City of Riverbank
Special Planning Commission Meeting
City Hall North • Council Chambers
6707 Third Street • Suite B • Riverbank • CA 95367

Agenda
Wednesday, February 13, 2019 – 6:00 P.M.

CALL TO ORDER:  Chair: John Dinan

ROLL CALL:
Chair: John Dinan
Vice Chair: Robert Ball
Commissioner: Joan Stewart
Commissioner: Melissa Hughes
Commissioner: Mallory Fenrich
Commissioner: Steve Link, Alternate Member

CONFLICT OF INTEREST
Any Planning Commission Member or Staff who has a direct Conflict of Interest on any scheduled agenda item to be considered is to declare their conflict at this time.

1. PUBLIC COMMENTS (No action to be taken)
At this time, members of the public may comment on any item not appearing on the agenda, and within the subject matter jurisdiction of the Planning Commission Board. Individual comments will be limited to a maximum of 5 minutes per person and each person may speak once during this time; time cannot be yielded to another person. Under State Law, matters presented during the public comment period cannot be discussed or acted upon. For record purposes, state your name and City of residence. Please make your comments directly to the Planning Commission Board.

2. CONSENT CALENDAR
All items listed on the Consent Calendar are to be acted upon by a single action of the Planning Commission Board unless otherwise requested by an individual Planning Commissioner Member for special consideration. Otherwise, the recommendation of staff will be accepted and acted upon by roll call vote.

Item 2.1: Posting of the Agenda. The Agenda for the February 13, 2019 Special Planning Commission Meeting was posted on the City Community Center bulletin board, City Hall North & South bulletin boards, Post Office, city website and emailed to the Library on February 7, 2019.

Item 2.2: Approval of the Agenda. This provides an opportunity for the Planning Commission or Staff to recommend that an item be placed on the agenda for discussion or to adjust the proposed agenda to allow an item to be taken out of order.

Recommendation: It is recommended that Planning Commission approve the Consent Calendar by roll call vote.

3. PUBLIC HEARING PRESENTATIONS
Item 3.1: Crossroads West Specific Plan, General Plan Amendments, Prezone, Certification of Environmental Impact Report, and Submission of Annexation Application to LAFCO. Project Location: The Crossroads West Specific Plan (Project) is located within the unincorporated area of Stanislaus County. The approximately 380-acre Plan Area is within the Riverbank Sphere of Influence (SOI). An Environmental Impact Report (EIR) has been prepared by the City of Riverbank, as the lead agency over this Project.

Project Description: The proposed Project includes development of up to 1,872 Low Density Residential (LDR) units, up to 192 Medium Density Residential (MDR) units, and up to 388 High Density Residential (HDR) units. The Project also includes up to 550,000 square feet (sf) of Mixed Use 1 (MU-1) uses, and up to 27,000 sf of Mixed Use 2 (MU-2) uses. It is noted that development in MU-1 could consist of a maximum of 550,000 sf of retail uses and no residential uses, or up to 350 units of residential uses and 360,000 sf of retail uses. A 10 to 12-acre elementary school and 20-acre middle school are also possible within the Plan Area as well as a location for a 1-2 acre west Riverbank fire station. The proposed Project would provide approximately 42 acres of park, open space, and Regional Sports Park uses.

The Project includes a request for approval of General Plan Amendments, Specific Plan, pre-zoning, certification of the EIR, and submission of an annexation application to LAFCO for the entire Project site.

A) Environmental Impact Report Resolution #2019-001
   - Exhibit A - CEQA Findings and Statement of Overriding Considerations
   - Exhibit B – CWSP Mitigation and Monitoring Reporting Program

   Recommendation: Approval by roll call vote

   1st ___________________________ 2nd ___________________________

B) General Plan Amendment Resolution #2019-002
   - Exhibit A - General Plan Area Map

   Recommendation: Approval by roll call vote

   1st ___________________________ 2nd ___________________________

C) Specific Plan Resolution #2019-003
   - Exhibit A - Crossroads West Specific Plan Dated February 2019
   - Exhibit B Draft CC Pre–Zone Ordinance #2019-XXX

   Recommendation: Approval by roll call vote

   1st ___________________________ 2nd ___________________________

D) LAFCO Annexation of CWSP Resolution #2019-004
   - Exhibit A - Annexation Area Map

   Recommendation: Approval by roll call vote

   1st ___________________________ 2nd ___________________________
Item 3.2: Tentative Map 18-0004, Preliminary Development Plan, and Development Agreement – Western Pacific Holdings, Inc. – APN 074-014-007. The Project consists of Tentative Map, Preliminary Development Plan, and Development Agreement to create an approximately 58 acre commercial retail center consisting of thirty-five (35) parcels, including future mixed use and possibly residential development in accordance with the Crossroads West Specific Plan.

A) Tentative Map & Preliminary Development Plan Resolution #2019-005
   - Exhibit A - Preliminary Development Plan
   - Exhibit B - Tentative Map 2018-0004

   **Recommendation:** Approval by roll call vote

   1st ____________________________   2nd ____________________________

B) Development Agreement Resolution #2019-006
   - Exhibit A - Draft Development Agreement
   - Exhibit B - Draft CC Ordinance 2019-XXX

   **Recommendation:** Approval by roll call vote

   1st ____________________________   2nd ____________________________

4. **PLANNING COMMISSION COMMENTS** (Information Only – No Action)

   None.

5. **COUNTY REFERRAL/CORRESPONDENCE/INFORMATION** (Information Only – No Action)

   None.

6. **STAFF COMMENTS** (Information Only – No Action)

   **Item 6.1:** City Council Meeting Updates.

7. **ADJOURNMENT - Regular Planning Commission meeting – March 19, 2019 @ 6:00 p.m.**
AFFIDAVIT OF POSTING

NOTICE REGARDING AMERICANS WITH DISABILITIES ACT: In compliance with the Americans with Disabilities Act, if you need special assistance to participate in this meeting, please contact the Development Services Department at (209) 863-7128 or ismallen@riverbank.org. Notification 72-hours before the meeting will enable the City to make reasonable arrangements to ensure any special needs are met. [28 CFR 35.102-35.104 ADA Title II].

NOTICE REGARDING NON-ENGLISH SPEAKERS: Pursuant to California Constitution Article III, Section IV, establishing English as the official language for the State of California, and in accordance with California Code of Civil Procedures Section 185, which requires proceedings before any State Court to be in English, notice is hereby given that all proceedings before the City of Riverbank City Planning Commission shall be in English and anyone wishing to address the Planning Commission is required to have a translator present who will take an oath to make an accurate translation from any language not English into the English language.

GENERAL INFORMATION: The Riverbank Planning Commission meets on the third Tuesday of each month at 6:00 p.m.

COMMISSION AGENDAS: The Planning Commission agenda is posted pursuant to the California Brown Act, which only requires these agenda title pages to be posted near the entrance of the location where the meeting is to be held and, when technologically able, on the City’s website. Additional documents may be provided by the City in its efforts of transparency to keep the public well informed. The agenda packet (agenda plus supporting documents) are posted for public review at the Development Services Department, 6617 Third Street, Riverbank, CA and at www.riverbank.org upon distribution to a majority of the Planning Commission. A subscription to receive the agenda can be purchased for a nominal fee through the City Clerk’s Office.

PUBLIC HEARINGS: In general, a public hearing is an open consideration within a meeting of the Planning Commission Board, for which special notice has been given and may be required. During a specified portion of the hearing, any resident or concerned individual is invited to present protests or offer support for the subject under consideration.

Televised/Video of Meetings: Charter – Channel 2; AT&T Uverse – Channel 99
Visit www.riverbank.org to connect to meeting videos. (Note: Technical difficulty occurs on occasion preventing the televising or recording of the meeting.)

City Hall Hours: City Hall is open Monday – Thursday: 7:30 am – 5:30 pm and Fridays: 8:00 am – 5:00 pm; CLOSED alternating Fridays. QUESTIONS: Contact the Developmental Services Department at (209) 863-7128.

All public records relating to an open session item on this agenda, which are not exempt from disclosure pursuant to the California Public Records Act, that are distributed to a majority of the Planning Commission Board will be available for public inspection at the address where the meeting is taking place as indicated on the agenda, at the same time that the public records are distributed or made available to the Planning Commission Board.
Notice is hereby given that the City of Riverbank Planning Commission will conduct a special public hearing to consider the project described below at 6:00 p.m. on Wednesday, February 13, 2019 in Council Chambers located at 6707 Third Street, Riverbank, California.

Project Location: The Crossroads West Specific Plan (Project) is located within the unincorporated area of Stanislaus County. The approximately 380-acre Plan Area is adjacent to the City of Riverbank city limits to the north and east and is owned by nine (9) separate ownership groups. The Plan Area is within the Riverbank Sphere of Influence (SOI). An Environmental Impact Report (EIR) has been prepared by the City of Riverbank, as the lead agency over this Project.

Project Description: The proposed Project includes development of up to 1,872 Low Density Residential (LDR) units, up to 192 Medium Density Residential (MDR) units, and up to 388 High Density Residential (HDR) units. The Project also includes up to 550,000 square feet (sf) of Mixed Use 1 (MU-1) uses, and up to 27,000 sf of Mixed Use 2 (MU-2) uses. It is noted that development in MU-1 could consist of a maximum of 550,000 sf of retail uses and no residential uses, or up to 350 units of residential uses and 360,000 sf of retail uses. The CWSP is designed to provide flexibility, so there are various other hypothetical combinations of retail and residential development, but not more than the maximum density presented would be allowed without an amendment approved by the City. Additionally, the proposed Project would increase the size of the existing 11-acre Regional Park, the Riverbank Sports Complex, to about 22 acres. A 10 to 12-acre elementary school and 20-acre middle school are also possible within the Plan Area as well as a location for a 1-2 acre west Riverbank fire station. The proposed Project would provide approximately 42 acres of park, open space, and Regional Sports Park uses.

The Project also includes a request for approval of General Plan Amendments, Specific Plan, pre-zoning, certification of the EIR, and submission of an annexation application to LAFCO for the entire Project site, Development Agreement, Tentative Parcel Map, and Preliminary Development Plan. The Tentative Map and Preliminary Development Plan have been submitted by developers and will be considered by the City of Riverbank as part of the approval action.

The proposed land use designations are shown in Figures 2.0-7a and 2.0-7b of the Specific Plan, respectively. The CWSP land use plan proposes three categories of residential land uses: LDR, Low Density Residential; MDR, Medium Density Residential; and HDR, High Density Residential. These residential designations provide varying densities that will ensure a mix of housing types and styles across the Plan Area. All future development within the residential land use categories will be subject to Design Review Approval to ensure consistency with the Design Guidelines and Development Standards set forth in the Crossroads West Specific Plan. The Conceptual Land Use Plan for the Specific Plan may be found in Figure 2.0-8. The project would expand the existing vehicular and non-vehicular circulation systems and utility improvements which exist easterly of Oakdale Road.
The City of Riverbank will hold a Special Public Hearing as follows:

Special Planning Commission Meeting
February 13, 2019 at 6:00 pm
City Hall Council Chambers - 6707 Third Street - Riverbank, California

ALL INTERESTED PARTIES are invited to attend the public hearing on February 13, 2019 at the time and place specified above to express opinions or submit evidence for or against the subject matter being considered. Written comments via e-mail to dkenney@riverbank.org by postal service, or hand delivered to 6707 Third Street, Suite A, Riverbank, California, 95367, will be accepted by the Development Services Department up to 5:00 p.m. on said date. All written comments received by said time will be distributed to the Planning Commission for consideration. Oral comments will be received by the Planning Commission prior to the close of the Public Hearing on the subject matter being considered. The Planning Commission will receive all testimony prior to taking action. Testimony cannot be given over the telephone. If you challenge the City’s action on these matters in court, you may be limited to raising only those issues you or someone else raised at the public hearing described in this notice or in written correspondence delivered to the City at, or prior to, the public hearing.

Meeting facilities are accessible to persons with disabilities. Any person requiring special assistance to participate in the meeting should notify the Administration Dept. at (209) 863-7122 or cityclerk@riverbank.org at least seventy-two (72) hours prior to the meeting. For questions regarding the public hearing matter contact Donna Kenney, Planning & Building Manager, at (209) 863-7124; dkenney@riverbank.org.

Any public record materials pertaining to the presentation of the subject matter being considered will be made available for review at the Development Services Counter at 6717 Third Street, Riverbank, and (if technologically possible) at http://www.riverbank.org/Depts/planning/default.aspx upon distribution to a majority of the Planning Commission (typically 72 hours prior to the meeting).
PUBLIC NOTICE
CITY OF RIVERBANK
NOTICE OF PUBLIC HEARING
Notice is hereby given that the City of Riverbank Planning Commission will conduct a special public hearing to consider the project described below at 6:00 p.m. on Wednesday, February 13, 2019, in Council Chambers located at 6707 Third Street, Riverbank, California.

Project Location: The Crossroads West Specific Plan (Project) is located within the unincorporated area of Stanislaus County. The approximately 380-acre Plan Area is adjacent to the City of Riverbank city limits to the north and east and is owned by nine (9) separate ownership groups. The Plan Area is within the Riverbank Sphere of Influence (SOI). An Environmental Impact Report (EIR) has been prepared by the City of Riverbank, as the lead agency over this Project.

Project Description: The proposed Project includes development of up to 1,872 Low Density Residential (LDR) units, up to 192 Medium Density Residential (MDR) units, and up to 388 High Density Residential (HDR) units. The Project also includes up to 550,000 square feet (sf) of Mixed Use 1 (MU-1) uses, and up to 27,000 sf of Mixed Use 2 (MU-2) uses. It is noted that development in MU-1 could consist of a maximum of 550,000 sf of retail uses and no residential uses, or up to 350 units of residential uses and 360,000 sf of retail uses. The CWSP is designed to provide flexibility, so there are various other hypothetical combinations of retail and residential development, but not more than the maximum density presented would be allowed without an amendment approved by the City.

Additionally, the proposed Project would increase the size of the existing 11-acre Regional Park, the Riverbank Sports Complex, to about 22 acres. A 10 to 12-acre elementary school and 20-acre middle school are also possible within the Plan Area as well as a location for a 1-2 acre west Riverbank fire station. The proposed Project would provide approximately 42 acres of park, open space, and Regional Sports Park uses.

The Project also includes a request for approval of General Plan Amendments, Specific Plan, pre-zoning, certification of the EIR, and submission of an annexation application to LAFCO for the entire Project site, Development Agreement, Tentative Parcel Map, and Preliminary Development Plan. The Tentative Map and Preliminary Development Plan have been submitted by developers and will be considered by the City of Riverbank as part of the approval action.

The proposed land use designations are shown in Figures 2.0-7a and 2.0-7b of the Specific Plan, respectively. The CWSP land use plan proposes three categories of residential land uses: LDR, Low Density Residential; MDR, Medium Density Residential; and HDR, High Density Residential. These residential designations provide varying densities that will ensure a mix of housing types and styles across the Plan Area. All future development within the residential land use categories will be subject to Design Review Approval to ensure consistency.
with the Design Guidelines and Development Standards set forth in the Crossroads West Specific Plan. The Conceptual Land Use Plan for the Specific Plan may be found in Figure 2.0-8. The project would expand the existing vehicular and non-vehicular circulation systems and utility improvements which exist easterly of Oakdale Road.

The City of Riverbank will hold a Special Public Hearing as follows:

Special Planning Commission Meeting
February 13, 2019 at 6:00 pm
City Hall Council Chambers - 6707 Third Street - Riverbank, California

ALL INTERESTED PARTIES are invited to attend the public hearing on February 13, 2019 at the time and place specified above to express opinions or submit evidence for or against the subject matter being considered. Written comments via e-mail to dkenney@riverbank.org by postal service, or hand delivered to 6707 Third Street, Suite A, Riverbank, California, 95367, will be accepted by the Development Services Department up to 5:00 p.m. on said date. All written comments received by said time will be distributed to the Planning Commission for consideration. Oral comments will be received by the Planning Commission prior to the close of the Public Hearing on the subject matter being considered. The Planning Commission will receive all testimony prior to taking action.

Testimony cannot be given over the telephone. If you challenge the City’s action on these matters in court, you may be limited to raising only those issues you or someone else raised at the public hearing described in this notice or in written correspondence delivered to the City at, or prior to, the public hearing.

Meeting facilities are accessible to persons with disabilities. Any person requiring special assistance to participate in the meeting should notify the Administration Dept. at (209) 863-7122 or cityclerk@riverbank.org at least seventy-two (72) hours prior to the meeting. For questions regarding the public hearing matter contact Donna Kenney, Planning & Building Manager, at (209) 863-7124; dkenney@riverbank.org.

Any public record materials pertaining to the presentation of the subject matter being considered will be made available for review at the Development Services Counter at 6717 Third Street, Riverbank, and (if technologically possible) at http://www.riverbank.org/Depts/planning/default.aspx upon distribution to a majority of the Planning Commission (typically 72 hours prior to the meeting).
DECLARATION OF POSTING

I, Joshua Mann (Mid Valley Engineering) say that I **posted** a true copy of the attached

"NOTICE OF DEVELOPMENT PERMIT APPLICATION" for application

Crossroads West Specific Plan Project on the subject property located at:

Address/Location: 380 acres at Northwest corner of Oakdale Road and Claribel Road (see APNs below)

Riverbank, CA 95367

At 12:00 am/pm on 02/01/2019

Time Date

I declare under penalty of perjury that the foregoing is true and correct. Executed this

1st day of 2019

Signature

APNs: 074-006-022, 074-006-021, 074-006-016, 074-006-014, 074-006-013,
074-011-009, 074-014-006, 074-014-007, 074-011-004

10/13/2015
NOTICE OF DEVELOPMENT PERMIT APPLICATION

NOTICE IS HEREBY GIVEN that an application for development permits for this property has been filed with the CITY OF RIVERBANK.

Application for: Crossroads West Specific Plan Project

Site Location: 380 acres at Northwest corner of Oakdale Road and Claribel Road


CEQA Environmental Assessment: Draft Environmental Impact Report (EIR)

Descriptive Project: Request for approval of General Plan Amendments, Specific Plan, preparing certification of the D.E., submission of an application for EIR for the specific project. Development Agreement, Tentative Parcel Map

The Project includes an 1,427 Low Density Housing units, up to 782 Medium Density housing units, up to 346 High Density housing units, up to 510,000 sf of Non-Medical Use retail centers, open space, plus additional fees, curbless park land, 42 acres of park and open space, plus additional fees, curbless park land, and fire station sites.

You are invited to express your opinion at a Planning Commission Hearing tentatively scheduled for 6:00 pm on Wednesday, February 13, 2019.

You may obtain a copy of the above subject applications from the Planning Department of the City of Riverbank located at 8417 Third Street, (209) 865-7528.
NOTICE OF DEVELOPMENT PERMIT APPLICATION

NOTICE IS HEREBY GIVEN that an application for development permits for this property has been filed with the CITY OF RIVERBANK.

Application for: Crossroads West Specific Plan Project

Site Location: 360 acres at Northwest corner of Oldeado Road and Clark Road

PRA:
- 074-006-001, 074-006-002, 074-006-003, 074-006-004
- 074-006-010, 074-006-011, 074-006-012, 074-006-013, 074-006-014
- 074-006-015, 074-006-016, 074-006-017, 074-006-018

CEQA Environmental Assessment
- Draft Environmental Impact Report (DEIR)

Descriptive Project:
- Request for approval of General Plan Amendment, Specific Plan, preparation, certification of EIR, submission of an annexation application to LAFCD for the entire project site, Development Agreement, Special Use Permit, and Real Estate Development Act. The project includes all uses and site areas as noted above. The project will provide for the expansion of the city’s urban and population centers by approximately 16,000 acres.

City of Riverbank Forecasts:
- Overall density with 2,000-3,000 of 20,000 of mixed-use residential, 2,000-

You are invited to express your opinion at a Hearing Committee meeting tentatively scheduled for 6:00 p.m. on Wednesday, February 13, 2019. A written copy of the above notice is available from the Planning Department of the City of Riverbank, 315 Main Street, Phone: (209) 845-7152.
NOTICE OF DEVELOPMENT PERMIT APPLICATION

NOTICE IS HEREBY GIVEN that an application for development permits for this property has been filed with the CITY OF RIVERBANK.

Application for: Crossroads West Specific Plan Project

Site Location: 380 acres at Northwest corner of Oakdale Road and Claribel Road

APN: 074-006-022, 074-006-021, 074-006-016, 074-006-014, 074-006-013, 074-011-009, 074-014-006, 074-014-007, 074-011-004

CEQA Environmental Assessment: Draft Environmental Impact Report (EIR)

Description of Project: Request for approval of General Plan Amendments, Specific Plan, prezoning, certification of the EIR, submission of an annexation application to LAFCO for the entire project site, Development Agreement, Tentative Parcel Map, and Preliminary Development Plan. Project includes up to 1,872 Low Density housing units, up to 192 Medium Density housing units, up to 388 High Density housing units, up to 550,000 sf of Mixed Use 1 retail uses (or 360,000 sf retail and 350 residences), up to 27,000 sf of Mixed Use 2 uses, 11 acres of additional Sports Complex park land, 42 acres of park and open space, plus elementary school, middle school, and fire station sites.

You are invited to express your opinion at a Planning Commission Meeting tentatively scheduled for 6:00 pm on Wednesday, February 13, 2019.

You may obtain a copy of the above subject application from the Planning Department of the City of Riverbank located at 6617 Third Street, (209) 863-7128.
ITEM NO: 3.1

APPLICATION: Crossroads West Specific Plan (CWSP); Planning Commission recommendations to the City Council regarding (1) Certification of the CWSP Environmental Impact Report (EIR), and Adoption of CEQA Findings of Fact, Statement of Overriding Considerations and Mitigation Monitoring and Reporting Program, (2) amendment to the City of Riverbank General Plan, (3) adoption of the CWSP and Pre-zoning for the CWSP, and (4) Submission of an Annexation Application to Stanislaus County LAFCo.

CEQA: The project may have a significant effect on the environment, and mitigation measures are included as part of the Environmental Impact Report (SCH: 2017032062). In addition, the resolution approving the EIR will include CEQA Findings of Fact, Statement of Overriding Considerations and a Mitigation Monitoring Program.

PROJECT PLANNERS: John B. Anderson, Contract Planner and Donna M. Kenney, Planning and Building Manager

APPLICANTS: Harrigfeld Family
Machado Family
Western Pacific Holdings, Inc.

ENGINEERS: Mid Valley Engineering Inc. and North Star Engineering

RECOMMENDATION: Staff recommends that the Planning Commission pass the following resolutions, which include recommendations to the Riverbank City Council to take the following actions:

1. Adopt a Resolution:
   a. Certifying the CWSP Environmental Impact Report (State Clearinghouse #2017032062);
   b. Adopting the CEQA Findings, and Statement of Overriding Considerations for the Crossroads

Riverbank Planning Commission

Staff Report 3.1
Special PC Meeting of February 13, 2019
West Specific Plan (CWSP) Environmental Impact Report;
c. Adopting the Mitigation Monitoring and Reporting Program for the Crossroads West Specific Plan.

2. Adopt a resolution recommending that the City Council approve a General Plan amendment changing land use designations as depicted;

3. Adopt a resolution recommending that the City Council adopt the Crossroads West Specific Plan and prezoning of the properties to Specific Plan #3 (SP-3) by Ordinance;

4. Adopt a Resolution recommending that the City Council authorize Staff to submit an Annexation Application to the Stanislaus Local Agency Formation Commission (LAFCo).

**ACROMYMS:**

CEQA – California Environmental Quality Act  
CWSP – Crossroad West Specific Plan  
EIR – Environmental Impact Report  
DEIR – Draft Environmental Impact Report  
FEIR – Final Environmental Impact Report  
LAFCo – Local Agency Formation Commission  
GPA - General Plan Amendment

**ATTACHMENTS:**

A – Crossroads West Specific Plan.  
B – Map Illustrations of Proposed General Plan Land Use Amendments and Proposed Pre-zone.  
E – Resolution recommending Certification of the FEIR and Approval of CEQA Findings of Fact, Statement of Overriding Considerations, and the Mitigation Monitoring and Reporting Program for the General Plan Amendment and CWSP.  
F – Resolution recommending approval of CWSP General Plan Amendment  
G – Resolution recommending approval of the CWSP and Draft Ordinance amending the Riverbank Municipal Code by rezoning the subject properties Specific Plan #3 (SP-3).  
H – Resolution recommending that the City Council authorize Staff to submit an Annexation Application to Stanislaus County LAFCo.
I. PROJECT DESCRIPTION:

A. Crossroads West Specific Plan

The Crossroads West Specific Plan (CWSP, Plan Area, and Proposed Project) has been prepared and is ready for evaluation by the Planning Commission (Attachment A). The entire CWSP includes an approximately 380-acre Plan Area and is adjacent to the City of Riverbank (City) limits to the north and east. The Plan Area is contained within the City’s adopted Primary Sphere of Influence (SOI).

There are nine (9) parcels that constitute the Plan Area, which are currently utilized for agricultural operations, including a cow dairy operation with 550 milking cows, row crops, and fallow land. Seven (7) rural ranchette homes occupy the Plan Area with many also having accessory structures onsite, including storage buildings, shop buildings, and barn structures. In addition, the City’s 11-acre Riverbank Sports Complex is currently developed in the Plan Area near the intersection of Morrill Avenue and Oakdale Road.

The Plan Area is bounded by the MID Main Canal and Riverbank City Limits to the north, Oakdale Road to the east, Claribel Road to the south, and property lines approximately 0.5-mile west of Oakdale Road to the west. The Proposed Project includes development of up to 1,872 Low Density Residential (LDR) units, up to 192 Medium Density Residential (MDR) units, and up to 388 High Density Residential (HDR) units. The Project also includes up to 550,000 square feet of Mixed Use 1 (MU-1) uses, and up to 27,000 sf of Mixed Use 2 (MU-2) uses. Development of the MU-1 properties could consist of a maximum of 550,000 sf of retail uses and no residential uses, or up to 350 units of residential uses and a maximum of 360,000 sf of retail uses. Additionally, the proposed Project would increase the size of the existing 11-acre Riverbank Sports Complex to about 22 acres. The Proposed Project accommodates the possibility for a future 10-12 acre elementary school, as well as a 20-acre middle school within the Plan Area. The Proposed Project also include 42 acres of park, open space, Regional Sports Park uses, and one to three acres for a new fire station for Stanislaus Consolidated Fire Protection District.

B. Related Approvals

In addition to the CWSP, the Proposed Project includes a General Plan amendment, pre-zoning, and annexation application. The General Plan amendment focuses on amending the General Plan Land Use Designations of the approximately 380-acre Plan Area from LDR, MDR, HDR, MU, Civic (C), Community Commercial (CC), and Park (P) to Specific Plan (SP). The Proposed Project would also require pre-zoning of the Plan Area. The City’s pre-zoning for the Plan Area will include the Specific Plan (SP) zoning designation (SP-3).
C. The California Environmental Quality Act

Pursuant to the California Environmental Quality Act (CEQA), the City reviewed the Proposed Project for potential environmental impacts. Upon review, the City determined that development of the Proposed Project could lead to direct and indirect significant adverse environmental impacts, therefore, an EIR was prepared pursuant to CEQA. Attachment C is the Draft Environmental Impact Report (DEIR) and Attachment D is the Final Environmental Impact Report (FEIR). The DEIR and FEIR, along with the resolution of approval, are collectively referred to as the EIR.

The EIR found that there were significant impacts from the project, some of which could be mitigated to a less than significant level, and some impacts that could not be mitigated and thus, will remain significant if the Proposed Project is approved. With this determination, CEQA Findings of Fact and a Statement of Overriding Considerations have been prepared to summarize environmental impacts created as a result of the Proposed Project. In addition, for those impacts that could be mitigated, a Mitigation Monitoring Plan and Reporting for the EIR has also been prepared and is included in Attachment E.

II. ENVIRONMENTAL IMPACT REPORT AND RELATED DOCUMENTS:

A. What is an Environmental Impact Report and Why is it Required?

The initial step of complying with the state mandated California Environmental Quality Act (CEQA) is the preparation of an “Initial Study” (CEQA Guidelines 15063.) The City must then prepare an EIR if the Initial Study indicates that the Proposed Project will result in potentially significant impacts that cannot be feasibly mitigated.

For the properties located in the Plan Area, an EIR was certified by the Riverbank City Council in 2009, in connection with a comprehensive update to the General Plan (General Plan EIR). The General Plan EIR addressed potential development of the Plan Area. The Initial Study determined that there may be impacts on the environment not anticipated in that General Plan EIR. Therefore, in accordance with 15063 of the CEQA Guidelines, it was determined that an EIR was the proper level of environmental review required for the Proposed Project.

An EIR is generally required to: (1) identify potential impacts of the Proposed Project; (2) identify alternatives to the Proposed Project; and (3) indicate ways to lessen or avoid the significant effects identified in the EIR. (Cal. Pub. Res. Code 21002.1(a)).

In accordance with Section 15082 of the CEQA Guidelines, a Notice of Preparation (NOP) for the Proposed Project was prepared in March 2017. As a part of the NOP process, a Scoping Meeting was held on March 22, 2017. Notice of the Scoping Meeting was sent to all property owners within 300 feet of the Plan Area borders.

B. Relationship of the EIR to the proposed Crossroads West Specific Plan
The certification of the CWSP EIR is an independent action from the adoption of the CWSP. The EIR is a public information document that analyzes the impacts associated with the build-out of the CWSP within the context of the build-out of the General Plan. This information needs to be certified so that the public, including residents, staff, developers, and policy makers can make logical future development decisions regarding development of the CWSP. Furthermore, certification needs to occur before the City may make any final determination to approve the CWSP and Pre-zoning, General Plan amendment, Annexation Application, WPH Tentative Map, WPH Planned Development Plan, Development Agreement, and any land use entitlements related thereto.

**C. Identified Environmental Impacts**

The DEIR found a number of potentially significant impacts that can be mitigated to a less than significant level, through implementation of mitigation measures (conditions). Below are the following portions of the EIR where impacts were feasibly mitigated:

- Aesthetics (light and glare);
- Agricultural Resources (impacts to adjacent agricultural lands);
- Biological Resources (Special status reptile and amphibian, bird, and mammal species; and wetlands);
- Cultural and Tribal Resources (historical resources, paleontological resources, human remains);
- Geology and Soils (soil erosion and topsoil, soil liquefaction, and expansive soils);
- Hazards and Hazardous Materials (Release of hazardous materials into the environment);
- Hydrology and Water Quality (Water quality and discharge requirements);
- Noise (Construction noise; traffic noise; on-site activities);
- Public Services and Recreation (Construction of police facilities, construction of park and recreational facilities);
- Transportation and Circulation (Claribel Road and North-South Collector; Oakdale Road between Morrill Road and Crawford Road segment; bicycle and pedestrian facilities; transit services or facilities; queue lengths; mixed use retail area access; year 2042 Coffee Road and Morrill Road intersection); and
- Utilities (Construction of new storm drainage facilities or expansion of existing facilities).

In addition, the DEIR identified a number there of impacts that cannot be mitigated to the point where the impacts would be considered less than significant. Below are the following portions of the EIR where impacts could not be feasibly mitigated:

- Agricultural lands (Conversion of Farmland);
- Air Quality (Conflict or obstruct implementation of an air quality plan; Project construction emissions);
• Greenhouse Gases and Climate Change (Conflict with an applicable plan, policy, or regulation adopted for the purpose of reducing the emissions of greenhouse gases); and

• Transportation and Circulation (Patterson Road and Coffee Road intersection; Claribel Road and Oakdale Road intersection; Patterson Road from McHenry Avenue to Coffee Road; Claribel Road from Oakdale to Claus Road; McHenry Avenue and Claribel Road intersection; year 2042 Coffee Road and relocated Crawford Road intersection; year 2042 Claribel Road and Oakdale Road intersection; year 2042 segment of Coffee Road between Morrill Road and relocated Crawford Road; year 2042 segment of Coffee Road between relocated Crawford Road and the realigned Claribel Road intersection; year 2042 segment of Coffee Road between the realigned Claribel Road intersection and the North County Corridor).

All of the impacts are discussed in more detail, along with mitigation measures that are incorporated into the Proposed Project through the Mitigation Monitoring and Reporting Program (MMRP).

D. DEIR Public Review and Public Comments

On June 18, 2018, the DEIR for the Proposed Project was released for public review in accordance with Section 15087 of the CEQA Guidelines. The 45-day public review closed on August 2, 2018. Upon closing of the public review period, comments received were considered and a FEIR was prepared.

A FEIR consists of comments received on the DEIR; a list of person(s), organization(s), and public agencies commenting on the DEIR; responses from the lead agency to the comments made, and any other information added by the agency. If the responses to comments results in the inclusion of new or additional information, the EIR may need to be recirculate. (California Public Resources §21092.1, CEQA Guidelines §15088.5)

Ten (10) letters were received during the comment period, which addressed a number of unique comments and concerns. Chapter 2 of the FEIR (Attachment D) includes all of the public comments and concerns received by the City. As required under CEQA, the City responded to each of the comments raised in each letter, and during public comment at the Planning Commission workshop for the DEIR. Table 2.0-1 of the FEIR provides a list of all comments and concerns received, and the written response. If the response resulted in a needed change to the EIR, these changes were then made and included in the FEIR. None of the changes were substantive enough to require recirculation of the EIR.

Following the preparation of the EIR, a joint City Council - Planning Commission Public Hearing was held at the Planning Commission’s regularly scheduled meeting of September 18, 2018. Notice of the public hearing was published in the Riverbank News, City Hall North and South, the Community Center, and the Riverbank Post Office.
It should also be noted that the CWSP, CWSP EIR, and CWSP EIR Comments have been readily available to the public via the City’s website, which may be viewed at (https://www.riverbank.org/437/Crossroads-West-Specific-Plan).

E. Alternatives Analysis

CEQA requires that an EIR include an analysis of alternatives to the project, which achieve the project objectives, but may avoid or have fewer impacts than the proposed project. (CEQA Guidelines §15126.6(a)). While a lead agency can choose which alternatives to analyze, it must include a “no project” alternative and evaluate the merits of the alternatives in determining which alternative is environmentally superior. (CEQA Guidelines §§ 15126.6(a), 15126.6(e)(2).) Under CEQA, the goal of identifying the environmentally superior alternative is to assist decision-makers in considering whether to approve the project; CEQA, does not, however require the agency to select an alternative analyzed to be ‘environmentally superior’. (CEQA Guidelines §§ 15042-15043.)

The EIR identifies the No Project (No Build) alternative as the environmentally superior alternative. The Increased Density alternative is the next environmentally superior alternative. CEQA allows the lead agency to approve the Proposed Project as long as the lead agency overrides the determination of the environmentally superior alternative with the findings that there are social and economic factors and other benefits to warrant approval of the Proposed Project despite its potential environmental impacts.

F. Findings of Fact and Statement of Overriding Considerations

In order to take action on a Final EIR, the City as the lead agency must make certain written findings regarding the significant environmental impacts of the Proposed Project. These findings require that, for every impact identified that cannot be feasibly mitigated, the City may still approve the Proposed Project if it finds that specific economic, legal, social, technological, or other considerations, including the provision of employment opportunities, warrant the City’s approval of the Proposed Project. (CEQA Guidelines § 15091.) Even if all mitigation has been included and significant impacts continue, the Findings must balance the economic, legal, social, technological, or other benefits of the Proposed Project against its unavoidable environmental risks. If the specific economic, legal, social, technological, or other benefits of the Proposed Project outweigh the unavoidable environmental effects, such environmental impacts may be considered acceptable. (CEQA Guidelines §15093.)

The CEQA Findings for the Proposed Project can be found in Exhibit A to the Resolution recommending adoption of the EIR (Attachment E). These findings of fact address each of the impacts that were found to be significant in the EIR. Some of these potential environmental impacts were then deemed not to be significant where they could be feasibly mitigated. For some impacts, it is not possible to adequately mitigate them and a Statement of Overriding Considerations is required before this project can
be approved. The Statement of Overriding Considerations is also found in Exhibit A to the Resolution adopting the EIR (Attachment E).

G. Mitigation Monitoring and Reporting Program

For the impacts that can be mitigated to a ‘less-than-significant’ level, the mitigation measures must be included in a program to ensure that these mitigation measures are implemented. (CEQA Guidelines § 15091(d).) This is called a Mitigation Monitoring and Reporting Program (MMRP). The MMRP identifies the impact, includes timing as to when the mitigation measures must be implemented, says who is responsible for monitoring the mitigation, and lastly includes a place to note when the mitigation measure has been satisfied. The MMRP is included as Exhibit B to the Resolution adopting the EIR. (Attachment E).

III. GENERAL PLAN CONSISTENCY AND GENERAL PLAN AMENDMENT (ATTACHMENT B)

A. General Plan Consistency

State law requires that any zoning for a property maintain consistency with the General Plan. In April 2009, the Riverbank City Council adopted the 2005-2025 General Plan after a multi-year comprehensive update. The General Plan provides guidance for all future development within the City, as well as goals and policies for how the City should expand.

With a few exceptions, the Proposed Project is consistent with the 2005-2025 City of Riverbank General Plan. Those exceptions are noted in the next section, and a General Plan Amendment is proposed to provide conformity.

The consistency begins with the City’s Vision as stated in the General Plan. The General Plan states that it would like to create an environment where “residents live, work, and play locally.” An “appropriate balance between housing, commerce, industry, circulation, and open spaces for agriculture and nature” is desired. The Specific Plan helps to further this vision. The project site provides an excellent location for the growth of the community to diversify and add to the City’s housing and commercial stock and will provide a variety of housing types and commercial opportunities. Approval of the Specific Plan will encourage even more job growth. The mix of commercial, mixed use, open spaces, civic, and housing will also improve air quality and traffic congestion caused by the need for City residents to commute.

In the Land Use Element of the City’s General Plan, one of the main goals is that “commercial and industrial development contribute to the health, welfare, and vitality of the community.” The Plan Area is one of the City’s only areas where outward expansion of commercial opportunities that mix with various uses is possible. The Specific Plan will aide in the development of this site to meet this goal.
In the Community Character Design Element, there is an emphasis on the aesthetics of new development, particularly areas that can be seen from the public right-of-ways. This project helps to promote those desires. For example, this element requires attractive streetscapes and designates Oakdale Road, Morrill Road, Crawford Road, and a new North-South Collector as Gateway and Urban Design Street. The specific Plan will require attractive streetscape and commits to meeting any requirement that may be adopted by the City for Gateway Streets. Furthermore, the City will require aesthetic and landscaping improvements of facades and entry features oriented to the street that will strengthen the identity of Riverbank.

In the City’s Conservation and Open Space Element, there is an emphasis on the management of natural resources, and preservation of open space lands. The CWSP will help to promote these ideals through its implementation. For example, development of the CWSP will expand the City’s regional park, and also feature additional park areas throughout the Plan Area. The City will also require mitigation for the loss of agricultural lands and biological resources for all development within the Plan Area.

The Economic Development Element “focuses on the jobs/housing balance in Riverbank, the diversification of the local economy, attracting quality jobs to Riverbank, and enhancing skills and work opportunities for Riverbank area residents.” The CWSP will help to promote these goals through the development of various types of uses within the Plan Area. A variety of housing types are featured throughout the Plan Area including: low density residential, medium density residential, high density residential, and mixed use. Additionally, the northern area of the CWSP will feature commercial opportunities, which the various housing areas will support. This creates a strong balance between all of the uses within the Plan Area.

B. General Plan Area

While most of the CWSP is consistent with the General Plan, as outlined above, there is an area where it is not consistent. The land use designations featured in the Plan Area are different than the land use designations featured in the General Plan.

In 2017, the City of Riverbank conducted numerous public hearings and workshops to develop a Specific Plan Land Use Designation. The public hearings focused on the development of goals and policies to guide specific plan land use designations throughout the city. The City of Riverbank Planning Commission held two (2) public hearings on July 18, 2017 and September 19, 2017. In between the two (2) public hearings the Planning Commission held a workshop to assist the public in understanding the goals and policies of the specific plan land use designation. The City of Riverbank City Council adopted Resolution 2017-069 on October 10, 2017 to establish a specific plan land use designation for the Plan Area.

The General Plan land use designations for the Proposed Project consist of a mixture of low density residential, medium density residential, civic, high density residential, parks,
commercial, and mixed-use land uses. It is proposed that the locations of these designations be amended as part of the Proposed Project. While all of the suggested designations listed above are contained within the CWSP they are envisioned to be located in different areas of the plan with flexibility. Percentages of each specific land use designation within the Proposed Project are inconsistent with the current General Plan. While the specific percentages of each designation are different the residential unit count and amount of square footage allowed in the mixed-use area are consistent. To ensure consistency an amendment to the City’s 2005-2025 General Plan amendment is required to modify the land use designation of the properties within the Plan Area from: low density residential, medium density residential, high density residential, parks, commercial, civic, and mixed use to Specific Plan Area #3. (Attachment B).

IV. Crossroads West Specific Plan and Pre-zone to Specific Plan #3 (Attachment A)

The CWSP was developed to carry out the intent of the City of Riverbank 2005-2025 General Plan. It includes the following chapters:

1. Executive Summary
2. Context and Setting
3. Vision for Crossroads West
4. Land Use
5. Circulation and Alternative Transportation
6. Public Services and Facilities
7. Infrastructure
8. Design Guidelines
9. Project Financing Plan
10. Implementation and Administration

The CWSP will supersede the City’s Zoning Code and will provide the development standards that specifically apply to the Plan Area. The CWSP assists the City in implementing the goals and objectives in the 2005-2025 City of Riverbank General Plan by 1) providing detailed direction for the future development of Crossroads West over an approximately 20-year build-out; 2) identifying commercial uses, retail shopping options, mixed use opportunities, residential development, recreational opportunities and amenities including parks and area for pedestrian trails; and 3) identifying development goals, policies and implementation measures to guide the development of the Plan Area.

As the original Crossroads Master Plan development, located immediately east of the Proposed Project, is almost complete, the Crossroads West development promotes orderly development based on its continuity with the existing Crossroads development, and the ease of access to the Plan Area via Oakdale Road and Claribel Road. Overall, the CWSP provides a variety of residential and Mixed-Use development opportunities that will complement the existing Crossroads development, provide room for public facilities and school sites needed in the Plan Area, and provide areas of green and open
space as functional active and passive recreation areas. A mix of residential densities is proposed that will accommodate a variety of housing types within the Plan Area.

The vision for the CWSP is to create a unique, mixed use community inspired by small town America. The vision of the CWSP will be realized and expressed in the design guidelines and character element. The Plan Area will be a desirable community with a diverse mix of housing types, abundant open spaces and easy access to regional shopping, dining, and entertainment. The community is centered on pedestrian friendly walkways, bike paths and landscaped corridors and will feature gateways that call attention to major intersection and neighborhoods within the planning area. The commercial core of the community is the regional center located along Claribel Road, which is envisioned as a pedestrian friendly mix of regional and neighborhood serving retail, commercial, office, residential, hospitality, entertainment, recreation, restaurants, and services presented in a visually appealing manner to residents. The residential components of the Plan Area are envisioned to be inviting and open. Homes will be constructed in close proximity of parks, retail and other amenities, reinforcing the strong sense of place in each neighborhood.

The development standards of the CWSP will facilitate the construction of neighborhoods that are desirable, attractive and provide compatible land uses throughout the entire development. The foundation of the Crossroads West Land Use Plan is influenced by factors including physical site constraints, and the environmental character of the property including adjacent land uses. The Land Use Plan responds to property owners’ desires within the Plan Area, input from the community, allowing for development flexibility over time, analysis done on the project site for environmental impacts, and infrastructure availability. The result is a comprehensive Land Use Plan that includes a balance of mixed land uses that have been organized and distributed throughout the site in a logical and efficient manner.

The Crossroads West Plan Area is well suited for development because of the existing circulation system and roadways that exist in the vicinity. The CWSP proposes the construction of one (1) additional collector street, running north and south through the project site without reliance on local streets. The Collector Street will have varied rights of ways, bike lanes, and landscaping buffers. Several new local streets will also be constructed for the neighborhoods within Crossroads West. The CWSP proposes to install bicycle paths and lanes within the development. Where possible, the lanes will be connected to existing City of Riverbank Bicycle Lanes to provide optimal connectivity to non-motorized modes of transportation. Working together, this network of roadways, bicycle lanes and walkways will provide convenient and safe access to all neighborhoods within the plan area.

Public Services and Facilities will be required to serve the future population generated by the development of CWSP. Law enforcement will be provided to the Crossroads West area by the Stanislaus County Sheriff's office. Residential projects within the Plan Area will be required to create a Community Facilities District (CFD) to generate tax revenue and fund new police services required for the CWSP area. Fire protection...
services are provided to the City by Stanislaus Consolidated Fire Protection District. A new fire station is proposed to be located along Crawford Road near Oakdale Road at a location mutually agreed on by the City, developer, and the Stanislaus Consolidated Fire Protection District. Garbage or solid waste disposal and recycling services are currently provided to residents and businesses in Riverbank through a franchise agreement with Gilton Solid Waste Management. The Plan Area is entirely within Gilton’s service area and specific routes and schedules would be established as development occurs within the Plan Area.

Development within the Plan Area will connect to existing City services for water. The City of Riverbank Domestic Water System provides four (4) connection points for Crossroads West. Domestic Water Services will be provided to Crossroads West through the installation of water mains in the proposed arterial and collector roadways. In addition to the installation of water main lines, the City of Riverbank Water Master Plan provides, and buildout of the CWSP will be required to construct, a new municipal water well, and a 1.69 million gallon Peaking Reservoir (water tank) to be located in the linear park near MID Lateral No. 6.

The CWSP proposes connecting to the City of Riverbank’s existing sanitary sewer system at two different locations: an 8-inch line in Morrill Road, west of Oakdale Road, and an 18-inch line that runs across Oakdale Road to Crawford Road. To adequately service the Plan Area, new sewer main lines and an extension of the 18-inch truck line will be constructed in the new arterial and collector roads in the project. As development in the Plan Area commences, continuous improvements to the City’s Sanitary Sewer System will be required. Improvements will be triggered per capacity studies prepared for individual projects, and the City’s Sewer Master Plan as denoted in Chapter 7 of the CWSP, Infrastructure. (Attachment A).

The CWSP will conform to and utilize the Low Impact Development (LID) practices set forth by the City of Riverbank. A combination of LID methods will be used in the Plan Area including underground filtration, which will be integrated into parking areas and landscape areas; bio-retention areas, such as the park basins; vegetated swales, which can be located in street landscape areas and parking lots; and filter strips, designed to treat sheet flow from adjacent surfaces.

Key Design Concepts

a. Expansion of the Regional Sports Park

The City of Riverbank’s Regional Sports Complex is within the boundaries of the Plan Area. As a part of the build out of the CWSP, this regional sports park will be increased in size by about 11 acres. This expanded regional sports park will be combined with a dual-use linear park system, neighborhood parks, and linear trails which will make up the park and open space network for CWSP.

b. Linear Park/Basins
While the acreage calculations of parkland and open spaces are conceptual at this stage, development of the CWSP will meet or exceed the City’s parkland requirements for both regional and neighborhood parks. An initial parkland dedication calculation based on the average units suggests the project neighborhood park obligation is approximately 19.3 acres. This is calculated using the City’s adopted 2005-2025 General Plan standard of three (3) acres of Neighborhood parkland per 1,000 in population and two (2) acres of Community parkland per 1,000 in population.

c. School Sites

The Plan Area accommodates possibilities for a future 10 to 12-acre elementary school as well as a 20-acre middle school. Until a new elementary school or middle school is developed, students within the Plan Area would most likely attend Crossroads Elementary School, Elizabeth Ustach Middle School, and Beyer High School, subject to determination by the Sylvan Union School District and the Modesto City Schools District.

d. Fire Station Site

The Proposed Project includes the dedication of a fire station site near the corner of Crawford and Oakdale Road.

e. Crawford Road

Crawford Road, located west of the project site, contains numerous small ranchette style parcels. With the development of the Proposed Project, traffic levels would be expected to increase on Crawford Road. While these levels would be within acceptable traffic levels of service adopted by the City’s 2005-2025 General Plan, the residents on Crawford Road have expressed concern about traffic increases as a result of the Proposed Project.

Concurrent with the first development in Phase B, a gate will be constructed across Crawford Road, near the Proposed Project’s west property line, and an appropriate temporary vehicular turn around will be constructed on each side of the temporary gate. In addition, the temporary gate will be constructed in a way to allow quick access for the fire district to pass through and continue down Crawford Road, but otherwise will stay closed.

In the future, when the area between the Proposed Project and Coffee Road develops, Crawford Road will be continued to Coffee Road, and an alternative route through the neighborhood may be proposed, or Crawford Road may become Crawford Court permanently. Such a determination will be made in the future when development plans are prepared for the area west of Crossroads West.

f. Non-motorized connections
Class I and Class II Bike lanes will be integrated into the Circulation Plan of Crossroads West. The likelihood that bike lanes will be utilized is dependent on their ability to provide direct routes to certain areas and amenities in the neighborhoods such as parks, employment centers and school sites.

Pedestrian walkways and sidewalks will be provided throughout Crossroads West to encourage walking and jogging. Separated sidewalks provide a safe and pleasant walking experience in neighborhoods and provide connectivity to all major areas of the development including public facilities and shopping.

g. Urban Design

Formulation of the Crossroads West Land Use Plan was influenced by many factors including consistency with the City’s 2005-2025 General Plan Land Use Element, physical site constraints, environmental character of the property and the adjacent land uses. The urban design of the Land Use Plan responds to the property owner’s desires, input from the community, necessary development flexibility over time, analysis done on the project site for environmental impacts, and infrastructure availability. The result is a comprehensive Land Use Plan that includes a balance of mixed land uses that have been organized and distributed throughout the site in a logical and efficient manner.

h. Flexible Density Transfer

In order to develop the site according to the Riverbank 2005-2025 General Plan, a General Plan Amendment is necessary. First, because the Specific Plan is being developed with a build-out assumption of 20 years, the City has agreed to create a Specific Plan General Plan designation to govern the land use mix and density. This new General Plan Land Use designation will follow the land use mix envisioned with the Riverbank 2005-2025 General Plan, but will eliminate the geographical representation of each designation area within the defined Specific Pan boundary.

In this case, the Proposed Project will demonstrate the location of each use and document the method in which the plan area will be implemented following the density and intensity goals set by the defined Specific Pan General Plan designation. In this manner, the Crossroads West Specific area will receive a General Plan designation of Specific Plan (SP)

Third, the Proposed Project suggests the relocation of certain planned roads identified on the General Plan Circulation Element. The adopted General Plan Circulation Element will need to be amended to allow for consistent with street patterns proposed within the Plan Area.

V. Annexation
Development of the CWSP will require annexation of the 380-acre Plan Area into the City of Riverbank. As mentioned above, the CWSP area is currently located within an unincorporated area of Stanislaus County that is directly adjacent to City limits to the north and east.

The Plan Area is located within the City’s adopted Primary Sphere of Influence, and therefore, it has been planned for and intended to be annexed. The Plan Area also directly abuts the existing City limits north of M.I.D. Lateral Number 6 and east of Oakdale Road. The entire Annexation Application will consist of approximately 380 acres. Procedurally, if the annexation request is approved by the City Council, then City staff would subsequently file a formal application with Stanislaus Local Agency Formation Commission (LAFCo) for annexation of the 380-acre Plan Area. A list of all assessor parcels within the Plan Area and an annexation boundary map are attached as exhibits to the Annexation Resolution. (Attachment I).

Based on pre-consultation meetings with Stanislaus LAFCo staff, the proposed annexation request appears to meet applicable LAFCo policies necessary to support the annexation. All Stanislaus LAFCo annexation application fees will be paid for by the project applicants.

After considering and receiving all information and taking public testimony, staff recommends that the Planning Commission consider adoption of Resolution No. 2019-004 (Attachment H to this staff report), recommending that the City Council approve an application to Stanislaus LAFCo Commission for annexation of the 380-acre Plan Area.

VI. ACTIONS:

1. Adopt a Resolution recommending Certification of the FEIR, including approval of CEQA Findings of Fact, Statement of Overriding Considerations, and the Mitigation Monitoring and Reporting Program.

2. Adopt a Resolution recommending approval of the CWSP General Plan Amendment.

3. Adopt a Resolution recommending approval of the CWSP and Pre-zoning for the CWSP through adoption of an Ordinance to rezone the Plan Area to SP-3.

4. Adopt a Resolution recommending that City Staff file an Annexation Application to request the Stanislaus Local Agency Formation Commission to initiate proceedings to annex the Plan Area to the City of Riverbank.

VII. PUBLIC NOTICE:

The Planning Commission public notice was published in the Riverbank News January 30, 2019 and posted at City Hall North, South, Post Office, Community Center and
website on January 31, 2019. Any written comments received by the City shall be supplied to the Commission on the day of the meeting.

Respectfully Submitted By:

John B. Anderson
Contract Planner

Approved By:

Donna M. Kenney
Planning and Building Manager
ATTACHMENT A: CROSSROADS WEST SPECIFIC PLAN

AVAILABLE AT:
https://www.riverbank.org/437/Crossroads-West-Specific-Plan

HARD COPIES AVAILABLE AT:

CITY HALL NORTH AND SOUTH: 6707 THIRD STREET
RIVERBANK LIBRARY: 3442 SANTA FE STREET
ATTACHMENT B: PROPOSED GENERAL PLAN AMENDMENT AND PRE-ZONE MAPS
Figure 2.0-6b. Existing General Plan Land Use Designations

Stanislaus County

Legend
- Project Boundary
- Spheres of Influence
  - Riverbank SOI
  - Modesto SOI
- County General Plan Designation
  - AG-Agriculture
  - LDR-Residential - Low Density
  - PD-Planned Development
  - UT-Urban Transition
  - City Area

Sources: Stanislaus County GIS. Map date: February 8, 2017.
Figure 2.0-6c. Existing Zoning Designations

Legend
- Project Boundary
- Spheres of Influence
  - Riverbank SOI
  - Modesto SOI
- County Zoning Designations
  - Rural Residential
  - General AG 10 Acre UT
  - General AG 40 Acre
  - Planned Development

Sources: Stanislaus County GIS. Map date: March 24, 2017.
ATTACHMENT C: CROSSROADS WEST SPECIFIC PLAN
DRAFT ENVIRONMENTAL IMPACT REPORT (DEIR),
DATED JUNE 2018

AVAILABLE ONLINE AT:
https://www.riverbank.org/437/Crossroads-West-Specific-Plan

HARD COPIES AVAILABLE AT:
CITY HALL NORTH AND SOUTH: 6707 THIRD STREET
RIVERBANK LIBRARY: 3442 SANTA FE STREET
ATTACHMENT D: CROSSROADS WEST SPECIFIC PLAN FINAL ENVIRONMENTAL IMPACT REPORT (FEIR), DATED JANUARY 2019

AVAILABLE ONLINE AT:
https://www.riverbank.org/437/Crossroads-West-Specific-Plan

HARD COPIES AVAILABLE AT:
CITY HALL NORTH AND SOUTH: 6707 THIRD STREET
RIVERBANK LIBRARY: 3442 SANTA FE STREET
WHEREAS, the City of Riverbank prepared the Crossroads West Specific Plan (CWSP) to provide comprehensive guidelines for development of an area compromising approximately 380 acres adjacent to the Riverbank City limits, bordered on the north by the Modesto Irrigation District Main Irrigation Canal, on the east by Oakdale Road, and on the south by Claribel Road; and

WHEREAS, the City of Riverbank is the lead agency for purposes of environmental review of the proposed Crossroads West Specific Plan under the California Environmental Quality Act (“CEQA”); and

WHEREAS, at the direction of City staff and City’s contract planner, DeNovo Planning Group prepared an Initial Study, which identified potentially significant impacts on the environment from the proposed Specific Plan, General Plan Amendment, Annexation, and related development applications (collectively, the “Project”); and

WHEREAS, the City, as lead agency under CEQA, circulated a Notice of Preparation to obtain initial comments on the Project from public agencies and the general public; and

WHEREAS, the lead agency prepared and circulated for comment a Draft Environmental Impact Report (“DEIR”) on the Project; and

WHEREAS, on June 18, 2018, the lead agency distributed copies of the DEIR and Specific Plan to the State Clearinghouse, public agencies that have jurisdiction over the Project area, and other interested parties. Recipients were provided at least 45-days to provide comments to the DEIR, with comments due on August 2, 2018; and

WHEREAS, the lead agency prepared written responses for all comments received during the comment period and these responses are included in a separate volume entitled Final Environmental Impact Report for the Crossroads West Specific Plan, State Clearinghouse Number 2017032062, January 2019 (“FEIR”). The DEIR and FEIR, together with all appendices and resolutions related thereto, collectively comprise the Environmental Impact Report (EIR) for the Project; and
WHEREAS, the Planning Commission held a duly noticed public hearing to consider certification of the EIR, and approval of the CEQA Findings of Fact, Statement of Overriding Considerations, and Mitigation Monitoring and Reporting Program; and

WHEREAS, the Planning Commission has received and reviewed the EIR for the Project, along with the CEQA Findings of Fact, Statement of Overriding Considerations, and Mitigation Monitoring and Reporting Program; and

WHEREAS, the EIR identifies certain significant and potentially significant adverse effects on the environment caused by the Project; and

WHEREAS, pursuant to CEQA, the City is required to adopt mitigation measures or project alternatives, if feasible, that can substantially lessen or avoid any significant environmental effects of the Project; and

WHEREAS, in accordance with CEQA, the Planning Commission recommends that the City Council declare the existence of overriding economic, social, and other considerations that support approval of the Project, despite the occurrence of significant environmental effects that cannot be substantially lessened or avoided through the adoption of feasible mitigation measures or feasible alternatives.

THEREFORE, THE PLANNING COMMISSION OF THE CITY OF RIVERBANK, CALIFORNIA DOES HEREBY RESOLVE AS FOLLOWS:

1. The Planning Commission finds that the above Recitals are true and correct and are incorporated herein by reference.

2. The Planning Commission has reviewed and considered the information contained in the EIR, and finds that (a) the EIR is complete and in compliance with CEQA, (b) there was adequate public review of the DEIR, (c) the lead agency considered all comments on the DEIR, (d) the EIR adequately discusses all significant environmental issues, and (e) the EIR reflects the independent judgment and analysis of the City.

3. The EIR analyzes environmental impacts that would be significant or potentially significant in the absence of mitigation measures. As to each such impact, the Planning Commission recommends that the City Council find that the changes or alterations incorporated into the Project mitigate or avoid the significant or potentially significant environmental impacts.

4. The EIR also observed significant and unavoidable impacts that cannot be mitigated or avoided through feasible mitigation measures or alternatives. As to these impacts, the Planning Commission recommends that the City Council find that there are certain overriding economic, social, and other considerations for approving the project. Based in part on the CEQA findings attached hereto as Exhibit A, the Planning Commission recommends that the City Council find that none of the proposed project alternatives set forth in the EIR can avoid or substantially lessen those
significant adverse environmental effects not otherwise avoidable or
lessened by the adoption of feasible mitigation measures, while still
meeting the Project’s objectives.

5. Pursuant to CEQA Guidelines Section 15093, the Planning Commission
recommends that the City Council, adopt a Statement of Overriding
Considerations, attached hereto as Exhibit A, finding that the adoption of
feasible mitigation measures will not mitigate or avoid all significant
adverse environmental effects caused by approval of the Project.

6. Pursuant to Public Resources Code Section 21081.6 the Planning
Commission recommends that the City Council adopt the Mitigation
Monitoring and Reporting Program (“MMRP”) attached hereto in Exhibit
B. The MMRP is designed to ensure that, during Project implementation,
the City, affected landowners, their assigns, and successors in interest,
and any other responsible parties comply with the mitigation measures
identified below. The MMRP identifies, for each mitigation measure, the
responsible party for implementation.

7. Based on the evidence in the Staff Report and substantial evidence in the
record, the Planning Commission recommends that the City Council find
that the Project is consistent with the City of Riverbank General Plan, as
amended, and implements the goals and polices of the General Plan.

8. Based on the findings set forth in this Resolution, the evidence in the
City Staff Report, and the substantial evidence in the record of these
proceedings, the Planning Commission hereby recommends that the
City Council certify the EIR (State Clearinghouse #2017032062),
adopt the CEQA Findings of Fact and Statement of Overriding
Considerations, establish findings concerning alternatives and
mitigation measures, and adopt the Mitigation Monitoring and
Reporting Program.

9. Constitutionality, severability. If any section, subsection, sentence, clause,
phrase, or word of this resolution is for any reason held by a court of
competent jurisdiction to be unconstitutional or invalid for any reason,
such decision shall not affect the validity of the remaining portions of the
resolution. The Planning Commission recommends that the City Council
declare that it would have passed this resolution and each section,
subsection, sentence, clause, phrase, and word thereof, irrespective of the
fact that any one or more section(s), subsection(s), sentence(s), clause(s),
phrase(s), or words(s) be declared invalid.
PASSED AND ADOPTED by the Planning Commission of the City of Riverbank at a regular meeting held on the 13th day of February, 2019; motioned by Commissioner ______, seconded by Commissioner ______, and upon roll call was carried by the following vote of ___:

AYES:  
NAYS:  
ABSENT:  
ABSTAIN:  

ATTEST:  

________________________  ________________________  
Donna M. Kenney  John Dinan  
Planning and Building Manager  Planning Commission Chair  

APPROVED:  

________________________  

Attachments:

Exhibit “A” – CEQA Findings and Statement of Overriding Considerations  
Exhibit “B” - CWSP Mitigation and Monitoring Reporting Program
Exhibit A – CEQA Findings and Statement of Overriding Considerations
CEQA FINDINGS

FINDINGS FOR THE
CROSSROADS WEST SPECIFIC PLAN
REQUIRED UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT
(Public Resources Code, § 21000 et seq.)

I. INTRODUCTION

The California Environmental Quality Act (CEQA) (Public Resources Code, § 21000 et seq.) requires the City of Riverbank (City), as the CEQA lead agency, to: 1) make written findings when it approves a project for which an environmental impact report (EIR) was certified, and 2) identify overriding considerations for significant and unavoidable impacts identified in the EIR.

This document explains the City’s findings regarding the significant and potentially significant impacts identified in the environmental impact report (EIR) prepared for the Crossroads West Specific Plan (CWSP). The statement of overriding considerations in Section VII, below, identifies economic, social, technical, and other benefits of the Project that override any significant environmental impacts that would result from the Project.

As required under CEQA, the Final EIR describes the Project, adverse environmental impacts of the Project, and mitigation measures and alternatives that would substantially reduce or avoid those impacts. The information and conclusions contained in the EIR reflect the City’s independent judgment.

The Final EIR (which includes the Draft EIR, comments, responses to comments, and revisions to the Draft EIR) for the Project, examined the proposed Project and several alternatives to the Project including: (1) No Project (No Build) Alternative; (2) Off-Site Location Alternative; (3) Increased Density Alternative; and (4) Lower Density Alternative.

The Findings and Statement of Overriding Considerations are presented for adoption by the City Council, as the City’s findings under CEQA and the CEQA Guidelines (Cal. Code Regs., title 14, § 15000 et seq.) relating to the Project. The Findings provide the written analysis and conclusions of this City Council regarding the Project’s environmental impacts, mitigation measures, alternatives to the Project, and the overriding considerations, which in this City Council’s view, justify approval of the Project, despite its environmental effects.

II. GENERAL FINDINGS AND OVERVIEW

Project Overview

The CWSP area (also-known-as “Project site” or “Plan Area”) is located within the unincorporated area of Stanislaus County. The approximately 380-acre Plan Area is adjacent to the City of Riverbank limits to the north and east. The Plan Area is contained within the City’s existing Sphere of Influence...
(SOI), and the Plan Area was previously analyzed at a programmatic level in the City’s 2005-2025 General Plan Update Environmental Impact Report.

The nine parcels that comprise the Plan Area are primarily used for agricultural operations including a cow dairy operation with 550 milking cows, row crops, and fallow land. Seven home sites exist within the Plan Area and many of them have accessory structures on site including storage buildings, shop buildings, and barn structures. Additionally, an approximately 11-acre regional City park, the Riverbank Sports Complex, is currently developed in the northeastern portion of the Plan Area, near the intersection of Morrill Road and Oakdale Road. Crawford Road and Morrill Road traverse the Plan Area from east to west.

Modesto Irrigation District (MID) provides water supply for the existing agricultural uses and maintains two easements on the Plan Area: a MID main canal with a crossing is located along the northern boundary of the Plan Area, and MID Lateral 6 traverses the southern portion of the Plan Area from northeast to southwest. A series of private irrigation ditches distribute the MID water from the on-site ditches throughout the Plan Area.

The Plan Area is bounded on the east by Oakdale Road, on the south by Claribel Road, on the north by the MID Main Canal and the City of Riverbank city limits, and on the west by those property lines approximately 0.5-mile west of Oakdale Road. The proposed Project includes development of up to 1,872 Low Density Residential (LDR) units, up to 192 Medium Density Residential (MDR) units, and up to 388 High Density Residential (HDR) units. The Project also includes up to 550,000 square feet (sf) of Mixed Use 1 (MU-1) uses, and up to 27,000 sf of Mixed Use 2 (MU-2) uses. It is noted that development in MU-1 could consist of a maximum of 550,000 sf of retail uses and no residential uses, or up to 350 units of residential uses and 360,000 sf of retail uses. The CWSP is designed to provide flexibility, so there are various other hypothetical combinations of retail and residential development, but not more than the maximum density presented would be allowed without an amendment approved by the City. Additionally, the proposed Project would increase the size of the existing 11-acre Regional Park, the Riverbank Sports Complex, to approximately 22 acres. The plan accommodates the possibility for a future 10 to 12-acre elementary school, a possible future 20-acre middle school, and a possible future location for a one- to two-acre west Riverbank fire station within the Plan Area. The proposed Project would provide approximately 42 acres of park, open space, and Regional Sports Park uses.

The Project also includes a request for approval of General Plan Amendments, Specific Plan, pre-zoning, annexation of the entire Project site. The developers of the MU-1 “Mixed Use” area have concurrently filed an application for a Development Agreement, Tentative Map and Preliminary Development Plan to be considered as part of the approval action. Changes to the Land Use Element would include changing the approximately 380-acre Plan Area from LDR, MDR, HDR, MU, Civic (C), Community Commercial (CC), and Park (P) to Specific Plan (SP). The proposed Project would also require pre-zoning of the Project site. The City’s pre-zoning for the Plan Area will include the Specific Plan (SP) zoning designation.

The quantifiable objectives of the proposed Project include annexation of approximately 380 acres of land into the Riverbank City limits, and the subsequent development of land, which will include:
CEQA Findings

Low Density Residential, Medium Density Residential, High Density Residential, Regional Sports Park, Mixed Use, Elementary School, Park/Basin, Neighborhood Park, and transportation and utility improvements.

Procedural Background

Notice of Preparation Public Circulation: The City of Riverbank circulated an Initial Study (IS) and Notice of Preparation (NOP) of an EIR for the proposed Project on March 22, 2017 to State Clearinghouse, State Responsible Agencies, State Trustee Agencies, Other Public Agencies, and Organizations and Interested Persons. A public scoping meeting was held on April 12, 2017 to present the project description to the public and interested agencies, and to receive comments from the public and interested agencies regarding the scope of the environmental analysis to be included in the Draft EIR. Concerns raised in response to the NOP were considered during preparation of the Draft EIR. The IS and NOP comments are presented in Appendix A of the Draft EIR. The commenting agencies are provided below.

- Albert Dadesho;
- Best Best & Krieger;
- California Department of Transportation;
- Central Valley Regional Water Quality Control Board;
- City of Modesto;
- Modesto City Schools;
- Modesto Irrigation District;
- Native American Heritage Commission;
- R. Todd Whiteside;
- Rick Kimble;
- San Joaquin Valley Air Pollution Control District;
- Stanislaus Consolidated Fire Protection District;
- Stanislaus County Environmental Review Committee;
- Stanislaus Local Agency Formation Commission; and
- Sylvan Union School District.

Notice of Availability and Draft EIR: The City of Riverbank published a public Notice of Availability (NOA) for the Draft EIR on June 15, 2018, inviting comment from the general public, agencies, organizations, and other interested parties. The NOA was filed with the State Clearinghouse (SCH # 2017032062) the County Clerk, and a newspaper of regional circulation pursuant to the public noticing requirements of CEQA. The public review period was from June 18, 2018 through August 2, 2018 (45 days).

The Draft EIR contains a description of the Project, description of the environmental setting, identification of Project impacts, and mitigation measures for impacts found to be significant, as well as an analysis of Project alternatives, identification of significant irreversible environmental changes, growth-inducing impacts, and cumulative impacts. The Draft EIR identifies issues determined to have no impact or a less than significant impact, and provides detailed analysis of
potentially significant and significant impacts. Comments received in response to the NOP were considered in preparing the analysis in the Draft EIR.

**Final EIR:** The City of Riverbank received 12 comment letters on the Draft EIR during the public review period. In accordance with CEQA Guidelines Section 15088, this Final EIR responds to the comments received during the public review period. This Final EIR also responds to all comments received after the public review period had ended. The Final EIR also contains minor edits to the Draft EIR, which are included in Section 3.0, Errata. This document and the Draft EIR, as amended herein, constitute the Final EIR.

Responses to comments do not involve any new significant impacts or “significant new information” that would require recirculation of the Draft EIR pursuant to CEQA Guidelines Section 15088.5. Each response is provided in the Final EIR.

**Record of Proceedings and Custodian of Record**

For purposes of CEQA and the findings set forth herein, the record of proceedings for the City’s findings and determinations consists of the following documents and testimony, at a minimum:

- The NOP, comments received on the NOP, and all other public notices issued by the City in relation to the Project (e.g., NOA).
- The Draft EIR and Final EIR, including comment letters, and technical materials cited in the documents.
- All non-draft and/or non-confidential reports and memoranda prepared by the City and consultants in relation to the EIR.
- Minutes and transcripts of the discussions regarding the Project and/or Project components at public hearings held by the City.
- Staff reports associated with City Council meetings on the Project.
- Those categories of materials identified in Public Resources Code § 21167.6.

The City Clerk is the custodian of the administrative record. The documents and materials that constitute the administrative record are available for review at the City of Riverbank at 6617 3rd Street, Riverbank, CA 95367.

**Findings Required Under CEQA**

Public Resources Code § 21002 provides that “public agencies should not approve projects as proposed if there are feasible alternatives or feasible mitigation measures available which would substantially lessen the significant environmental effects of such projects[].” Further, the procedures required by CEQA “are intended to assist public agencies in systematically identifying both the significant effects of proposed projects and the feasible alternatives or feasible mitigation measures which will avoid or substantially lessen such significant effects.” (Id.) Section 21002 also provides that “in the event specific economic, social, or other conditions make infeasible such project alternatives or such mitigation measures, individual projects may be approved in spite of one or more significant effects thereof.”
The mandate and principles established by the Legislature in Public Resources Code § 21002 are implemented, in part, through the requirement in Public Resources Code § 21081 that agencies must adopt findings before approving projects for which an EIR is required.

CEQA Guidelines § 15091 provides the following direction regarding findings:

(a) No public agency shall approve or carry out a project for which an EIR has been certified which identifies one or more significant environmental effects of the project unless the public agency makes one or more written findings for each of those significant effects, accompanied by a brief explanation of the rationale for each finding. The possible findings are:

(1) Changes or alterations have been required in, or incorporated into, the project which avoid or substantially lessen the significant environmental effect as identified in the final EIR.

(2) Such changes or alterations are within the responsibility and jurisdiction of another public agency and not the agency making the finding. Such changes have been adopted by such other agency or can and should be adopted by such other agency.

(3) Specific economic, legal, social, technological, or other considerations, including provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or project alternatives identified in the final EIR.

(See also Public Resources Code, § 21081, subd. (a)(1)-(3).)

As defined by CEQA, “feasible” means capable of being accomplished in a successful manner within a reasonable period of time, taking into account economic, environmental, social, legal, and technological factors. (Pub. Resources Code, § 21061.1; see also CEQA Guidelines, § 15126.6(f)(1) [determining the feasibility of alternatives].) The concept of “feasibility” also encompasses the question of whether a particular alternative or mitigation measure promotes the underlying goals and objectives of a project. (See Association of Irritated Residents v. County of Madera (2003) 107 Cal.App.4th 1383, 1400 [court upholds findings rejecting a “reduced herd” alternative to a proposed dairy as infeasible because the alternative failed to meet the “fundamental objective” of the project to produce milk]; Sierra Club v. County of Napa (2004) 121 Cal.App.4th 1490, 1506-1508 [agency decision-makers, in rejecting alternatives as infeasible, appropriately relied on project objective articulated by project applicant].) Moreover, “feasibility” under CEQA encompasses ‘desirability’ to the extent that desirability is based on a reasonable balancing of the relevant economic, environmental, social, legal, and technological factors.” (City of Del Mar v. City of San Diego (1982) 133 Cal.App.3d 410, 417; see also California Native Plant Society v. City of Santa Cruz (2009) 177 Cal.App.4th 957, 1001-1002.

With respect to a project for which significant impacts cannot be feasibly avoided or substantially lessened, a public agency may nevertheless approve the project if the agency first adopts a
CEQA FINDINGS

statement of overriding considerations setting forth the specific reasons that the project’s benefits outweigh its significant unavoidable adverse environmental effects. (Pub. Resources Code, §§ 21001, 21002.1(c), 21081(b).)

CEQA Guidelines § 15093 provides the following direction regarding a statement of overriding considerations:

(a) CEQA requires the decision-making agency to balance, as applicable, the economic, legal, social, technological, or other benefits, including region-wide or statewide environmental benefits, of a proposed project against its unavoidable environmental risks when determining whether to approve the project. If the specific economic, legal, social, technological, or other benefits, including region-wide or statewide environmental benefits, of a proposed project outweigh the unavoidable adverse environmental effects, the adverse environmental effects may be considered “acceptable.”

(b) When the lead agency approves a project which will result in the occurrence of significant effects which are identified in the final EIR but are not avoided or substantially lessened, the agency shall state in writing the specific reasons to support its action based on the final EIR and/or other information in the record. The statement of overriding considerations shall be supported by substantial evidence in the record.

(c) If an agency makes a statement of overriding considerations, the statement should be included in the record of the project approval and should be mentioned in the notice of determination. This statement does not substitute for, and shall be in addition to, findings required pursuant to § 15091.

MITIGATION MONITORING PROGRAM

A Mitigation Monitoring Program has been prepared for the Project and has been adopted concurrently with these Findings. (See Pub. Resources Code, § 21081.6, subd. (a)(1).) The City will use the Mitigation Monitoring Program to track compliance with Project mitigation measures.

CONSIDERATION OF THE ENVIRONMENTAL IMPACT REPORT

In adopting these Findings, this City Council finds that the Final EIR was presented to this City Council, the decision-making body of the lead agency, which reviewed and considered the information in the Final EIR prior to approving the Project. By these findings, this City Council ratifies, adopts, and incorporates the analysis, explanation, findings, responses to comments, and conclusions of the Final EIR. The City Council finds that the Final EIR was completed in compliance with CEQA. The Final EIR represents the independent judgment of the City.

SEVERABILITY

If any term, provision, or portion of these Findings or the application of these Findings to a particular situation is held by a court to be invalid, void, or unenforceable, the remaining provisions of these
Findings, or their application to other actions related to the Project, shall continue in full force and effect unless amended or modified by the City.

III. FINDINGS AND RECOMMENDATIONS REGARDING SIGNIFICANT AND UNAVOIDABLE IMPACTS

A. AESTHETICS AND VISUAL RESOURCES

1. IMPACT 3.1-1: PROJECT IMPLEMENTATION MAY RESULT IN SUBSTANTIAL ADVERSE EFFECTS ON SCENIC VISTAS AND RESOURCES OR SUBSTANTIAL DEGRADATION OF VISUAL CHARACTER.

(a) Potential Impact. The potential for the Project to result in substantial adverse effects on scenic vistas and resources or substantially degrade the visual character of the region is discussed on pages 3.1-6 and 3.1-7 of the Draft EIR.

(b) Mitigation Measures. No feasible mitigation measures were identified.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Remaining Impacts. The Project would result in the conversion of the land from primarily agricultural uses, which would contribute to changes in the regional landscape and visual character of the area. In order to reduce visual impacts, development within the Project site is required to be consistent with the General Plan and the Riverbank Municipal Code, which includes design standards in order to ensure quality and cohesive design of the Project site. Additionally, the Project includes proposed Design Guidelines. These standards include specifications for building height and massing; exterior lighting standards and specifications; and landscaping standards. Implementation of the design standards would ensure quality design throughout the Plan Area, and result in a Project that would be internally cohesive while maintaining aesthetics similar to surrounding uses. However, regardless of the quality of design implemented on the Project site, Project implementation would permanently remove the existing agricultural land on the Project site, and convert the site to urbanized uses. This is considered a significant and unavoidable impact. There is no additional feasible mitigation available that would reduce this impact to a less than significant level.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with impacts to the visual character of the region, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project has the potential to provide a significant number of jobs and greater amenities including a City sports park and retail and dining options for City residents. In light of a severe statewide housing shortage, the Project would provide thousands of new homes that would alleviate housing supply strains in the City and region.
2. **Impact 4.2: Cumulative Degradation of the Existing Visual Character of the Region.**

   (a) Potential Impact. The potential for the Project to result in cumulative impacts to the visual character of the region is discussed on pages 4.0-4 and 4.0-5 of the Draft EIR.

   (b) Mitigation Measures. No feasible mitigation measures were identified.

   (c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

   (1) Remaining Impacts. Implementation of the proposed Project would convert the Project site from its existing agricultural character to a developed commercial and residential area with various buildings, landscaping, parks, and parking areas. Project implementation would alter the existing visual character of the Project site. Implementation of the proposed development standards and consistency with the General Plan and the Riverbank Zoning Ordinance would ensure that impacts are reduced to the greatest extent possible.

   Under cumulative conditions, buildout of the General Plan for Riverbank and the surrounding jurisdictions could result in changes to the visual character and quality of the City of Riverbank through development of undeveloped areas and/or changes to the character of existing communities. Development of the proposed Project, in addition to other future projects in the area, would change the existing visual and scenic qualities of the City. There are no mitigation measures that could reduce this impact except a ceasing of all future development, which is not a feasible option. As such, this is a cumulatively considerable contribution and a significant and unavoidable impact.

   (2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with cumulative impacts to the visual character of the region, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new homes which will contribute to the City’s state-mandated responsibility to plan for new housing.

B. **Agricultural Resources**

1. **Impact 3.2-1: The proposed Project has the potential to result in the conversion of Farmlands, including Prime Farmland, Unique Farmland, and Farmland of Statewide Importance, as shown on the maps prepared pursuant to the Farmland Mapping and Monitoring Program of the California Resources Agency, to non-agricultural uses.**
(a) Potential Impact. The potential for the Project to result in the conversion of Farmlands, including Prime Farmland, Unique Farmland, and Farmland of Statewide Importance, to nonagricultural uses is discussed on pages 3.2-13 through 3.2-15 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measures are hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measures 3.2-1 and 3.2-2.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Effects of Mitigation and Remaining Impacts. Development of the proposed Project would result in the permanent conversion of approximately 226.38 acres of Prime Farmland, 85.55 acres of Unique Farmland, and 35.46 acres of Farmland of Local Importance, as shown on Figure 3.2-1, to non-agricultural use. The loss of Important Farmland as classified under the Farmland Mapping and Monitoring Program (FMMP) is considered a potentially significant environmental impact.

The City’s General Plan EIR anticipated development of the Plan Area as part of the overall evaluation of the build out of the City. The General Plan EIR addressed the conversion and loss of agricultural land that would result from the build out of the General Plan (General Plan Recirculated Draft EIR, pp. 4.3-10 through 4.3-17). The General Plan EIR determined that even with the implementation of all available mitigation, which identifies General Plan goals, policies, and implementation measures (i.e., Policies CONS-3.1, CONS-3.2, LAND-1.1, LAND-1.2, LAND-1.3, LAND-1.4, LAND-5.2, LAND-2.3, LAND-3.3, and Implementation Strategies CONS-1 and CONS-2), the impact would be significant and unavoidable.

As noted in Section 4.3 of the City’s General Plan EIR, the loss of agricultural land to urbanization is considered permanent. While the City has incorporated all available mitigation for the loss of agricultural land in the form of General Plan policies and implementation strategies, the extent of urban development under the General Plan inherently involves the conversion of high-quality agricultural land. Mitigation Measure 3.2-1 requires the project applicant to conserve Important Farmland of equal value to the land in the Plan Area that will be converted at a 1:1 ratio, in perpetuity, or pay in-lieu fees. Mitigation Measure 3.2-2 requires participation in the City’s Sustainable Agricultural Strategy. While the implementation of these mitigation measures would assist in preserving farmland, the proposed Project would still result in the permanent conversion and loss of 347.39 acres of Important Farmland within Stanislaus County. As such, the loss of Important Farmland would be a significant and unavoidable impact relative to this topic.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with impacts to farmlands, as more fully stated in the Statement of
CEQA FINDINGS

Overriding Considerations in Section VII, below. In light of a severe statewide housing shortage, the Project would provide thousands of new homes that would alleviate housing supply strains in the City and region.
2. **IMPACT 4.4: CUMULATIVE IMPACT ON AGRICULTURAL RESOURCES.**

(a) **Potential Impact.** The potential for the Project to result in cumulative impacts on agricultural resources is discussed on page 4.0-6 of the Draft EIR.

(b) **Mitigation Measures.** The following mitigation measures are hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measures 3.2-1 and 3.2-2.

(c) **Findings.** Based upon the EIR and the entire record before this City Council, this City Council finds that:

1. **Effects of Mitigation and Remaining Impacts.** Development of the proposed Project would result in a conversion of 226.38 acres of Prime Farmland, as shown on the map prepared under the FMMP, to nonagricultural uses. The loss of Important Farmland as classified under the FMMP is considered a potentially significant environmental impact. Development under the General Plan inherently involves the conversion of high-quality agricultural land. Mitigation Measure 3.2-1 requires the Project applicant to conserve Important Farmland of equal value to the land in the Plan Area that will be converted at a 1:1 ratio, in perpetuity, or pay in-lieu fees. Mitigation Measure 3.2-2 requires compliance with the City of Riverbank Sustainable Agricultural Strategies.

Development of the proposed Project would not conflict with existing zoning for agricultural use, or Williamson Act contracts. Additionally, implementation of Mitigation Measure 3.2-3 in Section 3.2 would ensure that the Project applicant complies with the County’s right-to-farm ordinance due to the potential conflicts between the proposed residences in the southern and western portions of the Plan Area and the existing agricultural operations to the south and west of the Plan Area.

While the implementation of the mitigation measures included in Section 3.2 would assist in preserving farmland, the proposed Project would still result in the permanent conversion and loss of Important Farmland within Stanislaus County. As such, the loss of Important Farmland would be a cumulatively considerable contribution and a significant and unavoidable impact.

2. **Overriding Considerations.** The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with cumulative impacts on agricultural land and uses, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new homes which will contribute to the City’s state-mandated responsibility to plan for new housing.
C. AIR QUALITY

1. IMPACT 3.3-1: PROJECT OPERATION HAS THE POTENTIAL TO CONFLICT WITH OR OBSTRUCT IMPLEMENTATION OF AN APPLICABLE AIR QUALITY PLAN, CAUSE A VIOLATION OF AN AIR QUALITY STANDARD, OR CONTRIBUTE SUBSTANTIALLY TO AN EXISTING OR PROJECTED AIR QUALITY VIOLATION.

(a) Potential Impact. The potential for the Project to cause conflict with or obstruct implementation of an applicable air quality plan, cause a violation of an air quality standard, or contribute substantially to an existing or projected air quality violation, is discussed on pages 3.3-18 through 3.3-22 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measures are hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measures 3.3-1 through 3.3-4.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Effects of Mitigation and Remaining Impacts. The San Joaquin Valley Air Pollution Control District (SJVAPCD) is tasked with implementing programs and regulations required by the Federal Clean Air Act (FCAA) and the California Clean Air Act (CCAA). In that capacity, the SJVAPCD has prepared plans to attain Federal and State ambient air quality standards. To achieve attainment with the standards, the SJVAPCD has established thresholds of significance for criteria pollutant emissions in their SJVAPCD Guidance for Assessing and Mitigating Air Quality Impacts (2015). Projects with emissions below the thresholds of significance for criteria pollutants would be determined to “Not conflict or obstruct implementation of the District’s air quality plan”.

The proposed Project would be a direct and indirect source of air pollution, in that it would generate and attract vehicle trips in the region (mobile source emissions) and it would increase area source emissions and energy consumption. The mobile source emissions would be entirely from vehicles, while the area source emissions would be primarily from the use of natural gas fuel combustion, landscape fuel combustion, consumer products, and architectural coatings. The SJVAPCD has established thresholds of significance to which proposed Project emissions are compared to determine the level of significance. The SJVAPCD has established operations-related emissions thresholds of significance as follows: 10 tons per year of nitrogen oxides (NO$_x$), 10 tons per year of reactive organic gases (ROG), 15 tons per year of respirable particulate matter (PM$_{10}$), and 15 tons per year of fine particulate matter (PM$_{2.5}$). If the proposed Project’s emissions will exceed the SJVAPCD’s threshold of significance for operational-generated emissions, the proposed Project will have a significant impact on air quality and all feasible mitigation are required to be implemented to reduce emissions to the extent
feasible. Annual emissions of ROG, NO\textsubscript{x} and PM\textsubscript{10} exceed the SJVAPCD thresholds of significance even after reductions estimated from implementation of the mitigation assumptions are applied.

The proposed Project is also subject to the SJVAPCD Rule 9510 (Indirect Source Rule, or ISR), which could result in substantial mitigation of emissions beyond what is reflected in the modeling outputs. The reductions are accomplished by the incorporation of mitigation measures into projects and/or by the payment of an Indirect Source Rule fee for any required reductions that have not been accomplished through Project mitigation commitments. The actual calculations will be accomplished by the SJVAPCD and Project applicants as the Project (or portions of the Project) are brought forward for approval under Rule 9510. However, even with the application of the ISR (see Mitigation Measure 3.3-1) and the mitigation assumptions previously described (with implementation of Mitigation Measures 3.3-2 through 3.3-4), emissions levels may remain above the defined thresholds of significance for the proposed Project as a whole. As such, operation of the proposed Project would have a significant and unavoidable impact relative to operational air emissions.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with impacts to air quality, as more fully stated in the Statement of Overriding Considerations in Section VII, below. In light of a severe statewide housing shortage, the Project would provide thousands of new homes that would alleviate housing supply strains in the City and region.

2. **IMPACT 3.3-2: PROJECT CONSTRUCTION HAS THE POTENTIAL TO CAUSE A VIOLATION OF AN AIR QUALITY STANDARD OR CONTRIBUTE SUBSTANTIALLY TO AN EXISTING OR PROJECTED AIR QUALITY VIOLATION.**

(a) Potential Impact. The potential for the Project to cause a violation of an air quality standard or contribute substantially to an existing or projected air quality violation is discussed on pages 3.3-22 through 3.3-25 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.3-5.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Effects of Mitigation and Remaining Impacts. Construction-related activities would generate emissions of criteria air pollutants (PM\textsubscript{10} and PM\textsubscript{2.5}) and ozone precursors (ROG and NO\textsubscript{x}) from site preparation (e.g., excavation and clearing) grading,
road equipment, material transport, worker commute, vehicle use on unpaved roads, paving, application of architectural coatings, and other activities.

Emissions for NOx would be above the SJVAPCD threshold. Furthermore, since the phasing of construction in the Plan area is not yet defined, and if large projects occur together, other significance thresholds could be exceeded.

New development within the Plan Area would be required to comply with SJVAPCD Rule 9510. In addition to complying with SJVAPCD requirements, specific minimum standards for reduction of construction emissions have been formalized under Mitigation Measure 3.3-5. Implementation of Regulation VIII, Rule 9510 (as provided under Mitigation Measure 3.3-1), and construction emissions standards would result in the proposed Project using less-polluting construction equipment, including newer equipment or retrofitting older equipment would reduce construction emissions on-site, as well as implementation of measures to reduce construction emissions. Nevertheless, while the analysis above assumes development will be spread out over the buildout period, if large and/or numerous construction projects occur concurrently, proposed Project emissions could exceed the SJVAPCD significance thresholds of criteria pollutants and could cumulatively contribute to the ozone and particulate matter nonattainment designations of the SJVAB. Therefore, proposed Project construction impacts of the Project are considered significant and unavoidable and Mitigation Measure 3.3-5 would be required.

3. IMPACT 4.5: CUMULATIVE IMPACT ON THE REGION’S AIR QUALITY.

(a) Potential Impact. The potential for the Project to have a cumulative impact on the region’s air quality is discussed on pages 4.0-6 and 4.0-7 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measures are hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measures 3.3-1 through 3.3-6.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Effects of Mitigation and Remaining Impacts. Under buildout conditions in the Stanislaus County, the San Joaquin Valley Air Basin would continue to experience increases in criteria pollutants. Stanislaus County has a state designation of Nonattainment for Ozone, respirable particulate matter (PM$_{10}$), and fine particulate matter (PM$_{2.5}$) and is either Unclassified or Attainment for all other criteria pollutants. The County has a national designation of Nonattainment for ozone and PM$_{2.5}$. The County is designated either attainment or unclassified for the remaining national standards. Table 3.3-2 in Section 3.3 presents the State and Federal attainment status for Stanislaus County.
The proposed Project would result in increased emissions. The SJVAPCD has established operations-related emissions thresholds of significance and it was determined that annual emissions of ROG, NOx, and PM$_{10}$ exceed the SJVAPCD thresholds of significance. Implementation of Mitigation Measure 3.3-1 would require development projects in the Plan Area to mitigate operational NOx emissions by 33 percent and operational PM$_{10}$ emissions by 50 percent over ten years. However, even with all reasonable and feasible measures that could be implemented into the Plan Area on-site, the mitigation is not expected to achieve reductions required under Rule 9510.

The proposed Project is subject to the SJVAPCD Rule 9510 (Indirect Source Rule), which could result in substantial mitigation of NOx and associated ROG emissions. The reductions are accomplished by the incorporation of mitigation measures into projects and/or by the payment of an Indirect Source Rule fee for any required reductions that have not been accomplished through Project mitigation commitments. The current fees are $9,350 per ton of NO$_x$. The actual calculations will be determined and finalized by the SJVAPCD and Project applicants as individual projects are brought forward for approval under Rule 9510.

The substantial reductions in NOx (and associated ROG) and PM$_{10}$ emissions accomplished by the application of the ISR represent the best achievable mitigation for indirect sources. However, even with the application of these measures, emissions levels cannot be feasibly mitigated further and would remain above the defined thresholds of significance. As such, implementation of the proposed Project would have a cumulatively considerable contribution and significant and unavoidable impact from air emissions.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with cumulative impacts to the region’s air quality, as more fully stated in the Statement of Overriding Considerations in Section VII, below. In light of a severe statewide housing shortage, the Project would provide thousands of new homes that would alleviate supply strains in the City and region. Additionally, this project will contribute to the City’s responsibility to plan for new housing.

D. GREENHOUSE GASES, CLIMATE CHANGE, AND ENERGY

1. IMPACT 3.7-1: POTENTIAL TO GENERATE GREENHOUSE GAS EMISSIONS, EITHER DIRECTLY OR INDIRECTLY, THAT MAY HAVE A SIGNIFICANT IMPACT ON THE ENVIRONMENT OR POTENTIAL TO CONFLICT WITH AN APPLICABLE PLAN, POLICY, OR REGULATION ADOPTED FOR THE PURPOSE OF REDUCING THE EMISSIONS OF GREENHOUSE GASES.
(a) Potential Impact. The potential for the Project to generate greenhouse gas (GHG) emissions, either directly or indirectly, that may have a significant impact on the environment is discussed on pages 3.7-18 through 3.7-26 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measures is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.7-1.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

1. Effects of Mitigation and Remaining Impacts. Short-term construction emissions of GHG associated with development of the Project are estimated to be a maximum of approximately 5,189 MTCO$_2$e in a single year. Total construction GHG emissions over the course of full buildout would be 70,838.7 MT CO$_2$e. Construction GHG emissions are a one-time release and are, therefore, not typically expected to generate a significant contribution to global climate change in the long-term. Furthermore, assuming the lifecycle of the Proposed Project is 50 years (a conservative estimate), total average construction emissions amortized over this period would be approximately 1,416.8 MTCO$_2$e per year. Therefore, cumulatively, these construction emissions would not generate a significant contribution to global climate change.

De Novo Planning Group calculated the approximate level of biogenic (i.e. methane) GHG emissions associated with the dairy cows under the existing scenario to be 1,922 MTCO$_2$e. The proposed Project with mitigation would generate substantially more GHGs than emitted by the dairy cows under the Existing Condition. The proposed Project upon full buildout would be generally consistent with the goals and strategies of the Regional Transportation Plan (RTP)/ Sustainable Communities Strategy (SCS). The Project incorporate bus turnouts and transit improvements where requested by the San Joaquin RTD, continuous public sidewalks and/or multi-use trails adjacent to all proposed public streets, and paving and bike trails.

The *Final Draft Guidance for Assessing and Mitigating Air Quality Impacts* (SJVAPCD, 2015) provides a tiered approach to assessing the significance of Project-specific GHG emissions increases. Projects complying with an approved GHG emissions reduction plan or GHG mitigation program which avoids or substantially reduces GHG emissions within the geographic area in which the Project is located would be determined to have a less than significant individual and cumulative impact for GHG emissions. However, there is no approved GHG emissions reduction plan or GHG mitigation program within the City of Riverbank. Development of the proposed project would generate GHGs that may have a significant impact on the environment. The proposed Project would therefore be required to implement Mitigation Measure 3.7-1. Although Mitigation Measure 3.7.1 requires the proposed Project to achieve additional emissions reductions, these measures plus
the effectiveness of existing regulatory actions already adopted as part of the implementation of Assembly Bill (AB) 32 are unknown at this time. Therefore, it would be speculative to determine that GHG impacts would be feasibly mitigated, and it is likely that the proposed Project would emit a substantial level of GHG emissions even with implementation of Mitigation Measure 3.7.1. Therefore, the proposed Project would have a significant and unavoidable impact for GHG emissions.

2. **IMPACT 3.7-2: CUMULATIVE IMPACT ON CLIMATE CHANGE FROM INCREASED PROJECT-RELATED GREENHOUSE GAS EMISSIONS.**

(b) Potential Impact. The potential for the Project to result in cumulative impacts on climate change from increased Project-related GHG emissions is discussed on pages 3.7-26 and 3.7-27 of the Draft EIR.

(b) Mitigation Measures. No feasible mitigation measures were identified.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Remaining Impacts. In California, there has been extensive legislation passed with the goal of reducing greenhouse gas emissions. The legislative goals are as follows: 1) 2000 levels by 2010, 2) 1990 levels by 2020 and 3) 80 percent below the 1990 levels by the year 2050. To achieve these goals, the CARB has developed regional greenhouse gas emission reduction targets for the automobile and light truck sectors (the largest single source of greenhouse gas emissions) for 2020 and 2035. The regional greenhouse gas emission reduction targets for each region in California were established by the California Air Resources Board.

Implementation of the proposed Project will still generate GHG emissions that wouldn’t otherwise exist without the proposed Project. Given the length of construction activities for a Project of this size, the maximum short-term annual construction emissions of GHG associated with development of the Project in a single year are estimated to be 5,189 MTCO₂e. The operational emissions would be a long-term release totaling approximately 65,344 MTCO₂e without mitigations and 61,026 MTCO₂e with mitigation.

The proposed Project has incorporated mitigation measures that are intended to reduce emissions to the extent feasible. The State continues to implement measures that are intended to reduce emissions on a State-wide scale (i.e. vehicle fuel efficiency standards in fleets, low carbon fuels, etc.) that are consistent with AB 32. These types of State-wide measures will benefit the proposed Project (and City as a whole) in the long-term as they come into effect; however, the City does not have the jurisdiction to create far reaching (i.e. State-wide) measures to reduce GHG emissions.
CEQA FINDINGS

However, because the proposed Project would result in a net increase in CO$_2$e emissions (above baseline conditions) even with mitigation measures incorporated into the proposed Project, the proposed Project would result in a significant and unavoidable and cumulatively considerable impact.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with impacts related to climate change and GHG emissions, as more fully stated in the Statement of Overriding Considerations in Section VII, below. In light of a severe statewide housing shortage, the Project would provide thousands of new homes that would alleviate housing supply strains in the City and region. Additionally, this project will contribute to the City’s responsibility to plan for new housing.

3. IMPACT 4.9: CUMULATIVE IMPACT ON CLIMATE CHANGE FROM INCREASED PROJECT-RELATED GREENHOUSE GAS EMISSIONS.

(b) Potential Impact. The potential for the Project to have a cumulative impact on climate change from increased Project-related GHG emissions is discussed on pages 4.0-10 and 4.0-11 of the Draft EIR.

(b) Mitigation Measures. No feasible mitigation measures were identified.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Remaining Impacts. In August 2008, the SJVAPCD adopted its Climate Change Action Plan. The Climate Change Action Plan directed the SJVAPCD’s Air Pollution Control Officer to develop guidance to assist APCD staff, Valley businesses, land use agencies, and other permitting agencies in addressing GHG emissions as part of the CEQA process. Regarding CEQA guidance, some of the goals of the Climate Change Action Plan are to assist local land use agencies, developers, and the public by identifying and quantifying GHG emission reduction measures for development projects and by providing tools to streamline evaluation of Project-specific GHG effects, and to assist Valley businesses in complying with State law related to GHG emissions. A product of this direction to provide CEQA guidance is the Final Staff Report – Climate Change Action Plan: Addressing GHG Emissions Impacts, presented to the APCD Board in December 2009. A central component of the Final Staff Report is the establishment of Best Performance Standards, which are specifications or Project design elements that identify effective, feasible GHG emission reduction measures. Emission reductions achieved through Best Performance Standards implementation would be pre-quantified, thus negating the need for Project-specific quantification of GHG emissions. For projects not implementing Best Performance Standards, demonstration of a 29% reduction in GHG emissions from
business-as-usual conditions is required to determine that a Project would have a less than cumulatively significant impact.

The operational emissions would be a long-term release totaling approximately 65,344 MT CO\(_2\)e without mitigations and 61,026 MT CO\(_2\)e with mitigation. It is noted that the existing site operations currently emit criteria air pollutants and GHG emissions. GHG emissions are currently generated by the use of vehicles, agricultural equipment, and building energy use. Additionally, the existing dairy operations have a large potential to generate substantial amounts of biogenic CH\(_4\) (methane) emissions (a potent source of GHGs). Such emissions are biological in origin; they are generated by the digestive activities of the dairy cows located within the Plan Area.

There are approximately 570 dairy cows (500 milking cows and 70 dry cows\(^1\)) currently managed within the Plan Area. De Novo Planning Group calculated the approximate level of biogenic (i.e. methane) GHG emissions associated with the dairy cows under the existing scenario to be 1,922 MT CO\(_2\)e. The proposed Project with mitigation would generate substantially more GHGs than emitted by the dairy cows under the Existing Condition.

However, because the Project would result in a net increase in CO\(_2\)e emissions even with mitigation measures incorporated into the Project, it would result in a significant and unavoidable and cumulatively considerable impact.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with cumulative impacts related to climate change and GHG emissions, as more fully stated in the Statement of Overriding Considerations in Section VII, below. In light of a severe statewide housing shortage, the Project would provide thousands of new homes that would alleviate housing supply strains in the City and region. Additionally, this project will contribute to the City’s responsibility to plan for new housing.

D. NOISE

1. IMPACT 3.11-3: THE PROPOSED PROJECT MAY GENERATE UNACCEPTABLE TRAFFIC NOISE LEVELS AT EXISTING RECEPTORS.

   (c) Potential Impact. The potential for the Project to generate unacceptable traffic noise levels at existing receptors is discussed on pages 3.11-17 through 3.11-20 of the Draft EIR.

---

\(^1\) Email communication with Dave Romano, Project Applicant, on December 18, 2017.
(b) Mitigation Measures. No feasible mitigation measures were identified.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Remaining Impacts. The data in Table 3.11-13 indicates that some noise-sensitive receptors located along Project-area roadways are currently exposed to exterior traffic noise levels exceeding the City of Riverbank 60 decibels (dB) day/night average sound level ($L_{dn}$) exterior noise level standard for residential uses (shown in Table 3.11-4). These receptors would continue to experience elevated exterior noise levels with implementation of the proposed Project. Under Existing Conditions, sensitive receptors located adjacent to Patterson Road, Claribel Road, Coffee Road, and Oakdale Road exceed the City's 60 dB $L_{dn}$ exterior noise level standard for transportation noise sources. Under Existing Plus CWSP conditions, these roadways will continue to exceed the City standards. The Project's contributions range between 0 dB and 3.3 dB $L_{dn}$. In some cases, the increases also exceed the Federal Interagency Committee on Noise (FICON) and City of Riverbank criteria of +1.5 dB where existing noise levels exceed 65 dB.

Under Cumulative conditions, sensitive receptors located adjacent to Patterson Road, Claribel Road, Coffee Road, and Oakdale Road exceed the City's 60 dB $L_{dn}$ exterior noise level standard for transportation noise sources. Under Cumulative Plus CWSP conditions, these roadways will continue to exceed the City standards. The Project's contributions range between 0 dB and 5.9 dB $L_{dn}$. In some cases, the increases also exceed the FICON and City of Riverbank criteria of +1.5 dB where existing noise levels exceed 65 dB. In some locations, the proposed Project is predicted to cause increases in traffic noise levels which would cause a new exceedance of the City's noise level standards in Table 3.11-4, or exceed the FICON allowable increase criteria outlined in Table 3.11-10. The greatest number of significant traffic noise increases would occur under the Cumulative Plus CWSP condition.

Potential mitigation measures would require increasing the height of existing sound walls, building new off-site sound walls, including traffic calming measures to reduce vehicle speeds, or using quieter pavement technologies. Generally, construction of new sound walls is not practical due to the openings for driveway accesses which would compromise any barrier effectiveness. Increasing the heights of existing sound walls requires additional engineering of footings and is also not practical. Traffic calming measures generally have not been found to reduce overall traffic noise levels by a significant amount. The use of quiet pavement technologies is the most practical mitigation measure and would generally reduce traffic noise levels between 4 and 5 dB. Under the Cumulative scenarios, each roadway segment which shows a significant impact could include future overlays of alternative pavements such as rubberized asphalt or open gap asphalt. However, the
implementation of these types of measures along six different roadway segments may not be considered practical due to overall costs and benefits at all locations. Therefore, this would be a significant unavoidable impact.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with unacceptable traffic noise levels at existing receptors, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which contribute to the City’s responsibility to plan for new housing.

2. **IMPACT 4.17: CUMULATIVE EXPOSURE OF EXISTING AND FUTURE NOISE-SENSITIVE LAND USES TO INCREASED NOISE RESULTING FROM CUMULATIVE DEVELOPMENT.**

   (c) Potential Impact. The potential for the Project to result in cumulative exposure of existing and future noise-sensitive land uses to increased noise resulting from cumulative development is discussed on pages 4.0-18 and 4.0-19 of the Draft EIR.

   (b) Mitigation Measures. No feasible mitigation measures were identified.

   (c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

   (1) Remaining Impacts. The cumulative context for noise impacts associated with the proposed Project consists of the existing and future noise sources that could affect the Project or surrounding uses. Noise generated by construction would be temporary, and would not add to the permanent noise environment or be considered as part of the cumulative context. The total noise impact of the proposed Project would be fairly small and would not be a substantial increase to the existing future noise environment.

   Under Cumulative conditions, sensitive receptors located adjacent to Patterson Road, Claribel Road, Coffee Road, and Oakdale Road exceed the City’s 60 dB $L_{dn}$ exterior noise level standard for transportation noise sources. Under Cumulative Plus CWSP conditions, these roadways will continue to exceed the City standards. The Project’s contributions range between 0 dB and 5.9 dB $L_{dn}$. In some cases, the increases also exceed the FICON and City of Riverbank criteria of +1.5 dB where existing noise levels exceed 65 dB. As discussed above, implementation of potential measures along six different roadway segments may not be considered practical due to overall costs and benefits at all locations. Consequently, the total noise impact of the proposed Project would be a substantial increase to the future noise environment. As such, this is a cumulatively considerable contribution and a significant and unavoidable impact.
(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with cumulative exposure of existing and future noise-sensitive land uses to increased noise resulting from cumulative development, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which will contribute to the City’s responsibility to plan for new housing.
E. PUBLIC SERVICES AND RECREATION

1. IMPACT 3.12-2: THE PROPOSED PROJECT HAS THE POTENTIAL TO REQUIRE THE CONSTRUCTION OF FIRE DEPARTMENT FACILITIES WHICH MAY CAUSE SUBSTANTIAL ADVERSE PHYSICAL ENVIRONMENTAL IMPACTS.

   (d) Potential Impact. The potential for the Project to require the construction of fire department facilities which may cause substantial adverse physical environmental impacts is discussed on pages 3.12-17 and 3.12-18 of the Draft EIR.

   (b) Mitigation Measures. No feasible mitigation measures were identified.

   (c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

   (1) Remaining Impacts. The proposed Project includes dedication of a fire station site near the corner of Crawford and Oakdale Road; however, it is unclear at this time when the station will be constructed. The construction of this potential future station would have a beneficial impact on response times and response effectiveness; this will directly affect the Insurance Services Office (ISO) rating and enhance service to the citizens of Riverbank.

   The City of Riverbank and Stanislaus Consolidated Fire Protection District (SCFPD) will work cooperatively to ensure new development pays its fair share for facilities associated with new growth. The imposition of Fire Mitigation Fees provides the financial tools necessary to guarantee capacity will be available in the future. In addition, the General Plan recognizes the need for increased fire services for new development and sets forth polices that support fire protection staffing, facilities, and minimum fire flow requirements. Ultimately, the City of Riverbank would have oversight for assessing future fees for the Project.

   Impact fees from new development are collected based upon projected impacts from each development. The adequacy of impact fees is reviewed on an annual basis to ensure that the fee is commensurate with the service. Payment of the applicable impact fees by the Project applicant, and ongoing revenues that would come from property taxes, sales taxes, and other revenues generated by the proposed Project, would fund capital costs associated with fire protection facilities. Potential environmental impacts associated with the future construction of a fire station within the Plan Area are addressed throughout this EIR.

   This EIR analyzes the physical environmental effects that may occur as a result of development and introduction of new urban land uses within the Plan Area. A future fire station, if constructed, would fall within the range of environmental impacts disclosed in this EIR, and would be subject to relevant mitigation measures included in this EIR. It is noted, however, that development of a fire station within the proposed Plan Area would contribute to significant and unavoidable impacts.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with construction of fire department facilities which may cause substantial adverse physical environmental impacts, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide thousands of new housing units which will contribute to the City’s responsibility to plan for new housing.

2. Impact 3.12-3: The proposed Project has the potential to require the construction of school facilities which may cause substantial adverse physical environmental impacts.

(d) Potential Impact. The potential for the Project to require the construction of school facilities which may cause substantial adverse physical environmental impacts is discussed on pages 3.12-19 through 3.12-21 of the Draft EIR.

(b) Mitigation Measures. No feasible mitigation measures were identified.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Remaining Impacts. The Riverbank Planning Area is served by four school districts: Riverbank Unified School District, Sylvan Union School District, Modesto City Schools, and Stanislaus Union School District. The Plan Area would be served by the Sylvan Union School District for kindergarten through eighth grade instruction. High school students within the Plan Area would be served by the Modesto City Schools district. Utilizing the student generation rates provided by the Sylvan Union School District in the NOP comment letter for the Project (dated April 11, 2017), the proposed Project would be expected to generate approximately up to 643 new elementary school students and up to 397 new middle school students, for a total of 1,040 students generated at the Sylvan Union School District. Utilizing the student generation rates provided by the Modesto City Schools in the NOP comment letter for the Project (dated April 18, 2017), the proposed Project would be expected to generate approximately up to 502 new high school students.
The Specific Plan accommodates the possibilities for a future 10- to 12-acre elementary school as well as a 20-acre middle school within the Plan Area; however, it is unclear at this time when sufficient funding and/or approval of the site by the State will occur. Until a new elementary school and/or middle school site is developed, students within the Plan Area would most likely attend Crossroads Elementary School, Elizabeth Ustach Middle School, and Beyer High School, subject to determination by the Sylvan Union School District and the Modesto City Schools District. The Plan Area is located in the aforementioned school attendance boundaries.

Potential environmental impacts associated with the future construction of an elementary school within the Plan Area are addressed throughout this EIR. This EIR analyzes the physical environmental effects that may occur as a result of development and introduction of new urban land uses within the Plan Area. A future elementary school, if constructed, would fall within the range of environmental impacts disclosed in this EIR, and would be subject to relevant mitigation measures included in this EIR.

It is noted, however, that development of a fire station within the proposed Plan Area would contribute to significant and unavoidable impacts related to aesthetics (Impacts 3.1-1 and 4.2), agricultural resources (Impacts 3.2-1 and 4.4), air quality (Impacts 3.3-1,3.3-2, and 4.5), greenhouse gases (Impacts 3.7-1,3.7-2, and 4.9), noise (Impacts 3.11-3 and 4.17), and transportation and circulation (Impacts 3.13-1, 3.13-2, 3.13-5, 3.13-6, 3.13-7, 3.13-8, 3.13-10, 3.13-15, 3.13-16, 3.13-17, 3.13-18, 3.13-20, 3.13-22, 3.13-23, 3.13-24, 3.13-25, 3.13-26, 3.13-27, 3.13-28, 4.17, 4.19, 4.20, 4.21, 4.23, 4.25, 4.26, 4.27, 4.28, 4.29, 4.30, and 4.31). Therefore, consistent with the analysis included in this Draft EIR, impacts related to constructing new school facilities to serve the proposed Project are considered significant and unavoidable.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with construction of school facilities, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide thousands of new housing units which will contribute to the City’s state-mandated responsibility to plan for new housing.

F. TRANSPORTATION AND CIRCULATION

1. IMPACT 3.13-1: UNDER EXISTING CONDITIONS, THE PROPOSED PROJECT WOULD RESULT IN A SIGNIFICANT IMPACT AT THE PATTERSON ROAD / COFFEE ROAD INTERSECTION.

(a) Potential Impact. The potential for the Project to result in a significant impact at the Patterson Road / Coffee Road intersection is discussed on pages 3.13-30 through 3.13-32 of the Draft EIR.
(b) Mitigation Measures. The following mitigation measures is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.13-1.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Effects of Mitigation and Remaining Impacts. Under the Existing Plus Project condition, the Patterson Road / Coffee Road intersection would operate at Level of Service (LOS) F on the northbound approach. Improvements to address the potential impact to the Patterson Road / Coffee Road intersection would include installation of a roundabout intersection or improvements that involve auxiliary turn lanes and a traffic signal. Either option would result in a LOS that satisfies the City of Riverbank’s minimum LOS requirement. However, under current Caltrans directives, the exact nature of the needed improvement cannot be confirmed without completion of an Intersection Control Evaluation (ICE) Report. Caltrans typically requires a complete evaluation of all traffic signal warrants prior to installing a traffic signal.

Improvements to the Patterson Road / Coffee Road intersection are included in the adopted City of Riverbank Impact Fee program. With implementation of Mitigation Measure 3.13-1, the operations at this intersection would improve. However, because improvements to this location are subject to Caltrans’ approval process regarding design and installation, improvements may not be installed before the impact occurs. Because there is no guarantee regarding the timing of installation, the impact is significant and unavoidable.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with the Patterson Road / Coffee Road intersection, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which will contribute to the City’s responsibility to plan for new housing.

2. IMPACT 3.13-2: UNDER EXISTING CONDITIONS, THE PROPOSED PROJECT WOULD RESULT IN A SIGNIFICANT IMPACT AT THE CLARIBEL ROAD / OAKDALE ROAD INTERSECTION.

(a) Potential Impact. The potential for the Project to impact the Claribel Road / Oakdale Road intersection is discussed on pages 3.13-32 and 3.13-33 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measures is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.13-2.
(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Effects of Mitigation and Remaining Impacts. Under the Existing Plus Project condition, the Claribel Road / Oakdale Road intersection would operate at LOS E upon buildout of the CWSP Project. Based on the change from acceptable to unacceptable LOS, this is a potentially significant impact.

Improvements to address the potential impact to the Claribel Road / Oakdale Road to meet the minimum standard would include adding a second southbound through lane on Oakdale Road through the intersection and a separate northbound right turn lane. Creating the southbound lane requires widening Oakdale Road south of Claribel Road to a distance sufficient to accommodate through travel and merging back into a single southbound lane. The distance needed to accommodate the auxiliary through lane and transition back to a single lane is roughly ¼ mile.

Improvements to the Oakdale Road / Claribel Road intersection are not in the adopted City of Riverbank Impact Fee program, but the Oakdale Road widening is included in the City of Modesto’s Capital Facilities Fees (CFF) program. With this improvement, the impact would not be significant. However, as work on Oakdale Road south of Claribel Road falls under the jurisdiction of Stanislaus County and the City of Modesto, there is no guarantee that these agencies will allow this improvement to be constructed or provide funding for their share of needed improvements that may benefit others. As a result, this impact is significant and unavoidable.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with impacts to the Claribel Road / Oakdale Road intersection, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which will contribute to the City’s responsibility to plan for new housing.

3. **Impact 3.13-5: Under Existing Conditions, the Proposed Project Would Result in a Significant Impact at the Segment of Patterson Road from McHenry Avenue to Coffee Road.**

(a) Potential Impact. The potential for the Project to impact the segment of Patterson Road from McHenry Avenue to Coffee Road is discussed on page 3.13-34 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.13-4.
(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Effects of Mitigation and Remaining Impacts. Under the Existing Plus Project condition, the two-lane segments of Patterson Road from McHenry Avenue to Coffee Road would to continue to operate with a LOS that exceeds the County / Caltrans minimum LOS C standard. Because conditions exceed the adopted standard with and without the Project, the significance of the Project’s impact is based on the incremental change in the v/c ratio. In this case, the difference is 0.07, which exceeds the 0.05 increment permitted under County guidelines. This is a potentially significant impact.

Improving the LOS in this area requires widening SR 108 to four lanes. This improvement is addressed by the City of Riverbank Impact Fee program. As with any improvement implemented by a fee program, the possibility exists that short-term impacts may occur as the City of Riverbank and Caltrans assemble the funds needed to complete the widening. With implementation of Mitigation Measure 3.13-4, operations at this segment would improve. However, because improvements to this location are subject to Caltrans’ approval process regarding design and installation, improvements may not be installed before the impact occurs.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact to the segment of Patterson Road from McHenry Avenue to Coffee Road, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which will contribute to the City’s state-mandated responsibility to plan for new housing.

4. **IMPACT 3.13-6: UNDER EXISTING CONDITIONS, THE PROPOSED PROJECT WOULD RESULT IN A SIGNIFICANT IMPACT AT THE SEGMENT OF CLARIBEL ROAD FROM McHENRY AVENUE TO COFFEE ROAD.**

(a) Potential Impact. The potential for the Project to impact the segment of Claribel Road from McHenry Avenue to Coffee Road is discussed on pages 3.13-34 and 3.13-35 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.13-5.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:
(1) Effects of Mitigation and Remaining Impacts. Under the Existing Plus Project condition, the segment of Claribel Road from McHenry Avenue to Coffee Road would operate at LOS E. Because the Project will cause the minimum LOS standard to be exceeded, this impact is potentially significant.

Improving the LOS in this area would either require widening Claribel Road to six lanes, or creating additional parallel east-west capacity to reduce the volume of traffic on Claribel Road. The future NCC will provide parallel east-west capacity, and this improvement is included in the County’s RTIF. As with any regional improvement, short-term impacts may occur during the period prior to completion of the NCC. Because the NCC is already included in the adopted RTIF program, payment of the adopted fees would mitigate the Project impact. However, because the City of Riverbank does not control the County RTIF program, there is no guarantee that the NCC will be constructed in time to mitigate the Project impact. Even with implementation of Mitigation Measure 3.13-5, the proposed Project would have a significant and unavoidable impact.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with the segment of Claribel Road from McHenry Avenue to Coffee Road, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which will contribute to the City’s responsibility to plan for new housing.

5. Impact 3.13-7: Under Existing Conditions, the Proposed Project Would Result in a Significant Impact at the Segment of Claribel Road from Oakdale Road to Claus Road.

(a) Potential Impact. The potential for the Project to impact the segment of Claribel Road from Oakdale Road to Claus Road is discussed on page 3.13-35 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.13-6.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Effects of Mitigation and Remaining Impacts. Under the Existing Plus Project condition, the two-lane segments of Claribel Road from Oakdale Road to Claus Road would operate at LOS F with the addition of Project trips, which exceeds the City of Riverbanks’ minimum LOS D standard. Because the Project will cause the minimum LOS standard to be exceeded, this is a potentially significant impact.
CEQA FINDINGS

Improving the LOS in this area would either require widening Claribel Road to four lanes, or creating additional parallel east-west capacity to reduce the volume of traffic on Claribel Road. Widening Claribel Road is included in the City of Riverbank Impact Fee program. The NCC would provide parallel east-west capacity, and this improvement is included in the County’s RTIF program. As with any regional improvement, short term impacts may occur during the period prior to completion of programmed improvements.

Because the widening Claribel Road is already included in the City of Riverbank Impact Fee program and the NCC is already included in the adopted County RTIF program, paying the adopted fees would mitigate the Project’s impact. However, because the City of Riverbank does not control the Country RTIF program, there is no guarantee that the NCC will be constructed in time to mitigate the Project impact. Even with implementation of Mitigation Measure 3.13-6, the proposed Project would have a significant and unavoidable impact.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with the segment of Claribel Road from Oakdale Road to Claus Road, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which contribute to the City’s responsibility to plan for new housing.

6. IMPACT 3.13-8: UNDER EXISTING CONDITIONS, THE PROPOSED PROJECT WOULD RESULT IN A SIGNIFICANT IMPACT AT THE SEGMENT OF COFFEE ROAD BETWEEN CLARIBEL ROAD AND CLARATINA AVENUE, LOCATED IN THE CITY OF MODESTO.

(a) Potential Impact. The potential for the Project to impact the segment of Coffee Road between Claribel Road and Claratina Avenue, located in the City of Modesto, is discussed on page 3.13-36 of the Draft EIR.

(b) Mitigation Measures. No feasible mitigation measures were identified.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Remaining Impacts. Under the Existing Plus Project condition, the two-lane section of Coffee Road between Claribel Road and Claratina Avenue in the City of Modesto would decrease to LOS F. Because LOS F exceeds the City of Modesto’s minimum LOS D standard, this is a potentially significant impact. Improving the LOS in this area would either require improving Coffee Road to Modesto’s four-lane arterial street standard. This improvement is included in the City of Modesto’s CFF traffic impact fee program, and a portion is within the NCC project area. While
development in the City of Riverbank is required to pay RTIF fees, development does not contribute Modesto CFF fees.

The precedent for development projects within a particular jurisdiction contributing to the cost of improvements in other jurisdictions outside of adopted fee programs is limited. The Tivoli Specific Plan EIR\(^2\) notes that:

\[\text{Currently no funding mechanism exists by which development in the City of Modesto can contribute to traffic improvements within the City of Riverbank, just as no mechanism exists by which development within the City of Riverbank contributes to funding traffic improvements in the City of Modesto. Development of such a mechanism would require negotiations between the two agencies to figure out if and acceptable, bilateral funding arrangement could be developed. If such an arrangement were to be developed, then project development could be conditioned on payment towards such improvements at the time of tentative map approval for individual subdivisions within the project area.}\]

No mechanism has been created to allow Tivoli Specific Plan development to contribute to the cost of traffic improvements in the City of Riverbank.

Because no mechanism exists for the Project to contribute to the cost of improvements in the City of Modesto, and because the City of Riverbank does not control the RTIF or Modesto CFF program, there is no guarantee that the City of Modesto would allocate CFF funds to this improvement. As such, because installation cannot be assured by the City of Riverbank, this impact would be significant and unavoidable.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with the segment of Coffee Road between Claribel Road and Claratina Avenue, located in the City of Modesto, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which contribute to the City’s responsibility to plan for new housing.

---

7. **Impact 3.13-10: Under Existing conditions, the proposed Project would result in a significant impact at the segment of Oakdale Road between Claribel Road and Claratina Avenue, located in the City of Modesto.**

(a) Potential Impact. The potential for the Project to impact the segment of Oakdale Road between Claribel Road and Claratina Avenue, located in the City of Modesto, is discussed on page 3.13-37 of the Draft EIR.

(b) Mitigation Measures. No feasible mitigation measures were identified.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Remaining Impacts. Under the Existing Plus Project condition, the two-lane section of Oakdale Road between Claribel Road and Claratina Avenue in the City of Modesto would operate at LOS F. Because LOS F exceeds the City of Modesto’s minimum LOS D standard, and Project trips would increase the v/c ratio by more than 0.05, this is a potentially significant impact.

Improving the LOS in this area would require improving Oakdale Road to Modesto’s four-lane arterial street standard. This improvement is included in the City of Modesto’s CFF traffic impact fee program. However, development in the City of Riverbank does not contribute Modesto CFF fees. This area is also within the project limits of the NCC, and Oakdale Road is likely to be widened with this improvement project funded via CFF fees. Because no mechanism exists for the Project to contribute to the cost of improvements in the City of Modesto, and because the City of Riverbank does not control the RTIF or Modesto CFF program, there is no guarantee that the City of Modesto would allocate CFF funds to this improvement. As such, because installation cannot be assured by the City of Riverbank, this impact would be significant and unavoidable.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with the segment of Oakdale Road between Claribel Road and Claratina Avenue, located in the City of Modesto, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which will contribute to the City’s responsibility to plan for new housing.
8. **Impact 3.13-15: Under EPAP conditions, the proposed Project would result in a significant impact at the McHenry Avenue / Kiernan Avenue / Claribel Avenue intersection.**

(a) Potential Impact. The potential for the Project to impact the McHenry Avenue / Kiernan Avenue / Claribel Avenue intersection is discussed on pages 3.13-46 and 3.13-47 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.13-13.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

1) Effects of Mitigation and Remaining Impacts. Under the EPAP Plus Project conditions, the McHenry Avenue / Kiernan Avenue / Claribel Avenue intersection would operate at LOS E. Based on the change to an unacceptable LOS, this is a potentially significant impact.

Improving the LOS at this intersection would require additional intersection capacity, and the NCC project includes improvements to this location. The NCC is included in the County’s RTIF. As with any regional improvement, short term impacts may occur during the period prior to completion of the NCC. However, because the City of Riverbank does not control the Regional Fee program, there is no guarantee that the NCC will be constructed in time to mitigate the project impact. The Project applicant would be required to pay the fair share fee towards the NCC project, as required by Mitigation Measure 3.13-13. Because installation cannot be assured by the City of Riverbank, this impact would be significant and unavoidable.

2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with the McHenry Avenue / Kiernan Avenue / Claribel Avenue intersection, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which will contribute to the City’s responsibility to plan for new housing.

9. **Impact 3.13-16: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Patterson Road / Coffee Road intersection.**

(a) Potential Impact. The potential for the Project to impact the Patterson Road / Coffee Road intersection under Cumulative conditions is discussed on page 3.13-51 of the Draft EIR.
(b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.13-1.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Effects of Mitigation and Remaining Impacts. With development of the Project, the Patterson Road / Coffee Road intersection would operate at LOS F on the northbound approach. Based on the change in average delay and satisfaction of signal warrants, as noted in Table 3.13-23, this is a potentially significant impact.

As noted in the discussion of Impact 3.13-1, improvements to address this impact would include installation of a two-lane roundabout intersection or improvements that involve auxiliary turn lanes and a traffic signal. Either solution would result in a LOS that satisfies the City of Riverbank’s minimum LOS requirement. However, under current Caltrans directives, the exact nature of the needed improvement cannot be confirmed without completion of an ICE. Caltrans typically requires a complete evaluation of all traffic signal warrants prior to installing a traffic signal.

Mitigation Measure 3.13-1 addresses this impact, and no additional mitigation is required. Because intersection improvements are already included in the adopted City of Riverbank Impact Fee program, development in the Project would mitigate its impact by paying adopted fees. However, for the same reasons noted early (see Impact 3.13-1), because the City of Riverbank cannot guarantee that the improvement will be installed, the impact would be significant and unavoidable.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with the Patterson Road / Coffee Road intersection under Cumulative conditions, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which will contribute to the City’s responsibility to plan for new housing.
10. Impact 3.13-17: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Coffee Road / Morrill Road intersection.

(a) Potential Impact. The potential for the Project to impact the Coffee Road / Morrill Road intersection under Cumulative conditions is discussed on pages 3.13-51 and 3.13-52 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.13-14.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Effects of Mitigation and Remaining Impacts. With development of the Project, the Coffee Road / Morrill Road intersection would operate at LOS F on the westbound approach. Based on the change in average delay and satisfaction of signal warrants, as noted in Table 3.13-23, this is a potentially significant impact.

A traffic signal would improve the LOS at this location to a condition that satisfies the City’s minimum LOS standard. While the Coffee Road / Morrill Road intersection is noted as a potential signal location in the Riverbank General Plan Update EIR, it is not included in any adopted fee program. Because the need for this improvement will dependent on the location and extent of development within the Project site, conditions should be monitored as development proceeds and a traffic signal should be installed when warrants are met to the satisfaction of the City of Riverbank. Implementation of Mitigation Measure 3.13-14 would reduce the potential impact. However, because this improvement is not included in any adopted fee program, there is no guarantee that the improvement will be installed. Thus, the Project’s cumulative impact is significant and unavoidable.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with the Coffee Road / Morrill Road intersection under Cumulative conditions, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which will contribute to the City’s responsibility to plan for new housing.

11. Impact 3.13-18: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Coffee Road / Relocated Crawford Road intersection.
CEQA FINDINGS

(a) Potential Impact. The potential for the Project to impact the Coffee Road / Relocated Crawford Road intersection under Cumulative conditions is discussed on pages 3.13-52 and 3.13-53 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.13-15.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Effects of Mitigation and Remaining Impacts. With development of the Project, the Coffee Road / Relocated Crawford Road intersection would operate at LOS F on the westbound approach. Based on the change in average delay and satisfaction of signal warrants, as noted in Table 3.13-23, this is a potentially significant impact.

A traffic signal would improve the LOS at this location to a condition that satisfies the City’s minimum LOS standard. While the intersection is noted as a potential signal location in the Riverbank General Plan Update EIR, it is not included in any adopted fee program. Because the need for this improvement will dependent on the location and extent of development within the Project site, conditions should be monitored as development proceeds and a traffic signal should be installed when warrants are met to the satisfaction of the City of Riverbank City Engineer. Implementation of Mitigation Measure 3.13-15 would reduce the potential impact. However, because this improvement is not included in any adopted fee program, there is no guarantee that the improvement will be installed. Thus, the Project’s cumulative impact is significant and unavoidable.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with the Coffee Road / Relocated Crawford Road intersection under Cumulative conditions, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which contribute to the City’s state-mandated responsibility to plan for new housing.

12. IMPACT 3.13-20: UNDER CUMULATIVE (YEAR 2042) CONDITIONS, THE PROPOSED PROJECT WOULD RESULT IN A SIGNIFICANT IMPACT AT THE CLARIBEL ROAD / OAKDALE ROAD INTERSECTION.

(a) Potential Impact. The potential for the Project to impact the Claribel Road / Oakdale Road intersection under Cumulative conditions is discussed on pages 3.13-53 and 3.13-54 of the Draft EIR.
(b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.13-16.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Effects of Mitigation and Remaining Impacts. With development of the Project, the Claribel Road / Oakdale Road intersection will operate at LOS E. Based on the change from acceptable to unacceptable LOS, this is a potentially significant impact. Improving the LOS would require adding a second northbound left turn lane on Oakdale Road and reorienting the four-lane westbound approach to provide dual left turns, a through lane, and a separate right turn lane. Improving the Oakdale Road / Claribel Road intersection is not in the Riverbank impact fee program, but the intersection is within the project area of the NCC. The second northbound left turn lane has not been included in the NCC project as described in the Draft EIR. With the aforementioned improvements, and contributing to the cost of the NCC by paying regional fees to cover other intersection costs, the City's minimum LOS standard would be met. However, because the City of Riverbank does not control the NCC Project, nor the regional fee program, there is no guarantee that the improvement will be installed. Therefore, this impact would remain significant and unavoidable.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with the Claribel Road / Oakdale Road intersection under Cumulative conditions, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which contribute to the City's state-mandated responsibility to plan for new housing.

13. Impact 3.13-22: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Roselle Avenue / Sylvan Avenue intersection.

(a) Potential Impact. The potential for the Project to impact the Roselle Avenue / Sylvan Avenue intersection under Cumulative conditions is discussed on page 3.13-54 of the Draft EIR.

(b) Mitigation Measures. No feasible mitigation measures were identified.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:
(1) Remaining Impacts. The Roselle Avenue / Sylvan Avenue intersection is projected to operate at LOS F with and without the Project. Because the incremental change in delay exceeds the 5.0 second threshold employed by the City of Modesto, this is a potentially significant impact. The existing two-lane roundabout might be enhanced to increase the capacity of this intersection. However, a three-lane roundabout would not improve the capacity to LOS D.

Because no mechanism exists for the Project to contribute to the cost of improvements in the City of Modesto, and because the City of Riverbank does not control the RTIF or Modesto CFF program, there is no guarantee that the City of Modesto would allocate CFF funds to any improvement. Because mitigation does not appear feasible and installation of any improvement cannot be assured by the City of Riverbank, the Project’s cumulative impact is significant and unavoidable.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with the Roselle Avenue / Sylvan Avenue intersection under Cumulative conditions, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which contribute to the City’s responsibility to plan for new housing.


(a) Potential Impact. The potential for the Project to impact the Coffee Avenue / Claratina Avenue intersection under Cumulative conditions is discussed on pages 3.13-54 and 3.13-55 of the Draft EIR.

(b) Mitigation Measures. No feasible mitigation measures were identified.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Remaining Impacts. The Coffee Avenue / Claratina Avenue intersection is projected to operate at LOS F with and without the Project. Because the incremental change in delay exceeds the 5.0 second threshold employed by the City of Modesto, this is a potentially significant impact. The anticipated two-lane roundabout might be enhanced to increase its capacity. However, a three-lane roundabout would not improve the capacity to LOS D.

Because no mechanism exists for the Project to contribute to the cost of improvements in the City of Modesto, and because the City of Riverbank does not control the RTIF or Modesto CFF program, there is no guarantee that the City of Modesto would allocate CFF funds to any improvement. Because mitigation does
not appear feasible and installation of any improvement cannot be assured by the City of Riverbank, the project’s cumulative impact is significant and unavoidable.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with the Coffee Avenue / Claratina Avenue intersection under Cumulative conditions, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which contribute to the City’s responsibility to plan for new housing.

15. Impact 3.13-24: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the segment of Coffee Road between Morrill Road and the relocated Crawford Road.

(a) Potential Impact. The potential for the Project to impact the segment of Coffee Road between Morrill Road and the relocated Crawford Road under Cumulative conditions is discussed on pages 3.13-55 through 3.13-57 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.13-17.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Effects of Mitigation and Remaining Impacts. The addition of trips generated by the Project would result in LOS F conditions on the two-lane rural section of Coffee Road between Morrill Road and the relocated Crawford Road. Because LOS F exceeds the City’s minimum LOS D standard, this is a potentially significant impact.

Improving the LOS in this area would require improving Coffee Road to the functional equivalent of a two-lane arterial standard. This would provide LOS C with the forecast traffic volume. Not all of the overall improvements included in the City’s arterial street standard are needed to improve the LOS, and the functional equivalent of an arterial street will include a travel lane in each direction, center two-way left-turn lane, and applicable shoulders. This work is not included in the City’s traffic impact fee program.

By improving Coffee Road, the City’s minimum LOS D standard will be satisfied. Implementation of Mitigation Measure 3.13-17 would reduce the potential impact. However, because this improvement is not included in any adopted fee program, there is no guarantee that the improvement will be installed. Thus, the Project’s cumulative impact is significant and unavoidable.
(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with the segment of Coffee Road between Morrill Road and the relocated Crawford Road under Cumulative conditions, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which contribute to the City’s responsibility to plan for new housing.
16. Impact 3.13-25: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the segment of Coffee Road between the relocated Crawford Road and the realigned Claribel Road intersection.

(a) Potential Impact. The potential for the Project to impact the segment of Coffee Road between the relocated Crawford Road and the realigned Claribel Road intersection under Cumulative conditions is discussed on page 3.13-57 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.13-18.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Effects of Mitigation and Remaining Impacts. The addition of trips generated by the Project would contribute to LOS F conditions on the two-lane rural section of Coffee Road between the relocated Crawford Road and the realigned Claribel Road intersection. While LOS F is projected with and without the Project, because change in v/c ratio exceeds the 0.05 increment permitted by the City of Riverbank, this is a potentially significant impact.

Improving the LOS in this area would require improving Coffee Road to an arterial standard. The projected volume exceeds the capacity of a two-lane arterial and a four-lane arterial would provide LOS B with the forecast traffic volume. Not all of the overall improvements included in the City’s arterial street standard are needed to improve the LOS, and the functional equivalent of an arterial street will include two travel lanes in each direction, center two-way left-turn lane, and applicable shoulders. This work is not included in the City’s traffic impact fee program.

By improving Coffee Road, the City’s minimum LOS D standard will be satisfied. Implementation of Mitigation Measure 3.13-18 would reduce the potential impact. However, because this improvement is not included in any adopted fee program, there is no guarantee that the improvement will be installed. Thus, the Project’s cumulative impact is significant and unavoidable.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with the segment of Coffee Road between the relocated Crawford Road and the realigned Claribel Road intersection under Cumulative conditions, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which contribute to the City’s responsibility to plan for new housing.
CEQA Findings

17. Impact 3.13-26: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the segment of Coffee Road between the realigned Claribel Road intersection and NCC.

(a) Potential Impact. The potential for the Project to impact the segment of Coffee Road between the realigned Claribel Road intersection and NCC under Cumulative conditions is discussed on page 3.13-58 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.13-19.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Effects of Mitigation and Remaining Impacts. The addition of trips generated by the Project would contribute to LOS F conditions on the two-lane rural section of Coffee Road between the realigned Claribel Road intersection and NCC. While LOS F is projected with and without the Project, because change in v/c ratio exceeds the 0.05 increment permitted by the City of Riverbank, this is a potentially significant impact.

Improving the LOS in this area would require improving Coffee Road to a four-lane arterial standard. This work is not included in the City’s traffic impact fee program. The area is within the limits of the NCC project area, and the project may contribute to this work through payment of Regional Impact Fees.

By improving the Coffee Road, the City’s minimum LOS D standard would be satisfied, and the project’s impact would not be significant. However, because the City of Riverbank does not control the NCC or regional fee, there is no guarantee that the improvement will be installed. Therefore, the Project’s impact is significant and unavoidable.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with the segment of Coffee Road between the realigned Claribel Road intersection and NCC under Cumulative conditions, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which contribute to the City’s responsibility to plan for new housing.

18. Impact 3.13-27: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the segment of Oakdale Road between the Claribel Road intersection and NCC in the City of Modesto.
(a) Potential Impact. The potential for the Project to impact the segment of Oakdale Road between the Claribel Road intersection and NCC in the City of Modesto Cumulative conditions is discussed on pages 3.13-58 through 3.13-59 of the Draft EIR.

(b) Mitigation Measures. No feasible mitigation measures were identified.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Remaining Impacts. The addition of trips generated by the Project would contribute to LOS F conditions on the four-lane section of Oakdale Road between the Claribel Road intersection and NCC. Because LOS F exceeds the minimum LOS D standard, this is a potentially significant impact.

Improving the LOS in this area would require improving Oakdale Road to a six-lane arterial standard. This work is not included in the City’s traffic impact fee program. The area is within the limits of the NCC project area, and the Project may contribute to this work through Regional Impact Fees.

Because no mechanism exists for the Project to contribute to the cost of improvements in the City of Modesto, and because the City of Riverbank does not control the RTIF or Modesto CFF program, there is no guarantee that the City of Modesto would allocate CFF funds to this improvement. Because installation cannot be assured by the City of Riverbank, the Project’s impact is significant and unavoidable.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with the segment of Oakdale Road between the Claribel Road intersection and NCC in the City of Modesto under Cumulative conditions, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which contribute to the City’s responsibility to plan for new housing.

19. Impact 3.13-28: Under Cumulative (Year 2042) Conditions, the Proposed Project would result in a significant impact at the segment of Roselle Avenue between the Claribel Road Intersection and NCC.

(a) Potential Impact. The potential for the Project to impact the segment of Roselle Avenue between the Claribel Road intersection and NCC under Cumulative conditions is discussed on page 3.13-59 of the Draft EIR.

(b) Mitigation Measures. No feasible mitigation measures were identified.
(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Remaining Impacts. The addition of trips generated by the Project would create LOS F conditions on the two-lane section of Roselle Avenue between the Claribel Road intersection and NCC. Because LOS F exceeds the minimum LOS D standard, this is a potentially significant impact.

Improving the LOS in this area would require improving Roselle Avenue to a four-lane arterial standard. This work is not included in the City’s traffic impact fee program. The area is within the limits of the NCC project area and is included in Modesto’s CFF, and the project may contribute to this work through Regional Impact Fees.

Because no mechanism exists for the Project to contribute to the cost of improvements in the City of Modesto, and because the City of Riverbank does not control the RTIF or Modesto CFF program, there is no guarantee that the City of Modesto would allocate CFF funds to this improvement. Because installation cannot be assured by the City of Riverbank, the Project’s impact is significant and unavoidable.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with the segment of Roselle Avenue between the Claribel Road intersection and NCC under Cumulative conditions, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which will contribute to the City’s responsibility to plan for new housing.

20. IMPACT 4.19: UNDER CUMULATIVE (YEAR 2042) CONDITIONS, THE PROPOSED PROJECT WOULD RESULT IN A SIGNIFICANT IMPACT AT THE PATTERSON ROAD / COFFEE ROAD INTERSECTION.

(a) Potential Impact. The potential for the Project to impact the Patterson Road / Coffee Road intersection under Cumulative conditions is discussed on pages 4.0-19 and 4.0-20 of the Draft EIR.

(b) Mitigation Measures. No feasible mitigation measures were identified.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Remaining Impacts. With development of the Project, the Patterson Road / Coffee Road intersection would operate at LOS F on the northbound approach. Based on
the change in average delay and satisfaction of signal warrants, this is a potentially significant impact.

Improvements to address this impact would include installation of a two-lane roundabout intersection or improvements that involve auxiliary turn lanes and a traffic signal. Either solution would result in a LOS that satisfies the City of Riverbank's minimum LOS requirement. However, under current Caltrans directives, the exact nature of the needed improvement cannot be confirmed without completion of an ICE. Caltrans typically requires a complete evaluation of all traffic signal warrants prior to installing a traffic signal.

Mitigation Measure 3.13-1 in Section 3.13 addresses this impact, and no additional mitigation is required. Because intersection improvements are already included in the adopted City of Riverbank Impact Fee program, development in the Project would mitigate its impact by paying adopted fees. However, because improvements to this location are subject to Caltrans’ approval process regarding design and installation, improvements may not be installed before the impact occurs. Because there is no guarantee regarding the timing of installation, the Project’s cumulative impact is cumulatively considerable and significant and unavoidable.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with the Patterson Road / Coffee Road intersection under Cumulative conditions, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which will contribute to the City’s responsibility to plan for new housing.


(a) Potential Impact. The potential for the Project to impact the Coffee Road / Morrill Road intersection under Cumulative conditions is discussed on page 4.0-20 of the Draft EIR.

(b) Mitigation Measures. No feasible mitigation measures were identified.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Remaining Impacts. With development of the Project, the Coffee Road / Morrill Road intersection would operate at LOS F on the westbound approach. Based on the change in average delay and satisfaction of signal warrants, this is a potentially significant impact.
A traffic signal would improve the LOS at this location to a condition that satisfies the City’s minimum LOS standard. While the Coffee Road / Morrill Road intersection is noted as a potential signal location in the Riverbank General Plan Update EIR, it is not included in any adopted fee program. Because the need for this improvement will depend on the location and extent of development within the Project site, conditions should be monitored as development proceeds and a traffic signal should be installed when warrants are met to the satisfaction of the City of Riverbank. Implementation of Mitigation Measure 3.13-13 in Section 3.13 would reduce the potential impact. However, because this improvement is not included in any adopted fee program, there is no guarantee that the improvement will be installed. Thus, the Project’s cumulative impact is cumulatively considerable and significant and unavoidable.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with the Coffee Road / Morrill Road intersection under Cumulative conditions, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which will contribute to the City’s responsibility to plan for new housing.

22. Impact 4.21: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Coffee Road / Relocated Crawford Road intersection.

(a) Potential Impact. The potential for the Project to impact the Coffee Road / Relocated Crawford Road intersection under Cumulative conditions is discussed on pages 4.0-20 and 4.0-21 of the Draft EIR.

(b) Mitigation Measures. No feasible mitigation measures were identified.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Remaining Impacts. With development of the Project, the Coffee Road / Relocated Crawford Road intersection would operate at LOS F on the westbound approach. Based on the change in average delay and satisfaction of signal warrants, this is a potentially significant impact.

A traffic signal would improve the LOS at this location to a condition that satisfies the City’s minimum LOS standard. While the intersection is noted as a potential signal location in the Riverbank General Plan Update EIR, it is not included in any adopted fee program. Because the need for this improvement will dependent on the location and extent of development within the Project site, conditions should be monitored as development proceeds and a traffic signal should be installed when...
warrants are met to the satisfaction of the City of Riverbank City Engineer. Implementation of Mitigation Measure 3.13-14 in Section 3.13 would reduce the potential impact. However, because this improvement is not included in any adopted fee program, there is no guarantee that the improvement will be installed. Thus, the Project’s cumulative impact is cumulatively considerable and significant and unavoidable.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with the Coffee Road / Relocated Crawford Road intersection under Cumulative conditions, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which will contribute to the City’s responsibility to plan for new housing.

23. Impact 4.23: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Claribel Road / Oakdale Road intersection.

(a) Potential Impact. The potential for the Project to impact the Claribel Road / Oakdale Road intersection under Cumulative conditions is discussed on page 4.0-21 of the Draft EIR.

(b) Mitigation Measures. No feasible mitigation measures were identified.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Remaining Impacts. With development of the Project, the Claribel Road / Oakdale Road intersection will operate at LOS E. Based on the change from acceptable to unacceptable LOS, this is a potentially significant impact.

Improving the LOS would require adding a second northbound left turn lane on Oakdale Road and reorienting the four-lane westbound approach to provide dual left turns, a through lane, and a separate right turn lane. Improving the Oakdale Road / Claribel Road intersection is not in the Riverbank impact fee program, but the intersection is within the project area of the NCC. The second northbound left turn lane has not been included in the NCC project as described in the Draft EIR. With the aforementioned improvements, and contributing to the cost of the NCC by paying regional fees (RTIF) to cover other intersection costs, the City’s minimum LOS standard would be met. Implementation of Mitigation Measure 3.13-15 in Section 3.13 requires payment of the Project’s fair share fee. However, because the City of Riverbank does not control the NCC Project, nor the regional fee program,
there is no guarantee that the improvement will be installed. Thus, the Project’s cumulative impact is cumulatively considerable and significant and unavoidable.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with the Claribel Road / Oakdale Road intersection under Cumulative conditions, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which will contribute to the City’s responsibility to plan for new housing.

24. IMPACT 4.25: UNDER CUMULATIVE (YEAR 2042) CONDITIONS, THE PROPOSED PROJECT WOULD RESULT IN A SIGNIFICANT IMPACT AT THE ROSELLE AVENUE / SYLVAN AVENUE INTERSECTION.

(a) Potential Impact. The potential for the Project to impact the Roselle Avenue / Sylvan Avenue intersection under Cumulative conditions is discussed on page 4.0-22 of the Draft EIR.

(b) Mitigation Measures. No feasible mitigation measures were identified.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Remaining Impacts. The Roselle Avenue / Sylvan Avenue intersection is projected to operate at LOS F with and without the Project. Because the incremental change in delay exceeds the 5.0 second threshold employed by the City of Modesto, this is a potentially significant impact.

The existing two-lane roundabout might be enhanced to increase the capacity of this intersection. However, a three-lane roundabout would not improve the capacity to LOS D. Because no mechanism exists for the Project to contribute to the cost of improvements in the City of Modesto, and because the City of Riverbank does not control the RTIF or Modesto CFF program, there is no guarantee that the City of Modesto would allocate CFF funds to any improvement. Because mitigation does not appear feasible and installation of any improvement cannot be assured by the City of Riverbank, the Project’s cumulative impact is cumulatively considerable and significant and unavoidable.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with the Roselle Avenue / Sylvan Avenue intersection under Cumulative conditions, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which will contribute to the City’s responsibility to plan for new housing.
25. **Impact 4.26: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Coffee Avenue / Claratina Avenue intersection.**

(a) Potential Impact. The potential for the Project to impact the Coffee Avenue / Claratina Avenue intersection under Cumulative conditions is discussed on page 4.0-22 of the Draft EIR.

(b) Mitigation Measures. No feasible mitigation measures were identified.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

   (1) Remaining Impacts. The Coffee Avenue / Claratina Avenue intersection is projected to operate at LOS F with and without the Project. Because the incremental change in delay exceeds the 5.0 second threshold employed by the City of Modesto, this is a potentially significant impact.

   The anticipated two-lane roundabout might be enhanced to increase its capacity. However, a three-lane roundabout would not improve the capacity to LOS D. Because no mechanism exists for the Project to contribute to the cost of improvements in the City of Modesto, and because the City of Riverbank does not control the RTIF or Modesto CFF program, there is no guarantee that the City of Modesto would allocate CFF funds to any improvement. Because mitigation does not appear feasible and installation of any improvement cannot be assured by the City of Riverbank, the project’s cumulative impact is cumulatively considerable and significant and unavoidable.

   (2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with the Coffee Avenue / Claratina Avenue intersection under Cumulative conditions, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which will contribute to the City’s responsibility to plan for new housing.

26. **Impact 4.27: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the segment of Coffee Road between Morrill Road and the relocated Crawford Road.**

(a) Potential Impact. The potential for the Project to impact the segment of Coffee Road between Morrill Road and the relocated Crawford Road under Cumulative conditions is discussed on page 4.0-23 of the Draft EIR.

(b) Mitigation Measures. No feasible mitigation measures were identified.
CEQA FINDINGS

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Remaining Impacts. The addition of trips generated by the Project would result in LOS F conditions on the two-lane rural section of Coffee Road between Morrill Road and the relocated Crawford Road. Because LOS F exceeds the City’s minimum LOS D standard, this is a potentially significant impact.

Improving the LOS in this area would require improving Coffee Road to the functional equivalent of a two-lane arterial standard. This would provide LOS C with the forecast traffic volume. Not all of the overall improvements included in the City’s arterial street standard are needed to improve the LOS, and the functional equivalent of an arterial street will include a travel lane in each direction, center two-way left-turn lane, and applicable shoulders. This work is not included in the City’s traffic impact fee program.

By improving Coffee Road, the City’s minimum LOS D standard will be satisfied. Implementation of Mitigation Measure 3.13-16 in Section 3.13 would reduce the potential impact. However, because this improvement is not included in any adopted fee program, there is no guarantee that the improvement will be installed. Thus, the Project’s cumulative impact is cumulatively considerable and significant and unavoidable.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with the segment of Coffee Road between Morrill Road and the relocated Crawford Road under Cumulative conditions, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which will contribute to the City’s responsibility to plan for new housing.

27. IMPACT 4.28: UNDER CUMULATIVE (YEAR 2042) CONDITIONS, THE PROPOSED PROJECT WOULD RESULT IN A SIGNIFICANT IMPACT AT THE SEGMENT OF COFFEE ROAD BETWEEN THE RELOCATED CRAWFORD ROAD AND THE REALIGNED CLARIBEL ROAD INTERSECTION.

(a) Potential Impact. The potential for the Project to impact segment of Coffee Road between the relocated Crawford Road and the realigned Claribel Road intersection under Cumulative conditions is discussed on pages 4.0-23 and 4.0-24 of the Draft EIR.

(b) Mitigation Measures. No feasible mitigation measures were identified.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:
(1) Remaining Impacts. The addition of trips generated by the Project would contribute to LOS F conditions on the two-lane rural section of Coffee Road between the relocated Crawford Road and the realigned Claribel Road intersection. While LOS F is projected with and without the Project, because change in v/c ratio exceeds the 0.05 increment permitted by the City of Riverbank, this is a potentially significant impact.

Improving the LOS in this area would require improving Coffee Road to an arterial standard. The projected volume exceeds the capacity of a two-lane arterial and a four-lane arterial would provide LOS B with the forecast traffic volume. Not all of the overall improvements included in the City’s arterial street standard are needed to improve the LOS, and the functional equivalent of an arterial street will include two travel lanes in each direction, center two-way left-turn lane, and applicable shoulders. This work is not included in the City’s traffic impact fee program.

By improving Coffee Road, the City’s minimum LOS D standard will be satisfied. Implementation of Mitigation Measure 3.13-17 in Section 3.13 would reduce the potential impact. However, because this improvement is not included in any adopted fee program, there is no guarantee that the improvement will be installed. Thus, the Project’s cumulative impact is cumulatively considerable and significant and unavoidable.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with the segment of Coffee Road between the relocated Crawford Road and the realigned Claribel Road intersection under Cumulative conditions, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which contribute to the City’s responsibility to plan for new housing.

28. IMPACT 4.29: UNDER CUMULATIVE (YEAR 2042) CONDITIONS, THE PROPOSED PROJECT WOULD RESULT IN A SIGNIFICANT IMPACT AT THE SEGMENT OF COFFEE ROAD BETWEEN THE REALIGNED CLARIBEL ROAD INTERSECTION AND NCC.

(a) Potential Impact. The potential for the Project to impact the segment of Coffee Road between the realigned Claribel Road intersection and NCC under Cumulative conditions is discussed on page 4.0-24 of the Draft EIR.

(b) Mitigation Measures. No feasible mitigation measures were identified.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Remaining Impacts. The addition of trips generated by the Project would contribute to LOS F conditions on the two-lane rural section of Coffee Road between the
CEQA FINDINGS

realigned Claribel Road intersection and NCC. While LOS F is projected with and without the Project, because change in v/c ratio exceeds the 0.05 increment permitted by the City of Riverbank, this is a potentially significant impact.

Improving the LOS in this area would require improving Coffee Road to a four-lane arterial standard. This work is not included in the City’s traffic impact fee program. The area is within the limits of the NCC project area, and the project may contribute to this work through payment of Regional Impact Fees.

By improving the Coffee Road, the City’s minimum LOS D standard would be satisfied, and the project’s impact would not be significant. However, because the City of Riverbank does not control the NCC or regional fee, there is no guarantee that the improvement will be installed. Therefore, the Project’s impact is cumulatively considerable and significant and unavoidable.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with the segment of Coffee Road between the realigned Claribel Road intersection and NCC under Cumulative conditions, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which will contribute to the City’s responsibility to plan for new housing.

29. IMPACT 4.30: UNDER CUMULATIVE (YEAR 2042) CONDITIONS, THE PROPOSED PROJECT WOULD RESULT IN A SIGNIFICANT IMPACT AT THE SEGMENT OF OAKDALE ROAD BETWEEN THE CLARIBEL ROAD INTERSECTION AND NCC IN THE CITY OF MODESTO.

(a) Potential Impact. The potential for the Project to impact the segment of Oakdale Road between the Claribel Road intersection and NCC in the City of Modesto under Cumulative conditions is discussed on page 4.0-24 of the Draft EIR.

(b) Mitigation Measures. No feasible mitigation measures were identified.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Remaining Impacts. The addition of trips generated by the Project would contribute to LOS F conditions on the four-lane section of Oakdale Road between the Claribel Road intersection and NCC. Because LOS F exceeds the minimum LOS D standard, this is a potentially significant impact.

Improving the LOS in this area would require improving Oakdale Road to a six-lane arterial standard. This work is not included in the City’s traffic impact fee program. The area is within the limits of the NCC project area, and the Project may contribute to this work through Regional Impact Fees.
Because no mechanism exists for the Project to contribute to the cost of improvements in the City of Modesto, and because the City of Riverbank does not control the RTIF or Modesto CFF program, there is no guarantee that the City of Modesto would allocate CFF funds to this improvement. Because installation cannot be assured by the City of Riverbank, the Project’s impact is cumulatively considerable and significant and unavoidable.

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with the segment of Oakdale Road between the Claribel Road intersection and NCC in the City of Modesto under Cumulative conditions, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which will contribute to the City’s responsibility to plan for new housing.

30. Impact 4.31: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the segment of Roselle Avenue between the Claribel Road intersection and NCC.

(a) Potential Impact. The potential for the Project to impact the segment of Roselle Avenue between the Claribel Road intersection and NCC under Cumulative conditions is discussed on page 4.0-25 of the Draft EIR.

(b) Mitigation Measures. No feasible mitigation measures were identified.

(c) Findings. Based upon the EIR and the entire record before this City Council, this City Council finds that:

(1) Remaining Impacts. The addition of trips generated by the Project would create LOS F conditions on the two-lane section of Roselle Avenue between the Claribel Road intersection and NCC. Because LOS F exceeds the minimum LOS D standard, this is a potentially significant impact.

Improving the LOS in this area would require improving Roselle Avenue to a four-lane arterial standard. This work is not included in the City’s traffic impact fee program. The area is within the limits of the NCC project area and is included in Modesto’s CFF, and the project may contribute to this work through Regional Impact Fees.

Because no mechanism exists for the Project to contribute to the cost of improvements in the City of Modesto, and because the City of Riverbank does not control the RTIF or Modesto CFF program, there is no guarantee that the City of Modesto would allocate CFF funds to this improvement. Because installation cannot be assured by the City of Riverbank, the Project’s impact is cumulatively considerable and significant and unavoidable.
CEQA FINDINGS

(2) Overriding Considerations. The environmental, economic, social and other benefits of the Project override any remaining significant adverse impact of the Project associated with the segment of Roselle Avenue between the Claribel Road intersection and NCC under Cumulative conditions, as more fully stated in the Statement of Overriding Considerations in Section VII, below. This project will provide significant economic benefits to the City and the region. Additionally, this project will provide thousands of new housing units which will contribute to the City’s responsibility to plan for new housing.

IV. FINDINGS AND RECOMMENDATIONS REGARDING SIGNIFICANT IMPACTS WHICH ARE MITIGATED TO A LESS THAN SIGNIFICANT LEVEL

A. AESTHETICS AND VISUAL RESOURCES

1. IMPACT 3.1-3: PROJECT IMPLEMENTATION MAY RESULT IN LIGHT AND GLARE IMPACTS.

(a) Potential Impact. The potential for the Project to result in light and glare impacts is discussed on page 3.1-8 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.1-1.

(c) Findings. Implementation of the proposed Project would introduce new sources of light and glare into the Plan Area. New sources of glare would occur primarily from the windshields of vehicles travelling to and from the Plan Area and from vehicles parked at the site. There is also the potential for reflective building materials and windows to result in increases in daytime glare.

A detailed lighting plan has not been prepared for the proposed Project, but for the purposes of this analysis, it has been conservatively assumed that nighttime street lighting, outdoor recreational, and safety lighting will be installed throughout areas of the Plan Area. It is assumed that security lighting will be installed within the various parking areas throughout the commercial areas.

Chapter 8, Design Guidelines, of the proposed Crossroads West Specific Plan provides standards for nuisance prevention and shielding requirements. For example, all parking lot lighting shall be LED and shall be directed and shielded in such a manner so as not to directly cast light on neighboring properties. The proposed Design Guidelines also include requirements for the installation of parking lot landscaping which further limit glare impacts.

The Riverbank General Plan EIR determined the impact of new sources of light and glare can be minimized by incorporating design features and operating requirements into
new developments that limit light and glare. Policy CONS-7.6 requires lighting to be designed to avoid glare, prevent light spillage on adjacent properties, and avoid light pollution that would contribute light to the nighttime sky.

The proposed Project lighting would be required to incorporate design features to minimize the effects of light and glare. However, without a detailed lighting plan, the potential increase of nighttime lighting cannot be evaluated to a level of specificity. In accordance with Public Resources Code, § 21081, Mitigation Measure 3.1-1 is an appropriate change or alteration that has been required in, or incorporated into, the Project which avoid or substantially lessen the significant environmental effect as identified in the EIR. Based upon the EIR and the entire record before this City Council, this City Council finds that the potential for adverse effects from light or glare will be mitigated to a less than significant level.

B. AGRICULTURAL RESOURCES

1. IMPACT 3.2-3: THE PROPOSED PROJECT HAS THE POTENTIAL TO RESULT IN CONFLICTS WITH ADJACENT AGRICULTURAL LANDS OR INDIRECTLY CAUSE CONVERSION OF AGRICULTURAL LANDS.

(a) Potential Impact. The potential for the Project to result in conflicts with adjacent agricultural lands or indirectly cause conversion of agricultural lands is discussed on pages 3.2-15 through 3.2-18 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.2-3.

(c) Findings. Neighboring agricultural land, including Prime Farmland and Unique Farmland, are located to the west, southwest, and south of the Plan Area as shown on Figure 3.2-1. A variety of residential and commercial uses would be developed in the Plan Area with implementation of the proposed Project.

The City’s General Plan EIR anticipated development of the Plan Area as part of the overall evaluation of the build out of the City. The City’s General Plan EIR identifies that the location or nature of the General Plan could result in the conversion of farmland to non-agricultural use. The General Plan EIR addressed the conversion of adjacent farmland properties that would result from the build out of the General Plan (General Plan Recirculated Draft EIR, pp. 4.3-18 through 4.3-20). The General Plan EIR determined that even with the implementation of all available mitigation, which identifies Implementation Strategy CONS-2, the impact would be significant and unavoidable. According to the City’s General Plan EIR, policies contained in the General Plan address transitional areas between urban uses and ongoing agricultural operations, including use of the Multi-Use Recreation/Resource Management (MUR/R) designation in western portions of the Planning Area between planned urban development and ongoing agricultural operations and the use of clustering to buffer between these potentially incompatible land uses.
CEQA FINDINGS

The proposed project is not anticipated to lead to the permanent indirect conversion of offsite agricultural lands to a non-agricultural use. The project would not extend infrastructure or roadway access to offsite agricultural lands. Implementation of Mitigation Measure 3.2-3 would ensure that the Project applicant complies with the County’s right-to-farm ordinance due to the potential conflicts between the proposed residences in the southern and western portions of the Plan Area and the existing agricultural operations to the south and west of the Plan Area.

In accordance with Public Resources Code, § 21081, Mitigation Measure 3.2-3 is an appropriate change or alteration that has been required in, or incorporated into, the Project which avoids or substantially lessens the significant environmental effect as identified in the EIR. Based upon the EIR and the entire record before this City Council, this City Council finds that the potential for the Project to result in conflicts with adjacent agricultural lands or indirectly cause conversion of agricultural lands will be mitigated to a less than significant level.

C. BIOLOGICAL RESOURCES

1. IMPACT 3.4-2: THE PROPOSED PROJECT HAS THE POTENTIAL TO HAVE DIRECT OR INDIRECT EFFECTS ON SPECIAL-STATUS REPTILE AND AMPHIBIAN SPECIES.

(a) Potential Impact. The potential for the Project to have direct or indirect effects on special-status reptile and amphibian species is discussed on pages 3.4-20 through 3.4-23 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measures are hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measures 3.4-1 and 3.4-2.

(c) Findings. According to the California Natural Diversity Database (CNDDB), there is one special-status amphibian that is documented within the nine-quadrangle Project region, the: California tiger salamander (*Ambystoma californiense*). In addition, there is one special-status reptile that is documented within the nine-quadrangle Project region, the: Western pond turtle (*Emys marmorata*). Further, the California red-legged frog (*Rana aurora draytoni*) and giant garter snake (*Thamnophis couchi gigas*) are documented in the USFWS IPAC database as potentially occurring within the region.

irrigation ditches provide potential aquatic habitat for several species, including western pond turtle and giant garter snake. Filling the irrigation ditches and the land immediately adjacent to the irrigation ditches would present a potential impact to this habitat. While no special-status reptiles or amphibians were observed within the Plan Area during field surveys and none are expected to be affected by the proposed Project, the presence of habitat warrants preconstruction surveys to ensure that these facilities are not occupied at the time of construction. Implementation of Mitigation Measure 3.4-1 would reduce the impact to western pond turtle to a less than significant level by requiring avoidance
of areas containing potential pond turtle habitat, preconstruction surveys within aquatic habitats and adjacent suitable uplands to be disturbed by project activities, and implementing measures should pond turtle be found during the surveys. Implementation of Mitigation Measure 3.4-2 would reduce the impact to giant garter snake to a less than significant level by requiring avoidance of the irrigation ditches during the active season, preconstruction surveys within 200 feet of the irrigation ditches, and implementing measures should giant garter snake be found during the surveys.

In accordance with Public Resources Code, § 21081, and pursuant to CEQA Guidelines § 15065(b)(2), Mitigation Measures 3.4-1 and 3.4-2 are appropriate changes or alterations that have been required in, or incorporated into, the Project which avoid or substantially lessen the significant environmental effect as identified in the EIR. Based upon the EIR and the entire record before this City Council, this City Council finds that the potential for adverse effects on special-status reptile and amphibian species will be mitigated to a less than significant level.

2. **Impact 3.4-3: The proposed Project has the potential to have direct or indirect effects on special-status bird species.**

   (a) Potential Impact. The potential for the Project to have direct or indirect effects on special-status bird species is discussed on pages 3.4-23 through 3.4-26 of the Draft EIR.

   (b) Mitigation Measures. The following mitigation measures are hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measures 3.4-3 through 3.4-5.

   (c) Findings. Special-status birds that are documented in the CNDDB within the nine-quadrangle Project region include: burrowing owl (*Athene cunicularia*), great blue heron (*Ardea herodias*), Swainson’s hawk (*Buteo swainsoni*), cackling (Aleutian Canada) goose (*Branta hutchinsii leucopareia*), Tricolored blackbird (*Agelaius tricolor*), snowy egret (*Egretta thula*), and yellow-breasted chat (*Icteria virens*). The Plan Area may provide suitable foraging habitat for a variety of potentially occurring special-status birds, including those listed above. Potential nesting habitat is present in a variety of trees located within the Plan Area and in the vicinity. There is also the potential for other special-status birds that do not nest in this region and represent migrants or winter visitants to forage in the Plan Area.

   The Plan Area is currently undeveloped and has been previously used for agricultural uses. Field surveys did not reveal the presence of any special-status species. However, the powerlines and trees found in the Plan Area can provide nesting opportunities for a variety of birds. During field surveys there was no evidence of nesting; however, new nests can be constructed in future breeding cycles. Suitable foraging habitat is located on and around the Plan Area. This includes foraging habitat for burrowing owl and
CEQA FINDINGS

Swainson’s hawk. The proposed project would require permanent disturbance to the foraging habitat.

Implementation of Mitigation Measure 3.4-3 would reduce the impact to western burrowing owl to a less than significant level by requiring take avoidance surveys and avoidance and minimization measures if the survey results in positive owl presence. Implementation of Mitigation Measure 3.4-4 would reduce the impact to Swainson’s hawk to a less than significant level by requiring preconstruction surveys, appropriate buggers around active nests, and compensatory mitigation for the loss of foraging habitat. Implementation of Mitigation Measure 3.4-5 would reduce the impact to other protected bird species to a less than significant level by requiring preconstruction surveys and buffers around nest sites if the survey results in positive nest presence.

In accordance with Public Resources Code, § 21081, Mitigation Measures 3.4-3 through 3.4-5 are an appropriate changes or alterations that have been required in, or incorporated into, the Project which avoid or substantially lessen the significant environmental effect as identified in the EIR. Based upon the EIR and the entire record before this City Council, this City Council finds that the potential to have direct or indirect effects on special-status bird species will be mitigated to a less than significant level.

3. IMPACT 3.4-4: THE POTENTIAL TO RESULT IN DIRECT OR INDIRECT EFFECTS ON SPECIAL-STATUS MAMMAL SPECIES.

(a) Potential Impact. The potential for the Project to have direct or indirect effects on special-status mammal species is discussed on pages 3.4-26 and 3.4-27 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.4-6.

(c) Findings. The Plan Area provides potential habitat for several special-status bats, including: Townsend’s big-eared bat (Corynorhinus townsendii), western mastiff bat (Eumops perotis californicus), western red bat (Lasiurus blossevillii), hoary bat (Lasiurus cinereus), and Yuma myotis (Myotis Yumanensis). These species are not federal or state listed; however, they are tracked by the CNDDB and are considered species of special concern. Development of the Plan Area would eliminate foraging habitat for special-status bats by urbanizing the agricultural areas. The loss of foraging habitat would not directly affect these bat species, however, the available foraging habitat for these species would be reduced. There are a variety of agricultural areas which remain within the vicinity of the Plan Area where bats could roost. Roosts commonly include: tree/shrub foliage, hollow trees, barns, attics, inoperable vehicles, bridges, rocks, and debris piles. There was no evidence of bat roosts during the field investigations, however, bats can be difficult to detect and can inhabit areas that they were not previously known to inhabit. Implementation of Mitigation Measure 3.4-6 would reduce
the impact to special-status bats to a less than significant level by requiring surveys for active maternity roosts if removal of suitable roosting areas (i.e. buildings, trees, shrubs, bridges, etc.) must occur during the bat pupping season (April 1 through July 31), as well as appropriate buffers if roosts are found on-site during the surveys.

In accordance with Public Resources Code, § 21081, Mitigation Measure 3.4-6 is an appropriate change or alteration that has been required in, or incorporated into, the Project which avoids or substantially lessens the significant environmental effect as identified in the EIR. Based upon the EIR and the entire record before this City Council, this City Council finds that the potential to have direct or indirect effects on special-status mammal species will be mitigated to a less than significant level.

4. IMPACT 3.4-6: THE POTENTIAL TO EFFECT PROTECTED WETLANDS AND JURISDICTIONAL WATERS.

(a) Potential Impact. The potential for the Project to effect protected wetlands and jurisdictional waters is discussed on pages 3.4-28 and 3.4-29 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.4-7.

(c) Findings. There are no rivers, streams, or other natural aquatic habitats within the boundary of the Plan Area. There is a network of man-made irrigation facilities (canals/ditches/basins) that are all anticipated to be deemed non-jurisdictional. The final jurisdictional determination is made by the regulatory agencies. The Project applicant for parcels that contain any of these irrigation facilities must consult with the USACE to ensure that the regulatory agency does not claim jurisdiction and require a permit for fill activities. If the regulatory agencies takes jurisdiction over these facilities the Project applicant for the parcels with the irrigation facilities would be required to obtain a permit and provide compensatory mitigation in accordance with the regulatory agency’s requirements. There are no other wetlands that are proposed for disturbance.

Implementation of Mitigation Measure 3.4-7 requires verification that the ditch/canal/basin facilities qualify under the agricultural ditch exemption. If the facilities do not qualify, fill activity would require authorization for fill form the appropriate regulatory agencies.

In accordance with Public Resources Code, § 21081, Mitigation Measure 3.4-7 is an appropriate change or alteration that has been required in, or incorporated into, the Project which avoid or substantially lessen the significant environmental effect as identified in the EIR. Based upon the EIR and the entire record before this City Council, this City Council finds that the potential to effect protected wetlands and jurisdictional waters will be mitigated to a less than significant level.
D. CULTURAL AND TRIBAL RESOURCES

1. IMPACT 3.5-1: Project implementation has the potential to cause a substantial adverse change to a significant historical resource, as defined in CEQA GUIDELINES §15064.5, or a significant tribal cultural resource, as defined in PUBLIC RESOURCES CODE §21074.

   (a) Potential Impact. The potential for the Project to cause a substantial adverse change to a significant historical resource or tribal cultural resources is discussed on pages 3.5-11 through 3.5-13 of the Draft EIR.

   (b) Mitigation Measures. The following mitigation measures are hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measures 3.5-1 and 3.5-2.

   (c) Findings. The Plan Area is located in an area known to have historical buildings present, some of which might be important resources. The research revealed five building complexes that are more than 50 years in age. One of the complexes has been recorded and evaluated and was not deemed to be significant. The four remaining building complexes that are more than 50 years in age are located: northwest of the Oakdale Road / Morrill Road intersection, east of the existing Riverbank Sports Complex (on APN 074-006-013); southwest of the Oakdale Road / Morrill Road intersection, approximately 0.18 miles south of the Riverbank Sports Complex (on APN 074-011-009); northwest of the Oakdale Road / Crawford Road intersection, located along Oakdale Road (on APN 074-011-009); and southwest of the Oakdale Road / Crawford Road intersection, located 0.14 to 0.27 miles west of Oakdale Road (on APN 074-014-006). These areas were not surveyed and no building complexes were recorded as part of the Cultural Resource Assessment. A new site form was not completed for the section of the MID Lateral that crosses the southern portion of the Plan Area.

   As with most projects in the region that involve ground-disturbing activities, there is the potential for discovery of a previously unknown historical or tribal cultural resource. Implementation of Mitigation Measure 3.5-1 requires evaluation of the potential historic resources on the site, as well as requirements if the resource is determined to be important under the criteria of the California Register of Historical Resources, and the buildings cannot be preserved. Implementation of Mitigation Measure 3.5-2 requires cultural resources sensitivity training for all construction workers.

   In accordance with Public Resources Code, § 21081, Mitigation Measures 3.5-1 and 3.5-2 are appropriate changes or alterations that have been required in, or incorporated into, the Project which avoid or substantially lessen the significant environmental effect as identified in the EIR. Based upon the EIR and the entire record before this City Council, this City Council finds that the potential to cause a substantial adverse change to a significant historical resource or tribal cultural resources will be mitigated to a less than significant level.
2. Impact 3.5-3: Project implementation has the potential to directly or indirectly destroy a unique paleontological resource.

(a) Potential Impact. The potential for the Project to directly or indirectly destroy a unique paleontological resource is discussed on page 3.5-13 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.5-3.

(c) Findings. The field surveys did not reveal any surface evidence of paleontological resources in the Plan Area. The Plan Area is not expected to contain subsurface paleontological resources, although it is possible. Damage to or destruction of a paleontological resource would be considered a potentially significant impact under local, state, or federal criteria. Implementation of Mitigation Measure 3.5-3 would ensure steps would be taken to reduce impacts to paleontological resources in the event that they are discovered during construction.

In accordance with Public Resources Code, § 21081, Mitigation Measure 3.5-3 is an appropriate change or alteration that has been required in, or incorporated into, the Project which avoid or substantially lessen the significant environmental effect as identified in the EIR. Based upon the EIR and the entire record before this City Council, this City Council finds that the potential to directly or indirectly destroy a unique paleontological resource will be mitigated to a less than significant level.

3. Impact 3.5-4: Project implementation has the potential to disturb human remains, including those interred outside of formal cemeteries.

(a) Potential Impact. The potential for the Project to disturb human remains, including those interred outside of formal cemeteries, is discussed on page 3.5-14 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.5-4.

(c) Findings. Indications suggest that humans have occupied Stanislaus County for over 10,000 years and it is not always possible to predict where human remains may occur outside of formal burials. Therefore, excavation and construction activities, regardless of depth, may yield human remains that may not be interred in marked, formal burials.

Under CEQA, human remains are protected under the definition of archaeological materials as being “any evidence of human activity.” Additionally, Public Resources Code Section 5097 has specific stop-work and notification procedures to follow in the event that human remains are inadvertently discovered during Project implementation.
While no human remains were found during field surveys of the Plan Area, implementation of Mitigation Measure 3.5-4 would ensure that all construction activities which inadvertently discover human remains implement state-required consultation methods to determine the disposition and historical significance of any discovered human remains.

In accordance with Public Resources Code, § 21081, Mitigation Measure 3.5-4 is an appropriate change or alteration that has been required in, or incorporated into, the Project which avoids or substantially lessens the significant environmental effect as identified in the EIR. Based upon the EIR and the entire record before this City Council, this City Council finds that the potential to disturb human remains, including those interred outside of formal cemeteries, will be mitigated to a less than significant level.

E. **Geology and Soils**

1. **Impact 3.6-2: Implementation and construction of the proposed Project may result in substantial soil erosion or the loss of topsoil.**

   (a) Potential Impact. The potential for the Project to result in substantial soil erosion or the loss of topsoil is discussed on pages 3.6-12 through 3.6-15 of the Draft EIR.

   (b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.6-1.

   (c) Findings. To ensure that construction activities are covered under General Permit 2009-0009-DWQ (amended by 2010-0014-DWQ & 2012-0006-DWQ), projects in California must prepare a Stormwater Pollution Prevention Plan (SWPPP) containing Best Management Practices (BMPs) to reduce erosion and sediments to meet water quality standards. Such BMPs may include: temporary erosion control measures such as silt fences, staked straw bales/wattles, silt/sediment basins and traps, check dams, geofabric, sandbag dikes, and temporary revegetation or other ground cover. The BMPs and overall SWPPP is reviewed by the Regional Water Quality Control Board as part of the permitting process. The SWPPP, once approved, is kept on site and implemented during construction activities and must be made available upon request to representatives of the RWQCB and/or the lead agency.

   In accordance with the NPDES Stormwater Program, Mitigation Measure 3.6-1 requires an approved SWPPP designed to control erosion and the loss of topsoil to the extent practicable using BMPs that the RWQCB has deemed effective in controlling erosion, sedimentation, runoff during construction activities. In accordance with Public Resources Code, § 21081, Mitigation Measure 3.6-1 is an appropriate change or alteration that has been required in, or incorporated into, the Project which avoids or substantially lessens the significant environmental effect as identified in the EIR. Based upon the EIR and the entire record before this City Council, this City Council finds that
the potential to result in substantial soil erosion or the loss of topsoil will be mitigated to a less than significant level.

2. **IMPACT 3.6-3: THE PROPOSED PROJECT HAS THE POTENTIAL TO BE LOCATED ON A GEOLOGIC UNIT OR SOIL THAT IS UNSTABLE, OR THAT WOULD BECOME UNSTABLE AS A RESULT OF PROJECT IMPLEMENTATION, AND POTENTIALLY RESULT IN LANDSLIDE, LATERAL SPREADING, SUBSIDENCE, LIQUEFACTION OR COLLAPSE.**

(a) Potential Impact. The potential for the Project to be located on a geologic unit or soil that is unstable, or that would become unstable as a result of Project implementation, and potentially result in landslide, lateral spreading, subsidence, liquefaction or collapse, is discussed on pages 3.6-15 through 3.6-17 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.6-2.

(c) Findings. The Plan Area does not have a significant risk of becoming unstable as a result of landslide, subsidence, or soil collapse. There is a potential for liquefaction, liquefaction induced settlement, and lateral spreading. Implementation of Mitigation Measure 3.6-2 requires a final geotechnical evaluation of the soils at a design-level.

In accordance with Public Resources Code, § 21081, Mitigation Measure 3.6-2 is an appropriate change or alteration that has been required in, or incorporated into, the Project which avoids or substantially lessens the significant environmental effect as identified in the EIR. Based upon the EIR and the entire record before this City Council, this City Council finds that the potential for the Project to be located on a geologic unit or soil that is unstable, or that would become unstable as a result of Project implementation, and potentially result in landslide, lateral spreading, subsidence, liquefaction or collapse, will be mitigated to a less than significant level.

3. **IMPACT 3.6-4: POTENTIAL FOR EXPANSIVE SOILS TO CREATE SUBSTANTIAL RISKS TO LIFE OR PROPERTY.**

(a) Potential Impact. The potential for expansive soils to create substantial risks to life or property is discussed on page 3.6-17 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.6-2.

(c) Findings. According to the Natural Resources Conservation Service (NRCS) Web Soil Survey, the soils in the Plan Area have a low shrink-swell potential. The NRCS Web Soil Survey indicated that near surface soils within the Plan Area have low plasticity, and the expansion potential of the soils would respond to fluctuations in moisture content.
CEQA FINDINGS

Figure 3.6-3 provides a map of the shrink-swell potential of the soils at the Plan Area and in the vicinity.

The California Building Code Title 24, Part 2, Chapter 18, Section 1803.1.1.2 requires specific geotechnical evaluation when a preliminary geotechnical evaluation determines that expansive or other special soil conditions are present, which, if not corrected, would lead to structural defects. Implementation of Mitigation Measure 3.6-2 requires a final geotechnical evaluation of the soils at a design-level.

In accordance with Public Resources Code, § 21081, Mitigation Measure 3.6-2 is an appropriate change or alteration that has been required in, or incorporated into, the Project which avoids or substantially lessens the significant environmental effect as identified in the EIR. Based upon the EIR and the entire record before this City Council, this City Council finds that the potential for expansive soils to create substantial risks to life or property will be mitigated to a less than significant level.

F. HAZARDS AND HAZARDOUS MATERIALS

1. IMPACT 3.8-1: POTENTIAL TO CREATE A SIGNIFICANT HAZARD THROUGH THE ROUTINE TRANSPORT, USE, OR DISPOSAL OF HAZARDOUS MATERIALS OR THROUGH THE REASONABLY FORESEEABLE UPSET AND ACCIDENT CONDITIONS INVOLVING THE RELEASE OF HAZARDOUS MATERIALS INTO THE ENVIRONMENT.

(a) Potential Impact. The potential to create a significant hazard through the routine transport, use, or disposal of hazardous materials or through the reasonably foreseeable upset and accident conditions involving the release of hazardous materials into the environment is discussed on pages 3.8-19 through 3.8-22 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measures are hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measures 3.8-1 through 3.8-5.

(c) Findings. Like most agricultural and farming operations in the Central Valley, agricultural practices in the area have used agricultural chemicals including pesticides and herbicides as a standard practice. Although no contaminated soils have been identified in the Plan Area or the vicinity above applicable levels, residual concentrations of pesticides may be present in soil as a result of historic agricultural application and storage. Continuous spraying of crops over many years can potentially result in a residual buildup of pesticides, in farm soils. Of highest concern relative to agrichemicals are chlorinated herbicides, organophosphate pesticides, and organochlorine pesticides, such as such as Mecoprop (MCPP), Dinoseb, chlordane, dichlorodiphenyltrichloroethane (DDT), and dichloro-diphenyl-dichloroethylene (DDE). There are no records of soil contamination in the Plan Area. However, soil staining was observed or reported at the following properties as part of the Phase I Environmental Site Assessment (ESA):

64 CEQA Findings – Crossroads West Specific Plan
• Former Machado Dairy (Machado Property) – APN 074-011-009;
• Alexander Dairy (Machado Property) – APN 074-014-006;
• Harrigfeld Property (1901 Morrill Road) – APN 074-006-016.

There are seven single-family residences with associated sheds and garage structures, as well as areas that are used for farm equipment storage. The homes and adjoining structures, as well as the farm equipment storage areas, will require removal prior to any construction. If the homes and structures are demolished, they will require evaluation for asbestos and lead containing materials. If such materials are present in the demolition of the structures, special demolition and disposal practices are required in accordance with state regulations to ensure their safe handling.

Additionally, existing areas containing above ground storage tanks and storage of farm equipment would require soil sampling to assess the soils in these areas. Further, groundwater wells may be located within the vicinity of the on-site residences. According to the Phase I ESA, one known well system is located at the McGrane Property (APN 074-014-007). Should other groundwater wells be present on-site, the proper well abandonment permit would be obtained.

Mitigation Measure 3.8-1 requires review of the Phase I ESA to determine if it is still applicable. After July 1, 2020, the City shall require an updated Phase I ESA for the specific property. The Phase I ESA shall evaluate the specific property proposed to be developed, to ensure that no material changes have occurred since preparation of the 2017 Phase I ESA (Geocon Consultants, Inc., July 2017). Mitigation Measure 3.8-2 requires additional soil testing for potentially hazardous conditions. Mitigation Measure 3.8-3 requires submittal of a Phase II ESA if the site investigation required by Mitigation Measure 3.8-1 indicates a probability that hazardous materials may be found on any parcel. Mitigation Measure 3.8-4 requires submittal of a Hazardous Materials Business Plan (HMBP) to the Stanislaus County Division of Environmental Resources (CUPA) for review and approval. Mitigation Measure 3.8-5 requires a well abandonment permit from Stanislaus County Department of Environmental Resources.

Implementation of the mitigation measures in Section 3.8 will ensure that these potential impacts are reduced to a less than significant level.

In accordance with Public Resources Code, § 21081, Mitigation Measures 3.8-1 through 3.8-5 are appropriate changes or alterations that have been required in, or incorporated into, the Project which avoid or substantially lessen the significant environmental effect as identified in the EIR. Based upon the EIR and the entire record before this City Council, this City Council finds that the potential to create a significant hazard through the routine transport, use, or disposal of hazardous materials or through the reasonably foreseeable upset and accident conditions involving the release of hazardous materials into the environment will be mitigated to a less than significant level.
G. HYDROLOGY AND WATER QUALITY

2. IMPACT 3.9-2: THE PROPOSED PROJECT HAS THE POTENTIAL TO VIOLATE WATER QUALITY STANDARDS OR WASTE DISCHARGE REQUIREMENTS DURING OPERATION.

(a) Potential Impact. The potential to violate water quality standards or waste discharge requirements during operation is discussed on pages 3.9-18 through 3.9-23 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measures are hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measures 3.9-1 and 3.9-2.

(c) Findings. The long-term operations of the proposed Project (all phases) could result in long-term impacts to surface water and groundwater quality from urban stormwater runoff. The proposed Project would result in new impervious areas associated with roadways, driveways, parking lots, buildings, and landscape areas. Normal activities in these developed areas include the use of various automotive petroleum products (i.e. oil, grease, and fuel), common household hazardous materials, heavy metals, pesticides, herbicides, fertilizers, and sediment. Within urban areas, these pollutants are generally called nonpoint source pollutants. The pollutant levels vary based on factors such as time between storm events, volume of storm event, type of uses, and density of people.

Development of the proposed Project would include construction of a standalone drainage system that will detain all storm water runoff on-site in three detention basins. The Project proposed to construct and use three major storm water detention basins. Additionally, the CWSP will conform to and utilize the Low Impact Development (LID) practices set forth by the City of Riverbank in order to ensure impacts to surface water quality and groundwater quality are minimized. A combination of methods will be used in the Plan Area including underground filtration, which will be integrated into parking areas and landscape areas; bio-retention areas, such as the park basins; vegetated swales, which can be located in street landscape areas and parking lots; filter strips, designed to treat sheet flow from adjacent surfaces; and permeable pavement, which is a porous, load-bearing pavement that allows storm water runoff to pass through its surface layer. Implementation of LID practices will ensure that the resulting stormwater is filtered prior to infiltration into the underlying groundwater aquifer.

The ongoing operational phase of the proposed Project requires the final discharge of stormwater into the on-site detention basins and to MID Lateral 6. The discharge of stormwater must be treated through BMPs prior to its discharge. Additionally, there are various non-structural and structural stormwater BMPs that can be implemented to reduce water pollution.

Mitigation Measures 3.9-1 and 3.9-2 would ensure that BMPs are implemented to reduce the amount of pollution in stormwater discharged from the Plan Area into the
on-site MID facilities during the operational phase of the Project. The management of water quality through obtaining a General Industrial Stormwater Permit and implementing BMPs is intended to ensure that water quality does not degrade to levels that would violate water quality standards. These are existing regulatory requirements.

In accordance with Public Resources Code, § 21081, Mitigation Measures 3.9-1 and 3.9-2 are appropriate changes or alterations that have been required in, or incorporated into, the Project which avoid or substantially lessen the significant environmental effect as identified in the EIR. Based upon the EIR and the entire record before this City Council, this City Council finds that the potential to violate water quality standards or waste discharge requirements during operation will be mitigated to a less than significant level.

H. Noise

1. Impact 3.11-1: Construction of the proposed Project may generate significant noise.

(a) Potential Impact. The potential for the Project to generate significant noise is discussed on pages 3.11-15 and 3.12-16 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measures are hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measures 3.11-1 and 3.11-2.

(c) Findings. The proposed development, maintenance of roadways during construction, installation of public utilities, and infrastructure improvements associated with the Project will require construction activities. These activities include the use of heavy equipment and impact tools. Activities involved in Project construction would typically generate maximum noise levels ranging from 70 to 84 dB at a distance of 100-feet. The nearest sensitive receptor would be located approximately 100-feet or more to the west of on-site construction activities.

Implementation of Mitigation Measure 3.11-1 prohibits Project construction activities between 6:30 p.m. and 6:00 a.m. on weekdays or 5:00 p.m. and 8:00 a.m. on weekends and legal holidays, as required by the City of Riverbank Municipal Code. Implementation of Mitigation Measure 3.11-2 requires the Project proponent or construction contractor to implement various construction-related noise reducing measures.

In accordance with Public Resources Code, § 21081, Mitigation Measures 3.11-1 and 3.11-5 are appropriate changes or alterations that have been required in, or incorporated into, the Project which avoid or substantially lessen the significant environmental effect as identified in the EIR. Based upon the EIR and the entire record before this City Council, this City Council finds that the potential for the Project to generate significant noise will be mitigated to a less than significant level.
2. **IMPACT 3.11-4: THE PROPOSED PROJECT MAY RESULT IN TRAFFIC NOISE AT NEW SENSITIVE RECEPTORS.**

(a) Potential Impact. The potential for the Project to result in traffic noise at new sensitive receptors is discussed on pages 3.11-20 and 3.11-21 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.11-3.

(c) Findings. Based upon the analysis, traffic noise levels along Oakdale Road, Morrill Road and Claribel Road are could exceed the City of Riverbank exterior noise level criteria, where residential development occurs. Site Plans and Tentative Maps depicting building locations, elevations, and floor plans are not currently available for the Project. Therefore, traffic noise levels at the typical building setbacks adjacent to Oakdale Road, Morrill Road, and Claribel Road are estimated at a distance of 75-feet from the roadway centerlines. Traffic noise levels from Crawford Road within the Project site do not exceed the noise level standards.

Mitigation Measure 3.11-3 requires determination of appropriate methods for reducing traffic noise levels at the Project site to within the City of Riverbank noise level criteria. Mitigation can take the form of sound walls, berms, a combination of walls and berms, setbacks and shielding from building facades.

In accordance with Public Resources Code, § 21081, Mitigation Measure 3.11-3 is an appropriate change or alteration that has been required in, or incorporated into, the Project which avoids or substantially lessens the significant environmental effect as identified in the EIR. Based upon the EIR and the entire record before this City Council, this City Council finds that the potential for the Project to result in traffic noise at new sensitive receptors will be mitigated to a less than significant level.

3. **IMPACT 3.11-5: THE PROPOSED PROJECT MAY RESULT IN NOISE FROM ON-SITE ACTIVITIES AT SENSITIVE RECEPTORS.**

(b) Potential Impact. The potential for the Project to result in noise from on-site activities at sensitive receptors is discussed on pages 3.11-21 and 3.11-22 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measures are hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measures 3.11-4 through 3.11-6.

(c) Findings. The site plan shows two separate neighborhood parks within the Project site: one north of Morrill Road, and one south of Crawford Road. These facilities are not considered to be significant noise-generators. Active play areas or sports fields and courts associated with schools or the Riverbank Sports Complex, could be a potential noise source. In addition, school sites include student drop-off areas, parking lots, and
school bus loading areas. Because finalized site plans depicting school site designs, or
where active play areas, ball fields or soccer fields would be located is not available,
detailed analyses of noise impacts cannot be determined.

Noise sources associated with play areas or play fields would primarily be shouting and
cheering adults or children during intermittent periods of the sporting events and
practice sessions. The data indicate that average and maximum noise levels during
games are approximately $60 \, dB \, L_{eq}$ and $75 \, dB \, L_{max}$ at a distance of 100 feet from the
focal point of the playing fields. These reference noise levels are based upon crowd
sizes of approximately 100 people.

For playing fields or play areas, the focal point of noise varies with considerable
excitement generated when the ball is near either goal, but with the sound of the
participants generally spread out over the entire field and the sounds of spectators
spread out along the sidelines and in the bleachers. Generally, the cumulative noise
generation is analyzed at the approximate center of the playing fields or areas. As a
means of achieving the exterior noise level standards of $50 \, dB \, L_{eq}$ and $70 \, dB \, L_{max}$, the
center of the play fields should be located at a distance of 275-feet from the nearest
residences.

For school sites, noise levels associated with drop-off areas, parking areas or bus
circulation areas is determined based upon the trip generation at those particular areas.
The noise impacts can be identified when the site plans and detailed traffic studies have
been developed.

Mitigation Measure 3.11-4 requires the center of play fields to be located at a minimum
distance of 275-feet from the nearest residences. Mitigation Measure 3.11-5 requires
the use of play fields to be restricted to the daytime hours of 7:00 a.m. to 10:00 p.m.
Mitigation Measure 3.11-6 requires a detailed analysis of school site noise impacts.

In accordance with Public Resources Code, § 21081, Mitigation Measures 3.11-4
trough 3.11-6 are appropriate changes or alterations that has been required in, or
incorporated into, the Project which avoid or substantially lessen the significant
environmental effect as identified in the EIR. Based upon the EIR and the entire record
before this City Council, this City Council finds that the potential for the Project to result
in noise from on-site activities at sensitive receptors will be mitigated to a less than
significant level.

I.  **PUBLIC SERVICES AND RECREATION**

1. **IMPACT 3.12-1:** The proposed Project has the potential to require the
   construction of police department facilities which may cause substantial adverse
   physical environmental impacts.
CEQA FINDINGS

(b) Potential Impact. The potential for the Project to require the construction of police department facilities which may cause substantial adverse physical environmental impacts is discussed on pages 3.12-15 and 3.12-16 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.12-1.

(c) Findings. Based on the current adequacy of existing response times and the ability of the Riverbank Police Services to serve the City, it is anticipated that the existing police department facilities are sufficient to serve the proposed Project. The proposed Project would not require the construction of police department facilities in order to serve the Project.

Policy PUBLIC 8.1 of the 2005-2025 Riverbank General Plan states “new developments shall fund and/or construct adequate law enforcement facilities to serve new growth areas, as required, in coordination with law enforcement service providers”. In addition, General Plan Policy PUBLIC 8.2 states “the City goal is to provide 1.25 sworn officers per 1,000 residents”. Riverbank’s police station is located at 6727 Third Street in downtown Riverbank. Staffing includes one Lieutenant (Chief of Police), two Sergeants, 15 Deputy Sheriffs/Detectives, one Supervising Legal Clerk, two Legal Clerks and one Community Service Officer. In total, 18 sworn officers provide police services within the City of Riverbank. Currently, the calculated ratio of police officers per 1,000 is 73.14 per 1,000 population, using the Department of Finance population estimate for the City of 24,610 (January 1, 2017). The Riverbank City Council, in adopting Resolutions 2016-115 and 116 on October 23, 2016, set policy that requires all new development to annex into Community Facilities District No. 2016-01 for police protection. “The increase of Police Services created by development will create an adverse impact to City financial capacity”.

Implementation of Mitigation Measure 3.12-1 requires annexation into an existing Community Facilities District or creation of a new Community Facilities District.

In accordance with Public Resources Code, § 21081, Mitigation Measure 3.12-1 is an appropriate change or alteration that has been required in, or incorporated into, the Project which avoids or substantially lessens the significant environmental effect as identified in the EIR. Based upon the EIR and the entire record before this City Council, this City Council finds that the potential for the Project to require the construction of police department facilities which may cause substantial adverse physical environmental impacts will be mitigated to a less than significant level.

2. IMPACT 3.12-5: THE PROPOSED PROJECT HAS THE POTENTIAL TO REQUIRE THE CONSTRUCTION OF PARK AND RECREATIONAL FACILITIES WHICH MAY CAUSE SUBSTANTIAL ADVERSE PHYSICAL ENVIRONMENTAL IMPACTS.
(c) Potential Impact. The potential for the Project to require the construction of park and recreational facilities which may cause substantial adverse physical environmental impacts is discussed on pages 3.12-22 and 3.12-23 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.12-2.

(c) Findings. The proposed Project directly increases the number of persons in the area as a result of employment potential, and residential uses. The proposed Project includes up to 2,852 residential units, which is projected to increase the population by an estimated 9,469 (based on 3.32 persons per household). According to the most recent U.S. Census (2011-2015), the average number of persons residing in a dwelling unit in the City of Riverbank is 3.32. For the purposes of collecting fees to mitigate for increase park demands (Quimby Act), the California Government Code Section 66477 states: The amount of land dedicated or fees paid shall be based upon the residential density, which shall be determined on the basis of the approved or conditionally approved tentative map or parcel map and the average number of persons per household. There shall be a rebuttable presumption that the average number of persons per household by units in a structure is the same as that disclosed by the most recent available federal census or a census taken pursuant to Chapter 17 (commencing with Section 40200) of Part 2 of Division 3 of Title 4.

The proposed Project includes an additional 42 acres of park, open space, and Regional Sports Park uses to serve the community and surrounding area. The City’s General Plan identifies a park standard based on a goal of five acres of developed parkland per 1,000 residents. The addition of 42 acres of park space falls short of the five acre per 1000 goal by 5.35 acres.

The actual amount of parkland dedication required for the Project will be determined during Tentative Subdivision Map approval and will be based on the number of proposed residential lots. Any parkland area not provided within the Plan Area will need to be covered with in-lieu fees.

Depending on the ultimate residential unit count for the Project and the amount of park land proposed for dedication, the Project developer might be required to pay the City of Riverbank parkland dedication in lieu fees to represent the shortage of park lands needed for the development. These in lieu fees would be used to pay for future land acquisition and development of park space.

Implementation of Mitigation Measure 3.12-2 requires dedication of sufficient parkland for the Mixed Use Retail property, or payment of sufficient in lieu fees.

In accordance with Public Resources Code, § 21081, Mitigation Measure 3.12-2 is an appropriate change or alteration that has been required in, or incorporated into, the Project which avoids or substantially lessens the significant environmental effect as
CEQA Findings

identified in the EIR. Based upon the EIR and the entire record before this City Council, this City Council finds that the potential for the Project to require the construction of park and recreational facilities which may cause substantial adverse physical environmental impacts will be mitigated to a less than significant level.

J. Transportation and Circulation

1. Impact 3.13-3: Under Existing conditions, the proposed Project would result in a significant impact at the Claribel Road / N-S Collector intersection.

   (a) Potential Impact. The potential for the proposed Project to result in a significant impact at the Claribel Road / N-S Collector intersection is discussed on page 3.13-33 of the Draft EIR.

   (b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.13-3.

   (c) Findings. Under the Existing Plus Project condition, the Claribel Road / N-S Collector intersection would operate at LOS F. Because LOS F exceeds the minimum standard, and because traffic signal warrants are satisfied, this is a potentially significant impact. A traffic signal and auxiliary turn lanes are needed to result in LOS that satisfies the City of Riverbank’s minimum LOS standards. A new traffic signal on Claribel Road serving the retail center is not included in the City of Riverbank Impact Fee program. This improvement can be applied to the new N-S Collector intersection.

   Mitigation Measure 3.13-3 requires each Project applicant to pay the project’s fair share impacts towards the cost of constructing a traffic signal and ancillary lanes at the Claribel Road / N-S Collector intersection.

   In accordance with Public Resources Code, § 21081, Mitigation Measure 3.13-3 is an appropriate change or alteration that has been required in, or incorporated into, the Project which avoids or substantially lessens the significant environmental effect as identified in the EIR. Based upon the EIR and the entire record before this City Council, this City Council finds that the potential for proposed Project to result in a significant impact at the Claribel Road / N-S Collector intersection will be mitigated to a less than significant level.

2. Impact 3.13-9: Under Existing conditions, the proposed Project would result in a significant impact at the Oakdale Road between Morrill Road and Crawford Road segment.

   (a) Potential Impact. The potential for the proposed Project to result in a significant impact at the Oakdale Road between Morrill Road and Crawford Road segment is discussed on page 3.13-37 of the Draft EIR.
(b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.13-7.

(c) Findings. Under the Existing Plus Project condition, the two-lane section of Oakdale Road between Morrill Road and Crawford Road would decrease to LOS F at CWSP buildout. Because LOS F exceeds the City of Riverbank’s minimum LOS D standard, this is a potentially significant impact.

Improving the LOS in this area would require improving Oakdale Road to a four-lane arterial street standard. This improvement is consistent with the City of Riverbank’s policy for frontage improvements. The volume of traffic on this portion of Oakdale Road in the future will be dependent on the location of Project development, and regular monitoring would be needed to confirm when LOS D is exceeded. Mitigation Measure 3.13-7 requires that each Project applicant contribute the fair share towards the costs of widening Oakdale Road to four lanes by providing a second southbound through travel lane between Morrill Road and Crawford Road.

In accordance with Public Resources Code, § 21081, Mitigation Measure 3.13-7 is an appropriate change or alteration that has been required in, or incorporated into, the Project which avoids or substantially lessens the significant environmental effect as identified in the EIR. Based upon the EIR and the entire record before this City Council, this City Council finds that the potential for the proposed Project to result in a significant impact at the Oakdale Road between Morrill Road and Crawford Road segment will be mitigated to a less than significant level.

3. IMPACT 3.13-11: THE PROPOSED PROJECT WOULD ADVERSELY AFFECT PEDESTRIAN AND BICYCLE FACILITIES.

(a) Potential Impact. The potential for proposed Project to adversely affect pedestrian and bicycle facilities is discussed on pages 3.13-38 and 3.13-39 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measures are hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Implementation of Mitigation Measures 3.13-8 and 3.13-9.

(c) Findings. Pedestrian and bicycle activity would occur as development in the Plan Area proceeds, and the proposed improvements are consistent with the Stanislaus Council of Governments (StanCOG) Non-Motorized Transportation Master Plan. The CWSP identifies the locations of Class II bike lanes on Morrill Road, Coffee Road, Oakdale Road, and on the new N-S Collector. Class I bike trails are planned along the MID Main Canal at the north end of the Plan Area and along MID Lateral #6 to the south. These facilities would be linked by a trail on western Morrill Road and on the N-S Collector. A Class I trail is also planned along Claribel Road. Ultimately, pedestrian facilities would be created along the frontage of future development associated with the Project.
Thus, the Project does not interfere with the implementation of the planned bicycle and pedestrian system.

Potential safety impacts could occur as the Project connects to existing pedestrian and bicycle facilities. Existing traffic signals provide adequate pedestrian crossings on Oakdale Road to link the Project with most of the City of Riverbank. However, a protected crossing would be needed for the MID Lateral trail across Oakdale Road, and the distance between Morrill Road and Crawford Road may justify another east-west crossing on Oakdale Road. While the Morrill Road / N-S Collector intersection may not carry traffic volumes that justify signalization based on vehicular warrants, a protected crossing for the trail to the MID Main Canal may be needed. The nature of the crossings would need to be considered in consultation with the City of Riverbank. The crossing may feature a Hybrid Pedestrian Beacon to stop traffic when pedestrians are present, and would remain dark when pedestrians are not present.

Depending on the actual location of initial development within the CWSP, there may be instances when short term “gaps” between existing crossings / sidewalks and the proposed facilities. The Project applicant and the City of Riverbank should monitor development within the Plan Area to identify gaps that result in conflicts between pedestrians and automobiles, and require interim paths that provide a safe route. Similarly, development of the sports park and school sites within the CWSP may result in travel by school age children prior to completion of the overall circulation system. Interim facilities may be needed. Incremental development of the CWSP could result in short term gaps in the pedestrian circulation and bicycle systems that result in conflicts between pedestrians, bicycles, and motor vehicles, particularly on Oakdale Road.

Mitigation Measure 3.13-8 requires each Project applicant to work with the City of Riverbank to identify applicable pedestrian crossing features and shall install the features, when warranted, to the satisfaction of the City of Riverbank City Engineer. Mitigation Measure 3.13-9 requires each Project applicant to monitor pedestrian, bicycle, and motor vehicle safety conditions as development proceeds. Any identified safety conditions as a result of this monitoring would be installed to alleviate these concerns, as applicable, to the satisfaction of the City of Riverbank City Engineer.

In accordance with Public Resources Code, § 21081, Mitigation Measures 3.13-8 and 3.13-9 are appropriate changes or alterations that have been required in, or incorporated into, the Project which avoid or substantially lessen the significant environmental effect as identified in the EIR. Based upon the EIR and the entire record before this City Council, this City Council finds that the potential for proposed Project to adversely affect pedestrian and bicycle facilities will be mitigated to a less than significant level.

4. Impact 3.13-12: The proposed Project would adversely affect transit services or facilities.
(a) Potential Impact. The potential for proposed Project to adversely affect transit services or facilities is discussed on page 3.13-39 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Implementation of Mitigation Measure 3.13-10.

(c) Findings. Development in the CWSP could result in an increase in demand for transit service. Currently, Stanislaus Regional Transit (StaRT) Route 60 passes the Plan Area on Claribel Road and Oakdale Road. This Route operates Monday through Friday between 5:00 AM and 9:43 PM, with thirteen round trips between Modesto and Oakdale, passing through Riverbank. On Saturday between 6:15 AM and 8:34 PM, seven round trips are provided. The Saturday service is combined with the Modesto/Turlock route. This route follows Claribel Road and Oakdale and has a designated stop on Oakdale Road at the Freddi Lane intersection.

The proposed alternative transportation circulation is shown in Figure 2.0-10 in Section 2.0, Project Description. As shown in the figure, public transit locations are proposed along Oakdale Road, Crawford Road, Morrill Road, and the proposed N-S Collector. The CWSP anticipates that bus shelters and pullouts will be installed at key locations within the Plan Area, to be determined in consultation with StaRT.

The StaRT routes that are available would be adequate to serve the CWSP. The Project applicant would need to work with StaRT to identify applicable locations for stops and pullouts and install these improvements as development proceeds. The ultimate decisions regarding the nature of any routes that may circulate through the CWSP would be made by StaRT. The Project’s impacts to transit services would not be significant. However, mitigation would be required in order to ensure that transit facilities are incorporated into the Project.

Mitigation Measure 3.13-10 requires each Project applicant to install the transit elements included in the CWSP, work with StaRT staff to identify applicable on-site transit facilities and features, and install the features, when warranted, to the satisfaction of the City Engineer.

In accordance with Public Resources Code, § 21081, Mitigation Measure 3.13-10 is an appropriate change or alteration that has been required in, or incorporated into, the Project which avoids or substantially lessens the significant environmental effect as identified in the EIR. Based upon the EIR and the entire record before this City Council, this City Council finds that the potential for proposed Project to adversely affect transit services and facilities will be mitigated to a less than significant level.

5. Impact 3.13-13: Under EPAP conditions, the proposed Project would result in a significant impact to queue lengths.
CEQA FINDINGS

(a) Potential Impact. The potential for proposed Project to result in a significant impact to queue lengths under the Existing Plus Approved Projects (EPAP) Condition is discussed on pages 3.13-44 and 3.13-45 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Implementation of Mitigation Measure 3.13-11.

(c) Findings. Development of the Project would increase the length of queues occurring at key intersections and increase the possibility of queues extending into adjoining travel lanes. At the Oakdale Road / Crawford Road intersection, the queue of westbound traffic on Crawford Road turning left onto southbound Oakdale Road exceeds the available storage. To an appreciable degree, this is an existing problem as the Project itself adds little traffic to the left turning volume.

At the Oakdale Road / Freddi Lane intersection, the projected queue in the northbound left turn lane is expected to exceed the available storage. The lane would need to be lengthened or dual left turn lanes installed, and the design choice would need to be made by the City of Riverbank when a plan for the mixed use retail center comes forward. Similarly, the design of the mixed use retail area would need to accommodate eastbound queues, but the nature of these lanes cannot be determined until a development plan is proposed.

At the Oakdale Road / Claribel Road intersection, anticipated 95th percentile queues exceed available left turn lane storage on three approaches. To an appreciable degree, the need to lengthen these lanes is linked to the construction of the NCC as that improvement would alter traffic volumes in this area. In lieu of that improvement, the storage in the westbound, northbound, and eastbound left turn lanes would need to be lengthened.

Mitigation Measure 3.13-11 requires each Project applicant to be responsible for lengthening the available storage in left turn lanes at the Oakdale Road / Crawford Road, Oakdale Road / Freddi Lane, and Oakdale Road / Claribel Road intersections. The applicants would be responsible for lengthening specific turn lanes when determined by the City Engineer.

In accordance with Public Resources Code, § 21081, Mitigation Measure 3.13-11 is an appropriate change or alteration that has been required in, or incorporated into, the Project which avoids or substantially lessens the significant environmental effect as identified in the EIR. Based upon the EIR and the entire record before this City Council, this City Council finds that the potential for proposed Project to result in a significant impact to queue lengths under the EPAP Condition will be mitigated to a less than significant level.
6. Impact 3.13-14: Under EPAP conditions, the proposed Project would result in a significant impact at the proposed mixed use retail area access.

(a) Potential Impact. The potential for proposed Project to result in a significant impact at the proposed mixed use retail area access is discussed on pages 3.13-45 and 3.13-46 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Implementation of Mitigation Measure 3.13-12.

(c) Findings. Development of the proposed mixed use retail area could create safety conflicts or capacity bottlenecks at driveways if access is improperly designed. Direct access to the southern mixed use retail area is anticipated on both Oakdale Road and Claribel Avenue, as well as at the new N-S Collector. Although no formal development plan has been created for this area, the proposed Circulation Plan envisions numerous points of access on the 2,000 feet from the N-S Collector to Oakdale Road and onto Oakdale Road on both sides of Freddi Lane intersection.

Raised medians either exist today or are planned on both Oakdale Road and Claribel Road. While the distance along Oakdale Road may not be adequate to permit additional median openings, it would be possible to modify the Claribel Road median to allow access. While the conceptual access locations have not been quantitatively analyzed as part of the LOS analysis, feasibility would depend on factors, such as:

- Completion of the NCC in the area of the Project and the realignment of Claribel Road to a new intersection on Coffee Road.
- The distance between driveways and proximity to public road intersections.
- Presence of access on the south side of Claribel Road.
- Applicable standards for minimum turn lane length based on storage and deceleration.
- The layout of the eventual land uses in the mixed use retail area.

The feasibility of driveway access based on the distance between intersections has been evaluated conceptually under short term and long-term conditions. The proposed Circulation Plan suggests three midblock access points on Claribel Road between the N-S Collector and Oakdale Road. The average spacing would be 500 feet between intersections.

Before NCC is completed, Claribel Road will still carry appreciable background traffic, and it is likely that a traffic signal will be needed to accommodate outbound left turns. Under these circumstances, it is reasonable to expect that a single traffic signal could be permitted midway between the N-S Collector and Oakdale Road and that the other locations would be limited to right turns only.
Once the NCC is completed, full access at each location could theoretically be developed, and the City will need to consider the probable minimum length of turn lanes and bay tapers at each opening. If full access to the properties on the south side of Claribel Road is to be allowed, then the 500-foot average distance between driveways may be too short to accommodate back-to-back left turn lanes.

Mitigation Measure 3.13-12 requires the Project applicant to be responsible for providing a design for vehicular access to the satisfaction of the City of Riverbank City Engineer when development of the “MU-1 Mixed Use Retail” area proceeds.

In accordance with Public Resources Code, § 21081, Mitigation Measure 3.13-12 is an appropriate change or alteration that has been required in, or incorporated into, the Project which avoids or substantially lessens the significant environmental effect as identified in the EIR. Based upon the EIR and the entire record before this City Council, this City Council finds that the potential for proposed Project to result in a significant impact at the proposed mixed use retail area access will be mitigated to a less than significant level.

7. Impact 3.13-19: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Claribel Road / N-S Collector intersection.

(a) Potential Impact. The potential for proposed Project to result in a significant impact at the Claribel Road / N-S Collector intersection under Cumulative conditions is discussed on page 3.13-53 of the Draft EIR.

(b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Implementation of Mitigation Measure 3.13-3.

(c) Findings. With development of the Project, the Claribel Road / N-S Collector intersection would operate at LOS E, and traffic signal warrants would be met. As LOS E exceeds the LOS D standard, this is a potentially significant impact. A traffic signal is needed at this location. This improvement is identified as Mitigation Measure 3.13-3.

Mitigation Measure 3.13-3 requires each Project applicant to pay the fair share fee towards the cost of constructing a traffic signal and ancillary lanes at the Claribel Road / N-S Collector intersection.

In accordance with Public Resources Code, § 21081, Mitigation Measure 3.13-3 is an appropriate change or alteration that has been required in, or incorporated into, the Project which avoids or substantially lessens the significant environmental effect as identified in the EIR. Based upon the EIR and the entire record before this City Council, this City Council finds that the potential for proposed Project to result in a significant impact at the Claribel Road / N-S Collector intersection under Cumulative conditions will be mitigated to a less than significant level.
K. **Utilities**

1. **Impact 3.14-6: The proposed Project has the potential to require or result in the construction of new storm water drainage facilities or expansion of existing facilities, the construction of which could cause significant environmental effects.**

   (a) Potential Impact. The potential for the Project to require or result in the construction of new storm water drainage facilities or expansion of existing facilities, the construction of which could cause significant environmental effects is discussed on pages 3.14-41 through 3.14-45 of the Draft EIR.

   (b) Mitigation Measures. The following mitigation measure is hereby adopted and will be implemented as provided by the Mitigation Monitoring Program: Mitigation Measure 3.14-1.

   (c) Findings. Onsite storm drainage would be installed to serve the proposed Project. The City of Riverbank adopted a Low Impact Development Design and Specifications Manual to assist developers in meeting State and local mandates for storm water drainage. Negative impacts to the Stanislaus River, the San Joaquin Delta and regional wildlife have prompted many municipalities to design and adopt LID practices and guidelines. The CWSP is identified as a greenfield/rural residential property in the Low Impact Development Design and Specifications Manual and does not have any other land data available due to it being outside the current City limit line.

   Land planning for CWSP, the preliminary drainage studies, and the preliminary drainage design are integrated to emphasize water conservation, protect water quality, help reduce flooding, and improve the overall watershed health. The proposed LID practices are appropriate for the local and existing conditions found on the Plan Area.

   LID practices can greatly improve storm water quality by encouraging processes (such as sedimentation, filtration, or evapotranspiration) which reduce the pollutants present in urban and suburban runoff. The CWSP will utilize LID guidelines and specifications throughout the proposed storm drainage system to ensure better water quality, recharging of ground water supplies where feasible, and reduce community infrastructure costs. While the City of Riverbank collects fees for storm water collection and disposal, the Plan Area will be exempted from these fees. This exemption is appropriate as the CWSP will construct all necessary storm water collection and disposal facilities to serve the Plan Area, as well as set up a CFD or similar type financing district to maintain the system. Should the City require any of these facilities to provide capacity above and beyond the needs of the CWSP, reimbursement may be considered.

   The MU-1 property of the CWSP intends to utilize onsite storage and transmission to the existing offsite basin in the existing Crossroads development. Preliminary calculations that were computed for the site and existing grades helped to determine
that the existing basin just east of Oakdale Road and south of MID Lateral 6 has approximately eight acre-feet of additional storage capacity available to serve the proposed Project. It is the intent of the MU-1 property developer to use an on-site basin in conjunction with underground storage of storm water, surface water storage in parking areas, and landscaped swale areas. The design and construction of these improvements will adhere to the City’s LID Practices.

The MU-2 property will either need its own on-site collection system, or may tie into the collection facilities north or south of Morrill Road. The location of this connection will be determined as development occurs.

To summarize, the CWSP will conform to and utilize the LID practices set forth by the City of Riverbank. A combination of methods will be used in the Plan Area including underground filtration, which will be integrated into parking areas and landscape areas; bio-retention areas, such as the park basins; vegetated swales, which can be located in street landscape areas and parking lots; filter strips, designed to treat sheet flow from adjacent surfaces; and permeable pavement, which is a porous, load-bearing pavement that allows storm water runoff to pass through its surface layer.

Because the Plan Area could increase runoff significantly, Project impacts to stormwater are considered potentially significant. Mitigation Measure 3.14-1 requires the Project applicant to install a drainage system that meets this performance standard and, prior to issuance of grading permits, provide a drainage plan and report to the City of Riverbank for review and approval.

In accordance with Public Resources Code, § 21081, Mitigation Measure 3.14-1 is an appropriate change or alteration that has been required in, or incorporated into, the Project which avoids or substantially lessens the significant environmental effect as identified in the EIR. Based upon the EIR and the entire record before this City Council, this City Council finds that the potential to require or result in the construction of new storm water drainage facilities or expansion of existing facilities, the construction of which could cause significant environmental effects will be mitigated to a less than significant level.

V. FINDINGS AND RECOMMENDATIONS REGARDING THOSE IMPACTS WHICH ARE LESS THAN SIGNIFICANT OR LESS THAN CUMULATIVELY CONSIDERABLE

Specific impacts within the following categories of environmental effects were found to be less than significant as set forth in more detail in the Draft EIR.

Aesthetics and Visual Resources: The following specific impact was found to be less than significant: 3.1-2.
Agricultural Resources: The following specific impact was found to be less than significant: 3.2-2.

Air Quality: The following specific impacts were found to be less than significant: 3.3-3, 3.3-4, and 3.3-5.

Biological Resources: The following specific impacts were found to be less than significant: 3.4-1, 3.4-5, 3.4-7, 3.4-8, 3.4-9, and 3.4-10.

Cultural and Tribal Resources: The following specific impact was found to be less than significant: 3.5-2.

Geology and Soils: The following specific impact was found to be less than significant: 3.6-1.

Hazards and Hazardous Materials: The following specific impacts were found to be less than significant: 3.8-2, 3.8-3, 3.8-4, 3.8-5, 3.8-6, and 3.8-7.

Hydrology and Water Quality: The following specific impacts were found to be less than significant: 3.9-1, 3.9-3, 3.9-4, 3.9-6, and 3.9-7.

Land Use, Population, and Housing: The following specific impacts were found to be less than significant: 3.10-1, 3.10-2, 3.10-3, 3.10-4, and 3.10-5.

Noise: The following specific impact was found to be less than significant: 3.11-2.

Public Services and Recreation: The following specific impacts were found to be less than significant: 3.12-4 and 3.12-6.

Transportation and Circulation: The following specific impacts were found to be less than significant: 3.13-4, 3.13-21, 3.13-29, 3.13-30, and 3.13-31.

Utilities: The following specific impacts were found to be less than significant: 3.14-1, 3.14-2, 3.14-3, 3.14-4, 3.14-5, and 3.14-7.

Urban Decay: The following specific impact was found to be less than significant: 3.15-1.

The Project was found to have a less than cumulatively considerable contribution to specific impacts within the following categories of environmental effects as set forth in more detail in the Draft EIR.

Aesthetics and Visual Resources: The following specific impacts were found to be less than cumulatively considerable: 4.1 and 4.3.

Biological Resources: The following specific impact was found to be less than cumulatively considerable: 4.6.

Cultural and Tribal Resources: The following specific impact was found to be less than cumulatively considerable: 4.7.
CEQA FINDINGS

Geology and Soils: The following specific impact was found to be less than cumulatively considerable: 4.8.

Hazards and Hazardous Materials: The following specific impact was found to be less than cumulatively considerable: 4.10.

Hydrology and Water Quality: The following specific impacts were found to be less than cumulatively considerable: 4.11, 4.12, 4.13, and 4.14.

Land Use and Population: The following specific impacts were found to be less than cumulatively considerable: 4.15 and 4.16.

Public Services and Recreation: The following specific impact was found to be less than cumulatively considerable: 4.18.

Transportation and Circulation: The following specific impacts were found to be less than cumulatively considerable: 4.22, 4.24, 4.32, and 4.33.

Utilities: The following specific impacts were found to be less than cumulatively considerable: 4.34, 4.35, 4.36, and 4.37.

Urban Decay: The following specific impact was found to be less than cumulatively considerable: 4.38.

The above impacts are less than significant or less than cumulatively considerable for one of the following reasons:

- The EIR determined that the impact is less than significant for the Project;
- The EIR determined that the Project would have a less than cumulatively considerable contribution to the cumulative impact; or
- The EIR determined that the impact is beneficial (would be reduced) for the Project.

VI. PROJECT ALTERNATIVES

A. IDENTIFICATION OF PROJECT OBJECTIVES

An EIR is required to identify a range of reasonable alternatives to the project. The “range of potential alternatives to the project shall include those that could feasibly accomplish most of the basic purposes of the project and could avoid or substantially lessen one or more of the significant effects.” (CEQA Guidelines Section 15126.6(c).) “Among the factors that may be taken into account when addressing the feasibility of alternatives are site suitability, economic viability, availability of infrastructure, general plan consistency, other plans or regulatory limitations, jurisdictional boundaries (projects with a regionally significant impact should consider the regional context), and whether the proponent can reasonably acquire, control or otherwise have access to the alternative site (or the site is already owned by the proponent).” (CEQA Guidelines Section 15126.6(f)(1).)
The quantifiable objectives of the proposed Project include annexation of approximately 380 acres of land into the Riverbank City limits, and the subsequent development of land, which will include: Low Density Residential, Medium Density Residential, High Density Residential, Regional Sports Park, Mixed Use, Elementary School, Park/Basin, Neighborhood Park, and transportation and utility improvements.

The CWSP Project identifies the following objectives:

- Create opportunities for housing types responsive to current market conditions, with the flexibility to adapt to changing market conditions.
- Create synergy between this new Specific Plan Area, containing a mixture of urban uses, with Riverbank’s existing commercial node at Crossroads Shopping Center east of Oakdale Road across from the Project site.
- Develop the next logical planning area adjacent (to the west and northwest) of the City’s major existing commercial node at Crossroads Shopping Center.
- Provide housing opportunities for employees expected in Riverbank through the development of the Riverbank Industrial Complex.
- Provide opportunities for Riverbank residents to buy new homes in a newly created neighborhood.
- Eliminate the planning peninsula created by the city limits in northwest Riverbank by “squaring off” the city limits to the westernmost city limits at Patterson Road and the MID Main Canal.
- Develop areas adjacent to the city limits to minimize leap-frog development that has the fewest landowners and a land area with large parcels which improves the likelihood that the objectives of a specific plan can be achieved over time.
- Promote a balance of uses in the Plan including retail opportunities, schools, public facilities, parks and open space, and varying density residential.
- Promote a mix of urban uses that are linked to regional amenities and transportation systems.
- Provide a variety of pedestrian corridors throughout the Plan Area to promote connectivity, foster a sense of community and connect the residents of Riverbank to amenities and public facilities.
- Protect adjacent farmland operations by providing transitional buffers.
- Encourage energy efficiency and thoughtful use of resources through sustainable design practices and Low-Impact Design (LID) strategies.
- Promote friendly and inviting streetscapes through the use of landscape materials, street fixtures, furniture and design elements that reflect a high-quality development.
- Encourage the use of mixed architectural styles and materials.
- Reinforce existing retail uses to the east and designate sufficient retail, office and commercial land for job generating uses to improve the City’s jobs-to-housing balance.
- Create a safe and accessible link between neighborhoods, community facilities and shopping centers within the Plan Area and to the surrounding neighborhoods.

B. Alternatives Analysis in EIR
CEQA FINDINGS

The alternatives analysis provides a summary of the relative impact levels of significance associated with each alternative for each of the environmental issue areas analyzed in the Draft EIR. The environmental analysis for each of the alternatives is included at the project-level within each impact statement following the analysis for the proposed Project within Sections 3.1 through 3.15. The environmental analysis for each of the alternatives was completed at an equal level to the proposed Project. The cumulative analysis for each alternative is included in Chapter 4.0.

1. NO BUILD ALTERNATIVE:

The No Project (No Build) Alternative is discussed on pages 5.0-6 and 5.0-7 through 5.0-13 the Draft EIR. Under the No Project (No Build) Alternative development of the Plan Area would not occur, and the Plan Area would remain in its current existing condition. It is noted that the No Project (No Build) Alternative would fail to meet the Project objectives identified by the City of Riverbank.

Findings: Environmental benefits of this alternative over the proposed Project include the reduction of impacts to aesthetics and visual resources, agricultural resources, air quality, biological resources, cultural and tribal resources, geology and soils, greenhouse gases and climate change, hazards and hazardous materials, hydrology and water quality, land use, population, and housing, noise, public services and recreation, transportation and circulation, utilities, and urban decay.

While the City recognizes the environmental benefits of the No Project (No Build) Alternative, this alternative would not achieve any of the Project objectives. Specifically, this alternative would not: create opportunities for housing types responsive to current market conditions; create synergy between this new Specific Plan Area with Riverbank’s existing commercial node at Crossroads Shopping Center east of Oakdale Road across from the Project site; develop the next logical planning area adjacent (to the west and northwest) of the City’s major existing commercial node at Crossroads Shopping Center; provide housing opportunities for employees expected in Riverbank through the development of the Riverbank Industrial Complex; provide opportunities for Riverbank residents to buy new homes in a newly created neighborhood; eliminate the planning peninsula created by the city limits in northwest Riverbank; develop areas adjacent to the city limits to minimize leap-frog development; promote a balance of uses; promote a mix of urban uses that are linked to regional amenities and transportation systems; provide a variety of pedestrian corridors throughout the Plan Area; protect adjacent farmland operations by providing transitional buffers; encourage energy efficiency and thoughtful use of resources; promote friendly and inviting streetscapes; encourage the use of mixed architectural styles and materials; reinforce existing retail uses to the east and designate sufficient retail, office and commercial land for job generating uses to improve the City’s jobs-to-housing balance; and create a safe and accessible link between neighborhoods, community facilities and shopping centers within the Plan Area and to the surrounding neighborhoods.

This alternative is also potentially economically unfeasible because the alternative would not provide local jobs, or revenue generation for the City of Riverbank. This
alternative would not realize the project benefits of increased retail opportunities, additional employment opportunities, or new tax revenue. Property taxes and sales taxes would not be generated by this alternative as residential and commercial development would not occur. It is not a reasonable expectation for the property owner(s) to keep the Project site in the existing condition for the foreseeable future because of previous investments. For these reasons, this alternative is rejected.

2. **Off-Site Location Alternative:**

The **Off-Site Location Alternative** is discussed on pages 5.0-6 and 5.0-13 through 5.0-18 of the Draft EIR. Under the Off-Site Location Alternative, the proposed Project would be developed with the same amenities as described in the Project Description, but at an off-site location. As shown in Figure 5.0-1, this alternative would be located within the eastern portion of the City Primary Area Sphere of Influence (SOI), north of Claribel Road, west of Eleanor Avenue, south of California Avenue, and east of Claus Road. This alternative location includes approximately 376.52 acres. The existing City land use designations for the Off-Site Location Alternative include: Community Commercial (29.1 acres), Industrial / Business Park (77.2 acres), Lower Density Residential (127.9 acres), Medium-Density Residential (132.9 acres), and Mixed Use (2.0 acres).

Under the Off-Site Location Alternative, the same number of residential units as the proposed Project (1,539 to 2,852 units) would be constructed. Additionally, all of the residences would have equal lot sizes, and a comparable amount of parks and open space uses would be located throughout the off-site location. This alternative would also plan for possible future civic uses such as an elementary school, middle school, as well as a fire station site. The Off-Site Location Alternative would include the same amount of Mixed Use areas as the Project, and would provide an estimated 387,000 to 577,000 square feet (sf) of commercial/retail uses, identical to the proposed Project.

**Findings:** There would be no environmental benefits of this alternative over the proposed Project because this alternative would not reduce impacts in any resources areas, and would result in equal or similar impacts. On balance, the alternative is less desirable than the Project and does not lessen any environmental impacts or provide the same level of benefits as the proposed Project. This alternative would not likely avoid any of the significant and unavoidable impacts of the Project.

Additionally, this alternative would not achieve all of the Project objectives, particularly those related to the western Riverbank location proposed by the Project. Specifically, this alternative would not eliminate the planning peninsula created by the city limits in northwest Riverbank by “squearing off” the city limits to the westernmost city limits at Patterson Road and the MID Main Canal. This alternative would also not create a synergy with Riverbank’s existing commercial node at Crossroads Shopping Center east of Oakdale Road across from the Project site or develop the next logical planning area adjacent to the Crossroads Shopping Center. Further, this alternative would not reinforce existing retail uses to the east of the Project site. Lastly, the off-site location would be considered leap-frog development that does not have the fewest landowners
and a land area with large parcels which improves the likelihood that the objectives of a specific plan can be achieved over time.

This alternative is also potentially economically unfeasible because the Project applicants do not own the off-site location parcels. It is not a reasonable expectation for the property owner(s) to keep the Project site in the existing condition for the foreseeable future because of previous investments. Increased land purchasing costs and an associated delay in construction could result from this alternative when compared to the Project. For these reasons, this alternative is rejected.

3. Increased Density Alternative:

The Increased Density Alternative is discussed on pages 5.0-6, 5.0-7 and 5.0-19 through 5.0-25 of the Draft EIR. Under the Increased Density Alternative, the proposed Project would be developed with the same amenities as described in the Project Description, but the density of the residential uses would be increased. This alternative would include development of more apartments and auto court multi-family units than under the proposed Project. Under the Increased Density Alternative, the same number of residential units as the proposed Project (1,539 to 2,852 units) would be constructed. However, this alternative would include development of 50% medium and high density units, and 50% low density units. The residential areas would be clustered throughout the Project site at increased densities to allow for a decrease in the total development area from 387.5 acres under the proposed Project to 300.0 acres. This alternative would also plan for possible future civic uses such as an elementary school, middle school, as well as a fire station site. Additionally, the Mixed Use areas would provide an estimated 387,000 to 577,000 sf of commercial/retail uses, identical to the proposed Project.

Findings: Environmental benefits of this alternative over the proposed Project include the reduction of impacts to aesthetics and visual resources, agricultural resources, air quality, biological resources, cultural and tribal resources, geology and soils, greenhouse gases and climate change, and hydrology and water quality. The remaining resources areas would have equal or similar impacts to the Project.

On balance, the alternative is less desirable than the Project and does not lessen the overall environmental impacts nor provide the same level of benefits as the proposed Project. While the City recognizes the environmental benefits of this alternative, this alternative would not achieve all of the Project objectives as this alternative would not develop the entire 387.5-acre Project site. This alternative would provide fewer low density units, which would result in fewer opportunities for Riverbank residents to buy new single family residential homes in newly created neighborhoods. This would also reduce the property tax revenue generation as compared to the Project.

This alternative is also potentially economically unfeasible due to the elimination of 87.5-acres of the Project site. This landowner, or landowners, would be left with fully or partially undeveloped parcels. For these reasons, this alternative is rejected.
4. **LOWER DENSITY ALTERNATIVE:**

The **Lower Density Alternative** is discussed on pages 5.0-7 and 5.0-25 through 5.0-31 of the Draft EIR. Under the Lower Density Alternative, the proposed Project would be developed in such a way to promote larger lot sizes and to reduce the overall footprint of the developed areas. This alternative would include development of custom homes on approximately 10,000 sf lots, as compared to the 4,000 to 6,000 sf lot sizes for the low density residential units proposed by the Project. Under the Lower Density Alternative, the same number of residential units as the proposed Project (1,539 to 2,852 units) would be constructed. This alternative would also plan for possible future civic uses such as an elementary school, middle school, as well as a fire station site. Additionally, the Mixed Use areas would provide an estimated 387,000 to 577,000 sf of commercial/retail uses, identical to the proposed Project.

**Findings:** Environmental benefits of this alternative over the proposed Project include the reduction of impacts to hydrology and water quality. The remaining resources areas would have equal or similar impacts to the Project.

On balance, the alternative is less desirable than the Project and does not provide the same level of benefits as the proposed Project. This alternative would not achieve all of the Project objectives. This alternative would not provide opportunities for a variety of housing types because all houses would be constructed on the same size lots, which eliminates flexibility to adapt to changing markets. Additionally, this would reduce the walkability of the Plan Area by increasing lot sizes and street block lengths.

Further, this alternative would provide less economic growth and development consistent with the policies of the City’s General Plan. On balance, the minor environmental benefits that might be achieved with this alternative are outweighed, independently and separately, by the reasons described above, and the failure of this alternative to provide the same level of benefits as the Project. In conclusion, this alternative would not provide the variety of new residential opportunities for the City. For these reasons, this alternative is rejected.

6. **ENVIRONMENTALLY SUPERIOR ALTERNATIVE:**

CEQA requires that an environmentally superior alternative be identified among the alternatives that are analyzed in the EIR. If the No Project Alternative is the environmentally superior alternative, an EIR must also identify an environmentally superior alternative among the other alternatives (CEQA Guidelines Section 15126.6(e)(2)). The environmentally superior alternative is that alternative with the least adverse environmental impacts when compared to the proposed project.

As shown on Table 5.0-1 of the Draft EIR (on page 5.0-32), a comparison of alternatives is presented. The No Project (No Build) Alternative is the environmentally superior alternative. However, as required by CEQA, when the No Project (No Build) Alternative is the environmentally superior alternative, the environmentally superior alternative among the others must be identified. The Off-Site Location Alternative would not reduce impacts related to any environmental issue. The Increased Density Alternative would reduce impacts in eight areas, and the Lower Density
Alternative would reduce impacts in one area. Therefore, the Increased Density Alternative would be the next environmentally superior alternative.

It should be noted that the Increased Density Alternative does not meet all of the Project objectives. This alternative would provide fewer low density units, which would result in fewer opportunities for Riverbank residents to buy new single family residential homes in newly created neighborhoods. This would also reduce the property tax revenue generation as compared to the Project. While the City recognizes the environmental benefits of the Increased Density Alternative, this alternative would not develop and annex the entire Project site, and would not result in the mix of residential uses that are identified in the Project objectives under full buildout of the Project site.

For the reasons provided above, this alternative is rejected.

VII. STATEMENTS OF OVERRIDING CONSIDERATIONS RELATED TO THE CROSSROADS WEST SPECIFIC PLAN FINDINGS

As described in detail in Section III of these Findings, the following significant and unavoidable impacts could occur with implementation of the Project:

- Impact 3.1-1: Project implementation may result in substantial adverse effects on scenic vistas and resources or substantial degradation of visual character
- Impact 3.2-1: The proposed Project has the potential to result in the conversion of Farmlands, including Prime Farmland and Farmland of Statewide Importance, as shown on the maps prepared pursuant to the Farmland Mapping and Monitoring Program of the California Resources Agency, to non-agricultural uses
- Impact 3.3-1: Project operation has the potential to conflict with or obstruct implementation of an applicable air quality plan, cause a violation of an air quality standard, or contribute substantially to an existing or projected air quality violation
- Impact 3.3-2: Project construction has the potential to cause a violation of an air quality standard or contribute substantially to an existing or projected air quality violation
- Impact 3.7-1: Potential to generate greenhouse gas emissions, either directly or indirectly, that may have a significant impact on the environment or potential to conflict with an applicable plan, policy, or regulation adopted for the purpose of reducing the emissions of greenhouse gases
- Impact 3.7-2: Cumulative impact on climate change from increased Project-related greenhouse gas emissions
- Impact 3.11-3: The proposed Project may generate unacceptable traffic noise levels at existing receptors
- Impact 3.12-2: The proposed Project has the potential to require the construction of fire department facilities which may cause substantial adverse physical environmental impacts
- Impact 3.12-3: The proposed Project has the potential to require the construction of school facilities which may cause substantial adverse physical environmental impacts
- Impact 3.13-1: Under Existing conditions, the proposed Project would result in a significant impact at the Patterson Road / Coffee Road intersection
Impact 3.13-2: Under Existing conditions, the proposed Project would result in a significant impact at the Claribel Road / Oakdale Road intersection.

Impact 3.13-5: Under Existing conditions, the proposed Project would result in a significant impact at the segment of Patterson Road from McHenry Avenue to Coffee Road.

Impact 3.13-6: Under Existing conditions, the proposed Project would result in a significant impact at the segment of Claribel Road from McHenry Avenue to Coffee Road.

Impact 3.13-7: Under Existing conditions, the proposed Project would result in a significant impact at the segment of Claribel Road from Oakdale Road to Claus Road.

Impact 3.13-8: Under Existing conditions, the proposed Project would result in a significant impact at the segment of Coffee Road between Claribel Road and Claratina Avenue, located in the City of Modesto.

Impact 3.13-10: Under Existing conditions, the proposed Project would result in a significant impact at the segment of Oakdale Road between Claribel Road and Claratina Avenue, located in the City of Modesto.

Impact 3.13-15: Under EPAP conditions, the proposed Project would result in a significant impact at the McHenry Avenue / Kiernan Avenue / Claribel Avenue intersection.

Impact 3.13-16: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Patterson Road / Coffee Road intersection.

Impact 3.13-17: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Coffee Road / Morrill Road intersection.

Impact 3.13-18: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Coffee Road / Relocated Crawford Road intersection.

Impact 3.13-20: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Claribel Road / Oakdale Road intersection.

Impact 3.13-22: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Roselle Avenue / Sylvan Avenue intersection.

Impact 3.13-23: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Coffee Avenue / Claratina Avenue intersection.

Impact 3.13-24: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the segment of Coffee Road between Morrill Road and the relocated Crawford Road.

Impact 3.13-25: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the segment of Coffee Road between the relocated Crawford Road and the realigned Claribel Road intersection.

Impact 3.13-26: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the segment of Coffee Road between the realigned Claribel Road intersection and NCC in the City of Modesto.

Impact 3.13-27: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the segment of Oakdale Road between the Claribel Road intersection and NCC.

Impact 3.13-28: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the segment of Roselle Avenue between the Claribel Road intersection and NCC.
CEQA FINDINGS

- Impact 4.2: Cumulative Degradation of the Existing Visual Character of the Region
- Impact 4.4: Cumulative Impact on Agricultural Resources
- Impact 4.5: Cumulative Impact on the Region's Air Quality
- Impact 4.9: Cumulative Impact on Climate Change from Increased Project-Related Greenhouse Gas Emissions
- Impact 4.17: Cumulative Exposure of Existing and Future Noise-Sensitive Land Uses to Increased Noise Resulting from Cumulative Development
- Impact 4.19: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Patterson Road / Coffee Road intersection
- Impact 4.20: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Coffee Road / Morrill Road intersection
- Impact 4.21: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Coffee Road / Relocated Crawford Road intersection
- Impact 4.23: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Claribel Road / Oakdale Road intersection
- Impact 4.25: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Roselle Avenue / Sylvan Avenue intersection
- Impact 4.26: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Coffee Avenue / Claratina Avenue intersection
- Impact 4.27: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the segment of Coffee Road between Morrill Road and the relocated Crawford Road
- Impact 4.28: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the segment of Coffee Road between the relocated Crawford Road and the realigned Claribel Road intersection
- Impact 4.29: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the segment of Coffee Road between the realigned Claribel Road intersection and NCC
- Impact 4.30: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the segment of Oakdale Road between the Claribel Road intersection and NCC
- Impact 4.31: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the segment of Roselle Avenue between the Claribel Road intersection and NCC

The adverse effects listed above, and described in detail in Section III, are substantive issues of concern to the City. However, the City of Riverbank has a General Plan that provides for an array of land uses throughout the City that are intended to accommodate the City's needs for growth over the foreseeable future. The proposed Project has been designated with land uses that are intended to generate jobs and tax revenue for the City, while providing recreational facilities, retail opportunities, and housing opportunities. The proposed Project would provide an increase in local jobs that could be served by the citizens of Riverbank, which could reduce the number of citizens commuting to areas outside of the City. Implementation of the propose Project would provide job
growth to the area. It is anticipated that local employment would be increased to provide administrative, management, visitor-serving areas, and retail services. The proposed Project is expected to require both full-time and part-time employees. Additionally, development of the Project would provide short-term employment opportunities within the construction, engineering, and design field, among others. The actual number of jobs would vary by the actual businesses and types of businesses that locate within the Project site.

The Project would also provide nearby housing opportunities for current and future residents. Implementation of the Project would increase the housing supply in the western portion of the City, which could spur development, economic growth, and tax generation within the area. Additionally, the proposed Project would generate tax revenue that the City would not otherwise benefit from if the Project was not developed. The job creating uses, additional housing opportunities, and tax benefits discussed above would ultimately improve the overall quality of life in the City of Riverbank.

Based on the entire record and the EIR, the economic and social benefits of the Project in Riverbank outweigh and override any significant unavoidable environmental effects that would result from future Project implementation as more fully described in Section III, Findings and Recommendations Regarding Significant and Unavoidable Impacts. The City Council has determined that any environmental detriment caused by the proposed Project has been minimized to the extent feasible through the mitigation measures identified herein, and, where mitigation is not feasible, has been outweighed and counterbalanced by the significant social, environmental, and land use benefits to be generated within the region.
This page left intentionally blank.
Exhibit B – CWSP Mitigation and Monitoring Reporting Program
This document is the Final Mitigation Monitoring and Reporting Program (FMMRP) for the Crossroads West Specific Plan Project (Project). This FMMRP has been prepared pursuant to Section 21081.6 of the California Public Resources Code, which requires public agencies to “adopt a reporting and monitoring program for the changes made to the project or conditions of project approval, adopted in order to mitigate or avoid significant effects on the environment.” A FMMRP is required for the proposed Project because the EIR has identified significant adverse impacts, and measures have been identified to mitigate those impacts.

The numbering of the individual mitigation measures follows the numbering sequence as found in the Draft EIR, some of which were revised after the Draft EIR were prepared. These revisions are shown in Chapter 3.0 of the Final EIR. All revisions to mitigation measures that were necessary as a result of responding to public comments and incorporating staff-initiated revisions have been incorporated into this FMMRP.

4.1 Mitigation Monitoring and Reporting Program

The FMMRP, as outlined in the following table, describes mitigation timing, monitoring responsibilities, and compliance verification responsibility for all mitigation measures identified in this Final EIR.

The City of Riverbank will be the primary agency responsible for implementing the mitigation measures and will continue to monitor mitigation measures that are required to be implemented during the operation of the Project.

The FMMRP is presented in tabular form on the following pages. The components of the FMMRP are described briefly below:

- **Mitigation Measures**: The mitigation measures are taken from the Draft EIR in the same order that they appear in that document.

- **Mitigation Timing**: Identifies at which stage of the Project mitigation must be completed.

- **Monitoring Responsibility**: Identifies the agency that is responsible for mitigation monitoring.

- **Compliance Verification**: This is a space that is available for the monitor to date and initial when the monitoring or mitigation implementation took place.
### Table 4.0-1: Mitigation Monitoring and Reporting Program

<table>
<thead>
<tr>
<th>Environmental Impact</th>
<th>Mitigation Measure</th>
<th>Monitoring Responsibility</th>
<th>Timing</th>
<th>Verification (Date/Initials)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Aesthetics and Visual Resources</td>
<td>Impact 3.1-3: Project implementation may result in light and glare impacts. Mitigation Measure 3.1-1: A lighting plan shall be prepared for each phase of development. The lighting plan shall demonstrate that the lighting systems and other exterior lighting throughout the phase of development has been designed to minimize light spillage onto adjacent properties to the greatest extent feasible. Use of LED lighting or other proven energy efficient lighting shall be required for facilities to be dedicated to the City of Riverbank for maintenance.</td>
<td>City of Riverbank Development Services Department</td>
<td>Prior to the approval of the Site Plan review for each phase</td>
<td></td>
</tr>
<tr>
<td>Agricultural Resources</td>
<td>Impact 3.2-1: The proposed Project has the potential to result in the conversion of Farmlands, including Prime Farmland, Unique Farmland, and Farmland of Statewide Importance, as shown on the maps prepared pursuant to the Farmland Mapping and Monitoring Program of the California Resources Agency, to non-agricultural uses. Mitigation Measure 3.2-1: Prior to the issuance of grading permits, building permits, or final map approval on the subject residential property, the Project applicant shall secure permanent protection of offsite farmland based on a 1:1 ratio to the amount of gross Farmland converted as a result of Project development, consistent with the requirements of the City's Sustainable Agricultural Strategy. The acreage requiring agricultural mitigation shall be equal to the portion of the project site dedicated to residential uses which would be subject to the discretionary development entitlement and lands designated as Prime Farmland, Farmland of Statewide Importance, or Unique Farmland. Permanent preservation shall consist of the purchase of agricultural conservation easements granted in perpetuity from willing seller(s), enforceable deed restrictions, purchase of banked mitigation credits, or other conservation mechanisms acceptable to the City. Land set aside for permanent preservation shall: (1) be of equal or better soil quality, have a dependable and sustainable supply of irrigation water, and be located within Stanislaus County; and (2) not be previously encumbered by a conservation easement of any nature. The permanent protection of farmland shall be accomplished by either: (1) the landowner/developer working directly with an established farmland trust or similar organization, such as the Central Valley Farmland Trust, and providing certification satisfactory to the City that such lands have been permanently preserved at the specified ratio; or (2) it is the City's intent to work with a qualified land trust or similar organization, such as the Central Valley Farmland Trust, to establish a fee for agricultural land conservation easements.</td>
<td>City of Riverbank Development Services Department</td>
<td>Prior to the issuance of grading permits, building permits, or final map approval on the subject residential property</td>
<td></td>
</tr>
</tbody>
</table>
## Final Mitigation Monitoring and Reporting Program

<table>
<thead>
<tr>
<th>Environmental Impact</th>
<th>Mitigation Measure</th>
<th>Monitoring Responsibility</th>
<th>Timing</th>
<th>Verification (Date/Initials)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mitigation Measure 3.2-2: Prior to the conversion of agricultural lands in the Plan Area, the Project applicant shall participate in the Stanislaus LAFCo’s Agricultural Preservation Policy (as amended on March 25, 2015), consistent with the City's Sustainable Agricultural Strategy. The Project applicant shall prepare a “Plan for Agricultural Preservation”, which shall include information such as the Project’s direct and indirect impacts to agricultural resources, the availability of other lands in the City of Riverbank’s existing boundaries, and relevant General Plan policies. The Plan shall also specify the method or strategy proposed to minimize the loss of agricultural lands. The information provided in the Plan shall be consistent with the environmental documentation prepared by the City.</td>
<td>Stanislaus LAFCo</td>
<td>Prior to the conversion of agricultural lands in the Plan Area</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Impact 3.2-3: The proposed Project has the potential to result in conflicts with adjacent agricultural lands or indirectly cause conversion of agricultural lands.</td>
<td>Mitigation Measure 3.2-3: Prior to approval of any Final Maps, “Right to Farm” language shall be presented to the City for approval and recordation against the affected property. The proposed language shall contain the following statement: “All persons purchasing lots within the boundaries of this approved map should be prepared to accept the inconveniences associated with agricultural operations, such as noise, odors, flies, dust or fumes. Stanislaus County has determined that such inconveniences shall not be considered to be a nuisance if agricultural operations are consistent with accepted customs and standards.”</td>
<td>City of Riverbank Development Services Department</td>
<td>Prior to approval of any Final Maps</td>
<td></td>
</tr>
<tr>
<td>Air Quality</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Impact 3.3-1: Project operation has the potential to conflict with or obstruct implementation of an applicable air quality plan, cause a violation of an air quality standard, or contribute substantially to an existing or projected air quality violation.</td>
<td>Mitigation Measure 3.3-1: The Project proponent shall submit an Air Impact Assessment (AIA) application to the San Joaquin Valley Air Pollution Control District in accordance with District Rule 9510 Indirect Source Review (ISR) to obtain AIA approval from the District for the phase or Project component that is to be constructed. Prior to the issuance of a building permit of each individual phase or Project component, the Project proponent shall incorporate mitigation measures into the proposed Project and demonstrate compliance with District Rule 9510 including payment of all fees.</td>
<td>San Joaquin Valley Air Pollution Control District</td>
<td>Prior to final approval of improvement plans for each phase</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Mitigation Measure 3.3-2: Prior to the approval of improvement plans, the Project proponent shall incorporate measures that reduce vehicle emissions. The measures will be implemented through project design, conditions of approval, noticing and disclosure statements, or through the City’s plan check and inspection process. This mitigation measure is intended to ensure that the best available and practical approaches are used to reduce operational emissions. Appropriate measures shall be selected by the City in</td>
<td>City of Riverbank Development Services Department</td>
<td>Prior to the approval of improvement plans for each phase</td>
<td></td>
</tr>
</tbody>
</table>
**4.0 FINAL MITIGATION MONITORING AND REPORTING PROGRAM**

<table>
<thead>
<tr>
<th>ENVIRONMENTAL IMPACT</th>
<th>MITIGATION MEASURE</th>
<th>MONITORING RESPONSIBILITY</th>
<th>TIMING</th>
<th>VERIFICATION (DATE/INITIALS)</th>
</tr>
</thead>
<tbody>
<tr>
<td>consultation with SJVAPCD, and shall include, at a minimum, the following features into the applicable Project plans (e.g. site, engineering, landscaping, etc.):</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Provide bus turnouts and transit improvements where requested by the San Joaquin RTD.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Design streets and trails to maximize pedestrian and bicycle connectivity, safety, and access to transit lines, including pedestrian and bicycle signalization, signage and safety designs at signalized intersections.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Provide traffic calming measures on all streets and intersections. Traffic calming features may include marked crosswalks, countdown signal timers, curb extensions, speed tables, raised crosswalks, raised intersections, median islands, tight corner radii, narrow roadways, traffic circles, on-street parking, planter strips with streets trees, chicanes/chokers, or other improvements designed to reduce motor vehicle speeds and encourage pedestrian and bicycle trips.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Provide street lighting along internal roadways and bike lanes/paths, sidewalks.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Provide vanpool parking only spaces and preferential parking for carpools to accommodate carpools and vanpools in employment areas.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Provide bicycle parking areas near the entrance of commercial establishments.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Provide pedestrian signalization, signage and safety designs at signalized intersections.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Require shade trees to shade sidewalks in street-side landscaping areas.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Mitigation Measure 3.3-3**: Prior the approval of improvement plans, the Project proponent shall prepare and implement, and/or require the implementation of, high-efficiency lighting throughout all portions of the Plan Area (for example: metal halide post top lights, or LEDs, as opposed to City of Riverbank Development Services Prior to the approval of improvement
### Mitigation Measure 3.3-4:
Prior to the approval of improvement plans, the Project proponent shall prepare and implement, and the City shall require the implementation of, the following additional mitigation measures:

- Use low-VOC paint (indoor and outdoor, for both residential and non-residential uses).
- Use only natural gas hearths (or no hearths).
- Apply a Water Conservation Strategy to achieve reductions in outdoor water usage through installation of water-efficient irrigation systems, and landscaping with native and drought-tolerant plants that also reduce the need for gas-powered landscape maintenance equipment.
- Require all flat roofs on non-residential structures to have a white or silver cap sheet to reduce energy demand.
- Install low flow bathroom faucets.
- Install low-flow kitchen faucets.
- Install low-flow toilets.
- Install low-flow showers.
- Use water-efficient irrigation systems.

### Mitigation Measure 3.3-5:
To reduce construction-related emissions, the following measures shall be implemented:

- Prior to year 2025, construction contracts for development in the Plan Area shall specify use of off-road construction equipment that achieves fleet average emissions equal to or less than the Tier III emissions standard of 4.8 NOx grams per horsepower-hour (g/hp-hr). The fleet average can be achieved through any combination of uncontrolled engines complying with Tier III and above engine standards. Beginning in 2025, construction contracts for development in the Plan Area shall specify use of off-road construction equipment that achieves fleet average emissions equal to or less than the Tier III emissions standard of 2.8 NOx grams per horsepower-hour (g/hp-hr).
to or less than the Tier IV emissions standards of NOx g/hp-hr. The fleet average can be achieved through any combination of controlled engines complying with Tier IV and above engine standards.

- Prior to issuance of a grading or building permit, the project applicant shall submit a Fugitive Dust Control Plan to SJVAPCD for review and approval. The Fugitive Dust Control Plan shall reduce emissions, during construction of PM10 and PM2.5 and shall include the following:
  - Names, addresses and phone numbers of persons responsible for the preparation, submission and implementation of the plan.
  - Description and location of operations.
  - Listing of all fugitive dust emissions sources included in the operation.
  - The following dust control measures shall be implemented:
    - All on-site unpaved roads shall be effectively stabilized using water or chemical stabilizers that can be determined to be as efficient as or more efficient for fugitive dust control than California Air Resources Board approved soil stabilizers, and that shall not increase any other environmental impacts including loss of vegetation.
    - All material excavated or graded will be sufficiently watered to prevent excessive dust. Watering will occur as needed with complete coverage of disturbed areas. The excavated soil piles will be watered as needed to limit dust emissions to less than 20 percent opacity or covered with temporary coverings.
    - Construction activities that occur on unpaved surfaces will be discontinued during windy conditions when winds exceed 25 miles per hour and those activities cause visible dust plumes.

<table>
<thead>
<tr>
<th>ENVIRONMENTAL IMPACT</th>
<th>MITIGATION MEASURE</th>
<th>MONITORING RESPONSIBILITY</th>
<th>TIMING</th>
<th>VERIFICATION (DATE/INITIALS)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

4.0-6 Final Environmental Impact Report – Crossroads West Specific Plan
<table>
<thead>
<tr>
<th><strong>ENVIRONMENTAL IMPACT</strong></th>
<th><strong>MITIGATION MEASURE</strong></th>
<th><strong>MONITORING RESPONSIBILITY</strong></th>
<th><strong>TIMING</strong></th>
<th><strong>VERIFICATION (DATE/INITIALS)</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Construction activities may continue if dust suppression measures are used to minimize visible dust plumes.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Track-out debris onto public paved roads shall not extend 50 feet or more from an active operation and track-out shall be removed or isolated such as behind a locked gate at the conclusion of each workday.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>All hauling materials should be moist while being loaded into dump trucks.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>All haul trucks hauling soil, sand and other loose material on public roads shall be covered (e.g., with tarps or other enclosures that would reduce fugitive dust emissions).</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Soil loads shall be kept below 6 inches of the freeboard of the truck.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Drop heights should be minimized when loaders dump soil into trucks.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Gate seals should be tight on dump trucks.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Traffic speeds on unpaved roads shall be limited to a maximum of 15 miles per hour.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>All grading activities shall be suspended when visible dust emissions exceed 20 percent.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other fugitive dust control measures as necessary to comply with SJVAPCD Rules and Regulations.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Disturbed areas should be minimized.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**BIOLOGICAL RESOURCES**

**Impact 3.4-2:** The potential to have direct or indirect effects on special-status reptile and

**Mitigation Measure 3.4-1:** The project proponent shall implement the following measures to avoid or minimize impacts on western pond turtle:

City of Riverbank Development

Prior to commencement of any
**ENVIRONMENTAL IMPACT** | **MITIGATION MEASURE** | **MONITORING RESPONSIBILITY** | **TIMING** | **VERIFICATION (DATE/INITIALS)**
--- | --- | --- | --- | ---
amphibian species. | • Ground-disturbing activities in areas of potential pond turtle nesting habitat shall be avoided during the nesting season (April–August), to the extent feasible.  
• A preconstruction survey for western pond turtles within aquatic habitats and adjacent suitable uplands to be disturbed by project activities shall be conducted by a qualified biologist. In aquatic habitats which may be dewatered during project construction, surveys shall be conducted immediately after dewatering and before any subsequent disturbance. Elsewhere, surveys shall be conducted within 24 hours before project disturbance.  
• If pond turtles are found during preconstruction surveys, a qualified biologist, with approval from CDFW, shall move the turtles to the nearest suitable habitat outside the area subject to project disturbance. The construction area shall be reinspected whenever a lapse in construction activity of 2 weeks or more has occurred.  
• Construction personnel performing activities within aquatic habitats and adjacent suitable uplands to be disturbed by project activities shall receive worker environmental awareness training from a qualified biologist to instruct workers to recognize western pond turtle, their habitats, and measures being implemented for its protection.  
• Construction personnel shall observe a 15-miles-per-hour speed limit on unpaved roads. | Services Department  
California Department of Fish and Wildlife  
Qualified Biologist | | grading activities |

**Mitigation Measure 3.4-2:** The project proponent shall implement the following measures to avoid or minimize impacts on giant garter snake:

• In areas within 200 feet of any irrigation ditch (potential GGS aquatic habitat) construction will occur during the GGS active season of May 1 through October 1.  
• Construction personnel shall receive worker environmental awareness training to instruct workers to recognize giant garter snake and their habitats.  
• Within 24 hours before construction activities, areas within 200 feet of any irrigation ditch (potential GGS aquatic habitat) shall be
surveyed for giant garter snake. The survey shall be repeated if a lapse in construction activity of 2 weeks or greater has occurred. If a giant garter snake is encountered during construction, activities within 200 feet of the irrigation ditches shall cease until appropriate corrective measures have been completed or it is determined by the qualified biologist and City staff, in coordination with USFWS and CDFW, that the giant garter snake shall not be harmed. Any sightings shall be reported to USFWS and CDFW immediately.

- A biological onsite monitor will be present during initial ground-disturbing activities within 200 feet of any irrigation ditch or potential GGS habitat within the CWSP Plan Area

- Construction vehicles would require low-speed limits within such sites to lessen the probability that the species could be run over by vehicles and equipment.

- Any aquatic habitat for the snake that is dewatered shall remain dry for at least 15 consecutive days after April 15 and before excavating or filling of the dewatered habitat. If complete dewatering is not possible, potential snake prey (e.g., fish and tadpoles) will be removed so that snakes and other wildlife are not attracted to the construction area.

- Giant garter snake aquatic habitat to be avoided (i.e. irrigation ditches) within or adjacent to construction areas will be fenced and designated as environmentally sensitive areas. These areas shall be avoided by all construction personnel.

Impact 3.4-3: The potential to have direct or indirect effects on special-status bird species.

**Mitigation Measure 3.4-3:** The project proponent shall implement the following measure to avoid or minimize impacts on western burrowing owl:

- No less than 14 days before initiating ground disturbance activities, a qualified biologist shall complete an initial take avoidance survey using the recommended methods described in the Detection Surveys section of the March 7, 2012, CDFW Staff Report on Burrowing Owl Mitigation (CDFW 2012). Implementation of avoidance and minimization measures (as presented in the March 7, 2012, CDFW Staff Report on Burrowing Owl Mitigation) would be triggered if the initial take avoidance survey results in positive owl presence in

<table>
<thead>
<tr>
<th>ENVIRONMENTAL IMPACT</th>
<th>MITIGATION MEASURE</th>
<th>MONITORING RESPONSIBILITY</th>
<th>TIMING</th>
<th>VERIFICATION (DATE/INITIALS)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>surveyed for giant garter snake. The survey shall be repeated if a lapse in construction activity of 2 weeks or greater has occurred. If a giant garter snake is encountered during construction, activities within 200 feet of the irrigation ditches shall cease until appropriate corrective measures have been completed or it is determined by the qualified biologist and City staff, in coordination with USFWS and CDFW, that the giant garter snake shall not be harmed. Any sightings shall be reported to USFWS and CDFW immediately.</td>
<td>Qualified Biologist</td>
<td>U.S. Fish and Wildlife Service</td>
<td>No less than 14 days before initiating ground disturbance activities</td>
</tr>
</tbody>
</table>
### Final Mitigation Monitoring and Reporting Program

<table>
<thead>
<tr>
<th>Environmental Impact</th>
<th>Mitigation Measure</th>
<th>Monitoring Responsibility</th>
<th>Timing</th>
<th>Verification (Date/Initials)</th>
</tr>
</thead>
<tbody>
<tr>
<td>the Plan Area where project activities shall occur. If needed, the development of avoidance and minimization approaches shall be developed in coordination with CDFW.</td>
<td><strong>Mitigation Measure 3.4-4:</strong> The project proponent shall implement the following measures to avoid or minimize impacts on Swainson’s hawk:</td>
<td>Fish and Wildlife</td>
<td>No more than 30 days before commencement of construction</td>
<td></td>
</tr>
<tr>
<td>• No more than 30 days before the commencement of construction, a qualified biologist shall perform preconstruction surveys for nesting Swainson’s hawk and other raptors during the nesting season (February 1 through August 31).</td>
<td></td>
<td>City of Riverbank Development Services Department</td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Appropriate buffers shall be established and maintained around active nest sites during construction activities to avoid nest failure as a result of project activities. The appropriate size and shape of the buffers shall be determined by a qualified biologist, in coordination with CDFW, and may vary depending on the nest location, nest stage, and construction activity. The buffers may be adjusted if a qualified biologist determines it would not be likely to adversely affect the nest. Monitoring shall be conducted to confirm that project activity is not resulting in detectable adverse effects on nesting birds or their young. No project activity shall commence within the buffer areas until a qualified biologist has determined that the young have fledged or the nest site is otherwise no longer in use.</td>
<td></td>
<td>Qualified Biologist</td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Before the commencement of construction, the project proponent shall provide compensatory mitigation for the permanent loss of Swainson’s hawk foraging habitat. Mitigation shall be at the CDFW specified ratios, which are based on distance to nests. The Plan Area’s distance to the closest nest currently falls within the range of “within 5 miles of an active nest tree but greater than 1 mile from the nest tree.” As such, the Project shall currently be responsible for 0.75 acres of each acre of urban development authorized (0-75:1 ratio). The project proponent shall either provide lands protected through fee title acquisition or conservation easement (acceptable to the CDFW) on agricultural lands or other suitable habitats which provide foraging habitat for Swainson’s hawk.</td>
<td>California Department of Fish and Wildlife</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Mitigation Measure 3.4-5:</strong> The project proponent shall implement the following measure to avoid or minimize impacts on other protected bird</td>
<td>City of Riverbank Development</td>
<td>Prior to ground disturbing</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
species that may occur on the site:

- Preconstruction surveys for active nests of special-status birds shall be conducted by a qualified biologist in all areas of suitable habitat within 500 feet of project disturbance. Surveys shall be conducted within 14 days before commencement of any construction activities that occur during the nesting season (February 15 to August 31) in a given area.

- If any active nests, or behaviors indicating that active nests are present, are observed, appropriate buffers around the nest sites shall be determined by a qualified biologist to avoid nest failure resulting from project activities. The size of the buffer shall depend on the species, nest location, nest stage, and specific construction activities to be performed while the nest is active. The buffers may be adjusted if a qualified biologist determines it would not be likely to adversely affect the nest. If buffers are adjusted, monitoring will be conducted to confirm that project activity is not resulting in detectable adverse effects on nesting birds or their young. No project activity shall commence within the buffer areas until a qualified biologist has determined that the young have fledged or the nest site is otherwise no longer in use.

### Mitigation Measure 3.4-6: The project proponent shall implement the following measures to avoid or minimize impacts on special-status bats:

- If removal of suitable roosting areas (i.e. buildings, trees, shrubs, bridges, etc.) must occur during the bat pupping season (April 1 through July 31), surveys for active maternity roosts shall be conducted by a qualified biologist. The surveys shall be conducted from dusk until dark.

- If a special-status bat maternity roost is located, appropriate buffers around the roost sites shall be determined by a qualified biologist and implemented to avoid destruction or abandonment of the roost resulting from habitat removal or other project activities. The size of the buffer shall depend on the species, roost location, and specific construction activities to be performed in the vicinity. No project activity shall commence within the buffer areas until the end of the pupping season (August 1) or until a qualified biologist has determined that the young have fledged or the nest site is otherwise no longer in use.

<table>
<thead>
<tr>
<th>Environmental Impact</th>
<th>Mitigation Measure</th>
<th>Monitoring Responsibility</th>
<th>Timing</th>
<th>Verification (Date/Initials)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Impact 3.4-4: The potential to result in direct or indirect effects on special-status mammal species.</td>
<td>Mitigation Measure 3.4-6: The project proponent shall implement the following measures to avoid or minimize impacts on special-status bats:</td>
<td>City of Riverbank Development Services Department Qualified Biologist</td>
<td>If removal of suitable roosting areas (i.e. buildings, trees, shrubs, bridges, etc.) must occur during the bat pupping season (April 1 through July 31)</td>
<td></td>
</tr>
</tbody>
</table>
## 4.0 Final Mitigation Monitoring and Reporting Program

<table>
<thead>
<tr>
<th>Environmental Impact</th>
<th>Mitigation Measure</th>
<th>Monitoring Responsibility</th>
<th>Timing</th>
<th>Verification (Date/Initials)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Impact 3.4-6: The potential to effect protected wetlands and jurisdictional waters.</td>
<td><strong>Mitigation Measure 3.4-7:</strong> If construction activities would disturb a ditch/canal/basin within the Plan Area, the property owner/applicant proposing the activity shall verify that the facility qualifies under the agricultural ditch exemption. If the facilities do not qualify for the exemption and are determined to be jurisdictional by the regulatory agencies, any fill activity would require authorization for fill from the regulatory agencies (USACE-404 permit, RWQCB-401 certification, 1600 Streambed Alteration Agreement). All requirements of a permit shall be adhered to throughout the construction phase.</td>
<td>City of Riverbank Development Services Department Qualified Biologist</td>
<td>If construction activities would disturb a ditch / canal / basin within the Plan Area</td>
<td></td>
</tr>
</tbody>
</table>

### Cultural and Tribal Resources

| Impact 3.5-1: Project implementation has the potential to cause a substantial adverse change to a significant historical resource, as defined in CEQA Guidelines §15064.5, or a significant tribal cultural resource, as defined in Public Resources Code §21074. | **Mitigation Measure 3.5-1:** Prior to ground disturbing activities for each phase of the Project that would potentially affect one or more of the listed resources below, the resources shall be evaluated for their potential architectural and/or historic importance by a Qualified Architectural Historian, at the cost of the Project applicant. The potentially historic resources within the Project site include the following: | City of Riverbank Development Services Department Qualified Architectural Historian | Prior to ground disturbing activities for each phase of the Project that would potentially affect one or more of the listed resources | |
|                                                                                                           | • Buildings or building complexes located northwest of the Oakdale Road / Morrill Road intersection, east of the existing Riverbank Sports Complex (on APN 074-006-013); | | | |
|                                                                                                           | • Buildings or building complexes located southwest of the Oakdale Road / Morrill Road intersection, approximately 0.18 miles south of the Riverbank Sports Complex (on APN 074-011-009); | | | |
|                                                                                                           | • Buildings or building complexes located northwest of the Oakdale Road / Crawford Road intersection, located along Oakdale Road (on APN 074-011-009); | | | |
|                                                                                                           | • Buildings or building complexes located southwest of the Oakdale Road / Crawford Road intersection, located 0.14 to 0.27 miles west of Oakdale Road (on APN 074-014-006); and | | | |
|                                                                                                           | • The MID Lateral No. 6 that crosses the southern portion of the Project site. | | | |
|                                                                                                           | **Work shall not continue at the above-listed site(s) until the Qualified** | | | |
## Final Mitigation Monitoring and Reporting Program

### Architectural Historian Conducts Sufficient Research and Data Collection

Architectural Historian conducts sufficient research and data collection to determine if the above-listed site(s) is eligible for listing on the NRHP or CRHR; or not a significant Public Trust Resource. Should the site(s) be determined to not be significant or eligible, no further action is required. Should the site(s) be determined to be significant or eligible, the Project applicant shall work with the Registered Professional Historian to develop a cultural resource plan for the site(s).

If a building or building complex is determined to be important under the criteria of the California Register of Historical Resources, and the buildings cannot be preserved, then it is recommended that the buildings be documented through the preparation of the DPR 523 forms with large scale “HABS-like” photographs taken. Sets of these photographs shall be placed with the County museum or a suitable archival facility and the Central California Information Center, thereby preserving information on early architecture for future researchers.

### Mitigation Measure 3.5-2

Mitigation Measure 3.5-2: All construction workers shall receive a cultural resources sensitivity training session before they begin site work in order to identify any potentially significant cultural or similar resources that may result during construction. The sensitivity training session shall be instructed by a professional archaeologist. The sensitivity training shall inform the workers of their responsibility to identify and protect any cultural resources, including prehistoric or historic artifacts, or other indications of archaeological resources, within the Plan Area. The sensitivity training shall cover laws pertaining to cultural resources, examples of cultural resources that may be discovered in the Plan Area, and what to do if a cultural resource, or anything that may be a cultural resource, is discovered.

If any cultural resources, including prehistoric or historic artifacts, or other indications of archaeological resources, are found during grading and construction activities during any phase of the Project, all work shall be halted immediately within a 200-foot radius of the discovery until an archaeologist meeting the Secretary of the Interior’s Professional Qualifications Standards in prehistoric or historical archaeology, as appropriate, has evaluated the find(s).

Work shall not continue at the discovery site until the archaeologist conducts sufficient research and data collection to make a determination that the resource is either 1) a significant find; 2) not cultural in origin; or 3) not potentially significant or eligible for listing on the NRHP or CRHR; or 4)

<table>
<thead>
<tr>
<th>Environmental Impact</th>
<th>Mitigation Measure</th>
<th>Monitoring Responsibility</th>
<th>Timing</th>
<th>Verification (Date/Initials)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Architectural Historian conducts sufficient research and data collection to determine if the above-listed site(s) is eligible for listing on the NRHP or CRHR; or not a significant Public Trust Resource. Should the site(s) be determined to not be significant or eligible, no further action is required. Should the site(s) be determined to be significant or eligible, the Project applicant shall work with the Registered Professional Historian to develop a cultural resource plan for the site(s).</td>
<td>City of Riverbank Development Services Department Qualified Archaeologist</td>
<td>Prior to ground disturbance</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### Final Mitigation Monitoring and Reporting Program

<table>
<thead>
<tr>
<th>Environmental Impact</th>
<th>Mitigation Measure</th>
<th>Monitoring Responsibility</th>
<th>Timing</th>
<th>Verification (Date/Initials)</th>
</tr>
</thead>
<tbody>
<tr>
<td>not a significant Public Trust Resource.</td>
<td>Implement Mitigation Measure 3.5-2.</td>
<td>City of Riverbank Development Services Department</td>
<td>If a significant finding is made, a plan must be developed for this inadvertent finding. Measures to potentially address a subsurface finding could include one or more of the following depending upon the nature of the find: recordation of the finding; further efforts to define the extent and nature of the resource; preservation in place, and re-design to ensure long-term preservation of the resource; and/or data recovery excavations. If Native American resources are identified, a Native American monitor, following the Guidelines for Monitors/Consultants of Native American Cultural, Religious, and Burial Sites established by the Native American Heritage Commission, may also be required and, if required, shall be retained at the Project applicant's expense.</td>
<td></td>
</tr>
<tr>
<td>Project implementation has the potential to cause a substantial adverse change to a significant archaeological resource, as defined in CEQA Guidelines §15064.5.</td>
<td>Mitigation Measure 3.5-2: If paleontological resources are discovered during the course of construction during any phase of the Project, work shall be halted immediately within 50 meters (165 feet) of the discovery, the City of Riverbank shall be notified, and a qualified paleontologist shall be retained to determine the significance of the discovery. If the paleontological resource is considered significant, it should be excavated by a qualified paleontologist and given to a local agency, State University, or other applicable institution, where the resource could be curated and displayed for public education purposes.</td>
<td>City of Riverbank Development Services Department Qualified Paleontologist</td>
<td>If paleontological resources are discovered during the course of construction</td>
<td></td>
</tr>
<tr>
<td>Project implementation has the potential to directly or indirectly destroy a unique paleontological resource.</td>
<td>Mitigation Measure 3.5-4: If human remains are discovered during the course of construction during any phase of the Project, work shall be halted at the site and at any nearby area reasonably suspected to overlie adjacent human remains until the Stanislaus County Coroner has been informed and has determined that no investigation of the cause of death is required. If the remains are of Native American origin, either of the following steps will be taken:</td>
<td>City of Riverbank Development Services Department</td>
<td>If human remains are discovered during the course of construction during any phase of the</td>
<td></td>
</tr>
<tr>
<td>Project implementation has the potential to disturb human remains, including those interred outside of formal cemeteries.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
## Final Mitigation Monitoring and Reporting Program 4.0

<table>
<thead>
<tr>
<th>Environmental Impact</th>
<th>Mitigation Measure</th>
<th>Monitoring Responsibility</th>
<th>Timing</th>
<th>Verification (Date/Initials)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>• The Coroner shall contact the Native American Heritage Commission in order to ascertain the proper descendants from the deceased individual. The coroner shall make a recommendation to the landowner or the person responsible for the excavation work, for means of treating or disposing of, with appropriate dignity, the human remains and any associated grave goods, which may include obtaining a qualified archaeologist or team of archaeologists to properly excavate the human remains.</td>
<td>San Joaquin County Coroner</td>
<td>project</td>
<td></td>
</tr>
<tr>
<td></td>
<td>• The landowner shall retain a Native American monitor, and an archaeologist, if recommended by the Native American monitor, and rebury the Native American human remains and any associated grave goods, with appropriate dignity, in a location that is not subject to further subsurface disturbance when any of the following conditions occurs:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>- The Native American Heritage Commission is unable to identify a descendent.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>- The descendent identified fails to make a recommendation.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>- The City of Riverbank or its authorized representative rejects the recommendation of the descendant, and the mediation by the Native American Heritage Commission fails to provide measures acceptable to the landowner.</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Geology and Soils

**Impact 3.6-2: Implementation and construction of the proposed Project may result in substantial soil erosion or the loss of topsoil.**

**Mitigation Measure 3.6-1:** Prior to clearing, grading, and disturbances to the ground such as stockpiling, or excavation for each phase of the Project, the Project proponent shall submit a Notice of Intent (NOI) and Storm Water Pollution Prevention Plan (SWPPP) to the RWQCB to obtain coverage under the General Permit for Discharges of Storm Water Associated with Construction Activity (Construction General Permit Order 2009-0009-DWQ amended by 2010-0014-DWQ & 2012-0006-DWQ). The SWPPP shall be designed with Best Management Practices (BMPs) that the RWQCB has deemed as effective at reducing erosion, controlling sediment, and managing runoff. These include: covering disturbed areas with mulch, temporary seeding, soil stabilizers, binders, fiber rolls or blankets, temporary vegetation, and permanent seeding. Sediment control BMPs, installing silt fences or

**City of Riverbank Development Services Department**

Prior to clearing, grading, and disturbances to the ground such as stockpiling, or excavation for each phase of the Project
**4.0 FINAL MITIGATION MONITORING AND REPORTING PROGRAM**

<table>
<thead>
<tr>
<th>ENVIRONMENTAL IMPACT</th>
<th>MITIGATION MEASURE</th>
<th>MONITORING RESPONSIBILITY</th>
<th>TIMING</th>
<th>VERIFICATION (DATE/INITIALS)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Impact 3.6-3: The proposed Project has the potential to be located on a geologic unit or soil that is unstable, or that would become unstable as a result of Project implementation, and potentially result in landslide, lateral spreading, subsidence, liquefaction or collapse.</td>
<td>Mitigation Measure 3.6-2: Prior to earthmoving activities for each phase of the Project, a certified geotechnical engineer, or equivalent, shall be retained to perform a final geotechnical evaluation of the soils at a design-level as required by the requirements of the California Building Code Title 24, Part 2, Chapter 18, Section 1803.1.1.2 related to expansive soils and other soil conditions. The evaluation shall be prepared in accordance with the standards and requirements outlined in California Building Code, Title 24, Part 2, Chapter 16, Chapter 17, and Chapter 18, which addresses structural design, tests and inspections, and soils and foundation standards. The final geotechnical evaluation shall include design recommendations to ensure that soil conditions do not pose a threat to the health and safety of people or structures, including threats from liquefaction or lateral spreading. The grading and improvement plans, as well as the storm drainage and building plans for each phase of the Project shall be designed in accordance with the recommendations provided in the final geotechnical evaluation.</td>
<td>City of Riverbank Development Services Department Certified Geotechnical Engineer</td>
<td>Prior to earthmoving activities for each phase of the Project</td>
<td></td>
</tr>
<tr>
<td>Impact 3.6-4: Potential for expansive soils to create substantial risks to life or property.</td>
<td>Implement Mitigation Measure 3.6-2.</td>
<td></td>
<td>See Mitigation Measure 3.6-2</td>
<td>See Mitigation Measure 3.6-2</td>
</tr>
</tbody>
</table>

**GREENHOUSE GASES AND CLIMATE CHANGE**

<table>
<thead>
<tr>
<th>IMPACT</th>
<th>MITIGATION MEASURE</th>
<th>MONITORING RESPONSIBILITY</th>
<th>TIMING</th>
<th>VERIFICATION (DATE/INITIALS)</th>
</tr>
</thead>
</table>
| Impact 3.7-1: Potential to generate greenhouse gas emissions, either directly or indirectly, that may have a significant impact on the environment or potential to conflict with an applicable plan, policy, or regulation adopted for the purpose of reducing the | Mitigation Measure 3.7-1: The City shall require GHG reduction measures in connection with tentative subdivision maps submitted for approval, including but not limited to the following:  
- Actions included in Mitigation Measures 3.3-1 through 3.3-5 (see Section 3.3: Air Quality) that also reduce GHG emissions;  
- Actions that further improve energy efficiency, such as requiring that all buildings exceed Title 24 energy-efficiency requirements by a certain percentage, requiring on-site renewable energy | City of Riverbank Development Services Department | Prior approval of tentative subdivision maps | |
### Environmental Impact

<table>
<thead>
<tr>
<th>Environment</th>
<th>Mitigation Measure</th>
<th>Monitoring Responsibility</th>
<th>Timing</th>
<th>Verification (Date/Initials)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Emissions of greenhouse gases.</td>
<td>production to meet a specified percent of the subdivision’s electricity needs, etc.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>• Actions that further reduce vehicle miles traveled, such as providing transit hubs that would be accessible by local and regional transit routes and community multimodal paths and trails; providing general pedestrian connectivity throughout the project, etc.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>• Payment for GHG offsets, as determined to be feasible by the City.</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Hazards and Hazardous Materials

**Impact 3.8-1:** Project implementation has the potential to create a significant hazard through the routine transport, use, or disposal of hazardous materials or through the reasonably foreseeable upset and accident conditions involving the release of hazardous materials into the environment.

**Implement Mitigation Measure 3.6-1.**

**Mitigation Measure 3.8-1:** Prior to the approval of any map, Preliminary Development Plan, or site plan, the City shall review the 2017 Phase I ESA (Geocon Consultants, Inc., July 2017) cited in the Draft EIR for the CWSP to determine if it is still applicable. After July 1, 2020, the City shall require an updated Phase I ESA for the specific property. The Phase I ESA shall evaluate the specific property proposed to be developed, to ensure that no material changes have occurred since preparation of the 2017 Phase I ESA (Geocon Consultants, Inc., July 2017).

**Mitigation Measure 3.8-2:** The applicant shall hire a qualified consultant to perform additional soil and site testing for the areas identified in this EIR to have potential hazardous conditions present prior to any mapping approvals. The following areas have been deemed to have potential hazardous conditions present:

- The residential units and adjoining structures.
- The remnant construction and/or farming materials (i.e. remnant pipes, etc.).
- The soils in the area where farming equipment and above ground tanks have been stored, including, but not limited to, the following:
  - The parcels associated with the Alexander Dairy (APNs...
## 4.0 Final Mitigation Monitoring and Reporting Program

<table>
<thead>
<tr>
<th>Environmental Impact</th>
<th>Mitigation Measure</th>
<th>Monitoring Responsibility</th>
<th>Timing</th>
<th>Verification (Date/Initials)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>074-011-009 and 074-014-006).</td>
<td>City of Riverbank Development Services Department</td>
<td>If the site investigation required by Mitigation Measure 3.8-2 indicates a probability that hazardous materials may be found on any parcel</td>
<td></td>
</tr>
<tr>
<td></td>
<td>o The parcels associated with the properties located at 5817 Oakdale Road, 5525 Oakdale Road, and 2054 Crawford Road.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>o The Harrigfeld property located at 1901 Morrill Road.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>o All parcels located south of Morrill Road.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>The intent of the additional testing is to investigate whether any of the buildings, facilities, or soils in any of the above parcels contain hazardous materials. If asbestos-containing materials and/or lead are found in the buildings, a California Occupational Safety and Health Administration (Cal/OSHA) certified asbestos containing building materials (ACBM) and lead based paint contractor shall be retained to remove the asbestos-containing materials and lead in accordance with EPA and Cal/OSHA standards. In addition, all activities (construction or demolition) in the vicinity of these materials shall comply with Cal/OSHA asbestos and lead worker construction standards. The ACBM and lead shall be disposed of properly at an appropriate offsite disposal facility.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td><strong>Mitigation Measure 3.8-3:</strong> If the site investigation required by Mitigation Measure 3.8-2 indicates a probability that hazardous materials may be found on any parcel, the applicant for that parcel shall submit a Phase II ESA, which shall further evaluate on-site conditions. The Phase II ESA shall address the likely presence of hazardous substances and/or petroleum products identified in the previous Phase I ESA (Geocon Consultants, Inc., 2017) prepared for the Plan Area.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>In addition, due to the past agricultural operations in the Plan Area, a soil sampling program shall be implemented to assess potential agrichemical (including pesticides, herbicides, diesel, petrochemicals, etc.) impacts to surface soil within the Plan Area, as follows:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>A soil sampling and analysis workplan shall be submitted for approval the Stanislaus County Department of Environmental Resources. The sampling and analysis plan shall meet the requirements of the Department of Toxic Substances Control Interim Guidance for Sampling Agricultural Properties (2008), and the County Department of Environmental Resources Recommended Soil and Groundwater Sampling for Underground Tank Investigations (2013). The soils in the area where farming equipment</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>ENVIRONMENTAL IMPACT</td>
<td>MITIGATION MEASURE</td>
<td>MONITORING RESPONSIBILITY</td>
<td>TIMING</td>
<td>VERIFICATION (DATE/INITIALS)</td>
</tr>
<tr>
<td>----------------------</td>
<td>------------------------------------------------------------------------------------</td>
<td>---------------------------</td>
<td>--------</td>
<td>-----------------------------</td>
</tr>
<tr>
<td></td>
<td>tanks have been stored, including, but not limited to, the following, should be</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>included in the soil sampling and analysis workplan:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>• The parcels associated with the Alexander Dairy (APNs 074-011-009 and 074-014-006).</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>• The parcels associated with the properties located at 5817 Oakdale Road, 5525 Oakdale Road, and 2054 Crawford Road.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>• The Harrigfeld property located at 1901 Morrill Road.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>• All parcels located south of Morrill Road.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>If the sampling results indicate the presence of agrichemicals that exceed</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>commercial screening levels, a removal action workplan shall be prepared in</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>coordination with Stanislaus County Department of Environmental Resources.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>The removal action workplan shall include a detailed engineering plan for</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>conducting the removal action, a description of the onsite contamination, the</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>goals to be achieved by the removal action, and any alternative removal options</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>that were considered and rejected and the basis for that rejection. A no further</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>action letter shall be issued by Stanislaus County Department of Environmental</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Resources upon completion of the removal action. The removal action shall be</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>deemed complete when the confirmation samples exhibit concentrations below the</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>commercial screening levels, which will be established by the agencies.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>If any stained soil or odor-impacted areas are encountered during the Phase II</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>ESA, then soil sampling of these areas shall be included in the above soil</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>sampling workplan, and depending upon the sampling results, included in the</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>removal action workplan as well.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td><strong>Mitigation Measure 3.8-4:</strong> Prior to bringing hazardous materials onsite, the</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>applicant shall submit a Hazardous Materials Business Plan (HMBP) to the Stanislaus County Division of Environmental Resources (CUPA) for review and approval. If during the construction process the applicant or any subcontractors generates hazardous waste, the applicant must register with the CUPA as a generator of hazardous waste, obtain an EPA ID# and accumulate, ship and dispose of the hazardous waste per Health and Safety Code Ch. 6.5. (California Hazardous Waste Control Law).</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td><strong>Mitigation Measure 3.8-5:</strong> Prior to initiation of any ground disturbance</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Final Environmental Impact Report – Crossroads West Specific Plan
### 4.0 Final Mitigation Monitoring and Reporting Program

<table>
<thead>
<tr>
<th>Environmental Impact</th>
<th>Mitigation Measure</th>
<th>Monitoring Responsibility</th>
<th>Timing</th>
<th>Verification (Date/Initials)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Noise</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Impact 3.11-1:</td>
<td>Mitigation Measure 3.11-1: Construction activities shall not occur between 6:30 p.m. and 6:00 a.m. on weekdays or 3:00 p.m. and 8:00 a.m. on weekends and legal holidays, as required by the City of Riverbank Municipal Code. This requirement shall be noted in the improvements plans prior to approval by the City's Public Works Department.</td>
<td>City of Riverbank Public Works Department</td>
<td>During construction activities</td>
<td></td>
</tr>
<tr>
<td>Impact 3.11-2:</td>
<td>Mitigation Measure 3.11-2: In an effort to comply with the City General Plan standards contained in Table 3.11-6 (Table N-3 of the General Plan), all equipment shall be fitted with factory equipped mufflers, and in good working order. In addition, all staging areas shall be located as far as feasibly possible from residential areas. This requirement shall be noted in the improvements plans prior to approval by the City's Public Works Department.</td>
<td>City of Riverbank Public Works Department</td>
<td>During construction activities</td>
<td></td>
</tr>
<tr>
<td>Impact 3.11-3:</td>
<td>Mitigation Measure 3.11-3: The Project applicant(s) shall determine the appropriate methods for reducing traffic noise levels at the Project site to within the City of Riverbank noise level criteria. It is expected that traffic noise levels could exceed the City standards at residential areas adjacent to Oakdale Road, Morrill Road and Claribel Road. Mitigation can take the form of sound walls, berms, a combination of walls and berms, setbacks and shielding from building facades. The effectiveness of the proposed mitigation shall be documented by acoustical analyses. The appropriate mitigation will be determined prior to the approval of tentative maps or site plans, and subject to review and approval by the City of Riverbank.</td>
<td>City of Riverbank Public Works Department</td>
<td>Prior to approval of tentative maps or site plans</td>
<td></td>
</tr>
<tr>
<td>ENVIRONMENTAL IMPACT</td>
<td>MITIGATION MEASURE</td>
<td>MONITORING RESPONSIBILITY</td>
<td>TIMING</td>
<td>VERIFICATION (DATE/INITIALS)</td>
</tr>
<tr>
<td>----------------------</td>
<td>------------------------------------------------------------------------------------</td>
<td>--------------------------------------------</td>
<td>---------------------------------------------</td>
<td>-----------------------------</td>
</tr>
</tbody>
</table>
| Impact 3.11-5: The proposed Project may result in noise from on-site activities at sensitive receptors. | **Mitigation Measure 3.11-4**: The center of the play fields shall be located at a minimum distance of 275-feet from the nearest residences. This requirement shall be noted in the improvements plans prior to approval by the City's Public Works Department.  
**Mitigation Measure 3.11-5**: Use of the play fields shall be restricted to the daytime hours of 7:00 a.m. to 10:00 p.m. This requirement shall be noted in the improvements plans prior to approval by the City's Public Works Department.  
**Mitigation Measure 3.11-6**: When school site plans have been developed, a detailed analysis of school site noise impacts shall be identified and appropriate mitigation measures shall be included in the project designs. The City shall review and approve the analysis of school site noise impacts, as well as any mitigation measures resulting from the analysis. | City of Riverbank Public Works Department  
City of Riverbank Public Works Department  
City of Riverbank Public Works Department | Prior to approval of improvement plans  
Prior to approval of improvement plans  
Prior to approval of improvement plans | |

PUBLIC SERVICES AND RECREATION

Impact 3.12-1: The proposed Project has the potential to require the construction of police department facilities which may cause substantial adverse physical environmental impacts.

**Mitigation Measure 3.12-1**: Prior to the City recording a “Final Map” for each Project within the Plan Area, the owner of the project/map shall either annex the mapped property into a Community Facilities District (“CFD”), or create a new CFD for the mapped property, which will include funding for operational services with the Riverbank Police Department (Stanislaus County Sheriff).

City of Riverbank Development Services Department

Prior to the City recording a “Final Map” for each Project within the Plan Area

Impact 3.12-5: The proposed Project has the potential to require the construction of park and recreational facilities which may cause substantial adverse physical environmental impacts.

**Mitigation Measure 3.12-2**: Prior to the recording of any Final Maps, or in connection with any other final approvals for the MU-1 “Mixed Use Retail” area dedicated to residential development, the project developer shall dedicate and finance the improvement of sufficient park land in accordance with a park improvement plan, subject to approval by the City, or pay sufficient in lieu fees in accordance with the Quimby Act and the City's General Plan policy, to develop at least five acres of parkland per 1,000 residents. If sufficient park area is not provided for in the subdividable lands in accordance with the Quimby Act and City Ordinances, the Project applicant shall demonstrate where the parkland dedication may occur and provide surety of its dedication and improvement according to a defined time line for dedication and improvement. This dedication requirement shall include development of full park improvement plans to be approved by the Director of Parks and Recreation. The timing of the park improvements shall be negotiated with the developer unless stipulated in a Development

City of Riverbank Development Services Department

Prior to the recording of any Final Maps, or in connection with any other final approvals for the MU-1 “Mixed Use Retail” area dedicated to residential development
## Final Mitigation Monitoring and Reporting Program

<table>
<thead>
<tr>
<th>Environmental Impact</th>
<th>Mitigation Measure</th>
<th>Monitoring Responsibility</th>
<th>Timing</th>
<th>Verification (Date/Initials)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Agreement or Subdivision Improvement Agreement.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Transportation and Circulation</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-1: Under Existing conditions, the proposed Project would result in a significant impact at the Patterson Road / Coffee Road intersection.</td>
<td><strong>Mitigation Measure 3.13-1:</strong> Prior to issuance of any Building Permits for the CWSP Project, each project applicant in the Plan Area shall pay the applicable City of Riverbank Impact Fee towards the improvement of the Patterson Road / Coffee Road intersection in order to satisfy their fair share obligation.</td>
<td>City of Riverbank Public Works Department</td>
<td>Prior to issuance of any Building Permits for the CWSP Project</td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-2: Under Existing conditions, the proposed Project would result in a significant impact at the Claribel Road / Oakdale Road intersection.</td>
<td><strong>Mitigation Measure 3.13-2:</strong> Prior to the approval of a Final Map or improvement plans, each applicant within the CWSP Project shall be responsible for the project's fair share impacts towards the cost of widening Oakdale Road to provide a second southbound travel lane that continues beyond Claribel Road a distance sufficient to accommodate efficient intersection traffic operations and a transition back to a single lane, as well as a northbound right turn lane. The distance needed to accommodate the auxiliary through lane and transition back to a single lane is roughly ¾ mile. This roadway improvement shall be noted on the project improvement plans. The sum of each project applicant's fair share cost shall be equal to the total cost to construct the entire improvement, and the sum of the fair share costs shall be used by the developer(s) to construct the entire improvement. The specific segments of roadway which would be widened shall be completed as determined by the City Engineer based on the level of development being proposed at the time.</td>
<td>City of Riverbank City Engineer</td>
<td>Prior to the approval of a Final Map or improvement plans</td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-3: Under Existing conditions, the proposed Project would result in a significant impact at the Claribel Road / N-S Collector intersection.</td>
<td><strong>Mitigation Measure 3.13-3:</strong> Prior to approval of a Final Map or improvement plans, each applicant within the CWSP Project shall be responsible for the project's fair share impacts towards the cost of constructing a traffic signal and ancillary lanes at the Claribel Road / N-S Collector intersection. When warranted, construction of the traffic signal shall be required, to the satisfaction of the City of Riverbank City Engineer. The additional ancillary lanes shall be completed as determined by the City Engineer based on the level of development being proposed at the time. When warranted, this roadway improvement shall be noted on the improvement plans for such project. The sum of each project applicant's fair share cost shall be equal to the total cost to construct the entire improvement, and the sum of the fair share costs shall be used by the developer(s) to construct the entire improvement. The specific segments of roadway which would be widened shall be completed as determined by the City Engineer based on the level of development being proposed at the time.</td>
<td>City of Riverbank City Engineer</td>
<td>Prior to approval of a Final Map or improvement plans</td>
<td></td>
</tr>
</tbody>
</table>

4.0-22 Final Environmental Impact Report – Crossroads West Specific Plan
<table>
<thead>
<tr>
<th>ENVIRONMENTAL IMPACT</th>
<th>MITIGATION MEASURE</th>
<th>MONITORING RESPONSIBILITY</th>
<th>TIMING</th>
<th>VERIFICATION (DATE/INITIALS)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Impact 3.13-5: Under Existing conditions, the proposed Project would result in a significant impact at the segment of Patterson Road from McHenry Avenue to Coffee Road.</td>
<td><strong>Mitigation Measure 3.13-4:</strong> Prior to issuance of any Building Permits for each project in the Plan Area, each project applicant shall pay the applicable City of Riverbank Impact Fee towards widening of SR 108 to four-lanes in order to satisfy their fair share obligation.</td>
<td>City of Riverbank Public Works Department</td>
<td>Prior to issuance of any Building Permits for each project in the Plan Area</td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-6: Under Existing conditions, the proposed Project would result in a significant impact at the segment of Claribel Road from McHenry Avenue to Coffee Road.</td>
<td><strong>Mitigation Measure 3.13-5:</strong> Prior to issuance of any Building Permits for each project in the Plan Area, each project applicant shall pay the applicable County RTIF fee towards construction of the North County Corridor in order to satisfy their fair share obligation.</td>
<td>Stanislaus County Council of Governments</td>
<td>Prior to issuance of any Building Permits for each project in the Plan Area</td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-7: Under Existing conditions, the proposed Project would result in a significant impact at the segment of Claribel Road from Oakdale Road to Claus Road.</td>
<td><strong>Mitigation Measure 3.13-6:</strong> Prior to issuance of Building Permits for the Project, each project applicant in the Plan Area shall pay the applicable City of Riverbank Impact Fee and County RTIF fee towards the improvement of Claribel Road from Oakdale Road to Claus Road in order to satisfy their fair share obligation.</td>
<td>Stanislaus County Council of Governments</td>
<td>Prior to issuance of Building Permits for the Project</td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-9: Under Existing conditions, the proposed Project would result in a significant impact at the Oakdale Road between Morrill Road and Crawford Road segment.</td>
<td><strong>Mitigation Measure 3.13-7:</strong> Prior to issuance of any Building Permits each project within the Plan Area, each project applicant shall be responsible for contributing the fair share contribution towards the costs of widening Oakdale Road to four lanes by providing a second southbound through travel lane between Morrill Road and Crawford Road. The applicant shall be responsible for widening Oakdale Road when determined by the City Engineer.</td>
<td>City of Riverbank City Engineer</td>
<td>Prior to issuance of any Building Permits each project within the Plan Area</td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-11: The proposed Project would adversely affect pedestrian and bicycle facilities.</td>
<td><strong>Mitigation Measure 3.13-8:</strong> Each project applicant in the Plan Area shall work with City of Riverbank staff to identify applicable pedestrian crossing features and shall install the features, when warranted, to the satisfaction of the City of Riverbank City Engineer.</td>
<td>City of Riverbank City Engineer</td>
<td>When warranted, as determined by the City Engineer</td>
<td></td>
</tr>
<tr>
<td></td>
<td><strong>Mitigation Measure 3.13-9:</strong> Each project applicant in the Plan Area shall monitor pedestrian, bicycle, and motor vehicle safety conditions as development proceeds. Any identified safety conditions as a result of this</td>
<td>City of Riverbank City</td>
<td>When warranted, as determined by the City Engineer</td>
<td></td>
</tr>
</tbody>
</table>
### 4.0 Final Mitigation Monitoring and Reporting Program

<table>
<thead>
<tr>
<th><strong>Environmental Impact</strong></th>
<th><strong>Mitigation Measure</strong></th>
<th><strong>Monitoring Responsibility</strong></th>
<th><strong>Timing</strong></th>
<th><strong>Verification (Date/Initials)</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Impact 3.13-12: The proposed Project would adversely affect transit services or facilities.</td>
<td><strong>Mitigation Measure 3.13-10:</strong> The project applicants in the CWSP Area shall install the transit elements included in the CWSP. The project applicants shall work with Stanislaus Regional Transit staff to identify applicable on-site transit facilities and features in order to ensure that transit facilities are incorporated into the project. The transit facilities and features may include, but would not be limited to, bus turnouts, bus stops, and signage. The project applicants shall install the features, when warranted, to the satisfaction of the City Engineer.</td>
<td>City of Riverbank City Engineer</td>
<td>When warranted, as determined by the City Engineer</td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-13: Under EPAP conditions, the proposed Project would result in a significant impact to queue lengths.</td>
<td><strong>Mitigation Measure 3.13-11:</strong> Prior to approval of a Final Map or improvement plans, each project applicant within the CWSP Area shall be responsible for lengthening the available storage in left turn lanes at the Oakdale Road / Crawford Road, Oakdale Road / Freddi Lane, and Oakdale Road / Claribel Road intersections. The applicants shall be responsible for lengthening specific turn lanes when determined by the City Engineer. These roadway improvements shall be noted on the project improvement plans.</td>
<td>City of Riverbank City Engineer</td>
<td>Prior to approval of a Final Map or improvement plans</td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-14: Under EPAP conditions, the proposed Project would result in a significant impact at the proposed mixed use retail area access.</td>
<td><strong>Mitigation 3.13-12:</strong> Prior to approval of a Final Map or improvement plans for the “MU-1 Mixed Use Retail” area, the project applicant shall be responsible for providing a design for vehicular access to the satisfaction of the City of Riverbank City Engineer when development of the “MU-1 Mixed Use Retail” area proceeds. This roadway design shall be noted on the project improvement plans.</td>
<td>City of Riverbank City Engineer</td>
<td>Prior to approval of a Final Map or improvement plans for the “MU-1 Mixed Use Retail” area</td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-15: Under EPAP conditions, the proposed Project would result in a significant impact at the McHenry Avenue / Kiernan Avenue / Claribel Avenue intersection.</td>
<td><strong>Mitigation Measure 3.13-13:</strong> Prior to issuance of Building Permits for each project in the Plan Area, each project applicant shall pay the applicable County RTIF fee towards construction of the North County Corridor in order to satisfy their fair share obligation.</td>
<td>Stanislaus Council of Governments</td>
<td>Prior to issuance of Building Permits for each project in the Plan Area</td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-16: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Patterson Road /</td>
<td><strong>Implement Mitigation Measure 3.13-1.</strong></td>
<td>See Mitigation Measure 3.13-1</td>
<td>See Mitigation Measure 3.13-1</td>
<td></td>
</tr>
</tbody>
</table>

---

**4.0-24 Final Environmental Impact Report – Crossroads West Specific Plan**
<table>
<thead>
<tr>
<th>ENVIRONMENTAL IMPACT</th>
<th>MITIGATION MEASURE</th>
<th>MONITORING RESPONSIBILITY</th>
<th>TIMING</th>
<th>VERIFICATION (DATE/INITIALS)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Coffee Road intersection.</td>
<td><strong>Mitigation Measure 3.13-14:</strong> Prior to approval of a Final Map or improvement plans, each applicant within the CWSP Project shall be responsible for the project's fair share impacts towards the cost of installing a traffic signal at the Coffee Road / Morrill Road intersection. When warranted, construction of the traffic signal shall be required, to the satisfaction of the City of Riverbank City Engineer. When warranted, this roadway improvement shall be noted on the improvement plans for such project.</td>
<td>City of Riverbank City Engineer</td>
<td>Prior to approval of a Final Map or improvement plans</td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-17: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Coffee Road / Morrill Road intersection.</td>
<td><strong>Mitigation Measure 3.13-15:</strong> Prior to approval of a Final Map or improvement plans, each project applicant shall be responsible for its fair share of the cost of installing traffic signal at the Coffee Road / Relocated Crawford Road intersection. The signal shall be installed when conditions warrant, as determined by the City of Riverbank City Engineer.</td>
<td>City of Riverbank City Engineer</td>
<td>Prior to approval of a Final Map or improvement plans</td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-18: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Coffee Road / Relocated Crawford Road intersection.</td>
<td><strong>Implement Mitigation Measure 3.13-3.</strong></td>
<td>See Mitigation Measure 3.13-3</td>
<td>See Mitigation Measure 3.13-3</td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-19: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Claribel Road / N-S Collector intersection.</td>
<td><strong>Mitigation Measure 3.13-16:</strong> Prior to approval of a Final Map or improvement plans, each applicant in the Plan Area shall be responsible for the project’s fair share impacts towards the cost of adding a second northbound left turn lane at the Claribel Road / Oakdale Road intersection, as determined by the City of Riverbank City Engineer. When warranted, the addition of a second northbound left turn lane shall be required, to the satisfaction of the Stanislaus County Road Commissioner. When warranted, this roadway improvement shall be noted on the improvement plans for such project.</td>
<td>City of Riverbank City Engineer</td>
<td>Prior to approval of a Final Map or improvement plans</td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-20: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Claribel Road / Oakdale Road intersection.</td>
<td><strong>Mitigation Measure 3.13-17:</strong> Prior to approval of a Final Map or improvement plans, each project applicant in the Plan Area shall be responsible for the fair share of the cost of improving Coffee Road from Morrill Road to the relocated Crawford Road intersection to provide the functional equivalent of a two-lane arterial street standard, as determined by</td>
<td>City of Riverbank City Engineer</td>
<td>Prior to approval of a Final Map or improvement plans</td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-24: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the segment of Coffee</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### 4.0 Final Mitigation Monitoring and Reporting Program

<table>
<thead>
<tr>
<th>Environmental Impact</th>
<th>Mitigation Measure</th>
<th>Monitoring Responsibility</th>
<th>Timing</th>
<th>Verification (Date/Initials)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Road between Morrill Road and the relocated Crawford Road.</td>
<td>the City of Riverbank City Engineer.</td>
<td></td>
<td>plans</td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-25: Under Cumulative (Year 2042) conditions, the proposed Project</td>
<td>Mitigation Measure 3.13-18: Prior to approval of a Final Map or improvement plans, each project applicant in the Plan Area shall be responsible for contributing its fair share to the cost of improving Coffee Road from the relocated Crawford Road intersection to the realigned Claribel Road intersection to the equivalent of a four-lane arterial street standard, as determined by the City of Riverbank City Engineer.</td>
<td>City of Riverbank City Engineer</td>
<td>Prior to approval of a Final Map or improvement plans</td>
<td></td>
</tr>
<tr>
<td>would result in a significant impact at the segment of Coffee Road between the relocated Crawford Road and the realigned Claribel Road intersection.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-26: Under Cumulative (Year 2042) conditions, the proposed Project</td>
<td>Mitigation Measure 3.13-19: Prior to approval of a Final Map or improvement plans, each project applicant in the Plan Area shall be responsible for contributing its fair share fee to the cost of improving Coffee Road from the realigned Claribel Road intersection to NCC to a four-lane arterial street standard.</td>
<td>City of Riverbank City Engineer</td>
<td>Prior to approval of a Final Map or improvement plans</td>
<td></td>
</tr>
<tr>
<td>would result in a significant impact at the segment of Coffee Road between the realigned Claribel Road intersection and NCC.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Utilities

| Impact 3.14-6: The proposed Project has the potential to require or result in the     | Mitigation Measure 3.14-1: Prior to the issuance of a building or grading permit, the Project applicant shall submit a drainage plan to the City of Riverbank for review and approval. The plan shall include an engineered storm drainage plan that demonstrates attainment of pre-Project runoff requirements prior to release and describes the volume reduction measures and treatment controls used to reach attainment consistent with the Riverbank Low Impact Development Design and Specifications Manual, the Riverbank Storm Drain System Master Plan, and the Crossroads West Specific Plan. | City of Riverbank City Engineer | Prior to the issuance of a building or grading permit                   |                             |
| construction of new storm water drainage facilities or expansion of existing facilities, the construction of which could cause significant environmental effects. |                                                                                                               |                           |                                                                        |                             |

4.0-26 Final Environmental Impact Report – Crossroads West Specific Plan
ATTACHMENT F: GENERAL PLAN AMENDMENT
RESOLUTION #2019-002
WHEREAS, the City of Riverbank prepared the Crossroads West Specific Plan ("CWSP") to provide comprehensive guidelines for development of an area compromising 380 +/- acres adjacent to the Riverbank City limits, bordered on the north by the Modesto Irrigation District Main Irrigation Canal, on the east by Oakdale Road, and on the south by Claribel Road; and

WHEREAS, in order to adopt the CWSP, the City of Riverbank must find that the CWSP is consistent with the City’s General Plan; and

WHEREAS, the City of Riverbank has prepared an amendment to the City’s General Plan to ensure consistency between the CWSP and the General Plan

WHEREAS, Government Code Section 65353 requires that the Planning Commission hold at least one noticed public hearing and provide its recommendations regarding the City Council’s adoption of any proposed General Plan amendment; and

WHEREAS, the Government Code further requires that a General Plan amendment be made only in the public interest; and

WHEREAS, notice of the public hearing on the General Plan amendment was published in the Riverbank News, a newspaper of general circulation, on January 30, 2019; and

WHEREAS, notices of the public hearing on the General Plan amendment were mailed to all property owners within 300 feet of the property, according to the most recent assessor’s roll, on January 28, 2019; and

WHEREAS, before considering this General Plan amendment, the Planning Commission received and considered the information contained in the Environmental Impact Report ("EIR") for the Crossroads West Specific Plan Project (State Clearinghouse #2017032062) and adopted a resolution recommending that the City Council certify the EIR and adopt CEQA findings and a Statement of Overriding Considerations and a Mitigation Monitoring and Reporting Plan ("CEQA Resolution"); and
WHEREAS, the Planning Commission finds that mitigation measures identified in the CWSP EIR have been imposed on and incorporated into the project, which mitigate or avoid certain significant environmental effects, however, specific economic, social, and other considerations make infeasible the project alternatives that would wholly avoid or mitigate the environmental impacts and that social, economic, and other benefits outweigh the environmental impacts that cannot be fully mitigated; and

WHEREAS, the Planning Commission has reviewed the General Plan amendment and conducted a public hearing to review that amendment.

NOW, THEREFORE, THE PLANNING COMMISSION OF THE CITY OF RIVERBANK DOES HEREBY RESOLVE AS FOLLOWS:

1. Pursuant to California Government Code Section 65358 and the goals and policies of the Riverbank General Plan the General Plan Amendment is in the public interest because the Amendment will change the General Plan Land Use Map to be consistent with the vision for the Crossroads West Specific Plan Area (“Plan Area”). Buildout of the Plan Area will add diverse, compatible land uses to the City, adding to the City’s housing stock, creating commercial opportunities, and providing jobs for area residents.

2. The Planning Commission finds that the General Plan amendment is consistent and compatible with the goals and policies of the City’s General Plan.

3. The potential effects of the General Plan amendment has been evaluated in the EIR and those effects have been found to be not detrimental to the public health, safety, or welfare of the City or its residents.

4. The Planning Commission hereby recommends that the City Council adopt the General Plan amendment, which amends the City’s General Plan Land Use Map, in accordance with Exhibit A, attached hereto and made a part of this Resolution.

5. In recommending adoption of this Resolution for the General Plan amendment, the Planning Commission finds and determines that the project and proposed Amendment has been processed in accordance with the California Government Code and the California Environmental Quality Act.
PASSED AND ADOPTED by the Planning Commission of the City of Riverbank at a regular meeting held on the 13th day of February, 2019; motioned by Commissioner ______, seconded by Commissioner ______, and upon roll call was carried by the following vote of ___:

AYES:
NAYS:
ABSENT:
ABSTAIN:

ATTEST: 

________________________  ________________________
Donna M. Kenney  John Dinan
Planning and Building Manager  Planning Commission Chair

APPROVED:

Attachments:

Exhibit “A” – Proposed General Plan Land Use Map
Exhibit A - Proposed General Plan Land Use Map
CROSSROADS WEST SPECIFIC PLAN

Figure 2.0-7a. Proposed General Plan
Land Use Designations

City of Riverbank

Legend
- Project Boundary
- City Boundary
- Riverbank Sphere of Influence

City of Riverbank General Plan Designation
- LDR: Low Density Res 0-8 Units Per Acre
- MDR: Medium Density Res 8-16 Units Per Acre
- HDR: Higher-Density Res 16+ Units Per Acre
- C: Civic
- C/C: Community Commercial
- MU: Mixed Use
- B/G/O: Buffer/Greenway/Open Space
- MUR/R: Multi-Use Recreational/Resource Management
- P: Park
- SP: Specific Plan

Sources: Stanislaus County, City of Riverbank. Map date: August 24, 2017.
ATTACHMENT G: SPECIFIC PLAN ADOPTION AND PRE-ZONE
DRAFT CITY COUNCIL ORDINANCE

RESOLUTION #2019-003 &
DRAFT ORDINANCE 2019-XXX
WHEREAS, the City of Riverbank ("City") prepared the Crossroads West Specific Plan ("CWSP"), dated February 2019, to provide comprehensive guidelines for development of an area compromising 380 +/- acres adjacent to the Riverbank City limits, bordered on the north by the Modesto Irrigation District Main Irrigation Canal, on the east by Oakdale Road, and on the south by Claribel Road and; and

WHEREAS, an initial study was conducted on the Crossroads West Specific Plan Area, dated March 2017, which indicated that there may be significant impacts on the environment, necessitating the preparation of an Environmental Impact Report ("EIR") to evaluate the draft Specific Plan and General Plan Amendment; and

WHEREAS, the Planning Commission has considered the CWSP EIR at a duly noticed public hearing, and in Resolution No.2019-001 recommended certification of the EIR by the City Council; and

WHEREAS, in order to adopt the CWSP, the City of Riverbank must find that the CWSP is consistent with the City’s General Plan; and

WHEREAS, the Planning Commission reviewed and considered a General Plan amendment to make changes to the General Plan land use designations in the CWSP, and adopted Resolution No.2019-002, recommending that the City Council approve the General Plan amendment; and

WHEREAS, notice of a public hearing for the Planning Commission’s review the CWSP was published in the Riverbank News, a newspaper of general circulation, on January 30, 2019; and

WHEREAS, notices of the public hearing regarding the Planning Commission’s review of the CWSP were mailed to all property owners within 300 feet of the property, according to the most recent assessor’s roll, on January 28, 2019; and

WHEREAS, a public hearing was held on February 13, 2019 and all comments were heard and considered by the Planning Commission.
THEREFORE, THE PLANNING COMMISSION OF THE CITY OF RIVERBANK, CALIFORNIA, DOES HEREBY RESOLVE AS FOLLOWS:

1. The Planning Commission finds that the above Recitals are true and correct and are incorporated herein by reference.

2. Based on the City staff report and the substantial evidence in the record, the Planning Commission recommends that the City Council find that the Project is consistent with the City’s General Plan, as amended, and is the best way to implement the goals and policies of the General Plan.

3. Based on the findings set forth in this Resolution and the evidence presented in the Staff Report, the Planning Commission hereby recommends that the City Council adopt the Crossroads West Specific Plan, in the form of attached hereto Exhibit A.

4. The Planning Commission further recommends that the City Council adopt an Ordinance to rezone the property included in the Specific Plan to SP-3, in the form attached hereto as Exhibit B.

5. Constitutionality, severability. If any section, subsection, sentence, clause, phrase, or word of this resolution is for any reason held by a court of competent jurisdiction to be unconstitutional or invalid for any reason, such decision shall not affect the validity of the remaining portions of the resolution. The Planning Commission recommends that the City Council declare that it would have passed this resolution and each section, subsection, sentence, clause, phrase, and word thereof, irrespective of the fact that any one or more section(s), subsection(s), sentence(s), clause(s), phrase(s), or words(s) be declared invalid.
PASSED AND ADOPTED by the Planning Commission of the City of Riverbank at a regular meeting held on the 13th day of February, 2019; motioned by Commissioner ______, seconded by Commissioner ______, and upon roll call was carried by the following vote of ___:

AYES: 
NAYS: 
ABSENT: 
ABSTAIN: 

ATTEST: 

________________________    ________________________
Donna M. Kenney    John Dinan
Planning and Building Manager    Planning Commission Chair

Approved:

Attachments:

Exhibit “A” – Crossroads West Specific Plan, dated February 2019 
Exhibit “B” – Draft City Council Pre-Zone Ordinance
Exhibit A – Crossroads West Specific Plan, dated February 2019

AVAILABLE AT:
https://www.riverbank.org/437/Crossroads-West-Specific-Plan

HARD COPIES AVAILABLE AT:

CITY HALL NORTH AND SOUTH: 6707 THIRD STREET

RIVERBANK LIBRARY: 3442 SANTA FE STREET
Exhibit B – Draft City Council Pre-Zone Ordinance
WHEREAS, the City of Riverbank Planning Commission conducted a Public Hearing on February 13, 2019 to consider pre-zoning the CWSP Plan Area; and

WHEREAS, the City Council for the City of Riverbank accepts the recommendations of the Planning Commission and makes the following findings:

1. The City of Riverbank prepared the Crossroads West Specific Plan (CWSP) to provide comprehensive guidelines for development of an area compromising 380+/- acres adjacent to the Riverbank City limits; and

2. The Crossroads West Specific Plan Area (“Plan Area”) lies outside City limits, but within the City’s sphere of influence, and the City has initiated proceedings to annex the Plan Area; and

3. Government Code section 56375 requires the City to adopt pre-zoning for the Plan Area prior to submitting an annexation application to Stanislaus LAFCO; and

4. Under the City’s General Plan, the Plan Area is currently zoned as low, medium, and high-density residential, mixed use, civic, park, and community commercial; and

5. An initial study was conducted on the Crossroads West Specific Plan Area, dated March 2017, which indicated that there may be significant impacts on the environment, necessitating the preparation of an Environmental Impact Report (“EIR”) to evaluate the draft Specific Plan and General Plan Amendment; and

6. State law requires consistency between a Specific Plan and General Plan, and allows for amendment of a General Plan as necessary to comply with the consistency requirements; and

7. The Planning Commission considered the Final EIR, the General Plan Amendment, the Specific Plan and the Zoning Ordinance Amendment at a duly noticed public hearing, held on February 13, 2019, and adopted resolutions recommending that the City Council approve all applications; and
8. Sections 153.308 and 153.309 of the City of Riverbank Code of Ordinances describe the process for delineating specific plan areas for purposes of zoning, by requiring that lands governed by a specific plan be zoned “SP-3;”, in the form attached hereto as Exhibit A, and

9. Notice of the public hearing for EIR certification, General Plan Amendment, Specific Plan adoption, and Zoning Ordinance Amendment was published in the Riverbank News, a newspaper of general circulation, on January 30, 2019; and

10. Notice of the public hearing for the EIR certification, General Plan amendment, Specific Plan adoption, and Zoning Ordinance amendment were mailed to all property owners within 300-feet of the property, according to the most recent assessor’s roll, on January 28, 2019; and

11. A public hearing was held on __________, 2019 and all comments were heard and considered by the City Council; and

12. The City Council certified the EIR and approved the General Plan Amendment and Specific Plan on __________, 2019.

NOW, THEREFORE, THE CITY OF RIVERBANK CITY COUNCIL DOES ORDAIN AS FOLLOWS:

**Section 1:** The City Council of the City of Riverbank approves pre-zoning of the Crossroads West Specific Plan Area as SP-3, for the entire Plan Area, which is bounded by Modesto Irrigation District Main Canal to the north, Oakdale Road to the east, and Claribel Road to the south (APNs: 074-006-022, 074-006-021, 074-006-016, 074-006-014, 074-006-013, 074-011-009, 074-014-006, 074-014-007, 074-011-004).

**Section 2:** If any section, subsection, sentence, clause, phrase, or word of this resolution is for any reason held by a court of competent jurisdiction to be unconstitutional or invalid for any reason, such decision shall not affect the validity of the remaining portions of the resolution. The Planning Commission of the City of Riverbank hereby declares that it would have passed this resolution and each section, subsection, sentence, clause, phrase, and word thereof, irrespective of the fact that any one or more section(s), subsection(s), sentence(s), clause(s), phrase(s), or word(s) be declared invalid.

**Section 3:** This Ordinance shall become effective thirty (30) days from and after its final passage and adoption, provided it is published pursuant to Government Code Section 36933 in a newspaper of general circulation within fifteen (15) days after its adoption.
The foregoing ordinance was given its first reading and introduced by title only at a regular meeting of the City Council of the City of Riverbank on the _____ day of _____, 2019. Said ordinance was given a second reading by title only and adopted.

PASSED, APPROVED, AND ADOPTED by the City Council of the City of Riverbank at a regular meeting on the ___ day of ________, 2019, as motioned by Councilmember __________, seconded by Councilmember __________, and upon roll call was carried by the following vote ___:

AYES:
NAYS:
ABSENT:
ABSTAIN:

ATTEST: 

__________________    ___________________
Annabelle Aguilar, CMC    Richa
City Clerk      Mayor

Attachments:

Exhibit “A” – Pre-Zone to Specific Plan - 3
CROSSROADS WEST SPECIFIC PLAN

Figure 2.0-7a. Proposed General Plan
Land Use Designations

City of Riverbank

Legend
- Project Boundary
- City Boundary
- Riverbank Sphere of Influence

City of Riverbank General Plan Designation
- LDR: Low Density Res 0-8 Units Per Acre
- MDR: Medium Density Res 8-16 Units Per Acre
- HDR: Higher-Density Res 16+ Units Per Acre
- C: Civic
- C/C: Community Commercial
- MU: Mixed Use
- B/G/OS: Buffer/Greenway/Open Space
- MUR/R: Multi-Use Recreational/Resource Management
- P: Park
- SP: Specific Plan

Sources: Stanislaus County, City of Riverbank. Map date: August 24, 2017.
ATTACHMENT H: ANNEXATION

RESOLUTION #2019-004
WHEREAS, the City of Riverbank prepared the Crossroads West Specific Plan (CWSP) to provide comprehensive guidelines for development of an area compromising approximately 380 acres adjacent to the Riverbank City limits, bordered on the north by the Modesto Irrigation District Main Irrigation Canal, on the east by Oakdale Road, and on the south by Claribel Road; and

WHEREAS, the City of Riverbank desires to initiate proceedings pursuant to the Cortese-Knox-Hertzberg Local Government Reorganization Act, Government Code Section 56658, provisions of Part 3, Division 3, of Title 5 of said code, commencing with Section 56650, for a change of organization (annexation) of the Crossroads West Specific Plan area; and

WHEREAS, the CWSP is presently within the City of Riverbank’s Primary Sphere of Influence, as noted in the City of Riverbank’s 2015 Municipal Service Review and Sphere of Influence Update, adopted by Stanislaus LAFCO on July 27, 2016; and,

WHEREAS, the area proposed to be reorganized currently includes seven single-family residences, and is illustrated in the boundaries of the area included in “Exhibit A” attached hereto and incorporated by reference; and

WHEREAS, the City, as lead agency pursuant to the California Environmental Quality Act (CEQA), prepared an Environmental Impact Report (EIR) for the proposed CWSP, to analyze and evaluate the environmental effects of the CWSP.

NOW, THEREFORE, THE PLANNING COMMISSION OF THE CITY OF RIVERBANK DOES HEREBY RESOLVE AS FOLLOWS:

1. The Planning Commission recommends that the City Council adopt a resolution authorizing City staff to request that Stanislaus LAFCO initiate proceedings for a change of organization of territory described in “Exhibit A” attached hereto and incorporated herein by reference, pursuant to the findings included in each of the Resolutions presented before the Planning Commission in connection with the CWSP and EIR, and based on the substantial evidence in the record, according to the terms and conditions stated above, and in the manner provided by the Cortese-Knox Local Government Reorganization Act, as amended.
PASSED AND ADOPTED by the Planning Commission of the City of Riverbank at a regular meeting held on the 13th day of February, 2019; motioned by Commissioner ________, seconded by Commissioner ________, and upon roll call was carried by the following vote of ___:

AYES:
NAYS:
ABSENT:
ABSTAIN:

ATTEST:                      APPROVED:

________________________    ________________________
Donna M. Kenney            John Dinan
Planning and Building Manager Planning Commission Chair

Attachments:

Exhibit “A” – Annexation Area Map
Figure 3. Assessor's Parcel Map

CROSSROADS WEST SPECIFIC PLAN

Sources: Stanislaus County GIS. Map date: January 17, 2017.
ITEM NO: 3.2

APPLICATION: Tentative Map 18-0004, Preliminary Development Plan, and Development Agreement – Western Pacific Holdings, Inc. – APN 074-014-007. The application consists of a Tentative Parcel Map, Preliminary Development Plan, and Development Agreement to develop a mixed-use commercial, retail and residential center on approximately 57.26-acres consisting of thirty-five (35) parcels, in accordance with the Crossroads West Specific Plan.

CEQA: The entitlements have been submitted and reviewed by the City in accordance with the land uses described for the MU-1 property in the Crossroads West Specific Plan (CWSP). The MU-1 land uses were evaluated in the CWSP Environmental Impact Report (SCH: 2017032062). A Mitigation Monitoring and Reporting Program identifies and implements mitigation measures applicable to the MU-1 property.

PROJECT PLANNER: Donna M. Kenney, Planning and Building Manager

APPLICANT: Western Pacific Holdings, Inc.

ENGINEERS: North Star Engineering

RECOMMENDATION: Adopt a Resolution Recommending that the Riverbank City Council approve the following:
1. Tentative Map 2018-0004
2. Preliminary Development Plan 2018-0001
3. Development Agreement between Western Pacific Holdings, Inc. and the City of Riverbank

ACRONYMS: CEQA – California Environmental Quality Act
CWSP – Crossroad West Specific Plan (or Plan Area)
EIR – Environmental Impact Report
LAFCo – Local Agency Formation Commission
WPH – Western Pacific Holdings, Inc. (Applicant)
I. PROJECT DESCRIPTION:

The Tentative Map, Preliminary Development Plan and Development Agreement are collectively referred to as the “MU-1 Project”, which is designated as Phase A of the Crossroads West Specific Plan. The MU-1 Project is located on the southeast portion of the Plan Area and it is bounded by MID Lateral Canal No. 6 to the north and west, Oakdale Road to the east, and Claribel Road to the south. The MU-1 Project involves development of up to 550,000 square feet of commercial and retail uses. A residential component is an additional option for the developer. The CWSP and Development Agreement allow the developer to build up to 350 units in the MU-1 area, however, if the residential component is built out, the retail and commercial uses will be reduced to a maximum of 360,000 sf.

The Project includes a request for approval of Tentative Map #2018-0004, Preliminary Development Plan #2018-0001, a Development Agreement between Western Pacific Holdings, Inc. and the City of Riverbank, and a Sales Tax Sharing Agreement between Western Pacific Holdings, Inc. and the City of Riverbank. The Sales Tax Sharing Agreement is attached to this report for informational purposes only; however, no action is required from the Planning Commission for that agreement. The Sales Tax Sharing Agreement (Exhibit I to the Development Agreement) is provided as an example of a possible version. This Agreement will be finalized before the City Council’s public hearing on this Project.

II. PRELIMINARY DEVELOPMENT PLAN AND TENTATIVE PARCEL MAP

A. Preliminary Development Plan

The Preliminary Development Plan (PDP) provides a conceptual plan for how the MU-1 site will develop. The PDP proposes a commercial subdivision on the eastern portion, which includes a larger, commercial or retail anchor supported by smaller retailers and restaurants. This would serve as a logical extension of the Crossroads at Riverbank shopping center, located across Oakdale Road.

The western portion of the site is laid out to accommodate a high-density residential component. WPH has noted to City staff that market forces will ultimately determine WPH’s decision as to whether to develop high-density residential units on the property.

In addition to the structural layout of the site, the PDP provides an outline of where WPH will install certain critical improvements, like water, sewer, and storm drain lines.

B. Tentative Parcel Map

The Tentative Parcel Map (TPM) is overlaid onto the proposed building footprints in the PDP, to illustrate how 35 new parcels would be created. The Subdivision Map Act allows the City to approve the commercial subdivision of 35 new parcels through a parcel map.
The TPM traces how the developer initially proposes to subdivide the project site. As the MU-1 property builds out, lot lines will be adjusted to form the perimeter of each building that is constructed. Creating 35 commercial parcels will therefore allow the developer to market the MU-1 property to retail and commercial tenants of various sizes, where the only changes to the TPM will involve lot line adjustments.

The PDP and TPM propose a mix of commercial and high-density residential uses. Single family residential units are not currently contemplated for the MU-1 Project, and the TPM is not designed with single family development in mind. A new subdivision map would need to be submitted for City review and approval in order to facilitate low-density development on the MU-1 property. In addition, annexation of the MU-1 Project into Riverbank city limits must occur prior to any development under the PDP or TPM.

III. DEVELOPMENT AGREEMENT:

A. Background

Development agreements are binding contracts between a city and a developer. These agreements were authorized by the California Legislature, to protect both cities and land developers from uncertainties that may arise during the buildout of a larger area of land. Such agreements operate to provide vested rights to develop land in accordance with the adopted land use regulations applicable to a property. A development agreement protects the developer from certain changes in laws and regulations that may impact a project. By providing more certainty to the land development process, development agreements encourage larger amounts of private investment than would otherwise be possible.

In addition to providing certainty, development agreements benefit the community by providing long-term planning targets. Moreover, these agreements encourage the growth of larger, multi-phase projects that provide greater community amenities. In exchange for the vested right to develop, local governments can require a developer to provide certain improvements that would mitigate impacts caused by a project.

B. Term

In the present case, WPH has invested significant resources to participate in funding the environmental review process for the CWSP, and the land use plan, policies and design standards contained in the CWSP. The Development Agreement will provide a vested right to develop the MU-1 Project in accordance with the CWSP, for up to 20 years, the term of which will begin once annexation of the MU-1 property into City limits is approved by Stanislaus County LAFCo.

C. Vested Rights and Project Phasing

The Development Agreement provides WPH, and its authorized successors, a vested right to develop a retail, commercial and residential mixed-use center on approximately 57.26 acres, in accordance with the land use standards set forth in the CWSP. In
exchange for this vested right, the developer is responsible for constructing certain infrastructure improvements, including: the installation of water and sewer lines, the widening of both Oakdale and Claribel Roads, construction of a north/south collector road, and the installation of traffic signals on Oakdale and Claribel Roads.

Through the Development Agreement, buildout of the MU-1 Project and related public improvements can be phased. A detailed Phasing Plan is attached as Exhibit F. Ultimately, the Development Agreement provides some flexibility in that all public facilities needed to serve any portion of the MU-1 Project must be installed in connection with each new building.

D. Credits and Reimbursements

The Development Agreement provides that WPH will be reimbursed for the actual cost of constructing the roadways referenced above (Oakdale and Claribel Roads, and the North-South Collector) and related water, sewer and public facilities. Reimbursements to WPH are based in part on the provisions of the 2003 development agreement that facilitated development of the highly successful Crossroads at Riverbank shopping complex.

In the current Development Agreement, the City and WPH have agreed to a variety of methods for reimbursing WPH. The first, and primary method follows a common practice of reimbursing the developer from the City’s System Development Fee (“SDF”) program. For facilities that are part of the SDF program, such as the intersection crossing at Oakdale Road, the developer will be reimbursed for the actual cost of constructing those facilities. The Development Agreement also provides that the City will revise the SDF program, as necessary, to include all of the public facilities listed in Exhibit H. As part of the SDF program update, the Development Agreement authorizes the City to increase the impact fees for Sewer and Traffic that will be applicable to the MU-1 Project.

The second key component for reimbursing the developer involves the Sales Tax Sharing Agreement, which is described in the following section. The Development Agreement also provides for additional reimbursements through the creation of Benefit Assessment Districts, or through SDF loans provided that the Sales Tax Sharing Agreement or future development will offset those loans. These alternatives provide greater flexibility for the City to determine the most cost-effective manner for reimbursing the developer for the costs of new City infrastructure. The City will not be obligated to use any monies from its general fund for these reimbursements.

E. Conditions of Approval

The Development Agreement memorializes and binds WPH to conditions of approval that regulate how WPH may develop the MU-1 Project. These conditions follow all phases of development, through the PDP and TPM approval through to final map recordation. Many conditions specify how WPH can proceed with future plans and permits. Other technical conditions regulate engineering specifics and water flow. These conditions also vest the
City’s right to approve architecture, landscaping, and public fixtures. Finally, special conditions outline how the commercial site may operate.

**F. MU-1 MMRP**

The Development Agreement includes a Mitigation Monitoring and Reporting Program ("MMRP") applicable to the MU-1 Project. The MU-1 MMRP identifies the mitigation measures that are applicable to the MU-1 Project, and excludes mitigation measures that do not apply. For example, the potential historical resources in the CWSP plan area are not located on the MU-1 property, therefore the mitigation measures related to potential historic resources are not applicable here. For the mitigation measures that do apply, WPH must implement these measures to address project impacts acknowledged in the EIR. These measures tackle issues ranging from air quality to transportation. Certain mitigation measures are limited to the residential components only, such as compliance with City and Stanislaus LAFCO agricultural preservation policies.

Staff finds that approval of the Development Agreement would conserve both developer and City resources by providing the developer with the right to develop the Project Area consistent with a plan that has been exhaustively reviewed, vetted, and approved by City staff. Additionally, this Development Agreement ensures that WPH will ensure the construction of all improvements necessary for the MU-1 Project.

**IV. SALES TAX SHARING AGREEMENT:**

As noted above, the Sales Tax Sharing Agreement is an additional agreement between the City and WPH, which proposes to reimburse WPH for the actual costs to construct certain public roadways and related water, sewer and public improvements.

For the MU-1 Project, staff has negotiated the Sales Tax Sharing Agreement in order to incentivize the developer to provide retail and commercial tenants that will generate significant sales taxes on an annual basis. For example, if the Sales Tax Sharing Agreement is approved, the developer will not be reimbursed for those improvements listed in Exhibit H of the Development Agreement that are attributed to the Sales Tax Sharing Agreement. In addition, the Sales Tax Sharing Agreement will be used to compensate the developer if actual costs of constructing the SDF-reimbursable improvements exceed the Preliminary Cost Estimate shown in Exhibit G. The Sales Tax Sharing Agreement sets a threshold for any overage of 50% of the costs identified in Exhibit G.

The Sales Tax Sharing Agreement therefore is designed to incentivize the developer to bring in high sales-tax producing tenants, so that the developer will be reimbursed for (1) improvements that do not qualify for credits or reimbursements through the SDF program, and (2) any overages to SDF-reimbursable improvements, up to 50% of the overage. Lastly, it is important to note that the City will only allocate 50% of the sales taxes generated on the MU-1 Project site. Therefore, the City will benefit from the sales taxes generated on site, but will not be obligated to allocate sales taxes from other areas.
A copy of the Sales Tax Sharing Agreement is included as Exhibit I to the Development Agreement. The Planning Commission, however, is not required to recommend approval or denial of this agreement to the City Council. The Sales Tax Sharing Agreement will be noticed in connection with any future City Council meeting to consider the Development Agreement, PDP, TPM, and related approvals for the MU-1 Project.

IV. ACTIONS:

1. Adopt a Resolution recommending that the City Council approve Preliminary Development Plan 2018-0001 and Tentative Map 2018-0004.

2. Adopt a Resolution recommending that the City Council adopt an ordinance to approve a Development Agreement between the City and Western Pacific Holdings, Inc.

V. PUBLIC NOTICE:

The Planning Commission public notice was published in the Riverbank News January 30, 2019 and posted at City Hall North, South, Post Office, Community Center and website on January 30, 2019. Written comments received by the City shall be supplied to the Commission on the day of the meeting.

VI. ATTACHMENTS:

1. PDP and TPM Resolution #2019-005
   Exhibit A – Preliminary Development Plan
   Exhibit B - Tentative Map 2018-0004

2. Development Agreement Resolution #2019-006
   Exhibit A – Development Agreement
   Exhibit B – Draft City Council Ordinance

Respectfully Submitted By:

__________________________
Donna M. Kenney
Planning and Building Manager
City of Riverbank
Planning Commission
Resolution No. 2019-005

A Resolution of the Planning Commission of the City of Riverbank ("City"), Recommending that the City Council Approve a Preliminary Development Plan and Tentative Parcel Map by Western Pacific Holdings, Inc. for the Crossroads West Specific Plan

WHEREAS, Western Pacific Holdings, Inc. (WPH) has filed with the City a Preliminary Development Plan outlining the conceptual layout of buildings and public improvements on the MU-1 property, which is designated as Phase A in the Crossroads West Specific Plan, and which is more specifically described as the property located to the west of Oakdale Road, to the north of Claribel Road, and to the south and east of MID Lateral No. 6, and which is further identified as Stanislaus County APN 074-014-007, consisting of approximately 57.26 acres (the "MU-1 Property"); and

WHEREAS, WPH has filed with the City an application for Tentative Parcel Map 2018-0004 to subdivide the MU-1 Property into 35 parcels for mixed-use commercial, retail, and potentially residential development, in a manner that is overlaid with the Preliminary Development Plan layout; and

WHEREAS, an Environmental Impact Report (EIR) and Mitigation Monitoring and Reporting Program has been prepared pursuant to the California Environmental Quality Act, which analyzes development of the MU-1 Property in accordance with the land use regulations in the Crossroads West Specific Plan (CWSP); and

WHEREAS, the City reviewed the Preliminary Development Plan in accordance with the land use regulations in the CWSP and applicable City policies and ordinances and the City has determined that the Preliminary Development Plan is consistent with the CWSP and applicable City policies and ordinances; and

WHEREAS, the City has reviewed and processed the Tentative Parcel Map pursuant to the Subdivision Map Act and the City’s subdivision ordinance and the City has determined that the Tentative Parcel Map is consistent with the Subdivision Map Act and applicable City policies and ordinances; and,

WHEREAS, based on the finding of conformance of the Preliminary Development Plan and Tentative Parcel Map with the CWSP and applicable City policies, the City finds that the impacts related to the MU-1 Property as proposed therein were sufficiently analyzed and mitigated, where feasible, in the CWSP EIR, and that further environmental review is not warranted under CEQA; and

WHEREAS, on February 13, 2019, the Planning Commission conducted a duly advertised public hearing, reviewed staff reports, considered testimony both for and against the proposed Tentative Parcel Map and the Preliminary Development Plan, and concluded its proceedings.
NOW, THEREFORE, THE PLANNING COMMISSION OF THE CITY OF RIVERBANK HEREBY RESOLVES that it hereby recommends that the City Council approve Preliminary Development Plan 2018-0001 by Western Pacific Holdings, Inc., attached hereto as Exhibit A and incorporated herein by this reference, and subject to the City Council’s approval of the Crossroads West Specific Plan, and the Development Agreement between the City and WPH;

THE PLANNING COMMISSION OF THE CITY OF RIVERBANK FURTHER RESOLVES that it hereby recommends that the City Council approve Tentative Parcel Map 2018-0004 by Western Pacific Holdings, Inc., attached hereto as Exhibit B and incorporated herein by this reference, and subject to the City Council’s approval of the Crossroads West Specific Plan, and the Development Agreement between the City and WPH.

PASSED AND ADOPTED by the Planning Commission of the City of Riverbank at a regular meeting held on the 13th day of February 2019; motioned by Commissioner __________, seconded by Commissioner __________, and upon roll call was carried by the following Planning Commission vote of __-__:

AYES: Commissioners:

NAYS:

ABSENT:

ABSTAIN:

Attest:                          Approved:

Donna M. Kenney, Secretary       John Dinan, Chair
Planning and Building Manager    Planning Commission
EXHIBIT A

Preliminary Development Plan 2018-0001
EXHIBIT B

Tentative Parcel Map 2018-0004
A Resolution of the Planning Commission of the City of Riverbank ("City"), Recommending that the City Council Adopt an Ordinance Approving a Development Agreement by and Between the City of Riverbank and Western Pacific Holdings, Inc.

WHEREAS, to strengthen the public planning process, encourage private participation in comprehensive planning, and reduce the economic risk of development, the California Legislature adopted Government Code section 65864 et seq., which authorizes the City and an individual with an interest in real property to enter into a development agreement that establishes certain development rights in real property; and

WHEREAS, the Riverbank City Attorney and City staff have negotiated a Development Agreement with Western Pacific Holdings, Inc. (WPH), to provide WPH with a vested right to develop approximately 57.26-acres, in the area designated as MU-1 in the Crossroads West Specific Plan ("CWSP") area, in accordance with the land use regulations and other policies of the CWSP (the "MU-1 Project"); and

WHEREAS, the Development Agreement provides a vested right for WPH to improve, develop, and use real property for the MU-1 Project in compliance with the CWSP and applicable land use regulations defined in the Development Agreement; and

WHEREAS, an Environmental Impact Report ("EIR") and Mitigation Monitoring and Reporting Program ("MMRP") has been prepared pursuant to the California Environmental Quality Act, which analyzes development of the MU-1 Property in accordance with the land use regulations in the Crossroads West Specific Plan ("CWSP"); and

WHEREAS, the Planning Commission has reviewed the MMRP and identified which mitigation measures are applicable to the MU-1 Project (the "MU-1 MMRP"), and the MU-1 MMRP has been attached and incorporated into the Development Agreement; and

WHEREAS, based on the requirement for the Development Agreement to conform to the CWSP and applicable City policies, the Planning Commission finds that the impacts related to the MU-1 Property as proposed therein were sufficiently analyzed in the CWSP EIR, and mitigated, where feasible or applicable as outlined in the MU-1 MMRP, and City further finds that further environmental review is not warranted under CEQA; and

WHEREAS, the Planning Commission held a duly noticed public hearing on February 13, 2019, to consider the Development Agreement and make recommendations to the City Council; and

WHEREAS, the Planning Commission finds that an ordinance approving the Development Agreement will allow the City to adequately regulate and address all impacts of the Project in the City in accordance with state law; and
WHEREAS, the Planning Commission finds that the Development Agreement ordinance is in the best interest of the health, welfare, and safety of the public.

THEREFORE, BE IT RESOLVED by the Planning Commission of the City of Riverbank that it hereby recommends City Council approval of Ordinance No. 2019-006, approving the Development Agreement between the City of Riverbank and Western Pacific Holdings, Inc., attached hereto as Exhibit “B” and incorporated herein by this reference.

PASSED AND ADOPTED by the Planning Commission of the City of Riverbank at a regular meeting held on the 13th day of February 2019; motioned by Commissioner __________, seconded by Commissioner __________, and upon roll call was carried by the following Planning Commission vote of __-___:

AYES: Commissioners:

NAYS:

ABSENT:

ABSTAIN:

Attest: Approved:

Donna M. Kenney, Secretary John Dinan, Chair
Planning and Building Manager Planning Commission
DEVELOPMENT AGREEMENT

BY AND BETWEEN

THE CITY OF RIVERBANK

AND WESTERN PACIFIC HOLDINGS, INC.

Adopted by City Council Ordinance No. _____
on _____________, 20__
## TABLE OF CONTENTS

<table>
<thead>
<tr>
<th>ARTICLE</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. DEFINITIONS</td>
<td>5</td>
</tr>
<tr>
<td>2. EXHIBITS AND RECITALS</td>
<td>9</td>
</tr>
<tr>
<td>3. GENERAL PROVISIONS</td>
<td>9</td>
</tr>
<tr>
<td>4. CONFLICTS OF LAW</td>
<td>12</td>
</tr>
<tr>
<td>5. DEVELOPMENT OF THE SUBJECT PROPERTY</td>
<td>13</td>
</tr>
<tr>
<td>6. FEES, CREDITS, DEDICATIONS, AND INFRASTRUCTURE IMPROVEMENTS</td>
<td>21</td>
</tr>
<tr>
<td>7. CITY MAINTENANCE FINANCE DISTRICT</td>
<td>26</td>
</tr>
<tr>
<td>8. DEFAULT, REMEDIES AND TERMINATION</td>
<td>27</td>
</tr>
<tr>
<td>9. MISCELLANEOUS PROVISIONS</td>
<td>29</td>
</tr>
</tbody>
</table>

**EXHIBITS**

- **EXHIBIT A** – Legal Description
- **EXHIBIT B** – Master Tentative Large Lot Subdivision Map
- **EXHIBIT C** – Conditions of Approval
- **EXHIBIT D** – Project-Specific Mitigation Monitoring and Reporting Program
- **EXHIBIT E** – Approved Entitlements and Subsequent Approvals
- **EXHIBIT F** – Infrastructure Improvements and Phasing Plan
- **EXHIBIT G** – Preliminary Cost Estimate
- **EXHIBIT H** – City SDF Fees and Eligible Project-Specific Reimbursements
- **EXHIBIT I** – Form of Sales Tax Sharing Agreement
- **EXHIBIT J** – Form Reimbursement Agreement
- **EXHIBIT K** – Ordinance No. __________ Adopting the Development Agreement and Related Policies
DEVELOPMENT AGREEMENT

THIS DEVELOPMENT AGREEMENT ("Agreement") is entered into by and between the City of Riverbank, a California municipal corporation ("City"), and Western Pacific Holdings, Inc., a California corporation ("Developer") pursuant to the authority of Government Code section 65864 et seq. relating to development agreements. Developer and City may hereinafter be referred to individually as a "Party" and collectively as the "Parties." There are no other parties to this Agreement.

RECITALS

A. To strengthen the public planning process, encourage private participation in comprehensive planning and reduce the economic costs of development, the Legislature of the State of California adopted the Development Agreement Statutes (Gov. Code § 65864 et seq.) which authorize the City to enter into a development agreement with any person or entity having a legal or equitable interest in real property, to provide for the development of such property and establish certain development rights therein. The Parties acknowledge on their own behalf that each has (i) negotiated the terms and conditions of this Agreement in good faith, (ii) extensively reviewed the terms and conditions of this Agreement and (iii) found the terms and conditions of this Agreement to be fair, just and reasonable. Additionally, City acknowledges that this Agreement is consistent with City’s General Plan and Crossroads West Specific Plan and that buildout of the Project, including the Infrastructure Improvements, in accordance with this Agreement, will provide substantial benefits to City furthering important public health, safety and welfare interests while eliminating uncertainty in planning, facilitate progressive installation of necessary Infrastructure Improvements to serve the Project.

B. Developer represents that, upon approval of this Agreement, Developer (or an affiliate of Developer) owns legal title or an equitable interest (i.e., contractual acquisition right) to that certain real property located on the west side of Oakdale Road, north of Claribel Road and south and east of Modesto Irrigation District Lateral No. 6, consisting of approximately 59 gross acres, located in the County of Stanislaus, California, and more particularly described in the Legal Description attached hereto in Exhibit A and incorporated herein (the "Subject Property").

C. The Subject Property is located within that certain specific plan area consisting of approximately 380 gross acres known as the Crossroads West Specific Plan, an area that City proposes to apply for reorganization ("Annexation") from Stanislaus County LAFCO pursuant to the Cortese-Knox Local Government Reorganization Act of 2000 (Gov. Code § 56000 et seq.).

D. Development of the Project, as provided herein, will necessitate right-of-way land dedications and financing for the construction of certain significant public improvements, including water facilities, storm water drainage facilities, sanitary sewer facilities adjacent to and/or through the Subject Property, undergrounding of electrical lines, roadway improvements, including without limitation signalization improvements along Subject Property frontage and sidewalks and streetscape improvements along the Subject Property frontage, all of which infrastructure improvements specific to the Subject Property are further described in Chapters 7 and 9 of the Crossroads West Specific Plan and the Conditions of Approval imposed by the City.
for the Project (the “Infrastructure Improvements”). Certain Infrastructure Improvements will not only benefit the Project, but will also benefit the entire Crossroads West Specific Plan, as well as City and Stanislaus County. Additionally, with the development of the Project, Developer anticipates financing certain offsite facilities, and other offsite improvements that are required by the Project Approvals and described as facilities specific to the Subject Property in the Crossroads West Specific Plan (the “Offsite Improvements”). Development of the Project is designed to facilitate either residential, commercial or a combination of mixed uses on the Property, as further described in Chapter 4 of the Crossroads West Specific Plan. Without the Development Agreement, it would be difficult or impossible to finance the necessary Infrastructure Improvements and Offsite Improvements.

E. City recognizes that the success of the Project depends greatly upon the certainty of (i) the timing and issuance of Credits and Reimbursements for Infrastructure Improvements installed by Developer (including those Offsite Improvements that may be required for the Subject Property), (ii) issuance of building permits, and (iii) sufficient water and sewer capacity to serve the Project. This Agreement sets forth provisions and procedures for Developer to be entitled to such Credits and Reimbursements for a time period of twenty (20) years after the Approval Date, and provisions for City, under certain circumstances in its reasonable discretion, to extend such Credits and Reimbursements for an additional five (5) years if Developer has not been fully reimbursed for the cost of installing the Infrastructure Improvements. This Agreement sets forth procedures for Developer to be reimbursed for all of Developer’s actual costs of construction, alteration, demolition, installation, or repair work on the Infrastructure Improvements, through issuance of Credits, and one (1) or more of the following reimbursement methods (collectively, “Reimbursements”): (i) reimbursable SDF from Project-related SDF funds, or other projects’ SDF once received by the City; (ii) direct allocations of sales tax revenues generated from the Project, in accordance with the Sales Tax Sharing Agreement; (iii) inter-fund or inter-category loans within the SDF program to the extent the SDF program is funded and City authorizes such inter-fund transfers (“Inter-Fund Loans”); (iv) Benefit Assessment Districts; and (v) SDF reimbursements from sales tax revenues generated from the Project.

F. The Parties intend that Reimbursements shall conform to Ordinance No __________, adopted by the City Council on __________, 20__, and incorporated hereto as Exhibit K. The Parties further intend that such Credits and Reimbursements shall not exceed the actual costs of construction, alteration, demolition, installation, or repair work (including hard costs, soft costs and right of way dedications) for the Infrastructure Improvements.

G. The City has established by ordinance Riverbank Municipal Code Section 150.30 through 150.38 (“System Development Fees” or “SDF”). The System Development Fees are based on regional improvements identified in City’s adopted Traffic, Streets and Roadway, Storm, Sewer and Water Master Plans and its adopted SDF Nexus Report. The Parties acknowledge that SDF reimbursements from Project-related SDF funds and from other new or existing SDF funds collected shall be administered consistent with the requirements of this Agreement and in a manner consistent with City’s existing SDF policies, this Agreement and master planning requirements.

H. City and Developer desire that Reimbursement payments be made to Developer as soon as reasonably possible, but in no event later than every calendar quarter. Furthermore, the
Parties desire to set forth provisions herein whereby, if the actual cost of construction, alteration, demolition, installation or repair work or any particular Infrastructure Improvement line item is less than that identified in the “Preliminary Cost Estimate” attached as Exhibit G, the excess funds generated from fees collected from permits issued in connection with the Project will be deposited in the appropriate SDF line item account as established by City, and such excess funds will be made available solely to Developer for the purpose of financing Inter-Fund Loans among SDF Fee categories, as provided herein, to reimburse Developer for the actual cost of construction, alteration, demolition, installation, or repair work on any particular Infrastructure Improvement line item that exceeded the allocated amount set forth in the Preliminary Cost Estimate.

I. To facilitate the issuance of Reimbursements, the Parties desire to enter into one or more reimbursement agreements as provided herein ("Reimbursement Agreement"), to reimburse Developer for the actual costs of construction, alteration, demolition, installation, or repair work on the Infrastructure Improvements. The Reimbursement Agreement shall set forth the terms and conditions of Developer’s reimbursement for the cost of construction, alteration, demolition, installation or repair work on such Infrastructure Improvements and shall be substantially in the form of the attached Exhibit J. The Parties have worked in good faith to negotiate the terms and conditions of such Reimbursement Agreement such that it is mutually acceptable to both Parties.

J. City, in response to Developer’s applications for land use entitlements to develop the Subject Property and following public hearings and environmental analysis required by CEQA, has granted various land use entitlements for the Project to be built on the Subject Property, which entitlements and approvals are described in the attached Exhibit E (the “Approved Entitlements”). Exhibit E also lists future land use entitlements and approvals that may be necessary to implement the Approved Entitlements that have not been conferred as of the Approval Date, including, to the extent allowable by law, any approvals that will be required as a precondition to the issuance of grading, building or other permits required for the development of the Project (including the building, grading or other permits themselves), granted by City after the Approval Date (the “Subsequent Approvals”).

K. In accordance with CEQA, City has determined the impacts of the Project were sufficiently analyzed and addressed in the Certified Final Environmental Impact Report for the Crossroads West Specific Plan EIR, and no further environmental review is required (CEQA Guidelines § 15162 & 15164). No further environmental documentation is anticipated through the buildout of the Project, as adopted herein, including any Subsequent Approvals that are consistent with the Approved Entitlements. Development of the Subject Property pursuant to the Project Approvals, the Crossroads West Specific Plan, as applicable to the Project and as set forth in the Conditions of Approvals, will provide for orderly growth and development consistent with City’s General Plan, and other applicable development policies and programs of City.

L. For the reasons recited herein, Developer and City have determined that the development of the Subject Property is a development project for which this Agreement is appropriate and that this Agreement:

(i) Will eliminate uncertainty in planning and provide for the orderly development of the Subject Property;
(ii) Will insure progressive installation of necessary Infrastructure Improvements, by Developer in accordance with the terms and conditions of the Approved Entitlements;

(iii) Will provide for public services appropriate to the development of the Subject Property;

(iv) Will insure attainment of the maximum effective utilization of resources within City with the consideration of economic impacts to its citizens; and

(v) Will achieve the goals and purpose of the Crossroads West Specific Plan, which provides that Project phasing shall remain flexible enough to respond to changing conditions during Project buildout.

M. In entering into this Agreement, the Parties acknowledge that this Agreement and the Project Approvals shall be the sole vehicle whereby the timing, phasing, and construction of the entirety of the Infrastructure Improvements and all other terms and conditions pertinent thereto shall be set forth, and agreed to by the Parties. In exchange for these benefits to City, together with the public benefits provided by the development of the Project pursuant to this Agreement and the Project Approvals, Developer desires to receive the vested right that it may proceed with development of the Project in accordance with Applicable Laws in effect as of the Approval Date, and the Project Approvals, including without limitation, the Approved Entitlements and Subsequent Approvals.

N. The Parties shall cooperatively collect all documents mentioned in these recitals and place them in a three-ring binder to be maintained at all times by the City Clerk. Two (2) true and correct conforming copies of the binder shall be prepared and given to Developer and City’s Community Development Director, respectively. The Parties shall rely on the documents in the binder to determine the approvals granted by City and the ordinances, policies and regulations in effect as of the Approval Date of this Agreement.

O. City acknowledges that development of the Subject Property is a large-scale undertaking, involving major investments by Developer, with development occurring in various phases over several years. Developer is unwilling to incur the required investment in developing the Project, as hereinafter defined, without binding assurances from City of the continuity of vested rights to develop the Project in accordance with the Crossroads West Specific Plan, Applicable Laws (as defined in Section 5.01 below) in effect as of the Approval Date and Project Approvals, to proceed with the construction of the infrastructure improvements and any other improvements. City, in turn, cannot be assured of realizing the benefits of the Project without granting the binding assurances desired by Developer.

P. This Agreement sets forth provisions for Developer to construct certain Infrastructure Improvements, or portions thereof, in phases as shown and identified in the attached Exhibit F (the “Facilities Phasing Plan”). The Parties acknowledge that Developer shall not be required to initiate or complete development of any particular Infrastructure Improvement within
any period of time except as necessary to serve that phase of the project, and as set forth in the
Crossroads West Specific Plan and Conditions of Approval. The Parties further acknowledge that
certain Infrastructure Improvements will benefit the Project, the entire area within the Crossroads
West Specific Plan, as well as other City areas. As such, this Agreement is intended to grant
Developer vested rights to develop the Project as set forth herein.

Q. On ______________, 20__ the Planning Commission of the City of Riverbank, after
giving notice pursuant to Government Code Sections 65867, 65090 and 65091, held a public
hearing to consider this Agreement and provide recommendations to the City Council.

R. The City Council of the City of Riverbank on ______________, 20__, after providing
public notice pursuant to Government Code Sections 65867, 65090 and 65091, held a public
hearing on this Agreement and, following the duly noticed hearing, introduced Ordinance No.
_________ to approve this Agreement.

S. On ______________, 20__ the City Council conducted the second reading and adopted
Ordinance No. __________, approving and authorizing the execution of the Agreement. The
ordinance is effective on __________, 20__ (the “Approval Date”). In approving the Agreement,
the City Council adopted findings that the provisions of this Agreement and the Project are
consistent with the Crossroads West Specific Plan, the General Plan, Tentative Map No.
_________, and all other applicable City policies and regulations, and that the requirements of
CEQA have been satisfied.

NOW THEREFORE, in consideration of the promises, covenants and provisions set forth
herein, the Parties agree as follows:

ARTICLE 1
DEFINITIONS

The following terms shall have the meanings set forth below for purposes of this Agreement:

1.01. “Agreement” means this Development Agreement by and between the City of
Riverbank, a California municipal corporation, and Western Pacific Holdings, Inc., a California
corporation.

1.02. “Applicable Law” shall mean the statutes, rules, ordinances and regulations
referred to in Section 5.01 below and in effect on the Approval Date of this Agreement.

1.03. “Approval Date” means the legally effective date of City’s approval of this
Agreement, which shall occur thirty (30) calendar days after the adoption of the second reading of
Ordinance No. __________, i.e., __________, 20__.

1.04. “Approved Entitlements” means those certain entitlements listed on Exhibit E
attached hereto.
1.05. “Areas of Benefit” shall mean such financing or reimbursement districts that City may establish in accordance with this Agreement.

1.06. “Assignee” means any person, partnership, joint venture, firm, company, corporation or other business entity to which all or a portion of the Subject Property is sold, assigned, transferred, or conveyed, along with such rights, duties and obligations under this Agreement with respect to all or that portion of the Subject Property which is sold, assigned transferred, ground leased or conveyed pursuant to an Assignment and Assumption Agreement, as provided in Section 3.06 herein. Notwithstanding the foregoing, through the Assignment and Assumption Agreement, Developer may reserve and retain certain rights and benefits contained in this Agreement or created as a result of this Agreement, and may withhold the transfer of such rights to any Assignee pursuant to such agreement executed by the Assignee.

1.07. “Assignment and Assumption Agreement” means such agreement that Developer shall be required to enter into, in order to retain certain rights and benefits, and to partially allocate certain rights and benefits to an Assignee, as provided herein.

1.08. “City” means the City of Riverbank, California.


1.10. “Community Development Director” means the City’s Community Development Director, or the person the City Manager shall designate to act as such for purposes of this Agreement.

1.11. “Conditions of Approval” means all conditions of approval to the Approved Entitlements, which have been required by the City as a condition of regulatory approval of the Project, and which Developer has reviewed and consented to, as set forth in Exhibit C attached hereto.

1.12. “Costs of the Infrastructure Improvements” means the right of way costs and the actual cost of the construction, alteration, demolition, installation, or repair work on the Infrastructure Improvements, as estimated in Exhibit F attached hereto.

1.13. “Credits” means an entitlement to be excused from paying into City’s SDF program because Developer constructed certain Infrastructure Improvements instead of paying a SDF Fee. The amount of the Credit for construction of a specific Infrastructure Improvement shall be equal to the cost of the Infrastructure Improvement. At Developer’s option, Developer or its tenant and/or the subsequent property owner shall pay such required SDF Fee in lieu of receiving a Credit and Developer shall instead be reimbursed such SDF Fee as soon as reasonably possible, but in all events on a calendar quarter basis.

1.14. “Crossroads West Specific Plan” means the Crossroads West Specific Plan adopted by the City Council of the City of Riverbank pursuant to Resolution No. ____-____.
1.15. “Developer” means Western Pacific Holdings, Inc., a California corporation, and any successor-in-interest, or future Assignees under the terms provided in Article __ below.

1.16. “Effective Date” means the date that both of the following have occurred: (1) LAFCO approves the Annexation for the Subject Property to be included within City limits; and (2) Developer has acquired fee title to the Subject Property and provided evidence thereof to City.

1.17. “EIR” shall mean the combined Draft and Final Environmental Impact Report, including the adopted CEQA findings and Mitigation Monitoring and Reporting Program, Crossroads West Specific Plan (SCH No. 2017032062) certified by City Council Resolution No. __________ on __________, 20__. 

1.18. “Final Maps” shall mean the various, phased final subdivision maps, which may hereafter be filed for record for each respective phase of development of the Project.

1.19. “Financing District” shall mean a community facilities district formed pursuant to the Mello Roos Community Facilities District Act of 1982, or a comparable special tax district formed to financing ongoing maintenance obligations for the Subject Property.

1.20. “General Plan” shall mean the City of Riverbank General Plan 2005-2025.

1.21. “Infrastructure Improvements” means right of way costs and all of those public works improvements required by the Conditions of Approval and Chapters 7 and 9 of the Crossroads West Specific Plan that are applicable to the Project, as described in Exhibit F attached hereto.

1.22. “Master Tentative Large Lot Subdivision Map” means a subdivision map whereby the Subject Property will be divided into commercial parcels, mixed use parcels and residential subdivision lots. Such map will create individual developable commercial parcels and mixed use parcels, but will not create individual residential lots, although the zoning and permitted density and use for residential will be designated for each residential subdivision lot contained therein. The Master Tentative Large Lot Subdivision Map is attached hereto as Exhibit B and incorporated herein by this reference. With respect to the commercial parcels, the Master Tentative Large Lot Subdivision Map shall constitute the vested tentative map, which shall for all purposes herein become vested pursuant to this Agreement, conferring all of the same vested rights, protections and benefits afforded under the Subdivision Map Act for a “vested tentative map,” separate and distinct from the vested rights hereunder, to proceed with the development of the Subject Property in substantial conformance with the standards set forth in this Agreement and the Crossroads West Specific Plan. Such commercial parcels shall not require further subdivisions and/or tentative maps. With respect to the residential subdivisions, the Master Tentative Large Lot Subdivision Map, shall constitute the tentative subdivision map, which shall become vested pursuant to this Agreement and no such residential subdivisions shall be eligible for building permits until a final subdivision map for the applicable residential subdivision has been approved by City in accordance with the terms of this Agreement and recorded in Stanislaus County.
1.23. “Phased Maps” shall mean the various phased vesting tentative subdivision maps, which may hereafter be filed for record for each respective phase of development of the Project, as further described in Section 5.10 below.

1.24. “Project” means the permitted densities, intensities and uses of the Subject Property as depicted on the Project Approvals, and in the Approved Entitlements in Exhibit E.

1.25. “Project Approvals” means all land use and building approvals, permits and entitlements granted by the City for the Project including the Crossroads West Specific Plan, Approved Entitlements, Subsequent Approvals, Master Tentative Large Lot Subdivision Map, Conditions of Approval, EIR, Mitigation Monitoring and Reporting Program, and Sales Tax Sharing Agreement.

1.26. “Rules and Regulations” means the rules, regulations, ordinances, laws, general or specific plans, zoning, and official policies governing development, design, density and intensity of permitted uses, growth management, environmental review, or other measure that directly or indirectly limits the rate, timing or sequencing of development or construction, construction and building standards, design criteria and any other standards relating to development of Subject Property within the City, and in effect on the Approval Date of this Agreement.

1.27. “Sales Tax Sharing Agreement” means that certain agreement attached hereto as Exhibit I.

1.28. “SDF Fees” means the fee schedule adopted by City that is applicable to the Project for the term of this Agreement, as such fees may be modified as limited in Section 6.01 hereof, and as further described in the attached Exhibit H.

1.29. “State” means the State of California.

1.30. “Subject Property” means that certain real property located in the Riverbank, California, consisting of approximately 59 gross acres of land and more particularly described in Exhibit A.

1.31. “Subsequent Approvals” means any approvals required as a precondition to the issuance of grading, building or other permits required for the development of the Project granted by City after the Approval Date, including but not limited to (a) vesting tentative maps and final maps, which may include all or a portion of the Subject Property identified in the Project Approvals; (b) use permits; (c) building permits; (d) any other approvals necessary for the development of the Project; and (e) design review as set forth in Section 8.1 of the Crossroads West Specific Plan.

1.32. “Subsequent Property Owner” means the person, persons or entity having a legal or equitable interest in the Subject Property as described in Exhibit A and includes the Property Owner’s successors in interest.
ARTICLE 2
EXHIBITS AND RECITALS

The Recitals set forth above, and the Exhibits referred to in this Agreement, are incorporated herein as though set forth in full.

ARTICLE 3
GENERAL PROVISIONS

3.01. Property Subject to the Agreement. This Agreement applies to and governs the development of the Subject Property.

3.02. Duration of Agreement. The term of this Agreement shall commence upon the Approval Date and shall expire on the twentieth (20th) anniversary following such date, provided, however, that this Agreement shall not become legally enforceable by either Party until the Effective Date. The term of this Agreement may be extended by mutual agreement of the Parties in writing.

3.03. Assignment and Assumption. Developer shall have the right to sell, assign, transfer, ground lease and/or convey the Subject Property in whole or in part (provided that no such partial transfer shall violate the provisions of the Subdivision Map Act) to an Assignee at any time during the term of this Agreement upon providing notice to City no later than ten (10) days after the effective date of said sale, assignment or transfer. The City will release Developer from all obligations set forth herein with respect to the Subject Property sold, assigned or transferred (or if less than the Subject Property shall be sold, transferred or assigned, then with respect to that portion thereof actually purchased, transferred or assigned), only if Developer conveys, and the Assignee expressly assumes all of the obligations and other terms and conditions of this Agreement with respect to such Subject Property (or if less than the Subject Property shall be sold, transferred or assigned, then with respect to that portion thereof actually purchased, transferred or assigned). Developer or Assignee shall advise the City of the assignment and assumption.

3.04. Recording. Upon the Approval Date, the Parties shall fully execute and acknowledge three originals of this Agreement. Within ten (10) days after the Approval Date, the City Clerk shall record this Agreement in the Official Records of Stanislaus County.
from the county recorder, the City Clerk shall send a copy of the recorded Agreement and all exhibits to Developer.

3.05. Amendment or Cancellation of Agreement. Except as otherwise provided herein, including, without limitation, as provided under Article 8 hereof, this Agreement may be cancelled, modified or amended only by mutual written consent of the Parties, in accordance with Government Code Sections 65867, 65867.5 and 65868.

(a) Minor Amendment of this Agreement. The Parties acknowledge that refinement and implementation of the Project may demonstrate minor changes, as appropriate with respect to the details of performance by the Parties. The Parties desire to retain administrative flexibility with respect to certain items covered in general terms under this Agreement. If City finds that clarifications, minor changes or minor adjustments are necessary or appropriate to further the intended purposes of this Agreement, and will not be materially inconsistent with any Project Approvals, the Parties may effectuate such clarifications, minor changes and adjustments through one or more Operating Memoranda, mutually approved in writing by Developer and the City Manager. Each Operating Memorandum will, after execution and recording, be attached to this Agreement. Unless otherwise required by law, execution of an Operating Memorandum between the Parties shall not require noticed public hearings.

(b) Effect of Termination. With the exception of the Master Tentative Large Lot Subdivision Map, termination of this Agreement shall not constitute the automatic termination of any Project Approvals or other land use entitlements approved for the Subject Property. Upon termination of this Agreement, no Party shall have any further right or obligation hereunder, except with respect to any obligation to have been performed prior to such termination, or with respect to any default in the performance of the provisions of this Agreement that has occurred prior to such termination, or with respect to any obligations that are specifically set forth as surviving this Agreement.

(c) Minor Amendment of Project Approvals. Developer may provide written request for a minor amendment or modification to any of the Project Approvals, including, but not limited to (a) the location of buildings, streets and roadways and other physical facilities, or (b) the configuration of the buildings, the site plan, elevations, the configuration and number of parcels, lots or development areas. To the extent allowable by law, the Community Development Director shall determine whether the requested amendment or modification is consistent with this Agreement, Crossroads West Specific Plan and applicable provisions of City zoning and subdivision ordinances in effect as of the Effective Date of this agreement. For purposes of this Agreement, the determination of whether such amendment is minor shall be made by reference to whether such amendment or modification is minor in the context of the overall Project. If the Community Development Director finds that the proposed amendment is both minor and consistent with this Agreement, the Crossroads West Specific Plan, and the applicable provisions of City zoning and subdivision ordinances, the Community Development Director may approve the minor amendment administratively. For purposes of this Agreement and notwithstanding any City ordinance or resolution to the contrary, the following shall be deemed a minor amendment or modification: lot line adjustments, minor adjustments in the number of parcels on a Phased Map, minor variances as to density, relocation of densities and/or uses which do not materially alter the overall density of the Subject Property as presently set forth in the Crossroads West Specific Plan,
conversion of Subject Property commercial development to residential development (or other permitted uses) as allowed in the Crossroads West Specific Plan, and minor changes to any bulk, height, lot coverage, and building setbacks.

3.06. Binding Effect of Agreement. Actions of City and Developer with respect to the Project, including, without limitation, actions by City responding to applications for Subsequent Approvals affecting the Project, shall be made subject to this Agreement. The Project shall be carried out in accordance with the terms of this Agreement. The provisions of this Agreement shall constitute covenants and servitudes, which shall run with the land comprising the Subject Property, and the burdens and benefits hereof shall inure to the benefit of the City and Developer, and all estates and interests in the Subject Property and all successors in interest of the Parties hereto, except as such rights may be materially limited by a recorded Assignment and Assumption Agreement between Developer and any Assignee to the Subject Property. Notwithstanding the above, Developer’s determination to construct the Project is left to Developer’s sole and absolute discretion and in no event is Developer obligated to construct or undertake commencement of the Project.

3.07. Notices. Any notice or communication required hereunder between City or Developer must be in writing, and may be given either personally, by registered or certified mail (return receipt requested), or by Federal Express, UPS or other similar couriers providing overnight delivery. If personally delivered, a notice or communication shall be deemed to have been given when delivered to the Party to whom it is addressed. If given by registered or certified mail, such notice or communication shall be deemed to have been given and received on the first to occur of (a) actual receipt by any of the addressees designated below as the party to whom notices are to be sent, or (b) five (5) days after a registered or certified letter containing such notice, properly addressed, with postage prepaid, is deposited in the United States mail. If given by Federal Express or similar courier, a notice or communication shall be deemed to have been given and received on the date delivered as shown on a receipt issued by the courier. Any Party may at any time, by giving ten (10) days written notice to the other Party, designate any other address in substitution of the address to which such notice or communication shall be given.

Notices and communications shall be given to the Parties at their addresses set forth below:

If to City: City of Riverbank
6707 3rd Street
Riverbank, CA 95367
Attn: City Manager

With a copy to: Churchwell White LLP
1414 K Street, 3rd Floor
Sacramento, CA 95814
Attn: Douglas L. White, Esq.
ARTICLE 4
CONFLICTS OF LAW

4.01. Conflicts between City and State or Federal Laws. In the event that State or federal laws or regulations enacted after the Approval Date prevent or preclude compliance with one or more provisions of this Agreement, or require changes in plans, maps or permits approved by City, each Party shall provide the other Party with written notice of such State or federal restriction, a copy of such regulation or policy and a statement concerning the conflict with the provisions of this Agreement. The Parties shall, within thirty (30) days, meet and confer in good faith in a reasonable attempt to modify this Agreement to comply with such federal or State law or regulation.

4.02. City Council Hearing. After the Parties have met and conferred pursuant to Section 4.01 above, if the Parties have not reached agreement on the effect of the change in the federal or state law or regulation upon this Agreement, Developer may request the matter shall be scheduled for hearing before the City Council. Written notice of such hearing shall be given pursuant to Government Code Section 65867, or then applicable statutes. The City Council, at such hearing, shall determine the exact modification necessitated by such federal or state law or regulation. Developer, at the hearing, shall have the right to offer oral and written testimony.

4.03. Cooperation in Securing Permits. City shall cooperate with Developer in order to secure any permits that may be required or as a result of modifications, amendments, or suspensions made pursuant to this Article.

4.04. Invalidity of Agreement and Severability. If this Agreement is determined by a court to be invalid or unenforceable in its entirety, the Agreement shall automatically terminate as of the date of final entry of judgment. If any provision of this Agreement relating to fees payable by Developer, Section 1.4 and/or Article 6 shall be determined by a court to be invalid and unenforceable, or if any provision of this Agreement relating to fees payable by Developer, Section 1.4 and/or Article 6 is rendered invalid or unenforceable according to the terms of any statute of the State of California which became effective after the Approval Date, and Developer in good faith determines such provisions are material to its entering into this Agreement, then Developer may elect to terminate this Agreement as to all of its obligations remaining unperformed.
ARTICLE 5
DEVELOPMENT OF THE SUBJECT PROPERTY

5.01. Applicable Law. As used in this Agreement regarding the Subject Property, “Applicable Law” shall mean and include all of the following in effect as of the Approval Date, and Applicable Law shall be interpreted in the following priority:

(a) City of Riverbank General Plan;
(b) Crossroads West Specific Plan;
(c) This Agreement;
(d) Master Tentative Large Lot Subdivision Map
(e) Phased Maps
(f) All other Project Approvals;
(g) City zoning ordinance;
(h) City subdivision ordinance;
(i) Rules and Regulations;
(j) all other laws, policies, rules and regulations of City (whether the laws be enacted by the City Council, Planning Commission, or City voters) in effect as of the Approval Date, including, without limitation, the laws that relate to or specify any one or more of the following: the permitted uses of land or improvements; the density or intensity of use; the rental rates or vacancy rates or conversion controls regarding rental properties; labor rules and rates; and building and uniform code standards for construction and occupancy. Nothing in this Agreement, or Applicable Law, whether in existence as of the Approval Date or arising in the future, shall be interpreted to provide for or result in any annual (or other) limit, moratorium, or other limitation upon the number of, or phasing or pacing of, units which may be constructed on, or building permits which may be obtained for parcels or lots within the Subject Property, the processing or approval of any vesting tentative or final maps, or any other land use entitlements, approvals, or permits, or the rate, timing, or sequencing thereof, during the term of this Agreement. There are currently no adopted growth controls ordinance, policies or measures that would restrict development of the Project. The terms of this Agreement are consistent with the legislative purposes set forth above and will assure Developer that approvals granted by the City in connection with the development of the Subject Property will not change during the term of this Agreement.

Notwithstanding the foregoing or anything contained herein to the contrary, the standards and regulations provided in the Crossroads West Specific Plan supersede all other laws, policies, rules and regulations of the City in effect as of the Approval Date. If a conflict occurs between the requirements of the Crossroads West Specific Plan and laws, policies, rules, and regulations of the City, the requirements of the Crossroads West Specific Plan and this Agreement shall control. If, however, the Crossroads West Specific Plan does not contain an express requirement consistent with the laws, policies, rules and regulations of the City, then in such event the Parties agree the requirements of Applicable Law, in order of priority shown above, shall be followed.

5.02. Vested Right to Develop. During the term of this Agreement, Developer shall have the vested right to develop the Subject Property in accordance with the Project Approvals and Crossroads West Specific Plan. City agrees and assures Developer that this Agreement establishes...
vested development rights, obligations, terms and conditions, as specified in the Project Approvals and Applicable Law, including without limitation, any and all Subsequent Approvals and Developer’s right to tie in, or connect to, the City sewer and water systems, and that such rights shall be fully vested in Developer and may not be changed or modified by City, except as may be expressly permitted by, and in accordance with, the terms and conditions of this Agreement, or as expressly consented thereto by Developer in its reasonable discretion.

(a) Water Capacity. The Parties acknowledge that City’s water system likely has sufficient capacity to adequately serve the entire buildout of the Subject Property, as provided in the CWSP. In addition, City agrees to provide and make available any additional water services and capacity necessary to serve the entire buildout of the Subject Property without delay, limitation and/or restriction. Notwithstanding the foregoing, City agrees to build, as necessary, any future wells (and related facilities), peaking reservoirs (and related facilities) and other improvements to the City’s water system required to facilitate and provide unrestricted access to water capacity necessary for the development of the entire buildout of the Subject Property consistent with the CWSP. Additional wells, peaking reservoirs and other improvements to the City’s water system will be required to facilitate additional residential development over Developer’s 350 units permitted within the Subject Property.

(b) Sewer Capacity. The Parties acknowledge that City’s sewer and wastewater system likely has sufficient capacity to adequately serve the entire buildout of the Subject Property, as provided in the CWSP. From City’s existing sewer and wastewater system, City agrees to reserve (from the City’s existing sewer and wastewater system capacity), provide, and make available to the Project, without delay, limitation and/or restriction, all necessary sewer and wastewater services and capacity necessary for the Developer’s entire buildout of the Subject Property, as permitted in the CWSP. However, with respect to the residential development within the Subject Property only, if after the City’s Public Works Director reasonably determines that a capacity limitation may exist for any portion of the Project’s proposed residential uses in City’s existing sewer and wastewater system, City may require Developer to prepare a study to evaluate the improvements needed to serve such capacity constrained portion of the residential project on the Subject Property. If the study indicates that the system is inadequate for the buildout of the residential portion of the Project, Developer agrees to provide plans and install any additional public facilities, including off-site public improvements, to adequately process the anticipated sewer demands for the capacity constrained portion of the residential development within the Subject Property.

(c) Parks. If Developer proposes to construct residential units on the Subject Property, the City’s Community Development Director may reasonably determine that park requirements for the residential project are satisfied based upon the following: (i) payment of the applicable in-lieu fee, (ii) actual construction of City parks, (iii) coordinating with other developers in the CWSP area to construct a City park in another area covered by the CWSP (or contribution to the cost of the improvement thereon); or (iv) construction of other public benefiting improvements in the Project, such as outdoor patios, plazas, play areas, outdoor recreation areas, gardens, gathering spaces, common courtyards, fire pits, water features or other types of meeting areas for use by the residential development at the Project.
(d) **City Administration.** City shall comply with this Agreement and all Project Approvals, and City shall process any Subsequent Approvals in accordance with the terms of this Agreement. The permitted uses, the density and intensity of use, the maximum height and size of proposed buildings, the construction, installation and extension of Infrastructure Improvements, development guidelines and standards, implementation programs for processing of Subsequent Approvals and other conditions of development for the Subject Property shall be those set forth in the Crossroads West Specific Plan, Project Approvals and Applicable Law, including without limitation, any and all Subsequent Approvals. The Parties intend that the Project Approvals and Crossroads West Specific Plan shall serve as the definitive and controlling provisions for all subsequent actions, discretionary or ministerial, relating to the development and occupancy of the Project.

5.03. **Vested Rights Relating to Reimbursements.** Developer shall be required by this Agreement to construct the Infrastructure Improvements identified in Exhibit F subject to the phasing requirement set forth therein. Developer shall design and construct such work to City or agency standards consistent with the Crossroads West Specific Plan and applicable mitigation measures attached hereto as Exhibit D, unless otherwise provided in this Agreement, the Crossroads West Specific Plan, or the Project Approvals. To the extent that Developer constructs, alters, demolishes, installs, repairs, or otherwise provides financing for any Infrastructure Improvements, City shall reimburse Developer for the actual cost of altering, demolishing, installing, or repairing the Infrastructure Improvements, as provided in Exhibit H for the first twenty (20) years after the Approval Date. City, in its reasonable discretion, shall issue Credits and Reimbursements for an additional five (5) years if City determines that the cost of altering, demolishing, installing, or repairing the Infrastructure Improvements has not been fully reimbursed. City shall reimburse Developer through the application of Credits, and through the issuance of Reimbursements pursuant to one (1) or more of the following Reimbursement methods:

(a) **Project-Related SDF Reimbursements.** Developer may elect to be reimbursed through City’s SDF program for the installation of Infrastructure Improvements, or portions thereof that are expressly identified and itemized, according to the amounts quantified in City’s SDF program. City represents that the list of improvements set forth in the attached Exhibit H are or will be part of the City SDF program. With respect to SDF-reimbursable improvements, as described in the attached Exhibit H, that are not currently included in the City’s SDF program, City agrees to amend the existing SDF program within eighteen (18) months after the Approval Date in order to establish new system development fees to fund the costs of such new Infrastructure Improvements. In such case, City agrees that the SDF funds collected from each such SDF category from (i) any property within the Project, shall be used solely to reimburse Developer for the cost of the Infrastructure Improvements, (ii) any property within the Crossroads West Specific Plan shall be used to reimburse Developer in relation to other developers outside of the Project, but within the Crossroads West Specific Plan on a first in/first out basis and (iii) any property outside of the Crossroads West Specific Plan shall be used first to reimburse Developer for the cost of the Infrastructure Improvements; provided, however, that if the City’s Finance Director reasonably determines that priority must be given to a programmatic infrastructure improvement and/or City priority improvement within such SDF category relating to a prior project outside of the Crossroads West Specific Plan, City may, to the extent of such priority programmatic
infrastructure improvement and/or City priority improvement item only, elect to allocate such SDF fees collected from property outside of the Crossroads West Specific Plan to reimburse Developer in relation to other developers outside of the Crossroads West Specific Plan on a first in/first out basis, as provided under Applicable Law and consistent with the intent of the Parties set forth herein.

(b) *Sales Tax Sharing Agreement.* The Infrastructure Improvements include certain facilities, or portions thereof, that are not included in City’s SDF program, or cost more than itemized in the SDF program for such improvement. Reimbursements for such Infrastructure Improvements may occur through the provisions set forth in the Sales Tax Sharing Agreement between the Parties attached hereto as **Exhibit I**.

(c) *Non-Project SDF Reimbursements and Inter-Fund Loans.* City, in its reasonable discretion, may elect to allocate SDF fees collected from permits issued for any property outside of the Project, to reimburse Developer on a first in/first out basis in relation to other developers who are also awaiting reimbursement consistent with the intent of the Parties set forth herein, or as provided in the Sales Tax Sharing Agreement or in any executed Reimbursement Agreement between the Parties.

(d) *Benefit Assessment Districts.* Developer may seek, and City shall use its best efforts to assist Developer in obtaining, reimbursement from benefited property owners for all costs and expenses incurred in the design and construction of any Infrastructure Improvements that benefit properties other than the Subject Property, and the acquisition of rights of way for any such public facilities. In the event Developer seeks reimbursement from other benefited properties, City shall cooperate with Developer in the formation, consistent with all applicable City and state laws, of a local benefit district or area of benefit for the purpose of reimbursing Developer, as contemplated herein. In addition, at City’s election, Developer may be reimbursed for oversizing under a separate agreement between City and Developer, which shall provide that if and when a particular property benefiting from the oversizing pulls a permit to construct any improvement, City shall require the benefiting property to reimburse Developer for their pro rata share of the costs of the oversizing. A written agreement under this provision shall have a term of no longer than twenty (20) years. Similarly, if the benefiting property fails to reimburse Developer for oversizing, Developer shall have no recourse against City; however, Developer shall retain all rights against the benefiting property and its owners. In no case shall City reimburse Developer pursuant to this Agreement from City’s general fund. City may charge an administrative fee equal to the cost of administering such local benefit district, not to exceed five percent (5%) of the annual assessment district budget for such area of benefit.

(e) *Maximum Reimbursement Amount.* Notwithstanding anything to the contrary in this Agreement, in no event shall the total amount of Reimbursements made by City to Developer, whether in the form of Reimbursements in cash, Credits against fees or any other form provided herein, exceed the total cost of the performance of the construction, alteration, demolition, installation, or repair work on all public works of improvement required by City as a condition of approval of the Project, as defined in California Labor Code Section 1720(c)(2) or a successor statute. The Parties acknowledge that for purposes of this Agreement, repair work shall
exclude all costs incurred by Developer to perform any corrective work necessitated by defective work or defective materials.

5.04. Reimbursement Agreements. Reimbursements shall be administered through the Sales Tax Sharing Agreement adopted and executed in connection with this Agreement, and the form of Reimbursement Agreement attached to this Agreement. City shall have no further obligation under this Section only after such time that Developer has been fully repaid for the actual cost of all Infrastructure Improvements, including their costs as provided in Exhibit H, through either Credits or Reimbursements, as applicable.

5.05. SDF Overage and Surplus.

(a) Overage. If the actual construction cost of Infrastructure Improvements eligible for reimbursement under the SDF program exceeds the amount specified in the SDF program, such shortfall shall be financed by: (a) an increase to the appropriate SDF category, such that the SDF will increase City-wide to finance such shortfall, provided that all developers or landowners, including Developer (but only with respect to unbuilt buildings), shall share in such City-wide fee increase; (b) transfer from other SDF categories, but only if Developer has constructed other Infrastructure Improvements in such SDF category for less than the amount specified in the SDF program, as provided in subsection (b) below, with the result that surplus Project-related SDF is available; (c) transfer or loan from any other SDF category if, in City’s reasonable discretion, repayment to such SDF category is likely to occur within the next five (5) calendar years; (d) allocations of sales tax revenue generated from the Project in accordance with the Sales Tax Sharing Agreement (allocations shall not exceed 50% of annual sales taxes generated, for no longer than twenty (20) years). Such reimbursements shall be made on a quarterly basis and shall continue through the duration of this Agreement, or until Developer has been fully reimbursed, whichever occurs sooner. In no event, however, shall City be obligated to utilize City’s general fund to repay any costs related to any Project-related Infrastructure Improvements or any Developer shortfall related to Reimbursements.

(b) Surplus. If the actual construction costs of any Infrastructure Improvements installed by Developer are less than the costs identified in City’s SDF program, upon Developer’s request such excess amounts shall be deposited into a special account and be made available to Developer to reimburse Developer for any overages in Developer’s actual construction costs of any SDF-eligible Infrastructure Improvements installed by Developer.

5.06. Timing of Reimbursement. City shall issue Reimbursements to Developer as soon as reasonably possible after such Reimbursements are collected, but in no event later then every calendar quarter during which such Reimbursements are collected. City agrees to use its best efforts to take all actions necessary to establish and implement (i) the method chosen by Developer to finance the cost of the installed Infrastructure Improvements or to take such other legislative action necessary to provide a mechanism whereby Developer is fully reimbursed for such costs; and (ii) procedures for the reimbursement method chosen by Developer, including, without limitation, procedures for the collection of fees and the timing of reimbursement payments to Developer. City understands and agrees that it is the intent of Developer to utilize reimbursement mechanisms that will provide for the smallest amount of time to fully reimburse Developer.
Additionally, at Developer’s request, City shall use its best efforts to take all actions necessary to establish one or more Areas of Benefit.

5.07. Prevailing Wages. The Parties understand and intend that, under this Agreement, City will not contribute any more money, or the equivalent of money, to the overall Project than is required to perform the public improvement work and reimburse Developer for installation of the Infrastructure Improvements as provided herein, which is required as a condition of City’s regulatory approval of the Project. The Parties further understand and intend that the Project is a private development project and that City does not and shall not have any proprietary interest therein. It is Developer’s understanding and intent that, pursuant to California Labor Code Section 1720(c)(2), only the Infrastructure Improvements that are constructed, altered, demolished, installed, or repaired as a condition of City’s regulatory approval of the Project, shall be subject to the requirement to pay prevailing wages, and that no other portion of the Project shall be subject to the requirement to pay prevailing wages. Notwithstanding the above, Developer shall be solely responsible for determining whether construction of any improvements required in connection with the Project triggers any obligation to pay prevailing wages under State or federal law. Developer shall defend, indemnify and hold harmless City, its agents, employees, officers and officials from any liability, loss, debts, costs or damages sought by the State or by any third party for failure to pay prevailing wages in connection with the Project. The indemnification obligation set forth herein shall survive termination of this Agreement.

5.08. Reservations and dedications. Portions of the Subject Property are reserved for dedication to City, as shown in the Master Tentative Large Lot Subdivision Map. Such reservations and dedications shall be imposed in accordance with the Applicable Laws in effect as of the Approval Date, and otherwise shall be made in accordance with the Conditions of Approval for the Master Tentative Large Lot Subdivision Map, and the Subdivision Map Act.

5.09. Subsequent enactments. City and Developer agree that this Agreement shall vest Developer’s right to develop the Project pursuant to the Project Approvals, Crossroads West Specific Plan, and Applicable Law. Neither the City, nor any agency of the City, shall enact any new law, ordinance, resolution, initiative, rule, regulation or other measure applicable to the Project or Subject Property that is in conflict with the Project Approvals, Crossroads West Specific Plan, or Applicable Law, or that prevents or conflicts with the permitted uses, density and intensity of uses vested by this Agreement, or as set forth in the Project Approvals, Crossroads West Specific Plan, or Applicable Law.

(a) Limitations. Without limiting the foregoing general statement, and for all purposes relating to this Agreement generally, and this Section specifically, the Parties agree that any new law, ordinance, resolution, initiative, rule, regulation or other measure applicable to the Project or Subject Property shall be deemed to conflict with the Project Approvals, Crossroads West Specific Plan, or Applicable Law if it seeks to accomplish anyone or more of the following results, either with specific reference to the Crossroads West Specific Plan, Project, or Subject Property, or as part of a general enactment that applies to this Project or Subject Property, or the MU-1 Property in the Crossroads West Specific Plan:

{CW073467.1}
(i) limiting or reducing the intensity, use, operation or density of development on the Subject Property, or otherwise requiring any reduction on the square footage of buildings, total number of proposed homes, buildings or other improvements;

(ii) limiting or restricting the development timing or phasing or pace of the development of the Subject Property in any manner;

(iii) limiting the location of building sites, buildings, grading, or other improvements on the Subject Property in any manner;

(iv) applying to the Subject Property a moratorium or other limitation affecting the processing or approval of subdivision maps, building permits or any other land use entitlements, approvals or permits, or the rate, timing or sequencing thereof;

(v) applying to the Subject Property rent, vacancy or conversion controls, regulations and/or policies;

(vi) applying to the Subject Property “prevailing wage,” “union shop,” project labor agreement, labor peace agreement, or other labor regulations or policies, except those required by State or Federal laws and regulations

(vii) requiring any additional on-site or off-site infrastructure improvements to be constructed or paid for by Developer or a subsequent Property Owner; or

(viii) restricting the permitted uses of the Subject Property in any manner.

The above list of actions is not intended to be comprehensive, but is illustrative of the types of actions that would conflict with this Agreement, the Crossroads West Specific Plan, the Project Approvals, and Applicable Law.

(b) Changes to Applicable Law. Only the following changes to the Applicable Law effective as of the Approval Date shall apply to the development of the Project:

(i) City land use regulations, ordinances, resolutions or policies adopted after the Approval Date, applicable City-wide, which are not in conflict with the terms and conditions for the development of the Project, Crossroads West Specific Plan, and the Project Approvals, and which do not impose additional burdens on the Project; and

(ii) City land use regulations, ordinances, resolutions or policies adopted after the Approval Date, which are in conflict with Project Approvals, but the application of which to the development of the Project has been consented to in writing by Developer in its sole discretion.

(iii) City may update its SDF program to incorporate a sewer capacity fee and/or to update the traffic fees in the SDF program existing as of the Approval Date of this Agreement. Such updates to those City SDF program fees must occur within two (2) years after the Approval Date, or shall not be applicable to the Subject Property. In no event, however, shall
City increase the SDF fees for sewer capacity and/or traffic by more than twenty-five percent (25%) of the current SDF amounts shown on Exhibit H attached hereto (provided, however, that in the event the City Manager reasonably determines that the existing sewer infrastructure is inadequate for servicing the residential portion of the Project, then in such event the City may increase the SDF fees to cover such improvements, but in no event more than fifty percent (50%) of the current SDF amounts for sewer shown on Exhibit H), or increase any other SDF category within the program, except sewer capacity and traffic and excluding annual escalation for inflation commencing five (5) years after the Effective Date provided that in no event shall any such escalation exceed 3% per annum. In addition, no SDF fee increase shall apply to any property for which Developer has previously paid, requested a credit of such SDF fee(s), or pulled a building permit for such property or building.

(iv) Development of the Subject Property shall be subject to legally mandated changes that occur to the California Building Code and California Fire Code required by State or federal law (the “Applicable Codes”); provided, however, such changed law shall not apply to the Subject Property when permitted and/or exempted by (a) the rights and benefits of this Agreement, (b) the tentative map and as provided under Section 1.22 of this Agreement above, (c) the presence, vesting protections or other benefits conferred under this Agreement, or (d) the presence, vesting protections or benefits conferred under the vesting tentative map, in which event Developer shall not have to comply with the new Applicable Codes within all or any portion of the Project.

(v) If any future public health and safety emergencies arise with respect to the development contemplated by this Agreement, City shall attempt, if reasonably possible, to address such emergency in a way that does not have a material adverse impact on the Subject Property. If City reasonably determines that City cannot address the health and safety emergency in a way that avoids any material adverse impact on the Project, City, after consultation with Developer, shall select an option for addressing the situation that minimizes, so far as reasonably possible, the impact of the health and safety emergency on development of the Project.

Therefore, except for the exceptions expressly stated above, the Parties agree that no ordinance, policy, rule, regulation, decision, or any other City action, or any initiative or referendum voted on by the public, which would otherwise be applicable to the Project and would affect in any way the development of the Project, or alter construction standards for the Project, or limit the uses allowed under the Crossroads West Specific Plan, or limit the number of building permits issued for the Project, or limit the Project’s ability to connect to the City’s sewer, water system, storm drainage systems, or to receive any other City services that was not in effect as of the Effective Date, shall be applicable to the Project during the term of this Agreement.

5.10. Phased Maps and Conditions of Approval. Due to the size and scope of the proposed Project, buildout and improvement of the Subject Property may be completed in phases over the term of this Agreement, in accordance with the phasing schedule set forth in the attached Exhibit F. Developer may prepare additional Master Tentative Large Lot Subdivision Maps, vesting tentative parcel maps and final maps for the entirety or portions of the Subject Property (collectively, the “Phased Maps”). The conditions of approval that may be placed on such Phased Maps, or other entitlements, permits, or approvals, shall be governed by this Agreement. Any future conditions of approval, which may be attached to any of the foregoing maps, shall impose
no greater or earlier duty of performance on Developer than this Agreement. The Parties agree that the timing and extent of required Infrastructure Improvements in any future conditions of approval or Subsequent Approvals shall be consistent with this Agreement and the Approved Entitlements.

5.11. Development Timing. Developer cannot predict with certainty when or the rate at which phases of the Subject Property will be developed. Such decisions depend on numerous factors that are not entirely within the control of Developer, such as market orientation and demand, interest rates, competition and other factors. The California Supreme Court held in Pardee Construction Co. v. City of Camarillo, 37 Cal.3d 465 (1984) that the failure of the parties therein to provide for the timing of development resulted in a later adopted initiative restricting the timing of development controlling the parties’ agreement. In response to the foregoing, it is the intent of City and Developer to hereby acknowledge and provide for the right of Developer to develop the Project in such order and at such rate and times as Developer deems appropriate within the exercise of its sole and subjective business judgment, subject to the terms, requirements and conditions of the Project Approvals and this Agreement. City acknowledges that such a right is consistent with the intent, purpose and understanding of the Parties to this Agreement. Developer shall use their best efforts, in accordance with their business judgment and taking into consideration market conditions and other economic factors, to commence or to continue development, and to develop the Project in a regular, progressive and timely manner in accordance with the provisions and conditions of this Agreement and with the Project Approvals.

ARTICLE 6
FEES, CREDITS, Dedications, AND INFRASTRUCTURE IMPROVEMENTS

6.01. SDF Fees.

(a) Existing SDF Program. Developer shall pay City’s SDF at the rate adopted by City prior to the Approval Date, specifically the SDF amounts applicable to the Project and further described in the attached Exhibit H. Such SDF amounts may be adjusted annually for inflation commencing five (5) years after the Effective Date provided that in no event shall any such escalation exceed 3% per annum, as provided by Applicable Law.

(b) Changes to SDF Program. City may amend the existing SDF program within two (2) years after the Approval Date in order to establish a new sewer capacity fee and to update the traffic fees. Such amendment must occur within two (2) years after the Approval Date, or shall not be applicable to the Subject Property. In no event, however, shall City increase the SDF fees for sewer capacity and/or traffic by more than twenty-five percent (25%) of the current SDF amounts shown on Exhibit H attached hereto (provided, however, that in the event the City Manager reasonably determines that the existing sewer infrastructure is inadequate for servicing the residential portion of the Project, then is such event the City may increase the SDF fees to cover such improvement, but in no event more than fifty percent (50%) of the current SDF amounts for sewer shown on Exhibit H), or increase any other SDF fee category or increase any other SDF category within the program, except sewer capacity and traffic and excluding any annual escalation due to inflation commencing five (5) years after the Effective Date provided that in no event shall any such escalation exceed 3% per annum, as provided by Applicable Law. In addition, no SDF
fee increase shall apply to any property for which Developer has previously paid, requested a credit of such SDF fee(s), or pulled a building permit for such property or building.

(c) **Timing of Payment.** Developer shall pay, or request the applicable credit of, the applicable SDF upon City’s issuance of each individual building permit for the applicable portion of the Project. Payment of SDF will not be required for any particular parcel or building, or portion thereof, that will be offset via Credits provided by City to Developer, as set forth in Section 6.03 below. The Parties agree that in the event of a transfer of all or a portion of the Subject Property to a third party (“Subsequent Property Owner”), Developer may retain the right to receive fee credits in the form of a cash reimbursement from City, so long as the Subsequent Property Owner pays the applicable SDF without any Credits provided for in this Agreement.

(d) **SDF for Storm Drainage.** SDF storm drain fees for the Project will not be charged or applicable to the Subject Property if Developer constructs the applicable storm drain facilities at the Project to connect into the existing Crossroads Shopping Center basin or to otherwise treat all storm drainage onsite.

(e) **Other Agency Impact Fees.** This Agreement shall have no effect on any fees that may be collected by City on behalf of any other local agency in connection with the Project.

6.02. **Building and Grading Permits.** Upon application by Developer and payment of proper processing fees in accordance with the provisions governing such fees contained herein, including the application of credits in lieu of said fees as provided in Section 6.03 below, City shall issue building permits to Developer consistent with the Project Approvals and this Agreement, as they may be amended. In addition, upon application by Developer, City shall issue to Developer site clearance permits, rough and final grading permits, demolition permits, building permits, occupancy permits and other permits required for grading operations consistent with this Agreement and the Project Approvals.

6.03. **SDF Credits for Infrastructure Improvements.** Developer may elect, in lieu of paying the applicable SDF amount for any portion of the Project, to construct such Infrastructure Improvements eligible for SDF reimbursement in accordance with the terms and conditions of this Agreement. If Developer elects to construct any Infrastructure Improvements eligible for SDF reimbursement, City shall provide Developer, as an offset against said SDF Fees, Credits in the amount set forth in Exhibit H. Developer may retain the right to cash reimbursement for such fee Credits by providing City written notice of its intent to do so for any portion of the Subject Property, provided such Infrastructure Improvements are completed to the reasonable satisfaction of the City. If Developer constructs high density residential on the Subject Property, the applicable SDF fee for traffic shall be the Traffic Fee per dwelling unit applicable to HDR (High Density Residential) and not MU (Mixed Use). In addition, if Developer constructs a high density residential project that is horizontally and/or vertically integrated into the commercial project on the Subject Property, the applicable SDF fee for traffic shall be reduced by 60% to reflect the reduced traffic impacts applicable to such a high density residential project located within walking distance to a large variety of shopping, dining, and basic services, promoting a healthier and more sustainable non-automobile dependent lifestyle. Any credits provided to Developer hereunder shall be subject to the maximum reimbursement limits of Section 5.03(f) above.
6.04. Development Timing. The Parties acknowledge and agree that the Project will be developed in phases. Developer shall not be required to initiate or complete development of any particular phase of the Project within any period of time. By entering into this Agreement, Developer shall not be obligated to build any structures, make any improvements or otherwise develop the Subject Property; provided, however, if Developer builds any structures, makes any improvements, or otherwise develops any phase of the Project, Developer must comply with all applicable terms of this Agreement with respect to such phase and only such phase.

6.05. Fees, Conditions and Dedications. Developer shall make only those dedications, comply with only those conditions, and pay only those fees expressly prescribed in this Agreement and the Project Approvals.

6.06. Processing Fees. City may charge Developer processing fees for land use approvals, building permits as they relate to plumbing, mechanical, electric, fire code permits, or other similar permits and entitlements that are in force and effect on a City-wide basis at the time those permits are applied for, provided that such processing fees are consistent with this Agreement and State law, that the fees do not discriminate against Developer, and that the fees reflect actual costs to provide such processing services in accordance with State law. The Parties acknowledge that City may increase or decrease such processing fees after the Effective Date subject to the City’s procedures, codes and policies, and State law.

6.07. Specific Plan Processing Costs. Developer has documented certain costs to City such that, as of the Effective Date, Developer has incurred a total of approximately $_________ in planning, consultant and legal fees and costs directly related to City’s preparation and processing of the Crossroads West Specific Plan, including, without limitation, the EIR (together, “Specific Plan Processing Costs”). Upon the request of Developer, City may apportion and establish a finance mechanism for subsequent owners and developers, upon development of the Subject Property, to reimburse Developer for their fair share of Specific Plan Processing Costs determined by land area. Upon Developer’s request, City may require other owners and developers of parcels within the jurisdiction of Phase 1A of the Crossroads West Specific Plan to enter into reimbursement agreements to recover Specific Plan Processing Costs on behalf of Developer.

6.08 Police Power; Taxing Power. City shall not impose or enact any additional conditions, exactions, dedications, fees or regulations, through the exercise of either the police power or the taxing power, whether by direct City action or initiative or referendum, related to the development of the Project which are not in existence at the time of the Approval Date and as expressly permitted by this Agreement. The conditions, exactions, dedications, fees or regulations applicable to the Project as provided in the Project Approvals, or as provided in this Agreement, shall not be subject to modification or renegotiation by City as a result of an amendment to any of the Project Approvals or of this Agreement, or as a result of the filing of any new subdivision map or parcel map, or any re-subdivision of the Subject Property (including a merger or lot line adjustment or the creation of new lots); provided, however, that if the new map or re-subdivision of the properties increases the density of the Project, City may impose additional fees on the new units added by the new map or re-subdivision to address impacts of the additional density and to adjust for excess Credits given on earlier homes. This may result in a surcharge on subsequent
development. Notwithstanding the foregoing, (a) with respect to the commercial portion of the Project, to the extent that City-wide bond issues, taxes, assessments or fees are adopted twenty (20) years after the Effective Date, such commercial portion of the Project may become subject to City-wide (i) bond issues, (ii) special or general taxes, (iii) special assessments or fees for the construction or maintenance of City-wide facilities, provided such bond issues, special or general taxes, assessments or fees do not discriminate against Developer or the Project, (b) with respect to the residential portion of the Project, to the extent that City-wide bond issues, taxes, assessments or fees are adopted twenty (20) years after the Effective Date, such portion of the Project may become subject to City-wide (i) bond issues, (ii) special or general taxes, (iii) special assessments or fees for the construction or maintenance of City-wide facilities, provided such bond issues, special or general taxes, assessments or fees do not discriminate against Developer or the Project.

6.09 Design Review. To the extent that City has not previously approved final design details of a structure or improvement to be developed on the Subject Property as part of the Project, the Community Development Director may consider and approve such design details on behalf of City prior to issuance of a building permit for such structure or improvement, provided that such design review shall be limited to those design guidelines listed in the Crossroad West Specific Plan and such review shall be limited to consistency with those design guidelines in accordance with the provisions of the Crossroads West Specific Plan for Director review. All City actions in approving, denying, or modifying such design details must be reasonable and consistent with this Agreement, the Crossroads West Specific Plan, the Project Approvals and Applicable Law in effect as of the Approval Date. If City denies any design review for a structure or improvement that is part of the Subject Property, City will use its best efforts, within ten (10) days of such denial, to specify in writing the modifications which are required to obtain design review approval. Any such specified modifications must comply with this Agreement, the Crossroads West Specific Plan, Project Approvals and the Applicable Law in effect as of the Approval Date, and City shall approve any design details, which are subsequently submitted for City review and which comply with such specified modifications. City and Developer shall, with due diligence and in good faith, cooperate to obtain and issue design review approvals, and shall cooperate to require modifications rather than denying design review applications whenever reasonably possible. Design review shall not include any right to review and/or approve any use and/or operation within the Subject Property.

6.10 Life of Subdivision Maps. Pursuant to Government Code Section 66452.6(a), the term of the Master Tentative Large Lot Subdivision Map, and any Subsequent Approvals involving vesting tentative maps, parcel maps and final maps, or any re-subdivision or amendment to any such maps (including any lot line adjustment or merger of lots within the properties) adopted and filed subsequent to the Approval Date of this Agreement, shall remain valid throughout the term of this Agreement.

6.11 Cooperation-Implementation.

(a) City Cooperation. Subject to Developer’s compliance with procedural requirements of the Applicable Laws, upon application by Developer, City shall promptly commence and diligently proceed to complete all steps required or necessary for the
implementation of this Agreement and the development by Developer of the Project in accordance with the Project Approvals, including, but not limited to, the following:

(i) Scheduling, convening and concluding all required public hearings consistent with Applicable Law and regulations in force as of the Approval Date.

(ii) Processing for approval, in an expeditious manner, all maps, improvement plans, annexation requests, land use permits, design review, building plans and specifications and other plans relating to the development of the Subject Property filed by Developer, including, but not limited to, all zoning, Master Tentative Large Lot Subdivision Map, Phased Maps, Final Maps, re-subdivisions, amendments to maps, subdivision improvement agreements, lot line adjustments, encroachments, grading and building permits, associated zoning actions and related matters as necessary for the completion of the development of all lots and parcels comprising the Project.

(b) Developer Cooperation. Developer shall, in a timely manner, provide the City with all documents, applications, plans and other information necessary for City to carry out its obligations hereunder, and Developer shall use commercially reasonable efforts to cause its planners, engineers, and all other consultants to submit in a timely manner all required materials and documents. It is the express intent of the Parties to cooperatively and diligently work to implement any zoning, or other land use, grading or building permits or approvals that may be necessary or desirable in connection with the development of the Project in accordance with the Project Approvals. City agrees that it will accept from Developer for processing and review all complete development applications for development permits or other entitlements for the development of the Subject Property in accordance with this Agreement and Project Approvals.

(c) Other Governmental Permits and Fees. Developer shall use commercially reasonable efforts to apply in a timely manner for such other permits and approvals that may be required by other governmental or quasi-governmental agencies, including, without limitation, districts and special districts, school districts, flood control districts, storm drainage, sewer, and fire protection districts having jurisdiction over the Project in connection with the development of, or provision of services to, the Subject Property. City shall cooperate with Developer in its efforts to obtain such permits and approvals and shall, from time to time at the request of Developer, attempt with due diligence and in good faith to enter into binding agreements with any such entity necessary to assure the availability of such permits and approvals or services, provided such agreements are reasonable. City shall use its best efforts to work with other governmental and quasi-governmental agencies so as to limit to the extent possible the imposition of additional fees, dedications or exactions by or through such agencies.

(d) Third Party Legal Challenge. In the event any legal action or special proceeding is commenced by any third party or entity, to challenge this Agreement or any provision herein, the Parties agree to cooperate with each other in good faith to defend said lawsuit. City may elect to tender its own defense of any lawsuit filed by a third person or entity, as the case may be, to the extent the litigation seeks to over-turn or invalidate any approval held by or granted by City to Developer, and, in such event, Developer shall hold City harmless from and defend City from all costs and expenses incurred in the defense of such lawsuit, including but not limited to,
attorneys’ fees and expenses of litigation awarded to the prevailing party or parties in such litigation. Developer shall not settle any lawsuit on grounds which include, but are not limited to, non-monetary relief, without the consent of City. City shall act in good faith, and shall not unreasonably withhold, condition or delay consent to settle.

6.12 Annual Review. Each year during the term of this Agreement, beginning in 2020, City shall review the extent of good faith compliance by Developer with the terms of this Agreement. Such annual review shall be limited in scope to compliance with the terms of this Agreement, pursuant to Government Code Section 65865.1. The actual costs incurred by City in performing its annual review shall be reimbursable by Developer, not to exceed $2,500 per year.

City shall make written findings and determinations, on the basis of substantial evidence, as to whether Developer has complied in good faith with the terms and conditions of this Agreement. Any failure by City to complete its annual review during a calendar year shall be deemed a finding of Developer’s good faith substantial compliance with the Agreement for that calendar year. A finding by City of good faith compliance by Developer with the terms of the Agreement shall conclusively determine said issue up to and including the date of said review. If City finds and determines that Developer has not complied with any terms or conditions, City may proposed to terminate or modify this Agreement by giving notice of its intention to do so in the manner set forth in Government Code sections 65867 and 65868. City shall provide at least twenty (20) days’ notice to Developer, as specified in Section __ above and in accordance with applicable State laws. Such notice shall include a copy of all public staff reports, documents and exhibits concerning Developer’s performance hereunder at least thirty (30) days prior to any such periodic review. Developer shall be permitted an opportunity to respond to City’s evaluation of its performance, whether orally at a public hearing or in a written statement, at Developer’s election. Such response shall be made to the City Council. City shall not impose any fees or other exactions as a condition to a finding of good faith compliance with the terms of this Agreement.

6.13 Condemnation. The condemnation or dedication of any real property, upon which any of the Infrastructure Improvements are to be located, shall occur in accordance with Applicable Law and the Subdivision Map Act. Reimbursement to Developer for any such condemnation or dedication costs required to be condemned or dedicated for Infrastructure Improvements shall be reimbursed in accordance with the Preliminary Cost Estimate.

ARTICLE 7
CITY MAINTENANCE FINANCE DISTRICT

7.01. City Maintenance and Public Services Districts. Consistent with the Crossroads West Specific Plan, the Project Approvals and Applicable Law, the Parties shall cooperate in good faith (i) with respect to any residential portion of the Subject Property (a) annex such residential portion into City’s existing Financing District to operate and maintain street lights, parkway landscaping, parks and other landscape areas, storm drainage systems, street maintenance as well as provide funding for police protection maintenance (“CFD 2016-1”), (b) form a new community facility district or (c) form an alternative, equivalent financing mechanism requested by Developer and reasonably approved by City, and (ii) with respect to the commercial portion of the Subject Property, (a) annex such commercial portion into CFD 2016-1,
(b) form a new community facility district to operate and maintain street lights, landscape areas along property frontage and storm drainage systems, or (c) form an alternative, equivalent financing mechanism requested by Developer and reasonably approved by City to operate and maintain street lights, landscape areas along property frontage and storm drainage systems necessary to serve the commercial portion of the Subject Property.

7.02. Financing District Costs. Developer shall provide advance funding for its share of the City’s actual, out-of-pocket costs incurred in annexing the residential portion of the Subject Property to CFD 2016-1 (“Financing District Costs”), which may include, without limitation, legal and engineering costs. Such Financing District Costs, together with those reasonable out-of-pocket legal and engineering cost incurred by Developer reasonably approved by the City Manager, shall be reimbursed to Developer, through annual reimbursements from special taxes that are collected from the Subject Property.

7.03. Notification of Fees, Taxes and Assessments. With respect to the residential portion of the Subject Property, Developer shall provide notice to potential homeowners, in compliance with applicable legal requirements, of CFD 2016-1 or such other Financing District that may be formed.

ARTICLE 8
DEFAULT, REMEDIES AND TERMINATION

8.01. General Provisions. In the event of default or breach of this Agreement or any of its terms and conditions, the Party alleging such default or breach shall provide notice to the other Party through a Notice of Default, giving the breaching Party at least sixty (60) days in writing to cure the alleged breach, unless the Parties extend such time by mutual written consent. The Notice of Default shall specify the nature of the alleged default, and, where appropriate, the manner and period of time in which said default may be satisfactorily cured. If the nature of the alleged default is such that it cannot reasonably be cured within such 60-day period, the commencement of the cure within such time period and the diligent prosecution to completion of the cure shall be deemed a cure within such period. During any cure period, the Party charged shall not be considered in default for the purposes of terminating or instituting legal proceedings. If the default is cured, then no default shall exist and the noticing Party shall take no further action. During said sixty (60) day period, the Parties agree to meet and confer and negotiate in good faith on at least two occasions in an attempt to resolve any such dispute. The City Manager shall be present and in charge on behalf of the City.

8.02. Option to Institute Legal Proceedings or to Terminate. After providing Notice of Default, expiration of the cure period, and the conclusion of the aforementioned negotiating sessions, the Party alleging default or breach, at its option, may institute legal or equitable proceedings to cure, correct or remedy any default under this Agreement, including, but not limited to, damages (subject to the limitations set forth in the following paragraph), mandamus, specific performance, injunctive relief, and declaratory judgment, determining that the Party alleging default is entitled to terminate this Agreement, or, alternatively, give notice to the Party allegedly in default of its intent to terminate this Agreement. In the event said notice of intent to terminate is given, said notice shall be served upon the party who allegedly is in default as provided in
Section 4.9 of this Agreement. Following notice of intent to terminate, the matter shall then be scheduled for consideration and review by the City Council, within thirty (30) days, in the manner set forth in Government Code Section 65868.

Notwithstanding the foregoing, City shall only be liable for damages arising out of or related to any breach or alleged breach of this Agreement by City that (i) violates any of Developer’s vested rights set forth in Article 5 of this Agreement, including, without limitation, Developer’s vested rights in and to the Project Approvals and the Crossroads West Specific Plan, and Developer’s vested rights relative to reimbursement for installing Infrastructure Improvement in accordance with this Agreement; (ii) violates any provision set forth in Article 6 of this Agreement, including, without limitation, Developer’s vested rights to receive Credits; (iii) places a greater burden on Developer to construct or install any improvements other than the Infrastructure Improvements; or (iv) reduces the density or intensity, modifies the permitted uses for the Subject Property, or imposes greater burden on the Subject Property in violation of this Agreement, or, withholds available capacities for sewer, water, or any other services required by City to develop the Subject Property consistent with this Agreement, the Conditions of Approval, and Crossroads West Specific Plan.

8.03. Notice of Termination. Following consideration of the evidence presented before the City Council, and findings, if any, made by the City Council, the Party alleging a default may, at its option, give written notice of termination of this Agreement to the other Party; provided, however, Developer may only give such notice of termination with respect to such portion of the Subject Property in which Developer owns an interest or with respect to which Developer is still obligated under this Agreement, and City may only give such notice with respect to the portion of the Subject Property in which the Party in default owns an interest or is responsible hereunder. Written notice of termination of this Agreement shall be effective immediately upon certified mailing to the Defaulting party.

8.04. No Waiver. Failure or delay in providing a Notice of Default pursuant to this Article shall not constitute a waiver of any default. Except as otherwise expressly provided in this Agreement, any failure or delay by the other Party asserting any of its rights or remedies as to any default shall not operate as a waiver of any default or of such rights or remedies or deprive such Party of its right to institute and maintain any actions or proceedings which it may deem necessary to protect, assert, or enforce any such rights or remedies.

8.05. Default by City. In the event that City defaults on this Agreement, City agrees that Developer in no event shall be obligated to proceed with or complete the Project or any phase thereof, and may exercise all rights and remedies provided herein or under Applicable Law. In the event of default by City, any resulting delays in Developer’s performance shall not constitute grounds for the City to terminate or cancel this Agreement.

8.06. Extension of Time of Performance. Delayed performance by either Party shall not be deemed to be in default where such delay is due to war, inclement weather, insurrection, strikes, walkouts, riots, floods, earthquakes, fires, casualties, acts of God, governmental restrictions imposed or mandated by other governmental entities, enactment of conflicting State or federal laws or regulations, litigation, or similar bases for excused performance. In the event of
litigation involving this Agreement, the term of this Agreement shall be extended from the time the summons and complaint is served on City, until the judgment on the litigation is entered by the court and is final and not subject to appeal.

8.07. Institution of Legal Action. In addition to any other rights or remedies, either Party may institute legal action to cure, correct or remedy any default, to enforce any covenants or agreements herein or to enjoin any threatened or attempted violation thereof, or to obtain any remedies consistent with the purpose of this Agreement.

8.08. Applicable Law. This Agreement shall be construed and enforced in accordance with the laws of the State of California, and Applicable Law in effect as of the Approval Date.

8.09. Limitation of Damages. In no event shall either Party be entitled to punitive, special or consequential damages in the event of any breach of this Agreement. Developer's remedy as against City shall be limited to specific performance of the terms of this Agreement, plus court costs, and attorney’s fees as provided herein.

ARTICLE 9
MISCELLANEOUS PROVISIONS

9.01. Rules of Construction. The singular includes the plural; “shall” is mandatory, and “may” is permissive.

9.02. Severability. The Parties agree that the provisions are severable. If any provision of this Agreement is held invalid, the remainder of this Agreement shall be effective and shall remain in full force and effect, unless amended or modified by mutual, written consent of the Parties.

9.03. Entire Agreement, Waivers, Amendments. This Agreement constitutes the entire understanding and agreement of the Parties. This Agreement integrates all of the terms and conditions mentioned herein or incidental hereto, and supersedes all negotiation or previous agreements between the Parties with respect to the development and buildout of the Project. To the extent there are conflicts or inconsistencies between this Agreement and any prior agreement, map approval, permit or conditions of approval, the provisions of this Agreement shall prevail. All waivers of the provisions of this Agreement must be in writing and signed by the appropriate authorities of City and Developer. All amendments, which are authorized in the manner provided by law, must be in writing, signed by the appropriate authorities of City and Developer, in a form suitable for recording by the Stanislaus County Clerk-Recorder. Any such amendments shall be promptly recorded.

9.04. Termination of Agreement. This Agreement shall terminate upon the expiration of the term as provided in Section ___ above. In addition, when any portion of the Subject Property has been fully developed and all of Developer's obligations in connection therewith are satisfied, as reasonably determined by the City, and all final inspections have been issued, this Agreement shall automatically terminate as to such portion of the Subject Property. Upon termination of this Development Agreement with respect to the entire Subject Property or any portion therein, as the
case may be, and upon Developer’s request, City shall record with the Stanislaus County Clerk-
Recorder a notice evidencing such termination and completion of said development, in a form
mutually satisfactory to Developer and the City Attorney, that the Agreement has been terminated
with respect thereto.

9.05. Project is a Private Undertaking. It is specifically understood and agreed to by
and between the Parties that: (1) each and every phase the Project is a private development;
(2) City has no interests or responsibilities, or duty to third parties, concerning any improvements
until such time and only until such time that City accepts any dedications or Infrastructure
Improvements pursuant to the provisions of this Agreement or in connection with the Project
Approvals; (3) Developer shall have full power over and exclusive control of the Subject Property,
subject only to the limitations and obligations of Developer under this Agreement; and
(4) Developer is not an agent of the City, and City is not an agent of Developer, and neither Party
shall be considered to be in a joint-venture with the other Party. If any provision of this Agreement
results in an obligation of either Party under state or federal law that is contrary to the intent of the
Parties expressed herein, said provision shall be invalidated and severed from the Agreement and
the rest of the Agreement shall remain in full force and effect.

9.06. Attorneys’ Fees. Should any action or dispute arise concerning the provisions of
this Agreement, the prevailing party shall be entitled to recover reasonable attorneys’ fees and
costs, including, without limitation, attorneys’ fees on any appeal, reasonable costs for
investigating such actions, taking depositions and discovery, and all other necessary or appropriate
costs incurred in the action.

9.07. Covenants Run With the Land. Except as may otherwise be provided in this
Agreement, each and every Subsequent Property Owner to the Subject Property shall be obligated
and bound by the terms and conditions of this Agreement, and shall be the beneficiary thereof and
a party thereto, but only with respect to the Subject Property, or such portion thereof, sold, assigned
or transferred to such Subsequent Property Owner, but with respect to the benefits received
hereunder, such benefits shall only run with the land if the benefits are explicitly assigned in
writing by Developer to a Subsequent Property Owner. Any such Subsequent Property Owner
shall observe and fully perform all of the duties and obligations of Developer contained in this
Agreement, as such duties and obligations pertain to the portion of the Subject Property sold,
assigned or transferred to it. All Subsequent Property Owners shall be subject to a separate
assignment agreement with Developer, which shall define its right, if any, to receive any benefits
under this Agreement.

9.08. Mortgagee Protection. The mortgage lender for any mortgage or deed of trust that
is secured by the Subject Property, or any portion thereof, who has come into possession and title
to the Subject Property, or any portion thereof, pursuant to a foreclosure of a Mortgage, or deed in
lieu of such foreclosure (“Mortgagee”), shall not be obligated under this Agreement to pay any
fees or charges which are a liability of Developer of the lands within the Subject Property that are
secured by Mortgagee, or to construct or complete improvements that are to be constructed by
Developer under this Agreement, or to guarantee such construction or completion. Such
Mortgagee shall otherwise be bound by all of the terms and conditions of this Agreement which
pertain to the Subject Property, or such portion thereof, in which it holds an interest. Any
Mortgagee who comes into possession and title to the Subject Property, or any portion thereof, pursuant to foreclosure by any Mortgagee, or deed-in-lieu of such foreclosure, shall not be obligated to undertake any obligations of Developer, if said obligations remain undischarged as of the date that the Mortgagee comes into possession of the Subject Property, or any portion thereof that is subject to this Agreement. Such Mortgagee shall not be eligible to apply for, receive, or exercise any of the Project Approvals for development with respect to the Subject Property, or portion thereof, which it owns and which were vested in its predecessor in title prior to the time that the Mortgagee comes into possession, until the Mortgagee contractually assumes all of the obligations of its predecessor-in-title under this Agreement with respect to such property. If City receives notice from a Mortgagee requesting a copy of any Notice of Default given Developer hereunder and specifying the address for service thereof, then City shall deliver to such Mortgagee, concurrently with service thereof to Developer, any notice given to Developer with respect to any claim by City that Developer is in default, and if City makes a determination of noncompliance hereunder, City shall likewise serve notice of such noncompliance on such Mortgagee concurrently with service thereof on Developer. Each Mortgagee shall have the right (but not the obligation) for a period of sixty (60) days after the receipt of such notice from City to cure or remedy the alleged default, or to commence to cure or remedy the alleged default or areas of noncompliance set forth in the City's notice. If the default or such noncompliance is of a nature which can only be remedied or cured by such Mortgagee upon obtaining possession, such Mortgagee shall seek to obtain possession with diligence and continuity through a receiver or otherwise, and shall thereafter remedy or cure the default or noncompliance within sixty (60) days after obtaining possession. If any such default or noncompliance cannot, with diligence, be remedied or cured within such sixty (60) day periods, then such Mortgagee shall have such additional time as may be reasonably necessary to remedy or cure such default or noncompliance if such Mortgagee commences the cure during such sixty (60) day periods, and thereafter diligently pursues completion of such cure to the extent possible.

9.09. Estoppel Certificate. Developer may, and from time to time, deliver written notice to City requesting City to certify in writing that, to the best knowledge of City (i) this Agreement is in full force and effect and a binding obligation of the Parties, (ii) this Agreement has not been amended or modified, or if so amended or modified, identifying the amendments or modifications, and (iii) Developer is not in default in the performance of its obligations under this Agreement, or if in default, to describe therein the nature of such default. City shall execute and return such certificate within fifteen (15) business days following the receipt thereof. City acknowledges that a certificate hereunder may be relied upon by transferees and mortgagees of Developer. Costs incurred by City in preparing any estoppel certificate requested by Developer shall be reimbursed by Developer.

9.10. No Third Party Beneficiaries. This Agreement is made and entered into for the benefit of Developer and City and their successors and assigns. No other person or third party shall have any right of action based upon any provision in this Agreement.

9.11. Counterparts. This Agreement, and any and all amendments and supplements to this Agreement, may be executed in notarized counterparts, and each of the counterparts together shall be construed as one document.
IN WITNESS WHEREOF, the Parties have entered into this Agreement as of the Effective Date, as defined in Section ___ above, and as authorized by Ordinance No. ________.

CITY
The City of Riverbank, a California municipal corporation

By: ___________________________
    Richard O’Brien, Mayor

Date: __________________________

DEVELOPER
Western Pacific Holdings, Inc., a California corporation

By: ___________________________
    Darryl Browman, President

Date: __________________________

APPROVED AS TO FORM:

By: ___________________________
    Tom Hallinan, City Attorney

ATTEST:

By: ___________________________
    Annabelle Aguilar, City Clerk
California All-Purpose Acknowledgment

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of________________________)

On_________, before me ____________________________, a Notary Public, personally appeared__________________________, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

Witness my hand and official seal.

__________________________
(Signature)

(Seal)
EXHIBIT A
LEGAL DESCRIPTION OF SUBJECT PROPERTY

The land referred to in this Agreement is situated in the unincorporated area of County of Stanislaus, State of California, and is described as follows:

BEGINNING AT A POINT 25 FEET WEST OF THE SOUTHEAST CORNER OF SECTION 34, TOWNSHIP 2 SOUTH, RANGE 9 EAST, MOUNT DIABLO BASE AND MERIDIAN; AND RUNNING THENCE ON TOWNSHIP LINE NORTH 89º 15' WEST 39.666 CHAINS TO THE QUARTER CORNER OF SECTION 3, TOWNSHIP 3 SOUTH, RANGE 9 EAST, AND SECTION 34, TOWNSHIP 2 SOUTH, RANGE 9 EAST; THENCE ON THE NORTH AND SOUTH QUARTER LINE IN SECTION 34, NORTH 0º 05' WEST 4.11 CHAINS TO THE SOUTH LINE OF THE RIGHT OF WAY OF THE MODESTO IRRIGATION DISTRICT CANAL NO. 6; THENCE ALONG SAID LINE OF RIGHT OF WAY NORTH 49º 34' EAST 17.727 CHAINS; THENCE NORTH 82º 49' EAST 7.954 CHAINS; THENCE NORTH 77º 41' EAST 9.924 CHAINS; THENCE NORTH 62º 32' EAST 9.681 CHAINS TO THE WESTERLY LINE OF THE RIGHT OF WAY OF THE COUNTY ROAD BETWEEN SECTIONS 34 AND 35; THENCE ALONG THE WESTERLY LINE OF SAID COUNTY ROAD, SOUTH 23.696 CHAINS TO PLACE OF BEGINNING.

EXCEPTING THEREFROM THAT PORTION CONVEYED TO THE COUNTY OF STANISLAUS BY THE DEED RECORDED MARCH 17, 1935 IN VOLUME 489 OF OFFICIAL RECORDS AT PAGE 249, STANISLAUS COUNTY RECORDS.

ALSO EXCEPTING THEREFROM THAT PORTION CONVEYED TO THE COUNTY OF STANISLAUS BY THE DEED RECORDED DECEMBER 1, 1971 IN BOOK 2435 OF OFFICIAL RECORDS AT PAGE 11, STANISLAUS COUNTY RECORDS.

ALSO EXCEPTING THEREFROM THAT PORTION CONVEYED TO THE CITY OF RIVERBANK BY THE DEED RECORDED OCTOBER 17, 2003 AS DOCUMENT NO. 2003-0178977, STANISLAUS COUNTY RECORDS.

BEING ALL THAT PORTION OF THE SOUTHEAST QUARTER OF SECTION 34, TOWNSHIP 2 SOUTH, RANGE 9 EAST, LYING SOUTH OF LATERAL NO. 6 OF MODESTO IRRIGATION DISTRICT AND WEST OF THE COUNTY ROAD.

EXCEPTING THEREFROM PORTION OF THE LAND DESCRIBED IN DOCUMENT ENTITLED "FINAL ORDER OF CONDEMNATION" CONVEYED TO THE COUNTY OF STANISLAUS RECORDED ON NOVEMBER 24, 2015 AS INSTRUMENT NO. 2015-0092082-00 OF OFFICIAL RECORDS.

APN: 074-014-007-000
EXHIBIT B

MASTER TENTATIVE LARGE LOT SUBDIVISION MAP
NOTE:
1. All existing buildings to be removed.
2. All existing public utilities to remain and be placed underground in easements.
3. All existing irrigation facilities along Oakdale Road to be removed/abandoned for M.U.D. requirements.
EXHIBIT C
CONDITIONS OF APPROVAL

STANDARD CONDITIONS

A. General Conditions

All projects must meet the following standard conditions unless specifically exempted by the Planning Commission and/or City Council.

1. This approval is dependent upon and limited to the proposals and plans contained, supporting documents submitted, presentations made to staff, Planning Commission and/or City Council as affirmed to by the applicant. Any variation from these plans, proposals, supporting documents or presentations is subject to review and approval prior to implementation.

2. The applicant shall secure and comply with all applicable federal, state and local licenses, permits, authorizations, conditions, agreements, and orders prior to or during construction and operation, as appropriate.

3. The applicant shall comply with all regulations and code requirements of the Community Development Director, City Engineer, Building Official, Stanislaus Consolidated Fire Protection District, the Police Chief and any other agencies requiring review of the project. If required, these agencies shall be supplied copies of the final maps, site plans, public improvement plans, grading plans and building plans.

4. All conditions of approval for this project shall be written by the project developer on all building permit plan check sets submitted for review and approval. These conditions of approval shall be on, at all times, all grading and construction plans kept on the project site. It is the responsibility of the building developer to ensure that the project contractor is aware of, and abides by, all conditions of approval. Prior approval from the Community Development Director must be received before any changes are constituted in site design, grading, building design, building colors or materials, etc.

5. Final maps and/or site development plans shall be in substantial conformance to the approved tentative map/site plan and must be submitted, in English units, to the City Engineering Department for review and approval. Maps shall be prepared, wet signed and sealed by a civil engineer, land surveyor, or architect registered in the State of California and licensed to prepare final maps and/or site development plans.

6. The applicant shall take all necessary measures to ensure that his activities or those of his agents do not result in measurable erosion of soils on the site, either wind or water, during the construction and operation of the project covered by this approval.
7. Should the project be found, at any time, not to be in compliance with any of the Conditions of Approval, or should the applicant construct or operate this development in any way other than specified in the Application or Supporting Documents or presentations to staff, Planning Commission or City Council, as modified by the Conditions of this Approval, then the terms of this Approval shall be considered to be violated.

8. Work done by a contractor pursuant to this approval shall not begin before the contractor has been shown by the applicant a copy of this permit.

9. The hours of construction, including equipment warm-up, shall be limited to 7:00 a.m. - 6:30 p.m. on weekdays and 8:00 a.m. - 5:00 p.m. on weekends and legal holidays.

10. Development of the property must conform to the plans as submitted with revisions as specified by the City of Riverbank City Council and/or Planning Commission.

11. All new construction requires building permits in accordance with all applicable building and fire codes and submission of a plot and grading plan prepared by a registered professional civil engineer showing property lines, building locations, topography and such other data as required by the Community Development Department.

12. All geologic hazards must be plotted on a plot plan, and habitable structures shall comply with the restrictions specified in all applicable building and fire codes.

13. Drainage and/or traffic studies must be submitted and approved and all improvements must comply with the approved studies. Further, street and storm water management dedication and/or improvements may be required.

14. If the property is located in a flood zone, a drainage study must be submitted to and approved by the Floodplain Administrator prior to any permits being issued.

15. Fire hydrants must be provided in compliance with Fire Department specifications and a three foot fire hydrant, a 10 foot PUE is typically required and the fire hydrant can be in that easement if it cannot be within the right of way easement, which is required around all street frontage lot lines. Waivers of street improvements do not waive fire hydrant requirements.

16. All necessary utility easements shall be retained or reserved.

17. Mobile homes and/or manufactured housing require building permits before they are moved and inspection for the California Safety Seal prior to occupancy.

18. Approval of this application does not constitute approval of any other entitlement or any other necessary permit, license, or approval.
19. Except as provided and/or limited in the Development Agreement the developer shall pay all applicable processing fees, permit fees, City development fees, fire fees, school fees, drainage fees and other non-Riverbank public entity fees in effect at the time of the issuance of the applicable permit.

20. The property owner/manager/HOA shall be responsible for the maintenance of all common areas, such as landscaping, parking, private access roads, and private easements.

21. With respect to any third party claim, action, or proceeding against the City, its officials, employees, or agents relating to the action of the City in reviewing or approving entitlements related to the Project, the Developer agrees to indemnify, hold harmless and defend the City and its elected and appointed councils, boards, commissions, officers, agents, employees, and representatives from any and all claims, costs, and liability for claims of damage, for any third-party challenges to the project approvals, property damage or personal injury, including death, which may arise as a result of any negligent acts or omissions by Developer or Developer’s contractors, subcontractors, agents, or employees in connection with the construction, or improvement of the Project.

22. In the event any legal action or special proceeding is commenced by any person or entity challenging any agreements between Developer and City, any entitlement or component of the Project such as the Project EIR, or any other City approval for the Project (collectively, “Project Litigation”), the Parties agree to cooperate with each other as set forth herein. City may elect to tender the defense of any lawsuit filed and related in whole or in part to Project Litigation. Upon the commencement of Project Litigation, Developer will indemnify and hold harmless the City from all costs and expenses incurred related thereto, including, but not limited to, damages, attorneys’ fees and expenses of litigation awarded to the prevailing party or parties in such litigation. Developer shall pay all litigation fees to the City within thirty (30) days of receiving a written request and accounting of such fees and expenses from the City. Notwithstanding the aforementioned, City may request a deposit to cover City’s reasonably anticipated Project Litigation fees and costs, and Developer will provide such deposit to City within seven (7) days of any such request.

23. It is required by State Law (Business and Professional Code Section No. 5537 & 5538 and Section 302(b) of the Uniform Building Code) that all commercial buildings, new or existing must have a licensed professional designer (Architect, Civil or Structural Engineer) to design all changes of use or occupancy as well as new construction.

24. It is the responsibility of the applicant or developer to check with each outside agency for requirements that may pertain to their project.

25. The applicant shall pay school fees in accordance with the adopted fee schedule, or as otherwise negotiated with the affected school district before issuance of building
permit. Applicant shall present evidence of School District compliance to the City of Riverbank.

26. The commercial portion of the project shall annex into a Maintenance Community Facility District (CFD) for the on-going maintenance of the public lighting, public landscape areas such as parks, landscape medians and parkway strips, streets and storm drainage facilities. provided that the developer shall elect which method in the Specific Plan it will use to fund such items, which chosen method shall be reasonably reviewed and approved by the City prior to issuance of the first building permit for the project or such later date as determined by the City. The residential portion of the project shall annex into a Maintenance Community Facility District (CFD) for the on-going public services operations including Police services, public road, storm, landscaping and lighting maintenance, provided that the developer shall elect which method in the Specific Plan it will use to fund such items, which chosen method shall be reasonably reviewed and approved by the City prior to issuance of the first building permit for the project or such later date as determined by the City.

27. Where required, automatic fire sprinkler systems shall be designated and installed in compliance with NFPA (National Fire Protection Association) standards. Fire Department Connections (FDC’s) shall be located within 50 feet of a fire hydrant.

28. The grade of the fire apparatus access road shall be within the limits established by the code official based on fire apparatus. (Shall not exceed 10 percent.)

29. Fire apparatus access roads shall be designated and maintained to support the imposed loads of fire apparatus (75,000 pounds) and shall be surfaced so as to provide all-weather driving capabilities.

30. Where applicable, NO PARKING – FIRE LANE signage and/or marking(s) shall be provided for fire apparatus access roads to identify such roads or prohibit the obstruction thereof.

B. Improvement Plans

1. All underground utilities shall be installed in conformance with existing City policy including without limitation the City of Riverbank Subdivision and Zoning Ordinances.

2. Right of way or easement acquisitions necessary to implement any portion of this map, and/or site development plan, including public improvements, shall be obtained by the developer at its sole expense prior to the City’s consideration of the final map which encompasses the particular improvement. The developer shall notify the City in writing no more than 120 days and no less than 60 days in advance of filing the final map related to the acquisition if City assistance is needed to complete the acquisition pursuant to Government Code Section 66462.5. Funds in an amount of 100% of the estimated acquisition costs shall be deposited with the City to cover appraisal, right of way agent, and legal fees and costs incurred to secure the necessary property.
3. Engineering studies, as directed by the Community Development Director, must be complete and on file prior to commencement to plan checking. Developer shall install off-street improvements determined necessary by the City Engineer to provide safe traffic conditions.

4. With respect to residential development, no additional water studies shall be applicable, unless the Public Works Director determines, in its reasonable discretion, that a water capacity issue shall exist with the addition of the proposed residential development of the Project. This condition shall not apply to commercial development.

5. Developer shall underground existing and required on and off-site utilities as specified in the Municipal Code or as deemed necessary by the City Engineer.

6. All site development shall comply with all applicable provisions of the City of Riverbank Municipal Code as determined by the City Engineer. Issuance of a site development permit will be required whereby specific engineering requirements will be made as conditions of approval of that permit, except to the extent set forth in the Crossroads West Specific Plan, Preliminary Development Plan and/or Development Agreement.

7. The developer shall provide and show on the final map and/or site development plan all necessary easements for access, streets, alleys, sewer and water facilities, utilities and drainage facilities, irrigation facilities and other facilities as requested by the City.

8. The final map and/or site development plan and all related documents shall comply with all regulations and requirements of the Riverbank Municipal Code, unless otherwise set forth in the Crossroads West Specific Plan, Development Agreement and/or Preliminary Development Plan.

9. Meters, hydrants, poles, etc. shall be located clear of the sidewalk and driveways or as determined by the City Engineer. Final locations and the number of such facilities shall be determined at the time the improvement plans are reviewed.

10. An encroachment permit shall be required for any construction to be done in the public right of way, in public easements, or on lands to be dedicated to the City of Riverbank upon completion of the improvements. The encroachment permit shall be obtained prior to the start of said work. The permit fees shall be determined per the current adopted development fee schedule.

11. Due to LID requirements, on site storage, retention/detention should be permitted.

12. Any portion of the drainage system that conveys runoff from public streets shall be installed within a dedicated drainage easement or public street.
13. The developer shall provide joint trenching for telephone, gas, and electric service for every parcel.

14. All improvements, public and private, shall be designed and constructed in accordance with the most recent edition of the Standard Plans and Specifications all applicable state and local ordinances, standards and requirements. Should a conflict arise, the governing specification shall be determined by the City Engineer.

15. All public improvements proposed by the developer or required through these conditions of approval shall be completed and accepted by the City in compliance with the phasing plan set forth in the Preliminary Development Plan and/or Development Agreement; if no time schedule is provided, then said public improvements shall be installed no later than the Certificate of Occupancy for the applicable building. The developer may apply to the City for a Subdivision Improvement Agreement or Deferred Improvement Agreement in order to postpone completion of the public improvements. In any event, the City shall require the developer to guarantee the performance of the improvements and payment of labor and materials by furnishing security in a form acceptable to the City, or as provided in the Improvement Agreement.

16. Developer shall ensure finished pad elevations are at a minimum one foot above the 100-year base flood elevation as shown on the latest Federal Emergency Management Agency (FEMA) floodplain maps for Stanislaus County, California. The developer shall be responsible for all necessary activities, applications, documentation and costs to amend floodplain maps for their development. [Letter of Map Amendment Revision (LOMAR)], and for obtaining a Floodplain Permit from the Community Development Director for all projects on parcels identified in Zone ‘A’ on the FEMA Flood Insurance Rate Maps for the City of Riverbank. Application for LOMAR shall be prepared and submitted by the developer prior to grading permit issuance or final map approval, whichever occurs first.

17. Detailed plans reflecting the design and construction of all public infrastructure improvements for street, sewer, water, and storm drain, both on- and off-site, shall be in conformance with the adopted Infrastructure Master Plans and as directed by the City Engineer. Developer shall have written approval from the City Engineer for any variations from the City’s Master Plans prior to any final map or plan approval.

18. The subdivider shall submit plans and specifications for improvements of all public and private street rights-of-way, drainage easements, culverts, drainage structures and drainage facilities to the Department of Public Works for approval by the City Engineer.

19. Street alignments and grades, including the change of any existing or proposed street alignment and grade, shall be as required by the Community Development Director and the City Engineer.
20. For public streets the exact depth of imported base material shall be based on soil tests recommendations which have been approved by the Director of the Department of Public Works. Private streets and drive isles shall be designed to support the structural loads associated with fire trucks as determined by the Public Works Director in consultation with Stanislaus Consolidated Fire District.

21. Sight distance requirements at all street intersections shall conform to City Standards.

22. If the improvement plans show a need to excavate in any public road right-of-way, the developer shall place a cash deposit with the Department of Public Works to ensure that any damage to the existing roadway is repaired in a timely manner.

23. Portland cement concrete cross gutters or culverts shall be installed where water crosses the roadways.

24. An adequate energy dissipater shall be constructed at the outlet of the storm drain, or verification shall be provided that such improvement is not needed.

25. Hydrology and hydraulic calculations for determining the storm system design, with water surface profile and adequate field survey cross section data, shall be provided satisfactory to the Director of the Department of Public Works, or verification shall be provided that such calculations are not needed.

26. With respect to future residential development in the Project, no additional storm water and/or sewer system capacity studies (as applicable), shall be required of a proposed residential development, unless the public works director determines, in its reasonable determination, that a storm drainage capacity or sewer capacity issue exists with the addition of the development of the presently proposed residential project. Developer requirement shall be limited to addressing the capacity issue(s) caused by its development. This condition shall not apply to commercial development.

27. Prior to project acceptance of each final map, the developer shall supply the City with an ACAD computer disk file showing plans that reflect the project as it was built (As-Buils) to the satisfaction of the City Engineer.

28. The installation (if required) of all gas, electric, sewer, and water lines and any other below surface utilities is to take place before the installation of any concrete curbs, gutter, sidewalks, and the surfacing of the streets.

29. All walls adjacent to public right-of-ways and canals shall be as provided for in the Crossroads West Specific Plan with decorative treatment, subject to approval by the Community Development Director.

30. The design of any masonry sound wall shall be approved by the Community Development Department. It shall match or harmonize with existing sound walls of neighboring projects along that street.
C. Grading Plans

1. Prior to the issuance of a grading permit, the applicant shall submit a geotechnical report to the City Engineer, Subdivision and Grading, for approval. The report shall include the information and be in the form as required by the City Engineer.

2. Prior to the issuance of any preliminary grading permits, the applicant shall provide evidence to the City Engineer, that the Vector Control District has surveyed the site to determine if vector control measures are necessary. If the District determines measures are warranted, the applicant shall conduct such measures in a manner meeting the approval of the City Engineer.

3. Prior to the issuance of any grading permit or revisions thereto, the Community Development Director shall determine that the proposed grading is consistent with the grading depicted within this approved planning application.

4. The subdivider shall submit grading plans, a permit application, and plan check and inspection fees and deposits to the Department of Public Works. Grading plans shall be approved prior to or concurrently with the approval of the Improvement Plans.

5. The grading plan for residential development shall contain a certificate signed by a registered civil engineer that the grading plan has preserved a minimum of 100 square feet of solar access for each lot created by this subdivision pursuant to Section 81.401(n) of the Subdivision Ordinance.

6. Finished grading shall be certified by a registered civil engineer and inspected by the City Engineer for drainage clearance. Approval of rough grading does not certify finished grading due to potential surface drainage problems that may be created by landscaping accomplished after rough grading certification.

7. Developer shall provide written notification to adjacent property owners for any drainage work required to collect or convey storm water runoff, which may or will affect their properties.

8. 6” high Portland Concrete Cement curbing shall be provided between all driveways and landscaped areas as indicated in the City of Riverbank Standard Plans and Specifications. In addition to above, curbing between length of parking space and landscaped area shall include a 12” wide “Courtesy Curb.” Curb Cuts shall be allowed to conform to LID Standards.

9. During construction water trucks or sprinkler systems are to be used in sufficient quantities to prevent dust from leaving the site during any earthmoving and/or construction activities.

D. Architecture – The following design criteria conditions shall comply with Section 8.1 of the Crossroads West Specific Plan regarding architecture. In the
event the following design criteria conditions conflict with and/or are inconsistent with the applicable Crossroads West Specific Plan design criteria and/or Development Agreement, the Crossroads West Specific Plan design criteria and/or Development Agreement shall control:

1. All mechanical, irrigation, ground and/or roof mounted equipment shall be architecturally screened from view from all public right-of-ways prior to issuance of certificate of occupancy.

2. All trash enclosures shall be constructed of masonry material with self-enclosing doors and have a second access and a sloped roof. The enclosure shall have materials and colors consistent with the primary building.

3. All vents, gutters, downspouts, flashing, electrical conduits, etc., shall be painted or finished to match the color of the adjacent surface unless otherwise directed by the Planning Commission.

4. Soffits and other architectural elements visible from view but not detailed on the plans shall be finished in a material in harmony with the exterior of the building.

5. Finish quality of exterior design elements including, but not limited to, building façade landscaping shall be subject to approval of the Community Development Director prior to issuance of Certificate of Occupancy.

6. All signs shall be submitted to the Community Development Director for design review per the sign ordinance of the Riverbank Municipal Code.

7. All outdoor mechanical equipment, satellite dishes, fire main and all rooftop equipment shall be fully visually screened upon installation subject to the approval of the Community Development Department. Screening devices shall be shown on construction and/or landscape plans.

8. All exterior light fixtures shall be shown on plans subject to staff review and approval. All lights attached to buildings shall provide a soft “wash” of light against the wall. All building and parking or yard lights shall conform to City Standards and shall compliment the site and building architecture.

9. For residential projects, the CC&R’s shall restrict the storage of recreational vehicles on this site or parcels unless they are the principle source of transportation for the owner and prohibit parking on the public street for long than 72 hours.

E. Landscaping

1. Specific landscaping for screening shall have an appearance of mature growth subject to a field check and approval by the Community Development Director prior to Certificate of Occupancy.
2. The area under the drip line of all existing trees, which are to be saved, shall be fenced during construction. Grading shall be restricted under them to prevent soil compaction around the trees and to protect them from damage.

3. All planting shall be maintained in good growing condition. Such maintenance shall include, where appropriate, pruning, mowing, weeding, cleaning of debris and trash, fertilizing and regular watering. Whenever necessary, planting shall be replaced with other plant materials to insure continued compliance with applicable landscaping requirements. Required irrigation systems shall be fully maintained in sound operating condition with heads periodically cleaned and replaced when missing to insure continued regular watering of landscape areas, and health and vitality of landscape materials.

4. Final inspection for occupancy permits will not be granted until all construction and landscaping is complete in accordance with approved plans or as approved by the Community Development Director.

5. All landscape areas shall be maintained in a healthy, thriving and weed free condition.

6. The site shall be maintained in a neat and clean manner free of trash and debris.

7. All walls adjacent to public right-of-ways shall be provided with decorative treatment, subject to approval by the Community Development Director. Walls shall match or harmonize with existing sound walls of neighboring projects along that street.

F. Minimum Construction Site Management Practices

1. (Projects involving land disturbances of less than five (5) acres) – During construction activities, the project sponsor shall reduce or prevent to the maximum extent practicable the direct or indirect discharge of any pollutant into the storm drain system utilizing best management practices contained in the California Storm Water Best Management Practices Handbook for Construction Activities. Construction activities include, but are not limited to: watering operations; roadwork and paving operations; concrete and painting; structure construction and painting; construction material storage and handling; construction waste/debris storage and disposal; and, construction equipment/vehicle cleaning, maintenance and fueling operations. The project sponsor is also responsible for training all contractors and subcontractors on the best management practices which are identified in the California Storm Water Best Management Practices Handbook for Construction Activities which will be available at the pre-construct meeting of the project.

Or
2. **(Projects involving land disturbances of five (5) acres or more)** – Prior to commencement of any site work that will result in a land disturbance of five acres or more, the project sponsor shall submit to the City a copy of the Notice of Intent (NOI) sent to the State Water Resources Control Board and the Storm water Pollution Prevention Plan (SWPPP) prepared for the project, as required by the State’s General Construction Activity Permit.

3. All storm drains, which serve the site, shall be protected from spills and soil runoff (from unpaved parking areas). The applicant may use “Any Source Control” BMP (Best Management Practice) as listed in the California Storm Water Best Management Practice Handbook for storm water run-off for commercial and industrial sites. Storm drains will be inspected periodically.

4. The applicant shall comply with the regulations and code requirements of other outside regulatory agencies having lawful jurisdiction and regulatory authority over the project. If required, the applicant shall be responsible to ensure that these outside, non-City agencies are supplied copies of the final building and site plans.

5. Developer shall provide written notification to adjacent property owners for any drainage work required to collect or convey storm water runoff, which may or will affect their properties.

6. Developer shall underground existing and required on and off-site utilities as deemed necessary by the Public Works Department.

7. All off-site development shall comply with all applicable provisions of the Riverbank Municipal Code as determined by the City Engineer. Issuance of an encroachment permit will be required whereby specific engineering requirements will be made as conditions of approval of that permit.

**TENTATIVE MAP CONDITIONS**

1. Applicant is responsible for street name signs in accordance with City of Riverbank Standards.

2. All subsequent maps shall plot dedication and/or the relinquishment of all affected utility easements or developer may dedicate such land and easements separately via a deed instrument approved by the City Engineer.

3. If applicable, all beneficiaries of record to sign a consent statement to record with the Final Map.

4. The subdivider of residential projects shall record CC&R’s at the time of recordation of the final parcel map creating the individual lots of this subdivision. The CC&R’s will provide for a manager to be responsible for maintenance and repair, with each lot
owner responsible for its pro rata share of the maintenance costs. The manager may be an owner, a third party manager designated by the owners, or a special purpose entity such as an owners’ association. The CC&R’s shall be subject to the review and approval of the City Attorney and Community Development Director prior to recordation of the final parcel map.

5. The City of Riverbank Police Department shall have the authority to enforce the State Vehicle Code on private streets within this subdivision. This enforcement shall commence only upon receipt of a written request from the developer or individual homeowners in the subdivision. The requesting party shall pay all costs associated with posting the private streets as required by the State Vehicle Code. The Police Department shall have the authority to enforce the State Vehicle Code and all Riverbank laws on future public roads offered for dedication, but not yet accepted by the City.

6. CC&R’s (Covenants, Conditions and Restrictions) for the project shall contain appropriate provisions for joint maintenance of any infrastructure, roadways, utilities, landscaping and irrigation as determined necessary by the City Engineer.

7. Except as shown on the approved tentative map or as modified by the conditions contained herein, all public street, public thoroughfare or public highway improvements shall be constructed as required in the Riverbank Municipal Code and the City Engineering Department’s Standard Plans and Specifications. Any adopted precise section not referenced in the General Plan shall be constructed as directed by the City Engineer.

8. All public streets and public alleys shall be irrevocably offered for dedication and improved to City standards. Street names shall be reflected on the final map and shall be approved by the Community Development Department.

9. Prior to approval of the final map the developer shall form or annex into a street lighting and landscape maintenance district, or some alternative financing mechanism acceptable to the City, for maintenance of all street lights and landscaping within or adjacent to the site.

10. In conjunction with the recordation of the map (or by separate instrument), the developer shall provide all necessary easements for streets, alleys, sewer and water facilities, utilities and drainage facilities, irrigation district facilities, fiber optics and other facilities as required by the City or serving utility. Utility easements shall be a minimum of a clear ten feet (10’) for one utility and a clear twenty feet (20’) for two or more utilities or as specified by basic engineering design guidelines. The easement widths identified are minimums and in certain circumstances, additional easement widths may be required as determined by the City Engineer.
11. The developer shall comply with Government Code Section 66436(a) (3) before approval of each final map, and shall provide “no objection” letters from the public entity or utility to the satisfaction of the City Engineer.

12. The subdivider shall construct or agree to construct the public improvements and private road improvements illustrated on Exhibit F in the Development Agreement, phased as applicable, and as outlined in the Development Agreement. The final improvement plans shall be approved by the City Engineer.

13. If the subdivider desires site addresses for the lots created by the subdivision, the subdivider is to furnish a true scale Final Map to the City. Said map is to show driveway locations for all lots and street names for all streets.

14. All new and existing utility distribution facilities, including cable television lines, within the boundaries of the residential subdivision or within any half street abutting the residential subdivision, shall be placed underground; provided, however, that all transformers, PIVs and FDCs located within and/or serving any portion of the commercial property may, at developer's discretion, be placed above ground provided the landscaping plans provide adequate screening as determined by the Community Development Director. The subdivider is responsible for complying with the requirements of this condition, and shall make the necessary arrangements with each of the serving utilities, including licensed cable television operators, for the installation of such facilities.

15. The subdivider shall provide for a drainage system capable of handling and disposing of all surface water originating within the subdivision and all surface water that may flow onto the subdivision from adjacent lands. Said drainage system shall include any easements and structures required by the City Engineer to properly handle the drainage, and shall be designed so as to prevent ponding of surface water that would create a public health hazard or nuisance.

16. The applicant shall construct and improve the pedestrian circulation system to the following design standards to the satisfaction of the Community Development Director, to the extent such standards are not inconsistent and/or in conflict with the Specific Plan:

   a. The pedestrian system shall provide a minimum eight feet (8’) of landscaping of trees and shrubs between the sidewalk and curbing of any street on all projects.

   b. Sidewalk surface shall consist of pervious concrete, or other pervious material approved by the Community Development Director.

   c. Sidewalk gradients shall not exceed 15 percent. Where natural grades exceed 15 percent, sufficient width for switchbacks shall be provided to accommodate a 15 percent gradient path.
d. Sidewalks shall intersect roads at approximately 90-degree angles.
e. The sidewalk system shall be continuous through the subdivision.
f. Points where sidewalk exists, the subdivision shall be coordinated
   with existing or planned sidewalk locations on adjacent property.

17. Notwithstanding any grading/elevations that are shown on the tentative map, or the
   provisions of the City of Riverbank Municipal Code, approval of this tentative map
   does not authorize the issuance of any grading permits.

18. The sub-divider shall deposit with the City the required fees at the time the lot grading
   plan or improvement is submitted. The deposit will be made with whichever plan is
   first submitted. Said deposit shall be used to cover the cost of site inspection by the
   City to determine whether any geologic hazard exists and, if such is found, to review
   the geologic report prepared by the developer's engineering geologist. The developer
   shall reimburse the Department of Public Works for any cost in excess of the deposit
   prior to recording the Final Map. Any unused portion of the deposit will be refunded.

   **FINAL MAP RECORDATION**

1. The Final Map shall show the dedication of all onsite drainage easements, including
   easements for access thereto, and show monumentation for such easements, as
   required by the Public Works Director, or verify that no easements are required.
2. The Final Map shall include the entire area shown on the Tentative Map and shall not
   be filed as units or groups of units.
3. Final Maps may be filed as units or groups of units, provided that there will be a
   minimum six-week interval between approval of each Final Map. Lot design on the
   Final Map shall be in substantial conformance to that shown on the Tentative Map.
   Lot 1 shall be in Unit 1, and the lot number sequencing shall correspond with unit
   sequencing. The highest numbered lot shall be in the last unit.
4. The sub-divider shall accomplish the following prior to approval of the Final Map by
   the City Council:
   a. Provide the Department of Public Works with standard forms approved
      by the Community Development Director stating that the applicable
      agency or agencies have provided commitment to the site for such
      public facilities that are required for the subdivision (including, but not
      necessarily limited to, water and sewer services).]
   b. Provide the City with a certification from each public utility and each
      public entity owning easements within the proposed subdivision stating
      that: (a) they have received from the developer a copy of the proposed
      map; (b) they object or do not object to the filing of the map without their
      signature; (c) in case of a street dedication affected by their existing
      easement, they will sign a "subordination certificate" or "joint-use
      certificate" on the map when required by the governing body. In addition,
      the sub divider shall furnish proof to the satisfaction of the City Engineer
that no new encumbrances have been created that would subordinate the City's interest over areas to be dedicated for public road purposes since submittal of the Tentative Map.

c. Grant to the appropriate agency, by recorded document, all required offsite easements and all onsite water main easements that serve fire hydrants, or furnish a letter from said agency that none are required.

d. Provide the Department of Public Works with evidence that any offer of dedication or grant of right-of-way shall be free of all encumbrances or subordinated at the time of recordation of the Final Map.

e. If the subdivider does not have the real property rights necessary for public access or the construction of required improvements, he/she shall request the Planning Commission to direct City staff to begin eminent domain proceedings for acquisition of said property rights in accordance with Board Policy J-33. The developer shall agree to pay full City costs of eminent domain proceedings, including all easement costs. The developer shall also agree to construct required improvements within said easement.

f. Pay off all existing deficit accounts associated with processing this application to the satisfaction of the City
PRELIMINARY DEVELOPMENT PLAN

SPECIAL CONDITIONS OF APPROVAL

1. The Crossroads West Specific Plan ("CWSP") modifies the permitted use, development standards, and other regulations of the City of Riverbank Municipal Code ("Municipal Code"). In these cases, the standards and regulations provided in the CWSP supersede those in the Municipal Code. Where the CWSP is silent, regulations in the Municipal Code remain applicable. If a conflict occurs between the requirements of the CWSP and the Municipal Code, the requirements of the CWSP shall control.

2. The CWSP includes plans, standards and guidelines that supplement the City of Riverbank’s adopted Standard Specifications. If a conflict occurs between the requirements of CWSP and the City of Riverbank’s Standard Specifications, the requirements of the CWSP shall control.

3. The PDP Application is found to be in compliance with the CWSP in that it provides for a maximum 550,000 square feet of retail/commercial space, or in the alternative, no more than 360,000 square feet of retail/commercial space and 350 residential units.

4. Proposals to construct on a parcel of land in the Project shall be subject to staff level site plan review by the Development Director prior to issuance of a building permit. This review shall be limited to compliance with the Design Guidelines in Chapter 8 of the CWSP (the “Design Guidelines”). This condition shall exclude maps for residential, detached housing.

5. In any instance where there is a conflict between the CWSP (Development Standards and Design Guidelines) and City Zoning Ordinance, the CWSP shall supersede and govern development within the Project.

6. These Conditions of Approval have been drafted to apply to the current approved PDP. The PDP is a commercial plan, showing the general building locations, access, and infrastructure. In addition, consistent with the CWSP, this PDP also permits the conversion of areas within the Project to residential development. Development of the PDP will occur incrementally over an extended 20 or more years. As such, when an actual residential project is submitted or proposed, these conditions of approval for the PDP may be modified by staff as necessary to meet their overall intent of CWSP. As long as a finding of general compliance with the CWSP can be made, no further public hearings will be needed to modify these conditions to incorporate the residential project proposed. If a residential project is proposed that requires a new tentative map to create a residential
subdivision, that map will be processed consistent with the process and requirements of the CWSP and such other applicable Municipal Code.

7. The individual tenants or occupants of the retail center shall have the right, at their option, to operate twenty-four (24) hours per day, seven (7) days per week, except for bars and taverns which shall be defined as uses in which more than 50% of its gross receipts are from the sale of alcohol for on-premises consumption.

8. Outside sales or storage of goods and merchandise shall be permitted on the sidewalks adjacent to buildings and in the parking areas. All storage in the parking lot shall also be required to comply with the Design Guidelines in Section 8.1 of the CWSP.

9. Upon approval of the PDP, all future proposed entitlements, including, without limitation, development plans, site plans, and phased tentative map approvals shall be approved by the Community Development Director at a staff level and without a need for a public hearing, provided they are found by the Community Development Director to be consistent with the requirements of the CWSP and Development Agreement.

10. Developer shall only be required to construct those certain offsite improvements identified on Exhibit F of the Development Agreement. Developer shall have the right to phase the construction of such improvements consistent with the Phasing Plan attached to the Development Agreement as Exhibit F. Developer shall have no other offsite obligation to construct any other offsite improvement as part of the Project. The Development Director may require modifications to the offsite improvements on Exhibit F, to the extent required to make such offsite improvements safe.

11. All future site plans, phased tentative maps, and/or development applications shall be reviewed by the Development Director for consistency with the applicable provisions of the CWSP, including, without limitation the following matters: (a) architectural design of buildings, (b) landscaping designs, (c) circulation and parking layout, (d) phasing of infrastructure improvements, and (e) signage requirements. If the Development Director finds such future entitlements to be substantially consistent with the CWSP, then the application shall be approved at staff level. Any item deemed not to be in substantial compliance with the CWSP shall be referred to the Planning Commission for approval. Any appeal of the Planning Commission decision shall be heard by City Council.

12. Outdoor seating and dining in the common areas of the Project shall be permitted. Additionally, outdoor plazas shall be permitted and encouraged.
13. Two gas stations shall be permitted on the property, subject only to verification by the Development Director that the site plan and elevations are consistent with the CWSP. Neither gas station shall be required to provide a compressed natural gas fueling station as a part of the gas station facility.

14. The Sign Criteria Package attached to the CWSP is approved as the controlling sign requirements for the Project.

15. The operation of drive-thru uses 24 hours per day, seven (7) days per week are permitted within the Project subject to meeting the applicable Design Guidelines in Section 8.1 of the CWSP.

16. The Project conceptual design set forth in the CWSP is approved. Further, any future design review shall be conducted at a staff level and such design review shall relate only to the visual appearance of the buildings taking into account items such as colors, materials and various finishes of the individual buildings screening and consistency with the Design Guidelines as set forth in Section 8.1 of the CWSP. Design Review shall be limited to only those items set forth in the CWSP. Design Review shall not include or relate to any matters concerning the use or operation of any tenant.

17. Sit down restaurant and quick service food tenants shall be permitted to sell alcoholic beverages for on and off premises consumption as a part of their operation as a food service business where such alcohol sale licenses have been approved by City Council.

18. The PDP shall be valid for 20 years from the date of approval of the PDP and shall be considered vested with construction of substantial improvements on or offsite of the Project in support of the approved Project. Substantial improvements shall mean on and/or offsite improvements which cost in the aggregate in excess of $250,000 or more.

19. City water and sewer capacities shall be reserved and prioritized for the maximum buildout of the Project, including all commercial and mixed-use development (residential and/or commercial uses), as permitted in the CWSP.

20. Storm drain fees for the Project are not applicable, as Developer will be constructing a storm drain facility at the Project and also connecting into the existing Crossroads Shopping Center basin.
EXHIBIT D
PROJECT-SPECIFIC MMRP
### Environmental Impact

**Aesthetics and Visual Resources**

**Mitigation Measure 3.1-1:** A lighting plan shall be prepared for each phase of development. The lighting plan shall demonstrate that the lighting systems and other exterior lighting throughout the phase of development has been designed to minimize light spillage onto adjacent properties to the greatest extent feasible. Use of LED lighting or other proven energy efficient lighting shall be required for facilities to be dedicated to the City of Riverbank for maintenance.

<table>
<thead>
<tr>
<th>Environmental Impact</th>
<th>Mitigation Measure</th>
<th>Applies to</th>
<th>Monitoring Responsibility</th>
<th>Timing</th>
<th>Verification (Date/Initials)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Impact 3.1-3: Project implementation may result in light and glare impacts.</td>
<td><strong>Mitigation Measure 3.1-1:</strong> A lighting plan shall be prepared for each phase of development. The lighting plan shall demonstrate that the lighting systems and other exterior lighting throughout the phase of development has been designed to minimize light spillage onto adjacent properties to the greatest extent feasible. Use of LED lighting or other proven energy efficient lighting shall be required for facilities to be dedicated to the City of Riverbank for maintenance.</td>
<td>YES</td>
<td>City of Riverbank Development Services Department</td>
<td>Prior to the approval of the Site Plan review for each phase</td>
<td></td>
</tr>
</tbody>
</table>

### Agricultural Resources

**Mitigation Measure 3.2-1:** Prior to the issuance of grading permits, building permits, or final map approval on the subject residential property, the Project applicant shall secure permanent protection of offsite farmland based on a 1:1 ratio to the amount of gross Farmland converted as a result of Project development, consistent with the requirements of the City's Sustainable Agricultural Strategy. The acreage requiring agricultural mitigation shall be equal to the portion of the project site dedicated to residential uses which would be subject to the discretionary development entitlement and lands designated as Prime Farmland, Farmland of Statewide Importance, or Unique Farmland. Permanent preservation shall consist of the purchase of agricultural conservation easements granted in perpetuity from willing seller(s), enforceable deed restrictions, purchase of banked mitigation credits, or other conservation mechanisms acceptable to the City. Land set aside for permanent preservation shall: (1) be of equal or better soil quality, have a dependable and sustainable supply of irrigation water, and be located within Stanislaus County; and (2) not be previously encumbered by a conservation easement of any nature. The permanent protection of farmland shall be accomplished by either: (1) the landowner/developer working directly with an established farmland trust or similar organization, such as the Central Valley Farmland Trust, and providing certification satisfactory to the City that such lands have been permanently

<table>
<thead>
<tr>
<th>Environmental Impact</th>
<th>Mitigation Measure</th>
<th>Applies to</th>
<th>Monitoring Responsibility</th>
<th>Timing</th>
<th>Verification (Date/Initials)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Impact 3.2-1: The proposed Project has the potential to result in the conversion of Farmlands, including Prime Farmland, Unique Farmland, and Farmland of Statewide Importance, as shown on the maps prepared pursuant to the Farmland Mapping and Monitoring Program of the California Resources Agency, to non-agricultural uses.</td>
<td><strong>Mitigation Measure 3.2-1:</strong> Prior to the issuance of grading permits, building permits, or final map approval on the subject residential property, the Project applicant shall secure permanent protection of offsite farmland based on a 1:1 ratio to the amount of gross Farmland converted as a result of Project development, consistent with the requirements of the City’s Sustainable Agricultural Strategy. The acreage requiring agricultural mitigation shall be equal to the portion of the project site dedicated to residential uses which would be subject to the discretionary development entitlement and lands designated as Prime Farmland, Farmland of Statewide Importance, or Unique Farmland. Permanent preservation shall consist of the purchase of agricultural conservation easements granted in perpetuity from willing seller(s), enforceable deed restrictions, purchase of banked mitigation credits, or other conservation mechanisms acceptable to the City. Land set aside for permanent preservation shall: (1) be of equal or better soil quality, have a dependable and sustainable supply of irrigation water, and be located within Stanislaus County; and (2) not be previously encumbered by a conservation easement of any nature. The permanent protection of farmland shall be accomplished by either: (1) the landowner/developer working directly with an established farmland trust or similar organization, such as the Central Valley Farmland Trust, and providing certification satisfactory to the City that such lands have been permanently</td>
<td>City of Riverbank Development Services Department</td>
<td>Prior to the issuance of grading permits, building permits, or final map approval on the subject residential property</td>
<td></td>
<td></td>
</tr>
<tr>
<td>ENVIRONMENTAL IMPACT</td>
<td>MITIGATION MEASURE</td>
<td>APPLIES TO MU-1 PROPERTY</td>
<td>MONITORING RESPONSIBILITY</td>
<td>TIMING</td>
<td>VERIFICATION (DATE/INITIALS)</td>
</tr>
<tr>
<td>----------------------</td>
<td>--------------------</td>
<td>--------------------------</td>
<td>---------------------------</td>
<td>--------</td>
<td>-----------------------------</td>
</tr>
<tr>
<td>preserved at the specified ratio; or (2) it is the City’s intent to work with a qualified land trust or similar organization, such as the Central Valley Farmland Trust, to establish a fee for agricultural land conservation easements.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Mitigation Measure 3.2-2:</strong> Prior to the conversion of agricultural lands in the Plan Area, the Project applicant shall participate in the Stanislaus LAFCo’s Agricultural Preservation Policy (as amended on March 25, 2015), consistent with the City’s Sustainable Agricultural Strategy. The Project applicant shall prepare a “Plan for Agricultural Preservation”, which shall include information such as the Project’s direct and indirect impacts to agricultural resources, the availability of other lands in the City of Riverbank’s existing boundaries, and relevant General Plan policies. The Plan shall also specify the method or strategy proposed to minimize the loss of agricultural lands. The information provided in the Plan shall be consistent with the environmental documentation prepared by the City.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Impact 3.2-3: The proposed Project has the potential to result in conflicts with adjacent agricultural lands or indirectly cause conversion of agricultural lands.</td>
<td><strong>Mitigation Measure 3.2-3:</strong> Prior to approval of any Final Maps, “Right to Farm” language shall be presented to the City for approval and recordation against the affected property. The proposed language shall contain the following statement: “All persons purchasing lots within the boundaries of this approved map should be prepared to accept the inconveniences associated with agricultural operations, such as noise, odors, flies, dust or fumes. Stanislaus County has determined that such inconveniences shall not be considered to be a nuisance if agricultural operations are consistent with accepted customs and standards.”</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Air Quality</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Impact 3.3-1: Project operation has the potential to conflict with or obstruct implementation of an</td>
<td><strong>Mitigation Measure 3.3-1:</strong> The Project proponent shall submit an Air Impact Assessment (AIA) application to the San Joaquin Valley Air Pollution Control District in accordance with District Rule 9510 Indirect Source Review (ISR) to obtain AIA approval from the District</td>
<td>YES</td>
<td>San Joaquin Valley Air Pollution</td>
<td>Prior to final approval of improvement</td>
<td></td>
</tr>
<tr>
<td>ENVIRONMENTAL IMPACT</td>
<td>MITIGATION MEASURE</td>
<td>APPLIES TO MU-1 PROPERTY</td>
<td>MONITORING RESPONSIBILITY</td>
<td>TIMING</td>
<td>VERIFICATION (DATE/INITIALS)</td>
</tr>
<tr>
<td>----------------------</td>
<td>----------------------------------------------------------------------------------------------------------------</td>
<td>--------------------------</td>
<td>---------------------------</td>
<td>------------------------------------------------------------------------</td>
<td>-----------------------------</td>
</tr>
<tr>
<td>applicable air quality plan, cause a violation of an air quality standard, or contribute substantially to an existing or projected air quality violation.</td>
<td>for the phase or Project component that is to be constructed. Prior to the issuance of a building permit of each individual phase or Project component, the Project proponent shall incorporate mitigation measures into the proposed Project and demonstrate compliance with District Rule 9510 including payment of all fees.</td>
<td>YES</td>
<td>Control District City of Riverbank Development Services Department</td>
<td>Prior to the approval of improvement plans for each phase</td>
<td></td>
</tr>
<tr>
<td><strong>Mitigation Measure 3.3-2:</strong> Prior to the approval of improvement plans, the Project proponent shall incorporate measures that reduce vehicle emissions. The measures will be implemented through project design, conditions of approval, noticing and disclosure statements, or through the City’s plan check and inspection process. This mitigation measure is intended to ensure that the best available and practical approaches are used to reduce operational emissions. Appropriate measures shall be selected by the City in consultation with SJVAPCD, and shall include, at a minimum, the following features into the applicable Project plans (e.g. site, engineering, landscaping, etc.):</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Provide bus turnouts and transit improvements where requested by the San Joaquin RTD.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Design streets and trails to maximize pedestrian and bicycle connectivity, safety, and access to transit lines, including pedestrian and bicycle signalization, signage and safety designs at signalized intersections.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Provide traffic calming measures on all streets and intersections. Traffic calming features may include marked crosswalks, count-down signal timers, curb extensions, speed tables, raised crosswalks, raised intersections, median islands, tight corner radii, narrow roadways, traffic circles, on-street parking, planter strips with streets trees, chicanes/chokers, or other improvements designed to reduce motor vehicle speeds and encourage pedestrian and bicycle trips.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Environmental Impact</td>
<td>Mitigation Measure</td>
<td>Applies to MU-1 Property</td>
<td>Monitoring Responsibility</td>
<td>Timing</td>
<td>Verification (Date/Initials)</td>
</tr>
<tr>
<td>----------------------</td>
<td>--------------------</td>
<td>--------------------------</td>
<td>---------------------------</td>
<td>--------</td>
<td>-----------------------------</td>
</tr>
<tr>
<td></td>
<td>• Provide street lighting along internal roadways and bike lanes/paths, sidewalks.</td>
<td>YES</td>
<td>City of Riverbank Development Services Department</td>
<td>Prior to the approval of improvement plans</td>
<td>Prior to the approval of improvement plans</td>
</tr>
<tr>
<td></td>
<td>• Provide vanpool parking only spaces and preferential parking for carpools to accommodate carpools and vanpools in employment areas.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>• Provide bicycle parking areas near the entrance of commercial establishments.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>• Provide pedestrian signalization, signage and safety designs at signalized intersections.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>• Require shade trees to shade sidewalks in street-side landscaping areas.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Mitigation Measure 3.3-3:** Prior the approval of improvement plans, the Project proponent shall prepare and implement, and/or require the implementation of, high-efficiency lighting throughout all portions of the Plan Area (for example: metal halide post top lights, or LEDs, as opposed to typical mercury cobra-head lights).

**Mitigation Measure 3.3-4:** Prior to the approval of improvement plans, the Project proponent shall prepare and implement, and the City shall require the implementation of, the following additional mitigation measures:

- Use low-VOC paint (indoor and outdoor, for both residential and non-residential uses).
- Use only natural gas hearths (or no hearths).
- Apply a Water Conservation Strategy to achieve reductions in outdoor water usage through installation of water-efficient irrigation systems, and landscaping with native and drought-resistant plants.
<table>
<thead>
<tr>
<th>ENVIRONMENTAL IMPACT</th>
<th>MITIGATION MEASURE</th>
<th>APPLIES TO MU-1 PROPERTY</th>
<th>MONITORING RESPONSIBILITY</th>
<th>TIMING</th>
<th>VERIFICATION (DATE/INITIALS)</th>
</tr>
</thead>
</table>
| Impact 3.3-2: Project construction has the potential to cause a violation of an air quality standard or contribute substantially to an existing or projected air quality violation. | **Mitigation Measure 3.3-5:** To reduce construction-related emissions, the following measures shall be implemented:  
- Prior to year 2025, construction contracts for development in the Plan Area shall specify use of off-road construction equipment that achieves fleet average emissions equal to or less than the Tier III emissions standard of 4.8 NOx grams per horsepower-hour (g/hp-hr). The fleet average can be achieved through any combination of uncontrolled engines complying with Tier III and above engine standards. Beginning in 2025, construction contracts for development in the Plan Area shall specify use of off-road construction equipment that achieves fleet average emissions equal to or less than the Tier IV emissions standards of NOx g/hp-hr. The fleet average can be achieved through any combination of controlled engines complying with Tier IV and above engine standards.  
- Prior to issuance of a grading or building permit, the project applicant shall submit a Fugitive Dust Control Plan to SJVAPCD for review and approval. The Fugitive Dust Control Plan shall include a description of the methods and equipment used to control fugitive dust emissions, the frequency of application, and the expected effectiveness of the control measures. | YES | City of Riverbank Development Services Department | Prior to issuance of a grading or building permit | YES | San Joaquin Valley Air Pollution | Prior to issuance of a grading or building permit |
<table>
<thead>
<tr>
<th>ENVIRONMENTAL IMPACT</th>
<th>MITIGATION MEASURE</th>
<th>APPLIES TO MU-1 PROPERTY</th>
<th>MONITORING RESPONSIBILITY</th>
<th>TIMING</th>
<th>VERIFICATION (DATE/INITIALS)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Plan shall reduce emissions, during construction of PM$<em>{10}$ and PM$</em>{2.5}$ and shall include the following:</td>
<td>Control District</td>
<td>building permit</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>o Names, addresses and phone numbers of persons responsible for the preparation, submission and implementation of the plan.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>o Description and location of operations.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>o Listing of all fugitive dust emissions sources included in the operation.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>o The following dust control measures shall be implemented:</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>▪ All on-site unpaved roads shall be effectively stabilized using water or chemical stabilizers that can be determined to be as efficient as or more efficient for fugitive dust control than California Air Resources Board approved soil stabilizers, and that shall not increase any other environmental impacts including loss of vegetation.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>▪ All material excavated or graded will be sufficiently watered to prevent excessive dust. Watering will occur as needed with complete coverage of disturbed areas. The excavated soil piles will be watered as needed to limit dust emissions to less than 20 percent opacity or covered with temporary coverings.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>▪ Construction activities that occur on unpaved surfaces will be discontinued during windy conditions when winds exceed 25 miles per hour and those activities cause visible dust plumes.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Environmental Impact</td>
<td>Mitigation Measure</td>
<td>Applies to MU-1 Property</td>
<td>Monitoring Responsibility</td>
<td>Timing</td>
<td>Verification (Date/Initials)</td>
</tr>
<tr>
<td>----------------------</td>
<td>--------------------</td>
<td>--------------------------</td>
<td>---------------------------</td>
<td>--------</td>
<td>-----------------------------</td>
</tr>
<tr>
<td></td>
<td>Construction activities may continue if dust suppression measures are used to minimize visible dust plumes.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>▪ Track-out debris onto public paved roads shall not extend 50 feet or more from an active operation and track-out shall be removed or isolated such as behind a locked gate at the conclusion of each workday.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>▪ All hauling materials should be moist while being loaded into dump trucks.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>▪ All haul trucks hauling soil, sand and other loose material on public roads shall be covered (e.g., with tarps or other enclosures that would reduce fugitive dust emissions).</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>▪ Soil loads shall be kept below 6 inches of the freeboard of the truck.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>▪ Drop heights should be minimized when loaders dump soil into trucks.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>▪ Gate seals should be tight on dump trucks.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>▪ Traffic speeds on unpaved roads shall be limited to a maximum of 15 miles per hour.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>▪ All grading activities shall be suspended when visible dust emissions exceed 20 percent.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>▪ Other fugitive dust control measures as necessary to comply with SJVAPCD Rules and Regulations.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
**Environmental Impact**

<table>
<thead>
<tr>
<th>Mitigation Measure</th>
<th>Applies to MU-1 Property</th>
<th>Monitoring Responsibility</th>
<th>Timing</th>
<th>Verification (Date/Initials)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Disturbed areas should be minimized.</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Biological Resources**

**Impact 3.4-2: The potential to have direct or indirect effects on special-status reptile and amphibian species.**

**Mitigation Measure 3.4-1**: The project proponent shall implement the following measures to avoid or minimize impacts on western pond turtle:

- *Ground-disturbing activities in areas of potential pond turtle nesting habitat shall be avoided during the nesting season (April–August), to the extent feasible.*

- *A preconstruction survey for western pond turtles within aquatic habitats and adjacent suitable uplands to be disturbed by project activities shall be conducted by a qualified biologist. In aquatic habitats which may be dewatered during project construction, surveys shall be conducted immediately after dewatering and before any subsequent disturbance. Elsewhere, surveys shall be conducted within 24 hours before project disturbance.*

- *If pond turtles are found during preconstruction surveys, a qualified biologist, with approval from CDFW, shall move the turtles to the nearest suitable habitat outside the area subject to project disturbance. The construction area shall be reinspected whenever a lapse in construction activity of 2 weeks or more has occurred.*

- *Construction personnel performing activities within aquatic habitats and adjacent suitable uplands to be disturbed by project activities shall receive worker environmental awareness training from a qualified biologist to instruct workers to recognize western pond turtle, their habitats, and measures being implemented for its protection.*
**ENVIRONMENTAL IMPACT** | **MITIGATION MEASURE** | **APPLIES TO MU-1 PROPERTY** | **MONITORING RESPONSIBILITY** | **TIMING** | **VERIFICATION (DATE/INITIALS)**
---|---|---|---|---|---
- Construction personnel shall observe a 15-miles-per-hour speed limit on unpaved roads.

**Mitigation Measure 3.4-2:** The project proponent shall implement the following measures to avoid or minimize impacts on giant garter snake:

- In areas within 200 feet of any irrigation ditch (potential GGS aquatic habitat) construction will occur during the GGS active season of May 1 through October 1.

- Construction personnel shall receive worker environmental awareness training to instruct workers to recognize giant garter snake and their habitats.

- Within 24 hours before construction activities, areas within 200 feet of any irrigation ditch (potential GGS aquatic habitat) shall be surveyed for giant garter snake. The survey shall be repeated if a lapse in construction activity of 2 weeks or greater has occurred. If a giant garter snake is encountered during construction, activities within 200 feet of the irrigation ditches shall cease until appropriate corrective measures have been completed or it is determined by the qualified biologist and City staff, in coordination with USFWS and CDFW, that the giant garter snake shall not be harmed. Any sightings shall be reported to USFWS and CDFW immediately.

- A biological onsite monitor will be present during initial ground-disturbing activities within 200 feet of any irrigation ditch or potential GGS habitat within the CWSP Plan Area

City of Riverbank Development Services Department
California Department of Fish and Wildlife
Qualified Biologist
U.S. Fish and Wildlife Service

Prior to commencement of any grading activities

YES (for any ground disturbance within 200 ft. of MID canal)
<table>
<thead>
<tr>
<th>Environmental Impact</th>
<th>Mitigation Measure</th>
<th>Applies to MU-1 Property</th>
<th>Monitoring Responsibility</th>
<th>Timing</th>
<th>Verification (Date/Initials)</th>
</tr>
</thead>
</table>
| 3.4-3: The potential to have direct or indirect effects on special-status bird species. | **Mitigation Measure 3.4-3**: The project proponent shall implement the following measure to avoid or minimize impacts on western burrowing owl:  
- No less than 14 days before initiating ground disturbance activities, a qualified biologist shall complete an initial take avoidance survey using the recommended methods described in the Detection Surveys section of the March 7, 2012, CDFW Staff Report on Burrowing Owl Mitigation (CDFW 2012). Implementation of avoidance and minimization measures (as presented in the March 7, 2012, CDFW Staff Report on Burrowing Owl Mitigation) would be triggered if the initial take avoidance survey results in positive owl presence in the Plan Area where project activities shall occur. If needed, the development of avoidance and minimization approaches shall be developed in coordination with CDFW. | YES | City of Riverbank Development Services Department  
Qualified Biologist  
California Department of Fish and Wildlife | No less than 14 days before initiating ground disturbance activities |
<table>
<thead>
<tr>
<th>Environmental Impact</th>
<th>Mitigation Measure</th>
<th>Applies to MU-1 Property</th>
<th>Monitoring Responsibility</th>
<th>Timing</th>
<th>Verification (Date/Initials)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Mitigation Measure 3.4-4:</strong> The project proponent shall implement the following measures to avoid or minimize impacts on Swainson’s hawk:</td>
<td></td>
<td>YES</td>
<td>City of Riverbank Development Services Department Qualified Biologist California Department of Fish and Wildlife</td>
<td>No more than 30 days before commencement of construction</td>
<td></td>
</tr>
<tr>
<td>• No more than 30 days before the commencement of construction, a qualified biologist shall perform preconstruction surveys for nesting Swainson’s hawk and other raptors during the nesting season (February 1 through August 31).</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Appropriate buffers shall be established and maintained around active nest sites during construction activities to avoid nest failure as a result of project activities. The appropriate size and shape of the buffers shall be determined by a qualified biologist, in coordination with CDFW, and may vary depending on the nest location, nest stage, and construction activity. The buffers may be adjusted if a qualified biologist determines it would not be likely to adversely affect the nest. Monitoring shall be conducted to confirm that project activity is not resulting in detectable adverse effects on nesting birds or their young. No project activity shall commence within the buffer areas until a qualified biologist has determined that the young have fledged or the nest site is otherwise no longer in use.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Before the commencement of construction, the project proponent shall provide compensatory mitigation for the permanent loss of Swainson’s hawk foraging habitat. Mitigation shall be at the CDFW specified ratios, which are based on distance to nests. The Plan Area’s distance to the closest nest currently falls within the range of “within 5 miles of an active nest tree but greater than 1 mile from the nest tree.” As such, the Project shall currently be responsible for 0.75 acres of each acre of urban development authorized (0-75:1 ratio). The project proponent shall either provide lands</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>ENVIRONMENTAL IMPACT</td>
<td>MITIGATION MEASURE</td>
<td>APPLIES TO MU-1 PROPERTY</td>
<td>MONITORING RESPONSIBILITY</td>
<td>TIMING</td>
<td>VERIFICATION (DATE/INITIALS)</td>
</tr>
<tr>
<td>----------------------</td>
<td>---------------------</td>
<td>--------------------------</td>
<td>---------------------------</td>
<td>--------</td>
<td>-----------------------------</td>
</tr>
</tbody>
</table>
| Impact 3.4-4: The potential to result in direct or indirect | Mitigation Measure 3.4-5: The project proponent shall implement the following measure to avoid or minimize impacts on other protected bird species that may occur on the site:  
- Preconstruction surveys for active nests of special-status birds shall be conducted by a qualified biologist in all areas of suitable habitat within 500 feet of project disturbance. Surveys shall be conducted within 14 days before commencement of any construction activities that occur during the nesting season (February 15 to August 31) in a given area.  
- If any active nests, or behaviors indicating that active nests are present, are observed, appropriate buffers around the nest sites shall be determined by a qualified biologist to avoid nest failure resulting from project activities. The size of the buffer shall depend on the species, nest location, nest stage, and specific construction activities to be performed while the nest is active. The buffers may be adjusted if a qualified biologist determines it would not be likely to adversely affect the nest. If buffers are adjusted, monitoring will be conducted to confirm that project activity is not resulting in detectable adverse effects on nesting birds or their young. No project activity shall commence within the buffer areas until a qualified biologist has determined that the young have fledged or the nest site is otherwise no longer in use. | YES | City of Riverbank Development Services Department Qualified Biologist | Prior to ground disturbing activities | |
| Impact 3.4-6: The potential to result in direct or indirect | Mitigation Measure 3.4-6: The project proponent shall implement the following measures to avoid or minimize impacts on special-status bats: | YES | City of Riverbank Development | If removal of suitable roosting areas (i.e. buildings, | |
### Environmental Impact

<table>
<thead>
<tr>
<th>Environmental Impact</th>
<th>Mitigation Measure</th>
<th>Applies to MU-1 Property</th>
<th>Monitoring Responsibility</th>
<th>Timing</th>
</tr>
</thead>
</table>
| effects on special-status mammal species. | • If removal of suitable roosting areas (i.e. buildings, trees, shrubs, bridges, etc.) must occur during the bat pupping season (April 1 through July 31), surveys for active maternity roosts shall be conducted by a qualified biologist. The surveys shall be conducted from dusk until dark.  
• If a special-status bat maternity roost is located, appropriate buffers around the roost sites shall be determined by a qualified biologist and implemented to avoid destruction or abandonment of the roost resulting from habitat removal or other project activities. The size of the buffer shall depend on the species, roost location, and specific construction activities to be performed in the vicinity. No project activity shall commence within the buffer areas until the end of the pupping season (August 1) or until a qualified biologist confirms the maternity roost is no longer active. | Services Department       | Qualified Biologist     | If construction activities would disturb a ditch/canal/basin within the Plan Area, the property owner/applicant proposing the activity shall verify that the facility qualifies under the agricultural ditch exemption. If the facilities do not qualify for the exemption and are determined to be jurisdictional by the regulatory agencies, any fill activity would require authorization for fill from the regulatory agencies (USACE-404 permit, RWQCB-401 certification, 1600 Streambed Alteration Agreement). All requirements of a permit shall be adhered to throughout the construction phase. | If construction activities would disturb a ditch / canal / basin within the Plan Area |

### Mitigation Measure 3.4-6: The potential to effect protected wetlands and jurisdictional waters

Mitigation Measure 3.4-7: If construction activities would disturb a ditch/canal/basin within the Plan Area, the property owner/applicant proposing the activity shall verify that the facility qualifies under the agricultural ditch exemption. If the facilities do not qualify for the exemption and are determined to be jurisdictional by the regulatory agencies, any fill activity would require authorization for fill from the regulatory agencies (USACE-404 permit, RWQCB-401 certification, 1600 Streambed Alteration Agreement). All requirements of a permit shall be adhered to throughout the construction phase.

### Cultural and Tribal Resources

Impact 3.5-1: Project implementation has the potential to cause a substantial adverse change to a significant historical resource, as defined in CEQA

Mitigation Measure 3.5-1: Prior to ground disturbing activities for each phase of the Project that would potentially affect one or more of the listed resources below, the resources shall be evaluated for their potential architectural and/or historic importance by a Qualified Architectural Historian, at the cost of the Project applicant. The

<p>| Impact 3.5-1: Project implementation has the potential to cause a substantial adverse change to a significant historical resource, as defined in CEQA | Mitigation Measure 3.5-1: Prior to ground disturbing activities for each phase of the Project that would potentially affect one or more of the listed resources below, the resources shall be evaluated for their potential architectural and/or historic importance by a Qualified Architectural Historian, at the cost of the Project applicant. The | NO | N/A | N/A |</p>
<table>
<thead>
<tr>
<th>ENVIRONMENTAL IMPACT</th>
<th>MITIGATION MEASURE</th>
<th>APPLIES TO MU-1 PROPERTY</th>
<th>MONITORING RESPONSIBILITY</th>
<th>TIMING</th>
<th>VERIFICATION (DATE/INITIALS)</th>
</tr>
</thead>
</table>
| Guidelines §15064.5, or a significant tribal cultural resource, as defined in Public Resources Code §21074. | potentially historic resources within the Project site include the following:  
   - Buildings or building complexes located northwest of the Oakdale Road / Morrill Road intersection, east of the existing Riverbank Sports Complex (on APN 074-006-013);  
   - Buildings or building complexes located southwest of the Oakdale Road / Morrill Road intersection, approximately 0.18 miles south of the Riverbank Sports Complex (on APN 074-011-009);  
   - Buildings or building complexes located northwest of the Oakdale Road / Crawford Road intersection, located along Oakdale Road (on APN 074-011-009);  
   - Buildings or building complexes located southwest of the Oakdale Road / Crawford Road intersection, located 0.14 to 0.27 miles west of Oakdale Road (on APN 074-014-006); and  
   - The MID Lateral No. 6 that crosses the southern portion of the Project site. | | | | |
| Work shall not continue at the above-listed site(s) until the Qualified Architectural Historian conducts sufficient research and data collection to determine if the above-listed site(s) is eligible for listing on the NRHP or CRHR; or not a significant Public Trust Resource. Should the site(s) be determined to not be significant or eligible, no further action is required. Should the site(s) be determined to be significant or eligible, the Project applicant shall work with the Registered Professional Historian to develop a cultural resource plan for the site(s). | | | | | |
| If a building or building complex is determined to be important under the criteria of the California Register of Historical Resources, and the buildings cannot be preserved, then it is recommended that the | | | | | |
Mitigation Measure 3.5-2: All construction workers shall receive a cultural resources sensitivity training session before they begin site work in order to identify any potentially significant cultural or similar resources that may result during construction. The sensitivity training session shall be instructed by a professional archaeologist. The sensitivity training shall inform the workers of their responsibility to identify and protect any cultural resources, including prehistoric or historic artifacts, or other indications of archaeological resources, within the Plan Area. The sensitivity training shall cover laws pertaining to cultural resources, examples of cultural resources that may be discovered in the Plan Area, and what to do if a cultural resource, or anything that may be a cultural resource, is discovered.

If any cultural resources, including prehistoric or historic artifacts, or other indications of archaeological resources, are found during grading and construction activities during any phase of the Project, all work shall be halted immediately within a 200-foot radius of the discovery until an archaeologist meeting the Secretary of the Interior’s Professional Qualifications Standards in prehistoric or historical archaeology, as appropriate, has evaluated the find(s).

Work shall not continue at the discovery site until the archaeologist conducts sufficient research and data collection to make a determination that the resource is either 1) a significant find; 2) not cultural in origin; or 3) not potentially significant or eligible for listing on the NRHP or CRHR; or 4) not a significant Public Trust Resource.

If a significant finding is made, a plan must be developed for this inadvertent finding. Measures to potentially address a subsurface...
<table>
<thead>
<tr>
<th>Environmetal Impact</th>
<th>Mitigation Measure</th>
<th>Applies To Mu-1 Property</th>
<th>Monitoring Responsibility</th>
<th>Timing</th>
<th>Verification (Date/Initials)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Impact 3.5-2: Project implementation has the potential to cause a substantial adverse change to a significant archaeological resource, as defined in CEQA Guidelines §15064.5.</td>
<td>Finding could include one or more of the following depending upon the nature of the find: recordation of the finding; further efforts to define the extent and nature of the resource; preservation in place, and re-design to ensure long-term preservation of the resource; and/or data recovery excavations. &lt;br&gt; &lt;br&gt; If Native American resources are identified, a Native American monitor, following the Guidelines for Monitors/Consultants of Native American Cultural, Religious, and Burial Sites established by the Native American Heritage commission, may also be required and, if required, shall be retained at the Project applicant’s expense.</td>
<td>Implement Mitigation Measure 3.5-2.</td>
<td>See Mitigation Measure 3.5-2</td>
<td>See Mitigation Measure 3.5-2</td>
<td></td>
</tr>
<tr>
<td>Impact 3.5-3: Project implementation has the potential to directly or indirectly destroy a unique paleontological resource.</td>
<td>Mitigation Measure 3.5-3: If paleontological resources are discovered during the course of construction during any phase of the Project, work shall be halted immediately within 50 meters (165 feet) of the discovery, the City of Riverbank shall be notified, and a qualified paleontologist shall be retained to determine the significance of the discovery. If the paleontological resource is considered significant, it should be excavated by a qualified paleontologist and given to a local agency, State University, or other applicable institution, where the resource could be curated and displayed for public education purposes.</td>
<td>YES</td>
<td>City of Riverbank Development Services Department Qualified Paleontologist</td>
<td>If paleontological resources are discovered during the course of construction</td>
<td></td>
</tr>
<tr>
<td>Impact 3.5-4: Project implementation has the potential to disturb human remains, including those</td>
<td>Mitigation Measure 3.5-4: If human remains are discovered during the course of construction during any phase of the Project, work shall be halted at the site and at any nearby area reasonably suspected to overlie adjacent human remains until the Stanislaus County Coroner has been informed and has determined that no investigation of the</td>
<td>YES</td>
<td>City of Riverbank Development</td>
<td>If human remains are discovered during the course of</td>
<td></td>
</tr>
</tbody>
</table>

{CW073467.1}
<table>
<thead>
<tr>
<th>ENVIRONMENTAL IMPACT</th>
<th>MITIGATION MEASURE</th>
<th>APPLIES TO MU-1 PROPERTY</th>
<th>MONITORING RESPONSIBILITY</th>
<th>TIMING</th>
<th>VERIFICATION (DATE/INITIALS)</th>
</tr>
</thead>
<tbody>
<tr>
<td>interred outside of formal cemeteries.</td>
<td>cause of death is required. If the remains are of Native American origin, either of the following steps will be taken:</td>
<td></td>
<td>Services Department, San Joaquin County Coroner</td>
<td>construction during any phase of the project</td>
<td></td>
</tr>
<tr>
<td></td>
<td>- The Coroner shall contact the Native American Heritage Commission in order to ascertain the proper descendants from the deceased individual. The coroner shall make a recommendation to the landowner or the person responsible for the excavation work, for means of treating or disposing of, with appropriate dignity, the human remains and any associated grave goods, which may include obtaining a qualified archaeologist or team of archaeologists to properly excavate the human remains.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>- The landowner shall retain a Native American monitor, and an archaeologist, if recommended by the Native American monitor, and rebury the Native American human remains and any associated grave goods, with appropriate dignity, in a location that is not subject to further subsurface disturbance when any of the following conditions occurs:</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>o The Native American Heritage Commission is unable to identify a descendent.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>o The descendant identified fails to make a recommendation.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>o The City of Riverbank or its authorized representative rejects the recommendation of the descendant, and the mediation by the Native American Heritage Commission fails to provide measures acceptable to the landowner.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>GEOLOGY AND SOILS</th>
</tr>
</thead>
<tbody>
<tr>
<td>Impact 3.6-2: Implementation and construction of the Mitigation Measure 3.6-1: Prior to clearing, grading, and disturbances to the ground such as stockpiling, or excavation for each</td>
</tr>
<tr>
<td>ENVIRONMENTAL IMPACT</td>
</tr>
<tr>
<td>----------------------</td>
</tr>
<tr>
<td>proposed Project may result in substantial soil erosion or the loss of topsoil.</td>
</tr>
</tbody>
</table>

Impact 3.6-3: The proposed Project has the potential to be located on a geologic unit or soil that is unstable, or that would become unstable as a result of Project implementation, and potentially result in landslide, lateral spreading, subsidence, liquefaction or collapse. | **Mitigation Measure 3.6-2:** Prior to earthmoving activities for each phase of the Project, a certified geotechnical engineer, or equivalent, shall be retained to perform a final geotechnical evaluation of the soils at a design-level as required by the requirements of the California Building Code Title 24, Part 2, Chapter 18, Section 1803.1.1.2 related to expansive soils and other soil conditions. The evaluation shall be prepared in accordance with the standards and requirements outlined in California Building Code, Title 24, Part 2, Chapter 16, Chapter 17, and Chapter 18, which addresses structural design, tests and inspections, and soils and foundation standards. The final geotechnical evaluation shall include design recommendations to ensure that soil conditions do not pose a threat to the health and safety of people or structures, including threats from liquefaction or lateral spreading. The grading and improvement plans, as well as the storm drainage and building plans for each phase of the Project shall | YES | City of Riverbank Development Services Department Certified Geotechnical Engineer | Prior to earthmoving activities for each phase of the Project | |

{CW073467.1}
## ENVIRONMENTAL IMPACT

<table>
<thead>
<tr>
<th>Impact 3.6-4: Potential for expansive soils to create substantial risks to life or property.</th>
<th>Implement Mitigation Measure 3.6-2.</th>
<th>See Mitigation Measure 3.6-2</th>
<th>See Mitigation Measure 3.6-2</th>
</tr>
</thead>
</table>

*be designed in accordance with the recommendations provided in the final geotechnical evaluation.*

## GREENHOUSE GASES AND CLIMATE CHANGE

| Impact 3.7-1: Potential to generate greenhouse gas emissions, either directly or indirectly, that may have a significant impact on the environment or potential to conflict with an applicable plan, policy, or regulation adopted for the purpose of reducing the emissions of greenhouse gases. | Mitigation Measure 3.7-1: The City shall require GHG reduction measures in connection with tentative subdivision maps submitted for approval, including but not limited to the following:  
- Actions included in Mitigation Measures 3.3-1 through 3.3-5 (see Section 3.3: Air Quality) that also reduce GHG emissions;  
- Actions that further improve energy efficiency, such as requiring that all buildings exceed Title 24 energy-efficiency requirements by a certain percentage, requiring on-site renewable energy production to meet a specified percent of the subdivision’s electricity needs, etc.  
- Actions that further reduce vehicle miles traveled, such as providing transit hubs that would be accessible by local and regional transit routes and community multimodal paths and trails; providing general pedestrian connectivity throughout the project, etc.  
- Payment for GHG offsets, as determined to be feasible by the City. | YES | City of Riverbank Development Services Department | Prior approval of tentative subdivision maps |

## HAZARDS AND HAZARDOUS MATERIALS

<p>| Impact 3.8-1: Project implementation has the potential to create a | Implement Mitigation Measure 3.6-1. | See Mitigation Measure 3.6-1 | See Mitigation Measure 3.6-1 |</p>
<table>
<thead>
<tr>
<th>Environmental Impact</th>
<th>Mitigation Measure</th>
<th>Applies to MU-1 Property</th>
<th>Monitoring Responsibility</th>
<th>Timing</th>
<th>Verification (Date/Initials)</th>
</tr>
</thead>
<tbody>
<tr>
<td>significant hazard through the routine transport, use, or disposal of hazardous materials or through the reasonably foreseeable upset and accident conditions involving the release of hazardous materials into the environment.</td>
<td><strong>Mitigation Measure 3.8-1:</strong> Prior to the approval of any map, Preliminary Development Plan, or site plan, the City shall review the 2017 Phase I ESA (Geocon Consultants, Inc., July 2017) cited in the Draft EIR for the CWSP to determine if it is still applicable. After July 1, 2020, the City shall require an updated Phase I ESA for the specific property. The Phase I ESA shall evaluate the specific property proposed to be developed, to ensure that no material changes have occurred since preparation of the 2017 Phase I ESA (Geocon Consultants, Inc., July 2017).</td>
<td>YES</td>
<td>City of Riverbank Development Services Department</td>
<td>Prior to the approval of any map, Preliminary Development Plan, or site plan</td>
<td>N/A</td>
</tr>
</tbody>
</table>
| | **Mitigation Measure 3.8-2:** The applicant shall hire a qualified consultant to perform additional soil and site testing for the areas identified in this EIR to have potential hazardous conditions present prior to any mapping approvals. The following areas have been deemed to have potential hazardous conditions present:  
  - The residential units and adjoining structures.  
  - The remnant construction and/or farming materials (i.e. remnant pipes, etc.).  
  - The soils in the area where farming equipment and above ground tanks have been stored, including, but not limited to, the following:  
    - The parcels associated with the Alexander Dairy (APNs 074-011-009 and 074-014-006).  
    - The parcels associated with the properties located at 5817 Oakdale Road, 5525 Oakdale Road, and 2054 Crawford Road.  
    - The Harrigfeld property located at 1901 Morrill Road.  
    - All parcels located south of Morrill Road. | NO | N/A | N/A |
The intent of the additional testing is to investigate whether any of the buildings, facilities, or soils in any of the above parcels contain hazardous materials. If asbestos-containing materials and/or lead are found in the buildings, a California Occupational Safety and Health Administration (Cal/OSHA) certified asbestos containing building materials (ACBM) and lead based paint contractor shall be retained to remove the asbestos-containing materials and lead in accordance with EPA and Cal/OSHA standards. In addition, all activities (construction or demolition) in the vicinity of these materials shall comply with Cal/OSHA asbestos and lead worker construction standards. The ACBM and lead shall be disposed of properly at an appropriate offsite disposal facility.

**Mitigation Measure 3.8-3:** If the site investigation required by Mitigation Measure 3.8-2 indicates a probability that hazardous materials may be found on any parcel, the applicant for that parcel shall submit a Phase II ESA, which shall further evaluate on-site conditions. The Phase II ESA shall address the likely presence of hazardous substances and/or petroleum products identified in the previous Phase I ESA (Geocon Consultants, Inc., 2017) prepared for the Plan Area.

In addition, due to the past agricultural operations in the Plan Area, a soil sampling program shall be implemented to assess potential agrichemical (including pesticides, herbicides, diesel, petrochemicals, etc.) impacts to surface soil within the Plan Area, as follows: A soil sampling and analysis workplan shall be submitted for approval the Stanislaus County Department of Environmental Resources. The sampling and analysis plan shall meet the requirements of the Department of Toxic Substances Control Interim Guidance for Sampling Agricultural Properties (2008), and the County Department of Environmental Resources Recommended Soil and Groundwater Sampling for Underground Tank Investigations (2013). The soils in the area where farming equipment and tanks have been stored, including, but not limited to, the following, should be included in the soil sampling and analysis workplan:
### Environmental Impact

<table>
<thead>
<tr>
<th>Mitigation Measure</th>
<th>Applies to MU-1 Property</th>
<th>Monitoring Responsibility</th>
<th>Timing</th>
<th>Verification (Date/Initials)</th>
</tr>
</thead>
</table>
| - The parcels associated with the Alexander Dairy (APNs 074-011-009 and 074-014-006).  
- The parcels associated with the properties located at 5817 Oakdale Road, 5525 Oakdale Road, and 2054 Crawford Road.  
- The Harrigfeld property located at 1901 Morrill Road.  
- All parcels located south of Morrill Road.  
If the sampling results indicate the presence of agrichemicals that exceed commercial screening levels, a removal action workplan shall be prepared in coordination with Stanislaus County Department of Environmental Resources. The removal action workplan shall include a detailed engineering plan for conducting the removal action, a description of the onsite contamination, the goals to be achieved by the removal action, and any alternative removal options that were considered and rejected and the basis for that rejection. A no further action letter shall be issued by Stanislaus County Department of Environmental Resources upon completion of the removal action. The removal action shall be deemed complete when the confirmation samples exhibit concentrations below the commercial screening levels, which will be established by the agencies. If any stained soil or odor-impacted areas are encountered during the Phase II ESA, then soil sampling of these areas shall be included in the above soil sampling workplan, and depending upon the sampling results, included in the removal action workplan as well.  
**Mitigation Measure 3.8-4**: Prior to bringing hazardous materials onsite, the applicant shall submit a Hazardous Materials Business Plan (HMBP) to the Stanislaus County Division of Environmental Resources (CUPA) for review and approval. If during the construction process the applicant or any subcontractors generates hazardous waste, the applicant must register with the CUPA as a generator of hazardous waste, obtain an EPA ID# and accumulate, ship and YES | Stanislaus County Division of Environmental Resources | Prior to bringing hazardous materials onsite |
<table>
<thead>
<tr>
<th>ENVIRONMENTAL IMPACT</th>
<th>MITIGATION MEASURE</th>
<th>APPLIES TO MU-1 PROPERTY</th>
<th>MONITORING RESPONSIBILITY</th>
<th>TIMING</th>
<th>VERIFICATION (DATE/INITIALS)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dispose of the hazardous waste per Health and Safety Code Ch. 6.5. (California Hazardous Waste Control Law).</td>
<td>Mitigation Measure 3.8-5: Prior to initiation of any ground disturbance activities within 50 feet of a well, the applicant shall hire a licensed well contractor to obtain a well abandonment permit from Stanislaus County Department of Environmental Resources, and properly abandon the on-site wells, pursuant to review and approval of the City Engineer and the Stanislaus County Department of Environmental Resources. Implement Mitigation Measures 3.8-1, 3.8-2, 3.8-3, 3.8-4, and 3.8-5.</td>
<td>YES</td>
<td>City of Riverbank Development Services Department</td>
<td>Prior to initiation of any ground disturbance activities within 50 feet of a well</td>
<td>See Mitigation Measures 3.8-1, 3.8-2, 3.8-3, 3.8-4, and 3.8-5</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>NOISE</th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Impact 3.11-1: Construction of the proposed Project may generate significant noise.</td>
<td>Mitigation Measure 3.11-1: Construction activities shall not occur between 6:30 p.m. and 6:00 a.m. on weekdays or 5:00 p.m. and 8:00 a.m. on weekends and legal holidays, as required by the City of Riverbank Municipal Code. This requirement shall be noted in the improvements plans prior to approval by the City’s Public Works Department. Mitigation Measure 3.11-2: In an effort to comply with the City General Plan standards contained in Table 3.11-6 (Table N-3 of the General Plan), all equipment shall be fitted with factory equipped mufflers, and in good working order. In addition, all staging areas shall be located as far as feasibly possible from residential areas. This requirement shall be noted in the improvements plans prior to approval by the City’s Public Works Department.</td>
<td>YES</td>
<td>City of Riverbank Public Works Department</td>
<td>During construction activities</td>
<td>During construction activities</td>
</tr>
</tbody>
</table>

{CW073467.1}
<table>
<thead>
<tr>
<th>ENVIRONMENTAL IMPACT</th>
<th>MITIGATION MEASURE</th>
<th>APPLIES TO MU-1 PROPERTY</th>
<th>MONITORING RESPONSIBILITY</th>
<th>TIMING</th>
<th>VERIFICATION (DATE/INITIALS)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Impact 3.11-4: The proposed Project may result in traffic noise at new sensitive receptors.</td>
<td><strong>Mitigation Measure 3.11-3:</strong> The Project applicant(s) shall determine the appropriate methods for reducing traffic noise levels at the Project site to within the City of Riverbank noise level criteria. It is expected that traffic noise levels could exceed the City standards at residential areas adjacent to Oakdale Road, Morrill Road and Claribel Road. Mitigation can take the form of sound walls, berms, a combination of walls and berms, setbacks and shielding from building facades. The effectiveness of the proposed mitigation shall be documented by acoustical analyses. The appropriate mitigation will be determined prior to the approval of tentative maps or site plans, and subject to review and approval by the City of Riverbank.</td>
<td>YES</td>
<td>City of Riverbank Public Works Department</td>
<td>Prior to approval of tentative maps or site plans</td>
<td></td>
</tr>
<tr>
<td>Impact 3.11-5: The proposed Project may result in noise from on-site activities at sensitive receptors.</td>
<td><strong>Mitigation Measure 3.11-4:</strong> The center of the play fields shall be located at a minimum distance of 275-feet from the nearest residences. This requirement shall be noted in the improvements plans prior to approval by the City’s Public Works Department.</td>
<td>NO</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td><strong>Mitigation Measure 3.11-5:</strong> Use of the play fields shall be restricted to the daytime hours of 7:00 a.m. to 10:00 p.m. This requirement shall be noted in the improvements plans prior to approval by the City’s Public Works Department.</td>
<td>NO</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Mitigation Measure 3.11-6:</strong> When school site plans have been developed, a detailed analysis of school site noise impacts shall be identified and appropriate mitigation measures shall be included in the project designs. The City shall review and approve the analysis of school site noise impacts, as well as any mitigation measures resulting from the analysis.</td>
<td>YES</td>
<td>City of Riverbank Public Works Department</td>
<td>Prior to approval of improvement plans</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**PUBLIC SERVICES AND RECREATION**

<p>| Impact 3.12-1: The proposed Project has the potential to require the construction of police department facilities which may cause substantial | <strong>Mitigation Measure 3.12-1:</strong> Prior to the City recording a “Final Map” for each Project within the Plan Area, the owner of the project/map shall either annex the mapped property into a Community Facilities District (“CFD”), or create a new CFD for the project. | YES | City of Riverbank Development Services Department | Prior to the City recording a “Final Map” for each | |</p>
<table>
<thead>
<tr>
<th>ENVIRONMENTAL IMPACT</th>
<th>MITIGATION MEASURE</th>
<th>APPLIES TO MU-1 PROPERTY</th>
<th>MONITORING RESPONSIBILITY</th>
<th>TIMING</th>
<th>VERIFICATION (DATE/INITIALS)</th>
</tr>
</thead>
<tbody>
<tr>
<td>adverse physical environmental impacts.</td>
<td>mapped property, which will include funding for operational services with the Riverbank Police Department (Stanislaus County Sheriff).</td>
<td></td>
<td></td>
<td>Project within the Plan Area</td>
<td></td>
</tr>
<tr>
<td>Impact 3.12-5: The proposed Project has the potential to require the construction of park and recreational facilities which may cause substantial adverse physical environmental impacts.</td>
<td><strong>Mitigation Measure 3.12-2:</strong> Prior to the recording of any Final Maps, or in connection with any other final approvals for the MU-1 “Mixed Use Retail” area dedicated to residential development, the project developer shall dedicate and finance the improvement of sufficient park land in accordance with a park improvement plan, subject to approval by the City, or pay sufficient in lieu fees in accordance with the Quimby Act and the City’s General Plan policy, to develop at least five acres of parkland per 1,000 residents. If sufficient park area is not provided for in the subdividable lands in accordance with the Quimby Act and City Ordinances, the Project applicant shall demonstrate where the parkland dedication may occur and provide surety of its dedication and improvement according to a defined time line for dedication and improvement. This dedication requirement shall include development of full park improvement plans to be approved by the Director of Parks and Recreation. The timing of the park improvements shall be negotiated with the developer unless stipulated in a Development Agreement or Subdivision Improvement Agreement.</td>
<td>APPLIES TO RESIDENTIAL PROJECTS ONLY (and shall be met by complying with 5.02(c) of the Development Agreement)</td>
<td>City of Riverbank Development Services Department</td>
<td>Prior to the recording of any Final Maps, or in connection with any other final approvals for the MU-1 “Mixed Use Retail” area dedicated to residential development</td>
<td></td>
</tr>
</tbody>
</table>

**TRANSPORTATION AND CIRCULATION**

| Impact 3.13-1: Under Existing conditions, the proposed Project would result in a significant impact at the Patterson Road / Coffee Road intersection. | **Mitigation Measure 3.13-1:** Prior to issuance of any Building Permits for the CWSP Project, each project applicant in the Plan Area shall pay the applicable City of Riverbank Impact Fee towards the improvement of the Patterson Road / Coffee Road intersection in order to satisfy their fair share obligation. | YES (satisfied through payment of updated SDF) | City of Riverbank Public Works Department | Prior to issuance of any Building Permits for the CWSP Project | |
| Impact 3.13-2: Under Existing conditions, the proposed Project would result in a significant impact at the | **Mitigation Measure 3.13-2:** Prior to the approval of a Final Map or improvement plans, each applicant within the CWSP Project shall be responsible for the project’s fair share impacts towards the cost of widening Oakdale Road to provide a second southbound travel lane that continues beyond Claribel Road a distance sufficient to accommodate efficient intersection traffic operations and a | YES, Developer responsible for its applicable fair share of the | City of Riverbank City Engineer | Prior to the approval of a Final Map or improvement plans | |

{CW073467.1}
<table>
<thead>
<tr>
<th>ENVIRONMENTAL IMPACT</th>
<th>MITIGATION MEASURE</th>
<th>APPLIES TO MU-1 PROPERTY</th>
<th>MONITORING RESPONSIBILITY</th>
<th>Timing</th>
<th>Verification (Date/Initials)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Claribel Road / Oakdale Road intersection.</td>
<td>transition back to a single lane, as well as a northbound right turn lane. The distance needed to accommodate the auxiliary through lane and transition back to a single lane is roughly ¼ mile. This roadway improvement shall be noted on the project improvement plans. The sum of each project applicant’s fair share cost shall be equal to the total cost to construct the entire improvement, and the sum of the fair share costs shall be used by the developer(s) to construct the entire improvement. The specific segments of roadway which would be widened shall be completed as determined by the City Engineer based on the level of development being proposed at the time.</td>
<td>costs of improvement.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-3: Under Existing conditions, the proposed Project would result in a significant impact at the Claribel Road / N-S Collector intersection.</td>
<td><strong>Mitigation Measure 3.13-3:</strong> Prior to approval of a Final Map or improvement plans, each applicant within the CWSP Project shall be responsible for the project’s fair share impacts towards the cost of constructing a traffic signal and ancillary lanes at the Claribel Road / N-S Collector intersection. When warranted, construction of the traffic signal shall be required, to the satisfaction of the City of Riverbank City Engineer. The additional ancillary lanes shall be completed as determined by the City Engineer based on the level of development being proposed at the time. When warranted, this roadway improvement shall be noted on the improvement plans for such project. The sum of each project applicant’s fair share cost shall be equal to the total cost to construct the entire improvement, and the sum of the fair share costs shall be used by the developer(s) to construct the entire improvement.</td>
<td>YES</td>
<td>City of Riverbank City Engineer</td>
<td>Prior to approval of a Final Map or improvement plans</td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-5: Under Existing conditions, the proposed Project would result in a significant impact at the segment of Patterson Road from McHenry Avenue to Coffee Road.</td>
<td><strong>Mitigation Measure 3.13-4:</strong> Prior to issuance of any Building Permits for each project in the Plan Area, each project applicant shall pay the applicable City of Riverbank Impact Fee towards widening of SR 108 to four-lanes in order to satisfy their fair share obligation.</td>
<td>YES</td>
<td>City of Riverbank Public Works Department</td>
<td>Prior to issuance of any Building Permits for each project in the Plan Area</td>
<td></td>
</tr>
<tr>
<td>ENVIRONMENTAL IMPACT</td>
<td>MITIGATION MEASURE</td>
<td>APPLIES TO MU-1 PROPERTY</td>
<td>MONITORING RESPONSIBILITY</td>
<td>TIMING</td>
<td>VERIFICATION (DATE/INITIALS)</td>
</tr>
<tr>
<td>-------------------------------------------------------------------------------------</td>
<td>---------------------------------------------------------------------------------------------------------------</td>
<td>--------------------------</td>
<td>---------------------------</td>
<td>---------------------------------------------</td>
<td>-----------------------------</td>
</tr>
<tr>
<td>Impact 3.13-6: Under Existing conditions, the proposed Project would result in a</td>
<td>Mitigation Measure 3.13-5: Prior to issuance of any Building Permits for each project in the Plan Area, each</td>
<td>YES</td>
<td>Stanislaus</td>
<td>Prior to issuance of any Building Permits for each project in the Plan Area</td>
<td></td>
</tr>
<tr>
<td>significant impact at the segment of Claribel Road from McHenry Avenue to Coffee</td>
<td>project applicant shall pay the applicable County RTIF fee towards construction of the North County Corridor</td>
<td></td>
<td>Council of Governments</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Road.</td>
<td>in order to satisfy their fair share obligation.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-7: Under Existing conditions, the proposed Project would result in a</td>
<td>Mitigation Measure 3.13-6. Prior to issuance of Building Permits for the Project, each project applicant in</td>
<td>YES</td>
<td>Stanislaus</td>
<td>Prior to issuance of Building Permits for</td>
<td></td>
</tr>
<tr>
<td>significant impact at the segment of Claribel Road from Oakdale Road to Claus Road.</td>
<td>the Plan Area shall pay the applicable City of Riverbank Impact Fee and County RTIF fee towards the</td>
<td></td>
<td>Council of Governments</td>
<td>the Project</td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-9: Under Existing conditions, the proposed Project would result in a</td>
<td>Mitigation Measure 3.13-7: Prior to issuance of any Building Permits for each project within the Plan Area,</td>
<td>YES</td>
<td>City of Riverbank</td>
<td>Prior to issuance of any Building Permits</td>
<td></td>
</tr>
<tr>
<td>significant impact at the Oakdale Road between Morrill Road and Crawford Road</td>
<td>each project applicant shall be responsible for contributing the fair share contribution towards the costs</td>
<td>(satisfied through payment of SDF)</td>
<td>City Engineer</td>
<td>each project within the Plan Area</td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-11: The proposed Project would adversely affect pedestrian and bicycle</td>
<td>Mitigation Measure 3.13-8: Each project applicant in the Plan Area shall work with City of Riverbank staff</td>
<td>YES</td>
<td>City of Riverbank</td>
<td></td>
<td></td>
</tr>
<tr>
<td>facilities.</td>
<td>to identify applicable pedestrian crossing features and shall install the features, when warranted, to the satisfaction of the City of Riverbank City Engineer.</td>
<td></td>
<td>City Engineer</td>
<td>When warranted, as determined by the City Engineer</td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-11: The proposed Project would adversely affect pedestrian and bicycle</td>
<td>Mitigation Measure 3.13-9: Each project applicant in the Plan Area shall monitor pedestrian, bicycle, and</td>
<td>YES</td>
<td>City of Riverbank</td>
<td>When warranted, as determined by the City Engineer</td>
<td></td>
</tr>
<tr>
<td>facilities.</td>
<td>motor vehicle safety conditions as development proceeds. Any identified safety conditions as a result of this monitoring shall be installed to alleviate these concerns, as applicable, to the satisfaction of the City of Riverbank City Engineer.</td>
<td></td>
<td>City Engineer</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

{CW073467.1}
<table>
<thead>
<tr>
<th>ENVIRONMENTAL IMPACT</th>
<th>MITIGATION MEASURE</th>
<th>APPLIES TO MU-1 PROPERTY</th>
<th>MONITORING RESPONSIBILITY</th>
<th>TIMING</th>
<th>VERIFICATION (DATE/INITIALS)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Impact 3.13-12: The proposed Project would adversely affect transit services or facilities.</td>
<td><strong>Mitigation Measure 3.13-10:</strong> The project applicants in the CWSP Area shall install the transit elements included in the CWSP. The project applicants shall work with Stanislaus Regional Transit staff to identify applicable on-site transit facilities and features in order to ensure that transit facilities are incorporated into the project. The transit facilities and features may include, but would not be limited to, bus turnouts, bus stops, and signage. The project applicants shall install the features, when warranted, to the satisfaction of the City Engineer.</td>
<td>YES</td>
<td>City of Riverbank / City Engineer, Stanislaus Regional Transit</td>
<td>When warranted, as determined by the City Engineer</td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-13: Under EPAP conditions, the proposed Project would result in a significant impact to queue lengths.</td>
<td><strong>Mitigation Measure 3.13-11:</strong> Prior to approval of a Final Map or improvement plans, each project applicant within the CWSP Area shall be responsible for lengthening the available storage in left turn lanes at the Oakdale Road / Crawford Road, Oakdale Road / Freddi Lane, and Oakdale Road / Claribel Road intersections. The applicants shall be responsible for lengthening specific turn lanes when determined by the City Engineer. These roadway improvements shall be noted on the project improvement plans.</td>
<td>YES (satisfied through payment of SDF)</td>
<td>City of Riverbank / City Engineer</td>
<td>Prior to approval of a Final Map or improvement plans</td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-14: Under EPAP conditions, the proposed Project would result in a significant impact at the proposed mixed use retail area access.</td>
<td><strong>Mitigation Measure 3.13-12:</strong> Prior to approval of a Final Map or improvement plans for the “MU-1 Mixed Use Retail” area, the project applicant shall be responsible for providing a design for vehicular access to the satisfaction of the City of Riverbank City Engineer when development of the “MU-1 Mixed Use Retail” area proceeds. This roadway design shall be noted on the project improvement plans.</td>
<td>YES (as set forth in Phasing Plan of Development Agreement)</td>
<td>City of Riverbank / City Engineer</td>
<td>Prior to approval of a Final Map or improvement plans for the “MU-1 Mixed Use Retail” area</td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-15: Under EPAP conditions, the proposed Project would result in a significant impact at the McHenry Avenue / Kiernan Avenue / Claribel Avenue intersection.</td>
<td><strong>Mitigation Measure 3.13-13:</strong> Prior to issuance of Building Permits for each project in the Plan Area, each project applicant shall pay the applicable County RTIF fee towards construction of the North County Corridor in order to satisfy their fair share obligation.</td>
<td>YES</td>
<td>Stanislaus Council of Governments</td>
<td>Prior to issuance of Building Permits for each project in the Plan Area</td>
<td></td>
</tr>
<tr>
<td>Environmental Impact</td>
<td>Mitigation Measure</td>
<td>Applies to MU-1 Property</td>
<td>Monitoring Responsibility</td>
<td>Timing</td>
<td>Verification (Date/Initials)</td>
</tr>
<tr>
<td>----------------------</td>
<td>--------------------</td>
<td>--------------------------</td>
<td>---------------------------</td>
<td>--------</td>
<td>-----------------------------</td>
</tr>
<tr>
<td>Impact 3.13-16: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Patterson Road / Coffee Road intersection.</td>
<td>Implement Mitigation Measure 3.13-1.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-17: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Coffee Road / Morrill Road intersection.</td>
<td>Mitigation Measure 3.13-14: Prior to approval of a Final Map or improvement plans, each applicant within the CWSP Project shall be responsible for the project’s fair share impacts towards the cost of installing a traffic signal at the Coffee Road / Morrill Road intersection. When warranted, construction of the traffic signal shall be required, to the satisfaction of the City of Riverbank City Engineer. When warranted, this roadway improvement shall be noted on the improvement plans for such project.</td>
<td>YES (satisfied through payment of updated SDF)</td>
<td>City of Riverbank City Engineer</td>
<td>Prior to approval of a Final Map or improvement plans</td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-18: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Coffee Road / Relocated Crawford Road intersection.</td>
<td>Mitigation Measure 3.13-15: Prior to approval of a Final Map or improvement plans, each project applicant shall be responsible for its fair share of the cost of installing traffic signal at the Coffee Road / Relocated Crawford Road intersection. The signal shall be installed when conditions warrant, as determined by the City of Riverbank City Engineer.</td>
<td>YES (satisfied through payment of updated SDF)</td>
<td>City of Riverbank City Engineer</td>
<td>Prior to approval of a Final Map or improvement plans</td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-19: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Claribel Road / N-S Collector intersection.</td>
<td>Implement Mitigation Measure 3.13-3.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-20: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the Claribel Road /</td>
<td>Mitigation Measure 3.13-16: Prior to approval of a Final Map or improvement plans, each applicant in the Plan Area shall be responsible for the project’s fair share impacts towards the cost of adding a second northbound left turn lane at the Claribel Road /</td>
<td>YES (Developer only responsible)</td>
<td>City of Riverbank City Engineer</td>
<td>Prior to approval of a Final Map or</td>
<td></td>
</tr>
<tr>
<td><strong>ENVIRONMENTAL IMPACT</strong></td>
<td><strong>MITIGATION MEASURE</strong></td>
<td><strong>APPLIES TO MU-1 PROPERTY</strong></td>
<td><strong>MONITORING RESPONSIBILITY</strong></td>
<td><strong>TIMING</strong></td>
<td><strong>VERIFICATION (DATE/INITIALS)</strong></td>
</tr>
<tr>
<td>--------------------------</td>
<td>------------------------</td>
<td>-----------------------------</td>
<td>-----------------------------</td>
<td>------------</td>
<td>-------------------------------</td>
</tr>
<tr>
<td>significant impact at the Claribel Road / Oakdale Road intersection.</td>
<td><strong>Oakdale Road intersection, as determined by the City of Riverbank City Engineer. When warranted, the addition of a second northbound left turn lane shall be required, to the satisfaction of the Stanislaus County Road Commissioner. When warranted, this roadway improvement shall be noted on the improvement plans for such project.</strong></td>
<td>for applicable fair share of cost</td>
<td>City of Riverbank City Engineer</td>
<td>improvement plans</td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-24: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the segment of Coffee Road between Morrill Road and the relocated Crawford Road.</td>
<td><strong>Mitigation Measure 3.13-17:</strong> Prior to approval of a Final Map or improvement plans, each project applicant in the Plan Area shall be responsible for the fair share of the cost of improving Coffee Road from Morrill Road to the relocated Crawford Road intersection to provide the functional equivalent of a two-lane arterial street standard, as determined by the City of Riverbank City Engineer.</td>
<td>YES (satisfied through payment of updated SDF)</td>
<td>City of Riverbank City Engineer</td>
<td>Prior to approval of a Final Map or improvement plans</td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-25: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the segment of Coffee Road between the relocated Crawford Road and the realigned Claribel Road intersection.</td>
<td><strong>Mitigation Measure 3.13-18:</strong> Prior to approval of a Final Map or improvement plans, each project applicant in the Plan Area shall be responsible for contributing its fair share to the cost of improving Coffee Road from the relocated Crawford Road intersection to the realigned Claribel Road intersection to the equivalent of a four-lane arterial street standard, as determined by the City of Riverbank City Engineer.</td>
<td>YES (satisfied through payment of updated SDF)</td>
<td>City of Riverbank City Engineer</td>
<td>Prior to approval of a Final Map or improvement plans</td>
<td></td>
</tr>
<tr>
<td>Impact 3.13-26: Under Cumulative (Year 2042) conditions, the proposed Project would result in a significant impact at the segment of Coffee Road between the realigned Claribel Road intersection and NCC.</td>
<td><strong>Mitigation Measure 3.13-19:</strong> Prior to approval of a Final Map or improvement plans, each project applicant in the Plan Area shall be responsible for contributing its fair share fee to the cost of improving Coffee Road from the realigned Claribel Road intersection to NCC to a four-lane arterial street standard.</td>
<td>YES (satisfied through payment of updated SDF)</td>
<td>City of Riverbank City Engineer</td>
<td>Prior to approval of a Final Map or improvement plans</td>
<td></td>
</tr>
<tr>
<td>Environmental Impact</td>
<td>Mitigation Measure</td>
<td>Applies to MU-1 Property</td>
<td>Monitoring Responsibility</td>
<td>Timing</td>
<td>Verification (Date/Initials)</td>
</tr>
<tr>
<td>----------------------</td>
<td>--------------------</td>
<td>--------------------------</td>
<td>--------------------------</td>
<td>--------</td>
<td>-----------------------------</td>
</tr>
<tr>
<td>Utilities</td>
<td>Impact 3.14-6: The proposed Project has the potential to require or result in the construction of new storm water drainage facilities or expansion of existing facilities, the construction of which could cause significant environmental effects.</td>
<td>Mitigation Measure 3.14-1: Prior to the issuance of a building or grading permit, the Project applicant shall submit a drainage plan to the City of Riverbank for review and approval. The plan shall include an engineered storm drainage plan that demonstrates attainment of pre-Project runoff requirements prior to release and describes the volume reduction measures and treatment controls used to reach attainment consistent with the Riverbank Low Impact Development Design and Specifications Manual, the Riverbank Storm Drain System Master Plan, and the Crossroads West Specific Plan.</td>
<td>YES</td>
<td>City of Riverbank City Engineer</td>
<td>Prior to the issuance of a building or grading permit</td>
</tr>
</tbody>
</table>
EXHIBIT E
Approved Entitlements

Developer’s vested rights to develop the Subject Property shall be in accordance with the following approved entitlements:

1. This Agreement;

2. The Crossroads West Specific Plan ("CWSP"), which sets forth the development of a maximum 550,000 square feet of retail/commercial space or, in the alternative, a maximum of 360,000 square feet of retail/commercial space and 350 residential units, and includes design guidelines set forth in Section 8.1;

3. The Sales Tax Sharing Agreement between Western Pacific Holdings, Inc., and the City of Riverbank, which allows for inter-fund transfers of SDF Fees to reimburse costs associated with the Infrastructure Improvements;

4. Western Pacific Holdings, Inc.’s Preliminary Development Plan for the Project;

5. Western Pacific Holdings, Inc.’s Master Large Lot Tentative Map for the Project.

Subsequent Approvals

The following approvals may be necessary to facilitate development of the Subject Property:

1. Parcel maps and final maps;

2. Minor and major grading permits, and encroachment permits;

3. Design review, as set forth in Section 8.1 of the CWSP; and

4. With regard to commercial or mixed use projects, all other required approvals to allow Developer to develop the Project with no other public hearing except for review by the Community Development Director to confirm substantial compliance with the applicable provisions of the CWSP, and provided that the required approval does not constitute a major modification to the CWSP.

As provided in this Agreement, City agrees to promptly process any other right, land use entitlement and approval necessary for completing the Project.
EXHIBIT F
CROSSROADS WEST MIXED USE CONSTRUCTION PHASING PLAN ("Phasing Plan")
Dated November 9, 2018

PHASE I
Up to 350,000 SF of Commercial Uses OR 250,000 SF of Commercial Uses and 225 Residential Units

Developer shall be responsible for constructing the Phase I improvements listed below before the City of Riverbank shall be required to issue any Certificate of Occupancy for commercial buildings which aggregate less than or equal to either 1) 350,000 square feet of enclosed ground floor area of commercial buildings has requested a Certificate of Occupancy in the Project, or 2) up to 250,000 square feet of enclosed ground floor area of commercial buildings and up to 225 Residential units. Notwithstanding the below, the project frontage improvements directly in front of the proposed development project area shall be required to be installed with those sections of property that are being developed.

I. **Roadways** – For purposes of clarification in this Phasing Plan, the name “Oakdale Road” shall refer to work only on the west side of the existing median. The name “Claribel Road” shall refer to work only on the north side of the existing divided road. The name “N-S Collector Road” shall refer to work only on the north side of Claribel Road to the south side of the MID lateral #6.

a. **Oakdale Road** – Construction of the roadway expansion section commencing at the southern boundary of the MID canal lateral #6 (“MID Canal”), running southerly to the intersection of Claribel Road (approximately 1,470lf). Improvements shall conform to the 120’ R.O.W. road section labeled “Existing Oakdale Road Section (South of Crawford Road adjacent to MU1 designated area)” within Chapter 5 of the Crossroads West Specific Plan dated 6/12/18. Improvements shall be limited to the following:
   i. Asphalt paving section consisting of only adding turn pockets and expansion of lanes to provide asphalt for the second southbound travel lane just north of Claribel Road (Note: the second southbound through lane will be closed to through traffic), the through lane past Claribel Road will not be extended in this Phase of the CWSP. The expansion of a deceleration turn lane southbound into the MU-1 project site at Freddie Lane – **Approximately +/- 6,050 SF**
   ii. 24” Curb and Gutter only required to accommodate the movement of traffic lanes along the west side of Oakdale road – **Approximately +/- 732 LF**
   iii. 6’ Landscape and Irrigation on the west side of Oakdale Road (6’ x 1,303’) – **Approximately +/- 7,818 SF**

   1. Landscaping and irrigation shall be consistent with the Master Street Tree Plan as outlined within the Crossroads West Specific Plan dated 6/12/18.
   iv. 12’ Sidewalk on west side of street (12’ x 1,303’) – **Approximately +/- 15,636 SF**
   v. Striping & Signage as required

b. **Claribel Road** – Construction of the roadway expansion section commencing at Oakdale Road on the eastern boundary and extending to the western project boundary (approximately 2,600lf). Improvements shall conform to the 55’ R.O.W. road section labeled “Claribel Road (R.O.W. varies)” within Chapter 5 of the Crossroads West Specific Plan dated 6/12/18. Improvements shall be limited to the following:
   i. Asphalt paving section consisting of only adding a necessary merge lane from southbound Oakdale Road traffic including the lane shift necessary to accommodate the second northbound left turn lane (but no median work to accommodate the second northbound left turn lane is included in this Phase of the CWSP), and the
   {CW073467.1}
necessary deceleration and merge lanes necessary for the N-S Collector Road traffic signal intersection. – Approximately +/- 9,350 SF

ii. 24” Curb & Gutter on the north side of the northern lanes only – Approximately +/- 2,680 LF

iii. 5’ Landscape and Irrigation on north side of road between back of curb and sidewalk (The MU-1 project shall only be responsible for landscaping those sections directly adjacent to proposed development along Claribel Road in Phase I or Phase II, otherwise complete landscaping required as a part of Phase III) – Approximately +/- 12,100 SF

1. Landscaping and irrigation shall be consistent with the Master Street Tree Plan as outlined within the Crossroads West Specific Plan dated 6/12/18.

iv. 10’ Sidewalk / Bike Trail combination (The MU-1 project shall only be responsible for Sidewalk / Bike Trail sections directly adjacent to proposed development along Claribel Road in Phase I or Phase II, otherwise complete Sidewalks / Bike Trail shall be required as a part of Phase III) – Approximately +/- 24,200 SF

v. Striping and Signage as required

1. Curb, gutter, roadway and striping configurations shall be shown on the approved improvement drawings.
2. The southerly eastbound lanes on Claribel shall remain in their existing configuration, and Developer shall not be obligated to construct any improvements on that side of the road.
3. The median on Claribel shall remain in its existing configuration, and Developer shall have no improvement obligation on such median.
4. All improvements, including paving sections, curb & gutter, sidewalks, landscaping, striping and signage, shall conform to the City of Riverbank (C.O.R.) Standard Specifications dated March 10th, 2015 and shall be in accordance with the City of Riverbank approved plans and the final Geotechnical report prepared by Moore Twining and Associates (to be completed).

II. Utility Undergrounding

a. Scope of work shall include the undergrounding of 14 existing overhead electrical poles and lines (approximately 2,600 LF) on the north side of Claribel Road between Oakdale Road and the western property boundary; and the undergrounding of 10 existing overhead electrical poles and lines (1,470 LF) on the west side of Oakdale Road between Claribel and the MID canal. Electrical undergrounding shall not include the power lines paralleling the MID canal (on the north or south side of the canal).

III. Traffic Signalization

a. Modifications to add a 4th leg of the traffic signal at Oakdale Road and Freddie Lane are required with this Phase I. Exact configuration shall be determined by the project Traffic Engineer and the City of Riverbank.

IV. Water System – With respect to the MU-1 Development, the installation of an additional water well or peaking reservoir shall not be required. Pursuant to the Crossroads West Water System Demand Analysis from NorthStar Engineering Group, Inc dated April 19, 2018 as accepted by the City of Riverbank, the existing capacity is adequate to serve all phases of development within the MU-1 project boundary.

a. Installation of a public water system loop as shown on the included Exhibit B, dated 11/12/18 and described as follows:

i. Tie-in of a new 12” water main into the existing 12” water main located in Oakdale Road (approximately 305 LF) at approximately STA 385+94

ii. Tie-in of new 12” water main into the existing 12” water main located in Oakdale Road (approximately 2,695 LF) at approximately STA 376+63 and extend 12” water main under sidewalk along the north side of Claribel Road.
iii. N-S Collector Road – Install (approximately 815 LF) of 12” water main, commencing at the 12” water main in Claribel Road and extending to the south side of the MID Canal (for future tie in by developers north of the MID Canal).

iv. Onsite – Extend 12” water main parallel to the MID Canal behind the future Major buildings from the Oakdale Road tie-in to the N-S Collector Road water main (approximately 2,270 LF). Loop an 8” water main onsite (approximately 2,390 LF) from the 12” water main adjacent to Oakdale Road through the southern E-W Driveway to the N-S Collector Road to complete a full looped water system.

1. The installation of all necessary pipe and water service stubs to serve all individual parcels shown on the Tentative Map.

2. The Installation of all water system components shall be in accordance with the City of Riverbank Standard Specifications dated September 23, 2014, the City of Riverbank approved project plans and the final Geotechnical report prepared by Moore Twining and Associates (to be completed). The installation of the water well and peaking reservoir shown in the CWSP are not required for the MU-1 project and will be installed by others.

V. Sanitary Sewer System – with respect to the MU-1 Development (up to 550,000 SF of Commercial Uses outlined in the CWSP or 360,000 SF of Commercial and 350 Residential Units), the modification or upgrade of any downstream sanitary sewer components are not required by any development or Phase of the MU-1 project including but not limited to the any work with the downstream Roselle or Crawford pump stations. Pursuant to the Crossroads Sanitary Sewer System Analysis from NorthStar Engineering Group, Inc dated April 19, 2018 as accepted by the City of Riverbank, the existing capacity is adequate for full development within the MU-1 project boundary.

a. Installation of a public sewer line system as shown on the included Exhibit C, dated 11/12/18 and described as follows:

i. If the public 8” sewer line has not been extended across the MID canal from the northern properties, then one of the following two options (as outlined in section 7.3.2 of the CWSP) will be selected by Developer in its sole determination:

1. The MU-1 Development will construct a 12” sewer line extending from the existing 18” sewer stub at Crawford Road and Oakdale Road to the MU-1 project site along Oakdale Road. A majority of the MU-1 site will gravity discharge to this 12” sewer line. An interim sewer lift station will be constructed on the east side of the N-S Collector Road directly south of the MID Lateral #6 to serve areas of the MU-1 site that cannot gravity discharge to Oakdale Road. If this option is selected, only the sewer line extension from Crawford Road down Oakdale Road will be installed as a part of Phase I, unless development is proposed that would otherwise require a pump station for serve the property as determined by the Project Engineer and the City of Riverbank.

2. The installation of a private lift station to be located adjacent to the N-S Collector Road just south of the MID Canal with an 8” forced main extending behind the Major buildings across to Oakdale Road into the existing 12” sewer main behind the existing Crossroads Shopping Center. The private lift station and forced main shall be maintained by the project Developer until such time as the public 8” sewer line is extended across the MID canal and connected into the Sanitary Sewer system.

ii. The installation of an 8” public sanitary sewer line running behind the Majors (approximately 1,690 LF) to the private pump station.

iii. The installation of an 8” public sanitary sewer line running within the E-W Driveway to the N-S Collector Road (approximately 1,900 LF) to the Private Pump Station.

1. The installation of all necessary pipe, manholes and sewer stubs to serve all individual parcels shown on the Tentative Map.
2. The Installation of all sanitary sewer system components shall be in accordance with the City of Riverbank Standard Specifications dated September 23, 2014, the City of Riverbank approved project plans and the final Geotechnical report prepared by Moore Twining and Associates (to be completed). The installation of the lift station north of the MID canal shown in the CWSP are not required for the MU-1 project and will be installed by others.

VI. Storm Drain System – The MU-1 property shall be solely allowed to utilize the existing capacity in the Storm Drainage Basin Improvements installed adjacent to the Heartlands at the Crossroads, as shown in the MVE plans approved on 9/12/05 titled Storm Drainage Basin Improvement Plans for Heartlands at the Crossroads. Additional capacity if required by the City of Riverbank will be provided with underground storage (excess capacity in onsite pipes), surface water storage in parking areas and landscape swale areas in the parking or a combination of all. As the MU-1 project is providing its own Storm Drainage facilities, it shall not pay any storm drain fees or applicable SDF fees for Storm Drainage.
   a. The MU-1 project shall only be responsible for the installation of the onsite parking lot storm drainage improvements (pipes, catch basins and water quality treatment facilities) for areas of the parking lot and development area completed at the time of requested Certificate of Occupancy.

Notwithstanding contained herein, if less intense development is proposed as a part of the initial Phase I development (example, less than 350,000 square feet of commercial space or less than 250,000 square feet of commercial space and less than 225 residential units) the City of Riverbank may reduce the amount of improvements set forth in the required Phase I Improvements to only those improvements which are necessary, in the Community Development Managers discretion, to allow the less intense first Phase of Development to economically and safely occur.

PHASE II
350,001 SF to 475,000 SF of Commercial Uses OR up to 300,000 SF of Commercial Uses and up to 300 Residential Uses

Developer shall have no obligation to construct any of the Phase II improvements listed below until such time as Developer requests the City of Riverbank to issue a Certificate of Occupancy for new commercial buildings or residential buildings which would cause the ground floor square footages of all Commercial buildings in the project which are opened and have received certificates of occupancy plus all commercial buildings now requesting a certificate of occupancy to exceed 350,001 SF of enclosed ground floor area, or 250,000 square feet of enclosed commercial space plus 225 Residential units. No additional improvements in excess of those set forth in Phase II shall be required until over 475,000 square feet of enclosed ground floor of commercial building or 300,000 square feet of enclosed ground floor of commercial building and more than 300 Residential units in the project area have requested a Certificate of Occupancy. Notwithstanding the below, the project frontage improvements directly in front of the proposed development project area shall be required to be installed with those sections of property that are being developed.

I. Roadways
   a. Claribel Road –
      i. 5’ Landscape and Irrigation on north side of road between back of curb and sidewalk (The MU-1 project shall only be responsible for landscaping sections directly adjacent to proposed development along Claribel Road in Phase II or as already completed in Phase I, otherwise complete landscaping required as a part of Phase III) – Approximately +/- 12,100 SF
         1. Landscaping and irrigation shall be consistent with the Master Street Tree Plan as outlined within the Crossroads West Specific Plan dated 6/12/18.
ii. 10’ Sidewalk / Bike Trail combination (The MU-1 project shall only be responsible for Sidewalk / Bike Trail sections directly adjacent to proposed development along Claribel Road in Phase II, otherwise complete Sidewalks / Bike Trail shall be required as a part of Phase III) – Approximately +- 24,200 SF

II. Traffic Signalization
   a. Modifications to the NW traffic signal pole at the Claribel Road / Oakdale Road intersection including the relocation of the traffic signal controllers and cabinets on the NW corner of the intersection directly fronting the MU-1 property, if these improvements have not been warranted during Phase I.
   b. Installation of a new traffic signal at the intersection of the N-S Collector Road / Claribel Road as shown in the CWSP dated 6/12/18, (shall not be required until the signal warrants are met, as determined by the Project Traffic Engineer) OR only if development is proposed within 100’ of and/ or adjacent to the N-S Collector Road. Otherwise, the traffic signal at the N-S Collector Road / Claribel Road shall not be installed until Phase III.

III. Sanitary Sewer System
   a. If the 8” sewer main has not already been extended across the MID Lateral #6 by the properties north of the canal, the option V.a.i.1 in Phase I above is selected, then the installation of the Sewer Lift Station may be required if warranted for development of Phase II if not previously required for the Phase I development.

IV. Storm Drainage System
   a. The MU-1 project shall only be responsible for the installation of the onsite parking lot storm drainage improvements (pipes, catch basins and water quality treatment facilities) for areas of the parking lot and development area completed at the time of requested Certificate of Occupancy.

PHASE III
Over 475,001 SF of Commercial Uses OR up to 360,000 SF of Commercial Uses and up to 350 Residential Units

Developer shall have no obligation to construct any of the Phase III improvements listed below until such time as Developer requests the City of Riverbank to issue any Certificates of Occupancy for Commercial or Residential Buildings which cause the aggregate enclosed ground floor area of all commercial buildings in the project which are open (with certificates of occupancy) plus any new commercial buildings requesting a certificate of occupancy to exceed 475,001 SF of Commercial Uses or up to 360,000 SF of Commercial Uses and up to 350 Residential Units in the project area have requested a Certificate of Occupancy. Notwithstanding the below, the project frontage improvements directly in front of the proposed development project area shall be required to be installed with those sections of property that are being developed.

I. Roadways
   a. N-S Collector Road – Construction of a 60’ Right of Way (ROW) section commencing at the north side of Claribel Road and continuing to the southern side of the MID Canal Lateral #6. The improvements shall conform to the 60’ “Collector Street Section for MU1” as outlined in Chapter 5 of the CWSP.
      i. Asphalt Paving Section (34’ x 760’) – Approximately +-25,840 SF
      ii. 36” Curb and Gutter on both sides – Approximately +- 1,520 LF
      iii. 5’ Landscape & Irrigation on both sides – Approximately +- 7,600 SF
      iv. 5’ Sidewalk on both sides – Approximately +- 7,600 SF
      v. Striping & Signage as required
   b. Claribel Road – Construction of sidewalk, bike paths & landscape improvements located behind the northerly curb lines from Oakdale Road on the east to the western property border as follows:
i. 5’ Landscape and Irrigation (2,420 LF) – Approximately ± 12,100 SF
ii. 10’ Sidewalk / Bike Trail combination (2,420 LF) – Approximately ± 24,200 SF

II. Sanitary Sewer System
   a. If the 8” sewer main has not already been extended across the MID Lateral #6 by the properties north of the canal, the option V.a.i.1 in Phase I above is selected, then the installation of the Sewer Lift Station will be required for development of Phase III if not previously required for the Phase I development.

III. Storm Drainage System
   a. The MU-1 project shall only be responsible for the installation of the onsite parking lot storm drainage improvements (pipes, catch basins and water quality treatment facilities) for areas of the parking lot and development area completed at the time of requested Certificate of Occupancy.

ATTACHMENTS:
ATTACHMENT A – Crossroads West Specific Plan dated 6/12/18
ATTACHMENT B – Crossroads West Planned Development Plans dated 12/21/18
EXHIBIT G
PRELIMINARY COST ESTIMATE
Engineers Estimate for Infrastructure Improvements
Crossroads West Specific Plan - MU-1 Site

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>COST</th>
</tr>
</thead>
<tbody>
<tr>
<td>Oakdale Road</td>
<td>$2,609,636</td>
</tr>
<tr>
<td>Claribel Road</td>
<td>$2,953,887</td>
</tr>
<tr>
<td>N-S Collector Road</td>
<td>$2,011,110</td>
</tr>
<tr>
<td>Onsite Public Utilities</td>
<td>$1,006,286</td>
</tr>
</tbody>
</table>

GRAND TOTAL === $8,580,918
### A. SITE PREPARATION AND GRADING

<table>
<thead>
<tr>
<th>ITEM</th>
<th>DESCRIPTION</th>
<th>QUANTITY</th>
<th>UNIT COST</th>
<th>COST</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Clearing and Grubbing</td>
<td>1.2</td>
<td>$7,150.00 AC</td>
<td>$8,580.00</td>
</tr>
<tr>
<td>6.</td>
<td>Remove Existing Pavement</td>
<td>3,464</td>
<td>$2.50 SF</td>
<td>$8,660.00</td>
</tr>
<tr>
<td>7.</td>
<td>Sawcut Existing Pavement</td>
<td>1,470</td>
<td>$5.25 LF</td>
<td>$7,717.50</td>
</tr>
<tr>
<td>8.</td>
<td>Remove Existing Signs</td>
<td>5</td>
<td>$500.00 EA</td>
<td>$2,500.00</td>
</tr>
<tr>
<td>22.</td>
<td>Earthwork</td>
<td>4,888</td>
<td>$5.25 CY</td>
<td>$25,662.00</td>
</tr>
<tr>
<td>23.</td>
<td>Relocation of Overhead Utilities Poles</td>
<td>11</td>
<td>$38,000.00 EA</td>
<td>$418,000.00</td>
</tr>
<tr>
<td>24.</td>
<td>Traffic Control</td>
<td>45</td>
<td>$1,200.00 DAY</td>
<td>$44,000.00</td>
</tr>
<tr>
<td>25.</td>
<td>Rough Grading</td>
<td>4,888</td>
<td>$3.50 CY</td>
<td>$17,108.00</td>
</tr>
<tr>
<td>26.</td>
<td>Import</td>
<td>250</td>
<td>$115.00 CY</td>
<td>$28,750.00</td>
</tr>
<tr>
<td>27.</td>
<td>Export</td>
<td>250</td>
<td>$65.00 CY</td>
<td>$16,250.00</td>
</tr>
<tr>
<td>29.</td>
<td>Street Fine Grading</td>
<td>6,050</td>
<td>$0.75 SF</td>
<td>$4,537.50</td>
</tr>
<tr>
<td>32.</td>
<td>Mobilization</td>
<td>2</td>
<td>$12,000.00 LS</td>
<td>$24,000.00</td>
</tr>
<tr>
<td>37.</td>
<td>12&quot; over Ex. Of Fills and Recompact</td>
<td>250</td>
<td>$3.50 CY</td>
<td>$875.00</td>
</tr>
</tbody>
</table>

**SUB-TOTAL ===> $616,640.00**

### B. EROSION CONTROL

<table>
<thead>
<tr>
<th>ITEM</th>
<th>DESCRIPTION</th>
<th>QUANTITY</th>
<th>UNIT COST</th>
<th>COST</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Erosion Control Improvements</td>
<td>2.6</td>
<td>$2,200.00 AC</td>
<td>$5,720.00</td>
</tr>
<tr>
<td>2.</td>
<td>Temporary Concrete Washout</td>
<td>6.0</td>
<td>$1,210.00 EA</td>
<td>$7,260.00</td>
</tr>
<tr>
<td>3.</td>
<td>Temporary Inlet Protection - Gravel Bags</td>
<td>6.0</td>
<td>$210.00 EA</td>
<td>$1,260.00</td>
</tr>
<tr>
<td>5.</td>
<td>Temporary Straw Wattle</td>
<td>1,470.0</td>
<td>$3.75 LF</td>
<td>$5,512.50</td>
</tr>
<tr>
<td>6.</td>
<td>Temporary Stabilized Construction Entrance</td>
<td>2.0</td>
<td>$1,780.00 LS</td>
<td>$3,560.00</td>
</tr>
<tr>
<td>7.</td>
<td>Temporary Silt Fence</td>
<td>1,470.0</td>
<td>$6.60 LF</td>
<td>$9,702.00</td>
</tr>
<tr>
<td>9.</td>
<td>Hydroseeding</td>
<td>37,950.0</td>
<td>$0.35 SF</td>
<td>$13,282.50</td>
</tr>
<tr>
<td>10.</td>
<td>Street Sweeping</td>
<td>4.0</td>
<td>$4,200.00 LS</td>
<td>$16,800.00</td>
</tr>
<tr>
<td>12.</td>
<td>Maintenance</td>
<td>2</td>
<td>$2,750.00 MON</td>
<td>$5,500.00</td>
</tr>
</tbody>
</table>

**SUB-TOTAL ===> $68,597.00**

### D. STORM

<table>
<thead>
<tr>
<th>ITEM</th>
<th>DESCRIPTION</th>
<th>QUANTITY</th>
<th>UNIT COST</th>
<th>COST</th>
</tr>
</thead>
<tbody>
<tr>
<td>3.</td>
<td>48&quot; RCP - Storm Drainage</td>
<td>875</td>
<td>$122.00 LF</td>
<td>$106,750.00</td>
</tr>
<tr>
<td>4.</td>
<td>36&quot; RCP - Storm Drainage</td>
<td>550</td>
<td>$88.00 LF</td>
<td>$48,400.00</td>
</tr>
<tr>
<td>11.</td>
<td>18&quot; RCP - Storm Drainage</td>
<td>120</td>
<td>$66.00 LF</td>
<td>$7,920.00</td>
</tr>
<tr>
<td>48.</td>
<td>Curb Inlet - City Standard</td>
<td>9</td>
<td>$2,900.00 EA</td>
<td>$26,100.00</td>
</tr>
<tr>
<td>56.</td>
<td>48&quot; - Storm Drainage Manhole</td>
<td>8</td>
<td>$5,000.00 EA</td>
<td>$40,000.00</td>
</tr>
<tr>
<td>63.</td>
<td>Connect to Existing Storm Manhole</td>
<td>3</td>
<td>$4,000.00 EA</td>
<td>$12,000.00</td>
</tr>
</tbody>
</table>

**SUB-TOTAL ===> $241,170.00**
### E. WATER SYSTEM

<table>
<thead>
<tr>
<th>Item Description</th>
<th>Qty</th>
<th>Unit Cost</th>
<th>Total Cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>8&quot; PVC - Water (Hydrants)</td>
<td>20</td>
<td>$41.00 LF</td>
<td>$820.00</td>
</tr>
<tr>
<td>8&quot; Gate Valve</td>
<td>2</td>
<td>$1,525.00 EA</td>
<td>$3,050.00</td>
</tr>
<tr>
<td>Hydrant Bury, Valve, and Tee</td>
<td>2</td>
<td>$6,200.00 EA</td>
<td>$12,400.00</td>
</tr>
</tbody>
</table>

**SUB-TOTAL ===> $16,270.00**

### F. IRRIGATION

<table>
<thead>
<tr>
<th>Item Description</th>
<th>Qty</th>
<th>Unit Cost</th>
<th>Total Cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>2&quot; Irrigation Service</td>
<td>1,470</td>
<td>$24.20 LS</td>
<td>$35,574.00</td>
</tr>
<tr>
<td>1.5&quot; Irrigation Meter with Backflow Assembly</td>
<td>1</td>
<td>$12,000.00 EA</td>
<td>$12,000.00</td>
</tr>
</tbody>
</table>

**SUB-TOTAL ===> $47,574.00**

### H. STREETS

<table>
<thead>
<tr>
<th>Item Description</th>
<th>Qty</th>
<th>Unit Cost</th>
<th>Total Cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>6&quot; Vertical Curb and Gutter</td>
<td>732</td>
<td>$32.00 LF</td>
<td>$23,424.00</td>
</tr>
<tr>
<td>4&quot; PCC Concrete Walk (Includes Ramps and Returns)</td>
<td>15,636</td>
<td>$6.00 SF</td>
<td>$93,816.00</td>
</tr>
<tr>
<td>ADA Ramp (Labor and Truncated Domes Only)</td>
<td>8</td>
<td>$3,120.00 EA</td>
<td>$24,960.00</td>
</tr>
<tr>
<td>4&quot; AC over 10&quot; AB Pavement</td>
<td>6,050</td>
<td>$5.20 SF</td>
<td>$31,460.00</td>
</tr>
<tr>
<td>Commercial Driveway</td>
<td>4</td>
<td>$7,500.00 LS</td>
<td>$30,000.00</td>
</tr>
</tbody>
</table>

**SUB-TOTAL ===> $203,660.00**

### J. STREET LIGHTS

<table>
<thead>
<tr>
<th>Item Description</th>
<th>Qty</th>
<th>Unit Cost</th>
<th>Total Cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>200 Watt Electrolier</td>
<td>5</td>
<td>$9,350.00 EA</td>
<td>$46,750.00</td>
</tr>
</tbody>
</table>

**SUB-TOTAL ===> $46,750.00**

### K. STRIPING AND SIGNAGE

<table>
<thead>
<tr>
<th>Item Description</th>
<th>Qty</th>
<th>Unit Cost</th>
<th>Total Cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stop Bar Legend</td>
<td>4</td>
<td>$578.00 EA</td>
<td>$2,312.00</td>
</tr>
<tr>
<td>Street Name Sign</td>
<td>1</td>
<td>$425.00 EA</td>
<td>$425.00</td>
</tr>
<tr>
<td>Fire Hydrant Markers</td>
<td>2</td>
<td>$25.00 EA</td>
<td>$50.00</td>
</tr>
<tr>
<td>Traffic Delineation</td>
<td>1,470</td>
<td>$4.20 LF</td>
<td>$6,174.00</td>
</tr>
</tbody>
</table>

**SUB-TOTAL ===> $8,961.00**

### N. MISCELLANEOUS

<table>
<thead>
<tr>
<th>Item Description</th>
<th>Qty</th>
<th>Unit Cost</th>
<th>Total Cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>Landscape w/ Irrigation (Streetscape)</td>
<td>7,818</td>
<td>$8.25 SF</td>
<td>$64,498.50</td>
</tr>
<tr>
<td>Traffic Signal Modifications (Freddie Lane)</td>
<td>1</td>
<td>$192,500.00 EA</td>
<td>$192,500.00</td>
</tr>
<tr>
<td>Traffic Signal Modification (Claribel Road)</td>
<td>1</td>
<td>$220,000.00 EA</td>
<td>$220,000.00</td>
</tr>
<tr>
<td>Bus Shelter</td>
<td>1</td>
<td>$38,000.00 EA</td>
<td>$38,000.00</td>
</tr>
<tr>
<td>Joint Trench</td>
<td>1,470</td>
<td>$86.00 LF</td>
<td>$126,420.00</td>
</tr>
</tbody>
</table>

**SUB-TOTAL ===> $641,418.50**

**CONSTRUCTION SUB-TOTAL ===> $1,891,040.50**

**GENERAL CONTRACTOR OH/P, INSURANCE & GENERAL CONDITIONS (15%) ===> $283,656.08**

**TOTAL $2,174,696.58**

**ADMINISTRATIVE AND ENGINEERING (SOFT COSTS) - 20% ===> $434,939.32**

**GRAND TOTAL ===> $2,609,635.89**
## A. SITE PREPARATION AND GRADING

<table>
<thead>
<tr>
<th>ITEM</th>
<th>DESCRIPTION</th>
<th>QUANTITY</th>
<th>UNIT COST</th>
<th>COST</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Clearing and Grubbing</td>
<td>2.6</td>
<td>$7,150.00 AC</td>
<td>$18,590.00</td>
</tr>
<tr>
<td>6.</td>
<td>Remove Existing Pavement</td>
<td>2,600</td>
<td>$2.50 SF</td>
<td>$6,500.00</td>
</tr>
<tr>
<td>7.</td>
<td>Sawcut Existing Pavement</td>
<td>2,600</td>
<td>$5.25 LF</td>
<td>$13,650.00</td>
</tr>
<tr>
<td>8.</td>
<td>Remove Existing Signs</td>
<td>2</td>
<td>$500.00 EA</td>
<td>$1,000.00</td>
</tr>
<tr>
<td>22.</td>
<td>Earthwork</td>
<td>12,000</td>
<td>$5.25 CY</td>
<td>$63,000.00</td>
</tr>
<tr>
<td>23.</td>
<td>Relocation of Overhead Utilities Poles</td>
<td>14</td>
<td>$38,000.00 EA</td>
<td>$532,000.00</td>
</tr>
<tr>
<td>24.</td>
<td>Traffic Control</td>
<td>45</td>
<td>$1,200.00 DAY</td>
<td>$54,000.00</td>
</tr>
<tr>
<td>25.</td>
<td>Rough Grading</td>
<td>12,000</td>
<td>$3.50 CY</td>
<td>$42,000.00</td>
</tr>
<tr>
<td>26.</td>
<td>Import</td>
<td>350</td>
<td>$115.00 CY</td>
<td>$40,250.00</td>
</tr>
<tr>
<td>27.</td>
<td>Export</td>
<td>350</td>
<td>$65.00 CY</td>
<td>$22,750.00</td>
</tr>
<tr>
<td>29.</td>
<td>Street Fine Grading</td>
<td>9,350</td>
<td>$0.75 SF</td>
<td>$7,012.50</td>
</tr>
<tr>
<td>32.</td>
<td>Mobilization</td>
<td>2</td>
<td>$12,000.00 LS</td>
<td>$24,000.00</td>
</tr>
<tr>
<td>37.</td>
<td>12” over Ex. Of Fills and Recompact</td>
<td>600</td>
<td>$3.50 CY</td>
<td>$2,100.00</td>
</tr>
</tbody>
</table>

**SUB-TOTAL ===> $826,852.50**

## B. EROSION CONTROL

<table>
<thead>
<tr>
<th>ITEM</th>
<th>DESCRIPTION</th>
<th>QUANTITY</th>
<th>UNIT COST</th>
<th>COST</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Erosion Control Improvements</td>
<td>2.6</td>
<td>$2,200.00 AC</td>
<td>$5,720.00</td>
</tr>
<tr>
<td>2.</td>
<td>Temporary Concrete Washout</td>
<td>6.0</td>
<td>$1,210.00 EA</td>
<td>$7,260.00</td>
</tr>
<tr>
<td>3.</td>
<td>Temporary Inlet Protection - Gravel Bags</td>
<td>6.0</td>
<td>$210.00 EA</td>
<td>$1,260.00</td>
</tr>
<tr>
<td>5.</td>
<td>Temporary Straw Wattle</td>
<td>2,600.0</td>
<td>$3.75 LF</td>
<td>$9,750.00</td>
</tr>
<tr>
<td>6.</td>
<td>Temporary Stabilized Construction Entrance</td>
<td>2.0</td>
<td>$1,780.00 LS</td>
<td>$3,560.00</td>
</tr>
<tr>
<td>7.</td>
<td>Temporary Silt Fence</td>
<td>2,600.0</td>
<td>$6.60 LF</td>
<td>$17,160.00</td>
</tr>
<tr>
<td>9.</td>
<td>Hydroseeding</td>
<td>95,000.0</td>
<td>$0.35 SF</td>
<td>$33,250.00</td>
</tr>
<tr>
<td>10.</td>
<td>Street Sweeping</td>
<td>4.0</td>
<td>$2,750.00 LS</td>
<td>$16,800.00</td>
</tr>
<tr>
<td>12.</td>
<td>Maintenance</td>
<td>2</td>
<td>$2,750.00 MON</td>
<td>$5,500.00</td>
</tr>
</tbody>
</table>

**SUB-TOTAL ===> $100,260.00**

## D. STORM

<table>
<thead>
<tr>
<th>ITEM</th>
<th>DESCRIPTION</th>
<th>QUANTITY</th>
<th>UNIT COST</th>
<th>COST</th>
</tr>
</thead>
<tbody>
<tr>
<td>4.</td>
<td>36” RCP - Storm Drainage</td>
<td>1,165</td>
<td>$88.00 LF</td>
<td>$102,520.00</td>
</tr>
<tr>
<td>5.</td>
<td>30” RCP - Storm Drainage</td>
<td>570</td>
<td>$71.00 LF</td>
<td>$40,470.00</td>
</tr>
<tr>
<td>9.</td>
<td>18” RCP - Storm Drainage</td>
<td>576</td>
<td>$48.00 LF</td>
<td>$27,648.00</td>
</tr>
<tr>
<td>11.</td>
<td>12” RCP - Storm Drainage</td>
<td>120</td>
<td>$46.50 LF</td>
<td>$5,580.00</td>
</tr>
<tr>
<td>48.</td>
<td>Curb Inlet - City Standard</td>
<td>6</td>
<td>$2,900.00 EA</td>
<td>$17,400.00</td>
</tr>
<tr>
<td>56.</td>
<td>48” - Storm Drainage Manhole</td>
<td>9</td>
<td>$5,000.00 EA</td>
<td>$45,000.00</td>
</tr>
<tr>
<td>63.</td>
<td>Connect to Existing Storm Manhole</td>
<td>1</td>
<td>$4,000.00 EA</td>
<td>$4,000.00</td>
</tr>
</tbody>
</table>

**SUB-TOTAL ===> $242,618.00**

## E. WATER SYSTEM
<table>
<thead>
<tr>
<th>Item Description</th>
<th>Quantity</th>
<th>Unit Cost</th>
<th>Total Cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>12&quot; PVC - Water</td>
<td>1,275</td>
<td>$48.00 LF</td>
<td>$61,200.00</td>
</tr>
<tr>
<td>8&quot; PVC - Water (Hydrants)</td>
<td>180</td>
<td>$41.00 LF</td>
<td>$7,380.00</td>
</tr>
<tr>
<td>12&quot; Butterfly Valve</td>
<td>8</td>
<td>$2,500.00 EA</td>
<td>$20,000.00</td>
</tr>
<tr>
<td>8&quot; Gate Valve</td>
<td>5</td>
<td>$1,525.00 EA</td>
<td>$7,625.00</td>
</tr>
<tr>
<td>Hydrant Bury, Valve, and Tee</td>
<td>5</td>
<td>$6,200.00 EA</td>
<td>$31,000.00</td>
</tr>
<tr>
<td>Cut-in Tee to Existing Water Line</td>
<td>1</td>
<td>$22,500.00 EA</td>
<td>$22,500.00</td>
</tr>
<tr>
<td><strong>Sub-Total</strong></td>
<td></td>
<td></td>
<td>$149,705.00</td>
</tr>
<tr>
<td>Irrigation</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2&quot; Irrigation Service</td>
<td>2,600</td>
<td>$24.20 LS</td>
<td>$62,920.00</td>
</tr>
<tr>
<td>1.5&quot; Irrigation Meter with Backflow Assembly</td>
<td>1</td>
<td>$12,000.00 EA</td>
<td>$12,000.00</td>
</tr>
<tr>
<td><strong>Sub-Total</strong></td>
<td></td>
<td></td>
<td>$74,920.00</td>
</tr>
<tr>
<td>Streets</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6&quot; Vertical Curb and Gutter</td>
<td>2,680</td>
<td>$32.00 LF</td>
<td>$85,760.00</td>
</tr>
<tr>
<td>4&quot; PCC Concrete Walk (Includes Ramps and Returns)</td>
<td>24,200</td>
<td>$6.00 SF</td>
<td>$145,200.00</td>
</tr>
<tr>
<td>ADA Ramp (Labor and Truncated Domes Only)</td>
<td>8</td>
<td>$3,120.00 EA</td>
<td>$24,960.00</td>
</tr>
<tr>
<td>4&quot; AC over 10&quot; AB Pavement</td>
<td>9,350</td>
<td>$5.20 SF</td>
<td>$48,620.00</td>
</tr>
<tr>
<td>Commercial Driveway</td>
<td>4</td>
<td>$7,500.00 LS</td>
<td>$30,000.00</td>
</tr>
<tr>
<td><strong>Sub-Total</strong></td>
<td></td>
<td></td>
<td>$334,540.00</td>
</tr>
<tr>
<td>Street Lights</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>200 Watt Electrolier</td>
<td>8</td>
<td>$9,350.00 EA</td>
<td>$74,800.00</td>
</tr>
<tr>
<td><strong>Sub-Total</strong></td>
<td></td>
<td></td>
<td>$74,800.00</td>
</tr>
<tr>
<td>Striping and Signage</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stop Bar Legend</td>
<td>4</td>
<td>$578.00 EA</td>
<td>$2,312.00</td>
</tr>
<tr>
<td>Street Name Sign</td>
<td>1</td>
<td>$425.00 EA</td>
<td>$425.00</td>
</tr>
<tr>
<td>Fire Hydrant Markers</td>
<td>6</td>
<td>$25.00 EA</td>
<td>$150.00</td>
</tr>
<tr>
<td>Traffic Delineation</td>
<td>2,600</td>
<td>$4.20 LF</td>
<td>$10,920.00</td>
</tr>
<tr>
<td><strong>Sub-Total</strong></td>
<td></td>
<td></td>
<td>$13,807.00</td>
</tr>
<tr>
<td>Miscellaneous</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Landscape w/ Irrigation (Streetscape)</td>
<td>12,100</td>
<td>$8.25 SF</td>
<td>$99,825.00</td>
</tr>
<tr>
<td>Joint Trench</td>
<td>2,595</td>
<td>$86.00 LF</td>
<td>$223,170.00</td>
</tr>
<tr>
<td><strong>Sub-Total</strong></td>
<td></td>
<td></td>
<td>$322,995.00</td>
</tr>
<tr>
<td><strong>Construction Sub-Total</strong></td>
<td></td>
<td></td>
<td>$2,140,497.50</td>
</tr>
<tr>
<td><strong>General Contractor OH/P, Insurance &amp; General Conditions (15%)</strong></td>
<td></td>
<td></td>
<td>$321,074.63</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td></td>
<td></td>
<td>$2,461,572.13</td>
</tr>
</tbody>
</table>

**Administrative and Engineering (Soft Costs) - 20%**  
**Grand Total**  

---

Printed: 1/14/2019
### Engineers Estimate for Infrastructure Improvements

#### A. SITE PREPARATION AND GRADING

<table>
<thead>
<tr>
<th>ITEM</th>
<th>DESCRIPTION</th>
<th>QUANTITY</th>
<th>UNIT COST</th>
<th>COST</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Clearing and Grubbing</td>
<td>1.3</td>
<td>$7,150.00 AC</td>
<td>$8,937.50</td>
</tr>
<tr>
<td>22.</td>
<td>Earthwork</td>
<td>6,000</td>
<td>$5.25 CY</td>
<td>$31,500.00</td>
</tr>
<tr>
<td>24.</td>
<td>Traffic Control</td>
<td>15</td>
<td>$1,200.00 DAY</td>
<td>$18,000.00</td>
</tr>
<tr>
<td>25.</td>
<td>Rough Grading</td>
<td>6,000</td>
<td>$3.50 CY</td>
<td>$21,000.00</td>
</tr>
<tr>
<td>26.</td>
<td>Import</td>
<td>960</td>
<td>$115.00 CY</td>
<td>$110,400.00</td>
</tr>
<tr>
<td>27.</td>
<td>Export</td>
<td>960</td>
<td>$65.00 CY</td>
<td>$62,400.00</td>
</tr>
<tr>
<td>29.</td>
<td>Street Fine Grading</td>
<td>25,848</td>
<td>$0.75 SF</td>
<td>$19,386.00</td>
</tr>
<tr>
<td>32.</td>
<td>Mobilization</td>
<td>2</td>
<td>$12,000.00 LS</td>
<td>$24,000.00</td>
</tr>
<tr>
<td>37.</td>
<td>12&quot; over Ex. Of Fills and Recompact</td>
<td>960</td>
<td>$3.50 CY</td>
<td>$3,360.00</td>
</tr>
</tbody>
</table>

**SUB-TOTAL ===> $298,983.50**

#### B. EROSION CONTROL

<table>
<thead>
<tr>
<th>ITEM</th>
<th>DESCRIPTION</th>
<th>QUANTITY</th>
<th>UNIT COST</th>
<th>COST</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Erosion Control Improvements</td>
<td>1.3</td>
<td>$2,200.00 AC</td>
<td>$2,750.00</td>
</tr>
<tr>
<td>2.</td>
<td>Temporary Concrete Washout</td>
<td>5.0</td>
<td>$1,210.00 EA</td>
<td>$6,050.00</td>
</tr>
<tr>
<td>3.</td>
<td>Temporary Inlet Protection - Gravel Bags</td>
<td>5.0</td>
<td>$210.00 EA</td>
<td>$1,050.00</td>
</tr>
<tr>
<td>5.</td>
<td>Temporary Straw Wattle</td>
<td>1,520</td>
<td>$3.75 LF</td>
<td>$5,700.00</td>
</tr>
<tr>
<td>6.</td>
<td>Temporary Stabilized Construction Entrance</td>
<td>2.0</td>
<td>$1,780.00 LS</td>
<td>$3,560.00</td>
</tr>
<tr>
<td>7.</td>
<td>Temporary Silt Fence</td>
<td>1,520</td>
<td>$6.60 LF</td>
<td>$10,032.00</td>
</tr>
<tr>
<td>9.</td>
<td>Hydroseeding</td>
<td>28,152</td>
<td>$0.35 SF</td>
<td>$9,853.20</td>
</tr>
<tr>
<td>10.</td>
<td>Street Sweeping</td>
<td>3.0</td>
<td>$4,200.00 LS</td>
<td>$12,600.00</td>
</tr>
<tr>
<td>12.</td>
<td>Maintenance</td>
<td>2</td>
<td>$2,750.00 MON</td>
<td>$5,500.00</td>
</tr>
</tbody>
</table>

**SUB-TOTAL ===> $57,095.20**

#### C. SANITARY SEWER

<table>
<thead>
<tr>
<th>ITEM</th>
<th>DESCRIPTION</th>
<th>QUANTITY</th>
<th>UNIT COST</th>
<th>COST</th>
</tr>
</thead>
<tbody>
<tr>
<td>10.</td>
<td>8&quot; PVC - Sanitary Sewer</td>
<td>480</td>
<td>$33.00 LF</td>
<td>$15,840.00</td>
</tr>
<tr>
<td>18.</td>
<td>48&quot; - Sanitary Sewer Manhole</td>
<td>2</td>
<td>$5,000.00 EA</td>
<td>$10,000.00</td>
</tr>
<tr>
<td>21.</td>
<td>Sanitary Sewer Cleanout</td>
<td>4</td>
<td>$935.00 EA</td>
<td>$3,740.00</td>
</tr>
<tr>
<td>23.</td>
<td>Lateral Service Connection</td>
<td>4</td>
<td>$650.00 EA</td>
<td>$2,600.00</td>
</tr>
<tr>
<td>27.</td>
<td>Connect to Existing Sewer Manhole</td>
<td>1</td>
<td>$4,000.00 EA</td>
<td>$4,000.00</td>
</tr>
</tbody>
</table>

**SUB-TOTAL ===> $36,180.00**

#### D. STORM

<table>
<thead>
<tr>
<th>ITEM</th>
<th>DESCRIPTION</th>
<th>QUANTITY</th>
<th>UNIT COST</th>
<th>COST</th>
</tr>
</thead>
<tbody>
<tr>
<td>18.</td>
<td>24&quot; HDPE - Storm Drainage</td>
<td>310</td>
<td>$65.00 LF</td>
<td>$20,150.00</td>
</tr>
<tr>
<td>19.</td>
<td>18&quot; HDPE - Storm Drainage</td>
<td>145</td>
<td>$48.00 LF</td>
<td>$6,960.00</td>
</tr>
<tr>
<td>21.</td>
<td>12&quot; HDPE - Storm Drainage</td>
<td>173</td>
<td>$46.50 LF</td>
<td>$8,044.50</td>
</tr>
<tr>
<td>48.</td>
<td>Curb Inlet - City Standard</td>
<td>3</td>
<td>$2,900.00 EA</td>
<td>$8,700.00</td>
</tr>
<tr>
<td>56.</td>
<td>48&quot; - Storm Drainage Manhole</td>
<td>2</td>
<td>$5,000.00 EA</td>
<td>$10,000.00</td>
</tr>
<tr>
<td>63.</td>
<td>Connect to Existing Storm Manhole</td>
<td>1</td>
<td>$4,000.00 EA</td>
<td>$4,000.00</td>
</tr>
</tbody>
</table>

**SUB-TOTAL ===> $36,180.00**

---

**307**
Engineer's Estimate of Probable Cost
N-S Collector Road

**SUB-TOTAL ===> $57,854.50**

<table>
<thead>
<tr>
<th>E. WATER SYSTEM</th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>3. 12&quot; PVC - Water</td>
<td>760</td>
<td>$48.00 LF</td>
<td>$36,480.00</td>
</tr>
<tr>
<td>5. 8&quot; PVC - Water</td>
<td>80</td>
<td>$41.00 LF</td>
<td>$3,280.00</td>
</tr>
<tr>
<td>13. 12&quot; Butterfly Valve</td>
<td>12</td>
<td>$2,500.00 EA</td>
<td>$30,000.00</td>
</tr>
<tr>
<td>14. 8&quot; Gate Valve</td>
<td>4</td>
<td>$1,525.00 EA</td>
<td>$6,100.00</td>
</tr>
<tr>
<td>21. Hydrant Bury, Valve, and Tee</td>
<td>4</td>
<td>$6,200.00 EA</td>
<td>$24,800.00</td>
</tr>
<tr>
<td>28. Cut-in Tee to Existing Water Line</td>
<td>1</td>
<td>$22,500.00 EA</td>
<td>$22,500.00</td>
</tr>
</tbody>
</table>

**SUB-TOTAL ===> $123,160.00**

<table>
<thead>
<tr>
<th>F. IRRIGATION</th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>9. 2&quot; Irrigation Service</td>
<td>1,520</td>
<td>$24.20 LS</td>
<td>$36,784.00</td>
</tr>
<tr>
<td>10. 1.5&quot; Irrigation Meter with backflow assembly</td>
<td>1</td>
<td>$12,000.00 EA</td>
<td>$12,000.00</td>
</tr>
</tbody>
</table>

**SUB-TOTAL ===> $48,784.00**

<table>
<thead>
<tr>
<th>H. STREETS</th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>2. 6&quot; Vertical Curb and Gutter</td>
<td>1,520</td>
<td>$32.00 LF</td>
<td>$48,640.00</td>
</tr>
<tr>
<td>8. 4&quot; PCC Concrete Walk (Includes Ramps and Returns)</td>
<td>7,600</td>
<td>$6.00 SF</td>
<td>$45,600.00</td>
</tr>
<tr>
<td>13. ADA Ramp (Labor and Truncated Domes Only)</td>
<td>8</td>
<td>$3,120.00 EA</td>
<td>$24,960.00</td>
</tr>
<tr>
<td>17. 4&quot; AC over 10&quot; AB Pavement</td>
<td>25,848</td>
<td>$5.20 SF</td>
<td>$134,409.60</td>
</tr>
<tr>
<td>31. Commercial Driveway</td>
<td>4</td>
<td>$7,500.00 LS</td>
<td>$30,000.00</td>
</tr>
</tbody>
</table>

**SUB-TOTAL ===> $283,609.60**

<table>
<thead>
<tr>
<th>J. STREET LIGHTS</th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>4. 200 Watt Electrolier</td>
<td>3</td>
<td>$9,350.00 EA</td>
<td>$28,050.00</td>
</tr>
</tbody>
</table>

**SUB-TOTAL ===> $28,050.00**

<table>
<thead>
<tr>
<th>K. STRIPING AND SIGNAGE</th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Stop Bar Legend</td>
<td>4</td>
<td>$578.00 EA</td>
<td>$2,312.00</td>
</tr>
<tr>
<td>2. Street Name Sign</td>
<td>1</td>
<td>$425.00 EA</td>
<td>$425.00</td>
</tr>
<tr>
<td>9. Fire Hydrant Markers</td>
<td>4</td>
<td>$25.00 EA</td>
<td>$100.00</td>
</tr>
<tr>
<td>12. Traffic Delineation</td>
<td>760</td>
<td>$4.20 LF</td>
<td>$3,192.00</td>
</tr>
</tbody>
</table>

**SUB-TOTAL ===> $6,029.00**

<table>
<thead>
<tr>
<th>N. MISCELLANEOUS</th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Landscape w/ Irrigation (Streetscape)</td>
<td>7,600</td>
<td>$8.25 SF</td>
<td>$62,700.00</td>
</tr>
<tr>
<td>2. Traffic Signal (New)</td>
<td>1</td>
<td>$380,000.00 EA</td>
<td>$380,000.00</td>
</tr>
<tr>
<td>3. Joint Trench</td>
<td>780</td>
<td>$96.00 LF</td>
<td>$74,880.00</td>
</tr>
</tbody>
</table>

**SUB-TOTAL ===> $517,580.00**

**CONSTRUCTION SUB-TOTAL ===> $1,457,325.80**

**GENERAL CONTRACTOR OH/P, INSURANCE & GENERAL CONDITIONS (15%) ===> $218,598.87**

**TOTAL $1,675,924.67**

**ADMINISTRATIVE AND ENGINEERING (SOFT COSTS) - 20% ===> $335,184.93**

**GRAND TOTAL ===> $2,011,109.60**
### Onsite PUE
Crossroads West Specific Plan - MU-1 Site

#### Engineers Estimate for Infrastructure Improvements

<table>
<thead>
<tr>
<th>ITEM</th>
<th>DESCRIPTION</th>
<th>QUANTITY</th>
<th>UNIT COST</th>
<th>COST</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>A. SITE PREPARATION AND GRADING</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1.</td>
<td>Clearing and Grubbing</td>
<td>1.7</td>
<td>$7,150.00 AC</td>
<td>$12,226.50</td>
</tr>
<tr>
<td><strong>SUB-TOTAL ====&gt;</strong></td>
<td></td>
<td></td>
<td></td>
<td>$12,226.50</td>
</tr>
<tr>
<td><strong>B. EROSION CONTROL</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1.</td>
<td>Erosion Control Improvements</td>
<td>1.7</td>
<td>$2,200.00 AC</td>
<td>$3,762.00</td>
</tr>
<tr>
<td>2.</td>
<td>Temporary Concrete Washout</td>
<td>4</td>
<td>$1,210.00 EA</td>
<td>$4,840.00</td>
</tr>
<tr>
<td>5.</td>
<td>Temporary Straw Wattle</td>
<td>4,500</td>
<td>$3.75 LF</td>
<td>$16,875.00</td>
</tr>
<tr>
<td>6.</td>
<td>Temporary Stabilized Construction Entrance</td>
<td>1</td>
<td>$1,780.00 LS</td>
<td>$1,780.00</td>
</tr>
<tr>
<td>7.</td>
<td>Temporary Silt Fence</td>
<td>4,500</td>
<td>$6.60 LF</td>
<td>$29,700.00</td>
</tr>
<tr>
<td>12.</td>
<td>Maintenance</td>
<td>2</td>
<td>$2,750.00 MON</td>
<td>$5,500.00</td>
</tr>
<tr>
<td><strong>SUB-TOTAL ====&gt;</strong></td>
<td></td>
<td></td>
<td></td>
<td>$62,457.00</td>
</tr>
<tr>
<td><strong>C. SANITARY SEWER (FRONT PUE)</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10.</td>
<td>8&quot; PVC - Sanitary Sewer</td>
<td>2,000</td>
<td>$33.00 LF</td>
<td>$66,000.00</td>
</tr>
<tr>
<td>18.</td>
<td>48&quot; - Sanitary Sewer Manhole</td>
<td>7</td>
<td>$5,000.00 EA</td>
<td>$35,000.00</td>
</tr>
<tr>
<td><strong>SUB-TOTAL ====&gt;</strong></td>
<td></td>
<td></td>
<td></td>
<td>$221,389.00</td>
</tr>
<tr>
<td><strong>C. SANITARY SEWER (BACK PUE)</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10.</td>
<td>8&quot; PVC - Sanitary Sewer</td>
<td>2,133</td>
<td>$33.00 LF</td>
<td>$70,389.00</td>
</tr>
<tr>
<td>18.</td>
<td>48&quot; - Sanitary Sewer Manhole</td>
<td>10</td>
<td>$5,000.00 EA</td>
<td>$50,000.00</td>
</tr>
<tr>
<td><strong>SUB-TOTAL ====&gt;</strong></td>
<td></td>
<td></td>
<td></td>
<td>$221,389.00</td>
</tr>
<tr>
<td><strong>E. WATER SYSTEM (FRONT LOOP)</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3.</td>
<td>12&quot; PVC - Water</td>
<td>2,040</td>
<td>$48.00 LF</td>
<td>$97,920.00</td>
</tr>
<tr>
<td>5.</td>
<td>8&quot; PVC - Water</td>
<td>760</td>
<td>$41.00 LF</td>
<td>$31,160.00</td>
</tr>
<tr>
<td>13.</td>
<td>12&quot; Butterfly Valve</td>
<td>5</td>
<td>$2,500.00 EA</td>
<td>$12,500.00</td>
</tr>
<tr>
<td>14.</td>
<td>8&quot; Gate Valve</td>
<td>16</td>
<td>$1,525.00 EA</td>
<td>$24,400.00</td>
</tr>
<tr>
<td>21.</td>
<td>Hydrant Bury, Valve, and Tee</td>
<td>14</td>
<td>$6,200.00 EA</td>
<td>$86,800.00</td>
</tr>
<tr>
<td><strong>SUB-TOTAL ====&gt;</strong></td>
<td></td>
<td></td>
<td></td>
<td>$433,120.00</td>
</tr>
<tr>
<td><strong>E. WATER SYSTEM (BACK LOOP)</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3.</td>
<td>12&quot; PVC - Water</td>
<td>2,005</td>
<td>$48.00 LF</td>
<td>$96,240.00</td>
</tr>
<tr>
<td>5.</td>
<td>8&quot; PVC - Water</td>
<td>300</td>
<td>$41.00 LF</td>
<td>$12,300.00</td>
</tr>
<tr>
<td>13.</td>
<td>12&quot; Butterfly Valve</td>
<td>4</td>
<td>$2,500.00 EA</td>
<td>$10,000.00</td>
</tr>
<tr>
<td>14.</td>
<td>8&quot; Gate Valve</td>
<td>8</td>
<td>$1,525.00 EA</td>
<td>$12,200.00</td>
</tr>
<tr>
<td>21.</td>
<td>Hydrant Bury, Valve, and Tee</td>
<td>8</td>
<td>$6,200.00 EA</td>
<td>$49,600.00</td>
</tr>
<tr>
<td><strong>SUB-TOTAL ====&gt;</strong></td>
<td></td>
<td></td>
<td></td>
<td>$433,120.00</td>
</tr>
</tbody>
</table>

**CONSTRUCTION SUB-TOTAL ====>** $729,192.50

**GENERAL CONTRACTOR OH/P, INSURANCE & GENERAL CONDITIONS (15%) ====>** $109,378.88

**TOTAL** $838,571.38

**ADMINISTRATIVE AND ENGINEERING (SOFT COSTS) - 20% ====>** $167,714.28

**TOTAL ====>** $1,006,285.65
EXHIBIT H

ELIGIBLE PROJECT SPECIFIC REIMBURSEMENTS

EXHIBIT H-1

SDF FEE SCHEDULE

(AS OF THE DEVELOPMENT AGREEMENT EFFECTIVE DATE)

<table>
<thead>
<tr>
<th>Land Use</th>
<th>Water Per DU</th>
<th>Sewer Per DU</th>
<th>Storm Per DU</th>
<th>Parks/Rec Per DU</th>
<th>Gen Gov/Police Per DU</th>
<th>Traffic Per DU</th>
<th>% Admin Per DU</th>
<th>Total Per DU</th>
</tr>
</thead>
<tbody>
<tr>
<td>Residential</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Clustered Rural (RR)</td>
<td>$13,958</td>
<td>$5,199</td>
<td>$7,899</td>
<td>$3,562</td>
<td>$1,290</td>
<td>$3,675</td>
<td>$1,779</td>
<td>$27,362</td>
</tr>
<tr>
<td>Lower Density (LDR)</td>
<td>$7,270</td>
<td>$3,170</td>
<td>$7,164</td>
<td>$4,049</td>
<td>$1,466</td>
<td>$3,087</td>
<td>$1,310</td>
<td>$24,757</td>
</tr>
<tr>
<td>Medium Density (MDR)</td>
<td>$6,979</td>
<td>$2,648</td>
<td>$2,892</td>
<td>$3,470</td>
<td>$1,255</td>
<td>$2,720</td>
<td>$998</td>
<td>$20,962</td>
</tr>
<tr>
<td>Higher Density (HDR)</td>
<td>$5,060</td>
<td>$3,251</td>
<td>$3,264</td>
<td>$2,092</td>
<td>$1,046</td>
<td>$2,315</td>
<td>$891</td>
<td>$18,720</td>
</tr>
<tr>
<td>Mixed Use (Residential) (MU)</td>
<td>$5,060</td>
<td>$984</td>
<td>$2,112</td>
<td>$2,524</td>
<td>$914</td>
<td>$2,675</td>
<td>$764</td>
<td>$16,034</td>
</tr>
<tr>
<td>Non-Residential</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Community Commercial (CC)</td>
<td>$2.14</td>
<td>$1.71</td>
<td>$4.40</td>
<td>N/A</td>
<td>$0.38</td>
<td>$5.76</td>
<td>$0.72</td>
<td>$15.12</td>
</tr>
<tr>
<td>Mixed Use (Commercial) (MU)</td>
<td>$2.15</td>
<td>$1.72</td>
<td>$4.37</td>
<td>N/A</td>
<td>$0.38</td>
<td>$5.99</td>
<td>$0.73</td>
<td>$15.35</td>
</tr>
<tr>
<td>Industrial/Business Park (I/BP)</td>
<td>$2.13</td>
<td>$1.45</td>
<td>$4.31</td>
<td>N/A</td>
<td>$0.28</td>
<td>$5.96</td>
<td>$0.70</td>
<td>$14.83</td>
</tr>
<tr>
<td>Office (MU LU Classification)</td>
<td>$2.10</td>
<td>$1.34</td>
<td>$4.22</td>
<td>N/A</td>
<td>$0.53</td>
<td>$3.63</td>
<td>$0.59</td>
<td>$12.41</td>
</tr>
</tbody>
</table>

Sewer and Traffic fees subject to increases pursuant to Sections 5.09 and 6.01 of the Development Agreement.

All SDF fees subject to annual escalation pursuant to Sections 5.09 and 6.01 (five years after the Effective Date)
## EXHIBIT H-2

### Improvements to be Reimbursed through City’s System Development Fees

<table>
<thead>
<tr>
<th>Item</th>
<th>Location</th>
<th>Name</th>
<th>Project Length</th>
<th>Improvement Cost</th>
<th>ROW Cost</th>
<th>Total Est. Cost</th>
<th>From Eng. Estimate</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Oakdale Road</td>
<td>Grading, Paving, Curb, Gutter &amp; Sidewalks</td>
<td>1470</td>
<td>$1,239,044.04</td>
<td>(2)</td>
<td>$1,239,044.04</td>
<td>Site Preparation &amp; Grading, Erosion Control, Streets, Striping &amp; Signage (incl. Bike Lane)</td>
</tr>
<tr>
<td>2</td>
<td>Oakdale Road</td>
<td>Street Lights &amp; Traffic Signal &amp; Joint Trench</td>
<td>NA</td>
<td>$308,224.60</td>
<td></td>
<td>$308,224.60</td>
<td>Street Lights, Traffic Signal Modifications (Freddie Lane) &amp; (Claribel Road) &amp; Joint Trench</td>
</tr>
<tr>
<td>3</td>
<td>Oakdale Road</td>
<td>Storm Drainage System</td>
<td>1470</td>
<td>$332,814.60</td>
<td></td>
<td>$332,814.60</td>
<td>Storm</td>
</tr>
<tr>
<td>4</td>
<td>Oakdale Road</td>
<td>Water System</td>
<td>1470</td>
<td>$22,452.60</td>
<td></td>
<td>$22,452.60</td>
<td>Water System</td>
</tr>
<tr>
<td>5</td>
<td>Oakdale Road</td>
<td>Landscape/ Irrigation &amp; Bus Shelter</td>
<td>1470</td>
<td>$207,100.05</td>
<td></td>
<td>$207,100.05</td>
<td>Landscape/ Irrigation and Bus Shelter</td>
</tr>
<tr>
<td>6</td>
<td>Claribel Road</td>
<td>Grading, Paving, Curb, Gutter &amp; Sidewalks</td>
<td>2500</td>
<td>$1,760,134.11</td>
<td>(2)</td>
<td>$1,760,134.11</td>
<td>Site Preparation &amp; Grading, Erosion Control, Streets, Striping &amp; Signage (incl. Bike Lane)</td>
</tr>
<tr>
<td>7</td>
<td>Claribel Road</td>
<td>Street Lights &amp; Joint Trench</td>
<td>NA</td>
<td>$411,196.60</td>
<td></td>
<td>$411,196.60</td>
<td>Street Lights &amp; Joint Trench</td>
</tr>
<tr>
<td>8</td>
<td>Claribel Road</td>
<td>Storm Drainage System</td>
<td>2500</td>
<td>$334,812.84</td>
<td></td>
<td>$334,812.84</td>
<td>Storm</td>
</tr>
<tr>
<td>9</td>
<td>Claribel Road</td>
<td>Water System</td>
<td>2500</td>
<td>$206,592.90</td>
<td></td>
<td>$206,592.90</td>
<td>Water System</td>
</tr>
<tr>
<td>10</td>
<td>Claribel Road</td>
<td>Landscape/ Irrigation</td>
<td>2500</td>
<td>$241,148.10</td>
<td></td>
<td>$241,148.10</td>
<td>Landscape / Irrigation</td>
</tr>
<tr>
<td>11</td>
<td>N-S Collector Road</td>
<td>Sanitary Sewer</td>
<td>480</td>
<td>$49,928.40</td>
<td></td>
<td>$49,928.40</td>
<td>Sanitary Sewer</td>
</tr>
<tr>
<td>12</td>
<td>N-S Collector Road</td>
<td>Storm</td>
<td>456</td>
<td>$76,830.21</td>
<td></td>
<td>$76,830.21</td>
<td>Storm</td>
</tr>
<tr>
<td>13</td>
<td>N-S Collector Road</td>
<td>Water System</td>
<td>760</td>
<td>$169,660.60</td>
<td></td>
<td>$169,660.60</td>
<td>Water System</td>
</tr>
<tr>
<td>14</td>
<td>N-S Collector Road</td>
<td>Traffic Signal</td>
<td>NA</td>
<td>$524,400.00</td>
<td></td>
<td>$524,400.00</td>
<td>Traffic Signal New (Claribel Road)</td>
</tr>
<tr>
<td>15</td>
<td>Onsite (PUE)</td>
<td>Water System</td>
<td>2800</td>
<td>$348,836.40</td>
<td></td>
<td>$348,836.40</td>
<td>Water System (Front Loop)</td>
</tr>
<tr>
<td>16</td>
<td>Onsite (PUE)</td>
<td>Sanitary Sewer</td>
<td>2000</td>
<td>$139,380.00</td>
<td></td>
<td>$139,380.00</td>
<td>Sanitary System (Front Loop)</td>
</tr>
</tbody>
</table>

(1) Improvement Cost includes engineers estimate plus the 15% General Contractor (OH&P, Insurance & General Conditions) and the 20% Admininistrative and Engineering
(2) Right of Way (ROW) costs to be determined once required dedications are determined, and shall not exceed actual cost.
### EXHIBIT H-3
Improvements to be Reimbursed by Sales Tax Revenue for Crossroads West Specific Plan - MU-1

<table>
<thead>
<tr>
<th>Item</th>
<th>Location</th>
<th>Facility/ Work</th>
<th>Length</th>
<th>Estimated Cost(1)</th>
<th>Description from Engineer Estimate</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>N-S Collector Road</td>
<td>Grading, Paving, Curb, Gutter &amp; Sidewalk</td>
<td>780</td>
<td>$891,089.87</td>
<td>Site Preparation &amp; Grading, Erosion Control, Streets, Striping &amp; Signage (incl. Bike Lane) plus actual right of way acquisition costs (to be determined by appraisal once dedications are determined)</td>
</tr>
<tr>
<td>2</td>
<td>N-S Collector Road</td>
<td>Street Lights &amp; Traffic Signal &amp; Joint Trench</td>
<td>N/A</td>
<td>$142,043.40</td>
<td>Street Lights &amp; Joint Trench</td>
</tr>
<tr>
<td>3</td>
<td>N-S Collector Road</td>
<td>Landscape/ Irrigation</td>
<td>780</td>
<td>$153,847.92</td>
<td>Landscape/Irrigation</td>
</tr>
<tr>
<td>4</td>
<td>Onsite (PUE)</td>
<td>Water System</td>
<td></td>
<td>$248,869.20</td>
<td>Water System Back Loop</td>
</tr>
<tr>
<td>5</td>
<td>Onsite (PUE)</td>
<td>Sanitary System</td>
<td></td>
<td>$166,136.82</td>
<td>Sanitary System Back Loop</td>
</tr>
<tr>
<td>6</td>
<td>Onsite (PUE)</td>
<td>Site Prep, Erosion Control</td>
<td></td>
<td>$103,063.23</td>
<td>Site Preparation and Grading, Erosion Control</td>
</tr>
</tbody>
</table>

(1) Estimated Cost includes engineers estimate, plus 15% General Contractor (OH&P, Insurance & General Conditions) and 20% for Administrative and Engineering

{CW073467.1}
EXHIBIT I

FORM OF SALES TAX SHARING AGREEMENT
PROJECT SALES TAX SHARING AGREEMENT

This PROJECT SALES TAX SHARING AGREEMENT ("Agreement") is made and executed this ___ day of __________, 20__, by and between the CITY OF RIVERBANK, a California municipal corporation ("City") and WESTERN PACIFIC HOLDINGS, INC., a California corporation ("WPH"). City and WPH may be referred to herein collectively as the "Parties" or individually as a "Party". There are no other parties to this Agreement.

RECITALS

A. WPH plans to develop a mixed-use development that may include up to five hundred fifty thousand (550,000) square feet of commercial space ("Project"), which is depicted in more detail in the “MU-1” designation in the Crossroads West Specific Plan.

B. City and WPH acknowledge that the development of commercial uses at the Project will contribute to City’s economic vitality, provide additional jobs, expand City’s tax base, and otherwise improve economic and physical conditions and City services.

C. In order to encourage WPH to seek commercial tenants that maximize sales tax revenue, City is willing to provide incentives to WPH, as described in this Agreement.

D. City and WPH are negotiating a development agreement concurrently with this Agreement (the “WPH DA”). Once adopted, development in the MU-1 area will require WPH to construct, or financially contribute to the installation of, certain Infrastructure Improvements, as defined in the WPH DA, and to develop the Project site in accordance with the terms and provisions of the WPH DA and the Crossroads West Specific Plan.

E. In entering into this Agreement, City intends to reimburse WPH for the right-of-way costs and actual costs of the construction, alteration, demolition, installation, or repair work on the Infrastructure Improvements (as such term is defined in the WPH DA and required by the Conditions of Approval and Chapters 7 and 9 of the Crossroads West Specific Plan that are applicable to the Project) as set forth in Exhibit G attached to the WPH DA, from Project-generated sales tax revenues and SDF fees; provided, however, that City will not reimburse or pay any more money than is required to perform and reimburse for the Infrastructure Improvements as provided herein.

F. State law allows City to provide reimbursements, through the allocation of sales taxes, for public improvement works such as the Infrastructure Improvements that benefit the public, provided the City makes specific findings during a public hearing and provided that such

{CW070610.12}  PROJECT SALES TAX SHARING AGREEMENT
Page 1 of 12
reimbursements do not exceed the actual costs to perform such public improvement work. By approving of this Agreement, the City Council of the City of Riverbank finds and determines that this Agreement serves a valid public purpose through expanding economic opportunities for City businesses, expanding the employment base, and generating sales tax revenues that City can utilize to fund general governmental services such as police, fire, street maintenance, and parks and recreation programs.

G. City and WPH acknowledge that the respective considerations for entering into this Agreement are a fair exchange between the Parties.

NOW, THEREFORE, in consideration of the mutual covenants, promises and agreements herein contained, the Parties agree as follows:

AGREEMENT

1. Definitions. The following terms shall have the meanings set forth below for purposes of this Agreement:

1.01. “City Payment” means, as to a particular Fiscal Quarter during the Term, the obligation of City to pay to WPH, for such Fiscal Quarter, a payment equaling fifty percent (50%) of the Local Sales Tax Revenues attributable to Taxable Sales for that Fiscal Quarter.

1.02. “CDTFA” means the California Department of Tax and Fee Administration and any successor agency responsible for administering Local Sales Tax Revenues pursuant to the Sales Tax Law.

1.03. “Contract Year” means each consecutive twelve (12) month period during the Term commencing on the Effective Date.

1.04. “Data and Documentation” means any and all statements and any other documents evidencing the amount of Taxable Sales generated within the applicable Fiscal Quarter, including: copies of all schedules and reports filed by Project Tenants with CDTFA during that Fiscal Quarter, including, without implied limitation, those relating to Taxable Sales and Sales Tax paid by Project Tenants relating to Taxable Sales during such Fiscal Quarter.

1.05. “Fiscal Quarter” means the portion of the Calendar Quarter that is within the Term of this Agreement.

1.06. “Local Sales Tax Revenues” means that portion of the Sales Tax, if any, attributable to Taxable Sales, paid by Project Tenants and which is allocated and received by City
pursuant to the Sales Tax Law. Local Sales Tax Revenues shall not include: (i) Penalty Assessments; (ii) any Sales Tax levied by, collected for or allocated to the State of California, the County of Stanislaus, or to any district or entity other than City (including any allocations to a statewide or countywide pool); (iii) any administrative fee charged by CDTFA that reduces the net amount of Sales Tax paid to the City; (iv) any portion of the Sales Tax which is required by any sharing, rebate, offset or other charge imposed pursuant to any applicable provision of federal, state or local (except City's) law, rule or regulation; (v) any Sales Tax attributable to any transaction not consummated within the Term; (vi) any Sales Tax (or other funds measured by Sales Tax) required by the State of California to be paid over to another public entity (including the State) or set aside or pledged to a specific use other than for deposit into or payment from City's general fund; or (vii) any Sales Tax paid in error or which is subject to correction, adjustment or offset pursuant to an amended return or otherwise where the effect of the error, adjustment or amendment is to reduce the amount of Sales Tax attributable to Taxable Sales and allocated to City.

1.07. “Project Tenants” include all commercial tenants or owners occupying the MU-1 Project whose business activities are subject to Sales Tax.

1.08. “Sales Tax” means all sales and use taxes levied under the authority of the Sales Tax Law attributable to Taxable Sales, excluding Sales Tax which is to be refunded to Project Tenants because of an overpayment of Sales Tax.

1.09. “Sales Tax Law” means (i) California Revenue and Taxation Code Section 6001 et seq., and any successor law thereto, including the Bradley-Burns Uniform Local Sales and Use Tax Law (Rev. Tax Code § 7200 et seq.), and any successor law thereto, (ii) legislation that allows other public agencies with jurisdiction in the City to levy any form of Sales Tax on the operations of Project Tenants and properties, and (iii) regulations of CDTFA and other binding rulings and interpretations relating to (i) and (ii) hereof.

1.10. “Taxable Sales” means the commercially reasonable business practices and activities associated with Project Tenants within the Project and that are: (i) subject to the payment of Sales Tax pursuant to the Sales Tax Law and (ii) designated to City as the "point of sale" by CDTFA. "Taxable Sales" does not include sales or use taxes attributable to sales or leases made and reported for sales outside of California.

1.11. “Total City Payment” means the full reimbursement for the right of way costs and the actual cost of construction, alteration, demolition, installation, or repair work on the Infrastructure Improvements, as estimated in Exhibit F attached to the WPH DA; provided, however, subject to Section 5.05, City will not reimburse or pay any more money than is required
to perform and reimburse for such Infrastructure Improvements, as provided herein, and provided further that City will not reimburse costs for repairing any WPH defective workmanship.

2. **Effective Date.** The Parties expressly agree and acknowledge that this Agreement shall only become effective on the date that all of the following occurs: (i) this Agreement has been approved by the City Council; (ii) this Agreement has been executed by the authorized agents of City and WPH; and (iii) the WPH DA becomes legally effective (collectively, the “Effective Date”).

3. **Term.** This Agreement shall commence on the Effective Date and extend until such time that City fully reimburses WPH the full amount of the Total City Payment, as provided in Section 5 below.

4. **Location and Operation Covenant.** During the term of this Agreement, WPH agrees to seek Project Tenants that will conduct Taxable Sales on the Project site in accordance with this Agreement, the Sales Tax Law, and all other applicable provisions of local, state and federal law. WPH shall use commercially reasonable efforts to market, promote, and remedy any Project Tenant vacancy that diminishes Taxable Sales activities.

5. **City Payments.** In exchange for WPH’s covenants and commitments set forth in this Agreement, over the Term of this Agreement and in accordance with this section and all other requirements and conditions of this Agreement, City shall issue City Payments to WPH as provided herein, for the estimated cumulative amount of the Total City Payment, as provided herein.

5.01. **Amount of Payment.** The Total City Payment shall be based on the actual cost of the construction, alteration, demolition, installation, or repair work for the Infrastructure Improvements. Notwithstanding the above, however, in no event shall the Total City Payment under this Agreement be exceeded by more than fifty percent (50%) of the total amount set forth in Exhibit H of the WPH DA. Consistent with the definition set forth in Section 1.01 of this Agreement, City will pay WPH, each Fiscal Quarter during the Term, a payment equaling fifty percent (50%) of the Local Sales Tax Revenues actually received by City and attributable to Project Tenants reported for that Fiscal Quarter.

5.02. **Sources of Payment.** Pursuant to the WPH DA, City’s shall reimburse WPH through City’s SDF program first, for all SDF-reimbursable improvements. Local Sales Tax Revenues shall be allocated to SDF-reimbursable improvements to the extent that the actual costs of SDF-reimbursable improvements exceed the SDF-reimbursable amount, by up to fifty percent (50%). In addition, City may advance Local Sales Tax Revenues towards SDF-reimbursable
improvements if City reasonably determines that repayments to the advanced SDF account will likely to occur within the next five (5) calendar years.

5.03. Quarterly Distribution. Contingent upon City's receipt of the Local Sales Tax Revenues generated during the subject Fiscal Quarter, City will then determine the City Payment due to WPH for such Fiscal Quarter. Subject to satisfaction or written waiver by City of the conditions precedent set forth in Section 5.03, within thirty (30) days following City's receipt of the Local Sales Tax Revenues attributable to such Fiscal Quarter, City will pay to WPH any City Payment due for such Fiscal Quarter. All City Payments will be sent to the address provided in Section 11. In no event will City have any obligation to make payments under this Agreement from any income other than the Local Sales Tax Revenues.

5.04. Conditions Precedent to City Payments. City's obligations under this Section 5 are contingent upon the City's receipt on a Fiscal Quarter-to-Fiscal Quarter basis of the Local Sales Tax Revenues attributable to the immediately preceding Fiscal Quarter (i.e., receipt of Local Sales Tax Revenues for such Fiscal Quarter in arrears). City will have no obligation to make any City Payment to WPH for such Fiscal Quarter if the foregoing is not completed in any Fiscal Quarter.

5.05. Reconciliation with City SDF Accounts. To the extent Systems Development Fees (“SDF”) accrued in the City account are inadequate to reimburse WPH for Infrastructure Improvements constructed by WPH, the City will advance City Payments to WPH through the issuance of Systems Development Fees (“SDF”) that extend beyond the eligible reimbursement of a particular Infrastructure Improvement, subject to the City Manager’s reasonable discretion factoring in the intent of the WPH DA and other significant City priority projects regarding the immanent future need for these SDF funds. In such case, City shall reimburse the applicable SDF account by redirecting future City Payments to such SDF account until such time that the SDF account is fully reimbursed by the amount of the advance City Payment to WPH. Such advance City Payments will be documented, and reasonable documentation thereof shall be provided to WPH.

5.06. Maximum City Payments. Notwithstanding anything to the contrary in this Agreement, in no event shall the Total City Payment to be made by City to WPH hereunder, together with any other payments, reimbursements, credits against fees or any other money or the equivalent of money provided by City to or on behalf of WPH pursuant to the WPH DA or any other agreement, exceed the total cost of the performance of the construction, alteration, demolition, installation or repair work on all public works of improvement required by the City as a condition of approval of the Project, as those terms are defined in California Labor Code Section 1720(c)(2) or a successor statute. Further, in no event shall the Total City Payment under this
Agreement be exceeded by more than fifty percent (50%) of the total amount set forth in Exhibit H of the WPH DA.

5.07. Competitive Bids. WPH shall provide at least two (2) competitive bids for City review prior to commencing any work on any Infrastructure Improvements. City may request additional bids if City reasonably determines that the bids provided by WPH are significantly higher than the then-existing market-rate for construction costs. If City requests additional bids and the resulting bid is responsive and lower cost, WPH shall proceed with such contract. WPH may refuse to solicit additional bids if WPH can document to City that the timing of the needed construction work precludes the additional time needed to solicit the additional bids.

6. CDTFA.

6.01. Determination. Each Party agrees that, for purposes of accounting and reconciliation of Taxable Sales, to rely upon the CDTFA’s determination of Taxable Sales and the corresponding sales tax allocation. Either Party may rely on the CDTFA accounting or record keeping for a determination of the amount of Taxable Sales made or sales tax distributed. This provision in no way limits either Party’s ability to challenge CDTFA discretionary decision making.

6.02. Appeal. Each City Payment will be accompanied by a statement setting forth the calculations made to determine the amount of such disbursement and setting forth all disbursements made to date. Each Party will have the right to contest any of the calculations or information contained in said statement or the determined amount of payment upon written notice to the other Party.

6.03. Reconciliation. If, at any time during or after the Term of this Agreement, CDTFA or any court determines that all or any portion of the Local Sales Tax Revenues received by City were improperly allocated or paid to City, and if CDTFA or any court requires redistribution, repayment or offsets against any future Sales Tax payments, or otherwise recaptures from City any such Local Sales Tax Revenues finally determined by CDTFA or the court to have been improperly allocated or paid, then City may adjust future allocation to WPH to compensate City for any funds improperly allocated or redistributed by CDTFA or by order of any court, which were passed through to WPH.

7. Termination. This Agreement may be terminated only by (1) mutual consent of the Parties or (2) by City, only in the event of a material uncured breach of the WPH DA, which leads to City’s adoption of a legally-defensible ordinance terminating the WPH DA.
8. **Attorney’s Fees.** Should litigation be commenced concerning this Agreement between the Parties, or the rights and duties of either in relation thereto, the prevailing Party in such litigation shall be entitled to receive reasonable attorney’s fees and court costs.

9. **Representations and Warrantees.**

9.01. **City’s Representations and Warranties.** City represents and warrants to WPH that, to the best of the City's actual current knowledge:

   (a) City is a public agency and political subdivision of the State of California, exercising governmental functions and powers as granted or delegated by the Constitution and laws of the State of California  
   (b) City has taken all actions required by law to approve the execution of this Agreement;  
   (c) City's entry into this Agreement and the performance of City's obligations under this Agreement do not violate any contract, agreement, or other legal obligation of City;  
   (d) There are no pending lawsuits or other actions or proceedings which would prevent or impair the timely performance of City's obligations under this Agreement; and  
   (e) City has the legal right, power and authority to enter into this Agreement and to consummate the transactions contemplated hereby, and the execution, delivery and performance of this Agreement has been duly authorized and no other action by City is requisite to the valid and binding execution, delivery and performance of this Agreement, except as otherwise expressly set forth herein.

9.02. **WPH’s Representations and Warranties.** WPH represents and warrants to City that, to the best of WPH’s actual current knowledge:

   (a) WPH is a duly formed corporation under the laws of California, and is in good standing and qualified to do business under the laws of the State of California;  
   (b) WPH has taken all actions required by law to approve this Agreement;  
   (c) WPH’s entry into this Agreement and the performance of WPH’s obligations under this Agreement do not violate any contract, agreement or other legal obligation of WPH;  
   (d) WPH has the legal right, power and authority to enter into this Agreement and to consummate the transactions contemplated hereby, and the execution, delivery and performance of this Agreement have been duly authorized and no other action by WPH is
requisite to the valid and binding execution, delivery and performance of this Agreement, except as otherwise expressly set forth herein.

(e) During the term of this Agreement, WPH will, upon written request and not more often that once per year, provide accurate accounting for all costs and expenses reimbursed pursuant to this Agreement, including but not limited to the Infrastructure Improvements. The Parties agree that the foregoing requirement shall be extinguished if the City fails to request such information or the applicable Infrastructure Improvements completed within 24 months after the completion of that portion of the Infrastructure Improvement work.

10. Limitation of Damages. In no event shall either Party be liable to the other Party for any consequential, special, or punitive damages in connection with this Agreement. Damages for either Party shall be limited to direct damages.

11. Audit. City and its authorized third-party representatives shall have the right to audit and verify construction invoices provided by WPH. In addition, to the extent legally permitted, the City agrees to provide annually to WPH back up information reasonably detailing the City’s Local Sales Tax Revenue achieved from the Project (rather than individual tenants) and its determination of the quarterly City Payment. WPH and its authorized third-party representatives shall have the right to audit and verify the City’s Local Sales Tax Revenue.

12. Assignments. WPH reserves the right to partially assign the burdens and/or benefits of this Agreement to any assignee, provided that WPH must provide City with a copy of the assignment and assumption agreement that memorializes such transfer and that clearly designates the rights allocated to such Assignee. WPH may reserve and retain certain rights and benefits contained in this Agreement or created as a result of this Agreement, and may withhold the transfer of such rights to any assignee pursuant to such agreement executed by the assignee.

13. Notice. Any notice or other communication required or permitted hereunder shall be in writing and shall conclusively be deemed to have been given upon the date it is (i) enclosed in a sealed envelope addressed to the Party to whom it is intended and deposited in the United States Mail with adequate postage; (ii) delivered to the office of the intended Party; (iii) sent by facsimile or other telegraphic communication in the manner provided in this section with confirmation by U.S. Mail sent no later than the following day; or (iv) sent through other commercially reasonable means, such as overnight delivery by a reputable courier company. The addresses of the respective Parties for all notices shall be:

CITY: City of Riverbank
6707 Third St., Suite B
Riverbank, CA 95367

{CW070610.12} PROJECT SALES TAX SHARING AGREEMENT Page 8 of 12

321
14. **General Provisions.**

14.01. **Entire Agreement.** This Agreement and the WPH DA constitutes the entire understanding and agreement between City and WPH relating to the matters set forth herein. Neither Party shall be liable for any representations made, express or implied, regarding the issuance of City Payments unless specifically set forth herein. This Agreement shall supersede any prior agreements, discussions, commitments, representations or agreements, written, electronic or oral, between the Parties hereto with respect to the issuance of City Payments, as provided herein.

14.02. **Waiver.** No waiver of any right or remedy by a Party with respect to any occurrence or event under this Agreement shall constitute a continuing waiver or be deemed a waiver of any right or remedy in respect to any other or subsequent occurrence or event. No Party shall be deemed to have made any such waiver unless it is in writing and signed by the Party so waiving.

14.03. **Counterparts.** This Agreement may be executed in counterparts, each of which shall be deemed an original and all of which shall constitute one and the same instrument.

14.04. **Severability.** If this Agreement in its entirety is determined by a court to be invalid or unenforceable, this Agreement shall automatically terminate as of the date of final entry of judgment. If any provision of this Agreement shall be determined by a court to be invalid and unenforceable, or if any provision of this Agreement is rendered invalid or unenforceable according to the terms of any federal or state statute, which becomes effective after the Effective
Date of this Agreement, the remaining provisions shall continue in full force and effect and shall be construed to give effect to the intent of this Agreement.

14.05. Amendments. All amendments to this Agreement shall be in writing and, if approved, must be signed by all Parties.

14.06. Other Documents. Parties agree that they shall cooperate in good faith to accomplish the objectives of this Agreement and to that end, agree to execute and deliver such other instruments or documents as may be necessary and convenient to the fulfill the purposes and intentions of this Agreement.

14.07. Mandatory and Permissive. Shall” and “will” and “agrees” are mandatory. “May” or “can” are permissive.

14.08. Captions. The captions of the various sections in this Agreement are for convenience only and do not, and shall not be deemed to, define, limit or construe the contents of such sections.

14.09. Governing Law and Venue. This Agreement shall be governed by and construed in accordance with the laws of the State of California. Venue for all legal proceedings related to this Agreement shall be in the Superior Court of Stanislaus County.

14.10. Interpretation. This Agreement is the product of mutual arms-length negotiation and drafting and both Parties have been represented by legal counsel in the negotiation and drafting of this Agreement. Accordingly, the rule of construction which provides that ambiguities in a document will be construed against the drafter of that document will have no application to the interpretation and enforcement of this Agreement. In any action or proceeding to interpret or enforce this Agreement, the finder of fact may refer to any extrinsic evidence not in direct conflict with any specific provision of this Agreement to determine and give effect to the intention of the Parties with respect to any ambiguities in this Agreement.

14.11. No Third Party Beneficiaries. The performance of the respective obligations of City and WPH under this Agreement are not intended to benefit any party other than City or WPH. No person or entity not a signatory to this Agreement will have any rights or causes of action against any Party to this Agreement as a result of that Party's performance or non-performance under this Agreement.

14.12. No Joint Venture. Neither this Agreement nor the issuance of City Payments shall constitute or create any form of association, joint venture, partnership, or cooperative activity,
of any nature whatever, for any purpose between City and WPH. Neither this Agreement nor the issuance of City Payments hereunder shall constitute or create a trust, express or implied, for the benefit of WPH or any other person or entity. Neither Party will have any authority to bind the other to any agreement.

[Signatures on following page]
IN WITNESS WHEREOF, the Parties hereto have executed and entered into this Agreement as of the Effective Date set forth above.

CITY

CITY OF RIVERBANK, a California municipal corporation

By: ________________________________
    Sean Scully, City Manager

WPH

WESTERN PACIFIC HOLDINGS, INC., a California corporation

By: ________________________________
    Darryl Browman, President

ATTEST:

______________________________
Annabelle Aguilar, City Clerk

APPROVED AS TO FORM

______________________________
Tom Hallinan, City Attorney
EXHIBIT J

FORM OF REIMBURSEMENT AGREEMENT
EXHIBIT K

ORDINANCE NO. 2019-_______
EXHIBIT B

Ordinance No. 2019-XXX
WHEREAS, to strengthen the public planning process, encourage private participation in comprehensive planning, and reduce the economic risk of development, the California Legislature adopted Government Code section 65864 et seq., which authorizes the City and an individual with an interest in real property to enter into a development agreement that establishes certain development rights in real property; and

WHEREAS, the Riverbank City Attorney and City staff have negotiated a Development Agreement with Western Pacific Holdings, Inc. (WPH), to provide WPH with a vested right to develop approximately 57.26-acres, in the area designated as MU-1 in the Crossroads West Specific Plan (“CWSP”) area, in accordance with the land use regulations and other policies of the CWSP (the “MU-1 Project”); and

WHEREAS, the Development Agreement provides a vested right for WPH to improve, develop, and use real property for the MU-1 Project in compliance with the CWSP and applicable land use regulations defined in the Development Agreement; and

WHEREAS, an Environmental Impact Report (“EIR”) and Mitigation Monitoring and Reporting Program (“MMRP”) has been prepared pursuant to the California Environmental Quality Act, which analyzes development of the MU-1 Property in accordance with the land use regulations in the Crossroads West Specific Plan (“CWSP”); and

WHEREAS, the Planning Commission has reviewed the MMRP and identified which mitigation measures are applicable to the MU-1 Project (the “MU-1 MMRP”), and the MU-1 MMRP has been attached and incorporated into the Development Agreement; and

WHEREAS, based on the requirement for the Development Agreement to conform to the CWSP and applicable City policies, the Planning Commission finds that the impacts related to the MU-1 Property as proposed therein were sufficiently analyzed in the CWSP EIR, and mitigated, where feasible or applicable as outlined in the MU-1 MMRP, and City further finds that further environmental review is not warranted under CEQA; and

WHEREAS, the Planning Commission held a duly noticed public hearing on February 13, 2019, to consider the Development Agreement and make recommendations to the City Council; and
WHEREAS, the City Council held a duly noticed public hearing on __________ __, 2019, to consider the Development Agreement; and

WHEREAS, the City Council of the City finds, based on its independent review and analysis of staff’s recommendations, oral and written testimony, and the record as a whole, after due study, deliberation, and public hearing, and based on its independent judgment, that the following circumstances exist:

1. The Project is consistent with the goals, policies, and standards of the City of Riverbank General Plan and all other applicable standards and ordinances of the City of Riverbank.

2. In accordance with Government Code section 65864 et seq., the City Council finds that the Development Agreement:
   a. Is consistent with the objectives, policies, general land uses, and programs specified in the Riverbank General Plan and the Crossroads West Specific Plan; and
   b. Will provide significant benefits to the public, (i) through greater retail, commercial and restaurant amenities, employment opportunities, and potentially new housing units, and (ii) through the MU-1 MMRP incorporated into the Development Agreement, therefore the Development Agreement will not be detrimental to the health, safety, and general welfare of City residents and the general public; and
   c. Includes a detailed Phasing Plan and therefore not adversely affect the orderly development of property or the preservation of property values; and
   d. Is consistent with the provisions of Government Code sections 65864 through 65869.5; and
   e. Contains a legal description of the property.

NOW, THEREFORE, THE CITY OF RIVERBANK CITY COUNCIL DOES ORDAIN AS FOLLOWS:

SECTION 1. The City Council of the City of Riverbank approves the Development Agreement by and between Western Pacific Holdings, Inc. and the City of Riverbank for the development of the MU-1 Project, and the City Council instructs the City Manager to execute the Development Agreement subject to final, technical revisions as required and approved by the City Attorney.

SECTION 2. The City shall review the Development Agreement for compliance with its terms and conditions not less than once every twelve (12) months from the effective date.
of the Development Agreement; or as otherwise required pursuant to the terms of the
Development Agreement.

SECTION 3. Notice of the public hearing on the proposed Development Agreement was
published in the Riverbank News, a newspaper of general circulation; and notices of the
public hearing on the proposed Development Agreement were mailed to all interested
parties and property owners within 300 feet of the property, according to the most recent
assessor’s roll.

SECTION 4. Environmental impacts for the MU-1 Project have been reviewed and
assessed by the City pursuant to CEQA (Public Resources Code section 21000 et seq.;
California Code of Regulations Title 14, section 15000 et seq.), and all applicable
mitigation to the MU-1 Project will be implemented through the MU-1 MMRP attached to
the Development Agreement.

SECTION 5. If any section, subsection, sentence, clause, phrase, or word of this
Ordinance is for any reason held by a court of competent jurisdiction to be unconstitutional
or invalid for any reason, such decision shall not affect the validity of the remaining
portions of the Ordinance. The City Council of the City of Riverbank hereby declares that
it would have passed this Ordinance and each section, subsection, sentence, clause,
phrase, and word thereof, irrespective of the fact that any one or more section(s),
subsection(s), sentence(s), clause(s), phrase(s), or word(s) be declared invalid.

SECTION 6. This Ordinance shall become effective thirty (30) days from and after its final
passage and adoption, and publication of the Ordinance shall occur in a newspaper of
general circulation at least fifteen (15) days prior to its effective date, or a summary of the
Ordinance published in a newspaper of general circulation at least five (5) days prior to
adoption and again at least fifteen (15) days prior to its effective date.

The foregoing was introduced at a regular meeting of the City Council of the City of
Riverbank held on the ___ day of ________, 2019; motioned by Councilmember
_________, seconded by Councilmember _________, and upon roll call was carried by
the following vote ___:

AYES:

NAYS:

ABSENT:

ABSTAIN:

ATTEST:                             APPROVED:

Annabelle Aguilar, CMC                   Richard D. O’Brien
City Clerk                               Mayor

{CW073242.2}