Shenandoah Ridge
PLYMOUTH

Shenandoah Ridge Development Plan

October 2011

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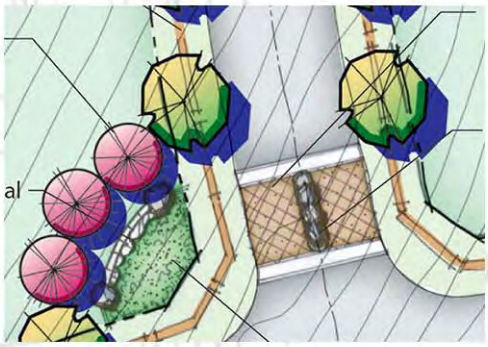

Version 4

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1. INTRODUCTION

1.1 PURPOSE

The intent and purpose of the Shenandoah Ridge Development Plan ("Development Plan") is to describe the proposed Shenandoah Ridge development (the "Project" or "Shenandoah Ridge") and to provide additional information about the development, thus enabling the decision-makers to evaluate the development of the property. Since the Development Plan includes the Development Standards (Zoning) for Shenandoah Ridge, this document will also be used during the course of the Project by the City of Plymouth to evaluate the consistency of any final map, improvement plans and building permit applications. The Development Plan is intended to support the application to the City of Plymouth to:

(1) include the entire Project within the City's Sphere of Influence and boundary (Note: In August 2009 the entire Shenandoah Ridge property was included in the City's new General Plan with a land use designation of "Suburban Residential"),

(2) prezone Shenandoah Ridge,

(3) approve the Tentative Map,

(4) negotiate and approve a Development Agreement,

(5) approve, and certify all applicable environmental documents, and

(6) request that LAFCO approve inclusion of Shenandoah Ridge into Plymouth's Sphere of Influence, and annexation of Shenandoah Ridge and appropriate adjacent parcels to the City of Plymouth.

1.2 PROJECT DESCRIPTION

Shenandoah Ridge LLC ("Developer") proposes a Sphere of Influence Amendment, Prezoning and Tentative Map for the approximately 147 acre Project site (APN: 008-030-032). Shenandoah Ridge LLC also proposes the annexation of the Project site along with the annexation of these additional parcels: Zinfandel (008-020-031, 008-060-004, 008-060-015, 008-060-034, and 008-100-031), Plymouth Port LLC (008-030-027), Crain (008-060-011), Gansberg (008-060-012), Greilich (008-060-035) and Arroyo Woods (008-060-006). Please see Figure 7 for details.

The Development Plan consists of one neighborhood, a park, a trail network, and large open spaces. The community will include 137 traditional detached single family residential homes. The average lot size for a single family residential home will be approximately 0.7 acre. A total of approximately 115 acres will be developed and approximately 1 acre of parkland and 31 acres of open space will be included as part of this Project. The park and open space will be accessible to the public. In addition to the parkland, a trail network of approximately 2 miles will weave through the interconnected open spaces and the park. The trail network provides connection points to currently undeveloped neighboring parcels in order to provide for future extension of the trail network into a more regional network. Figure 1 shows the site plan for Shenandoah Ridge.

Figure 1: Shenandoah Ridge Site Plan

1.3 INTRODUCTORY NOTES

This Development Plan is accompanied by the Shenandoah Ridge Design Guidelines ("Design Guidelines"). The Design Guidelines have the goal of establishing architectural concepts and on-the-lot design characteristics for Shenandoah Ridge while this Development Plan document contains the community-wide characteristics.

At the same time that Shenandoah Ridge LLC submitted this application package for Shenandoah Ridge to the City of Plymouth, Zinfandel Development LLC submitted a similar application package for the Zinfandel project. Reeder Sutherland Inc. is the Manager of both Shenandoah Ridge LLC and Zinfandel Development LLC, and both projects have been designed by Reeder Sutherland Inc. For both projects similar development paradigms and concepts were used. Thus, the Development Plans for both projects are, in large part, very similar.

Shenandoah Ridge LLC first proposed this Project to the City of Plymouth in 2006. Since that time, Shenandoah Ridge has evolved and this Development Plan has been refined and expanded to more accurately reflect the current characteristics of the Project, the City's General Plan adopted in 2009 and regulatory conditions.

2. Existing Site Characteristics

2.1 Development Plan Area

2.1.1 Ownership

Shenandoah Ridge is owned by Shenandoah Ridge LLC. Reeder Sutherland Inc. is the Manager of Shenandoah Ridge LLC.

2.1.2 Project Location

Shenandoah Ridge contains approximately 147 acres, located within Amador County, contiguous to, and generally northwest of, the City of Plymouth. The property is more specifically described as Assessor Parcel Number 008-030-032. Shenandoah Ridge abuts the Plymouth city limits on its southeastern boundary.

Please refer to Figure 2 for a map of the project location.

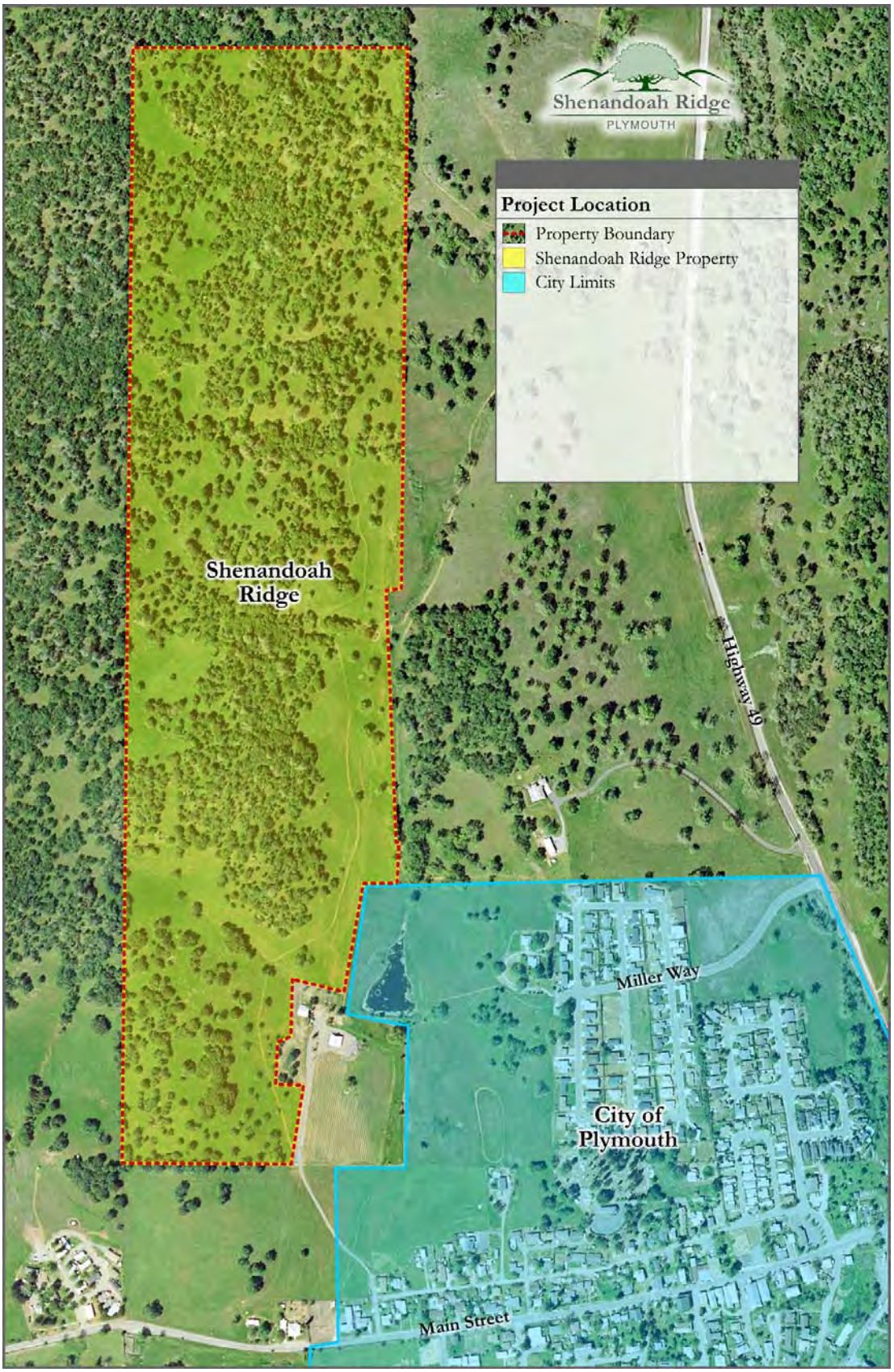


Figure 2: Project Location

2.1.3 Amador County General Plan

Amador County is currently in the process of updating its General Plan. The Amador County General Plan designation for the Project in effect at the time of project approval is Agricultural-General (A-G) with a zoning of R1A (residential 1-acre parcels with public water).

The neighboring parcels of Shenandoah Ridge are designated on the County's General Plan as follows:

South: Residential-Suburban (R-S) and Residential Medium Density (R-M)
West: Residential-Suburban (R-S) and Agricultural-General (A-G)
North: Agricultural-General (A-G)
East: Agricultural-Upland (A-U), Residential Single Family (RS) and Residential-Suburban (R-S)

Please see Figure 3 for details.

2.1.4 Plymouth General Plan & Planning Area

As part of Plymouth's 2009 General Plan update, Shenandoah Ridge was included within Plymouth's Planning Area. The Project site has a Plymouth General Plan designation of Suburban Residential. The overall density for Shenandoah Ridge is approximately 1 dwelling unit per acre—137 lots on 147 acres, which is considerably less than the maximum density of 323 dwelling units allowable under this land use designation according to Table 3.2 of Plymouth's General Plan.

Shenandoah Ridge abuts the city limits on its southeastern boundary and is listed as "Proposed Development" in Figure 6.1 of the General Plan of Plymouth. See Figure 4 for Plymouth's General Plan and Sphere of Influence.

2.1.5 Existing Land Use

While the Project is going through the entitlement process, the Shenandoah Ridge property is used for cattle grazing.

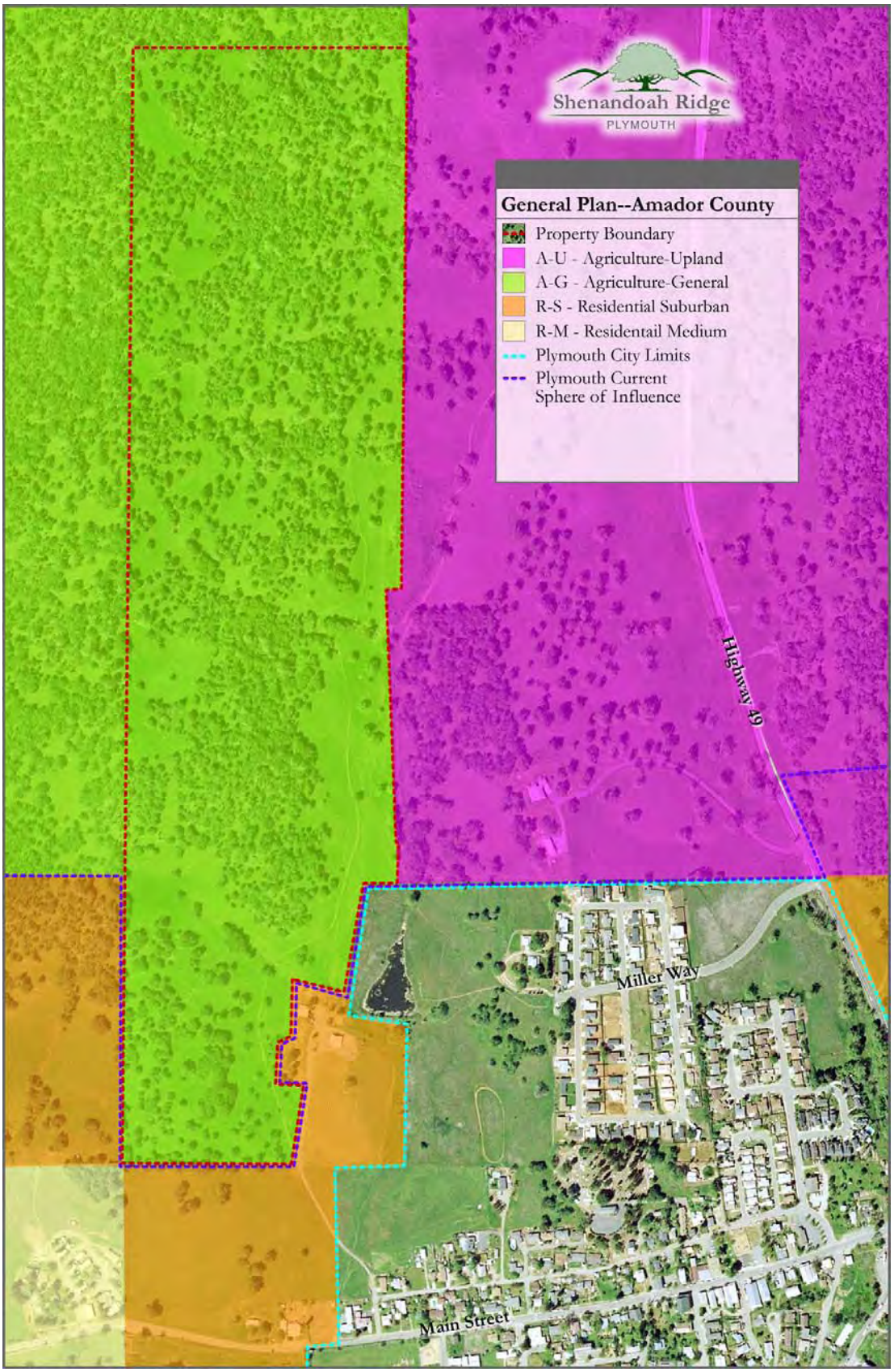


Figure 3: Amador County General Plan

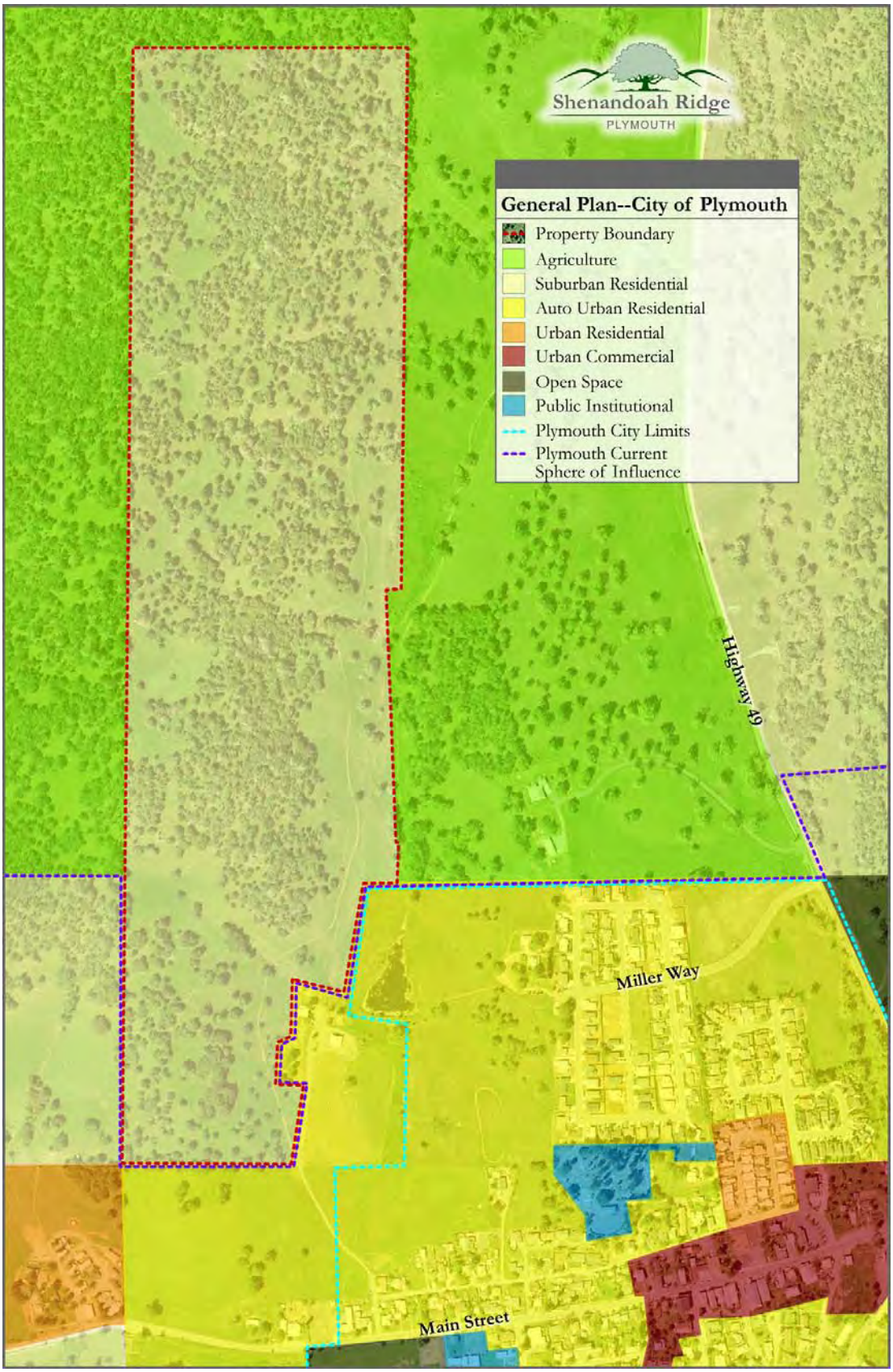


Figure 4: City of Plymouth General Plan

2.2 EXISTING INFRASTRUCTURE

2.2.1 Circulation & Transportation

Current vehicular access to the site is provided by a gravel road from Landrum Street. The gravel road traverses the adjoining property to the south. Unimproved ranch roads are located within the property to provide access to some of the property. A secondary access to the site does not currently exist.

2.2.2 Utilities & Public Services

The Project is currently not served by any utility company.

Being within the jurisdiction of Amador County, fire service is currently being provided by the Amador Fire Protection District and Police service is provided by the Amador County Sheriff's Department.

2.3 ENVIRONMENTAL CHARACTERISTICS

2.3.1 Visual Character

The hilly topography, the former agricultural uses, scenic views, oak savannahs & oak woodlands, as well as dramatic rock formations establish the visual character of the Project area. Photos included throughout this document portray the character of the Project site.

2.3.2 Land Form

Shenandoah Ridge lies at an elevation ranging from approximately 1,100 to 1,400 feet above mean sea level elevation. The property is rolling foothills rangeland. The western part of the property is a ridge running north to south with a gentle slope to the east and to the south. The eastern portion of the property is also sloped generally to the east and to the south, however, at a steeper slope than the western portion. Please refer to Figure 5 for a slope analysis of the Project site.

2.3.3 Vegetation & Wildlife

A Biological Assessment has been performed by Roy A. Woodward, Ph.D. The principal vegetation-type/wildlife-habitat on the Project site is blue oak woodland. This relatively dense forest type dominates the site with blue oak, interior live oak, and an occasional foothill pine as the dominant trees. There are sporadic shrubs including California buckeye, poison oak, honeysuckle, and snowberry.

The blue oak woodland has understory vegetation and occasional small meadow-like openings dominated by annual exotic grassland species such as medusa-head, rat-tail fescue and smooth brome. Other common non-native grasses that were found on the project site include wild oat, dogtail grass, and ripgut brome. Native grasses, including purple needle-grass, bluegrass, and onion-grass, were found only occasionally. Wildflowers, such as fiddleneck, spectacle pod, manroot, winter vetch, bluedicks, claytonia, biscuit root, soap root, white-tipped clover, purple sanicle, field popcorn flower, sheep sorrel, and storksbill were very common in the annual grassland.

There are two springs on the site that flow down short arroyos and off the site and form narrow bands of wet areas. At the time of the survey neither spring was flowing above ground, but there was wet soil in the area and an underground pipe captures flow from one of the springs and brings it to a cement watering trough that did contain water at the time of the survey. Invasive exotic Himalaya blackberry is common in the arroyos, and common fig, an exotic that is common in wet wildland areas frequented by people, grows here. A few small (less than 5 inches basal diameter) individuals of native tree species, valley oak and black oak exist in these arroyos.

Wildlife and wildlife signs in the area consisted of black-tailed deer, coyote, grey squirrels, small rodents, and black-tailed jackrabbits. No ground squirrels were observed. Birds observed were turkey vulture, turkey, killdeer, northern flicker, starling, scrub jay, acorn woodpecker, northern mockingbird, western bluebird, kestrel, and oak titmouse. There was no evidence of large nests, such as would be used by raptors (eagles, hawks), in any of the trees in the area. There was very little sign of deer (only a few scattered pellet groups), and the area does not appear to be significant deer wintering habitat. Bobcat sign was observed near one of the wet arroyos. There was no evidence of California red-legged frog or California tiger salamander (federal threatened species), and there is no potential suitable breeding habitat on the site. There is a small perennial pond next to the vineyard adjacent to the site, but this pond was occupied by predaceous fish (bass, bluegill), and bullfrogs. Bullfrogs are not native to California and are significant predators of native amphibians, and were in abundance in the vineyard pond; a large bullfrog was also found in the cement cattle trough on the site.

Summarizing, no threatened or endangered wildlife species were observed on site and there is low to no potential for special-status species to occur. No rare plant species occur on the site.

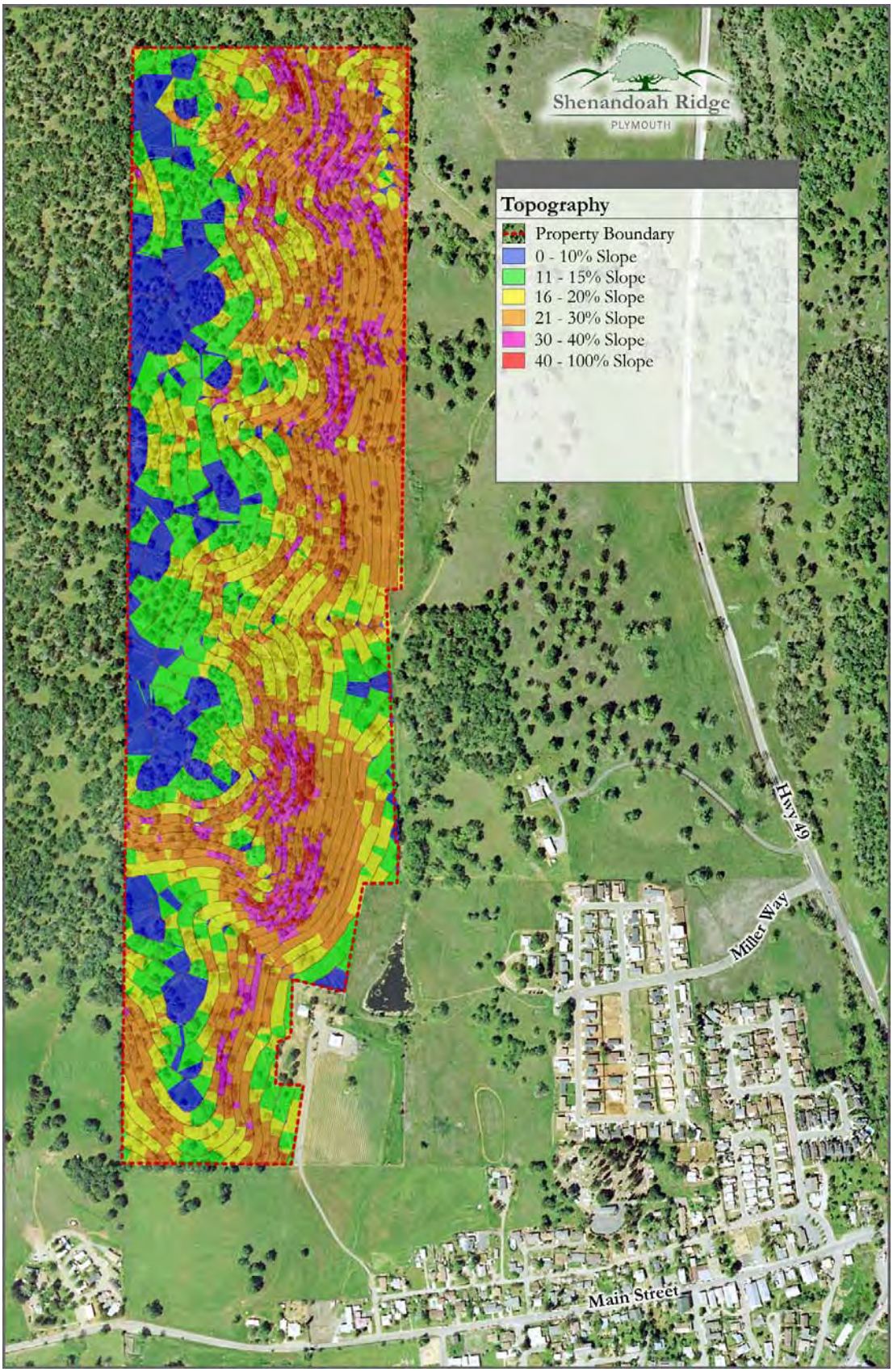


Figure 5: Topography

2.3.4 Wetlands

The Project site and all access road corridors on neighboring properties have been surveyed by Davis Environmental Consulting, a firm specializing in wetland delineations. Several wetland areas were delineated by this firm but have not yet been verified by the Department of the Army (U.S. Army Corps of Engineers).

The identified jurisdictional waters, including seasonal wetlands and their associated swales, drainages and seeps flow into tributaries to the Cosumnes River. The identified approximately 1.5 acres of wetlands are shown in Figure 6.

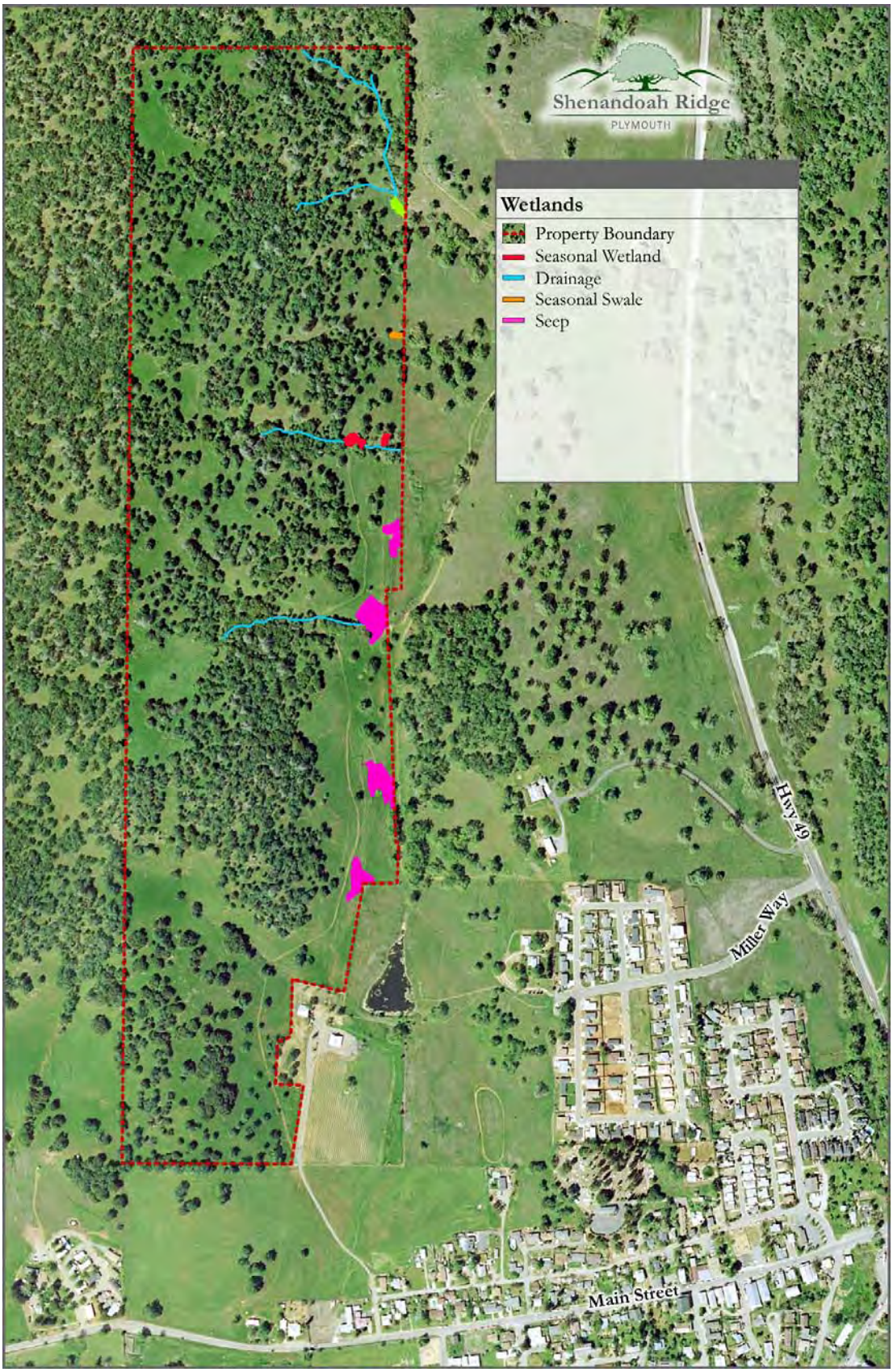


Figure 6: Wetlands

2.3.5 Geology & Soils

According to the Geologic Map of California, Sacramento sheet, the subject property is underlain by the Logtown Ridge Formation. The Logtown Ridge Formation was formed during the Jurassic time period, and consists of metavolcanic rocks. The primary gold-bearing strata, the Mariposa Formation, is located to the east of Big Indian Creek. Deposited in the late Jurassic, the Mariposa Formation consists of slate, graywacke, and conglomerate, and in this area is known to include gold-containing quartz veins, up to tens of feet thick.

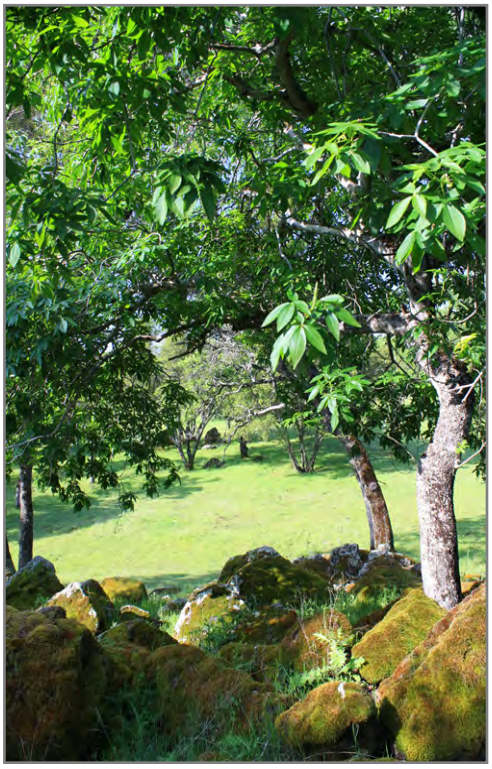
Naturally occurring asbestos is associated with areas of ultramafic rock. The nearest ultramafic rocks lie approximately two miles west of the subject property.

According to the Natural Resources Conservation Service, the soil survey of Shenandoah Ridge is represented by the Auburn soil series. The Auburn series consists of shallow to moderately deep, well drained soils formed in material weathered from amphibolite schist. Rock outcrops are common. The soils are well drained and are characterized by slow to very rapid runoff and moderate permeability.

2.3.6 Hydrology

The northern half of the Project drains north to Big Indian Creek and from there directly into the Cosumnes River. The southern half of the property drains to the south off the property—first to Little Indian Creek and then to the Cosumnes River as well.

2.3.7 Archaeological Resources



In January 2006 Ric Windmiller, Consulting Archaeologist, prepared an Archaeological Resources Inventory of the complete Project site. The inventory resulted in the identification of five minor historic archaeological resources. The resources include two small areas of placer mining, rock fencing, a cement spring box/watering trough and a bivoac. No Native American cultural resources were encountered during the study.

It is the opinion of the Archaeologist that none of these minor archaeological resources are eligible for the California Register of Historical Resources, nor that any of these resources qualifies as "unique archaeological resources" under CEQA. As no significant cultural resources were identified, the Archaeologist was further of the opinion that the proposed development will have no effect on historical resources.

The EIR provides additional detail regarding the archaeological resources.

2.3.8 Hazards

A Phase 1 Environmental Site Assessment was conducted by RNC Environmental in April 2006. The methods and procedures utilized to prepare the site assessment are consistent with the nationally recognized standard, ASTM E1527-05. Sources for the report include interviews with present and (as necessary) past owners and operators of the property; a review of historical sources such as aerial photographs, maps, and building records; a search for environmental cleanup liens on the property; a review of government records of hazardous material storage facilities, known or threatened releases, waste generation, cleanup sites, etc., for the Project site and surrounding properties; and a visual inspection of the subject and adjacent properties.

The Environmental Site Assessment revealed no evidence of recognized environmental conditions in connection with the Project area.

3. DEVELOPMENT CONCEPT AND LAND USE PLAN

3.1 GOALS

Shenandoah Ridge is a residential development consisting of single family residential homes, offering a range of residential choices to attract individuals and families from the upper economic spectrum. The Project also includes open spaces and a public park designed to be available to, and meet the needs of, existing and future Plymouth residents. Bike lanes/shoulders, sidewalks/paths and a trail network will provide a circulation and pedestrian system that in the future, would hopefully be integrated into an inter-connected regional network.

The primary goals for the Project are to

(1) create a well-designed residential community that is integrated with the City of Plymouth,
(2) facilitate the design and development of a community diverse in population and activity, and
(3) provide amenities such as a park and trails.

The residential goals are to

(1) build high quality residential homes combining the best of modern development practices with architectural styles and detailing,
(2) create a safe, secure environment with a walkable neighborhood that meets the needs of a diverse market sector,
(3) design streets and a circulation system resulting in a neighborhood that balances the scale between pedestrians and vehicles, and connectivity with the City of Plymouth, and
(4) minimize removal of oak trees and rock formations.

The open space goals are to

(1) preserve rock formations, oak woodlands, and wildlife habitat, to the extent it is feasible,
(2) create open spaces and a park within the neighborhood to provide a convenient and safe destination for children to play and families to gather,
(3) provide a system of paths and trails that will be available to the public, providing accessibility and recreation opportunities as an amenity to be enjoyed by the entire community.

3.2 SITE PLANNING METHODOLOGY

To help implement the development goals, Shenandoah Ridge's site plan is based on a constraints analysis. A development constraints analysis provides a general picture of the suitability of land for development. The resulting data is then used to guide land use planning and decision-making.

The first step in conducting a constraints analysis is compiling a list of factors that restrict future development within the project area. The most common determining factors are:

- Physical: topography, geology, hydrology, soils, hazards, etc.
- Biological: vegetation and wildlife
- Cultural: land use regulations, existing infrastructure, historic resources, etc.

In a second step, the constraints are then integrated and combined, thus resulting in limitations and development opportunities. These opportunities become the basis for Reeder Sutherland's unique site planning methodology: rather than taking the resulting area and asking land planners to fit the maximum number of lots onto the property, Reeder Sutherland designed the lots on site using GPS technology. In this way the site plan has taken individual site features into account that are usually not considered constraints. In the case of Shenandoah Ridge these include large oak trees and beautiful rock formations. These features were then included in the site plan by carefully aligning roads and accurately positioning lot lines. Along with recording of these individual features, GPS technology was also used to position home sites and roads in naturally open areas, thus reducing the need to remove trees and grade large swaths of land.

3.3 ANNEXATION AREA

The Annexation Map shown in Figure 7 depicts the proposed annexation area. Annexation request letters of all property owners within the annexation area stating their desire to have their property become part of Plymouth's city limits were submitted along with the Shenandoah Ridge development application. Of all parcels within the annexation area, only the "Crain" parcel has existing registered voters—all other parcels are uninhabited.

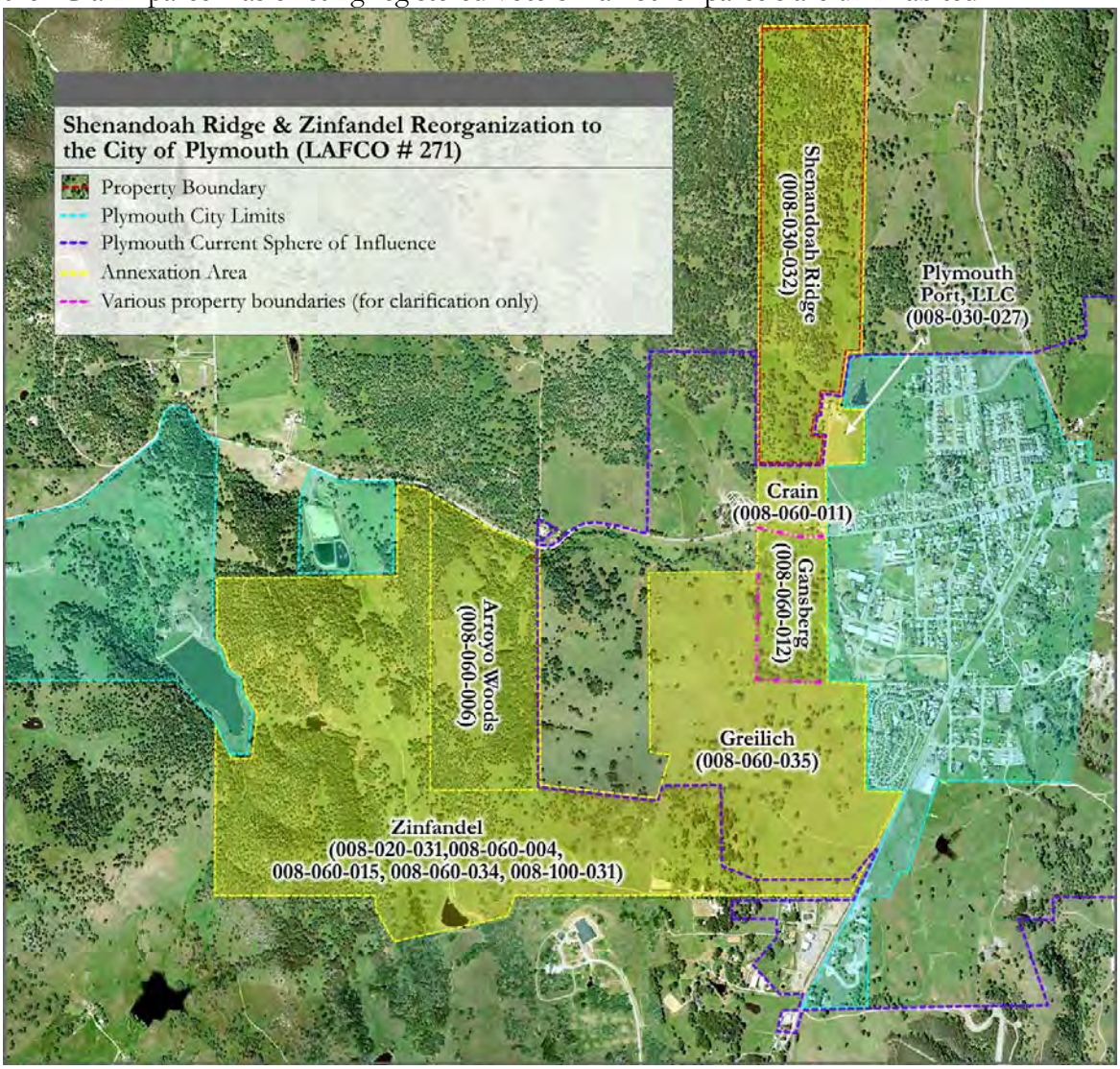


Figure 7: Annexation Area

3.4 LAND USES

Shenandoah Ridge is a residential project with traditional single family detached homes on larger lots. In all, Shenandoah Ridge will include approximately 137 homes in a variety of sizes and styles. Lot sizes range from a minimum of 12,000 square feet to just over 2 acres, with the majority of the lots between 15,000 square feet to 1 acre. The larger lot sizes allow for a mix of single story and two story residential homes. Construction will be in phases and all homes will comply with the Design Guidelines.

Overall, the land use plan for Shenandoah Ridge proposes to use approximately 115± acres (78%) of the total property as land for individual lots and streets. Approximately 32± acres (22%) of the land will remain in open space and the park. Thus, the overall density of Shenandoah Ridge will be approximately one unit per acre.

An approximately 1-acre public park will be located within the open spaces in Shenandoah Ridge and will include a variety of amenities. Chapter 3.9 Park & Open Spaces provides more details on the planned park.

3.5 ZONING

In accordance with section 19.03.390 of the Plymouth Municipal Code, the requested zoning for the development areas is Planned Development—West (PD—West). Sub-districts for Shenandoah Ridge within the PD—West zoning are Suburban Residential and Open Space as described in this Development Plan which serves as the zoning requirements for Shenandoah Ridge..

3.6 DEVELOPMENT STANDARDS

This chapter details the development standards for uses at Shenandoah Ridge. Please note that design review by the Shenandoah Ridge Design Review Committee and by the City as outlined in the Design Guidelines are mandatory prior to application for a building permit.

3.6.1 Suburban Residential Sub-district

3.6.1.1 Development Standards

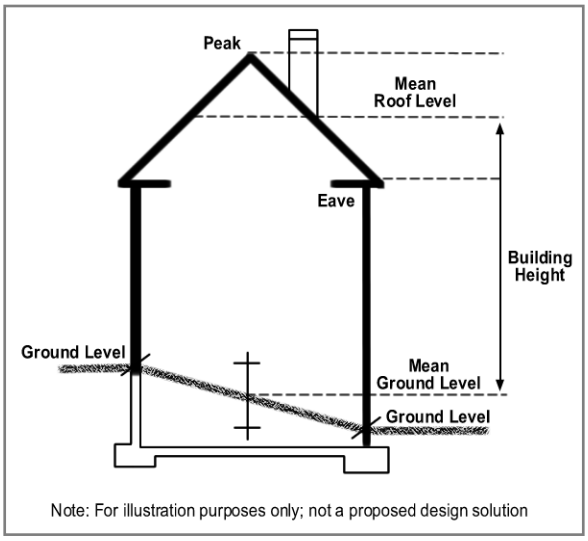
Table 1: Suburban Residential Development Standards	
Minimum Lot Size	10,000 sf
Minimum Lot Width	Per approved tentative map
Minimum Lot Depth	Per approved tentative map
Minimum Lot Road Frontage	20’ for lots with shared driveways 30’ for lots with individual driveways[1]

[1] Typical lot road frontage is between 90’ to 120’

Table 1: Suburban Residential Development Standards	
Maximum Building Height	See section 3.6.1.2 Maximum Building Height
Minimum Front Yard Setback	Generally 30' from back of path or Right of Way (20' as exception when the usable area of a home's rear yard is limited by physical constraints)
Minimum Side Yard Setback[2]	10' on one side, 15' on the other side for one-story homes; 15' on both sides for two-story homes
Minimum Rear Yard Setback[2]	20'
Maximum Building Lot Coverage	30%
Minimum Building Separation (between buildings on separate lots)	30'
Minimum Accessory Separation	10' (dwelling to accessory) or as specified by building code—whichever is greater 6' (accessory to accessory) or as specified by building code—whichever is greater
Minimum Drainage Setback	10' from center of drainage or 5' beyond the edge of any drainage easement—whichever is greater
Setback for Habitable Structures from Agricultural Land	50' (according to chapter 3.6.1.5)

3.6.1.2 Maximum Building Height

Building height is the distance between the mean roof level and the mean ground level based on finish grades. Mean roof level is the average between the roof peak, exclusive of chimneys or vents, and the highest eave. Mean ground level is the average between the high ground level and the low ground level of the finished grade as illustrated on the right.



Note: For illustration purposes only; not a proposed design solution

- The maximum building height for homes at Shenandoah Ridge is 35 feet.
- 3-story homes without basement, however, are prohibited and will not be approved.

[2] Measured from nearest property line

- 2-story homes plus a basement (including walk-out basement or garage) are permitted as long as the home does not expose a 3-story façade when viewed from the street facing the primary side of the home.
- On lots outlined in Figure 8, however, only 1-story homes plus basement will be approved in order to minimize impacts on ridgeline views in accordance with the General Plan.

3.6.1.3 Permitted Uses

Uses permitted in the Suburban Residential sub-district are:

- One detached single-family dwelling per lot
- Accessory buildings and structures (including "granny units")
- Home occupations upon securing a home occupation permit (if required)
- Public parks & open space
- Public utilities and facilities (including centralized propane storage tanks)
- Recreational structures and facilities (including community pool and recreation center)

3.6.1.4 Conditional Uses

Uses requiring a conditional use permit:

- Bed and breakfast establishment
- Day care facility/child care
- Quasi-public uses

3.6.1.5 Temporary Uses

Uses permitted during the duration of the Project:

- Subdivision directional signs during periods of ongoing selling activity (to be removed after 3 months of selling inactivity)
- Model homes, temporary real estate office
- Continued use of an existing building during construction of a new building on the same lot

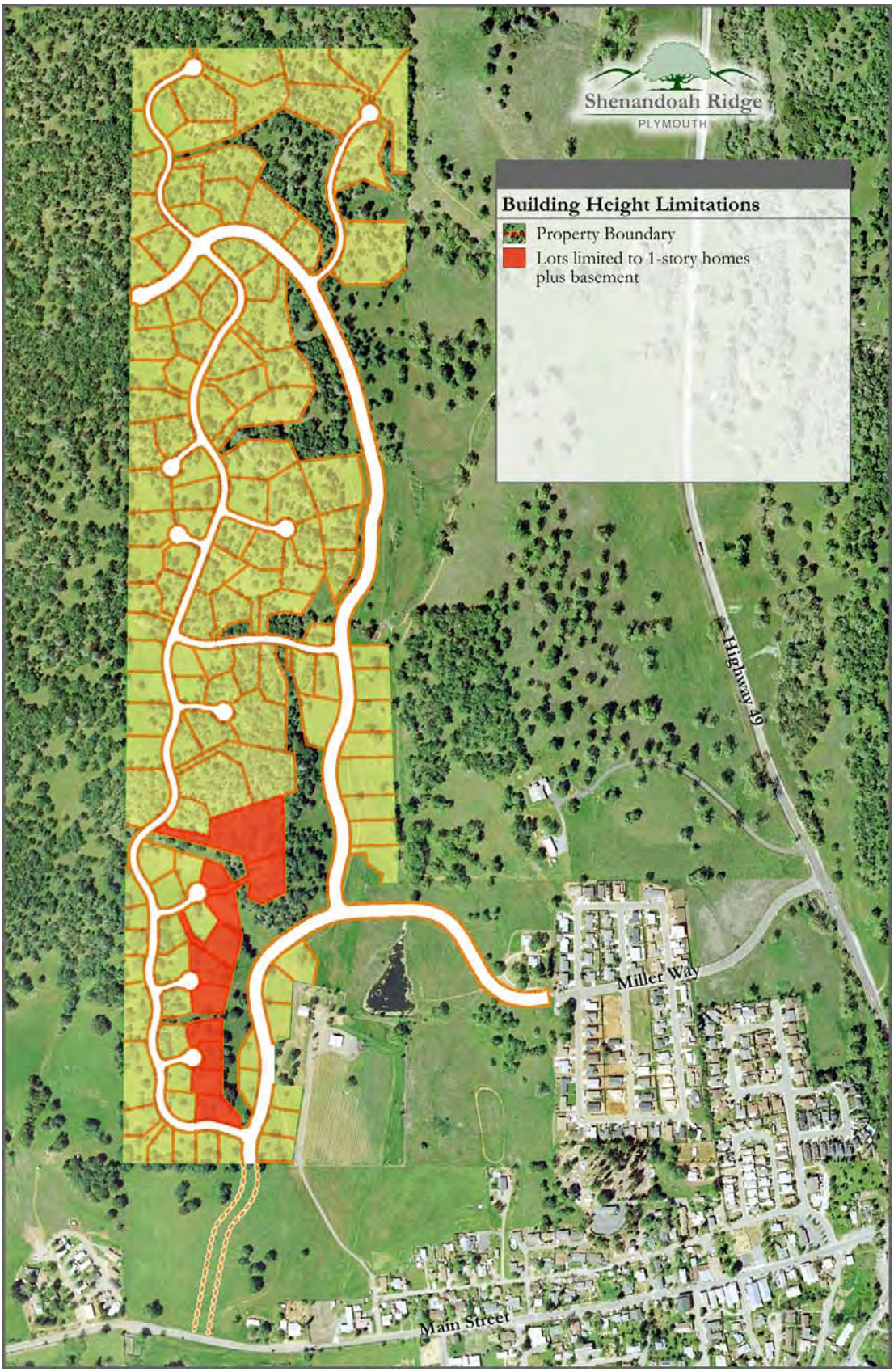


Figure 8: Lots with Building Height Limitations

3.6.1.6 Standards for Lots Bordering Agricultural Land

A number of lots at Shenandoah Ridge border agricultural lands as defined in Government Code section 56016[3]. The Developer has a written agreement, memo or letter of understanding with all owners of the bordering agricultural lands regarding details for the common boundaries. Please see Figure 9 for the buffer/fence plan for Shenandoah Ridge.

In order to regulate lots bordering agricultural land, the Developer will incorporate the following provisions in its CC&Rs, which shall only be effective as long as the agricultural owner's land remains agricultural land:

(1) Provisions for maintenance of any boundary improvements or buffer lands, which will also include city requirements by which the city could enforce such maintenance if necessary.

(2) Owners of lots bordering agricultural land will be prohibited from engaging in any of the following activities:
   a. grading cuts or fills within 5 feet of the common boundary with the agricultural land;
   b. discarding any yard trimmings or other waste of any kind on the agricultural owner's property; and
   c. planting of trees or plants which are noxious to livestock, including but not limited to Oleander, Avocado, Ponderosa Pine, Lupine, Western Azalea, and Western Bracken Fern.

   Note: educational information regarding the impact of certain plants on livestock will also be included in the homeowner's manual.

(3) The Developer will record a document that runs with each lot bordering agricultural land disclosing that:
   a. the lot borders agricultural land which may at any time have livestock or farming activities,
   b. from time to time lot owners may be subject to inconvenience or discomfort arising from the use and storage of agricultural chemicals, including herbicides, pesticides and fertilizers, and
   c. the pursuit of agricultural operations, including plowing, spraying, pruning and harvesting, might generate dust, smoke, noise and odors;
   d. therefore, residents of the lot need to be prepared to accept such inconveniences or discomfort from normal, necessary livestock or farming operations.

[3] 56016. "Agricultural Lands" means land currently used for the purpose of producing an agricultural commodity for commercial purposes, land left fallow under a crop rotational program, or land enrolled in an agricultural subsidy or set-aside program.

Figure 9: Buffer/Fence Plan

3.6.2 Open Space Sub-district

3.6.2.1 Development Standards

Table 2: Open Space Development Standards	
Maximum Building Height	25’
Minimum Front Yard Setback[1]	30’ from back of path or Right of Way
Minimum Side Yard Setback[1]	30’
Minimum Rear Yard Setback	30’
Maximum Building Lot Coverage	4%
Minimum Building Separation (between buildings on separate lots)	100’
Minimum Accessory Separation	10’ (dwelling to accessory) or as specified by building code—whichever is greater 6’ (accessory to accessory) or as specified by building code—whichever is greater
Minimum Drainage Setback	10' from center of drainage or 5’ beyond the edge of any drainage easement—whichever is greater

3.6.2.2 Permitted Uses

Uses permitted in the Open Space sub-district are:

- Environmental preservation
- Environmental mitigation
- Parks & recreation facilities
- Trailhead parking
- Hiking trails & paths
- Buildings for storage of equipment and materials necessary for the maintenance of trails, signage and mitigation areas.
- Uses necessary for proper management of fish, wildlife, watershed, fire and erosion control.
- Erection, construction or alteration of gas, electric, water, sewage disposal, communication facilities or roads.

3.6.2.3 Conditional Uses

Uses requiring a conditional use permit:

- Swimming pools
- Parking areas
- Recreational fields for organized sports
- Agriculture

3.6.2.4 Prohibited Uses

The following uses are prohibited:

- Golf courses including club houses, restaurants and driving ranges
- Boat ramps

3.6.3 Relationship to Zoning Ordinance

Title 19 of the Plymouth Municipal Code contains the zoning ordinance of the City of Plymouth. In case these Development Standards conflict with the provisions of Title 19, the provisions of this Development Plan and the related Design Guidelines shall exclusively apply as per section 19.03.390 of the Plymouth Municipal Code.

In cases where the Development Plan and Design Guidelines are silent, the provisions of the zoning district within Plymouth's zoning ordinance most closely meeting the intent of this Development Plan and the Design Guidelines, as determined by the Community Development Director, shall apply. An appeal of the Community Development Director's decision to the Planning Commission and the City Council shall be possible.

3.7 PHASING

The purpose of presenting a phasing plan is to describe possible constraints and which park and trail improvements are associated with the adjacent residential construction. Grading will be in phases (the entire site will not be graded at one time).

It is anticipated that Shenandoah Ridge improvements will be built out in four phases with homes projected to be constructed over a ten-year or longer period. The estimated phasing schedule is approximate and presented conceptually, as it is likely to change in response to economic and construction conditions. For example, given the state of the housing market and of the general economy at time of Project consideration, the project may take longer to complete. Improvement plans will be prepared for each phase. Master improvement plans for sewer, potable water and drainage facilities will be prepared in accordance with the Conditions of Approval. In order to provide proper circulation and emergency access until all roads within Shenandoah Ridge have been completed, the Developer will provide temporary turn-arounds as necessary to the satisfaction of the City engineer.

The projected phases and estimated schedule is described below, summarized in Table 3 and depicted in Figure 10.

Phase 1: 21 lots

The first phase of the project includes the southeasterly lots of the Project. Phase 1 will also include the construction of Miller Way to the eastern connection to the Shenandoah Ridge property. (Please refer to chapter "4.1 Project Access" for in-depth information regarding the construction of Miller Way.) The approximately 1-acre Miller Park will be part of the first phase as well.

Home construction on Phase 1 lots is anticipated to occur during the first 2 years of the Project.

Phase 2: 52 lots
Phase 2 will include the creation of 52 lots—from the limits of Phase 1 to the east-west road connection at the halfway-point of the property. It is likely that a potable water pressure booster station would have to be constructed during this phase.

A 3-year build-out of homes on Phase 2 lots is anticipated.

Phase 3: 40 lots
The third phase of the Project will create 40 lots with homes on these lots being built over a 3-year period.

Phase 4: 24 lots
Phase 4, finally, will create 24 lots that will be build-out over years 9 and 10 of the Project.

Table 3: Preliminary Phasing Schedule

Phase	Year	Homes	Cumulative Homes
1	1	11	11
	2	10	21
2	3	17	38
	4	17	55
	5	18	73
3	6	14	87
	7	13	100
	8	13	113
4	9	13	126
	10	11	137

Example: With an anticipated start of construction in 2015, Shenandoah Ridge would have added 72 homes to the City of Plymouth in 2019, halfway through the project. At the end of the project, in 2024, a total of 137 lots and homes would have been created.

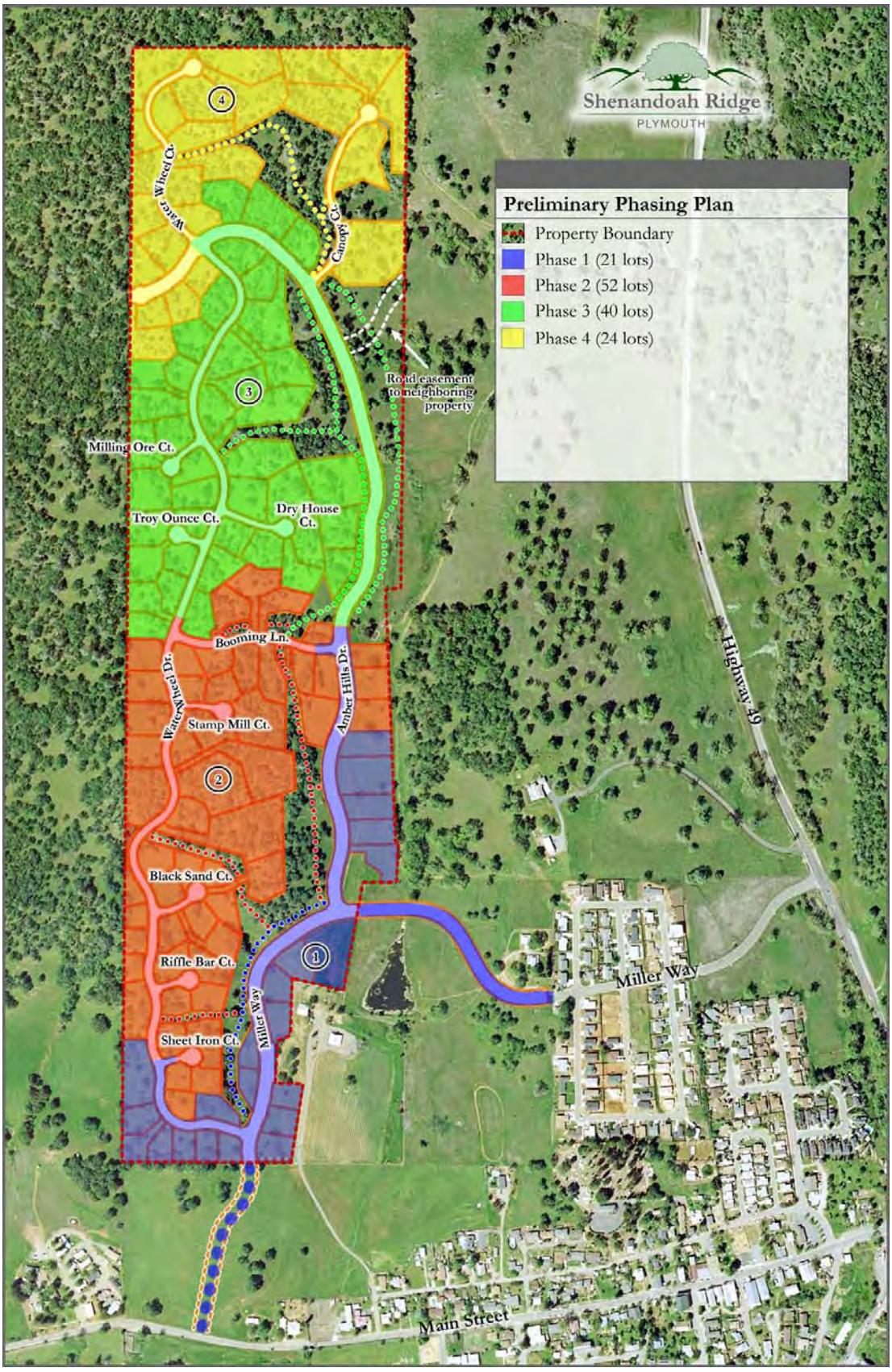


Figure 10: Preliminary Phasing Plan

3.8 GRADING GUIDELINES

3.8.1 Lots

Locations of building sites within Shenandoah Ridge are based on an on-site slope analysis in conjunction with topographical data obtained from aerial photographs (please note that Figure 5 herein is not sufficiently detailed to determine actual building sites). While it is technically possible to construct homes on grades of up to thirty percent, homesites with slopes of more than 23% will generally be avoided. Shenandoah Ridge LLC pursues a natural-looking Project with minimal grading impacts. Mass grading for building pads will be avoided. Building envelopes on relatively flat or gently sloping sites may be graded to allow for slab foundations as long as the minor cuts and fills will generally blend in with the natural terrain upon completion of finish-grading. On lots with greater slopes, built-up foundations will be used in order to avoid unnecessary impacts on the natural terrain. In both instances, however, areas immediately around homes will be finish-graded after completion of construction to make the homesite conform to and blend in with the surrounding ungraded terrain to the greatest extent feasible considering specific site characteristics. Each phase may be adjusted to balance cuts & fills. Please refer to the Design Guidelines for additional information on individual lot site grading.

3.8.2 Roads

Shenandoah Ridge LLC also took great care in designing a road system that avoids unnecessary grading impacts. Roads have been designed to conform to the natural terrain as much as possible. The road cross sections have been optimized for the hilly terrain by keeping the road standards rural in character. In some areas the Developer might suggest retaining walls made of or faced with natural rock or other aesthetically pleasing material (which could include concrete if pleasing colors and designs are incorporated) to further reduce cuts and fills. Retaining walls are desired to be less than 10 feet high. Where higher retaining walls might be appropriate, the Developer will make efforts to incorporate tiered (offset) retaining walls with planter strips on the level steps between the wall segments. Steepness of graded slopes is desired to be 3:1 with a maximum slope of 2:1.

3.9 PARK & OPEN SPACES

Shenandoah Ridge will include approximately 32 acres of open spaces and parkland. The 1-acre Miller Park is located in the lower easterly portion of the Project—providing existing Plymouth residents in the vicinity (e.g. Hawskview) with an additional recreation opportunity. Figure 1 shows the proposed location of the park at Shenandoah Ridge.

3.9.1 Park

Miller Park will be designed by a licensed landscape architect with experience in park planning and construction. The park will be designed to include the following:

a. Provide a clearly delineated primary path as an obvious route for pedestrians and bicyclists to traverse the park. The appearance of a primary path can be achieved through surfacing, width and/or routing (curves and intersections).
b. Allow for security and visibility by maintaining view corridors from adjacent streets and appropriate selection of low shrubs/ground cover and trees with high canopies.

c. The larger turf area will be graded to allow for unorganized field play. Sufficiently flat areas can be achieved through the use of retaining walls or steeper banks adjacent to the turf area. Drainage and site constrains will be taken into consideration.
d. The park will provide a trail map depicting the trail system.
e. The park will provide trash receptacles at the park entrance as well as at any picnic table location.
f. In unimproved areas with existing native grasses, Developer will add perennial blooming wildflowers through hydroseeding.

Final park plans will be approved by the City Council. Shenandoah Ridge LLC proposes City ownership and maintenance of the park. Park maintenance obligations will be in accordance with the Conditions of Approval and/or the Development Agreement.

In accordance with the Development Agreement, the Developer will also contribute money for the acquisition, design and construction for a community park.

The main features of the park will be a tot lot for small children ages 2 to 5 years and a swing set for older children. The Figure 11 photo depicts the tot lot play structure and free standing swing. The play structure consists of tot swing, cool topper shade structure, cozy climber, bubble panel, double wave poly slide, pilot panel, winding slide and storefront panel. Please note that the listed park equipment for this park is prototypical. Ultimate selection may vary but will be in the magnitude described.

Figure 11: Playground—2 to 5 years

Adjacent to the tot lot will be seating areas for parents with a total of 4 backed benches. Next to the tot lot will also be an open turf area for non-organized field play–approximately 100' x 100' in size. Within the turf area 4 picnic tables with 2 barbeques allow for gatherings

and get-togethers. All benches will either be located in naturally shaded areas or appropriate shading will be provided.

In order to allow light vehicles to maintain the tot lot play equipment and the furnishings within the park, an 8-foot wide asphalt path will lead from Miller Way south to the play area. The rest of the pathways within the park will be 6 feet wide and surfaced with decomposed granite. Parking for Miller Park will be provided in parallel parking bays along the entire frontage of the park on Miller Way.

Figure 12 depicts the park layout including amenities and landscape plan. Please note that the following changes not depicted on the concept drawing will be included in Vintner Park:

a. The tot lot as well as some of the picnic tables will be moved further north towards Miller Way in order to increase visibility from the roadway.
b. The turf area will be enlarged to approx. 100' x 100'.
c. The crossing portal will be moved to the east in order to align with the curb return of the intersection of Miller Way and Amber Hills Drive.

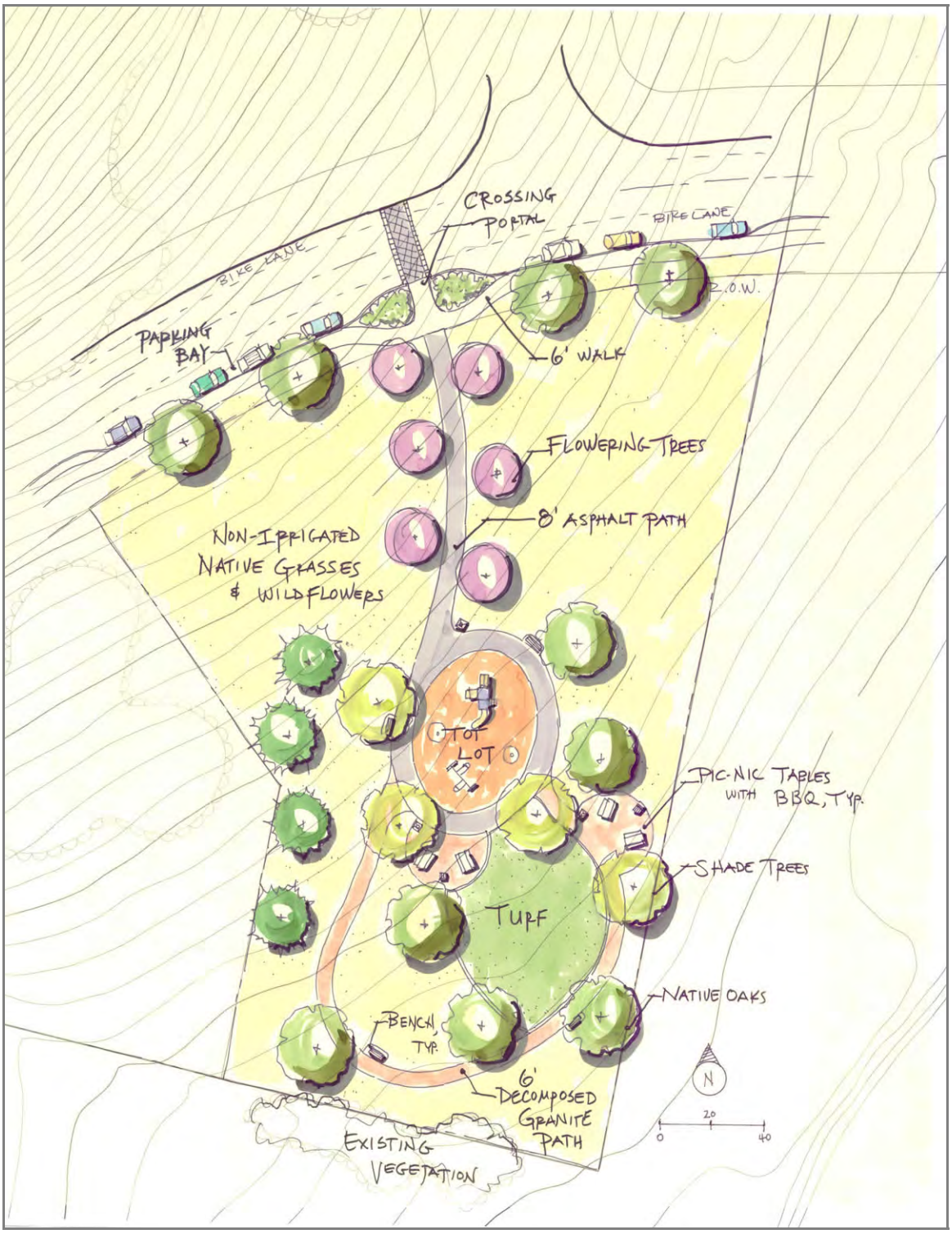


Figure 12: Miller Park

3.9.2 Natural Open Spaces

Natural open spaces provide not only important environmental functions but add aesthetic appeal, a public amenity, and contribute recreational opportunities. At Shenandoah Ridge approximately 31 acres remain undeveloped as natural open space.

The Project was designed in a way that biological resources will be located within the open space. And, of course, the approximately 2 miles of hiking trails will also meander through these natural areas. Please refer to Figure 1 for a depiction of the open spaces.

Maintenance obligations will be in accordance with the Conditions of Approval and/or the Development Agreement. Maintenance will include fire fuel management.

3.10 TREE PRESERVATION

Shenandoah Ridge LLC went to great efforts to minimize the tree removal impact of the Project. Building sites and roads were mapped on-site using GPS technology to take valuable features like trees and rock formations into account. In many instances roads were positioned to avoid tree removal and encroachments under tree canopies. In other areas, trees were purposefully placed on lot lines or within building setbacks in order to preserve the canopy.

Shenandoah Ridge currently has a tree canopy baseline of approximately 83 acres of the overall Project area as shown on the Tree Canopy Baseline & Impact Map (see Figure 13). Shenandoah Ridge is estimated to require the removal of approximately 14 acres of the currently existing tree canopy cover, which would leave approximately 69 acres of the overall Project area covered with tree canopy.

Since development always encounters unforeseen challenges and circumstances Shenandoah Ridge LLC proposes a more conservative estimate. Therefore, a contingency margin of 50% of the anticipated removed canopy is used, which results in a worst-case maximum of approximately 21 acres of canopy to be removed. Even this worst-case scenario would mean that 74.7% of the existing tree canopy would be preserved.

The Developer intends for Shenandoah Ridge to be subject of the Plymouth Tree Ordinance. Thus, any protected tree slated for removal will be replaced according to the ratio stated in the tree ordinance (at time of this writing: every 6" of protected tree trunk diameter will be replaced with 1 tree). The determination of tree replacements will occur in accordance with the Plymouth Municipal Code in 2 stages: (1) at improvement plan stage of each phase for trees that will have to be removed due to street and utility impacts (§8.20.300) and, (2) at the time of grading plan preparation for individual lots (§8.20.320).

Replacement trees can be planted in the following manner/areas:

- Each lot has to have at least two trees. Trees planted on lots will count toward the replacement requirement.
- Replacement trees can also be installed in:
    - landscape strips between the road and the path,
    - Miller Park, and
    - in any other area that is part of the then current or previously approved final map.

When planting replacement trees in any of the above areas, special attention should be given to locate the replacement trees in ways that provide additional benefits. For example: shading in parks and along trails, additional screening for homes, centralized propane tanks or cuts and fills.

All tree replacement areas will be shown on landscaping plans required for each phase prior to approval of the respective final map and will be subject to City approval. Along with the landscaping plans, the Developer will, in accordance with the Conditions of Approval, submit a Tree Establishment and Maintenance Plan that will be prepared by a licensed landscape architect. Any replacement tree that does not survive, or is determined to be diseased within the first three years will be replaced at the expense of the Developer or owner. To protect existing trees and to avoid conflict beyond the initial development of the property, Shenandoah Ridge LLC will also include oak tree maintenance guidelines for the individual home owner within Shenandoah Ridge's CC&Rs or the homeowner manual. The guidelines will be prepared by an arborist and will require city approval.

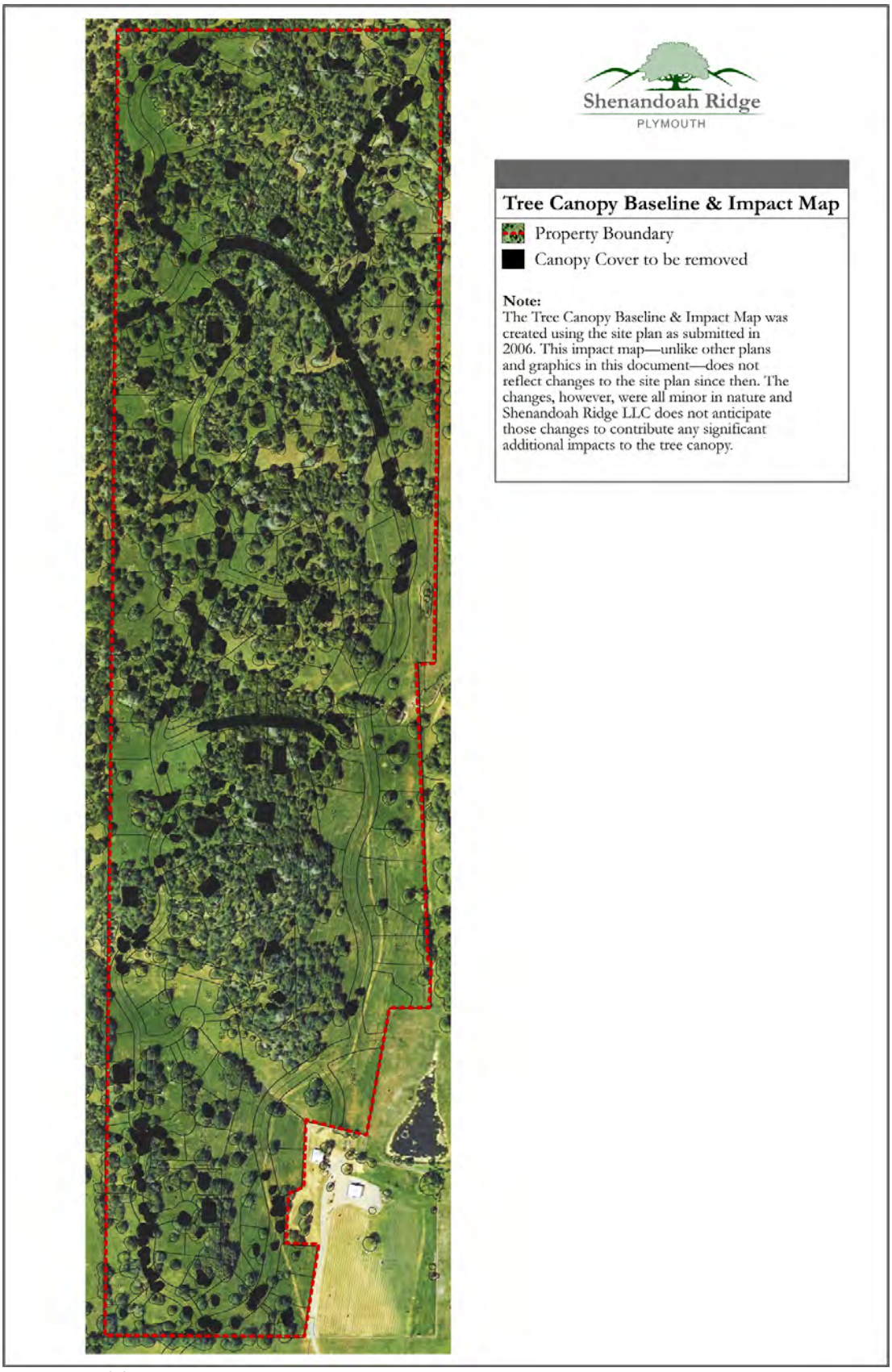


Figure 13: Tree Canopy Baseline & Impact Map

3.11 ENTRY FEATURES

Figure 14 & Figure 15 below depict entry design examples for the Project—except that the entry feature will include the word "Plymouth" either behind or below the words "Shenandoah Ridge". Shenandoah Ridge LLC proposes to construct entry features where Amber Hills Drive and Water Wheel Drive intersect with Miller Way (see Figure 18 for locations). Please note that below layouts are meant to provide a general idea of the type of entry feature Shenandoah Ridge LLC will install. Actual construction may vary but would require approval of a Conditional Use Permit by the City of Plymouth.

The Developer will be allowed to place marketing signs and flags within any portion of the Miller Way rights-of-way from Old Sacramento Road to where Miller Way enters the Hawksview subdivision or within Shenandoah Ridge lots. The signs will not exceed two feet by three feet and flags will be of form and size typical for sales flags at new home subdivisions. For signs and flags located within lots, an Administrative Use Permit will be required. Signs and flags located within rights-of-way will require approval of an Encroachment Permit.

Entry features, signs and flags will be sized and located in a way as not to impair traffic safety and will be kept in good repair at all times.

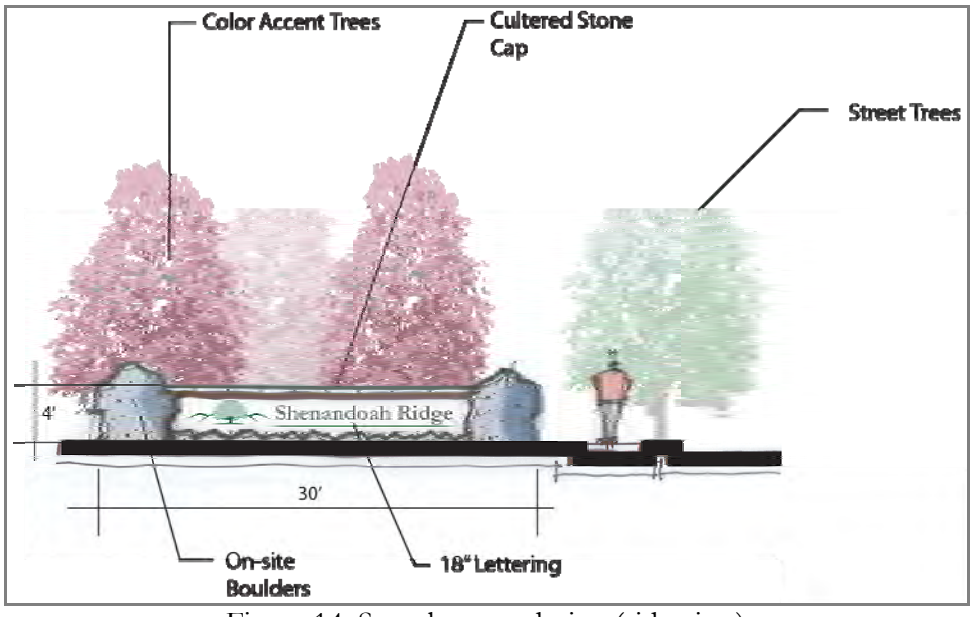


Figure 14: Sample entry design (side view)

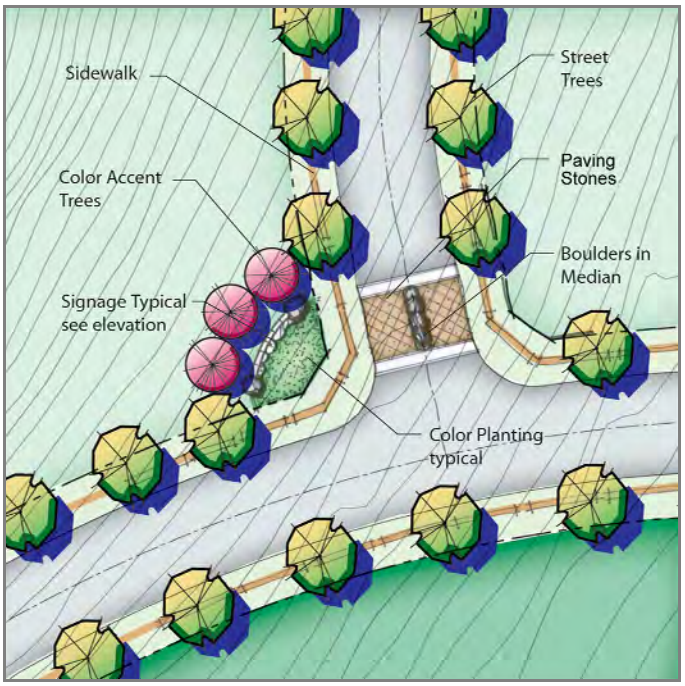


Figure 15: Sample entry design (plan view)

3.12 Site Furnishings

3.12.1 Street Lights

Shenandoah Ridge LLC as well as neighbors and members of the public would like to preserve dark skies. Hence, Shenandoah Ridge LLC proposes to install lighting fixtures only at the following intersections in order to reduce improve safety:

- Miller Way & Water Wheel Drive
- Miller Way & Amber Hills Drive
- Amber Hills Drive & Water Wheel Drive

In order to avoid glare and reflections on open spaces and wildlife habitat, all lighting fixtures will be pedestrian scale and appropriate in intensity for the intended use and will include cut-offs, shielding, or be recessed. The light fixtures will be energy-efficient (metal halide or LED).

Except for temporary holiday lighting within public and private areas, lighting that includes movement, flashing and/or blinking, or is unusually high in intensity or brightness should be avoided.

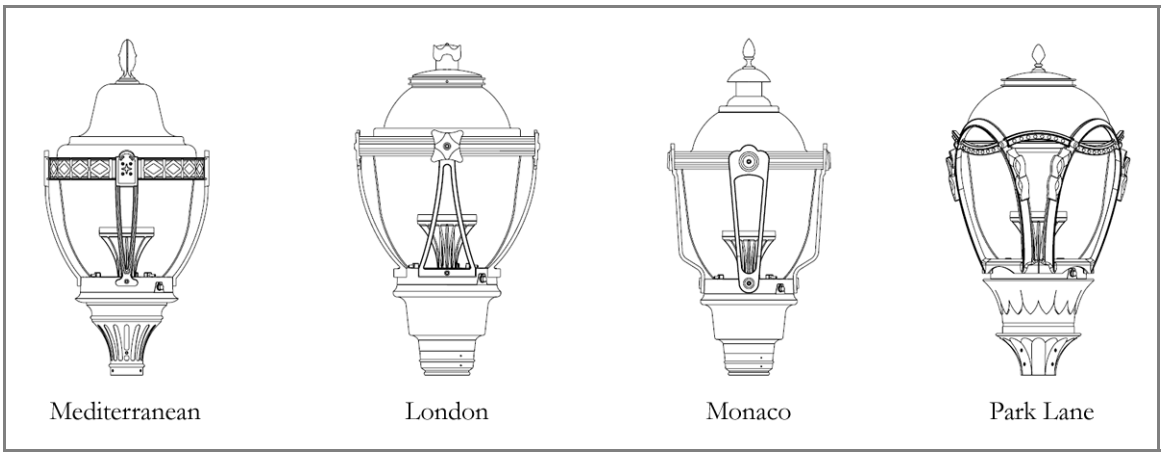


Figure 16: Sample lighting fixtures

The illustrations above depict the Village[2] LED lighting fixture collection by Beacon. The illustrations are meant to provide a general feel for the light fixtures that the Developer prefers. Final selection of light poles, arms and fixtures will be subject to City approval regardless of whether the light fixtures will be owned and maintained by the City or by PG & E.

3.12.2 Mailboxes

Shenandoah Ridge LLC proposes the use of grouped curbside mailboxes rather than centralized "Cluster Box Units." While this delivery method is normally used for lots of one acre or larger, the United States Postal Service does allow the use of grouped curbside mailboxes for smaller lots as well, as long as the following USPS requirements will be met:

- Ensure that no local ordinances prohibit the use of "curbside" mail receptacles.
- Mail receptacles are placed on the right hand side of the street according to the carrier's line of travel.
- Addresses will generally be grouped in 4's, drawing from both sides of the street. In rare instances, groups might consist of more than 4 mail receptacles if this grouping simplifies mail delivery for the carrier (e.g. a cul-de-sac with 6 lots might have a common mailbox location with 6 mail receptacles). In no case, however, is the grouping expected to exceed 7 mailboxes at any one location.
- Mailboxes will be installed in a single tier.
- Since on-street parking will not be allowed outside of parking bays, curbside painting in the area of the mailbox locations will not be required.

Shenandoah Ridge LLC will ensure full compliance with any USPS requirement.

3.12.3 Perimeter Walls & Fences

Solid subdivision perimeter walls will not be constructed for Shenandoah Ridge so as to better integrate the new neighborhood into the existing community.

Perimeter fences along the Shenandoah Ridge boundary, however, can provide a sturdy barrier between the urban-agricultural interfaces. Perimeter and buffer fences installed by the Developer will be constructed in accordance with chapter "3.6.1.6 Standards for Lots

Bordering Agricultural Land" and various agreements between the Developer and neighboring property owners in order to protect neighboring property owners and their livelihood.

Please refer to the Design Guidelines for on-the-lot fencing guidelines.

4. CIRCULATION & TRANSPORTATION

An effective transportation network is an integral part of Shenandoah Ridge. This section describes the characteristics of the circulation network.

4.1 PROJECT ACCESS

For access to Shenandoah Ridge the following two alternatives are possible. Determination of the alternative to be constructed is dependent upon a variety of factors. Both alternatives are depicted in Figure 18.

4.1.1 Preferred Access Alternative

The preferred alternative for access to Shenandoah Ridge is the extension of Miller Way from its current stub in the Hawksview neighborhood all the way through to Old Sacramento Road. This alternative would connect Shenandoah Ridge and the Hawksview neighborhood to Main Street/Old Sacramento Road and downtown without the necessity to access Highway 49. Thus, this scenario would provide circulation and safety benefits to the residents of Plymouth.

Besides construction of Miller Way on the Shenandoah Ridge property itself, this alternative also requires construction of Miller Way on the 23± acre parcel currently owned by Jack D. Phillips (APN: 010-171-018) to the east of Shenandoah Ridge as well as construction of Miller Way on the parcel south of Shenandoah Ridge and north of Old Sacramento Road currently owned by the Crain Trust (APN: 008-060-011).

Shenandoah Ridge LLC has secured the required easement for the Phillips parcel, but the Developer does not currently have the legal right to construct Miller Way on the Crain parcel. Thus, this preferred alternative cannot be implemented without the cooperation of the owner of the Crain property and the third party holding a purchase option for the land. Shenandoah Ridge LLC has been and still is in discussions with both the owner and the third party, regarding the possibility of an extension of Miller Way over the Crain property. And though there is willingness on all sides to cooperate, an agreement has not yet been reached and the Developer cannot guarantee that it will ultimately be able to construct Miller Way on the Crain parcel.

If the Developer will not be able or until Developer is able to construct Miller Way on the Crain parcel, Developer proposes to implement the secondary access alternative.

4.1.2 Secondary Access Alternative

This secondary alternative also includes access from Highway 49 via Miller Way through the Hawksview neighborhood and over the Phillips parcel. However, the connection from Shenandoah Ridge south to Old Sacramento Road via the Crain parcel would not occur as part of the Shenandoah Ridge project unless Developer is able to construct this portion of Miller Way as noted above, at some point during development of the Shenandoah Ridge project. Instead, Shenandoah Ridge LLC would provide temporary emergency access from Old Sacramento Road via Landrum Street and via a prescriptive easement over the Crain and the Plymouth Port LLC (APN: 008-030-027) parcels to the south of Shenandoah Ridge

(see Figure 18). The emergency-only access road within said easement would not be accessible to the public and would only be used in the case of an emergency (i.e. a wildland fire). Once another project will construct Miller Way on the Crain parcel and connect it to Old Sacramento Road, the temporary emergency access would be abandoned.

4.1.3 Temporary Road Standard

Due to the fact that the 23±-acre property to the east and the Crain property to the south may develop after Shenandoah Ridge, in the event Shenandoah Ridge builds either section of Miller Way prior to development occurring on either property, any road construction on these properties should occur to a temporary standard only, as the constructed road would be cut, trenched, and repaired in the future in order to create new intersections and new utility service connections. For example, by initially constructing Miller Way on the 23±-acre property with a reduced pavement thickness, the ultimate developer of the 23±-acre property would be able to connect to the utilities underneath the roadway and upon completion of his work, the developer could then overlay Miller Way with another layer of pavement, leaving a brand-new driving surface rather than a patchwork of pavement.

THE CONDITIONS OF APPROVAL SPECIFY THIS TEMPORARY ROAD STANDARD.4.2 STREET NAMES

Below is the list of street names for the Project. Figure 17 depicts the street names along with the actual roadway on the map. The Developer understands that the street names are subject to approval by the City of Plymouth.

Shenandoah Ridge Street Names

Amber Hills Drive	Miller Way (extension)	Troy Ounce Court
Black Sand Court	Milling Ore Court	Water Wheel Court
Booming Lane	Riffle Bar Court	Water Wheel Drive
Canopy Court	Sheet Iron Court	
Dry House Court	Stamp Mill Court	

Figure 17: Street Names

4.3 ROADWAY SYSTEM

4.3.1 Street Design Principle

It is the goal of Shenandoah Ridge LLC to create a residential subdivision focused on the needs and the lifestyle of the people residing in the neighborhood. Thus, the overall guiding principle for the development of the roadway system was to design adequate rural street standards that will slow down traffic, increase livability and walkability, increase safety, reduce runoff and heat gain, and avoid scarring of the terrain and environment while easily accommodating projected traffic. The streets in the Project are categorized as collector, local connector, local access and cul-de-sacs. Horizontal and vertical alignment requirements of the street sections will generally follow City of Plymouth's standards. Minor design exceptions may be requested on a case-by-case basis to allow the roads to better follow the existing topography.

4.3.2 Roadway Classifications

Table 4 summarizes the main characteristics of the various road classifications within Shenandoah Ridge. Figure 18 shows the Shenandoah Ridge circulation system including the respective road classifications.

Table 4: Shenandoah Ridge Roadway Classifications

Characteristic	Cul-de-Sac	Local Access	Local Connector	Collector
Design Speed	20	20	25	30
Travel Lane Pavement Width	22'	22'	24'	32'
Minimum right-of-way width	36'	44'	50'	72'
Pedestrian Facilities	None	6' asphalt path on one side	6' asphalt path on one side	6' asphalt path on one side, 5' asphalt path on the other side (except in open space areas)
Bike Lanes/Shoulders	None	None	None	5' bike lanes/shoulders
Lighting	None	At intersection of Amber Hills Drive with Water Wheel Drive	None	At intersections of Miller Way with: • Amber Hills Drive • Water Wheel Drive
Striping	Centerline 50' from stop bars	Centerline 50' from stop bars	Centerline 50' from stop bars; edge line	center/median; bike lane/shoulder[4]; edge line

[4] In areas of parking bays: striping on left side of bike lane (between travel lane and bike lane) only—no striping between bike lane and parking bay.

Table 4: Shenandoah Ridge Roadway Classifications				
Characteristic	**Cul-de-Sac**	**Local Access**	**Local Connector**	**Collector**
Roads within classification	Black Sand Ct. Canopy Ct. Dry House Ct. Milling Ore Ct. Riffle Bar Ct. Sheet Iron Ct. Stamp Mill Ct. Troy Ounce Ct. Water Wheel Ct.	Amber Hills Dr. (North of Shady Oak Ln.) Booming Ln. Water Wheel Dr. (north of Honeysuckle Ct.)	Amber Hills Dr. (South of Shady Oak Ln.) Water Wheel Dr. (south of Honeysuckle Ct.)	Miller Way

Notes:

- Acceptable road surfaces are asphalt concrete and paving stones.

Figure 18: Roadway Classification

4.3.2.1 Collector Road (Miller Way)

Miller Way will be the connection for all traffic going in and coming out of Shenandoah Ridge. It will be the only collector road within the Project.

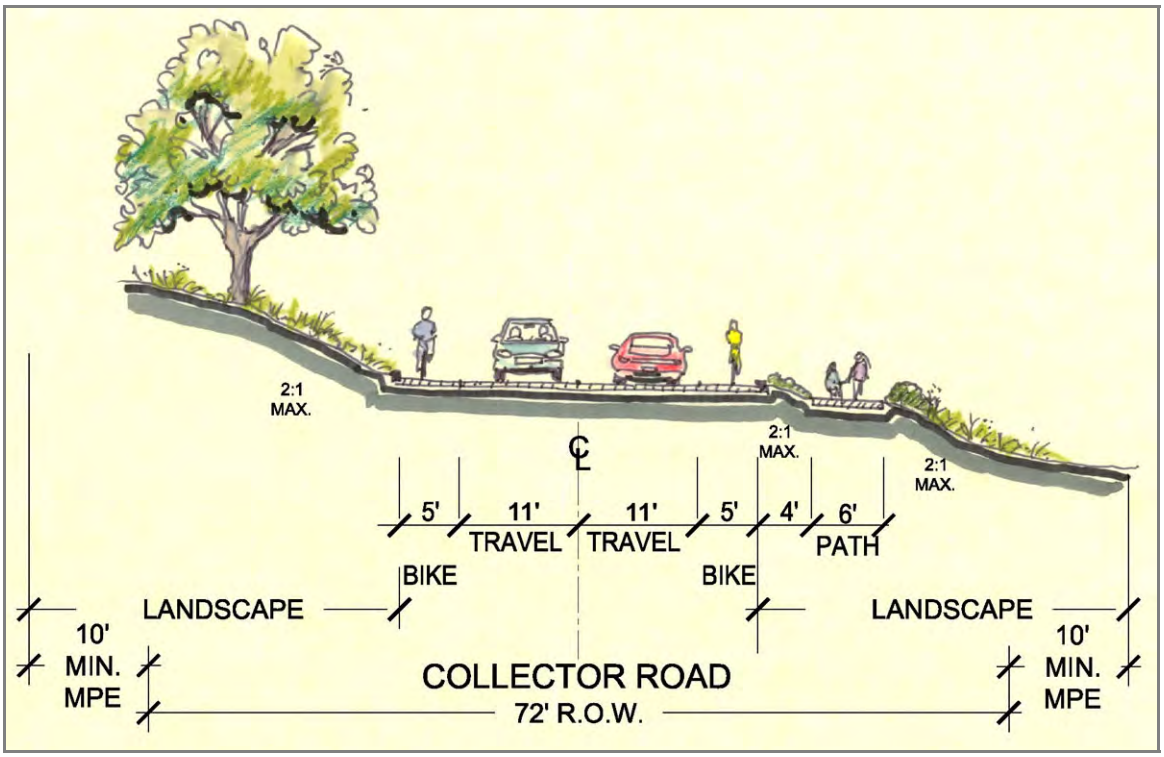


Figure 19: Collector cross section

Design speed for Miller Way is 30 mph. Miller Way has a right-of-way of width of 72 feet. It includes two 11 foot wide travel lanes with 5-foot striped bike lane/shoulder on each side of the road. The collector road will be flanked by a 6 foot wide asphalt path on one side and an offset trail on the other side of the roadway (see Figure 18). The area between the path and the roadway will be landscaped and maintenance will be the responsibility of the individual lot owner. Landscaping between the path and lot will be the responsibility of the lot owner. Due to the expected traffic volume, each lot accessing Miller Way will allow for turn-around on the lot so that cars entering Miller Way from driveways do not need to back into the roadway. Left turn lanes or traffic circles will be created at the intersection of Miller Way with Water Wheel Drive and Amber Hills Drive.

Newly planted trees between the roadway and path will be planted in sizes as follows: For trees that grow rapidly or moderately, trees in five gallon containers will be used. For trees that grow slowly, trees in fifteen gallon containers will be used. Sunset's Western Garden Book will be used as a reference to determine the growth rate of such trees. Please note that vegetation depicted colorized in the road cross sections symbolizes newly planted vegetation, while black and white vegetation represents existing vegetation.

For more detail on the collector road cross section as well as all following cross sections, please see the approved tentative map.

4.3.2.2 Local Connector Roads

The local connector road classification functions as transition between collector and local access roads. They also provide connectivity between neighborhoods. Within Shenandoah Ridge there are only two areas where this road standard applies:

- Amber Hills Drive south of the intersection with Booming Lane, and
- Water Wheel Drive south of the intersection with Black Sand Court.

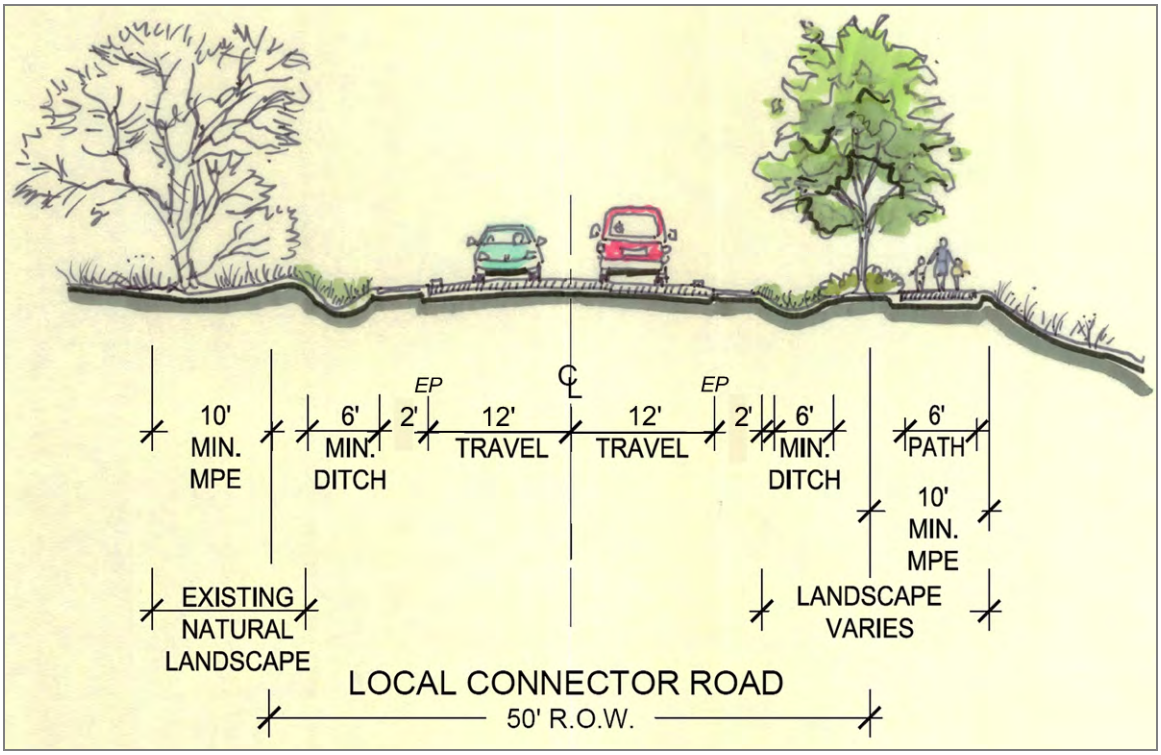


Figure 20: Local Connector cross section

Local connector roads have a minimum right-of-way width of 50 feet and a pavement width of 24 feet with edge line striping. Please note: while the local connector classification for the Zinfandel project provides for a 4-foot gravel shoulder, the local connector classification for Shenandoah Ridge provides for a 2-foot gravel shoulder due to the low projected traffic volume for the road sections with this classification.

Centerline striping will only be applied within 50 feet of intersections with Miller Way. A local connector road will have a 6 foot wide path on one side of the roadway which may be separated by a 6 foot wide swale. The area between path and roadway will be landscaped with maintenance being the responsibility of the individual lot owner. The path will be surfaced with asphalt. The design speed for local connector roads is 25 mph.

As described above, Amber Hills Drive will be constructed to the local connector classification south of the intersection with Booming Lane. However, due to the potential of additional traffic from future connections to the neighboring property to the west, a

minimum right-of-way width of 72 feet will be provided in order to be able to accommodate a collector road in the future.

4.3.2.3 Local Access Roads

Local access roads will provide the main internal lot access. Local access roads have a minimum right-of-way width of 44 feet and a pavement width of 22 feet. Striping will only occur in the form of stop bar striping at intersections. A local access road will have a 6 foot wide path on one side of the roadway typically separated by a 6 foot wide swale. The area between path and roadway will be landscaped and maintenance will be the responsibility of the individual lot owner. The path will be surfaced with asphalt. The design speed for local connector roads is 20 mph.

Though Amber Hills Drive north of the intersection with Booming Lane will be constructed to the local access road classification, this section of roadway will also provide for a right-of-way width of 72 feet for possible future expansion.

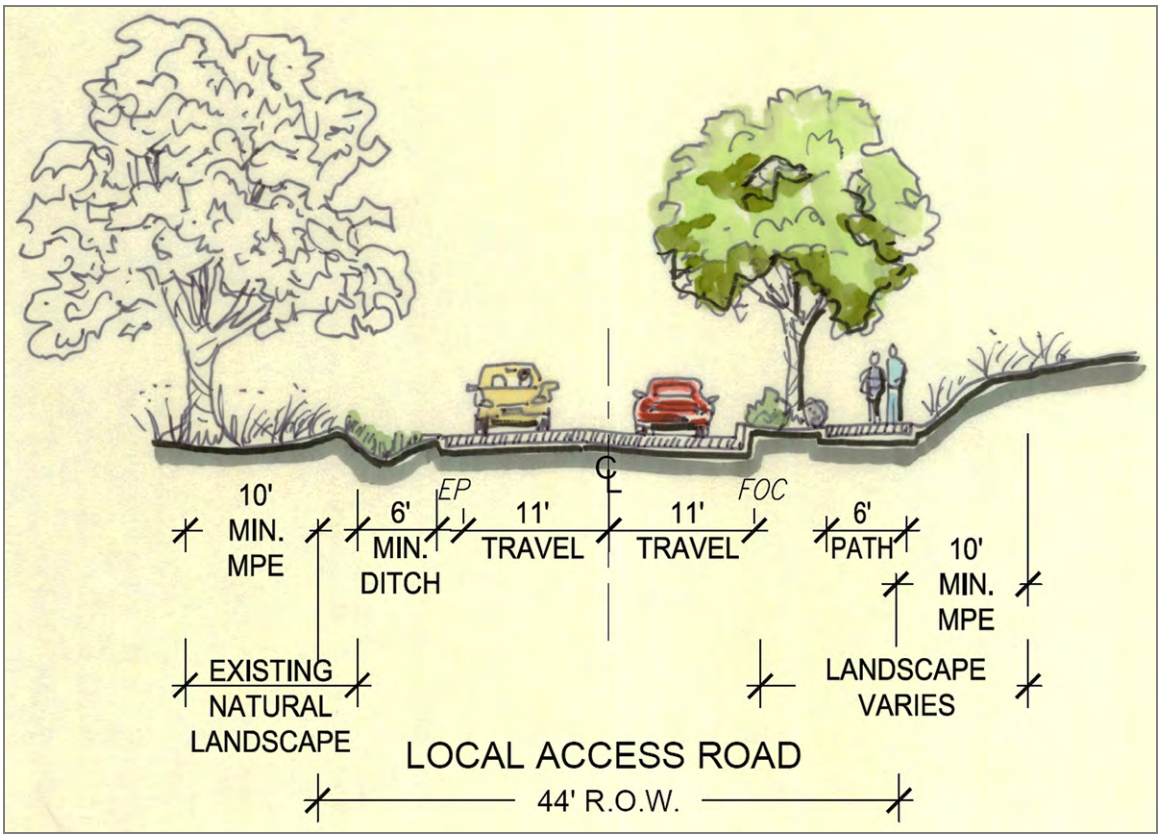


Figure 21: Local Access cross section

4.3.2.4 Cul-de-Sacs

The cul-de-sac classification is for short cul-de-sacs. Longer cul-de-sacs fall under the local access road classification. The only difference between cul-de-sac roads and local access roads is that cul-de-sacs do not have paths on the side of the roadway and the right-of-way width is 36 feet. This is possible due to the very low traffic volume on these roads. Design speed for cul-de-sacs is 20 mph.

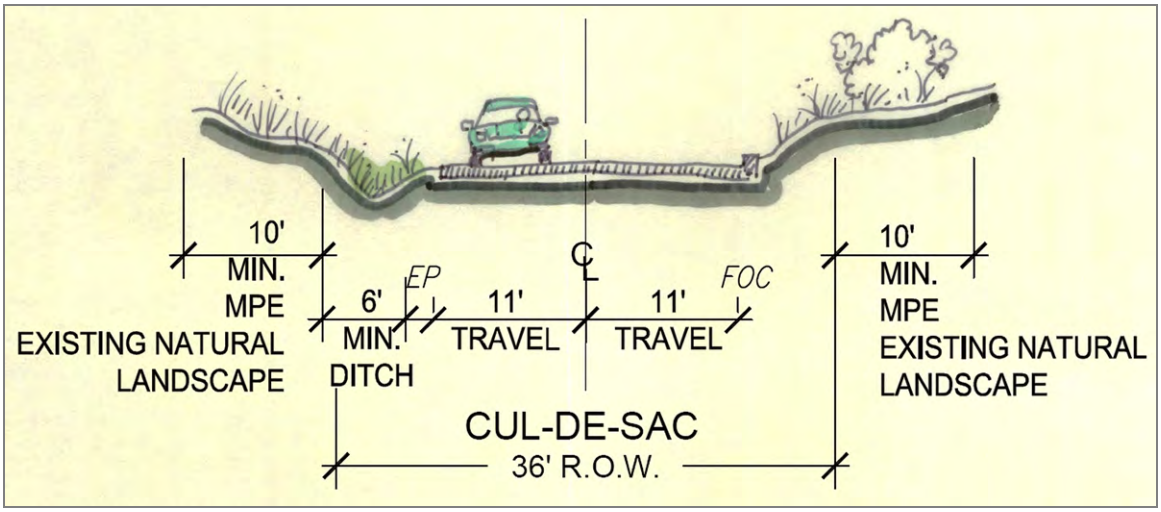


Figure 22: Cul-de-Sacs cross section

4.3.3 Maintenance

Street maintenance, maintenance of associated drainage facilities, as well as lighting and landscaping along roads will be in accordance with the Conditions of Approval and/or the Development Agreement.

4.4 SHARED DRIVEWAYS

In some instances neighboring lots at Shenandoah Ridge have been designed for shared driveway use. Shared driveways are driveways that share a common encroachment onto the public street and are jointly owned by the owners of the neighboring properties it gives access to. Shenandoah Ridge LLC will record reciprocal right-of-way easements and driveway maintenance standards for each parcel sharing a driveway. Parking on the common part of the driveway of a lot will not be permitted unless the driveway has been widened by an additional 7 feet of pavement.

4.5 PARKING STANDARDS

4.5.1 Minimum Standards

A typical city lot accommodates parking spaces for 4 cars: two on the driveway and two on the street. Due to the rural character of all Shenandoah Ridge roads, general on-street parking on the side of the road will be prohibited and only be allowed in specifically provided parking bays.

The intent of the following parking standards is to accommodate parking in numbers comparable to a typical city subdivision.

1. Minimum **total** parking spaces per home built: 4.0
2. Of that, minimum **on-lot** parking spaces per home built: 2.0, and
3. Minimum **on-street** parking spaces per home built: 0.75
4. Garage parking shall not be considered in these numbers.
5. For no lot shall the distance to the closest parking bay exceed 250'—as measured from either driveway or other solidly surfaced pedestrian access point.

Examples:

a) Assuming a lot can only accommodate 2 parked cars on the driveway, the design would have to include an additional 2 stalls either through on-street parking bays or improved on-site parking spaces.
b) Assuming a lot can accommodate 4 or more parked cars on the lot, the lot would still have to provide an additional 0.75 parking spaces of on-street parking in order to meet minimum on-street parking requirement of 0.75 parking spaces.

The larger lot size at Shenandoah Ridge and the resulting longer driveways will allow for increased on-driveway parking at Shenandoah Ridge. Thus, the Developer anticipates being able to provide on average more than 4 parking spaces per lot.

When determining the number of on-lot parking spaces, only those spaces will be counted towards the requirement that can be accessed without the need to reposition other parked vehicles.

Please note that the above parking standards do not include any potential (temporary) on-lot off-driveway parking possible due to the large lot sizes and the anticipated large natural (non-turf) on-lot areas. Long-term on-lot off-driveway parking will be prohibited by the CC&Rs.

4.5.2 Parking Bays

On-street parking at Shenandoah Ridge will only be allowed in cul-de-sac bulbs in accordance with California law and in provided parallel paved parking bays. These parallel parking bays will allow for special event parking within the vicinity of each lot. Shenandoah Ridge's 137-lot tentative map would provide a total of 103 on-street parking spaces. Placement of the parking bays will be part of the improvement plans for each phase as driveway placement, mail box, hydrant and crosswalk locations, etc. will only then be determined. Parking bays, however, shall not be located within 50' of intersections.

The parking spaces for Miller Park will be in addition to the on-street parking requirements for lots.

To accommodate parking at certain trail crossing, the Developer will provide 2 additional on-street parking-spaces where the trail crosses Booming Lane and at the trail crossing at the intersection of Amber Hills Drive with Canopy Court. Visitors to all other trails will be able to utilize any of the regular parking bays.

Where there are two or less on-street parking spaces along a cul-de-sac bulb or in a parking bay, the length of each space will be at least 18 feet. Where there are more than two parking spaces provided, the length of each internal space will be 22 feet with the outermost parking spaces still being 18 feet. The pavement width of a parking bay will be 7 feet. In areas where parking spaces are separated from the path by a roadside ditch or swale and where the parking space is not adjacent to a driveway, the Developer will create a paved path between the parking spaces and the path that will allow pedestrians to cross back and forth without having to step into the ditch.

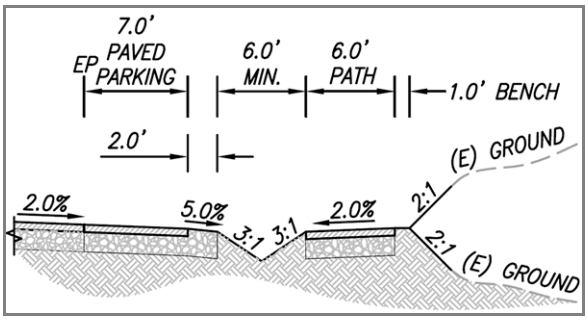


Figure 23: Parking bay detail

4.6 PEDESTRIAN & BICYCLIST SYSTEM

Paths and a system of trails for pedestrians and bicyclists will provide access to and between destinations within Shenandoah Ridge. The pedestrian and bicycle circulation system will also provide links to areas outside of Shenandoah Ridge. See Figure 24 for Shenandoah Ridge's pedestrian & bicyclist system.

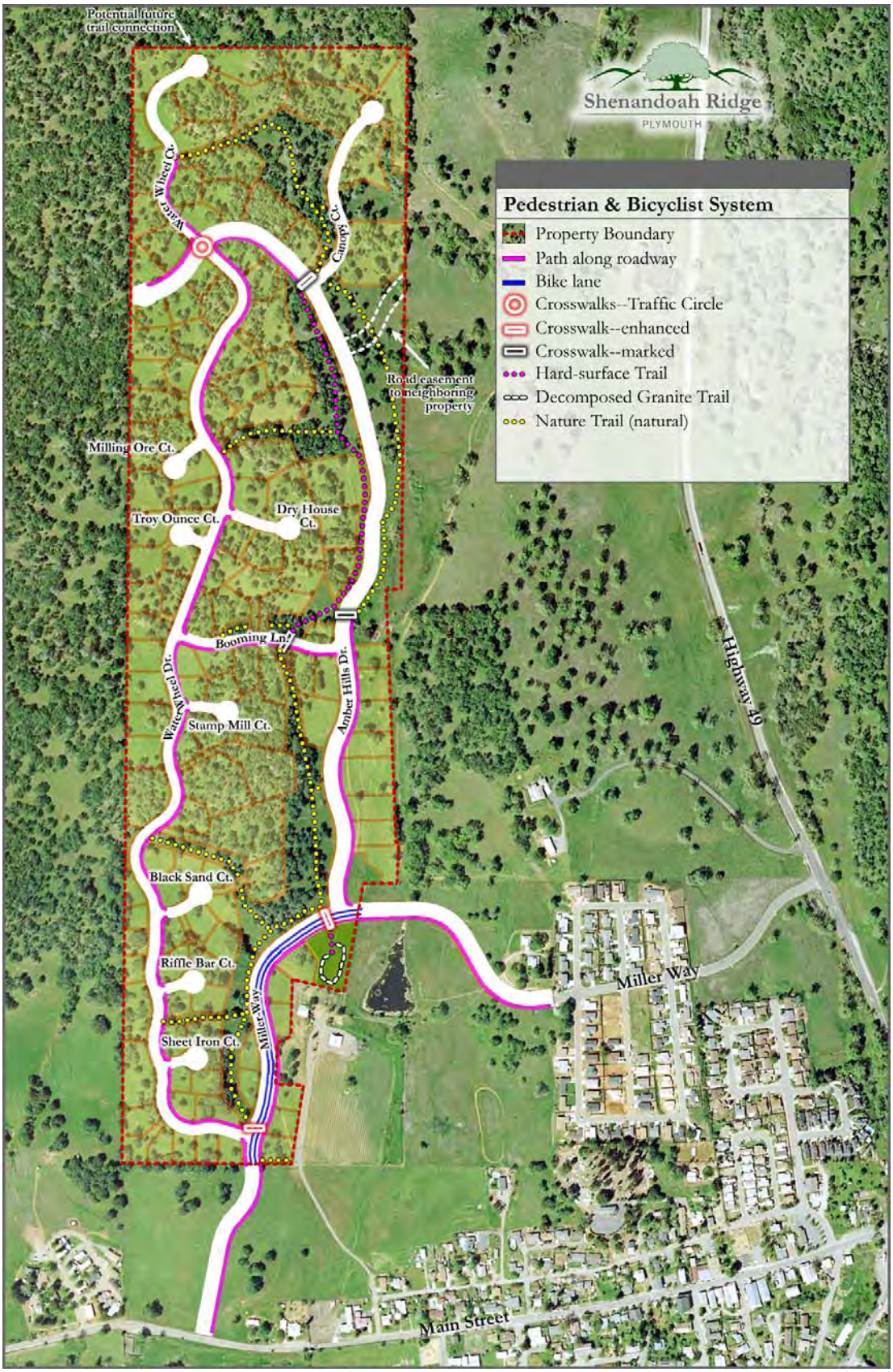


Figure 24: Pedestrian & Bicyclist System

4.6.1 General Plan Pedestrian Backbone System

Figure 4.1 of the General Plan shows the desired Pedestrian Backbone System for Plymouth. Shenandoah Ridge LLC believes that the pedestrian and bicyclist network of Shenandoah Ridge not only matches the desired backbone system but will help the City achieve goal 5M of the General Plan by providing a "comprehensive, interconnected system of pedestrian paths, bike paths, and equestrian trails throughout the community."

4.6.2 Bike Lanes/Shoulders

A 5-foot wide paved bike lane/shoulder will run on both sides of the entire length of Miller Way. The bike lane/shoulder will be marked by edge striping between the travel lane and the bike lane/shoulder. On all other roads, bicycles will be able to use the general roadway.

4.6.3 Paths (Sidewalks)

Pedestrian access along roadways will be generally provided by 6 foot wide paths typically separated from the roadway system and surfaced with asphalt. The paths will be level with the surrounding ground but will allow for proper drainage. Contrary to the typical monolithic concrete curb/gutter/sidewalk subdivision, these paths better reflect the rural nature of Shenandoah Ridge.

As mentioned in the cross section descriptions paths will generally be installed on one side of the roadway only. On short cul-de-sacs no paths will be installed due to the dead-end character of the road and the resulting very low amount of traffic. Figure 24 depicts the roadway stretches with paths on one side of the roadway and the areas with no paths. Where feasible, paths will meander between the roadway and the front yards allowing for grading adjustments between path and roadway that will help reduce grading impacts. See the respective roadway cross section for details on the path of each road classification.

4.6.4 Trails

In addition to the paths along roadways, approximately 2 miles of trails will weave through the open spaces of Shenandoah Ridge, allowing for recreation possibilities for the public, including residents of Plymouth. Shenandoah Ridge proposes the classification of the trails into the following categories:

- **Hard-surface Trails:** The hard-surface trails are the primary trails within Shenandoah Ridge. They are either surfaced with asphalt concrete, an alternative permanent surfacing system (e.g. PolyPavement™) or a combination of both. (Prior to its first use, the alternative permanent pavement system will require satisfactory evaluation by the City Engineer.) The hard-surface trails within Shenandoah Ridge serve (a) as path/sidewalk replacement; and (b) to provide easy access to the improved areas of the parks (including access for maintenance vehicles).

  Depending on their purpose hard-surface trails will vary in width from 3 feet on steeper hillsides within open space to 6 feet in areas where the trail replaces a path to 8 feet park maintenance trails.

- **Decomposed Granite Trails:** Park trails that are not hard-surface trails will be constructed of decomposed granite as decomposed granite is more suitable for the

rural feel of the community and the enjoyment of the parks. Unless constrained, trails surfaced with decomposed granite will be 6 feet wide.

- Nature Trails: The width of the trails will be plus/minus 3 feet and vary depending on constraints (mainly topography, trees and rock formations). To avoid unnecessary increases in impervious surfaces and runoff, and to make the trail system more suitable for a wider variety of recreational purposes, Shenandoah Ridge LLC proposes to grade (including drainage) but not surface these trails. Thus, over time the trails would be covered with organic material.

  While Figure 24 shows the general location of the nature trails, the exact route and location of the nature trails will be determined at time of construction in order to avoid unnecessary impacts to trees and other natural features.

  The trails will be suitable for mountain biking. Due to the incompatibility of hiking and biking uses with equestrian uses, however, horses will not be allowed on these trails.

Where trails cross lots outside of street rights of ways, the developer will create open space easements. The easements will prohibit the lot owner from making the easement area inaccessible through the use of fencing or similar means.

The trail system will have trail markers at all branches and at roadway trailheads and crossings. If applicable, signs describing hours or other use restrictions approved by the City Council would also be installed.

In order to allow for the trail system in the future to potentially expand into a more regional and interconnecting network, trail connection points to the surrounding properties have been incorporated.

4.6.5 Crosswalks

In locations where pedestrians are likely to traverse Miller Way due to trail crossings, Shenandoah Ridge LLC will install marked crosswalks with double-ladder design. The type of crosswalk will vary based on location and expected pedestrian traffic. In areas with higher vehicular traffic and anticipated pedestrian traffic, the Developer proposes to construct "enhanced" crosswalks. Enhanced crosswalks can have various forms and will be agreed upon at improvement plan stage.

The pictures below depict samples of enhanced crosswalks.


Sample Enhanced Crosswalks

In areas of low anticipated pedestrian traffic, Shenandoah Ridge LLC will install marked double-ladder crosswalks. The locations and types of crosswalks are part of Figure 24.

Double-ladder Crosswalk

4.7 Public Transit

Shenandoah Ridge LLC proposes to coordinate public transit options with City staff and ARTS. However, given the rural nature and location of this project, fixed transit stops may not be feasible.

4.8 Offsite Road Improvements

Shenandoah Ridge LLC will improve offsite roadways and offsite encroachments as necessary according to required mitigations to state and local standards and per the project approval documents.

5. UTILITIES & SERVICES

5.1 WATER SUPPLY & DISTRIBUTION SYSTEM

Domestic water will be provided to Shenandoah Ridge by the City of Plymouth. The domestic water distribution system will be designed to state and local standards. The system will include high elevation water pressure zones in order to serve lots at higher elevations. Booster pump stations will have standby/emergency backup power and a minimum of 2 pumps. Details will be included in a water master plan and the improvement plans for each construction phase.

5.2 SANITARY SEWER

Wastewater services will be provided to Shenandoah Ridge by the City of Plymouth. The collection system will be designed according to state and local standards.

Where possible, Shenandoah Ridge relies on gravity to achieve the required wastewater flows. The elevation of some lots, however, will require sewage pumping to a higher elevation. If necessary, this will be done via common lift stations with standby/emergency backup power and a minimum of 2 pumps, individual grinder pumps or a combination of both. Details will be included in the improvement plans for each construction phase.

5.3 STORM DRAINAGE

A drainage plan will be submitted for the Project at the time engineering improvement plans are submitted. The plan will require City Engineer approval. All drainage facilities will be designed to ensure 100-year flood protection and compliance with any regulatory City drainage improvement standards and the project approval documents.

5.4 SOLID WASTE

Solid waste from Shenandoah Ridge will be collected by the City's franchisee.

5.5 ELECTRICITY

Shenandoah Ridge will be served by Pacific Gas & Electric Company. Power lines will be installed underground in accordance with the Conditions of Approval.

5.6 GAS

Natural gas service is not available in the Plymouth area. Hence, Shenandoah Ridge will be served with propane gas. In order to avoid having unsightly propane tanks on each lot a centralized propane tank location has been identified which will be able to accommodate propane storage for the Project. The distribution system will be installed underground, and lots are prohibited from having individual propane tanks.

5.7 PHONE SERVICE

Phone service to Shenandoah Ridge will be provided by AT&T. The communications lines will be installed underground.

5.8 CABLE TV

Cable TV services to the City of Plymouth are provided by Comcast and distribution lines will also be installed underground.

5.9 INTERNET

Internet service will be available from Comcast via Cable TV or from AT&T in the form of Direct Subscriber Lines (DSL) or from other providers (e.g. satellite).

5.10 FIRE PROTECTION AND EMERGENCY MEDICAL RESPONSE

In accordance with a contract with the City of Plymouth, the Amador Fire Protection District (AFPD) will be responsible for providing fire protection services for Shenandoah Ridge. AFPD also provides emergency medical and technical rescue services and will respond to hazardous materials spills. American Legion, a private organization, will provide emergency transport services.

The nearest existing fire station to Shenandoah Ridge is located on Sherwood Street in the City of Plymouth.

5.11 POLICE PROTECTION

In accordance with a contract with the City of Plymouth, the Amador County Sheriff's Department will provide police protection services to Shenandoah Ridge.

5.12 SCHOOLS

Shenandoah Ridge will be served by the Amador County Unified School District. The Project will generate school impact fees to offset potential impacts