Quay Valley
New Community Application

Preliminary Design Plan

GROW Holdings, LLC
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1. INTRODUCTION

1.1 Quay Valley Vision

Imagine beautiful homes near water, open space, and organic agriculture, with front porches on well-ordered, tree-lined lanes with walkways and bike paths, and an expansive village green with benches and flower beds. At the same time, you see people you know on a first name basis gathering in quaint areas for a cookout, grandparents and grandchildren out on one of the nature trails and families leisurely boating on a local waterway. You spot residents taking a leisurely stroll to the Village Center for morning coffee at one of the Main Street coffee shops or having dinner under the stars at one of the outdoor cafe restaurants along a Lake Promenade. These are typical scenes played out on a daily basis in each of several planned villages within Quay Valley.

Imagine, too, a place of excitement and fun where residents can go to learn, to shop, to play, and to work at thousands of new jobs generated across the entire business spectrum, all within walking and biking distance of the community. Quay Valley is envisioned as a place offering something for everyone in the family: entertainment, high powered recreation, a university, music, art, nature, shopping, nightlife, theater, and so much more.

The environment is embraced and enhanced in the Quay Valley Master Plan with gardens of solar arrays covering multiple acres generating all the electricity the community needs. Nearby, newly introduced wetlands capture runoff from the streets, roofs and parking lots of the community and naturally cleanse it to recreate wildlife habitat on the shores of the old Tulare Lake. In the town's business parks and innovation centers, 21st century visionaries work to develop and manufacture emerging technologies and products for resource conservation and sustainable energy production — like solar panels, water harvesting, and biofuels converted from the bountiful agricultural products and byproducts of Kings County agriculture into greater energy independence for America.

The founding vision for Quay Valley is to build a model new town for the 21st century — an approximately ±7,500-acre self-sustaining community that seamlessly melds the best qualities of the walkability and convenience of "New Urbanism" with the comfortable traditions of the San Joaquin Valley's small rural towns, while carefully preserving and enhancing the natural surroundings of the area. This foundation of an integrated stewardship process of conservation, protection, enhancement, and regeneration that balances the social, cultural, technical, economic, and environmental needs of the community will make Quay Valley one of the most modern, livable, and environmentally responsible communities in the world. At the same time, it will prove that the California Dream is alive and well in the Central Valley.

1.2 Intent and Purpose

The Quay Valley Preliminary Design Plan (PDP) application is intended to provide an overall description in generalized terms along with related conceptual master plans for a proposed New
Master Planned Community on ±7,500 acres in the County of Kings ("County"). This application requests that the County process a New Community Plan, a Specific Plan application, a General Plan Amendment and Zoning Change, an environmental review process, and related entitlements for the Quay Valley Project ("Project"). The New Community Plan, Specific Plan, and General Plan Amendment will establish specific uses and guidelines for a comprehensive, sensitively designed, master planned community.

GROW (Green Renewable Organic and Water) Holdings, LLC is the Project proponent. This application contains urban design principles that apply only to the Project site, and which help in further implementing the objectives, policies, and programs of the County's General Plan.

2.0 PROJECT SITE

2.1 Location

The County of Kings is located in the San Joaquin Valley, approximately 200 miles north of the Los Angeles metropolitan area and 200 miles south of the San Francisco area. The Project site is located within the south central portion of Kings County. Interstate 5 bisects the western portion of the Project site with 1,121 acres on the western side of Interstate 5 and 6,376 acres on the eastern side of Interstate 5. The eastern segment of the Project extends from the Kings/Kern County line north for approximately six miles.

The Project site is designated as AG-40 General Agricultural by the County Zoning Code. It consists of previously disturbed, non-prime farm land, of which approximately 5,530 acres are currently outside the Williamson Act, with the balance of the acreage in the process of non-renewal.

The Property is comprised of the following assessor's parcel numbers:

<table>
<thead>
<tr>
<th>Assessor's Parcel Numbers (APNs)</th>
</tr>
</thead>
<tbody>
<tr>
<td>48-26-05</td>
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<tr>
<td>48-27-12</td>
</tr>
<tr>
<td>48-28-03</td>
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<tr>
<td>48-28-22</td>
</tr>
</tbody>
</table>

Please also see Exhibit 1.1 – Assessor’s Parcel Map
2.2 Surrounding Uses

The Project site is vacant and has been utilized most recently for grazing cattle. The neighboring properties to the north, south and east are primarily fallow agricultural land. Portions of the neighboring properties to the east lie within the former Tulare Lakebed and are occasionally flooded in wet years by the farmers in the area to provide for water storage. The neighboring properties to the west consist of fallow agricultural land, with some scattered acreage utilized for growing and cultivating almonds and pistachios.

Please also see Exhibit 1.2 – Vicinity Map

2.3 Regional Considerations

Regional access to the Project site is available from Interstate 5. The planning for Quay Valley will be integrated with, and directly assist in implementing, the regional growth management plans and policies of the County. The regional planning principles which will guide the development of Quay Valley are:

- Land use decisions should be made in the context of all other existing and approved area land uses so as to expand and not duplicate the range of available public facilities and residential, commercial, and employment opportunities.
- The determination of areas for development and areas for conservation should be made in the context of ongoing regional habitat and open space programs.
- The mix of land uses within Quay Valley should respond to most daily needs of residents and reduce required trips on regional roads.
- The residential development program should contain a variety of unit types, densities, and prices to provide a broad range of housing opportunities for County residents.
- Surrounding farmland and agricultural production should be acknowledged and respected.

Please also see Exhibit 1.3, Regional Context Map

2.4 Site Planning Considerations

- Interstate 5 runs in a northwest-southeast direction and provides approximately five miles of frontage for the Project site.
- The 100-year floodplain impacts the Specific Plan Area in the northern portion of the project, and in the southeastern portion of the project adjacent to the Tulare Lake basin.
- A major three-tower, 500 kV and 230 kV section of the state’s power grid runs parallel to Interstate 5 on the east side in a northwest-southeast direction from the
Kings/Kern County line for approximately five miles. The easement for all three towers is 342.5 feet wide.

- A single tower 230 kV portion of the power grid runs in an east-west direction across the Project site and Interstate 5 at approximately three and one-half miles north of the Kings/Kern County line. This easement is 75 feet in width.
- Two active Pacific Gas & Electric natural gas pipeline easements run parallel to the east side of Interstate 5 north from the Kings/Kern County line. These easements are typically 15 feet in width.
- A Shell Oil Company oil pipeline easement runs parallel to the east side of Interstate 5 north from the Kings/Kern County line. These easements are typically 15 feet in width.
- Three new Interstate 5 interchanges are planned to be constructed to provide direct access to the Project.

### 3. PROPOSED LAND USE

#### 3.1 Integration of Uses

A comprehensive Land Use Plan has been prepared that provides an overall vision and guide for the ultimate development of the Project site, and is designed to accommodate land use flexibility in a well-balanced community setting. It provides for a diverse, integrated mix of planned residential, commercial, light industrial, and natural uses, including: low, medium, and high density housing; state-of-the-art schools, police and fire department facilities, churches, and recreation complex; community, senior citizen, civic, and cultural centers; destination entertainment/retail, village commercial, medical facilities, offices, university, and mixed-use town center with a Main Street concept; agricultural production/processing, warehouse distribution facilities, and truck stop; regional, community, and local parks, plazas, open space, lakes, rivers, ecosystems, and native habitats.

#### 3.2 Land Use Objectives

The Conceptual Land Use Plan for the Project has been planned with the following goals in mind:

- Create a Master Planned Community that embraces Smart Growth, including New Urbanism / New Ruralism, Sustainability, Green Building and Green Infrastructure principles.
- Provide a framework that responds to the physical and market-driven aspects of the Project opportunities.
- Create a cohesive identity for the Project area.
- Unify the Project area through implementation of a strong landscape and architectural design program.
• Transform the Project into an aesthetic living environment.
• Provide for a diverse range of housing opportunities responsive to local needs.
• Provide for on-site retail/commercial/entertainment opportunities with "People Gathering Places" integrated.
• Provide a convenient, safe and aesthetic pedestrian circulation network.
• Create the most efficient, cutting-edge “One Water” system possible that connects and utilizes all available water in the most sustainable manner.
• Provide for advanced storm water management for the Project.
• Incorporate a water quality treatment plan and storm water management and distribution system that can serve as an amenity to the community.
• Provide for on-site state-of-the-art sewage, water treatment, water storage and water reuse facilities.
• Provide a comprehensive development approach that ensures adequate infrastructure is in place as each planning area comes online.
• “Future proof” the infrastructure to provide a platform for future updates and help avoid obsolescence.
• Create consolidated, connected open space systems that provide for conservation, mitigation, recreation and enhancement of indigenous environmental systems.
• Cluster development in order to minimize infrastructure impact and costs, and to maximize diversity of housing types.
• Create a self-sufficient community where daily needs can be met.
• Minimize the need for vehicle trips and vehicle miles travelled (VMT).
• Provide for a fine-grained street network to avoid future traffic congestion within and outside of Quay Valley.
• Provide the highest level of safety for residents and visitors alike.
• Maximize opportunities for physical activity.
• Emphasize a social network within the community.

Please also see Exhibit 1.4 — Conceptual Land Use Plan

3.3 Main Components

There are five main Land Use components to the Project:

1. A world-class Sustainable Community that will be home to over 75,000 permanent residents in 25,000 dwelling units, and will become a global showcase for sustainable energy, conservation, and pollution reduction for a higher quality of life.
2. A high energy, family-oriented Entertainment Destination featuring exciting and unique destination retail, themed resort hotels, museums, action sports complex, waterpark, gardens, convention hotel and facilities, cafes and restaurants, and other distinct attractions.
3. Economic drivers to provide a significant job base and create employment self-sufficiency, including such uses as Office and Business Park, Innovation Clusters, Distribution Hubs, Industrial, Retail Hospitality, Entertainment, Service, Tech, Manufacturing, Research Park, Educational Institutions, and Highway Commercial.

4. Sustainable Permanent Agriculture integrated into and overlapping with areas for wildlife and habitat management as well as areas for passive recreation.

5. An embrace of the environment that will feature recreational waterways, wooded areas, walkways, and nature strolls, and will reintroduce habitat and species indigenous to the area.

3.4 Description of Uses

Please see Exhibit 1.5 – Statistical Land Use Table

**Residential**

The Residential Village areas consist of low density, medium density and high density residential development, which offer a diverse mix of housing types and centralized commercial/civic nodes in the form of village centers. Each village will be unique and will consist of a cluster of individual neighborhoods oriented around a major urban activity (such as a lake, recreation facility, sports field, community park, or open space).

Large front porches, classic architectural styles, mature landscaping, and extensive amenities will be featured in the Project. Each neighborhood will be linked by greenbelts and pedestrian walkways to closely integrated services. We refer to this as the "Lifestyle Trail System." Energy efficient, environmentally-responsible shuttles will be provided for the use of all residents and visitors, reducing vehicular traffic in the neighborhoods.

Vibrant Village Centers will be located within walking distance of each Residential Village and will typically provide convenience retail and service establishments including supermarkets, gas stations, drug stores, hair salons, and cleaners.

**Neighborhoods**

The neighborhood is the basic building block of each village within the community. The planning for Quay Valley will focus on the creation of interrelated residential neighborhoods, each of which contain appropriate housing unit types and provide a walkable environment to local facilities and services. The principles that will guide development of the neighborhoods are as follows:

- Local facilities such as parks, water features, and open space should be proximate to neighborhood residents.
- Neighborhoods should be connected by access throughout the community.
• Streets will be designed as shaded walkable connectors, and the neighborhood street system should balance the needs of vehicular travel with pedestrians, bicycles, and landscaping, and contribute to the character of the community.
• The design of pedestrian and bicycle facilities should emphasize safety and convenience.
• Where possible, the street network should provide multiple ways through the neighborhood to distribute traffic and reduce traffic volume.
• Neighborhoods should contain a mix of residential unit types and a variety of architectural styles.
• Most residential units should orient to a public street system. The sense of community and continuity is enhanced when gated or private residential enclaves are not a major feature of the neighborhood.
• Each neighborhood should have a discernable center for shared community activities. This is often a square or a green or a memorable street corner.
• Encourage social interaction and a mix of ages, uses and lifestyles.
• Provide for housing affordability.
• Traffic calming features within the major collector road system will reduce vehicle speeds within the neighborhoods.

Town Center

The Town Center ("the Center") is planned as a Main Street concept with approximately 55 acres in the core of the Quay Valley that will be readily accessible from all areas. As a sub-regional service area, it will house the local government facilities and Civic Center, as well as provide a variety of retail, service, cultural, recreational, and entertainment activities. Within the Project itself, all roads and trails will eventually lead to the Town Center, where residents and visitors will be provided a variety of vibrant, colorful "people place" experiences. Both daytime and nighttime activity is ensured by the close proximity of residences to the Town Center, making it one of the most exciting components of the land use concept. It is envisioned as an eclectic, people-oriented gathering space that is used for living, work, play, dining, shopping, and entertainment.

Mixed Use

The mixed use components of Quay Valley include a vibrant Town Center designed with a Main Street concept, a University Research Park, and two defined Mixed Use areas. The Town Center of Quay Valley blends the project's highest traffic location with a mixed use Main Street setting that offers a range of uses from retail, offices, service businesses, high density residential, public services, and institutional facilities. Mixed use opportunities will allow for mixed income housing in denser areas. Our planning and development strategy incorporates the affordability goals of Kings County as specified in the General Plan. The objectives for incorporating mixed uses into our Land Use Plan are to:
• Allow a mixture of complimentary land use types, which include high density housing, retail, offices, personal services, and civic uses to encourage linking of trips.
• Promote transit-supportive development which is relatively dense, mixed use, and designed for the safety and convenience of pedestrians.
• Encourage street activity to support retail businesses.
• Provide flexibility in land use standards to anticipate changes in the marketplace.
• Reinforce streets as public spaces, and encourage pedestrian and bicycle travel.
• Provide a transition between high traffic streets (e.g., corridors) and residential neighborhoods.
• Encourage land uses which are characteristic of Main Streets and pedestrian districts.
• Encourage efficient site utilization including increased building heights, reduced yard setbacks, and alternatives to surface parking (e.g., structured and shared parking).
• Create walkable districts.

**Open Space / Waterways**

The Open Space component consists of Naturalized Open Space, Reservoirs, an Aqueduct, Managed Recreational Waterways, Lakes, Parks, Recreational Open Space, and Agricultural property. The Waterways are multipurpose facilities which provide for recreation, water distribution, and drainage, while supporting the eco-system and water quality objectives of Quay Valley.

**Office Parks, Business Campuses, and Innovation Clusters**

The office and business facilities envisioned for the Master Plan will consist of modern, green, and multifunctional office buildings utilizing state-of-the-art technology and energy efficiency. Implementation of the design guidelines will ensure that the office buildings are of the highest quality, are energy-progressive, and are of the most advanced green design. Integration of solar power and heating systems, extensive water-efficient landscaping, screened parking, quality materials, and controlled environmental design will create added value for the project.

**University Research Park**

An approximately 100-acre mixed use University Research Park is planned near the Town Center for use by institutions of higher education as a satellite campus and research facilities, or for research and development office space. The location of the University Research Park site offers its tenants the opportunity to live and shop within walking and biking distance of their place of schooling and employment. Potential uses for development within the University Research Park could include state university facilities, a community college, a private university, research and administrative office facilities associated with educational uses, and research and development labs and facilities.
Destination Commercial / Entertainment / Retail

One significant economic driver is an Entertainment / Highway Commercial district consisting of approximately 1,900 acres straddling three miles of Interstate 5. The vision for this area includes a high energy destination retail center, themed resort hotels, a convention center, regional sports facilities, gated attractions, and highway commercial. High- and mid-quality hotels will support the entertainment components of the project, serve I-5 travelers, and provide lodging and meeting facilities for Quay Valley's business, industrial, commercial, and office uses, helping to assure the success of each function.

With frontage on Interstate 5, the Highway Commercial districts are planned in several locations to provide for dining and refueling for drivers traveling through the Central Valley.

Industrial and Manufacturing

In the southern portion of the Project, a warehouse distribution area, truck stops, industrial, and light manufacturing are planned to accommodate the significant amount of truck traffic on Interstate 5. Server farms and other commercial facilities will help support the job base anticipated to be created in the community. Access to this area will be via a new Interstate 5 interchange to be designed and built at the Kings/Kern County line.

4. PLANNING AND CONCEPTUAL MASTER PLANS

The planning for Quay Valley is grounded in the principles of smart growth, sustainability, green building, environmental responsibility, and New Urbanism, combined with the rural traditions of California's Central Valley to create a new development concept: "New Ruralism." Simply put, the goal is to create a community that not only enhances the quality of life for people today, but also ensures that the needs of future generations can be met. It is a commonsense approach based on the understanding that sensibly meeting the San Joaquin Valley's expected population growth will require the careful planning and creation of entirely new towns, and that those towns must be self-sustaining, providing for the long-term viability of the community's natural resources and its social and economic systems.

The way we design and build Quay Valley must focus on principles of sustainability: the use of the sun as a primary source of energy; the conservation and multiple reuse of potable and rain water; the configuration of uses on the land that minimizes the use of fossil fuel and time-consuming automobile travel; the reduction of waste in both product and time; the creation of a vibrant job base sufficient to support residents; and the development of a sense of community, social interaction, and place. The development of Quay Valley is an attempt to demonstrate our ability to accomplish these broad goals. Specific performance targets relating to these goals will be developed and enumerated in the Specific Plan for this Project.
Education is at the core of all our sustainability efforts at Quay Valley. The reason is simple: sustainability is a cross-generational community vision, not an objective that can simply be completed and forgotten. It must evolve and grow into a community mindset and culture and, ultimately, a way of life.

By creating, engineering, and embedding new sustainability practices into the core of the community, and by educating and sharing information about the benefits of sustainability practices, people will be better able to understand how these efforts impact their day-to-day lives at Quay Valley and why these efforts are worth continuing.

One of the goals is to create an international model for how a development can enrich an existing landscape and create a new town that is economically viable. The vision is an integrated stewardship process of conservation, protection, enhancement, and regeneration that balances the social, economic, and environmental needs of the community.

### 4.1 Community Master Plan

The “Community Based” planning is informed by the following organizing principles:

1. **Smart Growth Principles**: To attain the highest quality of livability, the planning requires walkable neighborhoods, integrated land uses, transportation choices, protection and integration of natural resources, housing choices, and a sense of place.
2. **Rural character and farming traditions**: We will maintain the rural traditions of the area by incorporating older out buildings into our landscape designs where practical, and embedding permanent agriculture into the very DNA of the town.
3. **Green design**: All buildings and infrastructure shall adhere to the strictest allowable green design standards, which will help define and engender a continual ongoing awareness of the environmental character of the town.
4. **Small town atmosphere**: Traditional neighborhood design around a community town center will be the foundation of a land plan that celebrates the small town lifestyle.
5. **Natural environment**: We will respect the natural environment and enhance it where possible with soft edges and the reintegration of indigenous habitat and species.
6. **Traditional homes**: We will encourage the design and construction of homes that are comfortable and long-lasting; homes that will use energy and resources efficiently and responsibly.
7. **Quality of life and healthy living**: We have set aside, and will care for, large and diverse areas for outdoor living and recreation.
8. **Education**: We believe quality education starts at home, and we will support neighborhood schools and lifelong learning opportunities.
9. **Diversity**: We will offer a variety of homes so that people of all ages, incomes, and backgrounds can live at Quay Valley.
10. **Value and values**: We will create a community that will provide enrichment, enjoyment, and value for many generations to come; a place where you will be proud to watch your grandchildren grow up.

4.2 **Sustainability Master Plan**

Imagine a place where every day the air is cleaner, the water is purer, the people are healthier, life is more abundant and we are enriched by the culture. The planning commitments to sustainability objectives are as follows:

**To ensure a sustainable environment, we will:**

- Aim to produce more energy from renewable resources than we consume, with renewable energy as the mandatory primary energy source.
- Provide for a “One Water” program consisting of a water treatment and recycling system that minimizes potable water requirements for municipal and industrial (M&I) uses through the use of non-potable water, such as reclaimed water, gray water, and rainwater harvesting and storage.
- Create more biodiversity and habitat than existed when we started.
- Significantly reduce the consumption and reliance on fossil fuels by the introduction of alternative fuel and green transportation choices.
- Reduce building energy demands with passive and active alternative energy and solar uses, including photovoltaic or other solar thermal options, and efficient design and construction techniques.
- Improve air quality by reducing auto dependence through a circulation plan that promotes walking, biking, and community electric shuttles or other alternative energy-saving transportation methods.

**To improve sustainable social welfare, we will:**

- Implement an Affordable Housing Strategy to ensure that people who work in Quay Valley are able to afford to live in the area.
- Price a significant number of dwelling units to allow for low and moderate income households to meet Kings County's Affordable Housing Criteria.
- Create high levels of safety and community wellbeing.
- Support the development of a full service medical center in Quay Valley.
- Provide for state-of-the-art educational facilities in Quay Valley.
- Form a Community Activities Services Organization to promote and organize community activities within Quay Valley.
To ensure sustainable economic growth, we will:

- Plan for a healthy jobs/housing balance to help reduce the number of residents having to leave the community for their livelihood.
- Create a significant employment base in Quay Valley, estimated to be over 30,000 jobs.
- Enhance the local economy through responsible tourism and the promotion of new business development.
- Build a successful community with a solid, self-supporting economic base.

4.3 Open Space Master Plan

Conservation, protection, and enhancement of environmental resources is a principle feature of Quay Valley. The eco-planning principles are as follows:

- On-site natural open space areas will be extensions of regional systems and be sized to maintain viable habitat areas and functional corridors.
- Historically indigenous habitat and species will be reintroduced into the open spaces and waterways.
- Appropriate brush management areas will be established between developed and designated open space areas.
- Trails through natural areas may be provided if consistent with maintaining the habitat value of the native open space.
- Improved parks, recreation, and open space areas will be planned to complement natural open space areas and extend open space into the developed area of the community as defining elements.
- Views from and through the community to the natural open space areas will be part of neighborhood site planning.

4.4 Jobs Master Plan

A strong employment base will make it possible for many Quay Valley residents to live, learn, work, shop, and play in their new hometown. It is anticipated that there will be in excess of 30,000 permanent new jobs of all types created as a result of the Project. The developers will coordinate with local community colleges, such as West Hills, as well as nearby universities and the Kings County Economic Development Corporation to participate in “green collar” and other job training programs.

"Commuting" will take on a new meaning, as alternative modes of transportation such as bike trails, a transportation aqueduct, and energy-efficient buses will be made available for residents to commute to their jobs within the community. In addition to these, the community will be well positioned to take advantage of the fastest growing portion of the workforce: telecommuters.
The office parks, like the Quay Valley community at large, will feature state-of-the-art integrated fiber optic networks, high speed internet access, and reliable power supplies. Energy efficiency, the latest technology and telecommunication systems, and a desirable public environment will make Quay Valley an attractive business address for a wide variety of workers and companies, both regional and national.

4.5 Public Facilities Master Plan

We place a major emphasis on education at all levels of learning, and on advanced safety and security features throughout the community. A new town of this size will provide the opportunity for the careful placement of schools, libraries, fire and police stations to accommodate the growth and needs of the community.

Public facilities and services will be provided parallel with development so that facilities are in place to meet the needs of residents at each phase of Quay Valley’s development. The physical location of key facilities will be closely coordinated with the overall Quay Valley phasing to assure construction of facilities in a timely and efficient manner.

Both New Urbanism and New Ruralism planning concepts will be used to integrate these functions into residential communities, allowing safe and easy access for both pedestrians and vehicles. Integrated intranet communications within all buildings throughout the Project will assist in the operation of police facilities, medical emergencies, fire services, libraries, and civic center activities, and help assure the highest level of safety and wellbeing for the community.

4.6 Public Facilities Administration Master Plan

An Urban Services Plan will be provided as a component of the Specific Plan. Maintenance of public infrastructure improvements is also included in this plan. It is anticipated that the initial delivery of many urban services will be administered by a Community Services District (CSD). These services will initially be administered by the Board of Supervisors of Kings County until a CSD Board is elected.

As the Specific Plan area develops, it will incorporate. Upon incorporation, the responsibility for providing certain services may transfer from the CSD to the newly incorporated city, with the exception of human services that are mandated by the State to be administered by a County.

Properties will be required to annex into an existing CSD and/or any special districts established for maintenance of certain facilities that provide special benefit to the Plan area, such as a Sewer Maintenance District, prior to receiving said services. Such facilities may include landscape corridors and medians, open space areas, trails, bike paths, drainage, detention and retention facilities, storm water quality treatment facilities, and parks.
4.7 Community Services District (CSD)

The law allows residents of an unincorporated area to initiate the formation of a Community Services District (also referred to as “CSD”). A CSD is authorized to provide a wide variety of services, including water, garbage collection, wastewater management, security, fire protection, public recreation, street lighting, mosquito abatement, conversion of overhead utilities to underground, library services, ambulance services, and graffiti abatement. A CSD may span unincorporated areas of multiple cities and/or counties. A CSD may issue bonds or form an improvement district for the purpose of issuing bonds, as any City or County might do. Any bond issuance or other long-term debt will require a two-thirds majority approval of registered voters residing within the CSD.

Formation of a CSD is initiated by a petition of registered voters or by adoption of a resolution at the county level. A CSD cannot be formed without a two-thirds majority vote of residents living within the proposed boundaries. Once approved, the CSD will take over functions previously operated by the county. Provision of any new services requires a majority vote of the registered voters in the CSD.

When a CSD exists, a portion of the property owner’s taxes will go to the CSD to pay for the services provided. Taxes are calculated upon assessed value of the land and improvements and placed on the property tax bill. CSDs are limited to a maximum tax levy of 1% of assessed valuation unless a majority vote authorizes it to exceed that limit. Additionally, a CSD may levy taxes in excess of 1% to pay debt service on general obligation bonds that were previously approved by a majority vote.

The Quay Valley Specific Plan Area is in the unincorporated part of Kings County and not within any city's sphere of influence. The formation of the CSD will need approval from the Local Area Formation Committee (LAFCO). The Kings County Board of Supervisors has the option to become the Initial Board of Directors until a new CSD Board is elected. When the CSD formation is approved and finalized, an election of residents within the CSD will be held to form the new CSD Board. The suggested method to elect the directors is to establish a "landowner voting district".

4.8 Schools Master Plan

The Quay Valley Specific Plan area is within the jurisdiction of the Reef-Sunset School District. The applicant proposes to de-annex the Specific Plan Area from the Reef-Sunset School District and reorganize the territory to create a new Charter unified school district to serve Quay Valley. Estimated student population projections for grades K-12 are approximately 14,500 students.

School-age children living within the Specific Plan area will attend the New School District’s (NSD) designated attendance area schools or may attend private schools. Although private schools are not publicly owned, operated or funded, they are considered a quasi-public facility and provide an important service to the community.
The educational component of Quay Valley is an integral part of the overall vision of the model urban community. The creation of Quay Valley as an urban community dictates that new models for education also be addressed. As the community grows, it is paramount that its educational components grow in a manner reflecting its needs.

The educational goals for Quay Valley address the size of schools and the number of students per school. The Quay Valley educational standards are to have a maximum of 600 students in elementary schools (grades K-6), 1,000 students in middle schools (grades 7-8) and 2,000 students in high schools (grades 9-12). The sizing of schools is based on the objective of retaining small schools that promote better student and faculty relationships and allow for ease of student interaction.

The size of school sites has taken into consideration the State Guidelines for classrooms, fields and open space areas. Accessibility to schools beyond the reliance on private automobiles is also a key element in the design and location of schools.

**Elementary Schools (K-6)**

Based upon the Quay Valley objective that Charter Elementary Schools house a maximum of 600 students, fifteen elementary school sites are planned. They are sited within each neighborhood to enable and encourage students to walk to school in a safe and pedestrian-friendly environment. Each school site is planned as a twelve acre site. Joint use of parks adjacent to school sites are planned to be utilized by the schools and Quay Valley residents. Resident use of the fields as public parks will be limited to after-school periods, including evenings and weekends when the schools are not using the parks.

**Middle Schools (7-8)**

The Quay Valley Specific Plan incorporates two Charter Middle Schools which would each be on twenty-two acre sites. These schools are planned for a maximum student population of 1,000 students. The siting of the schools locates them in close proximity to Quay Valley residential neighborhoods so that pedestrian access is convenient, safe and within close proximity to the town’s transit system. Providing opportunities for use of public transit or walking to school helps reverse the negative trend of parents dropping students off at schools, and encourages more physical exercise among the student population. The middle schools are envisioned to be located adjacent to park areas to conserve land responding to the Quay Valley goal to provide more open space for the Quay Valley community.

Parks adjacent to the two middle schools will be used jointly by the NSD and Quay Valley residents. In order to provide greater opportunities for use by the public during evening hours and weekends, these fields would be lighted and maintained by the Quay Valley Community Services District.
High Schools (9-12)

The Quay Valley Specific Plan has provided sites for two Charter High School campuses. The campuses are distributed throughout the Specific Plan area and are designed to create a major civic focus for the town.

Quay Valley’s educational program goal for high school capacity is to limit the student population of each school to approximately 2,000 students. To address these goals for school size, while still meeting the objective of using high school sites to create civic focal points for the community, the high schools are planned to be separate full curriculum schools on campuses of 50 acres each. Each high school is planned to be equipped with the latest technology and will provide specialty laboratories, a gymnasium, an auditorium, and a library. The schools are planned to meet the State’s Guidelines for classrooms and facilities. The sites will be conveniently located near the Quay Valley transit system and are easily accessible by bicycle and walking.

Private Education

The Quay Valley Specific Plan does not propose designating sites for private K-12 schools; however private schools are welcome and could be accommodated within the plan in the future. As part of the site selection for private schools, consideration should be given to the potential impacts associated with the displacement of the underlying land use. This displacement could impact the minimum number of jobs projected and housing units planned for the Quay Valley Specific Plan.

Private College or University

As Quay Valley and the San Joaquin Valley grow and develop over the next several decades, the need for private colleges and universities will increase. The opportunities for such institutions to locate in Quay Valley have been planned for in the Research Science Center area. Private colleges or a university are being encouraged to locate within the urban framework of Quay Valley and to provide the ability for graduating Quay Valley high school students to continue their education within the community.

California State University System

Opportunities for provision of higher education in Quay Valley are feasible with the possible location of a satellite campus of an existing California State University within Quay Valley. If any of the state campuses deem Quay Valley as an appropriate location for a satellite or branch facility, it will be logical to locate such facility in the University Research Park. The Research Science Center offers the potential for the school to function as a major generator of urban activity within the community.
4.9 Fire Master Plan

Effective fire protection, emergency medical, and law enforcement services require two-way relationships with the community. The unique needs and conditions in the community must be understood and the community must lend support to the various programs and efforts of the Police Department and Fire Department. Quay Valley encourages active participation by the Fire and Police Departments in all facets of community life, including involvement in area business, senior, and youth activities.

Two new fire stations, fire equipment, and personnel to staff the stations will be added within the Quay Valley Specific Plan area to serve the needs of the Quay Valley community. Along with the provision of two new fire stations, a comprehensive fire and emergency medical delivery system will be required. The capital costs of acquiring land, building stations, and providing equipment will also be financed by Quay Valley. Fire protection and emergency medical services will be provided by the Quay Valley Community Services District (QVCSD) under contract with the Kings County Fire Department. Fire Department staffing and equipment will be provided and expanded as needed to meet service standards and to minimize hazards to firefighters and the public, in conformance with a Fire Department Master Plan to be adopted as part of the implementation of the QVCSD. The Fire Department will continue to enhance its capabilities and staffing through the utilization of the most current technological innovations available.

It is a goal of the Quay Valley Specific Plan to incorporate measures that reduce the risk of urban and wildfire hazards to the open space areas within Quay Valley. Fire protection will be ensured through careful treatment of transitions between development and open space areas. This treatment may include a wet, or irrigated, zone and a dry zone with fuel retardant, drought resistant plant species, or mechanically prepared fire breaks incorporating fire lanes, fire trail, and access points.

4.10 Police Master Plan

Law enforcement services will be provided by the QVCSD. Police facilities for Quay Valley will be centered in a headquarters located in the Town Center area. Detention facilities at that location will also be provided. The addition of Police substations will be evaluated as Quay Valley develops and will be added if necessary to maintain public safety within the Quay Valley Specific Plan area. The QVCSD will create an ongoing system to monitor calls for service, analyze crime statistics and resident survey data, and make changes in staffing and patrols to reflect the growing community’s needs.

Community policing has been determined to be an effective deterrent and tool to reduce crime. To promote community policing, each school facility will have an office available for use by the Police Department and the community for policing needs.
4.11 Health Service Facilities Master Plan

The need for a medical facility and hospital is anticipated for the community. The size and scope of these facilities will be determined as the community develops and will be planned in conjunction with service providers in the region. A suitable location for a medical facility is within proximity to the mixed use development areas.

4.12 Water Master Plan

GROW recognizes that water is not a limitless resource, and is creating a comprehensive, sustainable “One Water” management solution to optimize this resource. Our philosophy regarding water is that “We don’t use water, we reuse it.” Aggressive water harvesting, strict mandated building conservation measures, advanced piping and plumbing, appropriate landscaping, significant storage capacity, recreation of managed habitat, and a high level of reuse are some of the components that will help assure the most efficient and effective use of water.

In addition to providing enough water to satisfy the community’s potable water needs, new, cutting-edge techniques will be utilized to reuse highly treated wastewater for irrigation purposes, process water, to replenish potable supplies, and to supplement the flow of the waterways with good quality water. High capacity storage facilities will be created to capture and take advantage of occasional and interruptible water flows. State-of-the-art sewer and water treatment systems will produce treated water to meet or exceed acceptable water quality standards. The design of these facilities is planned to minimize the facility site footprint, be neighbor-friendly, be highly efficient, and look aesthetically pleasing. Ongoing maintenance of these facilities will be provided through the Quay Valley Community Services District (QVCSD).

While community waterways make the dream of waterfront living real and serve as recreational amenities that are universally appealing, they also serve other very important functions in Quay Valley. The waterways and water elements are designed primarily to fulfill critical environmental functions, including water storage, distribution, natural filtration, and flood control, while also providing ecosystems for wildlife and other natural habitat.

Potable Water

As part of the planning and study process, the annual potable and non-potable water requirements to service the needs of the Quay Valley community for each phase and for the entire build-out will be determined and refined. The potable water will be delivered to the development and treated in onsite purification facilities, and the balance of non-potable water will consist of recycled and untreated water. Onsite reclamation facilities will generate recycled water equal to approximately 90% of the potable water used, making it suitable for unrestricted reuse in accordance with California Title 22 requirements.

Water from several sources, including water rights owned by GROW, will provide a secure, uninterruptible water source for potable water needs. Potable sources of water will be conveyed by
pipeline to reservoirs and a water purification plant, where the water will be treated, stored, and distributed for potable residential, commercial, recreational, and educational demands.

**Non-Potable Water**

A major portion of non-potable water will come from onsite water reclamation facilities which will capture and treat wastewater generated from the community. Storm runoff and urban runoff will be additional sources of non-potable water. Storm flows and runoff will be captured and treated in an extensive network of onsite water quality treatment facilities before being reused.

Non-potable water will be delivered to areas of beneficial use by both the Community Waterway and conventional transmission mains. This water will be withdrawn by pump stations located along the length of the waterway and filtered before it enters the non-potable distribution system. A non-potable water storage facility will also be provided west of the freeway for emergency storage capacity.

**Storm Water Management**

Storm water generated within Quay Valley will be treated as a valuable resource. Rather than be diverted and forced into pipes to be rushed off the site, runoff will be gathered in man-made streams, wetlands, lakes, and significant storage facilities situated throughout the open space areas of the community. Native vegetation and natural filtering processes will remove pollutants from runoff, while flood flows will be reduced through the use of naturalized floodplains that mimic the flood control processes found in nature. Open fields and porous parking areas will replace paved asphalt in many areas. Although the storm water facilities at Quay Valley will appear natural, they will incorporate design features to ensure the highest level of storm water treatment possible.

**Flood Control**

Areas of Quay Valley appear within the FEMA 100-year floodplain and are subject to overland flooding during very rare and extreme rainfall events. Flooding is typically shallow, with depths of one to two feet above the nearly level ground surface. A levee system will be constructed in appropriate areas to protect against flooding. Building pads will be protected in those flood zones from the potential of a 100-year flood. A Conditional Letter of Map Revision based on the new levee system will be submitted to FEMA indicating changes to the existing areas which results in modifications to the 100-year floodplain shown in the FIRM.

All rainfall runoff originating within Quay Valley will be directed toward a manmade waterway system. The waterway will be designed with adequate capacity for the 100-year flood volume from Quay Valley. Floodwater captured in the waterway will be preserved for reuse or discharged to the lakebed east of Quay Valley during extreme floods. Flooding by overland flow into Quay Valley will be collected in swales along the perimeter of town. During typical runoff conditions, offsite flows will be conveyed into treatment facilities and transferred to the waterway for reuse.
Waterway System

Public water features, such as the Roman Aqueducts, were designed to create a focal element using the public water system within an urban setting. Like the early fountains of Rome, water infrastructure elements can also serve as “activity nodes and gathering areas.” One of the touchstones of the community is the Quay Valley Community Waterway System that meanders throughout Quay Valley much like a natural river, while serving as a key component of the community’s water quality management plan.

The man-made waterway system planned for Quay Valley will be a unique, natural storage, filtration, and distribution facility for non-potable water. Spanning the length of the Specific Plan area, the waterway will take the appearance of a river and will branch into lakes and other water amenities throughout the community, forming a unique, simple, and efficient water collection and conveyance system. The main waterway will be filled with surface water sources, such as floodwater when available, treated storm water and runoff, and Title 22 recycled water from the water reclamation facilities. Underwater bio-filters, constructed wetlands, and aeration devices will maintain the water quality throughout the waterway system.

The waterways of Quay Valley extend throughout the entire community in a north to south alignment connecting residential areas to commercial centers, job centers, the Town Center, educational facilities, parks, and open space, making access through the community feasible by small craft boats. Recycled water will be used to replenish water lost to evaporation from the waterways and for habitat restoration. The waterway will be connected to re-created and restored wetlands, and will provide the water distribution, filtration and recycling as well as function as flood control basins.

All public water features and facilities shall address the following water guidelines for Quay Valley:

- Street design should reduce runoff generated.
- Water facilities/infrastructure is an important design element of the community.
- Engineering elements shall be designed to enhance the character of the neighborhood.
- End-of-pipe facilities should be designed as part of the urban design.
- Permanent management measures shall be established to provide long-term maintenance/protection for ecosystems.
- Rainwater is a valuable resource.
- Bio-swales and enhanced wetlands should be a preferred approach to treating and managing storm water and irrigation runoff.
- A storm water management program shall be incorporated that utilizes natural processes to treat and clean runoff.
- Flood control facilities should be considered for their inherent potential for open space, natural landscape, and habitat restoration.
Reservoirs

Along with the waterway system, reservoirs will be strategically located within Quay Valley in order to store a significant supply of emergency water. In addition to serving as water storage facilities, these reservoirs are planned to support floating solar photovoltaic electrical generating stations, which will provide electrical power to meet the energy needs of Quay Valley while reducing water evaporation from the reservoirs.

Sewer and Sewage Treatment

Preliminary estimates indicate wastewater production will be greatest near areas of dense residential development and the Town Center. Lower wastewater production will occur in areas of the university research park, industrial and transportation center, and mixed use areas. Open space and parks are the least significant wastewater generators, and have not been considered in wastewater estimates.

New state-of-the-art techniques will be utilized to use highly-treated wastewater for irrigating land, replenishing groundwater supplies, and supplementing the flow of streams with good quality water. A regional bio-solids (municipal sludge) treatment facility will be located near the water reclamation facility.

The Regional Reclamation Facility will have the capacity to process bio-solids from the entire community of Quay Valley. Treated bio-solids will meet federal and state standards for use as a soil amendment for agricultural, silvicultural, horticultural, and land reclamation activities. Treated bio-solids will be trucked from the facility to sites permitted to accept bio-solids for land application or will be disposed of in a landfill. Ongoing maintenance of these facilities will be provided through the Community Services District.

4.13 Transportation Master Plan

Primary access to and from the Project will be via three new Interstate 5 interchanges spaced at approximately two mile increments starting from the south at the Kings/Kern County line. A major parkway will run north from the southern boundary of the Project, around the Town Center, and terminate near the northern boundary of the Project. Two additional major parkways will bisect the project from the western to the eastern boundaries.

The overriding traffic circulation theme is to promote public transit, pedestrian, and bike access in order to minimize the number of car trips within the community. This will be done in a number of ways, including the circulation concept for Quay Valley which will provide a perceivable hierarchy of arterials, collectors, local streets, bike paths, and pedestrian trails. By creating enhanced parkways, distinctive landscape theme elements, and community trails and bikeways, this hierarchy will promote resident orientation and street identity.

Interior circulation will utilize a system of buses, electric shuttles, and other intermodal transportation options. Narrow flow-through streets with roundabouts for traffic calming will
provide direct access to the Village Centers and Office/Business Parks from the residential areas, minimizing travel time and maximizing facility use. Street alignments will also reinforce the community trail connection between residential neighborhoods, the Town Center, the Office/Business Parks, the Entertainment District, the Warehouse Distribution Center, and the parks/open space areas.

The balance of land use and circulation facilities is important to the ultimate quality of life for Quay Valley residents. The intent of the Project circulation system is to balance opportunities for mobility within and throughout the community by incorporating vehicular, bicycle, pedestrian, and future transit provisions to support and encourage a multi-modal transportation system within Quay Valley. Those facilities and design standards will be defined in the Specific Plan.

**4.14 Infrastructure Master Plan**

Quay Valley will be served by a comprehensively-planned infrastructure system that will address the goals of sustainability for the community. Plans for circulation, water, wastewater, drainage, and utilities are designed to meet the needs of the community through development of new off-site and on-site facilities. The proposed infrastructure and public services plan for Quay Valley relies on the use of renewable energy sources to power the community, water recycling programs, and innovative, alternative modes of travel through the community in order to reduce the use of automobiles within the community. As a model of sustainability and wise environmental stewardship, Quay Valley incorporates modern technologies to enhance living conditions for residents and ensure that the same quality of life will carry forward for many generations.

**4.15 Utilities Master Plan – Power/Data/Natural Gas**

Quay Valley lies within the Pacific, Gas, and Electric Company (PG&E) service territory, with the state’s main north/south transmission grid transecting a portion of the site. Studies conducted with PG&E and CAISO have shown that Quay Valley can plug into the overhead 230 kV transmission lines via a substation provided by the developer and ultimately purchased by PG&E. This proximity allows for the two-way flow of electrical power into and out of the community.

Our energy goal is for residents never to have to pay an electric bill as long as they live in Quay Valley. This will be possible under the state’s Net Energy Metering scheme, where excess solar power generated is credited to customers for use when the sun is not shining, effectively “netting out” any generation costs. Solar energy will provide the main source of power for Quay Valley through a “smart” network of rooftop, community, and utility scale solar aggregated into micro and macro grids with accompanying storage capacity whenever possible. Existing power available from PG&E will be utilized in conjunction with solar, storage, and smart grid to provide the balance of electrical power to the community. Two thirty-inch (30") natural gas pipelines currently exist on the Property and run parallel to Interstate 5.
Another defining characteristic of the infrastructure of Quay Valley is the embrace and utilization of the latest technological opportunities that will be incorporated into the core of the community. State-of-the-art fiber optic cable will provide the latest in business, telecommunications, digital entertainment, and other services. Homes will be able to monitor and be monitored remotely by their owners, and will be tied into not only the surrounding community, but some of the greatest information sources available in the world. These utilities will be provided at the time service is necessary through agreements with the private utility companies.

**4.16 Solid Waste and Recycling Master Plan**

Quay Valley will comply with the goals of the Kings County Integrated Waste Management Plan, adopted April 1995 pursuant to requirements of the California Integrated Waste Management Act of 1989 (AB 939), for local agencies to implement source reduction, recycling, and composting activities to reduce solid waste generation by 50 percent by the year 2000. The Quay Valley waste management plan discussed below addresses source reduction and recycling, household hazardous waste, and non-disposal facilities consistent with the Kings County Integrated Waste Management Plan.

The Specific Plan provides for an on-site Materials Recovery Facility (MRF), to be located in the Industrial area at the southern portion of the project. The recycling program will offer curbside residential and commercial pickup. Recyclable items collected at curbside will be sent to the Quay Valley MRF, to be operated by the Community Service District. The solid waste disposal service provider for Quay Valley is Waste Management, Inc. Materials that cannot be recycled or composted will be transported to facilities at the Kettleman Hills Sanitary Landfill, a facility owned and operated by Chem Waste, an affiliate of Waste Management Inc., which is located approximately 15 miles away. Construction activities that are a part of the development of Quay Valley will be required to participate in recycling of construction materials.

**5. FACILITIES FINANCING MASTER PLAN**

The development of the Quay Valley Specific Plan will require a significant investment to install the necessary public facilities and services commonly referred to as "backbone infrastructure" over the twenty or more years of building out the Project. Such infrastructure includes basic streets and underground utilities, but can also include ornamental landscape areas and natural open space, parks, recreation facilities and buildings, schools, police, fire and emergency facilities, and other public facilities.

Construction of public improvements, including all infrastructures which will serve the Quay Valley Specific Plan, will be financed through private and public funding mechanisms as well as self-financed through the creation of a Community Facilities District. Support and maintenance of public
facilities will be provided through a Community Services District, assuring there will be no additional burden to the County’s existing finances or infrastructure, while delivering a high level of service to Quay Valley.

Two common methods of financing the infrastructure that will serve the development are land-secured debt and development impact and capacity fees. In order to feasibly finance infrastructure costs, the Quay Valley Specific Plan financing program will potentially include a combination of these two vehicles. In addition to land secured-debt and impact and capacity fees, a level of direct equity contribution by the developer may be required to cover any funding shortfall once the maximum amount of funding from these mechanisms is reached.

The project developer shall be required, as a condition of approval of any final map, to secure the County’s approval of the financing method proposed for both the development and maintenance of the improvement, if it is to be financed by any means requiring County approval. At this point in time, possible forms of financing include, but are not limited to, the following mechanisms discussed below. In addition to these, other financing options will be considered such as State School Facilities Grants, New Markets Tax Credits, and the California Competes Program, to name a few.

5.1 Quay Valley Financing Plan

The Financing Plan will be submitted to the County Board of Supervisors for approval as a companion document to the Quay Valley Specific Plan. The purpose of the Financing Plan is to describe the financing strategy to fund major Backbone Infrastructure and Public Facilities needed to serve new development in Quay Valley. The Financing Plan accomplishes this strategy by following these steps:

1. Specifying the major Public Facilities to be constructed or acquired in association with the development of the Quay Valley Specific Plan.
2. Identifying funding sources to pay for the Backbone Infrastructure and Public Facilities, including any existing and potential future development impact fee programs or financing districts.
3. Providing information regarding the development timing of Backbone Infrastructure and Public Facilities improvements.
4. Establishing the policy framework for financing the required Backbone Infrastructure and Public Facilities improvements.

5.2 Developer Impact Fee Program

County and other existing impact fee programs may not finance all capital improvements required to serve the Specific Plan Area. New Impact Fee Programs and/or a reimbursement program may be created to finance the balance of road, water, sewer, drainage, detention, open space, parks, and capital facilities.
5.3 Land Secured Debt

A portion of the required public facilities may be required to be constructed prior to major residential development activity proceeding at Quay Valley. This could require lump sum financing through the issuance of debt. Land-secured financing will be a primary component. Funding sources for land secured financing can include the Special Assessment Districts, Mello-Roos Community Facilities Districts, an Enhanced Infrastructure Financing District, Revenue Bonds, and developer funding.

5.4 Special Assessment Districts

Special assessment districts, pursuant to the Municipal Improvement Act of 1913 and the Improvement Bond Act of 1915, as well as facility benefits assessments, provide a proven and tested method of leveraged financing. When this means of financing is employed, a public entity determines an area in which the provision of facilities will benefit real property. This land-secured financing can be used for public improvements that directly benefit those properties which are assessed to pay for the improvements, at no risk to public agencies' general funds. A lien, based upon a benefit formula derived by an assessment engineer, is established against property within a defined area. Municipal bonds, which are retired over a period in installments, or assessments, are secured by liens against the benefiting property, collected with the underlying property tax.

5.5 Mello-Roos Community Facility Districts

One or more Community Facilities Districts (CFDs) may be established to help fund the construction and/or acquisition of backbone infrastructure and facilities in the Specific Plan area. The 1982 Mello-Roos Community Facilities Act enables cities and other entities to establish a CFD to fund various facilities and services. The proceeds from a CFD bond sale can be used for direct funding of improvements, to acquire facilities constructed by the developer, and/or to reimburse developers for advance funding of improvements. The annual special tax can be used toward bond debt service or to build infrastructure as needed. The proceeds of the Mello-Roos special tax can be used for direct funding of facilities and/or to pay off bonds.

Mello-Roos Community Facilities Districts (CFDs) are similar to assessment districts, but provide a more flexible tool for governmental entities to finance a wider range of public infrastructure, through the issuance of tax-exempt bonds. The property, with an expected life of over five years, can be owned or operated by a public entity at no risk to public agencies' general funds. Under this method of financing, the project area can also be divided into two or more improvement areas. It is possible that only a portion of the Quay Valley Specific Plan area will initially be included in a Mello-Roos district, and that other parts of the Specific Plan area could be annexed into the CFD as sequenced development of such areas proceed, or that more than one Mello-Roos District will be established. This method of financing does not create complications with the provisions of Proposition 218.

Within each CFD, a special tax and issuance of bonds can be authorized. The special tax could be levied annually for the following:


• To pay for the cost of public services.
• To pay principal and interest on bonds issued to finance public improvements.
• To pay for incidental and administrative expenses in connection with the foregoing.

The public services and improvements which may be addressed by a CFD are all those allowed by law, including but not limited to the following:

• Police, fire protection
• Maintenance of parks, parkways, and streetscapes
• Construction and acquisition of improvements for schools
• Street-related improvements
• Street construction
• Curbs, gutters and sidewalks
• Streetscape (landscaping)
• Street lights and traffic signals
• Underground utilities
• Potable Water
• Manmade water system
• Wastewater
• Storm water
• Regional transportation improvements
• Acquisition of easements, rights-of-way, and fee title to land
• Incidental and administrative expenses

5.6 Enhanced Infrastructure Financing District (EIFD)

One or more of these districts may be created within a city or county and used to finance the construction or rehabilitation of a wide variety of public infrastructure and private facilities. An EIFD may fund these facilities and development with the property tax increment of those taxing agencies (cities, counties, special districts, but not schools) that consent. EIFD’s are also authorized to combine tax increment funding with other permitted funding sources including:

• Property tax revenue distributed to a city, county, or special district after payment of a successor agency’s debts.
• Revenues dedicated by a city or county to the EIFD from property tax corresponding to the increase in assessed valuation of taxable property attributed to those property tax shares received by a city or county pursuant to in lieu of Vehicle License Fee (VLF).
• Fee or assessment revenues derived from one of 10 specified existing sources.
• Loans from a city, county or special district, that must be repaid at no more than the LAIF interest rate that is in effect on the date the loan is approved by the governing board of the city, county or special district making the loan.
Facilities financed by an EIFD may include but are not limited to:

**Public Infrastructure and Facilities:**

- Highways, interchanges, ramps and bridges, arterial streets, parking, and transit facilities.
- Sewage treatment, water reclamation plants, and interceptor pipes.
- Facilities for the transfer and disposal of solid waste, including transfer stations and vehicles.
- Facilities to collect and treat water for urban uses.
- Flood control levees and dams, retention basins, and drainage canals.
- Parks, recreational facilities, open space, and libraries.
- Brownfield restoration and other environmental mitigation (A district may use any powers of the Polanco Redevelopment Act to remediate property).
- Projects on a closed military base consistent with approved base reuse plans. Funds may also be used to repay loans made pursuant to Section 67851 to a military base reuse authority on or after the creation of the district.

**Private Facilities:**

- Acquisition, construction, and repair of industrial structures for private use.
- Transit priority projects as defined under Section 21155 of the Public Resources Code.
- Projects which implement a Sustainable Communities strategy.
- Mixed-income housing developments (An EIFD may fund only those units dedicated to low or moderate income housing, and childcare, after-school care, and social services integrally linked to the tenant of the restricted).
- Reimbursement of a developer located within the boundaries of a district for permit and other expenses incurred when constructing affordable housing pursuant to the Transit Priority Project Program under Section 65470 of the Government Code.
- Facilities constructed to house providers of consumer goods and services.
- Childcare facilities.

### 5.7 Tourism Improvement District Funding

Quay Valley will form a Tourism Improvement District that overlays the 1,900-acre Destination Entertainment/Retail District. A Tourism Improvement District is statutorily known as a Business Improvement District (“BID”). It is an innovative financing tool for commercial neighborhoods such as shopping malls and regional business districts that allows the opportunity for sales tax and transient occupancy tax revenue bonds. Established by law in the late 1980’s and early 1990’s, BIDs are public/private sector partnerships that perform a variety of services to improve the image of their cities and promote individual business
districts. They also carry out economic development services by working to attract, retain and expand businesses.

**Business Improvement District Law**

In California, there are two separate laws that authorize the formation of a BID.

1. **The Parking and Business Improvement Area Law of 1989** (Streets & Highways Code §36500 *et seq.*).

   The Parking and Business Improvement Area Law of 1989 enables a city, county, or joint powers authority made up of any combination of cities and counties to establish areas of benefit and to levy assessments on businesses within those areas to finance the following improvements:

   - Parking facilities
   - Parks
   - Fountains, benches, and trash receptacles
   - Street lighting
   - Decorations
   - Promotion of public events benefiting area
   - Businesses which take place in public places within the area
   - Furnishing music to any public place in the area
   - Promotion of tourism within the area
   - Any other activities which benefit businesses located in the area

2. **The Property and Business Improvement District Law of 1994** (Streets & Highways Code §36600 *et seq.*).

   The improvements which may be financed by these assessments include those enumerated under the Parking and Business and Improvement Area Law of 1989, as well as such other items as:

   - Closing, opening, widening, or narrowing existing streets
   - Rehabilitation or removal of existing structures
   - Facilities or equipment, or both, to enhance security within the area
   - Marketing and economic development
   - Security, sanitation, graffiti removal, street cleaning, and other municipal services supplemental to those normally provided by the municipality

Both laws enable a city, county, or joint powers authority (made up of cities and/or counties only) to establish a BID and levy annual assessments on businesses within its boundaries.
5.8 Developer Funding

If the bond capacity is insufficient to fund all required improvements, other funding mechanisms such as private financing will be required. It will fall to the developers to provide or arrange for this private financing. Facilities will be constructed as they are needed to serve new development. Development projects will be conditioned during the subdivision process to construct facilities needed to serve the development. Developers will receive either fee credits or reimbursements for advancing eligible projects based on the County/District’s reimbursement policies. Developers participating in the debt financing mechanism will also receive fee credits for facilities funded through debt financing.

6. PHASING PLAN

The complete build-out of the Quay Valley Specific Plan is expected to take up to twenty years. The phasing strategy will be continually refined as we receive and analyze updated market research information and alter the product mix for residential and commercial accordingly. The infrastructure will be extended appropriately to serve each development phase.

The phasing of Quay Valley will most likely occur incrementally, radiating outward from the town center, but ultimately based on market conditions and absorption rate of the various housing and commercial product types proposed within the development.

7. ENVIRONMENTAL RECONNAISSANCE REPORT

The Project site is actively maintained agricultural land. None of the Project site areas are within Farmland Security Zones; however, portions are currently under Williamson Act Contracts. The loss of prime farmland will be evaluated in the EIR.

The proposed Project site is located within the Tulare Lake Basin and watershed within the southern portion of the San Joaquin Valley. Most of the Project site is located outside of the 500-year flood plain. Preliminary studies by the applicant indicate that the southeastern portion of the site bordering the Tulare Lake bed are within the 100-year flood plain. Building pads will be protected from the potential of a 100-year flood. A Conditional Letter of Map Revision based on the new levee system will be submitted to FEMA to confirm the modifications to the 100-year floodplain shown in the FIRM.

A review of the California Natural Diversity Database has indicated that several listed or otherwise sensitive plant and animal species may occur in the proposed Project area. These species include the San Joaquin kit fox, blunt-nosed leopard lizard, Nelson’s antelope ground
squirrel, and the San Joaquin woolly threads. Surveys will be conducted to determine the presence of the species or their potential habitat, and avoidance and/or minimization measures will be incorporated, consistent with guidance from the regulatory agencies.

Based on preliminary analysis, the Project site does not contain riparian or other sensitive natural communities identified in local or regional plans. A jurisdictional assessment will be conducted to determine the locations of any wetlands or other waters of the United States on the Project site.

**SUMMARY**

By combining the Central Valley’s rich and historic agricultural traditions with new, world-leading sustainability principles, a new community can be created that will provide more value and a higher quality of life for its widely diverse residents than they may currently find elsewhere in California. The successful design and build-out of this model town will set new standards in modern community development that address the real environmental and quality-of-life needs for a growing Kings County and San Joaquin Valley in the new century.

The Quay Valley project team consists of some of the best and most experienced designers, planners, engineers, scientists, technocrats, specialists and educators from around the globe to address the critical issues at each stage of the project. Many have vast similar experiences in California on which to draw, having been responsible for some of the best new major planned communities and towns in the state. The entire project team looks forward to working with Kings County to create this roadmap for responsible development for future developers, not only in the Great Central Valley of California, but the world.

This application proposes a smart growth, financially feasible community plan that emphasizes conservation, sustainability, and a balanced mixture of land uses. It is the sincere hope of GROW Holdings LLC and its project team that this is the type of New Community Plan that the County of Kings will not only approve, but champion.
EXHIBITS SECTION
EXHIBIT 1.1 – ASSESSOR’S PARCEL MAP
EXHIBIT 1.2 – VICINITY MAP
EXHIBIT 1.3 – REGIONAL CONTEXT MAP
EXHIBIT 1.4 – CONCEPTUAL LAND USE PLAN
## EXHIBIT 1.5 – STATISTICAL LAND USE TABLE

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EXHIBIT 1.6 – LEGAL DESCRIPTION, SOUTHERN AREA PLAT 42

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF KINGS, STATE OF CALIFORNIA, AND IS DESCRIBED AS FOLLOWS:

GROW Holdings, LLC Parcels

PARCEL 1:

The North half and the Southeast quarter of Section 9, Township 24 South, Range 20 East, Mount Diablo Base and Meridian, in the County of Kings, State of California, according to the official plat thereof.

EXCEPTING THEREFROM all of the minerals and mineral ores of every kind and character now known to exist or hereinafter discovered upon, within or underlying the hereinafter described property or that may be produced therefrom, including, without limiting the generality of the foregoing, all oil, natural gas and hydrocarbon substances, geothermal steam, brines and minerals in solution, and sand, gravel and aggregates, and products derived therefrom, by Deed to Bravo Oil Company, a Corporation, dated December 27, 1965, recorded December 29, 1965 in Book 883 Page 116 of Official Records, Document No. 16704.

ALSO EXCEPTING all rights, title and interest in and to all water allocations obtained or derived from the Dudley Ridge Water District, as reserved by Victory Farming Inc., a California Corporation, by Grant Deed dated January 17, 1997, recorded January 31, 1997 of Official Records, as Document No. 9701946.

APN: 048-260-005

PARCEL 2:

Lots 1 through 6, the Southwest quarter of the Northwest quarter, the West half of the Southwest quarter; and the Southeast quarter of the Southwest quarter of Section 3, Township 24 South, Range 20 East, Mount Diablo Base and Meridian, in the County of Kings, State of California, according to the official plat thereof.

EXCEPTING THEREFROM all of the minerals and mineral ores of every kind and character now known to exist or hereinafter discovered upon, within or underlying the hereinafter described property or that may be produced therefrom, including, without limiting the generality of the foregoing, all oil, natural gas and hydrocarbon substances, geothermal steam, brines and minerals in solution, and sand, gravel and aggregates, and products derived therefrom, as conveyed to Bravo Oil Company, a Corporation, by Deed dated December 27, 1965, recorded December 29, 1965 in Book 883 Page 116 of Official Records, Document No. 16704.

APN: 048-270-001

PARCEL 3:

All of Section 10, Township 24 South, Range 20 East, Mount Diablo Base and Meridian, in the County of Kings, State of California, according to the official plat thereof.
EXCEPTING THEREFROM Government Lots 5, 6, 7 and 8.

ALSO EXCEPTING THEREFROM all mineral rights of every kind and nature, water and water wells, building sites and all other rights as set forth in the Deed from San Francisco and Fresno Land Company, a Corporation to Zapata-McCarthy Farms, Inc., a Delaware Corporation, recorded November 22, 1972 in Book 999 Page 339 of Official Records, as Document No. 16273.

APN: 048-270-012

PARCEL 4:

The Northwest quarter of the Southeast quarter and the South half of the North half of the Northeast quarter of the Southeast quarter of Section 23, Township 24 South, Range 20 East, Mount Diablo Base and Meridian, in the County of Kings, State of California, according to the official plat thereof.

APN: 048-280-017

PARCEL 5:

Lot 1 of Section 23, Township 24 South, Range 20 East, Mount Diablo Base and Meridian.

EXCEPTING THEREFROM all of the minerals and mineral ores of every kind and character now known to exist or hereinafter discovered upon, within or underlying the hereinafter described property or that may be produced therefrom, including, without limiting the generality of the foregoing, all oil, natural gas and hydrocarbon substances, geothermal steam, brines and minerals in solution, and sand, gravel and aggregates, and products derived therefrom, by Deed to Bravo Oil Company, a Corporation, dated December 27, 1965, recorded December 29, 1965 in Book 883 Page 116 of Official Records, Document No. 16704.

APN: 048-280-023

PARCEL 6:

The West half of Section 15, Township 24 South, Range 20 East, Mount Diablo Base and Meridian.

EXCEPTING THEREFROM all of the minerals and mineral ores of every kind and character now known to exist or hereinafter discovered upon, within or underlying the hereinafter described property or that may be produced therefrom, including, without limiting the generality of the foregoing, all oil, natural gas and hydrocarbon substances, geothermal steam, brines and minerals in solution, and sand, gravel and aggregates, and products derived therefrom, by Deed to Bravo Oil Company, a Corporation, dated December 27, 1965, recorded December 29, 1965 in Book 883 Page 116 of Official Records, Document No. 16704.

APN: 048-280-026

PARCEL 7:

The Northwest quarter of the Northeast quarter of Lots 1 through 4 of Section 15, Township 24 South, Range 20 East, Mount Diablo Base and Meridian.
EXCEPTING THEREFROM all of the minerals and mineral ores of every kind and character now known to exist or hereinafter discovered upon, within or underlying the hereinafter described property or that may be produced therefrom, including, without limiting the generality of the foregoing, all oil, natural gas and hydrocarbon substances, geothermal steam, brines and minerals in solution, and sand, gravel and aggregates, and products derived therefrom, by Deed to Bravo Oil Company, a Corporation, dated December 27, 1965, recorded December 29, 1965 in Book 883 Page 116 of Official Records, Document No. 16704.

APN: 048-280-027

PARCEL 8:

Government Lots 1, 2, 3 and 4 and the West half and the West half of the Southeast quarter of Section 22, Township 24 South, Range 20 East, Mount Diablo Base and Meridian, in the County of Kings, State of California, according to United States Government Township Plat approved October 14, 1884.

EXCEPTING THEREFROM that portion conveyed to the State of California by Deed recorded July 14, 1966 in Book 892 Page 813 of Official Records, Kings County, as Document No. 10078, described as follows:

That portion of Section 22, Township 24 South, Range 20 East, Mount Diablo Base and Meridian, as follows:

Beginning at a point in the West line of said Section, said point bears South 0° 23' 39" West, 3167.99 feet from the Northwest corner of said Section, said Northwest corner being Coordinates Y = 182 978.58 feet and X = 1 760 753.74 feet;

Thence (1), along said West line, South 0° 23' 39" West, 401.01 feet;

Thence (2), along a line parallel with and 104 feet Southwesterly, measured at right angles from the centerline of the Department of Public Works Survey from the Kern County line to the Fresno County line, Road VI-Kin-238-A (now 06-Kin-5), South 30° 51' 00" East, 1975.39 feet to the South line of said Section;

Thence (3), along said South line, South 89° 46' 54" East, 242.83 feet;

Thence (4), along a line parallel with and 104 feet Northeasterly, measured at right angles from said centerline, North 30° 51' 00" West, 2,443.56 feet to the point of beginning.

ALSO EXCEPTING THEREFROM any and all mineral rights, regardless of character, whether fugacious or non-fugacious, organic or inorganic, whether created by grant or reservation, regardless of form, whether a fee or lesser interest, mineral royalty or leasehold, absolute or fractional, corporeal or incorporeal, including express or implied appurtenant surface rights, owned by claimant in any real property situated in the County of Kings, State of California, by Deed dated July 28, 1992, recorded September 16, 1992 as Document No. 9217406 of Official Records.

APN: 048-280-028 and 48-280-029

PARCEL 9:

An undivided 50% interest in and to the following described property:
The Southeast quarter of the Southeast quarter of the Northeast quarter of Section 21, Township 24 South, Range 20 East, Mount Diablo Base and Meridian, in the County of Kings, State of California, according to the Official Plat thereof.


APN: 048-300-006

PARCEL 10:

The Southwest quarter of Section 21, Township 24 South, Range 20 East, Mount Diablo Base and Meridian, in the County of Kings, State of California, according to the official plat thereof.

EXCEPTING THEREFROM all minerals, oil, gas and other hydrocarbons lying in or under the above described property from the surface down to infinity as reserved by Monica M. Sobo, a widow in Grant Deed recorded October 10, 1991 as Document No. 9115670 of Official Records.

APN: 048-300-007

PARCEL 11:

The South half of the Northwest quarter of Section 21, Township 24 South, Range 20 East, Mount Diablo Base and Meridian, in the County of Kings, State of California, according to the official plat thereof. APN:

APN: 048-300-008

PARCEL 12:

The North half of the Northwest quarter of Section 21, Township 24 South, Range 20 East, Mount Diablo Base and Meridian, in the County of Kings, State of California, according to the official plat thereof.

EXCEPTING THEREFROM all of the minerals and mineral ores of every kind and character now known to exist or hereinafter discovered upon, within or underlying the hereinafter described property or that may be produced therefrom, including, without limiting the generality of the foregoing, all oil, natural gas and hydrocarbon substances, geothermal steam, brines and minerals in solution, and sand, gravel and aggregates, and products derived therefrom, by Deed to Bravo Oil Company, a Corporation, dated December 27, 1965, recorded December 29, 1965 in Book 883 Page 116 of Official Records, Document No. 16704.

APN: 048-300-009

PARCEL 13:

All of Section 16, Township 24 South, Range 20 East, Mount Diablo Base and Meridian, in the County of Kings, State of California, according to the official plat thereof.
EXCEPTING THEREFROM an undivided one-fourth interest in and to all minerals, gas, oil and other hydrocarbon substances in and under said land, as conveyed to O. J. Woodward, by Deed dated November 15, 1948 and recorded December 22, 1948 in Book 414 Page 339 of Official Records, as Document No. 9075.

ALSO EXCEPTING THEREFROM an undivided three-fourths interest in and to all oil, gas and other hydrocarbons and minerals now or at any time hereafter situate therein and thereunder, as excepted and reserved by Portals Corporation, a California Corporation, in its Deed to Raymond R. Feasel, a married man, recorded August 20, 1957 in Book 688 Page 160 of Official Records, as Document No. 7847.


EXCEPTING THEREFROM that portion conveyed to the State of California by Deed executed by Security Pacific National Bank, as Trustee under the Will of Dow E. Biswell, deceased, recorded April 17, 1970 in Book 952 Page 704 of Official Records, as Document No. 5312.

APN: 048-300-018; 048-300-019 and 048-300-020

PARCEL 14:

The East half of Section 21, Township 24 South, Range 20 East, Mount Diablo Base and Meridian, in the County of Kings, State of California, according to the official plat thereof.

EXCEPTING THEREFROM the Southeast quarter of the Southeast quarter of the Northeast quarter thereof.


ALSO EXCEPTING THEREFROM that portion as conveyed to the State of California by Deed recorded April 7, 1970 in Book 952 Page 268 of Official Records, as Document No. 4804.

APN: 048-300-021 and 048-300-022

PARCEL 15:

That portion of the Southeast quarter of Section 21, Township 24 South, Range 20 East, Mount Diablo Base and Meridian, in the County of Kings, State of California, described as follows:

Beginning at the Northeast corner of the Southeast quarter of said Section, said Northeast corner bears South 0° 23' 39" West, 2,630.53 feet from the Northeast corner of said Section, last said Northeast corner being at Coordinates Y = 182978.58 feet and X = 1760753.74 feet;

Thence (1), along the East line of said Section South 0° 23' 39" West 537.46 feet;

Thence (2), along a line parallel with and 104 feet Northeasterly, measured at right angles from the centerline of the Department of Public Works Survey from the Kern County line to the Fresno County line,
Road VI-Kin-238-A (now 06-Kin-5), North 30° 51' 00" West, 628.32 feet to the North line of the Southeast quarter of said Section;

Thence (3), along said North line South 89° 39' 15" East, 325.90 feet to the point of beginning.

EXCEPTING THEREFROM all oil, oil rights, minerals, mineral rights, natural gas, natural gas rights and other hydrocarbons by whatsoever name known that may be within or under the parcel of land hereinabove described, without, however, the right to drill, mine, explore and operate through the surface or the upper 100 feet of the subsurface of the land hereinabove described or otherwise in such manner as to endanger the safety of any highway that may be constructed on said land, as excepted in the Deed to the State of California, recorded January 23, 1967 in Book 900 at Page 258 of Official Records, Kings County Records.

APN: 048-300-024

PARCEL 16:

Lot 1 of Section 25, Township 24 South, Range 20 East, Mount Diablo Base and Meridian.

EXCEPTING THEREFROM all of the minerals and mineral ores of every kind and character now known to exist or hereinafter discovered upon, within or underlying the hereinafter described property or that may be produced therefrom, including, without limiting the generality of the foregoing, all oil, natural gas and hydrocarbon substances, geothermal steam, brines and minerals in solution, and sand, gravel and aggregates, and products derived therefrom, by Deed to Bravo Oil Company, a Corporation, dated December 27, 1965, recorded December 29, 1965 in Book 883 Page 116 of Official Records, Document No. 16704.

APN: 048-370-006

PARCEL 17:

That portion of Section 34, Township 24 South, Range 20 East, Mount Diablo Base and Meridian, lying Northeasterly of the following described Parcel:

That portion of said Section 34 conveyed to the State of California by James H. Barnes and Phyllis S. Barnes, husband and wife, recorded June 8, 1966 in Book 891 Page 220 of Official Records of Kings County, as Document No. 8363, and being more particularly described as follows:

Beginning at a point in the East line of said Section 34, said point bears South 00° 53' 42" West, 1842.70 feet from the Northeast corner of said Section 34, said Northeast corner being at Coordinates Y = 172,503.01 feet and X = 1,765,983.86 feet; thence (1), along a line parallel with and 104 feet Southwesterly, measured at right angles from the centerline of the Department of Public Works Survey from the Kern County line to the Fresno County line, Road VI-Kin-238-A (now 06-Kin-5), North 30° 51' 00" West, 2135.42 feet to the North line of said Section 34; thence (2), along said North line, North 89° 31' 53" East, 241.11 feet; thence (3), along a line parallel with and 104 feet Northeasterly, measured at right angles, from said centerline, South 30° 51' 00" East, 1677.29 feet to said East line; thence (4), along said East line, South 00° 53' 42" West, 395.33 feet to the Point of Beginning.
EXCEPTING THEREFROM unto Thomas R. Derby, as his separate property, Mariquita Derby Brey, Eleanor Derby Ross, Eve Derby Stockton and Ann Derby Tipton, individually and as Trustees, fifty (50%) percent of all oil, gas, asphaltum and other minerals within or underlying said land without surface or access rights, per Deed to James H. Barnes and Phyllis S. Barnes, recorded April 30, 1964 in Book 852 Page 934 of Official Records.

ALSO EXCEPTING THEREFROM an undivided 25% of all oil, gas, asphaltum and other minerals within or underlying said land, as reserved by Phyllis Helen Barnes, et al, in Deed dated January 29, 1971 to Southdown-McCarthy Farms, Inc., a California Corporation, recorded May 7, 1971 in Book 969 Page 981 of Official Records, as Document No. 6215.


APN: 048-370-15

PARCEL 18:

All of Section 27, Township 24 South, Range 20 East, Mount Diablo Base and Meridian, according to the official plat thereof.


ALSO EXCEPTING THEREFROM all of the minerals and mineral ores of every kind and character now known to exist or hereafter discovered upon, within or underlying the hereinbefore described property or that may be produced therefrom including, without limiting the generality of the foregoing, all oil, natural gas and hydrocarbon substances, geothermal steam, brines and minerals in solution, and sand, gravel and aggregates, and products derived therefrom as conveyed in that certain Deed recorded by Southern Pacific Land Company, a Corporation, to Bravo Oil Company, a Corporation, recorded December 29, 1965 in Book 883 Page 116 of Official Records, Document No. 16704.

APN: 048-370-016 and 017

PARCEL 19:

All of Section 35, Township 24 South, Range 20 East, Mount Diablo Base and Meridian, in the County of Kings, State of California, according to the official plat thereof.

EXCEPTING THEREFROM all of the minerals and mineral ores of every kind and character now known to exist or hereinafter discovered upon, within or underlying the hereinafter described property or that may be produced therefrom, including, without limiting the generality of the foregoing, all oil, natural gas and hydrocarbon substances, geothermal steam, brines and minerals in solution, and sand, gravel and aggregates, and products derived therefrom, by Deed to Bravo Oil Company, a Corporation of the State


ALSO EXCEPTING THEREFROM, any portion of said land within the boundaries of Kern County.

APN: 048-370-018 & 019

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**Barnes Parcel**

**PARCEL 20:**

Government Lots 1, 2, 3, and 4; the Southwest quarter; Southwest quarter of Northwest quarter and the South half of the Southeast quarter of Section 26 and all of Section 34, all in Township 24 South, Range 20 East, Mount Diablo Base and Meridian, in the County of Kings, State of California, according to the official plat thereof approved October 14, 1884.

EXCEPTING THEREFROM 50% of all oil, gas asphaltum and other minerals within or underlying said land without surface or access rights, as excepted and reserved unto the Grantors in that certain Deed from Thomas R. Derby, et al, to James H. Barnes, et al, dated March 5, 1964 and recorded April 30, 1964 in Book 852, Page 934 of Official Records, as Document No. 6247.

APN: 048-370-002

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**Dudley Parcels**

**PARCEL 21:**

Lots 5, 6, 7 and 8 of Section 15, Township 24 South, Range 20 East, Mount Diablo Base and Meridian, in the County of Kings, State of California, according to the Official Plat thereof.

APN: 048-280-002

**PARCEL 22:**

The West half of Section 14, Township 24 South, Range 20 East, Mount Diablo Base and Meridian, in the County of Kings, State of California, according to the Official Plat thereof.

EXCEPTING THEREFROM the Northeast quarter of the Northwest quarter of said Section 14, as conveyed by Deed executed by Dudley Ridge Oil Co., Ltd., a Corporation to Helen B. Dudley, as her sole and separate

APN: 048-280-003

PARCEL 23:

The Southwest quarter of the Southeast quarter and the West half of Section 23, Township 24 South, Range 20 East, Mount Diablo Base and Meridian, in the County of Kings, State of California, according to the Official Plat thereof.

EXCEPTING THEREFROM Lot 1 situated in the West half of said Section 14.

APN: 048-280-022

PARCEL 24:

Lots 5, 6 and 7 of Section 22, Township 24 South, Range 20 East, Mount Diablo Base and Meridian, in the County of Kings, State of California, according to the Official Plat thereof.

APN: 048-280-025

PARCEL 25:

The North half of the Northeast quarter; the Southeast quarter of the Northeast and Lots 5, 6 and 7 of Section 26, Township 24 South, Range 20 East, Mount Diablo Base and Meridian, in the County of Kings, State of California, according to the Official Plat thereof.

APN: 048-370-003

PARCEL 26:

The Northwest quarter of the Northwest quarter; the South half of the Northwest quarter; the Northwest quarter of the Southeast quarter; the South half of the Southeast quarter; the Northeast quarter of the Southwest quarter and Lots 2 and 3 of Section 25, Township 24 South, Range 20 East, Mount Diablo Base and Meridian, in the County of Kings, State of California, according to the Official Plat thereof.

APN: 048-370-004

PARCEL 27:

The East half of the East half; the Northwest quarter of the Northeast quarter and Lots 5, 6, 7 and 8 of Section 36, Township 24 South, Range 20 East, Mount Diablo Base and Meridian, in the County of Kings, State of California, according to the Official Plat thereof.

APN: 048-370-007