

Exhibit P



BILL NO. B-42

ORDINANCE NO. 2013-39

AN ORDINANCE OF THE CITY OF FRESNO, CALIFORNIA, AMENDING THE OFFICIAL ZONE MAP OF THE CITY OF FRESNO HERETOFORE ADOPTED BY ARTICLES 1 TO 4.5 INCLUSIVE, CHAPTER 12, OF THE FRESNO MUNICIPAL CODE, BEING THE ZONING ORDINANCE OF THE CITY OF FRESNO

WHEREAS, on November 19, 2002, by Resolution No. 2002-379, the City Council adopted the 2025 Fresno General Plan which correspondingly and established the West Area Community Plan, referenced as Appendix W, and by Resolution No. 2002-378 certified Master Environmental Impact Report No. 10130 which evaluated the potentially significant adverse environmental impacts of urban development within the City of Fresno's designated urban boundary line and extended sphere of influence; and,

WHEREAS, Rezone Application No. R-07-08 has been filed with the City of Fresno by Westlake Development Inc., to rezone portions of 430 acres of property as described in attached Exhibit F.; and,

WHEREAS, Westlake Development Inc., filed Plan Amendment Application No. A-07-12 and Rezone Application No. R-07-08 relating to approximately 430 of property bounded generally by West Gettysburg Avenue on the north, West Shields Avenue on the south, North Garfield Avenue on the west and North Grantland Avenue on the east on the ("Subject Property") which is referred to as the "Westlake Project" and will be developed in multiple phases and will include up to 295,000 square feet of retail commercial retail and up to 2600 residential dwelling units; and,

WHEREAS, the proposed plan amendment proposes to amend the 2025 Fresno General Plan and West Area Community Plans as follows:

1. Amend the planned land use designations within the proposed project boundary as follows:

Date Adopted: 12/19/2013
Date Approved: 12/19/2013
Effective Date: 01/19/2014

Ordinance No. 2013-39



Planned Land Use	(from) Existing Acreage	(to) Proposed Acreage
Medium Low Density Residential	±194 ac.	±82.42 ac.
Medium Density Residential	±102 ac.	±207 ac.
Medium High Density Residential	±61 ac.	±38.83 ac.
Office Commercial	±11 ac.	N/A
Neighborhood Commercial	±19 ac.	±7.45 ac.
Community Commercial	N/A	±22.87 ac.
Public Facility (Elementary School)	±17 ac.	±15.75 ac.
Open Space	±19 ac.	±55.68 ac.
Ponding Basin	±7 ac.	N/A

2. Amend the General Plan Circulation Element including the following: (1) Removal of portions of East Ashlan and East Dakota Avenues, thereby bifurcating the respective major street segments between North Garfield and North Grantland Avenues, on the Major Streets and Highways Plan; (2) Designation of the proposed “Westlake Loop” street and its segment connecting southerly to West Shields Avenue as a Collector Street on the Major Streets and Highways Plan; (3) Re-designating the remaining segment of East Ashlan Avenue west of the proposed Westlake Loop and connecting to North Garfield Avenue as a Collector Street on the Major Streets and Highways Plan; and, ((4) An amendment to the Official Plan Lines of West Gettysburg Avenue (OPL No. 111) as recorded on July 16, 1987 in Volume 7 of Precise Plans at Pages 7 through 28, Fresno County Records.

3. Relocate (and revise the shape of) Ponding/recharge Basin ‘CD’, which is currently planned to be located within the project boundary, to the southwest corner of West Shields and North Grantland Avenues in the County of Fresno; and, revise the boundaries of Drainage Districts ‘CD’ and ‘CG’ on the Storm Drainage and Flood Control Master Plan.



WHEREAS, the project applicant has filed Rezone Application No. R-07-08 that proposes to amend the zone district classifications of the approximately 430 acres as depicted in Exhibit F and described as follows:

Zone District	(from) Existing Acreage	(to) Proposed Acreage
R-1/UGM (Single Family Residential District / Urban Growth Management)	±262 ac.	±305.17 ac.
R-2/UGM (Low Density Multiple Family Residential District / Urban Growth Management)	±40 ac.	±38.83 ac.
C-1/UGM (Neighborhood Shopping Center District / Urban Growth Management)	±19 ac.	±7.45 ac.
C-2/UGM (Community Shopping Center District / Urban Growth Management)	N/A	±22.87 ac.
O/UGM (Open Space District / Urban Growth Management)	N/A	±55.68 ac.

; and.

WHEREAS, Project Applicant has also filed an application for a Development Agreement by and between the City of Fresno and Westlake Development Inc., for the construction of the Westlake Project; and,

WHEREAS, the District 1 Plan and Implementation Committee, on January 22, 2008, reviewed the requested rezone application and recommended approval to the Planning Commission and City Council; and,

WHEREAS, the City, as Lead Agency, has prepared a Final Environmental Impact Report No. 10140 (SCH 2007121033) which evaluated the environmental impacts associated with the Westlake Project proposed by Westlake Development Inc., commonly



referred to as the "Westlake Project" which includes which includes this proposed rezoning, plan amendments including amendments to adopted Official Plan Lines, a Vesting Tentative Tract Map , and a Development Agreement, related to 430 acres of the Westlake Project; and,

WHEREAS, Environmental Impact Report No. 10140 was drafted in a manner that specifies that it shall serve as a Program Level EIR for the Westlake Project; and,

WHEREAS Final Environmental Report No. 10140, dated December 2013 includes the Draft EIR dated April 2013, the technical analyses and Appendices related thereto, the comments and recommendations received on the Draft EIR and, the list of persons, organization and public agencies commenting on the Draft EIR and the responses of the Lead agency to significant environmental comments raised in the review and consultation process, and additional information added by the City for purposes of clarification; and,

WHEREAS, pursuant to the provisions of Article 4, Chapter 12, of the Fresno Municipal Code, the Planning Commission of the City of Fresno held a duly noticed public hearing on the 6th day of November, 2013, to consider recommendations to the City Council related to the Westlake project, including Rezone Application No. R-07-08, during which hearing the Commission considered and discussed the adequacy of the proposed draft Final EIR No. 10140; and,

WHEREAS, on November 6, 2013, the Fresno City Planning Commission considered the staff report and related information, and received and considered public testimony with respect to the proposed rezone application, and considered the proposed project in accordance with the policies of the 2025 Fresno General Plan and West Area Community Plans, and recommended to the City Council the following:



- A . Certification of Final EIR No. 10140;
- B. Consider adopting an appropriate Statement of Overriding Considerations because significant, unavoidable environmental impacts may result from the Westlake Project;
- C. Approve Plan Amendment Application No. A-07-12;
- D. Approve the rezones proposed in Application No. R-07-08; and,

WHEREAS, on December 12, 2013, the Fresno City Council held a public hearing to consider Rezone Application No. R-07-08 and received both oral testimony and written information regarding the proposed rezone application and then, after closing the public hearing, continued its consideration of this rezone application to its meeting on December 19, 2013, and received on December 19 additional testimony from City staff responding to questions and comments received during the public hearing on December 12; and,

WHEREAS, even though the Traffic Impact Study prepared for the Westlake Project concluded there was sufficient traffic infrastructure to accommodate the Westlake Project the Council conditioned the rezone application which sets forth the schedule and timing for street improvements and mitigation measures which can only be superceded by a Development Agreement between the City of Fresno and Westlake Development Inc., as approved by the City Council.

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

SECTION 1. The Council in a prior action taken on December 19, 2013 made all of



the necessary findings pursuant to CEQA and the CEQA Guidelines to certify a Final Environmental Impact Report, certified Final Environmental Impact Reprt No. 10140, adopted the Findings of Fact, adopted the Statement of Overriding Considerations, and adopted the Mitigation Monitoring Program for the Westlake Project of which the proposed plan amendment and rezones are a part.

SECTION 2. The Council in a prior action taken on December 19, 2013, approved Plan Amendment Application No. A-07-12, as described above.

SECTION 3. The Council finds that the requested zone districts, as shown on Exhibits F, attached, are consistent with the land use designations of the 2025 Fresno General Plan and West Area Community Plan as amended by Plan Amendment Application No. A-07-12 and as specified in Section 12-403-B of the Fresno Municipal Code.

SECTION 4. The zone districts of the real property described in attached Exhibit F located in the City of Fresno and shown on the Official Zone Map of the City of Fresno is reclassified as illustrated on attached Exhibit F and as described in the 5th recital of this ordinance bill listed above covering approximately 430 acres, subject to the conditions set forth below.

SECTION 5. The zone district of the real property described in attached Exhibit F and as described in the 5th recital of this ordinance bill listed above , located in the City and County shall have the following conditions of zoning incorporated as part of the Westlake Project :

The Westlake Project shall comply with the City of Fresno, Department of Public Works, Memorandum dated October 23, 2013 which incorporates Exhibit A entitled "Conditions of Zoning – Rezone Application No. R-07-08" which specifies the phased implementation and construction of the Public



Works improvements for the Westlake Project and may only be superceded by the adoption of a Development Agreement by the City Council for the Westlake Project. A true and correct copy of the Department of Public Works Memorandum dated October 23, 2013 and its Exhibit A are attached hereto as Exhibit " F-2" of this ordinance bill.

SECTION 6. This ordinance shall become effective and in full force and effect at 12:01 a.m. on the thirty-first day after its final passage and annexation of applicable properties to the City of Fresno...

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CLERK'S CERTIFICATION

STATE OF CALIFORNIA)
COUNTY OF FRESNO)
CITY OF FRESNO)

I, YVONNE SPENCE, City Clerk of the City of Fresno, certify that the foregoing Ordinance was adopted by the Council of the City of Fresno, California, at a regular meeting held on the 19th day of December, 2013, by the following vote:

Ayes : Baines, Brand, Brandau, Caprioglio, Quintero, Xiong
Noes : None
Absent : None
Abstain : None
Recused : Olivier

YVONNE SPENCE
City Clerk

By *Yvonne Spence*

APPROVED AS TO FORM:

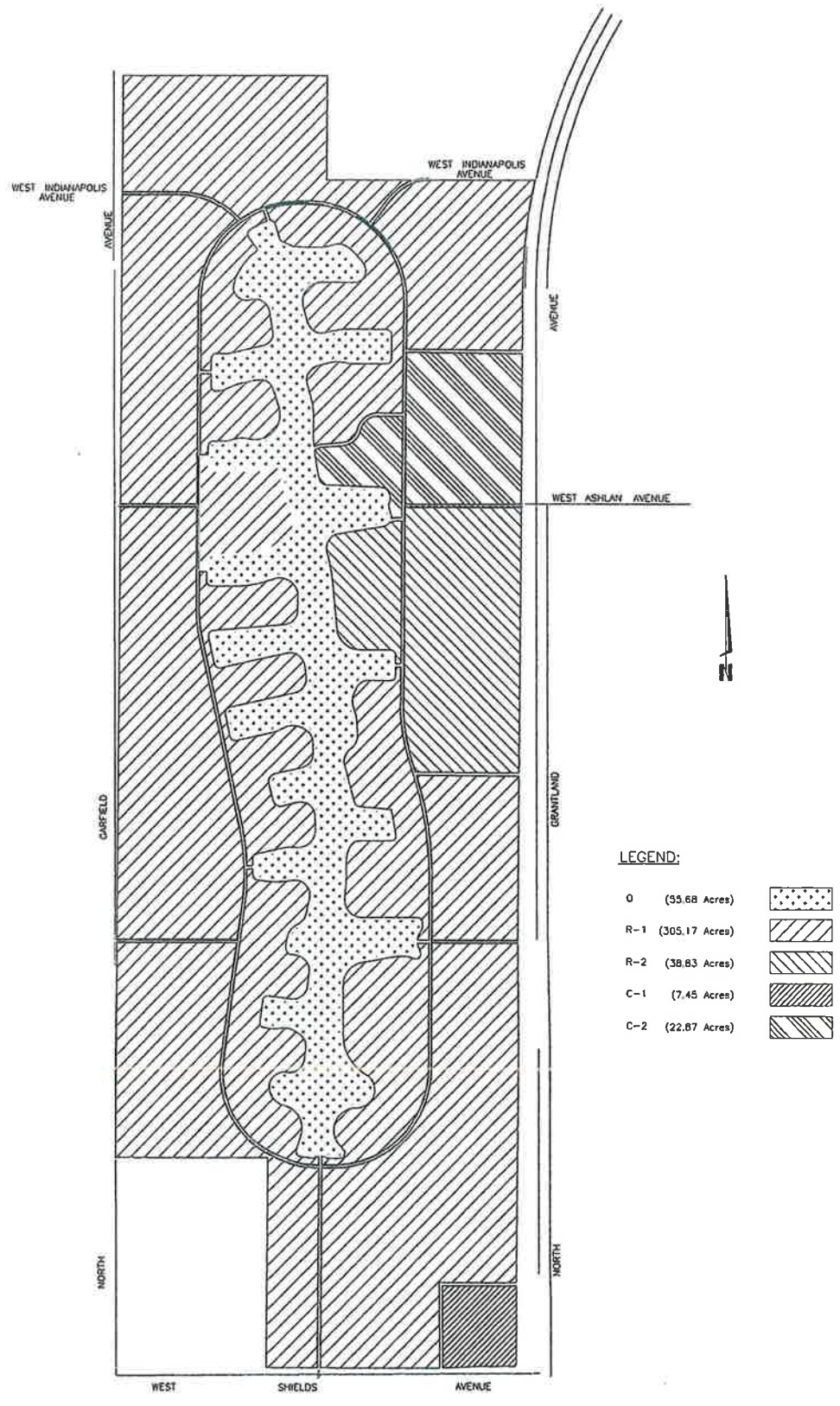
DOUGLAS T. SLOAN
City Attorney

By *John W. Fox* 12/23/2013
John W. Fox, Consulting Attorney

Rezone Application No. R-07-08
Filed by Westlake Development Inc.
Assessor's Parcel Nos. Various



Exhibit "F": Proposed Prezone/Rezone Map (R-07-008) (Page 1)



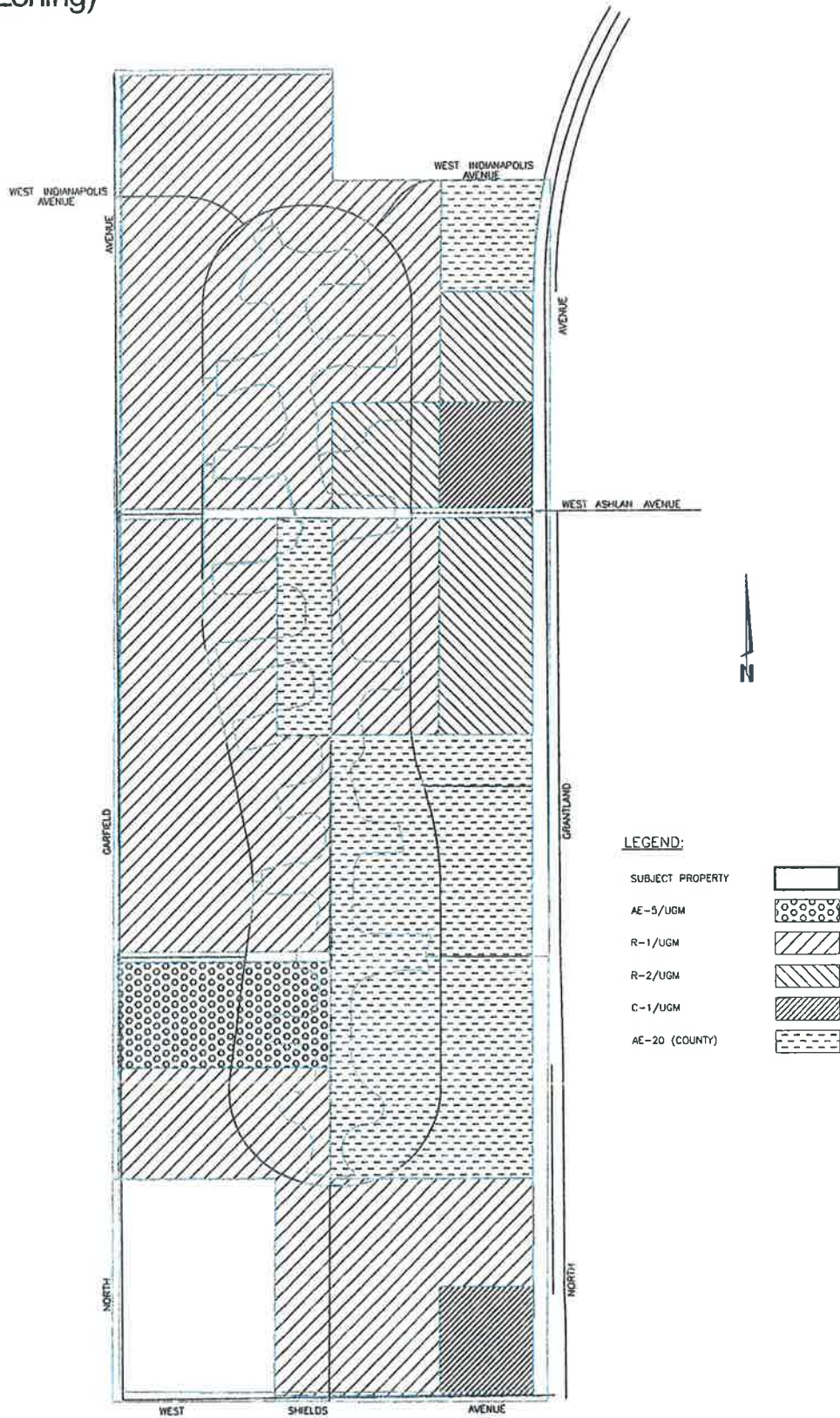
LEGEND:

O	(55.68 Acres)	
R-1	(305.17 Acres)	
R-2	(39.83 Acres)	
C-1	(7.45 Acres)	
C-2	(22.87 Acres)	

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1116 N STREET
FRESNO, CA 93721
(509) 884-3590 FAX (509) 224-0098
DATE: 10/10/13



Exhibit "F":
Proposed Prezone/Rezone Map
(Existing Zoning)
(Page 2)



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DATE: 10/16/13



EXHIBIT F-2

EXHIBIT "A"

CONDITIONS OF ZONING

REZONE APPLICATION No. R-07-008

All improvements listed below shall be designed and constructed in accordance with the City of Fresno Public Works Standards. Details of said streets shall be depicted on the approved Street plans. Dedications shall be sufficient to accommodate arterial /collector standards and any other grading or transitions, as necessary, based on a **55 MPH** design speed for Arterials / Super Arterials and **45 MPH** for Collectors. Right-of-way shall be acquired by the developer, as necessary, to construct the improvements. The respective requirements are to be included as conditions of zoning for Rezone Application No. R-07-008.

These conditions of zoning shall remain in full force and effect throughout all future entitlements, subdivisions, conditional use permits and site plan approvals, unless superseded by a master development agreement for the Westlake project which sets forth the schedule and timing for street improvements and traffic mitigation measures. Updated traffic impact studies prepared in accordance with project EIR mitigation measure 3.14.2 may also provide the technical support and justification for modification of the timing and extent of each required improvement, through the appropriate processes associated with modification of EIR mitigation measures, rezone conditions or development agreement provisions as may be applicable.

Dedicate sufficient right-of-way and construct additional paving for U-turns wherever median left turns are conditioned per Public Works Standard P-66. Where medians are required beyond the limits of the subdivision, construct a concrete raised median at the 250' left turn pocket and bay tapers. An asphalt concrete dike may be constructed in the mid-portion of the median (between left turn pockets and bay tapers) as directed by the Traffic Engineer. All signals shall be complete with left turn phasing, actuation and signal pre-emption. This work is eligible for reimbursement and/or credit against Traffic Signal Mitigation Impact Fees.

City / County interfacing: Dedicate and construct offsite improvements per the City and County of Fresno, as needed, where the conditions interface with City and County boundaries.

To be constructed with **Phase 1A**, consisting of approximately 446 residential units, plus 4.04 acres of commercial development, located generally north of Ashlan Avenue within TT-5915:

1. **Construct all EIR traffic mitigation measures associated with the first 216 residential units.**
2. Install TRAFFIC SIGNALS at the following intersections:
 - a. **Grantland Avenue / Indianapolis Avenue** (northern major entry to TT-5915)
 - b. **Grantland Avenue / Ashlan Avenue** including left turn pockets on each approach and a southbound right turn pocket.
3. Dedicate and construct the following SEGMENTS:
 - a. **Grantland Avenue: Super Arterial**



EXHIBIT F-2

- Dedicate and construct (2) 12' and (1) 17' (southbound) travel lanes and a (16'-26') raised concrete median island **from the northern boundary of TT-5915 to Ashlan Avenue**. Construct the median with 250' left turn pockets at all major intersections.

To be constructed with **Phase 1B**, consisting of additional development to bring the cumulative total to approximately 648 residential units, plus 6.99 acres of commercial development generally north of Ashlan Avenue within TT-5915:

1. **Construct all EIR traffic mitigation measures associated with the first 648 residential units.**
2. Dedicate and construct the following SEGMENTS:
 - a. **Shaw Avenue (Arterial)**
 - Dedicate and construct (1) 12' and (1) 17' (eastbound) travel lanes, (1) 12' and (1) 17' (westbound) travel lanes and a raised 16' concrete median island **from Polk to Hayes**. Construct a raised concrete median with 250' left turn pockets at all major intersections.
 - b. **Ashlan Avenue (Arterial)**
 - Dedicate and construct (1) 12' and (1) 17' (eastbound) travel lanes, (1) 12' and (1) 17' (westbound) travel lanes and a 16' raised concrete median island **from Grantland to Polk Avenue**, in addition to the Phase 1B EIR mitigation measure for the widening of Ashlan Avenue from Polk to Cornelia Avenue. Construct the median with 250' left turn pockets at all major intersections.
 - c. **Garfield Avenue (Collector)** – required with the first subdivision in Phase 1B which connects to Garfield Avenue:
 - Dedicate and construct (1) 17' (northbound) travel lane, (1) 17' (southbound) travel lane and a 12' center two-way left turn lane **from Ashlan to Shaw**. Stripe 200' left turn pockets at all major intersections.
 - Construct a 150' westbound left turn pocket from Shaw Avenue to Garfield Avenue.
 - Install an all-way stop at the intersection of Ashlan Avenue and Garfield Avenue.

To be constructed with **Phase 2A**, consisting of additional development to bring the cumulative total to approximately 1,020 residential units and 6.99 acres of commercial development generally north of Dakota Avenue within TT-5915:

1. Install TRAFFIC SIGNALS at the following intersections:
 - a. **Grantland Avenue / Dakota Avenue** - including left turn pockets on each approach and a southbound right turn pocket.
2. Improve the following INTERSECTIONS:
 - a. **Ashlan Avenue / Blythe Avenue** - Widen the intersection of for a second westbound left turn lane.
3. Dedicate and construct the following SEGMENTS:
 - a. **Shaw Avenue (Arterial)**
 - Dedicate and construct (1) 12' and (1) 17' (eastbound) travel lanes, (1) 12' and (1) 17' (westbound) travel lanes and a raised 16' concrete median island **from Hayes to Bryan Avenue**. Construct a raised concrete median with 250' left turn pockets at all major intersections.



EXHIBIT F-2

- Dedicate and construct (1) 17' (eastbound) travel lane, (1) 17' (westbound) travel lane and a 16'-26' raised concrete median island **from Bryan Avenue to Veterans Boulevard**. Construct the median with 250' left turn pockets at all major intersections.
- b. **Garfield Avenue (Collector)**
 - Dedicate and construct (1) 17' (northbound) travel lane, (1) 17' (southbound) travel lane and a 12' center two-way left turn lane **from the Ashlan to Dakota**. Stripe 200' left turn pockets at all major intersections.
 - Install an all-way stop at the intersection of Garfield Avenue and Dakota Avenue.
- c. **Grantland Avenue (Super Arterial)**
 - Dedicate and construct (2) 12' and (1) 17' (southbound) travel lanes, (1) 17' (northbound) and a 16'-26' raised concrete median island **from Ashlan to Dakota**. Construct the median with 250' left turn pockets at all major intersections.
- d. **Veterans Boulevard (Super Arterial)**
 - Dedicate and construct (1) 17' (northbound) travel lane, (1) 17' (southbound) travel lane and a 16'-26' raised concrete median island **from the northern end of TT-5915 to Shaw Avenue**. Construct the median with 250' left turn pockets at all major intersections.
- e. **Grantland-Gettysburg Diagonal (Arterial/Collector)**
 - Dedicate and construct (1) 17' travel lane (for each direction) and a 12' center two-way left turn lane **from Veterans Boulevard north of Gettysburg to Gettysburg Avenue at Bryan Avenue**. Stripe 200' left turn pockets at all major intersections.
 - Dedicate and construct (1) 17' (northbound) travel lane, (1) 17' (southbound) travel lane and a 16' raised concrete median island **from Veterans Boulevard to Shaw Avenue**. Construct the median with 250' left turn pockets at all major intersections.
 - Dedicate and construct a cul-de-sac at the south end of the existing segment of Grantland Avenue where Veterans Boulevard joins Grantland Avenue, in conjunction with construction of Veterans Boulevard and the Grantland-Gettysburg Diagonal connections.

To be constructed with Phase 2B, consisting of additional development to bring the cumulative total to approximately 1,757 residential units and 6.99 acres of commercial development generally north of Dakota Avenue within TT-5915:

1. Install TRAFFIC SIGNALS at the following intersections:
 - a. **Grantland Avenue / Shields Avenue**, including widening for left turn pockets on each approach.
2. Dedicate and construct the following SEGMENTS:
 - a. **Shaw Avenue (Arterial)**
 - Dedicate and construct (1) 12' and (1) 17' (eastbound) travel lanes, (1) 12' and (1) 17' (westbound) travel lanes and a 16'- 26' raised concrete median island **from Grantland to Bryan**. Construct a 250' westbound left turn pocket at Grantland Avenue. Construct a 250' westbound left turn pocket to accommodate dual left turn lanes at Veterans Boulevard. Construct a 150' eastbound right turn pockets at Veterans Boulevard and Bryan Avenue. Construct a raised concrete median with 250' left turn pockets at all major intersections.



EXHIBIT F-2

To be constructed with Phase 3, consisting of the balance of the development covered by the EIR and not developed within the earlier phases of TT-5915, the majority of which is anticipated to be south of Dakota Avenue and north of Shields Avenue.

1. **Construct all EIR traffic mitigation measures not previously constructed with earlier phases, consistent with the 2021 Build-Out or 2030 Build-Out scenario as applicable per the EIR.**

2. Dedicate and construct the following SEGMENTS:
 - a. **Shields Avenue: (currently Arterial to be amended to a Collector)**
 - Dedicate and construct (1) 17' (eastbound) travel lane, (1) 17' (westbound) travel lane and a 12' center two-way left turn lane **from Garfield to Hayes**. Stripe 200' left turn pockets at all major intersections.
 - b. **Garfield Avenue (Collector)**
 - Dedicate and construct (1) 17' (northbound) travel lane, (1) 17' (southbound) travel lane and a 12' center two-way left turn lane **from Dakota to Shields**. Stripe 200' left turn pockets at all major intersections.
 - Install an all-way stop at the intersection of Garfield Avenue and Shields Avenue.
 - c. **Grantland Avenue- (Arterial)**
 - Dedicate and construct (2) 12' and (1) 17' (southbound) travel lanes, (1) 17' (northbound) travel lane and a (16-26') raised concrete median island **from Dakota Avenue to Shields Avenue**. Construct the median with 250' left turn pockets at all major intersections.
 - d. **Dakota Avenue (Collector)**
 - Dedicate and construct (1) 17' (eastbound) travel lane, (1) 17' (westbound) travel lane and a 12' center two-way left turn lane **from Grantland to Hayes**. Stripe 200' left turn pockets at all major intersections.