

EXHIBIT B
Baseline Project Features
Village Farms Davis – PD#01-23

1. PROJECT GOALS

The Project will create a diverse residential neighborhood with housing options for residents across a broad range of income levels. The Project allows people to live where they work and learn, serving the Davis workforce, families with children, and first-time homebuyers, while **incorporating sustainable design principles and extensive publicly accessible green spaces**. The project will help Davis meet a significant portion of its State-mandated requirement for development of new housing. It will also help Davis Joint Unified School District with student enrollment. The District is facing potential school closures due to a local enrollment gap that currently compels over 1,000 students to commute in from surrounding communities—a shortage projected to worsen significantly over the next decade.

2. KEY PROJECT COMMITMENTS

The Project must be developed in a manner consistent with these Baseline Project Features.

3. RESIDENTIAL LAND USES

The residential portion of the land will be zoned for a maximum of 1,800 residential units and will include Residential High-Density, Residential Medium-Density, and Residential Low-Density zoning designations.

4. AFFORDABLE HOUSING

Village Farms Davis will provide land and capital toward the construction of up to 360 Deed-Restricted Affordable Housing units, approximately 20% of total residential units. This provision exceeds the City requirement.

The Developer will donate a minimum of \$6 million in phases toward the construction of affordable units.

The project shall guarantee that construction of at least 100 lower income Deed-Restricted Affordable Housing units is commenced prior to or concurrent with the

delivery of the 150th market-rate unit in the Residential-Low-Density district, as set forth in the Development Agreement.

5. NON-RESIDENTIAL LAND USES

The Non-Residential land use program for the Project includes:

- A land dedication to DJUSD intended for Pre-K facilities
- A land dedication to DJUSD intended for an educational farm
- A land dedication to the City of Davis for public facilities
- A community park
- A neighborhood park
- Greenbelts, trails and bike paths
- Land dedications for landing sites for the grade-separated bike and pedestrian crossings across F Street and Pole Line Road.
- Publicly accessible open space
- Land for habitat conservation
- Land designated for agricultural uses, which provides a large buffer to the north and completes a natural urban boundary generally aligned with the current neighborhoods to the east and west of the site. Any land use designation changes on this agricultural land would be subject to the Davis Municipal Code, including, as applicable, Chapter 41, known as Measure J/R/D.

6. ANNEXATION OF AGRICULTURAL LAND

The Project includes the annexation of approximately 498 acres of land located in unincorporated Yolo County, which will require a General Plan Amendment that will change the land use designations of these acres from unincorporated Yolo County Agriculture to the land uses described in the sections below. Because these acres would be designated with agriculture and habitat preservation land use types, the annexation of these areas does not constitute a change of use under Chapter 41 of the Davis Municipal Code.

7. ENVIRONMENTAL SUSTAINABILITY

- All residential units will be all-electric and will not include natural gas service
- All single-family homes shall have solar photovoltaic systems

- The project will integrate stormwater quality and low-impact development features to provide treatment and management of stormwater runoff from urban development areas in accordance with current City of Davis requirements
- The project will include comprehensive stormwater detention and storage facilities to mitigate increased runoff from the project development area, with no projected peak increase to existing aggregate downstream stormwater flows
- The Project will plant up to 4,000 new trees within the Project and seek to preserve the majority of existing healthy mature trees on site.

8. ROADWAY IMPROVEMENTS

The Project will construct all Project-related roadway improvements as required by the 2025 Village Farms Davis Local Transportation Analysis and the 2024 Village Farms Davis Transportation Impact Study (TIS). The phasing of these roadway improvements will be determined through Subsequent Project Approvals. Roadway improvements will conform to the City of Davis 2025 Street Standards requirements, as amended from time to time and as adopted at the time of processing the applicable tentative subdivision map.

Key improvements include:

- The construction of traffic and safety improvements along Pole Line Road and Covell Boulevard
- Intersection improvements at project entry locations on Moore Road, Donner Road, Picasso Road, and L Street.
- Improvements to Birch Lane Elementary Safe Routes to Schools with safety enhancements for students biking to and from school.
- Village Farms Davis will also contribute fair-share funding toward a series of off-site traffic improvements per the terms of the Development Agreement, including improvements to Road 102, Covell Boulevard, and traffic light synchronization along Covell Boulevard.

9. BIKE AND PEDESTRIAN MOBILITY

The Project will construct all the bike and pedestrian improvements as required by the TIS. These active transportation enhancements will create a network that integrates with existing Davis infrastructure.

The Project will also implement greenbelt, open space, and recreation connectivity features in accordance with the City’s General Plan, 1998 Davis Greenways Plan, and the 2014 Beyond Platinum Bicycle Action Plan, including:

- Construction of a bicycle and pedestrian grade-separated crossing of F Street and the UPRR railroad near Anderson Road at F Street. An overpass in this location is consistent with current railroad policies and guidelines and will proceed subject to the railroad's approval.
- Construction of a bicycle and pedestrian grade-separated crossing of Pole Line Road near Moore Boulevard
- Bike and pedestrian lanes and paths traversing the development to connect the two crossings from F Street to Pole Line Road. This enables bike/ped circulation directly from Northstar to Wildhorse and completes the Davis Bike Loop.
- The Developer shall prepare a feasibility study for up to two locations for the grade-separated crossing of Covell Blvd. connecting the project to the Oak Tree Plaza.

10. TRANSIT

The Project shall prepare and implement a Transportation Demand Management Plan (TDM Plan) to promote a shift away from single-occupancy vehicle use and incentivize a mode shift to bicycling, public transit, private transit, or carpooling. In addition:

- The Project will include infrastructure to accommodate Unitrans and Yolo Bus to ensure convenient access to public transit
- The Project will include publicly accessible car-share spaces
- The Project will provide publicly accessible EV charging stations supporting Davis's climate action goals

11. AGRICULTURAL LAND, OPEN SPACE, AND HABITAT

- The Developer will provide two (2) acres of agricultural conservation easements for every one acre converted from agriculture to urban uses.
- The roughly 47-acre area between the Cannery and existing Channel A will remain undeveloped. This area will generally retain its existing natural state, preserving habitat for special-status species.
- The Project will include a parcel designated for agricultural uses in the northwest portion of the site, north of the developed residential uses.

- The Project will include a publicly accessible approximately 200'-wide Urban Agriculture Transition Area to the north of the residential urban limit.
- The project will preserve and enhance designated open space areas by incorporating native plantings, implementing water-efficient landscaping, and maintaining natural habitat features to support local biodiversity and ensure environmental sustainability in compliance with the City of Davis' open space requirements.

12. PARKS AND RECREATION

The Project will provide at least twenty-three (23) acres of parks and recreation facilities that enhance community wellness and outdoor enjoyment, including:

- A community park designed to connect the surrounding neighborhoods, maintain public views, and preserve the existing cluster of Heritage Oak Trees.
- A neighborhood park centrally located within the community.

The Project will also provide up to approximately forty (40) acres of greenbelts throughout the project with an interconnected network of multi-use trails.

The community park, neighborhood park, and greenbelts will be constructed to serve the Project's new residential population in increments consistent with the City's level of service standards.

13. EDUCATIONAL FACILITIES

The Developer shall offer to dedicate fee title to the Davis Joint Unified School District (DJUSD), without specific use restrictions, the following:

- Approximately 2.4 acres of unimproved land for the conceptual purpose of a new Pre-K Early Learning Center; and
- Approximately 2.8 acres of unimproved land for the conceptual purpose of an educational farm providing an outdoor working classroom for teaching environmental and agricultural values and methods.

While the City is not a party to these agreements, the City can withhold Subsequent Project Approvals if, upon request, the Developer cannot provide evidence that demonstrates reasonable and good faith efforts to transfer the land to DJUSD.

14. FINANCING

The Developer will establish, in partnership with the City, funding mechanisms for the maintenance of parks and open space. Financing may come through a combination of sources which may include, but are not limited to, a Landscape and Lighting District (LLD), Community Facilities District (CFD), owners' association, and/or other mutually agreed-upon funding mechanisms.

15. COMPLIANCE WITH THE BASELINE PROJECT FEATURES

Beyond the Baseline Project Features there are other additional requirements for the Project, including but not limited to, the mitigation measures set forth in the Village Farms EIR, and the Development Agreement that, while important to the Project, are not Baseline Project Features and may be modified with the approval of the City after the appropriate public process. The Development Agreement specifies the extent to which the Developer receives credits or reimbursements for land, public facilities, road improvements and other Developer obligations in accordance with these Baseline Project Features.

In addition, minor refinements to the Project can be anticipated during the Subsequent Project Approvals needed for its development. Such changes, often the result of detailed engineering, geotechnical or other technical factors, or changing conditions, circumstances or other new information, may be changed without voter approval if they are substantially consistent with the Baseline Project Features and they do not materially alter the character of the project (see Resolution 06-40, Establishing Criteria to Determine What Constitutes a Significant Project Modification or Change Requiring a Subsequent Measure J/R/D Vote).