

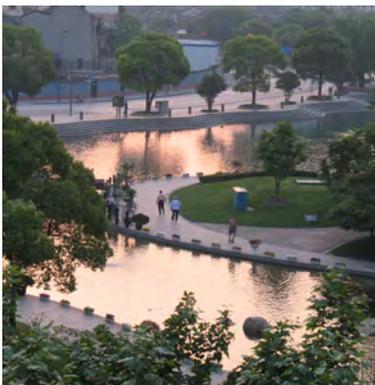
**A Shared Vision of Solano County
and the City of Vallejo, California**

SOLANO 360

Vision Report

Redevelopment of the Solano County Fairgrounds May 28, 2009





ACKNOWLEDGEMENTS

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We would like to acknowledge the contribution of the residents of Solano County and the City of Vallejo who shared their expertise, feedback and knowledge to make this Project Vision possible.

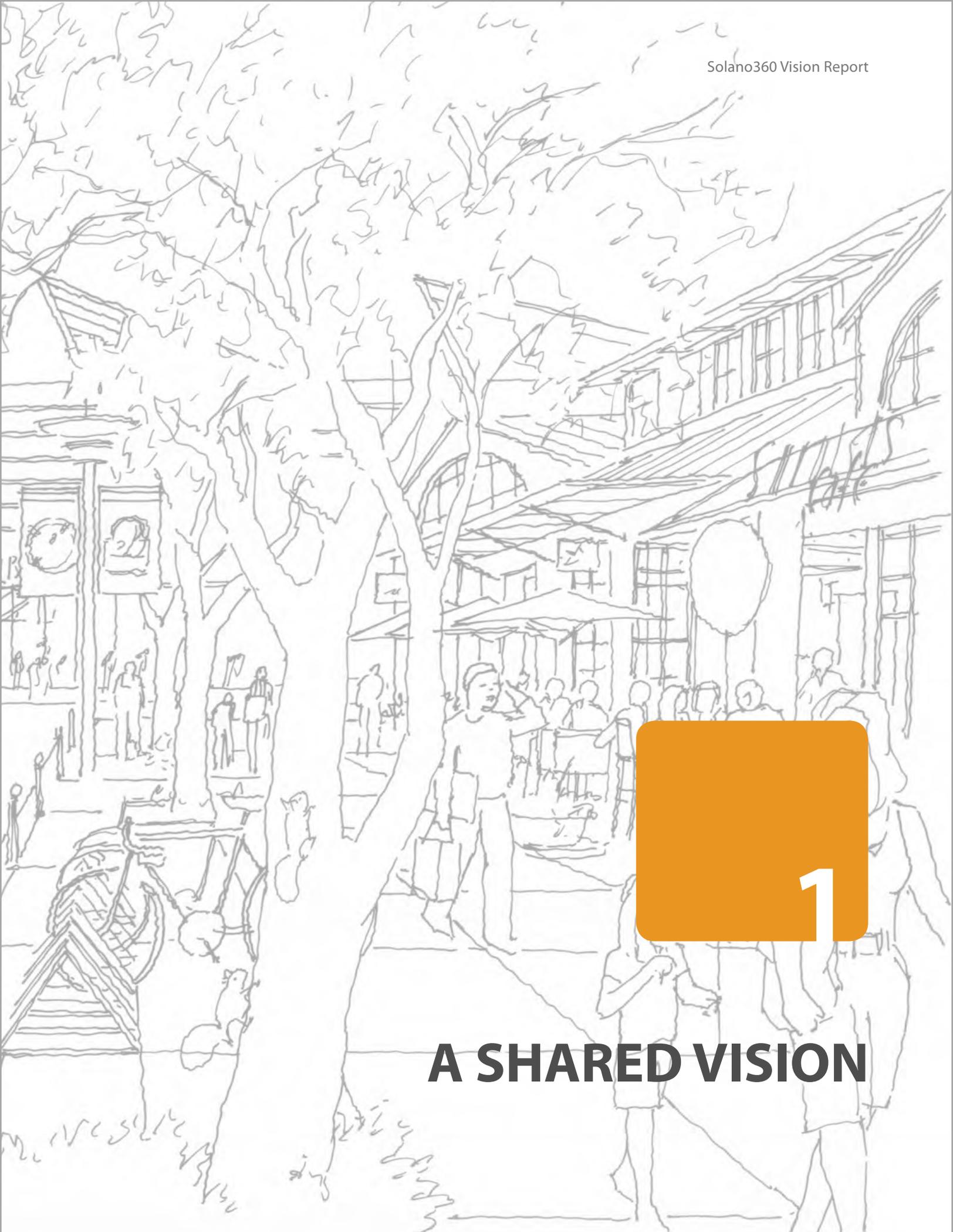


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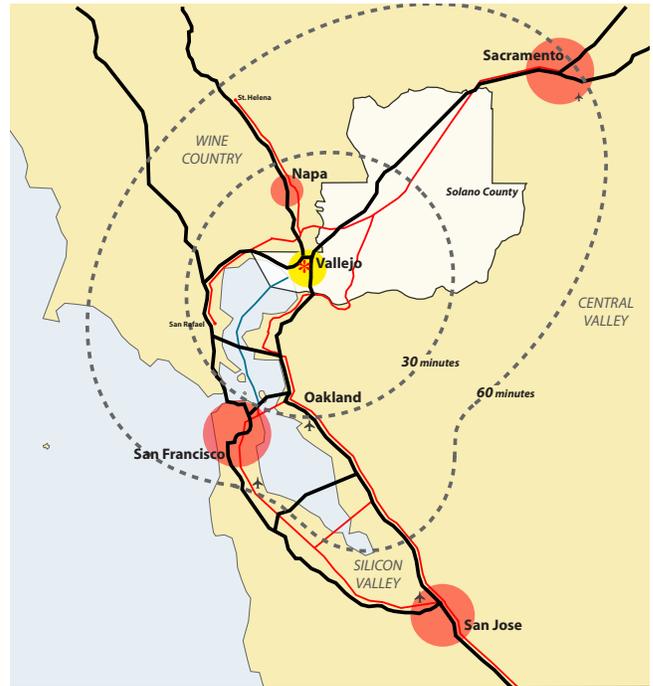
- A. Community Outreach Summary
- B. Solano County Fair Association Priorities
- C. Transportation Summary
- D. Infrastructure Summary
- E. Memorandum of Understanding



A SHARED VISION



The Project Vision respects key aspects of the property, including the 27-acre parcel limited by deed restriction to Fair and public use.



LEGEND

City	●	Major Highway	—	Travel Time	120 minutes
Site	* (yellow)	Train Route	— (red)	Airport	✈
		Ferry Route	— (blue)		

The site has a prime location, with easy access to regional highways and major cities.



Top Row: Existing Fair facilities. Bottom Row: Solano Co. images

INTRODUCTION

The Solano360 Project Vision initiates the long-term revitalization of the Solano County Fairgrounds, a 149-acre County-owned property located within the City of Vallejo, California. Situated at the crossroads of State Route 37 and Interstate 80 between San Francisco and Sacramento, the site offers a remarkable opportunity and potential for public-private use of an underutilized but highly visible site.

In recognition of the project's significance, the Visioning Process, made possible through project funding by Solano County, encompassed nine months of intensive community outreach, planning, and analysis under the direction of the Solano360 Committee, a joint County-City group comprised of two members of the Solano County Board of Supervisors and three members of the Vallejo City Council. With input from the community workshops and the Solano County Fair Board, the public process has resulted in a Project Vision that offers flexible, sustainable options for a diverse and future-oriented program of uses to be developed over time.

The defining features of the Project Vision are the

Public Entertainment Zone and the Fair of the Future Zone which are seamlessly integrated. The Public Entertainment Zone provides an active gathering place which will be home to a waterside pedestrian trail, restaurants, public art, main street shops, terraced seating, and water-related activities. The Fair Zone continues the 60-year tradition of the annual Solano County Fair and houses a world-class Exhibition Hall, organic demonstration farm, children's discovery island, and flexible sports fields and other multi-use facilities.

These distinct zones are anchored by a 100,000 square foot Exhibition Hall that will be the site of consumer shows, conventions and indoor sporting events; the entertainment retail site to the north of the site that will act as a regional public attractor and revenue generator; Six Flags Discovery Kingdom to the west across Fairgrounds drive, that enjoys over 1.5 million visitors a year; and a potential multi-purpose Arena to the south for special events and concerts. Sports fields, a transit center and a mix of hospitality, office and retail uses make up the balance of the Project Vision.



The Public Entertainment Zone is at the heart of the project



The three community workshops, held at both County and City locations, provided opportunity for presentation of concepts, discussion and feedback.

VISIONING PROCESS

The Visioning Process integrated public and key stakeholder input and ideas from an extensive community outreach program, the Solano County Fair Association, Six Flags Discovery Kingdom, the Solano 360 Committee, and technical consultants.

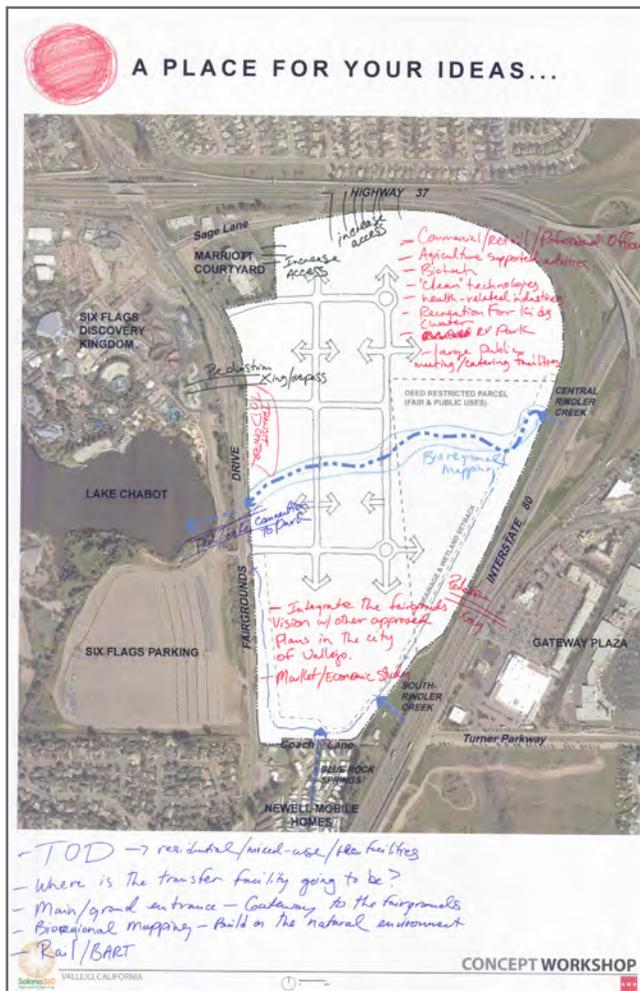
Milestones in the Visioning Process included:

- Sept '08: County enters into agreement with Brooks Street to develop a shared vision for the Fairgrounds
- Nov-Mar '09: Team background studies
- Feb-Mar '09: County and City approve a Memorandum of Understanding for the purpose of a partnership to pursue the redevelopment of the Fairgrounds
- Feb-Mar '09: County and City adopt Guiding Principles
- Mar-Apr '09: Community Workshops and Plan Concepts
- May '09: Project Vision and Visioning Report presented to Solano360 Committee

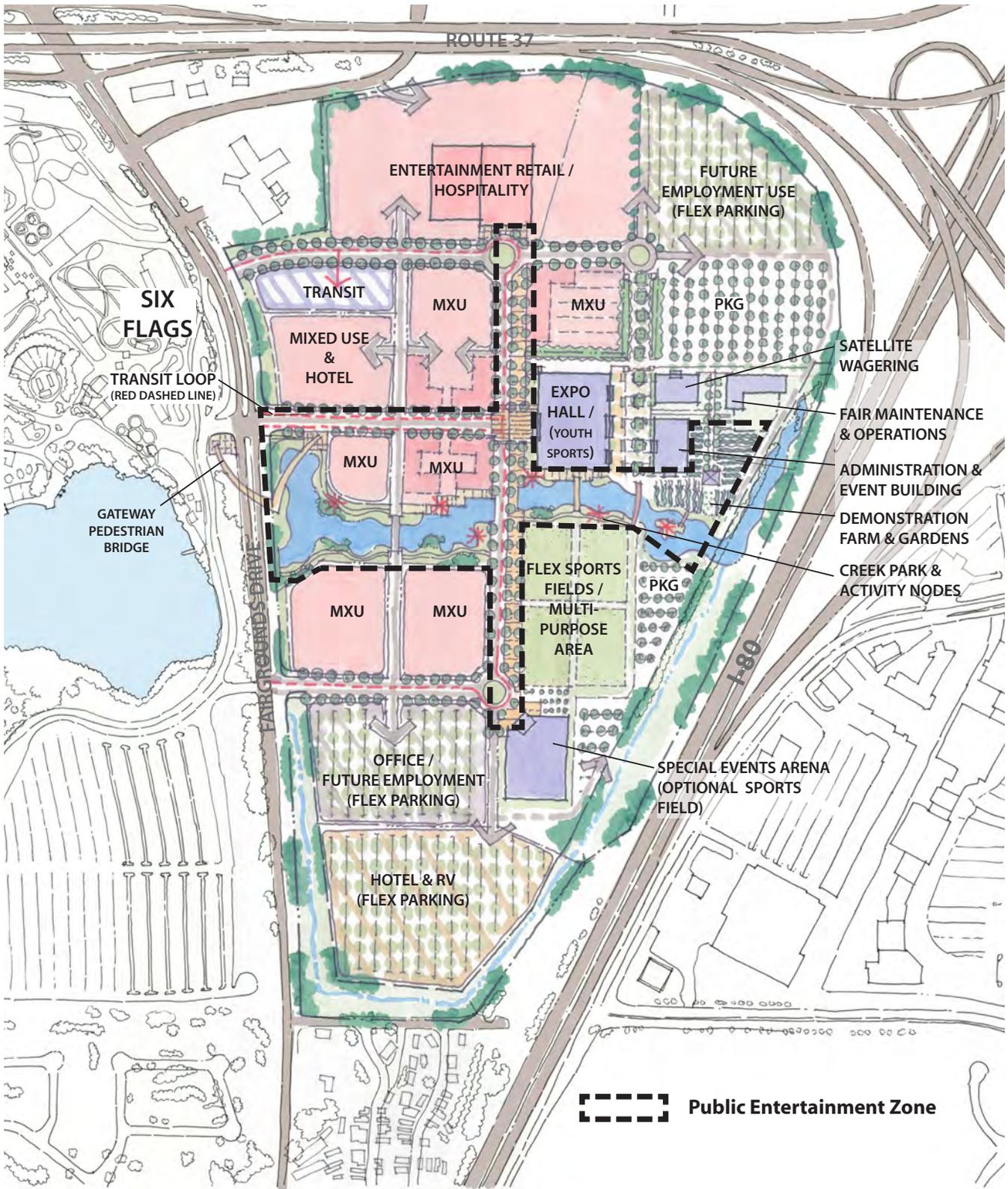
As described further in Appendix A, the components of the outreach program included:

- Community workshops, with presentations by the Solano360 consultant team and discussion / input from all attendees. Workshops were held on March 18 and April 25 at the County Building at the Fairgrounds in Vallejo and on April 8 in the County Office in Fairfield.
- One-on-one interviews and meetings with key stakeholders and local community groups, including more than 60 presentations and meetings over an eight-month period.
- A Community Outreach Office operated at 401 Amador Street in the Greater Vallejo Recreation District office.
- The www.Solano360.org website which provided information, solicited feedback, and generated approximately 780 visits.
- The online survey, featured on the website, completed by more than 180 people.
- Outreach to media, including media advisories and press releases.
- Public notices and advertisements.

The input, ideas and preferences obtained during the outreach process were instrumental in the creation and development of the ultimate Project Vision, especially the emergence of the Public Entertainment Zone as the defining element. The overall collection of ideas expressed throughout the process, showed a widespread preference for public and youth-oriented activities and an emphasis on pedestrian-scale attractions. Based on this input as well as technical studies of transportation, drainage, and other issues, the project team developed and refined a series of conceptual plans and land use programs. The resulting Project Vision incorporates sustainable principles by improving creeks and other natural habitat, enhances pedestrian life through interconnected promenades and walkable streets, promotes youth-oriented recreational activities, and builds on the Fair's heritage of agricultural and community life.

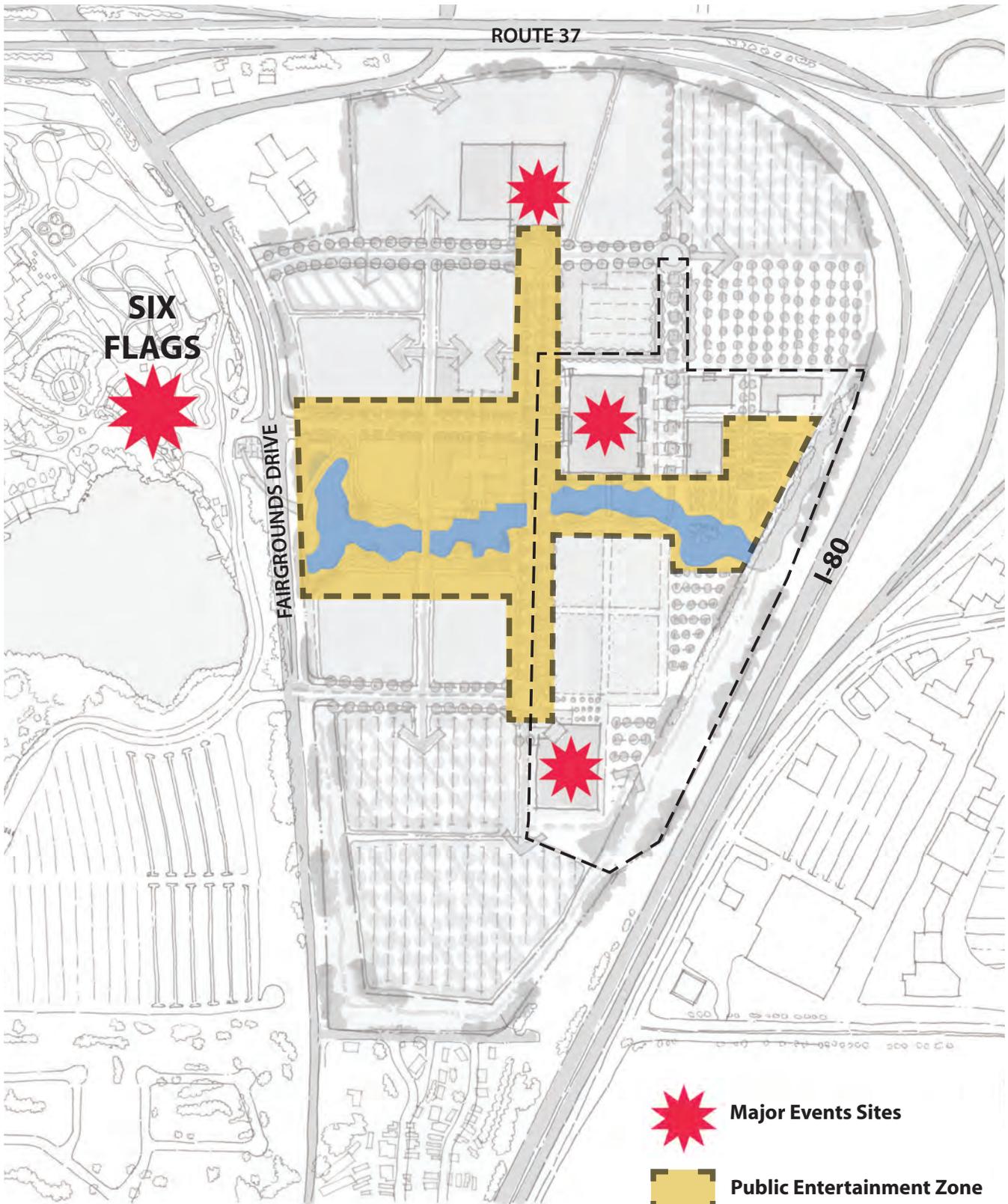


Examples of a visioning map from Community Workshop #2



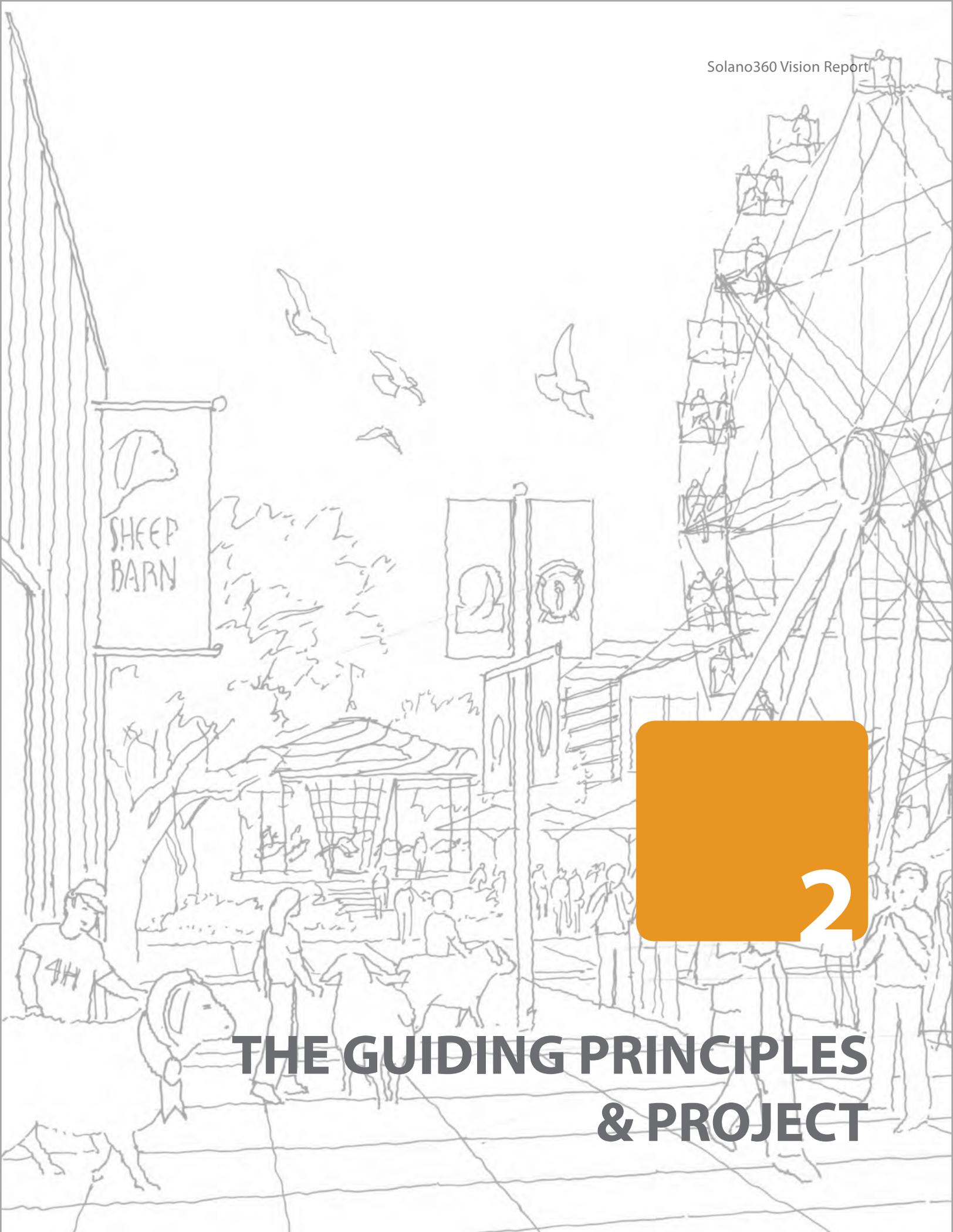
CONCEPT PLAN

The Visioning Process synthesized input from community outreach, the Solano County Fair Association, and site studies. The public process produced this Concept Plan for the overall 149-acre property, including the Public Entertainment Zone and the Fair of the Future Zone which are seamlessly integrated.



CONCEPT PLAN ZONES

At the core of the project is the Public Entertainment Zone, an active, multi-use district including a restored waterway, waterside trails, and a wide variety of restaurants, public art, shops, terraced seating and other attractions.



THE GUIDING PRINCIPLES & PROJECT



A Unique Place

Establish a unique place with an unmistakable identity that serves as a destination for visitors as well as a pedestrian-friendly, community gathering place.



Economic Sustainability

Generate revenues for Solano County and the City of Vallejo, create jobs and ensure long-term economic sustainability.



Mix of Land Uses

Explore a mix of complementary land uses, including retail, commercial, hospitality, recreational, residential, family and youth oriented, educational and civic uses that seamlessly integrate with the "Fair of the Future".



Connectivity & Synergy

Explore increased physical connectivity and synergy with Six Flags Discovery Kingdom, downtown Vallejo, the waterfront and other existing commercial operations.

COUNTY / CITY GUIDING PRINCIPLES

Developed by the joint County-City Solano360 Committee, the Guiding Principles were formally adopted by the Solano County Board of Supervisors on February 24, 2009 and Vallejo City Council on March 10, 2009. The Principles served as the primary framework for decision-making and formulation of plans and programs throughout the Visioning Process, and provided guidance to the Solano360 Committee and consultant team for preparation and refinement of all conceptual plans and programs.

The following chapter describes how each of the six Guiding Principles informs and shapes the County Fairgrounds into a revitalized, multi-use destination for all of northern California.



Access

Provide pedestrian, bicycle, vehicular and transit facilities that foster access to, from and within the site.



Sustainability

Incorporate sustainable and green principles in all aspects of the development.



View from the Gateway Bridge looking into Public Entertainment Zone



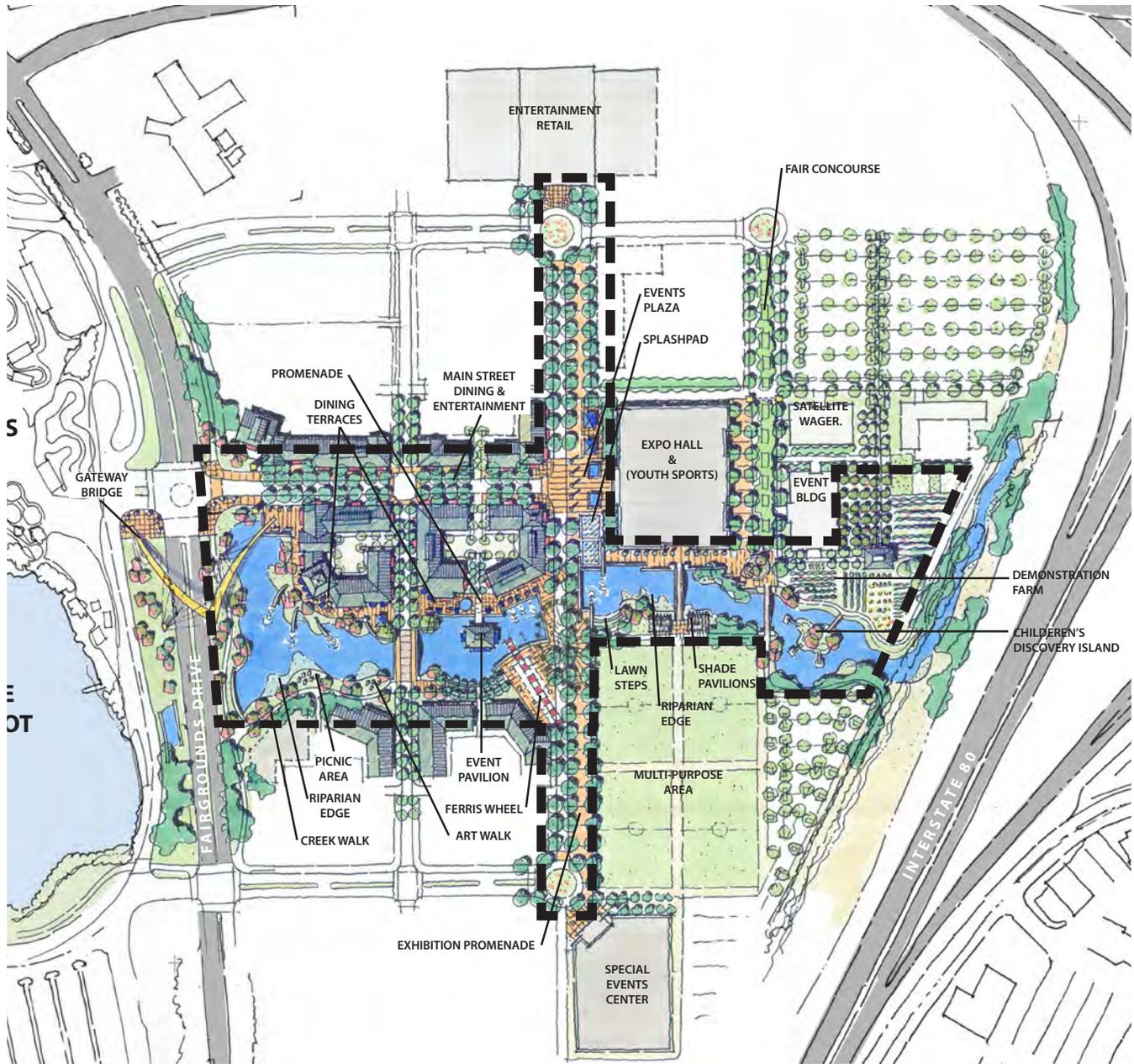
A Unique Place - The Public Entertainment Zone

Establish a unique place with an unmistakable identity that serves as a destination for visitors as well as a pedestrian-friendly, community gathering place.

The Project Vision sets the stage for activities, amenities and destinations that celebrate the site's history and central location within the region. The Vision emphasizes a public place with year-round activities and a continuation of the 60-year tradition of the Solano County Fair surrounded by a mix of hospitality, office, and retail uses.

The heart of the Vision is the **Public Entertainment Zone**—a major gathering place for all visitors. Encompassing Main Street, the north/south Fair Promenade, and a newly-restored accessible waterway, the Public Entertainment Zone creates almost a mile of continuous pedestrian walkways winding along the water's edge and through shopping, entertainment and public areas, connecting from the pedestrian gateway at Fairgrounds Drive and Six Flags in the west through the Fair Zone to the organic demonstration gardens at the eastern edge of the Fair.

This Zone—with its Main-Street, family-oriented waterfront, and activities visible from Interstate 80 and Hwy 37—will invite the approximately 200,000



The Public Entertainment Zone

vehicles passing by each day to stop, shop, play and stroll in what will become one of Northern California's unique, year-round destinations. Activities within the Public Entertainment Zone include:



- **The Waterway**, created by the restoration of Rindler Creek, forms a new park-like corridor through the site with waterfront promenades, pools, fountains, picnic areas, lawn terraces, restored wetlands, and bridges. This example of sustainable design addresses drainage, flooding and water quality issues while visually enhancing the project's entries and activities within the core.
- **Main Street**, linking Six Flags and the new Exhibition Hall, provides a pedestrian-scale mix of specialty shops and services, restaurants, tree-shaded sidewalks and art.
- **Public Art** is envisioned as an important part of the Entertainment Zone experience. Opportunities for interactive public art include main street walks, exhibition promenade, waterfront paths, demonstration gardens, building entries and courtyards and other areas throughout the site; with a focus on the history of Solano County and the City of Vallejo.
- **Organic demonstration garden**, located in the eastern portion of the Fairgrounds alongside the restored Rindler Creek, is modeled after the popular Centennial Gardens in Orange County. The area will provide educational opportunities for families and school children—such as demonstrations of basic principles of solar energy and strategies for enabling agriculture and functioning natural areas to coexist in close proximity—that can help to reinforce the Fair's agricultural and community heritage. This area is envisioned to include a Children's Discovery Island that can offer fishing and exploration of riparian habitats and other interpretive activities.
- **Entertainment and hospitality elements** offer a wide range of possibilities throughout the Entertainment Zone. These vary from outdoor dining and restaurant water pavilion to interactive art installations, water splash pad, interpretive displays oriented to the history of Solano County, examples of project sustainability, Ferris wheel, and shade pavilions for concessions and relaxing.



Dining Terrace



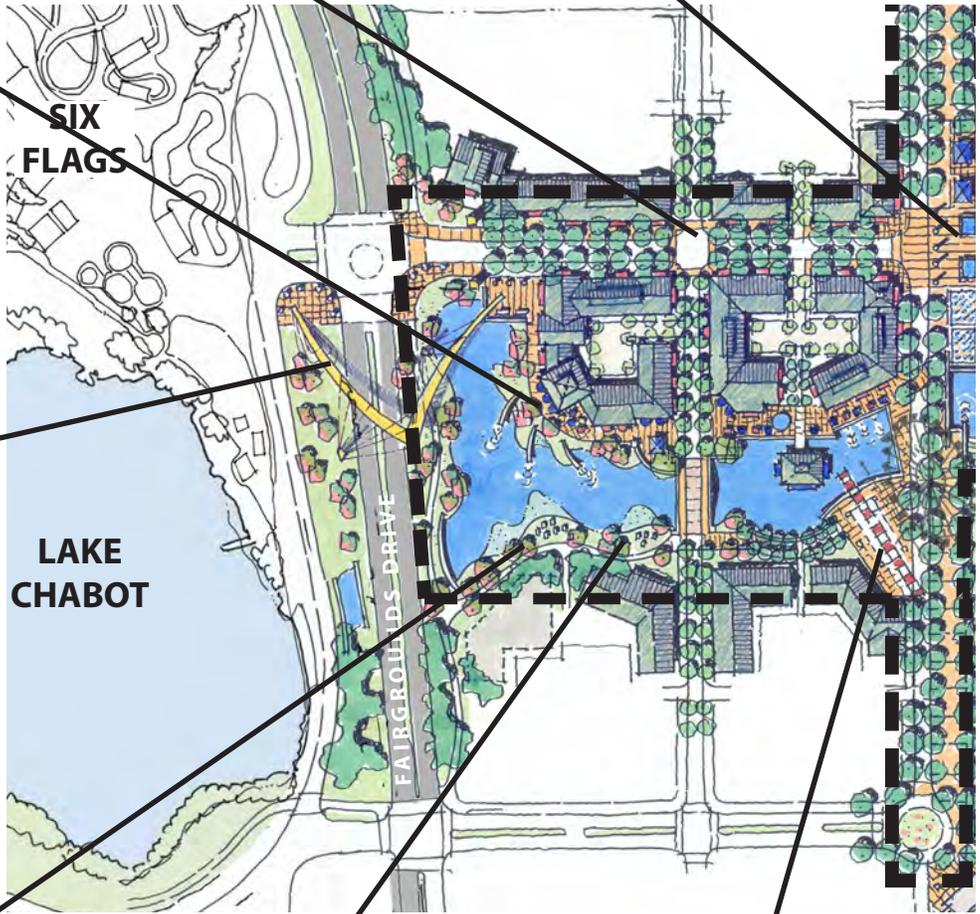
Main Street



Event Plaza



Gateway Bridge



SIX
FLAGS

LAKE
CHABOT

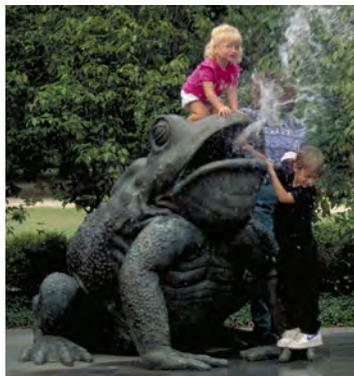
FAIRGROUNDS
DRIVE



Creek Walk & Picnic Area

Art Walk

Ferris Wheel





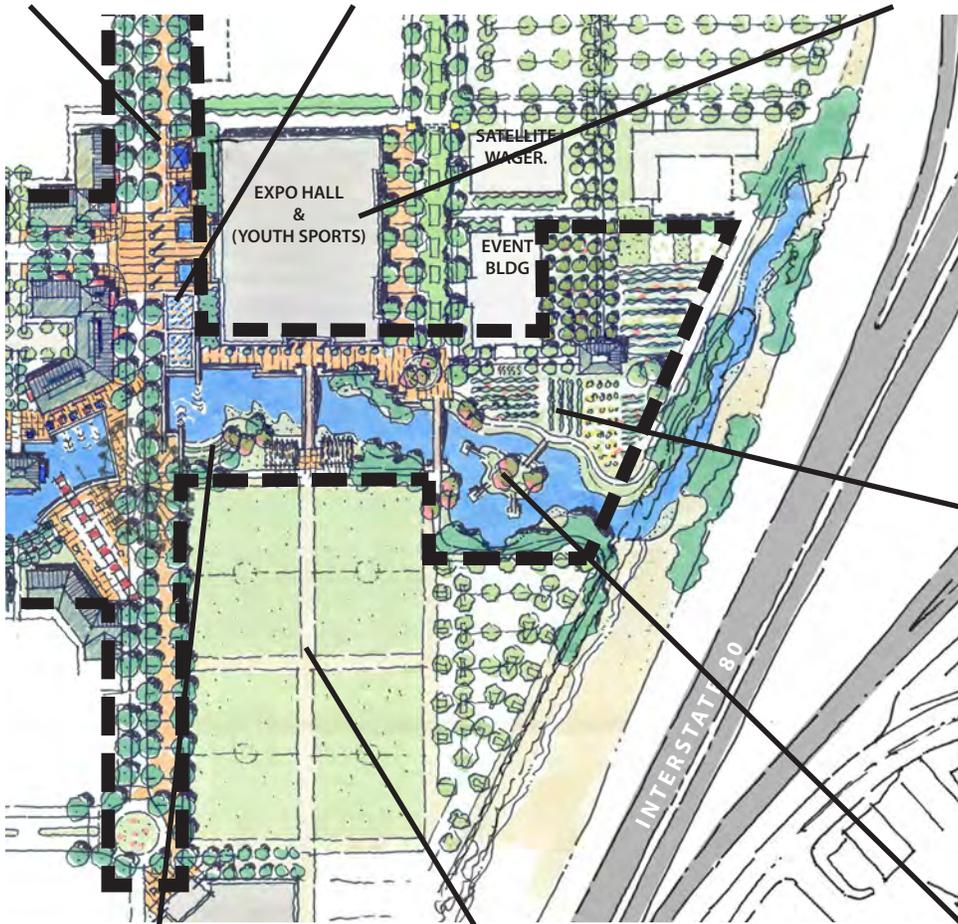
Exhibition Promenade



Splash Pad



Expo Hall



Organic Farm



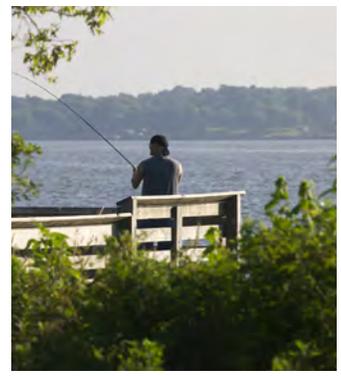
Discovery Island



Lawn Steps



Multi-Purpose Area





View down Main Street to Expo Hall



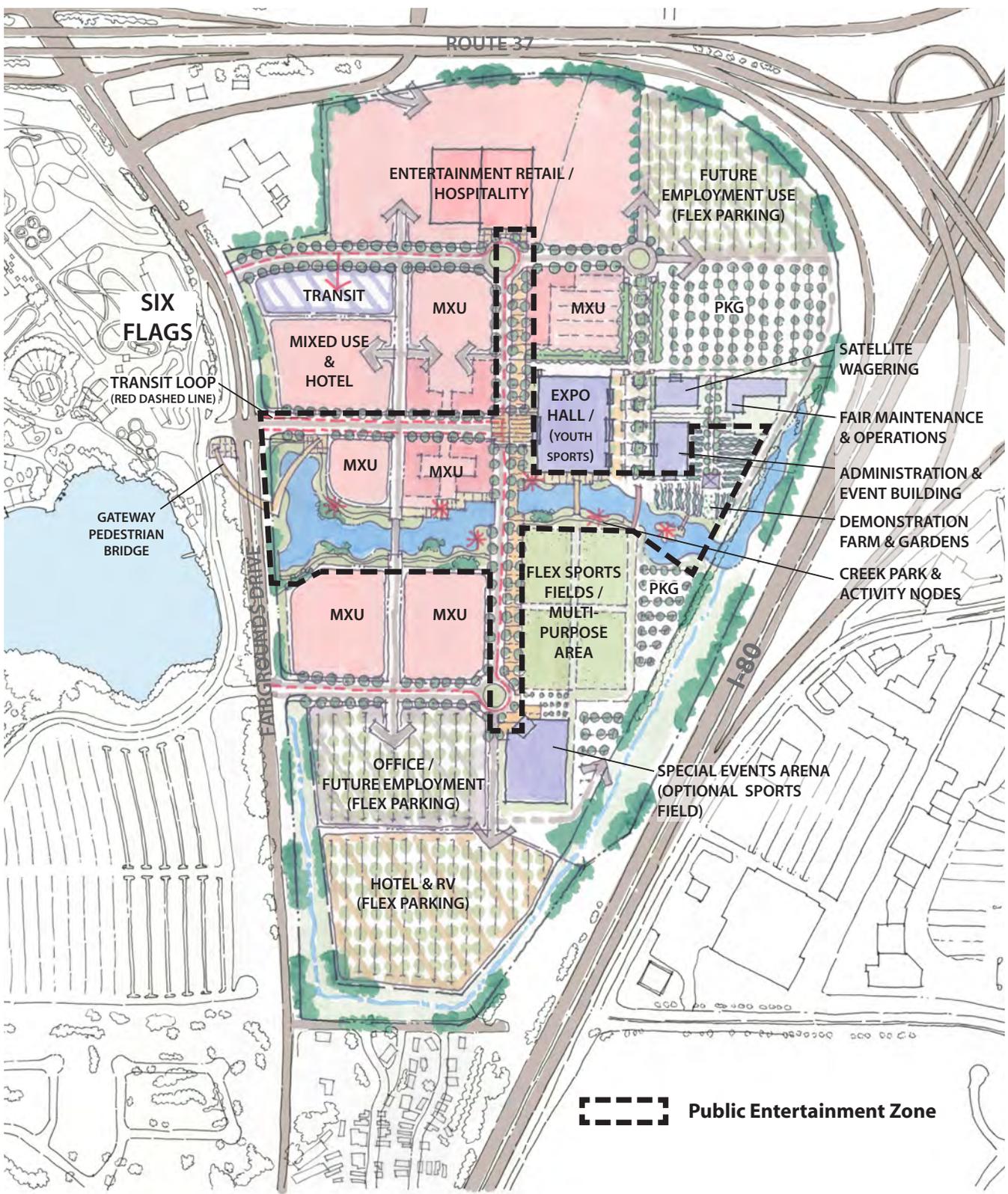
Economic Sustainability

Generate revenues for Solano County and the City of Vallejo, create jobs and ensure long-term economic sustainability.

With excellent freeway visibility, approximately 200,000 cars passing by each day, and easy access to both San Francisco and Sacramento, the Solano County Fairgrounds enjoys a central location within the region. The presence of Six Flags Discovery Kingdom, the County Fair, and hotel uses have already established this site as a well-known venue for entertainment and special events.

To take advantage of these positive features, the Project Vision proposes a mix of public and private uses with the power to attract attendees and customers from throughout Northern California, resulting in long-term job creation and significant new revenue for the County and City. The Vision program is characterized as follows:

- The mix includes a multi-use **Public Entertainment Zone**, located in the core of the site, that focuses on restoring existing central Rindler Creek to create an active water feature; **overnight accommodations** for visitors attracted to the site by special events and business opportunities; one or more large **entertainment retail** tenants that would attract a Northern California market larger than Solano County; and space for shops, restaurants, and an **office campus** to bring higher paying jobs to the area.



Concept Plan



Waterpark Hotel



Mixed Use Main Street



Office Campus

- Based on estimates provided by the team's economic consultant, the mix of uses included in the Project Vision could house approximately **2,500 permanent jobs** and have an annual gross sales volume of over **\$400 million** once build-out and stabilization is achieved. This could generate net new revenues to the City from taxes of approximately **\$8.5 million** and new revenues to the County from ground lease rents. It is anticipated that portions of the development could be supported by tax increment financing from a portion of the new taxes. Full development and build-out of the site could represent in excess of **\$500 million** in new investment in Solano County, combining the cost of the buildings including tenant improvements and inventories, the pedestrian spaces, and the supporting infrastructure.
- In addition to the 2,500 permanent jobs, the development will generate the Full Time Equivalent (FTE) of another **5,700 construction jobs** spread over the build-out period.
- Dollars derived from visitors to the site from outside the local area that would be spent on overnight stays, restaurant meals, and on specialty retail would have the power to create multiplier effects through indirect and induced mechanisms that will further expand the Solano County economy.



Hospitality



Exhibition Promenade



Mix of Land Uses

Explore a mix of complementary land uses, including retail, commercial, hospitality, recreational, residential, family and youth oriented, educational and civic uses that seamlessly integrate with the 'Fair of the Future'.

The mix of uses proposed in the Project Vision reflects the input from the community outreach efforts, interviews with stakeholders such as the Solano County Fair Board and Six Flags Discovery Kingdom, feedback from civic groups, and the input from the Solano360 Committee. To assure flexibility and the ability to adapt to market conditions over time the project is designed to accommodate multiple uses within the same area or facility.

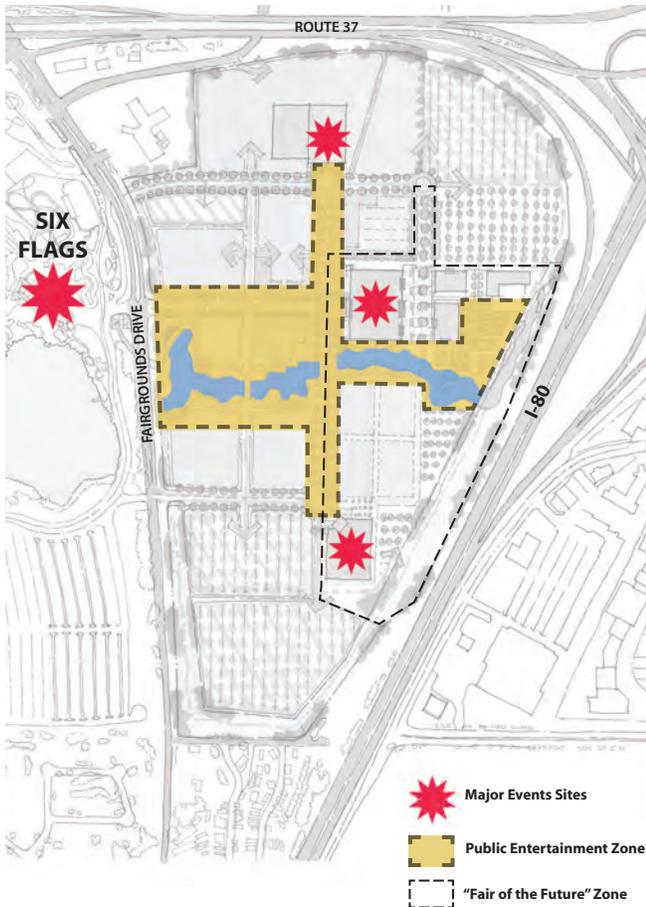
Several key uses are described below, with a summary of all uses anticipated for the build-out condition shown in the Preliminary Mix of Uses table.

Public Entertainment Zone

The Public Entertainment Zone forms the active heart of the Project Vision, as described on pages 11-15.

Fair of the Future

In cooperation with the Solano County Fair Association, the traditional annual County Fair and supporting uses have been re-envisioned and reinvented as year-round, flexible, multi-use facilities that will continue to serve and inspire future



PRELIMINARY MIX OF USES <i>Build-out Condition</i>		
Public Land Developed for Private Purposes	Size (Square Feet/Acres)	Totals (Square Feet)
Entertainment Commercial	150,000 sf	
Entertainment/Mixed Use	53,000 sf	
Mixed Use Commercial 1	659,000 sf	
Hospitality 2	250,000 sf	
Office/Flex Parking	220,000 sf	
Open Space/Drainage/Wetlands	19.7 acres	
Subtotal		1,332,000 sf
Public Land Developed for Public Purposes		
Exhibition Hall	100,000 sf	
Other Fair Uses 3	88,000 sf	
Flex Special Events Arena/Sports Field/Parking	100,000 sf	
Outdoor Multi-Purpose Area	8.0 acres	
Flex Parking	6.6 acres	
Demonstration Farm	3.0 acres	
Open Space/Drainage/Wetlands	7.1 acres	
Transit/Multi-modal Center	2.5 acres	
Roads	10.7 acres	
Subtotal		288,000 sf
TOTALS 4		1,620,000 sf

Notes

- Mixed Use Commercial assumes approximately 85-90% retail/hospitality and 10-15% office. Before build-out, the mixed-use sites can serve as temporary parking lots for Six Flags and Solano County Fair.
- Early phase assumes interim RV Park on hospitality site.
- Fair Uses include:
 - Satellite Wagering (25,000 sf)
 - Events Building (25,000 sf)
 - Administrative/Conference (8,000 sf)
 - Operations & Maintenance (30,000 sf)
 - Outdoor Multi-Purpose Areas
 - Flex Parking
 - Organic Demonstration Gardens
 - Special Events Arena (optional fields)

See page 41 for more detail on land use program and phasing.

generations while preserving links to the community and agriculture heritage.

Demonstration Garden: As described on pages 17-22, the Demonstration Garden will pay homage to Solano County's rich agricultural heritage and provide an outdoor living classroom for local school children and families.

Exhibition Hall: An approximately 100,000-square foot, state-of-the-art "Expo Hall" will anchor the Public Entertainment Zone and provide a flexible, adaptable space for a wide range of year-round events, including conventions, consumer shows, indoor sporting and entertainment events as well as the annual fair itself. Other fair buildings, such as the smaller events building, offer venues of varying sizes and specifications.

Arena: Envisioned as an approximately 8,000-seat indoor multi-purpose entertainment venue, the Arena can play host to concerts, minor league sporting events and other special events.

Satellite Wagering Facility: Envisioned as a 25,000-square foot facility dedicated to satellite/off-track wagering, this new building would eventually replace and expand upon the current facility.

Multi-purpose Sport Fields: Envisioned as an approximately seven-acre turf park located south of the Exhibition Hall, this flexible area will accommodate four regulation-sized fields for youth sports such as soccer or lacrosse. It can be constructed with special surfacing and utility hookups to allow it to accommodate tents, art exhibits, midway rides and temporary structures, and temporary overflow parking during the annual fair or other major events.

Entertainment / Retail: This approximately 150,000-square foot use on a 15-acre site will serve to attract a major entertainment/retail anchor capable of generating significant tax revenues and adding to the value of the mixed-use program.

Other: Mixed-use, hospitality, and office development, the multi-modal transit center, open space and drainage areas, roadways, and parking make up the balance of the Vision's project description, as shown here. This distribution of uses will likely change as the Vision is implemented over time. See page 41 for more detail on land use program and phasing.





Main Street at Fairgrounds Drive



Connectivity & Synergy

Explore increased physical connectivity and synergy with Six Flags Discovery Kingdom, downtown Vallejo, the waterfront and other existing commercial operations.

Located centrally within the region, the site is ideal for development of large-scale, tourist-oriented and event-driven public attractors such as an exhibition center or major sports venue. It enjoys excellent freeway visibility and offers ample surface parking for early phases of development. Identified as a regional destination because of its important function as the annual County Fair, it is located adjacent to the Six Flags Discovery Kingdom, a theme park that attracts approximately 1.5 million visitors per year.

To build on these regional-serving characteristics, the Project Vision proposes to strengthen physical connections with Six Flags by:

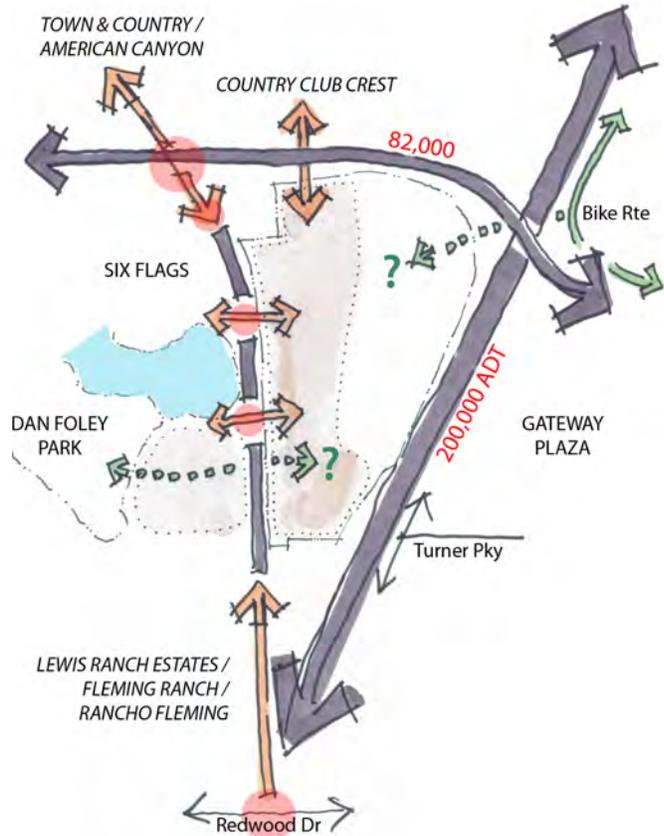
- Alignment of roadway entries and creation of new connections at Main Street.
- A new “gateway” pedestrian bridge crossing Fairgrounds Drive.
- The new multi-modal transit center to support both areas with regional and internal transit connections to accommodate a trolley shuttle, bicycles and pedestrians.

- Strategies for shared parking, including surface parking areas in early phases that could be phased out with new strategies for structured and shared parking, in coordination with Six Flags, to provide sustainable and responsible long-term options that benefit both areas.

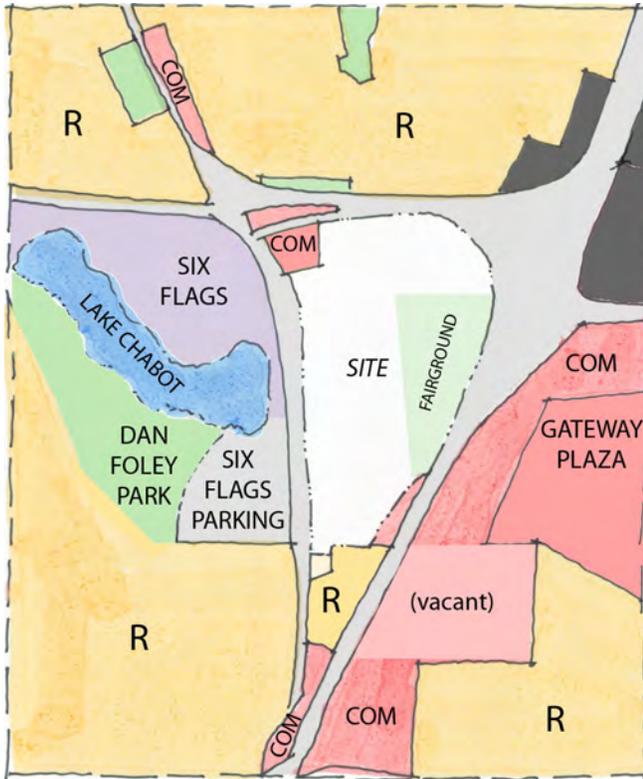
Building on these physical connections, the Project Vision contemplates additional opportunities for synergy. Members of the project team met with Six Flags on numerous occasions and explored ideas to partner on planning, programming, physical development, marketing and branding. Of particular interest is the Public Entertainment Zone, which can be seen as a natural extension of, or complementary to, the activities at Six Flags Discovery Kingdom. Six Flags also has a significant interest in the Project Vision’s hospitality uses, such as a possible water park hotel, which can extend the duration of visits to the park. With continued collaboration, both sites can benefit from each other’s increases in visitation and tourism and work toward mutual benefits and efficiencies.



The site is well connected by bus (red line) and roads (gray line).



The site is highly visible, with 200,000 cars passing on I-80 daily.



The site is surrounded by a mix of residential, commercial and entertainment land uses.

The Project Vision will also facilitate stronger physical connectivity to Downtown Vallejo, its waterfront and other commercial areas through vehicular connections and circulation. This will be enhanced by the multi-modal transit station with bus service to and from the airport, ferry terminal and other parts of Napa and Solano Counties. Bicycle access will be improved with upgrades to Fairgrounds Drive. As a result of the project moving forward, regional improvements to Highway 37/Fairgrounds Drive Interchange, Interstate 80/Redwood Drive Interchange and Fairgrounds Drive will improve traffic circulation for major portions of Vallejo and the region.

In addition to physical and programmatic synergies, the project team (based on its meetings with representatives of the Vallejo Convention and Visitors Bureau, Solano EDC, the Vallejo Chamber of Commerce and Six Flags) strongly believes that opportunities exist for joint marketing and co-branding with other local tourist destinations. With a successful mix of land uses, the Project Vision can complement other areas of Vallejo and the County and help to stimulate an influx of visitors as well as jobs, and the redeveloped Fairgrounds property has the potential to expand Vallejo's market presence and regional draw. A marketing and branding campaign should be developed that connects the dots for consumers and tourists between the Fairgrounds, Downtown, the Waterfront, Mare Island, Hiddenbrooke Country Club, Blue Rock Springs Golf Club, the Heritage District, Vallejo Ferry and more.





View from Public Entertainment Zone toward Six Flags



Access

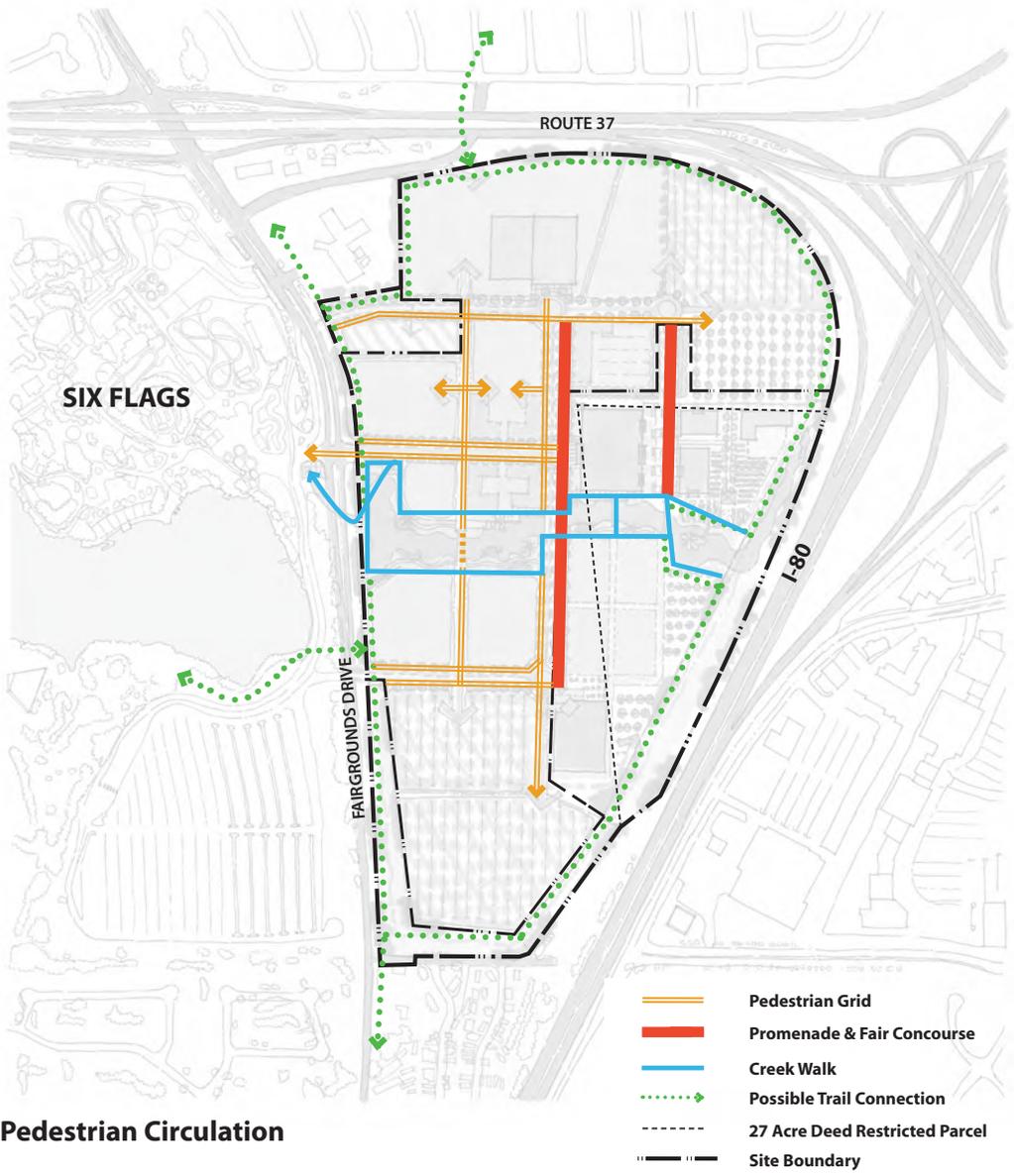
Provide pedestrian, bicycle, vehicular and transit facilities that foster access to, from and within the site.

The project enjoys a unique location at the crossroads of two major highways, Interstate 80 and State Route 37. In addition to excellent vehicular access to the region, it is well-positioned as a multi-modal transportation site, with bus lines connecting to downtown Vallejo and other destinations. Bicycle and pedestrian access from offsite is limited; however, the site itself is a comfortable walking scale, with all portions of the area accessible within a five-minute walk from the center.

The Project Vision reinforces multiple modes of access by proposing a comprehensive network of opportunities for pedestrian and bicycle routes and linkages both within and outside the site.

Linkages to offsite destinations include:

- Bicycle routes, including those that connect to Dan Foley Park, residential developments to the north, and the Class II Bike lane along Fairgrounds Drive, that will connect to existing and proposed future routes as depicted in the Solano Countywide Bicycle Plan.
- A multi-modal transit center connecting to offsite transit routes as well as an internal trolley shuttle system.
- Connections to the Downtown and waterfront areas of Vallejo as well as adjacent shopping areas via public bus services.





All portions of the site are accessible within a five to ten-minute stroll from the center.

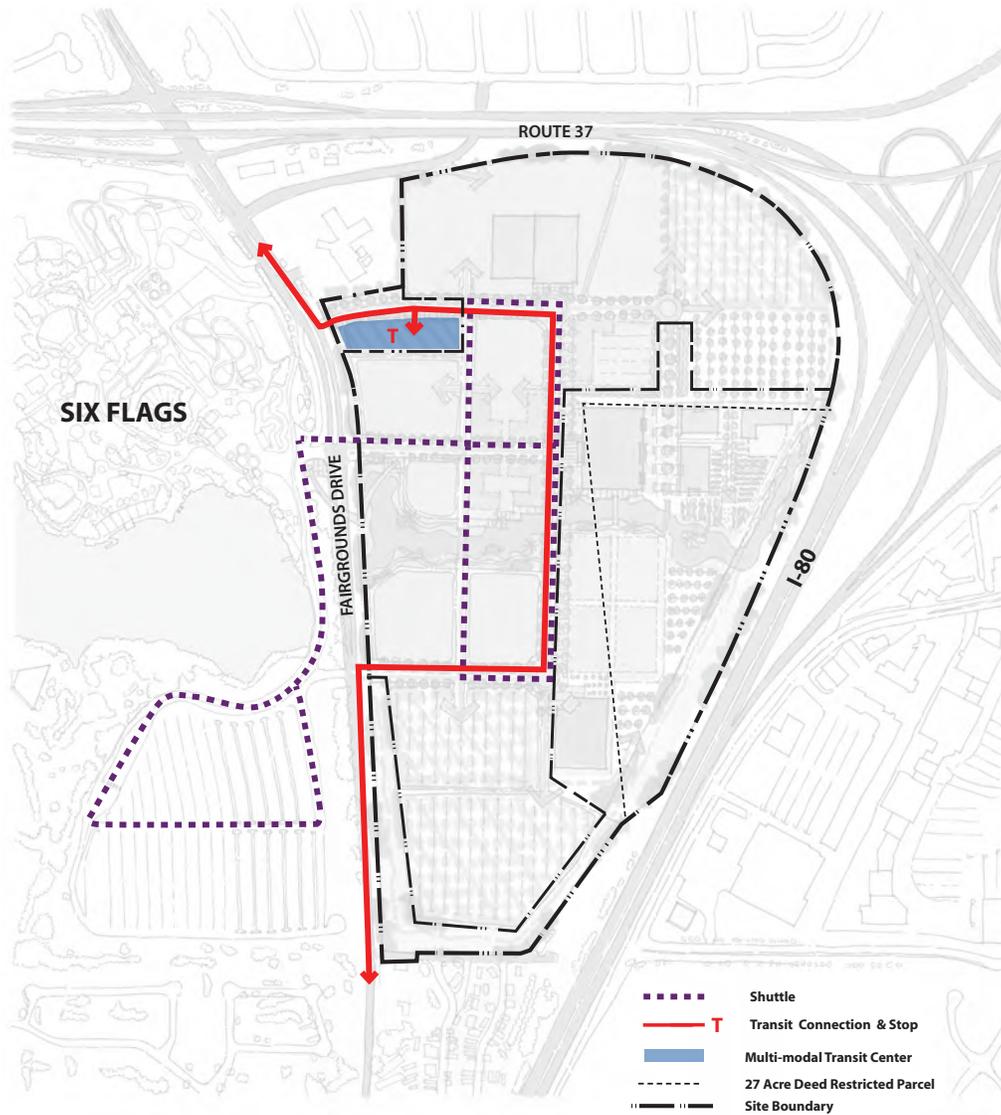
Within the site, the Vision proposes an integrated system of internal connections that encourage shared use, walking and bicycling, and transit. These include:

- Walkable grid of tree-shaded sidewalks, including special Main Street streetscape.
- Trails along the restored waterway.
- Major north-south Fair Promenade along the western edge of the Fairgrounds Zone.
- Internal concourse within the Fairgrounds Zone.
- A trolley shuttle serving major internal destinations and connecting to Six Flags and the transit station.

Vehicular routes through the site follow a simple grid that provides for safe intersection spacing and distribution of traffic. Parking will be largely on-surface in early phases of the project. As parcels develop and land use intensifies, more parking will be accommodated within garages integrated into building clusters. During peak use periods, such as Saturdays and Sundays during the annual County Fair, parking can be shared with offices that are not fully utilized on the weekends. Shared parking arrangements would be developed jointly with Six Flags.

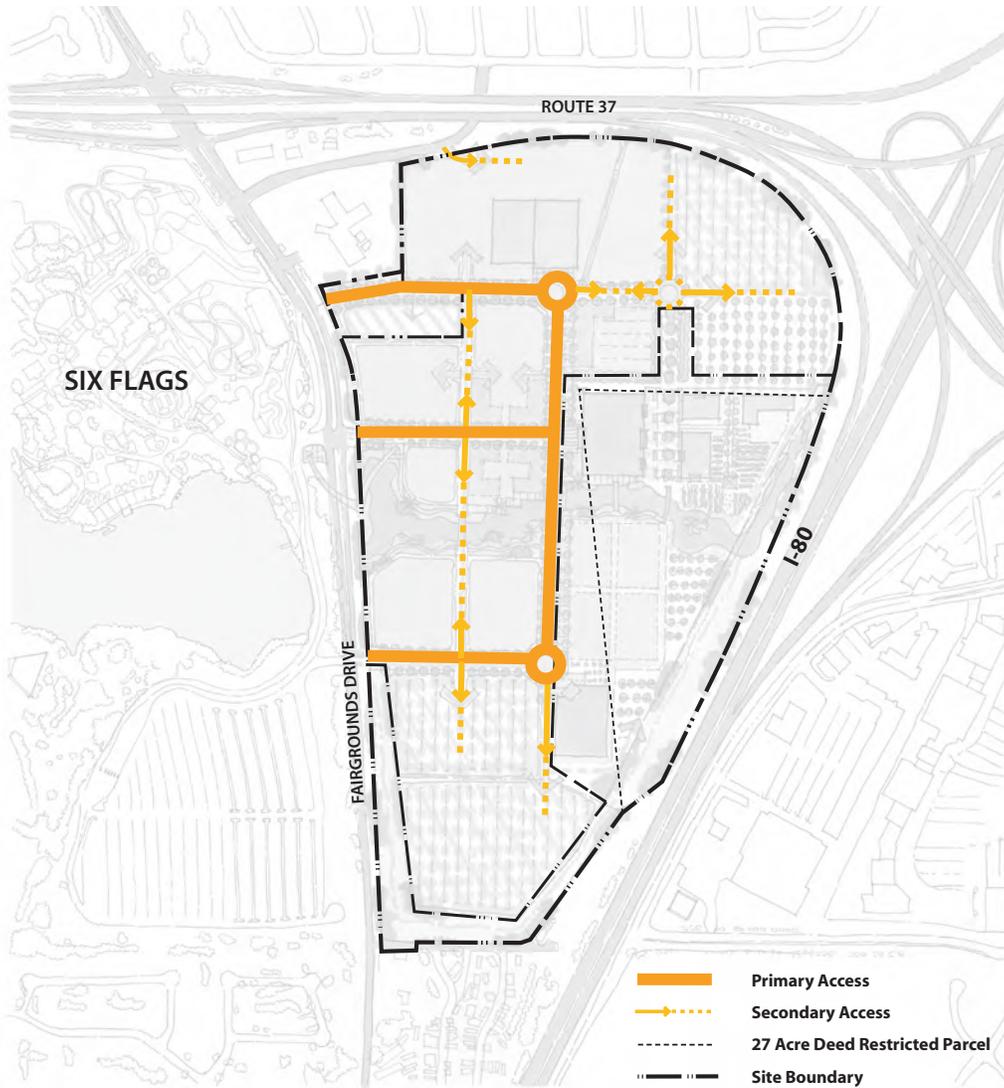
Appendices C and D provide summaries of transportation and infrastructure studies prepared as part of the Visioning Process.





Transit Circulation





Vehicular Circulation





Organic demonstration farm



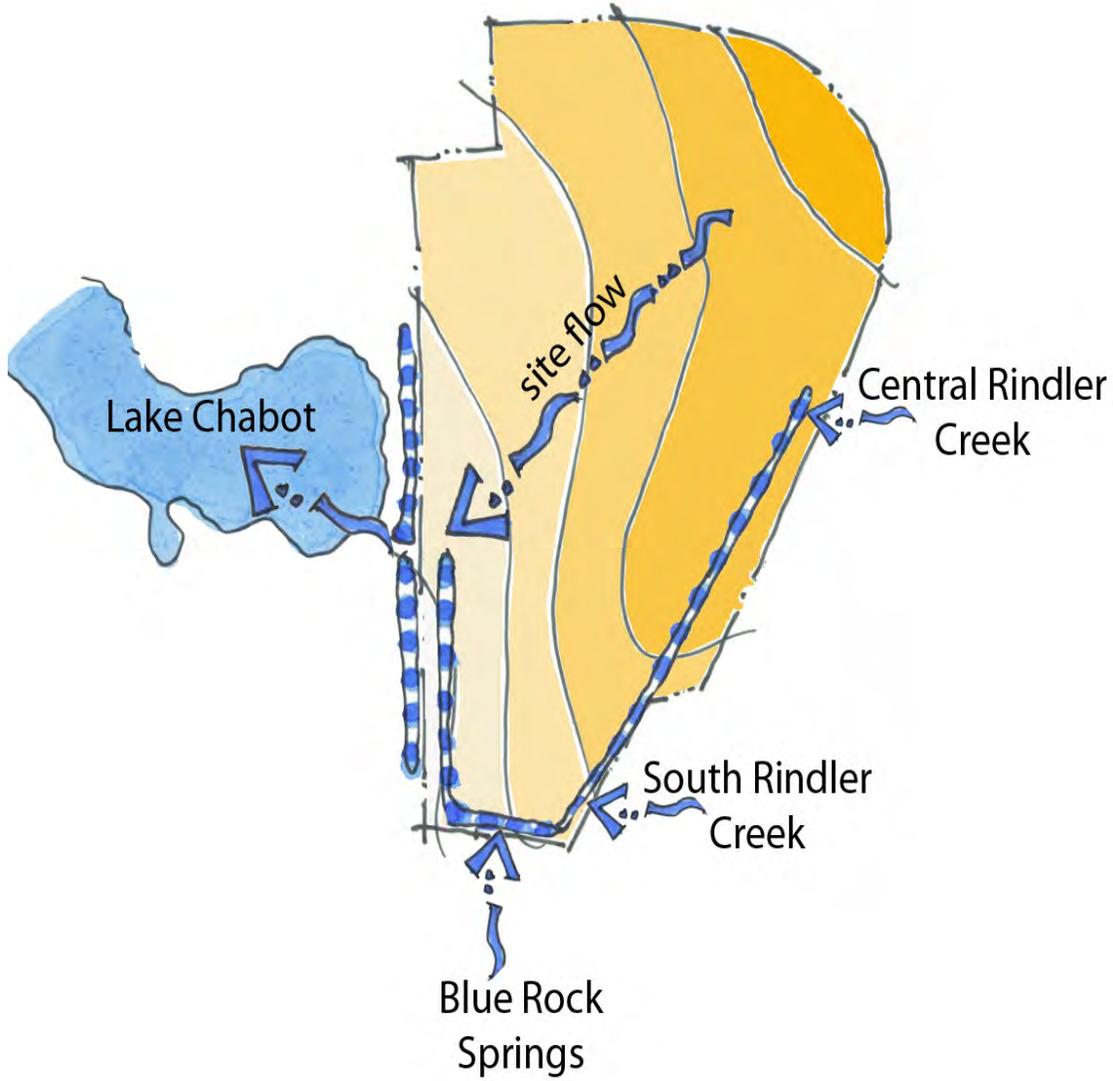
Sustainability

Incorporate sustainable and green principles in all aspects of development.

Sustainability—the idea that land, energy, water, waste, materials, community and capital are precious and their conservation is fundamental to our continued well-being—forms the underlying philosophy of the Project Vision. The Vision incorporates the most fundamental principle of sustainability: infill development. By building within existing developed areas and utilizing and adding to existing infrastructure, growth is diverted away from regional edges, thus protecting remaining open spaces, discouraging sprawl, and reducing the need for new transportation and social infrastructure.

Sustainability implies a careful balancing of ecological impact and social needs with financial considerations. In the context of Solano County Fairgrounds, sustainability is about creating a place that fosters a strong sense of community and provides a safe, healthy, comfortable and attractive place for people of all ages and incomes to visit and work, while contributing to the positive well-being of the environment and natural surroundings.

The principle of sustainability extends to the design of the site and buildings to capitalize on natural resources, such as the sun, wind, rain, plants and trees, and to reduce use of energy, water and materials. The Solano360 Committee and consultants identified a number of strategies that have either been integrated into the Project Vision or will be considered during future master planning and design stages. These include the following:



The current channelized flow of Central Rindler Creek around the perimeter of the site.



Water

The Project Vision anticipates improving storm water management in the project area using strategies that include:

- Restore central Rindler Creek to a natural watercourse and form a series of pools and wetlands that provide significant habitat opportunities for native species of flora and fauna.
- Integrate storm drainage Best Management Practices into the streetscape and open space system.

The Project Vision seeks to minimize use of potable water. Strategies to be considered include:

- Use of high efficiency fixtures and appliances within buildings.
- Utilize water-wise landscaping techniques to minimize irrigation requirements, e.g. use of native plants, planting zones, and mulch.
- Use high efficiency irrigation systems in planting zones where irrigation is required.

Transportation

The Project Vision aims to reduce reliance on the single occupant automobile by using strategies that:

- Include appropriate densities of development to support transit.
- Integrate a transit center into the plan, with adjacency to the Fairgrounds and Six Flags.
- Provide a bicycle friendly and pedestrian environment.
- Provide a mix of uses that reduce the need for trips beyond the neighborhood.
- Reduce the amount of parking required, e.g. seek opportunities for shared parking.

Energy

The Project Vision is considering a variety of concepts to save energy. These include:

- Integrate PV (photovoltaic) systems, e.g. on buildings and in parking lots.
- District energy system, e.g. cogeneration.
- Orient buildings to maximize energy efficiency.
- Demonstration wind turbine.

Materials / Waste

Strategies for utilizing locally sourced materials and waste streams include:

- Re-use existing Fairgrounds buildings where feasible.
- Re-use demolition materials, e.g. concrete, steel, asphalt, road base, topsoil.
- Utilize organic waste from Fairgrounds / Six Flags for composting and/or energy generation.

Neighborhood Design

The Project Vision creates a destination that celebrates the local community, utilizing opportunities such as agricultural education, ethnic festivals, elements depicting the history of the area, and allocation of areas for open space, gardens, and parks.

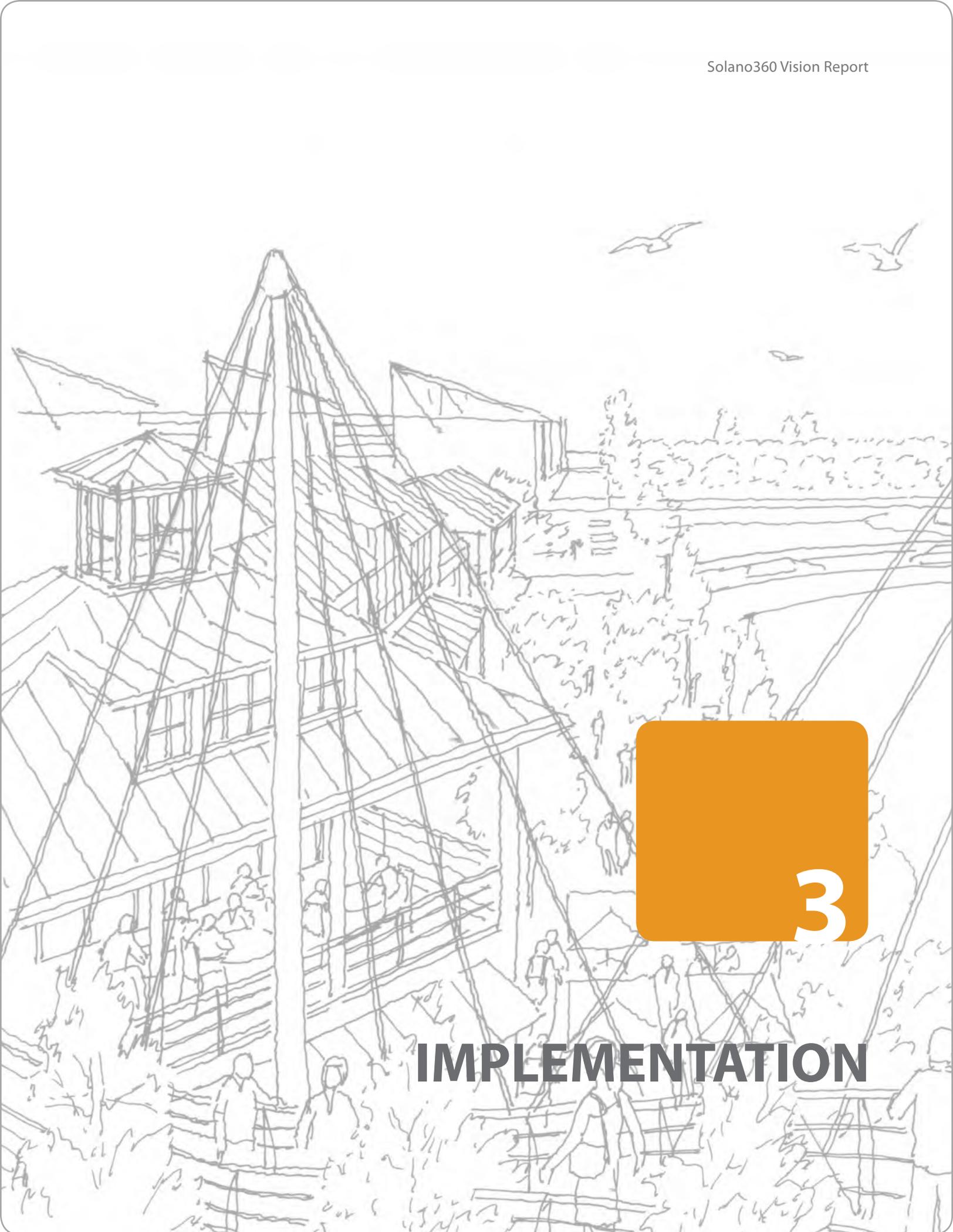
Site and Landscape

The Project Vision proposes ways to:

- Protect and restore the existing habitat.
- Provide for a weekly farmers market and agriculture opportunities at the Fairgrounds.
- Provide shady streets and open spaces.
- Utilize sports-fields as overflow parking during large events.

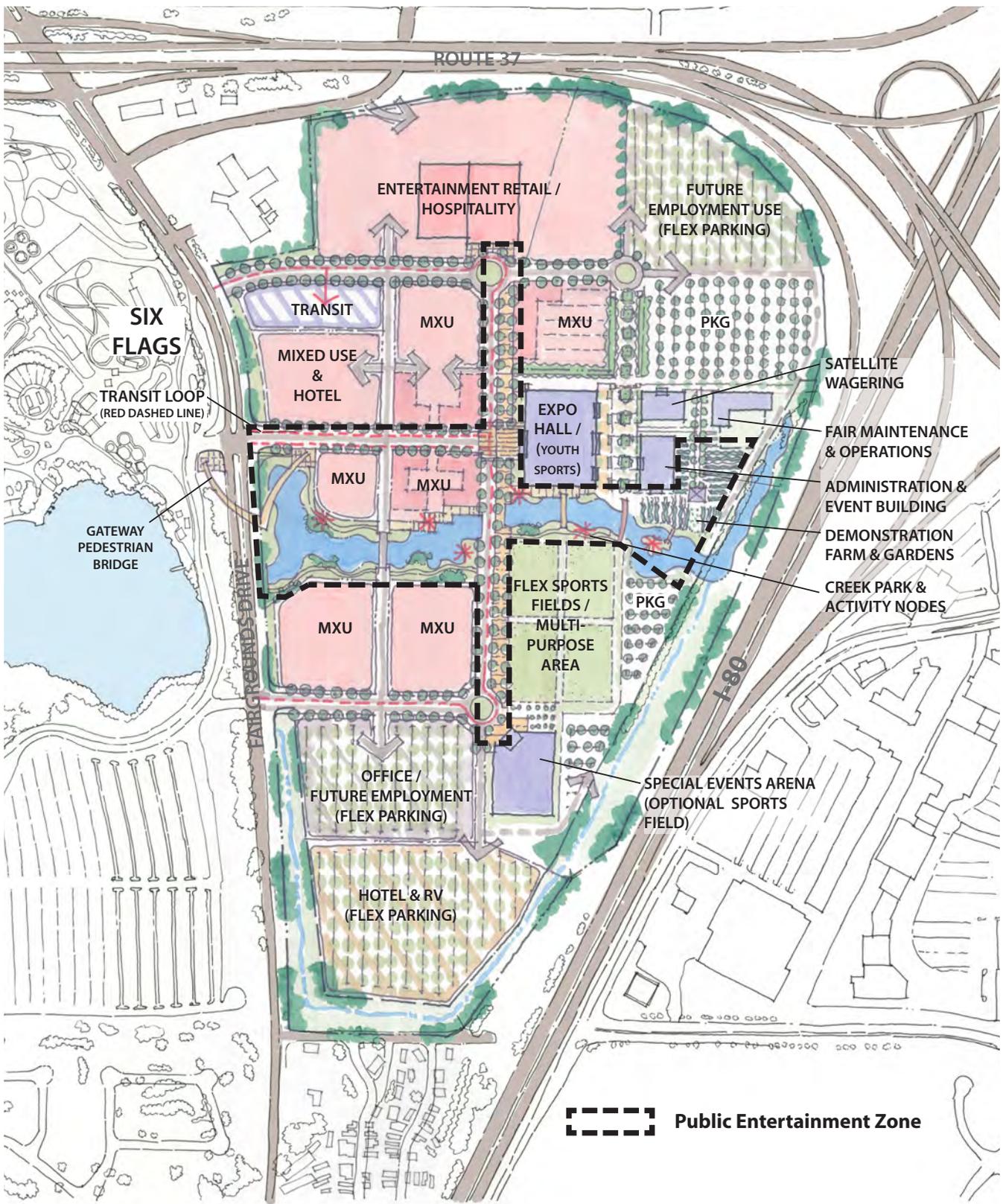
A preliminary LEED ND® assessment (using the LEED ND® pilot project methodology) has been performed for the project as currently envisioned. The findings of this preliminary study indicate that the project is capable of achieving LEED ND® certification should it be applied.





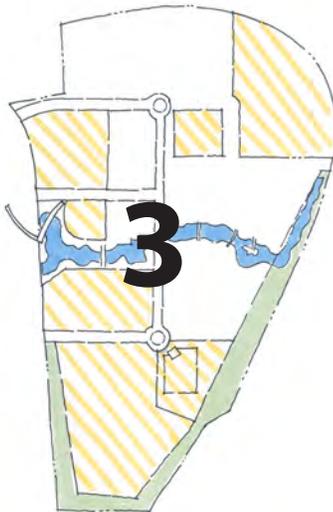
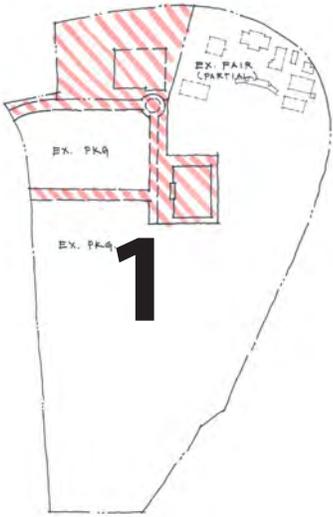
3

IMPLEMENTATION



PHASING

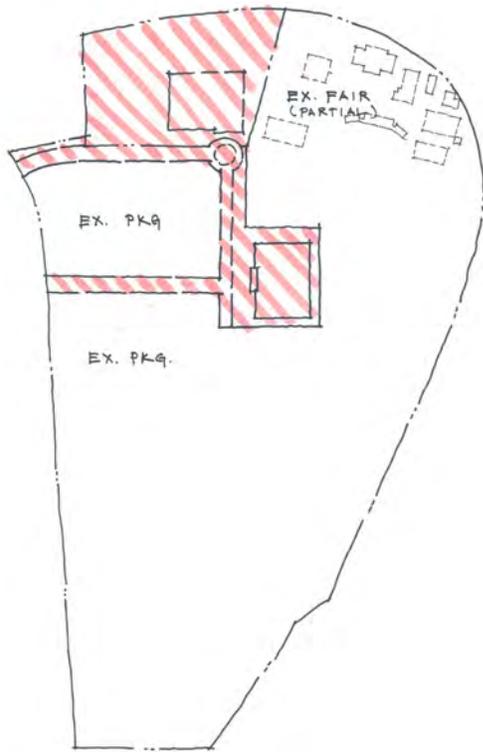
The development capacity of the site is limited primarily by the capacity of off-site roadways and intersections. Three major increments of development are anticipated, each linked to necessary offsite transportation improvements. Within each phase, development will occur in orderly increments, based on market demand and staging of on-site infrastructure. The Preliminary Project Description and Phasing Table describes the anticipated quantities and phasing of development. The mix of uses may shift due to changes in the market; however, the total, long term development of the site will be limited by the available traffic capacity, as follows.



Three major phases of development are anticipated, linked to offsite transportation improvements.

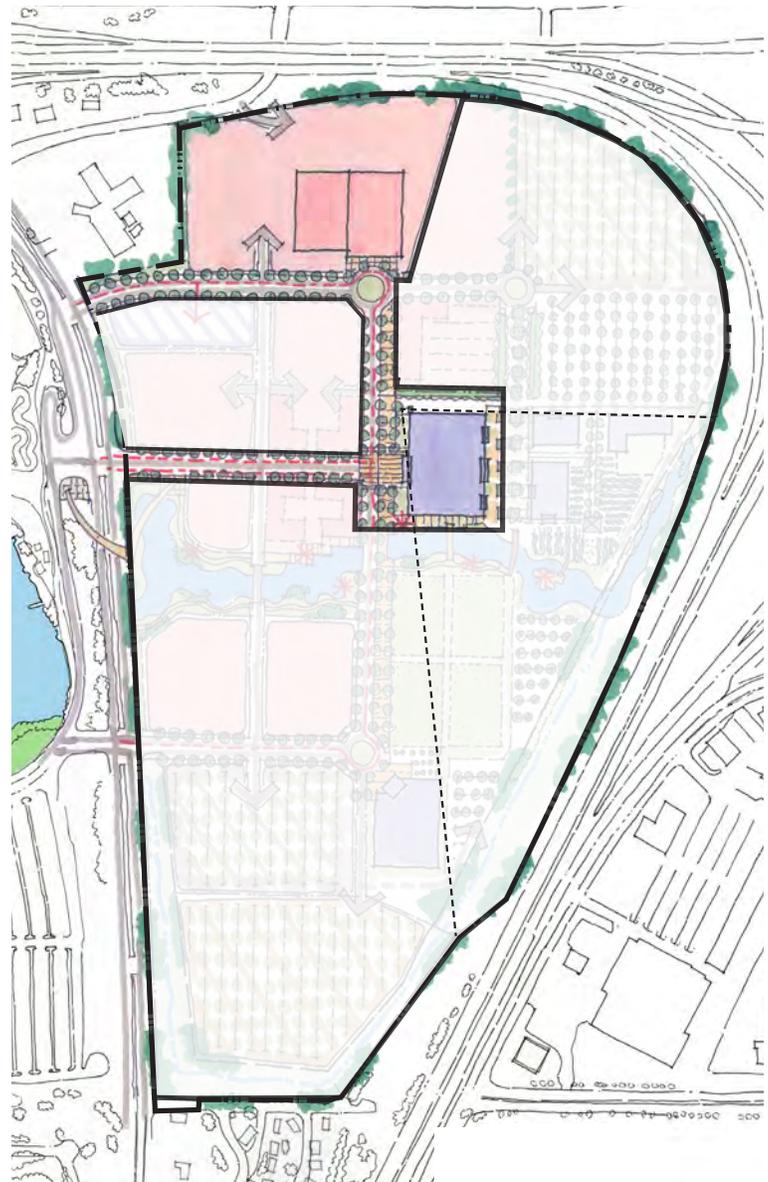


The existing County Fairgrounds site.



Phase 1: No major offsite improvements

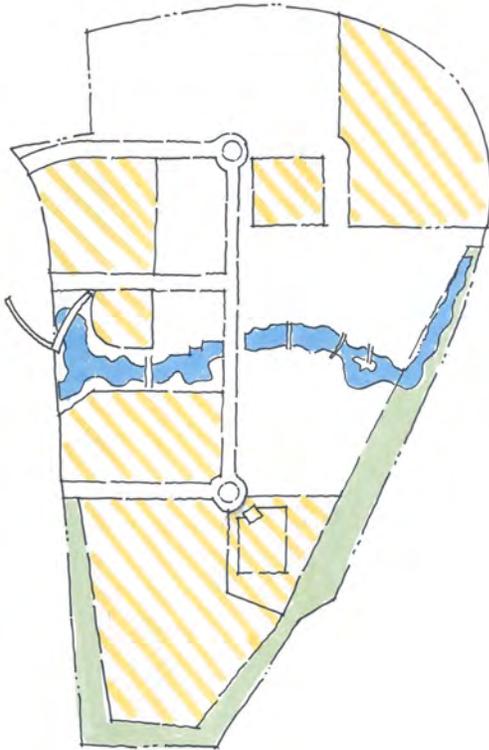
Current roadways and intersections will allow the construction of approximately 250,000 square feet of new facilities, including the new multi-use Exhibition Hall (100,000 square feet) and the major entertainment retail anchor at the north end of the site (up to 150,000 square feet). Existing parking areas will continue to serve the fairgrounds, Six Flags and large events on the site.



Phase 2: Improvements to the State Route 37/ Fairgrounds Drive interchange

Additional lanes and signalization improvements will allow an increase in the total development on the site to a cumulative total of approximately 625,000 square feet, comprised of a mix of fair, mixed use commercial, public and hospitality uses. The Rindler Creek Park and core of the Public Entertainment Zone will occur during this Phase.





Phase 3: Improvements to the I-80/Redwood/ Fairgrounds Drive interchange

Major improvements including expanded rights-of-way, improved geometrics, additional lanes and signalization will allow an increase of site development to a cumulative total of approximately 1,600,000 square feet of mixed use, employment, hospitality, public facilities and parking facilities. The special events center/arena could occur during this phase. Development of sites at the northeast corner and southern ends of the site will need to accommodate shared parking for the fair and large events, or provide structured parking for such uses. During Phase 3, opportunities for shared uses and linkages between the southern portion of the site and the major Six Flags parking lot will be explored.

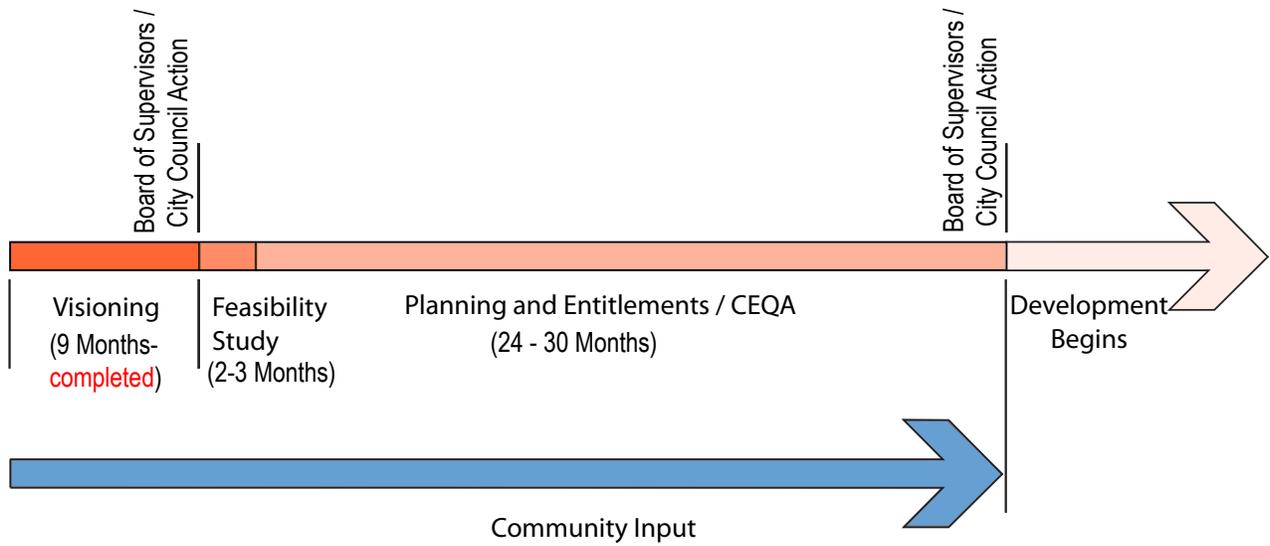


Preliminary Project Description and Potential Concept for Phasing

LAND USE	PHASE 1 (SF)	PHASE 2 (SF)	PHASE 3 (SF)	AREA (AC)	FAR	JOBS	PKG (spaces)	Notes (1)
PRIVATE PURPOSES								
Entertainment Commercial	150,000 SF	150,000 SF	150,000 SF	14.2 AC	0.24	150	750	
Entertainment / Mixed Use			53,000 SF	4.8 AC	0.25			
Mixed Use Commercial / Hospitality				22.4 AC	0.55			(2)
Retail (85-90%+/-)		110,000 SF	470,000 SF			940	1,880	
Office (10-15%+/-)		55,000 SF	64,000 SF			256	256	
Hospitality (125 rm)		125,000 SF	125,000 SF	3.0 AC		50	156	
Office / Flex Parking			220,000 SF	16.0 AC	0.32	880	880	(3)
Hospitality (250 Rm)			250,000 SF	10.9 AC		125	313	(4)
Open Space/Drainage/Wetlands				19.7 AC				
<i>Subtotal</i>	150,000 SF	440,000 SF	1,332,000 SF	91.0 AC		2,401	4,235	
PUBLIC PURPOSES								
Exhibition Hall	100,000 SF	100,000 SF	100,000 SF	4.5 AC		5		(5)
Other Fair Uses				11.3 AC		2		
Satellite Wagering (1-2 story)		25,000 SF	25,000 SF			4		(5)
Event Building		25,000 SF	25,000 SF					(5)
Administration / Conference Building (2 story)		8,000 SF	8,000 SF			4		(5)
Maintenance Office, Shops, Warehouse		30,000 SF	30,000 SF			6		(5)
Food and Beverage Facilities								(6)
Outdoor Multi-Purpose Areas/Sports fields		(4 Fields)		8.0 AC				(5)
Flex Parking				6.6 AC			825	
Organic Farm / Demonstration Gardens				3.0 AC				
Open Space/Drainage/Wetlands				7.1 AC				
Events Center/Arena/Sports Field/Flex Parking			100,000 SF	4.4 AC				(7)
Transit/Multi-modal Center				2.5 AC				(8)
Roads (incl. Fairgrounds Dr. widening)				10.7 AC			100	(9)
<i>Subtotal</i>	100,000 SF	188,000 SF	288,000 SF	47.4 AC		21	825	
Public and Private Totals	250,000 SF	628,000 SF	1,620,000 SF	149.1 AC		2,422	5,160	

Notes:

- (1) Building totals are cumulative and include prior phases.
- (2) Mixed Use sites can serve as temporary parking for Six Flags and the Solano County Fair
- (3) Phase 3 shared parking
- (4) Possible Water Park Hotel and Interim RV Park
- (5) Fair Priority
- (6) Included in primary fair buildings
- (7) Numerous future possibilities
- (8) Assumes Shared Parking
- (9) On-street parking - 1 side



The Solano360 Visioning represents the first step in a more extensive City-County planning, environmental review and entitlement process.



NEXT STEPS

Once the Solano360 Vision is approved by the Board of Supervisors and the City Council, the next steps will include a financial feasibility analysis consisting of economic feasibility models based on the mix of uses called out in the Vision. These models will reflect estimated costs and revenues to both the County and City. The models will also suggest what types of financing could be used to help pay the costs (e.g. assessment district, tax increment financing). During this review period, the County and City will also address the requirements of the Memorandum of Understanding (“MOU”) which is included in this report as Appendix E. Requirements of the MOU include identifying public agency agreements that may be required, such as an Owner Participation Agreement, and defining an entitlement path for the areas defined in the MOU as “public purposes” and “private purposes”.

This will immediately be followed by the “entitlement” process which will include the development of a Specific Plan including Design Guidelines, a City of Vallejo General Plan Amendment, and the execution of a Development Agreement, all of which will be evaluated in accordance with CEQA. The community outreach will continue throughout the process.



CONCLUSION

The Solano360 Visioning process began with a blank slate. The goal of the Solano360 Committee and consultants was to listen, gather input and create an opportunity for dialogue with individuals and groups across Solano County. Over the nine-month process—thanks to the willingness of the community, the County, the City, and the Solano County Fair Association to share their thoughts, ideas and inspiration—a clear common vision emerged.

The Project Vision presented here reflects the community’s ideas, dreams and priorities. This Vision has the potential to reestablish the Fairgrounds as a landmark destination rooted in the rich heritage of Solano County and connected to the hearts and minds of its people.



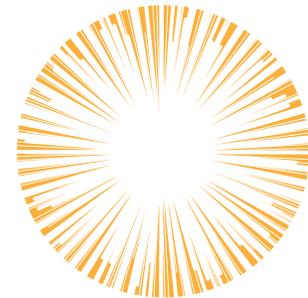
Community Outreach Summary

Summary of Community Outreach

Presented by Keadjian Associates

Working with Brooks Street and SWA Group, Keadjian Associates conducted a community outreach program for the Solano 360 visioning process. These efforts began in October 2008 and continued through the completion of the visioning period. The goal of the community outreach program was to educate and inform the community about the Solano 360 visioning process as well as provide opportunities for public input, ideas, inspiration and discussion.

“Solano 360” refers to the goal of the visioning process which was to look at a full spectrum of ideas and opportunities; the 360 refers to the number of days that the Fairgrounds is not currently used for the annual fair.



Solano360
listen, inspire & make it real



The key components of the outreach program included:

- Community workshops
- One-on-one interviews and meetings with key stakeholders
- Presentations to local community groups
- Community Outreach Office
- Website
- Online survey
- Outreach to media, including media advisories and press releases
- Public notices and advertisements

The following is an overview of each component of the community outreach program.

Community Workshops

The team hosted a series of three community workshops. The workshops provided an opportunity for the public to directly participate in the visioning process, and a large number of participants attended all three workshops.

Each workshop was publicized starting approximately two weeks prior to the workshop date. Display ads were published in the Vallejo Times Herald, Vacaville Reporter and Fairfield Daily Republic nine times for each workshop, resulting in 27 total ads. Media advisories were sent to local publications and resulted in several news stories. Advertisements ran on the Solano County Fairgrounds reader board, and the County and City of Vallejo posted notices on their websites. E-notifications were emailed to individuals who registered on the Solano 360 website.

The print display ads feature the Solano360 logo (a sunburst design) and the tagline "listen, inspire & make it real". One ad includes the text: "You are Invited. A new vision is being created for the Solano County Fairgrounds, located in Vallejo, Calif. This cooperative effort between the County of Solano and the City of Vallejo is focused on exploring a range of potential land uses and economic development opportunities for the future of the 152-acre property. Brooks Street, a Vallejo-based master development company, has been charged with leading the visioning process. We hope you will join us in this exciting endeavor and help plan the future of the Solano County Fairgrounds." Another ad specifies the event details: "Community Workshop DATE: Saturday, April 25, 2009 TIME: 10:00 a.m. to 1:00 p.m. PLACE: The 'County Building' at the Solano County Fairgrounds (900 Fairgrounds Drive, Vallejo) Hosted by Brooks Street". A third ad provides the website "www.solano360.org" and a photo of the "SHEEP BARN" building.

Print Display Ads

The e-notification screenshot shows an email invitation with the subject "You're Invited...". The body text reads: "Please join us for a Community Workshop on Saturday, April 25th, from 10:00 a.m. to 1:00 p.m. at the 'County Building' at the Solano County Fairgrounds in Vallejo. The workshop will include an update on the process, and an opportunity for the public to participate in small group planning sessions and provide input to the team." It lists the date, time, location, and host. At the bottom, it includes contact information for the Kneafsey Associates and a "Watch Live" button.

E-notification

The online calendar notice screenshot shows a website interface with a navigation menu on the left (Home, Overview, Principles, Participate, News, Partnership, Gallery, Contact). The main content area features a "Watch Live" button and a "Take the community survey now!" button. The text below the buttons states: "The County of Solano, in partnership with the City of Vallejo, is seeking to create a new vision for the Solano County Fairgrounds. This cooperative effort is focused on receiving a range of potential land use and economic development opportunities for the future of the 152-acre property. As part of this process, a workshop will be held for the general public on Saturday, April 25th from 10 a.m. - 1 p.m. at the 'County Building' at the Solano County Fairgrounds. Come join us and help plan the future of the Solano County Fairgrounds." It also provides contact information for Brooks Street.

Online Calendar Notice

The workshops were well attended and built upon each prior workshop. There were repeat themes, shared ideas and common input. The following is a summary of ideas and input generated during the three community workshops:

- Sports complex and activities for youth
- Flexible entertainment facility / exhibition hall
- Pedestrian-oriented
- Sustainable / green design
- Integrated with surrounding uses
- Supportive of a water feature
- Agricultural heritage
- Tourist destination
- Job creation and training
- Concerns regarding “big box” retail
- Concerns regarding Lake Chabot
- Concerns regarding traffic impacts

Interviews, Meetings and Presentations

Throughout the visioning process, the Solano 360 team met with committees, municipalities, electeds, local groups and interested individuals. The meetings ranged from informal brainstorming sessions geared towards soliciting ideas and feedback, to formal presentations intended to educate and engage public participation. During all interviews, meetings and presentations, the team offered to hold future meetings with any interested members of the community.

The team conducted more than sixty presentations and meetings over the past eight months. The goal of each presentation and meeting was to update the community on the process and the ways in which they could become involved, as well as to provide a forum for interested individuals to offer land use suggestions, express their priorities and concerns, and ask questions. The information generated from these interviews was shared with the larger project team and often used to gain a greater understanding of the community’s vision for the Fairgrounds.

The following is a list of some of the groups the team has met with or given a presentation to:

- Vallejo Chamber of Commerce
- City of Vallejo Public Works
- Vallejo Visitors and Convention Bureau
- Solano Transportation Authority
- Six Flags Discovery Kingdom
- Greater Vallejo Recreation District
- Courtyard by Marriott
- Solano County Economic Development Commission
- City of Benicia
- Vallejo Rotary Club
- Fighting Back Partnership
- Solano County Fair Board
- Filipino American Chamber of Commerce
- Solano Black Chamber of Commerce
- Solano Association of Realtors
- Vacaville Chamber of Commerce
- Rio Vista Chamber of Commerce
- County-wide City Managers Meeting
- City of Vallejo Economic Development Commission
- Congressman George Miller’s Office
- Friends of Lake Chabot
- Vallejo Watershed Alliance

Community Outreach Office

The Solano 360 team established a Community Outreach Office at 401 Amador Street in the Greater Vallejo Recreation District office. The office opened December 15, 2008 and was open to the public on Mondays (excluding holidays) from 9am to noon. Staffed by the Project Manager, Wanda Chihak, the office provided an opportunity for interested members of the community to meet with the Project Manager individually, learn more about the project, provide input and ask questions.

The location and hours of the Community Outreach Office were publicized on the Solano 360 website and announced at every public presentation and community workshop, as well as included on the hand-outs provided at all three workshops.

Website

Prior to the first community workshop, the Solano360.org website went live. The website has served as a vehicle for providing information about the process and soliciting feedback from the community. The site generated approximately 780 visits.



The website was comprised of the following key sections:

- Background information
- Overview of the visioning process
- Explanation of the guiding principles
- Current news and project milestones
- Calendar of events
- Meeting agendas and workshop PowerPoint presentations
- Online survey
- Frequently asked questions
- Registration page and text box for comments

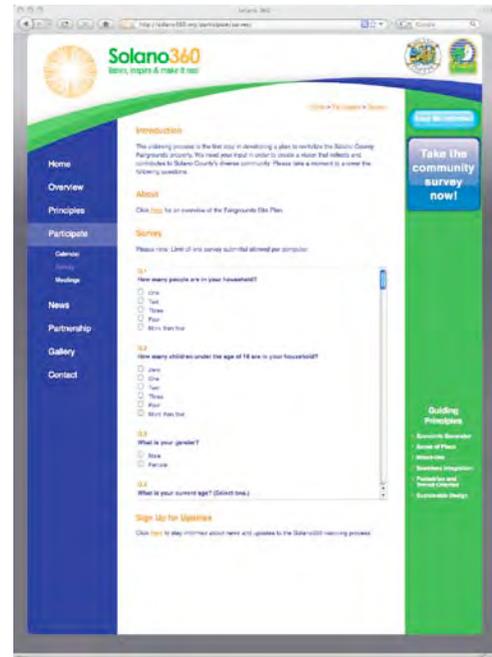
The website was regularly updated and all feedback and comments were shared with the project team. The web address was publicized on the Fairgrounds reader board and in display ads running in the Vallejo Times Herald, Vacaville Reporter, Fairfield Daily Republic, as well as included on all media advisories, PowerPoint presentations and public handouts.

Online Survey

The Solano 360 website featured an online community survey. The survey consisted of twenty-five questions as well as a “fill in the blank” section where people were encouraged to provide examples of inspirational places and ideas. The results of the online survey were shared with the project team and the Solano 360 committee; many of the ideas and concepts were integrated into the evolving land plans. More than 180 people completed the survey.

The following is a summary of the survey results:

- Respondents who said they live in Vallejo (70.3%)
- Respondents who said they commute to work by car (73%)
- Respondents who said they drive past the Fairgrounds at least once a week (71%)
- Respondents who said they have attended the annual Fair (78%)
- Respondents who said they support the effort to create a vision for the future of the Fairgrounds (83.3%)



The survey responses indicate a common desire for an outdoor, mixed-use, pedestrian-friendly land plan. Favored uses include:

- Public (community center, exhibition hall, parks, etc.)
- Retail (restaurants, coffee shops, book stores, etc.)
- Recreational and Youth-Oriented facilities
- Transit Center
- Educational

Question 24 asks respondents to cite an existing place or idea that could be considered as a model for the future of the Fairgrounds. Common responses included:

- Downtown Walnut Creek
- Golden Gate Park and the De Young Museum in San Francisco
- Bay Street in Emeryville
- Santana Row in San Jose
- Downtown Disney
- Sports Complex
- Fourth Street in Berkeley

Solano360 Committee Meetings

The Solano 360 Committee was formed by the Solano County Board of Supervisors and the Vallejo City Council to provide policy direction and oversight during the visioning process. Solano 360 Committee meetings were publicly noticed and conducted in accordance with the Brown Act.

Conclusion

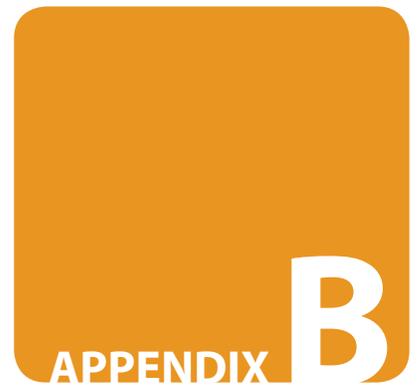
The community outreach program provided a range of public participation opportunities and forums which resulted in significant community involvement and input into the visioning process. While many unique visions for the future of the fairgrounds were expressed by individual members of the community and/or groups, just as many common and recurring themes emerged. The ideas, input and concepts provided by the community were instrumental in the creation of the proposed vision. The youth sports fields, water feature, demonstration garden and pedestrian-friendly mixed-use land plan were all concepts that were favored by the community.

In summary, the input and involvement of the community during the visioning process played a significant role in the creation of the proposed project vision. We recommend that the outreach program and constructive dialogue with the community be continued into the next stages of the process.

Acknowledgements

The Solano 360 team would like to thank the members of the public who participated in the community workshops and the online survey for their thoughts, ideas and contribution to the visioning process. In addition, we would like to thank Solano County and City of Vallejo staff for their assistance in posting meeting notifications, updates and links to the website. Finally, the project team also thanks the Solano County Fair Association Board for their continued involvement and participation in the visioning process, and for generously allowing the team to advertise the workshops on the reader board.

Keadjian Associates is a Vallejo-based public relations and communications company with more than a decade of experience working in Solano County.



Solano County Fair Association Priorities

APPENDIX B: SOLANO COUNTY FAIR ASSOCIATION PRIORITIES

Summary

Since 1949, Solano County Fair has operated a week-long Fair offering a traditional program of entertainment, midway, livestock demonstration, and crafts. In 2008, the Fair drew crowds of over 30,000 people. Year-round activities include satellite wagering, facilities rental for weddings, product shows, concerts, religious gatherings, *quinceaneras*, sporting events and a 9-hole golf course. Facilities include 61,000 square feet located in five major buildings. Parking utilizes another approximately 28 acres, with peak use of approximately 3,500 cars during the weekend that falls within the July fair. The property also accommodates parking for 1,000 additional cars through a lease agreement with Six Flags. Horse racing, which occupies a large portion of the property, is forecasted to end in 2010. Of the total 149 acres owned by the County, a parcel of approximately 27 acres is limited by deed restriction to use by the Fair and public.

For the Visioning Process, the Solano County Fair Association provided extensive input on activities and facilities programming to support fair-related activities, addressing both the Solano County Fair's one week in July and ongoing activities throughout the year. The Fair's Buildings & Grounds Committee met with the Solano360 Committee and team to present and discuss ways to share facilities and provide for long-term viability and flexibility.

The following list summarizes the Fair Association's priorities for essential facilities that will allow for the efficient operation and financial sustainability of the Solano County Fair – the *Fair of the Future*. Flexibility is key, and each of these facilities is intended to be designed to allow multiple and shared uses, allowing the fair to operate and generate revenue throughout the year and providing for maximum synergy with non-public and public uses on the overall site.

1. **Main Exhibition Hall** (100,000 SF) – The Main Exhibition Hall will provide the central indoor facility of the fairgrounds and should be designed and constructed as a clear span structure adaptable to meet the needs of any kind of event, including Fair exhibits and activities, trade and consumer shows, conventions, performing arts, and video conferences.
2. **Satellite Wagering Facilities** (25,000 SF) - The facility will present horse racing via satellite from around the world in a venue equipped with state of the art equipment and viewing options in comfortable surroundings. Facilities may be multi-level or be located on upper levels of multi-story structures.
3. **Events Building** (25,000 SF) – The Events Building will provide a secondary indoor facility, designed and constructed as a clear span structure adaptable to meet the needs of a variety of other Fair exhibits and activities, events requiring less space (smaller festivals, community events, smaller trade and consumer shows, private and corporate parties), and auxiliary needs for larger events (additional meeting and function space, and staging and storage areas for larger events utilizing the Main Exhibition Hall). This building should complement, support and be convenient to the Main Exhibition Building.

4. **Outdoor Multipurpose Area (7 Acres)** - This space will offer an outdoor venue for a variety of events and elements, able to function as a separately or in conjunction with the Main Exhibition Hall and/or Events Building for fair events, youth sports, outdoor market places, amusement rides, concerts, or other events.
5. **Administration / Conference Building** - Fair offices are needed for a variety of year-round and Fair-time functions including administration, accounting, exhibits, facility rentals, security and smaller conferences. Approximately 8,000 square feet of space located on one or two stories would be needed for these facilities.
6. **Maintenance Office, Shops, Warehouses and Operations Compound (27,000 SF total)** – Facilities need to accommodate a wide variety of functions in close proximity to one another, with convenient access from both the interior and the exterior of the fairgrounds by large service, delivery and emergency vehicles.
7. **Food and Beverage Facilities** - A health permitted facility to house the administration offices, food and dry goods storage, equipment.
8. **RV Park** – Accommodate participants and attendees of events held on the fairgrounds and visitors to the area and neighboring attractions who are not attending events on the fairgrounds.

In addition to these items of highest priority, the Fair Associated provided a list of infrastructure elements needed for the efficient operation and financial sustainability of the Fairground: signage, fences and gates, restrooms, utilities, parking and roadways. They also submitted a shorter list of facilities considered “desirable”: exhibit facilities, equestrian facilities, and live horse racing facilities.



Transportation Summary

APPENDIX C – TRANSPORTATION SUMMARY

This document contains an executive summary of Arup's transportation assessment for the Solano 360 Visioning process. The assessment includes a discussion of existing conditions and constraints, a review of previous studies, a summary of the "high-level" analysis of off-site transportation improvements, and a discussion of the various transportation components included in the Solano 360 Vision. Our findings and recommendations are presented below.

Background Conditions and Constraints

The Solano County Fairgrounds site is located at the junction of Interstate 80 (I-80) and State Route 37 (SR-37) in the City of Vallejo. The existing conditions and transportation constraints are summarized below:

- Access to the site is limited and provided via Fairgrounds Drive only.
- The site is very visible from both freeways. Access from the freeway to the local street network is provided by two interchanges:
 - SR-37 / Fairgrounds Drive: This interchange provides the closest (less than a quarter-mile) and most visible access to the site via Fairgrounds Drive.
 - I-80 / Redwood Parkway: This interchange provides less direct access to the site via Redwood Parkway and Fairgrounds Drive.
- The two interchanges and Fairgrounds Drive operate at acceptable service levels today. Field observations indicate that most of the intersections serving the interchanges experience relatively minor traffic delays and vehicle queuing.
- Both freeways experience some congestion during peak periods of the day. However, most of the significant congestion occurs on I-80 further to the south between the Tennessee Street interchange and the Carquinez Bridge.
- Transit access is very limited. The Solano County Fairgrounds is served by Vallejo Transit, which operates one bus route (#85) along Fairgrounds Drive. Two stops are located within a quarter-mile of the site: one at the Six Flags entrance and one on Sereno Drive south of the site.
- The Solano County Fairgrounds site lacks quality bicycle and pedestrian connections.

Previous Studies

The Solano360 transportation assessment is largely based on assumptions and traffic volumes presented in *I-80 HOV Lanes / Turner Parkway Overcrossing Transportation Analysis Final Report* (DKS Associates, October 2008) and the memorandum *Solano County Fairgrounds Traffic Threshold Assessment* (DKS Associates, December 2008). The major findings from these studies are summarized below:

- A new I-80 interchange serving Turner Parkway was included in these studies. However, the short spacing between the Redwood Parkway interchange to the south and the I-80 / SR-37

connector ramps rules out the possibility of constructing an additional interchange at this location.

- Both studies assume a level of development for the site consistent with an earlier program proposed by the Mills Corporation. The PM peak hour vehicle trip generation estimate for the site at full buildout is in the range of 2,800 to 3,000 vehicle trips.
- At this level of development, the studies indicate that significant improvements are required at the SR-37 / Fairgrounds and the I-80 / Redwood Parkway interchanges. The Redwood Parkway interchange improvements also include realigning Fairgrounds Drive further to the west.
- The studies also found that Fairgrounds Drive would have to be widened from SR-37 to Redwood Parkway.
- The I-80 HOV study estimated the cost of the SR-37 / Fairgrounds Drive improvements at \$25 million and the I-80 / Redwood Parkway improvements at \$44 million.

Off-Site Improvements

The Solano360 transportation assessment includes a “high-level” analysis of various development scenarios and their potential impacts on off-site transportation facilities. The analysis focuses on the capacity of the two freeway interchanges and identifies the levels of development that trigger additional improvements. More detailed analysis is required to verify these conclusions. Also, the analysis could also evaluate weekend peak-season conditions to assess traffic operations related to Six Flags.

The results and recommendations are summarized below:

- The field observations and traffic volumes presented in the I-80 HOV study indicate that the two interchanges have existing spare capacity.
- Vehicle trip generation estimates were developed for different development scenarios. Based on this analysis, a program generating up to 700 PM peak hour vehicle trips is possible without triggering the need for immediate physical improvements at either interchange.
- It is estimated that at 700 PM trips, improvements will be required at the SR-37 / Fairgrounds interchange.
- It is estimated that at 1,450 PM trips, improvements will be required at the I-80 / Redwood Parkway interchange.
- This is a less conservative conclusion than in the previous studies, and should be considered to be an estimate of a ‘favorable’ scenario.
- Cost estimates were developed using the improvements presented in the I-80 HOV study. The costs estimates were refined further to account for each individual component and to break out the cost of ROW located along the Solano County Fairgrounds frontage. The ROW cost associated with the Fairground’s frontage should not be included in the capital cost. Based on favorable trigger and cost estimate assumptions, the following phasing scenario can be considered.

Phase	Additional PM Peak Hour Trips	Off-Site Costs ¹
Phase 1	0-700	\$0
Phase 2	700-1,450	\$10 M
Phase 3	1,450-3,400	\$50.1 M
Note: 1. Off-site improvement costs required at each phase. These costs may not be 100% attributable to the Solano County Fairgrounds project.		

- The up-front infrastructure costs are difficult to calculate at this time because specific details and costs of these improvements and the fair-share allocations are unknown.

The Solano360 Vision Plan

The Solano360 Vision Plan includes the following components that will help minimize the impacts to the local and regional transportation system:

- **Additional local access:** The plan features an additional third access point on Fairgrounds Drive which will help distribute traffic entering and exiting the site.
- **Creating a high-quality pedestrian-friendly environment:** The plan puts a high priority on providing high-quality pedestrian connections throughout the site. The site layout would include short blocks, wide sidewalks, on-street parking, and include many streets that could be used as pedestrian spaces for the Fair and local markets.
- **Reducing the amount of required parking:** The site will minimize the amount of required parking by leveraging “shared parking” opportunities between complementary land uses and implementing a pedestrian-friendly environment that allows patrons to park once and walk to all areas of the site (including Six Flags). On-site surface parking lots will be replaced by structured parking as the site evolves.
- **Transit Center:** The location of an on-site Transit Center will enhance and promote transit service to and from the site. The Transit Center will likely start as a park-and-ride lot for regional transit providers, but would evolve into more of a local serving facility as the site evolves.
- **Improved pedestrian/bicycle connections:** In addition to providing a high-quality pedestrian and bicycle network within the site, the plan would identify opportunities for improving the off-site connections to pedestrian and bicycle facilities. This would include connections to Six Flags, Dan Foley Park, and to sidewalks and potential bicycle lanes on Fairgrounds Drive.



Infrastructure Summary

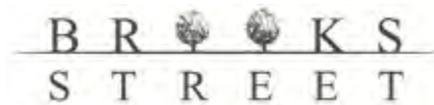


DRAFT
SOLANO FAIRGROUNDS
INFRASTRUCTURE
CONCEPT PLAN

CITY OF VALLEJO
COUNTY OF SOLANO

MAY 21, 2009

prepared for:



Brooks Street
800 Derr Street
Vallejo, CA 94592
707.558.0222

prepared by:

MACKay & SOMPS
ENGINEERS PLANNERS SURVEYORS

MacKay & Soms Civil Engineers, Inc.
5142 Franklin Drive, Suite B
Pleasanton, CA 94588
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support services provided by:

ENGEO
GIACALONE
PACIFIC ADVANCED CIVIL ENGINEERS

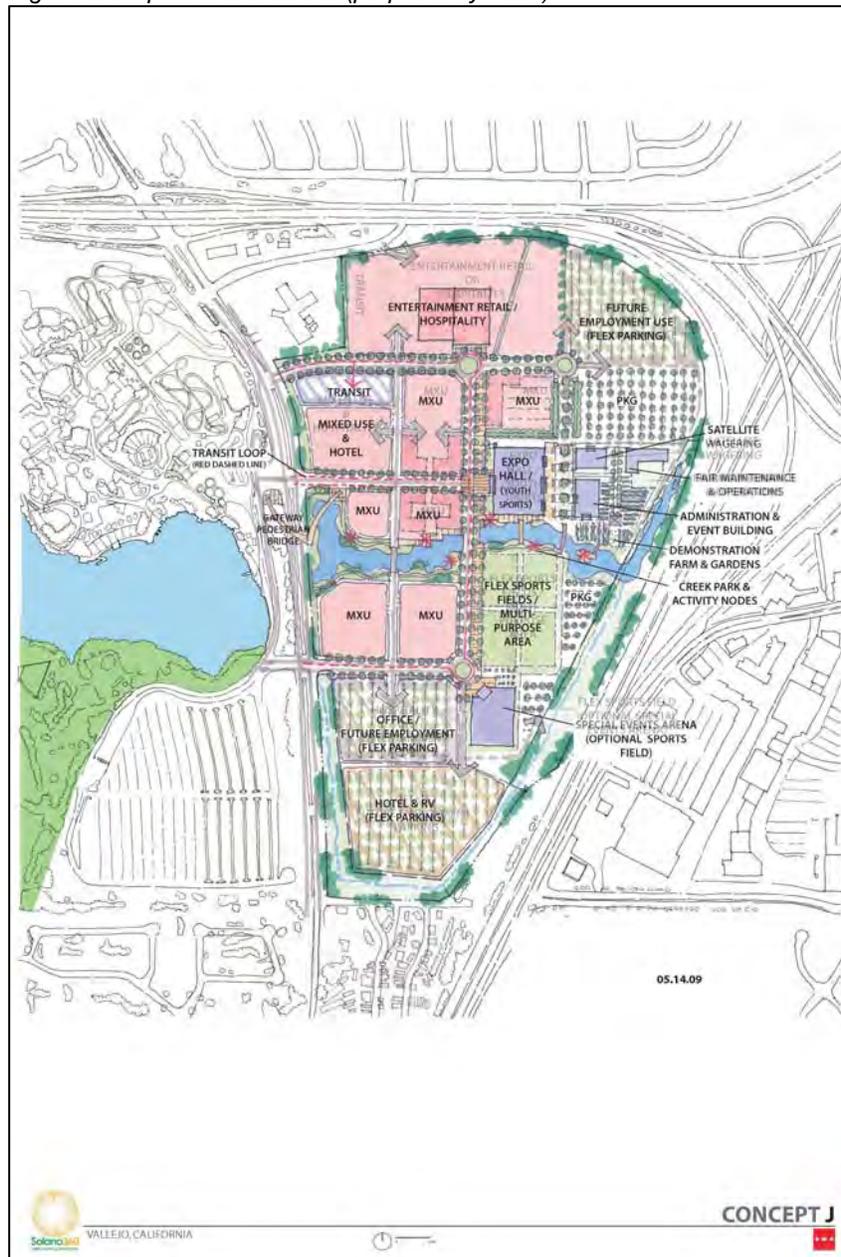
M&S Job Number: 19451.000

INTRODUCTION

BACKGROUND

Solano 360 is a proposed 149-acre mixed use vision plan for the redevelopment of the Solano County Fairgrounds in the City of Vallejo. The vision plan consists of public uses, fair uses, commercial, entertainment, retail, office and hospitality uses as shown below in Figure 1. The property is identified in the City of Vallejo General Plan for public facilities and does not address all the uses identified in the vision plan. The General Plan also does not address infrastructure improvements for the property.

Figure 1: Proposed Vision Plan (prepared by SWA)



LOCATION

The Fairgrounds site is bounded by Interstate 80 to the East, Highway 37 and Sage Street to the North, Fairgrounds Drive to the West and Coach Lane to the South as shown below in Figure 2.

Figure 2: Aerial photo with site boundary and property lines (photo date 1996)



PURPOSE AND OBJECTIVE

Project specific infrastructure planning is required given that there is a limited amount of infrastructure currently serving the existing development along with the lack of city wide infrastructure plans. A plan is needed to define the new onsite and offsite infrastructure improvements necessary to allow the Solano 360 vision to be implemented.

The main purpose of the Infrastructure Concept Plan is to help guide continued visioning and planning efforts. The Concept Plan will also be utilized to develop construction cost budget estimates to help evaluate the financial feasibility of the project. The Concept Plan will ultimately be refined into a Master Plan to be used as part of the future Environmental Impact Report.

The Solano 360 *Guiding Principles* were used to establish the objectives of the infrastructure concept plan. Major objectives include:

- Develop practical cost effective solutions that can be constructed in phases
- Provide flexible solutions that can adapt to market conditions
- Implement solutions that minimize impacts to the environment and maximize sustainability

SCOPE

The Solano 360 Infrastructure Concept Plan addresses the following master infrastructure components:

1. Grading & Earthwork
 - Demolition
 - Remedial grading
 - Project grading
2. "Wet" Utilities
 - Drainage and flood protection
 - Potable water supply and distribution
 - Non-potable water supply and distribution
 - Wastewater treatment and conveyance
3. "Dry" Utilities
 - Electric
 - Gas
 - Telephone
 - Cable television

PROJECT ACREAGE

Discrepancies in the project acreage have been identified. Early visioning documents referred to the property as 152 acres. Assessor's data as shown below in Table 1 totals to 149.5 acres. An ALTA survey prepared for the property in 2004 shows the property to be 149.1 acres. For purposes of the Concept Plan the ALTA acreage of 149.1 is used given that it based on an actual field survey.

Table 1: Assessor's Data

Assessor's Parcel Number	Acreage	Owner
0052-240-55	0.9	Solano County
0052-240-56	148.6	Solano County

EXECUTIVE SUMMARY

MASTER INFRASTRUCTURE

The intent of planning and constructing master infrastructure is to provide access and utilities to each large parcel created with the plan. It is also intended to provide compacted pads that generally would not require import or export of dirt by the future builders. The goal is to provide large buildable parcels ready for development that do not require any “offsite” improvements.

All references to “design” in this report refer to CONCEPTUAL design. A detailed design analysis will be done with future planning and engineering work.

INFRASTRUCTURE PHASING

The design of the infrastructure revolved around the ability for the project to be constructed in phases. The infrastructure phasing plan is consistent with the three phases of the “Solano 360 Visioning Program” referred to as Phase 1 through 3. The phases are based on requirements for offsite transportation improvements. Phase 1 generally does not require any offsite transportation improvements. Phase 2 requires improvements to the Highway 37 / Fairgrounds Drive interchange. Phase 3 requires improvements to the Interstate 80 / Redwood Parkway interchange as well as the widening of Fairgrounds Drive. One sub-phase, Phase 1A, has been included in the infrastructure plan to allow for the development of a large flat pad early in the program.

Construction of the proposed roadways in phases is a relatively simple concept. The roadway plan has been designed to provide at least one point of access to each large parcel. A second point of access for emergency vehicles needs to be considered as development progresses. Some large parcels will require emergency vehicle access through other large parcels.

Construction of the proposed utilities in phases is also a relatively simple concept. At least one water (potable and fire), sewer, storm, and joint trench stub has been provided to each large parcel. In most cases two separate water stubs have been provided to each parcel to create a reliable pressurized looped system. In a few cases, water pipes will need to be extended by future builders through large parcels to create a looped system.

The more complex components of the phasing plan include continued “interim” use of existing facilities, demolition, remedial grading and general project grading. Flexibility and options have been built into the plan to accommodate future market conditions.

DEMOLITION

The demolition plan includes underground facilities, surface improvements and buildings. The plan has been designed to occur in phases and allow for continued “interim” use of some of the existing fair facilities. It is possible that all demolition could occur in one phase, but from a cash flow standpoint it is desirable to only demolish what is required for that particular phase of development. One draw back to doing the demo in phases is that it does not allow for the most efficient mass grading operation. Cut material generated in Phase 2 will need to be stockpiled for use in Phase 3 as described below.

The Administration and County buildings are currently planned to be demolished in Phase 1. The other Fair buildings, the racetrack and grandstands will remain in-place until Phase 2. The equestrian buildings and horse barns will remain in-place until Phase 3. However, given the flexibility built into this plan it is possible to implement a different demolition program if desired.

GRADING & EARTHWORK

Specific objectives and goals that controlled the design of the grading plan include:

- Remove site from the flood plain
- Minimize total earthwork movement to minimize cost
- Minimize earthwork movement to minimize environmental impacts (erosion, wetlands, habitat, etc.)
- Balance site to avoid costs associated with import or export
- Allow for grading to occur in phases consistent with the Solano 360 vision
- Design level site around the proposed lake feature to allow for potential interactive uses (i.e. boating)
- Mitigate unsuitable soils so that future buildings can be constructed on conventional slabs

All of the above objectives were able to be accommodated. However, by doing the mass grading in phases it does not allow for the most overall efficient and economical solution, but it does provide a cash flow advantage.

A significant component of the grading operation will revolve around the remedial grading. The remedial grading is due to the discovery of undocumented fill constructed on top of soft compressible material when portions of Lake Chabot were filled in (Lake Chabot previously extended east to the racetrack). It would be possible not to mitigate the soil by requiring future buildings to be constructed on deep foundations. However, it is generally less expensive to mitigate soil than build deep foundations. It has therefore been assumed in the concept plan that the soil will be mitigated as part of the master infrastructure improvements.

The general site grading has been designed to occur in three phases. Phase 1 will balance within itself meaning that it will not require any import or export of material. Phase 2 has the ability to balance within itself, but because Phase 3 is short of material, material will need to be exported from Phase 2 to Phase 3. Because the demo is being done in phases, it will require approximately 130,000 cubic yards of dirt from Phase 2 to be stockpiled for future use in Phase 3. This also allows the soil remediation work to be done in phases which is desirable from a cash flow standpoint. It does not appear at this point that any import or export of material will be required.

Minimal grading is planned to occur with the existing drainage channel to avoid/minimize potential wetland and habitat impacts. The area will remain in its natural setting as open space for the project.

DRAINAGE

The main drainage infrastructure improvements for the project revolve around removing the site from the flood plain. The site is in the flood plain due to high offsite flows from the east and south. The flows enter the site from Central and South Rindler Creek as well as Blue Rock Springs. The existing drainage channel on the site that connects to Lake Chabot is not sufficient to contain the offsite flows. The channel overtops and water floods the south end of the site and low areas along Fairgrounds Drive. Newell Mobile Home Park to the south of the project also has flooding problems due in part to the existing channel conditions. It is therefore desired to also improve the flood conditions for the mobile home park.

In order to remove the site from the flood plain a new water feature will be constructed between Central Rindler Creek and Lake Chabot providing a much more direct route for the offsite flows from the east. The water feature will serve as a dual purpose recreation amenity for the project. The existing channel between South Rindler Creek and Lake Chabot will also be widened to alleviate flooding caused by flows from the south. The channel improvements will also improve the flooding conditions for the mobile home park although additional improvements within the park will be required that will not be a part of this project. A separate Vallejo Sanitation and Flood Control District – Capital Improvement Project has been established for that work.

As noted above, the main water feature (lake) within the project will be a dual use recreation amenity and flood control system. One primary objective of the lake is to provide water quality benefits for the project and improve the water quality of the water entering Lake Chabot from Central Rindler Creek. The goal is to construct a lake with high enough water quality for it function as an interactive lake that could potentially be used for boating while at the same time improve the water quality in Lake Chabot. Some of the potential water quality measures that may be implemented in the lake include:

- Provide sufficient depth and volume of water to control temperature
- Construct a flow and depth control device where water leaves the lake and connects to Lake Chabot
- Line the lake to avoid impacts associated with groundwater
- Construct sediment control systems where Rindler Creek connects to the lake
- Construct trash/debris collection systems where Rindler Creek connects to the lake
- Install aeration system in lake
- Connect project irrigation systems to the lake to circulate water
- Provide a make-up water system to maintain water volume due to evaporation losses

Additional water quality improvements will be constructed with the widening of the existing channel at the south end of the project. Trash/debris and sediment control systems will be considered as part of the improvements.

Onsite drainage systems within the streets will be designed in accordance with City and District standards. Underground pipes will be designed to accommodate 15-year storm events. Surface flow in the streets will be designed to accommodate 100-year storm events by directing water to the lake.

It is intended that the onsite drainage system will connect to the onsite lake. However the lake is not planned to be constructed until Phase 2 to minimize Phase 1 construction costs and because Phase 1 is generally not located within the flood plain (some fill is required within Phase 1 to remove a small area that is within the flood plain). The Phase 1 drainage system will therefore connect to an existing 84" pipe located just south of the Marriott hotel. Phase 2 and 3 of the project are planned to connect to the onsite lake which then will connect to Lake Chabot.

POTABLE WATER

Water supply conditions for the City of Vallejo are documented in the 2005 Urban Water Management Plan (UWMP). Based on information in the UWMP, the City has capacity to meet the buildout demand of the City based on the land use identified in the general plan. However, in order to do so during a drought condition a mandatory city-wide conservation program would need to be implemented. Redevelopment of the Fairgrounds property is not contemplated in the general plan or the 2005 UWMP. A water supply assessment (WSA) will be required to verify that the city has sufficient supply capacity for the project. The WSA will be prepared during the entitlement stage of the project as part of the Environmental Impact Report.

The City would not provide an opinion on water supply for the project. However, based on the UWMP excess water, over 10,000 acre-feet, is available during normal years. During drought year's excess water, over 3000 acre-feet, is available as long as mandatory conservation measures are implemented city wide. A common planning water demand factor for commercial type projects is in the 2,000 gallons per day per acre range. Based on 150 acres the project would need about 300,000 gallons per day (340 acre-feet per year). Therefore based on numbers in the UWMP it would seem sufficient water supply should be available. This assumption will need to be verified by the City.

A 12" public water pipe currently exists within Fairgrounds Drive. Public water connections also exist at the north end of the project off of Sage Street and at the south end of the project off of Coach Lane. The City has indicated that the project will trigger the need for a new 24" pipeline in Fairgrounds Drive from Coach Lane to Sage Street. It appears the full cost burden will fall on the Fairgrounds project. It is unknown at this time which phase of development will trigger the need for the pipe. It is currently

assumed that the existing 12" pipe in Fairgrounds Drive will be sufficient for Phase 1 of the project and that Phase 2 will trigger the pipe. The city has indicated that the project will not trigger the need for additional storage capacity.

In most cases the master infrastructure system provides two points of connection to each large parcel. However in some cases water pipes will need to be extended through large parcels to create looped systems.

NON-POTABLE WATER

The Fairgrounds site is currently utilizing water from Lake Chabot for irrigation of the golf course and for use on the racetrack. According to an estimate provided by the Fairgrounds Association, they have been using approximately 30 million gallons of water per year for the last five to six years. It is anticipated that this water will be available for the redevelopment project. However, it will in part depend on water rights and the ability of Lake Chabot to maintain necessary water levels. Details will need to be further studied with future planning work. However, assuming that the project can continue to utilize the water, a non-potable water pipe system has been included in the infrastructure plan.

The VSFCD has also contemplated the implementation of a wastewater treatment and recycled water system. A feasibility study was completed in 2003 which indicated that the project was not economically feasible. However, it is possible that the system may be feasible in the future and could provide an additional water source for the project. By installing a purple pipe system with the project now it will allow for future use of any recycled water.

WASTEWATER

Wastewater treatment for the Fairgrounds property is provided by the VSFCD. The city-wide treatment plant is permitted to treat up to 15 million gallons per day. Due to recent system improvements that have reduced inflow and infiltration, the plant is currently treating 9 million gallons per day. Based on discussions with the District Engineer there is sufficient capacity to treat wastewater generated by future development on the Fairgrounds property. A common planning wastewater demand factor for commercial type projects is in the 1,200 gallons per day per acreage range. Based on 150 acres the project would need about 180,000 gallons per day.

Based on discussions with the District Engineer it is not likely that any offsite improvements will be required to convey wastewater to the treatment plant. The VSFCD system model will need to be updated to verify pipeline capacity is sufficient during the design stage of the Fairgrounds project.

The existing public pipelines that cross through the property will be relocated and constructed in roadways or easements in order to allow the newly created large parcels to be fully developed. Relocation of the pipes will occur in phases as needed.

DRY UTILITIES

PG&E and AT&T will provide electric, gas, telephone and cable to the project in a joint utility trench. Service extensions into the site will be provided off of the existing system in Fairgrounds Drive.

An existing 12" steel gas transmission pipe runs through the site. A gas regulation station is located near the Administration Building, which reduces the transmission pressure down to distribution pressure. The pipeline and regulation station will need to be relocated in a new easement to allow the newly created large parcels to be fully developed. The relocation is expected to take place in two phases to minimize cash flow.

EASEMENTS

The previously prepared ALTA survey for the property (by Mountain Pacific Surveys) shows the location of the existing easements that were identified in the title report at that time (August 2004). The easements are in favor of PG&E, VSFCD, City of Vallejo and Caltrans.

The majority of the existing easements will need to be quitclaimed with the redevelopment of the proposed project. New easements will need to be conveyed back to the agencies based on the design of the relocated facilities (i.e. gas, sewer and storm pipes).

BIOLOGICAL & ENVIRONMENTAL

A wetland delineation was prepared by EDAW and verified by the Army Corps of Engineers. Based on the delineation a very limited amount of seasonal and perennial wetlands exist within the site.

EDAW also conducted a habitat survey on the property which identified the limited potential for Red Legged Frog habitat in the area, but not necessarily within the project limits.

Further wetland and habitat studies will be conducted during the entitlement stage of the project as part of the preparation of the Environmental Impact Report (EIR). Based on those studies, if it is determined that impacts will occur, the EIR will identify mitigation measures.

The current vision plan is intended to avoid/minimize any potential impacts.



Memorandum of Understanding

**MEMORANDUM OF UNDERSTANDING
BETWEEN THE CITY OF VALLEJO and COUNTY OF SOLANO**

This Memorandum of Understanding ("MOU") between the County of Solano, a political subdivision of the State of California (the "County") and the City of Vallejo, a municipal corporation (the "City") is entered into on this 10th day of MARCH, 2009.

Recitals

1. On July 11, 2003, the County, City, and the Solano County Fair Association ("SCFA") entered into a Memorandum of Understanding (the "2003 MOU") acknowledging that the three entities share a common vision for the revitalization of the Solano County Fairgrounds ("Fairgrounds") and recognizing the need to reach agreement regarding the planning and permitting process for the redevelopment of the Fairgrounds project ("Project").
2. The 2003 MOU required the City to quitclaim certain of its reversionary interests (the "Reversionary Interest") in the deed restrictions identified in the deed to the County of Solano dated January 16, 1947, recorded in Book 387, Page 108 of the Official Records of the County of Solano ("Original Deed") unless the County either failed to execute a "Memorandum of Understanding" with a master developer by July 8, 2008 or the commercial development envisioned in the 2003 MOU had not been completed and placed into operation by July 8, 2010.
3. The County had entered into an "Exclusive Negotiating Agreement" with a selected master developer but was unable to execute a "Memorandum of Understanding" by July 8, 2008 that was both financially feasible and capable of meeting the stated goals of the County and interested stakeholders.
4. The County is still committed to the Project and has since engaged a consultant to assist with the visioning process for the Fairgrounds Property and to work closely with the County, City and SCFA to cultivate the highest and best use of the Fairgrounds Property.
5. In recognition of the County and City's continued commitment for the revitalization of the Fairgrounds, the parties desire to terminate the 2003 MOU and execute a new MOU which clarifies additional responsibilities specific to the County and City on this Project.

Agreement

The City and County agree as follows:

1. Term. The term of this MOU shall be five (5) years from the date of its execution or upon execution of a mutually acceptable development agreement between the County and a developer (the "Development Agreement"), whichever occurs first. The 2003 MOU is terminated.

2. Reversionary Interest.

A. Within ten (10) days of the execution of this MOU, County shall execute and record a quit claim deed or other appropriate instrument transferring back to the City the Reversionary Interest (i.e., all interests described in the Quitclaim Deed (Document No) dated July 9, 2003 and further described as follows:

“Any and all reversionary interest, rights of reentry and/or powers of termination identified in the deed to the County of Solano dated January 16, 1947, recorded in Book 387, Page 108 of the Official Records of the County of Solano subject to the Memorandum of Understanding entered into by and between the County of Solano, City of Vallejo, and the Solano County Fair Association on July 11, 2003.”)

B. When recorded, the recorded copy of the above-described quitclaim deed or other appropriate instrument shall be delivered to Fred Soley, City Attorney, City of Vallejo, 555 Santa Clara St., Vallejo, CA, 94591.

C. County and City will participate in the negotiation of the Development Agreement with a private developer regarding Project. If agreement is reached, upon execution of the Development Agreement, the City shall quitclaim all Reversionary Interests related to the Project to County.

D. County shall defend, indemnify and hold City harmless in any claim, complaint or cause of action brought by any person or entity regarding the transferability or enforceability of the Reversion Interests.

3. Development of Project Vision. The parties agree that the success of the Project is predicated on the development of an unconstrained community vision (“Project Vision”) and that the City and the County are equal partners in the development of the Project Vision, which will form the basis for all major Project decisions. The Project Vision may include, but is not limited to, office, retail, entertainment, mixed-use, residential and other related uses that support operationally and financially the renovation of the Fairgrounds. In developing the Project Vision, the parties agree to address traffic and related parking improvements, cost of public improvements, and any public agency agreements that may be appropriate to support development.

4. Oversight Committees. The parties agree to establish regular meetings of the respective Fairground Ad Hoc Committees through the development of the Project Vision and as needed through the entitlement phase of the Project. This oversight committee, which shall be referred to as the Solano 360 Committee, will be comprised of two members from the Board of Supervisors and the Mayor and two members from the City Council and will provide policy direction throughout the Project and will report back to their respective governing bodies. All such meetings of the Solano 360 Committee will be held in accordance with the Brown Act.

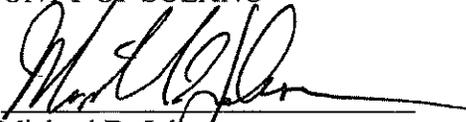
5. Entitlement Process. The parties agree to work cooperatively to prepare an entitlement processing plan that outlines the relationship and allocates responsibility with respect to processing all required permits, approvals and entitlements for the Project based on the following:

- a. The County will serve as the lead agency for the required environmental review for the Project pursuant the California Environmental Quality Act ("CEQA"). The City of Vallejo and the Vallejo Redevelopment Agency will be responsible agencies under CEQA.
- b. Upon completion of the visioning process, the County and the City may arrive at a mutually acceptable project description. If so, the County will reduce the description to writing, and assist each ad hoc committee in providing a presentation to each ad hoc committee's respective governing body. The writing will contain a clear articulation of the nature of the project, including use descriptions and zoning designations for the entire project and
 1. a clear designation of the areas developed solely for purposes of furthering the powers and duties of the County in conducting a County fair and other public purposes ("public purposes" areas) and
 2. a clear designation of the areas primarily developed for raising revenue for the County and/or City, or for a private party (i.e., "private purposes" areas). For example, any Residential Housing and/or Commercial Development that may be included in the Project will be considered areas developed for "private purposes".
 3. Concurrence of the City is necessary in the designation of the Areas as "private purposes" areas or "public purposes" areas. Once Agreement regarding designations has been reached, the City and County will agree to set forth an entitlement path for each area in accordance with this Paragraph #5.
- c. All areas developed for "private purposes" will follow the expedited city planning/zoning process.
- d. All areas developed solely for "public purposes" will be exempt from the City's Planning/Building process except that within 90 days of completion of County's CEQA process including the adoption of any CEQA determination or document pursuant to subdivision (a) the County will present the project to the City of Vallejo's Planning Commission and/or City Council to seek a finding of consistency with the City of Vallejo's General Plan pursuant to Gov. Code section 65402.

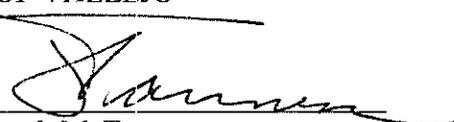
6. Financial Contribution and Future Revenue Participation. In anticipation of the cost associated with the Project, the parties agree as follows:

- a. Following the execution of a Development Agreement and the filing of an application for City entitlement processing, the County and the City will explore a cap on planning, permit processing and other City fees in exchange for an expedited process as pertains to the processing and permitting of the non-fair elements of the Project. County will pay City actual costs in an amount not to exceed \$10,000 per month for planning, permit processing, legal, and other City review resources necessary for Project approval.
- b. Prior to the execution of the Development Agreement, the parties agree to explore the concept of reimbursement of any previously non-reimbursed direct costs and expenses incurred with respect to the planning, entitlement and development of the Project once the Project begins to generate revenue and prior to any distribution of proceeds. This concept will include reimbursing each party any non-reimbursed direct Project costs ("Direct Costs") plus a return on those Direct Costs in the amount of twelve percent (12%) per annum. Indirect costs for staff time shall be considered for reimbursement without interest to the extent those costs were not reimbursed from other sources.
- c. Any revenue generated from the private purposes of the Project will be equitably distributed to the parties.

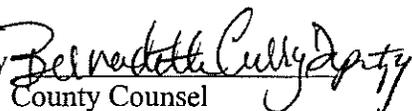
COUNTY OF SOLANO

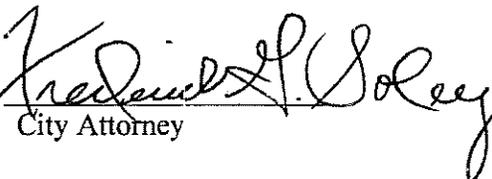
By 
Michael D. Johnson
County Administrator

CITY OF VALLEJO

By 
Joseph M. Tanner
City Manager

APPROVED AS TO FORM

By 
County Counsel

By 
City Attorney

ATTEST:

By: 
City Clerk

Recording Requested By
And When Recorded Mail To:

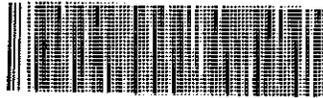
Marc C. Tonnesen
Assessor/Recorder

P COUNTY COUNSEL

City of Vallejo
P.O. Box 3068
555 Santa Clara Street
Vallejo, CA 94590
Attn: City Clerk

Doc#: **200900021838**

Titles: 1 Pages: 10



Fees	0.00
Taxes	0.00
Other	0.00
PAID	\$0.00

(Space Above This Line for Recorder's Use Only)
[Exempt from recording fee per Gov. Code § 27383]

GRANT DEED REINSTATING CONDITIONS, COVENANTS AND RESTRICTIONS AND REVERSIONARY INTEREST

This Grant Deed is made this 18th day of March, 2009, by and between the COUNTY OF SOLANO, a political subdivision of the State of California, hereinafter referred to as the "GRANTOR", and the CITY OF VALLEJO, a municipal corporation of the State of California, hereinafter referred to as the "GRANTEE"; and

WHEREAS, GRANTOR is the fee owner of that certain real property known as the Solano County Fairgrounds ("Fairgrounds"), generally located at Interstate 80 and State Highway 37; and

WHEREAS, that certain approximately 147-acre portion of the Fairgrounds property described in the attached Exhibit No. 1, together with the improvements on it ("Former City Property") was conveyed by GRANTEE to GRANTOR pursuant to a deed dated January 16, 1947, recorded in Book 387, Page 108 of the Official Records of the County of Solano ("1947 Deed"), which 1947 Deed contained restrictions prohibiting the Former City Property from being used for other than recreational and fairgrounds purposes, and included a reversionary interest (which is deemed to constitute a power of termination within the meaning of Civil Code section 885.010) ("Reversionary Interest") in favor of GRANTEE; and

WHEREAS, on July 11, 2003, GRANTOR, GRANTEE, and the Solano County Fair Association ("SCFA") entered into a Memorandum of Understanding ("2003 MOU") acknowledging that the three entities shared a common vision for the revitalization of the Fairgrounds and recognizing the need to reach agreement regarding the planning and permitting process for the redevelopment of the Fairgrounds; and

WHEREAS, the 2003 MOU required GRANTEE to quitclaim the Reversionary Interest to GRANTOR, and for GRANTOR to reconvey such Reversionary Interest back to City if GRANTOR either failed to execute a "Memorandum of Understanding" with a master developer by July 8, 2008, or the commercial development envisioned in the 2003 MOU had not been completed and placed into operation by July 8, 2010; and

WHEREAS, GRANTOR entered into an "Exclusive Negotiating Agreement" with a selected master developer but was unable to execute a "Memorandum of Understanding" by July 8, 2008 that was both financially feasible and capable of meeting the stated goals of GRANTOR and interested stakeholders; and

WHEREAS, in recognition of their continued commitment to the revitalization of the Fairgrounds, GRANTOR and GRANTEE have terminated the 2003 MOU and executed a new Memorandum of Understanding of even date herewith ("New MOU"), which New MOU provides, among other things, for the reinstatement and conveyance back to GRANTEE of the Reversionary Interest, commits GRANTOR and GRANTEE to work collaboratively to develop an unconstrained community vision for potential development of private uses on a portion of the Fairgrounds property, and clarifies additional responsibilities specific to the GRANTOR and GRANTEE on the proposed redevelopment of the Fairgrounds; and

WHEREAS, the New MOU further provides that GRANTOR and GRANTEE are equal partners in the redevelopment of the Former City Property in such a way as to support operationally and financially the renovation of the Fairgrounds and will work together to achieve that purpose.

NOW THEREFORE, GRANTOR, for good and valuable consideration, the receipt and sufficiency of which is acknowledged, reinstates the covenants, conditions and restrictions set forth in the 1947 Deed and grants to the GRANTEE and its successors and assigns, the Reversionary Interest set forth in the 1947 Deed, each of which is restated below:

1. The Former City Property shall be used only for a County Fair or exposition for Solano County and purposes incident thereto, which may include public parks, playground and/or recreational areas.
2. GRANTOR may grant rights of way for sewer, power and other utility purposes.
3. Said Former City Property shall not be sold, assigned or transferred by GRANTOR.
4. In the event of a breach of any condition, restrictions, or covenant herein contained, said Former City Property and the whole thereof shall immediately revert to GRANTEE herein, its successors and assigns, and no public use or interest therein shall be deemed to have been acquired so as to divert or render ineffective said reversion for breach of covenant, restriction or condition.

GRANTEE is deemed the beneficiary of the terms and provisions of this Grant Deed and of the covenants running with the land and the Reversionary Interest, for and in its own right and for the purposes of protecting the interests of the community and other parties,

public or private, in whose favor and for whose benefit such covenants running with the land and Reversionary Interest have been provided. Until such time as the parties agree to amend the covenants, conditions and restrictions contained in this Grant Deed, GRANTEE shall have the right, if the conditions, restrictions or covenants set forth in this Grant Deed are breached, to exercise all rights and remedies, and to maintain any actions or suits at law or in equity or other proper proceedings to enforce the Reversionary Interest, to which it or its successors or assigns may be entitled.

In the event of any express conflict between this Grant Deed and 1947 Deed, the provisions of the 1947 Deed shall control.

GRANTOR has executed this Grant Deed as of the date first above written.

"GRANTOR:"

COUNTY OF SOLANO

By:



Michael D. Johnson
County Administrator

[Signature Must Be Notarized]

APPROVED AS TO FORM:

By:



County Counsel

EXHIBIT NO. 1

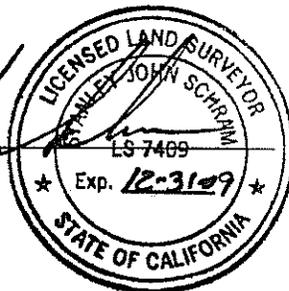
LEGAL DESCRIPTION OF FORMER CITY PROPERTY

All that certain real property in the City of Vallejo, County of Solano, State of California, described as follows:

All that property described in the deed filed for record on January 16, 1947 in the office of the County Recorder of the County of Solano in Book 387 of Official Records at Page 108 Series 749.

End of description

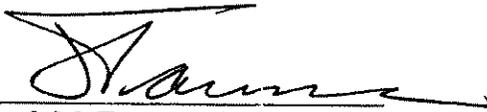

Stanley J. Schram
P.L.S. No. 7409
Expires 12/31/09



CERTIFICATE OF ACCEPTANCE

This is to certify that the interests in real property conveyed by Grant Deed dated March 20, 2009, from the County of Solano, as grantor, to the City of Vallejo, as grantee, are hereby accepted by the City Manager of the City of Vallejo pursuant to authority conferred by Resolution No. 09-041 of the City adopted on March 10, 2009, and the City of Vallejo, as grantee, consents to recordation of said Grant Deed.

Dated: 3/20, 2009

By: 
Joseph M. Tanner, City Manager
[Signature Must Be Notarized]

RESOLUTION 09-041 N.C.

WHEREAS, on July 8, 2003, the Vallejo City Council approved the execution of the Memorandum of Understanding (MOU) between the City of Vallejo, County of Solano, and the Solano County Fair Association and a quitclaim deed regarding the deed restrictions imposed by the deed conveying the Fairgrounds Property to Solano County dated January 16, 1947; and

WHEREAS, the County of Solano has entered into an agreement with Brooks Street to develop a vision for the Solano County Fairgrounds; and

WHEREAS, the Mayor's appointees to the City of Vallejo's Fairgrounds Ad Hoc Committee have been meeting with the Solano County's subcommittee to discuss the vision for the redevelopment of the fairgrounds; and

WHEREAS, City staff has been in discussions with County staff regarding the terms of the 2003 MOU which expires in 2010; and

WHEREAS, a new MOU has been negotiated between the City of Vallejo and County of Solano; and

WHEREAS, additional agreements may be required between the City of Vallejo and County of Solano as the development of the Fairgrounds progresses; and

WHEREAS, the Fairgrounds is located within the Flosden Redevelopment Area and an Owners Participation Agreement (OPA) may be required between the City of Vallejo Redevelopment Agency and the County of Solano;

NOW THEREFORE BE IT RESOLVED that the Vallejo City Council hereby authorizes the City Manager or his designee to execute the Memorandum of Understanding between the City of Vallejo and the County of Solano, attached to this resolution as Attachment B.

ADOPTED by the City Council of the City of Vallejo at a regular meeting held on March 10, 2009 by the following vote:

AYES: Mayor Davis, Vice Mayor Sunga, Councilmembers Bartee, Hannigan and Wilson
NOES: Councilmembers Gomes and Schivley
ABSENT: None
ABSTENTIONS: None



OSBY DAVIS, MAYOR



MARY ELLSWORTH, CITY CLERK

THE WITHIN INSTRUMENT IS A
CORRECT COPY OF THE
ORIGINAL ON FILE IN THIS OFFICE.

DATE 3-20-09 ATTEST:
ATTEST: 
MARY ELLSWORTH
CITY CLERK & EX-OFFICIO CLERK OF THE
COUNCIL OF THE CITY OF VALLEJO

ACKNOWLEDGMENT

State of California
County of Solano

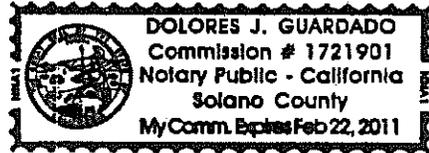
On March 18th, 2009 before me, Dolores J. Guardado, Notary Public
(insert name and title of the officer)

personally appeared Michael D. Johnson
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) are
subscribed to the within instrument and acknowledged to me that (he/she/they) executed the same in
(his/her/their) authorized capacity(ies), and that by (his/her/their) signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing
paragraph is true and correct.

WITNESS my hand and official seal.

Signature Dolores J. Guardado (Seal)



CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Solano

On March 20, 2009 before me, Livian Ellis, Notary Public

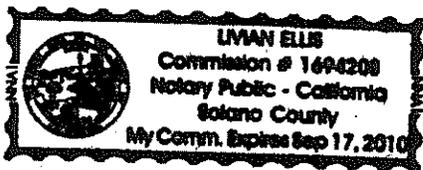
Date

Here Insert Name and Title of the Officer

personally appeared Joseph Tanner

Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that ~~he/she/they~~ executed the same in his/her/their authorized capacity(ies), and that by his/~~her~~/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Place Notary Seal Above

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature

Livian Ellis

Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Certificate of Acceptance: Resolution # 09-041 N.C.

Document Date: March 20, 2009

Number of Pages: 1

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- Individual
- Corporate Officer -- Title(s): _____
- Partner -- Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

RIGHT THUMBPRINT OF SIGNER
Top of thumb here

Signer Is Representing: _____

Signer's Name: _____

- Individual
- Corporate Officer -- Title(s): _____
- Partner -- Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

RIGHT THUMBPRINT OF SIGNER
Top of thumb here

Signer Is Representing: _____

Government Code 27361.7

I certify under penalty of perjury that the notary seal on the document to which this statement is attached reads as follows:

Name of Notary Livian Ellis

Commission Number 1694208

Commissioned in Solano County

Date Commission Expires September 17, 2010

Vendor ID Number NNA1

Date March 20, 2009

X Livian Ellis

By Livian Ellis

City of Vallejo
Firm Name (if any)