

ORDINANCE NO. _____

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF MERCED, CALIFORNIA, ESTABLISHING PLANNED DEVELOPMENT (P-D) #74 AND AMENDING THE OFFICIAL ZONING MAP BY REZONING APPROXIMATELY 20 ACRES OF LAND FROM R-3-2 TO PLANNED DEVELOPMENT (P-D) #74 AND APPROXIMATELY 57.5 ACRES OF LAND FROM CENTRAL COMMERCIAL (C-C) TO PLANNED DEVELOPMENT (P-D) #74, GENERALLY LOCATED AT THE NORTHEAST AND SOUTHEAST CORNERS OF COFFEE STREET AND CAMPUS PARKWAY

THE CITY COUNCIL OF THE CITY OF MERCED DOES ORDAIN AS FOLLOWS:

SECTION 1. FINDINGS. The City Council finds that the facts submitted with the applicant and presented at the public hearing establish compliance with the Findings required by Merced Municipal Code Section 20.20.020 – Planned Development (P-D) Zoning Districts for the property described in Exhibit A, and as shown on the map at Exhibit B, which are attached hereto and incorporated herein by this reference. These Findings are described in Exhibit C, attached hereto and incorporated herein by this reference.

SECTION 2. AMENDMENT TO CODE. The property described in Exhibit A and shown on the map depicted in Exhibit B, both of which are attached hereto and incorporated herein by this reference, is hereby rezoned as shown on said map from Medium Density Residential (R-3-2) and Regional/Central Commercial (C-C) to Planned Development (P-D) #74 and shall be subject to all limitations, restrictions and requirements of Chapter 20.20.020 of the Merced Municipal Code.

SECTION 3. STANDARDS. Pursuant to Section 20.20.020 of the Merced Municipal Code, the rezoned property shall be subject the standards hereby adopted in the Merced Gateway Master Plan attached hereto as Exhibit D and incorporated herein by this reference.

SECTION 4. CHANGE OF MAP. The Director of Development Services is hereby directed to make the appropriate markings on the Official Zoning Map in conformance with this Ordinance and the provisions of Title 20 of the Merced Municipal Code, as shown on Exhibit E, attached hereto and incorporated herein by this reference.

SECTION 5. OFFICIAL SITE UTILIZATION PLAN. The map shown on Exhibit F, is hereby established and designated as the official Site Utilization Plan for the property subject to this Ordinance.

SECTION 6. EFFECTIVE DATE. This Ordinance shall be in full force and effect thirty (30) days after its adoption.

SECTION 7. SEVERABILITY. If any section, subsection, subdivision, sentence, clause, phrase, or portion of this Ordinance, is for any reason held to be invalid or unconstitutional by the decision of any court of competent jurisdiction, such decision shall not affect the validity of the remaining portions of this Ordinance. The City Council hereby declares that it would have adopted this Ordinance, and each section, subsection, subdivision, sentence, clause, phrase, or portion thereof, irrespective of the fact that any one or more sections, subsections, subdivisions, sentences, clauses, phrases, or portions thereof be declared invalid or unconstitutional.

SECTION 8. PUBLICATION. The City Clerk is directed to cause a summary of this Ordinance to be published in the official newspaper at least once within fifteen (15) days after its adoption showing the vote thereon.

///

///

///

///

///

///

The foregoing Ordinance was introduced at a regular meeting of the City Council of the City of Merced on the ____ day of _____, 2017, and was passed and adopted at a regular meeting of said City Council held on the ____ day of _____, 2017, by the following called vote:

AYES: **Council Members:**

NOES: **Council Members:**

ABSTAIN: **Council Members:**

ABSENT: **Council Members:**

APPROVED:

Mayor

ATTEST:
STEVE CARRIGAN, CITY CLERK

BY: _____
Assistant/Deputy City Clerk

(SEAL)

APPROVED AS TO FORM:


 7-17-17
City Attorney **Date**

EXHIBIT A
Description of Property

THE LAND REFERRED TO HEREIN BELOW is SITUATED IN THE CITY OF MERCED, STATE OF CALIFORNIA, AND IS DESCRIBED AS FOLLOWS:

Lots 173, 174, 175, 228, 229 and 230 as shown on the Map "MAP OF MERCED COLONY", February 3, 1910 in the office of the County Recorder of Merced County in Vol. 4 of Official Plats, at Page 24.

EXCEPT THEREFROM that portion as condemned to the State of California by Final Order of Condemnation, recorded February 14, 2007, as Document No. 2007-010744, Official Records of Merced County.

APN: 061 250013

**ZONE CHANGE #422 & PLANNED DEVELOPMENT (P-D)
ESTABLISHMENT #74
MERCED GATEWAY MASTER PLAN**

GERARD

**SUBJECT
SITE**

COFFEE

CAMPUS PKWY

**SUBJECT
SITE**

MISSION



EXHIBIT B

FINDINGS FOR ESTABLISHMENT OF
PLANNED DEVELOPMENT (P-D) #74
IN COMPLIANCE WITH MMC SECTION 20.20.020

- 1) *The proposed development is consistent with the goals, policies, and actions of the General Plan and any applicable specific plan and community plan.*

The proposed project is consistent with the goals, policies, and actions of the General Plan. As described in Finding A of Planning Commission Staff Report #17-11, the proposed project would help achieve several goals, policies, and actions of the General Plan. There are no other applicable specific or community plans for this area.

- 2) *The site for the proposed development is adequate in size and shape to accommodate proposed land uses.*

The proposed project would sit on approximately 77.5 acres of land. As shown on the site plan at Attachment F of Planning Commission Staff Report #17-11, the proposed project provides ample setbacks, open space and recreational areas, as well as parking. The site is of sufficient size to accommodate the proposed development.

- 3) *The site for the proposed development has adequate access considering the limitations of existing and planned streets and highways.*

The proposed project is bounded by Gerard Avenue, Coffee Street, Campus Parkway, Mission Avenue, and future Pluim Drive. Access to the development would be provided from each of these roadways. Coffee Street has four access points, Gerard Avenue has one, and Campus Parkway has access at the signalized intersections as well as right-in/right-out access mid-block. Access is also from future Pluim Drive for the northern parcel. The site provides sufficient access to serve the proposed project.

- 4) *Adequate public services exist or will be provided to serve the proposed development.*

The site would be served by the City's water and sewer facilities. Sufficient capacity is available for both water and sewer to serve this project. A water line exists in Gerard Avenue and Coffee Street and extends the full length of the project frontage on both streets. This line is of adequate size to serve the proposed development. Additional lines would be installed in Mission Avenue and Pluim Drive to serve the site.

A sewer line is available in Gerard Avenue and in a portion of Coffee Street from Parsons Avenue south to Mission. This line would be sufficient to serve the project. Additional water and sewer lines may be installed in Pluim Drive when constructed.

The storm drain basin would be provided off-site at the southwest corner of Mission Avenue and Marino Way (a County-owned facility). All agreements are in place for this project to use a County-owned facility that is outside the City Limits for containment of storm drain runoff.

The developer would be required as a condition of approval (Condition #9) to annex into the City's Community Facilities District for Services (CFD) #2003-2. Revenue collected from the CFD would help pay for police, fire, landscape maintenance, and storm drain facilities.

- 5) *The proposed development will not have a substantial adverse effect on surrounding property, will be compatible with the existing and planned land use character of the surrounding area, and will enhance the desirability of the area and have a beneficial effect.*

The proposed project is not expected to adversely effect the surrounding property. Certain impacts are to be expected when developing vacant land. However, the developer has been sensitive to the surrounding uses with the proposed design. The large setbacks, orientation of buildings, and placement of more intense uses away from the residential areas would help reduce any adverse effects the project might have. Although there may be certain impacts from the development, it would also bring a certain level of shopping convenience to the area. Currently there are no retail uses, grocery stores, restaurants, or gas stations nearby (the nearest retail uses are at Childs and Carol Avenue, about 1 mile away).

The expected traffic impacts would be mitigated as required by the EIR and conditions of approval.

- 6) *The proposed development carries out the intent of the Planned Development zoning district by providing a more efficient use of the land and an excellence of site design greater than that which could be achieved through the application of established zoning standards.*

The proposed development provides a very efficient use of the land by providing a mixed-use development that incorporates multi-family dwellings with a variety of retail uses, including a grocery store, hotel, theater, and multiple restaurants. The design of the project includes design features to incorporate a pedestrian plaza area and town square for public events. The design of the site and structures would be of high standard and implementing many environmentally-friendly features throughout the buildings and site. Some of the components of the Merced Gateway Master Plan would have to be modified under established zoning standards (i.e., building heights, sign requirements, etc.). Therefore, the use of Planned Development Zoning is

appropriate for the proposed project. The buildings would be of high-quality materials and the site would be designed and maintained in an aesthetically pleasing manner to help enhance the site and surrounding area.

- 7) *Each individual unit of the proposed development, in each phase as well as the total development, can exist as an independent unit capable of creating a good environment in the locality and being in any stage as desirable and stable as the total development.*

Each component of the mixed-use development would be able to exist independently of each other. While the commercial component of the project would be a convenience to the apartments on the site, the commercial component would still be able to exist without the apartments due to the other residential uses in the area and the proximity to the freeway.

The apartments would be able to exist without the commercial component. This site is adjacent to residential uses and a school making it ideal for higher density residential uses.

- 8) *Any deviation from the standard ordinance requirements is warranted by the design and additional amenities incorporated in the development plan, which offer certain unusual redeeming features to compensate for any deviations that may be permitted.*

The proposed project deviates from the standard zoning requirements by the use of a mixed-use development which combines both residential and retail uses in one development. Additionally, the building heights and sign requirements differ from those allowed under standard zoning. In exchange for allowing these deviations, the developer has incorporated several nice amenities into the complex, such as a Towne Square, pedestrian plaza, decorative entrance on Parsons Avenue, and the use of high-quality materials and design standards. The owner would also dedicate land for a future fire station along Gerard Avenue.

- 9) *The principles incorporated in the proposed development plan indicate certain unique or unusual features, which could not otherwise be achieved under the other zoning districts.*

The proposed project incorporates a mixed-use design that could not be achieved in other zoning districts. While other zoning districts may allow these same uses individually, the Planned Development zone allows the uses to be designed as one cohesive development and allows for the deviation of the height restriction and more generous allowances for signs within the project area.

MERCED GATEWAY PLANNED DEVELOPMENT MASTER PLAN DRAFT

EXHIBIT D



By Gateway Park Development
Partners, L.L.C.

July 2017



Prepared For:

City of Merced
Planning Division
678 W. 18th Street
Merced, CA 95340

Prepared by:

RRM Design Group
3765 S. Higuera St., Suite 102
San Luis Obispo, CA 93401

On behalf of:

Gateway Park Development Partners LLC
133 Old Wards Ferry Road
Sonora, CA 95370

CHAPTER 1 - INTRODUCTION

1.1	Background	1
1.2	Purpose	2
1.3	Master Plan Goals	2
1.4	Relationship to Existing Planning Documents	2

CHAPTER 2 - PROJECT DESCRIPTION

2.1	Location	4
2.2	Surrounding Land Uses	4
2.3	Project Description	5

CHAPTER 3 - LAND USE

3.1	Site Plan	8
3.2	North Parcel	9
3.3	South Parcel	11

CHAPTER 4 - DEVELOPMENT STANDARDS

4.1	Development Standards	12
-----	-----------------------	----

CHAPTER 5 - ARCHITECTURAL DESIGN CONCEPTS

	Conceptual Hotel Sketch	13
	Conceptual Retail Plaza Sketch	14
	Conceptual Residential Sketch	15

CHAPTER 6 - LANDSCAPING PLAN

6.1	Plan Area Landscape Species	16
6.2	Landscape Design Guidelines	21
6.3	Lighting	23

CHAPTER 7 - SIGNAGE

7.1	Signage Plan	24
7.2	Signage Design Guidelines	24
7.3	Freeway Oriented Sign Design Standards	26
7.4	Monument and Shopping Center Signage Design Guidelines and Standards	27
7.5	Attached Signage Guidelines and Standards	29
7.6	Directional Signage	30
7.7	Window Sign Standards	31
7.8	Multifamily Sign Standards	31
7.9	Sign Review and Permit Process	31

MERCED GATEWAY

Merced, California

CHAPTER 8 - CIRCULATION

8.1 Circulation Plan.....32

8.2 Coffee Street.....32

8.3 Campus Parkway.....33

8.4 Parsons Avenue.....33

8.5 Gerard Avenue.....34

8.6 Mission Avenue.....34

8.7 Bicycle Circulation.....34

CHAPTER 9 - STORM DRAINAGE

9.1 Existing Conditions.....35

9.2 Stormwater Requirements.....35

9.3 Stormwater Management Plan.....36

CHAPTER 10 - IMPLEMENTATION

10.1 Development Processing.....36

10.2 Phasing.....38

1. INTRODUCTION

1.1 BACKGROUND

Located in California's rapidly-growing Central Valley, the City of Merced is posed for significant population growth. It is expected that over 10 million people will be added to California by 2030, with a significant portion of this growth occurring in the San Joaquin Valley. Anticipating this growth, the City of Merced envisions a growing community that preserves much of its small town feel. The Merced Gateway project is a crucial part of this expansion as it will capitalize on the newly created Campus Parkway; a major arterial road that will connect south and north Merced.

The Merced Gateway project included an application for General Plan Amendment and Zone Change to reconfigure the boundary between two land use areas and create a Planned Development (P-D) zone. P-D is the designated zone for the Merced Gateway Master Plan planning area (Master Plan area).

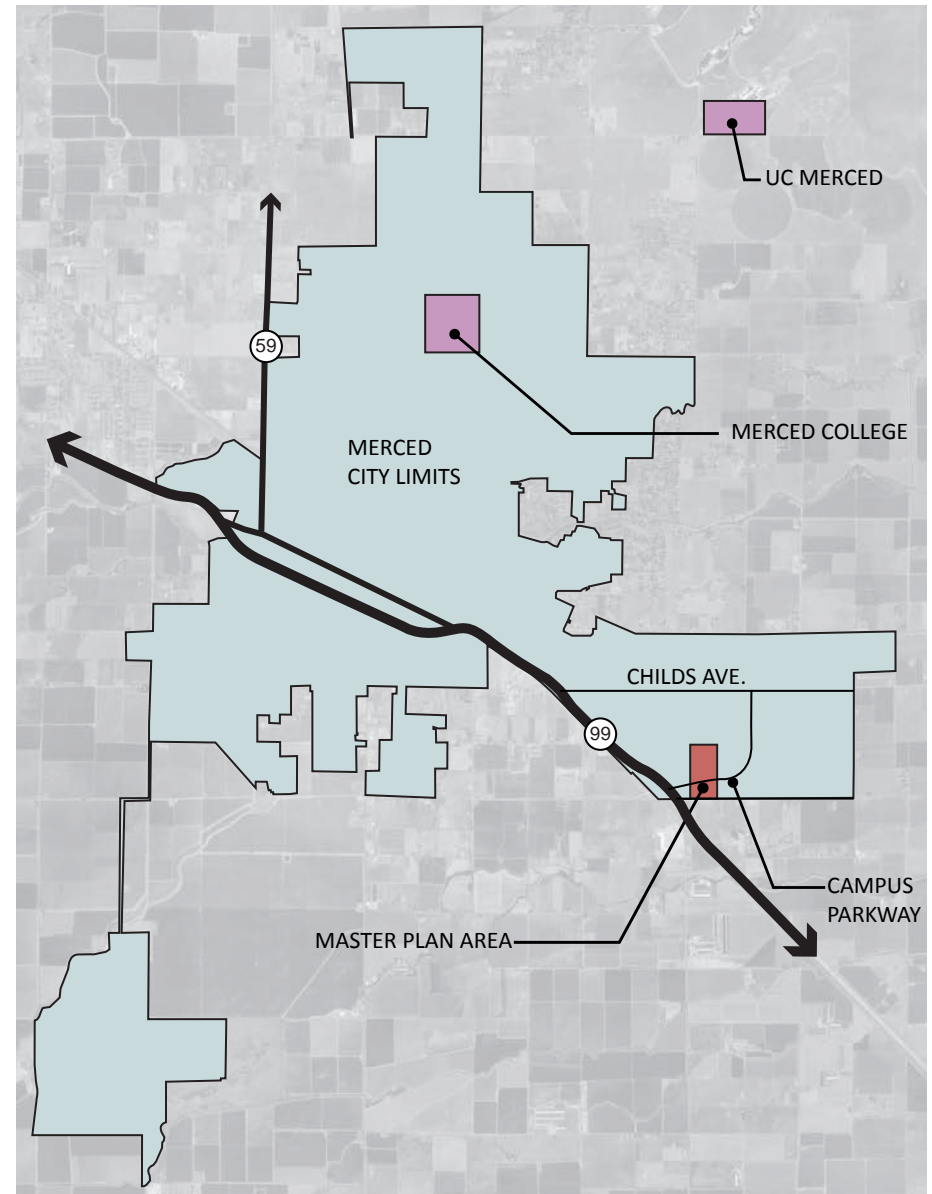


Figure 1 Context Map

MERCED GATEWAY

Merced, California

1.2 PURPOSE

The purpose of the Merced Gateway Master Plan is to provide a framework for the orderly development of a 77-acre Planned Development Master Plan area into an economically vibrant and aesthetically pleasing residential and commercial shopping center in southeast Merced.

This Planned Development Master Plan (Master Plan) includes basic site development concepts with architectural standards, landscape recommendations, signage guidelines, and other design guidelines that guide development while allowing for flexibility in market changes and maintaining the integrity of project goals.

This Master Plan will also assist in the review and approval process of subsequent development proposals such as site plans and improvement plans. Responsibility for interpretation of these concepts and design guidelines lie with the City.

1.3 MASTER PLAN GOALS

The following goals reflect the desired vision for the Master Plan area:

1. Ensure the provision of multifamily housing units.
2. Establish central focal points for retail establishments with prominent placement of pedestrian plazas.
3. Provide a variety of shopping uses including big box retail establishments to complement visitor serving commercial uses.
4. Continue Parsons Avenue through the project, to provide a connection to the adjoining parcel.

1.4 RELATIONSHIP TO EXISTING PLANNING DOCUMENTS

City of Merced Municipal Code

The Master Plan area is zoned Planned-Development (P-D). P-D zoning allows for a variety of development types that carry out the objectives of the General Plan. Chapter 20.42 of the City's Municipal Code provides the framework for development within the P-D zone at this time. Chapter numbers and references are subject to change with the Zoning Ordinance Update.

City of Merced General Plan

The City's General Plan designates the Master Plan Area High-Medium Density Residential (HMD) and Regional/Community Commercial (RC). The Master Plan area includes 8.4 acres of HMD and 68.6 acres of RC. The City's General Plan Housing Element allocates 178 units for the portion of the Master Plan area in the HMD designation, for multifamily development such as apartments, higher density triplex/fourplex units and condominiums.



Figure 2 Merced Gateway Planned Development Zone



Figure 3 Merced Gateway General Plan Land Use Designations

MERCED GATEWAY

Merced, California

2. PROJECT DESCRIPTION

2.1 LOCATION

The Planned Development Master Plan area (Master Plan area) is located in the southeast corner of the City of Merced within the City limits. An on- and off-ramp to Highway 99 is located approximately 500 feet west of the site, allowing for quick regional access. The newly constructed Campus Parkway bisects the site and includes median and separated multiuse trail improvements. As shown in Figure 4: *Location Map*, the Master Plan area is bordered by Coffee Street to the west, Mission Avenue to the South, Gerard Avenue to the north and vacant lands designated business park to the east.

2.2 SURROUNDING LAND USES

Surrounding the Master Plan area are a variety of land uses including Low Density Residential (LDR) adjacent to the northern boundary, vacant Business Park (BP) land to the east, vacant Commercial Reserve (CR) and Business Park Reserve (BPR) to the south, and Thoroughfare Commercial (TC) and a School to the west. Surrounding land uses are shown in Figure 4: *Location Map*.

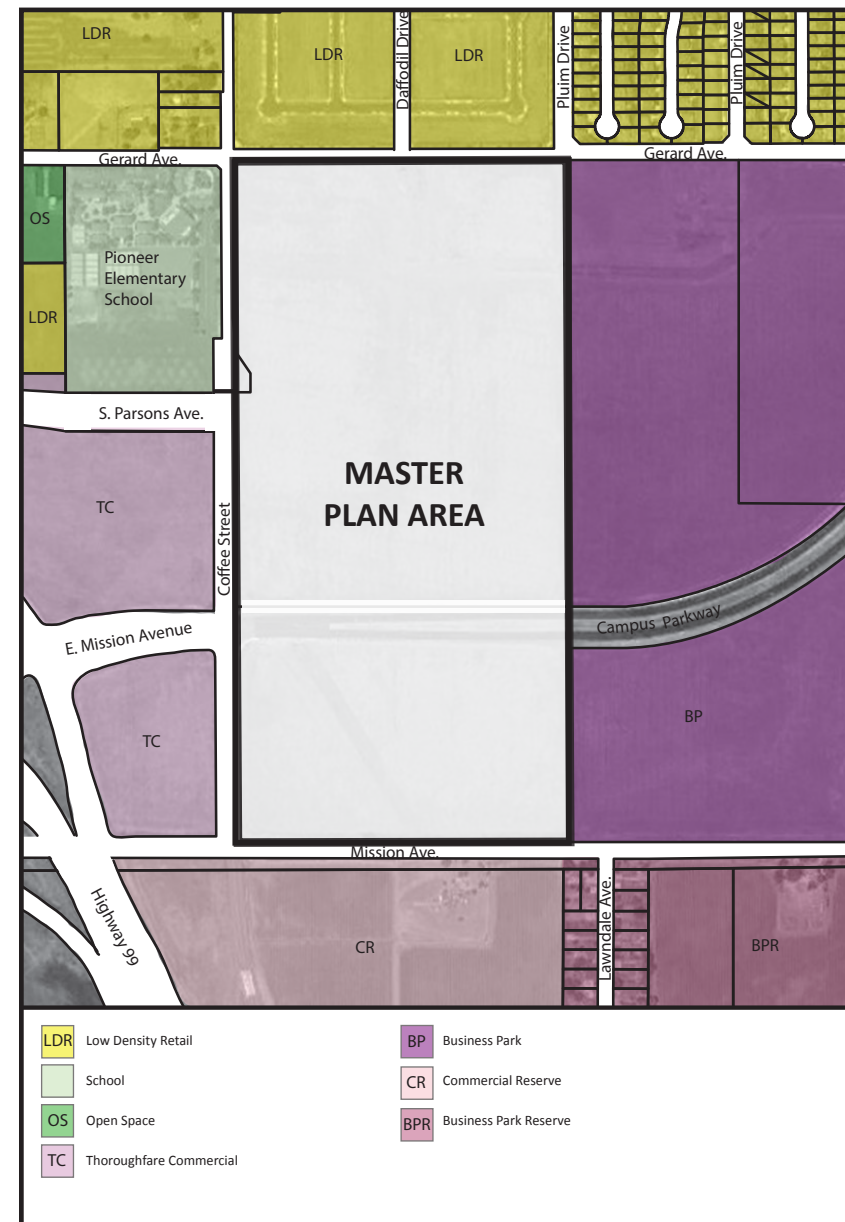


Figure 4 Location Map

2.3 PROJECT DESCRIPTION

The Merced Gateway project includes development of a 77-acre area zoned Planned Development. P-D zoning allows for a wide variety of commercial and residential uses with customized design guidelines prepared to ensure a high-quality development that is compatible with surrounding uses.

Planned Development Land Uses

Two land use designations are provided within the Master Plan area (see Figure 3). These include 8.4 acres of High-Medium Density Residential (HMD) and 68.6 acres of Regional/Community Commercial (RC).

The HMD area is located in the northwest corner of the site. The vision for this area is to include up to 178 multifamily dwelling units in an apartment, townhouse, or condominium type configuration.

The RC area is divided by Campus Parkway, a 4-lane expressway with central median and a multiuse path on the north side. South of Campus Parkway, visitor serving uses are anticipated such as quick-serve/drive-thru dining, service stations, hotel, and big-box retail. North of Campus Parkway, community-serving uses such as a theater/entertainment use, restaurants, grocery, and a variety of retail stores.

Section 3.2 and 3.3 describe these areas in greater detail.

Development Program

The development program includes a conceptual mix of uses based on current market trends, City development regulations, and site constraints. Based on this analysis, it was determined that the Master Plan area could include a maximum of 178 residential units and 601,127 sf of commercial. Figure 5: *Conceptual Site Plan* identifies potential locations for program components and includes lettered building pads that correspond with Table 1: *Master Plan Program*. Table 1 groups the Master Plan program components into four parcels based on physical location and land use. Revisions to the plan may occur as described in Chapter 10 - *Implementation*.

Parcel 1 - Fire Station Parcel

Figure 5: *Conceptual Site Plan* shows a fire station site located in the northern portion of the Master Plan area adjacent to Gerard Avenue (see "FS" label). This fire station parcel location has been provided to enable improved fire service and response times to this area of the City, and could accommodate a 9,000 sf station in the future.

Parcel 2 - Residential Parcel

The 8.4 acre residential parcel is located in the northwest corner of the Master Plan area and serves as a transition from neighboring residential uses and an elementary school to proposed commercial areas. A maximum of 178 residential units may be permitted at a density of 12 - 24 du/ac. units per acre. Except as presented in this Master Plan, development of this parcel follows the provisions of Chapter 20.14 - *R-3 District* (subject to change) from the City's Municipal Code. On-site amenities may include a 2,500 sf clubhouse and pool area (see Figure 10).

MERCED GATEWAY

Merced, California

Parcel 3 - North Parcel

This 41 acre parcel is programmed to include up to 385,535 sf of commercial uses. Table 1 identifies individual program components which include a 54,000 sf grocery store, five sit-down restaurants totaling 26,600 sf, 11 retail shops totaling 237,000 sf, one 38,800 sf movie theater, and a bus stop.

Parcel 4 - South Parcel

This 21 acre parcel is programmed to include up to 242,592 sf of commercial uses. Table 1 identifies individual program components which include a 6,000 sf automobile service station, four fast food establishments totaling 21,450 sf, one 4,000 sf sit-down restaurant, four retail stores totaling 160,607 sf, and one 50,000 sf hotel that can accommodate up to 81 hotel rooms.

Parking

The number of parking spaces required for the development of residential and commercial projects within the Master Plan area are consistent with Chapter 20.38 of the City's Municipal Code. These requirements are summarized in Table 1. However, with the final design of each individual phase, a reduction in parking may be considered by the City with a joint parking agreement or parking reduction program. The intent is to reduce the amount of asphalt/non-pervious surfaces within the Master Plan area.

Central Green

One of the key place-making amenities provided within the Master Plan area is an approximate 1 acre central green located in front of the theater/entertainment center.

TABLE 1: MASTER PLAN PROGRAM					
MARK	NAME	AREA	RATIO	REQUIRED PARKING	PROVIDED PARKING
FIRE STATION PARCEL		66,807 SF			
PUBLIC SAFETY					
FS	FIRE STATION	9,209			
RESIDENTIAL PARCEL		366,216 SF			
RESIDENTIAL					
A	RESIDENTIAL - 178 UNITS MAX			311	311
CLUBHOUSE					
	CLUBHOUSE	2,500			
		2,500			
NORTH PARCEL		1,791,131 SF			
GROCERY					
R	GROCERY	54,176	250	217	
				217	
RESTAURANTS					
G	RESTAURANT	4,912		29	
J1	RESTAURANT	6,266		38	
J2	RESTAURANT	5,700		34	
J3	RESTAURANT	5,556		33	
M	RESTAURANT	4,181		25	
				160	
RETAIL					
B	SHOP 1	40,458	300	135	
D	SHOP 2	16,014	300	53	
E	BUS STOP	2,000	300	7	
F	MOVIE THEATRE	38,773	300	129	
H	SHOP 3	9,867	300	33	
I	SHOP 4	10,647	300	35	
K	SHOP 5	17,700	300	59	
L	SHOP 6	14,107	300	47	
N	SHOP 7	28,193	300	94	
O	SHOP 8	28,655	300	96	
P	SHOP 9	23,172	300	77	
Q	SHOP 10	15,057	300	50	
S	SHOP 11	13,358	300	45	
T1	SHOP 12	8,340	300	28	
T2	SHOP 13	11,403	300	38	
				0	
TOTAL DEVELOPMENT SF:		358,535			
	FAR:	0.20		1,303	1,627

Table 1 Master Plan Program

SOUTH PARCEL		939,010 SF			
TRAVEL COMMERCIAL					
U	GAS STATION/MINI MART WITH CAR WASH	6,305	400	16	
RESTAURANTS					
V1	FAST FOOD/DRIVE THRU	5,865		47	
V2	FAST FOOD/DRIVE THRU	5,260		42	
V3	FAST FOOD/DRIVE THRU	5,118		41	
V4	FAST FOOD/DRIVE THRU	5,207		42	
W	RESTAURANT	4,330		26	
				198	
RETAIL					
ZZ	SHOP 14	131,193	300	437	
Y	SHOP 15	8,136	300	27	
Z1	SHOP 16	21,278	300	71	
Z2	SHOP 16 OUTDOOR DISPLAY				
				535	
HOTEL					
X	HOTEL (81 ROOMS)	49,900		108	
TOTAL DEVELOPMENT SF:		242,592			
	FAR:	0.26		857	936

PARKING RATIOS	
RETAIL:	1/300SF
RESTAURANTS*:	1/2.5 SEATS
HOTEL:	1/BEDROOM + 1/3BEDROOMS
GROCERY:	1/250SF
TRAVEL	
COMMERCIAL:	1/400SF
* 30% of bldg sf is dining & 20 sf per seat	
** 15 sf per seat for fast food/drive thru	

Notes:

1. Totals are conceptual calculations.
2. Parking requirements for apartments are based on 2 bed/2 bath units. All parking shall comply with Section 20.38 of the City's Zoning Ordinance.

MERCED GATEWAY

Merced, California

3. LAND USE

3.1 SITE PLAN

The Merced Gateway project aims to provide visitors and residences a cohesive and unique development that is connected to surrounding neighborhoods and provides the City of Merced with a one-of-a-kind shopping, living, and dining experience. The site design provides a transition from single-family residential units that border the north side of the Master Plan area to commercial developments south of Campus Parkway. The Master Plan area includes an 8.4 acre multifamily development on the northwest portion of the Master Plan area along with a 1.5 acre fire station parcel to serve new residences and the surrounding community.

Business opportunities range from big box retail to smaller anchor stores complemented by visitor serving restaurants and retail establishments. In addition, prime frontage lots face onto Campus Parkway with abundant local and tourist traffic. The addition of the Merced Gateway project to the community of Merced will attract outside businesses, encourage local businesses to expand into the Master Plan area, and employ local workers.

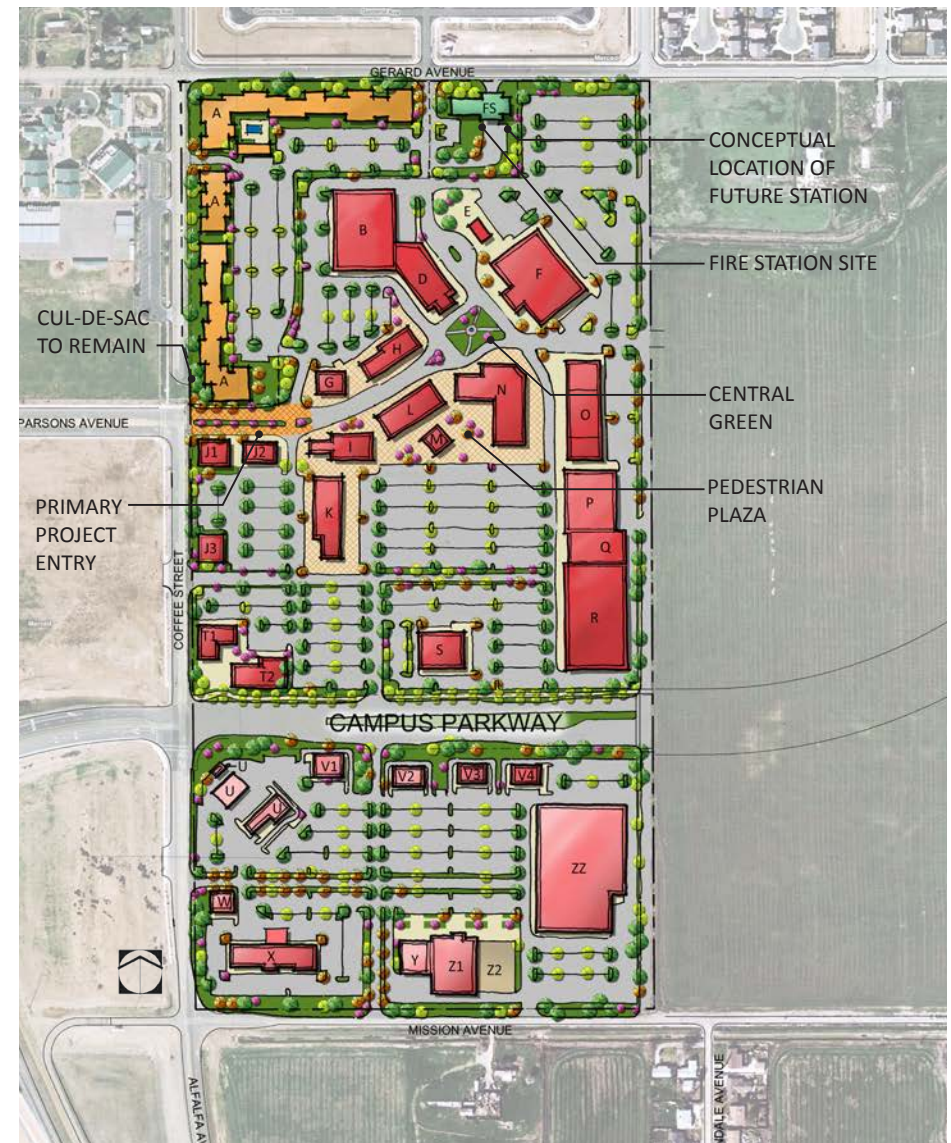


Figure 5 Conceptual Site Plan

3.2 NORTH PARCEL

The largest portion of the Master Plan area, referred to as the North Parcel, is 41 acres in size. The vision for the North Parcel contains multifamily housing, regional and local serving retail commercial, and an entertainment center. Commercial uses may include grocery, small box, and large box retailers as well as a theatre and central green. Smaller restaurants will complement the retailers and offer visitors a pleasant shopping and entertainment experience. Retail stores are placed and oriented on the site to maximize opportunity for walking once visitors access the surface parking lots. Plazas for outdoor dining or casual gathering are conveniently located throughout the center.

Figure 5: *Conceptual Site Plan* shows primary site access off of Parsons Avenue with commercial structures fronting onto the road creating a “Main Street” effect. The terminus of this public street includes an approximate 1 acre central green with a movie theater/entertainment venue beyond. The central green is envisioned to be programmed with features that allow for passive recreation and events such as farmer’s markets, car shows, and live music. The road between the central green and the movie theater/entertainment center (see Figure 6: *North Parcel*) may be designed to restrict vehicular traffic during events in order to expand the event space and allow for improved pedestrian circulation between the two areas.

In the northwestern portion of the parcel, multifamily residences will provide a transition from single-family residences north of Gerard Avenue to retail/commercial establishments within the Master Plan area. Main access to the multifamily residences will occur off of Gerard Avenue at the intersection of Daffodil Drive. The 8.4 acre multifamily development includes a blend of up to 178 multifamily dwelling units that will accommodate a variety of income levels. These apartment units will bring a new residential product to the area and support the demand

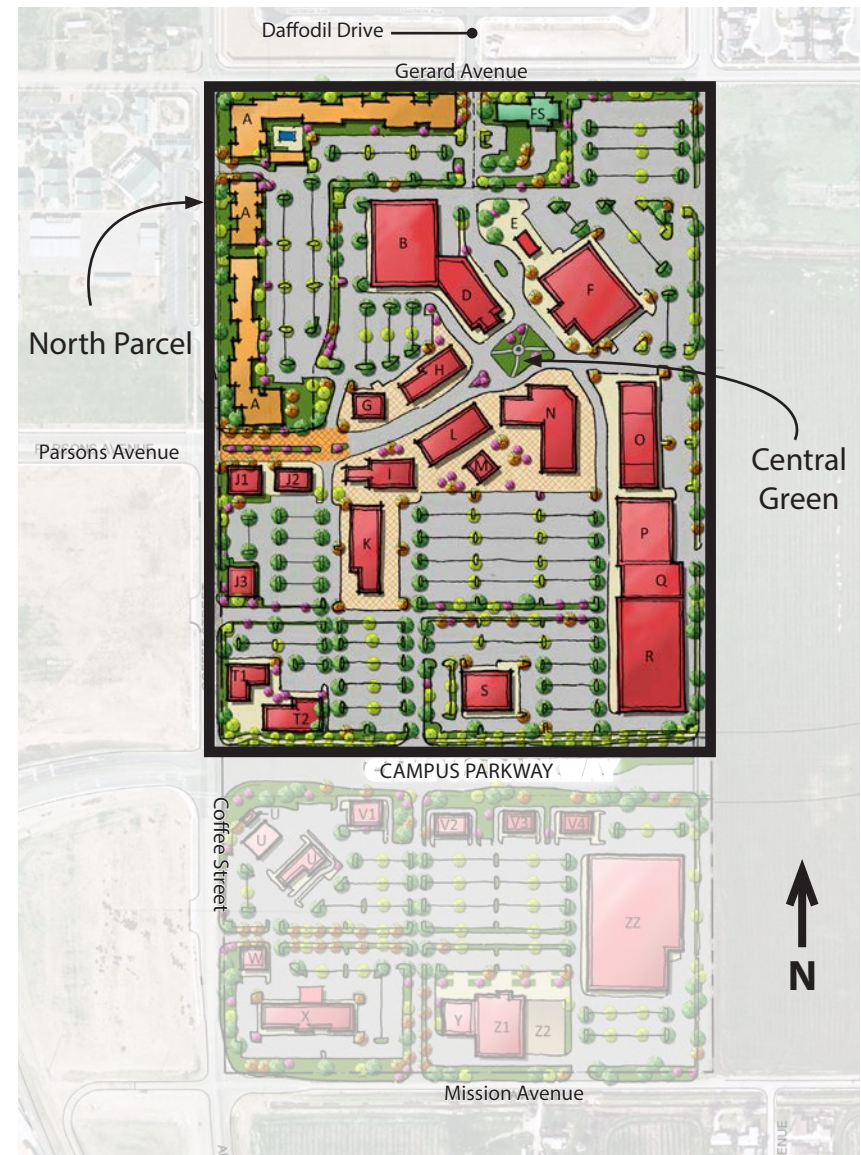


Figure 6 North Parcel

MERCED GATEWAY

Merced, California

for moderate level income housing. Close proximity to Pioneer Elementary School and adjacent commercial uses will make this a vibrant and walkable place to live.

A bus stop is located between the theater and future fire station, proximate to the multifamily and retail uses.

The following list includes uses envisioned for the North Parcel.

Permitted Uses Include:

- Bank
- Department store
- Drug store/pharmacy with drive-through
- Dwelling, multifamily
- Fast-food restaurant
- General retail store
- Hotel
- Medical and professional offices
- Personal services
- Public Facility/Fire Station
- Regional shopping center
- Restaurant
- Supermarket
- Theater, entertainment
- Transit center
- Other commercial uses typically associated with a mixed-use shopping center

Conditionally Permitted Uses Include:

- Automobile service station
- Drive-through restaurant
- Tavern, bar, cocktail lounge
- Alcohol sales for off-site consumption
- Other uses deemed compatible by the Planning Commission



Box style commercial with arcade



Landscaping in the parking area

3.3 SOUTH PARCEL

On the south portion of the Master Plan area, the vision is to create a highway oriented center that provides for travelers and supports the outdoor lifestyle opportunities afforded by the "Gateway to Yosemite". The mix of retail uses will be focused on, but not necessarily limited to, retail uses oriented towards travelers and outdoor enthusiasts (hunting, fishing, camping, hiking and related outdoor recreation merchandise). These uses may also include a gas station, hotels, drive through and sit down restaurants and other complementing retail/commercial. The following list includes uses envisioned for the South Parcel.

Permitted Uses Include:

- Bank
- Department store
- Fast-food restaurant
- Drive-through restaurant
- General retail store
- Hotel
- Medical and professional offices
- Personal services
- Regional shopping center
- Restaurant
- Theater
- Outdoor recreation retail
- Sporting Goods
- Other related uses

Conditionally Permitted Uses Include:

- Automobile service station
- Tavern, bar, cocktail lounge
- Alcohol sales for off-site consumption
- Other uses deemed compatible by the Planning Commission

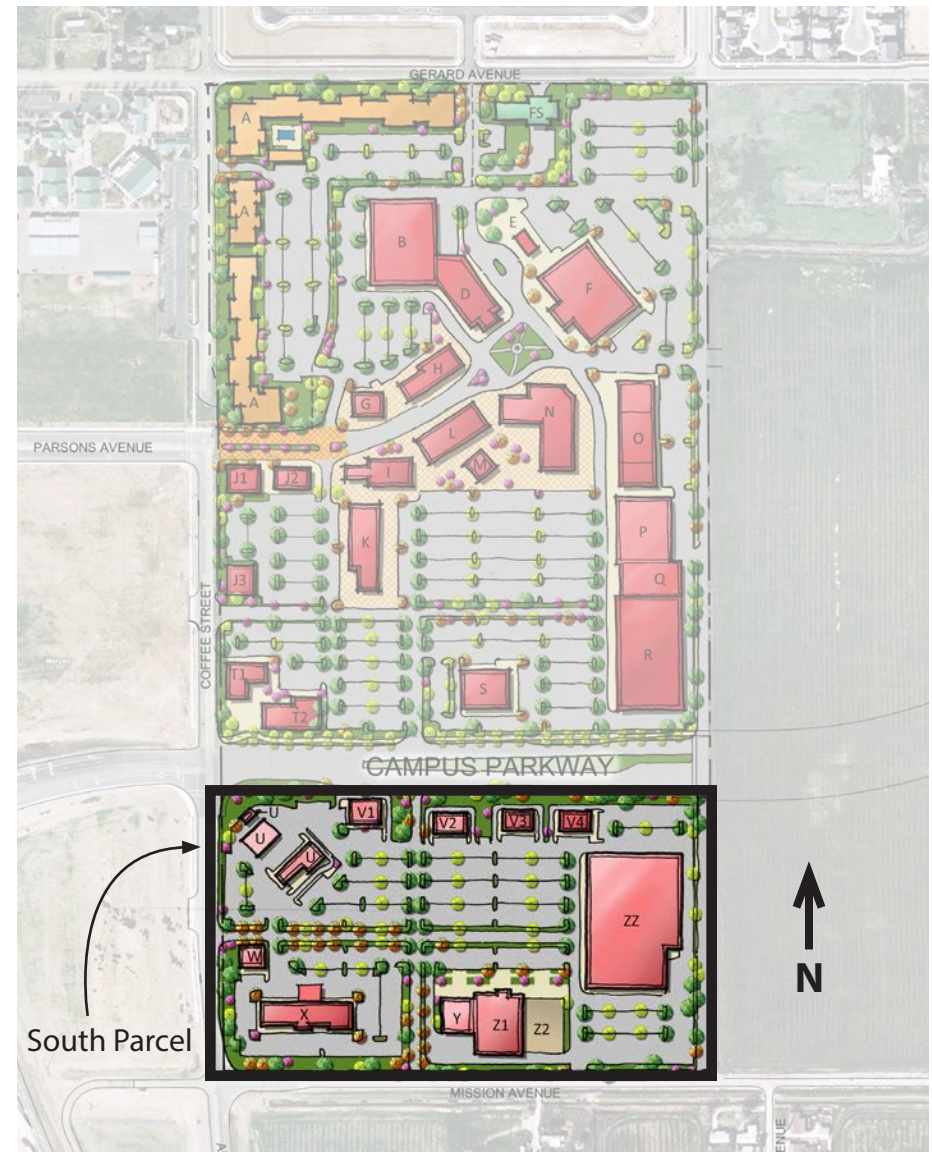


Figure 7 South Parcel

MERCED GATEWAY

Merced, California

4. STANDARDS

4.1 DEVELOPMENT AND SIGN STANDARDS

The Merced Gateway Master Plan area is zoned P-D which allows for the creation of customized development standards. This section includes the regulations that allow for development to proceed by regulating height setbacks from public roadways and parking, and lot coverage.

TABLE 2 - Merced Gateway Development Standards			
Standard	Designation		Notes
	HMD	RC	
Height	40' max	60' max	Architectural projections such as towers, cupolas, chimneys and other features designed to add architectural interest may exceed the 40' height limit by up to 5'
Stories	3 max	1 max.	
Lot Area	6,000 sf min	1,980 sf min.	
Lot Coverage	60% max	35% max	Based on coverage for the entire Master Plan area.
Distance Between Buildings	15' min	15' min	
Setbacks (Buildings and Parking)			
Public street	20' min	20' min	Variation may be allowed along the extension of Parsons Avenue through the project site
East Property Line	-	20' min	
Internal Front	-	0' min.	
Internal Side	-	0' min.	
Parking	Per Chapter 20.58		
Plate height	-	14' min.	Applies to ground floor

These development standards shall supersede the City's municipal code. Where conflicts occur, the development standards provided herein shall be utilized. Where the PD standards are silent, the City Municipal Code shall govern. Sign standards are specified in Chapter 7 - *Signage*.

TABLE 2 - Merced Gateway Development Standards			
Building facade	-	No building facade shall extend more than 100' in length without a 5' min variation to the wall plane.	
Window Glazing	-	45% minimum transparent glazing on the first floor facade for retail uses	Only applies to the extension of Parsons Avenue into the Master Plan area, and to structures adjacent to the Central Green
Land Use Compatibility	<ol style="list-style-type: none"> 1. Loading docks, service areas, noise and odor generating operations, queuing areas for drive-through operations, and ground-mounted mechanical equipment is not permitted within 20' of HMD designated property. 2. HVAC systems shall be selected based on their noise rating or designed with features to reduce noise, such as parapet walls and equipment enclosures and/or placement of equipment. 3. Exterior lighting shall focus internally within RC properties to decrease light pollution onto neighboring residential properties. 4. Fast food restaurant speakers shall be directed away from residential units. 5. Landscaping shall be used with other features to reduce potential visual, light, and glare conflicts. 		
Signs	Signs shall comply with standards in Chapter 7 - <i>Signage</i>		

5. ARCHITECTURAL DESIGN CONCEPTS

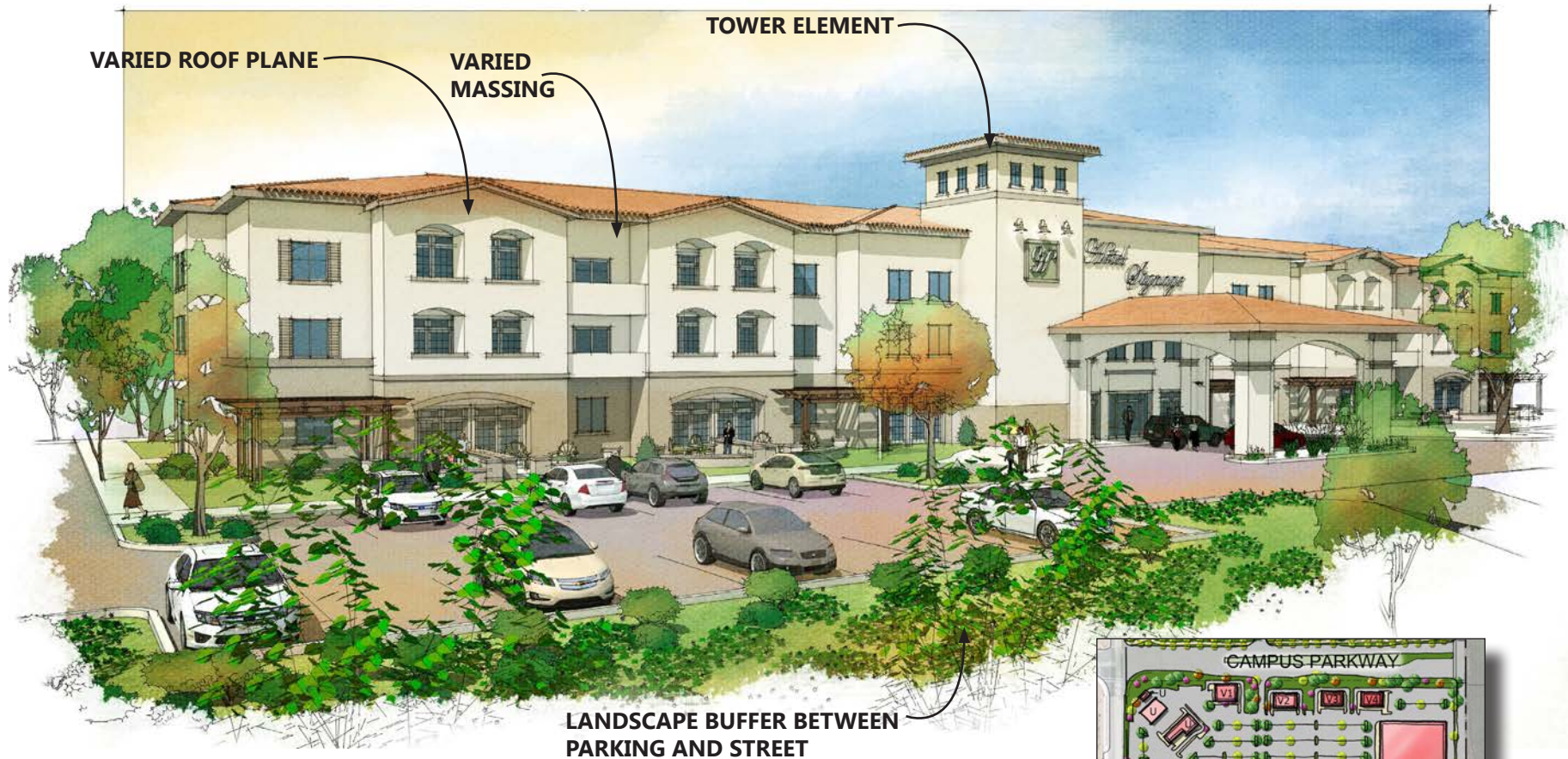


Figure 8 Conceptual Hotel Sketch



MERCED GATEWAY

Merced, California



Figure 9 Conceptual Retail Plaza Sketch



Key Map - Conceptual retail plaza location



Figure 10 Conceptual Residential Sketch



Key Map - Conceptual location for
multifamily residential amenity

6. LANDSCAPING PLAN

Figure 5: *Conceptual Site Plan* shows the site layout and the areas of the Master Plan area to be landscaped. The Landscape concept includes areas of groundcover, low shrubbery, and tree plantings. California State regulations, and the current drought conditions throughout the state, require extensive consideration of drought tolerant and low-water using plants. To the fullest extent feasible, Low Impact Development (LID) principles will be employed in the final landscape design for the Master Plan area. A combination of informal groupings and formal placement of native and non-native tree species will be used to provide shade and create a strong sense of place.

The Master Plan area is also a key entry area for the City of Merced along the Campus Parkway corridor. Landscape design along the corridor will take this into account ensuring an appropriate aesthetic for this important street and point of entry.

A tree and plant palette for the Master Plan area is provided in the following sections.

6.1 PLAN AREA LANDSCAPE SPECIES

The following list of landscape species was developed specifically for the Merced Gateway Master Plan using species known to flourish in this region. Trees, shrubs, groundcovers, perennials, and grasses have been selected to survive and flourish in the Central Valley climate (hot summers, occasionally freezing in winter) and categorized according to their function in the landscape (e.g. canopy, accent, screen). Consideration should be given to the creation of shade (canopy trees); framing the streetscapes and driveways; visual screening (columnar trees) and accent trees or specimen trees to highlight an entry or point of interest.



Figure 11 *Acer Platanoides*



Figure 12 *Ulmus Pavifolia*

Recommended Canopy Trees

- *Acer platanoides* `princeton gold` / princeton gold maple
- *Acer rubrum* `october glory` tm / october glory maple
- *Celtis occidentalis* `magnifica` / magnifica hackberry
- *Crateagus laevigata* `paul's scarlet` / english hawthorn
- *Ginkgo biloba* `autumn gold` tm / maidenhair tree
- *Gleditsia triacanthos inermis* `shademaster` tm / shademaster locust
- *Grevillea robusta* / silk oak
- *Koelreuteria bipinnata* / chinese flame tree
- *Liriodendron tulipifera* / tulip tree
- *Magnolia grandiflora* `majestic beauty` tm / southern magnolia
- *Pistacia chinensis* / chinese pistache
- *Platanus x acerifolia* `columbia` / london plane tree
- *Prunus cerasifera* `krauter vesuvius` / purple leaf plum
- *Quercus coccinea* / scarlet oak
- *Quercus douglasii* / blue oak
- *Quercus lobata* / valley oak
- *Quercus rubra* / red oak
- *Quercus suber* / cork oak
- *Quercus wislizenii* / interior live oak
- *Robinia x ambigua* `purple robe` / pink flowering locust
- *Ulmus parvifolia* `allee` / allee lacebark elm
- *Ulmus parvifolia* `sempervirens` / chinese evergreen elm
- *Zelkova serrata* / sawleaf zelkova

MERCED GATEWAY

Merced, California

Recommended Accent Trees

- *Acer palmatum* spp. / japanese maple (shade)
- *Arbutus unedo* / strawberry tree
- *Cercis canadensis* 'forest pansy' / eastern redbud
- *Cercis occidentalis* / western redbud
- *Chitalpa tashkentensis* 'pink dawn' / chitalpa
- *Cladastris kentukea* / yellow wood
- *Cornus controversa* / giant dogwood
- *Cornus florida* / eastern flowering dogwood (shade)
- *Cotinus coggygia* 'purpureus' / purple smoke tree
- *Lagerstroemia indica* / crape myrtle
- *Magnolia stellata* 'royal star' / royal star magnolia
- *Magnolia x soulangiana* 'burgundy' / burgundy magnolia
- *Malus* spp. / flowering crabapple
- *Prunus cerasifera* 'krauter vesuvius' / purple leaf plum
- *Prunus glandulosa* 'rosea plena' / pink flowering almond
- *Prunus subhirtella* 'pendula' / weeping flowering cherry
- *Pyrus calleryana* 'bradford' / bradford flowering pear

Recommended Screening Trees

- *Calocedrus decurrens* / incense cedar
- *Cedrus atlantica* 'glauca pendula' / weeping blue atlas cedar
- *Cedrus deodara* / deodar cedar
- *Heteromeles arbutifolia* / california toyon
- *Liquidambar styraciflua* 'rotundiloba' / sweetgum (sterile variety only)
- *Liriodendron tulipifera* 'arnold' / columnar tulip tree
- *Pinus canariensis* / canary island pine
- *Pinus pinea* / italian stone pine
- *Thuja occidentalis* 'emerald' / emerald arborvitae
- *Umbellularia californica* / california laurel



Figure 13 *Cercis Canadensis*



Figure 14 *Thuja Occidentalis*



Figure 15 Muhlenbergia



Figure 16 Lavandula

Recommended Shrubs, Grasses, and Groundcovers

- *Agave x 'blue glow'* / blue glow agave
- *Arctostaphylos uva-ursi 'emerald carpet'* / emerald carpet manzanita
- *Artemisia schmidtiana 'silver mound'* / silver mound artemisia
- *Berberis thunbergii 'crimson pygmy'* / crimson pygmy barberry
- *Carex testacea 'prairie fire'* / prairie fire sedge
- *Carpenteria californica* / bush anemone
- *Caryopteris x clandonensis* / bluebeard
- *Ceanothus griseus horizontalis 'yankee point'* / california lilac
- *Cedrus deodara 'prostrate beauty'* / prostrate beauty deodar cedar
- *Cistus ladanifer* / crimson spot rockrose
- *Echeveria x 'black prince'* / black hen and chicks
- *Helianthemum nummularium 'apricot'* / apricot sunrose
- *Helictotrichon sempervirens 'blue oats'* / blue oat grass
- *Hemerocallis x 'stella de oro'* / stella de oro daylily
- *Heteromeles arbutifolia* / toyon
- *Iberis sempervirens 'snowflake'* / snowflake evergreen candytuft
- *Lantana montevidensis 'new gold'* / trailing lantana
- *Lavandula x intermedia 'hidcote giant'* / lavender
- *Miscanthus sinensis 'morning light'* / eulalia grass
- *Muhlenbergia capillaris 'autumn blush'* / pink muhly
- *Pennisetum alopecuroides 'little bunny'* / little bunny fountain grass
- *Penstemon heterophyllus 'blue bedder'* / foothill penstemon
- *Perovskia atriplicifolia* / russian sage
- *Phormium tenax 'jack spratt'* / new zealand flax

MERCED GATEWAY

Merced, California

- *Pinus mugo mugo* / dwarf mugo pine
- *Rhamnus californica* / california coffee berry
- *Rhaphiolepis indica* `ballerina` / ballerina indian hawthorn
- *Rosa* x `flower carpet white` / rose
- *Sedum spurium* `coccineum` / dragon`s blood sedum
- *Spiraea* x *bumalda* `goldmound` / gold mound spirea
- *Viburnum tinus* `compactum` / viburnum
- *Zauschneria californica* / california fuchsia
- Bioswale plants
- *Andromeda polifolia* `blue ice` / bog rosemary
- *Bergenia cordifolia* / heartleaf bergenia
- *Carex* spp. / sedge
- *Corylus cornuta californica* / western hazelnut
- *Hibiscus moscheutos* / rose mallow
- *Iris douglasiana* `pacific coast hybrids` / pch iris
- *Sisyrinchium bellum* / blue eyed grass
- *Trifolium pratense* / red clover
- *Vitis californica* / california wild grape



Figure 17 Carex



Figure 18 Zauschneria



Figure 19 Native Landscaping



Figure 20 Permeable Paving

6.2 LANDSCAPE DESIGN GUIDELINES

The following landscape design guidelines are provided supplement existing City regulations and standards found in the Municipal Code.

- a. *The tree and plant list above serves as the master list for the Merced Gateway Master Plan area. Substitutions/additions are permitted subject to approval of the Planning Manager who shall make findings that the proposed substitution/addition is consistent with the intent of these Design Guidelines.*
- b. *California natives are encouraged where available.*
- c. *Ornamental and specialty plant materials should be considered for accents and/or entry features.*
- d. *Landscaped areas should include the spaces between walkways and buildings, buildings and parking lots, in pedestrian plazas, along roadways, and areas adjacent to public streets.*
- e. *A water budget should be developed for landscape irrigation use that conforms to Merced's local water efficient landscape ordinance, or to the California Department of Resources Model Water Efficient Landscape Ordinance (MWELO), whichever is more stringent.*
- f. *Irrigations systems should utilize weather based controllers with the ability to adjust watering run-times based on historical and current temperature and precipitation data.*
- g. *Automatic low flow, high efficiency, drip irrigation systems should be utilized as an alternative to sprinklers and overhead sprays to minimize amount of water lost to evaporation, run-off, and misapplication.*

MERCED GATEWAY

Merced, California

- h. The use of permeable paving to reduce surface run-off is encouraged throughout the Master Plan area, including sidewalks, parking stalls, plazas, paseos, pedestrian thoroughfares, and driveways.*
- i. Parking lots will include the use of vegetation and canopy trees to provide shade, reduce heat of paved surfaces, noise, automobile glare, preserve local groundwater strata, slow and store water on-site, reduce storm water drainage problems, and to enhance property values. One tree is required for every six parking spaces per the City of Merced Municipal Code.*
- j. Tree-lined and vegetated streets are encouraged for improving air quality and providing a shaded and attractive environment for pedestrians, residents, and visitors.*
- k. Street trees will be planted at maximum intervals of 30' on center within planting strips and parkways, unless approved otherwise by the City.*
- l. Street trees should be planted at least 10' away from pedestrian streetlights and a minimum of 10' from sewer or water lines, as per City of Merced's Street Tree Standard L-1A.*
- m. New trees should be pollution tolerant, heat and drought resistant, low maintenance, disease resistant, long lived, and have the ability to cast shade in summer.*
- n. Vegetated bioswales should be used for stormwater management where possible.*
- o. The use of turf is prohibited except for the Central Green.*
- p. Ensure the adequate and appropriate provision of landscaping within all development phases.*
- q. All landscape plans shall comply with the City of Merced Landscape Standards.*
- r. All parking lot trees shall meet the requirements of the City's Parking Lot Landscape Standards 1985 edition.*
- s. Only trees listed on the City's approved Street Tree list shall be permitted within the public right-of-way.*

6.3 LIGHTING DESIGN GUIDELINES

Effective lighting provides safety and direction for vehicles and pedestrians and provides visibility and security for businesses, all while enhancing architectural building and landscaping details. The following guidelines apply to on-site lighting for private development projects in parking areas and to lights associated with the building. Light types could include downward facing pole lights, wall-mounted sconces, parking, and landscape lighting.

Design Guidelines

- a. *Lighting should be designed to provide ambiance, safety, and security without unnecessary spillover or glare onto adjacent properties. This design is particularly important for the residential users who may be located on an adjacent parcel or nearby neighborhood.*
- b. *The quality of light, level of light (as measured in foot-candles) and the type of bulb or source should be carefully addressed. Lighting levels should not be so intense as to draw attention to the flow or glare of the project site. The lighting plan should incorporate current energy-efficient fixtures and technology.*
- c. *Spotlighting or glare from any site lighting should be shielded from adjacent properties and directed at a specific object or target area. Exposed bulbs should not be used.*
- d. *Building light fixtures should be designed or selected to be architecturally compatible with the main structure, which should complement the theme of the surrounding area.*
- e. *Wall-mounted light fixtures should not extend above the height of the wall to which the fixtures are mounted.*
- f. *Accent lighting that is downlit and focused on key architectural elements and trees can be effective and attractive; however, light sources should be screened from view.*
- g. *Blinking, flashing lights and exposed neon lighting used to illuminate building façades or to outline buildings should not be used. (Exception: Temporary decorative lights such as holiday lighting may be allowed for up to a four week period during the calendar year.)*
- h. *When security lighting is necessary, it should be recessed, hooded and located to illuminate only the intended area. Off-site glare and light trespass should be prevented.*
- i. *Pedestrian areas, paseos, sidewalks, parking lots and building entrances should be adequately lit to provide safety and security.*
- j. *All exterior lighting fixtures should be efficient in terms of design and energy use. Low- and high-pressure sodium (LPS, HPS) lamps are permitted in public areas, but prohibited on structures.*

MERCED GATEWAY

Merced, California

7. SIGNAGE

7.1 SIGNAGE PLAN

Signs within the Master Plan area should provide a cohesive character and identity. This section is comprised of design guidelines and standards. Design guidelines should be applied to the extent practical whereas standards are required.

Conceptual sign locations are identified on Figure 21.

7.2 SIGNAGE GUIDELINES

General Design Guidelines

- Ensure all elements reinforce and are coordinated with the character of the Master Plan area and its surroundings.
- Sign design should coordinate with any adjoining walls or fences.
- Signs should be clear, concise, and informative.
- Street signs and directional signs should have a common design theme.
- Electronic reader-boards, of any size, are prohibited.
- Freestanding signs to advertise a single individual tenant are not permitted.

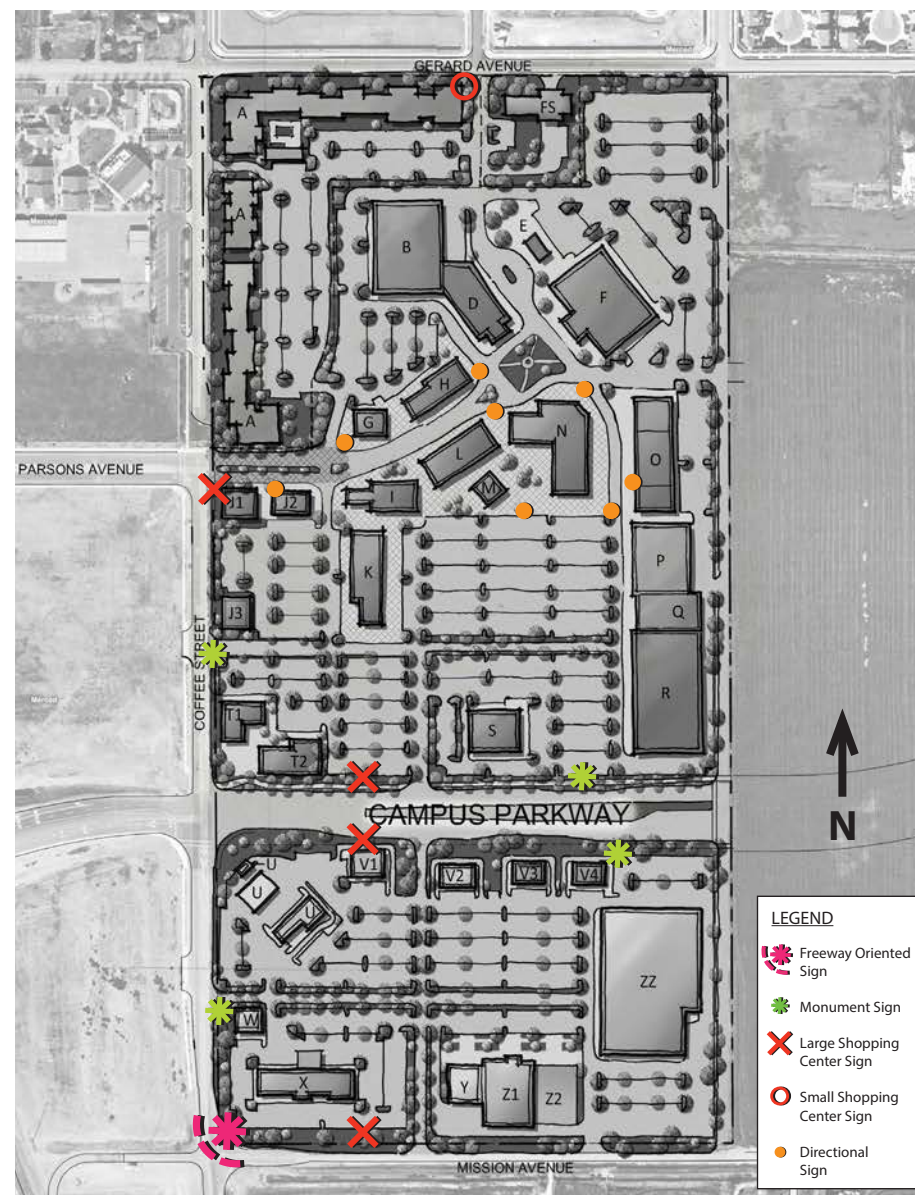


Figure 21 Conceptual Signage Plan



Figure 22 Shopping Center Sign

Material Design Guidelines

- a. Signs should be made of durable materials that are appropriate and complementary to the building architecture.
- b. Signage should incorporate like materials, colors, and shapes that reflect those of the Merced Gateway Shopping Center.
- c. Signs should be constructed of high-quality and long-lasting materials.

Sign Size Design Guidelines

- a. The message of effective signs should be easily read and understood by passing motorists and pedestrians. A number of factors including distance from the sign, speed of travel, letter to-background contrast, and the number and nature of nearby, competing signs contribute to the "readability" of the sign.
- b. For the purpose of evaluating appropriate sign size, the City should consider the normal sign viewing distances, the general nature of the street (e.g., width and traffic speed), and the size of existing signs in the area.

Sign Height Guideline

- a. Sign height and width should be appropriate to the building on which it is placed and the distance of the sign from fronting streets.

Sign Lighting Guideline

- a. Back-lit letters are permitted.
- b. Exterior illuminated signs should utilize shielded spot lights.

MERCED GATEWAY

Merced, California

7.3 FREEWAY ORIENTED SIGN DESIGN STANDARDS

- a. *The Freeway oriented pylon sign should be elevated by one (1) or two (2) bases.*
- b. *The Freeway oriented pylon sign should be located in the southwest corner of the Master Plan area (Mission and Coffee).*
- c. *One freeway sign may be provided with a maximum height not to exceed seventy five (75) feet above the crown of the freeway.*
- d. *The location of the Freeway Oriented sign will be on the west side of the South Parcel or on an off-site location approved by the City.*
- e. *Sign shall not exceed nine hundred fifty (950) square feet per face, or nineteen hundred (1,900) square feet total sign area.*
- f. *Materials, color, and arrangement shall be compatible and consistent with the shopping center buildings.*
- g. *Individual letters are required; logos may be permitted. The background area immediately adjacent to the copy portion of the sign may include trademark colors, however, it may not be illuminated and must be constructed of a material that is compatible with the texture and materials of the shopping center buildings. Additionally, background area with trademark colors will be considered part of the total allowed signage. Individual letters and logos may be internally illuminated.*
- h. *The foundation base shall be a minimum 80% of the sign structure length.*



Figure 23 Freeway Sign Elevated By One Base

7.4 MONUMENT AND SHOPPING CENTER SIGNAGE DESIGN GUIDELINES AND STANDARDS

General Guidelines

- Monument and shopping center signs should assist motorists in finding businesses along auto-oriented streets.*
- Signs should be located for easy visibility from passing vehicles.*
- Monument and shopping center signs should be internally illuminated. Where allowed by the City, direct spotlight illumination from fixtures mounted 1) at the top of the sign, or 2) on the ground below the sign may be permitted.*
- Fixtures should be shielded to avoid direct view of the bulb.*
- Monument and shopping center signs should be, or appear to be made of stone, metal, and/or other natural materials.*
- Materials, color, and arrangement shall be compatible and consistent with the freestanding building or shopping center.*
- Monument and shopping center signs should be constructed of matte finish, non-reflective materials.*

Monument Sign Standards

- Maximum of four permitted within the Master Plan area.*
- The sign may be double-faced, with up to two tenant advertising spaces per side. The sign area for each advertising space is 4.8 square feet. Sign area should not exceed 75% of structure area.*
- Monument structure shall not exceed a height of six feet or a length of eight feet.*
- The foundation/base shall be at least 80% of the monument structure length.*
- Materials, color, and arrangement shall be compatible and consistent with the freestanding building or shopping center.*



Figure 24 Shopping Center Sign



Figure 25 Monument Sign Example

MERCED GATEWAY

Merced, California

Shopping Center Sign Standards

- A maximum of one large shopping center sign may be provided for each of the following street segments: 1) Coffee Street between Parsons Avenue and Campus Parkway; 2) Mission Avenue; 3) Campus Parkway (north-side); and 4) Campus Parkway (south-side).
- A maximum of one small, non-illuminated, shopping center sign may be provided on Gerard Avenue.
- The shopping center sign copy shall be limited to the name of the center, the tenants in the center, or both the center and tenants names.
- Individual letters are required; logos may be permitted. The background surrounding the lettering may include trademark colors, but may not be illuminated. Background area with trademark colors will be considered in total allowed signage. Individual letters and logos may be internally illuminated.
- The sign may be double-faced and include multiple tenant advertising spaces per side.

Shopping Center Sign Standards		
Sign Feature	Small Shopping Center Sign	Large Shopping Center Sign
Overall Height (as measured from the top of sidewalk or curb)	12.5 feet + 2' appurtenance	20' + 3' appurtenance
Maximum Structure Height	12.5' high by 8' wide	20' high by 13' wide
Maximum Sign Area	40% of Structure Area	40% of Structure Area



Figure 26 Wall Sign Example



Figure 27 Blade Sign Example

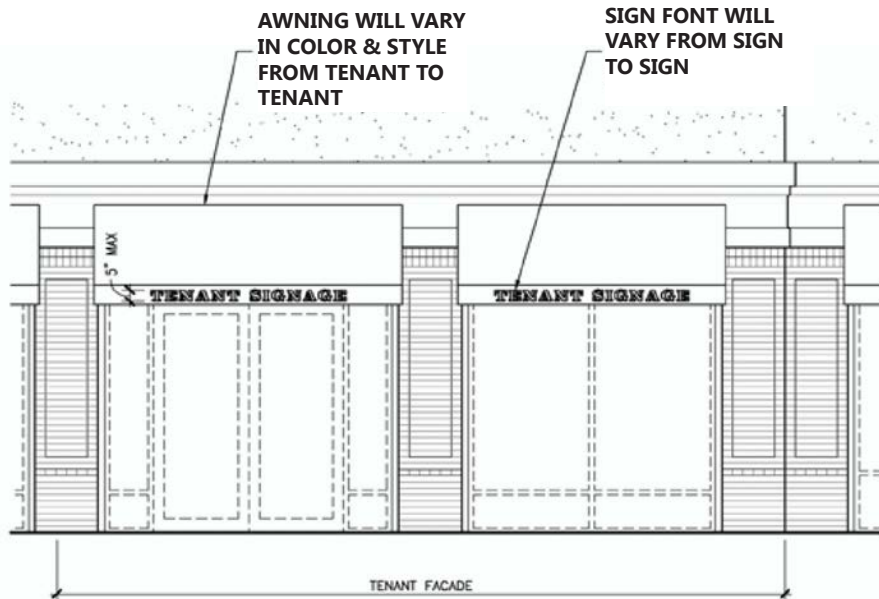


Figure 28 Awning Sign Guideline



Figure 29 Awning Signage

- f. Minimum letter height is 14 inches.
- g. The foundation base shall be a minimum 80% of the sign structure length.
- h. Materials, color, and arrangement shall be compatible and consistent with the shopping center buildings.

7.5 ATTACHED SIGNAGE GUIDELINES AND STANDARDS

Each tenant will have the option to place various types of tenant attached signage on the front façade(s).

General Guidelines

- a. The design of signs and awnings should vary in design including materials, geometry, and color.

Wall Signage Design Standards

- a. Wall signage should be mounted above the tenant entrance.
- b. Wall signage shall be individually lettered signs.
- c. Wall signage may be internally or externally illuminated, however, internally-illuminated sign cabinets are not allowed.
- d. Tenants are permitted up to four (4) signs.
- e. Single and multi-tenant buildings shall be permitted two square feet (2 sf) of sign area for each linear foot of building frontage. Primary anchor tenants (30,000 sf or larger) shall be permitted up one square foot (1 sf) of sign area for each linear foot of frontage.

MERCED GATEWAY

Merced, California

- f. *Signage shall not exceed 100 sf for a single sign, or 200 sf total sign area, for single tenants; 40 sf, or 75 sf total, for tenants in multi-tenant buildings; and 200 sf, or 400 sf total, for primary anchor tenants. A 50% increase in total sign area may be permitted for primary anchor tenants with two street frontages, with approval by the Director of Development Services.*
- g. *Window and door signage are permitted 0.5 sf of sign area for each linear foot of building frontage. This signage may not exceed 25 sf, or 10% of combined window and door area.*

Blade Signs Design Standards

- a. *Blade signage may or may not be internally illuminated.*
- b. *Blade signs shall be no greater than four (4) square feet.*
- c. *A blade sign must have a vertical clearance of eight (8) feet above the sidewalk or other public right-of-way and cannot exceed a height of more than six (6) feet above the entryway of the building on which the sign is mounted.*
- d. *A blade sign must be attached by a wrought iron or similar metal framework to the building wall.*
- e. *Materials, color, and arrangement shall be compatible and consistent with the freestanding building or shopping center.*

Awning Signage Design Standards

- a. *A tenant may elect to place its name on the entire width of the valance portion of the awning sign.*
- b. *The typeface on an awning sign should not exceed 5 inches in height.*
- c. *The text font of each awning sign should vary among tenants.*
- d. *Awning should be limited to the width of the window bay.*

7.6 DIRECTIONAL SIGNAGE

Directional signage is a key component in facilitating easy movement of pedestrians, bicyclists, and vehicles throughout the Master Plan area. Signage should be easy to read and visually attractive, and should enhance the form, character, and identity of the Merced Gateway. Directional signs should be placed along internal roadsides at key locations or within landscaped areas.



Figure 30 Directional signage concept

Directional Signage Design Guidelines

- a. Directional signs should be located within the center to help direct people to specific attractions, services, and destinations.*
- b. Directional signs should include direction arrows and non-commercial labeling to denote these attractions.*

Directional Signage Design Standards

- a. Directional signs shall follow the Federal Highway Administration Manual on Uniform Traffic Control Devices (MUTCD) guidelines for design, organization, type fonts, sizes, contrast and reflectivity, but may be mounted or customized in ways which can help to reinforce the Master Plan area identity established at entryways.*
- b. Directional signs shall use neutral colors and use uniform font size and color.*
- c. Use of logos on directional signs is not permitted.*

7.7 WINDOW SIGN STANDARDS

- a. Window signs shall be non-illuminated and shall not exceed twenty percent of the window area.*
- b. Window spaces used for more than 30 consecutive days to display signs shall be counted towards the total sign area square-footage permitted for the building. Use of window spaces for any shorter time-frame is not allowed.*
- c. Window signs shall not be counted toward the sign area permitted for the building or use.*

7.8 MULTIFAMILY SIGN STANDARDS

- a. Signs utilized on the multifamily portion of the development site shall be designed consistent with City Municipal Code Section 17.36.572.*

7.9 TEMPORARY SIGN STANDARDS

- a. Temporary signs utilized on the development site shall be provided consistent with City Municipal Code Section 17.36.570.*

7.10 SIGN REVIEW AND PERMIT PROCESS

Signs that are consistent with the standards of this Master Plan may be permitted through the City's building permit process, except that a Conditional Use Permit shall be required for the freeway-oriented sign. If a sign is found to be inconsistent with the standards of this Master Plan, the Planning Manager has the authority to require a higher level of review, up to and including a review by the Planning Commission. For signs that are not addressed by the standards of this Master Plan, the signs shall comply with the most restrictive code section of the Merced Municipal Code, and related review and permit process as described in said code.

MERCED GATEWAY

Merced, California

8. CIRCULATION

8.1 CIRCULATION PLAN

The Circulation Plan provides for internal circulation area and includes multiple points of access to surrounding roadways. These access points include a main entry point as an extension of Parsons Avenue, two secondary access points along Coffee Street for the North Parcel, and one for the South Parcel. Access off Gerard Avenue is accomplished by two access points into the Master Plan area. Along Campus Parkway, four right-in right-out entrances provide access to the South and North Parcel areas. Two access points from Mission Avenue are provided to the South Parcel. Except for the extension of Parsons Avenue into the site, the internal circulation shown in Figure 31 is composed of private roads.

8.2 COFFEE STREET

Coffee Street currently extends south from Gerard Avenue and stops at a cul-de-sac prior to reaching Parsons Avenue. South of the cul-de-sac, Coffee Street continues until the intersection at Mission Avenue where it then turns into Marino Way. The Master Plan Circulation Plan preserves the cul-de-sac in order to maintain current traffic levels on Coffee Street north of Parsons Avenue.

Proposed Improvements

- Improve Coffee Street along the Master Plan area boundary between Parsons Avenue and Gerard Avenue to the City's adopted standard for a local road.
- Improve Coffee Street along the Master Plan area boundary between Parsons Avenue and Mission Avenue to the City's adopted standard for a collector street.
- Provision of Class II bike lane on east side for the full length of Coffee Street between Gerard Avenue and Mission Avenue.
- Other improvements required by project conditions of approval and mitigation measures.

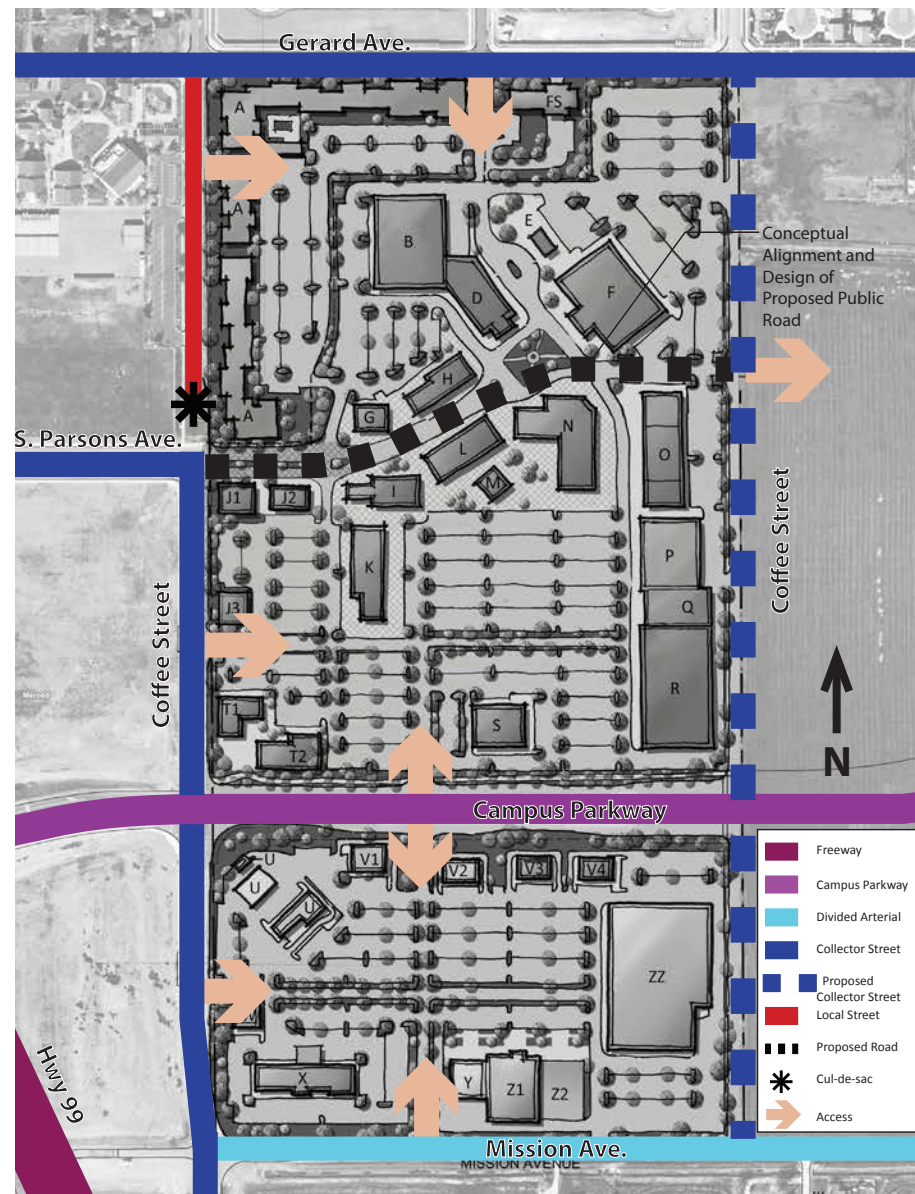


Figure 31 Circulation Plan

8.3 CAMPUS PARKWAY

Campus Parkway was constructed as a four-lane limited-access expressway that will eventually connect State Route 99 with Yosemite Avenue. North of Yosemite Avenue, the road is planned to be an urban arterial, which will extend to UC Merced. The construction of the Campus Parkway was in response for the need to serve projected growth in north and east Merced. Merced Gateway will have limited access from Campus Parkway, only allowing right-in and right-out circulation movements with adequate turning and deceleration lanes.

Proposed Improvements

- Deceleration/Acceleration lane at project access points to allow for right turn in/out movements. No left turns will be permitted.
- Other improvements required by project conditions of approval and mitigation measures.

8.4 PARSONS AVENUE

Parsons Avenue is a collector street that currently terminates at the west side of the Master Plan area. It is proposed to extend through the site to the eastern Project boundary as a public street right-of-way. The final street design and alignment will be determined upon submittal of a Development Application. The street should be pedestrian oriented with sidewalks, landscaping, and connections to adjacent commercial uses.

Proposed Improvements

- Extension of Parsons Avenue as a public street to the adjoining parcels which lie on the east side of the Master Plan area.
- Other improvements required by project conditions of approval and mitigation measures.

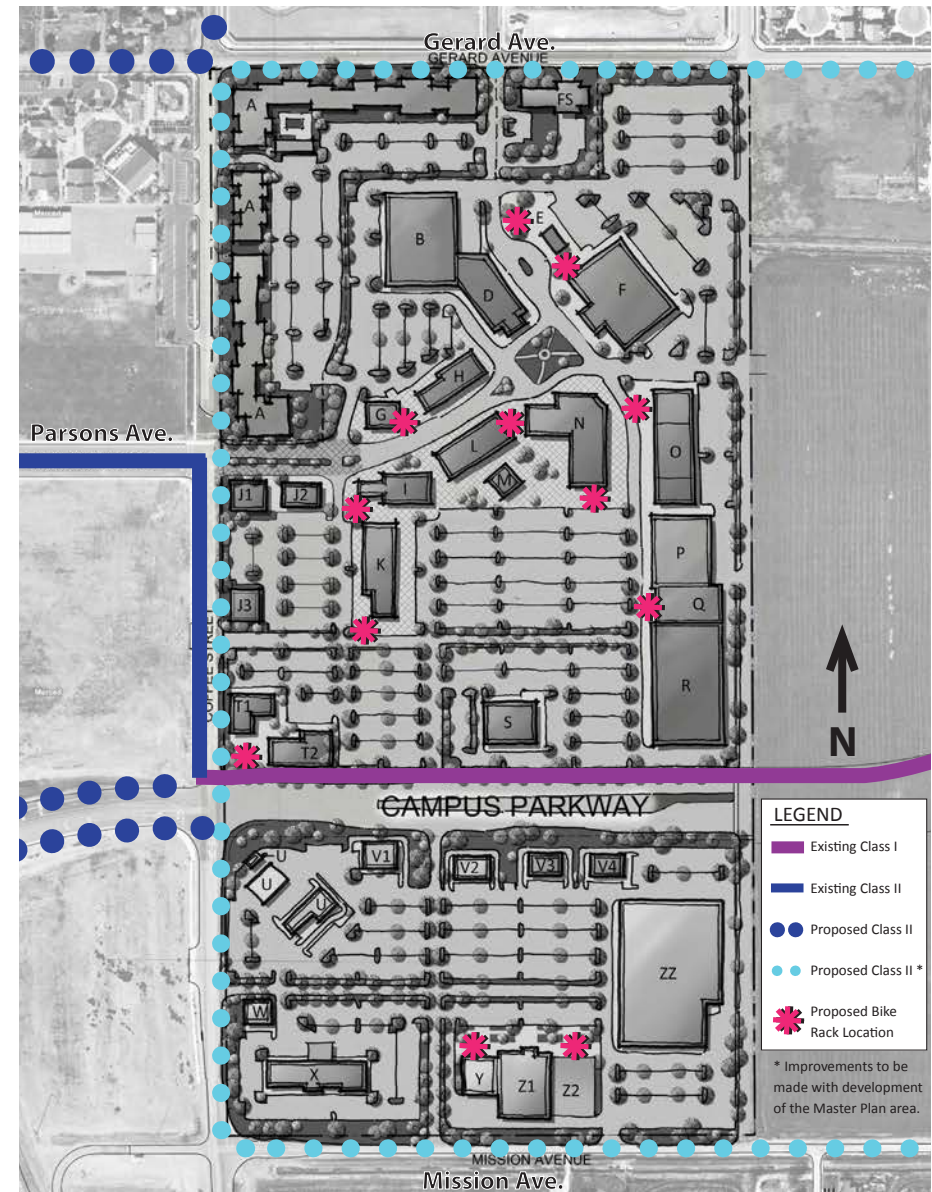


Figure 32 Bikeway Plan

MERCED GATEWAY

Merced, California

8.5 GERARD AVENUE

Gerard Avenue is an east-west collector located along the northern boundary of the Master Plan area. A residential subdivision lies behind a sound wall just north of the right-of-way. Primary access to the potential fire station and residential parcel will be taken from the intersection of Daffodil Drive with Gerard Avenue.

Proposed Improvements

- Provision of Class II bike lane on south side for the full length of Gerard Avenue between Coffee Street and Pluim Drive.
- Improve Gerard Avenue along the Master Plan area boundary to the City's adopted standard for a collector street.
- Other improvements required by project conditions of approval and mitigation measures.

8.6 MISSION AVENUE

Mission Avenue is designated as divided arterial (118') in the City's General Plan (Figure 4.1: *City of Merced Circulation Plan*). Two Master Plan area access points are proposed.

Proposed Improvements

- Mission Avenue will be improved per city requirements. Fee credits or reimbursement may be available for constructing improvements beyond those required to develop the project.
- Other improvements required by project conditions of approval and mitigation measures.

8.7 PLUIM DRIVE EXTENSION

Pluim Drive is proposed to extend along the eastern extents of the Master Plan area. The road will be improved as a collector road with half of the improvements located on the Merced Gateway,

LLC property and the other half on Gateway Park Development Partners, LLC property.

Proposed Improvements

- Pluim Drive will be improved per city requirements for 1/2 of street improvement.
- Gerard Avenue/Pluim Drive - Add eastbound and westbound left-turn lanes.
- Campus Parkway/Pluim Drive - Add traffic signal. Create dual left-turn lanes and separate right-turn lanes on all approaches.
- Mission Avenue/Pluim Drive - Add an all-way stop.

8.8 BICYCLE CIRCULATION

Bicycle access to and from the Merced Gateway should be provided through Class II bicycle lanes along Gerard Avenue, Coffee Street, and Mission Avenue consistent with Figure 32: *Bikeway Plan*. This is consistent with the City of Merced General Plan. The following are additional guidelines for bicycle parking and internal circulation routes.

- Bicycle parking shall be as provided in the Merced Municipal Code.*
- Internal bicycle circulation on private drives should be considered. However, bicycle circulation should not interfere with pedestrian circulation and safety.*
- Multifamily residential should provide interior bike parking/hangers.*
- Bicycle parking should be conveniently located, but should not conflict with pedestrian or auto circulation.*
- An enhanced bicycle crossing should be considered at the intersection of Campus Parkway and Coffee Street as bicyclists will not be permitted to cross Campus Parkway elsewhere.*

9. STORM DRAINAGE

9.1 EXISTING CONDITIONS

The current Master Plan area is relatively flat with less than 2% grade based upon the USGS survey. The soil consists mainly of clay loam over hardpan as determined in the Natural Resources Conservation Service soil survey. Per the Caltrans drainage basin report the existing subsurface percolation rate is expected to be low to very low, which reduces the type of Best Management Practices (BMPs) that can be utilized on-site.

9.2 STORMWATER REQUIREMENTS

Stormwater requirements for the City of Merced requires two different evaluations to determine the volume of water that will need to be detained:

1. The Post Construction Standards Plan implements the City of Merced's Volumetric BMP Calculator (accessible from the City of Merced website)
2. The City's Storm Drain Design Standards uses the following equation: $Vol = (V \times A \times R) / 12$.

Based on the equation above, the volume required for the storm drain basin will be 13.6 acre feet. A license agreement with the County will be required prior to use of the basin.

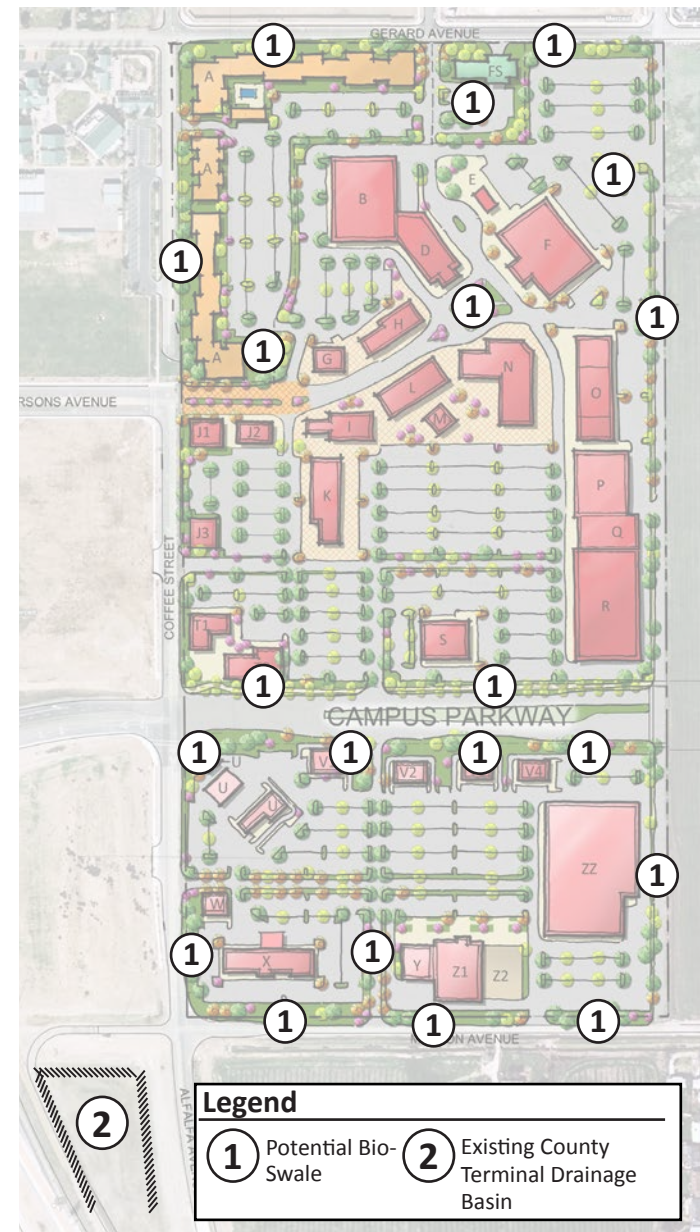


Figure 33 Stormwater Drainage Plan

MERCED GATEWAY

Merced, California

9.3 STORMWATER MANAGEMENT PLAN

The on-site stormwater volume will be accommodated by an existing off-site County of Merced terminal drainage basin at the intersection of Mission Avenue and Coffee Street west of the Master Plan Area. The preliminary storm-water runoff analysis shows 615,855 cubic feet of runoff volume which will be conveyed through drainage bioswales into inlets that will be equipped with catch basin filters and piped to the existing basin (See Figure 33: *Stormwater Drainage Plan*).

Use of the basin may require some minor excavation to increase capacity to meet the County's new Drainage Basin Design requirement of accommodating a 100 year storm plus 20% over capacity. A licensing agreement with the County of Merced will be required.

10.IMPLEMENTATION

The Merced Gateway Master Plan acts as one of a series of steps in securing approval for development within the Master Plan area. This Master Plan, which includes the City Council adopted Preliminary Site Utilization Plan (SUP), becomes the basis for reviewing subsequent tract maps and other site specific entitlement requests.

10.1 DEVELOPMENT PROCESSING

Although the Merced Gateway Master Plan is not an implementation mechanism, development implementation can occur in the following two ways:

1. Implementation of site specific projects which conform with this Master Plan.
2. Implementation of public infrastructure required to support development envisioned by this Master Plan.

The following entitlement steps will follow the approval of the Merced Gateway Master Plan for the processing of development requests, unless otherwise required by the Merced Municipal Code.

Step 1: Final Site Utilization Plan

Prior to or concurrent with applications for any building permits within a Planned Development zoning district, a Final Site Utilization Plan (Final SUP) shall be approved by the Site Plan Review Committee, unless the Director of Development Services determines that the Final SUP should be referred to the Planning Commission for approval because of substantial modifications or more than 3 years have passed since the Preliminary SUP was adopted. Due to the size of the Merced Gateway Project and

extended time of anticipated buildout, with concurrence of the Director of Development Services, the Final SUP may encompass sub-areas of the total 77-acre project site. These sub-areas should correspond to the adopted phasing map, but may be smaller where allowed by the Director of Development Services. The Final Site Utilization Plan shall include:

1. Permit Conditions, Mitigation Measures, and other Terms: The required conditions of approval, mitigation measures, and terms of the development agreement of the project, where appropriate.
2. Land Use: The Final Site Utilization Plan shall include a map showing the location of each land use proposed within the site, including open space and common areas. The land use map shall be accompanied by a narrative description of permitted land uses, allowable accessory uses, and uses allowed with a Conditional Permit. Only those uses specifically listed are allowed in the Planned Development.
3. Subdivision Map: If the project involves the subdivision of land, the application shall include a tentative parcel map or tentative subdivision map as required by Title 18 (Subdivisions) of the Merced Municipal Code. The proposed parcels shall have, at least, minimum parcel area and minimum parcel dimensions.
4. Circulation: the Final Site Utilization Plan shall include map and descriptions of the major circulation features within the site including vehicular, bicycle, pedestrian facilities; traffic flow of internal traffic; and existing and proposed public streets, bikeways, transit facilities, and sidewalk improvements.
5. Public Facilities and Open Space: The application shall include the amount (in square feet or acres) and percentage of site area that will be dedicated for all types of open space, including proposed recreational facilities and amenities; and

any public facilities, including public utility easements, public buildings and public land uses. The map(s) with location and dimensions of each open space shall be also submitted.

6. Development Standards: The Final Site Utilization Plan Development Standards shall identify all development standards that apply within the site, including parcel dimensions, density, setbacks, structure height, parking, and landscaping requirements, which assures the suitable integration of the Planned Development into the neighborhood or area in which it is located.

Step 2: Revisions to a Planned Development

A public hearing by the Planning Commission and City Council shall be required prior to approval of revisions to either the Preliminary of Final Site Utilization Plan which involve changes in land use, expansion or intensification of development or changes in the standards of development. The Planning Manager shall determine, on a case-by-case basis, those instances where a Revision to the Preliminary of Final Site Utilization Plan is necessary, following the same procedures as the original application. Changes in approved Preliminary or Final Site Utilization Plan which do not involve changes in land use, expansion or intensification of development, or changes in the standards of development, may be approved by the Site Plan Review Committee if such changes are consistent with the purposes, character, and conditions of the

MERCED GATEWAY

Merced, California

Planned Development.

Minor Changes

Minor changes to an approved Site Utilization Plan shall be approved as specified in Section 20.72.050 of the Merced Municipal Code (Changes to an Approved Project).

Step 3: Subsequent Entitlements and Building Permits

After adoption of a Final SUP, or amendments thereof, building permits for projects may be submitted to the City. Note: Consistent with project approvals, public improvement requirements may precede the submittal, review or issuance of a building permit. Project elements that require an additional planning entitlement prior to submittal of a building permit include:

1. Freeway-orientated Shopping Center Sign: Conditional Use Permit from the Planning Commission.

10.2 PHASING

The phasing concept for the Master Plan area is reflected on Figure 34: *Conceptual Phasing Plan*. Eight phases are planned with each phase occurring over two to three years or approximately 10 years for build-out. Development may occur faster than the anticipated time-line depending on the market. Each of the eight primary phases may include sub-phases (e.g. 1-A, 1-B,) based on demand. Table 4 summarizes the conceptual development potential for each phase. Based on Project conditions of approval, CEQA Mitigation Measures, or terms of the Development Agreement, specific infrastructure is required to be installed and/or financed with each phase. Changes to the phasing plan and infrastructure schedule are probable; the Development Agreement describes how such requests are handled.

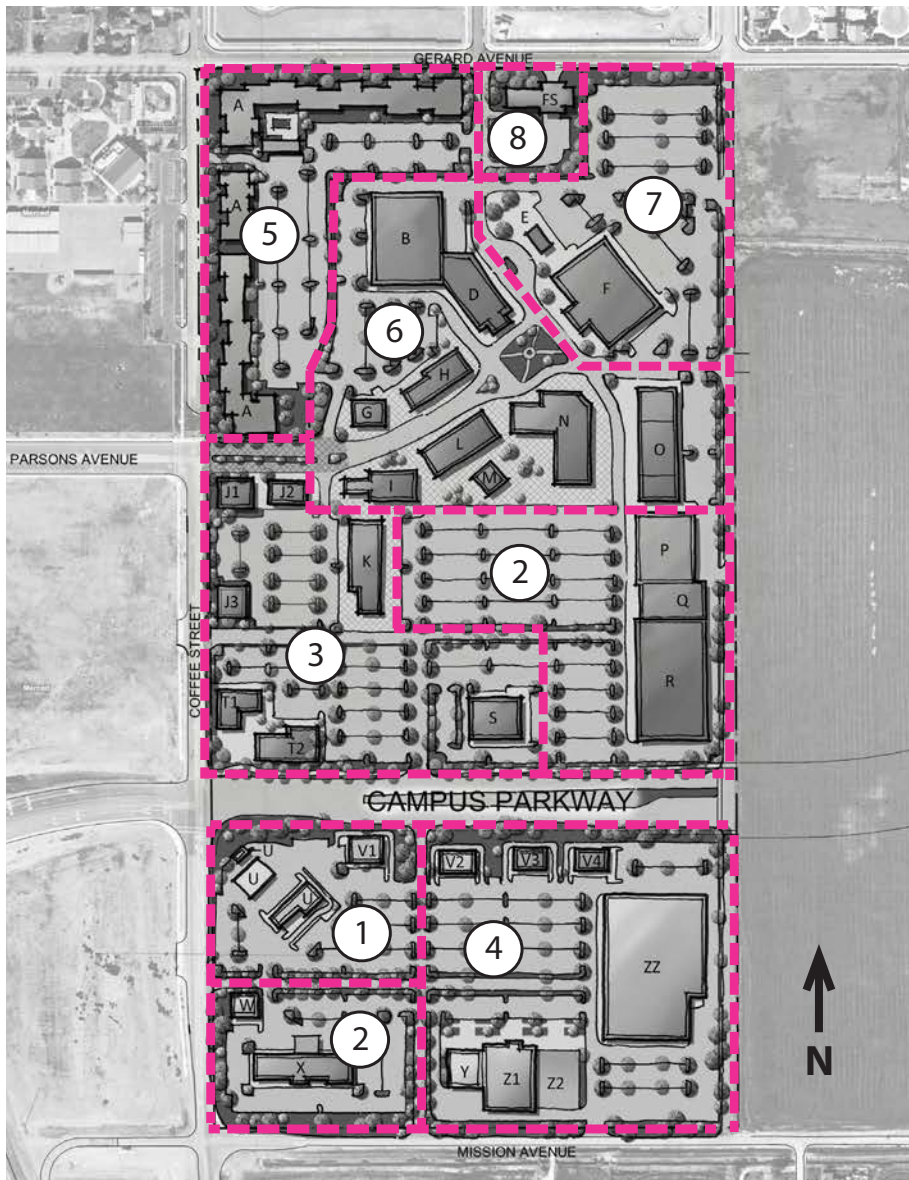


Figure 34 Conceptual Phasing Plan

Table 4: Phasing Concept

Phase	Potential Square Feet	Total Units/Rooms
Phase 1		
Gas	6,305	-
Restaurants/Fast Food	5,865	-
Sub Total	12,170 sf	-
Phase 2		
Restaurants/Fast Food	4,330	-
Hotel	49,900	81 rooms
Retail/Grocery	92,405	
Sub Total	146,635 sf	81 rooms
Phase 3		
Retail	50,801	-
Restaurants	17,522	-
Sub Total	68,323 sf	-
Phase 4		
Restaurants/Fast Food	15,585	
Retail	160,607	
Sub Total	176,192	
Phase 5		
Residential	-	178 units max
Clubhouse	2,500	
Sub Total	2,500 sf	178 units max
Phase 6		
Restaurants	9,093	
Retail	147,941	
Sub Total	157,034	
Phase 7		
Theater	38,773	
Transit	2,000	
Sub Total	40,773	
Phase 8		
Fire Station	9,209	
Sub Total	9,209	

**ZONE CHANGE #422 & PLANNED DEVELOPMENT (P-D)
ESTABLISHMENT #74
MERCED GATEWAY MASTER PLAN**

Change from R-3-2 to
Planned Development (P-D) #74

GERARD

COFFEE

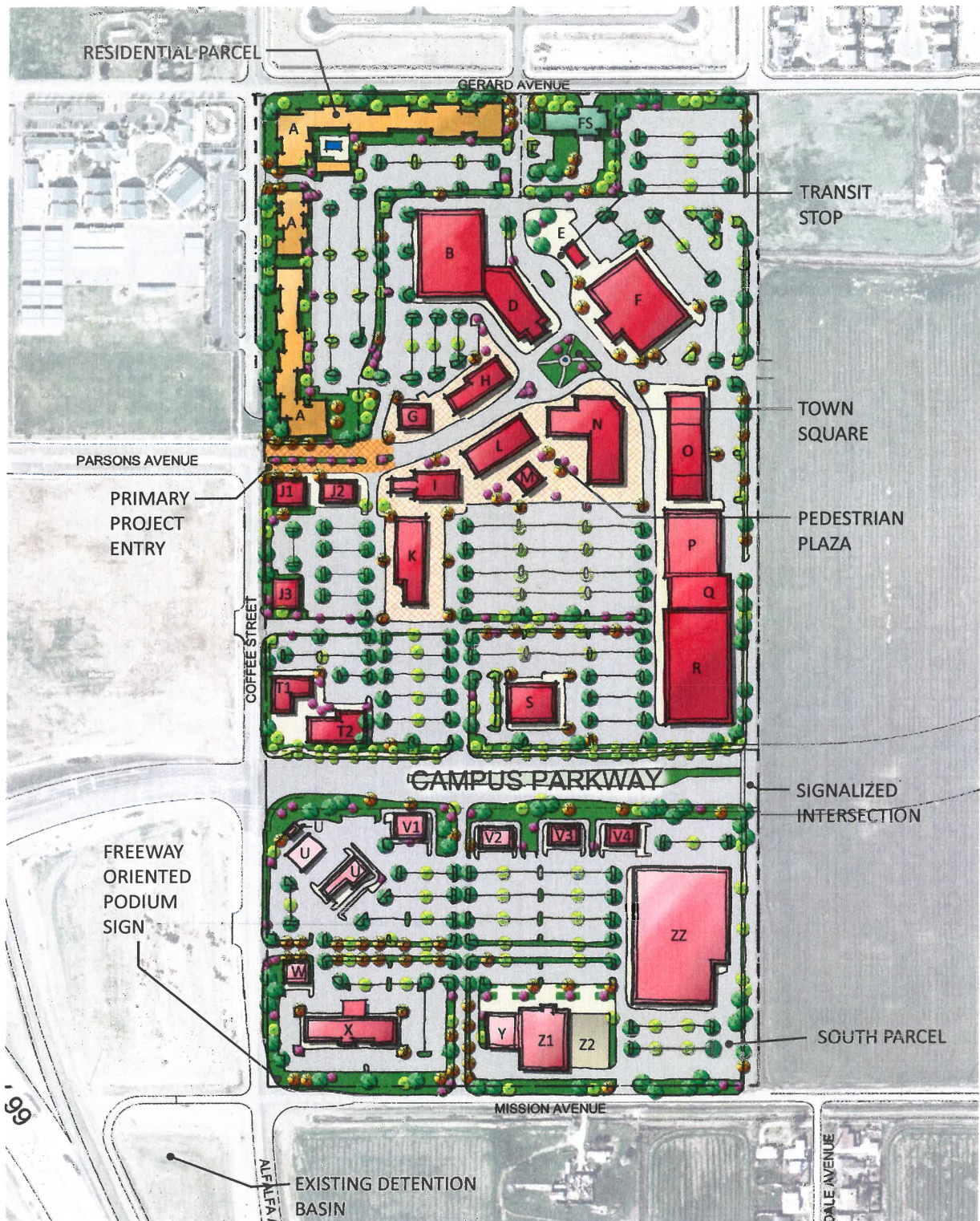
Change from Regional/Central Commercial (C-C)
to Planned Development (P-D) #74

CAMPUS PKWY

MISSION

EXHIBIT E





Merced Gateway Site Plan

USE	MARK	NAME	AREA	RATIO	REQUIRED PARKING	PROVIDED PARKING
FIRE STATION PARCEL			66,807	SF		
PUBLIC SAFETY						
	FS	FIRE STATION	9,209			
RESIDENTIAL PARCEL			366,216	SF		
RESIDENTIAL						
	A	RESIDENTIAL - 151 UNITS			262	262
CLUBHOUSE						
		CLUBHOUSE	2,500			
			2,500			
NORTH PARCEL			1,791,131	SF		
GROCERY						
	R	GROCERY	54,176	250	217	217
RESTAURANTS						
	G	RESTAURANT	4,912		29	
	J1	RESTAURANT	6,266		38	
	J2	RESTAURANT	5,700		34	
	J3	RESTAURANT	5,556		33	
	M	RESTAURANT	4,181		25	
					160	
RETAIL						
	B	SHOP 1	40,458	300	135	
	D	SHOP 2	16,014	300	53	
	E	TRANSIT CENTER	2,000	300	7	
	F	MOVIE THEATRE	38,773	300	129	
	H	SHOP 3	9,867	300	33	
	I	SHOP 4	10,647	300	35	
	K	SHOP 5	17,700	300	59	
	L	SHOP 6	14,107	300	47	
	N	SHOP 7	28,193	300	94	
	O	SHOP 8	28,655	300	96	
	P	SHOP 9	23,172	300	77	
	Q	SHOP 10	15,057	300	50	
	S	SHOP 11	13,358	300	45	
	T1	SHOP 12	8,340	300	28	
	T2	SHOP 13	11,403	300	38	
					0	
TOTAL DEVELOPMENT SF:			358,535			
FAR:			0.20		1,303	1,627
SOUTH PARCEL			939,010	SF		
TRAVEL COMMERCIAL						
	U	GAS STATION/MINI MART WITH CAR WASH	6,305	400	16	
RESTAURANTS						
	V1	FAST FOOD/DRIVE THRU	5,865		47	
	V2	FAST FOOD/DRIVE THRU	5,260		42	
	V3	FAST FOOD/DRIVE THRU	5,118		41	
	V4	FAST FOOD/DRIVE THRU	5,207		42	
	W	RESTAURANT	4,330		26	
					198	
RETAIL						
	ZZ	SPORTING GOODS	131,193	300	437	
	Y	SHOP 10	8,136	300	27	
	Z1	FARM AND RANCH SUPPLY	21,278	300	71	
	Z2	FARM AND RANCH SUPPLY OUTDOOR DISPLAY				
					535	
HOTEL						
	X	HOLIDAY INN EXPRESS (81 ROOMS)	49,900		108	
TOTAL DEVELOPMENT SF:			242,592			
FAR:			0.26		857	936

PARKING RATIOS

RETAIL: 1/300SF
 RESTAURANTS*: 1/2.5 SEATS
 HOTEL: 1/BEDROOM + 1/3BEDROOMS
 GROCERY: 1/250SF

TRAVEL
 COMMERCIAL: 1/400SF

* 30% of bldg sf is dining & 20 sf per seat

** 15 sf per seat for fast food/drive thru