

STAFF REPORT

DATE: February 16, 2016

TO: City Council

FROM: Mike Webb, Assistant City Manager / Director of Community Development & Sustainability
Katherine Hess, Community Development Administrator

SUBJECT: Nishi Gateway – Planning Application #14-57

Recommendation

Staff recommends the City Council take the following actions to approve the Nishi Gateway project and place the Nishi General Plan Amendment on the ballot for voter consideration under Measure J/R of the Municipal Code:

- a. Resolution making CEQA findings (certification of the EIR, statement of overriding considerations, and rejection of alternatives);
- b. General Plan Amendment and Baseline Project Features (Nishi Property);
- c. Rezoning and Preliminary Planned Development (Nishi Property);
- d. Gateway/Olive Drive Specific Plan Amendment (West Olive Drive);
- e. Development Agreement (Nishi Property); and
- f. Resolution calling for Election on General Plan Amendment (Nishi Property).

The item is a continuation of the Council workshop on the Nishi Gateway applications that was held on January 12, 2016 and public hearing that was held on January 19, 2016. Final Council action to place the General Plan Amendment on the June 2016 ballot would be required at this meeting.

City Council Goals

This effort supports the following Goals/Objectives/Tasks:

- ◆ Drive Innovation and Economic Vitality / Facilitate business development through entrepreneur and startup support.
 - Task: Facilitate dispersed innovation center strategy by: Completion of EIRs and public hearings for innovation center applications; and Support the community decision-making process on Measure R regarding innovation centers and Nishi Gateway through education regarding challenges and opportunities.
- ◆ Build and Promote a Vibrant Downtown/Improve the downtown as a destination both for Davis residents and for visitors.
 - Task: Complete environmental review and application processing for Nishi Gateway.

Fiscal Impact

The Finance and Budget Commission considered the project proposal at a series of meetings, including the regularly scheduled meeting of February 8, 2016. To assist in the Commission's

review, the City contracted with Economic and Planning Systems and A. Plescia & Co. (with Goodwin Consulting as a subcontractor). The consultant team analyzed project impacts on the City general fund and the local economy, Nishi project economics and capacity for covering infrastructure costs, and mechanisms for meeting the City Council goal of fiscal and economic benefits to the City and the community.

The Finance and Budget Commission made the following recommendations to the City Council:

- That all ongoing operations and maintenance costs be privatized (recommendation January 11, 2016);
- That all infrastructure for Nishi Gateway be privately funded;
- That a minimum property tax rate of 1.55% of assessed value be used to provide incremental funding to the City; and
- **That the Nishi project is a net fiscal positive for the City of Davis.** The Commissioners did not agree on the amount of benefit the City would receive. The final motion to conclude \$1,400,000 of annual benefit passed on a 5-1-1 vote; dissenters agreed that the benefits would be positive, but suggested numbers in the \$500,000 range.

Staff is recommending the Baseline Project Features and the Development Agreement call for a land-secured financing district, such as a services Community Facilities District, to provide supplemental funding to the City of Davis. (See additional discussion, page 5).

The City Manager and Assistant City Managers have met with the County Administrator to begin discussions of concepts for the necessary tax-share agreement with Yolo County. Also on this agenda is a recommendation that the City Council adopt “Principles for Nishi Tax Share Agreement” to establish the City’s expectations for tax-share discussions moving forward.

Summary Project Description

The requested applications would grant land-use entitlements to allow the 47-acre unincorporated Nishi property to be annexed to the City of Davis and developed as a mixed-use innovation district. The project also includes rezoning of properties on West Olive Drive to accommodate redevelopment at greater density/intensity, should property owners desire to do so.

The Nishi project includes

- 650 residential units
 - ◆ 440 apartments
 - ◆ 210 condominiums
- 325,000 square feet of office/R&D uses
- 20,000 square feet of ancillary retails (coffee shop, café, etc.)
- 19 acres of open space, park, and greenbelt
 - ◆ 3.3 acres of the Putah Creek Parkway
 - ◆ Two parks totaling 11 acres
 - ◆ An additional 4 acres of stormwater detention adjacent to the southern park



Vehicular access is proposed from West Olive Drive and a new grade-separated crossing of the railroad tracks to Old Davis Road. Bicycle/pedestrian access would also be provided through the Putah Creek Parkway connections to South Davis and the UC Davis Arboretum.

The project requires a General Amendment and Prezoning/Rezoning. Because the Nishi property would be re-designated from Agriculture to urban uses, voter approval would be required under Measure J/R (Municipal Code Chapter 41). Changes to West Olive Drive would not require Measure J/R vote and would be entitled through an amendment to the Gateway / Olive Drive Specific Plan.

Baseline Project Features and Development Agreement Deal Point Concepts

Because development of the Nishi property requires a General Plan Amendment to re-designate the site from Agriculture to urban uses, voter approval would be required under Measure J/R (Municipal Code Chapter 41). A component of Measure R includes establishment of “Baseline Project Features” such as recreation facilities, public facilities, significant project design features, sequencing or phasing, or similar features and requirements. These features cannot be eliminated, reduced or significantly modified without subsequent voter approval. Baseline Project Features are a component of the General Plan Amendment and are also reflected, with additional details as necessary, within the Development Agreement.

Staff and the City Council subcommittee of Mayor pro Tem Davis and Councilmember Swanson have worked to refine the Baseline Project Features and Development Agreement provisions, reflecting the policy direction provided by the City Council at the January 19 and February 2 meetings. Attachment 1 includes the current draft Baseline Project Features document.

Staff comments on the Baseline Project Features and Development Agreement deal points address the following components:

1. Site Plan and Project Description (page 4)
2. Phasing (page 4)
3. Financial Commitments (page 5)
4. Sustainability Commitments (page 6)
5. Subsequent City Reviews and Approvals (page 7)

1. Site Plan and Project Description

The baseline features describe the project as analyzed in the Environmental Impact Report. This includes a maximum of 650 dwelling units (see following paragraphs for potential modification), 325,000 square feet of office/R&D, and 20,000 square feet of retail. The acreages for various land uses are shown as example ranges in the Baseline Project Features. The project has not been engineered, so precise calculations of land required for drainage, roadway grades, buffers, parking, and similar infrastructure requirements have not been established. This range will provide necessary flexibility, while ensuring compliance with the expectations of the Sustainability Implementation Plan and City standards. The Council and community have discussed the possibility of allowing additional housing or a hotel on the Nishi Property without the need for subsequent voter approval – this concept was removed at the City Council meeting of February 2, 2016. The Development Agreement outlines the anticipated mix of apartments and condominiums, by unit size, as a preliminary estimate.

The Baseline Project Features limit the project to a maximum of 1,732 off-street parking spaces. The City and the Developer are committed to exploring options to reduce the parking further, through the Transportation Demand Management Program, with a target maximum of 1,550 parking spaces. The Environmental Impact Report assumed 1,925 off-street parking spaces for the Nishi property. A reduction in parking spaces is one of the tools for achieving the desired reduction in Vehicles Miles Travelled and vehicle trips required by Mitigation Measure 4.14-5 and the Sustainability Implementation Plan. Staff has concluded that the proposed reduction in parking spaces anticipated by this Baseline Project Feature is consistent with the analysis and objectives of the Environmental Impact Report, and no further analysis is required. The sustainability section of the Development Agreement also establishes requirements for paid vehicle parking for all apartments and a peak-hour exit fee for the apartment and condominium parking areas.

2. Phasing

The Council and the community have expressed a desire for mechanisms to ensure that public facilities, particularly the improvements to the Richards interchange and the connection to UC Davis, are completed as envisioned. The Project Study Report for the interchange improvements is underway and the City is currently pursuing construction completion in 2020. The connection

to the UC Davis campus requires completion of the Long Range Development Plan and environmental review, and approval of the Regents.

At the January 19 meeting, the City Council discussed whether there is a mechanism that would allow phased development of the site, so that a portion of the construction could occur prior to completion of all infrastructure. **The Baseline Project Features call for all backbone infrastructure, including the grade-separated crossing to UC Davis and the improvements to the Richards Boulevard interchange, be completed prior to any occupancy on the Nishi site.** Construction on the Nishi site could begin only after construction has begun on the interchange and the grade-separated crossing. **The Baseline Project Features also include commitments for backbone infrastructure to the R&D properties with the first phase of development, to ensure “permit-ready” sites when prospective purchasers or buildings are identified.**

The Development Agreement addresses timing of Olive Drive improvements and on-site public amenities, such as phasing park development tied to residential development, to be established through the Tentative Subdivision Map(s) for the project.

3. Financial Commitments

The community, the Finance and Budget Commission, and the City Council have all been exploring the question of how this development can be managed to ensure fiscal benefits to the City. The property owner has committed to a Baseline Project Feature for a projected net fiscal positive. One specific component of discussion has been a “make-whole” provision should property be purchased or leased by an entity exempt from property taxes. Other components could include a Landscaping and Lighting Assessment District, Services Community Facilities District, positive negotiations with Yolo County, or other mechanism as established in the Development Agreement.

The Baseline Project Features include establishment of a Land-Secured Services Financing District for municipal services, to ensure positive fiscal and economic benefits for the City of Davis. This will provide a supplemental source of revenue to the City of Davis, in addition to projected sales and property taxes. The Development Agreement establishes a minimum of \$300,000 per year to be generated by the District. This amount is slightly greater than the equivalent of privatizing the costs of park, greenbelt, and roadway maintenance plus the projected cushion necessary to protect the City if 20 percent of the office/R&D properties become exempt from property taxes. Preliminary analysis prepared by Goodwin Consulting as a subcontractor to A. Plescia & Co. indicated that the necessary assessments that would generate this amount of revenue could be accommodated by the development without significantly adversely affecting market values. Exact revenues and methodologies will be established by the City Council upon formation of the District in the future, with input from fiscal consultants and the Finance and Budget Commission. Assessments to generate funds exceeding the \$300,000 level (with inflation adjustments) would need to be negotiated.

A Services CFD is different from an infrastructure CFD, which has the purpose of financing bond debt to provide capital funds for construction of physical improvements related to a development project. A Services CFD provides an ongoing revenue stream from payments that

are made by property owners within the district and collected with the annual property tax bill. This provides a permanent source of funding for City operations to serve the project, in addition to property and sales taxes that would continue to be collected per statute.

The Baseline Project Features establish Developer commitments of \$1 million for the affordable Housing Trust Fund and an additional \$200,000 for the City Council to allocate amongst on-site civic arts, establishment of a local carbon offset program, and implementation of the Downtown Parking Management Plan, for a total of \$1.2 million.

The Development Agreement includes provisions for conduit to accommodate broadband communication, City right of first refusal for the office/R&D parcels, and agricultural mitigation. The Development Agreement also establishes implementing mechanisms for other financial components, including impact fees, fair-share contributions to the Richards/I80 interchange improvements, repayment of City pre-development contributions, and credits recognizing infrastructure costs for the project.

4. Sustainability Commitments

The City Council and the community have discussed the value of a third-party verification process for sustainability commitments. This would provide a structure for accountability to look at implementation of the Nishi project as a whole, rather than staff review of individual buildings and public improvements at the time of permit issuance. Leadership in Energy & Environmental Design Neighborhood Development (LEED-ND) offered by the U. S. Green Building Council has been cited as a rigorous program with the potential to provide that assurance. However, continued research into the requirements of LEED-ND show potential difficulties posed by the nature of the site and the development in meeting the prerequisites for certification, or garnering the necessary points for a given level of certification.

Staff believes that continued conversations with the US Green Building Council could result in resolution of some of the issues identified in the Thornton Tomasetti analysis. At the same time, staff is concerned that a national rating system could foster a “hunt for points” with negligible true sustainability benefits (such as adding intersections with minimal connectivity benefit) or discount other sustainability contributions from the project (such as commitments to photovoltaics or contribution to the City’s local carbon offset program).

The Baseline Project Features commit the City and Developer to pursue certification through Leadership in Energy & Environmental Design Neighborhood Development (LEED-ND) offered by the U. S. Green Building Council. Should that not be achievable, the project will be rated using the LEED-ND point system through a City-defined process, with a local citizens panel, as defined in the Development Agreement. This system will use local expertise to evaluate parameters established through the LEED-ND checklist, reflecting site constraints and also reflecting other sustainability commitments from the Baseline Project Features and Sustainability Implementation Plan that may not generate LEED-ND points (such as the 4.9MW PV and the contribution to the local carbon offset program noted above). Requirements may be revisited over time, which will allow the City to adjust actions and methodologies with changes to regulations, technology, and societal behaviors.

Staff anticipates that this Environmental Certification Panel envisioned for review of the Nishi sustainability effort would be needed to advise the City Council on the formation of a local GHG offset program, regardless of the Nishi proposal. As the Panel is created, it can serve to review the sustainability efforts for Nishi and – potentially – other programs for the City of Davis. Community enhancement funds provided by the Nishi project could serve as seed money for these efforts.

Key components of the Sustainability Implementation Plan will be also included as Baseline Project Features, including

- Maximum of 1,732 off-street vehicle parking spaces, which is a 10 percent reduction from the current plan (see Site Plan and Project Description, above);
- Peak hour trip cap per the Sustainability Implementation Plan
- 4.9 MW photovoltaic (or equivalent, per Development Agreement)
- Buildings exceeding 2013 Title 24 Energy Efficiency standards by 30 percent.

Other components of the Sustainability Implementation Plan will be identified through the LEED-ND or equivalent process, as identified in the Development Agreement. The Development Agreement also establishes requirements for paid vehicle parking for all apartments and a peak-hour exit fee for the apartment and condominium parking areas. The Development Agreement also includes a requirement for submetering of individual apartments.

5. Subsequent City Reviews and Approvals

The Development Agreement identifies need for City review and approval of additional implementing actions, including:

- Tax-sharing Agreement with Yolo County (City Council)
- Final Planned Development, Tentative Map, and Design Guidelines (Planning Commission)
- LEED-ND application and, if necessary, equivalency review (City)
- Establishment of a Services Community Facilities District (City Council)
- Agricultural land mitigation (City Council)

Environmental Review

The City has received multiple correspondences from Mike Harrington questioning the traffic analysis in the Nishi Gateway EIR. Attachment 8 contains responses to questions received on February 2, along with response to comments emailed from Dr. Cahill regarding air quality. Responses to the comments made by Mr. Harrington on February 10 will be provided at the meeting.

Conclusion

In summary, staff recommends approval of the applications. Staff believes that the project appropriately integrates the City goals for economic development, housing, environmental sustainability, community character, and fiscal responsibility. Specific reasons for staff's recommendations include:

- This site is identified as a priority development area in SACOG's Sustainable Communities Strategy. SACOG has concluded that the project is supportive of all of the Blueprint principles. Adding housing to meet the needs of community employees will help meet regional goals for VMT and GHG reduction.
- The project has sustainability components stronger than any development in Davis. The Studio 30 report concluded the Nishi property has a walkable and bike-friendly location that lends itself to a dense, mixed-use development. Staff is comfortable that this proposal, particularly when balanced with a multitude of other policy objectives, appropriately contributes to city sustainability goals and takes the city in the right direction for new development projects.
- Housing and businesses on the Nishi property will provide customers for local businesses, particularly downtown merchants.
- Internal open space and bicycle/pedestrian connectivity forms the backbone of the subdivision layout. The project includes a grade-separated connection to the Old Davis road on the UC Davis campus.
- Development Impact Fees from project can assist in contributions to improving operations of the Richards Boulevard corridor, and the project will not go forward until Interchange improvements and the connection to the UC Davis campus are completed.
- The project demonstrates unprecedented collaboration with UC Davis and Yolo County. The financial contribution from the State of California Strategic Growth Council to the sustainability and environmental reviews demonstrates the importance of this development to regional efforts in GHG reduction.
- EPS found that the total one-time impact of construction of the Nishi project is estimated at 1,000 jobs, \$186 million of output, and \$75 million of labor income in the Davis economy, while estimates for the Yolo County economy show 1,800 jobs, \$329 million of output, and \$130 million of labor income. The Nishi project is estimated to produce an ongoing economic impact in the Davis economy that totals between 1,500 and 1,800 jobs, \$315 million and \$385 million of output, and \$89 million and \$107 million of labor income.
- The provisions of the Development Agreement address fiscal impact on the General Fund, and the Finance and Budget Commission concluded that the project would have net fiscal positive benefits to the City of Davis..

Nishi Gateway represents a culmination of concerted community engagement, incorporation of community input, and ground-up integration of sound land use, urban design, and sustainability principles. The proposal successfully achieves a very difficult balance of multiple and diverse policy objectives. While it can be easy to get caught up in pursuit of perfection on any given issue, staff believes that the proposal appropriately integrates city goals for housing, economic development, sustainability, and community character.

Attachments

1. Baseline Project Features
2. CEQA Resolution
3. General Plan Amendment Resolution (Nishi)
4. Development Agreement Ordinance and Development Agreement (Nishi)
5. Preliminary Planned Development (Nishi)
6. Gateway / Olive Drive Specific Plan Amendment Ordinance (West Olive Drive)
7. Resolution Calling for Election
8. Response to CEQA comments from Harrington and Cahill (to come)

Staff report and attachments will be posted on the City's website at
<http://cityofdavis.org/city-hall/community-development-and-sustainability/development-projects/nishi-and-downtown-university-gateway-district>

NISHI PROPERTY BASELINE PROJECT FEATURES

Project Goals

The essential concept for development on the Nishi property is to serve as a new mixed-use innovation district that takes advantage of the site's close proximity to both Downtown Davis and UC Davis, major rail and freeway corridors, unique adjacent open space features along the creek corridor both on- and offsite, and its position and potential to be a new high-visibility "gateway" to the city. Project goals include the highest feasible levels of sustainability, defined as long-term and balanced outcomes for people, the environment, and the economy. City Council goals for the development include fiscal and economic benefits for the City General Fund and the overall community.

Land Use Summary

The land use program for the development of the Nishi property is a mix of rental and for-sale, high-density residential uses; research and development (R&D) space; accessory commercial/retail space; on-site stormwater detention; parks and open spaces, including public parks, greenbelts, and private open space for the proposed residential uses; and parking. An illustrative draft land use and site plan depicting the location of the proposed land uses, along with proposed roadways and connections to adjacent areas, is shown in Table 1.

The following table outlines the land use and site program for the Nishi site. This table generally outlines the authorized uses and the density and intensity of the authorized uses. The acreages are subject to change to reflect requirements of engineering, sustainability, and other implementation requirements. The total number of residential units and the square footage of R&D and accessory retail cannot be greater than those shown below without a further vote of the electorate, except as expressly set forth in these baseline project features.

Future development will be required to be consistent with the land use program enumerated in these Baseline Project Features (number of units, square footage, etc.) but would have flexibility in how specific buildings and exterior spaces on each block are designed in terms of orientation, floorplates, building footprints, etc.

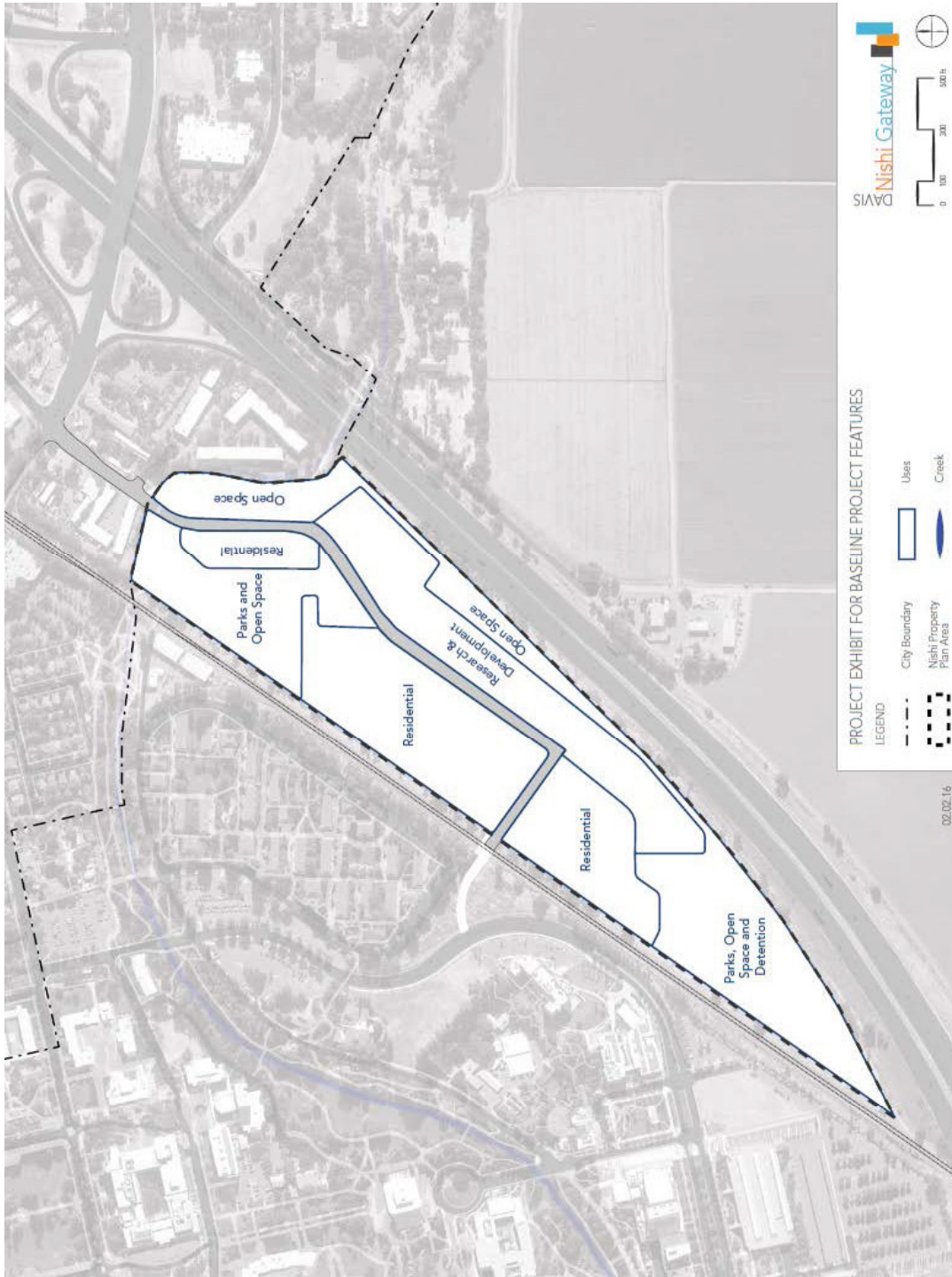
Table 1. Nishi Project Land Use and Site Program Summary			
Land Use Type	Estimated Acreage	Estimated Units / Square Footage	Density
Residential: Multi-family Rental ¹	5-7	440 units	60 du minimum
Residential: Multi-family For Sale ¹	3-6	210 units	60 du minimum
Research and Development (R&D)/	4-6	325,000 sf	0.75-1.8 FAR
Surface Parking ²	4-7	-	-
Retail ³	-	20,000	-
Roads	2-4	-	-
Public Parks and Open Space	14-20	-	-
Stormwater Detention	3-5	-	-
Total⁴	46.9	650 residential units 325,000 sf R&D 20,000-sf retail	-

Notes: FAR = floor area ratio; du = dwelling units; du/acre = dwelling units per acre; sf = square feet.
¹ Residential acreage includes approximately 3.9 acres of private open space. ² Surface Parking includes a large parking lot along the northwestern edge of the site, small lots south of the southerly rental housing, and smaller lots east of R&D uses along I-80, partially within an existing utility easement.
³ Retail uses to be located within proposed Residential or R&D buildings.
 Actual determination of Sub Area boundaries and acreages shall be established by the Planning Commission through the Final Planned Development as identified in the "Implementation" section of these Baseline Project Features.

Final 2/11/16

Baseline Project Features

Nishi Property



Residential

As set forth in the General Plan amendment, and analyzed in the Environmental Impact Report, a maximum of 650 multifamily residential units shall be permitted, with a minimum density of 60 units per net acre on approximately 9.8 acres, including for-sale condominiums with an average of approximately 1,300 square feet per unit, and rental apartment units.

Research & Development

As set forth in the General Plan amendment, and analyzed in the Environmental Impact Report, Research and Development (R&D) uses up to a maximum of 325,000 square feet shall be permitted in a series of commercial buildings on approximately 5.0 acres, not including the adjacent surface parking lots.

Accessory Retail

Ancillary ground-floor retail, is permitted on the ground floor of the residential and the R&D buildings, as established in the Preliminary Planned Development for the Nishi property.

Open Space and Parks

Open space, greenbelts, and parks within the Nishi site will include a minimum of 14 acres of parks and greenways, including the Putah Creek corridor, which runs between the Nishi site and the West Olive Drive subarea; pedestrian and bicycle trails and facilities; and landscaped gathering spaces; as generally laid out in Figure 6.1 of the Sustainability Implementation Plan, incorporated within this Resolution and on file at the City Clerk's Office. Open space will also include a tree buffer between buildings and Interstate 80 as described in the Environmental Impact Report.

Roadways, Circulation, and Parking

The proposed circulation system for the Nishi site consists of new local streets, along with a system of pedestrian and bicycle "greenways" that would connect the site with the West Olive Drive subarea to the northeast and the UC Davis campus to the west. This system would provide enhanced connectivity for pedestrians, bicyclists, transit riders, and automobiles via new multi-modal roadway connections and linkages to existing greenways along the historic Putah Creek corridor.

A central street on the Nishi site forms the backbone of the circulation system, which will connect with Old Davis Road and the UC Davis campus via a new grade-separated crossing of the UPRR line, consistent with the assumptions of the Nishi Gateway EIR for circulation and access, and subject to approval by the Regents of the University of California and City Council, as well as an extension of West Olive Drive from Richards Boulevard that would connect the West Olive Drive subarea to the Nishi Property via a new bridge over the historic Putah Creek channel.

Not more than 1,732 off-street surface and structured parking spaces may be constructed on the site. City and Developer shall work to further reduce on-site parking through the Transportation Demand Management Plan, with a target of a maximum of 1,550 off-street parking spaces.

Phasing

Construction of backbone infrastructure, including the central street, utility mains, and drainage improvements, may be commenced only after commencement of construction of both the connection to UC Davis and the reconfiguration of the Richards Boulevard interchange identified as the "I-80/Richards Interchange" in the Sacramento Area Council of Governments 2012 Metropolitan Transportation Plan. Certificates of Occupancy will not be issued for any buildings on the property until the UC Davis connection (which is subject to approval by the Regents of the University of California), the Interchange improvements, and the road connection to West Olive Drive from the Project have been completed.

Backbone infrastructure, including roadways and utilities, necessary for development of R&D properties shall be provided with the first phase of construction, so that parcels are ready for application for design review and building permits.

Sustainability Components

All of the residential and office/R&D buildings on Nishi will be Leadership in Energy & Environmental Design (LEED) certified through the U. S. Green Building Council.

In addition, City and Developer will pursue LEED Neighborhood Design (LEED-ND) certification for the project, with a commitment to pursuing gold level and a goal of reaching platinum level. The City and the Developer recognize that due to unique features of the Nishi site, the project may not meet prerequisites necessary to go through the LEED-ND certification or may be unable to garner sufficient points for a given level of certification.

The City and the Developer commit to applying for LEED-ND prerequisites, as established in the Development Agreement. Should the application for pre-requisites be approved by the U. S. Green Building Council, City and Developer shall submit application for LEED-ND certification.

Should the U.S. Green Building Council deny the application for prerequisite requirements for LEED-ND, the Developer will provide funds for a firm or individual knowledgeable with LEED certification, selected by citizen's panel made up of City commissioners as outlined in the DA, to review the project and rate it using the LEED-ND point system.

The project is subject to Sustainability Commitments as established in the Development Agreement. Specific components required by these Baseline Project Features are the following:

- Compliance with EIR Mitigation Measure 4.14-5 calling for a Transportation Demand Program, including limitations on vehicle trips for every project phase.
- 4.9 megawatts of photovoltaic, or equivalent, as established in the Development Agreement.
- Buildings exceeding 2013 Title 24 Energy Efficiency standards by 30%, or more restrictive standard established by State law at the time of building permit.

Community Enhancements

The project will contribute \$1 million to the City of Davis for deposit into the affordable Housing Trust Fund. The project will also contributed \$200,000 for community enhancement programs to be used at the sole discretion of the City Council for the following three City programs; on-site civic arts, establishment of a local carbon offset program, and implementation of the Downtown Parking Management Plan.

The project will participate in a Land-Secured Financing District for Services, or similar financing mechanism, as determined by the City Council.

Agricultural mitigation shall be provided in accordance with City of Davis Municipal Code requirements. City-owned land may not be utilized to fulfill any component of the agricultural mitigation obligation.

Baseline Project Features: Implementation

The Nishi Gateway project is required to develop in a manner consistent with these Baseline Features. As provided for in Measure J/R, the Baseline Features may not be changed without approval by the voters of the City. The Planning Commission will review compliance with these Baseline Project Features as it considers application for Final Planned Development, Tentative Subdivision Map, approval of Design Guidelines, implementation of sustainability plans, and through the annual review of implementation of the Project's Development Agreement. There are other additional requirements for the Nishi Gateway project, including but not limited to, the mitigation measures set forth in the Final Environmental Impact Report, and the Development

Agreement that, while important to the Project, are not Baseline Project Features and may be modified with the approval of the City, after the appropriate public process. In addition, minor changes to the Project can be anticipated during the course of this multiple year build out. Such changes, often the result of detailed engineering, sustainability obligations, or changing conditions, may be changed without voter approval, if they are substantially consistent with the Baseline Features and they do not materially alter the character of the project, as established in Resolution 06-40 Establishing Criteria to Determine What Constitutes a Significant Project Modification or Change Requiring a Subsequent Measure J Vote.

RESOLUTION NO. 16-____, SERIES 2016

RESOLUTION ADOPTING CEQA FINDINGS OF FACT; ADOPTING A STATEMENT OF OVERRIDING CONSIDERATIONS; ADOPTING A MITIGATION MONITORING PLAN; AND CERTIFYING THE FINAL ENVIRONMENTAL IMPACT REPORT FOR THE NISHI GATEWAY PROJECT

WHEREAS, the subject project is known as Nishi Gateway and is project is comprised of two primary components: 1) annexation from Yolo County and development of 46.9 acres (Nishi site) with a mixed-use community that will provide roadway connections to the City and University of California at Davis (UC Davis), and 2) rezoning of 10.8 acres within the City (hereafter referred to as West Olive Drive) to allow for redevelopment. The project site is generally located between Interstate 80 and the Union Pacific Railroad tracks, southwest of Richards Boulevard; and

WHEREAS, the Nishi project proposes the development of a mix of land uses consisting of rental and for-sale, high-density residential uses; R&D space; accessory commercial/retail space; on-site stormwater detention; open spaces, including a public park, greenbelts, and private open space for the proposed residential uses; and surface/structure parking with solar panels. The project would include up to 650 residential units (potentially 440 rental and 210 for-sale units), up to 325,000 square feet (sf) of R&D uses, and up to 20,000 sf of accessory retail uses (coffee shop, small café/restaurant, etc.) with a variety of lot sizes and building floor plates; and

WHEREAS, the West Olive Drive component includes amendment to the Commercial Service designation of West Olive Drive to allow intensification and a greater mix of non-residential uses. Approximately 55,900 net new sf of commercial uses may be developed within West Olive Drive through redevelopment (demolition of some existing buildings, reconstruction and expansion) and may include office, commercial service, and small-scale neighborhood-serving uses. Based on allowable floor-area ratios, structures would likely be two or three stories in height.

WHEREAS, the Final Environmental Impact Report (SCH #2015012066) consisting of the Draft EIR and responses to comments and errata has been prepared pursuant to the California Environmental Quality Act (CEQA; *Public Resources Code* § 21000 *et seq.*) to analyze the environmental effects of the project; and

WHEREAS, a Notice of Preparation was circulated for a 30-day public review and comment period commencing on January 29, 2015; and

WHEREAS, a public scoping meeting was held February 23, 2015 to receive comments on the appropriate scope of the EIR; and

WHEREAS, the Draft EIR was circulated for a 46-day public review and comment period commencing September 10, 2015 and concluding October 26, 2015; and

WHEREAS, on October 14, 2015 the Planning Commission held a public meeting to receive comments regarding the adequacy of the Draft EIR; and

WHEREAS, the Final EIR (Response to Comments) documents were released December 16, 2015; and

WHEREAS, Section 21000 *et. seq.* of the *Public Resources Code* and Section 15000 *et. seq.* of Title 14 of the California Code of Regulations (*CEQA Guidelines*) which govern the preparation, content, and processing of environmental impact reports, have been fully implemented in the preparation of the EIR; and

WHEREAS, between the public scoping meeting and date of final action fourteen official noticed public meetings and hearings of various City commissions and the City Council were held to deliberate the merits of the proposed project and make recommendations regarding components of or a final action on the project; and

WHEREAS, on January 6, 2016 the Planning Commission voted 7-0 to recommend that the City Council certify the EIR as adequate, and voted 5-2 to recommend that the City Council approve the project with conditions; and

WHEREAS, the City Council has reviewed the Final EIR prepared for the project, the staff reports pertaining to the Final EIR, the Planning Commission hearing minutes and reports, and all evidence received by the Planning Commission and at the City Council hearings, all of which documents and evidence are hereby incorporated by reference into this Resolution; and

WHEREAS, the Final EIR identified certain significant and potentially significant adverse effects on the environment caused by the project; and

WHEREAS, the City Council specifically finds that where more than one reason for approving the project and rejecting alternatives is given in its findings or in the record, and where more than one reason is given for adopting the Statement of Overriding Considerations, the Council would have made its decision on the basis of any one of those reasons; and

WHEREAS, the City Council desires, in accordance with CEQA, to declare that, despite the occurrence of significant environmental effects that cannot be substantially lessened or avoided through the adoption of feasible mitigation measures or feasible alternatives, there exist certain overriding economic, social, and other considerations for approving the project that the Council believes justify the occurrence of those impacts; and

WHEREAS, the City Council is required pursuant to CEQA (*Guidelines* Section 15021), to adopt all feasible mitigation measures or feasible project alternatives that can substantially lessen or avoid any significant environmental effects keeping in mind the obligation to balance a variety of public objectives; and

WHEREAS, CEQA (*Guidelines* Section 15043) affirms the City Council's authority to approve this project even though it may cause significant effects on the environment so long as the

Council makes a fully informed and publicly disclosed decision that there is no feasible way to lessen or avoid the significant effects (*Guidelines* Section 15091) and that there are specifically identified expected benefits from the project that outweigh the policy of reducing or avoiding significant environmental impacts of the project (*Guidelines* Section 15093).

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Davis as follows:

1. Exhibit A (Findings of Fact and Statement of Overriding Considerations) and Exhibit B (Mitigation Monitoring and Reporting Plan) of this Resolution provide findings required under Section 15091 of the CEQA Guidelines for significant effects of the project. The City Council hereby adopts these various findings of fact attached hereto as Exhibits A and B.
2. Exhibit A of this Resolution provides the findings required under Section 15093 of the *CEQA Guidelines* relating to accepting adverse impacts of the project due to overriding considerations. The City Council has balanced the economic, legal, social, technological, and other benefits of the project against the unavoidable environmental risks that may result, and finds that the specific economic, legal, social, technological, and other benefits outweigh the unavoidable adverse environmental effects. The City Council, therefore, finds the adverse environmental effects of the project to be "acceptable." The City Council hereby adopts the Statement of Overriding Considerations contained within Exhibit A.
3. After considering the EIR and in conjunction with making these findings, the City Council hereby finds that pursuant to Section 15092 of the *CEQA Guidelines* that approval of the project will result in significant effects on the environment, however, the City eliminated or substantially lessened these significant effects where feasible, and has determined that remaining significant effects are found to be unavoidable under Section 15091 and acceptable under Section 15093.
4. The City Council has considered alternatives to the Project and finds based on substantial evidence in the record that the Project is the best alternative that can be feasibly implemented in light of relevant economic, legal, social, technological, and other reasons, as discussed herein. The City Council hereby rejects all other alternatives, and combinations and variations, thereof.
5. These findings made by the City Council are supported by substantial evidence in the record, which is summarized herein.
6. The Mitigation Monitoring and Reporting Plan attached hereto as Exhibit B (Mitigation Monitoring and Reporting Plan) is hereby adopted to ensure implementation of feasible mitigation measures identified in the EIR. The City Council finds that these mitigation measures are fully enforceable conditions on the project and shall be binding upon the City and affected parties.
7. The City Council finds that the project is consistent with the General Plan

(including all elements), and that approval of the project is in the public interest and is necessary for the public health, safety, and welfare.

8. The City Council hereby certifies the Final EIR in accordance with the requirements of CEQA.
9. A Notice of Determination shall be filed immediately after final approval of the project.
10. Pursuant to CEQA Guidelines Section 15095, staff is directed as follows:
 - a) A copy of the Final EIR and CEQA Findings of Fact shall be provided to the County of Yolo Planning Department;
 - b) A copy of the Final EIR and CEQA Findings of Fact shall be retained in the project files;
 - c) A copy of the Final EIR and CEQA Findings of Fact shall be provided to the project applicant who is responsible for providing a copy of same to all CEQA “responsible” agencies.

PASSED AND ADOPTED by the City Council of the City of Davis this __ day of _____, 2016, by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

Daniel M. Wolk
Mayor

ATTEST:

Zoe S. Mirabile, CMC
City Clerk

Exhibits Attached:

- A. CEQA Findings of Fact and Statement of Overriding Considerations
- B. Final Mitigation Monitoring and Reporting Plan

**Findings of Fact
and
Statement of Overriding Considerations
for the
Nishi Gateway Project
Environmental Impact Report**

STATE CLEARINGHOUSE NUMBER 2015012066

Prepared for:
City of Davis
23 Russell Boulevard, Suite 2
Davis, CA 95616

Prepared by:
Ascent Environmental, Inc.
455 Capitol Mall, Suite 300
Sacramento, California 95814

February 2016

TABLE OF CONTENTS

Section		Page
1	STATEMENT OF FINDINGS	1-1
1.1	Introduction.....	1-1
	1.1.1 Project Background	1-1
	1.1.2 Project Objectives.....	1-4
	1.1.3 CEQA Requirements for Findings	1-5
	1.1.4 Organization of Findings	1-6
1.2	Description of the Project	1-6
	1.2.1 Project Location.....	1-6
	1.2.2 Project Description	1-7
1.3	Environmental Review Process	1-8
	1.3.1 Notice of Preparation and Commencement of Scoping Period for EIR	1-8
	1.3.2 Public Noticing and Public Review of Draft EIR	1-9
1.4	Description of the Record	1-10
1.5	Significant Environmental Impacts of the Project	1-10
1.6	General Findings.....	1-11
	1.6.1 Certification of the EIR	1-11
	1.6.2 Evidentiary Basis for Findings.....	1-11
	1.6.3 Findings Regarding Mitigation Measures	1-11
	1.6.4 Location and Custodian of Records	1-12
1.7	Alternatives	1-13
	1.7.1 Alternatives Evaluated in the EIR	1-13
	1.7.2 Environmentally Superior Alternative.....	1-15
1.8	Findings of Fact	1-15
	1.8.1 Significant Impacts Associated with Development of the Nishi Gateway Project.....	1-16
2	STATEMENT OF OVERRIDING CONSIDERATIONS.....	2-1
2.1	Significant Unavoidable Impacts of the Project.....	2-1
2.2	Benefits of the Project.....	2-1
	2.2.1 Meeting Projected Housing Demands	2-1
	2.2.2 Research and Development Needs	2-2
	2.2.3 Access Improvements	2-2
	2.2.4 Sustainable Development.....	2-3

Attachments

Mitigation Monitoring and Reporting Programs for Nishi Gateway Project

1 STATE MENT OF FINDINGS

1.1 INTRODUCTION

The City of Davis (City), as lead agency pursuant to the California Environmental Quality Act (CEQA), has prepared an Environmental Impact Report (EIR) for the Nishi Gateway Project (project) (State Clearinghouse No. 2015012066). The EIR consists of the Draft EIR and the Final EIR. The project is comprised of two primary components: 1) annexation from Yolo County and development of 46.9 acres (Nishi site) with a mixed-use community that will provide roadway connections to the City and University of California at Davis (UC Davis), and 2) rezoning of 10.8 acres within the City (hereafter referred to as West Olive Drive) to allow for redevelopment. No new development is currently proposed as part of West Olive Drive; however the rezoning of the parcels within West Olive Drive will allow for redevelopment at a higher density than current zoning. Within the EIR, the development of the 46.9-acre Nishi site is evaluated at a project-level pursuant to Section 15161 of the CEQA Guidelines, and the redevelopment of West Olive Drive is evaluated at a program-level pursuant to Section 15168 of the CEQA Guidelines.

These findings, as well as the accompanying statement of overriding considerations in Section 2, have been prepared in accordance with CEQA (Public Resources Code [PRC], Section 21000 et seq.) and the CEQA Guidelines (14 California Code of Regulations [CCR] Section 15000 et seq.)

1.1.1 Project Background

The City approved the Gateway/Olive Drive Specific Plan, which addresses the West Olive Drive area, in 1996. The plan was later amended and reprinted in 2002. The vision for West Olive Drive is to maintain and enhance the existing unique character and mix of needed uses. More specifically, service commercial, restaurant, motel, and similar uses would continue with roadway and landscape improvements to upgrade the visual entrance to the city. The existing plan also acknowledges future development of the Nishi site and potential subsequent redevelopment within West Olive Drive as a result.

The Nishi site, located adjacent to the City and UC Davis in unincorporated Yolo County, has been considered for development by the City for the past 20 years and is reflected within the City's General Plan as being within the Sphere of Influence for the City. The site's is currently used for agriculture, consistent with historical land uses in the region. The property was originally owned by G.C Griggs beginning in 1870, as part of a 450-acre orchard operation. By 1929, the property had transferred ownership to the Oeste Family, until 1955 when it was sold to John Nishi and family. The land was acquired from the Nishi family in 2005 by the current owner/applicant (Nishi Gateway LLC). Between 2005 and 2012, the property did not function as active agricultural land. Since 2012, the Nishi site has been used as a dry-farming operation for winter wheat.

Prior to 1992, the Nishi site was located within Solano County, but was then annexed by Yolo County as a single parcel. The City of Davis, through the Gateway/Olive Drive Specific Plan, had approved applications for pre-zoning, annexation, and subdivision of the Nishi site in 1996; however, no development occurred and the entitlements expired. The site was subsequently re-designated for agricultural use. In 2008, the City of Davis Housing Element Steering Committee recommended that the Nishi site be developed with high-density residential through a cooperative plan for development with UC Davis. In November 2012, the City Council approved a Pre-Development Cost Funding and Negotiation Agreement for the Nishi site, with the goal of planning the site as a mix of university-related research park development complemented by high density urban housing. This followed the Council's action on the Business Park Land Strategy to pursue (re)development of Downtown and Nishi/Gateway as a dynamic mixed-use innovation district and to initiate planning of the Nishi property as a mix of university-related research park development complemented by high-density urban housing.

At the direction of the City Council, the Department of Community Development and Sustainability engaged in an extensive public outreach effort during summer and fall 2014. Efforts included:

- ▲ stakeholder interviews with West Olive Drive businesses and property owners, Cool Davis and other sustainability representatives, and the business community;
- ▲ two public meetings to present preliminary concepts;
- ▲ presentations to eight community and service groups, including the Sierra Club, Davis Bicycles!, and volunteers at the UC Davis Arboretum;
- ▲ presentations to six City of Davis commissions with subject areas related to the project application; and
- ▲ creation of an interactive on-line comment tool at www.NishiGateway.org. Nearly 200 individuals made comments on the website about possible project design and components. In a first for the City, comments were posted and updated weekly, for others to review.

Based on the responses garnered during the public outreach phase of project planning, the City and the applicant began preparation of a conceptual land plan and various sustainability plans for the Nishi site. Also during this time, the City undertook an evaluation of potential innovation center opportunities, culminating in the 2012 City of Davis Innovation Center Study. This study concluded that the Nishi site represented the best opportunity for a close-in innovation hub, despite its challenging development constraints such as access barriers and narrow site configuration. In December 2014, the City Council adopted guiding principles for continued innovation center planning and design, as summarized below:

DENSITY

- ▲ Maximize density to accommodate long-term business growth
- ▲ Take into account the specific needs of identified tenants
- ▲ Maintain at least 0.5 floor area ratio (FAR)
- ▲ Pursue opportunities for densification over time
- ▲ Implement a mix of building types and heights

SUSTAINABILITY

- ▲ Apply Low Impact Development Principles
- ▲ Ensure minimal greenhouse gas (GHG) impacts at the project level
- ▲ Allow flexibility and adaptation over the project lifespan and as new building techniques and energy production technologies emerge
- ▲ Explore opportunities to bolster the goals of the Davis Climate Adaptation & Action Plan
- ▲ Comply with the minimum city requirement of the CalGreen Tier 1 energy code for buildings
- ▲ Mitigate with agricultural land on a 2 to 1 acre basis
- ▲ Evaluate budgetary impacts of any proposed City maintenance areas as part of the City's fiscal analysis
- ▲ Utilize energy and resource efficient design, materials, operations and infrastructure

- ▲ Integrate open space and habitat opportunities
- ▲ Maximize the use of trees and native landscaping

TRANSPORTATION

- ▲ Establish bicycle/pedestrian connectivity
- ▲ Develop partnerships with the City, UC Davis Unitrans, Yolo County Transit and Amtrak
- ▲ Create a comprehensive multi-modal system and transportation plan with safe, dynamic, well-planned automobile, bicycle, pedestrian, mass transit and emergency vehicle access connections

WORK ENVIRONMENT

- ▲ Include elements of “work, live, play” that encourage an engaged and inviting workplace

USES

- ▲ Allow warehouse uses only as auxiliary to research and manufacturing
- ▲ Provide a mix of professional office, high-tech, research and development (R&D), industrial flex space, grow labs, commercial services
- ▲ Focus largely on expansion needs of research and technology development
- ▲ Provide some ancillary project-serving retail and services
- ▲ Target hotel/conference spaces to serve the business needs of the center over time
- ▲ Discourage distribution centers, call centers or large-scale food processing plants
- ▲ Minimize and carefully manage heavy truck deliveries
- ▲ Focus on creation of research, technology and advanced manufacturing jobs, and revenue generating uses

TIMING AND PROJECT PHASING

- ▲ Demonstrate sufficient resources to ensure completion of the project
- ▲ Employ phasing to match anticipated market demand for space and be adaptable to respond to changing market conditions over time
- ▲ Determine building density, project phasing, and total job creation in concert with community growth and CEQA mitigations
- ▲ Employ phasing that is responsive to actual and potential tenants

FISCAL CONSIDERATION AND NET COMMUNITY BENEFIT

- ▲ Achieve fiscal neutrality with regard to city services
- ▲ Provide substantial surplus annual revenue

- ▲ Provide positive economic impacts/multipliers citywide, and net community benefits

PARTNERSHIPS

- ▲ Facilitate collaborative partnerships
- ▲ Provide opportunities for increased university and research engagement

These principles have been taken into consideration by City staff and the project applicant as part of the project planning thus far and will continue to guide planning/development of the Nishi site.

1.1.2 Project Objectives

Consistent with CEQA Guidelines Section 15124(b), a clear statement of objectives and the underlying purpose of the project were discussed. The City and the applicant have identified the following project objectives:

- ▲ Optimize an underutilized infill location within and adjacent to the City of Davis;
- ▲ Contribute to the overall character and livability of the surrounding neighborhood and UC Davis by facilitating the reuse of property in a manner that enhances the visibility and aesthetic appeal of the city from Richards Boulevard, Union Pacific Railroad (UPRR), and Interstate 80 (I-80) and that enhances circulation within the city and to UC Davis;
- ▲ Develop a mixed-use project with an array of dense, efficient, urban housing types, as well as land for business opportunities;
- ▲ Provide additional housing near existing mobility infrastructure (i.e., pedestrian and bicycle facilities and transit) to reduce vehicle trips, vehicle miles travelled, and parking demand;
- ▲ Provide housing density adjacent to the downtown area of the City of Davis and UC Davis to reduce vehicle trips, vehicle miles travelled, and parking demand within the downtown area;
- ▲ Provide alternative access to UC Davis to minimize congestion along Richards Boulevard at the UPRR undercrossing and at the intersection of Richards Boulevard and 1st Street;
- ▲ Minimize impacts to on-site environmental resources, including on-site vegetation, potentially historic structures along West Olive Drive, and Putah Creek;
- ▲ Accommodate high-skilled technology-related jobs that allow a greater number of Davis residents to live and work in the community;
- ▲ Provide energy-efficient building design, low-water use indoor and outdoor design, and high-quality construction by incorporating national and/or local sustainable design practices;
- ▲ Promote flexibility in project design and implementation to respond to market demand, through phasing of construction, and offering a variety of building types; and
- ▲ Collaborate with UC Davis and others to capture startup businesses and growing mid-to-large size companies, reducing the loss of intellectual capital and revenue through out-migration.

1.1.3 CEQA Requirements for Findings

CEQA, PRC Sections 21000 *et seq.* and the regulations implementing that statute, CCR, Title 14, Division 6, Chapter 3, Sections 15000 *et seq.* (the “CEQA Guidelines”) (collectively, the act and the CEQA Guidelines are referred to as “CEQA”) require public agencies to consider the potential effects of their discretionary activities on the environment and to adopt and implement mitigation measures that avoid or substantially lessen the effects of those activities on the environment to the extent feasible. Specifically, PRC 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 PRC Section 21002 are implemented, in part, through the requirement that agencies must adopt findings before approving projects for which EIRs are required. (See PRC Section 21081, subd. (a); CEQA Guidelines Section 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 three possible findings are:

- (1) Changes or alterations have been required in, or incorporated into, the project which mitigate or avoid the significant effects on the environment.
- (2) Those changes or alterations are within the responsibility and jurisdiction of another public agency and have been, or can and should be, adopted by the other agency.
- (3) Specific economic, legal, social, technological, other considerations, including considerations for the provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or alternatives identified in the environmental impact report.
(PRC Section 21081, subd (a); see also CEQA Guidelines Section 15091, subd. (a).)

PRC 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 Golden Valley v. Board of Supervisors (Goleta II)* (1990) 52 Cal.3d 553, 565.)

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 (*City of Del Mar*).) “[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 (*Sequoyah Hills*); see also *California Native Plant Society v. City of Santa Cruz* (2009) 177 Cal.App.4th 957, 1001 [after weighing “‘economic, environmental, social, and technological factors’ ... ‘an agency may conclude that a mitigation measure or alternative is impracticable or undesirable from a policy standpoint and reject it as infeasible on that ground’”].)

With respect to a project for which significant impacts cannot be feasibly 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, Sections 15093, 15043, subd. (b); see also PRC Section 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*, 52 Cal.3d at p. 576)

Because the Nishi Gateway Project EIR identified significant effects that may occur as a result of the project, and in accordance with the provisions of the CEQA Guidelines presented above, the City of Davis hereby adopts these Findings as part of the approval of the Nishi Gateway Project. These Findings constitute City of Davis’ 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. These Findings, in other words, are not merely informational, but rather constitute a binding set of obligations that come into effect with the City of Davis approval of the Nishi Gateway Project. Moreover, because certain environmental impacts would be significant and unavoidable, the City also adopts a Statement of Overriding Considerations.

1.1.4 Organization of Findings

The Statement of Findings, Section 1 of this document, is organized as follows:

- ▲ Section 1.1 provides the background and context of the project and describes the need for these Findings as to the Nishi Gateway project site
- ▲ Section 1.2 includes a brief description of the project
- ▲ Section 1.3 describes the CEQA environmental review process for the project
- ▲ Section 1.4 describes the record of documents for the project
- ▲ Section 1.5 summarizes the significant environmental impacts of the project
- ▲ Section 1.6 contains the general Findings about the project
- ▲ Section 1.7 contains the Findings regarding alternatives to the project
- ▲ Section 1.8 contains the Findings of Fact regarding the significant effects of the project for the approved Nishi Gateway Project
- ▲ Section 1.9 describes the Mitigation Monitoring and Reporting Program (MMRP) for the project, specifically for the approved Nishi Gateway Project
- ▲ Section 2 of this document contains the Statement of Overriding Considerations.

1.2 DESCRIPTION OF THE PROJECT

1.2.1 Project Location

The project site is composed of two distinctly separate but adjoining areas, totaling approximately 57.7 acres; 10.8 acres are within the City of Davis and 46.9 acres are immediately southwest of the city limits. The project site is adjacent to downtown Davis and the UC Davis university campus, but is separated by the existing UPRR track. The 46.9-acre area is hereafter referred to as the Nishi site and is evaluated at a project-level within the EIR. The remaining 10.8-acre area is hereafter referred to as West Olive Drive and is evaluated at a program-level.

The Nishi site consists primarily of farmland (approximately 33.5 acres) under dry agricultural production and is bounded by the UPRR track and UC Davis Campus to the northwest, Putah Creek to the northeast, and I-80 to the south. The remainder of the Nishi site consists of dirt roads and open space associated with the Putah Creek channel. West Olive Drive is largely developed with commercial uses and is bounded by Richards Boulevard to the northeast, the I-80/Richards Boulevard interchange to the southeast, Putah Creek to the southwest, and the existing railroad to the northwest.

The Nishi site is comprised of a five legal parcels combined into a single Assessor's Parcel Number (APN) (036-170-018) that is zoned A-N (Agricultural Intensive) and designated as Agriculture by the Yolo County General Plan. West Olive Drive is comprised of numerous parcels (APNs 070-270-002 through 070-270-013). Uses within West Olive Drive include a hotel, restaurants, mini-storage, and service commercial (auto-related). Parcels within the West Olive Drive portion of the project site are zoned for Commercial Service uses in the Gateway / Olive Drive Specific Plan. The land use designation for the entire West Olive Drive is Commercial Service with the exception of Putah Creek, which is designated as Parks/Recreation. It should be noted that, for the purposes of this EIR, one parcel (APN 070-270-005) within West Olive Drive is being considered under a separate application that preceded this EIR and is not a part of the proposed project.

1.2.2 Project Description

The project is comprised of two primary components:

1. Annexation and development of the Nishi site with a mixed-use innovation district community that will provide roadway connections to the City of Davis and UC Davis.
2. Rezoning of West Olive Drive to allow for redevelopment of parcels within West Olive Drive.

No new development is currently proposed as part of West Olive Drive, however the rezoning of the parcels within West Olive Drive as part of the project would allow for redevelopment.

DEVELOPMENT OF NISHI PROJECT

The project would involve the development of a mix of land uses consisting of rental and for-sale, high-density residential uses; R&D space; accessory commercial/retail space; on-site stormwater detention; open spaces, including a public park, greenbelts, and private open space for the proposed residential uses; and surface/structure parking with solar panels. The project would include up to 650 residential units (potentially 440 rental and 210 for-sale units), up to 325,000 square feet (sf) of R&D uses, and up to 20,000 sf of accessory retail uses (coffee shop, small café/restaurant, etc.) with a variety of lot sizes and building floor plates. While not proposed at this time, the site could potentially accommodate an extended-stay hotel, which would be subject to subsequent market assessment and discretionary City review and approval with performance standards. Access to the site would be provided by West Olive Drive and a new connection to Old Davis Road. Occupancy of the site would not be allowed until both points of access are available.

Because the Nishi site is currently under the jurisdiction of Yolo County, Yolo County LAFCo would need to approve annexation of the site into the City before development. Upon annexation, the site would receive a modified University-Related Research Park General Plan land use designation. According to California Government Code 56375, LAFCo shall require, as a condition of annexation, that a city pre-zone the territory to be annexed. Consistent with this requirement, the Nishi site would be pre-zoned by the City to Planned Development (P-D), which allows for project-specific regulations that enable a diverse mix of uses that promote the project vision, goals, and policies.

RE-DESIGNATION/REZONING OF WEST OLIVE DRIVE

The 10.8-acre West Olive Drive is currently designated as Commercial Service and zoned for Commercial Service and Parks/Recreation uses under the Gateway/Olive Drive Specific Plan, which was adopted by the City of Davis in 1996 and amended in 2002. The project includes amendment to the Commercial Service designation of West Olive Drive to allow intensification and a greater mix of non-residential uses. Approximately 55,900 net new sf of commercial uses may be developed within West Olive Drive through redevelopment (demolition of some existing buildings, reconstruction and expansion) and may include office, commercial service, and small-scale neighborhood-serving uses. Based on allowable floor-area ratios, structures would likely be two or three stories in height. However, as noted above, no development is currently proposed within West Olive Drive as part of the project and no potential development is anticipated within the near term (i.e., before buildout of the Nishi site). The Embassy Suites development project that is being considered by the City is a separately planned project with its own environmental review and is not included as part of the project, including West Olive Drive, for the purposes of the EIR.

1.3 ENVIRONMENTAL REVIEW PROCESS

This Draft EIR has been prepared under the City's direction in accordance with the requirements of CEQA (PRC Sections 21000-21177) and the CEQA Guidelines (CCR, Title 14, Division 6, Chapter 3, Sections 15000-15387). The City is serving as the lead agency under CEQA for consideration of certification of this EIR and potential project approval; CCR Section 151367 defines the lead agency as the agency with principal responsibility for carrying out and approving a project. The Nishi portion of the project site is currently located within the jurisdiction of Yolo County, but is within the City of Davis's Sphere-of-Influence. Development of the Nishi site ultimately requires City of Davis approval, although it will first need to be annexed from the County.

According to CEQA, if the lead agency determines that the project may have a significant effect on the environment, the lead agency shall prepare an EIR (CCR Section 15064(f)(1)). An EIR is an informational document used to inform public agency decision-makers and the general public of the significant environmental effects of a project, identify possible ways to mitigate or avoid the significant effects, and describe a range of reasonable alternatives to the project that could feasibly attain most of the basic objectives of the project while substantially lessening or avoiding any of the significant environmental impacts. Public agencies are required to consider the information presented in the EIR when determining whether to approve a project.

After the City Council approves the project, the project is required to obtain voter approval pursuant to Measure J (as renewed in 2010 via Measure R). Measure J was enacted in 2000 to require voter approval for any newly proposed urban or residential development on land in agricultural use at the time of proposal and, more specifically, for any development on the last two large vacant properties, one of which was Nishi, designated for urban use in the City of Davis General Plan on August 1, 1999.

1.3.1 Notice of Preparation and Commencement of Scoping Period for EIR

In accordance with PRC Section 21092 and CCR Section 15082, a Notice of Preparation (NOP) was prepared and circulated on January 29, 2015, for a minimum 30-day period of public and agency comment. The NOP was submitted to the State Clearinghouse and Yolo County Clerk-Recorder. A public scoping meeting was conducted by the City on February 23, 2015. No oral comments were provided at this meeting, however several written comments were received at this meeting.

This Draft EIR was circulated for a 46-day period of review and comment by the public and other interested parties, agencies, and organizations. A public hearing was held on October 14, 2015, to receive input from agencies and the public on the Draft EIR.

After close of the Draft EIR public comment period, responses to written and oral comments on environmental issues were prepared as part of the Final EIR. Consistent with CCR Section 15088(b), commenting agencies were provided a minimum of 10 days to review the proposed responses to their comments before any action was taken on the Final EIR or project. The Final EIR was then considered for certification (in accordance with CCR Section 15090) as adequate by the City Council. The City found that the Final EIR is "adequate and complete", the City Council certified the Final EIR in accordance with CEQA. The rule of adequacy generally holds that an EIR can be certified if:

1. The EIR shows a good faith effort at full disclosure of environmental information; and
2. The EIR provides sufficient analysis to allow decisions to be made regarding the proposed project with consideration given to its environmental impacts.

The level of detail contained throughout the EIR is consistent with CCR Section 15151 of the CEQA Guidelines and recent court decisions, which provide the standard of adequacy on which this document is based. The Guidelines state as follows:

An EIR should be prepared with a sufficient degree of analysis to provide decision makers with information which enables them to make a decision which intelligently takes account of the environmental consequences. An evaluation of the environmental effects of a proposed project need not be exhaustive, but the sufficiency of an EIR is to be reviewed in the light of what is reasonably feasible. Disagreement among experts does not make an EIR inadequate, but the EIR should summarize the main points of disagreement among the experts. The courts have looked not for perfection but for adequacy, completeness, and a good faith effort at full disclosure.

CEQA requires that when a public agency makes findings based on an EIR, the public agency must adopt a reporting or monitoring program for those measures it has adopted or made a condition of the project approval to mitigate significant adverse effects on the environment. The reporting or monitoring program must be designed to ensure compliance during project implementation. The Mitigation Monitoring Program for the project was prepared and considered by the City Council and Planning Commission in conjunction with the Final EIR review.

1.3.2 Public Noticing and Public Review of Draft EIR

In accordance with Sections 15087 and 15105 of the CEQA Guidelines, the Draft EIR was circulated for public review and comment to lead and responsible agencies, as well as members of the public, for 46-days (September 10, 2015 through October 26, 2015). The City also held a public meeting on October 14, 2015 to receive comments on the Draft EIR. Written comment letters received on the Draft EIR and a transcript of oral testimony are provided as part of the final environmental impact report (Final EIR). None of the comments constituted "significant new information," which would require recirculation of the Draft EIR. Significant new information is defined in Section 15088.5(a) of the CEQA Guidelines as follows:

- (1) A new significant environmental impact would result from the project or from a new mitigation measure proposed to be implemented.
- (2) A substantial increase in the severity of an environmental impact would result unless mitigation measures are adopted that reduce the impact to a level of insignificance.
- (3) A feasible project alternative or mitigation measure considerably different from others previously analyzed would clearly lessen the environmental impacts of the project, but the project's proponents decline to adopt it.

(4) The Draft EIR was so fundamentally and basically inadequate and conclusory in nature that meaningful public review and comment were precluded.

None of these circumstances has arisen from comments on the Draft EIR.

As required by CEQA Guidelines Section 15088(b), the City has provided a hard or electronic copy (through the City's website; see prior discussion) to each public agency that submitted written comments on the Draft EIR with written responses to that public agency's comments at least 10 days prior to certifying the Final EIR.

1.4 DESCRIPTION OF THE RECORD

For purposes of CEQA and these Findings, the record before the City Council is composed of all non-privileged documents relating to the project in City of Davis' files on this matter, including, without limitation:

- ▲ The NOP prepared for the project;
- ▲ The Draft EIR for the Nishi Gateway Project, with all appendices to the Draft EIR and cited references;
- ▲ All comments or documents submitted by public agencies or by members of the public during or after the comment period on the Draft EIR or up to the City Council's approval of the project;
- ▲ The Final EIR for the Nishi Gateway Project, with all appendices to the Final EIR and cited references;
- ▲ The MMRP, attached as Attachment A to these Findings;
- ▲ All Findings and Resolutions adopted by the City Council in connection with the project and all documents cited or referred to therein;
- ▲ All staff reports and presentation materials related to the project, including internal reports and analyses prepared by consultants to the City of Davis;
- ▲ All studies conducted for the project and contained in, or referenced by, staff reports, the Draft EIR, the Final EIR, or the MMRP;
- ▲ All public reports and documents related to the project prepared for or by City of Davis, including, without limitation, all planning documents, other public agencies, or the federal courts.
- ▲ All documentary and oral evidence received and reviewed at public hearings, meetings and workshops related to the project, the Draft EIR, the Final EIR, or the MMRP;
- ▲ All other public reports and documents relating to the project that were used by the City of Davis staff or consultants in the preparation of the Draft EIR, the Final EIR or the MMRP; and
- ▲ All other documents, not otherwise included above, required by PRC Section 21167.6.

1.5 SIGNIFICANT ENVIRONMENTAL IMPACTS OF THE PROJECT

The EIR identifies significant and potentially significant but mitigable impacts to the following environmental resources at the Nishi Gateway project site: aesthetic and visual resources (Nishi Site); air quality (Nishi Site); biological resources (Nishi Site and West Olive Drive); cultural resources (Nishi Site and West Olive Drive); greenhouse gas emissions, climate change and energy (Nishi Site); hazards and hazardous materials

(Nishi Site and West Olive Drive); hydrology and water quality (Nishi Site); noise and vibration (Nishi Site); transportation and circulation (Nishi Site and West Olive Drive); and utilities (Nishi Site and cumulative).

As described below (Section 1.8), mitigation measures and project modifications are available to reduce each of these impacts to a less-than-significant level, and City of Davis has adopted such measures.

The EIR also identifies significant and unavoidable impacts at the Nishi Gateway project site related to agriculture and forest resources (Nishi Site and cumulative); air quality (Nishi Site); greenhouse gas emissions, climate change and energy (Nishi Site, West Olive Drive, and cumulative); noise and vibration (Nishi Site); and transportation and circulation (Nishi Site, West Olive Drive, and cumulative).

1.6 GENERAL FINDINGS

1.6.1 Certification of the EIR

In accordance with CEQA, the City has considered the effects of the project on the environment, as shown in the Draft EIR, Final EIR, and the whole of the administrative record, prior to taking any action to approve the Nishi Gateway Project. The Final EIR was released for public review on December 16, 2015. The City Planning Commission reviewed the Final EIR and, at the January 6, 2016 public hearing, recommended to the City Council that the EIR be certified as adequate. The City Council has reviewed and considered the EIR and the information relating to the environmental impacts of the proposed project site, including the Nishi Site and the West Olive Drive, contained in the Draft and Final EIR documents and has certified that the EIR has been prepared and completed in compliance with CEQA. By these Findings, the City Council ratifies and adopts the conclusions of the Final EIR as set forth in these Findings, except where such conclusions are specifically modified by these Findings. The Final EIR and these Findings represent the independent judgment and analysis of the City Council.

1.6.2 Evidentiary Basis for Findings

These Findings are based upon substantial evidence in the entire record before the City. The references to the Draft EIR and Final EIR set forth in the Findings are for ease of reference and are not intended to provide an exhaustive list of the evidence relied upon for these Findings.

1.6.3 Findings Regarding Mitigation Measures

MITIGATION MEASURES ADOPTED

Except as otherwise noted, the mitigation measures herein referenced are those identified in the Final EIR and adopted by the City as set forth in the MMRP.

IMPACT AFTER IMPLEMENTATION OF MITIGATION MEASURES.

Except as otherwise stated in these Findings, in accordance with CEQA Guidelines Section 15092, the City finds that environmental effects of development of the Nishi Gateway Project will not be significant or will be mitigated to a less-than-significant level by the adopted mitigation measures. All significant environmental effects have been substantially lessened or eliminated where feasible. The City has determined that any remaining significant effects on the environment that are found to be unavoidable are acceptable due to overriding considerations as described in Section 2. These overriding considerations consist of specific housing, economic, transportation access, sustainability, and other benefits of the project, which justify approval of the project and outweigh the unavoidable adverse environmental effects of the project, as more

fully stated in Section 2 (Statement of Overriding Considerations). Except as otherwise stated in these Findings, the City finds that the mitigation measures incorporated into and imposed upon the project will not have new significant environmental impacts that were not analyzed in the EIR.

RELATIONSHIP OF FINDINGS AND MMRP TO FINAL EIR

These Findings and the MMRP are intended to summarize and describe the contents and conclusions of the Draft EIR and Final EIR for policymakers and the public. For purposes of clarity, these impacts and mitigation measures may be worded differently from the provisions in the Final EIR and/or some provisions may be combined. Nonetheless, the City and/or the project applicant will implement all measures contained in the Final EIR. In the event that there is any inconsistency between the descriptions of mitigation measures in these Findings or the MMRP and the Final EIR, the City and/or the project applicant will implement the measures as they are described in these Findings and the attached MMRP. In the event a mitigation measure recommended in the Final EIR has inadvertently been omitted from these Findings or from the MMRP, such a mitigation measure is hereby adopted and incorporated in the Findings and/or MMRP as applicable.

1.6.4 Location and Custodian of Records

Pursuant to PRC Section 15091, the City is the custodian of the documents and other materials that constitute the record of proceedings upon which the decision is based, and such documents and other materials are located at the offices of the City of Davis, 23 Russell Boulevard, Suite 2, Davis, California 95616. Additionally, many of the documents and materials are available online at www.CityofDavis.org.

1.7 ALTERNATIVES

The range of alternatives evaluated in the EIR included those alternatives necessary to permit a reasoned choice (CEQA Guidelines Section 15126.6[f]). As directed by CEQA, the EIR included feasible alternatives that would reduce or avoid significant environmental impacts associated with the project. Alternatives considered in an EIR need to attain most of the project objectives in order to be considered feasible. The exception is the No Project Alternative, which is a required alternative for EIRs under CEQA (Guidelines Section 15126.6[e]).

1.7.1 Alternatives Evaluated in the EIR

Pursuant to the requirements of CEQA Guidelines Section 15126.6 and in light of the project objectives, the following alternatives to the project were identified and evaluated in the Draft EIR:

- ▲ No Project
- ▲ Research and Development Only Alternative
- ▲ Alternative Land Use Mix Alternative
- ▲ Off-Site Alternative

ALTERNATIVE 1: NO PROJECT

CEQA Guidelines Section 15126.6(e)(1) requires that the ‘no project’ alternative be described and analyzed “to allow decision makers to compare the impacts of approving the project with the impacts of not approving the project.” Because the site is currently zoned and general planned for agriculture under Yolo County’s jurisdiction, the No Project Alternative assumes the project site would not be developed and current dry farm operations would continue. Additionally, rezoning/redesignation of West Olive Drive would not occur. Under Alternative 1, no development or redevelopment would occur on the project site. None of the impacts identified in the Draft EIR, including the significant and unavoidable impacts, would occur under this alternative because the project site would remain in its current state. However, this alternative would not meet any of the project objectives identified above in Section 7.2, “Project Objectives,” because the project site would not be treated as infill and would remain underutilized. Without development in the project site, objectives related to the character, City-wide housing demands, job creation, transportation connectivity, and general project design would not be met.

For these reasons, the City Council hereby rejects Alternative 1 because it is infeasible.

ALTERNATIVE 2: RESEARCH AND DEVELOPMENT ONLY ALTERNATIVE

Alternative 2 would involve development of the Nishi site with only R&D uses and a similar retail commercial component (approximately 20,000 square feet [sf]). Under Alternative 2, R&D uses would replace residential uses proposed for the project, and would result in approximately 1,200,000 sf of R&D uses present on the Nishi site. Buildout of the Nishi site under this alternative would be conducted in a manner similar to that of the project (within 5-7 years of project approval) and would depend on the outcome of a Measure J/R vote, similar to the project. Under this alternative, the redesignation and rezoning of West Olive Drive would also occur, thereby resulting in the same 55,000 sf of net new commercial square footage as a result of subsequent redevelopment within West Olive Drive.

With respect to project objectives, Alternative 2 would not provide additional housing to accommodate anticipated growth (both from the City and UC Davis). Based on the environmental analysis contained in this Draft EIR, Alternative 2 would result in less impacts compared to the project. However, Alternatives 2 would result in various environmental effects, some of which are substantially greater than would occur with implementation of the project. In particular, Alternative 2 would have substantially greater traffic impacts

that would contribute to additional GHG emissions compared to the project. Alternative 2 would also likely result in a significant and unavoidable impact with respect to regional air emissions, based on projected trip generation.

Because Alternative 2 would not meet certain key objectives, particularly with respect to providing housing and because it would result in additional significant and unavoidable impacts, the City Council rejects further consideration of this alternative.

ALTERNATIVE 3: ALTERNATIVE LAND USE MIX

Alternative 3 would be similar to the project, except the 70,000 sq. ft. northernmost R&D uses under the project would be replaced with a 125-room hotel (potentially extended stay). It is assumed that a surface parking would be necessary to accommodate the parking requirements of the hotel. Buildout of the Nishi site under this alternative would be conducted in a manner similar to that of the project (within 5-7 years of project approval) and would depend on the outcome of a Measure J/R vote, similar to the project. Rezoning and redesignation of West Olive Drive would occur under this alternative, similar to the project.

Alternative 3 would result in a similar number and severity of impacts to that of the project. Of note, due to potential increases in vehicle trips, emissions (especially, GHG emissions) would likely increase. While it does not attain all objectives, it would attain most of the project objectives. However, the potential addition of a hotel is not a part of the objectives established for the project. Further, in the past year, the City has undertaken several economic analyses related to innovation center development, and it was determined that the replacement of R&D uses at the Nishi site with a hotel may hinder not only the project's objectives for development of R&D uses but also the City's business park goals for tech-driven development. Because this alternative would attain project objectives to the degree of the proposed project, Alternative 3 is rejected by the City Council as an infeasible alternative to the project.

ALTERNATIVE 4: OFF-SITE ALTERNATIVE

Alternative 4 would involve the redevelopment of the 5th Street Corridor site identified in the Davis Innovation Center Study prepared by Studio 30 (UC Davis Extension) in 2012. The 5th Street Corridor site is approximately 47 acres in size, similar to the Nishi site, and would allow for a similar mix of uses. It is currently developed with a mix of commercial, office, light industrial, and utility uses that would be removed as part of this alternative. It is assumed that up to 650 residential units would be located north of 5th Street with podium and surface parking, while all R&D (up to 325,000 sf), retail (up to 20,000 sf), and open space would be located south of 5th Street. Buildout of the Alternative 4 site would be conducted in a manner similar to that of the project (within 5-7 years of project approval) and would not require a Measure J/R vote as the site of Alternative 4 is currently located within the City limits. It is assumed that rezoning and redesignation of West Olive Drive would not occur under this alternative. For the purposes of the evaluation of this alternative, it is assumed that actions/design considerations similar to those identified in the project's Sustainability Implementation Plan would be implemented under this alternative, however, the feasibility of implementing these actions has not been fully evaluated. Should implementation of the project's Sustainability Implementation Plan not occur under this alternative, impacts would likely be greater than those identified in the section below.

With respect to project objectives, Alternative 4 would not be located in close enough proximity to UC Davis to create a new entry point to campus. Alternative 4 would result in less impacts compared to the project with respect to certain issues, such as exposure to adverse air quality conditions. However, Alternative 4 would result in various environmental effects, some of which are substantially greater than would occur with implementation of the project. In particular, this alternative would have substantially greater traffic impacts that would contribute to additional GHG emissions compared to the project. This significant and unavoidable GHG emissions impact would be of higher magnitude than that of the project. In addition, Alternative 4 would require demolition and relocation of several businesses and would be located close enough to the existing UPRR line such that residents would be subjected to train-related noise (i.e. horn blasts). Alternative

4 would not result in significant and unavoidable air quality impacts related to TACs and UFPs on project residents and would not result in significant and unavoidable agricultural resources impacts.

Because this alternative would not attain project objectives and for the reasons set forth above, Alternative 4 is rejected by the City Council from further consideration.

ACCESS SCENARIOS

In addition to these alternatives, the EIR included two access scenarios in the analysis of the proposed project. Access Scenario 1 included two access roads, a new potential connection between the Nishi site and Old Davis Road on the UC Davis campus, as well as access from the site to West Olive Drive. Because Access Scenario 1 involves approval in the future from UC Davis, Access Scenario 2 would include and only involves a single access, to West Olive Drive. Access Scenario 1 was identified as the preferred access scenario in the EIR. Additionally, Access Scenario 2 would involve greater impacts with respect to emergency access and emergency response (Impacts 4.8-5 and 4.14-6 in the Draft EIR). Access Scenario 2 would not attain project objectives related to mobility and circulation to the extent of Access Scenario 1, nor would it realize the alternative transportation benefits (Unitrans and additional bicycle/pedestrian routes to UC Davis) associated with Access Scenario 1. For these reason, Access Scenario 2 is rejected by the City Council from further consideration.

1.7.2 Environmentally Superior Alternative

The CEQA Guidelines Section 15126.6 states that an EIR should identify the “environmentally superior” alternative. “If the environmentally superior alternative is the ‘no project’ alternative, the EIR shall also identify an environmentally superior alternative among the other alternatives.” As shown in Section 7.4.1, Summary of Project Impacts, there would be significant and unavoidable impacts associated with the project. These impacts are related to air quality, noise, traffic, and GHG emissions. Compared to the project, noise impacts would be less under Alternatives 2 (Research and Development Only) and 4 (Off-site Alternative); traffic impacts would be less under Alternative 3 (Alternative Land Use); and Alternatives 2, 3, and 4 would result in greater GHG emissions impacts, and less air quality impacts. With consideration of the project and the alternatives, only Alternative 1 (No Project) would result in no significant and unavoidable impacts.

The environmentally superior alternative would be either the project under Access Scenario 1 (the “project” hereafter) or Alternative 4; Alternative 4, however, has been rejected as infeasible by the City Council.

1.8 FINDINGS OF FACT

The City of Davis City Council has reviewed the Final EIR for the Nishi Gateway Project, consisting of the Nishi Gateway Project Draft EIR (September 2015) and the Nishi Gateway Project Responses to Comments Draft EIR (December 2015), together which form the Final EIR. The City of Davis City Council has considered the public record on the project, which, in addition to the above documents and this Statement of Findings, is composed of the Mitigation Monitoring and Reporting Program (MMRP) for the Nishi Gateway Project EIR Evaluation, December 2015. The MMRP meets the requirements of Section 21081.6 of the PRC by providing a monitoring plan designed to ensure compliance during project implementation with mitigation measures adopted by the City.

All relevant project documents are on file at the City of Davis, 23 Russell Boulevard, Suite 2, Davis, California, 95616.

Pursuant to PRC Section 21081, for each significant effect identified in the EIR, the City must make one or more of the findings described in Section 1.1 of this document.

After reviewing the public record, composed of the aforementioned elements, the City of Davis City Council hereby makes the following findings regarding the significant effects of the proposed project, pursuant to PRC Section 21081 and Section 15091 of the CEQA Guidelines. The numeric references for each impact refer to the impact/mitigation label included in the EIR. Several of the mitigation measures listed below have been summarized herein. Please refer to the MMRP (Attachment A) for the full text of all mitigation measures to be implemented.

1.8.1 Significant Impacts Associated with Development of the Nishi Gateway Project

AESTHETICS AND VISUAL RESOURCES

Nishi Site

Significant Effect: Impact 4.1-2: Light and glare impacts

The proposed development at the Nishi site would include indoor lighting and outdoor lighting and solar panels, which could contribute additional light and glare, respectively, to the surrounding area. New sources of night lighting would be similar in scale and intensity to surrounding development. The majority of solar panels at the Nishi site would be installed on building rooftops and above the line of sight of motorists and the built environment. However, depending on the angle of proposed solar panels within on-site surface parking lots motorists along I-80 could experience glare conditions. As a result, this is a potentially significant impact.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measure that will reduce impacts related to light and glare impacts to a less-than-significant level.

Mitigation Measure 4.1-2

Within the proposed surface parking lots, the applicant shall select and install solar panels that minimize reflective surfaces, either through glazing or use of non-reflective materials. All surface parking solar facilities shall be installed such that the angle of solar panels does not direct glare at motorists along I-80. The applicant shall prepare a technical report verifying the selected angle and material of the solar panels for review and approval by the City before installation.

These measures will substantially reduce potential aesthetic impacts and the impact would be less-than-significant level.

AGRICULTURAL AND FOREST RESOURCES

Nishi Site

Significant Effect: Impact 4.2-1: Convert Important Farmlands to non-agricultural use, or involve changes in the existing environment that could result in conversion of Important Farmland to non-agricultural use, and

Significant Effect: Impact 4.2-2: Conflict with existing zoning for agricultural use or result in the loss or conversion of agricultural land to non-agricultural use.

These two significant impacts are related to each other and are therefore considered together in these findings.

The Nishi site is within the City of Davis' Sphere of Influence and currently zoned for agricultural use by Yolo County. As part of the project approvals required for implementation, the zoning of the site would be changed from County A-N to City P-D. This zoning designation allows for project-specific regulations to enable a diverse mix of urban, non-agricultural uses.

The Nishi site is not designated as Prime, Unique, or Farmland of Statewide importance by the FMMP. However, development of the site would result in a loss of farmland that was determined to be of high agricultural importance based on land suitability and site assessment criteria. The project would convert 43.5 acres of agricultural land to urban uses. The project would be required to comply with City Municipal Code Article 40A.03 that requires the purchase of compensatory agricultural lands at a 2:1 ratio compared to those lost/converted. Because the project would result in the conversion of active agricultural land to urban uses, this is a significant impact. Further, development of the site could include decommissioning of the existing well that supplies water to the residence associated with the prime farmland south of I-80, which could indirectly influence conversion of Important Farmlands through the loss of irrigation supply. As a result, this is a significant impact.

Finding

Changes or alterations, which substantially reduce the significant effects of the conversion of Important Farmlands to non-agricultural use, or involve changes in the existing environment that could result in conversion of Important Farmland to non-agricultural use have been required in, or incorporated into, the project by the City of Davis. While the mitigation measures would reduce the significant effects by preserving other farmland and ensuring that existing water supplies to the off-site Prime Farmland are not affected by project implementation, none of the measures would reduce the net loss of high-value agricultural land such that a significant impact would no longer occur. Alternative 1 (no project) and Alternative 4 (offsite development) would avoid these impacts, but each of these alternatives have been rejected as infeasible for the reasons set forth in Section 1.7, above. No other feasible alternatives are available to reduce this impact. Therefore, specific economic, legal, social, technological, or other considerations make infeasible further mitigation that would avoid or substantially lessen the significant environmental effect, and thus, this would be a significant and unavoidable impact.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measure that will reduce impacts related to converting Important Farmlands to non-agricultural use, or involves changes in the existing environment that could result in conversion of Important Farmland to non-agricultural use, but not to a less-than-significant level.

Mitigation Measure 4.2-1

Prior to removal of the existing well on the Nishi site, the applicant shall install an alternative potable water source (i.e. a new groundwater well) south of I-80, proximate to and with a direct connection to

the existing farmland associated with the existing well at the Nishi site, as allowed by the current Grant Deed for the Nishi site. The replacement well shall have the capacity to provide the same amount and quality of water to the farmland as the existing well. The applicant shall be responsible for procurement of all permits and well installation.

Implementation of Mitigation Measure 4.2-1 will avoid impacts to agricultural land south of the project and, more specifically, would mitigate the potential indirect impacts to off-site Important Farmland by ensuring that existing water supplies to the off-site Prime Farmland are not affected by project implementation. Further, adherence to City Municipal Code Section 40A.03 would require 2:1 purchase and preservation of other agricultural land. Compensatory lands may be located anywhere within the City Planning Area, subject to approval by the City Council, with a credit factor based on location of the mitigation property. Nonetheless, the project would result in the net loss of agricultural land associated with the conversion of on-site agricultural uses to urban uses.

No feasible mitigation measure or alternatives are available to reduce the above impacts to less than significant. As a result, this impact would remain significant and unavoidable.

AIR QUALITY

Nishi Site

Significant Effect: Impact 4.3-2: Long-term operational emissions of reactive organic gas (ROG), nitrous oxide (NO_x), and particulate matter (PM₁₀ and PM_{2.5}).

Operational activities associated with the Nishi-Gateway development would result in long-term project-generated emissions of air pollutants, particularly reactive organic gases (ROG). Long-term, operational emissions could exceed Yolo Solano Air Quality Management District (YSAQMD) significance thresholds for ROG, but would not exceed YSAQMD thresholds for NO_x and PM₁₀. Thus, long-term operational emissions of NO_x could conflict with the air quality planning efforts and contribute substantially to the nonattainment status of Yolo County with respect to the National Ambient Air Quality Standards (NAAQS) and California Ambient Air Quality Standards (CAAQS) for ozone. This would be a significant impact.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts on long-term operational emissions of ROG, NO_x, PM₁₀ and PM_{2.5} to less-than-significant levels.

Mitigation Measure 4.14-5 related to transportation, (vehicle miles traveled or VMT), as described below under Impact 4.14-5.

Emissions reductions from Mitigation Measure 4.14-5 were calculated by taking the difference in ROG emissions resulting from unmitigated and mitigated (per measure 4.14-5) VMT levels. Emissions from both VMT levels were calculated using the same method described above. Mitigation of this impact would reduce annual ROG emissions to 9.7 tons per year, which is below the air district significance thresholds. Thus, the application of Mitigation Measure 4.14-5 would reduce annual ROG emissions to a less-than-significant impact with mitigation.

Significant Effect: Impact 4.3-5: Land use compatibility with off-site sources of toxic air contaminants (TACs) and ultrafine particulates (UFPs).

The project would place residents in close proximity to multiple existing sources of TACs and UFPs. The level of health risk associated with exposure to TACs from local stationary sources and train engines passing on

the nearby rail line would not be substantial. However, residential receptors located on the Nishi site could be exposed to relatively high concentrations of diesel particulate matter (DPM) and UFPs generated by vehicles traveling on I-80 resulting in substantial levels of health risk. This would be a significant impact.

Finding

Changes or alterations, which substantially reduce the significant effects of exposure to TACs and UFPs have been required in, or incorporated into, the project by the City of Davis. Although these measures will reduce UFPs and diesel PM levels, the level of effectiveness cannot be quantified. Alternative 1 (no project), Alternative 2 (no residences) and Alternative 4 (offsite development) would avoid these impacts, but each of these alternatives have been rejected as infeasible for the reasons set forth in Section 1.7, above. No other feasible alternatives are available to reduce this impact. Therefore, specific economic, legal, social, technological, or other considerations make infeasible further mitigation that would avoid or substantially lessen the significant environmental effect, and thus, this would be a significant and unavoidable impact.

Facts in Support of Finding

While Mitigation Measures 4.3-5a, 4.3-5b, and 4.3-5c are expected to result in substantial reductions to exposure levels of UFPs and diesel PM, the level of effectiveness cannot be quantified. For this reason, and because “safe” levels of UFP exposure and diesel PM exposure have not been identified by any applicable agency, or by a consensus of scientific literature, this analysis concludes that resultant levels UFP exposure and diesel PM on the project site could potentially result in substantial increase in health risks. Therefore, this impact would be significant and unavoidable.

Mitigation Measure 4.3-5a

All residential buildings shall be located as far as feasible from I-80, and no residential buildings shall be located on the southwest portion of the project site along the elevated segment of I-80. Residential buildings shall be sited more distant from I-80 than non-residential buildings, including parking garages, such that the non-residential structures serve as a barrier between I-80 and the residential buildings. In addition, for-sale residential units, where individuals typically reside for a longer period of time than rental units, shall be located more distant from I-80 than rental residential units.

Mitigation Measure 4.3-5b

This mitigation measure requires the implementation of a comprehensive tree planting and maintenance plan to minimize TAC concentrations levels in outdoor areas of the project site. Per the mitigation measure, a vegetative barrier, which may consist of multiple, staggered rows of trees, shall be planted along I-80, as well as additional trees within the interior of the site for the purposes of filtering UFP, PM_{2.5}, and PM₁₀, as well as irrigation/maintenance needs, growth rate, and canopy cover.

Mitigation Measure 4.3-5c

Each on-site structure shall include an air filtration system that will remove at least 95 percent for UFP. This may be achieved through strategic placement of intakes, positively-pressured buildings, double-door entrances, and high-volume, low-pressure-drop air exchange systems.

Locating residential buildings further from I-80 than non-residential buildings, as required by Mitigation Measure 4.3-5a, would reduce health risk exposure to residential areas where people typically spend more time than non-residential uses. It should be noted that the current land plan meets the requirements of this measure. Locating for-sale residential units more distant from I-80 than rental units, also required by Mitigation Measure 4.3-5a, is expected to provide more protection at for-sale units where individuals typically reside for a longer period of time. Further, vegetative barriers have been found to reduce concentrations of very fine particles during wind tunnel studies. In addition to requiring UFP filtration systems with a minimal removal rate of 95 percent to reduce indoor concentrations of UFP, Mitigation Measure 4.3-5c would also result in a substantial reduction to indoor concentrations of diesel PM.

BIOLOGICAL RESOURCES

Nishi Site

Significant Effect: Impact 4.4-1: Disturbance or loss of special-status plants.

Development of the Nishi site would result in removal of California black walnut trees and conversion of habitat that provides suitable habitat for California black walnut. Loss of California black walnut trees would be a significant impact.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts on the disturbance or loss of special-status plants to less-than-significant levels.

Mitigation Measure 4.4-1

The applicant shall avoid removal/damage to California black walnut trees (healthy or in need of training/trimming), including prohibition of heavy equipment operation within the drip line. In the event that a tree must be removed, replacement trees shall be provided at a 2:1 ratio and monitored with remedial planting for a 5-year period after initial planting.

Based on the location of California black walnut trees, avoidance (as stipulated by Mitigation Measure 4.4-1) would prevent the loss of existing sensitive plants on-site. However in the event that removal is required, further implementation of Mitigation Measure 4.4-1 would ensure replacement of any removed California black walnut trees at a minimum of a 2:1 ratio such that there would be no net loss of California black walnuts within the Nishi site. As no net loss of special status plants would occur, this impact would be reduced to a less-than-significant level.

Potentially Significant Effect: Impact 4.4-2: Impacts to valley elderberry longhorn beetle.

Development of the Nishi site would occur in the vicinity of observed elderberry shrubs, which are known to provide habitat for valley elderberry longhorn beetle. The proximity of construction activities to the existing construction work associated with development of the Nishi site could occur within 100 feet of known elderberry shrubs that may serve as habitat for valley elderberry longhorn beetle, g shrubs, indirect impacts to the shrubs and potential beetles or beetle larvae could occur. As a result, impacts are considered potentially significant.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts to valley elderberry longhorn beetle to less-than-significant levels.

Mitigation Measure 4.4-2

The applicant shall maintain a 100-foot buffer between construction activities and nearby elderberry shrubs. Project activities may occur up to 20 feet from the dripline of elderberry shrubs, pending consultation with the US Fish and Wildlife Service (USFWS) and with the use of flagging, additional dust control, and signage.

Through implementation of Mitigation Measure 4.4-2, the applicant would avoid or minimize direct or indirect impacts to shrubs through the establishment of buffers and fencing. As a result, direct (i.e., removal) or indirect impacts (i.e., hydrology changes, dust deposition, etc.) are not anticipated to occur. Because potential effects on valley elderberry longhorn beetle would be avoided in accordance with the Conservation Guidelines, impacts would be reduced to a less-than-significant level.

Potentially Significant Effect: Impact 4.4-3: Impacts to special status bat species.

Although no bats or roosts were observed during the reconnaissance surveys, the mature trees within the Nishi site may provide suitable roosting habitat for special-status bats such as pallid bat, silver-haired bat and hoary bat. Development of the Nishi site could disturb roosts for special-status bats in the area. It is unknown whether bats roost in trees that would be removed from the site. Therefore, removal of on-site trees would result in a potentially significant impact to several species of bats.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts to special status bat species to less-than-significant levels.

Mitigation Measure 4.4-3

The applicant shall conduct preconstruction surveys for roosting bats. If an active roost is found, the applicant shall establish a 100-foot buffer from project activities around the roost. If project activities must occur closer than 100 feet (i.e. roosts will be affected by the project), a Bat Exclusion Plan will be developed and implemented by the project applicant and reviewed/approved by the City.

Implementation of Mitigation Measure 4.4-3 would avoid or minimize impacts to special-status bats through avoidance or exclusion, thereby insuring that project implementation would not result in the direct mortality of such species. As a result, impacts would be reduced to a less-than-significant level.

Significant Effect: Impact 4.4-4: Impacts to Swainson's hawk.

Development of the Nishi site would result in a reduction in available foraging habitat for Swainson's hawk as a result of conversion of agricultural land. Additionally, Swainson's hawk could nest on or near the project, and construction activities associated with the project could result in the direct loss of special-status wildlife or temporary disruption of wildlife feeding and/or breeding behavior. Loss of foraging habitat and disturbance or loss of special-status wildlife species would be a significant impact.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts to Swainson's hawk to less-than-significant levels.

Mitigation Measure 4.4-4a

The applicant shall retain a qualified biologist, who shall conduct preconstruction surveys for Swainson's hawk in accordance with the Swainson's Hawk Technical Advisory Committee 2000 guidelines (SHTAC 2000) and/or currently accepted guidance/industry standards, subject to City of Davis review and approval. If an active nest(s) are discovered, appropriate buffers shall be established from project activities. Before commencement of construction, the applicant shall also provide compensatory mitigation for the loss of approximately 46 acres of Swainson's hawk foraging habitat to the Yolo Habitat Conservancy (formerly HCP/NCCPJPA) in accordance with their Swainson's Hawk

Interim Mitigation Program. If the project is implemented after adoption of the YNHP, in lieu of this measure, the applicant will comply with the requirements of the YNHP.

Implementation of Mitigation Measure 4.4-4a would ensure no direct impacts to nesting Swainson's hawk and would provide compensatory mitigation in accordance with an established program for the mitigation of loss of Swainson's hawk foraging habitat, thereby reducing impacts associated with development of the Nishi site on Swainson's hawk to a less-than-significant level.

Potentially Significant Effect: Impact 4.4-5: Impacts to burrowing owl.

On-site vegetation within the Nishi site could provide potential nesting habitat for burrowing owl. As a result, construction activities associated with development of the Nishi site could result in the direct loss of burrowing owl and/or temporary disruption of wildlife feeding and/or breeding behavior. The potential impacts from construction activities would vary depending on the location and timing of construction. Disturbance or loss of active burrowing owl nests would be a potentially significant impact.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts to burrowing owl to less-than-significant levels.

Mitigation Measure 4.4-5a

The applicant shall retain a qualified biologist to conduct pre-construction surveys for burrowing owls in areas supporting potentially suitable habitat (sparsely vegetated areas and those containing suitable burrows) no more than 30 days before the start of construction activities that could affect the subject areas. If burrowing owls are detected during the nesting season, appropriate buffers shall be established around occupied burrows in accordance with guidance provided in the California Department of Fish and Wildlife (CDFW) Staff Report on Burrowing Owl Mitigation. Outside of the nesting season, passive owl relocation techniques shall be implemented, if approved by CDFW.

Mitigation Measure 4.4-5b

If active burrows are present and the project would impact active burrows, the project applicant shall provide compensatory mitigation for the permanent loss of burrowing owl habitat consistent with the Staff Report on Burrowing Owl Mitigation.

Implementation of Mitigation Measures 4.4-5a and 4.4-5b would require pre-construction surveys of the Nishi site to identify potential nesting burrowing owls. If active nest sites are found, no-disturbance buffers would be established to ensure that breeding/nesting would not be disrupted or adversely impacted by construction, and as a result, this impact would be reduced to a less-than-significant level.

Potentially Significant Effect: Impact 4.4-6: Impacts to other special status nesting birds and raptors.

Development of the Nishi site would result in impacts to land cover types such as agricultural land, and remnant riparian area that provide nesting opportunities for birds and potential habitat for special status bird and raptor species. Construction activities within the Nishi site, especially vegetation removal, could result in the direct impacts these bird and/or raptor species. The potential impacts from construction activities would vary depending on the location and timing of construction. The disturbance or loss of an active nest or special-status bird or raptor species would be a potentially significant impact.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts to other special status nesting birds and raptors to less-than-significant levels.

Mitigation Measure 4.4-6

For construction activities occurring between February 1 and August 31, the applicant shall retain a qualified biologist to conduct surveys for special status nesting birds and raptors no less than 14 days before the start of ground disturbing activities. If nests are detected, the project biologist shall establish appropriate no-disturbance buffers around each until the nest is no longer active or the young have fledged. The size of the buffer may be adjusted by the project biologist if, in consultation with CDFW, it is determined that such an adjustment would not be likely to adversely affect the nest.

Implementation of Mitigation Measure 4.4-6 would require pre-construction surveys of the Nishi site to identify active bird and raptor nests. If active nest sites are found, the above-listed mitigation would require the establishment of no-disturbance buffers to ensure that breeding/nesting is not likely to be disrupted or adversely impacted by construction, and as a result, this impact would be reduced to a less-than-significant level.

Potentially Significant Effect: Impact 4.4-7: Loss of riparian habitat and fill of waters of the U.S. during construction.

Implementation of the proposed development of Nishi site would result in the extension of West Olive Drive over the old north fork of Putah Creek which will require removal of the existing crossing and removal of remnant riparian vegetation. In turn, this could result in the placement of fill material into waters of the U.S. or waters of the State. The loss of remnant riparian and potential wetland habitat as a result of development of the Nishi site is a potentially significant impact.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts to riparian habitat and fill of waters of the U.S. during construction to less-than-significant levels.

Mitigation Measure 4.4-7

Prior to initiation of construction, the applicant shall retain a qualified wetland specialist who shall prepare a jurisdictional wetland delineation for both waters of the U.S. and waters of the State in sensitive areas that cannot be avoided. The preliminary delineation shall be submitted to US Army Corps of Engineers (USACE) for verification. If determined to qualify as a water of the US or state, the applicant shall apply for appropriate permits pursuant to the Clean Water Act. CDFW shall be consulted and a Lake and Streambed Alteration Agreement notification shall be prepared, if necessary.

Significant impacts associated with loss of riparian habitat and fill material into waters of the U.S. and waters of the State would be reduced to a less-than-significant level by providing replacement, restoration or enhancement habitat of equal or greater value.

West Olive Drive

Potentially Significant Effect: Impact 4.4-1: Disturbance or loss of special-status plants.

The redesignation/rezoning of parcels located along West Olive Drive from Commercial Service to Neighborhood Mixed Use would allow for redevelopment of this area that could result in the removal of special-status plants. Because of existing urban/industrial uses and lack of habitat, it is unlikely that special-status herbaceous plants would be present; however special-status trees could occur within West Olive Drive. Loss of special-status trees would be considered a potentially significant impact.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts on disturbance or loss of special-status plants to less-than-significant levels.

Mitigation Measure 4.4-1, as described above for the Nishi site.

As noted above for the Nishi site, implementation of Mitigation Measure 4.4-1 would ensure that any California black walnut trees located within West Olive Drive would be protected during and after construction and any removal of special-status trees would necessitate replacement at a 2:1 ratio, thereby ensuring no net loss. As a result, impacts would be reduced to less than significant.

Potentially Significant Effect: Impact 4.4-2: Impacts to valley elderberry longhorn beetle.

Potential redevelopment of West Olive Drive could result in construction activities occurring proximate to elderberry shrubs located within the Putah Creek Channel. Depending on the proximity of construction activities to the existing shrubs, indirect impacts to the shrubs and potential beetles or beetle larvae could occur. As a result, impacts are considered potentially significant.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts to valley elderberry longhorn beetle to less-than-significant levels.

Mitigation Measure 4.4-2, as described above for the Nishi site.

As noted above for the Nishi site, implementation of Mitigation Measure 4.4-2 would avoid or minimize direct and indirect impacts to shrubs through the establishment of buffers and fencing. As a result, direct (i.e., removal) or indirect impacts (i.e., hydrology changes, dust deposition, etc.) are not anticipated to occur. Because potential effects on valley elderberry longhorn beetle would be avoided in accordance with the Conservation Guidelines, impacts would be reduced to a less-than-significant level.

Potentially Significant Effect: Impact 4.4-3: Impacts to special status bat species.

Redevelopment within West Olive Drive as a result of the proposed redesignation/rezoning could result in impacts to special status bats during construction activities. Disturbance or loss of special-status bats during construction activities would be a potentially significant impact.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts to special status bat species to less-than-significant levels.

Mitigation Measure 4.4-3, as described above for the Nishi site.

As noted above for the Nishi site, implementation of Mitigation Measure 4.4-3 would avoid or minimize impacts to special-status bats through avoidance or exclusion, thereby ensuring that project implementation would not result in the direct mortality of such species. As a result, impacts would be reduced to a less-than-significant level.

Potentially Significant Effect: Impact 4.4-4: Impacts to Swainson's hawk.

West Olive Drive does not represent potential foraging habitat for Swainson's hawk, however, it is possible that Swainson's hawk may establish a nest(s) in an existing tree within this portion of the project site. Construction activities associated with redevelopment of West Olive Drive could result in the direct loss of disturbance of such a nest. Disturbance or loss of special-status wildlife species would be a potentially significant impact.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts to Swainson's hawk to less-than-significant levels.

Mitigation Measure 4.4-4b

The applicant shall retain a qualified biologist, who shall conduct preconstruction surveys for Swainson's hawk in accordance with the Swainson's Hawk Technical Advisory Committee 2000 guidelines (SHTAC 2000) and/or currently accepted guidance/industry standards, subject to City of Davis review and approval. If an active nest(s) are discovered, appropriate buffers shall be established from project activities. If removal of a nest tree is required, removal shall take place outside of the nesting season and the tree shall be replaced at a ratio of 3:1 and monitored with remedial planting for a 5-year period after initial planting.

Implementation of Mitigation Measure 4.4-4b would ensure no direct impacts to nesting Swainson's hawk, thereby reducing impacts associated with redevelopment of West Olive Drive on Swainson's hawk to a less-than-significant level.

Potentially Significant Effect: Impact 4.4-5: Impacts to burrowing owl.

The redesignation/rezoning of parcels located along West Olive Drive from Commercial Service to Neighborhood Mixed Use would not result in the removal of potential active burrowing owl nest sites. However, construction associated with redevelopment of West Olive Drive could result in indirect impacts to nearby nesting habitat and potential nests. While impacts would be considered temporary, construction within West Olive Drive that results in the disturbance or loss of an active burrowing owl nest would be a potentially significant impact.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts to burrowing owl to less-than-significant levels.

Mitigation Measure 4.4-5c

The applicant shall retain a qualified biologist to conduct pre-construction surveys for burrowing owls in areas supporting potentially suitable habitat (sparsely vegetated areas and those containing suitable burrows) no more than 30 days before the start of construction activities that could affect the subject areas. If burrowing owls are detected, disturbance to burrows shall be avoided during the nesting season (February 1 through August 31). Buffers shall be established around occupied burrows in accordance with guidance provided in the Staff Report on Burrowing Owl Mitigation. This guidance includes buffers around occupied burrows shall be a minimum of 656 feet (200 meters) during the nesting season, and 160 feet (100 meters) during the non-breeding season unless otherwise approved by CDFW.

Implementation of Mitigation Measure 4.4-5c would require pre-construction surveys to identify potential nesting burrowing owls. If active nest sites are found, no-disturbance buffers would be established to ensure that breeding/nesting would not be disrupted or adversely impacted by construction, and as a result, this impact would be reduced to a less-than-significant level.

Potentially Significant Effect: Impact 4.4-6: Impacts to other special status nesting birds and raptors.

The redesignation/rezoning of parcels located along West Olive Drive from Commercial Service to Neighborhood Mixed Use could result in impacts to existing trees and remnant riparian area that provide habitat for special status bird and raptor species. Construction associated with redevelopment of West Olive Drive could result in direct and indirect impacts to nests that may establish within on-site trees and other areas. The disturbance or loss of special-status bird or raptor species would be a potentially significant impact.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts to other special status nesting birds and raptors to less-than-significant levels.

Mitigation Measure 4.4-6, as described above for the Nishi site.

Implementation of Mitigation Measure 4.4-6 would require pre-construction surveys to identify potential nests within West Olive Drive. If active nest sites are found, no-disturbance buffers would be established to ensure that breeding/nesting would not be disrupted or adversely impacted by construction, and as a result, this impact would be reduced to a less-than-significant level.

Potentially Significant Effect: Impact 4.4-7: Loss of riparian habitat and fill of waters of the U.S. during construction.

The redesignation/rezoning of parcels located along the north bank of the old north fork of Putah Creek in the West Olive Drive area would allow for redevelopment of this area which could result in construction within the remnant riparian area and Putah Creek channel. As a result, redevelopment of West Olive Drive could result in the placement of fill material into waters of the U.S. or waters of the State. This would be considered a potentially significant impact.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts to riparian habitat and fill of waters of the U.S. during construction to less-than-significant levels.

Mitigation Measure 4.4-7, as described above for the Nishi site.

Significant impacts associated with loss of riparian habitat and fill material into waters of the U.S. and waters of the State would be reduced to a less-than-significant level by providing replacement, restoration or enhancement habitat of equal or greater value.

CULTURAL RESOURCES***Nishi Site*****Potentially Significant Effect: Impact 4.5-1: Disturb unique archaeological resources.**

Based on the results of the archaeological records search and survey, there are no known archaeological resources on the Nishi site. Project-related ground-disturbing activities could result in uncovering currently unknown resources and cause a substantial change in the significance of an as yet undiscovered unique archaeological resource as defined in CEQA Guidelines Section 15064.5. This would be a potentially significant impact.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts to unique archaeological resources to less-than-significant levels.

Mitigation Measure 4.5-1a

Prior to initiation of vegetation removal/grading, the applicant shall retain a Registered Professional Archaeologist meeting the Secretary of Interior's qualifications standards for prehistoric and historical archaeology to perform auger testing on the Nishi site. The objective of the auger testing is to refine specific areas where monitoring for buried (subsurface) archaeological material within specific areas of the Nishi site shall be required. A series of auger holes will be completed by a manual spiral auger and soil from each auger will be processed through 1/8 inch hardware mesh. All recovered cultural material will be recorded with respect to the specific auger and estimated depth. Excavation results, including soil description, will be recorded on field forms. Following the auger testing, a report will be prepared that describes study methods, recovered data, and conclusions.

If the auger testing and associated report reveal any cultural material or areas where soils have been determined likely to conceal cultural deposits, construction monitoring (by both a Native American resources monitor and qualified archaeologist) shall occur in these areas as recommended by a qualified archaeologist.

Mitigation Measures 4.5-1b

In the event that any prehistoric or historic-era subsurface archaeological features or deposits, including locally darkened soil ("midden"), that could conceal cultural deposits, are discovered during construction, all ground-disturbing activity within 100 feet of the resources shall be halted and a qualified professional archaeologist shall be retained to assess the significance of the find. If the find is determined to be significant by the qualified archaeologist (i.e., because it is determined to constitute either an historical resource or a unique archaeological resource), the archaeologist shall develop appropriate procedures to protect the integrity of the resource and ensure that no additional resources

are affected. Procedures could include but would not necessarily be limited to preservation in place, archival research, subsurface testing, or contiguous block-unit excavation and data recovery.

If the archaeologist determines that some or all of the affected property qualifies as a Native American Cultural Place, including a Native American sanctified cemetery, place of worship, religious or ceremonial site, or sacred shrine (PRC Section 5097.9) or a Native American historic, cultural, or sacred site, that is listed or may be eligible for listing in the California Register of Historical Resources pursuant to PRC Section 5024.1, including any historic or prehistoric ruins, any burial ground, any archaeological or historic site (PRC Section 5097.993), the archaeologist shall recommend to the applicant potentially feasible procedures that would preserve the integrity of the site or minimize impacts on it.

Implementation of Mitigation Measures 4.5-1a and 4.5-1b would reduce potentially significant impacts to known and currently undiscovered archaeological resources because actions would be taken to avoid, record, or otherwise treat the resource appropriately, in accordance with pertinent laws and regulations. By providing an opportunity to avoid disturbance, disruption, or destruction of archaeological resources, this impact would be reduced to a less-than-significant level.

Potentially Significant Effect: Impact 4.5-2: Accidental discovery of human remains.

Although records searches revealed no documented graves within the Nishi site, Native American remains have been identified at archaeological sites near the Nishi site. Therefore, construction and excavation activities associated with development of the Nishi Site could unearth previously undiscovered or unrecorded human remains, if they are present. This impact would be potentially significant.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts associated with the accidental discovery of human remains to less-than-significant levels.

Mitigation Measure 4.5-2

California law recognizes the need to protect Native American human burials, skeletal remains, and items associated with Native American burials from vandalism and inadvertent destruction. The procedures for the treatment of Native American human remains are contained in California Health and Safety Code Sections 7050.5 and 7052 and PRC Section 5097.

If human remains are discovered during any demolition/construction activities, potentially damaging ground-disturbing activities in the area of the remains shall be halted immediately, and the project applicant shall notify the Yolo County coroner and the NAHC immediately, according to Section 5097.98 of the PRC and Section 7050.5 of California's Health and Safety Code. If the remains are determined by the NAHC to be Native American, the guidelines of the NAHC shall be adhered to in the treatment and disposition of the remains. The project applicant shall also retain a professional archaeologist with Native American burial experience to conduct a field investigation of the specific site and consult with the Most Likely Descendant (MLD), if any, identified by the NAHC. Following the coroner's and NAHC's findings, the archaeologist, and the NAHC-designated MLD shall determine the ultimate treatment and disposition of the remains and take appropriate steps to ensure that additional human interments are not disturbed. The responsibilities for acting upon notification of a discovery of Native American human remains are identified in PRC Section 5097.94.

Implementation of Mitigation Measure 4.5-2 would reduce potentially significant impacts to human remains because actions would be implemented to avoid, move, record, or otherwise treat the remains appropriately, in accordance with pertinent laws and regulations. By providing an opportunity to avoid or minimize the

disturbance of human remains, and to appropriately treat any remains that are discovered, this impact would be reduced to a less-than-significant level.

West Olive Drive

Potentially Significant Effect: Impact 4.5-1: Disturb unique archaeological resources.

Based on the results of the archaeological records search, there are no known archaeological resources within West Olive Drive but a recent monitoring report revealed one potential resource. Project-related ground-disturbing activities could cause a substantial change in the significance of an as yet undiscovered unique archaeological resource as defined in CEQA Guidelines Section 15064.5. This would be a potentially significant impact.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts to unique archaeological resources to less-than-significant levels.

Mitigation Measure 4.5-1b, as described above for the Nishi site.

Implementation Mitigation Measure 4.5-1b would reduce impacts associated with archaeological resources to a less-than-significant level because it requires the performance of professionally accepted and legally compliant procedures for the discovery of previously undocumented significant archaeological resources.

Potentially Significant Effect: Impact 4.5-2: Accidental discovery of human remains.

Although unlikely, construction and excavation activities associated with project development could unearth previously undiscovered or unrecorded human remains, if they are present. This impact would be potentially significant.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts associated with the accidental discovery of human remains to less-than-significant levels.

Mitigation Measure 4.5-2, as described above for the Nishi site.

Implementation of Mitigation Measure 4.5-2 would reduce potentially significant impacts to human remains because actions would be implemented to avoid, move, record, or otherwise treat the remains appropriately, in accordance with pertinent laws and regulations. By providing an opportunity to avoid or minimize the disturbance of human remains, and to appropriately treat any remains that are discovered, this impact would be reduced to a less-than-significant level.

GREENHOUSE GAS EMISSIONS, CLIMATE CHANGE, AND ENERGY

Nishi Site

Potentially Significant Effect: Impact 4.7-2: Considerably contribute to climate change through project-generated greenhouse gas emissions during operation.

Annual GHG emissions from project operation would exceed YSAQMD-recommended emission threshold of 1,100 MT CO₂e/year. Despite the development's energy efficient design and ideal location close to major destinations in the City, such as UC Davis and downtown Davis, there is no guarantee that future emissions generated by the development could be net zero carbon by 2050. Therefore, operation of the project has the potential to result in a substantial contribution to GHG emissions. This impact would be potentially significant.

Finding

Changes or alterations, which substantially reduce the significant effects associated with greenhouse gas emissions have been required in, or incorporated into, the project by the City of Davis. While the mitigation measures would reduce the significant effects to greenhouse gases, it may not be feasible to meet all City of Davis CAAP targets. Alternative 1 (no project) would avoid these impacts, but this alternative has been rejected as infeasible for the reasons set forth in Section 1.7, above. No other feasible alternatives are available to reduce this impact. Therefore, specific economic, legal, social, technological, or other considerations make infeasible further mitigation that would avoid or substantially lessen the significant environmental effect, and thus, this would be a significant and unavoidable impact.

Facts in Support of Finding

Through the implementation of Mitigation Measure 4.14-5, which requires the development and implementation of a transportation demand management program, the Nishi development could reduce VMT generated by the project by up to 20 percent from 45,200 to 36,160 daily VMT. This could reduce mobile source emissions to 8,746 MTCO₂e in 2022. Using ARB-forecasted vehicle emission factors, these emissions could be reduced to 7,328 MTCO₂e by 2050. Additional incentives for low-carbon vehicles, such as electric charging stations, could reduce emissions further by increasing the percentage of vehicles that emit lower GHG emissions per mile, but these estimates are qualitative. Implementation of Mitigation Measures 4.7-2a and 4.7-2b sets GHG reduction targets and accountability for the Nishi Development, but would not guarantee reductions that show that the development would be able to achieve the City's carbon neutral target by 2050. Therefore, this impact would be significant and unavoidable.

Mitigation Measure 4.14-5, as described below.

Mitigation Measure 4.7-2a

Each individual project or subdivision developed/constructed as a part of the Nishi Gateway Project shall demonstrate consistency with the D-CAAP by achieving a downward trajectory in GHG emissions, towards the City goal of zero net GHG emissions by the year 2050. The project must achieve the target in place for the year in which the application (for any development within the Nishi site) is filed. If additional reductions in GHG emissions are necessary to achieve the appropriate target, shall identify and implement feasible actions to achieve the required reductions using the following priority:

First priority – building specific actions

Second priority – onsite (within Nishi site) actions

Third priority – community based (within Davis) actions

Fourth priority – pay GHG reduction fees (carbon offsets) into a qualified existing local program, if one is in place

Fifth priority – other demonstrated method of reducing emissions

The project applicant must provide technical documentation (including modeling) to the City for verification that identifies how the desired reductions will be achieved.

Mitigation Measure 4.7-2b

Every 5 years, the Nishi development shall submit a GHG Emissions Reduction Accounting and Program Effectiveness Report for the entire innovation center. The report shall be submitted by 12/31 of each fifth year starting in 2020. First report due by 12/31/20, second report due by 12/31/25, etc., through 2050. The report shall identify the projected annual GHG emissions for the Nishi development, total and by sector, from the project EIR; GHG emissions from all uses collectively operating at the Nishi development, total and by sector, at the time of reporting; GHG emissions from each occupied building within the Nishi development, total and by sector; Summary of prior TMCs and 5-year reports; Running total of Nishi development emissions reductions and reduction credits, in total and by building; and a comprehensive database and summary of implemented reduction actions.

Implementation of Mitigation Measures 4.7-2a and 4.7-2b would not guarantee reductions that show that the development would be able to achieve the City's carbon neutral target by 2050. Therefore, this impact would be significant and unavoidable.

Potentially Significant Effect: Impact 4.7-3: Conflict with or impede attainment of goals established in applicable climate action plans or greenhouse gas reduction plans.

Operation of the Nishi development would not conflict with or impede the goals of EO B-30-15 or the D-CAAP. However, unmitigated emissions from the proposed Nishi development would exceed AB 32 2020 reduction targets. Thus, this impact is potentially significant.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts associated with the climate action plan and greenhouse gas reduction plan emission reduction targets to less-than-significant levels.

Mitigation Measure 4.14-5, as described below.

Through the implementation of Mitigation Measure 4.14-5, which requires the development and implementation of a transportation demand management program, the project would reduce VMT generated by the project by up to 25 percent from 45,200 to 36,160 daily VMT. This would reduce mobile source emissions to 8,746 MTCO₂e in 2022. This reduction would result in transportation-based emissions of 3.1 MT CO₂e per capita per year or 18.8 lbs CO₂e per capita per day, meeting SACOG's 2035 regional target of 19.7 lbs CO₂e per capita per day for mobile source GHG emissions. As a result, mitigated transportation-related GHG emissions would not exceed SACOG's 2020 and 2035 targets. As a result, implementation of Mitigation Measure 4.14-5 would reduce this impact to less than significant.

West Olive Drive

Potentially Significant Effect: Impact 4.7-2: Considerably contribute to climate change through project-generated greenhouse gas emissions during operation.

The operation of potential redevelopment of uses within West Olive Drive could increase GHG emissions compared to existing conditions depending on the type and size of land uses that could be on site as well as the type and size of land use that may be replaced. Redevelopment of West Olive Drive has the potential to

increase the intensity of current land uses either by building more densely or just serving a growing population resulting in the potential for increased GHG emissions over existing conditions. Therefore, this would be a potentially significant impact.

Finding

Specific economic, legal, social, technological, or other considerations make infeasible the mitigation measures or project alternatives identified in the Final EIR.

Facts in Support of Finding

Based on the anticipated size of redevelopment opportunities within West Olive Drive, potential redevelopment will not be able to implement effective TDM measures in and of itself. While redevelopment would take advantage of TDM implemented with respect to the Nishi site, additional opportunities as outlined in Mitigation Measure 4.14-5 are considered infeasible. Further, subsequent reporting and offsetting of potential GHG emissions is similarly considered infeasible for the purposes of reducing GHG emissions related to redevelopment within West Olive Drive.

Potentially Significant Effect: Impact 4.7-3: Conflict with or impede attainment of goals established in applicable climate action plans or greenhouse gas reduction plans.

Redevelopment of West Olive Drive has the potential to increase the intensity of current land uses, either by building more densely or serving a growing population. There is no guarantee of whether new land uses would impede or be inconsistent with AB32, EO B-15-30, SACOG MTP/SCS per capita targets, or the D-CAAP. Therefore, this impact is potentially significant.

Finding

Specific economic, legal, social, technological, or other considerations make infeasible the mitigation measures or project alternatives identified in the Final EIR.

Facts in Support of Finding

While dedicated GHG reduction targets detailed in the mitigation measures would allow the redevelopment to be consistent with the goals of AB32, EO B-15-30, and the D-CAAP, it remains to be seen whether future proposed land uses along West Olive Drive would be able to apply applicable TDM measures from Mitigation Measure 4.14-5. Additionally, financial constraints related to the reporting and potential further reduction of GHG emissions as a result of subsequent reporting, implementation of Mitigation Measure 4.7-2a, 4.7-2b, and 4.14-5 are considered infeasible with respect to potential redevelopment of West Olive Drive. Due to the uncertainty related to the ability of West Olive Drive redevelopment to achieve SACOG MTP/SCS per capita transportation emission targets, this impact would be significant and unavoidable.

HAZARDS AND HAZARDOUS MATERIALS

Nishi Site

Potentially Significant Effect: Impact 4.8-2: Result in the release of hazardous materials from a site of known or potential contamination.

Due to the proximity of documented contamination sites, historical land use within the project site, and the site's proximity to a major roadway and the railroad tracks, previously unknown hazardous materials could be encountered during construction. This would be a potentially significant impact.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts associated with the release of hazardous materials from a site of known or potential contamination to less-than-significant levels.

Mitigation Measure 4.8-2a

Prior to initiation of grading or other groundwork, the applicant shall conduct soil sampling within the boundaries of the project site. If the results indicate that contamination exists at levels above regulatory action standards, then the site will be remediated in accordance with recommendations made by applicable regulatory agencies.

Mitigation Measure 4.8-2b

Prior to initiation of grading or other groundwork, the applicant shall provide a hazardous materials contingency plan to Yolo County Environmental Health Department. The plan will describe the necessary actions that would be taken if evidence of contaminated soil or groundwater is encountered during construction. The contingency plan shall identify conditions that could indicate potential hazardous materials contamination, including soil discoloration, petroleum or chemical odors, and presence of underground storage tanks or buried building material.

Mitigation Measure 4.8-2c

Prior to any ground disturbance activities within 50 feet of the well, the applicant shall hire a licensed well contractor to obtain a well abandonment permit and properly abandon the on-site well, pursuant to review and approval by the City Engineer and the Yolo County Environmental Health Department. Well abandonment shall be completed before mass grading within 50 feet of the well.

With implementation of Mitigation Measures 4.8-2a, soil conditions on-site would be confirmed before development and any identified contamination would be appropriately remediated. Mitigation Measure 4.8-2b would establish a contingency plan that would describe the necessary actions that would be taken if evidence of contaminated soil or groundwater is encountered during construction, including cessation of work until the potential contamination is characterized and properly contained or remediated. Mitigation Measure 4.8-2c would minimize the potential for an accidental release of hazardous materials as a result of construction activities in the vicinity of an existing potable water well. Through implementation of these measures, the applicant would be required to conduct focused study the site soils and remediate any contaminated soils found before construction, as well as establish a plan to carry out similar actions if additional evidence of potential contamination is identified during construction. Following implementation of these mitigation measures, the project would have a less-than-significant impact because of potential release of hazardous materials from a site of known or potential contamination.

Potentially Significant Effect: Impact 4.8-5: Impair implementation of, or physically interfere with, an adopted emergency response plan or emergency evacuation plan.

The project would not impair implementation of an adopted emergency response or evacuation plan. Once developed, the site would have adequate access to afford evacuation of residents in the event of a hazardous materials event, however, prior to completion of Phase 2 of construction for Access Scenario 1, before completion of the connection to Old Davis Road on the UC Davis campus, only one emergency vehicle access point may be available. Further, during construction, disruption of area roadways may hinder traffic flow (e.g., Richards Boulevard and intersection of Richards Boulevard and Olive Drive), which could negatively affect emergency response. This would be a potentially significant impact.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The EIR stated that, prior to completion of Phase 2 of Access Scenario 1, there may only be one emergency vehicle access point to and from the Nishi site, which could hinder emergency response. The EIR recommended implementation of mitigation measures to reduce the potential of impairing implementation of, or physically interfering with an adopted emergency response plan or emergency evacuation plan. The City Council, however, has modified the approved project to require that no occupancy would be allowed until both the West Olive Drive and Old Davis Road connections are provided. Therefore, the potential impact during operation of on-site uses would no longer be significant and Mitigation Measure 4.8-5 is not required.

During construction, there is a potential that temporary roadway closures and other construction activities could impair emergency response. Preparation and implementation of a Construction Traffic Management Plan, as required by Mitigation Measure 4.14-7, would adequately address any potential conflicts with emergency access during construction by communicating proposed lane and road closures with first responders and allowing first responders to plan accordingly to ensure that emergency response times and maintain adequate emergency access.

Mitigation Measure 4.14-7, as described below

As a result of implementation of Mitigation Measure 4.14-7 and the aforementioned condition of approval, impacts would be less than significant.

West Olive Drive**Potentially Significant Effect: Impact 4.8-2: Result in the release of hazardous materials from a site of known or potential contamination.**

Although there is no known contamination within West Olive Drive, established businesses within this portion of the project site include commercial and light industrial uses that are associated with elevated potential for hazardous materials release. In addition, on-site structures may contain potentially hazardous building materials. Due to the potential for hazardous materials to be released during demolition and redevelopment of West Olive Drive, this would be a potentially significant impact.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts associated with the release of hazardous materials from a site of known or potential contamination to less-than-significant levels.

Mitigation Measure 4.8-2b, as described above for the Nishi site.**Mitigation Measure 4.8-2d**

Minimize potential for accidental release of hazardous materials during demolition. Prior to demolition of existing structures within West Olive Drive, the project applicant shall complete the following:

- Locate and dispose of potentially hazardous materials in compliance with all applicable federal, state, and local laws. This shall include: (1) identify locations that could contain hazardous residues; (2) remove plumbing fixtures known to contain, or potentially containing, hazardous materials; (3) determine the waste classification of the debris; (4) package contaminated items and wastes; and (5) identify disposal site(s) permitted to accept such wastes.
- Provide written documentation to the County that asbestos testing and abatement, as appropriate, has occurred in compliance with applicable federal, state, and local laws.

- Provide written documentation to the County that lead-based paint testing and abatement, as appropriate, has been completed in accordance with applicable state and local laws and regulations. Abatement shall include the removal of lead contaminated soil (considered soil with lead concentrations greater than 400 parts per million in areas where children are likely to be present). If lead-contaminated soil is to be removed, the project applicant shall submit a soil management plan to YCEHD.

Mitigation Measure 4.8-2d would minimize the potential for release of potentially hazardous construction materials during demolition by requiring that asbestos-containing building materials, lead-based paint, and other hazardous substances in building components are identified, removed, packaged, and disposed of in accordance with applicable state laws and regulations. This would minimize the risk of an accidental release of hazardous substances that could adversely affect human health or the environment. Mitigation Measure 4.8-2b would establish a hazardous materials contingency plan to address potential soil and groundwater contamination, if discovered during construction activities. Implementing these measures would reduce Impact 4.8-2 to a less-than-significant level.

Potentially Significant Effect: Impact 4.8-5: Impair implementation of, or physically interfere with, an adopted emergency response plan or emergency evacuation plan.

Operation of uses associated with the redevelopment of West Olive Drive would not modify existing emergency access routes or physically interfere with implementation of emergency response plans. However, construction within West Olive Drive could result in short-term, temporary impacts to street traffic because of roadway improvements and potential extension of construction activities into roadway rights-of-way. This would be a potentially significant impact.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts associated with the impairment of implementation, or physical interference with, an adopted emergency response plan or emergency evacuation plan to less-than-significant levels.

Mitigation Measure 4.14-7, as described below.

Similar to what was evaluated above for the Nishi site, preparation of a Construction Traffic Management Plan, as required by Mitigation Measure 4.14-7, would adequately address any potential conflicts with emergency access or evacuation routes during construction by communicating proposed lane and road closures with first responders and allowing first responders to plan accordingly to ensure that emergency response times and maintain adequate emergency access. As a result, this would be a less-than-significant impact and Mitigation Measure 4.8-5 is not required.

HYDROLOGY AND WATER QUALITY

Nishi Site

Potentially Significant Effect: Impact 4.9-4: Drainage and runoff impacts.

The existing drainage patterns and stormwater volume would be altered by the development of the Nishi site. The potential downstream impacts would be minimized through mandatory compliance with the City of Davis' stormwater ordinance. Alteration of the existing drainage system could create backwater or flooding conditions for the existing upstream properties. This would be a potentially significant impact.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts associated with drainage and runoff impacts to less-than-significant levels.

Mitigation Measure 4.9-4

The SWQCP prepared for the City of Davis and before the issuance of building permits shall incorporate provisions to accommodate the existing volume of upstream drainage flows from the I-80 right-of-way and the 58-acre section of the UC Davis campus west of the project area. These flows may be conveyed directly through the site (pass-through) or infiltrated in part or in whole within the Nishi stormwater management system. Development of the Nishi site shall not create backwater conditions or upstream flooding.

Implementation of Mitigation Measure 4.9-4 would minimize the risk of backwater conditions or flooding on upstream properties resulting from alterations to the existing drainage system within the Nishi site. This mitigation measure, in combination with the existing City of Davis stormwater management regulations described above, would reduce the potential drainage and runoff impacts of development of the Nishi site to a less-than-significant level.

NOISE AND VIBRATION***Nishi Site*****Significant Effect: Impact 4.11-1: Generate short-term, construction-related noise on nearby sensitive land uses.**

Project construction activities would involve the use of heavy-duty construction equipment. Construction noise impacts would occur over a 5-year period for off-site sensitive receptors and a 2- to 3-year period for planned on-site receptors. Although construction activities would be conducted in accordance with Davis Municipal Code 24.02.040 (b), construction activities may result in a substantial increase in ambient noise levels, especially to on-site residences during Phase 2 of construction thereby resulting in a significant impact.

Finding

Changes or alterations, which substantially reduce the significant effects associated with construction noise have been required in, or incorporated into, the project by the City of Davis. While the mitigation measures would reduce the significant effects related to construction noise, it may not be feasible to reduce construction noise such that construction noise would not disrupt studying or caring for young children. Alternative 1 (no project) would avoid these impacts, but this alternative has been rejected as infeasible for the reasons set forth in Section 1.7, above. No other feasible alternatives are available to reduce this impact. Therefore, specific economic, legal, social, technological, or other considerations make infeasible further mitigation that would avoid or substantially lessen the significant environmental effect, and thus, this would be a significant and unavoidable impact.

Facts in Support of Finding

Implementation of Mitigation Measure 4.11-1 would reduce construction noise for the entire construction area. However, as on-site receptors may be elevated above construction activities on the project site, the efficacy of on-site noise barriers may be reduced. As the efficacy of Mitigation Measure 4.11-1 cannot be quantified, it is undetermined as to how much construction noise levels could be reduced at on-site residences during Phase 2 of construction. This impact would be significant and unavoidable.

Mitigation Measure 4.11-1

The City shall require the applicant to implement the following noise reduction measures during project construction as directed by the City. These include strategic placement of construction equipment and staging areas, maintenance of equipment, preference for quieter construction procedures, audible self-adjusting backup alarms, signage, and temporary noise barriers.

Implementation of Mitigation Measure 4.11-1 would reduce construction noise for the entire construction area. On-site receptors may be elevated above construction activities on the project site, and thus the efficacy of on-site noise barriers may be reduced.

Significant Effect: Impact 4.11-3: Exposure of existing sensitive receptors to operational project-generated stationary noise.

Development of the Nishi site would result in the operation of various new stationary noise sources (e.g., mechanical HVAC equipment, emergency electrical generators, parking lots, and noise from outdoor activity areas). Specific locations for these noise sources are not known at this time. Thus, considering the proposed high density of land development in close proximity to existing sensitive receptors (e.g., the existing Solano Park Apartments), it is possible that new proposed HVAC units and emergency generators could create a noticeable increase from existing noise levels. Consequently, a substantial permanent increase in ambient noise levels (i.e., 5 decibels [dB]) could occur. This would be a significant impact.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts associated with exposure of existing sensitive receptors to operational project-generated stationary noise to less-than-significant levels.

Mitigation Measure 4.11-3

The project applicant shall implement the following measures to reduce the effect of noise levels generated by on-site stationary noise sources:

- All electrical generators shall be equipped with noise control (e.g., muffler) devices in accordance with manufacturers' specifications.
- External mechanical equipment, including HVAC units, associated with buildings shall incorporate features designed to reduce noise emissions below the stationary noise source criteria. These features may include, but are not limited to, locating equipment within equipment rooms or enclosures that incorporate noise reduction features, such as acoustical louvers, and exhaust and intake silencers. Equipment enclosures shall be oriented so that major openings (i.e., intake louvers, exhaust) are directed away from nearby noise-sensitive receptors.
- Should R&D tenants require outdoor testing/activities, tenants shall submit exterior noise estimates for long-term and short-term research and development activities to the City for review and approval prior to implementation. Exterior noise levels shall be estimated for receptor distances equivalent to distances from on-site and off-site residential land uses and shall demonstrate compliance with City of Davis noise limits, as applicable.

Implementation of Mitigation Measure 4.11-3 would require that all stationary noise sources are oriented, located, and designed in such a way that reduces noise exposure to ensure that stationary noise sources would comply with City noise standards for sensitive receptors and limit increases to existing noise levels to below significant levels (less than 5 dB increase), reducing this impact to a less-than-significant level.

Potentially Significant Effect: Impact 4.11-4: Exposure of proposed sensitive receptors to operational project-generated stationary noise sources.

The proposed development of the Nishi site would include commercial and residential mixed-use land uses including new sensitive receptors (e.g., residential uses). Proposed residential uses (i.e. sensitive receptors) could be located in close proximity to new, on-site, stationary noise sources (e.g., HVAC units, electrical generators, outdoor activity areas, and parking lots), which could expose these receptors to noise in excess of allowable noise levels. This impact would be potentially significant.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts associated with exposure of proposed sensitive receptors to operational project-generated stationary noise to less-than-significant levels.

Mitigation Measure 4.11-3, as described above.

Implementation of Mitigation Measure 4.11-3 would limit noise generation from stationary sources, reduce outdoor ambient noise levels, and limit activities to the less sensitive times of the day such that people would be less likely to be disturbed while sleeping. Implementation of this mitigation would reduce this impact to a less-than-significant level.

Significant Effect: Impact 4.11-5: Exposure of proposed and existing sensitive receptors to transportation noise sources.

Development of the Nishi site would result in increased traffic volumes along affected roadways and would increase roadway noise levels in the vicinity of the project site. Additionally, the proposed on-site residential and R&D structures would act as both receptors and barriers or reflectors of transportation noise sources. Existing receptors could experience louder train warning horn and pass-by events due to reflection from proposed Nishi residential buildings. Proposed sensitive receptors at the planned residential land uses would be exposed to exterior traffic noise levels that are conditionally acceptable under the City's noise standards, but could also be exposed to significant noise events (i.e. horn blasts) from passing trains that could disturb sleep. Commercial land uses along I-80 would also experience noise levels that would be normally unacceptable under the City's noise standards. Because transportation noise could cause noise disturbances to both new and existing receptors, this impact is considered significant.

Finding

Changes or alterations, which substantially reduce the significant effects associated with transportation noise have been required in, or incorporated into, the project by the City of Davis. While the mitigation measures would reduce the significant effects related to transportation noise, it may not be feasible to reduce noise levels in accordance with the City's noise standards. Alternatives 1 (no project) and 2 (R&D only) would avoid these impacts, but these alternatives have been rejected as infeasible for the reasons set forth in Section 1.7, above. No other feasible alternatives are available to reduce this impact. Therefore, specific economic, legal, social, technological, or other considerations make infeasible further mitigation that would avoid or substantially lessen the significant environmental effect, and thus, this would be a significant and unavoidable impact.

Facts in Support of Finding

The implementation of Mitigation Measures 4.11-5a through 5c would reduce most transportation noise impacts, except for disturbances to new receptors on the Nishi site. These receptors would still be exposed to sudden increases in noise levels from passing trains along the UPRR line, which can still occur during nighttime hours while residents are sleeping. An exterior-to-interior reduction of 30 dB could still allow for

more than 5 percent of residents to be awakened. Thus, this impact would remain significant and unavoidable.

Mitigation Measure 4.11-5a

Where feasible, locate new sensitive receptors such that the outdoor activity area (e.g., balcony or porch) is on the opposite side of the structure from the UPRR line such that the structure itself would provide a barrier between transportation noise and the outdoor activity areas.

Mitigation Measure 4.11-5b

The applicant shall work in conjunction with the City of Davis to pursue and establish a Quiet Zone with the Federal Railroad Administration at Arboretum Drive, adjacent to the Nishi property. Upon confirming the assessing and confirming the feasibility of establishing a Quiet Zone, the applicant and City shall proceed to apply for the Quiet Zone designation.

The application and procedural steps to establish a Quiet Zone adjacent to the project site shall commence concurrent with the start of initial site grading activities. The project applicant shall fund all studies associated with the application for the establishment of the Quiet Zone. The installation and construction of alternative safety measures associated with the Quiet Zone (including, but not limited to: signage, gates, etc.) shall be implemented by the project applicant.

Mitigation Measure 4.11-5c

The applicant shall design and construct the residential buildings along the rail line such that train horn events and noise from passing trains would not increase by more than 5dBA SEL from existing SEL levels. These designs can include, but are not limited to:

- Incorporation of acoustically absorptive material, shape, angle, or overall design in building façade facing the railroad.
- Changing the shape of proposed buildings adjacent to the railroad and Solano Park Apartments such that noises from passing trains, including warning horns, are dispersed and not concentrated on sensitive receptors.

Implementation of Mitigation Measures 4.11-5a would reduce interior noise from I-80 at new sensitive receptors by ensuring that they are built in such a way as to attenuate interior noise levels to the City's interior noise standard for residential land uses. Successful implementation of Mitigation Measure 4.11-5b would not reduce train horn noise completely, because freight trains travelling eastbound would continue to activate their horns before entering the Davis Station. However, it would reduce the frequency of horn noise. In addition, Mitigation Measure 4.11-5a would not eliminate other noise from trains passing on the UPRR line. Passing trains would still be high noise level events that can reach up to 95 dB at 100 feet. Implementation of Mitigation Measure 4.11-5c would reduce impacts on existing receptors, at Solano Park Apartments and any other residences that could be affected by increased noise levels of passing trains reflected and amplified by the proposed Nishi residential buildings.

TRANSPORTATION AND CIRCULATION

Nishi Site and West Olive Drive

Significant Effect: Impact 4.14-1: Impacts to local intersections outside freeway interchange areas.

The addition of project-related traffic would increase delay at local intersections outside Freeway Interchange Areas under Access Scenario 1. While no local intersections would exceed City of Davis Level of Service (LOS) standards, the intersection of Old Davis Road/La Rue Road within UC Davis campus under Access Scenario 1 would exceed significance thresholds. This would be a significant impact.

Finding

Changes or alterations, which substantially reduce the significant effects associated with traffic impacts at local intersections have been required in, or incorporated into, the project by the City of Davis. While the mitigation measures would reduce the significant effects related to transportation impacts at local intersections, such changes are within the responsibility and jurisdiction of UC Davis, and the City cannot guarantee implementation. Alternative 1 (no project) and Access Scenario 2 would avoid this impact, but these alternatives have been rejected as infeasible for the reasons set forth in Section 1.7, above. No other feasible alternatives are available to reduce this impact. Therefore, specific economic, legal, social, technological, or other considerations make infeasible further mitigation that would avoid or substantially lessen the significant environmental effect, and thus, this would be a significant and unavoidable impact.

Facts in Support of Finding

Implementation of Mitigation Measure 4.14-1 would improve LOS at Old Davis Road/La Rue Road to D or better, which would be considered acceptable. While this mitigation measure would reduce the impact to a less-than-significant level, implementation requires future approval by the UC Davis. Since neither the project applicant nor the City of Davis can guarantee approval by UC Davis, this remains significant and unavoidable.

Mitigation Measure 4.14-1

The project applicant shall fund the design and construction of modifications to the single lane roundabout at the intersection of Old Davis Road/La Rue Road. These modifications will consist of constructing a right-turn bypass lane from southbound La Rue Road to westbound Old Davis Road. Implementation of this mitigation measure will improve LOS to D or better. The roundabout design shall be reviewed and approved by the University before implementation.

Significant Effect: Impact 4.14-2: Impacts to intersections within the Richards Boulevard interchange area.

Implementation of the project would increase traffic volumes within the Richards Boulevard Interchange Area, including the Richards Boulevard/Olive Drive, Richards Boulevard/I-80 Westbound Ramps, Richards Boulevard/Private Driveways, and Richards Boulevard/I-80 Eastbound Ramps intersections. The addition of project-related traffic would increase delay at local intersections within the Richards Boulevard Freeway Interchange Areas under Access Scenario 1. Project traffic would exceed the relevant threshold of significance for three freeway interchange area intersections. This is considered a significant impact.

Finding

Changes or alterations, which substantially reduce the significant effects associated with traffic impacts at intersections within the Richards Boulevard interchange area have been required in, or incorporated into, the project by the City of Davis. While the mitigation measures would reduce the significant effects related to transportation impacts at local intersections, such changes are within the responsibility and jurisdiction of Caltrans, and the City cannot guarantee implementation. Alternative 1 (no project) would avoid this impact, but this alternative has been rejected as infeasible for the reasons set forth in Section 1.7, above. No other feasible alternatives are available to reduce this impact. Therefore, specific economic, legal, social, technological, or other considerations make infeasible further mitigation that would avoid or substantially lessen the significant environmental effect, and thus, this would be a significant and unavoidable impact.

Facts in Support of Finding

Modification of the I-80/Richards Boulevard interchange, including off-ramps, would require approval by Caltrans and is outside the purview of the City as lead agency. Further, Caltrans is currently considering improvements to the I-80/Richards Boulevard Interchange, which may or may not coincide with improvements necessary to reduce impacts of the project to less than significant levels. Because the approval of interchange improvements by Caltrans cannot be assured, the impact would remain significant and unavoidable.

Mitigation Measure 4.14-2

The project applicant shall implement the following measures related to roadway and intersection widening within the Richards Boulevard interchange area.

Phase 1 Improvements

The project applicant shall either make a fair share contribution for the following Phase 1 improvements prior to initiation of construction of Phase 1 or conduct a focused traffic assessment to provide a more detailed assessment of the mitigation trigger timing.

- Richards Boulevard/Olive Drive:
 - Widen the south leg of Richards Boulevard to add a second northbound left turn lane (from northbound Richards to westbound Olive Drive) with a storage length of approximately 250 feet. Widen the north leg of Richards Boulevard to add a second southbound through/turn lane. The widening of the south leg may require some widening of the approach to the underpass and construction of new retaining walls to support the new turn lane. No modification of the existing underpass is required.
 - Widen the west leg of West Olive Drive to provide two westbound lanes and three eastbound lanes. The eastbound lanes on West Olive Drive at Richards Boulevard shall include a left turn lane, a through lane, and a right turn lane. On-street bike lanes, which may include either a sharrow (shared bike and vehicle lane) or dedicated bike lane, shall be provided on West Olive Drive.
- Richards Boulevard/Private Driveways: Place barriers in the median of Richards Boulevard to restrict driveway access, between West Olive Drive and the I-80 westbound ramps, to right-in, right-out movements only.
- Richards Boulevard/I-80 Westbound Ramps: Realign the westbound ramps to eliminate the two loop ramps to provide a diamond ramp configuration and install a traffic signal. Provide an exclusive left turn lane and two exclusive right turn lanes on the westbound off-ramp approach. Provide one through lane and two exclusive left turn lanes on the northbound approach. Provide two through lanes and an exclusive right turn lane on the southbound approach. The southbound right turn lane shall extend from just south of the existing Cafe Italia driveway to the new westbound on-ramp entrance.

Phase 2 Improvements

The project applicant shall contribute appropriate funds for the following Phase 2 improvements, which shall be constructed before occupancy of project uses that would generate fifty percent or more of the forecast project a.m. peak hour trips. Alternately, the project applicant may conduct a focused traffic assessment to provide a more detailed assessment of the mitigation trigger timing.

- Richards Boulevard/Eastbound Off-Ramp: Widen the eastbound off-ramp to provide a second exclusive left turn lane.
- Richards Boulevard Bicycle Cycle Track: construct a separated cycle track on the west side of Richards Boulevard from West Olive Drive to Research Park Drive.
- Richards Boulevard/Eastbound On-Ramp: Provide ramp metering for the eastbound I-80 on-ramp.

The City is in the process of implementing improvements at the Richards Boulevard/Research Park Drive intersection that include the addition of a second southbound through lane, and this improvement was taken into consideration as part of the mitigated condition. With that improvement and implementation of the mitigation shown above, LOS E would be restored to the impacted intersections and impacts would be reduced to less than significant. Figure 4.14-9 illustrates the intersection of Richards Boulevard/West Olive

Drive with implementation of Mitigation Measure 4.14-2. Refer to Section 4.5, "Cultural Resources" for a discussion of potential impacts to the underpass, which is considered a historic resource, as a result of implementation of this mitigation.

Potentially Significant Effect: Impact 4.14-5: Increase in vehicle miles travelled.

The project would increase local and regional vehicle miles traveled as a result of people driving to and from the project site on a daily basis. Taking into account local and regional VMT reduction goals, the project may impede the ability of the City/region to achieve established goals. This would be a potentially significant impact because of projected increases in VMT.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts associated with increase in vehicle miles travelled to less-than-significant levels.

Mitigation Measure 4.14-5

Before issuance of the first building permit, the applicant shall prepare a TDM program, including any anticipated phasing, and submit it to the City Department of Public Works for review and approval. The TDM program must be designed to achieve the following.

1. Reduce trips to achieve one and five-tenths (1.5) average vehicle ridership (AVR) in accordance with Davis Municipal Code Section 22.15.060, and
2. Reduce daily and peak hour vehicle trips, as forecast for the project in this transportation impact assessment, by 10 percent for every project phase, and
3. Reduce daily VMT by a minimum of 20 percent.

Trip reduction programs/strategies may include the programs/strategies identified in the Nishi Gateway Sustainability Implementation Plan. The on-site management entity shall be responsible for implementing the TDM Program and shall provide annual reporting of TDM performance.

With implementation of Mitigation Measure 4.14-5, daily VMT associated with the project would be reduced in accordance with local/regional goals. As a result, this impact would be reduced to a less-than-significant level.

Potentially Significant Effect: Impact 4.14-6: Impacts to emergency vehicle access.

Prior to completion of Phase 2 of Access Scenario 1, only one emergency vehicle access point may be available. Further, during construction, disruption of area roadways may hinder traffic flow (e.g., Richards Boulevard and intersection of Richards Boulevard and Olive Drive), which could negatively affect emergency response. This would be a potentially significant impact.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The EIR stated that, prior to completion of Phase 2 of Access Scenario 1, there may only be one emergency vehicle access point to and from the Nishi site, which could hinder emergency response. The EIR recommended implementation of mitigation measures to reduce the potential of impairing implementation of, or physically interfering with an adopted emergency response plan or emergency evacuation plan. The

City Council, however, has modified the approved project to require that no occupancy would be allowed until both the West Olive Drive and Old Davis Road connections are provided. Therefore, the potential impact during operation of on-site uses would no longer be significant.

During construction, there is a potential that temporary roadway closures and other construction activities could impair emergency response. Preparation and implementation of a Construction Traffic Management Plan, as required by Mitigation Measure 4.14-7, would adequately address any potential conflicts with emergency access during construction by communicating proposed lane and road closures with first responders and allowing first responders to plan accordingly to ensure that emergency response times and maintain adequate emergency access.

Mitigation Measure 4.14-7, as described below

As a result of implementation of Mitigation Measure 4.14-7 and the aforementioned condition of approval, impacts would be less than significant.

Significant Effect: Impact 4.14-7: Impacts associated with construction vehicle traffic.

During construction of the project, construction activities and temporary construction vehicle traffic would increase traffic congestion in the area. Depending on the timing and intensity of such activities, this could result in substantial congestion in excess of City standards. Impacts would be significant.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts associated with construction vehicle traffic to less-than-significant levels.

Mitigation Measure 4.14-7

Before any construction activities for the project site, the project applicant shall prepare a detailed Construction Traffic Control Plan and submit it for review and approval by the City Department of Public Works. The applicant and the City shall consult with Caltrans, Unitrans, Yolobus, and local emergency service providers for their input before approving the Plan. The plan shall ensure that acceptable operating conditions on local roadways and freeway facilities are maintained during construction. A copy of the construction traffic control plan shall be submitted to local emergency response agencies and these agencies shall be notified at least 14 days before the commencement of construction that would partially or fully obstruct roadways.

With implementation of Mitigation Measure 4.14-7, appropriate signage and access would be provided so as to maintain the flow of traffic in the vicinity of the project site. As a result, this impact would be reduced to a less-than-significant level.

Significant Effect: Impact 4.14-8: Impacts to pedestrian and bicycle facilities.

The project would increase bicycle and pedestrian traffic to and from the project site, primarily towards Downtown Davis and UC Davis. While the project would provide adequate on-site bicycle and pedestrian facilities, the additional demand for such facilities adjacent to the site as a result of the project is anticipated to increase and impacts would be significant.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts associated with pedestrian and bicycle facilities to less-than-significant levels.

Mitigation Measure 4.14-2, as described above.

The improvement of bicycle/pedestrian access along Richards Boulevard would provide for additional safe travel by bicycles and pedestrians from the project site to Downtown Davis. As the improvement to the Richards Boulevard Interchange is currently a planned project by the City, a fair share contribution towards the improvement of bicycle and pedestrian access at the Richards Boulevard underpass would serve as adequate off-site mitigation for the project. As a result, impacts would be reduced to less than significant.

Potentially Significant Effect: Impact 4.14-9: Impacts to transit service.

The project would increase transit ridership and may require additional improvements/considerations to promote and handle increased transit ridership. Impacts would be potentially significant.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts associated with transit service to less-than-significant levels.

Mitigation Measure 4.14-9

If Access Scenario 1 (2 access points) is adopted, the project applicant shall fund and construct new bus stops within the project site on the West Olive Drive Extension, at a central location in the project site upon occupancy of the first building. The improvements can be constructed within the existing right-of-way. The project applicant shall prepare design plans, to be reviewed and approved by the City Public Works Department, and construct bus stops with shelters, paved pedestrian waiting areas, lighting, real time transit information signage, and pedestrian connections between the new bus stops and all buildings on the project site.

The provision of on-site bus stops within the Nishi site and within West Olive Drive as part of Mitigation Measure 4.14-9 would allow for increased access by Unitrans ridership. As a result, impacts would be reduced to less than significant.

UTILITIES***Nishi Site*****Significant Effect: Impact 4.15-2: Impacts to water infrastructure.**

Development of the Nishi site would increase demands on water infrastructure in the vicinity of the project site. Based on modeling conducted of potential fire flow requirements, which would result in the greatest hydraulic demand on local infrastructure, existing water pipelines in the area are anticipated to provide adequate fire flow and daily water supplies to accommodate the demands generated at the Nishi site, however because of the necessity for redundancy, existing pipelines within West Olive Drive are not adequate to provide a secondary method of providing water to the site. As a result, this impact is significant.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts associated with water infrastructure to less-than-significant levels.

Mitigation Measure 4.15-2

Prior to approval of improvement plans for construction at the Nishi site, the applicant shall coordinate with the City of Davis Public Works Department to fund and replace approximately 3,000 feet of the existing 6" and 10" water lines within Olive Drive, east of Richards Boulevard, with a 12" pipe. This improvement shall be completed before initiation of operation of land uses within the Nishi site.

With implementation of Mitigation Measure 4.15-2, redundant fire flow and potable water supplies would be available to the Nishi site, and the impact would be reduced to less than significant. It should be noted that the impacts associated with construction of this improvement, which would occur entirely within the paved portion of Olive Drive, are addressed as part of this EIR.

Significant Effect: Impact 4.15-3: Impacts to wastewater infrastructure.

Development of the Nishi site would increase wastewater generation and demands on wastewater infrastructure in the vicinity of the project site and in the City. Based on City sewer generation factors, existing sewer pipelines in the area do not have adequate capacity to accommodate peak wet weather flows with operation of the Nishi site. As a result, this impact is significant.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts associated with wastewater infrastructure to less-than-significant levels.

Mitigation Measure 4.15-3

Prior to issuance of building permits for the Nishi site, the applicant shall coordinate with the City of Davis Public Works Department and conduct a refined engineering analysis, including flow monitoring, of existing sewer lines between the project site and Sewer Lift Station No. 4 to confirm adequate flow capacity. At a minimum, the applicant shall replace the existing 8" sewer line within Olive Drive with a 12" pipe. Should additional sewer pipe upsizing be deemed necessary through coordination with the City Public Works Department, the applicant shall replace those pipes before operation of on-site uses.

With implementation of Mitigation Measure 4.15-3, the impact on sewer facilities would be less than significant. It should be noted that the impacts associated with replacement of the 8" sewer line, which would occur entirely within the paved portion of Olive Drive, are addressed as part of this EIR.

CUMULATIVE IMPACTS**Cumulatively Significant Effect: 5.3.2 Agricultural and Forest Resources**

Under cumulative conditions, development of the site would result in a loss of farmland that was determined to be of high agricultural importance per the LESA model. The project would convert 43.5 acres of agricultural land that is considered to be of high agricultural importance to urban uses. Further, development of the site could include decommissioning of the existing well that supplies water to the residence associated with the prime farmland south of I-80, which could indirectly influence conversion of Important Farmlands through the loss of irrigation supply. Coupled with the potential loss of up to 438 acres of agricultural land associated with the Mace Ranch and Davis Innovation Center projects, impacts would be considered a significant impact.

Finding

Changes or alterations, which substantially reduce the significant effects of the conversion of Important Farmlands to non-agricultural use, or involve changes in the existing environment that could result in conversion of Important Farmland to non-agricultural use have been required in, or incorporated into, the project by the City of Davis. While the significant effects would be reduced by preserving other farmland and ensuring that existing water supplies to the off-site Prime Farmland are not affected by project implementation, none of the measures would reduce the net loss of high-value agricultural land such that a significant impact would no longer occur. Alternative 1 (no project) and Alternative 4 (offsite development) would avoid these impacts, but each of these alternatives have been rejected as infeasible for the reasons set forth in Section 1.7, above. No other feasible alternatives are available to reduce this impact. Therefore, specific economic, legal, social, technological, or other considerations make infeasible further mitigation that would avoid or substantially lessen the significant environmental effect, and thus, this would be a significant and unavoidable impact.

Facts in Support of Finding

Development of the Nishi site would involve conversion of approximately 43.5 acres of agricultural land to non-agricultural use. This conversion of agricultural land would be mitigated at a 2:1 ratio, as required by the City of Davis' Municipal Code. However, even with adherence to City Municipal Code requirements, the project would result in a net loss of 43.5 acres of agricultural land and would be considered cumulative considerable with respect to the cumulative loss of agricultural land in the region. No feasible mitigation is available and as a result, cumulative impacts would be significant and unavoidable. Under cumulative conditions, the project would result in a net loss of high-value agricultural land, even with adherence to City Municipal Code Section 40A.03. Therefore, this impact would remain significant and unavoidable. See additional information regarding significant and unavoidable project-specific impacts listed above. As no feasible mitigation is available to reduce the potential impact associated with a net loss of 43.5 acres of agricultural land, impacts would be significant and unavoidable.

Cumulatively Significant Effect: 5.3.7 Greenhouse Gas Emissions, Climate Change, and Energy

Climate change is an inherently cumulative issue. The GHG emissions required to induce climate change is not precisely known; however, it is clear that the quantity is enormous, and no single project alone would measurably contribute to a noticeable incremental change in the global average temperature, or to global, local, or micro climate.

The analysis of GHG emissions and climate change that is provided in Section 4.7, "Greenhouse Gas Emissions" of the Draft EIR, is considered to address both project-specific and cumulative impacts. Implementation of the project would increase GHG emissions within the City of Davis and the region and may not be able to achieve the City's carbon neutral target by 2050 and thus impacts would be significant and unavoidable.

Finding

Changes or alterations, which substantially reduce the significant effects to climate change, have been required in, or incorporated into, the project by the City of Davis. While the mitigation measures would substantially reduce the significant effects on the project, the residual cumulative impact would continue to be significant. As described above and in Section 1.7, none of the project alternatives would reduce or avoid this cumulative GHG impact, except the no project alternative, which has been rejected as infeasible. Therefore, the project's generation of GHG emissions and contribution to climate change is considered significant and unavoidable.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measure that will reduce impacts related to GHG emissions and climate change, but not to a less-than-significant level.

Mitigation Measure 4.14-5, as described above.

Mitigation Measure 4.7-2a, as described above.

Mitigation Measure 4.7-2b, as described above.

Through the implementation of Mitigation Measure 4.14-5, which requires the development and implementation of a transportation demand management program, the Nishi development could reduce VMT generated by the project by up to 20 percent from 45,200 to 36,160 daily VMT. This could reduce mobile source emissions to 8,746 MTCO_{2e} in 2022. Using ARB-forecasted vehicle emission factors, these emissions could be reduced to 7,328 MTCO_{2e} by 2050. Additional incentives for low-carbon vehicles, such as electric charging stations, could reduce emissions further by increasing the percentage of vehicles that emit lower GHG emissions per mile, but these estimates are qualitative. Implementation of Mitigation Measures 4.7-2a and 4.7-2b sets GHG reduction targets and accountability for the Nishi Development, but would not guarantee reductions that show that the development would be able to achieve the City's carbon neutral target by 2050. Therefore, this impact would be significant and unavoidable.

Cumulatively Significant Effect: 5.3.14 Transportation and Circulation (Local Intersections)

The provision of a second access point included in Access Scenario 1, from the Nishi Gateway Project to the UC Davis campus, provides a direct connection between the project and campus. It also provides an alternative route for both project and campus vehicle trips to I-80. Project trips would have a viable route to the I-80/Old Davis Road interchange through campus, and campus trips would have an alternative route (i.e., to using First Street through Downtown Davis) to travel to the I-80/Richards Boulevard interchange.

For Access Scenario 1, the following intersections are significantly impacted in the Cumulative Plus Project case, based on standard of significance #1 identified in Chapter 4.14 of the EIR:

1. Richards Boulevard/Private Driveways (Caffe Italia/Hotel, Shell/In-and-Out)
2. Richards Boulevard/I-80 Westbound Ramps
3. Richards Boulevard/I-80 Eastbound Ramps
4. Richards Boulevard/Research Park Drive

In summary, the project's incremental increase in traffic to study intersections with Access Scenario 1, in combination with traffic from cumulative development, would be considered cumulatively considerable, and impacts would be significant.

Finding

Changes or alterations, which substantially reduce the significant effects associated with traffic impacts at intersections under cumulative conditions have been required in, or incorporated into, the project by the City of Davis. While the mitigation measures would reduce the significant effects related to transportation impacts at local intersections, such changes are within the responsibility and jurisdiction of UC Davis and Caltrans, and the City cannot guarantee implementation. Alternative 1 (no project) would avoid this impact, but this alternative has been rejected as infeasible for the reasons set forth in Section 1.7, above. No other feasible alternatives are available to reduce this impact. Therefore, specific economic, legal, social, technological, or other considerations make infeasible further mitigation that would avoid or substantially lessen the significant environmental effect, and thus, this would be a significant and unavoidable impact.

Facts in Support of Finding

With implementation of Mitigation Measure 5.14-1a, 5.14-1b, and 5.14-1c, all intersections would operate at LOS E or better conditions, with the exception of the First Street/D Street intersection that would operate at LOS F conditions. The delays at the First Street/D Street intersection, with implementation of Mitigation Measure 5.14-1, would be equivalent to the delays with the Cumulative No Project scenario. Further, LOS F conditions are acceptable at this location based on the General Plan. However, as noted in Section 4.15, "Transportation and Circulation," implementation of Mitigation Measure 4.14-2 requires Caltrans approval

and cannot be assured. Further, implementation of Mitigation Measure 5.14-1b requires UC Davis approval and also cannot be assured. As a result, impacts would be significant and unavoidable.

Mitigation Measure 4.14-2, as described above.

Mitigation Measure 5.14-1a

Improvements to the First Street/F Street intersection are not currently included in the City's transportation development fee program. The project applicant shall fund a City-administered engineering analysis to determine a probable estimate of costs and a fair share of the improvements. The City of Davis shall include the project in the development fee program. The project applicant shall contribute appropriate fees for the design and construction of the installation of a traffic signal at the First Street/F Street intersection and the widening of the eastbound lane on First Street, from E Street to just east of F Street, to provide a dedicated eastbound left turn lane and eastbound through lane. Alternately, the left turn movement from eastbound First Street onto northbound F Street could be prohibited, requiring eastbound traffic on First Street to continue on to G Street.

Mitigation Measure 5.14-1b

The project applicant shall contribute appropriate fees for the design and construction of the installation of a single lane roundabout, or equivalent measure, at the intersection of Old Davis Road/New Connector Street on the UC Davis campus. The improvement shall be constructed concurrent with completion of the new underpass and roadway that would connect the Nishi Gateway project and the UC Davis campus. The improvement design shall be reviewed and approved by UC Davis staff and the Davis Public Works Department before implementation.

Mitigation Measure 5.14-1c

The project applicant shall contribute appropriate fees for the design and construction of the installation of a traffic signal at the West Olive Drive/West Olive cul-de-sac intersection located approximately 350 feet west of the Richards Boulevard/Olive Drive intersection.

Cumulatively Significant Effect: 5.3.14 Transportation and Circulation (Local Roadway Segments)

Adding the project to the Cumulative No Project condition, under Access Scenario 1, causes significant impacts on three roadway segments, including:

1. Covell Boulevard East of Denali Drive (LOS F, p.m. peak hour)
2. John Jones Road North of Covell Boulevard (LOS F, a.m. and p.m. peak hours)
3. Richards Boulevard east of Research Park Drive (LOS F, a.m. and p.m. peak hours)

For all of these segments, the projected travel demand exceeds the peak hour capacity, and widening would be required to serve the projected demand.

In summary, the project's incremental increase in traffic along roadway segments, in combination with traffic from cumulative development, would be considered cumulatively considerable.

Finding

Changes or alterations, which substantially reduce the significant effects associated with impacts to roadway segments have been required in, or incorporated into, the project by the City of Davis. While the mitigation measures would reduce the significant effects, it may not be feasible to meet reduce LOS along local roadway segments in accordance with City standards. Alternative 1 (no project) would avoid these impacts, but this alternative has been rejected as infeasible for the reasons set forth in Section 1.7, above. No other feasible alternatives are available to reduce this impact. Therefore, specific economic, legal, social, technological, or other considerations make infeasible further mitigation that would avoid or substantially lessen the significant environmental effect, and thus, this would be a significant and unavoidable impact.

Facts in Support of Finding

City of Davis has adopted and will implement the following mitigation measures that that will reduce traffic impacts to local roadway segments. The effectiveness of the mitigation measures cannot be assured of reducing the projected volumes on the affected roadways to a level that reduces volumes at or below the affected roadways' capacities, thus the project remains cumulatively considerable, and impacts would be significant and unavoidable.

Mitigation Measure 5.14-2

The applicant shall contribute appropriate fees for the implementation of travel route management strategies, including changeable message signs with route delay information and downtown parking capacity information, signal coordination and timing plans, and other roadway network management strategies, as appropriate, to efficiently manage the capacities of the various roadways serving as the primary travel corridors in Davis.

This project is not currently included in the City's transportation development fee program. The project applicant shall fund a City-administered engineering analysis to determine a probable estimate of costs and a fair share of the improvements. The City of Davis shall include the project in the development fee program. The City, in cooperation with UC Davis, shall implement information systems in South Davis, Downtown Davis, and on the UC Davis campus that inform motorists when Richards Boulevard, between First Street and Research Park Drive, is heavily congested and encourage the use of alternate routes – particularly for through traffic without a destination in Downtown Davis. The information systems shall include vehicle detection equipment at key points on Richards Boulevard in the I-80 interchange and changeable message signs (CMS) with route delay information and downtown parking capacity information. Alternate interchange access points include the I-80/Old Davis Road interchange for campus traffic and the I-80/Mace Boulevard interchange for South Davis traffic.

Cumulatively Significant Effect: 5.3.15 Impacts to wastewater treatment facilities

Because adequate treatment capacity may not be available to treat wastewater flows from cumulative development, a significant cumulative wastewater treatment impact could occur. Though the project itself would not require new or expanded facilities, the combination of the project with other contemplated development may require the expansion of existing wastewater treatment facilities.

Finding

Changes or alterations have been required in, or incorporated into, the project by the City of Davis that mitigate or avoid the significant effects on the environment.

Facts in Support of Finding

The City of Davis has adopted and will implement the following mitigation measures that will reduce impacts associated with wastewater infrastructure to less-than-significant levels.

Mitigation Measure 5.15-1

Prior to approval of improvement plans for each phase of development, the applicant shall provide funding for the City to perform a WWTP analysis to identify the then-current City of Davis WWTP BOD loading capacity. If the WWTP analysis determines that adequate BOD loading capacity exists at the WWTP to serve the project, further action is not required for the phase under review. If the analysis finds that the WWTP BOD loading capacity is not sufficient to serve the particular development phase under review, that phase of development shall not be approved until a plan, for financing and constructing additional BOD loading capacity improvements has been prepared and approved; the additional BOD loading capacity improvements have been constructed; and the City Engineer has verified that sufficient capacity exists to serve said phase.

Mitigation Monitoring and Reporting Program

CEQA and the CEQA Guidelines (PRC Section 21081.6 and CCR Sections 15091[d] and 15097) require public agencies "to adopt a reporting and monitoring program for changes to the project which it has

adopted or made a condition of project approval to mitigate or avoid significant effects on the environment.” A MMRP is required for the proposed project because the EIR identifies potential significant adverse impacts related to the project implementation, and mitigation measures have been identified to reduce those impacts. The MMRP is attached hereto as Attachment A.

2 STATEMENT OF OVERRIDING CONSIDERATIONS

CEQA requires a public agency to balance the benefits of a proposed project against its unavoidable environmental risks in determining whether to approve the project. The City of Davis proposes to approve the project despite certain significant unavoidable adverse impacts identified in the Nishi Gateway Project EIR.

The entire EIR includes: (1) the Draft EIR and appendices, and (2) the Final EIR, which includes responses to comments, corrections and revisions to the Draft EIR, and two appendices. The City of Davis published the Final EIR on the Nishi Gateway Project on December 16, 2015.

2.1 SIGNIFICANT UNAVOIDABLE IMPACTS OF THE PROJECT

The EIR identifies significant and potentially significant but mitigable impacts to the following environmental resources at the Nishi Gateway project site: aesthetic and visual resources (Nishi Site); air quality (Nishi Site); biological resources (Nishi Site and West Olive Drive); cultural resources (Nishi Site and West Olive Drive); greenhouse gas emissions, climate change and energy (Nishi Site); hazards and hazardous materials (Nishi Site and West Olive Drive); hydrology and water quality (Nishi Site); noise and vibration (Nishi Site); transportation and circulation (Nishi Site and West Olive Drive); and utilities (Nishi Site and cumulative). Mitigation measures are available to reduce each of these impacts to a less-than-significant level, and City of Davis has adopted such measures.

The EIR also identifies significant and unavoidable impacts at the Nishi Gateway project site related to agriculture and forest resources (Nishi Site and cumulative); air quality (Nishi Site); greenhouse gas emissions, climate change and energy (Nishi Site, West Olive Drive, and cumulative); noise and vibration (Nishi Site); and transportation and circulation (Nishi Site, West Olive Drive, and cumulative).

2.2 BENEFITS OF THE PROJECT

2.2.1 Meeting Projected Housing Demands

The project would assist the City of Davis and UC Davis in meeting projected housing demands. UC Davis is in the process of updating its Long Range Development Plan (LRDP). UC Davis is anticipating enrollment growth of approximately 5,000 undergraduate students, 2,000 graduate students, and corresponding faculty and staff during the next 10 to 15 years. Housing unit growth in the City of Davis has slowed substantially in the last decade, while persons per household has slightly increased.

Up to 650 multifamily residential units would be constructed on 9.8 acres, including approximately 210 for-sale condominium units on 3.6 acres, and 440 rental units with up to 1,500 beds on 6.2 acres. Based on the proposed bed count within the rental units and assuming a 2.0 persons-per-household factor for each for-sale residential unit, the on-site residential population is estimated to be 1,920 people.

All proposed housing products (rental and condominium) could serve as workforce housing in support of on-site or campus-related employment opportunities, with a corresponding range of unit sizes for varying household sizes, incomes, and lifestyles. The rental units would likely serve as student housing because of proximity to campus, and it has been assumed, throughout this EIR, that 85 percent of the rental units would be occupied by students.

2.2.2 Research and Development Needs

In November 2012, the City Council approved a Pre-Development Cost Funding and Negotiation Agreement for the Nishi site, with the goal of planning the site as a mix of university-related research park development complemented by high density urban housing. This followed the Council's action on the Business Park Land Strategy to pursue (re)development of Downtown and Nishi/Gateway as a dynamic mixed-use innovation district and to initiate planning of the Nishi property as a mix of university-related research park development complemented by high-density urban housing.

Employment-generating R&D uses would include approximately 325,000 sf in a series of commercial buildings on approximately 5 acres, not including the adjacent surface parking lots. Per the conceptual site plan, these uses would be located in four linear structures within the eastern and southern portions of the Nishi site, proximate to I-80. The largest of these structures would also serve as an on-site parking structure. As currently proposed, these structures would be three stories (up to 45 feet) in height. Their location on the Nishi site would provide a buffer between I-80 and proposed residences.

Proposed office / R&D buildings would be complementary to UC Davis research facilities, and could serve as incubator space for local start-ups, technology-related, or other R&D-related businesses. Within the planned 325,000 sf of office/R&D uses, the following use types would be allowed:

- ▲ high-technology offices (e.g., small incubation spaces, mid-size offices, corporate headquarters);
- ▲ flexible spaces (large floor plate buildings to house large research equipment);
- ▲ research laboratories;
- ▲ support service offices (e.g., paralegal services, financial investor offices); and
- ▲ professional and administrative offices.

Considering Nishi Gateway as a mixed-use innovation district is a component of the dispersed innovation center strategy approved in 2012. This strategy included maximizing existing inventory to increase development certainty and flexibility, considering the Gateway as the City's top innovation center priority due to the proximity to the University and property owner and University interest. The Nishi property has a walkable and bike-friendly location that lends itself to a dense, mixed-use development that could serve as a catalyst for early phase companies.

2.2.3 Access Improvements

As part of the project, two access scenarios were evaluated. Under Access Scenario 1, a new potential connection between a new east-west street on the Nishi Property and Old Davis Road on the UC Davis campus would be constructed. This connection, which is preferred by the City, would involve crossing the existing UPRR line. A subterranean undercrossing with a temporary shoe-fly is proposed to prevent potential at-grade crossing conflicts between existing rail operations and vehicles (including buses), bicycles, and pedestrians. The approach for the undercrossing descent would begin approximately 250 feet in either direction from the existing UPRR line; this will be confirmed through future engineering and design. High-quality pedestrian and bicycle access would be provided in both directions along this connection, as noted above. However, because Access Scenario 1 would involve approval by UC Davis, which is beyond the control of the City, consideration/approval of such a connection would not occur until after UC Davis has completed its long range planning process. As a result, this EIR also considers Access Scenario 2, which would involve use of the extension of West Olive Drive as the vehicular access point to the Nishi site, but this scenario has been rejected by the City Council.

The circulation framework would integrate various transportation demand management strategies that reduce vehicle miles traveled from single-occupant automobile trips, such as:

- ▲ provide safe, covered bicycle parking areas near building entrances for visitors and inside buildings for residents and employees;
- ▲ provide pedestrian and bicycle amenities (including showers, rentals, repairs) within R&D structures at the site;
- ▲ provide transit passes and rideshare programs for employees;
- ▲ integrate parking management techniques to reduce the number of car spaces required per building;
- ▲ design and incorporate traffic-calming features within the development; and
- ▲ encourage flexible work scheduling to minimize peak-hour traffic.

A network of bike/pedestrian trails that would connect to the existing Putah Creek Trail, Richards Boulevard, and Old Davis Road is proposed throughout the site. These trails would allow employees, patrons, and residents to arrive and depart by bike, foot, or transit. Employees could also choose to park in an on-site location, and subsequently use on-site pedestrian and bicycle paths throughout the work day for transportation purposes.

The project site is located in close proximity to public transit stops for the Yolo Bus, Unitrans, and Amtrak systems, serving Davis and the surrounding area. Adjacent bus stops are located north of the project site at the intersection of 1st and D Streets. Unitrans would have the option of serving the Nishi property from Richards Boulevard or penetrating the site to access Old Davis Road; Unitrans has preliminarily indicated that one of the existing South Davis routes would be modified to utilize the Nishi site as an alternative route around downtown Davis should the project be implemented.

The proposed circulation network within the project is based on a grid street system, with a primary central roadway down the center and interconnected pedestrian and bicycle paths throughout the development to promote multimodal transportation choices. In addition to the new multimodal connections from Olive Drive and Old Davis Road, bicyclists and pedestrians would continue to have access to the site from the Putah Creek Parkway and its connections under Interstate 80 and the railroad tracks.

2.2.4 Sustainable Development

In 2014, the City was awarded a grant from the Strategic Growth Council (SGC) to assist the City and project applicant with the planning and design of the Nishi Gateway Project with a focus on sustainability and green development. As part of the SGC grant, the City and the applicant prepared technical studies and a sustainability implementation plan that was incorporated into the project and strives to provide a more sustainable development and model for future development within the City and the region. To that end, the City has incorporated the technical studies and analysis into the Final EIR where appropriate, and the implementing actions included as part of the sustainability implementation plan have been included either as intrinsic project features (e.g., on-site structures would exceed 2013 Title 24 standards by 30 percent; rooftop and surface-parking solar facilities), because of their connection to and influence on overall project design, or as mitigation measures (e.g., traffic management plans, including educational and incentive programs for alternative transportation).

CONCLUSION

Having reduced the effects of the project by adopting all feasible mitigation measures, and balanced the benefits of the project against the project's significant and unavoidable adverse environmental impacts, the City of Davis hereby determines that the specific overriding housing, economic, transportation access, sustainability, or other benefits of the project set forth above outweigh the potential unavoidable adverse effects of the project on the environment. The City of Davis finds that each of the overriding considerations set forth above constitutes a separate and independent basis for finding that the benefits of the project outweigh the unavoidable adverse environmental effects, and warrants approval of the project.

Attachment

Mitigation Monitoring and Reporting Programs for Nishi Gateway Project

4 MITIGATION MONITORING AND REPORTING PROGRAM

In accordance with the California Environmental Quality Act (CEQA) Public Resources Code Section 21000 et seq.), the City of Davis (City) prepared an Environmental Impact Report (EIR) (State Clearinghouse No. 2015012066) that identified significant impacts related to: Aesthetics and Visual Resources; Agriculture and Forest Resources; Air Quality; Biological Resources; Cultural Resources; Greenhouse Gas Emissions, Climate Change, and Energy; Hazards and Hazardous Materials; Hydrology and Water Quality; Noise and Vibration; Transportation and Circulation; and Utilities. The EIR also identifies mitigation measures that would reduce the identified impacts to a less-than-significant level, or that would eliminate these impacts all together.

CEQA and the State CEQA Guidelines (PRC Section 21081.6 and State CEQA Guidelines Sections 15091[d] and 15097) require public agencies “to adopt a reporting and monitoring program for changes to the project which it has adopted or made a condition of project approval to mitigate or avoid significant effects on the environment.” A Mitigation Monitoring and Reporting Program (MMRP) is required for the proposed project because the EIR identifies potential significant adverse impacts related to the project implementation, and mitigation measure have been identified to reduce those impacts. Adoption of the MMRP would occur along with approval of the project.

4.1 PURPOSE OF MITIGATION MONITORING AND REPORTING PROGRAM

This MMRP has been prepared to ensure that all required mitigation measures are implemented and completed in a satisfactory manner before and during project construction and operation. The MMRP may be modified by the City during project implementation, as necessary, in response to changing conditions or other refinements; however modifications to a mitigation measure that could reduce its effectiveness in reducing impacts may not occur without CEQA compliance.

The attached tables have been prepared to assist the responsible parties in implementing the mitigation measures. Because the analysis in the Draft EIR was organized so that impacts and mitigation measures were stated separately for the Nishi site and West Olive Drive where applicable, two separate MMRP tables have been created; the first for the Nishi site and the second for West Olive Drive. The tables identify the impact, individual mitigation measures, monitoring responsibility, mitigation timing, and provides space to confirm implementation of the mitigation measures. The numbering of mitigation measures follows the numbering sequence found in the EIR. Mitigation measures that are referenced more than once in the Draft EIR are not duplicated in the MMRP table.

4.2 ROLES AND RESPONSIBILITIES

Unless otherwise specified herein, the City is responsible for taking all actions necessary to implement the mitigation measures under its jurisdiction according to the specifications provided for each measure and for demonstrating that the action has been successfully completed. The City, at its discretion, may delegate implementation responsibility or portions thereof to a licensed contractor or other designated agent. Section 21081.6 of the Public Resources Code, requires the lead agency to identify the “custodian of documents and other material” which constitutes the “record of proceedings” upon which the action on the project was based. The Davis City Manager, or designee, is the custodian of such documents for Nishi.

Inquiries should be directed to:

Katherine Hess, Community Development Administrator
(530) 757-5610
NishiGateway@cityofdavis.org

The location of this information is:

City of Davis
Community Development and Sustainability Department
23 Russell Boulevard, Suite 2
Davis, CA 95616

The City is responsible for overall administration of the MRRP and for verifying that City staff members and/or the construction contractor has completed the necessary actions for each measure. The City may designate a project manager to oversee implementation of the MMRP. Duties of the project manager include the following:

- ▲ ensure routine inspections of the construction site are conducted by appropriate City staff; check plans, reports, and other documents required by the MMRP; and conduct report activities;
- ▲ serve as a liaison between the City and the contractor or project applicant regarding mitigation monitoring issues;
- ▲ complete forms and maintain reports and other records and documents generated for the MMRP; and
- ▲ coordinate and ensure that corrective actions or enforcement measures are taken, if necessary.

The responsible party for implementation of each item will identify the staff members responsible for coordinating with the City on the MMRP.

4.3 REPORTING

The City shall, or may require the developer to, prepare a monitoring report upon completion of the project describing the compliance of the activity with the required mitigation measures. Information regarding inspections and other requirements shall be compiled and explained in the report. The report shall be designed to simply and clearly identify whether mitigation measures have been adequately implemented. At a minimum, each report shall identify the mitigation measures or conditions to be monitored for implementation, whether compliance with the mitigation measures or conditions has occurred, the procedures used to assess compliance, and whether further action is required. The report shall be presented to the City Council.

4.4 MITIGATION MONITORING AND REPORTING PROGRAM TABLE

The categories identified in the attached MMRP table are described below.

- ▲ Impact – This column provides the verbatim text of the identified impact.
- ▲ Mitigation Measure – This column provides the verbatim text of the adopted mitigation measure
- ▲ Monitoring Responsibility – This column identifies the party responsible for enforcing compliance with the requirements of the mitigation measure.
- ▲ Timing – This column identifies the time frame in which the mitigation will be implemented.
- ▲ Verification – This column is to be dated and signed by the person (either project manager or his/her designee) responsible for verifying compliance with the requirements of the mitigation measure.

Table 4-1 Nishi Gateway Project Mitigation Monitoring and Reporting Program – Nishi Site

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
4.1 Aesthetics and Visual Resources				
Impact 4.1-2: Light and glare impacts.	Mitigation Measure 4.1-2: Within the proposed surface parking lots, the applicant shall select and install solar panels that minimize reflective surfaces, either through glazing or use of non-reflective materials. All surface parking solar facilities shall be installed such that the angle of solar panels does not direct glare at motorists along I-80. The applicant shall prepare a technical report verifying the selected angle and material of the solar panels for review and approval by the City before installation.	City of Davis	Prior to and after installation of solar panels	
4.2 Agriculture and Forest Resources				
Impact 4.2-1: Convert Important Farmlands to non-agricultural use, or involve changes in the existing environment that could result in conversion of Important Farmland to non-agricultural use.	Mitigation Measure 4.2-1: Prior to removal of the existing well on the Nishi site, the applicant shall install an alternative potable water source (i.e., a new groundwater well) south of I-80, proximate to and with a direct connection to the existing farmland associated with the existing well at the Nishi site, as allowed by the current Grant Deed for the Nishi site. The replacement well shall have the capacity to provide the same amount and quality of water to the farmland as the existing well. The applicant shall be responsible for procurement of all permits and well installation.	City of Davis	Prior to removal of the existing well	
4.3 Air Quality				
Impact 4.3-5: Land use compatibility with off-site sources of TAOs and UFPs.	Mitigation Measure 4.3-5a. All residential buildings shall be located as far as feasible from I-80, and no residential buildings shall be located on the southwest portion of the project site along the elevated segment of I-80. Residential buildings shall be sited more distant from I-80 than non-residential buildings, including parking garages, such that the non-residential structures serve as a barrier between I-80 and the residential buildings. In addition, housing where individuals typically reside for a longer period of time, such as for-sale residential units, shall be located more distant from I-80 than other residential units. Mitigation Measure 4.3-5b. A comprehensive tree planting and maintenance plan shall be developed and implemented to minimize TAC concentrations levels in outdoor areas of the project site. Development and initial planting required by the plan shall be fully funded by the applicant. The plan shall be performed by a qualified arborist approved by the City. The tree siting and maintenance plan shall be completed and approved by the City before construction. The plan shall include ongoing maintenance requirements and clearly identify the funding mechanism for this maintenance during the life of project. Funding for ongoing maintenance may be sourced from the formation of a homeowners association with required dues, establishment of a community facilities district, or some other mechanism approved by the City. The plan shall consist of a vegetative filtration along I-80 and tree canopy across the project site. These two elements are described in greater detail below: <ul style="list-style-type: none"> Vegetative filtration along Interstate 80. The plan shall locate trees along the ground level portions of the I-80 right of way to provide vegetative filtration 	City of Davis	Prior to issuance of building permits	Prior to initiation of construction and once every three years until 15 years following planting or until plantings reach a height of 3 meters

Table 4-1 Nishi Gateway Project Mitigation Monitoring and Reporting Program – Nishi Site

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
	<p>between freeway traffic and the project site. Tree species and spacing shall be selected such that the stand of vegetation should have a minimum year-round width of 5 meters (Islam et al. 2012:2) and be at least 3 meters tall within 15 years of when the first residential dwelling unit on the site is inhabited. A wider barrier results in more deposition (Zhang 2015:14). The stand of vegetation may consist of multiple, staggered rows of trees to eliminate gaps such that a vegetative barrier is achieved. The height of the vegetative stand should be balanced with other site planning considerations, including protection of existing views of the UC Davis campus from I-80, to the extent feasible. If a sound wall is located along I-80 to reduce freeway noise exposure to the project site, the vegetated barrier shall be located on the project side of the sound wall and be as close to the sound wall as feasible such that air passing over the sound wall will immediately come into contact with the trees. If a sound barrier is not constructed then shrubs or other non-tree vegetation can be used to fill gaps between individual trees; however, installation of species that have invasive qualities or would serve as "ladder fuels" in a fire should be avoided.</p> <p>▲ <i>Tree Canopy across the Project Site.</i> Trees shall also be planted throughout the project site to form a canopy that filters emissions flowing from I-80. As part of detailed site design, an arborist shall work with designers to identify all locations where trees should be located, taking into account areas where shade is desired such as along pedestrian and bicycle routes, the locations of solar photovoltaic panels, and other infrastructure. The tree canopy should be designed such that it shades 50 percent of all paved areas, outdoor activity areas, and pedestrian and bicycle routes, within 15 years of when the first residential dwelling unit on the site is inhabited.</p> <p>For both the vegetative filtration along I-80 and the tree canopy throughout the project site, tree selection criteria shall include their ability to filter UFP, PM_{2.5}, and PM₁₀ during all seasons based on peer-reviewed research in academic journals and reports by EPA and ARB. Tree selection should also consider irrigation needs; maintenance needs (e.g., pruning, leaf litter, replacement, planting); hardiness; growth rate; canopy cover; surface drainage characteristics and related grading needs; allergen production; production of biogenic volatile organic compounds; storm water detention needs of the project site; drying effects from traffic-generated turbulence; fire safety needs; vulnerability to physical damage from nearby mowing, chemical applications, or animals; disease and pest resistance; root depths; mulching requirements; staking and eventual stake removal; and water conservation goals. All trees shall be planted in accordance with the planting standards established by the Western Chapter of the International Society of Arboriculture's, <i>Guideline Specifications for Selecting, Planting, and Early Care of Young Trees</i> (Kempf and</p>			

Table 4-1 Nishi Gateway Project Mitigation Monitoring and Reporting Program – Nishi Site

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
	<p>Gilman 2011), including but not limited to standards for root ball management, root pruning, staking, mulching, and irrigation. Tree selection can be performed using the SelectTree tool developed by the Urban Forest Ecosystems Institute at Cal Poly San Luis Obispo (http://selecttree.calpoly.edu/). The plan shall also identify the availability of selected tree species from nurseries.</p> <p>In its contracting language the property owner/applicant shall require its contractor (or planting/ landscaping contractor) to place orders from supply nurseries in advance to ensure that the quantity of selected nursery trees is available to fulfill the requirements of this mitigation measure.</p>	City of Davis	Prior to issuance of certificate of occupancy with annual review of maintenance reports	
	<p>Mitigation Measure 4.3-5c. The air filtration systems on all residential buildings and buildings in which people work shall achieve a minimal removal efficiency of 95 percent for UFP (particulate matter with an aerodynamic diameter of 0.1 microns and smaller). Achieving a minimal removal efficiency of 95 percent may include, but not be limited to, the following:</p> <ul style="list-style-type: none"> ▲ strategically located air intakes pursuant to requirements and recommendations of the American Society of Heating, Refrigeration, and Air-Conditioning Engineers; ▲ positively pressurizing buildings; ▲ double-door entrances at the main entrances to buildings; and/or ▲ high-volume, low-pressure drop air exchange systems that cause UFP to pass through multiple filters at a slow enough speed such that they attach to the surface of standard electrostatic filters. <p>The air filtration and mechanical airflow systems shall be properly maintained and, on an annual basis, tested documented by a qualified professional to ensure that the UFP filtration system is operating at a minimum 95 percent effectiveness.</p> <p>Low cost air filtration systems capable of 95 percent efficiency include those developed by the UC Davis DELTA Group, which has designed a high-volume, low-pressure drop system that causes UFP to pass through multiple filters at a slow enough speed such that they attach to the surface of standard electrostatic filters (Cahill et al. 2014:6).</p>	City of Davis	Prior to issuance of certificate of occupancy with annual review of maintenance reports	
<p>4.4 Biological Resources</p> <p>Impact 4.4-1: Disturbance or loss of specialstatus plants.</p>	<p>The applicant shall implement the following measures to avoid or minimize loss of California black walnut:</p> <ul style="list-style-type: none"> ▲ Construction activities shall avoid removal of and damage to California black walnut trees that were identified as healthy or requiring training/trimming. Dead trees may be removed and do not require mitigation. The protection of the remaining black walnut trees shall include the prohibition of heavy equipment operation within the drip line of the trees to be preserved. Only hand tools may 	City of Davis	During construction	

Table 4-1 Nishi Gateway Project Mitigation Monitoring and Reporting Program – Nishi Site

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
	<p>be used within the drip line.</p> <ul style="list-style-type: none"> ▲ In the event that a California black walnut tree cannot be avoided, the applicant shall replace the trees such that there is no net loss of California black walnuts. At a minimum, each California black walnut tree will be replaced with 15-gallon California black walnut trees at a 2:1 ratio (two California black walnut trees planted for every California black walnut tree removed). The replacement trees may be incorporated into proposed plantings within designated open space areas on-site or in proximity to the old north fork Putah Creek area. ▲ Success criteria for compensatory California black walnuts shall include: <ul style="list-style-type: none"> ➤ The extent of occupied area and tree density (number of trees per unit area) in compensatory populations will be equal to or greater than the affected occupied habitat. ➤ 5 years annual monitoring with remedial planting if mortality exceeds 20%. The applicant shall submit annual reports, prepared by a qualified arborist, to the City indicating success metrics for replacement planting. If mortality exceeds 20%, annual reporting shall continue for 5 years after remedial planting until it is demonstrated that replacement criteria stated within this measure is attained. 	City of Davis	During construction	
	<ul style="list-style-type: none"> ▲ California black walnut trees recommended for trimming/training by the 2014 arborist report for the Nishi site shall be trimmed/trained prior to initiation of construction. 	City of Davis	Prior to initiation of construction	
Impact 4.4-2: Impacts to valley elderberry longhorn beetle.	<p>Mitigation Measure 4.4-2: The applicant shall implement the following measures to avoid or minimize loss of valley elderberry longhorn beetle:</p> <ul style="list-style-type: none"> ▲ If elderberry shrubs are 100 feet or more from project activities, no direct or indirect impacts are expected. Shrubs will be protected during construction by establishing and maintaining a high visibility netting at least 100 feet from the drip line of each elderberry shrub with stems 1 inch or greater. If fencing would cut off access to the pedestrian/bicycle trail within the old north fork Putah Creek trail area, high visibility flagging will be used, but all contractors will be briefed as to the limits of construction and the need to avoid the flagged area. ▲ Should construction activities be necessary within 100 feet of existing elderberry shrubs, project activities may occur up to 20 feet from the dripline of elderberry shrubs, pending consultation with the USFWS. At a minimum, the following shall be implemented: <ul style="list-style-type: none"> ➤ A minimum setback of at least 20 feet from the dripline of each elderberry 	City of Davis	Prior to initiation of and during construction	
	<ul style="list-style-type: none"> ➤ Should construction activities be necessary within 100 feet of existing elderberry shrubs, project activities may occur up to 20 feet from the dripline of elderberry shrubs, pending consultation with the USFWS. At a minimum, the following shall be implemented: <ul style="list-style-type: none"> ➤ A minimum setback of at least 20 feet from the dripline of each elderberry 	City of Davis, in consultation with USFWS	Prior to initiation of and during construction	

Table 4-1 Nishi Gateway Project Mitigation Monitoring and Reporting Program – Nishi Site

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
<p>Impact 4.4-3: Impacts to special status bat species.</p>	<p>plant with stems greater than one-inch diameter at ground level will be maintained to avoid direct impacts. The buffer area will be fenced with high visibility construction fencing or flagging before commencement of ground-disturbing activities and will be maintained for the duration of construction activities. The applicant will ensure that ground-disturbing activities on the project site do not alter the hydrology of the site or otherwise affect the likelihood of vigor or survival of elderberry shrubs.</p> <ul style="list-style-type: none"> ➤ The applicant will ensure that project activities, such as truck traffic or other use of machinery, do not create excessive dust on the project site, such that the growth or vigor of elderberry shrubs is adversely affected. Enforcement of a speed-limit and watering dirt roadways are potential methods to ensure that excessive dust is not created. ➤ Areas that are disturbed temporarily will be restored to pre-disturbance conditions. Erosion control measures will be implemented to restore areas disturbed within 100 feet of elderberry shrubs. ➤ No insecticides, herbicides, fertilizers, or other chemicals will be used within 100 feet of elderberry shrubs. Herbaceous vegetation may be mowed or removed using hand tools within 100 feet, but not within 20 feet of the elderberry shrubs. ➤ The applicant or its contractor will ensure that all contractors are briefed on the need to avoid damaging the elderberry plants, the status of the beetle, the need to protect its elderberry plant, and the possible penalties for not complying with these requirements. ➤ The applicant shall erect signs every 50 feet along the edge of the avoidance area with the following information: "This area is habitat of the valley elderberry longhorn beetle, a threatened species, and must not be disturbed. This species is protected by the Endangered Species Act of 1973, as amended. Violators are subject to prosecution, fines, and imprisonment." The signs should be clearly readable from a distance of 20 feet, and must be maintained for the duration of construction. 			
<p>Mitigation Measure 4.4-3: Impacts to special status bat species.</p>	<p>Mitigation Measure 4.4-3: The applicant shall implement the following measures to avoid or minimize impacts to special status bat species:</p> <ul style="list-style-type: none"> ➤ Before ground disturbance, surveys will be conducted to determine if suitable habitat (that would be removed during construction) are occupied by bats. These areas shall be surveyed within 14 days before start of construction. Surveys may consist of daytime pedestrian surveys looking for evidence of bat use (e.g., guano) and/or an evening emergence survey to note the presence or absence of bats. Bat detectors may be used to supplement survey efforts, but 	<p>City of Davis</p>	<p>Prior to initiation of construction of each phase of construction</p>	

Table 4-1 Nishi Gateway Project Mitigation Monitoring and Reporting Program – Nishi Site

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
	<p>are not required. If no evidence of bat roosts are found, then no further study is required. If evidence of bat use is observed, the number and species of bats using the roost will be determined.</p> <ul style="list-style-type: none"> ➤ If surveys confirm bats daytime-roost will be affected by the project, a Bat Exclusion Plan will be developed by the applicant and submitted to the City for review and approval before its implementation. No bat exclusion will occur between March 1 and August 15 (depending on type of roost and location) which coincides with the maternity season in California. ➤ If a winter roost or a maternity roost is found, a 100 foot buffer will be created around a roost and no project related activities will occur within the buffer until a biologist has determined that the roost is no longer in use. 			
<p>Impact 4-4: Impacts to Swainson's hawk.</p>	<p>Mitigation Measure 4.4-4a: The applicant shall implement the following measures to avoid or minimize impacts to Swainson's hawk within the Nishi site:</p> <ul style="list-style-type: none"> ➤ For construction activities occurring between February 1 and August 31, the applicant shall retain a qualified biologist to conduct surveys for Swainson's hawk in accordance with the Swainson's Hawk Technical Advisory Committee 2000 guidelines (SHTAC 2000) and/or currently accepted guidance/industry standards, subject to City of Davis review and approval. Surveys shall encompass a minimum of a 0.5-mile radius around the construction area. If nesting Swainson's hawks are detected, a 0.5-mile, no-disturbance buffer shall be established, depending on location. Buffers shall be maintained until a qualified biologist has determined that the young have fledged and are no longer reliant upon the nest or parental care for survival. Buffer distance may be reduced in consultation with CDFW. 	<p>City of Davis, in consultation with CDFW (if a buffer reduction is proposed)</p>	<p>Prior to initiation of construction of each phase of construction</p>	
	<ul style="list-style-type: none"> ➤ Although no Swainson's hawk nests were observed during the initial survey, it is possible that before initiation of construction, a Swainson's hawk may establish a nest within the boundaries of the project site. If a Swainson's hawk nest tree is found within the project site and said nesting tree is to be removed during construction activities, removal will take place outside of Swainson's hawk nesting season. Upon discovery, the applicant shall develop a tree replacement plan, in consultation with CDFW, to replace known active nest trees at a ratio of 3:1. If replacement planting is implemented, monitoring shall be conducted annually for 5 years to ensure the survivability of replacement trees. 	<p>City of Davis, in consultation with CDFW</p>	<p>Prior to initiation of each phase of construction and once every year for 5 years following planting to ensure planting success</p>	
	<ul style="list-style-type: none"> ➤ Before commencement of construction, the applicant shall provide compensatory mitigation for the loss of approximately 46 acres of Swainson's hawk foraging habitat to the Yolo Habitat Conservancy (formerly HCP/NCCP/PA) in accordance with their Swainson's Hawk Interim Mitigation Program. This 	<p>City of Davis</p>	<p>Prior to initiation of construction</p>	

Table 4-1 Nishi Gateway Project Mitigation Monitoring and Reporting Program – Nishi Site

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
<p>Impact 4.4-5: Impacts to burrowing owl.</p>	<p>program currently requires compensation at a 1:1 ratio and projects over 40 acres are required to provide the conservation land directly. If the project is implemented after adoption of the YNHP, in lieu of this measure, the applicant will comply with the requirements of the YNHP.</p> <p>Mitigation Measure 4.4-5a: The applicant shall implement the following measures to avoid or minimize impacts to burrowing owl:</p> <ul style="list-style-type: none"> ▲ The applicant shall retain a qualified biologist to conduct pre-construction surveys for burrowing owls in areas supporting potentially suitable habitat (sparsely vegetated areas and those containing suitable burrows) no more than 30 days before the start of construction activities that could affect the subject areas. If ground-disturbing activities are delayed or suspended for more than 30 days after the pre-construction survey, the site shall be resurveyed. The project biologist shall conduct surveys for burrowing owls in accordance with protocols established in the Staff Report on Burrowing Owl Mitigation (CDFG 2012 or current version). ▲ If burrowing owls are detected, disturbance to burrows shall be avoided during the nesting season (February 1 through August 31). Buffers shall be established around occupied burrows in accordance with guidance provided in the Staff Report on Burrowing Owl Mitigation. This guidance includes buffers around occupied burrows shall be a minimum of 656 feet (200 meters) during the nesting season, and 160 feet (100 meters) during the non-breeding season unless otherwise approved by CDFW. ▲ Outside of the nesting season (February 1 through August 31), passive owl relocation techniques shall be implemented if approved by CDFW. Owls would be excluded from burrows in the immediate impact zone within a 160-foot buffer zone by installing one-way doors in burrow entrances. These doors shall be in place at least 48 hours before excavation to insure the owls have departed. ▲ The work area shall be monitored daily for 1 week to confirm owl departure from burrows before any ground-disturbing activities. ▲ Where possible, burrows shall be excavated using hand tools and refilled to prevent reoccupation. Sections of flexible plastic pipe shall be inserted into the tunnels during excavation to maintain an escape route for any animals inside the burrow. <p>Mitigation Measure 4.4-5b: If active burrowing owl dens are present and the project would impact active dens, the project applicant shall implement the following:</p> <ul style="list-style-type: none"> ▲ If active burrows are present and the project would impact active burrows, the 	<p>City of Davis</p>	<p>No less than 30 days prior to initiation of construction of each phase</p>	
		<p>City of Davis, in consultation with CDFW</p>	<p>During construction</p>	
		<p>City of Davis, in consultation with CDFW</p>	<p>Prior to and during construction</p>	
		<p>Applicant</p>	<p>During construction</p>	
		<p>City of Davis</p>	<p>During construction</p>	
		<p>City of Davis, in consultation with CDFW</p>	<p>During construction</p>	

Table 4-1 Nishi Gateway Project Mitigation Monitoring and Reporting Program – Nishi Site

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
<p>Impact 4.4-6: Impacts to other special status nesting birds and raptors.</p>	<p>project applicant shall provide compensatory mitigation for the permanent loss of burrowing owl habitat consistent with the Staff Report on Burrowing Owl Mitigation (CDFG 2012 or current version). Such mitigation may include the permanent protection of land, which is deemed to be suitable burrowing owl habitat through a conservation easement deeded to a non-profit conservation organization or public agency with a conservation mission, or the purchase of burrowing owl conservation bank credits from a CDFW-approved burrowing owl conservation bank. If the same mitigation acreage would be utilized for multiple species (i.e., burrowing owl habitat and Swainson's hawk foraging habitat), the appropriate wildlife agency, in this case CDFW, must approve the mitigation lands and long-term management practices for the mitigation lands as suitable and compatible for all species for which the lands are to provide compensatory mitigation. Proof of CDFW's approval habitat "stacking" shall be provided to the City of Davis.</p> <p>Mitigation Measure 4.4-6: The applicant shall implement the following measures to avoid or minimize impacts to special-status birds, raptors, or other birds protected under the MBTA:</p> <ul style="list-style-type: none"> ▲ For construction activities occurring between February 1 and August 31, the applicant shall retain a qualified biologist to conduct surveys for special status nesting birds and raptors no less than 14 days before the start of ground disturbing activities. These surveys can be conducted concurrently with the Swainson's hawk and burrowing owl surveys identified in Mitigation Measures 4.4-4a and 4.4-5a. If no nesting birds are found, no further study is required. ▲ If nests are detected, the project biologist shall establish a minimum 500-foot no-disturbance buffer for raptors and a 100-foot no-disturbance buffer around all other nests until the nest is no longer active or the young have fledged. The size of the buffer may be adjusted by the project biologist if, in consultation with CDFW, it is determined that such an adjustment would not be likely to adversely affect the nest. ▲ Factors to be considered for determining buffer size shall include: the presence of natural buffers provided by vegetation or topography; nest height; locations of foraging territory; and baseline levels of noise and human activity. Buffers shall be maintained until a qualified biologist has determined that young have fledged and are no longer reliant upon the nest or parental care for survival. ▲ Should tricolored blackbird be relisted as a fully-protected species before construction activities associated with the project and tricolored blackbird are found during the preconstruction surveys, a 500-foot no disturbance buffer shall be established around the nesting colony unless otherwise approved by CDFW. The buffer will be maintained until a qualified biologist has determined that the 	<p>City of Davis</p>	<p>Within two weeks of initiation of each phase of construction</p>	
		<p>City of Davis, in consultation with CDFW</p>	<p>During construction</p>	
		<p>City of Davis, in consultation with CDFW</p>	<p>During construction</p>	
		<p>City of Davis, in consultation with CDFW</p>	<p>During construction</p>	

Table 4-1 Nishi Gateway Project Mitigation Monitoring and Reporting Program – Nishi Site

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
<p>Impact 4.4-7: Loss of riparian habitat and fill of waters of the U.S. during construction.</p>	<p>young have fledged and are no longer reliant upon the nest or parental care for survival.</p> <p>Mitigation Measure 4.4-7: The applicant shall implement the following measures to avoid, minimize, and mitigate impacts on sensitive natural communities and compensate for loss of remnant riparian and wetland habitat:</p> <ul style="list-style-type: none"> ▲ As a first priority, the applicant will minimize wetland and/or riparian impacts through minimizing project footprint during project design and construction ▲ Before any ground breaking activity along the remnant riparian area of the old north fork Putah Creek, the applicant shall retain a qualified wetland specialist who shall prepare a jurisdictional wetland delineation for both waters of the U.S. and waters of the State in sensitive areas that cannot be avoided. The preliminary delineation shall be submitted to USACE for verification. ▲ The creek and associated riparian areas may be subject to CDFW regulation under Section 1602 of the Fish and Game Code and shall be evaluated for CDFW jurisdiction and riparian extent. If determined to be subject to CDFW jurisdiction, CDFW shall be consulted and a Lake and Streambed Alteration Agreement notification shall be prepared. ▲ No grading, fill, or other ground disturbing activities shall occur in proximity to the Putah Creek channel until all required permits, regulatory approvals, and permit conditions for effects on wetland and riparian habitats are obtained. Any additional avoidance, minimization, and conservation measures shall be fulfilled before construction as stipulated by the permits. ▲ For those wetlands and riparian areas that cannot be avoided, the applicant shall commit to replace, restore, or enhance on a “no net loss” basis (in accordance with the USACE permit) the acreage of all wetlands and other waters of the U.S. that would be removed, lost, and/or degraded with project implementation. Wetland habitat shall be restored, enhanced, and/or replaced at an acreage and location and by methods agreeable to USACE, and the RWQCB (if applicable) as appropriate, depending on agency jurisdiction, and as determined during the permitting processes. Similarly all riparian vegetation shall be compensated for, as applicable, in accordance with an obtained CDFW 1602 Streambed Alteration Agreement. ▲ The applicant or its contractor will provide environmental awareness training to all construction workers on-site, conducted by a qualified biologist that includes the following provisions: 	<p>City of Davis</p> <p>City of Davis, in consultation with the USACE</p> <p>City of Davis, in consultation with CDFW</p> <p>City of Davis</p> <p>City of Davis, in consultation with USACE and the RWQCB, if applicable</p> <p>City of Davis</p>	<p>During project design and construction</p> <p>Prior to ground disturbance along the remnant riparian area of the old north fork Putah Creek</p> <p>Prior to initiation of construction</p> <p>Prior to initiation of and during construction</p> <p>During construction</p> <p>Prior to initiation of and during construction</p>	

Table 4-1 Nishi Gateway Project Mitigation Monitoring and Reporting Program – Nishi Site

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
<p>4.5 Cultural Resources</p> <p>Impact 4.5-1: Disturb unique archaeological resources.</p>	<ul style="list-style-type: none"> ▶ The location of the Putah Creek revegetation area and its designation as “environmentally sensitive area.” This area will be protected, and no entry by the Contractor or crews will occur unless specifically authorize as per the project plans. ▶ The area will be protected by installing orange construction barrier fence at the limits of the area needed to construction improvements along this area. If needed, the contractor will work with the project biologist to identify the location for the barrier fence. The fencing will be installed before construction activities are initiated and will be maintained throughout the construction period. 	City of Davis	Prior to initiation of vegetation removal/grading	
	<p>Mitigation Measure 4.5-1a: Prior to initiation of vegetation removal/grading, the applicant shall retain a Registered Professional Archaeologist meeting the Secretary of Interior’s qualifications standards for prehistoric and historical archaeology to perform auger testing on the Nishi site. The objective of the auger testing is to refine specific areas where monitoring for buried (subsurface) archaeological material within specific areas of the Nishi site shall be required. A series of auger holes will be completed by a manual spiral auger and soil from each auger will be processed through 1/8 inch hardware mesh. All recovered cultural material will be recorded with respect to the specific auger and estimated depth. Excavation results, including soil description, will be recorded on field forms. Following the auger testing, a report will be prepared that describes study methods, recovered data, and conclusions. If the auger testing and associated report reveal any cultural material or areas where soils have been determined likely to conceal cultural deposits, construction monitoring (by both a Native American resources monitor and qualified archaeologist) shall occur in these areas as recommended by a qualified archaeologist.</p>	City of Davis	During construction	
	<p>Mitigation Measures 4.5-1b: In the event that any prehistoric or historic-era subsurface archaeological features or deposits, including locally darkened soil (“middens”), that could conceal cultural deposits, are discovered during construction, all ground-disturbing activity within 100 feet of the resources shall be halted and a qualified professional archaeologist shall be retained to assess the significance of the find. If the find is determined to be significant by the qualified archaeologist (i.e., because it is determined to constitute either an historical resource or a unique archaeological resource), the archaeologist shall develop appropriate procedures to protect the integrity of the resource and ensure that no additional resources are affected. Procedures could include but would not necessarily be limited to preservation in place, archival research, subsurface testing, or contiguous block-unit excavation and data recovery. If the archaeologist determines that some or all of the affected property qualifies as a Native American Cultural Place, including a Native American</p>	City of Davis		

Table 4-1 Nishi Gateway Project Mitigation Monitoring and Reporting Program – Nishi Site

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
<p>Impact 4.5-2: Accidental discovery of human remains.</p>	<p>sanctified cemetery, place of worship, religious or ceremonial site, or sacred shrine (Public Resources Code §5097.9) or a Native American historic, cultural, or sacred site, that is listed or may be eligible for listing in the California Register of Historical Resources pursuant to Public Resources Code §5024.4, including any historic or prehistoric ruins, any burial ground, any archaeological or historic site (Public Resources Code §5097.993), the archaeologist shall recommend to the applicant potentially feasible procedures that would preserve the integrity of the site or minimize impacts on it.</p> <p>Mitigation Measure 4.5-2: California law recognizes the need to protect Native American human burials, skeletal remains, and items associated with Native American burials from vandalism and inadvertent destruction. The procedures for the treatment of Native American human remains are contained in California Health and Safety Code Sections 7050.5 and 7052 and California Public Resources Code Section 5097.</p> <p>If human remains are discovered during any demolition/construction activities, potentially damaging ground-disturbing activities in the area of the remains shall be halted immediately, and the project applicant shall notify the Yolo County coroner and the NAHC immediately, according to Section 5097.98 of the State Public Resources Code and Section 7050.5 of California's Health and Safety Code. If the remains are determined by the NAHC to be Native American, the guidelines of the NAHC shall be adhered to in the treatment and disposition of the remains. The project applicant shall also retain a professional archaeologist with Native American burial experience to conduct a field investigation of the specific site and consult with the Most Likely Descendant (MLD), if any, identified by the NAHC. Following the coroner's and NAHC's findings, the archaeologist, and the NAHC-designated MLD shall determine the ultimate treatment and disposition of the remains and take appropriate steps to ensure that additional human interments are not disturbed. The responsibilities for acting upon notification of a discovery of Native American human remains are identified in California Public Resources Code Section 5097.94.</p>	<p>City of Davis, in consultation with Yolo County Coroner and NAHC</p>	<p>During construction</p>	
<p>4.7 Greenhouse Gas Emissions, Climate Change, and Energy</p> <p>Impact 4.7-2: Considerably contribute to climate change through project-generated greenhouse gas emissions during operation.</p>	<p>Mitigation Measure 4.7-2a: Each individual project or subdivision developed/constructed as a part of the Nishi Gateway Project shall demonstrate consistency with the D-CRAP by achieving a downward trajectory in GHG emissions, towards the City goal of zero net GHG emissions by the year 2050. The project must achieve the target in place for the year in which the application (for any development within the Nishi site) is filed.</p> <p>At the City's discretion, compliance with this mitigation measure for different development activities associated with the same approval may occur at different stages in the development process depending on the nature of the project and may be based on the year that physical improvements are anticipated. GHG emissions associated with all activities</p>	<p>City of Davis</p>	<p>At the time of or before building permits are issued</p>	

Table 4-1 Nishi Gateway Project Mitigation Monitoring and Reporting Program – Nishi Site

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification																																				
	<p>must demonstrate consistency with this measure at the time of or before building permits are issued. Mitigation for buildings shall occur at the time the building permit is issued, and the amount of mitigation shall be based on the year the building permit is issued. Mitigation for other emissions from a project may occur at an earlier approval but no later than issuance of entitlements. The applicant may file and City may consider and approve a GHG mitigation plan that lays out the mitigation for different stages of development within the same subsequent project approval.</p> <ol style="list-style-type: none"> 1. Prior to issuance of any subsequent entitlement or permit in the Nishi development, or alternatively prior to any approval taking effect, the applicant shall implement the following steps unless these steps have already been undertaken for the project through a prior approval or action: 2. Using CalEEMod or another model accepted for this purpose by the City, calculate total expected GHG emissions (all sectors) for the proposed project under two scenarios: a) 1990 emissions rates; and, b) emission rates applicable at the time of the application, taking into account applicable building standards and other adopted regulatory requirements, as well as building design, use of renewable energy, etc. Calculate the difference between these two scenarios in step 1 as a percentage of the 1990 project emissions. 3. Compare the difference in emissions from step 2 to the required minimum emissions reduction schedule provided below: <table border="1" data-bbox="893 840 1421 1539"> <thead> <tr> <th>Applications Filed On or Before</th> <th>Minimum Required Reduction in GHG Emissions From Calculated 1990 Emissions</th> </tr> </thead> <tbody> <tr><td>12/31/16</td><td>22.5</td></tr> <tr><td>12/31/17</td><td>25.0</td></tr> <tr><td>12/31/18</td><td>27.5</td></tr> <tr><td>12/31/19</td><td>30.0</td></tr> <tr><td>12/31/20</td><td>32.5</td></tr> <tr><td>12/31/21</td><td>35.0</td></tr> <tr><td>12/31/22</td><td>37.5</td></tr> <tr><td>12/31/23</td><td>40.0</td></tr> <tr><td>12/31/24</td><td>42.5</td></tr> <tr><td>12/31/25</td><td>45.0</td></tr> <tr><td>12/31/26</td><td>47.5</td></tr> <tr><td>12/31/27</td><td>50.0</td></tr> <tr><td>12/31/28</td><td>52.5</td></tr> <tr><td>12/31/29</td><td>55.0</td></tr> <tr><td>12/31/30</td><td>57.5... (2.5% increased reduction per year)</td></tr> <tr><td>12/31/35</td><td>70.0... (2.5% increased reduction per year)</td></tr> <tr><td>12/31/40</td><td>82.5... (2.5% increased reduction per year)</td></tr> </tbody> </table>	Applications Filed On or Before	Minimum Required Reduction in GHG Emissions From Calculated 1990 Emissions	12/31/16	22.5	12/31/17	25.0	12/31/18	27.5	12/31/19	30.0	12/31/20	32.5	12/31/21	35.0	12/31/22	37.5	12/31/23	40.0	12/31/24	42.5	12/31/25	45.0	12/31/26	47.5	12/31/27	50.0	12/31/28	52.5	12/31/29	55.0	12/31/30	57.5... (2.5% increased reduction per year)	12/31/35	70.0... (2.5% increased reduction per year)	12/31/40	82.5... (2.5% increased reduction per year)			
Applications Filed On or Before	Minimum Required Reduction in GHG Emissions From Calculated 1990 Emissions																																							
12/31/16	22.5																																							
12/31/17	25.0																																							
12/31/18	27.5																																							
12/31/19	30.0																																							
12/31/20	32.5																																							
12/31/21	35.0																																							
12/31/22	37.5																																							
12/31/23	40.0																																							
12/31/24	42.5																																							
12/31/25	45.0																																							
12/31/26	47.5																																							
12/31/27	50.0																																							
12/31/28	52.5																																							
12/31/29	55.0																																							
12/31/30	57.5... (2.5% increased reduction per year)																																							
12/31/35	70.0... (2.5% increased reduction per year)																																							
12/31/40	82.5... (2.5% increased reduction per year)																																							

Table 4-1 Nishi Gateway Project Mitigation Monitoring and Reporting Program – Nishi Site

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
<p>12/31/45 12/31/50</p> <p>4. If the difference calculated in step 2 is greater than the required reduction in step 3, the Nishi development may "bank" this as a credit to use with later projects.</p> <p>5. If the difference calculated in step 2 does not demonstrate the required reduction in step 3, applicant shall identify feasible actions to achieve the required reductions using the following priority:</p> <ul style="list-style-type: none"> First priority – building specific actions Second priority – on-site (within Nishi site) actions Third priority – community based (within Davis) actions Fourth priority – pay GHG reduction fees (carbon offsets) into a qualified existing local program, if one is in place Fifth priority – other demonstrated method of reducing emissions <p>6. Calculate, using acceptable methods, the measurable GHG reduction value of each proposed action.</p> <p>7. Provide a Technical Memorandum of Compliance (TMC) documenting the following minimum items: modeling (step 1); emissions calculations (step 2); applicable reduction (step 3); chosen feasible actions to achieve required reduction (step 4); and measurable GHG reduction value of each action (step 5). The TMC and all steps of the process are subject to review and authorization by the City of Davis Department of Community Development and Sustainability.</p> <p>8. Implement the authorized actions and provide evidence of this to the City of Davis Department of Community Development and Sustainability. The City upon review and acceptance of implementation, shall issue the subject entitlement, permit, or approval.</p> <p>Mitigation Measure 4, 7-2b: Every 5 years the Nishi development shall submit a GHG Emissions Reduction Accounting and Program Effectiveness Report for the entire innovation center. The report shall be submitted by 12/31 of each fifth year starting in 2020. First report due by 12/31/20, second report due by 12/31/25, etc., through 2050. The report shall identify the following minimum items. Other documentation requirements may be added by the City if found to be necessary to satisfy this mitigation measure.</p> <ol style="list-style-type: none"> 1. Projected annual GHG emissions for the Nishi development, total and by sector, from the project EIR 2. GHG emissions from all uses collectively operating at the Nishi development, total and by sector, at the time of reporting. 3. GHG emissions from each occupied building within the Nishi development, total and by sector. 4. Summary of prior TMCs and 5-year reports 	<p>95.0... (2.5% increased reduction per year) 100.0</p>	<p>City of Davis</p>	<p>Once every 5 years beginning in 2020</p>	

Table 4-1 Nishi Gateway Project Mitigation Monitoring and Reporting Program – Nishi Site

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
<p>5. Running total of Nishi development emissions reductions and reduction credits, in total and by building</p> <p>6. Comprehensive data base and summary of implemented reduction actions</p>				
<p>4.8 Hazards and Hazardous Materials</p>				
<p>Impact 4.8-2: Result in the release of hazardous materials from a site of known or potential contamination.</p>	<p>Mitigation Measure 4.8-2a: Prior to initiation of grading or other groundwork, the applicant shall conduct soil sampling within the boundaries of the project site. This investigation will follow the American Society for Testing and Materials standards for preparation of a Phase II environmental site assessment and/or other appropriate testing guidelines. The assessment will include soil sampling consistent with DTSC's guidelines for development of former agricultural properties. (The investigation is anticipated to include 57 borings and 15 composite samples for organochlorine pesticides and 15 discrete samples for arsenic, as well as soil sampling within 30 feet of the existing and pre-1974 alignment of I-80, at the edge of the railroad right-of-way, and near the active agricultural well.) If the results indicate that contamination exists at levels above regulatory action standards, then the site will be remediated in accordance with recommendations made by applicable regulatory agencies, including YCEHD, RWQCB, and DTSC. The agencies involved shall depend on the type and extent of contamination.</p> <p>Based on the results and recommendations of the investigation described above, the applicant shall prepare a work plan that identifies any necessary remediation activities, including excavation and removal of on-site contaminated soils, and redistribution of clean fill material on the project site. The plan shall include measures that ensure the safe transport, use, and disposal of contaminated soil removed from the site.</p>	<p>City of Davis, in consultation with YCEHD, RWQCB, and DTSC, as appropriate</p>	<p>Prior to ground disturbance</p>	
	<p>Mitigation Measure 4.8-2b: Prior to initiation of grading or other groundwork, the applicant shall provide a hazardous materials contingency plan to YCEHD. The plan will describe the necessary actions that would be taken if evidence of contaminated soil or groundwater is encountered during construction. The contingency plan shall identify conditions that could indicate potential hazardous materials contamination, including soil discoloration, petroleum or chemical odors, and presence of underground storage tanks or buried building material.</p> <p>If at any time during the course of constructing the project, evidence of soil and/or groundwater contamination with hazardous material is encountered, the project applicant shall immediately halt construction and contact YCEHD. Work shall not recommence until the discovery has been assessed/treated appropriately (through such mechanisms as soil or groundwater sampling and remediation if potentially hazardous materials are detected above threshold levels) to the satisfaction of YCEHD, RWQCB, and DTSC (as applicable). The plan, and obligations to abide by and implement the plan, shall be incorporated into the construction and contract specifications of the project.</p>	<p>City of Davis, in consultation with YCEHD as appropriate</p>	<p>Prior to ground disturbance</p>	

Table 4-1 Nishi Gateway Project Mitigation Monitoring and Reporting Program – Nishi Site

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
4.9 Hydrology and Water Quality				
Impact 4.9-4: Drainage and runoff impacts.	<p>Mitigation Measure 4.9-2c: Prior to any ground disturbance activities within 50 feet of the well, the applicant shall hire a licensed well contractor to obtain a well abandonment permit and properly abandon the on-site well, pursuant to review and approval by the City Engineer and the Yolo County Environmental Health Service Department. Well abandonment shall be completed before mass grading within 50 feet of the well.</p> <p>Mitigation Measure 4.9-4: The SWQP prepared for the City of Davis and before the issuance of building permits shall incorporate provisions to accommodate the existing volume of upstream drainage flows from the I-80 right-of-way and the 58-acre section of the UC Davis campus west of the project area. These flows may be conveyed directly through the site (pass-through) or infiltrated in part or in whole within the Nishi stormwater management system. Development of the Nishi site shall not create backwater conditions or upstream flooding.</p>	<p>City of Davis Engineer and the Yolo County Environmental Health Service Department</p> <p>City of Davis</p>	<p>Prior to ground disturbance within 50 feet of the well</p> <p>Prior to issuance of building permits</p>	
4.11 Noise and Vibration				
Impact 4.11-1: Generate short-term, construction-related noise on nearby sensitive land uses.	<p>Mitigation Measure 4.11-1: The City shall require the applicant to implement the following noise reduction measures during project construction as directed by the City:</p> <ul style="list-style-type: none"> ▶ All construction equipment and equipment staging areas shall be located as far as possible from nearby noise-sensitive land uses, and/or located such that existing or constructed topography blocks line-of-site between affected noise-sensitive land uses and construction staging areas. ▶ All construction equipment shall be properly maintained and equipped with noise-reduction intake and exhaust mufflers and engine shrouds, in accordance with manufacturer recommendations. Equipment engine shrouds shall be closed during equipment operation. ▶ Individual operations and techniques shall be replaced with quieter procedures (e.g., using welding instead of riveting, mixing concrete off-site instead of on-site) where feasible and consistent with building codes and other applicable laws and regulations. ▶ All construction equipment with back-up alarms shall be equipped with either audible self-adjusting backup alarms or alarms that only sound when an object is detected. The self-adjusting backup alarms shall automatically adjust to 5 dBA over the surrounding background levels. All non-self-adjusting backup alarms shall be set to the lowest setting required to be audible above the surrounding noise levels. In addition to the use of backup alarms, the construction contractor shall consider other techniques such as observers and 	<p>City of Davis</p>	<p>During construction</p>	

Table 4-1 Nishi Gateway Project Mitigation Monitoring and Reporting Program – Nishi Site

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
	<p>the scheduling of construction activities so that alarm noise is minimized.</p> <ul style="list-style-type: none"> ▶ The applicant or construction contractors shall post visible signs along the perimeter of the construction site that disclose construction times and duration. A contact number for a City of Davis enforcement officer shall be included where noise complaints can be filed and recorded. The applicant will be informed of any noise complaints and responsible for investigating complaints and implementing feasible and appropriate measures to reduce noise levels at receiving land uses. Such measures may include but are not limited to: <ul style="list-style-type: none"> ▶ Noise-reducing enclosures and techniques shall be used around stationary noise-generating equipment (e.g., concrete mixers, generators, compressors). ▶ Install temporary noise curtains that meet the following parameters: <ul style="list-style-type: none"> ▪ temporary noise curtains shall be installed as close as possible to the boundary of the construction site within the direct line of sight path of the nearby sensitive receptor(s). ▪ temporary noise curtains shall consist of durable, flexible composite material featuring a noise barrier layer bounded to sound-absorptive material on one side. The noise barrier layer shall consist of rugged, impervious, material with a surface weight of at least one pound per square foot. 			
<p>Impact 4.11-3: Exposure of existing sensitive receptors to operational project-generated stationary noise.</p>	<p>Mitigation Measure 4.11-3: The project applicant shall implement the following measures to reduce the effect of noise levels generated by on-site stationary noise sources:</p> <ul style="list-style-type: none"> ▶ All electrical generators shall be equipped with noise control (e.g., muffler) devices in accordance with manufacturers' specifications. ▶ External mechanical equipment, including HVAC units, associated with buildings shall incorporate features designed to reduce noise emissions below the stationary noise source criteria. These features may include, but are not limited to, locating equipment within equipment rooms or enclosures that incorporate noise reduction features, such as acoustical louvers, and exhaust and intake silencers. Equipment enclosures shall be oriented so that major openings (i.e., intake louvers, exhaust) are directed away from nearby noise-sensitive receptors. 	<p>City of Davis</p>	<p>Prior to issuance of certificate of occupancy</p>	<p>Prior to issuance of certificate of occupancy and verified through plan review of building permits</p>

Table 4-1 Nishi Gateway Project Mitigation Monitoring and Reporting Program – Nishi Site

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
<p>Impact 4.1.1-5: Exposure of proposed and existing sensitive receptors to transportation noise sources.</p>	<p>▲ Should R&D tenants require outdoor testing/activities, tenants shall submit exterior noise estimates for long-term and short-term research and development activities to the City for review and approval prior to implementation. Exterior noise levels shall be estimated for receptor distances equivalent to distances from on-site and off-site residential land uses and shall demonstrate compliance with City of Davis noise limits, as applicable.</p> <p>Mitigation Measure 4.1.1-5a: Where feasible, locate new sensitive receptors such that the outdoor activity area (e.g., balcony or porch) is on the opposite side of the structure from the UPRR line such that the structure itself would provide a barrier between transportation noise and the outdoor activity areas.</p> <p>Mitigation Measure 4.1.1-5b: The applicant shall work in conjunction with the City of Davis to pursue and establish a Quiet Zone with the Federal Railroad Administration at Arboretum Drive, adjacent to the Nishi property. Upon confirming the assessing and confirming the feasibility of establishing a Quiet Zone, the applicant and City shall proceed to apply for the Quiet Zone designation.</p> <p>The application and procedural steps to establish a Quiet Zone adjacent to the project site shall commence concurrent with the start of initial site grading activities. The project applicant shall fund all studies associated with the application for the establishment of the Quiet Zone. The installation and construction of alternative safety measures associated with the Quiet Zone (including, but not limited to: signage, gates, etc.) shall be implemented by the project applicant.</p> <p>Mitigation Measure 4.1.1-5c: The applicant shall design and construct the residential buildings along the rail line such that train horn events and noise from passing trains would not increase by more than 5dBA SEL from existing SEL levels. These designs can include, but are not limited to:</p> <ul style="list-style-type: none"> ▲ Incorporation of acoustically absorptive material, shape, angle, or overall design in building façade facing the railroad. ▲ Changing the shape of proposed buildings adjacent to the railroad and Solano Park Apartments such that noises from passing trains, including warning horns, are dispersed and not concentrated on sensitive receptors. 	<p>City of Davis</p>	<p>Prior to R&D tenants outdoor testing/activities</p>	
		<p>City of Davis</p>	<p>Prior to issuance of building permits</p>	
		<p>City of Davis, in consultation with Federal Railroad Administration</p>	<p>The application and procedural steps to establish a Quiet Zone adjacent to the project site shall commence concurrent with the start of initial site grading activities</p> <p>Prior to issuance of building permits</p>	
		<p>City of Davis</p>	<p>Prior to issuance of building permits</p>	

Table 4-1 Nishi Gateway Project Mitigation Monitoring and Reporting Program – Nishi Site

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
<p>4.14 Transportation and Circulation</p> <p>Impact 4.14-1: Impacts to local intersections outside freeway interchange areas.</p>	<p>Mitigation Measure 4.14-1: The project applicant shall fund the design and construction of modifications to the single lane roundabout at the intersection of Old Davis Road/La Rue Road. These modifications will consist of constructing a right-turn bypass lane from southbound La Rue Road to westbound Old Davis Road. Implementation of this mitigation measure will improve LOS to D or better. The roundabout design shall be reviewed and approved by the University before implementation.</p>	<p>City of Davis</p>	<p>Prior to initiation of construction</p>	
<p>Impact 4.14-2: Impacts to intersections within the Richards Boulevard interchange area.</p>	<p>Mitigation Measure 4.14-2: The project applicant shall implement the following measures related to roadway and intersection widening within the Richards Boulevard interchange area.</p> <p><i>Phase 1 Improvements</i></p> <p>The project applicant shall either make a fair share contribution for the following Phase 1 improvements prior to initiation of construction of Phase 1 or conduct a focused traffic assessment to provide a more detailed assessment of the mitigation trigger timing.</p> <ul style="list-style-type: none"> ▲ Richards Boulevard/Olive Drive: <ul style="list-style-type: none"> ➤ Widen the south leg of Richards Boulevard to add a second northbound left turn lane (from northbound Richards to westbound Olive Drive) with a storage length of approximately 250 feet. Widen the north leg of Richards Boulevard to add a second southbound through/turn lane. The widening of the south leg may require some widening of the approach to the underpass and construction of new retaining walls to support the new turn lane. No modification of the existing underpass is required. ➤ Widen the west leg of West Olive Drive to provide two westbound lanes and three eastbound lanes. The eastbound lanes on West Olive Drive at Richards Boulevard shall include a left turn lane, a through lane, and a right turn lane. On-street bike lanes, which may include either a sharrow (sharrow (shared bike and vehicle lane) or dedicated bike lane, shall be provided on West Olive Drive. ▲ Richards Boulevard/Private Driveways: Place barriers in the median of Richards Boulevard to restrict driveway access, between West Olive Drive and the I-80 westbound ramps, to right-in, right-out movements only. ▲ Richards Boulevard/I-80 Westbound Ramps: Realign the westbound ramps to eliminate the two loop ramps to provide a diamond ramp configuration and install a traffic signal. Provide an exclusive left turn lane and two exclusive right turn lanes on the westbound off-ramp approach. Provide one through lane and two exclusive left turn lanes on the northbound approach. Provide two through lanes and an exclusive right turn lane on the southbound approach. The 	<p>City of Davis, in consultation with Caltrans as appropriate</p>	<p>Prior to initiation of construction of Phase 1</p>	

Table 4-1 Nishi Gateway Project Mitigation Monitoring and Reporting Program – Nishi Site

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
<p>Impact 4.14-5: Increase in vehicle miles travelled.</p>	<p>southbound right turn lane shall extend from just south of the existing Cafe Italia driveway to the new westbound on-ramp entrance.</p> <p><i>Phase 2 Improvements</i></p> <p>The project applicant shall contribute appropriate funds for the following Phase 2 improvements, which shall be constructed before occupancy of project uses that would generate fifty percent or more of the forecast project a.m. peak hour trips. Alternately, the project applicant may conduct a focused traffic assessment to provide a more detailed assessment of the mitigation trigger timing.</p> <ul style="list-style-type: none"> ▲ Richards Boulevard/Eastbound Off-Ramp: Widen the eastbound off-ramp to provide a second exclusive left turn lane. ▲ Richards Boulevard Bicycle Cycle Track: construct a separated cycle track on the west side of Richards Boulevard from West Olive Drive to Research Park Drive. ▲ Richards Boulevard/Eastbound On-Ramp: Provide ramp metering for the eastbound I-80 on-ramp. 	<p>City of Davis, in consultation with Caltrans as appropriate</p>	<p>Before occupancy of project uses that would generate fifty percent or more of the forecast project a.m. peak hour trips</p>	
	<p>Mitigation Measure 4.14-5: Before issuance of the first building permit, the applicant shall prepare a TDM program, including any anticipated phasing, and submit it to the City Department of Public Works for review and approval. The TDM program must be designed to achieve the following.</p> <ol style="list-style-type: none"> 1. Reduce trips to achieve one and five-tenths (1.5) AVR in accordance with Davis Municipal Code Section 22.15.060, 2. Reduce daily and peak hour vehicle trips, as forecast for the project in this transportation impact assessment, by 10 percent for every project phase, and 3. Reduce daily VMT by a minimum of 20 percent. <p>The management entity shall be responsible for implementing the TDM Program.</p> <p>(a) The plan shall identify trip reduction/TDM proposed programs and strategies to achieve the above objectives that may include, but are not limited to, the following. The following programs and strategies are described in more detail in the Nishi Gateway Project Sustainability Implementation Plan.</p> <ol style="list-style-type: none"> (1) Bicycle Infrastructure and Incentives; (2) Transit Infrastructure and Incentives; (3) Work Force Housing; (4) Parking Pricing and Supply Management; (5) Transportation Management Association (TMA) Membership and Program Management; 	<p>City of Davis</p>	<p>Before issuance of the first building permit</p>	

Table 4-1 Nishi Gateway Project Mitigation Monitoring and Reporting Program – Nishi Site

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
	<p>(6) Innovative Electric Vehicle Infrastructure and Shared Fleet;</p> <p>(7) Additional Implementing Actions – Subsidized Bikes/hare Membership, Subsidized Carshare Membership, Ride Sharing Program, and Vanpool Program.</p> <p>(b) Single-phase development projects shall achieve TDM AVR objectives within five (5) years of issuance of any certificate of occupancy. Multi-phased projects shall achieve the objectives for each phase within three (3) years of the issuance of any certificate of occupancy.</p> <p>(c) In conjunction with final map approval, recorded codes, covenants and restrictions (CC&Rs) shall include provisions to guarantee adherence to the TDM objectives and perpetual operation of the TDM program regardless of property ownership, inform all subsequent property owners of the requirements imposed herein, and identify potential consequences of nonperformance. Each space use agreement (i.e., lease document) shall also include TDM provisions for the site as a means to inform and commit tenants to, and participate in, helping specific applicable developments meet TDM performance requirements.</p>	City of Davis	Annually, beginning one year after the issuance of any certificate of occupancy and no less than five (5) years following buildout	
	<p>(d) Ongoing reporting:</p> <p>(1) Annual TDM Report. The Management Entity for the Project shall submit an annual status report on the TDM program to the City Department of Public Works beginning a year after the issuance of any certificate of occupancy and no less than five (5) years after buildout. Data shall be collected in October of each year and the Annual Report submitted by December 31 of each year. The report shall be prepared in the form and format designated by the City, which must either approve or disapprove the program within sixty (60) days.</p> <p>i. The TDM performance reports shall focus on the trip reduction incentives offered by the project, their effectiveness, the estimated greenhouse gas (GHG) emissions generated by the project, and the methods by which Carbon Neutrality will be achieved. The report shall:</p> <ul style="list-style-type: none"> ▲ report the AVR levels attained; ▲ verify the TDM plan incentives that have been offered; ▲ describe the use of those incentives offered by employers; ▲ evaluate why the plan did or did not work to achieve the AVR targets and explain why the revised plan is more likely to achieve the AVR target levels; ▲ list additional incentives which can be reasonably expected to correct deficiencies; ▲ evaluate the feasibility and effectiveness of trip reduction/TDM 	City of Davis	Annually, beginning one year after the issuance of any certificate of occupancy and no less than five (5) years following buildout	

Table 4-1 Nishi Gateway Project Mitigation Monitoring and Reporting Program – Nishi Site

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
	<p>program and strategies, as implemented;</p> <ul style="list-style-type: none"> ▲ estimate the greenhouse gas emissions generated by Project transportation operations; and ▲ identify off-setting GHG credits to be secured by the Project to achieve carbon neutrality. <p>ii. The Management Entity shall conduct employee travel surveys annually to determine TDM program participation, AVR levels, and estimated mode shares, and monitor weekday a.m. and p.m. peak hour traffic operations every three years at all impact locations identified in this EIR, comparing the operating LOS with the relevant standards in this EIR. The survey instrument and LOS monitoring plan will be reviewed and approved by the City before implementation.</p> <p>iii. The Management Entity shall also develop and implement a program to monitor daily and peak hour traffic volumes entering and exiting the site, to be conducted annually. The monitoring shall demonstrate that the external vehicle trip generation remains below the EIR projection of 425 a.m. peak hour trips and 465 p.m. peak hour trips. The monitoring program may include statistical considerations to ensure that non-statistically significant increases do not constitute violation of the trip ceiling.</p> <p>iv. If the trip ceiling is exceeded for any two consecutive years, the Management Entity will contribute funding to be determined in a separate study, subject to review and approval by the City of Davis, toward the provision of additional or more intensive travel demand management programs, such as enhanced regional transit service to the site, employee shuttles, subsidies for existing transit service, bicycle facilities, and/or make multi-modal street improvement and other potential measures.</p> <p>v. In the event that other TDM objectives are not met as documented in the Annual Monitoring Report submitted by December 31 of each year, the Management Entity shall:</p> <ul style="list-style-type: none"> ▲ Submit to the City within thirty (30) days of submittal of the annual report, a list of TDM measures that will be implemented to meet the TDM objectives within one hundred eighty (180) days of submittal of annual report. At the end of the one-hundred-eighty-day period, the Management Entity shall submit a revised performance report to determine compliance with TDM objectives. No further measures will be necessary if the TDM objectives are met. 			

Table 4-1 Nishi Gateway Project Mitigation Monitoring and Reporting Program – Nishi Site

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
<p>Impact 4.14-7: Impacts associated with construction vehicle traffic.</p>	<p>Mitigation Measure 4.14-7: Before any construction activities for the project site, the project applicant shall prepare a detailed Construction Traffic Control Plan and submit it for review and approval by the City Department of Public Works. The applicant and the City shall consult with Caltrans, Unitrans, YoloBus, and local emergency service providers for their input before approving the Plan. The plan shall ensure that acceptable operating conditions on local roadways and freeway facilities are maintained during construction. At a minimum, the plan shall include:</p> <ul style="list-style-type: none"> ▲ the number of truck trips, time, and day of street closures; ▲ time of day of arrival and departure of trucks; ▲ limitations on the size and type of trucks, provision of a staging area with a limitation on the number of trucks that can be waiting; ▲ provision of a truck circulation pattern; ▲ provision of driveway access plan so that safe vehicular, pedestrian, and bicycle movements are maintained (e.g., steel plates, minimum distances of open trenches, and private vehicle pick up and drop off areas); ▲ maintain safe and efficient access routes for emergency vehicles; ▲ manual traffic control when necessary; ▲ proper advance warning and posted signage concerning street closures; and ▲ provisions for pedestrian and bicycle safety, including maintaining a clear path for cyclists and pedestrians along the Putah Creek bike path throughout construction. <p>A copy of the construction traffic control plan shall be submitted to local emergency response agencies and these agencies shall be notified at least 14 days before the commencement of construction that would partially or fully obstruct roadways.</p>	<p>City of Davis, in consultation with Caltrans, Unitrans, YoloBus, and local emergency service providers</p>	<p>Prior to initiation of construction</p>	
<p>Impact 4.14-8: Impacts to transit service.</p>	<p>Mitigation Measure 4.14-8: If Access Scenario 1 (2 access points) is adopted, the project applicant shall fund and construct new bus stops within the project site on the West Olive Drive Extension, at a central location in the project site upon occupancy of the first building. The improvements can be constructed within the existing right-of-way. The project applicant shall prepare design plans, to be reviewed and approved by the City Public Works Department, and construct bus stops with shelters, paved pedestrian waiting areas, lighting, real time transit information signage, and pedestrian connections between the new bus stops and all buildings on the project site.</p>	<p>City of Davis</p>	<p>Prior to initiation of construction</p>	

Table 4-1 Nishi Gateway Project Mitigation Monitoring and Reporting Program – Nishi Site

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
4.15 Utilities				
Impact 4.15-2: Impacts to water infrastructure.	Mitigation Measure 4.15-2: Prior to approval of improvement plans for construction at the Nishi site, the applicant shall coordinate with the City of Davis Public Works Department to fund and replace approximately 3,000 feet of the existing 6” and 10” water lines within Olive Drive, east of Richards Boulevard, with a 12” pipe. This improvement shall be completed before initiation of operation of land uses within the Nishi site.	City of Davis	Prior to approval of improvement plans	
Impact 4.15-3: Impacts to wastewater infrastructure.	Mitigation Measure 4.15-3: Prior to issuance of building permits for the Nishi site, the applicant shall coordinate with the City of Davis Public Works Department and conduct a refined engineering analysis, including flow monitoring, of existing sewer lines between the project site and Sewer Lift Station No. 4 to confirm adequate flow capacity. At a minimum, the applicant shall replace the existing 8” sewer line within Olive Drive with a 12” pipe. Should additional sewer pipe upsizing be deemed necessary through coordination with the City Public Works Department, the applicant shall replace those pipes before operation of on-site uses.	City of Davis	Prior to issuance of building permits	
Listed below are only those cumulative impacts that were determined to be significant.				
5.3.14 Transportation and Circulation	Mitigation Measure 5.14-1a: Improvements to the First Street/F Street intersection are not currently included in the City’s transportation development fee program. The project applicant shall fund a City-administered engineering analysis to determine a probable estimate of costs and a fair share of the improvements. The City of Davis shall include the project in the development fee program. The project applicant shall contribute appropriate fees for the design and construction of the installation of a traffic signal at the First Street/F Street intersection and the widening of the eastbound lane on First Street, from E Street to just east of F Street, to provide a dedicated eastbound left-turn lane and eastbound through lane. Alternately, the left turn movement from eastbound First Street onto northbound F Street could be prohibited, requiring eastbound traffic on First Street to continue on to G Street.	City of Davis	Prior to initiation of construction	
	The following mitigation measures apply to Access Scenario 1 only. Mitigation Measure 5.14-1b: The project applicant shall contribute appropriate fees for the design and construction of the installation of a single lane roundabout, or equivalent measure, at the intersection of Old Davis Road/New Connector Street on the UC Davis campus. The improvement shall be constructed concurrent with completion of the new underpass and roadway that would connect the Nishi Gateway project and the UC Davis campus. The improvement design shall be reviewed and approved by UC Davis staff and the Davis Public Works Department before implementation.	City of Davis, in cooperation with UC Davis	Prior to initiation of construction	

Table 4-1 Nishi Gateway Project Mitigation Monitoring and Reporting Program – Nishi Site

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
	<p>Mitigation Measure 5.14-1c: The project applicant shall contribute appropriate fees for the design and construction of the installation of a traffic signal at the West Olive Drive/West Olive cul-de-sac intersection located approximately 350 feet west of the Richards Boulevard/Olive Drive intersection.</p> <p>Mitigation Measure 5.14-2: The applicant shall contribute appropriate fees for the implementation of travel route management strategies, including changeable message signs with route delay information and downtown parking capacity information, signal coordination and timing plans, and other roadway network management strategies, as appropriate, to efficiently manage the capacities of the various roadways serving as the primary travel corridors in Davis.</p> <p>This project is not currently included in the City's transportation development fee program. The project applicant shall fund a City-administered engineering analysis to determine a probable estimate of costs and a fair share of the improvements. The City of Davis shall include the project in the development fee program. The City, in cooperation with UC Davis, shall implement information systems in South Davis, Downtown Davis, and on the UC Davis campus that inform motorists when Richards Boulevard, between First Street and Research Park Drive, is heavily congested and encourage the use of alternate routes – particularly for through traffic without a destination in Downtown Davis. The information systems shall include vehicle detection equipment at key points on Richards Boulevard in the I-80 interchange and changeable message signs (CMS) with route delay information and downtown parking capacity information. Alternate interchange access points include the I-80/Old Davis Road interchange for campus traffic and the I-80/Mace Boulevard interchange for South Davis traffic.</p>	<p>City of Davis</p> <p>City of Davis, in cooperation with UC Davis</p>	<p>Prior to initiation of construction</p> <p>Prior to initiation of construction</p>	
<p>5.3.15 Utilities (Wastewater Treatment).</p>	<p>Mitigation Measure 5.15-1: Prior to approval of improvement plans for each phase of development, the applicant shall provide funding for the City to perform a WWTP analysis to identify the then-current City of Davis WWTP BOD loading capacity. If the WWTP analysis determines that adequate BOD loading capacity exists at the WWTP to serve the project, further action is not required for the phase under review. If the analysis finds that the WWTP BOD loading capacity is not sufficient to serve the particular development phase under review, that phase of development shall not be approved until a plan, for financing and constructing additional BOD loading capacity improvements has been prepared and approved; the additional BOD loading capacity improvements have been constructed; and the City Engineer has verified that sufficient capacity exists to serve said phase.</p>	<p>City of Davis</p>	<p>Prior to approval of improvement plans</p>	

Table 4-2 Nishi Gateway Project Mitigation Monitoring and Reporting Program – West Olive Drive

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
<p>4.4 Biological Resources</p> <p>Impact 4.4-1: Disturbance or loss of special-status plants.</p>	<p>The applicant shall implement the following measures to avoid or minimize loss of California black walnut:</p> <ul style="list-style-type: none"> ▶ Construction activities shall avoid removal of and damage to California black walnut trees that were identified as healthy or requiring training/trimming. Dead trees may be removed and do not require mitigation. The protection of the remaining black walnut trees shall include the prohibition of heavy equipment operation within the drip line of the trees to be preserved. Only hand tools may be used within the drip line. ▶ In the event that a California black walnut tree cannot be avoided, the applicant shall replace the trees such that there is no net loss of California black walnuts. At a minimum, each California black walnut tree will be replaced with 15-gallon California black walnut trees at a 2:1 ratio (two California black walnut trees planted for every California black walnut tree removed). The replacement trees may be incorporated into proposed plantings within designated open space areas on-site or in proximity to the old north fork Putah Creek area. ▶ Success criteria for compensatory California black walnuts shall include: <ul style="list-style-type: none"> ▶ The extent of occupied area and tree density (number of trees per unit area) in compensatory populations will be equal to or greater than the affected occupied habitat. ▶ 5 years annual monitoring with remedial planting if mortality exceeds 20%. The applicant shall submit annual reports, prepared by a qualified arborist, to the City indicating success metrics for replacement planting. If mortality exceeds 20%, annual reporting shall continue for 5 years after remedial planting until it is demonstrated that replacement criteria stated within this measure is attained. ▶ California black walnut trees recommended for trimming/training by the 2014 arborist report for the Nishi site shall be trimmed/trained prior to initiation of construction. 	<p>City of Davis</p>	<p>During construction</p>	
		<p>City of Davis</p>	<p>During construction</p>	
		<p>City of Davis</p>	<p>Once every year for 5 years following planting to ensure planting success</p>	
		<p>City of Davis</p>	<p>Prior to initiation of construction</p>	

Table 4-2 Nishi Gateway Project Mitigation Monitoring and Reporting Program – West Olive Drive

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
<p>Impact 4.4-2: Impacts to valley elderberry longhorn beetle.</p>	<p>Mitigation Measure 4.4-2: The applicant shall implement the following measures to avoid or minimize loss of valley elderberry longhorn beetle:</p> <ul style="list-style-type: none"> ▶ If elderberry shrubs are 100 feet or more from project activities, no direct or indirect impacts are expected. Shrubs will be protected during construction by establishing and maintaining a high visibility netting at least 100 feet from the drip line of each elderberry shrub with stems 1 inch or greater. If fencing would cut off access to the pedestrian/bicycle trail within the old north fork Putah Creek trail area, high visibility flagging will be used, but all contractors will be briefed as to the limits of construction and the need to avoid the flagged area. ▶ Should construction activities be necessary within 100 feet of existing elderberry shrubs, project activities may occur up to 20 feet from the dripline of elderberry shrubs, pending consultation with the USFWS. At a minimum, the following shall be implemented: <ul style="list-style-type: none"> ▶ A minimum setback of at least 20 feet from the dripline of each elderberry plant with stems greater than one-inch diameter at ground level will be maintained to avoid direct impacts. The buffer area will be fenced with high visibility construction fencing or flagging before commencement of ground-disturbing activities and will be maintained for the duration of construction activities. The applicant will ensure that ground-disturbing activities on the project site do not alter the hydrology of the site or otherwise affect the likelihood of vigor or survival of elderberry shrubs. ▶ The applicant will ensure that project activities, such as truck traffic or other use of machinery, do not create excessive dust on the project site, such that the growth or vigor of elderberry shrubs is adversely affected. Enforcement of a speed-limit and watering dirt roadways are potential methods to ensure that excessive dust is not created. ▶ Areas that are disturbed temporarily will be restored to pre-disturbance conditions. Erosion control measures will be implemented to restore areas disturbed within 100 feet of elderberry shrubs. ▶ No insecticides, herbicides, fertilizers, or other chemicals will be used within 100 feet of elderberry shrubs. Herbaceous vegetation may be mowed or removed using hand tools within 100 feet, but not within 20 feet of the elderberry shrubs. ▶ The applicant or its contractor will ensure that all contractors are briefed on the need to avoid damaging the elderberry plants, the status of the beetle, the need to protect its elderberry plant, and the possible penalties for not complying with these requirements. 	<p>City of Davis</p>	<p>Prior to initiation of and during construction</p>	

Table 4-2 Nishi Gateway Project Mitigation Monitoring and Reporting Program – West Olive Drive

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
<p>Impact 4.4-3: Impacts to special status bat species.</p>	<p>▶ The applicant shall erect signs every 50 feet along the edge of the avoidance area with the following information: "This area is habitat of the valley elderberry longhorn beetle, a threatened species, and must not be disturbed. This species is protected by the Endangered Species Act of 1973, as amended. Violators are subject to prosecution, fines, and imprisonment." The signs should be clearly readable from a distance of 20 feet, and must be maintained for the duration of construction.</p> <p>Mitigation Measure 4.4-3: The applicant shall implement the following measures to avoid or minimize impacts to special status bat species:</p> <ul style="list-style-type: none"> ▶ Before ground disturbance, surveys will be conducted to determine if suitable habitat (that would be removed during construction) are occupied by bats. These areas shall be surveyed within 14 days before start of construction. Surveys may consist of daytime pedestrian surveys looking for evidence of bat use (e.g., guano) and/or an evening emergence survey to note the presence or absence of bats. Bat detectors may be used to supplement survey efforts, but are not required. If no evidence of bat roosts are found, then no further study is required. If evidence of bat use is observed, the number and species of bats using the roost will be determined. ▶ If surveys confirm bats daytime-roost will be affected by the project, a Bat Exclusion Plan will be developed by the applicant and submitted to the City for review and approval before its implementation. No bat exclusion will occur between March 1 and August 15 (depending on type of roost and location) which coincides with the maternity season in California. ▶ If a winter roost or a maternity roost is found, a 100 foot buffer will be created around a roost and no project related activities will occur within the buffer until a biologist has determined that the roost is no longer in use. 	<p>City of Davis</p>	<p>Prior to initiation of construction</p>	
<p>Impact 4.4-4: Impacts to Swainson's hawk</p>	<p>Mitigation Measure 4.4-4b: The applicant shall implement the following measures to avoid or minimize impacts to Swainson's hawk within West Olive Drive:</p> <ul style="list-style-type: none"> ▶ For construction activities occurring between February 1 and August 31, the applicant shall retain a qualified biologist to conduct surveys for Swainson's hawk in accordance with the Swainson's Hawk Technical Advisory Committee 2000 guidelines (SHTAC 2000) and/or currently accepted guidance/industry standards. Surveys shall encompass a minimum of a 0.5-mile radius around the construction area. If nesting Swainson's hawks are detected, a 0.5-mile, no-disturbance buffer shall be established, depending on location. Buffers shall be maintained until a qualified biologist has determined that the young have fledged and are no longer reliant upon the nest or parental care for survival. Buffer distance may be reduced in consultation with CDFW. 	<p>City of Davis and CDFW (if a buffer reduction is proposed)</p>	<p>Prior to initiation of construction</p>	

Table 4-2 Nishi Gateway Project Mitigation Monitoring and Reporting Program – West Olive Drive

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
	<p>Although no Swainson's hawk nests were observed during the initial survey, it is possible that before initiation of construction, a Swainson's hawk may establish a nest within the boundaries of the project site. If a Swainson's hawk nest tree is found within the project site and said nesting tree is to be removed during construction activities, removal will take place outside of Swainson's hawk nesting season. Upon discovery, the applicant shall develop a tree replacement plan, in consultation with CDFW, to replace known active nest trees at a ratio of 3:1. If replacement planting is implemented, monitoring shall be conducted annually for 5 years to assess the mitigation's effectiveness. The plan shall include a performance standard for the mitigation that results in no net loss of nesting habitat.</p>	<p>City of Davis, in consultation with CDFW</p>	<p>Prior to initiation of construction and once every year for 5 years following planting to ensure planting success</p>	
<p>Impact 4.4-5: Impacts to burrowing owl.</p>	<p>Mitigation Measure 4.4-5c: The applicant shall implement the following measures to avoid or minimize impacts to burrowing owl:</p> <ul style="list-style-type: none"> ▶ The applicant shall retain a qualified biologist to conduct pre-construction surveys for burrowing owls in areas supporting potentially suitable habitat (sparsely vegetated areas and those containing suitable burrows) no more than 30 days before the start of construction activities that could affect the subject areas. If ground-disturbing activities are delayed or suspended for more than 30 days after the pre-construction survey, the site shall be resurveyed. The project biologist shall conduct surveys for burrowing owls in accordance with protocols established in the Staff Report on Burrowing Owl Mitigation (CDFG 2012 or current version). 	<p>City of Davis</p>	<p>No less than 30 days prior to initiation of construction</p>	
<p>Impact 4.4-6: Impacts to other special status nesting birds and raptors.</p>	<p>Mitigation Measure 4.4-6: The applicant shall implement the following measures to avoid or minimize impacts to special-status birds, raptors, or other birds protected under the MBTA:</p> <ul style="list-style-type: none"> ▶ For construction activities occurring between February 1 and August 31, the applicant shall retain a qualified biologist to conduct surveys for special status nesting birds and raptors no less than 14 days before the start of ground disturbing activities. These surveys can be conducted concurrently with the Swainson's hawk and burrowing owl surveys identified in Mitigation Measures 4.4-4a and 4.4-5a. If no nesting birds are found, no further study is required. 	<p>City of Davis, in consultation with CDFW</p>	<p>During construction during the nesting season (February 1 through August 31)</p>	
		<p>City of Davis</p>	<p>Within two weeks of initiation of construction</p>	

Table 4-2 Nishi Gateway Project Mitigation Monitoring and Reporting Program – West Olive Drive

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
	<ul style="list-style-type: none"> ▲ If nests are detected, the project biologist shall establish a minimum 500-foot no-disturbance buffer for raptors and a 100-foot no-disturbance buffer around all other nests until the nest is no longer active or the young have fledged. The size of the buffer may be adjusted by the project biologist if, in consultation with CDFW, it is determined that such an adjustment would not be likely to adversely affect the nest. 	City of Davis, in consultation with CDFW	During construction	
	<ul style="list-style-type: none"> ▲ Factors to be considered for determining buffer size shall include: the presence of natural buffers provided by vegetation or topography; nest height; locations of foraging territory; and baseline levels of noise and human activity. Buffers shall be maintained until a qualified biologist has determined that young have fledged and are no longer reliant upon the nest or parental care for survival. 	City of Davis, in consultation with CDFW	During construction	
	<ul style="list-style-type: none"> ▲ Should tricolored blackbird be relisted as a fully-protected species before construction activities associated with the project and tricolored blackbird are found during the preconstruction surveys, a 500-foot no disturbance buffer shall be established around the nesting colony unless otherwise approved by CDFW. The buffer will be maintained until a qualified biologist has determined that the young have fledged and are no longer reliant upon the nest or parental care for survival. 	City of Davis, in consultation with CDFW	During construction	
<p>Impact 4.4-7: Loss of riparian habitat and fill of waters of the U.S. during construction.</p>	<p>Mitigation Measure 4.4-7: The applicant shall implement the following measures to avoid, minimize, and mitigate impacts on sensitive natural communities and compensate for loss of remnant riparian and wetland habitat:</p> <ul style="list-style-type: none"> ▲ As a first priority, the applicant will minimize wetland and/or riparian impacts through minimizing project footprint during project design and construction 	City of Davis	During project design and construction	
	<ul style="list-style-type: none"> ▲ Before any ground breaking activity along the remnant riparian area of the old north fork Putah Creek, the applicant shall retain a qualified wetland specialist who shall prepare a jurisdictional wetland delineation for both waters of the U.S. and waters of the State in sensitive areas that cannot be avoided. The preliminary delineation shall be submitted to USACE for verification. 	City of Davis, in consultation with the USACE	Prior to ground disturbance along the remnant riparian area of the old north fork Putah Creek	
	<ul style="list-style-type: none"> ▲ The creek and associated riparian areas may be subject to CDFW regulation under Section 1602 of the Fish and Game Code and shall be evaluated for CDFW jurisdiction and riparian extent. If determined to be subject to CDFW jurisdiction, CDFW shall be consulted and a Lake and Streambed Alteration Agreement notification shall be prepared. 	City of Davis, in consultation with CDFW	Prior to initiation of construction	

Table 4-2 Nishi Gateway Project Mitigation Monitoring and Reporting Program – West Olive Drive

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
	<ul style="list-style-type: none"> ▲ No grading, fill, or other ground disturbing activities shall occur in proximity to the Putah Creek channel until all required permits, regulatory approvals, and permit conditions for effects on wetland and riparian habitats are obtained. Any additional avoidance, minimization, and conservation measures shall be fulfilled before construction as stipulated by the permits. ▲ For those wetlands and riparian areas that cannot be avoided, the applicant shall commit to replace, restore, or enhance on a "no net loss" basis (in accordance with the USACE permit) the acreage of all wetlands and other waters of the U.S. that would be removed, lost, and/or degraded with project implementation. Wetland habitat shall be restored, enhanced, and/or replaced at an acreage and location and by methods agreeable to USACE, and the RWQCB (if applicable) as appropriate, depending on agency jurisdiction, and as determined during the permitting processes. Similarly all riparian vegetation shall be compensated for, as applicable, in accordance with an obtained CDFW 1602 Streambed Alteration Agreement. ▲ The applicant or its contractor will provide environmental awareness training to all construction workers on-site, conducted by a qualified biologist that includes the following provisions: <ul style="list-style-type: none"> ▶ The location of the Putah Creek revegetation area and its designation as "environmentally sensitive area." This area will be protected, and no entry by the Contractor or crews will occur unless specifically authorize as per the project plans. ▶ The area will be protected by installing orange construction barrier fence at the limits of the area needed to construction improvements along this area. If needed, the contractor will work with the project biologist to identify the location for the barrier fence. The fencing will be installed before construction activities are initiated and will be maintained throughout the construction period. 	City of Davis	Prior to initiation of and during construction	
		City of Davis, in consultation with USACE and the RWQCB, if applicable	During construction	
		City of Davis	Prior to initiation of and during construction	
<p>4.5 Cultural Resources</p> <p>Impact 4.5-1: Disturb unique archaeological resources.</p>	<p>Mitigation Measures 4.5-1b: In the event that any prehistoric or historic-era subsurface archaeological features or deposits, including locally darkened soil ("middens"), that could conceal cultural deposits, are discovered during construction, all ground-disturbing activity within 100 feet of the resources shall be halted and a qualified professional archaeologist shall be retained to assess the significance of the find. If the find is determined to be significant by the qualified archaeologist (i.e., because it is determined to constitute either an historical resource or a unique archaeological resource), the archaeologist shall develop appropriate procedures to protect the integrity of the resource and ensure that no additional resources are affected. Procedures could include but would not necessarily be</p>	City of Davis	During construction	

Table 4-2 Nishi Gateway Project Mitigation Monitoring and Reporting Program – West Olive Drive

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
<p>Impact 4.5-2: Accidental discovery of human remains.</p>	<p>Limited to preservation in place, archival research, subsurface testing, or contiguous block-unit excavation and data recovery.</p> <p>If the archaeologist determines that some or all of the affected property qualifies as a Native American Cultural Place, including a Native American sanctified cemetery, place of worship, religious or ceremonial site, or sacred shrine (Public Resources Code §5097.9) or a Native American historic, cultural, or sacred site, that is listed or may be eligible for listing in the California Register of Historical Resources pursuant to Public Resources Code §5024.1, including any historic or prehistoric ruins, any burial ground, any archaeological or historic site (Public Resources Code §5097.993), the archaeologist shall recommend to the applicant potentially feasible procedures that would preserve the integrity of the site or minimize impacts on it.</p> <p>Mitigation Measure 4.5-2: California law recognizes the need to protect Native American human burials, skeletal remains, and items associated with Native American burials from vandalism and inadvertent destruction. The procedures for the treatment of Native American human remains are contained in California Health and Safety Code Sections 7050.5 and 7052 and California Public Resources Code Section 5097.</p> <p>If human remains are discovered during any demolition/construction activities, potentially damaging ground-disturbing activities in the area of the remains shall be halted immediately, and the project applicant shall notify the Yolo County coroner and the NAHC immediately, according to Section 5097.98 of the State Public Resources Code and Section 7050.5 of California's Health and Safety Code. If the remains are determined by the NAHC to be Native American, the guidelines of the NAHC shall be adhered to in the treatment and disposition of the remains. The project applicant shall also retain a professional archaeologist with Native American burial experience to conduct a field investigation of the specific site and consult with the Most Likely Descendant (MLD), if any, identified by the NAHC. Following the coroner's and NAHC's findings, the archaeologist, and the NAHC-designated MLD shall determine the ultimate treatment and disposition of the remains and take appropriate steps to ensure that additional human interments are not disturbed. The responsibilities for acting upon notification of a discovery of Native American human remains are identified in California Public Resources Code Section 5097.94.</p>	<p>City of Davis, in consultation with Yolo County Coroner and NAHC</p>	<p>During construction</p>	
<p>4.7 Greenhouse Gas Emissions, Climate Change, and Energy</p>				
<p>Impact 4.7-2: Considerably contribute to climate change through project-generated greenhouse gas emissions during operation.</p>	<p>Mitigation Measure 4.7-2a: Each individual project or subdivision developed/constructed as a part of the Nishi Gateway Project shall demonstrate consistency with the D-CAAP by achieving a downward trajectory in GHG emissions, towards the City goal of zero net GHG emissions by the year 2050. The project must achieve the target in place for the year in which the application is filed.</p>	<p>City of Davis</p>	<p>At the time of or before building permits are issued</p>	

Table 4-2 Nishi Gateway Project Mitigation Monitoring and Reporting Program – West Olive Drive

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification																														
	<p>At the City's discretion, compliance with this mitigation measure for different development activities associated with the same approval may occur at different stages in the development process depending on the nature of the project and may be based on the year that physical improvements are anticipated. GHG emissions associated with all activities must demonstrate consistency with this measure at the time of or before building permits are issued. Mitigation for buildings shall occur at the time the building permit is issued, and the amount of mitigation shall be based on the year the building permit is issued, and for other emissions from a project may occur at an earlier approval but no later than issuance of entitlements. The applicant may file and City may consider and approve a GHG mitigation plan that lays out the mitigation for different stages of development within the same subsequent project approval.</p> <ol style="list-style-type: none"> 1. Prior to issuance of any subsequent entitlement or permit, or alternatively prior to any approval taking effect, the applicant shall implement the following steps unless these steps have already been undertaken for the project through a prior approval or action: 2. Using CalEEMod or another model accepted for this purpose by the City, calculate total expected GHG emissions (all sectors) for the proposed project under two scenarios: a) 1990 emissions rates; and, b) emission rates applicable at the time of the application, taking into account applicable building standards and other adopted regulatory requirements, as well as building design, use of renewable energy, etc. Calculate the difference between these two scenarios in step 1 as a percentage of the 1990 project emissions. 3. Compare the difference in emissions from step 2 to the required minimum emissions reduction schedule provided below: <table border="1" data-bbox="974 987 1421 1535"> <thead> <tr> <th>Applications Filed On or Before</th> <th>Minimum Required Reduction in GHG Emissions From Calculated 1990 Emissions</th> </tr> </thead> <tbody> <tr><td>12/31/16</td><td>22.5</td></tr> <tr><td>12/31/17</td><td>25.0</td></tr> <tr><td>12/31/18</td><td>27.5</td></tr> <tr><td>12/31/19</td><td>30.0</td></tr> <tr><td>12/31/20</td><td>32.5</td></tr> <tr><td>12/31/21</td><td>35.0</td></tr> <tr><td>12/31/22</td><td>37.5</td></tr> <tr><td>12/31/23</td><td>40.0</td></tr> <tr><td>12/31/24</td><td>42.5</td></tr> <tr><td>12/31/25</td><td>45.0</td></tr> <tr><td>12/31/26</td><td>47.5</td></tr> <tr><td>12/31/27</td><td>50.0</td></tr> <tr><td>12/31/28</td><td>52.5</td></tr> <tr><td>12/31/29</td><td>55.0</td></tr> </tbody> </table>	Applications Filed On or Before	Minimum Required Reduction in GHG Emissions From Calculated 1990 Emissions	12/31/16	22.5	12/31/17	25.0	12/31/18	27.5	12/31/19	30.0	12/31/20	32.5	12/31/21	35.0	12/31/22	37.5	12/31/23	40.0	12/31/24	42.5	12/31/25	45.0	12/31/26	47.5	12/31/27	50.0	12/31/28	52.5	12/31/29	55.0			
Applications Filed On or Before	Minimum Required Reduction in GHG Emissions From Calculated 1990 Emissions																																	
12/31/16	22.5																																	
12/31/17	25.0																																	
12/31/18	27.5																																	
12/31/19	30.0																																	
12/31/20	32.5																																	
12/31/21	35.0																																	
12/31/22	37.5																																	
12/31/23	40.0																																	
12/31/24	42.5																																	
12/31/25	45.0																																	
12/31/26	47.5																																	
12/31/27	50.0																																	
12/31/28	52.5																																	
12/31/29	55.0																																	

Table 4-2 Nishi Gateway Project Mitigation Monitoring and Reporting Program – West Olive Drive

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
	<p>12/31/30 57.5... (2.5% increased reduction per year) 12/31/35 70.0... (2.5% increased reduction per year) 12/31/40 82.5... (2.5% increased reduction per year) 12/31/45 95.0... (2.5% increased reduction per year) 12/31/50 100.0</p> <p>4. If the difference calculated in step 2 is greater than the required reduction in step 3, the development may “bank” this as a credit to use with later projects. If the difference calculated in step 2 does not demonstrate the required reduction in step 3, applicant shall identify feasible actions to achieve the required reductions using the following priority: First priority – building specific actions Second priority – on-site actions Third priority – community based (within Davis) actions Fourth priority – pay GHG reduction fees (carbon offsets) into a qualified existing local program, if one is in place Fifth priority – other demonstrated method of reducing emissions</p> <p>6. Calculate, using acceptable methods, the measurable GHG reduction value of each proposed action.</p> <p>7. Provide a Technical Memorandum of Compliance (TMC) documenting the following minimum items: modeling (step 1); emissions calculations (step 2); applicable reduction (step 3); chosen feasible actions to achieve required reduction (step 4); and measurable GHG reduction value of each action (step 5). The TMC and all steps of the process are subject to review and authorization by the City of Davis Department of Community Development and Sustainability.</p> <p>8. Implement the authorized actions and provide evidence of this to the City of Davis Department of Community Development and Sustainability. The City upon review and acceptance of implementation, shall issue the subject entitlement, permit, or approval.</p>	City of Davis	Once every 5 years beginning in 2020	
	<p>Mitigation Measure 4, 7-2b: Every 5 years, the development shall submit a GHG Emissions Reduction Accounting and Program Effectiveness Report. The report shall be submitted by 12/31 of each fifth year starting in 2020. First report due by 12/31/20, second report due by 12/31/25, etc., through 2050. The report shall identify the following minimum items. Other documentation requirements may be added by the City if found to be necessary to satisfy this mitigation measure.</p> <p>1. Projected annual GHG emissions for the development, total and by sector, from the project EIR</p>	City of Davis	Once every 5 years beginning in 2020	

Table 4-2 Nishi Gateway Project Mitigation Monitoring and Reporting Program – West Olive Drive

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
	<ol style="list-style-type: none"> 2. GHG emissions from all uses collectively operating at the development, total and by sector, at the time of reporting. 3. GHG emissions from each occupied building within the development, total and by sector. 4. Summary of prior TMCs and 5-year reports 5. Running total of development emissions reductions and reduction credits, in total and by building 6. Comprehensive data base and summary of implemented reduction actions 			
<p>4-8 Hazards and Hazardous Materials</p> <p>Impact 4.8-2: Result in the release of hazardous materials from a site of known or potential contamination.</p>	<p>Mitigation Measure 4.8-2b: Prior to initiation of grading or other groundwork, the applicant shall provide a hazardous materials contingency plan to YCEHD. The plan will describe the necessary actions that would be taken if evidence of contaminated soil or groundwater is encountered during construction. The contingency plan shall identify conditions that could indicate potential hazardous materials contamination, including soil discoloration, petroleum or chemical odors, and presence of underground storage tanks or buried building material.</p> <p>If at any time during the course of constructing the project, evidence of soil and/or groundwater contamination with hazardous material is encountered, the project applicant shall immediately halt construction and contact YCEHD. Work shall not recommence until the discovery has been assessed/treated appropriately (through such mechanisms as soil or groundwater sampling and remediation if potentially hazardous materials are detected above threshold levels) to the satisfaction of YCEHD, RWQCB, and DTSC (as applicable). The plan, and obligations to abide by and implement the plan, shall be incorporated into the construction and contract specifications of the project.</p> <p>Mitigation Measure 4.8-2d: Minimize potential for accidental release of hazardous materials during demolition. Prior to demolition of existing structures within West Olive Drive, the project applicant shall complete the following:</p> <ul style="list-style-type: none"> ▲ Locate and dispose of potentially hazardous materials in compliance with all applicable federal, state, and local laws. This shall include: (1) identify locations that could contain hazardous residues; (2) remove plumbing fixtures known to contain, or potentially containing, hazardous materials; (3) determine the waste classification of the debris; (4) package contaminated items and wastes; and (5) identify disposal site(s) permitted to accept such wastes. ▲ Provide written documentation to the County that asbestos testing and abatement, as appropriate, has occurred in compliance with applicable federal, state, and local laws. 	<p>City of Davis in consultation with YCEHD, RWQCB, and DTSC, as appropriate</p>	<p>Prior to ground disturbance</p>	
		<p>City of Davis, in consultation with YCEHD, as appropriate</p>	<p>Prior to demolition of existing structures</p>	

Table 4-2 Nishi Gateway Project Mitigation Monitoring and Reporting Program – West Olive Drive

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
	<p>Provide written documentation to the County that lead-based paint testing and abatement, as appropriate, has been completed in accordance with applicable state and local laws and regulations. Abatement shall include the removal of lead contaminated soil (considered soil with lead concentrations greater than 400 parts per million in areas where children are likely to be present), if lead-contaminated soil is to be removed, the project applicant shall submit a soil management plan to YCEHD.</p>			
Listed below are only those cumulative impacts that were determined to be significant.				
5.3.14 Transportation and Circulation	<p>Mitigation Measure 5.14-1a: Improvements to the First Street/F Street intersection are not currently included in the City’s transportation development fee program. The project applicant shall fund a City-administered engineering analysis to determine a probable estimate of costs and a fair share of the improvements. The City of Davis shall include the project in the development fee program. The project applicant shall contribute appropriate fees for the design and construction of the installation of a traffic signal at the First Street/F Street intersection and the widening of the eastbound lane on First Street, from E Street to just east of F Street, to provide a dedicated eastbound left turn lane and eastbound through lane. Alternately, the left turn movement from eastbound First Street onto northbound F Street could be prohibited, requiring eastbound traffic on First Street to continue on to G Street.</p> <p>The following mitigation measures apply to Access Scenario 1 only.</p> <p>Mitigation Measure 5.14-1b: The project applicant shall contribute appropriate fees for the design and construction of the installation of a single lane roundabout, or equivalent measure, at the intersection of Old Davis Road/New Connector Street on the UC Davis campus. The improvement shall be constructed concurrent with completion of the new underpass and roadway that would connect the Nishi Gateway project and the UC Davis campus. The improvement design shall be reviewed and approved by UC Davis staff and the Davis Public Works Department before implementation.</p> <p>Mitigation Measure 5.14-1c: The project applicant shall contribute appropriate fees for the design and construction of the installation of a traffic signal at the West Olive Drive/West Olive cul-de-sac intersection located approximately 350 feet west of the Richards Boulevard/Olive Drive intersection.</p>	City of Davis	<p>Prior to initiation of construction, no contribution is needed if the improvement has been implemented already or has been incorporated into the City’s development fee program.</p> <p>Prior to initiation of construction, no contribution is needed if the improvement has been implemented already or has been incorporated into the City’s development fee program.</p> <p>Prior to initiation of construction, no contribution is needed if the improvement has been implemented already or has been incorporated into the City’s development fee program.</p>	

Table 4-2 Nishi Gateway Project Mitigation Monitoring and Reporting Program – West Olive Drive

Impact	Mitigation Measure	Monitoring Responsibility	Timing	Verification
	<p>Mitigation Measure 5.14-2: The applicant shall contribute appropriate fees for the implementation of travel route management strategies, including changeable message signs with route delay information and downtown parking capacity information, signal coordination and timing plans, and other roadway network management strategies, as appropriate, to efficiently manage the capacities of the various roadways serving as the primary travel corridors in Davis.</p>	<p>City of Davis, in cooperation with UC Davis</p>	<p>Prior to initiation of construction, no contribution is needed if the improvement has been implemented already or has been incorporated into the City's development fee program.</p>	

For Document Production use. Please do not remove

File Contents

4 MITIGATION MONITORING AND REPORTING PROGRAM.....4-1

4.1 Purpose of Mitigation Monitoring and Reporting Program 4-1

4.2 Roles and Responsibilities..... 4-1

4.3 Reporting..... 4-2

4.4 Mitigation Monitoring and Reporting Program Table..... 4-2

Appendices

Exhibits

No table of contents entries found.

Tables

Table 4-1 Nishi Gateway Project Mitigation Monitoring and Reporting Program – Nishi Site 4-3

Table 4-2 Nishi Gateway Project Mitigation Monitoring and Reporting Program – West Olive Drive...4-27

Citations

- Green = matched reference
- Aqua = missing full reference
- Pink = no citation in text

none

References

RESOLUTION NO. 16-___, SERIES 2016

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF DAVIS AMENDING THE
GENERAL PLAN TO RE-DESIGNATE THE “NISHI” PROPERTY FROM
AGRICULTURE TO UNIVERSITY-RELATED RESEARCH PARK, MAKE EDITS TO
THE UNIVERSITY-RELATED RESEARCH PARK AND AGRICULTURE LAND USE
CATEGORIES, AND ESTABLISH THE BASELINE PROJECT FEATURES SUBJECT
TO APPROVAL OF THE VOTERS**

WHEREAS, the City of Davis has visions to foster a safe, sustainable, healthy, diverse and stimulating environment for all in the community; maintain Davis as a cohesive, compact, university-oriented city surrounded by and containing farmland, greenbelts, natural habitats and natural resources; and preserve and create an array of distinct neighborhoods so that all residents can identify a neighborhood that is “home” for them; and

WHEREAS, the General Plan establishes parameters for consideration of a General Plan Amendment to change the designation of the Nishi Property to an urban land use category; and

WHEREAS; the City Council has established goals of supporting the community decision-making process on Measure R regarding Nishi Gateway through education regarding challenges and opportunities; and

WHEREAS, the Planning Commission held a public hearing on January 6, 2016 to receive comments and consider the proposed amendment; and

WHEREAS, the City Council held a public hearing on January 19, 2016 to receive comments and consider the proposed amendment; and

WHEREAS, Environmental Impact Report SCH #201512066 adequately assesses the impacts of this General Plan Amendment; and

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DAVIS:

Section 1 – Land Use Map. The City of Davis General Plan Land Use Map (Figures 11a and 11b) are hereby amended with the change of the “Nishi” property from a designation of “Agriculture” to University-Related Research Park, as shown in the map, Exhibit A, to this resolution.

Section 2 – Land Use Text Changes. The General Plan Land Use Text relating to the University –Related Research Park and the Agriculture categories is hereby amended, as shown in the text, Exhibit B, to this resolution.

Section 3 – Other Exhibits. The figures for Primary Bicycle Network (Figure 23), Park & School Sites (Figure 30) and Open Space (Figures 31A & 31B) are hereby revised to reflect the proposed project, as shown in Exhibit C.

Section 4 – Baseline Project Features. The Baseline Project Features for the applications, as established by Chapter 41 of the City of Davis Municipal Code, are included as Exhibit D to this Resolution.

Section 5 – Effective Date. This Amendment shall not be effective unless and until the action is ratified by the voters in a “Measure R” election, as specified in City of Davis Ordinances 2008 and 2350, the Citizen’s Right to Vote on Future Use of Open Space and Agricultural Lands Ordinance.

PASSED AND ADOPTED by the City Council of the City of Davis this 16th day of January, 2016, by the following vote:

AYES:

NOES:

Daniel Wolk
Mayor

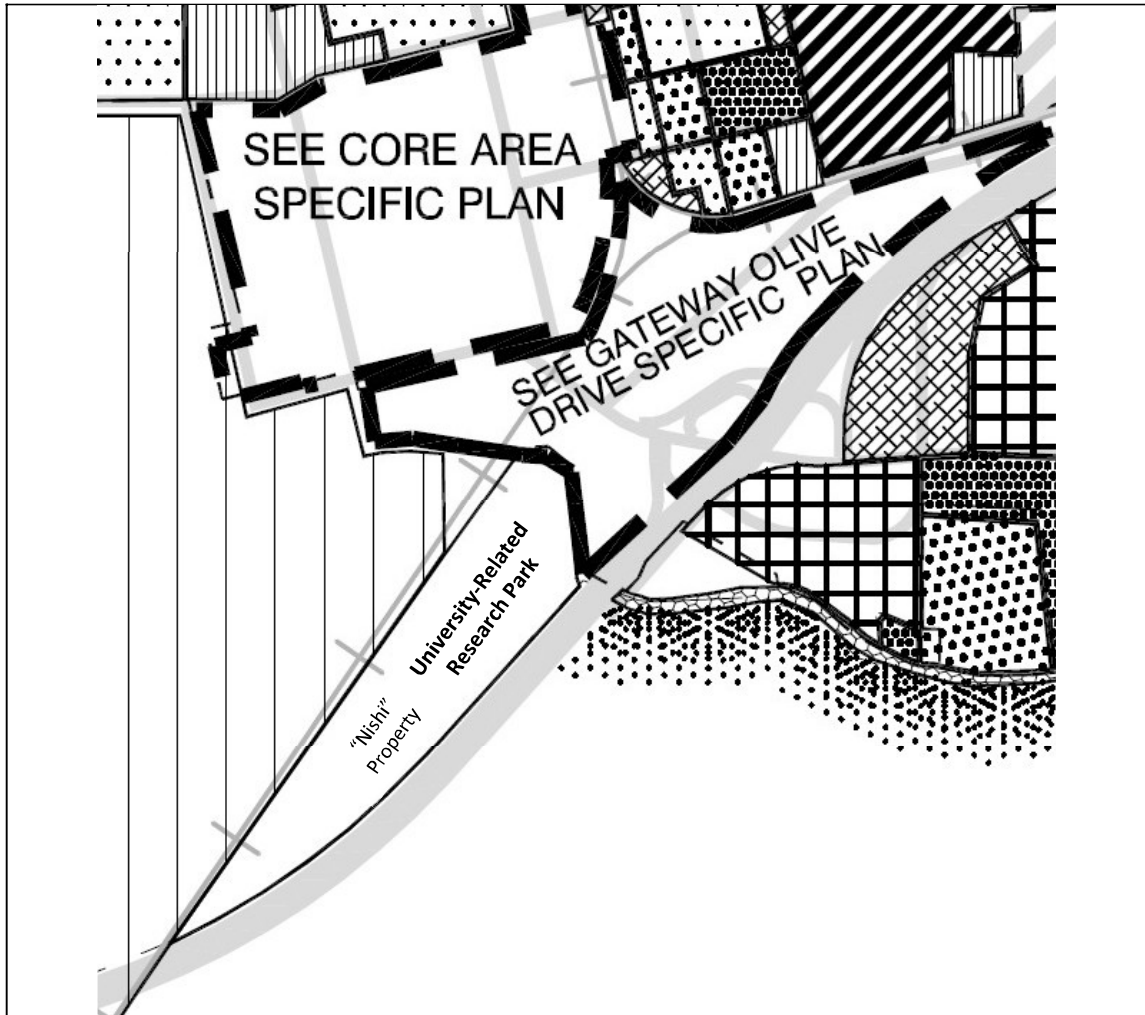
ATTEST:

Zoe S. Mirabile, CMC
City Clerk

Exhibits

- A. General Plan Land Use Map
- B. General Plan Text Changes
- C. Revisions to General Plan Figures
(Bicycle Network, Parks, and Open Space Areas)
- D. Measure J/R Baseline Project Features

Exhibit A
General Plan Amendment for "Nishi" Property
Land Use Map (Figures 11a and 11b)



For General Plan (Figures 11a and 11b) Land Use Designation for "Nishi" Property

EXHIBIT B General Plan Text Changes

Section IV: Community Form Chapter 1: Land Use and Growth Management

H. University-Related Research Park

Intent: To provide sites for high-tech and science companies to conduct research and development activities, such as product development, engineering, sales and administration, as well as ancillary light manufacturing and wholesale uses. A URRP primarily involves collaborative research and shared laboratories with educational institutions. In this regard, it is the desire of the City of Davis to advance technology employment activities, and the transfer of technology between the university, colleges and businesses in the Research Park, which arise from the synergies created by the proximity of the URRP to UC Davis.

The research park shall be compatible and on a scale consistent with Davis as a small university town. The research park shall be characterized by superior site planning, architectural and landscape architectural design; traffic management; and environmental controls. In order to achieve this goal, planned development zoning and design guidelines shall be utilized. It is the intent that the URRP utilize the existing support services within the community rather than developing its own support services.

A high-density residential component will provide housing for students and employees of UC Davis or local technology businesses; provide support for downtown Davis by providing customers for businesses, hotels, arts, and entertainment; and contribute to the vitality and multi-modal aspects of a mixed-use innovation district in a walkable and bike-friendly environment.

Allowable Uses: Offices and research and development uses (including but not limited to biotechnology) with limited amounts of ancillary light manufacturing, assembly, warehousing and distribution. Minor amounts of light manufacturing and assembly with limits on the sizes of such facilities. High-density apartments and condominiums. Minor amounts of retail, restaurant and other services which do not compete with the downtown and neighborhood shopping centers with limits on the sizes of such facilities and designed to support the tenants of the park. Related amenities and open spaces serving the research park may also be allowed. The types and amounts of allowable uses shall be addressed in zoning regulations and, for the Nishi Property, the Baseline Project Features.

Prohibited Uses: Major retail or highway commercial; major manufacturing, distribution and warehousing; and outdoor storage or processing (with the exception of agricultural uses); residential housing; and commercial recreation.

Maximum Floor Area Ratio: 50-200 percent (Non-residential parcels)

Maximum Density: 90 Units/Acre (Residential parcels)

Policies:

Policy LU H.1 University-Related Research Parks should include sophisticated land use planning, high quality architectural and landscape design, building flexibility, a variety of amenities and environmental controls. Development on the Nishi Property is subject to Baseline Project Features established in Resolution # , adopted January 16, 2016.

O. Agriculture - Policy LU O.1

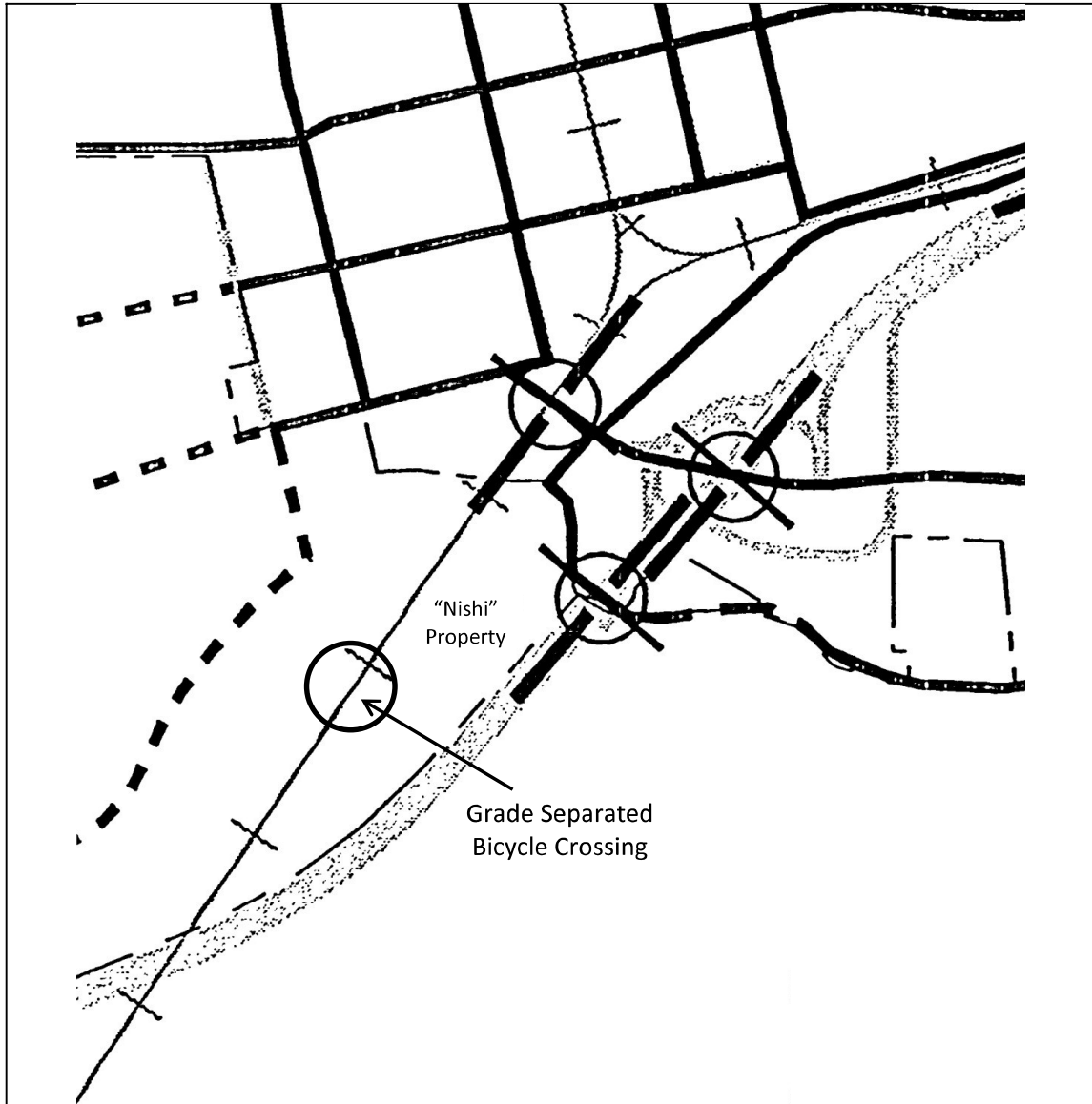
Intent: To protect valuable natural resources such as agricultural land and wildlife habitat, to allow for productive agricultural use surrounding or within Davis, to ensure a permanent buffer between adjacent jurisdictions that will maintain the separate identities of Davis and the surrounding cities, and to serve as a visual amenity around urban development.

Allowable Uses and Densities: Farmlands (including farmhouses and farm buildings), production of food, fiber and other agricultural crops, animal husbandry, and other appropriate agricultural uses not including agriculture related operations whose impacts are of urban intensity. New residential subdivisions are not allowed.

Policy LU O.1 Should the City consider a General Plan Amendment from “Agriculture” to an urban land use category or to the “University of California, Davis” category on the 44-acre Nishi Property located between Interstate 80 and the Union Pacific Railroad west of Olive Drive, the following parameters shall be integrated in the planning for the urban/university use of the property:

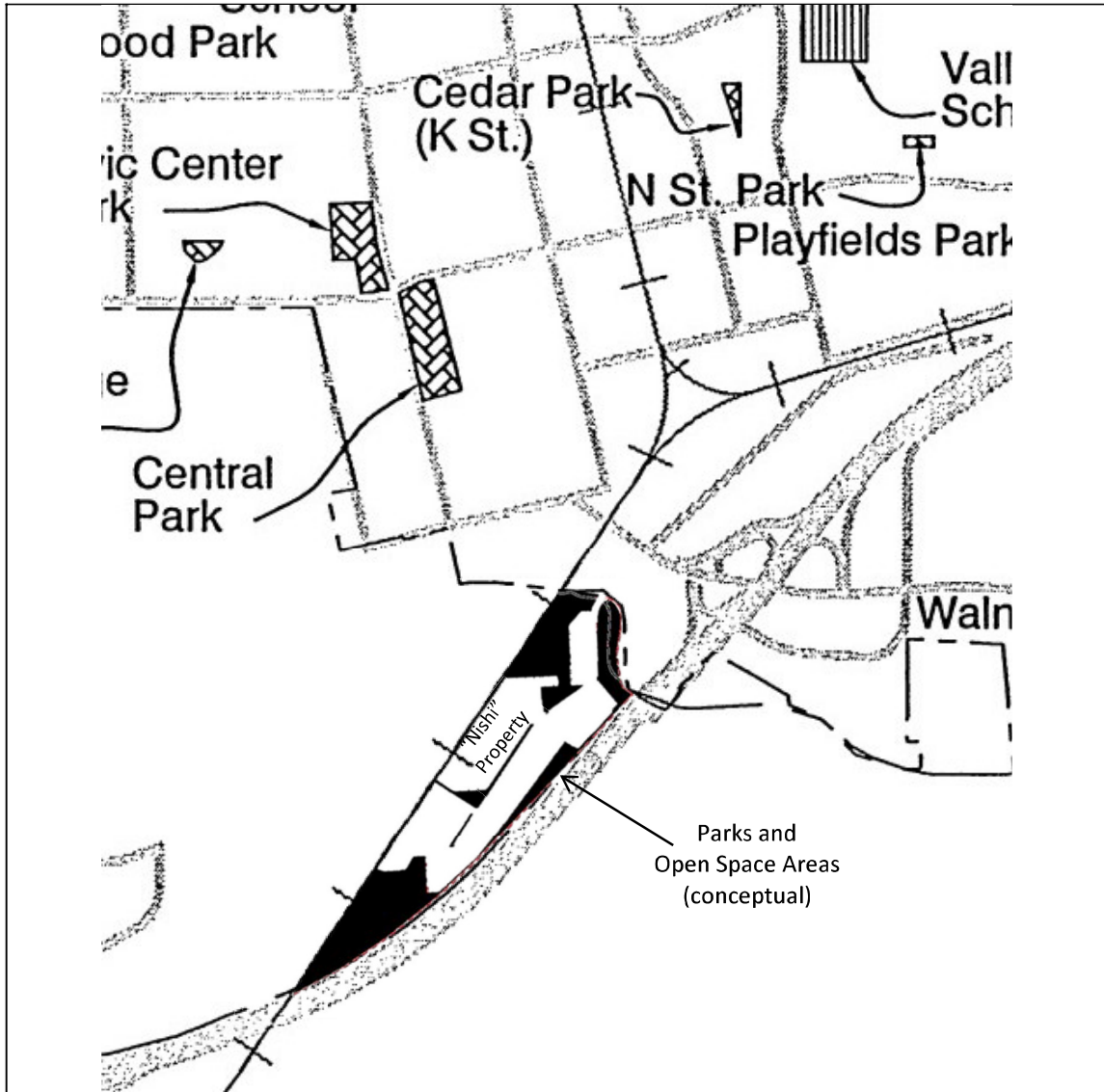
- ~~1. Land Uses: The potential uses of the site shall be limited to university related uses such as student housing and high technology research uses. The type of uses, the intensity/density of the uses, and the sizing of the infrastructure shall be consistent with the property’s development carrying capacity as limited by the parameters established in this policy and as determined by the results of a development potential study.~~
- ~~2. Access: Any university related uses shall provide primary motor vehicle access from the UC Davis campus and not from Richards Boulevard to avoid impacts on the Richards corridor. Access assumptions and parameters shall include:
 - ~~a. Primary motor vehicle, pedestrian and bicycle access shall connect directly with developed portion of the UC Davis campus via a grade separated crossing of the railroad. Primary access shall not consist of an at grade crossing of the railroad tracks.~~
 - ~~b. Access via the Richards Boulevard corridor is anticipated to limited to pedestrians, bicyclists and emergency vehicles.~~
 - ~~c. The Putah Creek bicycle underpass facility shall remain a bicycle and pedestrian path (including maintenance access and possibly emergency service access) and shall not be widened to accommodate motor vehicle access to the Nishi Property.~~~~
- ~~3. Design: Project design shall incorporate and implement state of the art ecological and new urbanism planning and design principles.~~

EXHIBIT C
Nishi Property
Revisions to General Plan
General Plan Amendment for "Nishi" Property
Primary Bicycle Network (Figure 23)



For General Plan (Figure 23) Primary Bicycle Network for "Nishi" Property

Exhibit C (continued)
General Plan Amendment for "Nishi" Property
Park and School Sites (Figure 30) and
Open Space (Figures 31a and 31b)



For General Plan (Figure 30) Park/School Sites and
(Figures 31a and 31b) Open Space for "Nishi" Property

EXHIBIT D
Nishi Property
Baseline Measure J/R Project Features

ORDINANCE NO. _____

**ORDINANCE APPROVING AN AGREEMENT BY AND BETWEEN THE
CITY OF DAVIS AND NISHI GATEWAY, LLC, RELATING TO THE
DEVELOPMENT OF THE PROPERTY
COMMONLY KNOWN AS THE NISHI PROPERTY**

WHEREAS, to strengthen the public planning process, encourage private participation in comprehensive planning and reduce the economic risk of development, the Legislature of the State of California adopted Government Code Sections 65864 et seq. (the "Development Agreement Statute") which authorizes cities to enter into agreements for the development of real property with any person having a legal or equitable interest in such property in order to establish certain development rights in such property; and

WHEREAS, in accordance with the Development Agreement Statute, the City of Davis (the "City") has enacted regulations (the "Development Agreement Regulations") to implement procedures for the processing and approval of development agreements in accordance with the Development Agreement Statute; and

WHEREAS, the Nishi Property (the "Nishi Property") is a component of the Nishi Gateway Mixed-Use Innovation District that also includes properties on West Olive Drive (collectively, the "Nishi Gateway Project"); and

WHEREAS, the Nishi Property is owned by Nishi Gateway, LLC, a California Limited Liability Corporation ("Developer"); and

WHEREAS, on February 16, , 2016, the City certified the Final Environmental Impact Report for The Nishi Gateway Project (the "Final EIR"); and

WHEREAS, prior to adopting this Ordinance, the City Council, on February 16, 2016, adopted Resolution No. 16-___, finding that, where feasible, mitigation measures have been imposed and modifications incorporated into the Project which avoid or substantially lessen all significant adverse environmental impacts and that social, economic and other benefits outweigh the remaining adverse environmental impacts that cannot be mitigated to a level of insignificance; and

WHEREAS, the City Council of the City of Davis adopted Resolution No. 16-___, which approved a general plan amendment for the Nishi Property's component of the Nishi Gateway Project; and

WHEREAS, the City Council of Davis adopted the Preliminary Development project entitlement for the Nishi Property, vested within the Development Agreement; and

82504.07021\24442269.2
2/3/16

WHEREAS, Developer desires to carry out the development of the Nishi Property consistent with the General Plan, as amended, and the Development Agreement and the vested entitlements referenced therein; and

WHEREAS, the Development Agreement will assure the City and its residents and the Developer that the Development will proceed as proposed and that the public improvements and other amenities and funding obligations, will be accomplished as proposed; and

WHEREAS, the Planning Commission held a duly noticed public hearing on January 6, 2016, on the Final EIR, the General Plan Amendment, and project entitlements, during which public hearing the Planning Commission received comments from the Developer, City staff, public agencies and members of the general public; and

WHEREAS, following the public hearing, the Planning Commission made a recommendation to the City Council on the Final EIR, the General Plan Amendment and the Development Agreement; and

WHEREAS, pursuant to Section 65867 of the Government Code, the City Council, on January 19, 2016, held a duly noticed public hearing on the Final EIR, the General Plan Amendment, project entitlements, and the Development Agreement, during which public hearing, the City Council received comments from the Developer, City staff, public agencies and members of the general public; and

WHEREAS, pursuant to “Measure R” as codified in Davis Municipal Code Chapter 41, the General Plan amendment for the Nishi Property will not become effective unless and until it is approved by an affirmative majority vote of the voters of the City, voting on the proposal; and

WHEREAS, the Nishi Property General Plan amendment, together its Baseline Project Features, will be submitted to the voters of the City at the June 7, 2016 election.

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF DAVIS DOES HEREBY ORDAIN AS FOLLOWS:

SECTION 1. This Ordinance incorporates, and by this reference makes a part hereof, the Development Agreement attached hereto as Exhibit A, subject to the provisions of Section 5 hereof.

SECTION 2. This Ordinance is adopted under the authority of Government Code Section 65864 et seq., and pursuant to “Development Agreement Regulations”.

SECTION 3. In accordance with the Development Agreement Regulations, the City Council hereby finds and determines, as follows:

- (a) The Development Agreement is consistent with the objectives, policies, general land uses and programs specified in the General Plan, as amended, in that it establishes certain

development rights, obligations and conditions for the implementation of the Nishi Property;

- (b) The Development Agreement is compatible with the uses authorized in, and the regulations prescribed for, the general plan designations which will apply to the Nishi Property;
- (c) The Development Agreement is in conformity with public convenience, general welfare and good land use practice;
- (d) The Development Agreement will not be detrimental to the public health, safety and general welfare;
- (e) The Development Agreement will not adversely affect the orderly development of property or the preservation of property values; and

SECTION 4. The foregoing findings and determinations are based upon the following:

- (a) The Recitals set forth in this Ordinance, which are deemed true and correct;
- (b) Resolution No. _____, adopted by the City Council on February 16, 2016, making findings as to the Final EIR for the Nishi Gateway Project, including the Statement of Findings and Facts and Statement of Overriding Considerations (Exhibit A thereto), and the Mitigation Monitoring and Reporting Program (Exhibit B thereto) approved by and incorporated in said Resolutions, which Resolutions and exhibits are incorporated herein by reference as if set forth in full;
- (c) The City's General Plan, as amended by the General Plan Amendment adopted by the City Council by Resolution No. _____ prior to adoption of this Ordinance;
- (d) All City staff reports (and all other public reports and documents) prepared for the Planning Commission, City Council, or others relating to the Final EIR, the General Plan Amendment, the Development Agreement, and other actions relating to the Property;
- (e) All documentary and oral evidence received at public hearings or submitted to the Planning Commission, or City during the comment period relating to the Final EIR, the General Plan Amendment, the Development Agreement, and other actions relating to the Property; and
- (f) All other matters of common knowledge to the City Council, including, but not limited to the City's fiscal and financial status; City general ordinances, policies and regulations.

SECTION 5. The City Council hereby approves the Development Agreement, attached hereto as Exhibit A, subject to the provisions of Section 6 hereof, and subject further to such minor, conforming and clarifying changes consistent with the terms thereof as may be approved by the City Manager, in consultation with the City Attorney prior to execution thereof, including completion of references and status of planning approvals, and completion and conformity of all exhibits thereto, as approved by the City Council.

SECTION 6. The approval contained in Section 5 hereof is subject to and conditioned upon Resolution No. 16-___, adopted by the City Council approving the General Plan amendment, becoming effective, including approval of the General Plan Amendment by the voters, as required by Chapter 41 of the Municipal Code, the “Citizens’ Right to Vote on Future Use of Open Space and Agricultural Lands Ordinance.”

SECTION 7. Upon the effective date of this Ordinance as provided in Section 9 hereof, the Mayor and City Clerk are hereby authorized and directed to execute the Development Agreement on behalf of the City of Davis.

SECTION 8. The City Manager is hereby authorized and directed to perform all acts authorized to be performed by the City Manager in the administration of the Development Agreement pursuant to the terms of the Development Agreement.

SECTION 9. This Ordinance shall be in full force and effect thirty (30) days after its passage and adoption; provided, however, that if the actions referred to in Section 6 hereof are not effective on such date, then the effective date of this Ordinance shall be the date on which all of said actions become effective, as certified by the City Clerk.

INTRODUCED on the ___th day of _____, 2016, and PASSED AND ADOPTED by the City Council of the City of Davis on this ___rd day of _____, 2016, by the following vote:

AYES:

NOES:

ABSENT:

Daniel M. Wolk
Mayor

ATTEST:

Zoe S. Mirabile, CMC,
City Clerk

82504.07021\24442269.2
2/3/16

AGREEMENT
BY AND BETWEEN
THE CITY OF DAVIS,
NISHI GATEWAY LLC
Relating to the Development
of the Property Commonly Known as the Nishi Property

THIS DEVELOPMENT AGREEMENT (“Agreement”) is entered into this ____ day of _____, 2016, by and between the CITY OF DAVIS, a municipal corporation (herein the "City"), and Nishi Gateway, LLC, a California limited liability company (herein “Developer”). This Agreement is made pursuant to the authority of Section 65864 *et seq.* of the Government Code of the State of California. This agreement refers to the City and the Developer collectively as the “Parties” and singularly as the “Party.”

Recitals

A. To strengthen the public planning process, encourage private participation in comprehensive planning and reduce the economic risk of development, the Legislature of the State of California adopted Section 65864, *et seq.* of the Government Code which authorizes any city, county or city and county to enter into a development agreement with an applicant for a development project, establishing certain development rights in the property which is the subject of the development project application.

B. The Developer owns in fee or have a legal or equitable interest in certain real property(ies) described in Exhibit A attached hereto and incorporated herein by this reference and located in the incorporated area the City of Davis (herein the "Property") which the Developer seeks to develop as the Nishi project (the “Project”). The Project is a master-planned mixed-use innovation district, including high density residential uses; a business park component; open spaces including parks, greenbelts, and stormwater detention; and associated infrastructure. The Project is a component of a Mixed-Use

Innovation District envisioned for the Property and properties located on West Olive Drive, as described in the Environmental Impact Report as the Nishi Gateway Project.

C. This Agreement is voluntarily entered into by the Developer in order to implement the General Plan and in consideration of the rights conferred and the procedures specified herein for the development of the Property. This Agreement is voluntarily entered into by the City in the exercise of its legislative discretion in order to implement the General Plan and in consideration of the agreements and undertakings of the Developer hereunder.

D. City has granted Developer the following land use entitlement approvals (hereinafter “Project Approvals”) which are incorporated and made a part of this Agreement:

- (1) General Plan Amendment #08-14, including establishment of Baseline Project Features (the “Baseline Project Features”) which cannot be eliminated, reduced or significantly modified without subsequent voter approval.
- (2) Rezoning and Preliminary Planned Development #06-14
- (3) Development Agreement by and between the City of Davis and Developer.
- (4) Environmental Impact Report (2015012066), as certified by Resolution No. _____ and the Mitigation Monitoring and Reporting Program adopted therewith.

E. This Agreement will eliminate uncertainty in planning for and securing orderly development of the Project, provide the certainty necessary for Developer to make significant investments in public infrastructure and other improvements, assure the timely and progressive installation of necessary improvements, provide public services appropriate to each stage of development, establish phasing for the orderly and measured build-out of the Project consistent with the desires of the City to maintain the City’s small city atmosphere and to have development occur at a pace that will assure integration of the new development into the existing community, and provide significant public benefits to the City that the City would not be entitled to receive without this Agreement.

F. In exchange for the benefits to the City, the Developer desires to receive the assurance that it may proceed with the Project in accordance with the existing land use ordinances, subject to the terms and conditions contained in this Agreement and to secure the benefits afforded the Developer by Government Code section 65864.

AGREEMENT

IN CONSIDERATION OF THE MUTUAL COVENANTS AND PROMISES OF THE PARTIES, THE CITY AND THE DEVELOPER HEREBY AGREE AS FOLLOWS:

ARTICLE 1. General Provisions.

A. [Sec. 100] Property Description and Binding Covenants. The Property is that property described in Exhibit A, which consists of a map showing its location and boundaries and a legal description. The Developer represents that it has a legal or equitable interest in the Property and that all other persons holding legal or equitable interests in the Property (excepting owners or claimants in easements) agree to be bound by this Agreement. The Parties intend and determine that the provisions of this Agreement shall constitute covenants which shall run with said Property, and the burdens and benefits hereof shall bind and inure to all successors in interest to the Parties hereto.

B. [Sec. 101] Effective Date and Term. The effective date of this Agreement shall be the date General Plan Amendment #08-14 is ratified by the voters pursuant to Chapter 41 of the Municipal Code, the "Citizens' Right to Vote on Future Use of Open Space and Agricultural Lands Ordinance." Should General Plan Amendment #08-14 not be ratified by December 31, 2016, this Agreement shall terminate and be of no force and effect. The term of this Agreement (the "Term") shall commence upon the effective date and shall extend for a period of fifteen (15) years thereafter, unless said Term is terminated, modified or extended by circumstances set forth in this Agreement or by mutual consent of the Parties, subject to the provisions of Section 105 hereof. Following the expiration of said Term, this Agreement shall be deemed terminated and of no further force and effect, subject, however, to the provisions of Section 408 hereof.

If this Agreement is terminated by the City Council prior to the end of the Term, the City shall cause a written notice of termination to be recorded with the County Recorder within ten (10) days of final action by the City Council.

This Agreement shall be deemed terminated and of no further effect upon entry, after all appeals have been exhausted, of a final judgment or issuance of a final order directing the City to set aside, withdraw or abrogate the City Council's approval of this Agreement or any material part of the Project Approvals;

C. [Sec. 102] Equitable Servitudes and Covenants Running With the Land. Any successors in interest to the City and the Developer shall be subject to the provisions set forth in Government Code sections 65865.4 and 65868.5. All provisions of this Agreement shall be enforceable as equitable servitudes and constitute covenants running with the land. Each covenant to do, or refrain from doing, some act with regard to the development of the Property: (a) is for the benefit of and is a burden upon the Property; (b) runs with the Property and each portion thereof; and (c) is binding upon each Party and each successor in interest during ownership of the Property or any portion thereof. Nothing herein shall waive or limit the provisions of Section D, and no successor owner of the Property, any portion of it, or any interest in it shall have any rights except those assigned to the successor by the Developer in writing pursuant to Section D. In any event, no owner or tenant of an individual completed residential unit within Project shall have any rights under this Agreement.

D. [Sec. 103] Right to Assign; Non-Severable Obligations.

1 The Developer shall have the right to sell, encumber, convey, assign or otherwise transfer (collectively "assign"), in whole or in part, its rights, interests and obligations under this Agreement to a third party during the term of this Agreement.

2. No assignment shall be effective until the City, by action of the City Council, approves the assignment. Approval shall not be unreasonably withheld provided:

(a) The assignee (or the guarantor(s) of the assignee's performance) has the financial ability to meet the obligations proposed to be assigned and to undertake and complete the obligations of this Agreement affected by the assignment; and

(b) The proposed assignee has adequate experience with residential or non-residential developments of comparable scope and complexity to the portion of the Project that is the subject of the assignment.

Any request for City approval of an assignment shall be in writing and accompanied by certified financial statements of the proposed assignee and any additional information concerning the identify, financial condition and experience of the assignee as the City may reasonably request; provided that, any such request for additional information shall be made, if at all, not more than fifteen (15) business days after the City's receipt of the request for approval of the proposed assignment. All detailed financial information submitted to the City shall constitute confidential trade secret information if the information is maintained as a trade secret by the assignee and if such information is not available through other sources. The assignee shall mark any material claimed as trade secret at the time it is submitted to the City. If City receives a public records request for any information designated a "trade secret" City shall notify the assignee of such request prior to releasing the material in question to the requesting party. If the assignee directs the City not to release the material in question, the assignee shall indemnify the City for any costs incurred by City, including but not limited to staff time and attorney's fees, as a result of any action brought by the requesting party to obtain release of the information and/or to defend any lawsuit brought to obtain such information. If the City wishes to disapprove any proposed assignment, the City shall set forth in writing and in reasonable detail the grounds for such disapproval. If the City fails to disapprove any proposed assignment within forty-five (45) calendar days after receipt of written request for such approval, such assignment shall be deemed to be approved.

4. The Specific Development Obligations set forth in Article II, Section B [Sec. 201], are not severable, and any sale of the Property, in whole or in part, or assignment of this Agreement, in whole or in part, which attempts to sever such conditions

shall constitute a default under this Agreement and shall entitle the City to terminate this Agreement in its entirety.

5. Notwithstanding subsection 2 above, mortgages, deeds of trust, sales and lease-backs or any other form of conveyance required for any reasonable method of financing are permitted, but only for the purpose of securing loans of funds to be used for financing the acquisition of the Property, the development and construction of improvements on the Property and other necessary and related expenses. The holder of any mortgage, deed of trust or other security arrangement with respect to the Property, or any portion thereof, shall not be obligated under this Agreement to construct or complete improvements or to guarantee such construction or completion, but shall otherwise be bound by all of the terms and conditions of this Agreement. Nothing in this Agreement shall be deemed to construe, permit or authorize any such holder to devote the Property, or any portion thereof, to any uses, or to construct any improvements thereon, other than those uses and improvements provided for or authorized by this Agreement, subject to all of the terms and conditions of this Agreement.

6. Nothing in this Section shall be deemed to constitute or require City consent to the approval of any subdivision or parcelization of the Property, in addition to the subdivision maps identified in Exhibit D. The Parties recognize and acknowledge that any such actions must comply with applicable City laws and regulations and be consistent with the General Plan, the Project Approvals and this Agreement. Nothing in this Section shall be deemed to constitute or require City consent to an assignment that consists solely of a reorganization of the Developer's business structure.

E. [Sec. 104] Notices. Formal written notices, demands, correspondence and communications between the City and the Developer shall be sufficiently given if dispatched by certified mail, postage prepaid, to the principal offices of the City and the Developer, as set forth in Article 8 hereof. Such written notices, demands, correspondence and communications may be directed in the same manner to such other persons and addresses as either Party may from time to time designate. The Developer shall give written notice to the City, at least thirty (30) days prior to the close of escrow, of any sale

or transfer of any portion of the Property larger than five (5) acres (i.e., not a *de minimis* portion) and any assignment of this Agreement, specifying the name or names of the transferee, the transferee's mailing address, the amount and location of the land sold or transferred, and the name and address of a single person or entity to whom any notice relating to this Agreement shall be given, and any other information reasonably necessary for the City to consider approval of an assignment or any other action City is required to take under this Agreement.

F. [Sec. 105] Amendment of Agreement. This Agreement may be amended from time to time by mutual consent of the Parties, in accordance with the provisions of Government Code Sections 65867 and 65868.

G. [Sec. 106] Major Amendments and Minor Amendments.

1. Major Amendments. Any amendment to this Development Agreement which affects or relates to (a) the term of this Development Agreement; (b) permitted uses of the Property; (c) provisions for the reservation or dedication of land; (d) conditions, terms, restrictions or requirements for subsequent discretionary actions; (e) the density or intensity of use of the Property or the maximum height or gross square footage of proposed non-residential buildings; or (f) monetary contributions by Developer, shall be deemed a "Major Amendment" and shall require giving of notice and a public hearing before the Planning Commission and City Council. Any amendment which is not a Major Amendment shall be deemed a Minor Amendment subject to Section 107(2) below. The City Manager or his or her delagee shall have the authority to determine if an amendment is a Major Amendment subject to this Section 107(1) or a Minor Amendment subject to Section 107(2) below. The City Manager's determination may be appealed to the City Council.

2. Minor Amendments. The Parties acknowledge that refinement and further implementation of the Project may demonstrate that certain minor changes may be appropriate with respect to the details and performance of the Parties under this Agreement. The Parties desire to retain a certain degree of flexibility with respect to the

details of the Project and with respect to those items covered in the general terms of this Agreement. If and when the Parties find that clarifications, minor changes, or minor adjustments are necessary or appropriate and do not constitute a Major Amendment under Section 107(1), they shall effectuate such clarifications, minor changes or minor adjustments through a written Minor Amendment approved in writing by the Developer and City Manager. Unless otherwise required by law, no such Minor Amendment shall require prior notice or hearing, nor shall it constitute an amendment to this Agreement.

3. No amendments may be made that are not consistent with the Baseline Project Features approved by the voters with General Plan Amendment No. 08-14, unless such change has been approved by the voters in an election called for that purpose.

H. [Sec. 107] Automatic Termination as to Residential Units/ Notice of Termination as to Other Parcels. This Agreement shall automatically be terminated, without any further action by any party or need to record any additional document, with respect to any condominium unit within a parcel designated by the Approvals for residential use, upon completion of construction and issuance by City of a final occupancy permit for such a dwelling unit and conveyance of such improved unit to a bona-fide good faith purchaser thereof. In connection with its issuance of a final inspection for such condominium unit, City shall confirm that all improvements which are required to serve the unit, as determined by City, have (1) been accepted by City, or (2) in the discretion of the City, adequate security for certain improvements has been provided, and that the dwelling is ready for occupancy by the homebuyer. Termination of this Agreement for any condominium unit as provided for in this Section 108 shall not in any way be construed to terminate or modify any assessment district, fee district, public financing district, special tax district, tax and/or any Mello Roos Community Facilities District lien affecting such lot at the time of termination. With regard to other parcels or lots which are not improved condominium units, upon a Property Owner's request with respect to any such parcel or lot at the Property that has had a building constructed upon it or is a finished lot, City shall record a notice of termination that the Agreement has been terminated as to that lot or parcel. The aforesaid notice may specify, and Developer agrees, that termination shall not affect in any manner any continuing obligation to pay an item specified by this

Agreement. Termination of this Agreement as to an individual parcel or lot with a building constructed upon it shall not affect Developer's rights or obligations under any of the Approvals applicable to the remainder of the Project at the Property.

ARTICLE 2. Development of the Property.

A. [Sec. 200] Permitted Uses and Development Standards. In accordance with and subject to the terms and conditions of this Agreement, the Developer shall have a vested right to develop the Property for the uses and in accordance with and subject to the terms and conditions of this Agreement and the Project Approvals attached hereto as Exhibit C and incorporated herein by reference, and any amendments to the Project Approvals or Agreement as may, from time to time, be approved pursuant to this Agreement.

The Project consists of multi-family rental housing, for-sale condominiums, Office/Research and Development uses, and ancillary retail as described in the Preliminary Planned Development and Baseline Project Features. Preliminary estimate of residential unit bedrooms and sizes is as follows:

Rental Apartments			For-Sale Condominiums		
Rooms	Square Feet	Number of Units	Rooms	Square Feet	Number of Units
Studio	580	44	1BR/1BA	720	21
1BR/1BA	780	132	1BR/1BA w/Studio	840	42
2BR/2BA	1,100	88	2BR/2BA	1,150	42
3BR/3BA	1,320	44	2BR/2BA w/Studio	1,350	42
4BR/4BA	1,600	132	3BR/2BA	1,600	33
			3BR/2BA	2,200	30
Total		440			210

The Developer hereby agrees to develop the Project in accordance with the Project Approvals, including the Baseline Project Features, conditions of approval and the mitigation measures for the Project as adopted by the City, and any amendments to the Project Approvals or Agreement as may, from time to time, be approved pursuant to this Agreement. Nothing in this section shall be construed to restrict the ability to make minor changes and adjustments in accordance with Section 106, *supra*.

B. [Sec. 201] Specific Development Obligations. In addition to the conditions of approval contained in the Project Approvals, the Developer and the City have agreed that the development of the Property by the Developer is subject to certain specific development obligations, described herein and also described and attached hereto as Exhibits E through I and incorporated herein by reference. These specific development obligations, together with the other terms and conditions of this Agreement, provide the incentive and consideration for the City entering into this Agreement.

1. Environmental Sustainability. The City and the Developer have agreed that environmental concerns and energy efficiency are critical issues for new developments. Therefore, the Developer and the City have agreed to the sustainability strategy set forth in Exhibit E.

2. Transportation and Circulation Improvements. In addition to the street and roads requirements set forth in the Project Approvals and required as part of the Baseline Project Features and EIR mitigation measures, the Developer will make financial contributions toward additional transportation, bicycle and pedestrian improvements set forth in Exhibit F.

3. Community Enhancements. The Developer shall provide for additional contributions to community enhancements, as set forth in Exhibit G.

4. Predevelopment Contribution. Developer shall repay predevelopment expenses incurred by City in accordance with the Pre-Development and Cost-Sharing Agreement approved by the City Council on November 27, 2012. Repayment will be allocated per parcel, on a basis such parcel size, parcel use, and/or anticipated as on a building square footage basis, at the time of approval of the first Tentative Subdivision Map for the project. Payment for each parcel shall be made with Certificate of Occupancy for the first building on that parcel.

C. [Sec. 202] Subsequent Discretionary Approvals. The Developer's vested right to develop pursuant to this Agreement may be subject to subsequent discretionary approvals for portions of the Project. In reviewing and acting upon these subsequent discretionary approvals, and except as set forth in this Agreement, the City shall not impose any conditions that preclude the development of the Project for the uses or the density and intensity of use set forth in this Agreement. Any subsequent discretionary approvals, except conditional use permits, shall become part of the Project Approvals once approved and after all appeal periods have expired or, if an appeal is filed, if the appeal is decided in favor of the approval. The known subsequent approvals are set forth on Exhibit D, attached hereto and incorporated herein.

In reviewing and approving applications for subsequent discretionary approvals, the City may exercise its discretionary review and may attach such conditions and requirements as may be deemed necessary or appropriate to carry out the policies, goals, standards and objectives of the General Plan and to comply with legal requirements and policies of the City pertaining to such reserved discretionary approvals, so long as such conditions and requirements do not preclude the uses or the density and intensity of use set forth in this Agreement.

Pursuant to California Government Code section 66452.6(a) the term of any parcel map or tentative subdivision map shall automatically be extended for the term of this Agreement. Design review approvals (including Final Planned Development approvals) are subject to review pursuant to the procedures as set forth in Chapter 40 of the City's Municipal Code, and shall remain in effect for the term of the Agreement.

Conditional Use Permits may be reviewed and approved by the City during the term of this Agreement. However, these permits shall not "vest" under this Agreement and will terminate if not used, as set forth in the City's Municipal Code, including its Zoning Ordinance. The term of any conditional use permit shall be determined by the City's Zoning Regulations or the conditions of approval of the conditional use permit but shall not be extended by reason of this Agreement.

D. [Sec. 203] Development Timing. The Developer shall be obligated to comply with the terms and conditions of the Project Approvals and this Development Agreement at those times specified in either the Project Approvals or this Development Agreement. The parties acknowledge that the Developer cannot at this time predict with certainty when or the rate at which phases of the Property would be developed. Such decisions depend upon numerous factors which are not all within the control of the Developer, such as market orientation and demand, interest rates, competition and other factors. Because the California Supreme Court held in *Pardee Construction Co. v. City of Camarillo*, 37 Cal.3d 465 (1984), that the failure of the parties therein to provide for the timing of development resulted in a later adopted initiative restricting the timing of development controlling the parties' agreement, it is the intent of City and the Developer

to hereby acknowledge and provide for the right of the Developer to develop the Project in such order and at such rate and times as the Developer deems appropriate within the exercise of its sole and subjective business judgment, subject to the terms, requirements and conditions of the Project Approvals and this Development Agreement. City acknowledges that such a right is consistent with the intent, purpose and understanding of the parties to this Development Agreement, and that without such a right, the Developer's development of the Project would be subject to the uncertainties sought to be avoided by the Development Agreement Statute, (California Government Code Section 65864 *et seq.*), City Council Resolution 1986-77 and this Development Agreement. The Developer will use its best efforts, in accordance with their business judgment and taking into consideration market conditions and other economic factors influencing the Developer's business decision, to commence or to continue development, and to develop the Project in a regular, progressive and timely manner in accordance with the provisions and conditions of this Development Agreement and with the Project Approvals.

Subject to applicable law relating to the vesting provisions of development agreements, Developer and City intend that except as otherwise provided herein, this Agreement shall vest the Project Approvals against subsequent City resolutions, ordinances, growth control measures and initiatives or referenda, other than a referendum that specifically overturns City's approval of the Project Approvals, that would directly or indirectly limit the rate, timing or sequencing of development, or would prevent or conflict with the land use designations, permitted or conditionally permitted uses on the Property, design requirements, density and intensity of uses as set forth in the Project Approvals, and that any such resolution, ordinance, initiative or referendum shall not apply to the Project Approvals and the Project. Notwithstanding any other provision of this Agreement, Developer shall, to the extent allowed by the laws pertaining to development agreements, be subject to any growth limitation ordinance, resolution, rule, regulation or policy which is adopted and applied on a uniform, city-wide basis and directly concerns an imminent public health or safety issue. In such case, City shall apply such ordinance, resolution, rule, regulation or policy uniformly, equitably and proportionately to

Developer and the Property and to all other public or private owners and properties directly affected thereby.

The infrastructure phasing and the physical phases of the Project accomplished through the approval of tentative maps, final maps, and building permits shall be governed by the Phasing Plan (Exhibit H) and the other Project Approvals. Consistent with this Agreement and the Project Approvals, each Final Map shall include a detailed description of the infrastructure improvements and other requirements for the phase shown in the particular final map. As necessary for orderly development, the City may modify the infrastructure requirements, such as water, sewer, utilities, and roads and road improvements, necessary to serve each phase as shown on particular final maps so long as such modifications substantially comply with this Agreement.

E. [Sec. 204] Property Acquisition for Off-site Infrastructure. The Developer shall, in a timely manner as determined by City and consistent with the requirements of the Project and the conditions of approval of the Project, acquire the property rights necessary to construct or otherwise provide the public improvements contemplated by this Agreement and the Project Approvals. In any instance where the Developer is required to construct any public improvement on land to which neither the Developer nor the City has sufficient title or interest, including an easement or license determined necessary by the City, the Developer shall at its sole cost and expense provide or cause to be provided, the real property interests necessary for the construction of such public improvements. In the event the Developer is unable, after exercising all reasonable efforts as determined by the City, to acquire the real property interests necessary for the construction of such public improvements by the time any final map is filed with the City, and upon the Developer's provision of adequate security for costs the City may reasonably incur, the City shall negotiate the purchase of the necessary real property interests to allow the Developer to construct the public improvements as required by this Agreement and, if necessary, in accordance with the procedures established by law, use its power of eminent domain to acquire such required real property interests. For the purposes of this Section, "reasonable efforts" shall include proof that the Developer made a written offer to purchase the property interest at fair market value, in accordance with an appraisal

conducted by an MAI appraiser. The Developer shall pay all costs associated with such acquisition or condemnation proceedings including but not limited to attorneys' fees, expert witness fees, and jury awards of any kind. If and to the extent this section 204 conflicts with Section 66462.5 of the Subdivision Map Act, this section will control. Upon acquisition of the necessary interest in land, or upon obtaining a right of entry, either by agreement or court order, the Developer shall commence and complete the public improvements. This requirement shall be included, and, if necessary, detailed, in any subdivision improvement agreement entered into between the Developer and the City pursuant to Government Code section 66452.

F. [Sec. 205]. Credits and/or Reimbursement for Dedication of Property or Construction of Infrastructure for "Oversizing". To the extent the Developer dedicates land, funds or construct public facilities that exceed the size or capacity required to serve the Property for the benefit of other properties or the City, the City shall enter into an agreement to reimburse the Developer to the extent of such benefit as determined by the City. The Developer, at the City's election, may be reimbursed for oversizing: (1) under a separate agreement between the City and the Developer which will provide that if and when a particular property benefiting from the oversizing is developed, the City will require the benefiting property to reimburse the Developer its pro rata share of the costs of the oversizing, as set forth in the agreement. A written agreement under this provision shall have a term of no longer than twenty-five (25) years; or (2) as credits against impact fees that the Developer or the Project would otherwise be required to pay for the type of infrastructure (e.g. sewers, roads) or payments from impact fees paid by other properties developed in the City for the type of infrastructure. If the mitigation fees paid by other persons or entities, or the credit available from the impact fees to be paid by the Developer in the particular category of infrastructure, are insufficient to repay the Developer in full for the cost of oversizing, the Developer shall have no recourse against the City. Similarly, if the benefiting property fails to reimburse the Developer for oversizing, the Developer shall have no recourse against the City; however, the Developer will retain all its rights against the benefiting property and its owners, if any. In no case shall the City reimburse the Developer from general funds of the City.

Whenever in this Agreement or in future reimbursement agreements, the City is making reimbursements to the Developer, the reimbursements shall be made on a quarterly basis.

The City shall not reimburse the Developer for costs of interim temporary improvements (improvements with a service life of less than 5 years) as determined by City.

G. [Sec. 206] Rules, Regulations and Official Policies.

1. For the term of this Agreement, the rules, regulations, ordinances and official policies governing the permitted uses of land, the density and intensity of use, design, improvement and construction standards and specifications applicable to the development of the Property, including the maximum height and size of proposed buildings, shall be those rules, regulations and official policies in force on the effective date of the ordinance enacted by the City Council approving this Agreement. Except as otherwise provided in this Agreement, to the extent any future changes in the General Plan, zoning codes or any future rules, ordinances, regulations or policies adopted by the City purport to be applicable to the Property but are inconsistent with the terms and conditions of this Agreement, the terms of this Agreement shall prevail, unless the Parties mutually agree to amend or modify this Agreement pursuant to Section 105 hereof. To the extent that any future changes in the General Plan, zoning codes or any future rules, ordinances, regulations or policies adopted by the City are applicable to the Property and are not inconsistent with the terms and conditions of this Agreement or are otherwise made applicable by other provisions of this Article 2, such future changes in the General Plan, zoning codes or such future rules, ordinances, regulations or policies shall be applicable to the Property.

(a) This section shall not preclude the application to development of the Property of changes in City laws, regulations, plans or policies, the terms of which are specifically mandated and required by changes in state or federal laws or regulations. In the event state or federal laws or regulations enacted after the date of this Agreement

prevent or preclude compliance with one or more provisions of this Agreement or require changes in plans, maps or permits approved by the City, this Agreement shall be modified, extended or suspended as may be necessary to comply with such state or federal laws or regulations or the regulations of such other governmental jurisdiction.

To the extent that any actions of federal or state agencies (or actions of regional and local agencies, including the City, required by federal or state agencies) have the effect of preventing, delaying or modifying development of the Property, the City shall not in any manner be liable for any such prevention, delay or modification of said development. The Developer is required, at its cost and without cost to or obligation on the part of the City, to participate in such regional or local programs and to be subject to such development restrictions as may be necessary or appropriate by reason of such actions of federal or state agencies (or such actions of regional and local agencies, including the City, required by federal or state agencies).

(b) Nothing herein shall be construed to limit the authority of the City to adopt and apply codes, ordinances and regulations which have the legal effect of protecting persons or property from conditions which create a health, safety or physical risk.

2. All project construction, improvement plans and final maps for the Project shall comply with the rules, regulations and design guidelines in effect at the time the construction, improvements plan or final map is approved. Unless otherwise expressly provided in this Agreement, all city ordinances, resolutions, rules regulations and official policies governing the design and improvement and all construction standards and specifications applicable to the Project shall be those in force and effect at the time the applicable permit is granted. Ordinances, resolutions, rules, regulations and official policies governing the design, improvement and construction standards and specifications applicable to public improvements to be constructed by Developer shall be those in force and effect at the time the applicable permit approval for the construction of such improvements is granted. If no permit is required for the public improvements, the date of

permit approval shall be the date the improvement plans are approved by the City or the date construction for the public improvements is commenced, whichever occurs first.

3. Uniform Codes applicable. This Project shall be constructed in accordance with the prohibitions of the Uniform Building, Mechanical, Plumbing, Electrical, and Fire Codes, city standard construction specifications and details and Title 24 of the California Code of Regulations, relating to Building Standards, in effect at the time of approval of the appropriate building, grading, encroachment or other construction permits for the Project. If no permits are required for the infrastructure improvements, such improvements will be constructed in accordance with the provisions of the codes delineated herein in effect at the start of construction of such infrastructure.

4. The Parties intend that the provisions of this Agreement shall govern and control as to the procedures and the terms and conditions applicable to the development of the Property over any contrary or inconsistent provisions contained in Section 66498.1 *et seq.* of the Government Code or any other state law now or hereafter enacted purporting to grant or vest development rights based on land use entitlements (herein "Other Vesting Statute"). In furtherance of this intent, and as a material inducement to the City to enter into this Agreement, the Developer agrees that:

(a) Notwithstanding any provisions to the contrary in any Other Vesting Statute, this Agreement and the conditions and requirements of land use entitlements for the Property obtained while this Agreement is in effect shall govern and control the Developer's rights to develop the Property;

(b) The Developer waives, for itself and its successors and assigns, the benefits of any Other Vesting Statute insofar as they may be inconsistent or in conflict with the terms and conditions of this Agreement and land use entitlements for the Property obtained while this Agreement is in effect; and

(c) The Developer will not make application for a land use entitlement under any Other Vesting Statute insofar as said application or the granting of the land use entitlement pursuant to said application would be inconsistent or in conflict with the terms

and conditions of this Agreement and prior land use entitlements obtained while this Agreement is in effect.

5. This section shall not be construed to limit the authority or obligation of the City to hold necessary public hearings, to limit discretion of the City or any of its officers or officials with regard to rules, regulations, ordinances, laws and entitlements of use which require the exercise of discretion by the City or any of its officers or officials, provided that subsequent discretionary actions shall not conflict with the terms and conditions of this Agreement.

H. [Sec. 207]. Fees, Exactions, Conditions and Dedications.

1. Except as provided herein, the Developer shall be obligated to pay only those fees, in the amounts and/or with increases as set forth below, and make those dedications and improvements prescribed in the Project Approvals and this Agreement and any Subsequent Approvals. Unless otherwise specified herein, City-imposed development impact fees and sewer and water connection fees shall be due and payable by the Developer prior to the issuance of a certificate of occupancy for the residential unit or non-residential building in question. Certain impact fees and credits applicable to development of the Project shall be as set forth in Exhibit I, and paid in the manner specified.

2. Except as otherwise provided in this Agreement, as to the fees required to be paid, the Developer shall pay the amount in effect at the time the payment is made. The City retains discretion to revise such fees as the City deems appropriate, in accordance with applicable law. If the City revises such fees on a city-wide basis (as opposed to revising such fees on an *ad hoc* basis that applies solely to the Project), then the Developer shall thereafter pay the revised fee. The Developer may, at its sole discretion, participate in any hearings or proceedings regarding the adjustment of such fees. Nothing in this Agreement shall constitute a waiver by the Developer of its right to challenge such changes in fees in accordance with applicable law provided that the Developer hereby waives its right to challenge the increased fees solely on the basis of any vested rights that

are granted under this Agreement and any tentative maps approved pursuant to this Agreement.

3. The City may charge and the Developer shall pay processing fees for land use approvals, building permits, and other similar permits and entitlements which are in force and effect on a citywide basis at the time the application is submitted for those permits, as permitted pursuant to California Government Code section 54990 or its successor sections(s).

4. Except as specifically permitted by this Agreement or mandated by state or federal law, the City shall not impose any additional capital facilities or development impact fees or charges or require any additional dedications or improvements through the exercise of the police power, with the following exception:

(a) The City may impose reasonable additional fees, charges, dedication requirements or improvement requirements as conditions of the City's approval of an amendment to the Project Approvals or this Agreement, which amendment is either requested by the Developer or agreed to by the Developer; and

(b) The City may apply subsequently adopted development exactions to the Project if the exaction is applied uniformly to development either throughout the city or with a defined area of benefit that includes the Property if the subsequently adopted development exaction does not physically prevent development of the Property for the uses and to the density and intensity of development set forth in this Agreement. In the event that the subsequently adopted development exaction fulfills the same purpose as an exaction or development impact fee required by this Agreement or by the Project Approvals, the Developer shall receive a credit against the subsequently adopted development exaction for fees already paid that fulfill the same purpose.

5. Compliance with Government Code section 66006. As required by Government Code section 65865(e) for development agreements adopted after January 1, 2004, the City will comply with the requirements of Government Code section 66006 pertaining to the payment of fees for the development of the Property.

6. Parks and Greenbelts. Parks and greenbelt space shall be installed in accordance with the Baseline Project Features and as established in Exhibit H. Each tentative and final map shall set forth the parks and green spaces to be constructed with that final map. The City shall review and approve the design, construction, and landscaping of the parks, greenbelts, and other green spaces in the project area. Park and open space amenities shall be consistent with the Implementing Actions of Chapter 6 of the Sustainability Implementation Plan, as applicable to each Tentative Map.

7. Affordable Housing. The anticipated deal points for in the Pre-Development and Cost-Sharing Agreement approved by the City Council on November 27, 2012 assumed that there would be no affordable housing obligation for housing with densities exceeding 30 units per acre. In recognition of project location supporting of reduced costs for vehicle ownership and use, high-density housing including small ownership and rental units, and energy-efficiency features reducing resident energy costs, the Project is not required to provide price- and income-restricted rental or ownership housing.

I. [Sec. 208] Completion of Improvements. City generally requires that all improvements necessary to service new development be completed prior to issuance of building permits (except model home permits as may be provided by the Municipal Code). However, the parties hereto acknowledge that some of the backbone or in-tract improvements associated with the development of the Property may not need to be completed to adequately service portions of the Property as such development occurs. Therefore, as and when portions of the Property are developed, all backbone or in-tract infrastructure improvements required to service such portion of the Property in accordance with the Project Approvals (e.g., pursuant to specific tentative map conditions or other land use approvals) shall be completed prior to issuance of any building permits within such portion of the Property. Provided, however, the Public Works Director may approve the issuance of building permits prior to completion of all such backbone or in-tract improvements if the improvements necessary to provide adequate service to the portion of the Property being developed are substantially complete to the satisfaction of the Public Works Director, or in certain cases at the discretion of the City, adequate security has been

provided to assure the completion of the improvements in question, and issuance of such permits is not inconsistent with the Baseline Project Features and Exhibit H.

ARTICLE 3. Obligations of the Developer.

A. [Sec. 300] Improvements. The Developer shall develop the Property in accordance with and subject to the terms and conditions of this Agreement, the Project Approvals and the subsequent discretionary approvals referred to in Section 202, if any, and any amendments to the Project Approvals or this Agreement as, from time to time, may be approved pursuant to this Agreement. The failure of the Developer to comply with any term or condition of or fulfill any obligation of the Developer under this Agreement, the Project Approvals or the subsequent discretionary approvals or any amendments to the Project Approvals or this Agreement as may have been approved pursuant to this Agreement, shall constitute a default by the Developer under this Agreement. Any such default shall be subject to cure by the Developer as set forth in Article 4 hereof.

B. [Sec. 301] Developer's Obligations. Except as otherwise provided herein, the Developer shall be responsible, at its sole cost and expense, to make the contributions, improvements, dedications and conveyances set forth in this Agreement and the Project Approvals.

C. [Sec. 302] City's Good Faith in Processing. Subject to the reserved discretionary approvals set forth in Section 201 and the provisions of Section 207(3) hereof, the City agrees that it will accept, in good faith, for processing, review and action, all complete applications for zoning, special permits, development permits, tentative maps, subdivision maps or other entitlements for use of the Property in accordance with the General Plan and this Agreement.

The City shall inform the Developer, upon request, of the necessary submission requirements for each application for a permit or other entitlement for use in advance, and shall review said application and schedule the application for review by the appropriate authority.

The Developer and the City shall comply with the time frames set forth in the Subdivision Map Act, and, if applicable, the Permit Streamlining Act, for the processing of parcel and tentative subdivision maps and final maps.

With City approval, the Developer may utilize an expedited plan check process for the review of improvement plans and building plans for the Project. Within two (2) weeks of a written request by the Developer, the City shall determine whether expedited plan check is feasible for the requested work. If the City determines that expedited plan check is feasible, the City shall retain an outside consultant for review of the Developer's improvement plans and building plans. Such outside consultant shall be at the sole selection of the City and shall be paid for at the sole cost and expense of the Developer. Upon written request, the Developer shall advance a deposit sufficient to cover the City's estimated costs of retaining the outside consultant. Such deposit shall be replenished as necessary, from time to time, to assure that the City shall not bear any of the cost of the outside consultant.

ARTICLE 4. Default, Remedies, Termination.

A. [Sec. 400] General Provisions. Subject to extensions of time by mutual consent in writing, failure or unreasonable delay by either Party to perform any term or provision of this Agreement shall constitute a default. In the event of default or breach of any terms or conditions of this Agreement, the Party alleging such default or breach shall give the other Party not less than thirty (30) days notice in writing specifying the nature of the alleged default and the manner in which said default may be satisfactorily cured. During any such thirty (30) day period, the Party charged shall not be considered in default for purposes of termination or institution of legal proceedings.

After notice and expiration of the thirty (30) day period, if such default has not been cured or is not being diligently cured in the manner set forth in the notice, the other Party to this Agreement may at its option:

1. Terminate this Agreement, in which event neither Party shall have any further rights against or liability to the other with respect to this Agreement or the Property; or

2. Institute legal or equitable action to cure, correct or remedy any default, including but not limited to an action for specific performance of the terms of this Agreement;

In no event shall either Party be liable to the other for money damages for any default or breach of this Agreement.

B. [Sec. 401] Developer's Default; Enforcement. No building permit shall be issued or building permit application accepted for the building shell of any structure on the Property if the permit applicant owns or controls any property subject to this Agreement and if such applicant or any entity or person controlling such applicant is in default under the terms and conditions of this Agreement unless such default is cured or this Agreement is terminated. The Developer shall cause to be placed in any covenants, conditions and restrictions applicable to the Property, or in any ground lease or conveyance thereof, express provision for an owner of the Property, lessee or City acting separately or jointly to enforce the provisions of this Agreement and to recover attorneys' fees and costs for such enforcement.

C. [Sec. 402] Annual Review. The City Manager shall, at least every twelve (12) months during the term of this Agreement, review the extent of good faith substantial compliance by the Developer with the terms and conditions of this Agreement. Such periodic review shall be limited in scope to compliance with the terms and conditions of this Agreement pursuant to California Government Code Section 65865.1.

The City Manager shall provide thirty (30) days prior written notice of such periodic review to the Developer. Such notice shall require the Developer to demonstrate good faith compliance with the terms and conditions of this Agreement and to provide such other information as may be reasonably requested by the City Manager and deemed by him or her to be required in order to ascertain compliance with this Agreement. Notice

of such annual review shall include the statement that any review may result in amendment or termination of this Agreement. The costs of notice and related costs incurred by the City for the annual review conducted by the City pursuant to this Section shall be borne by the Developer.

If, following such review, the City Manager is not satisfied that the Developer has demonstrated good faith compliance with all the terms and conditions of this Agreement, or for any other reason, the City Manager may refer the matter along with his or her recommendations to the City Council.

Failure of the City to conduct an annual review shall not constitute a waiver by the City of its rights to otherwise enforce the provisions of this Agreement nor shall the Developer have or assert any defense to such enforcement by reason of any such failure to conduct an annual review.

D. [Sec. 404] Enforced Delay, Extension of Times of Performance. In addition to specific provisions of this Agreement, performance by either Party hereunder shall not be deemed to be in default where delays or defaults are due to war, insurrection, strikes, walkouts, riots, floods, earthquakes, fires, casualties, acts of God, governmental entities, enactment of conflicting state or federal laws or regulations, new or supplementary environmental regulation, litigation, moratoria or similar bases for excused performance. If written notice of such delay is given to the City within thirty (30) days of the commencement of such delay, an extension of time for such cause shall be granted in writing for the period of the enforced delay, or longer as may be mutually agreed upon.

In the event litigation is initiated by any party other than Developer that challenges any of the approvals for the Project or the environmental document for those approvals and an injunction or temporary restraining order is not issued, Developer may elect to have the term of this Agreement tolled, i.e., suspended, during the pendency of said litigation, upon written notice to City from Developer. The tolling shall commence upon receipt by the City of written notice from Developer invoking this right to tolling. The tolling shall terminate upon the earliest date on which either a final order is issued

upholding the challenged approvals or said litigation is dismissed with prejudice by all plaintiffs. In the event a court enjoins either the City or the Developer from taking actions with regard to the Project as a result of such litigation that would preclude any of them from enjoying the benefits bestowed by this Agreement, then the term of this Agreement shall be automatically tolled during the period of time such injunction or restraining order is in effect

E. [Sec. 405] Limitation of Legal Actions. In no event shall the City, or its officers, agents or employees, be liable in damages for any breach or violation of this Agreement, it being expressly understood and agreed that the Developer's sole legal remedy for a breach or violation of this Agreement by the City shall be a legal action in mandamus, specific performance or other injunctive or declaratory relief to enforce the provisions of this Agreement.

F. [Sec. 406] Applicable Law and Attorneys' Fees. This Agreement shall be construed and enforced in accordance with the laws of the State of California. The Developer acknowledges and agrees that the City has approved and entered into this Agreement in the sole exercise of its legislative discretion and that the standard of review of the validity or meaning of this Agreement shall be that accorded legislative acts of the City. Should any legal action be brought by a Party for breach of this Agreement or to enforce any provision herein, the prevailing Party of such action shall be entitled to reasonable attorneys' fees, court costs and such other costs as may be fixed by the Court.

G. [Sec. 407] Invalidity of Agreement.

1. If this Agreement shall be determined by a court to be invalid or unenforceable, this Agreement shall automatically terminate as of the date of final entry of judgment.

2. If any provision of this Agreement shall be determined by a court to be invalid or unenforceable, or if any provision of this Agreement is rendered invalid or unenforceable according to the terms of any law which becomes effective after the date of this Agreement and either Party in good faith determines that such provision is material to

its entering into this Agreement, either Party may elect to terminate this Agreement as to all obligations then remaining unperformed in accordance with the procedures set forth in Section 400, subject, however, to the provisions of Section 408 hereof.

H. [Sec. 408] Effect of Termination on Developer Obligations. Termination of this Agreement shall not affect the Developer's obligations to comply with the General Plan and the terms and conditions of any and all Project Approvals and land use entitlements approved with respect to the Property, nor shall it affect any other covenants of the Developer specified in this Agreement to continue after the termination of this Agreement.

ARTICLE 5. Hold Harmless Agreement.

A. [Sec. 500] Hold Harmless Agreement. The Developer hereby agrees to and shall hold the City, its elective and appointive boards, commissions, officers, agents and employees harmless from any liability for damage or claims for damage for personal injury, including death, as well as from claims for property damage, which may arise from the Developer's or the Developer's contractors, subcontractors, agents or employees operations under this Agreement, whether such operations be by the Developer, or by any of the Developer's contractors, subcontractors, or by any one or more persons directly or indirectly employed by or acting as agent for the Developer or any of the Developer's contractors or subcontractors.

In the event any claim, action, or proceeding is instituted against the City, and/or its officers, agents and employees, by any third party on account of the processing, approval, or implementation of the Project Approvals, this Agreement, and/or the Measure J/R election, Developer shall defend, indemnify and hold harmless the City, and/or its officers, agents and employees. This obligation includes, but is not limited to, the payment of all costs of defense, any amounts awarded by the Court by way of damages or otherwise, including any attorney fees and court costs. City may elect to participate in such litigation at its sole discretion and at its sole expense. As an alternative to defending any such action, Developer may request the City rescind any approved land use entitlement. The

City will promptly notify Developer of any claim, action, or proceeding, and will cooperate fully in the defense thereof.

B. Prevailing Wages. Without limiting the foregoing, Developer acknowledges the requirements of California Labor Code Section 1720, *et seq.*, and 1770 *et seq.*, as well as California Code of Regulations, Title 8, Section 1600 *et seq.* (“Prevailing Wage Laws”), which require the payment of prevailing wage rates and the performance of other requirements on “public works” and “maintenance” projects, as defined. If work pursuant to this Agreement is being performed by Developer as part of an applicable “public works” or “maintenance” project, as defined by the Prevailing Wage Laws, and if the total compensation under the contract in question is \$1,000 or more, Developer agrees to fully comply with such Prevailing Wage Laws. Upon Developer’s request, the City shall provide a copy of the then current prevailing rates of per diem wages. Developer shall make available to interested parties upon request, copies of the prevailing rates of per diem wages for each craft, classification or type of worker needed to execute the work subject to Prevailing Wage Laws, and shall post copies at the Developer’s principal place of business and at the Project site. Developer shall defend, indemnify and hold the City, its elected officials, officers, employees and agents free and harmless pursuant to the indemnification provisions of this Agreement from any claim or liability arising out of any failure or alleged failure by Developer to comply with the Prevailing Wage Laws associated with any “public works” or “maintenance” projects associated with Project development.

ARTICLE 6. Project as a Private Undertaking.

A. [Sec. 600] Project as a Private Undertaking. It is specifically understood and agreed by and between the Parties hereto that the development of the Property is a separately undertaken private development. No partnership, joint venture or other association of any kind between the Developer and the City is formed by this Agreement. The only relationship between the City and the Developer is that of a governmental entity regulating the development of private property and the owner of such private property.

ARTICLE 7. Consistency With General Plan.

A. [Sec. 700] Consistency With General Plan. The City hereby finds and determines that execution of this Agreement is in the best interest of the public health, safety and general welfare and is consistent with the General Plan, as amended by the General Plan Amendment approved as part of the Project Approvals.

ARTICLE 8. Notices.

A. [Sec. 800] Notices. All notices required by this Agreement shall be in writing and delivered in person or sent by certified mail, postage prepaid, to the addresses of the Parties as set forth below.

Notice required to be given to the City shall be addressed as follows:

City Manager
City of Davis
23 Russell Boulevard
Davis, CA 95616

Notice required to be given to the Developer shall be addressed as follows:

Nishi Gateway LLC
PO Box 4188
Davis CA 95617
Attn: Tim Ruff

Either Party may change the address stated herein by giving notice in writing to the other Party, and thereafter notices shall be addressed and transmitted to the new address.

ARTICLE 9. Recordation.

A. [Sec. 900] When fully executed, this Agreement will be recorded in the official records of Yolo County, California. Any amendments to this Agreement shall also be recorded in the official records of Yolo County.

ARTICLE 10. Estoppel Certificates.

A. [Sec. 1000] Either Party may, at any time, and from time to time, deliver written notice to the other Party requesting such party to certify in writing that, to the knowledge of the certifying Party, (a) this Development Agreement is in full force and effect and a binding obligation of the Parties, (b) this Development Agreement has not been amended or modified or, if so amended or modified, identifying the amendments or modifications, and (c) the requesting Party is not in default in the performance of its obligations under this Development Agreement, or if in default, to describe therein the nature and extent of any such defaults. The requesting Party may designate a reasonable form of certificate (including a lender's form) and the Party receiving a request hereunder shall execute and return such certificate or give a written, detailed response explaining why it will not do so within thirty (30) days following the receipt thereof. The City Manager shall be authorized to execute any certificate requested by Developer hereunder. Developer and City acknowledge that a certificate hereunder may be relied upon by tenants, transferees, investors, partners, bond counsel, underwriters, and other mortgages. The request shall clearly indicate that failure of the receiving Party to respond within the thirty (30) day period will lead to a second and final request and failure to respond to the second and final request within fifteen (15) days of receipt thereof shall be deemed approval of the estoppel certificate. Failure of Developer to execute an estoppel certificate shall not be deemed a default, provided that in the event Developer does not respond within the required thirty (30) day period, City may send a second and final request to Developer and failure of Developer to respond within fifteen (15) days from receipt thereof (but only if City's request contains a clear statement that failure of Developer to respond within this fifteen (15) day period shall constitute an approval) shall be deemed approval by Developer of the estoppel certificate and may be relied upon as such by City, tenants, transferees, investors, bond counsel, underwriters and bond holders. Failure of City to execute an estoppel certificate shall not be deemed a default, provided that in the event City fails to respond within the required thirty (30) day period, Developer may send a second and final request to City, with a copy to the City Manager and City Attorney, and failure of City to respond within fifteen (15) days from receipt thereof (but only if Developer's request contains a clear statement that failure of City to respond within this fifteen (15) day period shall constitute an approval) shall be deemed approval by City of

the estoppel certificate and may be relied upon as such by Developer, tenants, transferees, investors, partners, bond counsel, underwriters, bond holders and mortgagees.

ARTICLE 11. Special District Formation.

A. [Sec. 1100] Land-Secured Financing District for Public Services.

Developer agrees to participate in a land-secured financing district, as established in the Baseline Project Features, such as a Community Facilities District, to provide an ongoing revenue source to the City for municipal services. The initial amount of assessment or tax shall be no less than \$300,000 per year, and there shall be inflation adjustments. The district shall be established by the City Council, with review and recommendation from the Finance and Budget Commission, prior to or concurrently with the first Final Map or any land transfer within the Project.

ARTICLE 12. Provisions Relating to Lenders

A. [Sec. 1201] Lender Rights and Obligations.

1. Prior to Lender Possession. No Lender shall have any obligation or duty under this Agreement prior to the time the Lender obtains possession of all or any portion of the Property to construct or complete the construction of improvements, or to guarantee such construction or completion, and shall not be obligated to pay any fees or charges which are liabilities of Developer or Developer's successors-in-interest, but such Lender shall otherwise be bound by all of the terms and conditions of this Agreement which pertain to the Property or such portion thereof in which Lender holds an interest. Nothing in this Section shall be construed to grant to a Lender rights beyond those of the Developer hereunder or to limit any remedy City has hereunder in the event of a breach by Developer, including termination or refusal to grant subsequent additional land use Approvals with respect to the Property.

2. Lender in Possession. A Lender who comes into possession of the Property, or any portion thereof, pursuant to foreclosure of a mortgage or deed of trust, or a deed in lieu of foreclosure, shall not be obligated to pay any fees or charges which are

obligations of Developer and which remain unpaid as of the date such Lender takes possession of the Property or any portion thereof. Provided, however, that a Lender shall not be eligible to apply for or receive Approvals with respect to the Property, or otherwise be entitled to develop the Property or devote the Property to any uses or to construct any improvements thereon other than the development contemplated or authorized by this Agreement and subject to all of the terms and conditions hereof, including payment of all fees (delinquent, current and accruing in the future) and charges, and assumption of all obligations of Developer hereunder; provided, further, that no Lender, or successor thereof, shall be entitled to the rights and benefits of the Developer hereunder or entitled to enforce the provisions of this Agreement against City unless and until such Lender or successor in interest qualifies as a recognized assignee of this Agreement and makes payment of all delinquent and current City fees and charges pertaining to the Property.

3. Notice of Developer's Breach Hereunder. If City receives notice from a Lender requesting a copy of any notice of breach given to Developer hereunder and specifying the address for notice thereof, then City shall deliver to such Lender, concurrently with service thereon to Developer, any notice given to Developer with respect to any claim by City that Developer have committed a breach, and if City makes a determination of non-compliance, City shall likewise serve notice of such non-compliance on such Lender concurrently with service thereof on Developer.

4. Lender's Right to Cure. Each Lender shall have the right, but not the obligation, for the same period of time given to Developer to cure or remedy, on behalf of Developer, the breach claimed or the areas of non-compliance set forth in City's notice. Such action shall not entitle a Lender to develop the Property or otherwise partake of any benefits of this Agreement unless such Lender shall assume and perform all obligations of Developer hereunder.

5. Other Notices by City. A copy of all other notices given by City to Developer pursuant to the terms of this Agreement shall also be sent to any Lender who has requested such notices at the address provided to City pursuant to Section 1201(4) above.

B. [Sec. 1202] Right to Encumber. City agrees and acknowledges that this Agreement shall not prevent or limit the owner of any interest in the Property, or any portion thereof, at any time or from time to time in any manner, at such owner's sole discretion, from encumbering the Property, the improvements thereon, or any portion thereof with any mortgage, deed of trust, sale and leaseback arrangement or other security device. City acknowledges that any Lender may require certain interpretations of the agreement and City agrees, upon request, to meet with the owner(s) of the property and representatives of any Lender to negotiate in good faith any such request for interpretation. City further agrees that it will not unreasonably withhold its consent to any interpretation to the extent such interpretation is consistent with the intent and purpose of this Agreement

ARTICLE 13. Entire Agreement.

A. [Sec. 1300] Entire Agreement. This Agreement is executed in ___ duplicate originals, each of which is deemed to be an original. This Agreement consists of ___ pages and 9 Exhibits which constitute the entire understanding and agreement of the Parties. Unless specifically stated to the contrary, the reference to an exhibit by designated letter or number shall mean that the exhibit is made a part of this Agreement. Said exhibits are identified as follows:

- Exhibit A: Description of the Property
- Exhibit B: General Plan Amendment Resolution, and Baseline Project Features
- Exhibit C: Project Approvals
- Exhibit D: Subsequent Discretionary Approvals
- Exhibit E: Environmental Sustainability
- Exhibit F: Transportation and Circulation Commitments
- Exhibit G: Community Enhancements
- Exhibit H: Phasing Plan
- Exhibit I: Impact Fees and Credits

IN WITNESS WHEREOF, the City and the Developer have executed this Agreement as of the date set forth above.

CITY OF DAVIS

By _____

Daniel M. Wolk

Mayor

Attest _____

Zoe Mirabile

City Clerk

APPROVED AS TO FORM:

Harriet Steiner
City Attorney

NISHI GATEWAY, LLC, a
California Limited Liability Company

By _____

Tim Ruff
Manager

EXHIBIT A
DESCRIPTION OF PROPERTY

The land referred to in this agreement is situated in the unincorporated area of the County of Yolo, State of California, and is described as follows:

PARCEL ONE:

All that certain piece of Parcel of land formerly situate in the County of Solano, State of California, and known as a portion of the "Briggs Vineyard" the Map of which was filed May 27, 1980 in Book 1 of Maps, at Page 65 and bounded on the East Bay by the North and South center line of Sections 15 and 22, T. 8N., R. 2E., M.D.B. & M. bounded on the South and West by lands formerly of H. Hamel (more recently owned by Lester J. Hamel, et al and described in decree recorded May 29, 1944 in Book 316 of Solano County Official Records at Page 361, Instrument No. 4442) and bounded on the North by the Southeasterly line of the right of way of the Southern Pacific Railroad Company, being a portion of Section 15 and 22 of T.8N., R. 2E., M.D.B. & M.

EXCEPTING THEREFROM that portion lying within the Parcel of land described in the Deed from Ellis Nishi, et ai, to the State of California , dated December 18, 1959, recorded February 19, 1960 in Book 1015 of Solano County Official Records at Page 379, Instrument No. 3306.

ALSO EXCEPTING THEREFROM the Parcel of land described in the Deed from Dick Nishi, et ai, to the State of California , dated March 4, 1971, recorded July 16, 1971 in Book 1696 of Solano County Official Records at Page 213, Instrument No. 14144.

ALSO EXCEPTING any portion within Solano County.

PARCEL TWO:

Beginning at the Southwest corner of that certain parcel of land conveyed to the State of California by Deed recorded February 19, 1960 in Book 1015 of Official Records at Page 379, Instrument No. 3306, Solano County Records ; thence (1) along said Southeasterly line of the Southern Pacific Railroad right of way N. 34° 49' 32" E., 679.16 feet; thence (2) N. 74° 33' 11" E, 443.82 feet; thence (3) from a tangent that bears N. 74° 33' 06" E , along a curve concave to the Northwest having a radius of 2,896.72 feet through an angle of 9° 53' 30", an arc distance of 500.10 feet, thence (4) from a tangent that bears N. 57° 13' 53" E , along a curve concave to the Northwest having a radius of 4,380 feet through an angle of 5° 57' 07", an arc distance of 456.00 feet to the North South one quarter section line of said Section 15; thence (5) S. 40° 55' 58" W., 680.38 feet; thence (6) from a tangent that bears S. 43° 18' 11" W., along a curve concave to the Northwest having a radius of 5,500 feet through an angle of 2° 45' 17", an arc distance of 264.43 feet; thence (7) from a tangent bearing S. 60° 09' 30" W., along a curve concave to the Northwest having a radius of 5,000 feet through an angle of 10° 01' 24", an arc distance of 874.7 feet; thence (8) S. 78° 28' 11" W., 233.11 feet to the point of beginning.

PARCEL THREE:

A portion of the Southwest quarter of Section 15 and of the Northwest quarter of Section 22, both in T. 8N., R. 2E., M.D.M., more particularly described as follows :

Beginning at the Southwest corner of that certain parcel of land conveyed to the State of California by deed recorded February 19, 1960 in Book 1015 of Official Records at Page 379, Instrument No. 3306, Solano County Records ; thence (1) S. 0° 30' OS" W., 364.88 feet; thence (2) from a tangent that bears S. 59° 29' 28" W., along a curve concave to the Northwest having a radius of 5,500 feet, through an angle of 4° 43' 06", an arc distance of 452.93 feet to said Southeasterly line of the Southern Pacific Railroad; thence (3) along last said line N. 34° 49' 32" E, 704.72 feet to the point of beginning .

EXCEPTING THEREFROM all oil, oil rights, minerals, mineral rights, natural gas, natural gas rights, and other hydrocarbons by whatsoever name known that may be within or under the above described Parcel of land, together with the perpetual right of drilling, mining, exploring and operating thereon and removing the same from said land, including the right to whipstock or directionally drill and mine from said lands other than those hereinabove described, oil or gas wells, tunnels and shafts into, through and across the subsurface of the land hereinabove described and to bottom such whipstock or directionally drilled wells, tunnels and shafts under and beneath or beyond the exterior limits thereof, and to redrill, retunnel, equip, maintain, repair, deepen and operate any such wells or mines, without, however, the right to drill, mine, explore and operate through the surface of the upper 100 feet of the subsurface of the land hereinabove described or otherwise in such manner as to endanger the safety of any highway that may be constructed on said lands, as granted in the deed from the State of California, to Lester J. Hamel, et ux, dated August 28, 1972, recorded September 12, 1972 in Book 1775 of Official Records at Page 537, Instrument No. 21033, Solano County Records.

PARCEL FOUR:

Beginning at a point which is North 0° 20' East, 53.9 chains from the Southeast corner of a tract of land formerly known as the George G. Briggs Orchard and Vineyard, a map of which is on file, and which said Southeast corner is described on said map as being the Southeast corner of the Northwest quarter of Section 22, in T. 8N., R. 2E, M.D.M., said point of beginning is also North 0° 20' East 21.78 chains from the Southeast corner of land of G. W. Schlichten; thence North 88° 40' East, 12.65 chains to an iron stake at fence; thence to and along picket fence on East side of house enclosure North 0° 24' East, 17.19 chains to the middle of the channel of Putah Creek; thence up same in a Westerly and Northerly direction about 23 chains; thence along the boundary between land of Hamel and the land of Schlichten South 0° 20' West, 31.03 chains to the place of beginning.

EXCEPTING THEREFROM all that portion thereof lying Southeasterly and Southerly of the Northwestern line of the parcel of land described in the Deed from Lester J. Hamel, et ux, to State of California, dated January 11, 1960, recorded April 1, 1960 in Book 1021 of Official Records at Page 542, Instrument No. 6426, Solano County Records.

ALSO EXCEPTING THEREFROM all of Lot 9, in the Northeast one-quarter of Section 15, T. 8N., R. 2E., M.D.B. & M., according to the Official Plat thereof.

PARCEL FIVE:

All of Lot 9, in the Northeast one-quarter of Section 15, T. 8N., R. 2E., M.D.B. & M., according to the Official Plat thereof.

EXCEPTING FROM THE PARCELS DESCRIBED ABOVE THE FOLLOWING:

BEGINNING at the most southwesterly corner of Parcel 2 of a Record of Survey as said map is filed for record in the Office of the County Recorder of Yolo County in Book 8 of Maps and Surveys at Page 103, said point being on the southeasterly right-of-way of SPRR: thence from said point of beginning, along the southerly line of said Parcel 2, S. 78°13'00" E., 314.75 feet; thence leaving said Parcel 2 the following nine (9) courses along the creekbed of the Putah Creek; 1) S. 55° 45' 56" E., 99.14 feet; 2) S. 39°48'40" E., 61.38 feet; 3) S. 01°32'00" E., 97.09 feet; 4) S. 05°55'00" W., 100.60 feet; 5) S. 10°46'00" W., 152.89 feet; 6) S. 00°13' 00" W., 49.99 feet; 7) S. 11°07'10" E., 50.87 feet; 8) S. 03°13'30" E., 100.10 feet; and 9) S. 20°40'10" E., 53.26 feet; thence leaving said creekbed of Putah Creek and along the westerly side of the proposed acquisition the following 7 courses: 1) N. 45°04'24" W., 76.60 feet; 2) along a curve to the right with a radius of 234.25 feet, a central angle of 49°13'11", an arc length of 201.23 feet; 3) N. 04°08'47" E 305.46 feet; 4) along a curve to the left with a radius of 93.83 feet, a central angle of 98°35'38" and an arc length of 161.46 feet; 5) S. 85°33'09" W. 77.11 feet; 6) N. 82°05'35" W., 84.90 feet; 7) N. 87°32'46" W., 140.69 feet to a point on the easterly right-of-way of SPRR: thence along said easterly right-of-way N. 34°22'30" E., 133.99 feet to the point of beginning.

APN: 036-170-18

EXHIBIT B

GENERAL PLAN AMENDMENT RESOLUTION
AND BASELINE PROJECT FEATURES

EXHIBIT C

PROJECT APPROVALS

The Nishi Project required the following discretionary actions by the Davis City Council (the “Project Approvals”)

- ◆ Certification of the EIR and adoption of the Mitigation Monitoring and Reporting Program;
- ◆ Approval of the General Plan Amendment #08-14 and Establishment of the Baseline Project Features, as described on Exhibit B
- ◆ Rezoning and Planned Development #06-14 __
- ◆ Development Agreement __

Applicable development standards include, but are not limited to, the following as of the Effective Date:

- ◆ 2007 General Plan Update, as amended (including but not limited to amendments adopted as Project Approvals)
- ◆ Chapter 40 of the City of Davis Municipal Code (Zoning) as amended (including but not limited to amendments adopted as Project Approvals)
- ◆ Chapter 36 of the City of Davis Municipal Code (Subdivisions)
- ◆ Section 8.01.065(A) of the City of Davis Municipal Code (Green Building Requirements)
- ◆ Chapter 40A of the City of Davis Municipal Code (Right to Farm Ordinance)

EXHIBIT D

SUBSEQUENT DISCRETIONARY APPROVALS

Following City Council approval of the Project Approvals, the following discretionary approvals and actions by the City are also required to implement the Project:

- ◆ Tax-share Agreement and Annexation;
- ◆ Tentative Subdivision Map(s), as required;
- ◆ Final planned development approvals, as required;
- ◆ Approval of Design Guidelines;
- ◆ Additional subdivision map approvals, as required
- ◆ Conditional use permits where applicable;
- ◆ Design Review where applicable;
- ◆ Complete other processing as required.

EXHIBIT E

ENVIRONMENTAL SUSTAINABILITY

LEED Obligations

All residential, office, and research and development buildings on the Property shall be certified under the Leadership in Energy & Environmental Design (LEED) program offered by the U. S. Green Building Council.

The City and the Developer shall pursue Leadership in Energy & Environmental Design Neighborhood Development (LEED-ND) certification for the Property. Developer and City shall consider modifications to the Project, consistent with the Baseline Project Features, to improve consistency with LEED-ND certification requirements. However, the project shall not be detrimentally modified, such as by adding intersections not providing improved connectivity or increasing the length and cost of grade-separated crossings with minimal sustainability benefit, in order to meet LEED-ND prerequisites or garner LEED-ND points.

The City shall establish an Environmental Certification Panel to make recommendations to the City Council. The Environmental Certification Panel shall be appointed by the City Council with representatives from City Commissions (Bicycling, Transportation, and Street Safety; Finance and Budget; Natural Resources; Open Space and Habitat; and Recreation and Park), Cool Davis, Developer, and at-large members with LEED credentials. UC Davis will be invited to provide an ex-officio member. The Environmental Certification Panel shall be charged with the following tasks regarding the Project:

1. Making recommendations to the City Council on consistency of Subsequent Discretionary Approvals with the Sustainability Implementation Plan for Nishi Gateway; and
2. Reviewing LEED-ND applications and alternative certification (if necessary) as described below.

No later than June 30, 2017, Developer shall submit a complete application, plus fees, for a Prerequisite Review to the U. S. Green Building Council to ascertain eligibility to meet the prerequisites for the Leadership in Energy & Environmental Design Neighborhood Development (LEED-ND) certification. The application shall be reviewed by the Environmental Certification Panel prior to submittal to the U. S. Green Building Council.

Should the Project be determined by the U.S. Green Building Council to meet the prerequisites for LEED-ND, Developer shall submit complete application for LEED-ND certification, representing a minimum of gold level certification and a goal of platinum level, no later than six months prior to

consideration of Tentative Subdivision Map and Final Planned Development applications by the Planning Commission. The application shall be reviewed by the Environmental Certification Panel prior to submittal to the U. S. Green Building Council.

Should the Project be determined by the U.S. Green Building Council to be ineligible for LEED-ND certification at levels requested, the Developer will provide funds for a company or individual knowledgeable with LEED certification, selected by the City Council with recommendation by the Environmental Certification Panel, to review the project and rate it using the LEED-ND point system as a guide, reflecting Baseline Project Feature and Development Agreement commitments over and above LEED-ND requirements such as installation of photovoltaics and reductions in parking. Certification review shall be completed, subject to review by the Certification Panel and approval by the City Council, no later than approval of the first Tentative Subdivision Map for the Project.

The Project is also subject to sustainability commitments in the Baseline Project Features, including:

- Compliance with EIR Mitigation Measure 4.14-5 calling for a Transportation Demand Program, including limitations on vehicle trips for every project phase.
- 4.9 megawatts of photovoltaic, or equivalent. The City Council may allow other energy generation or conservation features as substitutes for any or all of the photovoltaics, upon review by the Environmental Certification Panel and a determination that the substitution would provide additional sustainability benefits and be consistent with other requirements of the Baseline Project Features, EIR Mitigation Measures, and this Agreement.
- Buildings exceeding 2013 Title 24 Energy Efficiency standards by 30%, or more restrictive standard established by State law at the time of building permit.

Additional sustainability components include the following:

- All parking for multifamily rental units shall be charged separately from rent charges. Any resident may have the option of renting car-free housing.
- Developer shall implement a minimum \$2.00 “exit charge” for vehicles owned by residents that leave off-street parking lots and structures during peak hours. The Transportation Demand Management Program required by the Sustainability Implementation Plan and EIR Mitigation Measure 4.14-5 shall provide details on implementation, including method of charge and definition of “peak hour.”
- For the purpose of the sustainability program, developer shall install water submetering to allow for individual monitoring for individual apartment units. Nothing in this section shall change the City’s utility provisions that require that the property owner is the customer for City’s utility system.

EXHIBIT F

TRANSPORTATION AND CIRCULATION COMMITMENTS

Circulation improvements to serve the Property, including the grade-separated crossing to the UC Davis campus and the bridge over the Putah Creek Parkway, are solely the responsibility of Developer, at the Developer's sole cost, subject to the possibility of fee credits as set forth on Exhibit I. Notwithstanding the above, City and Developer shall collaborate to seek grant or other financing for grade-separated connection to UC Davis.

City shall diligently pursue Richards/I80 interchange improvements, provided, however, that the City Council shall determine whether it has the available funds to construct the improvements prior to construction. City and Developer shall attempt to leverage local funds with SACOG or grant funding.

Construction of transportation improvements pursuant to Baseline Project Features and Exhibit H are required. Olive Drive improvements shall be constructed concurrently with the improvements to the Richards Boulevard and Olive Drive intersection. Prior to construction of Olive Drive frontage improvements, City and Developer shall enter into an agreement for reimbursement from Olive Drive property owners for frontage improvements constructed by Developer should Olive Drive properties be redeveloped within 25 years of the effective date of this Agreement.

EXHIBIT G

COMMUNITY ENHANCEMENTS

Pursuant to the Baseline Project Features, Developer shall provide the following Community Enhancements, which are above and beyond the Project's requirements to provide additional benefits to the community.

1. Affordable Housing Trust Fund Contribution

The anticipated deal points in the Pre-Development and Cost-Sharing Agreement approved by the City Council on November 27, 2012 assumed that there would be no affordable housing obligation for housing with densities exceeding 30 units per acre. In recognition of project location supportive of reduced costs for vehicle ownership and use, high-density housing including small ownership and rental units, and energy-efficiency features reducing resident energy costs, the Project is not required to provide price- and income-restricted rental or ownership housing. Nonetheless, the project will contribute one million dollars (\$1,000,000.00) to the City of Davis for deposit to the affordable Housing Trust Fund, to be used at the sole discretion of the City Council. This contribution will be allocated per parcel, on a basis such parcel size, parcel use, and/or anticipated building square footage basis, at the time of approval of the first Tentative Subdivision Map for the project. Payment for each parcel shall be made with Certificate of Occupancy for the first building on that parcel.

2. Community Enhancement Contribution

Developer shall contribute two hundred thousand (\$200,000) community enhancement programs to be used at the sole discretion of the City Council for the following three City programs: on-site civic arts, establishment of a local carbon offset program, and implementation of the Downtown Parking Management Plan. This contribution will be allocated per parcel, on a basis such parcel size, parcel use, and/or anticipated as on a building square footage basis, at the time of approval of the first Tentative Subdivision Map for the project. Payment for each parcel shall be made with Certificate of Occupancy for the first building on that parcel.

3. Agricultural Mitigation

Agricultural mitigation shall be provided in accordance with City of Davis Municipal Code requirements. Mitigation lands shall be identified prior to commencement of construction activity on the Property. Location of mitigation lands is subject to review and approval by the City Council and will not include any City-owned land.

4. Telecommunications Conduit

Project shall construct and dedicate to the City telecommunications conduit to accommodate future expansion of broadband services, namely fiber optic cable to serve all buildings on the Property. Location and size of the conduit shall be subject to approval of the City as part of improvement plans.

5. Sales Tax Place of Sale

To the extent permitted by federal, state, and local law and upon approval of the Project, Developer shall designate the Project Site as the “Place of Sale” for the purposes of designating the retail sales location and calculating the sales tax obligations for the Property.

6. Right of First Refusal for Office/R&D Parcels

Developer shall give City right of first refusal to purchase any or all office/R&D parcels for a period of eighteen months from completion of backbone infrastructure and recordation of Final Map, whichever is later.

EXHIBIT H
PHASING PLAN

Consistent with the Baseline Project Features, construction of backbone infrastructure, including the central street, utility mains, and drainage improvements, may be commenced only after commencement of construction of both the connection to UC Davis and the reconfiguration of the Richards Boulevard interchange identified as the “I-80/Richards Interchange” in the Sacramento Area Council of Governments 2012 Metropolitan Transportation Plan. Certificates of Occupancy will not be issued for any buildings on the Property until the UC Davis connection (which is subject to approval by the Regents of the University of California), the Interchange improvements, and the road connection to West Olive Drive from the Project have been completed.

Backbone infrastructure, including roadways, utilities, and telecommunications conduit, necessary for development of R&D properties shall be provided with the first phase of construction, so that parcels are ready for application for design review and building permits.

EXHIBIT I

IMPACT FEES AND CREDITS

Notwithstanding the general provisions of Section 207 of this Agreement and the Municipal Code, the specific impact fees, connection fees and community benefit contributions set forth in this Exhibit I shall be paid by the Project as modified in this Exhibit I. All other fees, connection fees, and payments shall be subject to the general provisions of Section 207 and the Municipal Code.

1. Water

Water connection fees paid for residential units shall be capped at the existing City rates, based on meter size, of \$8,970 per ¾-inch meter, \$14,950 per 1-inch meter, \$29,900 per 1 ½-inch meter, \$47,830 per 2-inch meter, and \$89,690 per 3-inch meter, through and including July 1, 2024, which shall not be extended pursuant to any of the provisions that allow extensions or tolling. Thereafter, if the water connection fee has increased, the residential units shall pay the then current connection fee. City shall investigate potential adjustments to water connection fees for smaller residential units to reflect a possibility of fewer residents residing within the unit and, therefore, lower water use.

Water connection fees for non-residential development in the Project are to be paid at the rate then in effect when the fee is paid.

Water connection fees shall not be required by the City of Davis if the Project is connected to the UC Davis water treatment system and not the City system.

2. Wastewater

Wastewater connection fees for residential units shall be capped at the existing City rate of \$4,780 for condominium units, and \$3,320 for multi-family units through and including July 1, 2024, which shall not be extended pursuant to any of the provisions that allow extensions or tolling. City shall investigate potential adjustments to water connection fees for smaller residential units to reflect a possibility of fewer residents residing within the unit and, therefore, lower wastewater use. .

Sewer connection fees for non-residential development in the Project are to be paid at the rate then in effect when the fee is paid.

Wastewater connection fees shall not be required by the City of Davis if the Project is connected to the UC Davis wastewater treatment system and not the City system.

3. Traffic/Roadway Capital Improvement Program Fees

The City has determined that Roadway Impact Fees for the retail component of the Project shall be assessed at the Core/AC retail rate given the proximity of the Project to the

Downtown Core Area and the UC Davis campus and the restrictions on on-site parking. Roadway Development Impact fees paid by the Project shall be capped at the existing City rate of \$6,023 per single-family attached unit, \$3,047 per studio/1BR unit, \$4,942 for other multifamily unit, \$5,192 per thousand square feet (ksf) for office/business park, and \$8,448 per ksf retail, through and including July 1, 2024, which shall not be extended pursuant to any of the provisions that allow extensions or tolling. Thereafter, if the roadway connection fee has increased, Project shall pay the then current roadway fee.

Based upon the current adopted Capital Improvement Program, the Project is estimated to generate \$4,775,462 in roadway impact fees, reflecting the project components described in Section 200. The City retains the discretion to apply the Roadway Development Impact Fees contributed by Developer to specific public improvements, as the City may determine appropriate. City anticipates that three million dollars (\$3,000,000) of the Roadway Impact Fees will be used for the Richards Boulevard Interchange.

Payment of Roadway Development Impact Fees, as set forth herein, shall fulfill Developer's obligations to make a fair-share contribution to the costs of Interchange Improvements (Phase 1 Improvement: Richards Boulevard/I-80 Westbound Ramps and Phase 2 Improvements) required by EIR Mitigation Measure 4.14-2.

The Project shall be entitled to fee credits for construction of the Olive Drive and Richards Boulevard Intersection improvements and the bridge over the Putah Creek Parkway, but only to the extent that these fee credits do not reduce the total Roadway Impact Fee payment to less than the three million dollars (\$3,000,000) identified above. This credit will be applied to Roadway Impact Fees due after three million dollars in Roadway Development Impact Fees has been collected from the Project, or through other allocation system approved by the City Manager and set forth as a Minor Amendment to this Agreement,

4. Quimby Act Fees and Park Impact Fees

Developers' Quimby Act and park impact fee obligations shall be deemed satisfied through the combination of the Project's required land dedication, turn-key park, greenbelt and open space improvements.

5. Other Fees

The Project shall pay all other fees required from this Project as required by City ordinance or resolution of the Project mitigation measures or approvals, as set forth in Section 207 of this Agreement.

NISHI DEVELOPMENT PROJECT
PRELIMINARY PLANNED DEVELOPMENT ZONING ORDINANCE

ORDINANCE NO. _____

AMENDING SECTION 40.01.090 OF CHAPTER 40 OF THE CITY OF DAVIS MUNICIPAL CODE BY PREZONING THE NISHI PROPERTY (APN #036-170-018) LOCATED SOUTHEAST OF THE UNION PACIFIC RAILROAD (UPRR) TRACKS AND UNIVERSITY OF CALIFORNIA DAVIS CAMPUS, SOUTHWEST OF PUTAH CREEK, AND NORTH/NORTHWEST OF INTERSTATE 80 (I-80), OF APPROXIMATELY 46.9± ACRES, TO PLANNED DEVELOPMENT (PD) #6-14 UPON ANNEXATION TO THE CITY OF DAVIS AS OUTLINED IN SECTION 40.01.110 OF CHAPTER 40.

THE CITY COUNCIL OF THE CITY OF DAVIS DOES HEREBY ORDAIN AS FOLLOWS:

SECTION 1. PROPERTY AREA.

The Nishi Property consists of one parcel located southeast of the UPRR and UC Davis campus, southwest of Putah Creek, and north/northwest of I-80, totaling approximately 46.9± acres generally described and referenced to as APN 036-170-018 which is shown on Exhibit A and described in Exhibit B.

SECTION 2. ZONING MAP CHANGE.

Section 40.01.090 (Zoning Map) of Chapter 40 of the City of Davis Municipal Code, as amended, is hereby amended by changing the land use designation of the parcels containing approximately 46.9± acres as shown on Exhibit A, to Planned Development #6-14 (PD #6-14) for the Nishi Development Project, as shown on Exhibit C.

SECTION 3. PURPOSE OF PRELIMINARY PLANNED DEVELOPMENT AREA.

The purpose of this preliminary planned development is to:

- A. Optimize an underutilized infill location within and adjacent to the City of Davis;
- B. Contribute to the overall character and livability of the surrounding neighborhood and UC Davis by facilitating the reuse of property in a manner that enhances the visibility and aesthetic appeal of the city from Richards Boulevard, UPRR, and I-80 and that enhances circulation within the city and to UC Davis;
- C. Develop a mixed-use project with an array of dense, efficient, urban housing types, as well as land for business opportunities;
- D. Provide additional housing near existing mobility infrastructure (i.e., pedestrian and bicycle facilities and transit) to reduce vehicle trips, vehicle miles travelled, and parking demand;
- E. Provide housing density adjacent to the downtown area of the City of Davis and UC Davis to reduce vehicle trips, vehicle miles travelled, and parking demand within the downtown area;
- F. Provide alternative access to UC Davis to minimize congestion along Richards Boulevard at the UPRR undercrossing and at the intersection of Richards Boulevard and 1st Street;
- G. Minimize impacts to on-site environmental resources, including on-site vegetation, potentially historic structures along West Olive Drive, and Putah Creek;
- H. Accommodate high-skilled technology-related jobs that allow a greater number of Davis residents to live and work in the community;
- I. Provide energy-efficient building design, low-water use indoor and outdoor design, and high-quality construction by incorporating national and/or local sustainable design practices;
- J. Promote flexibility in project design and implementation to respond to market demand, through phasing of construction, and offering a variety of building types; and
- K. Collaborate with UC Davis and others to capture startup businesses and growing mid-to-large size companies, reducing the loss of intellectual capital and revenue through out-migration.

SECTION 4. USES.

Specified uses for each Sub Area within PD #6-14, as depicted on Exhibit C, are provided in this section.

A) Sub Area A of PD-#6-14.

The subsection pertains to Sub Area A (Residential: Multi-family For Sale and Rental) as shown on Exhibit C.

1. Purpose.

The purposes of Sub Area A (Residential: Multi-family For Sale and Rental) are as follows: to implement the policies and objectives of the Nishi Gateway Project Sustainability Implementation Plan; to support high density multi-family for sale and rental housing near UC Davis and Downtown Davis; and to enhance opportunities for multi-modal connectivity and improved quality of life for local residents.

2. Permitted Uses.

The principal permitted uses within Sub Areas A shall be High Density For-Sale Condominiums and Apartments. Up to 90 dwelling units per acre is allowed within this subarea.

3. Accessory Uses.

The accessory uses within Sub Area A shall be consistent with the accessory uses in section 40.09.040 (Accessory Uses: Residential High Density Apartment District) of the Zoning Ordinance, as amended from time to time. The permitted accessory uses within Sub Area A shall also include the following:

- a. Ground Floor Podium or Below-Grade Parking.
- b. Structured Parking.
- c. Home occupations, subject to the provisions of Section 40.26.150.
- d. Bicycle Storage and Bicycle Rental.
- e. Bicycle and Car Share Services.
- f. Farm Stand/Outdoor Market.
- g. Smaller scale ground floor retail commercial uses (e.g., less than 2,500 total gross square feet) that primarily serve the day-to-day needs of on-site residents and employees, rather than destinations that compete with downtown Davis businesses. These uses may include the following:
 - i. Restaurants, cafes, bakeries (including indoor and outdoor seating areas), which may include sale and service of beer and wine;
 - ii. Neighborhood-serving or employee-oriented retail and service establishments (i.e., printing and copying shops, drycleaners, bicycle sales and repair, beauty salons);
 - iii. Daycare;
 - iv. Nursery school;
 - v. Health and fitness studios; and
 - vi. Other appropriate supporting uses.
- h. Outdoor Entertainment, associated with Permitted Uses.
- i. Indoor and outdoor exercise areas and gymnasiums (commercial or non-commercial).
- j. Power Generating Facilities (solar and wind).
- k. Urban Agriculture.
- l. Small family and group day care homes, subject to the requirements of Section 40.26.270.
- m. Other accessory uses and accessory buildings customarily appurtenant to a permitted

use subject to the requirements of Section 40.26.10.

4. Conditional Uses.

The conditional uses within Sub Area A shall be permitted consistent with section 40.09.040 (Conditional Uses) of Article 40.09 Residential High Density Apartment (R-HD) District of the Zoning Ordinance, as amended from time to time.

Conditional uses in the Sub Area may also include:

- a. Ground-floor retail commercial uses listed above exceeding 2,500 square feet but not exceeding 5,000 square feet.
- b. Restaurants where liquor is provided.
- c. Buildings exceeding the height limits of Section 5.

C) Sub Area B of PD-#6-14.

This subsection pertains to Sub Area B (Research & Development) as shown on Exhibit C.

1. Purpose.

The purpose of Sub Area B (Research & Development) is as follows: to provide employment-generating uses near Downtown Davis and the UC Davis that can provide jobs, boost the local economy and help drive innovation for the region, within an area that has good access to local and regional transit, the local bicycle network and Downtown Davis. These uses are intended to be complementary to UC Davis research facilities, and can serve as incubator space for local start-ups, technology-related, or other R&D-related businesses.

2. Permitted Uses.

The principal permitted uses within Sub Area B are as follows:

- a. High-technology offices (e.g., small incubation spaces, mid-size offices, corporate headquarters).
- b. Flexible spaces that include large floor plate buildings to house large research equipment.
- c. Research laboratories and classrooms.
- d. Support service offices, such as paralegal services, financial investor offices.
- e. Professional and administrative offices.
- f. Administrative, executive and financial offices.
- g. Laboratories (experimental, film or testing).
- h. Manufacture of electric and electronic instruments and devices, such as computers, television, radio and medical devices.
- i. Public utility installations.
- j. Any other research or light manufacturing use determined by the planning commission to be of the same general character as the permitted uses.

3. Accessory Uses.

The accessory uses within Sub Area B shall be consistent with the accessory uses in section 40.19.030 (Accessory Uses: Industrial Administration And Research (I-R) District) of the Zoning Ordinance, as amended from time to time. The permitted accessory uses within Sub Area C shall also include the following:

- a. Ground Floor Podium or Below-Grade Parking.
- b. Structured Parking.
- c. Bicycle Storage and Bicycle Rental.
- d. Bicycle and Car Share Services.
- e. Farm Stand/Outdoor Market.
- f. Smaller scale ground floor retail commercial uses not exceeding 2,500 square feet

that primarily serve the day-to-day needs of on-site residents and employees, rather than destinations that compete with downtown Davis businesses. These uses may include, but are not limited to the following:

- i. Restaurants, cafes, bakeries (including indoor and outdoor seating areas);
- ii. Coffee shops;
- iii. Neighborhood-serving or employee-oriented retail and service establishments (i.e., printing and copying shops, drycleaners, bicycle sales and repair, beauty salons);
- iv. Daycare;
- v. Nursery school;
- vi. Health and fitness studios; and
- vii. Other appropriate supporting uses.
- g. Outdoor Entertainment, associated with Permitted Uses.
- h. Indoor and outdoor exercise areas and gymnasiums (non-commercial).
- i. Power Generating Facilities (solar and wind).
- j. Urban Agriculture.

4. Conditional Uses.

The conditional uses within Sub Area B are as follows:

- a. Day care facility exceeding 2,500 square feet.
- b. Communication services. Uses may include but are not limited to television and radio studios. Cell towers are subject to performance standards contained in Ordinance 1995.
- c. Surface parking lots.
- d. Buildings exceeding the height limits of Section 5.

D) Sub Area C of PD-#6-14.

This subsection pertains to Sub Area C (Surface Parking) as shown on Exhibit C.

1. Purpose.

The purpose of Sub Area C (Surface Parking) is as follows: to provide areas where surface parking can be accommodated in coordination with solar energy production.

2. Permitted Uses.

The principal permitted uses within Sub Areas C are as follows:

- a. Surface Parking.
- b. Power Generating Facilities (solar and wind).

1. Accessory Uses.

The accessory uses within Sub Area C are as follows:

- a. Outdoor Entertainment associated with Permitted Uses in other Sub Areas.
- b. Outdoor exercise areas associated with Permitted Uses in other Sub Areas.
- c. Temporary uses subject to the requirements of Article 40.30A.

E) Sub Area D of PD-#6-14.

This subsection pertains to Sub Area D (Open Space, Public Parks and Detention) as shown on Exhibit C.

1. Purpose.

The purposes of Sub Area D (Open Space, Public Parks and Detention) are as follows: to provide areas for low-intensity active-recreational and ancillary needs which could be

compatible with residential land uses; to provide areas that serve the recreational and social interaction needs of the City residents of all ages, economic situations, and physical conditions; to accommodate the Nishi project’s need for stormwater collection and detention in an environmentally sustainable manner; and to provide additional uses that are complementary to, and can exist in harmony with, the open space-recreation land use and surrounding land uses.

2. Permitted Uses.

The principal permitted uses within Sub Area D are as follows:

- a. Habitat Restoration.
- b. Botanical gardens.
- c. Urban farm and local food production
- d. Par or running course.
- e. Public parks.
- f. Stormwater collection, pre-treatment, and detention facilities.
- g. Power Generating Facilities (solar and wind).
- h. Other open space-recreational uses that the Planning Commission or the Recreation and Park Commission may determine to be similar in nature to the above uses

3. Accessory Uses.

The accessory uses within Sub Area D are as follows:

- d. Surface parking underneath the PG&E easement.

4. Conditional Uses.

The conditional uses within Sub Area D are as follows:

- i. Lawn bowling (public or private).
- j. Turf play fields.

5. Temporary Uses.

Temporary uses within Sub Area D are as follows:

- a. Special outdoor events.
- b. Amplified sound.

SECTION 5. HEIGHT REGULATIONS

No principal or accessory building shall exceed the maximum height identified in the following table, except as listed in the Conditional Uses section of the applicable Sub Area.

Planned Development Sub Area	Planned Development (PD) Designation	Maximum Height
A	Residential: Multi-family For-Sale and Rental	75 feet
B	Research & Development	45 feet
C	Surface Parking	15 feet
D	Open Space Public Parks, and Stormwater Detention	15 feet

SECTION 6. PRELIMINARY PLANNED DEVELOPMENT AREAS

The estimated land use areas for the Nishi Development, along with residential unit and square footage allocations for each of the areas, are as follows and as shown on Exhibit C:

Planned Development Sub Area	Planned Development (PD) Designation	Net Acres	Units	Square Footage (R&D)	Square Footage (Retail)
A	Residential: Multi-family For Sale and Rental	9.8	650	-	- 20,000
B	Research & Development	5.0	-	325,000	
C	Surface Parking	5.9	-	-	-
D	Open Space, Public Parks and Detention	23.2	-	-	-
	Roads	3.0	-	-	-
Totals		46.9	650	345,000	20,000

Actual determination of Sub Area boundaries and acreages shall be established by the Planning Commission through the Final Planned Development.

SECTION 7. FINAL PLANNED DEVELOPMENT (FPD)

A Final Planned Development (FPD) approval shall be required prior to the development of the site. The FPD shall be consistent with the Nishi Development Project.

The development standards and design guidelines for development for the Nishi Development Project, including setbacks, parking requirements, and sign regulations, shall be contained in the Final Planned Development (FPD). The Final Planned Development shall include typical development standards for each Residential and Research & Development Sub Area. Actual determination of Sub Area boundaries and acreages shall be established by the Planning Commission through the Final Planned Development. Parking standards are anticipated to be significantly lower than those in the City of Davis Municipal Code, consistent with the provisions of the Sustainability Implementation Plan.

SECTION 8. CONFLICTS

For provisions not covered by this ordinance, the provisions of Chapter 40 of the Davis Municipal Code, as amended, shall apply. Where there is a conflict between the provisions of Chapter 40 and this ordinance, the provisions of this ordinance shall apply.

SECTION 9. ENVIRONMENTAL IMPACT REPORT MITIGATION MEASURES.

This amendment to the Zoning Chapter of the Municipal Code to the Planned Development District shall be subject to the mitigation measures in Nishi Gateway Project Environmental Impact Report (EIR).

SECTION 10. SPECIAL CONDITIONS

This preliminary planned development is subject to the following development obligations:

1. Compliance with the Baseline Project Features for the Nishi Property established in Resolution _____ approved January 16, 2016.
2. This Rezoning and Preliminary Planned Development is contingent upon voter approval of the General Plan Amendment for the Nishi Property pursuant to Chapter 41 of the Davis Municipal Code, the Citizens' Right to Vote on Future Use of Open Space and Agricultural Lands Ordinance.

SECTION 11. FINDINGS.

- A) The City Council of the City of Davis hereby finds that the criteria for the approval of the preliminary planned development have been fulfilled:
 - 1. The planned development is in conformity with the General Plan.
 - 2. The Nishi Development Project Planned Development is in conformity with the intent of the Planned Development District of the Zoning Chapter (Article 40.22).
 - 3. The Nishi Development Project Planned Development is consistent with the Zoning Ordinance, as the purpose of the Planned Development District is to allow for diversification in the relationship of various buildings and structures and provide relief from the rigid standards of conventional zoning. The proposed Planned Development is intended to provide an integrated and sustainable neighborhood.
 - 4. The property is suitable for the proposed development.

- B) The City Council further finds that the public necessity and convenience and general welfare requires the adoption of pre-zoning set forth in Section 1.

- C) The City Council further finds that it has reviewed and considered the Nishi Gateway Project Environmental Impact Report (EIR) and has determined that the document adequately addresses the environmental effects of the zoning/preliminary planned development.

SECTION 12. CONTINGENCIES AND EFFECTIVE DATE.

The ordinance shall become effective only upon approval of General Plan Amendment #8-14 and ratification by the voters pursuant to Chapter 41 of the Davis Municipal Code, the Citizens’ Right to Vote on Future Use of Open Space and Agricultural Lands Ordinance.

INTRODUCED on the 16th day of January, 2016 and adopted by the City Council of the City of Davis this ____ day of _____, 2016 by the following vote:

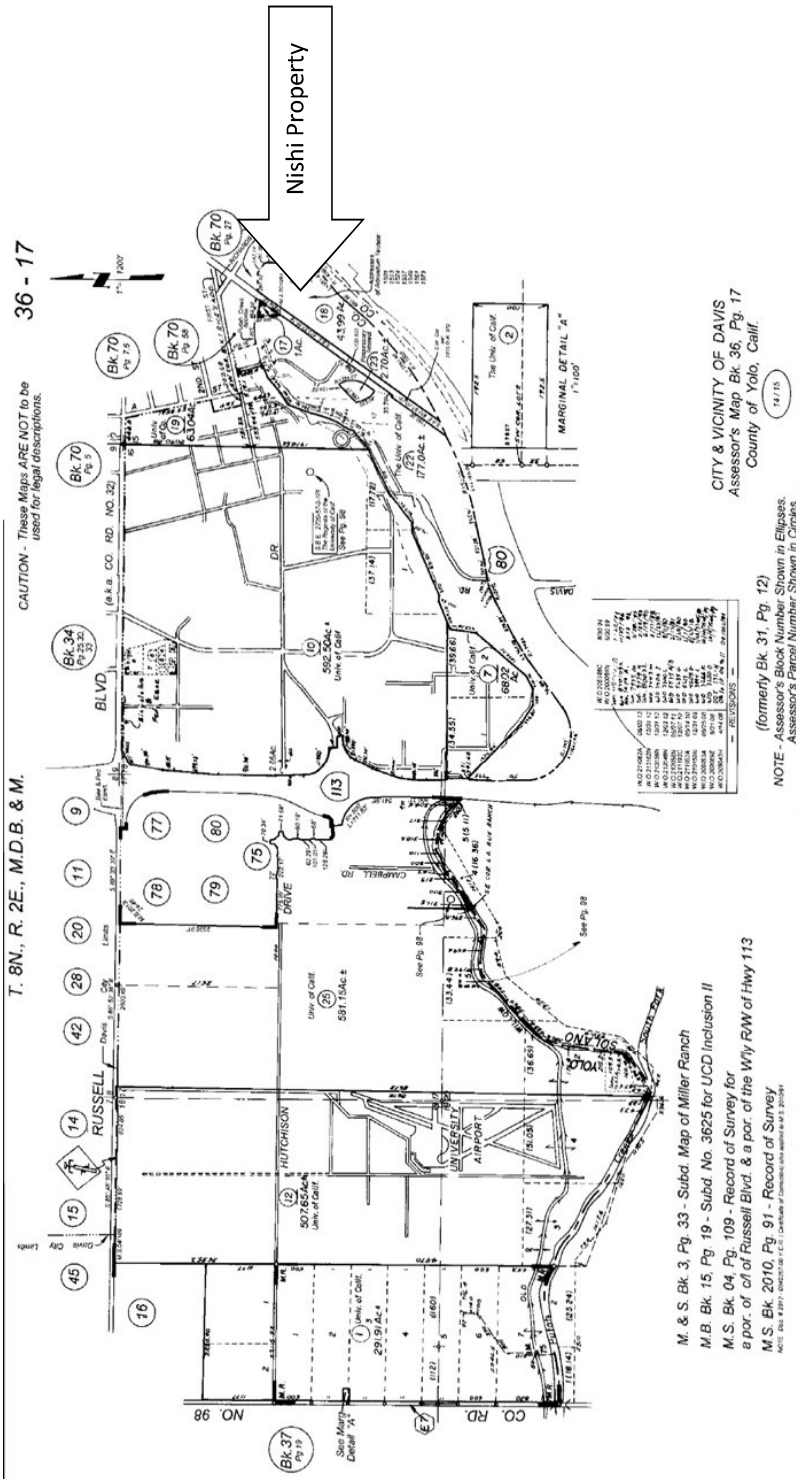
AYES:

NOES:

Exhibits

- A. Property to be Prezoned to PD #06-14
- B. Legal Description
- C. Preliminary Planned Development Zoning Map

Exhibit A
Rezoning and Preliminary Planned Development for “Nishi” Property
Property to be Rezoned



36 - 17

CAUTION - These Maps ARE NOT to be used for legal descriptions.

T. 8N., R. 2E., M.D.B. & M.

M. & S. Bk. 3, Pg. 33 - Subd. Map of Miller Ranch
 M/B Bk. 15, Pg. 19 - Subd. No. 3625 for UCD Inclusion II
 M.S. Bk. 04, Pg. 109 - Record of Survey for a por. of of Russell Blvd. & a por. of the Wly RW of Hwy 113
 M.S. Bk. 2010, Pg. 91 - Record of Survey for the portion of the Wly RW of Hwy 113

CITY & VICINITY OF DAVIS
 Assessor's Map Bk. 36, Pg. 17
 County of Yolo, Calif.

(formerly Bk. 31, Pg. 12)
 NOTE - Assessor's Block Number Shown in Ellipses
 Assessor's Parcel Number Shown in Circles

4/15

Exhibit B
Prezoning and Preliminary Planned Development for "Nishi" Property
Legal Description

The land referred to in this agreement is situated in the unincorporated area of the County of Yolo, State of California, and is described as follows:

PARCEL ONE:

All that certain piece of Parcel of land formerly situate in the County of Solano, State of California, and known as a portion of the "Briggs Vineyard" the Map of which was filed May 27, 1980 in Book 1 of Maps, at Page 65 and bounded on the East Bay by the North and South center line of Sections 15 and 22, T. 8N., R. 2E., M.D.B. & M. bounded on the South and West by lands formerly of H. Hamel (more recently owned by Lester J. Hamel, et al and described in decree recorded May 29, 1944 in Book 316 of Solano County Official Records at Page 361, Instrument No. 4442) and bounded on the North by the Southeasterly line of the right of way of the Southern Pacific Railroad Company, being a portion of Section 15 and 22 of T.8N., R. 2E., M.D.B. & M.

EXCEPTING THEREFROM that portion lying within the Parcel of land described in the Deed from Ellis Nishi, et ai, to the State of California , dated December 18, 1959, recorded February 19, 1960 in Book 1015 of Solano County Official Records at Page 379, Instrument No. 3306.

ALSO EXCEPTING THEREFROM the Parcel of land described in the Deed from Dick Nishi, et ai, to the State of California , dated March 4, 1971, recorded July 16, 1971 in Book 1696 of Solano County Official Records at Page 213, Instrument No. 14144.

ALSO EXCEPTING any portion within Solano County.

PARCEL TWO:

Beginning at the Southwest corner of that certain parcel of land conveyed to the State of California by Deed recorded February 19, 1960 in Book 1015 of Official Records at Page 379, Instrument No. 3306, Solano County Records ; thence (1) along said Southeasterly line of the Southern Pacific Railroad right of way N. 34° 49' 32" E., 679.16 feet; thence (2) N. 74° 33' 11" E, 443.82 feet; thence (3) from a tangent that bears N. 74° 33' 06" E , along a curve concave to the Northwest having a radius of 2,896.72 feet through an angle of 9° 53' 30", an arc distance of 500.10 feet, thence (4) from a tangent that bears N. 57° 13' 53" E , along a curve concave to the Northwest having a radius of 4,380 feet through an angle of 5° 57' 07", an arc distance of 456.00 feet to the North South one quarter section line of said Section 15; thence (5) S. 40° 55' 58" W., 680.38 feet; thence (6) from a tangent that bears S. 43° 18' 11" W., along a curve concave to the Northwest having a radius of 5,500 feet through an angle of 2° 45' 17", an arc distance of 264.43 feet; thence (7) from a tangent bearing S. 60° 09' 30" W., along a curve concave to the Northwest having a radius of 5,000 feet through an angle of 10° 01' 24", an arc distance of 874.7 feet; thence (8) S. 78° 28' 11" W., 233.11 feet to the point of beginning.

PARCEL THREE:

A portion of the Southwest quarter of Section 15 and of the Northwest quarter of Section 22, both in T. 8N., R. 2E., M.D.M., more particularly described as follows :

Beginning at the Southwest corner of that certain parcel of land conveyed to the State of California by deed recorded February 19, 1960 in Book 1015 of Official Records at Page 379, Instrument No. 3306, Solano County Records ; thence (1) S. 0° 30' OS" W., 364.88 feet; thence (2) from a tangent that bears S. 59° 29' 28" W., along a curve concave to the Northwest having a radius of 5,500 feet, through an angle of 4° 43' 06", an arc distance of 452.93 feet to said Southeasterly line of the Southern Pacific Railroad; thence (3) along last said line N. 34° 49' 32" E, 704.72 feet to the point of beginning .

EXCEPTING THEREFROM all oil, oil rights , minerals, mineral rights , natural gas, natural gas rights , and other hydrocarbons by whatsoever name known that may be within or under the above described Parcel of land, together with the perpetual right of drilling , mining, exploring and operating therefore and removing the same from said land, including the right to whipstock or directionally drill and mine from said lands other than those hereinabove described, oil or gas wells, tunnels and shafts into, through and across the subsurface of the land hereinabove described and to bottom such whipstock or directionally drilled wells , tunnels and shafts under and beneath or beyond the exterior limits

thereof, and to redrill, retunnel, equip, maintain, repair, deepen and operate any such wells or mines, without, however, the right to drill, mine, explore and operate through the surface of the upper 100 feet of the subsurface of the land hereinabove described or otherwise in such manner as to endanger the safety of any highway that may be constructed on said lands, as granted in the deed from the State of California, to Lester J. Hamel, et ux, dated August 28, 1972, recorded September 12, 1972 in Book 1775 of Official Records at Page 537, Instrument No. 21033, Solano County Records.

PARCEL FOUR:

Beginning at a point which is North 0° 20' East, 53.9 chains from the Southeast corner of a tract of land formerly known as the George G. Briggs Orchard and Vineyard, a map of which is on file, and which said Southeast corner is described on said map as being the Southeast corner of the Northwest quarter of Section 22, in T. 8N., R. 2E, M.D.M., said point of beginning is also North 0° 20' East 21.78 chains from the Southeast corner of land of G. W. Schlichten; thence North 88° 40' East, 12.65 chains to an iron stake at fence; thence to and along picket fence on East side of house enclosure North 0° 24' East, 17.19 chains to the middle of the channel of Putah Creek; thence up same in a Westerly and Northerly direction about 23 chains; thence along the boundary between land of Hamel and the land of Schlichten South 0° 20' West, 31.03 chains to the place of beginning.

EXCEPTING THEREFROM all that portion thereof lying Southeasterly and Southerly of the Northwesterly line of the parcel of land described in the Deed from Lester J. Hamel, et ux, to State of California, dated January 11, 1960, recorded April 1, 1960 in Book 1021 of Official Records at Page 542, Instrument No. 6426, Solano County Records.

ALSO EXCEPTING THEREFROM all of Lot 9, in the Northeast one-quarter of Section 15, T. 8N., R. 2E., M.D.B. & M., according to the Official Plat thereof.

PARCEL FIVE:

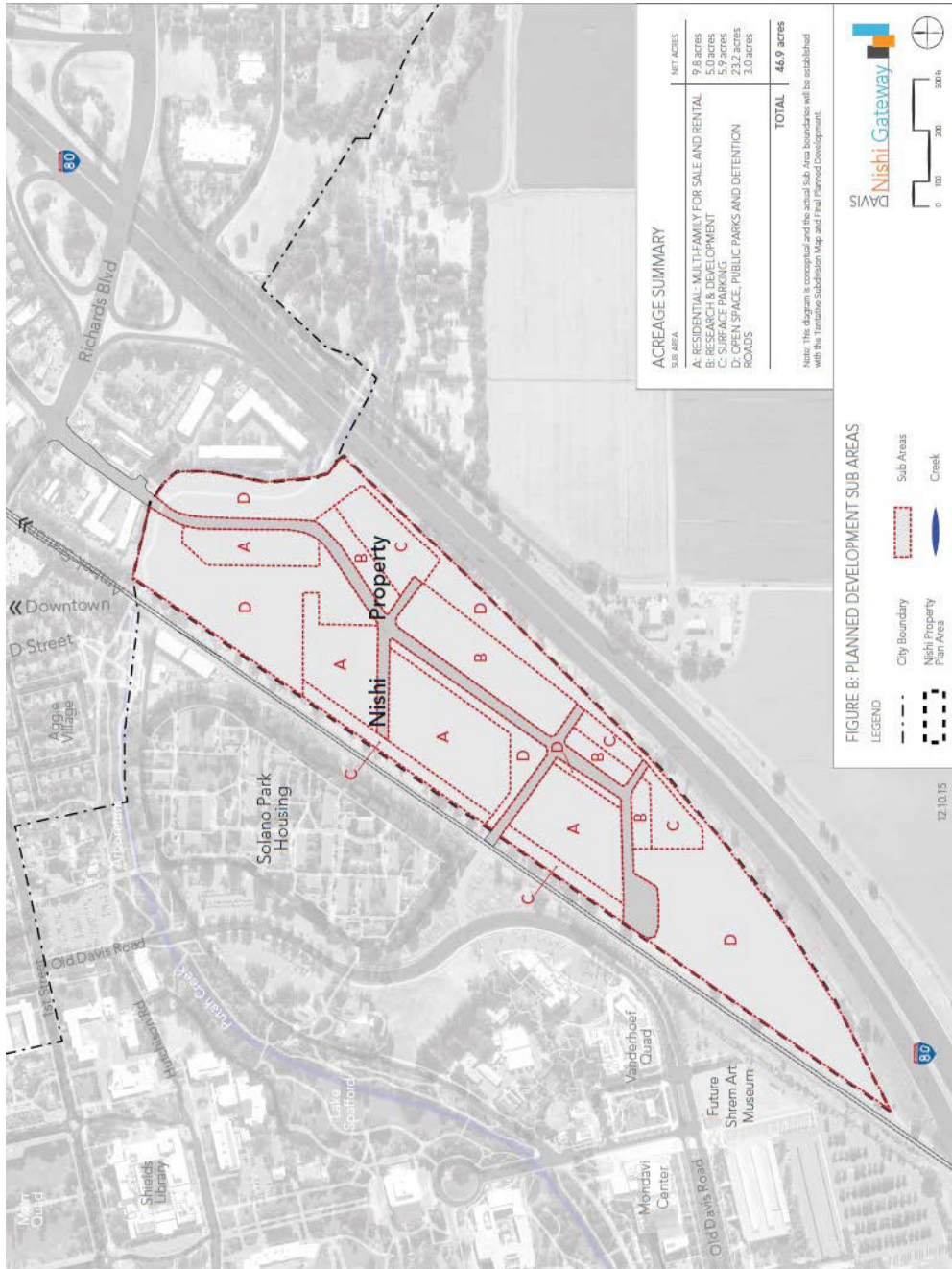
All of Lot 9, in the Northeast one-quarter of Section 15, T. 8N., R. 2E., M.D.B. & M., according to the Official Plat thereof.

EXCEPTING FROM THE PARCELS DESCRIBED ABOVE THE FOLLOWING:

BEGINNING at the most southwesterly corner of Parcel 2 of a Record of Survey as said map is filed for record in the Office of the County Recorder of Yolo County in Book 8 of Maps and Surveys at Page 103, said point being on the southeasterly right-of-way of SPRR: thence from said point of beginning, along the southerly line of said Parcel 2, S. 78°13'00" E., 314.75 feet; thence leaving said Parcel 2 the following nine (9) courses along the creekbed of the Putah Creek; 1) S. 55° 45' 56" E., 99.14 feet; 2) S. 39°48'40" E., 61.38 feet; 3) S. 01°32'00" E., 97.09 feet; 4) S. 05°55'00" W., 100.60 feet; 5) S. 10°46'00" W., 152.89 feet; 6) S. 00°13' 00" W., 49.99 feet; 7) S. 11°07'10" E., 50.87 feet; 8) S. 03°13'30" E., 100.10 feet; and 9) S. 20°40'10" E., 53.26 feet; thence leaving said creekbed of Utah Creek and along the westerly side of the proposed acquisition the following 7 courses: 1) N. 45°04'24" W., 76.60 feet; 2) along a curve to the right with a radius of 234.25 feet, a central angle of 49°13'11", an arc length of 201.23 feet; 3) N. 04°08'47" E 305.46 feet; 4) along a curve to the left with a radius of 93.83 feet, a central angle of 98°35'38" and an arc length of 161.46 feet; 5) S. 85°33'09" W. 77.11 feet; 6) N. 82°05'35" W., 84.90 feet; 7) N. 87°32'46" W., 140.69 feet to a point on the easterly right-of-way of SPRR: thence along said easterly right-of-way N. 34°22'30" E., 133.99 feet to the point of beginning.

APN: 036-170-18

Exhibit C
Rezoning and Preliminary Planned Development for "Nishi" Property
Zoning Map



ORDINANCE NO. _____,

**ORDINANCE AMENDING THE ZONING OF THE GATEWAY/OLIVE DRIVE
SPECIFIC PLAN REGARDING
COMMERCIAL SERVICE USES IN THE WEST OLIVE DRIVE COMMERCIAL
SERVICE AREA (NISHI GATEWAY PROJECT)**

THE CITY COUNCIL OF THE CITY OF DAVIS DOES HEREBY RESOLVE AS FOLLOWS:

WHEREAS, the City of Davis General Plan incorporates by reference the Gateway / Olive Drive Specific Plan, including the Land Use Map of the Gateway / Olive Drive Specific Plan;

WHEREAS, the Gateway / Olive Drive Specific Plan contains a land use policy to enhance the vitality that currently exists within the University, Core Area, and surrounding neighborhoods; and

WHEREAS, the General Plan has goals to maintain and enhance the Core Area as a vibrant, healthy downtown that serves as the city's social, cultural and entertainment center and primary, but not exclusive, retail and business district; and to attract visitors to Davis; and

WHEREAS, the City of Davis, UC Davis, Yolo County, and the Nishi property have been collaborating to explore the possibility of a Mixed-Use Innovation District on the Nishi property, West Olive Drive, and nearby UC Davis lands; and

WHEREAS, the Nishi Gateway development would provide jobs for local residents, housing for students and employees of UC Davis as well as local technology businesses, and customers for downtown merchants; and

WHEREAS, Environmental Impact Report #2015120666 adequately assess the potential impacts of the project; and

WHEREAS, the public necessity, convenience, and general welfare require the adoption of the proposed amendment

NOW, THEREFORE, the City Council of the City of Davis does hereby ordain that the Gateway / Olive Drive Specific Plan shall be amended as follows

- 1. Table 5, Existing and Proposed Land Use Account shall be amended to reflect a potential additional 55,900 square feet of commercial service uses on West Olive Drive.**
- 2. The Commercial Service zoning (page 22) shall be amended as follows:**
The maximum floor area ratio shall be ~~40-50~~ percent, with the exception of a hotel conference facility between West Olive Drive and Interstate 80, which has a maximum floor area ratio of 1.35, subject to discretionary review through the Conditional Use Permit

process. Vehicle parking requirements for uses on West Olive Drive shall be established through the Design Review process, using standards for the Mixed-Use Zoning District as a guide.

b. (Permitted Uses) (f) Research and development, and similar university-related technology uses. (g) Similar types of uses as identified by the Planning Commission to be the same general character as those above.

3. The description of the West Olive Drive Subarea (page 24) shall be amended as follows:

The general and specific plan land use for this area is commercial service. The land use and zoning will be treated the same as commercial service in the East Olive Drive Area, except that West Olive Drive shall be allowed a higher development intensity, reduced parking requirements, and university-related technology uses reflecting its proximity to the Nishi property and the UC Davis campus.

The West Olive Drive area is currently characterized by a motel and restaurants and commercial service uses. This portion of the plan assumes ~~a widened~~ the City will not widen the Richards Boulevard undercrossing of the Southern Pacific Railroad tracks. The intent of the land use and design guidelines for this portion of the project is to upgrade the image of the area and provide an enhanced entry experience while entering central Davis from I-80.

4. The Design Guidelines / Parking Guidelines for the West Olive Subarea (page 39) shall be amended as follows:

Parking shall be in structures, on-street or in lots located behind or between the buildings rather than between the building and the street. Vehicle parking requirements for uses on West Olive Drive shall be established through the Design Review process, using standards for the Mixed-Use Zoning District as a guide.

5. The Design Guidelines / Streetscape Guidelines for the West Olive Subarea (page 39) shall be amended as follows:

West Olive Drive is intended to have the character of a downtown street – formal and shady. The figures adjacent and below are representative plan and sections to illustrate the intended street character for West Olive Drive. Final determination of roadway configuration and phasing of improvements shall be as established pending completion of improvement plans for Nishi Gateway, the Davis Arch, Richards Boulevard Interchange improvements, and the Richards Boulevard Corridor Plan.

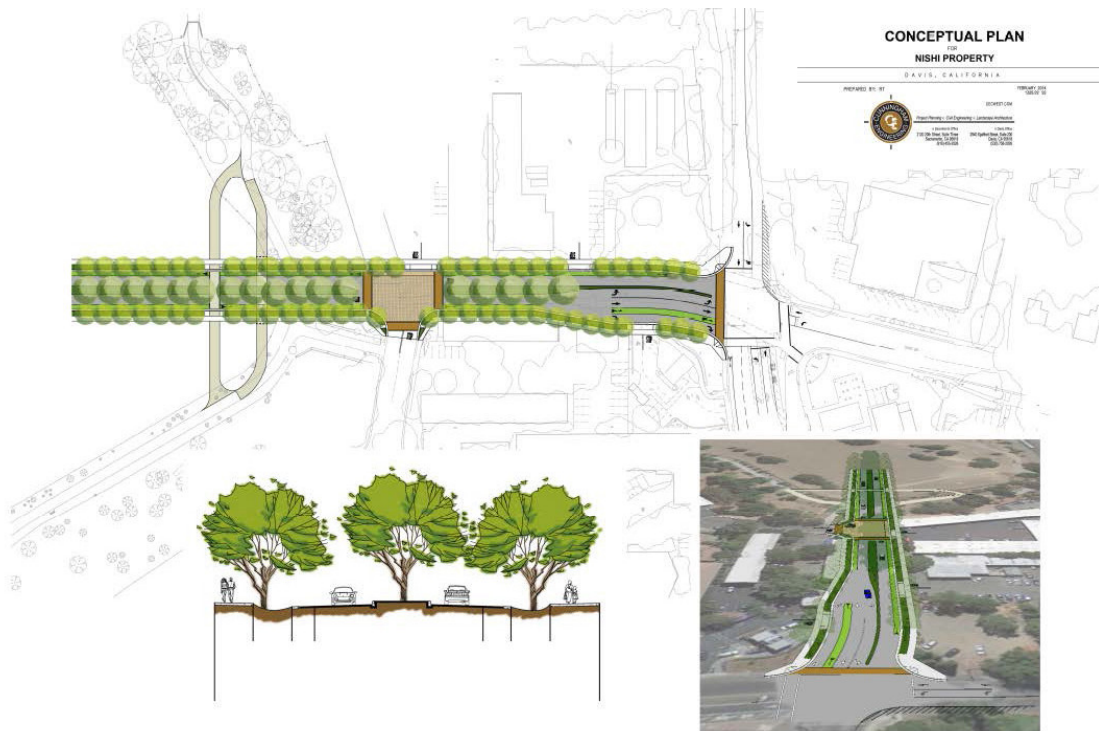
Specific guidelines for this streetscape are as follows:

West Olive Drive shall have ~~a 84-foot right of way including two 8-foot bicycle lanes, four 11-foot vehicle lanes and two 12-foot sidewalk/planning areas~~ no more than two vehicle travel lanes except at intersections as necessary for safety or design considerations. Bicycle facilities may be either bicycle lanes or “sharrows.”

Street tree planting shall consist of evenly spaced, deciduous shade trees selected from the City's approved street tree list.

Trees shall be spaced the distance in feet which is equal to two-thirds of the tree's canopy in 15 years. For example, trees with an expected 15-year canopy of 45-feet shall be planted 30 feet on center.

[Replace exhibit showing two travel lanes with below exhibit showing one travel lane each direction.]



INTRODUCED on this _____ day of _____, 2016, and PASSED AND ADOPTED by the City Council of the City of Davis on this _____, 2016 by the following vote:

AYES:
NOES:
ABSENT:

Daniel M. Wolk
Mayor

Zoe S. Mirabile, CMC
City Clerk

RESOLUTION NO.

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF
DAVIS CALLING A SPECIAL ELECTION TO BE HELD IN
THE CITY ON TUESDAY, JUNE 7, 2016, FOR SUBMISSION TO THE VOTERS
OF A MEASURE AMENDING THE GENERAL PLAN TO CHANGE THE LAND
USE DESIGNATIONS FOR THE NISHI PROPERTY AND ESTABLISHING
THE NISHI BASELINE PROJECT FEATURES
AND DIRECTING THE CITY CLERK TO SPECIFY THE
DEADLINE FOR SUBMISSION OF ARGUMENTS FOR
AND AGAINST THE MEASURE**

THE CITY COUNCIL OF THE CITY OF DAVIS DOES HEREBY RESOLVE AS
FOLLOWS:

Section 1. Pursuant to the laws of the State of California relating to special elections, there shall be, and there is hereby called and ordered held in the City of Davis, County of Yolo, State of California, on Tuesday, June 7, 2016, a special municipal election of the qualified electors of the City of Davis, for the purpose of placing on the ballot the following measure:

MEASURE _____

Shall amended Resolution No. ____, amending the Davis General Plan to change the land use designations for the Nishi property from agriculture to University-Related Research Park, as set forth in the Resolution and establishing the Baseline Project Features for development of the Nishi Project be approved?

A full and complete copy of amended Resolution No. ____ is attached hereto as Exhibit 1 and incorporated herein.

Section 2. Said election shall be held on June 7, 2016. In all particulars not recited in this Resolution, said election shall be conducted as provided by law for the holding of municipal elections in the City. Said election shall be consolidated with all other elections to be held within the City on June 7, 2016.

Section 3. The City Council hereby directs the City Attorney to prepare an impartial analysis of the measure in accordance with section 9280 of the Election Code showing the effect of the measure on existing law and the operation of the measure.

Section 4. Arguments for or against said measure shall be filed with the City Clerk of the City of Davis. The City Clerk shall fix the dates for submittal of arguments as provided for in section 9286 of the Election Code.

Section 5. Rebuttal arguments may be submitted as provided for in section 9285 of the Elections code of the State of California. The provisions of said section 9285 are hereby adopted and shall apply to this election.

PASSED AND ADOPTED this day of 2016, by the following vote:

AYES:

NOES:

ABSENT:

DANIEL M. WOLK
Mayor

ATTEST:

Zoe S. Mirabile, CMC
City Clerk