

Exhibit A-2



City of Manteca
Community Development Department
Planned Development Conditions
Promenade Shops at Orchard Valley

March 13, 2007
amended February 9, 2016, and July 17, 2025

Project File No: Planned Development No. PCD-05-09, *amended through PDA-12-73-02 and PDM-25-0080*
 Project Name: Promenade Shops at Orchard Valley
 Project Address: 1490 South Union Road

The following is a list of deviations from the City of Manteca Title 17 Zoning Ordinance. "The Promenade Shops at Orchard Valley Design Development Standards" (DDS) is incorporated by reference into this list of conditions. The Site Plan conditions of approval for the Promenade Shops at Orchard Valley project (SPC-05-21) are listed separately as the "Promenade Shops at Orchard Valley Development Review Conditions." Project approval is also based on Environmental Impact Report Mitigation Measures, a Development Agreement, and development under the approved architectural site plan packet (~~Jan. 19, 2007~~) (December 2015) including building sizes, configurations, locations, and use.

1. ***Minor Plan Modification approval shall be obtained prior to construction of undeveloped pad sites and major modifications to existing structures to ensure conformance with adopted Planned Development and Development Design Standards, dated December 2015 and modified July 17, 2025.***
2. The maximum height of the buildings, illustrated upon the Promenade Shops at Orchard Valley site plan dated 01/19/2007, shall be as listed in the following table or less:

| Maximum Building Height, C-G Zoning | |
|--|---|
| Current Regulation | Proposed Regulation |
| 3 stories 35 feet | Anchor Retail 3 stories 60 feet Anchor Restaurant 2 stories 50 feet Anchor Tenant 3 stories 60 feet Retail Shops 2 stories 40 feet Restaurants 2 stories 50 feet Cinema 2 stories 75 feet Major Retail 3 stories 50 feet Office / Retail 5 stories 90 feet Hotel 7 stories 100 feet |

3. Development of the shopping center shall remain in substantial compliance with the Architectural Site Plan dated **December 4, 2015 and modified July 17, 2025**, and the "The Promenade Shops at Orchard Valley Design Development Standards" dated **December 2015 and modified July 17, 2025**.
4. **Land uses shall conform to the underlying (Commercial Mixed Use) CMU zoning district, as set forth in the Manteca Municipal Code, Table 17.22.020-1, "Allowed Uses and Required Entitlements for Manteca's Base Zoning Districts."**
5. No variations to the proposed buildings, including approved elevations, height, floor area, colors, and materials shall be allowed if found by the Community Development Director to be inconsistent with the approving findings for the Planned Development.
6. The maximum lot coverage for this planned development shall be calculated against the acreage of the entire planned development project site (72-acres) rather than the individual parcel a structure occupies.
7. The floor area ratio (FAR) for this planned development shall be calculated against the acreage of the entire project site (72-acres) rather than the individual parcel a structure occupies.
8. The minimum lot sizes shall be, as proposed on Promenade Shops at Orchard Valley Vesting tentative subdivision map dated February 9, 2007.
9. A minimum of 17.6% of the overall project site and 26% of the parking area shall be landscaped in accordance with the findings approving the planned development **or as otherwise outlined in the Design Development Standards dated December 2015 and modified July 17, 2025**.
10. Outdoor storage shall be limited to the Temporary Outdoor Merchant Display, Merchant/Community Overlap, Bass Pro Special Events, and Bass Pro Display, as identified on page 3.04 "Site Plan – Special Use Areas" in the DDS and under the following conditions:
 - a. The outdoor exhibition and/or display of retail goods, agricultural produce and arts and crafts goods, covered and uncovered, shall be allowed and may include recreational vehicles and equipment in the areas identified as Bass Pro Special Events, and Bass Pro Display only.
 - i. Large retail goods, such as recreational vehicles, may not have multiple inventory of the same item on display unless they conform to the provisions for Outdoor Storage as defined in Manteca Municipal Code ~~§17.09.090~~.
 - ii. Events or displays within the Bass Pro display area that occupies the parking area shall be limited to major promotional, charitable, public, non-profit, or similar events. Events shall be subject to the approval of the City Manager and/or Community Development Director.
 - iii. Height shall be limited to the physical dimensions of the item being displayed.
 - b. Pushcarts and/or kiosks are independently contained, self sufficient sales units. Up to 25 shall be permitted in the pedestrian areas along the main interior corridor only, and shall be placed such that traffic flow is maintained and access for persons with disabilities, fire and security access, and emergency egress are not be impeded.
 - c. The outdoor exhibition and/or display of retail goods in designated areas other than identified in section a and b above shall be limited to merchandise sold within the adjacent business, and limited to major promotional, charitable, public, non-profit, or similar events. Events shall be subject to the approval by the City Manager and/or Community Development Director.
11. Exterior Lighting General Requirements:
 - a. Exterior Lighting shall be in substantial compliance with Section 7 – Lighting Design in the DDS.
 - b. Except as noted below, lighting at any location within the Lifestyle Center PD shall be a minimum maintained value of one foot candle (FC) measured at the ground plane and shall not exceed an average value of three foot candles.

- i. Public parking areas designed to accommodate ten or more vehicles in other than vehicle sales areas shall provide a minimum lighting level of one FC average maintained illumination and no more than three FC of average maintained illumination on the parking surface during the hours of use between one-half hour before dusk and one-half hour after dawn. Additionally, the uniformity ratio (also referred to as "contrast ratio", or a comparison of maximum to minimum lighting levels in any given area) of parking field lighting shall be no more than 10:1 (exceeding the Illuminating Engineering Society of North America standards for uniformity by 50%). The parking lighting is designed to also be 50% more stringent than the IESNA recommended levels for "enhanced security".
 - ii. Project Outer Ring Road lighting and Entry Drive lighting (with the exception of intersections) shall be developed to the same requirements of the public parking areas cited above. Intersection may have lighting levels no greater than 10 FC average maintained intensity.
 - iii. Traffic intersections inside of the Project's Outer Ring Road shall provide a minimum lighting level of 2 FC maintained and no more than 5 FC maintained measured at the ground plane.
 - iv. Any parking area illumination, including security lighting, shall limit glare (light that causes visual discomfort or disability) from site lighting poles to IESNA (Illuminating Engineering Society of North America) semi cut-off designation.
 - c. Luminaries aimed in an upward direction shall be concealed or so positioned as to screen the light source from adjacent property.
 - d. Floodlighting, uplighting, or spotlighting of architecture, graphics or natural features shall be so arranged as to avoid light trespass onto adjacent properties or rights of way.
 - e. Maximum parking lot pole height identified as S1 and S2 in the DDS shall be no taller than 35' - 0" above grade.
 - f. Maximum decorative light pole height identified as PS1 in the DDS shall be no taller than 17' - 0" above grade.
 - i. Ornamental and pedestrian scale walkway lighting shall be comprised of standard, pole, bollard and wall mounted luminaries.
12. Unless otherwise specified in this Sign Program, all applicable portions of the City of Manteca Municipal Code, shall be enforced.
- a. A sign permit and a building permit shall be required from the Community Development Department for each sign.
 - b. The appearance of all signs shall be subject to review and approval by the Community Development Department, Planning Division for consistency with the design elements and concepts provided in the Promenade Shops at Orchard Valley Development Design Standards (DDS); In particular Concepts for Environmental Graphics on page 6.01 & Concepts for Architecture page 4.01.
 - c. Generally signs shall be of a high quality providing an enhanced appearance and/or architectural appearance. Quality materials, method of attachment, and method of lighting shall be considered in the design of all signs. Use of cabinet signs with changeable copy/faces shall be prohibited.
 - d. Projecting signs or signs that extend no more than 5-feet from the surface of a building elevation shall be allowed, shall maintain a clearance of at least 10-feet below the sign, and shall not overhang/cross property lines.
 - e. The number and size of electronic display signs consistent with Manteca Municipal Code **and conditions outlined in Conditional Use Permit No. UPJ-12-73-02**. Any electronic displays

intended to be viewed from Highway 120 shall obtain approval from the California Department of Transportation.

f. Shopping Center Identification Signs (CC) (LED):

| Type | Location | Number | Height | Area | Appearance |
|------------------------------------|---|---------------------------------|--------|---|---|
| Freestanding Freeway-Oriented (CC) | Consistent with sign CC on page 6.03 of the DDS | 1 | 50' | 200 sq. ft. per face. Consistent with sign CC on page 6.05 of the DDS | Consistent with sign CC on page 6.04 of the DDS |
| Freestanding (CC) | Union Road (Promenade Way), Atherton Drive (Street "A"). 750-foot separation. | 4 each location, for total of 2 | 40' | 200 sq. ft. per face. | Consistent with sign CC on page 6.04 of the DDS |
| Freeway Oriented LED Pyon | Consistent with sign CC on page 6.03 of the DDS | 1 | 60 | Consistent with sign CC on page 6.03 of the DDS | Consistent with sign CC on page 6.03 of the DDS |

g. Entrance Monument Signs (A), (N), & (NN):

| Type | Location | Number | Height | Area | Appearance |
|----------|---|--------|----------|---|---|
| Monument | Corner of Union and Atherton | 1 | 16' | 75 sq. ft. | Consistent with sign A on page 6.06 & 6.08 of the DDS |
| Monument | Flanking vehicular Entrances as specified on page 6.03 of the DDS | 9 | 16' – 6" | 3 sq. ft. per face. Consistent with sign N & NN on pages 6.07 & 6.08 of the DDS | Consistent with sign N & NN on page 6.07 of the DDS |

h. Cinema Signs:

| Type | Location | Number | Height | Area | Appearance |
|-------------------------------|---|--------|----------------------------------|--|--|
| Wall Sign | Wall | 2 | Not to exceed height of building | 350 sq. ft. | Shall be consistent with DDS Concepts for Environmental Graphics 6.01 & Concepts for Architecture 4.01 |
| Marquee | Wall | 2 | Same | To be determined by the Community Development Director during review of the marquee at the design level. | Same, as above. May include electronic display of current films. Not intended to be viewed from Hwy 120 or Atherton Road. |
| Freestanding Freeway-Oriented | To be determined by the Community Development Director during review of the sign at the design level. | 1 | 50' | 200 sq. ft. per face. | Consistent with sign CC on page 6.04 of the DDS |

i. Anchor Tenant (West) Signs:

| Type | Location | Number | Height | Area | Appearance |
|-------------------------------|---|--------------------------|----------------------------------|-----------------------|--|
| Wall Sign | Wall | 1 per façade, total of 4 | Not to exceed height of building | 250 sq. ft. | Shall be consistent with DDS Concepts for Environmental Graphics 6.01 & Concepts for Architecture 4.01 |
| Freestanding Freeway-Oriented | To be determined by the Community Development Director during review of the sign at the design level. | 1 | 50' | 200 sq. ft. per face. | Consistent with sign CC on page 6.04 of the DDS |

j. Anchor Tenant (Bass Pro Shops) Signs:

| Type | Location | Number | Height | Area | Appearance |
|-------------------------------|---|--|----------------------------------|--------------------------|--|
| Wall Sign | As illustrated on page 4.04 of the DDS | As illustrated on page 4.04 of the DDS | Not to exceed height of building | 6,000 sq. ft. aggregate. | Shall be consistent with DDS Concepts for Environmental Graphics 6.01 & Concepts for Architecture 4.01 |
| Freestanding Freeway-Oriented | To be determined by the Community Development Director during review of the sign at the design level. | 4 | 50' | 200 sq. ft. per face. | Shall be substantially consistent with sign DD on page 6.04 of the DDS |
| Flag Pole | Roof Mounted | 1 | 37' from base of pole | No limit | As illustrated on page 4.04 of the DDS. No advertising. |

k. Tenant Signage:

| Type | Location | Number | Height | Area | Appearance |
|---|---|----------------------------|----------------------------------|--|--|
| Major Tenants and Tenants at/or greater than 20,000 square feet | | | | | |
| Wall Sign | As illustrated on page 4.02 & 4.03 of the DDS | 1 per façade, 3 per tenant | Not to exceed height of building | 250 sq. ft. aggregate. 110 sq. ft. max. per sign. | Shall be consistent with DDS Concepts for Environmental Graphics 6.01 & Concepts for Architecture 4.01 |
| Tenants at 10,000 to 20,000 square feet | | | | | |
| Wall Sign | same | same | Same | 225 sq. ft. aggregate. 100 sq. ft. max. per sign. | Same |
| Tenants less than 10,000 square feet | | | | | |
| Wall Sign | Same | Same | Same | 200 sq. ft. aggregate. 85 sq. ft. max. per sign. | same |

l. Additional Tenant Signage: Each tenant described in section (m) may have the following secondary signage:

| Type | Location | Number | Height | Area | Appearance |
|--------------------------------------|--------------------------------------|-----------------------------|----------------------------------|---------------|--|
| Wall or canopy/awning mounted | Located in the vicinity of the entry | 1 per entry | Not to exceed height of building | 30 SF maximum | Shall be consistent with DDS Concepts for Environmental Graphics 6.01 & Concepts for Architecture 4.01 |
| Canopy / awning signage | canopy/awning | 1 per canopy/awning | Same | 20 SF maximum | Same |
| Storefront signage - Surface applied | Contained within storefront window | 1 per storefront bay/module | N/A | 5 SF maximum | Same |
| Blade Signs | Under Awning | 1 per entry | Minimum under sign 8 - feet | 5 SF maximum | Same |

Temporary signage (90 days or less) occurring behind tenant storefront as part of a window display shall not be restricted to signage controls as defined herein. Graphics and signage providing environmental information such as store hours, conforming to code, and ADA requirements shall not contribute to the area restrictions described herein.

ATTACHMENT 3

m. **Directional Signs C, D, & E:** Shall not count toward shopping center aggregate.

| Type | Location | Number | Height | Area | Appearance |
|------------------------------------|---|----------------------------------|---------------------|---|---|
| Pole for Pedestrians | As specified for sign C on page 6.03 of the DDS | 9 poles, with 4, 2 sided panels. | 11' | Approximately 3 sq. ft. per panel face. | Consistent with sign C on page 6.12 of the DDS. |
| Monument for Pedestrians | Consistent with sign D on page 6.03 of the DDS | 4 | 8' | 24 sq. ft. per face | Consistent with sign D on page 6.11 6.13 of the DDS |
| Traffic / Vehicular Movement Signs | As required for directing traffic (Yield, Stop, etc.) and in conformance with state regulated signage | As needed | As required by law. | As required by law. | Consistent with signs illustrated on page 6.12 6.14 of the DDS. |
| Monument for Autos | Consistent with sign E on page 6.03 of the DDS | 9 | 8' - 5" | 24 sq. ft. per face | Consistent with sign E on page 6.09 6.14 of the DDS |

n. ~~**Architectural Feature Signs:** Signage incorporated into the design of architectural features such as water fountains, water features, towers, windmills, archways, campaniles, amphitheaters, paseos, and murals. Shall not count toward shopping center aggregate.~~

| Type | Location | Number | Height | Area | Appearance |
|--|---|--------|--------|--|---|
| Welcome Archway | As specified for sign M on page 6.03 of the DDS | 2 | 24' | As illustrated on page 6.09 of the DDS | As illustrated on page 6.09 of the DDS |
| Paseo Archway | As specified for sign H on page 6.03 of the DDS | 4 | 24' | As illustrated on page 6.10 of the DDS | As illustrated on page 6.10 of the DDS |
| Building Murals | As specified for sign U on page 6.03 of the DDS | 2 | N/A | N/A. | Per the approval of the Community Development Director. |
| History Plaques, Storyboards and Paving Concepts | As specified on page 6.16 of the DDS | N/A | N/A | N/A. | Consistent with concepts provided on page 6.16 of the DDS |

o. **Specialty Identification Signs:** Shall be limited to Promenade Way between Orchard Valley Drive and the Pond/Water Feature. Shall not count toward shopping center aggregate.

| Type | Location | Number | Height | Area | Appearance |
|---|--------------------------|--------------|---|--|--|
| Banners | Light Poles. | 75 | 17' | As illustrated on page 6.13 6.15 & 7.11 of the DDS | As illustrated on page 6.13 6.15 & 7.11 of the DDS |
| Banners | Building or Pole Mounted | 1 per block | No higher than supporting building or pole. | 35 SF maximum each face | Shall be consistent with DDS Concepts for Environmental Graphics 6.01 & Concepts for Architecture 4.01 |
| Zones of Activity | Building Mounted | 2 per zone * | 25' | 150 square feet | Same |
| Service Court Signs | Building Mounted | 1 per court | 10' | 10 square feet | Same |
| * A zone categorizes an area with two (2) or more tenants of the same nature or activity (i.e. two (2) or more restaurants, etc.) Maximum number of zones ten (10). Minimum 200' separation between all zone signs. | | | | | |

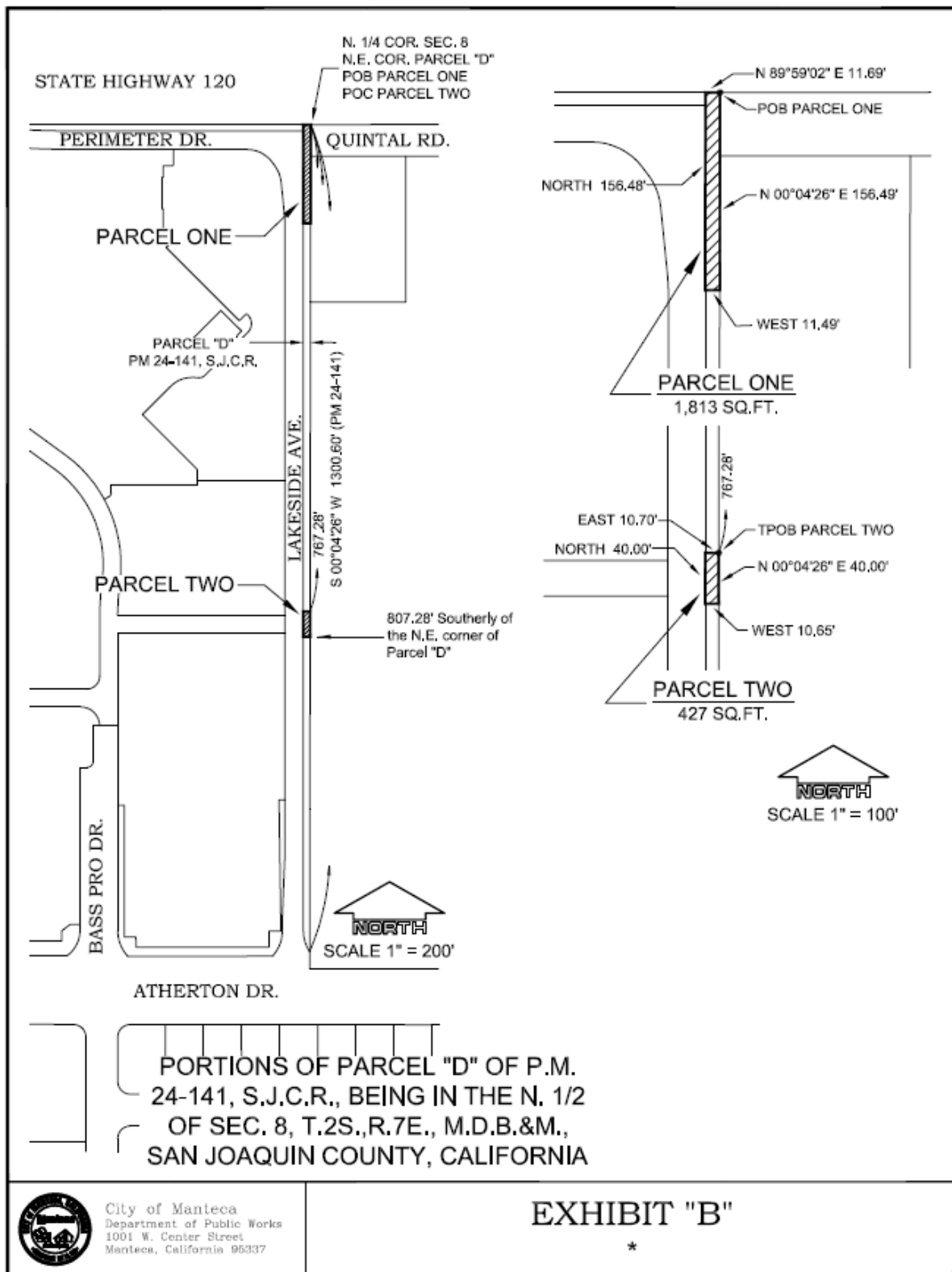
p. **Construction Signage:** Shall be limited to the period of construction (between issuance of building permit and certificate of occupancy). Signage shall be limited to content related to the project including but not limited to advertisement for tenants, owners, banks, developers, contractors, architects and design consultants, realtors and leasing information.

ATTACHMENT 3

| Type | Location | Number | Height | Area | Appearance |
|--|--|--------|--------|-------------|--|
| Freestanding, movable, and/or wall mounted. | To be determined by the Community Development Director | 1 | 51' | 750 sq. ft. | To be determined by the Community Development Director |
| Same | Same | 4 | 35' | 525 sq. ft. | Same |
| Same | Same | 5 | 25' | 375 sq. ft. | Same |
| Trailer | Same | N/A | N/A | N/A | Same |
| Freestanding Temporary Shopping Center Identification Signs. | Same. Hwy 120, Union Road, and Atherton Drive. | 3 | 20' | 200 sq. ft. | Same |

Engineering:

1. ***Developer shall make an irrevocable offer of dedication in fee for two parcels along the east boundary of this project as shown on the attached plat within 180 days of the approval of PDA 12-73-02 and before any new building permits are issued for this project, except building permits may be issued for a restaurant at 897 Lifestyle Street, a restaurant at 810 Lifestyle Street (Pad K), and a hotel at 1434 Bass Pro Drive.***
2. ***On Plate 3.03 Site Plan—Circulation of the Design Development Standards dated December 2015, include a Public Circulation route on the road connecting Bass Pro Drive and Lakeside Avenue, located between the south parking lot for Bass Pro Shops and the Future Hotel. This road is shown as Parcel “A” of Book 24, Parcel Maps, Page 141. See attached Exhibit “B.”***
3. ***Developer shall provide more information on sizing of solid waste enclosure and how deliveries are made to the Two-Story Major Anchor, which is proposed to be the largest building in this project.***
4. ***Show location of existing electric car charging station.***



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General Conditions:

1. The conditions originally approved on March 13, 2007, and as amended on February 9, 2016, are incorporated by reference as if fully set forth herein, remain in full force and effect to the fullest extent permitted by law.