BACKGROUND

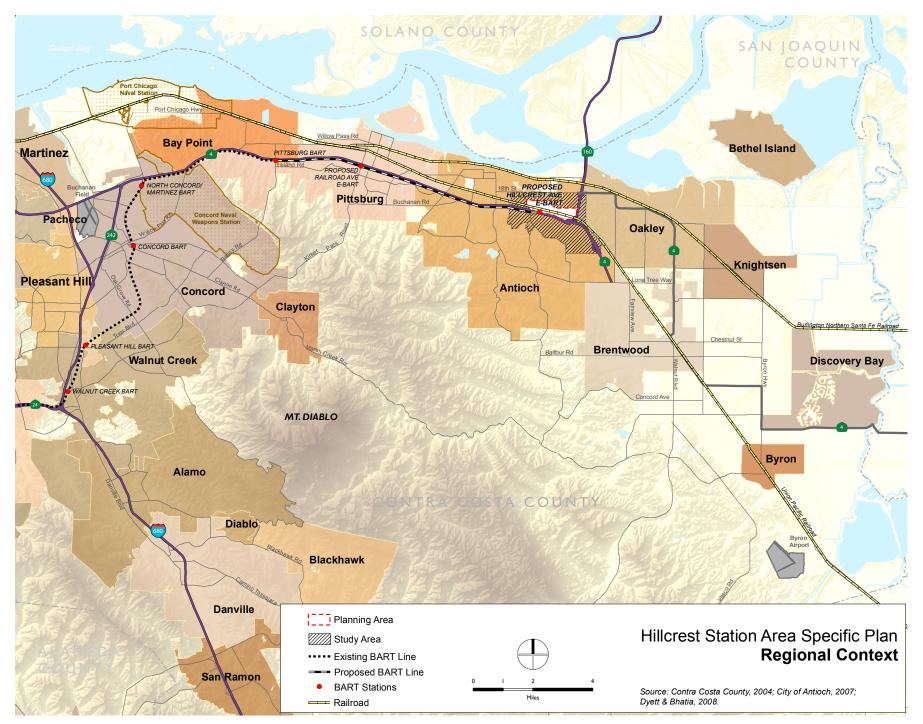
2.1 REGIONAL CONTEXT AND PROJECTED GROWTH

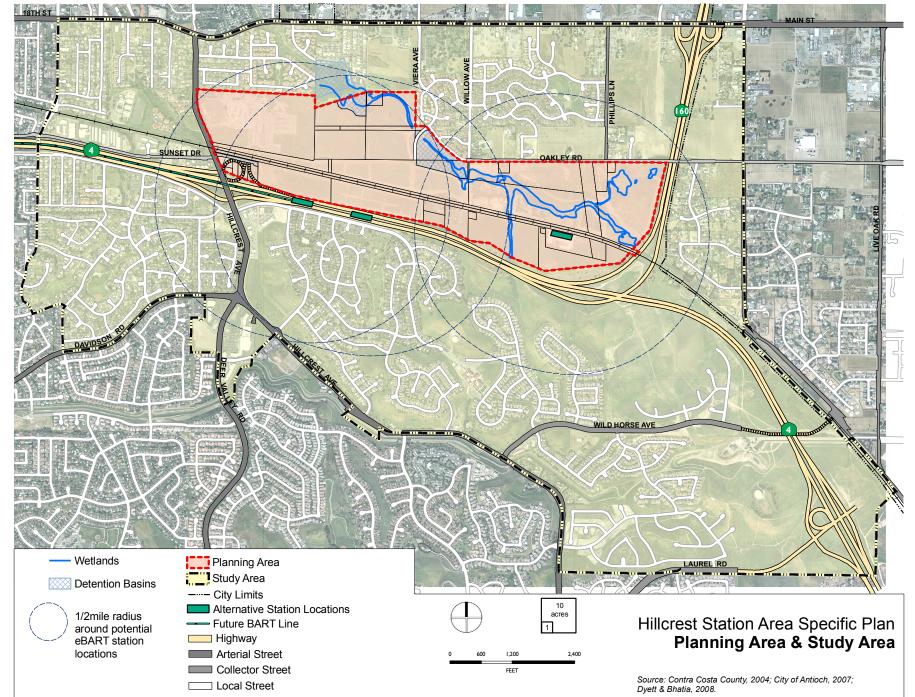
The Hillcrest Station Area is located in East Contra Costa County in northeastern Antioch, as shown on Figure 2-1, Regional Context. The Planning Area is at the junction of State Route 4 (SR 4) and State Route 160 (SR 160). Figure 2-2 shows the Planning Area for the Specific Plan, and the surrounding Study Area that provides the context for land use and circulation. The Planning Area is approximately 375 acres, all within the Antioch Urban Limit Line.

East Contra Costa County is one of the fastest growing areas of the San Francisco Bay Region. Between the years 2005 and 2030, more than 32,000 households and 47,000 jobs are expected to be added in the four communities of Antioch, Brentwood, Oakley, and Pittsburg alone. To the west of Antioch are the communities of Concord and Walnut Creek, which are major employment destinations. To the east are the communities of Oakley, Brentwood and Discovery Bay, which have experienced rapid growth in their residential sectors over the past ten years. With a population of 100,500, Antioch offers a variety of employment, shopping and recreational activities. Land remains plentiful and affordable, compared with other parts of the Bay Area. In 2007, the Association of Bay Area Governments (ABAG) estimated that Antioch will grow to a population of 128,400 (almost 30 percent increase) and will have 40,800 jobs (almost 100 percent increase) by 2035.

TABLE 2-1: CITY OF ANTIOCH ABAG PROJECTIONS							
YEAR	2005	2010	2015	2020	2025	2030	2035
POPULATION	101,500	106,000	110,400	115,000	119,600	124,000	128,400
Percent Growth	12%	4%	4%	4%	4%	4%	4%
HOUSEHOLDS	32,760	34,560	36,360	38,090	39,890	41,580	43,270
Percent Growth	12%	5%	5%	5%	5%	4%	4%
JOBS	20,510	22,680	25,930	29,350	33,000	36,750	40,800
Percent Growth	4%	11%	14%	13%	12%	11%	11%
JOBS/HOUSEHOLD RATIO	0.63	0.66	0.71	0.77	0.83	0.88	0.94

Source: ABAG Projections 2007.





2.2 TRANSPORTATION CONTEXT

As East Contra Costa County continues to add households and jobs, traffic delay and congestion on SR 4 and on the few alternative street and highway routes available to commuters are expected to increase. Many East County residents travel west to get to work each day, causing serious traffic congestion on SR 4, the only east-west highway in East County. Caltrans and regional transportation agencies are currently widening SR 4 and completing the SR 4 Bypass to help accommodate traffic.

County Transportation Projects

In November 1988, Contra Costa County voters approved a local one-half cent sales and use tax measure, Measure C, to address specific improvements to the transportation system. In 2004, the voters approved Measure J, which extended the local one-half cent sales tax for an additional 25 years. Three major projects related to the Hillcrest Station Planning Area are being funded by Measures C and J: the SR 4 Widening Project, the SR 4 Bypass Project that extends SR 4 southeast to Brentwood, and the eBART Expansion Project. East County's regional fee program is providing the majority of the funding for the SR 4 Bypass Project.

eBART Project: Pittsburg Bay Point to Hillcrest

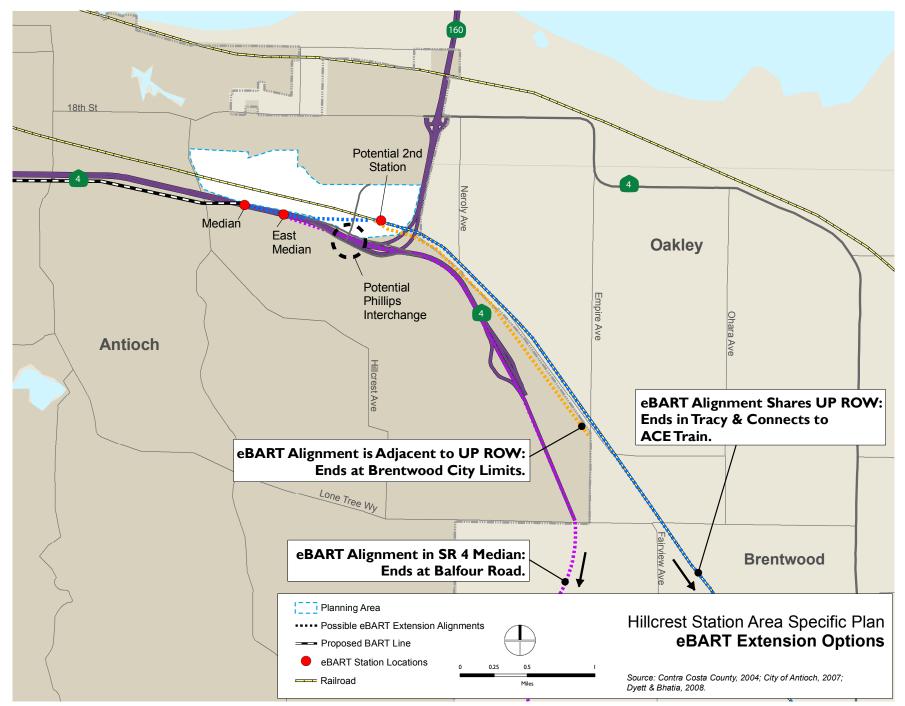
BART is planning to extend service from the Pittsburg/Bay Point Station into East Contra Costa County. The Proposed Project consists of Diesel Multiple Unit (DMU) technology running from the Pittsburg/Bay Point station and extending almost ten miles down the median of SR 4. This project, called eBART, would provide a cost-effective alternative to driving along the corridor. It includes the terminus station near Hillcrest Avenue, plus a transfer station just east of the existing Pittsburg/Bay Point station and a station at Railroad Avenue in Pittsburg. Future phases could extend beyond Antioch to Oakley, Brentwood, Byron/Discovery Bay and beyond.

The eBART project is expected to begin construction in 2010. The project will be coordinated with the widening of SR 4. Construction is expected to occur in phases until 2015. The first year of eBART operation is expected to be 2015. Construction of the Loveridge Road to Hillcrest section of the project is estimated to begin in 2013 and last 15 months. More information about the eBART project is available online at www. ebartproject.org.

Future eBART Extension

Regional transportation agencies, as well as the cities of Oakley and Brentwood, want to ensure that any eBART alignment and land use plan adopted for the Hillcrest Station Area does not preclude a future eBART extension. Figure 2-3 illustrates the potential extension routes. Ultimately it would be desirable to connect the eBART extension all the way to the ACE train, through the Livermore Valley, and thereby create a transit loop through eastern Contra Costa and Alameda Counties, connecting back to BART at the Dublin/Pleasanton Station.

In the future, eBART will consider further extensions in a southeasterly direction into East County. There are three potential alignments – I) continuing in the SR 4 Bypass median, 2) constructing an extension adjacent to the Union Pacific Railroad Right-of-Way (known as the Mococo Line, or 3) sharing the Mococo right-of-way. Extension within the SR 4 Bypass is only feasible to Balfour Road in Brentwood, unless the Bypass is extended. Extending eBART service adjacent to the Mococo Line is only feasible to the city limits of Brentwood near Laurel Road, due to housing development near the railroad right-of-way. The third option of sharing the railroad right-of-way would allow eBART service to extend to Tracy. This option would serve Oakley, Brentwood, Byron, and potentially Discovery Bay.



2.3 HILLCREST EBART STATION

City Preferred Location: East Median Station

If the eBART station is to be located in the SR 4 median, the City's preferred location for it is approximately 2,175 east of the Hillcrest Interchange. This is referred to as the "East Median Station." The eastern location has several major advantages. It decreases the walking distance from the station to developable areas, improves the visual context of the station area for development (by not focusing on the PG&E substation), and provides more flexibility for shared parking.

BART has completed only a preliminary evaluation of this station location. The plans prepared include both the East Median Station and a potential future second station near Phillips Lane. The maintenance yard would need to be located outside of the SR 4 median between the highway and railroad tracks near the existing Willow Avenue. The yard would be almost 12 acres, to accommodate all the operational and maintenance facilities. A tunnel under the westbound SR 4 lanes would connect the tracks from the East Median Station to the yard and the potential Phillips Station.

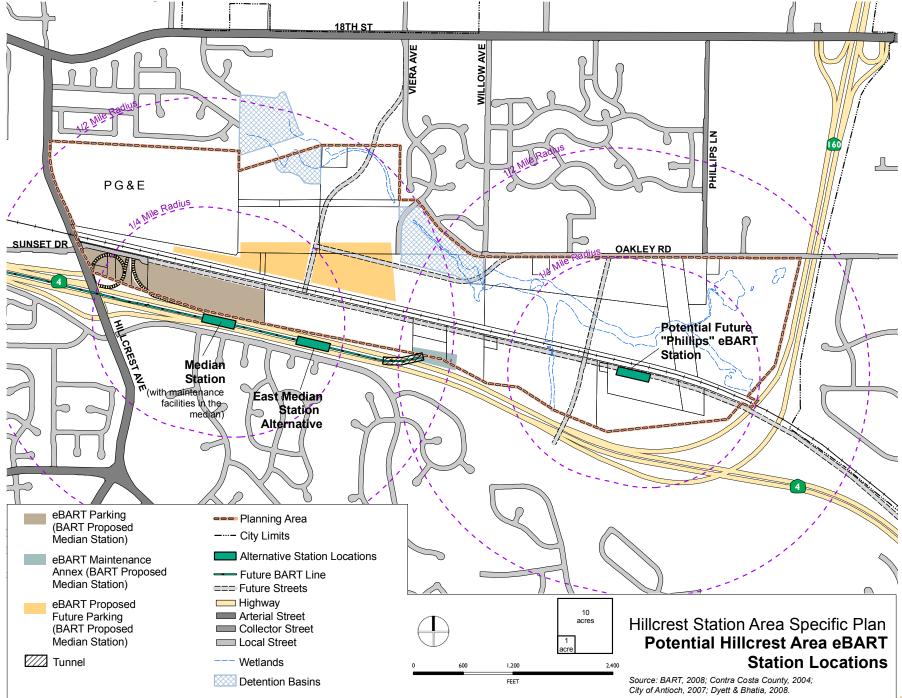
BART has determined that the Hillcrest Station needs 1,000 parking spaces available on opening day and a total of 2,600 spaces at buildout in 2030. Approximately 1,000 parking spaces would be constructed adjacent to the East Median Station. The additional 1,600 eBART parking spaces needed by 2030 would be built as part of future development near either of the two stations, maximizing shared parking opportunities. Access to the stations would be provided by extending Sunset Drive/Slatten Ranch Road, Viera Avenue, Phillips Lane, and Oakley Road. Figure 2-4 shows the location of the East Median and potential Phillips eBART stations.

BART Proposed Project: Median Station

The BART proposed project includes a station in the median of SR 4 approximately 1,275 feet east of Hillcrest Avenue and the SR 4 interchange. As part of this project, the majority of the maintenance operations would occur along the tailtracks that extend east beyond the station in the SR 4 median. A maintenance annex containing the remaining maintenance operations, approximately three acres, would be developed within the Planning Area north of SR 4. A tunnel under the westbound SR 4 lanes would connect the tailtracks to the annex.

The initial 1,000 parking spaces needed in 2015 would be built adjacent to the Median Station, between the freeway and the railroad line. A site for the future 1,600 spaces has not yet been determined; the current eBART plans show the future location north of the Union Pacific railroad. Access to the station would be provided by extending Sunset Drive/Slatten Ranch Road and Viera Avenue. The eBART station would be used primarily by people who drive and park at the station, and to a much lesser extent by residents or workers who walk or bike from surrounding areas. Figure 2-4 shows the location of the BART proposed Median Station.

Figure 2-4: Potential Hillcrest Area eBART Station Locations



2.4 REGIONAL PLANNING AND TRANSIT-ORIENTED DEVELOPMENT

Regional Planning Efforts

Metropolitan Transportation Commission

The introduction of a regional transit system creates a variety of opportunities for the City of Antioch. MTC adopted a TOD Policy in 2005 (Resolution 3434), which is designed to address multiple goals: improving the cost effectiveness of regional investments in new transit expansions, easing the Bay Area's chronic housing shortage, creating vibrant new communities, and helping preserve regional open space. The City of Antioch identified this area as a location for an employment center as well as a transit-oriented mixed-use district in the 2003 General Plan.

Resolution 3434 establishes corridor-level thresholds to quantify appropriate minimum levels of development around transit stations along new corridors. The eBART project is a commuter rail project for which the threshold housing units is 6,600. At buildout of the eBART corridor from Pittsburg to Hillcrest, a total of 6,600 units (an average of 2,200 units per station) must be located within a half-mile radius of the three eBART stations: Pittsburg/Bay Point Station, Railroad Avenue Station, and Hillcrest Avenue Station.

Priority Development Areas

The Hillcrest Station Area was identified in 2008 as a Priority Development Area (PDA) by the Association of Bay Area Governments (ABAG), Bay Area Air Quality Management District (BAAQMD), San Francisco Bay Conservation and Development Commission (BCDC), and Metropolitan Transportation Commission (MTC). PDAs are infill development opportunities within existing communities, intended to creating more housing choices in locations easily accessible to transit, jobs, shopping and services. To be eligible to become a PDA, an area has to be within an existing community, near existing or planned fixed transit or served by comparable bus service, and planned for more housing. Planned PDAs are eligible for capital infrastructure funds, planning grants, and technical assistance while Potential PDAs are eligible for planning grants and technical assistance, but not capital infrastructure funds. The adoption of this Specific Plan will make the area eligible to become a Planned PDA.

Transit-Oriented Development Planning

Transit-oriented development (TOD) is the creation of compact, walkable communities centered on a high quality transit system. The City of Antioch refers to "Transit-oriented" developments as typically mixed use neighborhoods or projects, within a quarter mile of a transit stop, predominantly light rail or bus transfer stations. Pedestrian-oriented developments respond to and prioritize the needs of the pedestrian over those of the automobile. By providing a compact form of development, both transit-oriented and pedestrian-oriented development types also facilitate bicycle travel.

TOD districts usually include high-density housing and retail and office buildings connected by pedestrian-oriented streets. One of the primary purposes of TOD is to create new choices for community members – new housing types and affordability levels, new employment opportunities, and new transportation options other than automobiles. The creation of this type of development is one of the major goals for this Specific Plan and will be a new type of development in East Contra Costa County and the City of Antioch.

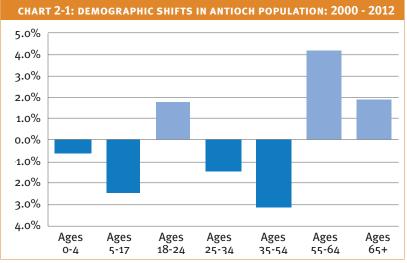
2.5 MARKET ANALYSIS

Overview

The Hillcrest Station Area will have a strong competitive position in East County, because it is unique in terms of transit access, highway access and visibility, and the envisioned density and design. The proposed Specific Plan with two eBART stations represents the strongest opportunity to create and gain value from two unique transit villages. However there are many sites in west, central, and east Contra Costa County that are available for development and will compete with the Hillcrest Station Area development.

Demographic Shifts In Antioch

Demographics and the types of households are changing in Antioch. As shown in Chart 2-1, the trend is towards fewer traditional households of parents and children, and more households of singles and couples. Data from the US Census 2000 and Claritas indicate that while population has grown and is anticipated to grow at an average rate of 7 percent between 1990 and 2012, the number of families is growing at a slower rate (5.8 percent). Between 2000 and 2012, three demographic groups - college and career starters (ages 18-24), singles and couples between the ages of 55 and 64, and retirees (ages 65 and over) – will grow positively, while all other age groups will decline. Typically, these three demographic groups are more likely to live near transit in smaller housing types instead of single-family detached houses.



Source: DecisionInsite for Antioch Unified School District, February 2008.

Housing Market

The housing envisioned in the Plan is denser than most housing developed in Antioch and its surrounding cities in the past two decades. About 91 percent of the residential growth in the East Contra Costa County market area has occurred through development of single-family detached housing over the last 18 years. Single-family detached housing now makes up about 80 percent of the residential units in East Contra Costa County compared to less than 70 percent in 1990.

The Hillcrest Station Area will provide a unique opportunity for higher density housing in East County, but buildout of the Plan's residential components will still take several decades. The eBART station, mixed-use amenities, highway access, and other features of the Plan will enable the site to capture a strong proportion of the City's market for higher density housing.

There are a number of factors that suggest that higher-density, compact product types such as townhomes or condos can be successful in the Antioch market. Recent studies demonstrate national shifts in many consumers' preferences toward compact housing in mixed-use neighborhoods around transit centers. Nationally, demand for compact living with walking distance of a transit station is projected to double over the next 25 years. Even though the recent downturn in the housing market has slowed growth, there is a lack of senior housing, apartments, condominiums, and townhouses in East County.

As the existing residents age and become empty-nesters or retirees, they may choose to downsize their housing and relocate close to transit for more transportation options. As employment growth increases, the East County market may evolve from its traditional orientation as a "bedroom community" to an area that attracts a higher proportion of young, single professionals. However in order to attract typical transit area residents such as young professionals or empty nesters, there will need to be entertainment, restaurant, and neighborhood retail uses that create an exciting place to live.

The market study conducted for this project indicates that demand for anywhere from 650 to 1,200 residential units can be anticipated in the Hillcrest Station area in the next 20-25 years. If the area becomes highly desirable and successful, that demand could increase to 2,100 units by 2030. Additional units could be absorbed in future years.

Office Market

The most marketable locations for office and business park development are areas that combine convenient auto and public transit access, existing office uses and business service firms, and urban amenities such as retail, restaurants, and outdoor plazas. Several major factors support the continued demand for office space in East County: continued population growth in the region, the national transition of the labor force towards professional and financial service jobs, long commute times, and new eBART transit service. As the buildout of this Specific Plan area occurs, including the eBART station and other major infrastructure improvements, the Hillcrest Station Area can attract a substantial proportion of the future office growth in Antioch. However there will be competition from existing office space in Walnut Creek and Concord, as well as new office space built in other East County locations.

The office market in Antioch is expected to grow, creating opportunities for new development on the Hillcrest Station Area site. East County employment growth is expected to outpace population growth in the next several decades (51 percent vs. 19 percent from 2015 through 2030), and traditional office tenants (finance and professional service firms) are expected to be among the fastest-growing job sectors. ABAG has projected that the number of jobs in Antioch will almost double between 2005 and 2035.

The Hillcrest Station Area should attract a substantial proportion of the future office growth in Antioch, but the large amount of office space in the Plan will take decades to build out. The market study indicates that demand for office space in the Hillcrest Station area could be anywhere between 200,000 and 950,000 square feet in the next 20 years, depending on the type of development created in the Station Area and competition from other locations. Additional absorption in future years could increase that total as high as 1,400,000 square feet.

Retail Market

East County has experienced strong activity in the retail market. The majority of recent commercial development has been in the retail sector. and can be attributed to recent housing and population growth in East Contra Costa County, as well as increasing income levels. The commercial pipeline data suggests that retail will remain the strongest commercial land use sector in the near future, although eventually office growth may outpace retail growth.

The Hillcrest Station Area should be very competitive for new retail development in Antioch, but still may require decades to achieve buildout. The housing and employment density and highway and transit access will offer unique advantages for this site as a retail location. Still, the site will compete with numerous other potential retail locations, and the development of as much as 1.0 million square feet of retail space on this single site may take over 30 years.

The Hillcrest site should be able to support a combination of local-serving and regional retail. Regional retail should be highly viable, given the access and visibility of the site. The amount of residential and office development planned for the Station Area alone will not support a supermarket-anchored shopping center, but the neighborhoods to the north can contribute to support for such a center. A neighborhood-serving retail component in the Hillcrest Station Area site could create substantial competition for several existing community shopping centers surrounding the site to the south, east, and west.

To be successful, new retail in East County will need to carve out a niche that is unique, and less formulaic than what is being provided in the rest of the market area. New residential and office development in the Hillcrest Station area could foster an active urban feel, which would support a unique type of retail. The market study estimates that the demand for new retail space in the next twenty years in the Hillcrest Station Area could be anywhere between 150,000 square feet and 650,000 square feet, depending on the amount of population growth and competition from other locations. Additional absorption in future years could increase that total to as much as 1,000,000 square feet.



Antioch, CA





Housing Market:

The Hillcrest Station Area will provide a unique opportunity for higher density housing in East County.

Office Market:

The office market in East County is expected to grow substantially, with traditional office tenants such as finance and professional service firms among the fastest-growing job sectors. The Hillcrest Station Area could attract a substantial proportion of the future office growth in Antioch.



Retail Market:

The Hillcrest Station Area should be able to support a combination of local-serving and regional retail. Regional retail should be highly viable, given the access and visibility of the site. Unique types of retail that do not already exist in East County could be especially successful.

San Mateo, CA

2.6 SITE DEVELOPMENT ISSUES AND CONSTRAINTS

Major site development issues and access constraints were identified in the preparation of the Existing Conditions Report and the Draft Environmental Impact Report. These issues and constraints are major determinants of land use, circulation routes, and open space strategies. Figure 2-5 shows existing land use in and near the Planning Area. Figure 2-6 summarizes the opportunities and constraints analysis. The Specific Plan has been formulated to address the identified issues and constraints, as discussed below.

Land Use

Existing Land Uses

Currently, the Hillcrest Station Area is primarily vacant. A portion of it is characterized by wetlands and stormwater detention basins along East Antioch Creek. There are some existing industrial uses, including a car towing and storage yard, and an aluminum casting facility (operations ended in January 2008). There are approximately five houses on the site, though at least one appears to be abandoned. The northwest corner of the site is occupied by the PG&E Hillcrest Yard and Substation (70 acres) and the southwest corner is the BART park-and-ride facility (5.2 acres).

Immediately surrounding the Planning Area are the SR 4 and SR 160 corridors, residential neighborhoods, agriculture uses, a church, cemeteries, and office uses. There are three parks in nearby residential neighborhoods. East Antioch Creek and the extension basins also serve as a physical and visual separation between the Planning Area and the two cemeteries and neighborhoods to the north and northwest. A large church is located above the northeast corner near the Oakley Road/SR 160 over-crossing. Along Oakley Road adjacent to the Planning Area, in addition to the church, there are agriculture and residential uses. SR 4 and the existing hills to the south create a physical and visual barrier, so there is little integration with the neighborhoods to the south of Planning Area. SR 160 is another

physical and visual barrier between the Planning Area and the portion of Oakley directly to the east.

Existing General Plan Regulations

Even though there is minimal development in the Planning Area at this time, the 2003 General Plan designated the area for substantial development. The Planning Area encompasses the majority of the SR 4 Industrial Frontage Focus Area identified in the General Plan. The majority of the Planning Area (64 percent) is designated as Business Park. Less than 20 percent is designated as Transit-Oriented Development. Under the existing regulations, the Planning Area could support approximately 1,200 housing units and 4,400 jobs.

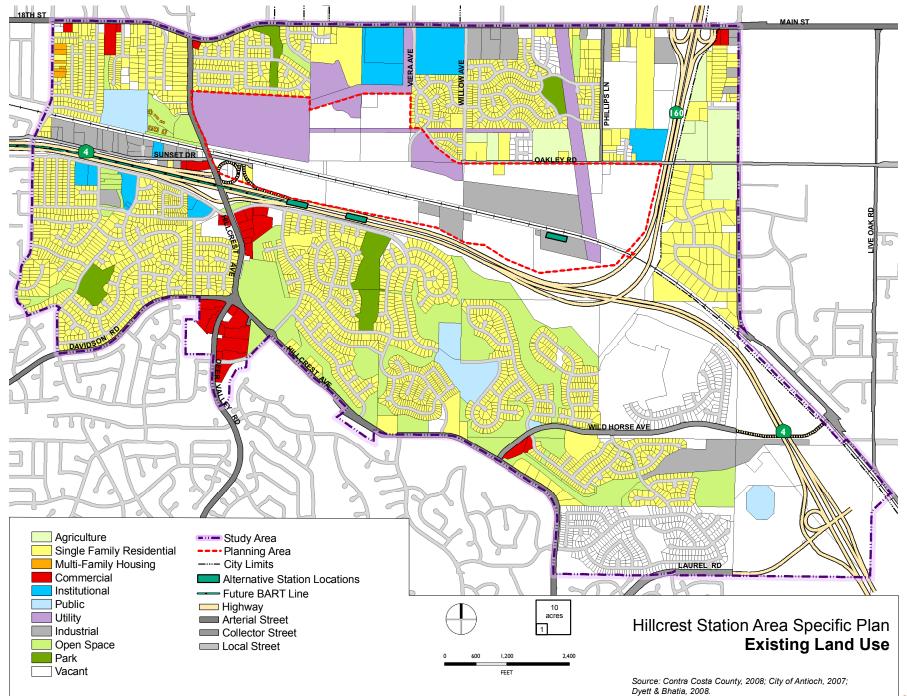


PG&E Substation and an adjacent residential neighborhood.



Existing Industrial Uses – car towing yard.

Figure 2-5: Existing Land Use



Circulation

Roadway Connections and Access to the Station Area

Four major roads, Slatten Ranch Road, Viera Avenue, Oakley Road, and Phillips Lane, will need to be extended in order to provide access for development sites and the eBART station. Expanding access into and across the area is critical. The key to enhancing access to the area is the construction of a new interchange at the extension of Phillips Lane and SR 4. The circulation system needs major access points from Oakley Road, 18th Street, Hillcrest Avenue, and Slatten Ranch Road.

Railroad Crossings

At least one vehicular railroad crossing will be required to connect the eBART station with the developable land within the Planning Area. The UP ROW is 100 feet wide. Over-crossings require at least 23 feet of clearance, while vehicular under-crossings require at least 17 feet of clearance with a 6 to 10-foot thick bridge. Vehicular ramps can have a grade of 8 percent and pedestrian ramps require a grade of 5 percent or less with landings every 150 feet. A vehicular under-crossing needs to be between 675 and 725 feet long, while an over-crossing needs to be more than 875 feet long.

Access to the eBART Station

The eBART station must be accessible to automobiles, buses, pedestrians, and bicyclists. Required facilities include: roads, bus layover and drop-off areas, passenger drop-off areas, shuttle/taxi areas, and a ped/ bike bridge over the railroad.

eBART Parking

BART has identified a need for 1,000 parking spaces when the station opens in 2015, and a total of 2,600 spaces at full capacity. The amount of land needed to accommodate the necessary parking depends on the shape and accessibility of the site. For 1,000 spaces and eBART station circulation, the minimum total acreage required is approximately 20 acres. Up to 40 acres would be required to accommodate all 2,600 spaces as surface parking. This amount of acreage would consume a large amount of the developable land within walking distance of the station. For this reason, the Specific Plan requires that land be provided for approximately 1,000 spaces of surface parking, and that the majority of the future additional parking be provided in decks, parking structures, or joint development projects.





Railroad line running east-west across the site.

Hillcrest Avenue Substation and rail line.

Buffers

Freeway and Rail: Noise and Emissions

Studies have shown that air quality and noise are of particular concern within 300 feet of freeway and rail lines. Therefore, residential development is generally not desirable in the areas between the railroad and the freeway. In the areas immediately north of the rail line, noise buffers and air filtration systems will be required to mitigate impacts for residential within 300 feet of the rail line.

Wetlands and Creek Setbacks

Delineated wetlands, more familiarly known as East Antioch Creek, run through the site. The wetlands need to be preserved both for their storm drainage and flood protection function, and their wildlife habitat value. The Plan assumes a buffer from wetlands delineated by the US Army Corps of Engineers. A 50-foot buffer is the minimum requirement. The creek establishes a major opportunity for a linear park and trail system. In order to accommodate a trail, an additional 25-foot wide buffer area is needed for landscaping and a multi-purpose trail. The buffer may need to be adjusted in certain locations, depending on final input about habitat value and flood control from county, state and federal agencies. The Plan assumes that a portion of the delineated wetlands will be filled and mitigations provided as necessary.

Electromagnetic Lines and Substation

PG&E maintains multiple electrical transmission lines in the Planning Area. The Plan includes landscape buffers with extensive planting on both sides of the PG&E right-of-way, to screen the towers from view of residences and offices.

There is a large PG&E Substation at the western edge of the Hillcrest Area. A strong landscape buffer adjacent to the PG&E substation is needed to screen the substation from view of residences and offices.

Other Factors

Hazardous Materials and Soil Contamination

There are some areas within the Hillcrest Station Area where hazardous materials have been identified in the soil and groundwater. These areas will need to be cleaned up and remediated per State standards prior to new construction and development.

Steep Slopes

There are two hills in the southeast quadrant of the Planning Area near the SR 4 and SR 160 junction. The slopes in these areas are fairly steep.

Existing Utility Pipelines

There are several major utility pipelines related to gas transmission and storm drainage that traverse the Hillcrest Station Area. It is expensive and difficult to relocate the larger size lines, so it may not be possible to locate buildings on or adjacent to existing large lines. The Plan proposes that the easternmost set of transmission towers and lines be relocated.

Development Implications

As shown in Figure 2-6, the areas of developable land are established by the combination of the development issues and constraints. Certain areas are only suitable for retail or employment development (shown in purple), while other areas can be suitable for residential, retail, or employment development (shown in yellow). The Specific Plan was developed to take all of the issues and constraints into account, and locate land uses in suitable locations, where potential impacts will be minimized.

Figure 2-6: Development Opportunities and Constraints

