



CITY OF STOCKTON

COMMUNITY DEVELOPMENT DEPARTMENT

Permit Center • 345 N El Dorado Street • Stockton, CA 95202 • (209) 937-8444 • Fax (209) 937-8893
www.stocktonca.gov

12/18/2023

A.G. Spanos Construction, Inc.
Attn: Rosie A. Ruppel, General Counsel
1341 West Robinhood Drive, Suite B-5
Stockton, CA 95207

2023 ANNUAL DEVELOPMENT AGREEMENT REVIEW: SPANOS PARK WEST (BUSINESS PARK DA1-00)
AND DENSITY TRANSFER AGREEMENT (DA3-01)

Per State Law, Stockton Municipal Code (SMC) 15.128.110.D (Period Review), and the terms of the Development Agreement (DA) listed above, it is the duty of the applicant and/or the successor(s)-in-interest to provide evidence of good faith compliance with the agreement. This letter serves as notice to submit a periodic review (at least once every 12 months) and update the progress of the terms in the Development Agreement.

Your project DA compliance report must be submitted to Matt Diaz, Advanced Planning Manager, by email or mailed to Community Development Department, Attn: Matt Diaz, 345 North El Dorado Street, Stockton, CA 95202. Once all compliance reports are submitted, City staff will present a status and compliance report for all active DAs to the Stockton Planning Commission for a compliance determination per SMC 15.128.110.C.

If you are no longer the current "Landowner" and have conveyed your interest, please provide the City with a copy of the recorded Assignment and Assumption Agreement, or else the City will continue to hold you responsible for the terms of the Development Agreement.

If you have any questions, don't hesitate to get in touch with Matt Diaz, Advanced Planning Manager, at 209-937-8598 or matt.diaz@stocktonca.gov.

Matt Diaz, AICP
Advanced Planning Manager

To date, a formal response has not been submitted.



CITY OF STOCKTON

COMMUNITY DEVELOPMENT DEPARTMENT

Permit Center • 345 N El Dorado Street • Stockton, CA 95202 • (209) 937-8444 • Fax (209) 937-8893
www.stocktonca.gov

12/18/2023

A.G. Spanos Construction, Inc.
Attn: Rosie A. Ruppel, General Counsel
1341 West Robinhood Drive, Suite B-5
Stockton, CA 95207

2023 ANNUAL DEVELOPMENT AGREEMENT REVIEW: WESTLAKE VILLAGE (DA1-04)

Per State Law, Stockton Municipal Code (SMC) 15.128.110.D (Period Review), and the terms of the Development Agreement (DA) listed above, it is the duty of the applicant and/or the successor(s)-in-interest to provide evidence of good faith compliance with the agreement. This letter serves as notice to submit a periodic review (at least once every 12 months) and update the progress of the terms in the Development Agreement.

Your project DA compliance report must be submitted to Matt Diaz, Advanced Planning Manager, by email or mailed to Community Development Department, Attn: Matt Diaz, 345 North El Dorado Street, Stockton, CA 95202. Once all compliance reports are submitted, City staff will present a status and compliance report for all active DAs to the Stockton Planning Commission for a compliance determination per SMC 15.128.110.C.

If you are no longer the current "Landowner" and have conveyed your interest, please provide the City with a copy of the recorded Assignment and Assumption Agreement, or else the City will continue to hold you responsible for the terms of the Development Agreement.

If you have any questions, don't hesitate to get in touch with Matt Diaz, Advanced Planning Manager, at 209-937-8598 or matt.diaz@stocktonca.gov.

Matt Diaz, AICP
Advanced Planning Manager



January 10, 2024

City of Stockton
Community Development Department
Attn: Matt Diaz
Planning Manager
345 North El Dorado
Stockton, California 95202
matt.diaz@stocktonca.gov

**RE: PERIODIC REVIEW OF COMPLIANCE OF WESTLAKE AT SPANOS
PARK WEST DEVELOPMENT AGREEMENT**

Dear Matt:

This letter is submitted to the Planning Commission of the City of Stockton pursuant to the requirements of California Government Code Section 65865.1 and Code Section 16-192 and in accordance with Section 7.2 of the Westlake at Spanos Park West Development Agreement dated September 9, 2004 and your request dated September 29, 2021.

OVERVIEW

The City of Stockton, a municipal corporation of the State of California ("City") entered into that certain Westlake at Spanos Park West Development Agreement dated September 9, 2004 (the "Original Development Agreement") by and between the City, The Spanos Family Partnership, a California general partnership ("Original Owner"), and A.G. Spanos, as Trustee of the Alex and Faye Spanos Trust under agreement dated January 27, 1998 ("Spanos"). The Original Development Agreement was recorded in the Official Records of San Joaquin County on October 26, 2004 as Document No. 2004-242808. The Original Development Agreement was subsequently amended by that certain Amendment to Westlake at Spanos Park West Development Agreement, dated June 29, 2010 (the Original Development Agreement, as amended by the foregoing, and further amended by Ordinance No. 2019-10-29-1501 is hereinafter referred to as the "Development Agreement").

The real property which is the subject of the Development Agreement consists of all property south of Eight Mile Road, west of Spanos Park West, north of Disappointment Slough and east of Bishop Cut, more specifically (i) approximately 689.6 acres of property ("The Project") adjacent to and south of Eight Mile Road, west of Spanos Park West, north of Disappointment Slough and east of Bishop Cut; and (ii) approximately 173.6 acres of property (referred to as "The Spanos Parcel" in the Development Agreement and now commonly referred to as "Crystal Bay").

City of Stockton
Period Review
January 10, 2024

The property subject to the Development Agreement is as generally depicted on Exhibit "A" attached hereto.

WESTLAKE

The Project consists of a residential development of approximately 2,800 detached single-family residential units ("Westlake") and the Paradise Point Marina ("Paradise Marina"). Westlake is currently under development, as detailed below. The Paradise Marina is currently leased to a third-party operator and will be modernized or updated in accordance with the Master Development Plan at a later time.

Concurrent with entering into the Development Agreement with the City, the Original Owner and Spanos prepared and submitted for approval a vesting tentative map for Westlake. The Westlake Vesting Tentative Subdivision Map ("Westlake Tentative Map") was approved by the City of Stockton Planning Commission on October 14, 2004 and filed on October 27, 2004. The Westlake Tentative Map was subsequently approved by the City of Stockton Community Development Director on January 13, 2005.

Following approval of the Westlake Tentative Map, the Original Owner prepared and submitted a final subdivision map entitled Westlake Villages, Unit No. 1 (Large Lot Map) – Tract No. 3357 (TM18-04 B) ("Westlake Final Map"). The Westlake Final Map was approved by the City Council of the City of Stockton per council resolution No. 06-0059 at the regularly held meeting on January 31, 2006. The Westlake Final Map was subsequently recorded on February 9, 2006 in Book 40 of Maps and Plats, Page 57, and amended by that certain certificate of correction was recorded in the Official Records of San Joaquin County on June 7, 2007 as Document No. 2007-106289.

The subdivision agreement associated with the Westlake Final Map was entered into by the City and Original Owner, as subdivider, on January 31, 2006 ("Original Subdivision Agreement"). The Original Subdivision Agreement was subsequently amended by (i) that certain First amendment to the Subdivision Agreement dated June 19, 2006 and recorded July 6, 2006, (ii) that certain Amended Subdivision Agreement dated June 29, 2010 and recorded October 10, 2010, and (iii) that certain First Amendment to the Amended Subdivision Agreement dated June 24, 2014 and recorded July 3, 2014 (the Original Subdivision Agreement, as amended, is hereinafter referred to as the "Subdivision Agreement").

In accordance with the terms of Section 4.8 of the Development Agreement, the Original Owner and Spanos obtained such other permits and approvals from governmental or quasi-governmental agencies have jurisdiction over the Project as may be required. The Army Corps of Engineers 404 Permit for Westlake was obtained and approved on October 31, 2008. Since then, the appropriate pre-construction notifications have been supplied to the Army Corps of Engineers and the Owner has received the Army Corps of Engineers' Clean Water Act Section 401

City of Stockton
Period Review
January 10, 2024

Technically Conditioned Water Quality Certification. Further, the Owner has entered into a streambed alteration agreement with the California Department of Fish and Wildlife to mitigate the impact of the lake system, pump station, and underground storm drains for Westlake.

In 2006, following execution of the Subdivision Agreement, Original Owner sold large lots 1, 2, and 3 as identified on the Westlake Final Map (also referred to as Villages O, P, and Q, respectively) to third-party developers. Said developers entered into small lot subdivision agreements, processed small lot final maps for Villages O, P, and Q, and subsequently developed all of Villages O consisting of 75 residential lots and 1 non-residential lot, Village P consisting of 91 residential lots and 1 non-residential lot, and Village Q consisting of 141 residential lots.

During the economic downturn, development of Westlake was put on hold by Original Owner and Spanos. The majority of the remaining land within Westlake was transferred from Original Owner to Stockton Westlake Investment, LLC, a California limited liability company ("Owner") by way of a grant deed executed on September 12, 2014 and recorded December 31, 2014 in the Official Records under Recorder's Serial Number 2014-135371 ("Westlake Grant Deed"). In accordance with Section 11.1 of the Development Agreement, Owner has assumed the obligations of Original Owner under the Development Agreement.

Large Lots 17 (Village D), 16 (Village C), 15 (Lake 1), and 19 (Village F) as identified on the Westlake Final Map have been developed into a total of 377 finished lots. FCB Homes of Stockton, in conjunction with Regatta Building Partners have sold all homes in Village D. All homes within Village C have been sold to homeowners, with the exception of 5 models owned by Lennar that are being used to market and sell homes in Village G. DR Horton Homes has sold homes on all 116 lots within Village F.

That portion of Scott Creek Drive necessary to access Villages D, C, and F has been built and has been accepted by City of Stockton. The underground utilities servicing Villages D, C, and F are installed within Scott Creek Drive, Regatta Lane and within each of the Villages. The spine streets have been paved and landscaping is installed. The perimeter sound walls along Regatta Lane and Scott Creek Drive are installed. All in-tract and spine road improvements in Villages C, D & F have been installed and accepted by the City of Stockton. The extension of Scott Creek Drive to Westlake Drive and to the boundary of Crystal Bay is complete. The extension of Westlake Drive from the roundabout at Gill Pond Lane to 8 Mile Road is complete. The improvement of 8 Mile Road is substantially complete and paved and open for traffic. Installation of landscaping, striping and streetlights are underway. Plans for the Community Park are approved by the City of Stockton. Grading of the Community Park parcel has commenced, and completion is scheduled for the Fall of 2024. Plans for the Recreation Center have been submitted to the City of Stockton for plan check. Construction of the Recreation Center is scheduled to commence in the Spring of 2024 with completion by the end of 2024 or early 2025.

City of Stockton
Period Review
January 10, 2024

Lake 1 is complete with the exception of landscaping on the western edge that will be installed with the recreation center. The Lake 1 pump house is complete.

The Lodi Unified School District purchased Lot 5 of the Westlake Final Map, an 18.5-acre school site on the corner of Westlake Drive and Regatta Lane in 2021.

The sanitary sewer lift station is complete and accepted by the City of Stockton. The storm drain pump station on parcel 9 of the Large Lot Final Map has been completed and accepted by the City of Stockton.

As individual Villages within Westlake are developed and/or sold to third-party developers, Owner plans on continuing to develop additional Villages until Westlake has been completely developed.

Phase 2 of Westlake Villages including the extension of Westlake Drive from Regatta to Gill Pond and Villages L, M & N are complete and accepted by City of Stockton. Villages L & N were purchased by Richmond American Homes. Village M was purchased and developed by Meritage Homes. Village M has sold 81 of 84 homes. All 84 homes in Village M are built. Richmond American Homes has sold 55 of 112 homes in Village N and 54 of 96 homes in Village L. Richmond American has pulled 67 building permits in Village L and 73 building permits in Village N. Lake 4 located adjacent to Village L is complete. In Villages L, M & N, approximately 224 building permits of 292 lots have been pulled.

Phase 3 of Westlake Villages consisting of Villages G, H, I, J & E are owned by Lennar Corporation. Small Lot Final Maps for Villages E, G & H are recorded. The Unit 1A Large Lot Final Map including Villages G, H, E, I & J and Lake 2 was approved by City of Stockton in Resolution No. 2021-09-28-1202 on September 28, 2021. Installation of Finished lot improvements in Villages G, H & E are complete. Construction of Lake 2 is complete. The syphon line connecting Lake 2 to the pump on the Rec District Levee has been installed. Construction of homes in Villages G, H & E has commenced. Village H has 8 models and 31 homes have been sold and 26 homes have closed escrow to new homeowners. Village H has pulled approximately 72 building permits. Village G has sold 31 homes and 24 homes have closed escrow to new homeowners. Village E has sold 30 homes and 17 homes have closed escrow to new homeowners. Village E has pulled approximately 50 building permits. Approximately 173 building permits of the 277 finished lots in Villages G, H & E have been pulled. Village I has installed wet and dry utilities and is scheduled to be paved in the Spring of 2024. Home construction and sales in Village I are scheduled to commence in the Summer of 2024. Villages J, that has the same lot configuration as Village I, has been rough graded and will be finished following the conclusion of sales in Village I.

The Bike Path is installed on the 2042 Recreation District Levee and accepted by the City of Stockton.

City of Stockton
Period Review
January 10, 2024

Parcel 18 included on the Westlake Final Map consisting of 2.21 acres located at the corner of Regatta and 8 Mile Road has been offered for dedication to the City of Stockton Fire Department.

Lennar Homes has purchased Villages A, B & K in Phase 4 of Westlake Villages. The Small Lot Final Map for Village K has been recorded. Village K lots are finished. 4 model homes and 11 production homes are under construction in Village K. Rough grading and installation of wet and dry utilities has commenced in Villages A & B. Finished lots in Village A & B are scheduled to be complete in Spring 2024. Lennar Homes intends to commence home construction and sales in Villages A & B in Spring 2024. Construction of Lake 3 is complete and two 72" connection pipes have been installed that will be connected to the lake in Crystal Bay at a future date.

Rough grading and Lake 5 plans for the Active Adult Villages have been approved by the City of Stockton. Improvement plans for the spine roads (Breakwater Circle and Gill Pond Lane) within the active adult villages will be submitted to the City of Stockton for plan check in the next couple of months. Submittal of improvement plans for the small lot villages in the Active Adult Villages to the City of Stockton for plan check is scheduled to commence in the Fall of 2024.

CRYSTAL BAY

Crystal Bay is a planned residential community of 173.6 acres and approximately 1,343 residential units, designed with a variety of park and open space amenities. Crystal Bay is anticipated to include four types of residential products: traditional detached single-family, compact single-family residential, small lot courtyard detached residential, and attached high density multi-family residential units.

The Vesting Tentative Map of Tract No. 3585, Subdivisions of San Joaquin County, Crystal Bay at Spanos Park West ("Crystal Bay Tentative Map") was approved by the Stockton Planning Commission on April 10, 2008 and filed on July 20, 2008. The Crystal Bay Planned Development regulation was prepared by Spanos under the guidance of the City and submitted to the City for approval alongside an environmental impact report. Planned Development permit PD1-08 was approved by the City of Stockton Community Development Department on April 10, 2008. The Crystal Bay Tentative Map is included as part of the Development Agreement, which is set to expire on January 10, 2040.

The development of Crystal Bay is planned as an extension of Westlake. Accordingly, there is a cost sharing agreement between Westlake and Crystal Bay whereby the lift station on Westlake's property will accommodate storm water from Crystal Bay. Two 72" connection pipes have been installed connecting Lake 3 of Westlake to Crystal Bay. Further, when development of

City of Stockton
Period Review
January 10, 2024

Crystal Bay commences, Scott Creek Drive will be extended through Crystal Bay from the boundary of Westlake.

Please contact us should you wish to discuss the status of any portion of the Project and Crystal Bay.

Stockton Westlake Investment, LLC

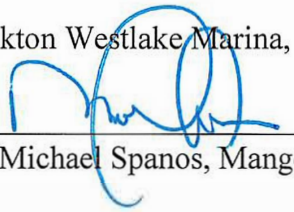
By:



Michael Spanos, Manger

Stockton Westlake Marina, LLC

By:



Michael Spanos, Manger

City of Stockton
Period Review
January 10, 2024

Dean A. Spanos and Dea Spanos Berberian
Co-Trustees of The Amended and Restated Alex
And Faye Spanos Family Trust Dated June 28, 2007

DocuSigned by:
By: Dean A. Spanos
7A7EC33A552B457...

Dean A. Spanos, Co-Trustee

DocuSigned by:
By: Dea Spanos Berberian
336C6B6A33D6402

Dea Spanos Berberian, Co- Trustee



CITY OF STOCKTON

COMMUNITY DEVELOPMENT DEPARTMENT

Permit Center • 345 N El Dorado Street • Stockton, CA 95202 • (209) 937-8444 • Fax (209) 937-8893
www.stocktonca.gov

12/18/2023

Arnaiz Companies
Attn: Matt Arnaiz
3200 E Eight Mile Rd,
Stockton CA 95212

2023 ANNUAL DEVELOPMENT AGREEMENT REVIEW: CANNERY PARK (DA2-03)

Per State Law, Stockton Municipal Code (SMC) 15.128.110.D (Period Review), and the terms of the Development Agreement (DA) listed above, it is the duty of the applicant and/or the successor(s)-in-interest to provide evidence of good faith compliance with the agreement. This letter serves as notice to submit a periodic review (at least once every 12 months) and update the progress of the terms in the Development Agreement.

Your project DA compliance report must be submitted to Matt Diaz, Advanced Planning Manager, by email or mailed to Community Development Department, Attn: Matt Diaz, 345 North El Dorado Street, Stockton, CA 95202. Once all compliance reports are submitted, City staff will present a status and compliance report for all active DAs to the Stockton Planning Commission for a compliance determination per SMC 15.128.110.C.

If you are no longer the current "Landowner" and have conveyed your interest, please provide the City with a copy of the recorded Assignment and Assumption Agreement, or else the City will continue to hold you responsible for the terms of the Development Agreement.

If you have any questions, don't hesitate to get in touch with Matt Diaz, Advanced Planning Manager, at 209-937-8598 or matt.diaz@stocktonca.gov.

Matt Diaz, AICP
Advanced Planning Manager

Holman Investors LLC

3400 E. Eight Mile Road, Stockton, CA 95212 (209) 931-9740 FAX (209) 931-9741

December 31, 2023

Matt Diaz
Advanced Planning Manager
Community Development Department
345 N. El Dorado Street, Stockton CA 95202

Re: Cannery Park Development Agreement Compliance Update

Mr. Diaz,

The following provides an update of the progress made related to the Cannery Park project since the previous Compliance Update dated December 12, 2022:

Construction of the Holman Road Bridge over Bear Creek has been completed and the extension of Holman Road to Eight Mile Road has been started with anticipated completion during the summer of 2024.

Please let me know if there is any additional information that I may be able to provide.

Sincerely,

Holman Investors, LLC



Matthew Arnaiz



CITY OF STOCKTON

COMMUNITY DEVELOPMENT DEPARTMENT

Permit Center • 345 N El Dorado Street • Stockton, CA 95202 • (209) 937-8444 • Fax (209) 937-8893
www.stocktonca.gov

12/18/2023

Grupe Commercial Company
ATTN: Kevin Huber/Dan Keyser
3255 W March Ln
Stockton CA 95219

2023 ANNUAL DEVELOPMENT AGREEMENT REVIEW: UNIVERSITY PARK (DA3-02)

Per State Law, Stockton Municipal Code (SMC) 15.128.110.D (Period Review), and the terms of the Development Agreement (DA) listed above, it is the duty of the applicant and/or the successor(s)-in-interest to provide evidence of good faith compliance with the agreement. This letter serves as notice to submit a periodic review (at least once every 12 months) and update the progress of the terms in the Development Agreement.

Your project DA compliance report must be submitted to Matt Diaz, Advanced Planning Manager, by email or mailed to Community Development Department, Attn: Matt Diaz, 345 North El Dorado Street, Stockton, CA 95202. Once all compliance reports are submitted, City staff will present a status and compliance report for all active DAs to the Stockton Planning Commission for a compliance determination per SMC 15.128.110.C.

If you are no longer the current "Landowner" and have conveyed your interest, please provide the City with a copy of the recorded Assignment and Assumption Agreement, or else the City will continue to hold you responsible for the terms of the Development Agreement.

If you have any questions, don't hesitate to get in touch with Matt Diaz, Advanced Planning Manager, at 209-937-8598 or matt.diaz@stocktonca.gov.

Matt Diaz, AICP
Advanced Planning Manager

University Park Development Agreement Annual Review as of December 31, 2023

The purpose for this report is to summarize the results of the Grupe Huber Company (GHC), formerly The Grupe Commercial Company, as the Master Developer of the University Park project.

For background information, back in the late 1990's Fritz Grupe and Kevin Huber had been encouraging then President Marvalene Hughes to support growth of the CSU Stanislaus program offerings within the space they occupied within the CSUS Multi-Regional Center. When the City of Stockton and the CSU Chancellors Office decided to form a JPA and hire a private development partner to assist with the maintenance and development of the then CSUS Multi-Regional Center, the GHC was a perfect partner for this task. Fritz and Kevin developed a vision for University Park that included education as the central theme and other uses such as commercial, residential and nonprofits, that would be complimentary to the educational component and an asset to the surrounding community. As GHC worked on the various agreements and entitlements over the next two-year period, they were also hired to manage the site as an interim manager so activities and cost savings could commence. During the interim management period GHC assisted CSU in decommissioning the central steam plant, entered into an MOU with the City for security services and hired its own staff to start maintaining the buildings and grounds. These efforts alone saved the Site Authority (SA) and CSU hundreds of thousands in annual ongoing maintenance costs, which over the years is now in the millions.

We feel it is important to always list the main vision that Fritz and Kevin created back in 2000, since it has been GHC's guidelines to follow as it continues its efforts to complete such. Listed below are the main components of the Vision that the SA and CSU approved:

Mixed Use Community: education as the central theme; varied residential; medical; office; limited retail; nonprofits; cultural opportunities as part of the education.

A catalyst for gentrification of the Midtown. (embrace smart growth)

Project design parameters. (sense of arrival, consistent designs, emphasize landscape/campus feel, preserve historic fabric)

Safe pedestrian village. (secure working environment, encourage pedestrian activity, user friendly, public transportation)

In addition to adhering to the obligations contained within the various agreements and implementing the goals/vision of the MDP, GHC has also always kept the following additional goals in mind:

Manage the project more efficiently than in the past to realize cost savings.

Develop creative construction methods to reduce the cost of remodeling and new construction.

Create a project that is consistent with CSU Stanislaus's main campus in Turlock so the faculty and students feel the Stockton Center is a true extension of such.

Progress To Date Through 12/31/2023

Since taking over management in 2002 GHC has been adhering to the terms of all agreements for maintenance, development, reporting, leasing, etc. Listed below are the main items that have been accomplished:

Completed all agreements and City entitlements: EIR, MDP, DA, Security MOU, Ground Lease, Master Ground Sublease, Operations Agreement.

Providing necessary staffing levels to maintain the grounds and buildings in a first-class manner and in doing so realizing substantial cost reductions.

Abated haz mat and demolished 35 buildings representing over 467,000sf.

Installed a new signalized entrance off Harding/Grant Streets and several interior roundabouts and new private streets.

Installed new perimeter decorative wrought iron fencing with pilasters.

Installed new entrance monument signage, tenant monument and building signage and way finding signs.

Installed new underground utilities: gas, water, storm drainage, electric, data.

Installed a new 3.5-acre lake that serves as an amenity and for storm drainage retention/water quality.

Painted most of the existing buildings exteriors.

Installed new landscaping throughout and within each new development project.

Relocated CSUS from Weber into Acacia and have remodeled Acacia several times to accommodate CSUS's growth needs.

Installed a new parking lot for CSUS.

Installed site amenities such as the UPWPRG, One Mile Discovery Trail, new site furniture, owl boxes, murals, themed parking lot light banners, dolphin statue, EV charging units.

Coordinated the reburial of 41 grave sites discovered.

Remodeled 10 existing buildings totaling 161,000sf of space, several of which are historic.

Constructed 7 new buildings totaling over 223,000sf of space.

Have completed numerous leases and lease renewals, UP is currently home to 24 tenants of which 5 provide educational services to over 2,300 students with seamless education. 13 new development entities have been established. UP currently has over 1,000 employees on site.

GHC completed a major remodel of one of the historic buildings for its company headquarters.

GHC has received 5 awards from the City of Stockton thus far.

KIPP Charter School completed construction of Phase I and II of its K-8 school. Phase III is scheduled to commence summer of 2024.

CSUS is scheduled to commence construction on its new 55,000sf modern classroom building as soon as the State issues its permit, estimated to be sometime in January of 2024. Planning continues for the remodeling of the historic Mansion and various system upgrades to the Acacia building.

GHC has successfully secured relationships with various funding sources and currently has 10 loans with 3 different lenders.

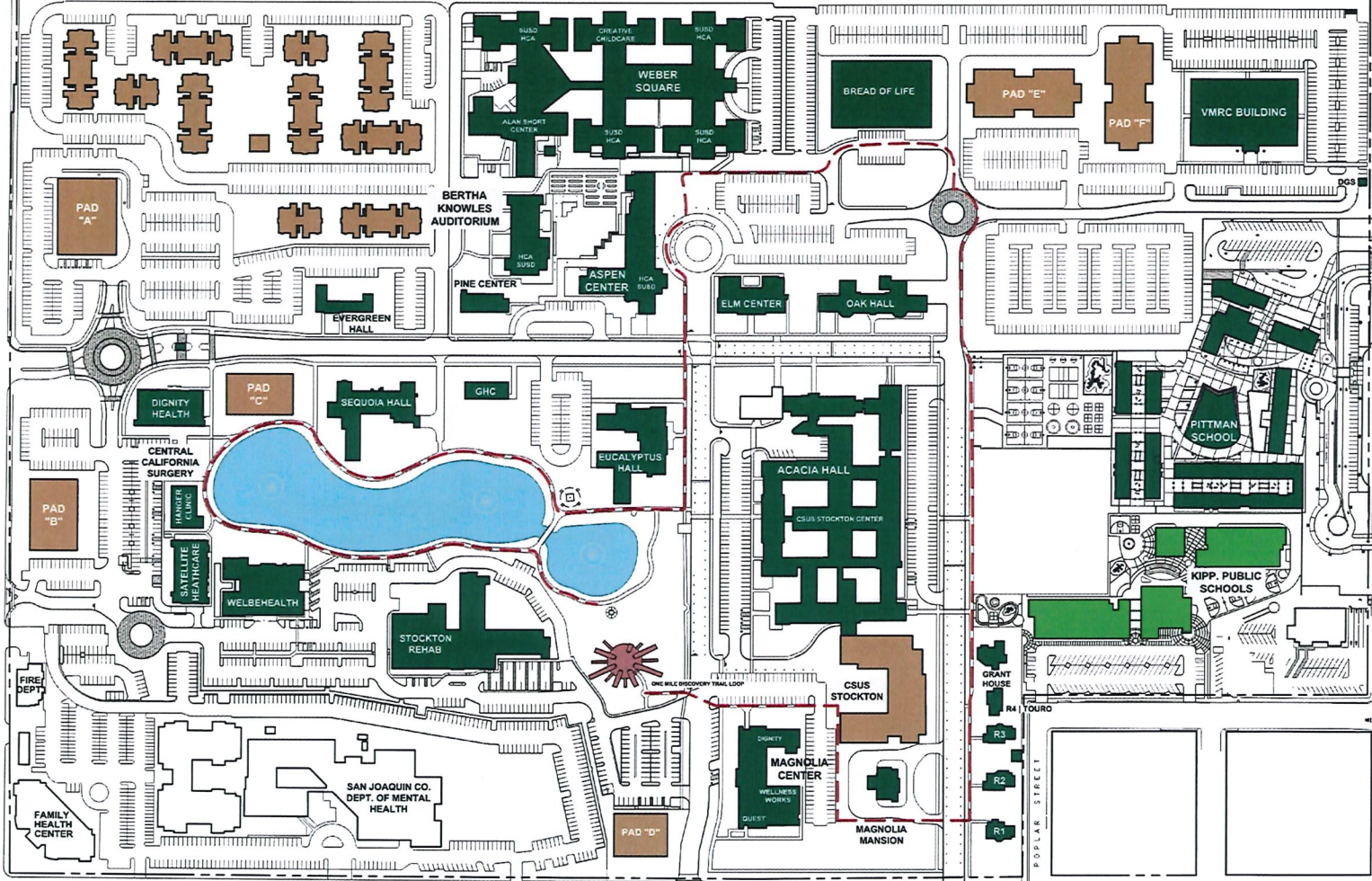
To date over \$120M has been invested through the new development activities. CSUS's projects will exceed \$65M.

Conclusion


See attached master plan with notes and highlights.

Through GHC's efforts since 2001, and the projects in the pipeline, over \$185M will have been invested into UP. UP is home to 24 tenants, over 1,000 employees and 2,300 students. GHC is managing and developing the project as required per the EIR, MDP and DA, with phased development, emphasizing education, completing transactions for the mixed-use project it was designed and approved to be, installing the required improvements for each new project, maximizing square footage while keeping the campus setting/park like atmosphere and rehabilitating existing historic buildings. Even during the swings in the economy over the years, GHC on average has completed one new transaction each year.



UNION PACIFIC RAILROAD



- EXISTING BUILDINGS
- UNDER CONSTRUCTION BUILDINGS
- FUTURE BUILDINGS
- ONE MILE DISCOVERY TRAIL LOOP



UNIVERSITY PARK

Future Master Plan

APRIL 2023



COMMUNITY DEVELOPMENT DEPARTMENT
345 North El Dorado Street • Stockton, CA 95202-1997 • (209) 937-8266 • Fax (209) 937-8893

12/18/2023

Brett S. Jolley
McKinley, Conger, Jolley & Galarneau, LLP
3031 West March Lane, Suite 230
Stockton, CA 95219
bjolley@mcjglaw.com
www.mcjglaw.com

2023 ANNUAL DEVELOPMENT AGREEMENT REVIEW: MARIPOSA LAKES SPECIFIC PLAN (DA07-05)

Dear Mr. Jolley,

Per State Law, Stockton Municipal Code (SMC) 15.128.110.D (Period Review), and the terms of the Development Agreement (DA) listed above, it is the duty of the applicant and/or the successor(s)-in-interest to provide evidence of good faith compliance with the agreement. This letter serves as notice to submit a periodic review (at least once every 12 months) and update the progress of the terms in the Development Agreement.

Your project DA compliance report must be submitted to Matt Diaz, Advanced Planning Manager, by email or mailed to Community Development Department, Attn: Matt Diaz, 345 North El Dorado Street, Stockton, CA 95202. Once all compliance reports are submitted, City staff will present a status and compliance report for all active DAs to the Stockton Planning Commission for a compliance determination per SMC 15.128.110.C.

If you are no longer the current "Landowner" and have conveyed your interest, please provide the City with a copy of the recorded Assignment and Assumption Agreement, or else the City will continue to hold you responsible for the terms of the Development Agreement.

If you have any questions, don't hesitate to get in touch with Matt Diaz, Advanced Planning Manager, at 209-937-8598 or matt.diaz@stocktonca.gov.



Matt Diaz, AICP
Advanced Planning Manager



KAMILOS COMPANIES
Transforming Communities Since 1990

January 31, 2024

Via Email Only
Matt Diaz, AICP
Advanced Planning Manager
345 N. El Dorado Street
Stockton, CA 95202
Matt.Diaz@stockton.gov

Re: Mariposa Lakes Development Agreement Update:
Planning Commission

Dear Mr. Diaz,

On behalf of PCCP LB Mariposa Lakes, LLC ("PCCP") the successor to PCCP Mariposa Lakes, LLC, with which the City entered into a development agreement regarding the development of the Mariposa Lakes project on October 28, 2008 (the "Development Agreement", see Ordinance No. 015-08; see also Recorder's Instrument No. 2008-196213 ("DA")) this office submits the following information regarding status review of the DA.

The staff report for the Planning Commission's annual review of the DA provides:

"DA Compliance: Substantially compliant due to need for a new Annexation Agreement. Staff has not received direction from the Applicant on when development will occur or when the Annexation Agreement will be updated."

Since the City's annual compliance review in 2023, PCCP has hired architectural firm RWM to prepare various planning scenarios. Furthermore, PCCP is working with Kamilos Companies and Project Management Applications to complete various cost to construct analysis including completing the implementation entitlements contemplated in the DA for the Mariposa Lakes Specific Plan (MLSP) area.

The project team will continue its work started in 2023 through 2024 to detail and identify the backbone infrastructure necessary to serve an identified first phase of the MLSP area to developed. This includes the cost to complete Phase 1 improvement and subsequent phases. The project team is completing


Matt Diaz
Planning Manager
January 31, 2024
Page 2 of 2

various scenarios to correctly size Phase 1 including scope of improvements and structures that would be a programmatic document to be used for subsequent phases.

As reported in 2023, PCCP's plan is to bring a pre-zoning and annexation application to the City in early 2025. This application will include updated technical, planning, and environmental studies for Phase 1 and a programmatic documentation for the subsequent phases. We plan to initiate substantive meetings with City staff during 2nd Quarter 2024. We believe finalizing the updated annexation agreement would be appropriate at that time. If the City would like to address the annexation agreement in advance of that process, please contact me to discuss it at your convenience.

Sincerely,

Kamilos Companies, LLC



Gerry Kamilos, President

CC: PCCP



CITY OF STOCKTON

COMMUNITY DEVELOPMENT DEPARTMENT

Permit Center • 345 N El Dorado Street • Stockton, CA 95202 • (209) 937-8444 • Fax (209) 937-8893
www.stocktonca.gov

12/18/2023

Sanctuary by Grupe, LLC
ATTN: Nelson Bahler
3255 W March Ln, Suite 400
Stockton CA 95219

2023 ANNUAL DEVELOPMENT AGREEMENT REVIEW: SANCTUARY (DA3-05)

Per State Law, Stockton Municipal Code (SMC) 15.128.110.D (Period Review), and the terms of the Development Agreement (DA) listed above, it is the duty of the applicant and/or the successor(s)-in-interest to provide evidence of good faith compliance with the agreement. This letter serves as notice to submit a periodic review (at least once every 12 months) and update the progress of the terms in the Development Agreement.

Your project DA compliance report must be submitted to Matt Diaz, Advanced Planning Manager, by email or mailed to Community Development Department, Attn: Matt Diaz, 345 North El Dorado Street, Stockton, CA 95202. Once all compliance reports are submitted, City staff will present a status and compliance report for all active DAs to the Stockton Planning Commission for a compliance determination per SMC 15.128.110.C.

If you are no longer the current "Landowner" and have conveyed your interest, please provide the City with a copy of the recorded Assignment and Assumption Agreement, or else the City will continue to hold you responsible for the terms of the Development Agreement.

If you have any questions, don't hesitate to get in touch with Matt Diaz, Advanced Planning Manager, at 209-937-8598 or matt.diaz@stocktonca.gov.

Matt Diaz, AICP
Advanced Planning Manager



January 10, 2024

Via Email: Matt.Diaz@stocktonca.gov

Mr. Matt Diaz
Advanced Planning Manager
City of Stockton
345 North El Dorado St
Stockton, CA 95202

Re: Sanctuary Development Agreement (DA003-05) – Annual Review Compliance Certification

Dear Mr. Diaz:

Thank you for your letter dated December 18, 2023 requesting our annual compliance certification. I understand that the purpose of the letter, which is being sent to all developers with active Development Agreements, is to obtain the developers good faith opinion that they are in compliance with their specific development agreement. In addition, according to section 4.04(b) of our Development Agreement, this letter is submitted to the City pursuant to the requirements of Government Code section 65865.1 and Municipal Code section 16-525.110.

The Development Agreement is between the City and Sanctuary By Grupe (“SBG”), which is a single purpose entity, to structure the planning and development of the Sanctuary project. SBG’s managing member is Grupe Investment Company, Inc, of which I am the President. I’ve been employed by The Grupe Company for nearly 30 years and have been involved with the entitlement process for Sanctuary, therefore, I’m the most qualified to respond to the City’s request.

Since our last annual review compliance certification was submitted to the City on January 17, 2023, SBG has continued progress on Sanctuary in preparation to commence development. The recent activities include but are not limited to:

1. Continued consulting with our civil engineering firm, Siegfried Engineering, related to the development of Sanctuary.
2. We’ve engaged Kjeldsen, Sinnock & Neudeck, our flood control engineer, and entered into an agreement with the Reclamation District, to work with SJAFCA for a levee improvement project.

SANCTUARY BY GRUPE

3255 West March Lane 4th Floor, Stockton, CA 95219 · P.O. Box 7576, Stockton, CA 95267-0576
209/473-6000

After reviewing the Development Agreement, it is our opinion we are in good faith compliance with its' terms. Pursuant to section 4.04(c) of the Development Agreement, we respectfully request written confirmation from the Community Development Director supporting our finding.

If you should have any questions, please do not hesitate to contact me via email (jwhite@grupe.com) or phone (209-473-6068).

Sincerely,

GRUPE INVESTMENT COMPANY, INC.



Jeremy S. White
President

SANCTUARY BY GRUPE

3255 West March Lane 4th Floor, Stockton, CA 95219 · P.O. Box 7576, Stockton, CA 95267-0576
209/473-6000



CITY OF STOCKTON

COMMUNITY DEVELOPMENT DEPARTMENT

Permit Center • 345 N El Dorado Street • Stockton, CA 95202 • (209) 937-8444 • Fax (209) 937-8893
www.stocktonca.gov

12/18/2023

Mr. A. Richard Aschieris: Port Director
Port of Stockton
PO Box 2089
Stockton, CA 95201-2089

2023 ANNUAL DEVELOPMENT AGREEMENT REVIEW: PORT OF STOCKTON (P12-087)

Per State Law, Stockton Municipal Code (SMC) 15.128.110.D (Period Review), and the terms of the Development Agreement (DA) listed above, it is the duty of the applicant and/or the successor(s)-in-interest to provide evidence of good faith compliance with the agreement. This letter serves as notice to submit a periodic review (at least once every 12 months) and update the progress of the terms in the Development Agreement.

Your project DA compliance report must be submitted to Matt Diaz, Advanced Planning Manager, by email or mailed to Community Development Department, Attn: Matt Diaz, 345 North El Dorado Street, Stockton, CA 95202. Once all compliance reports are submitted, City staff will present a status and compliance report for all active DAs to the Stockton Planning Commission for a compliance determination per SMC 15.128.110.C.

If you are no longer the current "Landowner" and have conveyed your interest, please provide the City with a copy of the recorded Assignment and Assumption Agreement, or else the City will continue to hold you responsible for the terms of the Development Agreement.

If you have any questions, don't hesitate to get in touch with Matt Diaz, Advanced Planning Manager, at 209-937-8598 or matt.diaz@stocktonca.gov.

Matt Diaz, AICP
Advanced Planning Manager

PORT OF STOCKTON



Phone: (209) 946-0246

Fax: (209) 465-7244

January 29, 2024

Mr. Matt Diaz, AICP
Advanced Planning Manager
City of Stockton
345 N. El Dorado Street
Stockton, CA 95202

Port of Stockton Development Agreement (P12-087) Annual Review Statement

In satisfaction of Stockton Municipal Code section 15.128.110(D), the Port of Stockton presents the following 2023 statement.

The Port is in full compliance under that certain Development Agreement between the City of Stockton and Port of Stockton recorded December 24, 2012.

By way of background, this Development Agreement has several unique features. First, it is a development agreement between two public agencies rather than between a city or county and a private landowner. Second, the certainty and stability of the Development Agreement evolves in the City's favor. The Port's obligation is to operate under this certainty and stability to create economic opportunity and family wage jobs. Thus, Recital B states that the City "seek(s) to assure development of the Project Site" because, according to Recital I, the Port "is the leading engine producing job opportunities and economic growth in the City of Stockton and it is in the vital public interest to assure" the Port successfully operates. Thus Recital J explains that the City "intends by this Development Agreement to provide the Port of Stockton with a vested right to operate" according to current ordinance, policies and standards.

Accordingly, the Port's duty under the Development Agreement is the common law good faith requirement to operate in a manner to try and create "job opportunities and economic growth" facilitated in part by the certainty and stability offered by the Development Agreement. For purposes of clarity, we provide recent statistics concerning the Port's efforts to create family wage jobs and economic growth in Stockton.

Since 2012, the Port has entitled 17 major development projects with an estimated capital investment of \$654 million with the potential to create 1,323 direct and indirect

POS Development Agreement Annual Review Statement, page 2

jobs. Over a 20-year period looking at wages, benefits, revenue streams, etc. these projects are estimated to have an economic benefit of more than \$2.3 billion.

The Port has multiple pending projects it is currently working on with an estimated capital investment of over \$583 million and the potential to create 871 direct and indirect jobs.

Since 2012, Port projects have generated more than \$2.5 million in City permit fees and more than \$66 million in possessory interest (property tax) revenue for San Joaquin County.

Should you have any questions regarding the Port's Development Agreement Annual Review Statement, please contact me at rnelson@stocktonport.com or (209) 946-0246.

Sincerely,



Rhonda Nelson
Director, Real Estate & Port Development

cc: Kirk DeJesus, Port Director
Steven A. Herum, Port Counsel



CITY OF STOCKTON

COMMUNITY DEVELOPMENT DEPARTMENT

Permit Center • 345 N El Dorado Street • Stockton, CA 95202 • (209) 937-8444 • Fax (209) 937-8893
www.stocktonca.gov

12/18/2023

A.G. Spanos Construction, Inc.
Attn: Rosie A. Ruppel, General Counsel
1341 West Robinhood Drive, Suite B-5
Stockton, CA 95207

2023 ANNUAL DEVELOPMENT AGREEMENT REVIEW: DELTA COVE (P21-1098)

Per State Law, Stockton Municipal Code (SMC) 15.128.110.D (Period Review), and the terms of the Development Agreement (DA) listed above, it is the duty of the applicant and/or the successor(s)-in-interest to provide evidence of good faith compliance with the agreement. This letter serves as notice to submit a periodic review (at least once every 12 months) and update the progress of the terms in the Development Agreement.

Your project DA compliance report must be submitted to Matt Diaz, Advanced Planning Manager, by email or mailed to Community Development Department, Attn: Matt Diaz, 345 North El Dorado Street, Stockton, CA 95202. Once all compliance reports are submitted, City staff will present a status and compliance report for all active DAs to the Stockton Planning Commission for a compliance determination per SMC 15.128.110.C.

If you are no longer the current "Landowner" and have conveyed your interest, please provide the City with a copy of the recorded Assignment and Assumption Agreement, or else the City will continue to hold you responsible for the terms of the Development Agreement.

If you have any questions, don't hesitate to get in touch with Matt Diaz, Advanced Planning Manager, at 209-937-8598 or matt.diaz@stocktonca.gov.

Matt Diaz, AICP
Advanced Planning Manager

To date, a formal response has not been submitted.



CITY OF STOCKTON

COMMUNITY DEVELOPMENT DEPARTMENT

Permit Center • 345 N El Dorado Street • Stockton, CA 95202 • (209) 937-8444 • Fax (209) 937-8893
www.stocktonca.gov

12/18/2023

Greenlaw Development, LLC
Attn: Rob Mitchell
18301 Von Karman Avenue, Suite 301
Irvine, CA 92612

2023 ANNUAL DEVELOPMENT AGREEMENT REVIEW: MARIPOSA INDUSTRIAL PROJECT (P20-0805)

Per State Law, Stockton Municipal Code (SMC) 15.128.110.D (Period Review), and the terms of the Development Agreement (DA) listed above, it is the duty of the applicant and/or the successor(s)-in-interest to provide evidence of good faith compliance with the agreement. This letter serves as notice to submit a periodic review (at least once every 12 months) and update the progress of the terms in the Development Agreement.

Your project DA compliance report must be submitted to Matt Diaz, Advanced Planning Manager, by email or mailed to Community Development Department, Attn: Matt Diaz, 345 North El Dorado Street, Stockton, CA 95202. Once all compliance reports are submitted, City staff will present a status and compliance report for all active DAs to the Stockton Planning Commission for a compliance determination per SMC 15.128.110.C.

If you are no longer the current "Landowner" and have conveyed your interest, please provide the City with a copy of the recorded Assignment and Assumption Agreement, or else the City will continue to hold you responsible for the terms of the Development Agreement.

If you have any questions, don't hesitate to get in touch with Matt Diaz, Advanced Planning Manager, at 209-937-8598 or matt.diaz@stocktonca.gov.

Matt Diaz, AICP
Advanced Planning Manager



July 14, 2023

345 N. El Dorado Street
Stockton, CA 95202
Attention: Rodrigo Flores

RE: Mitigation Monitoring and Reporting Program 4091-500

To Whom It May Concern:

In reference to the Mitigation Monitoring and Reporting Program outlined in the Fullfillment Center Construction project as Mariposa Industrial Park in Stockton, CA (refer to permit # BP22-11832 & BP22-11833) drawings dated 4-19-23. Greenlaw Partners agrees to comply (or already has complied) with the following items:

AG-1, Ag Mitigation Fee, will be paid with grading permit
AIR 1, 9510: will comply prior to issuance of grading permit
AIR 28, Tenant lease agreements: will comply as appropriate
AIR 29, Fair share payment: payment complete
BIO 1, SJMSCP: coverage obtained, mitigation payment made
BIO 2, Wetlands: delineation underway, will be complete to construction is affected area
BIO 3, Permits for North Littlejohns Creek: permitting underway
BIO 4, Permits for filling wetlands: permits underway
HAZ 2, Hazardous Materials: will assure compliance if applicable
PSR 2, Fire CFD: City taking lead on forming CFD, project will participate as required in Development Agreement
TRANS 1, 2 & 3, fair share payment: payments made
TRANS 2, employer vanpool: will implement as applicable
TRANS 3, SJVAPCD 9410: will implement as applicable

Sincerely,

A handwritten signature in black ink, appearing to read 'Rob Mitchell', is written over a light gray grid background.

Rob Mitchell
Greenlaw Development, LLC



2608 SE J Street
Bentonville, AR 72716-5520
www.walmart.com

Date: August 8, 2023

345N. El Dorado Street,
Stockton, CA 95202
Attention: Rodrigo Flores

Re: Mitigation Monitoring and Reporting Program 4091-500

To Whom It May Concern,

In reference to the Mitigation Monitoring & Reporting Program outlined in the Fulfillment Center Construction project at Mariposa Industrial Park in Stockton CA (Refer to Permit # BP22-11832 & BP22-11833) Drawings dated 04.19.2023. Walmart agrees to comply (or already has complied) with the following items:

5.0 AGRICULTURE

- AG-1: Agricultural Land Mitigation Fee

6.0 AIR QUALITY

- AIR-8: Operational Dust Control Plan (*9510 Project Operations*)
- AIR-9: Employer Trip Reduction Implementation Plan (*ETRIP*)
- AIR-10: SJVAPCD Rule 4101 Air Contaminants (*VERA decision*)
- AIR-12: Photovoltaic System (*80% of rated power for 20 years*)
- AIR-13: Emission Standards for Heavy-Duty Trucks
- AIR-14: Zero Emission Vehicles – “Clean Fleet” Class 2 through 6
- AIR-15: Demonstrate Compliance with Clean Fleet Requirements
- AIR-16: Condition of Approved Compliance Report
- AIR-17: Zero Emission Forklifts
- AIR-18: Truck Idling Restrictions
- AIR-19: Electric Truck Charging
- AIR-20: Project Operations – Food Services
- AIR-21: Project Operations – Employee Trip Reduction
- AIR-22: Yard Sweeping
- AIR-23: Diesel Generators (*Emergency Only & CARB Compliant*)
- AIR-24: Truck Emission Control (*CARB compliant*)
- AIR-25: SmartWay Program
- AIR-28: Tenant Lease Agreements (*MMRP compliance*)
- AIR-29: Fair Share Costs Payment

8.0 CULTURAL RESOURCES

- CULT-1: Archeological & Tribal Cultural Resources – Field Surveys
- CULT-2-1: Human Remains Discovery – Reporting Requirements
- CULT-2-2: City of Stockton Municipal Code Section 13.36.050 Compliance
- CULT-2-3: Resource Discovery – Community Development Department Notification

11.0 HAZARDS

- HAZ-1: Hazardous Materials Business Plan

14. NOISE

- NOISE-3: Noise Wall Requirements



15. PUBLIC SERVICES & RECREATION

- PSR-2: Fire Station – Stockton Fire

16. TRANSPORTATION

- TRANS-1-1: Fair Share Costs – 8th St / Farmington Road
- TRANS-1-2: Fair Share Costs – Mariposa Rd / Carpenter Rd
- TRANS-2-3: Fair Share Costs – Mariposa Rd from SR99 to 8th St / Farmington Road
- TRANS-6-2: Employer-Sponsored Vanpool/Shuttle
- TRANS-6-3: SJCAPCD Rule 9410 (*ETRIP*)

17. UTILITIES AND ENERGY

- UTIL-4-1: Construction & Demolition Waste Diversion

Regards,

A handwritten signature in black ink, appearing to read "Todd Underhill".

Todd Underhill, Walmart Stores, Inc.

2608 SE J Street

Bentonville, AR 72716

todd.underhill@walmart.com

PH: 479-204-0345

THE WHITING-TURNER CONTRACTING COMPANY

ENGINEERS AND CONTRACTORS

CONSTRUCTION MANAGEMENT
GENERAL CONTRACTING
DESIGN-BUILD
SPECIALTY CONTRACTING
PRECONSTRUCTION
BUILDING INFORMATION MODELING
INTEGRATED PROJECT DELIVERY

LIC #311107
3911 SORRENTO VALLEY BLVD., SUITE 100
SAN DIEGO, CALIFORNIA 92121
858-792-0600
www.whiting-turner.com

INSTITUTIONAL
COMMERCIAL
CORPORATE
TECHNOLOGY
INDUSTRIAL/PROCESS
INFRASTRUCTURE
SUSTAINABILITY

August 22nd, 2023

345N. El Dorado Street,
Stockton, CA 95202
Attention: Rodrigo Flores

Re: Mitigation Monitoring and Reporting Program 4091-500

To Whom It May Concern,

In reference to the Mitigation Monitoring & Reporting Program outlined in the Fulfillment Center Construction project at Mariposa Industrial Park in Stockton CA (Refer to Permit # BP22-11832 & BP22-11833) Drawings dated 04.19.2023. The Whiting-Turner Contracting Company agrees to comply with the following items, while actively contracted as a General Contractor on the referenced project:

6.0 AIR QUALITY

- AIR-2: Dust Control Plan Submittal - **Submitted and Approved**
- AIR-4: Dust Control Plan Compliance - **Submitted and Approved**
- AIR-5: Construction Worker Trip Reduction
- AIR-6: Construction Meal Destinations – 9510 Compliance
- AIR-7: Vehicle Exhaust – Regulation VIII Compliance

7.0 BIOLOGY

- BIO-5: Heritage Oak Tree Survey

8.0 CULTURAL RESOURCES

- CULT-1: Archeological & Tribal Cultural Resources – Field Surveys
- CULT-2-1: Human Remains Discovery – Reporting Requirements
- CULT-2-2: City of Stockton Municipal Code Section 13.36.050 Compliance
- CULT-2-3: Resource Discovery – Community Development Department Notification

9.0 GEOLOGY, SOILS, & MINERAL RESOURCES

- GEO-5: Paleontological Resources & Unique Geological Features

10.0 GREENHOUSE GAS EMISSIONS

- GHG-1: Off-Road Vehicles Best Management Practices
- GHG-1/AIR-2: California Air Resource Board's Fueled Fleet Regulations

11.0 HAZARDS

- HAZ-3-4: Airport Hazards – Crane Permit

14. NOISE

- NOISE-4: Hours of Operation – Noise Levels
- NOISE-5: Construction Noise Operations – Noise Levels

Very Truly Yours,

THE WHITING-TURNER CONTRACTING COMPANY



Jovan Petrovic
Vice President
916-439-3394



CITY OF STOCKTON

COMMUNITY DEVELOPMENT DEPARTMENT

Permit Center • 345 N El Dorado Street • Stockton, CA 95202 • (209) 937-8444 • Fax (209) 937-8893
www.stocktonca.gov

1/24/2024

Common Spirit Health
Attention: Senior Vice President
3200 N. Central Avenue
23rd Floor
Phoenix, AZ 65012

2023 ANNUAL DEVELOPMENT AGREEMENT REVIEW: ST. JOSEPH'S MEDICAL CENTER OF STOCKTON (P21-0958)

Per State Law, Stockton Municipal Code (SMC) 15.128.110.D (Period Review), and the terms of the Development Agreement (DA) listed above, it is the duty of the applicant and/or the successor(s)-in-interest to provide evidence of good faith compliance with the agreement. This letter serves as notice to submit a periodic review (at least once every 12 months) and update the progress of the terms in the Development Agreement.

Your project DA compliance report must be submitted to Matt Diaz, Advanced Planning Manager, by email or mailed to Community Development Department, Attn: Matt Diaz, 345 North El Dorado Street, Stockton, CA 95202. Once all compliance reports are submitted, City staff will present a status and compliance report for all active DAs to the Stockton Planning Commission for a compliance determination per SMC 15.128.110.C.

If you are no longer the current "Landowner" and have conveyed your interest, please provide the City with a copy of the recorded Assignment and Assumption Agreement, or else the City will continue to hold you responsible for the terms of the Development Agreement.

If you have any questions, don't hesitate to get in touch with Matt Diaz, Advanced Planning Manager, at 209-937-8598 or matt.diaz@stocktonca.gov.

Matt Diaz, AICP
Advanced Planning Manager

Matt Diaz
Advanced Planning Manager
City of Stockton
Community Development Department
345 Noth El Dorado
Stockton CA 95202

Re: Annual Review of the Development Agreement between the City and the Port City Operating Company, LLC, doing business as St. Joseph's Medical Center of Stockton

Dear Mr. Diaz:

We are pleased to submit this first annual review of the Development Agreement (henceforth the "Agreement") noted above demonstrating compliance with the terms and conditions of the Agreement by St. Joseph's Medical Center (henceforth "SJMC"). The effective date of the Agreement is noted on the front page of the recorded document as October 26, 2023, and was recorded with the County Recorder on November 14, 2023. In the intervening three and a half months since the effective date no construction activities have been initiated. A review of the terms by article of the Agreement is presented below.

1. Articles 1 – 4: these articles address definitions (Article 1); administrative matters such as representations and warranties (Article 2); effective date and term (Article 3); development of the property, including vested rights and the application of city regulations (Article 4). These articles do not give rise to questions of compliance.
2. Article 5: Fees, Exactions, and Impact Fees
 - a. 5.1 Impact Fees: "SJMC shall pay when due any and all fees charged by City for impacts from commercial (medical) uses and/or light industrial support buildings (as identified in Exhibit G and referred to collectively as the "Impact Fees") that are in effect as of the Effective Date of this Agreement." (Agreement, page 20).
 - i. No request for such fees has been received as of the date of this writing.
3. Article 6: Financing and Public Improvements (Agreement, pages 22 - 24). No construction activities have commenced as of the date of this writing and as a consequence the terms of this article do not give rise to questions of compliance.
4. Article 7: Development Standards and Requirements
 - a. 7.3 Community Benefit: "...continuing the long-standing history of financial and in-kind contributions to programs and services that support and promote community health,

with special focus on the underserved and vulnerable population of the City and surrounding communities.” (Agreement, page 25)

- i. St. Joseph’s Medical Center continues to provide the financial and in-kind contributions to programs and services to the City and surrounding communities noted in the Agreement.

5. Article 8: Cooperation and Implementation:

- a. 8.3.1 Timely submittal of complete applications: “SJMC shall use its best efforts to (i) provide to the City in a timely manner any and all documents, applications, plans, and other information necessary for the City to carry out its obligations hereunder; and (ii) cause SJMC’s planners, engineers, and all other consultants to provide to the City in a timely manner all such documents, applications, plans and other materials required under Applicable Law.” (Agreement, page 27)
 - i. The Parcel Merger application was submitted to the City on January 4, 2024, and the Tentative Parcel Map Application on January 5, 2024. Both applications are presently under review by the City’s Community Development and Engineering departments.
 - ii. Other than the parcel maps noted immediately above, program and building design efforts by SJMC for the expansion are in progress and documents, plans and other materials are not yet ready for submittal to the City.
- b. 8.4 Mitigation Measures: “SJMC shall comply with the mitigation measures in the MMRP, which reflect the mutually agreed-upon timing of specified improvements and SJMC’s pro rata share of funding, where applicable.” (Agreement, page 28)
 - i. No construction activities have been initiated giving rise to the implementation of mitigation measures or questions related to compliance with the MMRP.

6. Article 9: Third Party Legal Challenge, Indemnity, and Insurance. No construction activities have commenced as of the date of this writing.

7. Article 10: Annual Review

- a. “...the City of Stockton Planning Commission shall review this Agreement and all actions taken pursuant to the terms of this Agreement with respect to the development of the Project every twelve (12 months) at a duly notice public hearing to determine good faith compliance with this Agreement (“Annual Review”). Specifically, the Annual Review shall be conducted for the purposes of determining faith compliance with the terms and/or conditions of this Agreement, including compliance with mitigation measures in the MMRP. Each Annual Review shall also document the status of Project development. (Agreement, page 31)
 - i. This submittal demonstrates SJMC’s good faith compliance with this article of the Agreement, acknowledging that the Agreement has been in effect for slightly more than three months as of the date of this writing.

8. Articles 11 – 15: these articles address mortgagee protection (Article 11); amendments to the Agreement (Article 12), assignment (Article 13); default, remedies and termination (Article 14); and miscellaneous provisions (Article 15). These articles, as with Articles 1 – 4 noted above, do not give rise to questions of compliance.

St. Joseph's Medical Center looks forward to continuing to work with the City as the expansion project evolves over time. Please contact me if you have any questions or need additional information.

Sincerely,



Michael Williams

Chief Operating Officer

Cc: Don Wiley, President and CEO of St. Joseph's

Lori Asuncion, City Attorney

Nicole Moore, City Contract Planner

Martha Lofgren, Brewer Lofgren LLP