October 28, 2008

TO: Mayor and City Council
FROM: Michael M. Niblock, Secretary
City Planning Commission

SUBJECT: PUBLIC HEARING: TIDEWATER CROSSING MASTER DEVELOPMENT PLAN

RECOMMENDATION

It is recommended that the City Council adopt four resolutions and two ordinances, as follows:

1. Resolution certifying the Final Environmental Impact Report (FEIR2-05) and adopting the related CEQA "Findings, Statement of Overriding Considerations and Mitigation Monitoring/Reporting Program for the Tidewater Crossing Master Development Plan Project" dated September, 2008;

2. Resolution approving a General Plan amendment to amend the project site from portions of Village and Industrial to Low-Density Residential, Medium-Density Residential, High-Density Residential, Open Space, and Parks and Recreation and relocation of a proposed elementary school symbol from north to south adjacent to a proposed community park in the Master Development Plan project site (GPA1-05);

3. Resolution approving the Master Development Plan specifying project land use requirements (MDP2-05) for property located on the southwest side of the Stockton Metropolitan Airport, west of State Route 99 and northeast of East French Camp Road;

4. Ordinance approving a Prezoning to RL (Residential, Low Density), RM (Residential, Medium Density), RH, (Residential, High Density), IL, (Industrial, Limited), PF (Public Facilities) and OS (Open Space) (Z-1-05);

5. Ordinance approving a Development Agreement to facilitate and define the development phasing and financial responsibility (DA1-05); and

6. Resolution authorizing the City Manager to file an Annexation request with the Local Agency Formation Commission for the Tidewater Crossing Master Development Plan project annexation (A-05-1) to the City of Stockton and the Stockton East Water District with related City Services Plan for the 909±-acre annexation site with concurrent detachments of said property from the French Camp-McKinley and the Lathrop-Manteca Fire Protection Districts and The San Joaquin County Resource Conservation District.

AGENDA ITEM 9.02
Findings for each of the above-recommended actions have been incorporated into the respective resolutions and ordinances attached to this newsletter.

SUMMARY

At its special meeting of October 2, 2008, the Planning Commission considered and recommended approval of the requests of French Camp Investments, LLC, et al, including the Final Environmental Impact Report (FEIR2-05) and adoption of the related CEQA "Findings, Statement of Overriding Considerations and Mitigation Monitoring/Reporting Program for the Tidewater Crossing Master Development Plan Project"; General Plan Amendment (GPA1-05); Master Development Plan (MDP2-05); Prezoning (Z-1-05); and Development Agreement (DA1-05).

The environmental document, General Plan Amendment, Master Development Plan, Prezoning and Development Agreement require final approval by the City Council. The related annexation application did not require Planning Commission review, but does require City Council authorization for the City Manager to file with the Local Agency Formation Commission for annexation of the 909± acre project site to the City of Stockton and detachment from the French Camp-McKinley and the Lathrop-Manteca Fire Protection Districts and San Joaquin County Resource Conservation District.

DISCUSSION

Background

The proposed Tidewater Crossing Master Development Plan is located within the jurisdiction of San Joaquin County and requires a General Plan Amendment and Prezoning prior to annexation. In accordance with provisions of the Stockton Municipal Code, the application is presented for consideration by the City Council and ultimately, the Local Agency Formation Commission. The Master Development Plan presents a mixed-use, residential, commercial and industrial community (the community) covering approximately 909 acres. The Community will include approximately 319.4 gross acres of residential development, 16.6 acres of commercial/retail development, and 274.7 acres of industrial/warehouse and business/professional development. The Community will also include parks, open space, easements associated with the existing French Camp Slough, flood control and slough diversion, sewer lift stations and electrical substations, lakes, roads and railroad right-of-ways. The residential/commercial concept for the Community is consistent with the Village Concept of the 2035 General Plan.

Residential Diversity: Of the 2,365 dwelling units, 1,331 units will be Low-Density Residential (7.2 units per acre), 454 units will be Medium-Density Residential (10.39 units per acre), and 264 units will be High-Density Residential (25.4 units per acre).
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Commercial Land Use: The project proposes 186,200 square feet of commercial space, south of South Airport Way and west of the Union Pacific Railroad tracks, at a floor area ratio (FAR) of approximately 2.5. The Master Plan estimates that the retail center will provide approximately 370 jobs.

Industrial Land Use: The Master Plan proposes 274 acres of industrial land use, with an estimated 6.18 million square feet of industrial development. Assuming a FAR of 0.45, the TCMDP estimates that industrial uses will generate approximately 4,500 jobs.

Phasing Development: The development described in the Tidewater Crossing Master Development Plan would be implemented in five phases (see Pages 6 and 7, Planning Commission staff report).

For the Council’s information, in order to provide more compatible land uses with the surrounding land uses, including the existing and projected industrial, airport, and California Air National Guard activities, the Planning Commission changes the proposed Neighborhood “C” land use from RM, Medium-Density Residential to an IG, Industrial General Plan designation and the proposed prezoning from RM, Residential, Medium Density, to IL, Industrial Limited. These changes are addressed by one of the alternatives in the DEIR (i.e., Alternative 4) to the Master Plan project. The recommended land use change will facilitate a logical extension of industrial use to the north and east and reduce the extent of future residents’ complaints regarding noise and other incompatible activities resulting from operation of the Stockton Metropolitan Airport and the California Air National Guard facility.

Since the “Industrial” designation for Neighborhood “C” has been previously included in the environmental analysis for Alternative 4, additional environmental review is not necessary for this minor modification. The Fiscal Impact Study and Preliminary Feasibility Analysis (PFA) have been revised to reflect this land use change. The Planning Commission accepted the staff’s recommended change.

Parks and Open Space: The 2035 General Plan requires a park dedication of 5 acres per 1,000 residents. Based on the planned residential units in the Tidewater Crossing Master Development Plan area, 36.5 acres of usable park space are required to accommodate the project-related park demand. The project area will provide forty-eight (48) acres of parks and usable open space which exceed the General Plan requirement.

Circulation: Regional access to the Tidewater Crossing Master Development Plan area is provided by East French Camp Road on the southwest boundary of the project site. East French Camp Road provides access to State Route 99 and Interstate 5. South Airport Way extends through the project on the west side of the Union Pacific Railroad tracks and connects with French Camp Road. Access to the Industrial area will be provided at the intersection of South Airport Way and C. E. Dixon Street and at
the intersection of South Airport Way and Stimson Street by extension of R. A. Bridgeford Street through the National Guard vehicle maintenance facility and into the industrial park. An additional connection will be provided through the use of the existing State Route 99 West Frontage Road which connects to Quantas Lane and Arch Airport Road.

**Public Facilities and Services:** Development of the project would result in a substantial increase in the population in southern Stockton, and result in increases in demand for facilities and services including schools, police services, fire protection services, potable water, non-potable water, wastewater, stormwater, flood control, utilities, electricity, natural gas, communication, and cable television.

**Fiscal Impact Analysis and Preliminary Feasibility Analysis:** The Fiscal Impact Analysis (FIA) and Preliminary Feasibility Analysis (PFA) establish fiscal and financial objectives, policies and guidelines for the development of the community, identify funding programs for community-wide facilities and services and set forth the fiscal analyses to demonstrate that development of the community will not result in adverse fiscal impacts on the City. The Fiscal Impact Analysis report addresses the fiscal implications of the development, comparing the annual costs of providing public services against the annual revenues that would be generated by new development in order to determine net fiscal impact. Goodwin Consulting Group, the City’s financial peer review consultant, has reviewed the Fiscal Impact Analysis and concluded that although the Fiscal Impact Analysis projects an annual recurring deficit both during development and after buildout, a combination of financing mechanisms are identified to mitigate all projected deficits to the City. A Preliminary Feasibility Analysis has been prepared by the applicant’s financial consultant as well. The purpose of the Preliminary Feasibility Analysis is to guide the implementation efforts associated with financing infrastructure and public facilities for the project. This Preliminary Feasibility Analysis contains project-specific facilities and cost estimates, project-specific cost allocations, additional impact fee obligations, other funding mechanisms and conclusions of results, including total costs and fees, burden analyses, and feasibility tests. Goodwin Consulting Group has reviewed the Preliminary Feasibility Analysis and concluded that its assumptions and methodologies are consistent with the City’s Preliminary Feasibility Analysis template and guidelines.

**Development Agreement:** The proposed Development Agreement, DA1-05 requires, consistent with the 2035 General Plan, that the Project pay its own way so as not to negatively effect the City’s finances in any way. Development Agreement DA1-05 also acknowledges the City’s Settlement Agreement with the Sierra Club and the Attorney General of California and stipulates that the owners, developers and/or successors-in-interest (OBS) of the Tidewater Crossing Project may need to amend at the discretion of the City, the Master Development Plan and related project approvals to conform to the requirements of the Settlement Agreement and Climate Action Plan.
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Present Situation

Environmental Clearance (FEIR2-05)

The Final Environmental Impact Report (FEIR2-05) for the Tidewater Crossing Master Development Plan project was prepared in compliance with the California Environmental Quality Act, State California Environmental Quality Act Guidelines and City Guidelines for the Implementation of the California Environmental Quality Act. In addition, the mitigation monitoring and reporting provisions and related California Environmental Quality Act findings are included in the related “Findings, Statement of Overriding Considerations and Mitigation Monitoring and Reporting Program for the Tidewater Crossing Master Development Plan Project”, dated September, 2008 (California Environmental Quality Act Findings). The City Council must adopt all applicable mitigation measures identified in the Final EIR2-05 and the related California Environmental Quality Act Findings in conjunction with approval of any related discretionary authorizations.

General Plan Amendment (GPA1-05) and Prezoning (Z-1-05)

The General Plan Amendment (GPA1-05) would redesignate portions of Village K and Industrial designation to Low-Density Residential, Medium-Density Residential, High-Density Residential, Commercial, Open Space, and Parks and Recreation and relocate a proposed elementary school symbol from the north to the south adjacent to a proposed community park in the Master Development Plan project. The project site is located within the jurisdiction of San Joaquin County and requires a prezoning prior to annexation. The proposed prezoning is consistent with the proposed General Plan Amendment. The prezoning reflects zoning districts including RL (Residential, Low-Density), RM (Residential, Medium-Density), RH (Residential, High-Density), CG (Commercial, General), IL (Industrial, Limited), PF (Public Facilities), and OS (Open Space) found in the City’s Development Code (Section 16-210.020 of the Stockton Municipal Code).

For the Council’s information, the General Plan may be amended by the Council up to four times in a single calendar year. This is the second amendment for 2008. The Planning Commission adopted a resolution recommending approval of the General Plan Amendment.

Master Development Plan (MDP2-05)

The proposed Tidewater Crossing Master Development Plan is intended to be a land use and regulatory document establishing the planning principles, policies and standards to guide the future development of the area. The Master Development Plan
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proposes a mixed-use, residential, commercial and industrial community. The mixed land use concept is consistent with the Village Concept of the 2035 General Plan.

Development Agreement (DA1-05)

The proposed Development Agreement (DA1-05) requires, consistent with the 2035 General Plan, that the Project pay its own way so as not to negatively effect the City’s finances in any way. The Development Agreement also acknowledges the City’s Settlement Agreement with the Sierra Club and the Attorney General of California and stipulates that the owners, developers and/or successors-in-interest (ODS) of the Tidewater Crossing Project may need to amend, at the discretion of the City, the Master Development Plan and related project approvals to conform to the requirements of the Settlement Agreement and Climate Action Plan.

Information related to the above-noted environmental clearance and discretionary applications for the project is provided in the staff report to the Planning Commission, attached as Exhibits 1 through 27.

Annexation/City Services Plan

The unincorporated area of Stockton is served by the County of San Joaquin. When development is proposed adjacent to the City, State law encourages the annexation of the property to the City of Stockton, particularly if City services are to be provided. All annexation requests must be reviewed and approved by the Local Agency Formation Commission (LAFCo). Local Agency Formation Commission was established by the State Legislature to encourage orderly growth and logical boundaries, and has full authority to approve, disapprove or amend annexation and/or detachment proposals. With regard to the proposed annexation, the Council is requested to authorize the City Manager to file the annexation, along with the City Services Plan, with Local Agency Formation Commission on behalf of the applicant, French Camp Investments, LLC, et al. Local Agency Formation Commission will conduct a public hearing to consider the annexation request and make a determination. City staff will attend the public hearing in support of the annexation. The table below provides a summary of the annexation data.

<table>
<thead>
<tr>
<th>Area</th>
<th>909+ acres</th>
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<tbody>
<tr>
<td>Current Land Uses</td>
<td>Agriculture</td>
</tr>
<tr>
<td>Proposed Development</td>
<td>Residential, Commercial, and Industrial</td>
</tr>
<tr>
<td>Current General Plan</td>
<td>Portion of Village K and Industrial</td>
</tr>
<tr>
<td>Current County Zoning</td>
<td>Agricultural Land-40 acres</td>
</tr>
<tr>
<td>Proposed General Plan</td>
<td>Low-Density Residential</td>
</tr>
<tr>
<td></td>
<td>Medium-Density Residential</td>
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<tr>
<td></td>
<td>High-Density Residential</td>
</tr>
<tr>
<td></td>
<td>Commercial</td>
</tr>
<tr>
<td></td>
<td>Parks and Recreation</td>
</tr>
</tbody>
</table>
Detachments from the French Camp-McKinley and the Lathrop-Manteca Fire District Protection Districts and the San Joaquin County Resource Conservation District are also requested.

Community Development Department staff have analyzed the annexation request and, in consultation with the applicable City departments, coordinated the preparation of the City Services Plan. The Development Review Committee and Community Development Director recommend to the City Manager that this annexation (and related City Services Plan) be submitted as the project area adjacent to existing City limits, that it is a logical annexation to the City, that the area is designated for urban services and that no City department expressed an objection to the annexation. A copy of the annexation map and the Development Review Committee staff report, along with the City Services Plan, are attached in this Council newsletter.

PUBLIC HEARING DISCUSSION

Following the staff presentation at the Planning Commission's special meeting on October 2, 2008, the applicant's attorney and the applicant presented testimony in support of the proposed project. The applicant's attorney indicated that the Tidewater Crossing Master Development Plan project would comply with Village concept of the City's 2035 General Plan to integrate a mix of land uses including village-scaled commercial uses. The projected optimal jobs/housing ratio for the project is 1.73 new jobs for each housing unit. The development of the project would convert to urban uses approximately two-thirds non-prime agricultural farmland and one-third prime farmland. A Fiscal Impact Analysis and a Preliminary Feasibility Analysis (PFA) were prepared to provide forecast of revenues and expenses for the project and to demonstrate that the project can pay its own way so as not to negatively affect the City's finances. The Development Agreement requires that the project completely mitigate all environmental, physical, fiscal and other impacts of the project on the community. Project-related services, facilities, operations and maintenance shall be the sole and exclusive responsibility of the developer(s). The Development Agreement also requires compliance with the City's Settlement Agreement with the Sierra Club and the Attorney General of California. The applicant held a number of town hall type meetings to explain the proposed development and received community input. The applicant's attorney explained that contrary to rumors, the existing French Camp school, located in
the town of French Camp, would not be relocated to the project site. Several Planning Commissioners asked questions related to: traffic impacts on French Camp Road and State Route 99; noise from the Stockton Metropolitan Airport; 2035 General Plan’s police officer ratio and projection of future housing prices and absorption detailed in the Preliminary Feasibility Analysis and Fiscal Impact Analysis. Engineering and Transportation Planning Manager, Gregg Meissner, indicated that French Camp Road and the State Route 99 would operate at an acceptable level of service because all traffic impacts at the above-noted areas must be fully mitigated consistent with the traffic study and mitigation measures in the project’s draft Environmental Impact Report. The City attorney stated that the Development Agreement does not just mention fiscal neutrality, it also dictates that mitigation of all impacts created by the project is required.

A representative from the Stockton Metropolitan Airport spoke as a neutral party. He indicated that the Stockton Metropolitan Airport is in the process of drafting a new Airport Master Plan. New operational projections have been completed and a revised impact analysis, including new noise contours are being prepared. Based upon review of the residential uses in the Master Development Plan, he preferred that final zoning reclassification be deferred until the noted impact analyses and preliminary Airport Land Use Compatibility Plan are available. Short of a deferral, he supported staff’s recommendation to change Neighborhood “C” to Industrial uses and also suggested that the areas northeast of French Camp Slough be changed to Industrial uses.

Several area residents spoke in opposition to the proposed project. They raised several concerns regarding traffic impacts on French Camp Road and State Route 99; effects on ground water; loss of farmland; biological impacts; noise from the operation of Union Pacific Railroad and Stockton Metropolitan Airport; and future potential crime problems.

PLANNING COMMISSION ACTION

Following the public hearing and its deliberation, the Planning Commission voted (4 to 3, Martinez, Fugazi and Kontos dissenting) to recommend that the City Council approve the following actions, based on the findings as contained in the attached Planning Commission staff report (Exhibits 1 through 27) with the staff recommendation to amend Neighborhood “C” from Medium-Density Residential to Industrial and Prezone to IL (Industrial, Limited):

1) Certify the Final Environmental Impact Report (FEIR2-05) and adopt the related California Environmental Quality Act (CEQA) “Findings, Statement of Overriding Considerations and Mitigation Monitoring/Reporting Program for the Tidewater Crossing Master Development Plan Project;” with additional mitigation measures to the Findings, Statement of Overriding Consideration and Mitigation Monitoring and Reporting Program.

2) The General Plan amendment request (GPA1-05);
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3) The Master Development Plan (MDP2-05);

4) The Prezoning request (Z-1-05); and

5) The Development Agreement (DA1-05).

FINANCIAL SUMMARY
Based on the assumptions provided by the consultant in the financial impact analysis, there will be no financial impact to City’s departments from this action.

PUBLIC NOTIFICATION

Notice in the local newspaper at least one time, 10 days prior to the public hearing and notice to owners of record as shown on the last equalized tax roll and addresses within 300 feet of the site at least 10 days prior to the public hearing (Stockton Municipal Code Section 16-420).

VOTES REQUIRED

Four votes of the City Council are necessary to approve the noted requests.

Respectfully submitted,

[Signature]

APPROVED BY

MICHAEL M. NIBLOCK, SECRETARY
CITY PLANNING COMMISSION

[Signature]

J. GORDON PALMER, JR.
CITY MANAGER

MMN: JL:fw
Resolution No. __________

STOCKTON CITY COUNCIL

RESOLUTION APPROVING A GENERAL PLAN AMENDMENT TO AMEND THE
PROJECT SITE FROM PROTIONS OF VILLAGE AND INDUSTRIAL TO LOW-
DENSITY RESIDENTIAL, MEDIUM-DENSITY RESIDENTIAL, HIGH-DENSITY
RESIDENTIAL, OPEN SPACE, PARKS AND RECREATION AND RELOCATION OF
A PROPOSED SCHOOL SYMBOL FROM NORTH TO SOUTH FOR THE
TIDEWATER CROSSING MASTER DEVELOPMENT PLAN PROJECT (GPA1-05)

The City of Stockton has heretofore formulated and adopted a General Plan for
the physical development of the City, which General Plan contains each of the elements
required by law to be part of it; and

An amendment to the City of Stockton 2035 General Plan Diagram has been
requested by French Camp Investments, LLC, et al, relative to property located on the
southwest of the Stockton Metropolitan Airport, west of State Route 99, northeast of
East French Camp Road; and

Following a public hearing, the Planning Commission adopted a resolution on
October 2, 2008, recommending the City Council approve a request by French Camp
Investments, LLC, et al, for a General Plan amendment to amend portions of Village
and Industrial to Low-Density Residential, Medium-Density Residential, High-Density
Residential, Open Space and Parks and Recreation and relocation of a proposed
school symbol from north to south for property located on the southwest side of the
Stockton Metropolitan Airport, west of State Route 99, northeast of East French Camp
Road; and

The City Council of the City of Stockton has reviewed and considered the
Planning Commission's recommendation and all environmental documents necessary
for the approval of the proposed amendment to the City of Stockton 2035 General Plan
Diagram at a duly noticed public hearing on October 28, 2008; now, therefore,

BE IT RESOLVED BY THE COUNCIL OF THE CITY OF STOCKTON, AS
FOLLOWS:

A. The City Council finds as follows:

1. The City of Stockton has reviewed the Final Environmental Impact
   Report (FEIR 2-05) for the proposed project and has certified that it has been completed
   in compliance with CEQA and that the final decision-making body for this and/or any
   related discretionary approval for the project has considered the information contained

City Atty
Review ____________________
Date ______________________
in the Draft EIR and Final EIR prior to approving the project.

2. The land uses allowed under the proposed General Plan designation are expected to be compatible with existing and proposed land uses surrounding sides of the Plan Area.

3. The proposed General Plan amendment is not expected to endanger, jeopardize or otherwise constitute a hazard to the public convenience, health, interest, safety or general welfare of persons residing or working in the City.

4. The proposed project is consistent with the 2035 General Plan, as amended. In the event that a court determines that the 2035 General Plan is invalid, then this project is found to be consistent with the 1990 General Plan as amended by this project. In this event, approval of this project includes, by inference, approval of an amendment to the 1990 General Plan.

5. The Industrial land uses for Neighborhood “C” allowed under the proposed General Plan designation are expected to be compatible with existing and proposed surrounding land uses within the project.

B. Based upon the above findings, the City Council upholds the Planning Commission’s recommendation and approves the proposed General Plan amendment to amend the portions of the project site from portions of Village and Industrial to Low-Density Residential, Medium-Density Residential, High-Density Residential, Open Space, Parks and Recreation and relocation of a proposed school symbol from north to south for a site on the southwest side of the Stockton Metropolitan Airport, west of State Route 99, northeast of East French Camp Road (the Tidewater Crossing Master Development Plan Project, GPA1-05).

PASSED, APPROVED AND ADOPTED ____________________________.

EDWARD J. CHAVEZ
Mayor of the City of Stockton

ATTEST:

KATHERINE GONG MEISSNER
City Clerk of the City of Stockton

::ODMA\GRPWISE\COS.CDD.CDD_Library.71468.1
STAFF REPORT

FOR

EIR2-05, GPA1-05, Z-1-05, DA1-05,
AND MDP2-05

(EXHIBIT 1 THROUGH 27)

FRENCH CAMP INVESTMENTS, LLC,
ET AL
TIDEWATER CROSSING MASTER
DEVELOPMENT PLAN PROJECT
Item E-2 (a), (b), (c), (d) and (e): PUBLIC HEARING—Final Environmental Impact Report, General Plan Amendment, Master Development Plan, Development Agreement, and Prezoning Case Nos. EIR2-05, GPA1-05, MDP2-05, DA1-05, and Z-1-05; French Camp Investments, LLC, et al.

Data: French Camp Investments, LLC, et al. (Tidewater Crossing Master Development Plan [TCMDP]) is proposing to develop a mixed-use, residential, commercial and industrial community covering approximately 909 acres known as the Tidewater Crossing Master Development Plan area (TCMDP or Community). The Community will include approximately 369.8 gross acres of residential development, 16.6 acres of commercial/retail development, and 224.3 acres of industrial/warehouse and business/professional development. The Community will also include approximately 35.3 acres of parks and open space, 62 acres of easements associated with the existing French Camp Slough, 95.4 acres of land associated with flood control and slough diversion, six acres of land for sewer lift stations and electrical substations, 8.4 acres of lakes and 71.9 acres of road and railroad right-of-way, as well as one proposed K-8 school (Exhibits 12 and 13).

The residential portions of the Community will include up to 2,663 housing units, including single-family houses and multi-family buildings. Residential development will include 1,331 low-density units, 752 medium-density units and 264 high-density units. Approximately 186,200 square feet of commercial/retail, 529,300 square feet of light industrial and 4,763,300 square feet of warehouse buildings are also planned on the TCMDP site.

Location: The TCMDP project site is located within the City's 2035 General Plan sphere of influence in an unincorporated territory of San Joaquin County. A small portion of the TCMD site was added to the sphere as approved by the Local Agency Formation Commission (LAFCO) on September 19, 2008. The TCMDP project site is bounded to the:
- Southwest by agricultural-residential properties, consisting mostly of hobby-farms and other smaller agricultural pursuits within the jurisdiction of San Joaquin County;

- North by various industrial uses zoned IG, Industrial General. A portion of the northern site boundary follows the current Stockton city limits;

- Northeast by the Stockton Metropolitan Airport and the California Air National Guard facility within the jurisdiction of San Joaquin County; and

- East by agricultural lands, west and southwest by rural/low density residential land uses within the jurisdiction of San Joaquin County (Exhibits 7, 8 and 9).

**Requested Approvals:** In order to develop the TCMDP project on the subject site, the Planning Commission is being requested to approve the following environmental documentation and discretionary applications:

1. Certify a Final Environmental Impact Report (FEIR 2-05);

2. Amend the General Plan designation from Village and Industrial to Low, Medium, High-Density Residential, Commercial, Industrial, Open Space/Agriculture and Parks and Recreation as well as relocation of a proposed elementary school symbol from the north to the south adjacent to a proposed community park in the Master Development Plan project site (GPA 1-05);

3. Adoption of the Master Development Plan for property located southwest of the Stockton Metropolitan Airport, west of the State Route 99, northeast of East French Camp Road (MDP2-05);

4. Review Development Agreement to facilitate and define the development phasing and financial responsibility of the Tidewater Crossing Master Development Plan Project (DA1-05); and

5. Prezoning to RL, Residential, Low-Density; RM, Residential, Medium-Density; RH, Residential High-Density; CG, Commercial, General; IL, Industrial Limited; PF, Public Facilities and OS, Open Space (Z-1-05).

**Additional Approvals/Authorizations:** The adoption of the TCMDP and certification of the TCMDP Final Environmental Impact Report establishes the planning criteria and environmental mitigation measures for the overall development of the
Community. Before construction can proceed, however, the owners, developers, and/or successors-in-interest must secure certain additional approvals/authorizations. These include:

- Petition for Annexation to the City (City Council);
- Approval of annexation to the City of Stockton (by LAFCO);
- Approval of Tentative and Final subdivision maps;
- Architectural Design and Site Plan Review;
- Habitat Conservation Plan compliance;
- Agricultural Mitigation Program Compliance;
- Clean Water Act Section 401 certification for the Central Valley Regional Water Quality Control Board (RWQCB);
- Construction activity stormwater permit from the RWQCB;
- National Pollutant Discharge Elimination System (NPDES) permit from the RWQCB; and
- Manteca Unified School District review and approval of site acquisition and construction plans for proposed school facilities.

As construction proceeds, further discretionary and non-discretionary approvals and permits may be required. These include:

- Approval of amendments to the City's Wastewater Master Plan;
- Approval of amendments to the City's Water Master Plan;
- Public Facilities Infrastructure Phasing Plan; and
- Authorization to Proceed with Approval of Improvement Plans.

**History and Planning Context for the Project:** The process for planning urban development within TCMDP was initiated by the developer in 2005. City staff have reviewed and provided comments on several drafts of the Master Development Plan since 2005. The 2035 General Plan approved in December
2007 designated the TCMDP project area as a part of Village K with the remainder of the project area designated as Industrial.

Environmental Clearance: The City distributed a Notice of Preparation (NOP) of an Environmental Impact Report (EIR) for the proposed project on December 2005. The NOP was distributed for a 30-day comment period that ended January 23, 2006. Comments on the NOP were considered in the preparation of the EIR.

The Draft EIR (State Clearinghouse No 2005122101) was distributed to various public agencies, citizen groups and interested individuals for a 45-day public review period, from March 6 through April 21, 2008. The recirculation of TCMDP DEIR for Air Quality and Global Climate Change sections were distributed for another 45-day review from July 7 to August 20, 2008. This project EIR is intended to provide environmental clearance under the California Environmental Quality Act (CEQA) for the TCMDP, supporting entitlements and approvals and implementation of the Plan.

If an application for future development deviates from the Master Development Plan, a mitigated negative declaration, negative declaration, subsequent EIR, supplemental EIR, or an addendum to the project EIR may be required, to the extent that the specific details of the proposal disclose facts or conditions that were not available when this Master Development Plan was adopted or the EIR certified (Sections 15162, 15163 and 15164 of the CEQA Guidelines).

City staff is recommending certification of the Final Environmental Impact Report (FEIR5-05) and adoption of the Findings and Statements of Overriding Considerations, and a Mitigation Monitoring and Reporting Program for the Tidewater Crossing Master Development Plan. (See DEIR, FEIR and Findings, SOC and MMRP documents previously transmitted on September 22, 2008, Exhibits 2, 3, 4 and 5).

Discussion of Requested Approvals: Additional information regarding the requested approval is as follows:

General Plan Amendment (GPA1-05): The TCMDP project site is adjacent to the City of Stockton along a portion of the northern boundary of the project site. The Community is located within the planning area (part of Village K and an area designated for Industrial use) and the Urban Services Boundary described by the 2035 General Plan Policy Document, and is intended for annexation and urban development within the planning period. The proposed General Plan amendment will be consistent with the Goals and Policies as contained in the 2035 General Plan.
Plan Policy Document. The proposed General Plan designations include the amendment of a portion of Village K and the existing Industrial designation to Low-Density Residential, Medium-Density Residential, High-Density Residential, Commercial, Industrial, Parks and Recreation and Open Space and relocation of a proposed elementary school symbol from the north to the south adjacent to a proposed community park in the Master Development Plan project site (Exhibit 10).

Prezoning (Z-1-05): The project site is located within the jurisdiction of San Joaquin County and requires a prezoning prior to annexation. The proposed prezoning is consistent with the proposed General Plan amendment. The prezoning reflects zoning districts including RL, Residential, Low Density; RM, Residential, Medium Density; RH, Residential, High-Density; CG, Commercial General; IL, Industrial, Limited; PF, Public Facilities and OS, Open Space found in the City's existing zoning ordinance (Section 16-210.020 of the Stockton Municipal Code [SMC], Exhibit 11).

Master Development Plan (MDP2-05): The residential, commercial/industrial concept for the Community is consistent with the Village Concept of the 2035 General Plan (Exhibit 6). The Village Concept is based on the following planning principles:

- The Village Center should be the heart of the neighborhood and contain a mix of retail, office, residential, and public uses such as schools and parks.

- The Village Center should serve approximately 10,000 residents and act as a gathering place.

- The Village Center should include neighborhood-serving commercial uses such as a supermarket, retail shops, restaurants, service commercial, and entertainment.

- Public facilities should be incorporated into the Village Center.

- The Village Center should encourage and promote public transit, pedestrian, and bicycle travel.

- The neighborhoods surrounding the Village Center should contain a mix of housing types and densities, with higher density neighborhoods closest to the core of the Village Center.
• Streetscapes should include landscaped parkways.

• The neighborhoods surrounding the Village Center should contain small parks and plazas that create a welcoming sense of place.

Note: An errata to the TCMDP is attached as Exhibit 24.

Land Use: TCMDP is planned to be developed as a mix of residential, commercial, and industrial community conveniently linked together by a variety of transportation modes for ease of access and internal mobility (Exhibits 12 and 13).

Residential Diversity: Of the 2,663 dwelling units, 1,331 units will be Low-Density Residential (7.2 units per acre), 752 units will be Medium-Density Residential (8.0 units per acre), and 264 units will be High-Density Residential (25.4 units per acre).

Commercial Land Use: The TCMDP proposes 186,200 square feet of commercial space, south of South Airport Way and west of the Union Pacific Railroad tracks, at a floor area ratio (FAR) of approximately 2.5. The TCMDP estimates that the retail center will provide approximately 370 jobs.

Industrial Land Use: The TCMDP proposes 224 acres of industrial land use, with an estimated 5.2 million square feet of industrial development. Assuming a FAR of 0.45, the TCMDP estimates that industrial uses will generate approximately 4,240 jobs.

Phasing Development: The development described in the TCMDP would be implemented in five phases (Exhibit 14):

• Phase IA of the proposed project will include approximately 47 acres of medium density residential use, and approximately 93 acres of drainage infrastructure, including a flood control basin and pump station.

• Phase 1B will include approximately 221 acres designated for industrial use. The timing of Phase 1B will be dependent on demand for industrial space, and so might proceed prior to, concurrently with, or following other phases of the development.

• Phase II begins east of the Union Pacific Railroad track and ends at the French Camp Slough, and includes the TCMDP Village A, Village B and one half of Village F for low-density residential development.
French Camp Investments, LLC et al.  
EIR2-05, GPA1-05, DA1-05, Z-1-05  
and MDP2-05

- Phase III is located north of South Airport Way and West of French Camp Slough, including the TCMDP Village D, Village E, one half of Village F and one half of the commercial project (retail/commercial A).

- Phase IV is located south of South Airport Way and east of East French Camp Road, including the TCMDP Villages I, J, K, L, M, N and one half of the commercial parcel (retail/commercial B).

- Phase V is located south of South Airport Way and west of the UPRR, including the TCMDP Villages G and H for low-density residential development.

For the Commission's information, in order to provide more compatible land uses with the surrounding land uses, including existing and projected industrial, airport, and California Air National Guard activities, staff recommends changing the proposed Neighborhood “C” land use from Medium-Density Residential to Industrial designation and rezoning from RM, Residential, Medium Density, to IL, Industrial Limited. This change is addressed by one of the alternatives in the DEIR (i.e., Alternative 4) to the MDP project (Exhibits 15 and 16). The recommended land use change will facilitate a logical extension of Industrial use to the north and east and reduce future residents' complaints regarding noise and other incompatible activities resulting from the Stockton Metropolitan Airport and the California Air National Guard Vehicle maintenance facility. A slight modification to the TCMDP Project will provide a land use assemblage that presents certain planning benefits. Access into the area would continue to be provided along South Airport Way adjacent to French Camp Slough. However, the other access would not be provided into residential Neighborhoods B and D, thereby eliminating a proposed bridge over French Camp Slough. Alternatives regarding emergency vehicle access can be addressed during the preparation of site specific tentative maps and improvement plans.

Since the “Industrial” designation for Neighborhood “C” has been previously included in the analysis for Alternative 4, environmental review has occurred, albeit at a program level, together with a project level of review for the remaining MDP project. Because of this relationship with Alternative 4 and the MDP project, environmental analyses in one form or another has been completed through public review of the DEIR (Exhibit 17). Accordingly additional environmental review is not necessary for this minor modification. In addition, the Fiscal Impact Study (FIS) and Preliminary Feasibility Analysis (PFA) have been revised to reflect this land use change.

**Parks and Open Space:** The 2035 General Plan recommends park dedication standards of 5 acres per 1,000 persons. Based on the planned residential units in the TCMDP area, 36.5 acres of usable park space will be required to