



PROJECT DESCRIPTION

November 8, 2024

PROJECT OVERVIEW

The Pacific Gateway Project (“Project”) is a mixed-use development consisting of approximately 1,576.7 gross acres in south San Joaquin County (“County”).

The Project is generally bound on the south by California State Route 132 (“CA-132”) and the California Aqueduct (“Aqueduct”), Tracy Boulevard on the west, Bird Road to the east, and the Delta-Mendota Canal (“DMC”) at the north, except for the University Center development area as defined below. At a plan level, the southern boundary of the Project is separated from Interstate I-580 (“I-580”) by commercially farmed agricultural lands, creating a substantial natural buffer from the Project’s West and Central development areas (See **Exhibit 1**).

The Project also includes an approximately 40-acre retention basin located about two-thirds of a mile to the north of the University Center area (“Off-Site Basin”). The Off-Site Basin will primarily serve all portions of the Project located west of Chrisman Road, providing exceptional percolation to recharge the groundwater table.

The Project generally consists of 24.7 million square feet of Limited-Industrial use buildings, a 93,000 square foot business park (within the I-P zone), 160,000 square feet of commercial space which includes a VFW post, a private University with 1.2 million square feet of building space for up to 5,000 students, also providing for up to 1,000 student housing beds, plus an expansion area for the University providing an additional 115,000 of building area and up to 600 more student housing beds. The Project incorporates related parks, open space and infrastructure improvements (See **Exhibits 1 and 2**). The Project is anticipated to be fully developed over the course of twenty five to thirty years, based on market demand, and encompasses five (5) development areas: first, the University Center north of the DMC, consisting of P-F, C-G and I-P land uses, together with the Off-Site Basin, plus the three areas defined as Pacific Gateway East, Central and West comprised predominantly of I-L, P-F and open space land uses, and lastly, Gateway Center comprised of C-G, I-L and open space.

The intent of the Project is to bring economic growth and educational opportunities to South San Joaquin County and the Central Valley. Pacific Gateway will contribute to local schools and public services, construct new infrastructure and provide upgrades to local roadways, as well as develop an 11-acre central park, extensive network of biking paths, walking paths, and mini parks for the benefit of the community and Pacific Gateway employees. Upon full build out, Pacific Gateway will generate thousands of new jobs and create the potential for billions of dollars of new economic activity for the County.

The Project will be supported by the Pacific Gateway Specific Plan and related entitlements that will establish the land uses, zoning, development standards, and comprehensive development regulations for ultimate buildout of the Project Area.

PROJECT BACKGROUND

Pacific Gateway has been redesigned in response to valuable input received since submitting the original application to San Joaquin County, including input from the County Staff, local community members, and other important stakeholders. The Project is a reconfiguration of the originally proposed project, as defined by ten (10) new entitlement applications filed with the County on September 27, 2024 as set forth below. The new applications supersede and replace the original applications submitted to the County on January 17, 2023 (PA- 2100188 through PA-2100191, PA-2300091 through PA-2300095, and PA-2400500) and define the new Project. The Williamson Act Contract Cancellation Application was separately filed on November 8, 2024. The original applications were withdrawn on November 8, 2024.

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Substantially all the original project's proposed industrial zoning north of DMC (over 900-acres) has been relocated south of the DMC to separate the Project from homes and ranchettes along Durham-Ferry Road and Bird Road. As a result, all the Project's Limited Industrial zoning now rests between the DMC to the north, and the Aqueduct or CA-132 to the south. To minimize traffic and noise impacts upon the surrounding community, the Project is oriented toward I-580 and CA-132, and centered on Chrisman Road, a designated Surface Transportation Assistance Act (STAA) route, to facilitate efficient motor vehicle movement south to the I-580/CA-132 interchange ushering traffic westbound on I-580 to the Bay Area, or eastbound to Modesto and California State Highway 99 ("CA-99") or to Interstate Highway 5 ("I-5"), north or southbound. Furthermore, the DMC serves as a physical barrier, providing a separation of land uses from the University Center land uses.

PROJECT AREA OVERVIEW

The Project area ("Project Area") encompasses mostly contiguous acreage and is generally located north of I-580 and SR 132, bounded on the west by Tracy Boulevard and on the east by Bird Road, which is approximately one mile west of I-5. The southern boundary of the Project is formed by the California Aqueduct west of Chrisman Road and CA-132 east of Chrisman Road. Chrisman Road, a designated STAA Truck Route, runs north to south and generally bisects the center of the Project Area.

The Project Area is generally level with moderate elevation changes and is currently developed with active agricultural uses, which include commercial scale almond orchards, cherry orchards, and vineyards, as well as an agricultural machinery manufacturing facility, separately operated by A.B. FAB, Inc.

Although the Project Area, at its nearest point, is approximately one mile from the southern boundary of the City of Tracy, it is nonetheless generally located in an existing agricultural area with agricultural uses located to the north, to the south between the Aqueduct and I-580, and to the east of Bird Road. There are several established surface mining operations located to the northwest of the Project Area. Finally, there are two existing single-family homes that front Chrisman Road and one parcel with three homes that front on MacArthur Drive that are adjacent to the Project Area. The Tracy Municipal Airport is located approximately one mile northwest of the Project site.

Existing infrastructure within and around the Project Area is limited. South Tracy Boulevard, South MacArthur Drive, and South Chrisman Road all provide north/south circulation access through the Project Area. Existing east/west access, however, is limited to private, unimproved farm roads. The Project will include new public streets that will provide access to each part of the Specific Plan Area, including two primary east/west thoroughfares traveling from Tracy Boulevard to the west, which join each other east of Chrisman Road before continuing to Bird Road on the east.

The Project envisions a variety of uses within the Specific Plan, the largest of which is modern, Class "A" industrial warehouse and distribution facilities. Additional components include a private University campus, retail commercial, business park (I-P), a new fire station, the future home of the Veterans of Foreign Wars Tracy Post 1537, and the Off-Site Basin.

The Project includes outdoor spaces for both passive and active use. This includes thoughtfully designed landscaped areas, pedestrian paths, high-quality break areas, Class 1 bike facilities, and park-like amenities available for the workforce and the community. Pedestrian and bike trips are also encouraged by a network of trails and sidewalks as an alternative to vehicle trips.

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PROJECT ENTITLEMENTS

The Project has submitted for ten (10) discretionary entitlements to the Community Development Department of San Joaquin County. Those applications and application numbers are compiled in the table below.

Record Number	Entitlement Requested	Project Component
PA-2400363	General Plan Map Amendment and Rezone	Entire Project
PA-2400364	General Plan Text Amendment	Entire Project
PA-2400365	Comprehensive Plan	Pacific Gateway Specific Plan
PA-2400366	Development Agreement	Entire Project
PA-2400367	Subdivision (Major)	Entire Project Master Vesting Tentative Map
PA-2400368	Subdivision (Major)	First Phase Vesting Tentative Map
PA-2400369	Zoning Compliance	Industrial First Phase
PA-2400371	Zoning Compliance	University First Phase
PA-2400372	Zoning Compliance	VFW Facility
PA-2400500	Williamson Act Contract Cancellation	Cancellation across various parcels

The proposed General Plan Text Amendment will address the potential for economic development opportunities in supply chain corridors in south San Joaquin County in the areas proximate to Interstate 580, Interstate 5, and State Route 132 that are served by an existing STAA Route to support the efficient movement of goods to and from the Port of Oakland, Port of Stockton, the Stockton Airport, and throughout the Sacramento-San Joaquin Valley.

PROPOSED LAND USES

The Project entitlements include General Plan Map Amendments and Zone Change changing the existing Agricultural designation and zoning to recognize Limited Industrial (I-L), General Commercial (C-G), Industrial Park (I-P), and Public Facility (P-F) uses. The Off-Site Basin will be located north of the Project site and will remain in the Agricultural Zone (AG); the drainage basin is a permitted use within the 40-acre AG zone.

Each land use designation addressed in the Specific Plan includes a list of permitted uses, conditional uses, and disallowed uses. These have been created to anticipate current and future market demand. In addition to the allowed and conditionally allowed uses, development standards and guidelines have been incorporated to guide the design of individual buildings. This will ensure that buildings meet user requirements while maintaining the Project’s commitment to sustainability, institutional quality architecture and branding.

The proposed Specific Plan will allow existing nonconforming uses within the Project area that are operating at the adoption of the Pacific Gateway Specific Plan to continue operations until developed in conformance with the Specific Plan. Existing non-conforming uses expected to continue include AB FAB, an agricultural machinery manufacturer, as well as almond, cherry and grape farms. Agricultural operations may change between crops, vineyards and orchards from time to time, or may change the type of agriculture (for example, from almond farming to cherry farming), without losing nonconforming status.

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WILLIAMSON ACT CONTRACTS

Approximately 789.85 acres of the Project is subject to Williamson Act contracts (“Williamson Act Contract(s)” and “Williamson Act Parcels”) – see **Table 1** below. Notices of Nonrenewal have been filed for the Williamson Act Parcels, and a Williamson Act Contract cancellation application was filed separately on November 8, 2024.

Table 1

Williamson Act Parcels		
APN	Acres	Nonrenewal Filed
253-190-011	61.7	2024
253-180-060	4.47	2024
253-180-011	182.85	2024
253-260-009	119.46	2005 / 2024
253-260-120	119.46	2024
253-260-130	202.83	2024
253-260-140	59.1	2024
253-200-190	39.98	2005
TOTAL	789.85	

PROPOSED PROJECT LAND USES

Limited Industrial (I-L)

Limited Industrial (I-L) designation provides for warehouse, distribution, fulfillment center, e-commerce and other limited industrial uses requiring large format buildings essential to the supply chain, as well as buildings that accommodate light impact manufacturing (such as assembly) and advanced manufacturing for the development and manufacturing of robotics or electric vehicle components. Building types in this zone will include standard industrial structures limited to 100 feet in height west of Chrisman Road within the Tracy Airport Land Use Compatibility Plan (“TALUCP”), and otherwise limited to 120 feet east of Chrisman Road which are beyond the TALUCP Zone 8. Pacific Gateway West, Central, East areas of the Project, as well as the Gateway Center area, predominately zoned I-L.

General Commercial (C-G)

The General Commercial (C-G) designation provides for a variety of retail commercial uses and business services designed to serve those working and learning within the Specific Plan Area. Priority will be given to restaurants, goods and services that support those utilizing the industrial and warehouse facilities as well as the University. Commercial zoning immediately north of the University consists of 5.88 acres, including the 2.88 acre for the VFW site. The Gateway Center development area fronting CA-132 at the south end of the Specific Plan Area fronting the east side Chrisman Road offers 11.5 acres of commercial zoning at the southern entry of the Project providing convenient access to restaurants, services, a gas station, and hotel. Typical retail building designs will include single story commercial structures with walk up storefronts, while the hotel is anticipated to be three to five floors depending upon demand.

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Veterans of Foreign Wars

The Veterans of Foreign Wars (VFW) of the United States is a nonprofit veteran’s service organization comprised of eligible veterans and military service members from the active, guard, and reserve forces. The VFW provides a variety of programs and services that work to support veterans, service members and their families, as well as the community. The Project includes a parcel for a new building and associated parking for the future home of Tracy Post 1537. The facility will provide a meeting space and offices for the administration of services and outreach to support the Veterans. The facility will be available for community events and gatherings including weddings, receptions, and school dances. The site will accommodate recreational vehicles for Veterans traveling through the area, providing a safe and secure location for short-term parking.

Industrial Park (I-P)

The Industrial Park (I-P) zoning designation is intended to provide a business park environment consisting of smaller buildings to be used for combined office/warehouse uses including research and development, light impact manufacturing (such as assembly), HVAC contractors, electricians, plumbing contractors and window installation and other service-related businesses, such as janitorial service and supply vendors. User spaces will typically include limited warehouse area mostly serviced by grade level doors for delivery vehicles access.

Public Facility (P-F)

The Public Facility (P-F) designation applies to a variety of land uses that serve the Specific Plan Area generally or the greater public, including the University Campus, open space, a central park, a network of mini parks, a new fire station, and stormwater management basins.

University

The University will expand access to higher education in the County and Central Valley regions, historically underserved areas. The University will curate an educational program and curriculum suited to the specific needs of community. Over time, the University is anticipated to offer studies and degrees in Artificial Intelligence (AI), robotics, computer science, nursing and Allied Health, and business, including logistics and supply chain management. The approximately 67-acre “University Campus” is designed to accommodate indoor and outdoor sports facilities as well as student housing offering 1,000 beds. Student housing will be constructed in phases over time depending on the needs of the campus population. At full build out, the University Campus is designed to accommodate a population of 5,000 students. The first University building will be approximately 25,000 square feet and will accommodate up to 400 students, and . The include classrooms, administrative offices, as well as a student resource center, and offer indoor and outdoor gathering areas, including a covered roof-top atrium. The Specific Plan incorporates an additional 9.8 acre of P-F zoning to the north and adjacent to the University Campus for “Expansion Area” to afford the University an opportunity for future growth. The Expansion Area will accommodate an additional 115,000 square feet of facilities and another 600 beds of student housing.

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Open Space

The Project incorporates ample open space areas, some of which will have recreational amenities. There will be storm basins to capture storm runoff, flood control, and water treatment. Some of these basins will be co-located with public amenities such as exercise stations, picnic areas, sitting areas, concession/food truck service areas, natural areas, and trails. The parks and open spaces will be integrated throughout the Specific Plan Area and will be well-connected via pedestrian and bicycle networks.

PROJECT INFRASTRUCTURE IMPROVEMENTS

The Project has been designed and will be developed over time with a full range of infrastructure improvements to serve both the initial stages of development and full build out (See **Exhibit 4**). Long term operation and maintenance of the Project infrastructure will be supported by a project-specific Community Service District (CSD), and/or Community Services Area (CSA) and related financing mechanisms formed in accordance with a project-wide public facilities financing plan developed in accordance with state planning laws and regulations.

Water and Wastewater Infrastructure

The Project will include dedicated water and wastewater systems sized to serve the Project's specific needs. These systems will include a minimum of two water sources to provide enough water to serve all project uses, on-site water and wastewater treatment plants, and corresponding transmission and distribution infrastructure to serve the project during all phases of development. The Project will also incorporate the use of recycled water for landscaping uses. The Project's water and wastewater infrastructure has been designed and will be permitted in full compliance with all applicable local, state, and federal laws and regulations.

Circulation Infrastructure

The Project is ideally situated near major transportation corridors, with primary direct access from southbound Chrisman Road, a state designated STAA route, to I-580 and CA-132 and northbound Chrisman Road to Business Route 205/11th Street. Eastbound CA-132 connects to I-5 and CA-99, providing north and southbound connectivity with the California highway transportation system. Project circulation infrastructure is designed in accordance with County transportation standards. The Project also anticipates contributing "fair share" payments for future transportation networks improvements.

The Project incorporates convenient and integrated bicycle and pedestrian improvements to ensure access within and between the Project's various industrial, commercial, educational, and recreational uses.

Stormwater Infrastructure

The Project incorporates comprehensive storm water management infrastructure including stormwater basins sized and located to independently serve each of the five development areas as each phase of the Project proceeds, as well as comprehensively at full project buildout. The Pacific Gateway East development area is designed to function independent of the other development areas but may also be connected to Central area should final design capacity require such. Final buildout of the Project will be served by the Off-Site Basin. The West, Central and University areas will be served by individual retention basins that are constructed and linked together to meet the needs of each successive phase. Once the

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capacity of the linked basins is met, the Off-Site Basin will be constructed to facilitate the most economically and hydrodynamically efficient stormwater management system. Construction of the Off-Site Basin is generally anticipated to occur as early as completion of the Central development area, depending upon the demands of the University Center development area, but not later than after the last basin in the West development area is completed and implemented. In addition to capturing project-generated stormwater runoff, the Project will capture stormwater runoff from the hills to the south of the Project Area. Stormwater calculations will be done at every phase during the Project's phased buildout, including runoff from the hills. When stormwater calculations exceed retention capacity on-site, the Off-Site Basin will be constructed and implemented.

Public Service Infrastructure

With respect to fire and emergency medical services, the Project is located within the jurisdiction of the South San Joaquin County Fire Authority, with services provided by the Tracy Rural Fire Protection District.

In conjunction with these services, the Project also incorporates dedicated groundwater wells and storage infrastructure to meet the fire water quantity and pressure needs for all phases of project development. Additionally, the Project includes a new fire station site located near the main entrance to the Project to meet the Project's public safety needs.

Finally, law enforcement services will be provided the San Joaquin County Sheriff's Department.

PROJECT PHASING

The Project will be developed in phases based on market and tenant demand. This demand will guide building size and site configuration at the time of development, along with existing requirements. In addition, each subsequent phase will expand upon the Initial Phase of development's street network and utility systems to provide the infrastructure needed to develop individual parcels. The overall objective of the Project is to ensure that development proceeds in an orderly manner, consistent with County General Plan policies, so that community needs are adequately addressed through all phases of development. Please refer to **Exhibit 3**.

Initial Phase Development

The Initial Phase of the Project includes the following land uses and buildings:

- **Limited Industrial (I-L):** Development of approximately 4 million square feet of Class "A" industrial facilities ranging in size from approximately 158,000 square feet to 1.6 million square feet (with expansion) situated on approximately 181.26 net acres with site coverage from about 36% to 55% comprised of one (1) rear-loading building and three (3) cross dock buildings, with the appropriate number of auto and truck trailer parking stalls (the "Industrial First Phase"). The Industrial First Phase is planned to be developed over five to six years depending on market demand.
- **University (P-F):** Development of the Inaugural Building as described above, together with the associated infrastructure to support campus operations, including the primary campus entrance, roundabout, supportive surface parking and retention basin ("Initial University Infrastructure"). The Inaugural Building together with the Initial University Infrastructure comprises the "University First Phase". The Inaugural Building will include classrooms, administrative offices, as well as a

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student resource center, and will offer indoor and outdoor gathering areas, including a covered roof-top atrium. The University First Phase will accommodate up to approximately 400 students.

- **VFW Tracy Post 1537 (C-G):** Development of the VFW facility as described above, which is anticipated to occur concurrently with the Industrial and University First Phases.

Development of the Project’s Initial Phase will include construction of potable, fire, waste, storm and recycled water back bone infrastructure systems, together with a new public road and improvements to Chrisman Road, designed to meet the needs of the Initial Phase and accommodate expansion to meet the future needs of Pacific Gateway through complete build out. The Specific Plan sets forth the backbone infrastructure elements in detail. The overall backbone infrastructure is also depicted in **Exhibit 4**.

Table 2 below contains parcel area and building size for each of the components of the Initial Phase:

Table 2

INITIAL PHASE		
<u>Project Component</u>	<u>Site Acreage</u>	<u>Building Size (sf)</u>
<u>Pacific Gateway East - Industrial (I-L)</u>		
Building 1	54.19	1,152,220
Building 2	49.96	1,029,545
Building 3	9.85	157,583
Building 4	68.39	1,296,490
Building 4 Expansion	Incl.	300,000
<u>University Center</u>		
University Inaugural Building (P-F)	10.65	25,000
VFW Tracy Post 1537 (C-G)	2.89	11,516

Future Phase Development

Based on historic industrial demand in Northern California and the Central Valley, it is anticipated that full buildout of the Industrial portion of the Project will occur over a twenty-five (25) to thirty (30) year period. Industrial development within the Specific Plan will start with the Industrial First Phase located east of Chrisman Road. The University Campus, in turn, is anticipated to be developed over an estimated twenty (20) year period based on student demand. The University expansion is expected to occur as enrollment grows.

Finally, the Industrial Park and Commercial zones will be developed based on demand generated from the Limited Industrial and University Campus and is anticipated to occur over a ten (10) to twelve (12) year period, commencing around completion of the Industrial First Phase.

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Exhibit 1

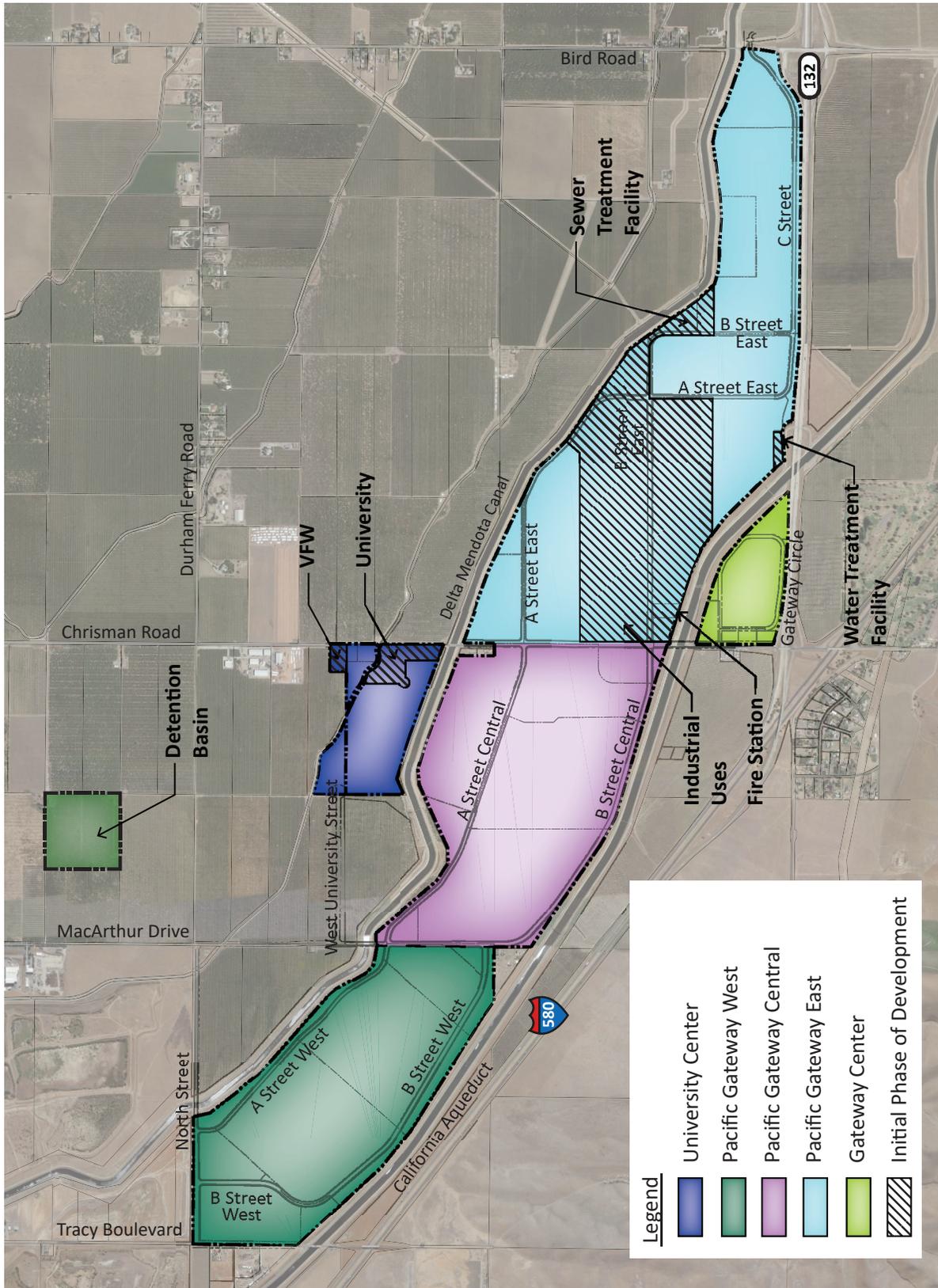


Figure 1.5, Conceptual Development Regions Plan

Exhibit 2

Pacific Gateway				
EIR ALTERNATE				
Zoning and Land Use Table (Projected Buildout)				
	Gross Acres	Net Acreage	Max Coverage	Building SQ.FT.
Limited Industrial (I-L)	1,375.8	1,129.5	60%	24,675,000
On-Site Roads		119.4		
<u>Open Space (Incl. Stormwater Basins)</u>		<u>126.9</u>		
Total Industrial General (I-L)		1,375.8		
Industrial Park (I-P)	4.3	4.3	50%	93,000
<u>On-Site Roads</u>		<u>N/A</u>		
Total Industrial General (I-P)		4.3		
University Campus (P-F)	76.3		50%	
On-Site Roads		1.9		
University		64.6		1,264,150
University Student Housing (#Beds)	Incl.	Incl.		1,000
University Expansion		9.8	50%	115,000
<u>Expansion Student Housing (#Beds)</u>	<u>Incl.</u>	<u>Incl.</u>		600
Total University Campus		76.3		
General Commercial (C-G)	18.5		30%	160,000
On-Site Roads		4.2		
VFW Tracy Post		2.9		
<u>Retail/Food/Gas Station</u>		<u>11.5</u>		
Total General Commercial		18.5		
Public Facilities (P-F)	61.8			
Off-Site Roads		15.9		
On-Site Roads		2.8		
Open Space		33.0		
Water & Sewer Facilities		7.5		
<u>Fire Station</u>		<u>2.6</u>		
Total Public Facilities		61.8		
Agriculture (AG)	40.0			
<u>Open Space (Stormwater Basin)</u>		<u>40.0</u>		
Total Agriculture		40.0		
Grand Total Acreage / SF	1,576.7	1,576.7		26,307,150
Grand Total Student Housing Beds				1,600

(1) Bike and walking paths.

Exhibit 3

Pacific Gateway Development Phasing Plan (October 2024)

<u>Development Area</u>	<u>Use</u>	<u>Total Square Feet</u>	<u>Years of Construction</u>		
			<u>Start</u>	<u>End</u>	<u>Years</u>
Initial Phase					
Pacific Gateway East	Industrial Park	3,962,000	2026	2032	6
University Center	University	25,000	2026	2028	2
University Center	VFW	11,500	2026	2028	2
Total Initial Phase		3,998,500			
Balance of Pacific Gateway East		7,162,274	2032	2039	7
Balance of University		1,239,150	2028	2048	20
Total Development					
Industrial Parks					
Pacific Gateway East	Industrial	11,124,274	2026	2039	13
Pacific Gateway Central	Industrial	6,856,474	2038	2047	9
Pacific Gateway West	Industrial	6,168,882	2047	2056	9
<u>Gateway Center</u>	<u>Industrial</u>	<u>525,370</u>	<u>2042</u>	<u>2046</u>	<u>4</u>
	Total Industrial Parks	24,675,000	2026	2056	30
University Center					
	University	1,264,150	2026	2046	20
	University (Expansion)	115,000	2046	2048	2
	Industrial Park (Business)	93,000	2028	2034	6
	Commercial Retail/Service	38,908	2030	2038	8
	<u>VFW</u>	<u>11,500</u>	<u>2026</u>	<u>2028</u>	<u>2</u>
	Total University Center	1,522,558	2026	2048	22
	University Beds	1,600	2030	2045	15
Gateway Center					
	EV Charging Lot	0	2032	2033	1
	Hotel	60,000	2030	2032	2
	<u>Commercial Retail/Service</u>	<u>49,592</u>	<u>2026</u>	<u>2032</u>	<u>6</u>
	Total Gateway Center	109,592	2026	2033	7
Grand Total		<u>26,307,150</u>	<u>2026</u>	<u>2056</u>	<u>30</u>

