

Planning and Building Division
2220 Magnolia Street
Ceres, CA 95307
209-538-5774
209-538-5752

CITY COUNCIL
Chris Vierra, Mayor
Ken Lane
Guillermo Ochoa
Bret Durossette

STAFF REPORT AND RECOMMENDATION

February 22, 2011

TO:

City Planning Commission

FROM:

Tom Westbrook, Planning and Building Division Manager

SUBJECT:

Hearing to consider certification of an Environmental Impact Report (EIR, SCH # 2007092011) under CEQA, a proposal for a Conditional Use Permit (07-31 CUP) and a Vesting Tentative Subdivision Map (07-32 VTSM) for the proposed development of a 299,830 square foot retail shopping center on seven parcels. The proposal includes the development of Major 1 (Walmart) in addition to other unnamed building tenants in Majors 2, 3, 4, Shops 1, 2, 3 and Pads A, B, C. The proposed hours of operation for Major 1 is 24-hours and drive-thru's are proposed on Major 1, Pad A and Pad B.

APPLICATION (10-10) FILED:

April 12, 2007

DEEMED COMPLETE:

December 18, 2007

LOCATION OF PROPERTY:

Northwest corner of Mitchell Road and Service Road, Ceres, CA 95307, Assessor's Parcel #'s 053-012-068 and 053-013-016, -017, -018, and -019

GENERAL PLAN:

RC, Regional Commercial

ZONING:

RC, Regional Commercial (Mitchell Road Corridor Specific Plan)

SURROUNDING LAND USES:

North: Don Pedro Road, existing commercial, single family homes, and church.
South: Service Road and vacant commercial property entitled as Ceres Gateway Center and one single-family home
East: Mitchell Road and church and commercial uses.
West: Industrial uses and multifamily; vacant residence.

APPLICANT/
PROPERTY OWNER: Walmart Real Estate Business Trust
ATTN: Real Estate Manager
2001 SE 10th Street
Bentonville, AR 72716

APPLICANT'S
REPRESENTATIVE: Greenberg Farrow
ATTN: Howard Hardin
1920 Main St., Suite 1150
Irvine, CA 92614

PROJECT AND SITE DESCRIPTION

The applicant is requesting approval of a Conditional Use Permit to establish a retail shopping center of just less than 300,000 square feet, anchored by a “supercenter”-type Walmart, at the northwest corner of Mitchell Road and Service Road. Additionally, the project is proposing a Vesting Tentative Subdivision Map to reconfigure the property in seven (7) parcels. The project site plan may be viewed at page 220. The proposed Walmart and possible future restaurants within the center would have alcohol sales. Alcohol sales in the restaurants are subject to Conditional Use Permit approval and thus the Project is proposed for CUP approval.

The site occupies 26.3 acres at the northwest corner of Mitchell Road and Service Road, extending from Service Road to Don Pedro Road and from Mitchell Road, west almost to El Camino Avenue. The site is currently mostly vacant and includes one unoccupied residential unit. The uses surrounding the property include the following: on the north, across Don Pedro Road, an existing commercial use at the corner of Don Pedro Road and Mitchell Road, single family residential uses, the First Southern Baptist Church, and a proposed elementary school site just northwest of the site. To the south, across Service Road is the vacant property zoned and approved for the Ceres Gateway Center. To the southeast, across the intersection of Service Road and Mitchell Road is a small commercial development. To the east across Mitchell Road is St. Jude's Catholic Church, with commercial properties to the south of the church. To the west, there is a multifamily development on the south side of Don Pedro Road, with light industrial development on the north side of Service Rd. along El Camino and one unoccupied single family home (zoned for commercial use) at the Service/El Camino intersection.

GENERAL PLAN AND ZONING COMPLIANCE

The zoning designation for the site is Regional Commercial (RC) and is governed by the Mitchell Road Corridor Specific Plan (MRCSP). The zoning provides for commercial use of the site consistent with the uses proposed, but requires a CUP for sales of alcohol due to the proximity of existing residential uses west and north of the site. Thus, staff determined the proposal may be permitted provided that approval of a conditional use permit is first obtained.

The MRCSP designates the site for Regional Commercial uses. Regional Commercial uses is defined in the MRCSP as: intending to provide for and promote concentration of large-scale commercial uses such as department stores, outlet stores or “big box” retail, furniture stores and other large retail-service uses which serve the needs of the city, surrounding area and its neighboring communities. Relevant objectives and policies from the MRCSP include the following list. The project EIR includes a complete assessment of consistency with the policies of the MCRSP, arranged by potential impact categories.

- **Objective 1.** Speaks to the opportunity for regional commercial center in the south gateway between State Highway 99 and Roeding Road.

- **Objective 4.** Incorporate a circulation concept that maximizes land use potential while minimizing traffic conflicts.
- **Policy P 1:** Enhance visual quality by concealing unsightly uses and equipment (screening of rooftop equipment and undergrounding of utilities). (See General Plan Policy 1.J.6)
- **Policy P 2:** Preserve existing significant trees.
- **Policy P 3:** Building heights suitable for the corridor area.
- **Policy P 5:** Encourage public transit and internal circulation.
- **Policy P18:** Maximize the southern portion of the corridor for uses that have regional market attraction.
- **Policy P19:** Require architectural, landscape, and hardscape treatments that distinguish this as a major entryway to the City of Ceres.
- **Policy P22:** Require internal circulation patterns to reduce traffic impacts on Mitchell Road.

The project site has a General Plan designation of Regional Commercial (RC). The General Plan definition of Regional Commercial provides for region-serving commercial uses, including large-scale shopping centers, wholesale “club” type stores, factory outlets, and other commercial uses including retail stores, food and drug stores, apparel stores, specialty stops, motor vehicle sales and service, home furnishings, durable goods, real estate offices, restaurants, entertainment uses, florists, hotels/motels, and other similar uses that serve a community wide and/or regional market. The proposal meets the intent of the RC General Plan designation in that it is consistent with the following General Plan Policies. The project EIR includes a complete assessment of consistency with the policies of the General Plan, arranged by potential impact categories.

- **Policy 1.A.7.:** The City shall seek to enhance the appearance of its major corridors as important structural elements in Ceres’ physical identity, and as a feature to improve Ceres’ image in attracting economic development.
- **Policy 1.B.2.:** The City shall promote and support the development of a healthy balance of residential, commercial, and industrial businesses within the city.
- **Policy 1.F.2.:** Commercial facilities should be designed to promote transit, pedestrian, and bicycle access. The City shall require that new commercial development be designed to facilitate pedestrian circulation within and between commercial sites and nearby residential areas rather than being designed solely to serve vehicular circulation.
- **Policy 1.F.3.:** The City shall encourage commercial and office developments that include the following features:
 - a. A common architectural theme for buildings.
 - b. Attractive building frontages that are readily visible to the public.
 - c. Variation in the roofline.
 - d. Articulation of the walls.
 - e. Pedestrian-friendly design.
 - f. Integrated on-site circulation.
 - h. Main entryways and primary interval driveways defined by using landscaping, textured

paving, trellis, etc.

- i. Large parking areas with tree coverage separated into a series of smaller parking areas with the use of landscaping and the location of buildings.
- j. Loading bays and outdoor storage areas that are not readily visible to the public.
- k. Attractive overall landscaping plan.
- l. Comprehensive sign program.

- **Policy 1.J.4.:** The City shall limit the number of access points along expressways and the Mitchell Road Corridor to maximize their traffic-carrying capacity.
- **Policy 1.J.6:** The City shall enhance the visual quality of its major corridors by requiring new and expanding development to conceal unsightly uses and equipment (i.e., screening of rooftop equipment and outdoor storage and undergrounding of utilities).
- **Policy 1.J.13.:** The City shall limit commercial development along Service Road to major intersections and neighborhood commercial uses. Access will be limited to right-turn only on an interim or long-term basis depending on the location and design of development.

The Regional Commercial (RC) designation as applied through the Mitchell Road Corridor Specific Plan encourages retail commercial and shopping center uses and the General and Specific Plan policies specifically call for region-serving commercial uses at this location. Thus, the proposed use is consistent with the typical uses encouraged under the RC General Plan and the MRCSP designations. The project design, as discussed below, addresses the objectives and policies cited from the General and Specific Plans. Based on this information, staff believes the project with the proposed conditions of approval, will be in conformance with the General Plan, the Mitchell Road Corridor Specific Plan, and applicable sections of the Zoning Ordinance as the proposed use is suitable to the site and surrounding area and is not detrimental to the health, safety and welfare of the public.

BACKGROUND

On April 12, 2007, the original project applicant, Regency Centers, submitted an application for the project. This original proposal was for a retail center with about 304,000 square feet and included an application for a Vesting Tentative Subdivision Map. On December 18, 2007, the application was deemed complete, establishing the Vesting Date for the project. The proposal was reviewed under the California Environmental Quality Act (CEQA) and a determination was made that an Environmental Impact Report would be required for the project. On September 5, 2007 a Notice of Preparation was sent regarding the preparation of an EIR, and two scoping meetings were held on September 19, 2007 to receive input as to issues to be included for consideration in the EIR. The first meeting was held at 12:00 p.m. and the second at 7:00 p.m. in the City Council chambers at 2210 Magnolia Street.

On October 31, 2007 the applicant received a demolition permit and began site clearance including demolition of existing structures. This process was halted pending completion of the EIR.

The consulting firm of PMC was engaged to prepare an EIR, and a draft EIR (DEIR) was prepared and circulated for comment on May 19, 2010. Comments were received during the review period and have been incorporated into the Final EIR included with this item.

On November 10, 2009, the site was acquired by Walmart Real Estate Trust from Regency, and on January 26, 2010, the application was transferred to Walmart, who is currently the project applicant.

Don Pedro Truck Route Petitions

On September 2, 2010, and again on September 15, 2010, petitions (pages 248-254) with a total of 85 signatures were provided to the City requesting that that Don Pedro Road be designated a restricted road, versus its current unrestricted (truck route) designation. The petitions list 4 reasons why Don Pedro Road should be designated as a “Restricted Road” (non-truck route). Reason #1 includes the following statement, “*The proposed Mitchell Ranch Center will allow for semi-trucks to use Don Pedro Road as a delivery route.*” This statement is correct. The Mitchell Ranch (WalMart) Project is proposed to be constructed at the northwest corner of Don Pedro Road and Mitchell Road. The proposed site plan for that development includes truck access off Don Pedro Road. Any change to the truck route status of Don Pedro could have a significant effect on that site plan, potentially requiring a redesign of the site to revise truck access. Because the Mitchell Ranch application substantially predates the petitions, staff determined that the Mitchell Ranch application should be heard first and that discussion of Don Pedro Road as a truck route and specifically for deliveries to the site should occur in conjunction with the public review of the Mitchell Ranch Project. Although only the City Council has the authority to make changes to the status of truck routes in Ceres, the City Council will not make a decision on the Mitchell Ranch Project unless the decision by the Planning Commission is appealed. In order for the Council to have all information about the Mitchell Ranch Project in front of them when considering the truck route petition, the Council will not consider the Petitions prior to a Commission decision regarding the Mitchell Ranch Project. Staff recommends that the Commission fully consider the pros and cons of truck access to the Mitchell Ranch project and the attendant effects on the neighborhood as a part of making its decision on the Mitchell Ranch Project. The Planning Commission should therefore hear public testimony regarding the issues surrounding the presence or absence of truck delivery traffic on Don Pedro Road, and consider the potential effect on the project if trucks are not allowed to make deliveries from Don Pedro.

If the project is approved as proposed with two driveway access points to Don Pedro Road and a design predicated on truck deliveries using those driveways, that approval would, as a practical matter, foreclose the possibility of designating the portion of Don Pedro Road adjacent to the project to restrict trucks, unless appealed. Conversely, if the Commission determines that truck access to Don Pedro Road should not be permitted, redesign of the site will be required and reanalysis of the traffic impacts considered in the EIR will be required.

Comments from the Planning Commission on this issue, plus the Commission’s decision on the project, will be provided to the City Council to assist their deliberation regarding the petitions.

PROJECT PROPOSAL

Site Plan/Floor Plan

The Mitchell Ranch Center project consists of a proposal to construct a retail center, anchored by a Walmart with ten other shops and pads totaling 299,830 square feet. Other than Walmart, the remaining tenants of the Center are not known at this time. Table 1 shows the square footage of the project.

Walmart (Major 1)

The currently proposed Walmart would be a “supercenter”-type store with approximately 185,668 square feet of commercial space including general merchandise sales, groceries, including fresh produce, meat, and alcohol, a food service area, and various service uses including a bank, a vision center, an in-store pharmacy, medical clinics, and a salon. The pharmacy will provide a drive-thru lane and window. In addition, the Walmart will include an approximately 5,762 square foot enclosed outdoor garden center. The general merchandise and grocery uses would have separate receiving and stock areas at the rear of

the building, as well as separate loading docks. Outdoor storage areas will also be located at the rear of the building.

The Walmart is proposed to be situated at the north end of the site, facing to the south toward Service Road and the freeway. The entrances to the Walmart building will be oriented to the parking lot extending south from the building. A drive-thru pharmacy window would be located on the west end of the building and an outdoor garden center would be located on the east end of the building toward Mitchell Road. Wrapping around the Garden Center, a Bagged Goods facility is proposed. The Garden Center and Bagged Goods area will be shielded from direct view by fencing. Loading and deliveries will take place at the rear of the building, with truck docks oriented parallel to the building. These docks are partially recessed so that loading can occur at floor height, and are shielded by wing walls to reduce noise. A fenced outdoor storage area is located on the north of the site across from the docks. Two trash compactors are proposed, one at the northwest corner of the building, and one on the north end of the truck docks. The compactors will be enclosed within walls.

Additional Commercial Buildings

The proposed project also includes ten other commercial buildings. Three large commercial buildings, or "Majors," are proposed for location along the western edge of the site and would be tenanted by junior anchor stores. Four smaller commercial buildings, or "Shops," are proposed for location throughout the site and will each be tenanted by multiple small-scale retail stores. Finally, three free-standing pad sites, or "Pads," are proposed for location in the southeastern portion of the site and will be tenanted by restaurants including fast-food and other small-scale general commercial uses. Pads A and B will have drive-thru lanes and windows associated with the fast food use. Specific tenants for all buildings other than Walmart (Major 1) have not yet been determined. However, the types of businesses expected to occupy the proposed project include retail uses such as clothing, home and pet supply stores, and restaurants including sit-down and fast-food establishments. Restaurants serving alcohol may be included, but bars not within restaurants, nightclubs, and liquor stores are explicitly prohibited. The buildings will include signage, lighting, and other accessory features similar to the proposed Walmart (Major 1) and other traditional commercial development within the area. The proposed square footage and maximum height of each building is provided in Table 1 below.

TABLE 1
ASSUMED AND PROPOSED BUILDING SIZES AND HEIGHTS

Building	Square Footage	Proposed Height to roof (feet)	Proposed height including parapets/accents (feet)
Major 1 (Walmart)	185,668	26	38
Garden Area	5,762	—	—
Major 2	28,000	25	36
Major 3	13,500	25	36
Major 4	14,000	25	36
Shops 1	12,200	24	32
Shops 2	11,700	24	32
Shops 3	7,000	24	36
Shops 4	8,500	24	32

Pad A, Retail Use	3,250	24	32
Pad A, Restaurant Use, 63 Seats	3,250	24	32
Pad B, Restaurant Use, 78 Seats	3,000	24	32
Pad C	4,000	24	32
Totals	299,830		

Access/Parking and Improvements

The project site is proposed to have access from two driveways off of Mitchell Road, two driveways off of Service Road, and two driveways off of Don Pedro Road. Trucks would be able to access both the Walmart and the other major buildings from two driveways off of Don Pedro Road, which abuts the rear of the building to the north where the loading docks are proposed. Smaller delivery trucks that serve the shop and pad buildings could utilize either the Mitchell Road or Service Road access points. The project site will also include internal pedestrian pathways that will accommodate pedestrian movement throughout the shopping center. A full explanation of each of the design elements for circulation is provided below. Most importantly, as required in the conditions of approval, the applicant will be required to record reciprocal parking and access easements for the Mitchell Ranch Center. Essentially, this easement would provide that anyone coming to this site for purposes of shopping can park their vehicle in any location on site. All parking lots, drive aisles and parking spaces are shared among all commercial uses.

Site Access

Visitors to the project site will be able to access the site via Mitchell Road, Service Road, or Don Pedro Road. The proposed site plan (Figure 3.0-4 at page 220) shows the proposed site access points and internal circulation plan.

Vehicular access is provided along the three roads through a series of signalized and unsignalized intersections. Along Service Road, two points of access are proposed. The first is located approximately 350 feet east of the western boundary of the site nearest Majors 2, 3, and 4 and Shops 3. This intersection will initially provide right-in-right-out-left-out access. The traffic study determined that a traffic signal could not be placed at this location with this project. However, it is anticipated that when improvements are made to the Mitchell Road/Service Road/99 interchange, a signal would be placed at this location, and when those improvements are made, the westernmost driveway would be changed to allow only right-in access to the site.

A second entrance and exit point is proposed farther east along Service Road, between Shops 1 and Pad A. This access point initially provides right-in-right-out-left-in access. For both of the Service Road access points, the City Engineer has the authority to revoke the left turning access if safety issues arise once the center is operational.

Two entrance/exit points are also proposed along Mitchell Road. The southernmost point is between Shops 2 and Pad B and is limited to right-in/right-out traffic. The second point is located parallel to the front façade of the Walmart and will include a full traffic signal to accommodate projected users. This full-turning access is anticipated to serve as the primary access point for the center.

Two additional entrance/exit points are proposed along Don Pedro Road. These will serve as primary access for delivery vehicles; especially large trucks, and will also provide customer access to the northernmost shops. Furthermore, a traffic signal will be developed at the intersection of Don Pedro and Mitchell Roads with this project.

All site frontages will have standard sidewalks. Pedestrian access within the site is provided by a series of sidewalks connecting groupings of buildings on site (i.e., Majors 2, 3, and 4 and Shops 3, and Shops 1 and 2), as well as crosswalks and pedestrian pathways throughout the parking area. Sidewalks are provided along Service Road and Mitchell Road and within the fronts of all buildings proposed on the site. Pavement markings indicate crossing points for pedestrians at key locations, providing a continuous path for pedestrians accessing Walmart from Mitchell Road. There are also continuous connections to Majors 2–4, Shops 1–3, and Pads A and C from Service Road.

Access via public transit will be accommodated by the provision of a dedicated turn-out area for buses and bus stop facility on Mitchell Road at the north end of the site, just south of Don Pedro Road.

Service Road is planned to include Class II bicycle lanes. These lanes will be striped as the street develops to full width.

Drive Aisles

Drive aisles are the “roadways” within the parking areas lined with parking spaces and connecting one parking section to another and allow flow of vehicles to and from entries and exits of the project site. The surface parking area provides major and minor circulation aisleways. All 2-way drive aisles proposed as part of the project are at least 27 feet wide and all 1-way drive aisles are at least 15-feet wide, consistent with City standards.

Throat Depth

Throat depth refers to the length of continuous curb extending from a project driveway into the project site before a curb break is provided. The continuous curb prevents vehicle queues at the driveway from obstructing internal site circulation. At low-volume turn-restricted driveways, a throat depth of at least 120 feet is provided at right-in/right-out driveways on Service Road and Mitchell Road. At the main Mitchell Road access, throat depth is about 100 feet on the north side and 200 feet on the south side, with turning movements on the north side limited to right turns.

Vehicle/Pedestrian Paths

Pedestrian paths are proposed throughout the site, connecting the roadway network to uses on the site (see Figure 3.0-4 at page 220). Parking aisles have been designed perpendicular to the uses they are serving, such that pedestrians can walk along parked vehicles as opposed to across the aisles.

The drive aisles fronting Majors 1, 2, 3 and 4 are all proposed as major vehicular routes through the site. Most patrons would need to cross a major drive aisle to reach the building entrances. Crosswalks with special pavement treatments will be provided for these crossings. The purpose of this special pavement treatment is to direct customers to the stores’ entrances/exits and to also inform motorists that pedestrians may be present in this area. A crosswalk is proposed connecting the parking area of Pad B to Major 1 across the main entry and from the main parking area to Major 1. A system of sidewalks, pedestrian areas and crosswalks are provided to allow pedestrians to move through the parking areas to each of the stores. Sidewalks are also provided along the perimeter of the project site.

Delivery Vehicles

The site design identifies several areas for the use of delivery vehicles for loading and unloading, as well as proposed navigation routes for the trucks to access various buildings across the site. Daily truck activity at the proposed Walmart would consist of approximately 7 to 9 semi-trailer truck deliveries per

day, 7 days per week, approximately 2 to 3 of which would have refrigeration units, and 8 to 10 small vendor trucks per day, 5 days per week. Truck activity at the proposed Majors 2, 3 and 4, is conservatively estimated at approximately 10 truck deliveries per day. About half of these deliveries will be by semi-trailer. As proposed, deliveries are anticipated to occur throughout the day, seven days per week, including up to five deliveries to the Walmart during the nighttime hours of 10 PM to 5 AM. However, please note that Staff is recommending a condition that would restrict deliveries between 10 PM and 6 AM. See discussion below under "Issues" for further elaboration regarding this matter. The numbers listed above are during normal operation of the center. During the weeks immediately preceding the opening of any buildings within the center there may be a temporary increase in these numbers due to stocking of the stores.

Large delivery vehicles are proposed to access the site from two points along Don Pedro Road to the north of the site. Walmart delivery trucks will load and unload at bays provided at the back (north) side of the Walmart building. The loading bays are partially below grade, to reduce noise impacts and aid in ease of loading and have wing walls at these loading bays to reduce noise associated with these operations. Trucks seeking access to the other Major commercial buildings are expected to enter and exit the site from the westernmost driveway along Don Pedro Road. Navigation routes along the west of the Major buildings provide ingress and egress points, as well as turnaround areas. Delivery vehicles for the remaining shops and pads are expected to be significantly smaller and able to use all site access points.

Parking

The project as proposed provides 1,205 off-street parking spaces, the exact number required for the uses proposed in the center in accordance with the parking provisions of the City Code. In addition, approximately 36 cart corrals are provided within the parking lots; these will not be available for vehicle parking and are not counted in the above parking count. Handicapped accessible parking stalls are proposed consistent with the design and location criteria set forth by Americans with Disabilities Act (ADA) and the Code.

Building Design

The proposed architecture for Walmart features a contemporary design. The predominant building finishes include; a mix of masonry block, painted block, and stucco in a range of neutral natural tones. The remaining Majors and shops feature similar materials and are of a design typical of contemporary commercial centers. The architecture for the Pad buildings has not been submitted and will be subject to subsequent design review approval at the time they are proposed. The building heights vary as shown in Table 1. Buildings will feature a variety of architectural details, such as wall sconces, cornices/copings, canopies and awnings.

The proposed Walmart building elevations are provided at pages 222 to 224. Additionally, the applicant has provided perspectives of how the Walmart building will look from street view and those exhibits can be viewed at pages 225 to 233. The elevations for Majors 2, 3, 4 and the Shops can be viewed at pages 234-240.

Proposed building elevations were not provided for Pads A, B and C as the applicant does not have users for those pads at this time. As such, when users are identified, the applicant will be required to seek approval of the elevations by the Planning Commission at that time. While the elevations are not approved with this action, the pads were considered as a part of the EIR analysis for the project, and subsequent approval of elevations would not likely require additional CEQA analysis.

Landscaping, Wall & Fences

The project site is proposed to be landscaped with a variety of trees, shrubs, vines, perennials, ground covers and turf. The proposed landscaping plan is provided in Figure 3.0-5 at pages 241, 242. The landscaping plan includes a mixture of small, medium, and large trees along the street frontages of Mitchell, Don Pedro and Service Roads and small and medium trees within the parking areas. Tree species will include: Chinese pistache, London plane tree, camphor tree, southern live oak, purple leaf plum, crape myrtle, Idaho flowering locust, goldenrain tree and pink dawn chitalpa. In addition, two large sycamore trees that currently exist on the project site will be preserved during project construction and incorporated into the landscaping plan. The proposed conditions of approval require that the entire site be landscaped at the time of the development of Major 1. This will provide a finished look and an attractive entryway to the City at this location.

The site features a small landscaped plaza located near the corner of Mitchell and Service Roads and extending between the Shops 1 and 2 buildings. This plaza will include seating incorporated into the rear of a proposed "Welcome to Ceres" monument sign/raised landscape planter this sign can be viewed at page 245.

The project is proposed to include a buffer wall along the north edge of the site between the rear of the Walmart building and Don Pedro Road. This wall is in addition to the wing walls that are located immediately adjacent to the loading docks. The Don Pedro wall is proposed to have an overall height of ten (10) feet, consisting of an eight-foot masonry wall atop a two-foot bermed landscaped area. Fifteen feet of landscaped area will be provided between the wall and the sidewalk along Don Pedro, and the project's conditions of approval require the wall to have pilasters every 16 feet and to use enhanced building materials. The wall will extend beyond the loading dock areas, but provides openings for the driveways on Don Pedro and will be developed to ensure that vehicular visibility is not impaired. An eight-foot high masonry wall will be provided along the west boundary of the site adjacent to the Walmart building, extending about 375 feet south of Don Pedro and providing noise and visual buffering to the apartment complex to the west. A decorative privacy fence with pilasters will be provided to hide the loading area of Major 2, extending about 155 feet north from Service Road. The area behind Majors 2, 3 and 4 is also conditioned to provide enhanced landscaping consistent with what is required along Don Pedro. The balance of the west boundary of the project is expected to be provided with security fencing, likely chain link.

Signage

Signage on the project site is regulated by the City's Municipal Code Chapter 18.42, Signing Standards, and the supplemental sign standards contained in the Mitchell Road Corridor Specific Plan. The sign program provides guidelines for the number, size, lettering, and illumination of all signs within the proposed Mitchell Ranch Center project including pylon signs, anchor signs, tenant signs, and window graphics. The proposed project will feature two pylon signs located along Service Road and Mitchell Road, respectively. The sign on Mitchell Road between the two entrances is proposed to be 25 feet high and 12 feet wide, and includes sign panels totaling 130 square feet. The sign on Mitchell Road near the west end of the project is proposed to be 35 feet high and 12 feet wide, with sign panels totaling 177 square feet. Both signs will be double-sided and internally illuminated. Figure 3.0-6 at page 244 illustrates the proposed pylon signs. The Walmart store signage will be located along the south and east elevations of the building and will be limited to one (1) square foot per lineal foot of building on each frontage, as provided by the Code. Signs on the other majors, shops, and pad buildings will also be limited to one (1) square foot per lineal foot of building on each frontage.

The center will also feature a “Welcome to Ceres” monument sign. This sign is not counted as a part of the allowable sign area for the center and can be viewed at page 245.

Lighting

The proposed lighting plan for the project site will include a variety of lighting types, including both pole-mounted and wall-mounted light fixtures. Parking lot lighting will be located along parking stall rows and will consist primarily of pole-mounted fixtures with single, double and triple lights and will range in height from 28 to 30 feet consistent with MRCSP guidelines. Additional lighting will be provided along the proposed buildings and will consist of wall-mounted, single lighting fixtures. Figure 3.0-7 illustrates the proposed lighting arrangement and layout on the site. This plan shows some 42-foot high poles, however, the conditions of approval require that all poles be consistent with the provisions of the MRCSP guidelines. All lighting will be shielded to minimize spillage of light off of the Project site. Also, at Walmart’s main customer entrances/exits there will be lighted bollards to signify those locations at night. As the Planning Commission knows, bollards are the objects placed adjacent to entrances of buildings for safety purposes, so that vehicles can not access those locations.

Employment

The proposed Walmart store (Major 1) will provide 85 new jobs in addition to the 375 existing jobs at the existing store, which will be relocated to the new Walmart in Mitchell Ranch, for a total of 460 jobs. The other shops are estimated to employ 1.1 people per 1,000 square feet resulting in approximately 120 employees. The proposed project is expected to employ about 580 employees at full buildout and occupancy.

Hours of Operation

The Walmart store is proposed to operate 24 hours per day, seven days per week. Other commercial stores and restaurants are expected to operate during the normal business days and hours associated with each type of use. Some of these uses may also desire extended hours, and the application as proposed does not restrict hours of operation. The application as proposed would allow for 24-hour operation of any use on the site. Walmart proposes that the hours of delivery be unlimited, however, Staff is recommending a condition to prohibit deliveries between 10 PM and 6 AM. See further discussion under Staff Comments.

Vesting Tentative Subdivision Map

The project site currently consists of five (5) parcels. A Vesting Tentative Subdivision Map is proposed to reconfigure the parcels into seven (7) new parcels, with boundaries configured to suit the uses and layout proposed. The map is depicted at page 246.

The application for the Vesting Tentative Subdivision Map was deemed complete on December 18, 2007. Under State law, if the map is approved, the Vesting provides that all local fees and regulations in effect as of that date, would be applicable to the project for the duration of the vesting period. Thus, for instance, the City’s Public Facilities Fees, which were revised in 2009 and 2010, would be applicable at the lower 2007 level. This affects the City’s ability to adequately fund infrastructure needs. One purpose of the VTSM is to reconfigure the parcels to be consistent with the proposed layout and development of the center.

STAFF COMMENTS

The following comments reflect known issues regarding the project some of which had been raised by the public during the Draft EIR review and comment period. Several of them are based on topic areas discussed in the project EIR. Not all EIR subjects are discussed in the staff report as many of them do not entail issues of controversy. This section also addresses issues other than environmental matters.

Site Design

The site design as proposed, orients the Walmart store along the north end of the site to face south toward Service Road and the freeway. This orientation results in loading to the rear of the store, on the Don Pedro Road side of the store. Access for truck deliveries is taken from Don Pedro Road via two driveways, one about 180 feet west of the intersection of Mitchell Road and the other at the western end of the site. The southeast corner of Don Pedro and Mitchell features an 8,500 square foot Shops building and parking area. All visitors to the site utilizing the parking area north of the main driveway on Mitchell Road, including visitors to Shops 4 and the Garden Center/Bagged Goods area, will typically exit the site at Don Pedro Road.

This layout has been the focus of many of the comments on the project. Numerous comments have suggested that the layout be redesigned to place the Walmart store in a north-south orientation, facing Mitchell Road, and possibly to shift the store to the southern end of the site and remove the access points on Don Pedro Road. The original applicant, Regency Centers, proposed this layout. Walmart purchased the entire project in November of 2009 (two years after the project began) and elected to keep the layout of the store consistent with Regency's original plans.

The Final EIR considers several layout options and notes that such revisions are generally neutral as to the environmental impacts of the project.

Site Clearance

On October 31, 2007 the applicant received a demolition permit and began site clearance, including demolition of existing structures. This process was halted pending completion of the EIR. The EIR was initiated and a Notice of Preparation was promulgated September 5, 2007, establishing the baseline condition for the EIR. The demolition/clearance occurred subsequent to the September 5 date, but prior to the completion of the draft EIR. The demolition/clearance had the potential to alter the baseline condition as to Biological Resources and Cultural Resources. As to Biological Resources, the EIR text identifies the changes resulting from the demolition/clearance and notes that the clearance, which included the removal of one elderberry bush, was carried out consistent with state and federal law. As to Cultural Resources, the primary means of investigation is through records searches and consultation with the Native American community. This research is unaffected by the demolition. The site analysis also included a pedestrian surface survey undertaken on November 9, 2007, subsequent to the demolition/clearance. No archeological or paleontological resources were identified in the course of the demolition/clearance or by the pedestrian survey. The EIR includes mitigation measures to ensure that there are no significant impacts to resources which may be discovered on the site in the course of construction.

Agricultural Land

The Draft EIR considers the conversion of prime agricultural land in chapter 4.11 and determines that development of the site will result in the irrevocable conversion of agricultural land. This is a significant and unavoidable impact. No mitigation is proposed. Conversion of this area to urban uses is pre-supposed by the adoption of a General Plan and MRCSP, which designates this site for such

development. The loss of agricultural land impact was overridden in the context of those approvals. Approval of this project would also require overriding findings in accordance with the findings set forth in the attached resolution.

Air Quality and Greenhouse Gases

Chapter 4.2 of the Draft EIR discusses Air Quality and Greenhouse Gases and identifies certain mitigation and impacts that cannot feasibly be mitigated.

Impact 4.2.9 notes that while the project's air emissions taken individually are below the level of significance, they still contribute to the overall cumulative emissions in the air basin, and thus the project would result in a cumulatively considerable addition to emissions of criteria air pollutants.

Because the EIR identifies cumulative Air Quality impacts that cannot feasibly be mitigated, approval of this project would require overriding findings in accordance with the findings set forth in the attached resolution.

Traffic

Traffic is discussed in chapter 4.13 of the EIR. This chapter confirms that the proposed project will contribute substantial traffic to the area. A number of mitigation measures are identified to offset traffic impacts, and certain impacts are deemed not to have feasible mitigation and thus to be significant and unavoidable.

As with any development project, the project will be required to improve all fronting streets to meet current city standards. In addition, the following specific measures are included:

1. Don Pedro Road: In order to address anticipated traffic increases on Don Pedro Road, mitigation measure (MM) 4.13.1 provides for preparation and implementation of a traffic calming plan for this street. This plan is to be developed in consultation with City staff and local residents to limit traffic on Don Pedro Road to 2,500 Vehicles Per Day (vpd) between Mitchell Road and the westernmost project driveway and to 1,500 vpd west of the westernmost project driveway. The plan is to include features such as the installation of curb extensions, speed humps, speed feedback signs, lighted crosswalks, and other devices that have proven effectiveness. A minimum of one neighborhood meeting will be held with affected neighbors and the Plan must be approved by the City prior to the issuance of a certificate of occupancy for Major 1, and improvement completed within six (6) months thereafter.
2. East Whitmore/Mitchell Road: MM 4.13.2a provides that the project applicant shall modify Mitchell Road on the northbound approach to East Whitmore Avenue to provide a second left-turn lane, in conjunction with signal timing modifications.
3. Don Pedro Road/Mitchell Road: MM 4.13.2b provides that the project shall install a traffic signal at this location.
4. Service Road/Moffett Road: MM 4.13.2c provides that the project shall widen the southbound approach of Moffett Road to the Service Road intersection to allow striping of a left-turn lane.
5. Service Road/El Camino Avenue: MM 4.13.2d provides that the project shall widen and restripe the southbound approach to provide separate left- and right-turn lanes for vehicles turning from El Camino Avenue onto Service Road and widen and restripe Service Road to provide a westbound right-turn lane. The southbound left-turn pocket should accommodate one vehicle (approximately 25 feet).
6. Service Road/Mitchell Road: MM 4.13.2e: provides that the project shall construct a second eastbound left-turn lane on Service Road to Mitchell Road, extend the northbound left-turn lane to provide at least 325 feet of vehicle storage, make signal modifications to provide protected

east-west left-turn phasing, and pay for the City to evaluate the traffic signal timing, six months subsequent to the issuance of the final certificate of occupancy of Walmart (Major 1) to ensure optional traffic flows through the intersection based on current conditions. This improvement may also require relocation of the existing traffic signal.

7. Rhode Road/Mitchell Road: MM 4.13.2f provides that if the work has not already been completed by another project, the project shall install a traffic signal and realign Rhode Road as required. If the work has already been completed by another project, the proposed project shall reimburse the City its pro-rata share of the improvement.
8. Northbound SR 99/Off-Ramp/On-Ramp/Mitchell Road: MM 4.13.2g provides that the project shall provide improvement plans to CalTrans and to the City that eliminates westbound left-turn movement for non-emergency vehicles, eliminates the stop-control for the northbound movement, and modifies striping. If/when approved by CalTrans, the project applicant shall construct the improvement.
9. Southbound SR 99 On-Ramp/Off-Ramp/Mitchell Road: MM 4.13.2h provides that the project shall provide improvement plans to CalTrans and to the City that install a traffic signal, modify southbound Mitchell Road to provide a second left-turn lane within the existing right-of-way, modify the on-ramp to provide two receiving lanes, and modify striping. If/when approved by CalTrans, the project applicant shall construct the improvement.
10. MM 4.13.3 provides for the development and implementation for a construction management plan to mitigate traffic issues during the construction period.
11. MM 4.13.4a, b and c provide for the long term configuration of driveways serving the site. MM 4.13.4c calls for westernmost driveway on Service Road to be a right-in-right-out configuration with raised median, with eventual provision for reconfiguration when the Mitchell-Service freeway improvements are completed. In staff's judgment, this driveway can initially be configured as a right-in-right-out-left-out access without raised median. In the event that this configuration leads to operational or safety issues, the City Engineer will have the discretion to add a raised median at this location, at the applicant's cost, resulting in its conversion to right-in-right-out operation.
12. MM 4.13.7 a and b provide for the project to pay its fair share of the cost of improvements that will be constructed in the future, for which the project is not solely responsible and which are required as traffic increases over time, but are not required at the time the project opens. These include improvements at Service Road/Central Avenue, and the future SR 99/Mitchell Road/Service Road improvements to be completed when the interchange is rebuilt by CalTrans.

Even with these mitigations, certain impacts remain significant and unavoidable as determined by the EIR, as follows:

Impact 4.13.1, Traffic volume on Don Pedro Road: Even with the traffic calming plan described in MM 4.13.1, it cannot be known with certainty that the vehicle reduction will occur, and therefore this impact is considered significant and unavoidable.

Impact 4.13.2c and d, Moffett Road/Service Road and Service Road/El Camino Avenue: The proposed mitigation reduces but does not fully mitigate the traffic delays in these intersections. No additional feasible mitigation could be identified, and therefore these impacts are considered significant and unavoidable. Further improvements to these locations are expected when the interchange is rebuilt by CalTrans. Because the full funding for the interchange project has not been identified and it is not known, with certainty, that the improvements will be completed when needed.

Impact 4.13.2g and h, State Route 99/Mitchell Road On- and Off-Ramps: Construction of improvements in the freeway right-of-way is not within the control of the applicant or the City; it is controlled by CalTrans. Since completion of the improvements is outside the City's control, these impacts are considered significant and unavoidable.

Impact 4.13.7, Cumulative Demands on Traffic: The identified mitigation provides for the project to pay its fair share of the cost of improvements that will be constructed in the future, for which the project is not solely responsible and which are required as traffic increases over time, but are not required at the time the project opens. The improvements are to be completed when the interchange is rebuilt by CalTrans. Because the full funding for the interchange project has not been identified and it is not known with certainty that the improvements will be completed when needed, this impact is considered significant and unavoidable.

Because the EIR identifies Traffic impacts that cannot feasibly be mitigated, approval of this project would require overriding findings in accordance with the findings set forth in the attached resolution.

Economic and Blight

Economics and blight are considered in Chapter 4.5 of the project Draft EIR. This study concludes that there are two issues in the area of urban decay/blight of concern, the potential for closure of existing businesses in Ceres and the potential for blight if the existing Walmart remains vacant.

As to the potential for closure of existing businesses in Ceres, the study suggests that the grocery component of the Walmart would capture approximately \$16.3 million of sales and that there is some risk of closure of an existing supermarket in Ceres. The study does not find likely potential for closure of other types of stores.

As to the existing store, the study concludes that mitigation of potential blight resulting from vacancy of the existing store can be accomplished by the enforcement of the City's Property Maintenance code, together with a supplemental maintenance agreement for abatement of visual indications of blight. The requirement for such an agreement is made part of the recommended conditions (B.17) for the project included with this item.

In addition, staff has concerns that the re-tenanting of the existing store be accomplished at the earliest possible date and that no undue restrictions on re-tenanting be imposed by the owner. For this reason, the staff included condition B.18 requiring preparation and approval of a Sales Strategy Plan, by the City Council, which will be submitted by the applicant. The condition of approval requires the approval of this plan prior to the Walmart relocating from the existing store to the proposed location. This condition is important as the building at the existing Walmart site is just over 130,000 square feet in size and could accommodate many large national users.

Noise, Hours of Operation and Delivery

The applicant proposes 24-hour operation of the Walmart and notes that some of the remaining potential businesses may also wish to have 24-hour or other extended hours of operation. The application as proposed allows for unrestricted hours of operation for the center. As noted, provides for alcohol sales at the Walmart and within restaurants in the center, but prohibits bars, nightclubs and liquor stores. The applicant also seeks 24-hour availability of the site for delivery, loading and unloading.

24-hour operation of commercial centers introduces some issues for adjacent neighborhoods. In the current instance, the neighborhoods of concern are to the north across Don Pedro and just west of the site on the south side of Don Pedro. Typical issues include noise, lighting and security.

Noise is addressed in chapter 4.10 of the EIR. The EIR concludes that based on the proposed project and its design, noise impacts are expected to be less than significant based on adopted standards of significance.

Night-time noise concerns related to 24-hour operation stems primarily from two sources: Parking lot noise including talking, shouting, and car doors slamming, and trucks making deliveries, loading and unloading. The proposed layout places the Walmart store between the main parking area and the surrounding residences. This orientation, together with the proposed masonry walls to the north and west, provides a significant buffering of parking-lot noise. The delivery and loading design for the Walmart store places the loading docks to the north of the store, toward Don Pedro Road. The docks are partially recessed so that loading can occur at floor height. The docks include wing walls extending back the length of a truck to shield and contain noise. Taken with the proposed masonry walls along the north and northwest portions of the site, these measures will reduce noise impacts from loading/unloading activities to a less than significant level. In addition, the applicant indicates that their delivery fleet is directed to shut down engines and not idle on site, and that this direction is backed up by computerized ability to remotely switch off engines.

Lighting concerns will be the same regardless of hours of operation. The applicant has provided a lighting plan designed to direct lights toward the site and away from adjacent neighborhoods.

Especially with late night operations, security on and around the site is of concern. Walmart stores staffing includes a team trained in security issues. The existing Walmart in Ceres has contract security services. Staff recommends, and the proposed conditions reflect, that the proposed center provide 24-hour security, either by contract or through certificated and qualified in-house personnel.

Staff suggests that the 24-hour operation of the Walmart store and the balance of the center can be supported at this site. The site is designated for a major regional commercial use and is at the intersection of arterial and expressway roadways. The site design is well buffered from adjacent residential uses. That said, staff has concern with late-night deliveries to the site given that these deliveries by semi-truck will pass along Don Pedro and utilize the loading docks on the north side of the store. While this may not be a significant effect on the environment as a whole under CEQA, staff has concern that the noise, light and glare impacts on the neighboring residences would result in negative localized impacts on the health and safety of the neighboring residences. Therefore, staff recommends that in order to avoid these localized impacts to the neighborhood, deliveries be prohibited after 10:00 pm and before 6:00 am.

Phasing

The center will not be built in a single phase. Currently, the only identified tenant is the Walmart. It may be several years before additional buildings are built and occupied. In order to maintain a clean and finished look at this key City gateway intersection, staff has included conditions requiring that the entire paved area of the site be developed (condition C.23) and that the entire site be landscaped (condition C.26) at the time of the development of Major 1.

Temporary Sales

When the center is completed, the amount of parking to be provided will precisely match the amount required, and there will not be any excess parking available. However, in the interim there may be significant paved area not required for parking. Condition B.8 allows for temporary sales pursuant to issuance of a Temporary Use Permit as long as required parking ratios are maintained. Examples of these sales include pumpkin patches or Christmas tree lots. However, they do not include any auto oriented sales as temporary uses, as the City prohibits those sales.

CEQA (California Environmental Quality Act)

The project was reviewed pursuant to the California Environmental Quality Act (CEQA) and was determined to require preparation of an Environmental Impact Report (EIR). An EIR (SCH # 2007092011) was prepared for the project and is enclosed with the Planning Commissioner's agendas. The Draft EIR is posted on the City's website at <http://www.ci.ceres.ca.us>.

The Notice of Preparation (NOP) was released on September 5, 2007 and two public scoping meetings regarding the NOP were held on September 19, 2007. The first meeting was held at 12:00 pm, and the second at 7:00 pm, both being held in the City Council chambers at 2210 Magnolia Street. The NOP review and comment period ended on October 5, 2007. On May 19, 2010 the Draft EIR was released to the public for the mandated 45-day review and comment period. The City received numerous comments by the close of the Draft EIR review period on July 6, 2010. The Final EIR was released to the public on February 2, 2011.

The project EIR identifies environmental impacts which are less than significant based on established standards of significance, and impacts which are significant and unavoidable, i.e. those for which no feasible mitigation exists. Significant and unavoidable impacts include impacts to:

- Cumulative impact on emission of criteria air pollutants.
- Conversion of farmland to non-agricultural uses
- Traffic

Each of these impacts is discussed in depth in the EIR.

In order to approve a project which has significant and unavoidable impacts, findings and a Statement of Overriding Considerations must be adopted. 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." 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 must 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 must be supported by substantial evidence in the record. Proposed finding for the Statement of Overriding Considerations are found in the resolution accompanying this item.

The EIR also identifies mitigation measures required to ensure that certain impacts remain less than significant. Each such mitigation measure is incorporated into the proposed conditions of approval included with this item. Any removal or modification of any condition which reflects mitigation would require the same type of balancing and findings as described above, and is not recommended. A Mitigation Monitoring and Reporting Program is proposed as a part of this approval.

STAFF RECOMMENDATION

Staff recommends certification of the Final EIR for the proposed project, making findings as set forth in Draft Resolution PC 11-03 and approval of the project subject to the findings and conditions contained in Draft Resolutions PC 11-04 and 11-05. Staff's recommendation is contingent on the concurrent approval of the totality of the proposed project conditions. The removal of any condition(s) could cause staff's recommendation to change.

Approval of the Project will require the adoption of a Statement of Overriding Considerations finding that the project benefits outweigh the identified environmental consequences. Exhibit A to the attached Resolution 11-03 provides the following specific reasons in support of such an override.

1. The Project Would Generate Sales Tax Revenue For the City.
2. The Project Would Increase the City's Employment Base and Create Diverse Employment Opportunities for City Residents.
3. The Project Would Provide Buffers and Transitions between Commercial Uses and Adjacent Residential Uses.
4. The Project Would Provide a High-Quality Development Design.
5. The Project Would Utilize High-Quality Building Materials.
6. The Project Would Feature Numerous Energy Conserving Measures.
7. The Project Would Provide Attractive Landscaping Providing Amenities Onsite and as Viewed From Adjacent Streets.
8. The Project Would Provide Quality Goods and Services Desired By City Residents.
9. The Project Would Increase Retail Activity in the Project Area.
10. The Project Would Serve as a Regional Commercial Gateway to the City.
11. The Project Would Be a Good Member of the Community.
12. The Project Would Contribute to the Physical Identity of the Area and Result in Improvements to a Major Corridor.

REQUIRED ACTION

1. Certify the Environmental Impact Report, SCH # 2007092011, for the project, making findings as set forth in Draft Resolution PC 11-03.
2. Approval of 07-31 CUP subject to the findings and conditions contained in the attached Draft Resolution PC 11-04.
3. Approval of 07-32 VTSM subject to the findings and conditions contained in the attached Draft Resolution PC 11-05.

Attachments:

Page(s)

20-157.....Draft PC Resolution 11-03 – Certification of Final EIR

158-189.....Draft PC Resolution 11-04 – Conditional Use Permit

190-219.....Draft PC Resolution 11-05 – Vesting Tentative Subdivision Map

- 220.....Site Plan
- 221.....Floor Plan – Major 1 (Walmart)
- 222-224.....Elevation – Major 1 Walmart
- 225-233.....Perspective Views – Major 1 Walmart
- 234-240.....Elevations – Remaining Commercial Buildings
- 241-242.....Landscape Plans
- 243-245.....Signage
- 246.....Vesting Tentative Subdivision Map
- 247.....Photometric Plan (Lighting)

Provided to Planning Commission with agenda distribution and available on City website:

- 248-254.....Petitions regarding Don Pedro Road
- 255-275.....Support Correspondence – Received after Draft EIR review period
- 276-278.....Opposition Correspondence – Received after Draft EIR review period
- 279.....Vicinity Map
- 280-283.....Mitchell Ranch Project Petition – January 14, 2011
 -Final Environmental Impact Report (**AVAILABLE** on City website)

RECORDING REQUEST BY:
CITY OF CERES

When Recorded mail to:

City of Ceres
Planning Division
2220 Magnolia Street
Ceres, CA 95307

**DRAFT
RESOLUTION NO. 11-03**

**A RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF CERES
CERTIFYING AN ENVIRONMENTAL IMPACT REPORT AND ADOPTING
FINDINGS CONCERNING MITIGATION MEASURES, FINDINGS CONCERNING
ALTERNATIVES, A STATEMENT OF OVERRIDING CONSIDERATIONS AND A
MITIGATION MONITORING AND REPORTING PROGRAM FOR THE
MITCHELL RANCH CENTER PROJECT**

APPLICANT/
PROPERTY OWNER: Walmart Real Estate Business Trust
ATTN: Real Estate Manager
2001 SE 10th Street
Bentonville, AR 72716

APPLICANT'S
REPRESENTATIVE: Greenberg Farrow
ATTN: Howard Hardin
1920 Main St., Suite 1150
Irvine, CA 92614

SITE LOCATION: 2872 Don Pedro Road, 3901 Mitchell Road, 2827, 2829 and
2873 Services Road, Ceres, CA, 95307

APN'S: 053-012-068 and 053-013-016, -017, -018, and -019

WHEREAS, the Mitchell Ranch center project proposes to develop a retail center that is approximately 299,830 square feet, anchored by an approximately 191,430 square foot Walmart store, including an approximately 5,762 square foot garden center, and ten other commercial buildings tenanted by junior anchor stores, small-scale retail stores and sit-down and fast-food restaurants ("Project"). The project site is located within the City at the northwest corner of the intersection of Mitchell Road and Service Road and consists of five parcels (APNs 053-012-068 and 053-013-016 through -019) totaling 26.3 acres. The project approvals include a conditional use permit ("CUP") and a vesting tentative subdivision map ("VTSM") that would recombine the existing parcels into seven new parcels; and

WHEREAS, the City prepared an Initial Study for the Project consistent with CEQA Guidelines section 15063 and determined that an Environmental Impact Report (hereafter "EIR") was required in order to analyze significant impacts associated with the project; and

WHEREAS, in accordance with Sections 15063 and 15082 of the CEQA Guidelines, the City prepared an Initial Study and Notice of Preparation (“NOP”) of an Environmental Impact Report and filed them with the Office of Planning and Research (“OPR”) on September 5, 2007. The Initial Study and NOP were circulated to the public, local and state agencies, and other interested parties to solicit comments on the project; and

WHEREAS, based on the Initial Study and responses to the Notice of Preparation, the City prepared a Draft EIR and circulated the required 45 day public review period on May 19, 2010. Copies of the Draft EIR were available at the City offices and the local public library. In addition, the Draft EIR was made available on the City’s website and Project information was made available in PDF format or on CD by request; and

WHEREAS, a formal Notice of Completion (“NOC”) of the Draft EIR was prepared and circulated on May 19, 2010, as required by CEQA. The NOC was circulated to responsible agencies, adjacent property owners and interested parties, including any person who filed a written request for such a notice; and

WHEREAS, the public comment period for the Draft EIR was May 19, 2010 through July 6, 2010; and

WHEREAS, the City received numerous comment letters from the public and public agencies during the public review period. The City prepared a Final EIR dated November 2010, containing written responses to all comments received during the public review period, which responses provide the City's good faith, reasoned analysis of the environmental issues raised by the comments; and

WHEREAS, the Final EIR was released to the public and public agencies at least ten days prior to the Planning Commission hearing on the project; and

WHEREAS, a Staff Report, dated February 22, 2011, and incorporated herein by reference, described and analyzed the project and the environmental issues raised by the EIR for and the Project for the Planning Commission; and

WHEREAS, the Planning Commission reviewed the Staff Report, and the EIR and related public comments at a noticed public hearing on February 22, 2011, at which time all interested parties had the opportunity to be heard; and

WHEREAS, the Draft and Final EIRs reflect the City's independent judgment and analysis on the potential for environmental impacts and constitute the Environmental Impact Report for the Mitchell Ranch Center Project; and

WHEREAS, the Project would have significant effects on the environment, most of which can be substantially reduced through mitigation measures; therefore, approval of the Project must include mitigation findings as set forth in attached Exhibit A; and

WHEREAS, some of the significant effects cannot be lessened to a level of less than significant; therefore, approval of the Project must include findings concerning alternatives as set forth in attached Exhibit A and a Statement of Overriding Considerations as set forth in attached

Exhibit A; and

WHEREAS, a Mitigation Monitoring and Reporting Program, as required by CEQA, is contained in attached Exhibit B; and

WHEREAS, the Draft and Final EIRs are separately bound documents, incorporated herein by reference, and pursuant to Public Resources Code Section 21081.6 and California Code of Regulations, title 14, Section 15091, the City is the custodian of the documents and other materials that constitute the record of proceedings upon which the City's decision is based, and such documents and other material are located at: Ceres City Clerk's Office, 2720 Second Street, Ceres, California 95307.

WHEREAS, the properties affected by this resolution are located at: 2872 Don Pedro Road, 3901 Mitchell Road, 2827, 2829 and 2873 Services Road, Ceres, CA, 95307; and,

WHEREAS, properties affected by this resolution are described as: The land referred to herein is situated in the State of California, County of Stanislaus, City of Ceres.

Parcel 1: APN: 053-012-068 – Parcel “B” in the City of Ceres, County of Stanislaus, State of California, as shown on the certain Parcel Map filed June 7, 1977 in Volume 25 of Parcel Maps at Page 36, Stanislaus County Records.

Parcel 2: APN: 053-013-016 – Parcel “B” in the City of Ceres, County of Stanislaus, State of California, as shown on the certain Parcel Map filed April 16, 1968 in Volume 5 of Parcel Maps at Page 51, Stanislaus County Records.

Parcel 3: APN: 053-013-018 – The East 82 feet of the South half of Lot 39 of Smyrna Park Tract, in the City of Ceres, County of Stanislaus, State of California, according to the Official Map thereof, filed in the office of the recorder of Stanislaus County, California, on February 21, 1903 in Volume 1 of Maps, at Page 79 (measured from the North line of Service Road running along the South boundary of said Lot 39). Excepting therefrom that portion conveyed to the State of California by Deed recorded December 17, 1962 in Book 1817 Page 315 of Official records, described as follows: Beginning at a point that lies North $89^{\circ} 52' 43''$ West 739.84 feet and North $0^{\circ} 07' 17''$ East, 18.04 feet from a 1-inch iron pipe set in the ground to mark the Section corner common to Sections 13, 14, 23 and 24, Township 4 South, Range 9 East, Mount Diablo Base and Meridian, said point also being the intersection of the Northerly right of way line of Service Road (a county road 40 feet in width) and the Easterly line of that certain parcel of land as described in Deed to Durwood H. Simms, et ux, dated September 10, 1935 and recorded September 12, 1935 in Volume 569 of Official Records, page 372 Stanislaus County records; thence along said Easterly line North $0^{\circ} 10'$ West 11.25 feet; thence leaving said Easterly line South $89^{\circ} 57' 33''$ East, 82.00 feet to the Westerly line of that certain parcel of land as described in Decree Terminating Joint Tenancy to A.L. Cooper recorded February 26, 1945 as Instrument No. 3362, Stanislaus County Records; thence along said Westerly line South $0^{\circ} 10'$ East, 11.15 feet to the Northerly right of way line of aforementioned Service Road; thence along said Northerly line South $89^{\circ} 58' 08''$ West, 82.00 feet to the point of beginning.

Parcel 4: APN 053-013-017 – All that portion of Lot 39 of Smyrna Park Tract, in the City of Ceres, County of Stanislaus, State of California, according to the Map thereof as filed in Volume 1 of Maps, at page 79, Stanislaus County Records in Section 14, Township 4 South, Range 9 East, Mount Diablo Base and Meridian, described as follows: Commencing at the Southeast corner of said Section 14, thence South 89° 58' 08" West along the South line of said Section 14, a distance of 862.31 feet; thence North 0° 01' 52" West, a distance of 31.38 feet to the North right-of-way line of the land conveyed to the State of California by Deed recorded June 8, 1960 in Volume 1617 Page 322, Official Records of Stanislaus County as instrument No. 16253 and the true point of beginning of this description; thence continuing North 0° 00' 52" West, a distance of 152.62 feet; thence South 89° 58' 08" West parallel to and 184 feet North of the South line of said Section 14 a distance of 133.00 feet; thence South 0° 01' 52" East, a distance of 139.63 feet to the North line of said State of California property; thence South 81° 57' 24" East along said North line, a distance of 92.24 feet; thence continuing along said North line, South 89° 59' 15" East, a distance of 41.69 feet to the point of beginning.

Parcel 5: APN 053-013-019 – Lot 40 of Smyrna Park Tract, in the City of Ceres, County of Stanislaus, State of California, according to the map thereof filed for record in the office of the County Recorder of Stanislaus County on February 21, 1903 in Volume 1 of Maps, at Page 79. Excepting therefrom all that portion described in Deed to the County of Stanislaus recorded September 25, 1957 in Volume 1446 Page 520, as Document No. 24477, Stanislaus County Records. Also excepting therefrom all that portion described in Deed to the State of California recorded January 18, 1960 in Volume 1614 page 22, as Document No. 14427, Stanislaus County Records. Also excepting therefrom all that portion of land described in that document filed for record October 19, 2004, as Document No. 172534, Stanislaus County Records.

NOW, THEREFORE, BE IT RESOLVED that the foregoing recitals are true and correct and made a part of this resolution.

BE IT FURTHER RESOLVED that the Planning Commission certifies the following:

- A. The EIR for the Project is hereby certified pursuant to the CEQA (Pub. Resources Code, § 21000 et seq.). (CEQA Guidelines, § 15090.) The Planning Commission hereby certifies that the Final EIR has been completed in compliance with the requirements of CEQA. The Planning Commission further certifies that the Final EIR was presented to it, and that it considered the information contained in the Final EIR prior to approving the Project. Finally, the Planning Commission certifies that the Final EIR reflects the Planning Commission's independent judgment and analysis.

BE IT FURTHER RESOLVED that the Planning Commission adopts the findings concerning significant impacts, mitigations and alternatives set forth in Exhibit A, the Statement of Overriding Considerations set forth in Exhibit A, and the Mitigation Monitoring and Reporting Program set forth in Exhibit B, which exhibits are incorporated herein by reference.

I HEREBY CERTIFY that the foregoing Resolution was duly and regularly adopted by the Planning Commission of the City of Ceres at a regular meeting of said Planning Commission held on the 22nd day of February 2011, by the following vote

VOTE upon the foregoing resolution was as follows:

AYES:

NOES:

ABSENT:

ABSTAINING:

ATTEST:

**TOM WESTBROOK, SECRETARY OF
THE CERES PLANNING COMMISSION**

EWI 20170119 CERES PLANNING COMMISSION Ranch Creek Standing Committee Exhibit 2012-11 Resolution No. 01-03 (LBB).COC

EXHIBIT A

**City of Ceres
Mitchell Ranch Center**

***Final Environmental Impact Report
(SCH No. 2007092011)***

**Certification of the EIR,
Findings of Fact,
& Statement of
Overriding Considerations**

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I. INTRODUCTION

The California Environmental Quality Act, Public Resources Code Section 21000 *et seq.* (“CEQA”), states that if a project would result in significant environmental impacts, it may be approved if feasible mitigation measures or feasible alternatives are proposed which avoid or substantially lessen the impact or if there are specific economic, social, or other considerations which justify approval notwithstanding unmitigated impacts.

Therefore, when an environmental impact report (“EIR”) has been completed which identifies one or more potentially significant or significant environmental impacts, the approving agency must make one or more of the following findings for each identified significant impact:

1. Changes or alternatives which avoid or substantially lessen the significant environmental effects as identified in the EIR have been required or incorporated into the project; or
2. Such changes or alternatives 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; or
3. Specific economic, social or other considerations make infeasible the mitigation measures or project alternatives identified in the EIR. (Pub. Resources Code, § 21081).

As “lead agency” under California Code of Regulations, title 14, Section 15367, the City of Ceres (“City”) hereby adopts the following CEQA findings relating to the Mitchell Ranch Center Draft Environmental Impact Report dated May 2010 (“Draft EIR”) and the Final Environmental Impact Report (“Final EIR”) certified by the City on February 22, 2011. The Draft EIR and the Final EIR are collectively referred to herein as the “EIR.”

II. PURPOSE AND BACKGROUND

A. The Project

The project site is located within the City at the northwest corner of the intersection of Mitchell Road and Service Road and consists of five parcels (APNs 053-012-068 and 053-013-016 through -019) totaling 26.3 acres. Proposed development on the project site consists of a retail center that is approximately 299,830 square feet, anchored by an approximately 191,430 square foot Walmart store, including an approximately 5,762 square foot garden center, and ten other commercial buildings tenanted by junior anchor stores, small-scale retail stores and sit-down and fast-food restaurants (“Project”). For purposes of providing a conservative evaluation of Project impacts, much of the technical analysis prepared in conjunction with the EIR analyzed the Project to be 327,229 square feet. (Draft EIR, pp. 2.0-1 to 2.0-2 and 3.0-10 to 3.0-13.)

B. Purpose of the Project

The Project objectives are as follows:

- To construct a regional retail center within the City of Ceres that will reduce market leakage to other jurisdictions.
- To promote development within the City that is context-sensitive and enhances the quality of life for the residents of Ceres.
- To construct a regional commercial center with convenient highway and roadway access which will provide safe and efficient customer, contractor, emergency, and delivery vehicle ingress and egress.
- To support development applications that are consistent with existing land use designations for regional commercial and retail uses.
- To provide a source of significant new sales tax revenue to Ceres.
- To provide new retail employment opportunities to residents of Ceres and the surrounding areas.
- To support development applications that comply with and fulfill the objectives of the General Plan, the Zoning Ordinance, the Mitchell Road Corridor Specific Plan, and all other applicable codes, plans, and ordinances of Ceres.
- To support development applications that do not conflict with the planned Mitchell/Service Road Interchange Project.
- To protect the economic viability of the Ceres downtown area.

(Draft EIR, p. 3.0-9.)

C. Purpose of the EIR

The EIR was prepared in accordance with CEQA, Public Resources Code sections 21000-21178, and the CEQA Guidelines, California Code of Regulations, title 14, sections 15000-15387, to address the environmental impacts associated with the development of the 26.3-acre Project site and the construction of a 299,830 square foot retail center, anchored by an approximately 191,430 square foot Walmart store, including an approximately 5,762 square foot garden center, and ten other commercial buildings tenanted by junior anchor stores, small-scale retail stores and sit-down and fast-food restaurants. To ensure flexibility in the Project, the City prepared the EIR using a total building square footage that was greater than the actual application. Accordingly, many of the technical reports contained in the EIR examine the potential impacts of a

327,229 square foot facility. As required by Section 15121 of the CEQA Guidelines, the EIR assesses the potential environmental impacts resulting from approval, construction, and operation of the Project, and identifies feasible means of minimizing potential adverse environmental impacts. The City is the lead agency for the environmental review of the Project and the EIR was prepared under the direction and supervision of the City. (Draft EIR, pp. 1.0-1, 2.0-1 to 2.0-2 and 3.0-10 to 3.0-13.)

D. Procedural Background

Following is an overview of the environmental review process for the Project that has led to the preparation of the EIR.

1. In accordance with Sections 15063 and 15082 of the CEQA Guidelines, the City prepared an Initial Study and Notice of Preparation (“NOP”) of an Environmental Impact Report and filed them with the Office of Planning and Research (“OPR”) on September 5, 2007. The Initial Study and NOP were circulated to the public, local and state agencies, and other interested parties to solicit comments on the Project. Two public scoping meetings were held on September 19, 2007 to further address concerns. Environmental issues and alternatives raised by comments received on the NOP during the public review period were considered for inclusion in the EIR.
2. The Draft EIR was circulated for public review on May 19, 2010. Copies of the Draft EIR were available at the City offices and the local public library. In addition, the Draft EIR was made available on the City’s website and Project information was made available in PDF format or on CD by request.
3. A formal Notice of Availability (“NOA”) of the Draft EIR was prepared and circulated on May 19, 2010, as required by CEQA. The NOA was circulated to responsible agencies, adjacent property owners and interested parties, including any person who filed a written request for such a notice, and was published in the Ceres Courier and the Modesto Bee.
4. The public comment period for the Draft EIR was May 19, 2010 through July 6, 2010.
5. In response to comments received concerning the Draft EIR, the Final EIR was issued on February 2, 2011, at least 10 days prior to certification by the Planning Commission. The Final EIR contains copies of all comments received on the Draft EIR and responses to those comments. The Final EIR also contains errata revisions to the Draft EIR and supplemental information deemed necessary in response to comments on the Draft EIR.

6. Copies of the Final EIR were sent to the commenting responsible agencies. All other commenters received notice with instructions for accessing the Final EIR. Copies of the Final EIR were available at the City offices and the local public library. In addition, the Final EIR was made available on the City's website and Project information was made available in PDF format or on CD by request.
7. A formal Notice of Availability ("NOA") of the Final EIR was prepared and circulated on February 2, 2011. The NOA was circulated to responsible agencies, adjacent property owners and interested parties, including any person who filed a written request for such a notice, and was published in the Ceres Courier and the Modesto Bee.
8. Pursuant to Public Resources Code Section 21092.5, the City provided a written response in the form of the Final EIR to all public agencies commenting on the Draft EIR, 10 days prior to certifying the EIR.
9. On February 22, 2011, the Planning Commission certified the Final EIR and passed a resolution approving the Project.

(Draft EIR, pp. 1.0-9 to 1.0-10; see also Draft EIR, Appendix 1.0-1.)

III. DESCRIPTION OF THE RECORD

The record of proceedings for the Planning Commission's decision on the Project includes, but is not limited to, the following documents:

- The NOP and all other public notices issued by the City in conjunction with the Project;
- All applications for approvals and development entitlements related to the Project and submitted to the City;
- The Draft EIR for the Project (May 19, 2010) and technical appendices;
- All comments submitted by agencies or members of the public during the public comment period on the Draft EIR;
- The Final EIR for the Project, including comments received on the Draft EIR, responses to those comments, and the Draft EIR and technical appendices (dated November 2010);
- The Mitigation Monitoring and Reporting Program for the Project;

- All reports, studies, memoranda, maps, staff reports, or other planning documents related to the Project prepared by the City, or consultants to the City with respect to the City's compliance with the requirements of CEQA and with respect to the City's action on the Project;
- All reports, studies, memoranda, maps, staff reports, or other planning documents related to the Project cited or referenced in the preparation of the Draft EIR or Final EIR;
- The City of Ceres General Plan, the Mitchell Road Corridor Specific Plan, the Zoning Code, and any other relevant City planning documents;
- All documents submitted to the City (including to the Planning Commission) by other public agencies or members of the public in connection with the Project, up through the close of the public comment period on July 6, 2010;
- Any minutes and/or verbatim transcripts of all information sessions, public meetings, and public hearings held by the City in connection with the Project; and
- Any other materials required for the record of proceedings by Public Resources Code Section 21167.6, subdivision (e).

The Planning Commission has relied on all of the documents listed above in reaching its decision on the Project, even if not every document was formally presented to the Commission or City staff as part of the City files generated in connection with the Project. Without exception, any documents set forth above not found in the Project files fall into one of two categories. Many of them reflect prior planning or legislative decisions of which the Planning Commission was aware in approving the Project. (See *City of Santa Cruz v. Local Agency Formation Commission* (1978) 76 Cal.App.3d 381, 391-392; *Dominey v. Department of Personnel Administration* (1988) 205 Cal.App.3d 729, 738, fn. 6.) Other documents influenced the expert advice provided to City staff or consultants, who then provided advice to the Planning Commission. For that reason, such documents form part of the underlying factual basis for the Commission's decisions relating to the adoption of the Project. (See Pub. Resources Code, § 21167.6, subd. (e)(10); *Browning-Ferris Industries v. City Council of City of San Jose* (1986) 181 Cal.App.3d 852, 866; *Stanislaus Audubon Society, Inc. v. County of Stanislaus* (1995) 33 Cal.App.4th 144, 153, 155.)

IV. DISCRETIONARY ACTIONS

The Project involves the following actions and approvals by the City:

1. Certification of the Environmental Impact Report

2. Adoption of the Mitigation Monitoring and Reporting Program and Statement of Overriding Considerations.
3. Approval of a Conditional Use Permit (incorporating Specific Plan Site Plan Review provided for by the MRCSP)
4. Approval of the Vesting Tentative Subdivision Map

The following findings, as well as the accompanying statement of overriding considerations in Section XI, have been prepared to comply with the requirements of CEQA (Pub. Resources Code § 21000 et seq.) and the CEQA Guidelines (Cal. Code Regs., tit. 14, § 15000 et seq.).

V. GENERAL FINDINGS

A. Terminology of Findings

Public Resources Code Section 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[.]” The same statute states that 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.” Section 21002 goes on to state that “in the event [that] 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 announced in Public Resources Code Section 21002 are implemented, in part, through the requirement that agencies must adopt findings before approving projects for which an Environmental Impact Report (“EIR”) is required. (See Pub. Resources Code, § 21081, subd. (a); CEQA Guidelines, § 15091, subd. (a).) For each significant environmental effect identified in an EIR for a proposed project, the approving agency must issue a written finding reaching one or more of three permissible conclusions. The first such finding is that “[c]hanges 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.” (CEQA Guidelines, § 15091, subd. (a)(1).) The second permissible finding is that “[s]uch 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.” (CEQA Guidelines, § 15091, subd. (a)(2).) The third potential conclusion is that “[s]pecific 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.” (CEQA Guidelines, § 15091, subd. (a)(3).) Public Resources Code Section 21061.1 defines “feasible” to mean “capable of being accomplished in a successful manner within a reasonable period of time, taking into account economic, environmental, social and technological factors.”

CEQA Guidelines Section 15364 adds another factor: “legal” considerations. (See also *Citizens of Goleta Valley v. Board of Supervisors* (1990) 52 Cal.3d 553, 565 (*Goleta II*).

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. (*City of Del Mar v. City of San Diego* (1982) 133 Cal.App.3d 410, 417.) “[F]easibility” under CEQA encompasses ‘desirability’ to the extent that desirability is based on a reasonable balancing of the relevant economic, environmental, social, and technological factors.” (*Ibid.*; see also *Sequoyah Hills Homeowners Assn. v. City of Oakland* (1993) 23 Cal.App.4th 704, 715.)

The CEQA Guidelines do not define the difference between “avoiding” a significant environmental effect and merely “substantially lessening” such an effect. The agency must therefore glean the meaning of these terms from the other contexts in which the terms are used. Public Resources Code Section 21081, on which CEQA Guidelines Section 15091 is based, uses the term “mitigate” rather than “substantially lessen.” The CEQA Guidelines therefore equate “mitigating” with “substantially lessening.” Such an understanding of the statutory term is consistent with the policies underlying CEQA, which include the policy 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.” (Pub. Resources Code, § 21002.)

For purposes of these findings, the term “avoid” refers to the effectiveness of one or more mitigation measures to reduce an otherwise significant effect to a less-than-significant level. In contrast, the term “substantially lessen” refers to the effectiveness of such measure or measures to substantially reduce the severity of a significant effect, but not to reduce that effect to a less-than-significant level. These interpretations appear to be mandated by the holding in *Laurel Hills Homeowners Association v. City Council* (1978) 83 Cal.App.3d 515, 519-521, in which the Court of Appeal held that an agency had satisfied its obligation to substantially lessen or avoid significant effects by adopting numerous mitigation measures, not all of which rendered the significant impacts in question less-than-significant.

Although CEQA Guidelines Section 15091 requires only that approving agencies specify that a particular significant effect is “avoid[ed] or substantially lessen[ed],” these findings, for purposes of clarity, in each case will specify whether the effect in question has been reduced to a less-than-significant level, or has simply been substantially lessened but remains significant.

Moreover, although Section 15091, read literally, does not require findings to address environmental effects that an EIR identifies as merely “potentially significant,” these findings will nevertheless fully account for all such effects identified in the Final EIR.

CEQA requires that the lead agency adopt mitigation measures or alternatives, where feasible, to substantially lessen or avoid significant environmental impacts that would otherwise occur. Project modification or alternatives are not required, however, where such changes are infeasible or where the responsibility for modifying the project lies with some other agency. (CEQA Guidelines, § 15091, subd. (a), (b).)

With respect to a project for which significant impacts are not avoided or substantially lessened, a public agency, after adopting proper findings, may nevertheless approve the project if the agency first adopts a statement of overriding considerations setting forth the specific reasons why the agency found that the project’s “benefits” rendered “acceptable” its “unavoidable adverse environmental effects.” (CEQA Guidelines, §§ 15093, 15043, subd. (b); see also Pub. Resources Code, § 21081, subd. (b).) The California Supreme Court has stated, “[t]he wisdom of approving . . . any development project, a delicate task which requires a balancing of interests, is necessarily left to the sound discretion of the local officials and their constituents who are responsible for such decisions. The law as we interpret and apply it simply requires that those decisions be informed, and therefore balanced.” (*Goleta II, supra*, 52 Cal.3d at p. 576.)

These findings constitute the Planning Commission members’ best efforts to set forth the evidentiary and policy bases for its decision to approve the Project in a manner consistent with the requirements of CEQA. To the extent that these findings conclude that various proposed mitigation measures outlined in the Final EIR are feasible and have not been modified, superseded or withdrawn, the City hereby binds itself to implement these measures. These findings, in other words, are not merely informational, but rather constitute a binding set of obligations that will come into effect when the Planning Commission adopts a resolution approving the Project.

B. Certification of Final EIR

The Final EIR for the Project is hereby certified pursuant to the CEQA (Pub. Resources Code, § 21000 et seq.). (CEQA Guidelines, § 15090.) The Planning Commission hereby certifies that the Final EIR has been completed in compliance with the requirements of CEQA. The Planning Commission further certifies that the Final EIR was presented to it and that it considered the information contained in the Final EIR prior to approving the Project. Finally, the Planning Commission certifies that the Final EIR reflects the Planning Commission’s independent judgment and analysis.

C. Changes to the Draft EIR

CEQA Guidelines Section 15088.5 requires a lead agency to recirculate an EIR for further review and comment when significant new information is added to the EIR after public notice is given of the availability of the draft EIR but before certification of the Final EIR. New information added to an EIR is not “significant” unless the EIR is changed in a way that deprives the public of a meaningful opportunity to comment upon a substantial adverse environmental effect of the project or a feasible way to mitigate or avoid such an effect that the project proponent declines to implement. The CEQA Guidelines provide the following examples of significant new information under this standard:

- A new significant environmental impact would result from the project or from a new mitigation measure proposed to be implemented.

- A substantial increase in the severity of an environmental impact would result unless mitigation measures are adopted that reduce the impact to a level of insignificance.
- A feasible project alternative or mitigation measure considerably different from others previously analyzed would clearly lessen the environmental impacts of the project, but the project's proponents decline to adopt it.
- The draft EIR was so fundamentally and basically inadequate and conclusory in nature that meaningful public review and comment were precluded. (*Mountain Lion Coalition v. Fish and Game Com.* (1989) 214 Cal.App.3d 1043.)

Recirculation is not required where the new information added to the EIR merely clarifies or amplifies or makes insignificant modifications in an adequate EIR.

The Planning Commission recognizes that the Final EIR incorporates information obtained by the City since the Draft EIR was completed, and contains additions, clarifications, modifications, and other changes. These changes are set forth in section 3.0 of the FEIR. This information was incorporated into the Final EIR to clarify and further refine the environmental analysis of the Project's operational air quality emissions. This is not significant new information that would trigger recirculation.

Notably, CEQA case law emphasizes that “[t]he CEQA reporting process is not designed to freeze the ultimate proposal in the precise mold of the initial project; indeed, new and unforeseen insights may emerge during investigation, evoking revision of the original proposal.” (*Kings County Farm Bureau v. City of Hanford* (1990) 221 Cal.App.3d 692, 736-737; see also *River Valley Preservation Project v. Metropolitan Transit Development Bd.* (1995) 37 Cal.App.4th 154, 168, fn. 11.) “CEQA compels an interactive process of assessment of environmental impacts and responsive project modification which must be genuine. It must be open to the public, premised upon a full and meaningful disclosure of the scope, purposes, and effect of a consistently described project, with flexibility to respond to unforeseen insights that emerge from the process.’ [Citation.] In short, a project must be open for public discussion and subject to agency modification during the CEQA process.” (*Concerned Citizens of Costa Mesa, Inc. v. 33rd Dist. Agricultural Assn.* (1986) 42 Cal.3d 929, 936.)

In sum, the information added to the EIR merely clarifies or amplifies the prior information, or makes insignificant modifications; therefore, the Draft EIR does not need to be recirculated.

D. Evidentiary Basis for Findings

The findings and determinations contained herein are based on the competent and substantial evidence, both oral and written, contained in the entire record relating to the Project and the EIR. The findings and determinations constitute the independent findings and

determinations by this Planning Commission in all respects and are fully and completely supported by substantial evidence in the record as a whole.

Although the findings below identify specific pages within the Draft and Final EIRs in support of various conclusions reached below, the Commission has no quarrel with, and thus incorporates by reference and adopts as its own, the reasoning set forth in both environmental documents, and thus relies on that reasoning, even where not specifically mentioned or cited below, in reaching the conclusions set forth below, except where additional evidence is specifically mentioned. This is especially true with respect to the Commission's approval of all mitigation measures recommended in the Final EIR, and the reasoning set forth in responses to comments in the Final EIR. The Planning Commission further intends that if these findings fail to cross-reference or incorporate by reference any other part of these findings, any finding required or permitted to be made by this Planning Commission with respect to any particular subject matter of the Project must be deemed made if it appears in any portion of these findings or findings elsewhere in the record.

E. Findings Regarding Mitigation Measures

1. Mitigation Measures Adopted

Except as otherwise noted, the Mitigation Measures herein referenced are those identified in the Draft EIR or as modified in the FEIR.

2. Effect of Mitigation Measures

Except as otherwise stated in these findings, in accordance with CEQA Guidelines Sections 15091, 15092, and 15093, the City finds that the environmental effects of the Project:

- Will not be significant; or
- Will be mitigated to a less-than-significant level by the mitigation measures adopted by the City; or
- Will remain significant after mitigation, but specific economic, legal, social, technological, or other considerations outweigh the unavoidable adverse environmental effects.

The City finds that the mitigation measures incorporated into and imposed upon the Project will not have new significant environmental impacts that were not already analyzed in the Draft EIR.

F. Location and Custodian of Records

Pursuant to Public Resources Code Section 21081.6 and California Code of Regulations, title 14, Section 15091, the City is the custodian of the documents and other materials that

constitute the record of proceedings upon which the City's decision is based, and such documents and other material are located at: Ceres City Clerk's Office, 2720 Second Street, Ceres, California 95307.

VI. FINDINGS REGARDING MONITORING/REPORTING OF CEQA MITIGATION MEASURES

A Mitigation Monitoring and Reporting Program (MMRP), which is attached as Exhibit B to this Resolution, was prepared for the Project and was approved by the Planning Commission by the same resolution that has adopted these findings. (See Pub. Resources Code, § 21081.6, subd. (a)(1); CEQA Guidelines, § 15097.) The City will use the MMRP to track compliance with Project mitigation measures. The MMRP will remain available for public review during the compliance period.

VII. FINDINGS REGARDING ENVIRONMENTAL IMPACTS AND MITIGATION MEASURES

A. Effects Not Found to Be Significant

Based on the discussion in the Final EIR, and other supporting information in the record, the Planning Commission finds that the Project would have no impact or a less than significant impact associated with the specific issues identified below:

1. Biological and Natural Resources

The Project would not result in the loss or modification of any sensitive natural community including riparian habitat and associated wildlife, would not result in impacts to wetlands or waters of the U.S., and would not conflict with applicable habitat conservation plans or natural resource conservation plans because there are no regionally or locally adopted plans that are applicable to the Project site. (Draft EIR, pp. 4.3-22 to 4.3-24; see also Draft EIR, Appendix 1.0-1.)

2. Geology and Soils

The Project would have no impact or a less than significant impact related to rupture of a known earthquake fault, landslides, mineral resources, and soil stability associated with septic tanks. (Draft EIR, p. 4.6-9; see also Draft EIR, Appendix 1.0-1.)

3. Hazards and Hazardous Materials

The Project would have no impact or a less than significant impact related to private airstrips, implementation of the Ceres Emergency Operations Plan, and risk of wildland fires. (Draft EIR, p. 4.7-18; see also Draft EIR, Appendix 1.0-1.)

4. Hydrology, Drainage, and Water Quality

The Project would not result in any flooding impacts as the site is not located in a flood hazard zone, in the inundation area for any dam or levee system, or near a large body of water capable of seiche or tsunami. (Draft EIR, p. 4.8-12; see also Draft EIR, Appendix 1.0-1.)

5. Land Use, Population, and Housing

The Project would have a less than significant impact related to the division of an established community, conflicts with habitat conservation plans, and the displacement of housing and people. (Draft EIR, p. 4.9-9; see also Draft EIR, Appendix 1.0-1.)

6. Noise

The Project would not generate excessive groundborne vibration, generate excessive groundborne noise levels, or expose people residing or working in the area to excessive noise levels due to aircraft noise. (Draft EIR, p. 4.10-13; Final EIR, p. 2.0-20; see also Draft EIR, Appendix 1.0-1.)

7. Public Services, Utilities, and Service Systems

The Project would not violate any waste discharge or treatment requirements of the applicable Regional Water Quality Control Board. (Draft EIR, p. 4.12-25; see also Draft EIR, Appendix 1.0-1.)

8. Transportation and Traffic

The Project would have no impact or a less than significant impact related to air traffic patterns. (Draft EIR, p. 4.13-18; see also Draft EIR, Appendix 1.0-1.)

9. Recreation

The Project will not result in the construction of any new residential units; therefore, the use of existing parks and other recreational facilities will not be increased and no new or expanded facilities will be required. (Draft EIR, p. 1.0-9; see also Draft EIR, Appendix 1.0-1.)

10. Mineral Resources

No mineral resource recovery sites are located on or in the immediate vicinity of the Project site. Implementation of the Project would not result in the loss of availability of a known mineral resource or resource recovery site. (Draft EIR, p. 1.0-9; see also Draft EIR, Appendix 1.0-1.)

B. Less-Than-Significant Impacts Without Mitigation

Based on the Final EIR and the record, the Planning Commission finds that the Project would have *less-than-significant* environmental impacts associated with the specific issues identified below, as addressed in the EIR.

1. Aesthetics and Visual Resources

a. Impacts

Impact 4.1.1: Degradation of Visual Environment within Project Area: The Project will result in the loss or alteration of some visual resources, including the removal of trees, vegetation, and natural topography, and will introduce large buildings, parking areas, and other associated commercial features to the site. While this will result in a fundamental change to the visual character and quality of the Project site and surrounding area, the Project site has not been recognized as being within a “scenic vista” and, with implementation of the City’s design guidelines and standards, the visual character of the site would generally be considered improved rather than degraded, as the site will be converted from an underdeveloped, neglected property to a modern, landscaped, and well-maintained commercial center consistent with the City’s land use and design plans applicable to this area. For these reasons, the Project would have a *less-than-significant* impact on degradation of visual environment within the Project area. (Draft EIR, pp. 4.1-33 to 4.1-35.)

Impact 4.1.2: Increase of Daytime Glare: The development associated with the Project would include structures and facilities, and would attract motor vehicles in large parking areas, all of which would create daytime glare by reflecting sunlight. However, because the design guidelines for the South Gateway Design District contained in the Mitchell Road Corridor Specific Plan prohibit the use of silver or “shiny” reflective glass and corrugated metal, there is little glass included in the façades of the buildings, and stainless steel and metals would be used only as trim for awnings, doorways, and windows. Moreover, any aluminum storefronts would remain subject to the conditions of the Mitchell Road Corridor Specific Plan that prohibit the use of shiny or reflective metals and would be subject to further review and ensure that the proposed use of aluminum is consistent with restrictions for the use of “shiny” materials. In addition, while there is currently “limited development” on the Project site itself, the Project area is not a rural area where development and a characteristic amount of glare is unanticipated. The site is within a developing area of the City and the type and amount of daytime glare that will result from the Project will be characteristic of the glare that accompanies such a development pattern. With this recognition, and recognizing the design approval criteria and process which development will be subject to, this impact on increase of daytime glare is considered *less-than-significant*. (Draft EIR, p. 4.1-35.)

Impact 4.1.4: Cumulative Degradation in Aesthetic Character: The Project, with implementation of existing regulations, will change, but not substantially degrade, the visual character of the Project area. When considered with other projects in the cumulative setting, a substantial transition in the visual character of the Project area is anticipated. The area is

currently a mix of residential and commercial uses, with scattered vacant properties and agricultural areas. Development of the Project site and adjacent properties within the City limits may result in broader changes to the visual landscape by transforming the area in its current condition into a regional commercial center. Although this transition in land use will have a substantial effect on visual character of the area, the overall visual character of the area will not, in the context of urban uses, be degraded. Alterations will occur according to the City's General Plan and the City's vision for the Mitchell Road Corridor Specific Plan area. The City's enforcement of established design standards and the conditions of approval that are being and will be applied to projects, and mitigation measures as are applicable to specific projects, will prevent the cumulative degradation of the area's aesthetic character. As applied to the Project, those standards and requirements, as described above in this section, will avoid the contribution of the Project to a cumulative degradation of visual impacts. Therefore, this impact is considered *less than cumulatively considerable*. (Draft EIR, pp. 4.1-38 to 4.1-39.)

b. Finding

The Planning Commission finds, based on the Final EIR and the whole record, that the Project will result in *less-than-significant* impacts to aesthetics and visual resources with respect to degradation of the visual environment within the Project area, increase of daytime glare and cumulative degradation in aesthetic character.

2. Air Quality

a. Impacts

Impact 4.2.1: Conflict with or Obstruct Implementation of Applicable Air Quality Plans:

The Project will not exceed significance thresholds established by the SJVAPCD for emissions of ozone precursors (ROG and, NOX) and particulate matter during long-term Project operational activity. Nonetheless, the Project will implement on-site mitigation measures designed to address dust control, equipment maintenance, soil stabilization, the use of generators, future transit, use of bicycle paths, and connectivity of sidewalks.

Most of the operational emissions from the Project are, however, related to personal vehicles, which are regulated by the California Air Resources Board (CARB). The Project has an efficient circulation pattern, adequate parking, shade for the parking areas, and pedestrian and bicycle circulation and will make improvements to roadways and intersections to maintain levels of service and reduce idling or wait time.

The DEIR originally concluded that the project would be considered to have significant and unavoidable impacts because the project would not be considered to be consistent with the SJVAPCD Air Quality Attainment Plan (AQAP). However, subsequent to the publication of the DEIR, the applicant submitted an Indirect Source Review (ISR) application to SJVAPCD. The ISR application more accurately calculated the project's emissions based on the actual size of the project and more realistic assumptions regarding vehicle trip length. The City's air quality consultant, Urban Crossroads, independently evaluated this new data and concurred with the

methodology and conclusions. With the new emissions data, the project will not be inconsistent with the SJVAPCD AQAP and, thus, the impact will be *less-than-significant*. (Draft EIR, pp. 4.2-20 to 4.2-22; Final EIR, pp. 2.0-43 – 2.0-46, 3.0-3; FEIR Appendix C; see also Draft EIR, Appendix 4.2-1.)

Impact 4.2.3: Violate Air Quality Standards Due to Emission of Airborne Asbestos from Building Demolition: Prior to construction of the Project, the one remaining residential structure on the Project site will be demolished. Older buildings such as this often include building materials containing asbestos, which can become airborne during demolition activities and pose a serious health threat if adequate control techniques are not carried out when the material is disturbed. The San Joaquin Valley Air Pollution Control District (SJVAPCD) Rule 4002, which implements the National Emissions Standards for Hazardous Air Pollutants (NESHAP) regulations, requires a thorough inspection for asbestos be conducted by a Cal/OSHA-certified consultant before any regulated facility, such as the structure on the Project site, is demolished or renovated. If asbestos-containing building materials are identified, certain measures for emission control and waste disposal identified in the NESHAP regulations must be implemented during demolition activities. In addition, prior to issuance of a demolition permit, the Applicant must obtain a Demolition Permit Release Form from the SJVAPCD. Compliance with District Rule 4002 would ensure that exposure to airborne asbestos fibers resulting from project demolition activities is minimized and no significant risk to public health would occur. For these reasons, the Project would have a *less-than-significant* impact with respect to violating air quality standards due to emission of airborne asbestos from building demolition. (Draft EIR, pp. 4.2-25 to 4.2-26; see also Draft EIR Appendix 4.2-1.)

Impact 4.2.5: Violate Air Quality Standard for Near-Term Local Mobile-Source Carbon Monoxide: Per California air quality standards for carbon monoxide (CO), the concentration of CO should not exceed 20.0 parts per million (ppm) for an averaging period of 1 hour or 9.0 ppm for an averaging period of 8 hours. Based on the carbon monoxide (CO) hot spot analysis conducted for the Project, neither of the studied locations (intersections with the highest potential for CO hot spot formation) is projected to experience CO levels in excess of the allowable concentrations. The highest projected CO hot spot 1-hour concentration is 10.0 ppm, while the highest projected 8-hour concentration is 5.90 ppm. Since significant impacts would not occur at the studied intersections, no significant impacts are anticipated to occur at any other location in the Project vicinity as a result of the Project. For these reasons, the Project would have a *less-than-significant* impact with respect to violating air quality standard for near-term local mobile-source carbon monoxide. (Draft EIR, pp. 4.2-28 to 4.2-29; see also Draft EIR Appendix 4.2-1.)

Impact 4.2.6: Exposure of Public to Hazardous Air Pollutants: Diesel particulate emissions from heavy trucks are considered a toxic air contaminant and could pose a risk to residents near the Project site as well as to workers and customers on the Project site. According to the health risk assessment prepared for the Project, the estimated particulate emissions generated from the Project do not pose a significant health risk to receptors in the Project area. Maximum risk of contracting cancer was predicted to be 1.2 in one million based on a 70-year exposure, high-end-point estimate, which does not exceed the SJVAPCD significance threshold

of 10 in one million. For non-carcinogenic impacts, maximum exposures were predicted to be a hazard quotient value less than one. In addition, the truck delivery estimates used to conduct the analysis were higher than the actual number of delivery trucks anticipated for the Project (30 trucks per day estimated; 12-14 semi-trailer trucks and 13-15 small vendor trucks per day anticipated), which resulted in a conservative estimate of impacts. For these reasons, the Project would have a *less-than-significant* impact on exposure of the public to hazardous air pollutants. (Draft EIR, p. 4.2-30; see also Draft EIR Appendices 4.2-1 and 4.2-3.)

Impact 4.2.7: Long-term Exposure of Sensitive Receptors to Air Pollutants: Potential sensitive receptors in the Project area include residents located to the north and west of the Project site. Because the Project does not have the potential to result in the creation of a CO hot spot at any area intersections or roadways, will not expose the general public to substantial levels of toxic air contaminants, and will not generate significant dust emissions or odor emissions, the Project will not result in an increased exposure of sensitive receptors to localized concentrations of air pollutants. For these reasons, the Project would have a *less-than-significant* impact on long-term exposure of sensitive receptors to air pollutants. (Draft EIR, p. 4.2-30; see also Draft EIR Appendix 4.2-1.)

Impact 4.2.10: Greenhouse Gas Emissions and Global Climate Change: Implementation of the Project would result in the emission of greenhouse gases to the atmosphere, potentially contributing to global climate change and the associated consequences of climate change. However, under the SJVAPCD framework, there is no scientific evidence that shows that an individual project can possibly have an individual, direct impact on global climate change. For this reason, the Project would have a *less-than-significant* impact on greenhouse gas emissions and global climate change. (Draft EIR, p. 4.2-46; see also Draft EIR Appendix 4.2-1.)

Impact 4.2.11: Contribution to Cumulative Greenhouse Gas Emissions and Climate Change: The Project has the potential to result in a substantial increase in the emission of GHGs from construction activities, generation of vehicle traffic, energy use for store operations, and the use of gasoline-powered landscaping equipment. Implementation of mitigation measures for other impacts as well as project design features will help to reduce Project GHG emissions. With the features discussed above, the GHG emissions from the Project have been reduced by 33.7 percent, which exceeds the 29 percent target established by the SJVAPCD and is therefore consistent with the State of California's ability to meet its AB 32 goals. Thus, the Project's contribution to cumulative GHG emissions is considered *less-than-significant*. (Draft EIR, p. 4.2-46; see also Draft EIR, Appendix 4.2-1.)

b. Finding

The Planning Commission finds, based on the Final EIR and the whole record, that the Project will result in *less-than-significant* impacts to air quality with respect to violating air quality standards due to emission of airborne asbestos from building demolition, violating air quality standard for near-term local mobile-source carbon monoxide, exposure of public to hazardous air pollutants, long-term exposure of sensitive receptors to air pollutants, greenhouse

gas emissions and global climate change and contribution to cumulative greenhouse gas emissions and climate change.

3. Biological and Natural Resources

a. Impacts

Impact 4.3.3: Impacts to Migratory Corridors: There are no identified migratory corridors that traverse the Project site, with the exception of the site potentially being utilized by migratory avian species. Because the site is bounded to the north, west, and east by existing residential and commercial development, the site's viability as a migratory corridor is reduced. For these reasons, the Project would have a *less-than-significant* impact to migratory corridors. (Draft EIR, p. 4.3-23.)

Impact 4.3.4: Conflicts with Applicable Biological Land Use Plans or Policies: Policies within the City's General Plan seek to encourage planting of native species, preserve significant stands of vegetation, and enhance the City's tree cover. The two existing mature sycamore trees on the Project site will be retained and will be incorporated into the Project's landscaping. The rest of the existing on-site vegetation and trees will be removed. However, the removal of trees will need to comply with the directives of the policies under the City's General Plan. Moreover, the Project has incorporated native trees and shrubs into its landscaping plan. For these reasons, the Project would have a *less-than-significant* impact on conflicts with applicable biological land use plans or policies. (Draft EIR, p. 4.3-23.)

b. Finding

The Planning Commission finds, based on the Final EIR and the whole record, that the Project will result in *less-than-significant* impacts to biological and natural resources with respect to migratory corridors and conflicts with applicable biological land use plans or policies.

4. Economics and Blight

a. Impacts

Impact 4.5.2: Cumulative Urban Decay: There are few other projects planned in the primary trade area that might affect the retail market. The two projects currently in the review process are much smaller and thus are not directly competitive with the Project. Because of their highway-oriented location near the proposed Mitchell Ranch Center, these smaller projects are likely to serve not just the City but others attracted by the proposed store and other region-serving retail in the Project, as well as travelers on State Route 99. Cumulatively with the Project, there is no indication that significant vacancies for existing retail space would result. While there are additional projects in Modesto and Turlock, most of these projects are smaller and, due to distance from the Project site, any impacts in combination with the Project are unlikely to be substantial. There is a large region-serving project under way in Turlock, but the anchor tenants of this project are in sectors not directly competitive with Walmart. In Modesto,

there has been reuse of an existing space by Walmart in an expanded store format having both groceries and general merchandise. The store, however, is at the far north end of Modesto, and thus the trade area for this project will have limited overlap with that of the Project. Although it may take some customers that would otherwise go to the new Walmart store, it will largely compete with the existing Walmart in Modesto, where sales are well above Walmart averages. Any losses incurred by the proposed store in combination with an expanded store in Modesto are not likely to lead to closure and vacancies in Modesto or elsewhere. Furthermore, both Turlock and Modesto continue to grow and are both very large retail markets relative to Ceres, able to absorb vacancies as consumer demand increases over the long term. The development of new commercial projects in the area indicates general economic growth rather than the generation of urban decay. The lack of long-term closures projected due to these projects in combination with the Project and, therefore, the absence of significant urban decay as a result would have a *less-than-cumulatively-considerable* impact. (Draft EIR, pp. 4.5-20 to 4.5-21; see also Draft EIR, Appendix 4.5-1.)

b. Finding

The Planning Commission finds, based on the Final EIR and the whole record, that the Project will result in *less-than-significant* impacts to economics and blight with respect to cumulative urban decay.

5. Geology and Soils

a. Impacts

Impact 4.6.2: Soil Erosion: The Project would involve paving and other site improvements, substantially increasing the area of impervious surface (incapable of being penetrated by water), which generate higher levels of urban runoff and have the potential to adversely affect surface and groundwater quality in the area. The Project is subject to coverage under the National Pollutant Discharge Elimination System (NPDES) General Construction Storm Water Permit administered by the State Water Resources Control Board (SWRCB). Therefore, the Project applicant will be required to prepare and implement a Stormwater Pollution Prevention Plan (SWPPP) meeting the requirements of the General Permit. The SWPPP will specify best management practices (BMPs) such as the scheduling of construction activities for periods of dry weather, the protection of slopes through hydro seeding, mulching, or the use of soil binders, or the protection of waterways through the use of silt fencing or sediment traps and basins, which will avoid soil erosion and associated pollution of waterways. Implementation of the BMPs included in the approved SWPPP will minimize erosion and loss of topsoil on the Project site to the greatest extent feasible. For these reasons, the Project would have a *less-than-significant* impact on soil erosion. (Draft EIR, pp. 4.6-11 to 4.6-12; see also Draft EIR Appendix 4.6-1.)

Impact 4.6.3: Expansive Soils: The Project site contains soils of the Hanford sandy loam series. According to the Preliminary Geotechnical Engineering Analysis, Project site soils are nonexpansive. In addition, prior to approval of the final map, the City will require the

preparation of a preliminary soil report including soil borings to determine the expansiveness of Project site soils. Should expansive soils be identified on the site, the City will require the preparation of a soil investigation prior to issuance of building permits including recommended corrective action to prevent structural damage to the proposed buildings. For these reasons, the Project would have a *less-than-significant* impact on expansive soils. (Draft EIR, p. 4.6-12; see also Draft EIR Appendix 4.6-1.)

Impact 4.6.4: Cumulative Geologic Impacts: Impacts associated with geology and soils are based on existing site-specific conditions that are situated within the subsurface materials that underlie the Project site. These inherent conditions are an end result of natural historical events that have played out through vast periods of geologic time. For these reasons, geologic and soil-related impacts are generally site-specific and are determined by a particular site's geologic and soil characteristics, topography, and proposed land uses. Accordingly, development projects are analyzed on an individual basis and must comply with established requirements of the City, the Regional Water Quality Control Board and the California Building Code as they pertain to protection against known geologic hazards and potential geologic and soil-related impacts. The Project itself does not significantly alter regional geologic conditions or increase geologic risks and hazards to surrounding lands. In addition, although the Project is regional in nature and could, along with other development projects in the vicinity, attract groups of people from outside the area, the low risk for significant ground shaking in the area and the proper design and construction of the proposed structures, in accordance with the above-referenced standards, would not increase the potential to expose such groups to risks associated with seismic activity. While the Project has the potential to result in erosion and the loss of topsoil due to construction activities such as grading, excavation, and soil hauling that could expose Project site soils to wind and water erosion, implementation of BMPs in accordance with the NPDES permit will ensure that the Project's contribution to cumulative geology and soil related impacts would be *less than cumulatively considerable*. (Draft EIR, p. 4.6-13.)

b. Finding

The Planning Commission finds, based on the Final EIR and the whole record, that the Project will result in *less-than-significant* impacts to geology and soils with respect to soil erosion, expansive soils and cumulative geologic impacts.

6. Hazards and Hazardous Materials

a. Impacts

Impact 4.7.1: Use, Storage, and Transport of Hazardous Materials: The Project would require the use of a limited amount of hazardous materials during all phases of construction. Heavy machinery used during site preparation may require lubrication and maintenance, and various other construction-related chemicals may be used, such as adhesives, solvents, and paints. Additionally, the proposed retail stores will likely store and sell limited quantities of hazardous materials commonly used in homes (such as paints, oil, fertilizers) and there is the potential for the operation of a medical clinic within the proposed Walmart store. Other common

hazardous materials, such as fertilizers, pesticides, and gasoline, will likely be used during landscaping and maintenance activities. In order to use, store, and sell these materials on site, they will require transport from other areas. However, the Project would ultimately result in development of a commercial use which is not associated with transport or use of large quantities of hazardous materials. Therefore the Project is not likely to generate or attract hazardous materials amounts that exceed the thresholds for regulated substances or otherwise negatively impact school children. In addition, the Walmart portion of the Project will use naturally or integrally colored concrete finishes instead of the more commonly used carpet or vinyl tile finishes. This will significantly reduce the use of chemical cleaners, wax and wax strippers and also addresses the environmental concerns associated with the manufacturing and disposal of these materials which commonly contain polyvinyl chloride. Finally, the Project will be required to comply with federal, state, and local regulations regarding the storage, handling, transport, disposal, and cleanup of hazardous materials. For these reasons, the Project would have a *less-than-significant* impact on the use, storage, and transport of hazardous materials. (Draft EIR, pp. 4.7-21 to 4.7-22.)

Impact 4.7.2: Hazardous Materials Sites: A search of government hazardous materials databases determined that no reported hazardous materials sites are located on the Project site. However, a few pole-mounted transformers were observed on the Project site. Electrical transformers and similar equipment may contain hazardous materials such as polychlorinated biphenyls (PCBs) in hydraulic or dielectric insulating fluids. The observed transformers are in good condition with no evidence of releases or staining and will be operated, maintained and repaired by the Turlock Irrigation District (TID), which is subject to Environmental Protection Agency regulations regarding PCB transformers. Therefore, the presence of the transformers does not represent a significant environmental risk to the Project site. In addition, while several hazardous materials sites were identified in close proximity to the Project site, none of the sites is considered to have potentially impacted the Project site, with the possible exception of the Northern Refrigeration Transportation site. However, based upon the distance and groundwater gradient, this site is considered to have a low potential to represent an environmental concern to the Project site or Project. For these reasons, the Project would have a *less-than-significant* impact with respect to hazardous materials sites. (Draft EIR, pp. 4.7-22 to 4.7-24; see also Draft EIR Appendix 4.7-2; Secor International, Phase I Environmental Site Assessment (May 2006).)

Impact 4.7.4: Lead-Containing Paints: Potential lead-containing paints (LCPs) were observed in the abandoned house at the western border of the Project site. However, the house has been demolished and demolition was carried out by contractors certified for handling and disposing of LCPs. Moreover, the materials were properly managed and disposed of. Accordingly, there are no longer any structures on the site observed to contain potential LCPs and there is no potential for exposure of persons to risks associated with such paints. For these reasons, the Project would have a *less-than-significant* impact with respect to lead containing paints. (Draft EIR, p. 4.7-25; see also Draft EIR Appendix 4.7-2; Secor International, Phase I Environmental Site Assessment (May 2006).)

Impact 4.7.6: Airport Hazards: The Project is consistent with the applicable standards of the County's Airport Land Use Commission Plan and would result in minimal risk to people and structures on the project site from airport operations. First, while the Project site is located within the Modesto City-County Airport Planning Boundary, the uses proposed for the Project site, including retail stores and restaurants, are compatible uses within this planning boundary, as the potential for aircraft incidents or accidents in the area is low and large gatherings of people are acceptable. In addition, the County's Airport Land Use Commission Plan contains several standards for commercial development within the planning boundary and the Project is in compliance with these standards. Moreover, the Project site is not located within any airport planning area safety zones or airport overlay zones as defined by the City's General Plan and Zoning Ordinance. Finally, no electromagnetic transmissions would be generated on the Project site and only small amounts of common household hazardous materials would be stored on site. For these reasons, the Project would have a *less-than-significant* impact with respect to airport hazards. (Draft EIR, p. 4.7-27.)

Impact 4.7.7: Risk of Exposure to Hazardous Materials: Implementation of the Project would result in potential short-term impacts during construction activities associated with exposure to hazards such as contaminated soils, abandoned water wells, and an irrigation pipeline on the Project site. However, hazards and hazardous materials impacts associated with the Project would be site-specific and would not contribute to cumulative hazardous impacts. Cumulative development in the region is not anticipated to result in significant hazards or hazardous materials impacts to the Project site. Because the Project will not combine with any planned growth in the area to form a hazards impact greater or more significant than the Project impact alone the cumulative hazards impacts are considered *less than cumulatively considerable*. (Draft EIR, p. 4.7-28.)

b. Finding

The Planning Commission finds, based on the Final EIR and the whole record, that the Project will result in *less-than-significant* impacts to hazards and hazardous materials with respect to the use, storage, and transport of hazardous materials; hazardous materials sites; lead containing paints; airport hazards; and risk of exposure to hazardous materials.

7. Hydrology and Water Quality

a. Impacts

Impact 4.8.1: Alter On-site Drainage Patterns: The Project's proposed stormwater drainage system will consist of underground pipes appropriately sized for the required detention volumes and will incorporate design components to allow the detained storm runoff to infiltrate into the underlying soils. The design of the system is intended to ensure that post-construction stormwater runoff volumes do not exceed pre-construction volumes. Moreover, the soil types on the Project site are conducive to infiltration. In addition, should it become necessary, the on-site drainage system will connect to the City's storm drain system to allow for the release of retained stormwater runoff between storm events. Finally, to preclude the possibility of the off-site

existing drain system from backing up and impacting the intended on-site detention system, a flap gate will be installed at the last manhole prior to the connection to the City's system. Because the Project's proposed stormwater drainage system is of adequate capacity to serve the Project and was designed in accordance with all applicable City, Stanislaus County and TID standards, the Project would have a *less-than-significant* impact with respect to the alteration of on-site drainage patterns. (Draft EIR, p. 4.8-14; see also Baker-Williams Engineering Group Preliminary Drainage Study.)

Impact 4.8.2: Degrade Surface Water Quality/Violate Water Quality Standards During Construction: Under the State Water Resources Control Board's ("State Board") new General Permit for Discharges of Storm Water Associated with Construction Activities ("CGP"), the contractor will need to prepare a SWPPP pursuant to Regional Water Quality Control Board (RWQCB) standards and be subject to RWQCB review for each phase of the Project. The SWPPP will include measures designed to reduce or eliminate erosion and runoff into waterways. In the event that a formal SWPPP is not required, the construction documents contain dust and erosion control measures identical to those contained in a SWPPP, and will be implemented as part of standard construction practices. Additionally, the Project will not violate any waste discharge requirements. For these reasons, the Project would have a *less-than-significant* impact with respect to degradation of surface water quality/violation of water quality standards during construction. (Draft EIR, pp. 4.8-15 to 4.8-17; see also Baker-Williams Engineering Group Preliminary Drainage Study.)

Impact 4.8.4: Degrade Groundwater Quality/Violate Water Quality Standards During Construction: During the construction phase of the Project, groundwater resources from stormwater runoff will be protected through implementation of an approved SWPPP. The existing irrigation wells on the Project site will either be abandoned consistent with the City's Engineering Standard W-12, or used to irrigate the landscaping associated with the Project. Implementation of the SWPPP and abandonment of the wells in compliance with City Standards minimize the ability of surface contaminants to infiltrate the groundwater. For these reasons, the Project would have a *less-than-significant* impact with respect to degradation of groundwater quality/violation of water quality standards during construction. (Draft EIR, pp. 4.8-19 to 4.8-20; see also Baker-Williams Engineering Group Preliminary Drainage Study.)

Impact 4.8.5: Degrade Groundwater Quality/Violate Water Quality Standards During Operation: Once the Project is in operation, stormwater quality will be protected through enforcement of the storm drainage rules and regulations contained in Chapter 13 of the City's Municipal Code and through implementation of the BMPs under the required SWPPP. In addition, an on-site drainage system will allow retained runoff to infiltrate into the underlying soils and infiltration is an effective mechanism for pollutant control. Moreover, the amount of separation between the bottom of the storm drainage retention system and the nearest observed groundwater of 24 feet will most likely be between 10 and 14 feet. This is sufficient to ensure that the storm water is treated by the soil before coming into contact with any groundwater. The system will also include means to physically separate oils and debris from the storm water before it enters into the system. Any remaining pollutants in Project runoff will not contaminate

groundwater supplies. Finally, the Project will not have an impact on groundwater supplies, since groundwater levels in the Turlock Groundwater Basin have essentially remained consistent and unchanged, with outflows generally balanced by inflows to the groundwater basin. For these reasons, the Project would have a *less-than-significant* impact with respect to degradation of groundwater quality/violation of water quality standards during operation. (Draft EIR, p. 4.8-20; see also Baker-Williams Engineering Group Preliminary Drainage Study.)

Impact 4.8.6: Cumulative Impacts to Water Quality: Development within the cumulative setting area contributes to an overall increase in the area of impervious surfaces such as roadways, driveways, parking lots, and rooftops, resulting in increased runoff and associated urban pollutants. Development of the Project has the potential to contribute to this cumulative impact by paving a large portion of the Project site for internal circulation and parking and by constructing several large structures with impervious rooftops. Construction of the proposed on-site drainage retention system in accordance with City and County standards and compliance with the statewide Construction General Permit and the requirements of the NPDES permit system, as well as implementation of mitigation measure MM 4.8.3, will minimize the Project's impacts to the local drainage system and water quality. Therefore, the Project's contribution to this cumulative impact is considered *less than cumulatively considerable*. (Draft EIR, p. 4.8-21; see also Baker-Williams Engineering Group Preliminary Drainage Study.)

b. Finding

The Planning Commission finds, based on the Final EIR and the whole record, that the Project will result in *less-than-significant* impacts to hydrology and water quality with respect to alteration of on-site drainage patterns, degradation of surface water quality/violation of water quality standards during construction, degradation of groundwater quality /violation of water quality standards during construction, degradation of groundwater quality/violation of water quality standards during operation and cumulative impacts to water quality.

8. Land Use, Population and Housing

a. Impacts

Impact 4.9.1: Consistency with Applicable Land Use Plans: The Project is consistent with the land use designations for the Project site and compatible with the Stanislaus County Airport Land Use Commission Plan (ALUCP). However, General Plan Policy 1.B.11 states that the City shall require development project design to reflect and consider natural features, noise exposure of residents, visibility of structures, circulation, access, and the relationship of the Project to surrounding uses. There are various aspects of the Project design, as submitted in the application and reflected in the Project description, which have the potential to cause excessive noise levels at adjacent residences, create visibility issues for adjacent residents and users of the area, affect circulation and access, and affect the relationship of the Project to surrounding land uses. These specific impacts were analyzed in various sections of the Draft EIR, including Section 4.1, Aesthetics and Visual Resources; Section 4.10, Noise; and Section 4.13, Transportation and Traffic. Mitigation measures contained in these sections address the impacts

created by the Project and ensure that the impacts related to potential inconsistency with General Plan Policy 1.B.11 will be less-than-significant. For these reasons, the Project would have a *less-than-significant* impact with respect to consistency with applicable land use patterns. (Draft EIR, pp. 4.9-10 to 4.9-11.)

Impact 4.9.2: Adjacent Land Use Compatibility: The Project is consistent with the General Plan and Specific Plan land use designations for the Project site. Further, the City's General Plan EIR did not identify any significant and unavoidable impacts associated with the adjacency of land uses identified and proposed in the General Plan. While traffic, noise, air quality, and aesthetic/light and glare impacts could result from the Project there is no inherent land use conflict presented by the location of the Project proximate to residential or other land uses in the vicinity. Moreover, potential impacts relating to adjacent land uses, including residential uses and churches, are addressed in the applicable sections of this Draft EIR, including Section 4.1, Aesthetics and Visual Resources; Section 4.2, Air Quality; Section 4.10, Noise; and Section 4.13, Transportation and Traffic. Mitigation measures contained in these sections will minimize Project impacts to adjacent land uses. In addition, where the Project site abuts land zoned for residential uses, the Project would implement site design measures including buffer areas and walls to reduce the potential for land use incompatibility. Finally, the design guidelines also require Project lighting to be shielded and directed downward to prevent light spillage onto adjacent properties. For these reasons, the Project would have a *less-than-significant* impact with respect to adjacent land use compatibility. (Draft EIR, p. 4.9-12.)

Impact 4.9.3: Population Growth: The Project does not include the construction of any new homes but it does include the development of a large regional shopping center that would create a substantial number of new jobs in the region, which has the potential to result in direct population growth by attracting workers and their families from outside the area. However, the current unemployment rate in the City may be as high as 23.4 percent, which indicates that the City has an adequate population and worker base available to provide the needed employees for operation of the Project. Therefore, the Project is not expected to result in a significant influx of workers to the City. In addition, the Project would result in the expansion of urban development into a partially undeveloped area at the City's edge. The expansion of roadways and infrastructure associated with the Project has the potential to facilitate additional development and indirectly induce population growth in the area. However, the area surrounding the Project site is currently partially developed and is planned for further urban development as part of the Mitchell Road Corridor Specific Plan and the City's General Plan. Accordingly, the City has already planned for and now encourages development of this area consistent with the General Plan and the Specific Plan and implementation of the Project would not indirectly result in any unplanned growth. For these reasons, the Project would have a *less-than-significant* impact with respect to population growth. (Draft EIR, pp. 4.9-12 to 4.9-13.)

Impact 4.9.4: Cumulative Conflicts with Applicable Land Use Plans: The Project will place commercial development adjacent to residential uses, which can result in land use conflicts such as Project noise, odors, increased traffic, and aesthetic impacts. Impacts resulting from the Project due to land use conflicts are less-than-significant. In the cumulative condition, additional

commercial development is anticipated in the vicinity of the Project, including hotels. Further, development in the area will be based on buildup of the commercial land uses designated in the City's General Plan and the Mitchell Road Corridor Specific Plan. While commercial development in the vicinity of the Project would result in impacts to surrounding residential uses and contribute to cumulative land use conflicts, these impacts would generally be site-specific. Further, potential land use impacts associated with the Project are site-specific and are consistent with the City's General Plan and the Mitchell Road Corridor Specific Plan. Therefore, the Project would have a *less than cumulatively considerable* contribution to land use impacts. (Draft EIR, pp. 4.9-14 to 4.9-15.)

Impact 4.9.5: Contribution to Long-Term Population Growth: In addition to the Project, there is substantial residential and commercial development planned for the City that has the potential to result in direct and indirect population growth. The Project will not individually have a significant impact on the City's population as it will not result in the construction of any new housing or the attraction of a substantial number of new workers from outside the area. Together with other development in the City, the Project does have the potential to contribute to and result in cumulative population growth. Such growth is analyzed in the City's General Plan and EIR. The General Plan EIR determined that population growth impacts that will result as the General Plan area is developed would be less-than-significant as the General Plan is intended to accommodate projected growth rather than create new growth. Therefore, development in the City consistent with the General Plan will have a less-than-significant impact related to population growth and the issue has been fully addressed in the General Plan EIR. The Project is consistent with the General Plan land use designations for the site and will not induce population growth beyond that identified in the City's General Plan EIR. Therefore, the Project's contribution to this impact is *less than cumulatively considerable*. (Draft EIR, p. 4.9-15.)

b. Finding

The Planning Commission finds, based on the Final EIR and the whole record, that the Project will result in *less-than-significant* impacts to land use, population and housing with respect to consistency with applicable land use patterns, adjacent land use compatibility, population growth, cumulative conflicts with applicable land use plans and contribution to long-term population growth.

9. Noise

a. Impacts

Impact 4.10.1: Increased Off-Site Traffic Noise: The Project-related noise level increases on individual roadway segments will range from 0 to 3 decibels (dB) over existing levels. Because these increases are below the threshold of significance, based on the existing noise levels of each segment and the extent of the increase associated with each segment, this increase would not result in a substantial increase in noise levels. At Don Pedro Road west of Mitchell Road, the 3 dB change is less-than-significant because the existing noise level is less than 60 dB; therefore, the increase would need to be 5 dB or greater to be considered significant. For these

reasons, the Project would have a *less-than-significant* impact with respect to increased off-site traffic noise. (Draft EIR, pp. 4.10-23 to 4.10-24; see also Draft EIR, Appendix 4.10-1.)

Impact 4.10.2: Single Event Noise Generated by Project Trucks on Public Roadways: With respect to single-event noise levels and potential sleep disturbance issues, slow-moving trucks (i.e., less than 25 mph) arriving at the site on Don Pedro Road or Service Road, will generate typical Single Event Levels (SEL) of 83 dB at the exterior façade of residences at a distance within 50 feet. Assuming a minimum building façade noise level reduction of 25 dB with windows closed, noise levels inside the nearest residences would be approximately 58 dB SEL. The predicted interior SEL of 58 dB satisfies the target interior SEL criteria of 65 dB. It is further projected that the interior SEL of 58 dB would result in few related sleep awakenings. For these reasons, the Project would have a *less-than-significant* impact with respect to single event noise generated by project trucks on public roadways. (Draft EIR, pp. 4.10-24 to 4.10-25; see also Draft EIR, Appendix 4.10-1.)

Impact 4.10.3: Construction-Generated Noise: During the construction phase of the Project, noise from construction activities would add to the noise environment in the immediate Project vicinity. Activities involved in construction would generate maximum noise levels ranging from 85 to 90 dB at a distance of 50 feet. The nearest existing residences to the Project site are located approximately 100 feet away. At this distance, maximum noise levels would be expected to be approximately 80 to 85 dB L_{max} (maximum level). Noise levels in this range would not represent a substantial short-term increase over ambient maximum noise levels, as measured daytime maximum noise levels currently range from 84 to 95 dB at the nearest residences. In addition, construction activities would be temporary in nature and are anticipated to occur only during normal daytime working hours. For these reasons, the Project would have a *less-than-significant* impact with respect to construction-generated noise. (Draft EIR, p. 4.10-25; see also Draft EIR, Appendix 4.10-1.)

Impact 4.10.5: On-Site Truck Traffic: Majors 2, 3, and 4: Truck activity at the proposed Majors 2, 3, and 4 buildings would conservatively consist of approximately 10 truck deliveries per day. About half of the deliveries will be by semi-trailer. It was conservatively assumed that a maximum of 2 semi-trailer truck and 2 medium-duty truck deliveries would occur at these sites during a given hour. The nearest existing residences are located approximately 150 feet west of the truck circulation area for Majors 2, 3, and 4. On-site truck circulation associated with the delivery of goods to the Majors 2, 3, and 4 stores will result in noise levels of 44 dB L_{eq} (energy equivalent level) and 64 dB L_{max} at the nearest residences to the west of the site. The predicted noise levels associated with a typical busy hour of on-site truck circulation at the Majors 2, 3, and 4 truck unloading areas will satisfy the City's daytime noise level standards and adjusted nighttime standards. For these reasons, the Project would have a *less-than-significant* impact with respect to on-site truck traffic. (Draft EIR, pp. 4.10-27 to 4.10-28; see also Draft EIR, Appendix 4.10-1.)

Impact 4.10.8: Rooftop Mechanical Equipment Noise - Walmart: Rooftop mechanical equipment including heating, ventilation, and air conditioning (HVAC) and refrigeration

equipment at the proposed Walmart store will result in noise levels of approximately 46 dB L_{eq} at the nearest residences to the north and west of the site. All HVAC units would be shielded from view by the project buildings and parapets. The nearest residences to the north are located approximately 200 feet from the HVAC units and 270 feet from the food cold storage refrigeration equipment. At these distances, the predicted noise levels from the combined HVAC and food cold storage equipment would be approximately 46 dB L_{eq} . The nearest residences to the west are located approximately 230 feet from the HVAC units and 280 feet from the food cold storage refrigeration equipment. At this distance, the predicted noise levels from the combined HVAC and food cold storage equipment would be approximately 46 dB L_{eq} as well. The levels are predicted to be similar at the residences to the north and west due to the similar distances between the food cold storage equipment and those residences, and because the food cold storage equipment is considerably louder than the rooftop heating and air conditioning equipment. The predicted noise levels associated with combined HVAC and food cold storage equipment at the Walmart store satisfy the City's daytime and adjusted nighttime noise level standards. For these reasons, the Project would have a *less-than-significant* impact with respect to rooftop mechanical equipment noise at the Walmart store. (Draft EIR, pp. 4.10-30 to 4.10-31; see also Draft EIR, Appendix 4.10-1.)

Impact 4.10.9: Rooftop Mechanical Equipment Noise - Majors 2, 3, and 4: Rooftop mechanical equipment at the Majors 2, 3, and 4 stores will result in noise levels of approximately 41 dB L_{eq} at the nearest residences to the west of those store locations. The HVAC system for maintaining comfortable shopping temperatures within the Majors 2, 3, and 4 buildings will consist of packaged rooftop air conditioning systems. The units will be relatively evenly distributed across the roof of the buildings. These HVAC units would be shielded from view by the project buildings and parapets. Such rooftop HVAC units typically generate noise levels of approximately 45 dB L_{eq} at a reference distance of 100 feet from the building, including shielding by the building. The rooftop mechanical equipment for Majors 2, 3, and 4 will not include food cold storage refrigeration equipment. The nearest residences to the west are located approximately 150 feet from the nearest HVAC units. At this distance, the predicted noise levels from the HVAC units would be approximately 41 dB L_{eq} . The predicted noise level associated with HVAC equipment at the Majors 2, 3, and 4 stores satisfies the City's daytime and nighttime noise level standards. For these reasons, the Project would have a *less-than-significant* impact with respect to rooftop mechanical equipment noise at Majors 2, 3, and 4. (Draft EIR, pp. 4.10-31 to 4.10-32; see also Draft EIR, Appendix 4.10-1.)

Impact 4.10.10: Solid Waste and Recycling Equipment Noise: The Walmart store will have two trash compactors, and Major 2 will also include a compactor. A steady-state reference noise level of approximately 64 dB can be expected at a distance of 50 feet from the equipment during a typical compactor cycle. With an average cycle time of 60 seconds and an assumed four compaction operations per hour, the hourly average (L_{eq}) at the reference distance of 50 feet would be 52 dB L_{eq} . The nearest residences are located approximately 130 to 200 feet from the proposed compactors. At those residences, unshielded compactor noise levels would range from 40 to 44 dB L_{eq} . These predicted noise levels satisfy the City's daytime and nighttime noise level standards, even without consideration of additional noise reduction which may result from

compactor enclosures or property line noise barriers. For these reasons, the Project would have a *less-than-significant* impact with respect to solid waste and recycling equipment noise. (Draft EIR, pp. 4.10-32 to 4.10-35; see also Draft EIR, Appendix 4.10-1.)

Impact 4.10.11: Parking Lot Sweeping Noise: The Project's parking lot area would require the usage of a sweeping truck for routine cleaning. The majority of the parking lot is on the south side of the Walmart store. With the sweeping equipment operating in the main parking area, the Walmart building will completely shield sweeper truck noise levels at the residences to the north of the Project site. In addition, the proposed Majors 2, 3, and 4 buildings will provide shielding of sweeper noise in the direction of the residences to the west. With the addition of the noise reduction provided by the 8-foot-tall noise barriers, where required for mitigation, and shielding by intervening Project buildings, parking lot sweeping activities will result in noise levels of approximately 55 dB L_{max} or less at the nearest residences to the north and west of the site. When operating at more distant locations, sweeper noise would be much lower. At the nearest residence to the east, unshielded parking lot sweeper noise is predicted to be approximately 65 dB L_{max} or less. The predicted noise level of 65 dB L_{max} or less at all nearby residences during sweeping operations satisfies the City's daytime and nighttime noise level standards. For these reasons, the Project would have a *less-than-significant* impact with respect to parking lot sweeping noise. (Draft EIR, p. 4.10-35; see also Draft EIR, Appendix 4.10-1.)

Impact 4.10.11: Drive-Thru Operations - Walmart, Pads A and B: The Project includes three drive-thru locations: Walmart (on the west side of the store), Pad A, and Pad B. The nearest noise-sensitive receivers to the Walmart pharmacy drive-thru are apartments located approximately 200 feet to the northwest. The nearest noise-sensitive receivers to the Pad A drive-thru are single-family homes approximately 210 feet to the southeast. The nearest noise-sensitive receiver to the Pad B drive-thru is the residence within the St. Jude's Parish approximately 300 feet to the northeast. Average noise levels for the Project would be considerably lower than the maximum noise levels, even during very busy drive-thru operations. More specifically, average noise levels are estimated to be at least 5 and 10 dB lower than the predicted maximum levels for vehicles idling and speaker usage, respectively and drive-thru vehicles and speakers are predicted to generate average and maximum noise levels that are well below the City's daytime and nighttime noise level standards. For these reasons, the Project would have a *less-than-significant* impact with respect to drive-thru operations at Walmart and Pads A and B. (Draft EIR, pp. 4.10-36 to 4.10-37; see also Draft EIR, Appendix 4.10-1.)

Impact 4.10.13: Cumulative Traffic Noise: The Project will generate additional traffic in the Project area, which will lead to higher future traffic noise levels on the local roadway network. The Project-related noise level increase on individual roadway segments will range from 0 to 1 dB over future levels. Because this range of increases is below the thresholds of significance, the Project's contribution to cumulative traffic noise levels is considered *less than cumulatively considerable*. (Draft EIR, pp. 4.10-37 to 4.10-38; see also Draft EIR, Appendix 4.10-1.)

b. Finding

The Planning Commission finds, based on the Final EIR and the whole record, that the Project will result in *less-than-significant* impacts to noise with respect to increased off-site traffic noise, single event noise generated by project trucks on public roadways, construction-generated noise, on-site truck traffic, rooftop mechanical equipment noise at the Walmart store, rooftop mechanical equipment noise at Majors 2, 3, and 4, solid waste and recycling equipment noise, parking lot sweeping noise, drive-thru operations at Walmart and Pads A and B and cumulative traffic noise.

10. Agricultural Resources

a. Impacts

Impact 4.11.2: Conflict with Zoning and Land Use: Although the Project site was formerly used for agricultural practices the property is zoned and designated for Regional Commercial use and is not included in a Williamson Act Contract. Accordingly, the Project will not conflict with existing zoning for agricultural use or a Williamson Act Contract. For these reasons, the Project would have a *less-than-significant* impact with respect to conflict with zoning and land use. (Draft EIR, p. 4.11-12.)

Impact 4.11.3: Indirect Conversion of Farmland: The Project will not result in other changes in the existing environment or surrounding vicinity which would result in conversion of farmland beyond that discussed in Impact 4.11.1 (see below). For this reason, the Project would have a *less-than-significant* impact with respect to indirect conversion of farmland. (Draft EIR, p. 4.11-13.)

b. Finding

The Planning Commission finds, based on the Final EIR and the whole record, that the Project will result in *less- than-significant* impacts to agricultural resources with respect to conflict with zoning and land use and indirect conversion of farmland.

11. Public Services and Utilities – Municipal Water

a. Impacts

Impact 4.12.2.1: Violation of Water Quality Standards: Potable water for the Project will be provided from the City's existing municipal water system. The City's 2008 Consumer Confidence Report published by the Public Works Department Water Services Division states that the water supplied by the City meets or exceeds all State and Federal Requirements. All water provided to the Project site by the municipal system is subject to State and Federal water quality standards. The Project will be a consumer of water and will include standard backflow prevention devices required by the California Plumbing Code to ensure that no cross-contamination can occur between the on-site water system and the public water system. The

irrigation well used to provide water for the Project's landscaping will be isolated from the on-site water system and from the public water system. Further, the City requires that all on-site irrigation piping be 'purple pipe' which is intended for the distribution of non-potable water. The design of the purple pipe system is such that the possibility of cross-connection to the potable water supply is minimized. For these reasons, the Project would have a *less-than-significant* impact with respect to violation of water quality standards. (Draft EIR, p. 4.12-15.)

Impact 4.12.2.2: Need for Expanded Water Treatment Facilities: The City Engineer stated that the City's water system will be able to supply water to the Project and that sufficient water treatment capacity exists in the existing City system. No additional domestic wells or other treatment facilities will be required to be constructed as a result of the Project. For these reasons, the Project would have a *less-than-significant* impact with respect to the need for expanded water treatment facilities. (Draft EIR, p. 4.12-16.)

Impact 4.12.2.3: Increased Demand for Water Supplies: The Project-specific demand for water totals 26,595 gallons per day (gpd) or approximately 9.7 million gallons (mg) annually. Assuming a typical water demand of 200 gallons per person per day and an average of 3.32 persons per household in the City, the Project's daily water demand is roughly equivalent to that required by 40 households. According to these demand rates, the Project would not result in a substantial portion of overall water demand at buildout of the General Plan. The maximum daily demand (MDD) analysis conducted for the Project found that the increased demand of the Project under a MDD condition slightly decreased pressures at the lowest-pressure junction in the water distribution model by about 0.2 pounds per square inch (psi) to 42.9 psi. This decrease in pressures in the system is acceptable. The pressure at the Project site was well above the 40 psi goal at 45.9 psi. The peak hour demand (PHD) analysis conducted for the Project showed that the City's existing water distribution system can provide adequate supply and pressure throughout the entire system under the MDD condition. With the Project demands, the pressures may be reduced by about 0.2 pounds psi in parts of the City, but pressures will remain acceptable. In addition, in the vicinity of the Project site, the system will maintain adequate supply and pressure under peak hour demand and fire protection flow conditions. For these reasons, the Project would have a *less-than-significant* impact with respect to increased demand for water supplies. (Draft EIR, pp. 4.12-16 to 4.12-18.)

Impact 4.12.2.5: Cumulative Demand for Water Supplies: An additional 12,477 acre feet of water would be needed to meet the demand as represented by the General Plan at buildout. To meet buildout demands over time the City will either drill more wells and provide the wellhead treatment facilities required, or the City will reduce the number of new wells and supplement with treated TID surface water (i.e., the "conjunctive use" option). The conjunctive use option is the preferred option of both the City and TID and the City is working with TID to provide surface water to meet its long term water needs. While not complete, the TID agreement could result in between 6,721 to 22,404 acre feet per year. The Project represents a very small and incremental increase in the overall water demand placed on the City and the City has adequate water to meet the needs of the Project. In addition, the City actively works to ensure future water

demand for all development within the City's General Plan. Accordingly, this impact is considered *less than cumulatively considerable*. (Draft EIR, p. 4.12-20.)

b. Finding

The Planning Commission finds, based on the Final EIR and the whole record, that the Project will result in *less-than-significant* impacts to public services and utilities – municipal water with respect to violation of water quality standards, the need for expanded water treatment facilities, increased demand for water supplies and cumulative demand for water supplies.

12. Public Services and Utilities – Wastewater

a. Impacts

Impact 4.12.3.1: Require Construction of Wastewater Treatment Facilities: The City is able to treat 4.2 million gallons per day (mgd) and dispose of 2.5 mgd at the City's wastewater treatment plant. The City's disposal capacity is augmented through a contract with the City of Turlock to provide 2.0 mgd of wastewater disposal at the City of Turlock wastewater treatment plant. Currently, the City utilizes approximately 1.0 mgd of the contractual capacity with the City of Turlock, and 2.01 mgd of the capacity of the Ceres wastewater treatment plant. Combined, the City has over 1.4 mgd of available wastewater treatment capacity. The Project could generate up to 21,943 gallons of wastewater per day. This estimate of wastewater generation is considered conservative because not all of the water used by the Project will be discharged into the City wastewater treatment system. The Project's demand represents 0.022 mgd. As a result, the Project's estimated 21,943 gallons per day will not require a substantial portion of the available wastewater treatment capacity. For these reasons, the Project would have a *less-than-significant* impact with respect to requiring construction of wastewater treatment facilities. (Draft EIR, p. 4.12-26.)

Impact 4.12.3.2: Inadequate Capacity or Need for Additional Conveyance Facilities: Implementation of the Project will increase sewage flows in the City's wastewater conveyance system. A 36-inch sewer line has been constructed along Service Road from Central Avenue to Blaker Road, with a 42-inch pipe continuing on to the Wastewater Treatment Plant. This improvement is now complete and in service. The technical memorandum shows that the improvements will address the wastewater collection system needs of the Project. For these reasons, the Project would have a *less-than-significant* impact with respect to inadequate capacity or need for additional conveyance facilities. (Draft EIR, pp. 4.12-26 to 4.12-27.)

Impact 4.12.3.3: Cumulative Demands on Sewer Conveyance and Treatment Facilities: As indicated above under Impacts 4.12.3.1 and 4.12.3.2, the Project will not create a substantial demand on wastewater treatment facilities or collection system. Other development within the City will increase the amount of wastewater treatment demand placed on the City's wastewater treatment plant, which will be addressed through future construction funded by connection fees. This will ensure that future developments are adequately served to accommodate the wastewater generated. In addition, the City will investigate sending additional treated wastewater to the City

of Turlock for disposal in the future if the need arises. Finally, the Project's contribution to cumulative wastewater treatment and disposal demands is not anticipated to preclude the availability of wastewater treatment facilities for approved or pending projects, nor will it trigger future improvements to the collection treatment system. For these reasons, the Project would have a *less-than-cumulatively considerable* impact with respect to cumulative demands on sewer conveyance and treatment facilities. (Draft EIR, pp. 4.12-27 to 4.12-28.)

b. Finding

The Planning Commission finds, based on the Final EIR and the whole record, that the Project will result in *less-than-significant* impacts to public services and utilities – wastewater with respect to requiring construction of wastewater treatment facilities, inadequate capacity or need for additional conveyance facilities and cumulative demands on sewer conveyance and treatment facilities.

13. Public Services and Utilities – Solid Waste

a. Impacts

Impact 4.12.4.1: Increased Demand for Solid Waste Service and Landfill Capacity: The Project would be served by the Fink Road Landfill, which has a permitted maximum disposal rate of 1,500 tons per day and currently receives approximately 409 tons per day. The Project, which would generate an average of 2.97 tons of solid waste per day, would not result in a substantial contribution to the daily capacity of this landfill. The Fink Road Landfill is projected to close in 2021. Although the Fink Road Landfill is projected to close in 2021, the County is currently pursuing a project that would extend the life of the existing landfill by converting the existing road into usable landfill space. Approval of this project would provide an additional five to 15 years of service. In addition, diversion programs instituted by the City and by the applicant may divert additional waste from the landfill. Even without the planned diversion of solid waste and recycling of materials, waste generation of 2.97 tons per day resulting from the Project would not contribute a substantial amount to the permitted daily maximum disposal of 1,500 tons at the Fink Road Landfill. For these reasons, the Project would have a *less-than-significant* impact with respect to increased demand for solid waste service and landfill capacity. (Draft EIR, pp. 4.12-35 to 4.12-37; Final EIR, pp. 3.0-8.)

Impact 4.12.4.2: On-Site Collection and Storage of Waste Materials: All development on the Project site will be required to provide areas for the collection and storage of trash and recycling in compliance with the guidelines for used for determining the area required by each on-site building that were discussed in the Draft EIR. In addition, the City's Water Efficient Landscape Guidelines provide requirements for the screening of trash and recycling areas. Under these guidelines, trees, shrubs, and vines are permitted vegetation, in combination with fences or walls, to screen trash and recycling areas from surrounding land uses and public view. For these reasons, the Project would have a *less-than-significant* impact with respect to on-site collection and storage of waste materials. (Draft EIR, pp. 4.12-37 to 4.12-38.)

Impact 4.12.4.3: Cumulative Demands for Waste Disposal and Landfill Capacity: The Fink Road Landfill is anticipated to operate until the year 2021. The County is pursuing a permit change that would increase the capacity at the Fink Road Landfill and is currently in the CEQA process. The County would be expanding capacity on the current plan within the same footprint. The term of the increased landfill capacity will be determined by what is allowed by the permitting agency, which could be anywhere from five to 15 years. In addition, the County has purchased and set aside land for a new landfill but will not be seeking a permit unless the Fink Road Landfill is not permitted to expand. This additional capacity will be supported by “tipping fees” (i.e., dumping fees) charged to all landfill contributors. For these reasons, the Project would have a *less-than-cumulatively considerable* impact with respect to cumulative demands for waste disposal and landfill capacity. (Draft EIR, pp. 4.12-38 to 4.12-39; Final EIR, pp. 3.0-8.)

b. Finding

The Planning Commission finds, based on the Final EIR and the whole record, that the Project will result in *less-than-significant* impacts to public services and utilities – solid waste with respect to increased demand for solid waste service and landfill capacity, on-site collection and storage of waste materials and cumulative demands for waste disposal and landfill capacity.

14. Public Services and Utilities – Electrical

a. Impact

Impact 4.12.5.1: Increased Demand for Electrical Service and New Electrical Facilities: The Project would be served by TID. TID has electrical facilities in the area that are more than adequate to accommodate the service requirements for the Project. In addition, no new major electrical facilities or alteration of existing major electrical facilities are required to serve the Project. While rights-of-way and public utility easements may have to be secured along the Project frontages including Mitchell, Service and Don Pedro Roads adjacent to the paved roadway in order to place lines necessary to serve the Project, this is a normal function of the development process and as the Project is adjacent to these roadways, the additional right of way and/or easement is not considered an issue. It is likely that the Project would place a conduit into the proposed buildings in joint trenches within the Project site with other utilities. For these reasons, the Project would have a *less-than-significant* impact with respect to increased demand for electrical service and new electrical facilities. (Draft EIR, pp. 4.12-42 to 4.12-43.)

Impact 4.12.5.2: Cumulative Demands on Electrical Service Provision and Facilities: The Project is not anticipated to generate demands for electrical service beyond those planned for by the electric provider. The electrical service provider is TID, which has indicated its ability to serve the Project and will not require the installation of new service lines or other electrical facilities to serve the Project. The existing 12 kilovolt distribution feeder lines will serve the Project site. Therefore, electrical demands resulting from the Project will have a *less than cumulatively considerable* impact on electrical service and facilities. (Draft EIR, pp. 4.12-43 to 4.12-44.)

b. Finding

The Planning Commission finds, based on the Final EIR and the whole record, that the Project will result in *less-than-significant* impacts to public services and utilities – electrical with respect to increased demand for electrical service and new electrical facilities and cumulative demands on electrical service provision and facilities.

15. Public Services and Utilities – Natural Gas

a. Impact

Impact 4.12.6.1: Increased Demand for Natural Gas Service: The Project would increase natural gas usage by approximately 0.12 MM therms (121,000 therms) annually, which represents approximately 0.0028 percent of the 2010 natural gas demand for PG&E. Based on the small fraction of power that the Project will demand, the Project does not represent a significant demand on regional energy supply or require for substantial additional capacity. Nor would this projected demand result in a need for new systems or supplies or substantial alternations to the existing natural gas utilities. Moreover, PG&E has adequate facilities to accommodate the service requirements for the Project and no new or alteration of existing major natural gas facilities are anticipated as a part of the Project. It is likely that PG&E would place a conduit into the proposed buildings in joint trenches with other utilities; however, no additional on- or off-site improvements, or additional public rights-of-way, are required. For these reasons, the Project would have a *less-than-significant* impact with respect to increased demand for natural gas service. (Draft EIR, pp. 4.12-46 to 4.12-47.)

Impact 4.12.6.2: Cumulative Demands on Natural Gas Service Provision: The Project is not anticipated to generate demands for natural gas service beyond the service capabilities of PG&E. PG&E has indicated their ability to serve the Project and will not require the installation of new service lines or other facilities to serve the Project. Accordingly, natural gas service demands resulting from the Project will have a *less than cumulatively considerable* impact on natural gas service and facilities. (Draft EIR, p. 4.12-47.)

b. Finding

The Planning Commission finds, based on the Final EIR and the whole record, that the Project will result in *less-than-significant* impacts to public services and utilities – natural gas with respect to increased demand for natural gas service and cumulative demands on natural gas service provision.

16. Public Services and Utilities – School Facilities

a. Impact

Impact 4.12.7.1: Impacts on School Facilities: The Project is anticipated to hire primarily from the local community, resulting in little in-migration. Accordingly, the Project would not

substantially increase population within the City. With minimal population growth anticipated as a result of the Project, student enrollment would not be expected to increase substantially within the Ceres Unified School District (CUSD). As such, the Project is not expected to increase long-term demand for schools which would necessitate the expansion of existing facilities or construction of new facilities. Further, new commercial development is required to pay school impact fees, which would fully mitigate impacts to facilities within the CUSD as a result of the Project. For these reasons, the Project would have a *less-than-significant* impact with respect to impacts on school facilities. (Draft EIR, p. 4.12-52.)

Impact 4.12.7.2: Cumulative Impacts on School Facilities: The Project would contribute cumulatively to increasing demands and capacity constraints of the local schools within the Ceres Unified School District. As projects are approved and constructed within the CUSD, coordinated planning efforts will need to continue to implement the expansion of facilities. According to California Government Code Section 65996, SB 50 funding represents mitigation for the impacts on schools. Accordingly, this is a *less than cumulatively significant* impact. (Draft EIR, p. 4.12-53.)

b. Finding

The Planning Commission finds, based on the Final EIR and the whole record, that the Project will result in *less-than-significant* impacts to public services and utilities – school facilities with respect to impacts on school facilities and cumulative impacts on school facilities.

17. Public Services and Utilities – Fire and Medical Emergency

a. Impact

Impact 4.12.8.1: Substantial Impacts Associated with an Increased Demand for Facilities and Services Related to the Provision of Fire Protection and Emergency Medical Response Services: The City's Emergency Services/Fire Division will provide fire protection and emergency medical response services to the Project area. The fire station closest to the Project site will serve the Project and this will not require an increase in personnel or infrastructure or significantly affect operations. In addition, sufficient revenues will be generated to provide for increased demands which would result from development, including the Project. Finally, specific standards set for the site, including structures, are found in the California Building Code, the California Fire Code, and in local requirements from the City Building Division and the Emergency Services/Fire Division, which will be applied to the Project as a normal part of the approval process. For these reasons, the Project would have a *less-than-significant* impact with respect to substantial impacts associated with an increased demand for facilities and services related to the provision of fire protection and emergency medical response services. (Draft EIR, p. 4.12-60.)

Impact 4.12.8.2: Cumulative Demands on Fire and Emergency Service Provision: The Project is not anticipated to generate substantial demands on the City's Emergency Services/Fire Division. Further, the Project applicant will contribute to funding for the overall demands placed

on the Division through the payment of development impact fees. With the passage of Measure H, the City has indicated that sufficient revenues will be generated to provide for increased demands concerning emergency services that would result from development, including the Project. Also, there is adequate water supply to meet fire flow requirements. Accordingly, the Project will have a *less than cumulatively considerable* impact on fire and emergency service and facilities. (Draft EIR, p. 4.12-61.)

b. Finding

The Planning Commission finds, based on the Final EIR and the whole record, that the Project will result in *less-than-significant* impacts to public services and utilities – fire and medical emergency with respect to substantial impacts associated with an increased demand for facilities and services related to the provision of fire protection and emergency medical response services and cumulative demands on fire and emergency service provision.

18. Public Services and Utilities – Law Enforcement

a. Impacts

Impact 4.12.9.1: Increased Demand for Additional Law Enforcement Staff: The Project could add up to an additional 1,584 calls for service and an additional 300 traffic enforcement contacts annually. Based on the anticipated increase in calls for service, the Project could result in the need for an additional two patrol officers, one community service officer, and one fully equipped patrol vehicle at buildout. However, the proper design of buildings, roads, and other parts of the Project would increase the ability of the City's Police Division to enforce the law and respond to public safety issues. Moreover, payment of impact fees and Measure H will ensure that sufficient revenues will be generated to provide for increased demands which would result from development, including the Project. Also, Walmart would include the following security measures: (1) install closed-circuit camera systems (surveillance cameras) inside and outside the store; (2) establish a Risk Control Team, which is a team of associates responsible and trained to identify and correct safety and security issues at the site; (3) provide lighting in the parking areas that will ensure public safety; (4) prohibit consumption of alcohol in the parking lots by having associates regularly "patrol" the parking areas while collecting shopping carts, and report any inappropriate activity to the store managers. (note that per state law, alcohol sales will be limited to the hours of 6 am to 2 am of the following day). For these reasons, the Project would have a *less-than-significant* impact with respect to an increased demand for additional law enforcement staff. (Draft EIR, pp. 4.12-65 to 4.12-66; Final EIR, pp. 2.0-61 – 2.0-62.)

Impact 4.12.9.2: Construction of Law Enforcement Facilities: The City's Police Division will provide law enforcement services to the Project area from the City's existing police station. No new police station or substation would need to be constructed to serve the Project site. For these reasons, the Project would have a *less-than-significant* impact with respect to construction of law enforcement facilities. (Draft EIR, pp. 4.12-66 to 4.12-67.)

Impact 4.12.9.3: Cumulative Demands on Police Service: While the Project alone would not require the addition of a new substation or station, the Project contributes to the incremental need for an additional police station. However, the City requires the Project to compensate for the cost of law enforcement facilities, personnel, and operations and maintenance through the payment of public facilities fees. The environmental impacts associated with the development of future law enforcement facilities would be evaluated on a project-by-project basis for immediate and cumulative impacts as required by CEQA. The impact fees and additional taxes paid through Measure H will mitigate the Project's contribution to the cumulative law enforcement demand. Accordingly, the Project will have a *less than cumulatively considerable* impact on law enforcement services and facilities. (Draft EIR, p. 4.12-67.)

b. Finding

The Planning Commission finds, based on the Final EIR and the whole record, that the Project will result in *less-than-significant* impacts to public services and utilities – law enforcement with respect to an increased demand for additional law enforcement staff, construction of law enforcement facilities and cumulative demands on police service.

19. Transportation and Traffic

a. Impact

Impact 4.13.5: Parking Capacity: The Project will provide 1,206 parking stalls which meet the 1,205 stalls required by the Mitchell Road Specific Plan parking standards. The site plan also shows 36 grocery cart corrals within the parking lot; these are considered unavailable for parking and, therefore, are not included in the parking count. The Project will have a joint access and parking easement that will enable all stalls to be available for any of the retail uses in the Project. As such, the overall project meets the parking requirements. For these reasons, the Project would have a *less-than-significant* impact with respect to parking capacity. (Draft EIR, pp. 4.13-47 to 4.13-48; see also Draft EIR, Appendix 4.13-1.)

b. Finding

The Planning Commission finds, based on the Final EIR and the whole record, that the Project will result in *less-than-significant* impacts to transportation and traffic with respect to parking capacity.

20. Energy

a. Impacts

Impact 4.14.1: Construction Impacts: Implementation of the Project would involve grading and construction of building pads, roads, structures, and other appurtenant improvements as well as processing improvements. These construction activities would require the use of gasoline, diesel fuel, other fuels, and electricity in order to be completed. Construction of the Project would use

electricity and gas as a short-term consequence of construction. The Project is within the service area of TID (electricity) and PG&E (natural gas) and services are available to the Project site. Gas and other fuel is available in the community through a network of existing private distributorships. The power and energy system is considered adequate to handle the demand during construction. Because of the high cost of fuel, construction activities are not anticipated to result in wasteful, inefficient, and unnecessary use of energy as construction contractors would purchase fuel from local suppliers and would conserve the use of their supplies to minimize the cost of constructing the project. For these reasons, the Project would have a *less-than-significant* impact with respect to construction impacts on energy consumption. (Draft EIR, pp. 4.14-10 to 4.14-11.)

Impact 4.14.2: Operational Impacts: The Project would result in a gross electricity demand of approximately 0.214 percent of the projected 2010 annual TID electricity demand. The Project would increase natural gas usage by approximately 0.12 MM therms (121,000 therms) annually. This represents approximately 0.0028 percent of the 2010 natural gas demand for PG&E. Based on the small fraction of power of the TID and PG&E demand that the Project represents, the Project does not represent a significant demand on regional energy supply or require for substantial additional capacity. Nor would the Projected demand result in a need for new systems or supplies or substantial alterations to the existing power or natural gas utilities. In addition, the Project incorporates several energy reduction features in order to lessen the demand for electricity. For these reasons, the Project would have a *less-than-significant* impact with respect to operational impacts on energy consumption. (Draft EIR, pp. 4.14-11 to 4.14-12.)

Impact 4.14.2: Traffic-Related Energy Impacts: While the Project is expected to result in a potential of 13,550 “new” weekday vehicle trips daily and 7,650 “new” weekend vehicle trips per weekend day, these trips are not necessarily new but more likely re-routed trips which are currently traveling to other sources of retail/grocery uses in the area and already consuming gasoline. In addition, the Project is not likely to produce an increase in population as would a residential development. Other than additional trucks to serve the expanded store, additional vehicles from an increased population is unlikely. In fact, implementation of the Project may result in a decrease in gasoline consumption from vehicles emissions due to the availability of retail and grocery shopping at one location. As such, the actual increase in “new” vehicle trips resulting from Project implementation is most likely much less than projected. For these reasons, the Project would have a *less-than-significant* impact with respect to traffic-related energy impacts. (Draft EIR, p. 4.14-13.)

Impact 4.14.4: Cumulative Energy Use Impacts: The Project, as well as construction in other communities and businesses in the City and the surrounding region, would depend upon the regional suppliers of energy in the future. The demand for energy at completion of Project construction would not by itself be sufficient to trigger the need for new electric or gas generation facilities. However, implementation and operation of the Project in combination with other projects within the TID and PG&E planning areas could result in a substantial increase on regional electricity or natural gas demand relative to the availability of supply such that impacts would be significant or require substantial additional capacity. The Project is consistent with long range planning in the City and the region as a whole, the City has policies that require

coordination of new development with both PG&E and TID, and both providers have indicated that they can serve the Project. Future projects will undergo similar environmental review and coordination with the service providers to determine the extent of power demand. This continual coordination process, coupled with energy use reduction strategies designed to address greenhouse gas emissions, will ensure that the types of development being considered are consistent with the service plans of both PG&E and TID. Accordingly, the Project's incremental contribution to cumulative energy impacts would be *less than cumulatively considerable*. (Draft EIR, pp. 4.14-14 to 4.14-15.)

b. Finding

The Planning Commission finds, based on the Final EIR and the whole record, that the Project will result in *less-than-significant* impacts to energy with respect to construction impacts on energy consumption, operational impacts on energy consumption, traffic-related energy impacts and cumulative energy use impacts.

C. Less-Than-Significant Impacts With Mitigation Incorporated

The Final EIR determined that the Project has potentially significant environmental impacts in the areas discussed below. The Final EIR identified feasible mitigation measures to avoid or substantially reduce some or all of the environmental impacts in these areas. Based on the information and analyses set forth in the Final EIR, the Project impacts will be *less-than-significant* with identified feasible mitigation measures and design standards incorporated into the Project.

1. Aesthetics and Visual Resources

a. Impact 4.1.3: Increase of Nighttime Light and Glare

(1) Impacts and Mitigation

Implementation of the Project would introduce new sources of nighttime lighting and glare, resulting in increased ambient nighttime lighting levels. Mitigation Measure 4.1.3 addresses this potential impact and is:

MM 4.1.3: The Project applicant shall maintain a lighting plan and photometric diagram that reduces light spillage at the Project's property lines to a level of no more than 2.0 foot-candles, as measured at adjacent property lines along Don Pedro Road.

(Draft EIR, pp. 4.1-36 to 4.1-37.)

(2) Finding

“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.”

(CEQA Guidelines, § 15091, subd. (a)(1).) Mitigation Measure 4.1.3, which has been required in or incorporated into the Project, will reduce the significant environmental impact to a *less-than-significant* level.

(3) Facts in Support of Finding

The following facts indicate that the identified impact will be reduced to a *less-than-significant* level. These facts are a summary of the facts contained in the administrative record as a whole and are not an exclusive recitation of the facts supporting the finding.

The Project will result in the construction of a Walmart store and several retail stores and restaurants on the Project site, and will introduce new sources of artificial light to the Project area with night lighting levels typical of commercial/retail development. New light sources include, but are not limited to, parking lot lighting, lighting for the new retail facilities, street lighting, lighting associated with signs or advertisements, landscape and accent lighting, and additional light generated by automobiles. At least one store (i.e., the Walmart store) is expected to be open 24 hours a day. Stationary light sources have the potential to adversely affect residents through “spillover” into adjacent properties. Most residences in the vicinity of the Project occur adjacent to or across the street from the Project site. The close proximity of these residences to the Project site makes it probable that these residences will be impacted by sources of light and glare resulting from the Project. New light sources would also result in a greater overall level of nighttime lighting, thus reducing night sky visibility and affecting the general character of the existing community. Further impacts may occur from increased nighttime vehicle trips in the vicinity of the Project.

As part of the Project approval process, the Project applicant has submitted a conditional use permit, with exhibits that include a complete lighting concept for the Project. The Project also must comply with the City’s lighting guidelines to minimize impacts from nighttime lighting. The lighting arrangement and layout shows that the light poles adjacent to residential uses will be at a lower brightness, 44,000 lumens, as opposed to the 110,000-lumen light poles located elsewhere on the Project site. In addition, the light poles adjacent to residential uses will be installed with a light shield to prevent light directly shining into the adjacent residential properties. The photometric plan for the Project shows light spillage at most key areas to be less than 2.0 foot candles, except one instance where the intensity at the property line exceeds 2.0 foot-candles, at the western driveway on Don Pedro. Moreover, implementation of the above mitigation measure would ensure reduction of nighttime light impacts on adjacent residential properties to levels that are considered *less-than-significant* and no other significant impacts associated with nighttime light and glare are expected. These facts support the City’s finding. (Draft EIR, pp. 4.1-36 to 4.1-37.)

b. Impact 4.1.5: Cumulative Addition to Area Light and Glare

(1) Impacts and Mitigation

Implementation of the Project, in combination with other projects in the area, could result in a substantial increase in light and glare in the Project area. Mitigation Measure 4.1.3, which is also described above, addresses this potential impact and is:

MM 4.1.3: The Project applicant shall maintain a lighting plan and photometric diagram that reduces light spillage at the Project's property lines to a level of no more than 2.0 foot-candles, as measured at adjacent property lines along Don Pedro Road.

(Draft EIR, pp. 4.1-36 to 4.1-37 and 4.1-39.)

(2) Finding

“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.” (CEQA Guidelines, § 15091, subd. (a)(1).) Mitigation Measure 4.1.3, which has been required in or incorporated into the Project, will reduce the significant environmental impact to a *less-than-significant* level.

(3) Facts in Support of Finding

The following facts indicate that the identified impact will be reduced to a *less-than-significant* level. These facts are a summary of the facts contained in the administrative record as a whole and are not an exclusive recitation of the facts supporting the finding.

The Project will include many sources of light including parking lot lights, storefront security lighting, display or advertisement lighting, landscaping and accent lighting, and light from increased vehicle traffic. There are other planned developments in the Project area, located to the south of the Project site, including two proposed hotels. These developments will have similar impacts, contributing to light and glare sources in the vicinity of the Project. These other projects, in addition to the Project, would result in increased lighting and glare, light spillage into residential areas, and greater ambient nighttime lighting. It is the goal of the City, as addressed in the General Plan and the Mitchell Road Corridor Specific Plan, to develop the Mitchell Road Corridor into a commercial hub and entryway to the City. Additional commercial projects that may be approved based on land use designations of the General Plan and Specific Plan will introduce further sources of light and glare from similar sources, including increased traffic and outdoor lighting associated with commercial uses.

However, the Project, as well as all other development projects in the area, will be required to comply with the lighting guidelines contained in the General Plan and in the Mitchell Road Corridor Specific Plan. The Project will also be required to comply with the mitigation measure described above. Implementation of the City's guidelines and the imposition of

mitigation measures based on those guidelines will minimize the impacts of light and glare impacts from the Project and other projects in the area. The Mitchell Road Corridor Specific Plan promotes the transition of this area for intensification of commercial uses, and the City recognizes that there will be a resulting increase in light and glare commensurate with an evolving urban environment. Such impacts, as regulated by the City, are considered *less than cumulatively considerable* and *less-than-significant*. These facts support the City's finding. (Draft EIR, p. 4.1-39.)

2. Air Quality

a. **Impact 4.2.2: Violate an Air Quality Standard or Contribute Substantially to an Existing or Projected Air Quality Violation**

(1) Impact and Mitigation

Implementation of the Project would result in short-term emissions of criteria air pollutants from construction equipment operation and soil disturbances, potentially violating or contributing to an existing violation of one or more air quality standards. Mitigation Measures 4.2.2a – 4.2.2e address this potential impact and are:

MM 4.2.2a: The following measures shall be implemented, in addition to the requirements of SJVAPCD Regulation VIII, at the Project site during all construction activities:

- Limit traffic speeds on unpaved roads to 15 miles per hour (mph);
- Install sandbags or other erosion control measures to prevent silt runoff to public roadways from sites with a slope greater than 1 percent;
- Install wheel washers for all exiting trucks, or wash off all trucks and equipment leaving the site;
- Install wind breaks at windward side(s) of construction areas;
- Suspend excavation and grading activity when winds exceed 15 mph; and
- Limit area subject to excavation, grading, and other construction activity at any one time. Soil exposure shall not exceed an area in which improvements can be completed during a single construction season.
- The applicant shall use periodic watering for short-term stabilization of disturbed surface area and haul roads to minimize visible fugitive dust emissions. Watering, with complete coverage, shall occur at least three times a day, preferably in the mid-morning, afternoon and after work is done for the day.

MM 4.2.2b: Pollutant emissions shall be minimized by maintaining equipment engines in good condition and in proper tune according to manufacturer's specifications, and during smog season (May through October) by not allowing construction equipment to be left idling for more than five minutes (per California law). Contractor shall ensure use of low-sulfur diesel fuel in construction equipment as required by the California Air Resources Board (CARB) (diesel fuel with sulfur content of 15 ppm by weight or less).

MM 4.2.2c: Graded site surfaces shall be stabilized upon completion of grading when subsequent development is delayed or expected to be delayed more than 30 days, except when such a delay is due to precipitation that dampens the disturbed surface sufficiently to eliminate visible fugitive dust emissions.

MM 4.2.2d: Contractor agreements shall specify that existing power sources (e.g., power poles) or clean-fuel generators shall be used rather than temporary power generators.

MM 4.2.2d: During construction of the Project, only low-VOC paints and coatings as defined in SJVAPCD Rule 4601 shall be used.

(Draft EIR, pp. 4.2-23 to 4.2-25; FEIR 3.0-3 – 3.0-4.)

(2) Finding

“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.” (CEQA Guidelines, § 15091, subd. (a)(1).) Mitigation Measure 4.2.2, which has been required in or incorporated into the Project, will reduce the significant environmental impact to a *less-than-significant* level.

(3) Facts in Support of Finding

The following facts indicate that the identified impact will be reduced to a *less-than-significant* level. These facts are a summary of the facts contained in the administrative record as a whole and are not an exclusive recitation of the facts supporting the finding.

The construction of the Project would result in the temporary generation of emissions resulting from site grading and excavation, road paving, motor vehicle exhaust associated with construction equipment and worker trips, and the movement of construction equipment, especially on unpaved surfaces. As shown in Draft EIR Table 4.2-1, emissions resulting from Project construction would not exceed criteria pollutant thresholds established by the SJVAPCD.

Even though the Project will not exceed the threshold for PM₁₀, Project construction activities will be required to comply with District Regulation VIII, a series of fugitive dust control measures. In addition, the SJVAPCD’s *Guide for Assessing and Mitigating Air Quality Impacts* contains enhanced and additional control measures that provide a greater degree of PM₁₀ reduction than Regulation VIII for construction sites of significant size.

Therefore, emissions of criteria air pollutants during the Project's construction phase would be *less-than-significant*. These facts support the City's finding. (Draft EIR, pp. 4.2-22 to 4.2-25; Final EIR, pp. 3.0-3 – 3.0-4; see also Draft EIR, Appendix 4.2-1.)

b. Impact 4.2.4: Violate Air Quality Standards Due to Long-Term Operational Emissions of Criteria Air Pollutants

(1) Impact and Mitigation

Implementation of the Project would result in long-term emissions of criteria air pollutants from mobile and area sources that could violate or substantially contribute to an existing violation of one or more air quality standards. Mitigation Measures 4.2.4a and 4.2.4b address this potential impact and are:

MM 4.2.4a: All buildings on the Project site shall be designed and constructed to exceed minimum statewide energy requirements (Title 24). Measures may include, but are not limited to, the following:

- Incorporate skylights into building designs to utilize natural daylight;
- Utilize computer-controlled daylight sensors and electronic dimming ballasts;
- Use high-efficiency light bulbs in all lighting fixtures;
- Use light-emitting diodes (LEDs) in exterior signage;
- Use energy-efficient appliances and HVAC systems;
- Use low-emission water heaters and/or central water heating systems;
- Increase building insulation; and
- Use automated controls for HVAC systems or centralized energy management systems.

MM 4.2.4b: All buildings on the Project site shall utilize Energy Star compliant (highly reflective) and high emissivity roofing (emissivity of at least 0.9 when tested in accordance with ASTM 408) for a minimum of 75 percent of the roof surface to reduce energy demands associated with air conditioning and to minimize the urban heat island effect.

(Draft EIR, p. 4.2-28.)

(2) Finding

“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.” (CEQA Guidelines, § 15091, subd. (a)(1).) Mitigation Measures 4.2.4a through 4.2.4b, which have been required in or incorporated into the Project, will reduce the significant environmental impact to a *less-than-significant* level.

(3) Facts in Support of Finding

The following facts indicate that the identified impact will be reduced to a *less-than-significant* level. These facts are a summary of the facts contained in the administrative record as a whole and are not an exclusive recitation of the facts supporting the finding.

Vehicle emissions will account for the majority of the Project’s operation emissions. As these vehicles travel on paved roads, they would also be a source of fugitive emissions due to the generation of road dust. Combustion emissions would be generated by the use of natural gas. Landscape maintenance equipment would generate emissions from fuel combustion and evaporation of unburned fuel. Finally, as part of normal, ongoing building maintenance, the Project will result in emissions resulting from the evaporation of solvents contained in paints, varnishes, primers, and other surface coatings. The total emissions from the Project exceed the SJVAPCD’s thresholds for reactive organic gasses (ROG) and oxides of nitrogen (NO_x). In addition, the Project would emit a significant amount of particulate matter (PM)₁₀ and PM_{2.5} that would contribute to the SJVAPCD’s existing air quality violations for particulate matter.

Implementation of transportation and traffic mitigation measure MM 4.13.6 (see below) would require the construction of pedestrian and bicycle facilities within and adjacent to the Project site. This measure may reduce mobile source emissions by accommodating alternative modes of transportation in the project vicinity. In addition, the Walmart (Major 1) portion of the Project would incorporate numerous energy efficiency measures that would exceed California Title 24 requirements and the remainder of the Project also includes energy saving features. The resulting reduction in energy use would reduce the Project’s area source emissions. Moreover, the Project’s contribution to a potential urban heat island effect in the region would be minimized through the use of a white membrane roof on the proposed Walmart building. Further, the Project proposes extensive site landscaping that would increase shade and reduce evapotranspiration to further minimize potential warming associated with development of the Project.

Finally, the Project will be required to comply with SJVAPCD Rules 4601 and 9510, which would reduce Project emissions of ROG associated with building maintenance and reduce Project emissions of operational NO_x by 33 percent over 10 years and emissions of operational PM₁₀ by 50 percent over 10 years. After release of the Draft EIR, the applicant submitted its ISR application in compliance with SJVAPCD Rule 9510. The application also demonstrates that the Project’s operational emissions will be *less-than-significant*.

These facts support the City's finding. (Draft EIR, pp. 4.2-26 to 4.2-28; Final EIR, Appendix C; see also Draft EIR, Appendix 4.2.1.)

c. Impact 4.2.8: Objectionable Odors Affecting a Substantial Number of People

(1) Impact and Mitigation

Implementation of the Project may result in receptors located in the vicinity of the Project being exposed to odorous emissions. Mitigation Measure 4.2.8 addresses this potential impact and is:

MM 4.2.8: Signage shall be provided on-site that prohibits the idling of trucks, including the use of auxiliary power units, for more than five minutes. Further, the Project shall pay for parking restrictions on the south side of Don Pedro Road as directed by the City of Ceres. These restrictions will include designating the south side of Don Pedro Road between Mitchell Road and the northwestern property corner of the Project as a "no parking" zone through the use of signs and/or curb painting.

(Draft EIR, pp. 4.2-31 to 4.2-32.)

(2) Finding

"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." (CEQA Guidelines, § 15091, subd. (a)(1).) Mitigation Measure 4.2.8, which has been required in or incorporated into the Project, will reduce the significant environmental impact to a *less-than-significant* level.

(3) Facts in Support of Finding

The following facts indicate that the identified impact will be reduced to a *less-than-significant* level. These facts are a summary of the facts contained in the administrative record as a whole and are not an exclusive recitation of the facts supporting the finding.

The Project does not contain land uses typically associated with emitting objectionable odors. As discussed above, odors associated with the Project construction or restaurant uses would be *less-than-significant* and no mitigation is required. However, the parking and idling of trucks near the loading dock and/or along Don Pedro Road could result in unnecessary odors associated with vehicle idling. Odors can also arise during construction from the use of adhesives, concrete, paint, paving, and other building materials. Typically these odors are short-lived and only observed locally, often only while within the buildings or Project area during construction.

While offensive odors rarely cause any physical harm, they still can be very unpleasant, leading to considerable distress among the public and often generating citizen complaints to local governments and regulatory agencies. California state law regulates the idling time of stationary vehicles to five minutes. There is also a concern that trucks could be parked along Don Pedro Road, closer to the homes than the proposed Walmart loading dock, waiting for delivery to the Project. The above mitigation measure is designed to ensure that trucks cannot be parked along Don Pedro Road behind the Project, as well as prohibit them from idling or using auxiliary power units for more than five minutes. By restricting or prohibiting truck parking along the south side of Don Pedro Road, the potential for odors emanating from diesel emissions to affect the adjacent homes is considered *less-than-significant*. These facts support the City's finding. (Draft EIR, pp. 4.2-31 to 4.2-32; see also Draft EIR, Appendix 4.2.1.)

3. Biological and Natural Resources

a. Impact 4.3.1: Impacts to Migratory Birds or Raptors

(1) Impact and Mitigation

Implementation of the Project could result in adverse effects, either directly or through habitat modifications that may affect species identified as a candidate, sensitive, or special status species in local or regional plans, policies or regulation, or by the California Department of Fish and Game or the United States Fish and Wildlife Service. Mitigation Measure 4.3.1 addresses this potential impact and is:

MM 4.3.1: If construction activities occur during the nesting seasons for raptors and migratory birds (typically March 1 through August 31), the Project applicant shall retain a qualified biologist to conduct a focused survey for active nests of raptors and migratory birds within and in the vicinity of the construction area (no less than 500 feet outside Project boundaries) no more than 30 days prior to ground disturbance or tree removal. If active nests are located during preconstruction surveys, USFWS and/or CDFG shall be notified regarding the status of the nests. Furthermore, construction activities shall be restricted as necessary to avoid disturbance of the nest until it is abandoned or a qualified biologist deems disturbance potential to be minimal (in consultation with USFWS and/or CDFG). Restrictions may include establishment of exclusion zones (no ingress of personnel or equipment at a minimum radius of 500 feet around the nest for Swainson's hawk, 100 feet around the nest for other raptors, and 50 feet around the nest for other migratory birds) or alteration of the construction schedule. No action is necessary if construction will occur during the non-breeding season (September 1 through February 28).

(Draft EIR, p. 4.3-22.)

(2) Finding

"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."

(CEQA Guidelines, § 15091, subd. (a)(1).) Mitigation Measure 4.3.1, which has been required in or incorporated into the Project, will reduce the significant environmental impact to a *less-than-significant* level.

(3) Facts in Support of Finding

The following facts indicate that the identified impact will be reduced to a *less-than-significant* level. These facts are a summary of the facts contained in the administrative record as a whole and are not an exclusive recitation of the facts supporting the finding.

Nesting and foraging habitat for two special-status avian species are known to occur on the Project site: the Cooper's hawk and the Swainson's hawk. Foraging habitat onsite is limited due to the highly disturbed cropland vegetation, much of which has been heavily disked on a regular basis, thereby eliminating habitat necessary for the prey base for these hawks. The limited habitat on the Project site may support migrating bird species which are protected by the Migratory Bird Treaty Act (MBTA). Removal of trees and construction activities on the Project site may result in the loss of trees utilized for nesting by sensitive avian species. Construction activities in the vicinity of active nests that may occur within the two sycamore trees that will be retained as part of the Project could potentially disturb any nesting species and cause them to abandon their nests. The loss or disturbance of active nests or direct mortality is prohibited by the MBTA and California Fish and Game Code Section 3503.5. Therefore this impact is considered potentially significant. However, implementation of the above mitigation measure would reduce potential impacts to migratory birds and raptors to a *less-than-significant* level. These facts support the City's finding. (Draft EIR, pp. 4.3-21 to 4.3-22; see also Draft EIR, Appendices 4.3-1 to 4.3-5.)

b. Impact 4.3.6: Contribution to Regional Habitat Conversion

(1) Impact and Mitigation

Implementation of the Project, in combination with other development projects in the area, may contribute to the regional conversion of habitat and impacts to biological resources. Mitigation Measure 4.3.1, which is also described above, addresses this potential impact and is:

MM 4.3.1: If construction activities occur during the nesting seasons for raptors and migratory birds (typically March 1 through August 31), the Project applicant shall retain a qualified biologist to conduct a focused survey for active nests of raptors and migratory birds within and in the vicinity of the construction area (no less than 500 feet outside Project boundaries) no more than 30 days prior to ground disturbance or tree removal. If active nests are located during preconstruction surveys, USFWS and/or CDFG shall be notified regarding the status of the nests. Furthermore, construction activities shall be restricted as necessary to avoid disturbance of the nest until it is abandoned or a qualified biologist deems disturbance potential to be minimal (in consultation with USFWS and/or CDFG). Restrictions may include establishment of exclusion zones (no ingress of personnel or equipment at a minimum radius of 500 feet around the nest for Swainson's hawk, 100 feet around the nest for other raptors, and 50

feet around the nest for other migratory birds) or alteration of the construction schedule. No action is necessary if construction will occur during the non-breeding season (September 1 through February 28).

(Draft EIR, pp. 4.3-22 and 4.3-24 to 4.3-25.)

(2) Finding

“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.” (CEQA Guidelines, § 15091, subd. (a)(1).) Mitigation Measure 4.3.1, which has been required in or incorporated into the Project, will reduce the significant environmental impact to a *less-than-significant* level.

(3) Facts in Support of Finding

The following facts indicate that the identified impact will be reduced to a *less-than-significant* level. These facts are a summary of the facts contained in the administrative record as a whole and are not an exclusive recitation of the facts supporting the finding.

Potential development of the City and Stanislaus County would further increase impacts to biological resources by removing habitat areas, directly injuring or resulting in take of special-status species, or destroying potential nesting habitat. Future development would also increase indirect impacts on adjoining land areas. These impacts would contribute to cumulative impacts on biological resources in the region, including increased urbanization, habitat fragmentation, and water pollution. The Project and other projects in the region could result in potentially significant cumulative impacts to migratory birds and raptors and sensitive bat species. Due to the previous uses on the site and the fact that the site is not in its natural condition, the site does not constitute a critical or sensitive habitat resource in the context of the cumulative setting. The Project may result in site-specific impacts to raptors and nesting migratory birds as identified under Impact 4.3.1. Implementation of the mitigation measure described above would reduce the overall contribution to cumulative biological resource impacts resulting from construction of the Project. Therefore, the Project’s contributions to the potential loss and/or restriction of biological resources in the region are considered *less than cumulatively considerable*. These facts support the City’s finding. (Draft EIR, pp. 4.3-24 to 4.3-25; see also Draft EIR, Appendices 4.3-1 to 4.3-5.)

4. Cultural Resources

a. Impact 4.4.1: Loss of Unknown Prehistoric and Historic Resources and Human Remains

(1) Impact and Mitigation

Implementation of the Project could result in impacts to previously undiscovered prehistoric resources, historic resources, and human remains. Mitigation Measures 4.4.1a and 4.4.1b address this potential impact and are:

MM 4.4.1a: If, during the course of implementing the Project, cultural resources (i.e., prehistoric sites, historic sites, and/or isolated artifacts) are discovered, work shall be halted immediately within 50 feet of the discovery, the City of Ceres Planning Division shall be notified, and a professional archaeologist that meets the Secretary of the Interior's Standards and Guidelines for Professional Qualifications in archaeology and/or history shall be retained to determine the significance of the discovery. The City shall consider mitigation recommendations presented by a professional archaeologist that meets the Secretary of the Interior's Standards and Guidelines for Professional Qualifications in archaeology and/or history for any unanticipated discoveries. Such measures may include avoidance, preservation in place, excavation, documentation, curation, data recovery, or other appropriate measures. The Project applicant shall be required to implement any mitigation necessary for the protection of cultural resources.

MM 4.4.1b: If, during the course of implementing the Project, human remains are discovered, all work shall be halted immediately within 50 feet of the discovery, the City of Ceres Planning Division shall be notified, and the County Coroner must be notified according to Section 5097.98 of the PRC and Section 7050.5 of California's Health and Safety Code. If the remains are determined to be Native American, the coroner will notify the Native American Heritage Commission, and the procedures outlined in CEQA Section 15064.5(d) and (e) shall be followed.

(Draft EIR, pp. 4.4-11 to 4.4-12.)

(2) Finding

“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.” (CEQA Guidelines, § 15091, subd. (a)(1).) Mitigation Measures 4.4.1a and 4.4.1b, which have been required in or incorporated into the Project, will reduce the significant environmental impact to a *less-than-significant* level.

(3) Facts in Support of Finding

The following facts indicate that the identified impact will be reduced to a *less-than-significant* level. These facts are a summary of the facts contained in the administrative record as a whole and are not an exclusive recitation of the facts supporting the finding.

Archaeological and historical investigations did not identify any prehistoric sites, historic sites, significant historic buildings/structures, isolated artifacts, or human remains within Project boundaries. There is a possibility, however, of unanticipated and accidental archaeological discoveries during ground-disturbing Project-related activities because of previous Native American, Euroamerican, and subsequent development of the City. The mitigation measures described above address the unanticipated discovery of cultural resources and human remains. Implementation of these mitigation measures would reduce impacts to undiscovered cultural resources and human remains to a *less-than-significant* level. These facts support the City's finding. (Draft EIR, pp. 4.4-11 to 4.4-12.)

b. Impact 4.4.2: Loss of Unknown Paleontological Resources

(1) Impact and Mitigation

Implementation of the Project could result in the potential damage or destruction of undiscovered paleontological resources. Mitigation Measure 4.4.2 addresses this potential impact and is:

MM 4.4.2: If, during the course of implementing the Project, any paleontological resources (fossils) are discovered, work shall be halted immediately within 50 feet of the discovery and the City of Ceres Planning Division shall be immediately notified. At that time, the City will coordinate any necessary investigation of the discovery with a qualified paleontologist. The City shall consider the mitigation recommendations of the qualified paleontologist for any unanticipated discoveries of paleontological resources. Such measures may include avoidance, preservation in place, excavation, documentation, curation, data recovery, or other appropriate measures. The Project applicant shall be required to implement any mitigation necessary for the protection of paleontological resources.

(Draft EIR, p. 4.4-13.)

(2) Finding

“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.” (CEQA Guidelines, § 15091, subd. (a)(1).) Mitigation Measure 4.4.2, which has been required in or incorporated into the Project, will reduce the significant environmental impact to a *less-than-significant* level.

(3) Facts in Support of Finding

The following facts indicate that the identified impact will be reduced to a *less-than-significant* level. These facts are a summary of the facts contained in the administrative record as a whole and are not an exclusive recitation of the facts supporting the finding.

A search of the University of California, Berkeley Museum of Paleontology collections database did not identify any evidence of paleontological resources within Project boundaries. Paleontological resources have been identified in Stanislaus County, but the Project site does not appear sensitive for paleontological resources because of its urban context and the level of disturbance across the site. Though it is not likely that ground-disturbing activities associated with the Project would reach any geological formations that could contain significant paleontological resources, there is a possibility of unanticipated and accidental paleontological discoveries during ground-disturbing Project-related activities. The mitigation measure described above addresses the inadvertent discovery of significant paleontological resources. Implementation of this mitigation measure would limit impacts on paleontological resources to a *less-than-significant* level. These facts support the City's finding. (Draft EIR, pp. 4.4-12 to 4.4-13.)

c. Impact 4.4.3: Loss of Prehistoric Resources, Historic Resources, and Human Remains

(1) Impact and Mitigation

Implementation of the Project, along with other development projects in the City and Stanislaus County, could result in disturbance of cultural resources (i.e., prehistoric sites, historic sites, and isolated artifacts and features) and human remains. Mitigation Measures 4.4.1a and 4.4.1b, which are also described above, address this potential impact and are:

MM 4.4.1a: If, during the course of implementing the Project, cultural resources (i.e., prehistoric sites, historic sites, and/or isolated artifacts) are discovered, work shall be halted immediately within 50 feet of the discovery, the City of Ceres Planning Division shall be notified, and a professional archaeologist that meets the Secretary of the Interior's Standards and Guidelines for Professional Qualifications in archaeology and/or history shall be retained to determine the significance of the discovery. The City shall consider mitigation recommendations presented by a professional archaeologist that meets the Secretary of the Interior's Standards and Guidelines for Professional Qualifications in archaeology and/or history for any unanticipated discoveries. Such measures may include avoidance, preservation in place, excavation, documentation, curation, data recovery, or other appropriate measures. The Project applicant shall be required to implement any mitigation necessary for the protection of cultural resources.

MM 4.4.1b: If, during the course of implementing the Project, human remains are discovered, all work shall be halted immediately within 50 feet of the discovery, the City of Ceres Planning Division shall be notified, and the County Coroner must be notified according to

Section 5097.98 of the PRC and Section 7050.5 of California's Health and Safety Code. If the remains are determined to be Native American, the coroner will notify the Native American Heritage Commission, and the procedures outlined in CEQA Section 15064.5(d) and (e) shall be followed.

(Draft EIR, pp. 4.4-11 to 4.4-14.)

(2) Finding

“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.” (CEQA Guidelines, § 15091, subd. (a)(1).) Mitigation Measures 4.4.1a and 4.4.1b, which have been required in or incorporated into the Project, will reduce the significant environmental impact to a *less-than-significant* level.

(3) Facts in Support of Finding

The following facts indicate that the identified impact will be reduced to a *less-than-significant* level. These facts are a summary of the facts contained in the administrative record as a whole and are not an exclusive recitation of the facts supporting the finding.

Implementation of the Project may contribute to the cumulative loss of prehistoric resources, historic resources, and human remains in the City and Stanislaus County through the inadvertent discovery of these resources. This contribution could be considerable when combined other development in the City and Stanislaus County. Implementation of the mitigation measures described above address the identification and protection of significant prehistoric and historic resources and human remains and would reduce impacts to these resources and human remains to a less than cumulatively significant level. These facts support the City's finding. (Draft EIR, pp. 4.4-11 to 4.4-14.)

d. Impact 4.4.4: Paleontological Resources

(1) Impact and Mitigation

Implementation of the Project, along with other development in the City and Stanislaus County, could result in disturbance of paleontological resources (i.e., fossils and fossil formations). Mitigation Measures 4.4.1a and 4.4.1b, which are also described above, address this potential impact and are:

MM 4.4.1a: If, during the course of implementing the Project, cultural resources (i.e., prehistoric sites, historic sites, and/or isolated artifacts) are discovered, work shall be halted immediately within 50 feet of the discovery, the City of Ceres Planning Division shall be notified, and a professional archaeologist that meets the Secretary of the Interior's Standards and Guidelines for Professional Qualifications in archaeology and/or history shall be retained to determine the significance of the discovery. The City shall consider mitigation

recommendations presented by a professional archaeologist that meets the Secretary of the Interior's Standards and Guidelines for Professional Qualifications in archaeology and/or history for any unanticipated discoveries. Such measures may include avoidance, preservation in place, excavation, documentation, curation, data recovery, or other appropriate measures. The Project applicant shall be required to implement any mitigation necessary for the protection of cultural resources.

MM 4.4.1b: If, during the course of implementing the Project, human remains are discovered, all work shall be halted immediately within 50 feet of the discovery, the City of Ceres Planning Division shall be notified, and the County Coroner must be notified according to Section 5097.98 of the PRC and Section 7050.5 of California's Health and Safety Code. If the remains are determined to be Native American, the coroner will notify the Native American Heritage Commission, and the procedures outlined in CEQA Section 15064.5(d) and (e) shall be followed.

(Draft EIR, pp. 4.4-11 to 4.4-14.)

(2) Finding

“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.” (CEQA Guidelines, § 15091, subd. (a)(1).) Mitigation Measures 4.4.1a and 4.4.1b, which have been required in or incorporated into the Project, will reduce the significant environmental impact to a *less-than-significant* level.

(3) Facts in Support of Finding

The following facts indicate that the identified impact will be reduced to a *less-than-significant* level. These facts are a summary of the facts contained in the administrative record as a whole and are not an exclusive recitation of the facts supporting the finding.

Implementation of the Project may contribute to the cumulative loss of paleontological resources in the City and Stanislaus County through the inadvertent discovery of these resources. This contribution could be considerable when combined with other past, present, and foreseeable development in the City and Stanislaus County. Implementation of the mitigation measures described above addresses the inadvertent discovery of significant paleontological resources and would reduce impacts to undiscovered paleontological resources to less than cumulatively significant. These facts support the City's finding. (Draft EIR, pp. 4.4-11 to 4.4-14.)

5. Economics and Blight

a. Impact 4.5.1: Urban Decay

(1) Impact and Mitigation

Implementation of the Project may result in closure of competing businesses, which may increase the inability of property owners to lease vacant buildings, potentially resulting in physical deterioration and urban decay. Mitigation Measure 4.5.1 addresses this potential impact and is:

MM 4.5.1: In addition to the requirement that a vacant building monitoring fee pursuant to Ceres Municipal Code Chapter 9.40 be paid, the property owner (and any subsequent owner) shall enter into a supplemental maintenance agreement with the City to ensure property maintenance until the site is reoccupied, and whereby the City will be compensated (via bond or otherwise) for abatement of visual indications of blight on the property if and when the property owner fails to adequately maintain the property in good condition and abate elements of deterioration, which shall include:

- Remove graffiti;
- Repair broken windows and exterior structural elements;
- Maintain existing landscaping; and
- Frequently clean up litter on the property.

(Draft EIR, p. 4.5-19.)

(2) Finding

“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.” (CEQA Guidelines, § 15091, subd. (a)(1).) Mitigation Measure 4.5.1, which has been required in or incorporated into the Project, will reduce the significant environmental impact to a *less-than-significant* level.

(3) Facts in Support of Finding

The following facts indicate that the identified impact will be reduced to a *less-than-significant* level. These facts are a summary of the facts contained in the administrative record as a whole and are not an exclusive recitation of the facts supporting the finding.

The Project is estimated to achieve total annual sales of approximately \$156 million. Sales in the general merchandise component of the proposed Walmart are estimated at \$90.9

million, and sales in the supermarket-equivalent component are estimated at \$32.2 million. Annual restaurant sales in the proposed shopping center are estimated at \$4.9 million. For the remainder of the Project, where the retail mix is unknown, retail sales are estimated at \$28.0 million annually. The total capture from existing outlets when the Project becomes operational is estimated at \$112.7 million annually, with \$81.8 million of this coming from existing general merchandise stores, \$21.6 million from existing food stores, \$3.7 million from existing restaurants, and the remainder coming from other types of retail outlets. As the population of the City and surrounding areas grows according to projections, the level of sales captured from existing outlets necessary to reach benchmark levels is estimated to decline slightly to \$111.7 million in 2012. Overall, when the Project is operational, there will be an estimated decline of \$93.0 million, or 24 percent of the baseline total, for the retail store categories assumed to be represented in the Project (this excludes automotive retail and service stations).

- General Merchandise Stores:

Most of the decline will be in the general merchandise category, where sales declines are estimated at \$75.0 million, or 55 percent of the estimated baseline figure. However, for the most part, this total represents sales that are going to the existing Walmart, which is slated for closure; thus, losses at remaining general merchandise outlets (e.g., Kmart) would only constitute a small portion of overall lost sales and interviews with local store representatives indicated their perception is that a certain segment of the population chooses not to shop at Walmart and will continue to shop at Kmart or other stores as long as those options are available. The new Walmart store may also attract some limited sales from other general merchandise stores, particularly the chain drugstores. These stores, however, are more convenience-oriented and have proven competitive with the existing Walmart with its pharmacy. Moreover, local representatives for the Rite-Aid store (also the chain pharmacy closest to the Project) believe that their overall business would not be impacted substantially by the proposed store.

Since the Project is assumed to capture shoppers from outside the City, there may be impacts on general merchandise stores beyond City limits. The two such outlets most likely to lose sales are the existing Walmart's in Modesto and Turlock, as some shoppers currently going to those two stores may prefer the new center. In some cases, the drive time to the new store will be similar to driving to either of those locations (e.g., for residents of Keyes or Modesto south of the Tuolumne River). Like the existing Walmart, these two stores both appear to have sales well above Walmart's national average. The estimated capture from outside the primary trade area is approximately \$9.1 million, a level of sales loss either of these stores could sustain even individually. For other outlets, the impacts are likely to be diffused among a wide range of outlets due to distance and differences in product mix and market positioning, such that impacts on other individual outlets are not likely to be substantial. In summary, while the capture is great in this category, most of it will take the form of a shifting of sales from the existing Walmart to the Project. Furthermore, as population continues to grow in the primary and secondary trade areas, sales at existing stores should rebound to higher levels.

- Food Stores:

It is estimated that, when the proposed Walmart store's grocery component becomes operational, it would capture approximately \$16.3 million of estimated baseline food store sales, or approximately 16 percent of baseline sales in the City. While some stores could sustain a 16 percent loss, the impacts may be concentrated on those competitors that are closest and in a similar market niche. In the short term, if sales losses are focused on particular stores, there is some risk of closure for an existing supermarket in the City. Based on proximity and current performance, the store most at risk is Richland Market. However, because of a variety of factors, including different "break-even" and profit thresholds for different operators, as well as different levels of sales currently, it is not possible to state with a great degree of certainty which of the existing food stores is most likely to be impacted to the point of closure by the Project. If any store does close, that store's sales would then be distributed among the remaining competitors, making additional closures less likely. The demand for food stores should recover somewhat within a few years.

Outside the primary trade area, the food stores most likely to be affected by the Project are those in the periphery, particularly the Keyes Supermarket, which is only 2.2 miles from the Project site. This independent store has a deteriorated appearance and low sales levels, appearing to function primarily as a convenience-oriented store for nearby residents. Based on county assessor records, the store is managed and owned by the same family that owns the property. Thus the supermarket may not require the level of return otherwise required to support a rent or mortgage payment. In any case, this supermarket's primary asset is convenience to local residents of Keyes; it is extremely unlikely that shoppers from other locales are frequenting this store. While the proposed store is slightly closer to Keyes than the Safeway in Turlock, Keyes residents seeking a larger store, higher quality, or better prices already have a number of nearby options. The Keyes Supermarket will still have its primary advantage, convenience, and while it may continue to underperform industry norms, it cannot be assumed that the Project will lead to closure of this store.

The other supermarkets in the periphery are the two Latino-oriented markets on Crow's Landing Road west of State Route 99. These stores are distant enough and specialized enough that the impacts of the Project should be minimal. Beyond the City and the periphery, impacts are likely to be more diffused, with impacts on individual stores at levels where closure cannot be an assumed outcome. The WinCo in Modesto is probably the store in the secondary market area most like the Project's grocery section in terms of being a region-serving store. While the sales levels for this store are unknown, WinCo stores typically have very strong sales and compete successfully with Walmart stores having grocery components and other Walmart stores selling groceries in other markets (e.g., Stockton). WinCo representatives indicated that they expect that a Walmart store in the City having a grocery component would have some impact on their sales but did not indicate that closure was likely.

- Eating and Drinking Places:

The Project includes two pad spaces with the potential to accommodate a fast-food restaurant and one other pad suitable for a sit-down restaurant or general retail use. Overall, eating and drinking places showed a net estimated decline in sales of 4 percent from current sales levels if the Project is built. In just a couple of years after becoming operational, however, population growth is projected to generate enough additional demand that existing outlets should recover to above current levels. The sales impacts in the City are likely to be distributed broadly among a large number of outlets, so no particular restaurant could be determined to be at risk of closure as a result of the Project. In any case, growth in the market should lead to recovery within a few years of Project opening, so any impacts would be very short term. Impacts outside the primary trade area would be diffused and negligible for any specific outlet.

- Other Store Types:

Losses of sales from baseline levels in this category are expected to be minimal, due in part to the limited sales among the other outlet types and the resulting capture of substantial leakage. In just a couple of years after the Project is expected to be operational, demand in this catch-all category would allow sales at existing outlets to recover to above current levels. While it is possible that there could be outlets at the Project that would compete directly with existing outlets in a given specialty store subcategory, there are no additional known tenants for the proposed center beyond the Walmart at this time. Assessing any possible impacts due to more specific types of retailers would thus be speculative. Overall, due to the minimal overall losses for a short period of time among other store types, impacts are assumed to be negligible and no particular outlets either inside or outside the primary market area can be presumed to be at risk of closure as a result of the Project.

- Downtown Area:

The downtown area has a limited number of retail outlets. The retailers currently downtown are generally small local merchants likely taking advantage of lower rents, who have survived by maintaining a different market focus not directly competitive with the types of retailers in the larger and newer retail centers found throughout Stanislaus County. As a result, the existing retail outlets in the downtown are not expected to face closure with the addition of the Project to the retail inventory, since it is similar to the existing newer centers in its market positioning. In any retail market, existing retail space may be vacated due to functional obsolescence or the general cycle of retail closures and openings over time. Thus any retail market is likely to have a certain amount of vacant space due to normal turnover and changes in retailing, and vacancies alone do not necessarily indicate urban decay or physical deterioration.

- Potential for Physical Deterioration and Urban Decay:

Outside the primary trade area, the overall retail sector in neighboring cities is so large that impacts are likely to be diffused across the broad range of stores there. In fact, the closure of the existing Walmart may lead to increased sales at similar outlets in Modesto, as some

Modesto residents will find that stores in Modesto would then be more conveniently located than the proposed new store in the City.

Within the primary trade area, the Project has the potential to lead to the closure of an existing supermarket in the City, resulting in a possible vacant retail space. The grocery store most at risk of closure is Richland Market because of its recent performance levels and proximity to the Project. However, the shopping center in which Richland Market is located is doing well, is well maintained, and has a strong second anchor, Richland Ace Hardware. The shopping center is located at the intersection of two major streets in Ceres and is surrounded by residential uses. This makes it an ideal location for a neighborhood-serving shopping center; therefore, this shopping center is likely to attract different tenants than those that would be located at the Project site, which is more likely to attract regional-serving tenants. As an older center, it is also more likely to attract tenants looking for lower rent than the Project. Therefore, the center is well-positioned in a different market niche than the Project. Finally, in the event the supermarket does close, existing City ordinances would require that the building be maintained while the building is vacant.

The City has a fairly stable retail market with few vacant built spaces. There are vacant parcels suitable for retail/commercial uses in the City, but none of these parcels exhibit signs of decay, they are simply vacant and awaiting future use. The largest and possibly only vacant space that can be expected to be created by the Project will be due to the closure of the existing Walmart. Closure of this store represents a substantial increase in the amount of vacant retail inventory, and the space may prove difficult to re-tenant, especially in the short term. This property presents the potential for urban decay, depending on the property owner's ability to find a new tenant and the City's willingness and ability to enforce ordinances regarding upkeep of the physical property (a vacant property is not by definition subject to urban decay, but only at risk of that condition).

However, the City's Municipal Code contains numerous restrictions and standards for the maintenance of vacant buildings to avoid public nuisances such as blight, and to protect surrounding property values. While these regulations provide for monitoring and enforcement by the City, due to the size and nature of the building that will be vacated as a result of the Project, these existing regulations may not sufficiently minimize the potential for blight and urban decay. Implementation of the mitigation measure described above would enable the City to more effectively enforce the provisions of the Municipal Code as it would apply to a vacant building and site as large as the existing Walmart, further minimizing the potential for blight and urban decay to occur as a result of Walmart vacating the structure. Implementation of this mitigation measure would reduce the impact to a *less-than-significant* level. These facts support the City's finding. (Draft EIR, pp. 4.5-13 to 4.5-19; see Also Draft EIR, Appendix 4.5-1.)

6. Geology and Soils

a. Impact 4.6.1: Ground Failure

(1) Impact and Mitigation

Implementation of the Project may expose people, structures, and development to ground failure from seismic activity or unstable soils. Mitigation Measure 4.6.1 addresses this potential impact and is:

MM 4.6.1: The Project shall comply with the recommendations of the Preliminary Geotechnical Engineering Analysis prepared by Consolidated Engineering Laboratories in June 2006. These recommendations include the following:

- Existing Structures and Trees – All existing structures to be abandoned shall be demolished and foundations entirely removed or cut off. Any existing trees that are to be abandoned shall have their major root systems removed. Additionally, buried objects from past land use activities that are encountered during construction shall be removed.
- Loose Near-Surface Soil – The presence of loose near-surface soil will require over-excavation and compaction in the building pad areas.
- Underground Utility/Trench Excavation – Due to the sandy soils at the Project site, trench walls may not stand vertical during and after excavation. All Project contractors shall be notified of the potential for sloughing of utility trench and foundation excavation sidewalls.
- Winter Grading – If grading occurs during the rainy season, unstable subgrade conditions may be encountered. Project site soils shall be treated/stabilized prior to grading or other soil-disturbing activities during the winter months.
- Seismic Considerations – The site is located proximal to a seismically active region. At a minimum, the building designs shall comply with the latest edition of the California Building Code.

(Draft EIR, pp. 4.6-10 to 4.6-11; see also Draft EIR, Appendix 4.6-1.)

(2) Finding

“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.” (CEQA Guidelines, § 15091, subd. (a)(1).) Mitigation Measure 4.6.1, which has been required in or incorporated into the Project, will reduce the significant environmental impact to a *less-than-significant* level.

(3) Facts in Support of Finding

The following facts indicate that the identified impact will be reduced to a *less-than-significant* level. These facts are a summary of the facts contained in the administrative record as a whole and are not an exclusive recitation of the facts supporting the finding.

The project site is located in the San Joaquin Valley, which has experienced significant historical and, in some areas, recent subsidence due primarily to groundwater pumping. Although the Project site is not likely susceptible to seismic activity due to the distance to active faults, the potential for seismic activity does exist. Significant subsidence in an area can affect building foundations and roadways if they are not properly designed. However, adherence to the recommendations made in the geotechnical analysis for the Project will ensure that the soils between ground level and a depth of five feet are free of debris, incursion by roots and capable of being compacted as needed to support construction. Implementation of the mitigation measure described above reduces this impact to a *less-than-significant* level. These facts support the City's finding. (Draft EIR, pp. 4.6-10 to 4.6-11; see also Draft EIR, Appendix 4.6-1.)

7. Hazards and Hazardous Materials

a. Impact 4.7.3: Hazards Associated with Past Agricultural Operations

(1) Impact and Mitigation

Pesticide application associated with past agricultural operations may have impacted the Project site. Mitigation Measure 4.7.3 addresses this potential impact and is:

MM 4.7.3: A Phase II Environmental Site Assessment report shall be prepared to determine the extent and exact nature of any pesticide or chemical residues present on the project site. Soils shall be taken from throughout the site to test pesticide contamination (chlorinated pesticides using EPA Test Method 8081 and 8082). If samples reveal concentrations of pesticide residue in excess of acceptable thresholds, actions shall be taken to remediate soil contamination to within the American Society for Testing and Materials (ASTM) International standards. Such actions could include excavation and disposal of contaminated soils from the site or bioremediation. A qualified Phase II Environmental Assessor shall be retained to develop and carry out a remediation plan, if necessary.

(Draft EIR, pp. 4.7-24 to 4.7-25.)

(2) Finding

“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.” (CEQA Guidelines, § 15091, subd. (a)(1).) Mitigation Measure 4.7.3, which has been required

in or incorporated into the Project, will reduce the significant environmental impact to a *less-than-significant* level.

(3) Facts in Support of Finding

The following facts indicate that the identified impact will be reduced to a *less-than-significant* level. These facts are a summary of the facts contained in the administrative record as a whole and are not an exclusive recitation of the facts supporting the finding.

The Project site and surrounding area have been used extensively for agricultural production in the past and have been subject to repeated pesticide use. Because the site has been historically used for agricultural operations, residual pesticide contamination may exist in on-site soils as well as in groundwater. Further site review is needed to determine the specific contaminants and the extent and level of pesticides that exist on the project site. Implementation of the mitigation measure described above would identify the nature and extent of contamination, if any, on the Project site and require its removal or treatment prior to construction activities, thereby eliminating potential exposure of people to hazardous substances. The impacts after mitigation would be *less-than-significant*. These facts support the City's finding. (Draft EIR, pp. 4.7-24 to 4.7-25; see also Secor International, Phase I Environmental Site Assessment (May 2006).)

b. Impact 4.7.5: Abandonment of Wells, Irrigation Infrastructure, and Septic Systems

(1) Impact and Mitigation

The Project site contains several old septic systems, wells for domestic and irrigation purposes as well as abandoned irrigation facilities. If not properly abandoned, these facilities could create a physical hazard. Mitigation Measures 4.7.5a, 4.7.5b and 4.7.5c address this potential impact and are:

MM 4.7.5a: The Project applicant shall obtain a permit from the City Building Division for the destruction and closure of all wells on the Project site in accordance with Chapter 13.05 of the City's Municipal Code. The Project applicant shall destroy all wells in accordance with the conditions of the permit and with the California Water Well Standards contained in Department of Water Resources Bulletins 74-81 and 74-90, prior to project construction.

MM 4.7.5b: The Project applicant shall remove and plug all irrigation facilities on the Project site to the satisfaction of Turlock Irrigation District standards prior to Project construction.

MM 4.7.5c: Prior to issuance of grading permits, any and all septic tanks on the Project site shall be abandoned under permit from the Stanislaus County Department of Environmental Resources.

(Draft EIR, p. 4.7-26.)

(2) Finding

“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.” (CEQA Guidelines, § 15091, subd. (a)(1).) Mitigation Measures 4.7.5a, 4.7.5b and 4.7.5c, which have been required in or incorporated into the Project, will reduce the significant environmental impact to a *less-than-significant* level.

(3) Facts in Support of Finding

The following facts indicate that the identified impact will be reduced to a *less-than-significant* level. These facts are a summary of the facts contained in the administrative record as a whole and are not an exclusive recitation of the facts supporting the finding.

One water well and four irrigation wells of unknown age were observed on the Project site. Furthermore, it can be assumed that other wells associated with the three buildings that have been demolished potentially exist on the Project site. Additionally, an irrigation pipeline runs from east to west at the approximate midpoint of the Project site. This pipeline, and any other irrigation facilities that may be discovered on the Project site, has been abandoned and may be removed and plugged in accordance with TID standards. If properly abandoned, the wells and irrigation facilities will not represent a concern to the Project site or Project.

No evidence of any cesspools or any leach fields and septic tanks other than what would have been associated with homesites were observed on the Project site. However, it is reasonable to assume that potential exists for the occurrence of cesspools, leach fields, and/or septic tanks due to the historic rural residential use of the site. Implementation of the mitigation measures described above would ensure proper abandonment and destruction of all wells, irrigation infrastructure, and septic tanks prior to construction activities, thereby eliminating potential exposure of people to related physical hazards. This impact after mitigation would be *less-than-significant*. These facts support the City’s finding. (Draft EIR, pp. 4.7-54 to 4.7-26; see also Secor International, Phase I Environmental Site Assessment (May 2006).)

8. Hydrology and Water Quality

a. Impact 4.8.3: Degrade Surface Water Quality/Violate Water Quality Standards During Operation

(1) Impact and Mitigation

Operation of the Project will introduce sediments and other contaminants typically associated with urban development into stormwater runoff, potentially resulting in the degradation of downstream water quality. Mitigation Measure 4.8.3 addresses this potential impact and is:

MM 4.8.3: Prior to approval of an improvement plan, the Project proponent shall provide a list of City-approved best management practices (BMPs) to be implemented on the site during operation of the Project that will protect receiving waters from urban contaminants in runoff. The BMPs shall be consistent with RWQCB guidelines and shall be obtained from the California Stormwater Quality Association's Stormwater Best Management Practice (BMP) Handbooks. At least 85 to 90 percent of annual average stormwater runoff from the site shall be treated per the standards in the 2003 California Stormwater Best Management Practices Handbooks. BMPs may include, but are not limited to, the following:

- Route drainage from paved surfaces either through swales, buffer strips, or sand filters or treat with a filtering system prior to discharge to the storm drain system;
- Use permeable pavement in parking areas and other low traffic areas;
- Direct downspouts to infiltration trenches;
- Provide stenciling or labeling of all storm drain inlets within and adjacent to the project site with prohibitive language such as "NO DUMPING";
- Cover loading dock areas, or design drainage to preclude urban run-on and runoff;
- Prohibit direct connections into storm drains from depressed loading docks. These areas should drain into water quality inlets, an engineered infiltration system, or an equally effective alternative;
- Design trash container areas so that drainage from adjoining roofs and pavement is diverted around the areas to avoid run-on. This might include berming or grading the waste storage areas to prevent run-on of stormwater;
- Use lined bins or dumpsters to reduce leaking of liquid waste;
- Provide roofs, awnings, or attached lids on all trash containers to minimize direct precipitation and prevent rainfall from entering containers;
- Pave trash storage areas with an impervious surface to mitigate spills;
- Do not locate storm drains in immediate vicinity of the trash storage areas; and
- Post signs on all dumpsters informing users that hazardous materials are not to be disposed of therein.

(Draft EIR, pp. 4.8-18 to 4.8-19.)

(2) Finding

“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.” (CEQA Guidelines, § 15091, subd. (a)(1).) Mitigation Measure 4.8.3, which has been required in or incorporated into the Project, will reduce the significant environmental impact to a *less-than-significant* level.

(3) Facts in Support of Finding

The following facts indicate that the identified impact will be reduced to a *less-than-significant* level. These facts are a summary of the facts contained in the administrative record as a whole and are not an exclusive recitation of the facts supporting the finding.

The Project would convert the approximately 26.3-acre undeveloped site to urban uses. While the site plan includes some permeable surfaces (e.g., landscaped areas), the conversion to urban uses would substantially increase the impervious surface area, which in turn would increase runoff from roadways, parking areas, rooftops, and other surfaces that could contain oil and grease, heavy metals, chemicals, and other urban pollutants. Runoff from landscaped areas could also contribute chemicals from fertilizers, pesticides, and herbicides.

The stormwater runoff from the roof drains and the parking lot will be retained and stored in a series of oversized pipes that are designed to infiltrate the runoff, which is treated through gravel bed and wrapped in filter fabric, around the perforated pipes and dry wells. In order to prevent clogging of the system and ensuring the treatment of the first flush, the runoff from the parking lot will be pretreated by conveying the surface water through biofiltration grass swales in the landscape islands and perimeter landscaping areas, to the extent practical. Other areas of the parking lot will drain to catch basins with a sump and hooded outlet pipes. The sump will allow settlement of the sediments, and the hooded outlet pipe will prevent floatable material from entering the system. In addition, the inlets that collect runoff from garden center areas will be equipped with catch basin inserts in order to pre-treat and filter the runoff. The insert will consist of a series of trays, with the top tray serving as an initial sediment trap, and the underlying trays comprised of media filters. All catch basins and roof downspouts will have screens to collect larger particles and trash prior to entering the system.

The oversized pipes are sized to retain the volume of a 50 year storm event and meter the overflow through smaller pipes that connect to the existing storm drain systems along Mitchell Rd and Don Pedro Rd. The connection to the public system will incorporate a flap gate which will prevent reverse flow of water from the public line into the Project.

The City regulates pollutants in its storm drain system through Chapter 13, Water and Sewer, of the Municipal Code. This chapter includes storm drainage rules and regulations that are designed to protect water quality by prohibiting discharge of certain pollutants and requiring practicable measures to reduce pollutants. However, the Municipal Code does not identify best management practices that projects like the Project must implement. Therefore, further

mitigation is required to ensure Project impacts to surface water quality are reduced. Implementation of the mitigation measure described above would ensure that adequate BMPs are implemented during Project operation to minimize polluted runoff entering downstream drainages. The impact will be *less-than-significant* with mitigation. These facts support the City's finding. (Draft EIR, pp. 4.8-16 to 4.8-19.)

9. Noise

a. Impact 4.10.4: On-Site Truck Traffic - Walmart

(1) Impact and Mitigation

Implementation of the Project would result in on-site truck circulation noise from truck deliveries to the Walmart store. Mitigation Measure 4.10.4 addresses this potential impact and is:

MM 4.10.4: The following requirements shall be applied to the Project:

- Solid noise barriers shall be constructed behind the Walmart loading dock area between the two site accesses to Don Pedro Road, and also along the western site boundary to provide shielding to the existing apartment buildings to the west. The barriers shall be 8 feet in height (except where a reduction in height is required for sight distance within clear vision triangles), and shall be constructed of concrete masonry unit (CMU) block with at least three lbs./square foot surface density. Blocks shall be fully grouted. This measure is predicted to reduce noise from Walmart-generated on-site truck circulation by at least 5dB, thereby reducing noise levels to 42 dB L_{eq} and 63 dB L_{max} at the nearest residences.

(Draft EIR, pp. 4.10-26 to 4.10-27.)

(2) Finding

“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.” (CEQA Guidelines, § 15091, subd. (a)(1).) Mitigation Measure 4.10.4, which has been required in or incorporated into the Project, will reduce the significant environmental impact to a *less-than-significant* level.

(3) Facts in Support of Finding

The following facts indicate that the identified impact will be reduced to a *less-than-significant* level. These facts are a summary of the facts contained in the administrative record as a whole and are not an exclusive recitation of the facts supporting the finding.

On-site truck circulation associated with the delivery of goods to the proposed Walmart store during a typical busy hour is predicted to result in noise levels of 47 dB L_{eq} , 68 dB L_{max} , and 79 dB SEL at the nearest residences to the north of the site. Truck traffic for the Walmart store will be routed to the rear (north end) of the Walmart store via Don Pedro Road. The on-site truck route would include trucks entering the Project site through entrances on Don Pedro Road, traveling along the northern side of the Walmart store to access loading bays, and exiting through access along Don Pedro Road. The nearest existing residences are located approximately 100 feet north and 140 feet west of truck passby areas while the trucks are on site.

Heavy truck passbys en route to the loading dock areas are expected to be relatively brief and produce a typical Single Event Level (SEL) of approximately 78 dB at a distance of 100 feet. The typical L_{max} level due to a heavy truck passby is approximately 68 dB at a distance of 100 feet. Medium-duty truck passbys generate typical SEL and L_{max} values which are 5 dB lower than heavy trucks, or 73 and 65 dB, respectively, at a reference distance of 100 feet. Should a heavy and medium-duty truck pass within 100 feet of the nearest residences to the north at the same time, the combined SEL from both trucks would equal 79 dB SEL.

The predicted noise levels associated with a typical busy hour of on-site truck circulation on the Walmart project site satisfy the City's daytime noise level standards of 55 dB L_{eq} and 70 dB L_{max} at the nearest residential uses to the proposed Walmart, but would exceed the City's nighttime standard of 65 dB L_{max} . The predicted exterior noise level of 79 dB SEL at the nearest residential building façades during heavy truck passages on site would be reduced to 54 dB SEL within residences with windows closed, which would satisfy the Project's 65 dB sleep disturbance criterion.

However, ambient conditions in the Project vicinity are currently elevated, which results in the City's 45 dB L_{eq} nighttime standard being increased to 50 dB L_{eq} during nighttime hours. Despite this increased nighttime noise limit, on-site circulation could still exceed the City's nighttime average noise level standard, and this impact is considered significant. Implementation of the mitigation measure described above will ensure that impacts associated with Walmart-generated on-site truck circulation are minimized to reduce conflicts with surrounding residential uses. This impact is reduced to a *less-than-significant* level. These facts support the City's finding. (Draft EIR, pp. 4.01-25 to 4.10-27; see also Draft EIR, Appendix 4.10-1.)

b. Impact 4.10.6: Loading Dock Operations - Walmart

(1) Impact and Mitigation

Implementation of the Project would result in increased noises due to the delivery of goods to the Walmart store. Mitigation Measure 4.10.6 addresses this potential impact and is:

See MM 4.10.4. (Draft EIR, pp. 4.10-26 to 4.10-27.)

(2) Finding

“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.” (CEQA Guidelines, § 15091, subd. (a)(1).) Mitigation Measure 4.10.4, which has been required in or incorporated into the Project, will reduce the significant environmental impact to a *less-than-significant* level.

(3) Facts in Support of Finding

The following facts indicate that the identified impact will be reduced to a *less-than-significant* level. These facts are a summary of the facts contained in the administrative record as a whole and are not an exclusive recitation of the facts supporting the finding.

The primary noise sources associated with the loading dock areas located behind the proposed Walmart store are the heavy trucks stopping (air brakes), backing into the loading docks (backup alarms), pulling out of the loading docks (engines accelerating), and short-term refrigeration unit operation. Heavy truck unloading will occur directly from the truck to the building, and sealed rubber gaskets will be provided at the truck docks to reduce noise from loading and unloading activities.

The proposed loading dock configuration for the Walmart store would locate the nearest loading docks approximately 185 feet from the closest residential uses. The predicted average noise levels associated with a typical busy hour of loading dock activity at the Walmart loading dock area satisfy the City’s daytime noise level standard, but would exceed the City’s nighttime standard. However, implementation of the mitigation measure described above to mitigate noise as a result of on-site truck traffic, requires construction of solid noise barriers behind the Walmart loading dock area between the two site accesses to Don Pedro Road, and along the western site boundary. In addition to mitigating on-site truck traffic, this mitigation measure is predicted to reduce noise levels from loading dock activities by at least 5 dB at the nearest residences, thereby reducing noise levels to 41 dB L_{eq} and 65 dB L_{max} at the nearest residences during the most restrictive nighttime hours. Accordingly, implementation of the mitigation measure will reduce loading dock noise to acceptable levels and impacts caused by loading dock operations is also reduced to a level of *less-than-significant*. These facts support the City’s finding. (Draft EIR, pp. 4.10-28 to 4.10-29; see also Draft EIR, Appendix 4.10-1.)

c. Impact 4.10.7: Loading Dock Operations - Majors 2, 3, and 4

(1) Impact and Mitigation

Implementation of the Project would result in increased noise levels at loading docks for Majors 2, 3, and 4 stores. Mitigation Measures 4.10.7a, 4.10.7b and 4.10.7c address this potential impact and are:

MM 4.10.7a: The following requirements shall be applied to the Project:

- A solid noise barrier shall be constructed between the truck unloading areas of Majors 2, 3 and 4 and the nearest residence to the west. The barrier shall be 8 feet in height (except where a reduction in height will be required for sight distance within clear vision triangles), and shall be constructed of concrete masonry unit (CMU) block with at least three lbs/square foot surface density. Blocks shall be fully grouted. This measure is predicted to reduce noise from Majors 2, 3 and 4 unloading activities by at least 6 dB, thereby reducing noise levels to 40 dB L_{eq} and 65 dB L_{max} at the nearest residences during nighttime unloading activities.

OR

MM 4.10.7b: The following requirements shall be applied to the Project:

- Loading and unloading activities behind Majors 2, 3, and 4 shall be limited to daytime hours (7 am – 10 pm).

OR

MM 4.10.7c: If the City determines that the parcel has ceased to be considered by the City as having a noise sensitive use prior to implementation of either MM 4.10.7a or 4.10.7b, the City may consider the impact to have been reduced to a level that is *less-than-significant* and waive both of those mitigation options.

(Draft EIR, pp. 4.10-29 to 4.10-30.)

(2) Finding

“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.” (CEQA Guidelines, § 15091, subd. (a)(1).) Mitigation Measures 4.10.7a, 4.10.7b and 4.10.7c, which have been required in or incorporated into the Project, will reduce the significant environmental impact to a *less-than-significant* level.

(3) Facts in Support of Finding

The following facts indicate that the identified impact will be reduced to a *less-than-significant* level. These facts are a summary of the facts contained in the administrative record as a whole and are not an exclusive recitation of the facts supporting the finding.

The predicted noise levels associated with a typical busy hour of loading dock activities at the Majors 2, 3, and 4 truck unloading areas will satisfy the City’s daytime noise level standards, but would exceed the City’s nighttime standards. This impact is potentially significant, as long as the adjacent parcel is considered residential. Under the scenario of continued residential use, two optional mitigation measures are presented that will reduce the impact on nighttime standards to a *less-than-significant* level.

Although the use of the parcel to the west of this area has a history of residential use, it is noted that the parcel is zoned R-C, Regional Commercial, District, and that its probable future use will be commercial. The parcel also is in an alignment that could be used to extend the potential future road south from Don Pedro Road on the west side of the proposed shopping center. Therefore, the historic use of that parcel as a residence may not continue and, if the use is determined to be changed prior to the time that the impact from the Project to a “residence” would otherwise need to be mitigated, the City could determine that the potential impact is resolved and would not need to require mitigation as otherwise presented in options MM 4.10.7a or MM 4.10.7b above. Therefore, mitigation measure MM 4.10.7c, is a provision whereby the City could determine that the potential significance of the impact is resolved by a change in use of the adjacent parcel and further mitigation is not necessary. Implementation of either mitigation measure MM 4.10.7a, MM 4.10.7b, or MM 4.10.7c will result in this impact being reduced to a level of *less-than-significant*. These facts support the City’s finding. (Draft EIR, pp. 4.10-29 to 4.10-30; see also Draft EIR, Appendix 4.10-1.)

10. Public Services and Utilities – Municipal Water

a. Impact 4.12.2.4: Depletion of Groundwater Supplies

(1) Impact and Mitigation

Implementation of the Project would result in increased consumption of municipal water, which is currently supplied by wells pumping groundwater. Mitigation Measure 4.12.2.4 addresses this potential impact and is:

MM 4.12.2.4: All buildings on the Project site shall be equipped with sensor-activated restroom lavatories to reduce water usage.

(Draft EIR, p. 4.12-19.)

(2) Finding

“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.” (CEQA Guidelines, § 15091, subd. (a)(1).) Mitigation Measure 4.12.2.4, which has been required in or incorporated into the Project, will reduce the significant environmental impact to a *less-than-significant* level.

(3) Facts in Support of Finding

The following facts indicate that the identified impact will be reduced to a *less-than-significant* level. These facts are a summary of the facts contained in the administrative record as a whole and are not an exclusive recitation of the facts supporting the finding.

Since water will be allowed to percolate into the ground rather than running off the impervious surface, the impact to groundwater recharge as a result of the Project is less-than-significant. In addition, the City has adopted water-efficient guidelines and standards for commercial projects which require the use of drought-tolerant plant species and water-conserving irrigation methods and the Project will be required to comply with these guidelines and standards. Moreover, the Project incorporates water saving features into its design, including a stormwater retention system specifically designed to allow water to percolate into the soil, low-flow toilets, sensor-activated restroom fixtures and high-efficiency dishwashing operations to reduce the Project's demand for potable water. Implementation of the mitigation measure described above would further reduce water demands of the Project by discouraging wasteful water use in project restroom facilities. Accordingly, the Project will result in a *less-than-significant* impact on groundwater supply. These facts support the City's finding. (Draft EIR, pp. 4.12-18 to 4.12-19.)

b. Impact 4.12.2.6: Cumulative Depletion of Groundwater Levels

(1) Impact and Mitigation

Implementation of the Project, along with other development within the City and communities overlying the Turlock Groundwater Subbasin, would contribute to depletion of groundwater supplies and interference with natural recharge of the aquifer. Mitigation Measure 4.12.2.4, which is also described above, addresses this potential impact and is:

MM 4.12.2.4: All buildings on the Project site shall be equipped with sensor-activated restroom lavatories to reduce water usage.

(Draft EIR, p. 4.12-19 and 4.12-21 to 4.12-22.)

(2) Finding

“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.” (CEQA Guidelines, § 15091, subd. (a)(1).) Mitigation Measure 4.12.2.4, which has been required in or incorporated into the Project, will reduce the significant environmental impact to a *less-than-significant* level.

(3) Facts in Support of Finding

The following facts indicate that the identified impact will be reduced to a *less-than-significant* level. These facts are a summary of the facts contained in the administrative record as a whole and are not an exclusive recitation of the facts supporting the finding.

The City has adopted water-efficient guidelines and standards for commercial projects which require the use of drought-tolerant plant species and water-conserving irrigation methods. A conceptual landscaping plan has been prepared for the Project in accordance with these

standards and guidelines, thereby reducing the Project's demand for irrigation water.

Implementation of the mitigation measure described above would further reduce water demands of the proposed Project by discouraging wasteful water use in Project restroom facilities. In addition, cumulative water demand throughout the City and the subbasin is addressed through the City's participation in the groundwater basin association, and through the payment of water connection fees. Accordingly, the Project's incremental contribution to this cumulative impact is considered *less than cumulatively considerable* with mitigation. These facts support the City's finding. (Draft EIR, pp. 4.12-21 to 4.12-22.)

11. Transportation and Traffic

a. Impact : Potential to Exceed Level of Service Standards for Designated Roads or Highways

(1) Impact and Mitigation

Implementation of the Project could exceed a level of service standard established by the City of Ceres or Caltrans for the following intersections: East Whitmore/Mitchell Road, Don Pedro Road/Mitchell Road, Service Road/Mitchell Road and Rhode Road/Mitchell Road. Mitigation Measures 4.13.2a, 4.13.2b, 4.13.2e, and 4.13.2f address this potential impact and are:

MM 4.13.2a: The Project applicant shall modify Mitchell Road on the northbound approach to East Whitmore Avenue to provide a second left-turn lane, in conjunction with signal timing modifications. This improvement can be constructed within the existing right-of-way.

MM 4.13.2b: The Project applicant shall install a traffic signal at the intersection of Don Pedro Road and Mitchell Road. The signal shall include pedestrian signals and actuation. The signal shall be interconnected and coordinated with the proposed signal at the Mitchell Road entry to the project and to the City's Mitchell Road traffic signal interconnect system to minimize vehicle queue spill back through the area.

MM 4.13.2e: The Project applicant shall construct a second eastbound left-turn lane on Service Road to Mitchell Road, extend the northbound left-turn lane to provide at least 325 feet of vehicle storage, make signal modifications to provide protected east-west left-turn phasing, and pay for the City to evaluate the traffic signal timing six months subsequent to the issuance of the final certificate of occupancy of Walmart (Major 1) to ensure optional traffic flows through the intersection based on current conditions. This improvement may also require relocation of the existing traffic signal.

MM 4.13.2f: If the work has not already been completed by another project, the Project applicant shall install a traffic signal and realign Rhode Road as required. If the work has already been completed by another project, the Project shall reimburse the City its pro-rata share of the improvement.

(Draft EIR, pp. 4.13-29 to 4.13-36.)

(2) Finding

“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.” (CEQA Guidelines, § 15091, subd. (a)(1).) Mitigation Measures 4.13.2a, 4.13.2b, 4.13.2e and 4.13.2f, which have been required in or incorporated into the Project, will reduce the significant environmental impact to a *less-than-significant* level.

(3) Facts in Support of Finding

The following facts indicate that the identified impact will be reduced to a *less-than-significant* level. These facts are a summary of the facts contained in the administrative record as a whole and are not an exclusive recitation of the facts supporting the finding.

The East Whitmore/Mitchell Road intersection operates at acceptable service levels in both the weekday AM and Saturday peak hours, although it operates at a deficient LOS F in the weekday PM peak hour in the Existing No Project condition. The Existing Plus Project condition would worsen the existing LOS F during the weekday PM peak hour, increasing delay by more than 5 seconds, and result in LOS F conditions during the Saturday peak hour. The recommended mitigation to Mitchell Road northbound is the provision of a second left-turn lane along with signal timing modifications. This improvement would provide additional capacity for the northbound left-turn movement and result in acceptable intersection operations reducing the Project’s impact to a less-than-significant level. This improvement would not result in secondary pedestrian impacts as no intersection widening is required and the pedestrian crossing distance would not increase.

The Don Pedro Road/Mitchell Road unsignalized intersection operates at an overall acceptable service level under the Existing No Project conditions and would continue to operate at an overall acceptable service level under the Existing Plus Project condition. However, the side-street movement operates at a deficient LOS E during the weekday AM peak hour and LOS F during the PM peak and Saturday peak hour. Implementation of mitigation measure MM 4.13.2b will reduce delay times for the side street turning movements at this intersection by installing a traffic signal, resulting in an acceptable level of service. With mitigation, this impact is reduced to a less-than-significant level.

The Service Road/Mitchell Road intersection currently operates acceptably under the Existing No Project condition. Under the Existing Plus Project Condition, the addition of Project traffic would result in LOS E operations during the weekday AM peak hour and LOS F conditions during the weekday PM and Saturday afternoon peak hours. As the Project would result in deficient intersection operations, this is considered a significant impact. However, the Project will be required to construct a series of improvements that would result in acceptable intersection operations as the improvements provide additional intersection capacity, reducing the Project impact to a less-than-significant level.

The Rhode Road/Mitchell Road unsignalized intersection currently operates at an overall acceptable level of service under Existing No Project conditions, although the side-street movements operate deficiently. Under the Existing Plus Project condition, Project traffic would increase delay for these movements by more than 30 seconds and worsen operations for the already deficient side-street movement, which is considered a significant impact. The addition of Project traffic would also cause overall unacceptable operations during the weekday PM and Saturday afternoon peak hours. The peak hour signal warrants would be satisfied at this intersection prior to the addition of Project traffic.

The approved Ceres Gateway Center, located on the west side of Mitchell Road south of Service Road, is conditioned to install a traffic signal at this intersection in addition to constructing dual northbound left-turn pockets and a southbound right-turn pocket and relocating the intersection north of its current location to facilitate the eventual implementation of the Service Road/Mitchell Road interchange improvements. These improvements would result in an intersection configuration that would provide sufficient capacity to accommodate traffic from both the Ceres Gateway Center and the Project. Should the Project develop prior to the Ceres Gateway Center, the intersection should be located further north, which would provide additional weaving distance for vehicles exiting SR 99, and install a traffic signal at the resulting relocated intersection. The right-of-way for the realignment has already been dedicated, and the improvement plans for the traffic signal and realigned roadway have already been approved by the City. Implementation of the alternative improvements would result in acceptable intersection operations, as the improvements would provide additional intersection capacity, reducing the Project impacts to a *less-than-significant* level.

These facts support the City's finding. (Draft EIR, pp. 4.13-28 to 4.13-36; see also Draft EIR, Appendix 4.13-1.)

b. Impact 4.13.3: Construction-Related Traffic Impacts

(1) Impact and Mitigation

Implementation of the Project could substantially increase hazards due to a design feature (e.g., sharp curves or dangerous intersections) or incompatible uses (e.g., farm equipment). Mitigation Measure 4.13.3 addresses this potential impact and is:

MM 4.13.3: The Project applicant shall develop a construction management plan for review and approval by the City of Ceres Public Works Department. The plan shall include at least the following items:

- Development of a construction truck route that would appear on all construction plans to limit truck and auto traffic on nearby residential streets;
- Comprehensive traffic control measures, including scheduling of major truck trips and deliveries to avoid peak hour traffic hours, detour signs if required, land

closure procedures, sidewalk closure procedures, cones for drivers, and designated construction access routes;

- Notification procedures for adjacent property owners and public safety personnel regarding when major deliveries, detours, and lane closures would occur;
- Location of construction staging areas for materials, equipment, and vehicles;
- Identification of haul routes for movement of construction vehicles that would minimize impacts on vehicular and pedestrian traffic, circulation and safety, and provision for monitoring surface streets used for haul routes so that any damage and debris attributable to the haul trucks can be identified and corrected by the Project applicant; and
- A process for responding to, and tracking, complaints pertaining to construction activity, including identification of an on-site complaint manager.

(Draft EIR, pp. 4.13-42 to 4.13-43.)

(2) Finding

“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.” (CEQA Guidelines, § 15091, subd. (a)(1).) Mitigation Measure 4.13.3, which has been required in or incorporated into the Project, will reduce the significant environmental impact to a *less-than-significant* level.

(3) Facts in Support of Finding

The following facts indicate that the identified impact will be reduced to a *less-than-significant* level. These facts are a summary of the facts contained in the administrative record as a whole and are not an exclusive recitation of the facts supporting the finding.

The Project’s construction phase is anticipated to last 14 months. Impacts to transportation and traffic resulting during the construction phase of the Project include the potential to disrupt traffic flows, blocking lanes in area roadways, and contributing to decreased levels of service and/or increased volumes of traffic in fewer lanes. Traffic impacts during Project construction can also include disruption of alternative modes of transportation, such as blocking bicycle or pedestrian pathways or public transit lanes on area roadways. Additional impacts may result during the construction phase of the Project, when there are heavy-duty construction vehicles sharing the roadway with normal vehicle traffic. This can create impacts due to incompatible uses and hazards. Impacts resulting to transportation and traffic due to Project construction will be temporary in nature; however, this impact is considered potentially significant.

Implementation of the mitigation measure described above would reduce the Project's temporary construction impacts by informing the public of construction schedules, possible detours, and timing to allow the public to select alternate routes in advance of construction periods. By ensuring adequate advance notice of closures and construction, and providing alternate pedestrian/bicycle routes as necessary to support possible closures and construction, this temporary construction impact is reduced to a *less-than-significant* level. These facts support the City's finding. (Draft EIR, pp. 4.13-41 to 4.13-42; see also Draft EIR, Appendix 4.13-1.)

c. Impact 4.13.4: Site Circulation and Access

(1) Impact and Mitigation

Implementation of the Project could result in inadequate emergency access at the following intersections: Don Pedro Road/Driveway 1, Don Pedro Road/Driveway 2 and Service Road/Right-In/Left-Out Driveway 6 (Westernmost Service Road Driveway). Mitigation Measures 4.13.4a, 4.13.4b and 4.13.4c address this potential impact and are:

MM 4.13.4a: If El Camino Avenue is realigned in the future, provide a right turn only exit from the site to the realigned El Camino Avenue, and restrict Don Pedro Road/Driveway 1 to inbound movements only through the use of signage and striping.

MM 4.13.4b: If El Camino Avenue is realigned in the future, Don Pedro Road should be restriped to provide a two-way left-turn lane to allow vehicles entering this driveway to pull out of the through lane.

MM 4.13.4c: This driveway shall be restricted to right-in/right-out/left-out operations. At such time as the interchange improvements are installed, the right-out and left-out access at this location shall be removed and the median modified accordingly. When this occurs, the westerly driveway (6) will become right-in only.

(Draft EIR, pp. 4.13-47 to 4.13-45.)

(2) Finding

“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.” (CEQA Guidelines, § 15091, subd. (a)(1).) Mitigation Measures 4.13.4a, 4.13.4b and 4.13.4c, which have been required in or incorporated into the Project, will reduce the significant environmental impact to a *less-than-significant* level.

(3) Facts in Support of Finding

The following facts indicate that the identified impact will be reduced to a *less-than-significant* level. These facts are a summary of the facts contained in the administrative record as a whole and are not an exclusive recitation of the facts supporting the finding.

The Don Pedro Road/Driveway 1 intersection is projected to operate at acceptable service levels as currently proposed. It is planned as a minor site driveway, primarily providing access to the loading dock area behind the Walmart (Major 1) and, to less extent deliveries to Majors 2, 3, and 4, and Shops 3. However, given the projected levels of traffic for the other driveways, some drivers of delivery vehicles may prefer to use this driveway. While provision of a left-turn pocket to allow delivery vehicles to turn into the site without blocking traffic would maintain traffic flow on Don Pedro Road, it could also encourage more vehicles to use Don Pedro Road. With the potential to realign El Camino Avenue along the western boundary of the site, connecting to Don Pedro Road with construction of the Service Road/SR 99 interchange, the resulting Don Pedro Road/El Camino Avenue intersection would be located less than 50 feet from Driveway 1, possibly causing access hazards. With implementation of mitigation measure MM 4.13.4a, conflicts between vehicles turning from the driveway and El Camino Avenue to Don Pedro Road will be minimized to a less-than-significant level.

The Don Pedro Road/Driveway 2 intersection is projected to operate at acceptable service levels as currently proposed. It is planned as a minor site driveway that would primarily provide access to the loading dock area behind the Walmart building. Should El Camino Avenue be realigned as shown on the site plan, it is recommended that this section of Don Pedro Road be restriped to provide a two-way left-turn lane to allow vehicles entering this driveway to pull out of the through lane. With the realignment of El Camino Avenue, traffic volumes are projected to increase on Don Pedro Road as El Camino would provide a more direct route from the central business district to the Project site. Providing a separated left turn movement into this driveway through implementation of mitigation measure MM 4.13.4b would ensure that vehicles turning left from Don Pedro Road into this site do not spill back from this driveway to Mitchell Road, potentially impeding through traffic on Mitchell Road and would reduce this impact to a less-than-significant level.

The Service Road/Right-in/Right-out/Left-out Driveway 6 intersection would operate acceptably as planned under Existing Plus Project conditions. The proposed design provides sufficient vehicle storage to accommodate the projected 95th percentile vehicle queues for exiting vehicles under Existing Plus Project conditions. With the increased traffic volumes on Service Road there would be too few gaps to accommodate southbound left-turning traffic from the driveway, resulting in high delay and long queues for this movement. Implementation of mitigation measure MM 4.13.4c will increase the gaps in traffic, allowing for turning movements which reduces the amount of queuing, thereby reducing this impact to a less-than-significant level.

These facts support the City's finding. (Draft EIR, pp. 4.13-45 to 4.13-47; see also Draft EIR, Appendix 4.13-1.)

d. Impact 4.13.6: Adopted Alternative Transportation Policies, Plans, or Programs

(1) Impact and Mitigation

Implementation of the Project may conflict with adopted policies, plans, or programs supporting alternative transportation (e.g., bus turnouts, bicycle racks). Mitigation Measure 4.13.6 addresses this potential impact and is:

MM 4.13.6: In development of the final site plan, the Project applicant shall:

- Consult with Ceres Area Transit and City staff regarding the final location of transit amenities prior to approval of the site plan;
- Provide pedestrian connectivity between building entrances and planned transit stops;
- Ensure pedestrian connectivity to transit and other planned pedestrian facilities with development of any sound walls proposed within the Project site;
- Construct sidewalks wide enough to comfortably accommodate two-way pedestrian travel (minimum of 5 feet);
- Consult with City of Ceres staff to determine the type of bicycle facility that should be accommodated on Service Road along the project frontage and provide sufficient right-of-way; and
- Orient bicycle parking for both patrons and employees of the Project.

(Draft EIR, p. 4.13-49.)

(2) Finding

“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.” (CEQA Guidelines, § 15091, subd. (a)(1).) Mitigation Measure 4.13.6, which has been required in or incorporated into the Project, will reduce the significant environmental impact to a *less-than-significant* level.

(3) Facts in Support of Finding

The following facts indicate that the identified impact will be reduced to a *less-than-significant* level. These facts are a summary of the facts contained in the administrative record as a whole and are not an exclusive recitation of the facts supporting the finding.

The Project would include improvements to Mitchell Road and Service Road, including roadway paving and construction of sidewalks, curbs, and gutters along the southern and eastern property lines. A bus pullout is proposed on the west side of Mitchell Road, just south of Don Pedro Road. Based on the City Bikeway Plan contained in the General Plan, Class II or III bicycle facilities are planned on Service Road, El Camino Avenue, and Central Avenue. Construction of the Project would not necessarily preclude the construction on these facilities; however, the Project applicant should discuss with the City the ultimate bicycle facilities planned along the Project frontage so that these facilities can be accommodated within the planned roadway cross-section.

A Class I bicycle path is proposed along the Ceres Main Canal, east of and parallel to Mitchell Road. Pedestrian paths connecting the main roadway to the site are shown on the Project site plan. A potential transit stop is shown on the Mitchell Road project frontage, north of the main driveway. Ceres Area Transit should be consulted to determine if other transit amenities, such as a bus shelter, should be provided on the Project frontage. Implementation of the mitigation measure described above will allow for expansion of the transit alternatives for the site and reduce this impact to a *less-than-significant* level. These facts support the City's finding. (Draft EIR, pp. 4.13-48 to 4.13-49; see also Draft EIR, Appendix 4.13-1.)

D. Significant Environmental Impacts That Cannot be Mitigated to a Less-than-Significant Level

The following significant impacts would not be mitigated to a less-than-significant level, even with the implementation of the identified mitigation measures set forth herein. No mitigation is feasible that would mitigate this impact to a less-than-significant level. The City has determined that the impacts identified below are acceptable because of overriding economic, social or other considerations, as described in the Statement of Overriding Considerations. As required by CEQA, a Statement of Overriding Considerations is presented in Section XI below in addition to these findings.

1. Air Quality

a. Impact 4.2.9: Contribution to Cumulative Air Quality Standard Violations

(1) Impact and Mitigation

Implementation of the Project would not individually result in significant emissions of criteria air pollutants but may result in a cumulatively considerable impact to the existing regional air quality conditions. There are no feasible mitigation measures that would reduce this impact to a level of less-than-significant. (Draft EIR, p. 4.2-33; Final EIR, pp. 2.0-43 – 2.0-46, 3.0-3, FEIR Appendix C; see also Draft EIR, Appendix 4.2-1.)

(2) Finding

There are no additional feasible mitigation measures that would substantially lessen the severity of the significant effect or reduce that effect to a less-than-significant level. Therefore, the impact would remain significant and unavoidable.

(3) Facts in Support of Finding

The Project's long-term ROG, NO_x, and particulate matter emissions would not be significant on an individual project basis. The Project incorporates mitigation measures and design features that would reduce emissions to a less-than-significant level; therefore, no further mitigation is required.

SJVAPCD considers any proposed project that would individually have a significant air quality impact to also have a significant cumulative air quality impact except in the case of carbon monoxide (CO) and hazardous air pollutant (HAP) emissions, to which different standards of significance apply. It is reasonable to assume that numerous projects may be under construction simultaneously with the Project throughout the air basin. As all projects will be subject to the same rules and regulations as the Project, it is also reasonable to assume that similar mitigation measures will be applied by the various agencies with jurisdiction over the projects. These mitigation measures include dust control, restrictions on construction equipment, and modifications to the building and landscaping plans similar to the Project. The Project would incorporate mitigation measures and design features and although similar mitigation measures would be applied to other projects within the District, it is reasonable to assume that cumulatively these projects may result in significant and unavoidable impacts.

Therefore, the Project's cumulative impact to air quality from operational emissions is considered cumulatively considerable and significant and unavoidable. (Draft EIR, p. 4.2-33; Final EIR, pp. 2.0-43 – 2.0-46, 3.0-3, FEIR Appendix C; see also Draft EIR, Appendix 4.2-1.)

(4) Statement of Overriding Considerations

The Planning Commission has found that the Project benefits outweigh the significant unavoidable impacts of the Project. The full discussion can be found in the "Statement of Overriding Considerations" (Section XI).

2. Agricultural Resources

a. Impact 4.11.1: Conversion of Prime Farmland

(1) Impact and Mitigation

Implementation of the Project would result in the conversion of approximately 16.7 acres of Prime Farmland to nonagricultural uses, which would constitute the loss of an irreplaceable

resource. There are no feasible mitigation measures that would reduce this impact to a level of less-than-significant. (Draft EIR, p. 4.11-12.)

(2) Finding

There are no feasible mitigation measures that would substantially lessen the severity of the significant effect or reduce that effect to a less-than-significant level. Therefore, the impact would remain significant and unavoidable.

(3) Facts in Support of Finding

The Project site was formerly used for agricultural practices and a 16.7-acre portion of the Project site is designated as Prime Farmland by the Department of Conservation Farmland Mapping and Monitoring Program; however, the site has not been in active production for a number of years. Additionally, the Project site is largely bound by commercial and residential uses to the north, west and east and a proposed commercial development to the south. Although the Project site has not been actively utilized for agricultural production in recent years, the Project will result in the conversion of approximately 16.7 acres of Prime Farmland to nonagricultural uses, reducing the amount of Important Farmland by approximately 0.004 percent in Stanislaus County.

The Mitchell Road Corridor Specific Plan (1989) designates the Project site for urban use (Regional Commercial). Consistent with this designation, the City's General Plan (1997) designates the Project site for urban development and the General Plan EIR (1996) identified the conversion of agricultural land to urban uses as a significant and unavoidable consequence of adopting and implementing the General Plan. The City adopted a finding that the 1997 General Plan would result in the conversion of approximately 3,000 acres of land classified as Prime Farmland and Farmland of Statewide Importance to urban development, and that this significant and unavoidable impact was outweighed by the benefits of implementing the General Plan. The Project would contribute to, but would not exceed, the loss of agricultural land considered and overridden when the 1997 General Plan was adopted. However, implementation of the Project would result in the loss of agricultural land, including Prime Farmland, which is considered significant and unavoidable. (Draft EIR, p. 4.11-12.)

Some commenters have suggested that this impact be mitigated through the purchase of agricultural easements. The City finds that an agricultural easement is not a feasible mitigation measure for the following reasons. First, since the City, in adopting the General Plan and Mitchell Road Corridor Specific Plan, has already identified the loss of agricultural land within the City as a significant and unavoidable impact and adopted a statement of overriding considerations for that impact, no further mitigation is required for this impact.

Second, the purchase of agricultural easements does not mitigate the impact to a less than significant level. The purchase of agricultural easements merely preserves existing farmland elsewhere. It does not reduce or eliminate the conversion of the Project site from agricultural land to non-agricultural uses nor does it create new farmland to replace the lost farmland.

Finally, the development of the Project site with commercial uses is consistent with the City's goals of protecting agricultural uses by encouraging urban development in appropriate areas and avoiding leapfrog development. The Project site is located close to Highway 99 and is a relatively small site surrounded by development. The site has not been used for agricultural production for several years and the City's long-term vision for the site as expressed in the General Plan and Mitchell Road Corridor Specific Plan is commercial development. Requiring an agricultural easement to develop this site would be inconsistent with the City's land use goals and policies. Furthermore, City does not have a program that requires the use of conservation easements.

For these reasons, the City finds that an agricultural easement would not be feasible mitigation.

(4) Statement of Overriding Considerations

The Planning Commission has found that the Project benefits outweigh the significant unavoidable impacts of the Project. The full discussion can be found in the "Statement of Overriding Considerations" (Section XI).

b. Impact 4.11.4: Cumulative Impacts to Agricultural Resources

(1) Impact and Mitigation

Implementation of the Project would contribute to cumulative impacts on agricultural lands, which is a cumulatively considerable impact. There are no feasible mitigation measures that would reduce this impact to a level of less-than-significant. (Draft EIR, p. 4.11-14.)

(2) Finding

There are no feasible mitigation measures that would substantially lessen the severity of the significant effect or reduce that effect to a less-than-significant level. Therefore, the impact would remain significant and unavoidable.

(3) Facts in Support of Finding

Implementation of the Project would result in the conversion of approximately 16.7 acres of land classified as Prime Farmland. There are a number of other projects in the City and surrounding area that will likely also result in the loss of Important Farmlands depending on their individual locations. In particular, the City is preparing a specific plan for a large area located west of the City in unincorporated Stanislaus County. This area is almost entirely classified as Important Farmland. Therefore, the Project, in combination with other projects, would result in a cumulatively considerable impact to the agricultural resources of the region and would contribute to the statewide loss of farmland.

The Final EIR for the City's General Plan (1996) determined that buildout of the General Plan would result in the conversion of approximately 3,000 acres of land designated as Prime Farmland or Farmland of Statewide Importance, including the Project site, to urban uses. This impact was determined to be significant and unavoidable. Implementation of the Project would contribute to this anticipated loss and to the ongoing conversion of farmland to urbanized uses in Stanislaus County, the greater Central Valley region, and the state.

Because the Project would permanently convert Prime Farmland to nonagricultural uses, it would significantly contribute to the cumulative loss of farmland in Stanislaus County and the State as a whole. Therefore, the Project would have a cumulatively considerable contribution to this significant and unavoidable impact. (Draft EIR, p. 4.11-14.)

(4) Statement of Overriding Considerations

The Planning Commission has found that the Project benefits outweigh the significant unavoidable impacts of the Project. The full discussion can be found in the "Statement of Overriding Considerations" (Section XI).

3. Transportation and Traffic

a. Impact 4.13.1: Increase in Traffic Surrounding the Project

(1) Impact and Mitigation

Implementation of the Project could cause an increase in traffic which is substantial in relation to the existing traffic load and capacity of the street system surrounding the Project (i.e., result in a substantial increase in either the number of vehicle trips, the volume-to-capacity ratio on roads, or congestion at intersections). There are no feasible mitigation measures that would reduce this impact to a level of less-than-significant. (Draft EIR, pp. 4.13-27 to 4.13-28; see also Draft EIR, Appendix 4.13-1.)

(2) Finding

There are no feasible mitigation measures that would substantially lessen the severity of the significant effect or reduce that effect to a less-than-significant level. Therefore, the impact would remain significant and unavoidable.

(3) Facts in Support of Finding

On Don Pedro Road, east of El Camino Avenue, the Project is expected to increase daily traffic volumes by approximately 120 vehicles per day (vpd) through the neighborhood. This increase in traffic of approximately 12 percent would generally not be noticeable to residents on this portion of Don Pedro Road. Traffic volumes are projected to increase by approximately 1,800 vpd to 3,000 vpd west of Mitchell Road along the Project frontage, as Project traffic accesses the site from the driveways on Don Pedro Road. Although the roadway can physically

accommodate this amount of traffic, the increase in traffic might make it more difficult for residents to back out of driveways and onto Don Pedro Road. There are approximately six driveways serving parcels on the north side of Don Pedro Avenue along the Project frontage that would experience degraded driveway access.

Traffic calming measures, such as curb extensions, traffic circles, speed humps, speed feedback signs, and similar physical changes to the roadway, can be installed to address impacts associated with an increase in traffic. These measures are intended to reduce vehicle speeds, increase the gaps between vehicles, and generally discourage use of the roadway as a shortcut to gain access to the Project site. Traffic calming measures would only be installed in existing neighborhoods after the City has discussed the measures with the neighborhood. Other issues, such as emergency vehicle access, on-street parking, and driveway locations, are balanced against the neighborhood's concern over the increase in traffic. Mitigation measure MM 4.13.1 provides for the preparation and implementation of a traffic calming plan in conjunction with the Project.

Even with the traffic calming measures described in mitigation measure MM 4.13.1, it cannot be known with certainty that the vehicle reduction will occur. As a result, this impact would remain significant and unavoidable. (Draft EIR, pp. 4.13-27 to 4.13-28; see also Draft EIR, Appendix 4.13-1.)

(4) Statement of Overriding Considerations

The Planning Commission has found that the Project benefits outweigh the significant unavoidable impacts of the Project. The full discussion can be found in the "Statement of Overriding Considerations" (Section XI).

b. Impact 4.13.2: Exceed Level of Service Standards

(1) Impact and Mitigation

Implementation of the Project could exceed a level of service standard established by the City or Caltrans for designated roads or highways including the intersections of Service Road/Moffett Road, Service Road/El Camino Avenue, Northbound State Route (SR) 99/Off-Ramp/On-Ramp/Mitchell Road and Southbound SR 99/On-Ramp/Off-Ramp/Mitchell Road. There are no feasible mitigation measures that would reduce this impact to a level of less-than-significant. (Draft EIR, pp. 4.13-28 to 4.13-41; see also Draft EIR, Appendix 4.13-1.)

(2) Finding

There are no feasible mitigation measures that would substantially lessen the severity of the significant effect or reduce that effect to a less-than-significant level. Therefore, the impact would remain significant and unavoidable.

(3) Facts in Support of Finding

Service Road/Moffett Road: This unsignalized intersection operates at an overall acceptable service level under the Existing No Project conditions and would continue to operate at an overall acceptable service level under the Existing Plus Project condition. Neither the peak hour volume nor delay signal warrant would be satisfied with the addition of Project traffic. However, the addition of Project traffic would result in LOS F conditions for the vehicles turning from Moffett Road onto Service Road during the PM peak hour. This would result in deficient operations for the side-street movement. MM 4.13.2c requires that the Project applicant widen, in accordance with existing improvement plans already approved by the City, the southbound approach of Moffett Road to the Service Road intersection to allow striping of a left turn lane. The mitigation measure would widen the southbound approach to provide separate left- and right-turn lanes and would reduce delay for vehicles turning from Moffett Road onto Service Road. Although this improvement would not result in acceptable side-street operations for the southbound left-turn movement during the PM peak hour, it would operate better than the With Project without Mitigation condition, as it would allow right-turning vehicles to bypass left-turning vehicles, reducing delay for right-turn movements. However, even with this alternative improvement in place, this impact would remain significant in the Existing Plus Project condition. In addition, there are no other feasible alternative mitigation measures to reduce the impact to a less-than-significant level. Accordingly, this impact remains significant and unavoidable.

Service Road/El Camino Avenue: This unsignalized intersection operates at an overall acceptable service level under the Existing No Project conditions and would continue to operate at an overall acceptable service level under the Existing Plus Project condition. Neither the peak hour volume nor the delay signal warrant would be satisfied under the Existing Plus Project condition. The side-street movements also operate acceptably; however, the addition of Project traffic would result in LOS F for the vehicles turning from El Camino Avenue to Service Road during the PM peak hour. This would result in deficient operations for the side-street movement. Mitigation is proposed that would require the Project applicant to widen and restripe the southbound approach to provide separate left- and right-turn lanes for vehicles turning from El Camino Avenue onto Service Road and widen and restripe Service Road to provide a westbound right-turn lane. In addition, the southbound left-turn pocket should accommodate one vehicle (approximately 25 feet). While these improvements would reduce delay and improve intersection operations, the resulting LOS E exceeds the LOS D standard for the intersection. In addition, there are no other feasible alternative mitigation measures to reduce the impact to a less-than-significant level. Accordingly, this impact remains significant and unavoidable.

Northbound SR 99 Off/On-Ramp/Mitchell Road: This unsignalized intersection currently operates at an overall acceptable level of service under the Existing No Project Condition as only the northbound movements and westbound left-turn movements (which are minimal) are stop-controlled. However, given the close proximity of this intersection to the Southbound SR 99 On/Off-Ramp/Mitchell Road and Rhode Road/Mitchell Road intersections, which are projected to operate deficiently under the Existing Plus Project condition, vehicle queues from the adjacent

intersections could impede the operation of the Northbound State Route 99 Off/On-Ramp/Mitchell Road. Additionally, when considering the recommended mitigation measures at the adjacent intersections, secondary impacts would occur at this location if improvements are not implemented. Mitigation is proposed that would require the Project applicant to provide improvement plans to Caltrans and to the City that eliminates westbound left-turn movement for non-emergency vehicles, eliminates the stop-control for the northbound movement, and modifies striping. If approved by Caltrans, the Project applicant shall construct the improvement. Construction of these improvements would provide additional intersection capacity, resulting in acceptable intersection operations and reducing the project impact to a less-than-significant level. While these improvements would reduce impact to a less-than-significant level, neither the Project applicant nor the City has the ability to guarantee the approval of these improvements or the timing of their construction, as they are within the Caltrans right-of-way. As a result, this impact remains significant and unavoidable.

Southbound SR 99 On/Off-Ramp/Mitchell Road: This unsignalized intersection currently operates at acceptable levels of service under the Existing No Project condition, although the side-street movements operate deficiently. Under the Existing Plus Project condition, the addition of Project traffic would increase delay for these movements and worsen operations for the already deficient side-street movement. The addition of Project traffic would also cause overall unacceptable operations during the weekday PM and Saturday afternoon peak hours. Further, the peak hour signal warrants would be satisfied at this intersection prior to the addition of Project traffic. Mitigation is proposed that would require the Project applicant to provide improvement plans to Caltrans and to the City that install a traffic signal, modify southbound Mitchell Road to provide a second left-turn lane within the existing right-of-way, modify the on-ramp to provide two receiving lanes, and modify striping. If approved by Caltrans, the Project applicant shall construct the improvement. Implementation of the improvements would result in acceptable intersection operations as the improvement provides additional intersection capacity, reducing the Project impact to a less-than-significant level. While these improvements would reduce the impacts to a less-than-significant level, neither the Project applicant nor the City has the ability to approve the design exception, nor can the City guarantee the approval of these improvements or the timing of their construction. As a result, this impact remains significant and unavoidable.

(Draft EIR, pp. 4.13-28 to 4.13-41; see also Draft EIR, Appendix 4.13-1.)

(4) Statement of Overriding Considerations

The Planning Commission has found that the Project benefits outweigh the significant unavoidable impacts of the Project. The full discussion can be found in the “Statement of Overriding Considerations” (Section XI).

c. Impact 4.13.7: Cumulative Demands on Traffic

(1) Impact and Mitigation

Implementation of the Project may cause an increase in traffic that is substantial in relation to the existing traffic load and capacity of the street system (i.e., result in a substantial increase in either the number of vehicle trips, the volume-to-capacity ratio on roads, or reduction in level of service) at various intersections including Service Road/Central Avenue, Service Road/Lucas Road, Service Road/El Camino Avenue, Service Road/Mitchell Road, Northbound SR 99/Off-Ramp/On-Ramp/Mitchell Road and Southbound SR 99/On-Ramp/Off-Ramp/Mitchell Road during the cumulative plus project condition. There are no feasible mitigation measures that would reduce this impact to a level of less-than-significant. (Draft EIR, pp. 4.13-53 to 4.13-62; see also Draft EIR, Appendix 4.13-1.)

(2) Finding

There are no feasible mitigation measures that would substantially lessen the severity of the significant effect or reduce that effect to a less-than-significant level. Therefore, the impact would remain significant and unavoidable.

(3) Facts in Support of Finding

Service Road/Central Avenue: This intersection is projected to operate deficiently in the Cumulative Without Project condition in the AM peak hour. Under the Cumulative Plus Project condition, the addition of Project traffic would increase average delay by more than 5 seconds during the AM peak hour and result in deficient operations (LOS E) during the PM peak hour, which is considered a significant impact. Mitigation is proposed that would require the Project applicant to contribute its fair share toward the construction of improvements that would result in acceptable intersection operations, including construction of a third eastbound and a third westbound through lane (on Service Road), construction of a southbound right-turn-only lane on Central Avenue, and construction of a second westbound left-turn lane on Service Road and associated receiving lanes. Eventual implementation of these improvements would result in LOS D operations, as additional intersection capacity would be provided reducing the Project impact to a less-than-significant level. Because the remainder of the funding has not been identified, collection of fair share fees from the Project may not result in construction of the improvements. Should right-of-way and funding not be available to construct these improvements, the Project would have a cumulatively considerable contribution to traffic at this intersection resulting in a significant and unavoidable impact.

Service Road/Lucas Road: This unsignalized intersection is projected to operate deficiently in the Cumulative Without Project condition during the weekday AM and PM, and Saturday peak hours. Under the Cumulative Plus Project Condition, the addition of Project traffic would increase side-street delay by more than 30 seconds. Peak hour signal warrants are satisfied prior to the addition of Project traffic. The addition of Project traffic would worsen operations during the weekday AM and PM, and Saturday peak hours, resulting in a

cumulatively considerable impact. Mitigation is proposed that would require the Project applicant to pay its pro-rata share of the future SR 99/Mitchell Road/Service Road improvements. As part of the interchange improvement project, this intersection would be realigned to connect with Moffett Road and the resulting intersection would operate at acceptable service levels, reducing this impact to *less than cumulatively considerable*. However, neither the City nor the Project applicant can control the timing or implementation of the mitigation. Therefore, payment of fees towards the construction of the Interchange Project will not fully mitigate this impact. In addition, there are no other feasible alternative mitigation measures to reduce the impact to a less-than-significant level. Accordingly, this impact remains significant and unavoidable. Since payment of fees towards the SR-99 Interchange improvements will not fully mitigate this impact and no other feasible mitigation is available, the Project would have a cumulatively considerable contribution to traffic at this intersection resulting in a significant and unavoidable impact.

Service Road/El Camino Avenue: This unsignalized intersection is projected to operate deficiently in the Cumulative Without Project condition during the weekday AM and PM, and Saturday peak hours. Under the Cumulative Plus Project condition, the addition of Project traffic would increase side-street delay by more than 30 seconds. Peak hour signal warrants are satisfied prior to the addition of Project traffic. The addition of Project traffic would worsen operations during the weekday AM and PM, and Saturday peak hours. This is considered a cumulatively considerable impact. Mitigation is proposed that would require the Project applicant to pay its pro-rata share of the future SR 99/Mitchell Road/Service Road improvements. As part of the interchange improvement project, this intersection would be realigned to connect with Moffett Road and the resulting intersection would operate at acceptable service levels, reducing this impact to *less than cumulatively considerable*. Since payment of fees towards the SR-99 Interchange improvements will not fully mitigate this impact and no other feasible mitigation is available, the Project would have a cumulatively considerable contribution to traffic at this intersection resulting in a significant and unavoidable impact.

Service Road/Mitchell Road: This intersection is projected to operate deficiently in the Cumulative Without Project condition during the weekday AM and PM peak hours. Under the Cumulative Plus Project condition, the addition of Project traffic would worsen operations during the weekday AM and PM peak hours, increasing average delay by more than 5 seconds, and result in deficient operations during the Saturday peak hour. This is considered a significant impact. Mitigation is proposed that would require the Project applicant to pay its pro-rata share of the future SR 99/Mitchell Road/Service Road improvements. As part of the interchange improvement project, this intersection would be realigned to connect with Moffett Road and the resulting intersection would operate at acceptable service levels, reducing this impact to *less than cumulatively considerable*. Since payment of fees towards the SR-99 Interchange improvements will not fully mitigate this impact and no other feasible mitigation is available, the Project would have a cumulatively considerable contribution to traffic at this intersection resulting in a significant and unavoidable impact.

Northbound SR 99/Off-On-Ramp/Mitchell Road: This unsignalized intersection is projected to operate deficiently in the Cumulative Without Project condition during the weekday PM peak hour. Under the Cumulative Plus Project condition, the addition of Project traffic would increase side-street delay by more than 30 seconds during the PM peak hour and result in deficient operations during the Saturday peak hour. This is considered a significant impact. The peak hour signal warrants would be satisfied at this intersection prior to the addition of project traffic. Implementation of mitigation measure MM 4.13.2g would result in acceptable intersection operations, reducing the Project impact to a less-than-significant level. However, implementation may require a Caltrans design exception. As neither the City nor the applicant can control the timing of the improvement, the Project would have a cumulatively considerable contribution to traffic at this intersection resulting in a significant and unavoidable impact.

Southbound SR 99/On/Off-Ramp/Mitchell Road: This unsignalized intersection is projected to operate deficiently in the Cumulative Without Project condition during the weekday AM and PM, and Saturday peak hours. Under the Cumulative Plus Project condition, the addition of Project traffic would increase side-street delay by more than 30 seconds which is considered a significant impact. The peak hour signal warrants would be satisfied at this intersection prior to the addition of Project traffic. Implementation of mitigation measure MM 4.13.2h would result in acceptable intersection operations, reducing the Project impact to a less-than-significant level. However, implementation may require a Caltrans design exception. As neither the City nor the applicant can control the timing of the improvement, the Project would have a cumulatively considerable contribution to traffic at this intersection resulting in a significant and unavoidable impact.

(Draft EIR, pp. 4.13-28 to 4.13-41; see also Draft EIR, Appendix 4.13-1.)

(4) Statement of Overriding Considerations

The Planning Commission has found that the Project benefits outweigh the significant unavoidable impacts of the Project. The full discussion can be found in the “Statement of Overriding Considerations” (Section XI).

VIII. FINDINGS REGARDING ALTERNATIVES

Public Resources Code Section 21002, a key provision of CEQA, 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[.]” The same statute states that 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.”

Where a lead agency has determined that, even after the adoption of all feasible mitigation measures, a project as proposed will still cause one or more significant environmental effects that cannot be substantially lessened or avoided, the agency, prior to approving the

project as mitigated, must first determine whether, with respect to such impacts, there remain any project alternatives that are both environmentally superior and feasible within the meaning of CEQA. Although an EIR must evaluate this range of *potentially* feasible alternatives, an alternative may ultimately be deemed by the lead agency to be “infeasible” if it fails to fully promote the lead agency’s underlying goals and objectives with respect to the project. (*City of Del Mar v. City of San Diego* (1982) 133 Cal.App.3d 410, 417.) “[F]easibility” under CEQA encompasses ‘desirability’ to the extent that desirability is based on a reasonable balancing of the relevant economic, environmental, social, and technological factors.” (*Ibid.*; see also *Sequoia Hills Homeowners Assn. v. City of Oakland* (1993) 23 Cal.App.4th 704, 715.) Thus, even if a project alternative will avoid or substantially lessen any of the significant environmental effects of the project, the decision-makers may reject the alternative if they determine that specific considerations make the alternative infeasible.

Section 5 of the Draft EIR discussed several alternatives to the Project in order to present a reasonable range of options. The alternatives evaluated included:

- Alternative 1: No Project Alternative: The City would not approve the Project and the Project site would continue in its existing undeveloped state until the Project site is developed with other regional commercial land uses as anticipated in the Mitchell Road Corridor Specific Plan.
- Alternative 2: Site Redesign Alternative: The Project, as proposed, would be developed under a more dense development pattern with an eastward orientation.
- Alternative 3: Proposed Project with Interchange and El Camino Avenue Realignment Alternative: The Project would be developed on a smaller portion of the Project site and be realigned with a more eastward orientation to accommodate changes related to the potential State Route 99/Mitchell Road/Service Road interchange and El Camino Avenue realignments.
- Alternative 4: Off-Site Alternative: The Project, as proposed, would be developed on an alternative site located approximately 1,000 feet southeast of the Project site in the City.

The Planning Commission recognizes that some comments on the Draft EIR either expressly or impliedly sought the inclusion of additional alternatives to the Project. Specifically, the commenters raised questions whether the reconfiguration of uses on the property would substantially reduce or avoid impacts of the project, especially those impacts on Don Pedro Road and the adjacent neighborhood. As shown in the Master Response in the FEIR, however, none of these proposed alternatives would substantially reduce or avoid the impacts of the project and, in some cases, would have the potential to increase impacts. As such, for the reasons stated in the FEIR, the Planning Commission rejects further consideration of these alternatives

As is evident from the specific response given to such suggestions, City staff and consultants spent large amounts of time carefully considering and weighing proposed alternatives. In no instance did the City fail to take seriously a suggestion made by a commenter.

The Planning Commission finds that a good faith effort was made to evaluate all feasible alternatives in the EIR that are reasonable alternatives to the Project and could feasibly obtain the basic objectives of the Project, even when the alternatives might impede the attainment of the Project objectives and might be more costly. As a result, the scope of alternatives analyzed in the EIR is not unduly limited or narrow. The Planning Commission also finds that all reasonable alternatives were reviewed, analyzed and discussed in the review process of the EIR and the ultimate decision on the Project. (See, e.g., Draft EIR, pp. 5.0-1 to 5.0-120.)

A. Significant and Unavoidable Impacts of the Project

The EIR summarized the significant and unavoidable impacts of the Project. Significant effects related to air quality, agricultural resources, and transportation and circulation that cannot be avoided would occur. The significant unavoidable impacts are as follows:

- Air Quality: Implementation of the Project, even with mitigation, has the potential to result in a cumulatively considerable impact to the existing regional air quality conditions, which is a significant and unavoidable impact to air quality.
- Agricultural Resources: Implementation of the Project would result in the conversion of approximately 16.7 acres of Prime Farmland to nonagricultural uses and would contribute to cumulative impacts on agricultural lands, thus resulting in significant and unavoidable impacts to agricultural resources.
- Transportation and Circulation: Development of the Project could cause an increase in traffic which is substantial in relation to the existing traffic load and capacity of the street system surrounding the Project (i.e., result in a substantial increase in either the number of vehicle trips, the volume-to-capacity ratio on roads, or congestion at intersections) and, even with the implementation of traffic calming mitigation measures, it cannot be known with certainty that the vehicle reduction will occur. In addition, development of the Project could exceed a level of service standard established by the City of Ceres or Caltrans for the unsignalized intersections at Service Road/Moffett Road, Service Road/El Camino Avenue, Northbound State Route 99 Off/On-Ramp/Mitchell Road, Southbound State Route 99 On/Off-Ramp/Mitchell Road and at the intersection of Service Road/Mitchell Road. As a result, impacts to transportation and circulation in these respects would remain significant and unavoidable. Finally, the Project may cause an increase in traffic that is substantial in relation to the existing traffic load and capacity of the street system (i.e., result in a substantial increase in either the number of vehicle trips, the volume-to-capacity ratio on roads, or reduction in level of service), during the cumulative plus Project condition at the Service Road/Central Avenue, Service Road/Moffett Road,

Service Road/El Camino Avenue, Service Road/Mitchell Road, Northbound State Route 99 Off/On-Ramp/Mitchell Road and Southbound State Route 99 On/Off-Ramp/Mitchell Road intersections. This would have a cumulatively considerable contribution to traffic thus resulting in a significant and unavoidable impact.

(Draft EIR, pp. 2.0-8 to 2.0-35; 4.2-21 to 4.2-42; 4.11-12; 4.13-27 to 4.13-62.)

B. Project Objectives

The Project objectives are as follows:

- To construct a regional retail center within the City of Ceres that will reduce market leakage to other jurisdictions.
- To promote development within the City that is context-sensitive and enhances the quality of life for the residents of Ceres.
- To construct a regional commercial center with convenient highway and roadway access which will provide safe and efficient customer, contractor, emergency, and delivery vehicle ingress and egress.
- To support development applications that are consistent with existing land use designations for regional commercial and retail uses.
- To provide a source of significant new sales tax revenue to Ceres.
- To provide new retail employment opportunities to residents of Ceres and the surrounding areas.
- To support development applications that comply with and fulfill the objectives of the General Plan, the Zoning Ordinance, the Mitchell Road Corridor Specific Plan, and all other applicable codes, plans, and ordinances of Ceres.
- To support development applications that do not conflict with the planned Mitchell/Service Road Interchange Project.
- To protect the economic viability of the Ceres downtown area.

(Draft EIR, p. 3.0-9.)

C. Analysis of Alternatives

1. The No Project Alternative

a. Description of the Alternative

The No Project Alternative was analyzed in Section 5 of the Draft EIR. The No Project Alternative would allow the Project site to continue in the site's existing undeveloped state until the Project site is developed with other regional commercial land uses as anticipated in the Mitchell Road Corridor Specific Plan. (Draft EIR, p. 5.0-4.)

b. Comparison to the Project

The No Project Alternative would have the potential to lessen impacts caused by delivery truck and loading dock noise. In addition, related traffic volume may be reduced in proportion to any potential reductions in Project size. However, these impacts would not be avoided or even substantially lessened under the No Project Alternative. All other impacts would be similar to the Project. The significant and unavoidable impacts to air quality, agriculture, and transportation and circulation would persist and would not be significantly reduced by this alternative. Because the No Project Alternative contemplates future commercial development of the Project site, it may meet some of the Project objectives. However, because there currently is not a proposal to construct such a project, it is uncertain what, if any, project objectives may be met. (Draft EIR, pp. 5.0-13 to 5.0-22.)

c. Finding

The City rejects this alternative for the following reasons (CEQA Guidelines, § 15091, subd. (a)(3)):

First, because the Project site is designated for Regional Commercial (RC) land uses in the General Plan and Mitchell Road Corridor Specific Plan, it is reasonable to assume that the site would develop with other regional commercial land uses as anticipated in the General and Specific Plans at some point in the foreseeable future. Thus, the No Project Alternative considers the potential regional commercial development that could occur on the site, even if the Project is not completed. If, as envisioned by the General and Specific Plans, commercial development were proposed for the site, the No Project Alternative would have the same or similar impacts on the environment as the Project, and would not be expected to reduce the significant environmental impacts of the Project to less-than-significant levels.

Second, although the No Project Alternative contemplates future development of the Project site with other regional commercial land uses as anticipated in the General Plan and the Mitchell Road Corridor Specific Plan, there is currently no proposal to construct such a project. Accordingly, it is uncertain whether the No Project Alternative would maximize utilization of the Project site or meet the following Project objectives:

Fiscal Objectives: It is uncertain whether the No Project Alternative would develop a regional shopping center that would reduce market leakage to other jurisdictions, provide a source of significant new sales tax revenue to the City, provide new retail employment opportunities to residents of the City and the surrounding areas or protect the economic viability of the City's downtown area. As explained in the economic analysis performed for the Project, the Project is estimated to generate new store sales of \$156 million in 2011. (Draft EIR, p. 4.5-13 to 4.2-14.) These net new sales would allow the Walmart store to capture some of the leakage in specialized retail sales. (Draft EIR, p. 4.5-10.) Because there is currently no proposal to construct another regional commercial center on the Project site, however, it is uncertain whether the No Project Alternative would capture any leakage thus resulting in an increase in sales tax revenues for the City. In addition, it is also uncertain whether the No Project Alternative would result in new job opportunities. The Project, on the other hand, would be expected to result in a net increase in employment within the City by approximately 205 new jobs. (Draft EIR, p. 4.12-35.)

Land Use Objectives: It is uncertain whether the No Project Alternative would design a project with convenient highway and roadway access which will provide safe and efficient customer, contractor, emergency, and delivery vehicle ingress and egress. It is also uncertain whether the No Project Alternative would result in a project that complies with and fulfills the objectives of the General Plan, the Zoning Ordinance, the Mitchell Road Corridor Specific Plan, and other applicable codes, plans and ordinances of the City. Finally, it is uncertain whether this alternative would design a project that does not conflict with the planned Mitchell/Service Road Interchange Project. As explained in the Draft EIR, the City's General Plan designates the site as RC, and Zoning for the Project area is established by the Development Regulations section of the Mitchell Road Corridor Specific Plan. The Project is not only consistent with those general designations, it is also consistent with the goals and policies applicable to the site. (Draft EIR, pp. 4.9-3 to 4.9-8.) Because there is currently no proposal to construct another regional commercial center on the Project site, it is uncertain whether the No Project Alternative would meet this, or any of the Project's other, land use objectives.

Retail Needs Objective: It is uncertain whether the No Project Alternative would promote development within the City that is context-sensitive and enhances the quality of life for the residents of the City. The Project, on the other hand, would provide a regional commercial shopping center in an appropriate location within the City, thus adding to the convenience of the City's shoppers, and potentially reduce travel lengths for those shoppers. Because there is currently no proposal to construct another regional commercial center on the Project site, it is uncertain whether the No Project Alternative would achieve this objective.

Finally, the No Project Alternative would require the City to forego Project benefits. (See generally Section XI.D below for a discussion of Project benefits.) Under the No Project Alternative, it is uncertain whether the City would receive the additional tax revenue from the Project and the public improvements associated with the Project would not be constructed.

2. Site Redesign Alternative

a. Description of the Alternative

The Site Redesign Alternative was analyzed in Section 5 of the Draft EIR. The Site Redesign Alternative considers development of the Project site under a more-dense development pattern that would not reduce the overall square footage of the development. The configuration for this alternative would be similar to the Project, albeit with a more eastward orientation and Major 1 (the Walmart store) would be reconfigured to face Mitchell Road instead of facing Service Road. (Draft EIR, p. 5.0-5.)

b. Comparison to the Project

The Site Redesign Alternative would have the potential to lessen impacts caused by delivery truck, loading dock, rooftop mechanical equipment and on-site trash and cardboard compacting equipment noise. All other impacts would be similar to the Project. The significant and unavoidable impacts to air quality, agriculture, and transportation and circulation would persist and would not be significantly reduced by this alternative. (Draft EIR, pp. 5.0-5, 5.0-13 to 5.0-22.)

c. Finding

The City rejects this alternative for the following reasons (CEQA Guidelines, § 15091, subd. (a)(3)):

First, the Site Redesign Alternative would not substantially lessen the Project's significant effects. This alternative is intended to lessen noise and visual impacts to residences across Don Pedro Road caused by delivery truck, loading dock, rooftop mechanical equipment and on-site trash and cardboard compacting equipment. With this alternative, however, impacts to residences across Don Pedro Road would magnify since the truck loading activity behind the Walmart store would be more clearly visible to nearby residences than it is in the current configuration. In addition, the noise impacts, while slightly diminished from the perspective of residences across Don Pedro Road, would increase from the perspective of neighbors to the west. And, because delivery trucks would still enter the Project site from Don Pedro Road, noise impacts would only be relatively reduced, not avoided or even substantially lessened. Moreover, to accommodate safe operations and offer all of the same departments and services as the Project, parking would need to be reduced to approximately 100 spaces below Code requirements.

Second, although the Site Redesign Alternative contemplates a shopping center-style commercial development on the Project site, there is currently no proposal to construct a project that is configured in this manner. Accordingly, it is uncertain whether the No Project Alternative would meet the Project's fiscal, land use and retail need objectives discussed above.

Third, because this alternative is not supported by an actual application, it would not be developed and would likely result in underutilization of the site for a substantial period of time into the future. Under such a scenario, the City would not receive any additional tax revenue from the commercially zoned site for the foreseeable future. The alternative, then, is undesirable and infeasible from a policy standpoint.

Finally, the Project site itself is too narrow to allow the Walmart store to face Mitchell Road. Reconfiguring the site plan in this manner would require the parking lot to run parallel to the store, which would create an unsafe condition for pedestrians as they would need to cross multiple lanes of traffic and attempt to maneuver between parked cars to reach the store entrances.

3. Proposed Project with Interchange and El Camino Avenue Realignment Alternative

a. Description of the Alternative

The Proposed Project with Interchange and El Camino Avenue Realignment Alternative was analyzed in Section 5 of the Draft EIR. This alternative considers development on a smaller portion of the Project site that would be realigned with a more eastward orientation to accommodate changes related to the potential State Route 99/Mitchell Road/Service Road interchange and El Camino Avenue realignments. The proposed Project with Interchange and El Camino Avenue Realignment Alternative would reduce the overall square footage to approximately 258,000 square feet, thus reducing the number of parking spaces required. However, the Project's floor area ratio (FAR) would be maintained. (Draft EIR, pp. 5.0-5 to 5.0-6.)

b. Comparison to the Project

The Proposed Project with Interchange and El Camino Avenue Realignment Alternative, due to its reduced size and eastward orientation, would have the potential to lessen impacts on air quality; hydrology and water quality; noise; public services; and transportation and circulation. However, these impacts would only be relatively reduced, not avoided or substantially lessened under the Proposed Project with Interchange and El Camino Avenue Realignment Alternative. All other impacts would be similar to the Project. The significant and unavoidable impacts to air quality, agriculture, and transportation and circulation would persist and would not be significantly reduced by this alternative. (Draft EIR, pp. 5.0-5 to 5.0-6 and 5.0-13 to 5.0-22.)

c. Finding

The City rejects this alternative for the following reasons (CEQA Guidelines, § 15091, subd. (a)(3)):

First, although the Proposed Project with Interchange and El Camino Avenue Realignment Alternative contemplates a shopping center-style commercial development on the

Project site, it is smaller in size than the Project. Accordingly, it would not meet the Project's fiscal, land use and retail need objectives to the same degree as the Project.

Second, the Proposed Project with Interchange and El Camino Avenue Realignment Alternative is not supported by an actual application so it would not be developed and, therefore, would likely result in underutilization of the site for a substantial period of time into the future. Under such a scenario, the City would not receive any additional tax revenue from the commercially zoned site for the foreseeable future. The alternative, then, is undesirable and infeasible from a policy standpoint.

4. The Off-Site Alternative

a. Description of the Alternative

The Off-Site Alternative would involve the development of the Project on a site approximately 1,000 feet southeast of the Project site, east of Mitchell Road and south of Service Road. The Off-Site Alternative site is approximately 23.48 acres on five parcels and a portion is occupied by several residences. The other portion is currently vacant and used for agriculture. Development activities would occur to the same extent as the Project and the alternative would be expected to accommodate all of the uses associated with the Project; however, under the Off-Site Alternative, the overall square footage of the buildings would be reduced. Further, the alternative would require a major realignment of Rhode Road, which currently bisects the site and would also require land assembly of the five parcels. (Draft EIR, p. 5.0-6.)

b. Comparison to the Project

The Off-Site Alternative would have the potential to generate fewer overall impacts on aesthetics; air quality; hydrology and water quality; noise; agriculture; public services; and transportation and circulation. However, these impacts would only be relatively reduced, not avoided or substantially lessened under the Off-Site Alternative. All other impacts would be similar to the Project. The significant and unavoidable impacts of the Project on air quality, agriculture, and traffic and circulation would persist, and this alternative would not significantly reduce them. (Draft EIR, pp. 5.0-13 to 5.0-22.)

c. Finding

The City rejects this alternative for the following reasons (CEQA Guidelines, § 15091, subd. (a)(3)):

First, the Off-Site Alternative would not meet the Project objectives to the same degree as the Project.

Fiscal Objectives: The Off-Site Alternative may not meet the Project objectives to develop a regional shopping center that would reduce market leakage to other jurisdictions, provide a source of significant new sales tax revenue to the City, provide new retail employment

opportunities to residents of the City and the surrounding areas or protect the economic viability of the City's downtown area to the same degree as the Project. The Off-Site Alternative would construct a smaller-scale retail establishment, thus resulting in fewer fiscal benefits to the City. (Draft EIR, p. 5.0-6.)

Land Use Objective: The Off-Site Alternative may not meet the Project objective to design a project with convenient highway and roadway access which will provide safe and efficient customer, contractor, emergency, and delivery vehicle ingress and egress to the same degree as the Project. The Off-Site Alternative would require major realignment of Rhode Road, which currently bisects the site and would also require that any access to Moore Road from the site cross the irrigation channel that runs along the east side of the site between the site and Moore Road. Accordingly, it may be difficult to fulfill this objective. (Draft EIR, p. 5.0-6.)

Retail Objectives: Walmart does not own, control, or otherwise have access to the proposed site. Therefore, Walmart may not be able to develop on this site, resulting in this alternative not being able to promote development within the City that enhances the quality of life for the residents of the City to the same degree as the Project.

Second, the Off-Site Alternative is not supported by an actual application so it would not be developed and, therefore, would likely result in underutilization of the site for a substantial period of time into the future. Under such a scenario, the City would not receive any additional tax revenue from the commercially zoned site for the foreseeable future. The alternative, then, is undesirable and infeasible from a policy standpoint.

5. Environmentally Superior Alternative

CEQA requires the identification of the environmentally superior alternative in the EIR. Because the No Project Alternative contemplates future development of the Project site with regional commercial land uses as anticipated in the Mitchell Road Corridor Specific Plan, this alternative would have the same or similar environmental impacts as the Project. Accordingly, the No Project Alternative is not the environmentally superior alternative. The Proposed Project with Interchange and El Camino Avenue Realignment Alternative would have the fewest environmental impacts. Therefore, the Proposed Project with Interchange and El Camino Avenue Realignment Alternative is the Environmentally Superior Alternative. However, as discussed above, this alternative's degree of "superiority" is marginal and there are no feasible alternatives to the Project that would avoid or substantially lessen all of the significant and unavoidable impacts associated with the Project.

IX. GROWTH-INDUCING IMPACTS

A project may be growth-inducing if it directly or indirectly fosters economic or population growth or additional housing, removes obstacles to growth, taxes community service facilities, or encourages or facilitates other activities that cause significant environmental effects. (CEQA Guidelines Section 15126(g).) Under CEQA, induced growth is not considered necessarily detrimental or beneficial. Induced growth is considered a significant impact only if it

directly or indirectly affects the ability of agencies to provide needed public services, or if it can be demonstrated that the potential growth could significantly affect the environment in some other way.

The Planning Commission finds that the Project would not significantly induce further growth or remove obstacles to future growth. Moreover, the Planning Commission finds that any induced growth would not affect the City's ability to provide needed public services, or otherwise significantly affect the environment for several reasons. First, while the Project does include the development of a large regional shopping center that would create a substantial number of new jobs in the region, as of February 2010 (California EDD), the current unemployment rate in the City was relatively high at 23.4 percent, which indicates that the City has an adequate population and worker base available to provide the needed employees for operation of the Project. Therefore, the Project will not likely result in a significant influx of workers to the City.

Second, the Project is consistent with the General Plan land use designations for the site and will not induce population growth beyond that identified in the City's General Plan EIR.

Third, because the Project site is within an area of the City that is already undergoing urban development as part of the Mitchell Road Corridor Specific Plan and the City General Plan, any planning and development of infrastructure to serve the Mitchell Road Corridor is already underway. Therefore, the Project will not, by itself, result in the construction of major infrastructure improvements that do not already exist and that would trigger additional development within the vicinity of the Project.

Fourth, the Project will not induce secondary effects on growth such as increased demand on other community and public services and infrastructure; increased traffic and noise; and adverse environmental impacts such as degradation of air and water quality; degradation or loss of plant and animal habitat; and conversion of agricultural and open space land to developed uses because the Project site is virtually surrounded by parcels already designated for, and substantially undergoing, development. Accordingly, infrastructure to serve the Project will not directly open areas for development that are not already designated for development pursuant to the City's General Plan. Finally, it should be noted that the Project would not directly induce population growth through the provision of new dwelling units because it does not contain any residential uses.

For these reasons, the Project would not result in any growth-inducing impacts. These facts support the City's finding. (Draft EIR, pp. 6.0-6 to 6.0-7.)

X. FEASIBILITY OF MITIGATION MEASURES PROPOSED IN COMMENTS ON THE DRAFT EIR

During the public comment period, the City received comments suggesting additional mitigation measures. As explained in the Final EIR (Responses to Comments), most of these suggestions were found to be inappropriate because they were duplicative, did not address the

impact, or were infeasible. Some measures were changed per comments, but the changes were insignificant and did not alter the level of significance determination or accompanying analysis. The Planning Commission commends its staff for their careful consideration of all of the lengthy public comments received and particularly its careful evaluation of the proposed mitigation measures. The Commission agrees with staff's analysis in all respects.

Throughout this entire process, the Commission and staff have remained cognizant of the legal obligation under CEQA to substantially lessen or avoid significant environmental effects to the extent feasible. The City recognizes, moreover, that comments frequently offer thoughtful suggestions regarding how a commenter believes that a particular mitigation measure can be modified, changed significantly, or added, in order to more effectively, in the commenter's eyes, reduce the severity of environmental effects. The City is also cognizant, however, that, with the exception of new language included in the Final EIR, the mitigation measures in the Draft EIR intended to avoid, minimize, rectify, reduce, compensate for, or substantially lessen significant environmental effects of the Project represents the fruit of extensive staff and consultant experience in countless projects. Thus, in considering proposed changes to mitigation measures, the City, in determining whether to accept such language, either in whole or in part, has considered the following factors, among others: (i) whether the proposed language relates to a significant and unavoidable environmental effect of the Project, or instead relates to an effect that can already be mitigated to less-than-significant levels; (ii) whether the proposed language represents a clear improvement, from an environmental standpoint, over the draft language that a commenter seeks to replace; (iii) whether the proposed language would essentially duplicate language already in place elsewhere within the mitigation measures identified for the Project; (iv) whether the proposed language appears to be feasible from an economic, technical, legal, or other standpoint; (v) whether the proposed language is consistent with the Project objectives.

For instance, one commenter recommended the use of permanent agricultural conservation easements to compensate for the direct loss of agricultural land. First, no mitigation is required here because the impact of conversion of agricultural land to non-agricultural uses was already disclosed, and overridden by the City in the adoption of the General Plan and the certification of the General Plan EIR. The project's impacts will not exceed the impacts disclosed in the General Plan EIR. Second, a conservation easement does not mitigate for the loss of agricultural land since it does not replace the lost agricultural land. Finally, development of the Project site with commercial uses is consistent with the City's goals and policies of protecting agricultural uses in appropriate areas and the City does not have a program that requires the use of conservation easements. (Final EIR, pp. 2.0-27.)

Another commenter suggested that the EIR evaluate the feasibility of using a Voluntary Emission Reduction Agreement ("VERA") to mitigate impacts to air quality. However, since the project would already be below air district thresholds with regards to direct project emissions, the implementation of VERA is unnecessary and would not serve to substantially reduce or avoid the projects significant and unavoidable impact to cumulative air quality conditions. (Final EIR, pp. 2.0-46 – 2.0-47.)

Other commenters recommended that the City require construction of a solid sound barrier along Don Pedro Road (with no vehicle access) to mitigate noise impacts to nearby residences. This is not required, however, because the noise analysis concludes that noise impacts to residents across Don Pedro Road would be less than significant so no further mitigation is required. (Final EIR, pp 2.0-9.)

Finally, a commenter recommended that the City evaluate the use of solar energy on the Project site. The CARB Scoping Plan, the CAPCOA white paper, and the Attorney General's Office do not mandate that new projects install photovoltaic systems, but rather allow the lead agencies to determine which strategies are most appropriate on a case-by-case basis. It should be noted that technology can only provide a small percentage of the store's electrical needs and is only economically feasible in the short term. Requiring solar panels would be inconsistent with CEQA's requirement that mitigation measures be roughly proportional to the impacts of the project. Moreover, there are more effective ways to promote non-carbon energy. For instance, TID (electricity) PG&E (natural gas), which are the existing energy providers to the Walmart store, are subject to the terms of AB 32's Renewable Portfolio Standards and, therefore, must obtain 33% of energy from renewable resources. Furthermore, Walmart has analyzed climate conditions, load capacity, economic conditions, energy prices, as well as local, state and federal renewable energy policies and programs. Due to these items, Walmart has determined that solar is not feasible at this time. Because Walmart's solar program is a pilot program, Walmart will continue to work with its solar partners to look for additional opportunities for solar on this Project. (Final EIR, pp. 2.0-84.)

As is evident from the specific responses given to specific suggestions, City staff and consultants spent large amounts of time carefully considering and weighing proposed mitigation measures. In no instance did the City fail to take seriously a suggestion made by a commenter or fail to appreciate the effort that went into the formulation of suggestions.

XI. STATEMENT OF OVERRIDING CONSIDERATIONS

Pursuant to Public Resources Code Section 21081 and CEQA Guidelines Section 15093, the Planning Commission has balanced the economic, legal, social, technological, and other benefits of the Project against the significant and unavoidable impact associated with the Project, and has adopted all feasible mitigation measures. (See Section IX.D above.) The Planning Commission has also examined potentially feasible alternatives to the Project, none of which would both meet most of the project objectives and result in substantial reduction or avoidance of the project's significant and unavoidable impacts. (See Section VII above.) The Planning Commission hereby adopts and makes the following Statement of Overriding Considerations regarding the significant and unavoidable impact of the Project and the anticipated economic, legal, social, technological, and other benefits of the Project.

A. Significant and Unavoidable Impacts

Based on information contained in the Record and in the EIR, the Planning Commission has determined that the Project would result in significant and unavoidable impacts to: (1) air

quality due to cumulative impacts; (2) agricultural resources due to conversion of Prime Farmland; (3) agricultural resources due to cumulative impacts; (4) transportation and circulation due to increase in traffic; (4) transportation and circulation due to level of service standards; and (5) transportation and circulation due to cumulative impacts. (Draft EIR, pp. 2.0-7 to 2.0-43.)

B. Finding

The Planning Commission has considered all potentially feasible mitigation measures to substantially lessen or avoid the Project's significant and unavoidable impacts. The Commission finds that there are no feasible mitigation measures that would reduce the identified impacts. (See Section IX.D above.)

The Planning Commission has also considered all potentially feasible alternatives to the Project. The Planning Commission finds that there are no feasible alternatives that would reduce the above significant and unavoidable impacts to a less-than-significant level. (See Section VII above.)

The Project's impacts discussed above, therefore, remain significant and unavoidable.

C. Overriding Considerations

After review of the entire administrative record, including, but not limited to, the Final EIR, the staff report, applicant submittals, and the oral and written testimony and evidence presented at public hearings, the Planning Commission finds that specific economic, legal, social, technological and other anticipated benefits of the Project outweigh the significant and unavoidable impacts, and therefore justify the approval of this Project notwithstanding the identified significant and unavoidable impacts. (Pub. Resources Code, § 21081; CEQA Guidelines, § 15093.) The benefits are addressed in detail in Section XI.D below.

The Planning Commission specifically adopts and makes this Statement of Overriding Considerations that this Project has eliminated or substantially lessened all significant effects on the environment where feasible (including the incorporation of feasible mitigation measures), and finds that the remaining significant unavoidable impacts of the Project, which are described above in Section IX.D, are acceptable because the benefits of the Project set forth below in Section XI.D outweigh it. The Planning Commission finds that each of the overriding considerations expressed as benefits and set forth below in Section XI.D constitutes a separate and independent ground for such a finding. Any one of the reasons for approval cited below is sufficient to justify approval of the Project. Thus, even if a court were to conclude that not every reason is supported by substantial evidence, the Planning Commission will stand by its determination that each individual reason is sufficient by itself. The substantial evidence supporting the various benefits can be found in the preceding findings, which are incorporated by reference into this Section XI, and in the documents found in the Record of Proceedings, as defined in Section III.

D. Benefits of the Project

The Planning Commission has considered the EIR, the public record of proceedings on the Project and other written materials presented to and prepared by the City, as well as oral and written testimony received, and does hereby determine that implementation of the Project as specifically provided in the Project documents would result in the following substantial public benefits:

1. The Project Would Generate Sales Tax Revenue For the City.

The sales generated by the Project would generate greater sales tax revenues for the City than would otherwise be generated by the site. These revenues would go to the City's General Fund, which is the primary funding source for the construction, operation and maintenance of a number of essential City services, programs and facilities including fire and police services, recreation programs, and administrative functions, among other things.

The economic analysis performed for the Project indicates that the City has weak sales in more specialized retail categories (for example, apparel stores, home furnishings/appliances, and specialty retail) with room for growth. This means that the City's residents have to drive farther, at more inconvenience, to obtain their needed goods than they would if they had a convenient location to obtain them within the City. The presence of additional outlets in the City in these sectors would serve to bring local shoppers back to Ceres, which would, in turn, raise sales tax revenues to help alleviate deficit and enable the City to provide essential public services, such as police and fire protection, to its citizens. (Draft EIR, p. 4.5-10; see also Draft EIR, Appendix 4.5-1.)

2. The Project Would Increase the City's Employment Base and Create Diverse Employment Opportunities for City Residents.

The Project would generate diversity in employment opportunities, including temporary construction jobs as well as hundreds of permanent full-time and part-time jobs. (Draft EIR, p. 4.12-35.) The development of the Project will also provide opportunities for City residents to open and operate local businesses within the Project—which provide a strong draw to the shopping center. These local businesses will also provide additional jobs for City residents, thus not only enabling local entrepreneurs to get started, but providing a number of entry level jobs for local residents. Consequently, it is reasonably expected that the City and its residents would enjoy the economic and social benefits from added employment opportunities offered by the Project.

3. The Project Would Provide Buffers and Transitions between Commercial Uses and Adjacent Residential Uses.

The Project's design orients buildings away from residences, provides screening between the site and residences and completes/upgrades street improvements (including sidewalks and landscaping) between the site and the adjacent neighborhood. Views from the adjacent

residential homes toward the Project site would be partially shielded by the placement of various trees and shrubs along the edge of the site, separating the differing land use types while maintaining visual and aesthetic qualities. An 8-foot-high solid masonry wall with landscape buffer will be provided where the Project site abuts residential uses, and Don Pedro Road will separate the existing residential uses to the north of the Project site, and the proposed future road will separate the existing residential uses to the west of the Project site.

4. The Project Would Provide an Attractive Gateway Development to the City.

The Project will be adjacent to the intersection of two major access points to the City: Mitchell Road and SR 99. Accordingly, implementation of the Project, combined with other commercial development in the vicinity (for example, the Ceres Gateway Center) will create a regional commercial center and promote this area as a gateway to the City. With the construction of the entry monument included as a condition of approval for the Project, the Project would provide an attractive gateway development to this portion of the City.

The Project is designed and laid out in a manner to facilitate vehicular and pedestrian circulation to and throughout the site. The Project will include buildings of varying size, massing, and architectural elements to provide visual interest. Although Major 1 (the Walmart store) is a large building, the massing of this building has been dramatically downscaled by variations in building height and the use of architectural features and materials. A pedestrian-friendly environment is emphasized in the center. The front of the Walmart store includes architectural elements such as canopies, ornamental lighting including pedestrian-level lighting, landscape planters, benches, windows, and awnings. Other buildings on the Project site will also utilize varying building heights with ornamental and façade characteristics to create projections from the building to create visual interest. The site incorporates a small plaza/seating area at the southeast corner of the site. All storage and loading functions are appropriately screened from adjacent roadways and uses. The site incorporates landscape screening to soften the transition from adjacent roadways and uses.

The Project would use quality materials to provide buildings that meet or exceed architectural design requirements. The primary building materials are painted split-face concrete masonry units (CMU), integrally colored split face concrete masonry units, and painted exterior insulation finish system (EIFS). Split-face CMU provides a highly durable, textured finish. EIFS is an energy-efficient, durable, textured surface over an insulation system, providing insulation outside the exterior structure of a building and forming a complete envelope around the building with foam insulation, which reduces air infiltration and decreases energy consumption. EIFS is resistant to fading, cracking, mold and mildew. It also does not accumulate dirt, so it always looks freshly painted. Project conditions include provisions for the ongoing maintenance of buildings and landscaping to avoid a run-down or deteriorated appearance. The initial development of the site will include development of all hardscape and landscaping throughout the site to avoid an interim unfinished appearance. (Draft EIR, pp. 4.1-2 to 4.1-27.)

5. The Project Would Feature Numerous Energy Conserving Measures.

The Project would incorporate numerous energy-conserving features. For instance, the Walmart store would include features such as the following: daylight harvesting system, occupancy sensors, LED signage and refrigeration illumination, centralized energy management system, energy efficient HVAC units, a dehumidifying system, white roofs, use of non-ozone-depleting refrigerant, heat reclamation system, high efficiency urinals and toilets, sensor-activated low flow bathroom sinks and environmentally friendly materials and finishes.

6. The Project Would Provide Attractive Landscaping Providing Amenities Onsite and as Viewed From Adjacent Streets.

The Project's landscape design would provide screening, shade, delineation of space, and accents and focal points. A mix of various trees, ranging in size and type from large evergreen and deciduous trees to small flowering trees and conifers will be planted on the Project site. Parking and hardscape will be shaded with a ratio of at least one tree for every eight parking spaces. Views from the adjacent residential homes to the north toward the Project site would be partially shielded by bermed landscaping including trees and shrubs along the edge of the site, separating the differing land use types while maintaining visual and aesthetic qualities. Views from the adjacent residential project to the west will be buffered by an enhanced masonry wall with trees growing beyond to further buffer the buildings. Views along Mitchell Road and Service Road toward the Project site will include landscaping involving a mix of trees, shrubs, vines, perennials, ground covers, and lawn.

7. The Project Would Fulfill a General Plan Goal of Creating a Regional Commercial Center that Provides Quality Goods and Services.

The General Plan designates this site for a Regional Commercial Center and the Project would fulfill that goal. The Project would provide quality grocery goods and services to the Project area and surrounding neighborhoods. For example, although Walmart is a national retailer, it specifically tailors the merchandising mix of its individual stores in order to meet the demands and needs of the surrounding area. In addition, the Project will bring additional quality goods and services in the form of several other retail stores and restaurants.

8. The Project Would Increase Retail Activity in the Project Area.

Because the Project will include a Walmart store, as well as space for other retailers, the Project could draw additional retailers to the City (i.e., those on the Project site), thereby increasing retail activity in the Project area. Specifically, a shopping center that is anchored by a Walmart store will likely to attract smaller retailers providing their own special services and goods. These smaller retailers see the benefit of locating near a Walmart store due to the increased customer activity in the area. This could benefit the surrounding area.

9. The Project Would Be a Good Member of the Community.

Walmart will be an active corporate member of the community. Walmart is anticipated to take a role in assisting schools, non-profits, and important community efforts in the City. Walmart has a demonstrated track record of supporting local schools and non-profit organizations. It is likely that other retailers in the shopping center will provide similar benefits to the community.

10. The Project Would Contribute to the Physical Identity of the Area and Result in Improvements to a Major Corridor.

The Project would result in a regional commercial center along the major corridor of Mitchell Road within the City and would include the installation of sidewalks, street trees, an improved circulation system, and other structural elements that will contribute to the physical identity of the area as a commercial corridor. Moreover, the Project would result in full utilization of an underutilized parcel within a commercial area of the City in accordance with the City's vision for the area.

E. Determination and Adoption of Statement of Overriding Considerations

The Planning Commission has weighed the economic, legal, social, technological, and other benefits of the Project, as set forth above in Section XI.D, against the significant unavoidable impacts of the Project identified in the EIR (and discussed above in Section XI.A).

The Planning Commission hereby determines that those benefits outweigh the risks and adverse environmental impacts of the Project, and further determines that the Project's significant unavoidable impacts are acceptable.

Accordingly, the Planning Commission adopts the Statement of Overriding Considerations, recognizing that significant unavoidable impacts will result from implementation of the Project. Having (i) adopted all feasible mitigation measures, as discussed in the Environmental Impact Report; (ii) rejected alternatives to the Project, as discussed in the Environmental Impact Report; and (iii) recognized the significant unavoidable impacts of the Project, the Planning Commission hereby finds that each of the separate benefits of the Project, as stated herein, is determined to be unto itself an overriding consideration, independent of other benefits, that warrants approval of the Project and outweighs and overrides its significant unavoidable impacts, and thereby justifies the approval of the Mitchell Ranch Center Project.

EXHIBIT B

MITCHELL RANCH MITIGATION MONITORING AND REPORTING PROGRAM

Impact	Timing	Monitoring Responsibility	Verification (Date and Initials)
4.1 Aesthetics and Visual Resources			
MM 4.1.3: The project applicant shall maintain a lighting plan and photometric diagram that reduces light spillage at the project's property lines to a level of no more than 2.0 foot-candles, as measured at adjacent property lines along Don Pedro Road.	Prior to issuance of building permit.	City of Ceres Planning and Building Division	
4.2 Air Quality			
<p>MM 4.2.2a: The following measures shall be implemented, in addition to the requirements of SJVAPCD Regulation VIII, at the project site during all construction activities:</p> <ul style="list-style-type: none"> • Limit traffic speeds on unpaved roads to 15 miles per hour (mph); • Install sandbags or other erosion control measures to prevent silt runoff to public roadways from sites with a slope greater than 1 percent; • Install wheel washers for all exiting trucks, or wash off all trucks and equipment leaving the site; • Install wind breaks at windward side(s) of construction areas; • Suspend excavation and grading activity when winds exceed 15 mph; and • Limit area subject to excavation, grading, and other construction activity at any one time. Soil exposure shall not exceed an area in which improvements can be completed during a single construction season. • The applicant shall use periodic watering for short-term stabilization of disturbed surface area and haul roads to minimize visible fugitive dust emissions. Watering, with complete coverage, shall occur at least three times a day, preferably in the mid-morning, afternoon and after work is done for the day. 	Mitigation shall be implemented throughout project construction phase. The noted mitigations will appear on the grading or street improvement plans as Air Quality requirements.	City of Ceres Public Works Department – Engineering Division	

Impact	Timing	Monitoring Responsibility	Verification (Date and Initials)
MM 4.2.2b: Pollutant emissions shall be minimized by maintaining equipment engines in good condition and in proper tune according to manufacturer's specifications, by not allowing construction equipment to be left idling for more than five minutes (per California law). Contractor shall ensure use of low-sulfur diesel fuel in construction equipment as required by the California Air Resources Board (CARB) (diesel fuel with sulfur content of 15 ppm by weight or less).	Mitigation shall be implemented throughout project construction phase.	City of Ceres Public Works Department – Engineering Division	
MM 4.2.2c: Graded site surfaces shall be stabilized upon completion of grading when subsequent development is delayed or expected to be delayed more than 30 days, except when such a delay is due to precipitation that dampens the disturbed surface sufficiently to eliminate visible fugitive dust emissions.	Mitigation shall be implemented throughout project construction phase.	City of Ceres Public Works Department – Engineering Division	
MM 4.2.2d: Contractor agreements shall specify that existing power sources (e.g., power poles) or clean-fuel generators shall be used rather than temporary power generators.	Mitigation shall be implemented throughout project construction phase.	City of Ceres Public Works Department – Engineering Division	
MM 4.2.2e: During construction of the proposed project, only low-VOC paints and coatings as defined in SJVAPCD Rule 4601 shall be used.	Mitigation shall be implemented throughout project construction phase.	City of Ceres Planning and Building Division	
MM 4.2.4a: All buildings on the project site shall be designed and constructed to exceed minimum statewide energy requirements (Title 24). Measures may include, but are not limited to, the following: <ul style="list-style-type: none"> Incorporate skylights into building designs to utilize natural daylight Utilize computer-controlled daylight sensors and electronic dimming ballasts Use high-efficiency light bulbs in all lighting fixtures Use light-emitting diodes (LEDs) in exterior signage Use energy-efficient appliances and heating, ventilation, and air conditioning (HVAC) systems Use low-emission water heaters and/or central water heating systems Increase building insulation Use automated controls for HVAC systems or centralized energy management systems 	Prior to issuance of building permits.	City of Ceres Planning and Building Division	
MM 4.2.4b: All buildings on the project site shall utilize Energy Star compliant (highly reflective) and high emissivity roofing (emissivity of at least	Prior to issuance of building permits	City of Ceres Planning and Building	

Impact	Timing	Monitoring Responsibility	Verification (Date and Initials)
0.9 when tested in accordance with ASTM 408) for a minimum of 75 percent of the roof surface to reduce energy demands associated with air conditioning and to minimize the urban heat island effect.		Division	
MM 4.2.8: Signage shall be provided on-site that prohibits the idling of trucks, including the use of auxiliary power units, for more than five minutes. Further, the proposed project shall pay for parking restrictions on the south side of Don Pedro Road as directed by the City of Ceres. These restrictions will include designating the south side of Don Pedro Road between Mitchell Road and the northwestern property corner of the proposed project as a "no parking" zone through the use of signs and/or curb painting.	Mitigation shall appear on the improvement plans and be completed prior to the issuance of a certificate of occupancy for Major 1.	City of Ceres Public Works Department – Engineering Division	
4.3 Biological and Natural Resources			
Migratory Birds or Raptors MM 4.3.1: If construction activities occur during the nesting seasons for raptors and migratory birds (typically March 1 through August 31), the project applicant shall retain a qualified biologist to conduct a focused survey for active nests of raptors and migratory birds within and in the vicinity of the construction area (no less than 500 feet outside project boundaries) no more than 30 days prior to ground disturbance or tree removal. If active nests are located during preconstruction surveys, USFWS and/or CDFG shall be notified regarding the status of the nests. Furthermore, construction activities shall be restricted as necessary to avoid disturbance of the nest until it is abandoned or a qualified biologist deems disturbance potential to be minimal (in consultation with USFWS and/or CDFG). Restrictions may include establishment of exclusion zones (no ingress of personnel or equipment at a minimum radius of 500 feet around the nest for Swainson's hawk, 100 feet around the nest for other raptors, and 50 feet around the nest for other migratory birds) or alteration of the construction schedule. No action is necessary if construction will occur during the non-breeding season (September 1 through February 28).	Prior to construction and site grading activities.	City of Ceres Public Works Department – Engineering Division, Planning and Building Division	
4.4 Cultural Resources			
MM 4.4.1a: If, during the course of implementing the project, cultural resources (i.e., prehistoric sites, historic sites, and/or isolated artifacts) are discovered, work shall be halted immediately within 50 feet of the discovery, the City of Ceres Planning Division shall be notified, and a	As a condition of project approval, and implemented during ground-disturbing construction activities	City of Ceres Planning and Building Division, Public Works Department –	

Impact	Timing	Monitoring Responsibility	Verification (Date and Initials)
<p>professional archaeologist that meets the Secretary of the Interior's Standards and Guidelines for Professional Qualifications in archaeology and/or history shall be retained to determine the significance of the discovery.</p> <p>The City shall consider mitigation recommendations presented by a professional archaeologist that meets the Secretary of the Interior's Standards and Guidelines for Professional Qualifications in archaeology and/or history for any unanticipated discoveries. Such measures may include avoidance, preservation in place, excavation, documentation, curation, data recovery, or other appropriate measures. The project proponent shall be required to implement any mitigation necessary for the protection of cultural resources.</p>		Engineering Division	
<p>MM 4.4.1b: If, during the course of implementing the project, human remains are discovered, all work shall be halted immediately within 50 feet of the discovery, the City of Ceres Planning Division shall be notified, and the County Coroner must be notified according to Section 5097.98 of the PRC and Section 7050.5 of California's Health and Safety Code. If the remains are determined to be Native American, the coroner will notify the Native American Heritage Commission, and the procedures outlined in CEQA Section 15064.5(d) and (e) shall be followed.</p>	<p>As a condition of project approval, and implemented during ground-disturbing construction activities.</p>	City of Ceres Planning and Building Division, Public Works Department – Engineering Division	
<p>MM 4.4.2: If, during the course of implementing the project, any paleontological resources (fossils) are discovered, work shall be halted immediately within 50 feet of the discovery, and the City of Ceres Planning Division shall be immediately notified. At that time, the City will coordinate any necessary investigation of the discovery with a qualified paleontologist.</p> <p>The City shall consider the mitigation recommendations of the qualified paleontologist for any unanticipated discoveries of paleontological resources. Such measures may include avoidance, preservation in place, excavation, documentation, curation, data recovery, or other appropriate measures. The project proponent shall be required to implement any mitigation necessary for the protection of paleontological resources.</p>	<p>As a condition of project approval, and implemented during ground-disturbing construction activities.</p>	City of Ceres Planning and Building Division, Public Works Department – Engineering Division	
4.5 Economics and Blight			
<p>MM 4.5.1: In addition to the requirement that a vacant building monitoring fee pursuant to Ceres Municipal Code Chapter 9.40 be paid, the</p>	<p>Mitigation shall commence once the building is vacated</p>	City of Ceres Planning and Building	

Impact	Timing	Monitoring Responsibility	Verification (Date and Initials)
<p>property owner (and any subsequent owner) shall enter into a supplemental maintenance agreement with the City to ensure property maintenance until the site is reoccupied, and whereby the City will be compensated (via bond or otherwise) for abatement of visual indications of blight on the property if and when the property owner fails to adequately maintain the property in good condition and abate elements of deterioration, which shall include:</p> <p>Remove graffiti</p> <p>Repair broken windows and exterior structural elements</p> <p>Maintain existing landscaping.</p> <p>Frequently clean up litter on the property</p>	and shall end upon its re-tenancy or demolition.	Division, Code Enforcement	
4.6 Geology and Soils			
<p>MM 4.6.1: The project shall comply with the recommendations of the Preliminary Geotechnical Engineering Analysis prepared by Consolidated Engineering Laboratories in June 2006 (see Appendix 4.6-1). These recommendations include the following:</p> <ul style="list-style-type: none"> • <u>Existing Structures and Trees</u> – All existing structures to be abandoned shall be demolished and foundations entirely removed or cut off. Any existing trees that are to be abandoned shall have their major root systems removed. Additionally, buried objects from past land use activities that are encountered during construction shall be removed. • <u>Loose Near-Surface Soil</u> – The presence of loose near-surface soil will require over excavation and compaction in the building pad areas. • <u>Underground Utility/Trench Excavation</u> – Due to the sandy soils at the project site, trench walls may not stand vertical during and after excavation. All project contractors shall be notified for the potential for sloughing of utility trench and foundation excavation sidewalls. • <u>Winter Grading</u> – If grading occurs during the rainy season, unstable subgrade conditions may be encountered. Project site soils shall be treated/stabilized prior to grading or other soil disturbing activities during the winter months. • <u>Seismic Considerations</u> – The site is located proximal to a seismically active region. As a minimum, the building designs shall comply with the latest edition of the Uniform Building 	Ongoing during project construction and mitigation shall be noted on the improvement plans.	City of Ceres Public Works Department – Engineering Division, Planning and Building Division	

Impact	Timing	Monitoring Responsibility	Verification (Date and Initials)
Code, California Building Code, and International Building Code.			
4.7 Hazards and Hazardous Materials			
MM 4.7.3: A Phase II Environmental Site Assessment report shall be prepared to determine the extent and exact nature of any pesticide or chemical residues present on the project site. Soils shall be taken from throughout the site to test pesticide contamination (chlorinated pesticides using EPA Test Method 8081 and 8082). If samples reveal concentrations of pesticide residue in excess of acceptable thresholds, actions shall be taken to remediate soil contamination to within ASTM International standards. Such actions could include excavation and disposal of contaminated soils from the site or bioremediation. A qualified Phase II Environmental Assessor shall be retained to develop and carry out a remediation plan, if necessary.	Prior to issuance of grading permits.	City of Ceres Planning and Building Division	
MM 4.7.5a: The project applicant shall obtain a permit from the City of Ceres Building Division for the destruction and closure of all wells on the project site in accordance with Chapter 13.05 of the City's Municipal Code. The project applicant shall destroy all wells in accordance with the conditions of the permit and with the California Water Well Standards contained in Department of Water Resources Bulletins 74-81 and 74-90, prior to project construction.	Prior to issuance of building permits.	City of Ceres Public Works Department – Engineering Division, Planning and Building Division	
MM 4.7.5b: The project applicant shall remove and plug all irrigation facilities on the project site to the satisfaction of Turlock Irrigation District standards prior to project construction.	Show on improvement plans prior to issuance of building permits.	City of Ceres Public Works Department – Engineering Division, Planning and Building Division, Turlock Irrigation District	
MM 4.7.5c: Prior to issuance of grading permits, any and all septic tanks on the project site shall be abandoned under permit from the Stanislaus County Department of Environmental Resources.	Prior to issuance of grading or building permits.	Stanislaus County Department of Environmental Resources and City of Ceres Public Works Department –	

Impact	Timing	Monitoring Responsibility	Verification (Date and Initials)
		Engineering Division, Planning and Building Division	

4.8 Hydrology and Water Quality

<p>MM 4.8.3: Prior to approval of an improvement plan, the project proponent shall provide a list of City-approved best management practices (BMPs) to be implemented on the site during operation of the proposed project that will protect receiving waters from urban contaminants in runoff. The BMPs shall be consistent with RWQCB guidelines and shall be obtained from the California Stormwater Quality Association's Stormwater Best Management Practice (BMP) Handbooks. At least 85 to 90 percent of annual average stormwater runoff from the site shall be treated per the standards in the 2003 California Stormwater Best Management Practices Handbooks. BMPs may include, but are not limited to, the following:</p> <ul style="list-style-type: none"> Route drainage from paved surfaces either through swales, buffer strips, or sand filters or treat with a filtering system prior to discharge to the storm drain system. Use permeable pavement in parking areas and other low traffic areas. Direct downspouts to infiltration trenches. Provide stenciling or labeling of all storm drain inlets within and adjacent to the project site with prohibitive language such as "NO DUMPING." Cover loading dock areas, or design drainage to preclude urban run-on and runoff. Prohibit direct connections into storm drains from depressed loading docks. These areas should drain into water quality inlets, an engineered infiltration system, or an equally effective alternative. Design trash container areas so that drainage from adjoining roofs and pavement is diverted around the areas to avoid run-on. This might include berming or grading the waste storage areas to prevent run-on of stormwater. Use lined bins or dumpsters to reduce leaking of liquid waste. Provide roofs, awnings, or attached lids on all trash containers to minimize direct precipitation and prevent rainfall from 	<p>Show on the improvement plans prior to their approval.</p>	<p>City of Ceres Public Works Department – Engineering Division</p>	
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Impact	Timing	Monitoring Responsibility	Verification (Date and Initials)
<p>entering containers.</p> <ul style="list-style-type: none"> • Pave trash storage areas with an impervious surface to mitigate spills • Do not locate storm drains in immediate vicinity of the trash storage areas. • Post signs on all dumpsters informing users that hazardous materials are not to be disposed of therein. 			
4.10 Noise			
<p>MM 4.10.4: The following requirements shall be applied to the project:</p> <p>Solid noise barriers, as indicated in Figure 4.10-3, shall be constructed behind the Walmart loading dock area between the two site accesses to Don Pedro Road, and also along the western site boundary to provide shielding to the existing apartment buildings to the west. The barriers shall be 8 feet in height (except where a reduction in height is required for sight distance within clear vision triangles), and shall be constructed of concrete masonry unit (CMU) block with at least three lbs./square foot surface density. Blocks shall be fully grouted. This measure is predicted to reduce noise from Walmart-generated on-site truck circulation by at least 5dB, thereby reducing noise levels to 42 dB L_{eq} and 63 dB L_{max} at the nearest residences.</p>	<p>Mitigation shall be completed prior to issuance of a certificate of occupancy for Major 1.</p>	<p>City of Ceres Planning and Building Division</p>	
<p>MM 4.10.7a: The following requirements shall be applied to the project:</p> <ul style="list-style-type: none"> • A solid noise barrier shall be constructed between the truck unloading areas of Majors 2, 3, and 4 and the nearest residence to the west. The barrier shall be 8 feet in height (except where a reduction in height will be required for sight distance within clear vision triangles), and shall be constructed of concrete masonry unit (CMU) block with at least three lbs./square foot surface density. Blocks shall be fully grouted. This measure is predicted to reduce noise from Majors 2, 3, and 4 unloading activities by at least 6 dB, thereby reducing noise levels to 40 dB L_{eq} and 65 dB L_{max} at the nearest residences during nighttime unloading activities. 	<p>Mitigation shall be completed prior to issuance of a certificate of occupancy for Majors 2, 3 and/or 4.</p>	<p>City of Ceres Planning and Building Division</p>	
<p>MM 4.10.7b: The following requirements shall be applied to the project:</p> <ul style="list-style-type: none"> • Loading and unloading activities behind Majors 2, 3, and 4 shall be limited to daytime hours (7 am – 10 pm). 	<p>Mitigation shall be implemented throughout the life of the project by Majors 2, 3, and 4 occupants.</p>	<p>City of Ceres Code Public Safety Department – Code Enforcement Division</p>	

Impact	Timing	Monitoring Responsibility	Verification (Date and Initials)
MM 4.10.7c: If the City determines that the parcel adjacent to Majors 2/3/4 has ceased to be considered by the City as having a noise-sensitive use prior to implementation of either MM 4.10.7a or 4.10.7b, the City may consider the impact to have been reduced to a level that is less than significant and waive both of those mitigation options.	The determination may be made by the City prior to issuance of a certificate of occupancy for Majors 2, 3 and/or 4.	City of Ceres Planning and Building Division	
4.12.2 Public Services and Utilities – Municipal Water			
MM 4.12.2.4: All buildings on the project site shall be equipped with sensor-activated restroom lavatories to reduce water usage.	Prior to issuance of building permits.	City of Ceres Planning and Building Division	
4.13 Transportation and Traffic			
MM 4.13.1: The project applicant shall fund the preparation of a traffic calming plan, and construct improvements identified by that plan, for Don Pedro Road between Mitchell Road and El Camino Avenue. This plan shall be developed in consultation with City staff and local residents to limit traffic on Don Pedro Road to 2,500 vpd between Mitchell Road and the westernmost project driveway to 1,500 vpd west of the westernmost project driveway. The plan shall include features such as the installation of curb extensions, speed humps, speed feedback signs, lighted crosswalks, and other devices that have proven effectiveness. A minimum of one neighborhood meeting shall be held with affected neighbors and the Plan shall be approved by the Public Works Director/City Engineer with input from the Planning/Building Division Manager, Fire Chief, and Police Chief prior to the issuance of a certificate of occupancy for Major 1.	Mitigation shall be completed within six months of the certificate of occupancy being granted for Major 1.	City of Ceres Public Works Department – Engineering Division, and Planning and Building Division	
#1 – East Whitmore/Mitchell Road MM 4.13.2a: The project applicant shall modify Mitchell Road on the northbound approach to East Whitmore Avenue to provide a second left-turn lane, in conjunction with signal timing modifications. This improvement can be constructed within the existing right-of-way.	Mitigation shall be completed prior to the first certificate of occupancy.	City of Ceres Public Works Department – Engineering Division	
#3 – Don Pedro Road/Mitchell Road MM 4.13.2b: The project applicant shall install a traffic signal at the intersection of Don Pedro Road and Mitchell Road. The signal shall include pedestrian signals and actuation. The signal shall be interconnected and coordinated with the proposed signal at the Mitchell Road entry to the project and to the City's Mitchell Road traffic signal interconnect system to minimize vehicle	Mitigation shall be completed prior to the first certificate of occupancy.	City of Ceres Public Works Department – Engineering Division	

Impact	Timing	Monitoring Responsibility	Verification (Date and Initials)
queue spill back through the area.			
#5 – Service Road/Moffett Road MM 4.13.2c: The project applicant shall widen, in accordance with existing improvement plans already approved by the City, the southbound approach of Moffett Road to the Service Road intersection to allow striping of a left-turn lane.	Mitigation shall be completed prior to the first certificate of occupancy.	City of Ceres Public Works Department – Engineering Division	
#7 – Service Road/El Camino Avenue MM 4.13.2d: The project applicant shall widen and restripe the southbound approach to provide separate left- and right-turn lanes for vehicles turning from El Camino Avenue onto Service Road and widen and restripe Service Road to provide a westbound right-turn lane. The southbound left-turn pocket should accommodate one vehicle (approximately 25 feet).	Mitigation shall be completed prior to the first certificate of occupancy.	City of Ceres Public Works Department – Engineering Division	
#8 – Service Road/Mitchell Road MM 4.13.2e: The project applicant shall construct a second eastbound left-turn lane on Service Road to Mitchell Road, extend the northbound left-turn lane to provide at least 325 feet of vehicle storage, make signal modifications to provide protected east-west left-turn phasing, and pay for the City to evaluate the traffic signal timing six months subsequent to the issuance of the final certificate of occupancy of Walmart (Major 1) to ensure optional traffic flows through the intersection based on current conditions. This improvement may also require relocation of the existing traffic signal.	Mitigation shall be completed prior to the first certificate of occupancy.	City of Ceres Public Works Department – Engineering Division	
#10 – Rhode Road/Mitchell Road MM 4.13.2f: If the work has not already been completed by another project, the project applicant shall install a traffic signal and realign Rhode Road as required. If the work has already been completed by another project, the proposed project shall reimburse the City its pro-rata share of the improvement.	Mitigation shall be completed prior to the first certificate of occupancy. If MM 4.13.2f is already complete, payment of pro-rata share of the improvement will be made prior to issuance of the building permit for Major 1.	City of Ceres Public Works Department – Engineering Division	
#11 – Northbound SR 99/Off-Ramp/On-Ramp/Mitchell Road MM 4.13.2g: The project applicant shall provide improvement plans to Caltrans and to the City that eliminates westbound left-turn movement for non-emergency vehicles, eliminates the stop-control for the northbound movement, and modifies striping. If approved by Caltrans, the	Submittal of improvement plans to the agencies shall be completed within 120 days of receiving final approval of the development by the City of Ceres. If Caltrans approves the	City of Ceres Public Works Department – Engineering Division	

Impact	Timing	Monitoring Responsibility	Verification (Date and Initials)
project applicant shall construct the improvement.	plans then the applicant must construct the improvements by the latter of the first certificate of occupancy or 18 months from Caltrans approval. If Caltrans approval is not timely, then prior to the first certificate of occupancy, the City will require a guarantee sufficient to construct the improvement.		
#12 – Southbound SR 99 On-Ramp/Off-Ramp/Mitchell Road MM 4.13.2h: The project applicant shall provide improvement plans to Caltrans and to the City that install a traffic signal, modify southbound Mitchell Road to provide a second left-turn lane within the existing right-of-way, modify the on-ramp to provide two receiving lanes, and modify striping. If approved by Caltrans, the project applicant shall construct the improvement.	Submittal of improvement plans to the agencies shall be completed within 120 days of receiving final approval of the development by the City of Ceres. If Caltrans approves the plans then the applicant must construct the improvements by the later of the first certificate of occupancy or 18 months from Caltrans approval. If Caltrans approval is not timely, then prior to the first certificate of occupancy, the City will require a guarantee sufficient to construct the signal improvement.	City of Ceres Public Works Department – Engineering Division	
MM 4.13.3: The project applicant shall develop a construction management plan for review and approval by the City of Ceres Public Works Department and- Engineering Division. The plan shall include at least the following items: <ul style="list-style-type: none"> • Development of a construction truck route that would appear on all construction plans to limit truck and auto traffic on nearby residential streets. • Comprehensive traffic control measures, including scheduling of major truck trips and 	Mitigation shall occur prior to and during construction.	City of Ceres Public Works Department – Engineering Division	

Impact	Timing	Monitoring Responsibility	Verification (Date and Initials)
<p>deliveries to avoid peak hour traffic hours, detour signs if required, lane closure procedures, sidewalk closure procedures, cones for drivers, and designated construction access routes.</p> <ul style="list-style-type: none"> Notification procedures for adjacent property owners and public safety personnel regarding when major deliveries, detours, and lane closures would occur. Location of construction staging areas for materials, equipment, and vehicles. Identification of haul routes for movement of construction vehicles that would minimize impacts on vehicular and pedestrian traffic, circulation and safety, and provision for monitoring surface streets used for haul routes so that any damage and debris attributable to the haul trucks can be identified and corrected by the project applicant. A process for responding to, and tracking, complaints pertaining to construction activity, including identification of an on-site complaint manager. 			
<p>Don Pedro Road/Driveway 1</p> <p>MM 4.13.4a: If El Camino Avenue is realigned in the future, provide a right turn only exit from the site to the realigned El Camino Avenue, and restrict Don Pedro Road/Driveway 1 to inbound movements only through the use of signage and striping.</p>	<p>Mitigation shall occur as part of the approval of the realignment of El Camino Avenue.</p>	<p>City of Ceres Public Works Department – Engineering Division</p>	
<p>Don Pedro Road/Driveway 2</p> <p>MM 4.13.4b: If El Camino Avenue is realigned in the future, Don Pedro Road should be striped to provide a two-way left-turn lane to allow vehicles entering this driveway to pull out of the through lane.</p>	<p>Mitigation shall occur as part of the approval of the realignment of El Camino Avenue.</p>	<p>City of Ceres Public Works Department – Engineering Division</p>	
<p>Service Road/Right-In/Right-Out/Left-Out Driveway 6 (Westernmost Service Road Driveway)</p> <p>MM 4.13.4c: This driveway shall be restricted to right-in/right-out operations with the installation of a raised median on Service Road. At such time as the interchange improvements are installed, the right-out access at this location shall be removed and the median modified accordingly. When this occurs, the westerly driveway (6) will become right-in only.</p>	<p>Mitigation shall occur at the City Engineer's discretion at such time as the median is constructed on Service Road or when the interchange is constructed.</p>	<p>City of Ceres Public Works Department – Engineering Division</p>	
<p>MM 4.13.6: In development of the Final Exhibit, the project applicant shall:</p> <ul style="list-style-type: none"> Consult with Ceres Area Transit and City staff 	<p>Mitigation shall be completed prior to Final Exhibit approval.</p>	<p>City of Ceres Public Works Department –</p>	

Impact	Timing	Monitoring Responsibility	Verification (Date and Initials)
<p>regarding the final location of transit amenities prior to approval of the Final Exhibit.</p> <ul style="list-style-type: none"> Provide pedestrian connectivity between building entrances and planned transit stops. Ensure pedestrian connectivity to transit and other planned pedestrian facilities with development of any sound walls proposed within the project site. Construct sidewalks wide enough to comfortably accommodate two-way pedestrian travel (minimum of 5 feet). Consult with City of Ceres staff to determine the type of bicycle facility that should be accommodated on Service Road along the project frontage and provide sufficient right-of-way. Orient bicycle parking for both patrons and employees of the project. 		Engineering Division	
<p>#4 – Service Road/Central Avenue</p> <p>MM 4.13.7a: The project applicant shall contribute its fair share toward the construction of improvements that would result in acceptable intersection operations, including construction of a third eastbound and a third westbound through lane (on Service Road), construction of a southbound right-turn-only lane on Central Avenue, and construction of a second westbound left-turn lane on Service Road and associated receiving lanes. The transition from three lanes to two lanes should begin 300 feet from the centerline of the Service Road/Central Avenue intersection and the lane drop should occur over 600 feet.</p>	Prior to issuance of a building permit.	City of Ceres Public Works Department – Engineering Division, Planning and Building Division	
<p>MM 4.13.7b: The project applicant shall pay its pro-rata share of the future SR 99/Mitchell Road/Service Road improvements.</p>	Prior to issuance of a building permit.	City of Ceres Public Works Department – Engineering Division, Planning and Building Division	

RECORDING REQUEST BY:
CITY OF CERES

When Recorded mail to:

City of Ceres
Planning Division
2220 Magnolia Street
Ceres, CA 95307

**DRAFT
RESOLUTION NO. 11-04**

A RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF CERES APPROVING A CONDITIONAL USE PERMIT FOR THE MITCHELL RANCH CENTER PROJECT AT THE NORTHWEST CORNER OF MITCHELL ROAD AND SERVICE ROAD IN THE CITY OF CERES. APPLICATION NUMBER 07-31.

APPLICANT/
PROPERTY OWNER: Walmart Real Estate Business Trust
ATTN: Real Estate Manager
2001 SE 10th Street
Bentonville, AR 72716

APPLICANT'S
REPRESENTATIVE: Greenberg Farrow
ATTN: Howard Hardin
1920 Main St., Suite 1150
Irvine, CA 92614

SITE LOCATION: 2872 Don Pedro Road, 3901 Mitchell Road, 2827, 2829 and
2873 Services Road, Ceres, CA, 95307

APN'S: 053-012-068 and 053-013-016, -017, -018, and -019

WHEREAS, an application was received from Regency Centers, LLC for a Conditional Use Permit ("CUP") for a regional commercial center located on the northwest corner of Mitchell Road and Service Road in the City of Ceres including the sale of alcohol at the proposed Walmart store and bona fide restaurants within the center; and,

WHEREAS, review of the project for Conditional Use Permit Approval constitutes and provides review of the project for Site Plan Review under the Mitchell Road Corridor Specific Plan as well; and,

WHEREAS, the Regency Centers application was subsequently transferred to Walmart, who is now the project applicant; and,

WHEREAS, the City's Zoning Code requires that the Planning Division investigate the facts bearing on any case involving a Conditional Use Permit to provide the Planning

Commission with data essential for action consistent, with the intent of the Zoning Code and the City's General Plan; and,

WHEREAS, the City's Planning Division has completed this investigation and the results of this investigation are included in the Draft and Final Environmental Impact Reports (together "EIR") prepared for the Mitchell Ranch Project under the California Environmental Quality Act ("CEQA"), in the Staff Report, and as was otherwise communicated to the Planning Commission by Planning Department Staff at the public hearing for this project; and

WHEREAS, the properties affected by this resolution are located at: 2872 Don Pedro Road, 3901 Mitchell Road, 2827, 2829 and 2873 Services Road, Ceres, CA, 95307; and,

WHEREAS, properties affected by this resolution are described as: The land referred to herein is situated in the State of California, County of Stanislaus, City of Ceres.

Parcel 1: APN: 053-012-068 – Parcel "B" in the City of Ceres, County of Stanislaus, State of California, as shown on the certain Parcel Map filed June 7, 1977 in Volume 25 of Parcel Maps at Page 36, Stanislaus County Records.

Parcel 2: APN: 053-013-016 – Parcel "B" in the City of Ceres, County of Stanislaus, State of California, as shown on the certain Parcel Map filed April 16, 1968 in Volume 5 of Parcel Maps at Page 51, Stanislaus County Records.

Parcel 3: APN: 053-013-018 – The East 82 feet of the South half of Lot 39 of Smyrna Park Tract, in the City of Ceres, County of Stanislaus, State of California, according to the Official Map thereof, filed in the office of the recorder of Stanislaus County, California, on February 21, 1903 in Volume 1 of Maps, at Page 79 (measured from the North line of Service Road running along the South boundary of said Lot 39). Excepting therefrom that portion conveyed to the State of California by Deed recorded December 17, 1962 in Book 1817 Page 315 of Official records, described as follows: Beginning at a point that lies North 89° 52' 43" West 739.84 feet and North 0° 07' 17" East, 18.04 feet from a 1-inch iron pipe set in the ground to mark the Section corner common to Sections 13, 14, 23 and 24, Township 4 South, Range 9 East, Mount Diablo Base and Meridian, said point also being the intersection of the Northerly right of way line of Service Road (a county road 40 feet in width) and the Easterly line of that certain parcel of land as described in Deed to Durwood H. Simms, et ux, dated September 10, 1935 and recorded September 12, 1935 in Volume 569 of Official Records, page 372 Stanislaus County records; thence along said Easterly line North 0° 10' West 11.25 feet; thence leaving said Easterly line South 89° 57' 33" East, 82.00 feet to the Westerly line of that certain parcel of land as described in Decree Terminating Joint Tenancy to A.L. Cooper recorded February 26, 1945 as Instrument No. 3362, Stanislaus County Records; thence along said Westerly line South 0° 10' East, 11.15 feet to the Northerly right of way line of aforementioned Service Road; thence along said Northerly line South 89° 58' 08" West, 82.00 feet to the point of beginning.

Parcel 4: APN 053-013-017 – All that portion of Lot 39 of Smyrna Park Tract, in the City of Ceres, County of Stanislaus, State of California, according to the Map thereof, as filed in Volume 1 of Maps, at page 79, Stanislaus County Records in Section 14, Township 4

South, Range 9 East, Mount Diablo Base and Meridian, described as follows: Commencing at the Southeast corner of said Section 14, thence South 89° 58' 08" West along the South line of said Section 14, a distance of 862.31 feet; thence North 0° 01' 52" West, a distance of 31.38 feet to the North right-of-way line of the land conveyed to the State of California by Deed recorded June 8, 1960 in Volume 1617 Page 322, Official Records of Stanislaus County as instrument No. 16253 and the true point of beginning of this description; thence continuing North 0° 00' 52" West, a distance of 152.62 feet; thence South 89° 58' 08" West parallel to and 184 feet North of the South line of said Section 14 a distance of 133.00 feet; thence South 0° 01' 52" East, a distance of 139.63 feet to the North line of said State of California property; thence South 81° 57' 24" East along said North line, a distance of 92.24 feet; thence continuing along said North line, South 89° 59' 15" East, a distance of 41.69 feet to the point of beginning.

Parcel 5: APN 053-013-019 – Lot 40 of Smyrna Park Tract, in the City of Ceres, County of Stanislaus, State of California, according to the map thereof filed for record in the office of the County Recorder of Stanislaus County on February 21, 1903 in Volume 1 of Maps, at Page 79. Excepting therefrom all that portion described in Deed to the County of Stanislaus recorded September 25, 1957 in Volume 1446 Page 520, as Document No. 24477, Stanislaus County Records. Also excepting therefrom all that portion described in Deed to the State of California recorded January 18, 1960 in Volume 1614 page 22, as Document No. 14427, Stanislaus County Records. Also excepting therefrom all that portion of land described in that document filed for record October 19, 2004, as Document No. 172534, Stanislaus County Records.

WHEREAS, notice of a public hearing of the Planning Commission of the City of Ceres to consider applicant's application was given in accordance with the City's Zoning Ordinance and applicable law; and,

WHEREAS, on February 22, 2011, a public hearing on the requested application was held by the Planning Commission; and,

WHEREAS, the Planning Commission carefully considered the staff report, all of the information, evidence, together with oral and written testimony presented at the public hearing; and,

WHEREAS, at the February 22, 2011 meeting, in compliance with the requirements of California Environmental Quality Act (CEQA), the Planning Commission, as the decision-making body for the City and lead agency for the project, carefully reviewed and considered the information contained in the EIR, and certified the EIR, and adopted a Statement of Overriding Considerations for the project, determining that the considerations identified therein outweigh and render acceptable the significant environmental impacts of the project, which cannot be fully mitigated.

NOW THEREFORE, the Planning Commission of the City of Ceres does hereby find as follows:

Conditional Use Permit Findings:

1. The site for the proposed Mitchell Ranch project, as mitigated in the EIR and conditioned herein, is adequate in size and shape to accommodate a regional commercial retail center including alcohol sales at bona fide restaurants within the center, and all yards, spaces, walls and fences, parking, loading, landscaping, and other features required by the Zoning Code to adjust the use with land and uses in the neighborhood.
2. The adjacent streets and highways are adequate in width and pavement type to carry the quantity and kind of traffic generated by the Mitchell Ranch project, as mitigated in the EIR and conditioned herein, including alcohol sales at bona fide restaurants within the center, as modified by the mitigation measures set forth in the EIR.
3. The proposed Mitchell Ranch project including alcohol sales at bona fide restaurants within the center, as mitigated in the EIR and conditioned herein, have no adverse effect on abutting property or the permitted use thereof.
4. That the conditions attached hereto as Exhibit A are hereby incorporated by reference, are conditions of the approval of this CUP, and the Planning Commission deems that these conditions are necessary to protect the public health, safety and general welfare of the residents of the City of Ceres and/or will make possible the development of the City in an orderly and efficient manner and in conformity with the intent and purposes set forth in the Zoning Code.
5. The Mitchell Ranch project including alcohol sales at bona fide restaurants within the center, as mitigated in the EIR and conditioned herein is consistent with the City's General Plan, as reflected in the analysis in the EIR, the Staff Report, and elsewhere in the record.
6. The Mitchell Ranch project including alcohol sales at bona fide restaurants within the center, as mitigated in the EIR and conditioned herein is consistent with the Mitchell Road Corridor Specific Plan, as reflected in the analysis in the EIR, the Staff Report, and elsewhere in the record.
7. The Mitchell Ranch project including alcohol sales at bona fide restaurants within the center, as mitigated in the EIR and conditioned herein, is otherwise consistent with the City's Zoning Code, as reflected in the analysis in the EIR, the Staff Report, and elsewhere in the record.

Site Plan Findings:

1. The proposed Mitchell Ranch Center project, as mitigated in the EIR and conditioned herein, is compatible with other projects within the Mitchell Road Corridor Specific Plan area.
2. The proposed Mitchell Ranch Center project, as mitigated in the EIR and conditioned herein, will not have an adverse impact on the public health, safety, interest, convenience, or general welfare, except to the extent that specific identified environmental impacts are overridden pursuant to the Statement of Overriding Considerations attached as Exhibit 1.

3. The proposed Mitchell Ranch Center project, as mitigated in the EIR and conditioned herein, is compatible with the regulations and design guidelines of the Mitchell Road Corridor Specific Plan and conforms to the General Plan and implementing ordinances.

NOW, THEREFORE, the Planning Commission of the City of Ceres resolves as follows:

1. That the aforementioned findings are hereby approved.
2. The Conditional Use Permit is hereby approved subject to compliance with the conditions contained in this resolution and attached as Exhibit "A" and on file in the Planning Division.
3. Mitchell Road Corridor Specific Plan Site Plan Review approval is hereby incorporated into the Planning Commission's approval of the Conditional Use Permit, consistent with the provisions of the Mitchell Road Corridor Specific Plan, since the Conditional Use Permit application incorporated all of the requirements for such Site Plan Review.
4. The establishment and operation of CUP 07-31 requires compliance with the conditions of approval, which shall be binding on all heirs, assignees, and successors in interest of said property.
5. The Planning/Building Manager or designee is hereby directed to record this Resolution at the office of the County Recorder of the County of Stanislaus.
6. The conditions of project approval set forth herein include certain fees, dedication requirements, reservation requirements and other exactions. Pursuant to Government Code Section 66020 (d) (1), these conditions constitute written notice of a statement of the amount of such fees, and a description of the dedications, reservations, and other exactions. You are hereby further notified that the ninety (90) day appeal period in which you may protect these fees, dedications, reservations and other exactions, pursuant to Government Code Section 66020 (a), has begun. If you fail to file a protest within this ninety (90) day period complying with all of the requirements of Section 66020, you will be legally barred from later challenging such exaction.
7. That the Planning Commission hereby approves Conditional Use Permit No. 07-31 for the Mitchell Ranch Project, including the sale of alcohol at the Walmart store and other bona fide restaurants within the center, subject to the conditions of approval, shown in Exhibit "A," attached hereto and by this reference incorporated herein.

I HEREBY CERTIFY that the foregoing Resolution was duly and regularly adopted by the Planning Commission of the City of Ceres at a regular meeting of said Planning Commission held on the 22nd day of February 2011, by the following vote:

VOTE upon the foregoing resolution was as follows:

AYES:

NOES:

ABSENT:

ABSTAINING:

ATTEST:

**TOM WESTBROOK, SECRETARY OF
THE CERES PLANNING COMMISSION**

APPROVED AND SIGNED
Tom Westbrook, Secretary
Ceres Planning Commission
10/10/2014
(10/10/2014)

EXHIBIT A

CONDITIONS OF APPROVAL

Conditional Use Permit
City of Ceres Application 07-31

City of Ceres

Mitchell Ranch Center
2872 Don Pedro Road, Ceres, CA 95307
3901 Mitchell Road, Ceres, CA 95307
2827, 2829 and 2873 Service Road, Ceres, CA 95307

Prepared: February 1, 2011
Approved by the Planning Commission: February 22, 2011
Approved by the City Council: N/A
Amended by Staff/PC/CC on: N/A

A. PROJECT AUTHORIZATION

1. The project applicant has applied for, and has been granted, a Conditional Use Permit (“CUP”).
2. The project applicant has applied for, and has been granted under a separate application, a Vesting Tentative Subdivision Map (“VTSM”) pursuant to the Subdivision Map Act, Government Code section 66410 *et seq.* The date of filing of the VTSM for purposes of the vesting of rights under the Subdivision Map Act is December 18, 2007. All conditions herein are to be construed under, and subject to, the Subdivision Map Act and the vesting date of December 18, 2007.
3. The project shall be in conformance with all City Ordinances, rules, regulations, and policies. The conditions listed below are particularly pertinent to this approval but shall not be construed to permit violation of other laws and policies not so listed.
4. Approval is limited to the conformance of the land use and zoning. Use of the property shall be limited to those uses permitted by the RC, Regional Commercial zoning district as identified in the Mitchell Road Corridor Specific Plan as applicable. Standards not listed in the Mitchell Road Corridor Specific Plan shall be governed by the appropriate section of the Ceres Municipal Code and as set forth herein.

5. The Conditional Use Permit shall terminate and no longer be in effect unless previously exercised two (2) years from the date of approval of this Conditional Use Permit (February 22, 2011), unless a time extension request is received and approved by the City. If a legal challenge is filed against the City's approvals, the life of these approvals shall be stayed for the duration of the litigation, but in no event shall the stay be for longer than five (5) years.

B. PROJECT GENERAL CONDITIONS

1. All development shall conform to the plans designated by the Ceres Planning Division as "Final Exhibit". Final Exhibit shall consist of the submitted map(s), site plan, floor plans, elevations and landscape plans amended by the Developer to reflect any changes required by the City in the approval process. The Developer shall submit any required amended site plans and exhibits to the Planning Division within 90 days of project approval.
2. The Developer shall submit a Specific Plan Site Plan application or Conditional Use Permit application for Pads A, B and C, if a CUP is required by the Mitchell Road Corridor Specific Plan, for review and approval by the Planning Commission prior to the issuance of any building permit for such shops and pads.
3. The Developer is permitted to paint and use the materials on the buildings per those listed on the plan for Major 1. If the Developer proposes any changes to color or materials, they must make a written request to the Planning/Building Division Manager who will consider all requests and has the authority to approve those administratively. If the Developer is not satisfied with the opinion of the Planning/Building Division Manager or his designee, that decision is appealable to the Planning Commission and the Developer would be responsible to pay the associated appeal fee.
4. If proposing any elevation changes to the building(s), the Developer must submit a letter to the Planning/Building Division Manager who will evaluate the request. If, in the opinion of the Planning and Building Division Manager or his designee, any proposed change meets the intent of this approval or is superior to what was approved, staff has the authority to approve those administratively. If the Developer is not satisfied with the opinion of the Planning/Building Division Manager or his designee, that decision is appealable to the Planning Commission and the Developer would be responsible to pay the associated appeal fee. Administrative approval of elevation changes may not include any increase in height of structures.
5. The Planning/Building Division Manager may approve minor amendments to the Conditional Use Permit, provided that the CUP as amended is in substantial conformance with the original approval. Requests for minor amendments shall be

submitted in writing to the Planning/Building Division Manager, who has the authority to approve minor amendments administratively.

6. The Developer shall ensure that necessary Building Permits are secured for any Tenant Improvements for the shell buildings. Further, the Developer shall ensure that proposed uses within those shell buildings comply at all times with the parking requirements as identified in the Mitchell Road Corridor Specific Plan, or the applicable sections of the Ceres Municipal Code for those sites within the project. Changes of use within buildings requiring additional parking will require site redesign to reduce overall square footage to ensure that parking remains in balance.
7. All landscaping and irrigation shall be installed pursuant to and consistent with the approved landscaping plan.
8. Permanent outdoor sales are not permitted within the parking area for this project. Temporary outdoor sales are permitted within the parking area in conformance with CMC section 18.50.050 provided that a temporary use permit is obtained and providing that required parking ratios are maintained at all times.
9. Off-site sale of alcoholic beverages is permitted only within the grocery component of Major 1 and on-site consumption of alcohol is permitted only in conjunction with a bona fide eating establishment within this project, subject to necessary provisions, review and approvals as granted by State of California ABC. Bars, nightclubs, liquor stores or the equivalent shall not be permitted within the project.
10. The tenant identification signs for the Mitchell Ranch Center shall not advertise any business that is not within the project site. All signage within the project shall be consistent with Ceres Municipal Code Section 18.42.
11. Developer shall pay all applicable City and County Public Facility Fees, Mitchell Road Storm Drain Benefit District Fee, Ceres Unified School District Fees and other applicable fees.
12. **NOTICE TO PROJECT APPLICANT:** In accordance with the provisions of Government Code section 66020(d)(1), the imposition of fees, dedications, reservations, or exactions for this project are subject to protest by the project applicant at the time of approval or conditional approval of the development or within 90 days after the date of the imposition of fees, dedications, reservations, or exactions imposed on the development project.
13. All plans and construction associated with the permit shall be in substantial compliance to the approved site plan and the development shall be consistent with applicable provisions of the General Plan, Zoning Ordinance and the Mitchell

Road Corridor Specific Plan.

14. The Developer shall defend, indemnify, and hold harmless the City, its agents, officers, employees and volunteers from and against all claims, lawsuits or causes of action (whether brought solely against the City or jointly against both City, developer, or others), damages, losses, and expenses, including attorney fees, arising in any manner out of the approval or the application approved herein, including, without limitation, all actions or proceedings to attack, set aside, void or annul the permit granted pursuant to the City's approval of the application referenced herein, provided the City notifies the developer within a reasonable time of any such claim, action or proceeding, and cooperates in the defense of such claims, actions or proceedings. The City may, at its sole and absolute discretion, (a) participate in the defense of such action undertaken by Developer, or (b) retain separate counsel whose attorney's fees and costs shall be paid by Developer. Participation in the defense of any Action or the retention of separate counsel by the City shall not relieve Developer of its obligations under this condition.
15. The Developer shall comply with San Joaquin Valley Air Pollution Control District Rule 9510. As applicable, Developer shall submit verification of compliance or payment of fee, to the satisfaction of the Planning/Building Division Manager, from the Air District, prior to issuance of a building permit.
16. The Developer shall secure the necessary demolition permit(s) from the City of Ceres to demolish all of the structures on-site.
17. The project Developer will be subject to the Vacant Building Monitoring Fee (Ceres Municipal Code Section 9.40) once the existing WalMart building at 1670 Mitchell Road has been vacated. Prior to the earlier of the issuance of a building permit or within thirty (30) days of the existing Walmart building at 1670 Mitchell Road being vacated, the Developer shall enter into a supplemental maintenance agreement with the City regarding the existing WalMart site at 1670 Mitchell Road to ensure property maintenance until the site is reoccupied or sold to a third party, providing that the Developer will maintain said site free of visual indications of blight and that the City will be compensated for abatement of visual indications of blight on the property if and when the Developer fails to adequately maintain the property in good condition and abate elements of deterioration pursuant to receiving notice from the City, including:
 - Removal of graffiti and all signage from the building and site.
 - Repair broken windows and exterior structural elements
 - Maintenance of existing landscaping.
 - Frequent clean up of litter on the property
 - The supplemental maintenance agreement will include provisions securing performance and shall be accompanied by security in a form acceptable to the City Attorney in the amount of \$25,000.

18. Retenanting of existing Walmart: Walmart's Realty Division will prepare a Sale Strategy Plan ("Plan") that will detail the efforts Walmart will undertake to find buyers for the property located at 1670 Mitchell Road. In order to ensure the property is sold as quickly as possible, the Plan will impose limited restrictions on the property. Specifically, the Plan will only impose restrictions against direct competitors, such as but not limited to Target or WinCo. The Plan may be provided to the City upon approval of the Project, but shall be provided at least thirty (30) days from the earlier of the issuance of a building permit or the date the existing Walmart building at 1670 Mitchell Road is vacated. The Plan shall be approved by the City Council prior to issuance of a certificate of occupancy for the new Walmart building in the Mitchell Ranch Center. The level of detail and commitment set forth in the Plan will ensure the City that Walmart is motivated to sell the property and re-tenant the property to the quickest extent possible.

19. City Council Resolution 2008-175 approved an Improvement Agreement between the City and Ceres Gateway Center. The agreement allows Ceres Gateway Center to establish of an Area of Benefit to collect reimbursement from properties benefiting from these improvements and lists the Mitchell Ranch Center site as one of the benefited properties for certain off-site improvements. If the Improvement Agreement terminates prior to recordation of a final map for the Mitchell Ranch Center Project, the Developer may enter into a new improvement agreement with the City of Ceres and establish an Area of Benefit identifying all of the properties benefiting from the construction of certain improvements required by the Conditions of Approval for the Mitchell Ranch Center Project, and the Mitigation Measures contained in the Mitchell Ranch Center Project EIR, and establishing the pro-rata reimbursement owed by each benefited property to the Mitchell Ranch Center Project.

If the Improvement Agreement between the City and Ceres Gateway Center does not terminate prior to recordation of a final map for the Mitchell Ranch Center Project, and the Improvement Agreement continues to obligate the Mitchell Ranch Center Project to pay its pro rata share of certain improvements, then in no event shall the Mitchell Ranch Center Project be obligated to pay more than its pro rata share for any improvement, taking into consideration any amount the Mitchell Ranch Center Project spends on the actual construction of any improvement.

20. All Mitigation Measures required by the Mitchell Ranch EIR are hereby incorporated into and made conditions of the Project.
21. In furtherance of prevention of blight in the downtown area, prior to issuance of a building permit, the Developer shall provide a blight mitigation fee in the amount of \$75,000, which funds are to be used for the beautification and promotion of downtown Ceres. Upon receipt of the funds, the City will make a public announcement regarding the receipt of the funds, in cooperation with Developer.

C. FINAL EXHIBIT CONDITIONS

The following conditions shall be satisfied prior to approval of the Final Exhibit as defined in Condition B.1.

1. The Developer shall respond in writing to all conditions contained in this document and its attachments. Responses shall be in a letter format with each condition numbered and indexed for reference and shall describe how the condition has been or will be met and shall, where applicable, direct the plan checker to the page and/or drawing detail that demonstrates compliance with the condition. These changes shall be indicated with a delta or cloud symbol, and shall be approved by the Planning Division PRIOR to the submittal, and City acceptance, of a Grading or Building Permit application. A copy of these responses shall be provided with each set of the final site map and improvement plans.
2. The site plan shall maintain the 15' setback as required in the Mitchell Road Corridor Specific Plan on Service Road, Don Pedro Road and Mitchell Road. This 15' area shall be landscaped and not utilized as parking lot area.
3. The Developer shall provide a distinctive paved entry treatment at the entrances on Mitchell Road and the accesses on Service Road and Don Pedro Road to the satisfaction of the Planning/Building Division Manager and/or City Engineer. At a minimum, this treatment shall be a colored stamped concrete or paver stones or a stamped/colored asphalt application and extend a minimum of 50 feet from property line at the signalized Mitchell Road driveway and a minimum of 35 feet from property line at all other driveways. This requirement shall be included and noted on the improvement plans.
4. The Developer shall provide near the northwest corner of Mitchell Road and Service Road a monument sign that announces the City of Ceres. This monument sign shall not be more than 6' in height and shall substantially conform to City Signage sheet dated November 10, 2010 by BRR Architecture. The final design of the monument sign shall be reviewed and approved by the Planning/Building Division Manager or designee, whose review is a non-discretionary, administrative action. This monument sign shall be complete prior to the occupancy of Major 1. This sign shall not count against the number or square footage limitations on freestanding signs provided in the Ceres Municipal Code.
5. The Developer shall enhance the treatment of the public space located at the northwest corner of Mitchell Road and Service Road. This area shall have paver stones or equivalent, subject to the review and approval of the Planning/Building Division Manager as depicted on sheet L-02 of the Preliminary Landscape Plan and dated September 20, 2010 by Cardno WRG. The Developer may also develop this area with outdoor seating, sculpture and landscaping. Enhancements that do not substantially conform to sheet L-02 shall be subject to the review and

approval of the Planning/Building Division Manager, whose approval is a non-discretionary, administrative action. The development of this area shall be complete prior to the occupancy of Major 1.

6. The Developer shall provide paver treatment at each of the three pedestrian crossings to Major 1 from the parking field south of that building and at the four pedestrian crossings to Majors 2, 3 and 4 from the parking field east of those buildings to the satisfaction of the Planning/Building Division Manager and/or City Engineer. At a minimum, this treatment shall be a color stamped concrete or paver stones or a stamped/colored asphalt application. This requirement shall be included and noted on the improvement plans.
7. The Developer shall provide elevations for Major 1, 2, 3, and 4 and all Shops buildings consistent with the plans submitted by BRR Architects dated September 7, 2010 for Major 1 and plans submitted by Greenberg Farrow dated November 22, 2010 for Majors 2, 3, 4 and all Shops.
8. The Developer shall ensure that this development meets all parking standards of the Mitchell Road Corridor Specific Plan and applicable sections of the Ceres Municipal Code. The parking lot areas shall be designed and constructed per the standards of Ceres Municipal Code Section 18.40 and shall comply with the applicable parking ratio as established in the City of Ceres Municipal Code and/or Mitchell Road Corridor Specific Plan.
9. Parking lot striping shall be of double line style. Parking lot markings, such as directional arrows and crosswalks, which vehicles drive over, shall be thermoplastic or equivalent.
10. All development, signs, landscaping, walls and fences shall comply with the “visibility obstructions at public intersections” provisions in Chapter 12.26 of the City of Ceres Municipal Code.
11. The site plan shall provide pedestrian connectivity between building entrances and the transit stop.
12. The site plan shall ensure that the cart corrals are designed and placed in such a manner that they are at least 1' away from the adjacent parking stall striping. The cart corrals shall have some type of mechanism or asphalt berm to ensure that carts placed within the corral do not roll into drive aisles. The design and treatment shall be included on improvement plans and to the review and approval of the Planning/Building Division Manager or designee.
13. The site plan shall provide for bicycle parking within the development. The type and location shall be reviewed and approved by the Planning/Building Division Manager and shall provide well-distributed parking opportunities serving the

various buildings in the center.

14. The site plan shall ensure that the drive-thru pharmacy for Major 1 is designed to accommodate vehicle stacking for a minimum of six (6) cars. This may be accomplished by providing dual stacking lanes. The improvement plan or construction drawings shall illustrate how this is being accomplished.
15. The site plan shall ensure that the pick-up window for Pad A is located on the east end of the building and that the order board is near the east end of the building to provide for maximum stacking of vehicles within the drive-thru. The site plan shall ensure that the turning radius for vehicle exiting the drive-thru and heading to the adjacent Service Road access is adequate for large passenger vehicles. The City Engineer or designee shall have the authority to determine if adequate vehicle stacking is provided and the appropriate radius dimension. This shall be reflected on the site plan when a Planning Commission development application is received for Pad A.
16. The Developer shall provide pedestrian scale lighting within the project site where appropriate. Parking lot lighting shall be consistent with Mitchell Road Corridor Specific Plan guidelines. The type, style and height of light shall be reviewed and approved by the Planning/Building Division Manager or designee.
17. The Developer shall provide lighted bollards within the project. Lighted bollards shall be used adjacent to entrances of buildings to signify those locations. Lighted bollards shall be manufactured by Gardco or equivalent, with the location, type and number to be approved by the Planning/Building Division Manager. Lighted bollards shall be included on the improvement plans or construction drawings for buildings within the project.

18. Wall/fence requirements

- a. Wall height shall be as measured from the top of curb of the adjacent roadway to the top of the wall.
- b. The Developer shall construct a noise wall along Don Pedro Road as shown on the approved site plan. This wall will consist of a minimum 2' landscape berm with a minimum 8' masonry wall. The wall shall be of enhanced masonry and have decorative pillars every 16' with the pillars and walls having caps. The design of the wall, including elevation details, shall be included on the improvement plans and will be approved by the Planning/Building Division Manager or designee. The wall and landscaping shall be designed in such a manner so as to soften the height and mass of the wall.
- c. The Developer shall construct a noise wall that has an overall height of 8' along the west property line as shown on the approved site plan. Heading south from Don Pedro Road there shall be no wall for the first 15' from property line. From that point the wall shall be 8' in height and

be enhanced masonry, and have decorative pillars every 16' with both the pillars and walls having caps. This wall shall extend south and terminate perpendicular to the exit of the pharmacy drive-thru at Major 1.

- d. The Developer shall provide 6' high fence made of decorative wrought iron or the equivalent, along the west property line that is 155' feet in length extending north from the property line adjacent to Service Road. The first 15' of this decorative wrought iron fence shall not exceed 3' in height. The Developer shall place decorative pillars every 16' along this fence. The design of this decorative wrought iron fence, including elevation details, shall be included on the improvement plans and will be approved by the Planning/Building Division Manager or designee.
- e. The Developer is permitted to secure the property, where other standards are not required, with wire mesh fencing. The design of this fencing shall be included on the improvement plans and will be approved by the Planning/Building Division Manager or designee.
- f. Trees placed in the landscape area adjacent to the wall on Don Pedro Road shall be 24" box minimum. Trees placed along the wall, fence and wrought iron fence along the west property line shall be 24" box minimum.
- g. The Developer shall fence or provide a barrier to the portion of Parcel 7 to be reserved for an adjacent roadway so that the area may not be accessed or used by any vehicles. The type, size and location of the fence/barrier to be approved by the Planning/Building Division Manager or his designee.

19. The portion of Parcel 7 to be reserved for an adjacent roadway shall be disked or treated in such a manner as to minimize or eliminate the potential for fire. The Developer shall submit a maintenance plan which shall be reviewed and approved by the Planning/Building Division Manager prior to the issuance of the first building permit.

20. Signage shall be provided on-site that prohibits the idling of trucks, including the use of auxiliary power units, for more than five minutes.

21. The site plan shall show fire lanes within the project in locations as approved by the Fire Marshal.

22. Trash enclosures:

- a. The site plan shall provide for trash enclosures within the project that are composed of split face CMU or equivalent and these enclosures shall be painted to match building and an overall height of 6'.
- b. Trash enclosures that are within visible locations, such as parking lots, shall have a minimum 3' landscape area around three sides. This landscape area should include shrubs and climbing vines. The

Developer shall record access easements to these trash enclosures or provide trash enclosures for each parcel.

- c. Trash enclosures shall meet or exceed the size requirements of the City of Ceres Water Efficient Guidelines.
- d. Trash enclosures shall be provided with a mechanism to prevent the run off of storm water, as approved by the City Engineer.
- e. Trash enclosure gates shall be equipped with self-locking gates and latches.
- f. Trash enclosure exterior walls shall be designed and built so that they are protected from painted graffiti, including but not limited to measures such as protective coatings or appropriate landscaping.

23. All parking lot paving, drive and access aisles, and other hardscape for the entire site shall be installed in conjunction with Major 1 as set forth in the site plan dated March 15, 2010 and created by Greenberg Farrow.

Landscaping plan requirements:

- 24. The Developer shall be required to landscape and irrigate the property as stipulated by the City of Ceres Water Efficient Guidelines and Standards. The Developer, prior to or in conjunction with building permit submittal, shall provide landscape and irrigation plans indicating the type, size and location of planted material, water usage calculations and irrigation plans. The Planning/Building Division Manager or his designee(s) will review and approve all landscape and irrigation plans. A Landscape Maintenance Agreement form shall be signed and executed prior to issuance of a building permit.
- 25. The Developer shall provide at a minimum, one tree for every eight parking spaces and these shall be distributed evenly within the parking lot.
- 26. The Developer shall provide all of the landscaping, as identified in the landscape plan, with the development of Major 1. In the areas where future building pads are located, the Developer shall keep these areas in turf and maintain them as part of the landscape maintenance program. In lieu of turf, for building pad areas, the Developer may suggest equivalent or alternative landscaping for review and approval by the Planning/Building Division Manager. The project's landscape plan shall be reviewed and approved prior to the issuance of building permits for Major 1.
- 27. The Developer shall enhance the landscaping along Don Pedro Road between public right-of-way and the wall. This landscaping shall include 24" box trees, shrubs, turf and climbing vines on the wall. This areas' landscaping shall be designed to provide visual screening of Major 1.
- 28. The Developer shall enhance the landscaping adjacent to all drive-thrus. This enhanced landscaping shall include some mounding or berms with landscaping on

top to screen vehicles in the drive-thru. This detail shall be called out on the landscaping and irrigation plans when development applications for these parcels are submitted for Planning Commission review.

29. The landscaping along the west end of Major 2, 3 & 4 shall be enhanced to provide a vegetative and visual screening to the rear of these buildings. The Developer shall design this area consistent with the materials outlined in the City of Ceres Water Efficient Guidelines and Standards, but trees planted in this location shall be 24" box. The enhanced landscape screening shall be consistent with what is provided along Don Pedro Road.
30. The Developer shall ensure that the Sycamore trees along Mitchell Road and Service Road are preserved and incorporated into the landscape areas. The landscaping and improvement plans shall show how these trees are to be incorporated into the overall project landscaping and how they will be protected during construction phases of the project.

D. REQUIREMENTS PRIOR TO ISSUANCE OF GRADING PERMIT

1. Recordation of the Project Final Map shall be in effect prior to issuance of a grading permit.
2. Dedication Requirements
 - a. The Developer shall submit Offers of Dedication to the City of Ceres (City) for the property required to develop the ultimate right of way for that portion of Service Road that abuts the south side of the property. The dedication shall begin at the west corner of the property (along the west property line) and shall extend to the east (parallel to the recorded right-of-way centerline) to the west edge of the Mitchell Road right-of-way. The Offer of Dedication shall include required property that is located on land identified by APN 053-013-016, APN 053-013-017, APN 053-013-018 and APN 053-013-019, each located along the south side of the site. The land to be dedicated shall be the same width as the area shown on proposed Parcel 4 (APN 053-013-019).
 - b. The Developer shall submit an Offer of Dedication to the City of Ceres (City) for the property required to develop the ultimate right of way for that portion of Mitchell Road that abuts the east side of the property (APN 053-013-019). The dedication shall begin at the northeast corner of the property and extend south along Mitchell Road to provide right-of-way for a future bus turnout just south of Don Pedro Road.
 - c. The Developer shall submit an irrevocable Offer of Dedication to the City of Ceres (City) for the property required to develop the ultimate right of way for that portion of roadway depicted as "Potential Future Roadway" which is located within the project site.
3. The Developer shall record an irrevocable reciprocal access and parking easement across the property in a form approved by the Planning/Building Division Manager

and the City Attorney in connection with recordation of a Final Map and prior to issuance of a grading permit. The easement shall provide for reciprocal access and use of all portions of the drive aisles and parking lot areas that are shown on the site plan.

4. Prior to issuance of a grading permit, the property owner shall enter into a supplemental maintenance agreement with the City regarding the Project site to ensure property maintenance, providing that the Developer will maintain the site free of visual indications of blight and providing the City will be compensated for abatement of visual indications of blight, on the property if and when the property owner fails to adequately maintain the property in good condition and abate elements of deterioration pursuant to receiving notice from the City, including:
 - Removal of graffiti and all signage from the building and site.
 - Repair of broken windows and exterior structural elements.
 - Maintenance of landscaping.
 - Frequent clean up of litter on the property.
 - The supplemental maintenance agreement will include provisions securing performance and shall be accompanied by security in a form acceptable to the City Attorney in the amount of \$15,000.

5. General

- a. Complete project plans and specifications for all proposed development, including any necessary dedications and easements, shall be submitted to the City Engineer for review and approval. These project plans and specifications shall be prepared by an experienced and qualified engineer, licensed to practice in the State of California in the appropriate discipline for the plans submitted.
- b. The Developer shall demonstrate for each building pad to the satisfaction of the City of Ceres as follows:
 - i. Adequate protection from 100-year frequency storm; and
 - ii. Feasible access during a 25-year frequency storm. A copy of the applicable FIRM map and hydrology and hydraulic calculations shall be submitted with the improvement plans per current City and Stanislaus County Water Agency Standards
- c. In conjunction with and as a part of improvement plans, the Developer shall provide a construction management plan. The plan shall include at least the following items:
 - Development of a construction truck route that would appear on all construction plans to limit truck and auto traffic on nearby residential streets.
 - Comprehensive traffic control measures, including scheduling of major truck trips and deliveries to avoid peak hour traffic hours, detour signs if required, lane closure procedures, sidewalk closure procedures, cones for drivers, and designated construction access routes.
 - Notification procedures for adjacent property owners and public safety personnel regarding when major deliveries, detours, and lane closures would occur.

- Location of construction staging areas for materials, equipment, and vehicles.
- Identification of haul routes for movement of construction vehicles that would minimize impacts on vehicular and pedestrian traffic, circulation and safety, and provision for monitoring surface streets used for haul routes, so that any damage and debris attributable to the haul trucks can be identified and corrected by the project Developer.
- A process for responding to, and tracking, complaints pertaining to construction activity, including identification of an on-site complaint manager.
- The developer shall keep adjoining public streets free and clean of project dirt, mud, materials, and debris during the construction period, as is found necessary by the City Engineer.
- Construction air quality requirements include the requirements of Mitigation Measures 4.2.2a, 2b, 2c, 2d, and 2e.
- If any hazardous waste is encountered during the construction of this project, all work shall be immediately stopped and the Stanislaus County Environmental Health Department, the Fire Department, the Police Department, and the City Inspector shall be notified immediately. Work shall not proceed until clearance has been issued by all of these agencies.
- d. The developer shall keep adjoining public streets free and clean of project dirt, mud, materials, and debris during the construction period, as is found necessary by the City Engineer.
- e. Construction air quality requirements include the requirements of Mitigation Measures 4.2.2a, 2b, 2c, 2d, and 2e.
- f. If any hazardous waste is encountered during the construction of this project, all work shall be immediately stopped and the Stanislaus County Environmental Health Department, the Fire Department, the Police Department, and the City Inspector shall be notified immediately. Work shall not proceed until clearance has been issued by all of these agencies.
- g. The Developer shall post sufficient surety guaranteeing completion and performance of all improvements which revert to the City (i.e., landscaping, right of way improvements, etc.)

6. Street Improvements:

- a. All public improvements shall be pursuant to approved improvement plans and subject to surety guaranteeing completion of improvements. Approval of improvement plans is required concurrent with approval of the Final Subdivision Map and prior to issuance of a grading permit. Completion of improvements in this section is required prior to issuance of the first final certificate of occupancy except as otherwise noted.
- b. General
 - i. All street frontages shall include sidewalks in conformance with the approved plans.
 - ii. For any frontages where adequate street lighting does not now exist, street light standards and luminaires of the design, spacing, and locations required by the City Engineer shall be included with street improvements.

- iii. Improvement plans shall provide for on-site and off-site fire hydrants at spacing as provided for and subject to approval of the City Engineer and the Fire Marshall.
 - iv. The Developer shall provide Opticom light devices on all signal lights and in all directions.
 - v. For any portion of any median for which the City Engineer accepts a painted median island as an initial improvement, the Developer shall provide a performance bond or other acceptable guarantee for construction of the ultimate landscaped, raised median island.
- c. Service Road: The Developer shall improve Service Road from the existing north edge of the pavement to the property line along that portion of Service Road that abuts the proposed Parcels 4, 5 and 7. Service Road improvements shall include: bicycle lanes and a second eastbound left-turn lane on Service Road to Mitchell Road, extend the northbound left-turn lane to provide at least 325 feet of vehicle storage, make signal modifications to provide protected east-west left-turn phasing, and payment for the City to evaluate the traffic signal timing, six months subsequent to the issuance of the final certificate of occupancy of Walmart (Major 1), to ensure optimal traffic flows through the intersection based on current conditions. This improvement may also require relocation of the existing traffic signal mast arms.
- d. Mitchell Road:
 - i. The Developer shall improve that portion of Mitchell Road abutting the project site, including half street improvements along that portion of Mitchell Road that abuts the proposed Parcel 1, Parcel 2, Parcel 3 and Parcel 4.
 - ii. The Developer will provide a raised median along Mitchell Road. The median shall begin at Service Road and continue north to Don Pedro Road, with an opening for the main driveway to Parcel 1.
 - iii. Mitchell Road improvements shall include dual northbound left-turn lanes from Mitchell Road into the project site; the lanes shall provide a storage length of 250 feet. A concrete median shall be provided for the length of the turn lanes between opposing traffic. The 8" concrete median shall be provided for the turn pockets and have a type 'K' delineator designed and built in conformance with the requirements of the area Specific Plan and CalTrans details and specifications, and to the specifications of the Engineering Division.
 - iv. Improvements shall also include a southbound U-turn lane from Mitchell Road opposite this entrance. A concrete median shall be provided for the length of the turn lane between opposing traffic. The 6" concrete median shall be provided for the turn pocket and have a type 'K' delineator, designed and built in conformance with the requirements of the area Specific Plan and CalTrans details and specifications, and to the specifications of the Engineering Division.

- v. The Developer shall install a traffic signal at the intersection of Mitchell Road and the main project entrance.
- vi. The Developer shall dedicate and construct a standard metro bus stop/enclosure on Mitchell Road south of Don Pedro Road. The bus stop shall include shelter and seating area, with the type and location to be approved by the City Engineer or designee. The bus stop shall be developed prior to the issuance of a final certificate of occupancy for Major 1.
- e. Rhode Road: In accordance with Mitigation Measure (“MM”) **MM 4.13.2f** of the Mitchell Ranch Center EIR: If the work has not already been completed by another project, the project Developer shall install a traffic signal and realign Rhode Road as required. The Developer shall interconnect this signal with the existing signal at the Service Road / Mitchell Road intersection to provide coordinated traffic signal operations. The Developer may be entitled to reimbursement via a reimbursement agreement in a method approved by the City Engineer for improvements to the re-aligned Rhode Road. The signals shall be installed and coordinated, prior to issuance of the first certification of occupancy for any structure in the project. If the work has already been completed by another project, the Developer shall reimburse the City its pro-rata share of the improvement.
- f. El Camino Avenue: in accordance with **MM 4.13.2d** of the Mitchell Ranch Center EIR: The project Developer shall widen and restripe the southbound approach to provide separate left- and right-turn lanes for vehicles turning from El Camino Avenue onto Service Road and widen and restripe Service Road to provide a westbound right-turn lane. The southbound left-turn pocket should accommodate one vehicle (approximately 25 feet).
- g. Moffett Road: In accordance with **MM 4.13.2c** of the Mitchell Ranch Center EIR: The project Developer shall widen the southbound approach of Moffett Road to the Service Road intersection; to allow striping of a left turn lane and a 25 foot long shared right turn and through lane, in accordance with existing improvement plans already approved by the City, which were approved and signed by the City on January 22, 2009.
- h. Don Pedro Road:
 - i. The Developer shall improve and restripe that portion of Don Pedro Road abutting the project site. Unless the Developer can demonstrate that the existing pavement/roadway cross-section on Don Pedro Road abutting the project site achieves a traffic index of 8.5, then such improvements shall include reconstruction of the pavement section for the full width of the street.
 - ii. The Don Pedro Road frontage of the project shall be signed and marked to prohibit parking.
 - iii. In accordance with **MM 4.13.1** of the Mitchell Ranch Center EIR: The project Developer shall fund the preparation of a traffic calming plan, and construct improvements identified by that plan, for Don Pedro Road between Mitchell Road and El Camino Avenue. This plan shall be developed in consultation with City staff and local residents to limit

traffic on Don Pedro Road to 2,500 vpd between Mitchell Road and the westernmost project driveway, and to limit traffic to 1,500 vpd west of the westernmost project driveway. The plan shall include features such as; the installation of curb extensions, speed humps, speed feedback signs, lighted crosswalks, and other devices that have proven effectiveness. A minimum of one neighborhood meeting shall be held with affected neighbors and the Plan shall be approved by the Public Works Director/City Engineer, Fire Chief, and Police Chief prior to the issuance of a certificate of occupancy for Major 1.

- iv. In accordance with **MM 4.13.2b** of the Mitchell Ranch Center EIR: The project Developer shall install a traffic signal at the intersection of Don Pedro Road and Mitchell Road. The signal shall include pedestrian signals and actuation. The signal shall be interconnected and coordinated with the proposed signal at the Mitchell Road entry to the project and to the City's Mitchell Road traffic signal interconnect system to minimize vehicle queue spill back through the area.
- v. Intersection-improvements shall include: grading, paving, striping, and detection loop installation on the east side of the intersection, at the Developer's cost, to the extent that an easement for those improvements is provided by the subject property owner. Developer shall make a good faith effort to obtain the necessary easement, but shall not be required to agree to unrelated, or unreasonable conditions. If no easement has been provided within six (6) months of approval, then the easement will not have been provided pursuant to this condition.
- i. Central Avenue/Service Road intersection: In accordance with **MM 4.13.7a** of the Mitchell Ranch Center EIR: The project Developer shall contribute its fair share toward the construction of improvements that would result in acceptable intersection operations, including construction of a third eastbound and a third westbound through lane (on Service Road), construction of a southbound right-turn-only lane on Central Avenue, and construction of a second westbound left-turn lane on Service Road and associated receiving lanes. The transition from three lanes to two lanes should begin 300 feet from the centerline of the Service Road/Central Avenue intersection and the lane drop should occur over 600 feet.
- j. Whitmore Avenue/Mitchell Road intersection: In accordance with **MM 4.13.2a** of the Mitchell Ranch Center EIR: The project Developer shall modify Mitchell Road on the northbound approach to East Whitmore Avenue to provide a second left-turn lane, in conjunction with signal timing modifications. This improvement can be constructed within the existing right-of-way. Work shall include restriping of lanes on Mitchell Road, north of Whitmore Avenue so that the lanes are aligned across the intersection.
- k. Lucas Road: In accordance with **MM 4.13.7b** of the Mitchell Ranch Center EIR: The project Developer shall pay its pro-rata share of the future SR 99/Mitchell Road/Service Road improvements

7. Highway improvements

- a. North-bound SR 99 on/off ramps: in accordance with MM 4.13.2g of the Mitchell Ranch Center EIR, within 120 days of receiving final approval of the development by the City of Ceres, the Developer shall submit improvement plans to the City and CalTrans to accomplish the following: eliminates westbound left-turn movement for non-emergency vehicles, eliminates the stop-control for the northbound movement, and modifies striping.

If CalTrans approves plans implementing MM 4.13.2g, then the Developer must construct the improvements by the later of the first certificate of occupancy or 18 months from CalTrans approval. If CalTrans approval has not been obtained prior to a request for the first certificate of occupancy, then the developer shall provide a guarantee sufficient to construct the improvements as specified in MM 4.13.2g. If CalTrans approval has been obtained but is not timely to allow improvements to be completed prior to the first certificate of occupancy, then prior to the first certificate of occupancy, the City will require a guarantee sufficient to complete the improvements as approved by CalTrans.

- b. South-bound SR 99 on/off ramps: in accordance with MM 4.13.2h of the Mitchell Ranch Center EIR, within 120 days of receiving final approval of the development by the City of Ceres, the Developer shall submit improvement plans to the City and CalTrans to accomplish the following: install a traffic signal, modify southbound Mitchell Road to provide a second left-turn lane within the existing right-of-way, modify the on-ramp to provide two receiving lanes, and modify striping.

If CalTrans approves plans implementing MM 4.13.2g, then the Developer must construct the improvements by the later of the first certificate of occupancy or 18 months from CalTrans approval. If CalTrans approval has not been obtained prior to a request for the first certificate of occupancy, then the developer shall provide a guarantee sufficient to construct the improvements as specified in MM 4.13.2h. If CalTrans approval has been obtained but is not timely to allow improvements to be completed prior to the first certificate of occupancy, then prior to the first certificate of occupancy, the City will require a guarantee sufficient to complete the improvements as approved by CalTrans.

8. Service Road access drives

- a. Secure construction of raised median for Service Rd., to be installed at City Engineer's discretion. The Service Road frontage is designed to provide for access control to the two site accesses using painted medians. The Developer shall secure the cost of an interim raised median to be installed if necessary, as well as the cost of the ultimate raised, landscaped median. In the event that

the City Engineer, in the City Engineer's sole discretion, determines that, for operational or safety reasons a raised landscaped median is required to provide this control, the Developer shall fund and install such median.

- i. The westernmost Service Road driveway is designed to initially provide for right-in-right-out-left-out access. This access may be modified or reduced at the sole discretion of the City Engineer and installation of modifications to accomplish this access limitation shall be the responsibility of the development. At such time as the Mitchell Road interchange improvements are installed, this driveway shall be modified in conformance with approved "ultimate" design in accordance with **MM 4.13.4c** of the Mitchell Ranch Center EIR at the expense of the development and when those modifications are complete this driveway will be restricted to a right-in only.
- ii. The eastern Service Road driveway is designed to initially provide for right-in-right-out-left-in access. This access may be modified or reduced at the sole discretion of the City Engineer and installation of modifications to accomplish this access limitation shall be the responsibility of the development and when those modifications are complete, this driveway will be restricted to a right-in/right-out only.

9. Water

- a. The Developer shall provide approved backflow device and meter for every water connection point at the street. Backflow devices shall have a certified backflow test and inspection at the point of connection.
- b. The Developer shall provide an on-site non-potable water system for irrigation. The Developer shall develop a well site within the project area that is utilized only for purposes of landscape irrigation. This well and necessary piping shall not have connection to any system that provides domestic water.
- c. The Developer shall ensure that each point of connection is looped to the satisfaction of the Public Works Director or designee.
- d. All buildings on the project site shall be equipped with sensor-activated restroom lavatories to reduce water usage.
- e. The Developer shall indicate in writing to the City of Ceres; the disposition of any water well(s) and any other water that may exist within the site. Private wells shall not be used for potable water supply. If any wells are proposed to be abandoned, or if they are abandoned and have not been properly sealed, they must be destroyed per applicable codes and ordinances.
- f. The Developer shall provide the City of Ceres with a right of entry to drill a test well within the project site northwest of proposed Shops 3, as depicted in the site plan dated March 15, 2010 and created by Greenberg Farrow. If it is determined by the test well results that water quality and quantity, that this site can be developed into a municipal well, then the Developer shall dedicate the necessary land area within the remainder area to the northwest of the Potential Future Street, as depicted in the site plan dated March 15, 2010 and created by Greenberg Farrow, for the development of this well to the City of Ceres.

- g. The Developer shall install on-site and off-site fire hydrants with the type and location to be approved by the Fire Marshal. The Fire Marshal shall also review and approve the location of the Fire Department Connection. Fire Hydrants shall be located within 50' of the Fire Department Connection and as approved by the Fire Marshal.
- h. Mitchell Road improvements shall include construction of a 16" water transmission main from Service Road to Don Pedro Road, including connections to the existing water system only at those two intersections.

10. On site conditions

- a. Grading
 - i. A grading permit is required prior to commencement of any grading on the site. The Developer shall submit to the City of Ceres for review and approval, a grading plan prepared by a Registered Civil Engineer and shall obtain a Grading Permit.- The grading plan shall incorporate the recommendations of the approved Soils Report.
 - 1. The Developer shall submit, as a condition of the grading permit, a City of Ceres "Acknowledgment concerning employment of registered civil engineers and technical consultants" to the City Engineer.
 - 2. The grading permit shall not be issued until 100 percent Improvement Plan drawings are approved by the City Engineer.
 - ii. Prior to issuance of a grading permit, A Phase II Environmental Site Assessment report shall be prepared to determine the extent and exact nature of any pesticide or chemical residues present on the project site. Soils samples shall be taken from throughout the site to test pesticide contamination (chlorinated pesticides using EPA Test Method 8081 and 8082). If samples reveal concentrations of pesticide residue in excess of acceptable thresholds, actions shall be taken to remediate soil contamination to within ASTM International standards. Such actions could include excavation and disposal of contaminated soils from the site or bioremediation. A qualified Phase II Environmental Assessor shall be retained to develop and carry out a remediation plan, if necessary.
 - iii. The project shall comply with the recommendations of the Preliminary Geotechnical Engineering Analysis prepared by Consolidated Engineering Laboratories in June 2006 (see **Appendix 4.6-1** of the Mitchell Ranch Center EIR).
 - iv. Prior to issuance of grading permits, any and all septic tanks on the project site shall be removed under permit from the Stanislaus County Department of Environmental Resources.
 - v. Prior to issuance of grading permits, the Developer shall submit to the City of Ceres for review and approval, a detailed Soils Report certified by a Civil Engineer registered in the State of California and qualified to perform soils work. The report shall include a minimum of

geotechnical investigation with regard to the requirements of the 2006 Edition of the International Building Code with the 2007 California Amendments. The soils report shall include a compaction testing schedule for on- and off-site roads, building pads, parking areas, sidewalks and trenches.

- vi. The project soils engineer shall submit, prior to issuance of any grading or building permit, a wet-stamped letter to the City Engineer that identifies the project and certifies:
“As soils engineer of record for the project, I hereby certify that the rough grading has incorporated all requirements and recommendations contained in the approved soil report for the project completed by _____ and dated _____ and that all recommendations that I have made based on site inspections of the work and site testing during construction have also been incorporated into the rough grading work. I hereby certify that all requirements and recommendations of the Engineering Geologist for this project (if applicable) have been incorporated into the rough grading work. I hereby certify that the project site is adequate for its intended use.”
- vii. Where soil or geologic conditions encountered in grading operations are different from that anticipated in the soil and/or geologic investigation report, or where such conditions warrant changes to the recommendations contained in the original soil investigation, a revised soil or geologic report shall be submitted for approval by the City Engineer. It shall be accompanied by an engineering and geological opinion as to the safety of the site from hazards of erosion, settlement, and seismic activity.
- viii. This site is subject to the National Pollutant Discharge Elimination System (NPDES) Program. The Developer shall submit a SWPPP to the City for approval, which will include a WDID number prior to the issuance of the initial grading or building permit, the developer shall provide evidence that the site is covered by the Statewide General Permit to Discharge Storm Water associated with construction activity. This requires confirmation that a Notice of Intent (NOI) and the applicable fee were sent to the State Water Resources Control Board. In addition, the grading plans need to state “All grading shall be in accordance with the Storm Water Pollution Prevention Plan prepared by the developer per the Notice of Intent on file with the State Water Resources Control Board”.

b. Storm drainage requirements

- i. Prior to approval of improvement plans, the Developer shall provide a list of City-approved best management practices (BMPs) to be implemented on the site during operation of the proposed project that will protect receiving waters from urban contaminants in runoff. The

BMPs shall be consistent with RWQCB guidelines and shall be obtained from the California Stormwater Quality Association's Stormwater Best Management Practice (BMP) Handbooks. At least 85 to 90 percent of annual average storm water runoff from the site shall be treated per the standards in the 2003 California Stormwater Best Management Practices Handbooks.

- ii. The Developer shall provide and submit to the City for review and approval an Operations and Maintenance (O&M) agreement that provides for, in perpetuity, the maintenance of the proposed storm drain system. The agreement shall require that any work on the storm drain, including maintenance, shall be completed under the responsible charge of a civil engineer registered in the State of California. The Developer shall specify the entity that will be legally responsible for the agreement and shall specify how the agreement will be transferred between entities for perpetuity.
- iii. The Developer shall submit to the City of Ceres for review and approval, drainage plans and hydraulic calculations prepared by a registered civil engineer; shall enter into an agreement with the City of Ceres to complete the improvement and shall post sufficient surety guaranteeing the construction of the improvements. The drainage plans and calculations shall indicate the following conditions before and after development:
Quantities of water, water flow rates, major water courses, drainage areas and patterns, diversions, collection systems, flood hazard areas, sumps and drainage courses. Hydrology shall be per current professional engineering standards.
- iv. Storm drainage facilities shall be sized and located to accommodate the peak runoff flow rates according to the procedures and methodologies of the Stanislaus County Storm Drainage Design Manual and the City's Improvement Standards. Infiltration systems shall be designed to empty within 24 hours of the end of the 50 year storm.
- v. The project civil engineer shall certify that the storm drain system was designed and constructed in general accordance with the City approved plans and specifications, and that the storm drain system, properly maintained, should perform as anticipated for its design life of no less than 50 years.
- vi. In accordance with Chapter 13.18 of the Ceres Municipal Code and the Stormwater Best Management Practices Handbook, a Local Stormwater Pollution Prevention Plan or similar water pollution control plan as determined by the City Engineer, shall be developed and submitted to the City prior to receiving a construction grading or erosion control permit.
- vii. All storm drain catch basins and drain inlets shall have a storm drain plaque installed with the City's approved "plaque" prior to acceptance by the City.

- viii. The buried storm drain system shall be protected at all times. The project civil engineer shall schedule a construction sequence for the project and shall submit the sequence to the City for review and approval before a grading permit will be issued. The sequence of work shall provide for the protection of the storm drain system, and shall include surface protection that reduces the potential for compaction or consolidation of the native earth material that is incorporated into the storm drain infiltration system.
- c. Lighting: The project lighting plan and photometric diagram, and all subsequent lighting installation, shall maintain light spillage at the project's property lines to a level of no more than 2.0 foot-candles, as measured at adjacent property lines along Don Pedro Road.
- d. City Engineer may, in the City Engineer's sole discretion, require extension of on-site median at the Mitchell Road main access driveway to preclude left turns to the north toward shops 4 if necessary to alleviate a safety issue.

11. Miscellaneous

- a. Turlock Irrigation District indicates that an irrigation pipeline belong to Improvement District 454, the Cooper, runs from east to west at the approximate midpoint of the project. Since all downstream parcels have been abandoned out of the improvement district, this line shall be removed and plugged per District standards. Remaining irrigation facilities found during construction are abandoned and must be removed.
- b. Stanislaus County Department of Environmental Resources requires that all existing on-site wells (unless retained for on-site irrigation) and/or septic tanks, shall be destroyed under permit from DER and in accordance with all laws and policies (Stanislaus County and California State Model Well Standards. The Developer must submit three sets of food facility construction plans to the Department of Environmental Resources for review and approval for compliance with California Code (Section 114380) for any food facilities within the project.
- c. Prior to any construction activity, the developer shall inform all contractors of the possibility that human remains may be found on the site during construction activities. If, during the course of implementing the project, human remains are discovered, work shall be halted immediately within 50 feet of the discovery, the City of Ceres Planning Division and the County Coroner shall be notified. If the remains are determined to be of Native American origin, the coroner will notify and provide for consultation with the Native American Heritage Commission for recommended procedures if human remains are found.
- d. In accordance with **MM 4.4.1a** of the Mitchell Ranch Center EIR, if, during the course of implementing the project, cultural resources (i.e., prehistoric sites, historic sites, and isolated artifacts) are discovered, work shall be halted immediately within 50 feet of the discovery, the City of Ceres Planning Division

shall be notified, and a professional archaeologist that meets the Secretary of the Interior's Standards and Guidelines for Professional Qualifications in archaeology and/or history shall be retained to determine the significance of the discovery.

- The City shall consider mitigation recommendations presented by a professional archaeologist that meets the Secretary of the Interior's Standards and Guidelines for Professional Qualifications in archaeology and/or history for any unanticipated discoveries. Such measures may include avoidance, preservation in place, excavation, documentation, curation, data recovery, or other appropriate measures. The project proponent shall be required to implement any mitigation necessary for the protection of cultural resources.
- e. In accordance with **MM 4.4.2** of the Mitchell Ranch Center EIR, if, during the course of implementing the project, any paleontological resources (fossils) are discovered, work shall be halted immediately within 50 feet of the discovery, and the City of Ceres Planning Division shall be immediately notified. At that time, the City will coordinate any necessary investigation of the discovery with a qualified paleontologist. The City shall consider the mitigation recommendations of the qualified paleontologist for any unanticipated discoveries of paleontological resources. Such measures may include avoidance, preservation in place, excavation, documentation, curation, data recovery, or other appropriate measures. The project proponent shall be required to implement any mitigation necessary for the protection of paleontological resources.
- f. In accordance with **MM 4.3.1** of the Mitchell Ranch Center EIR, if construction activities occur during the nesting seasons for raptors and migratory birds (typically March 1 through August 31), the project Developer shall retain a qualified biologist to conduct a focused survey for active nests of raptors and migratory birds, within and in the vicinity of the construction area (no less than 500 feet outside project boundaries), no more than 30 days prior to ground disturbance or tree removal. If active nests are located during preconstruction surveys, USFWS and/or CDFG shall be notified regarding the status of the nests. Furthermore, construction activities shall be restricted as necessary to avoid disturbance of the nest until it is abandoned or a qualified biologist deems disturbance potential to be minimal (in consultation with USFWS and/or CDFG). Restrictions may include: establishment of exclusion zones (no ingress of personnel or equipment at a minimum radius of 500 feet around the nest for Swainson's hawk, 100 feet around the nest for other raptors, and 50 feet around the nest for other migratory birds) or alteration of the construction schedule. No action is necessary if construction will occur during the non-breeding season (September 1 through February 28).

E. REQUIREMENTS PRIOR TO ISSUANCE OF BUILDING PERMIT

1. The grading permit shall have been issued prior to or concurrently with the first building permit.
2. The Developer shall list all colors and materials on the construction drawings when submitted to the City's Building Division.
3. Approval of this project is not an authorization to commence construction. Building construction, alterations, repairs, sign erection, or occupancy shall not be permitted without prior approval of the Building Division through issuance of any and all required permits.
4. All construction shall meet the requirements of the current adopted version of the California Building Code in effect at the time of building permit application.
5. All buildings shall be provided with approved fire suppression sprinkler systems in accordance with and unless otherwise provided by the current adopted version of the California Fire Code in effect at the time of building permit application.
6. Handicapped accessibility to any proposed buildings shall be required per State Law and subject to the approval of the Building official.
7. All parking areas including handicapped parking space design shall meet A.D.A. requirements.
8. The Developer shall provide on-site restroom facilities during construction.
9. In accordance with **MM 4.2.4.a** of the Mitchell Ranch Center EIR, all buildings on the project site shall be designed and constructed to exceed minimum statewide energy requirements (Title 24). Measures may include, but are not limited to, the following:
 - Incorporate skylights into building designs to utilize natural daylight
 - Utilize computer-controlled daylight sensors and electronic dimming ballasts
 - Use high-efficiency light bulbs in all lighting fixtures
 - Use light-emitting diodes (LED's) in exterior signage
 - Use energy-efficient appliances and heating, ventilation, and air conditioning (HVAC) systems
 - Use low-emission water heaters and/or central water heating systems
 - Increase building insulation
 - Use automated controls for HVAC systems or centralized energy management systems
10. In accordance with **MM 4.2.4b** of the Mitchell Ranch Center EIR, all buildings on the project site shall utilize Energy Star compliant (highly reflective) and high emissivity roofing (emissivity of at least 0.9 when tested in accordance with ASTM 408) for a minimum of 75 percent of the roof surface, to reduce energy demands associated with air

conditioning and to minimize the urban heat island effect.

11. All buildings shall be provided with approved fire suppression sprinkler systems in accordance with and unless otherwise provided by the 2007 California Fire Code or the latest adopted version of the California Building Code.
12. The Developer shall provide and install Knox boxes for all buildings within the project.
13. As applicable, Developer shall submit verification of compliance or payment of fee pursuant to San Joaquin Valley Air Pollution Control District Rule 9510, to the satisfaction of the Planning/Building Division Manager, from the Air District, prior to issuance of a building permit.

F. REQUIREMENTS PRIOR TO ISSUANCE OF FIRST FINAL OCCUPANCY PERMIT

1. All landscaping and irrigation shall be installed and operational pursuant to and consistent with the approved landscaping plan. Non-potable water source shall be operational.
2. The Supplemental Maintenance Agreement for 1670 Mitchell Road referenced in General Condition 17 shall be in effect.
3. All required site improvements shall be completed.
4. The following street improvements shall be completed and accepted:
 - a. Service Road frontage.
 - b. Mitchell Road frontage including installation of traffic signal at main project entry.
 - c. Don Pedro Road frontage including installation of traffic signal at Mitchell Road.
 - d. Rhode Road realignment and signal at Mitchell Road.
 - e. El Camino Avenue widen and restripe at the intersection of Service Road.
 - f. Moffett Road: widen and stripe southbound approach at Service Road.
 - g. Fund Don Pedro Road traffic calming study and hold at least one neighborhood meeting.
 - h. Whitmore Avenue/Mitchell Road intersection: modify northbound approach and signal timing modification.
5. If improvement plans for SR 99 North and South-bound on/off ramps have been approved by CalTrans, said improvements shall be complete or secured. If improvement plans have not been approved, then improvements consistent with the plans shall be secured.
6. Provide security for future potential modifications of Service Road access
7. All required easements shall be recorded and in effect
8. The on-site storm drainage system shall be complete and accepted

G. OPERATIONAL REQUIREMENTS

1. Deliveries to the project site, including Major 1 shall be prohibited between the hours of 10:00 p.m. and 6:00 a.m.
2. The Developer shall comply with the City's shopping cart ordinance, CMC Chapter 4.04, which requires signage and other measures to prevent shopping carts from leaving the site, as well as submission and approval of an Abandoned Cart Prevention Plan. Further, the Developer shall ensure that carts which are not returned to cart corrals are picked up twice daily, including carts that may be left at the exterior of the project and adjacent to the public right-of-way. The required Abandoned Cart Prevention Plan shall be approved by the Supervisor of the Code Enforcement Unit prior to issuance of any certificate of occupancy.
3. The Developer shall ensure that materials stored/stacked in the combination storage area north of Major 1 are not taller than 8' in height. The Developer shall ensure that materials stored/stacked in this location are not visible from Don Pedro Road at any time and this storage area shall be fully enclosed with screening gates.
4. The Developer shall ensure that the trash compactor for Major 1 and Major 2 are fully enclosed and the compactor shall only operate between the hours of 7:00 a.m. to 10:00 p.m.
5. The idling of trucks, including the use of auxiliary power units, for more than five minutes is prohibited at all times. Trucks are not permitted to park off-site in the vicinity of the site while waiting to make deliveries to the site.
6. The Developer shall provide a plan for on-site security to the satisfaction of the Public Safety Director and shall ensure that security is on-site at Major 1 during Major 1 hours of operation.

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MILLBARN ESTATE PLANNING COMMITTEE Meeting Document Exhibit 12-22-16 Resolution No. 11-04
(CUP) - Conditions of Approval (CC)

RECORDING REQUEST BY:
CITY OF CERES

When Recorded mail to:

City of Ceres
Planning Division
2220 Magnolia Street
Ceres, CA 95307

**DRAFT
RESOLUTION NO. 11-05**

A RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF CERES APPROVING A VESTING TENTATIVE SUBDIVISION MAP FOR THE MITCHELL RANCH PROJECT TO RECONFIGURE FIVE PARCELS AT THE NORTHWEST CORNER OF MITCHELL ROAD AND SERVICE ROAD IN THE CITY OF CERES (APNS 053-012-068 AND 053-013-016 THROUGH -019) INTO SEVEN (7) PARCELS. APPLICATION NUMBER 07-32.

APPLICANT/
PROPERTY OWNER: Walmart Real Estate Business Trust
ATTN: Real Estate Manager
2001 SE 10th Street
Bentonville, AR 72716

APPLICANT'S
REPRESENTATIVE: Greenberg Farrow
ATTN: Howard Hardin
1920 Main St., Suite 1150
Irvine, CA 92614

SITE LOCATION: 2872 Don Pedro Road, 3901 Mitchell Road, 2827, 2829 and 2873 Services Road, Ceres, CA, 95307

APN'S: 053-012-068 and 053-013-016, -017, -018, and -019

WHEREAS, an application was received from Regency Centers, LLC for a proposed Vesting Tentative Subdivision Map for seven (7) parcels for a regional commercial center located on the northwest corner of Mitchell Road and Service Road in the City of Ceres (APNs 053-012-068 and 053-013-016 through -019 (the "Property"); and,

WHEREAS, the Regency Center application was subsequently transferred to Walmart, who is now the project applicant; and

WHEREAS, the City of Ceres Subdivision Ordinance requires that the Planning Commission review a vesting tentative subdivision map when a proposed subdivision contains four or more lots and that certain findings must be made by the Planning Commission when approving a subdivision. The Planning Commission's action should include consideration of the administrative record including any testimony from the public on the proposed subdivision; and,

WHEREAS, the properties affected by this resolution are located at: 2872 Don Pedro Road, 3901 Mitchell Road, 2827, 2829 and 2873 Services Road, Ceres, CA, 95307; and,

WHEREAS, properties affected by this resolution are described as: The land referred to herein is situated in the State of California, County of Stanislaus, City of Ceres.

Parcel 1: APN: 053-012-068 – Parcel “B” in the City of Ceres, County of Stanislaus, State of California, as shown on the certain Parcel Map filed June 7, 1977 in Volume 25 of Parcel Maps at Page 36, Stanislaus County Records.

Parcel 2: APN: 053-013-016 – Parcel “B” in the City of Ceres, County of Stanislaus, State of California, as shown on the certain Parcel Map filed April 16, 1968 in Volume 5 of Parcel Maps at Page 51, Stanislaus County Records.

Parcel 3: APN: 053-013-018 – The East 82 feet of the South half of Lot 39 of Smyrna Park Tract, in the City of Ceres, County of Stanislaus, State of California, according to the Official Map thereof, filed in the office of the recorder of Stanislaus County, California, on February 21, 1903 in Volume 1 of Maps, at Page 79 (measured from the North line of Service Road running along the South boundary of said Lot 39). Excepting therefrom that portion conveyed to the State of California by Deed recorded December 17, 1962 in Book 1817 Page 315 of Official records, described as follows: Beginning at a point that lies North 89° 52' 43" West 739.84 feet and North 0° 07' 17" East, 18.04 feet from a 1-inch iron pipe set in the ground to mark the Section corner common to Sections 13, 14, 23 and 24, Township 4 South, Range 9 East, Mount Diablo Base and Meridian, said point also being the intersection of the Northerly right of way line of Service Road (a county road 40 feet in width) and the Easterly line of that certain parcel of land as described in Deed to Durwood H. Simms, et ux, dated September 10, 1935 and recorded September 12, 1935 in Volume 569 of Official Records, page 372 Stanislaus County records; thence along said Easterly line North 0° 10' West 11.25 feet; thence leaving said Easterly line South 89° 57' 33" East, 82.00 feet to the Westerly line of that certain parcel of land as described in Decree Terminating Joint Tenancy to A.L. Cooper recorded February 26, 1945 as Instrument No. 3362, Stanislaus County Records; thence along said Westerly line South 0° 10' East, 11.15 feet to the Northerly right of way line of aforementioned Service Road; thence along said Northerly line South 89° 58' 08" West, 82.00 feet to the point of beginning.

Parcel 4: APN 053-013-017 – All that portion of Lot 39 of Smyrna Park Tract, in the City of Ceres, County of Stanislaus, State of California, according to the Map thereof as filed in Volume 1 of Maps, at page 79, Stanislaus County Records in Section 14, Township 4 South, Range 9 East, Mount Diablo Base and Meridian, described as follows: Commencing at the Southeast corner of said Section 14, thence South 89° 58' 08" West along the South line of said Section 14, a distance of 862.31 feet; thence North 0° 01' 52" West, a distance of 31.38 feet to the North right-of-way line of the land conveyed to the State of California by Deed recorded June 8, 1960 in Volume 1617 Page 322, Official Records of Stanislaus County as instrument No. 16253 and the true point of beginning of this description; thence continuing North 0° 00' 52" West, a distance of 152.62 feet; thence South 89° 58' 08" West parallel to and 184 feet North of the South line of said Section 14 a distance of 133.00 feet; thence South 0° 01' 52" East, a distance of 139.63

feet to the North line of said State of California property; thence South 81° 57' 24" East along said North line, a distance of 92.24 feet; thence continuing along said North line, South 89° 59' 15" East, a distance of 41.69 feet to the point of beginning.

Parcel 5: APN 053-013-019 – Lot 40 of Smyrna Park Tract, in the City of Ceres, County of Stanislaus, State of California, according to the map thereof filed for record in the office of the County Recorder of Stanislaus County on February 21, 1903 in Volume 1 of Maps, at Page 79. Excepting therefrom all that portion described in Deed to the County of Stanislaus recorded September 25, 1957 in Volume 1446 Page 520, as Document No. 24477, Stanislaus County Records. Also excepting therefrom all that portion described in Deed to the State of California recorded January 18, 1960 in Volume 1614 page 22, as Document No. 14427, Stanislaus County Records. Also excepting therefrom all that portion of land described in that document filed for record October 19, 2004, as Document No. 172534, Stanislaus County Records.

WHEREAS, notice of a public hearing of the Planning Commission of the City of Ceres to consider applicant's application was given in accordance with the City's Zoning Ordinance and applicable law; and,

WHEREAS, the Planning Commission held a noticed public hearing on the Mitchell Ranch Project Vesting Tentative Subdivision Map on February 22, 2011 for the purpose of receiving oral testimony; and

WHEREAS, the Planning Commission carefully considered the staff report, all of the information, evidence, together with oral and written testimony presented at the public hearing; and,

WHEREAS, in compliance with the requirements of the California Environmental Quality Act ("CEQA") and the City's CEQA Implementation Procedures, an Environmental Impact Report ("EIR") has been prepared to assess the environmental impacts of the Mitchell Ranch Project, including the Mitchell Ranch Project Vesting Tentative Subdivision Map. The Planning Commission, as the decision-making body for the City and lead agency for the project, carefully reviewed and considered the information contained in the EIR and certified the EIR and adopted a Statement of Overriding Considerations for the project, determining that the considerations identified therein outweigh and render acceptable the significant environmental impacts of the project which cannot be fully mitigated.

NOW, THEREFORE, BE IT RESOLVED that the Planning Commission of the City of Ceres approves Vesting Tentative Subdivision Map 07-32, based upon the facts and findings as set forth below, and subject to the Conditions of Approval and the Vesting Tentative Subdivision Map included in Exhibits A and B attached hereto and incorporated herein by reference.

FURTHERMORE, the Planning Commission finds as follows:

1. As provided in the Subdivision Map Act, a subdivision must be consistent with the General Plan. A General Plan consistency analysis for the Mitchell Ranch Project Tentative Map was provided as part of the Mitchell Ranch Project Environmental Impact Report (EIR), which identified and analyzed applicable City policies. This

analysis found that the project would be consistent with the City's General Plan. The Planning Commission concurs with these findings and also finds that the Vesting Tentative Subdivision Map is consistent with the General Plan.

2. As provided in the Subdivision Map Act, a subdivision must also be consistent with applicable specific plans. The Mitchell Ranch Project is governed by the Mitchell Road Corridor Specific Plan ("MRCSP"). A MRCSP consistency analysis was also provided as a part of the EIR. The analysis found that the project would be consistent with the MRCSP. The Planning Commission concurs with these findings and also finds that the Vesting Tentative Subdivision Map is consistent with the MRCSP.
3. The proposed Vesting Tentative Subdivision Map subdivision is otherwise consistent with Chapter 17 of the City's Municipal Code.
4. The Vesting Tentative Subdivision Map is hereby approved subject to compliance with the conditions contained in this resolution and attached as Exhibit "A" and on file in the Planning Division.
5. The establishment and operation of CUP 07-31 requires compliance with the conditions of approval, which shall be binding on all heirs, assignees, and successors in interest of said property.
6. The Planning/Building Manager or designee is hereby directed to record this Resolution at the office of the County Recorder of the County of Stanislaus.
7. The conditions of project approval set forth herein include certain fees, dedication requirements, reservation requirements and other exactions. Pursuant to Government Code Section 66020 (d) (1), these conditions constitute written notice of a statement of the amount of such fees, and a description of the dedications, reservations, and other exactions. You are hereby further notified that the ninety (90) day appeal period in which you may protect these fees, dedications, reservations and other exactions, pursuant to Government Code Section 66020 (a), has begun. If you fail to file a protest within this ninety (90) day period complying with all of the requirements of Section 66020, you will be legally barred from later challenging such exaction.

I HEREBY CERTIFY that the foregoing Resolution was duly and regularly adopted by the Planning Commission of the City of Ceres at a regular meeting of said Planning Commission held on the 22nd day of February 2011, by the following vote:

VOTE upon the foregoing resolution was as follows:

AYES:

NOES:

ABSENT:

ABSTAINING:

ATTEST:

**TOM WESTBROOK, SECRETARY OF
THE CERES PLANNING COMMISSION**

2013 AMERICAN PLANNING ASSOCIATION Annual Forum Planning Commission Exhibit 2013-1 Resolution No. 13-05 (V15M).JPG

EXHIBIT A

CONDITIONS OF APPROVAL

Vesting Tentative Subdivision Map
City of Ceres Application 07-32

City of Ceres

Mitchell Ranch Center
2872 Don Pedro Road, Ceres, CA 95307
3901 Mitchell Road, Ceres, CA 95307
2827, 2829 and 2873 Service Road, Ceres, CA 95307

Prepared: February 1, 2011
Approved by the Planning Commission: February 22, 2011
Approved by the City Council: N/A
Amended by Staff/PC/CC on: N/A

A. PROJECT AUTHORIZATION

A1. The project applicant has applied for, and has been granted subject to the conditions herein, a Vesting Tentative Subdivision Map (“VTSM”) pursuant to the Subdivision Map Act, Government Code section 66410 *et seq.* The date of filing of the VTSM for purposes of the vesting of rights under the Subdivision Map Act is December 18, 2007. All conditions herein are to be construed under, and subject to, the Subdivision Map Act and the vesting date of December 18, 2007.

A2. The project shall be in conformance with all City Ordinances, rules, regulations, and policies. The conditions listed below are particularly pertinent to this approval, but shall not be construed to permit violation of other laws and policies not so listed.

A3. Approval is limited to the conformance of the land use and zoning. Use of the property shall be limited to those uses permitted by the RC, Regional Commercial zoning district as identified in the Mitchell Road Corridor Specific Plan as applicable. Standards not listed in the Mitchell Road Corridor Specific Plan shall be governed by the appropriate section of the Ceres Municipal Code and as set forth herein.

A4. The Vesting Tentative Subdivision Map shall expire two (2) years from the date of approval unless a Final Map is recorded. If a legal challenge is filed against the City’s approvals, the life of these approvals shall be stayed for the duration of the litigation, but in no event shall the stay be for longer than five (5) years.

B. PROJECT GENERAL CONDITIONS

B1. All development shall conform to the plans designated by the Ceres Planning Division as "Final Exhibit". Final Exhibit shall consist of the submitted map(s), site plan, floor plans, elevations and landscape plans amended by the Developer to reflect any changes required by the City in the approval process. The Developer shall submit any required amended site plans and exhibits to the Planning Division within 90 days of project approval.

B2. The Developer shall respond in writing to all conditions contained in this document and its attachments. Responses shall be in a letter format with each condition numbered and indexed for reference and shall describe how the condition has been or will be met and shall, where applicable, direct the plan checker to the page and/or drawing detail that demonstrates compliance with the condition. These changes shall be indicated with a delta or cloud symbol, and shall be approved by the Planning Division PRIOR to the submittal, and City acceptance, of a Grading or Building Permit application. A copy of these responses shall be provided with each set of the final site map and improvement plans.

B3. The City Engineer may approve minor amendments to the Tentative Map approval, provided that the amendment is in substantial conformance with the original approval. Requests for minor amendments shall be submitted in writing to the Planning/Building Division Manager.

B4. All landscaping and irrigation shall be installed pursuant to and consistent with the approved landscaping plan.

B5. Developer shall pay all applicable City and County Public Facility Fees, Mitchell Road Storm Drain Benefit District Fee, Ceres Unified School District Fees and other applicable fees.

B6. All plans and construction associated with the Tentative Map approval shall be in substantial compliance to the approved site plan and the development shall be consistent with applicable provisions of the General Plan, Zoning Ordinance and the Mitchell Road Corridor Specific Plan.

B7. The Developer shall defend, indemnify, and hold harmless the City, its agents, officers, employees and volunteers from and against all claims, lawsuits or causes of action (whether brought solely against the City or jointly against both City, developer, or others), damages, losses, and expenses, including attorney fees, arising in any manner out of the approval or the application approved herein, including, without limitation, all actions or proceedings to attack, set aside, void or annul the permit granted pursuant to the City's approval of the application referenced herein, provided the City notifies the developer within a reasonable time of any such claim, action or proceeding, and cooperates in the defense of such claims, actions or proceedings.

The City may, at its sole and absolute discretion, (a) participate in the defense of such action undertaken by Developer, or (b) retain separate counsel whose attorney's fees and costs shall be paid by Developer. Participation in the defense of any Action or the retention of separate counsel by the City shall not relieve Developer of its obligations under this condition.

B8. All Mitigation Measures (MM) required by the Mitchell Ranch EIR are hereby incorporated into and made conditions of the Project.

B9. NOTICE TO PROJECT APPLICANT: In accordance with the provisions of Government Code section 66020(d)(1), the imposition of fees, dedications, reservations, or exactions for this project are subject to protest by the project applicant at the time of approval or conditional approval of the development or within 90 days after the date of the imposition of fees, dedications, reservations, or exactions imposed on the development project.

C. FINAL MAP CONDITIONS OF APPROVAL

Prior to approval of a Final Map, the following conditions shall be met. Since the Final Map is based upon the approved site plan, the Final Map must reflect the development plan on the Planning Commission approved exhibits. To ensure this, on-site and off-site plans must be reviewed and approved prior to approval of the Final Map. The conditions below separately reflect On-site Conditions and Off-site Conditions, and shall be satisfied prior to approval of a Final Map. For required off-site improvements, this section describes when the improvement must be guaranteed. Section D describes when the improvement must be completed.

ON-SITE CONDITIONS

C1. Easements

- a. The Developer shall provide private storm drain, water and sewer easements for the proposed on-site utilities that service more than one parcel, or that cross parcel lines.
- b. The Developer shall provide reciprocal access and parking easements as necessary, or as required by the City Engineer or the Planning/Building Division Manager.
- c. The Developer shall record 10' Public Utility Easements along the properties that abut Service Road, Mitchell Road and Don Pedro Road.

C2. The Developer shall secure the necessary demolition permit(s) from the City of Ceres to demolish all of the structures on-site. All structures shall be demolished.

C3. The site plan shall maintain the 15' setback as required in the Mitchell Road Corridor Specific Plan on Service Road, Don Pedro Road and Mitchell Road. This 15' area shall be landscaped and not utilized as parking lot area.

C4. The Developer shall provide a distinctive paved entry treatment at the entrances on Mitchell Road and the accesses on Service Road and Don Pedro Road to the satisfaction of the Planning/Building Division Manager and/or City Engineer. At a minimum this treatment shall be a colored stamped concrete, or paver stones or a stamped/colored asphalt application, and extend a minimum of 50 feet from property line at the signalized Mitchell Road driveway and a minimum of 35 feet from property line at all other driveways. This requirement shall be included and noted on the improvement plans.

C5. The Developer shall provide near the northwest corner of Mitchell Road and Service Road a monument sign that announces the City of Ceres. This monument sign shall not be more than 6' in height and shall substantially conform to City Signage sheet dated November 10, 2010 by BRR Architecture. The final design of the monument sign shall be reviewed and approved by the Planning/Building Division Manager or designee, whose review is a non-discretionary, administrative action. This monument sign shall be complete prior to the occupancy of Major 1. This sign shall not count against the number or square footage limitations on freestanding signs provided in the Ceres Municipal Code.

C6. The Developer shall enhance the treatment of the public space located at the northwest corner of Mitchell Road and Service Road. This area shall have paver stones or equivalent subject to the review and approval of the Planning/Building Division Manager as depicted on sheet L-02 of the Preliminary Landscape Plan and dated September 20, 2010 by Cardno WRG . The Developer may also develop this area with outdoor seating, sculpture and landscaping. Enhancements that do not substantially conform to sheet L-02 shall be subject to the review and approval of the Planning/Building Division Manager, whose approval is a non-discretionary, administrative action. The development of this area shall be complete prior to the occupancy of Major 1.

C7. The Developer shall provide paver treatment at each of the three pedestrian crossings to Major 1 from the parking field south, of that building and at the four pedestrian crossings to Majors 2, 3 and 4, from the parking field east of those buildings to the satisfaction of the Planning/Building Division Manager and/or City Engineer. At a minimum this treatment shall be a color stamped concrete, or paver stones or a stamped/colored asphalt application. This requirement shall be included and noted on the improvement plans.

C8. The Developer shall ensure that this development meets all parking standards of the Mitchell Road Corridor Specific Plan and applicable sections of the Ceres Municipal Code. The parking lot areas shall be designed and constructed per the standards of Ceres Municipal Code Section 18.40 and shall comply with the applicable parking ratio, as established in the City of Ceres Municipal Code and/or Mitchell Road Corridor Specific Plan.

C9. Parking lot striping shall be of double line style. Parking lot markings, such as directional arrows and crosswalks, which vehicles drive over, shall be thermoplastic or equivalent.

C10. All development, signs, landscaping, walls and fences shall comply with the “visibility obstructions at public intersections” provisions in Chapter 12.26 of the City of Ceres Municipal Code.

C11. The site plan shall provide pedestrian connectivity between building entrances and the transit stop.

C12. The site plan shall ensure that the cart corrals are designed and placed in such a manner that they are at least 1' away from the adjacent parking stall striping. The cart corrals shall have some type of mechanism or asphalt berm to ensure that carts placed within the corral do not roll into drive aisles. The design and treatment shall be included on improvement plans and to the review and approval of the Planning/Building Division Manager or designee.

C13. The site plan shall provide for bicycle parking within the development. The type and location shall be reviewed and approved by the Planning/Building Division Manager and shall provide well-distributed parking opportunities serving the various buildings in the center.

C14. The site plan shall ensure that the drive-thru pharmacy for Major 1 is designed to accommodate vehicle stacking for a minimum of six (6) cars. This may be accomplished by providing dual stacking lanes. The improvement plan or construction drawings shall illustrate how this is being accomplished.

C15. City Engineer may, in the City Engineer’s sole discretion, within six (6) months of the final certificate of occupancy for Major 1, require extension of on-site median at the Mitchell Road main access driveway to preclude left turns to the north toward shops 4 if necessary to alleviate a safety issue.

C16. The Developer shall provide pedestrian scale lighting within the project site where appropriate. Parking lot lighting shall be consistent with Mitchell Road Corridor Specific Plan guidelines. The type, style and height of light shall be reviewed and approved by the Planning/Building Division Manager or designee.

C17. The Developer shall provide lighted bollards within the project. Lighted bollards shall be used adjacent to entrances of buildings to signify those locations. Lighted bollards shall be manufactured by Gardeco or equivalent, with the location, type and number to be approved by the Planning/Building Division Manager. Lighted bollards shall be included on the improvement plans or construction drawings for buildings within the project.

C18. Wall/fence requirements

- a. Wall height shall be as measured from the top of curb of the adjacent roadway to the top of the wall.
- b. The Developer shall construct a noise wall along Don Pedro Road as shown on the approved site plan. This wall will consist of a minimum 2' landscape berm with a minimum 8' masonry wall. The wall shall be of enhanced masonry and have decorative pillars every 16' with the pillars and walls having caps. The design of the wall, including elevation details, shall be included on the improvements plans and will be approved by the Planning/Building Division Manager or designee. The wall and landscaping shall be designed in such a manner so as to soften the height and mass of the wall.
- c. The Developer shall construct a noise wall that has an overall height of 8' along the west property line as shown on the approved site plan. Heading south from Don Pedro Road there shall be no wall for the first 15' from property line. From that point the wall shall be 8' in height and be enhanced masonry and have decorative pillars every 16' with both the pillars and walls having caps. This wall shall extend south and terminate perpendicular to the exit of the pharmacy drive-thru at Major 1.
- d. The Developer shall provide 6' high fence made of decorative wrought iron or the equivalent along the west property line that is 155' feet in length extending north from the property line adjacent to Service Road. The first 15' of this decorative wrought iron fence shall not exceed 3' in height. The Developer shall place decorative pillars every 16' along this fence. The design of this decorative wrought iron fence, including elevation details, shall be included on the improvement plans and will be approved by the Planning/Building Division Manager or designee.
- e. The Developer is permitted to secure the property, where other standards are not required, with wire mesh fencing. The design of this fencing shall be included on the improvement plans and will be approved by the Planning/Building Division Manager or designee.
- f. Trees placed in the landscape area adjacent to the wall on Don Pedro Road shall be 24" box minimum. Trees placed along the wall, fence and wrought iron fence along the west property line shall be 24" box minimum.
- g. The Developer shall fence or provide a barrier to the portion of Parcel 7 to be reserved for an adjacent roadway so that the area may not be accessed or used by any vehicles. The type, size and location of the fence/barrier are to be approved by the Planning/Building Division Manager or his designee.

C19. The site plan shall show fire lanes within the project in locations as approved by the Fire Marshal.

C20. Trash enclosures:

- a. The site plan shall provide for trash enclosures within the project that are composed of split face CMU or equivalent and these enclosure shall be painted to match building and an overall height of 6'.

- b. Trash enclosures that are within visible locations, such as parking lots, shall have a minimum 3' landscape area around three sides. This landscape area should include shrubs and climbing vines. The Developer shall record access easements to these trash enclosures or provide trash enclosures for each parcel.
- c. Trash enclosures shall meet or exceed the size requirements of the City of Ceres Water Efficient Guidelines.
- d. Trash enclosures shall be provided with a mechanism to prevent the run off of storm water, as approved by the City Engineer.
- e. Trash enclosure gates shall be equipped with self-locking gates and latches.
- f. Trash enclosure exterior walls shall be designed and built so that they are protected from painted graffiti, including but not limited to measures such as protective coatings or appropriate landscaping.

C21. All parking lot paving, drive and access aisles, and other hardscape for the entire site shall be installed in conjunction with Major 1 as set forth in the site plan dated March 15, 2010 and created by Greenberg Farrow.

Landscaping plan requirements:

C22. The Developer shall be required to landscape and irrigate the property as stipulated by the City of Ceres Water Efficient Guidelines and Standards. The Developer, prior to or in conjunction with building permit submittal, shall provide landscape and irrigation plans indicating the type, size and location of planted material, water usage calculations and irrigation plans. The Planning/Building Division Manager or his designee(s) will review and approve all landscape and irrigation plans. A Landscape Maintenance Agreement form shall be signed and executed prior to issuance of a building permit.

C23. The Developer shall provide at a minimum one tree for every eight parking spaces and these shall be distributed evenly within the parking lot.

C24. The Developer shall provide all of the landscaping, as identified in the landscape plan, with the development of Major 1. In the areas where future building pads are located, the Developer shall keep these areas in turf and maintain them as part of the landscape maintenance program. In lieu of turf, for building pad areas the Developer may suggest equivalent or alternative landscaping for review and approval by the Planning/Building Division Manager. The project's landscape plan shall be reviewed and approved prior to the issuance of building permits for Major 1.

C25. The Developer shall enhance the landscaping along Don Pedro Road between public right-of-way and the wall. This landscaping shall include 24" box trees, shrubs, turf and climbing vines on the wall. This areas' landscaping shall be designed to provide visual screening of Major 1.

C26. The Developer shall enhance the landscaping adjacent to all drive-thrus. This enhanced landscaping shall include some mounding or berms with landscaping on top to screen vehicles in the drive-thru. This detail shall be called out on the landscaping and irrigation plans when development applications for these parcels are submitted for Planning Commission review.

C27. The landscaping along the west end of Major 2, 3 & 4 shall be enhanced to provide a vegetative and visual screening to the rear of these buildings. The Developer shall design this area consistent with the materials outlined in the City of Ceres Water Efficient Guidelines and Standards, but trees planted in this location shall be 24" box. The enhanced landscape screening shall be consistent with what is provided along Don Pedro Road.

C28. The Developer shall ensure that the Sycamore trees along Mitchell Road and Service Road are preserved and incorporated into the landscape areas. The landscaping and improvement plans shall show how these trees are to be incorporated into the overall project landscaping and how they will be protected during construction phases of the project.

C29. The Developer shall record an irrevocable reciprocal access and parking easement across the property. The easements shall be recorded for all portions of the drive aisles and parking lot areas that are shown on the site plan. The Developer shall submit the irrevocable reciprocal access easement to the Planning/Building Division Manager for review and approval by the City Attorney prior to recordation of a final map.

C30. Grading

- a. A grading permit is required prior to commencement of any grading on the site. The Developer shall submit to the City of Ceres for review and approval, a grading plan prepared by a Registered Civil Engineer, and shall obtain a Grading Permit. The grading plan shall include all City General Grading Notes and Erosion Control Notes, and shall incorporate the recommendations of the approved Soils Report.
- b. The Developer shall submit, as a condition of the grading permit, a City of Ceres "Acknowledgment concerning employment of registered civil engineers and technical consultants" to the City Engineer.
- c. The grading permit shall not be issued until 100 percent Improvement Plan drawings are approved by the City Engineer.
- d. Per **MM 4.6.1**: the project shall comply with the recommendations of the Preliminary Geotechnical Engineering Analysis prepared by Consolidated Engineering Laboratories in June 2006 (see **Appendix 4.6-1** of the Mitchell Ranch Center EIR).
- e. Per **MM 4.7.3**: prior to issuance of a grading permit, a Phase II Environmental Site Assessment report shall be prepared to determine the extent and exact nature of any pesticide or chemical residues present on the project site. Soils samples shall be taken from throughout the site to test

pesticide contamination (chlorinated pesticides using EPA Test Method 8081 and 8082). If samples reveal concentrations of pesticide residue in excess of acceptable thresholds, actions shall be taken to remediate soil contamination to within ASTM International standards. Such actions could include excavation and disposal of contaminated soils from the site or bioremediation. A qualified Phase II Environmental Assessor shall be retained to develop and carry out a remediation plan, if necessary.

- f. Per MM 4.7.5c: prior to issuance of grading permits, any and all septic tanks on the project site shall be removed under permit from the Stanislaus County Department of Environmental Resources.
- g. Prior to issuance of grading permits, the Developer shall submit to the City of Ceres for review and approval, a detailed Soils Report certified by a Civil Engineer registered in the State of California and qualified to perform soils work. The report shall include a minimum of geotechnical investigation with regard to the requirements of the 2006 Edition of the International Building Code with the 2007 California Amendments. The soils report shall include a compaction testing schedule for on- and off-site roads, building pads, parking areas, sidewalks and trenches.
- h. The project soils engineer shall submit, prior to issuance of any grading or building permit, a wet-stamped letter to the City Engineer that identifies the project and certifies:
“As soils engineer of record for the project, I hereby certify that the rough grading has incorporated all requirements and recommendations contained in the approved soil report for the project completed by _____ and dated _____ and that all recommendations that I have made based on site inspections of the work and site testing during construction have also been incorporated into the rough grading work. I hereby certify that all requirements and recommendations of the Engineering Geologist for this project (if applicable) have been incorporated into the rough grading work. I hereby certify that the project site is adequate for its intended use.”
- i. Where soil or geologic conditions encountered in grading operations are different from that anticipated in the soil and/or geologic investigation report, or where such conditions warrant changes to the recommendations contained in the original soil investigation, a revised soil or geologic report shall be submitted for approval by the City Engineer. It shall be accompanied by an engineering and geological opinion as to the safety of the site from hazards of erosion, settlement, and seismic activity.
- j. If grading is to take place between October 01 and May 01, both temporary and permanent erosion control plans shall be submitted for review and approval along with the grading plan.
- k. Recordation of the Project Final Map shall be in effect prior to issuance of a grading permit.

C31. Storm Drain

- a. The Developer shall provide and submit to the City for review and approval an Operations and Maintenance (O&M) agreement that provides for, in perpetuity, the maintenance of the proposed storm drain system. The agreement shall require that any work on the storm drain, including maintenance, shall be completed under the responsible charge of a civil engineer registered in the State of California. The Developer shall specify the entity that will be legally responsible for the agreement and shall specify how the agreement will be transferred between entities for perpetuity.
- b. The Developer shall submit to the City of Ceres for review and approval, drainage plans and hydraulic calculations prepared by a registered civil engineer; shall enter into an agreement with the City of Ceres to complete the improvement and shall post sufficient surety guaranteeing the construction of the improvements. The drainage plans and calculations shall indicate the following conditions before and after development: Quantities of water, water flow rates, major water courses, drainage areas and patterns, diversions, collection systems, flood hazard areas, sumps and drainage courses. Hydrology shall be per current professional engineering standards.
- c. Storm drainage facilities shall be sized and located to accommodate the peak runoff flow rates according to the procedures and methodologies of the Stanislaus County Storm Drainage Design Manual and the City's Improvement Standards. Infiltration systems shall be designed to empty within 24 hours of the end of the 50 year storm.
- d. The project civil engineer shall certify that the storm drain system was designed and constructed in general accordance with the City approved plans and specifications and that the storm drain system, properly maintained, should perform as anticipated for its design life of no less than 50 years.
- e. In accordance with Chapter 13.18 of the Ceres Municipal Code and the Stormwater Best Management Practices Handbook, a Local Stormwater Pollution Prevention Plan or similar water pollution control plan as determined by the City Engineer, shall be developed and submitted to the City prior to receiving a construction grading or erosion control permit.
- f. All storm drain catch basins and drain inlets shall have a storm drain plaque installed with the City's approved "plaque" prior to acceptance by the City.
- g. The buried storm drain system shall be protected at all times. The project civil engineer shall schedule a construction sequence for the project and shall submit the sequence to the City for review and approval before a grading permit will be issued. The sequence of work shall provide for the protection of the storm drain system and shall include surface protection that reduces the potential for compaction or consolidation of the native earth material that is incorporated into the storm drain infiltration system.
- h. This site is subject to the National Pollutant Discharge Elimination System (NPDES) Program. The applicant shall submit a SWPPP to the City for approval which will include a WDID number prior to the issuance of the initial grading or building permit, the developer shall provide evidence that the site is covered by the Statewide General Permit to Discharge Storm

Water associated with construction activity. This requires confirmation that a Notice of Intent (NOI) and the applicable fee were sent to the State Water Resources Control Board. In addition, the grading plans need to state “All grading shall be in accordance with the Storm Water Pollution Prevention Plan prepared by the developer per the Notice of Intent on file with the State Water Resources Control Board”.

- i. Erosion Control Plans must conform to the requirements of Chapter 13.18 of the Ceres Municipal Code and the Stormwater Best Management Practices Handbook. A signed and notarized Stormwater Treatment Device Access and/or Maintenance Agreement must be submitted by the owner, and recorded by the City before the issuance of a grading permit.
- j. The applicant shall demonstrate for each building pad to the satisfaction of the City of Ceres as follows: Adequate protection from 100-year frequency storm; and feasible access during a 25-year frequency storm. A copy of the applicable FIRM map and hydrology and hydraulic calculations shall be submitted with the improvement plans per current City and Stanislaus County Water Agency Standards.

C32. On-site Water:

- a. The Developer shall provide an on-site non-potable water system for irrigation. The Developer shall develop a well site within the project area that is utilized only for purposes of landscape irrigation. This well and necessary piping shall not have connection to any system that provides domestic water.
- b. The Developer shall indicate in writing to the City of Ceres the disposition of any water well(s) and any other water that may exist within the site. Private wells shall not be used for potable water supply. If any wells are proposed to be abandoned, or if they are abandoned and have not been properly sealed, they must be destroyed per applicable codes and ordinances.
- c. Per **MM 4.7.5a**: The Developer shall obtain a permit from the City of Ceres Building Division for the destruction and closure of all wells on the project site in accordance with Chapter 13.05 of the City’s Municipal Code (unless retained for on-site irrigation). The Developer shall destroy all wells in accordance with the conditions of the permit and with the California Water Well Standards contained in Department of Water Resources Bulletins 74-81 and 74-90, prior to project construction.
- d. Stanislaus County Department of Environmental Resources requires that all existing on-site wells (unless retained for on-site irrigation) and/or septic tanks shall be destroyed under permit from DER and in accordance with all laws and policies (Stanislaus County and California State Model Well Standards).
- e. The Developer shall ensure that each point of connection for potable water is looped to the satisfaction of the Public Works Director or designee.
- f. All buildings on the project site shall be equipped with sensor-activated restroom lavatories to reduce water usage.

- g. The Developer shall provide the City of Ceres with a right of entry to drill a test well within the project site northwest of proposed Shops 3, as depicted in the site plan dated March 15, 2010 and created by Greenberg Farrow. If it is determined by the test well results that water quality and quantity that this site can be developed into a municipal well then the Developer shall dedicate the necessary land area within the remainder area to the northwest of the Potential Future Street, as depicted in the site plan dated March 15, 2010 and created by Greenberg Farrow, for the development of this well to the City of Ceres.
- h. The Developer shall provide approved backflow device and meter for every water connection point at the street. Backflow devices shall have a certified backflow test and inspection at the point of connection.
- i. The Developer shall install on-site fire hydrants of the type and location to be approved by the Fire Marshal. The Fire Marshal shall also review and approve the location of the Fire Department Connection. Fire Hydrants shall be located within 50' of the Fire Department Connection and as approved by the Fire Marshal.
- j. Turlock Irrigation District indicates that an irrigation pipeline belong to Improvement District 454, the Cooper, runs from east to west at the approximate midpoint of the project. Since all downstream parcels have abandoned out of the improvement district this line shall be removed and plugged per District standards and to the satisfaction of the City Engineer. TID easements and remaining irrigation facilities found during construction must be removed.
- k. The Developer must submit three sets of food facility construction plans to the Department of Environmental Resources for review and approval for compliance with California Code (Section 114380) for any food facilities within the project.

C33. Lighting: The project lighting plan and photometric diagram, and all subsequent lighting installation, shall maintain light spillage at the project's property lines to a level of no more than 2.0 foot-candles, as measured at adjacent property lines along Don Pedro Road.

C34. Potential human remains or fossils:

- a. Prior to any construction activity, the Developer shall inform all contractors of the possibility that human remains may be found on the site during construction activities. If, during the course of implementing the project, human remains are discovered, work shall be halted immediately within 50 feet of the discovery, the City of Ceres Planning Division and the County Coroner shall be notified. If the remains are determined to be of Native American origin, the coroner will notify and provide for consultation with the Native American Heritage Commission for recommended procedures regarding the human remains.

b. In accordance with **MM 4.4.1a** of the Mitchell Ranch Center EIR, if, during the course of implementing the project, cultural resources (i.e., prehistoric sites, historic sites, and isolated artifacts) are discovered work shall be halted immediately within 50 feet of the discovery, the City of Ceres Planning Division shall be notified, and a professional archaeologist that meets the Secretary of the Interior's Standards and Guidelines for Professional Qualifications in archaeology and/or history shall be retained to determine the significance of the discovery.

The City shall consider mitigation recommendations presented by a professional archaeologist that meets the Secretary of the Interior's Standards and Guidelines for Professional Qualifications in archaeology and/or history for any unanticipated discoveries. Such measures may include avoidance, preservation in place, excavation, documentation, curation, data recovery, or other appropriate measures. The project proponent shall be required to implement any mitigation necessary for the protection of cultural resources.

c. In accordance with **MM 4.4.2** of the Mitchell Ranch Center EIR, if, during the course of implementing the project, any paleontological resources (fossils) are discovered, work shall be halted immediately within 50 feet of the discovery, and the City of Ceres Planning Division shall be immediately notified. At that time, the City will coordinate any necessary investigation of the discovery with a qualified paleontologist. The City shall consider the mitigation recommendations of the qualified paleontologist for any unanticipated discoveries of paleontological resources. Such measures may include avoidance, preservation in place, excavation, documentation, curation, data recovery, or other appropriate measures. The project proponent shall be required to implement any mitigation necessary for the protection of paleontological resources.

C35. In accordance with **MM 4.3.1**: if construction activities occur during the nesting seasons for raptors and migratory birds (typically March 1 through August 31), the Developer shall retain a qualified biologist to conduct a focused survey for active nests of raptors and migratory birds within and in the vicinity of the construction area (no less than 500 feet outside project boundaries) no more than 30 days prior to ground disturbance or tree removal. If active nests are located during preconstruction surveys, USFWS and/or CDFG shall be notified regarding the status of the nests. Furthermore, construction activities shall be restricted as necessary to avoid disturbance of the nest until it is abandoned or a qualified biologist deems disturbance potential to be minimal (in consultation with USFWS and/or CDFG). Restrictions may include establishment of exclusion zones (no ingress of personnel or equipment at a minimum radius of 500 feet around the nest for Swainson's hawk, 100 feet around the nest for other raptors, and 50 feet around the nest for other migratory birds) or alteration of the construction schedule. No action is necessary if construction will occur during the non-breeding season (September 1 through February 28).

OFF-SITE CONDITIONS

C36. Dedication Requirements

- a. The Developer shall submit Offers of Dedication to the City of Ceres (City) for the property required to develop the ultimate right of way for that portion of Service Road that abuts the south side of the property. The dedication shall begin at the west corner of the property (along the west property line) and shall extend to the east (parallel to the recorded right-of-way centerline) to the west edge of the Mitchell Road right-of-way. The Offer of Dedication shall include required property that is located on land identified by APN 053-013-016, APN 053-013-017, APN 053-013-018 and APN 053-013-019, each located along the south side of the site. The land to be dedicated shall be the same width as the area shown on proposed Parcel 4 (APN 053-013-019).
- b. The Developer shall submit an irrevocable Offer of Dedication to the City for the property required for construction of a 150 foot future acceleration/deceleration lane along Service Road that serves the access driveway to the proposed Parcel 7. The lane shall be constructed in the future as a requirement from Caltrans to keep the driveway open to right in/right out traffic when the new off-ramp from highway 99 is constructed opposite this driveway.
- c. The Developer shall submit an Offer of Dedication to the City of Ceres (City) for the property required to develop the ultimate right of way for that portion of Mitchell Road that abuts the east side of the property (APN 053-013-019). The dedication shall begin at the northeast corner of the property and extend south along Mitchell Road to provide right-of-way for a future bus turnout just south of Don Pedro Road.
- d. The Developer shall submit an irrevocable Offer of Dedication to the City for the property required for the ultimate right of way for that portion of roadway depicted as "Potential Future Roadway" which is located within the project site.
- e. The portion of Parcel 7 to be reserved as "Potential Future Roadway," as depicted in the site plan dated March 15, 2010 and created by Greenberg Farrow, shall be disked or treated in such a manner as to minimize or eliminate the potential for fire. The Developer shall submit a maintenance plan which shall be reviewed and approved by the Planning/Building Division Manager prior to the issuance of the first building permit.

C37. The Developer shall, prior to recordation of a final map or issuance of any permit, either form an Area of Benefit pursuant to City Council Resolution 2008-175, which approved an Improvement Agreement with the Ceres Gateway Center, or shall provide the project's share of the improvement costs noted below, or construction of the improvement shall be guaranteed. This agreement listed the Mitchell Ranch Center site as responsible for a portion of the cost of improvements proposed to be constructed by the Ceres Gateway Center. The agreement allowed establishment of

an Area of Benefit to collect reimbursement from projects benefiting from these improvements. Areas of required reimbursement from the Mitchell Ranch Center to the Ceres Gateway Center include:

- Signal Relocation – Intersection of Mitchell Road and Service Road (Ref: Agreement Attachment C1b, Figure 3)
- Utility Pole Undergrounding – Intersection of Mitchell Road and Service Road (Ref: Agreement Attachment C1c, Figure 4)
- Mitchell Road and Rhode Road Right-of-Way Improvements (Ref: Agreement Attachment C3, Figure 6)
Although there is no requirement to reimburse this improvement, the formulas may be used to provide reimbursement to the Mitchell Ranch Center if this project builds the improvement before it is built by the Ceres Gateway Center and if an Area of Benefit is established.
- Mitchell Road Traffic Signals at Highway 99 (Ref: Agreement Attachment C4, Figure 3)
The formulas may be used to provide reimbursement to the Mitchell Ranch Center if this project builds the improvement before it is built by the Ceres Gateway Center and if an Area of Benefit is established.

C38. General

- a. Complete project plans and specifications for all proposed development, including any necessary dedications and easements, shall be submitted to the City Engineer for review and approval. These project plans and specifications shall be prepared by an experienced and qualified engineer licensed to practice in the State of California in the appropriate discipline for the plans submitted.
- b. Per **MM 4.13.3**: in conjunction with and as a part of improvement plans, the Developer shall provide a construction management plan. The plan shall include at least the following items:
 - i. Development of a construction truck route that would appear on all construction plans to limit truck and auto traffic on nearby residential streets.
 - ii. Comprehensive traffic control measures, including scheduling of major truck trips and deliveries to avoid peak hour traffic hours, detour signs if required, land closure procedures, sidewalk closure procedures, cones for drivers, and designated construction access routes.
 - iii. Notification procedures for adjacent property owners and public safety personnel regarding when major deliveries, detours, and lane closures would occur.
 - iv. Location of construction staging areas for materials, equipment, and vehicles.
 - v. Identification of haul routes for movement of construction vehicles that would minimize impacts on vehicular and pedestrian traffic, circulation and safety, and provision for monitoring surface streets used for haul

routes so that any damage and debris attributable to the haul trucks can be identified and corrected by the project applicant.

- vi. A process for responding to, and tracking, complaints pertaining to construction activity, including identification of an on-site complaint manager.
- vii. The developer shall keep adjoining public streets free and clean of project dirt, mud, materials, and debris during the construction period, as is found necessary by the City Engineer.
- viii. Construction air quality requirements include the requirements of Mitigation Measures 4.2.2a, 2b, 2c, 2d, and 2e.
- ix. If any hazardous waste is encountered during the construction of this project, all work shall be immediately stopped and the Stanislaus County Environmental Health Department, the Fire Department, the Police Department, and the City Inspector shall be notified immediately. Work shall not proceed until clearance has been issued by all of these agencies.

C39. The Developer shall enter into a Subdivision Improvement Agreement and shall post sufficient surety acceptable to the City Engineer, guaranteeing completion and performance of all improvements which revert to the City (i.e., landscaping, right of way improvements, etc.). Approval of improvement plans is required concurrent with approval of the Final Subdivision Map and prior to issuance of a grading permit. All costs shall be based upon cost estimates provided by the Developer and approved by the City Engineer.

C40 Street Improvements:

- a. General
 - i. All public improvements shall be pursuant to approved improvement plans. Completion of improvements in this section is required prior to issuance of the first final certificate of occupancy except as otherwise noted.
 - ii. All street frontages shall include sidewalks in conformance with the approved plans.
 - iii. For any frontages where adequate street lighting does not now exist, light standards and luminaires of the design, spacing, and locations required by the City Engineer shall be included with street improvements.
 - iv. The Developer shall provide Opticom light devices on all traffic signals and in all directions.
 - v. For any portion of any median for which the City Engineer accepts a painted median island as an initial improvement, the Developer shall provide a performance bond or other acceptable guarantee for construction of the ultimate landscaped, raised median island.
 - vi. Prior to acceptance of public improvements and bond exoneration, the Developer shall provide sufficient surety guaranteeing the public improvements for a period of one year, and if substantial changes in the size, alignment, grades, etc. during construction have occurred, original

"as-built" plans on the standard size sheets shall be certified by the Project Civil Engineer and returned to the City Engineer's office.

b. Service Road:

- i. The Developer shall improve Service Road from the existing north edge of the pavement to the property line along that portion of Service Road that abuts the proposed Parcels 4, 5 and 7. Service Road improvements shall include bicycle lanes and a second eastbound left-turn lane on Service Road to Mitchell Road, make signal modifications to provide protected east-west left-turn phasing, and payment for the City to evaluate the traffic signal timing six months subsequent to the issuance of the final certificate of occupancy of Walmart (Major 1) to ensure optimal traffic flows through the intersection based on current conditions. This improvement may also require relocation of the existing traffic signal mast arms.
- ii. The Developer shall guarantee future construction of a 150 foot acceleration/deceleration lane along Service Road that serves the access driveway to the proposed Parcel 7. The lane shall be constructed in the future as a requirement from Caltrans to keep the driveway open to right in/right out traffic when the new off-ramp from highway 99 is constructed opposite this driveway.
- iii. The Developer shall fund future construction of a raised median for Service Rd., to be installed at City Engineer's discretion. The Service Road frontage is designed to provide for initial access control to the two site driveways using painted medians. This initial access allows left turns out from the western driveway, and left turns into the eastern driveway. The Developer shall provide the cost of an interim raised median that would allow initial access to be retained if a raised median is determined necessary, as well as the cost of the ultimate raised, landscaped median that would eliminate all left turn access to or from the site and Service Road. In the event that the City Engineer, in his sole discretion, determines that, for operational or safety reasons a raised landscaped median is required to provide this control, the Developer shall construct such median and receive refund of their posted guarantee.
- iv. Per **MM 4.13.4c:** all driveways shall be restricted to right-in/right-out operations upon the installation of a full raised, landscaped median on Service Road. At such time as the interchange improvements are installed, the right-out access from the western most driveway may be removed and the acceleration/deceleration lane modified accordingly. When this occurs, the westerly driveway will become right-in only. Mitigation shall occur at the City Engineer's discretion at such time as the interchange is constructed.
- v. The eastern Service Road driveway is designed to initially provide for right-in-right-out-left-in access. This access may be modified or reduced at the sole discretion of the City Engineer and installation of

modifications to accomplish this access limitation shall be the responsibility of the development. When those modifications are complete, this driveway will be restricted to a right-in/right-out only.

c. Mitchell Road:

- i. The Developer shall improve that portion of Mitchell Road abutting the project site, including half street improvements along that portion of Mitchell Road that abuts the proposed Parcel 1, Parcel 2, Parcel 3 and Parcel 4
- ii. The Developer will provide a raised median along Mitchell Road. The median shall begin at Service Road and continue north to Don Pedro Road, with an opening for the main driveway to Parcel 1. If the City Engineer accepts a painted median island as an initial improvement, the applicant shall provide a performance bond or other acceptable guarantee for construction of the ultimate landscaped, raised median island for the full Mitchell frontage of the project.
- iii. Mitchell Road improvements shall include dual northbound left-turn lanes from Mitchell Road into the project site; the lanes shall provide a storage length of 250 feet. A concrete median shall be provided for the length of the turn lanes between opposing traffic. The 8" concrete median shall be provided for the turn pockets and have a type 'K' delineator designed and built in conformance with the requirements of the area Specific Plan and Caltrans details and specifications, and to the specifications of the Engineering Division.
- iv. Improvements shall also include a southbound U-turn lane from Mitchell Road opposite this entrance. A concrete median shall be provided for the length of the turn lane between opposing traffic. The 8" concrete median shall be provided for the turn pocket and have a type 'K' delineator designed and built in conformance with the requirements of the area Specific Plan and Caltrans details and specifications, and to the specifications of the Engineering Division.
- v. The Developer shall install a traffic signal at the intersection of Mitchell Road and the main project entrance. The Developer shall interconnect this signal with the existing signal at the Service Road / Mitchell Road intersection to provide coordinated traffic signal operations.
- vi. The Developer shall dedicate and construct a standard metro bus stop/enclosure on Mitchell Road south of Don Pedro Road. The bus stop shall include shelter and seating area, with the type and location to be approved by the City Engineer or designee. The bus stop shall be developed prior to the issuance of a final certificate of occupancy for Major 1.
- vii. The Developer shall extend the northbound left-turn lane approach to Service Road to provide at least 325 feet of vehicle storage.

d. Rhode Road: In accordance with MM 4.13.2f: if the work has not already been completed by another project, the Developer shall install a traffic

signal and realign Rhode Road as required. The Developer shall interconnect this signal with the existing signal at the Service Road / Mitchell Road intersection to provide coordinated traffic signal operations. The Developer may be entitled to reimbursement via a reimbursement agreement in a method approved by the City Engineer for improvements to the re-aligned Rhode Road. The signals shall be installed and coordinated prior to issuance of the final certificate of occupancy for Major 1. If the work has already been completed by another project, the Developer shall reimburse the City its pro-rata share of the improvement.

- e. El Camino Avenue: in accordance with MM 4.13.2d: The project applicant shall widen and restripe the southbound approach to provide separate left- and right-turn lanes for vehicles turning from El Camino Avenue onto Service Road and widen and restripe Service Road to provide a westbound right-turn lane onto El Camino Avenue. The southbound left-turn pocket should accommodate one vehicle (approximately 25 feet).
- f. Moffett Road: Moffett Road: In accordance with **MM 4.13.2c** of the Mitchell Ranch Center EIR: The project Developer shall widen the southbound approach of Moffett Road to the Service Road intersection to allow striping of a left turn lane and a 25 foot long shared right turn and through lane, in accordance with existing improvement plans already approved by the City, which were approved and signed by the City on January 22, 2009.
- g. Don Pedro Road:
 - i. The Developer shall improve and restripe that portion of Don Pedro Road abutting the project site. Unless the Developer can demonstrate that the existing pavement/roadway cross-section on Don Pedro Road abutting the project site achieves a traffic index of 8.5 then such improvements shall include reconstruction of the pavement section for the full width of the street.
 - ii. The Don Pedro Road frontage of the project shall be signed and marked to prohibit parking.
 - iii. In accordance with MM 4.13.1 of the Mitchell Ranch Center EIR: The project Developer shall fund the preparation of a traffic calming plan, and construct improvements identified by that plan, for Don Pedro Road between Mitchell Road and El Camino Avenue. This plan shall be developed in consultation with City staff and local residents to limit traffic on Don Pedro Road to 2,500 vpd between Mitchell Road and the westernmost project driveway, and to limit traffic to 1,500 vpd west of the westernmost project driveway. The plan shall include features such as the installation of curb extensions, speed humps, speed feedback signs, lighted crosswalks, and other devices that have proven effectiveness. A minimum of one neighborhood meeting shall be held with affected neighbors and the Plan shall be approved by the Public

Works Director/City Engineer, Fire Chief, and Police Chief prior to the issuance of a certificate of occupancy for Major 1.

- iv. In accordance with MM 4.13.2b of the Mitchell Ranch Center EIR: The project Developer shall install a traffic signal at the intersection of Don Pedro Road and Mitchell Road. The signal shall include pedestrian signals and actuation. The signal shall be interconnected and coordinated with the proposed signal at the Mitchell Road entry to the project and to the City's Mitchell Road traffic signal interconnect system to minimize vehicle queue spill back through the area.
- v. Intersection improvements shall include grading, paving, striping, and detection loop installation on the east side of the intersection at the Developer's cost, to the extent that an easement for those improvements is provided by the subject property owner. Developer shall make a good faith effort to obtain the necessary easement, but shall not be required to agree to unrelated, or unreasonable conditions. If no easement has been provided within six (6) months of approval, then the easement will not have been provided pursuant to this condition.

h. Central Avenue/Service Road intersection: In accordance with **MM 4.13.7a**: the Developer shall contribute its fair share toward the construction of improvements that would result in acceptable intersection operations, including construction of a third eastbound and a third westbound through lane (on Service Road), construction of a southbound right-turn-only lane on Central Avenue, and construction of a second westbound left-turn lane on Service Road and associated receiving lanes. The transition from three lanes to two lanes should begin 300 feet from the centerline of the Service Road/Central Avenue intersection and the lane drop should occur over 600 feet.

i. Whitmore Avenue/Mitchell Road intersection: In accordance with **MM 4.13.2a**: the Developer shall modify Mitchell Road on the northbound approach to East Whitmore Avenue to provide a second left-turn lane, in conjunction with signal timing modifications. This improvement can be constructed within the existing right-of-way. Work shall include restriping of lanes on Mitchell Road north of Whitmore Avenue so that the lanes are aligned across the intersection.

j. Lucas Road: In accordance with **MM 4.13.7b**: the Developer shall pay its pro-rata share of the future SR 99/Mitchell Road/Service Road improvements

k. North-bound State Route (SR) 99 on/off ramps: in accordance with MM 4.13.2g of the Mitchell Ranch Center EIR, within 120 days of receiving final approval of the development by the City of Ceres, the Developer shall submit improvement plans to the City and CalTrans to accomplish the following: eliminates westbound left-turn movement for non-emergency vehicles, eliminates the stop-control for the northbound movement, and modifies

striping.

If CalTrans approves plans implementing MM 4.13.2g, then the Developer must construct the improvements by the later of the first certificate of occupancy or 18 months from CalTrans approval. If CalTrans approval has not been obtained prior to a request for the first certificate of occupancy, then the developer shall provide a guarantee sufficient to construct the improvements as specified in MM 4.13.2g. If CalTrans approval has been obtained, but is not timely to allow improvements to be completed prior to the first certificate of occupancy, then prior to the first certificate of occupancy, the City will require a guarantee sufficient to complete the improvements as approved by CalTrans.

1. South-bound SR 99 on/off ramps: in accordance with MM 4.13.2h of the Mitchell Ranch Center EIR, within 120 days of receiving final approval of the development by the City of Ceres, the Developer shall submit improvement plans to the City and CalTrans to accomplish the following: install a traffic signal, modify southbound Mitchell Road to provide a second left-turn lane within the existing right-of-way, modify the on-ramp to provide two receiving lanes, and modify striping.

If CalTrans approves plans implementing MM 4.13.2g, then the Developer must construct the improvements by the later of the first certificate of occupancy or 18 months from CalTrans approval. If CalTrans approval has not been obtained prior to a request for the first certificate of occupancy, then the developer shall provide a guarantee sufficient to construct the improvements as specified in MM 4.13.2h. If CalTrans approval has been obtained but is not timely to allow improvements to be completed prior to the first certificate of occupancy, then prior to the first certificate of occupancy, the City will require a guarantee sufficient to complete the improvements as approved by CalTrans.

C41. Water Improvements

- a. The Developer shall install off-site fire hydrants of the type and location to be approved by the Fire Marshal.
- b. Mitchell Road improvements shall include construction of a 16" water transmission main from Service Road to Don Pedro Road, including connections to the existing water system only at those two intersections.

C42. Storm Drainage Requirements – On-site and Off-site

- a. Prior to approval of improvement plans, the Developer shall provide a list of City-approved best management practices (BMPs) to be implemented on the site during operation of the proposed project that will protect receiving waters from urban contaminants in runoff. The BMPs shall be consistent with RWQCB guidelines and shall be obtained from the California Stormwater Quality Association's Stormwater Best Management Practice

(BMP) Handbooks. At least 85 to 90 percent of annual average storm water runoff from the site shall be treated per the standards in the 2003 California Stormwater Best Management Practices Handbooks. BMP's may include:

- Route drainage from paved surfaces either through swales, buffer strips, or sand filters or treat with a filtering system prior to discharge to the storm drain system.
- Use permeable pavement in parking areas and other low traffic areas.
- Direct downspouts to infiltration trenches.
- Provide stenciling or labeling of all storm drain inlets within and adjacent to the project site with prohibitive language such as "NO DUMPING".
- Cover loading dock areas, or design drainage to preclude urban run-on and runoff.
- Prohibit direct connections into storm drains from depressed loading docks. These areas should drain into water quality inlets, an engineered infiltration system, or an equally effective alternative.
- Design trash container areas so that drainage from adjoining roofs and pavement is diverted around the areas to avoid run-on. This might include berming or grading the waste storage areas to prevent run-on of stormwater.
- Use lined bins or dumpsters to reduce leaking of liquid waste .
- Provide roofs, awnings, or attached lids on all trash containers to minimize direct precipitation and prevent rainfall from entering containers.
- Pave trash storage areas with an impervious surface to mitigate spills.
- Do not locate storm drains in immediate vicinity of the trash storage areas.
- Post signs on all dumpsters informing users that hazardous material are not to be disposed of therein.

- b. The Developer shall provide and submit to the City for review and approval, an Operations and Maintenance (O&M) agreement that provides for, in perpetuity, the maintenance of the proposed storm drain system. The agreement shall require that any work on the storm drain, including maintenance, shall be completed under the responsible charge of a civil engineer registered in the State of California. The Developer shall specify the entity that will be legally responsible for the agreement and shall specify how the agreement will be transferred between entities for perpetuity.
- c. The Developer shall submit to the City of Ceres for review and approval, drainage plans and hydraulic calculations prepared by a registered civil engineer; shall enter into an agreement with the City of Ceres to complete the improvement and shall post sufficient surety guaranteeing the construction of the improvements. The drainage plans and calculations shall indicate the following conditions before and after development: Quantities of water, water flow rates, major water courses, drainage areas and patterns, diversions, collection systems, flood hazard areas, sumps and drainage courses. Hydrology shall be per current professional engineering standards.

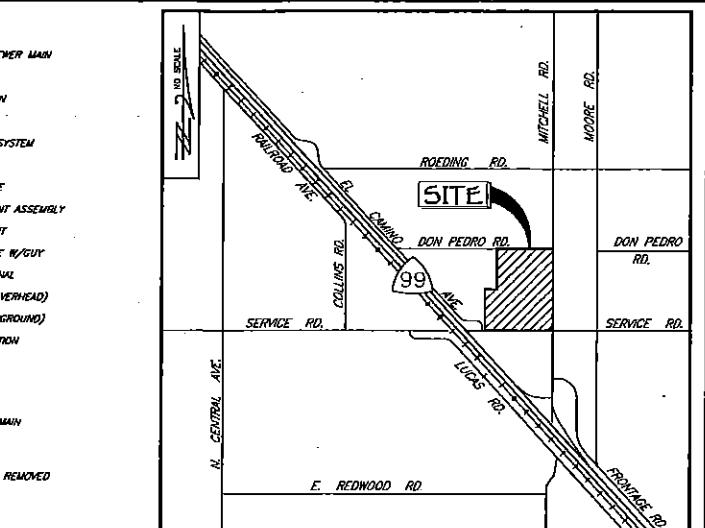
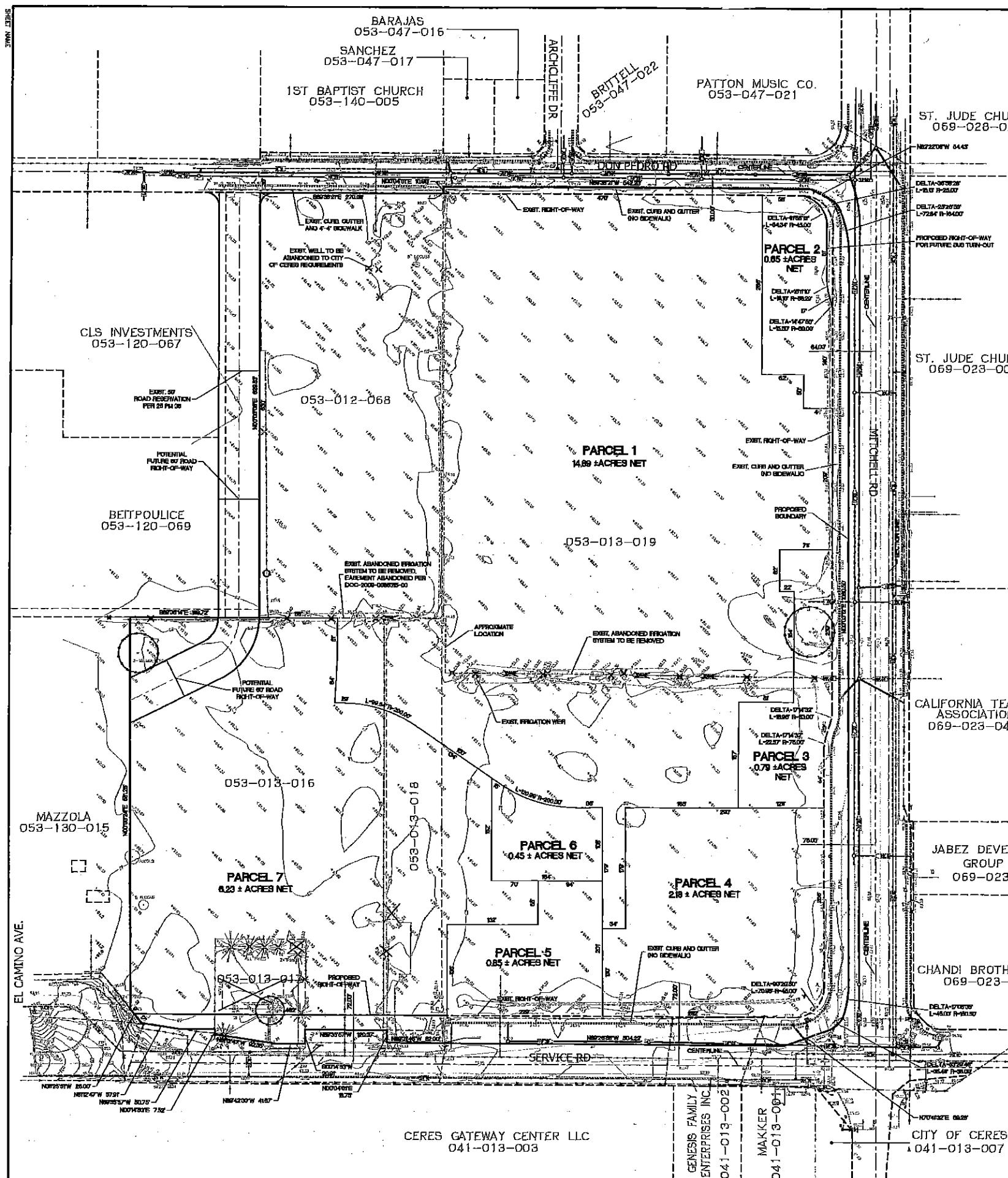
- d. Storm drainage facilities shall be sized and located to accommodate the peak runoff flow rates according to the procedures and methodologies of the Stanislaus County Storm Drainage Design Manual and the City's Improvement Standards. Infiltration systems shall be designed to empty within 24 hours of the end of the 50 year storm.
- e. The project civil engineer shall certify that the storm drain system was designed and constructed in general accordance with the City approved plans and specifications and that the storm drain system, properly maintained, should perform as anticipated for its design life of no less than 50 years.
- f. In accordance with Chapter 13.18 of the Ceres Municipal Code and the Stormwater Best Management Practices Handbook, a Local Stormwater Pollution Prevention Plan or similar water pollution control plan as determined by the City Engineer, shall be developed and submitted to the City prior to receiving a construction grading or erosion control permit.
- g. All storm drain catch basins and drain inlets shall have a storm drain plaque installed with the City's approved "plaque" prior to acceptance by the City.
- h. The buried storm drain system shall be protected at all times. The project civil engineer shall schedule a construction sequence for the project and shall submit the sequence to the City for review and approval before a grading permit will be issued. The sequence of work shall provide for the protection of the storm drain system and shall include surface protection that reduces the potential for compaction or consolidation of the native earth material that is incorporated into the storm drain infiltration system.
- i. The Developer shall remove the TID irrigation line that currently serves this project area and is currently located within the limits of Mitchell Road, at the applicant's cost. The final method of removal or abandonment of the irrigation pipeline shall be at the discretion of the City Engineer, based upon topography provided by the applicant's engineer.

C43. Any existing overhead electrical/utility lines on Service Road or Mitchell Road, on the frontage of the Project, shall be placed underground with the development of this project. In addition, this project is responsible for one half of the cost of undergrounding existing overhead electric/utility lines opposite the frontage of the project on the south side of Service Road and on the east side of Mitchell Road. The Developer may fund one half the cost of undergrounding these overhead utility lines, or the Developer may enter into a deferred improvement agreement to delay undergrounding or delay funding to a point in the future, at the discretion of the City Engineer. This condition is supplemental to the intersection undergrounding requirement in Vesting Tentative Map Condition C37.

D. REQUIREMENTS REQUIRED TO BE COMPLETE PRIOR TO ISSUANCE OF FIRST FINAL OCCUPANCY PERMIT

- D1. All required site improvement shall be completed
- D2. The following street improvements shall be completed and accepted:
 - a. Service Road frontage including traffic signal modifications at Mitchell Road.
 - b. Mitchell Road frontage including installation of traffic signal at main project entry.
 - c. Don Pedro Road frontage including installation of traffic signal at Mitchell Road.
 - d. Fund Don Pedro Road traffic calming study and hold at least one neighborhood meeting. Construction of the improvement shall occur within 6 months of occupancy.
 - e. Rhode Road realignment including installation of traffic signal at Mitchell Road.
 - f. El Camino Avenue widen and restripe at the intersection of Service Road.
 - g. Moffett Road: widen and stripe southbound approach at Service Road.
 - h. Whitmore Avenue/Mitchell Road intersection: modify northbound and southbound approach and signal timing modification.
- D3. If improvement plans for SR 99 North and South-bound on/off ramps have been approved by Caltrans, said improvements shall be complete or secured. If improvement plans have not been approved, then improvements consistent with the plans shall be secured.
- D4. Provide security for future potential modifications of Service Road access.
- D5. All required easements shall be recorded and in effect.
- D6. The on-site storm drainage system shall be complete and accepted.

EXHIBIT B

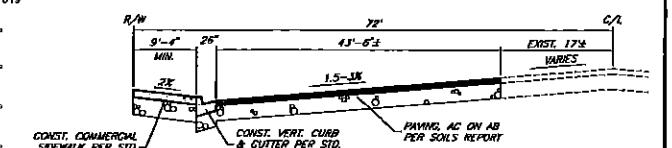


VICINITY MAP
NO SCALE

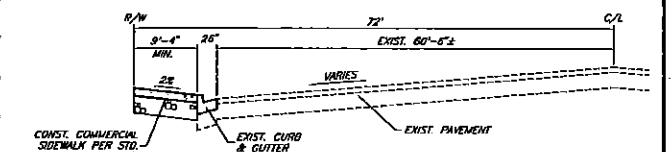
VESTING TENTATIVE SUBDIVISION MAP MITCHELL RANCH

CITY OF CERES, STANISLAUS COUNTY, CALIFORNIA
AUGUST 23, 2010

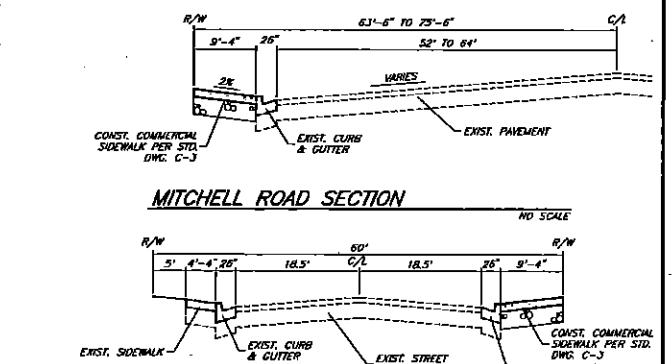
SCALE: 1"-60'



SERVICE ROAD SECTION #2 AT PROPOSED IMPROVEMENTS
NO SCALE



SERVICE ROAD SECTION #1 AT EXISTING IMPROVEMENTS
NO SCALE



MITCHELL ROAD SECTION
NO SCALE



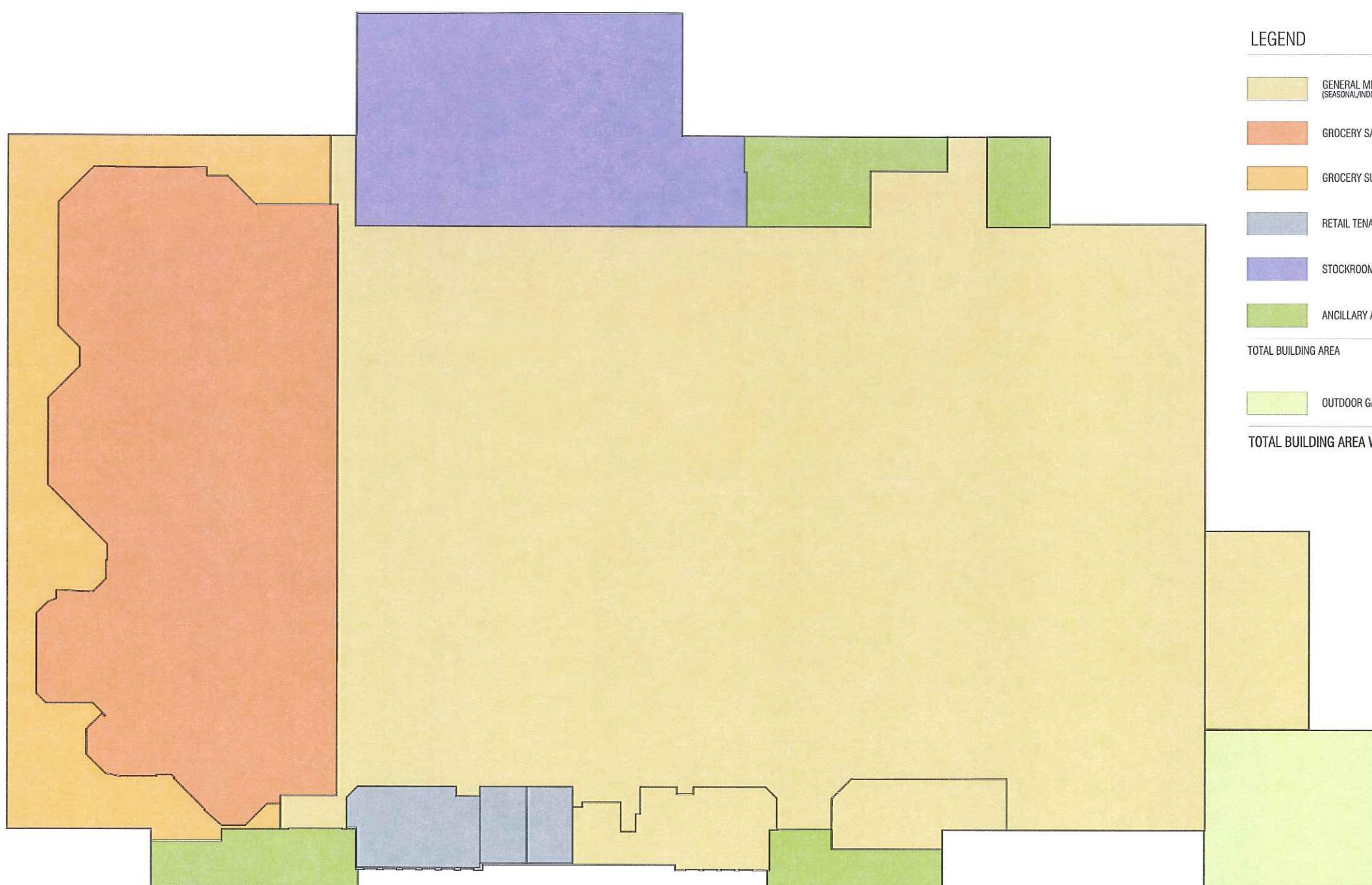
DON PEDRO ROAD SECTION
NO SCALE

NOTES:

1. ALL WELLS AND SEPTIC SYSTEMS TO BE ABANDONED PER CITY OF CERES REQUIREMENTS.
2. ALL BUILDINGS AND STRUCTURES ARE TO BE REMOVED.
3. THE TOPOGRAPHIC INFORMATION AND TREES SHOWN ON THIS PLAN WERE PROVIDED BY OTHERS AND IS SUBJECT TO VERIFICATION.

BAKER-WILLIAMS ENGINEERING GROUP
Engineering / Surveying / Land Planning / Entitlement Processing / GPS Services
6020 Rudland Drive, Suite 19 - Carmichael CA 95669
(916) 331-4330 - fax (916) 331-4430 - office@bwengines.com

JOB # 10-07-032

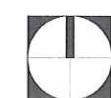


LEGEND

GENERAL MERCHANDISE SALES AREA (SEASONAL/INDOOR GARDEN SALES AREA 4,230 SQ FT INCLUDED ABOVE)	112,927 SQ FT
GROCERY SALES AREA	33,880 SQ FT
GROCERY SUPPORT AREA	12,244 SQ FT
RETAIL TENANT AREA	3,482 SQ FT
STOCKROOM/RECEIVING AREA	15,257 SQ FT
ANCILLARY AREA	7,878 SQ FT
TOTAL BUILDING AREA	185,668 SQ FT
OUTDOOR GARDEN CENTER AREA	5,762 SQ FT
TOTAL BUILDING AREA WITH OUTDOOR GARDEN CENTER AREA	191,430 SQ FT

FLOOR PLAN

SCALE: 1"=20'-0"



GreenbergFarrow

1920 Main Street, Suite 1150
Irvine, CA 92614
t: 949 296 0450 f: 949 296 0479

MITCHELL RANCH

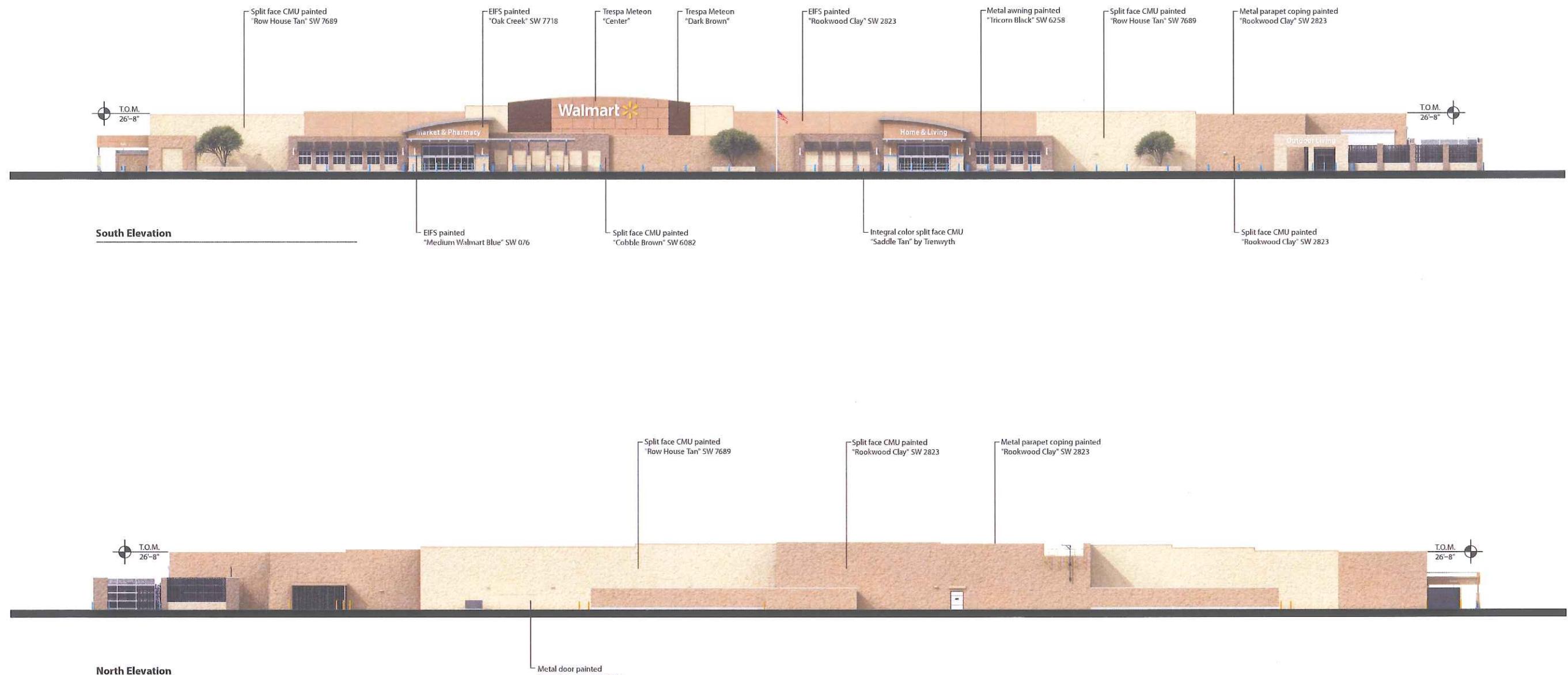
CERES, CALIFORNIA

N.W.C. MITCHELL ROAD & SERVICE ROAD
BUILDING SQUARE FOOTAGE BREAKDOWN

Walmart

20090031.0

12/15/2009



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architecture

September 07, 2010

Ceres, CA #1983 - New Store



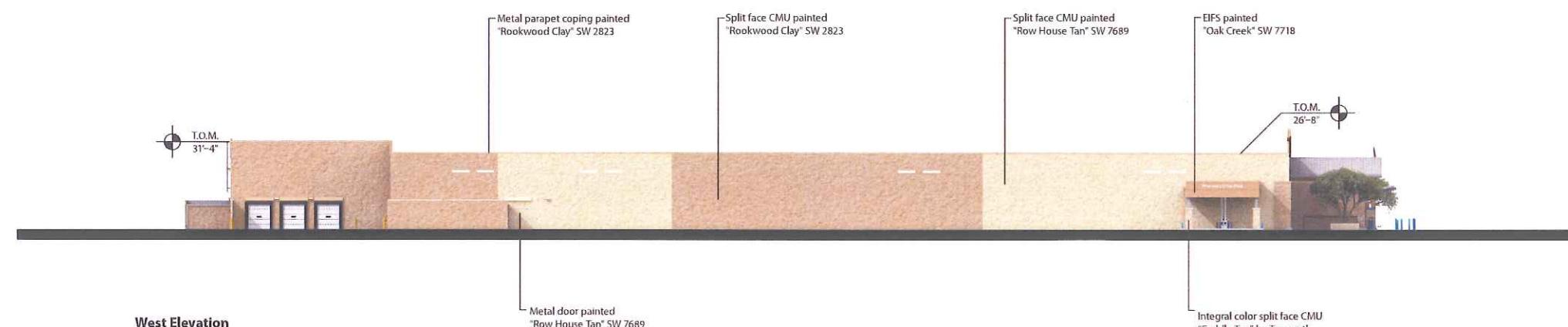
Elevations

5

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East Elevation



West Elevation



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September 07, 2010

Ceres, CA #1983 - New Store

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Elevations

6





Sign	Qty.	Type	Color	Height	Illumination	Area (S.F.)	Total S.F.
Walmart	1	Identity	White/Yellow	5'-6 1/8"-0"	Internal	298.00	298.00
Market & Pharmacy	1	Directional	White	2'-6"	Uplighting	102.74	102.74
Home & Living	1	Directional	White	2'-6"	Uplighting	72.59	72.59
Outdoor Living	1	Directional	White	2'-6"	N/A	77.31	77.31
Pharmacy Drive-Thru	1	Additional	White	1'-6"	N/A	39.99	39.99
Enter	1	Traffic	White	1'-0"	N/A	3.18	3.18
Exit	1	Traffic	White	1'-0"	N/A	2.25	2.25
Total Building Signage							596.06



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September 07, 2010

Ceres, CA #1983 - New Store



7

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SEP 20 2010
CITY OF CERES
PLANNING & BUILDING DIVISION

Walmart

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September 07, 2010

Ceres, CA #1983 - New Store

Market & Pharmacy Entrance

2

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September 07, 2010

Ceres, CA #1983 - New Store

Home & Living Entrance

3

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September 07, 2010

Ceres, CA #1983 - New Store

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Overall Perspective

4

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Walmart

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September 07, 2010

Ceres, CA #1983 - New Store

View 1 (Market & Pharmacy Entrance with Parking lot Landscaping)

8

DESIGN REPRESENTATION ONLY - NOT FOR CONSTRUCTION The building images shown are a representation of the current design intent only. The building images may not reflect variations in color, tone, hue, tint, shading, ambient light intensity, materials, texture, contrast, font style, construction variations required by building codes or inspectors, material availability or final design detailing.

PLANNING & BUILDING DIVISION
CITY OF CERES
SEP 20 2010
ECEIAE



Walmart 

B|R|R
architecture

September 07, 2010

Ceres, CA #1983 - New Store

View 2 (Main Entrance from Mitchell Road looking West)



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Walmart 

B|R|R
architecture

September 07, 2010

Ceres, CA #1983 - New Store

View 3 (View of site from intersection of Don Pedro Road and Archcliff Drive)

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CITY OF CERES
PLANNING & BUILDING DIVISION

10

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Future building shown as outline



B|R|R
architecture

September 07, 2010

Ceres, CA #1983 - New Store



View 4 (Intersection of Don Pedro Road and Mitchell Road looking Southwest)

11

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Walmart 

B|R|R
architecture

September 07, 2010

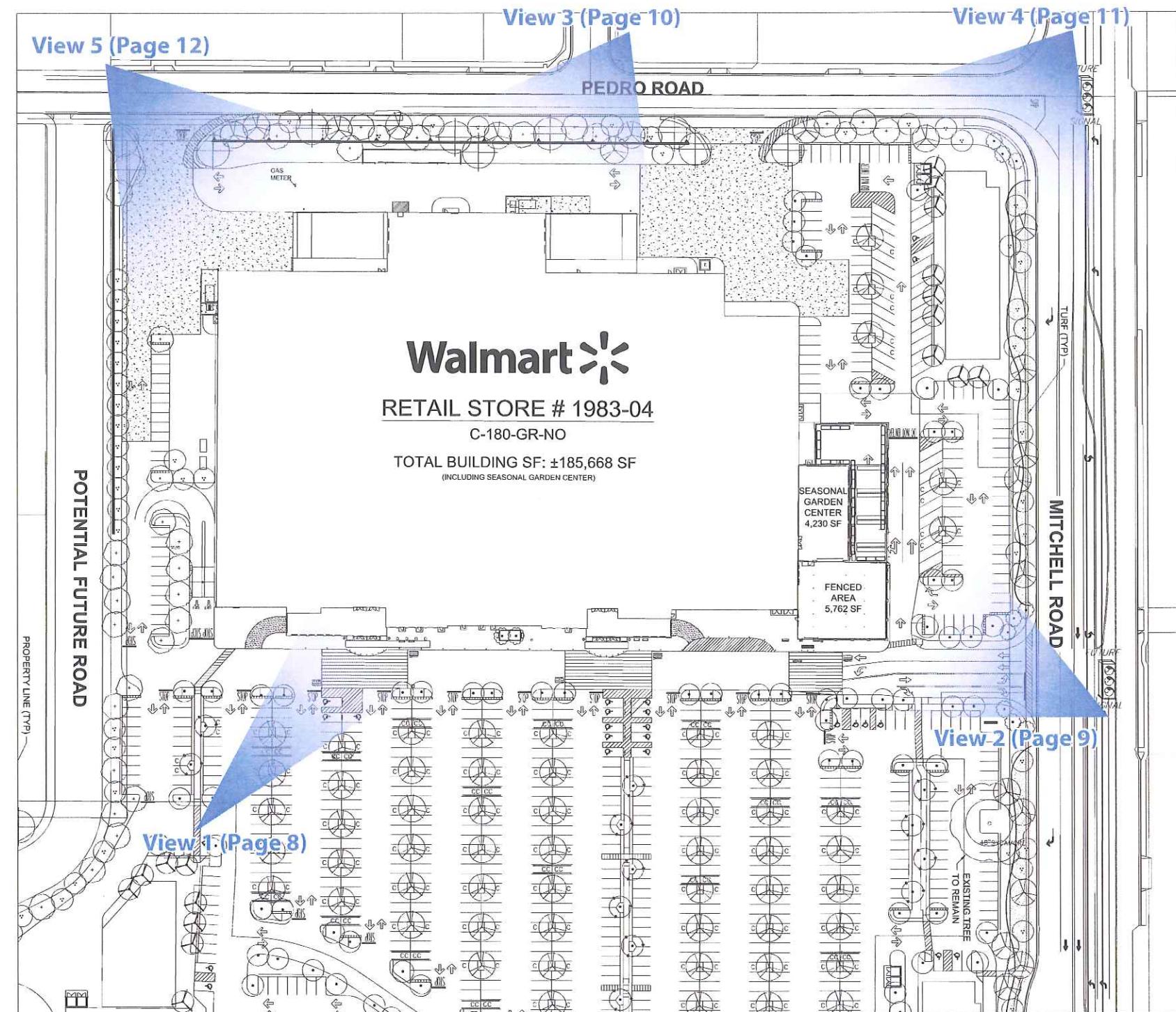
Ceres, CA #1983 - New Store

View 5 (View of West Entry from Don Pedro Road looking Southeast)



12

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B|R|R
architecture

September 07, 2010

Ceres, CA #1983 - New Store

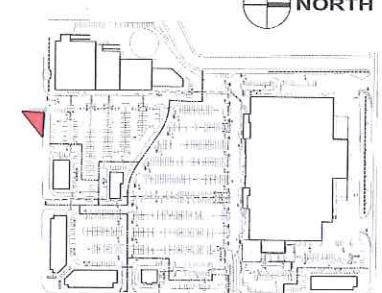
DESIGN REPRESENTATION ONLY - NOT FOR CONSTRUCTION The building images shown are a representation of the current design intent only. The building images may not reflect variations in color, tone, hue, tint, shading, ambient light intensity, materials, texture, contrast, font style, construction variations required by building codes or inspectors, material availability or final design detailing.

Camera Location Key

13



PERSPECTIVE VIEW - 1



KEY PLAN



WALMART STORES, INC.
2001 SE 10TH STREET
BENTONVILLE, AR 72716

DEVELOPER

NOTE

THIS PLAN WAS PREPARED FROM INFORMATION FURNISHED BY THE OWNER AND WILL BE SUBJECT TO MODIFICATIONS AS REQUIRED BY A FINAL SURVEY AND GOVERNING AGENCY APPROVALS

MITCHELL RANCH CERES, CA
S.W.C. MITCHELL ROAD & DON PEDRO ROAD

3

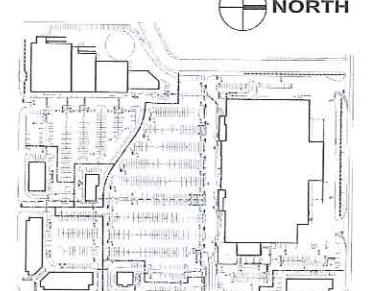
PROJECT # 20090031.0
DATE: NOVEMBER 22, 2010

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1920 Main Street, Suite 1150
Irvine, CA 92614
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PERSPECTIVE VIEW - 2

NORTH



KEY PLAN

Walmart

WALMART STORES, INC.
2001 SE 10TH STREET
BENTONVILLE, AR 72716

DEVELOPER

NOTE



MITCHELL RANCH CERES, CA
S.W.C. MITCHELL ROAD & DON PEDRO ROAD

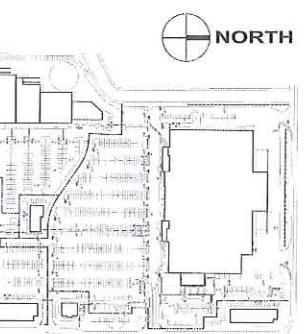
4

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Irvine, CA 92614
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PERSPECTIVE VIEW - 3



KEY PLAN



WALMART STORES, INC.
2001 SE 10TH STREET
BENTONVILLE, AR 72716

DEVELOPER

NOTE

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MITCHELL RANCH CERES, CA
S.W.C. MITCHELL ROAD & DON PEDRO ROAD

5

PROJECT # 20090031.0
DATE: NOVEMBER 22, 2010

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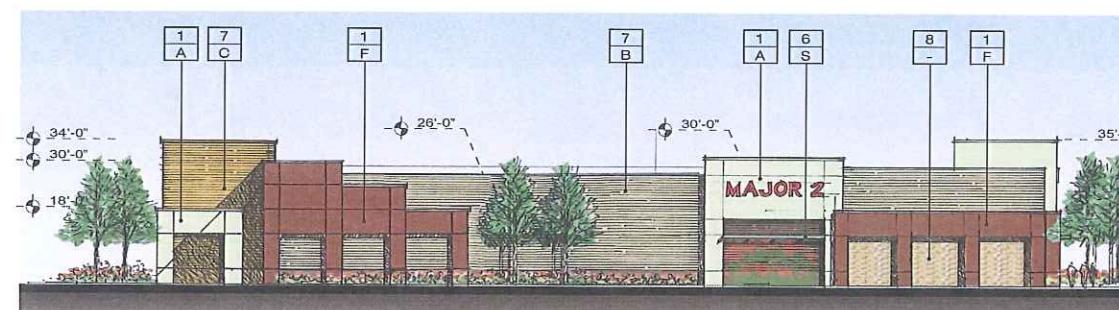


1 MAJOR & SHOPS-3 EAST ELEVATION

1/16" = 1'-0"

MATERIAL LEGEND

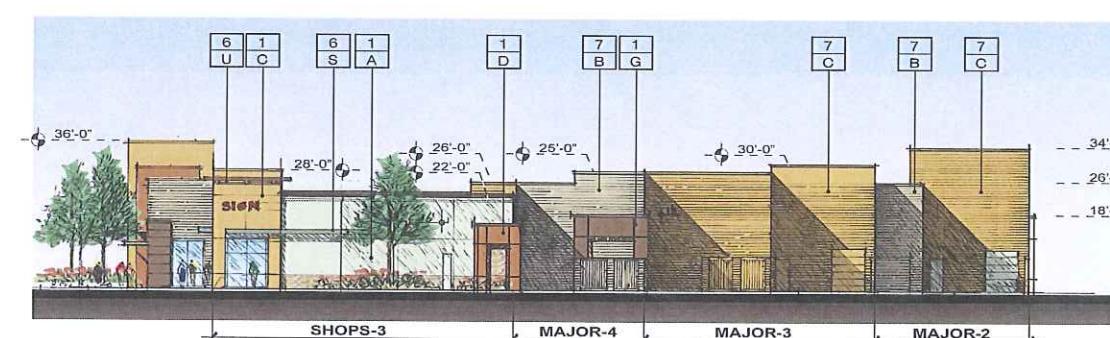
1. Stucco Finish
2. Aluminum Storefront
3. EIFS Cornice
4. Canvas Awning
5. Wall Sconce
6. Metal Canopy
7. CMU



3 MAJOR-2 SOUTH ELEVATION

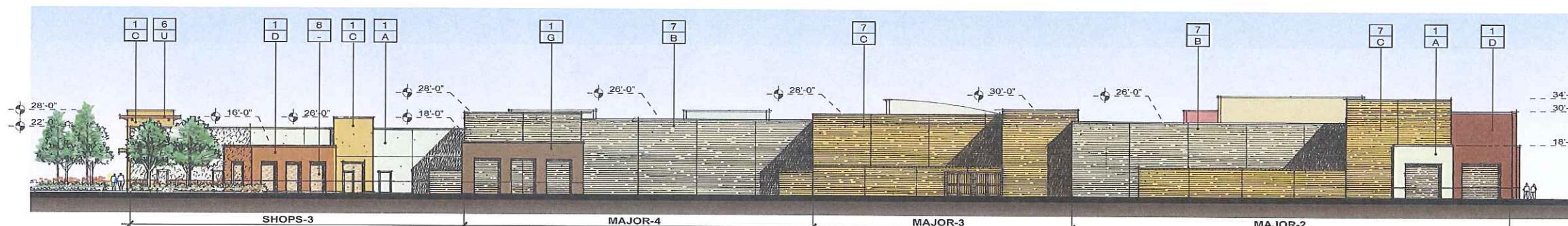
2 MAJOR & SHOPS-3 NORTH ELEVATION

1/16" = 1'-0"



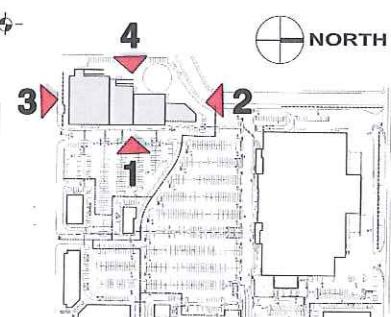
COLOR LEGEND

- A. ICI # 427 PARCHMENT
- B. ICI # 431 ANTIQUE BISQUE
- C. ICI # 475 HONEYSWEET
- D. ICI # 268 EMBERGIO
- E. ICI # 510 EASTLAKE
- F. ICI # 124 REDWARE
- G. ICI # 268 RESIDENCE ROW
- J. # 4637 FOREST GREEN
- K. # 4604 NATURAL
- L. # 4602 SUNFLOWER YELLOW
- M. # 4631 BURGUNDY
- N. # 4626 NAVY
- P. # 4622 TERRA COTTA
- Q. # 4627 SALMON
- S. ARCADIA GREEN
- T. MEDIUM BRONZE
- U. ICI # 124 TOMAHAWK RED



1 MAJOR & SHOPS-3 WEST ELEVATION

1/16" = 1'-0"



KEY PLAN

Walmart

WALMART STORES, INC.
2001 SE 10TH STREET
BENTONVILLE, AR 72716

DEVELOPER

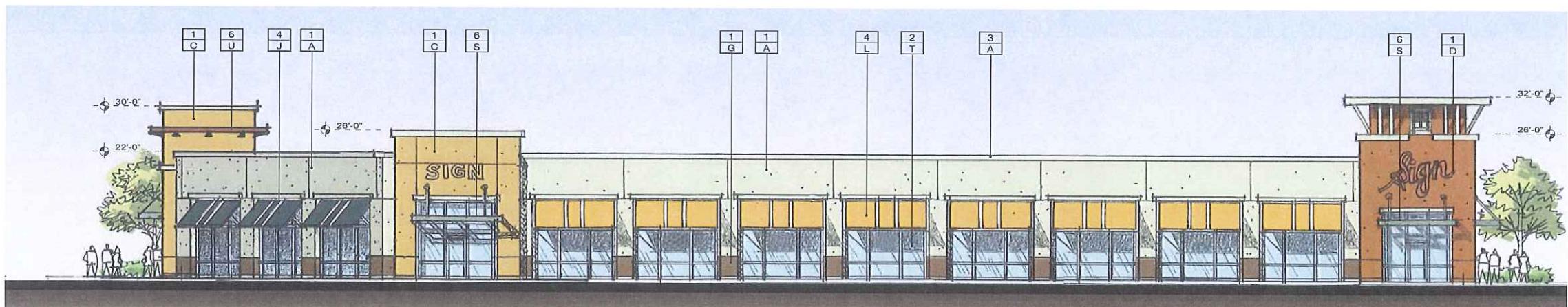


MITCHELL RANCH CERES, CA
S.W.C. MITCHELL ROAD & DON PEDRO ROAD

10

PROJECT # 20090031.0
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1 SHOPS-1 NORTH ELEVATION
1/8" = 1'-0"

MATERIAL LEGEND

1. Stucco Finish
2. Aluminum Storefront
3. EIFS Cornice
4. Canvas Awning
5. Wall Sconce
6. Metal Canopy
7. CMU

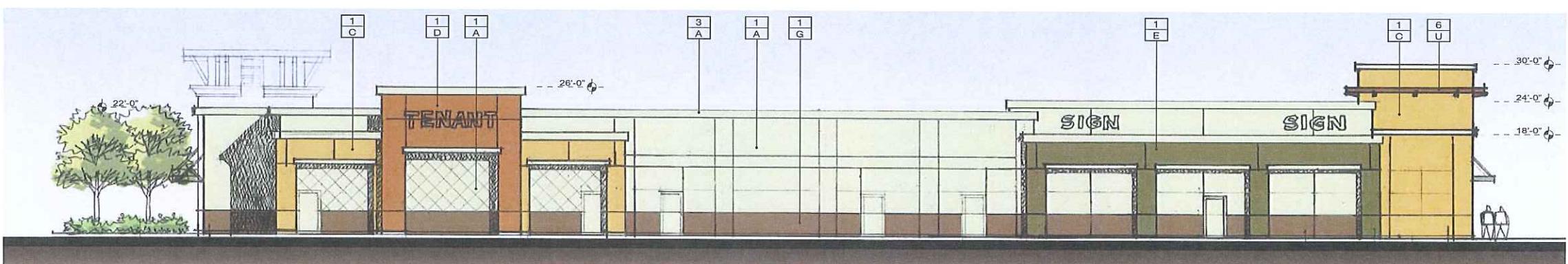


3 SHOPS-1 EAST ELEVATION
1/8" = 1'-0"



2 SHOPS-1 WEST ELEVATION
1/8" = 1'-0"

A. ICI # 427 PARCHMENT
B. ICI # 431 ANTIQUE BISQUE
C. ICI # 475 HONEYSWEET
D. ICI # 288 EMBERGIO
E. ICI # 510 EASTLAKE
F. ICI # 124 REDWARE
G. ICI # 266 RESIDENCE ROW
J. # 4637 FOREST GREEN
K. # 4604 NATURAL
L. # 4602 SUNFLOWER YELLOW
M. # 4631 BURGUNDY
N. # 4626 NAVY
P. # 4622 TERRA COTTA
Q. # 4627 SALMON
S. ARCADIA GREEN
T. MEDIUM BRONZE
U. ICI # 124 TOMAHAWK RED



4 SHOPS-1 SOUTH ELEVATION
1/8" = 1'-0"



PROJECT # 2009031.0
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MITCHELL RANCH CERES, CA
S.W.C. MITCHELL ROAD & DON PEDRO ROAD



1 SHOPS-2 WEST ELEVATION

1/8" = 1'-0"



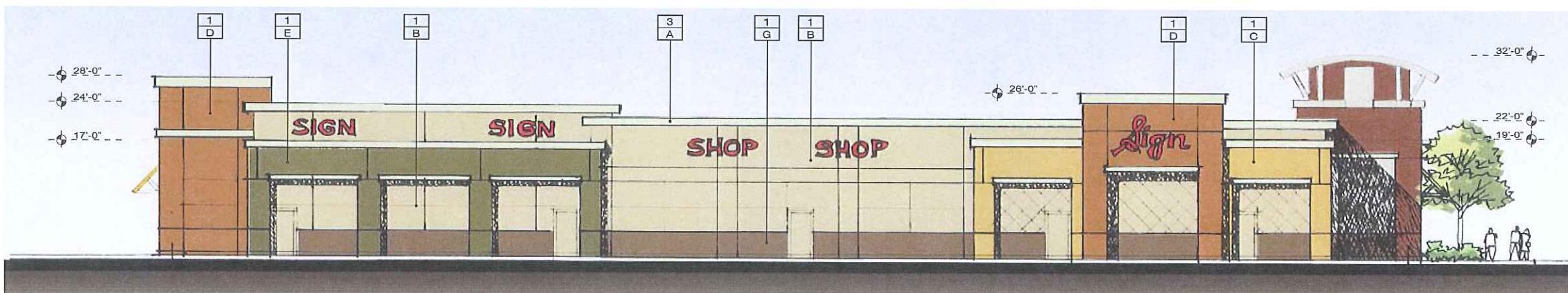
3 SHOPS-2 SOUTH ELEVATION

1/8" = 1'-0"



2 SHOPS-2 SOUTH ELEVATION

1/8" = 1'-0"



4 SHOPS-2 EAST ELEVATION

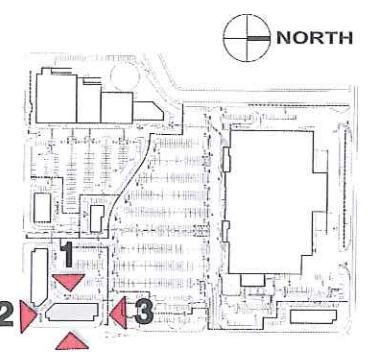
1/8" = 1'-0"

MATERIAL LEGEND

1. Stucco Finish
2. Aluminum Storefront
3. EIFS Cornice
4. Canvas Awning
5. Wall Sconce
6. Metal Canopy
7. CMU

COLOR LEGEND

A. ICI # 427 PARCHMENT	J. # 4637 FOREST GREEN
B. ICI # 431 ANTIQUE BISQUE	K. # 4604 NATURAL
C. ICI # 475 HONEYSWEET	L. # 4602 SUNFLOWER YELLOW
D. ICI # 268 EMBERGIO	M. # 4631 BURGUNDY
E. ICI # 510 EASTLAKE	N. # 4626 NAVY
F. ICI # 124 REDWARE	P. # 4622 TERRA COTTA
G. ICI # 266 RESIDENCE ROW	Q. # 4627 SALMON
H. ICI # 428 CEDAR	S. ARCADIA GREEN
I. ICI # 430 CEDAR	T. MEDIUM BRONZE
U. ICI # 124 TOMAHAWK RED	



4 KEY PLAN

PROJECT # 20090031.0
DATE: NOVEMBER 22, 2010

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MITCHELL RANCH CERES, CA
S.W.C. MITCHELL ROAD & DON PEDRO ROAD

12

239

MATERIAL LEGEND

1. Stucco Finish
2. Aluminum Storefront
3. EIFS Cornice
4. Canvas Awning
5. Wall Sconce
6. Metal Canopy
7. CMU

COLOR LEGEND

- A. ICI # 427 PARCHMENT
- B. ICI # 431 ANTIQUE BISQUE
- C. ICI # 475 HONEYSWEET
- D. ICI # 268 EMBERGIO
- E. ICI # 510 EASTLAKE
- F. ICI # 124 REDWARE
- G. ICI # 266 RESIDENCE ROW
- J. # 4637 FOREST GREEN
- K. # 4604 NATURAL
- L. # 4602 SUNFLOWER YELLOW
- M. # 4631 BURGUNDY
- N. # 4626 NAVY
- P. # 4622 TERRA COTTA
- Q. # 4627 SALMON
- S. ARCADIA GREEN
- T. MEDIUM BRONZE
- U. ICI # 124 TOMAHAWK RED



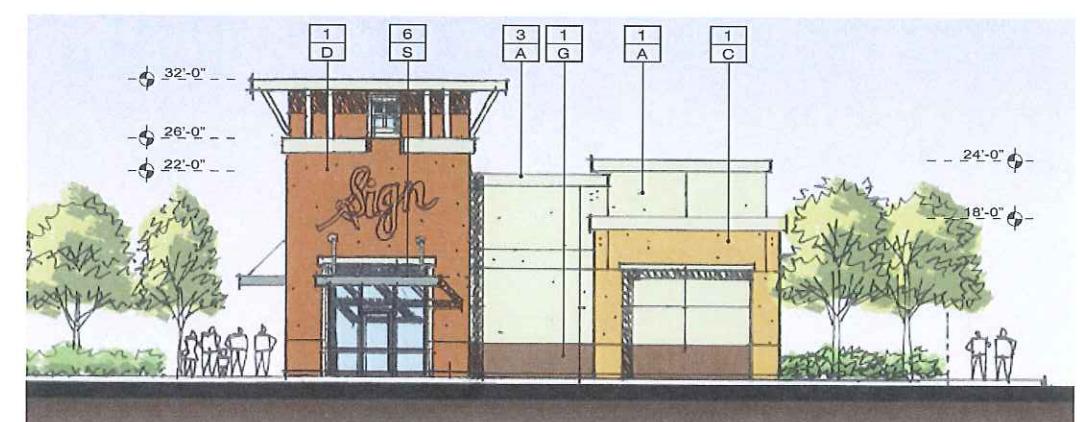
1 SHOPS-4 WEST ELEVATION

1/8" = 1'-0"



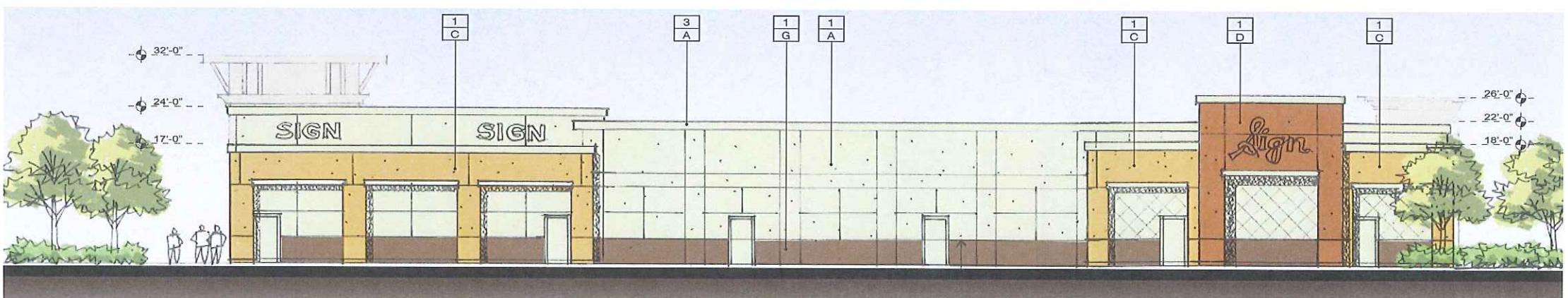
3 SHOPS-4 SOUTH ELEVATION

1/8" = 1'-0"



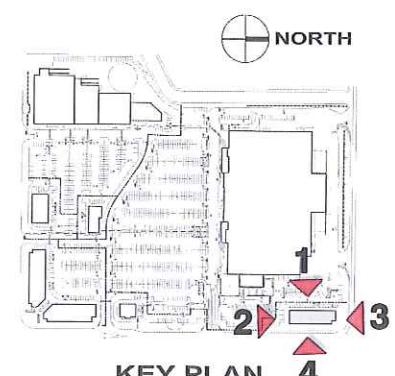
2 SHOPS-4 SOUTH ELEVATION

1/8" = 1'-0"



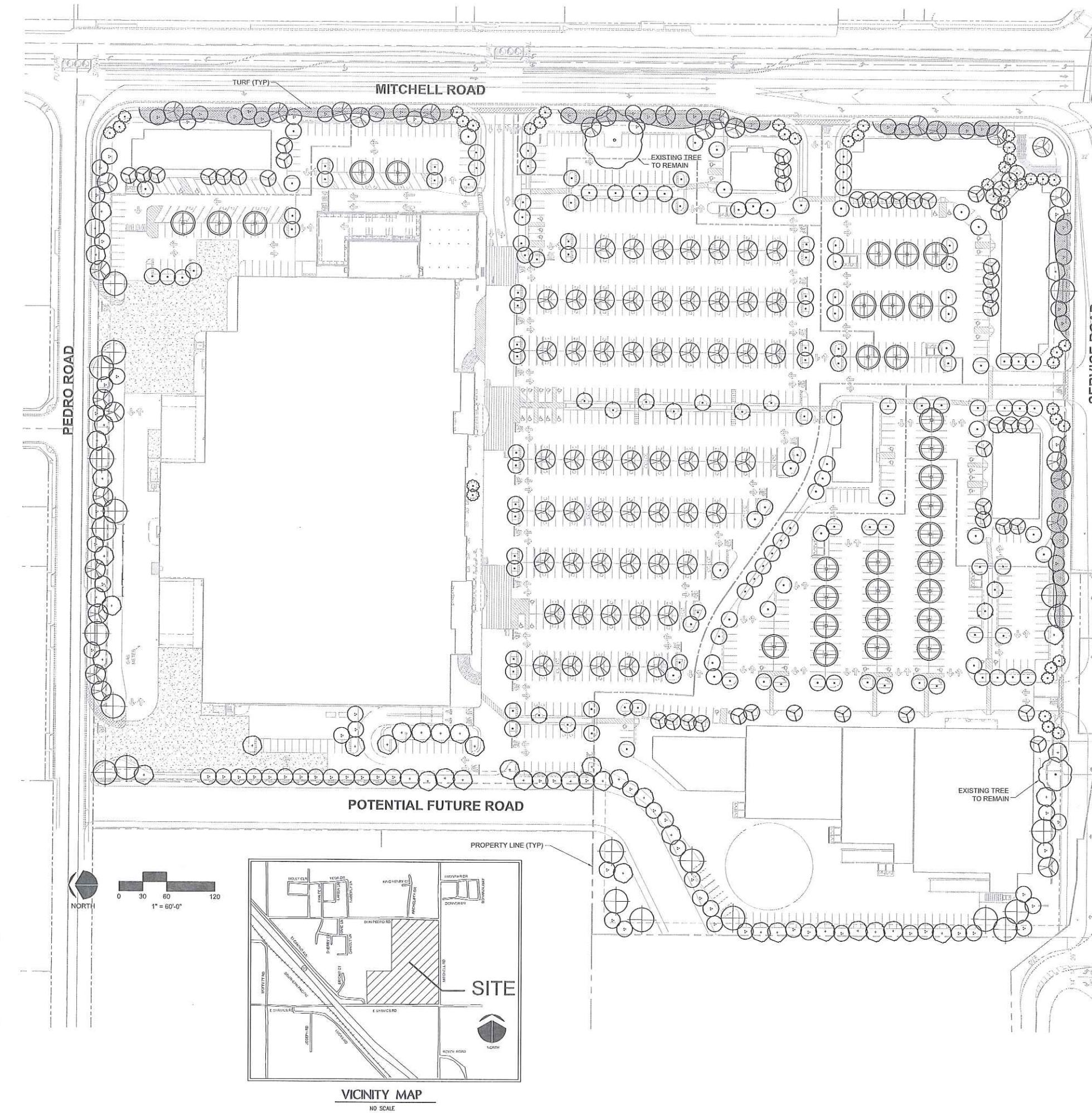
4 SHOPS-4 EAST ELEVATION

1/8" = 1'-0"



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LANDSCAPE MATERIAL SCHEDULE

ITEM	SIZE	QTY.
<i>Chitalpa tashkentensis</i> PINK DAWN CHITALPA	15 GAL.	19
<i>Cinnamomum camphora</i> CAMPHOR TREE	24" BOX	22
<i>Koelreuteria bipinnata</i> GOLDEN RAIN TREE	15 GAL.	43
<i>Lagerstroemia x "Faurie"</i> CRAPE MYRTLE	15 GAL.	39
<i>Pinus canariensis</i> CANARY ISLAND PINE	15 GAL.	87
<i>Pistacia chinensis</i> CHINESE PISTACHE	24" BOX	85
<i>Platanus acerifolia "Varwood"</i> LONDON PLANE TREE	24" BOX	31
<i>Prunus c. "Thundercloud"</i> PURPLE PLUM	24" BOX	144
<i>Quercus virginiana</i> SOUTHERN LIVE OAK	15 GAL.	43

SHRUBS & ACCENTS

ITEM	SIZE	QTY.
<i>Agapanthus africanus "Peter Pan"</i> DWARF BLUE LILY OF THE NILE	5 GAL.	-
<i>Azalea "Southern Indica"</i> SUN AZALEA	5 GAL.	-
<i>Buxus japonica "Winter Gem"</i> JAPANESE BOXWOOD	5 GAL.	-
<i>Escallonia X "Frades"</i> PINK PRINCESS ESCALLONIA	5 GAL.	-
<i>Euonymus p. "Viridis"</i> GREEN LEAF EURYOPS	15 GAL.	-
<i>Dielis bicolor</i> JAPANESE IRIS	5 GAL.	-
<i>Hamamelis x "Hybrida"</i> DAYLILY	5 GAL.	-
<i>Ligustrum texanum</i> TEXAS PRIVET	5 GAL.	-
<i>Nandina domestica "Compacta"</i> COMPACT HEAVENLY BAMBOO	5 GAL.	-
<i>Phormium tenax "Rubrum"</i> RED FLAX	5 GAL.	-
<i>Phormium tenax "Bronze Baby"</i> BRONZE BABY NEW ZEALAND FLAX	5 GAL.	-
<i>Phormium tenax "Maori Queen"</i> NEW ZEALAND FLAX	5 GAL.	-
<i>Pyracantha koidzumii "Santa Cruz"</i> FIRETHORN	5 GAL.	-
<i>Rhaphiolepis indica "Enchanted"</i> PINK INDIAN HAWTHORN	5 GAL.	-
<i>Rhaphiolepis indica "Majestic Beauty"</i> PINK INDIAN HAWTHORN	5 GAL.	-
<i>Rosa hybrida</i> HYBRID TEA ROSE	5 GAL.	-
<i>Rosa floribunda "Melland"</i> ROSE "SEVELLANA RED"	5 GAL.	-
<i>Rosa floribunda "Iceberg"</i> ICEBERG ROSE	5 GAL.	-
<i>Viburnum tinus "Compactum"</i> SPRING BOUQUET	5 GAL.	-
<i>Xylosma congestum "Compacta"</i> COMPACT XYLOSPA	5 GAL.	-

ITEM	SIZE	QTY.
<i>Amorpha nigriflora</i> SEAPINK	1 GAL.	-
<i>Fragaria chiloensis</i> ORNAMENTAL STRAWBERRY	1 GAL.	-
<i>Heads of hair</i> HAHN'S ENGLISH IVY	1 GAL.	-
<i>Hypericum calycinum</i> ST. JOHN'S WORT	1 GAL.	-
<i>Lonicera japonica</i> JAPANESE HONEYSUCKLE	1 GAL.	-
<i>Rosmarinus prostratus</i> PROSTRATE ROSEMARY	1 GAL.	-

ITEM	SIZE	QTY.
CONCRETE HEADER	6"	1,234 L.F.
BARK MULCH		133,954 S.F.
DROUGHT TOLERANT FESCUE BLEND		17,107 S.F.

LANDSCAPE REQUIREMENTS

- ONE (1) TREE PER EIGHT (8) PARKING SPACES, (SP)
- A MIN. 15 FT FRONTRAGE & MIN. 10 FT INTERIOR PROPERTY LINE LANDSCAPE SETBACK IS REQUIRED.
- A TREE SURVEY IS NOT REQUIRED.

LANDSCAPE CALCULATIONS

TOTAL SITE AREA: 26.3 ACRES (1,145,628 S.F.)

BUILDING AREA: 299,830 S.F. (26% OF SITE)

PARKING LOT & HARDSCAPE AREA: 694,737 S.F. (61% OF SITE)

TOTAL LANDSCAPE AREA: 151,061 S.F. (13% OF SITE)

GENERAL LANDSCAPE AREA: 133,954 S.F.

TURF AREA: 17,107 S.F. (13% OF TOTAL LANDSCAPE AREA)

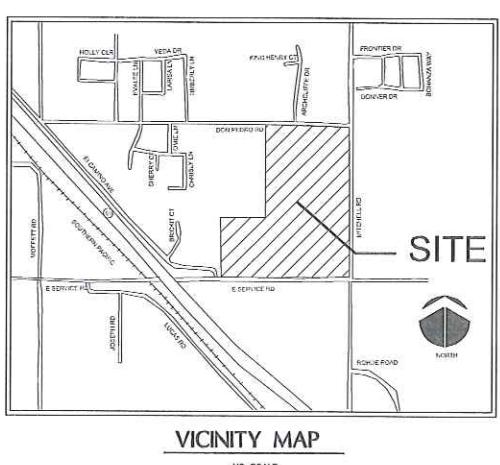
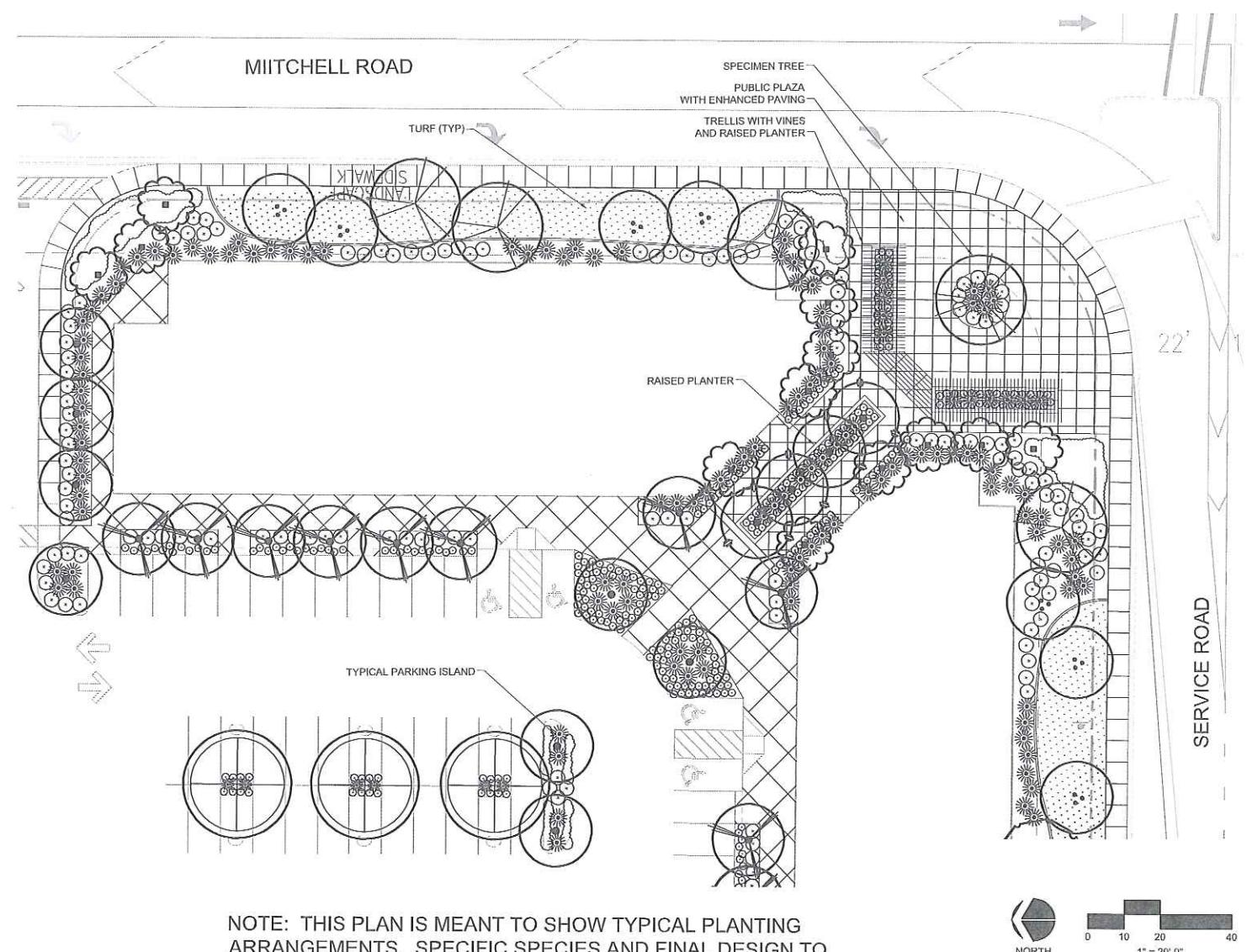
TOTAL PARKING SPACES (STANDARD & COMPACT): 1,206

PARKING LOT TREES REQUIRED (1,206/8): 151

PARKING LOT TREES PROVIDED: 370

PARKING LOT SHADING: 55%





LANDSCAPE MATERIAL SCHEDULE

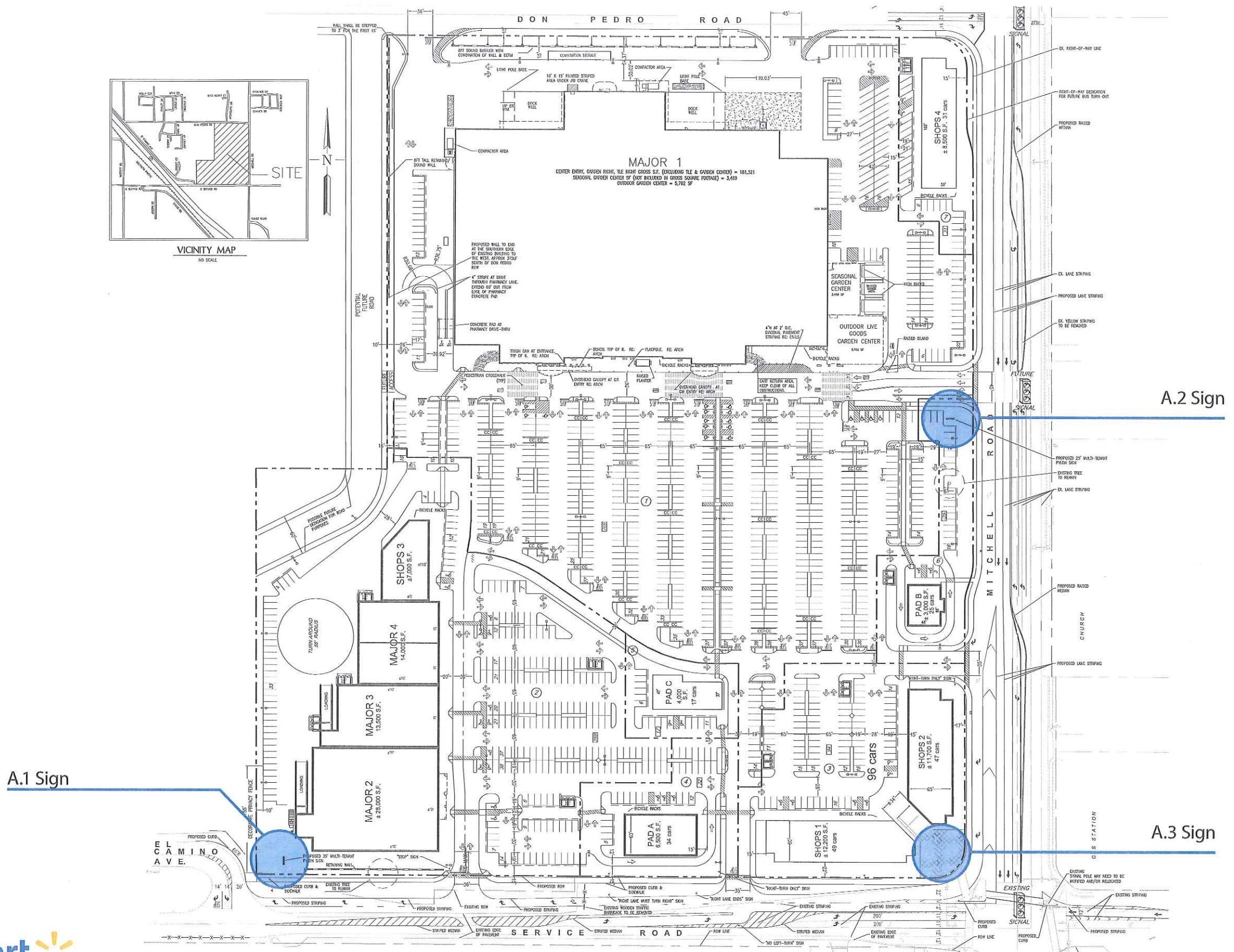
ITEM	SIZE	QTY.
<i>Chitalpa tashkentensis</i> PINK DAWN CHITALPA	15 GAL.	19
<i>Cinnamomum camphora</i> CAMPHOR TREE	24" BOX	22
<i>Koelreuteria bipinnata</i> GOLDEN RAIN TREE	15 GAL.	43
<i>Lagerstroemia x 'Faurie'</i> CRAPE MYRTLE	15 GAL.	39
<i>Pinus canariensis</i> CANARY ISLAND PINE	15 GAL.	87
<i>Pistacia chinensis</i> CHINESE PISTACHE	24" BOX	85
<i>Platanus acerifolia</i> 'Yarwood' LONDON PLANE TREE	24" BOX	31
<i>Prunus c. 'Thundercloud'</i> PURPLE LEAF PLUM	24" BOX	144
<i>Quercus virginiana</i> SOUTHERN LIVE OAK	15 GAL.	43
ITEM	SIZE	QTY.
<i>Agapanthus africanus</i> 'Peter Pan' DWARF BLUE LILY OF THE NILE	5 GAL.	-
<i>Azalea 'Southern Indica'</i> SUN AZALEA	5 GAL.	-
<i>Buxus japonica</i> 'Winter Gem' JAPANESE BOXWOOD	5 GAL.	-
<i>Escallonia X. 'Frides'</i> PINK PRINCESS ESCALLONIA	5 GAL.	-
<i>Euonymus p. 'Viridis'</i> GREEN LEAF EURYOPS	15 GAL.	-
<i>Dioses bicolor</i> JAPANESE IRIS	5 GAL.	-
<i>Heuchera Hybrida</i> DAYLILY	5 GAL.	-
<i>Ligustrum nocturnum</i> TEXAS PRIVET	5 GAL.	-
<i>Nandina domestica</i> 'Compacta' COMPACT HEAVENLY BAMBOO	5 GAL.	-
<i>Phormium tenax</i> 'Rubrum' RED FLAX	5 GAL.	-
<i>Phormium tenax</i> 'Bronze Baby' BRONZE BABY NEW ZEALAND FLAX	5 GAL.	-
<i>Phormium tenax</i> 'Maori Queen' NEW ZEALAND FLAX	5 GAL.	-
<i>Pyracantha koidzumii</i> 'Santa Cruz' FIRE THORN	5 GAL.	-
<i>Rhaphiolepis indica</i> 'Enchanted'	5 GAL.	-
<i>Rhaphiolepis indica</i> 'Majestic Beauty'	5 GAL.	-
<i>Rosa hybrida</i> HYBRID TEA ROSE	5 GAL.	-
<i>Rosa floribunda</i> 'Malland'	5 GAL.	-
<i>Rosa floribunda</i> 'Iceberg'	5 GAL.	-
<i>Rosa floribunda</i> 'Iceberg'	5 GAL.	-
<i>Viburnum tinus</i> 'Compactum'	5 GAL.	-
<i>Xylosma congestum</i> 'Compacta'	5 GAL.	-
ITEM	SIZE	QTY.
<i>Ameria maritima</i> SEAWICK	1 GAL.	-
<i>Fragaria ananassa</i> 'ORNAMENTAL STRAWBERRY'	1 GAL.	-
<i>Hedera helix</i> 'hederifolia'	1 GAL.	-
<i>Hypericum calycinum</i> ST. JOHN'S WORT	1 GAL.	-
<i>Lonicera japonica</i> JAPANESE HONEYSUCKLE	1 GAL.	-
<i>Rosmarinus prostratus</i> PROSTRATE ROSEMARY	1 GAL.	-
ITEM	SIZE	QTY.
CONCRETE HEADER	6"	1,234 L.F.
BARK MULCH		133,954 S.F.
DROUGHT TOLERANT FESCUE BLEND		17,107 S.F.

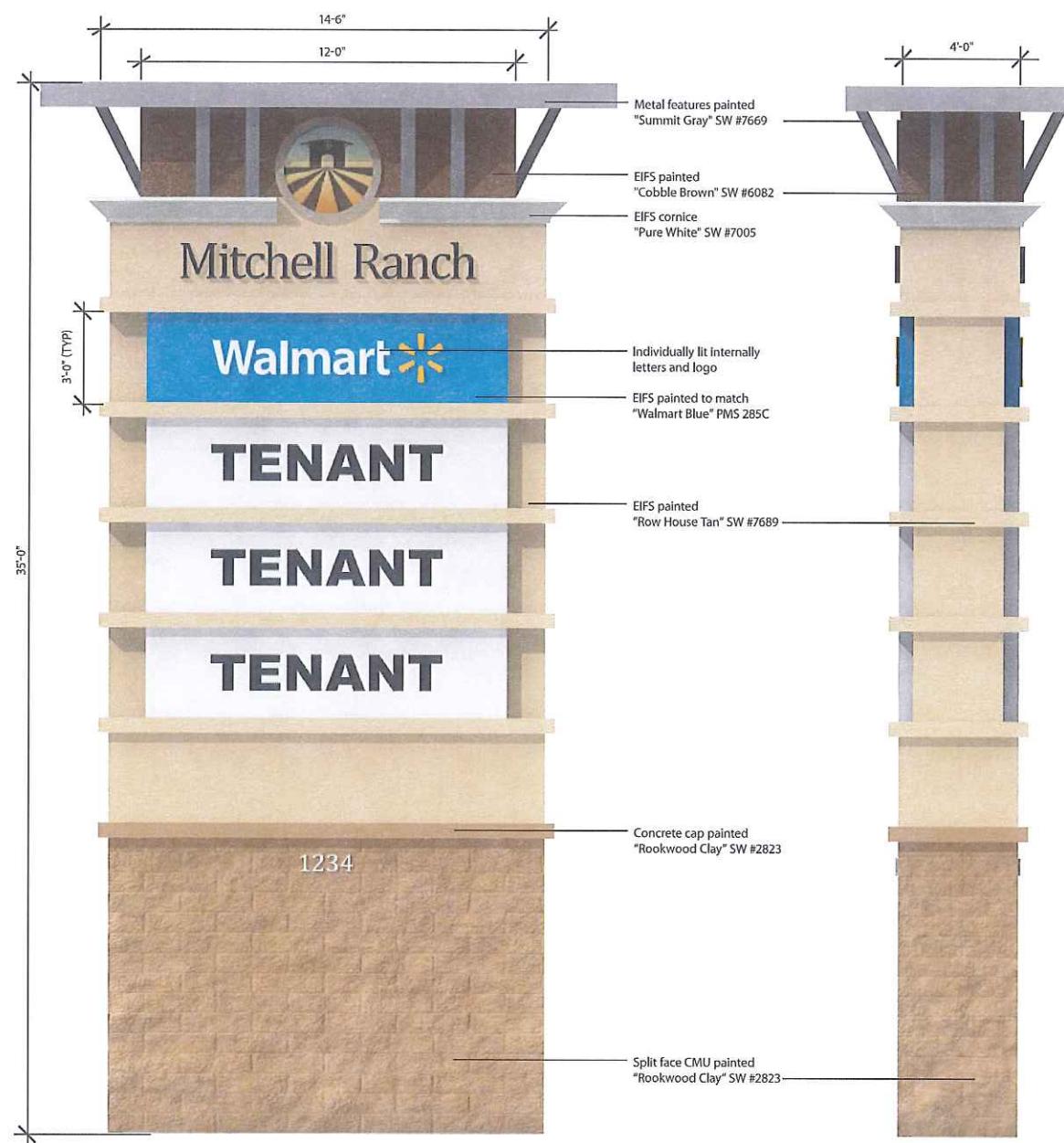
LANDSCAPE REQUIREMENTS

- ONE (1) TREE PER EIGHT (8) PARKING SPACES. (SP)
- A MIN. 15 FT FRONTPAGE & MIN. 10 FT INTERIOR PROPERTY LINE LANDSCAPE SETBACK IS REQUIRED.
- A TREE SURVEY IS NOT REQUIRED.

LANDSCAPE CALCULATIONS

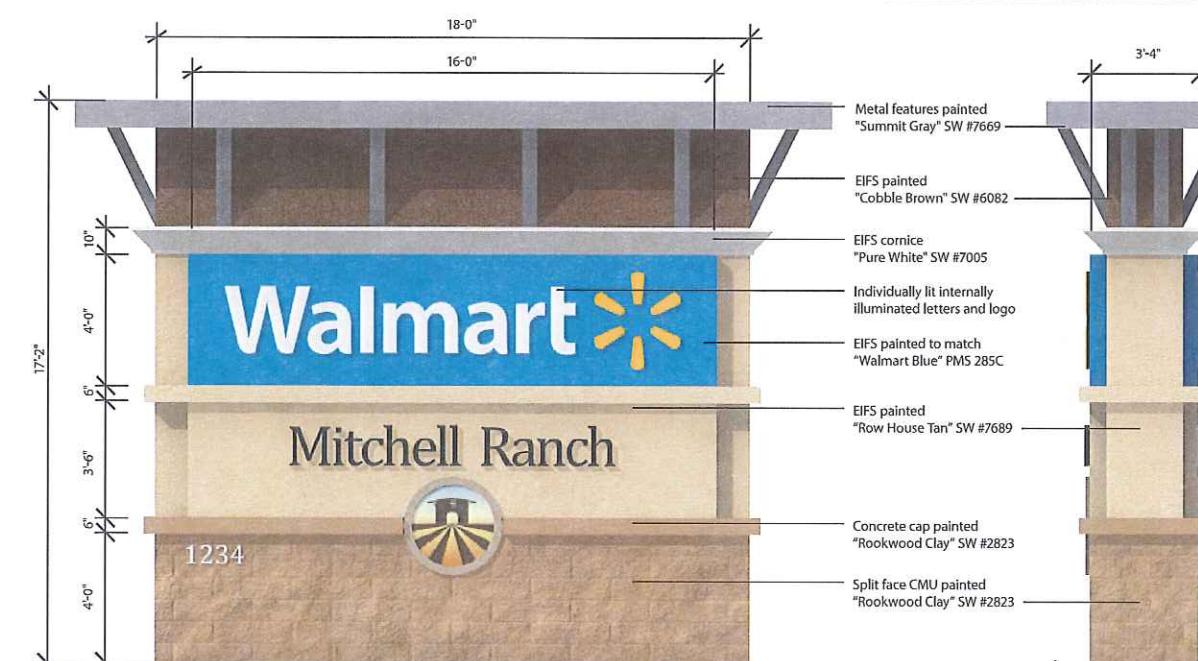
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 GENERAL LANDSCAPE AREA: 133,954 S.F.
 TURF AREA: 17,107 S.F. (13% OF TOTAL LANDSCAPE AREA)
 TOTAL PARKING SPACES (STANDARD & COMPACT): 1,206
 PARKING LOT TREES REQUIRED (1,206/8): 151
 PARKING LOT TREES PROVIDED: 370
 PARKING LOT SHADING: 55%





A.1 Front Elevation

A.1 Side Elevation



A.2 Front Elevation

A.2 Side Elevation

Sign	Qty.	Type	Color	Height	Illumination	Area (S.F.)	Total S.F.
Walmart	1	Identity	White/Yellow	3'-0"	Internal	36.00	36.00
Mitchell Ranch	1	Identity	Black	3'-0"	N/A	17.00	17.00
Logo Medallion	1	Identity	Multi	3'-6"	N/A	10.00	10.00

*maximum allowable signage 180 S.F.

Total Signage

63.00

Sign	Qty.	Type	Color	Height	Illumination	Area (S.F.)	Total S.F.
Walmart	1	Identity	White/Yellow	4'-0"	Internal	64.00	64.00
Mitchell Ranch	1	Identity	Black	3'-0"	N/A	17.00	17.00
Logo Medallion	1	Identity	Multi	3'-6"	N/A	10.00	10.00

*maximum allowable signage 150 S.F.

Total Signage

91.00



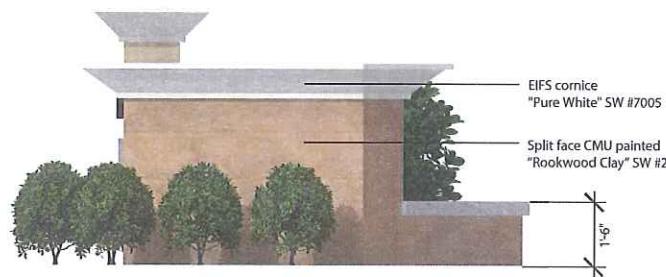
November 10, 2010

Ceres, CA #1983 - New Store

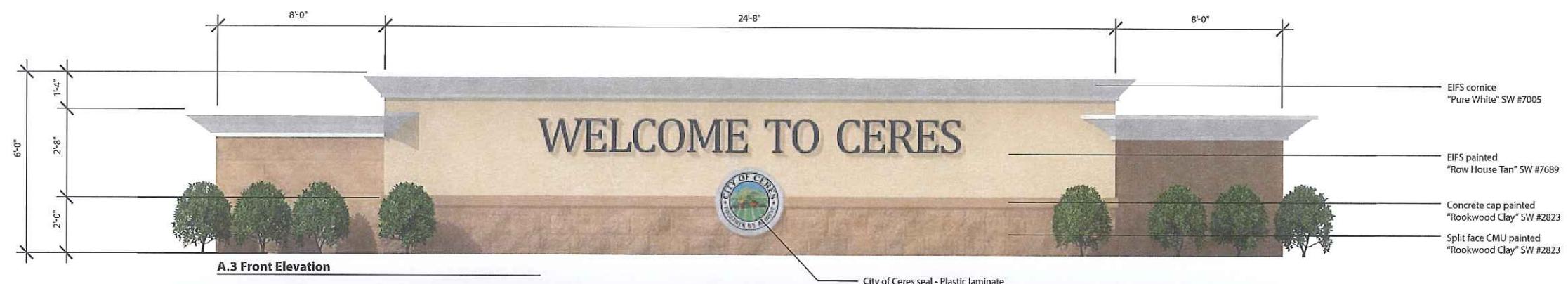
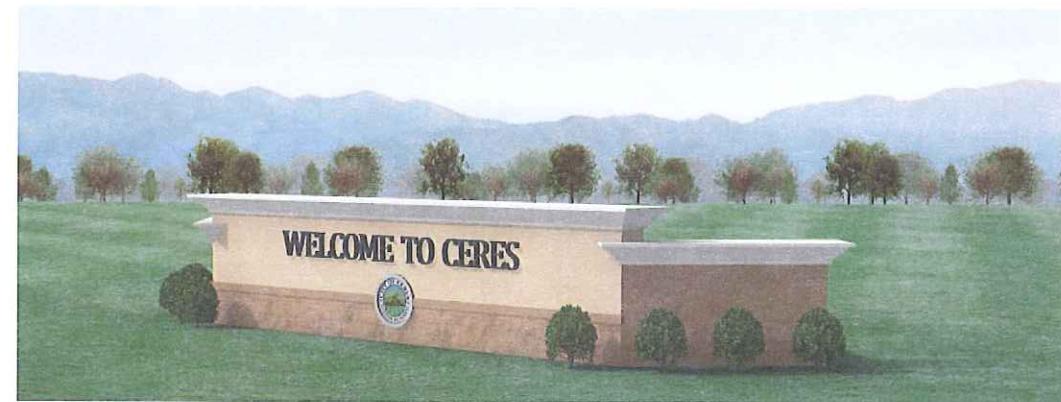
Site Signage Calculations

3

DESIGN REPRESENTATION ONLY - NOT FOR CONSTRUCTION The building images shown are a representation of the current design intent only. The building images may not reflect variations in color, tone, hue, tint, shading, ambient light intensity, materials, texture, contrast, font style, construction variations required by building codes or inspectors, material availability or final design detailing.



A.3 Side Elevation



A.3 Front Elevation

City of Ceres seal - Plastic laminate on precast concrete



A.3 Plan View



November 10, 2010

Ceres, CA #1983 - New Store

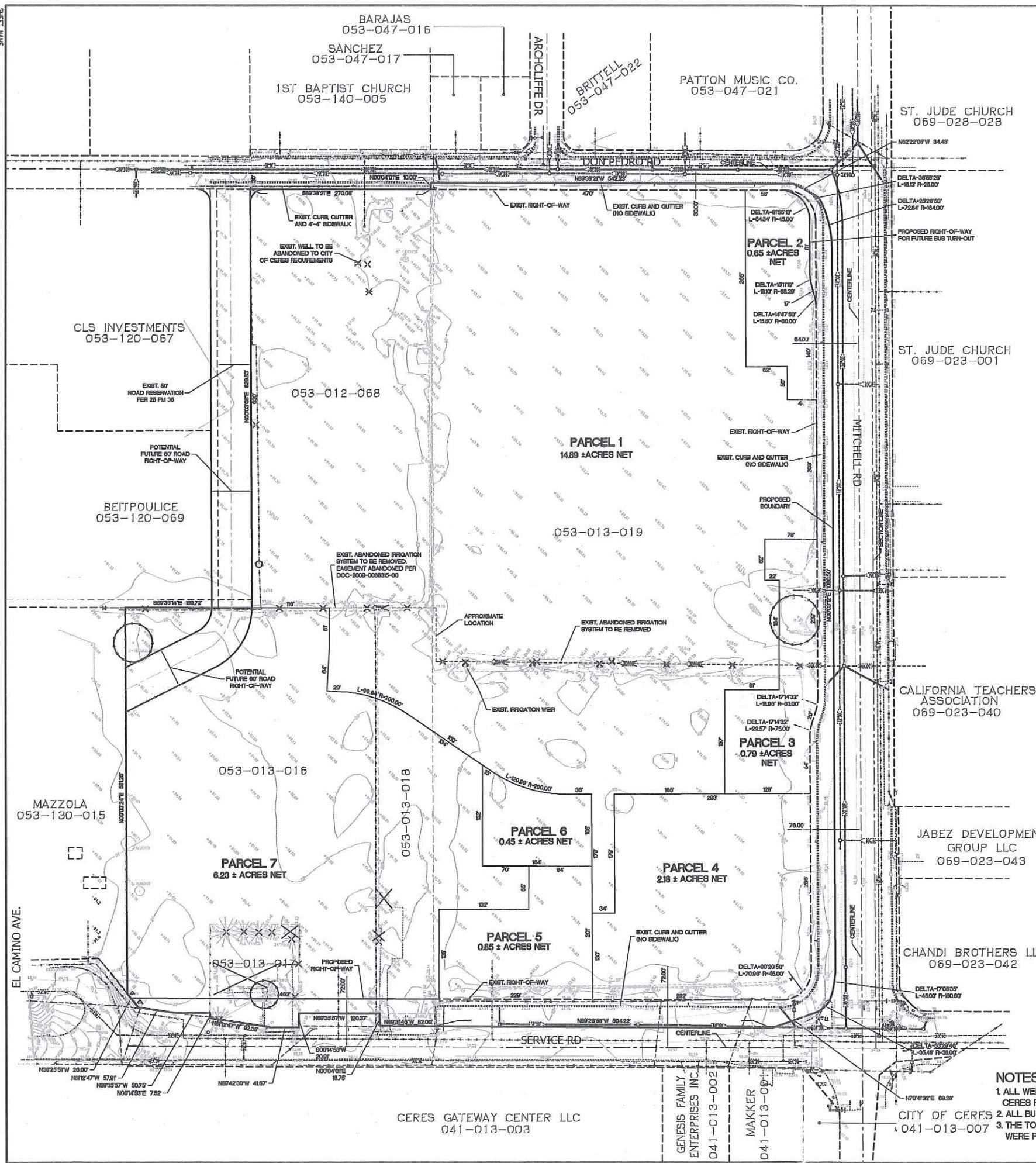


City Signage

4

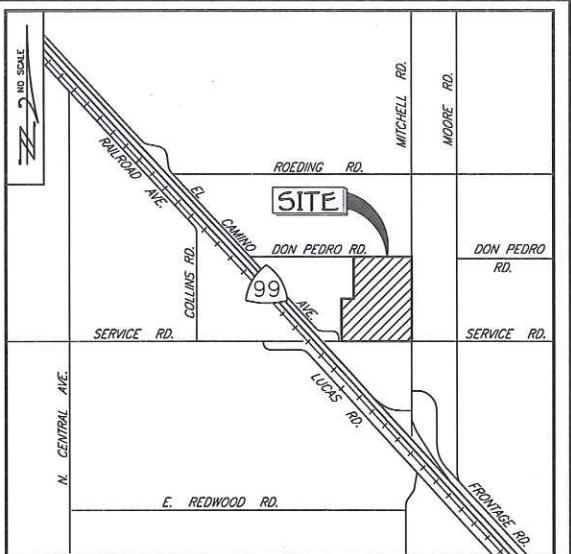
DESIGN REPRESENTATION ONLY - NOT FOR CONSTRUCTION The building images shown are a representation of the current design intent only. The building images may not reflect variations in color, tone, hue, tint, shading, ambient light intensity, materials, texture, contrast, font style, construction variations required by building codes or inspectors, material availability or final design detailing.

245



LEGEND:

- [1/16"] EXIST. SANITARY SEWER MAIN
- EXIST. MANHOLE
- [1/16"] EXIST. STORM DRAIN
- EXIST. DROP INLET
- [1/16"] EXIST. IRRIGATION SYSTEM
- [1/16"] EXIST. WATER MAIN
- EXIST. WATER VALVE
- EXIST. FIRE HYDRANT ASSEMBLY
- EXIST. STREET LIGHT
- EXIST. POWER POLE W/GUY
- [1/16"] EXIST. TRAFFIC SIGNAL
- [1/16"] EXIST. ELECTRIC (OVERHEAD)
- [1/16"] EXIST. GAS (UNDERGROUND)
- × 91.85 EXIST. SPOT ELEVATION
- [1/16"] EXIST. FENCE
- EXIST. BUILDING
- EXIST. TREE TO REMAIN
- EXIST. TREE TO BE REMOVED



**VESTING
TENTATIVE SUBDIVISION MAP
MITCHELL RANCH**

CITY OF CERES, STANISLAUS COUNTY, CALIFORNIA
AUGUST 23, 2010
SCALE: 1"-60'

OWNER/DEVELOPER:
APN 053-012-068, 053-013-016, 017, 018, AND 019
WILLIAMS ESTATE BUSINESS TRUST
P.O. BOX 8050
BENTONVILLE, AR 72712

ENGINEER:
GREENBERG/FARROW
1430 W. PEACHTREE, SUITE 200
ATLANTA, GA 30309

SURVEYOR:
BAKER-WILLIAMS ENGINEERING GROUP
6020 RAILROAD, SUITE 19
CARMEL VALLEY, CALIFORNIA 93606
PH. (916) 331-4336
FAX (916) 331-4430

ASSESSOR'S PARCEL NUMBER:
053-012-068, 053-013-016, 017, 018, AND 019

ACREAGE:
27.82± ACRES GROSS; 26.04± ACRES NET

EXISTING USE:
3 SINGLE FAMILY RESIDENCE AND 1 CHURCH

PROPOSED USE:
REGIONAL COMMERCIAL CENTER

EXISTING ZONING:
RC (REGIONAL COMMERCIAL)

PROPOSED ZONING:
RC (REGIONAL COMMERCIAL)

LOT SIZE:
AS SHOWN

PROPOSED IMPROVEMENTS:
CITY OF CERES STANDARDS

SEWER:
CITY OF CERES

WATER SUPPLY:
CITY OF CERES

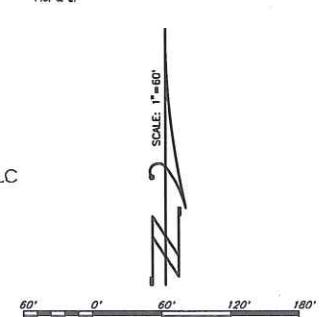
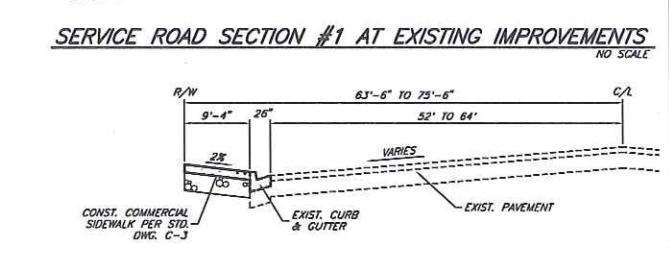
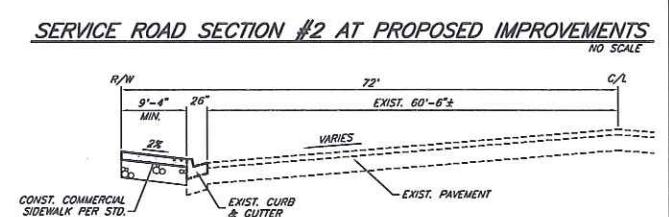
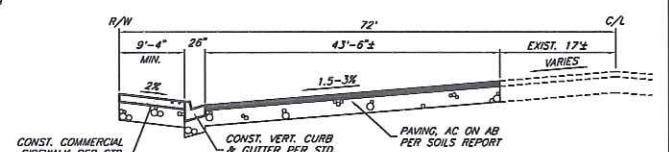
DRANAGE:
CITY OF CERES

FIRE PROTECTION:
CITY OF CERES

TELEPHONE SERVICE:
A.T. & T.

ELECTRICAL SERVICE:
TURLOCK IRRIGATION DISTRICT

GAS SUPPLY:
P.G. & E.



NOTES:

1. ALL WELLS AND SEPTIC SYSTEMS TO BE ABANDONED PER CITY OF CERES REQUIREMENTS.
2. ALL BUILDINGS AND STRUCTURES ARE TO BE REMOVED.
3. THE TOPOGRAPHIC INFORMATION AND TREES SHOWN ON THIS PLAN WERE PROVIDED BY OTHERS AND IS SUBJECT TO VERIFICATION.

BW BAKER-WILLIAMS ENGINEERING GROUP
Engineering / Surveying / Land Planning / Entitlement Processing / GPS Services
6020 Railroad Drive, Suite 19 • Carmichael, CA 95606
(916) 331-4336 • fax (916) 331-4430 • office@overengineers.com

To: Glenn Gebhardt
City of Ceres Engineer

Petition

Changing Don Pedro Road to a Restricted Road



We the residents that live on or near Don Pedro Road are requesting that Don Pedro Road be designated as a Restricted Road for the following reasons:

- #1. Many of us have lived in this area for ten to twenty years (some of us longer) and have never seen a semi-truck drive on Don Pedro Road. The proposed Mitchell Ranch Center will allow for semi-trucks to use Don Pedro Road as a delivery route.
- #2. Thirty to fifty years ago the area around Don Pedro Road was farm-land. The majority of this land is now residential with homes and apartments lining both sides of the road. This road is a residential road.
- #3. Panella Trucking on El Camino Road uses other routes to get to their company location and does not use Don Pedro Road as their route.
- #4. When the proposed Lucas Elementary School is built on Roeding Road, a new road will be paved connecting Roeding to Don Pedro. Children walking to school by way of Don Pedro Road will be competing with trucks and all vehicles headed to the Mitchell Ranch Center. Parents will be dropping off or picking up their children and residents will be trying to enter Don Pedro from connecting side streets.

We realize that we must still allow for fire trucks, garbage trucks, and delivery trucks such as Fed X trucks, U.P.S. trucks, or furniture delivery trucks, but we would like to keep the big semi-trucks from using Don Pedro as a truck route because it is a residential area.

We the citizens on or near Don Pedro Road would appreciate your help in this matter.

This is just a partial list. We are still collecting signatures.

<u>Name</u>	<u>Address</u>
OSCAR ETINA	2720 Don Pedro Rd
WAYNE Burton	2760 Don Pedro Rd.
ROBERT BARRON	2801 Don Pedro #B
SOCORRO BARRON	2801 Don Pedro #A
Joe Lopez Jr	3612 Timberly Ln
Jerenia Santos	2725 Don Pedro Rd.
Adela Lopez Reyes	2717 Don Pedro Rd.
GIGI LOPEZ REYES	2717 Don Pedro Rd
Leanne Rey	3701 Evalee Ln
Gary Ney	3701 EVALEE LN
ALICIA REY	3701 Evalee Ln.
Gray Ney JR.	3701 Evalee
Barb Riley Jr	2714 Don Pedro Rd
Kimberly A. R. Farber	2714 Don Pedro Rd.
Louise Cukens	2706 Don Pedro Rd
Galene Atkins	2706 Don Pedro Rd
Lewis Atkins	2706 Don Pedro Rd
Earl Atkins	2706 Don Pedro Rd
Monique Nelson	2706 Don Pedro RD

Name	Address
MARSHA HARRIS Warkhoffen Bob & Janet Huerta	3517 Archcliffe Dr. Ceres 2904 King Henry Ct. Ceres, CA 95307
Henryk & Deb Wolski	2907 King Henry Ct. 95307
Op & Dick Mangum	3516 Archcliffe Dr. 95307
Carol & Tony Blitros	3608 Archcliffe Dr. 95307
Paul Mays	3605 Archcliffe DR 95307
Mark Wagon	3609 Archcliffe DR. 95307
Valent Banana	3613 Archcliffe DR 95307
Maria Barrios	3613 Archcliffe DR. 95307
JUAN SANCHEZ	2901 Don Pedro Rd.
Maria Sanchez	2901 Don Pedro RD
Jesus Cardenes	3601 Archcliffe Dr. Ceres
Jesus Cardenas	3601 Archcliffe Dr.
Florence Cardenas	

RECEIVED

To: Glenn Gebhardt
City of Ceres Engineer

SEP 15 2010

CITY OF CERES

Petition

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We the citizens on or near Don Pedro Road would appreciate your help in this matter.

<u>Name</u>	<u>Address</u>
DAVID CARRANZA	3613 EVALEE LN CERES, CA
Rage. H Smith	3601 EVALEE
John Harday	3513 EVALEE LN
John Harday	" " . " "
Felicia Beceveda	3509 EVALEE LN
felicia Beceveda	3509 EVALEE LN
Patricia maria	3500 EVALEE LN
Paul Fisher	3500 EVALEE LN
Jesse Acer Martinez	3500 EVALEE LN
Sylvia O'Brien	3500 EVALEE LN
Candy Fisher	3500 EVALEE LN
Josc Guzman	3600 EVALEE LN
Benito Cabral	3512 EVALEE LN
Benito Cabral	
Karen Apodan	2711 Astro Dr
Daniel Loewen	2716 Astro Dr
Jessica Rivera	2720 Astro Dr
Jay R	
Hidalgo Rivera	2720 Astro Dr
Hidalgo Rivera	2720 Astro Dr
Gloria Guzman	2720 Astro Dr
Aldona Guzman	

<u>Name</u>	<u>Address</u>
Alberto Guzman	2720 Astro Dr.
Alberto Guzman	2720 Astro Dr.
Charleen Antigua	2724 Astro Dr.
Charleen Antigua	
JENNIFER LUTZ	3512 LARISA LN. <i>Don Pedro Rd</i>
RAFAEL LIBARRA	3508 LARISA LN
Rafael Libarra	CERES, CA. 95307
Judith MARCKESE	CERES, CA. 95307
Judith a. MARCKESE	3504 Larisa Ln.
Ruby Gondring	3500 Larisa Ln
Ruby Gondring	
William R Ruddy	3509 LARISA LN
Ken Miller	3513 Larisa Ln.
Ken Miller	
Robert Duyce	2627 #13 <i>Don Pedro Rd</i> - Ceres Ca.
Bill m. Kelly	2629-6 <i>Don Pedro Rd</i> Ceres
J.E. Hufford <i>Geleena</i>	3610 10 th ST
Ismol Alvarado <i>Geleena</i>	3608 10 th ST
Rebecca Paplow	3604 10 th ST
Marilyn Smith	3636 10 th ST #B
MARK B. SMITH	
Kathryn Partlow	3600A 10 th street

Name

Dobbie Tilly
Don Tilly
Norma Aranda
Xochi Hernandez
David Rodgers
Galerie Rodgers
Lyre Williams
Fayola Williams
D Brent Simley
Pete Bish
Robert A Fabello
Barbara Lutes
Tack Parmentay
Gord Pyle

Address

3629 10th St. - Ceres
3629 10th St Ceres,
113 Holly Circle Ceres
114 Holly Circle Ceres, CA
3508 10th St.
3508 10th St Ceres, CA
3500 10th Ceres, CA
3501 Euclid Lane Ceres, CA
2733 Veda St. Ceres
3509 Timbrelly Ln
3509 Timbrelly Ln Ceres, CA 95307
3505 Euclid Ceres 95307
528-3349

SUPPORT CORRESPONDENCE

**RECEIVED AFTER THE
DRAFT EIR
REVIEW PERIOD**

From: <PatriciaAMason@aol.com>
To: <tom.westbrook@ci.ceres.ca.us>
Date: 7/15/2010 1:26 PM
Subject: Ceres WalMart

Tom Westbrook
City of Ceres

Planning Department

Dear Mr. Westbrook,

I have resided on East Redwood Road for the last 29 years. I live approximately three miles from the proposed site for the new Ceres Super Wal Mart. I support the effort to bring this new store, with new jobs, and increased sales revenue to Ceres.

I enjoy the Super Wal Mart store in Modesto and make at least one trip each month to the store. I would prefer to spend monies in my local community and welcome the addition of a Super Wal Mart.

I realize there is a concern about the use of the existing store on Hatch Road and not leaving the building empty. It would be great to see the building house a Lowe's, Target, or Home Goods Store. It is my understanding that Wal Mart is prepared to help find a tenant for this building and would retain ownership of the building and property until it is sold.

Again, thank you for your efforts to bring increased sales tax, new jobs, and convenient shopping to our area.

Patricia Mason
3848 East Redwood Road
Ceres, California 95307

From: Karen Linnington <karen.meg@hotmail.com>
To: <tom.westbrook@ci.ceres.ca.us>
Date: 7/15/2010 2:24 PM
Subject: ceres walmart

Good afternoon Tom

I am all for a new Wal-Mart Supercenter in Ceres A I drive to the one in Modesto when I have to do a full grocery shopping. They do have the best prices and it is one stop shopping and for us with a toddler it is important to us. Coming from Arkansas, the home of Wal-Mart, that is where we prefer to do all our shopping. My only concern is, what will happen to the existing Wal-Mart building on Hatch Rd? Will sit sit empty and get run down or become a "hangout" for teenagers or others? This building is very close to our home and we do not want to see this happen. I know how hard it can be to rent/sell such a property especially in these economic times. Look at the Gottschalks building in Modesto on Oakdale Rd. It has been empty for quite a while now. It would be fantastic if someone like Target or Kohl's came in there. Anyway, again we are all for the new building as long as something can be done with the old one. Thank you very much.

Karen

The New Busy is not the too busy. Combine all your e-mail accounts with Hotmail.
http://www.windowslive.com/campaign/thenewbusy?tile=multiaccount&ocid=PID28326::T:WLMTAGL:ON:WL:en-US:WM_HMP:042010_4

From: <Toomysuccess@aol.com>
To: <tom.westbrook@ci.ceres.ca.us>
Date: 7/15/2010 4:25 PM
Subject: Walmart

I'm in favor of a new Walmart superstore being built in Ceres. Thank you.

From: Jimmie Null <twonulls@sbcglobal.net>
To: <tom.westbrook@ci.ceres.ca.us>
Date: 7/15/2010 6:28 PM
Subject: Walmart Super Store

Dear Mr. Westbrook,
We are residents of Ceres, CA and support a Walmart Super Store in Ceres, CA. Not only would this new store provide jobs, which would be a boost to many in a time of limited jobs, and tax revenue for the city, it would also give us an alternative place to purchase grocery's and a larger selection of products. It appears the current store in Ceres, on Hatch and Mitchell would be sold. This would bring in a new company, provide more jobs and tax revenue.

Turlock, CA missed their chance and now Turlock is willing to revisit the issue of allowing Walmart to build their store in Turlock. They had their opportunity and lost it, along with the jobs and the tax revenue. Ceres should not make the same mistake.

Regards,
Jim and Sharon Null

From: "Dean" <dandahendryx@aol.com>
To: <tom.westbrook@ci.ceres.ca.us>
CC: <dandahendryx@aol.com>
Date: 7/15/2010 9:16 PM
Subject: wal-mart

Mr. westbrook My name is Dean Hendryx and I am in support of a new wal-mart supercenter . The jobs taxes one stop shopping . It would save myself and family gas and time . I curently shop in modesto at there small supercenter. One In Ceres would be a great benefit to the community and I believe it would get alot of business from Turlock area. Thank you for your time. Dean H

From: j y <jon19696@yahoo.com>
To: <tom.westbrook@ci.ceres.ca.us>, <Anthony.Cannella@ci.ceres.ca.us>, <Bret...
Date: 7/15/2010 11:02 PM
Subject: *Support For Super Walmart In Ceres

To Whom It May Concern,

I fully support the idea of a Super Walmart coming to Ceres.

Thank you,

Jonathon

From: Vanessa Norton <lucy1981@netzero.com>
To: "tom.westbrook@ci.ceres.ca.us" <tom.westbrook@ci.ceres.ca.us>
Date: 7/16/2010 1:34 AM
Subject: New Super Walmart :)

To whom it may concern,
Please consider the benefits that a new Ceres Super Walmart would offer. So many of us as it is travel to the new Super Walmart on Mchenry ave. These are dollars that could be spent in Ceres! We often dread going to the older Walmart, that may I say has seen better days, and a new Super Walmart would be very well received amongst the Ceres shoppers and near by communities. We are looking forward to a YES vote for a NEW SUPER WALMART to break ground in Ceres.

Thank You,
Mrs. Norton

Sent from my iPhone.

Penny Stock Jumping 2000%
Sign up to the #1 voted penny stock newsletter for free today!
<http://thirdpartyoffers.netzero.net/TGL3241/4c40194043bdd2df7bast03duc>

From: "Diego Fernandez Sr." <fernandez1183@sbcglobal.net>
To: <tom.westbrook@ci.ceres.ca.us>
Date: 7/16/2010 6:45 AM
Subject: Hello from a voter

7/16/10 Hello Tom: Just wanted to add my voice for the Super Walmart. I'm in full support of the store. I think it would be the best thing to happen to Ceres. We need the sales taxes, and it would be a great plus to Ceres community. We need people to be drawn to Ceres. We go to Turlock and Modesto. Let's bring some business back to our Town. I'm a Voter and home owner in Ceres. Please feel free to contact me with any questions.

Sincerely
Diego Fernandez Sr.

1183 Alondra Dr.
Ceres CA 95307
209 345 1547

From: <tinamckim@aol.com>
To: <tom.westbrook@ci.ceres.ca.us>
Date: 7/16/2010 8:04 PM
Subject: Wal Mart

Tom,
I was born in Ceres in 1955. My parents have been married 60 years and live in their first house bought in 1960.

After trying to travel from south Mitchell Road to Round Table on Hatch and Mitchell thru all the lights that have been installed, I feel it will help all that traffic congestion by moving the Wal Mart. It took us four lights at Fowler and 2 lights at Zagaris Realty before we could turn in to the Round Table parking lot.

We already have a Wal Mart that is not going to leave so why not move it to a better place.

Lets do it!

From: "Peter" <peterdeminsky@sbeglobal.net>
To: <tom.westbrook@ci.ceres.ca.us>
Date: 7/17/2010 10:32 AM
Subject: Ceres Walmart

I would like to voice my support for developing the proposed Super Walmart in Ceres.

It seems to me that Ceres can use the additional jobs and especially the additional tax revenue.

As a long time Ceres resident I will welcome not having to go to Turlock as much for shopping.

From: Joyce Zaragosa <wahine2840@att.net>
To: <tom.westbrook@ci.ceres.ca.us>
Date: 7/17/2010 9:00 PM
Subject: re: New Super Walmart

Hi Tom,
My boyfriend and I think that it would be great to have this Super Walmart in our town to bring Revenue and jobs to this community, and I know that it would be a larger store than what we previously have in Ceres. When will this new shopping center will be built? also need to make sure that we all have alot of parking for the customers. Let us know how this new plan is working out.

Thanks for your email.
Joyce and Johnnie
Ceres

From: "Lynne Baker" <BAKERL@stancounty.com>
To: <tom.westbrook@ci.ceres.ca.us>
Date: 7/21/2010 11:07 AM
Subject: Super Wal-Mart

Mr. Westbrook: Please move the approval process along as quickly as possible. The City of Ceres desperately needs the jobs and the tax revenue. In addition because the location has Hwy 99 visibility it will attract tax revenue from travelers. The existing Wal-Mart building can be split into more than one retail space like the old Sears Surplus Store and rented to other retail businesses if a large Anchor tenant cannot be located.

Sincerely,

Lynne Baker
1737 Darwin Ave
Ceres, CA 95307

From: "Daniel Arthur" <danielarthur@sbcglobal.net>
To: <tom.westbrook@ci.ceres.ca.us>
Date: 7/26/2010 1:50 PM
Subject: The Proposed Walmart

Dear Mr. Westbrook - Please add my name to those supporting the proposed new Walmart store. In all cases that I am aware of, the addition of a big box Walmart has been a positive for the community. It may give more competition to some stores but not to the point where it harms them. It would not only help the Ceres residents but would also bring in customers from the surrounding area. There are always people that are against any project but I hope they will not be a factor in this one. Thank you for all your past work and best wishes for the future. - Daniel J. Arthur - 954 Avenida Real, Ceres.

From: art and linda Herfurth <herfurth61@yahoo.com>
To: <tom.westbrook@ci.ceres.ca.us>
Date: 7/26/2010 9:52 PM
Subject: Walmart

Dear Mr. Westbrook,

My family would very much like to have the Super WalMart come to Ceres. Not only does our community need the jobs, and the tax revenue but also the pull for other businesses to follow WalMart into our city. With the economy so bad we can all use the discount groceries that this company can offer. Please consider the possibility of welcoming this business to our city.

Thank you.

Sincerely,
Art and Linda Herfurth

From: "Jack Campidonica" <jcampidonica@sbcglobal.net>
To: <tom.westbrook@ci.ceres.ca.us>
Date: 7/27/2010 3:06 PM
Subject: New Walmart Store

Hi Tom, we need that new store. I say yes.

Jack Campidonica

From: Kara Stoker <karaimarika@yahoo.com>
To: "tom.westbrook@ci.ceres.ca.us" <tom.westbrook@ci.ceres.ca.us>
Date: 7/28/2010 2:10 PM
Subject: New Ceres Walmart

I understand that the city of Ceres is considering building a new Walmart that would include full grocery services and that this store would be operating in addition to the Walmart that currently resides at Hatch and Mitchell. I have been a resident of Ceres for the last 4 years and this new Walmart would be a great convenience to me and my family. Having this store would not make me stop shopping at Raley's, which I often do, because there are some products that I can only find there and I know their produce is far superior than what Walmart will carry.

I would enjoy the convenience and great prices that this store would bring and it is also a great way to add jobs that are so desperately needed. Therefore, I urge you to fully support the building of the new Walmart in Ceres.

Thank you,
Kara Stoker

Sent from my iPhone

From: "Silva, Dan" <Daniel.Silva2@ejgallo.com>
To: "tom.westbrook@ci.ceres.ca.us" <tom.westbrook@ci.ceres.ca.us>
Date: 7/28/2010 4:49 PM
Subject: Ceres Walmart

Tom,

I have been a resident of Ceres for the last 17 years. Unfortunately, I am continuously seeing almost all of the new businesses opening either in North Modesto or Turlock. Ceres always seems to be bypassed when it comes to new business construction. Building a Super Walmart in Ceres would be a major boost to the local economy and improve the quality of life in Ceres. It may also entice more new businesses to open in Ceres and further increase tax revenues.

I think it would be a big mistake for our city to miss out on this opportunity. I say YES to a new Super Walmart in Ceres!

Dan Silva
2807 Canyon Falls Drive
Ceres, CA

H: 209.581.9622
C: 209.262.5183

From: <Olds88@aol.com>
To: <tom.westbrook@ci.ceres.ca.us>
Date: 8/8/2010 8:56 AM
Subject: Potential WalMart in Ceres

Mr. Westbrook, and Ceres council members, My wife and I are in favor of the plans for the super WalMart. It will have more employment for our city, it will bring more business to us, Please let this happen. As far as the old Walmart goes, I think you and the city council members can figure out what to do with it, there has already been many good ideas for it.

Sincerely, Charles Reese

From: Mony Meas <monymeas@yahoo.com>
To: "tom.westbrook@ci.ceres.ca.us" <tom.westbrook@ci.ceres.ca.us>
Date: 10/19/2010 12:27 PM
Subject: Ceres walmart

I support the new Walmart being built!

Thanks
Mony Meas
Resident of Ceres since 1980

Sent from my iPhone

Tom Westbrook - Ceres Walmart project

From: katherine knapp <ronanddrell@att.net>
To: <tom.westbrook@ci.ceres.ca.us>
Date: 10/19/2010 1:23 PM
Subject: Ceres Walmart project
CC: <Anthony.Cannella@ci.ceres.ca.us>, <Bret.Durossette@ci.ceres.ca.us>, <Klane@ci.ceres.ca.us>, <guillermo.ochoa@ci.ceres.ca.us>, <Cvierra@ci.ceres.ca.us>

My name is Katherine Knapp, and I'm a Ceres resident who is anxiously waiting for the approval of the Ceres Walmart project. We are in dire need of what this Walmart has to offer to this town. Unless the Savemart in our town is expanded to include all that the other Savemart stores have to offer, such as a bakery, deli, and simply a lot more in stock, we only have Raley's. I'm sorry, Raley's is a good store, but, especially in this economy, the majority of our community cannot afford to shop there. Please do not deny our community the opportunity to shop for groceries within our budgets. We hear a lot about educating the less fortunate to consume healthy foods, but unless this healthier food is coming from a food bank, how are Ceres residents going to follow this advice? We are a city with extreme potential, however lately, we do not seem to be rising to it. I personally get tired of having to drive to Modesto, or to Turlock for good prices. Thank for the time and consideration of my views on this matter.

OPPOSITION CORRESPONDENCE

RECEIVED AFTER THE
DRAFT EIR
REVIEW PERIOD

From: Roberta Ferraro-Foster <padremadre81@yahoo.com>
To: <tom.westbrook@ci.ceres.ca.us>
Date: 7/15/2010 6:04 PM
Subject: Walmart Store

Dear Mr. Westbrook,

At First I really wanted a New Super Walmart Store to come to Ceres. It would be Closer than the one on Hatch & Mitchell and Bigger. But Now after Visiting three other Super Walmart Stores, I've changed My mind. I feel the shopping is Very Limited in it's selection's at the Super Stores. Everything is Rather uniform and Basic (like shopping at a military base Canteen) Just the Basics (especially in Clothing). Also, I wonder what New additional RiffRaff will be hanging out late at night in our seemingly Quiet Neighborhood with a 24 Hours Walmart just Down the Road. I've already had my car windows broken twice and and my Husbands Vehicle Broken into once since the New High School went in just two blocks away. They are Giving up Selection and Quantity of Items in order to add the Food Department.

I really don't see the need for that. I can buy Groceries at one of the current Grocery Stores. So, I've changed my Vote to "No" on the Super Wal Mart Issue.

Sincerely,

Roberta A. Ferraro-Foster
1949 Don Pedro Road
Ceres, Ca 95307
209-556-0123

From: patte hegg <potter921@gmail.com>
To: <tom.westbrook@ci.ceres.ca.us>
Date: 8/18/2010 8:30 AM
Subject: Wal Mart

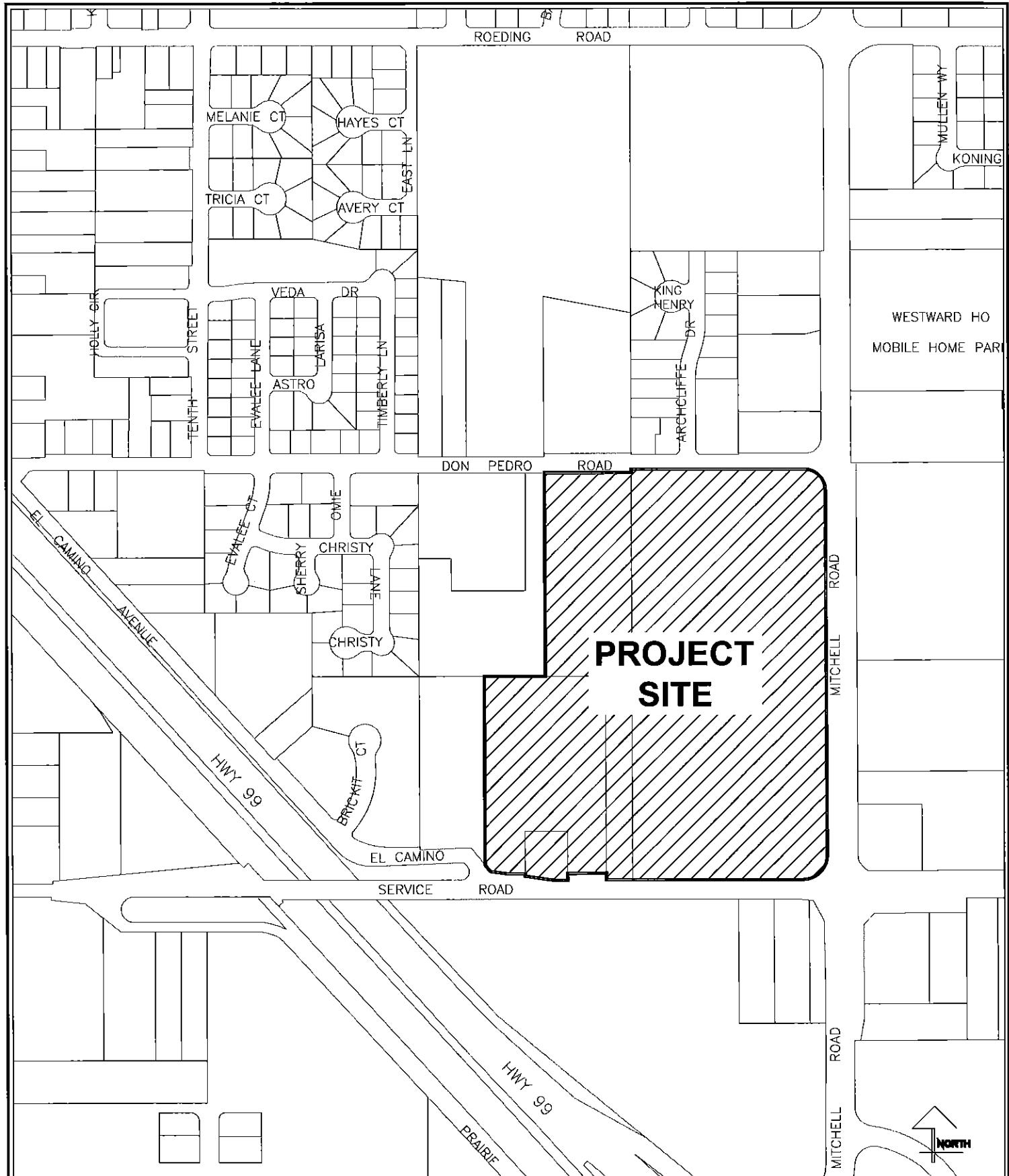
I am concerned and in opposition to the proposed Wal Mart build at Mitchell Road.

I am most concerned with the 24/7 aspect of it because I believe by being open all the time, the only activity the store will have will be for those who are homeless or someone looking to meet up and score either sex or drugs. Why do we need another place for gangs, or the homeless to gather and be able to pan handle or conduct other illegal activities?

Why do we need a store of that volume, creating that kind of traffic and noise and harm to the surrounding areas, PLUS make it available 24/7? Who needs to shop at 2 or 3 in the morning as the only time they can? It is beyond reasonable to me to have our community subjected to that, especially considering even urgent care facilities shut down and don't see the need to provide round the clock care. There is no greater good for the area involved with this, especially since it means shutting down the existing Ceres Wal Mart. Do we want a cornerstone store of a proposed shopping center to be a Wal Mart? If it is such prime real estate, then the city council should woo and lure stores to compete for the shopper who drives to Manteca or Stockton for those stores. Wouldn't an Old Navy or Dillards be more appealing? Give the people of Ceres and Turlock an alternative to driving to Manteca or Stockton. We already have enough Wal Mart choices considering the Ceres, Turlock and Modesto stores. Please PLEASE do not continue to allow our area to be saturated with yet another Wal Mart.

I mean really! Another WAL MART????? No, thanks. Bring us a classier store to anchor this prime location. But most importantly, do not let Wal Mart in!!

Patte Hegg
Ceres, Ca.



DRAWN: JDE
 DATE: NOV 2010
 FILE: interchange_aerial
 SCALE: 1"=400'

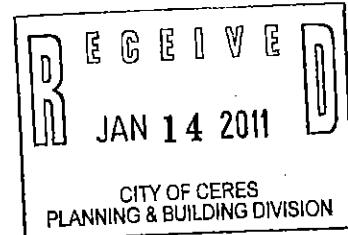
MITCHELL RANCH CENTER VICINITY MAP

CITY OF CERES

January 14, 2011

City of Ceres
Planning Commission
2220 Magnolia St.
Ceres, CA 95307

Subject: Mitchell Road Project



Dear Planning Commission:

In June 2010, approximately 80 to 100 signed letters regarding the proposed project were delivered to Ceres Planner Tom Westbrook. A copy of these letters were also sent to Mayor Canella. I have attached a copy of this letter.

These letters were signed by citizens who live on or near Don Pedro Road and who will be directly affected by the Walmart Super Center being built in the Mitchell Road Project. About 98% of the citizens I contacted agree with the contents of this letter. More signatures would have been collected from residents who live on 10th Street but I figured that the point had been made by the amount of signatures already gathered.

A petition was also distributed and signatures gathered from citizens who live on Don Pedro Road. This petition was directed to Ceres Engineer, Mr. Glenn Gephardt. The petition basically requested that Don Pedro Road be designated as a non-truck route. A copy of this petition is also attached.

The reason I am sending this letter to the Planning Commission is that according to the Courier, you will be reviewing the Mitchell Project in February. I understand that you will have the final say on the Walmart issue or at least have strong input.

The citizens of Ceres who live on or near Don Pedro hope that you will receive and consider our concerns regarding this matter since we are the ones who will be directly affected by the twenty-four hour Super Walmart and its entrance on Don Pedro Road. The entrance should not be placed on Don Pedro Road. It has been suggested that we get the Sacramento media involved. I hope this will not be necessary.

Yours truly,

Tom Westbrook
Planning
City of Ceres
2220 Magnolia St.
Ceres, Ca 95307

Re: Walmart Project - Don Pedro Road and Mitchell Ave.

Dear Mr. Westbrook:

If the proposed Super Walmart project is implemented, our quality of life will be negatively impacted. The environmental impact report does not take into account that residents in our neighborhood will also be negatively affected by the traffic caused when the proposed elementary school and commercial buildings are built on Roeding Road -since Roeding and Don Pedro will then connect by way of a new road. There is no way that residents on or near Don Pedro Road should be expected to handle the increased traffic, noise, and air pollution that will be created by having a twenty-four hour Super Walmart store so close to our homes. There is another alternative.

Currently traffic enters Don Pedro Road from residential areas, a business complex, an apartment complex, a church, Mitchell Road, and El Camino Road. Once the elementary school and restaurant/bar are built on Roeding (and the new road connects Roeding to Don Pedro) we will have additional traffic going to and from Roeding Road. This will bring more fuel emissions, noise, and traffic to the residential areas.

With a Super Walmart backing up to Don Pedro, traffic will be greatly increased as residents use Don Pedro as a short cut to the Walmart shopping center. This, along with the 24 hour freight deliveries, will greatly impact residential areas near Walmart: even with suggested traffic calming measures mentioned in the EIR, the impact will remain *significant*.

We propose that you go by Alternative 2 with the realignment of the Walmart facing Mitchell Road to the east, but moving the building to the south-west corner of the property. This would place it closer to Service Road than to Don Pedro. We also propose that a solid sound barrier wall along Don Pedro, with no vehicle entrance, be built. Service Road and El Camino are already expected to be realigned and re-designed so delivery truck entrances could be included in the future design. This would also prevent elementary school traffic from being negatively affected by the delivery truck movement during the day hours when children are coming and going.

Alternative 2 would *not* reduce the overall square footage of the development, however, loading docks and the building should sit at the southwest corner further away from all residential areas. This would help with air pollution, noise pollution, and traffic. Since this is a twenty-four hour store, it would make more sense that it be built as far away from the residential areas as possible with no entrance off Don Pedro Road.

Yours truly,

Name: _____

Address: _____

Phone # or E-Mail: _____

To: Glenn Gebhardt
City of Ceres Engineer

Petition

Changing Don Pedro Road to a Restricted Road

We the residents that live on or near Don Pedro Road are requesting that Don Pedro Road be designated as a Restricted Road for the following reasons:

- #1. Many of us have lived in this area for ten to twenty years (some of us longer) and have never seen a semi-truck drive on Don Pedro Road. The proposed Mitchell Ranch Center will allow for semi-trucks to use Don Pedro Road as a delivery route.
- #2. Thirty to fifty years ago the area around Don Pedro Road was farm-land. The majority of this land is now residential with homes and apartments lining both sides of the road. This road is a residential road.
- #3. Panella Trucking on El Camino Road uses other routes to get to their company location and does not use Don Pedro Road as their route.
- #4. When the proposed Lucas Elementary School is built on Roeding Road, a new road will be paved connecting Roeding to Don Pedro. Children walking to school by way of Don Pedro Road will be competing with trucks and all vehicles headed to the Mitchell Ranch Center. Parents will be dropping off or picking up their children and residents will be trying to enter Don Pedro from connecting side streets.

We realize that we must still allow for fire trucks, garbage trucks, and delivery trucks such as Fed X trucks, U.P.S. trucks, or furniture delivery trucks, but we would like to keep the big semi-trucks from using Don Pedro as a truck route because it is a residential area.

We the citizens on or near Don Pedro Road would appreciate your help in this matter.

PETITION

NO WALMART SUPER-CENTER

June 3, 2010

To: City of Ceres, Mayor of Ceres, Ceres City Council

We the undersigned petition the City to stop Super Walmart from building at the proposed Mitchell Ranch Center.

Residents of Ceres have reviewed the Environmental Impact Report that was recently posted on the City of Ceres' website and have serious concerns regarding the proposed Super Walmart to be constructed on the land situated on Mitchell Road and Don Pedro Road. If a twenty-four hour Super Walmart is built in Ceres it will not only have a negative impact on local businesses, but greatly increase noise, traffic, air pollution, and crime to nearby residences. Walmart is planning on using Don Pedro Road as their main freight delivery route. This means 7 to 9 semi-truck deliveries per day, seven days a week, including nighttime hours. All residents on or near Don Pedro and El Camino Roads will be directly impacted.

Once the new elementary school is built on Roeding Road, a new road will be built connecting Roeding to Don Pedro. This means school buses, automobiles, and children walking or riding bikes will be competing with the semi-trucks, vendor trucks, and other vehicles traveling on Don Pedro Road.

Don Pedro Road is a short (less than a mile long) two lane road with homes, an apartment complex, and a church located on it. It cannot hold up to the type of traffic that a Super Walmart will bring.

We ask that a Walmart Super Center not be built on this land.

Sincerely,

The Undersigned