

THE BOARD OF SUPERVISORS OF THE COUNTY OF STANISLAUS
ACTION AGENDA SUMMARY

DEPT: Chief Executive Office

BOARD AGENDA # B-14

Urgent

Routine

CEO Concurs with Recommendation YES NO
(Information Attached)

AGENDA DATE December 18, 2007

4/5 Vote Required YES NO

SUBJECT:

Quarter Three Status Report and Recommendations for the 12-Month Exclusive Negotiation with PCCP West Park, a Master Developer preparing a Reuse Project Description and Proposal at the Former Crows Landing Air Facility and adjacent properties located on the West Side of Stanislaus County

STAFF RECOMMENDATIONS:

1. Accept the Quarter Three Status Report and Project Update;
2. Review and adopt the recommendation of the Ad Hoc Committee to approve general land use alternatives consistent with future general aviation activities, and direct staff and West Park team to coordinate with the City of Patterson and the City of Newman to prepare a final list of allowable land uses;
3. Approve approximately 170 acres of former Air Facility Land as in-kind match for Inland Port Infrastructure Bond Applications

- CONTINUED -

FISCAL IMPACT:

The County acquired a majority holding of the former Crows Landing Air Facility from the Federal government in late 2004. A funding source to support the ongoing planning and development process was established in 2006 through a three-year agricultural lease of 1,112 acres with Hollister-based grower, Pride of San Juan. The property will generate approximately \$780,000 through this three-year agricultural lease agreement.

- CONTINUED -

BOARD ACTION AS FOLLOWS:

No. 2007-1013

NOTE: The Board amended this item to take two separate votes. Please see motions on Page 1(a).

ATTEST:


ELIZABETH A. KING, Assistant Clerk of the Board

File No.

Quarter Three Status Report and Recommendations for the 12-Month Exclusive Negotiation with PCCP West Park, a Master Developer Preparing a Reuse Project Description and Proposal at the Former Crows Landing Air Facility and Adjacent Properties Located on the West Side of Stanislaus County - Chief Executive Office

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MOTION CONTINUED FROM PAGE 1

Amended item B14 Approval to Accept Quarter Three Status Report and Recommendations for the 12-Month Exclusive Negotiation with PCCP West Park, a Master Developer Preparing a Reuse Project Description and Proposal at the Former Crows Landing Air Facility and Adjacent Properties Located on the West Side of Stanislaus County, to take **two votes as follows:**

First Vote: Grover/Mayfield unan. Approved Staff Recommendation No. 2 as follows: the Board reviewed and adopted the recommendation of the Ad Hoc committee to approve general land use alternatives consistent with future general aviation activities, and directed staff and West Park team to coordinate with the City of Patterson and the City of Newman to prepare a final list of allowable land uses

Second Vote: Monteith/Grover (3-2)(DeMartini and O'Brien opposed) Approved Staff Recommendation Nos. 1, 3, 4 and 5 as follows: accepted the Quarter Three Status Report and project update for the 12-month exclusive negotiation with PCCP West Park, a Master Developer preparing a reuse project description and proposal at the Former Crows Landing Air Facility and adjacent properties located on the West Side of Stanislaus County;; approved approximately 170 acres of former air facility land as in-kind match for Inland Port Infrastructure Bond Applications; authorized the amendment of Board Resolution #2007-200 dated 3/20/07 to reflect 170 acre in-kind match support consistent with the Infrastructure Bond Applications; and, authorized the Chairman to sign a letter of conceptual support for short haul rail

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RECOMMENDATIONS Continued:

4. Authorize amendment of Board Resolution #2007-200 dated March 20, 2007 to reflect 170 acre in-kind match support consistent with Infrastructure Bond Applications;
5. Authorize the Chairman of the Board to sign a letter of conceptual support for Short Haul Rail.

FISCAL IMPACT Continued:

A contract to prepare the initial General Plan amendment, master planning process, airport layout plan and subsequent environmental impact analysis was awarded to ESA Airports in March 2006. The total contract amount (\$499,740) was encumbered in the Crows Landing budget unit. The ESA contract was formally suspended in September 2006 following the completion of several key planning steps including a master development reuse scenario document. To date, the ESA team has been compensated \$155,032.34 (31.5%) for work performed for the County.

Per Board approval at Quarter One, the County entered into a Pre-Development Agreement with the master developer candidate; the agreement requires the developer to pay for all third-party consultant work and independent analysis required during the exclusive negotiation period. To date, third-party analysis invoiced to West Park has been paid consistent with this agreement. Staff costs associated with this negotiation process continue to be born by the several County departments that are participant to this process, as these costs have been anticipated and budgeted for the development of the County-owned property at the former Crows Landing Air Facility.

DISCUSSION:

On September 26, 2006, the Board of Supervisors directed staff to issue a Request for Proposals (RFP) for a master developer for the Crows Landing Air Facility. The intention of the RFP was to solicit development proposals for the former air facility from private interests that would be consistent with the guiding principles outlined by the Crows Landing Steering Committee. Staff received two proposals, one from PCCP West Park, LLC (West Park) and another from Hillwood, a Ross Perot Company. A screening committee and the full Crows Landing Steering Committee reviewed each proposal.

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Because only two firms responded, both of which were highly qualified, and because both had requested exclusivity, the Board of Supervisors invited each firm to provide an informational presentation on February 13, 2007. On February 27, 2007, the Board of Supervisors approved an exclusive negotiation with West Park.

Subsequently, at the Board of Supervisors meeting on March 6, 2007, the Chairman of the Board appointed Supervisor Monteith (District 4) and Supervisor DeMartini (District 5) as an Ad Hoc Committee to oversee the negotiation process. Staff members from the County Crows Landing Development Team (multiple County departments) and West Park (Developer planning team) have been working with the Ad Hoc Committee since its formation.

On March 20, 2007, the Board of Supervisors indicated its support of short-haul and commuter rail transportation opportunities through the development of an inland port that would connect the Port of Oakland and the Crows Landing Air Facility development. This support took the form of a resolution, which identified plans for designating 150 acres of the former Crows Landing Air Facility (or adjacent property) for a future intermodal transportation facility. While the 150-acre size of the proposed inland port site seemed accurate, the size was adjusted to 170+/- acres based on subsequent studies as shown on the conceptual land use map presented in the quarter two staff report. [See Attachment One: conceptual land use map]

Throughout Quarter One the Ad Hoc Committee developed a task delivery timeline, formalized the project boundary, and entered into a pre-development agreement whereby West Park agreed to be the responsible fiscal party for all third-party project analysis costs. During quarter two the Ad Hoc grappled with land disposition issues (with the Board concurring with a long term lease strategy for land disposition), community outreach and preliminary project analysis. This report summarizes the efforts of the Ad Hoc process through Quarter Three of this exclusive negotiation period.

QUARTER THREE MILESTONES

The Ad Hoc Committee met with the West Park team on five occasions during Quarter Three, bringing the total number of Ad Hoc meetings to fifteen since its inception. The exclusive negotiation process is at the three-quarter mark with a final project description presentation scheduled before the Board of Supervisors on April 8, 2008 [milestone four].

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Q3 Stated Deliverable	Delivery Status
<ul style="list-style-type: none"> ▪ Anticipated Development of California Transportation Commission (CTC) guidelines and Bond Application ▪ NOTE: Additional E-Bond funding via California Air Resources Board (CARB) was unidentified in quarter one timeline development. 	<p>CTC approved Trade Corridor Infrastructure Funding (TCIF or I-Bond) guidelines on November 27th, 2007. Application submittal period will close January 17th for CTC review process.</p> <ul style="list-style-type: none"> ▪ Board of Supervisors approved resolution 2007-200 on March 20, 2007 in support of short haul rail at Crows Landing and land as in-kind match ▪ Stanislaus Council of Governments approved support of short-haul rail to Crows Landing and I-Bond application support on November 14, 2007 at Policy Board meeting. <p>In addition to the TCIF I-Bond funding source, environmental bonds via CARB have been identified as a potential project-funding source. The CARB has yet to finalize the funding guidelines for this source. It is anticipated that this will occur on or about January 24th, 2008.</p>
<ul style="list-style-type: none"> ▪ Review/Approve/Submit I Bond Application 	<p>Concurrent I Bond applications are being developed to align with submittal time lines.</p>
<ul style="list-style-type: none"> ▪ Refine Land Use Alternatives based upon air facility reuse (airport safety zone constraints) ▪ Review and Approve Land Use Alternatives prior to public involvement 	<p>Multiple meetings with CalTRANS Aeronautics staff, land use alternatives have been screened through six air safety zones.</p> <p>Ad Hoc Committee has reviewed three iterations of land use alternatives recommendations - outreach is ongoing.</p>
<ul style="list-style-type: none"> ▪ Prepare for and hold public meetings to present Land Use Concepts 	<p>County staff and developer candidate are currently preparing for share out of land use alternatives with communities. [January 24/February 5 tentative]</p>
<ul style="list-style-type: none"> ▪ Continue to prepare draft developer and use agreement (DDA) 	<p>County Counsel continues to work with Meyers Nave and West Park counsel on draft disposition and development agreement language.</p>
<ul style="list-style-type: none"> ▪ Begin financial analysis based upon preliminary infrastructure studies and feedback 	<p>West Park team has initiated financial analysis based upon preliminary analysis and feedback. Fiscal data and analysis will be shared in quarter four and incorporated into final project description/final BOS presentation.</p>
<ul style="list-style-type: none"> ▪ Identify project description using input from public outreach and financial data 	<p>This deliverable has been moved forward into quarter four and will become a critical component to the final presentation milestone.</p>

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Progress has been consistent with the negotiated timeline and continues to align with project scope and intention with minor schedule delays as noted in the table above. Land use alternatives will be shared with the community (with emphasis on communications with the jurisdictions of Patterson and Newman) in early quarter four. Staff will continue to monitor the developments of external I-Bond funding possibilities. During the third quarter the Ad Hoc Committee reached concurrence on several project components and seeks to update the Board on current progress.

Air Facility Land Use Restrictions and Safety Zones

County efforts throughout the third quarter focused on clarifying proposed land uses. More specifically, the County sought to:

- Work with West Park to provide a more detailed definition of the uses proposed; and
- Ensure that the proposed uses would be compatible with short-term and long-term aviation use identified in Board approved Reuse Scenario 3, which was approved in September 2006.

Activities performed to further project efforts include interagency coordination, technical input and support, and technical review.

Interagency Coordination

County Staff and ESA Airports Staff met with members of the Caltrans Division of Aeronautics on October 3, 2007, to discuss the overall project and schedule, status of ongoing negotiations with West Park, proposed land uses, and airport/land use compatibility issues. Caltrans staff provided the following input and suggestions:

- A preliminary Airport Layout Plan (ALP) should be developed to include the entire 1,500+-acre former air facility, though not all of this area would be devoted to aviation activities,
- Based on the proposed 6,300-foot runway length, identify likely compatibility zones. Once identified, these zones can be used to evaluate the specific land uses proposed.
- Identify which activities will require direct access to runways, and make appropriate accommodations for these early in the planning process. (Caltrans noted that FAA is unlikely to approve "through-the-fence" operations.)
- Initiate work on a proposed Airport Master Plan. During development of the Master Plan and ALP, provide appropriate access to and from aviation facilities so as not to isolate potential aviation uses or prevent access in the future.

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Technical Input and Support

At the County's direction and in response to advice received from the Caltrans Division of Aeronautics, ESA Airports and Mead & Hunt worked together to identify preliminary airport land use compatibility zones. The consultants identified potential safety zones and height restrictions that would be associated with single and dual-runway configurations. ESA Airports presented safety zones and airspace constraints for the single-runway configuration during the Ad Hoc committee meeting of October 25, 2007, and presented safety zones and airspace constraints for the dual-runway configuration during the Ad Hoc committee meeting of November 8, 2007.

Electronic files illustrating the compatibility zones and airspace constraints were provided to West Park for their use, as were charts describing the compatibility zones, factors, and constraints. ESA Airports evaluated all generalized land uses presented by West Park to determine whether they would be compatible with the proposed safety zones, and all were identified as generally compatible with future airport operations. A detailed evaluation will be performed during quarter four, to ensure all land use alternatives remain consistent with adjacent air facilities reuse.

General Land Reuse Alternatives: Informed by Air Facility Footprint

Through the first two quarters the Ad Hoc focused on the general land use plan and the overall development footprint. During quarter three these general land use categories were further defined and refined to address possible and potential airport compatibility and allowable use types within each of the broader categories. As safety is the primary land use constraint it is critical to evaluate all uses in relation to potential air facility safety zones. ESA Airports provided a generic Safety Zones Preliminary Land Use Matrix and area map based as defined in the CalTRANS California Airport Land Use Safety Handbook (See Attachments Two and Three).

Planning staff and EDAW (West Park land use specialists) met several times to finalize a draft list of compatible land uses. A comprehensive matrix of allowable land uses and support definitions have been developed by EDAW and Staff that take into account both proposed zoning designations and the various airport safety zones. [See Attachment Four]

In 2005, staff met with the Cities of Patterson and Newman to craft an understanding of the types of land uses that would support industrial business park uses at Crows Landing, while minimizing potential conflicts or competition with commercial, industrial,

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or business park developments in the cities. Since that time, the scope of the project has increased beyond the air facility footprint to include generalized uses or zones that were not anticipated previously. EDAW and staff have consciously included those original concerns into the land use matrix and related allowable land uses for the entire 4,800-acre proposed development, but have yet to complete a final review with our city partners. These discussions will occur during quarter four.

Staff recommends that the Board of Supervisors accept and adopt the Ad Hoc Committee recommended general land use approach (consistency with future aviation activities) and direct staff and the West Park team to coordinate with the Cities of Newman and Patterson to prepare a final list of allowable uses. This process will include providing to the communities for their input and comment the proposed land use alternatives.

Preliminary Analysis: Review and Revise

At the end of quarter two, consistent with process time line, the developer team provided a series of preliminary analysis ranging from traffic and circulation issues, water, wastewater/sewer, storm drainage to environmental issues and short haul rail master planning.

These reports have been reviewed by the County's internal team and revised by the West Park development group per county input and feedback. (Note: Global Insights, USA, an independent, third-party rail consultant, reviewed the Short Haul Rail/Inland Port Master Plan)

Traffic and Circulation Study

This report provides a preliminary analysis of traffic issues related to the development of West Park. TJKM developed a project-specific traffic forecasting model, which is a combination of the traffic models created for the Stanislaus Council of Governments (StanCOG), the San Joaquin Council of Governments (StanCOG) and the Merced County Association of Governments (MCAG). The project model was used to analyze conditions in 2016 and 2030 both without and with the West Park development. These two analysis years correspond to the expected completion dates for Phase 1 and full project build out.

The project traffic model is useful in providing a preliminary evaluation of major transportation infrastructure needs in the study area, including: which sections of the primarily two-lane roadway system require upgrading to four lanes, how the nearby I-5 freeway is affected by the project, how existing and planned I-5 interchanges are

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affected by the project, and how the roadway networks of nearby cities of Patterson, Newman, Turlock, and others are affected by the proposed project.

TJKM conducted extensive field reviews of the street system and obtained the existing traffic volumes on all major streets. An extensive network of state highways, including Interstate 5 (I-5), SR 33, SR 132, SR 140, SR 165, SR 152 and SR 99, serves the area.

TJKM calculated the level of service at 35 locations on all study-area streets, finding nearly all of them operating at acceptable conditions. The exceptions are SR 99 near Modesto, SR 140 near Merced, SR 132 near Modesto and SR 152 near Los Banos, which need additional lanes to operate at acceptable levels.

The Phase 1 development encompasses 1,540 acres and is expected to serve about 8,800 employees. This Phase 1 project will generate about 33,273 daily trips. The full project encompasses 4,800 acres and anticipates 37,650 employees. The total project trip generation (at build out) is expected to be 141,167 trips per day.

The West Park project will trigger the need for capacity improvements to the existing study area roadways. Most of the internal roadways planned for the West Park project site are expected to operate acceptably with two lanes through 2016 plus Phase 1 project conditions.

Four lanes are expected to be required for most internal roadways to accommodate full build-out of the West Park project by 2030. An Internal roadway refers to roadway segments that circulate through the West Park Project site and also are adjacent to the site. Internal roadways include: Fink Road (between I-5, SR 33), Davis Road (between Fink Road and West Marshall Road), Bell Road north of Fink Road, West Ike Crow Road, Ward Avenue, Oak Flat Road, and West Marshall Road.

State Highway Lane Requirements studied include: Interstate 5 (I-5), SR 99, SR 132, SR 140, SR 152, SR 165, and SR 33. The report analyzes and discusses the needs at three existing interchanges and a potential new interchange in the West Park project area. These interchanges are: Fink Road/I-5, Sperry Avenue/I-5, Oak Flat Road/I-5, and Stuhr Road/I-5. Other roadways, which will need to be widened, include portions of Crows Landing Road, Sycamore Avenue, Rogers Road, Main Street, Bradbury Road, Kasson Road and Airport Way and River Road. The San Joaquin River crossing, also was studied.

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This Preliminary Traffic Circulation Master Plan provides a good basis document for future detailed analysis. Future analysis will include how the project will finance these infrastructure needs.

Water/Sewer/Drainage Studies

These master plan documents provide a high level reconnaissance in the area of domestic water supply, non-potable water supply, sanitary sewer options and treatment, and storm drainage disposal needs. Utility research included area issues and concerns specific to the Crows Landing project area. This basic investigation will provide an excellent foundation for future project analysis.

Water System Master Plan

The water system master plan provides information to better assess the feasibility of the planned development by defining the water system infrastructure and improvements necessary to accommodate the proposed development plan, as well as the existing community of Crows Landing. The major tasks of the report include: 1) computing the projected potable water demand for the project; 2) discussion of alternative potable water supply sources and potential treatment methods; and 3) determination of the overall preliminary water system layout and size, including transmission, distribution and treatment.

Regionalization remains central to project discussions, as regional infrastructure planning would provide a number of benefits for local agencies and residents alike. PCCP West Park is reaching out to local municipalities, unincorporated communities, water districts, community service districts, and a fire protection district to plan for regional infrastructure solutions that would provide far-reaching benefits to multiple stakeholders.

The Water System Master Plan report discusses four water supply alternatives with supporting research and documentation. The four alternatives are: 1) Surface water supply; 2) Groundwater supply with Aquifer Storage and Recovery (ASR); 3) Conjunctive mix of surface water and groundwater with ASR; and 4) Regional Conjunctive mix of surface water and groundwater with ASR. Overall, the selection of an alternative will be based upon further evaluation including analyses of the cost of water, treatment processes, operations complexity, and sustainability.

Treated Effluent Disposal / Sewer Master Plan

This master plan assessed the sewer system infrastructure and improvements necessary to accommodate the future West Park land use development plan, as well as

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the existing community of Crows Landing. The scope included a computation of the projected sewer flows generated, a discussion of treatment methods with disposal alternatives for the treated effluent, and an overall preliminary sewer system layout and sizing.

This report emphasizes the importance and benefits of regionalization. The City of Patterson and the City of Modesto were identified as possible regional partners. It states that "conversations are ongoing regarding regional solutions" for sanitary sewer treatment, recycled water supply, potable water supply, groundwater ASR, and recycled water applications in community fire protection.

Sanitary sewer treatment was discussed by component. The on-site plant, associated facilities, office space, laboratory space, parking lot, and landscaping will require a total area of approximately 50 acres. The proposed plant would produce an effluent that meets Title 22 standards, resulting in disinfected tertiary recycled water. Also discussed, is the delivery of tertiary treated effluent from the WWTP to the various landscaped areas of the proposed project, both public and private, via a dual plumbed recycled water system (purple pipe). This non-potable system may be sized properly to provide fire protection. Although no agreement has been made, the West Stanislaus County Fire Protection District has agreed to consider the use of recycled water for fire protection.

Storm Drainage Water Quality Master Plan

Stormwater runoff volumes, pipe sizes, storage basins, and disposal options were identified in the Master Plan. Topography, soil type, and climate were considered. FEMA Flood Insurance Studies (FIS), and Flood Insurance Rate Maps (FIRM) for the study area were analyzed to determine the 100-year floodplain elevations and flood categories for the area. The local vicinity of Salado Creek between the California Aqueduct (CAQ) and the Delta Mendota Canal (DMC) is within the 100-year floodplain. The local vicinity of Little Salado Creek from the east side of the DMC to the east boundary along State Route 33 and the California Northern Railroad is within the 100-year floodplain. Further analysis will be needed to determine measures to eliminate these flood hazards within the project area. The report states that portions of the Project area that indicate less than 100-year flood protection can be improved to achieve a 100-year level of protection.

Best Management Practices (BMP) were identified to achieve compliance with State and Local National Pollutant Discharge Elimination System (NPDES) requirements.

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Many BMPs will reduce net runoff and improve storm water quality. Proposed features include the use of porous pavement with infiltration beds.

Environmental Reviews

Staff and consultants also reviewed and commented on preliminary reports pertaining to: Environmental Site Assessment, Geotechnical and Geologic Hazards, and Wetland Delineation. Comments were provided for incorporation into amended reports, which were provided by the developer candidate.

Preliminary Environmental Site Assessment

The purpose of the Preliminary Environmental Site Assessment (PESA) report is to present preliminary findings related to potential environmental constraints and conditions resulting from the previous and current land use. The PESA addressed the approximately 4,800 acre project site, with a portion of the site not included in the assessment due to limited access to private properties not yet under access agreements. Wallace Kuhl and Associates (WKA) identified several areas within the proposed project location that may pose environmental constraints.

Most of the hazards identified at the site exist due to activities associated with the operation of the former Naval Air Facility by the U.S. Navy. Underground storage tanks are reported to have leaked on site, and a large identified groundwater contamination plume is under investigation and clean up. Additionally, historical agriculture use of the site indicates that residual pesticide may be present at concentrations exceeding commercial and industrial land usage standards.

Groundwater at the site contains nitrates at concentrations exceeding California Drinking Water Standards. Groundwater in the area of the former Naval Air Facility administration buildings has been impacted by petroleum hydrocarbons.

Existing buildings are likely to contain asbestos-containing materials and lead-based paint. Termiticides and elevated lead may be present in shallow soils surrounding onsite structures.

WKA identified two former natural gas wells that have been plugged and abandoned, according to the Division of Oil, Gas and Geothermal Resources (DOGGR) regulations. These former gas wells do not present a significant environmental threat to the site. County DER staff agrees with this statement.

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At least three buried pipelines exist on the project site. Chevron and Pacific Gas and Electric own and operate these pipelines. While the pipelines present a potential environmental threat to the site, the owner/operator of the pipeline would be responsible for any clean up of soil and/or groundwater impacted by a release.

The PESA indicates that past and present soil and groundwater contamination have occurred at the site. Groundwater remediation is ongoing by the U. S. Navy in the area identified as the Administration Area Plume. The PESA provides a foundation for identifying potential areas of environmental concern at the project area. It is anticipated that additional soil and groundwater assessment will be required prior to development.

Geotechnical Engineering/Geologic Hazard

The Geotechnical Engineering Report and Geologic Hazard Investigation Report completed by Wallace and Kuhl Associates was not significantly modified from preliminary first submittal. The County provided several general comments to the preliminary analysis, requesting language clarifications primarily with a reference to forthcoming revisions to the California Building Code. These minor edits and modifications were made in the revised document.

Wetland Delineation

Wallace and Kuhl Associates (WKA) completed an Ecological Reconnaissance and Preliminary Wetland Delineation in spring and autumn 2007. The studies identified approximately 63 acres of potential jurisdictional wetlands within the 4800-acre project area, approximately 11 acres of which could be impacted by the proposed development. The report identified more than 20 special status plant and animal species that have been recorded in the general vicinity. The report identified that habitat for several of these species could be impacted including habitat for the burrowing owl, Swainson's hawk, prairie falcon, San Joaquin kit fox, and several species of bats.

The report identified specific mitigation measures and concluded that several mitigations would likely be required depending on the final project footprint. Where available, the report includes descriptions of federal or state mitigation guidelines for special status species. For the three most significant special status wildlife species, WKA estimates that land acquisitions for mitigation for the proposed 4,800-acre West Park development could be as follows:

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Burrowing Owl	175 acres
Swainson's Hawk	2,925 acres
San Joaquin kit fox	261 acres

The proposed project may realign Little Salado Creek and fill in approximately 1.5 miles of existing channel. The US Army Corps of Engineers (USACE) requires at least 1:1 replacement of all regulated waters or wetlands lost through development. The realignment could add as much as 2 miles to the length of the creek, but an additional 1 mile of riparian/emergent vegetation would be required to minimally meet USACE mitigation requirements.

The report includes six specific recommendations based on the results of the reconnaissance assessment:

1. Contact the USFWS and CDFG to assess the specific issues of regulatory concern.
2. Complete a San Joaquin kit fox habitat assessment.
3. Complete a burrowing owl, Swainson's hawk, and prairie falcon nest survey.
4. Complete a bat survey in buildings and structures prior to demolition to identify and remove bats.
5. Establish a Worker Environmental Awareness Program to train all site workers regarding the presence of wetlands and any potential listed or special status species.
6. Complete the USACE 404(d) Individual Permit, Regional Water Quality Control Board 401 Permit and CDFG 1600 series permitting.

Because the report indicates that significant mitigation may be required for both special status wildlife species (approx 3,361 acres) and wetlands (approx 2 miles), staff concurs that the regulatory agencies should be contacted as soon as possible after final Board direction. Complete habitat assessments are critical to determine the level of mitigation that may be required. Depending on the location of the realigned creek channel, the open water and vegetation associated with the proposed creek realignment may be incompatible with airport operations. Alternatives will need to be identified that would minimize airport incompatibilities while meeting USACE requirements.

Short Haul Rail

The Short Haul rail analysis was reviewed by Global Insight USA, a third-party consultant. Global Insight (GI) reviewed the preliminary short haul rail master plan document along with the Municipal Transportation Commission (MTC) issues memo

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dated September 10, 2007, and all relevant West Park responses. In addition, GI met with the West Park team on November 19 in Sacramento.

The Global Insight review is presented in a two-tiered analysis:

1. A technical review of the methodologies used in the master plan – including the commercial opportunities via shipper interest survey and cost analysis;
2. A professional review of potential for commercial opportunity including import and export markets, seasonality of trade, and empty container handling.

Technical Review

Export commercial opportunity for the proposed West Park Inland Port focuses primarily on Merced to Fresno Counties. The technical review discusses two previous studies conducted by the Tioga Group that analyze the viability of the West Park short haul rail operation. These reports analyze two features of commercial opportunity: shipper interest in the short haul concept, and the relative costs of the West Park based short haul rail operation versus the current truck based pick up and delivery operation that is the status quo.

Potential user interest is measured through a shipper interest survey conducted by the Tioga Group. The Tioga Group also conducted a preliminary comparative cost analysis for the West Park short haul rail operation. This research sought to compare the relative cost of the short haul rail operation and the current truck based operations to determine the economic attractiveness of the West Park Inland Port over the current pick up and delivery scheme.

The forecasted cost model prepared by Tioga projects short haul rail based operations as compared to the current truck based pick up and delivery scheme. This model holds rail and truck operating costs constant, with the notable exception of a “congestion inflator”. This inflator has the effect of raising average drayage costs 5% per annum for trucks operating directly out of the Port of Oakland. All trucks operating out of the West Park Inland Port facility are assumed to be exempt from this increasing congestion, although it is likely that some will traverse at least some of the same congested road network in providing local pick up and delivery. The limited application of the congestion inflator would appear to favor the West Park plan inappropriately.

Professional Review

To complete the review, the GI panel examined the project plan’s conclusions in the context of externally known market conditions.

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An analysis of regional import and export activity from Global Insight's proprietary databases suggest that additional field research is necessary to determine if there will be sufficient divertible freight volumes in the West Park Inland Port catchment area to sustain the short haul rail operation if the proposed short term operation cost subsidies are eliminated.

The report further suggests that a more detailed research effort must be undertaken to identify the population of available traffic for diversion to the West Park short haul rail service. This will require significant additional effort, using both primary and secondary research tools¹, and would benefit significantly from the cooperation and data contributions of the Port of Oakland, the regional railroad and trucking partners, in addition to the efforts of an economic modeling firm.

The current report is missing a discussion of the future of foreign end-markets for Central Valley exports, especially for agricultural production. However, the reported objective of capturing substantial import traffic makes sense due to the overall heavy imbalance in US container trade, with imported container volumes far exceeding exported container volumes nationally. The report states that if the assumption holds that West Park Inland Port will be able to achieve a roughly balanced train operation (loaded both ways), then the rail service will benefit from the higher rail revenue slot utilization than is common for U. S. International intermodal rail traffic elsewhere.

The report logically identifies large distribution centers as the target tenants for West Park Inland Port imports but it does not address the seasonality of container trade. Because facilities do not operate day-to-day on annual average traffic volumes, it is recommended that future versions of the report should be amended to address the difficult operational and maintenance issues incurred during peak traffic volume months, including asset and cash flow implications of seasonal shipping trends.

The report concludes that the fundamental issue for the West Park Facility is the availability of sufficient demand for the inland port concept. Additional work in these areas of the analysis will help improve the quality of the currently preliminary data and provide a more detailed and accurate picture of the feasibility of the West Park short haul rail plan.

¹ Primary Research includes first person data collection and real market data. Secondary research tools include other data sets, third party analysis and studies and various forms of data modeling.

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Short of solid import and export tenant interests, staff has directed West Park to further refine the preliminary short haul rail master plan (consistent with approach to all other preliminary analysis) to include a scope of work that addresses the issues raised in the Global Insights review. West Park has been instructed to provide this revise by February 8, 2008, to allow both staff and Global Insights to comment on the revise in preparation for the quarter four presentation.

Infrastructure Bonds Update

Voters approved a \$3 billion funding bond that focuses on improving access to California Ports in November 2006. Collaboration has been developed among multiple public entities including various Councils of Government to prepare grant applications to obtain funds from the California Transportation Commission (CTC) for Goods Movement/Trade Corridor funding and from the California Air Resources Board (CARB) for Goods Movement Emission Reduction funding.

There is significant statewide competition for access to these funds. As of this report there remain several outstanding (unresolved) application guideline issues with the CARB bond that could prove critical to application success.

Goods Movement Emission Reduction Bond: The Goods Movement Emission Reduction Program is a partnership between the California Air Resources Board (CARB) and local agencies (like air districts, ports, and transportation agencies) to quickly reduce air pollution emissions and health risk from freight movement along California's trade corridors. CARB will provide funding to eligible local agencies; those agencies will then offer financial incentives to owners of equipment used in freight movement to upgrade to cleaner technologies. CARB staff are proposing that the program fund projects to upgrade diesel engines or provide alternative power sources for trucks, locomotives, ships at dock, commercial harbor craft, and cargo equipment operating in California's four priority trade corridors (the Los Angeles/Inland Empire, Central Valley, Bay Area, and San Diego/Border region). These environmental bond dollars are earmarked primarily for truck and vehicle retrofitting and non-infrastructure related air quality improvement strategies.

CARB staff are currently developing the proposed guidelines, and a staff report to recommend funding targets and early grant projects. According to discussions with CARB staff, CARB plans to release these documents on December 21, 2007, followed by public workshops beginning the week of January 7, 2008.

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The CARB Board is scheduled to hold a public hearing to consider adoption of the Guidelines and approval of the targets and early grant projects on January 24, 2008 in Sacramento. Following adoption, CARB staff plans to solicit applications in February from local agencies to fund projects that directly reduce air pollution through the use of cleaner equipment. CARB will hold a public hearing and allocate the first \$250 million in bond monies to local agencies in Spring 2008.

Goods Movement Trade Corridor Bond: The Trade Corridor Infrastructure Funding (TCIF) program is a partnership between the California Transportation Commission (CTC) and local agencies (transportation agencies, councils of government, and ports) to reduce goods movement congestion along California's trade corridors. With the application guidelines now approved to form (CTC, November 27, 2007), it is anticipated that the application deadline will move quickly toward an early spring 2008 program delivery date. The guidelines as adopted include the following deliverable targets:

January 17, 2008	TCIF Project Nominations due for CTC review
[Week of] February 18, 2008	Public Hearings and Public Review process
March 13, 2008	CTC issues staff recommendations
April 10, 2008	CTC adopts the initial TCIF program of projects

In February, when the exclusive 12-month negotiation was awarded to West Park, all anticipated that the success of a Northern California joint application would be determined by the end of the first quarter of 2008, and the CARB environmental bond potential had not been identified. Due to slow downs in the legislative process (in large part due to the budget adoption delays), the timeframe associated with submitting applications has been delayed significantly. However, the TCIF Funding process appears to have found new momentum. Based upon the schedule in the approved CTC funding guidelines the timeframe associated with I-Bond funding may align with the timeframe for the West Park exclusive negotiation process.

170 Acre In-Kind Match: Land Match for Inland Port

The former airport facility has two concrete runways. Runway 17-35 (North-South runway) is scheduled to be abandoned. Runway 12-29 (prevailing wind runway) is identified as part of a new general aviation airport facility. This is consistent with the board approved reuse strategy. Runway 17 has a pavement section of 8" of portland cement concrete over 18" of aggregate base. The surface condition of this runway is considered excellent and should be able to support the activities of the proposed Inland Port except for the yard rail tracks. Therefore, the current recommendation is to

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incorporate as much of this existing pavement surface as possible in to the design of the proposed Inland Port facility. This will be achieved by having the longitudinal alignment of the new rail lines lie over and more or less parallel the centerline of abandoned Runway 17.

Early analysis shows the rail link to the Inland Port directly from a spur line that would connect to the existing railroad adjacent to State Highway Route 33. The California Northern Railroad currently operates this segment of railroad track.

In March 2007, at the outset of this development it was anticipated that approximately 150 acres would be required for inland port/short haul rail intermodal facilities. Based on planning activities conducted during the past ten months, this footprint has grown to approximately 170 acres. While the County will continue to own this property (per unanimous Board disposition and directive at quarter two), the concept of long-term lease will apply to this and all non-airfield, County owned properties. The recycle value of this reuse (non-retained runway pavement) as a match component may help account for a portion of required I Bond matching source funding. Consistent with an amendment to the Board's March 20, 2007 support for short haul rail and abandoned runway match (BOS Resolution 2007-200), it would be staff's recommendation that the 170-acre (former runway 17) be accounted for purposes of securing State I-Bond funding. [Attachment Five]

Letter of Support: I Bond Funding Applications

With the California Transportation Commission (CTC) and California Air Resources Board (CARB) identifying their respective application acceptance windows it is consistent with the Board's March 20, 2007 short haul rail support resolution as well as the November 14, 2007 Stanislaus Council of Governments Policy Board endorsement to prepare a letter of support to accompany the I-Bond application process. A draft letter template has been attached (Attachment Six) for Board consideration as recommended by staff.

Disposition and Development Agreement: Status Report

County and West Park representatives have initiated discussions to formulate the deal points for the Disposition Development Agreement (DDA) to implement the Board's objectives for development at the Crows Landing Air Facility and surrounding areas. The law firm Meyers Nave was retained by the County to assist in negotiation and preparation of the DDA.

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In anticipation of direct negotiations with West Park, Meyers Nave assisted the County to develop a number of topics related to major business and legal terms that would be the backbone of the DDA deal points. Those topics include:

- the manner of disposition of the Air Facility property;
- phasing of development;
- tax-increment participation in construction of public improvements and airport infrastructure;
- I-Bond financing for inland port infrastructure;
- location of public facilities;
- infrastructure financing;
- liability, and remedies.

An initial discussion between Meyers Nave, on behalf of the County, and West Park representatives revealed that there is agreement "in concept" on many of the deal point topics and some that will require additional discussion. Meyers Nave is preparing a more comprehensive bullet point document covering the major topics of the draft DDA based on information currently available. It is anticipated that the bullet point document will be reviewed by West Park and a discussion about suggested changes will occur before the end of December 2007. Drafting the DDA terms based on the bullet point document will begin in January 2008, and conferences will occur either weekly or at minimum every two weeks to discuss the draft DDA terms.

Finally, Meyers Nave has advised the County and West Park that although the deal points of the DDA can be finalized, the formal DDA cannot be adopted until the project redevelopment plan is adopted, which would occur after the 4th quarter due date for the DDA as part of the West Park project description. Consequently, the parties now intend to prepare the essential terms of the DDA that would be approved as a Memorandum of Agreement (MOA) between the County and West Park if the Board opts to move forward with the West Park project. The deal points in the MOA would then become the formal DDA that would be adopted later in the process when the redevelopment plan is adopted.

NEXT STEPS: Quarter Four

Key deliverables through winter 2007 into spring 2008 will include the continuation of public outreach, fiscal feasibility studies, and on going infrastructure data analysis. Legal counsel for West Park and the County will continue to work toward completion of pre-disposition and development agreement language (DDA) in the form of an initial deal points based Memorandum of Agreement (MOA). In addition, County

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Redevelopment staff will continue to move the redevelopment planning process for the County owned air facility property forward.

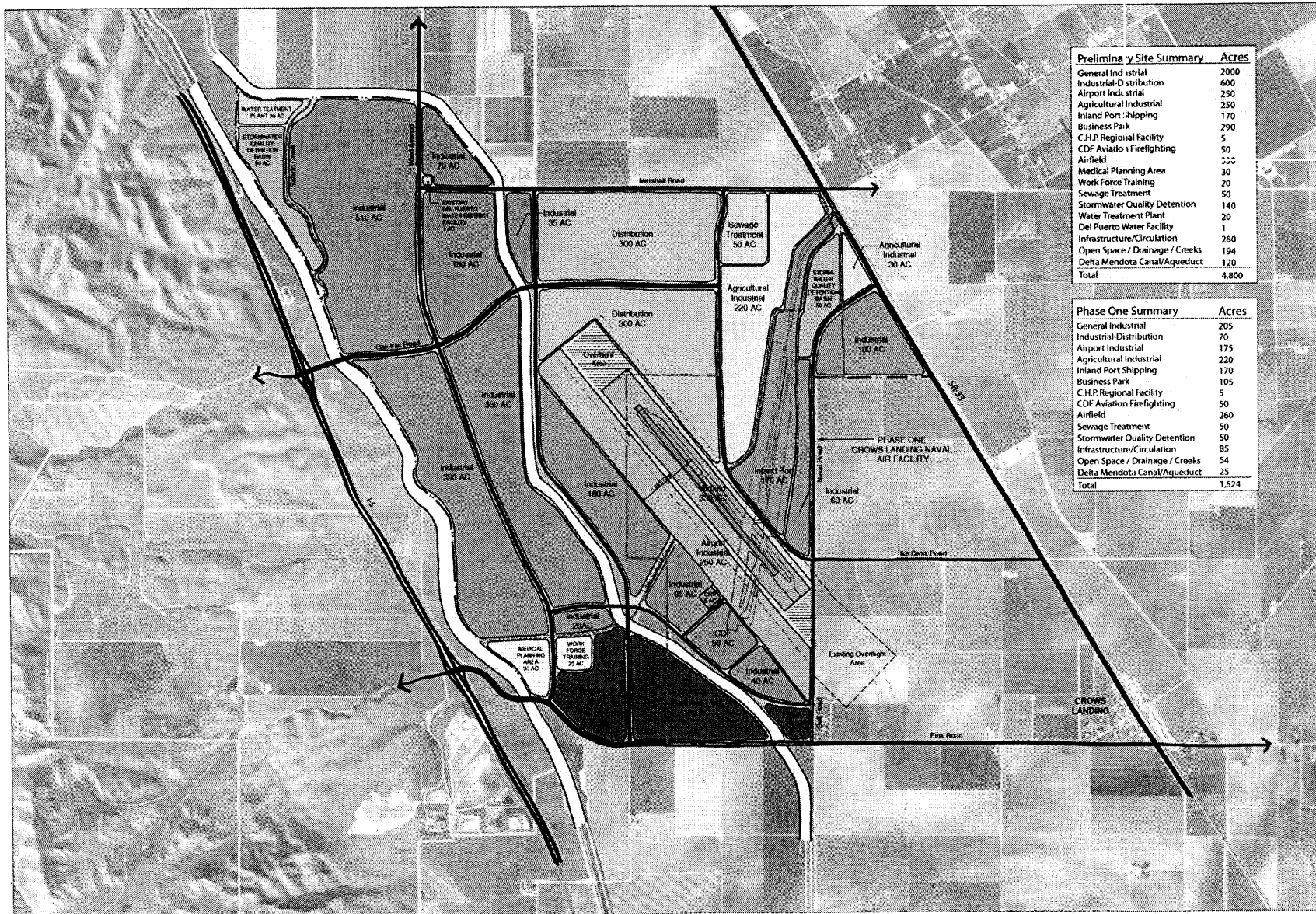
State I-Bond fiscal support remains key to the success of this project. The Ad Hoc Committee and full Board need to acknowledge that the timeframes associated with I-Bond grant application schedules and funding may not align with the April 2008 project description and decision point. While the Ad Hoc has continued to move forward to achieve many of the milestone deliverables the Board may be faced with making project decisions based upon I Bond uncertainty. Short of revisiting the exclusive negotiation timetable, the viability of the Crows Landing project in early April 2008 (as the developer candidate has defined) may remain tentative. We will have more information on the State Bond financing progress as we near report out for quarter four.

The exclusive negotiation by and between the County and West Park continues on a positive and efficient pace. While the schedule associated with some quarter three deliverables has been delayed, final deliverable – a project description and requisite pre-decision analysis remain on schedule for final presentation to the Board in April of 2008.

POLICY ISSUE: The Board should determine whether the direction and recommendations of the exclusive negotiation at Quarter Three are consistent with previous direction and supportive of the Board's priority of ensuring a strong local economy through industrial/business park development and job creation objectives for the communities of Stanislaus County.

STAFFING: Staff from the Chief Executive Office will continue to facilitate the work of the Ad Hoc Crows Landing Committee, and staff from Planning and Community Development, Redevelopment, Public Works, Department of Environmental Resources, and County Counsel (County Crows Landing development team) will continue to provide project support.

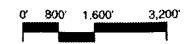
Attachments: Conceptual Land Use Map – approved at Q2 Status Report
Airport Safety Zones – Description Matrix
Airport Safety Zones – Conceptual Land Use Map Overlay
Proposed Land Use Descriptions/Land Use Matrix
Amended Board Resolution 2007-200
Draft Support Letter Template: Board Support for I Bond Funding Applications



Preliminary Site Summary	Acres
General Industrial	2000
Industrial-Distribution	600
Airport Industrial	250
Agricultural Industrial	250
Inland Port Shipping	170
Business Park	290
C.H.P. Regional Facility	5
CDF Aviation Firefighting	50
Airfield	250
Medical Planning Area	30
Work Force Training	20
Sewage Treatment	50
Stormwater Quality Detention	140
Water Treatment Plant	20
Del Puerto Water Facility	1
Infrastructure/Circulation	280
Open Space / Drainage / Creeks	194
Delta Mendota Canal/Aqueduct	120
Total	4,800

Phase One Summary	Acres
General Industrial	205
Industrial-Distribution	70
Airport Industrial	175
Agricultural Industrial	220
Inland Port Shipping	170
Business Park	105
C.H.P. Regional Facility	5
CDF Aviation Firefighting	50
Airfield	260
Sewage Treatment	50
Stormwater Quality Detention	50
Infrastructure/Circulation	85
Open Space / Drainage / Creeks	54
Delta Mendota Canal/Aqueduct	25
Total	1,524

West Park Conceptual Land Use Plan
Stanislaus County, CA



**Crows Landing Air Facility
Preliminary Land Use Analysis**

Zone	Description	Size	Prohibited Uses	Proposed and Existing Uses	Comments
Zone 1: Runway Protection Zone (RPZ)	Very high risk Runway protection zone as defined by FAA criteria	Current: 1,000' x 1,510' x 1,700' (5,300' runway) Proposed: 1,000' x 1,750' x 2,500' (6,300' runway)	All new structures	Airport Industrial Distribution Agriculture (offsite) Bell Road ¹ Davis Road ²	No new structures or objects For outdoor uses maintain very low densities (e.g., 0-10 people per sq. acre)
Zone 2: Inner Approach/Departure Zone	Substantial risk: RPZs together with inner approach/departure zones encompass 30% to 50% of near-airport aircraft accident sites Zone extends beyond RPZ Encompasses areas overflown at low altitudes - typically only 200 to 400 feet above runway elevation	Current: 3,000' x 1,700' (5,300' runway) Proposed: 5,000' x 1,500' (6,300' runway)	Children's schools ³ , day care centers, hospitals, nursing homes Hazardous uses (e.g., aboveground bulk fuel storage ³)	Distribution Industrial Agriculture (offsite) Fink Road ¹ Oak Flat Road ¹ Davis Road ¹ Delta Mendota Canal	Height restrictions apply ⁴ Nonresidential uses acceptable, but at very low densities (e.g., 10 people per sq. acre) Preserve 30% of overall zone for open space ⁵
Zone 3: Inner Turning Zone	Encompasses locations where aircraft are typically turning from the base to final approach legs of the standard traffic pattern and are descending from traffic pattern altitude Includes the area where departing aircraft normally complete the transition from takeoff to climb and begin to turn towards their en route heading	Current: 5,000' from runway centerline w/30° angle (5,300' runway) Proposed: 6,000' from runway centerline w/20° angle (6,300' runway)	Children's schools ³ , large day care centers, hospitals, nursing homes	Airport Industrial Business Park Distribution Industrial Agriculture (offsite) Bell Road ¹ Oak Flat Road ¹ Delta Mendota Canal ¹	Height restrictions apply ⁴ For nonresidential uses density should be 60 people per sq. acre Preserve 20% of overall zone for open space ⁵ Avoid nonresidential uses having moderate or higher usage intensities (e.g., shopping centers, fast food restaurants, theaters, meeting halls, buildings with more than three aboveground floors are generally unacceptable)
Zone 4: Outer Approach/Departure Zone	Further extension of runway centerline beyond Zone 3 Approaching aircraft usually at less than traffic pattern altitude	Current: 3,000' x 1,000' (5,300' runway) Proposed: 5,300' x 1,000' (6,300' runway)	Children's schools ³ , large day care centers, hospitals, nursing homes	Industrial Agriculture (offsite) Fink Road ¹ Ward Avenue ¹ West Marshall Road ¹ Delta Mendota Canal ¹	Height restrictions apply ⁴ For nonresidential uses density should be 60 people per sq. acre Preserve 20% of overall zone for open space ⁵
Zone 5: Sideline Zone	Close-in area lateral to runways Area not normally overflown; primary risk is with aircraft losing directional control on takeoff	Current: 750' wide, measured from runway centerline (5,300' runway) Proposed: 1,000' wide, measured from runway centerline (6,300' runway)	Children's schools ³ , large day care centers, hospitals, nursing homes	Airport Industrial Agricultural Industrial Distribution Industrial Inland Port Ike Crow Road ¹ Little Solado Creek ⁵	Height restrictions apply ⁴ Structures should be limited to aviation-related facilities and "through the fence" operations are discouraged For nonresidential uses density should be 80 people per sq. acre Preserve 30% of overall zone for open space ⁵

Zone	Description	Size	Prohibited Uses	Proposed and Existing Uses	Comments
Zone 6: Traffic Pattern Zone	Low likelihood of accident occurrence at most airports; risk concern primarily is with uses for which potential consequences are severe Zone includes all other portions of regular traffic patterns and pattern entry routes	Current: 7,000' x 6,000' (>5,300' runway) Proposed: 10,000' x 6,000' (6,300' runway)	None	Airport Industrial Agricultural Industrial Business Park Distribution Industrial Inland Port Public Facilities Sewer Treatment Storm Water Detention Basin Work Training Facility Agriculture (offsite) Medlin Road ¹ Bell Road ¹ Davis Road ¹ Ward Avenue Oak Flat Road ¹ West Marshall Road ¹ Naval Road ¹ Ike Crow Road ¹ Fink Road ¹ Little Solado Creek ⁶ Delta Mendota Canal California Aqueduct	Height restrictions apply ⁴ For nonresidential uses density should be 100 people per sq. acre Avoid other uses that have the potential to cause interference to aircraft operations ⁷

Source: California Airport Land Use Planning Handbook (Caltrans, 2002), Stanlec, 2007; Mead and Hunt, 2007; ESA, 2007.

Notes

¹ The expansion of existing or construction of new roads must consider the runway's horizontal surface as per Federal Aviation Regulation (FAR) Part 77: *Objects Affecting Navigable Airspace*. Considerations must take into account both temporary and permanent impacts.

² Children's schools consist of grades kindergarten through 12.

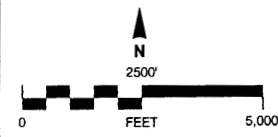
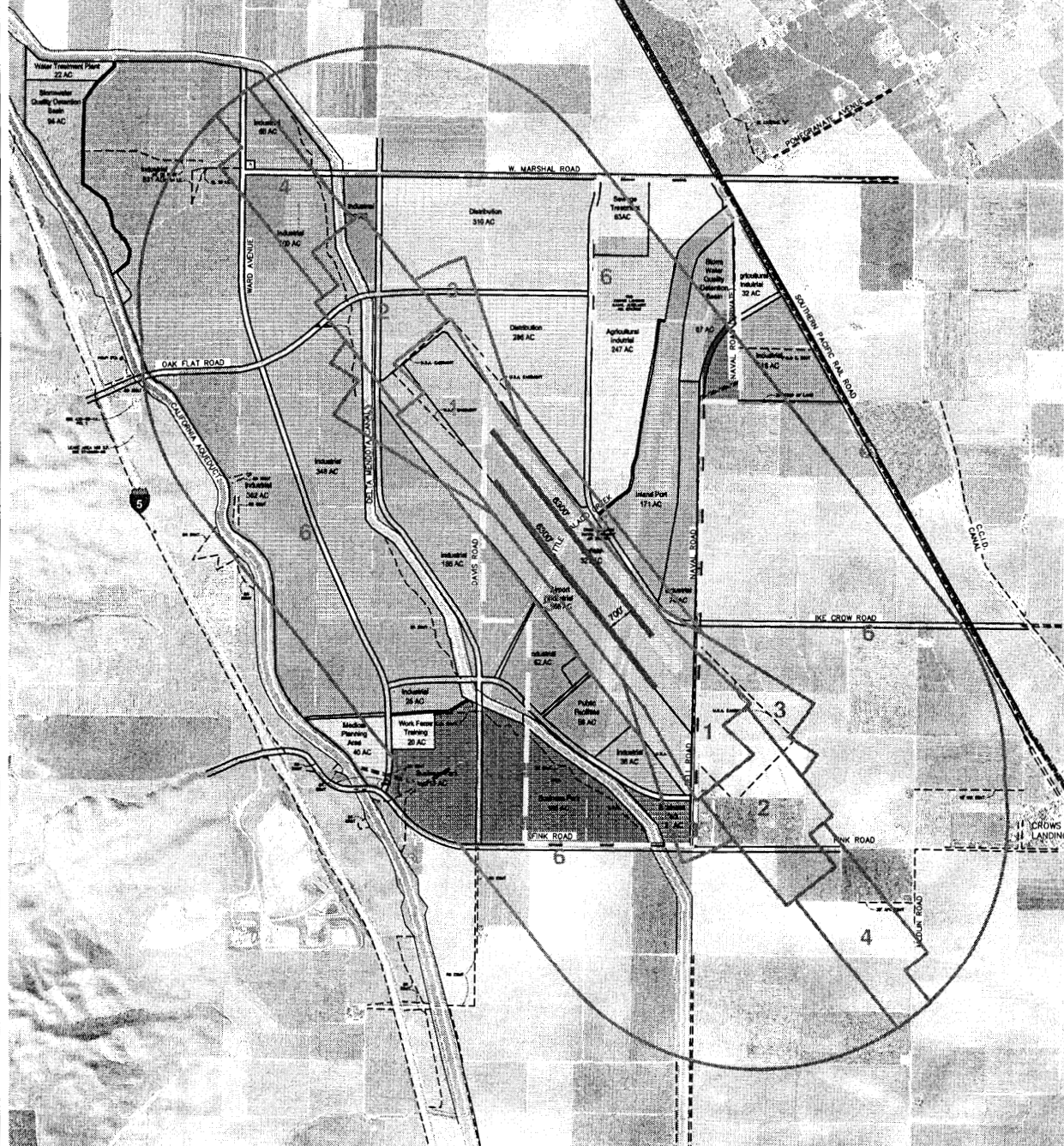
³ "Aboveground bulk fuel storage" consists of tank sizes greater than 6,000 gallons (this suggested criterion is based on Uniform Fire Code criteria which are more stringent for larger tank sizes).

⁴ Height restrictions are determined by FAR Part 77. FAR Part 77 provides guidance for the height of objects that may affect normal aviation operations. Tall structures, trees, other objects, or high terrain on or near airports, may constitute hazards to aircraft. These regulations require that the FAA be notified of proposals related to the construction of potentially hazardous structures. FAA conducts "aeronautical studies" of proposed projects to determine whether they would pose risks to aircraft, but it does not have the authority to prevent their creation. Deviation from the Part 77 standards does not necessarily mean that a proposed object is prohibited from construction, only that the offending object must be evaluated by FAA and that mitigative actions, such as marking or lighting may be required.

⁵ The driving theory behind the concept of "open space" is to ideally provide aircraft with emergency landing sites which are long, level, and free of obstacles. As a general guideline, open land space should be at least 300 feet long by 75 feet and situated along the extended runway centerline. Such sites should be relatively level and free of objects such as structures, overhead lines, and large trees or poles that can send the plane out of control. Parking lots are considered acceptable forms of open space.

⁶ Habitat enhancements are prohibited throughout the project area as per Advisory Circular (AC) 150/5200 - 33B.

⁷ Any activity that has the potential to create the following conditions is discouraged in the airport vicinity: structures penetrating navigable airspace; high density land uses; land uses which provide habitat for or acts as an attractant to hazardous wildlife; uses which generate smoke, steam, dust, glare, thermal plumes, or sources of electrical or other interference that could affect aircraft communications or navigation.



Source: Mead & Hunt, Inc. (October 2007 Draft)

- LEGEND**
- County Property
 - Project Boundary
 - Parcel Boundary
 - Existing Easements & Roadways
 - Existing Rail Road
 - Creek/Waterways
 - Unconveyed Land
 - Consolidated Safety Zones
 - Safety Zone 1 - 520 Acres
 - Safety Zone 2 - 331 Acres
 - Safety Zone 3 - 279 Acres
 - Safety Zone 4 - 301 Acres
 - Safety Zone 5 - 147 Acres
 - Safety Zone 6 - 5,523 Acres

Concept 3: Northwest / Southeast Runway Configuration
Option 2: Medium-Sized Business Jets (Runway Length Required: 6,300')

Safety Zone Source: California Airport Land Use Planning Handbook (2002)

Possible Runway Configuration - Generic Safety Zones

Crows Landing Air Facility and Industrial Business Park

West Park Land Use Descriptors

Industrial:

This designation will be applied to areas proposed for industrial uses including large manufactured goods production, warehousing, processing, limited offices, low intensity manufacturing and assembly processes. Industrial uses may include both heavy industrial uses where facility buildings are typically larger in scale and more specialized in nature, and light industrial which typically does not require large open areas for material and equipment storage, and tend to have slightly higher employee ratios. Uses may include some commercial tenants, subject to county staff approval and allowable uses, such as convenience stores, gas stations, restaurants and fast food. General retail uses such as those found in neighborhood and regional retail centers are not allowed.

Key Industrial uses that are either permitted or permitted with staff approval include agriculture and industrial material development plants, food processing and packaging, computer/electronics development plants and offices, manufacturing technology and support industries, light industrial office uses, and research and development facilities.

A small portion of the business Park area is within the zones 2, 3 and 4 airway impact zone in which height restrictions and some land use exclusions apply. However the vast majority of this land use is located within zone 6 of the airway zone impact area which has a low likelihood of accident occurrence and little restriction on the land use opportunities.

A major transit terminal may be included at strategic areas oriented to the I-5 off-ramp locations, with general bus/transit locations provided to allow an internal transit system to occur, with the potential to extend to regional transit systems.

Industrial land uses will not create objectionable noise, smoke, odor, dust, noxious gases, light, glare, heat, vibration, or industrial wastes, or consume water quantities beyond those assumed in the infrastructure assessment of the General Plan. Any uses consuming greater water quantities or producing higher wastewater than assumed will only be allowed contingent upon meeting specific performance criteria that will be specified in the master development plan.

Agricultural Industrial:

This designation will be applied to areas proposed for agricultural food processing and storage, including milk products, fruits, nuts, vegetables, blended foods, candies, nonalcoholic beverages, preserves, bakery goods and frozen foods; but excluding certain uses as may be determined by code to include butchering, slaughtering, eviscerating and fat rendering. Storage warehousing and wholesale distribution facilities for agricultural uses such as fresh fruit or vegetable containers will be allowed.

The Agricultural Industrial uses are located in close proximity to the inland port development to provide efficient access to the port and trucking routes, oriented to this core agricultural use within Stanislaus County. The vast majority of this land use is located within zone 6 of the airway zone impact area which has a low likelihood of accident occurrence and little restriction on the land use opportunities.

Key Agriculture Industrial uses that are either permitted or permitted with staff approval include agriculture and industrial material development plants, agriculture related office uses, food processing and packaging, and agriculture research and development facilities. Uses may include some commercial tenants, subject to county staff approval and allowable uses, such as convenience stores, gas stations, restaurants and fast food. General retail uses such as those found in neighborhood and regional retail centers are not allowed.

A major transit terminal may be included at a strategic area oriented to Marshall Road and HWY 33, with general bus/transit locations provided to allow an internal transit system, with the potential to extend to regional transit systems.

Airport Industrial:

This designation will be applied to those areas required to support the successful growth of the airport such as the development of an air cargo facility, inter-modal transfer facilities, communication facilities and other transportation logistics. The Airport control tower, airport terminals and passenger services would be included in this land use area. This designation would include areas devoted to fixed based operators such as aircraft fuel, hangars, rental car companies, airport related office uses, and aircraft service and repair businesses. County staff approval will be required to assure that all uses meet with the airway safety zone criteria.

Proximity and direct access to the airport area will be critical. Other airport-supportive commercial businesses, such as hotel/motels are to be included in the Business Park designation, although staff approval may allow restaurants and or fast food to occur with the passenger related services. General bus/transit locations may be provided to allow an internal transit system to occur, with the potential to extend to regional transit systems.

The Airport Industrial is located within zones 1, 2, 3 and 5 of the airway safety zone and will be required to comply with all applicable safety zone standards.

Airfield:

This designation will be applied to those areas that are required to support the current and planned future needs of the airport and its operations. This designation includes the runways, taxiways, heliport, the airport property, "clear zone" areas, aircraft tie-down areas, instrumental and equipment areas, and any other area required to be a part of the airport property. Fire and law enforcement facilities will be allowed with a use permit to determine safe and expedient conditions. The total area and general location of this designation will be defined in the master plan to ensure that the airport can be developed in a logical and orderly fashion over a period of years.

The Airfield is located entirely in the zone 1 safety zone area in which no new structures or objects are allowed.

Distribution:

This designation will be applied to areas proposed for large manufactured goods, which typically require large open areas for product distribution and transfer. Facility buildings are typically larger in scale, with a lower employee ratio. Large warehouse uses are typical for this industrial use.

Key Distribution uses; many of which will require staff approval to provide concurrence with airway safety zone standards; are assembly plants, distribution centers, container shipping facility, outside storage facilities, (screened) and warehousing centers. An air cargo facility with distribution capabilities adjacent to the airway is a potential use. General bus/transit locations may be provided to allow an internal transit system to occur, with the potential to extend to regional transit systems.

Although a small portion of the Distribution area is within the zone 2 and 3 airway impact zone with some specific safety impacts, the vast majority of this land use is located within zone 6 of the airway zone impact area which has a low likelihood of accident occurrence and little restriction on the land use opportunities.

Business Park:

This designation applies to districts appropriate for business park land uses, including local service office uses, research and development, technology support offices and corporate headquarter offices. Public health service and vocational training facilities may also be key components of the business park. The land uses allowed and development standards required are intended to protect adjacent areas from impacts while allowing indoor, clean and quiet industry. Uses may include some commercial tenants, subject to county staff approval and allowable uses; such as convenience stores, day care, gas stations, hotels, fitness centers, restaurants and fast food.

The Business Park uses are located in the south area of the project site, with primary access from Fink road or Davis road. Although a small portion of the business Park area is within the zone 3 airway impact zone, the vast majority of this land use is located within zone 6 of the airway zone impact area which has a low likelihood of accident occurrence and little restriction on the land use opportunities.

A major transit terminal may be included at a strategic area oriented to Fink Road locations either near I-5 or intersecting at Davis or Bell roads, with general bus/transit locations provided to allow an internal transit system to occur, with the potential to extend to regional transit systems.

Public Facilities:

This designation applies to areas where sheriff, fire, public utility offices, county facilities and other public services and facilities will need to be located to provide

adequate services to all land uses operating within the master plan area. The Public Facility land uses are located just south of the airport industrial uses and have access to an existing abandoned runway which may be utilized as taxi runway for the Highway Patrol and California Department of Forestry airfield uses.

The entire area of this land use is located within zone 6 of the airway zone impact area which has a low likelihood of accident occurrence and little restriction on the land use opportunities.

General bus/transit locations may be provided to allow an internal transit system to occur, with the potential to extend to regional transit systems.

Inland Port Shipping:

This designation will be applied to those areas dedicated to the transfer of shipping containers between air, rail, and truck modes of transport. Facilities will include multi-modal transport infrastructure, railroad terminal and inter-modal transfer facilities, container shipping facility and supporting equipment storage yards, potential air cargo facility, and other transportation logistics. Loading crane use is permitted with staff approval to determine compliant height restrictions in airway safety zones.

Although a small portion of the business Park area is within the zone 5 airway impact zone, the vast majority of this land use is located within the zone 6 airway zone impact area which has a low likelihood of accident occurrence and little restriction on the land use opportunities.

General bus/transit locations may be provided to allow an internal transit system to occur, with the potential to extend to regional transit systems.

Medical Planning Area:

This designation will be applied to those areas dedicated to medical offices for doctors, dentists, clinics and other medical services. These services include inpatient, outpatient, diagnostic and treatment, ambulatory services, clinical research (including educational & clinical uses in addition to research) and other services accessory to medical facilities. Uses may include some commercial tenants, subject to county staff approval and allowable uses; such as day care, fitness center, restaurants and fast food.

The entire area of this land use is located within or outside of the zone 6 airway zone impact area which has a low likelihood of accident occurrence and little or no restriction on the land use opportunities.

Work Force Training:

This designation will be applied to those areas dedicated to vocational education and training facilities and their supporting services, intended as a college/campus facility. These facilities will include classrooms, administrative/academic offices, and other logistical facilities. Supporting services may include convenience retail, bookstores, specific learning facilities, public transit, and other uses associated with campus

operations and user needs. On-site living facilities such as dormitories and student housing will not be permitted.

The entire area of this land use is located within the zone 6 airway zone impact area which has a low likelihood of accident occurrence and little restriction on the land use opportunities.

West Park Conditional Land Use Summary

Conditional Land Use	Airport Zones
P = Permitted	NZ: No Safety Zone Restriction
SA = Staff Approval Required	Z1: Zone 1 Runway Protection Zone
UP = Use Permit Required	Z2: Zone 2 Inner Approach/Departure Zone
N = Not Allowed	Z3: Zone 3 Inner Turning Zone
	Z4: Zone 4 Outer Approach/Departure Zone
	Z5: Zone 5 Sideline Zone
	Z6: Zone 6 Traffic Pattern Zone

All Permitted Uses in Zones 2, 3, 4 and 5 require Staff Approval Permit or Use Permit
 Structures located in Zone 2 should not be located between the runways
 All Permitted Uses within Zone 6 require Site Plan Review

Staff Approval and Use Permits can be denied based on incompatibility with Airport or other Uses
 All Utilities must be underground in all Safety Zones

Conditional Permitted	Industrial				Agricultural Industrial			Airport Industrial			Airfield				Distribution				Business Park		Public	Inland Port Shipping				Medical		Workforce	
	NZ	Z2	Z3/4/5	Z6	NZ	Z3/4/5	Z6	Z1	Z2	Z3/4/5	Z1	Z1	Z2	Z3/4/5	Z6	NZ	Z6	Z6	NZ	Z3/4/5	Z6	NZ	Z6	NZ	Z6	NZ	Z6		
Academic / support office	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	P	P	N	N	N	N	N	N	N	N	N	N		
Food storage & distribution facilities (incl Cold Storage)	P	SA	SA	P	P	SA	P	N	N	N	N	N	N	SA	P	N	N	N	N	N	N	N	N	N	N	N	N		
Food processing and packaging	P	SA	SA	P	P	SA	P	N	N	N	N	N	N	SA	P	N	N	N	N	N	N	N	N	N	N	N	N		
Agricultural related office use	P	SA	SA	P	P	SA	P	N	N	N	N	N	N	N	P	P	P	N	N	N	N	N	N	N	N	N	N		
Agricultural research and development, laboratories	P	N	SA	P	P	SA	P	N	N	N	N	N	N	N	P	P	P	N	N	N	N	N	N	N	N	N	N		
Air cargo facility	P	N	SA	SA	N	SA	SA	N	SA	SA	N	N	N	SA	P	N	N	N	N	SA	SA	N	N	N	N	N	N		
Aircraft manufacturing facility	P	N	SA	P	N	N	N	N	SA	SA	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N		
Aircraft parts and services sale	P	N	SA	P	N	N	N	N	SA	SA	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N		
Aircraft Rents	P	N	SA	P	N	N	N	N	SA	SA	N	N	N	SA	SA	N	N	N	N	N	N	N	N	N	N	N	N		
Airport Control tower	N	N	N	N	N	N	N	N	SA	SA	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N		
Airport fuel facility	N	N	N	SA	N	N	N	N	N	UP	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N		
Airport hangar	N	SA	SA	P	N	N	N	N	SA	SA	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N		
Airport maintenance facility	P	SA	SA	P	N	N	N	N	SA	SA	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N		
Airport Operation	N	N	N	N	N	N	N	SA	SA	SA	P	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N			
Airport passenger service	N	SA	SA	P	N	N	N	N	SA	SA	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N		
Airport safety & Security facility	N	SA	SA	P	N	N	N	N	SA	SA	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N		
Ambulance service facility	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N		
Appliance and Electronics repair	P	SA	SA	P	N	N	N	N	N	N	N	N	N	N	N	P	P	N	N	N	N	N	N	N	N	N	N		
Assembly of products from pre-manufactured item	P	SA	SA	P	P	SA	P	N	N	N	N	N	SA	SA	P	N	N	N	N	N	N	N	N	N	N	N	N		
Auto fleet repair or body work (for industrial use only)	P	SA	SA	P	N	N	N	N	N	N	N	N	SA	SA	P	N	N	N	N	N	N	N	N	N	N	N	N		
Automated banking facility	P	N	N	P	N	N	N	N	P	P	N	N	N	P	P	P	P	P	N	N	N	P	P	P	P	P	P		
Bakery wholesale and distribution	P	SA	SA	P	P	SA	P	N	N	N	N	N	N	SA	P	N	N	N	N	N	N	N	N	N	N	N	N		
Banks	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N		
Bottling plant/Brewery/Distiller	P	SA	SA	P	P	SA	P	N	N	N	N	N	N	SA	P	N	N	N	N	N	N	N	N	N	N	N	N		
Broadcast/Production studio	P	SA	SA	P	N	N	N	N	N	N	N	N	N	N	N	P	P	N	N	N	N	N	N	N	N	N	N		
Building materials warehouse (NO Retail Sales)	P	SA	SA	P	N	N	N	N	N	N	N	N	SA	SA	P	N	N	N	N	N	N	N	N	N	N	N	N		
Bus/Transit station	P	SA	SA	P	P	SA	P	N	SA	SA	N	N	SA	SA	P	P	P	P	N	SA	P	P	P	P	P	P	P		
Major Transit Terminal	P	N	N	P	P	N	P	N	N	N	N	N	N	N	P	P	P	N	P	N	P	N	N	P	N	N	N		
Business incubator centers (offices)	P	SA	SA	P	N	N	N	N	N	N	N	N	N	N	N	P	P	N	N	N	N	N	N	N	N	N	N		
Fire Facilities	P	SA	SA	P	P	SA	P	UP	SA	SA	UP	SA	SA	SA	P	P	P	P	N	SA	P	P	P	P	P	P			
Law Enforcement Facility	P	SA	SA	P	P	SA	P	N	SA	SA	UP	N	SA	SA	P	P	P	P	N	SA	P	P	P	P	P	P			
Call centers	P	N	SA	P	N	N	N	N	N	N	N	N	N	N	N	P	P	N	N	N	N	N	N	N	N	N	N		
Car washes (only when necessary to gasoline and service stations)	P	N	N	P	P	N	P	N	N	N	N	N	N	N	P	P	P	N	N	N	N	N	N	N	N	N	N		
Cellular towers (when attached to approved structure and compatible with airport zones)	P	SA	SA	P	P	N	P	N	N	N	N	N	N	N	P	P	P	P	N	N	P	P	P	P	P	P			
Ceramic products manufactur	SA	SA	SA	SA	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N		
Clinics, chiropractic, medical/dental offices (and other office intended to provide health services to the public)	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	P	P	N	N	N	N	P	P	N	N	N	N		
College / Campus facility	SA	N	N	SA	N	N	N	N	N	N	N	N	N	N	SA	SA	N	N	N	N	N	N	N	N	P	P			
Commercial laundry	P	N	N	P	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N		

West Park Conditional Land Use Summary

Conditional Land Use	Airport Zones
P = Permitted	NZ: No Safety Zone Restriction
SA = Staff Approval Required	Z1: Zone 1 Runway Protection Zone
UP = Use Permit Required	Z2: Zone 2 Inner Approach/Departure Zone
N = Not Allowed	Z3: Zone 3 Inner Turning Zone
	Z4: Zone 4 Outer Approach/Departure Zone
	Z5: Zone 5 Sideline Zone
	Z6: Zone 6 Traffic Pattern Zone

All Permitted Uses in Zones 2, 3, 4 and 5 require Staff Approval Permit or Use Permit
Structures located in Zone 2 should not be located between the runways
All Permitted Uses within Zone 6 require Site Plan Review

Staff Approval and Use Permits can be denied based on incompatibility with Airport or other Uses
All Utilities must be underground in all Safety Zones

Conditional Permitted	Industrial				Agricultural Industria			Airport Industrial			Airfield	Distribution				Business Park			Public	Inland Port Shipping			Medical Planning Area		Workforce Training		
	NZ	Z2	Z3/4/5	Z6	NZ	Z3/4/5	Z6	Z1	Z2	Z3/4/5	Z1	Z1	Z2	Z3/4/5	Z6	NZ	Z6	Z6	NZ	Z3/4/5	Z6	NZ	Z6	NZ	Z6	NZ	Z6
Communications facility (Cell, WiFi, Satellite, etc) as long as in compliance with height and interference restrictions	SA	N	N	SA	N	N	N	N	N	SA	N	N	N	N	N	SA	SA	SA	N	N	N	SA	SA	SA	SA	SA	SA
Communications systems research and development	P	N	N	P	N	N	N	N	N	N	N	N	N	N	N	P	P	N	N	N	N	N	N	N	N	N	N
Community facility district headquarter	P	N	SA	SA	P	N	SA	N	N	N	N	N	N	N	N	P	P	P	N	N	N	N	N	N	N	N	N
Computer/Electronics/Technology Manufacturing/ research & Development	P	SA	SA	P	N	N	N	N	N	N	N	N	N	N	N	P	P	N	N	N	N	N	N	N	N	N	N
Concrete batch plant	P	N	SA	P	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N
Business Conference center	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	P	P	P	N	N	N	N	P	P	P	P	P
Freight Container shipping facility	P	SA	SA	P	P	SA	P	N	N	N	N	N	N	SA	SA	P	N	N	N	P	P	P	N	N	N	N	N
Container storage	N	SA	SA	P	N	SA	P	N	N	N	N	N	N	SA	SA	P	N	N	N	N	N	N	N	N	N	N	N
Contractor warehouse	P	SA	SA	P	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N
Convenience store	P	N	N	P	P	N	P	N	N	N	N	N	N	N	N	P	P	P	N	N	N	N	N	N	N	N	N
Copying/ reprographics/Printing service	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	P	P	N	N	N	N	N	N	N	N	N	N
Corporate office	P	N	SA	P	P	SA	SA	N	N	N	N	N	N	N	N	P	P	N	N	N	N	N	N	N	N	N	N
County facilities	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N
Day care center	SA	N	N	SA	SA	N	SA	N	N	N	N	N	N	N	SA	P	P	N	N	N	N	P	P	P	P	P	P
Distribution centers/Mail/Order Dray, freight or truck yards and railroad terminal	P	SA	SA	P	P	SA	P	N	N	N	N	N	N	SA	SA	P	N	N	N	P	SA	P	N	N	N	N	N
Dry cleaner and/or laundry drop-off (no on-site cleaning or laundering)	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	P	P	N	N	N	N	N	N	N	N	N	N
Equipment repair and service including agricultural equipment building equipment	P	SA	SA	P	P	SA	P	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N
Industrial Extremator	P	SA	SA	P	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N
Farm equipment manufacturing & service	P	SA	SA	P	P	SA	P	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N
Feed and grain warehouse	P	SA	SA	P	P	SA	P	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N
Fitness center	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	P	P	N	N	N	N	N	P	P	P	P	P
Furniture manufacturing	P	SA	SA	P	N	N	P	N	N	N	N	N	N	N	N	P	P	P	N	N	N	N	N	N	N	N	N
Gasoline service station	P	N	N	P	P	N	P	N	N	N	N	N	N	N	P	P	P	N	N	N	N	N	N	N	N	N	N
Hazardous material storage and disposal (only as a minor accessory to approved use)	UP	N	N	UP	UP	N	UP	N	N	UP	N	N	N	N	UP	N	N	N	UP	N	UP	N	N	N	N	N	N
Heavy equipment sales and Service	P	N	N	P	N	N	N	N	N	N	N	N	SA	SA	P	N	N	N	N	N	N	N	N	N	N	N	N
Heavy truck parking facility (which may include accessory truck wash)	P	SA	SA	P	P	SA	P	N	N	N	N	N	SA	SA	P	N	N	N	P	SA	P	N	N	N	N	N	N
Heliports	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N
Medical Facility/ Office/ Hotels/motels	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	P	P	N	N	N	N	N	N	N	N	N	N
Industrial operations which include enameling, lacquering, rubber coating, electrical or hot dip plating, which may become offensive because of the creation of vapors, dust, odors, smoke or fumes	UP	N	N	UP	UP	N	UP	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N
Intermodal loading/Storage yard & tracks	N	N	N	N	N	N	SA	N	N	N	N	N	N	N	P	N	N	N	P	UP	P	N	N	N	N	N	N
Inter-modal transfer facility	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	P	UP	P	N	N	N	N	N	N



BOARD OF SUPERVISORS

William O'Brien, 1st District
Thomas W. Mayfield, 2nd District
Jeff Grover, 3rd District
Dick Monteith, 4th District
Jim DeMartini, 5th District

1010 10TH Street, Suite 6500, Modesto, CA 95354
Phone: 209.525.4494 Fax: 209.525.4410

December 18, 2007

Mr. John Barna, Executive Director
California Transportation Commission
Mail Station 52, Room 2222
1120 N Street
Sacramento, CA 95814

Dear Mr. Barna:

On behalf of the County of Stanislaus, I would like to emphasize the County's commitment to redevelop the former Crows Landing Naval Air Facility and the potential for associated short haul rail connectivity to and from the Port of Oakland.

The County believes it is timely, as the application process for State Trade Corridor bond funding is commencing, to make clear our support for a short haul rail/inland port possibility that could serve as an important economic development opportunity for our communities and for the region.

Developing a portion of the Crows Landing Air Facility property as a new "Inland Port", general aviation airport, with major industrial, distribution and business park uses will assist our efforts to bring quality jobs to the westside of Stanislaus County.

Diversion of existing truck traffic to rail would not only relieve traffic congestion on I-5, I-580, I-238 and I-880, but has the potential to provide significant air quality and greenhouse gas reduction benefits throughout the region.

As the committed long-term owner of this former defense facility, Stanislaus County identifies the industrial land reuse value of the non-airport surplus runway as an in kind match under a long term escalating lease agreement. A private sector development partner will provide necessary matching funds to make this project a reality. In addition, private development will also fund any and all necessary operational subsidy required to underwrite a new rail service through a Public Facilities Financing Plan.

Recently the Valley Councils of Government (COGs) have designated the Crows Landing project and the Altamont Corridor as critical for State Trade Corridor bond funding. As a demonstration of Northern California solidarity, our project was also included in the first tier proposals presented by the Metropolitan Transportation Commission to Secretary of Business, Transportation and Housing Agency Dale Bonner recently in Oakland.

John Barna
Page 2

As we begin the final stages of bond applications to the California Transportation Commission and California Air Resources Board, we wanted to state clearly our commitment to economic development at Crows Landing.

As always, we welcome your comments, questions and suggestions, and very much look forward to continued Central Valley cooperation and coordination going forward with this important effort to improve our transportation system and improve air quality in the Central Valley.

Sincerely,

A handwritten signature in black ink, appearing to read "William O'Brien". The signature is fluid and cursive, with a large initial "W" and "O".

William O'Brien, Chairman
Stanislaus County Board of Supervisors
District One

THE BOARD OF SUPERVISORS OF THE COUNTY OF STANISLAUS
STATE OF CALIFORNIA

Date: December 18, 2007

No. 2007-1013

On motion of Supervisor Monteith Seconded by Supervisor Grover
and approved by the following vote,

Ayes: Supervisors: Mayfield, Grover, and Monteith

Noes: Supervisors: DeMartini and Chairman O'Brien

Excused or Absent: Supervisors: None

Abstaining: Supervisor: None

Item # B-14

THE FOLLOWING RESOLUTION WAS ADOPTED:

RESOLUTION IN SUPPORT OF SHORT-HAUL COMMUTER RAIL

WHEREAS, the County of Stanislaus is the owner of the former Crows Landing Naval Air Facility, acquired from the United States Government through Public Law 106-82 (H.R. 456) enacted January 6, 1999; and

WHEREAS, the Crows Landing site is strategically located as a crossroads between the San Francisco Bay Area and major Central Valley agricultural producers, being situated just southwest of Modest, between Interstate 5 and State Route 33, near an existing railroad right-of-way; and

WHEREAS, the County of Stanislaus has undertaken development of a major employment center at the Crows Landing site in order to improve the jobs and housing balance for County residents; and

WHEREAS, a rail transportation link between the Port of Oakland and the Crows Landing site, providing significantly improved regional transportation access in Northern California would make the site more desirable for a long-term, diverse and sustainable employment base; and

WHEREAS, a rail transportation link connecting the San Francisco Bay Area to an inland port facility at Crows Landing in the Central Valley will also provide an opportunity for development of a new rail passenger service on the same rail line serving the west side of Stanislaus County; and

WHEREAS, a rail transportation link between Crows Landing and the San Francisco Bay area would reduce a significant number of trucks and automobiles traveling on freeways in the East Bay and over the Altamont Pass and would provide critically needed congestion relief and air quality improvements; and

WHEREAS, a Crows Landing rail link would result in positive economic impacts for both the Port of Oakland and the Central Valley, making transportation between those areas more efficient and environmentally friendly; and

ATTEST: CHRISTINE FERRARO TALLMAN, Clerk
Stanislaus County Board of Supervisors,
State of California


ELIZABETH A. KING, Assistant Clerk

WHEREAS, the County of Stanislaus has recently identified PCCP West Park, LLC as a candidate to develop and present to the Board of Supervisors a Master Development Plan of the Crows Landing site, conditioned on the County and the Master Developer making significant progress in developing a new rail transportation link; and

WHEREAS, implementation of the west Park Master Development Plan at Crows Landing is also contingent on approval of the Development Plan by the Board of Supervisors on or before April 2008, and contingent upon compliance with the California Environmental Quality Act;

NOW THEREFORE, the Stanislaus County Board of Supervisors resolves as follows:

1. The County supports and, by this Resolution, requests the Stanislaus Council of Governments (StanCOG) to support development of a new rail transportation link between Crows Landing and the San Francisco Bay Area, and to support a request for State trade corridor bond funding for the short-haul/commuter rail link when such funding is made available by the California Transportation Commission.
2. The County will plan for and ultimately designate approximately 170 acres of the Crows Landing site for a future intermodal transportation facility.
3. The County recognizes that short-haul rail service to the Crows Landing site would create an operating deficit and PCCP West Park, LLC has agreed to obtain or provide funding of all operational deficits, defined as the difference between the operating and maintenance costs of a short-haul rail service, and the revenues charged for such services on freight shipments to and from the Central Valley to the Port of Oakland or other destinations that utilize the Crows Landing site either as an origination, a destination, and/or as a transfer site.



CROWS LANDING

Job Center and Air Facility

MASTER DEVELOPMENT

Exclusive Negotiation

Third Quarter Update

A Report of the Crows Landing Ad Hoc Committee
to the County Board of Supervisors
December 18, 2007

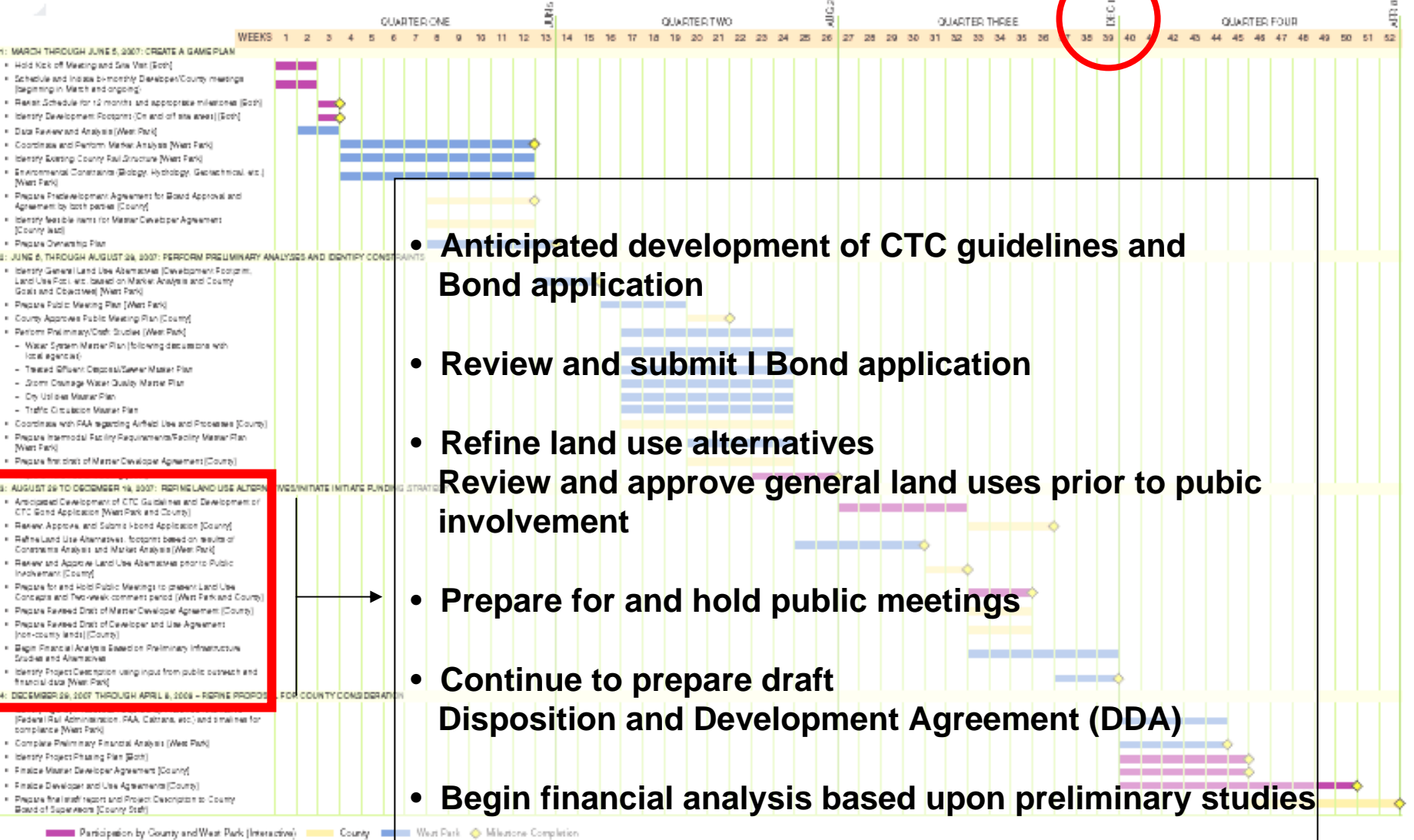




Recommendations

- Accept the Ad Hoc Committee Third Quarter Status Report;
- Review and Adopt the recommendation of the Ad Hoc to approve general land use alternatives that are consistent with future general aviation activities;
- Approval to identify 170 acres of former Air Facility land as in-kind match for Inland Port Infrastructure Bond Applications;
- Authorize amendment to Board Resolution #2007-200 [March 20, 2007] to reflect 170 acre match support;
- Authorize the Chairman to sign a letter of conceptual support for Short Haul Rail





- Anticipated development of CTC guidelines and Bond application
- Review and submit I Bond application
- Refine land use alternatives
- Review and approve general land uses prior to public involvement
- Prepare for and hold public meetings
- Continue to prepare draft Disposition and Development Agreement (DDA)
- Begin financial analysis based upon preliminary studies
- Identify project description [Q4]



Exclusive Negotiation

THIRD QUARTER DELIVERABLES

- X Anticipated development of CTC guidelines and Bond application
- X Review and submit I Bond application
- X Refine general land uses
- X Review and approve general land uses prior to public involvement
- X Prepare for and hold public meetings
- X Continue to prepare draft Disposition and Development Agreement (DDA)
- X Begin financial analysis based upon preliminary studies
- X Identify project description [Q4]



THIRD QUARTER PRESENTATION OBJECTIVES



1. **Short Haul Rail – preliminary analysis update**
2. **I Bond Funding – status report**
3. **170 Acre Land Match – Inland Port**
4. **Support Letter of Recommendation**

5. **General Land Uses – status report**

6. **Preliminary Analysis - updates**
 - **Wetland Delineation issues**
 - **Environmental issues**
 - **Traffic/Water issues**

• **Disposition and Development Agreement (DDA) update**

8. **Next Steps: Into Quarter 4**





SHORT HAUL RAIL

preliminary analysis review

- Short Haul Master Plan Preliminary Analysis
 - Global Insight, USA - 3rd party review
 - Technical and Professional review
 - West Park to refine and revise by February 8, 2008





I Bond Funding Status

- Two I-Bond funding sources:
 - Goods Movement/Trade Corridor funds (TCIF) (CTC)
 - Goods Movement Emission Reduction funds (CARB)



I Bond: TCIF Highlights



Sponsor: California Transportation Commission
(CTC)

Participants: Local agencies, transportation agencies,
councils of government, and ports

Application Status: Guidelines approved November 27

Tentative Schedule January 17 – TCIF project nominations due
Week of February 18 – Public Hearings
March 13 – CTC issues staff recommendations
April 10 – CTC adopts initial TCIF program



I Bond: CARB Highlights



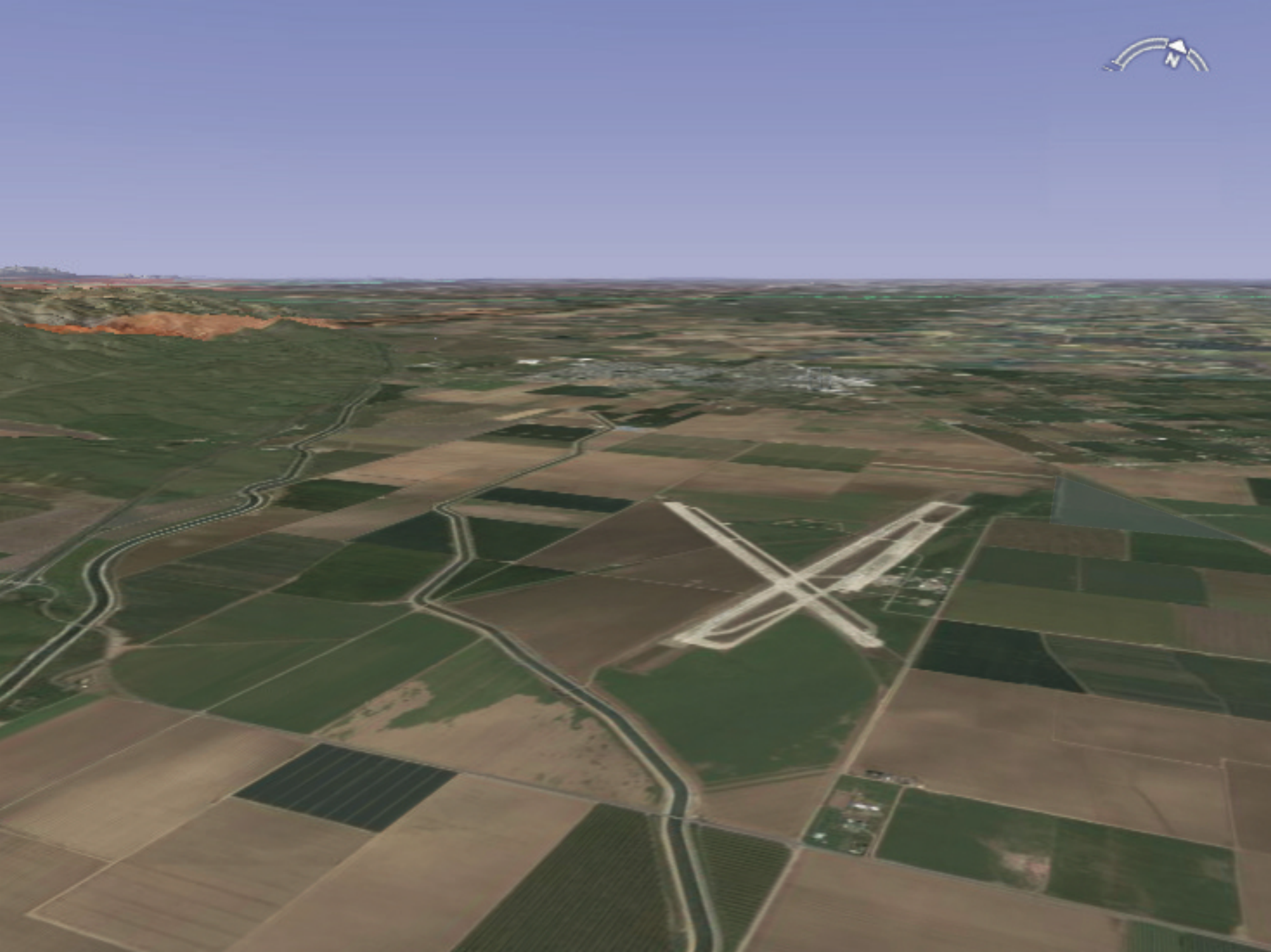
Sponsor: California Air Resources Board
(CARB)

Participants: Local agencies, air districts, ports, and
transportation agencies

Application Status: Guidelines pending approval
[tentative: January 24, 2008]

Tentative Schedule: Schedule pending guideline approval
CARB will allocate first \$250M after similar
Public Hearing process.
[tentative: Spring 2008]













170 Acre Match: Inland Port

- At project outset – 150 acres anticipated for Inland Port operations
- Board previously approved runway match via Board Resolution #2007-200 [@ 150 acres]
- Footprint now better defined
- Recycle value of reuse (non-retained runway) may help with portion of I Bond match source funding





Support Letter: I Bond Application(s)

- CTC and CARB identifying application acceptance timeframes;
- Consistent with Board directive to date
 - March Resolution [request to amend]
 - StanCOG Policy Board action

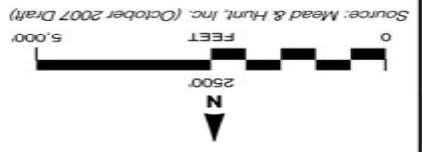




General Land Uses

- 2006 – County Staff Coordinated with Cities of Newman & Patterson
- 2007 – West Park team Coordinates with Co. Staff & Airport Planners
- Land Uses by Zone & Airport Safety Area





Source: Mead & Hunt, Inc. (October 2007 Draft)

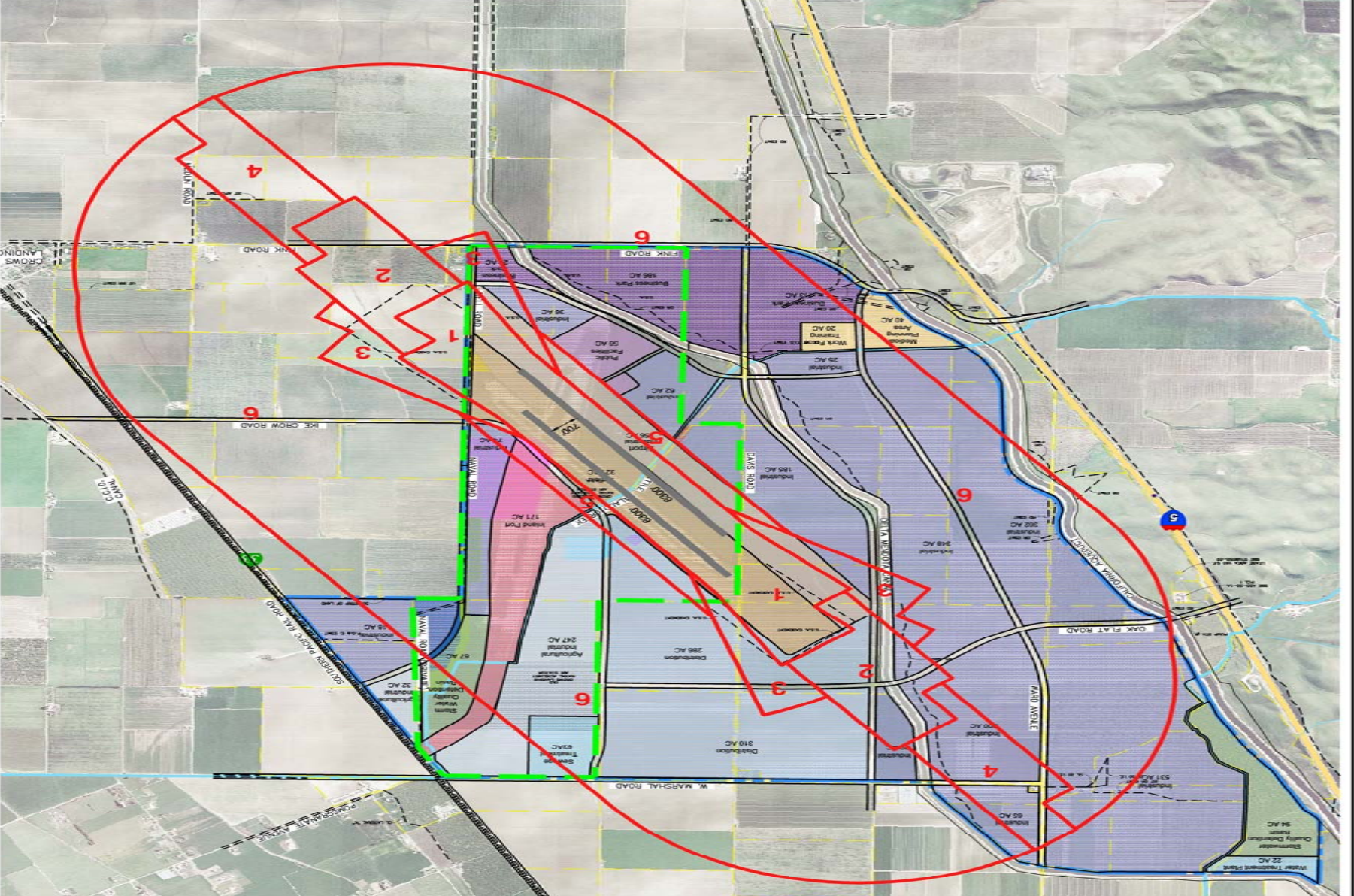
Concept 3: Northwest / Southeast Runway Configuration

Option 2: Medium-Sized Business Jets (Runway Length Required: 6,300')

Safety Zone Source: California Airport Land Use Planning Handbook (2002)

- LEGEND**
- County Property
 - Project Boundary
 - - - Parcel Boundary
 - - - Existing Easements & Roadways
 - - - Existing Rail Road
 - Creek/Waterways
 - Unconveyed Land

- Consolidated Safety Zones**
- Safety Zone 1 - 630 Acres
 - Safety Zone 2 - 231 Acres
 - Safety Zone 3 - 279 Acres
 - Safety Zone 4 - 301 Acres
 - Safety Zone 5 - 147 Acres
 - Safety Zone 6 - 533 Acres



West Park Conditional Land Use Summary

Conditional Land Use	Airport Zones
<p>P = Permitted SA = Staff Approval Required UP = Use Permit Required N = Not Allowed</p>	<p>NZ: No Safety Zone Restriction Z1: Zone 1 Runway Protection Zone Z2: Zone 2 Inner Approach/Departure Zone Z3: Zone 3 Inner Turning Zone Z4: Zone 4 Outer Approach/Departure Zone Z5: Zone 5 Sideline Zone Z6: Zone 6 Traffic Pattern Zone</p>

All Permitted Uses in Zones 2, 3, 4 and 5 require Staff Approval Permit or Use Permit
 Structures located in Zone 2 should not be located between the runways
 All Permitted Uses within Zone 6 require Site Plan Review

Staff Approval and Use Permits can be denied based on incompatibility with Airport or other Uses
 All Utilities must be underground in all Safety Zones

Conditional Permitted Uses	Industrial				Agricultural Industrial			Airport Industrial			Airfield	Distribution				Business Park		Public Facilities	Inland Port Shipping		
	NZ	Z2	Z3/4/5	Z6	NZ	Z3/4/5	Z6	Z1	Z2	Z3/4/5	Z1	Z1	Z2	Z3/4/5	Z6	NZ	Z6	Z6	NZ	Z3/4/5	Z6
Academic / support offices	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	P	P	N	N	N	N
Food storage & distribution facilities (incl Cold Storage)	P	SA	SA	P	P	SA	P	N	N	N	N	N	N	SA	P	N	N	N	N	N	N
Food processing and packaging	P	SA	SA	P	P	SA	P	N	N	N	N	N	N	SA	P	N	N	N	N	N	N
Agricultural related office uses	P	SA	SA	P	P	SA	P	N	N	N	N	N	N	N	P	P	P	N	N	N	N
Agricultural research and development, laboratories	P	N	SA	P	P	SA	P	N	N	N	N	N	N	N	P	P	P	N	N	N	N
Air cargo facility	P	N	SA	SA	N	SA	SA	N	SA	SA	N	N	N	SA	P	N	N	N	N	SA	SA
Aircraft manufacturing facility	P	N	SA	P	N	N	N	N	SA	SA	N	N	N	N	N	N	N	N	N	N	N
Aircraft parts and services sales	P	N	SA	P	N	N	N	N	SA	SA	N	N	N	N	N	N	N	N	N	N	N
Aircraft Rental	P	N	SA	P	N	N	N	N	SA	SA	SA	N	N	SA	SA	N	N	N	N	N	N
Airport Control towers	N	N	N	N	N	N	N	N	SA	SA	N	N	N	N	N	N	N	N	N	N	N
Airport fuel facility	N	N	N	SA	N	N	N	N	N	UP	N	N	N	N	N	N	N	N	N	N	N
Airport hangars	N	SA	SA	P	N	N	N	N	SA	SA	N	N	N	N	N	N	N	N	N	N	N
Airport maintenance facility	P	SA	SA	P	N	N	N	N	SA	SA	N	N	N	N	N	N	N	N	N	N	N
Airport Operations	N	N	N	N	N	N	N	SA	SA	SA	P	N	N	N	N	N	N	N	N	N	N
Airport passenger services	N	SA	SA	P	N	N	N	N	SA	SA	N	N	N	N	N	N	N	N	N	N	N
Airport safety & Security facility	N	SA	SA	P	N	N	N	N	SA	SA	N	N	N	N	N	N	N	N	N	N	N
Ambulance service facility	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N
Appliance and Electronics repair	P	SA	SA	P	N	N	N	N	N	N	N	N	N	N	N	P	P	N	N	N	N
Assembly of products from pre-manufactured items	P	SA	SA	P	P	SA	P	N	N	N	N	N	SA	SA	P	N	N	N	N	N	N





General Land Uses

- Presented to Ad Hoc Committee
- Process Moving Forward
 - Coordinate again with Newman & Patterson





Environmental Issues Analysis

- Ecological Constraints Analysis (Wallace & Kuhl)
- Endangered Species/ Wetlands Delineation
- Preliminary Impact Assessment:
 - Mitigation: ~3,361 acres for kit fox, Swainson's hawk & burrowing owl
 - Mitigation: ~ 2 miles of stream reconstruction
- Contact & Coordination with Federal & State agencies will be critical





Environmental Issues Analysis

- Preliminary Environmental Site Assessment (PESA) encompassing 4800 acres of the project site.
- PESA identified potential environmental concerns at the site related to both historical and current land uses.
 - Soil and groundwater contamination identified in PESA will require analysis be performed as project begins development.
- Geologic Hazards Analysis indicates site is suitable for the proposed construction.





Infrastructure Analysis

- Preliminary Traffic Circulation Master Plan
- Water System Master Plan
- Treated Effluent Disposal / Sewer Master Plan
- Storm Drainage Water Quality Master Plan





Elements of Infrastructure Analysis

- High Level Reconnaissance
- Project Needs
- Project Impacts
- Infrastructure Funding
- Regionalization





Preliminary Traffic Circulation Master Plan

- Three County Model
- Phase 1 Traffic Generation
- Project Build out Traffic Generation
- Scope of Roadways / Facilities Studied
- Funding





Water System Master Plan

- Water needs by land use
- Regionalization
- Reasonable water supply options
- Treatment options





Treated Effluent Disposal Sewer Master Plan

- Effluent generation by land use
- Regionalization
- Disposal options
- Treatment options





Storm Drainage Water Quality Master Plan

- Stormwater Runoff
- System Sizing
- Floodplain Discussion
- Best Management Practices





Disposition & Development Agreement

- County retained law firm Meyers Nave to assist in negotiations with West Park
- Major business and legal terms as backbone of the DDA deal points:
 - manner of disposition of the Air Facility property
 - phasing of development
 - tax-increment participation for public improvements and airport infrastructure
 - I-Bond financing for inland port infrastructure
 - location of public facilities
 - infrastructure financing
 - liability and remedies





Disposition & Development Agreement

- Agreement "in concept" on many of the deal point topics and some that will require additional discussion
- DDA bullet point terms completed by end of January 2008
- Contract terms and language by end of February 2008
- Deal points initially will take form of MOA, that becomes formal DDA when Redevelopment Plan is adopted





QUARTER 4: NEXT STEPS

- Continue public outreach
- Fiscal feasibility analysis
- Continuing negotiation toward DDA deal points
- County Redevelopment planning process forward
- Continue to track I Bond public funding process





CROWS LANDING

Job Center and Air Facility

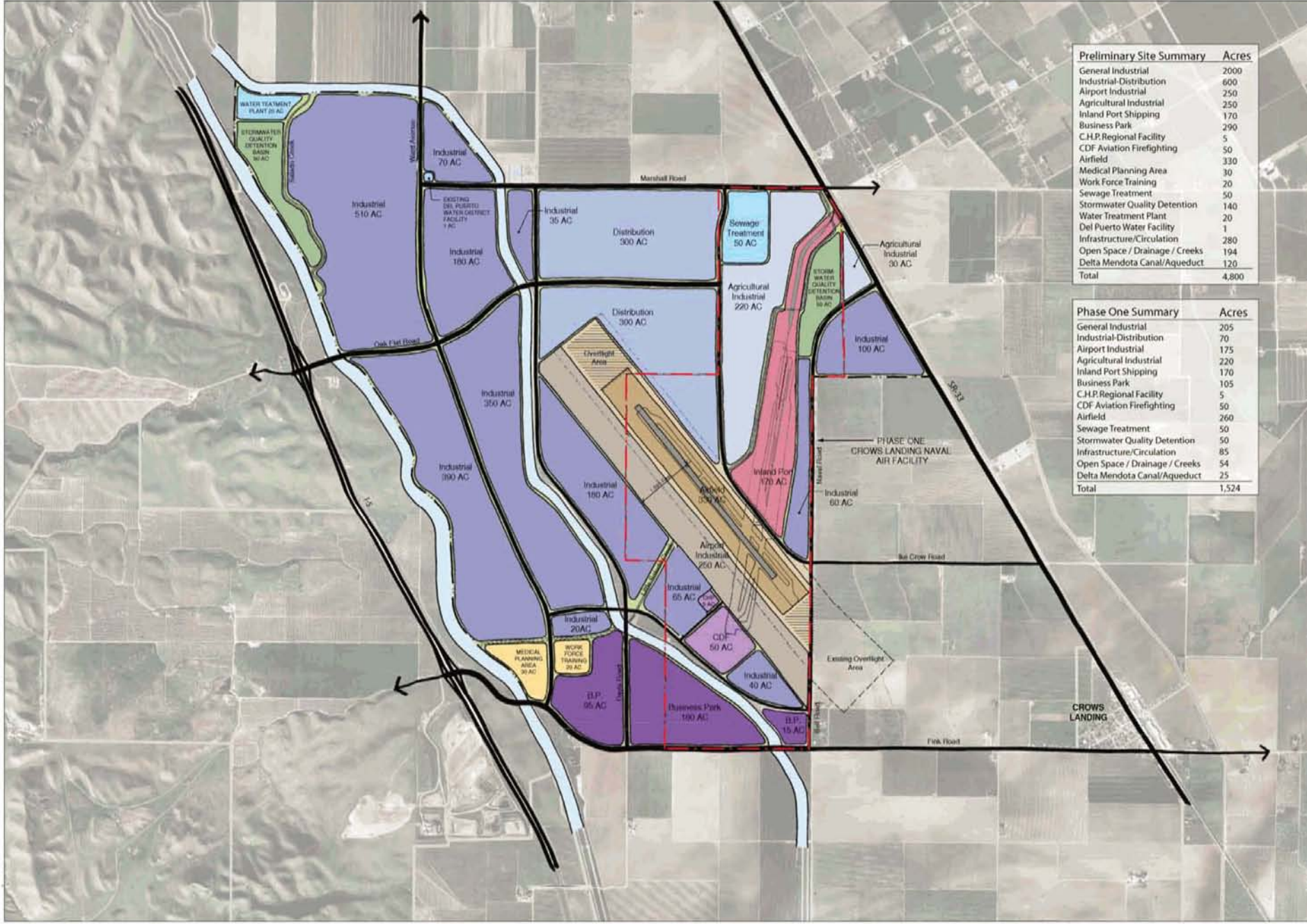
MASTER DEVELOPMENT

Exclusive Negotiation

Third Quarter Update

A Report of the Crows Landing Ad Hoc Committee
to the County Board of Supervisors
December 18, 2007





Preliminary Site Summary	Acres
General Industrial	2000
Industrial-Distribution	600
Airport Industrial	250
Agricultural Industrial	250
Inland Port Shipping	170
Business Park	290
C.H.P. Regional Facility	5
CDF Aviation Firefighting	50
Airfield	330
Medical Planning Area	30
Work Force Training	20
Sewage Treatment	50
Stormwater Quality Detention	140
Water Treatment Plant	20
Del Puerto Water Facility	1
Infrastructure/Circulation	280
Open Space / Drainage / Creeks	194
Delta Mendota Canal/Aqueduct	120
Total	4,800

Phase One Summary	Acres
General Industrial	205
Industrial-Distribution	70
Airport Industrial	175
Agricultural Industrial	220
Inland Port Shipping	170
Business Park	105
C.H.P. Regional Facility	5
CDF Aviation Firefighting	50
Airfield	260
Sewage Treatment	50
Stormwater Quality Detention	50
Infrastructure/Circulation	85
Open Space / Drainage / Creeks	54
Delta Mendota Canal/Aqueduct	25
Total	1,524

West Park Conceptual Land Use Plan

Stanislaus County, CA