated at the time each building permit is issued as the project is constructed. The calculation of this fee credit shall be overseen by the City Engineer.

- Intersection #L4 (Isabel Avenue / Concannon Boulevard) - Even with implementation of the identified improvements in Cumulative conditions, the intersection would continue to operate at an unacceptable LOS. Per the Settlement Agreement, as referred to on pages 6-9, the Applicant shall pay $1,000 per residential unit to the JPA TIF to partially mitigate its impact. In addition, the Applicant shall pay $500 per residential dwelling unit paid at building permit issuance, said fee to be adjusted by not more than 2.5% per annum for increases in the cost of living as determined annually by the Engineering News Record (ENR) index for road construction costs. The cumulative impact would not be fully mitigated through payment of the JPA TIF. A dollar for dollar credit up to $500 for payment of the SJCOG fee and up to $500 for implementation of TDM measures will apply to these fees per the Settlement Agreement. The fee credit portion for TDM measures, shall be calculated at the time each building permit is issued as the project is constructed. The calculation of this fee credit shall be overseen by the City Engineer.

Mitigation Measure 4.13-10a, would mitigate Project-related impacts, but not to a level of insignificance, and thus impacts remain significant and unavoidable. This impact is overridden by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.13-10b: Development within the THSP Project would add traffic on the future Altamont Pass, Corral Hollow Road and Patterson Pass roadways in Alameda County and potentially impact the roadway segments.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.13-145 through 4.13-170, and pages 4.13-191 and 4.13-192, of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the Project would increase V/C ratios to greater than 0.89. This is a significant impact.

Findings
The City finds that the aforementioned impacts are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that such impacts are significant and unavoidable. The City finds that it has adopted all feasible mitigation and, to this end, the City finds that Mitigation Measures 4.13-10b is feasible, is within the jurisdiction of the City to require, is hereby adopted, and would reduce potential impacts under Impact 4.13-10b. Pursuant to the Settlement Agreement, payment of the fees identified in Mitigation Measure 4.13-10b shall be considered mitigation for impacts generated by the project. However, payment of fees and implementation of measures would not reduce the impacts to a level of insignificance. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.13-10b could result in the funding of traffic improvements that could reduce the significant impacts described under Impact 4.13-10b. This mitigation measure is set forth in the Draft SEIR at page 4.13-192, in the attached MMRP. Mitigation Measure 4.13-10b would fund improvements that mitigate Project-related impacts, but impacts would remain significant and unavoidable. This impact is overridden by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.13-10c: Development within the THSP Project would add traffic onto the cumulative freeway network and potentially impact the freeway facilities.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.13-145 through 4.13-170, and pages 4.13-192 and 4.13-193, of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the Project would add traffic to the freeway network and deteriorate conditions below the Caltrans LOS standard of D. This is a significant impact.

Findings
The City finds that the aforementioned impacts are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that such impacts are significant and unavoidable. The City finds that it has adopted all feasible mitigation and, to this end, the City finds that Mitigation Measures 4.13-10c is feasible, is within the jurisdiction of the City to require, is hereby adopted, and would reduce potential impacts under Impact 4.13-10c. Pursuant to the Settlement Agreement, payment of the fees identified in Mitigation Measure 4.13-10c shall be considered mitigation for impacts generated by the project. However, payment of fees and implementation of measures would not reduce the impacts to a level of insignificance. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.13-10c could result in the funding of traffic improvements that could reduce the significant impacts described under Impact 4.13-10c to less-than-significant levels. This mitigation measure is set forth in the Draft SEIR at pages 4.13-192, in the attached MMRP. Mitigation Measure 4.13-10c would fund improvements that mitigate Project-related impacts, but impacts would remain significant and unavoidable. This impact is overridden by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.13-14a: Development within the THSP Project would add traffic on the existing roadway network and would potentially impact the existing intersections.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.13-193 through 4.13-215, and 4.13-217 through 4.13-218 of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, development of Phase 1a of the Project would add traffic to existing intersections and would degrade Levels of Service (LOS) at the following intersections below acceptable LOS standards: Intersections #1, #3, #4, #5, #7, #13, and #14. This is a significant impact.

Findings
Impacts and mitigations regarding Intersection #7 are fully addressed in previous findings related to Impact 4.13-14a and the facts in support thereof, which concern impacts that are significant but could be mitigated to levels of insignificance. These findings and facts are incorporated herein by this reference, as they also identify and adopt mitigation measures for Intersections #1, #3, #4, #5, #13, and #14.

The City finds that impacts to Intersections #1, #3, #4, #5, #13, and #14 based on development of development of Phase 1a of the Project are potentially significant, and that there exist no feasible mitigation measures that, with certainty, would reduce impacts to a level of insignificance. The City therefore finds that such impacts are significant and unavoidable. The City finds that it has adopted all feasible mitigation and, to this end, the City finds that Mitigation Measures 4.13-14a and 4.13-5a are feasible, are hereby adopted, and would reduce impacts under Impact 4.13-14a, but the City cannot control the timing of improvements in areas outside of its jurisdiction, and thus impacts would not be reduced to a level of insignificance at Intersections #1, #3, #4, #5, #13, and #14. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.13-14a would reduce the significant impacts to Intersections #1, #3, #4, #5, #13, and #14, but impacts would not be reduced to less-than-significant levels. This mitigation measure is set forth in the Draft SEIR at pages 4.13-217 to 4.13-218, in the attached MMRP, and provides that the following improvements be constructed:

- Intersection #1 (Corral Hollow Road / I-580 EB Ramps) – Install an all-way stop controlled intersection as an interim improvement once development is approved to generate 196 PM peak hour trips to mitigate the interim impact. Signalize the intersection at the time development is approved to generate 832 PM peak hour trips to accommodate Project Phase 1a conditions and fully mitigate their impact. This improvement is a partial TMP improvement and shall be partially funded by the City TIF. The City Engineer shall, at the time the tentative map is prepared, identify the non-TMP improvements. The costs of the non-TMP improvements are the responsibility of the Applicant. The Applicant shall, in collaboration with the City Engineer and Caltrans, commence with an Encroachment Permit application to install the all-way stop sign and signal immediately following the approval of this Project Application by the City of Tracy.

- Intersection #3 (Corral Hollow Road / Spine Road) – Signalize the intersection and improve the northbound approach to include a northbound left-turn lane and one northbound through lane. The southbound approach to include one southbound through lane and one southbound right-turn lane, and the eastbound approach to include two eastbound left-turn lanes and one eastbound right-turn lane. The construction of Corral Hollow's approaches to four through lanes is within the scope of improvements identified in the adopted TMP, while Spine Road and the north and southbound turn lanes into the Project site from Corral Hollow are not, and thus, are the responsibility of the Applicant. The improvement shall be installed before issuance of the first certificate of occupancy.

- Intersection #4 (Corral Hollow Road / Linne Road) – Install a signal at the intersection that will have interconnect with the railroad crossing controller. Improvements shall be constructed at the railroad crossing gates. The signalization is a Public Utilities Commission requirement because vehicle queues will spill across the railroad tracks and will cause safety concerns for train traffic. The signal shall be installed when 396 PM peak hour trips would be generated by the Project. This improvement is a partial

TMP improvement and shall be partially funded by the City TIF. The City Engineer shall, at the time the tentative map is prepared, identify the non-TMP improvements. The costs of the non-TMP improvements are the responsibility of the Applicant. The Applicant shall, in collaboration with the City Engineer and UPRR/PUC, commence with an engineering design process to install the improvements identified. This design shall commence immediately following the approval of this Project Application by the City of Tracy.

- Intersection #5 (Tracy Boulevard / Linne Road) – Reconstruct the eastbound approach to an eastbound left-turn lane and eastbound through lane, and the westbound approach to a westbound right-turn lane and westbound through lane. Allow the northbound and southbound approaches to remain as they are in existing conditions. This improvement is a partial TMP improvement and shall be partially funded by the City TIF. The City Engineer shall, at the time the tentative map is prepared, identify the non-TMP improvements. The costs of the non-TMP improvements are the responsibility of the Applicant. The Applicant shall, in collaboration with the City Engineer and UPRR/ CA PUC, commence with an engineering design process to install the improvements identified. This design process shall commence immediately following the approval of this Project Application by the City of Tracy.

- Intersection #13 (Mountain House Parkway / I-580 EB Ramps) – Refer to Mitigation 4.13-5a.

- Intersection #14 (Mountain House Parkway / I-580 WB Ramps) – Refer to Mitigation 4.13-5a.

In summary, the measures concerning Intersections #1, #3, #4, #5, #13, and #14 would mitigate Project-related impacts to a level of insignificance, but the City finds that, because the improvements would require approval of agencies other than the City, the timing of their implementation is uncertain and thus impacts at these intersections remain significant and unavoidable. This impact is overridden by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.13-15a: Development within the THSP Phase 1a Project would add traffic on the existing roadway network and would potentially impact the following existing intersections.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.13-193 through 4.13-215, and 4.13-220 through 4.13-221, of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, buildout of the THSP Project would add traffic to the following intersections below the minimum acceptable LOS standards: Intersections #L1, #L2, and #L5. This is a significant impact.

Findings
The City finds that impacts to Intersections #L1, #L2, and #L5 under Existing Plus Phase 1a Project conditions are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that such impacts are significant and unavoidable. The City finds that it has adopted all feasible mitigation and, to this end, finds that Mitigation Measure 4.13-15a is feasible, is under the City's jurisdiction, is hereby adopted, and would reduce potential impacts under Impact 4.13-15a. The City finds that it cannot control the timing of improvements funded under the mitigation measure, and therefore impacts would not be reduced to a level of insignificance. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.13-15a found fund the construction of traffic improvements that could reduce the significant impacts to the Livermore intersections, as described under Impact 4.13-15a, to less-than-significant levels. This mitigation measure is set forth in the Draft SEIR at pages 4.13-220 and 4.13-221 and in the attached MMRP, and is as follows:

- Intersection #L1 (Greenville Road / Patterson Pass Road) - The City of Livermore has identified the installation of a signal at this intersection and the reconstruction of all approaches to include left-turn lanes. With this improvement the intersection would operate at acceptable conditions. Per the Settlement Agreement, as referred to on pages 6-9, the Applicant shall pay $1,000 per residential unit to the JPA TIF to partially mitigate its impact. In addition, the Applicant shall pay $500 per residential dwelling unit paid at building permit issuance, said fee to be adjusted by no more than 2.5% per annum for increases in the cost of living as determined annually by the Engineering News Record (ENR) index for road construction costs.

- Intersection #L2 (Greenville Road / Tesla Road) - The City of Livermore has identified the installation of a signal at this intersection. With this improvement the intersection would operate at acceptable conditions. Per the Settlement Agreement, as referred to on pages 6-9, the Applicant shall pay $1,000 per residential unit to the JPA TIF to partially mitigate its impact. In addition, the Applicant shall pay $500 per residential dwelling unit paid at building permit issuance, said fee to be adjusted by no more than 2.5% per annum for increases in the cost of living as determined annually by the Engineering News Record (ENR) index for road construction costs.

- Intersection #L5 (Isabel Avenue / Vallecitos Road) - The City of Livermore has identified the reconstruction of the westbound approach at the intersection to include a left-turn lane and a shared left/right-turn lane. With this improvement the intersection would operate at acceptable conditions. Per the Settlement Agreement, as referred to on pages 6-9, the Applicant shall pay $1,000 per residential unit to the JPA TIF to partially mitigate its impact. In addition, the Applicant shall pay $500 per residential dwelling unit paid at building permit issuance, said fee to be adjusted by no more than 2.5% per annum for increases in the cost of living as determined annually by the Engineering News Record (ENR) index for road construction costs. A dollar for dollar credit up to $500 for payment of the SJCOG fee and up to $500 for implementation of TDM measures will apply to these fees per the Settlement Agreement. The fee credit portion for TDM measures, shall be calculated at the time each building permit is issued as the project is constructed. The calculation of this fee credit shall be overseen by the City Engineer.

Mitigation Measure 4.13-15a, would mitigate Project-related impacts, but the City of Tracy cannot control the timing of implementation of these improvements, and thus impacts remain significant and unavoidable. This impact is overridden by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.13-15b: Development within the THSP Phase 1a Project would add traffic on the existing Altamont Pass, Corral Hollow Road and Patterson Pass roadways in Alameda County and potentially impact the roadway segments.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.13-193 through 4.13-215, and 4.13-221 through 4.13-222, of the Draft SEIR, and in the Final SEIR Responses to

Comments, which are incorporated herein by this reference, the Project would increase V/C ratios to greater than 0.89 on Altamont Pass Road. This is a significant impact.

Findings
The City finds that the aforementioned impacts are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that such impacts are significant and unavoidable. The City finds that it has adopted all feasible mitigation and, to this end, the City finds that Mitigation Measures 4.13-15b is feasible, is within the jurisdiction of the City to require, is hereby adopted, and would reduce potential impacts under Impact 4.13-15b. Pursuant to the Settlement Agreement, payment of the fees identified in Mitigation Measure 4.13-15b shall be considered mitigation for impacts generated by the project. However, the City of Tracy cannot control the timing of implementation of the funded improvement measures in Alameda County, and thus this mitigation measure would not reduce the impacts to a level of insignificance. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.13-15b could result in the funding of traffic improvements that could reduce the significant impacts described under Impact 4.13-15b. This mitigation measure is set forth in the Draft SEIR at page 4.13-221, in the attached MMRP. Mitigation Measure 4.13-15b would fund improvements that mitigate Project-related impacts, but the City of Tracy cannot control the timing of implementation of the mitigation measure, and therefore impacts would remain significant and unavoidable. This impact is overridden by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.13-15c: Development within the THSP Phase 1a Project would add traffic onto the existing freeway network and potentially impact the freeway facilities.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.13-193 through 4.13-215, and page 4.13-222, of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the Project would add traffic to the freeway network and deteriorate conditions below the Caltrans LOS standard of D. This is a significant impact.

Findings
The City finds that the aforementioned impacts are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that such impacts are significant and unavoidable. The City finds that it has adopted all feasible mitigation and, to this end, the City finds that Mitigation Measures 4.13-15c is feasible, is within the jurisdiction of the City to require, is hereby adopted, and would reduce potential impacts under Impact 4.13-15c. Pursuant to the Settlement Agreement, payment of the fees identified in Mitigation Measure 4.13-10c shall be considered mitigation for impacts generated by the project. However, the City cannot control the timing of improvements funded by the measure, and therefore it would not reduce the impacts to a level of insignificance. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.13-15c could result in the funding of traffic improvements that could reduce the significant impacts described under Impact 4.13-15c to less-than-significant levels. This mitigation measure is set forth in the Draft SEIR at pages 4.13-222, in the attached MMRP. Mitigation Measure 4.13-15c would fund

improvements that mitigate Project-related impacts, but the City of Tracy cannot control implementation of the measure, and impacts would remain significant and unavoidable. This impact is overridden by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

Impact 4.13-15g: Phase 1a of THSP does not indicate a bicycle and pedestrian connection from Spine Road along Corral Hollow Road.

Significant Impact
As presented in and determined by the analysis in the administrative record of proceedings, including, without limitation, the analysis contained on pages 4.13-193 through 4.13-215, and pages 4.13-224 and 4.13-25, of the Draft SEIR, and in the Final SEIR Responses to Comments, which are incorporated herein by this reference, the Project would not connect the development to the citywide bicycle and pedestrian system. This is a significant impact.

Findings
The City finds that the aforementioned impacts are potentially significant, and that there exist no feasible mitigation measures that would reduce these impacts to a level of insignificance. The City therefore finds that such impacts are significant and unavoidable. The City finds that it has adopted all feasible mitigation and, to this end, the City finds that Mitigation Measures 4.13-15g is feasible, is within the jurisdiction of the City to require, is hereby adopted, and would reduce potential impacts under Impact 4.13-15g. However, the City cannot control the implementation of the mitigation measure, and therefore it would not reduce the impacts to a level of insignificance. This impact is overridden by Project benefits as set forth in the Statement of Overriding Considerations.

Facts in Support of Findings
The City finds that implementation of Mitigation Measure 4.13-15g could result in the construction of Class I or Class II bicycle improvements that could reduce the significant impacts described under Impact 4.13-15g to less-than-significant levels. This mitigation measure is set forth in the Draft SEIR at pages 4.13-225, in the attached MMRP. Mitigation Measure 4.13-15g would mitigate Project-related impacts, but the City of Tracy cannot control implementation of the measure, and impacts would remain significant and unavoidable. This impact is overridden by the Project benefits as set forth in the Statement of Overriding Considerations (attached Exhibit C).

EXHIBIT B

FINDINGS RELATED TO ALTERNATIVES

The State CEQA Guidelines Section 15126.6 mandates that every EIR evaluate a no-project alternative, plus a feasible and reasonable range of alternatives to the Project. The Alternatives were formulated considering the Project Objectives outlined on page 3-15 of Draft SEIR. The alternatives provide a basis of comparison to the project in terms of beneficial, significant, and unavoidable impacts. This comparative analysis is used to consider reasonable feasible options for minimizing environmental consequences of a project.

Typically, where a project causes significant impacts and an EIR is prepared, the findings must discuss not only how mitigation can address the potentially significant impacts, but whether project alternatives can address potentially significant impacts. But where all significant impacts can be substantially lessened (e.g., to a less-than-significant level) solely by adoption of mitigation measures, the lead agency, in drafting its findings, has no obligation to consider the feasibility of project alternatives that might reduce an impact, even if the alternative would mitigate the impact to a greater degree than the proposed project, as mitigated (Pub. Res. Code § 21002; *Laurel Hills Homeowners Association v. City Council* (1978) 83 Cal.App.3d 515, 521; *Kings County Farm Bureau v. City of Hanford* (1990) 221 Cal.App.3d 730-733; *Laurel Heights Improvement Association Regents of the University of California (*1988) 47 Cal.3d 376, 400-403).

Because not all significant effects can be substantially reduced to a less-than-significant level either by adoption of mitigation measures or by standard conditions of approval, the following section considers the feasibility of the Project alternatives as compared to the proposed Project. (14 Cal. Code Regs. § 15091(a)(3).)

As a threshold matter, the City finds that the range of alternatives studied in the SEIR reflects a reasonable attempt to identify and evaluate various types of alternatives that would potentially be capable of reducing the environmental effects of the Project, while accomplishing most of the Project objectives. The City finds that the alternatives analysis is sufficient to inform the City, agencies, organizations, and the public regarding the trade-offs between the degree to which alternatives to the Project could reduce environmental impacts and the corresponding degree to which the alternatives would hinder the achievement of the Project objectives and economic, environmental, social, technological, legal, and other considerations.

The City finds that the proposed Project would achieve the Project objectives, and is more desirable than the alternatives considered in the SEIR. As set forth in Exhibit A, which is hereby incorporated by reference, the City has adopted mitigation measures that avoid or substantially reduce, to the extent feasible, the significant environmental effects of the Project. As is also explained in Exhibit A, while these mitigation measures would not mitigate all Project impacts to a less-than-significant level, they would mitigate those impacts to a level that the City finds acceptable. The City finds the remaining alternatives infeasible. Accordingly, the City has determined to approve the proposed Project instead of approving one of the remaining alternatives.

In making this determination, the City finds that, when compared to the alternatives described and evaluated in the SEIR, the proposed Project, as mitigated, provides a reasonable balance between satisfying the Project objectives and reducing potential environmental impacts to an acceptable level. The City further finds and determines that the proposed Project should be approved, rather than one of the alternatives, for the reasons set forth below in this Exhibit B and the administrative record, including, without limitation, Chapter 7 of the Draft SEIR and the Final SEIR Responses to Comments.

Finally, in making these findings, the City certifies that it has independently reviewed and considered the information on alternatives provides in the SEIR, including the information provided in comments on the Draft SEIR, Final SEIR Responses to Comments, and all other information in the administrative

record. These analyses are not repeated in total in these findings, but the discussion and analysis of the alternatives in these documents are incorporated into these findings by reference to supplement the analysis here.

Summary of Alternatives

This exhibit contains findings related to the alternatives evaluated in the Final SEIR. The Final SEIR describes and evaluates three alternatives to the proposed Project. While all three of the alternatives have the ability to reduce environmental impacts, only the No Project/No Build Alternative would completely reduce all of the environmental impacts to a less-than-significant level. The Final SEIR analyzed the following three alternatives to the Tracy Hills Specific Plan project:

- Alternative 1: No Project/Current Zoning Alternative
- Alternative 2: No Project/No Build Alternative
- Alternative 3: Reduced Density Alternative

Summary of Project Objectives

The following Project Objectives were identified for the Project:

- Implement the City's General Plan Area of Special Consideration Number 8: Tracy Hills Specific Plan Area.
- Create a master planned community that has a unique character and quality with a commitment to exemplary living, working, and recreational environments.
- Protect and enhance environmental features and wildlife habitats within and near the Project Area through the preservation of large tracts of contiguous open space lands.
- Facilitate development of infrastructure needed to serve the project through efficient and phased infrastructure design.
- Provide a range of housing opportunities to support a diverse population, lifestyles and family groups.
- Develop residential neighborhoods that respect natural landforms and scenic valley views with a commitment to quality site design, architecture, and landscape design.
- Provide public parks, open space, and an integrated trails network with pedestrian and bicycle amenities, to create passive and active recreational opportunities to serve its residents.
- Provide a comprehensive circulation network with integrated mobility options including pedestrian and bicycle amenities, with enhanced connectivity and safety, as alternatives to automobile use.
- Provide mixed use business park land uses for commercial retail, office, institutional and other services that meet local, community, and regional needs.
- Create opportunities for quality employment-generating uses and economic development opportunities that meet local, community and regional needs.
- Establish a planning/zoning concept that is responsive to the market.
- Enhance the character and quality of I-580 freeway corridor and edge.
- Implement the Circulation Element of the City's General Plan which envisions transportation infrastructure improvements such as the Lammers/580 interchange.
- Implement the City's General Plan which envisions that the geographical area governed by the THSP will be developed into a mixed use master planned community consisting of a variety of interconnected uses.
- Implement a comprehensive Specific Plan that contains a variety of housing and jobs-producing land uses to achieve a relatively strong jobs to housing balance within the Specific Plan boundaries so as to reduce the vehicle miles traveled in the region.
- Implement the City's Infrastructure Master Plans.

A. No Project/Current Zoning Alternative

Under the No Project/Current Zoning Alternative, the land uses described in the THSP would not be implemented. The Project site would be developed in accordance with the General Plan land use designations, with up to 5,499 residential units; 6 million square feet of commercial, office, and industrial uses; parks, schools, and various open spaces. The overall timing of development of the Project site, including Phase 1a, would be protracted.

Findings

The City hereby rejects the No Project/Current Zoning Alternative, separately and independently, because (1) it would fail to meet fundamental Project Objectives and (2) specific economic, legal and other considerations each make the No Project/Current Zoning Alternative an infeasible or undesirable alternative for the Project Applicant and the City of Tracy.

Facts in Support of Finding

The No Project/Current Zoning Alternative would not avoid the potential impacts of the proposed Project because it would result in development similar to that under the THSP, although under a more protracted timeline. The alternative would result in the impacts discussed on pages 7-5 to 7-9, incorporated herein by reference. However, the No Project Alternative/Current Zoning is impractical or undesirable, and thus infeasible, for the following separate and independent reasons:

1. The alternative would not update the THSP to bring the 1998 THSP Plan into consistency and compliance with the City's updated Infrastructure Master Plans and the General Plan.
2. The alternative would not update the THSP to reflect the proposed text amendments requested by the project Applicant (including Project goals, zoning and development standards and zoning districts), which would reduce the economic viability of the proposed Project and the ability of the Project to provide a reasonable rate of return to the developers.

B. No Project/No Build Alternative

Under the No Project/No Build Zoning Alternative, the land uses described in the THSP would not be implemented, and no development would occur on the Project site in the future. The site would remain largely vacant and in its current state. The Amendment and comprehensive update to the THSP would not be implemented.

Findings

The City hereby rejects the No Project/No Build Alternative, finding it not feasible, separately and independently, because (1) it would fail to meet any of the Project Objectives, and (2) specific economic, legal and other considerations each make the No Project/No Build Alternative, identified in the Final SEIR and described above, an infeasible alternative for the Project Applicant and the City of Tracy.

Facts in Support of Finding

The No Project/No Build Alternative would avoid the potential impacts of the proposed Project because no physical or operational changes to the Specific Plan Area and its surroundings would occur beyond existing conditions, as discussed on pages 7-9 to 7-11, incorporated herein by reference. However, the No Project Alternative/No Build is impractical or undesirable, and thus infeasible, for the following separate and independent reasons.

1. One of the City's long-term goals is to increase its land supply for industrial, office, and employment-generated uses in targeted areas, providing a balance of non-residential uses along with the City's housing supply. Under the No Project Alternative, no development would occur in the Specific Plan Area and therefore the jobs associated with the proposed Project would not be created. Nor would any of the substantial construction jobs associated

with the Project be created. By leaving the Specific Plan Area undeveloped, this alternative would strain the City's ability to reverse commute patterns. Moreover, it is crucial that the City follow a policy that maximizes job creation, as the County's unemployment rate remains near 13 percent, higher than both California's rate and the national rate. (*See* Comprehensive Annual Financial Report For The Fiscal Year Ended June 30, 2014 ["Fiscal Report"].)

2. The City decided to develop THSP in 1998, and the No Project/No Build Alternative would not implement that policy. This alternative would not effectively implement the General Plan because it would not result in the envisioned development of the THSP into a mixed-use master planned community consisting of a variety of interconnected uses.

3. Under the No Project Alternative, the Project would not be implemented, and therefore this alternative does not meet any of the Project objectives.

4. Leaving the Specific Plan Area in its existing state under this alternative would remove the economic viability of the proposed Project and the ability of the Project to provide a reasonable rate of return to the developers.

5. The Project's substantial commercial, office, and business industrial uses, enhancing and stabilizing the City's tax base. Such uses are expected to generate significant property tax and sales tax revenues. Currently, the Specific Plan Area is used mainly for agricultural purposes, which generates comparatively insignificant property tax revenues. The City must maximize its tax revenues so that it can provide its citizens with the necessary services. This City's tax revenues must be based on a diverse portfolio of commercial activity. In addition, the City must continue to replenish its reserve funds, particularly as it prepares for the expiration of Measure E in April 2016. (*See* Fiscal Report.)

C. Reduced Density Alternative

The Reduced Density Alternative would reduce the level of development that would be permitted in the Specific Plan Area to reduce the intensity and resultant environmental effects of the proposed Project, specifically environmental impacts to air quality, greenhouse gases, and transportation.

The alternative is based upon the highest number of trips that could be generated by development of the alternative before the construction of the Lammers Road / I-580 interchange is triggered. The mix of uses developed under the alternative would be similar to the mix of land uses identified under the project, but no more than 2,588 residential equivalent trips could be generated by any combination of uses. This number of trips would represent an approximately 40 percent reduction when compared with trips generated by the proposed Project.

Findings

The City hereby rejects the Reduced Density Alternative, finding it is not feasible, separately and independently, because (1) it would fail to meet fundamental Project Objectives and (2) specific economic, legal and other considerations each make the Reduced Density Alternative, identified in the Final SEIR and described above, an infeasible alternative for the Project Applicant and the City of Tracy.

Facts in Support of Finding

The Reduced Density Alternative would reduce the Project's significant air quality, greenhouse gas, noise, and transportation impacts to a less-than-significant level, as discussed in Chapter 7 of the Draft SEIR, including, without limitation, Table 7-1 and pages 7-11 to 7-15, incorporated herein by reference. The City Council hereby rejects the Reduced Density Alternative, finding that it is impracticable or less desirable than the proposed Project, and thus infeasible, for the following reasons:

1. One of the City's long-term goals is to increase its land supply for industrial, office, and employment-generated uses in targeted areas, providing a balance of non-residential uses along with the City's housing supply. The Reduced Density Alternative would not maximize such uses, which would frustrate the City's long-term goals.

2. The Reduced Density Alterative would result in a reduced employee population, and result in the creation of substantially less construction jobs associated with full buildout of the proposed Project. By developing the Specific Plan Area at a lower density, this alternative would reduce the City's ability to reverse commute patterns. Moreover, it is crucial that the City follow a policy that maximizes job creation to respond to the region's high unemployment levels. (*See* Fiscal Report.)

3. This alternative would not as effectively implement the General Plan because it would not result in the envisioned development of the THSP into a mixed-use master planned community consisting of a variety of interconnected uses.

4. The Reduced Density Alterative would constrain the City's ability to efficiently deliver services, resources, and infrastructure to the Specific Plan Area and to users and employment-generating activities given the reduced amount of sales tax revenue that this alternative would generate. A less intense development would not as effectively make use of scarce land resources, which would not as effectively meet the City's goal to conserve environmental resources. For instance, reducing density likely would have the effect of displacing uses, ultimately resulting in greater environmental impacts as additional land is acquired and developed to accommodate such uses.

5. Reducing the Project's uses under this alternative would pose an issue in terms of economic viability and the ability of the Project to provide a reasonable rate of return to the developers.

6. The reduced intensity of development would impose a development pattern that hinders the creation of a concentrated employment-generating business park, and would thereby reduce pedestrian and bicycle connectivity, given the spacing of the buildings on site.

7. The Project would include a mix of land uses, enhancing and stabilizing the City's tax base. Such uses are expected to generate significant property tax and sales tax revenues. The Reduced Density Alternative, while generating tax revenues, would result in only less development, and thus generate proportionately less tax revenue. It is crucial that the City implement a policy that maximizes tax revenues so that it can provide its citizens with the necessary services. This City's tax revenues must be based on a diverse portfolio of commercial activity. In addition, the City must continue to replenish its reserve funds, particularly as it prepares for the expiration of Measure E in April 2016. (*See* Fiscal Report.)

8. This alternative would likely increase the cost per acre to extend infrastructure to the Project, inhibiting the City's implementation of its master planned infrastructure and thereby hampering the participating property owners from realizing a reasonable rate of return to the developers.

D. Alternatives Considered but Rejected from Further Consideration

The City considered another alternative to the proposed Project that would have involved an alternative location for the proposed Project but for the following reasons, rejected this alternative from further consideration.

Findings

The City hereby rejects the alternative location because specific economic, legal and other considerations each make the alternative location an infeasible alternative for the Project Applicant and the City of Tracy.

Facts in Support of Finding

As discussed on pages 7-15 and 7-16 of the Draft SEIR, which are incorporated herein by this reference, the City rejected this alternative from further consideration for several separate and independent reasons. First, the Project Area has already been designated by the General Plan for future development with land uses consistent with those prescribed by the THSP. Second, extensive planning efforts have included the adoption of a revised General Plan in 2011 that included the anticipated build out of the THSP. In addition, in order to implement the City's General Plan as it relates to the THSP, the City has adopted numerous infrastructure plans designed to ultimately implement the THSP. These infrastructure plans were subjected to their own CEQA review and are now part of the City's official infrastructure plans to implement the THSP. Third, the Project Area is currently designated "Tracy Hills Specific Plan" on the City of Tracy Zoning Map, thus the THSP is consistent with the intent of the prevailing zoning. Fourth, the City's master plans of infrastructure (which serve to implement development under the General Plan) have accommodated the development density and pace of development identified in the THSP, and thus future infrastructure demands have been accounted for in the City's long range planning efforts. Fifth, there are no other remaining large-scale properties within either the City of Tracy or within its sphere of influence that can accommodate a similar range of housing, commercial, industrial, office, institutional and public park and open space areas that would meet the local, community and regional needs as expressed through the vision of the THSP and the goals of the General Plan. Lastly, the Project Area is largely within the control of the Project Applicant; there are no other sites of this size within the City or the City's sphere that the Project Applicant would be able to reasonably acquire, control or otherwise have access to that would meet the basic objectives of the Project.

EXHIBIT C

STATEMENT OF OVERRIDING CONSIDERATIONS

The City Council hereby adopts and makes this Statement of Overriding Considerations concerning the Project's unavoidable significant impacts to explain why the Project's benefits override and outweigh its unavoidable impacts.

The City of Tracy is the Lead Agency under CEQA responsible for the preparation, review, and certification of the Final SEIR for the Tracy Hills Specific Plan SEIR. As the Lead Agency, the City is also responsible for determining the potential environmental impacts of the proposed action and which of those impacts are significant. CEQA also requires the Lead Agency to balance the benefits of a proposed action against its significant and unavoidable adverse environmental impacts in determining whether or not to approve the proposed Project.

In making this determination, the Lead Agency is guided by the CEQA Guidelines Section 15093 which provides as follows:

a) "CEQA requires the decision-making agency to balance, as applicable, the economic, legal, social, technological, or other benefits, including region-wide or statewide environmental benefits, of a proposed project against its unavoidable environmental risks when determining whether to approve the project. If the specific economic, legal, social, technological, or other benefits, including region- wide or statewide environmental benefits, of a proposal project outweigh the unavoidable adverse environmental effects, the adverse environmental effects may be considered 'acceptable,'"

b) "When the lead agency approves a project which will result in the occurrence of significant effects which are identified in the final EIR but are not avoided or substantially lessened, the agency shall state in writing the specific reasons to support its action based on the final EIR and/or other information in the record. The Statement of Overriding Considerations shall be supported by substantial evidence in the record."

c) "If an agency makes a statement of overriding considerations, the statement should be included in the record of the project approval and should be mentioned in the notice of determination …."

In addition, Public Resources Code Section 21081(b) requires that where a public agency finds that economic, legal, social, technical, or other reasons make infeasible the mitigation measures or alternatives identified in the EIR and thereby leave significant unavoidable adverse project effects, the public agency must also find that overriding economic, legal, social, technical or other benefits of the project outweigh the significant unavoidable adverse effects of the project.

The proposed Project represents the best possible balance between the City's goals, objectives, and policies related to the development of the Specific Plan Area, development of employment-generating land uses, and site-specific open space, recreation, and non-vehicular transportation enhancements. In accordance with CEQA Guidelines Section 15093 and other applicable law, the City has, in determining whether or not to approve the Project, balanced the economic, social, technological, and other Project benefits against its unavoidable environmental risks, and the City Council hereby finds that the Project's unavoidable significant impacts are acceptable in light of the Project's benefits. Each benefit set forth below constitutes an overriding consideration warranting approval of the proposed Project, independent of the other benefits, despite each and every unavoidable impact. This statement of overriding considerations is based on the City's review of the SEIR and other information in the administrative record. This Exhibit C also incorporates the findings contained in Exhibit B (related to Project alternatives), and the substantial evidence upon which they are based. The benefits of the Project are as follows:

1. The proposed Project increases the City's ability to plan for a key area for economic development, namely the Specific Plan Area. The large parcel sizes in the Specific Plan Area, in comparison to the parcel sizes in other areas of the City and Sphere of Influence, and the large size of the Specific Plan Area when considered as a whole, presents a unique opportunity for the City to create a mixed use master planned community. The proposed Project will facilitate the City's goal to master plan large parcels.

2. Development under the proposed Specific Plan would foster economic vitality for the City of Tracy, as well as significant construction jobs during buildout. It is crucial that the City implement a policy that maximizes job creation, as the County's unemployment rate remains near 13 percent, higher than both California's rate and the national rate. (*See* Comprehensive Annual Financial Report For The Fiscal Year Ended June 30, 2014 ["Fiscal Report"].) Thus the creation of jobs is determined to be an extremely valuable benefit.

3. The proposed Project would implement the City of Tracy General Plan land use vision for the Specific Plan Area.

4. The proposed Specific Plan provides policy guidance to enhance the character of future development in the Specific Plan Area. Without a Specific Plan, piecemeal development of the Specific Plan Area would not be subject to the same coherent set of design guidelines and policies. The proposed Project provides policy guidance to protect the visual quality of the Specific Plan Area as new development occurs.

5. The proposed Project would include almost 185 acres of parks and open space in the residential area, as well as result in the conservation of 3,500 acres of open space. These master-planned amenities constitute a significant benefit to the City and, without a Specific Plan, piecemeal development would not create such amenities.

6. The proposed Project implements the City's Sustainability Action Plan. The Specific Plan provides many opportunities for future development to increase sustainability and minimize greenhouse gas emissions, reduce water and energy consumption, and decrease the impacts of construction activities and waste generation.

7. The Project includes a number of resource conservation measures. The Project therefore ensures that new growth in the City would follow sophisticated design blueprints that are cognizant of the relationship between construction practices and climate change/air pollution, and would serve as a model for future growth in the City. It is highly desirable that the City follow land use planning policies that implement sustainable and green practices, to the extent feasible. Thus the inclusion in the Project of numerous green elements is determined to be an extremely valuable benefit.

8. The Project includes a mix of land uses, enhancing and stabilizing the City's tax base. Such uses are expected to generate property tax and sales tax revenues. It is crucial that the City implement a policy that maximizes tax revenues so that it can provide its citizens with the necessary services. This City's tax revenues must be based on a diverse portfolio of commercial activity. In addition, the City must continue to replenish its reserve funds, particularly as it prepares for the expiration of Measure E in April 2016. (*See* Fiscal Report.)

The City Council, acting as the Lead Agency and having reviewed the SEIR and public records, hereby adopts this Statement of Overriding Considerations (SOC), which has balanced the benefits of the Project against its significant unavoidable adverse impacts in reaching a decision to approve the Project.

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
4.1-4: To decrease light spillage and glare to the maximum extent practicable, all individual developments under the THSP shall be required to: ♦ Prior to final inspection or certificate of occupancy, all exterior and parking area lighting shall be directed downward or shielded, to prevent glare or spray of light on to public rights-of-way or adjacent residential property, consistent with City standards.	Developers	Prior to final inspection or certificate of occupancy	Development & Engineering Services	Site inspection	Once per individual development project	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.2-1: As part of the development process for individual site-specific development projects, the agricultural mitigation fee adopted by the City shall be paid for each acre of Prime Farmland to be developed. The fees shall be collected by the City at the time building permits are issued for such site-specific development projects, or as otherwise required by the City.	Developers	Prior to issuance of building permits	Development & Engineering Services	Obtain proof of fee payment and retain administrative record	Once per individual development project	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.2-2: As construction occurs along the Project Area boundary, buffers such as roadways, conservation easements, building setbacks, and parking areas, shall be required prior to occupancy of those structures, in compliance with General Plan Policy OSC-2.2 P1.	Construction Contractors	Prior to approval of Subdivision Map	Development & Engineering Services	Require as condition of approval of Subdivision Map	Once per subdivision	Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
						Initials: _____ Date: _____ Initials: _____ Date: _____
4.3-1a: Prior to the issuance of any grading permit the City Engineer and the Chief Building Official shall confirm that the Grading Plan, Building Plans, and specifications stipulate that, in compliance with SJVAPCD Regulation VIII, excessive fugitive dust emissions shall be controlled by regular watering or other dust prevention measures. Implementation of the following measures would reduce short-term fugitive dust impacts on nearby sensitive receptors: ♦ All disturbed areas, including storage piles, which are not being actively utilized for construction purposes, shall be effectively stabilized of dust emissions using water, chemical stabilizer/suppressant, covered with a tarp or other suitable cover or vegetative ground cover; ♦ All on-site unpaved roads and off-site unpaved access roads shall be effectively stabilized of dust emissions using water or chemical stabilizer/suppressant; ♦ All land clearing, grubbing, scraping, excavation, land leveling, grading, cut and fill, and demolition activities shall be effectively controlled of fugitive dust emissions utilizing application of water or by presoaking; ♦ When materials are transported off-site, all material shall be covered, or effectively wetted to limit visible	Construction Contractors	Prior to issuance of grading permit / during construction	Development & Engineering Services	Review construction specifications materials and retain for administrative record / Conduct site inspections	Review specifications once per individual development project; monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
dust emissions, and at least six inches of freeboard space from the top of the container shall be maintained; ♦ All operations shall limit or expeditiously remove the accumulation of mud or dirt from adjacent public streets at the end of each workday. (The use of dry rotary brushes is expressly prohibited except where preceded or accompanied by sufficient wetting to limit the visible dust emissions.) (Use of blower devices is expressly forbidden.); ♦ Following the addition of materials to, or the removal of materials from, the surface of outdoor storage piles, said piles shall be effectively stabilized of fugitive dust emissions utilizing sufficient water or chemical stabilizer/suppressant; ♦ Within urban areas, trackout shall be immediately removed when it extends 50 or more feet from the site and at the end of each workday; ♦ Any site with 150 or more vehicle trips per day shall prevent carryout and trackout; ♦ Limit traffic speeds on unpaved roads to 15 mph; ♦ Install sandbags or other erosion control measures to prevent silt run-off to public roadways from sites with a slope greater than one percent; ♦ Install wheel washers for all exiting trucks, or wash off all trucks and equipment leaving the THSP Project Area; and ♦ Fugitive dust emanating from the Project site shall not exceed 20 percent opacity, per SJVAPCD Regulation VIII.						

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
♦ Applicant shall consult with the County Public Health Services Department or California Department of Public Health to develop a Valley Fever Dust Management Plan that addresses Valley Fever exposure. The Plan shall be provided to the City and shall include a program to evaluate the potential for exposure to Valley Fever from construction activities and to identify appropriate dust management and safety procedures that shall be implemented, as needed, to minimize personnel and public exposure to potential Valley Fever-containing dust.						
4.3-1b: The following measures shall be implemented during construction to reduce NO_X related emissions. They shall be included in the Grading Plan, Building Plans, and contract specifications. Contract specification language shall be reviewed by the City prior to issuance of a grading permit. ♦ Use of construction equipment rated by the United States Environmental Protection Agency (EPA) as having Tier 3 or higher exhaust emission limits for equipment over 50 horsepower that are onsite for more than 5 days, if available and feasible. Tier 3 engines between 50 and 750 horsepower are available for 2006 to 2008 model years. After January 1, 2015, encourage the use of equipment over 50 horsepower that are on-site for more than 5 days to meet the Tier 4 standards, if available and feasible. A list of construction equipment by type and model year shall be maintained by the construction contractor onsite, which shall be available for City review upon request.	Construction Contractors	Prior to issuance of grading permit / building permit / during construction	Development & Engineering Services	Review construction specifications materials and retain for administrative record / Conduct site inspections	Review specifications once per individual development project; monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
♦ Use of alternative-fueled or catalyst-equipped diesel construction equipment, if available and feasible; and ♦ Clearly posted signs that require operators of trucks and construction equipment to minimize idling time (e.g., 5-minute maximum). ♦ Properly and routinely maintain all construction equipment, as recommended by manufacturer's manuals, to control exhaust emissions. ♦ Use electric equipment for construction whenever possible in lieu of fossil fuel-fired equipment.						
4.3-1c: Prior to the issuance of any grading permit, the City shall confirm that the Project complies with the SJVAPCD Rule 9510, Indirect Source (ISR). If feasible measures are not available to meet the emissions reductions targets outlined in Rule 9510, then Project Applicants shall pay an in-lieu mitigation fee to the SJVAPCD to offset the Project's emissions-related impacts, or coordinate with the SJVAPCD to implement a Voluntary Emission Reduction Agreement (VERA). If in-lieu fees are required, Project Applicants shall coordinate with the SJVAPCD to calculate the amount of the fees required to offset the Project's impacts. The applicant shall document, to the City's reasonable satisfaction, its compliance with this mitigation measure.	Developers and Construction Contractors	Prior to issuance of grading permit	Development & Engineering Services	Review construction specifications materials and retain for administrative record / Conduct site inspections	Review specifications once per individual development project; monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.3-2: Prior to issuance of building permits, each applicant for individual site specific developments under the Specific Plan shall demonstrate compliance with SJVAPCD Rule 9510, Indirect Source Review (ISR) or implementation of a	Developers and Construction Contractors	Prior to issuance of building permit	Development & Engineering Services	Review construction specifications materials and retain for administrative	Review specifications once per individual development	Initials: _____ Date: _____ Initials: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
Voluntary Emission Reduction Agreement (VERA). Project applicants shall coordinate with the SJVAPCD to ensure that the Project meets the requirements of SJVAPCD Rule 9510 or implement a VERA. If feasible reduction measures are not available to meet the emissions reductions targets as established by the SJVAPCD, then Project Applicants shall pay an in-lieu mitigation fee to the SJVAPCD to offset the Project's emissions-related impacts. If in-lieu fees are required, Project Applicants shall coordinate with the SJVAPCD to calculate the amount of the fees required to offset the Project's impacts.				record / Conduct site inspections	project; monitor during regular inspections	Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.3-4a: New sensitive land uses including residential, hospital, medical offices, and day care facilities located within 500 feet of the I-580 freeway shall be designed to include air filtration systems with efficiencies equal to or exceeding a Minimum Efficiency Reporting Value (MERV) 13 (or equivalent system) as defined by the American Society of Heating, Refrigerating and Air Conditioning Engineers (ASHRAE) Standard 52.2. The average particle size efficiency (PSE) removal based on ASHRAE Standard 52.2 for MERV 13 is approximately 75 percent for 0.3 to 1.0 $\mu g/m^3$ (DPM) and 90 percent for 1.0 to 10 $\mu g/m^3$ (PM_{10} and $PM_{2.5}$).	Developers	Prior to issuance of building permit	Development & Engineering Services	Review construction specifications materials and retain for administrative record / Conduct site inspections	Review specifications once per individual development project; monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.3-4b: New sensitive land uses including residential, hospital, medical offices, and day care facilities shall not be located closer than 1,000 feet from any existing or proposed distribution center/warehouse facility which generates a minimum of 100 truck trips per day, or 40 truck trips with transport refrigeration units (TRUs) per day, or TRU operations exceeding 300 hours per week, pursuant to the recommendations set forth in the CARB *Air Quality and*	Developers	Prior to site plan approval / prior to building permit issuance if high efficiency air filters required	Development & Engineering Services	Review construction specifications materials and retain for administrative record / Conduct site inspections	Review specifications once per individual development project; monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
Land Use Handbook. If new sensitive land uses cannot meet this setback, they shall be designed and conditioned to include mechanical ventilation systems with fresh air filtration. For operable windows or other sources of ambient air filtration, installation of a central heating, ventilation, and air conditioning (HVAC) system that includes high efficiency filters for particulates (Minimum Efficiency Reporting Value [MERV] 13 or higher) or other similarly effective systems shall be required.						Date: _____ Initials: _____ Date: _____
4.4-1a: Construction operations will be overseen by an appropriately-credentialed biologist (biological monitor), and the Project will implement a worker environmental awareness training program to reduce the Project's potential adverse effects to special status species. This measure is specific to Areas A, B and C of the Project.	Developer-contracted biologist	Training prior to construction activities / construction oversight during construction activities	Development & Engineering Services	Review training program specifications and retain for administrative record / Conduct site inspections	Review survey and evidence once per individual development project; monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.4-1b: Prior to commencement of ground disturbing activities in any areas of potentially suitable habitat to support special status plant species, pre-activity clearance surveys shall be initiated by a qualified botanist. This measure is specific to Area A, B and C. ♦ Surveys shall be floristic in nature and timed during appropriate blooming periods. ♦ Surveys shall target those locales within the Project Site of direct and indirect effects. The results of these	Developer-contracted botanist	Initiated prior to issuance of grading permit / building permit	Development & Engineering Services	Review survey results and evidence of (a) buffer delineation, and (b) consultation with CDFW and USFWS / Conduct site inspections	Review survey and evidence once per individual development project; monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
surveys shall be submitted to CDFW and USFWS for review. ♦ In the event special-status plant species are detected within portions of the Project Site proposed for development, individual plant(s) or populations shall plant be avoided whenever possible by delineation and observing a no disturbance buffer of at least 50 feet from the outer edge of the plant population(s) or specific habitat type(s) required by special-status plant species. ♦ If buffers cannot be maintained, then consultation with CDFW and USFWS is warranted to determine appropriate minimization measures for impacts to special-status plant species.						Initials: _____ Date: _____
4.4-1c: Prior to commencement of ground disturbing activities in any areas of potentially suitable habitat to support San Joaquin Kit Fox, no less than sixty (60) days prior to any ground disturbing activates or grading, pre-construction clearance surveys shall be initialed by a qualified biologist to reinforce negative findings (the continued absence of SJKF) on the Project Site with substantial evidence. A second SJKF survey shall be conducted no more than thirty (30) days prior to the onset of construction or ground disturbing activities. If SJKF are detected within portions of the Project Site proposed for development, the developer shall immediately contact the USFWS telephonically and in writing, and following consultation with the USFWS, avoidance and minimization measures specific to SJKF will be incorporated into the Project as described in the USFWS "Standard Recommendations for Protection of the San Joaquin Kit Fox Prior to or During Ground Disturbing Activities	Developer-contracted biologist	First surveys initiated no more than 60 days prior to the onset of construction or ground-disturbing activities.	Development & Engineering Services	Review survey results and evidence of (a) consultation with USFWS, and (b) avoidance and minimization measures / Conduct site inspections	Review survey and evidence once per individual development project; monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
(1999)" and the USFWS "San Joaquin Kit Fox Habitat Evaluation Forms (2001)" to reduce impacts to this species to a less-than-significant level. These SJKF avoidance and minimization measures shall include the following: 1) No later than forty five (45) days prior to any ground disturbing activities or grading, the developer shall contact a qualified biologist holding proper permits and provide approval to that biologist to relocate known SJKF located on site to the 3,500 acre open space preserve or another relocation preserve approved by the USFWS or covered by the SJMSCP. 2) No later than fourteen (14) days prior to any ground disturbing activities or grading, all known dens shall be monitored for at least three (3) consecutive days to ensure that SJKF dens, to the extent they exist on the Project Site, are unoccupied prior to den excavation. 3) The relocation of SJKF would require an ITP per Section 2081 of the Fish and Game Code. If SJKF individuals or dens are discovered, all work within Area C in the vicinity of the discovery shall halt and not continue until CDFW has been consulted and appropriate authorization obtained.						
4.4-1d During construction, temporary disturbances and Project-related vehicle traffic will be restricted to established roads, construction areas, and other designated lands. Also during construction: 1) Project-related construction vehicles will observe a daytime speed limit of 20-mph, except on County roads and State and Federal highways. 2) Night-time construction will be minimized to the greatest extent feasible. However if it does occur, then the speed limit will be reduced to 10-mph.	Developers and Construction Contractors	Prior to issuance of grading permit / building permit / during construction	Development & Engineering Services	Review construction specifications materials and retain for administrative record / Conduct site inspections	Review survey and evidence once per individual development project; monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
3) Project-related, non-ranch operations off-road traffic outside of designated Project areas that are undergoing construction will be prohibited.						Initials: _____ Date: _____
4) To prevent inadvertent entrapment of small mammals, including SJKF, during construction, excavated, steep-walled holes or trenches more than 2-feet deep will be covered at the close of each working day by plywood or similar materials. Each excavation shall contain at least one ramp, with long trenches at least one ramp shall be placed every .25 mile. Slope of ramps shall be now steeper than 1:1. If the trenches cannot be closed, one or more escape ramps constructed of earthen-fill or wooden planks will be installed. Before such holes or trenches are filled, they will be thoroughly inspected for trapped wildlife. If at any time a trapped or injured SJKF is discovered, the USFWS and the CDFW will be contacted immediately to attempt to relocate and/or collar the SJKF. Escape ramps shall also be installed immediately to allow trapped animals to escape.						
5) Construction pipes, culverts, or similar structures with a diameter of 4-inches or greater that are stored within Project limits for one or more overnight periods will be thoroughly inspected for any SJKF before the pipe is subsequently buried, capped, or otherwise used or moved. If a kit fox is discovered inside a pipe, that section of pipe should not be moved until the USFWS and CDFW has been consulted. If necessary, and under the direct supervision of a biologist, the pipe may be moved only once to remove it from the path of construction activity, until the fox has escaped.						
6) All food, garbage in plastic shall be disposed of in closed containers and regularly removed from the site to minimize attracting SJKF and other sensitive species to the site.						

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
7) Use of rodenticides and herbicides within Project limits will be restricted. Uses of such compounds will observe label and other restrictions mandated by the U.S. Environmental Protection Agency, California Department of Food and Agriculture, and other State and Federal legislation, as well as additional project-related restrictions deemed necessary by the USFWS and CDFW. If rodent control must be conducted, zinc phosphide or an equivalent material will be used because of a lower adverse health risk to kit fox. 8) No dogs, cats or other animals shall be permitted on the Project Site. 9) Developer shall provide a sensitive species identification and avoidance education program for all construction employees that consists of a consultation in which persons knowledgeable in kit fox biology and legislative protection to explain endangered species protocols, habitat needs and the measures and conditions of approval being taken to reduce impacts to the species during project construction and implementation. A fact sheet conveying this information shall be prepared for distribution to all contractors, their employees, and any and all other personnel who are working on the construction site.						
4.4-1e: Prior to commencement of ground disturbing activities in all areas of potentially suitable habitat to support Swainson's hawk, pre-activity clearance surveys shall be initialed by a qualified biologist to reinforce positive or negative findings with substantial evidence. If Swainson's hawk is detected within portions of the Project Site proposed for development, then avoidance and minimization measures specific to Swainson's hawk will be incorporated into the Project as described in the CDFW "Staff Report on Mitigation for Impacts to Swainson's	Developer-contracted biologist	Initiated prior to the onset of construction or ground-disturbing activities.	Development & Engineering Services	Review survey results and evidence of (a) consultation with CDFW, and (b) avoidance and minimization measures / Conduct site inspections	Review survey and evidence once per individual development project; monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
Hawk (2012)" to reduce impacts to Swainson's hawk to less-than significant. This measure is applicable to Areas A, B and C of the Project. 1) If an active nest site is found, the Project will allow sufficient foraging and fledging area to maintain the nest. 2) The Project will not remove historic or known Swainson's hawk nest trees unless avoidance measures are determined to be infeasible. Removal of such trees should occur only during the timeframe of October 1 and the last day in February.						Initials: _____ Date: _____
4.4-1f: Prior to commencement of ground disturbing activities in all areas of potentially suitable habitat to support California Tiger Salamander (CTS), pre-activity clearance surveys shall be initialed by a qualified biologist in accordance with published guidelines and protocols. Survey methods shall be derived from published protocols, and to reinforce positive or negative findings with substantial evidence. If CTS individuals or eggs are discovered, all work within the vicinity of the discovery shall halt and not continue until CDFW has been consulted and appropriate authorization obtained. This measure is specific to Areas A, B and C of the Project. 1) Temporary construction disturbances to CTS habitat will be minimized to the extent practicable. All Project-related vehicle traffic will be restricted to established roads, and construction areas. 2) A qualified biologist will be on site during all activities that may result in the take of CTS. The biologist will be given the authority to stop any work that may result in the take of this listed species.	Developer-contracted biologist	Initiated prior to the onset of construction or ground-disturbing activities.	Development & Engineering Services	Review survey results and evidence of avoidance and minimization measures / Conduct site inspections	Review survey and evidence once per individual development project; monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
3) The biologist will be responsible for ensuring that the exclusion fence installed around occupied CTS habitat inspected before the start of each day and remains intact until project construction is complete.						
4) Plastic monofilament netting (erosion control matting) or similar material will not be used for erosion control or other purposes around occupied CTS habitat because CTS may become entangled or trapped in it. Acceptable substitutes include coconut coir matting or tackified hydroseeding.						
5) The project proponent or its contractor will implement BMPs to prevent sediment from entering suitable CTS habitat through the use of silt fencing and sterile hay bales.						
6) A worker training program that includes the CTS will be conducted for construction personnel before groundbreaking at individual redevelopment project sites.						
7) A speed limit of 20 (mph) will be observed within construction areas, particularly on rainy nights when CTS are most likely to be moving between their breeding ponds and upland habitat. To the extent possible, nighttime construction will be minimized. Off-road traffic outside designated construction areas will be prohibited.						
8) To prevent entrapment of CTS during construction, any trenches, holes, or other excavations into which CTS could fall and become trapped will be covered. The opening will be completely covered at the end of each workday.						

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
4.4-1g: Prior to commencement of ground disturbing activities in all areas of potentially suitable habitat to support California red-legged frog (CRLF), pre-activity clearance surveys shall be initialed by a qualified biologist to reinforce positive or negative findings with substantial evidence. This measure is specific to Areas B and C of the Project. 1) Survey will occur during the wet season (generally October 15 to April 15), no more than 48 hours before new ground disturbance. 2) A worker training program that includes the CRLF will be conducted for construction personnel before groundbreaking at individual redevelopment project sites. 3) If a CRLF is found, the construction supervisor shall halt work immediately within a buffer area of 50 feet of any discovered CRLF. The construction supervisor will also contact the project biologist and will suspend all construction activities in the immediate construction zone (50-foot radius) until the animal leaves the site voluntarily or is removed by the biologist to a release site using USFWS-approved transportation techniques. 4) To prevent entrapment of CRLF during construction, any trenches, holes, or other excavations into which CRLF could fall and become trapped will be covered. The opening will be completely covered at the end of each workday.	Developer-contracted biologist	Survey no more than 48 hours prior to the onset of construction or ground-disturbing activities.	Development & Engineering Services	Review survey results and evidence of avoidance and minimization measures / Conduct site inspections	Review survey and evidence once per individual development project; monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.4-1h: All applicants who conduct Projects within Areas A and B of the Project Site shall adhere to the terms of the SJMSCP. Participation in the SJMSCP includes compliance	Developers	Prior to the issuance of grading and	Development & Engineering Services	Review evidence of compliance with	Review survey and evidence once per	Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
with all incidental take measures as required in the SJMSCP, including but not limited to preconstruction surveys to determine presence for special status flora and fauna. Notwithstanding this biological resource section's less-than-significant impact conclusions, if required by applicable law, projects being implemented within Area C shall voluntarily secure Section 7 and/or Section 10 permits in consultation with the appropriate wildlife agencies.		construction permits		SJMSCP / Conduct site inspections	individual development project; monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.4-1i: Pre-construction surveys shall include a survey for burrowing owl and raptor nests, which will be conducted prior to grading. Pre-construction surveys for burrowing owl will be conducted weekly, beginning no later than thirty (30) days and ending no earlier than three (3) days prior to the commencement of disturbance. If burrowing owls are found during the pre-construction survey, then replacement burrows and habitat shall be provided prior to the commencement of construction within the 3,500 acre preserve area. The Project applicant shall provide artificial replacement burrows in the event that owls are detected, either as wintering or breeding within Project boundaries. Construction activities associated with project features that occur within portions of the Project Site containing occupied or suitable habitat for the burrowing owl and raptor nests shall be restriction to periods outside the breeding season for this species. The breed season for burring owl runs from February 15 through August 31.	Developer-contracted biologist	Surveys initiated no more than 30 days prior to the onset of construction or ground-disturbing activities.	Development & Engineering Services	Review survey results and evidence of (a) consultation with CDFW and USFWS, and (b) avoidance and minimization measures / Conduct site inspections	Review survey and evidence once per individual development project; monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
If construction or operation activities occur during the breeding season for burrowing owls, surveys are required prior to such construction to determine the presence or absence of this species within the impact area. Focused surveys shall be conducted under CDFW and Burrowing Owl Consortium protocol by a qualified biologist from February 15 to August 31. If this species is determined to occupy any portion of the Project Site, consultation with the CDFW and USFWS is required and no construction activity shall take place within 500 feet of an active nest/burrow until it has been determined that the nest/burrow is no longer active, and all juveniles have fledged the nest/burrow. No disturbance to active burrows shall occur without appropriate permitting through the SJMSCP or CDFW. If active burrows are detected outside the breeding season, passive and/or active relocation may be approved following consultation with the CDFW and USFWS. The installation of one-way doors may be installed as part of a passive relocation program. Wintering individuals may be evicted with the use of exclusion devices followed by a period of seven days to ensure that animals have left their burrows. Burrowing owl burros shall be excavated with hand tools by a qualified biologist when determined to be unoccupied, and backfilled to ensure that animals do not reenter.						
4.4-1j: To avoid the potential for disturbance of nesting birds on or near the Project Site, schedule the initiation of any vegetation removal and grading for the period of September 1 through February 15. If construction work	Construction Contractor / Developer-contracted biologist	Surveys initiated no more than 14 days prior to the onset of vegetation	Development & Engineering Services	Review survey results and evidence of (a) consultation with CDFW, and (b)	Review survey, evidence, and monitoring report once per individual	Initials: _____ Date: _____ Initials: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
cannot be scheduled during this period, a qualified biologist shall conduct pre-construction surveys for nesting birds according to the following guidelines: 1) The preconstruction surveys shall be conducted by the qualified biologist no later than 14 days prior to the start of vegetation removal or initiating project grading. 2) If birds protected under the Migratory Bird Treaty Act are found nesting, then appropriate construction buffers shall be established to avoid disturbance of the nests until such time that the young have fledged. The size of the nest buffer shall be determined by the biologist in consultation with CDFW, and shall be based on the nesting species, its sensitivity to disturbance, and expected types of disturbance. Typically, these buffers range from 75 to 250 feet from the nest location. 3) Nesting activities shall be monitored periodically by a qualified biologist to determine when construction activities in the buffer area can resume. 4) Once the qualified biologist has determined that young birds have successfully fledged, a monitoring report shall be prepared and submitted to the City of Tracy Development Services for review and approval prior to initiating construction activities within the buffer area. The monitoring report shall summarize the results of the nest monitoring, describe construction restrictions currently in place, and confirm that construction activities can proceed within the buffer area without jeopardizing the survival of the young birds. Construction within the designated buffer area shall not proceed until the written authorization is		removal or ground-disturbing activities.		avoidance and minimization measures. Review monitoring report and conduct site inspections	development project; monitor during regular inspections	Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
received by the applicant from the Development Services Director. The above provisions are in addition to the preconstruction surveys to confirm presence or absence of nesting Swainson's hawk, burrowing owl, and other special-status species as required under the Incidental Take Minimization Measures of the SJMSCP.						
4.4-1k: In order to comply with Section 10 of the Migratory Bird Treaty Act and relevant sections of the California Fish and Game Code, any vegetation clearing within the Project Site shall take place outside of the typical avian nesting season (e.g., February 1st until September 1st) to the maximum extent practical. If work needs to take place between February 1st and September 1st, a pre-construction survey for nesting birds should be completed prior to the onset of Project activities. If a lapse in Project activity occurs for 7 days or more during the bird nesting season than initial avian clearance surveys shall be repeated. A buffer zone from occupied nests should be maintained during physical ground disturbing activities. Once nesting has ended, the buffer may be removed.	Construction Contractor / Developer-contracted biologist	Surveys initiated prior to the onset of vegetation removal or ground-disturbing activities.	Development & Engineering Services	Review survey results and evidence of avoidance and minimization measures / Conduct site inspections	Review survey and evidence once per individual development project; monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.4-1l: Prior to construction, the Project applicant will stake, flag, fence or otherwise conspicuously delineate all environmentally sensitive areas that are to be protected in place and remain undisturbed during construction. Environmentally sensitive areas would include wetland, riparian habitat, aquatic habitat, raptor nesting locations, etc. The construction materials used to delineate environmentally sensitive areas would be removed no later than 30 days following physical completion of construction.	Construction Contractor	Prior to construction	Development & Engineering Services	Conduct site inspections	Monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
						Date: _____
4.4-1m: The discovery of any previously unidentified protected species that are not covered by the SJMSCP, including those protected under the MBTA and the Fish and Game Code, shall be avoided and evaluated by a qualified biologist during surveys. The USFWS and CDFG shall be notified of the presence of any previously unreported protected species. Any unanticipated take of protected wildlife shall be reported immediately to the USFWS and CDFG.	Developer-contracted biologist	During on-site monitoring and surveys required in mitigation measures 4.4-1a through 4.4-1c, 4.4-1e through 4.4-1l, 4.4-1n, and 4.4-1o.	Development & Engineering Services	Review, as applicable, survey results and evidence of (a) consultation with CDFW and USFWS, and (b) avoidance and minimization measures.	As necessary based on discovery of previously unidentified protected species	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.4-1n: Prior to commencement of ground disturbing activities in areas of potentially suitable habitat to support Western spadefoot toad, pre-activity clearance surveys shall be initialed by a qualified biologist to reinforce positive or negative findings with substantial evidence. 1) For work conducted within suitable habitat and during the western spadefoot toad migration and breeding season (November 1 to May 31), a qualified biologist will survey the active work areas (including access roads) in mornings following measurable precipitation events. Construction may commence once the biologist has confirmed that no spadefoot toads are in the work area. 2) If western spadefoot toad is found within the construction footprint, it will be allowed to move out of harm's way of its own volition or a qualified biologist will relocate the organism to the nearest burrow that is outside of the construction impact area.	Developer-contracted biologist	Initiated first survey prior to commencement of ground disturbing activities	Development & Engineering Services	Review survey results and evidence of avoidance and minimization measures / Conduct site inspections	Monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
4.4-1o: Prior to commencement of ground disturbing activities in areas of potentially suitable habitat to support American Badger, pre-activity clearance surveys shall be initialed by a qualified biologist to reinforce positive or negative findings with substantial evidence. If American badger is located within the Project Site, potential loss of individual animals must be mitigated through one of the following: (1) an on-site passive relocation program, through which badgers are excluded from occupied burrows by installation of a one-way door in burrow entrances, monitoring of the burrow for one week to confirm badger usage has been discontinued, and hand excavation and collapse of the burrow to prevent reoccupation; or (2) active trapping and relocation of badgers to suitable off-site habitat by a qualified biologist.	Developer-contracted biologist	Prior to commencement of ground disturbing activities	Development & Engineering Services	Review survey results and evidence of avoidance and minimization measures / Conduct site inspections	Monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.4-1p: The Project applicant shall execute a management and funding agreement for the managing and monitoring of one hundred percent of the approximately 3,500 acre open space preserve subject to the three conversation easements discussed in this Section, which shall occur before the commencement of any ground disturbing activities in Area C. (Note Areas A and B are already subject to a management and funding agreement and therefore this Measure applies to Area C.)	Developer	Prior to issuance of first grading permit	Development & Engineering Services	Review management and funding agreement	Once	Initials: _____ Date: _____
4.4-3a: The project area includes numerous small episodic drainage features. If adverse effects to them cannot be avoided, then the Project shall notify the appropriate regulatory agency (i.e., USACE, CDFW and RWQCB) prior to impacting the feature, to comply with the requisite permitting requirements.	Construction Contractors	Prior to issuance of grading and construction permits	Development & Engineering Services	Review evidence of consultation with regulatory agencies and avoidance, minimization, and compensation measures /	Monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
				Conduct site inspections		Initials: _____ Date: _____
1) Section 401 of the CWA requires a water quality certification for discharges and/or adverse impacts to regulated waterways and aquatic environments. The RWQCB is empowered to enforce this regulation through the Water Quality Certification Program. For this Project, activities may require a CWA Section 401 Water Quality Certification (WQC).						Initials: _____ Date: _____
2) Section 1600 of the California Fish and Game Code (CFGC) regulates substantial alteration of waters and their adjacent riparian lands within the State. For this Project, activities may require Lake and Streambed Alteration Notification.						
3) If impacts to special aquatic resource areas are ultimately unavoidable within the Project Site, then the applicant should develop an informal plan to offset or compensate for adverse effects to these resources to ensure rapid and favorable action during any warranted permitting processes. With regard to Waters of the State, the Project has voluntarily elected to offset locales associated with permanent losses, at a mitigation to impact ratio of 3:1, and 1:1 for temporary disturbances to regulated waters, riparian habitats or other sensitive natural communities in all areas where Project related activities would be expected to adversely affect watercourses, streams, drainages, and their tributaries. The offset associated with permanent losses would occur by purchasing conservation credits from an approved mitigation bank, in-lieu fee program, or equivalent resource agency-approved process.						
4) Avoidance measures being utilized by the Project include but are not be limited to the following: 1) complete avoidance of wetlands and other water						

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
features; 2) construction of structures to maintain natural floodplains; 3) installation of open channel drainages, swales or bottomless culvert systems to maintain the integrity of natural water features; 4) installation of culverts for wildlife crossings in sensitive and unique habitats to allow connectivity among water features or natural lands; 5) use natural/biological materials in armoring of structures (i.e. bridges, culverts, etc.) to the greatest extent practical; 6) when feasible, install exclusionary fencing to guide wildlife away from roadways and into water features or sensitive habitats; and 7) consult with regulatory agencies to determine the most environmentally sound methods and alternatives prior to Project implementation.						
4.4-3b: A Jurisdictional Determination would be required from the USACE documenting isolated conditions and lack of jurisdictional authority on the Project site.	Developer	Prior to issuance of grading and construction permits	Development & Engineering Services	Review jurisdictional determination from USACE and avoidance, minimization, and compensation measures / Conduct site inspections	Monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.4-3c: A RWQCB Report of Waste Discharge (ROWD) pursuant to the California Water Code Section 13260 would need to be acquired for impacts to "waters of the State" under the jurisdictional authority of the RWQCB.	Developer	Prior to issuance of grading and construction permits	Development & Engineering Services	Review ROWD from RWQCB and avoidance, minimization, and compensation measures /	Monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
				Conduct site inspections		Initials: _____ Date: _____ Initials: _____ Date: _____
4.4-3d: A CDFW Streambed Alteration Agreement shall also be obtained, where necessary under applicable laws and regulations, for any proposed Project activities that would affect State waters regulated by the CDFW within the Project Site.	Developer	Prior to issuance of grading and construction permits	Development & Engineering Services	Review Agreement from CDFW and avoidance, minimization, and compensation measures / Conduct site inspections	Monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.4-4a: A 100-foot setback from the California Aqueduct shall be required to allow wildlife movement to persist throughout the Project Site without any significant barriers or blockades. Prior to development of properties adjacent to I-580 or the south side of the California Aqueduct that do not have a 100-foot wide conservation easement placed adjacent to these facilities, a 100-foot wide conservation easement shall be recorded along the I-580 and the Aqueduct. These measure ensures that known wildlife movement corridors remain intact, and allow for an appropriate number and size of permeable wildlife passages through Project boundaries, ensuring connectively to areas	Developer	Prior to approval of Subdivision Map	Development & Engineering Services	Review site plans and executed easements	Once per subdivision	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
that already are subject to conservation easements, such as the 3,500 acre preserve located adjacent to Area C.						
4.5-1a: Lammers Road Homestead (P-39-000120) Monitoring: A trained archaeological monitor (BA/BS in Anthropology or related field with an emphasis in archaeology OR adequate training and experience in archaeological field methods) shall be present within 100 feet of the Lammers Road Homestead (P-39-000120) (Lammers Road Homestead measures 490' (N-S) x 400' (E-W)) during ground disturbance associated with the Project. The archaeological monitor shall work under the direction of a qualified archaeologist (M.S./M.A. in anthropology, archaeology, or related discipline with an emphasis in archaeology and demonstrated competence in archaeological research, fieldwork, reporting, and curation AND meets the Secretary of Interior standards as a qualified archaeologist). If a buried historic or archaeological feature or deposit is present it shall undergo archaeological excavation, analysis, technical reporting, and the collection shall be offered to a local repository, such as the Tracy Historical Museum. If no resources are found, the archaeological monitor shall submit a report that documents negative findings for buried historic archaeology.	Developer-contracted archaeological monitor	During ground-disturbing activities	Development & Engineering Services	Conduct site inspection / review final report(s)	Once per development project	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.5-1b: Construction Personnel Training Construction supervisory personnel shall be notified of the existence of cultural resources and required to keep personnel and equipment away from these areas. A qualified archeologist (see definition under MM 4.5-1a)	Construction Contractors	Prior to ground-disturbing activities	Development & Engineering Services	Review construction specifications materials and retain for administrative record / Conduct site inspections	Review specifications once per individual development project; monitor	Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
shall be notified prior to initiation of construction activities. During construction and operations, personnel and equipment shall be restricted to the project work site.					during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____
4.5-2a: Training and Reporting Prior to the initiation of disturbing activities associated with the Project area, all construction personnel shall be alerted to the potential for encountering buried or unanticipated cultural and paleontological remains, including prehistoric and/or historical resources. Construction personnel shall be instructed that upon discovery of buried cultural materials, all work within a 30 meter vicinity of the find will be halted immediately, and the lead agency will be notified. Once the find has been identified by a qualified archaeologist, the lead agency shall make the necessary plans for treatment of the find(s) and for the evaluation and mitigation of impacts if the find is found to be an historical resource per State CEQA Guidelines as discussed in Section 4.5.4.2.	Construction Contractors	Prior to ground-disturbing activities	Development & Engineering Services	Review construction specifications materials and retain for administrative record / Conduct site inspections	Review specifications once per individual development project; monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.5-2b: Human Remains If human remains are encountered during ground disturbing activities, all work within a 30 meter vicinity of the find shall be halted immediately, and the City of Tracy and the San Joaquin County Coroner shall be notified. If the remains are determined to be Native American, the Native American Heritage Commission shall be notified within 24 hours as required by Public Resources Code	Construction Contractors	During ground-disturbing activities	Development & Engineering Services	Review construction specifications materials and retain for administrative record / Conduct site inspections	Review specifications once per individual development project; monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
§5097.94 and §5097.98. The Native American Heritage Commission shall notify the designated Most Likely Descendant(s), who would in turn provide recommendations for the treatment of the remains within 48 hours of being granted access to the find.						Initials: _____ Date: _____
4.5-3a: Paleontological spot check monitoring by a trained paleontologist (a trained paleontologist should have a BA/BS in Anthropology or related field with an emphasis in paleontology OR adequate training and experience in paleontological field methods, and work under the direct supervision of a qualified paleontologist) of excavations deeper than five feet in depth within the Project area, and spot check monitoring of any excavation in valleys in the eastern portion of the Project area against the hills in several of the washes (all areas of the Oro Loma Formation as mapped on the USGS Geology Map (Dibble 2006)) shall be performed by a train paleontologist.	Developer-Hired Paleontologist	During ground-disturbing activities	Development & Engineering Services	Review construction specifications materials and retain for administrative record / Conduct site inspections	Review specifications once per individual development project; monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.6-4: During excavation activities and prior to the placement of fill on the site, a certified geotechnical engineer shall be retained by the Project Applicant/future Project Applicants to evaluate subgrade soils for the extent of their expansive potential. For areas found to contain soft, potentially expansive clays, the soil shall be removed (i.e., over excavated) and/or stabilized prior to the placement and compaction of fill. Stabilization techniques include, but are not limited to, the placement of 18 inches of ½-inch to ¾-inch crushed rock over stabilization fabric (such as Mirafi 500X or equivalent), placement of larger, angular stabilization rock (1-inch to 3-inch, clean) and use of chemical treatments such as lime to reduce the soil's expansive potential. In addition, building construction	Developer-Hired Geotechnical Engineer	Prior to issuance of grading permit	Development & Engineering Services	Review geotechnical report and construction specifications materials and retain for administrative record / Conduct site inspections	Review report and specifications once per individual development project; monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
alternatives, such as the use of alternative foundation types (i.e., post-tension, piles, etc.) versus end-bearing foundations, shall be considered and implemented where appropriate. Final techniques shall be (a) developed by a certified geotechnical engineer or engineering geologist and (b) reviewed and approved by the City prior to issuance of a grading permit.						
4.7-1: The Project shall include, but not be limited to, the following list of design features. These features shall be incorporated into the design of the Project to ensure consistency with adopted statewide plans and programs to the extent feasible. Project Applicants shall demonstrate the incorporation of design features of the Project prior to the issuance of building or occupancy permits, as noted below. Transportation ♦ Provide pedestrian connections to the off-site circulation network (building permit triggers). ♦ For commercial uses, implement a trip reduction program, for which all employees shall be eligible to participate (occupancy permit). ♦ Provide a ride sharing program, for which all employees shall be eligible to participate (occupancy permit). ♦ Provide amenities for non-motorized transportation (i.e., secure bicycle storage, changing rooms, and showers) (building permit).	Developers and construction contractors	Prior to the issuance of building or occupancy permits	Development & Engineering Services	Review building plans and specifications and retain for administrative record / Conduct site inspections	Review building plans and specifications once per individual development project; monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
♦ Provide transit shelters for all transit stops within the Project (building permit triggers and coordination with TRACER).						
♦ Include traffic calming measures at Project intersections and on roadways where feasible (tentative map).						
♦ Employers shall provide parking cash-out programs for employees (100 percent of employees eligible).						
Energy Efficiency						
♦ Design buildings to be energy efficient and meet or exceed Title 24 requirements (per Measure E-1 of the City's Sustainability Action Plan (building permit).						
♦ Install "cool" roofs and cool pavements, and strategically placed trees as applicable.						
♦ Install high efficiency lighting, and energy efficient heating and cooling systems (building permit).						
♦ Install high energy efficient appliances (clothes washers, dishwashers, fan, and refrigerators) (occupancy permit).						
♦ Install programmable thermostats (building permit).						
♦ Design buildings to reduce energy use through solar orientation and take advantage of landscaping and sun screens (building permit).						
♦ Reduce unnecessary outdoor lighting (building permit).						

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
Water Conservation and Efficiency ♦ Install water-efficient irrigation systems (building permit). ♦ Landscaping shall consist of drought tolerant native species with water-efficient characteristics (building permit). ♦ Comply with *Municipal Code* Section 21.20.050, Efficient Landscape Standards (building permit). ♦ Install water-efficient fixtures (e.g., faucets, toilets, showers) (building permit). ♦ Install infrastructure for recycled water per the City's Infrastructure Master Plan. Solid Waste ♦ Reuse and recycle construction and demolition waste (including, but not limited to, soil, vegetation, concrete, lumber, metal, and cardboard) (building permit). ♦ Provide interior and exterior storage areas for recyclables and adequate recycling containers located in public areas (occupancy permit).						
4.8-1: Facilities that store, handle or use regulated substances as defined in the California Health and Safety Code 25532 (g) in excess of threshold quantities shall prepare and implement, as necessary, risk management plans (RMP) for determination of risks to the community. The RMP will be reviewed and approved by the San	Developers of such facilities	Prior to issuance of certificate of occupancy	Development & Engineering Services	Confirm EHD approval of RMP	Once per development	Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
Joaquin County Environmental Health Department (EHD) through the Certified Unified Program Agencies (CUPA) process.						Initials: _____ Date: _____ Initials: _____ Date: _____
4.8-2a: Prior to issuance of grading permits, a Phase II ESA focused on soil sampling and soil vapor sampling shall be conducted near the location of the underground crude oil pipelines, as determined by a qualified Phase II/Site Characterization specialist. The sampling shall be conducted in consultation with Conoco Phillips, Shell and the San Joaquin (EHD), with regard to potential contaminated soils from pipeline leaks. Upon completion of site characterization activities, the Site Characterization specialist shall recommend remedial activities, if necessary, in consultation with EHD. This recommendation from the Phase II ESA shall be implemented to the satisfaction of EHD.	Developer-hired Site Characterization Specialist	Prior to issuance of grading permits	Development & Engineering Services	Confirm Phase II recommendations implement to satisfaction of EHD	Once per development	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.8-2b: Prior to issuance of grading permits, the Project Applicant shall work with Conoco Phillips and Shell to implement and observe a site damage-prevention plan to the satisfaction of the City of Tracy Engineering Division. This may potentially include the following: ♦ Designing a site development plan incorporating permanent land use over the pipeline right-of-way that minimizes the potential for damage to the lines (as discussed above, this is already an integrated plan design feature, but is listed here because it is an important component of a damage prevention plan);	Developer	Prior to issuance of grading permits	Development & Engineering Services	Review damage prevention plan; conduct site inspections	Review plan; once per development; monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
♦ Prominently marking the line locations prior to site development, maintaining markings throughout the development process, and final marking after work is complete; ♦ Communicate plans for significant excavation or land contouring work; ♦ Identify changes in land contour that could significantly reduce the soil cover over the pipelines; ♦ Evaluate the effects of heavy construction vehicles crossing the lines, designate areas for heavy construction vehicles to cross the lines, and provide temporary fill or other temporary protection over the lines where necessary; ♦ Minimize installations of new buried utilities and services across the existing pipelines; ♦ Evaluate whether the existing lines should be lowered to increase vertical separation between the pipelines and new surface features; and ♦ Develop other damage-prevention measures as may be necessary. In addition to the damage prevention measures listed above, the Project Applicant and the pipeline operators should consider other measures for reducing risk suggested in the Pipelines and Informed Planning Alliance (PIPA) recommended practices on informed land use. PIPA recommended practices are not "mandated," but they are						

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
best management practices intended to reduce risk and enhance pipeline safety.						
4.8-3: The proposed underground storm drain system, roadways, graded slopes, and final surface topography shall be designed and constructed in accordance with the recommendations outlined in the *Liquid Petroleum Pipeline Risk and California Aqueduct Flood Risk for the Proposed Tracy Hills School Site, Jefferson School District, City of Tracy, San Joaquin County, California* prepared by Wilson Geosciences, Inc. dated May 2013 and to the satisfaction of the City of Tracy Engineering Division.	Developer and Construction Contractor	Prior to issuance of grading permits	Development & Engineering Services	Review grading and utility plans; conduct site inspections	Review plans once per development; monitor during regular inspections	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.8-4: In accordance with the *Pipeline Safety Hazard Assessment, Tracy Hills Specific Plan* prepared by PlaceWorks dated September 2014, proposed development adjacent to the natural gas and/or crude oil pipelines shall implement the following measures: 1. Incorporate a 13- to 18-foot setback distance from the centerline of the Phillips 66 pipeline to the nearest buildings/structures in the proposed development. 2. Incorporate a setback distance of 25 feet from the centerline of any pipeline within the two natural gas pipelines and the Chevron crude oil pipeline. This would result in an additional 15 feet on the northeast side of the PG&E easement and an additional 20 feet on the southwest side of the easement to be dedicated as open space or public space or used for landscaping.	Developer and Construction Contractor	Prior to approval of Subdivision Map	Development & Engineering Services	Require site plans, completed easement agreements, and construction specifications as condition of approval of Subdivision Map	Once per subdivision	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
3. Incorporate designated land uses over the pipeline easements, such as public space, open space, or green space, to minimize the potential for third party damage.						
4. Mark the pipeline locations prior to THSP development, maintaining the markings throughout the development process, and installing final markings after the work is complete.						
5. Coordinate with the pipeline operators when development calls for excavation or utility trenching near the pipelines.						
6. All contractors must initially pothole or hand dig to the proposed depth of the utility trench or excavation if working within 25 feet of the pipeline easements.						
7. Consult with the pipeline operators on whether heavy construction vehicles with axle loads greater than 15,000 pounds would create stress on the pipelines at their current burial depths when crossing the lines and/or easements. Establish temporary fill or other protective measures as needed and establish permanent crossing areas for vehicles in excess of 15,000 pounds.						
8. Avoid placing new utilities and services within the pipeline easements and minimize utility crossings over the pipeline easements to the extent feasible.						
9. Select landscaping vegetation with shallow root structures within the setback zone to avoid root structures that damage pipeline coatings.						

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
10. Avoid planting trees that prevent direct observation of the pipelines by aerial patrol.						
11. Use non-flammable fencing along the pipeline easement.						
12. Manage storm water runoff to prevent erosion of the pipeline bedding.						
13. Maintain access to the pipelines by pipeline personnel and first responders in the event of an emergency.						
14. Future Project Applicants or sales representatives shall disclose to potential occupants regarding the proximity of the natural gas and crude oil pipelines, as required in accordance with Assembly Bill 1511 – Real Property: Disclosures: Transmission Pipeline.						
15. Future Home Owners Associations (HOA) shall maintain an emergency contact list with phone numbers of the local police, fire department, and pipeline operators (PG&E, Chevron, Phillips 66, and Shell).						
16. Coordinate with the pipeline companies so that the property occupants are notified if excavation or maintenance activities for the pipelines are planned along the pipeline easements.						
17. Report any roadwork or underground utility work that involves digging in or near the pipelines to the pipeline companies.						
18. Report immediately any odors or leakage from the pipelines to the pipeline operator and local emergency response personnel (i.e., the Tracy Fire Department).						

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
19. Future HOAs shall maintain at an appropriate on-site location an emergency response plan that outlines emergency procedures to be followed in the event of a pipeline release. For additional detail refer to the September 2014 *Pipeline Safety Hazard Assessment, Tracy Hills Specific Plan.*						
4.8-5: The Project Applicant shall secure all necessary approvals through the California Department of Education and Department of Toxic Substances Control for the proposed school site in THSP Phase 1.	Developer	Prior to issuance of first residential building permit in THSP Phase 1	Development & Engineering Services	Require evidence of CDE and DTSC approvals	Once	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.8-6: The proposed retention basins have been designed and constructed in accordance with the recommendations outlined in the Federal Aviation Administration Advisory Circular No. 150/5200-33B to control hazardous wildlife. In the event that the basins do not have a drawdown time of 48 hours following a storm event, the Project Applicant shall fund and the City shall use physical barriers, such as bird balls, wires, grids, pillows or netting, to prevent access of hazardous wildlife to open water and minimize aircraft-wildlife interactions which shall be approved and inspected by the City. In addition, all	Developer-hired stormwater engineer	48 hours after first post-construction storm event for each retention basin	Development & Engineering Services	Confirmation from stormwater engineer of complete drawdown / receipt of funding to prevent hazardous wildlife to open water	After storm events	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
vegetation in or around the basins that provide food or cover for hazardous wildlife should be eliminated.						
4.8-8a: Provide a 100-foot firebreak between developed areas and any land that is covered with flammable material such as grass, brush, or forest covered land, including conservation easements (including but not limited to CE 1, CE 2, and CE 3), but excluding conservation corridors. Grasses or weeds including the conservation corridor, that can be expected to burn shall be cattle grazed, disked or mowed to a height of no more than 4 inches pursuant to the terms of the adopted Preserve Management Plan (dated October 2011), and in accordance with City of Tracy Municipal Code in order to minimize the amount of fuel to sustain or allow the spread of fire.	Developer	Prior to issuance of building permits	Development & Engineering Services	Review landscape plans / require evidence of executed conservation easements	Review plans once per development application; regular monitoring	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.8-8b: Provide fire department access to all easement corridors and conservation easements (including but not limited CE 1, CE 2, and CE 3) for the purpose of suppressing wildland fires outside of firebreaks.	Developer	Prior to issuance of building permits	Development & Engineering Services	Review plans to ensure adequate fire department access is included for all easement corridors and conservation easements / confirm at inspection	Once per development application	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.8-8c: All new buildings that are located on the south side of I-580 and immediately adjacent to conservation easements (including but not limited to portions of CE 1, Southern CE 2, and CE 3) shall include measures that	Developer	Prior to issuance of building permits	Development & Engineering Services	Review detailed design and material specifications to consistency with California Building	Once per development application	Initials: _____ Date: _____ Initials: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
increase the likelihood that a structure would withstand intrusion by fire. This shall be accomplished by constructing those buildings on the edge of development to the standards of the California Building Code, Chapter 7A, Building and Construction Methods for Exterior Wildfire Exposure.				Code, Chapter 7A / confirm at inspection		Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.9-1a: Prior to issuance of a grading or building permit, whichever occurs first, all Project Applicants shall demonstrate to the City of Tracy compliance with NPDES General Construction Activities Storm Water Permit Requirements established by the Clean Water Act (CWA), including the preparation of a Storm Water Pollution Prevention Plan (SWPPP). The SWPPP shall identify specific types and sources of stormwater pollutants, determine the location and nature of potential impacts, and specify appropriate control measures to eliminate any potentially significant impacts on receiving water quality from stormwater runoff. The SWPPP shall comply with the most current standards established by the Central Valley RWQCB. Best Management Practices shall be selected from a menu according to site requirements and shall be subject to approval by the City Engineer and Central Valley RWQCB.	Construction Contractors	Prior to issuance of a grading or building permit, whichever occurs first	Development & Engineering Services	Review and approval SWPPP and compliance with permit requirements; confirm approval by RWQCB; confirm with monitoring	Once for review and approval; confirm during regular monitoring	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.9-1b: Prior to issuance of a grading or building permit, whichever occurs first, all Project Applicants shall submit to the City Engineer for review a draft copy of the Notice of Intent (NOI) and SWPPP. After approval by the City, the NOI and SWPPP shall be sent to the State Water Resources Control Board for approval.	Construction Contractors	Prior to issuance of a grading or building permit, whichever occurs first	Development & Engineering Services	Review and approval SWPPP; confirm with monitoring	Once for review and approval; confirm during regular monitoring	Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
						Initials: _____ Date: _____ Initials: _____ Date: _____
4.9-2: All Project Applicants shall submit and obtain City approval of a drainage plan to the City of Tracy for on-site post-construction BMP drainage improvements consistent with the *Tracy Hills Storm Drain Master Plan*. Once City approval is received, all Project Applicants shall construct the drainage improvements as necessary and in accordance with the timing described in the *Tracy Hills Storm Drain Master Plan*.	Developers	Prior to issuance of building or grading permits	Development & Engineering Services	Review and approval of drainage plan; confirm with monitoring	Once for review and approval; confirm during regular monitoring	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.9-3: All Project Applicants shall implement the following measures: 1. Shall implement sound Integrated Pest Management (IPM) principles and practices in an effort to minimize the use of pesticides in common landscaped areas, open space areas, or park areas. These programs shall include setting acceptable thresholds of infestations and a process for determining the best prevention or treatment method for a given pest. Pest problems in common landscaped areas, open space areas, or park maintenance shall be managed through prevention and treatment using physical, mechanical and biological controls. The use of toxic pesticides will be	Developers	During disposition of properties	Development & Engineering Services	Review and approval of IPM principles and educational materials to be distributed to buyers during property transactions	Once for each subdivision	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
implemented only after other non-toxic approaches or products have been determined infeasible. Fertilizers shall be applied sparingly, and shall be derived from natural sources, such as fish emulsion or manure. 2. Shall cooperate with the City to create a public education program for future business owners to increase their understanding of water quality protection, which should include but not be limited to: ♦ Hazardous material use controls; ♦ Hazardous materials exposure controls; ♦ Hazardous material disposal and recycling. 3. Encourage the use of alternative methods to avoid hazardous materials to the extent feasible, and prohibit the dumping of hazardous materials in open space areas or the storm drain system.						
4.9-4: All Project Applicants within the 100-year floodplain shall submit and obtain approval of grading and building plans that demonstrate that the building's finished floor elevations are a minimum of 1 foot above the 100-year flood elevation for Corral Hollow Creek, and meet the requirements to withstand a 200-year flood per the ULOP Criteria.	Developers	Prior to approval of grading and building permits	Development & Engineering Services	Review grading and building plans	Once per development application	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
4.10-1: All tentative and final maps within the THSP shall conform to the provisions of the 2009 ALUCP (or the ALUCP in effect at the time of Project Applicant submissions), including but not limited to: ♦ Land use restrictions of the ALUCP; ♦ All proposed school sites within a 2 mile radius of the airport runway must obtain approval by the State Department of Transportation Division of Aeronautics.	Developers	Prior to approval of tentative and final subdivision maps	Development & Engineering Services	Review site plans and ALUCP requirements	Once per subdivision	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.11-1: Prior to the issuance of demolition permits or ground disturbing activities (whichever occurs first), the Contractor shall demonstrate to the satisfaction of the City of Tracy Engineering and Building Divisions that the Project complies with the following: ♦ Construction contracts specify that all construction equipment, fixed or mobile, shall be equipped with properly operating and maintained mufflers and other state required noise attenuation devices. ♦ Property occupants located adjacent to the Project boundary shall be sent a notice, at least 15 days prior to commencement of construction of each phase, regarding the construction schedule of the Project. A sign, legible at a distance of 50 feet shall also be posted at the Project construction site. All notices and signs shall be reviewed and approved by the City of Tracy Planning Division prior to mailing or posting and shall indicate the dates and duration of construction	Construction contractors	Prior to the issuance of demolition permits or ground disturbing activities	Development & Engineering Services;	Review contract specifications and notices; confirm with monitoring	Once per development project	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
activities, as well as provide a contact name and a telephone number where residents can inquire about the construction process and register complaints.						
♦ The Contractor shall provide evidence that a construction staff member would be designated as a Noise Disturbance Coordinator and would be present on-site during construction activities. The Noise Disturbance Coordinator shall be responsible for responding to any local complaints about construction noise. When a complaint is received, the Noise Disturbance Coordinator shall notify the City within 24-hours of the complaint and determine the cause of the noise complaint (e.g., starting too early, bad muffler, etc.) and shall implement reasonable measures to resolve the complaint, as deemed acceptable by the Planning Division. All notices that are sent to residential units immediately surrounding the construction site and all signs posted at the construction site shall include the contact name and the telephone number for the Noise Disturbance Coordinator.						
♦ During construction, stationary construction equipment shall be placed such that emitted noise is directed away from sensitive noise receivers.						
♦ Construction activities shall occur between the hours of 7:00 AM and 10:00 PM daily pursuant to Section 9.12.030 and Section 4.12.820 of the Tracy Municipal Code.						

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
4.11-3a: Prior to issuance of any Building Permit, the Project Applicant shall demonstrate, to the satisfaction of the City of Tracy, compliance with the following: ♦ To the extent possible, all mechanical equipment shall be oriented away from the nearest noise sensitive receptors; and ♦ All mechanical equipment shall be screened and enclosed to minimize noise or the equipment shall be factory rated at a noise level that would comply with the noise limits set forth in the City's Municipal Code.	Construction contractors	Prior to the issuance of building permits	Development & Engineering Services;	Review contract and equipment specifications; confirm with monitoring	Once per development project	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.11-3b: Where a commercial zone abuts a residential zone or residential use, all deliveries of goods and supplies; trash pick-up (including the use of parking lot trash sweepers); and the operation of machinery or mechanical equipment which emits noise levels in excess of 65 dBA, as measured from the closest property line to the equipment, shall only be allowed between the hours of 7:00 AM and 10:00 PM, unless otherwise specified in an approved conditional use permit or other discretionary approval.	Developer	Disposition of property for commercial use	Development & Engineering Services;	Review and approval of notice of requirements to be distributed to buyers during property transactions	Once per development project	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.11-3c: All feasible sound attenuation shall be incorporated into the parking areas (i.e., landscaping and brushed driving surfaces), such that noise from parking area has been minimized to the greatest extent practicable such that parking lot noise would not exceed the standards	Developer	Issuance of Building Permit	Development & Engineering Services;	Review of site and landscape plans; confirm with monitoring	Once per development project	Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
indicated in Tracy Municipal Code Section 4.12.750 (General Sound Level Limits).						Initials: _____ Date: _____ Initials: _____ Date: _____
4.11-3d: Prior to the issuance of Building Permits, any residential development within 2,040 feet of the I-580 centerline shall be designed in compliance with the California Building Code (CBC) and an Acoustical Noise Analysis shall be prepared to ensure that the City of Tracy's exterior and interior noise level standards defined in General Plan Figure 9-3, *Land Use Compatibility for Community Noise Environment*, are met at all residential, commercial, and recreational land uses. The analysis shall verify that residences are adequately shielded and/or located at an adequate distance from mobile noise sources. Residential buildings or structures shall be designed to ensure interior noise levels do not exceed 45 dBA. In addition, individual developments shall, to the extent feasible, implement site-planning techniques such as the following: ♦ Increasing the distance between the noise source and the receiver; ♦ Using non-noise sensitive structures such as garages to shield noise-sensitive areas; ♦ Orienting buildings to shield outdoor spaces from a noise source;	Developer and acoustical consultant	Prior to issuance of building permits	Development & Engineering Services;	Review of Acoustical Noise Analysis and architectural specifications; confirm with monitoring	Once per development project	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
♦ Incorporating architectural design strategies, which reduce the exposure of noise-sensitive spaces to stationary noise sources (i.e., placing bedrooms or balconies on the side of the house facing away from noise sources). These design strategies shall be implemented as required by the City to comply with City noise standards; ♦ Incorporating noise barriers, walls, or other sound attenuation techniques, as required by the City to comply with City noise standards; and ♦ Modifying elements of building construction (i.e., walls, roof, ceiling, windows, and other penetrations), as necessary to provide sound attenuation. This may include sealing windows, installing thicker or double-glazed windows, locating doors on the opposite side of a building from the noise source, or installing solid-core doors equipped with appropriate acoustical gaskets.						
4.11-3e: Prior to the issuance of Grading Permits, any residential development associated with the Specific Plan Buildout (i.e., development other than Phase 1a) located within 260 feet of the Union Pacific Railroad corridor shall have an Acoustical Analysis prepared to fully analyze acoustical impacts and develop measures, if required, to ensure that the City's exterior standards of 70 dBA would be achieved for the proposed land uses that are subject to noise from train pass-bys. The analysis shall conduct detailed train noise modeling to verify that residences are adequately shielded and/or located at an adequate distance from the rail corridor to comply with the City's exterior	Developer	Prior to the issuance of grading permits	Development & Engineering Services;	Review of Acoustical Analysis and architectural specifications; confirm with monitoring	Once per development project	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
standards. The analysis shall also ensure that interior noise levels do not exceed 45 dBA.						
4.12-1: As part of the application process for each individual development under the Specific Plan, the Project applicant shall be required to pay the applicable development impact fees.	Developers	Prior to issuance of building permits	Development & Engineering Services;	Confirm fee payment	Once per development project	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.12-2: Prior to issuance of the first certificate of occupancy, the developer shall construct an all-whether, emergency vehicle access to all points of the project site from Lammers Road (including crossings of the Delta Mendota Canal, Union Pacific Railroad, and California Aqueduct). The emergency vehicle access shall be available to police, fire, and all other necessary and relevant emergency responders. The design, location, and maintenance of the access shall meet City standards to the satisfaction of the Fire Chief. The access shall be continuously maintained by the developer until permanent access is developed and accepted for maintenance by the City.	Developers	Prior to issuance of first certificate of occupancy	Development & Engineering Services;	Confirm design approval with Fire Chief; confirm construction with monitoring	Once	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.12-3: Prior to final inspection or certificate of occupancy for the 289th house within Tracy Hills, a fire station and all related equipment shall be constructed and operational to serve Tracy Hills in accordance with the	Developers	Prior to final inspection or certificate of occupancy for the	Development & Engineering Services;	Confirm design approval with Fire Chief; confirm construction and	Once	Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
Citywide Public Safety Master Plan. Additional station(s) shall subsequently be constructed and operational, the design of which shall be in accordance with the Citywide Public Safety Master Plan, and adopted standards of coverage, to the satisfaction of the Fire Chief.		289th house within Tracy Hills		operation with monitoring		Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.12-4a: The Project Applicant of individual projects within the THSP Project Area shall consult with the Police Department during preliminary stages of site design to review safety features, determine their adequacy, and suggest design and/or physical improvements to the proposed site plan. This is achieved through the City's development review process, which currently is coordinated with various City Departments' review of new development proposals.	Developer	During the City's development review process	Development & Engineering Services;	Confirm consultation with the Police Department	Once per each development project	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.12-5b: As part of the application process for each individual development under the Specific Plan, the Project applicant shall be required to pay the applicable development impact fees.	Developers	Prior to issuance of building permits	Development & Engineering Services;	Confirm fee payment	Once per development project	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
						Initials: _____ Date: _____
4.12-6: Developers of subsequent phases of the Project (beyond Phase 1a) will be required to prepare SB 221 analysis for each subsequent phase of development.	Developers	Prior to approval of Subdivision Map	Development & Engineering Services;	Review SB 221 analysis and receive written verification from applicable water agency	Once per subdivision	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.12-7a: As part of the development process for each individual site-specific development under the Specific Plan, the City shall review flow monitoring, at the applicant's cost, to determine available capacity. If the City determines, based on technical and legal constraints and other relevant data, that existing capacity is available to serve the development at issue, then no further mitigation is required. However, if the City determines, based on technical and legal constraints and other relevant data, that existing capacity is not available to serve the development at issue, then the improvements as identified in the Master Plan must be constructed that are necessary to create the additional capacity required, subject to any applicable credit and/or reimbursement provisions, as determined by the City.	City of Tracy; at Developer cost	During development plan review	Development & Engineering Services;	Review flow monitoring, at the applicant's cost, to determine available capacity	Once per each site-specific development	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
4.12-8b: As part of the development process for each individual site-specific development under the Specific Plan, the applicant shall pay its applicable development impact fees for wastewater facilities prior to issuance of first certificate of occupancy.	Developers	Prior to issuance of first certificate of occupancy	Development & Engineering Services;	Confirm fee payment	Once per development project	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.13-2: To achieve compliance with CIR-3 Policy P4 and P6, the bicycle and pedestrian improvement connections from the THSP to the Citywide Network shall be implemented when the roadway infrastructure is required as determined at approval of each final map or issuance of building permits by the City Engineer. The pedestrian and bicycle facilities are included in the City of Tracy's typical cross sections and in the City TIF. Bicycle and pedestrian facilities within the THSP area shall be implemented with each building permit application/final map approval. Widening Corral Hollow Road and constructing and widening Lammers Road shall be in place when the project generates 2,588 AM peak hour trips.	Developers in collaboration with City Engineer	Triggers as stipulated in Table 4.13-68 of Tracy Hills Specific Plan Subsequent EIR	Development & Engineering Services;	Plan review / site inspection	Twice per improvement	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.13-5a: As shown in Table 4.13-20, *Existing Plus Project 2035 Intersection Delay & LOS Mitigations* the following mitigations are required to obtain acceptable LOS based on development of the Project as assumed for year 2035. Triggers based on the volume of traffic generated by the	Party responsible as stipulated in Table 4.13-68 of Tracy Hills Specific Plan Subsequent EIR	Triggers as stipulated in Table 4.13-68 of Tracy Hills Specific Plan Subsequent EIR	Development & Engineering Services;	Plan review / site inspection	Twice per improvement	Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
Project in year 2035 are identified in Table 4.13-68 at the end of the chapter:						
♦ Intersection #1 (Corral Hollow Road / I-580 EB Ramps) Signalize the intersection and widen the I-580 overcrossing to four through lanes. The northbound approach shall be reconstructed to include two northbound through lanes and a northbound right-turn lane. The southbound approach shall include two southbound through lanes and a southbound left-turn lane, and the eastbound approach shall include a shared eastbound through/right-turn lane and an eastbound left-turn lane. This mitigation is beyond the scope of improvements identified in the adopted TMP.						Initials: _____ Date: _____
The Applicant has the option of constructing the I-580 interchange improvements only to the extent identified in the adopted TMP if the Applicant also implements the Lammers Interchange (as identified in the adopted TMP). Either of these options will fully mitigate the impact. The TMP improvement includes only the reconstruction of the northbound approach to include a northbound through lane and a shared northbound through/right-turn lane. On the southbound approach, only the reconstruction to include a southbound left-turn lane and two southbound through lanes. And on the eastbound approach, only the reconstruction to include an eastbound left-turn lane, a shared eastbound left/through lane, and an eastbound right turn lane. This intersection shall be interconnected with						Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
Intersection #2: Corral Hollow Road / I-580 WB Ramps.						
The Applicant shall, in collaboration with the City Engineer and Caltrans, commence with a Project Study Report (PSR) for the interchange improvements for Corral Hollow Road and Lammers Road. The PSR shall commence immediately following the approval of this Project Application by the City of Tracy and the Interchange shall be improved when the project will generate its Intersection #2 (Corral Hollow Road/ I-580 WB Ramps) - Signalize the intersection, widen the I-580 overcrossing to four through lanes, and construct a westbound loop on-ramp to accommodate Project 2035 conditions. The northbound approach shall be reconstructed to include two northbound through lanes and two northbound right-turn lanes which lead to the loop on-ramp. The southbound approach shall include two southbound through lanes and one southbound right-turn lane, and the westbound approach shall include one shared westbound through/left-turn lane and one westbound right-turn lane. This mitigation is beyond the scope of improvements identified in the adopted TMP.						
The Applicant has the option of constructing the I-580 interchange improvements only to the extent identified in the adopted TMP if the Applicant also implements the Lammers Interchange (as identified in the adopted TMP). Either of these options will fully mitigate the impact. The TMP improvement includes only the reconstruction of the northbound approach to include a northbound left-turn lane and a						

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
northbound through lane. On the southbound approach, only the reconstruction to include a southbound right-turn lane and two southbound through lanes. And on the westbound approach, only the reconstruction to include a shared westbound through/left-turn lane and a channelized westbound right-turn lane. This intersection shall be interconnected with Intersection #1: Corral Hollow Road / I-580 EB Ramps. The Applicant shall, in collaboration with the City Engineer and Caltrans, commence with a Project Study Report (PSR) for the interchange improvements for Corral Hollow Road and Lammers Road. The PSR shall commence immediately following the approval of this Project Application by the City of Tracy and the Interchange shall be improved when the project will generate its 2,588 AM peak hour trip, which would be generated by a mix of office, retail, industrial and residential land uses. The applicant shall submit a trip generation calculation with each building permit application and/or final map approval as directed by the City Engineer. If the trip generation indicates 2,588 AM peak hour trips or more, the interchange shall be improved before issuance of such building permit and/or final map approval. The intersection falls under Caltrans jurisdiction. ♦ Intersection #3 (Corral Hollow Road /Spine Road) – Signalize the intersection and improve the northbound approach to include a northbound left-turn lane, two northbound through lanes, and a northbound right-turn lane. The southbound approach shall include two						

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
southbound left-turn lanes, two southbound through lanes, and a southbound right-turn lane. The eastbound approach shall include an eastbound left-turn lane, an eastbound through lane, and an eastbound right-turn lane. The westbound approach shall include two westbound left-turn lanes, a westbound through lane, and a westbound right-turn lane. The construction of Corral Hollow's approaches to four through lanes is within the scope of improvements identified in the adopted TMP, while Spine Road and the north and southbound turn lanes into the Project site from Corral Hollow Road are not, and thus, are the responsibility of the Applicant. If the Applicant chooses to also construct the Lammers Road Interchange, the mitigation decreases as follows: Construct the northbound approach to include a northbound right turn lane, a northbound through lane and a shared northbound through/right-turn lane. Construct the southbound approach to include a southbound left-turn lane, two southbound through lanes, and a southbound right-turn lane. The westbound approach shall be constructed to include a westbound left-turn lane, a westbound through lane, and a westbound right-turn lane. No decreased mitigations would be triggered for the eastbound approach. Either of these options will fully mitigate the impact. The intersection shall be improved at the issuance of the first building permit.						
♦ Intersection #4 (Corral Hollow Road / Linne Road) – Signalize the intersection and reconstruct the northbound approach to include a northbound right-						

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
turn lane and a northbound through lane. The southbound approach shall include a southbound left-turn lane and a southbound through lane, and the westbound approach shall remain a shared westbound left/right-turn lane. This signal shall be interconnected with the controller at the railroad crossing and improvements shall be constructed at the railroad crossing gates Prior to approval of the first tentative map for the project, the City Engineer will identify which of the foregoing improvements, if any, are eligible for funding with the City's TIF funds. Approval of the railroad crossing improvements falls under the jurisdiction of UPRR and the CA PUC. The Applicant shall, in collaboration with the City Engineer and UPRR/CA PUC, commence with a preliminary and final design process for the intersection and railroad crossing improvements. For those improvements determined by the City Engineer to be eligible for funding with City TIF funds, Applicant shall be responsible for paying its fair share of the costs of such improvements. For those improvements determined by the City Engineer not to be eligible for funding with City TIF funds, Applicant shall be responsible for paying the full costs of such improvements. The intersection shall be improved when the project will generate its 468 PM peak hour trips, which could be generated by a mix of office, retail, industrial and residential land uses. The applicant shall submit a trip generation calculation with each building permit application and/or final map approval as directed by the City Engineer. If the trip						

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
generation indicates 468 PM peak hour trips or more, the intersection shall be improved before issuance of such subsequent building permit and/or final map approval.. Approval of the railroad improvements falls under the jurisdiction of UPRR and CA PUC.						
♦ Intersection #5 (Tracy Boulevard / Linne Road) – Signalize the intersection and reconstruct the southbound approach to include a shared southbound through/left-turn lane and a southbound right-turn lane. Construct the eastbound approach to include an eastbound left-turn lane and a shared eastbound through/right-turn lane. The westbound approach shall remain a shared westbound left/through/right-turn lane and the northbound approach shall remain a shared northbound through/left/right-turn lane. This signal shall be interconnected with the controller at the railroad crossing and improvements shall be constructed at the railroad crossing gates. Approval of the railroad improvements falls under the jurisdiction of UPRR and CA PUC. The applicant shall, in collaboration with the City Engineer and UPRR/CA PUC, commence with a preliminary and final design process for the intersection improvements.						
Prior to approval of the first tentative map for the project, the City Engineer will identify which of the foregoing improvements, if any, are eligible for funding with the City's TIF funds. For those improvements determined by the City Engineer to be eligible for funding with City TIF funds, Applicant shall be responsible for paying its fair share of the costs of such improvements. For those improvements						

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
determined by the City Engineer not to be eligible for funding with City TIF funds, Applicant shall be responsible for paying the full costs of such improvements. The intersection shall be improved when the project will generate its 469 PM peak hour trips, which could be generated by a mix of office, retail, industrial and residential land uses. The applicant shall submit a trip generation calculation with each building permit application and/or final map approval as directed by the City Engineer. If the trip generation indicates 469 PM peak hour trips or more, the intersection shall be improved before issuance of such building permit.						
♦ Intersection #7 (Corral Hollow Road / Valpico Road) – Signalize the intersection and reconstruct the southbound, eastbound, and westbound approaches to each include a left-turn lane and a shared through/right-turn lane. Reconstruct the northbound approach to include one left-turn lane, one through lane, and one right-turn lane. The Improvement for widening Corral Hollow Road is a TMP improvement, is currently being planned and shall be funded by the City TIF. With implementation of the Corral Hollow Road/Valpico Road widening project, the impact would be fully mitigated.						
♦ Intersection #9 (Corral Hollow Road / New Schulte Road) - Reconstruct the westbound approach to include a westbound left-turn lane, one westbound through lanes and right turn lane, and a one westbound right-turn lane. The northbound, southbound, and eastbound approaches are to remain						

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
as they are in Existing Conditions. The City has an approved and funded CIP project that would add the westbound right turn lane. With implementation of the right turn lane, the impact would be fully mitigated.						
♦ Intersection #10 (Lammers Road / Old Schulte Road) - Signalize the intersection and reconstruct the northbound approach to include a northbound left-turn lane and a northbound through lane. Reconstruct the southbound approach to include a southbound right-turn lane and a southbound through lane. The eastbound approach shall remain as it is in Existing Conditions. However, the City has established a CIP Project for this interim improvement and partial funds have already been collected from other development projects as fair share payments and these other development projects funded the addition of the northbound left-turn lane only. The Applicant shall pay a proportionate share for the interim capacity improvements. These fees will be payable at the issuance of the first building permit for the Project. The addition of the southbound right-turn lane and signal modifications required when the project generates 2,588 trips.						
The Applicant shall be responsible for paying its fair share of the costs of such improvements. For those improvements determined by the City Engineer not to be eligible for funding with City TIF funds, Applicant shall be responsible for paying the full costs of the CIP interim improvements prior to issuance of the first building permit. A portion of the ROW required for						

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
widening this intersection falls with San Joaquin jurisdiction.						
♦ Intersection #13 (Mountain House Parkway / I-580 EB Ramps) – Signalize the intersection. The City has approved the Medline, FedEx, and Building 1 and 2 projects which have been conditioned to implement this improvement to mitigate their respective impacts. With anticipated installation of the signal, the Project will have no additional impact at this intersection. This intersection falls under Caltrans jurisdiction.						
♦ Intersection #14 (Mountain House Parkway / I-580 WB Ramps) – Signalize the intersection. The City has approved the Medline, FedEx, and Building 1 and 2 projects which have been conditioned to implement this improvement to mitigate their respective impacts. With anticipated installation of the signal, the Project will have no additional impact at this intersection and thus the Applicant is not responsible for this mitigation. This intersection falls under Caltrans jurisdiction.						
♦ Intersection #23 (Internal Intersection along S. Tracy Hills Road) – Signalize the intersection and construct the northbound approach to include a shared northbound through/left-turn lane and a channelized northbound right-turn lane. The southbound approach shall include dual southbound left-turn lanes and a shared southbound through/right turn lane. The eastbound approach shall include an eastbound left-turn lane and a shared eastbound through/right-turn lane. The westbound approach shall include a westbound left-turn lane, two westbound through						

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
lanes, and a westbound right-turn lane. This improvement is the responsibility of the Applicant and shall be implemented at the time this area and roadways develop, and before the first building permit for this area is issued. ♦ Intersection #36 (Corral Hollow Road / Tennis Lane) – Construct a median along Corral Hollow Road and allow only left –in's and right-in-right-out turns on both approaches of Tennis Lane. This improvement shall be added to the City TMP and TIF. The Project will have no impact after implementation of this improvement. The City shall implement this improvement.						
4.13-5b: Construct the first two lanes of the future four lane arterial along Corral Hollow Road between Linne Road and the railroad tracks south of Golden Leaf Lane. Construct new street segments along Corral Hollow Road to a four lane arterial from S. Tracy Hills Road to Linne Road. This mitigation also requires the construction of Lammers Road as a four lane expressway/parkway between I-580 and Kimball High School. Operational analysis at the intersections of Corral Hollow Road with Linne Road and Valpico Road indicate that one through lane in each direction along Corral Hollow Road would maintain acceptable intersection LOS standards of D or better. Intersections govern street network operations in an urban environment, and the roadway segment capacity analysis omits intersection operations. Thus, widening of the street segments beyond the required capacity at the intersections is not required.	Party responsible as stipulated in Table 4.13-68 of Tracy Hills Specific Plan Subsequent EIR	Triggers as stipulated in Table 4.13-68 of Tracy Hills Specific Plan Subsequent EIR	Development & Engineering Services;	Plan review / site inspection	Twice per improvement	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
The construction of two lanes of the future four lane facility is required to extend the current design life of Corral Hollow Road. The portion of this widening between Linne and Golden Leaf Lane is a City project and fully funded by the City TIF. The Applicant shall, through payment of the City TIF, contribute its fair share towards this improvement. The roadway shall include either a Class I or a Class 2 bicycle facility and pedestrian facilities. Roadway improvements must be completed prior to the project generating 2,588 AM peak hour trips. Sections of Corral Hollow and Lammers Road fall within the jurisdiction of San Joaquin County. The Applicant shall, in collaboration with the City Engineer, UPRR/PUC, the Department of Reclamation, and San Joaquin County, commence with a preliminary and final design process for the roadway improvements at the issuance of the first building permit for the Project.						
4.13-6a As shown in Table 4.13-27, *Existing Plus Project Buildout Intersection Delay & LOS Mitigations* the following mitigations are required, triggers are identified in Table 4.13-68 at the end of the chapter: ♦ Intersection #1 (Corral Hollow Road / I-580 EB Ramps) – Signalize the intersection and widen the I-580 overcrossing to four through lanes. In addition, reconstruct the eastbound approach to include an eastbound left-turn lane, a shared eastbound left/through lane, and two eastbound right-turn lanes. Reconstruct the northbound approach to include two northbound through lanes and a northbound right-turn lane. Reconstruct the southbound approach to include a southbound left-turn lane and two	Party responsible as stipulated in Table 4.13-68 of Tracy Hills Specific Plan Subsequent EIR	Triggers as stipulated in Table 4.13-68 of Tracy Hills Specific Plan Subsequent EIR	Development & Engineering Services;	Plan review / site inspection	Twice per improvement	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
southbound through lanes to accommodate Project Buildout conditions. This mitigation is beyond the scope of improvements identified in the adopted TMP. The Applicant has the option of constructing the I-580 interchange improvements only to the extent identified in the adopted TMP if the Applicant also implements the Lammers Road Interchange (as identified in the adopted TMP). Either of these options will fully mitigate the impact. The TMP improvement includes only the reconstruction of the northbound approach to a northbound through lane and a shared northbound through/right-turn lane. On the southbound approach, only the reconstruction to a southbound left-turn lane and two southbound through lanes, and on the eastbound approach, the reconstruction to an eastbound left-turn lane, a shared eastbound left/through lane, and an eastbound right turn lane. This intersection shall be interconnected with Intersection #2: Corral Hollow Road / I-580 WB Ramps. The Applicant shall, in collaboration with the City Engineer and Caltrans, commence with a Project Study Report (PSR) for the interchange improvements when the Project Application is approved by the City of Tracy. The intersection falls under Caltrans jurisdiction.						
♦ Intersection #2 (Corral Hollow Road / I-580 WB Ramps) - Signalize the intersection, widen the I-580 overcrossing to four through lanes and construct a westbound loop on-ramp. Reconstruct the northbound approach to include two northbound through lanes and two northbound right-turn lanes						

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
leading into the loop on-ramp. Reconstruct the southbound approach to include two southbound through lanes and a southbound right-turn lane, and reconstruct the eastbound approach to include a shared eastbound through/left-turn lane and an eastbound right-turn lane to accommodate Project Buildout conditions. This mitigation is beyond the scope of improvements identified in the adopted TMP.						
The Applicant has the option of constructing the I-580 interchange improvements only to the extent identified in the adopted TMP if the Applicant also implements the Lammers Road Interchange (as identified in the adopted TMP). Either of these options would fully mitigate the impact if timed concurrent with the triggers identified above. The TMP improvement includes only the reconstruction of the northbound approach to a northbound left-turn lane and a northbound through lane. On the southbound approach, the reconstruction to a southbound right-turn lane and two southbound through lanes, and on the westbound approach, the reconstruction to a shared westbound through/left-turn lane and a channelized westbound right-turn lane. This intersection is interconnected with Intersection #1: Corral Hollow Road / I-580 EB Ramps. The Applicant shall, in collaboration with the City Engineer and Caltrans, commence with a Project Study Report (PSR) for the interchange improvements. The intersection falls under Caltrans jurisdiction.						

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
♦ Intersection #13 (Mountain House Parkway / I-580 EB Ramps) – Refer to Mitigation 4.13-5a. ♦ Intersection #14 (Mountain House Parkway / I-580 WB Ramps) – Refer to Mitigation 4.13-5a						
4.13-7a: Mitigation measures below are feasible, but have no identified or committed funding mechanism, and thus the impact is considered *significant and unavoidable*. As shown in Table 4.13-40, *Cumulative Plus Project 2035 Intersection Delay & LOS Mitigations* the following mitigations are required, triggers are identified in Table 4.13-68 at the end of the chapter: ♦ Intersection #35 (Linne Road / MacArthur Drive) – Signalize the intersection and reconstruct the southbound approach to include one southbound left-turn lane, one southbound through lane, and one southbound right-turn lane, reconstruct the eastbound approach to include an eastbound left-turn lane and a shared eastbound through/right-turn lane, reconstruct the westbound approach to include a westbound left-turn lane, one westbound through lane, and one westbound right-turn lane. No additional lanes are required on the northbound approach. This signal shall be interconnected with the controller at the railroad crossing and improvements shall be constructed at the railroad crossing gates. This intersection falls under the jurisdiction of San Joaquin County and UPRR/ CA PUC and no CIP project is identified. The Applicant shall pay a fair share contribution to the improvement and the improvement shall be implemented by the time the	Party responsible as stipulated in Table 4.13-68 of Tracy Hills Specific Plan Subsequent EIR	Triggers as stipulated in Table 4.13-68 of Tracy Hills Specific Plan Subsequent EIR	Development & Engineering Services;	Plan review / site inspection	Twice per improvement	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
Project generates 1,420 trips. The Applicant shall in collaboration with the City Engineer, UPRR/ CAPUC, and San Joaquin County, commence with a preliminary and final design process for the intersection improvements before issuance of the first building permit. ♦ Intersection #36 (Corral Hollow Road / Tennis Lane) – Signalize the intersection or construct a median along Corral Hollow Road and allow only left-ins and right-in-right-out turns on both approaches of Tennis Lane. This improvement shall be added to the City TMP and TIF. The Project will have no impact after implementation of this improvement. The City will implement the improvement as part of their CIP program.						
4.13-7b: The Applicant shall pay the applicable City TIF, County TIF, SJCOG RTF, the JPA TIF, and any other applicable transportation fees that may be in place when individual projects are processed under the THSP in accordance with applicable laws and regulations.	Party responsible as stipulated in Table 4.13-68 of Tracy Hills Specific Plan Subsequent EIR	Triggers as stipulated in Table 4.13-68 of Tracy Hills Specific Plan Subsequent EIR	Development & Engineering Services;	Obtain proof of payment and retain for administrative record	Once per individual development project	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.13-8b: The Applicant shall pay the applicable City TIF, County TIF, SJCOG RTF, the JPA TIF, and any other applicable transportation fees that may be in place when	Developers	Triggers as stipulated in Table 4.13-68 of Tracy Hills	Development & Engineering Services;	Obtain proof of payment and retain for administrative record	Once per individual development project	Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
individual projects are processed under the THSP in accordance with applicable laws and regulations.		Specific Plan Subsequent EIR				Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.13-8d: The Applicant shall submit site-specific trip generation and traffic assignments to determine triggers warranting improvements as identified in the City TMP and this EIR.	Developers	Triggers as stipulated in Table 4.13-68 of Tracy Hills Specific Plan Subsequent EIR	Development & Engineering Services;	Obtain proof of payment and retain for administrative record	Once per individual development project	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.13-9a: As shown in Table 4.13-28, *Existing Plus Buildout Intersection Delay & LOS Mitigations* the following mitigations are required to obtain acceptable LOS. ♦ Intersection #L1 (Greenville Road / Patterson Pass Road) - The City of Livermore has identified the installation of a signal at this intersection and the reconstruction of all approaches to include left-turn lanes. With this improvement the intersection would operate at acceptable conditions. Per the Settlement	Developers	Triggers as stipulated in Table 4.13-68 of Tracy Hills Specific Plan Subsequent EIR	Development & Engineering Services;	Obtain proof of payment and retain for administrative record	Once per individual development project	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
Agreement, as referred to on pages 6-9, the Applicant shall pay $1,000 per residential unit to the JPA TIF to partially mitigate its impact. In addition, the Applicant shall pay $500 per residential dwelling unit paid at building permit issuance, said fee to be adjusted by no more than 2.5% per annum for increases in the cost of living as determined annually by the Engineering News Record (ENR) index for road construction costs. A dollar for dollar credit up to $500 for payment of the SJCOG fee and up to $500 for implementation of TDM measures will apply to these fees per the Settlement Agreement. The fee credit portion for TDM measures, shall be calculated at the time each building permit is issued as the project is constructed. The calculation of this fee credit shall be overseen by the City Engineer.						Initials: _____ Date: _____
♦ Intersection #L2 (Greenville Road /Tesla Road) - The City of Livermore has identified the installation of a signal at this intersection. With this improvement the intersection would operate at acceptable conditions. Per the Settlement Agreement, as referred to on pages 6-9, the Applicant shall pay $1,000 per residential unit to the JPA TIF partially to mitigate its impact. In addition, the Applicant shall pay $500 per residential dwelling unit paid at building permit issuance, said fee to be adjusted by no more than 2.5% per annum for increases in the cost of living as determined annually by the Engineering News Record (ENR) index for road construction costs. A dollar for dollar credit up to $500 for payment of the SJCOG fee and up to $500 for implementation of TDM measures will apply to						

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
these fees per the Settlement Agreement. The fee credit portion for TDM measures, shall be calculated at the time each building permit is issued as the project is constructed. The calculation of this fee credit shall be overseen by the City Engineer.						
♦ Intersection #L3 (Concannon Boulevard / Livermore Avenue) - The City of Livermore has not identified any improvements at this intersection; however, optimization of signal timing improves the operating conditions to acceptable conditions. Per the Settlement Agreement, as referred to on pages 6-9, the Applicant shall pay $1,000 per residential unit to the JPA TIF to partially mitigate its impact. In addition, the Applicant shall pay $500 per residential dwelling unit paid at building permit issuance, said fee to be adjusted by no more than 2.5% per annum for increases in the cost of living as determined annually by the Engineering News Record (ENR) index for road construction costs. A dollar for dollar credit up to $500 for payment of the SJCOG fee and up to $500 for implementation of TDM measures will apply to these fees per the Settlement Agreement. The fee credit portion for TDM measures, shall be calculated at the time each building permit is issued as the project is constructed. The calculation of this fee credit shall be overseen by the City Engineer.						
♦ Intersection #L5 (Isabel Avenue / Vallecitos Road) - The City of Livermore has identified the reconstruction of the westbound approach at the intersection to include a left-turn lane and a shared left/right-turn lane. With this improvement the						

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
intersection would operate at acceptable conditions. Per the Settlement Agreement, as referred to on pages 6-9, the Applicant shall pay $1,000 per residential unit to the JPA TIF to partially mitigate its impact. In addition, the Applicant shall pay $500 per residential dwelling unit paid at building permit issuance, said fee to be adjusted by no more than 2.5% per annum for increases in the cost of living as determined annually by the Engineering News Record (ENR) index for road construction costs. A dollar for dollar credit up to $500 for payment of the SJCOG fee and up to $500 for implementation of TDM measures will apply to these fees per the Settlement Agreement. The fee credit portion for TDM measures, shall be calculated at the time each building permit is issued as the project is constructed. The calculation of this fee credit shall be overseen by the City Engineer.						
4.13-9b: Per the Settlement Agreement, as referred to on pages 4.13-6 through 4.13-9, the Applicant shall pay $1,000 per residential unit to the JPA TIF to partially mitigate its impact. In addition, the Applicant shall pay $500 per residential dwelling unit paid at building permit issuance, said fee to be adjusted by not more than 2.5% per annum for increases in the cost of living as determined annually by the Engineering News Record (ENR) index for road construction costs. A dollar for dollar credit up to $500 for payment of the SJCOG fee and up to $500 for implementation of TDM measures will apply to these fees per the Settlement Agreement. The fee credit portion for TDM measures shall be calculated at the time each building permit is issued as the project is constructed. The calculation of this fee credit shall be overseen by the City	Developers	Triggers as stipulated in Table 4.13-68 of Tracy Hills Specific Plan Subsequent EIR	Development & Engineering Services;	Obtain proof of payment and retain for administrative record	Once per individual development project	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
Engineer. These roadways would continue to operate at unacceptable conditions.						
4.13-9c: Per the Settlement Agreement, as referred to on pages 6-9, the Applicant shall pay $1,000 per residential unit to the JPA TIF to partially mitigate its impact. In addition, the Applicant shall pay $500 per residential dwelling unit paid at building permit issuance, said fee to be adjusted by not more than 2.5% per annum for increases in the cost of living as determined annually by the Engineering News Record (ENR) index for road construction costs. A dollar for dollar credit up to $500 for payment of the SJCOG fee and up to $500 for implementation of TDM measures will apply to these fees per the Settlement Agreement. The fee credit portion for TDM measures shall be calculated at the time each building permit is issued as the project is constructed. The calculation of this fee credit shall be overseen by the City Engineer. The freeway would however continue to operate at unacceptable conditions.	Developers	Triggers as stipulated in Table 4.13-68 of Tracy Hills Specific Plan Subsequent EIR	Development & Engineering Services;	Obtain proof of payment and retain for administrative record	Once per individual development project	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.13-10a: As shown in Table 4.13-28, *Existing Plus Buildout Intersection Delay & LOS,* the following mitigations are required: ♦ Intersection #L1 (Greenville Road / Patterson Pass Road) - Even with implementation of the identified improvements in Cumulative conditions in Cumulative conditions, the intersection would continue to operate at an unacceptable LOS. Per the Settlement Agreement, as referred to on pages 6-9, the Applicant shall pay $1,000 per residential unit to the JPA TIF to partially mitigate its impact. In addition, the Applicant shall pay $500 per residential dwelling unit paid at building permit issuance, said fee to be	Developers	Triggers as stipulated in Table 4.13-68 of Tracy Hills Specific Plan Subsequent EIR	Development & Engineering Services;	Obtain proof of payment and retain for administrative record	Once per individual development project	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
adjusted by not more than 2.5% per annum for increases in the cost of living as determined annually by the Engineering News Record (ENR) index for road construction costs. The cumulative impact would not be fully mitigated through payment of the JPA TIF. A dollar for dollar credit up to $500 for payment of the SJCOG fee and up to $500 for implementation of TDM measures will apply to these fees per the Settlement Agreement. The fee credit portion for TDM measures shall be calculated at the time each building permit is issued as the project is constructed. The calculation of this fee credit shall be overseen by the City Engineer.						
♦ Intersection #L2 (Greenville Road / Tesla Road) - Even with implementation of the identified improvements in Cumulative conditions, the intersection would continue to operate at an unacceptable LOS. Per the Settlement Agreement, as referred to on pages 6-9, the Applicant shall pay $1,000 per residential unit to the JPA TIF to partially mitigate its impact. In addition, the Applicant shall pay $500 per residential dwelling unit paid at building permit issuance, said fee to be adjusted by not more than 2.5% per annum for increases in the cost of living as determined annually by the Engineering News Record (ENR) index for road construction costs. The cumulative impact would not be fully mitigated through payment of the JPA TIF. A dollar for dollar credit up to $500 for payment of the SJCOG fee and up to $500 for implementation of TDM measures will apply to these fees per the Settlement Agreement. The						

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
fee credit portion for TDM measures, shall be calculated at the time each building permit is issued as the project is constructed. The calculation of this fee credit shall be overseen by the City Engineer. ♦ Intersection #L4 (Isabel Avenue / Concannon Boulevard) - Even with implementation of the identified improvements in Cumulative conditions, the intersection would continue to operate at an unacceptable LOS. Per the Settlement Agreement, as referred to on pages 6-9, the Applicant shall pay $1,000 per residential unit to the JPA TIF to partially mitigate its impact. In addition, the Applicant shall pay $500 per residential dwelling unit paid at building permit issuance, said fee to be adjusted by not more than 2.5% per annum for increases in the cost of living as determined annually by the Engineering News Record (ENR) index for road construction costs. The cumulative impact would not be fully mitigated through payment of the JPA TIF. A dollar for dollar credit up to $500 for payment of the SJCOG fee and up to $500 for implementation of TDM measures will apply to these fees per the Settlement Agreement. The fee credit portion for TDM measures, shall be calculated at the time each building permit is issued as the project is constructed. The calculation of this fee credit shall be overseen by the City Engineer.						
4.13-10b: Per the Settlement Agreement, as referred to on pages 6-9, the Applicant shall pay $1,000 per residential unit to the JPA TIF to mitigate its impact. In addition, the Applicant shall pay $500 per residential dwelling unit paid at building permit issuance, said fee to be adjusted by not	Developers	Triggers as stipulated in Table 4.13-68 of Tracy Hills Specific Plan Subsequent EIR	Development & Engineering Services;	Obtain proof of payment and retain for administrative record	Once per individual development project	Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
more than 2.5% per annum for increases in the cost of living as determined annually by the Engineering News Record (ENR) index for road construction costs. A dollar for dollar credit up to $500 for payment of the SJCOG fee and up to $500 for implementation of TDM measures will apply to these fees per the Settlement Agreement. The fee credit portion for TDM measures, shall be calculated at the time each building permit is issued as the project is constructed. The calculation of this fee credit shall be overseen by the City Engineer.						Initials: _____ Date: _____ Initials: _____ Date: _____
4.13-10c: Per the Settlement Agreement, as referred to on pages 6-9, the Applicant shall pay $1,000 per residential unit to the JPA TIF to mitigate its impact. In addition, the Applicant shall pay $500 per residential dwelling unit paid at building permit issuance, said fee to be adjusted by not more than 2.5% per annum for increases in the cost of living as determined annually by the Engineering News Record (ENR) index for road construction costs. A dollar for dollar credit up to $500 for payment of the SJCOG fee and up to $500 for implementation of TDM measures will apply to these fees per the Settlement Agreement. The fee credit portion for TDM measures, shall be calculated at the time each building permit is issued as the project is constructed. The calculation of this fee credit shall be overseen by the City Engineer.						
4.13-14a: As shown in Table 4.13-60, *Existing Plus Phase 1a Intersection Delay & LOS Mitigations* the following mitigations are required to be installed by the Project Applicant, triggers are identified in Table 4.13-68 at the end of the chapter:	Party Responsible as stipulated in Table 4.13-68 of Tracy Hills Specific Plan Subsequent EIR	Triggers as stipulated in Table 4.13-68 of Tracy Hills Specific Plan Subsequent EIR	Development & Engineering Services;	Plan review / site inspection	Twice per improvement	Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
♦ Intersection #1 (Corral Hollow Road / I-580 EB Ramps) – Install an all-way stop controlled intersection as an interim improvement once development is approved to generate 196 PM peak hour trips to mitigate the interim impact. Signalize the intersection at the time development is approved to generate 832 PM peak hour trips to accommodate Project Phase 1a conditions and fully mitigate their impact. This improvement is a partial TMP improvement and shall be partially funded by the City TIF. The City Engineer shall, at the time the tentative map is prepared, identify the non-TMP improvements. The costs of the non-TMP improvements are the responsibility of the Applicant. The Applicant shall, in collaboration with the City Engineer and Caltrans, commence with an Encroachment Permit application to install the all-way stop sign and signal immediately following approval of this Project Application by the City of Tracy.						Initials: _____ Date: _____ Initials: _____ Date: _____
♦ Intersection #3 (Corral Hollow Road / Spine Road) – Signalize the intersection and improve the northbound approach to include a northbound left-turn lane and one northbound through lane. The southbound approach to include one southbound through lane and one southbound right-turn lane, and the eastbound approach to include two eastbound left-turn lanes and one eastbound right-turn lane. The construction of Corral Hollow's approaches to four through lanes is within the scope of improvements identified in the adopted TMP, while Spine Road and the north and southbound turn lanes into the site from Corral						

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
Hollow are not, and thus, are the responsibility of the Applicant. The improvement shall be installed before issuance of the first certificate of occupancy.						
♦ Intersection #4 (Corral Hollow Road / Linne Road) – Install a signal at the intersection that will have interconnect with the railroad crossing controller. Improvements shall be constructed at the railroad crossing gates. The signalization is a Public Utilities Commission requirement because vehicle queues will spill across the railroad tracks and cause safety concerns for train traffic. The signal shall be installed when 396 PM peak hour trips would be generated by the Project. This improvement is a partial TMP improvement and shall be partially funded by the City TIF. The City Engineer shall, at the time the tentative map is prepared, identify the non-TMP improvements. The costs of the non-TMP improvements are the responsibility of the Applicant. The Applicant shall, in collaboration with the City Engineer and UPRR/PUC, commence with an engineering design process to install the improvements identified. This design shall commence immediately following the approval of this Project Application by the City of Tracy.						
♦ Intersection #5 (Tracy Boulevard / Linne Road) – Reconstruct the eastbound approach to an eastbound left-turn lane and eastbound through lane, and the westbound approach to a westbound right-turn lane and westbound through lane. Allow the northbound and southbound approaches to remain as they are in existing conditions. This improvement is a partial TMP improvement and shall be partially funded by the						

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
City TIF. The City has funding for the expansion of Corral Hollow Road to four lanes from Parkside Drive to Linne Road, including the improvement and signalization of the Valpico Road/Corral Hollow Road intersection. The City is proceeding and currently in the planning stage of the expansion and signalization project and expects to begin construction in 2016/2017. With anticipated road expansion and installation of the signal, the Project will have no additional impact at this intersection and thus the Applicant is not responsible for this mitigation. ♦ Intersection #13 (Mountain House Parkway / I-580 EB Ramps) – Refer to Mitigation 4.13-5a. ♦ Intersection #14 (Mountain House Parkway / I-580 WB Ramps) –Refer to Mitigation 4.13-5a						
4.13-14b: The Applicant shall coordinate with the City Engineer to fund and implement the overlay of the existing two lanes of Corral Hollow Road between I-580 and Linne Road. Operational analysis at the intersection of Corral Hollow Road and Spine Road and Corral Hollow Road and Linne Road indicate that one through lane in each direction along Corral Hollow Road would maintain acceptable intersection LOS standards of D or better. Turn lanes will be provided at the intersection of Corral Hollow/Spine Road. Intersections govern street network operations in an urban environment, and the roadway segment capacity analysis omits intersection operations. Thus, widening of the street segments beyond the required capacity at the intersections is not required. The overlay of the two existing lanes is required to extend the current design life of Corral	Developers	Triggers as stipulated in Table 4.13-68 of Tracy Hills Specific Plan Subsequent EIR	Development & Engineering Services;	Plan review / site inspection	Twice per improvement	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
Hollow Road and is required before issuance of the first building permit or final inspection permit of the first model homes.						
4.13-14d: The Applicant shall provide roadways to the school that meet acceptable on and off-site storage for drop-off/pickup queuing per the City Engineer Standard Plans and requirements and/or tentative map, safety considerations, vehicular circulation, and bike and pedestrian access. Details are further specified in the Existing Plus Phase 1a Trip Generation section of this Draft SEIR.	Developers	Triggers as stipulated in Table 4.13-68 of Tracy Hills Specific Plan Subsequent EIR	Development & Engineering Services;	Plan review / site inspection	Twice per improvement	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.13-15a: ♦ Intersection #L1 (Greenville Road / Patterson Pass Road) - The City of Livermore has identified the installation of a signal at this intersection and the reconstruction of all approaches to include left-turn lanes. With this improvement the intersection would operate at acceptable conditions. Per the Settlement Agreement, as referred to on pages 6-9, the Applicant shall pay $1,000 per residential unit to the JPA TIF to partially mitigate its impact. In addition, the Applicant shall pay $500 per residential dwelling unit paid at building permit issuance, said fee to be adjusted by no more than 2.5% per annum for increases in the cost of living as determined annually by the Engineering News Record (ENR) index for road construction costs.	Developers	Triggers as stipulated in Table 4.13-68 of Tracy Hills Specific Plan Subsequent EIR	Development & Engineering Services;	Plan review / site inspection	Twice per improvement	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
♦ Intersection #L2 (Greenville Road / Tesla Road) - The City of Livermore has identified the installation of a signal at this intersection. With this improvement the intersection would operate at acceptable conditions. Per the Settlement Agreement, as referred to on pages 6-9, the Applicant shall pay $1,000 per residential unit to the JPA TIF to partially mitigate its impact. In addition, the Applicant shall pay $500 per residential dwelling unit paid at building permit issuance, said fee to be adjusted by no more than 2.5% per annum for increases in the cost of living as determined annually by the Engineering News Record (ENR) index for road construction costs.						
♦ Intersection #L5 (Isabel Avenue / Vallecitos Road) - The City of Livermore has identified the reconstruction of the westbound approach at the intersection to include a left-turn lane and a shared left/right-turn lane. With this improvement the intersection would operate at acceptable conditions. Per the Settlement Agreement, as referred to on pages 6-9, the Applicant shall pay $1,000 per residential unit to the JPA TIF to partially mitigate its impact. In addition, the Applicant shall pay $500 per residential dwelling unit paid at building permit issuance, said fee to be adjusted by no more than 2.5% per annum for increases in the cost of living as determined annually by the Engineering News Record (ENR) index for road construction costs. A dollar for dollar credit up to $500 for payment of the SJCOG fee and up to $500 for implementation of TDM measures will apply to these fees per the Settlement Agreement. The fee						

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
credit portion for TDM measures, shall be calculated at the time each building permit is issued as the project is constructed. The calculation of this fee credit shall be overseen by the City Engineer.						
4.13-15b: Per the Settlement Agreement, as referred to on pages 6-9, the Applicant shall pay $1,000 per residential unit to the JPA TIF to partially mitigate its impact. In addition, the Applicant shall pay $500 per residential dwelling unit paid at building permit issuance, said fee to be adjusted by not more than 2.5% per annum for increases in the cost of living as determined annually by the Engineering News Record (ENR) index for road construction costs. A dollar for dollar credit up to $500 for payment of the SJCOG fee and up to $500 for implementation of TDM measures will apply to these fees per the Settlement Agreement. The fee credit portion for TDM measures, shall be calculated at the time each building permit is issued as the project is constructed. The calculation of this fee credit shall be overseen by the City Engineer.	Developers	Triggers as stipulated in Table 4.13-68 of Tracy Hills Specific Plan Subsequent EIR	Development & Engineering Services;	Plan review / site inspection	Twice per improvement	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.13-15c: Per the Settlement Agreement, (pages 6-9), the Applicant shall pay $1,000 per residential unit to the JPA TIF to partially mitigate its impact. In addition, the Applicant shall pay $500 per residential dwelling unit paid at building permit issuance, said fee to be adjusted by not more than 2.5% per annum for increases in the cost of living as determined annually by the Engineering News Record (ENR) index for road construction costs. A dollar for dollar credit up to $500 for payment of the SJCOG fee and up to $500 for implementation of TDM measures will apply to these fees per the Settlement Agreement. The fee credit portion for TDM measures, shall be calculated at the	Developers	Triggers as stipulated in Table 4.13-68 of Tracy Hills Specific Plan Subsequent EIR	Development & Engineering Services;	Plan review / site inspection	Twice per improvement	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
time each building permit is issued as the project is constructed. The calculation of this fee credit shall be overseen by the City Engineer.						

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

4.13-15d: The Applicant shall provide roadways to the school meeting acceptable on and off-site storage for drop-off/pickup queuing, safety considerations, vehicular circulation, and bike and pedestrian access, per the City Standard Plans and /or Tentative Map. Details are further specified in the EIR. Though final school site design is subject to review and approval of the State Architect, prior to final Tentative Map approval and/or when the first student from Phase 1a attends either schools listed here, the Project Applicant shall demonstrate that the following planning and design considerations are addressed to the satisfaction of the City Engineer: ♦ School driveways are located directly opposite proposed streets entering the residential neighborhood to maximize traffic and student safety ♦ Pedestrian and bicycle (Class I) paths, sidewalk, and crosswalks are provided ♦ A Safe Routes To School Program is initiated in coordination with the School District. The Safe Routes to School Program shall be funded and developed by the Applicant. The SRTS Program shall be developed when the school district applies for an encroachment permit at the City ♦ The Project applicant shall fund the development of a Traffic Management Plan that will be prepared by the City Engineer, the Police Department, and the Jefferson School District for the interim conditions when additional traffic would be generated to the interim school adjacent to the Tracy Hills Elementary School. The Traffic Management Plan shall identify techniques (such as: assignment of a traffic control staff member from the school to flag and manage drop off and pick-up, to control efficient ingress and egress to the school site, and coning off lanes for efficient circulation) to maintain traffic and student safety, and provide efficient pick-up and drop off procedures. The	Developers	Triggers as stipulated in Table 4.13-68 of Tracy Hills Specific Plan Subsequent EIR	Development & Engineering Services;	Plan review / site inspection	Twice per improvement	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
Traffic Management Plan shall be implemented when the temporary school building opens up for attendance.						
4.13-15e: The City shall work with Tom Hawkins Elementary School and Jefferson School District to develop a Traffic Management Plan for interim conditions. The Project Applicant shall fund the development of a Traffic Management Plan for $20,000. The City Engineer, the Police Department, the Tom Hawkins Elementary School and the Jefferson School District will develop the Traffic Management Plan for the interim conditions when additional traffic would be generated to the school. The Traffic Management Plan shall identify techniques (such as: assignment of a traffic control staff member from the school to flag and manage drop off and pick-up, to control efficient ingress and egress to the school site, and coning off lanes for efficient circulation) to maintain traffic and student safety, and provide efficient pick-up and drop off procedures. The Traffic Management Plan shall be implemented when the first student from the Phase 1a area attend the Tom Hawkins Elementary School. The City Engineer shall approve the Traffic Management Plan.	Developers	Triggers as stipulated in Table 4.13-68 of Tracy Hills Specific Plan Subsequent EIR	Development & Engineering Services;	Plan review / site inspection	Twice per improvement	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____
4.13-15f: The Applicant shall fund the development of a Traffic Management Plan. The City Engineer, Police Department, and the Jefferson School District shall develop the Traffic Management Plan for Interim Conditions which is inclusive of the determination of the modular school at the business park location.	Developers	Triggers as stipulated in Table 4.13-68 of Tracy Hills Specific Plan Subsequent EIR	Development & Engineering Services;	Plan review / site inspection	Twice per improvement	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

SUMMARY OF MITIGATION MEASURES AND MONITORING PROGRAM FOR THE TRACY HILLS SPECIFIC PLAN (CONTINUED)

Mitigation Measures	Party Responsible for Implementation	Implementation Trigger/Timing	Agency Responsible for Monitoring	Monitoring/ Reporting Action	Monitoring Frequency	Monitoring Compliance Record (Name/Date)
						Initials: _____ Date: _____
4.13-15g: The Applicant shall construct a-Class I or a Class II bicycle facility and a pedestrian facility from Spine Road to connect to the existing bicycle and pedestrian facilities just north of Linne Road. This improvement shall be included in the expansion of the first two lanes of Corral Hollow Road as indicated in the TMP. This improvement shall be in place when the Project generates 2,588 AM peak trips. The Applicant may fund these improvements up front and enter into a reimbursement agreement with the City for a credit against their proportionate fair share of the improvement.	Developers	Triggers as stipulated in Table 4.13-68 of Tracy Hills Specific Plan Subsequent EIR	Development & Engineering Services;	Plan review / site inspection	Twice per improvement	Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____ Initials: _____ Date: _____

RESOLUTION 2016- _____

APPROVING A GENERAL PLAN AMENDMENT AND A COMPREHENSIVE UPDATE TO THE TRACY HILLS SPECIFIC PLAN, APPLICATION NUMBERS GPA13-0001 AND SPA13-0001

WHEREAS, The Tracy Hills Specific Plan was approved in 1998, and

WHEREAS, The 1998 Tracy Hills project approvals included certification of a Final Environmental Impact Report, amendments to the City's General Plan and Zoning Ordinance, adoption of the Tracy Hills Specific Plan, and annexation of approximately 2,732 acres to the City, and

WHEREAS, On February 1, 2011, the City Council certified a Final Environmental Impact Report (Resolution No. 2011-028) and adopted an updated General Plan (Resolution 2011-029), and

WHEREAS, On May 10, 2013, The Tracy Hills Project Owner, LLC submitted applications to the City for a General Plan amendment and a comprehensive update to the Tracy Hills Specific Plan (Application Numbers GPA13-0001 and SPA13-0001), and

WHEREAS, The proposed General Plan amendment includes changes to the General Plan Land Use Designations map for the Tracy Hills area, updates to text describing the Tracy Hills area, and a new policy in the Noise Element governing exposure limits, and

WHEREAS, The proposed comprehensive update to the Tracy Hills Specific Plan is consistent with the proposed amendments to the City's General Plan, and

WHEREAS, The Tracy Hills Project Owner, LLC, and the City have agreed that, as a condition of approval of the comprehensive update to the Tracy Hills Specific Plan, "the Project developer(s) shall be required to pay the Transportation Impact Fee established pursuant to the written Agreement by and between the City of Tracy, LTA, the Sierra Club, the County of Alameda, and the City of Livermore to the City of Tracy prior to issuance of building permits for any residential portion of the Project. Said condition shall be incorporated into any development agreement or similar agreement if entered into by the developer and the City of Tracy. Said condition shall constitute the only regional traffic impact fee charged against the Project.", and

WHEREAS, The proposed comprehensive update to the Tracy Hills Specific Plan contains requirements for a Finance and Implementation Plan (FIP), which addresses development impact fees for infrastructure improvements, and

WHEREAS, The Planning Commission considered this matter at a duly noticed public hearing held on March 2, 2016 and recommended that the City Council approve the proposed General Plan amendment and the comprehensive update to the Tracy Hills Specific Plan, and

WHEREAS, The City Council considered this matter at a duly noticed public hearing held on April 5, 2016;

NOW, THEREFORE BE IT RESOLVED as follows:

1. Recitals. The foregoing recitals are true and correct and are incorporated herein as findings.

2. Compliance with CEQA. The Tracy Hills Final Subsequent Environmental Impact Report ("Final SEIR") (State Clearinghouse No. 2013102053), certified by City Council Resolution 2016-_____, and incorporated herein by this reference, was prepared in compliance with the requirements of the California Environmental Quality Act ("CEQA") and is adequate to support the proposed comprehensive update to the Tracy Hills Specific Plan and associated General Plan amendment.

3. General Plan Amendment Approval. The City Council hereby approves General Plan Amendment GPA13-0001, as attached to the April 5, 2016 City Council Staff Report as Attachment "A".

4. Approval of a comprehensive update to the Tracy Hills Specific Plan. The City Council hereby approves a comprehensive update to the Tracy Hills Specific Plan, as attached to the April 5, 2016 City Council Staff Report as Attachment "B".

5. Effective Date. This resolution shall be effective immediately.

The foregoing Resolution 2016-_____ was passed and adopted by the City Council of the City of Tracy on the 5th day of April 2016, by the following vote:

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

_____
MAYOR

ATTEST:

_____
CITY CLERK

ORDINANCE _____

AN ORDINANCE OF THE CITY OF TRACY AMENDING SECTION 10.08.980, NAMES OF ZONES, AND ADDING A NEW ARTICLE 22.6, TRACY HILLS SPECIFIC PLAN ZONE (THSP), AND A NEW SECTION 10.08.3024, TRACY HILLS SPECIFIC PLAN ZONE (THSP), TO TITLE 10 OF THE TRACY MUNICIPAL CODE AND ZONING ALL PROPERTY IN THE TRACY HILLS SPECIFIC PLAN AREA AS TRACY HILLS SPECIFIC PLAN ZONE (THSP)
APPLICATION NUMBER ZA13-0003

WHEREAS, On April 5, 2016, the City Council certified the Tracy Hills Specific Plan Final Subsequent Environmental Impact Report (Resolution 2016-_____) and approved a General Plan amendment and an amendment to the Tracy Hills Specific Plan, consisting of a comprehensive update to the entire Specific Plan (Resolution 2016-_____); and

WHEREAS, The Tracy Hills Specific Plan serves as the zoning for all property within the Specific Plan Area and therefore, it is necessary to establish a Tracy Hills Specific Plan Zone that is governed by the Tracy Hills Specific Plan; and

WHEREAS, The Planning Commission considered this matter at a duly noticed public hearing held on March 2, 2016 and recommended that the City Council amend Section 10.08.980 of the Tracy Municipal Code to add a new Article 22.6 and a new Section 10.08.3024 to Title 10 of the Tracy Municipal Code in a report complying with the provisions of Article 29 of Chapter 10.08 of the Tracy Municipal Code; and

WHEREAS, The City Council considered this matter at a duly noticed public hearing held on April 5, 2016;

The City Council of the City of Tracy does ordain as follows:

SECTION 1. The foregoing recitals are true and correct and are incorporated herein as findings.

SECTION 2: Section 10.08.980, Names of zones, of the Tracy Municipal Code, is amended to read as follows:

"**10.08.980 - Names of zones.**
In order to classify, regulate, restrict, and segregate the uses of land and buildings, to regulate and restrict the height and bulk of buildings, to regulate the area of yards and other open spaces about buildings, and to regulate the density of population, the following zones are hereby established:

(a) Residential Estate Zone: RE;
(b) Low Density Residential Zone: LDR;
(c) Medium Density Cluster Zone: MDC;
(d) Medium Density Residential Zone: MDR;
(e) High Density Residential Zone: HDR;
(f) Medical Office Zone: MO;
(g) Professional Office and Medical Zone: POM;
(h) Planned Unit Development Zone: PUD;
(i) Residential Mobile Home Zone: RMH;
(j) Community Shopping Center Zone: CS;
(k) Neighborhood Shopping Zone: NS;
(l) Central Business District Zone: CBD;
(m) General Highway Commercial Zone: GHC;

(n) Light Industrial Zone: M-1;
(o) Heavy Industrial Zone: M-2;
(p) Highway Service Zone: HS;
(q) Agricultural Zone: A;
(r) Airport Overlay Zone: AO;
(s) Northeast Industrial Specific Plan Zone: NEI;
(t) Cordes Ranch Specific Plan Zone: CRSP; and
(u) Tracy Hills Specific Plan Zone: THSP."

SECTION 3: A new Article 22.6, Tracy Hills Specific Plan Zone (THSP), and a new Section 10.08.3024, Tracy Hills Specific Plan Zone (THSP), are added to the Tracy Municipal Code to read as follows:

"**Article 22.6 Tracy Hills Specific Plan Zone (THSP)**

10.08.3024 Tracy Hills Specific Plan Zone (THSP).
The zoning within the Tracy Hills Specific Plan Zone is governed by the Tracy Hills Specific Plan."

SECTION 4: All property in the Tracy Hills Specific Plan Area is hereby zoned Tracy Hills Specific Plan Zone (THSP). The City's Zoning Map is hereby amended to show all property in the Tracy Hills Specific Plan Area zoned as THSP.

SECTION 5: This Ordinance shall take effect 30 days after its final passage and adoption.

SECTION 6: This Ordinance shall either (1) be published once in a newspaper of general circulation, within 15 days after its final adoption, or (2) be published in summary form and posted in the City Clerk's office at least five days before the ordinance is adopted and within 15 days after adoption, with the names of the Council Members voting for and against the ordinance. (Gov't. Code §36933.)

* *

The foregoing Ordinance _____ was introduced at a regular meeting of the Tracy City Council on the 5th day of April, 2016, and finally adopted on the ____ day of _____, 2016, by the following vote:

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

_____
MAYOR

ATTEST:

_____
CITY CLERK

RESOLUTION 2016- _____

APPROVING A COMPREHENSIVE UPDATE TO THE TRACY HILLS STORM DRAINAGE MASTER PLAN

WHEREAS, The Tracy Hills Specific Plan was approved in 1998, and

WHEREAS, The 1998 Tracy Hills project approvals included certification of a Final Environmental Impact Report, amendments to the City's General Plan and Zoning Ordinance, adoption of the Tracy Hills Specific Plan, and annexation of approximately 2,732 acres to the City, and

WHEREAS, The Tracy Hills project approvals also included the Tracy Hills Storm Drainage Master Plan, Volumes 1 – 3, dated December 2000, and

WHEREAS, The City-wide Storm Drainage Master Plan, which was approved by the City Council on April 16, 2013, excluded the Tracy Hills project and deferred to the Tracy Hills Storm Drainage Master Plan, and

WHEREAS, A proposed comprehensive update to the Tracy Hills Storm Drainage Master Plan, dated October 2014, was prepared for the Tracy Hills project, and

WHEREAS, On April 5, 2016, the City Council certified the Tracy Hills Specific Plan Final Subsequent Environmental Impact Report ("Final SEIR") (Resolution 2016-_____) for the Tracy Hills Project applications, which include the proposed comprehensive update to the Tracy Hills Storm Drainage Master Plan, a General Plan Amendment, a comprehensive update to the Tracy Hills Specific Plan, an amendment to the Tracy Municipal Code to add the Tracy Hills Specific Plan Zone, a Development Agreement with The Tracy Hills Project Owner LLC and Tracy Phase 1 LLC, a large-lot Vesting Tentative Subdivision Map for Tracy Hills Phase 1A, and a small-lot Vesting Tentative Subdivision Map for Tracy Hills Phase 1A, and

WHEREAS, The cost of the physical infrastructure improvements listed in the Tracy Hills Storm Drainage Master Plan will be funded by development impact fees, which will be included in a Finance and Implementation Plan (FIP), and

WHEREAS, The Planning Commission considered this matter at a duly noticed public hearing held on March 2, 2016 and recommended that the City Council approve the comprehensive update to the Tracy Hills Storm Drainage Master Plan, and

WHEREAS, The City Council considered this matter at a duly noticed public hearing held on April 5, 2016;

NOW, THEREFORE BE IT RESOLVED, That City Council approves as follows:

1. Recitals. The foregoing recitals are true and correct and are incorporated herein as findings.

2. Compliance with CEQA. The Tracy Hills Final Subsequent Environmental Impact Report ("Final SEIR") (State Clearinghouse No. 2013102053), certified by City Council Resolution 2016-_____, and incorporated herein by this reference, was

prepared in compliance with the requirements of the California Environmental Quality Act ("CEQA") and is adequate to support the City Council's approval of this comprehensive update to the Tracy Hills Storm Drainage Master Plan.

3. Approval of a comprehensive update to the Tracy Hills Storm Drainage Master Plan. The City Council hereby approves a comprehensive update to the Tracy Hills Storm Drainage Master Plan, as attached to the April 5, 2016 City Council Staff Report as Attachment "D".

4. Effective Date. This resolution shall be effective immediately.

The foregoing Resolution 2016-_____ was passed and adopted by the City Council of the City of Tracy on the 5th day of April 2016, by the following vote:

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

_____
MAYOR

ATTEST:

_____
CITY CLERK

ORDINANCE _____

AN ORDINANCE OF THE CITY OF TRACY APPROVING A DEVELOPMENT AGREEMENT WITH THE TRACY HILLS PROJECT OWNER, LLC AND TRACY PHASE 1, LLC APPLICATION NUMBER DA13-0001

WHEREAS, In January, 2013, The Tracy Hills Project Owner, LLC applied for a development agreement (Application Number DA13-0001), which would provide a substantial public benefit that might not otherwise be available to the City; and

WHEREAS, On January 15, 2013, the City Council authorized staff to negotiate a development agreement with The Tracy Hills Project Owner, LLC ("Development Agreement"); and

WHEREAS, On April 5, 2016, the City Council certified the Tracy Hills Specific Plan Final Subsequent Environmental Impact Report ("Final SEIR") (Resolution 2016-_____) for the Tracy Hills Project applications, which include applications for the proposed Development Agreement, a General Plan Amendment, a comprehensive update to the Tracy Hills Specific Plan, an amendment to the Tracy Municipal Code to add the Tracy Hills Specific Plan Zone, a comprehensive update to the Tracy Hills Storm Drainage Master Plan, and Vesting Tentative Subdivision Maps for Phase 1A of the Tracy Hills Project; and

WHEREAS, Pursuant to California Government Code Section 65867, the Planning Commission reviewed the proposed Development Agreement (attached hereto as Exhibit "1"), in conjunction with the other Tracy Hills Project applications; and

WHEREAS, The Planning Commission considered this matter at a duly noticed public hearing held on March 2, 2016 and recommended that the City Council introduce and adopt this ordinance approving the Development Agreement; and

WHEREAS, The City Council considered this matter at a duly noticed public hearing held on April 5, 2016;

The City Council of the City of Tracy does ordain as follows:

1. Recitals. The foregoing recitals are true and correct and are incorporated herein as findings.

2. Compliance with CEQA. The Final SEIR (State Clearinghouse No. 2013102053) was prepared in compliance with the requirements of CEQA and was approved and certified by the City Council by Resolution 2016-_____, and incorporated herein by this reference.

3. Findings regarding Development Agreement. The City Council finds that the proposed Development Agreement:

a. is consistent with the objectives, policies, general land uses and programs specified in the City General Plan (attached hereto as Exhibit "2" Consistency findings between the General Plan and the Development Agreement) and the Tracy Hills Specific Plan, as amended;

b. is in conformity with public convenience, general welfare, and good land use practices;

c. will not be detrimental to the health, safety, and general welfare of persons residing in the immediate area, nor be detrimental or injurious to property or persons in the general neighborhood or to the general welfare of the residents of the City as a whole;

d. will not adversely affect the orderly development of property or the preservation of property values; and

e. is consistent with the provisions of Government Code Sections 65864 et seq.

4. Development Agreement Approval. The City Council hereby approves the Development Agreement with The Tracy Hills Project Owner, LLC and Tracy Phase 1, LLC (attached hereto as Exhibit "1").

5. Effective Date. This Ordinance takes effect 30 days after its final passage and adoption.

6. Publication. This Ordinance shall either (1) be published once in a newspaper of general circulation, within 15 days after its final adoption, or (2) be published in summary form and posted in the City Clerk's office at least five days before the ordinance is adopted and within 15 days after adoption, with the names of the Council Members voting for and against the ordinance. (Gov't. Code §36933.)

* *

This Ordinance _____ was introduced at a regular meeting of the Tracy City Council on the 5th day of April, 2016, and finally adopted on the _____ day of _____, 2016, by the following vote:

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

_____
MAYOR

ATTEST:

_____
CITY CLERK

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:
City of Tracy
Attn: Tracy City Clerk
333 Civic Center Plaza
Tracy, CA 95376

RECORDING FEE EXEMPT
PURSUANT TO GOVERNMENT CODE
SECTION 27383

DEVELOPMENT AGREEMENT BY AND BETWEEN
THE CITY OF TRACY
AND
THE TRACY HILLS PROJECT OWNER, LLC
and
TRACY PHASE 1, LLC

DEVELOPMENT AGREEMENT BY AND AMONG THE CITY OF TRACY, THE TRACY HILLS PROJECT OWNER, LLC, AND TRACY PHASE I, LLC

This DEVELOPMENT AGREEMENT ("***Agreement***") is made by and among the City of Tracy ("***City***"), a municipal corporation, on the one hand, and The Tracy Hills Project Owner, LLC, a Delaware limited liability company, and Tracy Phase I, LLC, a Delaware limited liability company (collectively, the "***Developer***"), on the other hand. City and Developer each may sometimes be referred to herein as a "***Party***" and collectively as the "***Parties***."

RECITALS

A. The Legislature enacted Government Code Section 65864 *et seq*. ("***Development Agreement Statute***") in response to the lack of certainty in the approval of development projects, which can result in a waste of resources, escalate the cost of housing, and discourage investment in and commitment to planning that would maximize the efficient utilization of resources. The Development Agreement Statute is designed to strengthen the public planning process, encourage private participation in comprehensive, long-range planning, and reduce the economic costs of development. It authorizes a City to enter into a binding agreement with any person having a legal or equitable interest in real property located in unincorporated territory within that City's sphere of influence regarding the development of that property.

B. Pursuant to the Development Agreement Statute, City has adopted procedures and requirements for the consideration of development agreements. This Agreement has been prepared, processed, considered and adopted in accordance with such procedures.

C. On January 5, 1998, the Tracy City Council certified the Tracy Hills Environmental Impact Report (SCH No. 95122045), approved certain General Plan amendments, and adopted and approved the Tracy Hills Specific Plan ("1998 Specific Plan") (Ordinance 964 C.S.; Resolution Nos. 98-001, 98-002, and 98-003). The 1998 Specific Plan applied to six thousand one hundred seventy-five (6,175) acres, of which approximately 3,552 acres were designated to remain in conservation open space and were not annexed into the City and 2,732 acres were annexed for development and related infrastructure and open space. The 1998 Specific Plan provided for development of up to five thousand four hundred ninety-nine (5,499) residential units in a mix of low, medium and high density neighborhoods, and over five million square feet of non-residential land uses including office, commercial, and light industrial uses, as well as parks, schools, and additional open space within the 2,732-acre annexation area.

D. Developer is the legal owner of approximately one thousand eight hundred forty-three (1,843) acres within the 1998 Specific Plan Area annexed into the City for the purposes of development (the "***Property***"), as more particularly described and depicted on attached Exhibit 1.

E. On **[DATE]**, 2016, following review and recommendation by the City of Tracy Planning Commission and after a duly noticed public hearing, the City Council of City took the following actions (collectively, the "***Project Approvals***"):

1. In support of the following actions, by Resolution No. 2016-___, and pursuant to and in compliance with the applicable provisions of the California Environmental Quality Act ("***CEQA***") certified an Environmental Impact Report for the Project, as defined below (State Clearinghouse No. 2013102053) ("***EIR***"), adopted written findings relating to significant environmental impacts, adopted a Statement of Overriding Considerations, and adopted a mitigation monitoring and reporting plan that incorporated all identified mitigation measures set forth in the EIR ("***MMRP***").

2. By Resolution No. 2016-____, amended the General Plan to make certain conforming amendments to ensure consistency between the City's General Plan and the Project, as defined below ("***General Plan Amendment***").

3. By Resolution No. 2016-____, amended the 1998 Specific Plan (as amended, the "***Specific Plan***") to provide for future development of approximately 5,499 residential units, 1,589,069 square feet of mixed use business park space, 758,944 square feet of commercial space, 3,360,654 square feet of light industrial space, and 119.8 acres of conservation easements; to provide zoning and development standards and design guidelines for the area; and to provide for public services and infrastructure improvements to serve the development, including fire and police protection, solid waste disposal, schools, streets, water, sewer, storm drains, electricity, natural gas, telephone, and cable television. Development of the Property consistent with and as provided by the Specific Plan is referred to herein as the "***Project***."

4. Conducted the first reading of Ordinance No. ____, an ordinance amending the text of the City's Zoning Code to add Article 22.6 and establish a new zoning designation of "Tracy Hills Specific Plan Zone" (Tracy Municipal Code Section 10.08.3024) for the 2,732-acre annexation area (hereafter, the "***Specific Plan Area***") the location of which is depicted in the Specific Plan at Figure 1-3; and amending the City's Zoning Map to show the Specific Plan Area as zoned to "Tracy Hills Specific Plan Zone (collectively, "***Zoning Amendments***").

5. Conducted the first reading of Ordinance No. ___, an ordinance approving this Agreement and directing this Agreement's execution by City ("***Approving Ordinance***").

F. On _____, 2016 ("***Effective Date***"), the City Council conducted the second reading of and adopted the Zoning Amendments and the Approving Ordinance.

AGREEMENT

Based on the foregoing recitals, the truth and accuracy of which are hereby acknowledged and incorporated into and made a part of this Agreement, and in consideration of the mutual covenants and promises contained herein and other consideration, the value and adequacy of which is hereby acknowledged, the Parties hereby agree as follows:

SECTION 1. DEFINITION OF TERMS.

This Agreement uses certain terms with initial capital letters that are defined in this Section 1 below or elsewhere in this Agreement. City and Developer intend to refer to those definitions when the capitalized terms are used in this Agreement.

1.1 "**1998 Specific Plan"** has the meaning set forth in Recital C.

1.2 "**Agreement**" has the meaning set forth in the Preamble.

1.3 "**Approving Ordinance**" has the meaning set forth in Recital E(5).

1.4 "**Assignee**" has the meaning set forth in Section 8.1.

1.5 "**Building Permit**" means the document issued by City's Building Official authorizing the holder to construct a building or other structure, as provided for in the City of Tracy Municipal Code.

1.6 "**CEQA**" has the meaning set forth in Recital E.1.

1.7 "**CFD Act**" means the Mello-Roos Community Facilities Act of 1982, pursuant to Government Code Section 53311 *et seq*.

1.8 "**City**" has the meaning set forth in the Preamble.

1.9 "**City Council**" means the Tracy City Council.

1.10 "**City Development Agreement Procedures**" has the meaning set forth in Recital B.

1.11 "**Claims**" has the meaning set forth in Section 9.13.

1.12 "**Community Benefit Fee**" has the meaning set forth in Section 4.1.

1.13 "**Community Facilities District**" or "**CFD**" means a community facilities district and all improvement areas designated therein, formed under the CFD Act pursuant to the parameters set forth in Exhibit 2 attached hereto. As set forth in Exhibit 2, there may be multiple CFDs formed for all or portions of the Property, which CFDs may include a Facilities CFD (as defined in Exhibit 2) and a Services CFD (as defined in Exhibit 2).

1.14 "**County Recorder**" means the San Joaquin County Recorder, which is responsible, in part, for recording legal documents that determine ownership of real property and other agreements related to real property.

1.15 "**CUP**" means a conditional use permit approved by City pursuant to this Agreement and the Tracy Municipal Code.

1.16 "**Days**" means calendar days. If the last day to perform an act under this Agreement is a Saturday, Sunday or legal holiday in the State of California, said act may be performed on the next succeeding calendar day that is not a Saturday, Sunday or legal holiday in the State of California and in which City offices are open to the public for business.

1.17 "**Developer**" has the meaning set forth in the Preamble.

1.18 "**Development Agreement Statute**" has the meaning set forth in Recital A.

1.19 "**Development Impact Fee**" means any fee identified in Title 13 of the City of Tracy Municipal Code.

1.20 "**Development Services**" means the City's Development Services Department.

1.21 "**Development Services Director**" means the head of Tracy's Development Services Department and the Chief Planning Officer.

1.22 "**Dispute**" has the meaning set forth in Section 7.1.

1.23 "**EB-5 Program**" means the Employment Based Fifth Preference Immigration Visa Program.

1.24 "**Effective Date**" has the meaning set forth in Recital F.

1.25 "**EIR**" has the meaning set forth in Recital E.1.

1.26 "**Enforced Delay**" has the meaning set forth in Section 5.4.

1.27 "**ENR**" means the Engineering News Record ("***ENR***") Construction Cost Index (overall-California).

1.28 "**Equivalent Dwelling Unit**" or "**EDU**" means the flow and load from one very-low- or low-density residential unit. The flows and loadings from other land use categories are based on the number of equivalent dwelling units per gross acre of development.

1.29 "**Existing Rules**" means the City's General Plan, the Specific Plan, the City's Municipal Code, all Citywide Infrastructure Master Plans, and all other adopted City ordinances, resolutions, rules, regulations, guidelines and policies in effect on the Effective Date.

1.30 "**Finished Lot**" means a legally subdivided lot with utilities stubbed out to the property line of said lot.

1.31 "**FIP**" means the Finance and Implementation Plan adopted by City for the Property as provided for and required by this Agreement and the Tracy Municipal Code Section 10.20.060(b)(3), as may be amended from time to time.

1.32 "**First Tranche CFD Bonds**" means the first set of bonds issued in the Facilities CFD formed for the Property, which may be in one or more series, that are issued to finance the facilities and fees required to be constructed by the Developer, as set forth herein.

1.33 "**General Plan Amendment**" has the meaning set forth in Recital E.2.

1.34 **"Interim Improvements"** means improvements which City, in its sole discretion, constructs or allows to be constructed in lieu of specific and more extensive Master Plan Infrastructure, are designed to be temporary, and will be replaced at a pre-determined time or upon the occurrence of a pre-determined event by the designated and approved Master Plan Infrastructure.

1.35 "**Master Plan Infrastructure**" means any public infrastructure improvement that is described in the Master Plans.

1.36 "**Master Plan Fee**" means each and every fee based on an adopted Master Plan and adopted by the Tracy City Council by Resolution No. 2014-10, and as amended by resolution 2014-158.

1.37 "**Master Plans**" means, collectively, the following City of Tracy Infrastructure Master Plans: the Parks Master Plan, the Public Facilities Master Plan, the Public Safety Master Plan, the Transportation Master Plan, the Wastewater Master Plan, the Tracy Hills Storm Drainage Master Plan, and the Water System Master Plan.

1.38 "**MGD**" means million gallons per day.

1.39 "**MMRP**" has the meaning set forth in Recital E.1.

1.40 "**Mortgage**" means any mortgage, deed of trust, security agreement, sale and leaseback arrangement, assignment or other security instrument encumbering all or any portion of the Property or Developer' rights under this Agreement, where the Property or a portion thereof or an interest therein, is pledged as security, contracted in good faith and for fair value.

1.41 "**Mortgagee**" means the holder of the beneficial interest under any Mortgage encumbering all or any portion of the Property or Developer' rights under this Agreement, and any successor, Assignee, or transferee of any such Mortgagee.

1.42 "**Notice of Compliance**" has the meaning set forth in Section 5.2.

1.43 "**Notice of Intent to Terminate**" has the meaning set forth in Section 6.3

1.44 "**Parks Master Plan**" means that certain City of Tracy Parks Master Plan adopted by City on April 16, 2013 and in effect on the Effective Date.

1.45 "**Party**" or "**Parties**" has the meaning set forth in the Preamble.

1.46 "**Periodic Review**" has the meaning set forth in Section 5.1.

1.47 "**Permitted Assignees**" has the meaning set forth in Section 8.1(a).

1.48 "**Permitted Assignment**" has the meaning set forth in Section 8.1(a).

1.49 "**Planning Commission**" means the Tracy Planning Commission.

1.50 "**Project**" has the meaning set forth in Recital E.3.

1.51 "**Project Approvals**" has the meaning set forth in Recital F and, as used herein, shall include all "Subsequent Approvals" as defined in Section 1.60.

1.52 "**Property**" has the meaning set forth in Recital D.

1.53 "**Public Facilities Master Plan**" means that certain Citywide Public Facilities Master Plan adopted by City, dated January 2013 and in effect on the Effective Date, and as vested by this Agreement.

1.54 "**Public Safety Master Plan**" means that certain Citywide Public Safety Master Plan adopted by City, dated March 21, 2013, and in effect on the Effective Date, and as vested by this Agreement.

1.55 "**Regulatory Processing Fees**" means any and all fees, costs and charges adopted or otherwise imposed by City as a condition of regulatory approval of the Project for the purpose of defraying City's actual costs incurred or to be incurred in the processing and administration of any form of permit, approval, license, entitlement, or formation of a financing district or mechanism, or any and all costs adopted or otherwise imposed by City for the purpose of defraying City's actual costs of periodically updating its plans, policies, and procedures, including, without limitation, the fees and charges referred to in Government Code Section 66014.

1.56 "**Second Tranche CFD Bonds**" means bonds issued by the Facilities CFD formed for the Property, in one or more series, after the First Tranche CFD Bonds have been redeemed in full.

1.57 "**Specific Plan**" has the meaning set forth in Recital E.3.

1.58 "**Specific Plan Area**" has the meaning set forth in Recital E.4.

1.59 "**Subsequent Approval**" means any and all land use, environmental, building and development approvals, entitlements and/or permits granted by the City after the Effective Date to develop and operate the Project on the Property, including, without limitation, amendments or other modifications to any Project Approvals; boundary changes; tentative and final subdivision maps, parcel maps and lot line adjustments; subdivision improvement agreements; development review; site plan review; conditional use permits; design review; Building Permits; grading permits; encroachment permits; Certificates of Occupancy; formation of financing districts or other financing mechanisms; and any amendments thereto (administrative or otherwise).

1.60 "**Subsequently Adopted Rules**" has the meaning set forth in Section 3.1(c).

1.61 "**Term**" has the meaning set forth in Section 2.1.

1.62 **"Timely Payment"** means payment by Developer not later than thirty (30) days following Developer's receipt of an invoice from City describing in reasonable detail costs incurred by City that are subject to payment by Developer under the terms of this Agreement.

1.63 **"Tracy Hills Storm Drainage Master Plan"** means that certain storm drainage master plan for the Tracy Hills Specific Plan area dated December 2000 and updated by the City on _____ ___, 2016.

1.64 "**Transportation Master Plan**" or "**TMP**" means that certain Citywide Roadway & Transportation Master Plan adopted by City in November 2012 and in effect on the Effective Date.

1.65 "**Water System Master Plan**" means that certain Citywide Water System Master Plan adopted by City, dated December 2012 and in effect on the Effective Date, and as vested by this Agreement.

1.66 "**Wastewater Master Plan**" means that certain Tracy Wastewater Master Plan adopted by City, dated December 2012 and in effect on the Effective Date, and as vested by this Agreement.

1.67 "**Zoning Amendments**" has the meaning set forth in Recital E.4.

SECTION 2. TERM OF THIS AGREEMENT

2.1 Term of Agreement.

This Agreement shall commence on the Effective Date and shall continue for a period of twenty-five (25) years unless sooner terminated as provided herein ("***Term***"). The Term may be extended at any time before termination by the mutual agreement of the Parties in writing and in accordance with City's Development Agreement Procedures. Notwithstanding the foregoing, the provisions of Section 3.7 of this Agreement relating to the use of Community Facilities District financing shall survive the end of the Term.

2.2 Effect of Termination.

Subject to the provisions of Section 6, following expiration of the Term (which shall include any mutually agreed upon extensions), this Agreement shall be deemed terminated and of no further force and effect except for any and all obligations expressly provided for herein that shall survive termination.

SECTION 3. CITY OBLIGATIONS

3.1 Vested Right to Develop the Project.

(a) Vested Entitlements and Project Approvals. Except as specifically set forth herein, as of the Effective Date, Developer shall have the vested right to develop the property in accordance with the Existing Rules, Project Approvals and any Subsequent Approvals.

(b) Processing Subsequent Approvals. The Parties acknowledge that in order to develop the Project on the Property, Developer will need to obtain City approval of various Subsequent Approvals that may include, without limitation, tentative and final subdivision maps, parcels maps, lot line adjustments, CUPs, development review, site plan review, Building Permits, grading permits, encroachment permits, specific plan amendments and Certificates of Occupancy. For any Subsequent Approval proposed by Developer, Developer shall file an application with City for the Subsequent Approval at issue in accordance with the Existing Rules, and shall pay such application and processing fees as are in effect at the time of the application except as expressly provided herein. Provided that such application(s) are in a proper form and include all required information and payment of any applicable Regulatory Processing Fees in the amount in effect at time of payment, City shall diligently and expeditiously process each such application in accordance with the Existing Rules, and shall exercise any discretion City has in relation thereto in accordance with the terms and conditions of this Agreement. In the event that City and Developer mutually determine that it would be necessary to retain additional personnel or outside consultants to assist City to expeditiously process any application for a Subsequent Approval, City may retain such additional personnel or consultants, and shall direct any such additional personnel or consultants to work cooperatively and in a cost-efficient and timely manner with Developer to accomplish the objectives under this section 3.1(b); provided, however, that Developer shall pay all costs associated therewith, although said personnel or consultants shall be under City's direction. City shall retain the full range of its discretion in its consideration of any and all Subsequent Approvals as provided for under applicable law.

(c) Subsequently Adopted Rules. City may apply to the Property and the Project any new or modified rules, regulations and policies adopted after the Effective Date ("***Subsequently Adopted Rules***"), only to the extent that such Subsequently Adopted Rules are generally applicable to other similar residential and non-residential (as applicable) developments in the City of Tracy and only to the extent that such application would not conflict with any of the vested rights granted to Developer under this Agreement. The Parties intend that Subsequently Adopted Rules that are adopted by the voters that impair or interfere with the vested rights set forth in this Agreement shall not apply to the Project. For purposes of this Agreement, any Subsequently Adopted Rule shall be deemed to conflict with Developer's vested rights hereunder if it:

(i) Seeks to limit or reduce the density or intensity of development of the Property or the Project or any part thereof;

(ii) Would change any land use designation or permitted use of the Property;

(iii) Would limit or control the location of buildings, structures, grading, or other improvements of the Project, in a manner that is inconsistent with the Existing Rules or Project Approvals;

(iv) Would limit the timing or rate of the development of the Project, except as otherwise provided herein; or

(v) Seeks to impose on the Property or the Project any Development Impact Fee not in effect on the Effective Date of this Agreement, provided however, that, except as expressly provided herein, Developer shall pay, or cause to be paid, applicable Development Impact Fees in the amounts in effect at the time of payment.

(d) Applicable Subsequently Adopted Rules. Notwithstanding the foregoing, and by way of example but not as a limitation, City shall not be precluded from applying any Subsequently Adopted Rules to development of the Project on the Property where the Subsequently Adopted Rules are:

(i) Specifically mandated by changes in state or federal laws or regulations adopted after the Effective Date as provided in Government Code Section 65869.5;

(ii) Specifically mandated by a court of competent jurisdiction;

(iii) Changes to the Uniform Building Code or similar uniform construction codes, or to City's local construction standards for public improvements so long as such code or standard has been adopted by City and is in effect on a Citywide basis; or

(iv) Required as a result of facts, events or circumstances presently unknown or unforeseeable that would otherwise have an immediate and substantially adverse risk on the health or safety of the surrounding community as reasonably determined by City.

3.2 Wastewater Conveyance and Treatment Services.

City will provide wastewater conveyance and treatment services to development of the Project on the Property as set forth below.

(a) Developer's Pre-Payment Of Wastewater Fees. Upon the later of (i) sixty (60) days from the Effective Date of this Agreement, or (ii) the date upon which the City awards the contract for design services for Phase 2b of the Wastewater Treatment Plant Expansion Project, Developer shall deposit with the City Two Million Eight Hundred Eighty Dollars ($2,000,880) (the "First Wastewater Fee Payment"), which deposit shall represent Developer's pre-payment of wastewater fees for two hundred forty (240) dwelling units (or equivalent non-residential development) at the rate of Eight Thousand Three Hundred Thirty-Seven Dollars ($8,337.00) per dwelling unit (the "Initial Wastewater Fee Rate"). If Developer makes the First Wastewater Fee Payment in a timely manner as set forth above, no further City wastewater fees for treatment or conveyance shall be required for the first 240 dwelling units or equivalent non-residential development for the Project.

(b) Authority For Timing Of Payment Obligation; Developer's Consent. Developer hereby acknowledges and agrees that the timing of its fee payment under Section 3.2(a) is authorized by and consistent with the provisions and requirements of California Government Code Section 66007(b)(1). Developer hereby voluntarily consents to making such payment on the schedule set forth herein, and forever waives and relinquishes any rights it may have to object to or challenge the

timing of such payment obligation under Government Code Section 66007 or any other statute, law, rule, regulation, ordinance or any other authority.

(c) Limitations On City's Obligation To Provide Wastewater Conveyance And Treatment Services.

As of the Effective Date of this Agreement, there is insufficient treatment capacity available at the City's Wastewater Treatment Plant, and insufficient conveyance capacity in the City's wastewater conveyance system, to provide wastewater conveyance and treatment services to the full build-out of the Project. In recognition of these existing limitations of the City's wastewater treatment and conveyance infrastructure, City and Developer hereby acknowledge and agree that, commencing on January 1, 2015:

(i) The City will provide wastewater treatment and conveyance services (for purposes of this Section 3.2(c), treatment and conveyance services are referred to collectively as "***Services***") for up to four thousand two hundred (4,200) new dwelling units (or equivalent non-residential development) throughout the City (including the Property and all other properties in the City) which Services include the Services that may be provided to Developer pursuant to Section 3.2(a).

(ii) In addition to the Services that may be provided to Developer pursuant to Section 3.2(c)(i) above, Developer shall be eligible for otherwise available services on the same basis as other property owners and Developers in the City.

(iii) Any and all terms and provisions of this Agreement to the contrary notwithstanding, the City shall not be obligated to provide Services to more than 4,200 new dwelling units (or equivalent non-residential demand) throughout the City (including the Property and all other properties in the City), unless and until the City has secured adequate funding, as determined by the City in its sole discretion, to complete Phases 2 and 3 of the Corral Hollow Sewer Line Chokepoints Relief Project, and the planned Phase 2b Expansion of the City's wastewater treatment plant as described in the Wastewater Master Plan.

3.3 Fees, Credits and Reimbursements

(a) Developer shall pay all applicable City fees, including without limitation those set forth in the City's Municipal Code (including but not limited to the Development Impact Fees) and the Master Plans as set forth in this Section 3.3. The time for Developer's payment of applicable Development Impact Fees shall be established by and set forth in a contract executed by the City and Developer pursuant to Government Code section 66007(c).

(b) At the time of Developer's payment of all City Traffic Impact Fees (i.e., TIMP—Traffic), Developer shall make such payments, and City shall allocate such payments, as follows:

(i) Developer will pay to City in cash fifteen percent (15%) of Developer's gross Traffic Impact Fee (TIF) obligation. Such 15% of Developer's TIF payments shall be allocated to master plan transportation improvement projects and

master plan program management costs as the City deems appropriate, in its sole and exclusive discretion;

(ii) To the extent that Developer has accrued credits against its TIF payment obligations, Developer may (in Developer's sole and exclusive discretion) apply all or any portion of such credits against the remaining eighty-five percent (85%) balance of Developer's then-outstanding gross TIF obligation; and

(iii) To the extent that Developer's credits are not sufficient to fully satisfy such 85% balance, or to the extent that Developer does not elect to apply its accrued credits to such 85% balance, Developer shall pay the remainder of such 85% balance in cash to the City, and the City shall appropriate such cash payments into Capital Improvement Program (CIP) fund(s) created for the following improvements:

- All I-580 interchange improvements at Corral Hollow Road;
- All required improvements to Corral Hollow Road from Linne Road to the southern Property boundary, including railroad and canal crossings;
- All I-580 interchange improvements at Lammers Road;
- All required improvements to Lammers Road from Old Schulte Road to I-580, including railroad and canal crossings; and
- Linne Road improvements from Corral Hollow Road to McArthur Boulevard.

(c) Subject to Developer's compliance with the requirements of Section 4.8 below, Developer shall be eligible for a credit against Developer's obligation to pay Public Safety Facilities Impact fees consistent with the provisions and requirements of this Section 3.3, Section 3.4 and Section 4.8 below.

(d) All credits and reimbursements available to Developer, including without limitation credits and reimbursements available as a result of Developer's election to fund, design and/or construct Master Plan Infrastructure under Section 3.4 below, shall be determined and granted according to the Existing Rules. City hereby agrees that, where Developer is eligible under the Existing Rules, based upon any specific expenditure, for both credit against future fees and reimbursement, Developer may elect to receive credit (consistent with applicable Existing Rules) against future fees paid for Project development rather than reimbursement. Developer and City shall enter into improvement agreements as required by T.M.C. § 13.08.010 to allocate credits, identify the amount of credits, and to allocate credit to specific developments. Developer is not required to allocate such credit pro rata or via any specific formula, but may allocate, pursuant to the procedures in § 13.08.010, in such manner and pursuant to such formula as it deems appropriate in its sole and absolute discretion, subject to all other requirements such as availability of credits and use of credits only for "like-kind" impact fees. Given the scale of the Project and the large initial investment in many improvements that will qualify for credit, it is anticipated that Developer shall have balances of available credits confirmed by improvement agreements in advance of actual building permit issuance. In such event, Developer may allocate such credits to

specific lots by a subsequent written direction to the City Engineer indicating the available credits being applied to specific lots.

3.4 Developer Option to Design, Fund and/or Construct Public Infrastructure.

Developer may construct public infrastructure, including Master Plan Infrastructure and non-Master Plan public infrastructure, according to the provisions of this Section 3.4.

(a) Developer may fund, design and/or construct any Master Plan Infrastructure subject to the following requirements:

(i) Developer shall be in substantial compliance, as determined by the City, with the terms and conditions of this Agreement at the time that it notifies the City of its desire to construct Master Plan Infrastructure.

(ii) Developer shall notify City in writing that Developer wishes to fund, design and/or construct a specific Master Plan Infrastructure project, and at the time of such notice from Developer, there is not a construction contract or improvement agreement in already effect that provides for the construction of that specific Master Plan Infrastructure project.

(iii) Developer shall comply with all applicable requirements of Chapter 13.08 of the City of Tracy Municipal Code.

(iv) Developer shall execute improvement agreements and post security for all work required to complete such Master Plan Infrastructure to the satisfaction of the City and any other agency with permitting authority or jurisdiction over such work, prior to Developer becoming eligible for any credit or reimbursement.

(v) Developer shall make Timely Payment of all costs incurred by City in facilitating completion of such Master Plan Infrastructure in accordance with the applicable Master Plan(s) and improvement agreements.

(vi) Developer's election to fund, design and/or construct Master Plan Infrastructure pursuant to and in compliance with this Section 3.4 shall not preclude, limit or impair Developer's eligibility for any credits or reimbursements which Developer would otherwise be eligible for under Chapter 13.08 of the Tracy Municipal Code.

(b) Costs incurred by Developer for Interim Improvements may be eligible for credits or reimbursement only if:

(i) Developer requests the City's determination that the specific Interim Improvement(s) may be used to support a grant of fee credits prior to commencing construction of the Interim Improvement(s);

(ii) City determines, based on designs approved by the City, that the specific Interim Improvement(s) will be salvageable at the time of construction of the ultimate improvement(s);

(iii) City, in its reasonable discretion, determines that the completed Interim Improvement(s), may be used to support the requested fee credit; and

(iv) The amount of fee credits are limited to the value of the salvageable improvements based on Master Plan costs.

(c) City hereby acknowledges that Developer has previously provided funding to City for designs of the following Master Plan Infrastructure, and Developer shall be entitled to credit, consistent with the applicable Existing Rules, against Developer's obligation to pay the applicable Master Plan Fees (as indicated):

(i) Water Treatment Plant Clear Well (Citywide Water System Master Plan Fee);

(ii) Zone 3 City-Side Water Line (Citywide Water System Master Plan Fee);

(iii) Corral Hollow Road Precise Plan Line (Citywide Transportation Master Plan Fee); and

(iv) Corral Hollow Program Sewer Line (Tracy Wastewater Master Plan Fee).

(d) Construction of Corral Hollow Road Improvements. Any and all other language in this Agreement, the EIR or the MMRP to the contrary notwithstanding, Developer and City hereby agree that Developer shall complete the Corral Hollow Road widening and associated improvements, including sidewalks, from the southern edge of the California Aqueduct to the intersection with Linne Road, as described in Mitigation Measure 4.13-5b of the EIR (the "CH Widening Work"), prior to the City's completion of its final inspection of the structure that will contain the one thousand eight hundredth (1,800th) residential dwelling unit in the Project, or earlier if reasonably determined by the City Engineer to be necessary based on subsequent traffic studies. Upon execution of an Offsite Improvement Agreement with appropriate security (as determined by the City) for the CH Widening Work consistent with the Transportation Master Plan (as determined by the City Engineer), Developer shall be entitled to a credit against subsequently-due Transportation Impact Fees in an amount equal to one-third (1/3) of the costs of the sidewalks completed as part of the CH Widening Work, as well as such credits as may be available to Developer for the non-sidewalk components of the CH Widening Work under Section 3.3(d) of this Agreement. At the appropriate time, as determined by the City, Developer shall cooperate with the City to form a Benefit Assessment District to secure reimbursement to the City of one-third (1/3) of the costs of the sidewalks from the benefitting property owners. At the appropriate time, as determined by Developer, City shall cooperate with Developer to secure reimbursement to Developer of two-thirds (2/3) of the costs of the sidewalks and the costs of all right-of-way acquisitions, which reimbursements may be through a Benefit Assessment District or may be through some other mechanism for reimbursement consistent with then-existing City policies and requirements for reimbursements.

(e) Developer shall have the option to fund, design and/or construct any non-Master Plan public infrastructure necessary or desirable to develop the Project, subject to the following requirements:

(i) Developer shall be in substantial compliance, as determined by the City, with the terms and conditions of this Agreement at the time that it notifies the City of its desire to construct non-Master Plan public infrastructure.

(ii) Developer shall notify City in writing that Developer wishes to fund, design and/or construct a specific non-Master Plan public infrastructure project, and at the time of such notice from Developer, there is not a construction contract or improvement agreement in already effect that provides for the construction of that specific non-Master Plan public infrastructure project.

(iii) Developer shall execute improvement agreements and post security for all work required to complete such non-Master Plan public infrastructure to the satisfaction of the City and any other agency with permitting authority or jurisdiction over such work, prior to Developer commencing work on the non-Master Plan public improvements. Such improvement agreements shall require Developer to, at a minimum: (a) submit plans and specifications for such non-Master Plan public infrastructure to the City Engineer for City review and approval; (b) post adequate security, as determined by the City, for completion of the work described in the improvement agreement, including performance, labor and materials, and guaranty and warranty security; (c) complete the non-Master Plan public infrastructure in a timely manner and in conformance with the plans and specifications approved by the City; and (d) indemnify the City, to the satisfaction of the City Attorney, for any costs, claims, liabilities and damages incurred by the City arising or resulting from Developer's election to fund, design and/or construct the non-Master Plan public infrastructure pursuant to this Section 3.4.

(iv) Developer shall make Timely Payment of all costs incurred by City in facilitating Developer's election to fund, design and/or construct non-Master Plan public infrastructure pursuant to this Section 3.4(e).

(v) Developer hereby acknowledges and agrees that Developer is not, and shall not be, eligible for any credit(s) against any City fees, or any reimbursement(s) of any costs incurred by Developer in funding, designing or constructing non-Master Plan public infrastructure, based on Developer's election to fund, design and/or construct non-Master Plan public infrastructure pursuant to this Section 3.4(e).

3.5 Developer's Application for Non-City Permits and Approvals.

City shall cooperatively and diligently work with Developer in its efforts to obtain any and all such non-City permits, entitlements, approvals or services as are necessary to develop and operate the Project in order to assure the timely availability of such permits, entitlements, approvals and services, at each stage of Project development.

3.6 Community Facilities District.

(a) It is the mutual intent of the Parties that development of the Project not, now or at any time in the future, have any impact on or require any contribution from the General Fund of the City. To facilitate such intent, the City shall cooperate with Developer and use reasonable efforts to (i) form one or more Community Facilities District(s) ("***CFD***"), (ii) designate one or more improvement areas, (iii) designate property as "***Future Annexation Area***" for annexation to the CFD in the future, (iv) authorize the issuance of bonded indebtedness, and (v) authorize the special taxes and the bond proceeds from the CFD and all improvement areas thereof (collectively, the "***CFD Proceeds***") to be used to finance such facilities, services, and fees required to be constructed, provided, or paid under this Agreement as the City determines are lawfully and appropriately financed by the CFD, all in accordance with the provisions set forth in Exhibit 2 attached hereto.

(b) Property identified as Future Annexation Area may annex into (i) a then-existing improvement area or (ii) a new improvement area, using the Unanimous Approval process outlined in Section 1.1 of Exhibit 2 attached hereto, without the need for any public hearing, election, or City Council approval, as provided in the CFD Act.

(c) Any fees paid by the Developer pursuant to this Agreement or otherwise prior to the availability of CFD Proceeds which are determined by the City to be subject to reimbursement with CFD Proceeds shall be deemed "deposits" which may be returned to the Developer upon payment of an equivalent amount to the City from the CFD Proceeds.

(d) The Developer shall pay all costs associated with the formation and approval of such CFD(s) pursuant to a customary Deposit and Reimbursement Agreement, and Developer shall be eligible for reimbursement of such payments as provided in the Deposit and Reimbursement Agreement, but only from CFD Proceeds.

(e) The City and Developer intend and agree that the CFD should be formed prior to City's approval of the first final subdivision map for the Project, and each Party shall use reasonable efforts to complete formation of the CFD by that time.

3.7 Life of Tentative Subdivision Maps.

The life of all Project Approvals and any and all subsequently-approved tentative subdivision maps approved for the Project shall be equal to the Term of this Agreement in accordance with applicable laws, unless this Agreement is earlier terminated pursuant to the provisions hereof, in which event the life of said tentative subdivision maps shall be governed by the applicable provisions of the Subdivision Map Act.

3.8 Timing of Development.

Developer shall have the right to develop the Project on the Property (or any portion thereof) in such order, at such rate, and at such times as Developer deems appropriate within its exercise of subjective business judgment. The Parties acknowledge and agree that, except as expressly provided to the contrary herein, this Agreement does not

require Developer to commence or complete development of the Project or any portion thereof within any specific period of time.

SECTION 4. ADDITIONAL DEVELOPER OBLIGATIONS

4.1 Community Benefit Fee.

Developer shall pay to City a "***Community Benefit Fee***" in the amount of five million dollars ($5,000,000.00), to be used by City for any such purposes as may be determined by City in its sole and exclusive discretion, in the following installments:

(a) Prior to the issuance of the first grading permit for any portion of the Property, Developer shall pay to City, by electronic funds transfer, One million two hundred fifty thousand dollars ($1,250,000.00) ("***First Community Benefit Payment***"); and

(b) Not later than two (2) years from the date of the First Community Benefit Payment, Developer shall pay to City, by electronic funds transfer, three million seven hundred fifty thousand dollars ($3,750,000.00) ("***Final Community Benefit Payment***").

4.2 Parkland Dedication/In-Lieu Fees.

(a) Parks. Developer shall irrevocably dedicate, at no cost to the City, no less than thirty (30) acres of land within that portion of the Property that is south of the I-580 Freeway, to be used for the Tracy Hills Community Park ("***THCP***"). The 30 acres, plus any area needed for grade separating slopes and the connecting trail, shall be within the one hundred eighty (180) acres of open space required in the General Plan. Developer hereby acknowledges that fifteen (15) acres of the dedication is over and above the requirements of California Government Code Section 660057(a). Developer hereby voluntarily consents to dedicating the additional 15 acres on the schedule set forth herein, and forever waives and relinquishes any rights it may have to object to or challenge the timing and amount of such dedication under Government Code Section 66000 et. seq. or any other statue, law, rule, regulation, ordinance or any other authority. Developer shall design, construct one half of, and dedicate the THCP to conform to the following requirements:

(i) The THCP shall be comprised of not more than two (2) net usable areas (exclusive of slopes required to accommodate existing grade) of at least fifteen (15) acres each such that THCP contains at least 30 acres of net usable space. If the two areas are not contiguous, they shall be connected by improved trails at least twenty (20) feet wide and not longer than one thousand five hundred (1,500) feet, and otherwise in accordance with Parks Master Plan requirements and standards as determined and approved by the City. Each area shall be suitable, as determined by City, to accommodate (1) improvements consistent with the Parks Master Plan as adopted April 16, 2013, and as may be subsequently amended and agreed to by Developer; and (2) connections to the remainder of the one hundred fifty (150) acres of Open Space Area described in the Specific Plan.

(ii) The THCP site(s) shall be at least six hundred (600) feet from the I-580 freeway. The precise location of the THCP site(s) and the connections to

the remainder of the 150-acre Open Space Area shall be in accordance with Parks Master Plan requirements as determined and approved by the City.

(iii) Prior to the City's approval of a final subdivision map for all or any portion of the Property south of Interstate 580, Developer shall submit to the City, for the City Council's review and approval, conceptual designs for the entire THCP (both 15-acre areas and all connections) consistent with the Parks Master Plan.

(iv) Developer shall design and construct improvements for one of the two 15-acre areas (the "Developer-Improved 15-acre area") described in the City Council-approved conceptual designs in two (2) phases, pursuant to a City Council-approved Improvement Agreement. The first phase of the Developer-Improved 15-acre area shall be started no later than the issuance of the building permit for the 2,900th residential dwelling unit on the Property and shall be completed within twelve (12) months. The cost of this first phase, including all applicable Master Plan costs, shall not exceed the Community Park portion of the Park Development Impact Fees paid by Developer on the first 2900 residential dwelling units, without Developer's consent. The second phase of the Developer-Improved 15-acre area will be started at the issuance of the building permit for the 3600th residential dwelling unit on the Property and shall be completed within twelve (12) months. The cost of this second phase, including all applicable Master Plan costs, shall not exceed the Community Park portion of the Park Development Impact Fees paid on the total number of residential dwelling units planned on the Property less 2900 units, without Developer's consent.

(v) Not later than the City's approval of a final subdivision map for any lands adjacent to the Developer-Improved 15-acre area, Developer shall make an irrevocable offer, in a form to be approved by the City, to dedicate that 15-acre area and the proposed (or completed) improvements to the City.

(vi) Not later than the City's approval of a final subdivision map for any lands adjacent to the other 15-acre area described in the City Council-approved conceptual design for the THCP required by subsection (iv) above (the "City-Improved 15-acre area"), Developer shall make an irrevocable offer, in a form to be approved by the City, to dedicate the City-Improved 15-acre area to the City. City shall design and construct improvements on this City-Improved 15-acre area, consistent with the Parks Master Plan, with Community Park Fees collected from development on lands other than the Property.

(vii) Nothing in this Agreement is intended to, or shall, relieve Developer of its obligation to pay the City's existing Park Development Impact Fees at issuance of certificate of occupancy for each residential dwelling unit, subject to the provisions of Sections 3.5 and 3.6 above. The Community Park portion of the Park Development Impact Fees for the Property shall be placed in a Capital Improvement Program account to be used for THCP improvements. If Developer has not made an irrevocable offer to City for dedication for the Developer-Improved 15-acre area by December 31, 2025, then the land dedication and improvement obligations set forth in this Section 4.2 shall expire and have no further force or effect, and City shall be free to use Developer's Park Development Impact Fees, including but not limited to the Community Park portion of such fees, for community parks and improvements at any location within the City.

(b) Park Maintenance. City shall maintain the THCP and the connecting trails, if any, upon acceptance of improved THCP acreage from Developer.

4.3 Open Space Obligations.

(a) Developer shall provide no less than one and a half million dollars ($1,500,000) in improvements to the 150-acre Open Space Area (the "***Open Space Improvements***") as provided in this Section 4.3.

(b) Prior to the City's approval of the first tentative subdivision map adjacent to the Open Space Area, Developer shall submit to the City for the City's reasonable approval a proposed budget and design concept for the Open Space Improvements (the "***Open Space Improvements Proposal***"). Not later than ninety (90) days from the City's receipt of the Open Space Improvements Proposal, the City shall either approve or disapprove the Open Space Improvements Proposal. If the City disapproves the Open Space Improvements Proposal, the City shall state the reasons for its disapproval in sufficient detail to allow Developer to amend and re-submit its Open Space Improvements Proposal to obtain the City's approval.

(c) The Open Space Improvements shall be constructed in phases when development occurs adjacent to a particular portion of the Open Space Area.

(d) Developer shall provide for the long-term maintenance of the Open Space Area, as provided in Section 4.9, excluding the THCP.

4.4 Recycled Water Infrastructure Terms.

All on-site infrastructure necessary to provide recycled water service will be built with on-site improvements pursuant to conditions of approval to each tentative map. Developer will pay Recycled Water Fees according to the Water System Master Plan as follows:

(a) For each building permit for a residential dwelling unit or units in Phase 1A and Phase 1B, as depicted in Exhibit 3 hereto, of the Project, Developer shall pay forty-seven percent (47%) of the Recycled Water Fees that would otherwise be due at the time of issuance of such building permit; and

(b) The remainder of the total of Developer's Recycled Water Fees will be paid from Special Tax Revenues and/or CFD Bond proceeds as described in Exhibit 2 hereto.

4.5 Phasing of Project Development.

Development of the Project is intended to be phased as generally described and depicted in the Specific Plan; provided, however, that Developer shall have the right to develop the Project in such order, at such rate, and at such times as Developer deems appropriate within its exercise of subjective business judgment, in accordance with Section 3.9 above.

4.6 Project Monument.

Developer shall construct a Project Monument which is anticipated to take the form of a landscape feature that identifies and serves as a landmark for the Project. The final form of the Project Monument shall be subject to a Development Review Permit pursuant to Article 30 of Chapter 10.08 of Title 10 of the City of Tracy Municipal Code and be approved by the City Council. The Project Monument shall be located on or adjacent to Corral Hollow Road south of I-580 in the area designated Mixed Use Business Park in the Specific Plan, and shall be completed prior to the issuance of the Certificate of Occupancy for the five hundredth (500th) residential dwelling unit in the Project.

4.7 Tracy Hills Business Park.

In a separate agreement with a third-Party, Developer previously agreed that 150 acres of the mixed-use business park component of the Project (hereafter, the "***Tracy Hills Business Park***") be developed in three phases of at least 50 gross acres per phase, and be intended primarily to provide for the following job generating land uses: administrative and corporate offices, call centers, light manufacturing and assembly and fabrication, such that no less than seventy-five percent (75%) of the total land area of each 50 acre phase be developed with such uses, allowing for the remaining twenty-five percent (25%) of each 50 acre phase to include other uses, including but not limited to commercial and high density residential uses, and will do so pursuant to this Agreement. Developer has further committed to the third-Party that: (a) construction of all public infrastructure required to serve the first minimum fifty (50) acres of the Tracy Hills Business Park be completed within one year after the effective date of this Agreement; (b) construction of all public infrastructure required to serve the second approximately fifty (50) gross acres of the Tracy Hills Business Park would be complete within one year after the City approves development applications for projects constituting 80% of the first 50 gross acres; and (c) construction of public infrastructure required to serve the remaining approximately fifty (50) gross acres of the Tracy Hills Business Park would be complete within one year after the City approves development applications for projects constituting 80% of the second 50 gross acres. Developer's covenants to comply with its prior commitment to develop job-generating land uses in the Tracy Hills Business Park portion of the Property by ensuring that an inventory of job generating mixed-use business park land is ready and available at all times until the build-out of the Tracy Hills Business Park is consistent with the City's intent to ensure that the Tracy Hills Specific Plan provide job-generating land uses. Notwithstanding the foregoing, the City is not a Party to Developer's third Party agreement and such third Party agreement has no effect on the City's discretion or decision-making authority regarding the Tracy Hills Specific Plan and the Project.

4.8 Public Safety.

In addition to complying with all mitigation measures relating to police and fire services in the EIR, City and Developer shall implement and comply with the following provisions and requirements.

(a) <u>Fire Station</u>

The following provisions shall be implemented by the City and Developer for construction of the first fire station on the Property, unless otherwise agreed to in writing by City and Developer. In the absence of such other written agreement, Developer shall design and construct the first fire station within twenty-four (24) months of the Effective Date of this Agreement according to the following terms and conditions:

(i) Not later than thirty (30) days from the Effective Date of this Agreement, City and Developer shall execute an improvement agreement providing for City's and Developer's site acquisition, design and construction of the first fire station (the "Fire Station Agreement") consistent with the following:

(1) Developer shall commence work on the design and construction documents for the fire station within ten (10) days following City's selection of a fire station site, and construction documents shall be completed no later than nine (9) months (270 days) from the execution of the Fire Station Agreement.

(2) City shall select the fire station site no later than sixty (60) days from the execution of the Fire Station Agreement.

(3) City shall approve the construction documents no later than three (3) months (ninety (90) days) from Developer's submittal of the construction documents.

(4) Not later than sixty (60) days from the date that the City has approved the construction documents for the fire station, Developer shall commence construction of the fire station.

(ii) The fire station shall be complete one year after the commencement of construction.

(iii) The fire station shall be built in accordance with all requirements of the Public Safety Master Plan (as may be amended by the City).

The Developer shall pay the first five million five hundred thousand dollars ($5.5 million) of costs associated with the site acquisition, design and construction of the fire station. The City shall pay all remaining costs associated with completion of the fire station.

(b) <u>Police Vehicles and Officer Equipment Payments</u>

(i) First Installment

Prior to issuance of a grading permit, the Developer shall pay to the City of Tracy funds necessary for two fully equipped patrol vehicles with MDC and Radio in a dollar amount of $150,000 ($75,000 each vehicle), and the safety equipment including portable radio, bullet proof vest, firearm, Taser, ammunition, and safety gear for two officers in the amount of $30,000 ($15,000 each officer).

(ii) Second Installment

Before final inspection of the first residential unit, the Developer shall pay the City $180,000 for the purposes of an additional two fully equipped vehicles and safety equipment for two additional officers.

(iii) Third Installment

Before final inspection of the 500th residential unit, the Developer shall pay the City $30,000 for the purposes of additional safety equipment for two additional officers (bringing the total vehicles and equipment to 4 vehicles and safety equipment for 6 officers).

(c) Public Safety Master Plan Fee Credits

The Developer shall receive credits against its obligation to pay Public Safety Master Plan fees in the amounts of $5.5 million (for fire station costs) and $390,000 (for police vehicle and equipment costs). The credit amounts shall be credited on a per residential unit basis against the full amount of the City's adopted Public Safety Master Plan fee less that portion of such fee attributable to the public safety communication tower / equipment, and shall otherwise be implemented according to the Existing Rules.

4.9 Long-Term Maintenance of Project Public Landscaping

The Parties hereby acknowledge and agree that a Condition of Approval of the first approved Vesting Tentative Subdivision Map for Phase 1A (Application Number TSM13-0005) for the Project shall provide substantially as follows (capitalized terms in the following condition of approval will have the meanings set forth for them in the conditions of approval for the Vesting Tentative Subdivision Map for Phase 1A (Applicant Number TSM13-0005), which meanings may or may not be the same as the meanings of such terms in this Agreement):

> Maintenance for Project Public Landscaping. Before approval of the first Final Map, the Subdivider shall assure that there will be sufficient funding to pay the public landscaping maintenance costs (as defined below). Subdivider shall prepare public landscaping improvement plans and a public landscaping budget analysis (to be reviewed and approved by the City Public Works Director) to establish the scope of and cost estimates for public landscaping.
>
> As used in these Conditions of Approval:
>
> "Public landscaping maintenance costs" include but are not limited to all costs associated with the maintenance, operation, repair and replacement of public landscaping included in the Project. Labor costs shall be based upon and be paid at "prevailing wages," as that term is used in Section 1771 of the California Labor Code.
>
> "Public landscaping" includes but is not limited to the following public areas and public improvements within or adjacent to the Project: public walls, special public amenities, ground cover, turf, shrubs, trees, irrigation systems, drainage and electrical systems, masonry walls or other fencing, entryway monuments

or other ornamental structures, furniture, recreation equipment, hardscape and any associated appurtenances within medians, parkways, dedicated easements, channel-ways, public parks and public open space areas. It does not include public streets and street sweeping, but may include street lights.

Before approval of the first Final Map, Subdivider shall enter into an agreement with the City, which shall be recorded against the entire Phase 1A property, which adopts and implements one or more of the following three options (a., b. or c.), subject to the approval of the Administrative Services Director:

a. CFD or other funding mechanism. Before final inspection or occupancy of the first dwelling (except for up to fifteen model homes), the Subdivider shall, at its expense, form a Community Facilities District (CFD) or establish another lawful funding mechanism that is reasonably acceptable to the City for the entire Project area for funding or performing the on-going maintenance of public landscaping. Formation of the CFD shall include, but not be limited to, affirmative votes and the recordation of a Notice of Special Tax Lien. Upon successful formation, the Property will be subject to the maximum special tax rates as outlined in the Rate and Method of Apportionment. If funds are needed to pay for such public landscaping maintenance costs before collection of the first special taxes in the CFD (the "deficit"), then before final inspection or occupancy of the first dwelling (except for up to fifteen model homes), the Subdivider shall deposit to the CFD (by submittal to the City's Administrative Services Director) the amount of the deficit;

Or

b. HOA and dormant CFD. Subdivider shall complete all of the following:

(1) Form a Homeowner's Association (HOA) or other maintenance association, with CC&Rs reasonably acceptable to the City, to assume the obligation for the on-going maintenance of all public landscaping areas within the entire tentative subdivision map area;

(2) Cause the HOA to enter into an agreement with the City, in a form to be approved by the City and to be recorded concurrently with the first Final Map, setting forth, among other things, the required maintenance obligations, the standards of maintenance, and all other associated obligation(s) to ensure the long-term maintenance by the HOA of all public landscape areas within the entire tentative subdivision map area;

(3) For each Final Map, make and submit to the City, in a form reasonably acceptable to the City, an irrevocable offer of dedication of all public landscape areas within the Final Map area;

(4) Before final inspection or occupancy of the first dwelling (except for up to fifteen model homes), annex into a CFD in a "dormant" capacity, to be triggered if the HOA fails (as determined by the City in its sole and exclusive discretion) to perform the required level of public landscape maintenance. The dormant tax or assessment shall be disclosed to all homebuyers and non-residential property owners, even during the dormant period.

Or

c. Direct funding. Before final inspection or occupancy of the first dwelling (except for up to fifteen model homes), the Subdivider shall deposit with the City an amount necessary, as reasonably determined by the City, to fund in perpetuity the full costs of public landscaping maintenance as identified by the approved landscaping budget analysis.

In order to ensure consistency with respect to the maintenance of public parks, public landscapes and public open space areas throughout buildout of the entire Project, all subsequent vesting tentative maps approved for the Project shall impose a substantially similar Condition of Approval to implement the public landscaping maintenance requirements contemplated by and described herein.

4.10 Long-Term Maintenance of Public Landscaping for Major Program Roadways

The Parties hereby acknowledge and agree that a Condition of Approval of the first approved Vesting Tentative Subdivision Map for Phase 1A (Application Number TSM13-0005) for the Project shall provide substantially as follows (capitalized terms in the following condition of approval will have the meanings set forth for them in the conditions of approval for the Vesting Tentative Subdivision Map for Phase 1A (Applicant Number TSM13-0005), which meanings may or may not be the same as the meanings of such terms in this Agreement):

Maintenance for Public Landscaping for Major Program Roadways. Before approval of the first Final Map, the Subdivider shall assure that there will be sufficient funding to pay the Subdivider's proportionate share of the ongoing public landscaping maintenance costs associated with major program roadways, by entering into an agreement with the City, which shall be recorded against the entire Phase 1A property, which adopts and implements one of the following two options (a. or b.), subject to the approval of the Administrative Services Director:

a. CFD. Before final inspection or occupancy of the first dwelling (except for up to fifteen model homes), Subdivider shall, at its sole expense, form a Community Facilities District (CFD) for the entire Project area, for funding the Subdivider's proportionate share of the ongoing public landscaping maintenance costs associated with major program roadways identified in the Citywide Roadway and Transportation Master Plan. Formation of the CFD shall include, but not be limited to, affirmative votes and the recordation of a Notice of Special Tax Lien. Upon successful formation, the Property will be subject to the maximum

special tax rates as outlined in the Rate and Method of Apportionment. If funds are needed to pay for such public landscaping maintenance costs before collection of the first special taxes in the CFD (the "deficit"), then before final inspection or occupancy of the first dwelling (except for up to fifteen model homes), the Subdivider shall deposit to the CFD (by submittal to the City's Administrative Services Director) the amount of the deficit;

Or

b. Direct Funding. Before final inspection or occupancy of the first dwelling (except for up to fifteen model homes), the Subdivider shall deposit with the City an amount necessary, as reasonably determined by the City, to fund in perpetuity the full costs of funding the Subdivider's proportionate share of the ongoing public landscaping maintenance costs associated with major program roadways identified in the Citywide Roadway and Transportation Master Plan.

In order to ensure consistency with respect to funding the public landscaping maintenance costs associated with major program roadways throughout buildout of the entire Project, all subsequent vesting tentative maps approved for the Project shall impose a substantially similar Condition of Approval to implement the major program roadway maintenance requirements contemplated by and described herein.

4.11 Extension of Depressed Sewer Infrastructure Beneath Delta Mendota Canal

Prior to the City's final inspection of the first structure on the Property to which the City will provide wastewater service, Developer shall complete, test, and offer for dedication to the City all wastewater infrastructure necessary to convey, at a minimum, all wastewater flows anticipated to be generated within the Specific Plan area upon final buildout of the Specific Plan, across and beneath the Delta Mendota Canal, which infrastructure shall include without limitation two parallel inverted siphons as ultimately designed by the City's consultant (i.e., CH2MHill or such other consultant subsequently retained by the City) (for purposes of this Section 4.11, all such infrastructure is referred to as the "Depressed Sewer Infrastructure"). Developer shall be solely responsible for all costs associated with the design, permitting, construction, inspections, special inspections, operation and dedication of the Depressed Sewer Infrastructure, except that City shall assume responsibility for costs of operation and maintenance of the Depressed Sewer Infrastructure from and after the date that City accepts the dedication of the Depressed Sewer Infrastructure. Developer shall be eligible for reimbursement for costs incurred by Developer pursuant to this Section 4.11 in accordance with Section 3.3(d) of this Agreement and the Existing Rules.

SECTION 5. PERIODIC COMPLIANCE REVIEW; DEFAULT.

5.1 Periodic Compliance Review.

On an annual basis and upon thirty (30) days' notice from City to Developer, Developer shall document its good faith compliance with the terms of this Agreement and submit this compliance report to City. This periodic compliance review shall be conducted in

accordance with the Development Agreement Statute and City's Development Agreement Procedures ("***Periodic Review***").

5.2 Notice of Compliance.

Provided that City has determined, based on the most recent Periodic Review, that Developer is in compliance with all provisions of this Agreement, then within thirty (30) days following a written request from Developer that may be made from time to time, City shall execute and deliver to Developer (or to any Party requested by Developer) a written "***Notice of Compliance***" in recordable form, duly executed and acknowledged by City, that certifies:

(a) This Agreement is unmodified and in full force and effect, or if there have been modifications hereto, that this Agreement is in full force and effect as modified and stating the date and nature of such modifications;

(b) There are no current uncured defaults as to the requesting Developer under this Agreement or specifying the dates and nature of any such default;

(c) Any other information reasonably requested by Developer. Developer shall have the right, at its sole discretion, to record the notice of compliance.

5.3 Default.

(a) Any failure by City or Developer to perform any material term or condition of this Agreement, which failure continues uncured for a period of sixty (60) days following written notice of such failure from the other Party (unless such period is extended by written mutual consent), shall constitute a default under this Agreement. Any notice given pursuant to the preceding sentence shall specify the nature of the alleged failure and, where appropriate, the manner in which such alleged failure satisfactorily may be cured. If the nature of the alleged failure is such that it cannot reasonably be cured within such 60-day period, then the commencement of the cure within such time period, and the diligent prosecution to completion of the cure thereafter, shall be deemed to be a cure within such 60-day period.

(b) No failure or delay in giving notice of default shall constitute a waiver of default; provided, however, that the provision of notice and opportunity to cure shall nevertheless be a prerequisite to the enforcement or correction of any default.

(c) During any cure period specified under this Section and during any period prior to any delivery of notice of default, the Party charged shall not be considered in default for purposes of this Agreement. If there is a dispute regarding the existence of a default, the Parties shall otherwise continue to perform their obligations hereunder, to the maximum extent practicable in light of the disputed matter and pending its resolution or formal termination of the Agreement as provided herein.

(d) City will continue to process in good faith development applications relating to the Property during any cure period, but need not approve any such application if it relates to a proposal on the Property with respect to which there is an alleged default hereunder.

(e) In the event either Party is in default under the terms of this Agreement, the non-defaulting Party may elect, in its sole and absolute discretion, to pursue any of the following courses of action: (i) waive such default; (ii) pursue administrative remedies, and/or (iii) pursue judicial remedies.

(f) Except as otherwise specifically stated in this Agreement, either Party may, in addition to any other rights or remedies that it may have available in law or equity, institute legal action to cure, correct, or remedy any default by the other Party to this Agreement, to enforce any covenant or agreement herein, or to enjoin any threatened or attempted violation hereunder or to seek specific performance. For purposes of instituting a legal action under this Agreement, any City Council determination under this Agreement as it relates to an alleged default hereunder shall be deemed a final agency action.

(g) The Parties hereby acknowledge that money damages are excluded as an available remedy. The Parties further acknowledge that the City would not have entered into this agreement if doing so would subject it to the risk of incurring liability in money damages, either for breach of this agreement, anticipatory breach, repudiation of the agreement, or for any actions with respect to its negotiation, preparation, implementation or application. The Parties further acknowledge that money damages and remedies at law generally are inadequate, and specific performance is the most appropriate remedy for the enforcement of this agreement and should be available to all Parties for the following reasons:

(i) Due to the size, nature, and scope of the project, it may not be practical or possible to restore the property to its original condition once implementation of this agreement has begun. After such implementation, Developer may be foreclosed from other choices it may have had to utilize the property or portions thereof.

(ii) Developer has invested significant time and resources and performed extensive planning and processing of the project in agreeing to the terms of this agreement and will be investing even more significant time and resources in implementing the project in reliance upon the terms of this agreement, and it is not possible to determine the sum of money which would adequately compensate Developer for such efforts.

(h) Therefore, the Parties hereby acknowledge and agree that it is a material part of Developer' consideration to City that City shall not be at any risk whatsoever to liability for money damages relating to or arising from this agreement, and except for non-damages remedies, including the remedy of specific performance, Developer, on the one hand, and the City, on the other hand, for themselves, their successors and assignees, hereby release one another's officers, trustees, directors, agents and employees from any and all claims, demands, actions, or suits of any kind or nature arising out of any liability, known or unknown, present or future, including, but not limited to, any claim or liability, based or asserted, pursuant to article i, section 19 of the california constitution, the fifth and fourteenth amendments of the united states constitution, or any other law or ordinance which seeks to impose any money damages, whatsoever, upon the Parties because the Parties entered into this agreement, because of the terms of this agreement, or because of the manner of implementation or performance of this agreement.

5.4 Enforced Delay; Extension of Time of Performance.

No Party shall be deemed in default of its obligations under this Agreement where a delay or default is due to an act of god, natural disaster, accident, breakage or failure of equipment, enactment of conflicting federal or state laws or regulations, third-party litigation, strikes, lockouts or other labor disturbances or disputes of any character, interruption of services by suppliers thereof, unavailability of materials or labor, unforeseeable and severe economic conditions, rationing or restrictions on the use of utilities or public transportation whether due to energy shortages or other causes, war, civil disobedience, riot, or by any other severe and unforeseeable occurrence that is beyond the control of that party (collectively, "***enforced delay***"). Performance by a Party of its obligations under this Section 8.4 shall be excused during, and extended for a period of time equal to, the period (on a day-for-day basis) for which the cause of such enforced delay is in effect.

5.5 Third Party Legal Actions.

(a) If there are any third party administrative, legal or equitable actions challenging any of the Project Approvals, including, without limitation, this Agreement and all CEQA processes and actions by City relating to the Project, Developer shall defend and indemnify City against any and all fees and costs arising out of the defense of such actions, including the fees and costs of City's own in-house or special counsel retained to protect City's interests. Each Party is entitled to legal counsel of its choice, at Developer's expense. The Parties and their respective counsel shall cooperate with each other in the defense of any such actions, including in any settlement negotiations. If a court in any such action awards any form of money damages to such third party, or any attorneys' fees and costs to such third party, Developer shall bear full and complete responsibility to comply with the requirements of such award, and hereby agrees to timely pay all fees and costs on behalf of City.

(b) If any part of this Agreement or any Project Approval is held by a court of competent jurisdiction to be invalid, the Parties shall cooperate and use their best efforts, to the extent permitted by law, to cure any inadequacies or deficiencies identified by the court in a manner consistent with the purposes of this Agreement.

SECTION 6. TERMINATION.

6.1 Termination Upon Completion of Project or Expiration of Term.

This Agreement shall terminate upon the expiration of the Term or when the Project on the Property has been fully developed and Developer' obligations in connection therewith and with this Agreement have been satisfied. Upon termination of this Agreement, either Party may cause a notice of such termination in a form satisfactory to the City Attorney to be duly recorded in the official records of San Joaquin County.

6.2 Termination Based on Residential Occupancy.

Provided that Developer has fully satisfied all of its obligations under Section 4 above, and notwithstanding any other provision of this Agreement, as it relates to a residential unit, this Agreement shall terminate and be of no further force and effect for each individual residential unit on the Property on that date a "***Certificate of Occupancy***" is

issued by City for such residential unit if such residential unit is transferred and conveyed to a third party intending to use the unit for residential purposes.

6.3 Termination Due to Default.

After notice and expiration of the sixty (60) day cure period as specified in Section 5.3 above, if the default has not been cured or it is not being diligently cured in the manner set forth above, the noticing Party may, at its option, give notice of its intent to terminate this Agreement pursuant to the Development Agreement Statute and City's Development Agreement Procedures ("***Notice of Intent to Terminate***"). Within thirty (30) days of receipt of a Notice of Intent to Terminate, the matter shall be scheduled for consideration and review in the manner set forth in the Development Agreement Statute and City's Development Agreement Procedures. Following consideration of the evidence presented in said review, the Party alleging the default may give written notice of termination of this Agreement. If a Party elects to terminate as provided herein, upon sixty (60) days' written notice of termination, this Agreement shall be terminated as it relates to the defaulting Party's rights and obligations hereunder. Notwithstanding the foregoing, a written notice of termination given under this Section 6.3 is effective to terminate the obligations of the noticing Party only if a default has occurred and such default, as a matter of law, authorizes the noticing Party to terminate its obligations under this Agreement. In the event the noticing Party is not so authorized to terminate, the non-noticing Party shall have all rights and remedies provided herein or under applicable law, including, without limitation, the right to specific performance of this Agreement. Once a Party alleging default has given a written notice of termination, legal proceedings may be instituted to obtain a declaratory judgment determining the respective termination rights and obligations under this Agreement. Notwithstanding the foregoing, any such default and related termination shall only extend to the defaulting Party's rights and obligations hereunder and shall not affect the rights and obligations of any other Assignee who has acquired other portions of the Property in accordance with Section 8.1 below.

6.4 Termination by Mutual Consent.

This Agreement may be terminated by mutual consent of the Parties in the manner provided in the Development Agreement Statute and in City's Development Agreement Procedures.

SECTION 7. DISPUTE RESOLUTION.

7.1 Voluntary Mediation and Arbitration.

If a dispute arises related to the interpretation or enforcement of, or compliance with, the provisions of this Agreement ("***Dispute***"), City and Developer may mutually consent to attempt to resolve the matter by mediation or arbitration; provided, however, that no such mediation or arbitration shall be required in order for a Party to pursue litigation to resolve a Dispute.

7.2 Legal Proceedings.

Either Party may, in addition to any other rights or remedies, institute legal action to resolve any Dispute or to otherwise cure, correct or remedy any default, enforce any

covenant or agreement herein, enjoin any threatened or attempted violation thereof, enforce by specific performance the obligations and rights of the Parties hereto, or to obtain any remedies consistent with the purpose of this Agreement.

7.3 Attorneys' Fees and Dispute Resolution Costs.

In any action or proceeding brought by any Party to resolve a Dispute, the prevailing Party is entitled to recover reasonable attorneys' fees and any other costs incurred in the action or proceeding in addition to any other relief to which it is entitled.

SECTION 8. ASSIGNMENT AND ASSUMPTION; RIGHTS AND DUTIES OF MORTGAGEES.

8.1 Assignment of Rights, Interests and Obligations.

Subject to compliance with this Section 8, Developer may sell, assign or transfer its interest in the Property and related Project Approvals to any individual or entity ("***Assignee***") at any time during the Term of this Agreement.

(a) Any assignment by Developer as provided for in this Section 8.1 may occur without obtaining City's consent ("Permitted Assignment") so long as (i) the proposed assignee is an affiliate of Developer, which shall include any entity that is directly or indirectly owned or controlled by Developer such that it owns a substantial interest, but less than a majority of voting stock of the entity; or (ii) any subsequent owner of a finished lot within the Project. Any assignees satisfying either criteria set forth in this Section 8.1(a) shall be referred to herein as "Permitted Assignees." Permitted Assignee(s) shall provide City with written notice of a Permitted Assignment within thirty (30) days following the effective date thereof.

(b) If the proposed assignee does not qualify as a Permitted Assignee, then Developer or subsequent owner may assign its interest in the Property and related Project Approvals so long as said Developer or subsequent owner receives the Development Services Director's prior written consent, which shall not be unreasonably withheld, conditioned or delayed. It shall be deemed unreasonable to refuse consent for such assignment unless, in light of the proposed assignee's reputation and financial resources, such assignee would not be able to perform the obligations proposed to be assumed by such assignee. Any such determination shall be made in writing by the Development Services Director, supported by substantial evidence, and would be appealable by the affected owner to the City Council. Failure by City to respond to any such assignment request within forty-five (45) days would be deemed to constitute consent. Further, no consent to assign shall be required under this Section 8.1(b) for land covered by a specific tentative map or parcel map so long as Developer or subsequent owner(s) has satisfied all of its obligations hereunder in connection with said tentative map or parcel map. Finally, the Parties agree that once the Project is fully built out, then no consent to assign shall be required.

8.2 Assumption of Rights, Interests and Obligations.

Subject to compliance with the preceding Section 8.1, express written assumption by an Assignee of the obligations and other terms and conditions of this Agreement with respect to the Property or such portion thereof sold, assigned or transferred, shall relieve

Developer of such obligations and other terms and conditions so expressly assumed. Any such assumption agreement shall be in substantially the same form as attached Exhibit 4, as determined by the City Attorney. The County Recorder shall duly record any such assumption agreement in the official records of San Joaquin County within ten (10) days of receipt. Upon recordation of said assumption agreement, Developer shall automatically be released from those obligations assumed by the Assignee.

8.3 Rights and Duties of Mortgagee in Possession of Property.

(a) This Agreement shall be superior and senior to all liens placed upon the Property or any portion thereof after the Effective Date, including, without limitation, the lien of any Mortgage. Notwithstanding the foregoing, no breach of this Agreement shall defeat, render invalid, diminish or impair any Mortgage made in good faith and for value; provided, however, this Agreement shall be binding upon and effective against all persons and entities, including all Mortgagees who acquire title to the Property or any portion thereof by foreclosure, trustee's sale, deed in lieu of foreclosure or otherwise, and including any subsequent transferee of the Property acquired by foreclosure, trustee's sale, deed in lieu of foreclosure, or otherwise (in either case, a "Mortgagee Successor"), subject, however, to the terms of Section 8.3(b), below.

(b) The provisions of Section 8.3(a) above notwithstanding, no Mortgagee Successor shall have any obligation or duty under this Agreement to commence or complete the construction of any Project infrastructure, or to guarantee such construction or completion, or have any liability for failure to do so; provided, however, that a Mortgagee Successor shall not be entitled to devote the Property to any uses or to construct any improvements thereon other than those uses or improvements permitted under the Project Approvals. In the event that any Mortgagee Successor shall acquire title to the Property or any portion thereof, the Mortgagee Successor further shall not be (i) liable for any breach or default under this Agreement on the part of any Developer or its successor, or (ii) obligated to cure any breach or default under this Agreement on the part of any Developer or its successor. In the event such Mortgagee Successor desires to succeed to Developer' rights, benefits, and privileges under this Agreement, however, City may condition such succession upon the assumption of this Agreement by the Mortgagee Successor by written agreement reasonably acceptable to City and the Mortgagee Successor, including, without limitation, the obligation to cure any breach or default on Developer's part that is curable by the payment of money or performance at commercially reasonable cost and within a commercially reasonable period of time after such assumption takes effect.

(c) If City receives notice from a Mortgagee requesting a copy of any notice of default regarding all or a portion of the Property, then City shall deliver to such Mortgagee, concurrently with service thereof to Developer, any such notice given to Developer with respect to any claim by City that Developer has defaulted, and if City makes a determination of noncompliance under Section 5 above, City shall likewise serve notice of such noncompliance on such Mortgagee concurrently with service thereof on Developer. Each Mortgagee shall have the right (but not the obligation) for a period of ninety (90) days after receipt of such notice to cure, or to commence to cure, the alleged default set forth in said notice in accordance with Section 5 above. If the default or such noncompliance is of a nature that can only be remedied or cured by such Mortgagee upon obtaining possession, such Mortgagee shall have the right (but not the obligation) to seek to obtain possession with diligence and continuity through a receiver

or otherwise, and thereafter to remedy or cure the default or noncompliance within ninety (90) days after obtaining possession, except if any such default or noncompliance cannot, with diligence, be remedied or cured within such ninety (90) day period, then such Mortgagee shall have such additional time as may be reasonably necessary to remedy or cure such default or noncompliance if such Mortgagee commences cure during such ninety (90) day period, and thereafter diligently pursues completion of such cure to the extent possible. Notwithstanding the foregoing, nothing contained in this Agreement shall be deemed to permit or authorize any Mortgagee or Mortgagee Successor to undertake or continue construction or completion of any improvements comprising the Project (beyond the extent necessary to conserve or protect improvements or construction already made) without first having expressly assumed the defaulting Developer's continuing obligations hereunder in the manner specified in Section 8.3(b), above.

SECTION 9. GENERAL PROVISIONS.

9.1 Independent Contractors.

Each Party is an independent contractor and shall be solely responsible for the employment, acts, omissions, control and directing of its employees. All persons employed or utilized by Developer in connection with this Agreement and the Project shall not be considered employees of City in any respect. Except as expressly set forth herein, nothing contained in this Agreement shall authorize or empower any Party to assume or create any obligation whatsoever, express or implied, on behalf of any other Party or to bind any other Party or to make any representation, warranty or commitment on behalf of any other Party.

9.2 Invalidity of Agreement and Severability of Provisions.

If this Agreement in its entirety is determined by a court of competent jurisdiction to be invalid or unenforceable, this Agreement shall automatically terminate as of the date of final entry of judgment, including the entry of judgment in connection with any appeals. If any provision of this Agreement shall be determined by a court of competent jurisdiction to be invalid and unenforceable, the remaining provisions shall continue in full force and effect. Notwithstanding the foregoing, if any material provision of this Agreement, or the application of such provision to a particular situation, is held to be invalid, void or unenforceable, either City or Developer may terminate this Agreement as to Developer (in the case of Developer taking such action, the termination shall relate only to Developer's interest in the Property and the related Project Approvals) by providing written notice of such termination to the other Party.

9.3 Further Documents; Other Necessary Acts.

Each Party shall execute and deliver to the other Party all other instruments and documents as may be reasonably necessary to carry out the purpose of this Agreement and the Project Approvals and Subsequent Approvals, in order to provide or secure to the other Party the full and complete enjoyment of the rights and privileges granted by this Agreement.

9.4 Time of Essence.

Time is of the essence in the performance of each and every covenant and obligation to be performed by the Parties hereunder.

9.5 Amendment to this Agreement.

This Agreement may be modified from time to time by mutual consent of the Parties, in accordance with the Development Agreement Statute, the City Development Agreement Procedures and this Section 9.5. In the event the Parties modify this Agreement, City shall cause notice of such action to be duly recorded in the official records of San Joaquin County within ten (10) days of such action.

9.6 Project Is A Private Undertaking.

The Parties agree that: (a) any development by Developer of the Property shall be a private development; (b) City has no interest in or responsibilities for or duty to third Parties concerning any improvements constructed in connection with the Property until such time that City accepts the same pursuant to the provisions of this Agreement and in connection with the various Project Approvals; (c) Developer shall have full power over and exclusive control of the Project herein described to the extent of Developer' interest therein, subject only to the limitations and obligations of Developer under this Agreement, its Project Approvals, and the other Existing Rules; (d) the contractual relationship between City and Developer is such that Developer is an independent contractor and not an agent of City; and (e) nothing in this Agreement is intended or shall be construed to create or reflect any form of partnership or joint venture between the Parties.

This Agreement is made and entered into for the sole protection and benefit of the Parties and their successors and assigns. No other person shall have any right of action based upon any provision in this Agreement.

9.7 Covenants Running With The Land.

All of the provisions contained in this Agreement are binding upon and benefit the Parties and their respective heirs, successors and assigns, representatives, lessees, and all other persons acquiring all or any portion of the Property, or any interest therein, whether by operation of law or in any manner whatsoever. All of the provisions of this Agreement shall be enforceable as equitable servitudes and shall constitute covenants running with the land pursuant to California law, including, without limitation, Civil Code section 1468. Each covenant herein to act or refrain from acting is for the benefit of or a burden upon the Project, as appropriate, runs with the Property and is binding upon each owner, including Developer and all successive owners, of all or a portion of the Property during its ownership of such property.

9.8 Recordation Of Agreement.

Within ten (10) days of the Effective Date, Developer shall cause this Agreement to be duly recorded in the official records of San Joaquin County.

9.9 Notices.

Any notice required under this Agreement shall be in writing and personally delivered, or sent by certified mail (return receipt requested and postage pre-paid), overnight delivery, or facsimile to the following:

City: City of Tracy
Attn: Development Services Director
333 Civic Center Plaza
Tracy, CA 95376
Tel: 209-831-6400
Fax: 209-831-6439
Email: des@ci.tracy.ca.us

Copy to: City Attorney's Office
Attn: City Attorney
333 Civic Center Plaza
Tracy, CA 95376
Tel: 209-831-6130
Fax: 209-831-6137
Email: attorney@ci.tracy.ca.us

Developer: Tracy Hills Project Owner, LLC
Attention: John Stanek
888 San Clemente Drive, Suite 100
Newport Beach, CA 92660
Tel: 949-720-3612
Fax: 949-720-3613
Email: jstanek@integralcommunities.com

Developer Tracy Phase 1, LLC
Attention: John Stanek
888 San Clemente Drive, Suite 100
Newport Beach, CA 92660
Tel: 949-720-3612
Fax: 949-720-3613
Email: jstanek@integralcommunities.com

Copy to: Rutan & Tucker, LLP
Attention: Hans Van Ligten
611 Anton Boulevard, 14th Floor
Costa Mesa, CA 92626
Tel: 714-662-4640
Fax:
Email: hvanligten@rutan.com

Notices to Mortgagees by City shall be given as provided above using the address provided by such Mortgagee(s). Notices to Assignees shall be given by City as required above only for those Assignees who have given City written notice of their addresses for the purpose of receiving such notices. Either Party may change its mailing address/facsimile at any time by giving written notice of such change to the other Party

in the manner provided herein at least ten (10) days prior to the date such change is effected. All notices under this Agreement shall be deemed given, received, made or communicated on the earlier of the date personal delivery is effected or on the delivery date or attempted delivery date shown on the return receipt, air bill or facsimile.

9.10 Prevailing Wage.

In accordance with applicable laws and regulations, City or Developer, as appropriate, shall be responsible for determining whether any construction of project infrastructure required in connection with development shown on a specific tentative map or final map or other Subsequent Approval application proposed by Developer will trigger the obligation to pay prevailing wages under California or federal law. In the event and to the extent that payment of prevailing wages is required, City shall ensure compliance with those requirements, as appropriate and feasible.

9.11 Applicable Law.

This Agreement shall be construed and enforced in accordance with the laws of the State of California.

9.12 Venue.

Any action brought relating to this Agreement shall be held exclusively in a state court in the County of San Joaquin.

9.13 Indemnification.

Developer shall indemnify, defend, and hold harmless City (including its elected officials, officers, agents, and employees) from and against any and all claims, demands, damages, liabilities, costs, and expenses (including court costs and attorney's fees) (collectively, "***Claims***") resulting from or arising out of the development of the Project contemplated by this Agreement, other than a liability or claim based upon City's negligence or willful misconduct. The indemnity obligations of this Agreement shall not extend to Claims arising from activities associated with the maintenance or repair by the City or any other public agency of improvements that have been accepted for dedication by the City or such other public agency.

9.14 No Waiver.

No waiver by either Party of any provision of this Agreement shall be considered a waiver of any other provision of any subsequent breach of the same or any other provisions, including the time for performance of any such provisions, and shall have no effect with respect to any other Party’s rights and obligations hereunder. The exercise by a Party of any right or remedy as provided in this Agreement or provided by law shall not prevent the exercise by the Party of any other remedy provided in this Agreement or under the law, and shall have no effect with respect to any other Party’s rights and remedies as provided herein.

9.15 Construction.

This Agreement has been reviewed and revised by legal counsel for both City and Developer and no presumption or rule that ambiguities shall be construed against the drafting Party shall apply to the interpretation or enforcement of this Agreement. The provisions of this Agreement and the attached exhibits shall be construed as a whole according to their common meaning and not strictly for or against either Party, and in a manner that shall achieve the purposes of this Agreement. Wherever required by the context, the masculine gender shall include the feminine or neuter genders, or vice versa.

9.16 Entire Agreement.

This Agreement and all exhibits constitute the entire agreement between the Parties and supersede all prior discussions, negotiations, and agreements whether oral or written. Any oral representations or modifications concerning this instrument shall be of no force or effect unless contained in a subsequent written notification signed by both Parties.

9.17 Estoppel Certificate.

Either Party from time to time may deliver written notice to the other Party requesting written confirmation that, to the knowledge of the certifying Party: (a) this Agreement is in full force and effect and constitutes a binding obligation of the Parties; (b) this Agreement has not been amended either orally or in writing, or if it has been amended, specifying the nature of the amendment(s); and (c) the requesting Party is not in default in the performance of its obligations under this Agreement, or if in default, describing therein the nature of the default. A Party receiving a request shall execute and return the certificate within thirty (30) days after receipt thereof. The Planning Director shall have the right to execute any such certificate requested by Developer. At Developer' request, the certificate provided by City establishing the status of this Agreement with respect to any lot or parcel shall be in recordable form and Developer shall have the right to record the certificate for the affected portion of the Property at its cost.

9.18 Counterparts.

This Agreement and any and all amendments thereto may be executed in counterparts, and all counterparts together shall be construed as one document.

9.19 Authority To Execute.

Each Party hereto expressly warrants and represents that it has the authority to execute this Agreement on behalf of its entity and warrants and represents that it has the authority to bind its entity to the performance of its obligations hereunder.

9.20 Captions.

The caption headings provided herein are for convenience only and shall not affect the construction of this Agreement.

9.21 Compliance, Monitoring, and Management Duties; Default.

If Developer fails to perform any of its duties related to compliance review processes, monitoring, or the management of any programs as required herein, City has the right, but not the obligation, to undertake such duties and perform them at said Developer's expense.

9.22 Treatment of Developer Payments.

The Parties agree that it is their mutual intent that the payments to be made by Developer hereunder be deemed payments for infrastructure-related costs pertaining to the Project which shall be eligible for the purposes of satisfying the job creation requirements of the EB-5 Program to the fullest extent permitted by applicable law. The payments shall be deemed payments for infrastructure-related costs regardless of whether they are characterized as deposits and regardless of whether the payments are ultimately financed by the CFD. The Parties further agree that, upon the request of the Developer, which shall bear all applicable costs, the Parties will structure or restructure the payments required by Developer hereunder to effectuate the intent of the preceding sentence to the fullest extent permitted by applicable law. Upon the request of the Developer, the City will cooperate with the Developer in providing such information as may be reasonably requested by the United States Citizenship and Immigration Services or the Developer to confirm the eligibility of the payments made by the Developer hereunder with the requirements of the EB-5 Program.

9.23 Listing And Incorporation Of Exhibits.

The exhibits to this Agreement, each of which is hereby incorporated herein by reference, are as follows:

Exhibit 1: Property and Specific Plan Area

Exhibit 2: Community Facilities District Financing Provisions

Exhibit 3: Phase 1 Area

Exhibit 4: Sample Assignment and Assumption Agreement Form

[SIGNATURE PAGE FOLLOWS]

CITY OF TRACY, a municipal corporation

_____
Michael Maciel
Mayor, City of Tracy
Date:

APPROVED AS TO FORM:
City of Tracy City Attorney's Office

_____
Dan Sodergren
City Attorney
Date:

THE TRACY HILLS PROJECT OWNER, LLC, and
TRACY PHASE 1, LLC (together, DEVELOPER):

By:

_____

Its:
Date

DEVELOPMENT AGREEMENT - PARCEL DESCRIPTIONS

Phase 1A

All that real property situate in the City of Tracy, County of San Joaquin, State of California, and being all of Parcels 1 through 7, inclusive, as shown on the Parcel Map filed August 8, 2013 in Book 25, Page 168 of Parcel Maps of said County.

APN: 253-360-01, 253-360-02, 253-360-03, 253-360-04, 253-360-05, 253-360-06, 253-360-08, 253-360-09, and 253-360-10.

Phase 1B

All that real property situate in the City of Tracy, County of San Joaquin, State of California, and being all of Resultant Parcel No. 1 described in the Owner(s) Grant Deed recorded on February 1, 2013 as Document No. 2013-015451 Official Records of San Joaquin County that lies south of the Union Pacific Railroad right of way, east of highway 580, and west of the California Aqueduct.

Excepting therefrom Parcels 1 through 7, inclusive, as shown on the Parcel Map filed August 8, 2013 in Book 25, Page 168 of Parcel Maps of said County, and the portion of Corral Hollow (street right of way fee dedication) offered and accepted on the Parcel Map recorded August 8, 2013 in Book 25, Page 168 of Parcel Maps of said County records.

APN: 251-040-08, 251-050-07, 251-060-07; and 253-360-07

Phase 2 thru 4

All that real property situate in the City of Tracy, County of San Joaquin, State of California, and being all of Resultant Parcel No. 2 described in the Owner(s) Grant Deed recorded on February 1, 2013 as Document No. 2013-015450 Official Records of San Joaquin County.

All that real property situate in the City of Tracy, County of San Joaquin, State of California, and being all of 27.31 Acres described in the Certificate of Compliance recorded October 05, 2005 as Document No. 2005-249673 Official Records of San Joaquin County.

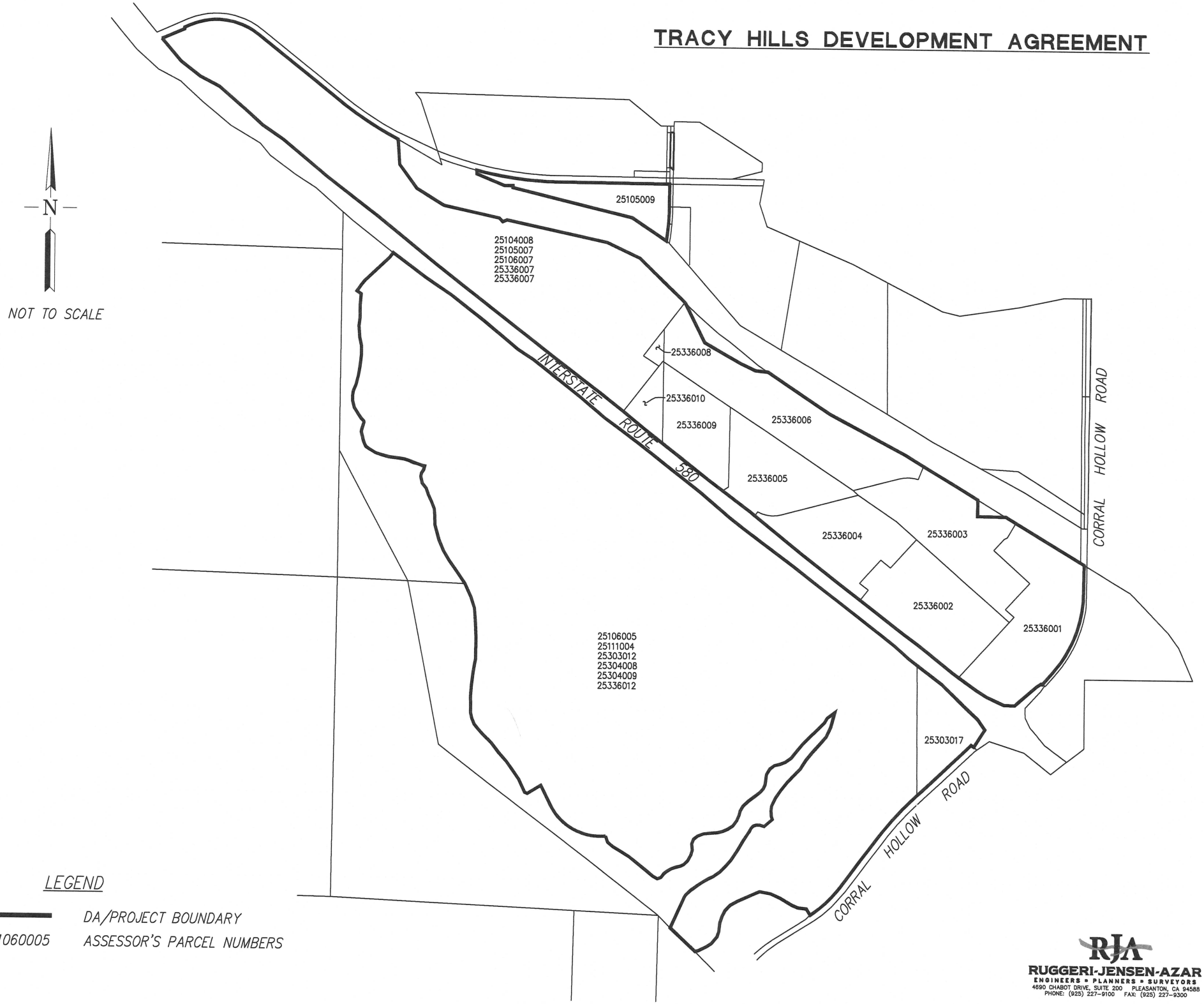
APN: 251-060-05, 251-110-04, 253-030-12, 253-030-17, 253-040-08, 253-040-09, and 253-360-12

Phase 5A

All that real property situate in the City of Tracy, County of San Joaquin, State of California, and being all of Resultant Parcel No. 1 described in the Owner(s) Grant Deed recorded on February 1, 2013 as Document No. 2013-015451 Official Records of San Joaquin County that lies south of the Union Pacific Railroad right of way and east of the California Aqueduct.

APN: 251-050-09

TRACY HILLS DEVELOPMENT AGREEMENT



LEGEND

DA/PROJECT BOUNDARY

251060005 ASSESSOR'S PARCEL NUMBERS

RJA
RUGGERI-JENSEN-AZAR
ENGINEERS • PLANNERS • SURVEYORS
4690 CHABOT DRIVE, SUITE 200 PLEASANTON, CA 94588
PHONE: (925) 227-9100 FAX: (925) 227-9300

G:\JOB2012\121083\EXHIBIT\DEVELOPMENT AGREEMENT EXHIBIT 1-18-2016.DWG 1/18/2016 3:40:33 PM SCOTT SHORTRIDGE

EXHIBIT 2

COMMUNITY FACILITIES DISTRICT FINANCING PROVISIONS

[*Capitalized Terms that are not defined in this Exhibit shall have the meanings given such terms in the main body of the Development Agreement.]*

1.1 Formation of Facilities CFD, Designation of Improvement Area No. 1, and Identity of Future Annexation Area.

(a) Background. Developer is the legal owner of approximately one thousand eight hundred and forty-three (1,843) acres within the 1998 Specific Plan Area in the City (the "***Property***"). Developer intends to develop the Property over time, and to finance various infrastructure improvements and public services through the CFD (as defined below). The Developer intends to commence development of the Property with the initial phase consisting of Phase 1A (herein, the "**Initial Phase**"). The remainder of the Property will be developed in one or more phases over time (the "**Subsequent Phase Property**").

(b) Formation. City shall, upon the petition of the Developer described below, establish a community facilities district ("**Facilities CFD**") pursuant to the Mello-Roos Community Facilities Act of 1982, as amended (the "**CFD Act**") in the manner described in this Section 1.1. The Facilities CFD shall consist initially only of the Initial Phase, with all of the Subsequent Phase Property being identified as "Future Annexation Area" pursuant to the CFD Act ("**Future Annexation Area**"). As the Developer determines to develop the Subsequent Phase Property in one or more phases (each a "**Subsequent Phase**"), the Developer intends to annex each Subsequent Phase into the Facilities CFD in the manner described in this Section 1.1. Each of the Initial Phase and each Subsequent Phase may be designated as its own improvement area of the Facilities CFD (each an "**Improvement Area**") under the CFD Act or, alternatively, may be annexed into an Improvement Area that has already been established within the Facilities CFD. The Initial Phase will be designated Improvement Area No. 1 ("**Improvement Area No. 1**"). The composition and configuration of a Subsequent Phase shall be determined by the Developer, and a Subsequent Phase that is annexed to the Facilities CFD does not have to be related or identical to any phase identified in other documents or maps.

(c) Petition. At any time, Developer may petition City under the CFD Act to (i) establish the Facilities CFD over the Initial Phase, (ii) designate the Initial Phase as Improvement Area No. 1, and (iii) identify the Subsequent Phase Property as Future Annexation Area to be annexed into the Facilities CFD in the future. In its petition, Developer may include proposed specifications for Improvement Area No. 1 of the Facilities CFD, including special tax rates, Facilities CFD boundaries and any proposed tax zones, the total tax burden that will result from the imposition of the special taxes (subject to the 2.00% Limitation (as defined below) for residential units), and other provisions. Developer's proposed specifications will be based on Developer's development plans, market analysis, and required preferences, but in all cases will be subject to this Development Agreement and the CFD Goals (as defined herein). The City's obligation to form a Facilities CFD shall be subject to the provisions of this Development Agreement, the CFD Goals and the reasonable exercise of the City Council's legislative discretion.

(d) Commencement of Formation of Facilities CFD.

(i) Within ninety (90) days following City's receipt of a petition and any

deposit required by Section 53318 of the CFD Act, the Existing Rules, and any applicable Subsequently Adopted Rules, the City Council shall adopt a resolution of intention to form the Facilities CFD and to designate Improvement Area No. 1 consistent with the petition. The Facilities CFD and Improvement Area No. 1 shall be formed initially over the Initial Phase, and the Subsequent Phase Property will be identified in the Facilities CFD formation proceedings as Future Annexation Area. Improvement Area No. 1 shall have a separate rate and method of apportionment of special tax (an "**RMA**"), authorization to issue one or more series of special tax bonds ("**CFD Bonds**"), and an appropriations limit. As a Subsequent Phase is annexed to the Facilities CFD, it may be designated as a separate Improvement Area, complete with a separate RMA, separate authorization to issue CFD Bonds, and separate appropriations limit. A separate notice of special tax lien required by Section 3114.5 of the California Streets and Highways Code (the "**Notice of Special Tax Lien**") shall be recorded against each taxable parcel within the Facilities CFD upon completion of formation of the Facilities CFD (for Improvement Area No. 1) or on each parcel that annexes upon annexation to the Facilities CFD (for a Subsequent Phase).

(e) Annexation of Subsequent Phases.

(i) At any time, as the Developer determines to commence development of a Subsequent Phase, Developer may submit to the City Manager or his or her designee (the "**City Representative**") a written consent and unanimous approval of all owners of the Subsequent Phase (collectively, the "**Unanimous Approval**"). The Developer shall submit a draft of each Unanimous Approval to the City Representative at least 30 days prior to the date on which it wishes the Unanimous Approval to be effective. The Unanimous Approval may provide for annexation of the Subsequent Phase to a then-existing Improvement Area or may designate the Subsequent Phase as a new, separate Improvement Area. If annexing to a new separate Improvement Area, the Unanimous Approval shall also set forth terms of a separate RMA that meets the requirements of Section 1.3, set forth the bond authorization for the new Improvement Area, and set forth the appropriations limit for the new Improvement Area. The Unanimous Approval will also direct the City to record a Notice of Special Tax Lien against parcels in the Subsequent Phase.

(ii) The annexation and related matters described in the Unanimous Approval shall be implemented and completed without the need for Council approval as long as the following conditions are met:

(A) The rate and method of apportionment of special tax for the new improvement area is prepared by a special tax consultant retained by the City and paid for by the Developer or the applicable property owners submitting the Unanimous Approval.

(B) The rate and method of apportionment of special tax for the new improvement area complies with the City's then-effective goals and policies established under Section 53312.7(a) of the CFD Act.

(C) The rate and method of apportionment of special tax for the new improvement area does not establish a maximum special tax amount for the initial fiscal year in which the special tax may be levied for any category of special tax that is greater than 120% of the maximum amount of the same category of special tax for the same fiscal year calculated pursuant to the rate and method of apportionment of special tax for Improvement Area No. 1.

(D) The rate and method of apportionment of special tax for the new improvement area does not introduce a special tax that was not included in the rate and method of apportionment of special tax for Improvement Area No. 1 (e.g., a special tax that is levied and must be paid in a single fiscal year or over a shorter time period than 30 years).

(E) The rate and method of apportionment of special tax for the new improvement area gives the City the discretion to convert Facilities Special Taxes to Facilities Maintenance Services Special Taxes subject to a similar "Services Tax Trigger Event" as the rate and method of apportionment of special tax for Improvement Area No. 1 (modified, as applicable, to represent the timing of the new rate and method of apportionment of special tax for the new improvement area).

(F) The rate and method of apportionment of special tax for the new improvement area is not inconsistent with the terms of the Development Agreement, as amended, whether or not it is still operative.

(G) The rate and method of apportionment of special tax for the new improvement area includes a backup special tax that protects against revenue loss as a result of land use changes.

(iii) In the event that City Council review is not required pursuant to the previous clause (ii) because the RMA satisfies all of the conditions listed in paragraphs (A)-(G) of clause (ii), the Unanimous Approval will be subject to review and approval by the City Representative, and the City Representative's approval shall be based on the consistency of the Unanimous Approval with the provisions of this Development Agreement and the CFD Goals.

(iv) Upon approval of the Unanimous Approval as set forth in the clause (ii) above, the City Representative shall take all steps necessary to record or to cause recordation of a Notice of Special Tax Lien against all taxable parcels in the Subsequent Phase. From and after the recordation of the Notice of Special Tax Lien on taxable parcels in the Subsequent Phase, the Subsequent Phase shall be considered annexed to the Facilities CFD within its designated Improvement Area (if applicable) without any further action on the part of the City or the City Council. City and Developer acknowledge that upon recordation of the Notice of Special Tax Lien on taxable parcels in the Subsequent Phase, (A) the newly-created Improvement Area shall be authorized to finance any of the Facilities (as defined herein) and (B) the Acquisition Agreements (as defined herein) shall be applicable to the newly-created Improvement Area such that the Facilities may be financed pursuant to the Acquisition Agreements from any Funding Sources (as defined herein) of such newly-created Improvement Area.

(f) Authorized Facilities. The Facilities CFD and each Improvement Area (created initially or by subsequent annexation) shall be authorized to finance all of the Facilities (as defined in Section 1.2), irrespective of the geographic location of the improvements financed. The City has determined that the Facilities benefit the Facilities CFD and each Improvement Area as a whole, and therefore any of the Facilities may be financed in any Improvement Area without regard to specific benefit to such Improvement Area.

(g) Joint Community Facilities Agreements. Under the CFD Act, City may be required to enter into one or more joint community facilities agreements with other governmental

entities that will own or operate any of the Facilities to be financed by the Facilities CFD. The City and Developer agree that they will take all reasonable steps to procure the authorization and execution of any required joint community facilities agreements with other governmental entities before the issuance of any CFD Bonds that will finance the construction or acquisition of Facilities that will be owned or operated by such other governmental entities. Developer acknowledges and agrees that the ability of the City to enter into joint community facilities agreements is subject to the discretion of the other governmental entities.

(h) Facilities Maintenance Services. The Facilities CFD and each Improvement Area (created initially or by subsequent annexation) shall be authorized to finance all of the Facilities Maintenance Services (as defined in Section 1.2), irrespective of the geographic location of the services financed. The City has determined that the Facilities Maintenance Services benefit the Facilities CFD and each Improvement Area as a whole, and therefore any of the Facilities Maintenance Services may be financed in any Improvement Area without regard to specific benefit to such Improvement Area.

1.2 Scope of CFD-Financed Costs.

(a) Facilities. The Facilities CFD and each Improvement Area shall be authorized to finance all or any portion of the facilities described in Section 53313.5 of the CFD Act and any capital fees, in each case to the extent agreed upon by the City and Developer at the time of formation of the Facilities CFD (collectively, the "**Facilities**"). The term Facilities shall include, but is not limited to, recycled water improvements ("**Recycled Water Improvements**") and capital improvements to previously-constructed Facilities ("**Capital Reimprovements**"). The special tax levied to pay for the Facilities is referred to as the "**Facilities Special Tax**."

(b) Facilities Maintenance Services. For each Improvement Area, the RMA shall provide that the maximum Facilities Special Tax levied in such Improvement Area shall be reduced by 80% on the date of the Trigger Event without any further action by the City Council, and the special taxes thereafter levied in the Improvement Area shall be deemed services special taxes that shall be used to finance the maintenance costs of the Facilities that were authorized to be financed by the Facilities CFD (the "**Facilities Maintenance Services Special Tax**"). The term "**Trigger Event**" means, calculated separately for each Improvement Area, the date on which the later of the following two things occurs: (i) the full funding of all Facilities in the Facilities CFD as a whole; or (ii) the repayment of all outstanding CFD Bonds payable from the Facilities Special Taxes levied in the applicable Improvement Area. The occurrence of the Trigger Event shall be determined by the City Representative in the exercise of its reasonable discretion. The Facilities Maintenance Services Special Tax may be used to finance the maintenance costs of any of the Facilities regardless of the location of such Facilities (the "**Facilities Maintenance Services**"). On the Trigger Date, the Facilities Special Taxes shall be considered terminated and the Facilities Maintenance Services Special Tax shall thereafter be levied. The Facilities Maintenance Services Special Tax shall be levied in perpetuity.

1.3 Parameters of CFD Formation.

(a) Cooperation. Developer and City agree to cooperate reasonably in developing each RMA to be used in each Improvement Area of the Facilities CFD. Each RMA shall be consistent with the Developer's petition (with respect to Improvement Area No. 1) or the Unanimous Approval (with respect to a subsequent Improvement Area), so long as such petition or Unanimous Approval is consistent with this Development Agreement, and the CFD Goals. Developer and City will each use good-faith reasonable efforts at all times to furnish timely to

the other, or to obtain and then furnish to the other, any information necessary to develop each RMA, such as Developer's plans for the types, sizes, numbers, and timing for construction of buildings within each Improvement Area. Each Improvement Area of the Facilities CFD will be subject to its own RMA.

(b) Maximum Special Tax Rates for Developed Property. Each RMA in the Facilities CFD will specify special tax rates for Developed Property (property for which a building permit has been issued) within the Improvement Area that will be applicable to the Facilities Special Tax (each a "**Maximum Facilities Special Tax Rate**"). The Maximum Facilities Special Tax Rates for Developed Property may vary based on sizes, densities, types of buildings to be constructed, and other relevant factors. Each RMA will establish Maximum Facilities Special Tax Rates assuming that any CFD Bonds issued will have a minimum debt service coverage-ratio of one hundred ten percent (110%).

(c) Total Tax Obligation. The Maximum Facilities Special Tax Rates will be set so that the Total Tax Obligation (as defined below) on any residential unit within an Improvement Area will not exceed two percent (2.00%) of the reasonably projected anticipated sales price of that residential unit at the time of creation of the Improvement Area (the "**2.00% Limitation**").

(i) For purposes of this Section 1.3, the term "**Total Tax Obligation**" means, with respect to a residential unit at the time of calculation, the sum of: (a) the ad valorem taxes actually levied or projected to be levied if the residential unit were developed at the time of calculation; (b) the Maximum Facilities Special Tax Rates levied or projected to be levied if the residential unit were developed at the time of calculation; (c) the maximum Services Special Taxes but not the Contingent Special Tax in the Services CFD (as such terms are defined herein); (d) all installments of special assessments if the residential unit were developed at the time of calculation; and (d) all other special taxes (based on assigned special tax rates) or assessments secured by a lien on the residential unit levied or projected to be levied if the residential unit was developed at the time of calculation. Homeowner's association fees and the lien of the Contingent Special Tax shall not be included in the calculation of the Total Tax Obligation.

(d) Escalation of Special Tax Rates. Developer may ask for annual increases in the Maximum Facilities Special Tax Rates in an amount not to exceed two percent (2%) per year. If Developer does not so elect with respect to an RMA, City may elect to include such increases in the RMA if City provides reasonable evidence to Developer that the increases will be needed to pay for the Facilities Maintenance Services to be provided by City after the Trigger Event.

(e) Use of Remainder Taxes.

(i) Developer and City contemplate that, except as set forth in this Exhibit 2, within each Improvement Area of the Facilities CFD, Facilities will be paid from Remainder Taxes (as defined below) both before and after the issuance of CFD Bonds for such Improvement Area. Accordingly, each RMA will provide that Remainder Taxes may be used to finance Facilities. For each Facilities CFD, annually, on the day following each Principal Payment Date (as defined below) for such Improvement Area, all Remainder Taxes for such Improvement Area will be deposited in the applicable Remainder Taxes Project Account (as defined below).

(1) The term "**Remainder Taxes**" means, in each year, as of the day following the Principal Payment Date for an Improvement Area, all Facilities Special Taxes collected prior to such date in such Improvement Area in excess of the total of: (a) debt service on the outstanding CFD Bonds for the applicable Improvement Area due in the current calendar year, if any; (b) priority and any other reasonable administrative costs for the applicable Improvement Area that are payable by the City or expected to be payable by the City prior to the receipt of additional Facilities Special Tax proceeds; and (c) amounts levied to replenish the applicable reserve fund as of the Principal Payment Date, including amounts reserved for reasonable anticipated delinquencies, if any.

(2) The term "**Principal Payment Date**" means, either before or after CFD Bonds are issued, September 1 of each year, regardless of whether principal payments are actually due in any particular year.

(3) The term "**Remainder Taxes Project Account**" means a separate account created by City for the Facilities CFD and maintained by City to hold all Remainder Taxes for all of the Improvement Areas of the Facilities CFD to be used for financing Facilities.

(ii) Calculated separately for each Improvement Area, Remainder Taxes shall be utilized in the following years and for the following purposes:

(1) Remainder Taxes collected in the first 15 Fiscal Years, or such greater number of years as mutually agreed by City and the Developer in writing, in which Facilities Special Taxes are first levied to pay debt service and/or Facilities costs shall be used to finance the Facilities determined solely by the Developer.

(2) Remainder Taxes collected in the 16th Fiscal Year, or such later year as mutually agreed by the City and the Developer in writing, in which Facilities Special Taxes are first levied to pay debt service and/or Facilities costs, through and including the termination date for the Facilities Special Taxes, under the applicable RMA shall be used to finance the Recycled Water Improvements and/or other Facilities authorized to be funded, as determined solely by the City.

(iii) No Pledge for Debt Service. Remainder Taxes deposited in the Remainder Taxes Project Account will not be deemed or construed to be pledged for payment of debt service on any CFD Bonds, and neither Developer nor any other person will have the right to demand or require that the City or Fiscal Agent, as applicable, use funds in the Remainder Taxes Project Account to pay debt service.

(f) Prepayment. The RMA will include provisions allowing a property owner within an Improvement Area that is not in default of its obligation to prepay up to 80% of the property owner's Facilities Special Tax obligation. Prepaid Facilities Special Taxes will be placed in a segregated account in accordance with the applicable Indenture (defined below). The RMA and the Indenture will specify the use of prepaid Facilities Special Taxes. Before CFD Bonds

are issued for an Improvement Area, all prepayment amounts other than those required for administrative expenses shall be used to finance Facilities ("**Prepaid Special Taxes**").

(g) Two-Tranches of CFD Bonds.

(i) Each RMA shall establish the termination date for the levy of Facilities Special Taxes as a date that will allow the issuance of both (i) one or more series of CFD Bonds to finance Facilities (which may be refunding bonds that produce additional proceeds to finance Facilities) determined by the Developer (the "**First-Tranche CFD Bonds**") and (ii) one or more series of CFD Bonds to finance Facilities, including Recycled Water Improvements and Capital Reimprovements at the direction of the City (the "**Second-Tranche CFD Bonds**"). For each RMA, the termination date for the levy of the Facilities Special Tax shall be no earlier than the final day of the fiscal year that is 80 years from the fiscal year in which the Facilities Special Tax was first levied under such RMA.

(ii) Determined separately for each Improvement Area, City shall be obligated to issue First Tranche Bonds as described in Section 1.4 only until the date that is 15 years after the Facilities Special Taxes are first levied in such Improvement Area (the "**15 Year Date**"). Second Tranche Bonds may be issued by City for an Improvement Area at any time following the 15 Year Date for such Improvement Area.

1.4 Issuance of CFD Bonds

(a) Issuance. City, on behalf of the Facilities CFD, intends to issue one or more series of CFD Bonds (which may be refunding bonds that produce additional proceeds to finance Facilities) with respect to each Improvement Area for purposes of this Development Agreement. During the period specified in Section 1.3 for each Improvement Area, Developer may submit written requests that City issue First-Tranche CFD Bonds, specifying requested issuance dates, amounts, and main financing terms. Following Developer's request, Developer and City will meet with City's public financing consultants to determine reasonable and appropriate issuance dates, amounts, and main financing terms that are consistent with this Development Agreement and the CFD Goals. Second-Tranche CFD Bonds for an Improvement Area may be issued at the discretion of the City. Both First-Tranche CFD Bonds and Second-Tranche CFD Bonds shall be issued pursuant to an indenture, trust agreement, or fiscal agent agreement (however denominated, an "**Indenture**") between the Facilities CFD and a fiscal agent or trustee (however denominated, the "**Fiscal Agent**").

(b) Payment Dates. So that Remainder Taxes may be calculated on the same date for all Improvement Areas, each issue of CFD Bonds shall have interest payment dates of March 1 and September 1, with principal due on September 1.

(c) Term. Subject to Section 1.3(g), each issue of First-Tranche CFD Bonds will have a term of not less than thirty (30) years and not more than thirty-five (35) years unless Developer and City agree otherwise. Each issue of Second-Tranche CFD Bonds will have the term determined by the City in its discretion.

1.5 CFD Goals

(a) CFD Goals. Under Section 53312.7 of the CFD Act, prior to formation of the Facilities CFD, the City must consider and adopt local goals and policies concerning the Facilities CFD (the "**CFD Goals**"). The City adopted CFD Goals on February 4, 2014 pursuant

to Resolution No. 2014-019. The Developer has reviewed the CFD Goals. The CFD Goals shall apply to the Tracy Hills project as a whole and to the property in the Facilities CFD on the date of formation and as expanded with future annexations (the "**Facilities CFD Property**"). The City shall not adopt CFD Goals applicable to the Facilities CFD Property that are inconsistent with this Development Agreement unless required under the CFD Act or other controlling State or federal law. In particular, the CFD Goals shall include the following provisions, each of which the Developer is relying on:

(i) Value-to-Lien Ratio. The appraised or assessed value-to-lien ratio required for each CFD Bond issue (including all relevant overlapping liens) will be three to one (3:1) or such higher ratio that is (A) mutually agreed to by the City and the Developer, (B) required by the CFD Act, or (C) based on market conditions at the time of such CFD Bond issue, as determined by a reputable municipal advisor or underwriter with experience in California land-secured financings selected by the City after consultation with the Developer.

(ii) Coverage Ratio. An issue of CFD Bonds will not have a debt service coverage-ratio (including all overlapping and outstanding CFD Bonds) of less than one hundred ten percent (110%), unless otherwise agreed to by the Developer and the City.

(iii) Letter of Credit. So long as the value of the overall property in an Improvement Area is at least equal to the required value-to-lien ratio, the City shall not require that the Developer or any property owner in the Improvement Area provide a letter of credit or other credit enhancement as security for the payment of Facilities Special Taxes in the Facilities CFD.

1.6 Miscellaneous CFD Provisions

(a) Reserve Fund Earnings. The Indenture for each issue of CFD Bonds will provide that earnings on any reserve fund that are not then needed to replenish the reserve fund to the reserve requirement will be transferred to: (i) the project fund for the CFD Bonds for allowed uses until it is closed in accordance with the Indenture; then (ii) the debt service fund held by the Fiscal Agent under the Indenture.

(b) Authorization of Reimbursements. City will take all actions necessary to satisfy section 53314.9 of the Government Code or any similar statute subsequently enacted to use CFD Bond proceeds and Remainder Taxes to reimburse Developer for: (i) Facilities CFD formation and CFD Bond issuance deposits; and (ii) advance funding of Facilities or costs.

(c) Acquisition Agreement. Contemporaneously with the formation of the Facilities CFD, Developer and City will execute one or more acquisition and funding agreements (the "**Acquisition Agreements**") that will apply to the acquisition and construction of the Facilities for each and every Improvement Area of the Facilities CFD. The Acquisition Agreements shall be structured so that they are automatically applicable to any financing by Facilities Special Taxes levied in, or CFD Bonds issued for, a Subsequent Phase annexed into an Improvement Area of the Facilities CFD, without requiring any modifications to the Acquisition Agreements or any further approvals by the City. The Acquisition Agreements shall contain an acknowledgment by the City and Developer as to the following:

(i) Developer may be constructing Facilities before First-Tranche CFD Bond proceeds, Remainder Taxes, and Prepaid Special Taxes (herein, "**Funding Sources**") that will be used to acquire them are available;

(ii) The City's Development Services Engineering or Building Divisions will inspect Facilities and process payment requests even if Funding Sources for the amount of pending payment requests are not then sufficient to satisfy them in full;

(iii) Facilities may be conveyed to and accepted by the City or other governmental entity before the applicable payment requests are paid in full;

(iv) If the City or other governmental entity accepts Facilities before the applicable payment requests are paid in full, the unpaid balance will be paid when sufficient Funding Sources become available, and the Acquisition Agreements will provide that the applicable payment requests for Facilities accepted by the City or other governmental entity may be paid: (A) in any number of installments as Funding Sources become available; and (B) irrespective of the length of time payment is deferred;

(v) Developer's conveyance or dedication of Facilities to the City or other governmental entity before the availability of Funding Sources to acquire the Facilities is not a dedication or gift, or a waiver of Developer's right to payment of Facilities under this Development Agreement or the Acquisition Agreements; and

(vi) City will have no obligation to acquire the Facilities or reimburse Developer with any moneys other than the Funding Sources.

(d) Initial and Continuing Disclosure. In connection with each issue of CFD Bonds, the Developer shall provide customary disclosure about the Developer and its development and financing plans. In addition, Developer shall comply with all of its obligations under any continuing disclosure agreement it executes in connection with the offering and sale of any CFD Bonds. Developer acknowledges that a condition to the issuance of any CFD Bonds may be Developer's execution of a continuing disclosure agreement.

(e) No Other Land-Secured Financings. Other than the Facilities CFD (and any Improvement Areas therein), the Services CFD (defined below), and any land-secured financing district initiated by the City as the result of a qualified petition of registered voters in the Facilities CFD, City shall not form any additional land-secured financing district over any portion of the property in the Project without first consulting with the Developer.

(f) Prevailing Wages. If a CFD is formed, the Developer shall require, and the specifications and bid and contract documents shall require, all contractors engaged to perform work on a public work of improvement to pay prevailing wages and to otherwise comply with applicable provisions of the California Labor Code.

(g) Services CFD.

(i) The City and the Developer intend to form a community facilities district under the CFD Act separate from the Facilities CFD to finance certain services (herein, the "**Services CFD**"). The Services CFD will be formed over the Initial Phase, and the Subsequent Phase Property will be identified as Future Annexation Area. As Subsequent Phase Property is developed in one or more phases, the Developer shall annex the phase to the Services CFD in the same manner and subject to the same limitations as set forth in Section 1.1 herein.

(ii) Special taxes levied in the Services CFD (the "**Services Special Taxes**") shall be used to finance each of the following services (the "**Authorized Services**"): maintenance of parks located within the Project; maintenance of retention basins within the Project; major program road landscaping maintenance costs (as described in Section 4.10 of the Development Agreement); and, if determined by the City Council to be included in the Services CFD, police protection, fire protection, and/or other public services that are authorized to be funded pursuant to the CFD Act (limited to the amount determined by the City Council of the City, but not to exceed $325 per residential unit for fiscal year 2015-16, as it may be escalated as set forth in the rate and method of apportionment for the Services CFD).

(iii) In addition, each RMA for the Services CFD will provide for a Contingent Special Tax (as defined below) to pay the HOA Services (defined below) if any of the following events (each, a "**Contingent Tax Trigger Event**") occurs, as reasonably determined by the City: (i) the homeowners association that provides the HOA Services within the applicable Improvement Area (a "**Homeowners Association**") is no longer a functioning association; (ii) the levy and collection of dues, charges, fees, or other exactions levied by the Homeowners Association to pay maintenance costs are overturned by a vote of the members of the Homeowners Association, or such dues, charges, fees, or other exactions are no longer levied and collected by the Homeowners Association; or (iii) the HOA Services being managed by the Homeowners Association are no longer being provided at a satisfactory level. Upon the occurrence of the Contingent Tax Trigger Event, the Services CFD and each Improvement Area shall be authorized to levy a contingent special tax (a "**Contingent Special Tax**") in perpetuity to pay for the HOA Services that were previously funded by dues, charges or fees that had been levied and collected by the Homeowners Association. For the purpose of this paragraph, the term "**HOA Services**" means the services funded by the public landscaping maintenance costs described in Section 4.9 of the Development Agreement.

(h) Disclosure to Property Owners. The Developer agrees provide, or cause to be provided, the disclosure to purchasers of property in the Facilities CFD and the Services CFD in the manner and at the time required by the CFD Act.

TRACY HILLS PHASING EXHIBIT

EXHIBIT 3

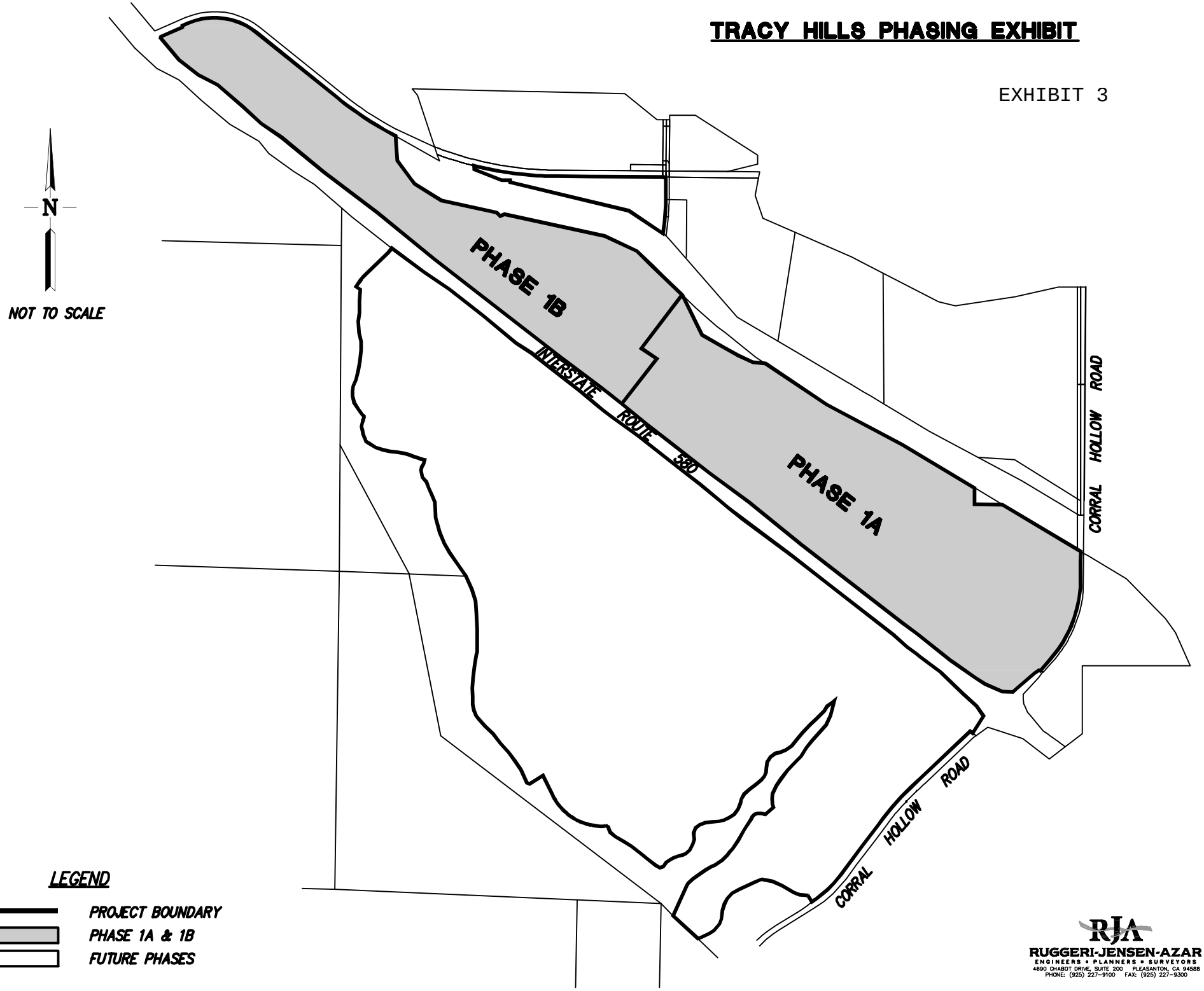


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Exhibit 4

ASSIGNMENT AND ASSUMPTION AGREEMENT
(TRACY HILLS SPECIFIC PLAN)

This Assignment and Assumption Agreement ("Agreement"), dated as of _____, 20__, is entered into by and among the _____, LLC, a California limited liability company ("Assignor"), _____, a _____ ("Developer"), with reference to the following facts:

A. The City of Tracy, on one hand, and The Tracy Hills Project Owner, LLC, and Tracy Hills Phase 1 Project Owner, LLC (together, the "Tracy Hills Project Owners") on the other hand, entered into that certain Development Agreement dated as of _____, 2016, (the "DA"). Any capitalized term not otherwise defined herein shall have the meaning ascribed to it in the DA.

B. The Assignor and Developer have entered into that certain agreement (hereafter, the "Subject Agreement") pursuant to which the Developer has the right to acquire from Assignor certain property (hereafter, the "Subject Property") that is or was owned by Tracy Hills Project Owners and is subject to the DA. A site map and legal description of the Subject Property are attached to hereto as Exhibits A and B, respectively, and incorporated herein by reference.

C. Upon the close of escrow under the Subject Agreement and conveyance of the Subject Property to the Developer, Assignor desires to assign the portions of the DA pertaining to the Subject Property and all related agreements to which Assignor is a party to Developer, and Developer intends to assume all rights and obligations of Assignor, as "Developer" thereunder.

NOW, THEREFORE, the Assignor and Developer hereby agree as follows:

1. Assignment and Assumption.

   a. Upon the close of escrow under the Subject Agreement and conveyance of the Subject Property to the Developer, Assignor assigns to Developer all of Assignor's right, title and interest in and to the DA relating to the Subject Property and Developer accepts such assignment, and assumes all of the obligations of Assignor thereunder and agrees to be bound thereby in accordance with the terms thereof.

   b. Upon the close of escrow under the Subject Agreement and conveyance of the Subject Property to the Developer, Developer agrees to assume all of the rights and obligations of the Assignor pursuant to the DA as to the Subject Property and to keep and perform all covenants, conditions and provisions of the DA as to the

Subject Property arising on and after the close of escrow under the Subject Agreement and conveyance of the Subject Property to the Developer. Developer shall indemnify and hold harmless Assignor from any and all liabilities arising from the DA from and after the effective date of this Agreement.

3. No Third Party Beneficiaries. This Agreement is made for the sole benefit and protection of the parties hereto, and no other person or persons shall have any right of action or right to rely hereon. As this Agreement contains all the terms and conditions agreed upon between the parties, no other agreement regarding the subject matter thereof shall be deemed to exist or bind any party unless in writing and signed by the party to be charged.

4. Counterpart Originals. This Agreement may be executed in several duplicate originals, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. The signature pages of one or more counterpart copies may be removed from such counterpart copies and all attached to the same copy of this Agreement, which, with all attached signature pages, shall be deemed to be an original agreement. When fully executed, the date of this Agreement shall be the date of execution by the last party to sign.

5. Binding on Successors and Assigns. This Agreement shall be binding upon and inure to the benefit of the successors, assignees, personal representatives, heirs and legatees of the parties hereto.

IN WITNESS WHEREOF, this Agreement has been executed as of the date first written above.

[INSERT SIGNATURE BLOCK]

By: _____
Name: _____
Its: _____

By: _____
Name: _____
Its: _____

[INSERT SIGNATURE BLOCK]

By: _____
Name: _____
Its: _____

By: _____
Name: _____
Its: _____

EXHIBIT A

SITE MAP

[behind this page]

EXHIBIT B

LEGAL DESCRIPTION

[behind this page]

Consistency Findings between the General Plan and Development Agreement

The Development Agreement between the City of Tracy and The Tracy Hills Project Owner, LLC and Tracy Phase 1, LLC (hereinafter "Development Agreement") and the development it contemplates (hereinafter "Project"), including the Tracy Hills Specific Plan (hereinafter "Specific Plan"), are consistent with the City of Tracy's General Plan, including, but not limited to, the following General Plan Goals, Objectives, and Policies:

Land Use Element

- **Figure 2-2, General Plan Land Use Designations**

Grounds for finding of consistency: The Specific Plan Zoning Districts, including Figure 2-1, Zoning Districts, are consistent with the corresponding General Plan Land Use Designations shown in Figure 2-2. More specifically, the Residential Estate Zoning District is consistent with the General Plan's Residential Very Low designation, including the density range of 0.1 to 2.0 dwelling units per gross acre and the primary use being single-family dwellings. The Low Density Residential Zoning District is consistent with the Residential Low designation, including the density range of 2.1 to 5.8 dwelling units per gross acre and the primary use being single-family dwellings. The Medium Density Residential Zoning District is consistent with the Residential Medium designation, including the density range of 5.9 to 12.0 dwelling units per gross acre and the primary uses being single-family and multi-family dwellings. The High Density Residential Zoning District is consistent with the Residential High designation, including the density range of 12.1 to 25.0 dwelling units per gross acre and the primary use being multi-family dwellings. The Mixed Use Business Park Zoning District and the General Highway Commercial Zoning District are consistent with the Commercial designation, including the characteristic uses, such as offices, retail, consumer services, and multi-family dwellings. The Light Industrial Zoning District is consistent with the Industrial designation, including the primary uses being light manufacturing and warehousing. The Tracy Hills Conservation Zoning District has the purpose of restricting development on areas adjacent to the California Aqueduct and Interstate 580, and is situated in portions of Residential Low, Residential Medium, Residential High, and Commercial designations.

- **Goal LU-1.1.** A balanced and orderly pattern of growth in the City.

- **Objective LU-1.3.** Ensure that public facilities such as schools, parks and other community facilities are accessible and distributed evenly and efficiently throughout the City.

    - **Policy P1.** Schools and parks should be located and designed to serve as focal points of neighborhood and community life and should be distributed in response to user populations.

    - **Policy P2.** Schools and parks should be accessible by automobile and bicycle and within walking distance from residential areas.

Grounds for finding of consistency: The Specific Plan includes conceptual details for three parks and a school site in the first phase of the Project (Phase 1A), which will be accessible by automobile and bicycle and within walking distance from residential areas. The parks are situated to provide all neighborhood residents with a park within walking distance. Parks will be designed and improved by the developer in accordance with the Citywide Parks Master Plan.

Prior to development of any non-agricultural use in areas other than Phase 1A, the Specific Plan requires that a Specific Plan Amendment be processed, which will provide a similar level of detail as Phase 1A for parks, schools, circulation, landscaping, and other amenities.

- **Objective LU-1.4.** Promote efficient residential development patterns and orderly expansion of residential areas to maximize the use of existing public services and infrastructure.

    - **Policy P1.** The City shall use guidelines for residential growth detailed in the Growth Management Ordinance.

    - **Policy P3.** The City shall encourage residential growth that follows an orderly pattern with initial expansion targeted for areas shown in Figure 2-3.

Grounds for finding of consistency: The Specific Plan Area was annexed to the City of Tracy in 1998. The City's Growth Management Ordinance Guidelines identify the Specific Plan Area as a priority to receive Residential Growth Allotments (RGA's). The Specific Plan Area is identified in General Plan, Figure 2-3, Secondary Residential Growth Areas, which are areas targeted for initial expansion of the City's residential growth.

- **Goal LU-2.** Expand economic opportunities in Tracy.

- **Objective LU-2.1.** Balance residential development with jobs, retail growth, and the ability to provide services.

    - **Policy P1.** The City's priorities for future growth, in order of priority, are: job-generating development to match the skills of Tracy residents; diversification of housing types suitable for Tracy's workforce; and continued growth of the retail base.

Grounds for finding of consistency: The Specific Plan includes a Mixed Use Business Bark Zoning District, a General Highway Commercial Zoning District, and a Light Industrial Zoning District, which together could accommodate over 5 million square feet of office, retail, and business park industrial developments, which could bring a range of jobs that match the skills of Tracy residents and provide opportunities for retail growth. The Specific Plan also includes the potential for a wide range of different housing types suitable for Tracy's workforce, including single-family and multi-family.

- **Objective LU-2.3.** Expand the City's industrial base.

    - **Policy P3**. Consistent with goals in the Economic Development Element, office-flex uses, or higher-quality space should be located in areas at entryways to the city such as in Tracy Gateway, Cordes Ranch, and the Tracy Hills Specific Plan area along I-205 and I-580.

Grounds for finding of consistency: The Specific Plan includes office-flex uses at the existing Corral Hollow Road Interchange and the planned Lammers Road Interchange along Interstate 580. The Specific Plan includes approximately 211 acres of Mixed Use Business Park Zoning District and approximately 102 acres of General Highway Commercial Zoning District within close proximity to Interstate 580. Both of these zoning districts allow office-flex uses.

- **Goal LU-4.** Neighborhood's that support Tracy's small-town character.

- **Objective LU-4.2.** Locate services and amenities within walking distance of neighborhoods.

    - **Policy P2.** Direct, pedestrian connections shall be created between residential areas and nearby commercial areas.

    - **Policy P3.** New neighborhoods shall be designed to incorporate neighborhood parks and other gathering spaces into developments.

Grounds for finding of consistency: Direct, pedestrian connections are planned between residential areas and nearby commercial areas. Approximately 50 acres of Mixed Use Business Park Zoning District are located in the eastern vicinity of Phase 1A, adjacent to Corral Hollow Road. The Project includes direct, pedestrian connections between this commercial area and the nearby residential areas. Future development phases will include similar direct, pedestrian connections between residential and commercial areas.

- **Goal LU-6.** Land development that mitigates its environmental, design and infrastructure impacts.

- **Objective LU-6.2.** Ensure land use patterns that minimize conflicts between transportation corridors and neighboring uses.

    - **Policy P1.** Uses that are compatible with the noise, air quality and traffic impacts associated with freeways, such as auto-oriented commercial and industrial uses, should be located near and along freeway corridors whenever possible.

    - **Policy P2.** Adequate environmental protection and mitigation shall be provided for uses that are less compatible with development near and along freeway corridors.

Grounds for finding of consistency: The Specific Plan Area is bisected by Interstate 580. Portions of the land adjacent to Interstate 580 are zoned for commercial uses, including at the existing Corral Hollow Road Interchange and the planned Lammers Road Interchange. The Tracy Hills Specific Plan Final Subsequent Environmental Impact Report identifies mitigation measures that are required for the Project to mitigate noise impacts (Mitigation Measure 4.11-3d) and air quality impacts (Mitigation Measure 4.3-4a) associated with Interstate 580 and sensitive land uses, such as residential.

- **Objective LU-6.3.** Ensure that development near the Tracy Municipal Airport is compatible with airport uses and conforms to safety requirements.

    - **Policy P1.** New development and expansion of existing development shall conform to the requirements of the zoning ordinance (as related to the Airport Overlay area) and the requirements of the San Joaquin County Airport Land Use Plan.

    - **Policy P2.** All development near the Tracy Municipal Airport shall file deed notices for real estate disclosure, or record aviation easements on properties with new development in compliance with the 2009 San Joaquin County Airport Land Use Compatibility Plan.

- **Policy P3.** Uses that are compatible with the noise, air quality and traffic impacts associated with airports, such as aviation-oriented commercial and industrial uses, should be located near the airport whenever possible.

Grounds for finding of consistency: The Tracy Municipal Airport is located to the east of the Specific Plan Area. A portion of the Specific Plan Area is located within the Tracy Municipal Airport's Area of Influence (AIA). Land uses within certain zones in the vicinity of the airport are regulated by the San Joaquin County Airport Land Use Commission (ALUC). The San Joaquin Council of Governments serves as the ALUC and has adopted the San Joaquin County Airport Land Use Commission Plan (ALUCP) in 2009. The area of the Specific Plan located along Corral Hollow Road directly south of the Delta Mendota Canal is designated by the Specific Plan as a Light Industrial Zoning District and lies in the Inner Approach/Departure Zone and Inner Turning Zone as specified in the 2009 ALUCP for the Tracy Municipal Airport. As stated in the Specific Plan, land uses in these zones are regulated by the ALUC and shall comply with the adopted ALUCP.

- **Goal LU-7.** A citizenry that is involved in the City's planning process.

- **Objective LU-7.1.** Provide opportunities for participation in the City's planning process.

  - **Policy P1.** The City shall provide opportunities for individuals, organizations and neighborhood associations to participate in the planning process.

Grounds for finding of consistency: The planning process for the Project included multiple opportunities for the public to provide input on the Project, including three public meetings/ study sessions with Planning Commission in 2015 regarding the Draft Specific Plan, two public hearings with Planning Commission in 2015 to receive comments on the Draft Subsequent Environmental Impact Report (EIR) and the Recirculated Draft Subsequent EIR, and two workshops with City Council in 2015 regarding the Project, in addition to public hearings with Planning Commission and City Council in 2016 to consider certification of the EIR and approval of the Project.

- **Areas of Special Consideration, 8. Tracy Hills Specific Plan Area**

  - 8a. The Tracy Hills Specific Plan area shall include a minimum of 180 and a maximum of 185 acres of land for open space. A community park may be located within the 180 to 185 acres of open space.

  - 8b. Interim or phased infrastructure that is consistent with existing City approvals shall be allowed within the Tracy Hills Specific Plan area.

Grounds for finding of consistency: The Specific Plan states that approximately 180 to 185 acres will be provided for a Tracy Hills Community / Open Space Park to the south of Interstate 580, and is conceptually shown on Figure 1-3, Land Use Concept, and Figure 2-4, Public Facilities Plan. The conceptual design of the 180 to 185 acres of open space, which will include a 30-acre community park, will occur with the first subdivision map south of Interstate 580. The Community / Open Space Park will be improved in phases with development of the Project south of Interstate 580.

Public infrastructure for the Project will be consistent with the approved Citywide Infrastructure Master Plans and the Tracy Hills Storm Drain Master Plan.

Community Character Element

- **Goal CC-1.** Superior design quality throughout Tracy.

- **Objective CC-1.1**. Preserve and enhance Tracy's unique character and "hometown feel" through high-quality urban design.

    - **Policy P1**. Preserving and enhancing hometown feel shall be the overriding design principle for the City of Tracy.

    - **Policy P2**. The City shall promote the development of urban green space, including amenities such as community squares, parks and plazas.

    - **Policy P3**. All new development and redevelopment shall 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 buildings to hold corners, entryways, focal points and landmarks.

Grounds for finding of consistency: The Specific Plan includes design guidelines that address such elements as high-quality urban design, human-scaled design, pedestrian-orientation, interconnectivity of street layout, siting buildings to hold corners, entryways, focal points and landmarks. The Specific Plan's residential design guidelines are intended to create neighborhoods that reflect the City's history and reinforce the sense of community. To achieve these goals, the Specific Plan's residential design guidelines address scale (i.e. massing and building form), architectural streetscape (in regards to windows, garages, building materials and colors), variation (in regards to differentiation between various plan types and elevations), and use of a variety of architectural styles that are consistent with Tracy's history. The Specific Plan's design guidelines for the Mixed Use Business Park Zoning District address site design (including pedestrian and vehicular circulation and parking), scale (regarding building massing and form), and architectural streetscape (regarding architectural style, building facades, entrances, and screening). The Specific Plan's landscape design guidelines address community theming and character, community monumentation, streetscape and trails, edge conditions, parks and landscape, lighting, and walls and fences. The Specific Plan also includes height limits established in each zoning district.

- **Goal CC-2.** A high level of connectivity within the City of Tracy.

- **Objective CC-2.1**. Maximize direct pedestrian, bicycle and vehicle connections in the city.

    - **Policy P1**. New development projects shall be designed on a traditional, modified or curvilinear grid within the City's arterial street network. Cul-de-sacs may be used within the grid so long as the objective of pedestrian and bicycle connectivity is achieved.

Grounds for finding of consistency: The Specific Plan provides for a comprehensive roadway system that includes streets, bikeways, and sidewalks designed to provide efficient travel within the community. The Specific Plan includes details for the Phase 1A area, which shows a modified or curvilinear grid pattern of streets with limited use of cul-de-sacs. The circulation network for Phase 1A is designed to create connectivity between uses, to reduce vehicle miles traveled, and to provide increased mobility options for pedestrians and bicycles. Prior to

development of any non-agricultural use in areas other than Phase 1A, the Specific Plan requires that a Specific Plan Amendment be processed, which will provide a similar level of detail as Phase 1A, including elements such as circulation and connectivity.

- **Goal CC-5.** Neighborhoods with a recognizable identity and structure.

- **Objective CC-5.1.** Design Neighborhoods around a Focal Point**.**

    - **Policy P1.** Every Neighborhood should have at least one Focal Point, which should be a park, school, plaza, clubhouse, recreation center, retail, open space or combination thereof.

    - **Policy P2.** Focal Points shall have ample public spaces that are accessible to all citizens.

    - **Policy P3.** Focal Points should be within ¼ mile from any point in the Neighborhood.

Grounds for finding of consistency: The Specific Plan includes conceptual details for three public parks, a school site, and an approximately 50-acre commercial area with potential for retail and consumer services (Mixed Use Business Park Zoning District) in the first phase of the Project (Phase 1A). These components will serve as the Focal Points for the Neighborhoods in Phase 1A. These Focal Points will be accessible by automobile and bicycle and within walking distance from residential areas. The parks are situated to provide a park within approximately ¼ mile distance from any point in the Neighborhood. Parks will be designed and improved by the developer in accordance with the Citywide Parks Master Plan, and will be accessible to all citizens. Prior to development of any non-agricultural use in areas other than Phase 1A, the Specific Plan requires that a Specific Plan Amendment be processed, which will provide a similar level of detail as Phase 1A for parks, schools, circulation, landscaping, and other amenities.

- **Goal CC-6.** “Hometown feel” in Neighborhoods.

- **Objective CC-6.1.** Enhance neighborhoods through high quality design.

    - **Policy P1.** There shall be a variety of architectural styles in each neighborhood and within each block of a neighborhood.

Grounds for finding of consistency: The Specific Plan’s residential design guidelines are intended to create neighborhoods that reflect the City’s history and reinforce the sense of community. To achieve these goals, the Specific Plan’s residential design guidelines address scale (i.e. massing and building form), architectural streetscape (in regards to windows, garages, building materials and colors), variation (in regards to differentiation between various plan types and elevations), and use of a variety of architectural styles that are consistent with Tracy’s history.

- **Goal CC-11.** Well-designed Employment Areas that are integrated with other parts of Tracy.

- **Objective CC-11.2.** Encourage attractive design in Employment Areas.

- **Policy P1.** Development in Employment Areas should adhere to high-quality design standards.

Grounds for finding of consistency: The Specific Plan's Mixed Use Business Park Zoning District is intended to create high quality architecture, walkable and pedestrian-friendly linkages, and development that is complementary to nearby residential neighborhoods. The Specific Plan's design guidelines for the Mixed Use Business Park Zoning District address site design (including pedestrian and vehicular circulation and parking), scale (regarding building massing and form), and architectural streetscape (regarding architectural style, building facades, entrances, and screening).

Economic Development Element

- **Goal ED-1.** A diversified and sustainable local economy.

- **Objective ED-1.1.** Attract emerging growth industries in order to increase employment opportunities for a wide range of skill levels and salaries to meet the current and future employment needs of residents.

  - **Policy P1.** The City shall target corporate headquarters, high-wage office uses and emerging, high-wage industries for attraction, including but not limited to industries within the North American Industry Standard Classification (NAISC) subcategories of manufacturing, health care, professional, scientific and technical, finance and insurance, and information technologies.

Grounds for finding of consistency: The Specific Plan includes approximately 211 acres of Mixed Use Business Park Zoning District and approximately 102 acres of General Highway Commercial Zoning, both of which permit office uses, as well as approximately 363 acres of Light Industrial Zoning District, which conditionally permits office uses. All of these areas could allow for corporate headquarters, high-wage office uses, and emerging high-wage industries, including health care, scientific and technical, finance and insurance, and information technologies. Light manufacturing is permitted in the Light Industrial Zoning District and conditionally permitted in the Mixed Use Business Park Zoning District. Therefore, the Specific Plan provides the potential for enhanced employment opportunities for a wide range of skill levels and salaries to meet the needs of the Tracy community.

- **Goal ED-6.** Healthy, key economic activity centers.

- **Objective ED-6.9.** Support mixed-use development in the Tracy Hills Specific Plan area.

  - **Policy P1.** Development of the portion of the Tracy Hills Specific Plan area designated for mixed-use, including commercial and light industrial development, is encouraged.

Grounds for finding of consistency: The Specific Plan includes approximately 211 acres of Mixed Use Business Park Zoning District, which permits a wide range of uses, including office and retail, as well as conditionally permitting multi-family housing and light manufacturing. The Mixed Use Business Park Zoning District is intended to be focused primarily on job-generating uses, such as administrative and corporate offices, while also including retail and consumer services, and opportunities for multi-family housing. Phase 1A includes approximately 50 acres of Mixed Used Business Park Zoning District.

Circulation Element

- **Goal CIR-1.** A roadway system that provides access and mobility for all of Tracy's residents and businesses while maintaining the quality of life in the community.

- **Objective CIR-1.2.** Provide a high level of street connectivity.

    - **Policy P2.** The City shall implement a connected street pattern with multiple route options for vehicles, bikes and pedestrians.

Grounds for finding of consistency: The Specific Plan provides for a comprehensive roadway system that includes streets, bikeways, and sidewalks designed to provide efficient travel within the community. The Specific Plan includes details for the Phase 1A area, which shows a modified or curvilinear grid pattern of streets with limited use of cul-de-sacs. The circulation network for Phase 1A is designed to create connectivity between uses, to reduce vehicle miles traveled, and to provide increased mobility options for pedestrians and bicycles. Prior to development of any non-agricultural use in areas other than Phase 1A, the Specific Plan requires that a Specific Plan Amendment be processed, which will provide a similar level of detail as Phase 1A, including elements such as circulation and connectivity.

Open Space Element

- **Goal OSC-4.** Provision of parks, open space, and recreation facilities and services that maintain and improve the quality of life for Tracy residents.

- **Objective OSC-4.1.** Provide and maintain a diversity of parks and recreational facilities in the City of Tracy.

    - **Policy P2.** The City shall provide a diversity of passive and active recreational amenities that are geographically distributed throughout the City.

Grounds for finding of consistency: Active and passive park and recreational facilities will be provided within the Specific Plan area in a variety of forms. Conceptual park site locations are shown on Figure 1-3, Land Use Concept, and Figure 2-4, Public Facilities Plan for the entire Specific Plan area. The Specific Plan includes conceptual details for three parks and a school site in the first phase of the Project (Phase 1A), which will be accessible by automobile and bicycle and within walking distance from residential areas. Approximately 180 to 185 acres will be provided for a Tracy Hills Community / Open Space Park to the south of Interstate 580. The conceptual design of the 180 to 185 acres of open space, which will include a 30-acre community park, will occur with the first subdivision map south of Interstate 580. Community and neighborhood park design shall comply with the City of Tracy Parks Master Plan with final design approved by the City.

Public Facilities and Services Element

- **Goal PF-1.** Minimal loss of life and property from fires, medical emergencies and other types of emergencies.

- **Objective PF-1.1.** Strive to continuously improve the performance and efficiency of fire protection services.

    - **Policy P1.** The City shall provide fire and emergency response facilities and personnel necessary to meet residential and employment growth in the city.

    - **Policy P2.** The City shall ensure that new development pays a fair and equitable amount to offset the costs for fire facilities by collecting a Public Buildings impact fee, or by requiring developers to build new facilities.

- **Objective PF-1.2.** Promote coordination between land use planning and fire protection.

    - **Policy P4.** Fire stations shall be constructed in new development areas in order to meet the Fire Department's adopted response time requirements.

Grounds for finding of consistency: The developer will be paying the Public Buildings impact fee and the Public Safety Master Plan fees. The Development Agreement requires that the developer prepay a portion of the Public Safety Master Plan fees, in order to facilitate the necessary construction of a new fire station in the first phase of the Project. Additionally, the developer is required to form a Community Facilities District at a rate necessary to fund Police, Fire, and Public Works services to the project.

- **Goal PF-2.** A safe environment in Tracy through the enforcement of law.

- **Objective PF-2.1.** Plan for on-going management and development of law enforcement services.

    - **Policy P2.** The City shall ensure that new development pays a fair and equitable amount to offset the capital costs for police service and expansion by collecting a public facilities impact fee.

Grounds for finding of consistency: The developer will be paying the Public Buildings impact fee and the Public Safety Master Plan fees. The Development Agreement requires that the developer prepay portions of the Public Safety Master Plan fees, in order to fund necessary police vehicles and officer equipment. Additionally, the developer is required to form a Community Facilities District at a rate necessary to fund Police, Fire, and Public Works services to the project.

RESOLUTION 2016-_____

APPROVING A LARGE-LOT VESTING TENTATIVE SUBDIVISION MAP FOR TRACY HILLS PHASE 1A TO CREATE 25 LOTS AND 55 PARCELS OF VARIOUS SIZES ON APPROXIMATELY 417.6 ACRES LOCATED WEST OF CORRAL HOLLOW ROAD, SOUTH OF THE CALIFORNIA AQUEDUCT, NORTH OF INTERSTATE 580, AND EAST OF THE FUTURE LAMMERS ROAD INTERCHANGE, APPLICATION NUMBER TSM16-0001

WHEREAS, The Tracy Hills Specific Plan was approved in 1998, and

WHEREAS, On May 10, 2013, The Tracy Hills Project Owner, LLC submitted applications for a General Plan Amendment and a comprehensive update to the Tracy Hills Specific Plan, and

WHEREAS, As part of the Tracy Hills Project applications, The Tracy Hills Project Owner, LLC proposed a large-lot Vesting Tentative Subdivision Map for Tracy Hills Phase 1A to create 25 lots and 55 parcels of various sizes on approximately 417.6 acres located west of Corral Hollow Road, south of the California Aqueduct, north of Interstate 580, and east of the future Lammers Road Interchange, Application Number TSM16-0001, and

WHEREAS, The proposed large-lot Vesting Tentative Subdivision Map is for the purpose of allowing the Tracy Hills Project Owner, LLC to finance public improvements required to serve the development, and is not intended to allow development on the property without the subsequent approval of a separate and additional Tentative Subdivision Map and associated Final Map consistent with the Tracy Hills Specific Plan, and

WHEREAS, On April 5, 2016, the City Council certified the Tracy Hills Specific Plan Final Subsequent Environmental Impact Report ("Final SEIR") (Resolution 2016-_____) for the Tracy Hills Project applications, including the large-lot Vesting Tentative Subdivision Map for Tracy Hills Phase 1A, and

WHEREAS, On April 5, 2016, the City Council approved a General Plan Amendment for the Tracy Hills project and a comprehensive update to the Tracy Hills Specific Plan (Resolution 2016-_____), and

WHEREAS, The proposed large-lot Vesting Tentative Subdivision Map for Tracy Hills Phase 1A is consistent with the General Plan and the Tracy Hills Specific Plan, as amended, and Tracy Municipal Code, Title 12, and

WHEREAS, The site is physically suitable for this type of development, and

WHEREAS, The site is physically suitable for the proposed density of development, and

WHEREAS, The design of the subdivision or the proposed improvements will not cause substantial environmental damage or substantially and avoidably injure fish or wildlife or their habitat, and

WHEREAS, The design of the subdivision or the type of improvements will not conflict with easements, acquired by the public at large, for access through or use of, property within the proposed subdivision, and

WHEREAS, The project complies with all other applicable ordinances, regulations and guidelines of the City, including but not limited to, the local floodplain ordinance. The subject property is not located within any floodplain and the project, with conditions, will meet all applicable City design and improvement standards, and

WHEREAS, All public facilities necessary to serve the subdivision or mitigate any impacts created by the subdivision will be constructed or assured before approval of a final map or issuance of a building or grading permit, and

WHEREAS, The Planning Commission considered this matter at a duly noticed public hearing held on March 2, 2016 and recommended that the City Council approve the large-lot Vesting Tentative Subdivision Map for Tracy Hills Phase 1A, and

WHEREAS, The Planning Commission considered the housing needs of the region and balanced those needs against the public service needs of its residents and available fiscal and environmental resources in accordance with Government Code Section 66412.3, and

WHEREAS, The City Council considered this matter at a duly noticed public hearing held on April 5, 2016;

NOW, THEREFORE BE IT RESOLVED as follows:

1. Recitals. The foregoing recitals are true and correct and are incorporated herein as findings.

2. Compliance with CEQA. The Tracy Hills Final Subsequent Environmental Impact Report ("Final SEIR") (State Clearinghouse No. 2013102053), certified by City Council Resolution 2016-_____, and incorporated herein by this reference, was prepared in compliance with the requirements of the California Environmental Quality Act ("CEQA") and is adequate to support the City Council's approval of the application for large-lot Vesting Tentative Subdivision Map for Tracy Hills Phase 1A.

3. Approval of a large-lot Vesting Tentative Subdivision Map for Tracy Hills Phase 1A. The City Council hereby approves a large-lot Vesting Tentative Subdivision Map for Tracy Hills Phase 1A, to create 25 lots and 55 parcels of various sizes on approximately 417.6 acres located west of Corral Hollow Road, south of the California Aqueduct, north of Interstate 580, and east of the future Lammers Road Interchange, Application Number TSM16-0001, subject to the conditions stated in Exhibit "1" attached and made part hereof.

4. Effective Date. This resolution shall be effective immediately.

The foregoing Resolution 2016-_____ was passed and adopted by the City Council of the City of Tracy on the 5th day of April 2016, by the following vote:

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

_____
MAYOR

ATTEST:

_____
CITY CLERK

Conditions of Approval for Tracy Hills Phase 1A
Large-Lot Vesting Tentative Subdivision Map
Application Number TSM16-0001
April 5, 2016

Project: These Conditions of Approval shall apply to the large-lot Vesting Tentative Subdivision Map for Tracy Hills Phase 1A, Application Number TSM16-0001, including approximately 25 lots and 55 parcels of various sizes.

Property: The property consists of approximately 417.6 acres located in the Tracy Hills Specific Plan Area, west of Corral Hollow Road, south of the California Aqueduct, and north of Interstate 580, Application Number TSM16-0001.

A. Definitions; Abbreviations.

The definitions in the City's zoning regulations (Tracy Municipal Code, Title 10, Chapter 10.08) and subdivision ordinance (Tracy Municipal Code, Title 12, Chapter 12.08) apply, and in addition:

1. "Applicant" means any person, or other legal entity, defined as a "Subdivider" by Section 12.08.010 of the City of Tracy Municipal Code.

2. "Development Services Director" means the Development Services Director of the City of Tracy, or any other person designated by the City Manager or the Development Services Director, to perform the duties set forth here. (The Development Services Director is also referred to in the Tracy Municipal Code as the Development and Engineering Services Director.)

3. "City Regulations" means all written laws, rules, and policies established by the City, including those set forth in the City of Tracy General Plan, the Tracy Hills Specific Plan, the Tracy Municipal Code, ordinances, resolutions, written policies, written procedures, and the City's Design Documents (including the Standard Plans, Standard Specifications, Design Standards, and relevant Public Facility Master Plans).

4. "Conditions of Approval" or "Conditions" means these conditions of approval.

The following abbreviations may be used in these Conditions:

EIR	Environmental Impact Report	PI&RA	Park Improvement and Reimbursement Agreement
DIA	Deferred Improvement Agreement	PUE	Public Utility Easement
OIA	Offsite Improvement Agreement	TMC	Tracy Municipal Code

B. **Planning Division Conditions of Approval**

1. Compliance with laws. The Subdivider shall comply with all laws (federal, state, and local) related to the development of real property within the Project boundaries, including, but not limited to: the Planning and Zoning Law (Government Code sections 65000, et seq.), the Subdivision Map Act (Government Code sections 66410, et seq.), the California Environmental Quality Act (Public Resources Code sections 21000, et seq., "CEQA"), and the Guidelines for the California Environmental Quality Act (California Administrative Code, title 14, sections 15000, et seq., "CEQA Guidelines").

2. City Regulations. Unless specifically modified by these Conditions of Approval, the Subdivider shall comply with all City Regulations.

3. Notice of protest period. Pursuant to Government Code Section 66020, including Section 66020 (d)(1), the City HEREBY NOTIFIES the Subdivider that the 90-day approval period (in which the Subdivider may protest the imposition of any fees, dedications, reservations, or other exactions that are within the purview of the Mitigation Fee Act [Government Code section 66000 et seq.] ("Exactions") and imposed on this Project by these Conditions of Approval) shall begin on the date of the conditional approval of this Project. If the Subdivider fails to file a protest of the Exactions complying with all of the requirements of Government Code Section 66020 within this 90-day period, the Subdivider will be legally barred from later challenging any of the Exactions. The terms of this paragraph shall not affect any other deadlines or statutes of limitations set forth in the Mitigation Fee Act or other applicable law, or constitute a waiver of any affirmative defenses available to the City.

4. Conformance with Vesting Tentative Subdivision Map. All Final Maps shall be in substantial conformance with the approved Vesting Tentative Subdivision Map (Application Number TSM16-0001), which was date stamped as received by the Development Services Department on January 20, 2016, and approved by the City Council on April 5, 2016, unless modified by these Conditions.

5. Large-Lot Subdivision for Non-Development Purposes. This large-lot subdivision is for the purpose of allowing the Tracy Hills Project Owner, LLC to finance public improvements required to serve the development, and is not intended by the Applicant or by the City to allow development on the property without the subsequent approval of a separate and additional Tentative Subdivision Map (Application Number TSM13-0005) and corresponding Final Map(s) that are consistent with the Tracy Hills Specific Plan. This separate and subsequent Tentative Subdivision Map (Application Number TSM13-0005) and the corresponding Final Map(s) must be approved prior to development occurring on the site. The Subdivider shall include a Deed Notice on each Final Map approved for this large-lot subdivision that discloses this condition.

DRAFT

6. Access Easements. With the approval of each Final Map, the Subdivider shall record an access easement between the public right-of-way and each parcel, to the satisfaction of the Development Services Director. The access easement shall have a minimum width of 20 feet and grant continuous access to and from the public right-of-way.

C. Engineering Division Conditions of Approval

C.1. General Conditions

C.1.1 City of Tracy will not accept any dedications shown on this Large Lot Vesting Tentative Subdivision Map (Application No. TSM16-0001) (hereafter, the "Tentative Subdivision Map") until all improvements are completed, and all requirements as identified in the Conditions of Approval for Tracy Hills Phase 1A Small Lot Vesting Tentative Subdivision Map, Application Number TSM 13-005 ("Vesting Tentative Map TSM 13-005") are complied with to the satisfaction of the Development Services Director.

C.2. Final Map

The City will not approve any Final Map submitted for this Tentative Subdivision Map (each such submission a "Final Map" for purposes of these Conditions of Approval) until the Subdivider demonstrates, to the satisfaction of the City Engineer, that all the requirements set forth in these Conditions of Approval are completed, including, but not limited to the following:

C.2.1 Subdivider has submitted one reproducible (mylar) copy of the approved Tentative Subdivision Map after Subdivider's receipt of a notification of approval of the Tentative Subdivision Map. The signature of the owner of the Property on the Tentative Subdivision Map means consent to the preparation of the Tentative Subdivision Map and the proposed subdivision of the Property as shown in the Tentative Subdivision Map.

C.2.2 Each Final Map is prepared in accordance with the applicable requirements of the Tracy Municipal Code, these Conditions of Approval, and in substantial conformance with the Tentative Subdivision Map.

C.2.3 Each Final Map includes and shows offer(s) of dedication of all right(s)-of-way and/or temporary or permanent easement(s) in accordance with City Regulations and these Conditions.

C.2.4 Horizontal and vertical control for the Project shall be based upon the City of Tracy coordinate system and at least three 2nd order Class 1 control points establishing the "Basis of Bearing" and shown as such on the Final Map. The Final Map shall also identify surveyed ties from two of the horizontal control points to a minimum of two separate points adjacent to or within the Property described by the Final Map.

DRAFT

C.2.5 Final Map Phasing Plan and Deferred Improvement Agreement- Prior to Subdivider's submittal to the City of the first Final Map for City approval, Subdivider shall submit for the City Engineer's review and reasonable approval a phasing plan for the submittal of all Final Maps to be filed for the Tentative Subdivision Map. The phasing plan may be subject to subsequent modifications based on market conditions, the rate of development, and Subdivider's disposition of the parcels created by the Final Maps. Prior to the City's approval of the first Final Map, the Subdivider shall execute a Deferred Improvement Agreement, in substantial conformance with the City's standard form agreement, by which the Subdivider agrees to complete construction of public facilities within the right-of-way for Corral Hollow Road and Spine Road, which are required by the conditions of approval for the Small Lot Vesting Tentative Map TSM 13-005, unless such improvements are addressed in other executed agreements with the City. All such Deferred Improvement Agreements shall identify timing requirements for construction of all public facilities, in conformance with the phasing plan submitted by the Subdivider and approved by the City Engineer.

C.2.6 Subdivider has paid engineering review fees including Final Map review, agreement processing, and all other applicable fees as required by City Regulations.

C.3 Grading Permit

The City will not accept a grading permit application for the property that is the subject of this Tentative Subdivision Map as complete until the Subdivider has provided all relevant documents related to the grading permit required by the applicable City Regulations and these Conditions of Approval, to the satisfaction of the City Engineer.

DRAFT

RESOLUTION 2016-_____

APPROVING A SMALL-LOT VESTING TENTATIVE SUBDIVISION MAP FOR TRACY HILLS PHASE 1A TO CREATE 1,160 SINGLE-FAMILY RESIDENTIAL LOTS AND VARIOUS OTHER PARCELS ON APPROXIMATELY 417.6 ACRES LOCATED WEST OF CORRAL HOLLOW ROAD, SOUTH OF THE CALIFORNIA AQUEDUCT, NORTH OF INTERSTATE 580, AND EAST OF THE FUTURE LAMMERS ROAD INTERCHANGE, APPLICATION NUMBER TSM13-0005

WHEREAS, The Tracy Hills Specific Plan was approved and annexed to the City in 1998, and

WHEREAS, On May 10, 2013, The Tracy Hills Project Owner, LLC submitted applications for a General Plan Amendment and a comprehensive update to the Tracy Hills Specific Plan, and

WHEREAS, As part of the Tracy Hills Project applications, The Tracy Hills Project Owner, LLC proposed a small-lot Vesting Tentative Subdivision Map for Tracy Hills Phase 1A to create 1,160 single-family residential lots and various other parcels on approximately 417.6 acres located west of Corral Hollow Road, south of the California Aqueduct, north of Interstate 580, and east of the future Lammers Road Interchange, Application Number TSM13-0005, and

WHEREAS, On April 5, 2016, the City Council certified the Tracy Hills Specific Plan Final Subsequent Environmental Impact Report ("Final SEIR") (Resolution 2016-_____) for the Tracy Hills Project applications, including the small-lot Vesting Tentative Subdivision Map for Tracy Hills Phase 1A, and

WHEREAS, On April 5, 2016, the City Council approved a General Plan Amendment for the Tracy Hills project and a comprehensive update to the Tracy Hills Specific Plan (Resolution 2016-_____), and

WHEREAS, The proposed Vesting Tentative Subdivision Map is consistent with the General Plan and the Tracy Hills Specific Plan, as amended, including but not limited to General Plan Policy P10 (under Objective N-1.1 of the Noise Element, page 9-18), providing for application of the noise exposure limits to certain types of land uses in the Conditionally Acceptable range where necessary or appropriate to balance competing General Plan policies. In making this determination, the City Council has taken into account the effect of feasible noise reduction measures on the anticipated noise levels at the location of the affected uses, and the project's conformance with other General Plan goals, objectives and policies, and

WHEREAS, The proposed Vesting Tentative Subdivision Map is consistent with the Tracy Municipal Code, Title 12, Subdivisions, and

WHEREAS, The site is physically suitable for the type of development and will be developed in accordance with City standards, and

WHEREAS, The site is physically suitable for the proposed density of development. The proposed density of 3.7 dwelling units per gross acre for the residential portion of the site is consistent with the General Plan, Residential Low designation, which provides for a density

range of 2.1 to 5.8 dwelling units per acre. Traffic circulation is designed in accordance with City standards for the proposed density to ensure adequate traffic service levels are met, and

WHEREAS, The design of the subdivision or the proposed improvements will not cause substantial environmental damage or substantially and avoidably injure fish or wildlife or their habitat, and

WHEREAS, The design of the subdivision or the type of improvements will not conflict with easements, acquired by the public at large, for access through or use of, property within the proposed subdivision, and

WHEREAS, The project complies with all other applicable ordinances, regulations and guidelines of the City, including but not limited to, the local floodplain ordinance. The subject property is not located within any floodplain and the project, with conditions, will meet all applicable City design and improvement standards, and

WHEREAS, All public facilities necessary to serve the subdivision or mitigate any impacts created by the subdivision will be constructed or assured before approval of a final map or issuance of a building or grading permit, and

WHEREAS, The Planning Commission considered this matter at a duly noticed public hearing held on March 2, 2016 and recommended that the City Council approve the small-lot Vesting Tentative Subdivision Map for Tracy Hills Phase 1A, and

WHEREAS, The Planning Commission considered the housing needs of the region and balanced those needs against the public service needs of its residents and available fiscal and environmental resources in accordance with Government Code Section 66412.3,and

WHEREAS, The City Council considered this matter at a duly noticed public hearing held on April 5, 2016;

NOW, THEREFORE BE IT RESOLVED as follows:

1. Recitals. The foregoing recitals are true and correct and are incorporated herein as findings.

2. Compliance with CEQA. The Tracy Hills Specific Plan Final Subsequent Environmental Impact Report ("Final SEIR") (State Clearinghouse No. 2013102053), certified by City Council Resolution 2016-_____, and incorporated herein by this reference, was prepared in compliance with the requirements of the California Environmental Quality Act ("CEQA") and is adequate to support the City Council's approval of the application for small-lot Vesting Tentative Subdivision Map for Tracy Hills Phase 1A.

3. Approval of a small-lot Vesting Tentative Subdivision Map for Tracy Hills Phase 1A. The City Council hereby approves a small-lot Vesting Tentative Subdivision Map for Tracy Hills Phase 1A, consisting of 1,160 single-family residential lots and various other parcels on approximately 417.6 acres, located west of Corral Hollow Road, south of the California Aqueduct, north of Interstate 580, and east of the future Lammers Road Interchange, Application Number TSM13-0005, subject to the conditions stated in Exhibit "1" attached and made part hereof.

4. Effective Date. This resolution shall be effective immediately.

The foregoing Resolution 2016-_____ was passed and adopted by the City Council of the City of Tracy on the 5th day of April 2016, by the following vote:

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

_____
MAYOR

ATTEST:

_____
CITY CLERK

Conditions of Approval for Tracy Hills Phase 1A Small-Lot Vesting Tentative Subdivision Map Application Number TSM13-0005 April 5, 2016

Project: These Conditions of Approval shall apply to the small-lot Vesting Tentative Subdivision Map for Tracy Hills Phase 1A, Application Number TSM13-0005, including approximately 1,160 single-family residential lots, three park sites, a school site, and approximately 50 acres of commercial property.

Property: The property consists of approximately 417.6 acres located in the Tracy Hills Specific Plan Area, west of Corral Hollow Road, south of the California Aqueduct, and north of Interstate 580, Application Number TSM13-0005.

Community Facilities Districts: Certain conditions of approval herein involve the establishment of one or more Community Facilities Districts (CFDs) to implement the Project. The imposition of conditions requiring or involving the establishment of CFDs on the Property shall not limit the City from establishing additional CFDs over the Property, subject to an affirmative vote of the Property owner(s).

A. Definitions; Abbreviations.

The definitions in the City's zoning regulations (Tracy Municipal Code, Title 10, Chapter 10.08) and subdivision ordinance (Tracy Municipal Code, Title 12, Chapter 12.08) apply, and in addition:

1. "Applicant" means any person, or other legal entity, defined as a "Subdivider" by Section 12.08.010 of the City of Tracy Municipal Code.

2. "Development Services Director" means the Development Services Director of the City of Tracy, or any other person designated by the City Manager or the Development Services Director, to perform the duties set forth here. (The Development Services Director is also referred to in the Tracy Municipal Code as the Development and Engineering Services Director.)

3. "City Regulations" means all written laws, rules, and policies established by the City, including those set forth in the City of Tracy General Plan, the Tracy Hills Specific Plan, the Tracy Municipal Code, ordinances, resolutions, written policies, written procedures, and the City's Design Documents (including the Standard Plans, Standard Specifications, Design Standards, and relevant Public Facility Master Plans).

4. "Conditions of Approval" or "Conditions" means these conditions of approval.

The following abbreviations may be used in these Conditions:

EIR	Environmental Impact Report	PI&RA	Park Improvement and Reimbursement Agreement
DIA	Deferred Improvement Agreement	PUE	Public Utility Easement
OIA	Offsite Improvement Agreement	TMC	Tracy Municipal Code

B. **Planning Division Conditions of Approval**

1. Compliance with laws. The Subdivider shall comply with all laws (federal, state, and local) related to the development of real property within the Project boundaries, including, but not limited to: the Planning and Zoning Law (Government Code sections 65000, et seq.), the Subdivision Map Act (Government Code sections 66410, et seq.), the California Environmental Quality Act (Public Resources Code sections 21000, et seq., "CEQA"), and the Guidelines for the California Environmental Quality Act (California Administrative Code, title 14, sections 15000, et seq., "CEQA Guidelines").

2. City Regulations. Unless specifically modified by these Conditions of Approval, the Subdivider shall comply with all City Regulations.

3. Mitigation Measures. The Subdivider shall comply with all mitigation measures in the Final Subsequent Environmental Impact Report (EIR) for the Tracy Hills Specific Plan Project (State Clearinghouse No. 2013102053), which was certified by the City Council on April 5, 2016.

4. Notice of protest period. Pursuant to Government Code Section 66020, including Section 66020 (d)(1), the City HEREBY NOTIFIES the Subdivider that the 90-day approval period (in which the Subdivider may protest the imposition of any fees, dedications, reservations, or other exactions that are within the purview of the Mitigation Fee Act [Government Code section 66000 et seq.] ("Exactions") and imposed on this Project by these Conditions of Approval) shall begin on the date of the conditional approval of this Project. If the Subdivider fails to file a protest of the Exactions complying with all of the requirements of Government Code Section 66020 within this 90-day period, the Subdivider will be legally barred from later challenging any of the Exactions. The terms of this paragraph shall not affect any other deadlines or statutes of limitations set forth in the Mitigation Fee Act or other applicable law, or constitute a waiver of any affirmative defenses available to the City.

5. Conformance with Vesting Tentative Subdivision Map. All Final Maps shall be in substantial conformance with the approved Vesting Tentative Subdivision Map (Application Number TSM13-0005), which was date stamped as received by the Development Services Department on February

24, 2016, and approved by the City Council on April 5, 2016, unless modified by these Conditions.

6. Maintenance for Project Public Landscaping. Before approval of the first Final Map, the Subdivider shall assure that there will be sufficient funding for the ongoing costs related to public landscaping maintenance. Subdivider shall prepare public landscaping improvement plans and a public landscaping budget analysis (to be reviewed and approved by the City Public Works Director) to establish the scope of and cost estimates for public landscaping maintenance.

As used in these Conditions of Approval:

"Public landscaping maintenance costs" include but are not limited to all costs associated with the maintenance, operation, repair and replacement of public landscaping included in the Project. Labor costs shall be based upon and be paid at "prevailing wages," as that term is used in Section 1771 of the California Labor Code.

"Public landscaping" includes but is not limited to the following public areas and public improvements within or adjacent to the Project: public walls, special public amenities, ground cover, turf, shrubs, trees, irrigation systems, drainage and electrical systems, masonry walls or other fencing, entryway monuments or other ornamental structures, furniture, recreation equipment, hardscape and any associated appurtenances within medians, parkways, dedicated easements, channel-ways, public parks and public open space areas. It does not include public streets and street sweeping, but may include street lights.

Before approval of the first Final Map, Subdivider shall enter into an agreement with the City, which shall be recorded against the entire Phase 1A property, which adopts and implements one or more of the following three options (a., b. or c.), subject to the approval of the Administrative Services Director:

a. CFD or other funding mechanism. Before final inspection or occupancy of the first dwelling (except for up to fifteen model homes), the Subdivider shall, at its expense, form a Community Facilities District (CFD) or establish another lawful funding mechanism that is reasonably acceptable to the City for the entire Project area for funding or performing the on-going maintenance of public landscaping. Formation of the CFD shall include, but not be limited to, affirmative votes and the recordation of a Notice of Special Tax Lien. Upon successful formation, the Property will be subject to the maximum special tax rates as outlined in the Rate and Method of Apportionment. If funds are needed to pay for such public landscaping maintenance costs before collection of the first Special Services Tax (the "deficit"), then before final inspection or occupancy of the first dwelling (except for up to fifteen model homes), the Subdivider shall deposit to the CFD (by submittal to the City's Administrative Services Director) the amount of the deficit;

Or

b. HOA and dormant CFD. If the HOA is the chosen funding mechanism, the Subdivider must do the following:

(1) Form a Homeowner's Association (HOA) or other maintenance association, with CC&Rs reasonably acceptable to the City, to assume the obligation for the on-going maintenance of all public landscaping areas within the entire tentative subdivision map area;

(2) Cause the HOA to enter into an agreement with the City, in a form to be approved by the City and to be recorded concurrently with the first Final Map, setting forth, among other things, the required maintenance obligations, the standards of maintenance, and all other associated obligation(s) to ensure the long-term maintenance by the HOA of all public landscape areas within the entire tentative subdivision map area;

(3) For each Final Map, make and submit to the City, in a form reasonably acceptable to the City, an irrevocable offer of dedication of all public landscape areas within the Final Map area;

(4) Before final inspection or occupancy of the first dwelling (except for up to fifteen model homes), annex into a CFD in a "dormant" capacity, to be triggered if the HOA fails (as determined by the City in its sole and exclusive discretion) to perform the required level of public landscape maintenance. The dormant tax or assessment shall be disclosed to all homebuyers and non-residential property owners, even during the dormant period.

Or

c. Direct funding. Before final inspection or occupancy of the first dwelling (except for up to fifteen model homes), the Subdivider shall deposit with the City an amount necessary, as reasonably determined by the City, to fund in perpetuity the full costs of public landscaping maintenance as identified by the approved landscaping budget analysis.

7. Maintenance for Public Landscaping for Major Program Roadways. Before approval of the first Final Map, the Subdivider shall assure that there will be sufficient funding to pay the Subdivider's proportionate share of the ongoing public landscaping maintenance costs associated with major program roadways, by entering into an agreement with the City, which shall be recorded against the entire Phase 1A property, which adopts and implements one of the following two options (a. or b.), subject to the approval of the Administrative Services Director:

a. CFD. Before final inspection or occupancy of the first dwelling (except for up to fifteen model homes), Subdivider shall, at its sole expense, form a Community Facilities District (CFD) for the entire Project area, for funding the Subdivider's proportionate share of the ongoing public landscaping maintenance costs associated with major program roadways identified in the Citywide Roadway and Transportation Master Plan. Formation of the CFD shall include, but not be limited to, affirmative votes and the recordation of a Notice of Special Tax Lien. Upon successful formation, the Property will be subject to the maximum special tax rates as outlined in the Rate and Method of Apportionment. If funds are needed to pay for such public landscaping maintenance costs before collection of the first Special Services Tax (the "deficit"), then before final inspection or occupancy of the first dwelling (except for up to fifteen model homes), the Subdivider shall deposit to the CFD (by submittal to the City's Administrative Services Director) the amount of the deficit;

Or

b. Direct Funding. Before final inspection or occupancy of the first dwelling (except for up to fifteen model homes), the Subdivider shall deposit with the City an amount necessary, as reasonably determined by the City, to fund in perpetuity the full costs of funding the Subdivider's proportionate share of the ongoing public landscaping maintenance costs associated with major program roadways identified in the Citywide Roadway and Transportation Master Plan.

8. Land-Locked Parcels. No land-locked parcels shall result from this Vesting Tentative Subdivision Map, including but not limited to the parcels known as the Integral parcel (formerly the Ferry parcel) and the Sellick parcel.

a. With the approval of a Final Map that includes any lot or parcel adjacent to the Integral parcel (Assessor's Parcel Number 253-020-08, formerly the Ferry parcel), the Subdivider shall record an access easement between the public right-of-way and the Integral parcel, as shown on the Vesting Tentative Subdivision Map, to the satisfaction of the Development Services Director. The access easement shall have a minimum width of 20 feet and shall grant continuous access to and from the public right-of-way, across the Subdivider's property, for the benefit of the owner of the Integral parcel.

b. With the approval of a Final Map that includes any lot or parcel adjacent to the Sellick parcel (Assessor's Parcel Number 253-020-10), the Subdivider shall record an access easement between the public right-of-way and the Sellick parcel, as shown on the Vesting Tentative Subdivision Map, to the satisfaction of the Development Services Director. The access easement shall have a minimum width of 20 feet and shall grant continuous access to and from the public

right-of-way, across the Subdivider's property, for the benefit of the owner of the Sellick parcel.

9. Parks. Before approval of the first Final Map, the Subdivider shall enter into an agreement with the City, which shall be recorded against the property, which stipulates the following:

   a. Within one year following final inspection or occupancy of the first dwelling (except for up to fifteen model homes), the first neighborhood park shall be completed and accepted by the City. If the first neighborhood park is not completed and accepted by the City within one year following final inspection or occupancy of the first dwelling, no further building permits shall be issued until the first neighborhood park is completed and accepted by the City; and

   b. Before final inspection or occupancy of the 750th dwelling, the second neighborhood park shall be completed and accepted by the City; and

   c. Before final inspection or occupancy of the 1,000th dwelling, the third neighborhood park shall be completed and accepted by the City.

10. Conservation Easement. Before approval of the first Final Map, the Subdivider shall enter into an agreement with the City, which shall be recorded against the property, which stipulates that before issuance of a building permit for the structure containing the 500th dwelling unit, the Subdivider shall plant trees in the 100-foot wide conservation easement adjacent to Interstate 580 and the Project, as described and depicted in Section 3.4.7 of the Tracy Hills Specific Plan (pages 3-49 to 3-54), to the satisfaction of the Development Services Director.

11. Community Gateway Icon. Before approval of the first Final Map, the Subdivider shall enter into an agreement with the City, which shall be recorded against the property, which stipulates that before issuance of a building permit for the structure containing the 500th dwelling unit, the Subdivider shall construct the Community Gateway Icon, which is conceptually described and depicted in Section 3.4.5 of the Tracy Hills Specific Plan (page 3-34), to the satisfaction of the Development Services Director, based on substantial conformance with the Development Review approval by City Council. The Community Gateway Icon shall be located on a privately-owned parcel and be privately maintained. Prior to issuance of a building permit for the Community Gateway Icon, the Community Gateway Icon shall be subject to Development Review approval by City Council, as specified in Section 5.1.2 of the Tracy Hills Specific Plan (page 5-1).

12. Schools. Before issuance of a building permit for each new dwelling, the Subdivider shall document compliance with all applicable school mitigation requirements and provide to the City a certificate of compliance for such requirements from the Jefferson School District and Tracy Unified School District.

13. Public Services. Before approval of the first Final Map, the Subdivider shall do one of the following, subject to the approval of the Administrative Services Director:

    a. CFD or other funding mechanism. The Subdivider shall enter into an agreement with the City, which shall be recorded against the Property, which stipulates that prior to issuance of a building permit (except for up to fifteen model homes), the Subdivider will form a Community Facilities District (CFD) or establish another lawful funding mechanism that is reasonably acceptable to the City for funding the on-going operational costs of providing Police services, Fire services, Public Works and other City services within the Project area. Formation of the CFD shall include, but not be limited to, affirmative votes and the recordation of a Notice of Special Tax Lien. Upon successful formation, the parcels will be subject to the maximum special tax rates as outlined in the Rate and Method of Apportionment which, at the time of formation of the CFD, shall not exceed $325 per unit per month; provided, however, that the City reserves the right to provide for escalation of the maximum special tax rate to a commercially reasonable rate determined by the City.

    Or

    b. Direct funding. The Subdivider shall enter into an agreement with the City, which shall be recorded against the property, which stipulates that prior to issuance of a building permit (except for up to fifteen model homes), the Subdivider will fund a fiscal impact study to be conducted and approved by the City to determine the long term on-going operational costs of providing Police services, Fire services, Public Works and other City services within the Project area, and deposit with the City an amount necessary, as reasonably determined by the City, to fund the full costs of funding the provision of Police services, Fire services, Public Works and other City services within the Project area in perpetuity as identified by the approved study.

14. Utilities in Roundabouts. All three roundabouts shown on the approved Vesting Tentative Subdivision Map for Tracy Hills Phase 1A shall be designed and constructed in such a manner that no utility lines intersect a 30-foot radius from the center of each roundabout in order to allow sufficient space for the planting and mature growth of the oak trees (three per roundabout), which are conceptually depicted in the Tracy Hills Specific Plan. The Subdivider shall submit Improvement Plans that demonstrate compliance with this condition, to the satisfaction of the Development Services Director.

15. Building and Fire. Before approval of the first Final Map, the Subdivider shall enter into an agreement with the City, which shall be recorded against the Property, which stipulates the following, to the satisfaction of the Chief Building & Fire Code Official:

a. Before issuance of any building permits, the Subdivider shall provide Fire Department access to the Property in compliance with all provisions of Section 503 of the California Fire Code, to the satisfaction of the Chief Building & Fire Code Official.

b. Before issuance of any building permits (except for up to fifteen model homes), the Subdivider shall provide a fire protection water supply in compliance with all provisions of Section 507 of the California Fire Code, to the satisfaction of the Chief Building & Fire Code Official.

c. Before issuance of any building permits for model homes, the Subdivider shall comply with the following requirements:

(1) In lieu of active hydrants onsite, a static water storage supply shall be provided in compliance with NFPA 1142, to the satisfaction of the Chief Building & Fire Code Official. The volume of water shall be based on the total cubic footage of all structures plus a 1.5 exposure coefficient.

(2) A separate static water supply shall be provided for each group of model homes throughout the subdivision, to the satisfaction of the Chief Building & Fire Code Official.

(3) Fire Department access to and from the static water supplies shall be provided, to the satisfaction of the Chief Building & Fire Code Official.

d. Before issuance of the first building permit (except for up to fifteen model homes), the Subdivider shall construct an all-weather, emergency vehicle access to the westerly terminus of the Phase 1A Spine Road. The emergency vehicle access shall be available to Police, Fire, and other necessary and relevant emergency responders. The design, location, and maintenance of the access shall meet City standards, to the satisfaction of the Fire Chief. The access shall be continuously maintained by the Subdivider until permanent access is developed and accepted for maintenance by the City.

e. Whenever 50 or more homes are under construction at the same time, the Subdivider shall provide an onsite trailer for the exclusive use of City inspection staff. The inspection trailer shall have a minimum size of 8’ x 20’ and be equipped with HVAC and basic furnishings, to the satisfaction of the Chief Building & Fire Code Official.

16. Phillips 66 Pipeline Easement. A Phillips 66 pipeline easement intersects the project site. Before approval of the first Final Map, the Subdivider shall submit a copy of the Phillips 66 pipeline easement to the Development Services Director and enter into an agreement with the City, which shall be recorded against the Property, which stipulates that before issuance of each building permit, the Subdivider shall clearly mark and label each plot plan with the location of the 5-foot minimum setback line from the edge of the Phillips 66 pipeline easement, if applicable, to the satisfaction of the Development Services Director.

C. Engineering Division Conditions of Approval

C.1. General Conditions

C.1.1 Subdivider shall comply with the applicable requirements of the approved documents, technical analyses/reports prepared for the Project listed as follows:

a) *Tracy Hills Specific Plan* approved by City Council by Resolution _____ dated _____ and any amendments thereto.

b) *Tracy Hills Specific Plan Recirculated Draft Subsequent Environmental Impact Report,* Volume I; Section 4.13-Traffic and Circulation, prepared by Kimley-Horn Associates, dated October 2015, and

Traffic Analysis of Tracy Hills Specific Plan Area- Phase 1a Residential Units and School Only Analysis, prepared by Kimley-Horn, Associates, dated April 27 2015*. (“Traffic Analysis)*

c) *Tracy Hills Phase 1A and 1B Sanitary Sewer Study Technical Memorandum* prepared by Ruggeri-Jensen-Azar, dated December 12, 2013 (“*Sanitary Sewer Study*”) and reviewed by CH2M Hill.

d) *Tracy Hills Water Study Technical Memorandum* prepared by Ruggeri-Jensen-Azar, dated December 5, 2014 (“*Water Study*”) and reviewed by West Yost Associates.

e) *Tracy Hills Storm Drainage Master Plan* prepared by Ruggeri-Jensen-Azar, dated November 2013 (“*Storm Drainage Master Plan*”) and reviewed by Stormwater Consulting, Inc.

f) *Tier 2 Storm Drainage Study for Tracy Hills Phase 1A,* prepared by Ruggeri-Jensen-Azar, dated July 2015 (“*Tier 2 Storm Drainage Study*”) and reviewed by Stormwater Consulting, Inc.

g) *Citywide Water System Master Plan* dated December 2012, prepared by West Yost Associates.

h) *Plan Line Study – Corral Hollow Road prepared by Ruggeri-Jensen-Azar* (“*Corral Hollow Road Plan Line*”) reviewed by the City Engineer.

i) Any *Finance Implementation Plan* ("*FIP*"), as described in Section 10.20.060(b)(3)(B) of the Tracy Municipal Code, that is approved by the City Council for the property described in the Tracy Hills Phase 1A Vesting Tentative Subdivision Map, Application No. TSM13-0005.

j) *Liquid Petroleum Pipeline Risk and California Aqueduct Flood Risk for the Proposed Tracy Hills School Site, Jefferson School District, City of Tracy, San Joaquin County, California* prepared by Wilson Geosciences, Inc. dated May 2013.

k) *Pipeline Safety Hazard Assessment, Tracy Hills Specific Plan* prepared by Place Works dated September 2014.

C.1.2 Subdivider shall comply with the requirements of the Development Agreement, approved by City Council on _____ ___, 2016, by Ordinance No. _____ (hereafter, the "Development Agreement"),

C.1.3 Timing of Compliance: The Applicant shall satisfy each of the following conditions prior to filing the first Final Map unless a different time for compliance is specifically stated in these Conditions of Approval. Any condition requiring an improvement that has already been designed and completed under a City-approved improvement agreement may be considered satisfied at the discretion of the City Engineer.

C.1.4 Maintenance for Major Program Roadways. Before approval of the first Final Map, the Subdivider shall assure that there will be sufficient funding to pay the Subdivider's proportionate share of the ongoing costs for maintenance of public landscaping, including urban forest, on major program roadways by entering into an agreement with the City, which shall be recorded against the entire Phase 1A property, which adopts and implements one of the following two options (a. or b.), subject to the approval of the Administrative Services Director:

a. CFD. Before final inspection or occupancy of the first dwelling (except for up to fifteen model homes), Subdivider shall, at its sole expense, form a Community Facilities District (CFD) for the entire Project area, for funding the Subdivider's proportionate share of the ongoing maintenance costs of public landscaping, including urban forest, on major program roadways identified in the Citywide Roadway and Transportation Master Plan. Formation of the CFD shall include, but not be limited to, affirmative votes and the recordation of a Notice of Special Tax Lien. Upon successful formation, the Property will be subject to the maximum special tax rates as outlined in the Rate and Method of Apportionment. Before final inspection or occupancy of the first dwelling (except for up to fifteen model homes), the Subdivider shall deposit to the CFD (by submittal to the City's Administrative Services Director) an amount equal to the first year's taxes, except for any portion of this

amount that has been previously collected by the special tax and already deposited in the CFD;

OR

b. Direct Funding. Before final inspection or occupancy of the first dwelling (except for up to fifteen model homes), the Subdivider shall deposit with the City an amount necessary, as reasonably determined by the City, to fund in perpetuity the full costs of funding the Subdivider's proportionate share of the ongoing maintenance costs of public landscaping, including urban forest, on major program roadways identified in the Citywide Roadway and Transportation Master Plan.

C.2. Improvement Plans

C.2.1 General.
The Subdivider shall complete the Improvement Plans to comply with all applicable laws, including the City Regulations (defined above) and these Conditions of Approval. Improvement Plans shall contain the design, construction details and specifications of improvements that is/are required to serve the Project. The Improvement Plans shall be drawn on a 24" x 36" size 4-mil thick polyester film (mylar) and shall be prepared under the supervision of, and stamped and signed by a Registered Civil, Traffic, Electrical, Mechanical Engineer, and Registered Landscape Architect for the relevant work.

C.2.2 Site Grading

C.2.2.1 Erosion Control
Improvement Plans shall specify the method of erosion control to be employed and materials to be used.

C.2.2.2 Grading and Drainage Plans
Submit a Grading and Drainage Plan prepared by a Registered Civil Engineer and accompanied by the Project's Geo-technical /Soils Engineering report. The report shall provide recommendations regarding adequacy of the site relative to the stability of soils such as soil types and classification, percolation rate, soil bearing capacity, highest observed ground water elevation, and others.

C.2.2.3 When the grade differential between the Project site and the adjacent property(s) exceeds 12 inches, a reinforced or masonry block wall, engineered slope, or engineered retaining wall is required for retaining soil. The Subdivider shall submit Retaining Wall Plans that includes the construction detail(s) and structural calculations of the

retaining wall or masonry wall for City's review and approval.

C.2.2.4 If an engineered slope is used to retain soil subject to approval by the City Engineer, a slope easement will be necessary from the adjacent property. The Subdivider shall obtain a slope easement from owner(s) of the adjacent and affected property(s) and show the slope easement on the Final Map.

C.2.2.5 If applicable, show all existing irrigation structure(s), channel(s) and pipe(s) that are to remain or relocated or to be removed, if any, after coordinating with the irrigation district or owner of the irrigation facilities. If there are irrigation facilities including tile drains, that are required to remain to serve existing adjacent agricultural uses, the Subdivider shall design, coordinate and construct required modifications to the facilities to the reasonable satisfaction of the owner of the irrigation facilities and the City.

C.2.3. Grading Permit

The City will not accept a grading permit application for the Project as complete until the Subdivider has provided all relevant documents related to the grading permit required by the City Regulations and these Conditions of Approval, to the satisfaction of the City Engineer.

C.2.4. Storm Drainage

C.2.4.1 Site grading shall be designed such that the Project's storm drainage overland release point will be directed to an existing percolation retention pond, clean water pond, existing storm drainage easement or to public streets with a functional storm drainage system and that the storm drainage system within the public street has adequate capacity to drain storm water from the Property, proposed roadway, lot runoffs, landscaping, off-site flow-thru surface drainage, off-site Corral Hollow Road drainage improvements or private property subject to a drainage release.

C.2.4.2 All permanent underground storm drainage lines and structures to be maintained by the City shall be located within right-of-way to be dedicated to the City or within an easement. Interim facilities and storm drain lines and collection basins shall be maintained by the Subdivider.

Provide design and construction details for all storm water intercept points at Project boundary at I-580 showing adequate inlet structures, erosion control features, storm

drainage easements and connections to the proposed storm drainage facilities in Spine Road.

Prior to acceptance of storm drainage facilities for maintenance by the City, the Subdivider shall revise the locations of the 50' wide openings in the Conservation Easements to align with existing drainage routes and proposed storm drainage intercept points into the Project on-site storm drainage system.

C.2.4.3 Storm drainage plans are to be submitted with the required hydrologic and hydraulic calculations for the sizing of storm drainage pipe(s) and shall comply with Storm Drainage Master Plan, Tier 2 Storm Drainage Study and City Regulations.

C.2.4.4 Prior to acceptance of maintenance of any public facilities by the City, the Subdivider shall prepare and obtain approval from the Public Works Department of a maintenance plan for all temporary and permanent storm drainage facilities to be maintained by the Subdivider or the HOA. The maintenance plan shall show the phasing of roadway construction, mass grading, drainage facilities, including collection channels, erosion control and protection of the Phillips 66 pipeline during construction. A SWPPP may be used as the maintenance plan with approval by the City Engineer.

C.2.4.5 Storm water designs shall show facilities needed for the collection and channeling of surface water runoff, and off-site flow-thru surface water runoff to underground storm drainage facilities within Spine Road such as temporary drainage collection channels and sedimentation ponds. These improvements shall be shown on the Grading Plans and be approved by the City Engineer before the issuance of a Grading Permit.

C.2.4.6 Since the Project will construct a terminal retention basin, it has been determined that the Project will be exempt from the Post Construction Stormwater Quality Standards. However, should new Federal or State regulations come into effect during the buildout of the Project that would require future compliance, then the Project would not be exempted from those new requirements.

SWPPP's shall be implemented during project construction. In addition, the Project may implement stormwater control measures such as disconnected roof leaders, non-contiguous street sidewalks (providing landscape strips/parkways), tree planting in parkways and use of drought tolerant landscape with drip irrigation systems and "intelligent" controllers. Similarly, public

education measures regarding the damaging effects of pollutants to water quality may also be implemented.

C.2.4.7 All Storm Water structural and construction details that are not part of the City Standard Plans or City Design Standards shall be provided by the Subdivider and submitted to the City for approval as part of the improvement plans.

C.2.4.8 Subdivider shall dedicate appropriate easements and execute a maintenance agreement with the City to address maintenance, liability, permit compliance, and related items for Parcel E, to be owned and maintained by the HOA while the storm drainage system (72" pipe and associated facilities) will be owned and maintained by the City.

C.2.4.9 Subdivider shall coordinate with Police and Fire departments for safety measures to be incorporated in the improvement plans for the back alley/corridor shown as Parcel VV and Parcel XX which may include alley lighting and other improvements. These measures will be part of the improvement plans that include construction of facilities within these parcels.

C.2.4.10 All storm drainage retention basins/facilities, including Percolation Basin D, shall be contained within storm drainage parcels suitable for dedication to the City of Tracy. This basin shall be provided with appropriate fencing with warning signs as approved by the City Engineer, access roadways to and from public roadways and access roadways into the ponds for maintenance purposes. All storm drainage inlets into this basin shall have inlet structures with design acceptable to the City of Tracy.

C.2.4.11 Install a forebay in the bottom of RET D to collect and accumulate sediments and pollutants and facilitate future maintenance activities. The forebay shall be sized to hold 0.25 inches of runoff per impervious acre of the contributing watershed. Based on data regarding the storage requirements for RET D provided in the Tracy Hills Storm Drainage Master Plan and the Tier 2 Storm Drainage Study, the recommended volume for the forebay shall be 5 ac-ft. The forebay shall be linear and connect all three proposed pipe discharges into the basin. The forebay may be created by providing a berm (20-foot top width recommended) in the bottom of the basin. A stabilized spillway shall be provided across the berm to allow runoff entering the forebay to spill into the larger bottom area of the basin when the forebay storage exceeds 5 ac-ft. The spillway shall be sized to pass the

100-year combined peak inflow into the basin with freeboard.

C.2.4.12 Fixed vertical sediment depth markers shall be installed near discharge points into the forebay for RET D to assist with measurements of sediment deposition over time and future assessments of the need for maintenance activities.

C.2.4.13 All storm drainage facilities that run along the northerly boundary of Project, as part of the project on-site storm drainage collection system not located within Spine Road shall be located within a 20' wide utility maintenance easement. Subdivider shall provide access points for City maintenance vehicles.

C.2.4.14 Subdivider shall show adequate detail of the common storm drainage/sanitary sewer easement between Court 3M and Court 5L, between Court 3M and Spine Road, and easement between Street 6K and Parcel J. Details should show the dimensions of this easement, that this easement will be paved, show clearances to existing 16" oil line, and whether this easement will be gated or fenced off. This information shall be shown on the project Improvement plans for the respective neighborhood, and shall be approved by the City Engineer before Improvement Plan approval.

C.2.5. <u>Sanitary Sewer</u>

C.2.5.1 All sanitary sewer lines and associated improvements shall be designed and installed per the Sanitary Sewer Study and City Regulations. Before approval of Final Map(s) for the Project, Subdivider shall submit improvement plans and obtain approval for the plans for all on-site sewer improvements.

C.2.5.2 As referenced in Conditions C.2.5. and C.2.6, the terms "Program Funded City CIP Costs" and "Non-Program Funded Subdivider CIP Costs" shall mean the following:

Program Funded City CIP Costs - Costs applicable to CIP project if constructed by the City shall include costs of design, project management, program management, construction, inspection, construction management, contingencies and construction change orders as approved by the City.

Non-Program Funded Subdivider CIP Costs - Costs applicable to CIP project if constructed by the Subdivider shall include costs of design, project management, construction, inspection, construction oversight by City, contingencies and construction change orders as approved by the City.

C.2.5.3 There is insufficient conveyance capacity in the City's wastewater conveyance system for Tracy Hills build-out ("Choke Points"). The Choke Points will be resolved in three phases of improvements. City is in the process of constructing Phase 1 Choke Points improvements. Upon completion of the Phase 1 Choke Points improvements, limited conveyance capacity will be available for the Project. The available capacity will be made available to new developments in the City including the Project as per the Development Agreement.

The City does not currently have adequate program funding to construct Phase 2 & 3 Choke Points Improvements, but anticipates it will have adequate funding to construct the improvements by the time they are needed. If the City does not have adequate funding to construct the improvements by the time the improvements are needed to serve the Project, the Subdivider may pre-pay sewer fees in an amount equal to the funding needed to fund Phase 2 & 3 Choke Points improvements, subject to reimbursement from appropriate available program funds. The additional capacity available after completion of these improvements will be available to serve new developments including this Project, until the downstream capacity of the wastewater collection system is used and further improvements are triggered.

C.2.5.4 The Subdivider shall pay for the design and construction of the Sanitary Sewer Pump Station (SSPS) with sufficient capacity to service the Project, Phase 1B, Phase 2-4 and Phase 5B. This Pump Station shall be constructed on Subdivider's land to be dedicated by Subdivider, as approved and required by the City, and shall convey sewage through underground force main sewer pipes from the SSPS to Corral Hollow Road. The Non-Program Funded Subdivider CIP Costs for construction of this pump station and force main, as determined by the City, shall be borne by the Subdivider. Upon satisfactory completion of the SSPS improvements, as determined by City, the City will accept the land dedication and SSPS improvements for maintenance.

C.2.5.5 The Subdivider shall pay for all design costs incurred by the City and its consultant(s) for the sanitary sewer force main and the sanitary sewer gravity line from the SSPS to Node 1W near W. Linne Road (as shown in Wastewater Master Plan) per the improvement plans prepared by CH2M Hill and approved by the City ("Off-site Sewer Line Improvements"). After approval of the design by the City, the Subdivider shall pay for the City CIP Costs for the SSPS and Off-site Sewer Line Improvements (unless the

Subdivider opts to construct these improvements as described below). If the Subdivider does not elect to construct the Off-site Sewer Line Improvements in accordance with this condition of approval, the Subdivider shall pay to the City all related City CIP Costs either before approval of the first Final Map within the Project, or within 15 days from the date of written notice from the City that the project is ready for bid, whichever is earlier. Upon receipt of the funds, City will proceed with bidding of the project. In the event the responsive bid as determined by the City is higher than the funding provided by the Subdivider, the Subdivider shall promptly provide additional funding.

For the underground crossings of the sewer line at Delta Mendota Canal and California Aqueduct ("Crossing Improvements"), permits from appropriate regulating agencies will be required. The Subdivider may opt to construct the Crossing Improvements in full compliance with the permit requirements and subject to Subdivider's posting security as required by TMC section 12.36.080 and executing an Offsite Improvement Agreement approved by the City which, among other things, provides for Subdivider to fully indemnify City against any and all claims and liabilities that may arise from the construction of the Crossing Improvements.

In the event the Subdivider opts to construct the sanitary sewer improvements listed in Condition C.2.5.4 and C.2.5.5, the Subdivider shall enter into an improvement agreement (Offsite Improvement Agreement or OIA) and post improvement security in the amounts and form required by TMC section 12.36.080 and as required by these Conditions of Approval. The Subdivider shall submit the signed and notarized OIA with the necessary improvement security before approval of the first Final Map within the Project. These improvements are not included in the Fee Program and no fee credits or reimbursements will be applicable.

C.2.5.6 Sanitary sewer improvements north of WWMP Node 1W up to the current terminus of the City's sanitary sewer line in Corral Hollow Road are required to be completed prior to final inspection or occupancy of first residential or commercial building within the Project, excluding Model Homes. These are program-funded improvements under a Capital improvement Project (CIP). However, City will not have collected sufficient program fees to construct this Project. As such, Subdivider shall deposit total Program Funded City CIP Costs of this CIP to the City at least 18

months prior to the occupancy of any residential or commercial buildings within the Project

Upon receipt of the funds, City will proceed with bidding of the project. In the event the responsive bid as determined by the City is higher than the funding provided by the Subdivider, the Subdivider shall promptly provide additional funding sufficient to make up the difference.

If Subdivider opts to construct this sewer line, the Subdivider shall enter into an Offsite Improvement Agreement and post improvement securities in accordance with TMC Section 12.36.080.

C.2.5.7 No final inspection of any residential building will be performed or certificate of occupancy for commercial building will be issued, with the exception of Model Homes, until the improvements listed in Conditions C.2.5.4 through C.2.5.6 are completed and functional, as determined by the City Engineer.

C.2.5.8 The Subdivider is hereby notified that the City has limited wastewater treatment capacity in the City's Wastewater Treatment Plant until current and future expansion capital improvement projects are completed and operational. As of January 2015, the City had an unused capacity of approximately 4200 EDU's within its wastewater treatment plant available to new development within the City on a first-come-first-served basis. These EDU's are currently available to serve the proposed project, but as other development projects within the City come forward and building permits are issued, this remaining capacity will be reduced.

C.2.5.9 Prior to the City's approval of the first Final Map within Project, the Subdivider shall dedicate to the City utility maintenance easements necessary for all sanitary sewer lines (gravity or force mains). All requirements relating to the access and maintenance by the Utilities Department and Public Works Department shall be incorporated into the improvement plans.

C.2.5.10 Subdivider is to coordinate with Utilities Department and Public Works Department for providing access to Sanitary Sewer Pump Station during the initial phases of construction when public streets are in construction.

C.2.6. <u>Water Distribution System</u>

C.2.6.1 All potable water lines and associated improvements as identified in the Water Study (Water Line Improvements)

shall be designed and installed per City Regulations.

C.2.6.2 During the construction phases of the Project, the Subdivider shall be responsible for providing water infrastructure (temporary or permanent) capable of delivering adequate fire flows and pressure appropriate to the various stages of construction and as approved by the City of Tracy Fire Code Official.

C.2.6.3 Prior to approval of each Final Map, the Subdivider shall submit calculations and improvement plans as required by the Fire Department and the City Engineer, and obtain a letter from the Fire Code Official that the fire flow parameters per Tracy Design Standards Section 6.02 are met for the phased construction of water lines to the satisfaction of the City of Tracy Fire Code Official.

C.2.6.4 The Subdivider shall complete design and construction of an at-grade water storage tank with a holding capacity of at least 3.5 MG (million gallons) and a booster pump station equipped with pumps that meets required domestic water and fire demand pumping capacity. These improvements are required to be complete, in place and operational before the final inspection of the 301st residential building within the Project.

All costs related to the design and construction of the water tank are the responsibility of the Subdivider. Before approval of first Final Map within the Project, the Subdivider shall execute a Deferred Improvement Agreement (DIA) to address timing, scope of work and funding responsibilities.

C.2.6.5 In order to serve the Project, prior to final building inspection of the 301st residential building, or prior to completion of the at-grade water storage tank, the Subdivider shall provide for the design and construction of a remote pressure sensing station to be located near the residential units to transmit pressure data from the distribution system back to the pump controls at the City's John Jones Water Treatment Plant ("JJWTP"). This temporary remote pressure sensing station shall be funded and maintained by the Subdivider.

The Subdivider shall enter into a DIA, to guarantee removal of the remote pressure sensing station when the at-grade storage tank, and pump station are constructed and operational. Costs of installation of the remote pressure sensing station are not eligible for fee credits or reimbursements. The DIA will also include any

modifications required at the JJWTP until the at-grade storage tank and pump station are constructed and operational.

This requirement shall not apply if the at-grade water tank and pump station are constructed prior to final building inspection or occupancy for the first residential or commercial building excluding model homes within the Project.

C.2.6.6 The Project will require completion of construction of Tracy Hills Booster Pump Station at JJWTP before any water services can be provided by the City to serve the Project. This pump station and associated work ("JJWTP Improvements") shown in the approved improvement plans titled "Tracy Hills Booster Pump Station at JJWTP" prepared by West Yost Associates ("JJWTP Improvement Plans") is a Capital Improvement Project, and the entire cost of this CIP (except the cost of the 20-inch diameter City Side Zone 3 Water Line as shown in the JJWTP Improvement Plans) is the responsibility of the Subdivider.

The Subdivider has the option to pay to the City full cost of this CIP project (as provided above) or enter into an agreement with the City (which shall be approved by the City) for paying portions of the CIP cost at major milestones. Any overruns in costs as listed in Condition C.2.5.2 will be the responsibility of the Subdivider. The Subdivider shall be eligible to receive reimbursements for the cost of the 20-inch diameter City Side Zone 3 Water Line if the Subdivider pays for its installation. The timing of reimbursement, if from the City, will be addressed in the agreement specified above.

C.2.6.7 If the at-grade storage tank and booster pump station is not completed before final inspection of the structure that is the subject of the 100th building permit and subsequently before final inspection of 150th, 200th, and 250th building permits, the Subdivider shall demonstrate to the satisfaction of the City Engineer and Fire Code Official that required domestic and fire flow and water pressure are met by performing flow and pressure field tests.

C.2.6.8 The onsite Recycled Water Transmission mains are required to serve the Project. As part of the onsite improvements for the Project, the Subdivider shall install an 8-in Recycled Water main with the Spine Road improvements

Initially, the 8-in Recycled Water Main will be connected to a potable water supply (with a stub in place to future recycled water) as approved by the City until the program backbone Recycled Water facilities are in place. Once the Recycled Water system network is online the 8-in Recycled Water distribution main will be disconnected from the Potable Water system and connected to the Recycled Water System as part of the Recycled Water Project by the City.

C.2.6.9 Prior to final inspection of the first residential building (excluding model homes),or issuance of certificate of occupancy for the first commercial building within the Project, the water line from the JJWTP to Corral Hollow Road and from Corral Hollow Road to the Project ("Offsite Water Line Improvements") per the approved improvement plans titled "Corral Hollow Road Utility Improvements – Water and Sewer Pipelines" prepared by CH2MHill ("Offsite Water Line Improvement Plans") must be constructed and operational.

The Subdivider can either have the City construct these improvements by depositing with the City an amount equaling the estimated Non-Program Subdivider CIP Costs or opt to construct the improvements.

For the crossings of the water line at Delta Mendota Canal and California Aqueduct ("Crossing Improvements"), permits from appropriate regulating agencies will be required. The City Subdivider may opt, to construct the Crossing Improvements in full compliance with the permit requirements and subject to Subdivider's posting improvement security as required by TMC section 12.36.080 and executing an Offsite Improvement Agreement approved by the City which, among other things, provides for Subdivider to fully indemnify City against any and all claims and liabilities that may arise from the construction of the Crossing Improvements.

If the City constructs the Crossing Improvements, the Subdivider shall pay to the City for City CIP Costs either before approval of the first Final Map within the Project, or within 15 days from the date of written notice from the City that the project is ready for bid, whichever is earlier. Upon receipt of the funds, City will proceed with bidding of the project. In the event the responsive bid as determined by the City is higher than the funding provided by the Subdivider, the Subdivider shall promptly provide additional funding sufficient to make up the difference.

If the Subdivider either constructs or pays for installation by the City, the 20-inch diameter City Side Zone 3 Water Line (shown as "Zone 3-C CL 20" Pipeline on the Offsite Water Line Improvement Plans), the Subdivider shall be eligible to receive reimbursements for the cost of the 20" City Side Zone 3 Water Line. The amount and timing of reimbursement, if from the City, will be addressed in the agreement specified above.

In the event a portion of the "Zone 3-TH" CL Pipeline as shown on the Offsite Water Line Improvement Plans will be installed by a third party other than the City, the Subdivider shall pay the party that will install the "Zone 3-TH" CL Pipeline the cost of the pipeline prior to beginning of construction. The Subdivider shall provide to the City documentation of payment in full for the cost of the "Zone 3-TH" CL Pipeline prior to final inspection of the first building constructed within the Project.

C.2.6.10 In the event the Subdivider opts to construct the Off-site Water Line Improvements, the Subdivider shall enter into an OIA with the City and post improvement security in the amounts and form in accordance with section 12.36.080 of the TMC, and as required by these Conditions, prior to the approval of the first final map of any residential neighborhood, or issuance of building permit for the first commercial building, whichever occurs first. The Subdivider shall submit the signed and notarized OIA with the necessary improvement security, before starting the installation of water lines.

C.2.6.11 Any public improvements required to be installed within the jurisdiction of the San Joaquin County (County) will require Subdivider to obtain an encroachment permit from the County. The Subdivider shall pay all permit and inspection fees associated with the construction of improvements within the County.

C.2.6.12 For all program and non-program Off-site Water Line Improvements that the Subdivider opts to construct, the Subdivider shall be responsible for notifying residents, business owner(s) and users, regarding construction work that involves traffic re-routing or other traffic related and access impacts to the existing residents and businesses. The Subdivider shall deliver the written notice, after approval by the City Engineer, to the affected residents or business owner(s) at least 72 hours before start of work. Before starting the work described in this section, the

Subdivider shall submit a Work Plan acceptable to the City that demonstrates that there will be no interruptions to the water supply, and a Traffic Control Plan to be used during the installation of the offsite water mains and connections. These plans and their costs are the sole responsibility of the Subdivider.

C.2.6.13 Domestic and Irrigation Water Services – The HOA will be responsible for the repair and maintenance of all valves, fittings on services related to all street right-of-way landscaping, and for all parcels to be owned by HOA and all HOA easements.

C.2.6.14 Where pressures at individual water services will be 80 psi or more, the Subdivider shall provide pressure reducing valves at the location approved by the City Engineer. The design operation of the individual pressure reducing valves for services shall be subject to approval by the Building Official.

C.2.6.15 Fire Service Line – The Subdivider shall design and install fire hydrants at the locations approved by the City's Fire Safety Officer and Chief Building Official. Before the approval of the Improvement Plans, the Subdivider shall obtain written approval from the City's Fire Safety Officer and Chief Building Official, for the design, location and construction details of the fire service connections to the Project, and for the location and spacing of fire hydrants that are to be installed to serve the Project.

C.2.6.16 In the event any additional right-of-ways and easements (temporary and/or permanent) including construction easements are required for program and non-program water and sewer line improvements, the Subdivider shall acquire such right(s)-of-way and easement(s), at the sub divider's sole cost and expense, prior to start of construction whether the Subdivider opts to construct such improvements or not.

Costs of right(s)-of-way and easement(s) acquisition for non-program improvements are not eligible for fee credits or reimbursements. Subdivider shall be eligible for fee credits and reimbursement for program improvements as provided in the City Regulations.

If required, the Subdivider may request the City to exercise its condemnation/ eminent domain powers for acquisition of right-of-way and easements. All costs of any condemnation process shall be paid for by the Subdivider.

C.2.7. Street Improvements

C.2.7.1 Subdivider is required to design and construct roadway and underground utility improvements to serve the Project, as identified in the sections applicable to Phase 1A of the Final Subsequent EIR for the Tracy Hills Specific Plan Project ("EIR") and these Conditions of Approval. All improvements shall comply with City Regulations, and Tracy Hills Design Standards. Such improvements shall include, but are not limited to, roadways, water supply system, sewer system, storm drainage systems, curb and gutter, sidewalks, street lighting system, traffic signals, ITS systems, pavement and crosswalk striping, bicycle lanes and trails, roadway signage and street signs, median islands, turn lanes, landscaping, and all necessary related improvements as required by the City. Timing of completion of street improvements shall comply with these Conditions of Approval and as outlined in the Mitigation Measures listed in the EIR.

C.2.7.2 Corral Hollow Road Right of Way

Per the Citywide Roadway & Transportation Master Plan (CRTMP) that was adopted by City Council on November 26, 2012, pursuant to Resolution 2012-240, amended on November 19, 2013, Corral Hollow Road will be a 4-lane major arterial street with a raised median, sidewalks, bicycle facilities and landscaping, and depicted Corral Hollow Road Plan Line.

The Corral Hollow Road Plan Line established the amount of right-of-way to be dedicated from the Project along Corral Hollow Road. The Subdivider shall dedicate all rights-of-way necessary for the widening of Corral Hollow Road along the entire frontage of the Property on Corral Hollow Road to the project boundary along I-580. The dedication shall include Caltrans Right of Way and City of Tracy requirements that satisfies the roadway cross section shown on the Corral Hollow Road Plan Line, including a future westbound loop on-ramp at the interchange. The Subdivider shall also dedicate right-of-way for construction of intersection improvements with a traffic signal at Spine Road / Corral Hollow Road, for Phase 1A and project buildout requirements, including all turn lanes.

The Subdivider shall be eligible for fee Credits and/or reimbursements for right-of-way dedication beyond Project's frontage obligation per the CRTMP requirements.

C.2.7.3 Corral Hollow Road Improvements (Project Frontage)

The Subdivider shall design and construct the Corral Hollow Road Improvements in accordance with the Traffic Analysis, Corral Hollow Road Plan Line and City Regulations.

Prior to issuance of final inspection or occupancy of Model Homes and residential units the Subdivider shall complete substantial portion of the Corral Hollow Road Improvements to provide adequate and safe traffic conditions on Corral Hollow Road to the satisfaction of the City Engineer. The improvements will include, but are not limited to, construction of, at a minimum, one southbound through lane, one southbound right-turn lane at Spine Road, one northbound through lane, one northbound left-turn lane at Spine Road, temporary concrete median island, including tapers, asphalt concrete pavement, water main, fire hydrants, storm drain lines, catch basins, traffic signal, pavement markings and striping, traffic signage, street lighting, roadway section construction and/or replacement, asphalt concrete overlay (where required), pavement transitions and other street and utilities improvements that are required to serve the Project based on the phasing plan approved by the City Engineer. Roadway design shall conform to STAA truck traffic requirements and Caltrans requirements.

Subdivider shall prepare improvement plans for Corral Hollow Road Improvements and obtain approval by the City Engineer before approval of the first Final Map within the Project.

Fee Credits and/or reimbursements for eligible costs of improvements beyond Project's frontage obligation per the CRTMP, will be determined based on the improvement plans to be approved by the City Engineer. Interim improvements are not eligible for fee credits or reimbursements and are the sole responsibility of the Subdivider.

C.2.7.4 In order to guarantee completion of the Corral Hollow Road Improvements, the Subdivider shall enter into an improvement agreement (SIA or OIA) and post an improvement security in the amounts and form in accordance with section 12.36.080 of the TMC and as required by these Conditions of Approval. The Subdivider shall submit the signed and notarized OIA with the necessary improvement security before approval of the first Final Map within the Project.

C.2.7.5 For any Corral Hollow Road Improvements considered frontage improvements (such as Subdivider's Frontage Obligation per the CRMP and landscape improvements behind the curb) and improvements within Caltrans right-of-way at I-580/Corral Hollow Road interchange that are not constructed or security posted with OIA at the time of

approval of the first Final Map, the Subdivider shall enter into a DIA with the City.

The Subdivider shall submit the signed and notarized DIA before approval of the first Final Map within the Project. The Subdivider shall post improvement security in the amounts and form in accordance with TMC section 12.36.080 at the times specified in the DIA.

C.2.7.6 Traffic Control Plan - Before starting any work within City's right-of-way on Corral Hollow Road, the Subdivider shall submit a Traffic Control Plan for each phase of work, to show the method and type of construction signs to be used for regulating traffic at the work areas within these streets. The Traffic Control Plan shall be prepared by a Civil Engineer or Traffic Engineer licensed to practice in the State of California. Subdivider shall comply with Caltrans requirements and standards for any work conducted within Caltrans ROW.

C.2.7.7 The Subdivider shall design and construct Corral Hollow Road Improvements to meet the applicable requirements of the latest edition of the California Department of Transportation Highway Design Manual (CHDM) and the California Manual of Uniform Traffic Control Devices (MUTCD), the Applicable Law, and these Conditions of Approval.

C.2.7.8 The Tracy Hills Specific Plan EIR ("EIR") identifies the Project's traffic impacts that are to be mitigated by the Subdivider. The mitigation measures are summarized in Table 4.13-68, Transportation & Circulation EIR Mitigation Matrix, and are included herein by reference. Subdivider shall comply with the applicable mitigation measures as outlined in the EIR. Following is a list of traffic improvements for Phase 1A from the mitigation measures included with implementation requirements.

a) Corral Hollow Road/ I-580 EB Ramps (Mitigation Measure 4.13-14a, Intersection #1)

Prior to final inspection of the building that will generate 196 (cumulative) peak hour trips from the Project, the Subdivider shall install an all-way stop controlled intersection as an interim improvement. In order to guarantee timely installation of the stop signs, prior to final inspection of building generating 100 peak hour trips, the Subdivider shall obtain an encroachment permit from Caltrans. The installation of stop signs shall be included in the Deferred Improvement Agreement.

Prior to final inspection of a building that will generate 832 (cumulative) peak hour trips from the Project, the

Subdivider shall install a traffic signal at the intersection. In order to guarantee timely installation of the traffic signal, prior to final inspection of building generating 700 peak hour trips, the Subdivider shall obtain an encroachment permit from Caltrans. The installation of traffic signal shall be included in the Deferred Improvement Agreement.

The Subdivider shall, in collaboration with the City Engineer and Caltrans, commence with an encroachment permit application process to install the all-way stop sign and signal not later than ninety (90) calendar days following approval of the Vesting Tentative Map by the City of Tracy. If the Subdivider / City is unable to obtain required permits from Caltrans, City shall issue building permits beyond the above-mentioned limits, provided that the Subdivider has, to the reasonable satisfaction of the City Engineer, diligently pursued its efforts to obtain the required permits and collaborated closely with City staff in this effort.

The Subdivider shall submit a trip generation calculation with each building permit application or Final Map approval as directed by the City Engineer.

Any improvements installed that will be part of the Traffic Impact Fee Program (Fee Program) will be eligible for fee credits in accordance with City Regulations and the Development Agreement. The installation of traffic improvements at these locations will require Caltrans approval and an Encroachment permit from Caltrans.

b) Traffic Signal at Spine Road /Corral Hollow Road (Mitigation Measure 4.13-14a, Intersection #3)

A traffic signal at Spine Road / Corral Hollow Road shall be installed and made operational before final inspection of first building within the Project. The Subdivider shall provide improvement plans that show the design and construction details of the traffic signal and all associated intersection improvements such as turn lanes, signage and striping, traffic controller and power supply cabinet, traffic detecting loops and video camera for traffic monitoring, fiber optic traffic signal interconnect system and other improvements reasonably determined by the City Engineer to be necessary to operate a signalized intersection. The improvement plans shall be submitted prior to approval of the first final map (residential or commercial).

The traffic signal at Spine Road/ Corral Hollow Road is not included in the Fee Program, and hence the Subdivider shall pay for costs of design and construction of the traffic signal improvements.

c) Traffic Signal at Corral Hollow Road / Linne Road (Mitigation Measure 4.13-14a, Intersection #4)

The Subdivider shall design and install a traffic signal at the intersection that will have interconnect with the railroad crossing controller. These improvements will require UPRR and CA PUC approval

Prior to final inspection of a building that will generate 396 (cumulative) peak hour trips from the Project, the Subdivider shall install a traffic signal at the intersection. In order to guarantee timely installation of the traffic signal, prior to final inspection of building generating 300 peak hour trips, the Subdivider shall obtain an encroachment permit / agreement from UPRR. The installation of the traffic signal shall be included in the Deferred Improvement Agreement.

The Subdivider shall, in collaboration with the City Engineer and UPRR / CA PUC, commence an engineering design process for the traffic signal improvements not later than ninety (90) calendar days following approval of this Vesting Tentative Map by the City of Tracy. If the Subdivider is unable to obtain required permits from UPRR / CA PUC, City shall issue building permits beyond the above-mentioned limits, provided that the Subdivider has, to the reasonable satisfaction of the City Engineer, diligently pursued its efforts to obtain the required permits and collaborated closely with City staff in this effort.

The Subdivider shall submit a trip generation calculation with each building permit application or Final Map approval as directed by the City Engineer.

Any improvements installed that will be part of the Traffic Impact Fee Program (Fee Program) will be eligible for fee credits in accordance with City Regulations and the Development Agreement.

d) Intersection Improvements at Tracy Boulevard / Linne Road (Mitigation Measure 4.13-14a, Intersection #5):

The Subdivider shall reconstruct the eastbound approach to an eastbound left turn lane and eastbound through lane, and the westbound approach to a westbound right turn lane and a westbound through lane

Prior to final inspection of a building that will generate 469 (cumulative) peak hour trips from the Project, the Subdivider shall install intersection improvements as identified in the EIR. In order to guarantee timely installation of said improvements, prior to final inspection of building generating 400 peak hour trips, the Subdivider shall submit improvement plans and obtain approval by the City

Engineer. The Intersection Improvements shall be included in the Deferred Improvement Agreement.

The Subdivider shall, in collaboration with the City Engineer and UPRR / CA PUC (if required), commence with an engineering design process for the intersection not later than ninety (90) calendar days following approval of the Vesting Tentative Map by the City of Tracy. If the Subdivider is unable to obtain required permits from UPRR / CA PUC, City shall issue building permits beyond the above-mentioned limits, provided that the Subdivider has, to the reasonable satisfaction of the City Engineer, diligently pursued its efforts to obtain the required permits and collaborated closely with City staff in this effort. The Subdivider shall submit a trip generation calculation with each building permit application or Final Map approval as directed by the City Engineer.

Alternatively, with the approval of the City Engineer, the Subdivider may install a traffic signal interconnected with the controller at the railroad crossing, which installation would be subject to approval by the City Engineer.

Any improvements installed that will be part of the ultimate (program) improvements may be eligible for fee credits in accordance with City Regulations and the Development Agreement.

e) <u>Overlay Corral Hollow Road between I-580 and Linne Road (Mitigation Measure 4.13-14b)</u>

Before final inspection or occupancy of the first building (excluding the Model Homes) within the Project, the Subdivider shall overlay the existing two lanes on Corral Hollow Road between I-580 right-of-way and railroad right-of-way including 100 feet of the easterly leg of Linne Road. The Subdivider shall provide improvement plans that show the design and construction details of the overlay improvements and shall commence with the improvement plans following approval of the Vesting Tentative Map. The improvement plans shall be approved prior to approval of the first final map (residential or commercial). The Overlay Improvements shall be included in the Off-site Improvement Agreement.

No fee credits or reimbursements shall be applicable for these improvements.

f) <u>Interim / Permanent School Site and roadways (Mitigation Measures 4.13-15d, 4.13-15e and 4.13-15f)</u>

The Subdivider shall provide roadways to the school that meet acceptable on and off-site storage for drop-off/pickup queuing, safety considerations, vehicular circulation, and bike and pedestrian access, per the City Standard Plans and Vesting Tentative Map.

Prior to approval of the Vesting Tentative Map, or when the first student from Phase 1a attends either Tracy Hills Elementary School or Tom Hawkins Elementary School or the new school located within the Project (Phase 1a) commences design, the Subdivider shall demonstrate that the following planning and design considerations are addressed to the satisfaction of the City Engineer:

- School driveways are located directly opposite proposed streets entering the residential neighborhood to maximize traffic and student safety.

- 10' concrete Pedestrian and bicycle paths, sidewalks, and crosswalks are provided.

- A Safe Routes to School Program (SRTS) is initiated in coordination with the School District for the Phase 1a school site. The SRTS Program shall be funded and developed by the Subdivider. The SRTS Program shall be developed when the School District applies for an Encroachment Permit from the City.

- The Subdivider shall fund the development of a Traffic Management Plan to the satisfaction of the City Engineer, the Police Department, and the Jefferson School District for the interim conditions when additional traffic would be generated to the interim school adjacent to the Tracy Hills Elementary School. The Traffic Management Plan shall be implemented when the temporary school building opens up for attendance and the first student from Tracy Hills attends the school(s).

g) <u>Traffic Signal at Lammers Road / Old Schulte Road (Mitigation Measure 4.13-5a, Intersection #10)</u>

The City has established a CIP Project for this interim improvement and partial funds have already been collected from other development projects as fair share payments and these other development projects funded the addition of the northbound left-turn lane only. The Applicant shall pay a proportionate share for the interim capacity improvements. These fees will be payable at the final inspection of the first building for the Project.

h) Traffic Signal at Internal Intersection at Business Park Main Driveway and Spine Road (Mitigation Measure 4.14-5a, Intersection #23)

A traffic signal at the Business Park Main Driveway and Spine Road shall be installed and made operational before issuance of Certificate of Occupancy for the first commercial building permit for within the Project. The Subdivider shall provide improvement plans that show the design and construction details of the traffic signal and all associated intersection improvements such as turn lanes, signage and striping, traffic controller and power supply cabinet, traffic detecting loops and video camera for traffic monitoring, fiber optic traffic signal interconnect system and other improvements reasonably determined by the City Engineer to be necessary to operate a signalized intersection. The improvement plans shall be submitted prior to issuance of a building permit for the first commercial building within the Project. The installation of the traffic signal shall be included in the Deferred Improvement Agreement.

C.2.7.9 As the properties north of the Project along Corral Hollow Road develop, City will install fiber-optic lines to connect signals on Corral Hollow Road. In the interim, at the time of installation of traffic signals at Corral Hollow Road / Spine Road and other traffic signals with the Project, the Subdivider shall provide a functional communication system acceptable to the City Engineer, to connect the City's Traffic Control Management Center (TCMC) located at the City Hall to the traffic signals that will be constructed with this Project. Any required improvements at the TCMC to facilitate communications in the interim condition that is not part of the Master Plan Facilities, shall be installed at Subdivider's cost, and no fee credits or reimbursements will be applicable.

C.2.7.10 Bus shelter and turnout on Corral Hollow Road and Spine Road: The bus shelters and turnouts on Spine Road shall be constructed as part of the Spine Road Improvements. Bus turnouts and shelters on Spine Road shall be located at the two fire turnouts on Spine Road. The City will provide the construction details and materials specifications of the bus shelter. Timing of construction of bus shelters will be determined in the future based on the extension of TRACER's Fixed Route to serve the Project. In order to assure completion of construction of the bus shelters, the Subdivider may either enter into a DIA with security, or pay to the City the estimated cost for two bus shelters on Spine Road, and one bus shelter on Corral Hollow Road at the time of approval of the first Final Map within the Project.

C.2.7.11 Encroachment Permit. Before starting any work to be performed and improvements to be constructed within City's right-of-way, the Subdivider shall obtain an Encroachment Permit from the City. The Subdivider or its authorized representative shall submit all documents that are required to process the Encroachment Permit including but not limited to, approved Improvement Plans, Traffic Control Plan that is prepared by and signed and stamped by a Civil Engineer or Traffic Engineer registered to practice in the State of California, payment of engineering review fees, copy of the Contractor's license, Contractor's Tracy business license, and certificate of insurance naming the City of Tracy as additional insured or as a certificate holder.

C.2.7.12 Dead-End Streets. A standard barricade and guardrail with appropriate traffic sign will be required at street ends. Alternatively, turnarounds meeting the requirements of Fire Department shall be provided at these dead-end streets.

C.2.7.13 Spine Road and Other In-tract Streets. The Subdivider shall dedicate all rights-of-way that are necessary to construct Spine Road and all the in-tract streets based on their respective cross sections shown on the Vesting Tentative Subdivision Map with the Final Map for the respective phase. The width of travel lanes, street median, landscaping strip and sidewalk shall be in accordance with the Vesting Tentative Subdivision Map.

Design and construction details of the in-tract streets such as asphalt concrete pavement, curb, gutter, sidewalk, street light, water main, fire hydrant, landscaping with automatic irrigation system, storm drain, catch basin and drop inlets, sanitary sewer main and lateral, water main, individual water service and meter, pavement marking and striping, traffic sign, driveway, handicap ramp and other street improvements shall comply with City Regulations and shall be shown on the Improvement Plans.

C.2.7.14 The Subdivider shall construct an all-whether, emergency vehicle access as required in Planning Division's Conditions.

The Subdivider and City shall enter into an EVA Agreement prior to the start of construction. This agreement will address access across private properties and maintenance responsibilities. The Subdivider shall submit improvement plans for any improvements required by the Police and Fire Departments, and agencies having jurisdiction. The Subdivider shall obtain any permits and/or easements that may be required for construction

and use of the EVA. Required improvements may include but not limited to addition of gates with optical opening devices, turnouts, and gates at the California Aqueduct.

C.2.7.15 The Subdivider shall execute Grant of Easement documents for the Emergency Vehicle Access Easement at the time of approval of the first Final Map.

C.2.7.16 Prior to final inspection or certificate of occupancy for the 289th residential unit within the Project, a fire station and all related equipment shall be constructed and operational to serve Tracy Hills in accordance with the Citywide Public Safety Master Plan.

C.2.7.17 All intersections shall be designed to accommodate fire truck movements as required by the Fire Department.

C.2.7.18 Subdivider must provide and verify sight distances, where applicable, with regard to reverse lots and fence placements as required by the City Engineer.

C.2.8 Mini/Neighborhood and Community Parks

C.2.8.1 The Subdivider shall offer for dedication Parcels “A”, “B” and “C” for park purposes on the Final Map that corresponds to the timing of completion of respective parks as identified in Planning’s Conditions. The Subdivider shall design and construct the neighborhood park improvements consistent with the Tracy Hills Specific Plan and City Regulations. The Subdivider shall be eligible for neighborhood/mini park fee credits in accordance with the PI&RA and Title 13 of the TMC.

C.2.8.2 The Subdivider shall submit park improvement plans, signed and notarized improvement agreement (“Park Improvement and Reimbursement Agreement” or “PI&RA”), and Improvement Security in the amount and type specified in the City Regulations at the time of approval of the Final Map that corresponds to the timing of completion of the neighborhood park improvements specified in Planning Division’s Conditions of Approval.

C.2.8.3 Before issuance of the first residential building permit (excluding model homes), the Subdivider shall submit park design alternatives for review by the City to determine the Phillips 66 pipeline impacts and overall grading over the future construction and use of Parks 1 & 2. The Subdivider’s design engineer will be responsible for providing grading designs that will demonstrate that the proposed mass grading will facilitate park improvements construction without the requirement of major regrading or retaining walls.

C.2.9. Public Utility Easements

C.2.9.1 Undergrounding of Overhead Utilities. The existing overhead lines and poles shall be removed from the Project specifically along the west side of Corral Hollow Road. The Subdivider shall abandon any easements associated with these overhead lines that are no longer needed.

C.2.9.2 All private utility services to serve the Project such as electric, telephone and cable TV to the building must be installed underground, within right-of-way or a dedicated Public Utility Easement (PUE) and at the location approved by the City and the respective owner(s) of the utilities.

The Subdivider shall submit improvement plans for the installation of electric, gas, telephone and TV cable lines that are to be installed under the sidewalk or within the PUE. Underground utility conduits may be installed under the sidewalks, and underground boxes and structures may be located in the landscaped parkway next to the curb. All above-ground boxes and facilities shall be behind the sidewalk and within the PUE. Pop-outs to provide additional width of PUE where required to accommodate larger above-ground structures will be permitted subject to review and approval by Public Works Director and the City Engineer. Before approval of the first Final Map, the Subdivider shall complete the necessary coordination work with the respective owner(s) of the utilities to for approval.

C.2.9.3 Public Utility Easements on sideyard lots shall be adjusted in final neighborhood designs based on actual joint trench design requirements.

C.2.10 Phillip 66 Oil Pipeline Easement and Facilities

C.2.10.1 Prior to beginning of grading operations that may impact the existing Phillips 66 underground facilities within the Project, the Subdivider shall obtain signatures on the improvement plans by Phillips 66. Grading and improvement plans affecting Phillips 66 facilities shall comply with the applicable version of Phillip 66 Pipeline Encroachment Design and Construction Specifications. The Improvement plans shall contain an approval block for Phillip 66 indicating their approval of such designs.

C.2.10.2 Before the approval of the park improvement plans, the Subdivider shall submit evidence of approval of the park

plans by Phillips 66 for the proposed park improvements consistent with the Parks Master Plan and as approved by the City. Subdivider shall provide a grading plan and profiles showing cut/fill sections over the Phillips 66 pipelines within proposed park areas.

The Subdivider shall be responsible for design and construction of surface water drainage facilities within the Phillip 66 Oil Line Easement. All surface water within this easement shall be collected and channeled to the public storm drainage system within public roadways.

C.2.10.3 The Subdivider shall notify in writing the future buyers of lots about the existing Philips 66 easement and any requirements /restrictions relating to the existence of the easement. The Disclosure Statement(s) shall be made part of the Sale Deeds and recorded in compliance with the applicable law.

C.3. Final Map

The City will not approve any Final Map until the Subdivider demonstrates, to the satisfaction of the City Engineer, that all the requirements set forth in these Conditions of Approval are completed, including, but not limited to the following:

C.3.1 Subdivider has submitted one reproducible (mylar) copy of the approved tentative subdivision map for the Project after Subdivider's receipt of a notification of approval of the Tentative Subdivision Map. The signature of the owner of the Property on the Tentative Subdivision Map shall indicate the owner's consent to the preparation of the Tentative Subdivision Map and the proposed subdivision of the Property.

C.3.2 Each Final Map is prepared in accordance with the applicable requirements of the Tracy Municipal Code, these Conditions of Approval, all other applicable City Regulations, and in substantial conformance with the Tentative Subdivision Map.

C.3.3 Each Final Map includes and shows offer(s) of dedication of all right(s)-of-way and/or temporary or permanent easement(s) required by the Improvement Plans and Final Map, in accordance with City Regulations and these Conditions. If construction easement(s) is/are shown, it/they shall indicate the termination date of the construction easement(s).

C.3.4 Horizontal and vertical control for the Project shall be based upon the City of Tracy coordinate system and at least three 2nd order Class 1 control points establishing the "Basis of Bearing" and shown as such on the Final Map. The Final Map shall also identify surveyed ties from

two of the horizontal control points to a minimum of two separate points adjacent to or within the Property described by the Final Map.

C.3.5 Subdivider has submitted a signed and stamped Engineer's Estimate that show construction cost of subdivision improvements that are described in Conditions C.2 above plus10% for construction contingencies.

C.3.6 Subdivision Improvement Agreement. Before the City's approval of any Final Map, the Subdivider shall execute a Subdivision Improvement Agreement (for the public facilities required to serve the real property described by the Final Map), and post all required improvement security in accordance with City Regulations.

Phasing Plan and Deferred Improvement Agreement- Prior to Subdivider's submittal to the City of the first Final Map for City approval, Subdivider shall submit for the City Engineer's review and reasonable approval a phasing plan for the submittal of all Final Maps to be filed for this Vesting Tentative Subdivision Map. The phasing plan may be subject to subsequent modifications based on market conditions, the rate of development, and Subdivider's disposition of the parcels created by the Final Maps. Prior to the City's approval of the first final map within the Project, the Subdivider shall execute a Deferred Improvement Agreement, in substantial conformance with the City's standard form agreement, by which (among other things) the Subdivider agrees to complete construction of all remaining public facilities (to the extent the public facilities are not included in the Subdivision Improvement Agreement) which are required by these Conditions of Approval. The Deferred Improvement Agreement shall identify timing requirements for construction of all remaining public facilities, in conformance with the phasing plan submitted by the Subdivider and approved by the City Engineer.

C.3.7 Improvement Security. The Subdivider shall provide improvement security for all public facilities, as required by Subdivision Improvement Agreement or Offsite Improvement Agreement. The form of the improvement security may be a surety bond, letter of credit or other form in accordance with City Regulations. The amount of the improvement security shall be as follows:

C.3.7.1 Faithful Performance (100% of the estimated cost of constructing the public facilities),

C.3.7.2 Labor & Material (100% of the estimated cost of constructing the public facilities), and

C.3.7.3 Warranty (10% of the estimated cost of constructing the public facilities)

C.3.7.4 Monumentation ($750 multiplied by the total number of street centerline monuments that are shown on the Final Map)

C.3.8 Subdivider has paid engineering review fees including improvement plan checking, final map review, agreement processing, and all other fees required by these Conditions of Approval and City Regulations.

C.3.9 Subdivider has submitted technical or materials specifications, cost estimate, and technical reports related to the design of improvements that are shown on the Improvement Plans and as required by these Conditions.

C.3.10 Subdivider has submitted hydrologic and storm drainage calculations for the design and sizing of in-tract storm drainage pipes located within the Project.

C.3.11 Subdivider has submitted signed and stamped Improvement Plans as required in Condition C.2 above.

C.4. Grading and Encroachment Permit

No applications for grading and encroachment permits will be accepted by the City as complete until the Subdivider has provided all documents required by these Conditions and City Regulations, to the reasonable satisfaction of the City Engineer, including, but not limited to, the following:

C.4.1 Grading and Drainage Plans prepared on a 24” x 36” size polyester film (mylar). Grading and Drainage Plans shall be prepared under the supervision of, and stamped and signed by a Registered Civil Engineer.

C.4.2 Payment of the applicable Grading Permit fees which include grading plan checking and inspection fees, and other applicable fees as required by these Conditions of Approval.

C.4.3 Three sets of the Storm Water Pollution Prevention Plan (SWPPP) identical to the reports submitted to the State Water Quality Control Board (SWQCB) and any documentation or written approvals from the SWQCB including a copy of the Notice of Intent (NOI) with the state-issued Wastewater Discharge Identification number (WDID). After the completion of the Project, the Subdivider is responsible for filing the Notice of Termination (NOT) required by SWQCB, and shall provide the City, a copy of the completed Notice of Termination.

C.4.4 Cost of preparing the SWPPP, NOI and NOT including the annual storm drainage fees and the filing fees of the NOI and NOT shall be paid by the Subdivider. The Subdivider shall comply with all the requirements of the SWPPP and applicable Best Management Practices (BMPs) and the Storm Water Regulations adopted by the City in 2008 and any subsequent amendment(s), and the City Regulations.

C.4.5 Two sets of the Project's Geotechnical Report signed and stamped by a licensed Geo-technical Engineer licensed to practice in the State of California. The technical report must include relevant information related to soil types and characteristics, soil bearing capacity, percolation rate, roadway section construction recommendations and elevation of the highest observed groundwater level.

C.4.6 A copy of the Approved Fugitive Dust and Emissions Control Plan that meets San Joaquin Valley Air Pollution Control District (SJVAPCD) as required in Mitigation Monitoring and Reporting Program of the Tracy Hills Specific Plan Final Environmental Impact Report (TH-EIR).

C.4.7 Two sets of Hydrologic and Storm Drainage Calculations for the design of the on-site storm drainage system and for determining the size of the project's storm drainage connection.

C.4.8 Reasonable written permission from irrigation district or affected owner(s), if applicable as required in Condition C.2.2.5, above. The cost of relocating and/or removing irrigation facilities and/or tile drains is the sole responsibility of the Subdivider.

C.4.9 Written approval(s) or permit(s) obtained from San Joaquin County regarding the removal and abandonment of any existing well(s), if applicable. All existing on-site wells, if any, shall be abandoned or removed in accordance with the City and San Joaquin County requirements. The Subdivider shall be responsible for all costs associated with the abandonment or removal of the existing well(s) including the cost of permit(s) and inspection.

C.4.10 Improvement Plans prepared on a 24" x 36" size 4-mil thick polyester film (mylar) that incorporate all the requirements described in these Conditions of Approval. Improvement Plans shall be prepared under the supervision of, and stamped and signed by a Registered Civil, Traffic, Electrical, Mechanical Engineer, and Registered Landscape Architect for the relevant work.

C.4.11 Two sets of structural calculations for drainage structures and retaining walls within street right-of-way and retention basins signed and stamped by a Structural Engineer licensed in the State of California.

C.4.12 Signed and stamped Engineer's Estimate that summarizes the cost of constructing all the public improvements shown on the Improvement Plans.

C.4.13 Signed and notarized Offsite Improvement Agreement (OIA) and Improvement Security, to guarantee completion of the identified public improvements that are necessary to serve the Project as required by these Conditions of Approval. The form and amount of Improvement Security shall be in accordance with Section 12.36.080 of the Tracy Municipal Code (TMC), and the OIA.

C.4.14 Signed and notarized Deferred Improvement Agreement (DIA) and Improvement Security, to allow deferment of completion of

improvements as required by these Conditions of Approval. The form and amount of Improvement Security shall be in accordance with the DIA and Section 12.36.080 of the TMC, or pursuant to the terms of the Development Agreement, as appropriate.

C.4.15 Check payment for the applicable engineering review fees which include plan checking, permit and agreement processing, testing, construction inspection, and other applicable fees as required by these Conditions of Approval. The engineering review fees will be calculated based on the fee rate adopted by the City Council on April 15, 2014, per Resolution 2014-059.

C.4.16 Traffic Control Plan for each phase signed and stamped by a Registered Civil Engineer or Traffic Engineer licensed in the State of California.

C.4.17 As required per Mitigation Measure 4.8-2a of the EIR, the Subdivider shall submit, prior to issuance of grading permits, a Phase II ESA focused on soil sampling and/or soil vapor sampling conducted near the location of the underground crude oil pipelines, as determined by a qualified Phase II/Site Characterization specialist.

C.4.18 As required per Mitigation Measure 4.8-2b of the EIR, prior to issuance of grading permits, the Subdivider shall work with Conoco Phillips to implement and observe a site damage prevention plan to the satisfaction of the City of Tracy Engineering Division.

C.5. Building Permit

The City will not approve any building permit within the Project boundaries until a Final Map is approved by the City Council and it is recorded at the San Joaquin County Recorder's Office, and the Subdivider demonstrates, to the reasonable satisfaction of the City Engineer, compliance with all the required Conditions including, but not limited to, the following, except that the timing of payment of fees shall be as approved in the Development Agreement:

C.5.1 Check payment of the applicable City Wide Roadway and Traffic, Water, Recycled Water, Wastewater, Storm Drainage, Public Safety, Public Facilities, and Park Development Impact Fees (adopted by Resolution 2014-010) as these relate to the Project and as required by these Conditions of Approval.

C.5.2 Check payment of applicable Regional Transportation Impact Fees (RTIF) as required in the Mitigation Monitoring and Reporting Program of the Final Environmental Impact Report and these Conditions of Approval.

C.5.3 Check payment of any applicable Agricultural Conversion or Mitigation Fee as required in Chapter 13.28 of the Tracy Municipal Code and the Mitigation Monitoring and Reporting Program of Tracy Hills Final Environmental Impact Report and these Conditions of Approval.

C.5.4 Payment of the San Joaquin County Facilities Fees as required in Chapter 13.24 of the TMC.

C.5.6 The Project developer(s) shall be required to pay the Transportation Impact Fee established pursuant to the written Agreement by and between the City of Tracy, LTA, the Sierra Club, the County of Alameda, and the City of Livermore to the City of Tracy prior to issuance of building permits for any residential portion of the Project. Said condition shall be incorporated into any development agreement or similar agreement if entered into by the developer and the City of Tracy. Said condition shall constitute the only regional traffic impact fee charged against the Project.

C.6. Final Building Inspection

The City will not perform final building inspection until after the Subdivider provides documentation which demonstrates, to the reasonable satisfaction of the City Engineer, that:

C.6.1 The Subdivider has completed construction of all public facilities required to serve the building for which a certificate of occupancy is requested or a final building inspection has to be performed unless otherwise defined herein. Unless specifically provided in these Conditions, or the City Regulations, the Subdivider shall take all actions necessary to construct all public facilities required to serve the Project, and the Subdivider shall bear all costs related to construction of the public facilities (including all costs of design, construction, construction management, plan check, inspection, land acquisition, program implementation, and contingency).

C.6.2 The Subdivider shall pay a fair share towards the cost of constructing the interim improvements at the Lammers Road/Old Schulte Road intersection, as determined by the City Engineer.

C.7. Temporary or Final Building Certificate of Occupancy

No Final Building Inspection shall be performed or a Temporary or Final Building Certificate of Occupancy will be issued by the City until after the Subdivider provides reasonable documentation which demonstrates, to the satisfaction of the City Engineer, that:

C.7.1 The Subdivider has satisfied all the requirements set forth in these Conditions of Approval.

C.7.2 The Subdivider has completed construction of all required public facilities for the building for which a certificate of occupancy is requested, unless otherwise defined herein. Unless specifically provided in these Conditions of Approval, or some other applicable City Regulations, the Subdivider shall use diligent and good faith efforts in taking all actions necessary to construct all public facilities

required to serve the Project, and the Subdivider shall bear all costs related to construction of the public facilities (including all costs of design, construction, construction management, plan check, inspection, land acquisition, program implementation, and contingency).

C.8. Acceptance of Public Improvements

Public improvements will not be considered for City Council's acceptance until after the Subdivider demonstrates to the reasonable satisfaction of the City Engineer, completion of the following:

C.8.1 All the public improvements shown on the Improvement Plans are completed and all the deficiencies listed in the deficiency report prepared by the assigned Engineering Inspector are all corrected.

C.8.2 Subdivider has completed the 90-day public landscaping maintenance period.

C.8.3 Subdivider has submitted Certified "As-Built" Improvement Plans (or Record Drawings). Upon completion of the construction by the Subdivider, the City shall temporarily release the originals of the Improvement Plans to the Subdivider so that the Subdivider will be able to document revisions to show the "As Built" configuration of all improvements.

C.8.4 Signed and notarized Grant Deed(s) with legal description(s) and plat maps for the offer of dedication of right-of-way, and Grant of Easements as required per these Conditions of Approval and City Regulations, or dedications shown on the Final Map.

C.9. Release of Improvement Security

City will release Improvement Security(s) to the Subdivider after City Council's acceptance of public improvements, both on-site and off-site, in accordance with TMC section 12.36.080, upon written request and submittal of the recorded Notice of Completion.

C.10. Special Conditions

C.10.1. All streets and utilities improvements within City's right-of-way shall be designed and constructed in accordance with City Regulations, except as otherwise specifically approved in the Tracy Hills Specific Plan.

C.10.2 When street cuts are made for installation of utilities, the Subdivider is required to install 2 inches thick asphalt concrete overlay with reinforcing fabric at least 25 feet from all sides and for the entire length of the utility trench. A 2 inches deep grind on the existing asphalt concrete pavement will be required where the asphalt concrete overlay will be applied and shall be uniform thickness in

order to maintain current pavement grades, cross and longitudinal slopes. If the utility trench extends beyond the median island, the limit of asphalt concrete overlay shall be up to the lip of existing gutter located along that side of the street.

C.10.3. All improvement plans shall contain a note stating that the Developer (or Contractor) will be responsible to preserve and protect all existing survey monuments and other survey markers. Any damaged, displaced, obliterated or lost monuments or survey markers shall be re-established or replaced by a licensed Land Surveyor at the Developer's (or Contractor's) sole expense. A corner record must be filed in accordance with the State law for any reset monuments (California Business and Professions Code Section 8871).

C.10.4. Benefit District – The Subdivider may make a written request to the City for the formation of a Benefit District, before the approval of the final map and improvement plans for the public facility(s) considered to be oversized that benefits other property(s) or development(s). Reimbursement request(s) will be processed in accordance with TMC Chapter 12.60.

C.10.5. Nothing contained in these Conditions shall be construed to permit any violation of City Regulations. Subject, however, to City Regulations, this Condition does not preclude the City from requiring pertinent revisions and additional requirements to the final map, improvement agreements, and improvement plans, before the City Engineer's signature on the final map and improvement plans, if the City Engineer finds it necessary due to public health and safety reasons. (Government Code section 66498.6.) The Subdivider shall bear all the cost for the inclusion, design, and implementations of such additions and requirements, without reimbursement or any payment from the City.

April 5, 2016

AGENDA ITEM 4

REQUEST

PUBLIC HEARING TO CONSIDER A 226-UNIT RESIDENTIAL SUBDIVISION OF APPROXIMATELY 59.1 ACRES LOCATED ON THE EAST SIDE OF LAMMERS ROAD, NORTH OF REDBRIDGE ROAD, ASSESSOR'S PARCEL NUMBERS 240-060-26 AND 240-060-27. THE PROJECT INCLUDES A GENERAL PLAN DESIGNATION AMENDMENT FROM URBAN RESERVE (UR-8) TO RESIDENTIAL LOW (GPA13-0006), REZONING FROM LOW DENSITY RESIDENTIAL (LDR) TO PLANNED UNIT DEVELOPMENT (PUD), A PLANNED UNIT DEVELOPMENT PRELIMINARY AND FINAL DEVELOPMENT PLAN (PUD15-0001), AND VESTING TENTATIVE MAP (TSM15-0001) FOR THE PROJECT. A MITIGATED NEGATIVE DECLARATION IS THE PROPOSED ENVIRONMENTAL DOCUMENT FOR THE PROJECT. THE APPLICANT IS BATES STRINGER TRACY II LLC, AND THE PROPERTY OWNER IS CALENDEV, LLC.

EXECUTIVE SUMMARY

This agenda item, if approved, would facilitate the construction of a 226-unite single-family home subdivision, after a General Plan Amendment, Rezone, Creation of a Planned Unit Development, and subdivision map.

DISCUSSION

Project Description

The proposed project, being developed under the name of Rocking Horse, includes a total of 226 single-family detached housing units on an approximately 59.1-acre Project site, located along the east side of Lammers Road, north of Redbridge Road (see Attachment A). The project would consist of low-density residential development, developed at a density of approximately 3.82 units per acre. Lot sizes would range between 5,672 and 15,844 square feet, with an average lot size of 7,194 square feet. Lot sizes are generally broken into two different types, with corresponding home designs for each of the two lot types – smaller lots (those with a minimum of 63' x 90' dimensions – a total of 165 lots), and larger lots (those with a minimum of 90' x 100' dimensions – a total of 61 lots). Lots would be generally uniform in nature (rectangular shaped), while proposed corner lots and lots on the periphery are generally larger and not uniform in shape. The southern portion of the project site includes 2.4-acres of private park space for the exclusive use by project residents. Attachment A contains an aerial photograph of the project site and surrounding properties, project's proposed site plan, exterior elevations, and floor plans.

Existing Land Uses

The Project site currently consists of agricultural land, and one residential structure. Historically, the site was developed with orchard trees, but they have since been removed. Recent agricultural production on the site consists of agricultural grass crop

production, most recently alfalfa hay. A tree line is located along the western edge of the Project site, and one tree is present within the interior of the site. A total of 128 trees are located on the Project site. The parcel (APN 240-060-27) located on the west-central portion of the Project site is a 3-acre lot with one single-family residential home that is currently occupied, but will be vacated and removed upon project implementation.

Surrounding Land Uses

Lands to the south and east of the Project site consist of single-family residential uses. The parcels adjacent to the north, and to the west across South Lammers Road consist of agricultural uses (alfalfa fields, and cattle grazing). Further north approximately 0.35 miles is John C. Kimball High School. Single-family residential land uses are located further north and east of the Project site. Furthermore, there are several large-lot ranchette style homes to the northwest of the Project site across South Lammers Road.

Building Design

The project proposes to utilize 7 different models, each with 3 different elevations for a total of 21 different design plans. The plans call for use of varied styles, including Cottage, Traditional, Mission, Farmhouse and Craftsman detailing. The homes have appropriate detailing and use of varied construction materials.

For homes built on the smaller lots of the project, there would be 4 different models with 3 elevations, for a total of 12 designs. These homes would utilize 2 1- and 2 2-story designs, with maximum heights of 30 feet. Homes built on the larger lots of the project would include 3 different models with 3 elevations, for a total of 9 designs. These homes would be 2 stories, with maximum heights of 30 feet. Home sizes in the project are proposed from 2,366 to 3,856 square feet.

Noted is that the City's Design Goals and Standards state that each subdivision should offer a variety of floor plans and elevations to provide sufficient variation of houses within a subdivision based on the number of lots within that subdivision. For projects of this size (200-300 lots), the Goals and Standards indicate that there should be 6 models and 28 different home plans. The Planning Commission reviewed the project with 7 models with three elevations each, and recommended that a fourth elevation be added to each floor plan prior to City Council approval. Staff has reviewed the additional elevations (Attachment A) and has determined that they are well-designed, providing variety within the subdivision, and that they are in compliance with the City's Design Goals and Standards.

Circulation

The project applicant would construct a new road (Crossroads Drive) running east-west, along the northern edge of the site connecting the project to South Lammers Road. Improvements to the existing South Lammers Roadway are also proposed. These improvements include the dedication of 70 feet of Right-of-Way (ROW) that would increase the total ROW from 67 feet to 137 feet, and include new lane configurations, a 16 foot median with left turn pockets, new sidewalk with landscaping

buffers and Class 1 bicycle lanes. Internal circulation at the project site consists of an interconnected public street network and includes 13 new roads to be constructed.

The project includes a proposed gated emergency vehicle access (EVA) between Lots 107 and 108 at the west edge of the project, connecting to Lammers Road. The EVA would be interim in nature, and would be removed once the project's on-site interim storm water basin is removed at the northeast corner of the site and a secondary street connection (Street "L") is constructed and connected to Crossroads Drive. Staff has recommended conditions of approval requiring construction of the EVA to ensure design allows for safe and effective emergency vehicle access, and to retain the area for use as a pedestrian and bicycle pathway once the EVA is no longer necessary following connection of Street "L" to Crossroads Drive.

Bicycle and pedestrian access will be provided through use of connections to Crossroads Drive and Lammers Road. A condition of approval (and environmental mitigation measure) requires interim installation of a pedestrian pathway along the east side of Lammers Road leading north to Kimball High School.

Project Phasing

The applicant anticipates construction of the project in multiple phases. Phase I would include construction of backbone infrastructure. Subsequent phases would include construction of homes on both the smaller and larger lots, while the final phase of construction would involve removal (filling) of the interim on-site storm drain basin at the northeast corner of the site, and construction of homes on the underlying lots. Actual project phasing could be adjusted in response to market conditions.

Utilities

On-site utility improvements are detailed in Attachment A. Utility extensions would be installed to provide services to new residents. Utility lines within the project site would be run through the rights-of-way to be created by the project's internal street network. Wastewater lines would be connected via an existing sanitary sewer line along South Lammers Road in the northwest portion of the project site. Storm drainage would be provided for the project through the construction of a temporary on-site detention basin located in the northeast portion of the project site. Potable water connections would be extended from existing water service lines located along South Lammers Road and Redbridge Road.

Storm water drainage will be accommodated on an interim basis through construction of a basin at the northwest corner of the project site. A condition of approval is recommended to require installation of fencing and landscaping for both safety and to help screen the basin. The basin would be removed and remaining underlying lots developed once a permanent off-site basin is constructed, anticipated to occur to the northeast of the project site.

Private On-Site Park

The project includes a proposed 2.4-acre park near the south end of the project site,

intended for the exclusive use of the project residents. The park would include recreational features such as a tot lot, seating areas, trails, and similar features. On-street parking spaces are proposed around the park.

Because the park site is less than the City's 2013 Park and Recreation Master Plan standard of 4 to 10 acres for neighborhood parks (pursuant to Policy 1-P1), the applicant will not receive partial park fee credits for installation of the 2.4-acre park. If this park were to serve as a public neighborhood park, City staff would also seek to relocate the park to the north end of the site to facilitate use by future residents located north of Crossroads Drive. The park will be owned and maintained privately through the homeowners association.

Landscaping

A preliminary landscape plan was submitted with the project, showing a mix of 24-inch box street trees, shrubs and goundcover materials, along with irrigation details. Of note, several trees along Lammers Road, west of the soundwall, will ultimately be removed as the ultimate Lammers Road right-of-way is constructed, but preserved until such time as the road improvements require.

Land Use Compatibility

The proposed residential subdivision will be compatible with nearby uses, including single-family residential development to the east and south in the adjoining Redbridge development. Lands immediately to the north of the project site are located outside of the City limit, but are planned for urban development (residential uses) under the General Plan, which designates the site as Urban Reserve.

Public Schools

According to the School District's boundary maps, new elementary and middle school students residing at the project site are expected to attend George Kelly Elementary School, and high school students would attend John C. Kimball High School. Tracy Unified School District representatives indicate they will receive the standard capital school facilities fees from the project and space is available in the public school system for students who may live in the new houses.

General Plan Amendment and Rezone

The project includes a request to amend the General Plan land use designation on the subject property from Urban Reserve (UR 8) to Low Density Residential. The Land Use Element of General Plan states the following regarding the intent of the Urban Reserve designation:

> *"…General Plan assigns an "Urban Reserve" designation to undeveloped areas at the city's periphery instead of specific land use designations to various parcels. The Urban Reserve designation is intended to provide guidance regarding the vision and potential mix of land uses while allowing flexibility in the location of these uses. Areas with the Urban Reserve designation will require*

comprehensive planning. A General Plan amendment with specific land use designations will be required as each of these Urban Reserves develops in order to reflect the appropriate land use designation. The preparation of a Zoning District, Specific Plan and/or PUD will also be required prior to development."

The UR 8 designation for the project site states:

"This area is envisioned for residential uses at a mixture of densities. When development occurs, the following additional General Plan policies apply:

8a. The acreages assigned to land uses in the statistical profile for this Urban Reserve are intended as guidelines; the overall distribution and mixture of residential densities may change.

8b. Future development in this Urban Reserve should have a well-integrated mix of housing types with an average density of six dwelling units per acre.

8c. Development in this area should be coordinated with development in Urban Reserves 5 and the surrounding development to ensure adequate transitions between the location, site layout and intensity of land uses."

The statistical profile for the UR 8 area envisions a possible mix of residential units, from low to high density, and with as many as 450 dwelling units, plus an approximately 5-acre park site. With respect to the statistical profile, the General Plan states:

"The statistical profiles are guidelines for the approximate mix of land uses. The acreages assigned to land uses in the statistical profile for each Urban Reserve are intended as guidelines; the overall distribution and mixture of residential densities and commercial/industrial intensities may change. Detailed land uses will be analyzed and considered at the time of approval of a Zoning District, Specific Plan or PUD."

The proposed project generally conforms to these policies through the amendment of the designation to Low Density Residential, which allows densities of 2.1 to 5.8 dwelling units/acre. The proposed density of the project, at 3.82 dwelling units/acre, and a corresponding unit count of 226 is appropriate for this location along south Lammers Road, and would be more in keeping with the land use densities of lands to the south and east in the Redbridge development. There will be a mix of unit types for the single-family homes as a result of lot sizes that will vary from 5,672 to 15,844 square feet. At a future date, lands to the north and northeast, under the General Plan UR 5 and UR 7, would also be considered for development.

Figure 2-3 of the Land Use Element identifies the project site as a Secondary Residential Growth area, and allocation of Residential Growth Allocations will be able to occur only as key infill properties in the City are developed. All homes in the proposed Rocking Horse development would be market rate.

The second application is to Rezone the property from Low Density Residential (LDR) to Planned Unit Development (PUD). The project includes a request to

approve the project Planned Unit Development Preliminary and Final Development Plan, which serves as the permit for the City's approval of the 226-lot project. The PUD prescribes general development standards, as shown below:

Rocking Horse Development Standards	
Minimum Lot Area	5,260 sf
Minimum Lot Width	63' (50' on knuckles)
Minimum Lot Depth	90' (75' on knuckles)
Maximum Lot Coverage	55% (excludes porches and shade structures)
Maximum Building Height	35'
Minimum Setbacks:	
Front Setback to Garage	20'
Front Setback to House	15'
Front Setback to Porch	10'
Side Yard Setback	5'
Side Yard Setback (Corner Lots)	10' on street side, 5' on interior side
Rear Yard Setback	10' for 63' x 90' lots and 20' for 90' x 100' lots
Parking On-Site	20' x 20' 2 -Car Garage, 2 Driveway Spaces

The proposed development standards correspond well to the proposed project, and will ensure appropriate neighborhood and lot design. Of note is the proposed 55 percent maximum lot coverage standard. While not excessively high, the 55 percent coverage would exceed the standard used on similar projects in the City which are 45 percent.

Planning Commission Discussion

The Planning Commission held a public hearing to discuss the proposed project on January 13, 2016, and discussed vehicular and pedestrian access, architecture and connectivity to the Redbridge subdivision. The Council hearing was initially scheduled for March 1, but after the Planning Commission hearing the applicant proposed changes to the Conditions of approval, and due to the extent of the changes the project was taken back to Planning Commission on March 9, 2016. After some discussion they unanimously recommended City Council approval of the project, with the amended conditions of approval.

ENVIRONMENTAL ANALYSIS

The City's environmental consultant prepared a project-level Initial Study (Exhibit 1 to Planning Commission Resolution, attached). The analysis included a traffic study, air quality analysis, noise analysis, and water and sewer studies. Various potentially significant environmental impacts were identified stemming from development of the proposed 226-lot project, including in the areas of aesthetics (light and glare

generation), air quality, geology, storm water treatment, noise, public services and traffic. However, mitigation measures were identified for each of the potentially significant impacts that would, upon implementation, reduce the impacts to levels of insignificance. Therefore, in accordance with California Environmental Quality Act regulations, a Mitigated Negative Declaration is proposed.

FISCAL IMPACT

The City has entered into a Cost Recovery Agreement with the applicant for the funding of staff and consultant time on the project. Upon development, the developer will pay all the applicable fees associated with development.

RECOMMENDATION

Staff and the Planning Commission recommend that the City Council take the following action:

1. Adopt the project Mitigated Negative Declaration.
2. Approve the General Plan designation amendment from Urban Reserve to Residential Low Density.
3. Approve the Rezone from Low Density Residential to Planned Unit Development.
4. Approve the Vesting Tentative Subdivision Map for the Rocking Horse Project.
5. Approve the Planned Unit Development Preliminary and Final Development Plan for the Rocking Horse Project.

Prepared by: Victoria Lombardo, Senior Planner and Brian Millar, AICP, Planning Consultant

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

Approved by: Troy Brown, City Manager

ATTACHMENTS

Attachment A – Rocking Horse Booklet (oversized)

RESOLUTION 2016-___

APPROVING A GENERAL PLAN AMENDMENT (GPA13-0006), APPROVAL OF A VESTING TENTATIVE MAP (TSM15-0001),AND ADOPTION OF A MITIGATED NEGATIVE DECLARATIONFOR THE ROCKING HORSE DEVELOPMENT

WHEREAS, Applications have been filed for a General Plan Amendment to re-designate approximately 59.1 acres from Urban Reserve to Residential Low Density; to Rezone the property from Low Density Residential to Planned Unit Development and approve a Planned Unit Development Preliminary and Final Development Plan; and approve a Vesting Tentative Map for the 226-lot residential development, collectively, the "Project", and

WHEREAS, The subject property is located on the east side of Lammers Road, north of Redbridge Road, Assessor's Parcel Numbers 240-060-26 and 240-060-27, and

WHEREAS, The Project includes a request to amend the General Plan designation of the site to Residential Low Density in order for the General Plan Land Use Diagram to more specifically reflect the planned single-family residential land use of this Project, and

WHEREAS, The subject property is well suited for residential development, and will be provided with all necessary urban services and utilities, and

WHEREAS, The Project provides housing opportunities which assist the City in achieving housing goals established in the City's General Plan Housing Element, and

WHEREAS, The Project is consistent with General Plan Housing Element Goals and Policies, including Policy 3.1 ("Provide for a range of residential densities and products..."), and

WHEREAS, The Project has been evaluated in accordance with California Environmental Quality Act (CEQA) Guidelines, and a Mitigated Negative Declaration is proposed which would reduce any potentially significant environmental impacts to levels of insignificance, and is proposed for approval, and

WHEREAS, The Planning Commission conducted a public hearing to receive public input and review the Project on March 9, 2016 and recommended City Council approval;

NOW, THEREFORE, BE IT RESOLVED by the Tracy City Council as follows:

1. <u>Mitigated Negative Declaration</u>

   A. The project was evaluated under an Initial Study which evaluated potential environmental impacts associated with project development.

   B. Based on the analysis contained in the Initial Study, mitigation measures were identified which would reduce potentially significant impacts to levels of insignificance. Therefore, a Mitigated Negative Declaration has been prepared for the project.

   C. The City Council adopts the Mitigated Negative Declaration, Exhibit 1.

2. General Plan Amendment (Application Number GPA13-0006)

The City Council approves the General Plan Amendment to re-designate the site from Urban Reserve to Residential Low Density.

3. Vesting Tentative Map (Application Number 15-0001)

A. The Project includes a Vesting Tentative Map which will provide for subdivision of the site into 226 lots for single-family residential use, along with creation of common-space lots to be maintained by the Project homeowner's association.

B. The subdivision, as conditioned (Exhibit 2), will be consistent with applicable City design provisions and the Subdivision Map Act.

* * * * * * * * * * * *

The foregoing Resolution 2016-_____ was adopted by the Tracy City Council on the 5th day of April, 2016, by the following vote:

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

_____
MAYOR

ATTEST:

_____
CITY CLERK

EXHIBIT 1

PUBLIC DRAFT
INITIAL STUDY AND MITIGATED NEGATIVE DECLARATION

FOR THE

ROCKING HORSE DEVELOPMENT PROJECT

NOVEMBER 2015

Prepared for:

City of Tracy
Department of Development Services
333 Civic Center Plaza
Tracy, CA 95676

Prepared by:

De Novo Planning Group
1020 Suncast Lane, Suite 106
El Dorado Hills, CA 95762
(916) 949-3231

De Novo Planning Group

A Land Use Planning, Design, and Environmental Firm

PUBLIC DRAFT
INITIAL STUDY AND MITIGATED NEGATIVE DECLARATION

FOR THE

ROCKING HORSE DEVELOPMENT PROJECT

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TABLE OF CONTENTS

INITIAL STUDY 3
Project Title 3
Lead Agency Name and Address 3
Contact Person and Phone Number 3
Project Sponsor's Name and Address 3
Purpose of the Initial Study 3
Project Location and Setting 4
Project Description 4
REQUESTED ENTITLEMENTS AND OTHER APPROVALS 7
Project Goals and Objectives 7
Environmental Factors Potentially Affected: 21
Determination: 21
Evaluation Instructions: 22
Evaluation of Environmental Impacts: 23
I. AESTHETICS -- Would the project: 24
II. AGRICULTURE AND FOREST RESOURCES: Would the project: 29
IV. BIOLOGICAL RESOURCES -- Would the project: 42
V. CULTURAL RESOURCES -- Would the project: 49
VI. GEOLOGY AND SOILS -- Would the project: 51
XII. Greenhouse Gas Emissions – Would the Project: 59
VIII. HAZARDS AND HAZARDOUS MATERIALS -- Would the project: 69
IX. HYDROLOGY AND WATER QUALITY -- Would the project: 77
X. LAND USE AND PLANNING - Would the project: 83
XI. MINERAL RESOURCES -- Would the project: 86
XII. NOISE -- Would the project result in: 87
XIII. POPULATION AND HOUSING -- Would the project: 97
XIV. PUBLIC SERVICES 99
XV. RECREATION 105
XVI. TRANSPORTATION/TRAFFIC -- Would the project: 109
XVII. UTILITIES AND SERVICE SYSTEMS -- Would the project: 119
XVIII. MANDATORY FINDINGS OF SIGNIFICANCE -- 124
References 126

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INITIAL STUDY

PROJECT TITLE

Rocking Horse Development Project

LEAD AGENCY NAME AND ADDRESS

City of Tracy
333 Civic Center Plaza
Tracy, CA 95376

CONTACT PERSON AND PHONE NUMBER

Vicki Lombardo, Senior Planner
Development Services Department
City of Tracy
(209) 831-6428

PROJECT SPONSOR'S NAME AND ADDRESS

Bates Stringer Tracy II, LLC
875 Orange Blossom Way
Danville, CA 94526

PURPOSE OF THE INITIAL STUDY

An Initial Study (IS) is a preliminary analysis which is prepared to determine the relative environmental impacts associated with a proposed project. It is designed as a measuring mechanism to determine if a project will have a significant adverse effect on the environment, thereby triggering the need to prepare an Environmental Impact Report (EIR). It also functions as an evidentiary document containing information which supports conclusions that the project will not have a significant environmental impact or that the impacts can be mitigated to a "Less Than Significant" or "No Impact" level. If there is no substantial evidence, in light of the whole record before the agency, that the project may have a significant effect on the environment, the lead agency shall prepare a Negative Declaration (ND). If the IS identifies potentially significant effects, but: (1) revisions in the project plans or proposals would avoid the effects or mitigate the effects to a point where clearly no significant effects would occur, and (2) there is no substantial evidence, in light of the whole record before the agency, that the project as revised may have a significant effect on the environment, then a Mitigated Negative Declaration (MND) shall be prepared.

This Initial Study has been prepared consistent with CEQA Guidelines Section 15063, to determine if the proposed Rocking Horse Development Project (project) may have a significant effect upon the environment. Based upon the findings and mitigation measures contained within this report, a Mitigated Negative Declaration (MND) will be prepared.

PROJECT LOCATION AND SETTING

PROJECT LOCATION

The Project site consists of 59.1 acres located at 25380 and 25376 South Lammers Road in the west-central quadrant of the city of Tracy, northeast of the intersection of Lammers and Redbridge Roads. The Project site encompasses Assessor Parcel Numbers (APN) 240-060-26, and 240-060-27.

The project's regional location is shown in Figure 1, and the project vicinity is shown in Figure 2.

EXISTING SITE USES

The Project site currently consists of agricultural land, and one residential structure. Historically the site was developed with orchard trees, but they have since been removed. Recent agricultural production on the site consists of agricultural grass crop production, most recently alfalfa hay. A treeline is located along the western edge of the Project site, and one tree is present within the interior of the site. A total of 128 trees are located on the Project site. The parcel (APN 240-060-27) located on the west-central portion of the Project site is a 3-acre lot with one single-family residential home that is currently occupied, but will be vacated and removed upon project implementation. Figure 3 shows an aerial view of the Project site.

SURROUNDING LAND USES

Lands to the south and east of the Project site consist of single-family residential uses. The parcels adjacent to the north, and to the west across South Lammers Road consist of agricultural uses (alfalfa fields, and cattle grazing). Further north approximately 0.35 miles is John C. Kimball High School. Single-family residential land uses are located further north and east of the Project site. Furthermore, there are several large-lot ranchette style homes to the northwest of the Project site across South Lammers Road.

PROJECT DESCRIPTION

The proposed project would develop 226 single-family detached housing units on the 59.1-acre Project site. The project would consist of low-density residential development (3.82 units per acre). Lot sizes would range between 5,672 and 15,844 square feet, with an average lot size of 7,194 square feet. Lots would be generally uniform in nature (rectangular shaped). Corner lots, and lots on the periphery would be generally larger and not uniform in shape. Within the southern portion of the Project site 2.4-acres of private park space is proposed for the exclusive use by project residents. A detailed vesting tentative map has been prepared and submitted for approval, Figure 4 shows the proposed site plan layout.

The project applicant would construct a new road (Crossroads Drive) running east-west, along the northern edge of the site connecting the Project site to South Lammers Road. Improvements to the existing South Lammers Roadway are also proposed. These improvements include the dedication of 70 feet of Right-of-Way (ROW) that would increase the total ROW from 67 feet to 137 feet and include new lane configurations, a 16ft median with left turn pockets, a new sidewalk with landscaping buffers, and Class 1 bicycle lanes. Internal circulation at the Project

site would consist of an interconnected street network and include 13 new internal roadways to be constructed.

The Vesting Tentative Map identifies that the project would be served by the following existing service providers:

- City of Tracy for water;
- City of Tracy for wastewater collection and treatment;
- City of Tracy for stormwater collection;
- Pacific Gas and Electric Company for gas and electricity.

Utility extensions would be installed to provide services to project residents. Utility lines within the Project site would be run through the rights-of-way created by the project's internal street network. Wastewater lines would be connected via an existing sanitary sewer line along South Lammers Road northwest of the Project site. Storm drainage would be provided for the Project through the construction of a temporary on-site detention basin located in the northeast portion of the Project site. Potable water connections would be extended from existing water service lines located along South Lammers Road, and Redbridge Road.

The project applicant is requesting a General Plan amendment to change land uses on the Project site from Urban Reserve 8 (UR-8) to Residential Low (RL). Additionally, the project applicant is requesting a rezone of the Project site from Low Density Residential (LDR) to Planned Unit Development (PUD).

GENERAL PLAN AND ZONING DESIGNATIONS

The Project site is currently designated Urban Reserve 8 (UR-8) by the City of Tracy General Plan Land Use Designations Map. The Urban Reserve designation is applied to relatively large, contiguous geographic areas where comprehensive planning is expected to occur. Approval of a General Plan Amendment from Urban Reserve to Residential Low (RL) would be required prior to, or as a component of, project approval.

The following General Plan policies apply to the Urban Reserve 8 (UR-8) Land Use Designation:

- 8a. The acreages assigned to land uses in the statistical profile for this Urban Reserve are intended as guidelines; the overall distribution and mixture of residential densities may change.
- 8b. Future development in this Urban Reserve should have a well-integrated mix of housing types with an average density of six dwelling units per acre.
- 8c. Development in this area should be coordinated with development in Urban Reserves 5 and the surrounding development to ensure adequate transitions between the location, site layout and intensity of land uses.

The following Standards apply to the Proposed Residential Low (RL) Land Use Designation:

- **Residential Low (RL)**. Single family dwelling units are the principal type of housing stock allowed in these areas. Attached units, zero lot line and clustered housing are also

permissible and are encouraged within the overall framework of each community. These housing types can help to meet the City's desire to create unique neighborhoods and enhance the character of the community. Allowable densities 2.1 to 5.8 units per gross acre.

The Project site is currently zoned Low Density Residential (LDR). Approval of a Zoning Amendment from Low Density Residential to Planned Unit Development (PUD) would be required prior to, or as a component of, project approval.

The following requirements apply to the Low Density Residential (LDR) Zoning Designation:

- The minimum lot area shall be 5,600 square feet.
- The minimum lot width shall be fifty-six (56') feet; provided, however, lots on cul-de-sacs or knuckles shall have a minimum frontage of forty-five (45') feet at the front lot line.
- The minimum lot depth shall be ninety (90') feet.
- The maximum height in the LDR Zone shall be two and one-half (2½) stories or thirty-five (35') feet, whichever is less; provided, however, any residence exceeding two (2) stories in height shall have all windows above the second story facing the street frontage.
- The maximum aggregate coverage of all buildings in the LDR Zone shall not exceed forty-five (45%) percent of the lot.

Proposed PUD Standards based on the Tentative Map standards:

Unless otherwise expressly noted below, and when not in conflict with the standards outlined below, development standards shall be consistent with the Low Density Residential Zone (LDR) – Title 10, Article 7 of the Tracy Municipal Code. All standards for fence, wall and hedge heights, swimming pools, portable buildings, shade structures, projections into yards and courts, shall be consistent with Tracy Municipal Code Article 24 of Chapter 10.08 – Zoning Regulations. Parking of boats or recreation vehicles and motor homes within driveways or within any required front yard areas is prohibited.

Minimum Lot Area	5,600 sf
Minimum Lot Width	63' (50' on knuckles)
Minimum Lot Depth	90' (75' on knuckles)
Maximum Lot Coverage	55% (excludes porches and shade structures)
Maximum Building Height	35'
Minimum Setbacks:	
Front Setback to Garage	20'
Front Setback to House	15'
Front Setback to Porch	10'
Side Yard Setback	5'
Side Yard Setback (Corner Lots)	10' on street side, 5' on interior side
Rear Yard Setback	10' for 63' x 90' lots and 20' for 90' x 100' lots
Parking On-Site	20' x 20' 2 -Car Garage, 2 Driveway Spaces

The General Plan Land Use Map and Zoning designations for the Project site are shown on Figure 5 and Figure 6.

REQUESTED ENTITLEMENTS AND OTHER APPROVALS

The City of Tracy is the Lead Agency for the proposed project, pursuant to the State Guidelines for Implementation of the California Environmental Quality Act (CEQA), Section 15050.

This document will be used by the City of Tracy to take the following actions:

- Adoption of the Mitigated Negative Declaration (MND)
- Adoption of the Mitigation Monitoring and Reporting Program (MMRP)
- Approval of a General Plan Amendment to amend the land use designation from Urban Reserve to Residential Low
- Zoning Amendment from Low Density Residential to Planned Unit Development (PUD)
- Preliminary and Final Development Plan Approval
- Approval of the Vesting Tentative Subdivision Map with conditions to subdivide the Project site
- Approval of a Concept Plan

The following agencies may be required to issue permits or approve certain aspects of the proposed project:

- Central Valley Regional Water Quality Control Board (CVRWQCB) - Storm Water Pollution Prevention Plan (SWPPP) approval prior to construction activities.
- San Joaquin Council of Governments (SJCOG) - Review of project application to determine consistency with the San Joaquin County Multi-Species Habitat, Conservation, and Open Space Plan (SJMSCP).

PROJECT GOALS AND OBJECTIVES

The City of Tracy and the project applicant have identified the following goals and objectives for the proposed project:

1. Expand the available supply of residential housing options in the City of Tracy, consistent with the City's General Plan.
2. Develop a project that is consistent and compatible with the surrounding land uses, and follows a logical development pattern.
3. Increase the supply of market-rate housing units within the City of Tracy.
4. Provide residential housing opportunities that are visually attractive and accommodate the future housing demand in the City of Tracy.

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Rocking Horse Project MND
TRACY, CALIFORNIA

Figure 1: Project Regional Location/Context

N

0 10 20
Miles

1:1,500,000

Data source: California Spatial Information Library. Map date: December 22, 2014.

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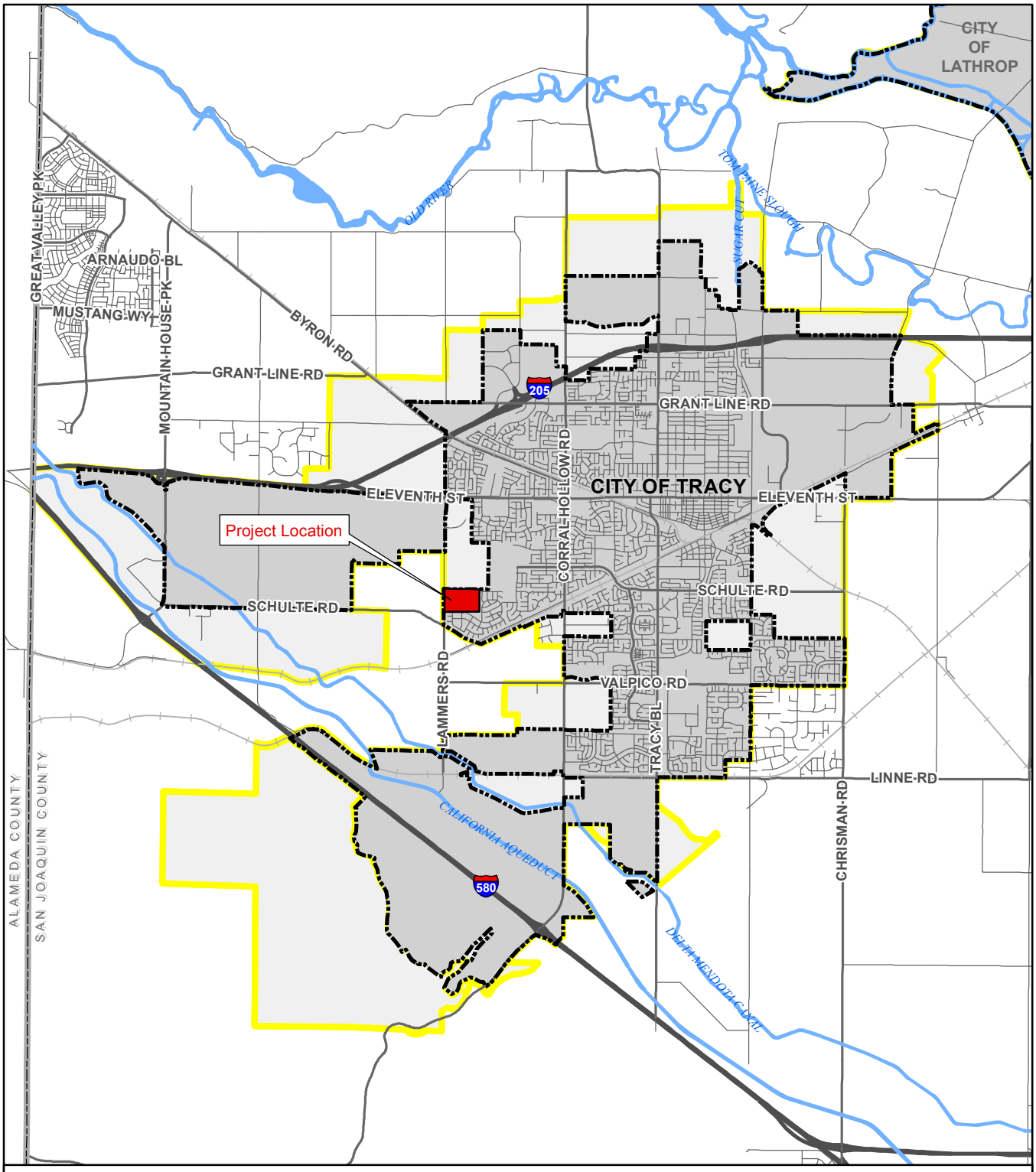

Rocking Horse Project MND
TRACY, CALIFORNIA

Figure 2: Project Vicinity

Legend

- City Boundary
- Sphere of Infuence
- Project Location

N

0 0.5 1
Miles

Sources: San Joaquin County GIS. Map date: March 24, 2015.

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ROCKING HORSE PROJECT MND
TRACY, CALIFORNIA

Figure 3: Aerial View of Project Site

Legend

Project Boundary

City of Tracy

N

0 250 500

Feet

1:12,000

Sources: San Joaquin County GIS; ArcGIS Online World Imagery Map Service. Map date: November 9, 2015.

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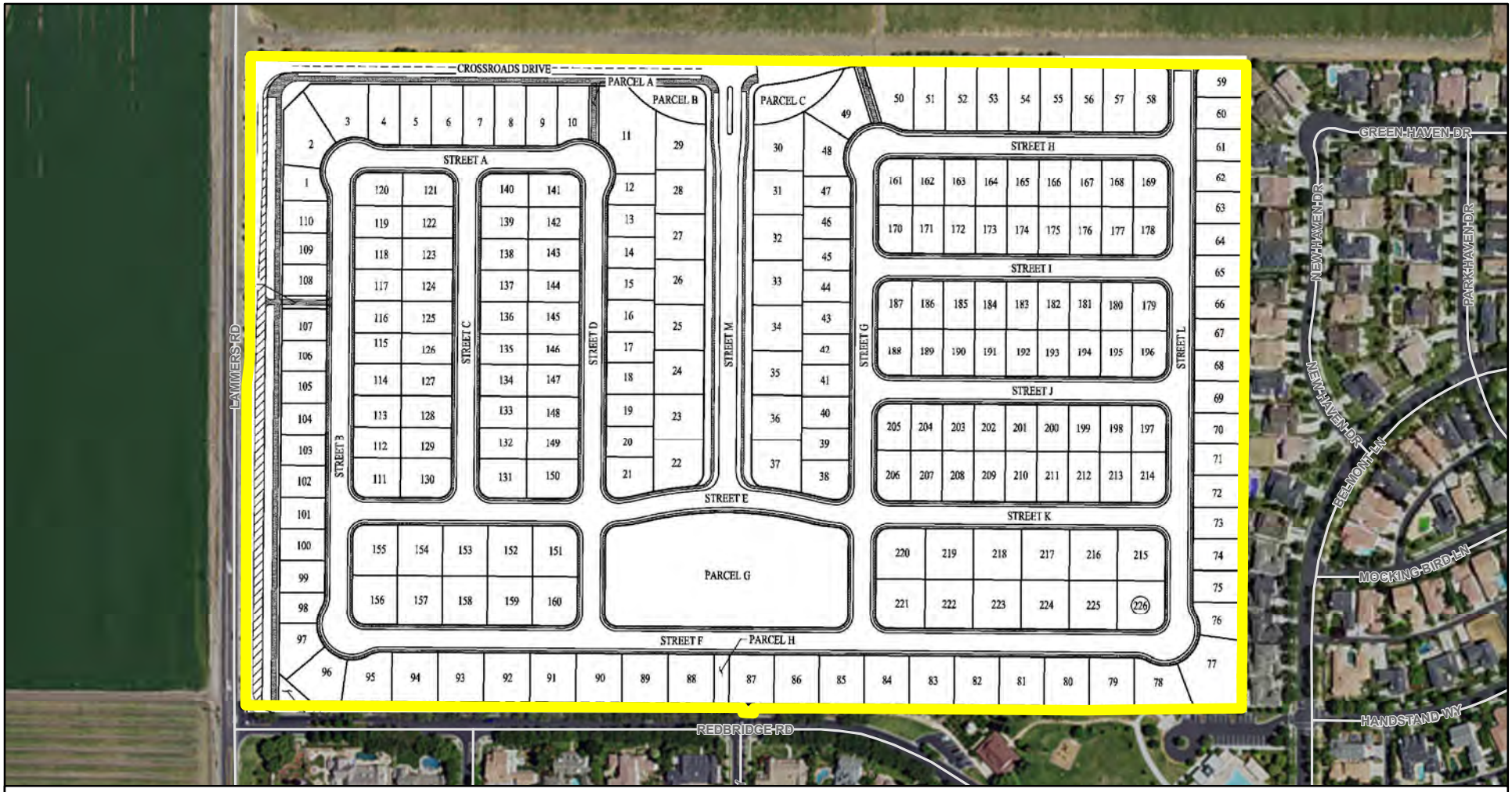

ROCKING HORSE PROJECT MND
TRACY, CALIFORNIA

Figure 4: Site Plan

Legend

Project Boundary

N

0 150 300
Feet

1:3,600

Sources: Carlson, Barbee & Gibson, Inc.; San Joaquin County GIS; ArcGIS Online World Imagery Map Service. Map date: November 9, 2015.

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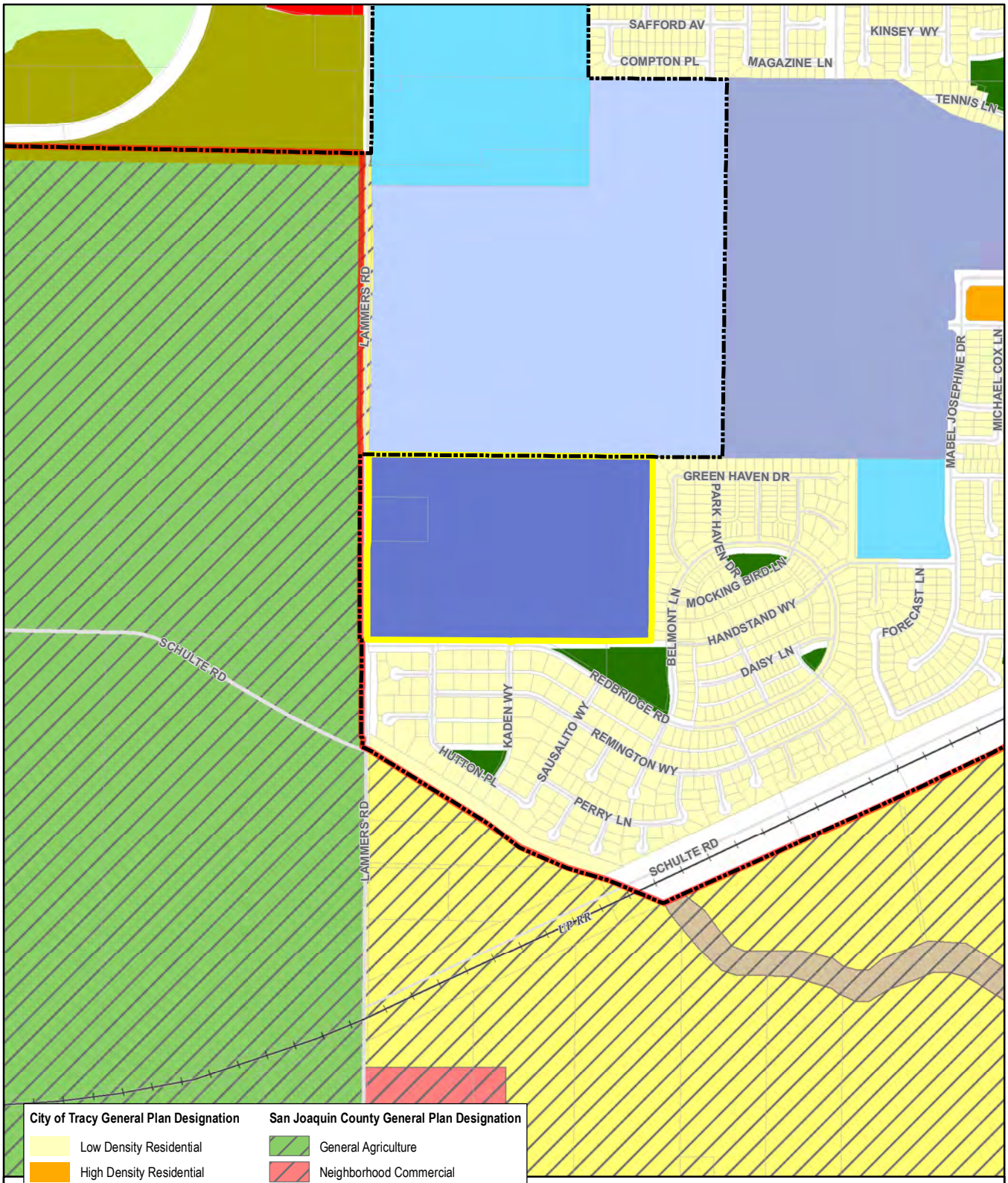

City of Tracy General Plan Designation

- Low Density Residential
- High Density Residential
- Commercial
- Office
- Open Space
- Park
- Public Facilities
- Urban Reserve 5
- Urban Reserve 7
- Urban Reserve 8

San Joaquin County General Plan Designation

- General Agriculture
- Neighborhood Commercial
- Open Space/Resource Conservation
- Low Density Residential

Planning Boundaries

- Project Boundary
- City of Tracy
- Sphere of Influence

ROCKING HORSE PROJECT MND
TRACY, CALIFORNIA

Figure 5: General Plan Land Use Designations

N 0 250 500 Feet

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Sources: San Joaquin County GIS; City of Tracy GIS. Map date: November 9, 2015..

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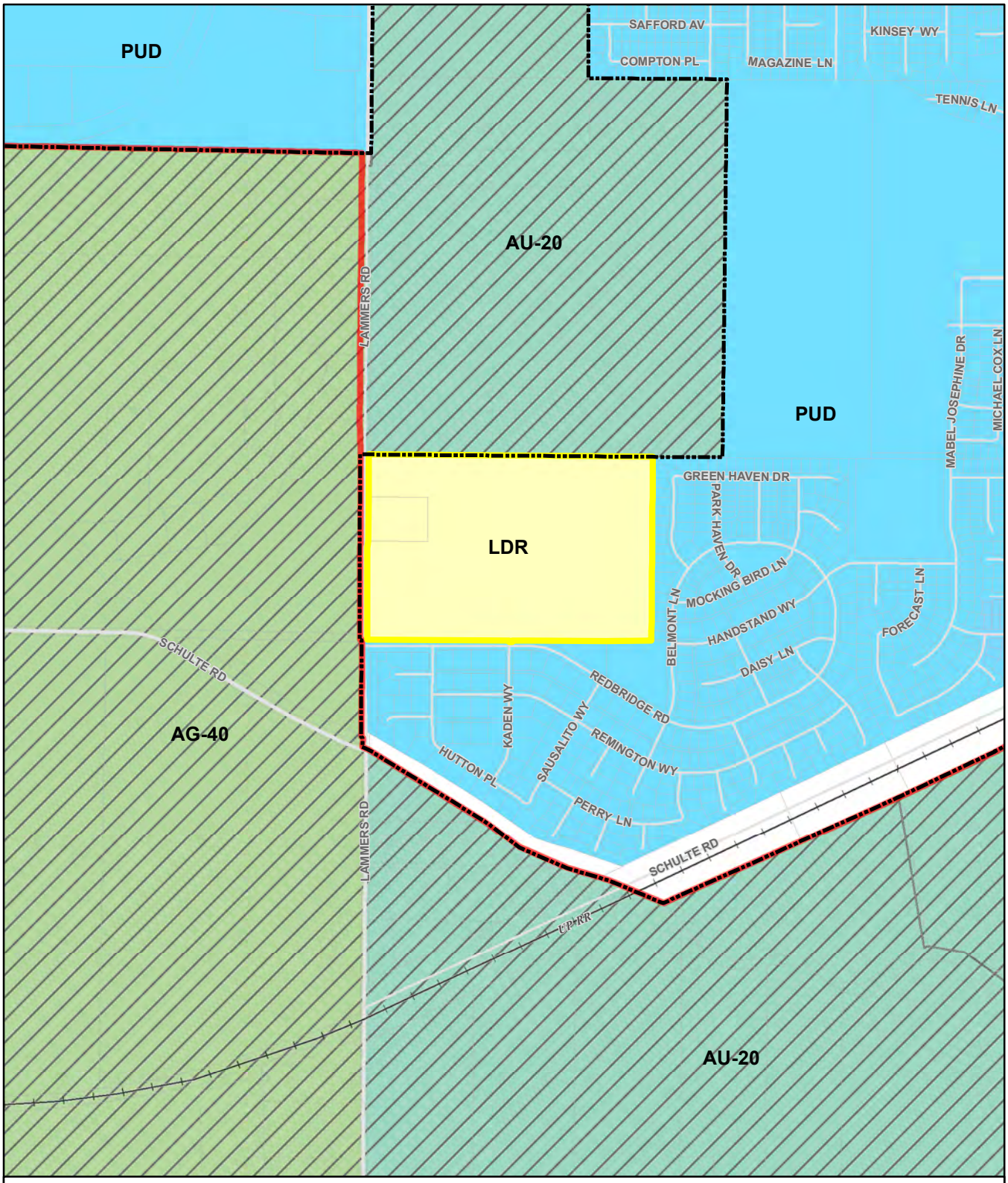

City of Tracy Zoning Designations

- LDR - Low Density Residential
- PUD - Planned Urban Development

San Joaquin County Zoning Designations

- AG-40
- AU-20

Planning Boundaries

- Project Boundary
- City of Tracy
- Sphere of Influence

ROCKING HORSE PROJECT MND
TRACY, CALIFORNIA

Figure 6: Zoning Designations

N 0 250 500 Feet

Sources: San Joaquin County GIS; City of Tracy GIS. Map date: November 9, 2015.

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ENVIRONMENTAL FACTORS POTENTIALLY AFFECTED:

The environmental factors checked below would be potentially affected by this project, involving at least one impact that is a "Potentially Significant Impact" as indicated by the checklist on the following pages.

	Aesthetics		Agriculture and Forest Resources		Air Quality
	Biological Resources		Cultural Resources		Geology/Soils
	Greenhouse Gasses		Hazards and Hazardous Materials		Hydrology/Water Quality
	Land Use/Planning		Mineral Resources		Noise
	Population/Housing		Public Services		Recreation
	Transportation/Traffic		Utilities/Service Systems		Mandatory Findings of Significance

DETERMINATION:

On the basis of this initial evaluation:

	I find that the proposed project COULD NOT have a significant effect on the environment, and a NEGATIVE DECLARATION will be prepared.
X	I find that although the proposed project could have a significant effect on the environment, there will not be a significant effect in this case because revisions in the project have been made by or agreed to by the project proponent. A MITIGATED NEGATIVE DECLARATION will be prepared.
	I find that the proposed project MAY have a significant effect on the environment, and an ENVIRONMENTAL IMPACT REPORT is required.
	I find that the proposed project MAY have a "potentially significant impact" or "potentially significant unless mitigated" impact on the environment, but at least one effect 1) has been adequately analyzed in an earlier document pursuant to applicable legal standards, and 2) has been addressed by mitigation measures based on the earlier analysis as described on attached sheets. An ENVIRONMENTAL IMPACT REPORT is required, but it must analyze only the effects that remain to be addressed.
	I find that although the proposed project could have a significant effect on the environment, because all potentially significant effects (a) have been analyzed adequately in an earlier EIR or NEGATIVE DECLARATION pursuant to applicable standards, and (b) have been avoided or mitigated pursuant to that earlier EIR or NEGATIVE DECLARATION, including revisions or mitigation measures that are imposed upon the proposed project, nothing further is required.

Signature Date

EVALUATION INSTRUCTIONS:

1) A brief explanation is required for all answers except "No Impact" answers that are adequately supported by the information sources a lead agency cites in the parentheses following each question. A "No Impact" answer is adequately supported if the referenced information sources show that the impact simply does not apply to projects like the one involved (e.g., the project falls outside a fault rupture zone). A "No Impact" answer should be explained where it is based on project-specific factors as well as general standards (e.g., the project will not expose sensitive receptors to pollutants, based on a project-specific screening analysis).
2) All answers must take account of the whole action involved, including off-site as well as on-site, cumulative as well as project-level, indirect as well as direct, and construction as well as operational impacts.
3) Once the lead agency has determined that a particular physical impact may occur, then the checklist answers must indicate whether the impact is potentially significant, less than significant with mitigation, or less than significant. "Potentially Significant Impact" is appropriate if there is substantial evidence that an effect may be significant. If there are one or more "Potentially Significant Impact" entries when the determination is made, an EIR is required.
4) "Negative Declaration: Less Than Significant With Mitigation Incorporated" applies where the incorporation of mitigation measures has reduced an effect from "Potentially Significant Impact" to a "Less Than Significant Impact." The lead agency must describe the mitigation measures, and briefly explain how they reduce the effect to a less than significant level (mitigation measures from Section XVII, "Earlier Analyses," may be cross-referenced).
5) Earlier analyses may be used where, pursuant to the tiering, program EIR, or other CEQA process, an effect has been adequately analyzed in an earlier EIR or negative declaration. Section 15063(c)(3)(D). In this case, a brief discussion should identify the following:
    a) Earlier Analysis Used. Identify and state where they are available for review.
    b) Impacts Adequately Addressed. Identify which effects from the above checklist were within the scope of and adequately analyzed in an earlier document pursuant to applicable legal standards, and state whether such effects were addressed by mitigation measures based on the earlier analysis.
    c) Mitigation Measures. For effects that are "Less than Significant with Mitigation Measures Incorporated," describe the mitigation measures which were incorporated or refined from the earlier document and the extent to which they address site-specific conditions for the project.
6) Lead agencies are encouraged to incorporate into the checklist references to information sources for potential impacts (e.g., general plans, zoning ordinances). Reference to a previously prepared or outside document should, where appropriate, include a reference to the page or pages where the statement is substantiated.

7) Supporting Information Sources: A source list should be attached, and other sources used or individuals contacted should be cited in the discussion.
8) This is only a suggested form, and lead agencies are free to use different formats; however, lead agencies should normally address the questions from this checklist that are relevant to a project's environmental effects in whatever format is selected.
9) The explanation of each issue should identify:
    a) The significance criteria or threshold, if any, used to evaluate each question; and
    b) The mitigation measure identified, if any, to reduce the impact to less than significance

EVALUATION OF ENVIRONMENTAL IMPACTS:

In each area of potential impact listed in this section, there are one or more questions which assess the degree of potential environmental effect. A response is provided to each question using one of the four impact evaluation criteria described below. A discussion of the response is also included.

- Potentially Significant Impact. This response is appropriate when there is substantial evidence that an effect is significant. If there are one or more "Potentially Significant Impact" entries, upon completion of the Initial Study, an EIR is required.
- Less than Significant With Mitigation Incorporated. This response applies when the incorporation of mitigation measures has reduced an effect from "Potentially Significant Impact" to a "Less Than Significant Impact". The Lead Agency must describe the mitigation measures and briefly explain how they reduce the effect to a less than significant level.
- Less than Significant Impact. A less than significant impact is one which is deemed to have little or no adverse effect on the environment. Mitigation measures are, therefore, not necessary, although they may be recommended to further reduce a minor impact.
- No Impact. These issues were either identified as having no impact on the environment, or they are not relevant to the Project.

ENVIRONMENTAL CHECKLIST

This section of the Initial Study incorporates the most current Appendix "G" Environmental Checklist Form, contained in the CEQA Guidelines. Impact questions and responses are included in both tabular and narrative formats for each of the 18 environmental topic areas.

I. AESTHETICS -- WOULD THE PROJECT:

	Potentially Significant Impact	***Less Than Significant with Mitigation Incorporation***	***Less Than Significant Impact***	***No Impact***
a) Have a substantial adverse effect on a scenic vista?			*X*	
b) Substantially damage scenic resources, including, but not limited to, trees, rock outcroppings, and historic buildings within a state scenic highway?			*X*	
c) Substantially degrade the existing visual character or quality of the site and its surroundings?		*X*		
d) Create a new source of substantial light or glare which would adversely affect day or nighttime views in the area?		*X*		

RESPONSES TO CHECKLIST QUESTIONS

Response a): Less than Significant. There are no designated scenic vistas located on or adjacent to the Project site. The Project site currently consists primarily of agricultural lands. Agricultural lands provide visual relief from urban and suburban developments, and help to define the character of a region, and the loss of agricultural lands can impact on the overall visual character and quality of a region.

The proposed project uses on site are consistent and compatible with the surrounding land uses. Lands to the south and east of the Project site consist of low-density single-family residential uses. Further west and to the north of the Project site are agricultural uses.

Implementation of the proposed project would provide for additional residential development in an area of the City that is adjacent to single-family housing development. The Project site is not topographically elevated from the surrounding lands, and is not highly visible from areas beyond the immediate vicinity of the site. There are no prominent features on the site, such as extensive trees, rock outcroppings, or other visually distinctive features that contribute to the scenic quality of the site. The Project site is not designated as a scenic vista by the City of Tracy General Plan. Implementation of the proposed project would require the construction of 9 foot sound wall along South Lammers Road (as outlined in Mitigation Measure 14). The specific location and design of the sound walls have not been determined, however, the project is subject to the City of

Tracy's development and design review criteria, which would ensure that the sound wall and related improvements are visually compatible with the surrounding land uses.

Implementation of the proposed project would not significantly change the existing visual character of the project area, as much of the areas immediately adjacent to the site are used for residential purposes. Furthermore, the General Plan designates this area as Urban Reserve, which is intended for areas where residential expansion is expected through build out of the General Plan. The loss of Agricultural lands that provide visual character and help define the visual quality of the region was taken into account by the City's General Plan and subsequent EIR. Development permitted under the General Plan was determined to result in a significant impact to the existing visual identity and character of the City, due to the development allowed under the General Plan. Development and the subsequent removal of farmland was taken into consideration in the City of Tracy General Plan and General Plan EIR. On February 1, 2011 the Tracy City Council adopted a Statement of Overriding Considerations (Resolution 2011-028) for the loss of agricultural land and related visual resource impacts resulting from adoption of the General Plan and certification of the General Plan EIR. The project is consistent with the adopted Statement of Overriding Considerations, and uses established by the General Plan. Implementation of the proposed project would introduce a low-density residential development to the project area that would be generally consistent with the surrounding residential developments, and consistent with the intended uses established by the Tracy General Plan. Therefore, this impact is considered **less than significant**.

Response b): Less than Significant. As described in the Tracy General Plan EIR**,** there are two Officially Designated California Scenic Highway segments in the Tracy Planning Area, which extend a total length of 16 miles. The first designated scenic highway is the portion of I-580 between I-205 and I-5, which offers views of the Coast Range to the west and the Central Valley's urban and agricultural lands to the east. The second scenic highway is the portion of I-5 that starts at I-205 and continues south to Stanislaus County, which allows for views of the surrounding agricultural lands and the Delta-Mendota Canal and California Aqueduct.

The Project site lies approximately 2.5 miles northeast of the I-580 scenic highway. However, the Project site is not visually prominent throughout the I-580 corridor. The Project site is consistent with the surrounding residential uses and consists of single story and two story residential structures. The structures proposed by the project present no more visual prominence within the development area relative to the existing development. Background views would remain roughly equal to existing conditions. The Project site is approximately 11 miles southeast of the I-5 scenic highway and is not visible from the Project site.

The Project site is not a prominent visual feature from any of the above-referenced scenic highways. Development of the proposed project would not result in the removal of any rock outcroppings, or buildings of historical significance, and would not result in substantial changes to the viewsheds from the designated scenic highways in the vicinity of the City of Tracy. Therefore, this is a **less than significant** impact.

Response c): Less than Significant with Mitigation. The proposed project would add additional residential uses to an area that currently contains numerous residential uses. The proposed project would be visually compatible with the surrounding residential uses and would not significantly degrade the existing visual quality of the surrounding area. Site specific characteristics would change the site from agricultural uses to residential uses. However, taking into account the scope and location of the proposed project relative to the surrounding area uses, this would not greatly alter the area's overall visual characteristics.

Tree removal is anticipated to occur around the perimeter of the Project site. A tree report for the Project site was prepared by a certified arborist (James R. Clark, Ph.D. from Hort Science, Inc.) in July 2015. The study included evaluation of tree health and the structural condition for assessment of trees suitable for preservation. Trees were surveyed in February 2015. The report determined that all Project site trees had been planted as part of landscape development, and no trees appeared to be indigenous to the site.

One hundred twenty-eight (128) trees were evaluated, representing 20 species. Trees were located in two areas of the Project site. Sixty-nine trees were located along S. Lammers Road, while 59 trees surrounded the residential site.

Based on the assessment of the proposed plan and evaluation of the 128 trees, 65 trees were recommend for preservation, and 63 trees for removal. All trees proposed for retention are located along S. Lammers Road. All trees recommended for removal are either surrounding the residence or associated with a new road on the north side of the Project site.

Tree removal may represent a visual impact, in that it would increase views of the Project site from the surrounding roadways and remove a visual pleasant feature of the site. Additionally, the project is subject to the City of Tracy's development and design review criteria, which would ensure that the exterior facades of the proposed residential structures, landscaping, streetscape improvements and exterior lighting improvements are compatible with the surrounding land uses.

The following mitigation measure would ensure the visually prominent tree line would be preserved. As future expansion and improvements are made to South Lammers Road, trees located adjacent to the roadway may be removed. However, the proposed project includes extensive planting of new trees and the retention of existing trees where feasible. Therefore, this impact is considered **less than significant** with mitigation incorporated.

MITIGATION MEASURES

Mitigation Measure 1: *As required by the Project's Arborist Report (HortScience, Inc., July 2015), the following tree preservation standards and design requirements shall apply to the proposed project during and prior to construction activities.*

Design requirements

- *Allow the Consulting Arborist the opportunity to review project plans, including but not limited to, site, grading, drainage and landscape plans.*

- *Use only herbicides safe for use around trees and labeled for that use, even below pavement.*
- *Design irrigation systems so that no trenching will occur within the TREE PROTECTION ZONE.*

Preconstruction standards for demolition and treatment

- *Prepare a site work plan which identifies access and haul routes, construction trailer and storage areas, etc.*
- *Establish a Tree Protection Zone around each tree to be preserved. For design purposes, the Tree Protection Zone shall be 20' from the trunk in all directions. No grading, excavation, construction or storage of materials shall occur within that zone.*
- *Install protection around all trees to be preserved. Stack and secure hay bales 6 high around tree trunks. As an alternative, employ chain link with posts sunk into the ground. No entry is permitted into a tree protection zone without permission of the project manager.*
- *Trees to be removed shall be felled so as to fall away from Tree Protection Zone and avoid pulling and breaking of roots of trees to remain. If roots are entwined, the consultant may require first severing the major woody root mass before extracting the trees, or grinding the stump below ground.*
- *Trees to be retained may require pruning to provide clearance and or correct defects in structure. All pruning is to be performed by an ISA Certified Arborist or Certified Tree Worker and shall adhere to the latest editions of the ANSI Z133 and A300 standards as well as the ISA Best Management Practices for Tree Pruning. Pruning contractor shall have the C25/D61 license specification.*

Tree protection standards during construction

- *Prior to beginning work, the contractors working in the vicinity of trees to be preserved are required to meet with the Consulting Arborist at the site to review all work procedures, access routes, storage areas and tree protection measures.*
- *Any grading, construction, demolition or other work that is expected to encounter tree roots should be monitored by the Consulting Arborist.*
- *If injury should occur to any tree during construction, it should be evaluated as soon as possible by the Consulting Arborist so that appropriate treatments can be applied.*
- *Fences have been erected to protect trees to be preserved. Fences are to remain until all site work has been completed. Fences may not be relocated or removed without permission of the project manager.*
- *Any additional tree pruning needed for clearance during construction must be performed by a qualified arborist and not by construction personnel.*
- *All trees shall be irrigated on a schedule to be determined by the Consulting Arborist. Each irrigation shall wet the soil within the Tree Protection Zone to a depth of 30 inches.*

Tree standards for re-planting

Trees removal associated with road widening activities along South Lammers Road shall be replaced at a 1:1 ratio with trees of similar aesthetic, and biological value as deemed appropriate by the Consulting Arborist.

Response d): Less than Significant with Mitigation. Daytime glare can occur when the sunlight strikes reflective surfaces such as windows, vehicle windshields and shiny reflective building materials. The proposed project would introduce new residential structures into the Project site, however, reflective building materials are not proposed for use in the project, and as such, the project would not result in increases in daytime glare.

The proposed project would include exterior lighting around the proposed structures, and park areas within the site. The City of Tracy Standard Plan #140 establishes street light standards, and requirements for light illumination. Exterior lighting on new projects is also regulated by the Tracy Municipal Code, 10.08.4000 (a), which specifies that the site plan and architectural review package includes an exterior lighting standards and devices review. The City addresses light and glare issues on a case-by-case basis during project approval and typically adds requirements as a condition of project approval to shield and protect against light spillover from one property to the next.

The following mitigation measure requires the preparation of a lighting plan, which must demonstrate that exterior project lighting has been designed to minimize light spillage onto adjacent properties to the greatest extent feasible. The implementation of the following mitigation measure would reduce this impact to a **less than significant** level.

MITIGATION MEASURES

Mitigation Measure 2: *A lighting plan shall be prepared and approved prior to the issuance of a building permit and installation of the project's exterior lighting. The lighting plan shall demonstrate that the exterior lighting systems have been designed to minimize light spillage onto adjacent properties to the greatest extent feasible. The lighting plan shall include the following:*

- *Design of site lighting and exterior building light fixtures to reduce the effects of light pollution and glare off of glass and metal surfaces;*
- *Lighting shall be directed downward and light fixtures shall be shielded to reduce upward and spillover lighting.*

II. AGRICULTURE AND FOREST RESOURCES: WOULD THE PROJECT:

	Potentially Significant Impact	*Less Than Significant with Mitigation Incorporation*	*Less Than Significant Impact*	*No Impact*
a) Convert Prime Farmland, Unique Farmland, or Farmland of Statewide Importance (Farmland), as shown on the maps prepared pursuant to the Farmland Mapping and Monitoring Program of the California Resources Agency, to non-agricultural use?		X		
b) Conflict with existing zoning for agricultural use, or a Williamson Act contract?				X
c) Conflict with existing zoning for, or cause rezoning of, forest land (as defined in Public Resources Code section 1222(g)) or timberland (as defined in Public Resources Code section 4526)?				X
d) Result in the loss of forest land or conversion of forest land to non-forest use?				X
e) Involve other changes in the existing environment which, due to their location or nature, could result in conversion of Farmland, to non-agricultural use or conversion of forest land to non-forest use?			X	

RESPONSES TO CHECKLIST QUESTIONS

Response a): Less than Significant with Mitigation. The Project site contains 59.1 acres of soils that are considered Prime Farmland soils by the California Department of Conservation Farmland Mapping and Monitoring Program and the USDA Soil Conservation Service.[1] Figure 7 identifies important farmlands, as mapped by the USDA, on and near the Project site. The Project site is suitable for agricultural production and agricultural operations. The Project site has been historically used for agricultural production including past orchard uses and more recent grass crop alfalfa production.

The potential environmental impacts from development of the site for urban uses and the associated removal of prime farmland soil for agricultural use were considered and addressed in the City of Tracy General Plan and Final EIR. There, it was determined that buildout of the General Plan, including development of the Project site, would result in the conversion of Prime Farmland, Unique Farmland and Farmland of Statewide Importance to urban uses. The General Plan Draft EIR found this to be a significant and unavoidable impact. On February 1, 2011 the Tracy City Council adopted a Statement of Overriding Considerations (Resolution 2011-028) for the loss of prime agricultural land resulting from adoption of the Plan and EIR, and provided mitigation measures for the agricultural land lost to development in the City of Tracy's urbanized areas. Mitigation measures included the implementation of a "Right to Farm" ordinance by the City (Ord. 10.24 et seq.), intended to preserve and protect existing agricultural operations within the

[1]http://maps.conservation.ca.gov/ciff/ciff.html

incorporated City, and participation in the City's agricultural mitigation fee program (Tracy Municipal Code, Chapter 13.26).

The proposed project is identified as Urban Reserve, which is intended for future urban land uses in the Tracy General Plan. However any development under the Urban Reserve designation requires a General Plan Amendment to establish land use designations for each building site. The proposed project is consistent with the overriding considerations that were adopted for the General Plan and the established mitigation measures under that Plan. Under this framework, the Project applicant is required to participate in the City's agricultural mitigation fee program by paying the established fees to the City on a per-acre basis for the loss of important farmland. Fees paid toward the City's program are collected and distributed to the Central Valley Farmland Trust, and shall be used to fund conservation easements on comparable or better agricultural lands to provide compensatory mitigation. As such, implementation of the proposed project would not create new impacts over and above those identified in the General Plan Final EIR, nor significantly change previously identified impacts. Therefore, with implementation of the following mitigation measure, this potentially significant impact would be reduced to a **less than significant impact**.

MITIGATION MEASURES

Mitigation Measure-3: *Prior to the conversion of important farmland on the Project site, the project applicant shall participate in the City's agricultural mitigation fee program by paying the established fees on a per-acre basis for the loss of important farmland. Fees paid toward the City's program shall be used to fund conservation easements on comparable or better agricultural lands to provide compensatory mitigation.*

Response b): No Impact. The Project site is not under a Williamson Act Contract, nor are any of the parcels immediately adjacent to the Project site under a Williamson Act Contract. Therefore, implementation of the proposed project would not conflict with a Williamson Act Contract. The Project site is currently zoned Low Density Residential by the City's Zoning Map. As such, the proposed project would not conflict with any agricultural zoning or Williamson Act Contract. There is **no impact**.

Responses c) and d): No Impact. The Project site is located in an area consisting of residential development and agricultural uses. Trees are present within the Project site, however these trees are ornamental in nature. There are no forest resources on the Project site or in the immediate vicinity of the Project site. Therefore, there is **no impact**.

Response e): Less than Significant. As described under Responses (a) above, the proposed project is currently used for agricultural purposes, but is it not designated or zoned for agricultural uses. There are agricultural lands and operations on and adjacent to the Project site. Development of urban uses and the subsequent removal of prime farmland soil for agricultural use was taken into consideration in the City of Tracy General Plan and General Plan EIR. On February 1, 2011 the Tracy City Council adopted a Statement of Overriding Considerations

(Resolution 2011-028) for the loss of prime agricultural land resulting from adoption of the General Plan and certification of the General Plan EIR.

The proposed project is identified for urban land uses in the Tracy General Plan. The proposed project is consistent with the overriding considerations that were adopted for the General Plan. As such, implementation of the proposed project would not create new impacts over and above those identified in the General Plan Final EIR, nor significantly change previously identified impacts. Any off site conversion of farmland near the Project site has previously been analyzed by the Tracy General Plan EIR. Furthermore, a "Right to Farm" ordinance was adopted by the City (Ord. 10.24 et seq.), and is intended to preserve and protect existing agricultural operations within the incorporated City.

The proposed project is required to participate in the City's agricultural mitigation fee program by paying the established fees on a per-acre basis for the loss of important farmland. Fees paid toward the City's program shall be used to fund conservation easements on comparable or better agricultural lands to provide compensatory mitigation. The City will ensure the preservation of local farmland resources, thus the implementation of the proposed Project would result in a **less than significant impact**. No additional mitigation is required.

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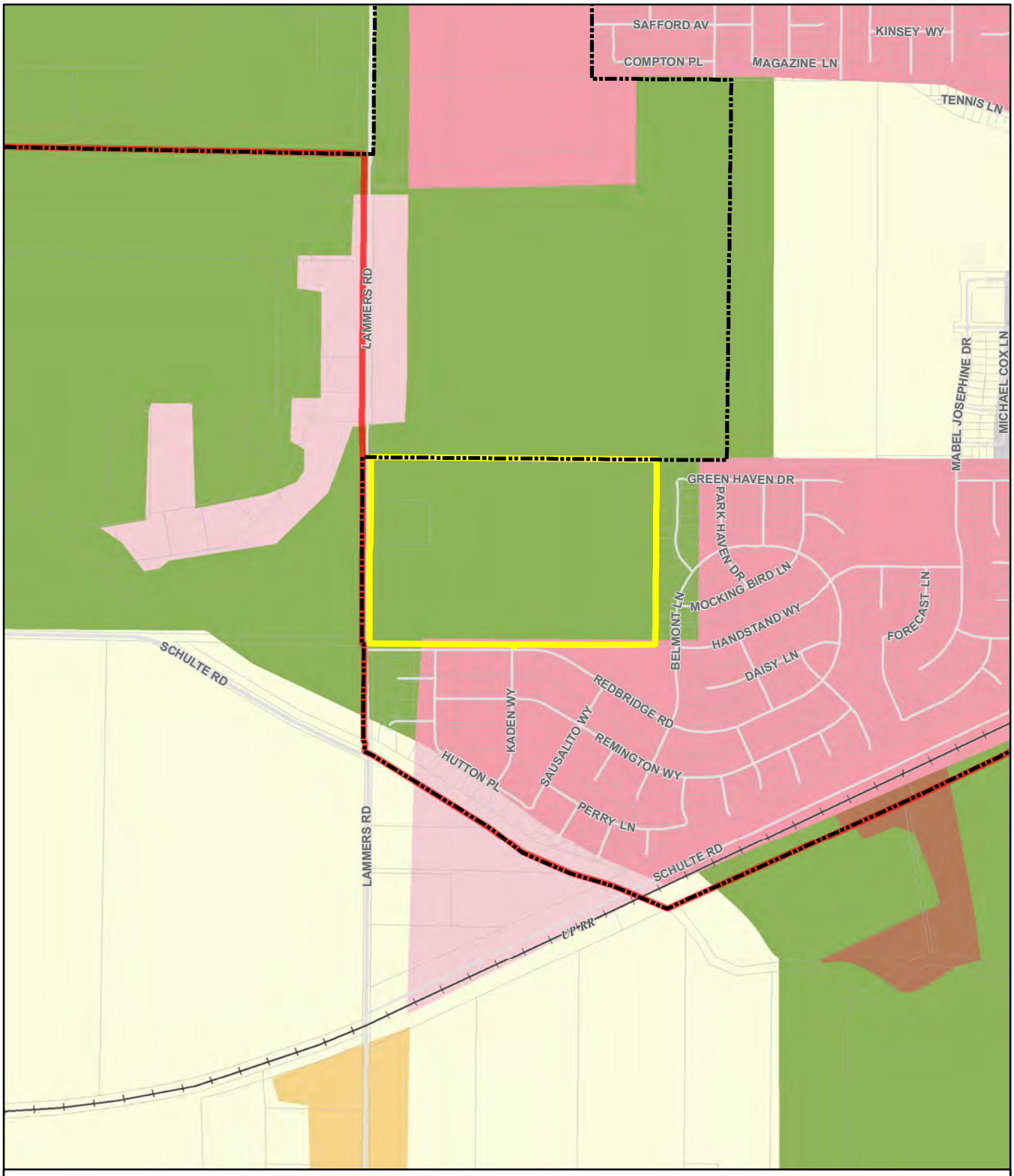

Categories

- Prime Farmland
- Farmland of Local Importance
- Confined Animal Agriculture
- Vacant or Disturbed Land
- Rural Residential Land
- Semi-agricultural and Rural Commercial Land
- Urban and Built-Up Land

Planning Boundaries

- Project Boundary
- City of Tracy
- Sphere of Influence

ROCKING HORSE PROJECT MND
TRACY, CALIFORNIA

Figure 7: Important Farmlands

N
0 250 500
Feet

Sources: California Department of Conservation Farmland Mapping and Monitoring Program, San Joaquin County 2012; San Joaquin County GIS; City of Tracy GIS. Map date: November 9, 2015.

De Novo Planning Group
A Land Use Planning, Design, and Environmental Firm

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III. AIR QUALITY -- WOULD THE PROJECT:

	Potentially Significant Impact	*Less Than Significant with Mitigation Incorporation*	*Less Than Significant Impact*	*No Impact*
a) Conflict with or obstruct implementation of the applicable air quality plan?		X		
b) Violate any air quality standard or contribute substantially to an existing or projected air quality violation?		X		
c) Result in a cumulatively considerable net increase of any criteria pollutant for which the project region is non-attainment under an applicable federal or state ambient air quality standard (including releasing emissions which exceed quantitative thresholds for ozone precursors)?		X		
d) Expose sensitive receptors to substantial pollutant concentrations?			X	
e) Create objectionable odors affecting a substantial number of people?			X	

EXISTING SETTING

The Project site is located within the boundaries of the San Joaquin Valley Air Pollution Control District (SJVAPCD). This agency is responsible for monitoring air pollution levels and ensuring compliance with federal and state air quality regulations within the San Joaquin Valley Air Basin (SJVAB) and has jurisdiction over most air quality matters within its borders.

RESPONSES TO CHECKLIST QUESTIONS

Responses a), b), c): Less than Significant with Mitigation. Air quality emissions would be generated during construction of the proposed project and during operation of the proposed project. Operational emissions would come primarily from vehicle emissions from vehicle trips generated by the proposed project. Construction-related air quality impacts and operational air quality impacts are addressed separately below.

Construction-Related Emissions

Construction Emissions: The proposed project is larger in scope and size than the SJVAPCD's Small Project Analysis Level (SPAL), therefore, a quantification of the emissions of ROG, NOx, PM_{10}, and $PM_{2.5}$ that will be emitted by project construction has been performed. The California Emission Estimator Model (CalEEMod) TM (v.2013.2.2) was used to estimate construction emissions for the proposed project.

Construction would result in numerous activities that would generate dust. The fine, silty soils in the project area and often strong afternoon winds exacerbate the potential for dust, particularly in the summer months. Grading, leveling, earthmoving and excavation are the activities that generate the most particulate emissions. Impacts would be localized and variable. The initial

phase of project construction would involve grading and leveling the Project site and associated improvements such as supporting underground infrastructure, water, sewer, and electrical lines.

Construction activities that could generate dust and vehicle emissions are primarily related to grading and other ground-preparation activities in order to prepare the Project site for the construction of residential areas.

The SJVAPCD has established construction related emissions thresholds of significance as follows: 10 tons per year of oxides of nitrogen (NOx), 10 tons per year of reactive organic gases (ROG), or 15 tons per year particulate matter of 10 microns or less in size (PM_{10}) and 15 tons per year particulate matter of 2.5 microns or less in size ($PM_{2.5}$). If the project's emissions will exceed the SJVAPCD's threshold of significance for construction-generated emissions as outlined in the SJVAPCD's *Guidance for Assessing and Mitigating Air Quality Impacts* (2015), the project will have a significant impact on air quality and all feasible mitigation are required to be implemented to reduce emissions.

TABLE 1: CONSTRUCTION EMISSIONS (UNMITIGATED)

	ROG	*NOx*	*Fugitive PM10*	*Exhaust PM10*	*PM10 Total*	*Fugitive PM2.5*	*Exhaust PM2.5*	*PM2.5 Total*
Threshold	**≤ 10 tons/year**	**≤ 10 tons/year**	**--**	**--**	**≤ 15 tons/year**	**--**	**--**	**≤ 15 tons/year**
Annual (tons/year)								
2016	0.6838	6.9509	0.8945	0.3678	1.2623	0.4115	0.3405	0.7520
2017	0.4680	3.7524	0.1042	0.2368	0.3410	0.0281	0.2223	0.2504
2018	0.4069	3.3235	0.1046	0.1999	0.3044	0.0282	0.1878	0.2160
2019	5.1963	1.3464	0.0379	0.0771	0.1151	0.0102	0.0725	0.0827
Exceed Threshold	**No**	**No**	**No**	**No**	**No**	**No**	**No**	**No**

Source: Cal EEMod Version: CalEEMod.v2013.2.2

As shown in Table 1 above, annual emissions do not exceed the SJVAPCD annual thresholds of significance. Therefore, construction-related emissions will result in a less than significant impact to air quality. However, regardless of emission quantities, the SJVAPCD requires construction related mitigation in accordance with their rules and regulations. Table 2 below shows emissions reductions with project mitigation incorporated.

TABLE 2: CONSTRUCTION EMISSIONS (MITIGATED)

	ROG	*NOx*	*Fugitive PM10*	*Exhaust PM10*	*PM10 Total*	*Fugitive PM2.5*	*Exhaust PM2.5*	*PM2.5 Total*
Threshold	**≤ 10 tons/year**	**≤ 10 tons/year**	**--**	**--**	**≤ 15 tons/year**	**--**	**--**	**≤ 15 tons/year**
Annual (tons/year)								
2016	0.6838	6.9509	0.4334	0.3678	0.8012	0.1935	0.3405	0.5340
2017	0.4680	3.7524	0.1042	0.2368	0.3410	0.0281	0.2223	0.2504
2018	0.4069	3.3235	0.1046	0.1999	0.3044	0.0282	0.1878	0.2160
2019	5.1963	1.3464	0.0379	0.0771	0.1151	0.0102	0.0725	0.0827
Exceed Threshold	**No**	**No**	**No**	**No**	**No**	**No**	**No**	**No**
% Reduction	**0**	**0**	**40.41**	**0.00**	**22.8**	**45.61**	**0.00**	**16.76**

Source: CalEEMod Version: CalEEMod.v2013.2.2

As shown in Table 2, mitigation measures accounted for a 35.36 percent reduction in Fugitive PM_{10}, and an 18.94 percent reduction in total PM_{10}. Fugitive $PM_{2.5}$ would be reduced 41.76 percent while total $PM_{2.5}$ would be reduced 13.81 percent.

Implementation of the following mitigation measures in addition to compliance with all applicable measures from SJVAPCD Rule VIII would ensure that the project would have a **less than significant impact** related to construction emissions.

MITIGATION MEASURES

Mitigation Measure 4*: Prior to the commencement of grading activities, the City shall require the contractor hired to complete the grading activities to prepare a construction emissions reduction plan that meets the requirements of SJVAPCD Rule VIII. The construction emissions reductions plan shall be submitted to the SJVAPCD for review and approval. The project applicant shall comply with all applicable APCD requirements prior to commencement of grading activities.*

Mitigation Measure 5*: The following mitigation measures, in addition to those required under Regulation VIII of the SJVAPCD, shall be implemented by the Project's contractor during all phases of project grading and construction to reduce fugitive dust emissions:*

- *Water previously disturbed exposed surfaces (soil) a minimum of two-times/day or whenever visible dust is capable of drifting from the site or approaches 20 percent opacity.*
- *Water all haul roads (unpaved) a minimum of two-times/day or whenever visible dust is capable of drifting from the site or approaches 20 percent opacity.*
- *Reduce speed on unpaved roads to less than 5 miles per hour.*
- *Reduce the amount of disturbed surface area at any one time pursuant to the scope of work identified in approved and permitted plans.*
- *Restrict vehicular access to the area to prevent unlawful entry to disturbed areas and limit unnecessary onsite construction traffic on disturbed surfaces. Restriction measures may include fencing or signage as determined appropriate by the City.*

- *Cease grading activities during periods of high winds (greater than 20 mph over a one-hour period).*
- *Asphalt-concrete paving shall comply with SJVAPCD Rule 4641 and restrict use of cutback, slow-sure, and emulsified asphalt paving materials.*

Implementation of this mitigation shall occur during all grading or site clearing activities. The SJVAPCD shall be responsible for monitoring.

Operational -Related Emissions

For the purposes of this operational air quality analysis, actions that violate Federal standards for criteria pollutants (i.e., primary standards designed to safeguard the health of people considered to be sensitive receptors while outdoors and secondary standards designed to safeguard human welfare) are considered significant impacts. Additionally, the SJVAPCD has established operations related emissions thresholds of significance as follows: 10 tons per year of oxides of nitrogen (NOx), 10 tons per year of reactive organic gases (ROG), and 15 tons per year particulate matter of 10 microns or less in size (PM_{10}) and 15 tons per year particulate matter of 2.5 microns or less in size (PM2.5). If the project's emissions will exceed the SJVAPCD's threshold of significance for operational-generated emissions, the project will have a significant impact on air quality and all feasible mitigation are required to be implemented to reduce emissions to the extent feasible.

The Basin is classified as a nonattainment area for ozone. In order to achieve the Federal and State standards of ozone, it is necessary to regulate ROG and NOx, which contribute to the formation of ozone. This includes both direct and indirect emissions. As shown in Table 3 below, annual emissions of ROG, NOx, and PM_{10} do not exceed the SJVAPCD annual thresholds of significance.

TABLE 3: OPERATIONAL PROJECT GENERATED EMISSIONS

	ROG		***NOx***		***PM_{10}***		***$PM_{2.5}$***	
Threshold	**≤ 10 tons/year**		**≤ 10 tons/year**		**≤ 15 tons/year**		**≤ 15 tons/year**	
Category	Unmitigated	Mitigated	Unmitigated	Mitigated	Unmitigated	Mitigated	Unmitigated	Mitigated
Area	3.2362	2.0317	0.1979	0.0195	1.8004	0.0161	1.8004	0.0160
Energy	0.0392	0.0344	0.3348	0.2939	0.0271	0.0238	0.0271	0.0238
Mobile	1.2994	1.2691	3.9596	3.7369	2.4141	2.2478	0.6895	0.6422
Total	**4.5748**	**3.3353**	**4.4923**	**4.0502**	**4.2416**	**2.2876**	**2.5170**	**0.6820**
%Reduction	**27.09**		**9.84**		**46.07**		**72.91**	
Threshold Exceeded?	**No**	**No**	**No**	**No**	**No**	**No**	**No**	**No**

Source: CalEEMod: CalEEMod.v2013.2.2

In addition to the tons/year thresholds cited above, the SJVAPCD has thresholds applicable to CO emissions that require projects to perform localized CO modeling.

The SJVAPCD recommends utilizing a screening approach for analyzing CO concentrations to determine if dispersion modeling is warranted. The methodology provides lead agencies with a conservative indication of whether project-generated vehicle trips will result in the generation

of CO emissions that contribute to an exceedance of the thresholds of significance. The recommended screening criteria are divided into two tiers, as described below.

First Tier: The proposed project will result in a less-than-significant impact to air quality for local CO if:

- Traffic generated by the proposed project will not result in deterioration of intersection level of service (LOS) to LOS E or F; and
- The project will not contribute additional traffic to an intersection that already operates at LOS of E or F.

As described in greater detail under the traffic impact analysis section in this document, the proposed project would contribute traffic to an intersection operating at level of service (LOS) E or F, therefore the first tier is not met

The screening approach requires that if the first tier of screening criteria is not met then the second tier of screening criteria shall be examined.

Second Tier: If all of the following criteria are met, the proposed project will result in a less-than-significant impact to air quality for local CO.

- The project will not result in an affected intersection experiencing more than 31,600 vehicles per hour;
- The project will not contribute traffic to a tunnel, parking garage, bridge underpass, urban street canyon, or below-grade roadway; or other locations where horizontal or vertical mixing of air will be substantially limited; and
- The mix of vehicle types at the intersection is not anticipated to be substantially different from the County average (as identified by the EMFAC or CalEEMod models).

The proposed project screens out under the second tier because it meets all three criteria. First, the intersections that will operate at LOS E or F under Cumulative Plus Project conditions will only experience a Peak Hour traffic of up to 2,285 vehicles per hour during the peak hour. The maximum of 2,285 vehicles per hour is significantly below the 31,600 vehicles per hour threshold. Secondly, these intersections do not include a tunnel, parking garage, bridge underpass, urban street canyon, or below-grade roadway; or other locations where horizontal or vertical mixing of air will be substantially limited. Lastly, the mix of vehicle types at these intersections and those stemming from the proposed residential project are not anticipated to be substantially different from the County average. As such, the proposed project screens out satisfactorily under tier 2. Therefore, localized CO modeling is not warranted for this project.

Rule 9510 Indirect Source Review

District Rule 9510 requires developers of large residential, commercial and industrial projects to reduce smog-forming (NOx) and particulate (PM_{10} and $PM_{2.5}$) emissions generated by their

projects. The Rule applies to projects which, upon full build-out, will include 50 or more residential units. Project developers are required to reduce:

- 20 percent of construction-exhaust nitrogen oxides;
- 45 percent of construction-exhaust PM_{10};
- 33 percent of operational nitrogen oxides over 10 years; and
- 50 percent of operational PM_{10} over 10 years.

Developers are encouraged to meet these reduction requirements through the implementation of on-site mitigation; however, if the on-site mitigation does not achieve the required baseline emission reductions, the developer will mitigate the difference by paying an off-site fee to the District. Fees reduce emissions by helping to fund clean-air projects in the District.

The project would be an indirect source of air pollutants, in that it would attract and cause an increase in vehicle trips in the region. Table 4shows the new auto emissions from vehicle trips that would result from the proposed project. The San Joaquin Valley Air Pollution Control District has established a threshold of significance for ozone precursors of 10 tons per year, and 15 tons per year has been used to represent a significant impact for PM_{10}.

TABLE 4: TOTAL GENERATED MOBILE EMISSIONS AT FULL BUILDOUT (MITIGATED)

	EMISSIONS (TONS/YEAR)						
	ROG	NO_x	CO	SO2	PM_{10}	$PM_{2.5}$	CO2e
Mobile Source Project Emissions	1.2691	3.7369	13.864	0.0353	2.2478	0.6422	2,525.1912
SJVAPCD Threshold	10	10	100	--	15	15	--
Exceed Threshold	**No**	**No**	**No**	**N/A**	**No**	**No**	**N/A**

Source: CalEEMod: CalEEMod.v2013.2.2

As shown in Table 4 above, project generated emissions are below the SJVAPCD thresholds for ROG, NOx PM_{10} and $PM_{2.5}$. Additionally, the SJVAPCD has established thresholds of significance for criteria pollutant emissions, which are based on District New Source Review (NSR) requirements. Projects with emissions below the thresholds of significance for criteria pollutants would be determined to "not conflict or obstruct implementation of the District's air quality plan." As such, the project would result in **less than significant** air quality impacts, and would not conflict or obstruct implementation of the District's air quality plan. However, regardless of the emissions totals presented above, the project is still subject to the requirements of SJVAPCD Rule 9510, as described above.

MITIGATION MEASURES

Mitigation Measure 6: *Prior to the issuance of any building permits, the project applicant shall comply with the requirements of District Rule 9510, which is aimed at the following reductions:*

- *20 percent of construction-exhaust nitrogen oxides;*
- *45 percent of construction-exhaust PM10;*
- *33 percent of operational nitrogen oxides over 10 years; and*
- *50 percent of operational PM10 over 10 years.*

The project applicant shall coordinate with SJVAPCD to develop measures and strategies to reduce operational emissions from the proposed project. If feasible measures are not available to meet the emissions reductions targets outlined above, then the project applicant may be required to pay an in-lieu mitigation fee to the SJVAPCD to off-set project-related emissions impacts. If in-lieu fees are required, the project applicant shall coordinate with the SJVAPCD to calculate the amount of the fees required to off-set project impacts. The project applicant shall provide verification of compliance to the City prior to the issuance of any building permits.

Response d): Less than Significant. Sensitive receptors are those parts of the population that can be severely impacted by air pollution. Sensitive receptors include children, the elderly, and the infirm. In addition to the existing residences located adjacent to the Project site, there are two schools located in close proximity to the Project site. John C. Kimball High School is located approximately 0.35 miles north of the Project site, and George Kelly Elementary School located approximately 0.26 miles east of the Project site.

Implementation of the proposed project would not expose these sensitive receptors to substantial pollutant concentrations. Air emissions would be generated during the construction phase of the project. The construction phase of the project would be temporary and short-term, and the implementation of Mitigation Measures 4, 5, and 6 would greatly reduce pollution concentrations generated during construction activities.

Operation of the proposed project would result in emissions primarily from vehicle trips. As described under Response a) – c) above, the proposed project would not generate significant concentrations of air emissions. Impacts to sensitive receptors would be negligible and this is a **less than significant** impact.

Response e): Less than Significant. Operation of the proposed project would not generate notable odors. The proposed project is a low density development, which is compatible with the surrounding land uses. Occasional mild odors may be generated during landscaping maintenance (equipment exhaust), but the project would not otherwise generate odors. This is a **less than significant** impact and no mitigation is required.

IV. BIOLOGICAL RESOURCES -- WOULD THE PROJECT:

	Potentially Significant Impact	***Less Than Significant with Mitigation Incorporation***	***Less Than Significant Impact***	***No Impact***
a) Have a substantial adverse effect, either directly or through habitat modifications, on any species identified as a candidate, sensitive, or special status species in local or regional plans, policies, or regulations, or by the California Department of Fish and Game or U.S. Fish and Wildlife Service?		X		
b) Have a substantial adverse effect on any riparian habitat or other sensitive natural community identified in local or regional plans, policies, and regulations or by the California Department of Fish and Game or US Fish and Wildlife Service?				X
c) Have a substantial adverse effect on federally protected wetlands as defined by Section 404 of the Clean Water Act (including, but not limited to, marsh, vernal pool, coastal, etc.) through direct removal, filling, hydrological interruption, or other means?			X	
d) Interfere substantially with the movement of any native resident or migratory fish or wildlife species or with established native resident or migratory wildlife corridors, or impede the use of native wildlife nursery sites?			X	
e) Conflict with any local policies or ordinances protecting biological resources, such as a tree preservation policy or ordinance?		X		
f) Conflict with the provisions of an adopted Habitat Conservation Plan, Natural Community Conservation Plan, or other approved local, regional, or state habitat conservation plan?		X		

BACKGROUND

A biological resources reconnaissance of the Project site was performed by Zander Associates on February 21, 2014. No suitable habitat for rare, threatened, endangered or otherwise special status plants was observed, nor did they anticipate the need for further seasonal surveys to confirm their absence. Common rodents, reptiles and other animals found in agricultural fields could occur on the site, but the absence of suitable habitat conditions would limit extensive use. No instances of any activity by ground squirrels (*Spermophilus beecheyi*) or other burrowing animals were observed during the field reconnaissance. Special status wildlife species known from the general vicinity such as the California tiger salamander (*Ambystoma californiense*), San Joaquin kit fox (*Vulpes macrotis mutica*), California red-legged frog (*Rana draytonii*), and burrowing owl (*Athene cunicularia*) are unlikely to occur on the site because of ongoing cultivation, the lack of habitat, and proximity to urban/suburban uses. Although the likelihood for the occurrence of any special status plant or wildlife species on the site is extremely low,

participation in the San Joaquin County Multi-Species Habitat Conservation and Open Space Plan (SJMSCP) is recommended for all new projects on previously undeveloped land in Tracy.

RESPONSES TO CHECKLIST QUESTIONS

Response a): Less than Significant with Mitigation.

Special-status invertebrates: Special status invertebrate species that occur within the San Joaquin County region include: longhorn fairy shrimp, vernal pool fairy shrimp, and mid valley fairy shrimp, which requires vernal pools and swale areas within grasslands; and the valley elderberry longhorn beetle, which is an insect that is only associated with blue elderberry plants, oftentimes in riparian areas and sometimes on land in the vicinity of riparian areas. The Project site does not contain essential, or suitable habitat for these special status invertebrates. Implementation of the proposed project would have a **less than significant** impact on these species. No mitigation is necessary.

Special-status reptiles and amphibians: Special-status reptiles and amphibians that occur within the region include: the western pond turtle, which requires aquatic environments located along ponds, marshes, rivers, and ditches; the California tiger salamander, which is found is grassland habitats where there are nearby seasonal wetlands for breeding; the silvery legless lizard, which is found in sandy or loose loamy soils under sparse vegetation with high moisture content; San Joaquin whipsnake, which requires open, dry habitats with little or no tree cover with mammal burrows for refuge; the Alameda whipsnake, which is restricted to valley-foothill hardwood habitat on south-facing slopes; the California horned lizard, which occurs in a variety of habitats including, woodland, forest, riparian, and annual grasslands, usually in open sandy areas; the foothill yellow-legged frog, which occurs in partly shaded and shallow streams with rocky soils; the California red legged frog, which occurs in stream pools and ponds with riparian or emergent marsh vegetation; and the western spadefoot toad, which requires grassland habitats associated with vernal pools. The Project site does not contain essential or suitable habitat for these special status reptiles and amphibians. Implementation of the proposed project would have a **less than significant** impact on these species. No mitigation is necessary.

Special status plant species: Numerous special-status plant species are known to occur in the region. Many of these special status plant species require specialized habitats such as serpentine soils, rocky outcrops, slopes, vernal pools, marshes, swamps, riparian habitat, alkali soils, and chaparral, which are not present on the Project site. The Project site is located in an area that was likely valley grassland prior to human settlement, and there are several plant species that are found in valley and foothills grasslands areas. These species include large-flowered fiddleneck, bent-flowered fiddleneck, big-balsamroot, big tarplant, round-leaved filaree, Lemmon's jewelflower, and showy golden madia. Human settlement has involved a high frequency of ground disturbance associated with the historical farming activities in the region, including the Project site. The Project site does not contain suitable habitat for special-status plant species, and no special-status plant species were observed during visits to the Project site. Implementation of the proposed project would have a **less than significant** impact on these species. No mitigation is necessary.

Special-status bird species: Special-status bird species that occur within the region include: tricolored blackbird, Swainson's hawk, northern harrier, and bald eagle, which are associated with streams, rivers, lakes, wetlands, marshes, and other wet environments; loggerhead shrike, and burrowing owl, which lives in open areas, usually grasslands, with scattered trees and brush; and raptors that are present in varying habitats throughout the region.

Swainson's Hawk. The Swainson's hawk is threatened in California and is protected by the California Department of Fish and Game (CDFG) and the Migratory Bird Treaty Act (MBTA). Additionally, Swainson's hawk foraging habitat is protected by the CDFG. Swainson's hawks forage in open grasslands and agricultural fields and commonly nest in solitary trees and riparian areas in close proximity to foraging habitat. The foraging range for Swainson's hawk is ten miles from its nesting location. There are numerous documented occurrences of Swainson's hawk within ten miles of the Project site, with the nearest nesting sites located approximate 8 miles to the northeast of the Project site. Although no nesting sites for this species occur on the Project site, Swainson's hawks are present in the vicinity. The Project site and the surrounding open agricultural habitat could provide foraging opportunities for local Swainson's hawks. There is a row of mixed trees (Eucalyptus, conifer Pine, and Palm varieties) bordering the site to the south and east. These trees are large enough to harbor raptor nests, but do not currently contain any active nesting sites.

Burrowing Owls. Burrowing owls are a California Species of Special Concern and are protected by the CDFG and the MBTA. Burrowing owls forage in open grasslands and shrublands and typically nest in old ground squirrel burrows. Common rodents, other animals found in agricultural fields could occur on the site, but the absence of suitable habitat conditions would limit extensive use. The biological reconnaissance performed by Zander Associates February 21, 2014 did not observe any activity by ground squirrels (*Spermophilus beecheyi*) or other burrowing animals, and noted that Burrowing owl (*Athene cunicularia*) are unlikely to occur on the site because of ongoing cultivation, the lack of habitat and proximity to urban/suburban uses.

The Project site contains suitable, but not high-quality, habitat for burrowing owls. The Project site is adjacent to other lands that are currently undeveloped that offer foraging and roosting habitat for wintering or breeding owls. However, the burrows are not present on-site are due to the absence of ground squirrels. During the surveys completed by Zander Associates, no burrowing owls or evidence of their presence was detected within the Project site.

Participation in the San Joaquin County Multi-Species Habitat Conservation and Open Space Plan (SJMSCP) is recommended for all new projects on previously undeveloped land in Tracy. Although the likelihood for the occurrence of any special status plant or wildlife species on the site is extremely low, the implementation of the following mitigation measures would ensure that special status plant or wildlife species are protected throughout the region. Impacts to special status plant or wildlife species would be reduced to **less than significant** levels with mitigation.

MITIGATION MEASURES

Mitigation Measure 7: *Prior to commencement of any grading activities, the project proponent shall seek coverage under the SJMSCP to mitigate for habitat impacts to covered special status species. Coverage involves compensation for habitat impacts on covered species through payment of development fees for conversion of open space lands that may provide habitat for covered special status species. These fees are used to preserve and/or create habitat in preserves to be managed in perpetuity. In addition, coverage includes incidental take avoidance and minimization measures for species that could be affected as a result of the proposed project. There are a wide variety of incidental take avoidance and minimization measures contained in the SJMSCP that were developed in consultation with the USFWS, CDFW, and local agencies. The applicability of incidental takes avoidance and minimization measures are determined by SJCOG on a project basis. The process of obtaining coverage for a project includes incidental take authorization (permits) under the Endangered Species Act Section 10(a) and California Fish and Game Code Section 2081. The Section 10(a) permit also serves as a special-purpose permit for the incidental take of those species that are also protected under the MBTA. Coverage under the SJMSCP would fully mitigate all habitat impacts on covered special-status species. The SJMSCP includes the implementation of an ongoing Monitoring Plan to ensure success in mitigating the habitat impacts that are covered. The SJMSCP Monitoring Plan includes an Annual Report process, Biological Monitoring Plan, SJMSCP Compliance Monitoring Program, and the SJMSCP Adaptive Management Plan SJCOG.*

Mitigation Measure 8: *If construction activities occur during the avian breeding season (February 1 – September 31) then the project proponent shall conduct pre-construction surveys to prevent impacts to nesting birds. No more than 15 days prior to the start of construction a bird survey shall be conducted by a qualified biologist to identify any active nests within the Project site or visible from the Project site. If construction stops for a period of 15 days or more during the avian breeding season than an additional bird survey shall be conducted for all special-status birds protected by the federal and state ESA, MBTA and CFGC, including but not limited to those that are documented within a ten-mile radius of the Project site and are known to nest in the region. The biologist shall map all nests that are within, and visible from the Project site. If nests are identified, the biologist shall develop buffer zones around active nests as deemed appropriate in coordination with the CDFW. Construction activity shall be prohibited within the buffer zones until the young have fledged or the nest fails. Nests shall be monitored at least twice per week and a report submitted to the City of Tracy and CDFW monthly.*

Responses b): No Impact. Riparian natural communities support woody vegetation found along rivers, creeks and streams. Riparian habitat can range from a dense thicket of shrubs to a closed canopy of large mature trees covered by vines. Riparian systems are considered one of the most important natural resources. While small in total area when compared to the state's size, they provide a special value for wildlife habitat.

Over 135 California bird species either completely depend upon riparian habitats or use them preferentially at some stage of their life history. Riparian habitat provides food, nesting habitat, cover, and migration corridors. Another 90 species of mammals, reptiles, invertebrates and amphibians depend on riparian habitat. Riparian habitat also provides riverbank protection, erosion control and improved water quality, as well as numerous recreational and aesthetic values.

There is no riparian habitat or other sensitive natural communities located on the Project site. As such, the proposed project would have **no impact** on these resources, and no mitigation is required.

Response c): Less than Significant. A wetland is an area that is inundated or saturated by surface or ground water at a frequency and duration sufficient to support, and that under normal circumstances do support, a prevalence of vegetation typically adapted for life in saturated soil conditions. Wetlands generally include swamps, marshes, bogs, and similar areas.

Wetlands are defined by regulatory agencies as having special vegetation, soil, and hydrology characteristics. Hydrology, or water inundation, is a catalyst for the formation of wetlands. Frequent inundation and low oxygen causes chemical changes to the soil properties resulting in what is known as hydric soils. The prevalent vegetation in wetland communities consists of hydrophytic plants, which are adapted to areas that are frequently inundated with water. Hydrophytic plant species have the ability to grow, effectively compete, reproduce, and persist in low oxygen soil conditions.

Below is a list of wetlands that are found in the Tracy planning area:

- Farmed Wetlands: This category of wetlands includes areas that are currently in agricultural uses. This type of area occurs in the northern portion of the Tracy Planning Area.

- Lakes, Ponds and Open Water: This category of wetlands includes both natural and human-made water bodies such as that associated with working landscapes, municipal water facilities and canals, creeks and rivers.

- Seasonal Wetlands: This category of wetlands includes areas that typically fill with water during the wet winter months and then drain enough to become ideal plant habitats throughout the spring and summer. There are numerous seasonal wetlands throughout the Tracy Planning Area.

- Tidal Salt Ponds and Brackish Marsh: This category of wetlands includes areas affected by irregular tidal flooding with generally poor drainage and standing water. There are minimal occurrences along some of the larger river channels in the northern portion of the Tracy Planning Area.

There are no wetlands located on the Project site. Therefore, this is a **less than significant** impact and no mitigation is required.

Response d): Less than Significant. The CNDDB record search did not reveal any documented wildlife corridors or nursery sites on or adjacent to the Project site. Furthermore, field surveys did not reveal any wildlife nursery sites on or adjacent to the Project site. Implementation of the proposed project would have a **less than significant** impact. No mitigation is necessary.

Responses e), f): Less than Significant. The Project site is located within the jurisdiction of the San Joaquin County Multi-Species Habitat Conservation and Open Space Plan ("Plan" or "SJMSCP") and is located within the Central/Southwest Transition Zone of the SJMSCP. The San Joaquin Council of Governments (SJCOG) prepared the Plan pursuant to a Memorandum of Understanding adopted by SJCOG, San Joaquin County, the United States Fish and Wildlife Service (USFWS), the California Department of Fish and Game (CDFG), Caltrans, and the cities of Escalon, Lathrop, Lodi, Manteca, Ripon, Stockton, and Tracy in October 1994. On February 27, 2001, the Plan was unanimously adopted in its entirety by SJCOG. The City of Tracy adopted the Plan on November 6, 2001.

According to Chapter 1 of the SJMSCP, its key purpose is to "provide a strategy for balancing the need to conserve open space and the need to convert open space to non-open space uses, while protecting the region's agricultural economy; preserving landowner property rights; providing for the long-term management of plant, fish and wildlife species, especially those that are currently listed, or may be listed in the future, under the Federal Endangered Species Act (ESA) or the California Endangered Species Act (CESA); providing and maintaining multiple use Open Spaces which contribute to the quality of life of the residents of San Joaquin County; and, accommodating a growing population while minimizing costs to project proponents and society at large."

In addition, the goals and principles of the SJMSCP include the following:

- Provide a County-wide strategy for balancing the need to conserve open space and the need to convert open space to non-open space uses, while protecting the region's agricultural economy.
- Preserve landowner property rights.
- Provide for the long-term management of plant, fish, and wildlife species, especially those that are currently listed, or may be listed in the future, under the ESA or the CESA.
- Provide and maintain multiple-use open spaces, which contribute to the quality of life of the residents of San Joaquin County.
- Accommodate a growing population while minimizing costs to project proponents and society at large.

In addition to providing compensation for conversion of open space to non-open space uses, which affect plant and animal species covered by the SJMSCP, the SJMSCP also provides some compensation to offset impacts of open space conversions on non-wildlife related resources such as recreation, agriculture, scenic values and other beneficial open space uses. Specifically, the

SJMSCP compensates for conversions of open space to urban development and the expansion of existing urban boundaries, among other activities, for public and private activities throughout the County and within Escalon, Lathrop, Lodi, Manteca, Ripon, Stockton, and Tracy.

Participation in the SJMSCP is voluntary for both local jurisdictions and project applicants. Only agencies adopting the SJMSCP would be covered by the SJMSCP. Individual project applicants have two options if their project is located in a jurisdiction participating in the SJMSCP: mitigating under the SJMSCP or negotiating directly with the state and/or federal permitting agencies. If a project applicant opts for SJMSCP coverage in a jurisdiction that is participating under the SJMSCP, the following options are available, unless their activities are otherwise exempted: pay the appropriate fee; dedicate, as conservation easements or fee title, habitat lands; purchase approved mitigation bank credits; or, propose an alternative mitigation plan.

Responsibilities of permittees covered by the SJMSCP include collection of fees, maintenance of implementing ordinances/resolutions, conditioning permits (if applicable), and coordinating with the Joint Powers Authority (JPA) for Annual Report accounting. Funds collected for the SJMSCP are to be used for the following: acquiring Preserve lands, enhancing Preserve lands, monitoring and management of Preserve lands in perpetuity, and the administration of the SJMSCP. Because the primary goal of SJMSCP to preserve productive agricultural use that is compatible with SJMSCP's biological goals, most of the SJMSCP's Preserve lands would be acquired through the purchase of easements in which landowners retain ownership of the land and continue to farm the land. These functions are managed by San Joaquin Council of Governments.

As described under Response (a) the proposed project is subject to participation in the SJMSCP by Mitigation Measure 7. The City of Tracy and the project applicant shall consult with SJCOG and determine coverage of the project pursuant to the SJMSCP. The implementation of Mitigation Measure 7 would ensure that the project complies with the requirements of the SJMSCP, and would not conflict with any applicable habitat conservation plans. Additionally, Mitigation Measure 1 requires the project applicant to prepare a tree protection and replanting plan. The tree protection and replanting plan would ensure project compliance with all applicable City regulations that provide for tree protection. With the implementation of Mitigation Measures 1 and 7, this would be a **less than significant** impact.

MITIGATION MEASURE

Implement Mitigation Measures 1 and 7

V. CULTURAL RESOURCES -- WOULD THE PROJECT:

	Potentially Significant Impact	*Less Than Significant with Mitigation Incorporation*	*Less Than Significant Impact*	*No Impact*
a) Cause a substantial adverse change in the significance of a historical resource as defined in '15064.5?		X		
b) Cause a substantial adverse change in the significance of an archaeological resource pursuant to '15064.5?		X		
c) Directly or indirectly destroy a unique paleontological resource or site or unique geologic feature?		X		
d) Disturb any human remains, including those interred outside of formal cemeteries?		X		

RESPONSES TO CHECKLIST QUESTIONS

Response a), b), c), d): Less than Significant with Mitigation. The City of Tracy General Plan and subsequent EIR does not identify the site as having prehistoric period cultural resources. Additionally, there are no known unique cultural, historical, paleontological or archeological resources known to occur on, or within the immediate vicinity of the Project site. Furthermore, neither the site, nor any structures on the site, are designated as a historical resource as defined by Public Resources Code § 21084.1, or listed in, or eligible for listing in the California Register of Historical Resources.

The site has previously been used for active agricultural uses. No instances of cultural resources or human remains have been unearthed on the Project site, and site visits did not identify any historical, cultural, paleontological, or archeological resources present on site. Therefore, it is not anticipated that site grading and preparation activities would result in impacts to cultural, historical, archaeological or paleontological resources. There are no known human remains located on the Project site, nor is there evidence to suggest that human remains may be present on the Project site. However, as with most projects in California that involve ground-disturbing activities, there is the potential for discovery of a previously unknown cultural and historical resource or human remains. This is considered a **potentially significant** impact.

The implementation of the following mitigation measure would require appropriate steps to preserve and/or document any previously undiscovered resources that may be encountered during construction activities, including human remains. Implementation of this measure would reduce this impact to a **less than significant** level.

MITIGATION MEASURES

Mitigation Measure 9: If any prehistoric or historic artifacts, human remains or other indications of archaeological or paleontological resources are found during grading and construction activities, an archaeologist meeting the Secretary of the Interior's Professional Qualifications Standards in prehistoric or historical archaeology, as appropriate, shall be consulted to evaluate the finds and recommend appropriate mitigation measures.

- *If cultural resources or Native American resources are identified, every effort shall be made to avoid significant cultural resources, with preservation an important goal. If significant sites cannot feasibly be avoided, appropriate mitigation measures, such as data recovery excavations or photographic documentation of buildings, shall be undertaken consistent with applicable state and federal regulations.*
- *If human remains are discovered, all work shall be halted immediately within 50 meters (165 feet) of the discovery, the County Coroner must be notified, according to Section 5097.98 of the State Public Resources Code and Section 7050.5 of California's Health and Safety Code. If the remains are determined to be Native American, the coroner will notify the Native American Heritage Commission, and the procedures outlined in CEQA Section 15064.5(d) and (e) shall be followed.*
- *If any fossils are encountered, there shall be no further disturbance of the area surrounding this find until the materials have been evaluated by a qualified paleontologist, and appropriate treatment measures have been identified.*

VI. GEOLOGY AND SOILS -- WOULD THE PROJECT:

	Potentially Significant Impact	***Less Than Significant with Mitigation***	***Less Than Significant Impact***	***No Impact***
a) Expose people or structures to potential substantial adverse effects, including the risk of loss, injury, or death involving:				
i) Rupture of a known earthquake fault, as delineated on the most recent Alquist-Priolo Earthquake Fault Zoning Map issued by the State Geologist for the area or based on other substantial evidence of a known fault? Refer to Division of Mines and Geology Special Publication 42.			X	
ii) Strong seismic ground shaking?			X	
iii) Seismic-related ground failure, including liquefaction?			X	
iv) Landslides?			X	
b) Result in substantial soil erosion or the loss of topsoil?		X		
c) Be located on a geologic unit or soil that is unstable, or that would become unstable as a result of the project, and potentially result in on- or off-site landslide, lateral spreading, subsidence, liquefaction or collapse?		X		
d) Be located on expansive soil, as defined in Table 18-1-B of the Uniform Building Code (1994), creating substantial risks to life or property?		X		
e) Have soils incapable of adequately supporting the use of septic tanks or alternative waste water disposal systems where sewers are not available for the disposal of waste water?				X

RESPONSES TO CHECKLIST QUESTIONS

Responses a.i), a.ii): Less than Significant. The Project site is located in an area of moderate to high seismicity. As described in the Geotechnical Exploration report prepared for the project (Stevens, Ferrone & Bailey, 2014), no known active faults cross the Project site, and the site is not located within an Alquist-Priolo Earthquake Fault Zone. However, relatively large earthquakes have historically occurred in the Bay Area and along the margins of the Central Valley. Many earthquakes of low magnitude occur every year in California. The two nearest earthquake faults zoned as active by the State of California Geological Survey are the Great Valley Fault, located approximately five miles to the west of the site, and the Greenville fault, located approximately 13 miles southwest of the site. The Great Valley fault is a blind thrust fault with no known surface

expression; the postulated fault location has been based on historical regional seismic activity and isolated subsurface information. Figure 8 shows nearby faults in relation to the Project site.

Portions of the Great Valley fault are considered seismically active thrust faults; however, since the Great Valley fault segments are not known to extend to the ground surface, the State of California has not defined Earthquake Fault Hazard Zones around the postulated traces. The Great Valley fault is considered capable of causing significant ground shaking at the site, but the recurrence interval is believed longer than for more distant, strike-slip faults. Further seismic activity can be expected to continue along the western margin of the Central Valley, and as with all projects in the area, the project will be designed to accommodate strong earthquake ground shaking, in compliance with the applicable California building code standards.

Other active faults capable of producing significant ground shaking at the site include the Calaveras, 26 miles southwest; the Hayward fault, 28 miles west; the Ortigalita fault, 31 miles southwest; and the San Andreas Fault, 49 miles southwest of the site. Any one of these faults could generate an earthquake capable of causing strong ground shaking at the subject site. Earthquakes of Moment Magnitude (Mw) 7 and larger have historically occurred in the region and numerous small magnitude earthquakes occur every year.

Since there are no known active faults crossing the Project site and the site is not located within an Earthquake Fault Special Study Zone, the potential for ground rupture at the site is considered low.

An earthquake of moderate to high magnitude generated within the San Francisco Bay Region and along the margins of the central valley could cause considerable ground shaking at the site, similar to that which has occurred in the past. In order to minimize potential damage to the proposed structures caused by groundshaking, all construction would comply with the latest California Building Code standards, as required by the City of Tracy Municipal Code 9.04.030.

Seismic design provisions of current building codes generally prescribe minimum lateral forces, applied statically to the structure, combined with the gravity forces of dead-and-live loads. The code-prescribed lateral forces are generally considered to be substantially smaller than the comparable forces that would be associated with a major earthquake. Therefore, structures should be able to: (1) resist minor earthquakes without damage, (2) resist moderate earthquakes without structural damage but with some nonstructural damage, and (3) resist major earthquakes without collapse but with some structural as well as nonstructural damage.

Implementation of the California Building Code standards, which include provisions for seismic building designs, would ensure that impacts associated with groundshaking would be **less than significant**. Building new structures for human use would increase the number of people exposed to local and regional seismic hazards. Seismic hazards are a significant risk for most property in California.

The Safety Element of the Tracy General Plan includes several goals, objectives and policies to reduce the risks to the community from earthquakes and other geologic hazards. In particular, the following policies would apply to the Project site:

SA-1.1, Policy P1: Underground utilities, particularly water and natural gas mains, shall be designed to withstand seismic forces.

SA-1.1, Policy P2: Geotechnical reports shall be required for development in areas where potentially serious geologic risks exist. These reports should address the degree of hazard, design parameters for the project based on the hazard, and appropriate mitigation measures.

SA-1.2, Policy P1: All construction in Tracy shall conform to the California Building Code and the Tracy Municipal Code including provisions addressing unreinforced masonry buildings.

The City reviews all proposed development projects for consistency with the General Plan policies and California Building Code provisions identified above. This review occurs throughout the project application review and processing stage, and throughout plan check and building inspection phases prior to the issuance of a certificate of occupancy.

Consistency with the requirements of the California Building Code and the Tracy General Plan policies identified above would ensure that impacts on humans associated with seismic hazards would be **less than significant**. No additional mitigation is required.

Responses a.iii): Less than Significant.

Liquefaction normally occurs when sites underlain by saturated, loose to medium dense, granular soils are subjected to relatively high ground shaking. During an earthquake, ground shaking may cause certain types of soil deposits to lose shear strength, resulting in ground settlement, oscillation, loss of bearing capacity, landsliding, and the buoyant rise of buried structures. The majority of liquefaction hazards are associated with sandy soils, silty soils of low plasticity, and some gravelly soils. Cohesive soils are generally not considered to be susceptible to liquefaction. In general, liquefaction hazards are most severe within the upper 50 feet of the surface, except where slope faces or deep foundations are present. The geologic conditions conducive to lateral spreading include gentle surface slope (0.3-5% slope), and liquefiable soils. Based on the results of the exploratory boring, field and laboratory test results performed for the project, and included in the Geotechnical Exploration report, it was found that the potential for ground surface damage at the site resulting from liquefaction is low due to lack of saturated liquefiable soils to the maximum depth explored of 41-1/2 feet. Therefore, impacts related to liquefaction and lateral spreading from project implementation would be **less than significant**.

Responses a.iv): Less than Significant. The Project site is relatively flat and there are no major slopes in the vicinity of the Project site. As such, the Project site is exposed to little or no risk associated with landslides. This is a **less than significant** impact and no mitigation is required.

Response b): Less than Significant with Mitigation. During the construction preparation process, existing vegetation would be removed to grade and compact the Project site, as necessary. As construction occurs, these exposed surfaces could be susceptible to erosion from wind and water. Effects from erosion include impacts on water quality and air quality. Exposed

soils that are not properly contained or capped increase the potential for increased airborne dust and increased discharge of sediment and other pollutants into nearby stormwater drainage facilities. Risks associated with erosive surface soils can be reduced by using appropriate controls during construction and properly re-vegetating exposed areas. Mitigation Measures 4 and 5 (air quality) require the implementation of various dust control measures during site preparation and construction activities that would reduce the potential for soil erosion and the loss of topsoil. Additionally, Mitigation Measure 12 would require the implementation of various best management practices (BMPs) and a SWPPP that would reduce the potential for disturbed soils and ground surfaces to result in erosion and sediment discharge into adjacent surface waters during construction activities. The implementation of these required mitigation measures would reduce these impacts to a **less than significant** level and no additional mitigation is required.

MITIGATION MEASURES

Implement Mitigation Measures 4, 5 and 12

Responses c), d): Less than Significant with Mitigation.

The potential for the project to be exposed to unstable soil conditions resulting from on- or off-site landslide, lateral spreading, and liquefaction are discussed above under Responses a.iii, and a.iv.

Expansive soils are those that undergo volume changes as moisture content fluctuates; swelling substantially when wet or shrinking when dry. Soil expansion, and settling can damage structures by cracking foundations, causing settlement and distorting structural elements. Expansion is a typical characteristic of clay-type soils. Expansive soils shrink and swell in volume during changes in moisture content, such as a result of seasonal rain events, and can cause damage to foundations, concrete slabs, roadway improvements, and pavement sections.

Soil expansion is dependent on many factors. The more clayey, critically expansive surface soil and fill materials will be subjected to volume changes during seasonal fluctuations in moisture content. To reduce the potential for post-construction distress to the proposed structures resulting from swelling and shrinkage of these materials, the Geotechnical evaluation recommends that proposed structures be supported on a post-tensioned slab foundation system that is designed to reduce the impact of expansive soils. Special design considerations will be required for exterior slabs. Furthermore, the geotechnical evaluation report identified potentially weak and compressible fills located on portions the Project site to depths of about 1-1/2 to 2-1/2 feet below the existing ground surface.

In order to reduce the potential for damaging differential settlement of overlying improvements, the following mitigation measure requires soil evaluations to be performed prior to grading activities and allows for special design characteristics to be required by the City Engineering Department. As such, this potentially significant impact is reduced to a **less than significant** impact.

MITIGATION MEASURES

Mitigation Measure 10. *Expansive materials and potentially weak and compressible fills at the site shall be evaluated by a Geotechnical Engineer during the grading plan stage of development. If highly expansive or compressible materials are encountered, special foundation designs and reinforcement, removal and replacement with soil with low to non-expansive characteristics, compaction strategies, or soil treatment options to lower the expansion potential shall be incorporated through requirements imposed by the City Engineering Department.*

Response e): No Impact. The Project site would be served by public wastewater facilities and does not require an alternative wastewater system such as septic tanks. Implementation of the proposed project would have **no impact** on this environmental issue.

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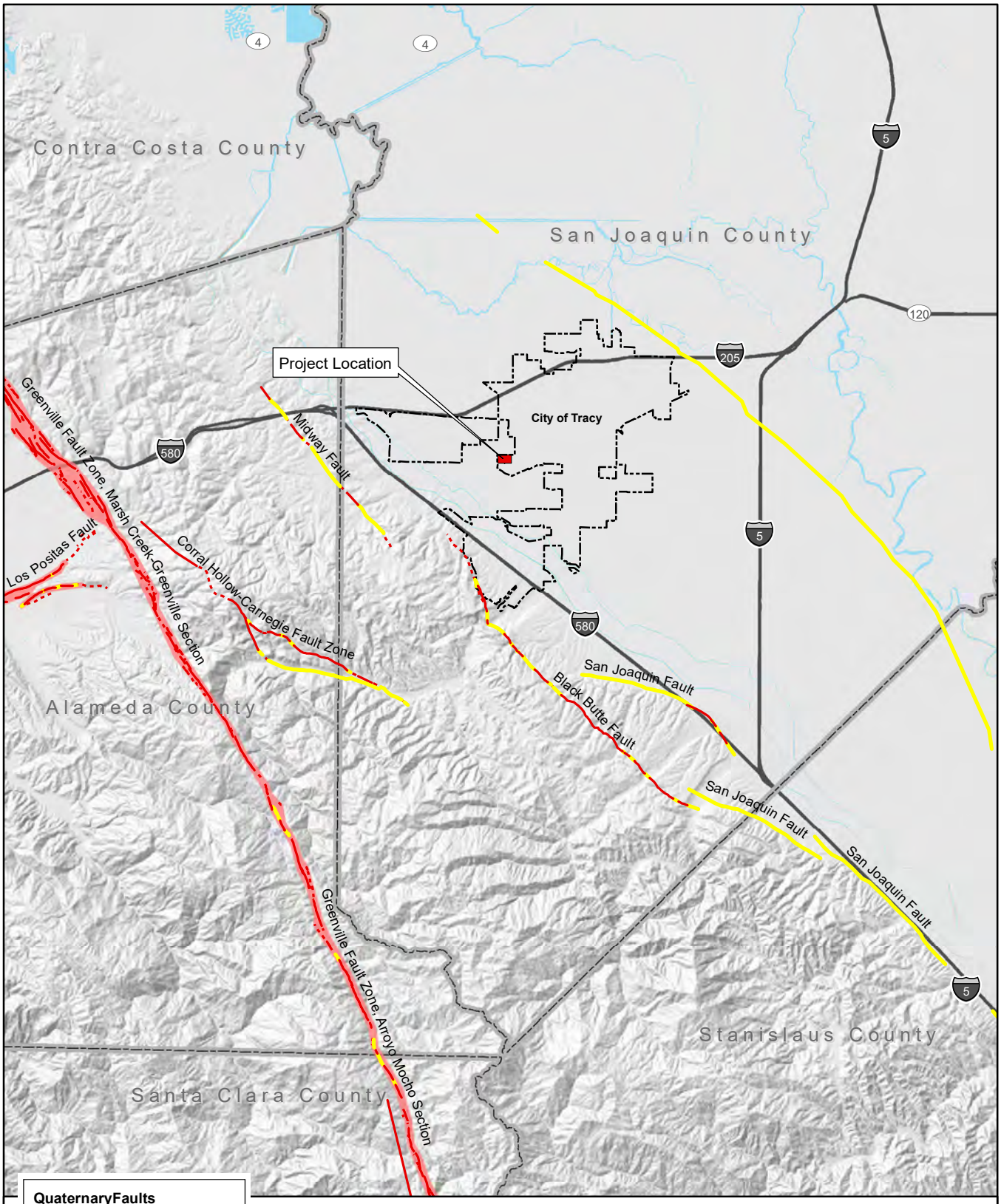

QuaternaryFaults

- Inferred
- Moderately-constrained
- Well-constrained
- Alquist-Priolo Fault Zone

N

0 2 4

Miles

ROCKING HORSE PROJECT MND
TRACY, CALIFORNIA

Figure 8: Fault Zones

Data sources: San Joaquin County GIS; ESRI's StreetMap North America; USGS and California Geologic Survey, 2006, Quaternary fault and fold database for the Unites States, accessed October 14,5, 2014. from USGS web site: http//earthquakes.usgs.gov/regional/qfaults/. Map date: November 9, 2015. (RockingHorse_Fig8_FaultZones_151109)

De Novo Planning Group
A Land Use Planning, Design, and Environmental Firm

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XII. GREENHOUSE GAS EMISSIONS – WOULD THE PROJECT:

	Potentially Significant Impact	*Less Than Significant with Mitigation Incorporation*	*Less Than Significant Impact*	*No Impact*
a) Generate greenhouse gas emissions, either directly or indirectly, that may have a significant impact on the environment?		X		
b) Conflict with an applicable plan, policy or regulation adopted for the purpose of reducing the emissions of greenhouse gasses?		X		

BACKGROUND DISCUSSION

Various gases in the Earth's atmosphere, classified as atmospheric greenhouse gases (GHGs), play a critical role in determining the Earth's surface temperature. Solar radiation enters Earth's atmosphere from space, and a portion of the radiation is absorbed by the Earth's surface. The Earth emits this radiation back toward space, but the properties of the radiation change from high-frequency solar radiation to lower-frequency infrared radiation.

Naturally occurring greenhouse gases include water vapor (H_2O), carbon dioxide (CO_2), methane (CH_4), nitrous oxide (N_2O), and ozone (O_3). Several classes of halogenated substances that contain fluorine, chlorine, or bromine are also greenhouse gases, but they are, for the most part, solely a product of industrial activities. Although the direct greenhouse gases CO_2, CH_4, and N_2O occur naturally in the atmosphere, human activities have changed their atmospheric concentrations. From the pre-industrial era (i.e., ending about 1750) to 2005, concentrations of these three greenhouse gases have increased globally by 36, 148, and 18 percent, respectively (IPCC 2007)[2].

Greenhouse gases, which are transparent to solar radiation, are effective in absorbing infrared radiation. As a result, this radiation that otherwise would have escaped back into space is now retained, resulting in a warming of the atmosphere. This phenomenon is known as the greenhouse effect. Among the prominent GHGs contributing to the greenhouse effect are carbon dioxide (CO_2), methane (CH_4), ozone (O_3), water vapor, nitrous oxide (N_2O), and chlorofluorocarbons (CFCs).

Emissions of GHGs contributing to global climate change are attributable in large part to human activities associated with the industrial/manufacturing, utility, transportation, residential, and agricultural sectors (California Energy Commission 2006a)[3]. In California, the transportation

[2] Intergovernmental Panel on Climate Change. 2007. "Climate Change 2007: The Physical Science Basis, Summary for Policymakers." http://www.ipcc.ch/publications_and_data/publications_ipcc_fourth_assessment_report_wg1_report_the_physical_science_basis.htm

[3] California Energy Commission. 2006a. Inventory of California Greenhouse Gas Emissions and Sinks 1990 to 2004. http://www.arb.ca.gov/cc/inventory/archive/archive.htm

sector is the largest emitter of GHGs, followed by electricity generation (California Energy Commission 2006a).

As the name implies, global climate change is a global problem. GHGs are global pollutants, unlike criteria air pollutants and toxic air contaminants, which are pollutants of regional and local concern, respectively. California produced 492 million gross metric tons of carbon dioxide equivalents ($MMTCO_2e$) in 2004 (California Energy Commission 2006a). By 2020, California is projected to produce 507 $MMTCO_2e$ per year.[4]

Carbon dioxide equivalents are a measurement used to account for the fact that different GHGs have different potential to retain infrared radiation in the atmosphere and contribute to the greenhouse effect. This potential, known as the global warming potential of a GHG, is also dependent on the lifetime, or persistence, of the gas molecule in the atmosphere. Expressing GHG emissions in carbon dioxide equivalents takes the contribution of all GHG emissions to the greenhouse effect and converts them to a single unit equivalent to the effect that would occur if only CO_2 were being emitted.

Consumption of fossil fuels in the transportation sector was the single largest source of California's GHG emissions. In 2012 transportation sector emissions, accounted for approximately 37 percent of the total GHG emissions in the state (California Greenhouse Gas Emission Inventory: 2000-2012).[5] This category was followed by the industrial sector contributing 21.9% of GHG emissions. The electric power generation sector (including both in-state and out of-state sources) has seen the greatest decline in GHG emissions down 14 percent from 2000, and currently contributing 11.2 percent of all state GHG emissions.

EFFECTS OF GLOBAL CLIMATE CHANGE

The effects of increasing global temperature are far-reaching and extremely difficult to quantify. The scientific community continues to study the effects of global climate change. In general, increases in the ambient global temperature as a result of increased GHGs are anticipated to result in rising sea levels, which could threaten coastal areas through accelerated coastal erosion, threats to levees and inland water systems and disruption to coastal wetlands and habitat.

If the temperature of the ocean warms, it is anticipated that the winter snow season would be shortened. Snowpack in the Sierra Nevada provides both water supply (runoff) and storage (within the snowpack before melting), which is a major source of supply for the state. The snowpack portion of the supply could potentially decline by 70% to 90% by the end of the 21st century (Cal EPA 2006)[6]. This phenomenon could lead to significant challenges securing an

[4] California Air Resources Board. 2010. "Functional Equivalent Document prepared for the California Cap on GHG Emissions and Market-Based Compliance Mechanisms."

[5] EPA http://www.arb.ca.gov/cc/inventory/pubs/reports/ghg_inventory_00-12_report.pdf
6 California Environmental Protection Agency, Climate Action Team. 2006. Climate Action Team Report to Governor Schwarzenegger and the Legislature.
http://www.climatechange.ca.gov/climate_action_team/reports/

adequate water supply for a growing state population. Further, the increased ocean temperature could result in increased moisture flux into the state; however, since this would likely increasingly come in the form of rain rather than snow in the high elevations, increased precipitation could lead to increased potential and severity of flood events, placing more pressure on California's levee/flood control system.

Sea level has risen approximately seven inches during the last century and it is predicted to rise an additional 22 to 35 inches by 2100, depending on the future GHG emissions levels (Cal EPA 2006). If this occurs, resultant effects could include increased coastal flooding, saltwater intrusion and disruption of wetlands (Cal EPA 2006). As the existing climate throughout California changes over time, mass migration of species, or failure of species to migrate in time to adapt to the perturbations in climate, could also result. Under the emissions scenarios of the Climate Scenarios report (Cal EPA 2006), the impacts of global warming in California are anticipated to include, but are not limited to, the following.

Public Health

Higher temperatures are expected to increase the frequency, duration, and intensity of conditions conducive to air pollution formation. For example, days with weather conducive to ozone formation are projected to increase from 25% to 35% under the lower warming range and to 75% to 85% under the medium warming range. In addition, if global background ozone levels increase as predicted in some scenarios, it may become impossible to meet local air quality standards. Air quality could be further compromised by increases in wildfires, which emit fine particulate matter that can travel long distances depending on wind conditions. The Climate Scenarios report indicates that large wildfires could become up to 55% more frequent if GHG emissions are not significantly reduced.

In addition, under the higher warming scenario, there could be up to 100 more days per year with temperatures above 90°F in Los Angeles and 95°F in Sacramento by 2100. This is a large increase over historical patterns and approximately twice the increase projected if temperatures remain within or below the lower warming range. Rising temperatures will increase the risk of death from dehydration, heat stroke/exhaustion, heart attack, stroke, and respiratory distress caused by extreme heat.

Water Resources

A vast network of man-made reservoirs and aqueducts capture and transport water throughout the State from Northern California rivers and the Colorado River. The current distribution system relies on Sierra Nevada snow pack to supply water during the dry spring and summer months. Rising temperatures, potentially compounded by decreases in precipitation, could severely reduce spring snow pack, increasing the risk of summer water shortages.

The state's water supplies are also at risk from rising sea levels. An influx of saltwater would degrade California's estuaries, wetlands, and groundwater aquifers. Saltwater intrusion caused by rising sea levels is a major threat to the quality and reliability of water within the southern edge of the Sacramento/San Joaquin River Delta, a major state fresh water supply. Global warming is also projected to seriously affect agricultural areas, with California farmers projected

to lose as much as 25% of the water supply they need; decrease the potential for hydropower production within the state (although the effects on hydropower are uncertain); and seriously harm winter tourism. Under the lower warming range, the snow dependent winter recreational season at lower elevations could be reduced by as much as one month. If temperatures reach the higher warming range and precipitation declines, there might be many years with insufficient snow for skiing, snowboarding, and other snow dependent recreational activities.

If GHG emissions continue unabated, more precipitation will fall as rain instead of snow, and the snow that does fall will melt earlier, reducing the Sierra Nevada spring snow pack by as much as 70% to 90%. Under the lower warming scenario, snow pack losses are expected to be only half as large as those expected if temperatures were to rise to the higher warming range. How much snow pack will be lost depends in part on future precipitation patterns, the projections for which remain uncertain. However, even under the wetter climate projections, the loss of snow pack would pose challenges to water managers, hamper hydropower generation, and nearly eliminate all skiing and other snow-related recreational activities.

Agriculture

Increased GHG emissions are expected to cause widespread changes to the agriculture industry reducing the quantity and quality of agricultural products statewide. Although higher carbon dioxide levels can stimulate plant production and increase plant water-use efficiency, California's farmers will face greater water demand for crops and a less reliable water supply as temperatures rise.

Plant growth tends to be slow at low temperatures, increasing with rising temperatures up to a threshold. However, faster growth can result in less-than-optimal development for many crops, so rising temperatures are likely to worsen the quantity and quality of yield for a number of California's agricultural products. Products likely to be most affected include wine grapes, fruits and nuts, and milk.

Crop growth and development will be affected, as will the intensity and frequency of pest and disease outbreaks. Rising temperatures will likely aggravate ozone pollution, which makes plants more susceptible to disease and pests and interferes with plant growth.

In addition, continued global warming will likely shift the ranges of existing invasive plants and weeds and alter competition patterns with native plants. Range expansion is expected in many species while range contractions are less likely in rapidly evolving species with significant populations already established. Should range contractions occur, it is likely that new or different weed species will fill the emerging gaps. Continued global warming is also likely to alter the abundance and types of many pests, lengthen pests' breeding season, and increase pathogen growth rates.

Forests and Landscapes

Global warming is expected to alter the distribution and character of natural vegetation thereby resulting in a possible increased risk of large of wildfires. If temperatures rise into the medium warming range, the risk of large wildfires in California could increase by as much as 55%, which

is almost twice the increase expected if temperatures stay in the lower warming range. However, since wildfire risk is determined by a combination of factors, including precipitation, winds, temperature, and landscape and vegetation conditions, future risks will not be uniform throughout the state. For example, if precipitation increases as temperatures rise, wildfires in Southern California are expected to increase by approximately 30% toward the end of the century. In contrast, precipitation decreases could increase wildfires in Northern California by up to 90%.

Moreover, continued global warming will alter natural ecosystems and biological diversity within the state. For example, alpine and sub-alpine ecosystems are expected to decline by as much as 60% to 80% by the end of the century as a result of increasing temperatures. The productivity of the state's forests is also expected to decrease as a result of global warming.

Rising Sea Levels

Rising sea levels, more intense coastal storms, and warmer water temperatures will increasingly threaten the state's coastal regions. Under the higher warming scenario, sea level is anticipated to rise 22 to 35 inches by 2100. Elevations of this magnitude would inundate coastal areas with saltwater, accelerate coastal erosion, threaten vital levees and inland water systems, and disrupt wetlands and natural habitats.

Significance thresholds

In accordance with AB 32, a quantitative GHG analysis for the project has been prepared to determine whether or not the project would promote sustainability and implement operational GHG emission reduction strategies that would reduce the project's GHG emissions from Business as Usual (BAU) levels by 29 percent, in compliance with AB 32 and the Scoping Plan and in accordance with the guidance from the SJVAPCD.

The significance thresholds for GHG emissions are related to compliance with AB 32 and are based on the guidance from the SJVAPCD, which states that a development project must show a minimum GHG emission reduction of 29 percent from projected 2005 Business as Usual (BAU) levels by the year 2020.[7] The BAU level is the 2005 scenario, which corresponds to pre-AB 32. The project's BAU levels were evaluated in order to determine the net decrease in the project's GHG emissions over time.

Using this methodology, if the project does not show a 29 percent reduction from projected BAU levels compared to the project's estimated 2020 levels, the project would be considered to result in a cumulatively considerable contribution to global climate change. GHG emission reduction measures could include, but are not limited to, compliance with local, State, or federal plans or strategies for GHG reductions, on-site and off-site mitigation recommendations from the Office of the Attorney General, and project design features. It should be noted that the project would be required to comply with the minimum mandated measures of 2013 California Green Building Standards Code (CalGreen Code), such as a 20 percent mandatory reduction in indoor water use

[7] San Joaquin Valley Unified Air Pollution Control District Guidance for Assessing and Mitigating Air Quality Impacts (2015).

and diversion of 50 percent of construction waste from landfills. A variety of voluntary CalGreen Code measures also exists that would further reduce GHG emissions, but are not mandatory.

RESPONSES TO CHECKLIST QUESTIONS

Response a) and b): Less than Significant with Mitigation.

The proposed project's short-term construction-related and long-term operational GHG emissions for buildout of the proposed project, were estimated using the California Emission Estimator Model (CalEEMod)™ (v.2013.2.2). CalEEMod is a statewide model designed to provide a uniform platform for government agencies, land use planners, and environmental professionals to quantify GHG emissions from land use projects. The model quantifies direct GHG emissions from construction and operation (including vehicle use), as well as indirect GHG emissions, such as GHG emissions from energy use, solid waste disposal, vegetation planting and/or removal, and water use. Emissions are expressed in annual metric tons of CO_2 equivalent units of measure (i.e., $MTCO_2e$), based on the global warming potential of the individual pollutants.

Short-Term Construction GHG Emissions: Estimated increases in GHG emissions associated with construction of the proposed project (all phases collectively) are summarized in Table 5. The modeling included mitigation inputs for construction operations including the following:

- Reduce Vehicle Speed on Unpaved Roads to 5mph
- Water Exposed Area 2 Times Daily

TABLE 5: CONSTRUCTION GHG EMISSIONS (METRIC TONS/YR)

	Bio- CO2	*NBio- CO2*	*Total CO2*	*CH4*	*N2O*	*CO2e*
2016	0.0000	599.2754	599.2754	0.1546	0.0000	602.5209
2017	0.0000	449.4071	449.4071	0.0806	0.0000	451.1006
2018	0.0000	443.5196	443.5196	0.0793	0.0000	445.1856
2019	0.0000	198.7190	198.7190	0.0415	0.0000	199.5914
Total	**0.0000**	**1,690.9210**	**1,690.9210**	**0.3561**	**0.0000**	**1,698.3984**

SOURCES: CALEEMOD (V.2013.2.2).

As presented in the table, short-term construction emissions of GHG associated with development of all phases collectively are estimated to be 1,698.3984 $MTCO_2e$. This represents a low of 199.59 and a high of 602.52 $MTCO_2e$ emitted during each of the construction years. These construction GHG emissions are a one-time release and are comparatively much lower than overall emissions associated with operational phases of a project. Construction GHG emissions from the proposed project do not impede local GHG reduction efforts, or violate GHG reduction goals set by AB 32, as required by the Public Resources Code, Section 21082.2. Additionally, as discussed previously, Mitigation Measure 6 requires the project applicant to comply with District Rule 9510 which is intended to reduce construction related emission. Therefore, cumulatively these construction emissions would not generate a significant contribution to global climate change.

Long-Term Operational GHG Emissions: The long-term operational GHG emissions estimate for buildout of the proposed project incorporates the potential area source and vehicle emissions, and emissions associated with utility and water usage, and wastewater and solid waste generation. The modeling included mitigation inputs including the following:

Traffic Mitigation

- Increase Transit Accessibility in the Plan Area (minimum distance to transit stops is 0.1 miles)
- Improve Pedestrian Network so that the Plan Area connects to offsite pedestrian networks
- Implement School Bus Program to Achieve 25% ridership

Energy Mitigation

- Exceed Title 24 by 15%
- Install High Efficiency Lighting
- Install High Efficiency Appliances

Area Mitigation

- Use Low VOC Paint - Residential Interior
- Use Low VOC Paint - Residential Exterior
- Use Only Natural Gas Hearths

Water Mitigation

- Install Low Flow Bathroom Faucet
- Install Low-Flow Kitchen Faucet
- Install Low-Flow Toilet
- Install Low-Flow Shower
- Use Water-Efficient Irrigation Systems

Estimated GHG emissions associated with buildout of the proposed project (all phases) with and without the above mitigation incorporated are summarized in Tables 6 and 7. As shown in Tables 6 and 7, the annual GHG emissions associated with buildout of the proposed Project (all phases) would be 3,579.8MTCO_2e with the above referenced mitigation incorporated and 4,119.0 MTCO_2e without mitigation. The mitigation results in a decrease of 539.3MTCO_2e, representing a decrease of 13.1 percent.

TABLE 6: OPERATIONAL GHG EMISSIONS 2020 (UNMITIGATED METRIC TONS/YR)

	Bio- CO_2	*NBio- CO_2*	*Total CO_2*	*CH_4*	*N2O*	*CO_2e*
Area	238.9249	100.6460	339.5709	1.1215	1.7900e-003	363.6783
Energy	0.0000	876.7301	876.7301	0.0295	0.0117	880.9723
Mobile	0.0000	2,704.2003	2,704.2003	0.0831	0.0000	2,705.9454
Waste	52.3960	0.0000	52.3960	3.0965	0.0000	117.4229
Water	4.6715	32.6305	37.3020	0.4813	0.0116	51.0157
Total	**295.9925**	**3,714.2069**	**4,010.1994**	**4.8119**	**0.0251**	**4,119.0347**

SOURCES: CALEEMOD (V.2013.2.2)

TABLE 7: OPERATIONAL GHG EMISSIONS 2020 (MITIGATED METRIC TONS/YR)

	Bio- CO_2	*NBio- CO_2*	*Total CO_2*	*CH_4*	*N2O*	*CO_2e*
Area	0.0000	100.6460	100.6460	4.5500e-003	1.7900e-003	101.2979
Energy	0.0000	789.9436	789.9436	0.0269	0.0105	793.7457
Mobile	0.0000	2,523.5533	2,523.5533	0.0780	0.0000	2,525.1912
Waste	52.3960	0.0000	52.3960	3.0965	0.0000	117.4229
Water	3.7372	27.4182	31.1555	0.3850	9.3100e-003	42.1255
Total	**56.1332**	**3,441.5611**	**3,497.6944**	**3.5909**	**0.0216**	**3,579.7831**
% Reduction	**81.04**	**7.34**	**12.78**	**25.37**	**14.14**	**13.09**

SOURCES: CALEEMOD (V.2013.2.2)

The significance thresholds for GHG emissions should be related to compliance with AB 32. The City of Tracy, as lead agency, has chosen to utilize a threshold of significance for GHG emissions based on the guidance from the SJVAPCD, that state a development project must show a minimum GHG emission reduction of 29 percent from projected Business as Usual (BAU) levels (i.e., 2005 scenario) by the year 2020. Thus, the proposed Project's (all phases) Business as Usual levels were evaluated in order to determine the net decrease in the proposed Project's (all phases) GHG emissions over time. Table 8 presents the projected BAU GHG emissions, which are estimated to be 5,049.1 $MTCO_2e$.

TABLE 8: OPERATIONAL GHG EMISSIONS BUSINESS AS USUAL (UNMITIGATED METRIC TONS/YR)

	Bio- CO_2	*NBio- CO_2*	*Total CO_2*	*CH_4*	*N2O*	*CO_2e*
Area	238.9249	100.6460	339.5709	1.1232	1.7900e-003	363.7144
Energy	0.0000	876.7301	876.7301	0.0295	0.0117	880.9723
Mobile	0.0000	3,628.9350	3,628.9350	0.3351	0.0000	3,635.9727
Waste	52.3960	0.0000	52.3960	3.0965	0.0000	117.4229
Water	4.6715	32.6305	37.3020	0.4813	0.0116	51.0157
Total	**295.9925**	**4,638.9416**	**4,934.9340**	**5.0657**	**0.0251**	**5,049.0979**

SOURCES: CALEEMOD (V.2013.2.2)

Consequently, the proposed Project (all phases) would result in a 29.1 percent reduction in annual GHG emissions from the BAU level by 2020 ([3,579.7831 MTCO2e–5,049.0979 MTCO2e] / 5,049.0979 MTCO2e x 100 = 29.1%). The reduction in GHG emissions would be attributable to the traffic, energy, water, and solid waste mitigation model inputs as well as the advancement of vehicle and equipment efficiency, and more stringent standards and regulations as time progresses, such as State regulation emission reductions (e.g., Pavley, Low Carbon Fuel Standard, and Renewable Portfolio Standard). It should be noted that although a reduction related to such attributes would occur for every development project, CalEEMod takes into consideration how much of each attribute is applied for each specific project based on the size of the project and associated land uses.

In addition, as stated previously, the proposed Project (all phases) would be required to comply with the minimum mandatory measures of the CalGreen Code, which would result in an estimated 1.8 percent reduction. Furthermore, reduction of cumulative ROG and NOx emissions due to the Indirect Source Rule mitigation (discussed under Air Quality) would subsequently result in an associated reduction in CO_2 emissions. The total reduction in GHG emissions from BAU levels will exceed the minimum reduction threshold of 29 percent per the guidance provided by the SJVAPCD.

The City of Tracy adopted the Tracy Sustainability Action Plan in 2011. The Sustainability Action Plan includes programs and measures to reduce GHGs through community and municipal operations. Programs and measures contained in the Sustainability Action Plan that relate to the proposed project include:

- Measure E-1: Implement California Green Building Standards, as contained in Title 24, Part 11, CCR.
- Measure T-4: Promote transit ridership increase transit route coverage to within ¼ mile of 75 percent of residents within new development areas.
- Measure T-5 c and d: Which promote the use of alternative transportation measures, including bikes and pedestrian travel, by providing connections to existing bike and pedestrian facilities.
- Measure E-2 e: Requiring energy efficient exterior lighting.
- Measure PH-12: Encourage new development to use non-toxic building materials.

The proposed project would assist the City of Tracy with implementation of the Sustainability Action Plan, and is consistent with the measures described above. The proposed project would be constructed in compliance with the California Green Building Standards, would install energy efficient lighting, promote transit ridership, and encourage the use of nontoxic building materials.

Conclusion: As stated previously, short-term construction GHG emissions are a one-time release of GHGs and are not expected to significantly contribute to global climate change over the lifetime of the proposed Project. Construction GHG emissions from the proposed project do not impede local GHG reduction efforts, or violate GHG reduction goals set by AB 32, as required by the Public Resources Code, Section 21082.2. Additionally, as discussed previously, Mitigation Measure 6 requires the project applicant to coordinate with the SJVAPCD to verify that the project meets the requirements of District Rule 9510, which is intended to reduce construction related emission.

Therefore, cumulatively these construction emissions would not generate a significant contribution to global climate change.

With the implementation of the following mitigation measure and those presented in Section III Air Quality, the overall annual GHG emissions associated with the proposed Project (all phases) would be reduced by over 29.1 percent relative to the BAU scenario, consistent with applicable standards and thresholds of a 29 percent reduction. Because the proposed Project (all phases) would meet the 29 percent minimum reduction threshold, the proposed Project (all phases) would be consistent with the GHG reduction percentage sought by the State's Scoping Plan, implementation of the proposed project would not hinder the State's ability to reach the GHG reduction target.

The proposed Project (all phases) will comply with Title 24, Part 6 of the California Code of Regulations, known as the Building Energy Efficiency Standards. This includes the CALGreen requirements for new buildings to reduce water consumption, and install low pollutant-emitting materials. The City will review individual building plans as they are prepared to ensure that they comply with the latest Title 24 requirements, including CALGreen.

Based on the project's consistency with the City's Sustainability Action Plan, and with the reduction target set by SJVAPCD. Implementation of the proposed Project (all phases) would not exceed an established threshold, conflict with any applicable plan, policy, or regulation related to GHG reduction. Therefore, impacts related to GHG emissions and global climate change would be considered **less-than-significant** with the implementation of the following mitigation measure.

MITIGATION MEASURES

Mitigation Measure 11*: Along with the mitigation measures contained in Section III (Air Quality), the project applicant shall institute the following mitigation measures during construction and operation of the Project to reduce Greenhouse Gas Emissions and Energy Consumption.*

- *Increase transit accessibility in the Plan Area by ensuring a minimum distance of 0.1 miles to transit stops*
- *Ensure that the pedestrian network within the Plan Area connects to offsite pedestrian networks*
- *Exceed Title 24 by 15% through verified compliance with CALGreen Tier 1 efficiency requirements*
- *Install high efficiency lighting and appliance within all units*
- *Install low-flow faucets, toilets, and showers as applicable*
- *Use water-efficient irrigation systems throughout the Plan Area*

VIII. HAZARDS AND HAZARDOUS MATERIALS -- WOULD THE PROJECT:

	Potentially Significant Impact	***Less Than Significant with Mitigation Incorporation***	***Less Than Significant Impact***	***No Impact***
a) Create a significant hazard to the public or the environment through the routine transport, use, or disposal of hazardous materials?		X		
b) Create a significant hazard to the public or the environment through reasonably foreseeable upset and accident conditions involving the release of hazardous materials into the environment?		X		
c) Emit hazardous emissions or handle hazardous or acutely hazardous materials, substances, or waste within one-quarter mile of an existing or proposed school?			X	
d) Be located on a site which is included on a list of hazardous materials sites compiled pursuant to Government Code Section 65962.5 and, as a result, would it create a significant hazard to the public or the environment?			X	
e) For a project located within an airport land use plan or, where such a plan has not been adopted, within two miles of a public airport or public use airport, would the project result in a safety hazard for people residing or working in the project area?			X	
f) For a project within the vicinity of a private airstrip, would the project result in a safety hazard for people residing or working in the project area?			X	
g) Impair implementation of or physically interfere with an adopted emergency response plan or emergency evacuation plan?				X
h) Expose people or structures to a significant risk of loss, injury or death involving wildland fires, including where wildlands are adjacent to urbanized areas or where residences are intermixed with wildlands?			X	

RESPONSES TO CHECKLIST QUESTIONS

Responses a), b): Less than Significant with Mitigation. The proposed project would place new low-density residential uses in an area of the City that currently contains residential and agricultural uses. Agriculture activities typically use and transport hazardous materials including fuel, herbicides and pesticides. Contaminated soils resulting from agricultural operations were investigated in 1998 with the collection of soil samples, which were analyzed for organochlorine pesticides (OCPs). The pesticide 4,4-DDE was found in all samples at concentrations below the applicable criteria. In 2014 BVNA completed a Limited Subsurface Investigation and found that

concentrations of Total petroleum hydrocarbons (TPH) constituents and organochlorine pesticides were not detected above applicable regulatory screening levels.

The proposed residential land uses do not routinely transport, use, or dispose of hazardous materials, or present a reasonably foreseeable release of hazardous materials, with the exception of common residential grade hazardous materials such as household cleaners, paint, etc. The operational phase of the proposed project does not pose a significant hazard to the public or the environment.

The initial construction phase will require the demolition of one onsite residential structure and adjoining outbuilding. The home was constructed in 1974 had has been continually occupied. There are no known hazardous materials or substances onsite.

Onsite reconnaissance, historical records, and geotechnical evaluations indicate that there are no known underground storage tanks or pipelines located on the Project site that contain hazardous materials. Therefore, the disturbance of such items during construction activities is unlikely. construction equipment and materials would likely require the use of petroleum based products (oil, gasoline, diesel fuel), and a variety of common chemicals including paints, cleaners, and solvents. Transportation, storage, use, and disposal of hazardous materials during construction activities would be required to comply with applicable federal, state, and local statutes and regulations. Compliance would ensure that human health and the environment are not exposed to hazardous materials. In addition, Mitigation Measure 12 requires the project applicant to implement a Stormwater Pollution Prevention Plan during construction activities, which would prevent any contaminated runoff from leaving the Project site. Therefore, the proposed project would have a **less than significant** impact relative to this issue.

MITIGATION MEASURES

Implement Mitigation Measure 12 (SWPPP)

Response c): Less than Significant. The Project site is located within roughly ¼ mile of an existing school. There are two schools located in close proximity to the Project site. Figure 9 shows nearby schools in relation to the Project site. John C. Kimball High School is located approximately 0.35 miles north of the Project site, and George Kelly Elementary School located approximately 0.26 miles east of the Project site. As described under Response a), above, operation of the project would not involve the use, storage, transport or handling of hazardous materials, beyond those commonly found in typical residential areas. Construction related activities may utilize limited quantities of common hazardous materials on the site, and the use, storage, and transport of these materials are required to comply with applicable federal, state, and local statutes and regulations, which would reduce the potential for accidental spills or releases that could exposure schools to hazardous materials. Additionally Mitigation Measure 12 requires the project applicant to implement a Stormwater Pollution Prevention Plan during construction activities, which would prevent any contaminated runoff from leaving the Project site. Therefore, there is limited exposure of school sites to hazardous materials from operation or construction activities that may use or store hazardous materials at the Project site. This is a **less than significant** impact and no additional mitigation is required.

Response d): Less than Significant. According the California Department of Toxic Substances Control (DTSC) there are no Federal Superfund Sites, State Response Sites, or Voluntary Cleanup Sites on, or in the near vicinity of the Project site. The Project site is not included on a list of hazardous materials sites compiled pursuant to Government Code § 65962.5. The nearest investigation sites include:

> ***George Kelly School*** (site #39010033) was historically utilized for agricultural purposes, indicating potential pesticide application. The west parcel was occupied by row crops. The east parcel was occupied by walnut orchards. A preliminary environmental site assessment (PEA) was completed for the site in April of 2003. Site soils were sampled and analyzed for pesticides and heavy metals. On November 26, 2003, DTSC issued an approval letter for the PEA with a no further action determination.
>
> ***Kimball High School*** (site #60000718). This parcel of land, referred to as Kimball High School, is an addition to the Kimball High School project (Site Code 104281). Due to new easement requirements for the development, the District is adding ~7 acres to the southern boundary of the Kimball High site. This site has no historical structures and has identical historical agricultural use to the Kimball High site. The PEA for the original Kimball High School site revealed only trace levels of residual agricultural chemicals in the fields and received a partial site approval of the agricultural fields. Based on the identical history and previous investigations on the adjoining project, the Phase 1 recommends No Action. On October 4, 2007, DTSC approved the Phase I for this site with a no action determination.

A Phase I Environmental Site Assessment (Phase I) was completed for the Project site on December 17, 2013 by Bureau Veritas North America, Inc. (BVNA). BVNA conducted a Phase I ESA in conformance with ASTM Designation. The Phase I investigation included a review of environmental investigation reports and historic land use information, interviews, a site reconnaissance, a review of regulatory lists and databases, and the development of recommendations for further actions. The Phase I noted that the Project site was historically used for agricultural purposes from at least 1939 to 2010. This included orchards in the 1970s and 1980s. Historical agricultural use was investigated in 1998 with the collection of five discrete soil samples, which were analyzed for OCPs. The pesticide 4,4-DDE was found in all samples at concentrations below the applicable criteria. The 2013 samples were not analyzed for TPH/d/TPH-mo or metals, which are commonly associated with the application of organochlorine pesticides.

In 2014 BVNA completed a Limited Subsurface Investigation and found that concentrations of TPH constituents and organochlorine pesticides were not detected above applicable regulatory screening levels. Various metals were detected in each of the analyzed samples at concentrations below their respective Environmental Screening Levels (ESLs) and California Human Health Screening Levels (CHHSLs), with the exception of arsenic. Detected arsenic concentrations range from 2.8 to 3.9 milligrams per kilogram (mg/kg). The detected arsenic concentrations exceed the ESL and CHHSL of 0.39 and 0.07 mg/kg, respectively. According to the California Office of Environmental Health Hazard Assessment (OEHHA) CHHSL guidance document (DTSC, 2005),

naturally occurring background concentrations of arsenic, beryllium, cadmium, chromium and other metals in soils may exceed their respective CHHSLs. The California Environmental Protection Agency (Cal EPA) and other agencies within California typically do not require cleanup of naturally occurring chemicals to less than ambient concentrations. Therefore, implementation of the proposed project would result in a **less than significant impact** relative to this environmental topic.

Responses e), f): Less than Significant. The Federal Aviation Administration (FAA) establishes distances of ground clearance for take-off and landing safety based on such items as the type of aircraft using the airport.

The San Joaquin County Airport Land-Use Commission (ALUC) provides for the appropriate development of the areas surrounding the six public access airports in San Joaquin County. The Airport Land Use Compatibility Plan (ALUCP), provides guidance intended to minimize the public's exposure to excessive noise and safety hazards, as well as ensure that the approaches to airports are kept clear of structures and other conflicts that could pose an aviation safety hazard. Currently, the SJCOG Board of Directors serves as the designated body to carry out the functions of the ALUC. This includes establishing an Airport Land Use Compatibility Plan (ALUCP).

The Tracy Municipal Airport is the closest airport to the Project site, located approximately 2.5miles southeast of the Project site. The Airport is a general aviation airport owned by the City and managed by the Public Works Department. Guidelines for Airport Land Use were developed by SJCOG Airport Land Use Commission in 2013. Furthermore, the City of Tracy adopted an Airport Master Plan in 1998, analyzing the impacts to safety on surrounding development from the Tracy Municipal Airport.

The probability of an aircraft accident is highest along the extended runway centerline, and within one mile of the runway end. According to SJCOG Guidelines there are seven zones in which land use restrictions apply due to proximity to the airport:

1. Zone 1 Runway Protection Zone (RPZ)
2. Zone 2 Inner Approach/Departure Zone (IADZ)
3. Zone 3 Inner Turning Zone (ITZ)
4. Zone 4 Outer Approach/Departure Zone (OADZ)
5. Zone 5 Sideline Safety Zone (SSZ)
6. Zone 7 Traffic Pattern Zone (TPZ)
7. Zone 8 Airport Influence Area (AIA)

Land use constraints in these zones become progressively less restrictive from the RPZ to the TPZ. The proposed project is not located within any of the safety zones. The proposed project is not located within one mile of the airport, nor along the extended runway centerline. Additionally, there are no private airstrips within the vicinity of the Project site. The proposed project consists of single story and two story structures, and does not propose any structures of substantial height that would protrude into active airspace. Building height would be consistent

with surrounding uses. Therefore safety hazards related to the project's proximity to the Tracy Municipal Airport are **less than significant,** and no mitigation is required.

Response g): No Impact. The General Plan (Adopted February 1, 2011) includes policies that require the City to maintain emergency access routes that are free of traffic impediments (Goal SA-6, Objective SA-6.1, Policy P1 and Action A2). The proposed project does not include any actions that would impair or physically interfere with an adopted emergency response plan or emergency evacuation plan. The project involves the development of residential land uses near similar residential uses, and would not interfere with any emergency response or evacuation plans. Implementation of the proposed project would result in **no impact** on this environmental topic.

Response h): Less than Significant. The risk of wildfire is related to a variety of parameters, including fuel loading (vegetation), fire weather (winds, temperatures, humidity levels and fuel moisture contents) and topography (degree of slope). Steep slopes contribute to fire hazard by intensifying the effects of wind and making fire suppression difficult. Fuels such as grass are highly flammable because they have a high surface area to mass ratio and require less heat to reach the ignition point, while fuels such as trees have a lower surface area to mass ratio and require more heat to reach the ignition point.

The City has areas with an abundance of flashy fuels (i.e. grassland) in the outlying residential parcels and open lands that, when combined with warm and dry summers with temperatures often exceeding 100 degrees Fahrenheit, create a situation that results in higher risk of wildland fires. Most wildland fires are human caused, so areas with easy human access to land with the appropriate fire parameters generally result in an increased risk of fire.

The California Department of Forestry has designated the southwestern edge of the City as having a moderate wildland fire potential. This is predominately a result of the hills and grassland habitat that persists. The identified moderate wildland fire potential area in and around Tracy does not include the project site. Since the Project site is not located within a designated wildfire hazard area, this is a **less than significant** impact and no mitigation is required.

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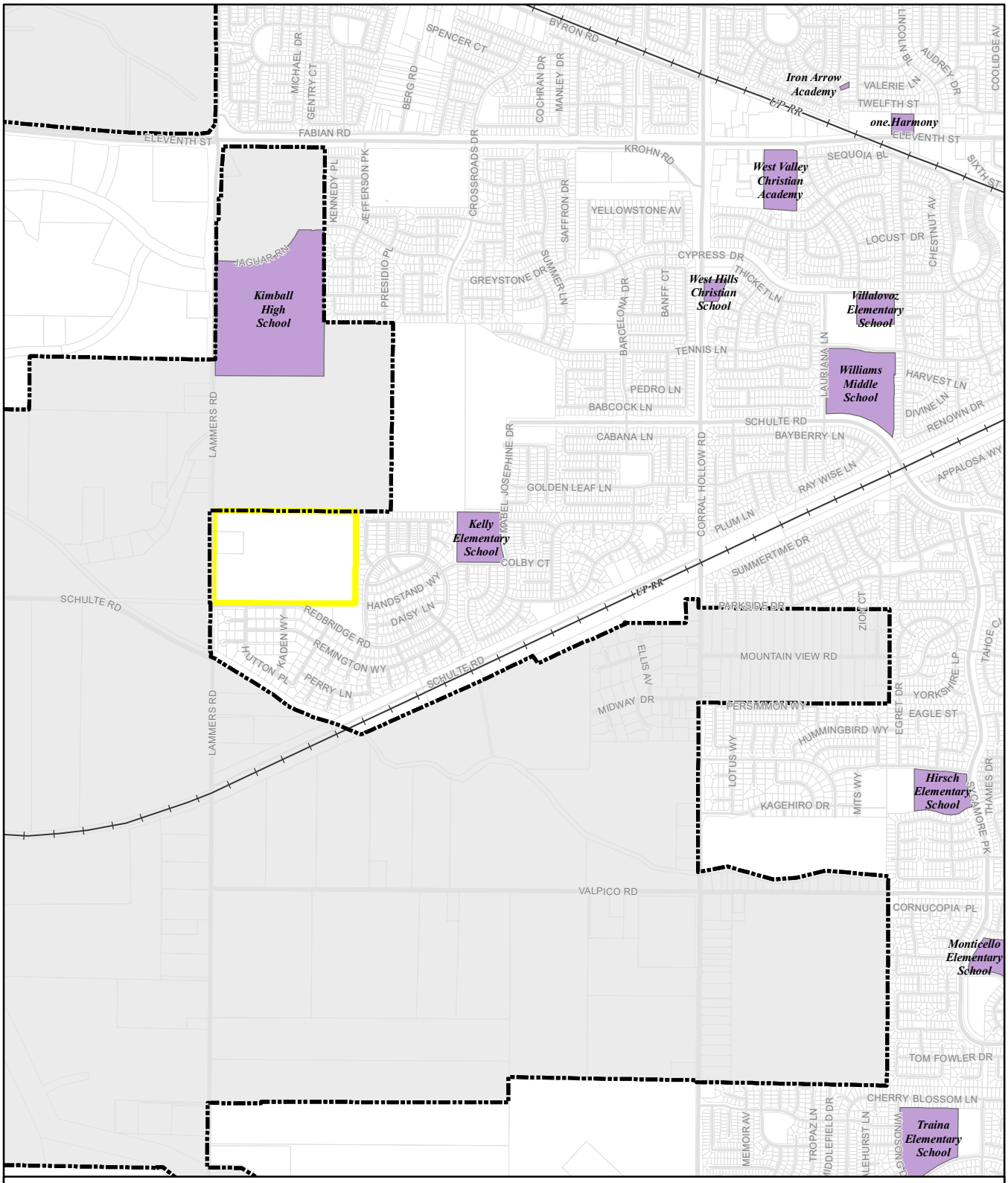

ROCKING HORSE PROJECT MND
TRACY, CALIFORNIA

Figure 9: Schools Map

Legend

- Project Boundary
- City of Tracy
- Schools

N

0 600 1,200
Feet

1:24,000

Sources: San Joaquin County GIS. Map date: November 9, 2015.

De Novo Planning Group
A Land Use Planning, Design, and Environmental Firm

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IX. HYDROLOGY AND WATER QUALITY -- WOULD THE PROJECT:

	Potentially Significant Impact	***Less Than Significant with Mitigation Incorporation***	***Less Than Significant Impact***	***No Impact***
a) Violate any water quality standards or waste discharge requirements?		X		
b) Substantially deplete groundwater supplies or interfere substantially with groundwater recharge such that there would be a net deficit in aquifer volume or a lowering of the local groundwater table level (e.g., the production rate of pre-existing nearby wells would drop to a level which would not support existing land uses or planned uses for which permits have been granted)?			X	
c) Substantially alter the existing drainage pattern of the site or area, including through the alteration of the course of a stream or river, in a manner which would result in substantial erosion or siltation on- or off-site?		X		
d) Substantially alter the existing drainage pattern of the site or area, including through the alteration of the course of a stream or river, or substantially increase the rate or amount of surface runoff in a manner which would result in flooding on- or off-site?		X		
e) Create or contribute runoff water which would exceed the capacity of existing or planned stormwater drainage systems or provide substantial additional sources of polluted runoff?		X		
f) Otherwise substantially degrade water quality?		X		
g) Place housing within a 100-year flood hazard area as mapped on a federal Flood Hazard Boundary or Flood Insurance Rate Map or other flood hazard delineation map?			X	
h) Place within a 100-year flood hazard area structures which would impede or redirect flood flows?			X	
i) Expose people or structures to a significant risk of loss, injury or death involving flooding, including flooding as a result of the failure of a levee or dam?			X	
j) Inundation by seiche, tsunami, or mudflow?			X	

RESPONSES TO CHECKLIST QUESTIONS

Responses a): Less than Significant with Mitigation. Wastewater generated by the proposed project would be conveyed to the Tracy Wastewater Treatment Plan (WWTP) for treatment and disposal. The City's wastewater collection system consists of gravity sewer lines, pump stations and the WWTP. Wastewater flows toward the northern part of the City where it is treated at the WWTP and then discharged into the Old River in the southern Sacramento-San Joaquin Delta. The project's potential to violate a water quality standard or waste discharge requirement is related to the treatment of wastewater generated by the project, and the quality of stormwater runoff generated at the project site. These two issues are addressed below.

In 2008 the City expanded its wastewater treatment capacity to 10.8mgd. The City's Wastewater Treatment Plant (WWTP) currently treats approximately 9.0mgd of wastewater. The City's WWTP provides secondary-level treatment of wastewater followed by disinfection. Treated effluent from the WWTP is conveyed to a submerged diffuser for discharge into the Old River. The WWTP has an NPDES permit for discharge into the Old River from the State Regional Water Quality Control Board. A unit generation factor of 264 gallons per day of wastewater per residential unit was used to estimate the wastewater that would be generated by the proposed project.[8] Based on this generation factor, it is estimated that the proposed project would generate up to 0.05996mgd of wastewater. The addition of 0.0596mgd of wastewater would not exceed the treatment capacity of the City's WWTP, or violate waste discharge requirements under the City's National Pollutant Discharge Elimination System (NPDES) permit. As such, the project would not cause, or contribute to, a violation of wastewater quality standards or waste discharge requirements.

In order to ensure that stormwater runoff from the Project site does not adversely increase pollutant levels in adjacent surface waters and stormwater conveyance infrastructure, the application of best management practices (BMPs) to effectively reduce pollutants from stormwater leaving the site during both the construction and operational phases of the project are required under Mitigation Measure 12, which requires the preparation of a Stormwater Pollution Prevention Plan (SWPPP).

Through compliance with the NPDES permit requirements, and compliance with the SWPPP, the proposed project would not result in a violation of any water quality standards or waste discharge requirements. Therefore, through compliance with the NPDES, and SWPPP requirements required by Mitigation Measure 12, impacts from the proposed project would result in a **less than significant** impact relative to this environmental topic.

MITIGATION MEASURE

Implement Mitigation Measure 12 (SWPPP)

[8] Wastewater Flow and Loading Generation Factors from the Tracy Wastewater Master Plan (Low Density Residential wastewater generation factor)

Responses b): Less than Significant. The proposed project would not result in the construction of new groundwater wells, nor would it increase existing levels of groundwater pumping. The proposed project would be served by the City's municipal water system. The City of Tracy uses several water sources, including the US Bureau of Reclamation, the South County Water Supply Project (SCWSP), and groundwater. As described in greater detail in the Utilities Section of this document, the City has adequate water supplies to serve the proposed project without increasing the current rate of groundwater extraction.

Groundwater recharge occurs primarily through percolation of surface waters through the soil and into the groundwater basin. The addition of significant areas of impervious surfaces (such as roads, parking lots, buildings, etc.) can interfere with this natural groundwater recharge process. Upon full project buildout, portions of the Project site would be covered in impervious surfaces, which would limit the potential for groundwater percolation to occur on the Project site. However, given the relatively large size of the groundwater basin in the Tracy area, the areas of impervious surfaces added as a result of project implementation will not adversely affect the recharge capabilities of the local groundwater basin. The proposed project would result in **less than significant** impacts related to depletion of groundwater supplies and interference with groundwater recharge. No mitigation is required.

Responses c), d), e), f): Less than Significant with Mitigation. When land is in a natural or undeveloped condition, soils, mulch, vegetation, and plant roots absorb rainwater. This absorption process is called infiltration or percolation. Much of the rainwater that falls on natural or undeveloped land slowly infiltrates the soil and is stored either temporarily or permanently in underground layers of soil. When the soil becomes completely soaked or saturated with water or the rate of rainfall exceeds the infiltration capacity of the soil, the rainwater begins to flow on the surface of land to low lying areas, ditches, channels, streams, and rivers. Rainwater that flows off of a site is defined as storm water runoff. When a site is in a natural condition or is undeveloped, a larger percentage of rainwater infiltrates into the soil and a smaller percentage flows off the site as storm water runoff.

The infiltration and runoff process is altered when a site is developed with urban uses. Houses, buildings, roads, and parking lots introduce asphalt, concrete, and roofing materials to the landscape. These materials are relatively impervious, which means that they absorb less rainwater. As impervious surfaces are added to the ground conditions, the natural infiltration process is reduced. As a result, the volume and rate of storm water runoff increases. The increased volumes and rates of storm water runoff may result in flooding if adequate storm drainage facilities are not provided.

There are no rivers, streams, or water courses located on or immediately adjacent to the project site. As such, there is no potential for the project to alter a water course, which could lead to on or offsite flooding. Drainage improvements associated with the Project site would be located on the project site, and the project would not alter or adversely impact offsite drainage facilities.

Development of the Project site would place impervious surfaces on portions of the 59.1-acre Project site. Development of the Project site would potentially increase local runoff production,

and would introduce constituents into storm water that are typically associated with urban runoff. These constituents include heavy metals (such as lead, zinc, and copper) and petroleum hydrocarbons. Best management practices (BMPs) will be applied to the proposed site development to limit the concentrations of these constituents in any site runoff that is discharged into downstream facilities to acceptable levels. Stormwater flows from the Project site would be directed to a retention basin by a new stormwater conveyance system on the Project site.

The proposed project will be designed and constructed with an onsite temporary storm drainage system that would remain in place until the downstream storm drain system is constructed with the project to the northeast of the site as indicated in the City's proposed Alternate Storm drain Connection, and Temporary Retention Basin diagrams for South Lammers Road. The temporary basin would be located in the northeast corner of the Project site. A preliminary engineering study has been completed for the Project site by Carlson Barbee & Gibson Inc. Civil Engineering services. The report has determined that 13.30 acre feet of storage capacity is needed to accommodate project stormwater requirements. The basin area accounts for a total surface area of 74,250 square feet (1.7 acres), and is sized per Section 5 of the City of Tracy Engineering Design and Construction Standards.

Additionally, the project is subject to the requirements of Chapter 11.34 of the Tracy Municipal Code – Stormwater Management and Discharge Control. The purpose of this Chapter is to *"Protect and promote the health, safety and general welfare of the citizens of the City by controlling non-stormwater discharges to the stormwater conveyance system, by eliminating discharges to the stormwater conveyance system from spills, dumping, or disposal of materials other than stormwater, and by reducing pollutants in urban stormwater discharges to the maximum extent practicable."*

This chapter is intended to assist in the protection and enhancement of the water quality of watercourses, water bodies, and wetlands in a manner pursuant to and consistent with the Federal Water Pollution Control Act (Clean Water Act, 33 USC Section 1251 et seq.), Porter-Cologne Water Quality Control Act (California Water Code Section 13000 et seq.) and National Pollutant Discharge Elimination System ("NPDES") Permit No. CAS000004, as such permit is amended and/or renewed.

New development projects in the City of Tracy are required to provide site-specific storm drainage solutions and improvements that are consistent with the overall storm drainage infrastructure approach presented in the 2012 City of Tracy Citywide Storm Drainage Master Plan. Prior to approval of the Final Map, the project applicant is required to submit a detailed storm drainage infrastructure plan to the City of Tracy Development Services Department for review and approval. The project's storm drainage infrastructure plans must demonstrate adequate infrastructure capacity to collect and direct all stormwater generated on the Project site within onsite retention/detention facilities to the City's existing stormwater conveyance system, and demonstrate that the project would not result in on- or off-site flooding impacts. The project is also required to pay all applicable development impact fees, which would include funding for offsite Citywide storm drainage infrastructure improvements identified in the 2012 City of Tracy Citywide Storm Drainage Master Plan.

In order to ensure that stormwater runoff from the Project site does not adversely increase pollutant levels in adjacent surface waters and stormwater conveyance infrastructure, or otherwise degrade water quality, Mitigation Measure 12 requires the preparation of a Stormwater Pollution Prevention Plan (SWPPP), and structural BMPs. As described below, the SWPPP would require the application of best management practices (BMPs) to effectively reduce pollutants from stormwater leaving the site, which would ensure that stormwater runoff does not adversely increase pollutant levels, and would reduce the potential for disturbed soils and ground surfaces to result in erosion and sediment discharge into adjacent surface waters during construction and operational phases of the project. The implementation of this mitigation measure would reduce this impact to a **less than significant** level.

In order to ensure that stormwater runoff generated at the Project site as a result of new impervious surfaces does not exceed the capacity of the existing or planned stormwater drainage system, Mitigation Measure 13 requires the project applicant to submit a detailed storm drainage infrastructure plan to the City of Tracy Development Services Department for review and approval. The project's storm drainage infrastructure plans shall, to the satisfaction of the City Engineer, demonstrate adequate infrastructure capacity to collect and direct all stormwater generated on the Project site within onsite retention/detention facilities to the City's existing stormwater conveyance system, and demonstrate that the project would not result in on- or off-site flooding impacts. The implementation of this mitigation measure would reduce this impact to a **less than significant** level.

MITIGATION MEASURES

Mitigation Measure 12*: The project applicant shall prepare a Storm Water Pollution Prevention Plan (SWPPP) that includes specific types and sources of stormwater pollutants, determine the location and nature of potential impacts, and specify appropriate control measures to eliminate any potentially significant impacts on receiving water quality from stormwater runoff. The SWPPP shall require treatment BMPs that incorporate, at a minimum, the required hydraulic sizing design criteria for volume and flow to treat projected stormwater runoff. The SWPPP shall comply with the most current standards established by the Central Valley RWQCB. Best Management Practices shall be selected from the City's Manual of Stormwater Quality Control Standards for New Development and Redevelopment according to site requirements and shall be subject to approval by the City Engineer and Central Valley RWQCB.*

Mitigation Measure 13*: Prior to approval of the Final Map, the project applicant shall submit a detailed storm drainage infrastructure plan to the City of Tracy Development Services Department for review and approval. The project's storm drainage infrastructure plans shall, to the satisfaction of the City Engineer, demonstrate adequate infrastructure capacity to collect and direct all stormwater generated on the Project site within onsite retention/detention facilities to the City's existing stormwater conveyance system, and demonstrate that the project would not result in on- or off-site flooding impacts. The project shall also pay all applicable development impact fees, which would include funding for*

offsite Citywide storm drainage infrastructure improvements identified in the 2012 City of Tracy Citywide Storm Drainage Master Plan.

Responses g), h): Less than Significant. The 100-year floodplain denotes an area that has a one percent chance of being inundated during any particular 12-month period.

Floodplain zones are determined by the Federal Emergency Management Agency (FEMA) and used to create Flood Insurance Rate Maps (FIRMs). These tools assist cities in mitigating flooding hazards through land use planning. FEMA also outlines specific regulations for any construction, whether residential, commercial, or industrial within 100-year floodplains.

The Project site is not located within the FEMA designated 100-year or 500-year floodplain. This is a **less than significant** impact and no mitigation is required.

Responses i), j): Less than Significant. The Project site is not located within an inundation risk area. The nearest inundation areas are at the northernmost parts of the city (approximately 3 miles north of the Project site) and are subject to inundation by the San Luis Reservoir and New Melones Dams. The safety of dams in California is stringently monitored by the California Department of Water Resources, Division of Safety of Dams (DSD). The DSD is responsible for inspecting and monitoring the dam in perpetuity. The proposed project would not result in actions that could result in a higher likelihood of dam failure at San Luis Reservoir and New Melones Dams. There will always be a remote chance of dam failure that results in flooding of portions of the city. However, the Project site lies outside of this risk area. Given the regulations provided in the California Dam Safety Act, and the ongoing monitoring performed by the DSD, the risk of loss, injury, or death to people or structures from dam failure is considered **less than significant**.

There are no significant bodies of water near the Project site that could be subject to a seiche or tsunami. Additionally, the Project site and the surrounding areas are essentially flat, which precludes the possibility of mudflows occurring on the Project site. This is a **less than significant** impact and no mitigation is required.

X. LAND USE AND PLANNING - Would the project:

	Potentially Significant Impact	*Less Than Significant with Mitigation Incorporation*	*Less Than Significant Impact*	*No Impact*
a) Physically divide an established community?				X
b) Conflict with any applicable land use plan, policy, or regulation of an agency with jurisdiction over the project (including, but not limited to the general plan, specific plan, local coastal program, or zoning ordinance) adopted for the purpose of avoiding or mitigating an environmental effect?			X	
c) Conflict with any applicable habitat conservation plan or natural community conservation plan?		X		

RESPONSES TO CHECKLIST QUESTIONS

Responses a): No Impact. The Project site is surrounded by residential, and agricultural land uses. The project is located adjacent to existing communities and would be consistent and compatible with the surrounding residential land uses. The project would not physically divide any established community. Therefore, there is **no impact.**

Responses b): Less than Significant. The Project site is currently designated Urban Reserve by the City of Tracy General Plan Land Use Designations Map and is zoned Low Density Residential. The proposed project includes a request for a General Plan Amendment to designate the site Residential-Low, and a proposed rezone to Planned Unit Development (PUD).

The key planning documents that are directly related to, or that establish a framework within which the proposed project must be consistent, include:

- City of Tracy General Plan
- City of Tracy Zoning Ordinance

The City of Tracy General Plan provides the following designations relevant to the proposed project.

Urban Reserve 8: The Urban Reserve designation is applied to relatively large, contiguous, geographic areas where comprehensive planning must occur prior to urbanization. The purpose of assigning the Urban Reserve designation to these large, undeveloped areas rather than specific land use designations to various parcels is to provide guidance regarding the vision and types of land uses allowed while still allowing flexibility in location of these uses.

Each area with an Urban Reserve designation will require comprehensive planning and the preparation of a Zoning District, Specific Plan or PUD. In conjunction with a Zoning District, Specific Plan or PUD, a General Plan amendment will be necessary to establish specific General Plan land use designations for each parcel of land. The Zoning District, Specific Plan and/or PUD shall include a vision, goals, objectives and images that describe the most important qualities that

the built development should have when completed. In addition, a concept plan must be included in order to show the location and intensity of the land uses. The following General Plan policies apply the urban Reserve 8 Designation: [9]

- 8a. The acreages assigned to land uses in the statistical profile for this Urban Reserve are intended as guidelines; the overall distribution and mixture of residential densities may change.
- 8b. Future development in this Urban Reserve should have a well-integrated mix of housing types with an average density of six dwelling units per acre.
- 8c. Development in this area should be coordinated with development in Urban Reserves 5 and the surrounding development to ensure adequate transitions between the location, site layout and intensity of land uses.

Residential Low (RL). Single family dwelling units are the principal type of housing stock allowed in these areas. Attached units, zero lot line and clustered housing are also permissible and are encouraged within the overall framework of each community. These housing types can help to meet the City's desire to create unique neighborhoods and enhance the character of the community. Allowable densities for the Residential Low designation are 2.1to 5.8 units per gross acre.

The City of Tracy Zoning Ordinance (Municipal Code Title 10) provides the following designations relevant to the proposed project.

The **Low Density Residential** (LDR) Zone is intended to be utilized in the areas designated low-medium density residential with a density range of 2.0 to 5.8 dwelling units per gross acre by the General Plan.

The proposed uses on the Project site are consistent with the purpose of the General Plan designation of Urban Reserve, which designates larger partials of land for planned development. Approval of the requested General Plan Amendment (from Urban Reserve to Residential Low) would be required to ensure that the proposed project is consistent with the Tracy General Plan. The Project site is currently zoned LDR; the project applicant is requesting a rezone to PUD to allow for flexibility in site design, setbacks, and development characteristics. Approval of a Zoning Amendment from Low Density Residential to Planned Unit Development (PUD) would be required prior to project approval. The PUD development standards (including building heights, densities setbacks) will conform to the development agreement between the City and the Developer. The project's consistency with other General Plan policies that provide environmental protections are addressed within the relevant sections of this document. This is a **less than significant** impact, and no mitigation is required.

Response c): Less than Signification with Mitigation. As described under the Biological Resources section of this document, the proposed project is classified as Urban Reserve under the SJMSCP. As required by Mitigation Measure 7, prior to issuance of grading permits, the Project

[9] City of Tracy General Plan (2011) Section 2-77

proponent will be required to coordinate with SJCOG and will be responsible for the appropriate coverage, permits, compensatory mitigation or fees, and project-specific avoidance, minimization, and mitigation measures as defined within the SJMSCP. Implementation of Mitigation Measure 7 would ensure that the project would not conflict with the implementation of the SJMSCP and has appropriate measures to ensure compliance with payment of mitigation fees. The implementation of Mitigation Measure 7 would reduce this impact to a **less than significant** level.

MITIGATION MEASURES

Implement Mitigation Measure 7

XI. MINERAL RESOURCES -- WOULD THE PROJECT:

	Potentially Significant Impact	***Less Than Significant with Mitigation Incorporation***	***Less Than Significant Impact***	***No Impact***
a) Result in the loss of availability of a known mineral resource that would be of value to the region and the residents of the state?				X
b) Result in the loss of availability of a locally-important mineral resource recovery site delineated on a local general plan, specific plan or other land use plan?				X

RESPONSES TO CHECKLIST QUESTIONS

Responses a), b): Less than Significant. As described in the Tracy General Plan EIR, the main mineral resources found in San Joaquin County, and the Tracy Planning Area, are sand and gravel (aggregate), which are primarily used for construction materials such as asphalt and concrete. According to the California Geological Survey (CGS) evaluation of the quality and quantity of these resources, the most marketable aggregate materials in San Joaquin County are found in three main areas:

- In the Corral Hollow alluvial fan deposits south of Tracy
- Along the channel and floodplain deposits of the Mokelumne River
- Along the San Joaquin River near Lathrop

Figure 4.8-1 of the General Plan EIR identifies Mineral Resource Zones (MRZs) throughout the Tracy Planning Area. The Project site is located within an area designated as MRZ-1. The MRZ-1 designation applies to areas where adequate information indicates that no significant mineral deposits are present, or where there is little likelihood for their presence. There are not substantial aggregate materials located within the Project site. Therefore, the project would not result in the loss of availability of a known mineral resource. There is **no impact**.

XII. NOISE -- WOULD THE PROJECT RESULT IN:

	Potentially Significant Impact	*Less Than Significant with Mitigation Incorporation*	*Less Than Significant Impact*	*No Impact*
a) Exposure of persons to or generation of noise levels in excess of standards established in the local general plan or noise ordinance, or applicable standards of other agencies?		X		
b) Exposure of persons to or generation of excessive groundborne vibration or groundborne noise levels?			X	
c) A substantial permanent increase in ambient noise levels in the project vicinity above levels existing without the project?			X	
d) A substantial temporary or periodic increase in ambient noise levels in the project vicinity above levels existing without the project?			X	
e) For a project located within an airport land use plan or, where such a plan has not been adopted, within two miles of a public airport or public use airport, would the project expose people residing or working in the project area to excessive noise levels?			X	
f) For a project within the vicinity of a private airstrip, would the project expose people residing or working in the project area to excessive noise levels?				X

BACKGROUND

A noise study for the proposed project was performed by J.C. Brennan & Associates, Inc. in May of 2015.

KEY NOISE TERMS

Acoustics The science of sound.

Ambient Noise The distinctive acoustical characteristics of a given area consisting of all noise sources audible at that location. In many cases, the term ambient is used to describe an existing or pre-project condition such as the setting in an environmental noise study.

Attenuation The reduction of noise.

A-Weighting A frequency-response adjustment of a sound level meter that conditions the output signal to approximate human response.

Decibel or dB Fundamental unit of sound, defined as ten times the logarithm of the ratio of the sound pressure squared over the reference pressure squared.

CNEL Community noise equivalent level. Defined as the 24-hour average noise level with noise occurring during evening hours (7 - 10 p.m.) weighted by a factor of three and nighttime hours weighted by a factor of 10 prior to averaging.

Frequency The measure of the rapidity of alterations of a periodic acoustic signal, expressed in cycles per second or Hertz.

Impulsive Sound of short duration, usually less than one second, with an abrupt onset and rapid decay.

L_{dn} Day/Night Average Sound Level. Similar to CNEL but with no evening weighting.

L_{eq} Equivalent or energy-averaged sound levelThis section provides a general description of the existing noise sources in the project vicinity, a discussion of the regulatory setting, and identifies potential noise impacts associated with the proposed project. Project impacts are evaluated relative to applicable noise level criteria and to the existing ambient noise environment.

Lmax The highest root-mean-square (RMS) sound level measured over a given period of time.

L(n) The sound level exceeded a described percentile over a measurement period. For instance, an hourly L50 is the sound level exceeded 50 percent of the time during the one hour period.

Loudness A subjective term for the sensation of the magnitude of sound.

Noise Unwanted sound.

SEL Sound exposure levels. A rating, in decibels, of a discrete event, such as an aircraft flyover or train passby, that compresses the total sound energy into a one-second event.

METHODOLOGY

The FHWA Highway Traffic Noise Prediction Model (FHWA-RD 77-108) was used to develop Ldn (24-hour average) noise contours for the primary project-area roadways. The model is based upon the CALVENO noise emission factors for automobiles, medium trucks, and heavy trucks, with consideration given to vehicle volume, speed, roadway configuration, distance to the receiver, and the acoustical characteristics of the site. The FHWA Model predicts hourly Leq values for free-flowing traffic conditions, and is generally considered to be accurate within 1.5 dB. To predict Ldn values, it is necessary to determine the hourly distribution of traffic for a typical 24-hour period.

Existing traffic volumes were obtained from the traffic study prepared for the project (Kimley Horn, May 7, 2015). Day/night traffic distributions were based upon file data for similar roadways. Using these data sources and the FHWA traffic noise prediction methodology, traffic noise levels were calculated for existing conditions.

Traffic noise levels are predicted at the sensitive receptors located at the closest typical setback distance along each project-area roadway segments. In some locations sensitive receptors may be located at distances which vary from the assumed calculation distance and may experience shielding from intervening barriers or sound walls. However, the traffic noise analysis is believed

to be representative of the majority of sensitive receptors located closest to the project-area roadway segments analyzed in this report.

The actual distances to noise level contours may vary from the distances predicted by the FHWA model due to roadway curvature, grade, shielding from local topography or structures, elevated roadways, or elevated receivers.

A community noise survey was conducted to document existing ambient noise levels at the Project site. The data collected included the hourly average (Leq), median (L50), and the maximum level (Lmax) during the measurement period.

Community noise monitoring equipment included a Larson Davis Laboratories (LDL) Model 820 precision integrating sound level meter equipped with an LDL ½" microphone. The measurement system was calibrated using a LDL Model CAL200 acoustical calibrator before and after testing. The measurement equipment meets all of the pertinent requirements of the American National Standards Institute (ANSI) for Type 1 (precision) sound level meters.

RESPONSES TO CHECKLIST QUESTIONS

Response a): Less than Significant with Mitigation.

Exterior Noise Impacts

The proposed project is located in an area consisting predominately of residential and agricultural land uses. The primary sources of noise currently present in the project area are from vehicle traffic along Lammers Road.

The City of Tracy General Plan establishes allowable noise exposure levels for single-family residential land uses. As described under Goal N-1, Objective N-1.1, Policy P.4 of the Tracy General Plan, *"new single-family residential development shall not exceed 60 Ldn (day/night average noise level) for exterior noise in private use areas."*

The FHWA traffic noise prediction model was used to predict Cumulative + Project traffic noise levels at the proposed residential uses associated with the project. Table 9 shows the predicted traffic noise levels at the proposed residential uses adjacent to the major project-area roadways.

TABLE 9: CUMULATIVE + PROJECT TRANSPORTATION NOISE LEVELS AT PROPOSED RESIDENTIAL USES

ROADWAY	RECEPTOR DESCRIPTION	APPROXIMATE RESIDENTIAL SETBACK, FEET[1]	ADT	PREDICTED TRAFFIC NOISE LEVELS, LDN				
				NO WALL	6' WALL	7' WALL	8' WALL	9' WALL
Lammers Road	Backyards	100'	48,520	69 dB	63 dB	62 dB	61 dB	60 dB

[1] SETBACK DISTANCES ARE MEASURED IN FEET FROM THE CENTERLINES OF THE ROADWAYS TO THE CENTER OF RESIDENTIAL BACKYARDS.
SOURCE: FHWA-RD-77-108 WITH INPUTS FROM ABRAMS ASSOCIATES, AND J.C. BRENNAN & ASSOCIATES, INC. 2015.

The Table 9 data indicate that a 9-foot tall sound wall would be required for the residential uses proposed along S. Lammers Road. This wall is predicted to reduce exterior noise levels to 60 dB L_{dn}, or less. [10] Figure 10 shows the recommended wall location.

Interior Noise Impacts

Modern construction typically provides a 25 dB exterior-to-interior noise level reduction with windows closed. Therefore, sensitive receptors exposed to exterior noise of 70 dB L_{dn}, or less, will typically comply with the City of Tracy 45 dB L_{dn} interior noise level standard. Additional noise reduction measures, such as acoustically rated windows are generally required for exterior noise levels exceeding 70 dB L_{dn}.

It should be noted that exterior noise levels are typically 2-3 dB higher at second floor locations. The proposed residential uses are predicted to be exposed to unmitigated first floor exterior transportation noise levels of 69 dB L_{dn}. Therefore, second floor facades are predicted to be exposed to exterior noise levels of up to 72 dB L_{dn}. Based upon a 25 dB exterior-to-interior noise level reduction, interior noise levels are predicted to be 47 dB L_{dn}. These interior noise levels would exceed the City of Tracy 45 dB L_{dn} interior noise level standard and interior noise mitigation would be required. Specifically, all second floor windows with a view of South Lammers Road shall be fitted with sound transmission class (STC) 35 window assemblies. The (STC) 35 windows are predicted to achieve an interior noise level of 44 dB Ldn, which complies with the 45 dB Ldn standard. This calculation is predicted for a generic building construction with a safety factor, so it's possible the actual noise levels could be lower.

Conclusion

As described above, the proposed project would be subjected to vehicle roadway noise in excess of 65dBA in exterior areas, and in excess of 45dBA in interiors along South Lammers Road. The following mitigation measures will minimize noise impacts resulting from transportation noise impacts on the proposed Project site. Implementation of the following mitigation measures will ensure consistency with the City's noise standards, and will reduce this potentially significant impact to a **less than significant** level.

MITIGATION MEASURES

Mitigation Measure 14: *A 9-foot tall sound wall shall be constructed along S. Lammers Road. The wall may include a combination of earthen berm and concrete masonry to achieve the overall required wall height (e.g. 6-foot wall on 3-foot berm).*

Mitigation Measure 15: *All second floor windows with a view of S. Lammers Road shall have a minimum sound transmission class (STC) rating of 35. As an alternative to this requirement, the applicant may submit a detailed interior noise analysis outlining alternative noise control measures that would ensure compliance with the City of Tracy 45 dB* L_{dn} *interior noise level standard. This analysis should specify required sound ratings for*

[10] Existing Plus Project are lower than Cumulative Plus Project noise levels. The sound wall would more than mitigate for the existing plus project noise condition.

glazing as well as any other modifications to the building envelope used to meet the City's interior noise level standard. This analysis shall be prepared by a qualified noise control engineer.

Response b): Less than Significant. No major stationary sources of groundborne vibration were identified in the project area that would result in the long-term exposure of proposed onsite land uses to unacceptable levels of ground vibration. The primary vibration-generating activities associated with the proposed project would occur during construction when activities such as grading, utilities placement, and roadway construction occur. Sensitive receptors which could be impacted by construction related vibrations, especially vibratory compactors/rollers, are located approximately 25-50 feet or further from the Project site. At this distance construction vibrations are not predicted to exceed acceptable levels. Additionally, construction activities would be temporary in nature and would likely occur during normal daytime working hours.

Construction vibration impacts include human annoyance and building structural damage. Human annoyance occurs when construction vibration rises significantly above the threshold of perception. Building damage can take the form of cosmetic or structural. Table 10 shows the typical vibration levels produced by construction equipment.

Table 10: Representative Vibration Source Levels for Construction Equipment

EQUIPMENT	*PEAK PARTICLE VELOCITY AT 25 FEET (IN/SEC)*
Large Bulldozers	0.089
Loaded Trucks	0.076
Jackhammer	0.035
Small Bulldozers	0.003
Source: FTA *Transit Noise and Vibration Impact Assessment Guidelines* 2006	

As indicated in Table 10, predicted vibration levels are not anticipated to exceed recommended criteria for structural damage and human annoyance (0.2 and 0.1 in/sec ppv, respectively) at nearby land uses. As a result, short-term groundborne vibration impacts would be considered **less than significant** and no mitigation is required.

Response c): Less than Significant. Generally, a project may have a significant noise effect on the environment if it will substantially increase the ambient noise levels for adjoining areas or expose people to severe noise levels. In practice, more specific professional standards have been developed. These standards state that a noise impact may be considered significant if it would generate noise that would conflict with local planning criteria or ordinances, or substantially increase noise levels at noise-sensitive land uses.

The proposed project would not directly generate increased noise beyond those activities commonly found in residential developments (i.e., lawnmowers, leaf blowers, etc.). The noise directly generated by the project would not differ from the existing ambient noises currently generated by the surrounding residential land uses.

However, the proposed project may indirectly increase ambient noise levels in the project vicinity through the introduction of additional vehicle trips to area roadways. To describe future noise levels due to traffic, the Federal Highway Administration Highway Traffic Noise Prediction Model (FHWA RD-77-108) was used. Inputs to the model included traffic volumes provided by Kimley Horn. The FHWA model is based upon the Calveno reference noise factors for automobiles, medium trucks and heavy trucks, with consideration given to vehicle volume, speed, roadway configuration, distance to the receiver, and the acoustical characteristics of the site. The FHWA model was developed to predict hourly L_{eq} values for free-flowing traffic conditions. To predict Ldn/CNEL values, it is necessary to determine the day/night distribution of traffic and adjust the traffic volume input data to yield an equivalent hourly traffic volume.

Table 11 shows the noise levels associated with traffic on the local roadway network under the existing and existing plus project traffic conditions.

TABLE 11: EXISTING TRAFFIC NOISE LEVELS VS. EXISTING PLUS PROJECT TRAFFIC NOISE LEVELS

ROADWAY	SEGMENT	NOISE LEVELS (LDN, DB)			DISTANCE TO EXISTING + PROJECT TRAFFIC NOISE CONTOURS, FEET[1]		
		EXISTING	EXISTING + PROJECT	CHANGE (DB)	70 DB LDN	65 DB LDN	60 DB LDN
Lammers Road	North of Crossroads	62.5	63.7	1.2	38	82	177
Lammers Road	Crossroads to Redbridge	62.5	62.8	0.3	33	71	153
Lammers Road	Redbridge to Old Schulte	56.5	56.9	0.4	13	29	62
Redbridge Road	East of Lammers	54.4	54.4	0.0	5	10	21

[1] Distances to traffic noise contours are measured in feet from the centerlines of the roadways. Actual distances may vary due to shielding from existing noise barriers or intervening structures. Traffic noise levels may vary depending on actual setback distances and localized shielding.
SOURCE: FHWA-RD-77-108 WITH INPUTS FROM KIMLEY HORN AND J.C. BRENNAN & ASSOCIATES, INC. 2015

As indicated by Table 11, the related noise level increases from development of the proposed project are predicted to range between 0.3 to 1.2 dB. The traffic noise from the Proposed Project is not expected to produce noise levels that would exceed City standards. Increased project related traffic would increase traffic noise levels by less than the City's 3-5 dB test of significance at existing sensitive receptors. As such, this is a **less than significant** impact and no mitigation is required.

Response d): Less than Significant. Construction activities at the Project site would result in temporary increases in noise levels that could expose adjacent residences to increased noise levels and noise nuisances. Activities involved in project construction would typically generate maximum noise levels ranging from 85 to 90 dB at a distance of 50 feet. The nearest residential receptors would be located 25-50 feet or more from the majority of project construction activities.

As stated above, noise sensitive receptors near the construction site would, at times, experience elevated noise levels from construction activities; however, construction-related noise generally

would occur during daytime hours only. General Plan Noise Element Policy 4 (Goal N-1.2) establishes the following construction requirements:

> *All construction in the vicinity of noise sensitive land uses, such as residences, hospitals, or convalescent homes, shall be limited to daylight hours or 7:00 a.m. to 7:00 p.m. In addition, the following construction noise control measures shall be included as requirements at construction sites to minimize construction noise impacts:*
>
> - *Equip all internal combustion engine-driven equipment with intake and exhaust mufflers that are in good condition and appropriate for the equipment.*
> - *Locate stationary noise-generating equipment as far as possible from sensitive receptors when sensitive receptors adjoin or are near a construction area.*
> - *Utilize "quiet" air compressors and other stationary noise sources where technology exists.*

Implementation of these required measures (i.e., engine muffling, placement of construction equipment, and strategic stockpiling and staging of construction vehicles), and compliance with the City Municipal Code requirements, would serve to further reduce exposure to construction noise levels. Adherence to City General Plan, City Municipal Code Title 4.12, Article 9 (Noise Control Ordinance), would minimize any impacts from noise during construction. Requirements stated above are adopted by the City as Conditions of Approval (COAs) for all new development projects prior to project approval. Therefore, no additional noise control measures would be required and this impact would be considered **less than significant**.

Response e): Less than Significant. The Tracy Municipal Airport located approximately 2.5 miles southeast is the closest airport to the Project site. The Airport is a general aviation airport owned by the City and managed by the Public Works Department. The City of Tracy adopted an Airport Master Plan in 1998, analyzing the impacts to safety on surrounding development from the Tracy Municipal Airport.

The San Joaquin County Airport Land Use Plan establishes noise contours surrounding the Tracy Municipal Airport. The Project site is located outside of both the 65 dBCNEL and the 60 dBCNEL noise contours for the Tracy Municipal Airport. As such, the Project site would not be exposed to excessive noise from the Tracy Municipal Airport. This is a **less than significant** impact, and no mitigation is required.

Response f): No Impact. The Project site is not located in the vicinity of a private airstrip. Therefore, there is no impact.

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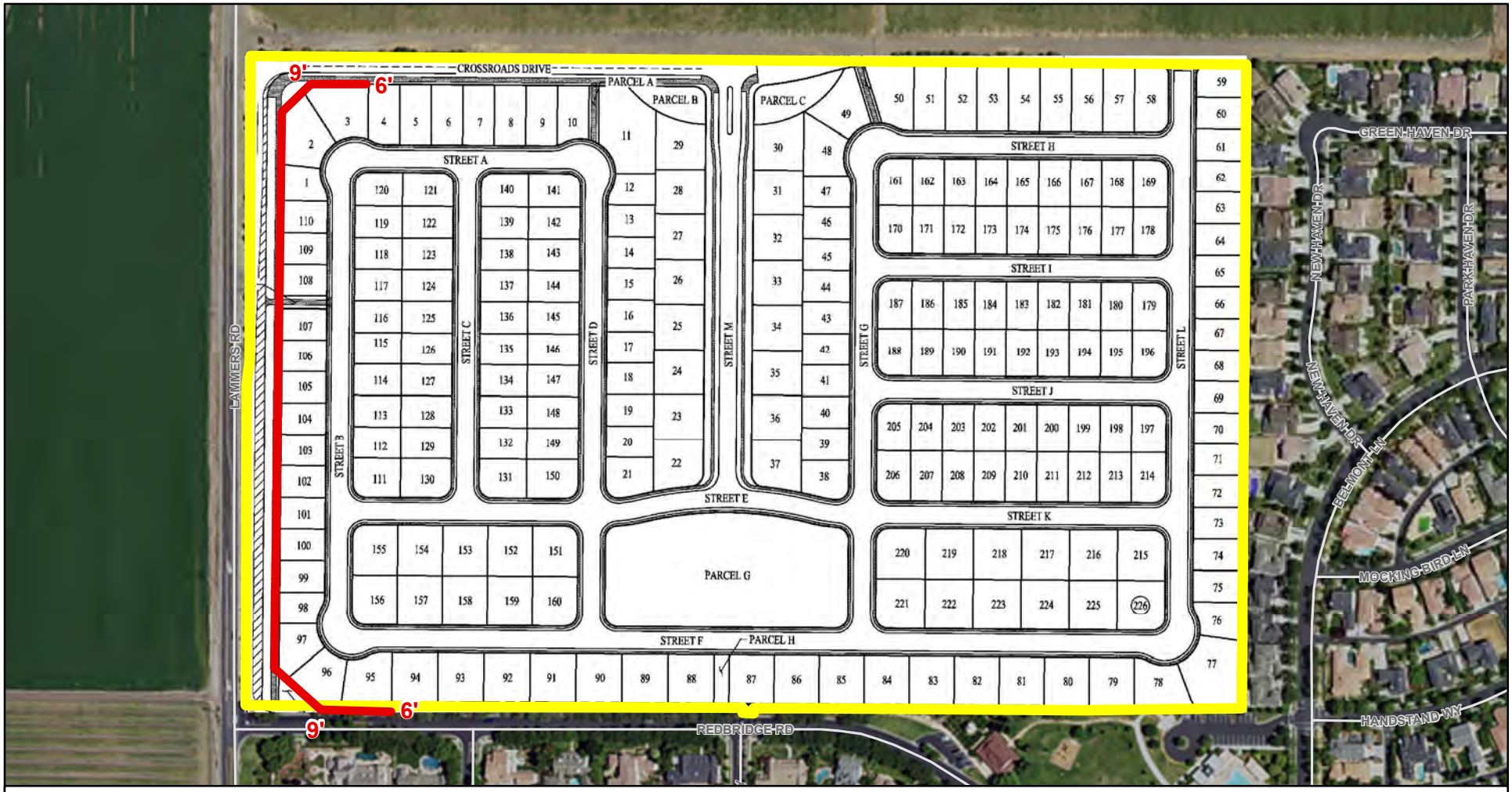

ROCKING HORSE PROJECT MND
TRACY, CALIFORNIA

Figure 10: Recommended Sound Wall Location

Legend

Project Boundary

Recommended Noise Barrier Locations and Heights

N

0 150 300
Feet

1:3,600

Sources: Carlson, Barbee & Gibson, Inc.; San Joaquin County GIS; ArcGIS Online World Imagery Map Service. Original figure prepared by J.C. Brennan & Associates May 2015. Map date: November 9, 2015.

De Novo Planning Group
A Land Use Planning, Design, and Environmental Firm

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XIII. POPULATION AND HOUSING -- WOULD THE PROJECT:

	Potentially Significant Impact	*Less Than Significant with Mitigation Incorporation*	*Less Than Significant Impact*	*No Impact*
a) Induce substantial population growth in an area, either directly (for example, by proposing new homes and businesses) or indirectly (for example, through extension of roads or other infrastructure)?			X	
b) Displace substantial numbers of existing housing, necessitating the construction of replacement housing elsewhere?			X	
c) Displace substantial numbers of people, necessitating the construction of replacement housing elsewhere?			X	

RESPONSES TO CHECKLIST QUESTIONS

Response a): Less than Significant. Implementation of the project would result in the construction of 226 single-family housing units on the Project site. The proposed project is located along the edge of an existing urbanized area of the City. There is existing infrastructure (roads, water, sewer, etc) in the immediate vicinity of the Project site. While the project would extend these services onto the site to serve the proposed development, the project would not extend infrastructure beyond an area of the City not currently served. Therefore, while the project may directly induce population growth through the provision of 226 new low-density residences, the project would not indirectly induce population growth in other areas of the City of Tracy.

The potential for the project to directly induce population growth in the City of Tracy is not a significant impact in and of itself. Population growth can result in other types of environmental impacts, such as traffic, service demands, etc. As described throughout this environmental document, the population growth attributable to the proposed project would not result in any significant environmental impacts that cannot be mitigated to a less than significant level. Future growth will occur through development allowed by the General Plan and by the City's Growth Management Ordinance (GMO). Under the GMO, approximately 19,981 building permits can be issued between 2011 and 2041.[11] Growth under this project is consistent with the General Plan and GMO. Additionally, growth generated by the project is within the growth forecast for the UR-8 designation contained in the General Plan, which assumes up to 450 additional units.[12]

While this document acknowledges that project approval would provide for additional housing opportunities in the City of Tracy, which may lead to population growth in the City, this impact is **less than significant**, as demonstrated throughout this document. No additional mitigation is required.

[11]http://www.sjgov.org/lafco/Tracy%20MSR/TracyMSR_Dec2011_ALL%20FILES[1].pdf
[12] Tracy General Plan 2011. Table 2-10 statistical profile: urban reserve 8.

Responses b), c): Less than Significant. There is one residential structure located on the Project site. Development of the Project would remove one housing unit onsite, and add 226 single-family residential units. Therefore, the Project would not displace substantial numbers of people or existing housing, and would have a **less than significant** impact in this respect.

XIV. PUBLIC SERVICES

	Potentially Significant Impact	*Less Than Significant with Mitigation Incorporation*	*Less Than Significant Impact*	*No Impact*
a) Would the project result in substantial adverse physical impacts associated with the provision of new or physically altered governmental facilities, need for new or physically altered governmental facilities, the construction of which could cause significant environmental impacts, in order to maintain acceptable service ratios, response times or other performance objectives for any of the public services:				
i) Fire protection?		X		
ii) Police protection?			X	
iii) Schools?			X	
iv) Parks?			X	
v) Other public facilities?			X	

RESPONSES TO CHECKLIST QUESTIONS

Response a):

i) Fire Protection and Emergency Medical Services: Less than Significant with Mitigation. The Tracy Fire Department, as a member agency of the South County Fire Authority, provides fire protection, life safety, and emergency response services to 167 square miles of the southern part of San Joaquin County. In 1999, the South County Fire Authority (SCFA) was established to more effectively and efficiently serve the City of Tracy and the Tracy Rural Fire Protection District (FPD).

The SCFA currently operates six fire stations and an administrative office. Twenty-four hour-per-day staffing is provided with six paramedic engine companies and one ladder truck company. Four fire stations are within the incorporated area of the City of Tracy, and two are in the surrounding rural Tracy area.

Medical transport is provided by private ambulance. American Medical Response is the exclusive emergency ambulance service provider in San Joaquin County.

The Tracy Fire Department conducted a Standards of Response Coverage study in late 2007. Findings of the study indicated that the Department had challenges in meeting its established response time objectives in the areas of the West Valley Mall and Downtown Tracy utilizing existing resources. Two new facilities were opened in June 2014, to replace Fire Stations 92 and 96. The new facilities allow the Fire Department to serve the greater community of

Tracy (including the West Valley Mall) more effectively within the established response time standard of 6.5 minutes.

Response time and fire department effectiveness once units arrive are critical considerations in mitigating emergencies. The response time standard is defined as total reflex time (1:30 call processing, 1:00 turn-out time, and 4:00 travel-time). In addition, the Fire Department performance standard to measure effectiveness is to confine moderate risk structure fires to the room of origin or less 90% of the time in the City. In order to successfully mitigate emergencies, it is essential the Fire Department assemble an adequate number of personnel to perform critical tasks at the scene once the unit(s) arrive.

Recognizing the potential need for increases in fire protection and emergency medical services, the City's General Plan includes policies to ensure that adequate related facilities are funded and provided to meet future growth (Objective PF-1.1, P1). This policy is implemented through the review of all new projects with the City's Sphere of Influence, prior to development, and through the collection of development impact fees for the funding of facilities.

Implementation of the proposed project will adversely impact existing fire and emergency services within the City, and will require the purchase of a new Type-I Fire Pumper Apparatus to be operated from and in addition to the existing resources assigned to Fire Station 94 at 16502 W. Schulte Road. Impact fees from new development are collected based upon projected impacts from each development. The adequacy of impact fees is reviewed on an annual basis to ensure that the fee is commensurate with the service facility and equipment needs.

The project will also be required to provide additional sources of funding to support what will be on-going operational costs for Fire and Police services in the project area (as well as for Public Works staffing services related to maintenance of landscaping and other improvements within the public right-of-way). The City will therefore impose a condition of approval on the project requiring the developer to establish and fund a Community Facilities District (CFD) or other lawful funding mechanism prior to issuance of any building permits for the project. Alternatively, the developer can propose, subject to City review and approval of an agreement which shall then be recorded, a source of direct funding that will ensure provision of Fire, Police, and Public Works maintenance services for the project area in perpetuity. This option would also be required to be met prior to building permit issuance. With City imposition of this condition, impacts to Fire, Police, and Public Works maintenance services will be less than significant.

Payment of the applicable impact fees by the project applicant, and ongoing revenues that would come from property taxes, sales taxes, participation in the Community Facilities District or similar funding mechanism, and other revenues generated by the project, would fund capital and labor costs associated with fire protection services.

The Project is located approximately 2.7 miles from the nearest existing fire station and outside of the Department's 4-minute travel-time standard. The Project is adjacent to an existing development that contains 438 units that are also outside of the 4-minute travel-time standard. The addition of 226 units to the existing deficiency will generate a population increase

of 725 persons (226 X 3.21 persons per household = 725) outside of the 4-minute travel-time, and when added to the existing deficiency of the adjoining 438 units, 2,131 people would be in the area of deficient coverage. The nearest existing station at 16502 W. Schulte Road will experience increased demand due to a growing industrial/commercial development within its first-due area. Additional future development in the project area will further degrade the Fire Department's ability to adequately serve the area unless a permanent fire station is constructed. Therefore, in order to provide adequate fire protection and suppression services to the Project site in the interim, the Tracy Fire Department requires a new Type-I Fire Pumper Apparatus be purchased and operated from and in addition to the existing unit assigned to Fire Station 94 at 16502 W. Schulte Road before project build-out. Although the project remains outside of the 4-minute travel time standard, the number of incidents generated due to the population increase are low (226 X 3.21 persons per household = 725 X .064 calls per capita = 46 additional calls for service). The addition of a Type-I Fire Pumper Apparatus staffed with personnel will assist the Fire Department in assembling an adequate workforce to perform critical tasks within the project area for critical fire incidents. The additional unit will not enhance response times for critical emergency medical incidents.

The City of Tracy Public Safety Master Plan identifies this fire station that will permanently serve the project area as Station "B" (P31, Figure 22). The new Type-I Fire Pumper Apparatus purchased by the project developer and operated from Fire Station 94 at 16502 W. Schulte Road on an interim basis, would be reassigned to the permanent fire station once constructed. Impact fees that have been collected from existing development would also be applied to the new fire station, though additional funding may be needed from the project developer to ensure timely purchase of the new Type-I Fire Pumper Apparatus. This is addressed in the following mitigation measure:

MITIGATION MEASURES

> ***Mitigation Measure 16:*** *In order to provide adequate fire protection and suppression services to the project site, the developer shall fund the cost of a new Type-I Fire Pumper Apparatus (up to the estimated cost of said equipment assumed in the Citywide Public Safety Master Plan dated 3/21/13, not to exceed the total amount of $500,000) before issuance of the 151st building permit for the project as follows: the developer shall pay applicable public safety impact fees on a per-unit basis, and shall pay the remaining amount of said funding due (after crediting the amount of public safety impact fees already paid) no later than issuance of the 151st building permit for the project. Since said funding exceeds the developer's pro rata fair share of applicable public safety impact fees, the developer shall be eligible for fee reimbursement of costs paid for the Type-I Fire Pumper Apparatus that are above and beyond developer payment of applicable impact fees pursuant to the City's Municipal Code, as other development projects post impact fee payments with the City.*

In addition, the Department must have access to adequate onsite hydrants with adequate fire-flow pressure available to meet the needs of fire suppression units. The final site plans and development specifications developed for the proposed project will indicate the location and design specifications of the fire hydrants that will be required within the Project site. Therefore,

this is considered a **less than significant impact with mitigation incorporation**, and with application of the condition of approval related to facility funding and operations.

ii) Police Protection: Less than Significant. The Tracy Police Department provides police protection services to the City of Tracy. Its headquarters are located at 1000 Civic Center Drive, approximately 3.5 miles east of the Project site. There are no satellite offices or plans to construct any in the near future.

The Department divides calls into three categories, Priority 1, 2, and 3 calls. Priority 1 calls are defined as life threatening situations. Priority 2 calls are not life threatening, but require immediate response. Priority 3 calls cover all other calls received by the police. Average response time for Priority 1 calls within city limits is approximately six to eight minutes. Response time for Priority 2 and 3 calls is, on average, 22 minutes.

The Tracy Police Department provides mutual aid to the San Joaquin County Sheriff's office, and vice versa, when a situation exceeds the capabilities of either department. Mutual aid is coordinated through the San Joaquin County Sheriff.

The project will also be required to provide additional sources of funding to support what will be on-going operational costs for Fire and Police services in the project area (as well as for Public Works staffing services related to maintenance of landscaping and other improvements within the public right-of-way). The City will therefore impose a condition of approval on the project requiring the developer to establish and fund a Community Facilities District (CFD) or other lawful funding mechanism prior to issuance of any building permits for the project. Alternatively, the developer can propose, subject to City review and approval of an agreement which shall then be recorded, a source of direct funding that will ensure provision of Fire, Police, and Public Works maintenance services for the project area in perpetuity. This option would also be required to be met prior to building permit issuance. With City imposition of this condition of approval, impacts to Fire, Police, and Public Works maintenance services will be **less than significant.**

iii) Schools: Less than Significant. Implementation of the proposed project would result in population growth within the City of Tracy, which would likely increase enrollment at schools within the Tracy Unified School District. According to the School District's boundary maps, new elementary and middle school students residing at the Project site are expected to attend George Kelly Elementary School, and high school students would attend John C. Kimball High School.

George Kelly School consists of 10.02 acres located at 535 Mabel Josephine Road and serves students in grades K through 8th. According to the Tracy Unified School District School Facilities Needs Analysis (August 7, 2015), George Kelly School has a current capacity of 714 students. According to the California Department of Education, Education Demographics Unit, current enrollment at George Kelly is 1,125 students (resulting in a 411 student capacity deficit).

John C. Kimball High School consists of 61.42 acres located at 3200 Jaguar Run and serves students in grades 9th through 12th. Tracy Unified School District School Facilities Needs Analysis (August 7, 2015), John C. Kimball High School has a current capacity of 2,133 students. According

to the California Department of Education, Education Demographics Unit, current enrollment at John C. Kimball HS is 1,765 students (resulting in a 368 student capacity remaining).

The Tracy Unified School District (TUSD) Estimates that 0.1138 elementary school students (grades kindergarten through 5th), 0.0650 middle school students (grades 6th through 8th), and 0.1471 high school students (grades 9th through 12th) will be generated from each new single family detached (SFD) residential unit. Using this generation factor, the proposed project would be expected to generate an additional 25.7 elementary school students, 14.7 middle school students, and 33.2 high school students. The addition of these students would exceed the current capacity at George Kelly School, and would not exceed the capacity at Kimball High School. According to the Districtwide Facilities Master Plan the build-out projections of residential units currently planned within the School District boundaries (including the proposed project), future school facilities, or expansion of existing facilities may be required.

The TUSD performs needs analysis and adopts an annual budget allocating resources for new school facilities as they are warranted. The proposed project does not trigger the need for a new school directly, however it would contribute to existing capacity deficiencies within the TUSD service area, specifically at the George Kelly School. Any new school would require environmental review when it is proposed. The environmental review will determine if there would be an adverse physical impact associated with its construction.

The TUSD collects impact fees from new developments under the provisions of SB 50. Payment of the applicable impact fees by the project applicant, and ongoing revenues that would come from taxes, would fund capital and labor costs associated with school services. The adequacy of fees is reviewed on an annual basis to ensure that the fee is commensurate with the service. Payment of the applicable impact fees by the project applicant, and ongoing revenues that would come from property taxes, sales taxes, and other revenues generated by the project, would fund improvements associated with school services. Under the provisions of SB 50, a project's impacts on school facilities are fully mitigated via the payment of the requisite new school construction fees established pursuant to Government Code Section 65995. As such, the project's impacts to school services are **less than significant**.

iv) Parks. Less than Significant. Potential project impacts to parks and recreational facilities are addressed in the following Recreation section of this document.

v) Other Public Facilities: Less than Significant. Other public facilities in the City of Tracy include libraries, hospitals, and cultural centers such as museums and music halls. The proposed project would increase demand on these facilities. The City of Tracy General Plan requires new development to pay its fair share of the costs of public buildings by collecting the Public Buildings Impact Fee. The Public Buildings Impact fee is used by the City to expand public services and maintain public buildings, including the Civic Center and libraries in order to meet the increased demand generated by new development. The collection of fees and determined fair share fee amounts are adopted by the City as Conditions of Approval (COAs) for all new development projects prior to project approval. Payment of the applicable impact fees by the project applicant,

and ongoing revenues that would come from taxes, would ensure that project impacts to libraries and public buildings are **less than significant.**

XV. RECREATION

	Potentially Significant Impact	*Less Than Significant with Mitigation Incorporation*	*Less Than Significant Impact*	*No Impact*
a) Would the project increase the use of existing neighborhood and regional parks or other recreational facilities such that substantial physical deterioration of the facility would occur or be accelerated?			X	
b) Does the project include recreational facilities or require the construction or expansion of recreational facilities which might have an adverse physical effect on the environment?			X	

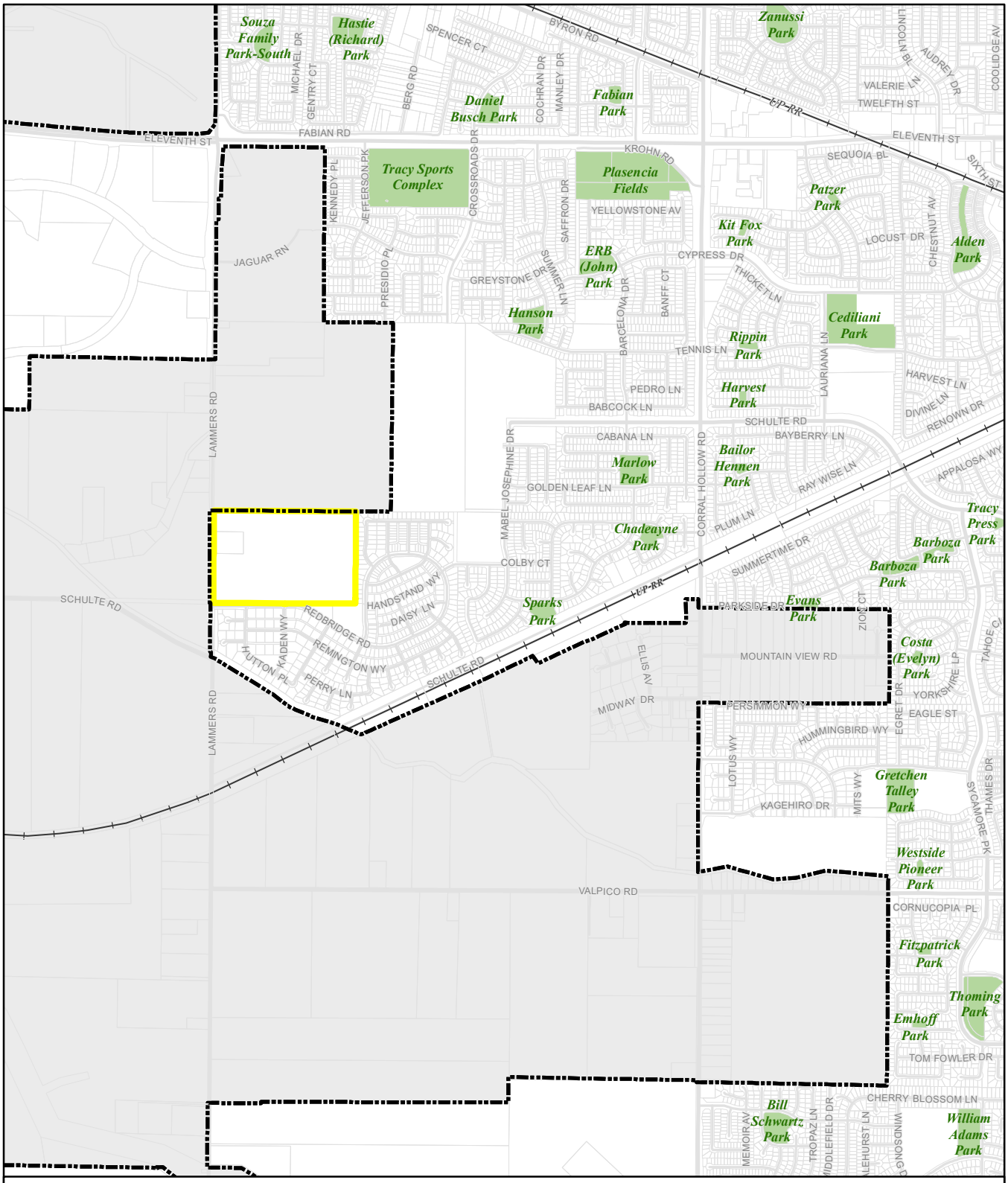
RESPONSES TO CHECKLIST QUESTIONS

Responses a), b): Less than Significant. The proposed project would increase demand for parks and recreational facilities within the City of Tracy, and would increase the use of the City's existing parks and recreation system. As described in the Tracy General Plan, the City maintains 48 mini-parks, 15 neighborhood parks, and eight community parks, providing approximately 256 acres at 71 sites. The City is also in the process of constructing the Holly Sugar Sports Park at the northern edge of the City, which will provide an additional 166 acres of sports parks, 86 acres of passive recreation area, and a 46-acre future expansion area for additional park facilities. Figure 10 displays current park locations in relation to the Project site.

The City strives to maintain a standard of 4 acres of park land for every 1,000 persons. In order to maintain this standard, the City requires new development projects to either include land dedicated for park uses, or to pay in-lieu fees towards the City's parks program. Chapter 13.12 of the Tracy Municipal Code states that, *"all development projects shall be required to maintain the City standard of four (4) acres of park land per 1,000 population. All development projects, as a condition of approval of any tentative parcel map or tentative subdivision map, or as a condition of approval of any building permit, shall dedicate land to the City or pay a fee in lieu thereof, or a combination of both, in order to maintain this City standard. The precise obligation of any development project to dedicate land or pay a fee pursuant to this section shall be incorporated in the implementing resolution for the park fee applicable to the development project."*

The City of Tracy requires the payment of the project's fair share in-lieu parks fees, as required by the City's General Plan. The collection of fees and determined fair share fee amounts are adopted by the City as Conditions of Approval (COAs) for all new development projects prior to project approval. Fees paid aid in the development of new park-space and maintenance as required, to ensure continued high quality park facilities for all city residents. Potential impacts associated with construction of the proposed onsite park are addressed throughout this Initial Study, given that the park site is within the area proposed for development and included in the project description. Additionally, given that the City maintains an ample and diverse range of park sites and park facilities, and collects fees from new development to fund the construction of new parks and the maintenance of existing parks, the additional demand for parks generated by

the proposed project would not result in the physical deterioration of existing parks and facilities within Tracy. As such, this is a **less than significant** impact and no mitigation is required.



STRINGER SUBDIVISION MND
TRACY, CALIFORNIA

Figure 11: Parks Map

Legend

- Project Boundary
- City of Tracy
- Parks

N

0 600 1,200
Feet

1:24,000

De Novo Planning Group
A Land Use Planning, Design, and Environmental Firm

Sources: San Joaquin County GIS. Map date: November 9, 2015.

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XVI. TRANSPORTATION/TRAFFIC -- WOULD THE PROJECT:

	Potentially Significant Impact	*Less Than Significant with Mitigation Incorporation*	*Less Than Significant Impact*	*No Impact*
a) Conflict with an applicable plan, ordinance, or policy establishing measures of effectiveness for the performance of the circulation system, taking into account all modes of transportation including mass transit and non-motorized travel and relevant components of the circulation system, including but not limited to intersections, streets, highways and freeways, pedestrian and bicycle paths, and mass transit.?			X	
b) Conflict with an applicable congestion management program, including, but not limited to level of service standards and travel demand measures, or other standards established by the county congestion management agency for designated roads or highways?.			X	
c) Result in a change in air traffic patterns, including either an increase in traffic levels or a change in location that results in substantial safety risks?			X	
d) Substantially increase hazards due to a design feature (e.g., sharp curves or dangerous intersections) or incompatible uses (e.g., farm equipment)?			X	
e) Result in inadequate emergency access?			X	
f) Conflict with adopted policies, plans, or programs regarding public transit, bicycle, or pedestrian facilities, or otherwise decrease the performance or safety of such facilities?				X

RESPONSES TO CHECKLIST QUESTIONS

Response a), b): Less than Significant. In order to determine potential impacts related to traffic generated by the proposed project, a Traffic Impact Assessment (TIA) was prepared by Kimley-Horn and Associates in July 2015. In consultation with staff from the City of Tracy, it was determined that the following existing and planned intersections have the greatest potential to be impacted by the proposed project.

- Lammers Road / Crossroads Drive – New Intersection
- Project Driveway / Crossroads Drive – New Intersection
- Lammers Road / Redbridge Road
- Lammers Road / Old Schulte Road
- Byron Road / Grant Line Road

These intersections were addressed in the traffic assessment to determine if the project would result in an unacceptable level of service (LOS) under either existing (near-term) conditions, or cumulative (future) conditions with the addition of traffic generated by the proposed project. Level of service is a qualitative measure describing operational conditions at an intersection. The LOS generally describes these conditions in terms of average delay per vehicle. Six levels of service are defined and given letter designations from A to F, with LOS A representing the best operating conditions and LOS F the worst.

The proposed project would generate new vehicular trips that would increase traffic volumes on the nearby street network. To assess changes in traffic conditions associated with the proposed project, the following roadway segments for evaluation in this traffic study include:

- Lammers Road – Crossroads Drive to Redbridge Road
- Lammers Road – Redbridge Road to Old Schulte Road
- Lammers Road – Old Schulte Road to Valpico Road
- Old Schulte Road – Hansen Road to Lammers Road
- Crossroads Drive – Lammers Road to Project Driveway
- Crossroads Drive – Project Driveway to New Schulte Road

Freeway Facilities

The Traffic Impact Assessment determined the project would add 0.1% or less traffic in either direction on the I-205 and I-580 freeways under cumulative conditions. This addition is insignificant. The project would pay Traffic Impact Fess to SJCOG and the City to offset incremental cumulative impacts as stated in the TIA. Therefore, impacts to freeway facilities will not be further evaluated.

Thresholds of Significance

Significance criteria are used to identify Project impacts. Currently, the City, SJCOG, and the County specify LOS thresholds that are utilized for roadways under their respective jurisdictions. The following significance criteria were used for the project's Traffic Impact Analysis and are consistent with the thresholds from the 2011 General Plan Update, SJCOG criteria, SJ County criteria, and Appendix G of the CEQA Guidelines. Accordingly, the Project would have a significant traffic impact under the jurisdiction of each of the following agencies if any of the criteria discussed below are met.

SAN JOAQUIN COUNCIL OF GOVERNMENTS

The CMP system for project condition analysis includes Lammers Road. Per the 2012 SJCOG CMP, the intersection LOS threshold is D.

CITY OF TRACY

The City has established LOS D, where feasible, as the minimum acceptable LOS for roadways and overall intersection operations (for roadways a v/c ratio of .80-.89 = LOS D). However, there are certain locations where this standard does not apply. The following provides a list and description of exceptions to the LOS D standard:

- LOS E or lower shall be allowed on streets and at intersections within 1/4 mile of any freeway, to discourage inter-regional traffic from using City streets.
- In the Downtown and Bowtie area of the City of Tracy, LOS E shall be allowed in order to create a pedestrian-friendly urban design character and densities necessary to support transit, bicycling, and walking.
- The City may allow individual locations to fall below the City's LOS D standard at intersections where construction of improvements is not feasible, prohibitively expensive, significantly impact adjacent properties or the environment, or have a significant adverse impact on the character of the community, including pedestrian mobility, crossing times, and comfort/convenience. Intersections may be permitted to fall below their adopted LOS standard on a temporary basis when the improvements necessary to preserve the LOS standard are in the process of construction or have been designed and funded but not yet constructed.

Signalized Intersections

- Signalized intersections operating at an acceptable level (LOS D or better if located more than ¼ mile from a freeway) degrade to an unacceptable LOS E or F.
- Addition of project trips causes a delay increase of more than four seconds to an intersection already operating at an unacceptable level.

Un-signalized Intersections

- Un-signalized intersections operating at LOS D or better degrade to an unacceptable LOS E or under (outside ¼ mile of a freeway), and LOS E or better degrade to an unacceptable LOS F (within ¼ mile of a freeway), and a traffic signal warrant is met.
- Addition of project trips causes a volume increase of more than 10 percent at an intersection operating at an unacceptable level and meeting a signal warrant.

Existing Intersection Traffic Counts

In preparing the traffic assessment, Kimley-Horn evaluated traffic operations at the study intersections under existing traffic conditions. Results of the analysis are presented in Table 12. Analysis sheets for LOS are provided in Appendix B of the Traffic Impact Analysis.

Table 12 summarizes the results of the intersection analysis under Existing Conditions for the a.m. and p.m. peak hours. Under Existing Conditions, all the study intersections except Lammers Road / Old Schulte Road operate at LOS D or better during both the a.m. and p.m. peak hours. The intersection of Lammers Road / Old Schulte Road currently operates at LOS E during the AM peak hour, which is below the City's LOS D standard.

TABLE 12: INTERSECTION LOS- EXISTING CONDITIONS

#	Intersection	Control Type	Existing Conditions					
			AM Peak Hour			PM Peak Hour		
			Movement	Delay	LOS	Movement	Delay	LOS
1	Lammers Road / Crossroads Drive	Does Not Exist	-	-	-	-	-	-
2	Crossroads Drive / Project Driveway	Does Not Exist	-	-	-	-	-	-
3	Lammers Road / Redbridge Road	SSSC	Overall	6.8	A	Overall	3.3	A
		Worst Approach	WB	34.6	D	WB	13.0	B
4	Lammers Road / Old Schulte Road	AWSC	Overall	**40.8**	**E**	Overall	14.7	B
5	Byron Road / Grant Line Road	Signal	Overall	18.0	B	Overall	47.5	D

Notes:

1. Analysis performed using HCM 2010 methodologies.
2. Delay indicated in seconds/vehicle.
3. Overall level of service (LOS) standard for the City is D.
4. Intersections that fall below City standard are shown in **bold.**

Project Trip Generation

Kimley-Horn developed estimated project trip generation for the proposed project using the Trip Generation Rates developed for the City of Tracy travel demand model as cited in the City of Tracy Transportation Master Plan (November 2012). The City developed the travel demand model in order to customize the model to more accurately reflect real time travel patterns in the city, and more accurately determine roadway infrastructure needs.

Trip generation for the project was also calculated using the rates from the Institute of Transportation Engineer's publication *Trip Generation 9th Edition*[13], which is a standard reference used by jurisdictions throughout the county for the estimation of trip generation. Since the City of Tracy specifies its own rates, ITE rates are supplied for comparison purposes only. A trip is defined in *Trip Generation* as a single or one-directional vehicle movement with either the origin or destination at the Project site. In other words, a trip can be either "to" or "from" the site. In addition, a single customer visit to a site is counted as two trips (i.e., one to and one from the site).

For purposes of determining the worst-case impacts of traffic on the surrounding street network, the trips generated by a proposed development are typically estimated between the hours of 7:00-9:00 AM and 4:00-6:00 PM on weekdays. Trip generation calculations prepared per ITE methodology are based on the number of residential dwelling units. Additionally, since the property is single use residential, no internal capture, linked trip, or pass-by trip reductions were considered. Table 13below shows trips generated by the proposed development based on both previously discussed standards. As illustrated in Table 13, total project trips generated during the AM Peak using the City's rates are lower than total project trips generated using ITE's rates

[13] *Trip Generation, 9th Edition*, Institute of Transportation Engineers, 2012.

(124 vs. 168). During the PM Peak, total project trips generated using the City's rates are higher than total project trips generated using ITE's rates (237 vs. 219). Based on the City of Tracy rates, the project will generate 124 net new trips in the AM peak hour and 237 net new trips in the PM peak hour.

TABLE 13: PROJECT TRIP GENERATION

Land Uses	Project Size	AM PEAK HOUR				PM PEAK HOUR			
		Total Peak Hour	IN	/	OUT	Total Peak Hour	IN	/	OUT
Trip Generation Rates[1]									
Project Use									
Low/Mid Density Residential & Residential Real Estate		0.55	25%	/	75%	1.05	63%	/	37%
Trips Generated									
Project Use									
Low/Mid Density Residential & Residential Real Estate	226 DUs	124	31	/	93	237	149	/	88
Total Project Trips		**124**	**31**	**/**	**93**	**237**	**149**	**/**	**88**
Total Project Trips per ITE[2]		*168*	*42*	*/*	*126*	*219*	*138*	*/*	*81*
Comparison		*(44)*	*(11)*	*/*	*(33)*	*18*	*11*	*/*	*7*

Notes:

1. Trip Generation Rates developed for the City of Tracy travel demand model as cited in the City of Tracy Transportation Master Plan (November, 2012) were used in this study.
Source: Kimley-Horn and Associates, Inc., 2015

2. Trip Generation using ITE rates provided for comparison purposes only. The AM trip rate for the City is lower compared to ITE, but the PM City rate is higher. The City PM rate is also higher than all ITE rates, thus capacity needs are determined by the PM rate. The City PM rate provides for a more conservative analysis compared to ITE.

Project Trip Distribution and Assignment

Trip distribution is a process that determines in what proportion vehicles would travel between a Project site and various destinations outside the project study area. The process of trip assignment determines the various routes that vehicles would take from the Project site to each destination using the calculated trip distribution.

Due to the nature of the proposed development, most residents living at the proposed site are expected to travel predominantly to the north, where they will have access to the nearest retail land uses, schools, downtown, regional roadway (I-205), and major arterials (11th Street, Tracy Boulevard, and Grant Line Road).

The City of Tracy Travel Demand Model was used to determine the trip distribution and assignment. Applying the directional distribution provided by the Tracy Hills EIR for residential trips, the AM and PM trips for the site were calculated.

Existing Plus Project Conditions

From the Lammers Road / Crossroads Drive intersection, approximately 82% of the project trips would distribute northwards along Lammers Road and 18% would distribute southwards. Of the trips distributed to the north, 1% would be distributed onto Byron Road north of Grant Line Road and 9% would distribute along Grant Line Road, east of Byron Road to the City retail areas. The remaining traffic would be distributed to downtown, to 11th Street, Tracy Boulevard, Byron Road and the freeways. Of the trips distributed to the south, 5% would be distributed westwards on Old Schulte Road. The remaining 13% would be distributed on Lammers Road south of Old Schulte Road to Linne Road.

In the morning peak, 124 peak hour trips will be generated, of which 31 trips will enter the site and 93 trips will exit the site. In the afternoon peak, 237 trips will be generated, of which 149 trips will enter the site and 88 trips will exit the site.

Cumulative (2035) Plus Project Conditions

From the Project Driveway on Crossroads Drive, approximately 67% would distribute west on Lammers Road and 33% would distribute east along Crossroads Drive and eventually continue north. 49% of the project trips would distribute northwards along Lammers Road and 18% would distribute southwards on Lammers Road. The trips distributed to the north would be distributed onto I-205, 11th Street, and Byron Road (southbound). Of the trips distributed to the south, 5% would be distributed westwards on Old Schulte Road. The remaining 13% would be distributed on Lammers Road south of Old Schulte Road.

In the morning peak 124 peak hour trips will be generated, of which 31 trips will enter the site and 93 trips exit the site. In the afternoon peak hour 237 trips will be generated, of which 149 trips will enter the site and 88 trips will exit the site.

Level of Service Analysis- Existing plus Project Conditions

Traffic operations were evaluated at the study intersections under Existing Plus Project conditions. Table 14 shows the results of the LOS analysis for the study intersections under Existing Plus Project Conditions.

TABLE 14: INTERSECTION LOS- EXISTING PLUS PROJECT CONDITIONS

		Existing Conditions				*Existing Plus Project Conditions*			
Intersection	**Control Type**	**AM Peak Hour**		**PM Peak Hour**		**AM Peak Hour**		**PM Peak Hour**	
		Delay	LOS	Delay	LOS	Delay	LOS	Delay	LOS
Lammers Road / Crossroads Drive	SSSC	--	--	--	--	1.6	A	2.6	A
	Worst Approach WB	--	--	--	--	17.4	C	12.4	B
Crossroads Drive / Project Driveway	Roundabout	--	--	--	--	8.3	A	6.1	A
Lammers Road / Redbridge Road	SSSC	6.8	A	3.3	A	7.1	A	3.2	A
	Worst Approach WB	34.6	D	13	B	**36.8**	**E**	13.5	B
Lammers Road / Old Schulte Road	AWSC	**40.8**	**E**	14.7	B	**41**	**E**	16.7	C
Byron Road / Grant Line Road	Signal	18	B	47.5	D	18.3	B	51.2	D

Notes:
1. Analysis performed using HCM 2010 methodologies.
2. Delay indicated in seconds/vehicle.
3. Overall level of service (LOS) standard for the City is D.
4. Intersections that fall below City standard are shown in bold.
5. Sidra was used to analyze the roundabout at Crossroads Drive / Project Driveway.
6. SSSC - side-street stop-controlled
7. AWSC- all-way stop-controlled

Source: Kimley-Horn and Associates, Inc. 2015

As shown in Table 14 above, all the intersections would operate at acceptable levels of service, except for Lammers Road / Redbridge Road, and Lammers Road / Old Schulte Road (LOS E) AM Peak Hour under Existing Plus Project Conditions. However, the addition of the project traffic does not increase by more than 10% of existing volumes (the City significance threshold), and thus the project has no significant impact at these intersections.

Under existing plus project conditions, the proposed project would have a **less than significant** impact, and no mitigation is required.

Cumulative plus Project Traffic Analysis

Cumulative Conditions 2035 represent build out of the City of Tracy Transportation Master Plan (City TMP). Traffic volumes for 2035 were forecasted using the most recent update to the City of Tracy Travel Demand Model (TDM). This scenario addresses cumulative intersection and roadway operations on the future transportation network as discussed in the City TMP. Table 15 shows the results of the LOS analysis for the study intersections under Cumulative plus Project Conditions.

TABLE 15: INTERSECTION LOS- CUMULATIVE PLUS PROJECT CONDITIONS

		Cumulative Conditions				*Cumulative Plus Project Conditions*			
Intersection	**Control Type**	**AM Peak Hour**		**PM Peak Hour**		**AM Peak Hour**		**PM Peak Hour**	
		Delay	LOS	Delay	LOS	Delay	LOS	Delay	LOS
Lammers Road / Crossroads Drive	Signal	23.9	C	4.3	A	24.5	C	7.9	A
Crossroads Drive / Project Driveway	Roundabout	2.7	A	3.2	A	3.5	A	3.5	A
Lammers Road / Redbridge Road	SSSC	**41.2**	**E**	**47.8**	**E**	**43.1**	**E**	**52.1**	**F**
	Worst Approach WB	**533.8**	**F**	**1387.2**	**F**	**562.9**	**F**	**1541.9**	**F**
Lammers Road / Old Schulte Road	Signal	11.3	B	32.8	C	12.8	B	33.8	C
Byron Road / Grant Line Road	Does Not Exist	--	--	--	--	--	--	--	--

Notes:
1. Analysis performed using HCM 2010 methodologies.
2. Delay indicated in seconds/vehicle.
3. Overall level of service (LOS) standard for the City is D.
4. Intersections that fall below City standard are shown in bold.
5. Sidra was used to analyze the roundabout at Crossroads Drive / Project Driveway.
Source: Kimley-Horn and Associates, Inc. 2015

As shown in Table 15, the intersection of Lammers Road / Redbridge Road would operate at an overall unacceptable LOS during the AM and PM peak hours under Cumulative, and Cumulative Plus Project conditions, and does not meet the City's LOS criteria. However, the additional project generated traffic does not increase by more than 10% of existing volumes (the City significance threshold), and thus traffic from the proposed project would have a less than significant impact at this intersection.

The intersection of Lammers Road / Redbridge Road operates at an unacceptable LOS in the Cumulative and Cumulative Plus Project conditions due to the projected growth along Lammers Road by the year 2035. Installing a signal at this intersection would mitigate the unacceptable operation. This is however not a project impact. The City will include signalization of this intersection as a CIP project in the City Transportation Impact Fee Program when the intersection signal warrant is met and the threshold is exceeded. The project will be required to pay the SJCOG and the City Transportation traffic impact fees. These programs include the development of Travel Demand Management (TDM) principles such as: ride and car sharing, ride match assistance, preferential car pool parking, flexible work schedules and telecommute, van pool assistance, employer shuttles, and bicycle racks, lockers and showers. The collection of fees and determined fair share fee amounts are adopted by the City as Conditions of Approval (COAs) for all new development projects prior to project approval. The project applicant will also be required to coordinate with SJCOG to assess traffic impact fees schedules.

With a signal control installed at Lammers Road / Redbridge Road the intersection will operate at acceptable LOS A. Therefore, under cumulative conditions, the proposed project would have a **less than significant** impact on intersection operations, and no mitigation is required.

As demonstrated above, the project will not cause an increase in traffic which is substantial in relation to the existing traffic load and capacity of the street system (i.e., result in a substantial increase in either the number of vehicle trips, the volume to capacity ratio on roads, or congestion at intersections); nor would project-generated traffic cause traffic levels to exceed, either individually or cumulatively, an adopted level of service standard.

Response c): Less than Significant. The Tracy Municipal Airport is the closest airport to the Project site, located approximately 2.5 miles southwest of the site. The Airport is a general aviation airport owned by the City and managed by the Public Works Department. As discussed previously in the Hazards section, the Project site is not located within any of the safety restriction zones or within the airport influence area as designated by SJCOG. The proposed project includes single and two-story residential structures that would not protrude into active airspace, or disrupt aviation patterns. The distance, and development characteristics precludes the possibility of the proposed project altering aviation patterns or creating aviation hazards. Additionally, the addition of 226 single-family units would not be expected to significantly increase air travel demand. Therefore, Implementation of the proposed project would not result in any needed changes to airport operations or air travel patterns at the Tracy Municipal Airport. This impact is **less than significant,** and no mitigation is required.

Responses d) and e): **Less than Significant.**

Based on the preliminary site plan driveway access to the site will be off Crossroads Drive. Primary access to the site will be off Crossroads Drive via M Street. A secondary access and /or Emergency only vehicle (EV) access will be provided from Street L onto Crossroads Drive, once Crossroads Drive is built out, which will occur with future development to the north of the Project site.

The proposed site plan provides adequate access to the Project site, which would adequately accommodate emergency vehicles. Implementation of the proposed project would have a less than significant impact related to emergency access, and would not interfere with an emergency evacuation plan. This is a **less than significant** impact and no mitigation is required.

Response f): No impact. The project would have no impact on any existing plans or policies related to alternative transportation.

Lammers Road will be a transit route in the future as identified in the City TMP. Typically bus stops are provided at intersections where pedestrian access will be provided and it is anticipated that a future bus stop in each direction of travel (pull-outs) will be located on Crossroads Drive east of the proposed project's driveway.

Goal CIR-3 of the General Plan provides for safe and convenient bicycle and pedestrian travel as alternative modes of transportation in and around the City. This goal includes several policies that are designed to enhance safe and convenient travel for bicyclists and pedestrians. Policies P4 and P6 under CIR-3 state that the City's bicycle and pedestrian system shall have a high level of connectivity, and that new development shall include pedestrian and bicycle facilities internal to the development, and which connect to citywide facilities, such as parks, schools, and

recreational corridors. The project on-site streets and the adjacent City street network (Crossroads Drive and Lammers Road) include pedestrian and bicycle facilities. To establish a connection from the existing Project site to the City system, the project shall construct an interim pedestrian and bicycle facility along the east side of Lammers Road from Crossroads Drive to the Kimball High school, where it will connect with the existing pedestrian system. This will be a condition of approval for the proposed project. Future transit stops and routes are identified in the TMP provide mode choice opportunities to project residents.

As described previously, the project applicant will pay the SJCOG and the City Transportation traffic impact fees. These programs include the development of Travel Demand Management principles such as:

- Ride and car sharing
- Ride match assistance
- Preferential car pool parking
- Flexible work schedules and telecommute
- Van pool assistance
- Employer shuttles
- Bicycle racks, lockers and shower

Project implementation would assist the City in providing connections and access to alternative transportation in the project area. Therefore, in regard to this environmental topic there is **no impact**.

XVII. UTILITIES AND SERVICE SYSTEMS -- WOULD THE PROJECT:

	Potentially Significant Impact	*Less Than Significant with Mitigation Incorporation*	*Less Than Significant Impact*	*No Impact*
a) Exceed wastewater treatment requirements of the applicable Regional Water Quality Control Board?			X	
b) Require or result in the construction of new water or wastewater treatment facilities or expansion of existing facilities, the construction of which could cause significant environmental effects?			X	
c) Require or result in the construction of new storm water drainage facilities or expansion of existing facilities, the construction of which could cause significant environmental effects?		X		
d) Have sufficient water supplies available to serve the project from existing entitlements and resources, or are new or expanded entitlements needed?			X	
e) Result in a determination by the wastewater treatment provider which serves or may serve the project that it has adequate capacity to serve the projects projected demand in addition to the providers existing commitments?			X	
f) Be served by a landfill with sufficient permitted capacity to accommodate the projects solid waste disposal needs?			X	
g) Comply with federal, state, and local statutes and regulations related to solid waste?			X	

RESPONSES TO CHECKLIST QUESTIONS

Responses a), b) and e): Less than Significant. Wastewater generated by the proposed project would be conveyed to the Tracy Wastewater Treatment Plan (WWTP) for treatment and disposal. The City's wastewater collection system consists of gravity sewer lines, pump stations and the WWTP. Wastewater flows toward the northern part of the City where it is treated at the WWTP and then discharged into the Old River in the southern Sacramento-San Joaquin Delta.

The City's WWTP provides secondary-level treatment of wastewater followed by disinfection. Treated effluent from the WWTP is conveyed to a submerged diffuser for discharge into the Old River. The WWTP has an NPDES permit for discharge into the Old River from the State Regional Water Quality Control Board. The City of Tracy expanded the treatment capacity to 10.8 mgd in 2008. Currently with the final completed phase the City plans to expand the average dry weather flow treatment capacity of the Plant from 9.0 million gallons per day to 16.0 million gallons per day. The expansion also will result in improvements to the quality of the effluent discharged from

the Plant by upgrading the facility from secondary to tertiary treatment. Design plans on the expansion will commence by late 2016.

The City's WWTP currently treats approximately 9.0 mgd of wastewater. City residents generated an average dry weather flow (ADWF) of 7.6 million gallons per day (mgd). The City's wastewater treatment plant (WWTP), has an ADWF design capacity of 10.8 mgd.[14] For this analysis, a unit generation factor of 264 gallons per day of wastewater per residential unit was used.[15] Therefore, the proposed project would generate up to 59,664 gallons per day of wastewater, or 0.05996 mgd of wastewater. The addition of 0.0596 mgd of wastewater would not exceed the current treatment capacity of the City's WWTP, and the addition of project-generated wastewater would not result in any RWQCB violations related to effluent treatment or discharge. As of January 2015, the City had an unused capacity of approximately 4,200 EDU's (Equivalent Dwelling Units, equal the wastewater demand generated by a single-family residence) within its wastewater treatment plant (WWTP), available to new development within the City on a first-come, first-served basis. These EDU's are currently available to serve the proposed project, which would generate a wastewater demand of 226 EDU's.

As other development projects within the City come forward, and building permits are issued, this remaining capacity will be reduced. Accordingly, as noted above and to ensure that capacity at the WWTP is available and sufficient to respond to planned future development demands, the City is proceeding with the next phase of expansion of the WWTP, which has been approved by the City and subject to comprehensive environmental review under the California Environmental Quality Act, as documented in that certain environmental impact report certified by the City in November 2002 under State Clearinghouse Number 2000012030.

The development of the 226 units of the project would be required to pay sewer impact fees at time of building permit issuance, ensuring fair-share contribution towards the future WWTP expansion project. With this condition of approval, impacts related to City sewer services will be **less than significant**.

Response d): Less than Significant. Potable water for the proposed project would be supplied from the City's municipal water system. The City of Tracy obtains water from both surface water and groundwater sources. The amount of water that Tracy uses from each of its water supply sources to make up its total water use varies from year to year based on contractual agreements, annual precipitation, and City policies about how to expand, utilize, and manage its water resources. As described in the 2011 City of Tracy Urban Water Management Plan, Tracy's maximum annual water supply amounts to over 31,500 acre feet per year from its various supply sources. Future agreements may increase the City's available potable water supply to over 49,500 acre-feet per year.

[14] http://www.ci.tracy.ca.us/documents/Tracy_Wastewater_Master_Plan.pdf (does not take into account increased capacity with upgrades)
[15] Wastewater Flow and Loading Generation Factors Tracy Wastewater Master Plan (Low Density Residential wastewater generation factor)

In recent years, demand for potable water in the City of Tracy has been trending downward. As of 2010 the total water demand in the City was 16,603 afy.

Based on the Hydraulic Evaluation completed for the proposed project (West Yost Associates) in May 2015, the project's water demand is estimated to increase the demand for the City's municipal potable water supplies by up to 129 acre feet per year (afy), which accounts for residential water usage, and landscape irrigation. Water delivery piping upsizing is planned northeast of the Project site to serve existing and future area development as indicated in the Citywide Water System Master Plan buildout potable water system pipeline improvements.

The Project site would receive potable water via a connection to an existing water system as indicated in the Hydraulic Evaluation. The project is proposed to be primarily served by 8-inch or 12-inch diameter on-site water mains, connected to the existing 20-inch diameter water main on South Lammers Road, and to the existing 12-inch diameter water main located on Redbridge Road. The proposed connections to these two existing water mains provides for a looped connection of the project to the City's Pressure Zone 2 water distribution system consistent with recommendations from the 2012 Citywide Water System Master Plan.

Based on West Yost's analysis, the existing and proposed pipelines serving the project are adequate to meet the required minimum pressure and maximum pipeline velocity during a peak hour demand condition.

The additional water demand (129 AFY) of the proposed project would not exceed the City's available water supply. The City's water treatment and conveyance infrastructure is adequate to serve existing demand, in addition to the demand created by the proposed project. This is a **less than significant** impact and no mitigation is required.

Responses c): Less than Significant with Mitigation. Development of the Project site would place impervious surfaces on portions of the 59.1-acre Project site. Development of the Project site would potentially increase local runoff production, and would introduce constituents into storm water that are typically associated with urban runoff. These constituents include heavy metals (such as lead, zinc, and copper) and petroleum hydrocarbons. Best management practices (BMPs) will be applied to the proposed site development to limit the concentrations of these constituents in any site runoff that is discharged into downstream facilities to acceptable levels.

The project would be designed and constructed with an on-site temporary storm drainage basin that would remain in place until the downstream storm drain system is constructed northeast of the site as indicated by the City public works department. The temporary basin will be located in the northeast corner of the Project site. A preliminary engineering study has been completed for the Project site by Carlson Barbee & Gibson Inc. Civil Engineering services. The report has determined that 13.30 acre feet of storage capacity is needed to accommodate project stormwater requirements. The basin area would account for a total surface area of 74,250 square feet (1.7 acres).[16] The construction of the temporary stormwater conveyance and detention

[16] Temporary retention basin sized per Section 5 of the City of Tracy Engineering Design and Construction Standards.

system, would ensure that the project is consistent with all applicable plans and regulations related to stormwater conveyance and detention as required by the city, and would ensure that offsite, or onsite flooding does not occur during storm events. Permanent onsite storm drainage would be installed to serve the proposed project. The collection system would consist of inlets and underground piping. The potential environmental impacts of construction of the onsite storm drainage system are addressed throughout this Initial Study, given that all improvements would occur onsite, within the area proposed for disturbance.

Because the Project site could increase runoff, and create downstream drainage problems; project impacts to stormwater are considered potentially significant.

Mitigation Measure 20 identified in the Tracy Citywide Storm Drain Master Plan (Mitigated Negative Declaration 2012) requires that prior to the issuance of grading permits, new development shall be required demonstrate to the satisfaction of the City Engineer that it has incorporated storm drainage facilities that conform to the SDMP and the City's SWQC Manual or that it has incorporated temporary retention facilities when downstream SDMP facilities are not constructed or operational.

All of the storm drainage facilities required for the proposed project would be located on the project site. As such, there is no potential for the project to result in environmental impacts associated with the construction of off-site drainage facilities. The environmental impacts associated with the construction of onsite drainage facilities fall within the project "footprint" and have been addressed throughout this environmental document.

The following mitigation measure requires the project applicant to install a drainage system that meets this performance standard and, prior to issuance of grading permits, provide a drainage plan and report to the City of Tracy for review and approval. With the implementation of the following mitigation measure, drainage impacts would be reduced to **less than significant**.

MITIGATION MEASURE

> ***Mitigation Measure 17:*** *Prior to the issuance of a building or grading permit, the project applicant shall submit a drainage plan to the City of Tracy for review and approval. The plan shall include an engineered storm drainage plan that demonstrates attainment of pre-project runoff requirements prior to release and describes the volume reduction measures and treatment controls used to reach attainment consistent with the Tracy Citywide Storm Drain Master Plan.*

Responses f) and g): Less than Significant. The City of Tracy has an exclusive franchise agreement with Tracy Disposal Service for solid waste collection and disposal and recycling collection. Solid waste is collected and taken to the 40-acre Tracy Material Recovery Facility (MRF) and Transfer Station on South MacArthur Drive before being sent to the Foothill Sanitary landfill, 48 miles northeast of Tracy, off of Shelton Road east of Linden, California. The MRF is operated by Tracy Material Recovery and Solid Waste Transfer, Inc., and has capacity of approximately 1,000 tons per day, but averages approximately 350 tons per day, of which 85

percent is generated in Tracy. Approximately 175,000 tons of solid waste is generated in Tracy each year, of which approximately 27 percent is residential garbage.

The approximately 800-acre Foothill landfill, owned by San Joaquin County, is the primary disposal facility accepting the City's solid waste. The Foothill landfill receives approximately 810 tons per day. The landfill is permitted to accept up to 1,500 tons per day, and has a permitted capacity of 138 million cubic yards, of which approximately 125 million cubic yards of capacity remains.[17] It is estimated that the Foothill landfill will have the capacity to accept solid waste from the City of Tracy until 2054.

The proposed project would not generate significant volumes of solid waste, beyond levels normally found in residential developments. The proposed project would not generate hazardous waste or waste other than common household solid waste. As described above, there is adequate landfill capacity to serve the proposed project, and the project will comply with all applicable statutes and regulations related to solid waste. This is a **less than significant** impact.

[17]Source: California Integrated Waste Management Board, Solid Waste Information System (SWIS). http://www.ciwmb.ca.gov/SWIS

XVIII. MANDATORY FINDINGS OF SIGNIFICANCE --

	Potentially Significant Impact	***Less Than Significant with Mitigation Incorporation***	***Less Than Significant Impact***	***No Impact***
a) Does the project have the potential to degrade the quality of the environment, substantially reduce the habitat of a fish or wildlife species, cause a fish or wildlife population to drop below self-sustaining levels, threaten to eliminate a plant or animal community, reduce the number or restrict the range of a rare or endangered plant or animal or eliminate important examples of the major periods of California history or prehistory?			X	
b) Does the project have impacts that are individually limited, but cumulatively considerable? ("Cumulatively considerable" means that the incremental effects of a project are considerable when viewed in connection with the effects of past projects, the effects of other current projects, and the effects of probable future projects)?			X	
c) Does the project have environmental effects which will cause substantial adverse effects on human beings, either directly or indirectly?			X	

RESPONSES TO CHECKLIST QUESTIONS

Response a) As described throughout the analysis above, the proposed project would not result in any significant impacts that would substantially reduce the habitat of fish or wildlife species, cause a fish or wildlife population to drop below self-sustaining levels, threaten to eliminate a plant or animal community, or reduce the number or restrict the range of a rare or endangered plant or animal to the environment. All potentially significant impacts related to plant and animal species would be mitigated to a less than significant level. The proposed project would be required to implement mitigation measures aimed at reducing stormwater pollutants and runoff through Mitigation Measure 12, as well as through compliance of various state, regional and local standards. Specifically related to ensuring the continued sustainability of biological resources through adaptive management, Mitigation Measure 7 requires the SJMSCP Monitoring Plan an Annual Report process, Biological Monitoring Plan, SJMSCP Compliance Monitoring Program, and the SJMSCP Adaptive Management Plan. The project proponent shall seek coverage under the SJMSCP to mitigate for habitat impacts to covered special status species that would reduce any potentially significant impacts to a less than significant level. Through the full mitigation of biological impacts, the project would not result in any cumulative impacts, related to biological resources. These are **less than significant** impacts.

Response b) As described throughout the analysis above, the proposed project would not result in any significant individual or cumulative impacts that would not be mitigated to less than significant levels. Therefore, these are less **than significant impacts**.

Response c): Less than Significant. As described throughout the analysis above, the proposed project would not result in any significant impacts that would have environmental effects which will cause substantial adverse effects on humans. The analysis in the relevant sections above provides standards and mitigation measures to reduce any potentially significant impacts on humans to less than significant levels. A variety of mitigation measures including those related to aesthetics and light and glare, GHG and air quality, cultural resources, hazardous materials, seismic hazards, water pollution and water quality, and noise, ensure any adverse effects on humans are reduce to an acceptable standard. Therefore, these are **less than significant** impacts.

REFERENCES

- City of Tracy General Plan and EIR (City of Tracy, 2011)
- California Department of Education, Educational Demographics Unit, California Public School Enrollment-School Report
- California Important Farmlands 2010 Map (California Department of Conservation, September 2012)
- California Air Pollution Control Officers Association (CAPCOA) ENVIRON International Corporation and SCAQMD. CalEEMod version 2013.2.1Ozone Plan, 2007 PM10 Plan and the Guide for Assessing and Mitigating Air Quality Impacts (GAMAQI), prepared by the San Joaquin Valley Air Pollution Control District.
- Meteorology Today: An Introduction to Weather, Climate, & the Environment, 2003, D.C. Ahrens
- Inventory of California Greenhouse Gas Emissions and Sinks: 1990 to 2004. (Staff Final Report), California Energy Commission, 2006
- City of Tracy Airport Master Plan (P&D Aviation, 1998)
- City of Tracy Manual of Stormwater Quality Standards for New Development and Redevelopment (Larry Walker Associates, 2008)
- City of Tracy Citywide Storm Drainage Master Plan 2012 (Stantec 2012)
- City of Tracy Wastewater Master Plan 2012 (CH2MHILL 2012)
- City of Tracy Municipal Services Review 2011 (Design Community & Environment 2011)
- City of Tracy 2010 Urban Water Management Plan (Erler & Kalinowski, Inc. 2011)
- Geotechnical Feasibility Investigation (Stevens, Ferrone & Bailey Engineering Company, Inc. SFB March 4, 2014)
- Phase I Environmental Site Assessment, 25380 South Lammers Road (Bureau Veritas North America Inc., December 17, 2013)
- Biological Resources Reconnaissance (Zander Associates, Environmental Consultants, February 10, 2014)
- Limited Subsurface Investigation Report, 25380 South Lammers Road (Bureau Veritas North America, Inc January 9, 2014)
- Traffic Impact Study for the Proposed 226 Units Stringer Development Project (Kimley-Horn and Associates, May 18, 2015)
- San Joaquin Valley Unified Air Pollution Control District Guidance for Assessing and Mitigating Air Quality Impacts 2015. Available At: http://www.valleyair.org/transportation/GAMAQI_3-19-15.pdf
- San Joaquin Council of Governments (SJCOG) Airport Land Use Compatibility Plan (ALUCP). 2009 ALUCP, and 1993 ALUCP.
- U.S. Environmental Protection Agency (EPA) Water Sense Guide. Available At http://www.epa.gov/
- West Yost Associates. Hydraulic Evaluation of South Lammers Road Development May 20, 2015
- Tracy Unified School District Districtwide Facilities Master Plan 2015 Available At: https://www.tracy.k12.ca.us/Board/Board%20Meeting%20Agendas/05.12.15%20Board%20Agenda/_05.12.15%20FACILITIES%20MASTER%20PLAN%20Separate%20Cover%2014.1.3.pdf
- Tracy Unified School District, School Facilities Needs Analysis (Dolinka Group, August 7, 2015).

Exhibit 2

Rocking Horse Conditions of Approval
Application Numbers PUD15-0001 and TSM15-0001
April 5, 2016

These Conditions of Approval shall apply to the real property described as the Rocking Horse Development Project (Project) of 226 single-family residential lots on approximately 59.1 acres located on the east side of Lammers Road, north of Redbridge Road. Assessor's Parcel Numbers 240-060-26 and 240-060-27; Application Number PUD15-0001.

A. The following definitions shall apply to these Conditions of Approval:

1. "Applicant" means any person, or other legal entity, defined as a "Developer."

2. "City Engineer" means the City Engineer of the City of Tracy, or any other duly licensed engineer designated by the City Manager, or the Development Services Director, or the City Engineer to perform the duties set forth herein.

3. "City Regulations" means all written laws, rules and policies established by the City, including those set forth in the City of Tracy General Plan , the Tracy Municipal Code, ordinances, resolutions, policies, procedures, and the City's Design documents (i.e., the Streets and Utilities Standard Plans, Design Standards, Parks and Streetscape Standard Plans, Standard Specifications, and Manual of Storm Water Quality Control Standards for New Development and Redevelopment, and Relevant Public Facilities Master Plans).

4. "Conditions of Approval" shall mean the conditions of approval applicable to the Project, consisting of 226 single-family residential lots on approximately 59.1 acres located on the east side of Lammers Road, north of Redbridge Road. Assessor's Parcel Numbers 240-060-26 and 240-060-27, Application Number PUD15-0001. The Conditions of Approval shall specifically include all Development Services Department conditions, including Planning Division and Engineering Division conditions set forth herein.

5. "Development Services Director" means the Development Services Director of the City of Tracy, or any other person designated by the City Manager or the Development Services Director to perform the duties set forth herein.

6. "Project Site" means the real property consisting of approximately 59.1 acres located on the east side of Lammers Road, north of Redbridge Road. Assessor's Parcel Numbers 240-060-26 and 240-060-27, Application Number PUD15-0001.

7. "Subdivider" means any person, or other legal entity, who applies to the City to divide or cause to be divided real property within the Project Site boundaries, or who applies to the City to develop or improve any portion of the real property within the Project Site boundaries. "Subdivider" also means Developer. The term "Developer" shall include all successors in interest.

B. Planning Division Conditions of Approval:

1. The Developer shall comply with all applicable laws (federal, state, and local) related to the development of real property within the Project Site, including, but not limited to: the Planning and Zoning Law (Government Code sections 65000, et seq.), the Subdivision Map Act (Government Code sections 66410, et seq.), the California Environmental Quality Act (Public Resources Code sections 21000, et seq., "CEQA"), and the Guidelines for California Environmental Quality Act (California Administrative Code, title14, sections 15000, et seq., "CEQA Guidelines").

2. Unless specifically modified by these Conditions of Approval, the Project shall comply with all City Regulations.

3. Unless specifically modified by these Conditions of Approval, the Developer shall comply with all mitigation measures identified in the Rocking Horse Development Project Mitigated Negative Declaration dated November 2015.

4. Pursuant to Government Code section 66020, including section 66020(d)(1), the City HEREBY NOTIFIES the Developer that the 90-day approval period (in which the Developer may protest the imposition of any fees, dedications, reservations, or other exactions imposed on this Project by these Conditions of Approval) will begin on the date of the City's approval of this Project. If the Developer fails to file a protest within this 90-day period, complying with all of the requirements of Government Code section 66020, the Developer is advised that applicable statute(s) of limitations may legally bar Developer from later challenging any such fees, dedications, reservations or other exactions.

5. Except as otherwise modified herein, all construction shall be consistent with the plans received by the Development Services Department on January 5, 2016.

6. Prior to the issuance of a building permit, the applicant shall provide a detailed landscape and irrigation plan for that typical lot consistent with City landscape and irrigation standards and the approved Project plans, including, but not limited to Tracy Municipal Code Section 10.08.3560, the City's Design Goals and Standards, and the applicable Department of Water Resources Model Efficient Landscape Ordinance on private property, and the Parks and Parkways Design Manual for public property, to the satisfaction of the Development Services Director. Newly planted, on-site trees shall be a minimum size of 24-inch box and shrubs shall be a minimum size of five gallons. Provided, however, that because the proposed park within the Project will be private, it shall not be required to meet the City's Parks and Parkways Design Manual for public property.

7. Prior to final inspection for any residential unit of the Project (excluding model homes),the Developer shall construct a nine-foot tall masonry wall (as measured from the taller grade on either side of the wall) along the Project's west property line, consistent with requirements of the Project's environmental mitigation measures related to noise attenuation. The wall shall be designed consistent with the approved plans and subject to final approval by the Development Services Director, and may include mounding on the west side of the wall to reduce its effective visual height as seen from Lammers Road.

8. Prior to the issuance of a building permit, the Developer shall document compliance with the City of Tracy Manual of Stormwater Quality Control Standards for New Development and

Redevelopment (Manual) which were in place at the time the Project's Vesting Tentative Map application was deemed complete to the satisfaction of the Public Works Director, which includes the requirement for Site Design Control Measures, Source Control Measures and Treatment Control Measures under the guidelines in a project Stormwater Quality Control Plan (SWQCP). Compliance with the Manual includes, but is not limited to, addressing outdoor storage areas, trash enclosures, parking areas, any wash areas and maintenance areas. The SWQCP must conform to the content and format requirements indicated in Appendix D of the Manual and must be approved by the Public Works Director prior to issuance of grading or building permits. The Project was deemed complete prior to the new stormwater regulations adopted by the City. Stormwater treatment shall be consistent with the approved plans, subject to approval by the City's Engineering Division.

9. The Project shall comply with all applicable provisions of the San Joaquin County Multi-Species Habitat Conservation and Open Space Plan, including the Incidental Take Minimization Measures applicable at the time of permit and a pre-construction survey prior to ground disturbance in accordance with the requirements set forth in the Mitigation Monitoring Reporting Program of the Rocking Horse Development Project's Mitigated Negative Declaration dated November 2015, to the satisfaction of San Joaquin Council of Governments.

10. The Developer shall design and construct all buildings with fire sprinklers in accordance with City Regulations to the satisfaction of the Chief Building Official.

11 . The on-site interim storm drainage basin in the northeast portion of the site shall be fenced to provide both visual relief of the basin until such time as a permanent off-site basin (as planned for in the City's Stormwater Master Plan) is constructed. The color, material, and other design elements of the fence, which shall also include perimeter landscaping to help soften its appearance, shall be compatible with the residential neighborhood, and the height shall be the minimum necessary to provide reasonable security but not over 72 inches tall, to the mutual satisfaction of the Developer and the Development Services Director.

12. The floor plans and architectural elevations for the project shall be consistent with the plans received by the Development Services Department on March 28, 2016.

13. All common area lots and open spaces, including landscaping, shall be maintained by the Project homeowner's association (HOA). Final covenants, conditions and restrictions (CC&Rs) shall be submitted to the City for review and approval prior to their recordation for the purpose of confirming compliance with this Condition No. 13. The CC&Rs shall be recorded prior to City issuance of a grading permit or improvement plans for the Project.

14. Final design plans shall be provided for the entry feature to the Project located along Crossroads Drive, providing for additional architectural detailing of the features.

15. The Emergency Vehicle Access (EVA) connecting the Project to Lammers Road shall be built subject to Fire Department and Engineering Division approval, including with respect to width, loads, turn radius, and use of gates or other barriers. The EVA shall be converted to a pedestrian and bicycle pathway after elimination of the EVA once the secondary street connection to Crossroads Drive is constructed at the northeast corner of the Project consistent with the Project's Vesting Tentative Map. The design of the pedestrian and bicycle pathway shall be subject to review and approval of the Development Services Director, and the pathway shall be subject to maintenance by the Project Homeowner's Association.

16. The Developer shall be required to pay all applicable City impact fees subject to any applicable fee credits and reimbursement in accordance with the City Regulations and an executed Fee Credit Agreement between the Developer and the City as provided for in the City of Tracy Municipal Code, including park fees. Provided, however, no fee credit shall be given for the Developer's construction of the 2.4-acre private park.

17. The approximately 2.4-acre private park shall be designed for the recreational use of the Project residents. The amenities included will be designed, constructed, and maintained at the sole discretion of the Developer and the homeowner's association, but shall comply with the all applicable City Standards for private property landscaping, including, but not limited to water-efficient landscape and stormwater design standards.

18. Before approval of the first building permit, the applicant shall do one of the following:

19. Before the approval of the first building permit, the applicant shall do one of the following, subject to the approval of the Administrative Services Director:

a. CFD or other funding mechanism. The applicant shall enter into an agreement with the City, which shall be recorded against the property, which stipulates that prior to final inspection or certificate of occupancy, the applicant will join a New Development Area Community Facilities District (CFD) for funding on-going operational costs of providing police services, Fire Services, Public Works services and other City services to serve the project area. Formation of the CFD shall include, but not be limited to, affirmative votes and the recordation of a Notice of Special Tax Lien. Upon the successful inclusion of the property in the CFD, the parcels will be subject to the maximum special tax rates as outlined in the Rate and Method of Apportionment. The special tax imposed under the CFD is expected to be an amount not exceeding $325 per residential dwelling unit. The applicant shall have no obligation to form its own CFD to provide for the costs of operational services for the project site. If the City has not formed the New Development Area CFD prior to the final inspection or certificate of occupancy of the first building permit for the project, the applicant may request that they City Council rescind the agreement.

b. Direct Funding. The applicant shall enter into agreement with the City, which shall be recorded against the property, which stipulates that prior to final inspection or certificate of occupancy, the applicant will fund a fiscal impact study to be conducted and approved by the City to determine the long term on-going operational costs of providing Police services, Fire services, Public Works services and other City services to serve the Project area, and deposit with the City an amount necessary, as reasonably determined by the City, to fund the full costs in perpetuity as identified by the approved study.

C. Building Division and Fire Prevention Conditions of Approval

1. NFPA 13-R automatic sprinkler systems and fire and smoke alarm systems are required with monitoring.

2. Provide "No Parking" signage along both sides of Crossroads Drive.

3. Prior to the issuance of the 151st building permit, the Developer shall fund the cost of a new Type-I Fire Pumper Apparatus per the requirements of the Citywide Public Safety Master Plan dated 3/21/13, in an amount not to exceed the estimated cost of said equipment ($500,000). In

determining the amount due under this Condition No. C.3, the Developer shall pay the amount of the actual cost of the apparatus minus the total amount of the public safety fees already paid by the Developer in connection with the Project, and shall also receive credit against any remaining public safety fees otherwise due, as provided for in the Fee Credit Agreement that shall be executed by the Developer and the City pursuant to Planning Condition No. 16.

D. Public Works Conditions of Approval

1. The Project Site is already located on the City's Landscape Maintenance District (LMD) map and designated as inactive LMD Zone 32. The City requires that the Project homeowners association (HOA) provide for maintenance of all landscape areas in streets and road rights-of-way and that the Project remain in the City LMD. While required to remain the LMD, it will be kept in a "dormant" status and only activated if the HOA does not provide for maintenance as needed. Landscape maintenance on each privately owned lot will be the responsibility of the individual homeowners or as otherwise provided for in the Project CC&Rs.

2. Landscaping as set forth in the approved Project plans shall be provided consistent with standard details set forth in the City Regulations.

3. Utilize decorative pavement (i.e., stamped concrete) instead of use of pavers in street sections within public streets in accordance with the approved Project plans

C. Engineering Division Conditions of Approval

C.1. General Conditions

C.1.1. Subdivider shall comply with the applicable requirements of the approved documents, technical analyses/ reports prepared for the Project listed as follows:

a. Subdivider shall comply with the applicable recommendations of the *Stringer Property Traffic Impact Study in the City of Tracy",* prepared by Kimley-Horn and Associates, Inc., dated July 20, 2015 and *"Stringer Development Plan Set Engineering Comments"* prepared by Kimley-Horn and Associates, Inc., dated May 21, 2015 ("Traffic Analysis").

b. "*Precise Plan Line (Alignment) for Eleventh Street, Lammers Road",* prepared by BKF and approved by the City Council on June 19, 2007 by Resolution No. 2007-137.

c. *"Hydraulic Evaluation of South Lammers Road Development",* prepared by West Yost Associates, dated May 20, 2015 ("Water Analysis").

C.2. Final Map No application for any final map within the Project Site boundaries will be accepted by the City as complete until the Subdivider provides all documents as required by City Regulations and these Conditions of Approval, to the satisfaction of the City Engineer, including, but not limited to, the following:

C.2.1. The final map application, which includes tract boundary, street right- of-way, and lot closure calculations, preliminary title report, updated subdivision map guarantee, copies of recorded deeds and/or easements and documents that are necessary to complete the technical accuracy review of the final map.

C.2.2. The Final Map is prepared in accordance with the City Regulations, and in substantial conformance with the Tentative Subdivision Map.

C.2.3. The Final Map shall include dedications or offers of dedication of all right(s)-of-way and/or easement(s) required to serve the Project described by the Final Map, in accordance with City Regulations and these Conditions of Approval.

a. The Subdivider shall dedicate a 10-foot wide Public Utility Easement (PUE) along the lot frontages within the Project Site, for the installation, repair, use, operation, and maintenance of public utilities such as electric, gas, telephone, cable TV, and others.

C.2.4. Horizontal and vertical control for the Project shall be based upon the City of Tracy's coordinate system and at least three 2nd order Class 1 control points establishing the "Basis of Bearing" and shown as such on the Final Map. The Final Map shall also identify surveyed ties from two of the control points to a minimum of two separate points adjacent to or within the Project Site described by the Final Map.

C.2.5. Improvement Plans for in-tract and offsite improvements required to serve the Project Site described by the final map and Vesting Tentative Subdivision Map in accordance with the City Regulations and these Conditions of Approval. The Improvement Plans shall specifically include all the requirements specified in Condition C.6., below.

a. The Improvement Plans shall consist of the Grading and Storm Drainage Plans, Irrigation and Landscaping Plans, Composite / Joint Utility Plans, In-tract Civil and Utility Plans, Street Lighting Plans, Signing and Striping Plans, Masonry Wall Plans, and Storm Water Plans prepared in accordance with the City Regulations. The Grading Plans shall be submitted together with the calculations of earthwork quantities or specifically the volumes of cut and fill in cubic yards.

b. All supporting and engineering calculations, material and technical specifications, and reports related to the design of the subdivision improvements, and as required by the City Engineer. The engineering calculations shall include calculations for determining the size and capacity of sewer, water and storm drain lines.

c. If multiple final maps are to be filed, the Improvement Plans, as described above, must be prepared with a detailed phasing plan showing construction limits and logical sequence or order of constructing street and utilities improvements. The phasing plan shall clearly identify the improvements to be constructed with each construction phase.

C.2.6. A signed and stamped Engineer's Estimate for the cost of subdivision improvements and all the required public facilities, prepared in accordance with City Regulations. Use and add ten percent (10%) for construction contingencies.

C.2.7. All the required improvement plans are prepared in accordance with City Regulations and these Conditions of Approval. The improvement agreements are executed, improvement security is submitted and documentation of insurance are provided, as required by these Conditions of Approval. The amounts of improvement security shall be approved by the City and the form of improvement security shall be in accordance with the City Regulations.

C.2.8. Improvement Security. The Subdivider shall provide improvement security for all public facilities, as required by any Subdivision Improvement Agreement and any Deferred Improvement Agreement. The form of the improvement security may be a surety bond, letter of credit or other form in accordance with City Regulations. The amount of the improvement security shall be as follows:

a. Faithful Performance (100% of the estimated cost of constructing the public facilities),

b. Labor & Material (100% of the estimated cost of constructing the public facilities), and

c. Warranty (10% of the estimated cost of constructing the public facilities)

d. Monumentation ($500 multiplied by the total number of street centerline monuments that are shown on the Final Map)

C.2.9. The Subdivider shall participate in any applicable Benefit Districts or Assessment Districts so long as any such district(s) have been formed in accordance with applicable laws and are in place as of the time of Project approval, or sub-regional reimbursement areas, in accordance with City Regulations. Provided, however, the applicant shall agree to the inclusion of the Project Site in the City's Landscape Maintenance District pursuant to Public Works Condition No. 1.

C.2.10. Initial payment of plan and map checking, agreement(s) processing, and other fees required by these Conditions of Approval and City Regulations.

C.3. Grading Permit The City will not accept a grading permit application for the Project as complete until the Subdivider has provided all relevant documents related to said grading permit required by the applicable City Regulations and these Conditions of Approval, to the satisfaction of the City Engineer, including, but not limited to, the following:

C.3.1. Grading and Drainage Plans prepared on a 24" x 36" size polyester film (mylar). Grading and Drainage Plans shall be prepared under the supervision of, and stamped and signed by a Registered Civil Engineer.

C.3.2. Payment of the applicable Grading Permit fees which include grading plan checking and inspection fees, and other applicable fees as required by these Conditions of Approval.

C.3.3. Three sets of the Storm Water Pollution Prevention Plan (SWPPP) for the Project with a copy of the Notice of Intent (NOI) submitted to the State Water Quality Control Board (SWQCB) and any relevant documentation or written approvals from the SWQCB, including the Wastewater Discharge Identification Number (WDID#).

a. After the completion of the Project, the Subdivider is responsible for filing the Notice of Termination (NOT) required by SWQCB. The Subdivider shall provide the City with a copy of the completed Notice of Termination.

b. The cost of preparing the SWPPP, NOI and NOT, including the filing fee of the NOI and NOT, shall be paid by the Subdivider.

c. The Subdivider shall prepare a Storm Water Pollution Prevention Plan (SWPPP) that covers specific types and sources of stormwater pollutants, determines the location and nature of potential impacts, and specifies appropriate control measures to eliminate any potentially significant impacts on receiving water quality from stormwater runoff. The SWPPP shall require treatment BMPs that incorporate, at a minimum, the required hydraulic sizing design criteria for volume and

flow to treat projected stormwater runoff. The SWPPP shall comply with the applicable standards established by the Central Valley RWQCB, which are those that were in place as of the date the Project's Vesting Tentative Subdivision Map application was deemed complete. Best Management Practices shall be selected from the City's Manual of Stormwater Quality Control Standards for New Development and Redevelopment according to site requirements and shall be subject to approval by the City Engineer and Central Valley RWQCB.

C.3.4. Two sets of the Project's Geotechnical Report signed and stamped by a licensed Geotechnical Engineer licensed to practice in the State of California. The technical report must include relevant information related to soil types and characteristics, soil bearing capacity, pavement design recommendations, percolation rate, and elevation of the highest observed groundwater level (measured in two locations within the proposed temporary storm drainage retention basin sites).

C.3.5. Two sets of Hydrologic and Storm Drainage Calculations for the design of the on-site storm drainage system and for determining the size of the Project's storm drainage connection.

C.3.6. A copy of the Approved Fugitive Dust and Emissions Control Plan that meets San Joaquin Valley Air Pollution Control District (SJVAPCD) as required in Mitigation Measures 4 and 5 of the Mitigation Monitoring and Reporting Program of the Mitigated Negative Declaration (MND).

C.3.7. Check payment in the amount of a $5,000 deposit (which Developer shall replenish, if and as needed, within thirty (30) days of a request from City to do so), to cover City's actual cost of services for any emergency repair or maintenance work to be performed on the on-site temporary storm drainage retention basin.

C.3.8. Prior to the issuance of a grading permit for the Project, Subdivider shall submit improvement plans that are at least sixty-five percent (65%) complete to the City for the design of on-site and off-site improvements.

C.4. Encroachment Permit - No applications for an encroachment permit will be accepted by the City as complete until the Subdivider provides all relevant documents related to said encroachment permit required by the applicable City Regulations and these Conditions of Approval, to the satisfaction of the City Engineer, including, but not limited to, the following:

C.4.1. Improvement Plans prepared on a 24" x 36" size 4-mil thick polyester film (mylar). Improvement Plans shall be prepared under the supervision of, and stamped and signed by a Registered Civil, Traffic, Electrical, Mechanical Engineer, and Registered Landscape Architect for the relevant work.

C.4.2. Signed and stamped Engineer's Estimate that summarizes the cost of constructing all the public improvements shown on the Improvement Plans.

C.4.3. Signed and notarized Offsite Improvement Agreement (OIA) and Improvement Security, to guarantee completion of the identified public improvements that are necessary to serve the Project as required by these Conditions of Approval.

C.4.4. Check for payment of the applicable engineering review fees which include plan checking, permit and agreement processing, testing, construction inspection, and other applicable fees as required by the City Regulations and these Conditions of Approval. The engineering review fees will be calculated based on the fee rate adopted by the City Council on April 15, 2014, per Resolution 2014-059.

C.4.5. If it is necessary to close or interrupt the operation of travel lane(s) on Lammers Road during construction, a Traffic Control Plan prepared and/or signed by a Registered Civil or Traffic Engineer licensed to practice in the State of California, must be submitted for review and approval. No work shall start within City's right-of-way or no lane closure shall be made without obtaining City Engineer's approval on the Traffic Control Plan.

C.5. Improvement Plans - The Improvement Plans that are required in this section shall contain the design and construction details of street and utilities improvements on South Lammers Road, and all subdivision improvements that are required to serve the Project. The Improvement Plans shall be drawn on a 24" x 36" size 4-mil thick polyester film (mylar) and prepared under the supervision of, and stamped and signed by a Registered Civil Engineer, Traffic Engineer, Electrical Engineer, Mechanical Engineer, and Registered Landscape Architect for the relevant work.

C.5.1. Grading and Storm Drainage Plans

C.5.1.1. Erosion Control Improvement Plans shall specify the method of erosion control to be employed and materials to be used.

C.5.1.2. Site Grading

a. When the grade differential between the Project Site and adjacent property(s) exceeds 12 inches, a reinforced or masonry block, or engineered retaining wall is required for retaining soil. The Grading Plan shall show construction detail(s) and structural calculations of the retaining wall or masonry wall for City's review and approval. The entire retaining wall and footing shall be constructed within the Project Site. A structural calculation shall be submitted with the Grading and Storm Drainage Plans.

b. An engineered fill may be accepted as a substitute of a retaining wall, if the grade differential is less than 2 feet and subject to approval by the City Engineer. If an engineered slope is used to retain soil, a slope easement will be necessary from the adjacent property. If a slope easement is required under this Condition No. C.5.1.2, then the

Subdivider shall obtain a slope easement from owner(s) of the adjacent and affected property(s) and show the slope easement on the Final Map. The Grading and Storm Drainage Plans must show the extent of the slope easement(s). The Subdivider shall be responsible for obtaining permission from owner(s) of the adjacent and affected property(s). The slope easement must be recorded, prior to the issuance of the final building certificate of occupancy.

c. Site grading shall be designed such that the Project's storm water can surface drain directly to a public street that has a functional storm drainage system with adequate capacity to drain storm water from the Project Site, in the event that the on-site storm drainage system fails or it is clogged. The storm drainage release point is recommended to be at least 0.70 foot lower than the building finish floor elevation and shall be improved to the satisfaction of the City Engineer.

C.5.1.3. Storm Drainage

a. The design and construction details of the Project's storm drainage system and treatment facilities shall comply with the applicable requirements of the City's Storm Water Quality Control Standards and storm water regulations that were in place on the date that the Project's Vesting Tentative Subdivision Map application was deemed complete.

b. Calculations related to the design and sizing of on-site storm water treatment facilities must be submitted with the Grading and Storm Drainage Plans, and approved by City's Stormwater Coordinator prior to issuance of the grading permit for the Project.

c. Temporary Retention ("Interim Drainage"). In the absence of permanent downstream storm drainage facilities (i.e., the 30" storm drain pipe downstream from the project, and the SDMP Detention Basin 3B and associated outfall, as shown on Figure 5.1a of the *City of Tracy Citywide Storm Drainage Master Plan*, prepared by Stantec/Storm Water Consulting, Inc., dated November 2012), the City will allow the use of on-site temporary storm drainage retention basin(s) as an interim solution for disposal of storm water generated from the Project Site, provided the Subdivider complies with the applicable City Regulations pertaining to the design and construction of said interim storm drainage retention basin, and ensures that the Project's HOA is obligated (via recorded CC&Rs), and signs a Deferred Improvement Agreement (DIA), to assure completion of the Subdivider's obligation to repair and maintain said basin(s) while the on-site temporary storm drainage retention basin(s) are in service and then to

remove the on-site temporary storm drainage retention basin(s) at such time they are no longer needed due to the construction of the above-referenced permanent facilities. Once said permanent facilities are constructed and operational and serving the Project Site, then the Subdivider shall be responsible for backfilling the temporary storm drainage retention basin(s) and grading the basin site. Once said on-site facilities are removed as required under this Condition No. C.5.1.3(c), the Subdivider may develop lots on the former basin site in accordance with the Project's Vesting Tentative Subdivision Map and other Project approvals. The Subdivider shall pay all costs for the design, construction, maintenance and removal of the on-site temporary storm drainage retention basin(s), and any modifications to temporary facilities. Prior to the recordation of the first final map for the Project, the Subdivider shall enter into a Deferred Improvement Agreement (DIA) with the City that obligates the Subdivider to remove the interim on-site detention basin (and related improvements) and to backfill said basin site pursuant to this Condition No. C.5.1.3(c) once the above-referenced permanent storm drainage facilities are operational and serving the Project Site.

d. The Subdivider shall provide a geotechnical investigation with respect to the on-site Temporary Retention Basin that validates that percolation rates for the subsurface soils that exist at and below the bottom of the basin are acceptable.

e. To avoid reverse flow, the on-site temporary storm drainage retention basin(s) must be located at the downstream portion of the Project's on-site storm drainage system and the Project Site, and must be designed and constructed in accordance with the applicable City Regulations and these Conditions of Approval.

f. Excavated materials shall be kept within the basin site except as otherwise provided for in this Condition No. C.5.1.3(f). If the excavated materials are removed from the basin site, the Subdivider shall be responsible for the cost of import backfill materials, hauling to the basin site, spreading, compacting and re-grading the basin site. If excavated materials are retained on-site, the stockpile of excavated materials shall not be higher than 8 feet and slope should not be steeper than 1:1. A metal fence and access gate shall be installed by the Subdivider to enclose the basin site. The bottom of the temporary on-site storm drainage retention basin(s) shall be 5 feet above the observed highest groundwater elevation at the basin site. The Geotechnical Report shall also indicate the observed highest groundwater elevation at the basin site.

g. The Subdivider shall record a temporary storm drainage easement to grant rights to the City to access the temporary on-site storm drainage retention basin(s) for any necessary emergency repair or maintenance work the City may have to perform within the basin site. The temporary access easement shall include a sunset clause that such easement will automatically be terminated at such time as the above-referenced permanent storm drainage improvements are completed.

C.5.1.4. Prior to the final inspection of the first building to be constructed on the Project Site, the Subdivider shall submit a signed and notarized Stormwater Treatment Facilities Maintenance Agreement (STFMA) (in substantially the same form as the City's standard STFMA) as a guarantee for the performance of Subdivider's responsibility towards the repair and maintenance of on-site storm water treatment facilities. Calculations related to the design and sizing of on-site storm water treatment facilities must be submitted with the STFMA and the Grading and Storm Drainage Plans.

C.5.2. Sanitary Sewer Facilities

C.5.2.1. The Subdivider shall design and install sanitary sewer facilities including the Project's sewer connection in accordance with City Regulations and utility improvement plans approved by the City Engineer. The Subdivider is hereby notified that the City will not provide maintenance of the sewer lateral within the public right-of-way unless the sewer cleanout is located and constructed in conformance with Standard Plan No. 203. The City's responsibility to maintain on the sewer lateral is from the wye fitting to the point of connection with the sewer main.

C.5.2.2. Connection to Westside Catchment Sewer System - According to the Tracy Wastewater Master Plan (TWMP) that was adopted by the City Council on January 15, 2013, (Resolution 2013-008), the Project Site is within the planned service area of the Westside Catchment Sewer System (Page 5-1 of the TWMP). The Subdivider is responsible to design and construct the 18-inch and 21-inch sewer lines in Lammers Road per the master plan, approximately 3000 Linear Feet from the southerly property boundary to the existing terminus in Lammers Road.

a. Fee Credits (as well as any reimbursements that may also be due if cost of improvements exceeds applicable wastewater fee credits) for design and construction of the Westside Catchment Sewer system shall be in accordance Title 13 of the Tracy Municipal Code and provided pursuant to the Fee Credit Agreement that Developer and the City enter into pursuant to Planning Condition No. 16. The amount of fee

credits/reimbursement shall be determined during the review of the Improvement Plans.

b. The Subdivider shall pay a fair share fee for the use of the Hansen Sewer capacity in the interim, until the Westside Catchment Sewer is completed. The amount of the fair share fee to be determined by the City Engineer.

c. Subdivider shall design and construct the sewer line in Crossroads Drive from the Project to the manhole connection to the Westside Catchment Sewer System in Lammers Road (identified as Node 5W on Fig.5-1 of the TWMP). The sewer line in Crossroads Drive is not a master plan Program facility. The full cost of the design and construction of this sewer line shall be paid by the Subdivider, and no reimbursement or fee credits shall be applicable.

d. The Developer is hereby notified that the City has limited wastewater treatment capacity in the City's Wastewater Treatment Plant until current and future expansion capital improvement projects are completed and operational. As of January 2015, the City had an unused capacity of approximately 4200 EDU's within its wastewater treatment plant available to new development within the City on a first come-first served basis. These EDU's are currently available to serve the proposed Project, but as other development projects within the City come forward and building permits are issued, this remaining capacity will be reduced.

Should the remaining EDUs be fully allocated prior to start of construction of the proposed Project and the Developer seeks to commence construction of the 226 lots, the Developer would have the option to provide the necessary funding to the City to assist in completion of the phased WWTP expansion construction, above and beyond payment of sewer impact fees, and would be eligible for fee credits (in addition to any reimbursement that also may be due) of these monies as other projects are developed and sewer impact fees posted with the City.

C.5.3. <u>Water System Facilities</u>

C.5.3.1. The Subdivider shall complete the design and installation of water lines and connections as recommended in the Water Analysis (Figure 3) including the 12-inch diameter DIP connection from the Project to the existing 20-inch water main in Lammers Road at the intersection of Crossroads Drive and Lammers Road and the 12-inch diameter connection from the project to the existing 12-inch water main located in Redbridge Road near the intersection of Redbridge Road and Kaden Lane.

C.5.3.2. Water Shutdown Plan and Traffic Control Plan: If water main shut down is necessary, the City will allow a maximum of four hours water supply shutdown. The Subdivider shall be responsible for notifying residents or business owner(s), regarding the water main shutdown. The written notice, as approved by the City Engineer, shall be delivered to the affected residents or business owner(s) at least 72 hours before the water main shutdown. Prior to starting the work described in this section, the Subdivider shall submit a Water Shutdown Plan and Traffic Control Plan to be used during the installation of the offsite water mains.

C.5.3.3. Domestic and Irrigation Water Services

a. All water connections that are bigger than 2 inches in diameter shall be Ductile Iron Pipe (DIP).

b. Domestic water service shall be installed in accordance with City Regulations and the utility improvement plans approved by the City Engineer. City's responsibility to maintain water lines shall be from the water main on the street to the back of the water meter (inclusive) only. Repair and maintenance of all on-site water lines, laterals, sub- meters, valves, fittings, fire hydrant and appurtenances shall be the responsibility of the Subdivider.

c. All costs associated with the installation of the Project's permanent water connection(s) as identified in the Water Analysis including the cost of removing and replacing asphalt concrete pavement, pavement marking and striping such as crosswalk lines and lane line markings, replacing traffic detecting loops, conduits, and wires, relocating existing utilities that may be in conflict with the water connection(s), and other improvements shall be paid by the Subdivider.

C.5.3.4. Prior to the approval of the Improvement Plans, the Subdivider shall obtain written approval from the City's Fire Safety Officer and Chief Building Official, for the location and spacing of fire hydrants that are to be installed to serve the Project.

C.5.4. Street Improvements

C.5.4.1. Roadway Improvements Frontage Responsibility – Per the Citywide Roadway & Transportation Master Plan (CRTMP) that was adopted by the City Council on November 26, 2012, pursuant to Resolution 2012-240, Lammers Road will be a 6-lane expressway (parkway) street with a minimum right-of-way of 137 feet. According to the CRTMP (Figure 5.1 – Roadway Improvement Cross Section Responsibility per Frontage Policy), the Subdivider is responsible to design and construct the outside travel lane (plus shoulder) and the landscape strip behind the curb up to the property line. The Subdivider shall be

eligible to receive fee credits for the cost of the program portion of improvements and shall receive said credits in accordance with the Fee Credit Agreement that the City and the Subdivider enter into pursuant to Planning Condition No. 16.

C.5.4.2. Right-of-Way on Lammers Road – The Subdivider shall dedicate 70 feet of right-of-way along the entire frontage of the Property on Lammers. An additional 5 feet of right-of-way (75 feet total) shall be dedicated where the right-turn lane to Crossroads Drive is to be located. The Subdivider shall execute a Grant Deed to convey the land in fee title or dedicate the right-of-way on the Final Map.

a. The Subdivider shall vacate the existing 40' wide irrigation easement adjacent to the Lammers Road right-of-way at the west boundary line of the Project parcel.

b. The Subdivider shall work with the City of Tracy, San Joaquin County and the adjacent property owner to the north to locate and construct an interim pedestrian path from Crossroads Drive to Kimball High School consistent with the approved Project plans. The exact location and width will be determined by all parties after review of the available options.

   If requested by the Subdivider, the City will assist in the acquisition of right-of-way, for this interim pedestrian path by extending its power of eminent domain, subject to approval by the City Council.

c. The Subdivider shall dedicate the proposed Parcel "F" lot adjacent to Redbridge Road for future intersection improvements.

C.5.4.3. Right-of-Way on Crossroads Drive – Per the Citywide Roadway & Transportation Master Plan (CRTMP) that was adopted by the City Council on November 26, 2012, pursuant to Resolution 2012-240, Crossroads Drive will be a 4-lane arterial street with a minimum right-of-way of 99 feet. According to the CRTMP (Figure 5.1 – Roadway Improvement Cross Section Responsibility per Frontage Policy), the Subdivider is responsible to design and construct the outside travel lane (plus shoulder) and the landscape strip behind the curb up to the property line. Any travel lane(s) or left-turn and right-turn lane(s) along the Property's frontage or at all the access points on Crossroads Drive that are provided and are necessary to meet access spacing requirements are considered to be site specific offsite improvements and they are Subdivider's responsibility to design and construct without any reimbursement from the City.

a. For the section of Crossroads Drive located between Lammers Road and the Project entry at Street 'M', the

Project shall dedicate 54 feet of right-of-way for Crossroads Drive, with the remaining 45 feet of right-of-way to be dedicated by the property located to the north of the Project when that property is developed. The Subdivider shall not be eligible for fee credits /reimbursement for this portion of right-of-way dedication in excess of its obligation, as the amount will be credited towards Subdivider's obligations outlined in Condition C.5.4.3(b) below.

b. For the section of Crossroads Drive east of Street 'M', the proposed alignment of Crossroads Drive shifts to the north. Subdivider and the City have agreed that the fee credits for the excess right-of-way dedication outlined in Condition C.5.4.3(a) above shall be applied towards Subdivider's obligation for future required transitions in the alignment of Crossroads Drive to east of Street 'M'.

C.5.4.4. Street 'M' entry road and Other In-tract Streets. The Subdivider shall dedicate all rights-of-way that are necessary to construct Street 'M' and all the in-tract streets based on their respective cross sections shown on the VTM. The width of travel lanes, street median, landscaping strip and sidewalk shall be in accordance with the City Regulations or as otherwise shown on the approved Tentative Map package.

C.5.4.5. Emergency Vehicle Access Easement (EVA) Prior to final inspection of the first residential unit within the Project (excluding model homes), the Subdivider shall provide minimum 20-foot wide Emergency Vehicle Access between Lots 107 and 108 to provide a second point of Fire Department access to the Project as required by the Fire Code Official. The Subdivider and City shall enter into an EVA Agreement prior to the start of construction to address access across private property and maintenance responsibilities of the HOA. The Subdivider shall submit improvement plans for the EVA for approval.

C.5.4.6. Frontage Improvements on Lammers Road – The Subdivider shall design and construct all roadway improvements on Lammers Road that are necessary to provide safe and functional access to the Project, as described by the Technical Memorandum prepared by Kimley-Horn and Associates, titled "*Stringer Development Plan Set Roadway Engineering Comments*" dated May 21, 2015 (Traffic Report), and as required by these Conditions of Approval and as approved by the City Engineer. The Traffic Report is on file with the Office of the City Engineer and is available for review upon request. The conceptual layouts of Interim and Ultimate improvements required to be completed are shown on Sheets TM09 and TM10 of the Vesting Tentative Map.

a. Frontage Improvements: The frontage roadway improvements required on Lammers Road involve widening

of the east side of Lammers Road along the frontage of the Project to provide an interim median island, two northbound travel lanes, and a right-turn lane; roadway improvements shall include pavement transitions and other improvements which includes but not limited to, the installation of new asphalt concrete pavement, concrete curb and gutter, a 10-foot wide Class 1 Bikeway/pedestrian facility, handicap ramp(s), crosswalks, and parkway landscaping improvements with automatic irrigation system, storm drainage, catch basin/ drop inlet, fire hydrants, domestic, irrigation and fire services, LED street lights, traffic sign(s), pavement marking and striping along the entire frontage of the Project and other improvements such as barricades, signing, and striping that are necessary to provide a safe transitions to and from a widened roadway section of Lammers Road. Design and construction of Frontage Roadway Improvements shall be completed by the Subdivider, prior to final inspection of the first building to be constructed within the Project Site (excluding model homes).

Subdivider shall be eligible to receive fee credits for the program portion of the above-referenced improvements in accordance with the CRTMP and City Regulations and provided in accordance with the Fee Credit Agreement that Subdivider and the City enter into pursuant to Planning Condition No. 16.

b. The masonry wall along the Project's frontage on South Lammers Road and Crossroads Drive is considered a public improvement (once it is built by Developer and the dedication of which is accepted by the City) which will be maintained by the HOA. The masonry wall including its column and wall footings shall be constructed within the area that will be dedicated to the City with the first final map. The masonry wall shall be designed and constructed in accordance with City Regulations.

c. To provide pedestrian and bicyclist access from the Project to Kimball High School, the Subdivider is required to install an interim sidewalk on Lammers Road from the Project Site to the existing sidewalk on Lammers Road in front of the Kimball High School sports field, approximately 2200 feet north of Crossroads Drive, consistent with approved Project plans. The interim sidewalk shall be 5-feet wide and have a structural section of 3" asphalt concrete and 8" Class II aggregate base. The design and construct details of the interim sidewalk shall be included on the Offsite Improvement Plans. Cost of designing and constructing the interim sidewalk shall be paid by the Subdivider without any reimbursement from the City. Construction of the above-referenced pedestrian and bicyclist access to be completed

prior to final inspection of the first residential unit within the Project (excluding model homes).

C.5.4.7. Frontage Improvements on Crossroad Drive – The Subdivider shall design and construct all roadway improvements on Crossroads Drive that are necessary to provide safe and functional access to the Project for each phase and at Project's build-out condition and consistent with the approved Project plans.

a. Frontage Improvements: The roadway improvements required on Crossroads Drive includes construction of median curb on Project frontage, a 12-foot wide westbound travel lane, and a 12-foot wide eastbound travel lane. The roadway improvements shall include the installation of new asphalt concrete pavement, concrete curb and gutter, a 10-foot wide Class 1 Bikeway/pedestrian facility to be installed seven feet behind the back of curb, handicap ramp(s), crosswalks, parkway landscaping improvements with automatic irrigation system, storm drainage, catch basin/drop inlets, fire hydrants, domestic, irrigation and fire services, LED street lights, traffic sign(s), pavement marking and striping along the entire frontage of the Project from Lammers Road to the end of Crossroads Drive at the Project Entry at Street 'M". Other improvements such as barricades, signage, and fencing shall be installed as required or as directed by the City Engineer and consistent with approved Project plans. Design and construction of frontage Improvements shall be completed by the Subdivider, prior to final inspection of the first building to be constructed within the Project Site (excluding model homes).

b. The Subdivider shall not be eligible for fee credits or reimbursement for this portion of frontage improvements in excess of Subdivider's obligation in accordance with the CRTMP, as the Subdivider and the City have agreed that the fee credits for the excess frontage improvements shall be applied towards Subdivider's obligation for future required transitions in the alignment of Crossroads Drive to east of Street 'M'.

c. Traffic Signal on Crossroads Drive According to the Traffic Analysis for the Project, the Lammers Road/Crossroads Drive Intersection does not warrant a traffic signal by a marginal amount (7 vehicles in the AM peak hour). Because of the high speeds on Lammers Road, the City's Traffic Section will monitor traffic conditions at this intersection and will conduct two additional volume counts and speed study (warrant analysis), one after the 180th home is occupied and one after the 226th home is occupied.

(1) In order to guarantee the Project's obligation towards mitigation of traffic impacts caused as a result of traffic

increase generated by the Project, the Subdivider will be required to deliver a cash deposit in the amount of $10,000 prior to the approval of the first Final Map. The cash deposit will be used to cover the cost of performing the two above-referenced (2) traffic signal warrant analyses. The City shall complete the warrant analyses prior to performing final inspection of the 181st and 226th residential buildings to be constructed within the Project. If the actual cost of the warrant analyses is more than the cash deposit, the Subdivider shall pay the cost difference within fifteen (15) working days from the date of written notice from the City Engineer. The unused portion of the cash deposit shall be refunded to the Subdivider after the Project closeout is completed.

(2) If the signal warrant is met, the Subdivider shall install a traffic signal at this intersection. The Subdivider shall enter into a Deferred Improvement Agreement with the City for installation of the traffic signal prior to approval of the first Final Map. Security for the traffic signal shall be provided (in accordance with applicable City Regulations) at such time as the above-referenced analyses show that the traffic signal warrants are met. The signal is included in the City TIF, and the Subdivider will be eligible for a fee credit against remaining traffic fees that would otherwise be due (in accordance with applicable City Regulations) for installation of the traffic signal if it is required (in addition to any reimbursement that also may be due), which arrangement shall be reflected in the Fee Credit Agreement that Developer and the City enter into pursuant to Planning Condition No. 16.

C.5.4.8. At the time of issuance of the first building permit, the Subdivider shall pay its fair share of the cost of interim improvements at the intersection of Lammers Road and Old Schulte Road per the capital improvement project and the applicable City Regulations.

C.5.4.9. All roadway improvements described in these Conditions of Approval must be designed and constructed by the Subdivider to meet the applicable requirements of the latest edition of the California Department of Transportation Highway Design Manual (HDM) and the California Manual of Uniform Traffic Control Devices (MUTCD), all applicable City Regulations, and these Conditions of Approval, prior to final inspection of the first building to be constructed within the Project Site (excluding model homes).

C.5.4.10. The City will assume responsibility to maintain the public improvements and accept the offer of dedication for right-of-way on Lammers Road, Crossroads Drive, and all other public

streets after the City Council accepts the public improvements.

C.5.4.11. All traffic control devices and appurtenances, including stop sign, street name sign, pavement legend, and pavement marking and striping shall be installed in accordance with City Regulations and a detailed signing and striping plan approved by the City Engineer.

C.5.4.12. LED Street lights shall be installed in accordance with City Regulations and at locations approved by the City Engineer. As part of the Improvement Plans, a street lighting plan that shows the LED street lights, conduits, wires and electrical connection to PG&E facility including all pertinent construct details. A Photometric Plan must be submitted for City's review and approval.

C.5.4.13. Landscaping improvements along Lammers Road and Crossroads Drive shall be installed with an automatic irrigation system as approved by the City Engineer, and shall be completed by the Subdivider, prior to the final inspection of the first residential building to be constructed within the Property (excluding model homes). Irrigation and Landscape Plans shall be signed and stamped by a registered Landscape Architect licensed to practice in the State of California

C.5.4.14. A standard barricade and guardrail with appropriate traffic sign will be required at the east end of Crossroads Drive at the intersection to the Project entrance at Street 'M'. The space behind the barricade shall be paved to prevent growth of weeds and provide easier access for removing accumulated debris. To prevent street runoff from draining to adjacent property(s), a curb shall be installed through the entire width of the pavement or curb-to-curb. Alternatively, the space behind the barricade may be landscaped and maintained by the HOA.

C.5.4.15. The Subdivider shall coordinate with the Tracy Post Master for location of, and installation (by the Subdivider) of, cluster type mailbox units. Design and construction criteria shall be in accordance with City requirements. The US Postal Services is responsible for repairing and maintaining all cluster mailboxes located within City's right-of-way.

C.5.5. The Utility Corridor parcels shown on the Vesting Tentative Map as Parcels A, D, and H shall be dedicated to and maintained by the Homeowner's Association. If these parcels will also be used for pedestrian access to the subdivision, details related to maintenance vehicle access, driveway curb cuts, maintenance access road structural sections, bollards, safety lighting, landscaping, any safety concerns by police department, etc. will need to be coordinated with the Planning, Public Works, and Police departments.

C.5.6. Neighborhood Park

As part of the Project development, the Subdivider shall construct a private, neighborhood park per these Conditions of Approval and consistent with the approved Project plans. The private park shall be maintained by the Project's Homeowners Association (HOA).

C.5.7. Joint Utility Trench Plans – All future utilities along the frontage of the Project Site on Lammers Road shall be placed in an underground facility. If required, the Subdivider shall relocate existing utility poles along the frontage of the Project Site on Lammers Road after obtaining approval of affected utility companies and the City. However, no undergrounding or relocation of any utility poles on the west side of Lammers Road shall be required. No fee credits or reimbursements shall be applicable for utility pole relocations.

C.5.7.1. Subdivider shall prepare joint trench plans in compliance with utility companies' requirements and City regulations, and obtain approval of the plans. All private utility services to serve Project such as electric, telephone and cable TV to the building must be installed underground, and to be installed at the location approved by the respective owner(s) of the utilities. The Subdivider shall submit Joint Utility Trench Plans for the installation of electric, gas, telephone and TV cable main and service lines that are necessary to be installed to serve the Project. These utilities shall be installed within the 10-feet wide Public Utility Easement (PUE) that will be offered for dedication to the City. The Subdivider shall coordinate, as feasible, with the respective owner(s) of the utilities for the design of these underground utilities to ensure they can be installed within the 10-feet wide PUE to the extent feasible (and except in the event, that additional space beyond the 10-feet PUE is required, as determined by the utilities owner(s)).

C.5.7.2. Pavement cuts or utility trench(s) on existing street(s) for the installation of water distribution main, storm drain, sewer line, electric, gas, cable TV, and telephone will require the application of 2" asphalt concrete overlay and replacement of pavement striping and marking that are disturbed during construction. The limits of asphalt concrete overlay shall be 25 feet from both sides of the trench, and shall extend over the entire width of the adjacent travel lane(s) if pavement excavation encroaches to the adjacent travel lane or up to the street centerline or the median curb. If the utility trench extends beyond the street centerline, the asphalt concrete overlay shall be applied over the entire width of the street (to the lip of gutter or edge of pavement, whichever applies). This pavement repair requirement is applicable when cuts or trenches are perpendicular to the street direction; when the new joint trench is placed in the street parallel to the street direction; the width of overlay is to be the width of the affected lane.

C.6. Building Permit No building permit within the Project Site boundaries will be approved by the City (excluding model homes) until the Subdivider demonstrates, to the satisfaction of the City Engineer, compliance with all Conditions of Approval that expressly require compliance prior to issuance of a building permit, as well as the Conditions Nos. C.6.1 through C.6.6 below:

C.6.1. Payment (on a per-unit basis) of the Master Plan Fees for Citywide Roadway and Traffic, Water, Recycled Water, Wastewater, Storm Drainage, Public Safety, Public Facilities, and Park adopted by the City Council on January 7, 2014, per Resolution 2014-010 and all other applicable fees pursuant to the City Regulations, as required by these Conditions of Approval .

C.6.2. Payment (on a per-unit basis) of the San Joaquin County Facilities Fees as required in Chapter 13.24 of the TMC, and these Conditions of Approval.

C.6.3. Payment (on a per-unit basis) of the Agricultural Conversion or Mitigation Fee as required in Chapter 13.28 of the TMC and these Conditions of Approval.

C.6.4. Payment (on a per-unit basis) of the Regional Transportation Impact Fees (RTIF) as required in Chapter 13.32 of the TMC, and these Conditions of Approval.

C.6.5. A letter signed and stamped by the Project's Geotechnical Engineer certifying that all grading work that was performed by the Subdivider within the Project meets the requirements of the Project's Geotechnical/Soils Report and the recommendations of the Project's Geotechnical Engineer.

C.6.6. The applicable final map is approved by the City and recorded at the Office of the San Joaquin County Recorder.

C.7. Agreements, Improvement Security, and Insurance

C.7.1. Subdivision Improvement Agreement - Concurrently with the City's processing of a final map, and prior to the City's approval of the final map, the Subdivider shall execute a Subdivision Improvement Agreement (for the public facilities required to serve the real property described by the final map), which includes the Subdivider's responsibility to complete all of the following requirements to the satisfaction of the City Engineer:

a. The Subdivider has submitted all required improvement plans in accordance with the requirements of City Regulations and these Conditions of Approval, and the improvement plans have been approved by the City Engineer.

b. The Subdivider has submitted a complete application for a final map which is served by the required public improvements, and the final map has been approved by the City Engineer.

c. The Subdivider has paid all required processing fees including plan check and inspection fees.

d. The Subdivider executes a Subdivision Improvement Agreement, in substantial conformance with the City's standard form agreement, by which (among other things) the Subdivider agrees to complete construction of all required improvements.

e. The Subdivider posts all required improvement security and evidence of insurance.

C.7.2. Offsite Improvement Agreement: Prior to starting any work on Roadway Improvements, the Subdivider shall sign an improvement agreement (Offsite Improvement Agreement or OIA) and post improvement security in accordance with Section 12.36.080 of the TMC, to guarantee completion of the public improvements. The OIA requires approval from the City Council.

a. Prior to the approval of the OIA, the Subdivider will be required to submit Improvement Plans that contains the design, construction details and specifications of all public improvements that are required to serve the Project, prepared in a 24" x 36" size polyester film (mylar), signed and stamped by the Design Engineer, for City's approval and signature. The Subdivider shall also submit Technical Specifications and Cost Estimates. All engineering calculations for the design of the improvements must be submitted as part of the Improvement Plans.

b. The Subdivider will be required to pay Engineering Review Fees which include plan checking, agreement and permit processing, testing, engineering inspection, and program management fees, prior to the approval of the OIA and in accordance with the City Regulations.

C.7.3. Deferred Improvement Agreement - Prior to the City's approval of the first final map within the Project, the Subdivider shall execute a Deferred Improvement Agreement, in substantial conformance with the City's standard form agreement, by which (among other things) the Subdivider agrees to complete construction of all remaining public facilities (to the extent the public facilities are not included in the Subdivision Improvement Agreement) which are required by these Conditions of Approval. The Deferred Improvement Agreement shall identify timing requirements for construction of all remaining public facilities, in conformance with the phasing plan submitted by the Subdivider and approved by the City Engineer and shall include improvement security for the deferred improvements.

C.7.4. Improvement Security - The Subdivider shall provide improvement security for all public facilities, as required by Deferred Improvement Agreement, Subdivision Improvement Agreement, or Offsite Improvement Agreement. The form of the improvement security may be a bond, or other form in accordance with City Regulations. The amount of the

improvement security shall be in accordance with City Regulations, generally, as follows: Faithful Performance (100% of the approved estimates of the construction costs of public facilities), Labor & Material (100% of the approved estimates of the construction costs of public facilities), and Warranty (10% of the approved estimates of the construction costs of public facilities).

C.7.5. Insurance - For each Inspection Improvement Agreement and Subdivision Improvement Agreement, the Subdivider shall provide the City with evidence of insurance, as follows:

a. General. The Subdivider shall, throughout the duration of the Agreement, maintain insurance to cover Subdivider, its agents, representatives, contractors, subcontractors, and employees in connection with the performance of services under the Agreement at the minimum levels set forth below.

b. Commercial General Liability (with coverage at least as broad as ISO form CG 00 01 01 96) coverage shall be maintained in an amount not less than $3,000,000 general aggregate and $1,000,000 per occurrence for general liability, bodily injury, personal injury, and property damage.

c. Automobile Liability (with coverage at least as broad as ISO form CA 00 01 07 97, for "any auto") coverage shall be maintained in an amount not less than $1,000,000 per accident for bodily injury and property damage.

d. Workers' Compensation coverage shall be maintained as required by the State of California.

e. Endorsements. Subdivider shall obtain endorsements to the automobile and commercial general liability with the following provisions:

1) The City (including its elected and appointed officials, officers, employees, agents, and volunteers) shall be named as an additional "insured."

2) For any claims related to this Agreement, Subdivider's coverage shall be primary insurance with respect to the City. Any insurance maintained by the City shall be excess of the Subdivider's insurance and shall not contribute with it.

f. Notice of Cancellation. Subdivider shall obtain endorsements to all insurance policies by which each insurer is required to provide thirty (30) days prior written notice to the City should the policy be canceled before the expiration date. For the purpose of this notice requirement, any material change in the policy prior to the expiration shall be considered a cancellation.

g. Authorized Insurers. All insurance companies providing coverage to Subdivider shall be insurance organizations authorized by the

Insurance Commissioner of the State of California to transact the business of insurance in the State of California.

h. Insurance Certificate. Subdivider shall provide evidence of compliance with the insurance requirements listed above by providing a certificate of insurance, in a form satisfactory to the City.

i. Substitute Certificates. No later than thirty (30) days prior to the policy expiration date of any insurance policy required by the Agreement, Subdivider shall provide a substitute certificate of insurance.

j. Subdivider's Obligation. Maintenance of insurance by the Subdivider as specified in the Agreement shall in no way be interpreted as relieving the Subdivider of any responsibility whatsoever (including indemnity obligations under the Agreement), and the Subdivider may carry, at its own expense, such additional insurance as it deems necessary.

C.8. Release of Improvement Security - Improvement Security(s) described herein shall be released to the Subdivider after City Council's acceptance of public improvements and in accordance with the release provisions in the Subdivision Improvement Agreement (or the DIA or OIA, as applicable) and the applicable provisions governing security under the City of Tracy Municipal Code.

C.9. Acceptance of Public Improvements - Public improvements will not be accepted by the City Council until after the Subdivider completes construction of the relevant public improvements, and also demonstrates to the City Engineer satisfactory completion of the following:

C.9.1. Correction of all items listed in the deficiency report prepared by the assigned Engineering Inspector relating to public improvements subject to City Council's acceptance.

C.9.2. Certified "As-Built" Improvement Plans (or Record Drawings). Upon completion of the construction by the Subdivider, the City shall temporarily release the originals of the Improvement Plans to the Subdivider that the Subdivider will be able to document revisions to show the "As Built" configuration of all improvements.

C.10. Temporary or Final Building Certificate of Occupancy - No Temporary or Final Building Certificate of Occupancy will be issued by the City (excluding model homes) until after the Subdivider provides reasonable documentation which demonstrates, to the satisfaction of the City Engineer, that:

C.10.1. The Subdivider has satisfied all the requirements set forth in Condition C.9, above.

C.10.2. The Subdivider has completed construction of all required public facilities for the building for which a certificate of occupancy is requested and all the improvements required in these Conditions of Approval. Unless specifically provided in these Conditions of Approval, or some other applicable City Regulations, the Subdivider shall use diligent and good faith efforts in taking all actions necessary to construct all public

facilities required to serve the Project, and the Subdivider shall bear all costs related to construction of the public facilities (including all costs of design, construction, construction management, plan check, inspection, land acquisition, program implementation, and contingency), subject to applicable fee credits (in addition to any reimbursement that may also be due) in accordance with the City Regulations and as provided in the Fee Credit Agreement entered into by the City and Developer pursuant to Planning Condition No. 16.

C.11. Special Conditions

C.11.1. All streets and utilities improvements within City's right-of-way shall be designed and constructed in accordance with City Regulations, and City's Design documents including the City's Facilities Master Plan for storm drainage, roadway, wastewater and water adopted by the City, or as otherwise specifically approved by the City in accordance with approved Project plans.

C.11.2. All existing on-site wells, if any, shall be abandoned or removed in accordance with the City and San Joaquin County requirements. The Subdivider shall be responsible for all costs associated with the abandonment or removal of the existing well(s) including the cost of permit(s) and inspection. The Subdivider shall submit a copy of written approval(s) or permit(s) obtained from San Joaquin County regarding the removal and abandonment of any existing well(s), prior to the issuance of the Grading Permit.

C.11.3. The Subdivider shall abandon or remove all existing irrigation structures, channels and pipes, if any, as directed by the City after coordination with the irrigation district, if the facilities are no longer required for irrigation purposes. If irrigation facilities including tile drains, if any, are required to remain to serve existing adjacent agricultural uses, the Subdivider will design, coordinate and construct required modifications to the facilities to the satisfaction of the affected agency and the City. Written permission from irrigation district or affected owner(s) will be required to be submitted to the City prior to the issuance of the Grading Permit. The cost of relocating and/or removing irrigation facilities and/or tile drains is the sole responsibility of the Subdivider.

C.11.4. Any damages to existing improvements within the street right-of-way due to construction related activities shall be repaired or replaced as directed by the City at Subdivider's cost.

C.11.5. All improvement plans shall contain a note stating that the Developer (or Contractor) will be responsible to preserve and protect all existing survey monuments and other survey markers. Any damaged, displaced, obliterated or lost monuments or survey markers shall be re-established or replaced by a licensed Land Surveyor at the Developer's (or Contractor's) sole expense. A corner record must be filed in accordance with the State law for any reset monuments (California Business and Professions Code Section 8871).

C.11.6. Nothing contained herein shall be construed to permit any violation of relevant ordinances and regulations of the City of Tracy, or other public agency having jurisdiction. This Condition of Approval does not preclude the City from requiring pertinent revisions and additional requirements to the Grading Permit, Encroachment Permit, Building Permit, Improvement Plans, OIA, and DIA, if the City Engineer finds it necessary due to public health and safety reasons, and it is in the best interest of the City and is otherwise in accordance with the City Regulations. The Subdivider shall bear all the cost for the inclusion, design, and implementations of such additions and requirements, without reimbursement or any payment from the City except as otherwise expressly set forth in these Conditions of Approval.

ORDINANCE _____

AN ORDINANCE OF THE CITY OF TRACY AMENDING THE ZONING (EXHIBIT 1) FROM LOW DENSITY RESIDENTIAL TO PLANNED UNIT DEVELOPMENT FOR AN APPROXIMATELY 59.1-ACRE SITE LOCATED ON THE EAST SIDE OF LAMMERS ROAD, NORTH OF REDBRIDGE ROAD, (ASSESSOR'S PARCEL NUMBERS 240-060-26 AND 27); APPLICATION NUMBER PUD15-0001

WHEREAS, The property owner filed an application to amend the zoning from Low Density Residential to Planned Unit Development (PUD), and

WHEREAS, The proposed rezoning is consistent with the General Plan as amended with Application No. GPA13-0006, because the permitted uses and density of the PUD are allowed within the General Plan designation of Residential Low and are consistent with goals and policies of the Housing Element, and

WHEREAS, The Rockinghorse PUD will serve as the Concept, Preliminary and Final Development Plan of this Planned Unit Development Zone District, and

WHEREAS, The City Council adopted a Negative Declaration for this project, in accordance with California Environmental Quality Act Guidelines, on April 5, 2016, and

WHEREAS, On April 5, 2016, the City Council conducted a public hearing to review and consider the project;

SECTION 1: The zoning is hereby amended to reclassify the following property from Low Density Residential to Planned Unit Development:

59.1 acres on the east side of Lammers Road, north of Redbridge Road, Assessor's Parcel Numbers 240-060-26 and 27.

SECTION 2: This Ordinance shall take effect thirty (30) days after its final passage and adoption.

SECTION 3: This Ordinance shall be published once in a newspaper of general circulation within fifteen (15) days from and after its final passage and adoption.

* * * * * * * * * * * * *

The forgoing Ordinance _____ was introduced at a regular meeting of the Tracy City Council held on the 5th day of April, 2016, and finally adopted on the _____ day of _____, 2016, by the following vote:

AYES: COUNCIL MEMBERS:

NOES: COUNCIL MEMBERS:

ABSENT: COUNCIL MEMBERS:

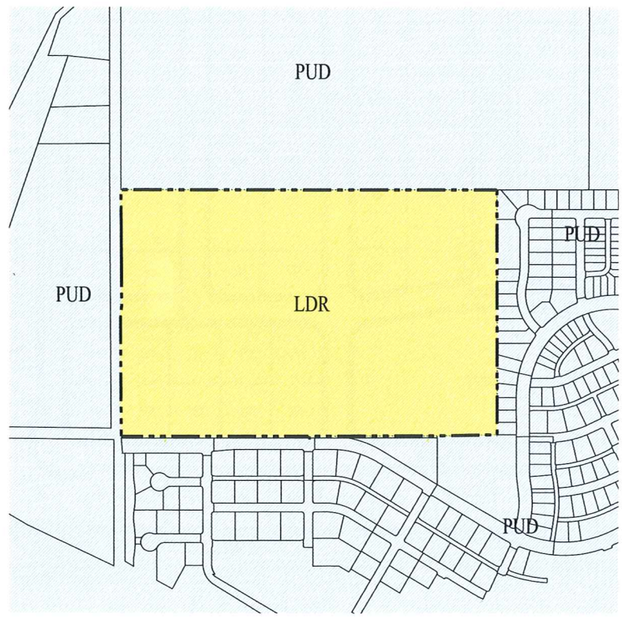
ABSTAIN: COUNCIL MEMBERS:

_____
MAYOR

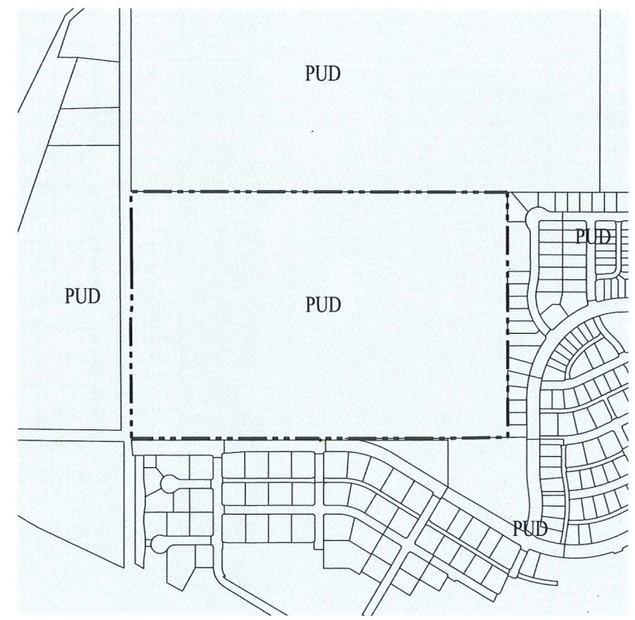
ATTEST:

_____
CITY CLERK

Exhibit 1



EXISTING ZONING



PROPOSED ZONING

LEGEND

PLANNED UNIT DEVELOPMENT (PUD)

LOW DENSITY RESIDENTIAL (LDR)

ZONING

ROCKING HORSE

CITY OF TRACY SAN JOAQUIN COUNTY CALIFORNIA

DATE: JANUARY 5, 2016 SCALE: 1" = 800'

cbg
Carlson, Barbee & Gibson, Inc.
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April 5, 2016

AGENDA ITEM 5

REQUEST

DISCUSSION AND DIRECTION ON UPDATE ON FISCAL YEAR 2016/2017 AND 2017/2018 BUDGET PREPARATION

EXECUTIVE SUMMARY

In June, 2016, the Fiscal Year 2016/2017 and 2017/2018 budget will be presented to Council for approval. In order to facilitate a strategic discussion with Council, the fiscal environment for FY15/16, the forecast for FY16/17 & FY 17/18, existing financial policies and strategies, budget calendar, and new considerations and activities that are now being included in the preparation of the FY16/17 & FY 17/18 budget will be reviewed. A special budget workshop will be presented to Council in May, 2016.

DISCUSSION

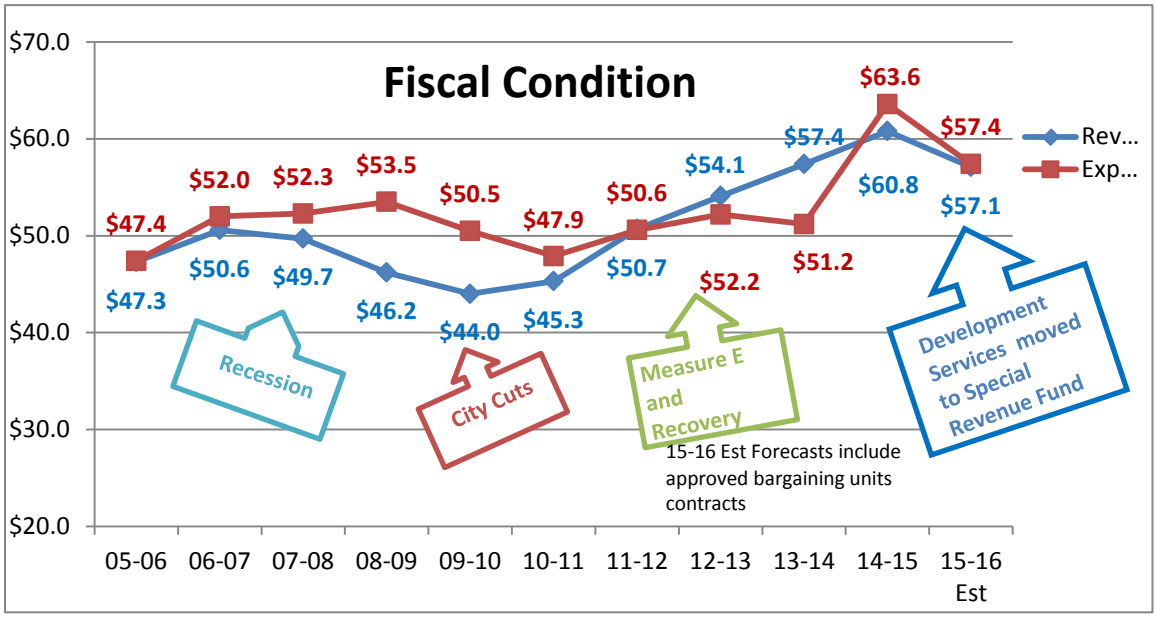
Preparation of the FY16/17 & FY 17/18 budget has commenced per the attached schedule (Attachment "A"). As the City prepares its budget it is important to understand where the City has been and where it is going from a fiscal perspective. As presented to Council on February 16, 2016, projected revenues for FY15/16 (Property, Sales and Special Sales Taxes, Current Charges, Licenses and Permits, "Other Revenue,"[1]) are generally anticipated to be on target with which was budgeted through the remainder of the year. Likewise, expenses are averaging as anticipated. This is the first forecast that incorporates our approved labor contracts.

General Fund

In the past few years, Tracy was buoyed by substantial cuts in expenses along with revenue from Measure E which helped the City maintain a balanced budget in years where expenses would have otherwise outpaced revenues as a result of the economic recession.

Substantial expenditure savings were realized with a 20% reduction in staffing, increased employee pension contributions, and various expenditure reductions, saving $5M in annually. Additionally, Measure E has provided approximately $6M-$7M in revenue to the City each year since 2011 which helped in bridging an annual shortfall and allowing Public Safety Departments to be maintained. The elimination of that funding this year will create a structural deficit. In this constrained fiscal environment staff will not be recommending programs and services that add costs but will, instead, "hold the line" from a programmatic perspective and continue to provide the high level of municipal services residents demand.

[1] This is the miscellaneous category for revenues. It includes fines & forfeitures, use of monies & property, the sale of property, contributions, refunds, and other income not classified elsewhere.



Similar to other cities, the City has seen a slow, but steady recovery from the last economic recession. Development is increasing and with development one can expect an increase in sales and property tax revenues, which makes up 34% and 37% Tracy's revenue respectively. However, these revenues alone are insufficient to sustain existing service levels and thus the City is anticipating new funding mechanisms to provide services to new developments; but may experience a challenge in providing continued existing services without a corresponding, timely revenue stream.

Fortunately, the City has been able to establish reserves to help. In FY 14/15, Council authorized the designation of three reserve funds which reallocated the unrestricted into three reserve designations with the remaining going into the ending fund balance:

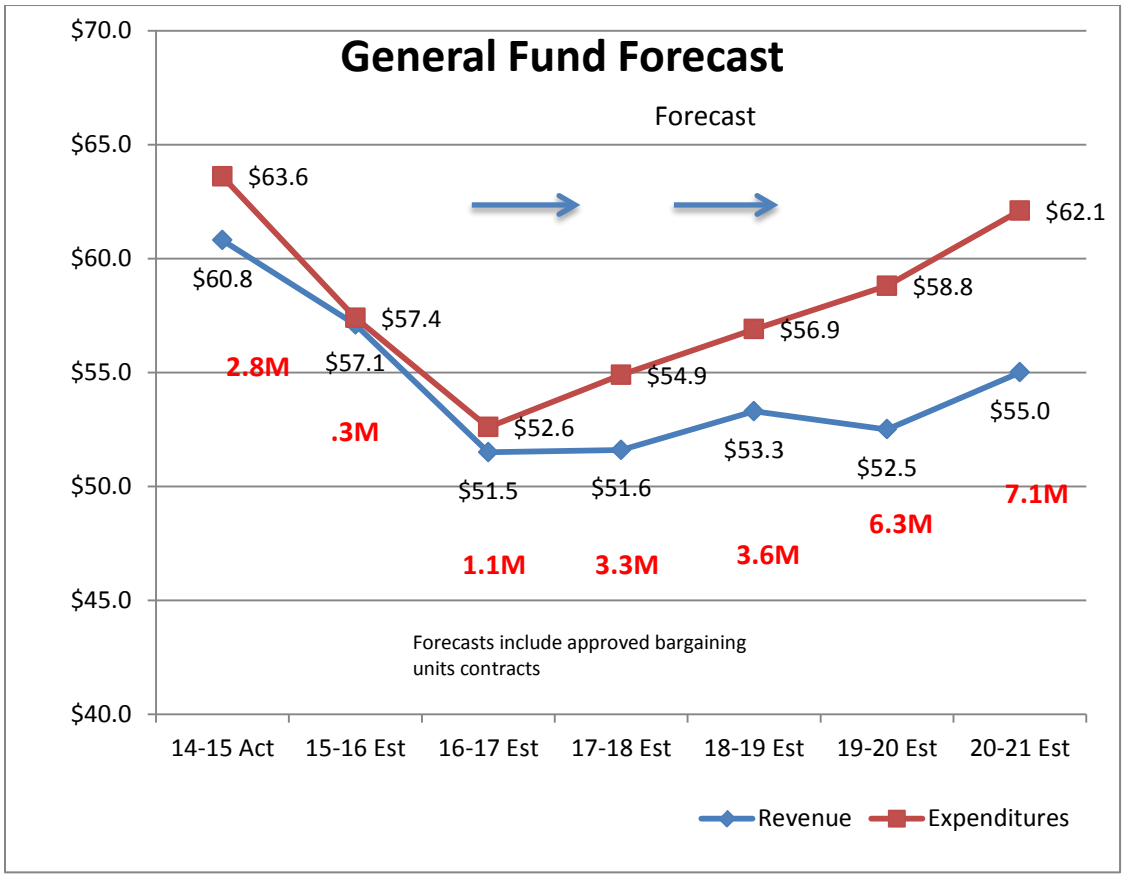
1. Contingency Reserve – Mitigates the effects of unanticipated extreme situations – Targeted Goal of 20%
2. Economic/Budget Stability Reserve –Intended to offset economic cycles - Targeted Goal of 10%.
3. Measure-E Mitigation Reserve – Serves as bridge funding when Measure E sunsets
4. General Fund Balance – Generic Reserve

Estimated Fiscal Year 2015/16 Fund Balance distribution ($31.9M)

1. Contingency Reserve (Development Services moved to Special Revenue Fund, 20% threshold is lower)	$11.6M – 20%
2. Economic/Budget Stability ($4.5M RDA litigation payment)	$ 1.3M – 2%
3. Measure E	$ 7.0M – 12%
4. General Fund Balance	$12.0M – 21%

General Fund Forecast

Moving forward, the City is expected to experience a structural deficit, which will increase as costs continue to rise for employee costs and as uncontrollable costs such as PERS and healthcare continue to increase.



Continuing to challenge the City is a high demand for services and the need for maintenance and replacement of aging infrastructure. Thus the City is continuing to explore revenue-generating strategies in recognition of the challenges facing the City.

FY 2016/17 Council Strategic Priorities

March 1, 2016, the City Council adopted the following Strategic Priorities to serve as a guide in allocating resources.

1. **Public Safety** - To enhance community safety by promoting a responsive public safety system that includes civic engagement and partnerships, community involvement, public education and offering prevention, intervention and suppression services that meet the needs of Tracy residents.

2. **Quality of Life** – To provide an outstanding quality of life by enhancing the City's amenities, business mix and services and cultivating connections to promote positive change and progress in our community.

3. **Governance** – To retain and attract new talent, enhance fiscal stability, improve the use of technology, and enhance transparency for the betterment of the Tracy community.

4. **Economic Development Strategy** – To enhance the competitiveness of the City while further developing a strong and diverse economic base.

2011 Adopted Budget Principles

In 2011, the City Council adopted a set of principles to address the anticipated structural deficit at that time. The principles are included as attachment B. Staff is providing the principles for information and will return during the budget process to seek Council input on any proposed amendments to the budget principles.

1. *General Fund Reserves:* Through FY 2015/2016, the City shall maintain a General Fund reserve of at least 20% of the City's General Fund Operating Budget.

2. *Budget:* Reserves may be used to balance the General Fund Operating Budget through FY 13/14. The General Fund Operating Budget to be adopted by City Council for FY 14/15 must be balanced without the use of reserves.

3. *Economic Uncertainty Fund:* When conditions permit begin building up the Economic Uncertainly Fund.

4. *Structurally Balanced Budget:* The annual budgets for all City funds shall be structurally balanced throughout the budget process. Ongoing revenues shall equal or exceed ongoing expenditures in both the proposed and adopted budgets. If a structural imbalance occurs, a plan shall be developed and implemented to bring the budget back into structural balance.

5. *Proposed Budget Revisions:* The annual General Fund proposed budget balancing plan shall be presented and discussed in context of the updated five-year forecast. Any revisions to the proposed budget shall include an analysis of the impact on the forecasted years. If a revision creates a negative impact on the forecast, a funding plan shall be developed and approved to offset the impact.

6. *Use of* One-*Time Resources:* Once the General Fund budget is brought into structural balance, one-time resources (e.g., revenue spikes, budget savings, sale of property, or similar nonrecurring revenue) shall not be used for current or new ongoing operating expenses. Examples of appropriate uses of one-time resources include rebuilding the Economic Uncertainty Reserve, early retirement of debt, capital expenditures without significant operating and maintenance costs, and other nonrecurring expenditures.

7. *Reserves:* All City funds shall maintain an adequate reserve level and/or ending fund balance, as determined annually and as appropriate for each fund. For the General Fund, a contingency reserve amount which is a minimum of 20% of the operating budget shall be maintained.

8. *Prudent Use of Debt:* The City shall not issue long-term (over one year) General Fund debt to support ongoing operating costs. All General Fund debt issuance shall identify the method of repayment or have a dedicated revenue source. General obligation debt shall be limited to 8% of the operating budget.

9. *Capital Improvement Projects:* Capital Improvement Projects shall not proceed for projects with annual operating and maintenance costs exceeding $25,000 without City Council certification that funding will be made available in the applicable year of the cost impact.

10. *Fees and Charges:* Fee increases shall be utilized, where appropriate, to assure that the program operating costs are fully covered by fee revenue and explore opportunities to establish new fees for services where appropriate.

11. *Grants:* City staff shall seek out, apply for and effectively administer federal, state and other grants that address the City's priorities and policy objectives and provide a positive benefit to the City. Before the grant is pursued, staff shall provide a detailed pro-forma that addresses the immediate and long-term costs and benefits to the City. One-time operating grant revenues shall not be used to begin or support the costs of ongoing programs.

12. *Personnel Services Costs:* Total General Fund personnel services costs shall not exceed 75% of the General Fund operating budget.

13. *Performance Measures:* All requests for departmental funding shall include performance measurement data so that funding requests can be evaluated and approved based on effective accomplishment of community desired outcomes and priorities.

14. *Budget Offsets:* City Council approval of a General Fund supplemental appropriation (additional monies after the adoption of the budget for the fiscal year), shall be accompanied by a corresponding action to reduce the General Fund budget in another area.

Budget Preparation Mechanics

The FY16/17 budget preparation process contains two "firsts" for the City of Tracy:

Public Outreach – Penny for your thoughts

Stewardship of taxpayer dollars, provision of basic services, and investment in neighborhoods are some of the most important financial responsibilities of city government. When communities come together to decide how their money will be spent it creates new bonds and new lines of communication that can bring people together. It also creates new relationships with city employees and elected officials that can lead to productive partnerships in the future. This was the goal of City staff when it reached out to the community on January 28, 2016 with "Penny for your thoughts," a "game" that provided an opportunity for community input regarding the City's budget as well as providing the community with a glimpse into the difficult decision making process involved in preparing a balanced budget.

The game did not involve discussions regarding internal City Departmental structure or internal support services that are necessary to carry out the standard functions of a municipality. Instead, the game's goal was to provide an exercise that allowed participants to prioritize *direct* public services and community improvements as well as express the reasons for their funding decisions--this exercise was a way the City Council could gain feedback on community priorities.

Participants engaged in a process where they identified priorities in service delivery. Through this process, we learned that in times of prosperity public safety was ranked the highest priority for the reason given that it impacts quality of life; and "backbone" infrastructure is a high priority because it correlates to how the community looks. In times of fiscal constraint, we learned the majority of participants focused on essential services, such as public safety, maintenance and infrastructure.

Two Year Budget

Another "first" is that City will be preparing a two-year budget. This will focus our efforts on the future and better position us for our financial future. The purpose is to focus the organization to provide greater consideration and contemplation *now* of its future operations and programming so that the City is better prepared to make timely decisions in light of whatever economic forecast is on the horizon. Although the City has not yet ever adopted a two-year cycle, a two-year budget is common amongst other public agencies.

In May, a budget workshop will be presented to Council to review budget principles, Council's priorities, and a draft of the budget-in-progress.

STRATEGIC PLAN

Although this proposed action supports Goal 2 of the Strategic Plan: "Ensure continued fiscal sustainability through financial and budgetary stewardship" the Finance Division's work is guided by all of the Council's Strategic Priorities (*Governance, Quality of Life, Public Safety, and Economic Development Strategy*). These priorities reflect the community's desire to have a fiscally responsible City organization that is committed to maintaining its fiscal health. With these four strategic priorities in mind, new financing and budgeting strategies are being undertaken.

For instance, an objective for the aforementioned Goal 2 under the "Governance" Strategic Priority (ensure continued fiscal sustainability through financial and budgetary stewardship) includes presenting fiscal updates to Council. The presentation of this report represents just one of five reports[2] that will be presented to Council over the course of a Fiscal Year to keep the Council and community informed.

Another objective of the "Governance" Priority is to identify new revenue opportunities. On March 15th, Council will be asked to discuss a policy regarding fiscal sustainability in the wake of City growth. A part of that presentation will an introduction to a City Service CFD—a funding mechanism new to the City of Tracy.

Additionally, this year's budgeting process included outreach to the community, through "Penny for Your Thoughts." Not only was valuable information received from those whom this agency serves, but it demonstrates the City's commitment to Council's Priority "Quality of Life" by cultivating community engagement.

Council's Strategic Priorities will be further discussed and presented to Council at the Budget workshop on May 24th.

FISCAL IMPACT

No fiscal impact will occur by Council acceptance of this report.

RECOMMENDATION

Discuss and provide staff with direction for preparation of the 2016/2017 and 2017/2018 budget.

Prepared by: V. Rachelle McQuiston, Administrative Services Department Director

Reviewed by: Stephanie Garrabrant, Assistant City Manager

Approved by: Troy Brown, City Manager

ATTACHMENTS

Attachment "A": City of Tracy Budget Preparation Schedule for Fiscal Year 2016/2017
Attachment "B": Budget Principles

[2] Other reporting opportunities include presentation of the City CAFR, the annual Budget Workshop, Mid-year Budget Report, and Budget approval which compliment other reporting requests from Council.

ATTACHMENT "A"

CITY OF TRACY - BUDGET PREPARATION SCHEDULE

TWO YEAR BUDGET CYCLE: FY 16/17 – FY 17/18

November thru December 2015	Finance staff prepares preliminary base budget estimates and budget forms and instructions
December 2015	Request for new Projects
January 28, 2016	**Outreach to Community – Penny for your thoughts**
February 2, 2016	Internal Budget Kick Off Meeting Distribution of budget instructions and forms
Mid February 2016	Internal CIP Project Prioritization Discussion
February 22, 2016	**Proposed CIP Project Review - Senior Leadership Team Meeting**
January 24 thru March 21, 2016	Departments prepare budget submittals Phases 1 & 2: Due Feb 26, 2016 Phases 3 & 4: Due Mar 21, 2016
March 15, 2016	**FY 15/16 Mid-Year Update**
~~March 15, 2016~~ April 5, 2016	**Council Budget Kick-Off**
February 1 thru March 30, 2016	Finance staff prepares preliminary budget packages
March 22 thru March 28, 2016	Technical review of departmental budget submittals
February 1 thru March 31, 2016	Finance staff prepares preliminary budget packages
April 5, 2016	**FY 14/15 CAFR Presentation**
April 4 thru April 14, 2016	Management review of departmental submittals and formulation of a proposed budget
April 19, 2016	**FY 2016/17 Master Fee Schedule Update**
April 26, 2016	**FY 2016/17 – FY 2020/21 CIP Council Workshop**
April 18 thru May 9, 2016	Finance staff prepares proposed budget document and sends it to the printer
May 10, 2016	Planning Commission Meeting
June 7, 2016	**1st Council Budget Approval**
June 16, 2016	**City Council adoption of budget**
June 21, 2016	**2nd Council Budget Approval (if necessary)**
July 1, 2016	New fiscal year starts; adopted budget goes into effect

ATTACHMENT "B"

CITY OF TRACY
BUDGET PRINCIPLES

1. ***General Fund Reserves:*** Through FY 2015/2016, the City shall maintain a General Fund reserve of at least 20% of the City's General Fund Operating Budget.

2. ***Budget:*** Reserves may be used to balance the General Fund Operating Budget through FY 13/14. The General Fund Operating Budget to be adopted by City Council for FY 14/15 must be balanced without the use of reserves.

3. ***Economic Uncertainty Fund:*** When conditions permit, begin building up the Economic Uncertainly Fund.

4. ***Structurally Balanced Budget:*** The annual budgets for all City funds shall be structurally balanced throughout the budget process. Ongoing revenues shall equal or exceed ongoing expenditures in both the proposed and adopted budgets. If a structural imbalance occurs, a plan shall be developed and implemented to bring the budget back into structural balance.

5. ***Proposed Budget Revisions:*** The annual General Fund proposed budget balancing plan shall be presented and discussed in context of the updated five-year forecast. Any revisions to the proposed budget shall include an analysis of the impact on the forecasted years. If a revision creates a negative impact on the forecast, a funding plan shall be developed and approved to offset the impact.

6. ***Use of* One-*Time Resources:*** Once the General Fund budget is brought into structural balance, one-time resources (e.g., revenue spikes, budget savings, sale of property, or similar nonrecurring revenue) shall not be used for current or new ongoing operating expenses. Examples of appropriate uses of one-time resources include rebuilding the Economic Uncertainty Reserve, early retirement of debt, capital expenditures without significant operating and maintenance costs, and other nonrecurring expenditures.

7. ***Reserves:*** All City funds shall maintain an adequate reserve level and/or ending fund balance, as determined annually and as appropriate for each fund. For the General Fund, a contingency reserve amount which is a minimum of 20% of the operating budget shall be maintained.

8. ***Prudent Use of Debt:*** The City shall not issue long-term (over one year) General Fund debt to support ongoing operating costs. All General Fund debt issuance shall identify the method of repayment or have a dedicated revenue source. General obligation debt shall be limited to 8% of the operating budget.

9. ***Capital Improvement Projects:*** Capital Improvement Projects shall not proceed for projects with annual operating and maintenance costs exceeding $25,000 without City Council certification that funding will be made available in the applicable year of the cost impact.

10. ***Fees and Charges:*** Fee increases shall be utilized, where appropriate, to assure that the program operating costs are fully covered by fee revenue and explore opportunities to establish new fees for services where appropriate.

11. ***Grants:*** City staff shall seek out, apply for and effectively administer federal, state and other grants that address the City's priorities and policy objectives and provide a positive benefit to the City. Before the grant is pursued, staff shall provide a detailed pro-forma that addresses the immediate and long-term costs and benefits to the City. One-time operating grant revenues shall not be used to begin or support the costs of ongoing programs.

12. ***Personnel Services Costs:*** Total General Fund personnel services costs shall not exceed 75% of the General Fund operating budget.

13. ***Performance Measures:*** All requests for departmental funding shall include performance measurement data so that funding requests can be evaluated and approved based on effective accomplishment of community desired outcomes and priorities.

14. ***Budget Offsets:*** City Council approval of a General Fund supplemental appropriation (additional monies after the adoption of the budget for the fiscal year), shall be accompanied by a corresponding action to reduce the General Fund budget in another area.

April 5, 2016

AGENDA ITEM 7.A

REQUEST

APPOINTMENT OF CITY COUNCIL SUBCOMMITTEE TO INTERVIEW APPLICANTS TO FILL A VACANCY ON THE SAN JOAQUIN COUNTY MOSQUITO ABATEMENT DISTRICT BOARD

EXECUTIVE SUMMARY

Request appointment of subcommittee to interview applicants to fill the Council appointed representative vacancy on the San Joaquin County Mosquito Abatement District Board.

DISCUSSION

A recruitment was opened on January 28, 2016, to fill the Council appointed representative vacancy on the San Joaquin County Mosquito Abatement District Board. The City Clerk's office has received no applications at this time. As stated in Resolution 2004-152, in the event there are not two or more applicants than vacancies on any board, commission or committee, the filing deadline may be extended. The recruitment was extended on February 21, 2016, and March 22, 2016, closing on April 11, 2016.

In accordance with Resolution 2004-152, a two-member subcommittee needs to be appointed to interview the applicants and make a recommendation to the full Council.

STRATEGIC PLAN

This item is a routine operational item and does not relate to any of the Council's strategic plans.

FISCAL IMPACT

None.

RECOMMENDATION

That Council appoints a two-member subcommittee to interview applicants to fill a vacancy on the San Joaquin County Mosquito Abatement District Board.

Prepared by: Adrianne Richardson, Deputy City Clerk

Reviewed by: Nora Pimentel, City Clerk
Andrew Malik, Interim Assistant City Manager

Approved by: Troy Brown, City Manager