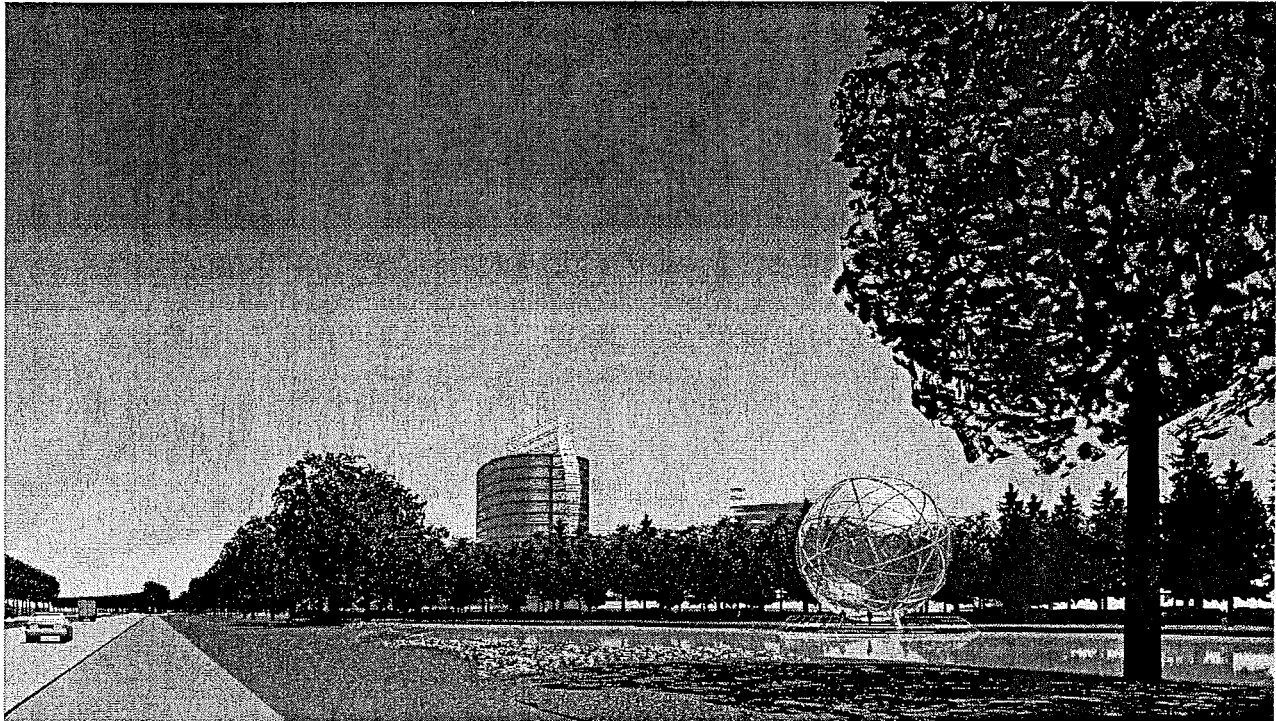


Tracy Gateway

Tracy, California



General Plan Amendment and Concept Development Plan

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City of Tracy

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Section 1 - Introduction

1.1 Statement of Purpose

This document is the General Plan (Urban Management Plan) Amendment and Concept Development Plan (GPA/CDP) application for the Tracy Gateway project. This document is intended to satisfy the Concept Development Plan requirements of the City's Planned Unit Development Zone Ordinance and will be the basis for an amendment to the City of Tracy's General Plan, annexation, and pre-zoning the site. Tracy, Gateway, L.L.C. prepared this application package, with assistance from the City of Tracy in defining the required elements of Section 2 - General Plan Amendment, Zoning, and Regulatory Review.

This document has two goals. The first goal is to define the required changes to the City of Tracy General Plan required accommodating the project. The second goal is to present the Concept Development Plan that describes and establishes land uses and development standards for the project that embody the flexibility and creativity envisioned in the PUD Zoning ordinance.

This GPA/CDP presents design standards and concepts for the project that will be used by future developers on the site to define individual site development. This document will also provide the framework required to simplify review of future development by the City.

The City will review the proposal in accordance with adopted policies and regulations, and forward a recommendation to the Planning Commission for review and City Council for action. In support of this application, the City has initiated environmental review and technical studies required to evaluate project impacts and mitigation of these impacts. Upon approval, this entire document will become regulatory.

1.2 Project Area

The Tracy Gateway project encompasses approximately 538 acres located west of and adjacent to the incorporated boundary of the City of Tracy, in San Joaquin County, California (Figure 1 - Regional Context). The City of Tracy is situated in the center of the San Joaquin Valley, east of the Coastal Ranges that separate the Central Valley from the San Francisco Bay Area. Interstate 580 (I-580) provides access to the Bay Area from Tracy through the Altamont Pass. Interstate 5 (I-5) is a major north-south interstate corridor east of the City of Tracy. Interstate 205 (I-205) connects the I-5 and I-580 corridors through the northern part of the City.

The I-205 is directly adjacent to the northwest corner of the Tracy Gateway site, which has direct access to the Interstate from 11th Street (Figure 2 - Site Location). The 11th Street off-ramp from I-205 becomes the eastbound lane of 11th Street, which extends along the site's northern boundary. Lammers Road delineates the eastern boundary of the site and is currently the western boundary of the Tracy city limits. The Upper Main Canal, an irrigation canal operated by the West Side Irrigation District (WSID), extends along the south and west boundaries of the site. Undeveloped agricultural land lies directly south of the site to Schulte Road and west across the WSID canal to Hansen Road.

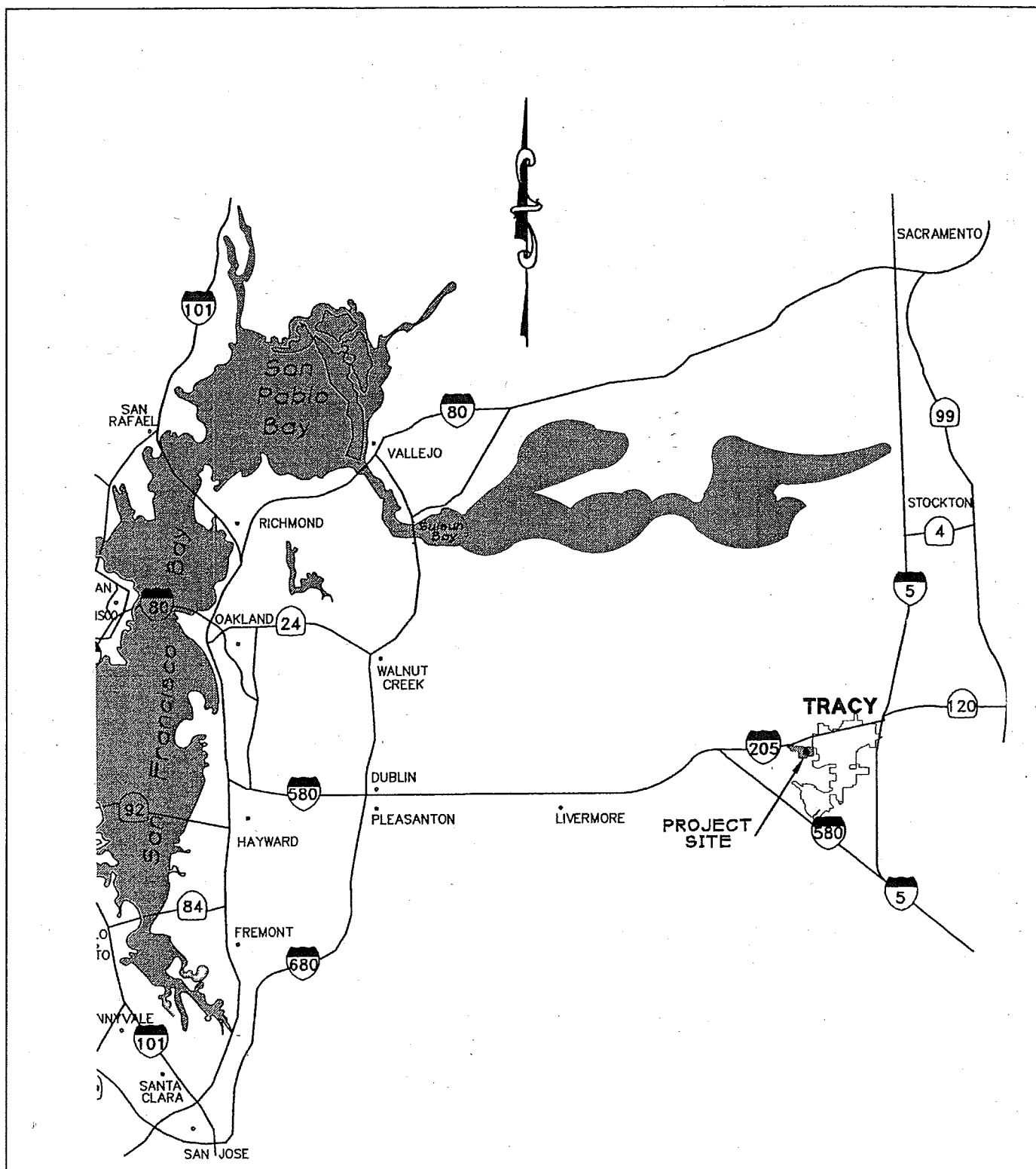


Figure 1 - Regional Context

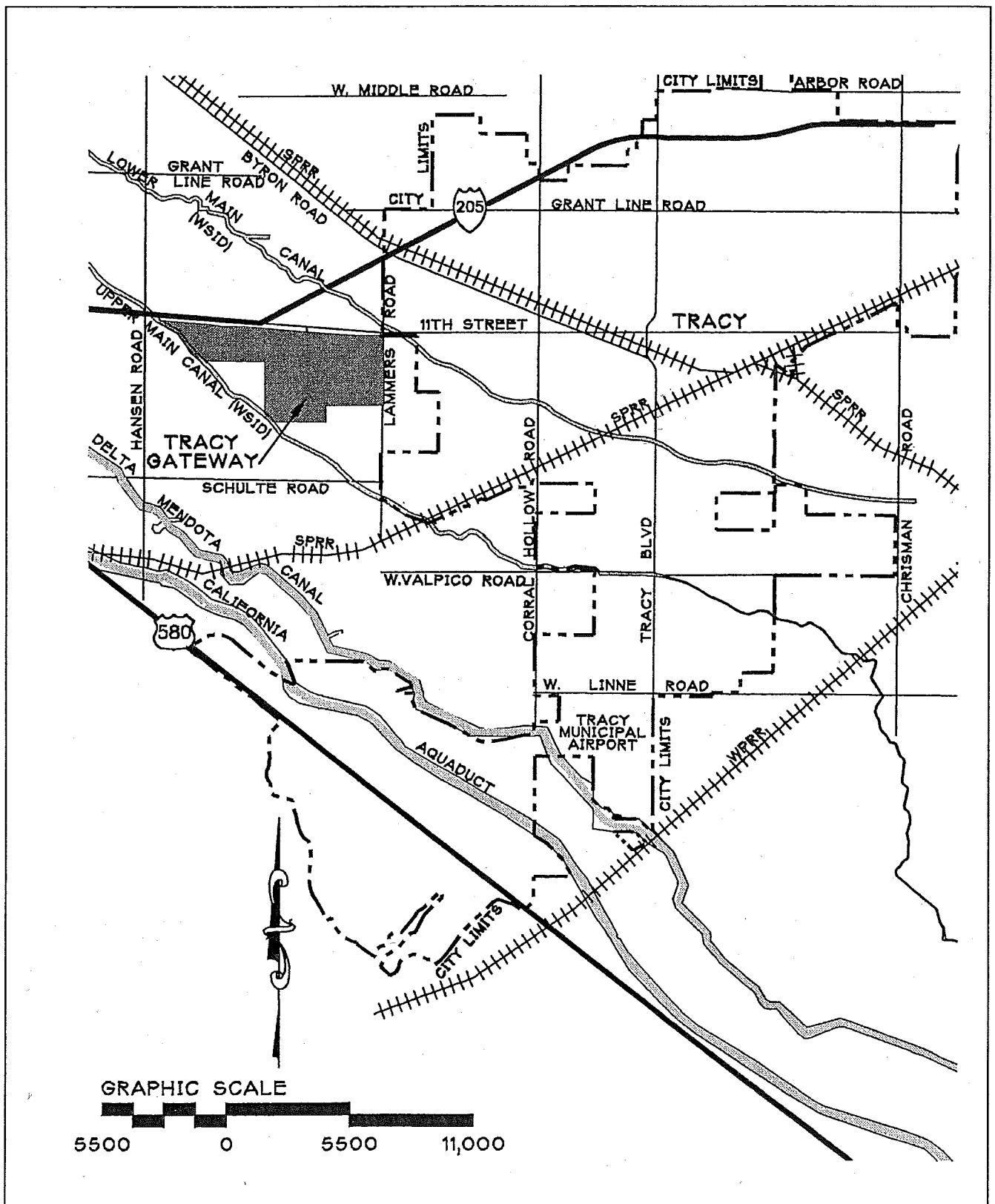


Figure 2 - Site Location

1.3 Site Description

The topography of the site is characterized as gently sloping, with contours ranging from an elevation of approximately 100 feet (above mean sea level) in the southwest corner of the site to low point of approximately 57 feet at the intersection of Lammers Road and 11th Street. The site slopes generally to the northeast at a one half to one percent grade overall. Vegetation on the site is predominantly non-native grass with the majority of native vegetation having been displaced by years of agricultural cultivation. No native vegetative communities remain intact on the site.

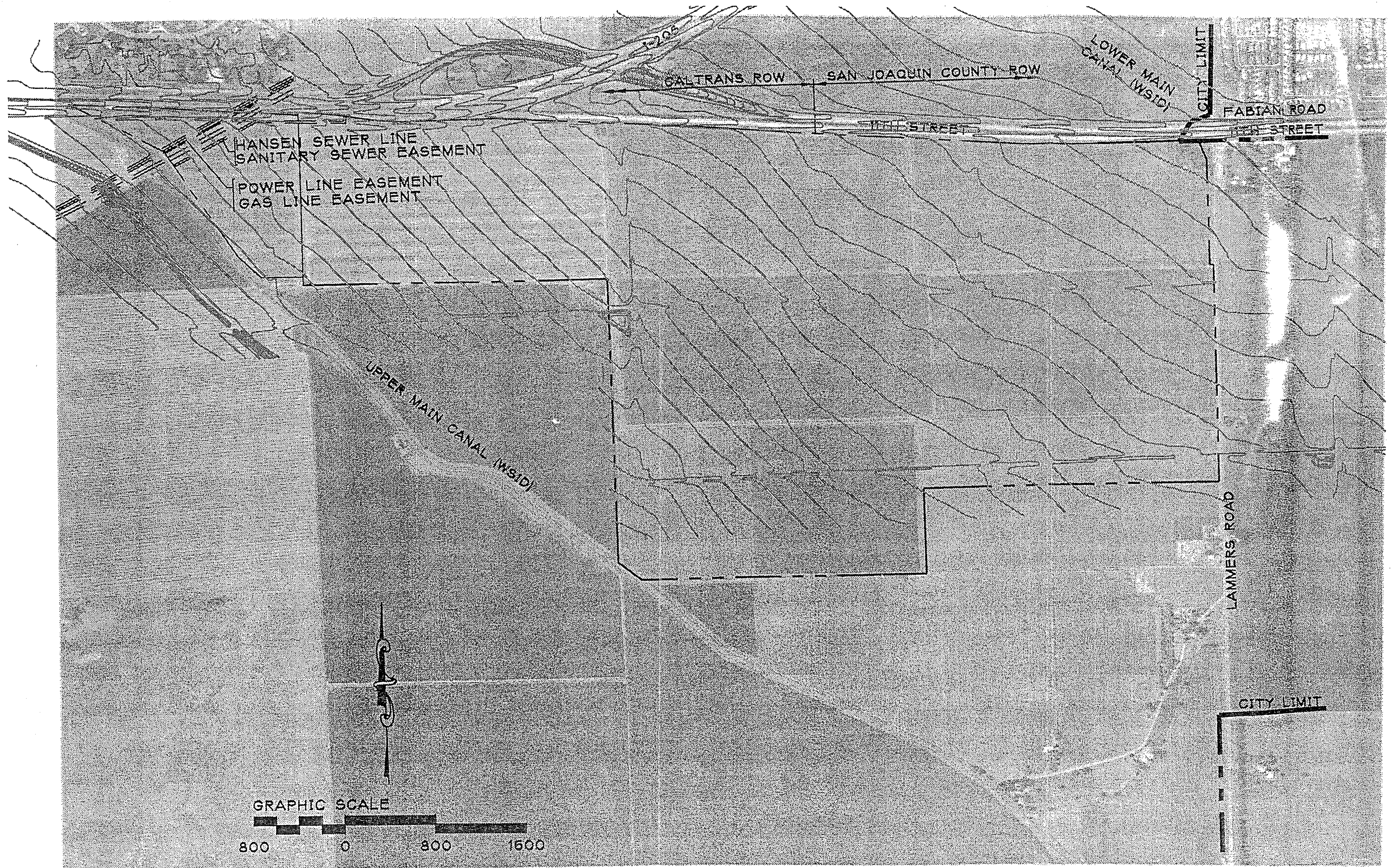
The current use of the project site is primarily agricultural (Figure 3 - Existing Site Conditions) and is occupied by one single-family residence located at the northeast corner of the property, adjacent to the intersection of Lammers Road and 11th Street. The site is designated Prime Farmland by the State Department of Conservation, but is not subject to a Williamson Act contract. A drainage canal, operated by the West Side Irrigation District, abuts the site along the northwesterly and southwesterly property lines. Several irrigation ditches cross the site as well as various easements, including those containing PG&E high-voltage transmission lines, a PG&E gas main and the City of Tracy Hansen Sanitary Sewer Line, which traverse the northwest corner of the site.

The existing surrounding land uses are primarily agricultural directly south, north, east and west of the project site. Residential development exists northwest of the site across I-205, within the jurisdiction of San Joaquin County. The Westgate subdivision is located within the city limits of Tracy northeast of the site, across the intersection of Lammers Road and 11th Street.

1.4 Project Description

The applicant has proposed a Business Park development (Figure 4 - Illustrative Master Plan) in a campus setting that combines Office, Research & Development (R&D) facilities, and retail and commercial uses that are primarily intended to provide goods and services to the Business Park/R&D population, a six-story hotel, and recreational facilities that include a nine-hole, championship-level golf course. A series of storm water management ponds extend throughout the project area that are designed to provide an aesthetic open space site amenity while facilitating the conveyance of storm drainage on and off the site.

The Business Park/R&D component encompasses approximately 335 acres divided into parcels designed to accommodate approximately 5.8 million square feet of floor area. Floor area ratios may vary from lot to lot, but will not exceed a cumulative average of 0.40 overall for the project. In order to define the project as a business center and attract high-end users, the commercial buildings range from two to fifteen stories in height. Building heights are regulated to maintain view corridors throughout the project site, with taller buildings being located at the western end of the project site for increased visibility and presence along the I-205 frontage, and with lower buildings being located along the eastern side of the project site to integrate with existing neighboring residential land uses. Minimum building heights of four stories adjacent to the golf course will allow views to the golf course over treetops, and will allow more of the building site to be utilized for landscaping. Building heights along the I-205/11th Street frontage step down from a maximum of fifteen stories in the northwest portion of the site, to a maximum of twelve stories in the central portion west of the main entry, and no more than eight stories east of the main entry. It is anticipated that Tracy Gateway will become a major employment center, creating more than 20,000 jobs within its Business Park/R&D component, as well as generating sales tax to the City within its commercial component.



Tracy Gateway

Figure 3 - Existing Site Conditions

INTERSTATE 205

11th STREET

LAMMERS ROAD

ILLUSTRATIVE MASTER PLAN

0 50 200 500 1000 FEET



Tracy Gateway
Figure 4 - Illustrative Master Plan

1.5 Project Goals

The goal of the Tracy Gateway project is to create a viable Business Park development that accommodates research & development, advanced technology industries, medical, educational, and office uses, together with support commercial, retail and hotel facilities. The project is intended to meet the following objectives:

- Create a Class A business park for over 20,000 employees.
- Reduce long work commutes to the Bay Area by providing local jobs;
- Incorporate bicycle lanes, walking areas, and shuttle bus services within the business park to encourage the use of alternate modes of transportation;
- Create a true business center with an upscale image allowing mid-rise and high-rise offices only, to maximize land use and landscape areas;
- Establish a true campus environment, minimizing auto impact and maximizing human/natural elements, including areas to interact with the environment;
- Create a central focal point with a 9-hole championship golf course surrounded by mid-rise and high-rise office buildings where citizens and employees can play a round of golf in 2.5 hours and office workers can have views of green landscape areas and water;
- Incorporate over 40 acres of storm water management ponds as amenities to the golf course and business park to function as part of the project's water drainage system;
- Incorporate a multi-level European style urban commercial center creating a sense of place, with restaurants, retail shops, services, hotel, and living areas;
- Create a landmark project.

1.6 Regulatory Context

The project site is currently within the jurisdiction of San Joaquin County and is within the City of Tracy Sphere of Influence as determined by the San Joaquin County Local Agency Formation Commission (LAFCO). The Tracy city limits extend to the northeast corner of Lammers Road and West 11th Street, adjacent to the project boundary. The project site occupies the southwest corner of that intersection.

The site is within the boundaries of the City's North Schulte Community Area, as defined in the City of Tracy's General Plan. The project proposes detaching the Tracy Gateway site from the North Schulte Community Area. The remainder of the North Schulte Community Area may subsequently proceed separately through the process of planning and annexation.

The applicant proposes the concurrent processing of a General Plan Amendment to detach 538 acres from the North Schulte Community Area; amend the Residential Low land use designation of the General Plan to designate the project area as approximately 455 acres of Commercial and 83 acres of Open Space/Golf Course (refer to Figure 6 - Land Use Designations), and annex the project site into the City's corporate limits in advance of the remainder of North Schulte Community Area. The GPA will also add 'Business Park' as an allowed use within that category of land use; amend the Summary Table, and amend the Community Area Statistical Profile: North Schulte as described in Section 2.0 of this document. The project will then be pre-zoned to Planned Unit Development in accordance with a Concept Development Plan (CDP) as described in Title 10, Article 13, of the City of Tracy Municipal Code.

The applicant is requesting that the Tracy City Council approve and adopt an ordinance Pre-zoning the project site to Planned Unit Development (PUD) in accordance with the provisions of Title 10, Article 13 of the City of Tracy Municipal Code (TMC) and Section 65859 of State Planning Law. With the approval of the San Joaquin LAFCO, the City will annex the project site into its corporate boundary. PUD zoning will become effective on the project site at the same time as the annexation.

Title 10, Article 13 of the TMC establishes the PUD zone to allow flexibility and creativity in site planning, and to facilitate Pre-zoning in conjunction with annexation as proposed for Tracy Gateway. The PUD is established through three levels of plan review. The Concept Development Plan (CDP) is intended to briefly describe the nature, size and impact of the proposed uses in the PUD. The Preliminary Development Plan (PDP) describes the intended uses and structures in greater detail, including design standards, development regulations, floor area ratios, public facilities, utilities, and other on- and off-site improvements. The Final Development Plan (FDP) subsequently incorporates all the revisions, changes and modifications required of the project during the PDP process. The CDP, PDP and FDP are subject to review and approval by Planning Commission and City Council. This document is intended to fulfill the requirements of the PUD and the provisions of the CDP. Subsequent Applicant submittal(s) of a PDP/FDP will be required to allow development to proceed.

1.7 Approval Process Overview

Several regulatory and approval steps will be implemented to allow development of the Tracy Gateway project. The project proposes concurrent processing of a General Plan Amendment, pre-zoning, annexation and processing a Concept Development Plan as the first step in the Planned Unit Development process. These steps are discussed in greater detail in this section.

In conjunction with this application the City will prepare environmental document in accordance with the requirements of the California Environmental Quality Act (CEQA) review process. Following staff review, the General Plan Amendment, Concept Development Plan and environmental documentation will be forwarded to Planning Commission for consideration. After its public notice, public hearing and deliberation, the Planning Commission recommendation is forwarded to City Council for review and action. The City Council may approve, deny, modify or remand the application back to Planning Commission for further review. City Council will then consider certification of the environmental documentation with mitigation measures and monitoring plan, adoption of the Concept Development Plan and approval of the pre-zoning and annexation. Conditions of approval will also be part of the consideration.

Section 2 - General Plan Amendment, Zoning, and Regulatory Review

2.1 General Plan Amendment

The City of Tracy adopted its General Plan in July 1993. The General Plan/Urban Management Plan (UMP) is the principal planning document for the City and is designed to direct growth within the Tracy Planning Area (TPA). As a policy document, the General Plan sets forth a wide range of goals, policies and actions intended to guide the type, character and intensity of growth in the Tracy Planning Area. The TPA covers all territory within the boundaries of the City and land outside the boundaries that have been determined to bear a relation to the City's planning effort. The total area of the TPA is approximately 114 square miles, of which approximately 22 square miles are within the city limits. The Sphere of Influence defines the service area that a local government may ultimately serve. Some of the lands included in the TPA and outside the city limits are considered within the City's Sphere of Influence.

The development strategy envisioned by the General Plan controls and directs urban growth along two paths. The first involves the expansion of the existing urbanized areas at the city periphery, expanding and connecting to services in a concentric fashion. The second entails the development of new urban centers in Community Areas outside the City core (Figure 5 - Community Areas Map). These Community Areas represent "defined geographical areas where comprehensive planning can effectively integrate multiple land uses, physical design and vehicle and pedestrian movement, with a nucleus focused around an Urban Center to maintain and foster a small town atmosphere."

The project site is located outside the western limits of the City of Tracy, but is within an unincorporated area in the City's Sphere of Influence. The project site is also within the 1,737 acre North Schulte Community Area that is defined as predominately a residential area with an Urban Center and park uses. The current land use designation of Residential Low allows 3.5 residential units per acre. With this density a maximum of 1,883 residential units could be developed on the 538-acre project site.

The General Plan specifies that the North Schulte Community Area will include an Urban Center. An Urban Center is intended to be an area of higher intensity mixed uses, serving as a focal point for development of the Community Area. The Urban Center for the North Schulte Community Area is to be oriented toward providing services for local residents, rather than creating business park, office, industrial and other major employment generating uses that market to a city-wide or regional scale. For these reasons, it is proposed that the Tracy Gateway project not assume the role of the North Schulte urban center. Rather, the project may provide some of the services and amenities found in urban centers.

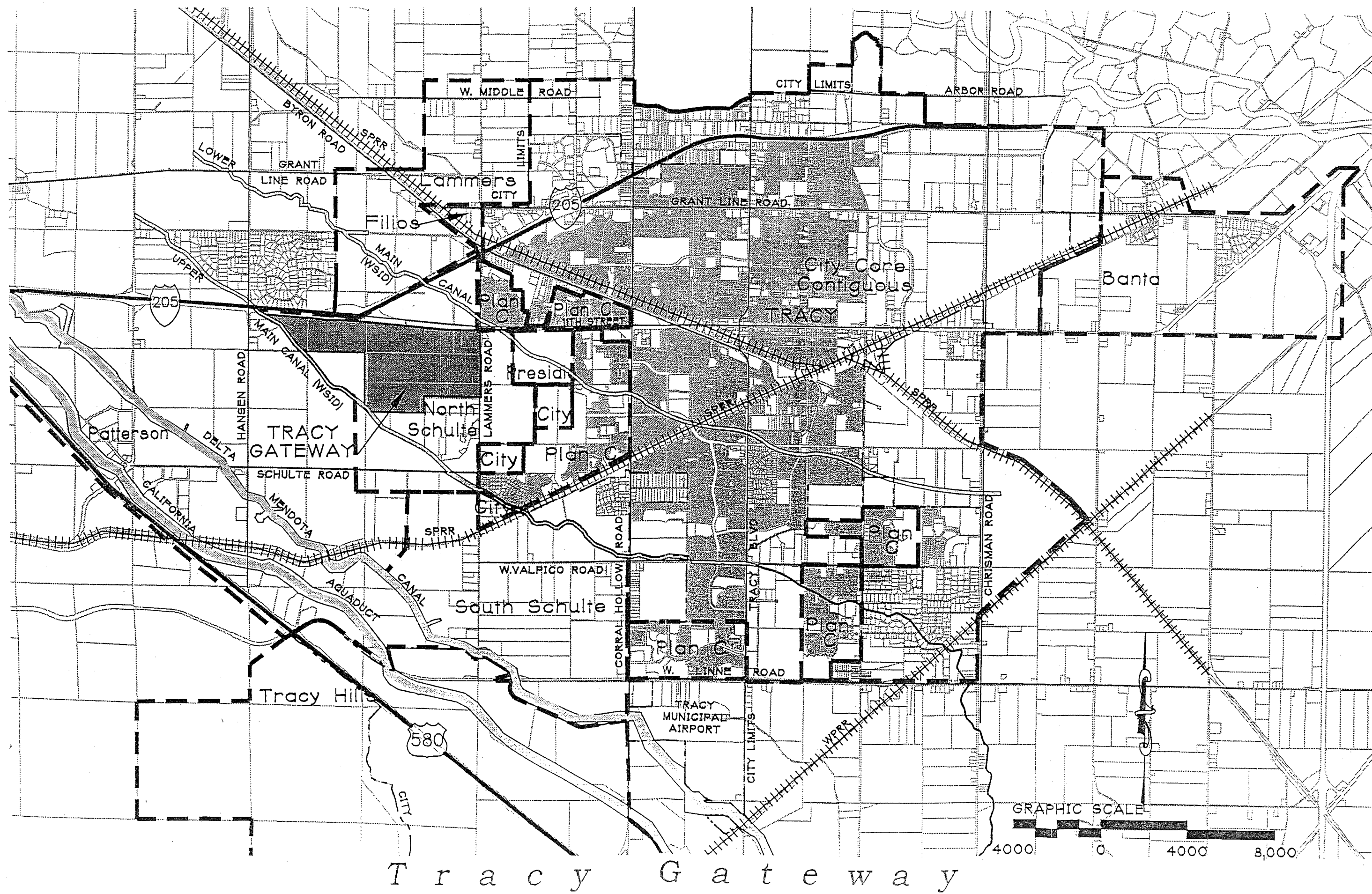


Figure 5 - Community Areas Map

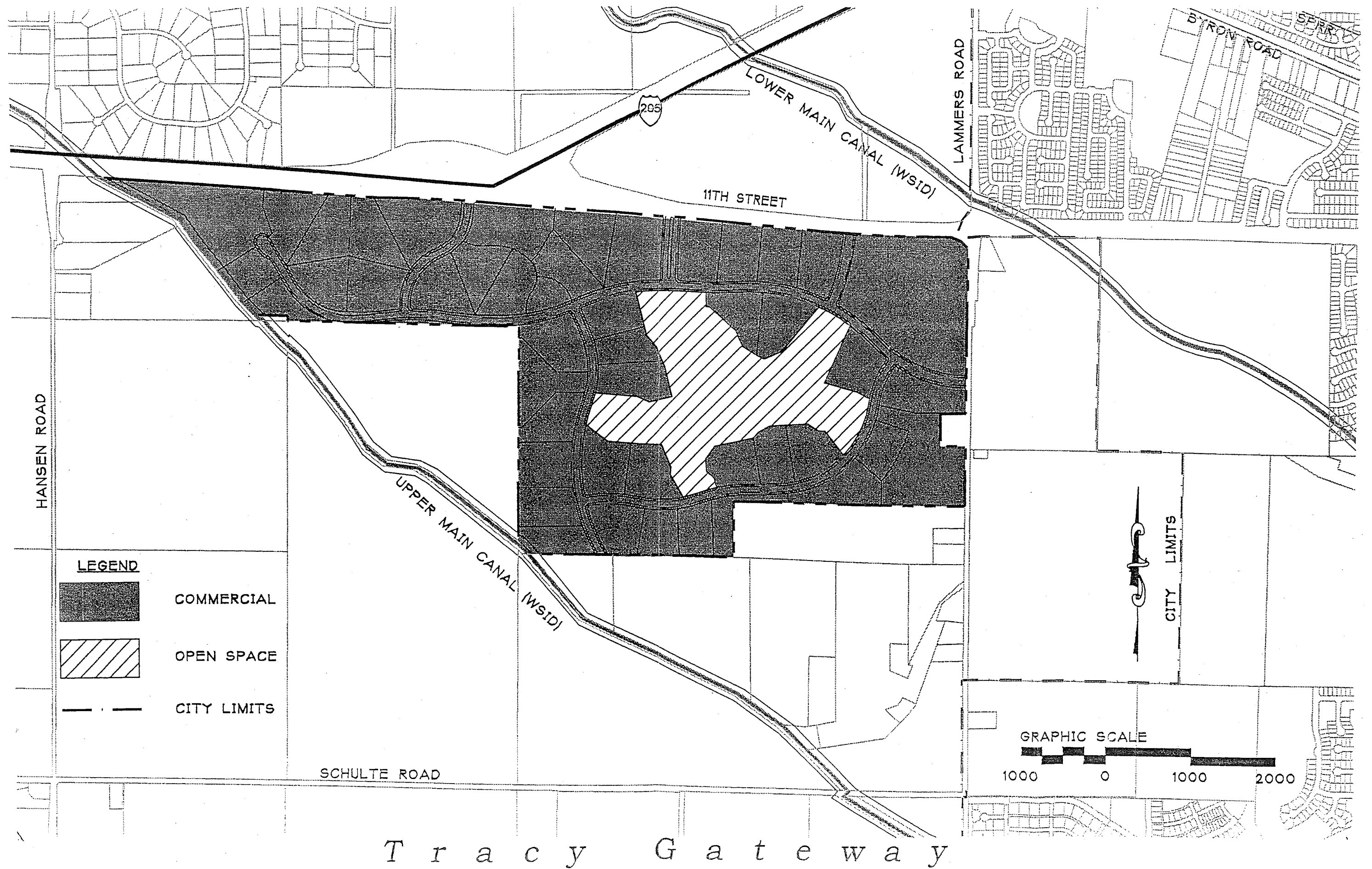


Figure 6 - Land Use Designations

By removing the project from the North Schulte Community Area, the project would no longer be required to prepare a Specific Plan for the entire Community Area prior to its development. In addition to these proposed changes, the General Plan Amendment would add Business Park within the context of allowable commercial uses, and would establish the criteria by which such business parks may be developed.

More specifically, the proposed General Plan Amendment would result in the following changes to the General Plan:

- 1) The allowable uses within a Commercial Land Use Designation (Table 1-3 of the General Plan) would be amended to include the addition of a Business Park, defined as follows:

"Business Park" shall mean a unified development project intended to accommodate primarily office and light industrial uses, including research and development, and activities of a professional, clinical, technological, medical, educational, cultural, governmental and/or institutional nature as the principal uses. Other uses may include limited retail and commercial uses intended to support the principal business park tenants and residents in surrounding neighborhoods. Such ancillary uses may include personal and professional services, consumer services and retail sales of consumer goods, food service, hotel accommodations, -, and recreational facilities. Applications to establish a Business Park designation shall comply with the following criteria:

- a) A Business Park shall be master planned as a single entity.
- b) A Business Park shall be processed as a Planned Unit Development (PUD) in accordance with the provisions of the PUD Zone as established in the Tracy Municipal Code.
- c) A Business Park shall be at least 300 acres (gross) in size, unless the property under consideration is directly adjacent to and is designed as an extension of an existing Business Park.

- 2) The Executive Summary Table (Table ES-1) of the General Plan, entitled "Land Use Summary of the City of Tracy Planning Area" would be amended as follows (refer to Exhibit 1 and Exhibit 2).

- 3) The Land Use Plan of the Tracy General Plan (Exhibit ES-2) and the Community Areas Map (Exhibit 1-1 of General Plan, see Figure 5 - Community Areas Map) of the Land Use Element will be amended to delineate the area south of 11th Street and west of Lammers Road as (C) Commercial, and (O) Open Space/Golf Course shown in the east central part of the site area (Figure 6 - Land Use Designations).

- 4) This document amends the Land Use Element of the Tracy General Plan by removing the Tracy Gateway site from the North Schulte Community Plan area, amending Table 1-2E, entitled "Community Area Statistical Profile: North Schulte," to incorporate the tables as follows (refer to Exhibits 3 and 4).

Exhibit 1

TABLE ES-1 (as adopted 7/19/93)
LAND USE SUMMARY OF THE CITY OF TRACY
PLANNING AREA

Symbol	Land Use	Gross Acres	Adjusted Gross Acres	% Of Total Acres	Dwelling Units	Population
VL	Residential Very Low	3,053	2,656	4.2	5,312	18,592
L	Residential Low	9,916	8,627	13.6	30,193	90,573
M	Residential Medium	2,394	2,083	3.3	16,664	41,660
H	Residential High	398	346	0.5	5,760	11,520
C	Commercial	1,989		2.7		
I	Industrial	6,770		9.3		
PUB	Public Facilities	1,888		2.6		
P	Parks	328		0.5		
O	Open Space	2,306		3.2		
FR/O	<u>Federal Reserve/Open Space</u>	7,000		9.6		
Agg	Aggregate	2,858		3.9		
Ag	Agriculture	33,670		46.3		
Total		72,570	13,712	100%	57,929	162,345

Notes:

1. Adjusted Gross Acres is a more accurate representation of "true" gross acreage for large scale land planning over thousands of acres and is calculated by multiplying by a .87 reduction factor against the gross acreage measured to the centerline of streets, section lines or utility corridors. This factor subtracts out 13% or .13 for major rights-of way, and easements and allows a more accurate calculation of potential population in residential area.

Source: City of Tracy Urban Management Plan/General Plan EIR, July 1993

Exhibit 2

TABLE ES-1 (Proposed Amendment for Tracy Gateway Project)
LAND USE SUMMARY OF THE CITY OF TRACY
PLANNING AREA

Symbol	Land Use	Gross Acres	Adjusted Gross Acres	% Of Total Acres	Dwelling Units	Population
VL	Residential Very Low	3,053	2,656	4.2	5,312	18,592
L	Residential Low	9,378*	8,159	12.9	28,557	85,671
M	Residential Medium	2,394	2,083	3.3	16,664	41,660
H	Residential High	398	346	0.5	5,760	11,520
C	Commercial	2,444*		3.4		
I	Industrial	6,770		9.3		
PUB	Public Facilities	1,888		2.6		
P	Parks	328		0.5		
O	Open Space	2,389*		3.3		
FR/O	<u>Federal Reserve/Open Space</u>	7,000		9.6		
Agg	Aggregate	2,858		3.9		
Ag	Agriculture	33,670		46.3		
Total		72,570	13,244	100%	56,293	157,443

Notes:

- Adjusted Gross Acres is a more accurate representation of "true" gross acreage for large scale land planning over thousands of acres and is calculated by multiplying by a .87 reduction factor against the gross acreage measured to the centerline of streets, section lines or utility corridors. This factor subtracts out 13% or .13 for major rights-of way, and easements and allows a more accurate calculation of potential population in residential area.
- Summary of Changes: Decrease Residential Low by 538 acres; increase Commercial by 455 acres; and increase Open Space by 83 acres.

Source: City of Tracy Urban Management Plan/General Plan EIR, July 1993

Exhibit 3

TABLE 1-2E (as adopted 7/19/93)
COMMUNITY AREA STATISTICAL PROFILE:
NORTH SCHULTE

Symbol	Land Use	Gross Acres	Adjusted Gross Acres	% Of Total Acres	Average Density DU/AC	Dwelling Units	Persons / DU	Population
VL	Residential Very Low	64	56	3.7	2.0	111	3.5	390
L	Residential Low	1,225	1,066	70.5	3.5	3,731	3.0	11,193
M	Residential Medium	250	218	14.4	8.0	1,740	2.5	4,350
H	Residential High	-	-	-	-	-	-	-
C	Commercial	-	-	-	-	-	-	-
I	Industrial	-	-	-	-	-	-	-
PUB	Public Facilities	-	-	-	-	-	-	-
P	Parks	38		2.2				
O	Open Space							
*	<u>Urban Center</u>							
	High Residential	30	26	1.7	18.0	468	2.0	936
	Office	55		3.2				
	Commercial	30		1.7				
	Public Facilities	15		0.9				
	Streets/ROW	30		1.7				
		160		9.2				
Total North Schulte Area		1,737		100		6,050		16,869

Notes:

- Adjusted Gross Acres is a more accurate representation of "true" gross acreage for large scale land planning over thousands of acres and is calculated by multiplying by a .87 reduction factor against the gross acreage measured to the centerline of streets, section lines or utility corridors. This factor subtracts out 13% or .13 for major rights-of way, and easements and allows a more accurate calculation of potential population in residential area.
- The acreages in this table have been adjusted from Table 1-2E of the General Plan to reflect the 1999 Presidio General Plan Amendment.

Source: City of Tracy Urban Management Plan/General Plan EIR, July 1993
 Tracy Gateway EIR, as prepared by EIP Associates.

Exhibit 4

TABLE 1-2E (Proposed Amendment for Tracy Gateway Project)
COMMUNITY AREA STATISTICAL PROFILE:
NORTH SCHULTE

Symbol	Land Use	Gross Acres	Adjusted Gross Acres	% Of Total Acres	Average Density DU/AC	Dwelling Units	Persons / DU	Population
VL	Residential Very Low	64	56	5.3	2.0	111	3.5	390
L	Residential Low	687	598	57.3	3.5	2,093	3.0	6,279
M	Residential Medium	250	218	20.9	8.0	1,740	2.5	4,350
H	Residential High	-	-	-	-	-	-	-
C	Commercial	-						
I	Industrial	-						
PUB	Public Facilities							
P	Parks	38		3.2				
O	Open Space							
*	<u>Urban Center</u>							
	High Residential	30	26	2.5	18.0	468	2.0	936
	Office	55		4.6				
	Commercial	30		2.5				
	Public Facilities	15		1.2				
	Streets/ROW	30		2.5				
		160		13.3				
Total North Schulte Area		1,199		100		4,412		11,955

1. Adjusted Gross Acres is a more accurate representation of "true" gross acreage for large scale land planning over thousands of acres and is calculated by multiplying by a .87 reduction factor against the gross acreage measured to the centerline of streets, section lines or utility corridors. This factor subtracts out 13% or .13 for major rights-of way, and easements and allows a more accurate calculation of potential population in residential area.

2. The acreages in this table have been adjusted from Table 1-2E of the General Plan to reflect the 1999 Presidio General Plan Amendment and the proposed Tracy Gateway General Plan Amendment.

Source: City of Tracy Urban Management Plan/General Plan EIR, July 1993
 Tracy Gateway EIR, as prepared by EIP Associates.

The proposed General Plan Amendment will result in the following changes to the North Schulte Community Area:

- A 31 percent reduction (538 acres) in the land area for the North Schulte Community Area;
- A 31 percent (up to 1,883 residential units) reduction in the number of residential units in the North Schulte Community Area;
- A 26 percent increase (455 acres) in the land area designated for Commercial Uses;
- A 5 percent increase (83 acres) in the land area designated for Open Space uses; and
- A division of the Community Area; the Tracy Gateway project will separate the lands north of 11th Street from the remainder of the North Schulte Community Area.

These modifications to the General Plan provide for a greater mix of land uses in an area that would otherwise remain predominantly residential. The total number of residential dwelling units in the North Schulte Planning Area will be reduced by 29%, which will contribute to the reduction of future residential building permits. The number of residential building permits is already limited by the Growth Management Ordinance (GMO), as amended by Measure A, passed by voters in November 2000.

The Community Area represents defined geographical areas where comprehensive planning can effectively integrate multiple land uses, physical design, and vehicle and pedestrian movement and infrastructure planning. The removal of 538 acres from the North Schulte Community Area would result in the physical separation of lands in the Community Area that are north of 11th Street and the remaining lands in the Community Area that are south and east of the proposed project. However, the project is not expected to undermine the integrity of the North Schulte Community Area or the ability of the City to comprehensively plan for future development.

According to the General Plan, "the Community Areas, due to their physical separation from the existing community, require a comprehensive infrastructure plan, including water facilities, sewer treatment, conveyance and disposal facilities, storm drainage facilities, arterial street linkage... and other public facilities as required to meet City standards." Comprehensive infrastructure planning for the Tracy Gateway project site has been addressed through a series of technical studies prepared in conjunction with the environmental review. These studies address issues of water supply and distribution, wastewater conveyance and treatment, storm drainage, and transportation/circulation for the surrounding area, of which the North Schulte Community Area is a part.

The City has historically supported the removal of lands from Community Areas when the removal complies with the General Plan land use goals and policies and the removal does not preclude the development of the remainder of the Community Area, either as a Community Area, a specific plan, or other development mechanism. A recent example of such a removal is the Presidio project located approximately one half-mile east of the Tracy Gateway project.

The removal of the land from the Community Area and the subsequent development of the project site with commercial and open space uses does not preclude the remaining lands in the North Schulte Community Area from developing according to their current land use designations. The remainder of the Community Area north of 11th Street is designated Residential Medium (average density of 8 dwelling units per acre), while the remainder of the Community Areas south of the proposed project site is designated for Residential Low (average density of 3.5 dwelling units per acre) and Residential Very Low (average density of 2 dwelling units per acres).

At this time, the Tracy Gateway project would not be considered as the Urban Center for the North Schulte Community Area, although this would not preclude the future development of the northeastern portion of the project site, at the southwest corner of 11th Street and Lammers Road, from being

developed in such a manner. In addition, development of the Tracy Gateway project would not preclude the development of an Urban Center in the remaining portions of the North Schulte Community Area.

The proposed project will also revise a residential land use designation to an open space designation on approximately 83 acres of the project site (Figure 6 - Land Use Designations). It is anticipated that the open space would be developed with a golf course and lighted driving range, storm water management ponds, walking paths, bike trails and landscaped areas. All of these uses are allowed in the Open Space/Golf Course land use designation and, therefore, the proposed open space designation would be consistent with the City's General Plan.

The proximity of Tracy Gateway to the North Schulte Community Area will facilitate the balance between jobs and housing by providing 455 acres on which new opportunities for employment generating uses adjacent to developing residential neighborhoods will be developed. In addition to the revenues generated to the benefit of the city, the addition of local jobs will help reduce the number of commuters traveling between Tracy and the Bay Area to work, thereby reducing vehicle trips, along with the associated congestion and emissions. It is also envisioned that this General Plan Amendment and development of the Tracy Gateway project will be a catalyst for other projects in the North Schulte Community Area.

While the proposed General Plan Amendment associated with the Tracy Gateway project will modify the existing land uses for the project site, as identified in the General Plan, the General Plan Amendment proposed by Tracy Gateway is supported by many of the Goals, Policies and Actions detailed in the General Plan. A comprehensive summary of these Goals, Policies and Actions is provided in Appendix A of this document.

2.2 Annexation

The Tracy Gateway project is currently under San Joaquin County jurisdiction and adjacent to the Tracy city limits. As part of the development process the project proposes annexation to the City of Tracy. Annexation is the process whereby land held under one jurisdiction's control is relinquished to another through a formal planning process. The Cortese-Knox-Hertzberg Local Government Reorganization Act (2000) is the framework within which proposed city annexations are considered. The Act establishes a Local Agency Formation Commission (LAFCO) in each county, empowering it to review, approve or deny proposals for boundary changes and incorporations for cities, counties and special districts. The Act mandates specific factors that LAFCO must address when considering annexation proposals. LAFCO, in turn, establishes the ground rules by which the affected city will process the annexation.

The proposed annexation action includes the 538-acre project site (Figure 7 - Project Annexation) and the road right of way of Eleventh Street and Lammers fronting the project site. City public services will include law enforcement, fire, road maintenance, water service, sanitary sewer service and storm drain and other similar services.

LAFCO will review the annexation for conformance with the City's General Plan and adopt findings for each of the criteria and indicate whether the annexation conforms to State and San Joaquin County LAFCO policies.

The environmental documentation for the project will address the impact of annexation to the City and the City's ability to provide services to the annexed area.

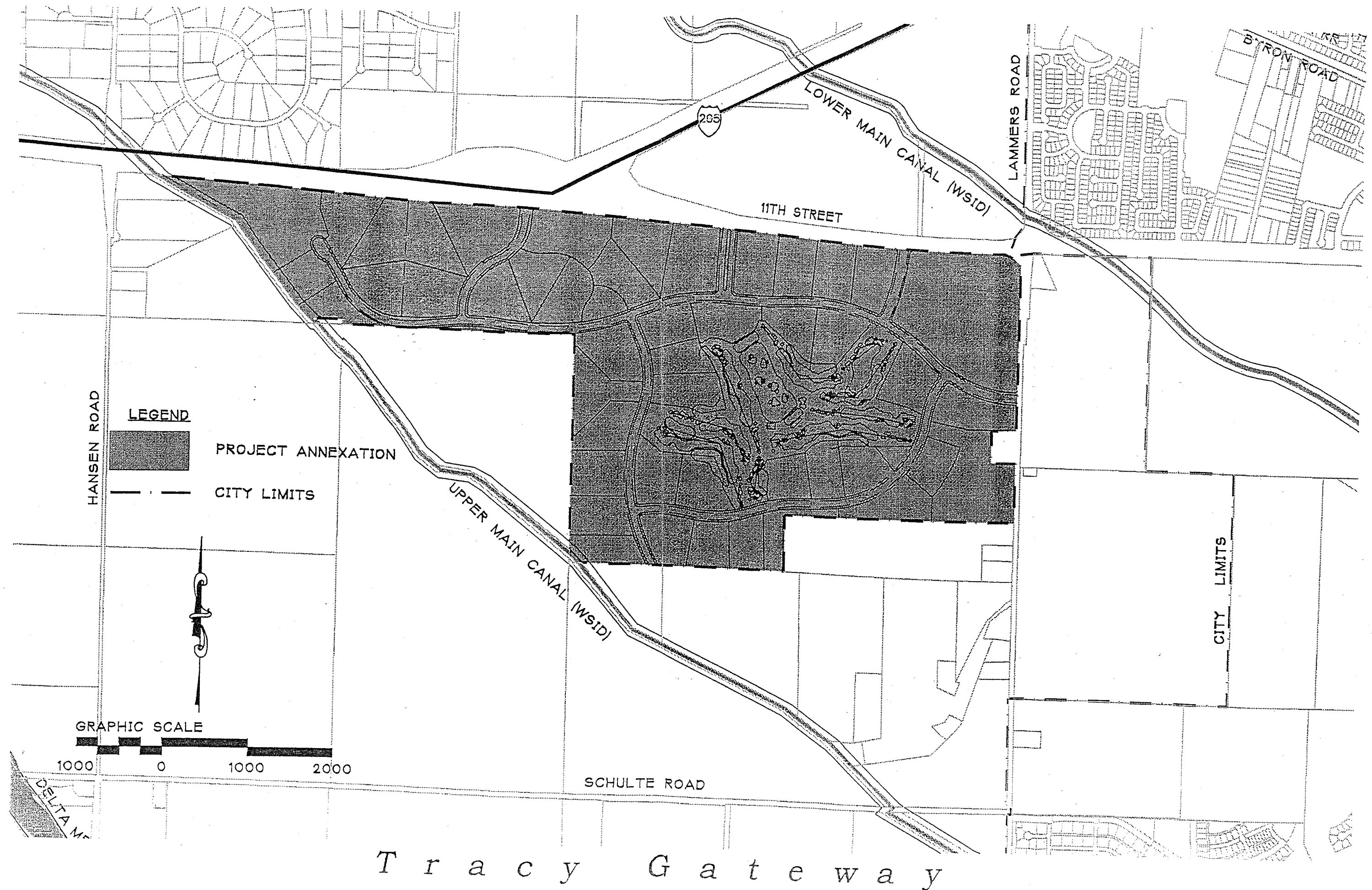


Figure 7 - Project Annexation

2.3 Zoning Change to Planned Unit Development

This document proposes a Pre-Zone for the project area to establish it as Planned Unit Development (PUD) as provided in the Tracy Municipal Code. The PUD Zone is intended to provide flexibility and creativity in site planning, and is useful when pre-zoning is processed in conjunction with a request for annexation. These concurrent procedures are described below.

2.4 Concept Development Plan

This document is intended to satisfy the requirements of the Concept Development Plan as defined in Title 10, Article 13, Planned Unit Development of the City of Tracy Municipal Code. The Concept Development Plan is the first step in the Planned Unit Development process and will establish the framework for which future Preliminary Development Plan (PDP) and Final Development Plan (FDP) submittals will be processed.

This CDP document is intended to guide overall development of the project site and specifically addresses land use, development standards and guidelines, and construction phasing. This document also defines the areas of common use (not necessarily held in common) that are most prominent and visible from the public side of the project. Such elements include perimeter roadways and interstate corridors, interior roadways, walkways, bike paths, and the golf course. The CDP establishes building envelopes upon each parcel to be developed, either individually or in multiple combinations. The CDP intends to provide the flexibility to allow parcels to be combined or modified as necessary to accommodate innovative architectural design and implementation.

2.5 Preliminary/Final Development Plan

Following the completion of the annexation process through LAFCO, Preliminary Development Plans (PDP) shall be submitted for processing through the City of Tracy. The PDP shall incorporate any modifications that may have occurred during the review and approval of this CDP, and shall be required to conform to Title 10, Article 13, Planned Unit Development Zone of the Tracy Municipal Code and the General Plan. Tentative Maps, or series of maps, may be processed concurrently with the Preliminary Development Plan. While this is not a requirement by City Code, the process affords the opportunity for Tentative Maps, as regulated by the provisions of the Subdivision Map Act and the Tracy Municipal Code, to be processed along with Preliminary Development Plans submitted for each planning area, or groups of planning areas, established in the CDP.

In accordance with the provisions of Article 13, Title 10 Planned Unit Development Zone regulations, a Final Development Plan shall be submitted to the Department of Development and Engineering Services for review. The FDP shall incorporate all changes, revisions and modifications required during the PDP process and as established in the adopting ordinance. Consistent with current Development and Engineering Services Department practice, the PDP and FDP may be submitted and processed concurrently. The FDP shall be reviewed for approval by the Planning Commission and City Council to ensure its acceptability, and may be considered concurrently with the PDP. Minor amendments to a Preliminary or final Development Plan may be permitted upon approval of the Development and engineering Services Director.

Section 3 - Concept Development Plan Narrative

3.1 Project Overview

Tracy Gateway is a mixed-use business park designed around active and passive open space elements to create a campus-like setting (refer to Figure 4 - Illustrative Master Plan). The planning and architectural concepts are intended to create and maintain an environment which emphasizes pedestrian oriented public space for human interaction, centralized and open green spaces, well defined natural borders, with a clear sense of direction to ease navigation for pedestrians and motorists alike. Upon its completion, Tracy Gateway will provide a quality environment with a strong sense of identity, a strong sense of place, a clear sense of orientation, and a visually cohesive and unified community, built at a scale to integrate appropriately with its natural surroundings.

Developed around a goal to create a high-quality working environment that will attract employers and employees to the City of Tracy and the San Joaquin Valley, Tracy Gateway will include approximately six million square feet of Office/Research and Development facilities. A nine-hole championship caliber golf course is centrally located within the site and serves as the main project amenity. A commercial urban core is located on the east side of the site, and is intended to provide convenient retail and support services to. All elements of the plan are interconnected by a simple and easy to navigate parkway street system.

Tracy Gateway is intended to provide a quality environment for not only the working population within the project, but for the residents of the City of Tracy as well. Open Space is the primary unifying design element, around which buildings are clustered and oriented to take advantage of the scenic qualities of water features, landscaped commons and golf course amenities. The circulation system throughout the development emphasizes pedestrian access and minimizes the importance of the automobile. Roadways, parking and loading, and maintenance areas are softened through parkway landscaping and screening. Discrete building location helps reduce the presence of vehicular traffic within the boundaries of the project. Other considerations include:

- Commercial centers are strategically located around the project to provide facilities and services that are easily accessible. Services may include an informational directory, childcare, banking, dry-cleaners, restaurants, and an urban center that includes restaurants, retail stores, hotels, entertainment, and a healthcare and fitness center.
- The western portion of the site is highly visible from both westbound and eastbound travel lanes of I-205. Taller buildings within the project will be visible from the Altamont Pass, and will become a major landmark and identifying feature for the City of Tracy.
- Buildings located adjacent to parkways will be clustered around shared access forecourts. This arrangement creates a neighborhood gathering space where human scale, needs, interaction and safety are the primary design concerns. To minimize the presence of vehicles at the main building entrances, employee parking and service vehicle access will be located behind the buildings. Mid-rise and high-rise buildings and parking structures are encouraged to preserve the land and maximize landscape areas.
- Clear orientation is critical to establish a sense of place and foster a sense of security. To reinforce these perceptions, each major parkway has been designed to establish a unique identity and recognizable character through the use of distinctive landscape materials.
- A comprehensive landscape concept will emphasize open space view corridors, provide cohesion between planning areas, enhance site orientation, and define views to buildings, plazas, roads

and other public spaces. Landscape guidelines will also establish buffering and screening requirements for parking areas and between individual development parcels.

- The open space focal point of Tracy Gateway is the nine-hole championship caliber golf course located in the center of the site. The golf course offers both an active recreation, and a passive visual amenity that enhances the experience of golfers, employees and visitors.
- Water is an integral design element utilized throughout the project, providing both aesthetic beauty and utility. The golf course includes storm water management ponds designed to challenge the golfers' skills as water hazards, while other ponds located throughout the project serve to create beauty and enhance the overall aesthetic quality of the project. All ponds will be deep enough to avoid algae problems and are designed to facilitate site storm water management.

3.2 Land Use Plan

Tracy Gateway contains five distinct planning areas, consisting of: (1) Office/Research and Development, (2) Golf Frontage, (3) Lammers Road Office, (4) Commercial, and (5) Open Space/Golf Course (see Figure 8 - Land Use Areas). A summary of Land Use areas and acreage devoted to each area is provided in Table 1. The acreage indicated in the following table is based on a conceptual layout and is subject to modification.

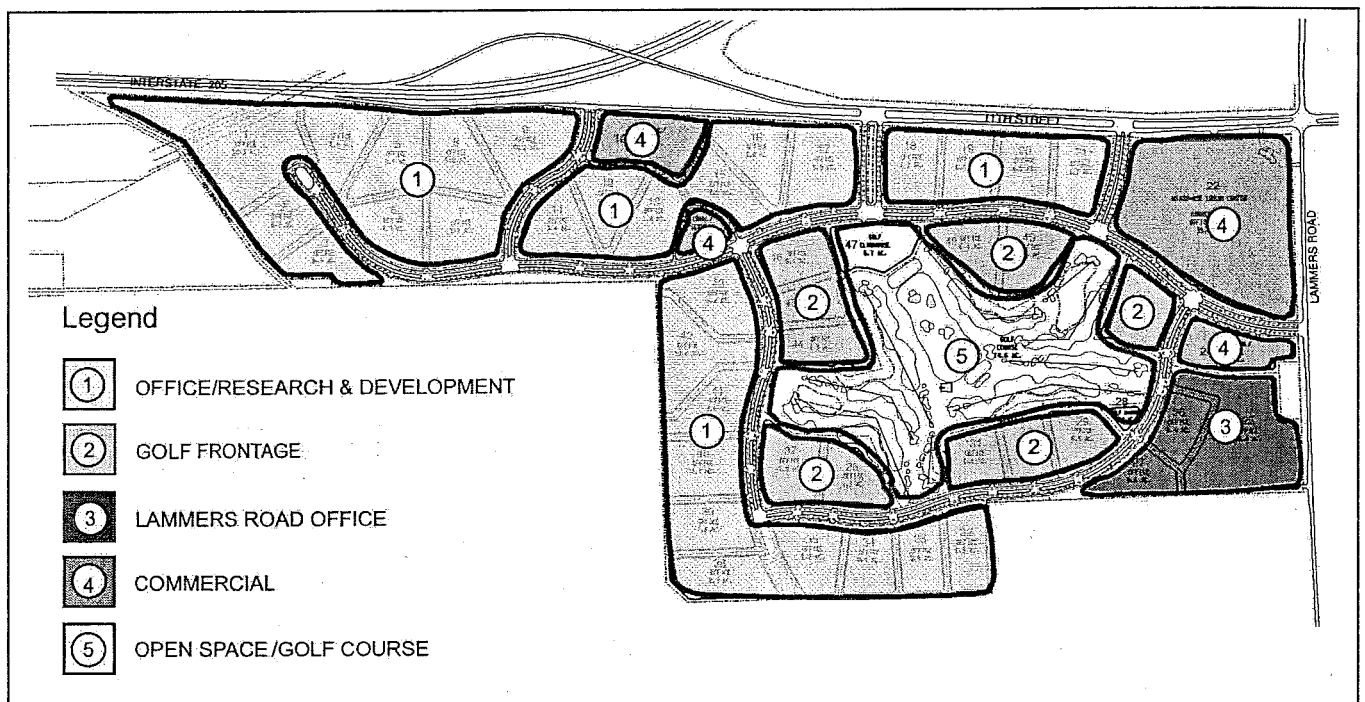


Figure 8 - Land Use Areas

Table 1: SUMMARY OF LAND USE BY ACREAGE

<u>GROSS AREA SUMMARY</u>	<u>APPROXIMATE ACREAGE</u>
Gross Parcel Area	538
Less Public Road/Parkway Right of Way	60
TOTAL NET ACREAGE	478

<u>LAND USE BY AREA</u>	<u>NET USABLE ACREAGE</u>
(1) Office/Research and Development	233
(2) Golf Frontage	73
(3) Lammers Road Office	30
(4) Commercial	59
(5) Open Space/Golf Course	83
TOTAL NET USABLE ACREAGE	478*

Areas shown are approximate and may be modified as the conceptual layout is refined, and through the PDP/FDP process.

(* Includes storm water management pond areas within Areas 1-5)

3.3 Circulation Plan

Two major thoroughfares provide vehicular access to Tracy Gateway (refer to Figure 4 - Illustrative Master Plan). Eleventh Street is the primary western entry into the City of Tracy. Eleventh Street currently exists as a four-lane arterial street within a 110-foot wide right-of-way. The City's Roadway Master Plan (RMP) designates 11th Street as a six-lane, divided Expressway from I-205 east to Corral Hollow Road, within a 140-foot wide right-of-way. Eastbound lanes serve as the eastbound I-205 off-ramp to 11th Street into the City. Caltrans maintains a no-access easement along this roadway for a distance of approximately 3,300 feet east of the northwest corner of the project site. The westbound lanes are grade separated at approximately this point and cross over the freeway and transition into the westbound on-ramp to the Interstate.

Lammers Road adjoins the east boundary of the project site. Lammers Road currently exists as a two-lane, undivided roadway that extends from Grant Line Road north of the site to the Southern Pacific Railroad line south of Schulte Road. The City's RMP also designates this road as a six-lane divided Expressway that will ultimately connect I-205 and I-580.

Interior circulation will be accommodated by a parkway system consisting of three main road segments: a central east-west oriented parkway that extends from Lammers Road; a north-south oriented parkway that intersects with the central parkway in the center of the project area; and, a southerly parkway loop that intersects the central parkway near Lammers Road and connects with the north-south parkway near the southern property boundary. The east-west parkway will be accessed by three short entrances, which connect to 11th Street.

3.3.1 Public Roadway Improvements

Both 11th Street and Lammers Road will be improved to six lanes and center median within a 140-foot wide right-of-way. Beyond the edge of the right-of-way, a 20-foot wide (minimum) landscaped buffer will be maintained on the project site. A 10-foot wide public utility easement to accommodate underground gas, electric, cable TV and telephone lines will be provided outside the right-of-way in the landscape buffer area.

The RMP identifies roadway improvements required to support long-term City growth envisioned in the General Plan. As part of the environmental documentation for the project, a traffic report has been

prepared that addresses impacts to the RMP and additional public roadway improvements required by implementation of the project. Public roadway improvements attributable to the project may include:

- Widen 11th Street from four to six lanes between Lammers Road and Lincoln Avenue.
- Provide grade separation at the intersection of 11th Street and Lammers Road, or other roadway network improvements to maintain the appropriate level of service at that intersection.
- Construct a second southbound left turn lane from Lammers Road onto Valpico Road.
- Provide right of way to allow for two left turn lanes into the project at the main project entrance on 11th Street and the signalized project entrance on Lammers Road.

Actual improvements required to mitigate project traffic impacts, along with timing of mitigation measures, will be defined in the project environmental documentation, subsequent development review applications, and in project conditions of approval.

3.3.2 Project Entries

Tracy Gateway proposes four points of entry into the site from 11th Street (Figure 9 - Project Entries). Construction of all project entries will coincide with project phasing. The 11th Street West entry will provide four lanes of traffic within a 122-foot right-of-way, divided by a 20-foot wide landscaped median and include 24-foot wide landscaped pedestrian/bikeway areas on either side. This entry will require widening of the Caltrans right-of-way to accommodate an acceleration/deceleration lane into and out of the project and Caltrans approval to breach the existing no-access easement in this location.

The two center entries will be six-lanes divided by landscaped medians. Both of these entries will require the widening of the 11th Street right-of-way and median breaks provided to accommodate access into and out of the project. The 11th Street Main entry will consist of enhanced pavement, signage, monuments and landscaping to signify this as the main project entrance (details will be provided in PDP/FDP). This right-of-way for this entry will be 206 feet wide, with six lanes of traffic separated by an 80-foot wide median that will include a dramatic 60-foot wide water feature and landscaping. The 11th Street East entry will be a 146-foot wide right-of-way, including six traffic lanes, a 20-foot wide landscaped median, and 24-foot wide landscaped pedestrian/bikeway corridors located at the outermost edges of the roadway.

The 11th Street Commercial entry will be a minor point of access into the commercial parcel located at the southwest quadrant of the intersection of 11th Street and Lammers Road. This entry will be two lanes, providing right turn in/right turn out movements only. Access will be to/from the eastbound side of 11th Street with no median break.

Two points of access are proposed into the project from Lammers Road. The Lammers Road North entry will be a 146-foot wide right-of-way, including six traffic lanes, a 20-foot wide landscaped median, and 24-foot wide landscaped pedestrian/bikeway corridors located at the outermost edges of the roadway. A median break will be provided on Lammers Road to accommodate access into and out of the project.

The Lammers Road South entry is located at the southeast corner of the project site and will provide two lanes of traffic within a 50-foot wide common driveway easement. This entry will be designed to accommodate right turn in/right turn out movements only to the southbound side of Lammers Road.

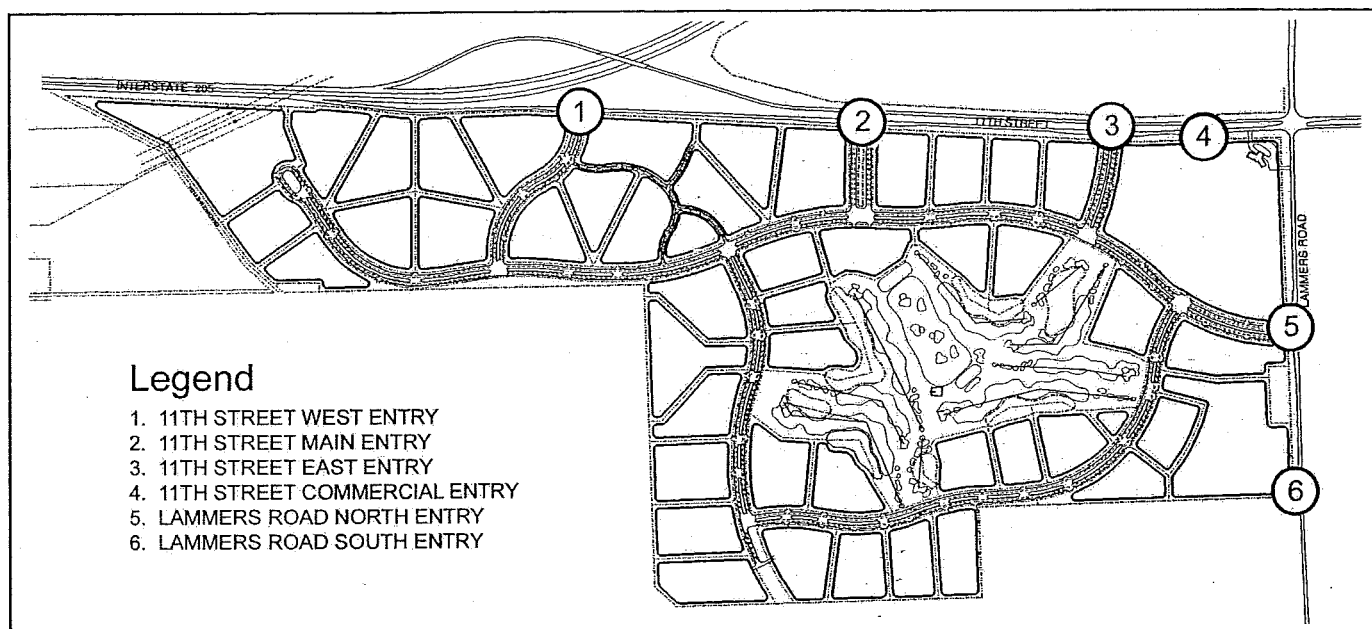


Figure 9 - Project Entries

3.3.3 Interior Circulation

The internal parkway system consists of three main road segments. All three of the roads will be 122-foot right-of-way, including four traffic lanes divided by a 20-foot wide landscaped median, and will include 24-foot wide pedestrian/bikeway areas on either side. The parkway system will include a 6 foot landscaped area adjacent to the street, separating the Class I bikeway from the vehicular travel lanes. A 5-foot wide sidewalk will be located at the outer most edge of the right of way, separated from the bikeway by a 3-foot wide landscape strip. Except for the commercial parcel at the intersection of 11th Street and Lammers Road and the parcel located at the southeast corner of the project site, access to/from individual parcels within Tracy Gateway will be limited to these interior roadways only. Final locations of access points to individual parcels within the project will be determined in the PDP/FDP. No other access will be allowed to the adjoining major public streets.

3.3.4 Bicycle and Pedestrian Circulation

Tracy Gateway incorporates an extensive network of bike lanes, pedestrian trails and sidewalks (Figure 10 - Bike Lane and Pedestrian Network) linking together all areas of the project. Bike lanes and sidewalks shall be required on all major perimeter streets and interior parkway corridors within the project area as illustrated in Figure 10. Refer to Landscaping Section (Sections 4.7.2 and 4.7.3) and Figure 16-Common Driveway Easements for location of bike lanes within roadway cross-sections.

- 3.3.4.1 **Bike Lanes:** Class I Bike Lanes will be provided by the Master Developer along both sides of all parkways, and along one side of common driveway easements in the project at a time consistent with project phasing and roadway construction. Bike Lanes will be 10 feet wide along parkways, and 10 feet wide along common driveway easements, and configured and striped for two-directional bicycle traffic. Bike Lanes will be separated from vehicular and pedestrian traffic by means of a vegetative barrier (Figure 11 - Typical Sidewalk and Bike Lane).

The bike lane system provided on the Tracy Gateway site will meet or exceed standards identified in the City's Bikeway Master Plan. The system will link to and extend future extensions of the Bikeway Master Plan. On the interior of the project, all bike lanes are separated from both vehicular traffic and pedestrian traffic areas along the primary

parkway corridors. These bike lanes are also tied to a meandering pedestrian trail system that is provided around the perimeter of the golf course, away from the parkway corridors.

3.3.4.2 Sidewalks: Sidewalks along both sides of all parkways and will be sized to allow for two people to pass one another comfortably. Sidewalks will be separated from vehicular and bicycle traffic by means of a vegetative barrier. Sidewalks will be a minimum of five (5) feet in width on parkways and a minimum of five (5) feet in width on common driveway easements, and located along the outside edge of the right of way (Figure 11 - Typical Sidewalk and Bike Lane, Figure 16 - Common Driveway Easement). Other sidewalks located within the individual parcels will be the responsibility of the individual parcel owner/developer.

3.3.4.3 Pedestrian Trail Easement: A six-foot wide Pedestrian Trail Easement (Figure 12 - Pedestrian Trail Easement) is located within the 20-foot wide landscape buffer along the side and rear property lines of golf course frontage parcels and circles the perimeter of the golf course. Construction of the pedestrian trail will be the responsibility of the Master Developer. Timing of construction will coincide with the construction of the golf course.

Individual parcel owners/developers may, at their expense, alter the location of the pedestrian trail to accommodate other pedestrian spaces, including patios and decks, outdoor dining areas, and other similar uses, provided the trail connection to adjacent parcels is maintained. The parcel owner may locate retaining walls, trees, shrubs, overhead trellises and/or shade structures, water features etc. adjacent to the trail. Any trees or landscape elements previously placed in the landscape buffer by the Master Developer shall be incorporated into the design, transplanted or replaced at the expense of the parcel owner.

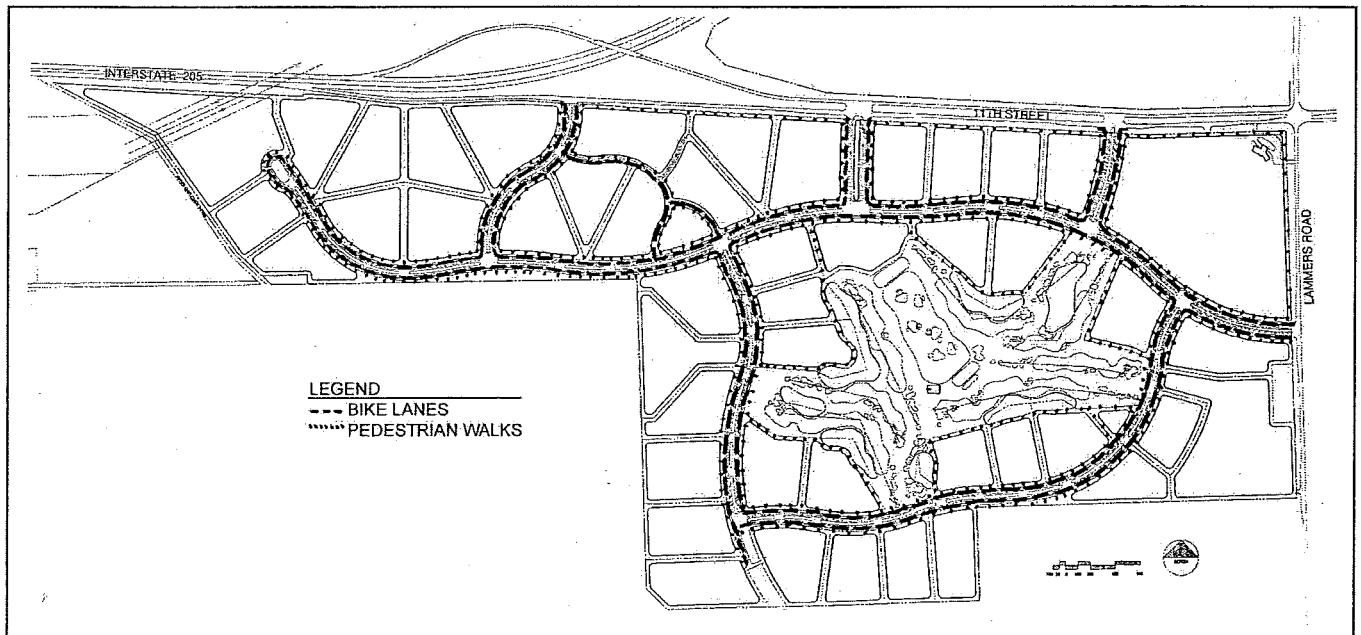


Figure 10 - Bike Lane and Pedestrian Network

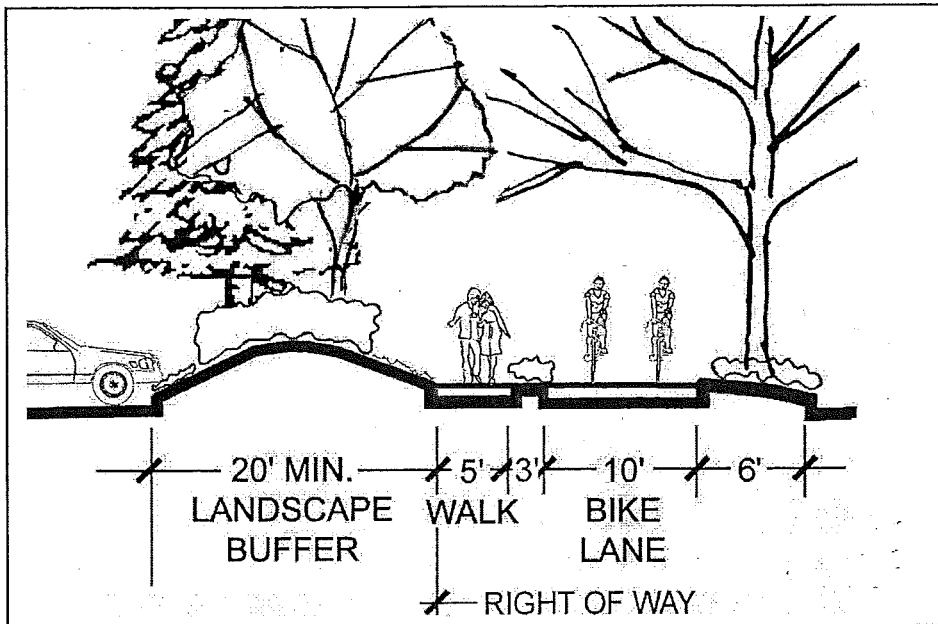


Figure 11 - Typical Sidewalk and Bike Lane

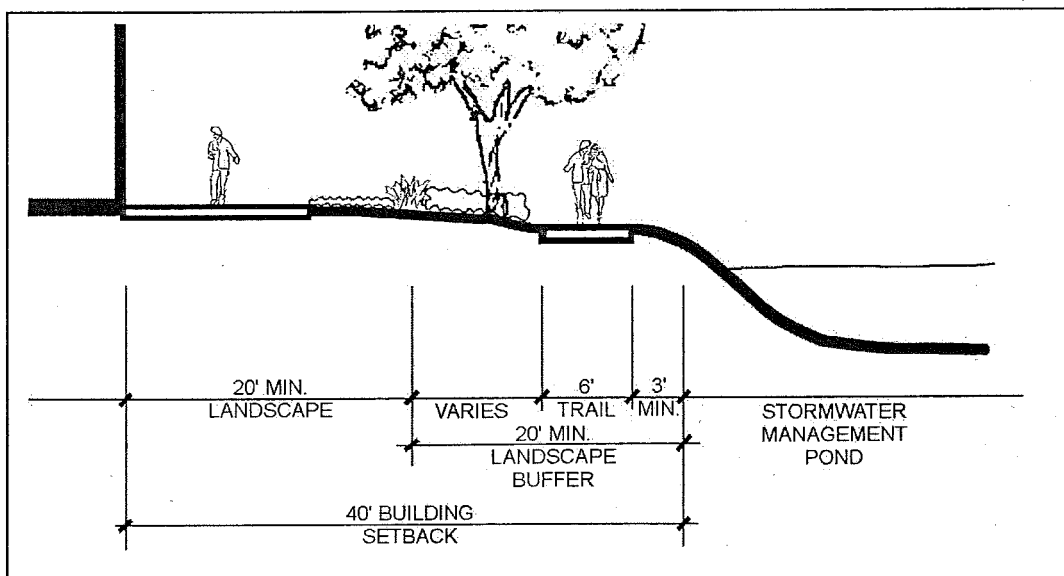


Figure 12 - Pedestrian Trail Easement

3.3.5 Transit Stops

In order to encourage use of alternative modes of transportation within Tracy Gateway, Transit Stops (Figure 13 - Typical Transit Stop Section & Figure 14 - Typical Transit Stop Plan) will be provided by the Master Developer in various locations along each of the project Parkways consistent with project phasing and parkway construction. As indicated in Figure 13 and Figure 14, Transit Stops will be located within the Parkway right-of-way, in close proximity to the Shared Forecourt at each Neighborhood Cluster. Additional Transit Stops will be provided near the golf course clubhouse, and at the various commercial parcels located throughout the project.

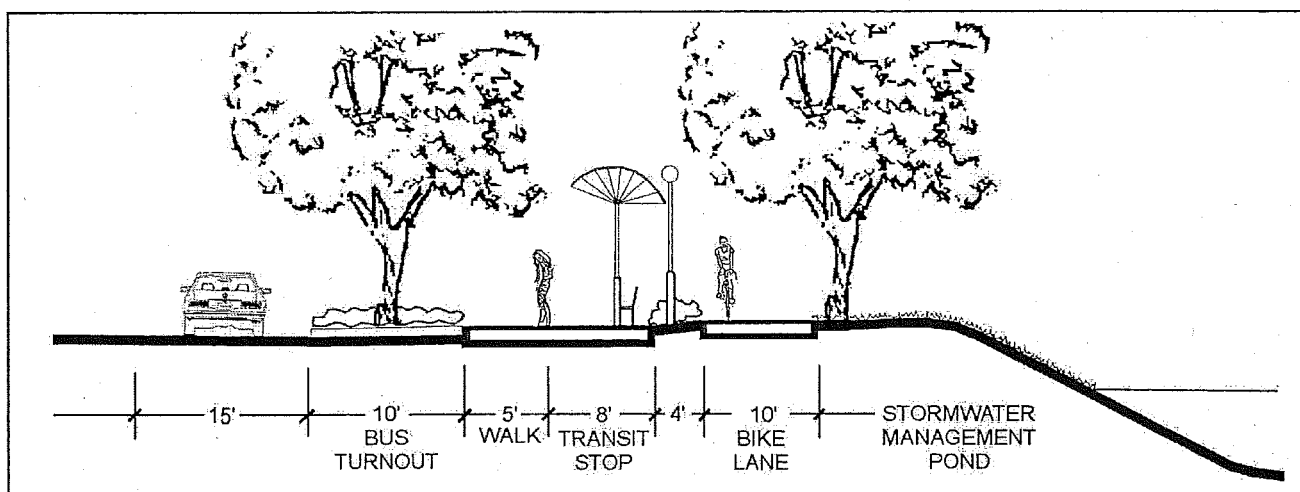


Figure 13 - Typical Transit Stop Section

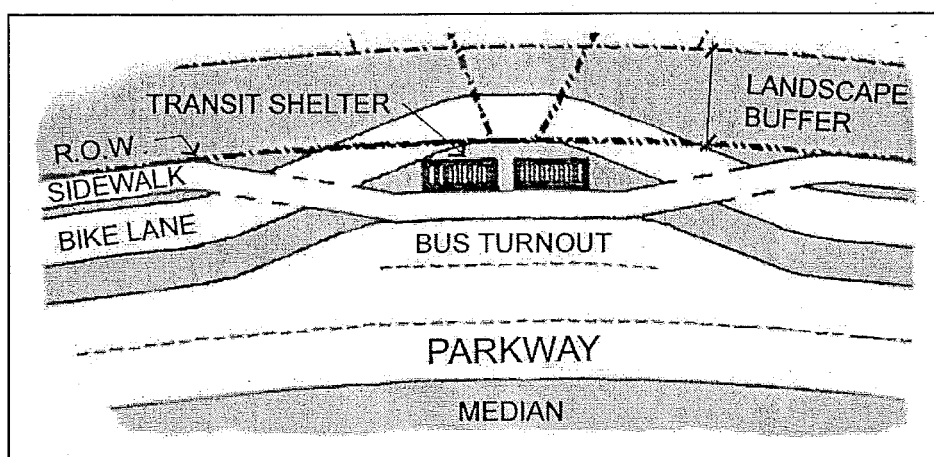


Figure 14 - Typical Transit Stop Plan

3.4 Landscaping Plan

The planning concept for the landscape treatment for Tracy Gateway is to maximize the use of landscape elements such as street tree planting to create a consistent and harmonious image to the entire development. These elements include a unified streetscape with consistent street tree and under story planting for each landscape area, screening and buffer planting in view and wind sensitive areas, use of a consistent plant palette per parkway. Additionally, a unified system of site and street furnishings will be identified in the PDP/FDP submittals.

All entry roads and parkways are designed to be scenic. On these roadways, a strong landscape character is emphasized. The plant palette will vary from parkway to parkway to allow each parkway to develop a character and identity of its own, and to provide for clear orientation throughout the project. Common under story plantings should be utilized within the parkway right-of-ways and individual parcel buffer landscape areas to unite the parkways and provide harmony within the development.

Tracy Gateway builds on these qualities by placing emphasis on natural elements through the following objectives, which will be evaluated with each subsequent PDP/FDP submittal:

- Use landscape and essential qualities of nature (water, trees, shrubs, grasses, stones, sunshine and fresh air) to create a high quality environment and provide a strong identity for the Tracy Gateway project.

- Use landscape to create a street hierarchy and define the identity of grand entrances and project roadways.
- Utilize trees and landscaped open spaces to connect neighborhoods and buildings, create buffers between buildings, separate buildings and roadways, screen parking and service areas, provide open view corridors, shade cars from the heat of the sun, protect pedestrians from wind, shade and cool buildings in the summer, allow sun energy to warm buildings in the winter, open or close spaces, soften transitions, generate a sense of place and orientation, and to create a relaxing and cool environment throughout the site.
- Utilize storm water management ponds on site to provide a unique integration between waterscape and landscape. Water is a strong landscape theme. The project will provide storm water management ponds, fountains, streams and other water features along major roadways site entrances and other areas throughout the project.
- Provide visual and physical accessibility to the surrounding countryside and open spaces through planning and planting efforts that create open view corridors to the countryside and the mountains. These view corridors, along with the open space areas, will have the effect of extending elements of the existing natural landscape into the Tracy Gateway project. This will help establish a strong community identity and will provide a major open space system that benefits the project and the City of Tracy.

3.5 Architectural Plan

The architectural concept for Tracy Gateway was conceived to create a quality environment with the goal of consistently applying the project's overall project planning philosophy to the built environment. Each building will combine the essential qualities of nature (water, landscape, sunshine, and fresh air) with the human needs for interaction, belonging, identity, orientation and safety. Tracy Gateway builds on these qualities through the following objectives:

- Buildings will be designed to fit with the land and take advantage of the natural environment, views and daylight, and to provide shelter from the wind and integrate with the landscape. Buildings will also be designed to recognize the need for human interaction and will be arranged to form clustered neighborhoods. Clustering of buildings will help employees avoid isolation by fostering a sense of belonging, safety and security.
- The front of buildings will be designed as gathering spaces. These pedestrian spaces will incorporate careful material selection and design to accent human scale and foster human activity. Spaces will be sheltered from strong winds and afternoon sun. These areas will accommodate functions including: transit shuttle stops, bicycle parking and lunch vendor carts. Visitor parking and shuttle vans are allowed in these spaces, but are secondary to pedestrian and social activities. To help activate these communal gathering places, areas designated for people functions such as retail, restaurants, cafeterias, reception areas, fitness centers, common staff function spaces, auditoriums and conference centers should be located in the front of buildings. Other vehicular-based functions, such as extra visitor and employee parking shall be located toward the rear of the buildings. Truck delivery, service and trash removal will be located toward the rear of buildings and screened from view
- Together with the open spaces, the system of major parkways will form underlying structure for the community. Parkway are pedestrian friendly, and are attractive spaces with buildings and activities oriented toward the street. Buildings will be adjacent to, and face the parkways. This provides a public area located in front of buildings and adjacent to parkways for social activities and public functions.

- Building architecture and space design will be highly creative. While it is a functional, cost effective total workplace, building architecture will generate comfort, excitement and imagination. It will also reflect the nature and culture of the high-technology business as well as the culture of the natural and agricultural local surroundings. Architecture will represent the most current thinking, and project a positive attitude toward the future. Buildings that only value efficiency, a least cost per square foot or ignore human needs and quality environment are unacceptable, as are "canned" or pre-engineered buildings reflecting infinitely reproducible corporate design that have no relationship to place, culture, people or environment.
- Buildings will integrate with their surroundings and take advantage of views and natural daylight through large windows, outdoor balconies and terraces.
- Architectural massing, colors, textures and scale of individual buildings in a cluster must compliment other buildings in the cluster. Different clusters shall have distinct differences that give each a unique identity.
- Building materials will be high quality, permanent and long lasting. Window glass will be clear or lightly tinted. Very dark tinted, black or mirrored glass shall be avoided. Building exteriors shall be light, natural colors.
- The use of glass enclosed atriums, domes, light wells, stair towers, common function areas and penthouses to break through the horizontal rooflines is encouraged. When illuminated from inside the building, these glass-enclosed elements shall create a soft glowing effect reminiscent of glass or paper lanterns. Conventional building illumination techniques, including harsh flood lighting or washing building exterior walls is discouraged. When viewed from a distance, the project will appear as a number of softly glowing lanterns projecting above the tree canopy, creating a "lanterns on the trees" design theme.

3.6 Community Design Plan

In order to foster an overall sense of community within Tracy Gateway, the Master Plan (Figure 4 - Illustrative Master Plan) has been designed to create distinctive groupings of buildings. Each grouping of buildings will generally include 2 to 4 buildings clustered around a landscaped, pedestrian scaled Shared Access Forecourt. Each forecourt will provide a consistent theme for the grouping that will be unified by landscaping and selection of exterior paving and furnishings. In addition to creating a sense of neighborhood by clustering buildings, integration of the forecourts will minimize curb cuts and median breaks along the parkways.

3.6.1 Shared Access Forecourts

Office/Research and Development Area parcels shall be oriented about a common Shared Access Forecourt (Figure 15 - Shared Access Forecourt Section and Figure 16 - Shared Access Forecourt Plan). These forecourts will be designed to promote pedestrian activity and provide a location for visitor parking, shuttle van access, bicycle parking and public gathering space at the building entrances. Vehicular traffic shall be limited to visitor parking, drop-off and pick-up, and shuttle van traffic only, and shall be configured to promote one-way traffic flow. Employee parking, extra visitor parking, mail delivery, and other service related traffic shall access the buildings from the rear of the buildings. Special paving and other materials will be incorporated to create a unique and lively forecourt that is safe and secure for pedestrian use. Public transit stops shall be located within the parkway right of way in close proximity the shared access forecourts.

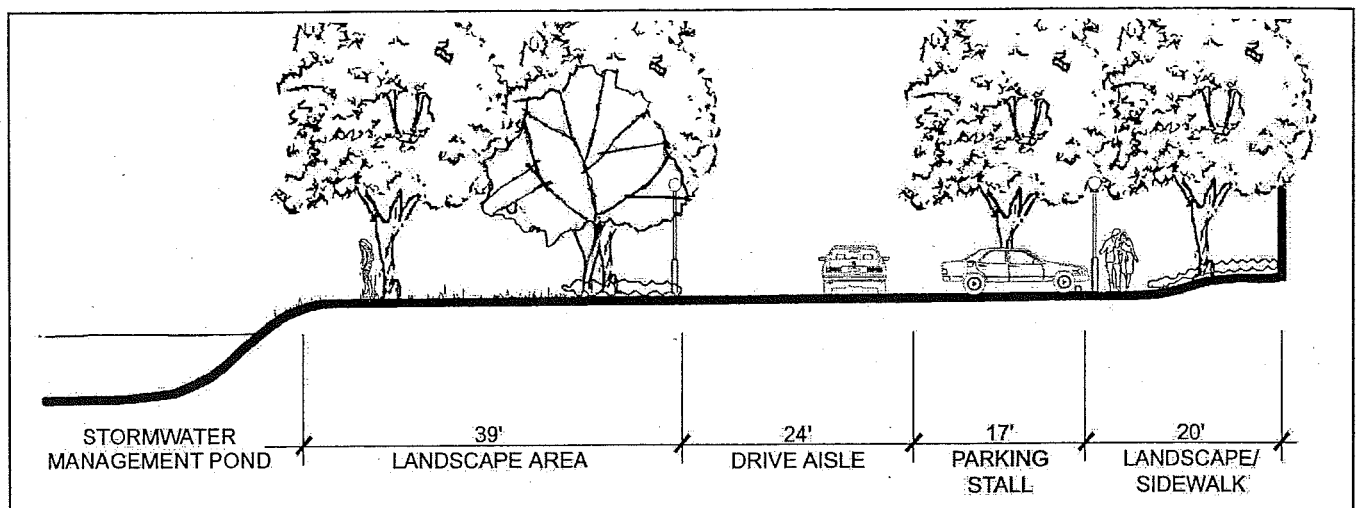


Figure 15 - Shared Access Forecourt Section

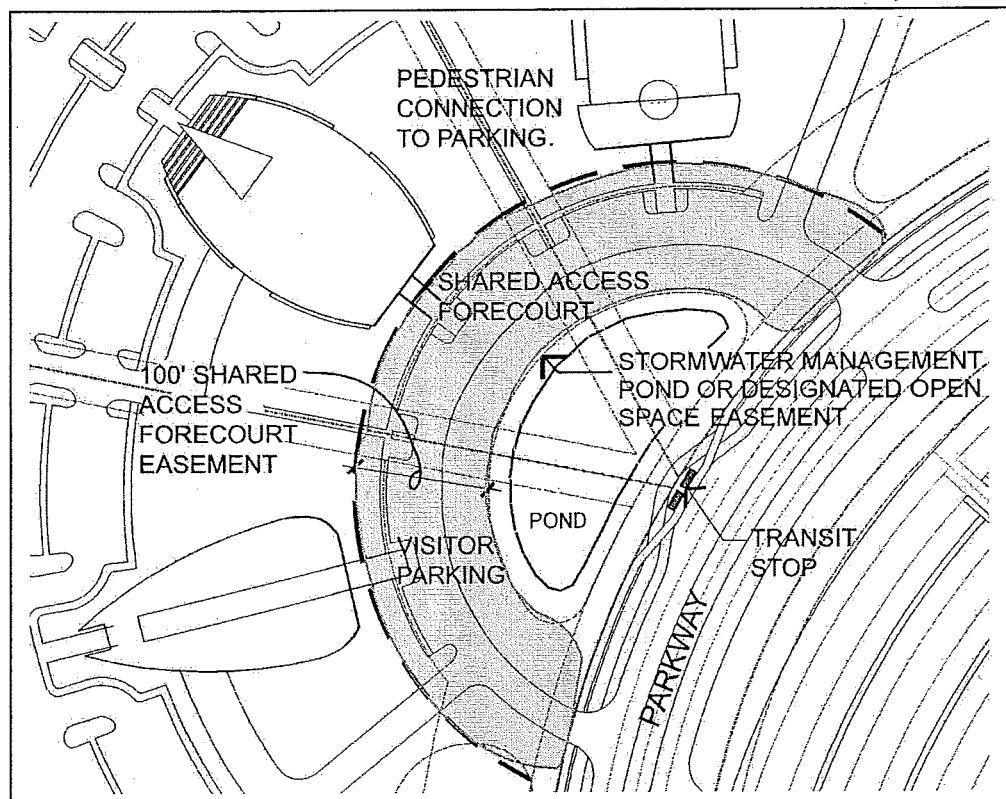


Figure 16 - Shared Access Forecourt Plan

3.6.2 Common Driveway Easements

Common Driveway Easements (Figure 17 - Common Driveway Easement Section) provide roadway access to parking areas. Common Driveway Easements may be located either on a common property line shared by adjacent parcels, or provide access between adjacent parcels. Minimum dimensions for Common Driveway Easements are as indicated in Figure 17.

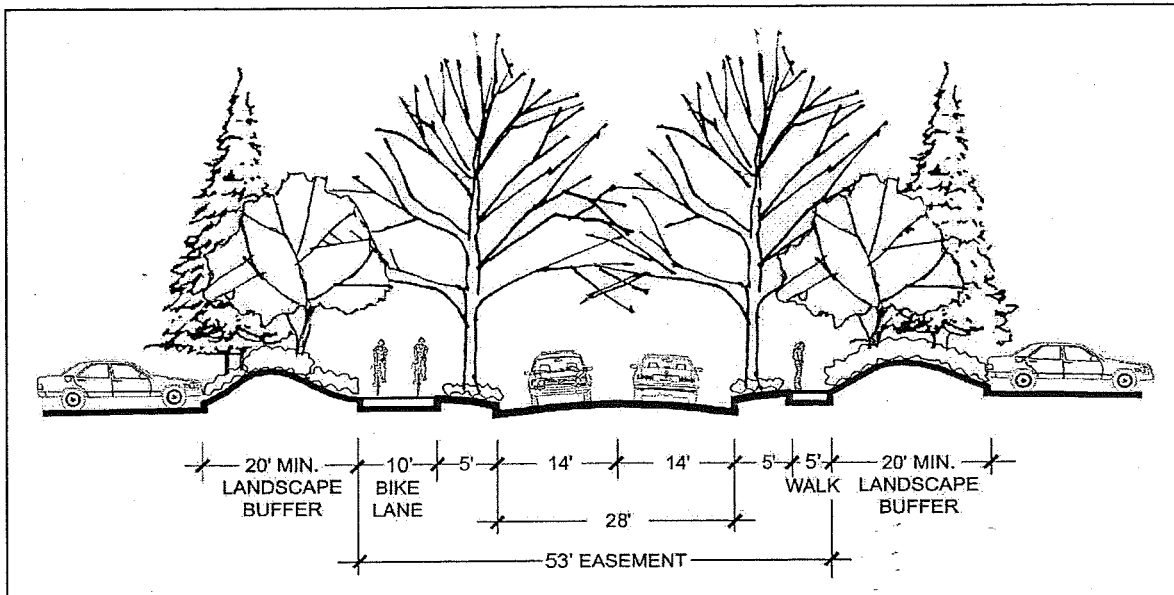


Figure 17 - Common Driveway Easement Section

3.7 Public Utilities

3.7.1 Domestic Water

The City of Tracy treats and distributes potable water throughout the City. The City's Water Master Plan, prepared as part of the City's General Plan, outlines long term plans to provide water service to the City's Sphere of Influence as the City expands. West Yost & Associates prepared a series of technical memoranda on behalf of the City detailing project water demands and infrastructure required to support development in the west side of Tracy. The City will provide water to the Proposed Project in conformance with City Policies.

The City currently has limited water supplies and is in the process of completing environmental review of several new water sources. The Proposed Project's potable water demand (780 ac-ft/yr at build out) will be met through the City's adopted water exchange program. Non-potable, untreated surface water or reclaimed water generated by the Proposed Project will be conveyed to City parks and fields for irrigation purposes. In return, potable water supplies, currently used to irrigate City facilities will be made available for use by the project. This water source does not impose new demands on the City's water supply or water treatment plant. As additional water supplies become available, the City could allow the Proposed Project to participate in them.

The technical memoranda prepared by West Yost identify City infrastructure that will need to be in place to support the project. Off-site infrastructure will include large diameter water mains (16 and 20 inch) installed along the project frontage, on-site water storage and related pump stations.

The Proposed Project will provide on site potable water distribution infrastructure to meet the project needs and in conformance with the City of Tracy design standards (Figure 18 - Domestic Water Plan). This will include a network of 8, 12 and 16-inch pipes, service laterals and fire hydrants.

3.7.2 Reclaimed (Non-Potable) Water

The Proposed Project will use non-potable water as part of the water exchange program to provide potable water to the project. In addition, the Proposed Project will use non-potable water for golf course and other on-site irrigation needs. The City has negotiated with WSID to obtain untreated surface water

from WSID appropriative water rights from Old River as a source of non-potable water. It is anticipated that reclaimed water from the Proposed Project's on-site water reclamation facility and possibly reclaimed water from the City's waste water treatment facilities will replace the untreated surface water from WSID when the reclaimed water becomes available.

Non-potable water will be stored and conveyed in a separate water system that will include "purple pipe" and separate pumping and storage facilities. The project will provide on-site distribution piping and facilities that will include pumps and storage to pump untreated surface water from the WSID Upper Main Canal into a storage pond for distribution (Figure 19 - Reclaimed Water Plan). On-site distribution facilities will connect to existing non-potable distribution facilities in 11th Street. Further development of the water exchange program may require installation of additional conveyance, pumping and storage facilities throughout the City.

3.7.3 Wastewater

The City of Tracy collects and treats wastewater throughout the City. The City's wastewater master plan, prepared as part of the City's General Plan, outlines long term plans to provide wastewater collection and treatment to the City's Sphere of Influence as the City expands. City consultants have prepared a technical memorandum on behalf of the City detailing project wastewater demands, options for construction of City treatment capacity and infrastructure required to support development in the west side of Tracy.

It is possible that development of additional City treatment capacity for the west side of Tracy will not coincide with the initial phases of project development. The project proposes a privately owned and maintained on site treatment plant that will treat the project's build out sewer flow of 0.71 million gallons per day and produce reclaimed water for irrigation until City treatment capacity is available. The reclaimed water produced by this on-site treatment plant will be used as part of the water exchange program to provide potable water to the project.

The Proposed Project will provide on-site wastewater collection facilities to meet project needs and in conformance with the City of Tracy design standards (Figure 20 – Sanitary Sewer Plan). This will include a network of 8, 10, 12 and 15-inch gravity mains, pump stations and an on-site water reclamation facility.

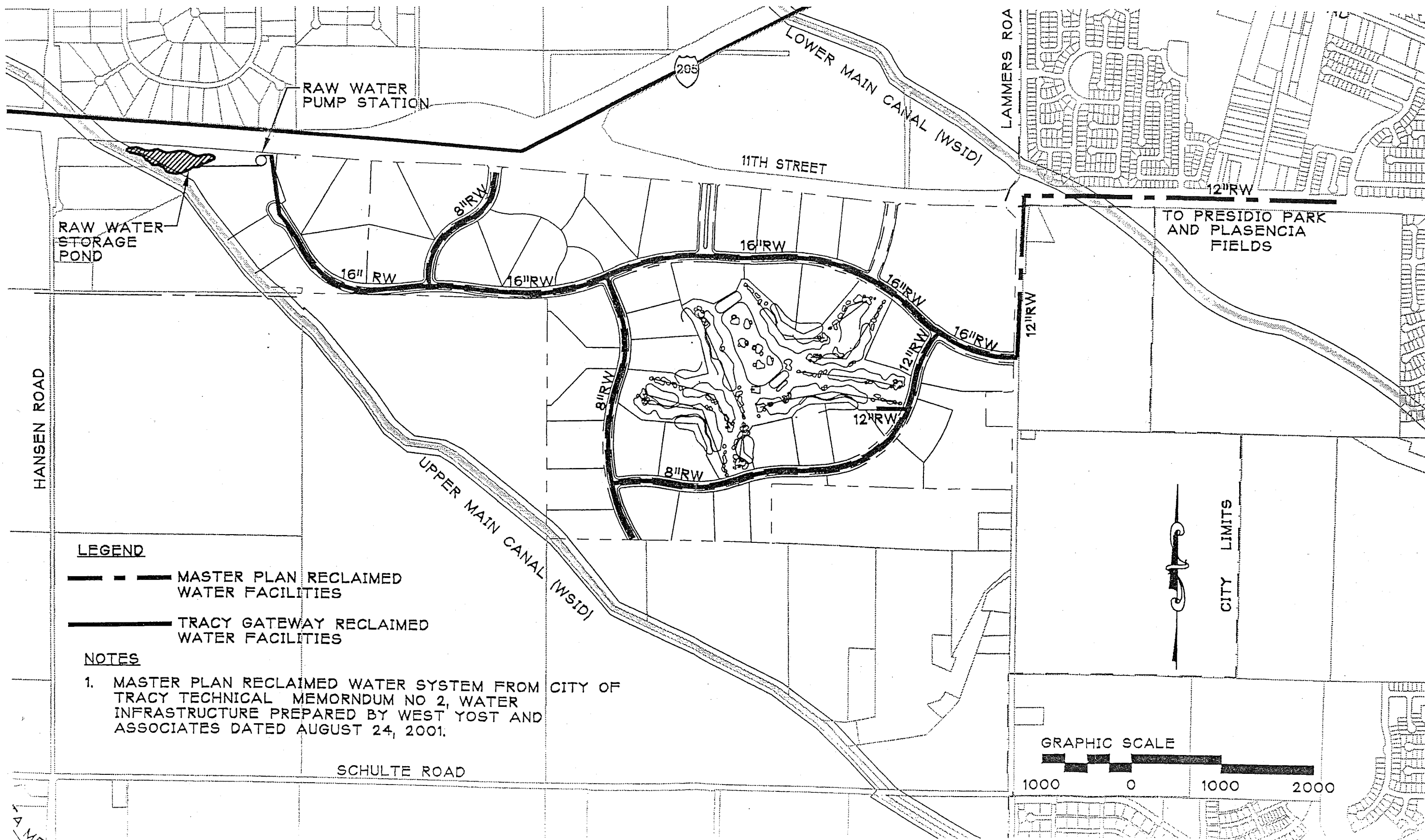
3.7.4 Storm Drainage

Currently the Tracy Gateway site generally drains in a northeasterly direction toward the intersection of 11th Street and Lammers Road (Figure 21 - Storm Drainage Plan). Surface drainage from the site is collected in perimeter drainage ditches that ultimately drain into the WSID Lower Main Canal. The Lower Main Canal carries water eastward and discharges into the Sugar Cut Outfall on the northwest side of the City.

Ultimately, the project will connect to a City-owned and maintained storm drainage system in Lammers Road that will discharge into Old River at the Wickland Outfall north of the project site. Generally, the City will limit the rate of discharge to a maximum of 20-30 cubic feet per second (cfs) during a 100-year storm.

Until such time as a permanent system is constructed, runoff will be allowed to discharge into irrigation facilities owned and operated by the WSID pursuant to an agreement executed between Tracy Gateway LLC and WSID. This agreement is intended to provide sufficient discharge capacity for up to 20 years, provided on-site storm water management facilities are used. Approximately 46 acres of storm water management ponds are designed as a permanent feature of the project.

The project will limit storm drain discharge to City and WSID facilities by using storm water management ponds. These ponds will serve as storm detention and as permanent project amenities. The ponds will be privately operated and maintained by the applicant.



Tracy Gateway

Figure 19 - Reclaimed Water Plan

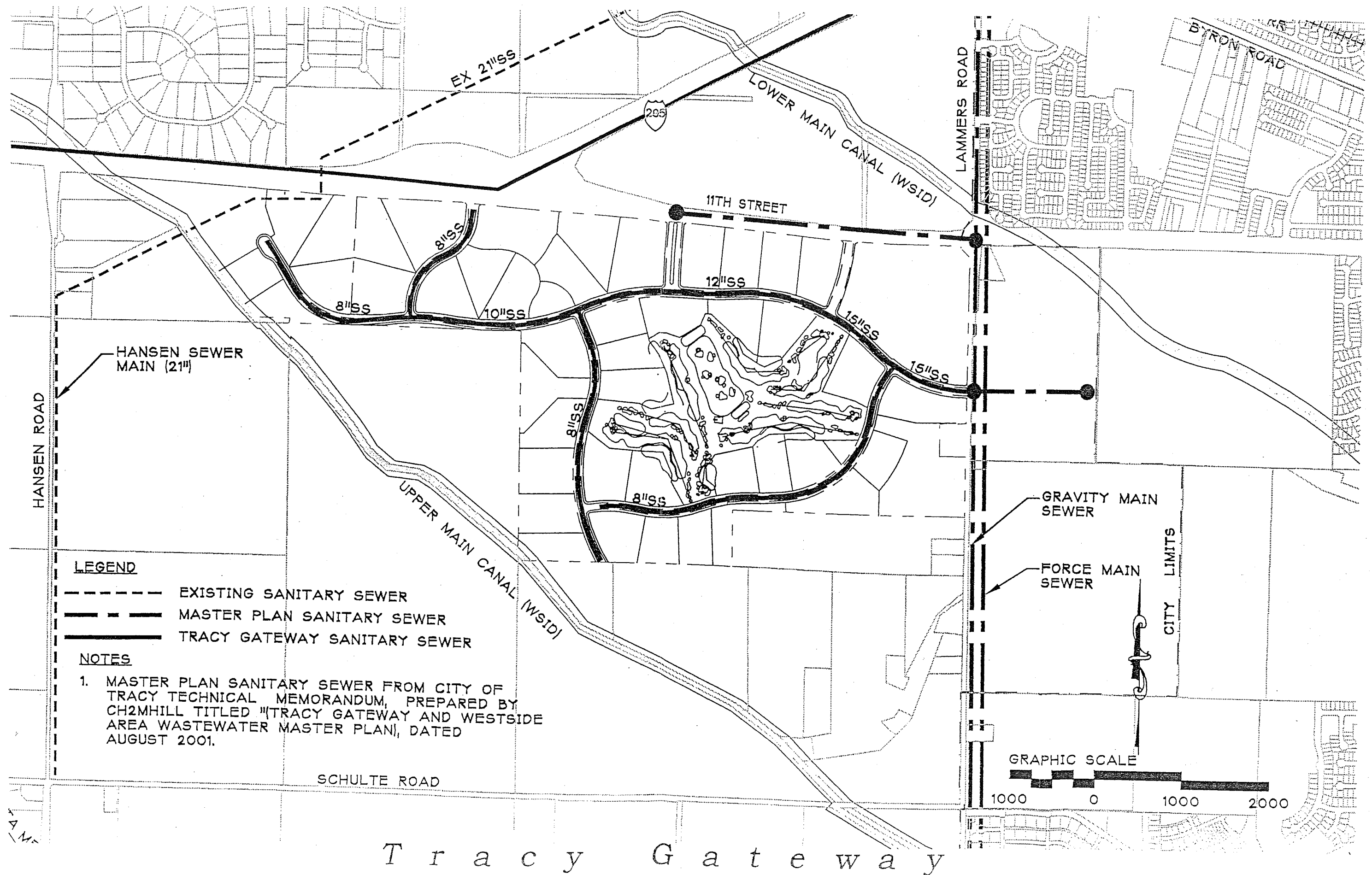


Figure 20 - Sanitary Sewer Plan

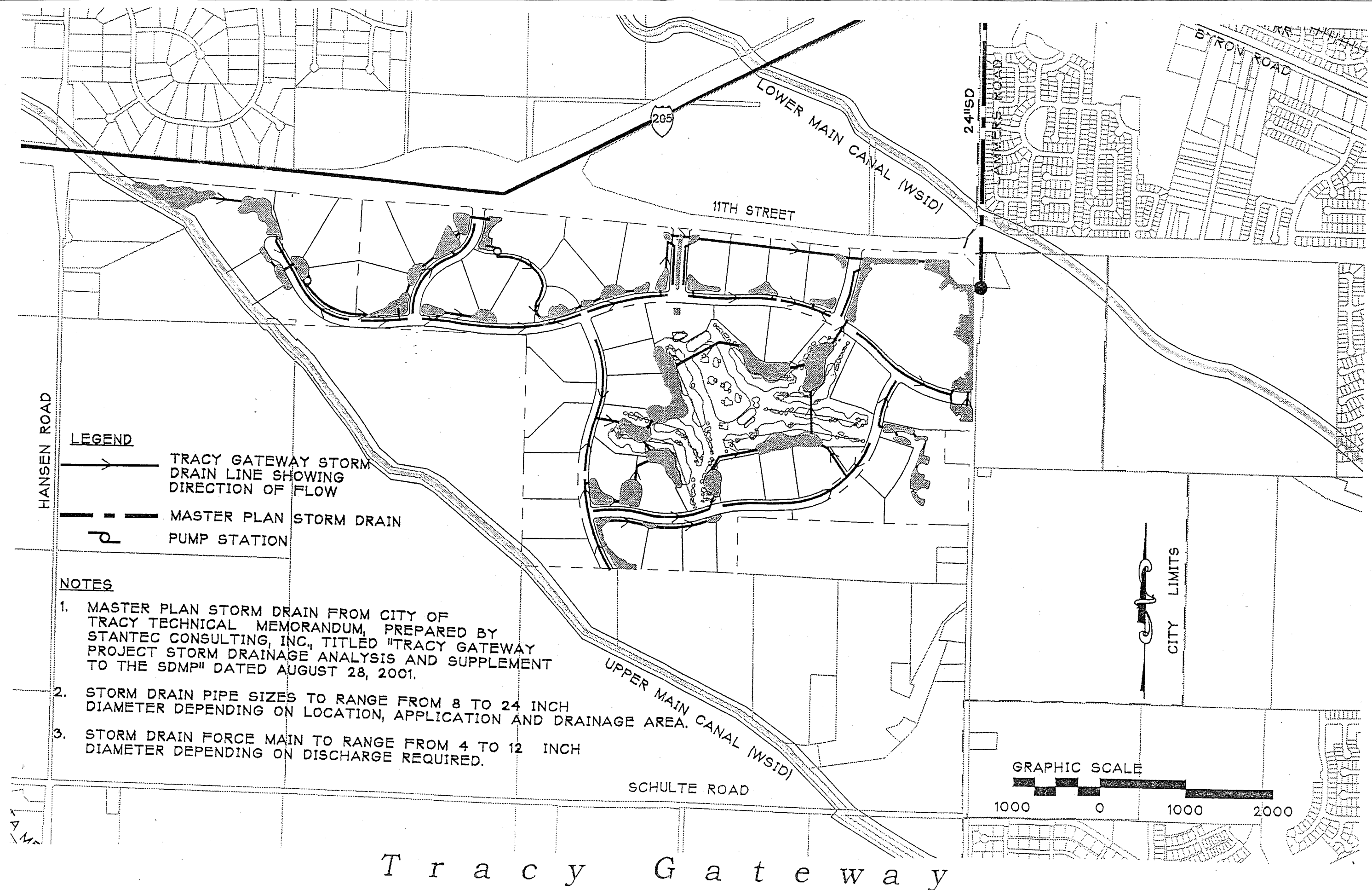


Figure 21 - Storm Drainage Plan

The Proposed Project will provide on site storm drain collection facilities to meet project needs and in conformance with the City of Tracy design standards (Figure 21 – Storm Drainage Plan). This will include a network of inlets and storm drain mains interconnecting the storm water management ponds and ultimately discharging to the WSID Lower Main Canal or City storm drain facilities in Lammers Road.

3.8 Phasing

Tracy Gateway will be constructed in phases as determined by several key factors, including the West Side Irrigation District and other essential service agencies; completion of entitlements, subdivision map approval and recording, availability of key infrastructure improvements, and ultimate market conditions. Phase One construction is anticipated to begin by Spring-Summer 2003 with the completion of the golf course component by the end of 2003 and first occupancy of the office component by end of 2003. Assuming a comparable rate of completion for the remaining phases, project build-out could be accomplished over a period of ten years. One scenario assumes five phases of construction as follows (Figure 22 - Phasing Plan):

Phase One construction is anticipated to begin in Spring-Summer 2003. This phase would encompass construction of the approximately 83-acre golf course, clubhouse and maintenance facilities, and Spring/Summer 2003 for approximately 78 acres of office building sites located between the golf course and 11th Street to the north, and an approximately eight-acre office/commercial site located on Lammers Road to the east.

Phase Two construction is anticipated to begin in 2005. This phase would consist of approximately 55 acres of office building sites located on the south and east sides of the golf course near Lammers Road to the east.

Phase Three construction is anticipated to begin in 2007. This phase encompasses the approximately 40-acre Mixed-Use Commercial/Retail Center at the intersection of 11th Street and Lammers Road, together with approximately 96 acres of office building sites located in the south central portion of the site along the south and west sides of the golf course.

Phase Four construction is anticipated to begin in 2009. This phase includes the approximately 11 acres of commercial uses and approximately 50 acres of office building sites located adjacent to 11th Street in the west-central portion of the project site.

Phase Five construction is anticipated to begin in 2011. This final phase consists of approximately 56 acres of office building sites located in the westernmost corner of the site adjacent to I-205 at the 11th Street off-ramp.

Section 4 - Development Standards

4.1 Overview

As defined in Section 2, Regulatory Review and Approval, this Concept Development Plan is the first step in the City review process. The development standards outlined in this Concept Development Plan set minimum standards and concepts that define zoning and site development standards for the Tracy Gateway Planned Unit Development. More detail on individual site plans and architecture will be presented to the City for review through the Preliminary/Final Development Plan review submittals required for development of each parcel. This General Plan Amendment and Concept Development Plan document is not the vehicle by which the City of Tracy will create specific development parcels, rather it is envisioned as a guide to the future development of these parcels.

These standards are broken down into six sections, each with corresponding rules governing the development and implementation of the project as related to that section. The sections are as follows: 1) Development Areas; 2) Development Standards by Area; 3) Building Heights; 4) Parking Standards; 5) Landscaping Standards, and 6) Signage and Lighting. All acreages listed herein are approximate.

4.2 CDP Administration and Amendment Procedures

Implementation of this Concept Development Plan may take many years. As a result, it is important for the plan to, not only adhere to a high level of design, but also to incorporate enough flexibility to respond to changes that cannot now be anticipated.

Both the City and the developer will guide project development. At a policy level the City will guide development through the amended General Plan and PUD Zone. On a more detailed level the City will guide development of the project with this Concept Development Plan, Tracy Municipal Code, and all City Ordinances and City Standards. Development of individual parcels will be reviewed through the Preliminary/Final Development Plan process and City's building permit review processes.

Development of the Tracy Gateway project may take many years. It is likely this Concept Development Plan will need to be amended at some point to adequately address the future development needs of the Tracy Gateway development and the City. Amendment to the CDP will be in conformance with Title 10, Article 13, Planned Unit Development Zone, of the Tracy Municipal Code and as defined herein.

4.3 Development Areas

Tracy Gateway consists of the five distinct development areas (Figure 23 - Development Areas).

4.3.1 Area One: Office/Research and Development

Area One consists of approximately 233 acres divided into approximately twenty nine parcels intended for corporate headquarters and offices, research and development facilities, and other similar uses. Principal structures within the Office/Research and Development area are oriented toward the front of each lot, along the interior and perimeter parkways, with parking located behind the buildings. Buildings are sited in clusters, which front onto a shared-access forecourt adjacent to the parkway.

4.3.2 Area Two: Golf Frontage

The Golf Frontage area consists of approximately eleven parcels totaling approximately 73 acres located adjacent to the golf course. Uses include those permitted in Area One. In order to enhance the aesthetic value of these parcels, building setbacks have been established to allow for the location of buildings.

close proximity to the golf course. Setbacks are intended to maximize views to the golf course/open space and to ensure safety, minimizing potential conflicts between office uses and golf course operations. In general, parking is located in front of the buildings. No parking will be allowed between the buildings and the golf course. A pedestrian trail easement will be put in place by the Master Developer at the time of golf course construction between the building and the golf course, and will be designed to maximize the safety of pedestrians.

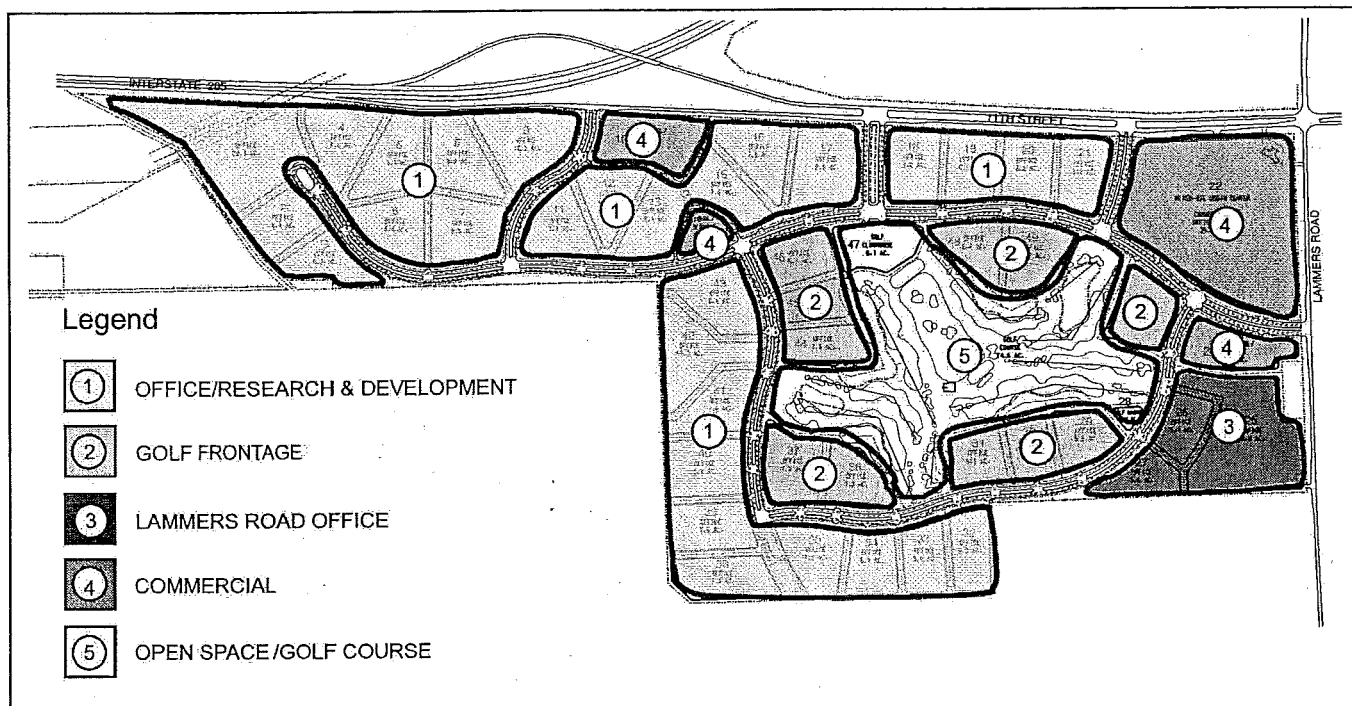


Figure 23 - Development Areas

4.3.3 Area Three: Lammers Road Office

The Lammers Road Office area consists of approximately three large parcels totaling approximately 30 acres adjacent to Lammers Road. Allowable land uses in this area include those permitted in Areas One and Two, as well as medical, educational and civic uses. Setback requirements allow for additional flexibility in parcel design and typically provide lesser setbacks than the other office areas.

4.3.4 Area Four: Commercial

Area Four consists of approximately four parcels totaling approximately 59 acres. The Commercial area has been analyzed in the Environmental Impact Report (EIR) for a total of approximately 391,500 square feet of retail, approximately 339,450 square feet of office and two hotels of 150 and 200 rooms. The breakdown per parcel is as follows:

- Approximately 8-acre Commercial Area Parcel (Parcel 24). This parcel will contain up to 136,649 square feet for a fitness center and health club facility, but may also include other Commercial Area uses.
- Approximately 39-acre Commercial Area Parcel (Parcel 22) located at the intersection of 11th Street and Lammers Road. This parcel has been analyzed for the following uses: 220,000 square feet of Retail, 339,451 square feet of Office, and a 150-room Hotel of approximately 75,000 square feet. The Retail uses will take place on the first floor, while Office uses occupy space on the second, third and fourth floors. The Hotel will occupy space on all four floors.

- Approximately 3-acre Commercial Area Parcel (Parcel 14), which has been analyzed to include 34,848 square feet of Retail and Service uses. Buildings will be a minimum of two stories.
- Approximately 8-acre Commercial Area Parcel (Parcel 10), which has been planned for a 200-room Hotel of approximately 143,000 square feet.

The centerpiece of Tracy Gateway's commercial development is the approximately 39-acre Mixed-Use Commercial/Retail Center located in the northeast corner of the project site (Parcel 22). This parcel will provide a mix of commercial uses, within an architectural context patterned after a closely-knit Mediterranean style village (refer to Figure 4 - Illustrative Land Use Plan). Construction of individual buildings located within the village may be phased. This pedestrian oriented environment may contain a mix of ground floor retail shops, restaurants, salons, an open-air farmers' market, professional offices, and a hotel. The village is envisioned to include narrow streets to maximize shade, tightly clustered buildings to provide wind protection, and building heights of no more than four stories to maintain structures at a human scale. A traditional pedestrian-only "piazza" and fountain will be located in the center of the village. Water will be a central theme of the village, penetrating into the center of the piazza from the village perimeter.

4.3.5 Area Five: Open Space/Golf Course

The Open Space Area consists of approximately 83 acres located in the center of the project. The 9-hole golf course encompasses approximately 74 acres, the clubhouse facility (shown as Parcel 47) occupies an approximately 7-acre parcel and maintenance facilities are located on approximately 2 acres (Parcel 28). Principal facilities within the clubhouse will include meeting and banquet rooms, dining and bar facilities, locker rooms, golf pro shop and administrative offices. Facilities such as the golf cart barn (storage and maintenance), parking and loading areas will be located away from parkways and screened from view with landscaping elements.

4.4 Development Standards by Area

4.4.1 Definitions

The following definitions are general narratives describing terms used throughout this document:

Ancillary Buildings: Small buildings or structures supplying support functions for the primary use buildings on a development parcel. Ancillary buildings may include security guardhouses, transit shelters, or utility infrastructure structures. Ancillary building square footage is not included in parcel floor area ratio calculations.

Class A Building: These are investment grade buildings, generally the most desirable in their markets, offering an excellent location and first-rate design, building systems, amenities, and management. Class A buildings command the market's highest rents and attract creditworthy tenants. Class A space is limited primarily to new, highly competitive buildings that feature outstanding architecture, building materials, location, and management.

Class B Building: Class B Buildings will be located only in the Mixed-Use Commercial parcels. Building architecture shall be compatible with the architecture of the Mixed-Use Commercial village. Class B buildings will compete for a wide range of users such as service, professional, and/or start-up companies.

Floor Area Ratio (FAR): Floor area ratio is determined by dividing the gross building square footage by the square footage of site area. Parking structures shall not be considered in tabulating FAR.

High-rise Building: The International Building Code and the NFPA Life Safety Code (Eighth Edition) refer to buildings having occupied floors more than 75 feet above the lowest level of fire department vehicle access as high-rise buildings.

Master Developer: The Project Applicant - Tracy Gateway, LLC.

Mid-rise Building: A descriptive term generally referring to buildings ranging between two to five stories in height. Mid-rise buildings will generally have all occupied floors below 75 feet above the lowest level of fire department vehicle access.

Mixed-Use Commercial: A commercial designation for parcels containing a variety of uses including, but not limited to, retail, offices, restaurants, personal and/or professional services, and hotels, in a mixed and/or integrated multi-floor building arrangement.

Parkway: A landscaped boulevard containing two directional vehicular traffic lanes separated by a landscaped median strip.

Shared Access Forecourt: In order to create a sense of neighborhood, buildings in Area One and Area Two parcels shall be oriented about a common Shared Access Forecourt. These forecourts are ceremonial entrance areas designed to promote pedestrian activity and provide a location for visitor parking, shuttle van access, bicycle parking and public gathering space at the building entrances.

Storm Water Management Pond Easements: Pond areas of various sizes located throughout the project designated to manage storm water run-off, drainage and storage. The easement is delineated at the top of the slope surrounding the pond. Location and shapes of easements on individual parcels may be altered according to specific site design needs provided that overall size and storage capacity of ponds is not decreased. Final easement locations shall be determined in the PDP/FDP submittal.

4.4.2 Floor Area Ratio

The Floor Area Ratio (FAR) for all parcels is based on an average FAR of 0.40. However, to enhance the preservation of land and property value, the FAR on any parcel may be higher provided: 1) The design complies with the planning setback, height, parking, access, open space, architectural and landscaping guidelines and the overall Tracy Gateway development limits are not exceeded; and 2) That development of any single parcel with a FAR of greater than 1.0 may be permitted only when it can be demonstrated that the proposed project will not adversely affect the ability of the Master Developer to develop other properties within the Tracy Gateway project due to compliance with the 0.4 FAR average.

A higher FAR on one parcel will result in a corresponding reduction of FAR in subsequently developed parcels, such that the total FAR for the project is not exceeded. The total project FAR will be tracked by the Master Developer on a parcel-by-parcel basis, and shall be submitted as a note on all PDP/FDP submittals.

4.4.3 Building Setback Exceptions

Setback exceptions may be made for roof overhangs, buttresses, cornices and sun-shading devices utilized on buildings that may project no more than ten (10) feet into a required landscaping area adjacent to a building facade provided these obstructions do not limit the size or density of allowable planting materials.

4.4.4 Variable Depth Front Yard

To add design flexibility and interest to individual sites front yard depths may vary. If a front building facade is not parallel to the adjacent parkway, the building may intrude into the setback (measured perpendicular to the front property line) provided the resulting amount of landscape area is equal to or greater than the area of the intrusion. The amount of this intrusion will vary depending on setback depth. A building may intrude up to 8 feet into the 80-foot front yard setback, up to 12 feet into the 100-foot front yard setback, and up to 30 feet into the 200-foot front yard setback. Parking structures may intrude up to 3 feet into a front yard setback, regardless of the setback depth.

4.4.5 Area One: Office/Research and Development

Office/Research and Development Area parcels are characterized as those parcels that are oriented about a common Shared Access Forecourt. In order to create distinctive groupings of buildings, - buildings on these parcels will be designed with front-door identity facing toward the Shared Access Forecourt. Configuration of Office/Research and Development Area parcels could be as individual parcels, or as multiple parcels combined into one cohesive development (Figure 24 - Area One: Office/Research and Development Setbacks). The Illustrative Master Plan (Figure 4) provides a conceptual plan for buildings, parking and landscaping.

Building Construction within Office/Research and Development Area parcels shall be restricted to Class A buildings.

Vehicular access to buildings and parcels located in the center of a building cluster will be via shared access forecourts and/or common driveway easements between adjacent parcels.

4.4.5.1 Permitted Uses

- Administrative offices, corporate offices, professional offices, and headquarters
- Office
- Research and Development
- Professional School or University/College Extension
- Governmental services including municipal offices
- Ancillary Uses such as security buildings and transit stop shelters

4.4.5.2 Building Setbacks - All Dimensions are Minimum Dimensions

Front Yard: 100 feet from parkway right of way or front property line to face of the building. In addition to the standard building setback, building entrances shall be oriented toward the 100 foot Shared Access Forecourt setback.

Side Yard: 40 feet from side property lines. No parking shall be allowed in between buildings. For parcels located on the end of a cluster, parking in side yard shall be allowed provided that no parking occur between clustered buildings.

Rear Yard: 250 feet from rear property line.

Storm Water Management Ponds: 40 feet setback from proposed storm water management pond easement to face of building.

Ancillary Buildings: Setback of 20 feet from property line.

4.4.5.3 Landscape Areas: - All Dimensions are Minimum Dimensions

Front Yard: A 20-foot wide landscape area containing a 5' wide sidewalk area shall be required between parking spaces and buildings.

Side Yard: 20-foot Landscape Buffer from side property lines. This area shall be landscaped and may include pedestrian oriented uses including sidewalks, patios, decks, etc. For parcels located on the end of a cluster, parking in side yard shall be allowed provided that no parking occur between clustered buildings. A 20-foot wide landscape and sidewalk area shall be required between parking spaces and buildings.

Rear Yard: A 20-foot wide landscape area containing a 5' wide sidewalk shall be placed between parking lots and buildings.

Perimeter Buffer: 20 feet from property line around perimeter of site and 20 feet around perimeter of buildings. Parking is not allowed in the landscape buffer. Storm water management ponds may be located in landscape buffer and are part of the overall landscape area calculations.

4.4.5.4 Building Heights:

See Section 4.5, Building Heights for building height standards.

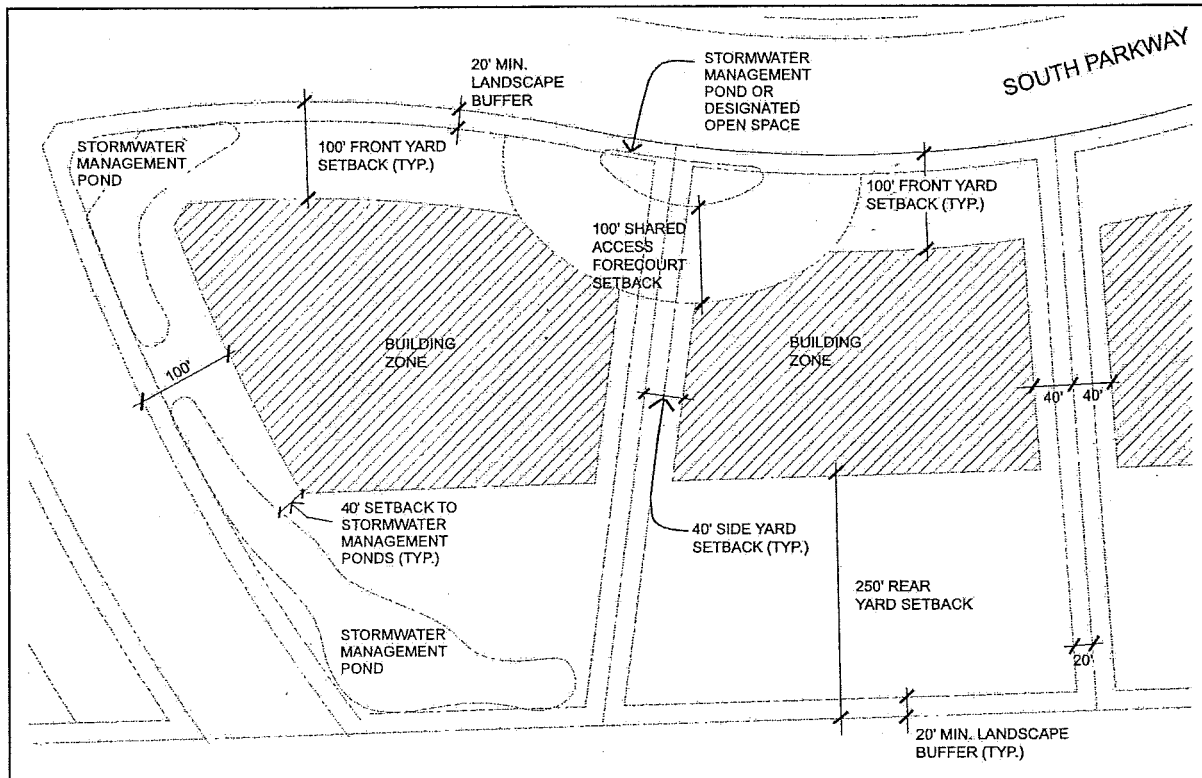


Figure 24 - Area One: Office/Research and Development Setbacks

4.4.6 Area Two: Golf Frontage

Golf Frontage parcels are those parcels located adjacent to the golf course. In order to enhance the value of these parcels, building setbacks are configured such that buildings are located in close proximity to the golf course. The Illustrative Master Plan (Figure 4) provides a conceptual plan for buildings, parking and landscaping.

Building construction within Golf Frontage parcels shall be only Class A buildings (Figure 25- Area Two: Golf Frontage Setbacks).

Vehicular access to buildings and parcels located in the center of a building cluster will be via shared access forecourts and/or common driveway easements between adjacent parcels.

4.4.6.1 Permitted Uses

- Administrative offices, corporate offices, professional offices, and headquarters
- Office
- Research and Development
- Banks or Savings & Loan Institutions
- Professional School or University/College Extension
- Governmental services including municipal offices
- Ancillary Uses such as security buildings and transit stop shelters

4.4.6.2 Building Setbacks - All Dimensions are Minimum Dimensions

Front Yard: 200 feet from parkway right of way or front property line.

Side Yard: 40 feet from side property lines. For parcels located on the end of a cluster, parking in side yard shall be allowed provided that no parking occur between clustered buildings.

Rear Yard: 40 feet from rear property line or the inside edge of the Storm Water Management Pond Easement, whichever is greater. Principal buildings may not encroach upon this setback, however, the individual parcel owner may at his expense, extend pedestrian oriented uses such as sidewalks, patios, decks etc. into this area, provided the pedestrian trail connection to adjacent parcels remains intact.

Storm Water Management Ponds: 40 feet setback from proposed storm water management easement to face of building.

Ancillary Buildings: Setback 20 feet from property line.

4.4.6.3 Landscape Areas - All Dimensions are Minimum Dimensions:

Front Yard: A 20-foot wide landscape area containing a 5' wide sidewalk shall be required between parking spaces and buildings.

Side Yard: 20-foot Landscape Buffer from side property lines. A 6-foot wide Pedestrian Trail Easement shall be located within this landscape buffer along the golf course. No parking shall be allowed in between buildings. This area shall be landscaped and may include pedestrian oriented uses including sidewalks, patios, decks, etc. For parcels located on the end of a cluster, parking in side yard shall be allowed provided that no parking occur between clustered buildings. A 20-foot wide landscape area containing a 5' wide sidewalk shall be required between parking spaces and buildings.

Rear Yard: 20-foot Landscape Buffer from rear property line or edge of Storm Water Management Pond Easement. A 6-foot wide Pedestrian Trail Easement shall be located within this landscape buffer along the golf course.

Perimeter Buffer: 20 feet from property line around perimeter of site and 20 feet around perimeter of buildings. Parking is not allowed in the landscape buffer. Storm water management ponds may be located in landscape buffer and are part of the overall landscape area calculations.

4.4.6.4 Building Heights:

See Section 4.5, Building Heights for building height standards.

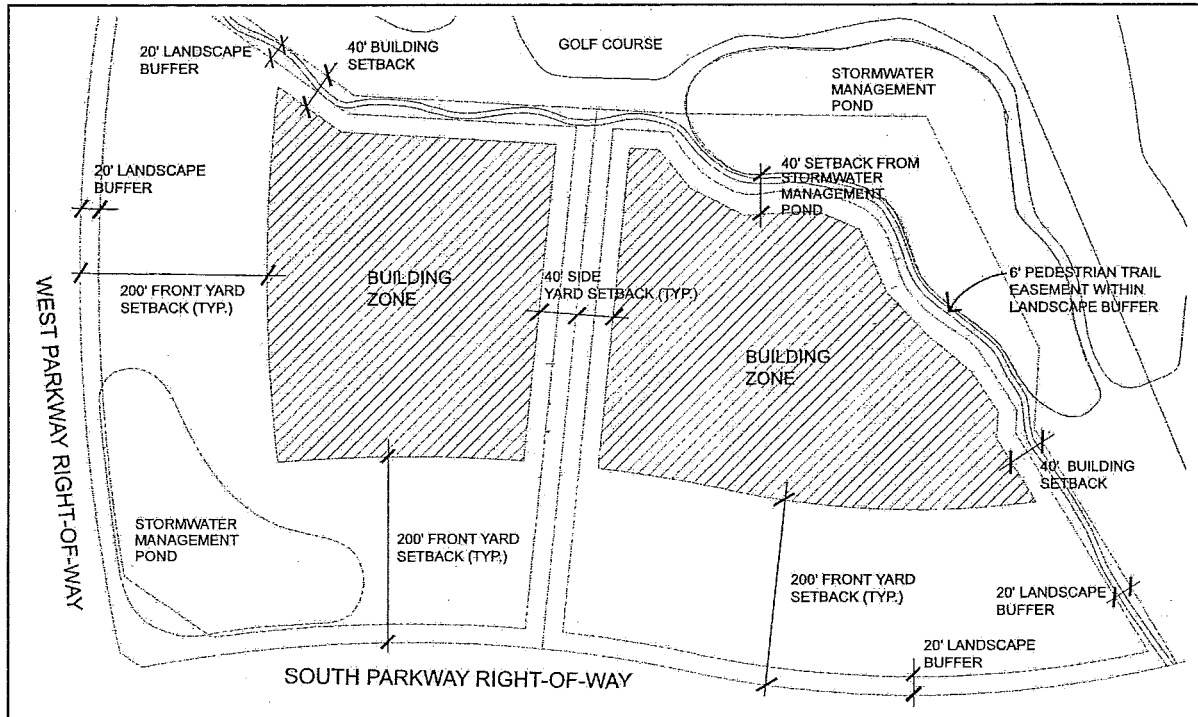


Figure 25- Area Two: Golf Frontage Setbacks

4.4.7 Area Three: Lammers Road Office

The Lammers Road Office Area parcels support a variety of allowable land uses. Setback requirements allow for additional flexibility in the development of the parcels. The Illustrative Master Plan (Figure 4) provides a conceptual plan for buildings, parking and landscaping.

Building construction within Lammers Road Office Area parcels shall be restricted to Class A buildings (Figure 26- Area Three: Lammers Road Office Setbacks).

4.4.7.1 Permitted Uses

- Administrative offices, corporate offices, professional offices, and headquarters
- Office
- Research and Development
- Professional School or University/College Extension
- Governmental services including municipal offices, postal facilities and libraries
- Hospitals
- Ancillary Uses such as security buildings and transit stop shelters

4.4.7.2 Building Setbacks - All Dimensions are Minimum Dimensions

Front Yard: 80 feet from parkway right of way or front property line.

Side Yard: 30 feet from side property lines.

Rear Yard: 40 feet from rear property line.

Storm Water Management Ponds: 20 feet setback from proposed storm water management easement to face of building.

Ancillary Buildings: Setback 20 feet from property line.

4.4.7.3 Landscape Areas: - All Dimensions are Minimum Dimensions

Front Yard: A 20-foot wide landscape area containing a 5' wide sidewalk shall be required between parking spaces and buildings.

Side Yard: 20-foot Landscape Buffer from side property lines. This area shall be landscaped and may include pedestrian oriented uses including sidewalks, patios, decks, etc. For parcels located on the end of a cluster, parking in side yard shall be allowed provided that no parking occur between buildings. A 20-foot wide landscape and sidewalk area shall be required between parking spaces and buildings.

Rear Yard: A 20-foot wide landscape area containing a 5' wide sidewalk shall be required between parking spaces and buildings.

Perimeter Buffer: 20 feet from property line around perimeter of site and 20 feet around perimeter of buildings. Parking is not allowed in the landscape buffer. Storm water management ponds may be located in landscape buffer and are part of the overall landscape area calculations.

4.4.7.4 Building Heights:

See Section 4.5, Building Heights for building height standards.

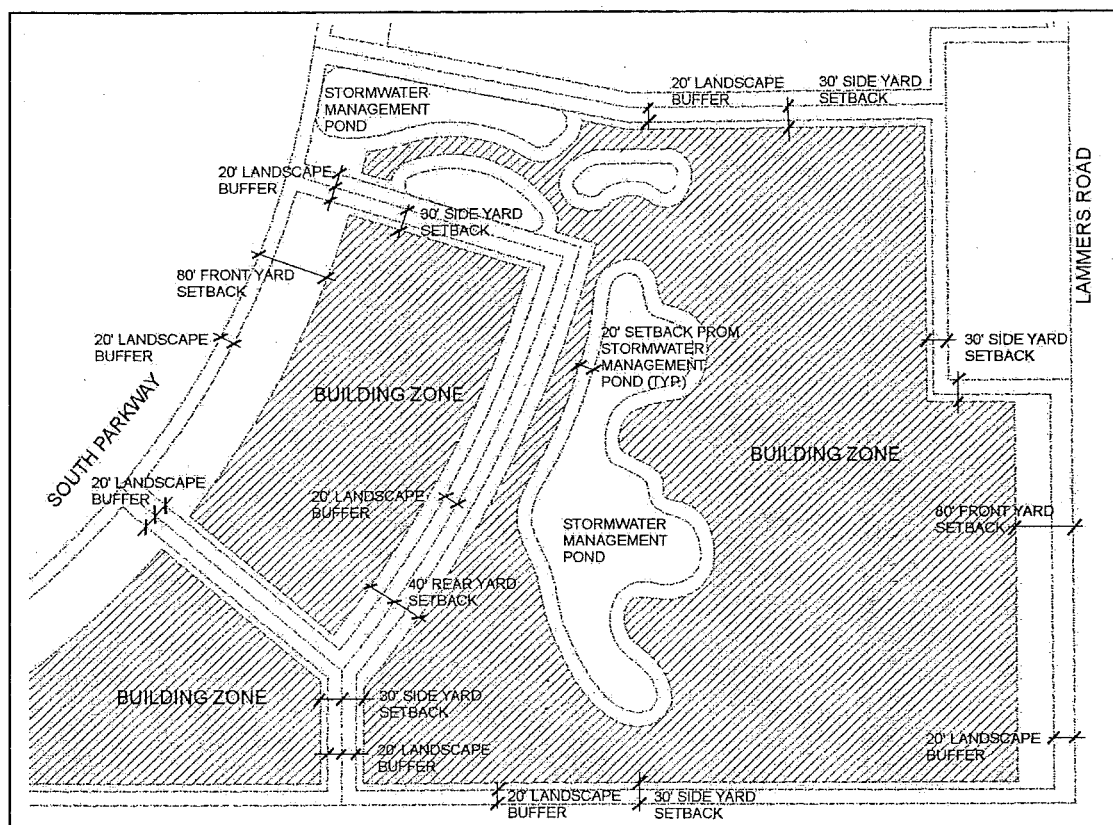


Figure 26 - Area Three: Lammers Road Office Setbacks

4.4.8 Area Four: Commercial

Commercial Area parcels are those parcels that will support commercial, retail, office, and hotel uses. Because of the varied nature of these land uses, setback requirements have been altered from those of the other development areas to enhance the flexibility of the parcels. Commercial Area parcels may contain Class B Buildings. The Illustrative Master Plan (Figure 4) provides a conceptual plan for buildings, parking and landscaping.

Retail and other Commercial buildings located within the Commercial Area parcels shall be subject to varied setback requirements designed to promote pedestrian comfort and scale (Figure 27 - Area Four: Commercial Setbacks). In some instances, parking shall be located adjacent to buildings; in other instances buildings will be located adjacent to other buildings, creating spaces between buildings that are limited only to pedestrian traffic.

In these pedestrian-oriented spaces, buildings shall be placed in close proximity to one another to promote pedestrian scale, provide for shade and protection from the wind, and create a variety in size and shape of pedestrian spaces.

4.4.8.1 Permitted Uses

- Retail
- Mixed-Use Commercial
- Administrative Offices, Professional Office
- Research & Development
- Restaurants
- Hotel

- Personal services such as drycleaners, tailors, hair salons, and child care centers
- Medical/Dental Offices
- Governmental services including municipal offices and postal offices
- Ancillary Uses such as farmers market, security buildings and transit stop shelters
- Uses permitted in Use Groups No. 40, 41, 42 and 43 of the Tracy Municipal Code, except for those uses prohibited in Section 4.4.8.2 below.

4.4.8.2 Prohibited Uses

- Automobile refueling and service/emergency repair facilities
- Retail stores and/or supermarkets in excess of 25,000 gross square feet floor area

4.4.8.3 Building Setbacks - All Dimensions are Minimum Dimensions

Because of the variety of land uses that may take place in this area, setback requirements have been reduced to allow for greater flexibility in site planning. The setback requirements for Commercial Area Parcels are as follows:

Front Yard: 80 feet from parkway right of way or front property line. Buildings may incorporate a setback of zero feet adjacent to proposed Storm Water Management Pond Easements when utilizing vertical wall pond edge treatments. Parking areas shall be setback 5 feet from vertical wall storm water management pond edges.

Side Yard: 30 feet from side property line. Buildings may incorporate a setback of zero feet adjacent to Storm Water Management Pond Easements when utilizing vertical wall pond edge treatments. Parking areas shall be setback 5 feet from vertical wall retention pond edges.

Rear Yard: 40 feet from rear property line. Buildings may incorporate a setback of zero feet adjacent to Storm Water Management Pond Easements when utilizing vertical wall pond edge treatments. Parking areas shall be setback 5 feet from vertical wall pond edges.

Storm Water Management Ponds: No setback shall be required where buildings are located adjacent to proposed storm water management ponds to allow vertical wall pond edge treatments. Parking areas shall be setback 5 feet from the vertical wall of proposed storm water management ponds.

Ancillary Buildings: Setback of 20 feet from property line.

4.4.8.4 Landscape Areas- All Dimensions are Minimum Dimensions

Front Yard: A 20-foot wide landscape area containing a minimum 5' wide sidewalk shall be required between parking spaces and buildings.

Side Yard: 20-foot Landscape Buffer from side property line. The area located between commercial buildings shall be landscaped and may include pedestrian oriented uses such as sidewalks, patios, and decks. A 20-foot wide landscape area containing a 5' wide sidewalk shall be required between parking spaces and buildings.

Rear Yard: A 20-foot wide landscape area containing a 5' wide sidewalk shall be required between parking spaces and buildings.

General: Where buildings are located adjacent to parking areas, building facades shall be located 20 feet from parking lots. This 20-foot setback shall contain a 15-foot wide sidewalk and 5 feet of landscaped area. The configuration of this landscaped area may vary, but should be arranged to separate vehicular and pedestrian traffic areas, screen parking, and allow for convenient pedestrian access to retail building entrances. Tree wells utilizing tree grates, raised planting beds and planter pots shall be acceptable alternatives to surface planting beds, provided that they conform to architectural style and pedestrian scaled context of the commercial area.

4.4.8.5 Building Heights:

See Section 4.5, Building Heights for building height standards.

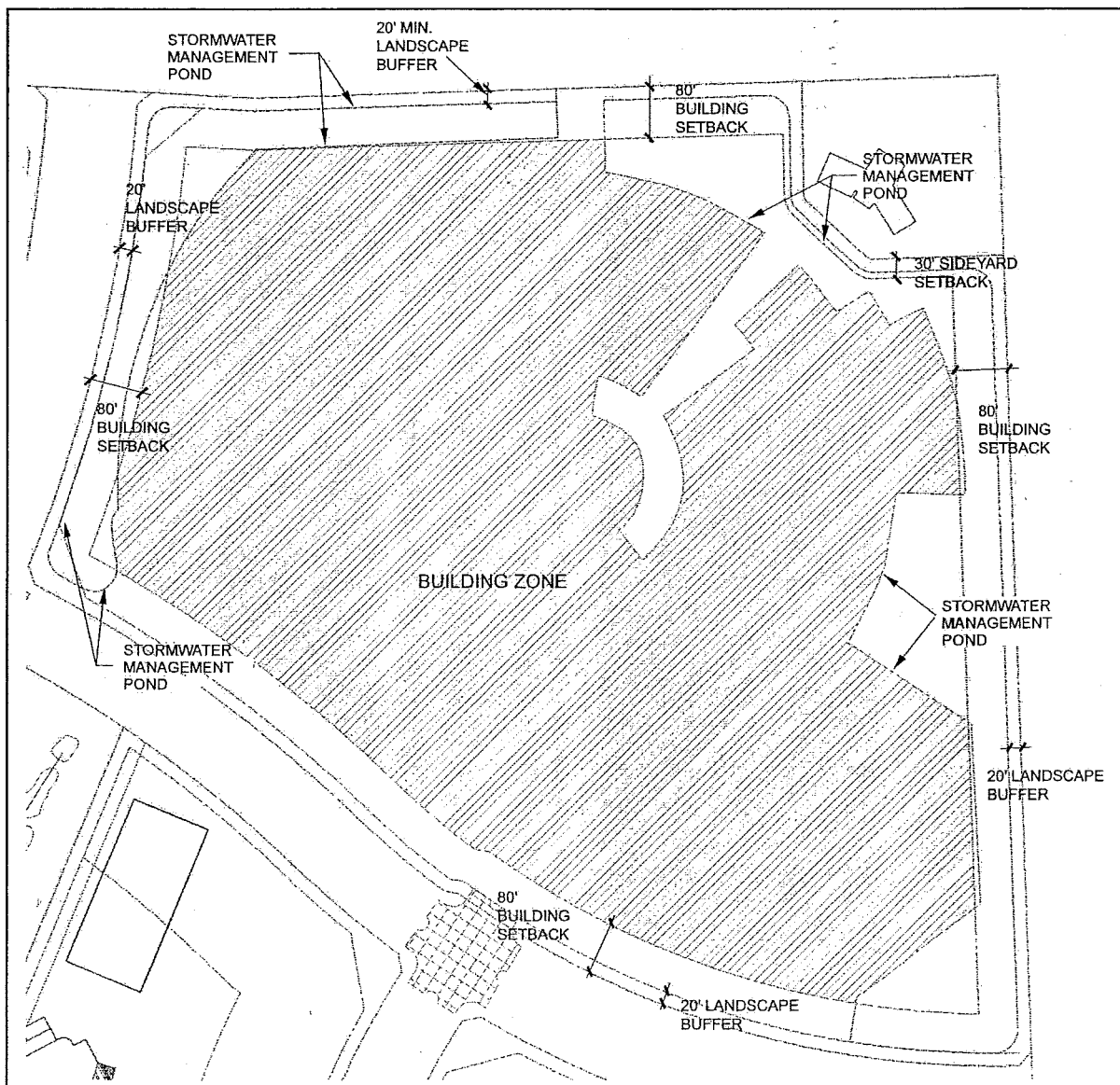


Figure 27 - Area Four: Commercial Setbacks

4.4.9 Area Five: Open Space/Golf Course

The Open Space/Golf Course Area is designated for use by the golf course and other related facilities including the clubhouse, maintenance and utility facilities and golf academy. The Illustrative Master Plan (Figure 4) provides a conceptual plan for buildings, parking and landscaping.

4.4.9.1 Permitted Uses

- Golf Course, Driving Range and golf related facilities
- Clubhouse, including restaurants, bar service, banquet facilities, executive convention and conference facilities, pro shop and other related uses
- Golf course maintenance facilities, including golf cart barns and enclosed garages for golf course equipment
- Administrative offices in support of golf course uses
- On-site waste water treatment facilities
- Utility Infrastructure facilities

4.4.9.2 Building Setbacks - All Dimensions are Minimum Dimensions

The golf course clubhouse will be subject to the following setback requirements:

Front Yard: 200 feet from parkway right of way or front property line.

Side Yard: 40 feet from side property lines.

Rear Yard: Setback shall correspond with edge of golf course safety corridor as determined by golf course architect in final golf course construction documents. 40 feet from rear property line.

Storm Water Management Ponds: 40-foot setback from storm water management easement to face of building.

Ancillary Buildings: Setback of 20 feet from parkway right-of-ways.

The golf course maintenance/utility facility will be subject to the following setbacks:

Front Yard: 80 feet from the road right-of-way or front property line.

Side Yard: 40 feet from side property lines.

Rear Yard: 40 feet from rear property line.

Storm Water Management Ponds: 40-foot setback from proposed storm water management easement to face of building.

Ancillary Buildings: Setback of 20 feet from property line.

4.4.9.3 Landscape Areas: - All Dimensions are Minimum Dimensions

The golf course clubhouse will be subject to the following landscape requirements:

Front Yard: A 20-foot wide landscape area is required between parking spaces and buildings.

Side Yard: 40 feet from side property lines shall be landscaped and may include pedestrian oriented uses including sidewalks, patios, decks, etc.

Rear Yard: Setback shall correspond with edge of golf course safety corridor as determined by golf course architect in final golf course construction documents

The golf course maintenance/utility facility will be subject to the following landscape requirements:

Front Yard: A 15-foot wide landscape area shall be required between parking spaces and buildings.

Side Yard: A 20-foot landscape buffer will be incorporated to screen views of the buildings and paved areas from the golf course and adjacent parcels.

Rear Yard: A 20-foot landscape buffer will be incorporated to screen views of the buildings and paved areas from the golf course and adjacent parcels.

Perimeter Buffer: 20 feet from property line around perimeter of site. Parking is not allowed in the landscape buffer. Storm water management ponds may be located in landscape buffer and included in the total landscape area calculations.

4.4.9.4 Building Heights:

See Section 4.5, Building Heights for building height standards.

4.5 Building Heights

Maximum building heights are restricted as indicated on the following Site Building Height Area diagram (Figure 28 - Building Height Area Diagram).

Building heights shall be as defined by the Uniform Building Code. Refer to Table 2 for maximum building heights that shall apply for each of the Building Height Areas. Also refer to Figure 29 - Aerial Perspective for a conceptual image of how the building height massing is envisioned to function on the project site.

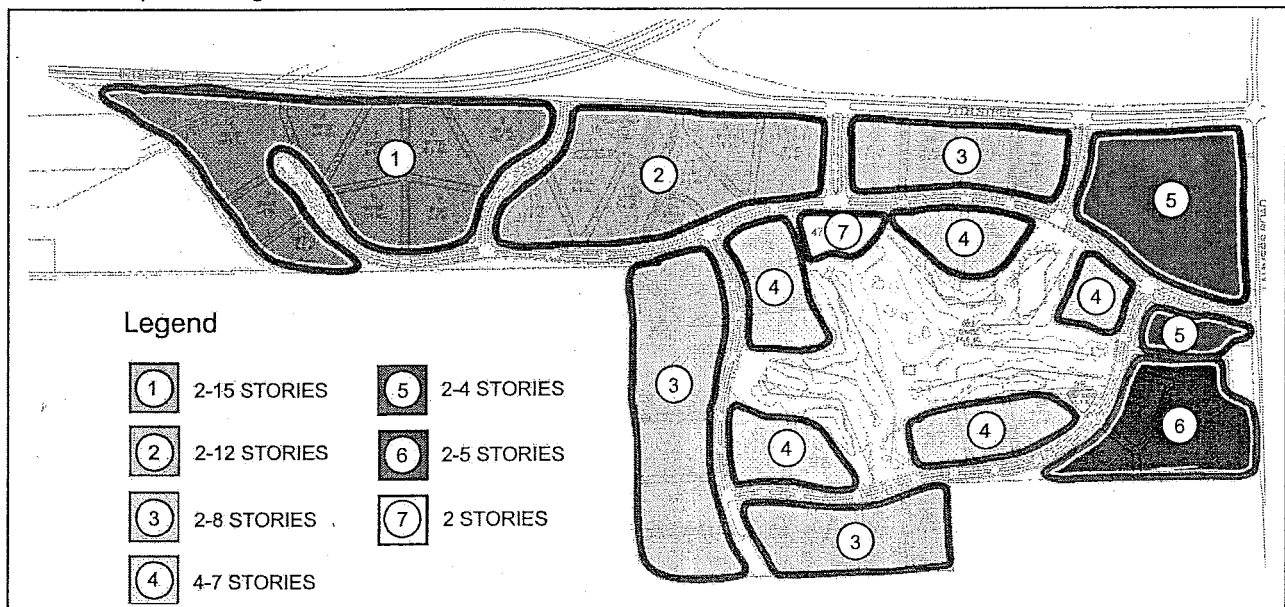


Figure 28 - Building Height Area Diagram

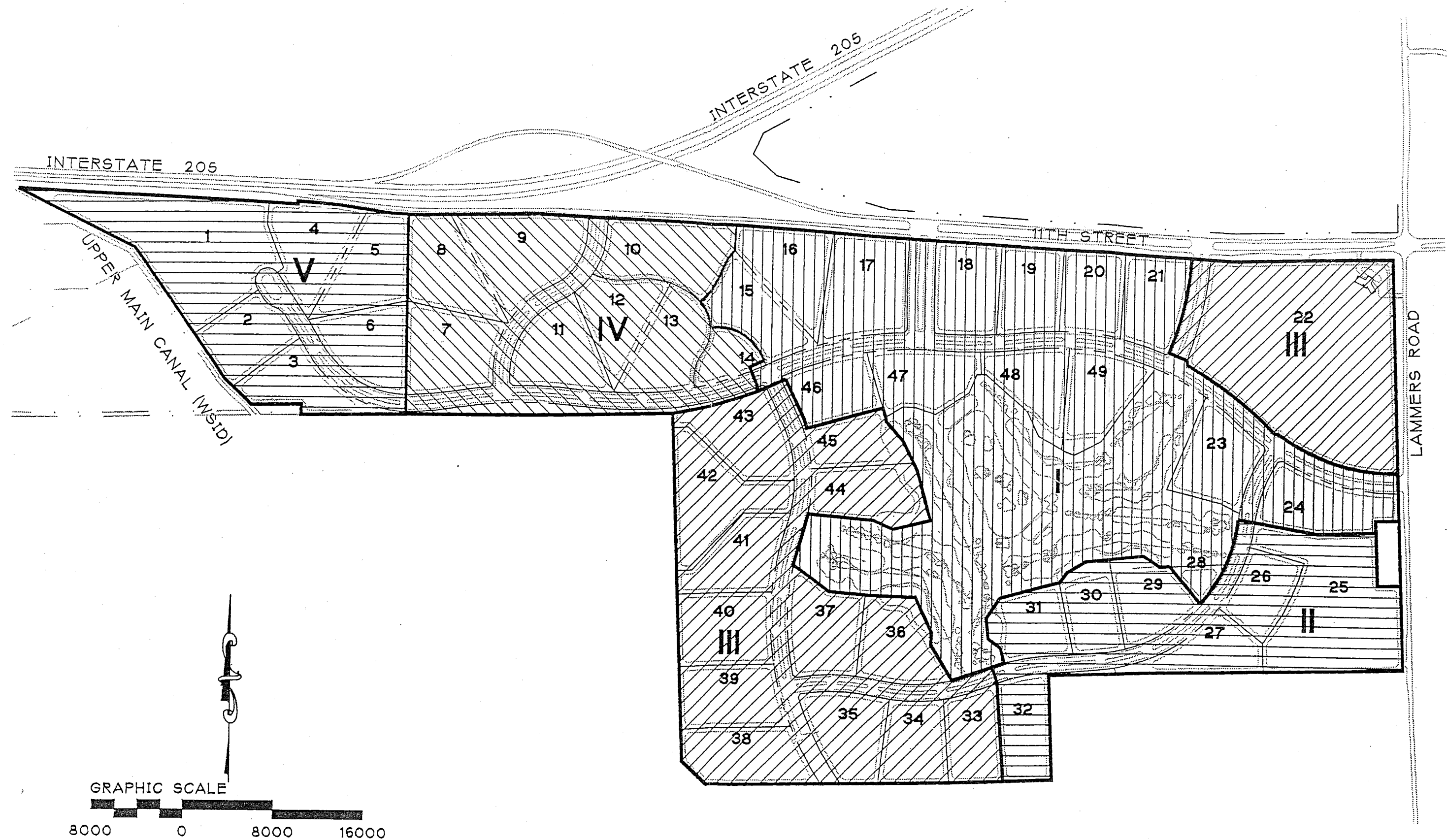
Table 2: Building Heights

<u>Building Height Area</u>	<u>Parcels</u>	<u>Height in Stories</u>	<u>Max. Height in Feet</u>
1	1 to 9	2-15	240
2	10 to 17	2-12	195
3	18 to 21, 32 to 35 38 to 43	2-8	135
4	23, 29 to 31, 36, 37 44 to 46, 48, 49	4-7	120
5	22, 24	2-4	75
6	25 to 27	2-5	90
7*	47	2*	45
other**	28	1-2	40

* Building Height Area 7 corresponds with the golf course clubhouse parcel. In this Area, the clubhouse may include a below grade basement level to be utilized for golf cart storage and related activities.

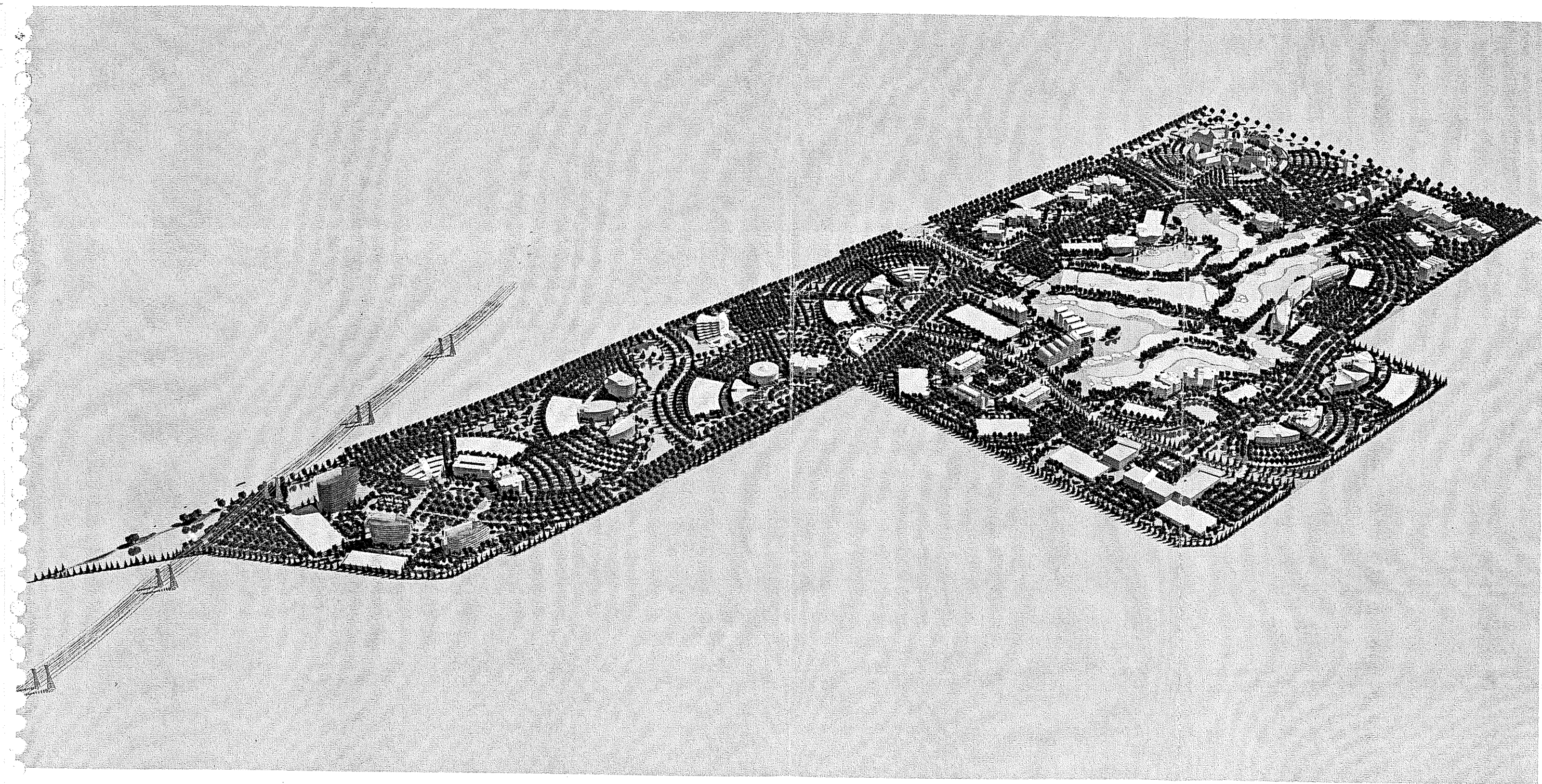
** Maintenance building for the golf course.

Note: No buildings shall be single story except the golf course maintenance, utility buildings, and ancillary buildings.



Tracy Gateway

Figure 22 - Phasing Plan



Tracy Gateway
Figure 29 - Aerial Perspective

4.6 Parking Standards

4.6.1 Parking Areas

Design and layout of parking areas for the Tracy Gateway project is an important element in the overall site design. The parking standards are intended to minimize the dominance of cars by selectively placing parking in relation to buildings, encouraging landscaping and fostering alternative designs.

4.6.2 Parking Setbacks

This section describes the setback distances required between right-of-ways and parking areas. It also describes minimum parking setbacks from other property lines.

4.6.2.1 Minimum Parking Setback - Parkways

Parking areas shall be setback a minimum of 20 feet from parkway right of ways (Figure 30 - Parking Area Setback). Parking areas shall be screened from view as described in Section 4.6.10 - Landscape Requirements in Parking Areas.

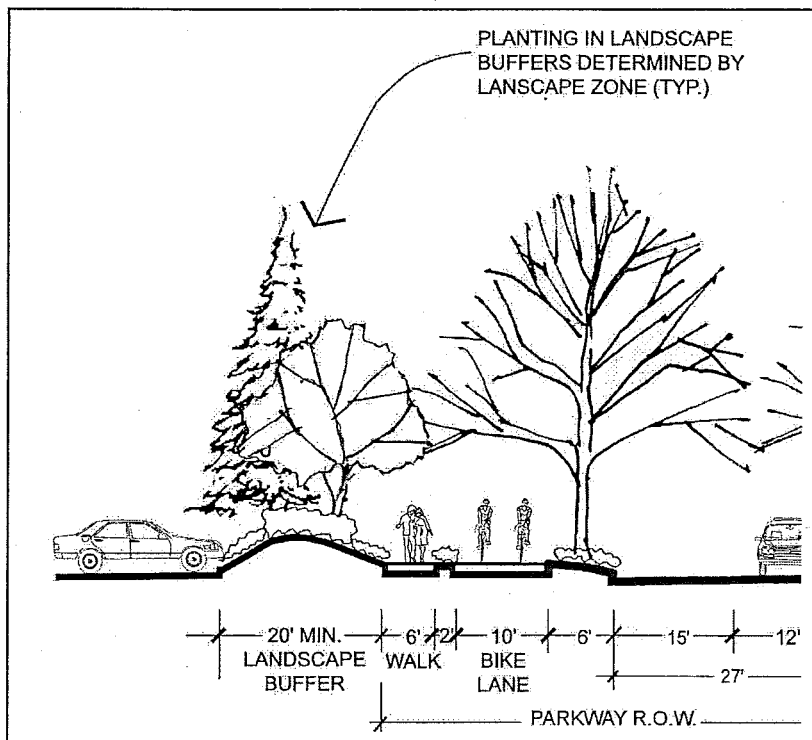


Figure 30 - Parking Area Setback

4.6.2.2 Minimum Parking Setback - Property Boundaries

Parking areas shall be setback a minimum of 20 feet from property lines. This setback area will be landscaped according to Section 4.6.10 Landscape Requirements in Parking Areas.

4.6.2.3 Minimum Parking Setback – Buildings

Parking areas shall be setback a minimum of 20 feet from the face of buildings.

4.6.3 Parking Structures

Tracy Gateway encourages the use of parking structures wherever possible to maximize landscaping and minimize the impact of surface parking. Parking structures shall be compatible and integrate with building architecture.

This section describes the setback distances required between parking structures, road rights-of-way and parcel property lines (Figure 31 - Parking Structure Setback). Setbacks for parking structures shall be the same for all parcels. When parking structures are utilized on Office/Research and Development parcels, they shall be located between the building and the rear property line. Parking structures shall be located between the front property line and the buildings in Golf Frontage parcels. In no case shall a parking structure be located between the building and the golf course. In Lammers Road Office parcels, parking structures shall be located between the building and the rear property line. Parking structures utilized in Commercial parcels shall be integrated with the commercial building architecture, and sited such that walking distances from structures to commercial uses are minimized.

Maximum height of parking structures shall not exceed four (4) levels of parking or 40 feet in height, measured to the top of the parapet. Building setbacks shall increase according to height of structure. Setbacks for all parking structures shall be as outlined in Table 3.

Table 3: Parking Structure Setback Requirements

PARKING STRUCTURE HEIGHT TO SETBACK RATIO

<u>Levels</u>	<u>Height</u>	<u>Setback</u>
2 story	20'	40'
3 story	30'	50'
4 story	40'	60'

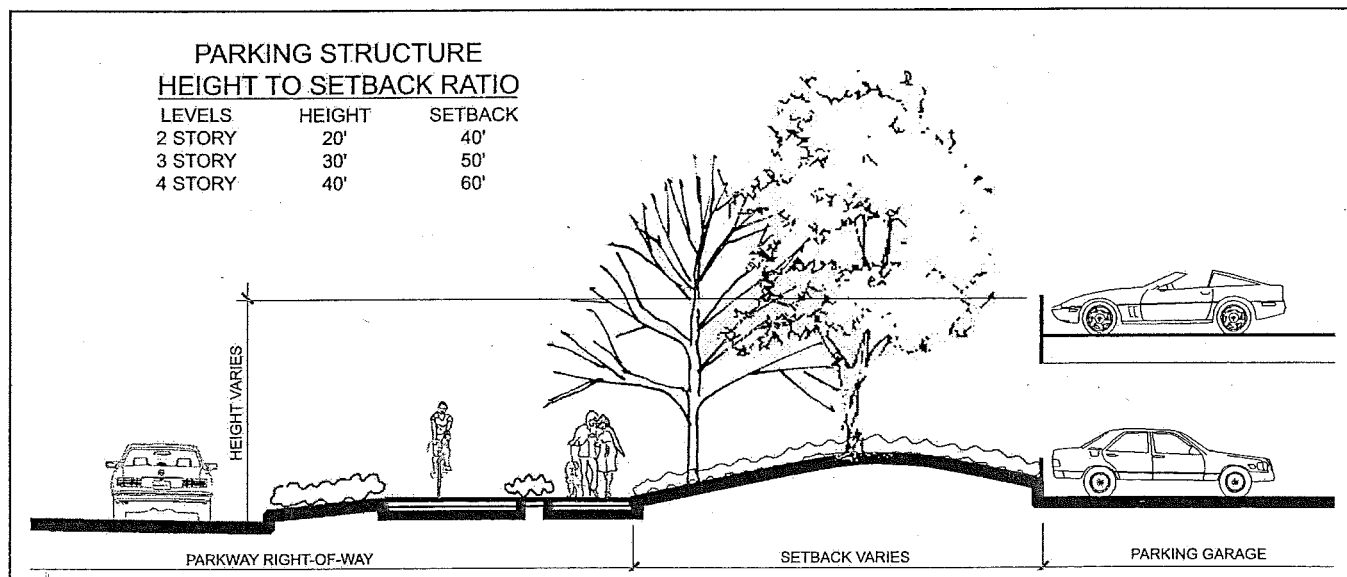


Figure 31 - Parking Structure Setback

When parking structures are used in conjunction with surface parking areas, parking structures shall be buffered from surface parking areas by a minimum 20-foot landscaped area located between surface parking lots and the structure wall. Parking structures shall be screened from the parkways and adjacent parcels through the use of plant materials according to a plant palette to be provided in the PDP/FDP. Parking Structures shall have an opaque panel or screen to cover the view of the front of the car.

Parking structure roof decks shall be planned to visually break up large surfaces through the use of planters at the deck perimeter, shrub pockets on the deck surface, trellises with vines, tree planting wells where structurally practical, or by other architectural means.

4.6.4 Parking Ratios

Refer to Table 4 for minimum parking ratios that shall apply to the various land uses located within Tracy Gateway:

Table 4: Required Parking Ratios

<u>Land Use</u>	<u>Minimum Parking Requirements</u>
Office/R&D	3.5 spaces/1000 square feet (sf)
Retail, Restaurant	5 spaces/1000 sf
Hotel	1.25 spaces/hotel room
Golf Course/Clubhouse	250 spaces (Located on Parcel 47)
Golf Course Maintenance Building	1 space/maintenance staff

Other uses not listed herein to be established in approved PDP/FDP, or in accordance with Tracy Municipal Code standards.

4.6.5 Parking Lot Drive Aisles

All parking areas shall provide adequate driveway space for the movement of vehicles by incorporating minimum 24-foot wide drive aisles. All shared drive aisles between parcels shall be minimum 28-foot wide drive aisles (refer to Figure 34 - Parking Lot Landscape at Shared Drive Aisles).

4.6.6 Circulation, Fire Lanes and Special Access

No parking shall be allowed on any public roadway within Tracy Gateway. In an effort to increase interaction of people working in buildings located on adjacent parcels, parking lot circulation between parcels shall be encouraged through the use of common driveways and shared drive aisles.

Parking area layout shall facilitate convenient and safe pedestrian circulation. Pedestrian access to buildings shall be via centralized pedestrian walkways between parking bays.

Fire lanes and other no parking or restricted parking zones, lanes or areas shall be signed and pavement striped in conformance with the requirements of the City of Tracy Fire Department and the California Vehicle Code to permit citation and removal of illegally parked vehicles.

4.6.7 Paving and Striping

Parking areas shall be paved with the following materials: asphalt, concrete, concrete unit pavers, grass-crete, or other similar materials in order to provide an all-weather surface. Parking areas shall be striped and each space designated with either white painted lines on the paved surfaces or other striping methods.

4.6.8 Parking Stall Dimensions

All required parking spaces shall be arranged perpendicular to the landscape islands. Minimum dimensions for parking stalls shall be as indicated in Table 5.

Table 5: Parking Stall Dimensions

Stall Length (minimum)	17 feet
Stall Width (minimum)	8.5 feet
Drive Aisle Width (minimum)	24 feet
Overall Parking Bay Width (minimum)	58 feet

Provide six (6) foot long wheel stops to prevent vehicle bumpers from damaging plant materials in Landscape Islands. Wheel stops shall be centered in the stall, and placed at least 18 inches away from the curb (measured from the outside face of the curb to the centerline of the wheel stop). Wheel stops shall be positioned parallel to the face of the curb.

4.6.9 Landscape Islands

Parking lots shall include a minimum of five (5) foot wide landscape islands between parking bays (Figure 32 - Landscape Islands). A ten (10) foot wide planting island shall be located between parking stalls such that a maximum of fifteen (15) parking spaces may be placed adjacent to one another between planting islands. Planting islands located at the end of a parking bay adjacent to a drive aisle shall be a minimum width of fifteen (15) feet. Dimensions for landscape islands shall be measured perpendicular to the face of the curb.

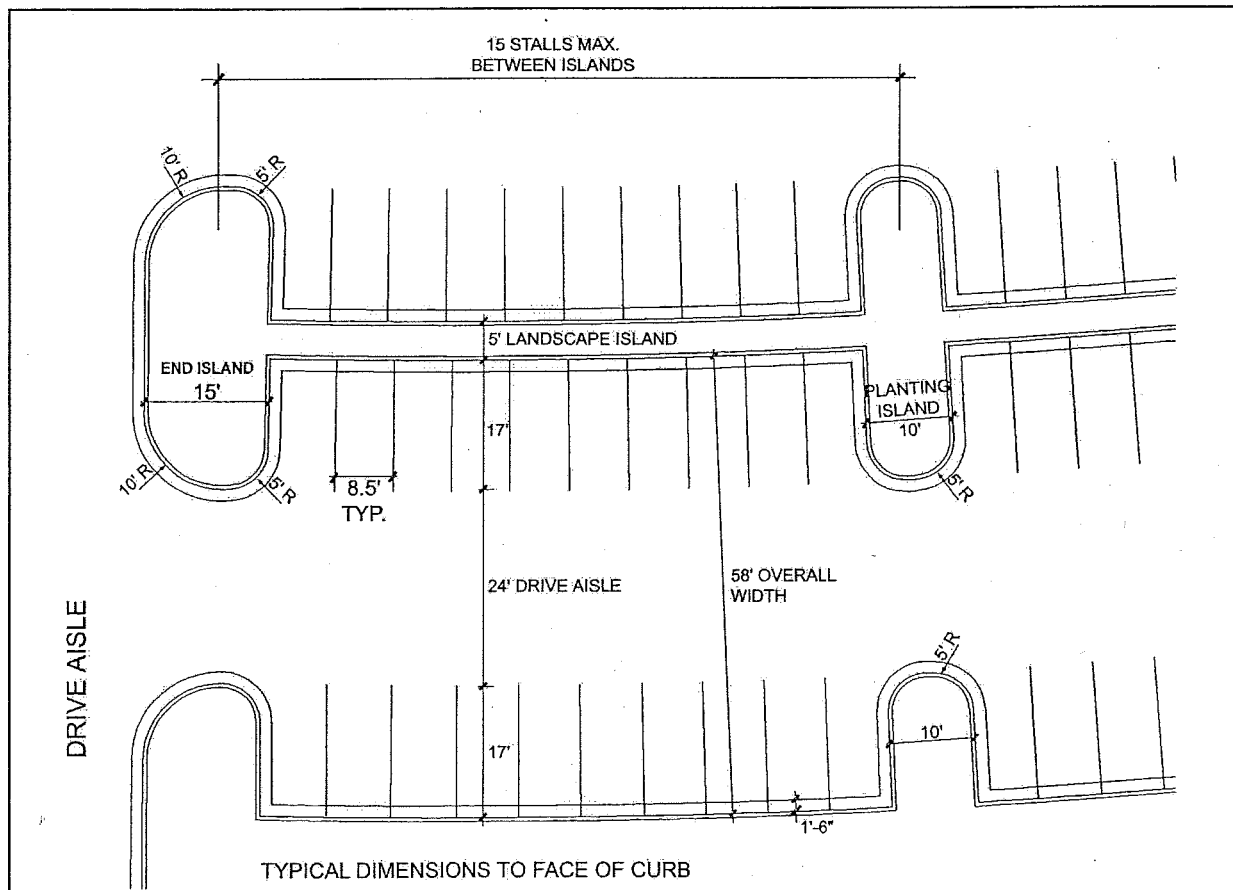


Figure 32 - Landscape Islands

4.6.10 Landscape Requirements in Parking Areas

Landscaping of parking areas will be critical to the overall appearance and pedestrian scale of the project. For this reason, the parking areas shall conform to the following guidelines. Compliance with these guidelines meets or exceeds minimum requirements of the Tracy Municipal Code for landscaping of parking areas.

Parking bays shall be separated from one another by a five (5) foot wide (minimum) landscape island (Figures 33 - Parking Lot Landscape and Figure 34 - Parking Lot Landscape at Shared Drive Aisles). These landscape islands shall contain a continuous screen hedge, maintained at a height of three (3) feet. Landscape islands shall also contain trees planted at intervals not to exceed 40 feet on center. The use of wheel stops is encouraged to minimize vehicular overhang into landscape islands.

Landscape islands shall also contain intermediate planting islands located between parking stalls. These planting islands shall be spaced such that a maximum of fifteen (15) parking stalls may be placed adjacent to one another between planting islands. Planting islands shall be a minimum width of ten (10) feet. Planting islands located at the end of parking bays adjacent to drive aisles shall be a minimum width of fifteen (15) feet. Planting islands shall contain a continuous screen hedge maintained at a height of three (3) feet. This hedge shall be setback from the parking stalls and drive aisles by a two (2) foot wide strip of groundcover to allow for opening and closing of car doors. Planting in landscape islands, end islands, and planting islands shall be at a minimum as depicted in Figure 31 - Parking Lot Landscape.

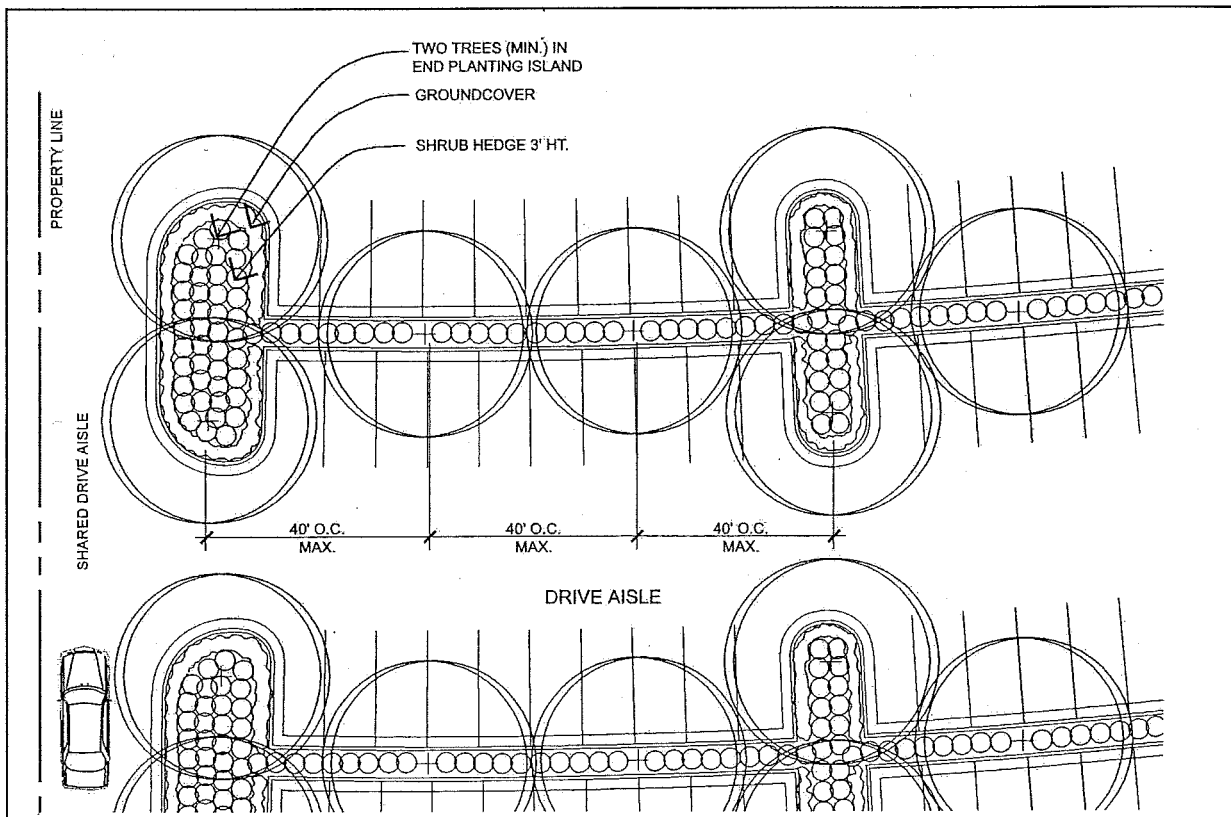


Figure 33 - Parking Lot Landscape

Parking lots located adjacent to exterior property boundaries shall be buffered from adjacent parcels with a combination of berms and plant materials (Figure 35 - Parking Lot Buffer Landscape). Plant materials allowed for use in the buffer areas will be determined in the PDP/FDP. Landscape treatments for buffer areas will vary based on the specific location of each site.

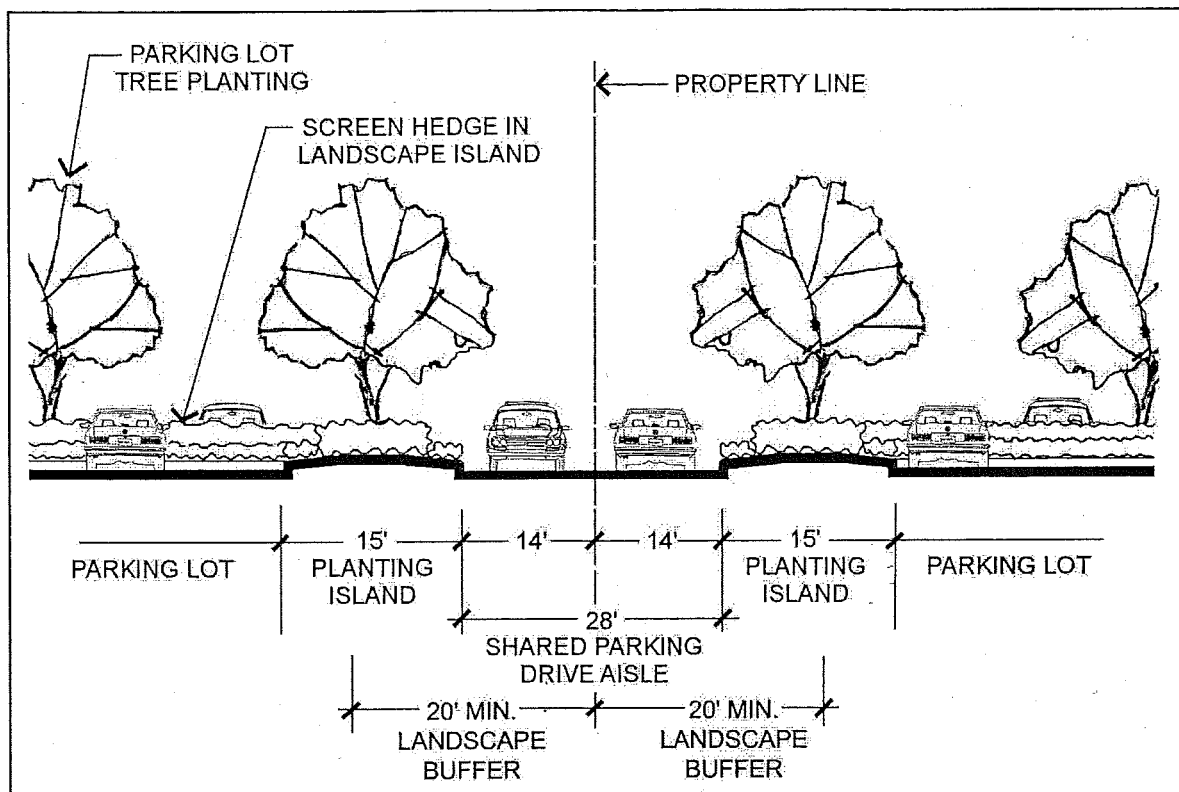


Figure 34 - Parking Lot Landscape at Shared Drive Aisles

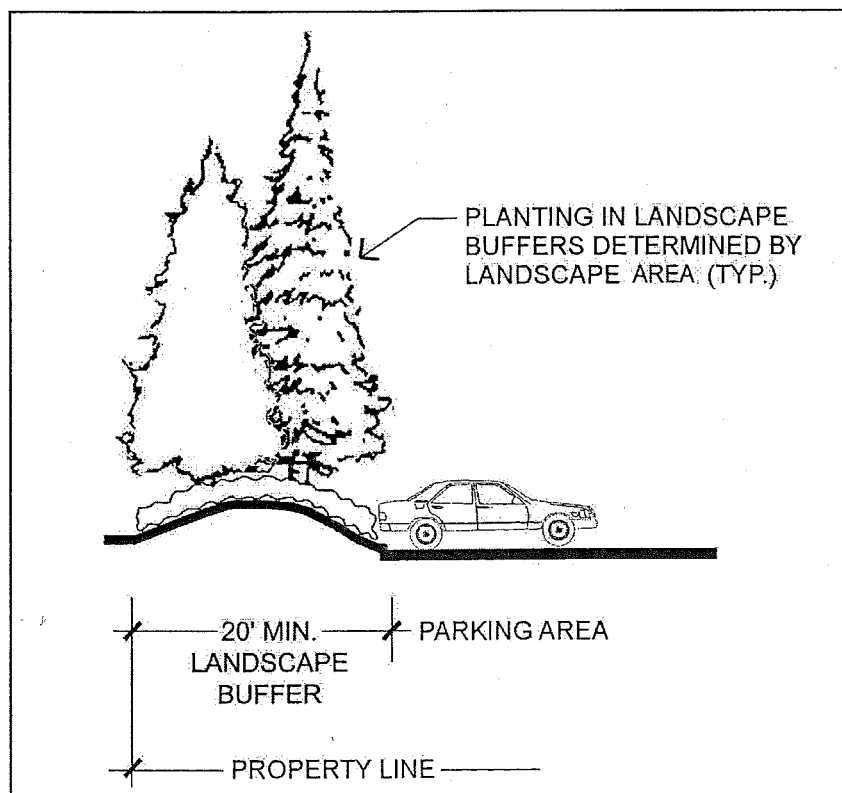


Figure 35 - Parking Lot Buffer Landscape

4.6.11 Accessible Parking Requirements

Accessible Parking Spaces shall be located near building entrances in conformance with the current federal, state and local codes in effect at the time of construction for each building.

4.6.12 Carpool/Vanpool Preferential Parking

In order to promote carpooling and ride sharing throughout Tracy Gateway, preferential parking spaces shall be designated for use by carpools and vanpools. The number of preferential carpool/vanpool parking spaces shall be a minimum of 1.5 percent of the total required parking spaces for each building.

Carpool/vanpool parking spaces shall be located in close proximity to building entrances. Only vehicles registered as carpool/vanpools, or otherwise designated for carpooling, shall be allowed to park in designated carpool/vanpool spaces.

4.6.13 Alternative Fuel/Motorcycle Preferential Parking

In order to promote use of fuel-efficient and alternative fuel vehicles for transportation to Tracy Gateway, preferential parking spaces shall be designated for alternative fuel vehicles, including vehicles powered by compressed natural gas and hybrid/electric cars. The number of preferential parking spaces shall be a minimum of 1.5 percent of the total required parking spaces for each building. These spaces shall include necessary equipment required to recharge electric batteries. Likewise, preferential parking spaces shall be designated for motorcycle parking. The number of preferential parking spaces shall be a minimum of 1.0 percent of the total required parking spaces for each building.

Preferential parking spaces shall be located in close proximity to building entrances. Only vehicles powered by alternative fuels and motorcycles shall be allowed to park in designated spaces.

4.6.14 Bicycle Parking

All parcel owners shall provide, at each building, a minimum number of bike racks to accommodate the equivalent of 5% of the total number of automobile stalls required. Bicycle racks shall be located in the shared access forecourt or adjacent to front building entrances in a convenient, secure location. Bike racks shall provide the functional ability to lock the bike to the rack, and shall be sheltered from the sun and rain. Each parcel owner may determine the type of system to be installed, provided the bike racks are compatible with the architectural theme of the building.

4.7 Landscaping Standards

The goal of defining the following Landscape Concept is to create a level of uniformity and set the design direction of landscape treatment within each of the areas described. The landscape areas described herein represent design concepts to be incorporated in the landscape buffer areas located on the perimeter of each parcel. Landscaping of the landscape buffers will be the responsibility of the individual parcel developer. The Master Developer will deliver buffer area landscaping requirements to individual parcel developers prior to development of preliminary site planning studies. The detailed landscape plans for these buffer areas will be reviewed by the City, as part of the PDP/FDP approval process. Refer also to Figure 4 - Illustrative Master Plan for a graphic overview of the Landscape Concept.

4.7.1 Perimeter Landscape Areas

The Master Developer will provide Perimeter Landscape Areas (Figure 36- Perimeter Landscape Areas), according to project phasing, to establish streetscape along the major public thoroughfares on the north and east property boundaries as described herein.

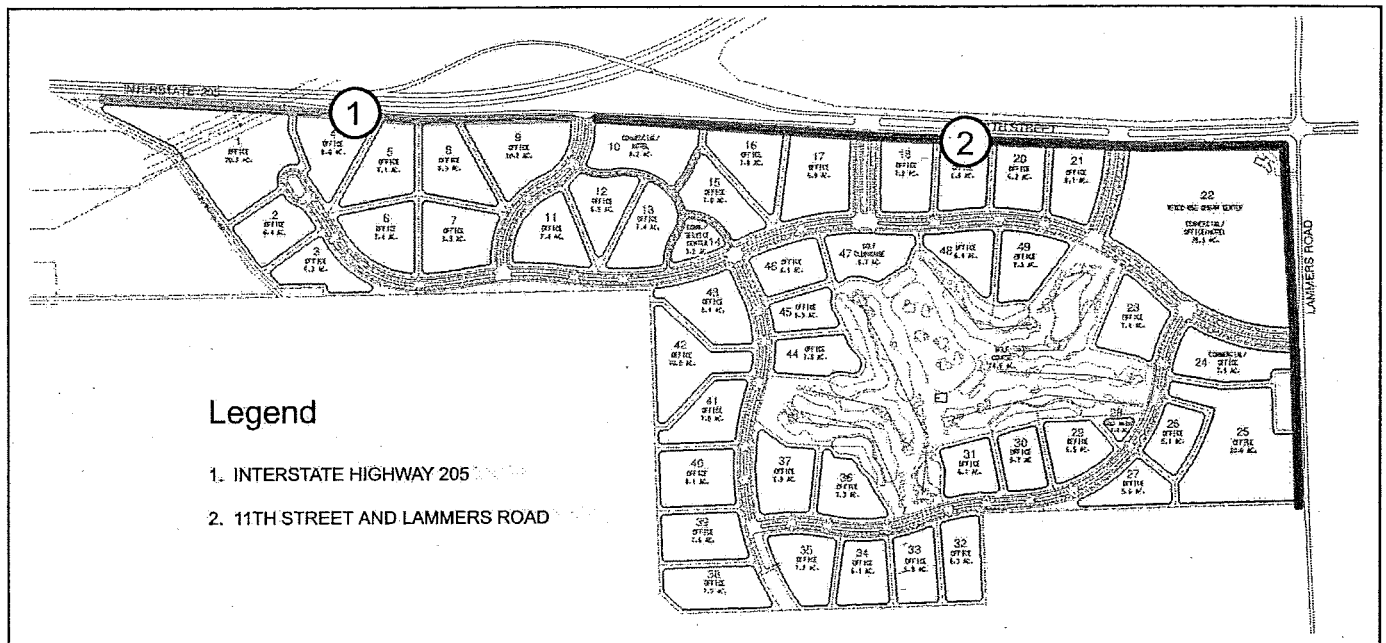


Figure 36- Perimeter Landscape Areas

4.7.1.1 Area 1 Interstate 205

I-205 traverses the northwestern edge of Tracy Gateway. This Area will be designed to minimize the visual and acoustical effects of the freeway on surrounding areas and create a more unified and attractive appearance for this entrance to City of Tracy. Landscaping for this Area is critical to the establishment of a "first impression" for Tracy Gateway, as well as the "gateway" feature to the City of Tracy. This Area will incorporate the Deciduous Canopy and/or Coniferous Evergreen Trees utilized in the 11th Street and Lammers Road Area to establish a tree canopy over the southern portion of the highway frontage. Unlike the 11th Street and Lammers Road Areas, however, the canopy will be intentionally broken to open up strategic views to buildings from the eastbound and westbound travel lanes of Highway 205. Earthen berms and understory shrub planting will provide a continuous acoustic buffer at a minimum height of four feet, to screen views of parking areas.

4.7.1.2 Area 2 11th Street and Lammers Road

11th Street and Lammers Road are the key entry boulevards into the Tracy Gateway project from the City of Tracy to the east and are designed with limited curb cuts and strong landscape character to introduce the landscape and natural themes of Tracy Gateway. These Areas are typified by the establishment of Deciduous Canopy and/or Coniferous Evergreen Trees along the south side and median for 11th Street, and along the west side of Lammers Road to create a unique and unified project image for the main roads located outside the project site. Berms and understory shrub plantings will be utilized to screen views of parking. View corridors into the Commercial parcels are intended to enhance the value of the commercial development. Large Canopy Trees will be spaced at intervals of 40 feet on center.

4.7.2 Project Entrance Areas

Project identity streetscape will be established at the main points of entry into the project from major public thoroughfares on the north and east property boundaries as described as follows (Figure 37 - Project Entrance Areas).

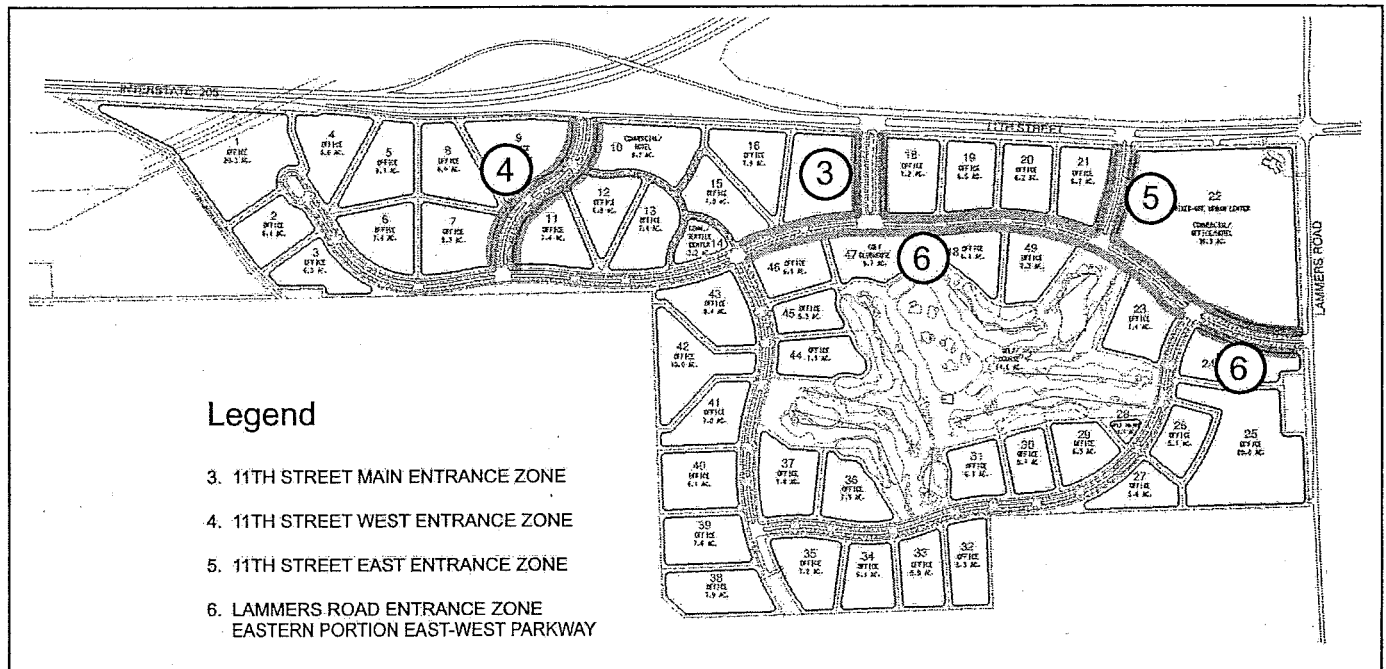


Figure 37 - Project Entrance Areas

4.7.2.1 Area 3 11th Street Main Entrance

This is the main gateway into the site from the City of Tracy to the east and communities to the north (Figure 38 - Area 3: 11th Street Main Entrance). This main entrance will be designed as a landscape and view corridor focusing onto the golf course clubhouse at the end of the entry road. A gateway landscape treatment, consisting of planting and water features, will be created to mark the major vehicular entrance into the project. This landscape treatment will be continued into the clubhouse site.

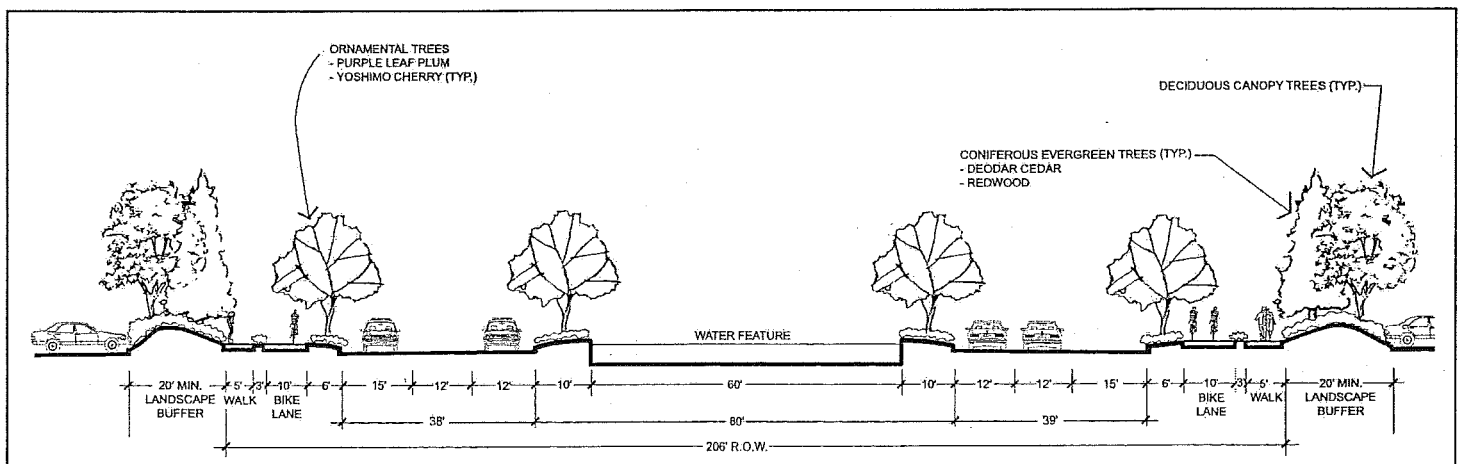


Figure 38 - Area 3: 11th Street Main Entrance

4.7.2.1 Area 4 11th Street West Entrance

Deciduous Canopy and/or Coniferous Evergreen Trees will be used to establish the character of this Area (Figure 39 - Area 4: 11th Street West Entrance). Once established, these trees will function as a windbreak while providing views from under the tree canopy to the storm water management ponds, which are located on both sides of the 11th Street West Entrance Drive. Trees will be planted in a along the east side of the West Entry Drive for uniformity of appearance. Understory shrub plantings will screen views of parking. Deciduous Canopy Trees should be spaced at intervals of 40 feet on center. Buffer landscaping along the common driveway easements will be developed to screen views of parking lots and service areas.

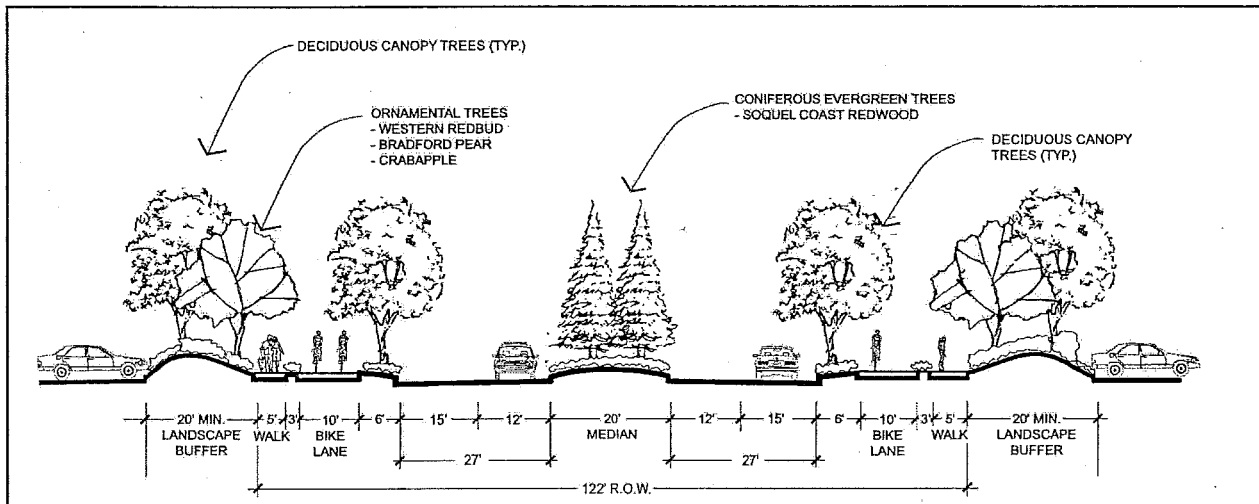


Figure 39 - Area 4: 11th Street West Entrance

4.7.2.3 Area 5 11th Street East Entrance

Because this Area abuts the Commercial Area (Figure 40 - Area 5: 11th Street East Entrance), special attention will be given to screening views of parking, while maintaining views to the commercial buildings and the storm water management ponds. This Area will have a strong water orientation with ponds located along both sides of the parkway. For this reason, Deciduous Canopy Trees will be spaced at intervals of 40 feet on center to create the landscape buffer fronting the parkway along Parcel 21 and Parcel 22. Understory shrub plantings will be used to screen views of parking areas.

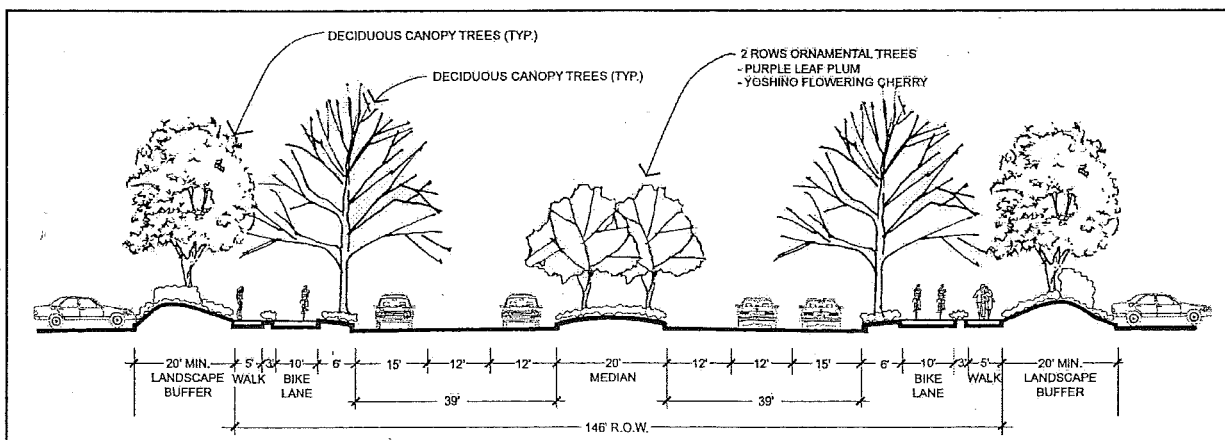


Figure 40 - Area 5: 11th Street East Entrance

4.7.2.4 Area 6 Lammers Road Entrance/Eastern Portion East-West Parkway

Deciduous Canopy and/or Coniferous Evergreen Trees will be used to establish the character of this Area (Figure 41 - Area 6: Lammers Road Entrance/Eastern Portion East-West Parkway). Once established, these trees will function as a windbreak while providing views from under the tree canopy to the storm water management ponds, which are located on both sides of the 11th Street West Entrance Drive. Trees will be planted in a along the east side of the West Entry Drive for uniformity of appearance. Understory shrub plantings will screen views of parking. Deciduous Canopy Trees should be spaced at intervals of 40 feet on center. Buffer landscaping along the common driveway easements on these parcels will be developed to screen views of parking lots and building service areas.

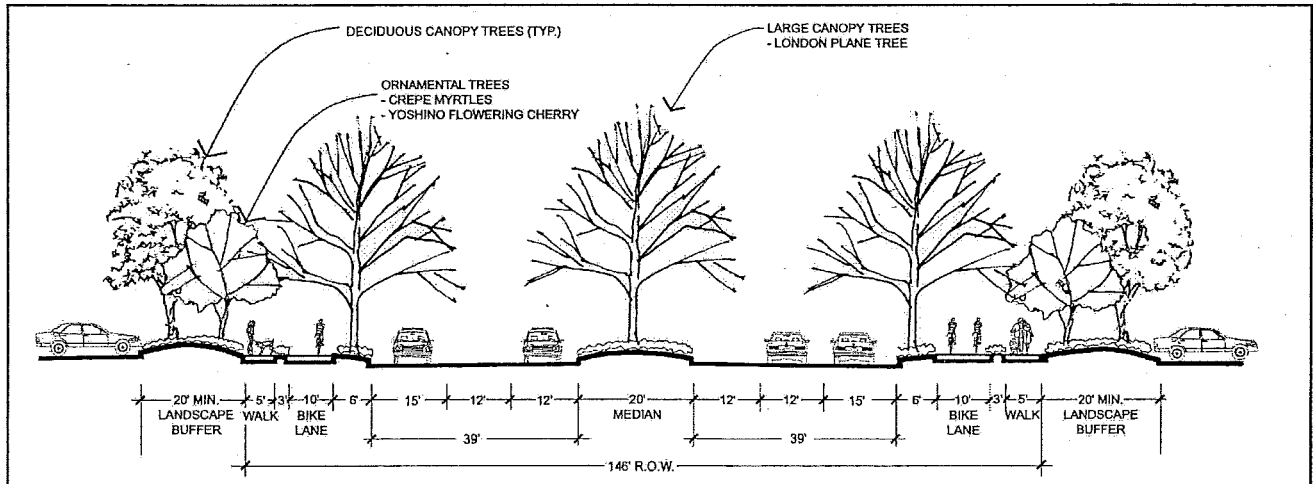


Figure 41 - Area 6: Lammers Road Entrance/Eastern Portion East-West Parkway

4.7.3 Interior Parkway Areas

Streetscape will be established along the primary circulation parkways that provide access within the project area as described as follows (Figure 42 - Interior Parkway Zones).

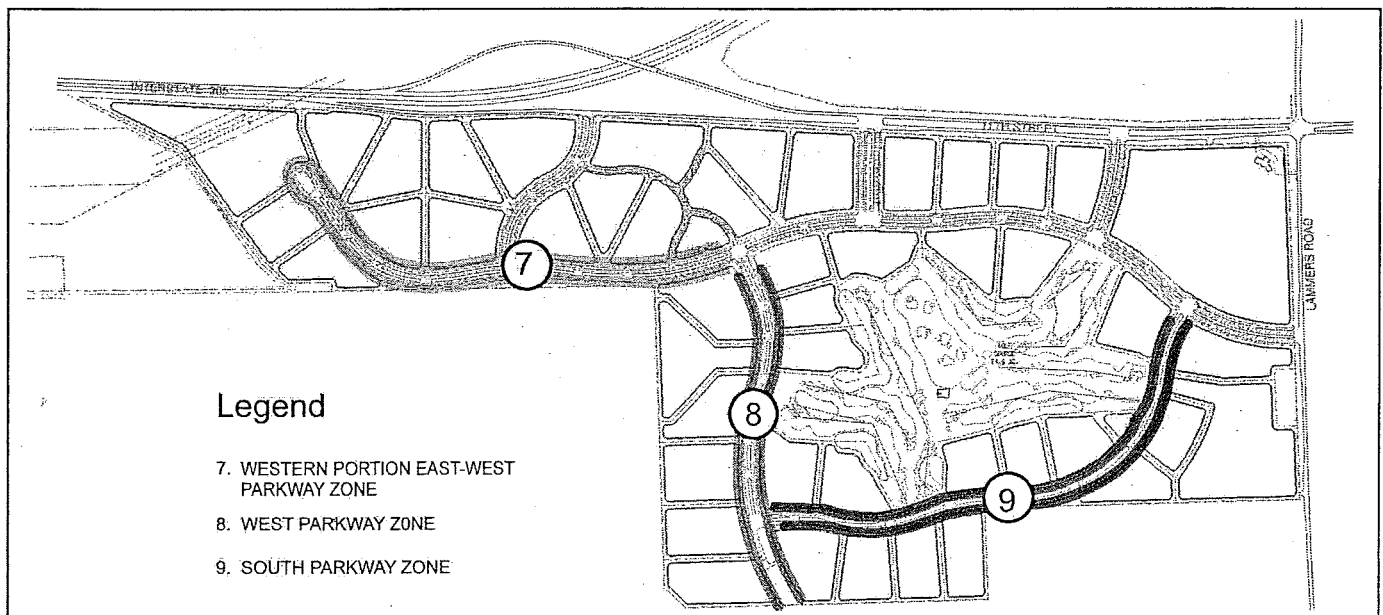


Figure 42 - Interior Parkway Areas

4.7.3.1 Area 7 Western Portion East-West Parkway

The East-West Parkway (Figure 43 - Area 7: Western Portion East-West Parkway) is the main landscaped boulevard that traverses the length of the site. The majority of open spaces within Tracy Gateway including the golf course, clubhouse, lakes, water features, view corridors, and plazas front onto this main east-west boulevard. The landscaping within this corridor establishes the framework for open space throughout Tracy Gateway.

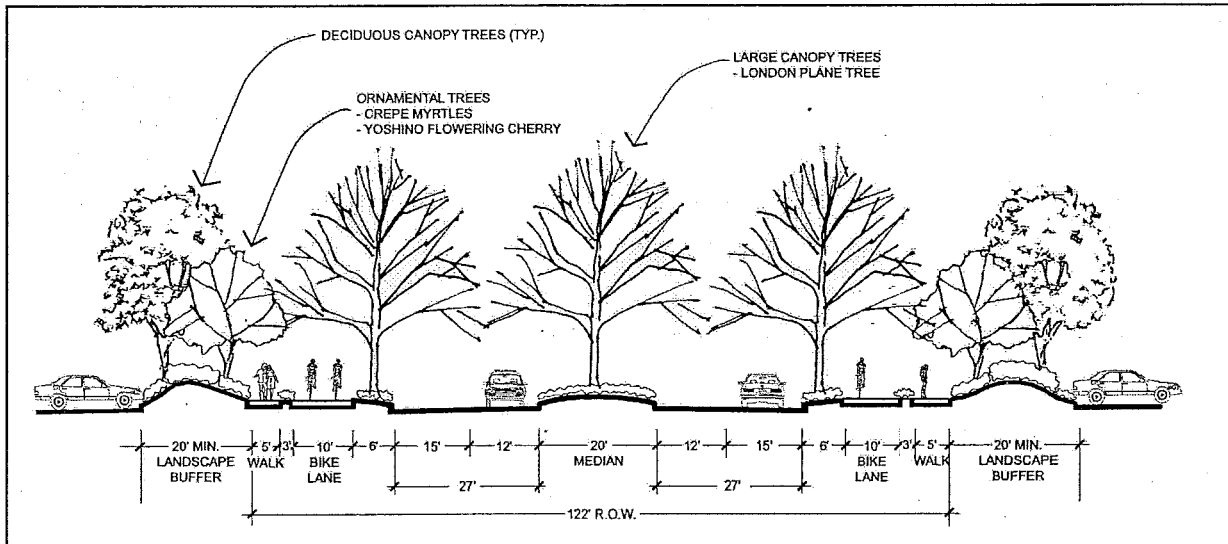


Figure 43 - Area 7: Western Portion East-West Parkway

4.7.3.2 Area 8 West Parkway

Tree planting within the front landscape buffer (Figure 44 - Area 8: West Parkway) should consist primarily of Coniferous Evergreen trees and understory shrub planting to screen parking, accent the trees utilized in the streetscape, and function as a windbreak. Coniferous Evergreen Trees should be spaced at intervals of 25 feet on center. Side yard landscape buffer planting between parcels should be developed to screen views of parking areas and service areas.

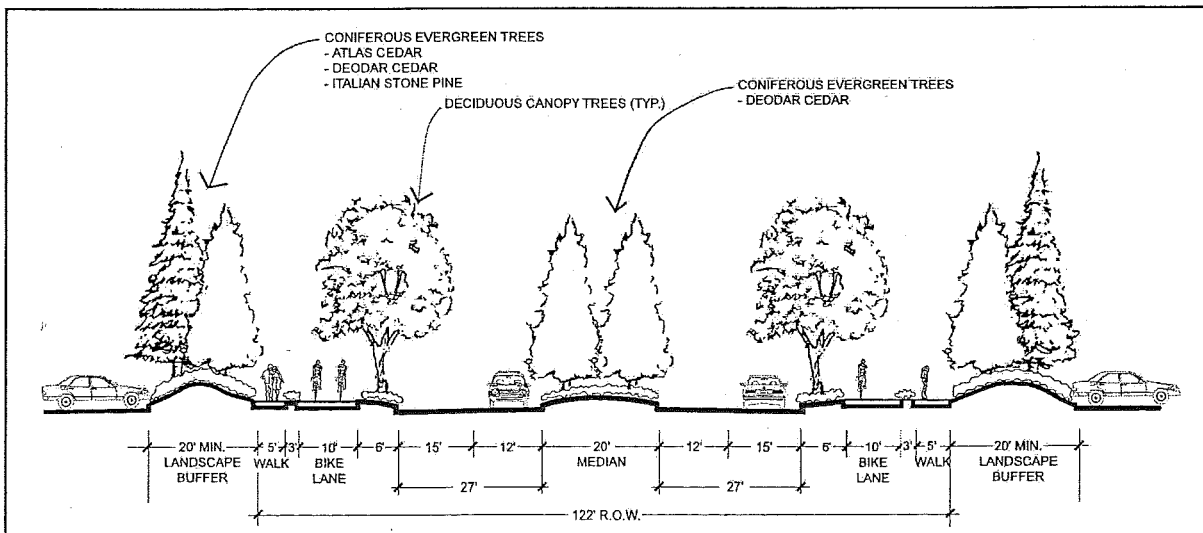


Figure 44 - Area 8: West Parkway

4.7.3.3 Area 9 South Parkway

Landscaping in the landscape buffer adjacent to the South Parkway will contain a mix of Deciduous Canopy and/or Coniferous Evergreen Trees and Ornamental Trees spaced at intervals of 35 feet on center (Figure 45 - Area 9: South Parkway). Berms and understory shrub planting will screen views of parking areas. Side yard landscape buffer planting between parcels will be established to screen views of parking and service areas.

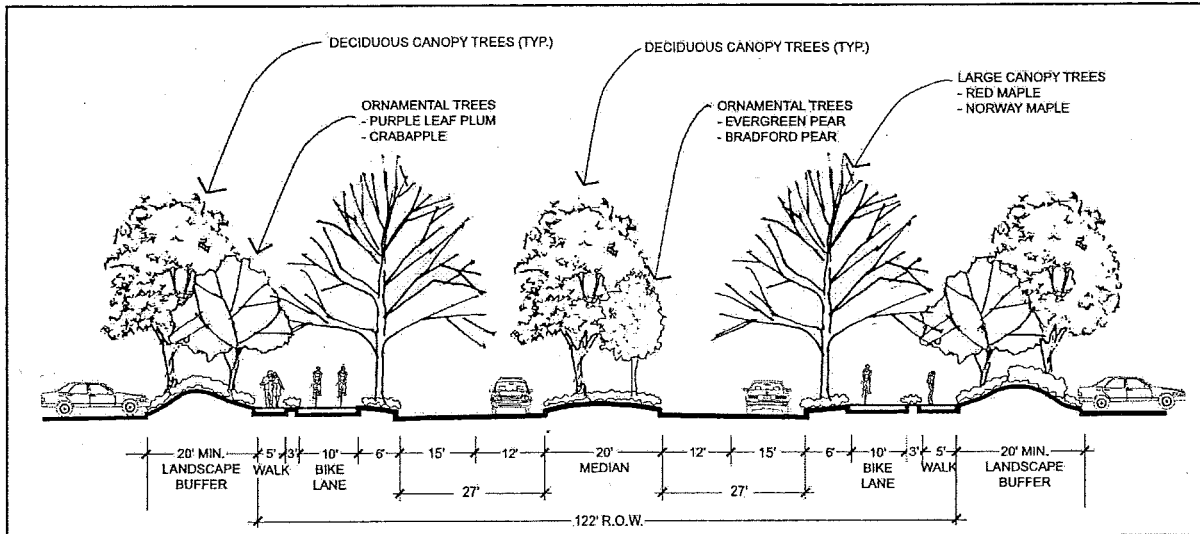


Figure 45 - Area 9: South Parkway

4.7.4 Perimeter Border Areas

Landscape buffers will be established by the Master Developer along the perimeter boundaries of the project site in accordance with project phasing as follows (Figure 46 - Perimeter Border Areas).

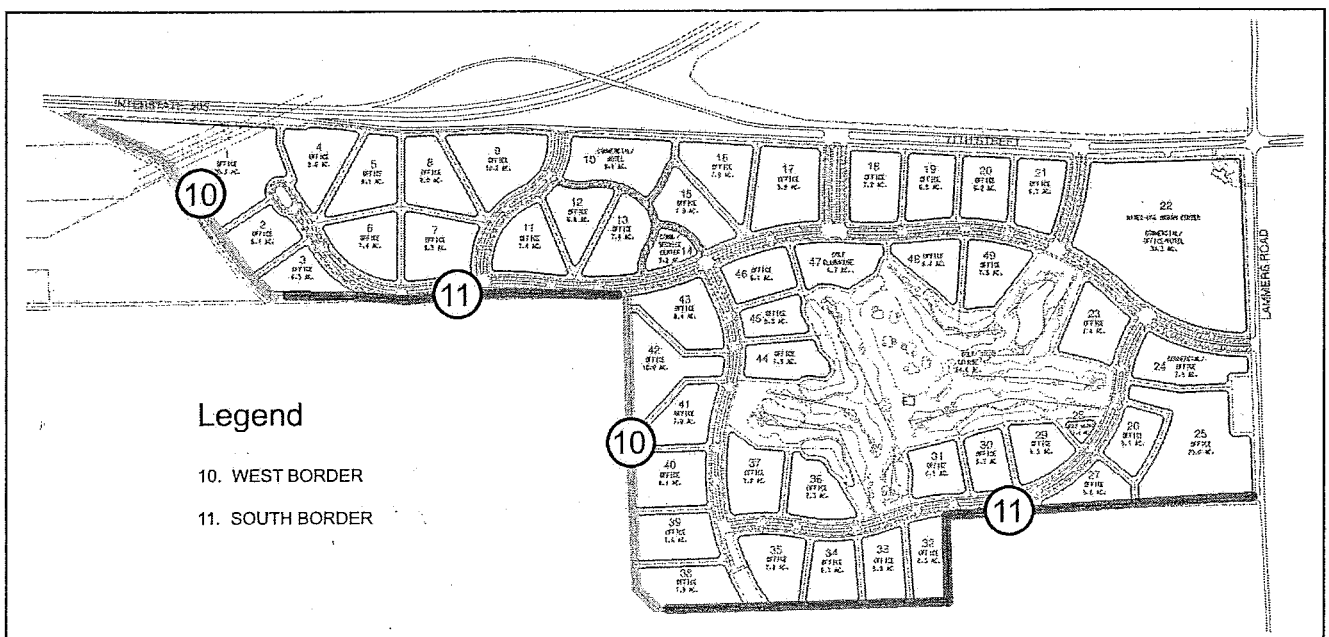


Figure 46 - Perimeter Border Areas

4.7.4.1 Area 10 West Border

To make the open space edges visible and accessible to the entire project, the open space along the western and southern edges of the site will be reinforced not only through the development of landscaping, but also by the careful selection of tree species and location of roads and breaks along these edges. On the west side of the site, where westerly winds are strong, the design of the West Border Area will include tall Coniferous Evergreen Trees and understory shrub plantings arranged to create a visible and continuous windbreak along the border zone. Coniferous Evergreen Trees used for this purpose will be spaced at intervals of 25 feet on center.

4.7.4.2 Area 11 South Border

Along the south edges of the site, the design of the South Border Area will include high branching Large Canopy Trees and understory shrub plantings arranged to allow for distant views of the hills beneath the tree canopy. Large Canopy Trees will be spaced at intervals of 40 feet on center. Along the southern edges of the site, and at key points throughout the project, the landscape buffer will be broken to create "view windows" to the open countryside and Altamont Hills.

4.7.5 Service Areas/Utilities/Screening

Truck loading and service areas will be located at the rear of the building as appropriate to screen them from adjacent roadways, open spaces, walkways and buildings. The openings to service areas and loading docks will be closed off when not in use by a rolling overhead door, swing doors or other opaque screens, colored to match the building. No loading or service areas will be permitted between buildings and the golf course or open space.

No outside storage will be permitted. Trash and garbage receptacles will be screened with an opaque enclosure constructed from durable materials that are compatible with adjacent buildings.

Utility and service facilities such as pumping stations and transformer boxes must be screened with sufficient landscaping to block views from the roadways. Landscaping around these facilities will be carefully integrated with the overall landscape to minimize the visual impact of the facilities.

4.8 Signage and Lighting

Detailed project signage and lighting will be addressed in the signage and lighting document, which will be submitted under separate cover, and will be approved as part of the PDP/FDP submittal. The following sections provide a brief summary of the signage and lighting objectives.

4.8.1 General Signage Objectives

The general signage objective is to create a high-technology image and high-quality environment for Tracy Gateway. Because water and landscape are the main themes on the site, signage must also integrate with water and landscape to strengthen and enhance the identity established at the project. Therefore, signage must be consistent throughout the site for that purpose.

The informational, directional, and traffic control signage is necessary to provide safe, convenient and efficient vehicular and pedestrian traffic. As this signage is the most visible element in the landscape, special attention must be paid to the design of this type of signage. The main themes of the development, i.e. landscape, water, high technology, and strong identity, are of primary consideration in designing this type of signage.

4.8.2 General Lighting Objectives

The primary objectives for site lighting are to promote user security and safety. Lighting elements will complement and reinforce the character established through the master planning, architecture and landscape design. Lighting must also be energy efficient and prevent light pollution and excessive glare. For these reasons, all lighting fixtures within Tracy Gateway shall be equipped with cut off shields to prevent light from spilling over into the surrounding areas.

With regard to building illumination, the project concept includes a "Lanterns on the Trees" design theme. Simply stated, this design concept will feature buildings that are illuminated from the inside to give a soft glowing appearance resembling paper lanterns, rather than the more typical exterior illumination techniques utilizing spotlights and uplighting. When viewed from a distance, the building's gently glowing glass stair towers, skylights and atriums will be seen projecting over the top to the tree canopy, creating an image of Lanterns on the Trees.

The golf course practice range may be illuminated at night to increase its availability as a recreational resource to the community. In an effort to minimize light pollution, the practice range has been located well into the interior of the project site. It will be surrounded by trees, other golf holes, and a number of mid-rise and high-rise office buildings, which will serve to minimize any potential light spill-over to adjacent properties.

4.8.2.1 Parkway Lighting

The Master Developer shall be responsible for the selection and installation of Parkway lighting fixtures upon City approval. Fixture height and selection shall be coordinated with the lighting requirements for the Sidewalks and Bike Lanes located within the Parkway right-of-way. Street signage and/or signalization elements shall be of the same or similar architectural style as the lighting fixtures. Fixtures shall set the character and enhance the high-tech ambiance of the project. This character should be reflected and integrated with the fixtures selected for individual parcels.

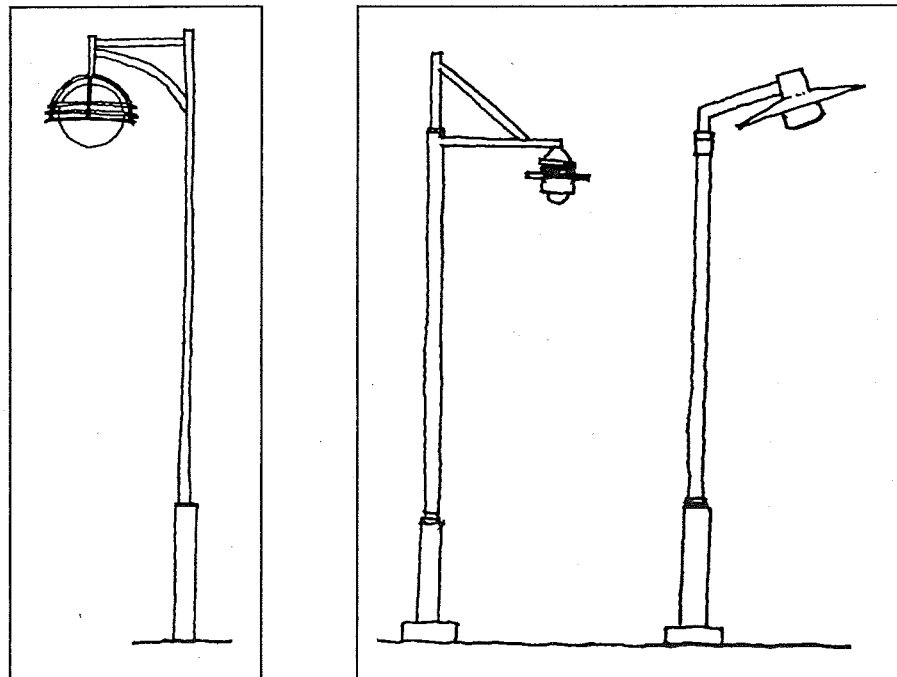


Figure 47 - Parkway Lighting - artist's concepts

4.8.2.2 Common Driveway Easement Lighting

The Master Developer shall provide light fixtures for illuminating the Common Driveway Easements. Fixtures shall be located on opposite sides of the drive aisles in an alternating fashion. Sidewalk and Bike Lane illumination shall be provided through these fixtures.

4.8.2.3 Sidewalk/Bike Lane Lighting

The Master Developer shall install Sidewalk and Bike Lane lighting fixtures located within the Parkway right-of-way and/or Common Driveway easements. Fixture height and locations shall be coordinated with the parkway/driveway street lighting such that all areas requiring light shall be illuminated.

Sidewalks located within individual parcels adjacent to parking areas and/or buildings shall be illuminated at the expense of the parcel owner.

4.8.2.4 Pedestrian Trail Lighting

Pedestrian Trail lighting shall be provided by the Master Developer at the time of the pedestrian trail installation. Lighting for this area will either consist of pole mounted fixtures or bollards designed to illuminate the walking surface of the pedestrian trail and the fitness course stations for nighttime use.

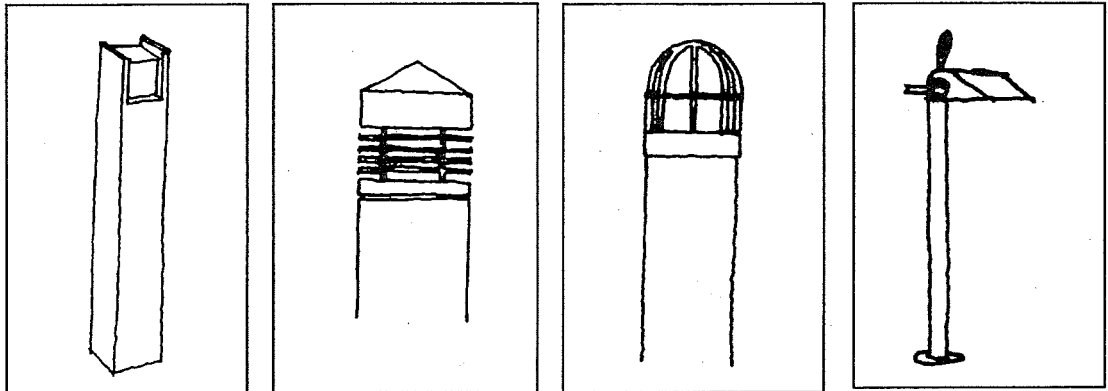


Figure 48 - Pedestrian Trail Lighting - artist's concepts

4.8.2.5 Shared Forecourt Lighting

Shared Access Forecourt lighting shall be provided either by pole mounted lighting fixtures or bollards. Wall mounted sconces or area lights may be utilized in close proximity to buildings. The goal for lighting these areas is to provide the user with a sense of security for nighttime use, accent the building architectural and landscape architectural themes, and to assist in creating a high-tech feel and ambiance.

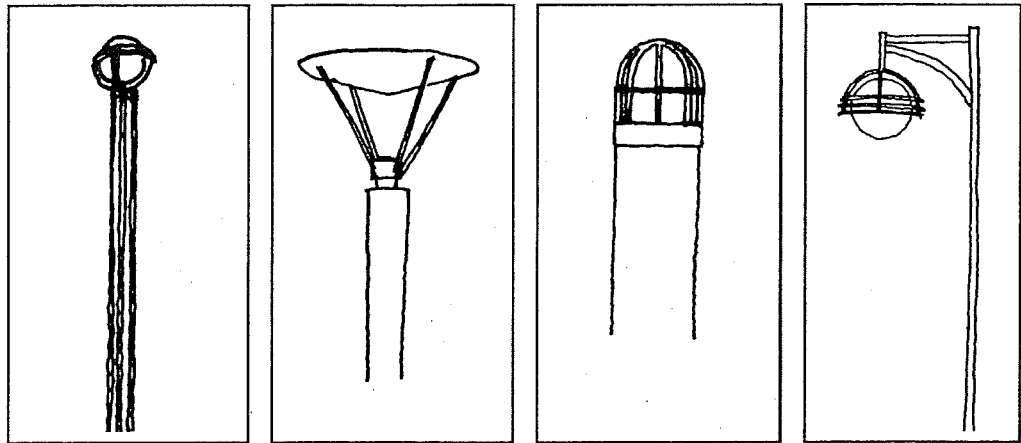


Figure 49 - Shared Access Forecourt Lighting - artist's concepts

4.8.2.6 Building Lighting and Illumination

Building illumination and architectural lighting should be indirect in character. Overhead down lighting, or interior illumination that spills outside is encouraged. Architectural lighting should accent and animate the particular building design as well as provide the required functional lighting for safety and clarity of pedestrian movement. Lighting should be consistent with the "Lanterns on the Trees" theme.

4.8.2.7 Parking Lot Lighting

Parking area illumination shall be the responsibility of the Parcel Owner. The Parcel Owner shall select fixtures that integrate the high-tech ambiance created by the parkway fixtures. Parking area fixtures shall also respond to the architectural and landscape architectural themes developed for the site.

Fixtures shall be located within the parking lot landscape islands and shall provide uniform coverage for nighttime use and to foster a sense of security.

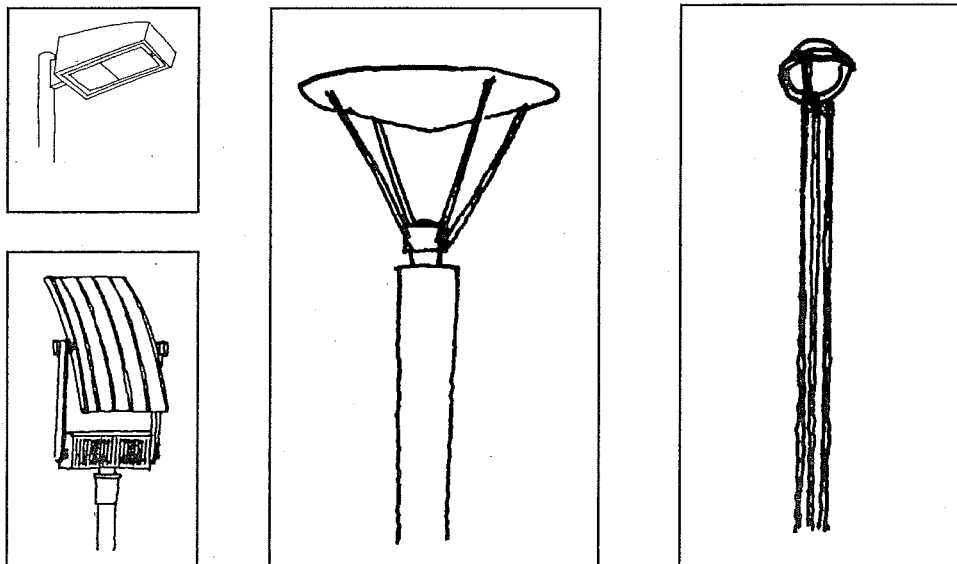


Figure 50 - Parking Area Lighting - artist's concepts

4.8.2.8 Service Area Lighting

Service Areas shall be illuminated by either building mounted or pole mounted fixtures which are designed to provide adequate light for loading/unloading activities. Service area lights shall be installed on a separate electrical circuit so that lights may be turned off when the service area is not in use

4.8.2.9 Retail/Commercial Lighting

The retail and commercial lighting fixtures shall be of a character consistent with the architectural style of the buildings. A combination of pole mounted and building mounted fixtures shall be utilized to ensure pedestrian safety and encourage nighttime use and activity.

Parking areas for retail/commercial parcels shall be illuminated with fixtures that are compatible with building architectural style, and other fixtures utilized throughout the parcel.

4.8.2.10 Signage Lighting

Throughout Tracy Gateway, project or parcel identification signage elements shall be illuminated by ground mounted spotlights. These fixtures shall be hidden from view by shrubs and/or groundcover, and will incorporate shields to prevent light from illuminating areas outside of the intended sign.

Signage elements on building facades may be illuminated either by wall mounted light fixtures or be internally lit such that they could be viewed from Interstate 205. Building mounted signage shall be limited to company name and logo.