

EXHIBIT A

RESOLUTION NO. 19-108

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CUPERTINO
ADOPTING A SECOND ADDENDUM TO THE ENVIRONMENTAL IMPACT
REPORT FOR THE 2014 GENERAL PLAN AMENDMENT, HOUSING
ELEMENT UPDATE, AND ASSOCIATED REZONING PROJECT

SECTION I: PROJECT DESCRIPTION

Application No: GPA-2019-01, GPA-2019-02, MCA-2019-01, Z-2019-01

Applicant: City of Cupertino

Location: 10101 to 10333 N Wolfe Rd

APN#s: 316-20-080, 316-20-081, 316-20-088, 316-20-092, 316-20-094, 316-20-095,
316-20-099, 316-20-100, 316-20-101, 316-20-103, 316-20-104, 316-20-105,
316-20-106, 316-20-107

SECTION II: RECITALS

WHEREAS, the City Council is considering General Plan Amendments and associated Zoning Ordinance Amendments relating to the Vallco Shopping District Special Area; and

WHEREAS, pursuant to the provisions of the California Environmental Quality Act (Public Resources Code Section 21000 et seq.) ("CEQA") together with the State CEQA Guidelines (California Code of Regulations, Title 14, Section 15000 et seq.) (hereinafter, "CEQA Guidelines"), the City prepared a Final Environmental Impact Report (Final EIR") for the General Plan Amendment, Housing Element Update, and Associated Rezoning Project (State Clearinghouse No. 2014032007), which was a program EIR prepared in compliance with California Environmental Quality Act Guidelines Section 15168; and

WHEREAS, the City Council certified the Final EIR on December 4, 2014, approved the General Plan Amendments and Associated Rezoning on December 4, 2014 and December 16, 2014, respectively, approved the Housing Element Update on May 19, 2015, and approved modifications to the text and figures of the General Plan on October 20, 2015 following adoption of an Addendum (together, the "Project"); and

WHEREAS, since certification of the Final EIR, the City has proposed modifications to the Project for the Vallco Shopping District Special Area consisting of amendments to the General Plan to reflect that office uses are not permitted within the Vallco Shopping District Special Area and remove the associated office development allocation, set height limits for the area, and make other conforming/clarifying text edits to create density

standards to permit up to 458 units with a minimum density of 29.7 units per acre (389 units) and a maximum density of 35 units per acre on designated parcels totaling 13.1 acres within the Vallco Shopping District Special Area; amendments to the Zoning Map to rezone the 13.1 acres of Vallco Shopping District Special Area to Mixed Use Planned Development with Multifamily (R3) Residential and General Commercial zoning (P(R3,CG)) and the remainder of the Special Area to General Commercial; and amendments to Municipal Code Title 19 to remove references to the former Vallco Town Center Specific Plan and identify development standards for the new P(R3,CG) zoning designation in Chapter 19.80; and

WHEREAS, the proposed modifications will not result in any of the conditions requiring preparation of a subsequent EIR as described in Public Resources Code Section 21166 and CEQA Guidelines Section 15162; and

WHEREAS, the City has caused to be prepared a Second Addendum to the Final EIR pursuant to CEQA Guidelines Section 15164; and

WHEREAS, the Second Addendum provides analysis and cites substantial evidence that supports the conclusion that no subsequent environmental review is required because there are no substantial changes in the Project or the circumstances under which the Project is to be undertaken that would result in new or substantially more severe environmental impacts requiring major revisions to the Final EIR, and there is no new information that involves new significant environmental effects or a substantial increase in the severity of previously identified environmental effects that would require preparation of a subsequent EIR pursuant to Public Resources Code Section 21166 and CEQA Guidelines Section 15162; and

WHEREAS, following necessary public notices given as required by the procedural ordinances of the City of Cupertino and the Government Code, the Planning Commission held a public hearing on July 30, 2019 to consider the Second Addendum and adopted Resolution No. 6884 recommending that the City Council adopt the Second Addendum to the Final EIR; and

WHEREAS, the City Council of the City of Cupertino is the decision-making body for this Resolution; and

WHEREAS, prior to taking action on this Resolution, the City Council has exercised its independent judgment and reviewed and considered the information in the Second Addendum, which concludes that no further environmental review is required for the modifications to the Project.

SECTION III: RESOLUTIONS

NOW, THEREFORE, BE IT RESOLVED:

After careful consideration of the, maps, facts, exhibits, testimony and other evidence submitted in this matter, the City Council hereby takes the following actions:

1. Determines that the Second Addendum reflects the independent judgment of the City.
2. Adopts the Second Addendum to the Final EIR for the modifications to the Vallco Shopping District Special Area consisting of amendments to the General Plan, Zoning Map and Municipal Code Title 19.

NOW, THEREFORE, BE IT FURTHER RESOLVED:

The foregoing recitals are true and correct and are included herein by reference as findings.

PASSED AND ADOPTED this 20th day of August 2019, at a Regular Meeting of the City Council of the City of Cupertino by the following vote:

AYES: Scharf, Paul, Willey

NOES: Sinks

ABSTAIN: None

ABSENT: Chao (Recused)

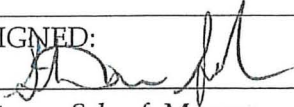
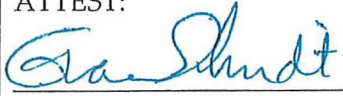
SIGNED:  Steven Scharf, Mayor City of Cupertino	<u>9/6/19</u> Date
ATTEST:  Grace Schmidt, City Clerk	<u>9-6-19</u> Date

EXHIBIT B

RESOLUTION NO. 19-109

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CUPERTINO
AMENDING THE GENERAL PLAN TO REMOVE OFFICE AS A
PERMITTED USE FROM THE VALLCO SHOPPING DISTRICT SPECIAL
AREA AND REMOVE ASSOCIATED OFFICE ALLOCATIONS

SECTION I: PROJECT DESCRIPTION

Application No: GPA-2019-01

Applicant: City of Cupertino

Location: 10101 to 10333 N Wolfe Rd

APN#s: 316-20-080, 316-20-081, 316-20-088, 316-20-092, 316-20-094, 316-20-095,
316-20-099, 316-20-100, 316-20-101, 316-20-103, 316-20-104, 316-20-105,
316-20-106, 316-20-107

SECTION II: RECITALS

WHEREAS, Strategy 1 in the Housing Element of the Cupertino General Plan identifies the Vallco Shopping District Special Area as being appropriate to accommodate at least 389 dwelling units to be developed pursuant to a specific plan for the Special Area; and

WHEREAS, the City Council desires to improve the jobs/housing balance within Cupertino by decreasing the amount of future office uses to be developed relative to housing, which will reduce traffic congestion, reduce vehicle miles traveled (VMT), and contribute to a reduction in greenhouse gas emissions from commuting patterns that follow unbalanced office development without adequate residential opportunities; and

WHEREAS, this General Plan Amendment to remove office uses as a permitted land use within the Vallco Shopping District Special Area and remove the associated office development allocation (the "General Plan Amendment") will allow for planning and development that is consistent with the community's vision for the Vallco Shopping District Special Area while the City continues its effort to develop a specific plan for the Special Area; and

WHEREAS, the City has prepared a Second Addendum ("Second Addendum") to the Final Environmental Impact Report ("Final EIR") for the General Plan Amendment, Housing Element Update, and Associated Rezoning Project (State Clearinghouse No. 2014032007) for modifications to the General Plan and zoning affecting the Vallco Shopping District Special Area in compliance with the California Environmental Quality Act (Public Resources Code Section 21000 et seq.) ("CEQA") together with the State CEQA Guidelines (California Code of Regulations, Title 14, Section 15000 et seq.) (hereinafter, "CEQA Guidelines"); and

WHEREAS, following necessary public notices given as required by the procedural ordinances of the City of Cupertino and the Government Code, the Planning Commission held a public hearing on July 30, 2019 to consider the General Plan Amendment; and

WHEREAS, on July 30, 2019, by Resolution 6884, the Planning Commission recommended on a 4-0 vote (Commissioner Moore recused) that the City Council adopt a General Plan Amendment solely to impose height limitations within the Vallco Shopping District Special Area subject to certain conditions and recommended that the City Council adopt the Second Addendum for modifications to the Project (as defined in Resolution No. 19-108) affecting the Vallco Shopping District Special Area; and

WHEREAS, on August 20, 2019, upon due notice, the City Council held a public hearing to consider the General Plan Amendment; and

WHEREAS, the City Council of the City of Cupertino is the decision-making body for this Resolution; and

WHEREAS, prior to taking action on this Resolution, the City Council has exercised its independent judgment and reviewed and considered the information in the Second Addendum, which concludes that no further environmental review is required for the modifications to the Project defined in Resolution No. 19-108.

SECTION III: RESOLUTIONS

NOW, THEREFORE, BE IT RESOLVED:

After careful consideration of the, maps, facts, exhibits, testimony and other evidence submitted in this matter, the City Council hereby takes the following actions:

1. Adopts the amendments to the General Plan (Application No. GPA-2019-01) as shown in Exhibit GPA-01A and authorizes the staff to make grammatical, typographical, numbering, and formatting changes necessary to assist in production of the final published General Plan.
2. Adopts the amendments to the General Plan Land Use Map as shown in Exhibit GPA-01B.

NOW, THEREFORE, BE IT FURTHER RESOLVED:

The foregoing recitals are true and correct and are included herein by reference as findings.

The City Council directs the Director of Community Development to file a Notice of Determination with the Santa Clara County Recorder in accordance with CEQA and the CEQA Guidelines.

PASSED AND ADOPTED this 20th day of August 2019, at a Regular Meeting of the City Council of the City of Cupertino by the following vote:

Vote Members of the City Council

AYES: Scharf, Paul, Willey

NOES: Sinks

ABSTAIN: None

ABSENT: Chao (Recused)

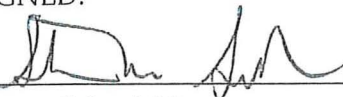

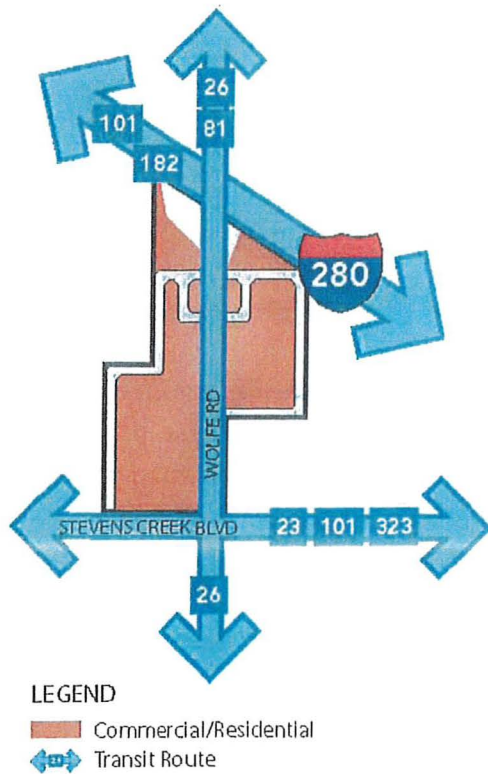
SIGNED:  _____ Steven Scharf, Mayor City of Cupertino	_____ 9/6/19 _____ Date
ATTEST:  _____ Grace Schmidt, City Clerk	_____ 9-6-19 _____ Date

EXHIBIT GPA-01A

Chapter 2, page PA-8



Chapter 3, Page LU-13

Table LU-1: Citywide Development Allocation Between 2014-2040

	Commercial (s.f.)			Office (s.f.)			Hotel (rooms)			Residential (units)		
	Current Built (Oct. 7, 2014)	Buildout	Available	Current Built (Oct. 7, 2014)	Buildout	Available	Current Built (Oct. 7, 2014)	Buildout	Available	Current Built (Oct. 7, 2014)	Buildout	Available

Valleco Shopping District ¹²	1,207,774	1,207,774	-	-	2,000,000	2,000,000	148	339	191	-	389	389

Citywide	3,632,065	4,430,982	798,917	8,916,179	9,470,005	553,826	1,116	1,429	313	21,412	23,294	1,882

*** Buildout totals for Office and Residential allocation within the Valleco Shopping District are contingent upon a Specific Plan being adopted for this area by May 31, 2018. If a Specific Plan is not adopted by that date, City will consider the removal of the Office and Residential allocations for Valleco Shopping District. See the Housing Element (Chapter 4) for additional information and requirements within the Valleco Shopping District.*

Chapter 3, Pages LU-50 and LU-51

LU-19.1.2: Parcel Assembly.

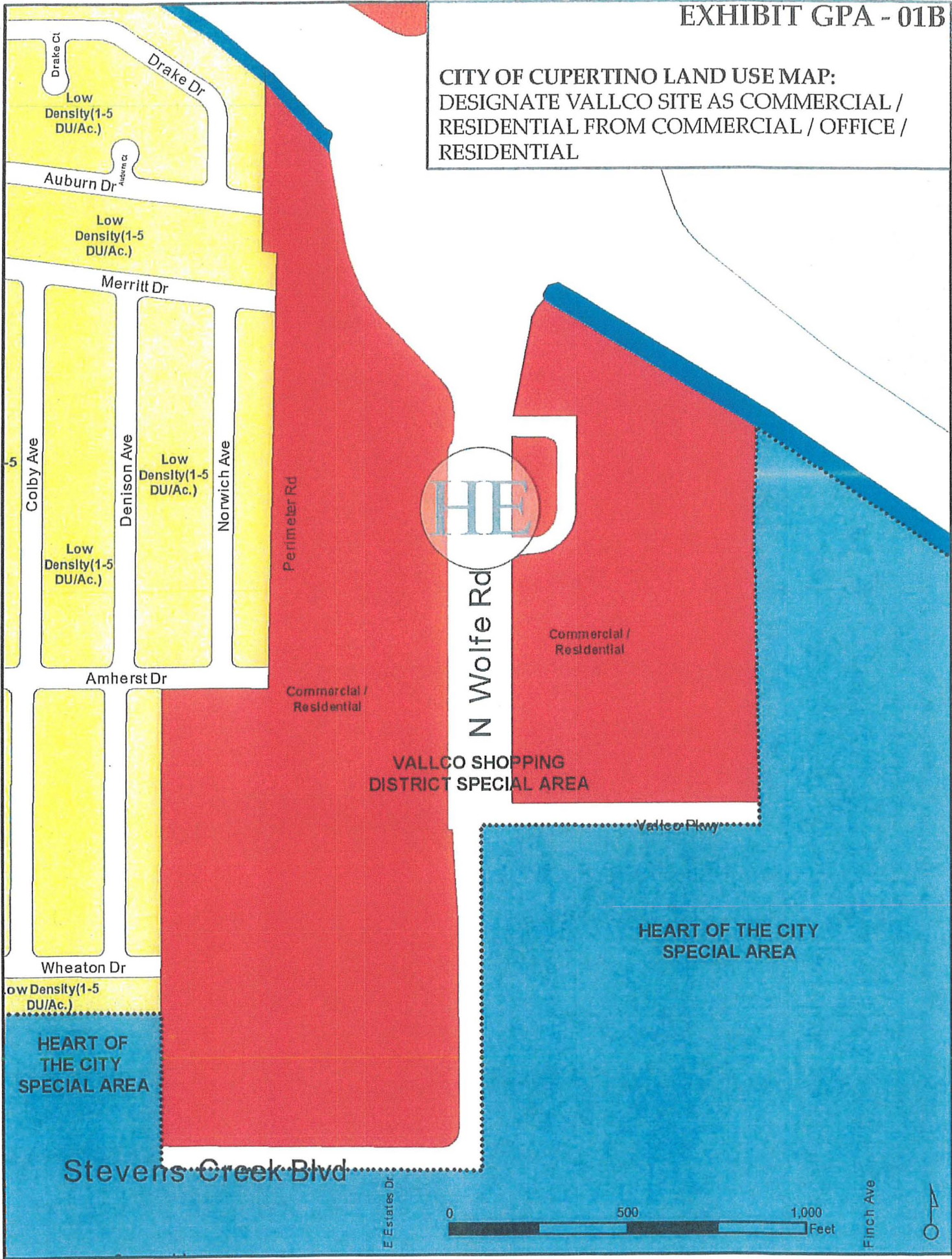
Parcel assembly and a plan for complete redevelopment of the site is required prior to adding residential ~~and office~~ uses. Parcelization is highly discouraged in order to preserve the site for redevelopment in the future.

LU-19.1.4: Land Use.

The following uses are allowed on the site (see Figure LU-2 for residential densities and criteria):

1. Retail: High-performing retail, restaurant and entertainment uses. Maintain a minimum of 600,000 square feet of retail that provide a good source of sales tax for the City. Entertainment uses may be included but shall consist of no more than 30 percent of retail uses.
2. Hotel: Encourage a business class hotel with conference center and active uses including main entrances, lobbies, retail and restaurants on the ground floor.
3. Residential: Allow residential on upper floors with retail and active uses on the ground floor. Encourage a mix of units for young professionals, couples and/or active seniors who like to live in an active "town center" environment.
4. Office: ~~Encourage high quality office space arranged in a pedestrian oriented street grid with active uses on the ground floor, publicly accessible streets and plazas/green space.~~

CITY OF CUPERTINO LAND USE MAP:
DESIGNATE VALLCO SITE AS COMMERCIAL /
RESIDENTIAL FROM COMMERCIAL / OFFICE /
RESIDENTIAL



N Wolfe Rd

VALLCO SHOPPING
DISTRICT SPECIAL AREA

HEART OF THE CITY
SPECIAL AREA

HEART OF THE CITY
SPECIAL AREA

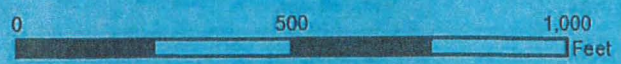


EXHIBIT C

RESOLUTION NO. 19-110

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CUPERTINO
AMENDING THE GENERAL PLAN AND GENERAL PLAN LAND USE MAP
TO ESTABLISH HEIGHT LIMITS AND ENACT DEVELOPMENT STANDARDS
FOR RESIDENTIAL USES WITHIN THE VALLCO SHOPPING DISTRICT
SPECIAL AREA AND IDENTIFYING A RECOMMENDED LOCATION FOR
FUTURE RESIDENTIAL DEVELOPMENT ON 13.1 ACRES OF THE SPECIAL
AREA

SECTION I: PROJECT DESCRIPTION

Application No: GPA-2019-02

Applicant: City of Cupertino

Location: 10101 to 10333 N Wolfe Rd

APN#: 316-20-080, 316-20-081, 316-20-088, 316-20-092, 316-20-094, 316-20-095,
316-20-099, 316-20-100, 316-20-101, 316-20-103, 316-20-104, 316-20-105,
316-20-106, 316-20-107

SECTION II: RECITALS

WHEREAS, Strategy 1 in the Housing Element of the Cupertino General Plan identifies the Vallco Shopping District Special Area as being appropriate to accommodate at least 389 dwelling units at a minimum density of 20 units per acre and a maximum density of 35 units per acre and provides that if a specific plan is not adopted by May 31, 2018, the City will consider removing the Special Area as a Priority Housing Site; and

WHEREAS, as required by Housing Element Strategy 1, at a study session on June 18, 2019 the City Council considered removing the Vallco Shopping District Special Area as a Priority Housing Site; and

WHEREAS, after consideration of its options at the June 18, 2019 study session, the City Council provided direction to staff to retain the Vallco Shopping District Special Area as a Priority Housing Site, and City Council directed staff to prepare a General Plan Amendment for its consideration to permit 389 residential units by right within the Vallco Shopping District Special Area to accommodate the City's Regional Housing Need Allocation (RHNA) consistent with the Housing Element and with Government Code Section 65863; and

WHEREAS, the proposed General Plan amendment would establish a minimum density of 29.7 units per acre and a maximum density of 35 units per acre to permit residential uses by right on 13.1 acres of the Vallco Shopping District Special Area, which would

accommodate between 389 and 458 residential units, consistent with the Housing Element's requirements for the Special Area as a Priority Housing Site; and

WHEREAS, the proposed General Plan amendment is not a reduction in density as defined by Government Code Section 65863 and the City has adequate sites to accommodate its RHNA, so no additional findings are required to comply with Government Code Section 65863; and

WHEREAS, this General Plan Amendment establishes height limits and enacts development standards for residential uses within the Vallco Shopping District Special Area (the "General Plan Amendment") to ensure that the policies and strategies contained in the City's Housing Element are implemented and will allow for planning and development that is consistent with the community's vision for the Vallco Shopping District Special Area while the City continues its effort to develop a specific plan for the Special Area; and

WHEREAS, the City has prepared a Second Addendum ("Second Addendum") to the Final Environmental Impact Report ("Final EIR") for the General Plan Amendment, Housing Element Update, and Associated Rezoning Project (State Clearinghouse No. 2014032007) for modifications to the General Plan and zoning affecting the Vallco Shopping District Special Area in compliance with the California Environmental Quality Act (Public Resources Code Section 21000 et seq.) ("CEQA") together with the State CEQA Guidelines (California Code of Regulations, Title 14, Section 15000 et seq.) (hereinafter, "CEQA Guidelines"); and

WHEREAS, following necessary public notices given as required by the procedural ordinances of the City of Cupertino and the Government Code, the Planning Commission held a public hearing on July 30, 2019 to consider the General Plan Amendment; and

WHEREAS, on July 30, 2019, the Second Addendum was presented to the Planning Commission; and

WHEREAS, on July 30, 2019, by Resolution 6884, the Planning Commission recommended on a 4-0 vote (Commissioner Moore recused) that the City Council adopt a General Plan Amendment solely to impose height limitations within the Vallco Shopping District Special Area subject to certain conditions and recommended that the City Council adopt the Second Addendum for modifications to the Project (as defined in Resolution No. 19-108) affecting the Vallco Shopping District Special Area; and

WHEREAS, on August 20, 2019, upon due notice, the City Council held a public hearing to consider the General Plan Amendment; and

WHEREAS, on August 20, 2019, by Resolution No. 19-108, the City Council adopted the Second Addendum to the Final EIR (EA-2013-03); and

WHEREAS, the City Council of the City of Cupertino is the decision-making body for this Resolution;

WHEREAS, prior to taking action on this Resolution, the City Council has exercised its independent judgment and reviewed and considered the information in the Second Addendum, which concludes that no further environmental review is required for the General Plan amendment to establish height limits and enact development standards for residential uses in the Vallco Shopping District Special Area.

SECTION III: RESOLUTIONS

NOW, THEREFORE, BE IT RESOLVED:

After careful consideration of the, maps, facts, exhibits, testimony and other evidence submitted in this matter, the City Council hereby finds that the proposed amendments are consistent with the City's Comprehensive General Plan (Community Vision 2040), including the Housing Element. The Housing Element of the General Plan identifies the Vallco Shopping District Special Area as a "Priority Housing Site," that can accommodate a portion of its Regional Housing Need Allocation (RHNA) by permitting 389 units "by right" at a minimum density of 20 units per acre and a maximum density of 35 units per acre. The amendments define development standards for the Vallco Shopping District Special Area that will allow residential development by right on 13.1 acres at a minimum density of 29.7 units per acre maximum density of 35 units per acre, which provides for development of at least the 389 units called for in the Housing Element. The City Council determined to retain the Vallco Special Area as a Priority Housing Site, and the proposed amendments implement Housing Element Strategy 1 and related actions to enable the development of at least 389 units by right within the Vallco Shopping District Special Area to meet the City's RHNA, and therefore, they are consistent with the Housing Element.

NOW, THEREFORE, BE IT FURTHER RESOLVED:

After careful consideration of the, maps, facts, exhibits, testimony and other evidence submitted in this matter, and based on the preceding findings, the City Council hereby adopts:

1. Amendments to the General Plan (Application No. GPA-2019-02) as shown in Exhibit GPA-02A and authorizes the staff to make grammatical, typographical, numbering, and formatting changes necessary to assist in production of the final published General Plan; and
2. Changes to the Land Use Map as shown in Exhibit GPA-02B.

NOW, THEREFORE, BE IT FURTHER RESOLVED:

The foregoing recitals are true and correct and are included herein by reference as findings.

NOW, THEREFORE, BE IT FURTHER RESOLVED:

The City Council directs staff to initiate a Specific Planning process for the portion of the site designated "Regional Shopping." Consider as part of that process a plan that would include a maximum of 1,500 units of housing for the entirety of the Vallco Shopping District Special Area inclusive of any and all housing and density bonuses, including added incentives for features such as housing for extremely low income households and housing for persons with disabilities (including developmental disabilities), and reduce the amount of retail required within the Vallco Shopping District Special Area to 400,000 square feet exclusive of the parcel known colloquially as the Simeon Property.

NOW, THEREFORE, BE IT FURTHER RESOLVED:

The City Council directs the Director of Community Development to file a Notice of Determination with the Santa Clara County Recorder in accordance with CEQA and the CEQA Guidelines.

PASSED AND ADOPTED this 20th day of August 2019, at a Regular Meeting of the City Council of the City of Cupertino by the following vote:

AYES: Scharf, Paul, Willey

NOES: Sinks

ABSTAIN: None

ABSENT: Chao (Recused)

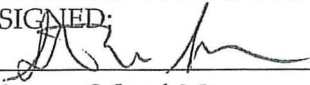

SIGNED:  _____ Steven Scharf, Mayor City of Cupertino	<u>9/6/19</u> Date
ATTEST:  _____ Grace Schmidt, City Clerk	<u>9-6-19</u> Date

EXHIBIT GPA-02A

Chapter 2, page PA-8

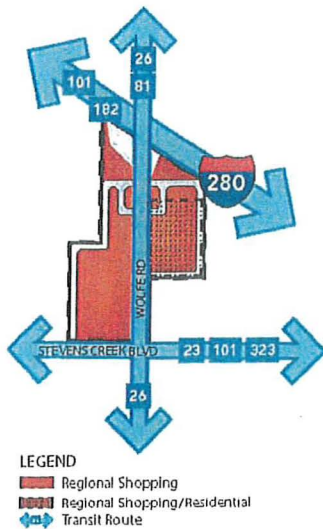
CONTEXT

The Vallco Shopping District Special Area encompasses Cupertino's most significant commercial center, formerly known as the Vallco Fashion Park. This Special Area is located between Interstate 280 and Stevens Creek Boulevard in the eastern part of the city. The North Blaney neighborhood, an established single-family area, is adjacent on the west side of the Vallco Shopping District. Wolfe Road bisects the area in a north-south direction, and divides Vallco Shopping District into distinct subareas: Vallco Shopping District Gateway West and Vallco Shopping District Gateway East. In recent years there has been some façade improvement to the Vallco Fashion Mall; however, there has been no major reinvestment in the mall for decades. Reinvestment is needed to upgrade or replace older buildings and make other improvements so that this commercial center is more competitive and better serves the community. ~~Currently, the major tenants of the mall include a movie theater, bowling alley and three national retailers.~~ The Vallco Shopping District is identified as a separate Special Area given its prominence as a regional commercial destination and its importance to future planning/redevelopment efforts expected over the life of the General Plan.

VISION

The Vallco Shopping District will continue to function as a major regional and community destination. The City envisions this area as a new mixed-use "town center" and gateway for Cupertino. It will include an interconnected street grid network of bicycle and pedestrian-friendly streets, more pedestrian-oriented buildings with active uses lining Stevens Creek Boulevard and Wolfe Road, and publicly-accessible grade-level parks and plazas that support the pedestrian-oriented feel of the revitalized area. New development in the Vallco Shopping District should be required to provide buffers between adjacent single-family neighborhoods in the form of boundary walls, setbacks, landscaping or building transitions.

Vallco Shopping District Special Area Diagram:



Chapter 3, Page LU-13

Table LU-1: citywide Development Allocation Between 2014-2040

	Commercial (s.f.)			Office (s.f.)			Hotel (rooms)			Residential (units)		
	Current Built (Oct. 7, 2014)	Buildout	Available	Current Built (Oct. 7, 2014)	Buildout	Available	Current Built (Oct. 7, 2014)	Buildout	Available	Current Built (Oct. 7, 2014)	Buildout	Available
Vallco Shopping District**	1,207,774	1,207,774	-	-	-	-	148	339	191	-	389	389

** Buildout totals for Residential allocation within the Vallco Shopping District are available by-right as defined in Government Code Section 65583.2.

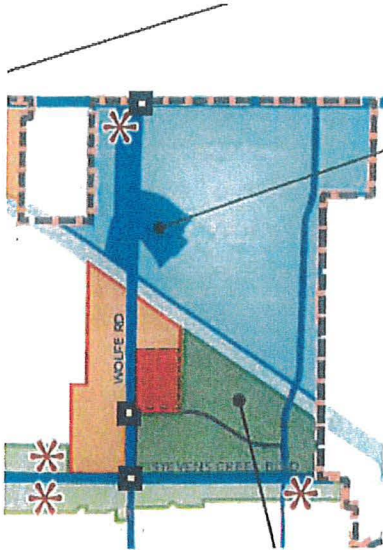
Chapter 3, Pages LU-16 and 17

Figure LU-2: Community Form Diagram

Vallco Shopping District Special Area

<p><u>West of Wolfe Rd Regional Shopping / Residential</u></p> <p>Maximum Residential Density 35 units per acre in areas identified in Figure LU-4</p> <p>Minimum Residential Density 29.7 units per acre in areas identified in Figure LU-4</p> <p>Maximum Height Per Specific Plan Up to 60 feet</p>	<p><u>Regional Shopping East of Wolfe Rd</u></p> <p>Maximum Residential Density 35 units per acre N/A - residential is not a permitted use</p> <p>Maximum Height Per Specific Plan Up to 60 feet</p>
--	--

[Amended Diagram to show the approximate location for the Regional Shopping/Residential portion of the site]



Building Planes:

- Maintain the primary building bulk below a 1:1 slope line drawn from the arterial/boulevard curb line or lines except for the Crossroads Area.
- For the Crossroads area, see the Crossroads Streetscape Plan.
- For projects outside of the Vallco Shopping District Special Area that are adjacent to residential areas: Heights and setbacks adjacent to residential areas will be determined during project review.
- For projects within the Vallco Shopping District Special Area that are adjacent to the North Blaney/Portal neighborhood: Maintain the primary building bulk below a 2:1 slope line drawn from the adjacent residential property line.
- For the North and South Vallco Park areas (~~except for the Vallco Shopping District Special Area~~): Maintain the primary building bulk below a 1.5:1 (i.e., 1.5 feet of setback for every 1 foot of building height) slope line drawn from the Stevens Creek Blvd. and Homestead Road curb lines and below 1:1 slope line drawn from Wolfe Road and Tantau Avenue curb line.

Priority Housing Sites: Notwithstanding the heights and densities shown above, the maximum heights and densities for Priority Housing Site identified in the adopted Housing Element other than the Vallco Shopping District Special Area shall be as reflected in the Housing Element. The Vallco Shopping District Special Area shall be subject to the heights and densities shown above, with residential uses permitted in the Regional Shopping/Residential designation as shown in Figure LU-4.

Chapter 3, Page LU-18

4. Uses. Include a substantial viable, retail component. Retail and active uses such as restaurants, outdoor dining, and entries are required along the ground floor of main street frontages, and such uses are optional on the ground floor of residential buildings within the Regional Shopping/Residential designation. Mix of units for young professionals, couples and/or active seniors who like to live in an active “mixed-use village” environment. Office uses, if allowed, should provide active uses on the ground floor street frontage, including restaurants, cafes, entries, lobbies, etc.

Chapter 3, Pages LU-50 and LU-51

VALLCO SHOPPING DISTRICT SPECIAL AREA

The City envisions a complete redevelopment of the existing Vallco Fashion Mall into a vibrant mixed-use “town center” that is a focal point for regional visitors and the community. This new Vallco Shopping District will become a destination for shopping, dining and entertainment in the Santa Clara Valley.

POLICY LU-19.1: ALLOWED LAND USES

The following uses are allowed in the Vallco Shopping District Special Area (see Figure LU-2 for residential densities and criteria and Figure LU-4 for location of allowable land uses):

1. Residential: Permit residential and ground floor commercial development within the portion of the site designated for Regional Shopping/Residential uses in advance of creating a specific plan, at a maximum density of 35 dwelling units per acre and a minimum density of 29.7 dwelling units per acre by right, with maximum heights as shown in Figure LU-2. Limited ground floor commercial uses are permitted, but not required, in connection with residential development.
2. Non-Residential: Permit commercial uses consistent with the Regional Shopping/Residential and Regional Shopping designation. Maintain a minimum of 600,000 square feet of retail that provide a good source of sales tax for the City. Entertainment uses may be included but shall consist of no more than 30 percent of retail uses.

POLICY LU-19.2: DEVELOPMENT STANDARDS

New development within the Vallco Shopping District Special Area shall be required to comply with the following standards:

LU-19.2.1: “Town Center” Layout. (formerly LU-19.1.5)

Create streets and blocks laid out using “transect planning” (appropriate street and building types for each area), which includes a discernible center and edges, public

space at center, high quality public realm, and land uses appropriate to the street and building typology. Private streets must be open to the sky. Connections between buildings are permitted at levels above the third floor for public serving uses or for limited walkways (no wider than 10 feet) which may be private.

LU-19.2.2: Existing Streets. (formerly LU-19.1.7)

Improve Stevens Creek Boulevard and Wolfe Road to become more bike and pedestrian-friendly with bike lanes, wide sidewalks, street trees, improved pedestrian intersections to accommodate the connections to ~~Rosebowl~~ Nineteen800, and Main Street, and the surrounding areas.

LU-19.2.3: Tribal Coordination.

The City of Cupertino shall coordinate with applicable Native American tribal representatives following approval of development in the Vallco Shopping District Special Area to ensure appropriate cultural sensitivity training is provided to all contractors prior to the start of ground-disturbing activities.

~~POLICY LU-19.1~~ LU-19.3: SPECIFIC PLAN

Create a Vallco Shopping District Specific Plan prior to any development on the ~~site~~ portion of the site with the Regional Shopping designation that lays out the land uses, design standards and guidelines, and infrastructure improvements required. The Specific Plan will be based on the following strategies:

STRATEGIES:

LU-19.3.1 ~~LU-19.1.1~~: Master Developer.

Redevelopment of the portion of the site with the Regional Shopping designation pursuant to the specific plan will require a master developer in order remove the obstacles to the development of a cohesive district with the highest levels of urban design.

LU-19.3.2 ~~LU-19.1.2~~: Parcel Assembly.

Parcel assembly and a plan for complete redevelopment of the site is required prior to designating any additional area for residential uses ~~adding residential and office uses~~. Parcelization is highly discouraged in order to preserve the site for redevelopment in the future.

LU-19.3.3 ~~LU-19.1.3~~: Complete Redevelopment.

The "town center" plan should be based on complete redevelopment of the site in order to ensure that the site can be planned to carry out the community vision.

LU-19.1.4: Land Use.

The following uses are allowed on the site (see Figure LU-2 for residential densities and criteria):

1. Retail: High performing retail, restaurant and entertainment uses. Maintain a minimum of 600,000 square feet of retail that provide a good source of sales tax for the City. Entertainment uses may be included but shall consist of no more than 30 percent of retail uses.
2. Hotel: Encourage a business class hotel with conference center and active uses including main entrances, lobbies, retail and restaurants on the ground floor.
3. Residential: Allow residential on upper floors with retail and active uses on the ground floor. Encourage a mix of units for young professionals, couples and/or active seniors who like to live in an active "town center" environment.

LU-19.1.5: "Town Center" Layout. (now LU-19.2.1)

Create streets and blocks laid out using "transect planning" (appropriate street and building types for each area), which includes a discernible center and edges, public space at center, high quality public realm, and land uses appropriate to the street and building typology.

LU-19.3.4 LU-19.1.6: Connectivity.

Provide a newly configured complete street grid hierarchy of streets, boulevards and alleys that is pedestrian-oriented, connects to existing streets, and creates walkable urban blocks for buildings and open space. It should also incorporate transit facilities, provide connections to other transit nodes and coordinate with the potential expansion of Wolfe Road bridge over Interstate 280 to continue the walkable, bikeable boulevard concept along Wolfe Road. The project should also contribute towards a study and improvements to a potential Interstate 280 trail along the drainage channel south of the freeway and provide pedestrian and bicycle connections from the project sites to the trail.

LU-19.1.7: Existing Streets. (Now LU-19.2.2)

Improve Stevens Creek Boulevard and Wolfe Road to become more bike and pedestrian friendly with bike lanes, wide sidewalks, street trees, improved pedestrian intersections to accommodate the connections to Rosebowl and Main Street.

[Renumber LU-19.1.8 through LU-19.1.14 as LU-19.3.5 through LU-19.3.11.]

[New, more detailed Figure LU-4]

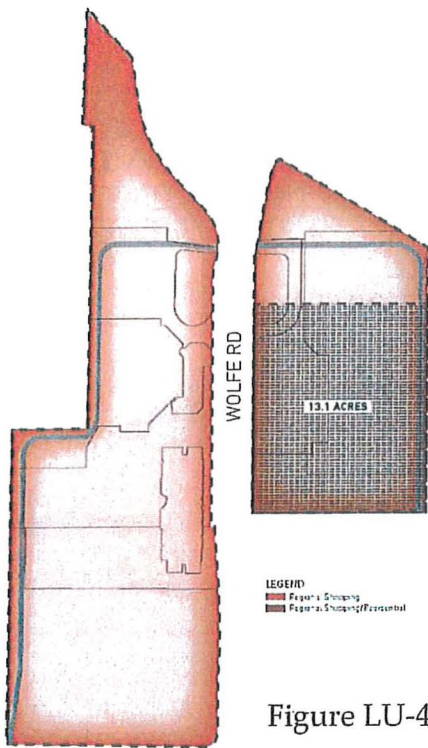


Figure LU-4

Appendix A, page A-6

Regional Shopping: This designation applies to the portions of the Vallco Shopping District Special Area that do not allow residential uses. This designation allows commercial uses that include retail sales, businesses, and service establishments with direct contact with customers. High-performing retail, restaurant and entertainment uses are permitted. Hotel uses are permitted, and a business class hotel with conference center and active uses including main entrances, lobbies, retail and restaurants on the ground floor is encouraged.

Regional Shopping / Residential: This designation applies to the portions of the Vallco Shopping District Special Area that allow residential uses. This designation allows residential development at a maximum density of 35 dwelling units per acre and a minimum density of 29.7 dwelling units per acre by right. Limited, supporting commercial uses that include retail sales, businesses, and service establishments with direct contact with customers on the ground level are permitted but not required. High-performing retail, restaurant and entertainment uses are permitted. The development may result in structures with up to five levels in residential only structures or up to six levels in structures that include ground-floor commercial uses with the heights indicated in Figure LU-1.

EXHIBIT GPA - 02B

GENERAL PLAN LAND USE MAP
DESIGNATE 13.1 ACRES OF VALLCO SITE AS REGIONAL SHOPPING/RESIDENTIAL;
DESIGNATE REMAINDER TO BE REGIONAL SHOPPING

EDIT LEGEND TEXT: NOTWITHSTANDING THE DENSITIES SHOWN ABOVE, SITES DESIGNATED AS PRIORITY HOUSING SITES IN THE ADOPTED HOUSING ELEMENT SHALL HAVE THE DENSITIES SHOWN IN THE HOUSING ELEMENT AS FURTHER DEFINED IN FIGURE LU-2 IN THE LAND USE ELEMENT.

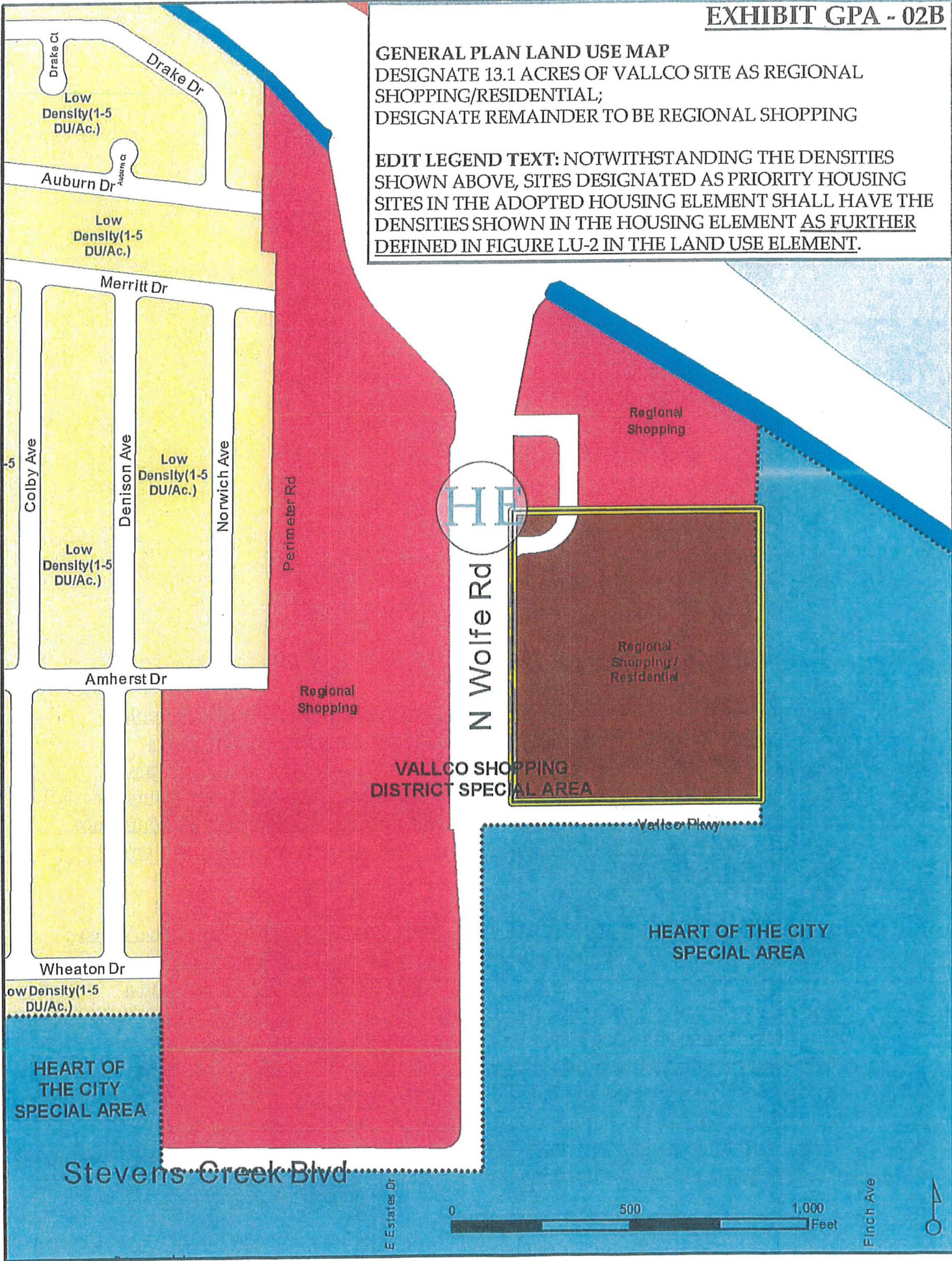


EXHIBIT D

ORDINANCE NO. 19-2187

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF CUPERTINO
ELIMINATING REFERENCES IN THE MUNICIPAL CODE TO THE
VALLCO TOWN CENTER SPECIFIC PLAN AND ADDING LANGUAGE
ESTABLISHING DEVELOPMENT STANDARDS FOR A NEW MIXED USE
PLANNED DEVELOPMENT WITH MULTIFAMILY (R3) RESIDENTIAL
AND GENERAL COMMERCIAL ZONING DESIGNATION (P(R3,CG))

SECTION I: PROJECT DESCRIPTION

Application No: MCA-2019-01
Applicant: City of Cupertino
Location: 10101 to 10333 N Wolfe Rd
APN#s: 316-20-080, 316-20-081, 316-20-088, 316-20-092, 316-20-094, 316-20-095, 316-20-099, 316-20-100, 316-20-101, 316-20-103, 316-20-104, 316-20-105, 316-20-106, 316-20-107

SECTION II: RECITALS

WHEREAS, Strategy 1 in the Housing Element of the Cupertino General Plan identifies the Vallco Shopping District Special Area as being appropriate to accommodate at least 389 dwelling units at a minimum density of 20 units per acre and a maximum density of 35 units per acre and provides that if a specific plan is not adopted by May 31, 2018, the City will consider removing the Special Area as a Priority Housing Site; and

WHEREAS, as required by Housing Element Strategy 1, at a study session on June 18, 2019 the City Council considered removing the Vallco Shopping District Special Area as a Priority Housing Site; and

WHEREAS, after consideration of its options at the June 18, 2019 study session, the City Council provided direction to staff to retain the Vallco Shopping District Special Area as a Priority Housing Site, and City Council directed staff to prepare a General Plan Amendment for its consideration to permit 389 residential units by right within the Vallco Shopping District Special Area to accommodate the City's Regional Housing Need Allocation (RHNA) consistent with the Housing Element and Government Code Section 65863; and

WHEREAS, following a duly noticed public hearing on August 20, 2019, and prior to the Council's consideration of the Municipal Code amendments, the Council adopted Resolution No. 19-109, approving a General Plan Amendment to remove office uses as

a permitted land use within the Vallco Shopping District Special Area and remove the associated office development allocation, and Resolution No. 19-110, approving a General Plan Amendment to establish height limits and enact development standards for residential uses within the Vallco Shopping District Special Area; and

WHEREAS, the Ordinance amends the City's Municipal Code to add a new zoning category, Mixed Use Planned Development with Multifamily (R3) Residential and General Commercial zoning designation (P(R3,CG)), to the text of the Municipal Code that includes development standards enabling the mixed use or residential-only development contemplated for the Vallco Shopping District Special Area; and

WHEREAS, the Ordinance is consistent with the City's General Plan and the public health, safety, convenience, and general welfare, and the amendments herein are necessary to implement the Housing Element of the General Plan as adopted; and

WHEREAS, the City has prepared a Second Addendum ("Second Addendum") to the Final Environmental Impact Report ("Final EIR") for the General Plan Amendment, Housing Element Update, and Associated Rezoning Project (State Clearinghouse No. 2014032007) for modifications to the General Plan and zoning affecting the Vallco Shopping District Special Area in compliance with the California Environmental Quality Act (Public Resources Code Section 21000 et seq.) ("CEQA") together with the State CEQA Guidelines (California Code of Regulations, Title 14, Section 15000 et seq.) (hereinafter, "CEQA Guidelines"); and

WHEREAS, following necessary public notices given as required by the procedural ordinances of the City of Cupertino and the Government Code, the Planning Commission held a public hearing on July 30, 2019 to consider the Ordinance; and

WHEREAS, on July 30, 2019, the Second Addendum was presented to the Planning Commission; and

WHEREAS, on July 30, 2019, by Resolution 6884, the Planning Commission recommended on a 4-0 vote (Commissioner Moore recused) that the City Council adopt a General Plan Amendment solely to impose height limitations within the Vallco Shopping District Special Area subject to certain conditions and recommended that the City Council adopt the Second Addendum for modifications to the Project (as defined in Resolution No. 19-108) affecting the Vallco Shopping District Special Area; and

WHEREAS, on August 20, 2019 and September 3, 2019, upon due notice, the City Council has held at least two public hearings to consider the Municipal Code Amendment; and

WHEREAS, on August 20, 2019, by Resolution No. 19-108, the City Council adopted the Second Addendum to the Final EIR (EA-2013-03); and

WHEREAS, the City Council of the City of Cupertino is the decision-making body for this Ordinance; and

WHEREAS, prior to taking action on this Ordinance, the City Council has exercised its independent judgment and reviewed and considered the information in the Second Addendum, which concludes that no further environmental review is required for the Municipal Code Amendments included in the Ordinance.

SECTION III

NOW, THEREFORE, BE IT ORDAINED:

After careful consideration of the, maps, facts, exhibits, testimony and other evidence submitted in this matter, the City Council hereby adopts the Municipal Code amendments based on the findings described above, the public hearing record, subject to the conditions specified below:

Section 1. The recitals set forth above are true and correct, and are hereby incorporated herein by this reference as if fully set forth in their entirety.

Section 2. The City Council finds the following as set forth by Municipal Code 19.152.020.C:

1. That the proposed zoning is in accord with Title 19 of the Municipal Code and the City's Comprehensive General Plan (Community Vision 2040) and the proposed amendments are internally consistent with Title 19 of the Municipal Code.

The Housing Element of the General Plan calls for the City to permit at least 389 dwelling units in the Vallco Shopping District Special Area. The General Plan Amendments (adopted at the August 20, 2019 City Council meeting with Resolution Nos. 19-109 and 19-110) modify the Land Use Element of the General Plan to remove office as a permitted use within the Vallco Shopping District Special Area and define development standards that will allow residential development by right on 13.1 acres at a maximum density of 35 dwelling units per acre. The proposed municipal code amendments would rezone the properties within the Vallco Shopping District Special Area for consistency with the General Plan, as amended by General Plan Amendments GPA-2019-01 and GPA-2019-02, and other relevant portions of the Municipal Code.

2. The proposed zoning is in compliance with the provisions of the California Environmental Quality Act (CEQA).

The City has prepared a Second Addendum Final EIR for the General Plan Amendment, Housing Element Update, and Associated Rezoning Project that analyzes the potential environmental effects of the proposed zoning amendments. The City Council has exercised its independent judgment and reviewed and considered the information in the Second Addendum, which

concludes that no further environmental review is required for the proposed zoning amendments to comply with CEQA.

3. The site is physically suitable (including, but not limited to, access, provision of utilities, compatibility with adjoining land uses, and absence of physical constraints) for the requested zoning designation(s) and anticipated land use development(s).

The sites being rezoned have access to utilities and are compatible with adjoining land uses. To the extent that there are deficient utilities, the City has adopted mitigation measures to ensure that any future development would need to provide the appropriate utilities to accommodate the development. The proposed zoning would implement the Housing Element and the Land Use Element of the General Plan, as amended by General Plan Amendments GPA-2019-01 and GPA-2019-02, which include development standards to permit at least 389 residential units and complementary commercial uses on the site, which are compatible with anticipated land use development in the area.

4. The proposed zoning will promote orderly development of the City.

The sites being rezoned will promote orderly development in the City by allowing a critical mass of development to be proposed along the City's Priority Development Area (PDA) in which future development is anticipated without exceeding the vision for housing and complementary commercial development required in the Housing Element and Land Use Element of the General Plan, as amended by General Plan Amendments GPA-2019-01 and GPA-2019-02.

5. That the proposed zoning is not detrimental to the health, safety, peace, morals and general welfare of persons residing or working in the neighborhood of subject parcels.

The proposed zoning is not detrimental to the health, safety, peace, morals and general welfare since these are conforming changes that are necessary to implement the Housing Element and Land Use Element of the City's General Plan, as amended by General Plan Amendments GPA-2019-01 and GPA-2019-02. Additionally, where health or safety impacts have been identified in the Final EIR, mitigation measures have been identified which would be applicable to any development on these sites.

Section 3. The City Council approves the Amendments to the Municipal Code (Application No. MCA-2019-01) as shown in Exhibit A and authorizes the staff to make grammatical, typographical, numbering, and formatting changes necessary to assist in production of the final published Municipal Code.

Section 4. If any portion of this Ordinance or its application is for any reason held to be invalid, unenforceable or unconstitutional, by a court of competent jurisdiction, that portion shall be deemed severable, and such invalidity, unenforceability or unconstitutionality shall not affect the validity or enforceability of the remaining portions of the Ordinance, or its application to any other person or

circumstance. The City Council hereby declares that it would have adopted each section, sentence, clause or phrase of this Ordinance, irrespective of the fact that any one or more other sections, sentences, clauses or phrases of the Ordinance be declared invalid, unenforceable or unconstitutional.

Section 5. The City Council directs the Director of Community Development to file a Notice of Determination with the Santa Clara County Recorder in accordance with CEQA and the CEQA guidelines.

Section 6 This Ordinance shall not take effect unless and until General Plan Amendment GPA-2019-02 becomes effective.

INTRODUCED at a regular meeting of the City Council of the City of Cupertino the 20th day of August, 2019 and ENACTED at a regular meeting of the City Council of the City of Cupertino the 3rd day of September, 2019 by the following vote:

AYES: Scharf, Paul, Willey

NOES: Sinks

ABSTAIN: None

ABSENT: Chao (Recused)

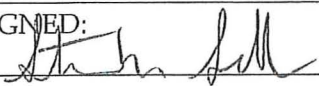


SIGNED:  Steven Scharf, Mayor City of Cupertino	9/6/19 Date
ATTEST:  Grace Schmidt, City Clerk	9-6-19 Date
APPROVED AS TO FORM:  Heather Minner, City Attorney	9-6-19 Date

Exhibit A

19.12.030 Approval Authority.

Table 19.12.030 shows the approval authority, Noticing Radius, Expiration Date and Extension Dates for different types of Permits.

Table 19.12.030 - Approval Authority									
Type of Permit or Decision ^{A, B}	Administrative Review	Design Review Committee	Planning Commission	City Council	Public Hearing/ Public Meeting/ Comment Period ^C	Noticing/ Noticing Radius ^D	Posted Site Notice	Expiration Date ^E	Chapter/ Findings
General Plan Amendment									
Major ^F	-	-	R	F	PH	CA. Govt. Code 65350-65362	Yes	-	CA. Govt. Code 65350-65362
Minor ^G	-	-	R	F	PH		Yes	-	
Zoning Map Amendments									
Major ^F	-	-	R	F	PH	CA. Govt. Code 65853-65857	Yes	-	19.152.020
Minor ^G	-	-	R	F	PH		Yes	-	
Zoning Text Amendments	-	-	R	F	PH	CA. Govt. Code 65853-65857	-	-	19.152.030
Specific Plans	-	-	R	F	PH	CA. Govt. Code 65350-65362	-	-	20.04.030
Development Agreements	-	-	R	F	PH	CA. Govt. Code 65867	Yes	-	19.144.120
Development Permits									
Major ^{F, H}	-	-	F/R	A ¹ /F	PM	19.12.110/300'	Yes	2 years	19.156.050
Minor ^G	F	-	A ¹	A ²	PM		Yes	2 years	

Table 19.12.030 - Approval Authority

Type of Permit or Decision ^{A, B}	Administrative Review	Design Review Committee	Planning Commission	City Council	Public Hearing/ Public Meeting/ Comment Period ^C	Noticing/ Noticing Radius ^D	Posted Site Notice	Expiration Date ^E	Chapter/ Findings
Conditional Use Permits									
Major ^{F, H, I}	F	-	A ¹ /F/R	A ¹ / A ² /F	PH	CA. Govt. Code 65905	Yes	2 years	19.156.050
Minor ^{G, I}	F	-	A ¹ /F/R	A ¹ / A ² /F	PH		Yes	2 years	
Temporary	F	-	A ¹	A ²	-	None	No	1 year	None 19.160.030
Density Bonus (Residential)			R	F	Based on concurrent application	19.52			
Adult-Oriented Commercial Activity (CUP)		-	R	F	PH	CA. Govt. Code 65905/300'	Yes	2 years	19.128.030 & 19.128.040
Architectural and Site Approval									
Major ^J	F	-	A ¹	A ²	PM	19.12.110/	Yes	2 years	19.168.030
Minor ^K	F	-	A ¹	A ²	PM		Yes	2 years	
Amendment									
Major ^{F, H}	-	-	F	A ¹	Varies ^L	Depends on permit being amended ^L	Yes	2 years	19.44, 19.144, 19.156, 19.164
Minor ^G	F	-	A ¹	A ²	Varies ^L		Yes	2 years	
Minor Modification	F	-	A ¹	A ²	-	None	No	2 years	19.164
Hillside Exception/ Height Exception/	-	-	F	A ¹	PH	19.12.110/300'	Yes	2 years	19.40.080, 19.24.070,

Table 19.12.030 - Approval Authority

Type of Permit or Decision ^{A, B}	Administrative Review	Design Review Committee	Planning Commission	City Council	Public Hearing/ Public Meeting/ Comment Period ^C	Noticing/ Noticing Radius ^D	Posted Site Notice	Expiration Date ^E	Chapter/ Findings
Heart of the City Exception ^I									19.136.090
Variance	F	-	A ¹	A ²	PH	CA. Govt. Code 65905	Yes	2 years	19.156.060
Status of non-conforming Use	-	-	F	A ¹	PH	19.12.110/300'	Yes	-	19.140.110
Wireless Antennas ^I	F	-	F/ A ¹	A ²	Varies ^I	Depends on application type	Yes	2 years	19.136.090
Signs									
Permits	F	-	A ¹	A ²	-	None	No	1 year	19.104
Neon, Reader board & Freeway Oriented Signs ^I	-	F	F	A ^{1M}	PM	19.12.110/300'	No	1 year	19.104
Programs	F	-	A ¹	A ²	-	None	No	1 year	19.104
Exceptions ^I	-	F	-	A ^{1M}	PM	19.12.110/ Adjacent	Yes	1 year	19.104.290
Parking Exceptions ^I	F	F	A ¹	A ^{1M} / A ²	Varies ^N	19.12.110/ Adjacent/ 300' ^O	Yes	1 year	19.124.050
Fence Exceptions	-	F	-	A ^{1L}	PM	19.12.110/ Adjacent	Yes	1 year	19.48.060

Table 19.12.030 - Approval Authority

Type of Permit or Decision ^{A, B}	Administrative Review	Design Review Committee	Planning Commission	City Council	Public Hearing/ Public Meeting/ Comment Period ^C	Noticing/ Noticing Radius ^D	Posted Site Notice	Expiration Date ^E	Chapter/ Findings
Front Yard Interpretation	F	-	A ¹	A ²	PM	19.12.110/ Adjacent	Yes	1 year	19.08
R-1 Ordinance Permits									
Two-story ^I	F	F	F/A ¹	A ^{1L} / A ²	Varies ^I	19.12.110/ Adjacent	Yes	1 year	19.28.140
Minor Residential	F	-	A ¹	A ²	CP		No	1 year	
Exceptions ^I	-	F	-	A ^{1M}	PM		Yes	1 year	
Protected Trees									
Tree Removal	F	-	A ¹	A ²	CP	Adjacent unless exempt	Yes	1 year	14.18.180
Heritage Tree Designation & Removal	-	-	F	A ¹	PM	19.12.110/ 300'	Yes	-	14.18
Tree Management Plan	F	-	A ¹	A ²	-	None	No	-	14.18
Retroactive Tree Removal	F	-	A ¹	A ²	-	None	No	-	14.18
Reasonable Accommodation	F	-	A ¹	A ²	-	None	No	1 year	19.52.050
Extensions ^P									
Parking, Fence & Sign Exceptions & Front Yard Interpretations	F	-	A ¹	A ²	-	None	No	1 year	
Neon, Reader board	F		A ¹	A ²	-	None	No	1 year	

Table 19.12.030 - Approval Authority

Type of Permit or Decision ^{A, B}	Administrative Review	Design Review Committee	Planning Commission	City Council	Public Hearing/ Public Meeting/ Comment Period ^C	Noticing/ Noticing Radius ^D	Posted Site Notice	Expiration Date ^E	Chapter/ Findings
& Freeway Oriented Signs									
Two Story Permits, Minor Residential Permits and Exceptions	F		A ¹	A ²	-	None	No	1 year	
Tree Removals	F	-	A ¹	A ²	-	-	No	1 year	
All other projects	F	-	A ¹	A ²	-	19.12.110/ None	No	2 years	
For permits within the Valco Town Center Zone – see Valco Town Center Specific Plan									
KEY:									
R—Review and recommendation body					F—Final decision-making body unless appealed				
A ¹ —Appeal Body on first appeal					A ² —Appeal body on second appeal				
PH—Public Hearing					PM—Public Meeting				
CP—Comment Period									

Notes:

A. Permits can be processed concurrently with other applications, at the discretion of the Director of Community Development.

B. Projects with combined applications shall be processed at the highest level of approval in conformance with Section 19.04.090.

C. Public Hearing: Projects types that need noticing pursuant to the CA Government Code; Public Meeting: Project types that need only a mailed notice and no newspaper notices; Comment Period: Project types that need only a mailed notice and do not need a public hearing or public meeting.

D. Noticing Radius of an application in a combined application shall correspond to the maximum noticing radius required for any one of the applications.

E. Expiration date of an application in a combined application shall correspond to the maximum expiration date allowed for any one of the development applications (not including Subdivision Map Act applications, General Plan Amendments and Zoning Map or Text Amendments.)

F. Major General Plan Amendment, Conditional Use Permit, Development Permit application - for more than ten thousand square feet of commercial and/or industrial and/or office and/or other non-residential use, or greater than six residential units.

G. Minor General Plan Amendment, Conditional Use Permit, Development Permit application - for ten thousand square feet or less of commercial and/or industrial and/or office and/or other non-residential use, or six or less residential units.

H. City Council review for applications with new development greater than fifty thousand square feet of commercial, and/or greater than one hundred thousand square feet of industrial and/or office and/or other non-residential use, and/or greater than fifty residential units.

Planning Commission review for all other applications.

I. Please see specific zoning district regulations or chapters in this title that apply to the subject property or project for approval authority.

J. Major Architectural and Site Approval application - architectural and site approval for all projects that are not a Minor Architectural and Site Approval application.

K. Minor Architectural and Site Approval application - single family home in a planned development zoning district, minor building architectural modifications, landscaping, signs and lighting for new development, redevelopment or modification in such zones where review is required and minor modifications of duplex and multi-family buildings.

L. Meeting type and noticing are dependent on the underlying permit being modified.

M. Appeals of Design Review Committee decisions shall be heard by the City Council.

N. Parking Exceptions approved by the Director of Community Development need a comment period.

Parking Exceptions approved by the Design Review Committee need a public meeting.

O. Parking Exceptions in Single-family residential (R1) zones and Duplex (R2) zones need adjacent noticing.

All other Parking Exceptions need notices within three hundred feet of the exterior boundary of the subject property.

P. Application must be filed prior to expiration date of permit. Permit is extended until decision of the Approval Body on the extension.

19.16.010 Zoning Districts Designated.

B. In addition to the zones identified in Table 19.16.010A, the City may establish separate zoning districts in individual specific plans adopted to promote the orderly development of the plan area. These zoning districts are identified in Table 19.16.010B below:

Table 19.16.010B - Specific Plan Districts	
Zoning Map Designation	Specific Plan Name
Heart of the City	Heart of the City
VTC Vallee Town Center	Vallee Town Center

Land uses and development standards within a specific plan zone shall be as prescribed in the specific plan.

19.16.030 Zoning Map and District Boundaries.

A. The boundaries of districts established by this title shall be shown upon the zoning map. The zoning map, and all amendments, changes, and extensions thereof, and all legends, symbols, notations, references, and other matters shown thereon shall be a part of this title.

B. The zoning map, as currently effective, and a record of all amendments, changes and extensions thereof, shall be maintained as a public record in the office of the Director of Community Development.

C. The boundaries of each district as shown upon the zoning map, or amendments thereto, are adopted by the ordinance codified in this title, and the specific regulations established by this title for each general district and all other regulations applicable therein as set forth in this title are established and declared to be in effect upon all portions of lands included within the boundaries of each and every district as shown upon the zoning map.

19.16.060 Application of Regulation to Sites Divided by Zone Boundaries.

Whenever it is found, pursuant to Section 19.28.050, that a lot or site is divided by a boundary between districts, the provisions of the zoning regulations applicable within each district shall apply only to ~~each~~ the portion of this site situated in each a separate district.

19.80.030 Establishment of Districts—Permitted and Conditional Uses and Development Standards.

A. Planned development zoning districts may be established, modified or removed from the zoning map, and the regulations applicable to any planned development district may be established, modified or deleted in accord with the procedures described in this chapter.

B. All P districts shall be identified on the zoning map with the letter coding "P" followed by a specific reference to the general type of use allowed in the particular planning development zoning district. For example, a planned development zoning district in which the uses are to be general commercial in nature, would be designated "P(CG)." A planned development zoning district in which the uses are intended to be a mix of general commercial and residential would be designated "P(CG/Res)."

C. Permitted uses in a P zoning district shall consist of all uses which are permitted in the zoning district which constitutes the designation following the letter coding "P." For example, the permitted uses in a P(CG) zoning district are the same uses

which are permitted in a CG zoning district for sites with a mixed-use residential designation, Section 19.80.030F shall apply.

D. Conditional uses in a P zoning district shall consist of all uses which require the issuance of a conditional use permit in the zoning district which constitutes the designation following the letter coding "P." For example, the conditional uses in a P(CG) zoning district are the same uses which require a conditional use permit in CG zoning district. Each conditional use in a P zoning district requires a separate conditional use permit for sites with a mixed-use residential designation, Section 19.80.030F shall apply.

E. The general category of uses in a P zone shall be defined at the time of the conceptual plan, and shall be consistent with the adopted General Plan relative to the property in the application. The development standards and regulations of the permitted and conditional uses shall be established in conjunction with the approval of the conceptual and definitive plans, unless specifically identified in Section 19.80.030F below. Developments which are not subject to discretionary approval by the City must comply with the development standards of the underlying zoning district.

F. For sites with a mixed-use residential designation the following shall apply:

1. For sites in the Monta Vista Village Special Area, residential shall be a permitted use.

2. If a site is listed as a Priority Housing Site in the City's adopted Housing Element of the General Plan, then residential development that does not exceed the number of units designated for the site in the Housing Element shall be a permitted use.

3. Residential development on sites not designated as Priority Housing Sites in the City's adopted Housing Element of the General Plan and residential development on a Priority Housing Site that exceeds the number of units designated for that Priority Housing Site shall be a conditional use.

4. Priority Housing Sites shall be shown on the City's zoning map.

5. For sites zoned P(R3, CG), no conceptual or definitive plans shall be required to establish permitted and conditional uses. Multifamily residential use is the primary permitted use. Commercial uses may be incorporated into the development on the ground floor but shall not be the primary permitted use.

G. For sites which require a specific plan prior to development approval, the permitted and conditional uses and all development regulations shall be as shown in the specific plan.

STATE OF CALIFORNIA)

COUNTY OF SANTA CLARA)

CITY OF CUPERTINO)

I, GRACE SCHMIDT, City Clerk and ex-officio Clerk of the City Council of the City of Cupertino, California, do hereby certify the attached to be a true and correct copy of Ordinance No. 19-2187, which was enacted on September 3, 2019, and that it has been published or posted pursuant to law (G.C. 40806).

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6th day of September, 2019.



GRACE SCHMIDT, City Clerk and Ex-officio Clerk
of the City Council of the City of Cupertino, California

EXHIBIT E

ORDINANCE NO. 19-2188

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF CUPERTINO
AMENDING THE ZONING MAP TO REZONE 13.1 ACRES WITHIN THE
VALLCO SHOPPING DISTRICT SPECIAL AREA TO MIXED USE PLANNED
DEVELOPMENT WITH MULTIFAMILY (R3) RESIDENTIAL ZONING
P(R3,CG) AND GENERAL COMMERCIAL USES AND THE REMAINDER OF
THE SPECIAL AREA TO GENERAL COMMERCIAL (CG)

SECTION I: PROJECT DESCRIPTION

Application No: Z-2019-01
Applicant: City of Cupertino
Location: 10101 to 10333 N Wolfe Rd
APN#s: 316-20-080, 316-20-081, 316-20-088, 316-20-092, 316-20-094, 316-20-095, 316-20-099, 316-20-100, 316-20-101, 316-20-103, 316-20-104, 316-20-105, 316-20-106, 316-20-107

SECTION II: RECITALS

WHEREAS, Strategy 1 in the Housing Element of the Cupertino General Plan identifies the Vallco Shopping District Special Area as being appropriate to accommodate at least 389 dwelling units at a minimum density of 20 units per acre and a maximum density of 35 units per acre and provides that if a specific plan is not adopted by May 31, 2018, the City will consider removing the Special Area as a Priority Housing Site; and

WHEREAS, as required by Housing Element Strategy 1, at a study session on June 18, 2019 the City Council considered removing the Vallco Shopping District Special Area as a Priority Housing Site; and

WHEREAS, after consideration of its options at the June 18, 2019 study session, the City Council provided direction to staff to retain the Vallco Shopping District Special Area as a Priority Housing Site, and City Council directed staff to prepare a General Plan Amendment for its consideration to permit 389 residential units by right within the Vallco Shopping District Special Area to accommodate the City's Regional Housing Need Allocation (RHNA) consistent with the Housing Element and Government Code Section 65863; and

WHEREAS, following a duly noticed public hearing on August 20, 2019, and prior to the Council's consideration of the Master Zoning Map amendments, the Council adopted Resolution No. 19-109, approving a General Plan Amendment to remove office

uses as a permitted land use within the Vallco Shopping District Special Area and remove the associated office development allocation, and Resolution No. 19-110, approving a General Plan Amendment to establish height limits and enact development standards for residential uses within the Vallco Shopping District Special Area; and

WHEREAS, the Ordinance amends the City's Master Zoning Map apply the new Mixed Use Planned Development with Multifamily (R3) Residential and General Commercial zoning designation (P(R3,CG)) created in MCA-2019-01 to the Vallco Shopping District Special Area; and

WHEREAS, the Ordinance is consistent with the City's General Plan and the public health, safety, convenience, and general welfare, and the amendments herein are necessary to implement the Housing Element of the General Plan as adopted; and

WHEREAS, the City has prepared a Second Addendum ("Second Addendum") to the Final Environmental Impact Report ("Final EIR") for the General Plan Amendment, Housing Element Update, and Associated Rezoning Project (State Clearinghouse No. 2014032007) for modifications to the General Plan and zoning affecting the Vallco Shopping District Special Area in compliance with the California Environmental Quality Act (Public Resources Code Section 21000 et seq.) ("CEQA") together with the State CEQA Guidelines (California Code of Regulations, Title 14, Section 15000 et seq.) (hereinafter, "CEQA Guidelines"); and

WHEREAS, following necessary public notices given as required by the procedural ordinances of the City of Cupertino and the Government Code, the Planning Commission held a public hearing on July 30, 2019 to consider the Ordinance; and

WHEREAS, on July 30, 2019, the Second Addendum was presented to the Planning Commission; and

WHEREAS, on July 30, 2019, by Resolution 6884, the Planning Commission recommended on a 4-0 vote (Commissioner Moore recused) that the City Council adopt a General Plan Amendment solely to impose height limitations within the Vallco Shopping District Special Area subject to certain conditions and recommended that the City Council adopt the Second Addendum for modifications to the Project (as defined in Resolution No. 19-108) affecting the Vallco Shopping District Special Area; and

WHEREAS, on August 20, 2019 and September 3, 2019, upon due notice, the City Council has held at least two public hearings to consider the Master Zoning Map Amendment; and

WHEREAS, on August 20, 2019, by Resolution No. 19-108, the City Council adopted the Second Addendum to the Final EIR (EA-2013-03); and

WHEREAS, the City Council of the City of Cupertino is the decision-making body for this Ordinance; and

WHEREAS, prior to taking action on this Ordinance, the City Council has exercised its independent judgment and reviewed and considered the information in the Second Addendum, which concludes that no further environmental review is required for the Master Zoning Map amendments included in the Ordinance.

SECTION III

NOW, THEREFORE, BE IT ORDAINED:

After careful consideration of the, maps, facts, exhibits, testimony and other evidence submitted in this matter, the City Council hereby adopts the Master Zoning Map amendments based on the findings described above, the public hearing record, subject to the conditions specified below:

Section 1. The recitals set forth above are true and correct, and are hereby incorporated herein by this reference as if fully set forth in their entirety.

Section 2. The City Council finds the following as set forth by Municipal Code 19.152.020.C:

1. That the proposed zoning is in accord with Title 19 of the Municipal Code and the City's Comprehensive General Plan (Community Vision 2040) and the proposed amendments are internally consistent with Title 19 of the Municipal Code.

The Housing Element of the General Plan calls for the City to permit at least 389 dwelling units in the Vallco Shopping District Special Area. The General Plan Amendments (adopted at the August 20, 2019 City Council meeting with Resolution Nos. 19-109 and 19-110) modify the Land Use Element of the General Plan to remove office as a permitted use within the Vallco Shopping District Special Area and define development standards that will allow residential development by right on 13.1 acres at a maximum density of 35 dwelling units per acre. The proposed municipal code amendments would rezone the properties within the Vallco Shopping District Special Area for consistency with the General Plan, as amended by General Plan Amendments GPA-2019-01 and GPA-2019-02, and other relevant portions of the Municipal Code.

2. The proposed zoning is in compliance with the provisions of the California Environmental Quality Act (CEQA).

The City has prepared a Second Addendum Final EIR for the General Plan Amendment, Housing Element Update, and Associated Rezoning Project that analyzes the potential environmental effects of the proposed zoning amendments. The City Council has exercised its independent judgment and reviewed and considered the information in the Second Addendum, which

concludes that no further environmental review is required for the proposed zoning amendments to comply with CEQA.

3. The site is physically suitable (including, but not limited to, access, provision of utilities, compatibility with adjoining land uses, and absence of physical constraints) for the requested zoning designation(s) and anticipated land use development(s).

The sites being rezoned have access to utilities and are compatible with adjoining land uses. To the extent that there are deficient utilities, the City has adopted mitigation measures to ensure that any future development would need to provide the appropriate utilities to accommodate the development. The proposed zoning would implement the Housing Element and the Land Use Element of the General Plan, as amended by General Plan Amendments GPA-2019-01 and GPA-2019-02, which include development standards to permit at least 389 residential units and complementary commercial uses on the site, which are compatible with anticipated land use development in the area.

4. The proposed zoning will promote orderly development of the City.

The sites being rezoned will promote orderly development in the City by allowing a critical mass of development to be proposed along the City's Priority Development Area (PDA) in which future development is anticipated without exceeding the vision for housing and complementary commercial development required in the Housing Element and Land Use Element of the General Plan, as amended by General Plan Amendments GPA-2019-01 and GPA-2019-02.

5. That the proposed zoning is not detrimental to the health, safety, peace, morals and general welfare of persons residing or working in the neighborhood of subject parcels.

The proposed zoning is not detrimental to the health, safety, peace, morals and general welfare since these are conforming changes that are necessary to implement the Housing Element and Land Use Element of the City's General Plan, as amended by General Plan Amendments GPA-2019-01 and GPA-2019-02. Additionally, where health or safety impacts have been identified in the Final EIR, mitigation measures have been identified which would be applicable to any development on these sites.

Section 3. The City Council approves amendments to the Master Zoning Map as shown in Exhibit A.

Section 4. If any portion of this Ordinance or its application is for any reason held to be invalid, unenforceable or unconstitutional, by a court of competent jurisdiction, that portion shall be deemed severable, and such invalidity, unenforceability or unconstitutionality shall not affect the validity or enforceability of the remaining portions of the Ordinance, or its application to any other person or circumstance. The City Council hereby declares that it would have adopted each section, sentence, clause or phrase of this Ordinance, irrespective of the fact that any one or more

other sections, sentences, clauses or phrases of the Ordinance be declared invalid, unenforceable or unconstitutional.

Section 5. The City Council directs the Director of Community Development to file a Notice of Determination with the Santa Clara County Recorder in accordance with CEQA and the CEQA guidelines.

Section 6 This Ordinance shall not take effect unless and until General Plan Amendment GPA-2019-02 becomes effective.

INTRODUCED at a regular meeting of the City Council of the City of Cupertino the 20th day of August, 2019 and ENACTED at a regular meeting of the City Council of the City of Cupertino the 3rd day of September, 2019 by the following vote:

AYES: Scharf, Paul, Willey

NOES: Sinks

ABSTAIN: None

ABSENT: Chao (Recused)




SIGNED:  _____ Steven Scharf, Mayor City of Cupertino	<u>9/6/19</u> Date
ATTEST:  _____ Grace Schmidt, City Clerk	<u>9-6-19</u> Date
APPROVED AS TO FORM:  _____ Heather Minner, City Attorney	<u>9-6-19</u> Date

EXHIBIT A (Page 1 of 2)

REZONE 13.1 ACRES OF THE SITE AS P(R3, CG) AND REMAINDER OF SITE AS CG

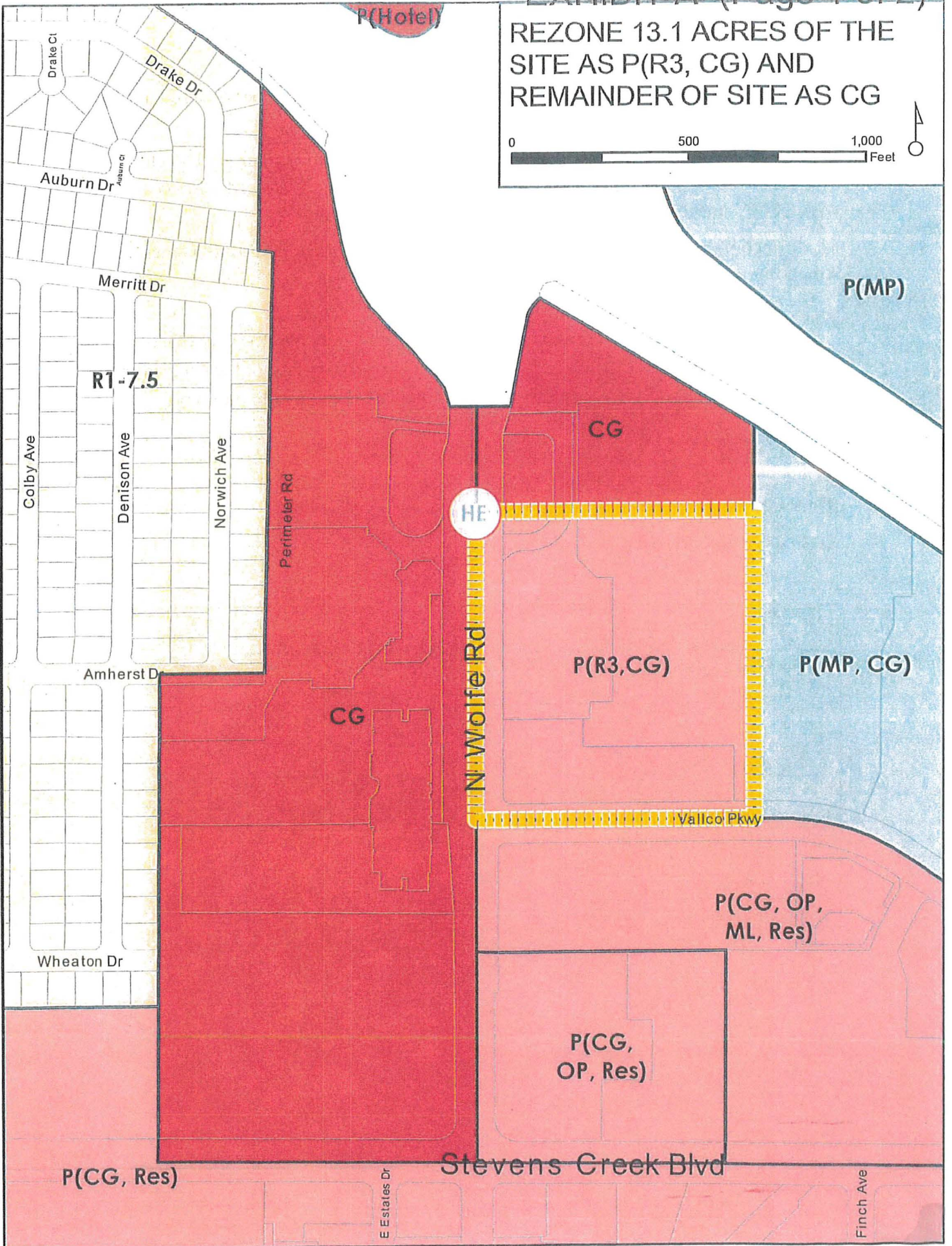


EXHIBIT A (Page 2 of 2)

APN	Zoning Prior to Ord. Z-2018-2178 Adoption	Zoning Proposed by Ord. Z-2018-2178 ¹	New Zoning
316-20-080	P(CG)	Vallco Town Center	CG
316-20-081	P(CG)	Vallco Town Center	CG
316-20-088	P(Regional Shopping)	Vallco Town Center	CG
316-20-092	P(Regional Shopping)	Vallco Town Center	CG
316-20-094	P(Regional Shopping)	Vallco Town Center	CG and P(R3, CG) as indicated on map above
316-20-095	P(Regional Shopping)	Vallco Town Center	P(R3, CG)
316-20-099	P(Regional Shopping)	Vallco Town Center	CG and P(R3, CG) as indicated on map above
316-20-100	P(Regional Shopping)	Vallco Town Center	CG and P(R3, CG) as indicated on map above
316-20-101	P(Regional Shopping)	Vallco Town Center	CG
316-20-104	P(Regional Shopping)	Vallco Town Center	CG
316-20-105	P(Regional Shopping)	Vallco Town Center	CG
316-20-106	P(Regional Shopping)	Vallco Town Center	CG
316-20-107	P(Regional Shopping)	Vallco Town Center	CG

¹ The zoning on assessors' parcels in the table below was amended in September 2018 (Ord. Z-2018-2178) in connection with the City's approval of the Vallco Specific Plan. The adoption of that Zoning Ordinance has been challenged and thus the validity of the zoning code amendments therein is uncertain. *See, e.g., Midway Orchards v. County of Butte* (1990) 220 Cal.App.3d 765. The table shows the zoning as adopted in September 2018, and the parcels' zoning as existing before that date.

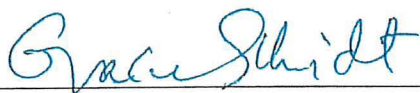
STATE OF CALIFORNIA)

COUNTY OF SANTA CLARA)

CITY OF CUPERTINO)

I, GRACE SCHMIDT, City Clerk and ex-officio Clerk of the City Council of the City of Cupertino, California, do hereby certify the attached to be a true and correct copy of Ordinance No. 19-2188, which was enacted on September 3, 2019, and that it has been published or posted pursuant to law (G.C. 40806).

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6th day of September, 2019.



GRACE SCHMIDT, City Clerk and Ex-officio Clerk
of the City Council of the City of Cupertino, California

EXHIBIT F

COBLENTZ PATCH DUFFY & BASS LLP
ONE MONTGOMERY STREET, SUITE 3000, SAN FRANCISCO, CALIFORNIA 94104-5500
415.391.4800 · FAX 415.989.1663

1 JONATHAN R. BASS (State Bar No. 75779)
CHARMAINE G. YU (State Bar No. 220579)
2 KATHARINE VAN DUSEN (State Bar No. 276021)
SARAH PETERSON (State Bar No. 309733)
3 COBLENTZ PATCH DUFFY & BASS LLP
One Montgomery Street, Suite 3000
4 San Francisco, California 94104-5500
Telephone: 415.391.4800
5 Facsimile: 415.989.1663
Email: ef-jrb@cpdb.com
6 ef-cgy@cpdb.com
7 ef-ktv@cpdb.com
ef-sep@cpdb.com

8 Attorneys for Plaintiff/Petitioner
VALLCO PROPERTY OWNER LLC

9

10 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**

11 **COUNTY OF SANTA CLARA**

12

13 VALLCO PROPERTY OWNER LLC,

14 Plaintiff/Petitioner,

15 v.

16 CITY OF CUPERTINO, and DOES 1-10,

17 Defendants/Respondents.

18

19 **TO THE CITY OF CUPERTINO:**

20 **PLEASE TAKE NOTICE**, under Public Resources Code §21167.5, that Petitioner,
21 Vallco Property Owner ("Petitioner"), intends to file a petition under the provisions of the
22 California Environmental Quality Act against respondent, City of Cupertino (the "City"), on the
23 grounds that the City was required to, but did not, prepare a project-specific analysis and was
24 required to, but did not, prepare and certify a Supplemental EIR before enacting Resolution
25 Nos. 19-108, 19-109, and 19-110, and Ordinance Nos. 19-2187 and 19-2188. The City's
26 reliance on an addendum to the 2014 General Plan EIR was improper.

27 ///

28 ///

Case No.

**NOTICE OF INTENT TO FILE CEQA
PETITION**

1 Attached to this Notice is a copy of the Verified Petition for Writ of Mandate and
2 Complaint for Declaratory Relief, which will shortly be filed in Santa Clara County Superior
3 Court. The Petition sets forth the relief Petitioner seeks.

4
5 DATED: September 20, 2019

COBLENTZ PATCH DUFFY & BASS LLP

6
7 By: Sarah Peterson

8 SARAH E. PETERSON

9 Attorneys for Plaintiff/Petitioner

10 VALLCO PROPERTY OWNER LLC

11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

COBLENTZ PATCH DUFFY & BASS LLP
ONE MONTGOMERY STREET, SUITE 3000, SAN FRANCISCO, CALIFORNIA 94104-5500
415.391.4800 · FAX 415.989.1663

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

PROOF OF SERVICE

STATE OF CALIFORNIA, COUNTY OF SAN FRANCISCO

At the time of service, I was over 18 years of age and **not a party to this action**. I am employed in the County of San Francisco, State of California. My business address is One Montgomery Street, Suite 3000, San Francisco, CA 94104-5500.

On September 20, 2019, I served true copies of the following document(s) described as

NOTICE OF INTENT TO FILE CEQA PETITION

on the interested parties in this action as follows:

Grace Schmidt
Cupertino Office of the City Clerk
10300 Torre Avenue
Cupertino, CA 95014

BY MAIL: I enclosed the document(s) in a sealed envelope or package addressed to the persons at the addresses listed in the Service List and placed the envelope for collection and mailing, following our ordinary business practices. I am readily familiar with the practice of Coblentz Patch Duffy & Bass LLP for collecting and processing correspondence for mailing. On the same day that correspondence is placed for collection and mailing, it is deposited in the ordinary course of business with the United States Postal Service, in a sealed envelope with postage fully prepaid.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on September 20, 2019, at San Francisco, California.



Marlene Lopez